

MARVEL®

ULTIMATE

SPIDER-MAN™

ISSUE

2

GROWING PAINS



5960605031
\$2.50 US \$3.75 CAN



DIRECT EDITION
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IN 1930,
THE REPUBLICANS
CONTROLLED THE HOUSE
OF REPRESENTATIVES IN
AN EFFORT TO ELEVATE
THE EFFECTS OF THE...
ANYONE? ANYONE?

THE GREAT
DEPRESSION.

PASSED
THE...? ANYONE?
ANYONE?

THE
TARIFF BILL. THE
SMOOT-HAWLEY
TARIFF ACT.

WHASS
LEARN
CIAA
GO IS

ANYONE? RAISED OR
LOWERED? RAISED TARIFFS.
IN ORDER TO COLLECT MORE
REVENUE FOR THE FEDERAL
GOVERNMENT.

ANYONE KNOW THE EFFECTS?
IT DID NOT WORK AND THE UNITED
STATES GOVERNMENT SANK
DEEPER INTO THE GREAT
DEPRESSION.

TODAY WE HAVE A SIMILAR
DEBATE OVER THIS: ANYONE?
ANYONE KNOW WHAT
THIS IS?

ANYONE? ANYONE?

ANYONE SEEN THIS
BEFORE? THE LAFFER
ACT. ANYONE
KNOW WHAT THIS
SAYS?

IT SAYS THAT
AT THIS POINT ON
THE REVENUE CURVE
YOU WILL GET EXACTLY
THE SAME AMOUNT
OF REVENUE AS
THIS POINT.

THIS IS VERY
CONTROVERSIAL. DOES
ANYONE KNOW WHAT
VICE PRESIDENT BUSH
CALLED THIS IN
1980?

ANYONE? SOMETHING
D-O-O ECONOMICS.

VOODOO
ECONOMICS.

CHAPTER TWO...

GROWING PAINS

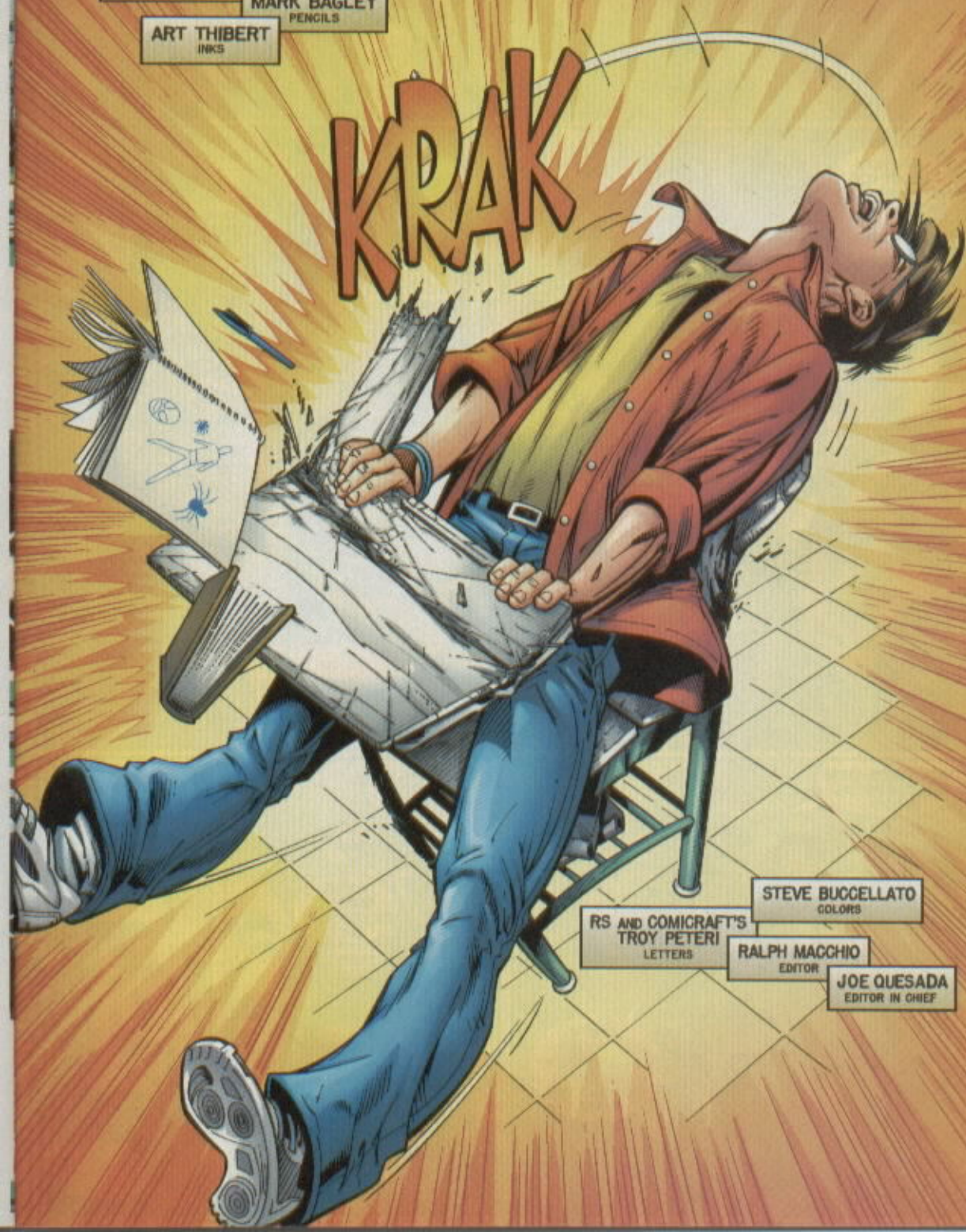
BRIAN MICHAEL BENDIS AND BILL JEMAS
STORY

