

EXHIBIT 33



CONFIDENTIAL

MARVEL0017682

PART
ONE

IF ONE IS
GOOD,
FOUR WILL BE
BETTER

MARVEL Comics wasn't always Marvel Comics. When I started working there, in 1939, it was called Timely Comics. I never found out why. And they kept me so busy that I never had time to ask. To be truthful, I never even thought about it. It was also called Timely Comics before I started working there—and after. But let's not get bogged down in the very first paragraph. We have to start somewhere.

I was seventeen when I joined the staff at Timely. In those days, seventeen was a lot younger than it is now. Today, a lot of executives at various publishing houses, movie companies, and TV networks don't seem much older than seventeen. But in '39 it was different.

Anyway, I'm not about to tell you too much about those early days. This book would have to be twice the size. Besides, if this one sells well I've got to save something for Volume Two. Suffice it to say that I started at Timely as staff writer, proofreader, and general all-around gofer. A few months later my two bosses, Joe Simon and Jack Kirby (about whom there'll be more later), parted company with Timely, and my publisher, Martin Goodman (that's right, more about him later, too), asked me to fill in as editor and art director until he could find someone old enough for the job. Well, working in comics must age a fella real fast because he never did replace me and I've been there ever since.

Now then, even though this titanic tome is about the magnificence of Marvel, you've got to know a little bit about Timely so that you'll have the right perspective. We'll get to the pictures soon, I promise.

During the first two decades that I toiled for Timely the comic-book business was a fairly simplistic operation. If cowboy films were the rage we produced a lot of Westerns. If cops and robbers were in vogue we'd grind out a profusion of crime titles. If the trend turned to love stories, Timely (as well as the competition) became big in ro-

mance mags. We simply gave the public what it wanted—or so we thought.

As for our audience, we all assumed that our readers primarily belonged to the bubble-gum brigade. Oh sure, there were a few inconoclastic adults here and there who might dip into a comic book upon occasion; and we knew we could always sell a certain percentage of copies to servicemen who doted upon easy-to-read escapist literature. But basically, our readers ranged from toddlers to kids the age of thirteen or fourteen—or so we thought.

Notice how I cleverly employ the device of repeating the same provocative phrase at the end of two successive paragraphs? This is to let you know that there may be more than meets the eye contained herein. It's a device I've often used in writing comic-book scripts, and I didn't want it to slip by unnoticed.

Okay. Now that I've clued you in, you know the background of the comic-book biz. You're almost at the point where the world is ready to herald the birth of Marvel. But first, even as the suspense keeps mounting, hear with me for just a little while longer as we briefly discuss the dramatis personae up to this point.

Who were the people who actually created and produced America's comic books? To answer that burning question we must be aware that comics have always been a high-volume low-profit-per-unit business. Which is a polite way of saying that they never paid very much to the writers or artists. If memory serves me (and why shouldn't it?), I think I received about fifty cents per page for the first script I wrote in those early days. Comics have always been primarily a piecework business. You got paid by the page for what you wrote. The more pages you could grind out, the more money you made. The comic-book writer had to be a comic-book freak, he had to be dedicated to comics; he certainly couldn't be in it for the money. And, unlike most other forms of writing, there were no royalty payments at the end of the road . . . no residuals . . . no copyright ownership. You wrote your pages, got your check, and that was that.

Perhaps this little background will serve to explain why the quality of writing in the early comic books left just a little bit to be desired. We knew we were writing for kids. (Or so we thought, remember?) The pay wasn't extravagant enough to attract too many Hemingways or Bernard Shaws. Even Mickey Spillane, who had free-lanced for

Timely briefly in the 1940s, soon gave it up to seek fame and fortune in somewhat different areas.

It wasn't much different for the artists. Their rate of pay was somewhat higher than the writers' but it took them longer to complete a page, so things seemed to even up. As a matter of fact, there were many artists who also wrote their own stories in those days—and who did the lettering and coloring as well. I'm not going to mention their names here, since this isn't intended to be a history of the comics, but rather a personal peek at the origin of Marvel (which we're sure to get to sooner or later—honest), and there isn't room to mention all of them, and those I omitted would never talk to me again, and a fella like me needs all the friends he can get.

