

MAR-VELL! An alien warrior of the ancient Kree race, linked by destiny for some strange, inexplicable reason with Rick Jones, a youth in whose mind rests the power to save the universe... or destroy it.

Stan Lee  
PRESENTS:

**THE SENSATIONAL CAPTAIN MARVEL!**

# TO BEGIN ANEW!

FANTASTIC 50<sup>TH</sup> ISSUE!  
GUEST-STARRING (AS  
IF YOU HADN'T ALREADY  
FIGURED IT OUT) --  
THE AVENGERS!

THE SUPER-ADAPTOID HAS  
RETURNED -- STRONGER,  
SWIFTER, MORE POWERFUL  
THAN EVER --!

--AS THIS SPECIAL  
SYMBOLIC SPLASH PAGE  
AMPLIFY ILLUSTRATES--!  
AND IT'S BUT A MERE  
SAMPLE OF THE ACTION  
THAT AWAITS WITHIN!

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AMERICA'S MOOD HAS CHANGED, AND WITH IT THE SPIRIT OF STARK INDUSTRIES. WHERE ONCE WERE BUILT SOPHISTICATED WEAPONS OF WAR, THERE ARE NOW MANUFACTURED DEVICES OF PEACEFUL PURPOSE.

WITNESS: A LIFE SUPPORT MODULE DESIGNED TO CARRY TWO MEN AND WITHSTAND THE PLANETARY CONDITIONS OF A HOSTILE JUPITER -- BEING TESTED BEFORE ITS LAUNCHING INTO SPACE.

AND THOUGH MANY THINGS HAVE CHANGED AT STARK INDUSTRIES, ONE THING REMAINS CONSTANT -- A CERTAIN ARMORED AVENGER!

SO FAR EVERYTHING'S A-OK-- BUT I'M STILL GLAD THAT AS TONY STARK I INSISTED THAT IRON MAN TEST THIS RIG!

THIS LSM IS BEING SUBJECTED TO A MORE INTENSIVE BEATING THAN ANY OF MY MILITARY DEVICES EVER WERE -- AND IT'S NOT BEING FAZED ONE BIT!

TONY-- ALL MODESTY ASIDE-- YOU'RE A GENIUS!

MEANWHILE, AT THE EDGE OF THE TESTING GROUNDS...

LOOK AT THAT THING GO! IRON MAN DRIVES THAT THING AS IF HE DESIGNED IT INSTEAD OF STARK!

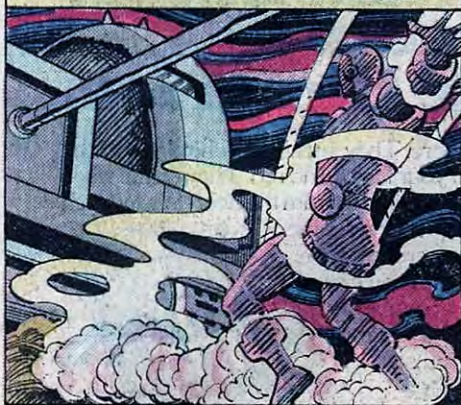
HEY-- WHO'S THAT OUT ON THE DANGER TRACK?

I DON'T KNOW-- BUT IT CAN'T BE A "WHO!"--

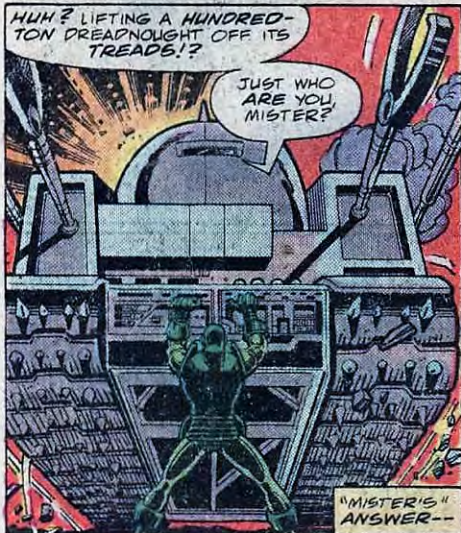
-- CAUSE WHATEVER'S SURVIVING IN THAT MADNESS JUST AIN'T HUMAN!



THE ALIEN INTRUDER LANDS SILENTLY AMIDST THE CARNAGE--DIRECTLY IN THE PATH OF THE INEXORABLY ADVANCING JUPITER PROBE!!



