

MARVEL®

ULTIMATE

SPIDER-MAN™

ISSUE

1

POWERLESS



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DIRECT EDITION

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CHAPTER ONE...



02 EXPERIMENT 56
SUBJECT: ARACHNE NO. 00



YOU A FAN OF GREEK MYTHOLOGY, JUSTIN?

NOT REALLY, SIR.

EVER HEAR THE MYTH OF ARACHNE?

CAN'T SAY I HAVE, MR. OSBORN.



THE STORY GOES THAT ATHENA -- YOU KNOW ATHENA, RIGHT? SEEMS SHE HEARD THERE WAS THIS WOMAN ON EARTH -- A MERE MORTAL, LIKE YOU AND ME -- WHO HAPPENED TO BE A BETTER SPINRESS THAN SHE WAS.

SPINRESS?

ATHENA WASN'T TOO HAPPY TO HEAR THIS AND SHE CAME DOWN TO EARTH AND DESTROYED THE WOMAN'S CREATIONS.

SOUNDS LIKE A WOMAN.

WHEN THIS MORTAL GIRL SAW WHAT HAD HAPPENED -- THAT SHE HAD INSULTED THE GODS AND THAT HER LIFE'S WORK HAD BEEN DESTROYED -- SHE HANGED HERSELF.



ATHENA TOOK PITY ON THIS POOR GIRL, AND TOUCHED HER ON THE FOREHEAD WITH A MAGIC LIQUID AND SAID:

"YOU SHALL NOT DIE, ARACHNE. INSTEAD YOU SHALL BE TRANSFORMED AND WEAVE YOUR WEB FOREVER."



AT ATHENA'S WORDS, ARACHNE SHRANK AND BLACKENED.

FIRST HER NOSE AND EARS FELL OFF, AND THEN HER FINGERS TURNED INTO LEGS --



-- WHAT WAS LEFT OF HER BECAME HER BODY, OUT OF WHICH SHE SPINS AND WAS LEFT TO SPIN HER WEB.

MR. OSBORN?

STAN LEE PRESENTS

POWERLESS

OSBORN INDUSTRIES, MAIN LABORATORY FACILITY, LONG ISLAND, NEW YORK...

MR. OSBORN, YOUR LAWYER IS ON THE CELL PHONE. SAYS IT'S IMPORTANT.

IMPORTANT TO WHOM?

Based on the original story in *Amazing Adult Fantasy* #15 by Stan Lee and Steve Ditko.

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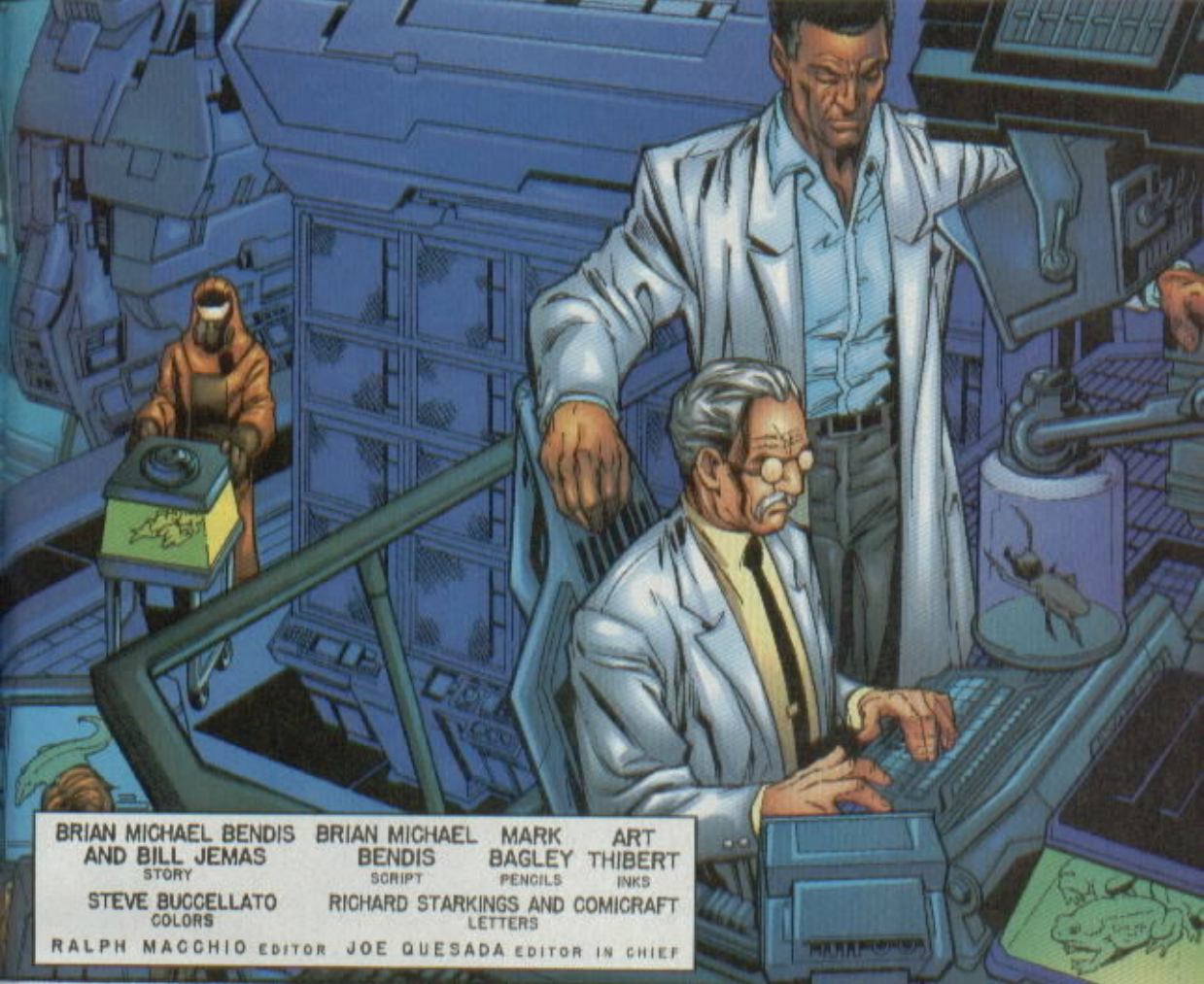
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LET ME TELL YOU WHAT 'OZ' MEANS. OZ IS A WONDER DRUG. OZ IS MY MOST SIGNIFICANT INVENTION.

I TOLD YOU I DON'T WANT TO BE BOTHERED IN MY LAB. TELL HIM THERE IS NO ROOM TO NEGOTIATE. WHAT? NO. I SAID NO.

NO! NOW THAT YOU DISTURBED ME, LET ME DISTURB YOU.

LET ME TELL YOU WHAT THIS NEW DISCOVERY IS GOING TO MEAN TO THE COUNTRY'S ECONOMY! YES — YES.



BRIAN MICHAEL BENDIS AND BILL JEMAS STORY	BRIAN MICHAEL BENDIS SCRIPT	MARK BAGLEY PENCILS	ART THIBERT INKS
STEVE BUCCELLATO COLORS	RICHARD STARKINGS AND COMICRAFT LETTERS		
RALPH MACCHIO EDITOR		JOE QUESADA EDITOR IN CHIEF	



THE TESTING IS GOING VERY WELL. EXTREMELY WELL. WE ARE PRODUCT-TESTING IT NOW. WHAT? ON -- ON ALL SORTS OF -- ON MAMMALS, INSECTS.



