

MARVEL[®]
ULTIMATE
SPIDER-MAN™

ISSUE

1

POWERLESS



DIRECT EDITION
00111
7 59606 03031 4
\$2.99 US \$4.50 CAN



OZ 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 SPINSTRESS
THAN SHE WAS.

SPINSTRESS?

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.

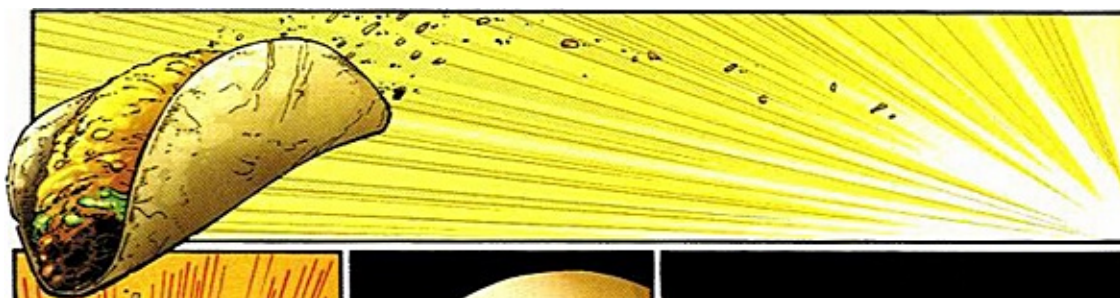
MR.
OSBORN?

























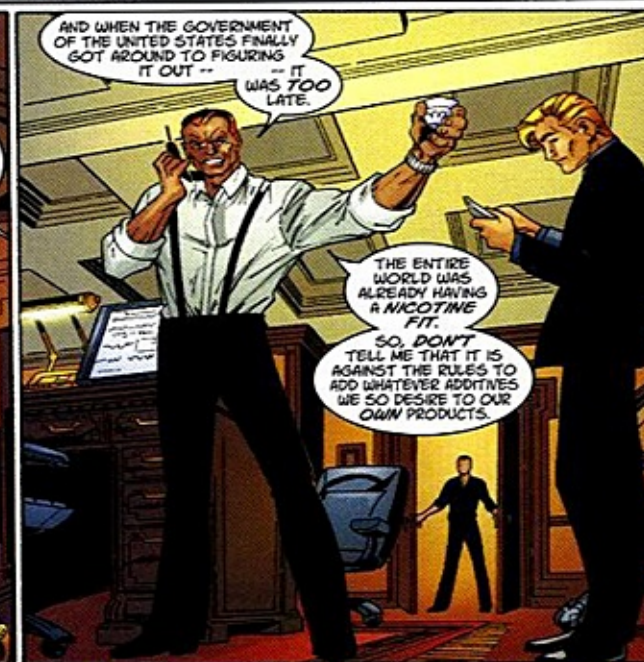


LET
ME TELL YOU
SOMETHING
ABOUT THE AMERICAN
CONSUMER MARKET,
JOE.



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.

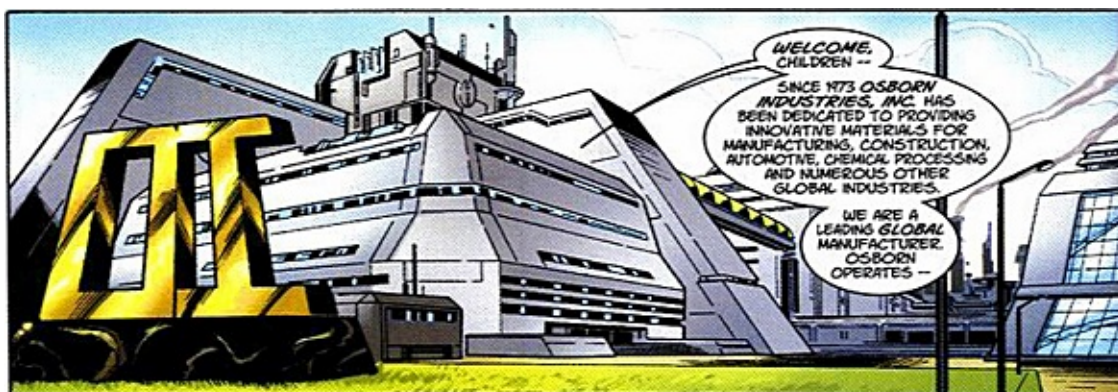


SIR?