HUH? LIFTING A HUNDRED-TON DREAUGHT OFF ITS TREADS!?



--IS ACTION!

I WAS BEGINNING TO THINK YOU WERE ONE OF MY SUPER-HERO FRIENDS, CALLED IN BY THE TECHNOS TO SURPRISE ME WHILE I WAS TESTING THIS CRATE--







FRIENDSHIP IS MEANINGLESS TO ME, IRON MAN. IT IS YOUR DEATH WHICH I DESIRE!

YOU WON'T GET IT BY HIDING INSIDE A STOLEN SUIT OF MY ARMOR.



FOOL-- I AM NO MERE MAN! I AM THE SUPER-ADAPTOID!



"YOU THOUGHT YOU DESTROYED ME BY DISSOLVING ME IN ACID\* HOPING TO DISCOVER THE SECRET OF MY AIM-SPAWNED POWERS, YOU KEPT MY REMAINS IN AN AIRTIGHT CYLINDER --

"--WHICH WAS CRACKED BY A RECENT EXPLOSION\*\*--

"--AND I COULD FREE!

\*IRON MAN #51--ARCH.

\*\*IRON MAN #91--ARCH.



"I ASSUMED THE IDENTITY OF A WANDERING STARK EMPLOYEE--FOR EVEN LIQUIFIED, MY SUBSTANCE RETAINS ITS ADAPTING POWERS.



"IT WAS CHILD'S PLAY TO PASS YOU IN A CORRIDOR, REABSORBING YOUR MECHANIZED MIGHT AS YOU COMPLETED YOUR DAILY DETAILS-- LINAWARE!"



AND NOW I'M BACK! FIRST I'LL KILL YOU--!

--AND THEN I'LL CRUSH THE AVENGERS!





BUSTER, THE ONLY AVENGER YOU'RE GONNA GET WITHIN MILES OF IS ME--

--CAUSE I'M NOT EVEN LETTING YOU GET OFF THIS DANGER TRACK!



THERE IS NOTHING YOU CAN DO TO PREVENT ME FROM LEAVING, IRON MAN--

--FOR NOW THAT I REALIZE THAT OUR STRENGTHS ARE TOO CLOSELY MATCHED FOR ME TO QUICKLY TRIUMPH, I MUST RESORT TO OTHER METHODS!



NO! PUT THAT TANK DOWN!



I WILL, IRON MAN--

--BUT WHERE I CHOOSE!

THE SUPER-ADAPTOID IS SURE I WON'T TRY TO CAPTURE HIM AT THE COST OF THE LIVES OF STARK EMPLOYEES--

--AND HE'S RIGHT!



LOOK OUT!

IF IRON MAN CAN'T CATCH THAT CRATE--!





-- WE CUT TO THE TEXAS FARMHOUSE OF ETHAN AND ELIZABETH WILFORD!



I AM AFRAID, CAPTAIN MAR-VELL, THAT WE STILL HAVE A PROBLEM ON OUR HANDS!

YES, MAC-RONN. RONN'S MIND IS AS BLANK AS AN UNBORN BABY'S.

WITH YOUR SPACE-CRAFT DESTROYED BY RONN'S RAMPAGE PRIOR TO HIS SUCCEMBING TO THE VIRUS OF THE SPIRIT\* THERE IS NO WAY TO RETURN HIM TO THE KREE HOME-WORLD FOR CARETAKING!

\* BOTH EVENTS OCCURRED LAST ISH-- ARCH.



AHEM! THAT IS CORRECT, MAR-VELL, BUT THIS WHOLE AFFAIR IS MY RESPONSIBILITY, AND IT IS UP TO ME TO ATTEND TO--

NOW DON'T BE SILLY, BOYS!



IF IT'S A ROOF  
OVER YOUR HEAD  
YOU'RE WORRYING  
ABOUT, JUST LET  
LIZZIE WILFORD  
LOOK AFTER  
YOU--

--'CAUSE  
THERE'RE  
PLENTY  
OF CHORES  
AROUND THE  
FARM FOR TWO  
STRONG'UNS  
LIKE YOU! AND  
YOU'LL NEVER GO  
HUNGRY!

STAY AS  
LONG AS  
YOU LIKE!

I'M SURE THEY'LL TAKE  
YOU UP ON YOUR FINE  
OFFER, MRS. WILFORD--

--BUT  
I  
MUST  
HURRY  
BACK  
TO  
NEW  
YORK.