THE SPIDER ESPECIALLY HAS HAD SOME FASCINATING -- WELL, BELIEVE ME, IF I COULD GET AWAY WITH HUMAN SUBJECTS AT THIS STAGE, I WOULD. I'D START WITH YOU. BUT YES, HUMAN TESTING IS THE NEXT LOGICAL PHASE AND WE ARE LOOKING INTO --



WELL, YOU TELL HIM THIS IS MY COMPANY AND MY DISCOVERY AND IF HE DOESN'T LIKE IT -- THAT'S RIGHT. OSBORN INDUSTRIES IS THE NAME ON THE DOOR, NOT -- RIGHT. GOOD.



AS LONG AS WE ALL KNOW WHO'S IN CHARGE HERE, WE'LL ALL BE FINE.







GIVE IT TO ME TWO TIMES! HA HA!

YOU CRAZY!

OH MY GOD -- I TOTALLY FORGOT TO TELL YOU --

WHAT?

I'M HUGE IN THE DOGHOUSE AT HOME.

WHY?

I TOTALLY TOOK OFF FOR SENIOR SKIP DAY.

SO --

SO, I'M TOTALLY GROUNDED AND --

WHY? EVERYBODY SKIPPED FOR SENIOR SKIP DAY.

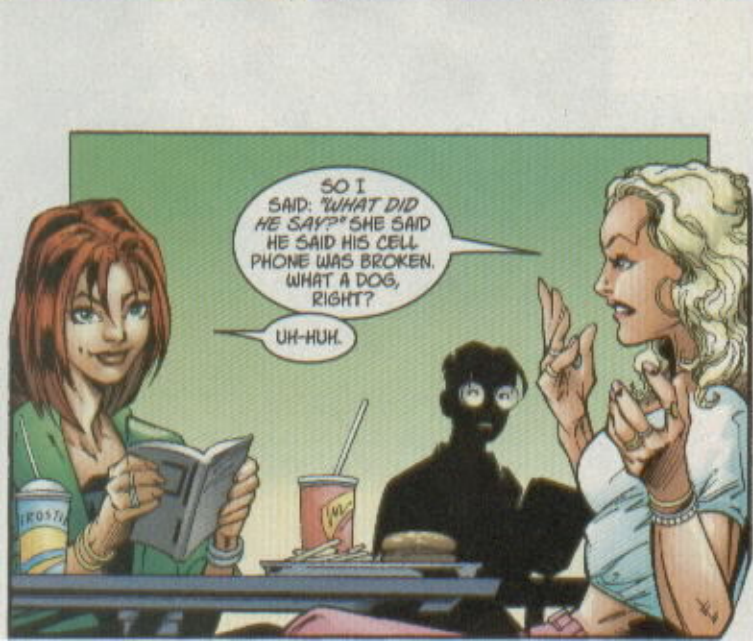
YEAH, THEY CALLED IN SICK. I JUST DIDN'T SHOW UP.

YOU DIDN'T CALL IN?

I DIDN'T CALL IN.

WELL -- DUH.

I KNOW.



SO I SAID: "WHAT DID HE SAY?" SHE SAID HE SAID HIS CELL PHONE WAS BROKEN. WHAT A DOG, RIGHT?

UH-HUH.

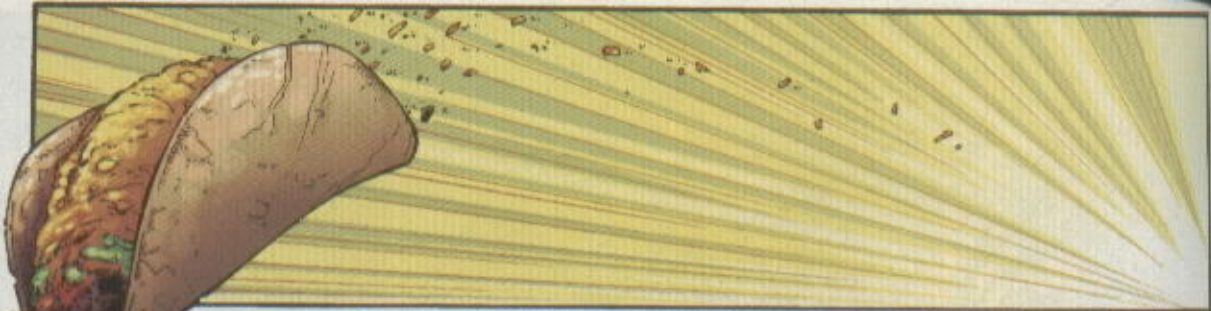


SO I TOLD HER TO TELL HIM --



-- DROP DEAD! RIGHT?







UNCLE BEN?
WHAT -- WHAT
ARE YOU DOING
HERE?
I
THOUGHT
YOU WERE JUST
DROPPING ME
OFF.

ISN'T THAT
MARY JANE
OVER
THERE?

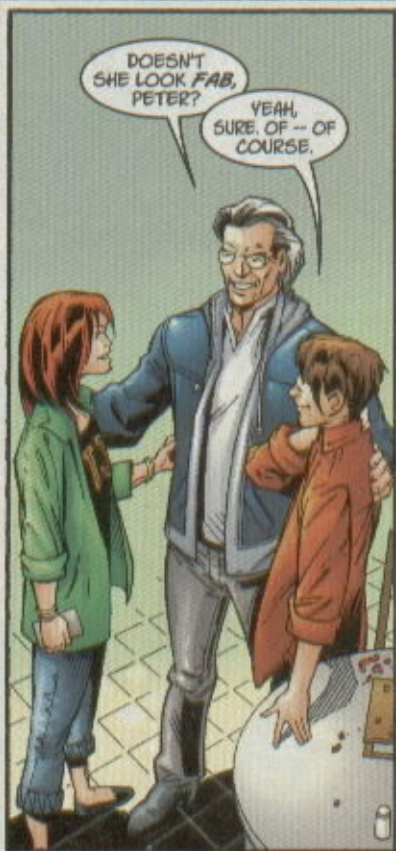


I NEEDED SOME
PANTS. SO I
BOUGHT SOME
PANTS.
WHY ISN'T
MARY JANE
SITTING OVER
HERE?



MARY -- MARY
JANE?
GET
OVER HERE,
GIRL!

DON'T YOU
LOOK LIKE
A MILLION
DOLLARS.



DOESN'T
SHE LOOK FAB,
PETER?

YEAH,
SURE. OF -- OF
COURSE.



PPFFIT!



HEY, MARY, HOW'D
THAT SCIENCE
WHATCHAMAZOOT
DOOHICKEY PROJECT
YOU AND PETER
WERE WORKING
ON GO?

PETER
DIDN'T TELL
YOU?

OH -- I DIDN'T
WANT TO BORE
HIM WITH --?

I
THINK WE DID
GOOD.

YOU DID
GREAT. YOU
ALWAYS
DO.



P.S. 163,
QUEENS
DISTRICT...



OooF!

GOOOOAAAL!

THAT IS DEFINITELY WORTH TEN POINTS.

TEN? THAT WAS A SIX TOPS.



UH-OH, LOOKS LIKE PARKER'S ABOUT TO PULL A 'CARRIE.'



GUYS -- GUYS! COME ON, LEAVE THE GUY ALONE FOR TWO SECONDS.

WHAT? ARE YOU SWEET ON HIM, HARRY?

NO, I'M SWEET ON YOU.

OH YEAH -- I FORGOT. THIS IS YOUR CHARITY PROJECT.

GO FLEX A MUSCLE.



IS THERE SOMETHING GOING ON HERE? WHAT IS THIS MESS?

HARRY OSBORN, THOMPSON. DON'T YOU PUNKS HAVE PRACTICE? GO!