Well, that's it for now. If anyone needs any more background material, see me after class and I'll recommend some supplementary reading. The big moment is near at hand. You can almost feel a hush in the atmosphere outside. It's as though all the world is waiting for the coming of. . . . The Fantastic Four.

Let me take you back to 1961. It's been twenty-two years since I first started with Timely, and I'm still editor, art director, and head writer there. At the moment, the trend is monster stories, so we're turning out a pandemonious plethora of BEMs and scaly-skinned scaries. Jack Kirby, he of Captain America fame when I first started at Timely, had long since left and then recently returned to the fold as our top artist. Jack and I were having a ball turning out monster stories with such imperishable titles as "Xom, the Creature Who Swallowed the Earth," "Grottu, the Giant Ant-Eater," "Thomgorr, the Anti-Social Alien," "Fin Fang Foom" (I never could remember what his shtick was—if he was a he), and others of equally redeeming artistic and literary value.

Yep, there we were blithely grinding out our merry little monster yarns. At the same time National Comics was still featuring Superman, Batman, and all their other costumed cuties. The Archie group was likewise doing business as usual with Archie, Jughead, and their fun-loving friends. Meanwhile, Harvey Publications was holding its own with Casper the Ghost and his capricious cohorts. Also in contention were the Charleton line of assorted comic-book titles, as well as the Dell and Gold Key offerings. We were turning out comics by the carload, but nothing much was happening.

At about this time I had a talk with my wife. Actually, there's nothing very unusual about that—we often talk to each other. But this time Joan was commenting about the fact that after twenty years of producing comics I was still writing television material, advertising copy, and newspaper features in my spare time. She wondered why I didn't put as much effort and creativity into the comics as I seemed to be putting into my other free-lance endeavors. The fact is, I had always thought of my comic-book work as a temporary job—even after all those years—and her little dissertation made me suddenly realize that it was time to start concentrating on what I was doing—to carve a real career for myself in the nowhere world of comic books.

No sooner had the lovely Mrs. Lee filled me with rabid resolution than I had another talk, this time with Martin Goodman. Martin was my publisher, my friend, and my cousin-in-law . . . not necessarily in that order. He was also easily the best businessman, the cleverest editor, and the canniest publisher I've ever known. I suspect he'd have been a triple-threat writer as well had he been so inclined. However, Martin published a number of other types of magazines as well as comic books, and devoted most of his time to the so-called "slicks" while I was pretty much on my own with the comics. I never knew if it was because he had unbounded confidence in me, or because he didn't think comics had much future.

Be that as it may, Martin mentioned that he had noticed one of the titles published by National Comics seemed to be selling better than most. It was a book called *The Justice League of America* and was composed of a team of superheroes. Well, we didn't need a house to fall on us. "If *The Justice League* is selling," spake he, "why don't we put out a comic book that features a team of superheroes?"

His logic was irrefutable. Besides, I was tired of doing those countless monster mags. And Joan wanted me to bear down and make something of myself in the comic-book field. The timing was perfect. The elements were all at hand. Kismet.

It was natural for me to choose Jack Kirby to draw the new superhero book that we would soon produce. Jack had probably drawn more superhero strips than any other artist and he was as good as they come. We had worked together for years, on all types of strips and stories. Most importantly, we had a uniquely successful method of working. I had only to give Jack an outline of a story and he would

draw the entire strip, breaking down the outline into exactly the right number of panels replete with action and drama. Then, it remained for me to take Jack's artwork and add the captions and dialogue, which would, hopefully, add the dimension of reality through sharply delineated characterization.

Ah, but this was not to be merely another of the hundreds of comic-strip features I had concocted in my long and lachrymose career. No, this was to be something different—something special—something to stupefy my publisher, startle my public, and satisfy my wife's desire for me to "prove myself" in my own little sphere.

True, I would create a team of superheroes if that was what the marketplace required. But it would be a team such as comicdom had never known. For just this once, I would do the type of story I myself would enjoy reading if I were a comic-book reader. And the characters would be the kind of characters I could personally relate to; they'd be flesh and blood, they'd have their faults and foibles, they'd be fallible and feisty, and—most important of all—inside their colorful, costumed booties they'd still have feet of clay.