BRIAN MICHAEL BENDIS
SCRIPT

MARK BAGLEY
PENCILS

ART THIBERT
INKS

KRAK



STEVE BUCELLATO
COLORS

RS AND COMICRAFT'S
TROY PETERI
LETTERS

RALPH MACCHIO
EDITOR

JOE QUESADA
EDITOR IN CHIEF



PARKER...?

OH!
HA HA HAH!
OH MY GOD!
YOU ARE THE
HUGEST
SPAZOID!

"AND
FOR MY NEXT
TRICK -- I SHALL
ACTUALLY TRIP
WHILE SITTING
DOWN."



HEY! HOW
ABOUT YOU
SHUT THAT STUPID
FACE OF YOURS
OR I'LL SHUT IT
FOR YOU!



HA HA HA HA
OH MAN --

DID HE
JUST --?
NO. HA HA
HA HA HA
HAH!



OKAY. THAT'S QUITE
ENOUGH. PETER,
PLEASE.

JUST --
JUST GO COOL
OFF AND SEE IF
YOU CAN'T
FIND ANOTHER
DESK.



HEEHEE, MAN, HE
IS CONSTANTLY
ENTERTAINING.

THAT'S
ABOUT ENOUGH,
THOMPSON.

YO! HE
ALMOST
KICKED YOUR
BUTT.

GUYS!

I KNOW --
I'M -- I'M SO VERY
FRIGHTENED --



THAT'S IT,
THOMPSON:
DETENTION!

WHAT?
WHY? WHAT'D
I DO?

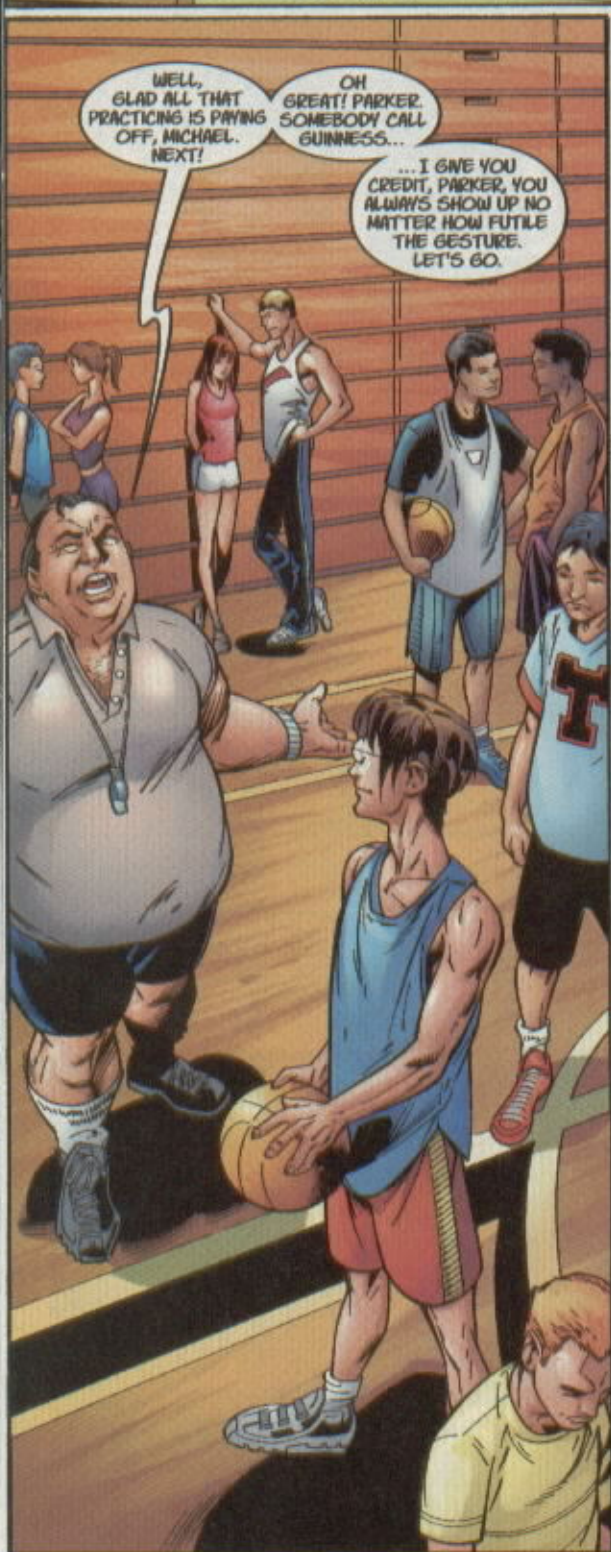
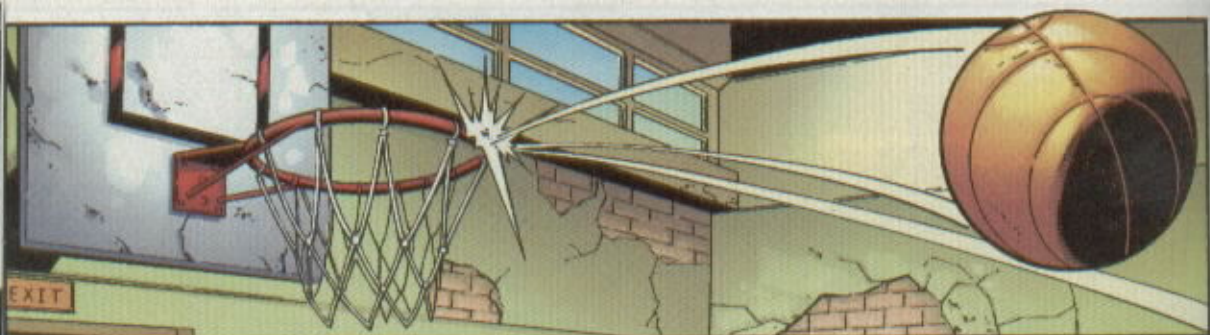
WHAT THE HECK IS WRONG WITH ME NOW? I MEAN, ONE MINUTE I'M CLIMBING WALLS AND THE NEXT MINUTE I'M DOING THE SPAZ DANCE.