YES, SIR -- SIR.



PARKER, DON'T LET THOSE GUYS PICK ON YOU LIKE THAT. OK? YOU COME TO ME IF THAT HAPPENS AGAIN...



PETEY, WHEN ARE YOU GOING TO LEARN TO STAY OUT OF THEIR WAY?

YEAH, SILLY ME FOR WALKING DOWN THE HALL. WHAT WAS I THINKING?



SO, I'LL SWING BY THE PARKER PAD AROUND EIGHT, WE'LL GO THROUGH THAT BIOLOGY STUFF.

ACTUALLY HARRY, I WAS GOING TO WORK ON ONE OF MY --



GREAT, I'LL BRING SOME NOSH, YOU BRING THE BRAINS.



Y'KNOW, FINE BUT -- YOU KNOW --

WHAT?



I DON'T MIND DOING YOUR HOMEWORK FOR YOU --

HELPING ME WITH MY HOMEWORK.

BUT -- CAN'T YOU GET THOSE JERKHOLE TEAMMATES OF YOURS TO GET A NEW HOBBY?



OH, FORGET ABOUT THEM. ROLL IT OFF.



ROLL IT OFF?



DON'T WORRY ABOUT IT. AFTER HIGH SCHOOL, YOU ARE GOING TO, LIKE, WHIZ RIGHT BY THEM.

YOU'LL SLAP TOGETHER WITH ONE OF THOSE INTERNET COMPANIES THAT SELL WIDGETS AND MAKE FORTY MILLION DOLLARS OR SOMETHING.

AND THESE GUYS --? YOU KNOW HOW IT GOES. FLASH THOMPSON'S WHOLE LIFE PEAKED, LIKE THREE WEEKS AGO.



YEAH, WELL, THAT AIN'T HELPING ME NOW.

I'D HELP YOU, PETE, BUT -- YOU KNOW -- THEM'S THE POLITICS OF BEING ME. SEE YOU ON THE FLIPMODE.

GREAT.



THE SCHOOL GYMNASIUM...

COME ON, FLASH, SHOW ME THE MOVES! THAT'S THE MAN!



AND THE KONG PUTS IT THROUGH.

KING KONG!



YOU'RE UP, PARKER!



PARKER! BALL IN BASKET!





THE PARKER HOME,
FOREST HILLS,
QUEENS...



S.A.D. --
WHAT?
SOCIAL ANXIETY
DISORDER --
WHAT?
SOCIAL...
ANXIETY...
DISORDER --



WILL YOU
LEAVE
THE KID
ALONE?
I
THINK IT'S WORTH
INVESTIGATING.
THEN
LEAVE ME
ALONE.
DON'T YOU
WORRY ABOUT
OUR LITTLE
PETER?
NO, NO I
DON'T. HE'S
A SMART AND
RESOURCEFUL
KID.



BUT
HE'S SO
QUIET.



HE'S
THINKING.



I DON'T LIKE IT.
HE USED TO BE
SUCH A HAPPY,
LITTLE BOY.



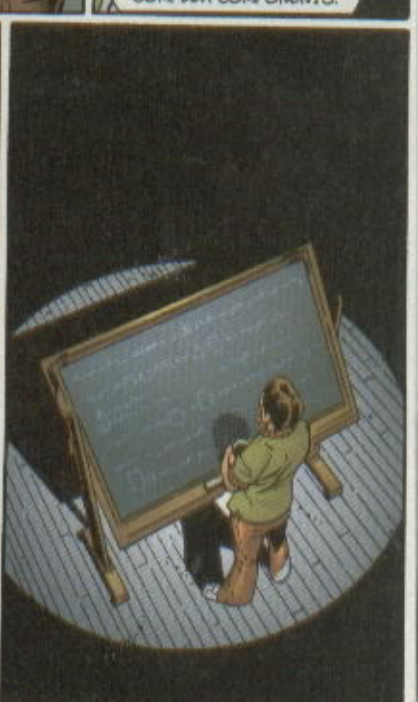
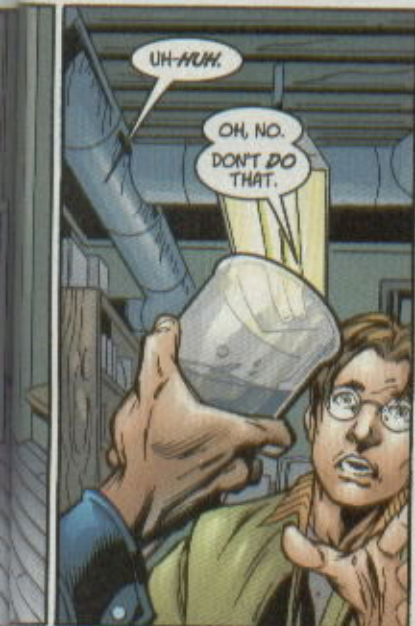
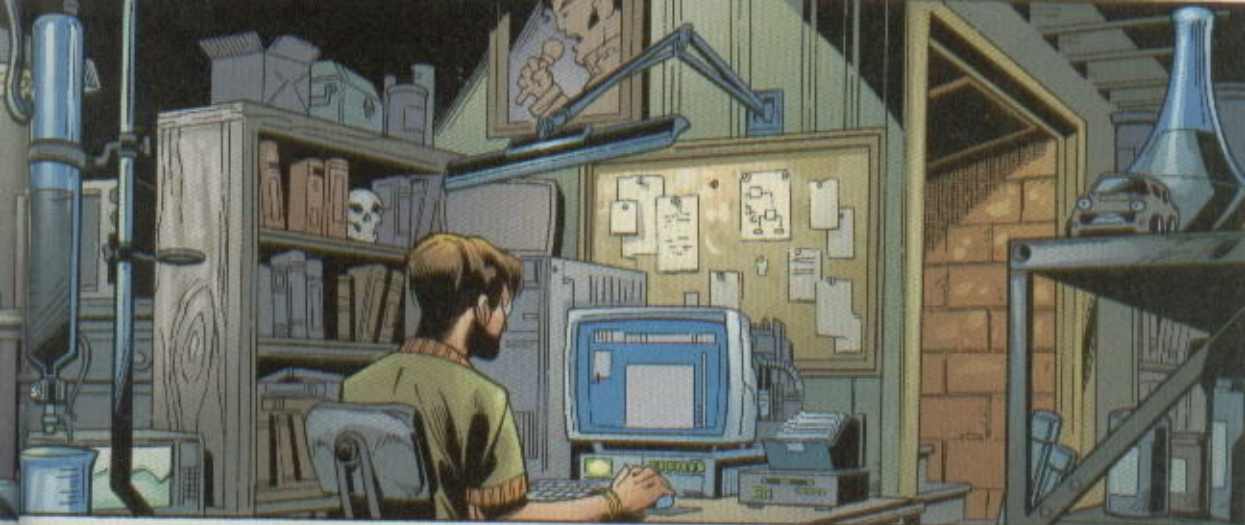
AND NOW HE'S
A CONTEMPLATIVE
LITTLE MAN.

JUST
LIKE HIS
FATHER
WAS.



THAT'S
RIGHT.