HAVE A  
NICE TRIP,  
CAPTAIN--

--AND GIVE  
RICK JONES  
A HUG FOR  
LIZ--  
Y'HEAH?

MEANWHILE, IN A SPACECRAFT  
APPROACHING EARTH, AN ALIEN WOMAN  
VIEWS THIS SCENE WITH FASCINATION...  
AND ANTICIPATION.

MY JOURNEY  
HAS PASSED  
QUICKLY,  
CAPTAIN  
MAR-VELL--

IT WON'T BE MUCH  
LONGER UNTIL I  
AM ON EARTH--

--READY TO  
FULFILL MY  
MISSION!

CAPTAIN  
MAR-VELL--

--FOR THE  
TRILLIONS  
OF MILES  
HAVE BEEN  
FILLED  
WITH  
THOUGHTS  
OF YOU!

--BEWARE!



BUT CAPTAIN MARVEL DOES NOTHING OF THE KIND AS HE ARRIVES AT THE NEW YORK OFFICE OF RICK JONES' AGENT, MORDECAI P. BOGGS!



HMMM!  
IF I DIDN'T KNOW THAT THE VIRUS WAS RESTRICTED TO THE KREE RACE--

I'D SWEAR THAT MORDECAI HAS BEEN AFFLICTED!

AFTER RICK'S MANY DISAPPEARANCES, I'D NEVER HAVE THOUGHT MORDECAI WOULD HAVE TRUSTED HIM ENOUGH TO SCHEDULE A CONCERT FOR TONIGHT!



BUT WITH THE HELP OF SOME COSMIC CONTINENT-HOPPING--



--THE LADY'S MADE IT!

SOLD OUT?! ALL RIGHT!! IF THIS IS HOW THE BIG M HAS BEEN ABLE TO RR. ME ON HIS LONE-SOME, WHEN WE START WORKING IN TANDEM I OUGHTTA SHOOT RIGHT TO THE TOP!



HI, MORDECAI!  
HOW'S TR!--  
DANDY!!



WELL, WELL!  
WHERE YA BEEN, LITTLE BOY BLUE?

NOW, DON'T SNIPE AT THE BOY!!

SURE, BOSS MAN--

WE KNEW YOUNG RICK WOULD BE BACK IN TIME, DIDN'T WE, DANDY? DANDY, DIDN'T WE?

AHEM!



--AS LONG AS THAT MEANS JONES AND ME DON'T HAVE TO PLAY LIKE CHANG AND ENG! I MEAN RACHEL DANDRIDGE HAS GOT HER OWN GIG, Y'KNOW?



ALL I KNOW, MS. DANDRIDGE--

"--IS THAT YOU'VE BOTH PROVEN SO POPULAR SEPARATELY THAT THE TEAM OF RICK 'N' DANDY CAN BE BURIED FOREVER! MEANWHILE--



"--THE SHOW MUST GO ON!!"

THE CONCERT'S PACKED HOUSE WONDERS--



--UNSURE HOW TO REACT  
TO RICK'S NEWEST SONGS--

--FOR IT  
SEEMS THAT  
SOMETHING  
ABOUT HIM  
HAS...  
CHANGED.

CHAMPAGNE PEOPLE DRINK THEIR WINE  
NEVER KNOWING WHAT'S DIVINE  
THEY BELIEVE IN LET IT BE  
NEVER CHASING  
ECSTASY

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HE SEEMS TO BE  
SINGING:



"I'M NOT COUNTRY --  
I'M NOT ROCK AND ROLL  
--AND I'M NOT GLITTER  
EITHER!"

"I'M RICK  
JONES! I'M NOT  
ALICE COOPER!  
NOT JOHN  
DENVER!"



"I'M RICK JONES--  
MYSELF! TAKE  
ME OR LEAVE  
ME!"



AND UNDENIABLY--  
UNANIMOUSLY--THE  
AUDIENCE TAKES HIM!



BACKSTAGE...

WHEW! WHAT A  
WORKOUT,  
GERTIE! I DON'T  
KNOW WHEN  
I'VE BEEN  
SO--

OH,  
RICKY,  
THERE'S  
A  
STRANGE  
MAN AT  
THE  
DOOR!



WHO--? JARVIS! WHAT  
BRINGS YOU HERE? AND  
HOW'D YOU GET BACK-  
STAGE?