The more I thought about it, the more the concept grabbed me. All that remained was to dream up the characters, to create a team that meshed together. The first thing that came to mind was love interest. For the first time we'd have a hero and a heroine who were actually engaged. No more coy suggestions that she'd really dig the guy if only she knew his true identity. And, speaking of identities, I was utterly determined to have a superhero series without any secret identities. I knew for a fact that if I myself possessed a super power I'd never keep it secret. I'm too much of a show-off. So why should our fictional friends be any different? Accepting this premise, it was also natural to decide to forgo the use of costumes. If our heroes were to live in the real world, then let them dress like real people.

Little by little it all took shape. We'd have the leader of the team and his lady love. She'd have a kid brother whom the readers could empathize with—but not too young. One of my many pet peeves has always been the young teenage sidekick of the average superhero. Once again, if yours truly were a superhero there's no way I'd pal around with some freckle-faced teenager. At the very least, people would start to talk. Anyway, I felt there should be one more member of our still-nameless ménage—one character who was to be included for drama, for pathos, for color, and for the sheer offbeat quality he

could provide. He'd be the most unlikely hero of all—ugly, morose, and totally antisocial—possessed of brute strength and a hair-trigger temper. He just had to become the most popular one of all.

After kicking it around with Martin and Jack for a while I decided to call our quaint quartet *The Fantastic Four*. I wrote a detailed first synopsis for Jack to follow, and the rest is history.

Now then, a few explanatory notes to the artwork you are soon to breathlessly behold. The origin of *The Fantastic Four* was conceived and produced in 1961. It was merely the first of an unbroken line of monthly releases that were to develop and grow and improve with each subsequent issue. Actually, the in-depth characterization that was destined to become a Marvel trademark was only hinted at in this, the opening strip. In the months that followed, the artwork grew progressively slicker, far more illustrative and carefully detailed. The characters became more sharply defined, and the touches of satire that Marvel introduced into the superhero genre grew more and more apparent.

But even in the first, rather primitive appearance of *The Fantastic Four*, you're certain to see evidence of the unique quality, the imaginative interpretation, and the stylistic departure from all the superhero strips which had gone before it.

So read on, O True Believer. May this small but salient slice of living history now serve to nourish thine awestruck, hungry eyes.

PART
TWO

THERE
SHALL COME
A JOLLY GREEN
GIANT

JUST because this is the start of Part Two, that doesn't mean we're finished with Part One. There are still some things I want to mention about The Fantastic Four. This is just to warn you that, if you expect a tightly structured text, you're not apt to find it when the author is a guy whose comic-book stories used to ramble on from issue to issue, even weaving around from one title to another—and back again—if I happened to remember.

After rereading the first FF yarn which graces the preceding pages, a slightly disturbing thought just hit me. Those of you who may be neophytes in the realm of comicdom might, with some justification, ask what all the shouting was about. Certainly, looking back at the strip, more than a decade later, the artwork seems to be an unlikely candidate for some future Sistine Chapel, while the quality of the writing will hardly be a threat to the reputation of Dickens or Hugo.

But if you were familiar with the comic-book genre in those halcyon days of yore, you'd possibly have reacted the way so many thousands of other startled readers did when they suddenly realized they were reading a superhero saga that was extravagantly different from those that had gone before. And it was that very difference that started it all.

For example, in the early strip we tried to give some dimension to the melancholy Moleman. Remember where he explains how he reached his underground kingdom on Monster Isle—and why? Didn't you find yourself sympathizing with him, just a bit? There he was, ostracized by his fellow man—and woman—because his physical appearance left a little something to be desired. He couldn't find acceptance in our world, so he set out to find another—one which might have a place for him. Now this was hardly reaching the dramatic heights of a Kafka, but it was almost unheard of in a comic book. Heretofore, villains were villains just because they were vil-

lains. Comics merely had good guys and bad guys, and nobody ever bothered with the whys or wherefores. But here, in the first fateful issue of *The Fantastic Four*, our readers were given a villain with whom they might empathize—a villain who was driven to what he had done by the slings and arrows of a heartless, heedless humanity. It was a first. It was an attempt to portray a three-dimensional character in a world that had been composed of stereotypes. To comic bookdom, it was tantamount to the invention of the wheel.