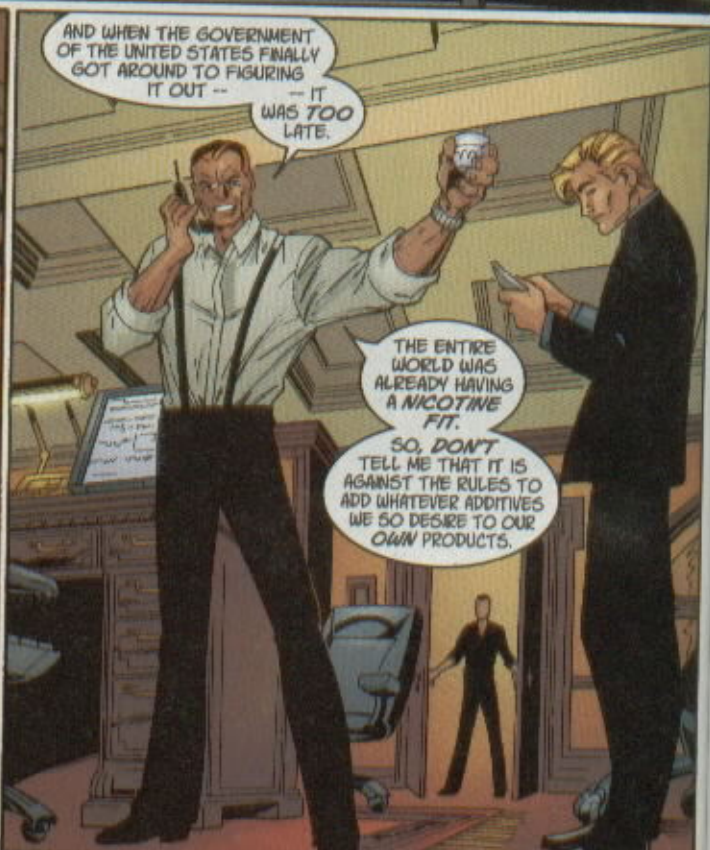




LET ME TELL YOU **SOMETHING** ABOUT THE AMERICAN CONSUMER MARKET, JOE.



THE CIGARETTE COMPANIES -- LISTEN TO ME --
THE CIGARETTE COMPANIES WERE PUTTING **ADDICTIVE** LEVELS OF NICOTINE IN CIGARETTES DECADES BEFORE **ANYONE** FIGURED IT OUT.



AND WHEN THE GOVERNMENT OF THE UNITED STATES FINALLY GOT AROUND TO FIGURING IT OUT --

-- IT WAS TOO LATE.

THE ENTIRE WORLD WAS ALREADY HAVING A **NICOTINE FIT**.

SO, **DON'T** TELL ME THAT IT IS AGAINST THE RULES TO ADD WHATEVER ADDITIVES WE SO DESIRE TO OUR OWN PRODUCTS.



IF I SEE FIT TO --

THEN, WHAT? **DENY, DENY, DENY.**



SIR?

HE PUT ME ON HOLD. AMAZING.

SIR --?



DAD, UH --
DO YOU REMEMBER
THAT MY SCIENCE
CLASS IS COMING TO
VISIT THE LABS
TOMORROW?
BECAUSE
I WAS
HOPING THAT
YOU --?



MARTHA?!
MARTHA!
WILL YOU
GET THIS KID
OUT OF
HERE?!
MARTHA!



HARRY, IT
MIGHT BE TIME
TO EXCUSE
YOURSELF.

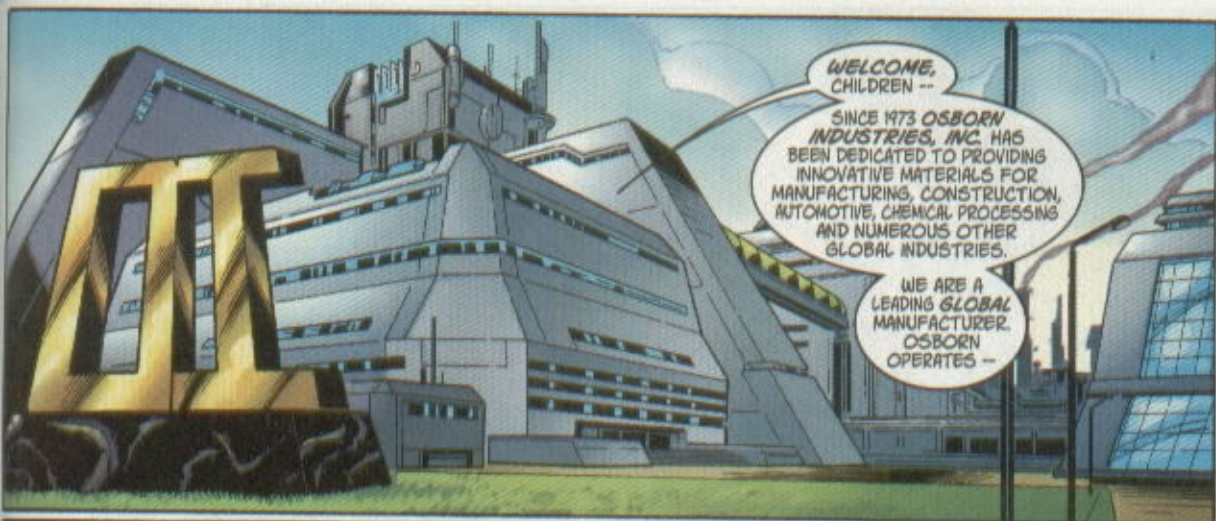
LIKE I HAVE
NOTHING BETTER
TO DO THAN BABY-
SIT YOUR --
JOE!



SO
LISTEN, LET'S
START DOING
SOME
FIGURES.
JUST PUSH
SOME NUMBERS.
SEE HOW IT
LOOKS.



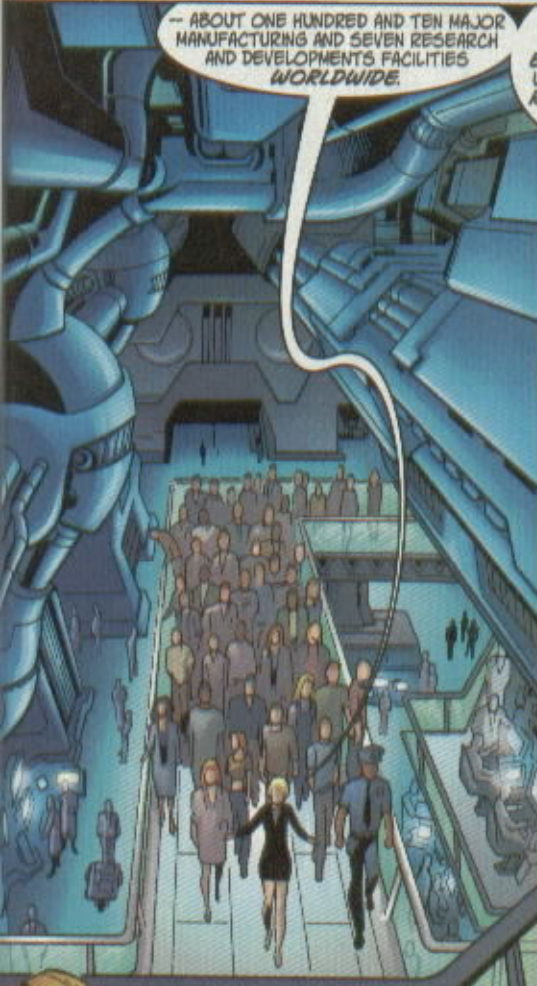
GOOD
BOY.



WELCOME,
CHILDREN --

SINCE 1973 OSBORN
INDUSTRIES, INC. HAS
BEEN DEDICATED TO PROVIDING
INNOVATIVE MATERIALS FOR
MANUFACTURING, CONSTRUCTION,
AUTOMOTIVE, CHEMICAL PROCESSING
AND NUMEROUS OTHER
GLOBAL INDUSTRIES.

