



THE AVENGERS

APPROVED
BY THE
COMICS
CODE
AUTHORITY

FASTEN YOUR SAFETY BELTS,
TRUE BELIEVERS... 'CAUSE
ANT-MAN
IS BACK...AND
HOW!!

MARVEL
COMICS
GROUP

12¢ 46
IND. NOV

MCG

BEHIND THIS MASK
OF METAL LURKS...
THE SENSES-SHATTERING
WHIRLWIND!

Telegram-Marvel comics
(Avengers)

"THE
AGONY
AND THE **ANTHILL!**"

THE MIGHTY AVENGERS!

"The AGONY and the ANTHILL!"

DON'T LET THE TRANQUIL LITTLE TABLEAU BELOW FOOL YOU, FAITHFUL ONE! WE'VE GOT A BRAND-NEW, YET OMINOUSLY FAMILIAR SUPER-VILLAIN LINED UP FOR YOU IN A FEW PAGES! BUT FIRST...

IT'S GREAT THAT THE SUPER-ADAPTOID'S OUT OF THE WAY, SO WE CAN ENJOY OUR NEWLY-DECORATED DEN, EH, CAP? CAP?..

WHAT? SORRY, HANK... I GUESS MY MIND WAS WANDERING!

IS SOMETHING BOTHERING YOU, FELLA? YOU'RE A MILLION MILES AWAY!

IT'S...NOTHING! JUST IGNORE IT... IT'LL PASS!

YET, WILL IT PASS? FOR DAYS NOW, STEVE ROGERS HAS SPENT MOST OF HIS TIME ALONE... IN BROODING SILENCE!

SOMETHING IS DEEPLY DISTURBING HIM... SOMETHING HE DARES NOT TELL EVEN US!

I KNOW NOT WHAT TROUBLES MY FRIEND, CAPTAIN AMERICA...

BUT, THE SOUL OF THE SON OF ZEUS DOTH LONG MIGHTILY FOR ACTION... FOR THE CLARION CALL OF ADVENTUROUS PERIL!

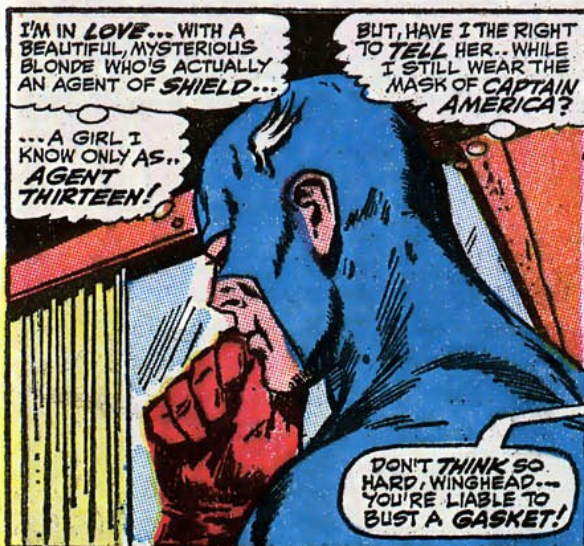
I ONLY WISH MY PROBLEM COULD BE SOLVED AS EASILY AS HERCULES!

HE NEEDS NOTHING BUT DANGER TO KEEP HIM HAPPY! WHAT I NEED IS OUT OF REACH... UNATTAINABLE...!*

*BE IT HEREWITH NOTED THAT THESE EPISODES TAKE PLACE SHORTLY BEFORE CAP RENOUNCED HIS SECRET IDENTITY IN SUSPENSE #95!...SYNCHRONIZING STAN.

STAN LEE, EDITOR... ROY THOMAS, WRITER... AND JOHN BUSCEMA, ARTIST, AGAIN, POOL THEIR PEELESS POWERS WITH THOSE OF VINCE COLLETTA, INKER, AND SAM ROSEN, LETTERER! MORE YOU COULD ASK FOR?

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I'M IN LOVE... WITH A BEAUTIFUL, MYSTERIOUS BLONDE WHO'S ACTUALLY AN AGENT OF SHIELD...

... A GIRL I KNOW ONLY AS... AGENT THIRTEEN!

BUT, HAVE I THE RIGHT TO TELL HER... WHILE I STILL WEAR THE MASK OF CAPTAIN AMERICA?

DON'T THINK SO HARD, WINGHEAD... YOU'RE LIABLE TO BUST A GASKET!



HAWKEYE... AND NATASHA!!

YOU WIN THE KEWPIE DOLL, CAP!

HELLO, EVERYONE! IT'S WONDERFUL TO SEE YOU AGAIN!

'TASHA WAS JUST RELEASED FROM THE HOSPITAL!

I TRIED TO TALK HER INTO A NICE, QUIET RIDE IN THE COUNTRY...



BUT, SHE INSISTED THAT FIRST SHE HADDA COME TO SAY HELLO TO YOU JUNIOR G-MEN!

AND, WE'RE DELIGHTED THAT SHE DID! YOU LOOK MARVELOUS, NATASHA... AS GOOD AS NEW!*

YOU KNOW IT, WANDA! IN THAT NEW DRESS, SHE'S AN ABSOLUTE KNOCK-OUT!

FOR ONCE, I THINK I UNDERSTAND THY VERNACULAR, GOLIATH!

AND, THY WORDS ARE NO MERE EMPTY FLATTERY!

THANK YOU... ALL OF YOU!

YOU CERTAINLY KNOW HOW TO MAKE A GIRL FEEL WELCOME!

*THE BEAUTEOUS BLACK WIDOW WAS WOUNDED A COUPLE OF ISHES BACK, REMEMBER?... SMILEY.



YOU'RE NOT IN COSTUME! DOES THAT MEAN YOU STILL INTEND TO GIVE UP YOUR LIFE AS THE BLACK WIDOW?

YES, HANK... I'VE MADE UP MY MIND!

THE MISSION FOR SHIELD WAS MY LAST! THE BLACK WIDOW IS GONE... FOREVER!

FROM NOW ON, I AM ONLY NATASHA... A GIRL WITH A PAST... AND, I HOPE, A FUTURE!



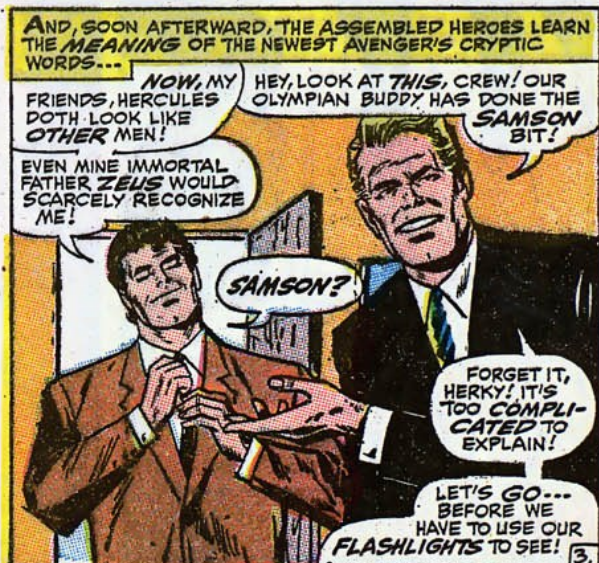
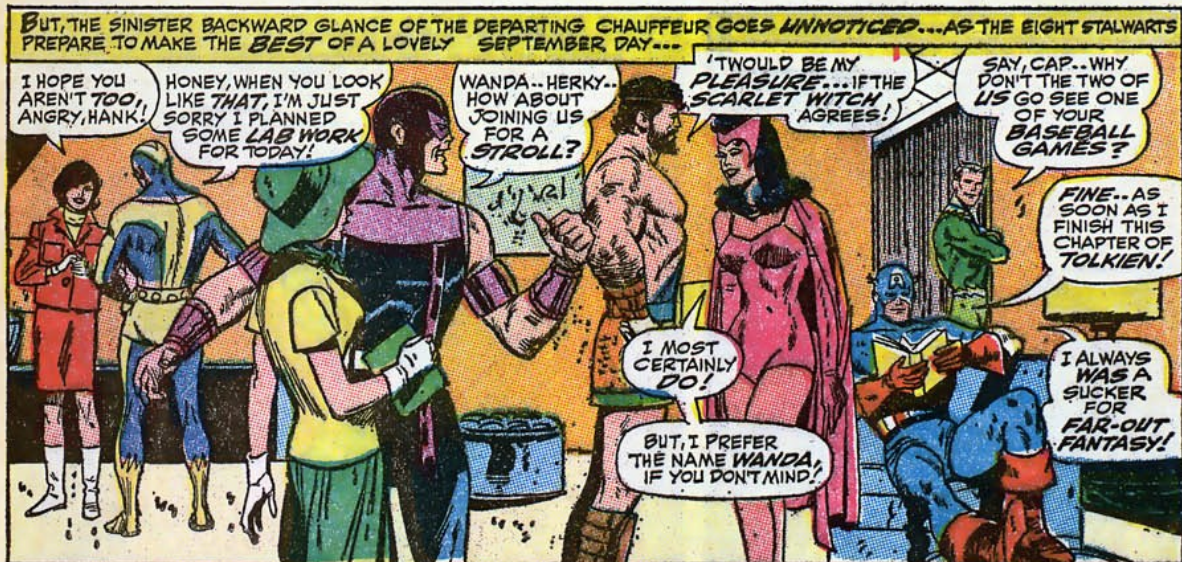
THAT'S NOT SO "ONLY", NATASHA!

YOU'RE THE GREATEST THERE IS... AND I'M DYING TO SEE THE MEDAL THAT NICK FURY GOT CONGRESS TO GIVE YOU!

JAN!

I WAS WONDERING WHEN YOU'D SHOW UP... BUT, WHO'S THAT WITH YOU?

YOU KNOW IT'S AGAINST OUR RULES TO BRING UNAUTHORIZED PERSONNEL INTO AVENGERS HQ!



MOMENTS LATER, ON THE SIDEWALKS OF NEW YORK CITY...

STILL THE MORTALS STOP TO STARE AT ME! IS MY APPEARANCE SOMEHOW AMISS?

ON THE CONTRARY, HERCULES! AS THE SLOGAN SAYS, YOU MUST BE DOING SOMETHING RIGHT!

WELL, PRETTY LADY, IT LOOKS LIKE YOU GET STUCK WITH NOTHING BUT A PLAIN-CLOTHES ARCHER!



I SHALL TRY TO SURVIVE, MY DARLING... AS LONG AS YOU KEEP PAYING ME COMPLIMENTS!

YET, EVEN AS THE HAPPY QUARTET ENJOY A WELL-DESERVED PERIOD OF RELAXATION, IT'S TIME FOR US TO REMIND YOU THAT THIS MAG STILL FEATURES A SUPER-VILLAIN NOW AND THEN, TOO...

I LEARNED EXACTLY WHAT I SET OUT TO LEARN... ABOUT THE SAFETY PRECAUTIONS TAKEN AT THE AVENGERS' OSTENTATIOUS MANSION!

THERE ARE TOO MANY ELECTRONIC SAFEGUARDS IN THE ENTRANCE TO THE BUILDING... WHICH THE WASP HAD TO DEACTIVATE!

SO, I MUST SEEK MY REVENGE BY ANOTHER ROUTE!



AND, BEFORE LONG, AT A SECRET HIDEAWAY ON THE LOWER EAST SIDE...

BUT, AS I LEFT, I HEARD GOLIATH SAY THAT HE AND THE WASP WERE STAYING THERE THIS AFTERNOON!