Similarly, the episode where Ben Grimm and Reed Richards begin to fight after their rocket ship has crash landed—and where Ben tells Reed, “You don’t have to make a speech, big shot,” as well as the other instances scattered throughout the strip where Ben is caustic and abrasive to Reed and the world in general—all these negative touches had been virtually unknown to comic books till then. Members of superhero teams were always the best of friends, with never a cross word between them. Good guys were never sarcastic, never bitter; yet here was a team with a raving malcontent, one whose paranoia was to increase with succeeding issues.

I might as well call your attention to the dialogue, also. While it’s a far cry from Paddy Chayefsky, you may notice the definite effort that was made to have people speak as much as possible like real flesh-and-blood humans, whether they were cab drivers, policemen, garage mechanics, pilots, or whatever. While reasonably natural dialogue is so much a part of writing that I feel foolish even mentioning it, you must remember that we’re talking about a form of the media and a time period where “So! You wanna play, huh?” was formerly considered a meaningful, profound exclamation when uttered by a hero in the process of being pummeled by a villain or two.

As a matter of fact, it was in order to demonstrate how our attempt to inject realism into our stories—through both characterization and dialogue—grew progressively stronger and more successful and to show how the quality of the artwork improved measurably from issue to issue that I’ve included the more recent “When Strikes the Silver Surfer,” as well as the other strips you’ll encounter in this titanic tome as we hurtle along on our jocular journey through Marvel’s beginning. So don’t go away—especially since we’re about to zero in on *The Incredible Hulk*.

Speaking of *The Hulk*—and it’s about time we did—I know you’ll be whelmed to learn that he was the second one created in Marvel’s

growing stable of slightly sanguinary superstars. As each succeeding issue of *The Fantastic Four* increased in sales and in popularity, we felt it behooved us no longer to deny a breathlessly waiting mankind the indescribable pleasure of another mighty Marvel superhero.

But I seem to hear you ask, "How did you know *The Fantastic Four* was growing in popularity? Sales we can understand. But how do you gauge a magazine's popularity?" Good question. I was hoping you'd ask.

Prior to *The Fantastic Four*, fan mail was almost unknown to us. Oh, we might have received a letter or two during the year, but it was always this type: "Dear Editor, I bought a copy of *Kid Colt Outlaw* and there was one staple missing from the binding. I want my money back." Hardly what you'd call a flood of fan mail.

But no sooner did *FF* #1 hit the stands than we actually started to receive letters that said something. "Loved your new mag. All you've gotta do is make Reed Richards less stuffy—and show us more of *The Invisible Girl*." "The *Thing*'s the best character I ever saw. I hope he'll stop being a monster real soon." "How does *The Human Torch* burst into flame? What makes him fly? Why don't you give him his own magazine?"

It was one of the most exciting things that ever happened to us. We found out that there were actually real live readers out there—readers who took the trouble to contact us, readers who wanted to talk to us about our characters, about our stories. With each new letter they got to know us better, and what was more important, we got to know them. We learned what they liked, what they didn't like, what they wanted to see more of . . . and less of. After a while I began to feel I wasn't even the editor; I was just following orders—orders which came in the mail. And one request which was repeated with ever-increasing frequency was "When will you bring out another new superhero book?"

Finally, we had to yield to the burgeoning blandishments of our legion of pen pals. But what was our next effort to be? Admittedly, we had struck pay dirt by introducing a series featuring an iconoclastic team of superheroes. But I didn't want us to get into a rut. I was determined that our next production not concern itself with another team. After all, our fans (and what a kick it was to be able to think of them as fans rather than merely readers) kept referring to us as innovators, and I wasn't about to let anything change their minds.

Okay. There I was at my desk, a brand-new sheet of paper in my typewriter, ready to begin anew the agony of creation. What kind of hero was the comic-book reading world waiting for? What could we come up with that would take fandom by storm? How about an Errol Flynn type? Or a Gary Cooper? But then that little voice kept whispering inside my head, "Be innovative. Be original. They expect you to come up with something that's different."