WE ARE A
LEADING GLOBAL
OPERATOR.
OSBORN
OPERATES --



-- ABOUT ONE HUNDRED AND TEN MAJOR
MANUFACTURING AND SEVEN RESEARCH
AND DEVELOPMENT FACILITIES
WORLDWIDE.

WE MANUFACTURE AND
PRODUCE *CHEMICALLY
ENGINEERED* PRODUCTS
WITH SPECIAL FOCUS ON
REPLACEMENTS OF EHS
HAZARDOUS ACIDS AND
SOLVENTS.

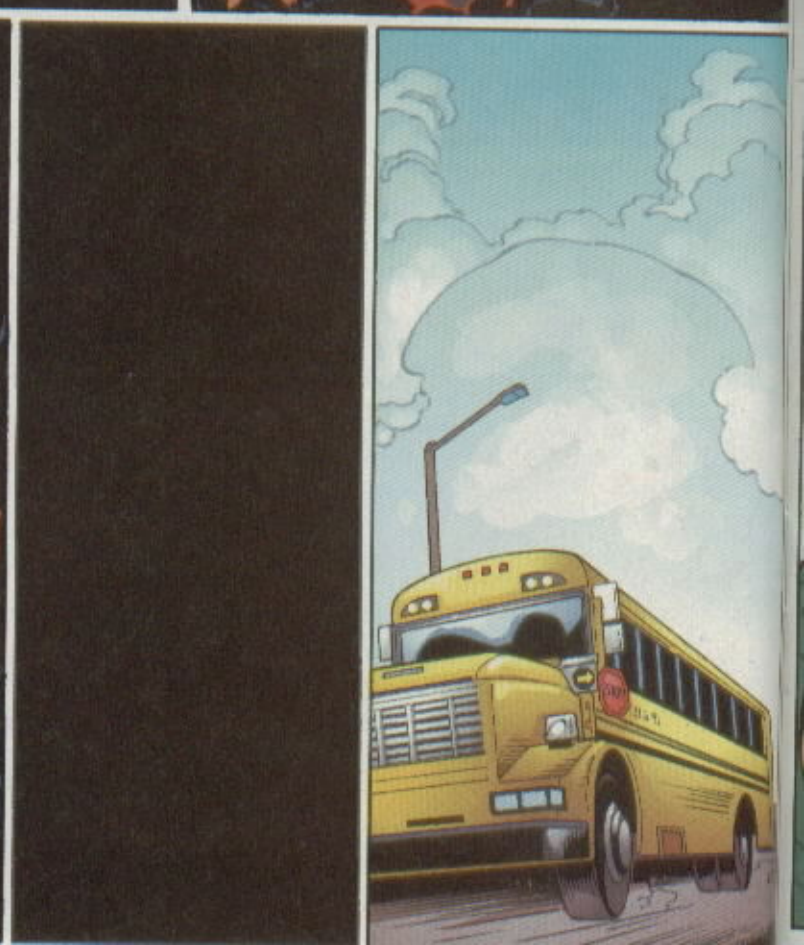


IF YOU FOLLOW
ME DOWN THIS WAY,
YOU WILL SEE...









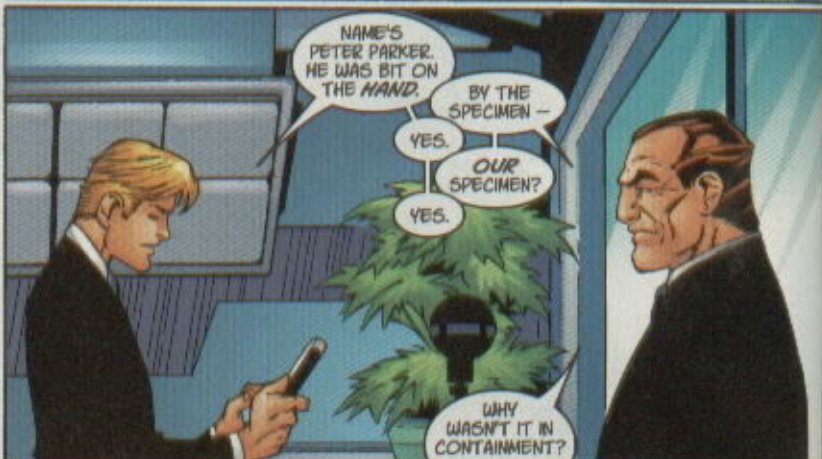




SEEMS THERE WAS AN INCIDENT ON THE MAIN LABORATORY FLOOR. ONE OF YOUR SON'S CLASSMATES WAS BITTEN BY THE "OO" ARACHNID SPECIMEN.



HARRY SHOWS UP AND SOMETHING TURNS TO CRAP. WHAT A SHOCKER.



NAME'S PETER PARKER. HE WAS BIT ON THE HAND.

BY THE SPECIMEN -

YES.

OUR SPECIMEN?

YES.

WHY WASN'T IT IN CONTAINMENT?



WE ARE CHECKING ON THAT, SIR. I DON'T KNOW, BUT THE SPECIMEN WAS DESTROYED IN THE CHAOS, SIR.



FIRE THE FLOOR MANAGER. I WANT HER GONE WITHIN THE HOUR.



YES, SIR.



LEGAL OBLIGATIONS?

IF THEY SUE, THEY SUE THE SCHOOL, RIGHT?

IF THEY SUE, THEY SUE US. THE SCHOOL DOESN'T HAVE ANY MONEY.

WE EITHER SETTLE IMMEDIATELY OR WE START BUILDING OUR DEFENSE NOW AND WAIT FOR THE HIT.



IT'S AN
ADMISSION
OF GUILT IF
YOU EVEN PAY
HIS DOCTOR'S
BILL.



NO, NO.
LET'S
PICK UP
THE
TAB.



NORMAN,
I HAVE TO
ADVISE --



LET'S
PICK UP THE
HOSPITAL
TAB.

AND
SEND A
NICE FRUIT
BASKET.



WHY?



YES, PLEASE
ENLIGHTEN US
ON THIS
ONE.



I WANT TO
KEEP AN EYE ON
THAT BOY.



HE JUST CAME HOME AND PASSED OUT.

WELL MAY, HE HAD A DAY, IS ALL.



THE DOCTORS SAID HIS BLOOD IS NORMAL AND THAT THE SPIDER'S VENOM ISN'T TOXIC IN ANY WAY.

HE SAID IT'LL BE SWOLLEN FOR ABOUT A WEEK AND THAT'S IT AND THAT'S THAT.

YEAH, I GOT BIT BY ONE IN THAT COMMUNE THE SUMMER BEFORE I MET YOU.



THE OSBORN PEOPLE PICKED UP THE HOSPITAL BILL AND SENT A HUGE BASKET.

OF COURSE THEY DID.

THEY THINK WE'RE GOING TO SUE THE PANTS OFF THEM.



ARE WE?



OF COURSE NOT. IT WAS AN ACCIDENT. NO HARM DONE.