LITTLE DID HE REALIZE THAT THAT WAS THE LAST DECISION HE SHALL EVER MAKE!



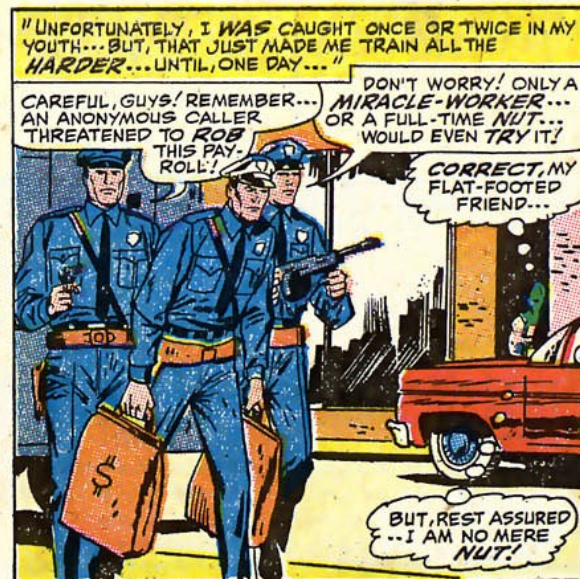
FOR, NOW IT IS TIME FOR ME TO SHED THIS ACCURSED CHAUFFEUR'S UNIFORM...

-- AND CHANGE TO THE AWESOME COLORS OF...

...THE WHIRLWIND!!*



* JUST IN CASE YOU THINK YOU MUST HAVE MISSED AN ISH-- OR ELSE YOU'D RECOGNIZE THIS SWORN FOE OF THE MIGHTY GOLIATH... GO ON TO PAGE 5, AND ALL SHALL BE MADE KNOWN UNTO YOU, HALLOWED ONE! -- SEPULCHRAL STAN.

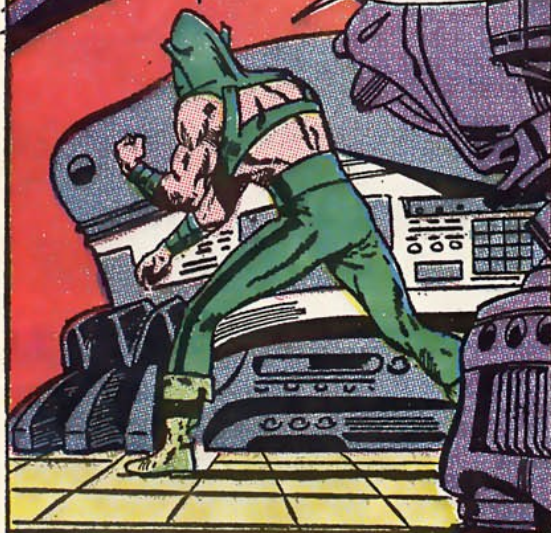


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HOWEVER, MY DEFEATS ARE ALL **BEHIND** ME NOW! THE HUMAN TOP IS OUT OF PRISON... AND HAS TAKEN THE MORE SINISTER NAME OF...THE **WHIRLWIND**!

THUS, IT IS TIME TO **RE-ESTABLISH** MY REPUTATION... AND, WHAT BETTER WAY TO DO IT THAN BY **DESTROYING** THE ONE WHO CAPTURED ME?

GOLIATH MUST **DIE**...SO THAT THE WONDROUS WHIRLWIND CAN **LIVE**!!



MEANWHILE, UNAWARE THAT ONE OF HIS MOST DANGEROUS FORMER FOES HAS BEEN **PAROLED**, HENRY PYM IS CONDUCTING A **GUIDED TOUR**...OF AN **ANT COLONY**, NO LESS...

RED ANTS...UGH!! I NEVER **DID** LIKE THEM AS WELL AS THE DEPENDABLE **BLACK** ONES WE USED TO **RIDE**!

I CHOSE **RED ANTS** FOR THIS NEW SERIES OF TESTS, JAN, BECAUSE MY **CONTROL** OVER THEM WAS NEVER AS COMPLETE AS IT SHOULD HAVE BEEN!

NOW, YOU TAKE THE **WASP**... THERE'S AN INSECT AFTER MY OWN HEART!

WITH THE AID OF THIS NEW **CYBERNO-TRON**, I HOPE TO FIND OUT **WHY**!

FOR, I'M BEGINNING TO THINK MY REAL FUTURE LIES NOT AS **GOLIATH**... BUT AS **ANT-MAN**!

I'M ABOUT AS MUCH IN DEMAND AROUND HERE AS A **SQUARE WHEEL**!

MAYBE IT IS TIME THAT I QUIT THE **AVENGERS**... AND SOUGHT A NEW LIFE AS **STEVE ROGERS**!



HANK, YOU MEAN...YOU'RE THINKING OF **GIVING UP** YOUR IDENTITY AS **GOLIATH**? BUT **WHY**, WHEN...? **OH**!!

I DIDN'T SAY I PLANNED TO THROW IN THE **TOWEL**, GIRL...

IF YOU'RE SO EAGER TO **RETIRE**, WHY ARE YOU GROWING TO YOUR **TEN-FOOT** HEIGHT AGAIN, **LOVER-BOY**?

I'M JUST LOOKING FOR NEW WAYS TO MAKE MYSELF OF THE MOST USE TO THE **AVENGERS**!

AND, I'M **GROWING** NOW SO THAT I CAN REACH ALL THESE **DIALS** MORE EASILY... **OKAY**?



JUST THEN...

COME ON, CAP! IT'S ALMOST TIME FOR...

SAY... I THOUGHT WE WERE HEADING FOR THE **BALL GAME**!

WE ARE, **PIETRO**! I'M AFRAID THIS OLD-TIMER WAS JUST **DAY-DREAMING** FOR A MINUTE, THAT'S ALL!

SURE YOU TWO BUG-WATCHERS DON'T WANT TO GRAB SOME **CRACKER-JACK** AND COME ALONG?

NO, THANKS, CAP... THIS PROJECT HAS **TOP PRIORITY**!

...!CAUSE, NOW THAT **HERCULES** HAS JOINED THE **AVENGERS**, I'M NO LONGER OF MUCH USE TO THEM AS A **STRONG MAN**!

EVEN THOUGH HE'S HALF MY **SIZE**, HE'S MUCH MORE **POWERFUL** THAN I!

SO, LIKE THE SAYING GOES... IT'S BACK TO THE **OLD DRAWING-BOARD**!



A FEW MINUTES LATER, AS A HASTILY-DRESSING CAPTAIN AMERICA JOINS HIS METEORIC MUTANT ALLY OUTSIDE...

HOP IN, MY FRIEND! IF WE HURRY, WE CAN BE FASHIONABLY LATE!

WHY SUCH A THOUGHTFUL EXPRESSION? SURELY, NOTHING CAN BE WRONG THAT I DON'T KNOW ABOUT...

I WAS JUST THINKING ABOUT HANK! I HOPE HE ISN'T DRIVING HIMSELF TOO HARD!

HE'S SPENT THE GREATER PORTION OF THE LAST SEVERAL DAYS IN THAT LAB OF HIS!

YOU, MY FRIEND, HAVE WHAT I SHOULD DIAGNOSE AS AN INCURABLE MOTHER HEN COMPLEX!

A PITY THAT IRON MAN IS NO LONGER A FULL-TIME AVENGER... SO THAT YOU COULD WORRY ABOUT HIS RUSTING EVERY TIME IT RAINED!

A SHORT TIME LATER, IN THAT SECTION OF AVENGERS HQ WHICH HAS BEEN SET ASIDE FOR GOLIATH'S NEVER-ENDING EXPERIMENTATION...

LOOK, HANDSOME, I DON'T MIND THAT YOU'VE INCORPORATED OUR CYBERNETIC DEVICES INTO THAT NEW TOY OF YOURS...

BECAUSE, JAN, WE MAY HAVE TO TEST THE CYBERNO-TRON LATER, BY SHRINKING TO ANT-SIZE!

BUT, WHY DID YOU INSIST THAT WE BOTH BE IN COSTUME WHILE YOU PLAY THE MAD SCIENTIST?

JUST NOW, THOUGH, IT'D STILL BE TOO DANGEROUS TO FACE THOSE ANTS, SO...

WAIT! WHAT'S THAT NOISE?

LOOK! THE WALL... IT'S STARTING TO VIBRATE...!

KRAK!

THEN, SUDDENLY, WITH AN EAR-SPLITTING CRASH, ENTER A NEW AND TOTALLY UNEXPECTED MENACE... (UNEXPECTED BY GOLIATH AND WASPIE, THAT IS!)...

HOLY HANNAH! SOMEBODY'S BORING A HOLE RIGHT THROUGH THE SIDE OF THE BUILDING... AS IF IT WERE MADE OF PAPER!

WHOEVER IT IS, HE ISN'T JUST PAYING A COURTESY CALL... AND, HE MOVES WITH THE SPEED OF QUICKSILVER HIMSELF!

YET, IT CAN'T BE PIETRO... SO IT MUST BE... THE HUMAN TOP!

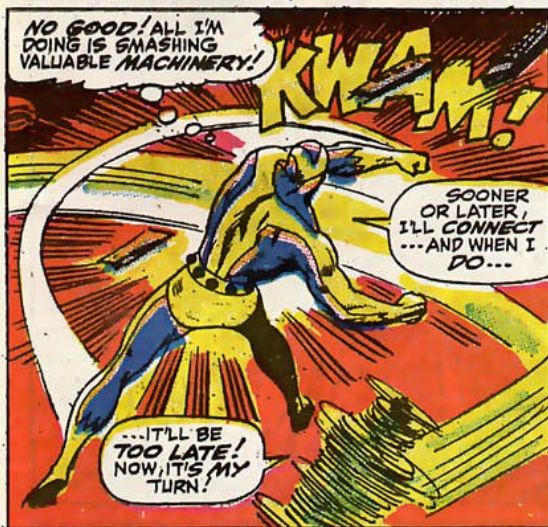
AN ASTUTE DEDUCTION, YOU OVERGROWN APE! I'VE COME AT LAST... FOR MY REVENGE!

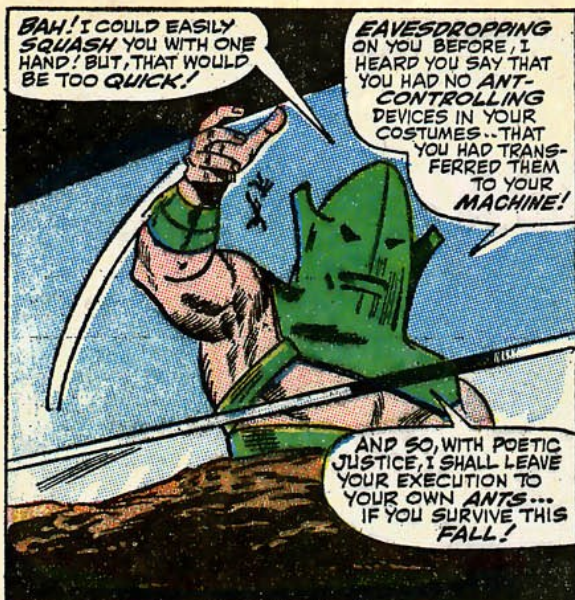
DON'T BE TOO SURE! WE'VE BEATEN YOU BEFORE... AND WE CAN DO IT AGAIN!

BRA-KOW!

HARDLY, MY DEAR WASP! YOU MAY HAVE DEFEATED THE HUMAN TOP ONCE OR TWICE...

BUT, YOU'VE NEVER DEALT WITH THE SHEER, UNRIVALED POWER OF... THE WHIRLWIND!