Let me digress for a moment. I do a lot of lecturing at colleges around the country. Nowadays, almost a generation after the start of Marvel Comics, more than one-third of our readers are of college age—though that's a subject for another book. Anyway, there's always a lively questions-and-answers session after each dazzling dissertation, and the one question which is most frequently asked of me is "Where do you get your ideas?" I suppose that's asked of most writers, artists, and various other categories of people engaged in creative endeavors. Well, I've had plenty of opportunity to give that question a lot of thought and the answer I always give may not quite be the one you'd expect.

Actually, ideas have always been the easiest part of my various chores. In the comic-book field especially, almost anything can be a viable idea. Each day's assortment of readers' mail contains enough ideas to keep us in business for centuries. Unfortunately, however, ideas are only the tip of the iceberg. The crucial point is what use you make of the ideas. Let's take The Hulk as an example . . .

I had pretty much decided to let our second Marvel-style magazine feature someone with superhuman strength. But there had been, and still were, many such characters at that time, with National Comics' Superman as the first that comes to mind. Certainly there would be nothing terribly original about someone who had the strength of Superman. But that's where the fun came in. It would be my job to take a cliché concept and make it seem new and fresh, exciting and relevant.

Once again I decided that Jack Kirby would be the artist to breathe life into our latest creation. He had already gained an enthusiastic coterie of fans with his interpretation of The Fantastic Four and was more than capable of doing an additional feature strip or two. So the next time we met I outlined the concept that I'd been toying with for weeks.

It was patently apparent that The Thing was the most popular character in 'The Fantastic Four, and quite possibly in the entire comic-book field. Not only did the readers like him best, but he grabbed me, too. For a long time I'd been aware of the fact that people were more likely to favor someone who was less than perfect—someone with feet of clay with whom they could identify. Why was Humphrey Bogart more popular than so many taller, smoother leading men with perfect collar-ad features—leading men whose names are now forgotten? Why the stronger-than-ever cult for the universal "little guy," the world's champion all-time loser, Charlie Chaplin? It's a safe bet that you remember Quasimodo, but how easily can you name any of the heroic, handsomer, more glamorous characters in *The Hunchback of Notre Dame*? And then there's Frankenstein—and he's the one I've been leading up to.

I've always had a soft spot in my heart for the Frankenstein monster. No one could ever convince me that he was the bad guy, the villain, or the menace. It was he who was sinned against by those who feared him, by those whose first instinct was to strike out blindly at whatever they couldn't comprehend. He never wanted to hurt anyone; he merely groped his tortuous way through a second life trying to defend himself, trying to come to terms with those who sought to destroy him.

I suppose you can guess where we're heading. Think of the challenge it would be to make a hero out of a monster. We would have a protagonist with superhuman strength, but he wouldn't be all-wise, all-noble, all-infallible. (How's *that* for a rollicking redundancy?) We would use the concept of the Frankenstein monster, but update it. Our hero would be a scientist, transformed into a raging behemoth by a nuclear accident. And—since I was willing to borrow from Frankenstein, I decided I might as well borrow from Dr. Jekyll and Mr. Hyde as well—our protagonist would constantly change from his normal identity to his superhuman alter ego and back again.

Now all that remained was to find a name. Racking my brain for all the appellations that would describe a gargantuan creature, a being of awesome strength coupled with a dull and sluggish thinking process, I couldn't seem to find the right word. I looked in the dictionary and the thesaurus, but nothing was on target. I knew I needed a perfect name for a monstrous, potentially murderous hulking brute

who—and then I stopped. It was the word “hulking” that did it. It conjured up the perfect mental image. I knew I had found his name. He had to be: The Hulk.

As I described him to Jack, I was envisioning a somewhat nice-looking monster, big and brutish enough to make him feared by all who met him and yet with a certain tragic appeal that would make our readers care about him and cheer him on. Not the easiest of goals perhaps, but I had a feeling we could do it.

Incidentally, as you read the strip which follows, you'll notice that I had Jack introduce a “teenage sidekick” type of character—just the type whom I had earlier said I couldn't stand. But we did it for a reason. He was a necessary catalyst in the creation of The Hulk, and he also gave me a chance to demonstrate that it was possible to introduce a teenager into a comic-book series without making him a cloying, simpy extension of the hero's personality. Remember, at Marvel we like to do things differently.