BUT... BUT, NOW -- NOW I FEEL GREAT. TOTALLY GREAT. BUT ALL THIS FROM ONE SPIDER BITE? THERE'S GOTTA BE MORE TO IT. THERE'S GOTTA BE.

GOTTA BE SOMEONE I CAN TALK TO WITHOUT BEING LOCKED AWAY IN A FREAK FARM... AUNT MAY'S HEAD WILL JUST SHOOT RIGHT OFF HER BODY.

I SHOULD TALK TO SOMEONE. A DOCTOR, MAYBE. MAYBE I'M DYING. BUT I CAN'T BE, I FEEL GREAT AND I --

NOW WHERE'D THIS COME FROM?



WELL, GLAD ALL THAT PRACTICING IS PAYING OFF, MICHAEL. NEXT!

OH GREAT! PARKER. SOMEBODY CALL GUINNESS...

...I GIVE YOU CREDIT, PARKER, YOU ALWAYS SHOW UP NO MATTER HOW FUTILE THE GESTURE. LET'S GO.



COME ON, SO...

YEAH, I KNOW THERE'S MORE GOIN' ON IN THERE, BRAINY JANE.

I BEEN CHECKING YOU OUT.

PARKER, PLEASE. WHILE I STILL HAVE A WILL TO LIVE --

HAVE YOU? WELL, DO ME A FAVOR AND --





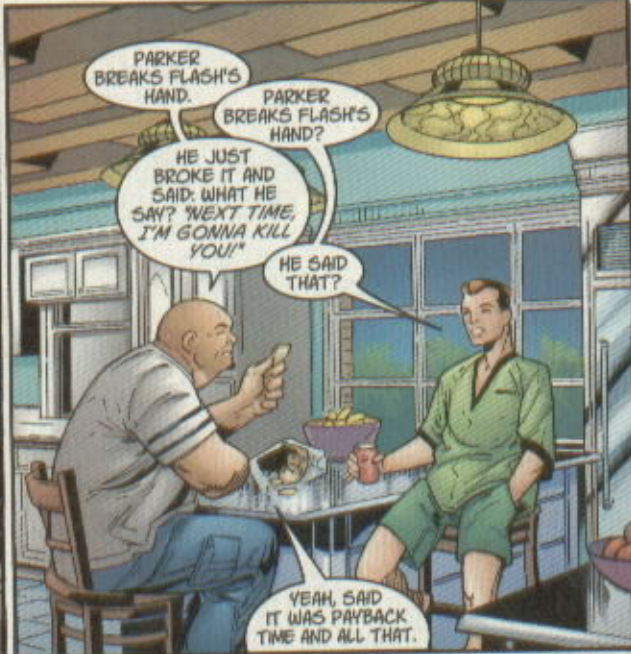






YO! YOU SHOULD'VE SEEN IT. FLASH IS ALL READY TO BREAK OUT THE CAN ON PARKER AND WHAT HAPPENS... PARKER BREAKS HIS HAND.

WATT, WHAT?



PARKER BREAKS FLASH'S HAND.

PARKER BREAKS FLASH'S HAND?