BAH! I COULD EASILY SQUASH YOU WITH ONE HAND! BUT, THAT WOULD BE TOO QUICK!

EAVESDROPPING ON YOU BEFORE, I HEARD YOU SAY THAT YOU HAD NO ANT-CONTROLLING DEVICES IN YOUR COSTUMES... THAT YOU HAD TRANSFERRED THEM TO YOUR MACHINE!

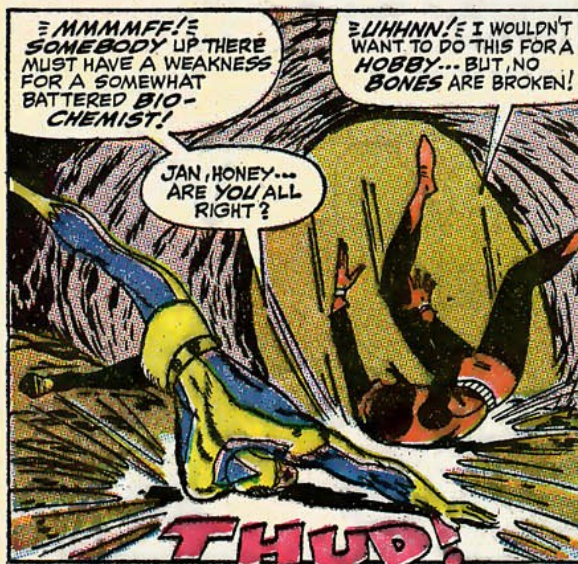
AND SO, WITH POETIC JUSTICE, I SHALL LEAVE YOUR EXECUTION TO YOUR OWN ANTS... IF YOU SURVIVE THIS FALL!



HANK... HELP!! WE'LL BE KILLED WHEN WE HIT BOTTOM...

MAYBE... NOT, JAN! THE DIRT BELOW... IS LOOSELY PACKED! LET YOURSELF GO LIMP!

AND PRAY, HANK... PRAY!



MMMFF! SOMEBODY UP THERE MUST HAVE A WEAKNESS FOR A SOMEWHAT BATTERED BIO-CHEMIST!

UHHNN! I WOULDN'T WANT TO DO THIS FOR A HOBBY... BUT, NO BONES ARE BROKEN!

JAN, HONEY... ARE YOU ALL RIGHT?

THUD!



THANK HEAVEN WE'RE BOTH OKAY! AND, WHIRLWIND CAN'T SEE US IN HERE... TO KNOW WE'RE UNHURT!

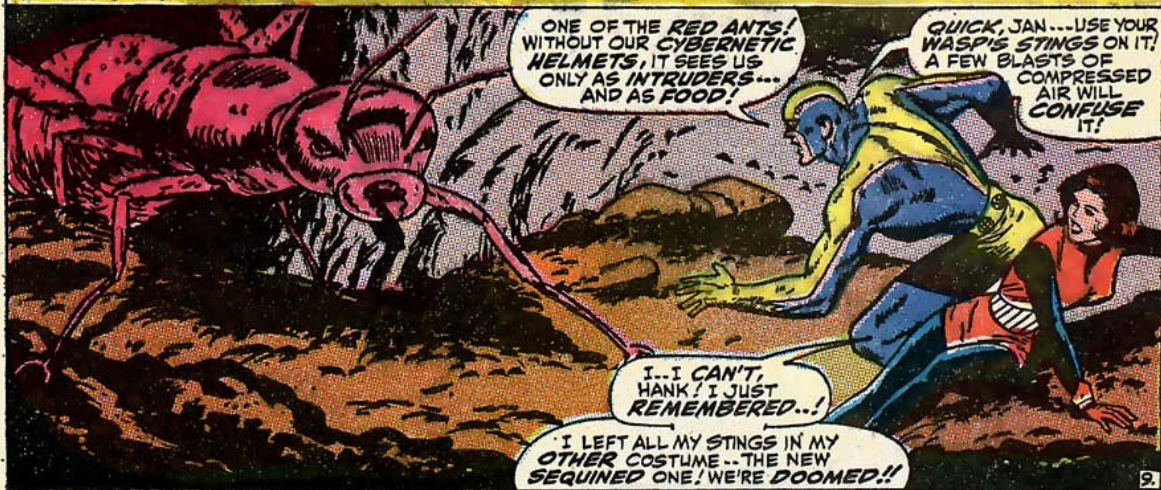
NOW, IF WE CAN JUST GET OUT OF HERE, BEFORE HE SKIPS OFF SOMEPLACE, WE...

HANK... TURN AROUND!

WHAT IS IT, JAN? WHAT DO YOU SEE?

IT... IT'S COMING OUR WAY! RUN, HANK--RUN!!

YET, NO MORE WORDS... NO COMBINATION OF SYLLABLE AND SYNTAX... CAN DESCRIBE THE FEELINGS OF SINISTER, NUMBING DREAD THAT FILL THE HEARTS OF HANK PYM AND HIS LOVELY FIANCEE... AS THEY SUDDENLY FACE A GARGANTUAN CREATURE THAT ONCE MIGHT HAVE BEEN AN ALLY... BUT NOW POSES A SILENT, DEADLY MENACE...



ONE OF THE RED ANTS! WITHOUT OUR CYBERNETIC HELMETS, IT SEES US ONLY AS INTRUDERS... AND AS FOOD!

QUICK, JAN... USE YOUR WASP'S STINGS ON IT! A FEW BLASTS OF COMPRESSED AIR WILL CONFUSE IT!

I... I CAN'T, HANK! I JUST REMEMBERED...

I LEFT ALL MY STINGS IN MY OTHER COSTUME... THE NEW SEQUINED ONE! WE'RE DOOMED!!

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OH NO! AND, THAT REDUCING RAY DIDN'T ALLOW US TO RETAIN THE STRENGTH OF FULL-SIZED HUMANS... LIKE I USED TO HAVE AS ANT-MAN!

RUN, HONEY! I'LL TRY TO LEAD HIM AWAY...

NO... I WON'T DO IT! I WON'T LEAVE YOU TO DIE!

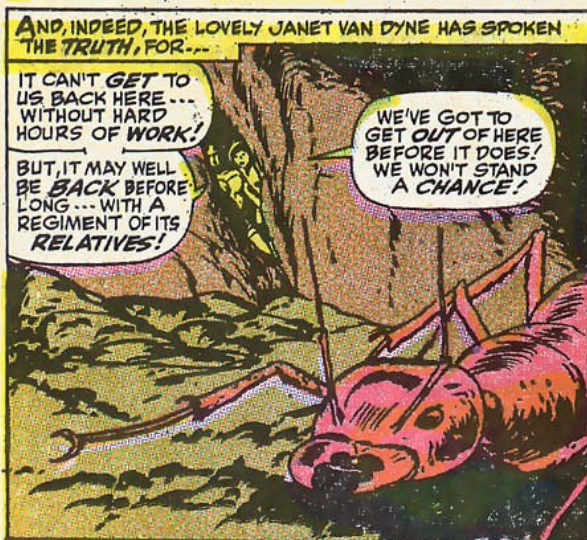
THEN, MAKE FOR THAT RISE JUST AHEAD... FAST!



GRAB MY HAND! THERE'S A CREVICE OVER HERE!

IF WE CAN REACH IT, WE'LL BE SAFE!

BUT ONLY FOR A MOMENT!



AND, INDEED, THE LOVELY JANET VAN DYNE HAS SPOKEN THE TRUTH, FOR...

IT CAN'T GET TO US BACK HERE... WITHOUT HARD HOURS OF WORK!

BUT, IT MAY WELL BE BACK BEFORE LONG... WITH A REGIMENT OF ITS RELATIVES!

WE'VE GOT TO GET OUT OF HERE BEFORE IT DOES! WE WON'T STAND A CHANCE!

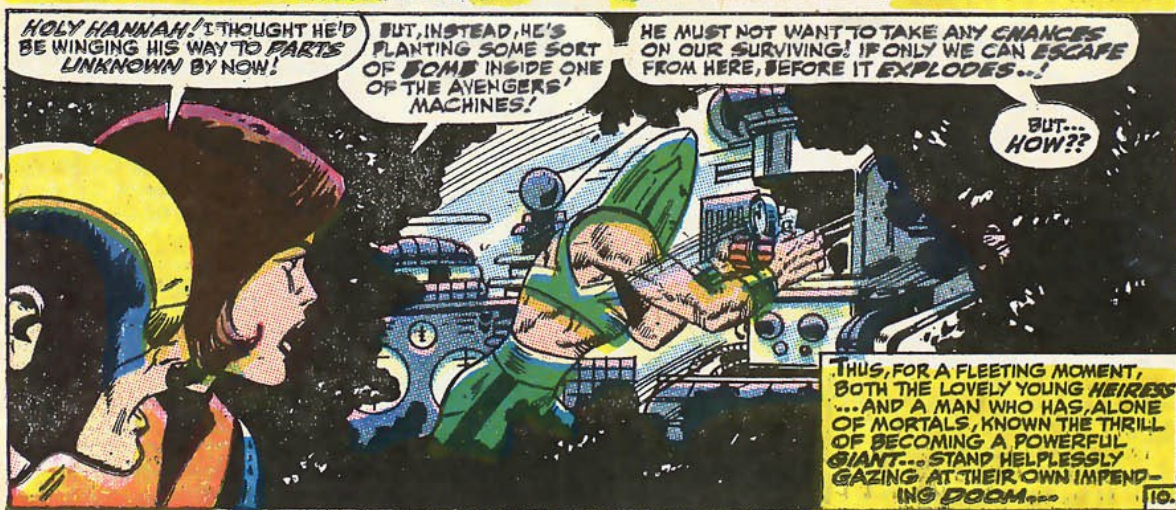


BUT NEXT, SUDDENLY...

LOOK! OVER HERE!

YOU'VE UNCOVERED A SMALL SECTION OF THE GLASS CASE WE'RE IN! STILL, WHAT GOOD...?

IT ISN'T THAT, HANK! IT'S... THE WHIRLWIND!!



HOLY HANNAH! I THOUGHT HE'D BE WINGING HIS WAY TO PARTS UNKNOWN BY NOW!

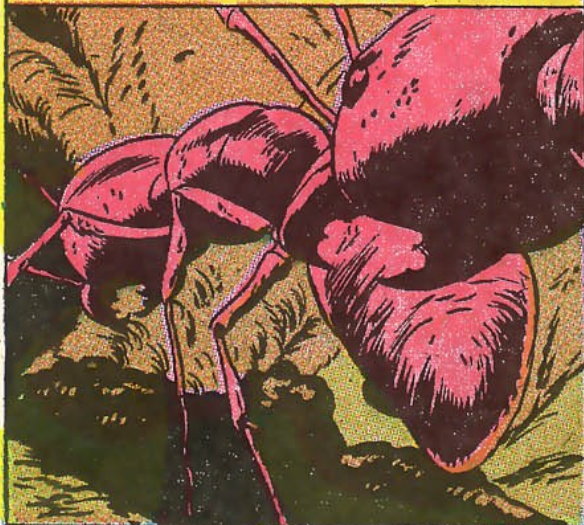
BUT, INSTEAD, HE'S PLANTING SOME SORT OF BOMB INSIDE ONE OF THE AVENGERS' MACHINES!

HE MUST NOT WANT TO TAKE ANY CHANCES ON OUR SURVIVING! IF ONLY WE CAN ESCAPE FROM HERE, BEFORE IT EXPLODES...!

BUT... HOW??