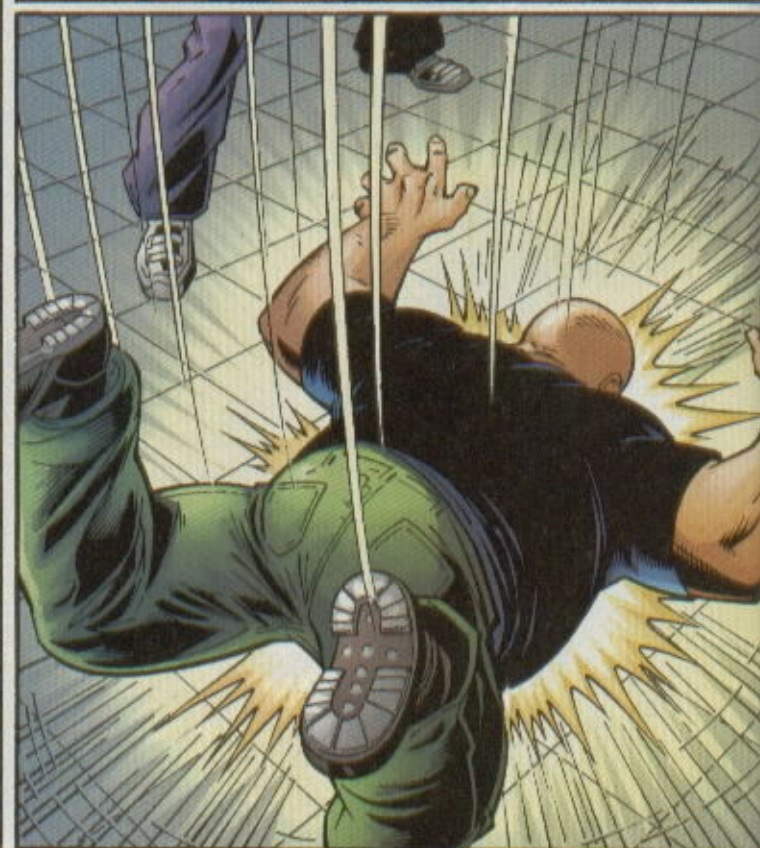
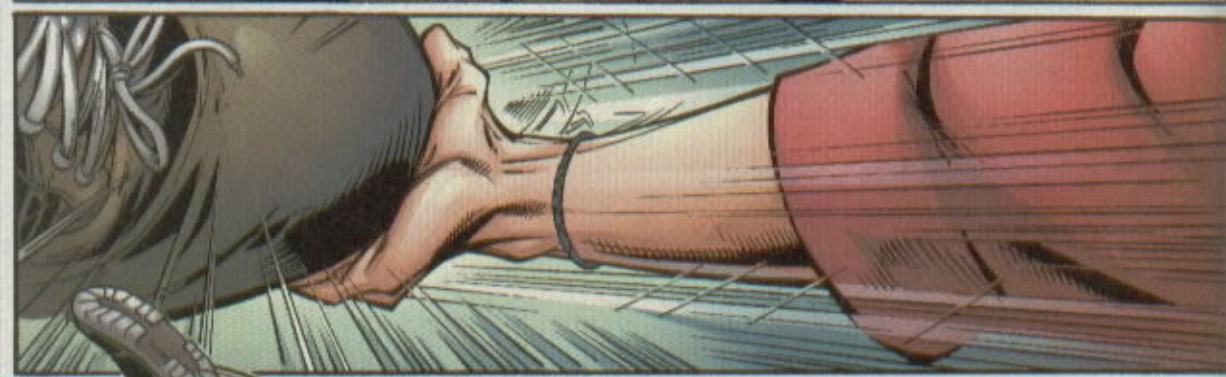
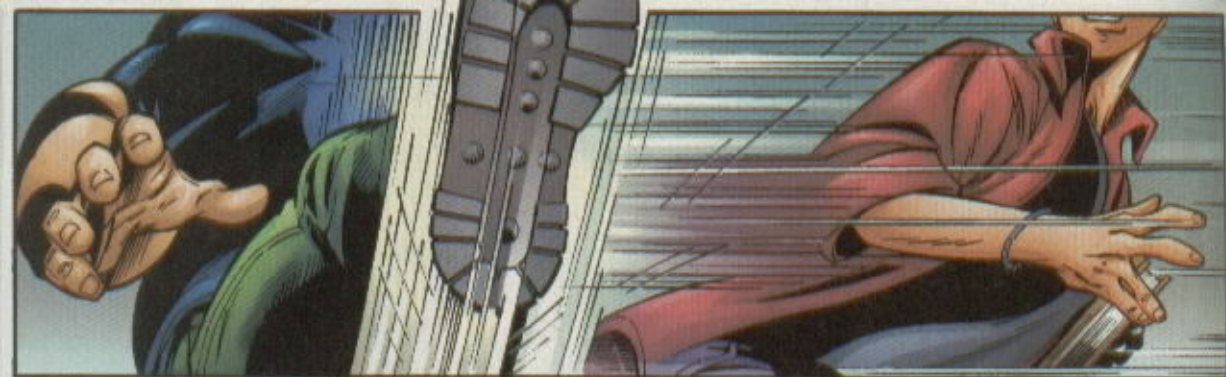
AND, YOU KNOW, THERE'S HARRY -- MR. SLICK -- HE'S A PAL TO PETER. MAYBE HIS ONLY ONE.

WE'RE GOING TO RUIN THE KID'S FRIENDSHIP FOR A COUPLE OF BUCKS FROM HIS OLD MAN?

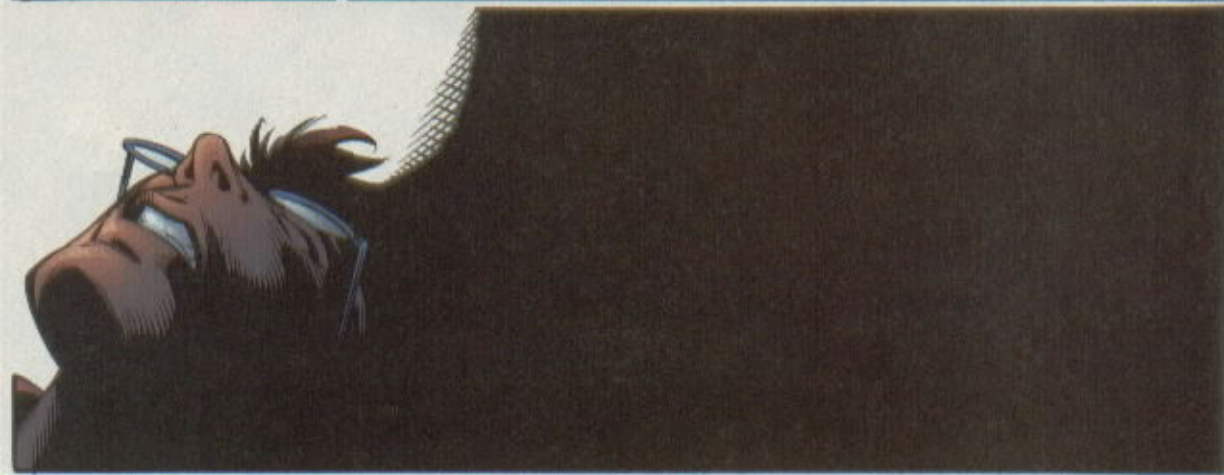


NO, NO, IT'S BACK TO NORMAL FOR US.











AAAH!



OH MY GOD! THANK THE -- PETER ARE YOU OKAY?

UH -- YEAH. YEAH. I'M FINE.

YOU'RE NOT FINE, SWEETY. YOU FAINTED.



HOW MANY FINGERS AM I HOLDING UP, SON?

THREE.

ANY DIZZINESS? BLURRED VISION? NAUSEA?



NO. I'M THIRSTY, THOUGH. I'M REALLY THIRSTY.

NURSE?

YES, DOCTOR.

SO, WHAT HAPPENED BACK AT THE SCHOOL PETER?



I DON'T -- I DON'T KNOW EXACTLY. I JUST SORT OF CHECKED OUT, I GUESS.

HOW'S YOUR HAND?



OH -- YEAH. NO, IT'S FINE. IT DOESN'T EVEN HURT ANYMORE.