HE JUST BROKE IT AND SAID: WHAT HE SAY? 'NEXT TIME, I'M GONNA KILL YOU!'

HE SAID THAT?

YEAH, SAID IT WAS PAYBACK TIME AND ALL THAT.



WOW. BROKE HIS HAND.



YEAH, IT WAS ALL MANGLED LIKE THIS. DUDE WENT TO THE ER.



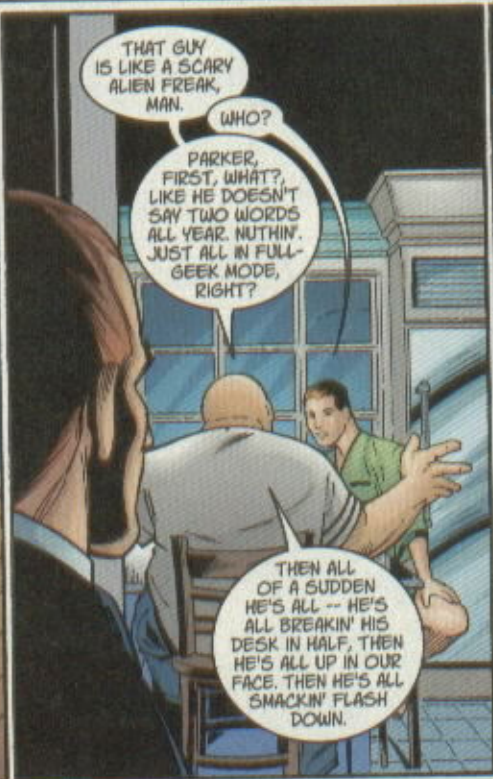
GUESS HE'S OUT OF THE LEAGUE.

NO DOUBT. LESS HE CAN LEARN TO DRIBBLE WITH HIS NOSE.

WOW, PETER BEAT UP, FLASH.

LAD THE SMACK DOWN!

HUH.



THAT GUY IS LIKE A SCARY ALIEN FREAK, MAN.

WHO?

PARKER, FIRST, WHAT?, LIKE HE DOESN'T SAY TWO WORDS ALL YEAR. NUTHIN'. JUST ALL IN FULL-GECK MODE, RIGHT?

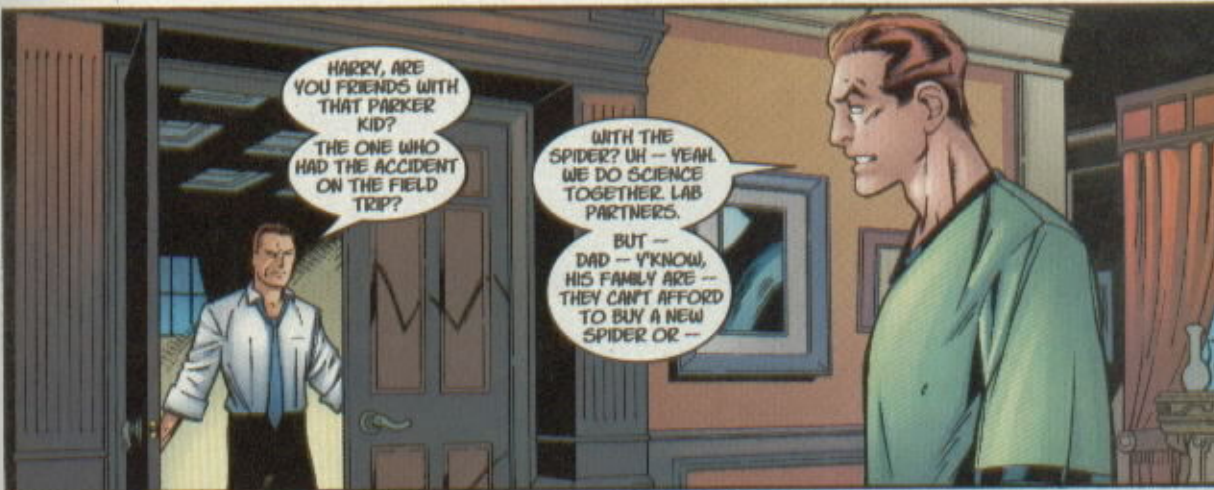
THEN ALL OF A SUDDEN HE'S ALL -- HE'S ALL BREAKIN' HIS DESK IN HALF, THEN HE'S ALL UP IN OUR FACE, THEN HE'S ALL SMACKIN' FLASH DOWN.



YOU GUYS SHOULD LAY OFF HIM ANYHOW. I ALWAYS SAID IT.

YEAH, YOU DID.

HARRY, COME HERE.



HARRY, ARE YOU FRIENDS WITH THAT PARKER KID? THE ONE WHO HAD THE ACCIDENT ON THE FIELD TRIP?

WITH THE SPIDER? UH -- YEAH. WE DO SCIENCE TOGETHER. LAB PARTNERS.

BUT -- DAD -- Y'KNOW, HIS FAMILY ARE -- THEY CAN'T AFFORD TO BUY A NEW SPIDER OR --



NO. I WANT YOU TO BRING THE BOY TO THE LAB AFTER SCHOOL TOMORROW.