THUS, FOR A FLEETING MOMENT, BOTH THE LOVELY YOUNG HEIRESS... AND A MAN WHO HAS, ALONE OF MORTALS, KNOWN THE THRILL OF BECOMING A POWERFUL GIANT... STAND HELPLESSLY GAZING AT THEIR OWN IMPENDING DOOM...

AND, DURING THE SAME BRIEF MOMENT, HANK AND JAN FAIL TO NOTICE TWO CASES OF SIX-LEGGED DEATH, APPROACHING FROM THE OPPOSITE DIRECTION...



...UNTIL, SUDDENLY...

HANK...
LOOK OUT!
OHHH--IT'S
GOT HIM!



IT'S...
TOO LATE
TO HELP ME!

GET OUT,
JAN! SAVE
YOURSELF
--HURRY!

INSTANTANEOUSLY, THE
LOVELY WASP LEAPS AWAY...
BUT NOT TO FLEE...

I KNEW I SAW THE
GLEAM OF METAL
DOWN HERE!



IT'S A
SCRAP OF
WIRE
THAT WAS
SOMEHOW
MIXED
WITH THE
DIRT!

AND NOW
--IT'S
HANK'S
ONLY
CHANCE!

AND, IN WHAT SEEMS THE PASSING OF A SINGLE HEART-BEAT...

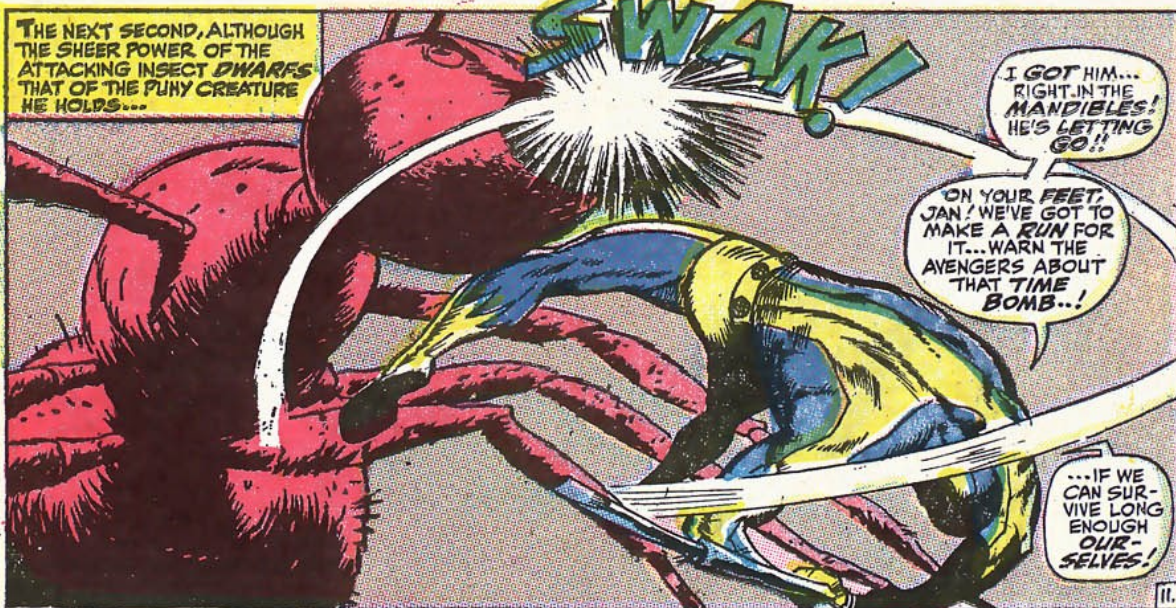


UNNNH!! I
SLIPPED!

JAN!
WHAT...??

GRAB THIS,
MY DARLING!
YOU MUST..!

THE NEXT SECOND, ALTHOUGH
THE SHEER POWER OF THE
ATTACKING INSECT DWARFS
THAT OF THE PUNY CREATURE
HE HOLDS...



I GOT HIM...
RIGHT IN THE
MANDIBLES!
HE'S LETTING
GO!!

ON YOUR FEET,
JAN! WE'VE GOT TO
MAKE A RUN FOR
IT...WARN THE
AVENGERS ABOUT
THAT TIME
BOMB..!

...IF WE
CAN SUR-
VIVE LONG
ENOUGH
OUR-
SELVES!

MEANWHILE, SPEAKING OF THOSE OTHER AVENGERS...

JUST OUR **LUCK**...THE GAME WAS RAINED OUT BEFORE WE EVEN GOT THERE! I...

WAIT! TAKE A LOOK AT THAT **HOLE** IN THE NORTH WALL!

IT CAN ONLY BE SPEAK SOME DEADLY **MENACE** WAITING INSIDE! WE MUST CHANGE INTO OUR COSTUMES...**QUICKLY!**

YOU KNOW IT, PIETRO!

NOW, SUPPOSE YOU TELL US JUST **WHAT** IN BLAZES YOU'RE --

UNNNHHH! HE'S SPINNING OUT OF MY GRASP...LIKE SOME TWISTING **HUMAN TOP!**

THAT USED TO BE MY NAME, YOU STAR-STUDDED FOOL!

BUT NOW, YOU CAN CALL ME...THE **WHIRLWIND!**

AND SO, SCANT SECONDS LATER...

CAP...WHO ON EARTH IS THAT?

I DON'T KNOW... BUT HE'S NOT GETTING OUT OF HERE BEFORE I FIND OUT!

TWO MORE AVENGERS! I DID NOT EXPECT..!

YOU KNOW, I'LL JUST BET YOU DIDN'T, AT THAT!

THE **HUMAN TOP**?! OFTEN HAVE I HEARD GOLIATH SPEAK OF YOUR STRANGE POWERS!

INDEED, I SUSPECT THAT YOU MUST BE A **MUTANT**... EVEN AS I AM!

BUT, MUTANT OR NOT, NO MAN STRIKES A FELLOW AVENGER WITH IMPUNITY WHILE **QUICKSILVER** LIVES!

I...A **MUTANT**? PERHAPS THE SWIFT-MOVING FOOL IS RIGHT!

BUT, THAT IS THE LEAST OF MY WORRIES JUST NOW!

I MUST **ESCAPE** FROM HERE...WITHIN THE NEXT **EIGHT MINUTES!**

OTHERWISE, I'LL BE **KILLED**...WHEN AVENGERS HQ **EXPLODES!**

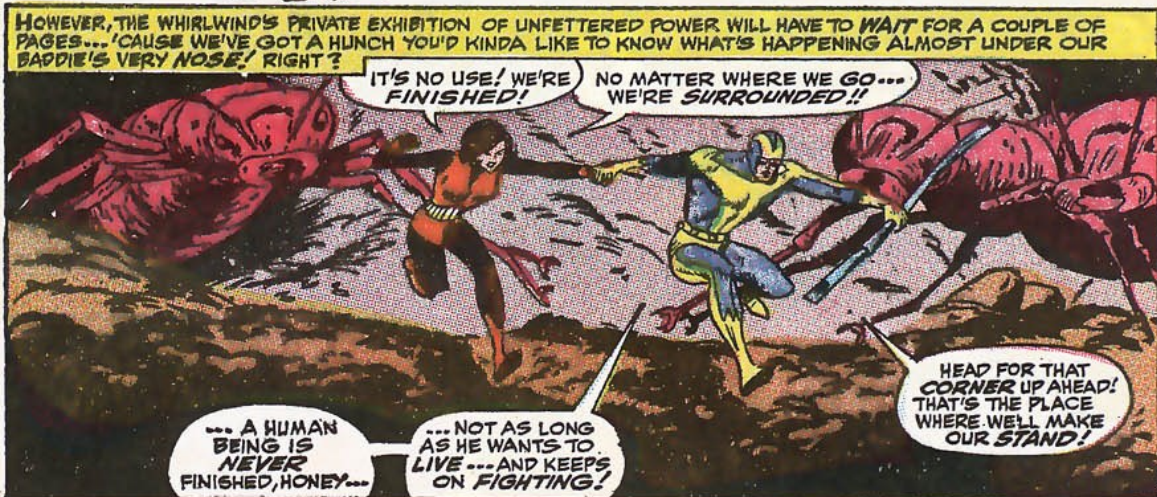
HAH! YOU'LL BRAG NO MORE ABOUT YOUR VAUNTED **SPEED**, AVENGER!

HE STARTED SPINNING **FASTER**... JUST AS I GRABBED HIM! CAN'T HOLD ON...!

HE DID JUST AS I **EXPECTED!** THAT'S WHY I HELD MYSELF DOWN TO **HALF-SPEED**...TO TAKE HIM OFF GUARD!

FOR, ONLY HE...OF ALL THE AVENGERS... COULD HAVE STOPPED ME! NOW...
OOOFF!

DON'T BE TOO **SURE**, WHIRLWIND... NOT WHILE **CAPTAIN AMERICA** STANDS!

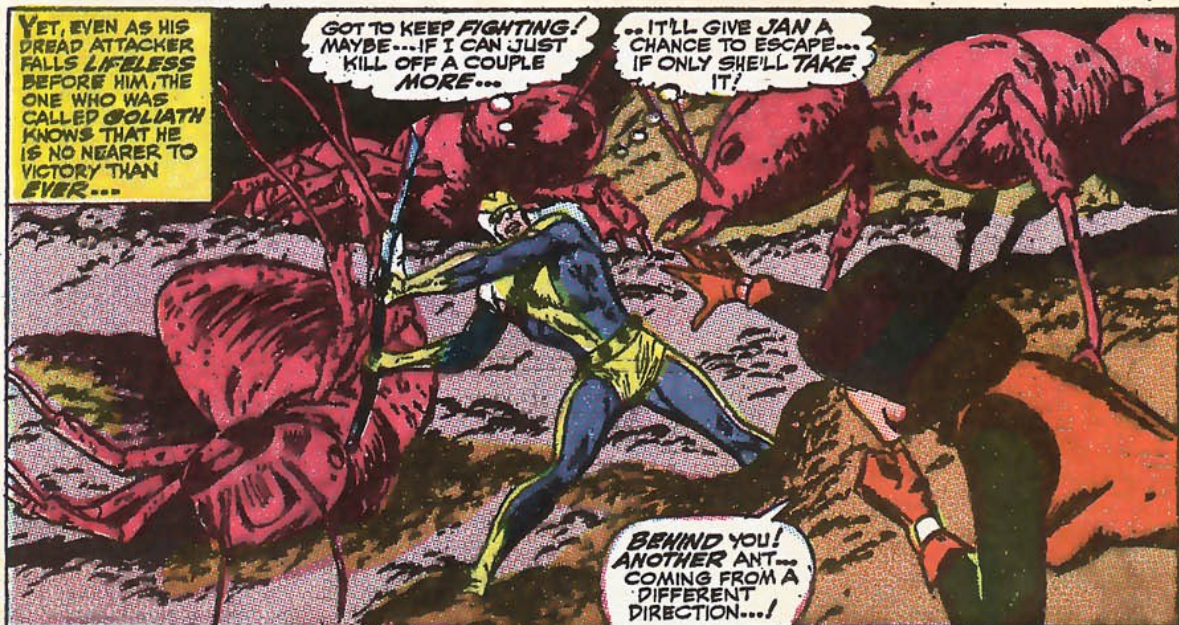


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YET, EVEN AS HIS DREAD ATTACKER FALLS LIFELESS BEFORE HIM, THE ONE WHO WAS CALLED **GOLIATH** KNOWS THAT HE IS NO NEARER TO VICTORY THAN EVER...

GOT TO KEEP FIGHTING! MAYBE...IF I CAN JUST KILL OFF A COUPLE MORE...