I'VE NEVER HEARD  
YOU PLAY,  
MASTER RICK--

--AND AFTER  
I READ IN THE  
TIMES THAT YOU'D  
BE PERFORMING  
ON MY NIGHT  
OFF--

--I  
THOUGHT  
THAT  
IT  
WAS  
AN  
OMEN  
NOT TO  
BE  
IGNORED!



AS FOR MY GAINING  
ENTRANCE TO YOUR  
DRESSING ROOM--  
AN AVENGERS' ID  
HAS MANY USES!

I HAVE AN IDEA,  
MASTER RICK--WHY  
NOT COME BACK  
TO AVENGERS  
MANSION? WE'LL  
HAVE A CUP OF  
HOT COCOA  
AND DISCUSS  
OLD TIMES!

I'D  
LIKE  
NOTHING  
BETTER,  
JARVIS!

BUT--  
BUT--!  
HMMMPH!





AT THAT VERY MOMENT, AT AVENGERS MANSION, PEACE REIGNS... BUT NOT FOR LONG!

WANDA, DO YOU KNOW YOUR GAME HAS IMPROVED IMMENSELY SINCE YOUR RECENT MASTERY OF YOUR MUTANT POWERS?

NO, DARLING...

... BUT IF YOU HUM A FEW BARS--

HOW'S THIS ONE, SWEET HEART--? CAUGHT IT WITH MINE EYES CLOSED!

JUST AS LONG AS YOU CAUGHT IT, BEAST!

BUT I PROMISE WE'LL NEVER MAKE YOU BATTLE KANG WEARING A BLINDFOLD!

SUDDENLY, THE TRANQUILITY IS BROKEN...

WANDA!

**BOOM!**

I'M ALL RIGHT, VISION-- BUT WHO IS DOING THIS?!

I AM!!

YOU ARE... NOT IRON MAN! THAT GREENISH HUE--!

AND I DOUBT THAT THE REAL IRON MAN WOULD DEMOLISH A WALL BELONGING TO TONY STARK, HIS EMPLOYER!



YOUR CHARADE IS FUTILE!

THIS IS NO CHARADE!

I AM NOT THE IMPOSTER YOU BELIEVE ME TO BE! I AM POWER ITSELF!

HIS COSTUME --ALTERING-- EVEN AS HE GAINS YOUR POWERS!

I RECOGNIZE HIM NOW!

WHO--?

**BLAT-TOOK!**

HE FOUGHT US BEFORE YOUR DAYS AS AN AVENGER!

HE IS THE SUPER-ADAPTOID --AND I MUST STOP HIM BEFORE HE COPIES MY POWER, TOO!

TOO LATE, WITCH! FOR EVEN AS I UTILIZE YOUR HUSBAND'S DENSITY-SHIFTING ABILITY TO SAVE MYSELF FROM YOUR MEAGER ONSLAUGHT--

I CAN FEEL MY FORM SLOWLY GAINING YOUR MUTANT POWERS--

--WHICH SHALL SOON BE USED TO DESTROY YOU!

BACK IN THE GYMNASIUM...

YOU HEARD THAT BLAST! MOVE IT! WANDA AND THE VISION MAY BE IN TROUBLE!

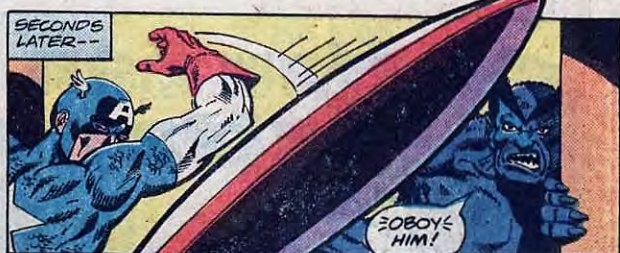
WHATEVER IT IS, FLAG FACE--





--IF THOSE TWO CAN'T HANDLE IT--I'M NOT SO SURE I EVEN WANNA SEE IT!

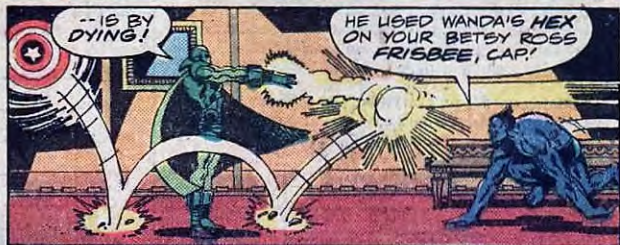
SECONDS LATER--



BOBOYS HIM!