I FEEL BAD FOR WHAT HAPPENED AND I THOUGHT I'D MAKE IT UP TO HIM -- GIVE HIM A PERSONAL TOUR. DO YOU THINK HE'D LIKE THAT?



ARE YOU KIDDING ME? UH -- YEAH. HE'D LOVE THAT. HE'D -- YEAH.



GOOD, SEE YOU KIDS AFTER SCHOOL.



OKAY.



WELL, YES, YES. I AM SORRY YOU FEEL THAT WAY ABOUT IT.

WELL, THAT'S TOO BAD. WELL, THE WAY I HEARD IT IS THAT YOUR BOY HAS BEEN PICKING ON PETER FOR SOME TIME AND HE WAS JUST DEFENDING HIM --

NO. I DON'T. NO. I --



GREAT.



WHAT NOW?



TWENTY-FIVE HUNDRED DOLLAR HOSPITAL BILL AND IF WE DON'T --

WHAT?!

AND IF WE DON'T PAY FOR IT THEY'RE GOING TO SUE US.



ARE YOU KIDDING?!



SUE? ON MY GOD! WHAT ARE WE GOING TO DO?

WHAT CAN WE DO? LET A LAWYER BLEED US DRY ON TOP OF PAYING THE BILL OR JUST PAY THE BILL?

BUT --

MAY, HE BROKE THE KID'S HAND. WHAT CAN I DO?





THAT WAS HORRIBLE.

HE'S A KID AND HE HAD A TRAUMATIC DAY -- AND HE CAME HOME TO US LASHING OUT AT HIM WHEN WE'RE REALLY MAD AT THOSE THOMPSONS -- WHO, BY THE WAY, I WOULD LIKE TO LIGHT ON FIRE.

WHAT ARE WE GOING TO DO? DO WE HAVE THE MONEY?



DO WE HAVE IT? MAY, WE DON'T -- NO.

NO, WE DON'T.

PUT IT ON A CARD?



WE HAVE TO. BUT THAT'S IT.

I MEAN, WE ARE -- WE ARE MAXED OUT.

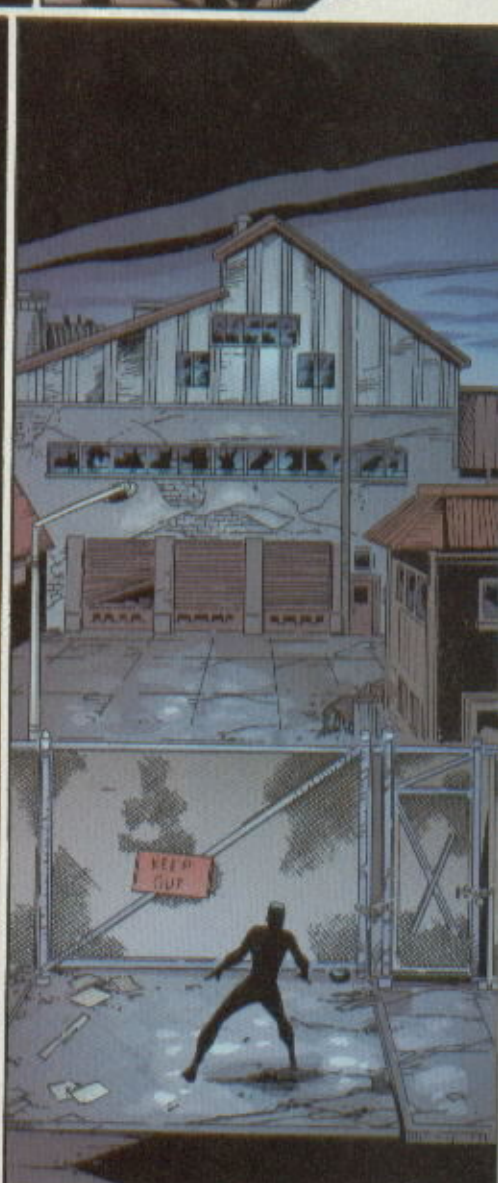
I SHOULD GO UP THERE.

LET THE KID BE.