..IT'LL GIVE JAN A CHANCE TO ESCAPE... IF ONLY SHE'LL TAKE IT!



BEHIND YOU! ANOTHER ANT... COMING FROM A DIFFERENT DIRECTION...!

BUT, EVEN THE AVENGER-TRAINED REFLEXES ARE NOT FAST ENOUGH TO AVOID WHAT FOLLOWS...

AAARRR-
HHH!

IT'S GOT ME... IN JAWS... THAT SEEM AS STRONG AS STEEL...!

NO, HANK!
NO!!



IT'S...NO USE! NO MATTER WHAT I DO... THE MANDIBLES KEEP GROWING TIGHTER... TIGHTER!

THAT ANT IS SMALL ENOUGH...TO BE CRUSHED BY A CHILD'S FINGER!

YET, TO ME...IT'S LIKE... A DEADLY PYTHON...WITH COILS TOO STRONG TO RESIST!

CAN'T TAKE MUCH MORE! IT LOOKS LIKE...THE END!



HOWEVER, JUST THEN...

I MUST USE THE STRAND OF WIRE YOU DROPPED... TO HELP YOU... BEFORE IT'S TOO LATE!

KEEP BACK... JAN! THERE'S NOTHING... YOU CAN DO...

BUT, I'VE GOT TO TRY, MY DARLING! I'VE GOT TO TRY... NO MATTER WHAT!!

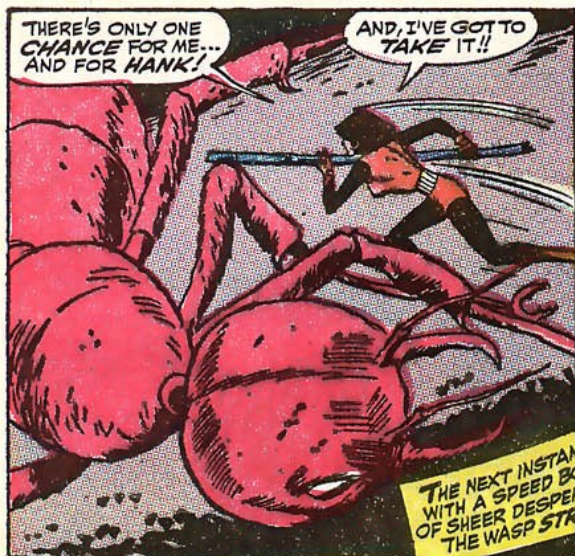


BUT, BEFORE THE COURAGEOUS YOUNG WOMAN CAN REACH THE SIDE OF THE MAN SHE LOVES, YET ANOTHER SINISTER FORM APPEARS...

STILL ANOTHER ANT... EVEN LARGER THAN THE OTHERS!

IT'S BARRING MY PATH... COMING TOWARDS ME...!





THERE'S ONLY ONE CHANCE FOR ME... AND FOR HANK!

AND, I'VE GOT TO TAKE IT!!

THE NEXT INSTANT, WITH A SPEED BORN OF SHEER DESPERATION, THE WASP STRIKES!



I... I MADE IT! I MUST HAVE STRUCK A WEAK SPOT IN THE ANT'S NATURAL ARMOR!

NOW, IF ONLY I CAN REACH HANK... IN TIME!

THWAK!



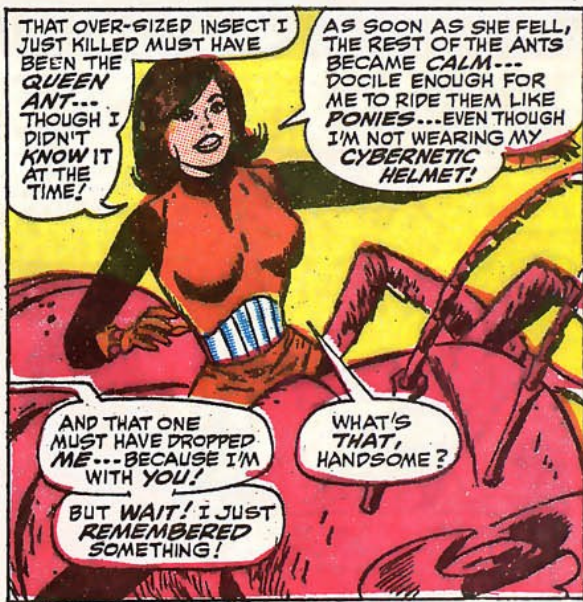
BUT, A FEW MINUTES LATER, A HELPLESS HENRY PYM SUDDENLY FEELS HIS FEARSOME ATTACKER'S MANDIBLES LOOSEN, AND THEN---

WHAT IN---? IT'S DROPPING ME... LIKE I WAS A HOT POTATO!

I KNOW I SHOULDN'T LOOK A GIFT HORSE IN THE MOUTH... BUT WHY??

I THINK I'M THE REASON, HIGH-POCKETS!

JAN! THANK HEAVENS YOU'RE SAFE! BUT WHAT..?



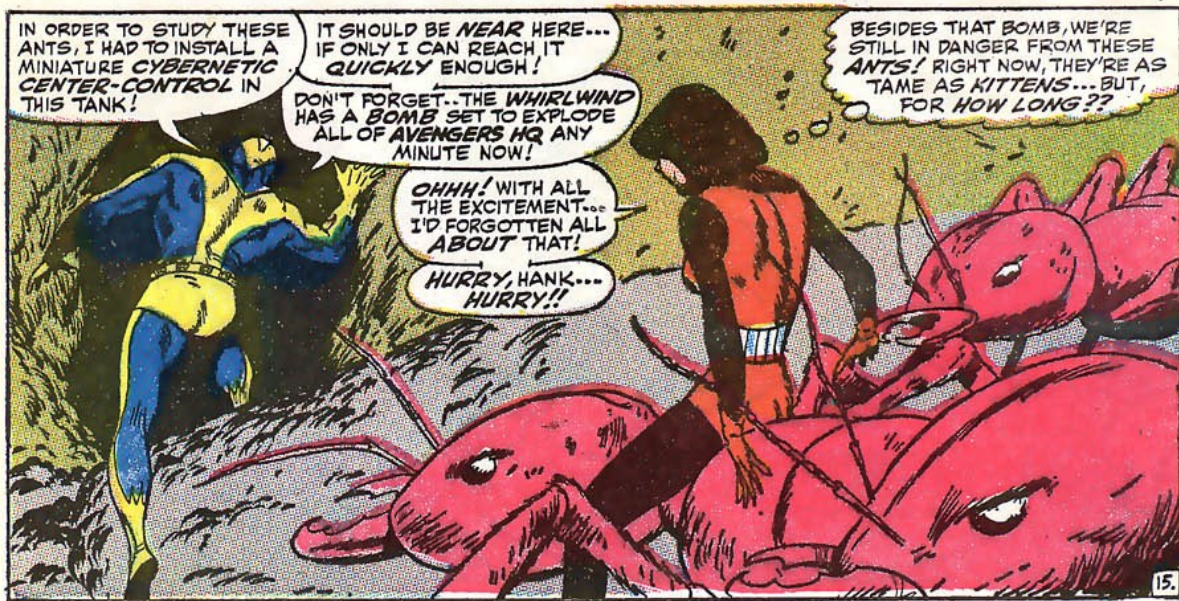
THAT OVER-SIZED INSECT I JUST KILLED MUST HAVE BEEN THE QUEEN ANT... THOUGH I DIDN'T KNOW IT AT THE TIME!

AS SOON AS SHE FELL, THE REST OF THE ANTS BECAME CALM... DOILE ENOUGH FOR ME TO RIDE THEM LIKE PONIES... EVEN THOUGH I'M NOT WEARING MY CYBERNETIC HELMET!

AND THAT ONE MUST HAVE DROPPED ME... BECAUSE I'M WITH YOU!

WHAT'S THAT, HANDSOME?

BUT WAIT! I JUST REMEMBERED SOMETHING!



IN ORDER TO STUDY THESE ANTS, I HAD TO INSTALL A MINIATURE CYBERNETIC CENTER-CONTROL IN THIS TANK!

IT SHOULD BE NEAR HERE... IF ONLY I CAN REACH IT QUICKLY ENOUGH!

DON'T FORGET--THE WHIRLWIND HAS A BOMB SET TO EXPLODE ALL OF AVENGERS HQ ANY MINUTE NOW!

OH!! WITH ALL THE EXCITEMENT... I'D FORGOTTEN ALL ABOUT THAT!

HURRY, HANK... HURRY!!

BESIDES THAT BOMB, WE'RE STILL IN DANGER FROM THESE ANTS! RIGHT NOW, THEY'RE AS TAME AS KITTENS... BUT, FOR HOW LONG??

BUT, EVEN AS SUCH SOMBRE THOUGHTS RUN THROUGH JANET VAN DYNE'S MIND... NOT FAR AHEAD, GOLIATH SEES...



THE CYBERNETIC CONTROL-CENTER!

IT'S OUR ONE HOPE OF GETTING OUT OF HERE... IN TIME!

ITS MINIATURIZED COMPONENTS ARE MUCH LARGER NOW, RELATIVELY SPEAKING!



YET, SOMEHOW, I'VE GOT TO COMBINE ENOUGH OF THEM TO MAKE A CRUDE CYBERNETIC HELMET!

FOR, ONLY THUS WILL JAN OR I BE ABLE TO TRULY CONTROL THE ANTS... AND MAKE THEM DO OUR BIDDING!

AND, WITHOUT THEIR HELP, WE'LL NEVER BE ABLE TO SCALE THE SIDES OF THE TANK... TO DE-FUSE THE WHIRLWIND'S BOMB!

THEN, FEVERISHLY... DESPERATELY... WITH DEATH PEERING OVER HIS SHOULDER AND TIME HIS MOST DREAD ENEMY... HE FASHIONS A STRANGE, GADGET-STUDDED HEAD-PIECE, AND...



IT WORKS!! IT WORKS!!

I CAN HEAR THE ANTS' THOUGHTS... AND UNDERSTAND THEM... AS WELL AS EVER!

WONDERFUL! NOW, IF ONLY YOU CAN MAKE THEM OBEY YOU... LIKE THEY DO WHEN YOU WEAR YOUR REAL HELMET!

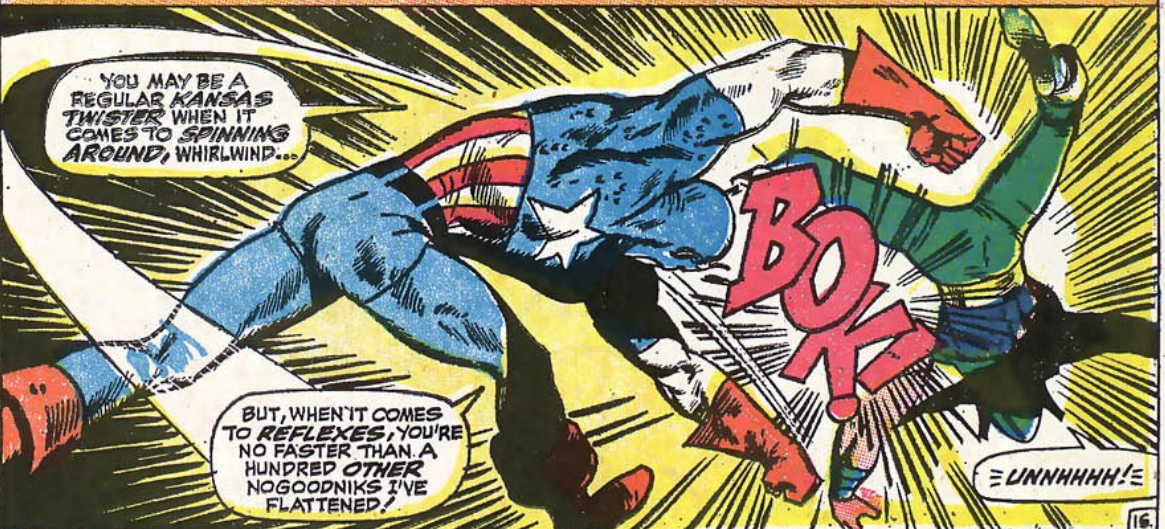
TAKE A LOOK, JAN! AT THIS CLOSE RANGE, MY COMMAND OVER THEM IS PERFECT!