One final note before I again turn you loose. As an added fillip, I thought it would be interesting to have The Hulk's skin change color when he reverted to his monstrous self. Thinking it would be intensely dramatic-looking and somber, I arranged to have his body take on a gray hue in the first issue of his new magazine. But, as soon as the advance copies reached us, I realized the effect was entirely different from what I had intended. In some of the scenes his gray skin color gave him a chameleonlike quality; the printer didn't seem able to give him a consistent shade of gray from page to page, or even from panel to panel. In fact, his skin was light gray in some places and almost black in others. There were a few panels where he seemed red, and for some reason which nobody could explain, in one close-up toward the end of our little epic he was bright emerald green. As you may have already surmised, it became painfully apparent to me that gray was not the happiest color choice I might have made.

Shortly thereafter, a seemingly rational comic-book writer spent long, anguished minutes pacing his not-quite-sumptuous office trying to determine the proper skin color for a fictional monster. Then, mainly because there were no other emerald-skinned rampagers extant at that particular time, the color I finally opted for was a bravely hedazzling basic green.

In the strip that follows, which is the very first Hulk offering ever bestowed upon a grateful citizenry, we've taken the liberty of coloring

him that same shade of green, since this is the way he is presently known to both friend and foe alike. However, to satisfy the archivists and the purists among you, The Hulk cover which accompanies this daring denouement is depicted in its original gray, as Marvel constantly strives to bring you the very best of both possible worlds.

PART
THREE

THE WORLD'S
BEST-SELLING
SWINGER

MY daughter is into numerology. She'd probably be the first to predict what happened next. After all, the first two Marvel "new-wave" productions were admitted blockbusters; that means the next one we came up with, being number three, would have to be far bigger than both of them—or else a total dud. Well, having read the first two spellbinding parts of this literary landmark, you know how I hate to boast. Suffice it to say that *número tres*, *The Amazing Spider-Man*, wasn't a dud.

In order to tell you how Spidey was born, we've got to go back to the book that preceded him, because it's basically a story within a story.

Up till now I've frequently mentioned Jolly Jack Kirby as our most ubiquitous artist-in-residence. He wasn't christened Jolly Jack—sometimes he wasn't even all that jolly—but I got a kick out of giving alliterative nicknames to our genial little galaxy of superstars, mostly for the purpose of enabling the readers to remember who they were. You see, prior to the emergence of Marvel Comics, the artists and writers who produced the strips, as well as the editors, art directors, and letterers, were mostly unknown to the reader, who rarely if ever saw their names in print. In order to change that image and attempt to give a bit more glamour to our hitherto unpublicized creative caliphs, I resorted to every device I could think of—and the nutty nicknames seemed to work.

However, Jolly Jack wasn't the only shining star in the ever-growing Marvel galaxy. The time is come for me to speak of Sturdy Stevey Ditko. And now that I've spoken of him, it's necessary to digress again for just another few minutes.

During the time that *The Fantastic Four* and *The Incredible Hulk* were taking the world of letters by storm and becoming household words—in my household, anyway—we were still experimenting with

different types of comic-books. And one of them in particular must be clearly understood before you can even hope to pass your year-end exam in Marvel lore. That one is *Amazing Adult Fantasy*.

It wasn't always *Amazing Adult Fantasy*. It started out as *Amazing Fantasy*, with all sorts of monster tales and assorted fantasy yarns with O. Henry-type endings. One day, in an effort to learn whether it was possible to increase the size of our older readership, I decided to add the word "Adult" to our masthead and to upgrade the stories as much as possible. With this in mind, we return once again to where we had left Mr. Ditko.

Steve Ditko, like Kirby, was a natural when it came to comics. His ability at telling a story in pictures was second to none, and his sense of layout and design, coupled with a highly individualistic style of drawing, seemed to be immensely popular with our readers—as it certainly was with me. Steve had done countless surprise-ending mystery strips for us in the past, and I felt his style was both unique and sophisticated enough to warrant trying an offbeat experiment.

In theory it seemed perfect. The older readers generally enjoyed stories with unexpected shock endings, and Steve and I had collaborated on so many together that it seemed only natural to present an entire magazine with such features. *Amazing Fantasy* would become *Amazing Adult Fantasy*, with five far-out tales per issue, written by yours truly and illustrated by Steve Ditko.