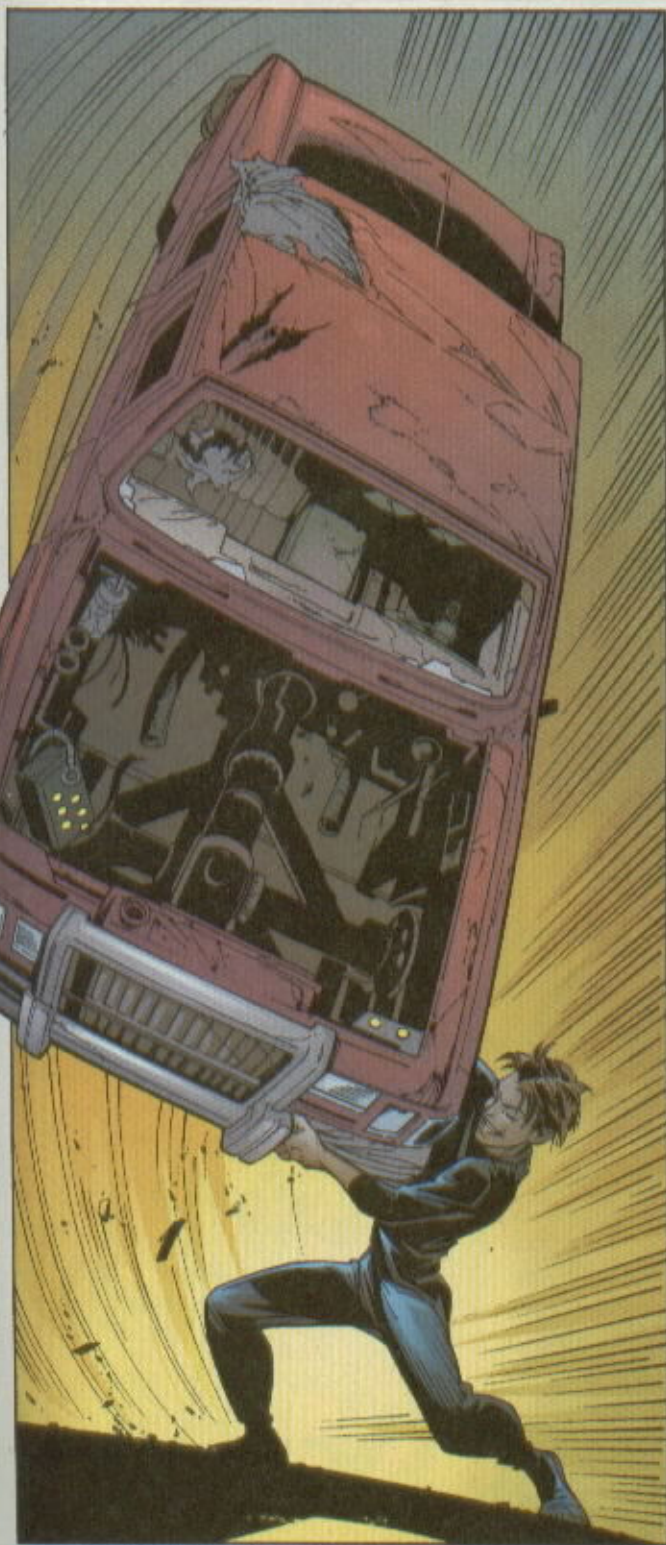
HE DIDN'T MEAN IT. THE BOY ADORES YOU.



OH, HONEY, I KNOW.







I AM...
HERCULES!
I LOVE
THAT FREAKIN'
SPIDER!



WAAAAAGG...



DAMN
IT! WHAT IS
THIS?



UH --
'MORNING.



LISTEN,
I...

YES,
MISTER
MOUTH?

I -- I
Y' KNOW, I
FEEL REALLY
BAD ABOUT
WHAT I
SAID...

WELL, I
SHOULD SAY
SO.

MAY.



AND I KNOW THAT I
WAS WRONG TO --
UH -- SAY IT.
AND I
DON'T THINK
YOU'RE LOSERS,
AND I'M REALLY,
REALLY SORRY
AND I KNOW
BETTER
AND --



IT'S OKAY.
PETER, COME
HERE.

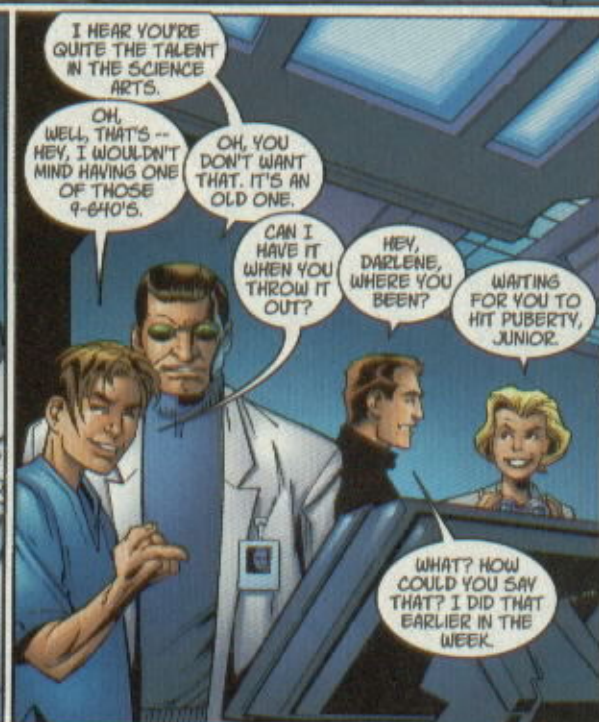


PETER, YOU'RE NOT
WEARING YOUR
GLASSES.

OH
HEY, YEAH.
UH -- I -- I
GUESS I
LEFT THEM
UPSTAIRS.