MAYBE GOLIATH WAS HELPLESS AGAINST THAT WHIRLWIND CRUMB... BUT ANT-MAN IS ANOTHER STORY!

MOVE, MY SIX-LEGGED FRIENDS! WE'VE GOT A SUPER-VILLAIN TO TACKLE!

HOWEVER, ALTHOUGH OUR EMBATTLED BIO-CHEMIST HAS BEEN A BIT TOO BUSY TO NOTICE IT, OUR FLASHY FOE IS ALREADY BEING WELL TAKEN CARE OF, THANK YOU... BY THE STAR-SPANGLED AVENGER HIMSELF!



YOU MAY BE A REGULAR KANSAS TWISTER WHEN IT COMES TO SPINNING AROUND, WHIRLWIND...

BUT, WHEN IT COMES TO REFLEXES, YOU'RE NO FASTER THAN A HUNDRED OTHER NOGOODNIKS I'VE FLATTENED!

BOOM!

UNNNHHH!!

CONTINUED AFTER NEXT PAGE



HE IS... **RIGHT!** THOUGH MY **SWIFTNESS** IS SECOND TO NONE, I WAS **CARELESS...** OR CAPTAIN AMERICA WOULD NOT HAVE **STRUCK ME!**

STILL, I CAN GATHER THE ENERGY FOR ONE MORE **BURST OF SPEED...** TO **ESCAPE** FROM THIS **DOOMED PLACE!**

FOR, THE **TIME-BOMB** WHICH I PLANTED, IS SET TO **EXPLODE** WITHIN THE **MINUTE!**

AND, WHEN IT **DOES**, I SHALL HAVE MY **REVENGE...** BOTH ON CAPTAIN AMERICA AND ON **GOLIATH!**



YET, SPEAKING OF **GOLIATH...** OR OF THE SOMEWHAT **SHRUNKEN SCIENTIST** WHO ILL FITS THAT **COLORFUL SOBRIQUET** JUST NOW... LET'S RETURN TO THE **NEARBY ANT COLONY** FOR A MOMENT...

THANK GOODNESS, THE **ANTS** COULD FIND THEIR WAY THROUGH THAT MAZE OF TUNNELS **FASTER** THAN WE COULD HAVE!

YOU **KNOW** IT, LADY! YOU SHOULD BE **SAFE** HERE NOW... TILL I CAN **ENLARGE** YOU!

AND, BY **STANDING** ON THAT ONE'S **BACK**, YOU CAN CLIMB OUT OF HERE... AND **CONTACT** THE **AVENGERS!**

THE **CYBERNETIC INSTRUCTIONS** I'VE GIVEN THESE **ANTS** WILL REINFORCE THEIR **NATURAL RESPECT** FOR YOU!

GREAT! JUST THE SAME, DON'T BE TOO LONG!

BEING **QUEEN** OF AN **ANTHILL** ISN'T EXACTLY MY **LIFETIME AMBITION!**



BUT, THOUGH HIS REASSURING WORDS HAVE NOT BETRAYED HIS **TRUE FEELINGS** TO HIS LOVELY PARTNER, THE MIND OF HANK PYM IS EVEN NOW IN **ANGUISHED TORMENT...**

DIDN'T TELL JAN... BUT I NOTICED EARLIER THAT THE WHIRLWIND SET HIS **BOMB** TO **EXPLODE** IN **TEN MINUTES!**

OVER **NINE** OF THOSE MINUTES ALREADY HAVE **ELAPSED!** ONLY **SECONDS** CAN BE LEFT NOW...

I SEE **STEVE** AND **PIETRO** OVER THERE... BUT, I'M TOO SMALL FOR THEM TO **SEE...** OR **HEAR!**

MY... AND THEIR... ONLY HOPE IS THIS **VOICE-AMPLIFIER UNIT!**

BUT, I'M TOO **WEAK** AT THIS SIZE... TO **PULL** THIS **MASTER SWITCH...** MORE THAN **HALF-WAY!** WILL THAT... BE **ENOUGH?**

WELL, I'VE GOT TO **TRY!** IT'S **NOW...** OR **NEVER!**



THE NEXT SECOND, THE TWO **FULL-SIZED AVENGERS** IN THE **EXPERIMENTAL CHAMBER** ARE STARTLED TO **HEAR...**

CAP! QUICKSILVER! THIS IS **GOLIATH...** AT THE **MICROPHONE HOOK-UP** TO THE **V-A UNIT!**

THERE'S A **POWERFUL BOMB** HIDDEN IN THIS ROOM... AND IT'S ABOUT TO **GO OFF!** LISTEN, AND I'LL TELL YOU WHERE IT IS!

IT'S **HANK...** HE MUST BE SOMEWHERE **NEARBY...** AND **REDUCED** TO **ANT-SIZE!**

BUT... DID YOU **HEAR** WHAT HE SAID... ABOUT A **BOMB?**

I **DID...** AND **GOLIATH'S** NO **PRACTICAL JOKER!** LET'S **FIND** THAT THING, PAL... AND **FIND IT FAST!**

AND, ALMOST NO SOONER DOES THE METEORIC MUTANT HEAR THE LOCATION OF THE WHIRLWIND'S DEADLY DEVICE, THAN...

I'VE GOT IT! BUT, IT'S ALREADY STARTING TO VIBRATE!

OUT OF MY WAY, CAP! I'VE GOT TO TRAVEL LIKE I'VE NEVER TRAVELED BEFORE!

MUST REACH THE RIVER, BEFORE...

YET, SO SWIFT IS THE AVENGER KNOWN AS QUICK-SILVER... SO UNBELIEVABLE IS THE RATIO AT WHICH HIS VELOCITY ACCELERATES... THAT HE IS OVER THE EAST RIVER BEFORE HE CAN FINISH THE SENTENCE! THEN...

I MANAGED TO HURL IT DOWNWARD... WITH LESS THAN A MICROSECOND TO SPARE!

FROM THE LOOKS OF THAT BLAST, THE BOMB WOULD HAVE TAKEN A WHOLE CITY BLOCK WITH IT WHEN IT BLEW!



A SECOND LATER, THE JUBILANT PIETRO STREAKS AT A SLIGHTLY REDUCED SPEED BACK TO HQ... BUT, AS HE DOES SO, HIS TRAINED EARS OVERHEAR FROM BELOW SOME FATEFUL VOICES...

HEY--LOOK! IT'S THAT FAST-FLYING FREAK, QUICKSILVER!

YEAH! HE MUST HAVE SOMETHING TO DO WITH THAT EXPLOSION A MINUTE AGO!

BUT WHAT? I DON'T TRUST THAT SILVER-HAIRED CREEP... OR ANY MUTANT!

NEITHER DO I! THE REST OF THE AVENGERS ARE ALL HUMAN...

BUT QUICKSILVER'S A MUTANT... LIKE THAT NUTTY SISTER OF HIS! I DON'T TRUST EITHER OF THEM!

SO... EVEN WHILE I SAVE THEIR HOMO SAPIENS LIVES, THEIR HEARTS ARE STILL FULL OF MISTRUST AND FEAR!

IT IS AS I HAVE ALWAYS THOUGHT... YET NOT DARED TO ADMIT! NO MUTANT WILL EVER BE ACCEPTED BY THE ACCURSED HUMANS!

THE TIME DRAWS NEAR WHEN I WILL BEAR THEIR INSULTS AND SUSPICIONS NO LONGER... BUT WILL LASH BACK!

AND, THAT FEARFUL MOMENT APPROACHES MORE SWIFTLY... AND IN A MORE SURPRISING FORM... THAN EVEN QUICK-SILVER MIGHT ADMIT...

MEANWHILE, BACK AT AVENGERS HQ...

THANK HEAVEN YOU TWO WEREN'T KILLED BY YOUR OWN ANTS BEFORE YOU RIGGED UP A MAKESHIFT CYBERNO-HELMET! BUT, WHY DON'T YOU NOW REGAIN YOUR NORMAL SIZE?

NO CAN DO, CAP... BECAUSE WE WERE SHRUNK BY MY NEW REDUCING RAY!

BUT, IF YOU'LL JUST PLACE US BACK UNDER IT... AND PRESS THE BUTTON MARKED "REVERSE"...

THAT'S ENOUGH, LOVER! I THINK CAP GETS THE GENERAL IDEA!

YOU KNOW IT, LITTLE PEOPLE! ONE ESCALATION... COMING UP!

THE RAY IS OFF... AND YOU'RE BOTH BACK TO NORMAL SIZE! I ONLY HOPE THERE'LL BE NO HIDDEN AFTER-EFFECTS! I...

HAVE NO FEAR, CAPTAIN AMERICA! I SHALL RETURN... FOR A VICTORIOUS REMATCH!

WAIT! THE WHIRLWIND... HE'S RECOVERED, AND IS GETTING AWAY! CAN'T STOP HIM--!

BUT, AT A TIME OF MY OWN CHOOSING! FOR, IF QUICKSILVER WERE TO APPEAR JUST NOW, HIS SPEED MIGHT BE MY LINDOING!

TO BLAZES WITH HIM! ALL I CARE ABOUT IS JAN...!

ARE YOU ALL RIGHT, HONEY?

I... I THINK SO!

BUT, MOMENTS LATER, AS STEVE ROGERS FOLLOWS THE DIRECTIONS OF THE ANT-SIZED AVENGER...

OHhhh! THE RAY IS MAKING ME FEEL STRANGE... DIZZY...

I... DON'T KNOW, HONEY! WE SEEM TO BE GETTING TOO LARGE A DOSAGE OF THE RAY! TURN IT OFF, CAP... QUICK!!

WHAT'S HAPPENING, HANK? WHAT'S WRONG??

RIGHT, HANK!

I ONLY HOPE I REACTED IN TIME!

BUT, I FEEL SO STRANGE... AS IF MY POWERS HAD BEEN AFFECTED... IN SOME WAY I CAN'T EVEN GUESS!

NEVER MIND ABOUT THAT NOW! THE IMPORTANT THING IS THAT YOU'RE OKAY!

YOU RISKED YOUR LIFE FOR ME IN THAT ANTHILL... WHEN YOU ATTACKED THAT QUEEN ANT WITH NOTHING BUT A PIECE OF WIRE!

I'LL NEVER FORGET THAT... NEVER!

YOU MIXED-UP, ADORABLE NUT! AS IF MY LIFE WOULD MEAN ANYTHING TO ME IF I LOST YOU!

JUST THE SAME, I'M GOING TO PAY YOU BACK, JAN... SOME-NOW! I SWEAR IT!

THE FOLLOWING SECOND, THE TOUCHING SCENE WE HAVE JUST WITNESSED IS SUDDENLY INTERRUPTED, AS...

I GOT RID OF THAT BOMB IN THE NICK OF TIME! NOW I HAVE A LITTLE SCORE-SETTLING TO DO... WITH THE WHIRLWIND!