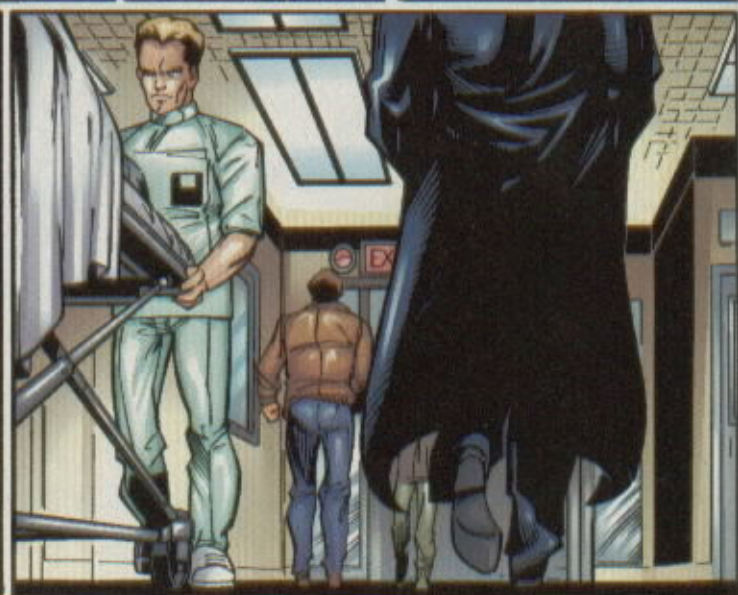


HAVE YOU BEEN TAKING ANY DRUGS AT ALL? MARIJUANA?



NO, OF COURSE NOT.







SIR?

THE OZ,
IT'S KILLING
HIM.

HOW?

WELL, I
DON'T KNOW,
DO I?!!



THEY'LL
TRACE IT
BACK TO THE
LAB.

YES.

SET
THE PROJECT
BACK. MAYBE
FOREVER.

YES.



HOW
LONG DOES
HE HAVE?

NOT
LONG.



SO,
HE'S GOING
TO DIE --



YES.



SO, NO
MATTER WHAT,
HE'S GOING TO
DIE?



SHAW?

TAKEN
CARE OF,
SIR.



POTASSIUM IS IN BANANAS. BANANAS ARE IN BREAD. YOU WILL EAT THE BANANA BREAD.



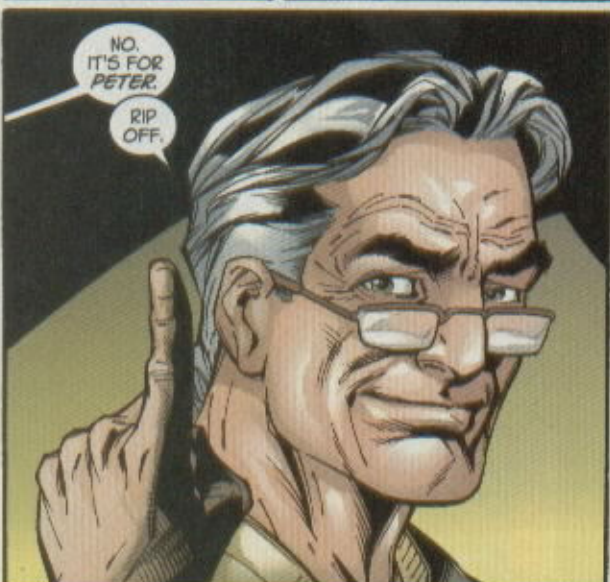
I WOULD LIKE A PIECE.



NO.



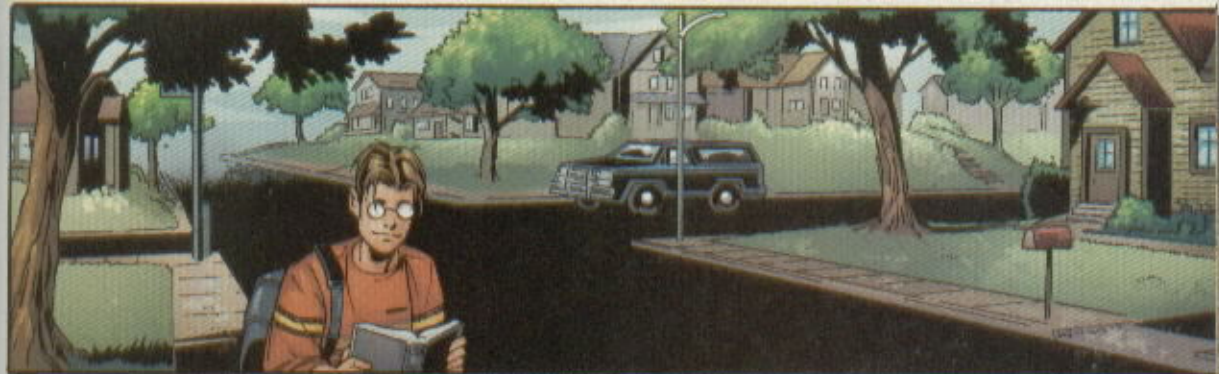
NO?

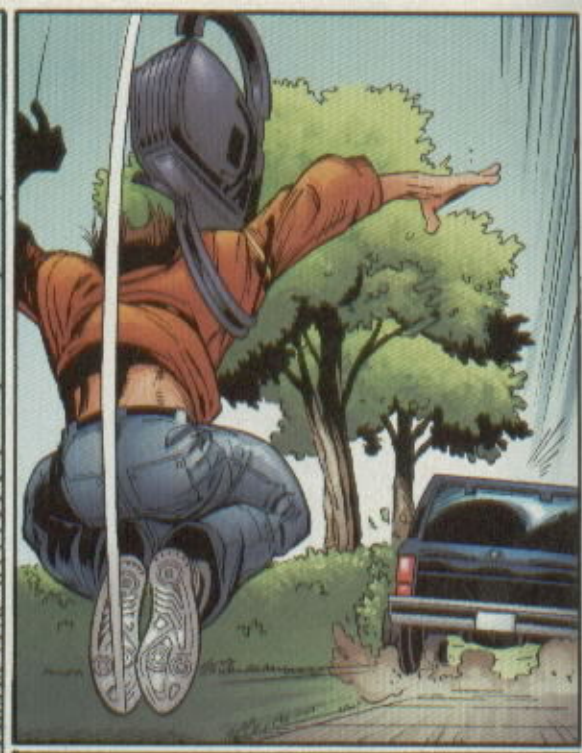


NO. IT'S FOR PETER. RIP OFF.



EAT!









REPORT.



SIR? YOU'RE NOT GOING TO BELIEVE THIS, BUT --



SIR?



ABORT.



ARE YOU SURE, SIR?
I CAN GO TO HIS HOME AND --



ABORT!
I WANT TO STUDY THAT KID -- NOT KILL HIM!





SEARCH:

WWW.OSBORNINDUSTRIES.COM



SEARCH:

SPIDERS.



MANY PEOPLE
CONFUSE SPIDERS
WITH INSECTS. BOTH
BELONG TO THE
PHYLUM ARTHROPODA
IN THE ANIMAL
KINGDOM --



WELL,
WHADDAYA
THINK OF
THAT.





THE VIEW WITH SPIDERS!

A spider's eye is made of two main parts, the *retina* and the *cornea*. Light rays enter the *cornea*, which causes the light to *refract*, or bend, and focus on the *retina*.



THE VIEW WITH SPIDERS!

A spider's eye is made of two main parts, the *retina* and the *cornea*, and the light rays of the *cornea* are *refracted*, or bent, and focus on the *retina*, which causes the light to *refract*, or bend, and focus on the *retina*.