OSBORN INDUSTRIES

WORKING TOWARD YOUR FUTURE





...I HOPE THAT YOU HAVEN'T HAD ANY ODD SIDE EFFECTS. DIZZINESS? DROWSINESS?

WELL, THERE HAS BEEN A LITTLE -- WHAT ARE ALL THE ANIMALS FOR ANYWAY?



WE CHECK THE BLOOD WORK FOR REACTIONS.

REACTIONS?

JUST SIMPLE BLOOD WORK. HAVE YOU EVER HAD YOUR BLOOD TAKEN, PETER?

OH YEAH. YOU KNOW, PHYSICALS.



WELL, WHY DON'T WE TAKE SOME OF YOURS AND I CAN SHOW YOU WHAT WE DO HERE.

NO, THAT'S OKAY. I'D LIKE TO KEEP MINE ALL IN ITS ORIGINAL CONTAINER.



HEY, WHAT ARE YOU DOING? HEY!



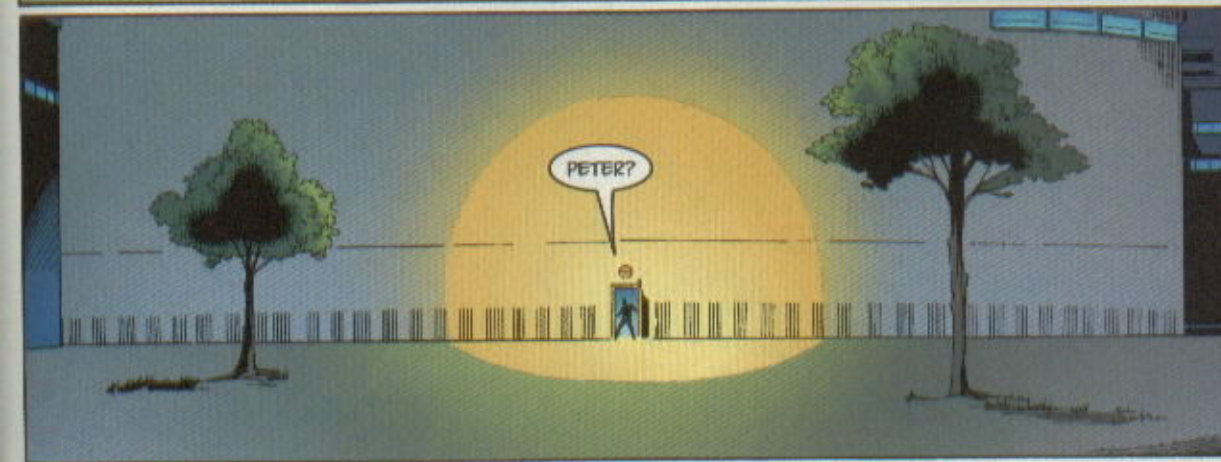
WHAT THE HECK IS WRONG WITH YOU?!

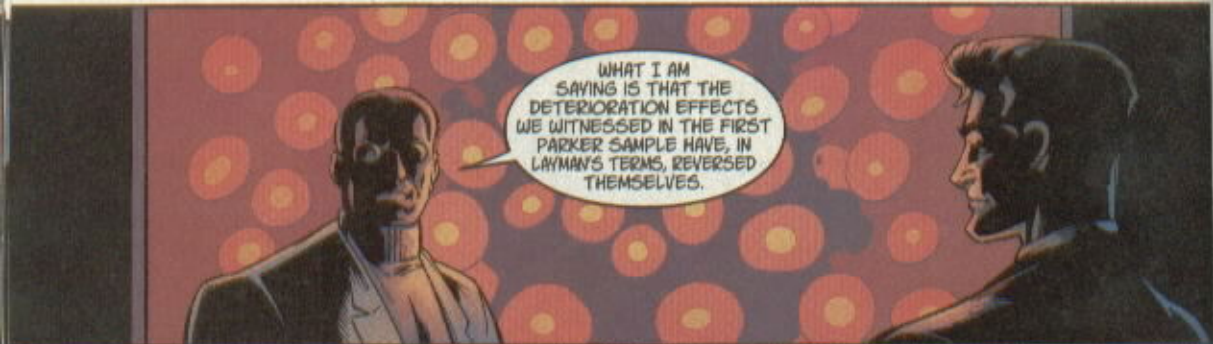
JUST TAKING A SAMPLE.

WHAT HAPPENED?!

WHAT WAS THIS? LIKE AN AMBUSH OR --

WHAT HAPPENED?





WHAT I AM SAYING IS THAT THE DETERIORATION EFFECTS WE WITNESSED IN THE FIRST PARKER SAMPLE HAVE, IN LAYMAN'S TERMS, REVERSED THEMSELVES.



MEANING?

MEANING THE BOY IS A HEALTHY SPECIMEN. IF NOT HEALTHIER. HIS METABOLISM IS SOMEWHAT AKIN TO -- LET'S SAY -- THAT OF A LONG DISTANCE RUNNER OR AN OLYMPIC LEVEL ATHLETE.