NO ONE USES THE POWER OF SUPER-SPEED AGAINST QUICKSILVER... NO ONE!! WHERE IS HE??

I'M AFRAID HE ESCAPED, PIETRO... DURING A MALFUNCTION OF THE ENLARGING RAY--!

ESCAPED? NO! SUCH INJUSTICE CANNOT BE!!

THE ONE CALLED THE WHIRLWIND IS INTERESTED IN GAINING A REPUTATION! HE WILL MAKE IT WELL KNOWN THAT HE DOWNED ME!

THAT IS THE PRICE I PAY FOR RELYING UPON HUMANS... INSTEAD OF STRIKING BACK MYSELF WITH THE FULL POWER OF HOMO SUPERIOR!

LOOK, PIETRO, I JUST GOT HERE, SO TO SPEAK... SO I DON'T KNOW WHAT'S EATING YOU...

BUT, IF YOU FEEL SOMEBODY'S CHEATED YOU OUT OF A FIGHT, I'LL BE GLAD TO OBLIGE!

HOLD IT, HANK! PIETRO DOESN'T MEAN ANYTHING BY IT!

HE JUST WANTS ANOTHER CRACK AT THE WHIRLWIND... AND, SOONER OR LATER, WE'LL SEE THAT HE GETS IT!

BOTH OF THEM ARE EDGY... BECAUSE OF WHAT THEY'VE JUST GONE THROUGH! I'VE GOT TO ACT AS PEACEMAKER...

BUT, FORTUNATELY FOR ALL CONCERNED, THE WELL-REASONED WORDS OF CAPTAIN AMERICA PREVAIL...

FORGIVE ME, GOLIATH, MY FRIEND! YOU AND THE LOVELY WASP WERE ENDANGERED... WHILE I THOUGHT ONLY OF MY OWN FOOLISH PRIDE!

FORGET IT, PIETRO! WE ALL OWE YOU A DEBT OF THANKS... FOR TAKING CARE OF THAT BOMB!

THE AVENGERS CAME CLOSE TO DISASTER... BUT, PERHAPS SOMETHING GOOD SHALL HAVE EMERGED OUT OF ALL THIS!

FOR, WITH A FEW ADJUSTMENTS, THIS NEW CYBERNO-HELMET WILL GIVE ME INCREASED MASTERY OVER THE INSECT WORLD!

NOW, WHEN DANGER BECKONS, THE AVENGERS CAN COUNT NOT ONLY ON THE SHEER STRENGTH OF GOLIATH...

"...BUT ALSO ON THE VERY SPECIAL POWERS OF... ANT-MAN!!"



THUS ENDS THE FIRST CHAPTER IN THE NEW LIFE OF HANK PYM AND THE WONDERFUL WASP! BUT, STRANGER, EVEN MORE UNDREAMED-OF EVENTS LIE IN STORE FOR THEM... AND THEIR FELLOW AVENGERS... IN THE UNCERTAIN FUTURE!!

NEXT ISH! WOULDJA BELIEVE... MAGNETO!

NOTE: OUR LETTERS SECTION APPEARS AFTER NEXT PAGE...

INSTANT INFO, INSANELY INSPIRED BY IRRELEVANT ITEMS OF INCREDIBLE INCONSEQUENCE!

ITEM! All of Marveldom assembled sends best wishes to JOLLY JACK and ROZ KIRBY on their 25th wedding anniversary! We're beginnin' to suspect that these two have a good thing going!

ITEM! We still don't know the exact date, but as we write these wondrous words, the adorable ABC Network has scheduled a full hour of Marvelmania for Saturday mornings. It'll open with 30 minutes of FANTASTIC FOUR, followed by another 30 minutes of SPIDER-MAN! (And as soon as Honest Irv gets his own show, then you'll know we've really taken over the world!) Anyway, whether it sends you or sinks you, be sure to drop a line to the President of ABC, at 1330 Avenue of the Americas, New York City, and let him know that the eyes of all True Believers are upon him!



ITEM! How's this for a sensation? We've plumb run out of Tales of Asgard (in THOR, natch!) so we're replacing that time-honored feature with another little doozy that'll really rock the roost! Starting now — we're hi-lighting a 5-page featurette starring — hold on, now — none other than the incomparable INHUMANS! If you miss a single one, you'll shake our confidence in ourselves, so hang in there, huh?

ITEM! Dandy DAN ADKINS (Dr. Strange and Sub-Mariner) and Jaunty JIM STER-ANKO (Nick Fury, Agent of Shield) have become the newest darlings of Marvel fandom! Together with our other two latest luminaries, Merry MARIE SEVERIN (The Hulk and Not Brand Echh) and Big JOHN BUSCEMA (The Avengers), they're getting almost as much rave mail as FABULOUS FLO and JOLLY SOLLY put together! That oughta prove something! (And as soon as we figure out what it is, we'll clue you in!)

ITEM! Just as we promised, we're gonna give you various titles which all you Keepers of the Faith may use when signing your names. In order to allow you enough time to memorize them, we'll give you one per month, until the list is complete. And so, we hereby present the first, officially-approved Marvel monicker, to be used by any frenzied fan who buys at least three Marvel titles per month, with unfailing devotion — you, O hallowed hero, have now attained the first rung of the towering ladder of Marveldom! You are now — automatically, and irrevocably — an R.F.O. — a Real Frantic One! And, like Abu Ben Adam, may your tribe increase!

ITEM! We've another new feature premiering this month — in X-MEN! In answer to public demand (Bernard Public, our mailman!) we're presenting a 5-pager devoted to the hitherto secret Origins of the X-Men! No true mutant-lover will dare to miss it!

ITEM! We'll award a genuine, non-tarnish no-prize to the first dozen devotees who can guess the off-beat reason why we had to raise the membership price for joining the M.M.M.S. back to one dollar again! Clue — It's not the obvious reason that you'd be apt to expect!

ITEM! Have you seen the swingin' surprise awaiting you in the current issue of NOT BRAND ECHH? Nothing sensational — merely the one little feature that the whole human race has been holding its breath for! At long last, for the first time anywhere, we're peerlessly presenting the agonizin' adventures of — FORBUSH-MAN! Need we say more?

ITEM! And how's this for the most exciting combo of the season? Darlin' DICK AYERS is back at the pencilling end of SGT. FURY — with none other than JOHNNY (Set'em-up) SEVERIN handling the inking chores! We have a hunch that you'll call our team-up of these two towering talents the smartest move since Aunt Petunia ducked out of Alcatraz!

STAN'S SOAPBOX!

The mail hasn't stopped pouring in, asking for our comments about the ever-continuing Marvel-Brand Echh rivalry! It seems that some of our less-than-redoubtable rivals are still taking pot-shots at us on the pages of their mags, and our loyal legion of letter-writers has been demanding to know what action we're gonna take. Well, we're sorry to disappoint the hawks among you, but we really don't feel any action is warranted. Actually, they're not competition! You see, they obviously aim for a totally different type of reader than we do. We don't cater to any special age group, but we do cater to a special intellectual level. Our rollickin' readers, no matter what their age, have proven to be bright, imaginative, informal, and sophisticated! So we don't mind when some of our roguish rivals claim to outsell us. (Although they never bother to mention that they PUBLISH more mags than we!) After all, everyone knows there's less of OUR type of people than of theirs! So, let them continue catering to the bubble-gum brigade — and more power to 'em. The public needs SOME sort of pablum till it's grown up to Marvel! 'Nuff said?



THE MIGHTY MARVEL CHECKLIST

Marvel-ous Mags On Sale Right Now!

NOT BRAND ECHH #5: The greatest ish yet! Featuring the epic battles of the Bulk vs. the Thung, the Avengers vs. Charlie America, and — the sensation of the season — introducing: the frantic Forbush-Man!

FANTASTIC FOUR #69: Never has the super-strong Thing been so powerful; so destructive; so completely, murderously out of control! Spurred on by our maniacal mystery villain, he attempts to crush the FF itself! It's dynamite!

SPIDER-MAN #55: Not only does Spidey fight the battle of his life against the astonishing Doc Ock, but fate deals him one of the most crushing blows of all! Another landmark issue!

X-MEN #38: The world's most unusual fighting team have only seconds left in which to save the earth from the horrors of World War III — and the clutches of the Mutant-Master! Also, don't miss the start of a sensational new series — "The Origins of the X-Men!"

DAREDEVIL #34: The action takes place at Expo '67, as DD tears into the bludgeoning Beetle in one of the most block-busting battles yet! It's ol' Hornhead at his fighting best — and wait'll you see the breath-taking finale!

THOR #146: This is the one you've been demanding! It's Thor, as you've rarely seen him, surrounded by the most crafty, colorful, conniving crowd of craven crooks — getting himself into a deadly dilemma which is more than his super-strength can handle!

SUSPENSE #96: How can Iron Man defeat a foe whose slightest touch can turn him to helpless stone? You'll never expect the startling finish! As for Captain America — he learns what it's like to be reborn!

ASTONISH #98: Namor's fabled Atlantis is besieged by the forces of the pernicious Plunderer — while the hoodwinked Hulk is about to make the greatest mistake of his life, in the service of the Lord of the Living Lightning!

STRANGE TALES #163: Everybody's favorite Director of SHIELD closes in on the cataclysmic climax to his death-struggle with the Yellow Claw — while Doc Strange is forced to team up with the nefarious Nebulos to save earth from the Living Tribunal! This one's a real mind-snapper!

SGT. FURY #48: The blockbustin' Blitz Squad returns to make a devastating attack on the Howlers' home base in Britain! 'Nuff said!

MARVEL COLLECTORS' ITEM CLASSICS #12: The FF, the Hulk, Iron Man and Doc Strange in some of their most agonizing adventures of all — in this, the Marvel Age of Comics! Color this one groovesville!

FANTASY MASTERPIECES #11: The best of three dynamic decades! Cap and Torchy from the 40's — Subby and a truly different super-hero from the 50's — and a far-out fantasy tale for good measure!

MARVEL TALES #11: The first classic team-up (or was it a battle royal?) of Spidey and DD — plus Thor, Waspie, and the ever-torpid Torchy! More majestic milestones on the Marvel March to Greatness!



Let's meet 26 more M.M.M.S. members!

Thomas Hocker
Brighton, Mass.
Stephen O'Connor
Worcester, Mass.

Craig Nemes
Hyattsville, Md.
Steve Rector
Kingsbury, Tex.
Willo Rector
Kingsbury, Tex.
Christopher Morrigan
Darrel, N. Y.

Jerome Rosenberg
New Rochelle, N. Y.
Cliff McKickle
Riverdale, N. Y.
Steve Roberts
Altun, Okla.
William Madsen
Union City, N. J.

Jane Morris
Clarksville, Tenn.
Philip Quamina
Rochester, N. Y.
Tommy Rogers
Forest Park, Ga.
James MacRae
Syracuse, N. Y.

Gary Curtis
Rockford, Ill.
Joseph Ripley
Phila., Pa.
Kenny Rauscher
Forest Grove, Ore.
R. E. Mason
Bellevue, Wash.

Troy Nethaway
Amsterdam, N. Y.
Vincent Rosini
Brooklyn, N. Y.
Frank Rogaczewski
Chicago, Ill.
Chris Metty
Castro Valley, Calif.

Darrel Moore
Colorado Springs, Colo.
Larry Johnson
Dayton, Ohio
Keith Ryder
Portsmouth, Va.

The MERRY MARVEL MARCHING SOCIETY ANNOUNCES A NIFTY NEW MEMBERSHIP KIT!