MORE AVENGERS! BAH! THE ONLY WAY YOU'LL AFFECT THE OUTCOME OF THIS BATTLE--



--IS BY DYING!

HE USED WANDA'S HEX ON YOUR BETSY ROSS FRISBEE, CAP!



I RECOGNIZE THIS GREEN GHOUL FROM THE AVENGERS INFO FILES!

HELLO, SQUID! YOU CAN CALL ME HANK! MIND IF I DROP IN?

CHURLISH INSECT!

THOUGHT YOU MIGHT!



OUCH!! HEY, WATCH IT!

THIS AIN'T NO COSTUME! THAT'S MY SKIN YOU'RE FILLIN' YOUR FIST WITH!

I CARE NOT--



--FOR YOUR ONLY USE TO ME... IS AS A WEAPON!



MEANWHILE, AT THE FRONT ENTRANCE...



IT'S BEEN SO LONG SINCE-- EH?

MASTER RICK! THE DOOR IS ON EMERGENCY LOCK! WHICH MEANS--



YEAH! I KNOW! THERE'S A BIG BROUHAHA IN THERE AND NOBODY CAN GET IN OR OUT! STAND ASIDE, JARVIS! I'LL GET US IN, OR MY NAME ISN'T--



BUT--

W  
C  
P!

OW! OW! OW!



OH, WELL, GUESS I MIGHT AS WELL ADMIT--

--THIS IS ONE CASE WHERE I DEFINITELY HAVE A NEED FOR--

--CAPTAIN MARVEL!

K T A N G !



THAT DOOR--! MISTER STARK SAID THAT WHEN IT WAS ACTIVATED EVEN A SHERMAN TANK--

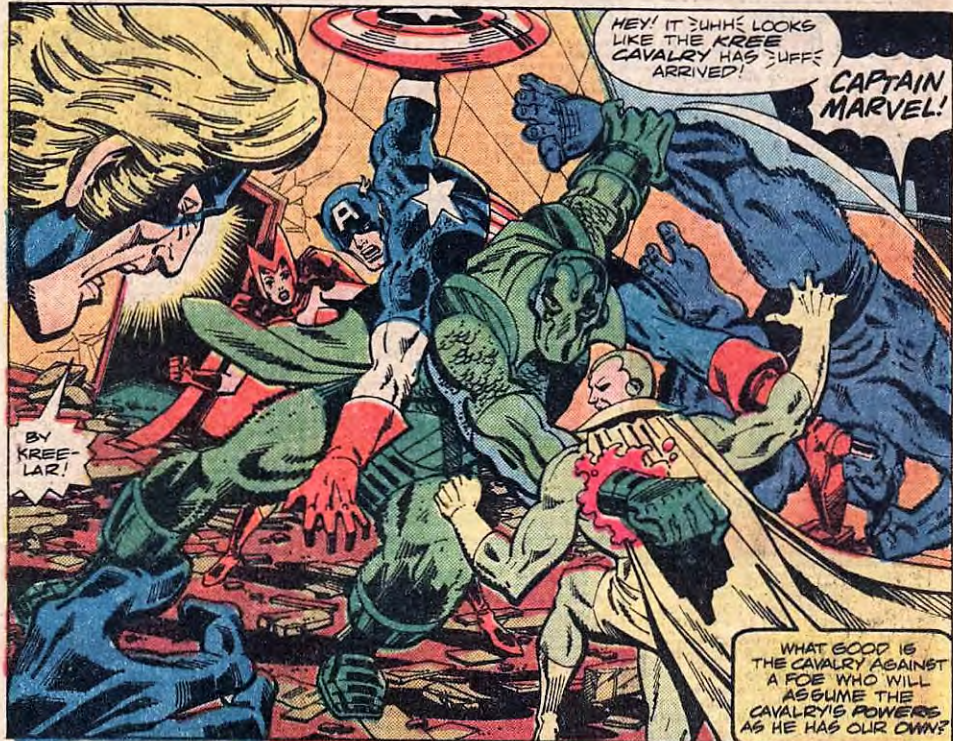
--COULDN'T--



I CAN HEAR THE SOUNDS OF BATTLE--JUST UP AHEAD!

BUT WHO--OR WHAT-- COULD GIVE THE AVENGERS A FIGHT ON THEIR HOME GROUNDS?