-- HAVE A GOOD DEVELOPED FEELING MECHANISM THAT MAKES THEM CAPABLE OF DETECTING MOVEMENTS OF --





PETER,
GET UP
HERE.
NOW!



SO I GET A CALL
AT WORK, AND-AND THE
PRINCIPALS OFFICE SAYS
THAT HE DIDN'T EVEN
GO TO SCHOOL
TODAY.

WHERE HAVE
YOU BEEN ALL
DAY, PETER?

I WAS
IN MY
LAB.

WHAT
WERE YOU
DOING?



HELLO?

I DIDN'T FEEL LIKE
GOING TO SCHOOL
TODAY, ALRIGHT?!

DIDN'T
"FEEL LIKE"
GOING?



HE
DIDN'T
FEEL LIKE
GOING?!



SCHOOL ISN'T THE
PARTY YOU THINK IT
IS, ALRIGHT?



WELL, YOU'RE NOT
SUPPOSED TO BE
HAVING A PARTY, YOUNG
MAN, YOU'RE SUPPOSED
TO BE IN SCHOOL
TO LEARN!



YEAH, I KNOW.



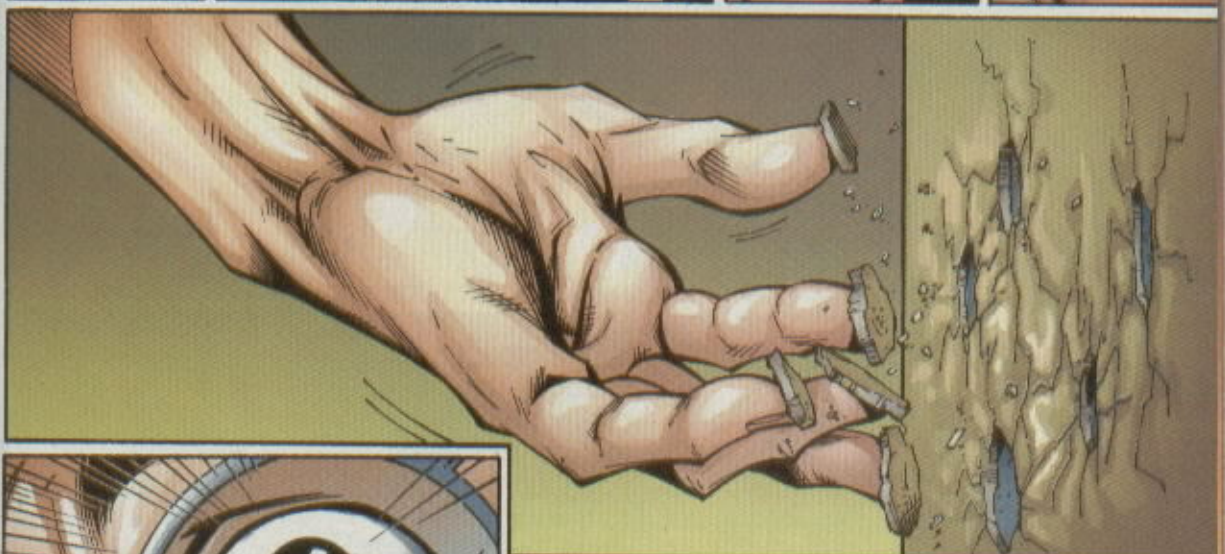
NOW I KNOW THAT WHAT HAPPENED ON THE FIELD TRIP WAS EMBARRASSING. I CAN SEE THAT, BUT -- ARE YOU FEELING ALRIGHT, SON?



I'M FINE!



PETER?



UH -- WHO EXACTLY DO YOU THINK YOU'RE TALKING TO WITH THAT MOUTH?



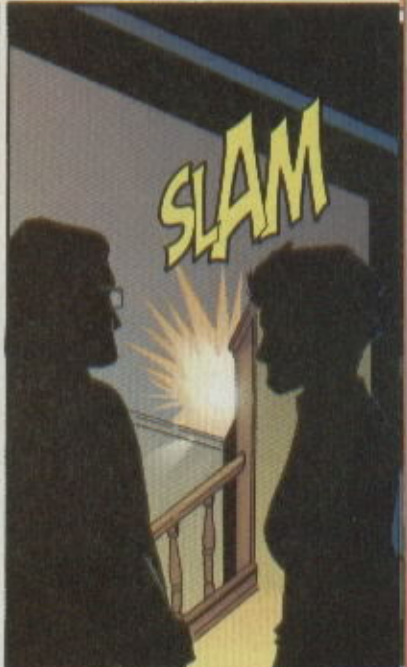
MAYBE YOU NEED TO GO TO YOUR ROOM FOR THE NIGHT AND THINK ABOUT THINGS.

GO TO MY ROOM? I'M FIFTEEN YEARS OLD!



GO.

GOD!



SLAM

KID HAD
A TOUGH
WEEK.

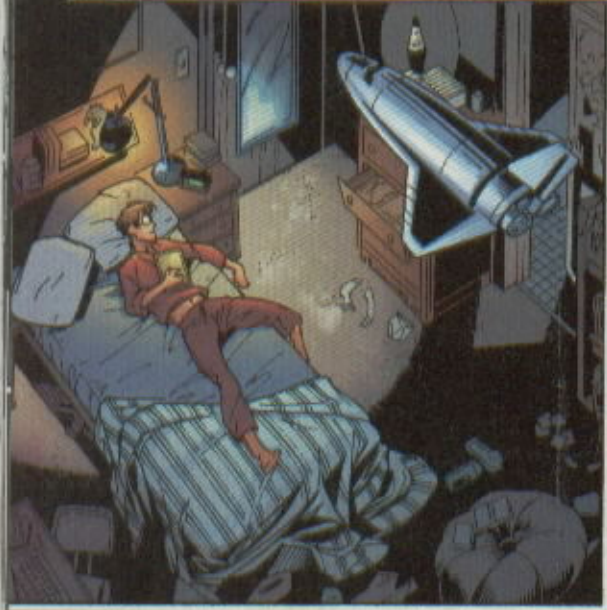
I KNOW.

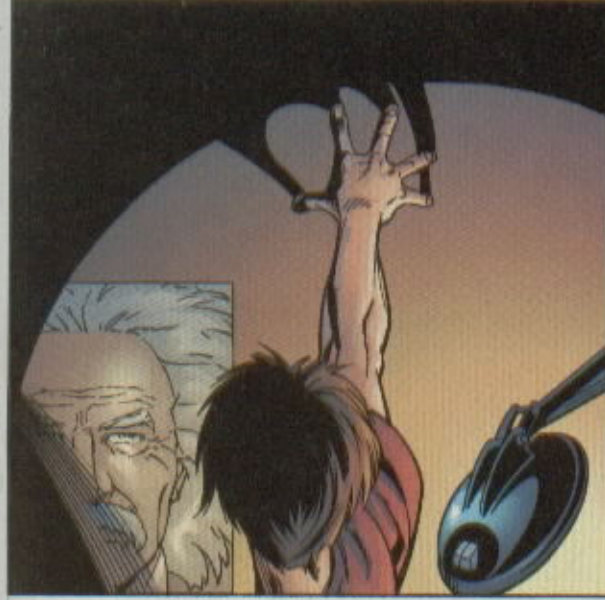
THIS
TOO SHALL
PASS.

I KNOW.

MAYBE I'LL
BRING HIM SOME
BANANA BREAD
LATER.

PUTTING
HIM IN HIS ROOM IS
PUNISHMENT ENOUGH.







WHOA --

COOL.