BUT WHAT WILL HAPPEN AS HIS CONDITION PROGRESSES?



OH -- AND HIS CONDITION HAS STABILIZED. HIS BLOOD COUNT IS NORMAL.



STABILIZED.



I WOULD REALLY LIKE TO SPEND MORE TIME WITH THE SUBJECT, MR. OSBORN. I HAVE A SERIES OF TESTS THAT --



THANK YOU, DOCTOR. HAVE A GOOD NIGHT.



SHOULD I CALL SHAW BACK IN TO FINISH THE JOB?

NO.

NO?

NO. HIS PARENTS — THE SCHOOL. TOO MANY PEOPLE TO PUT TWO AND TWO TOGETHER. AN AUTOPSY TO DEAL WITH. THERE'S A TRAIL. IT'S NOT A SMART MOVE NOW.



YOU WANT TO BRING HIM IN FOR MORE TESTS?

THAT IS ADMISSION THAT THERE'S SOMETHING TO TEST. NO, WE NEED TO REPEAT THE ACCIDENT.



REPEAT THE-- ON A HUMAN?



MATCH THE SITUATION. SPECIMEN. CONTROL THE ENVIRONMENT.



PULL UP MY FILE, PLEASE.



"RIGHT THERE --
YES.

"RIGHT THERE WE CAN SEE
WHERE THE ARACHNID OZ
EXPERIMENT NUMBER 'OO'
BIT THAT PARKER BOY.



"INITIALLY, THE BIOLOGICAL
EFFECTS TO THE PARKER
BOY WERE NEGATIVE.
VERY NEGATIVE.

"AND HIS CHANCE
FOR SURVIVAL WAS
VERY SLIM. FATAL.

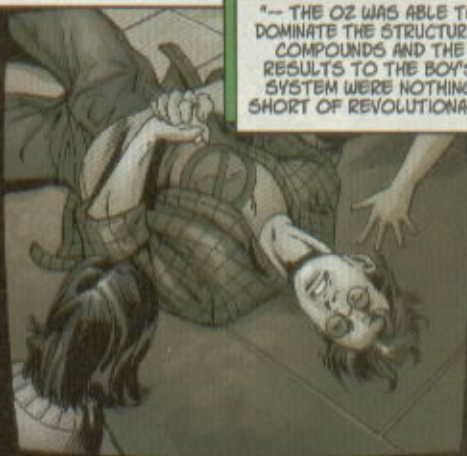


"BUT WE NOW BELIEVE THAT IT
WAS THE MIXTURE OF SPIDER
VENOM WITH THE OZ THAT
CREATED THE ADVERSE EFFECTS
TO THE BOY'S SYSTEM.



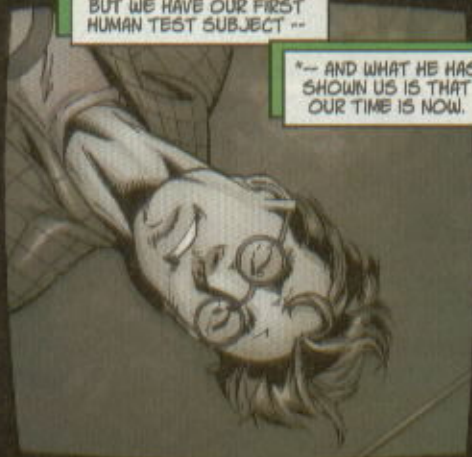
"BUT EVEN WITH THE UNTESTED MIXTURE
OF TOXINS AND GENEALOGY --

"-- THE OZ WAS ABLE TO
DOMINATE THE STRUCTURAL
COMPOUNDS AND THE
RESULTS TO THE BOY'S
SYSTEM WERE NOTHING
SHORT OF REVOLUTIONARY.



"IT WAS AN ACCIDENT, YES,
BUT WE HAVE OUR FIRST
HUMAN TEST SUBJECT --

"-- AND WHAT HE HAS
SHOWN US IS THAT
OUR TIME IS NOW.



"TURN IT OFF,
PLEASE."





WE MAY VERY WELL HOLD IN OUR HANDS THE KEY THAT UNLOCKS THE NEXT STEP OF HUMAN EVOLUTION.

AND BY WE, OF COURSE, I MEAN ME.

I WOULD LIKE TO RECREATE THE PARKER OZ ACCIDENT UNDER MORE SCIENTIFIC ENVIRONMENTS.

PLEASE -- CONSIDER THIS?

IF THE SPIDER VENOM GAVE PARKER THE ENHANCED STRENGTHS OF A SPIDER --

-- THEN TREATING THE OZ WITH MY OWN DNA AND INJECTING IT MAINLINE -- WILL WHAT?

IT WILL GIVE ME THE ENHANCED STRENGTHS...

...OF ME.



YOU, SIR?

YOU WANT TO INJECT YOURSELF WITH THE OZ COMPOUND?



GLAD WE UNDERSTAND EACH OTHER.

LET'S CRUNCH SOME NUMBERS AND GET THIS NEXT PHASE ROLLING ALONG.