BY KREE-LAR!

HEY! IT SUHHE LOOKS LIKE THE KREE CAVALRY HAS SUFFERED ARRIVED!

CAPTAIN MARVEL!

WHAT GOOD IS THE CAVALRY AGAINST A FOE WHO WILL ASSUME THE CAVALRY'S POWERS AS HE HAS OUR OWN?



I... SEE! THIS CREATURE'S BODY ABSORBS THE ABILITIES OF THOSE IT BATTLES! BUT IT HAS NOT YET ABSORBED MINE!

--AND A WELL-PLACED PHOTON-BLAST MAY STOP IT BEFORE IT CAN!



MARY HURT HIM!

QUICKLY, MAR-VELL! PRESS YOUR ADVANTAGE!



I HEAR YOU, VIS-- WHA--?

CAN'T SEE!



HE--BLINDED ME WITH IRON MAN'S CHEST BEAM!

BUT THIS CAPTAIN'S STILL IN THE FIGHT!

GET OUT OF RANGE MARY-- BEFORE HE NAILS YOU AGAIN!



MARVEL! YOU CAN'T FIGHT HIM BLIND! RUN! BEFORE HE ADDS YOUR COSMIC ABILITIES TO HIS OWN!

BEFORE HE'S --UNDEFEATABLE!



NO! I MUST REMAIN!



I AM NOT TOTALLY DEPENDENT ON MY EYES TO GUIDE ME--

--FOR ALL MY SENSES ARE HEIGHTENED, I AM ONE WITH THE UNIVERSE--! AND NOW I REALIZE THAT MY COSMIC AWARENESS IS THE KEY TO DEFEATING THE ADAPTOID!

UHH! IT'S NO GOOD! WE'RE TIRING, BUT IT NEVER DOES!

AH! I HAVE YOU!



I AM TIRED OF THIS GAME! IT IS TIME TO DESTROY YOU!



GOT TO STAY CLOSE TO HIM... LET HIM TOUCH ME!

WHAT ARE YOU DOING? I TOLD YOU TO GET OUT OF HERE!

NO, I-- UGH!



NO ONE WILL ESCAPE! ALL WILL DIE!



VIZH! CATCH ME!

BUT THE ADAPTOID'S HEX BOLT IS AFFECTING MY CIRCUITRY--

--CAN'T SHIFT DENSITY ENOUGH TO--



THEY WILL BE NO MORE ANNOYANCE FOR THE MOMENT--





--AND YOU WITCH, WILL BE FIRST TO DIE!

GNNHH!

MAR-VELL... YOU FOOL! LOOK... WHAT YOU'VE DONE! HE'S GAINING MEGA-BANDS LIKE YOURS!



GOOD!

AT LAST--



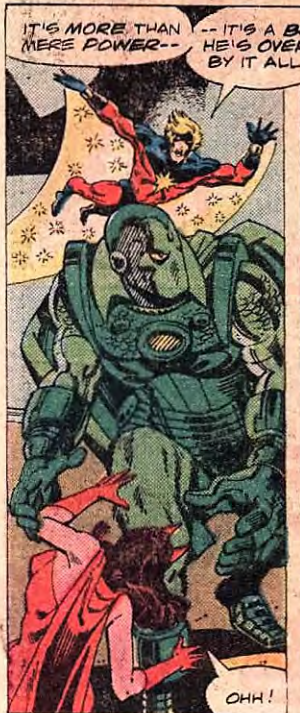
"--HE'LL KNOW THE STAGGERING INITIAL SURGE OF KNOWLEDGE--"



"--THE STUNNING, OMNISCIENT SPLENDOR OF--"



"--COSMIC AWARENESS!"



IT'S MORE THAN MERE POWER--

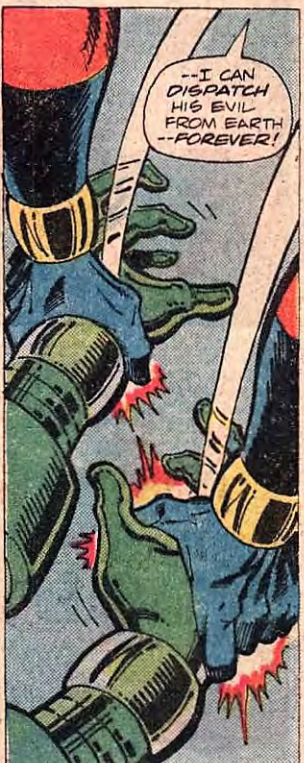
-- IT'S A BIRTHRIGHT! HE'S OVERWHELMED BY IT ALL!