HE PUT
ME ON *HOLD*.
AMAZING.

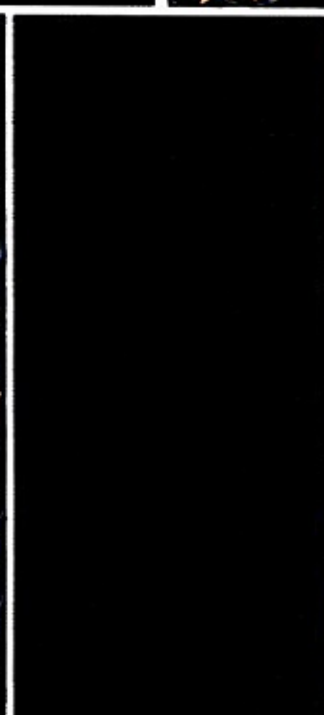
SIR --?







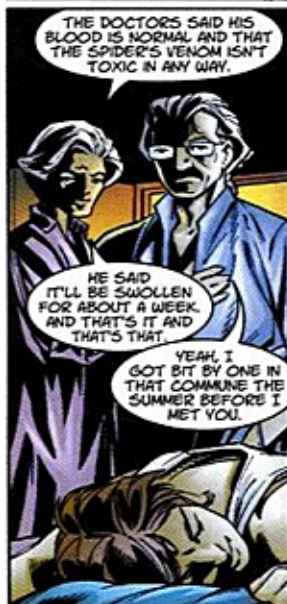




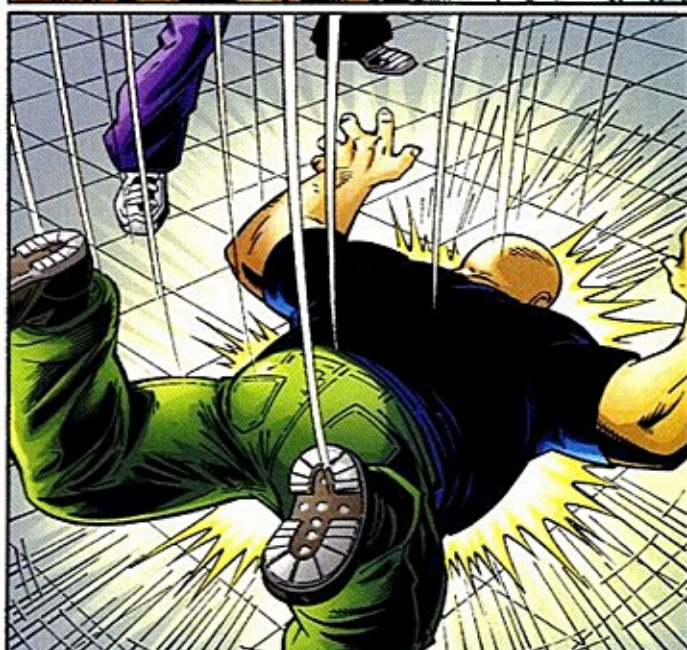








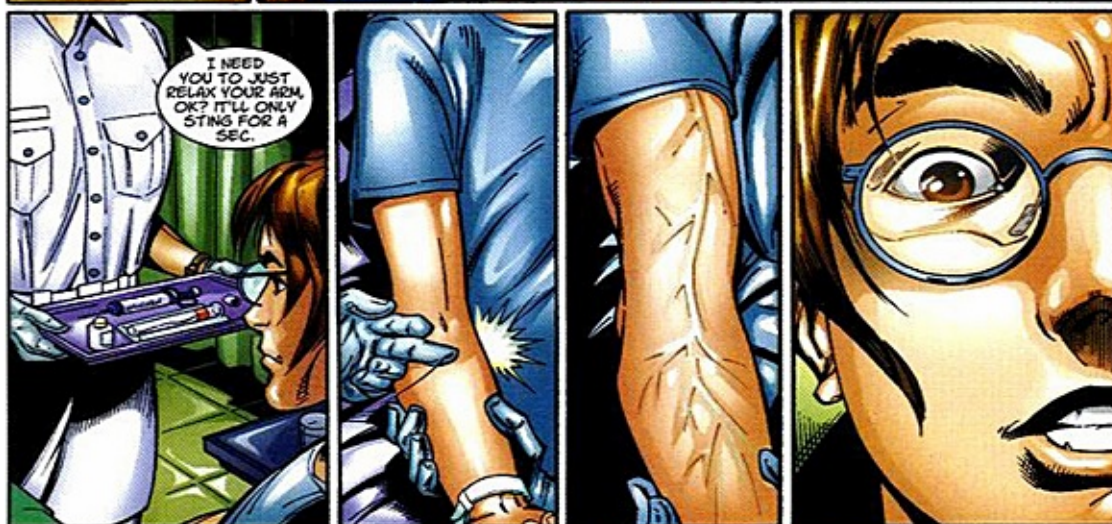








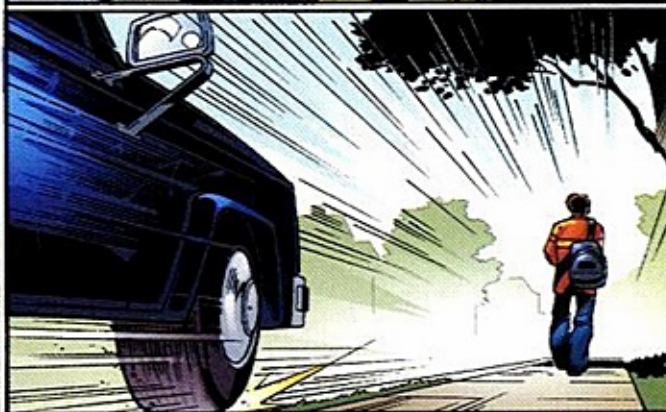








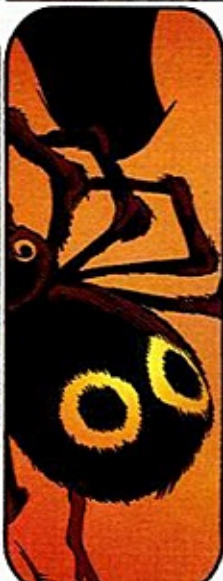
















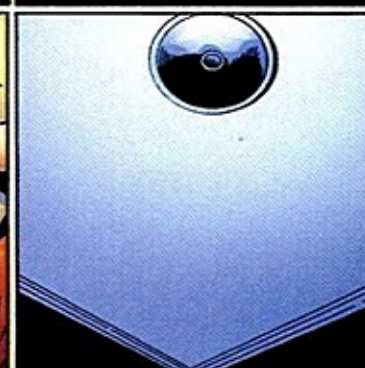
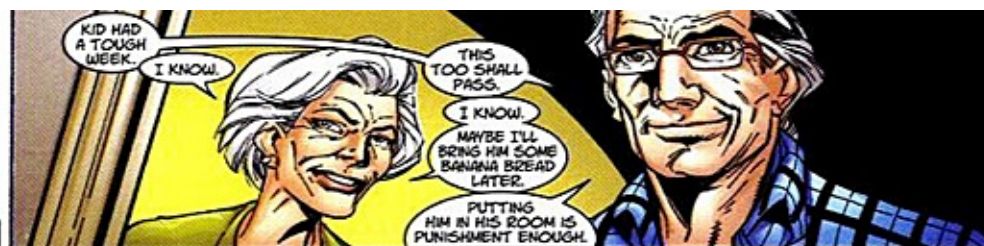






Table of Contents

Page 1
Page 2
Page 3
Page 4
Page 5
Page 6
Page 7
Page 8
Page 9
Page 10
Page 11
Page 12
Page 13
Page 14
Page 15
Page 16
Page 17
Page 18
Page 19
Page 20
Page 21
Page 22
Page 23
Page 24
Page 25
Page 26
Page 27
Page 28
Page 29
Page 30
Page 31
Page 32
Page 33
Page 34
Page 35

[Page 36](#)

[Page 37](#)

[Page 38](#)

[Page 39](#)

[Page 40](#)

[Page 41](#)

[Page 42](#)

[Page 43](#)