JUST FEAST YOUR EYES ON WHAT ALL NEW MEMBERS ARE GONNA GET...

AN ALL NEW MEMBERSHIP PIN... AN OFFICIAL RECORDING OF THE M.M.M.S. SONG... SWINGIN' STICKERS OF EIGHT MARVEL HEROES... A NUTTY NEW NOTE PAD... A MAGNIFIQUENT MARVEL MINI-BOOK... A MIND-SNAPPING MARVEL PENCIL... A MAJESTIC M.M.M.S. CERTIFICATE, AND YOUR OWN MUNIFICENT MEMBERSHIP CARD.

NOW THIS IS THE PART THAT'LL REALLY KNOCK YOU FOR A LOOP! YOU GET ALL THESE GROOVY GOODIES FOR THE PALTRY SUM OF... \$1.00

OKAY, MADMEN... HERE'S MY HARD-EARNED \$1.00 WHICH I'M SENDING YOU AT: M.M.M.S., MARVEL COMICS GROUP, 625 MADISON AVE., N.Y.C., N.Y., 10022 MAKE ME A MAGNIFIQUENT MERRY MARCHER AND RUSH ME MY KRAZY KIT!

NAME _____

ADDRESS _____

CITY _____ STATE _____

ZIP _____

PLEASE: SEND NO CASH! CHECK OR MONEY ORDER ONLY!

NOTE TO PRESENT MEMBERS: WE HAVEN'T FORGOTTEN YOU, FRANTIC ONES! WE'RE OFFERING YOU THE NEW KIT AT THE SPECIAL PRICE OF 75¢ (OUR OWN COST!) SO JUST SEND YOUR MEMBERSHIP NUMBER WITH THE COUPON TO KEEP YOURSELF MARCHING IN STEP!

AVENGERS ASSEMBLE!

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

Dear Stan, Roy, and John,

The Avengers reached their height in #43 with the introduction of Red China's answer to Cap — the Red Guardian! Hercules' fight with the Hydra was just great! But the high point of the issue for me was the fight poster on page 5, panel 2 — "Slammer Sauron vs. Freddy Frodo"! 'Nuff said!

Martin O'Hearn, 54 Brock St.
Brighton, Mass. 02135

Not quite, Marty, ol' chum! For the benefit of our less cognizant colleagues, it might be best to point out that Sauron and Frodo are the names of the two protagonists in J. R. R. Tolkien's modern-day fantasy classic, *The Lord of the Rings*. You might say that our inclusion of that fanciful fight-poster was more or less a Tolkien of our esteem! (Ouch!)



Dear Stan, Roy, and John,

I really must commend you on the story line of AVENGERS #43. To think a magazine which could turn out such monstrosities as the "Attack of the Ultroids" could produce a mag of such superior workmanship borders on the edge of the unknown. The bit about Janet's inheritance and birthday (I could swear she wasn't a day over 20)

was about the last thing I expected to find in the mag, and Roy deserves kudos for being so original. The private battle of Hawkeye was handled very well. For quite a while I had been wondering when the "other" Captain America would appear, and it was really worth the wait. Page 15 was absolutely fantastic. Keep John on the Avengers. And who am I to tell you all this? Why, I'm M.M.M.S. #13965 and #25160, that's who!

Chris Barth, John's Lane
Ambler, Pa. 19002

We're glad you added that last part, Chris — 'cause, to tell the truth, we weren't quite sure which of the two you were, and now we know that you're both! Whew! For a minute there, we thought the strain of putting out so many mags a month was getting to us! We may not be very good on faces, but we never forget a number!

Dear Stan, Roy, and John,

You wanted brief letters so I'm giving you one. The Red Guardian is great! Richard Pollak, 10 Siegel Dr.
Ellenville, N.Y. 12428

Thanks, Rich. On both accounts.

Dear Stan, Roy, and John,

Wow! This letter isn't about any Marvel Comics but about the new Avengers paperback book published by Bantam Books. I got it a few hours ago and just finished it. Say, why not latch on to Otto Binder to write a few comics for Marvel? I really enjoyed reading about Iron Man being back in the Avengers again. Who drew the cover? The space villain was great, too! Will Bantam be putting out any more paperbacks? I hope so. And I just loved your introduction, Stan!

Rick Hyde, 1079 N. Royal
Paragould, Ark. 72450

Smiley accepts your perceptive plaudits with all due humility, faithful one! (Which means that he's pasted your last sentence on the bulletin board where the rest of the Bullpeners have to look at it all day!) By the way, didja know that amiable Otto Binder, a long-time comics pro, is partially responsible for bringing Rollickin' Roy Thomas into the mighty Marvel Bullpen — at least indirectly? (Talk about your tidbits of titanic trivia!) As for the future of our blockbustin' Bantam editions, we can't say yet if there'll be any

Now hear this! Please keep all letters no longer than ONE PAGE! Have mercy, mellow ones!

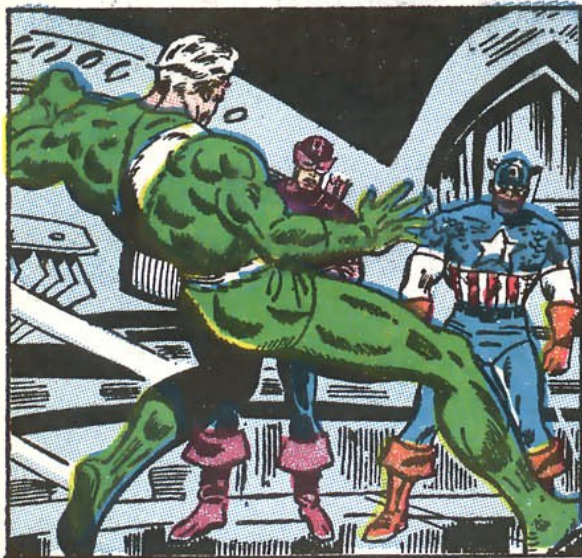
more of 'em — but keep lookin', Rick. You know how we love to spring surprises on you eagled-eyed enthusiasts!

Dear Stan, Roy, and John,

After reading AVENGERS #43, I just couldn't resist sending you this letter. Now, don't get me wrong, fellas, this letter is not meant to be complimentary to any of you, even though the script was supreme, the artwork superb, and the editing sardonic. As a matter of fact, I will not even mention that the Red Guardian is perhaps one of the greatest villains of all time. I refuse to even comment on Quicksilver's new power of flight. And if you think that I'm going to suggest here and now that the beautiful Black Widow should be admitted to the Avengers, fellas, you're outta your tree! My only purpose in writing this letter is to bring to your attention a slight mixup in sound effects in the above-mentioned issue. In panel 1 of page 4, you have Cap saying, "Wh—? The doorbell... ", and then, for your sound effect, an outrageously funny "Nok! Nok!" Now, tell me true, is that funny, or is that funny? But don't lose heart — ol' Irv Forbush probably never noticed!

Gary McCullough, Box 448
Norlina, N. C. 27563

Believe us, lad — he noticed! (Along with half a zillion other sharp-eyed Marvelites, and about everybody in the Bullpen except our somewhat astigmatic proof-reader! So what else is new?) But, what we wanna know is — after making us feel so embarrassed about that gargantuan goof-up, how come you didn't mention some of those other things you weren't gonna talk about — just to cheer us up? And take it from us, Gary — on a rainy Monday, we could use some cheering up!



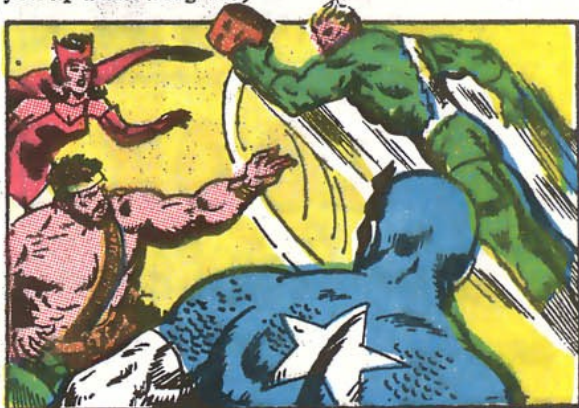
Dear Stan, Roy, and John,

I know you guys asked us to keep our letters short, so I'm going to get right down to the nitty-gritty. Change the Scarlet Witch's headgear back to the way it was. It looks too clumsy now. (Besides, if she moves her mouth too much, she'll puncture her cheeks.) Hercules is an all-right guy. (if you dig immortals), but let's not make him an Avenger for a year. One Marvel god is enough. Thanks for cutting down on your continued stories in all your mags. Marveldom appreciates it. Thor and Iron Man are on a leave of absence — bring them back for a couple of issues soon. By the way, just picked up the new Avengers paperback with a brilliant introduction by Stan Lee. Looks cool. So, until Goliath gets a new pair of cute yellow sunglasses, hang loose!

Danny Sussman, 290 McLean Place
Hillside, N. J.

Don't look now, Danny, but ol' High-Pockets Hank just came meandering into the Bullpen and guess what

he was wearing! (No, actually, frantic one, he was wearing a swingin' new pair of elevator shoes, not a pair of yellow sunglasses — but we just wanted to shake you up a bit! Forgive?)



Dear Stan, Roy, and John,

Throughout my life I've been persecuted for the belief that comics have been something to be reckoned with as far as personal enjoyment is concerned. In 1963 in a little barber shop in Buffalo, N. Y., I came face to face with a two-foot stack of comic books. I concentrated that following two hours into the probing and analyzing of your fantastic works discovered amid depths of shorn follicles. Alas, there were those who laughed at this young 18-year-old and denounced me as an intellectual disaster area. I cared not — for these were Marvel Comics. Today I'm in Viet Nam and still an ardent admirer of yours, but still laughed at. That is, until I was shifted to a more desolate post than my previous one. There were no magazines except an occasional "Stars and Stripes" and actually very little reading material, except for tops of C-ration boxes. However, into this wilderness I strode. Under my arm was every issue of Marvel for the past 6 months which were sent to me by my mother. Here one could automatically see faces light up. Dear Marvel, you now have in one small outpost 40 devoted readers. Those who used to laugh now swing a bit. The first Marvel I read was an early AVENGERS. I was hung. To me the Avengers are the group of Hawkeye, Cap, Scarlet Witch and Quicksilver. The characters that I first read of stick in my mind as that group. Also, after procuring copies of the original Avengers, they impressed me as the kind of gathering one sees at the local Union of Super-Heroes clambake. Sorry, group, I couldn't go along with them. I guess I just can't get over the nostalgia of that wonderful day of enlightenment in that little (sniff) barber shop in Buffalo.

SP/4 Hudson Armstrong, US 51599676
522 T. Plt. (BARC)
APO, San Francisco, Cal. 96238

And, on that haunting nostalgic note, as the scarlet sun slowly sinks in the west, we end our liltin' letters column for yet another milestone-studded month. (It's not that we can't think of anything more to write — but our salty little tears are starting to rust the type-writer!)

NEXT ISH: AVENGERS #47 contains so many mighty Marvel milestones that it's bound to become one of the most coveted collectors' items of all! Captain America bows out (for real) as a member of the far-famed fighting team — the redoubtable Hercules returns to Olympus, only to find a bafflingly sinister mystery awaiting him — and, to top off everything else, Quicksilver and the lovely Scarlet Witch stand alone against the matchless, malevolent power of Magneto — the X-Men's erstwhile enemy and one of the most menacing Marvel super-villains of all time! And if that doesn't give you reason enough for hangin' loose till next issue, your blushin' Bullpen might as well turn in their "Faces Front" buttons! 'Nuff said!