OHH!



HE'S IGNORING THE SCARLET WITCH-- LOST IN THE WONDER OF THE UNIVERSE!

AND BEFORE HE CAN RECOVER--

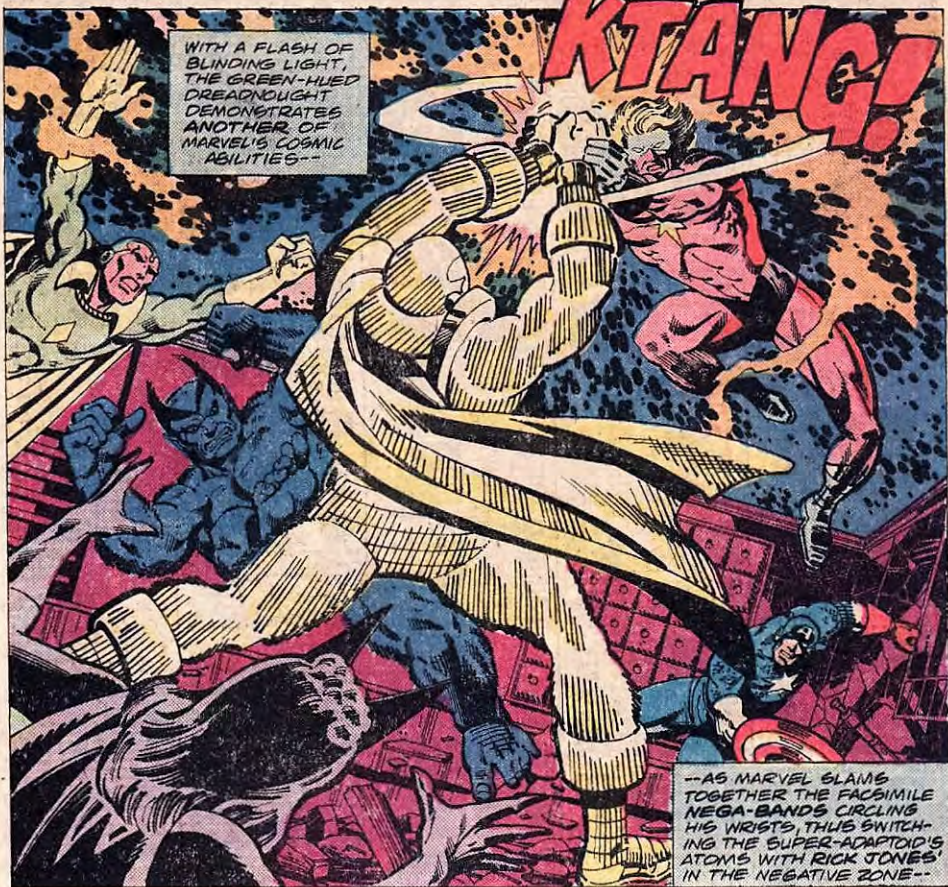


--I CAN DISPATCH HIS EVIL FROM EARTH --FOREVER!



WITH A FLASH OF BLINDING LIGHT, THE GREEN-HUED DREADNIGHT DEMONSTRATES ANOTHER OF MARVEL'S COSMIC ABILITIES---

# KTANG!



--AS MARVEL SLAMS TOGETHER THE FACSIMILE NEGA-BANDS CIRCLING HIS WRISTS, THIS SWITCHING THE SUPER-ADAPTOID'S ATOMS WITH RICK JONES' IN THE NEGATIVE ZONE--

--AND RETURNING RICK ONCE MORE TO EARTH...

WOW! WE'RE LIS AGAIN! WE'RE BOTH HERE!

YES, RICK! BOTH FREE OF THE NEGATIVE ZONE-- FOREVER, I HOPE!



MEANWHILE, IN A SPACECRAFT NOW ORBITING EARTH...

THIS WILL MAKE THINGS MUCH EASIER--

--AND DOCTOR MINERVA ALWAYS HAS HER WAY--



**TMZ** MUST RICK JONES DIE THAT A UNIVERSE MAY LIVE? WITNESS THE RETURN OF--

# MERCURIO THE 4-D MAN!