We produced fifteen issues of *AAF* and I loved every one. The artwork was sensational and I must admit I thought the plots held up pretty well also. As a matter of fact, the plots must have been fairly effective because they've since been "adopted" by innumerable TV suspense shows over the years. However, you're probably wondering what all of these Rabelaisian reminiscences have to do with Spider-Man. I was hoping you'd ask.

Amazing Adult Fantasy finally ran its course. After issue #10 the sales began to soften and it seemed that we were running out of steam. Apparently we'd been doing too good a job with our superheroes. The sales of the superhero magazines were soaring, which meant that *AAF*, with its five little featurettes per issue, was having an uphill battle bucking a trend. So it was decided that the fifteenth issue of *Amazing Adult Fantasy* would be the final one. To mark the occasion, we even dropped the word "Adult" from the title. And now—here comes Spider-Man.

Just for kicks, I wanted to try something different. Oh sure, The Fantastic Four was different—and The Hulk was different. But I mean really different. For quite a while I'd been toying with the idea of doing a strip that would violate all the conventions—break all the rules. A strip that would actually feature a teenager as the star, instead of making him an (ugh!) adult hero's sidekick. A strip in which the main character would lose out as often as he'd win—in fact, more often. A strip in which nothing would progress according to formula—the situations, the cast of characters, and their relationship to each other would all be unusual and unexpected. Yep, I knew what I wanted all right, but where would I ever get a chance to try it? Where—except in a magazine that we were planning to kill anyway?

You guessed it. I figured there was nothing to lose. *Amazing Fantasy* #15 would be the last issue before its preordained demise. It wouldn't matter what we did to it, what strips were included in it; it was doomed. That meant I'd have a chance to get this latest little gnawing idea out of my system, once and for all. The die was cast. I would try a brand-new, totally different type of strip in *AF* #15. It would be a swan song never to be forgotten.

What about the name? Why Spider-Man? Simple. In the long-dead, practically Paleolithic era when I had been on the verge of approaching teenagerhood, one of my favorite pulp magazine heroes was a stalwart named The Spider. He wore a slouch hat and a finger ring with the image of an arachnid—a ring which, when he punched a foe fearlessly in the face, would leave its mark, an impression of a spider. It was The Spider's calling card, and it sent goose pimples up and down my ten-year-old spine. More than that, I can still remember how the magazine's subtitle grabbed me. It was called *The Spider*—but after his name were the never-to-be-forgotten words: *Master of Men*. Just play with that for a moment—roll it around on your tongue, savor the fateful, fascinating flavor—*The Spider, Master of Men*. My mind was made up, the stage was set, the cards had been dealt. I was no more than a puppet in the shadow show of destiny.

Now, as far as I can remember, The Spider had no superhuman powers. It seems to me he was just a good guy who fought the bad guys. It was his name that grabbed me. But that was enough.

I can still remember discussing my sinister little scheme with Martin Goodman. I told him I'd try to do the whole new strip in a tongue-in-cheek manner. Everybody knew about Superman—so the

time had come for a competitor to make the scene; and what fun it would be to call him Spider-Man.

Martin's reaction was natural enough. In his own gentle way he implied that I had lost my marbles. He patiently informed me that people didn't like spiders, that it was an unlikely name for a hero, and that Spider-Man would merit somewhat less than the reading public's whole-hearted, enthusiastic approval. For my part I told him his logic was incontrovertible, but hear me out. Then I told him about The Spider. Verily, I bared my soul, mentioning how my childish heart would madly pound in breathless anticipation of each new issue. I zealously explained how I hoped that Spider-Man would be a trend-setter, a funky freaky feature in tune with the times. And then, I played my ace. I reminded M.G. that we'd be presenting Spider-Man in *Amazing Fantasy's* final issue—we were killing the magazine anyway—so what's the harm?

Possibly hypnotized by my unassailable logic and no doubt mesmerized by my youthful charm, plus the fact that he was growing increasingly aware that he was late for a golf date, he made the decision. Spider-Man would live. Had I known then what all of comicdom assembled knows now, I'd have recorded that magic moment for posterity.

And now comes the hard part—for you. This is where you've got to pay strict attention because the scenario gets a bit complicated and I hate to make long explanations. This is the part that deals with Kirby and Ditko, and why the strip turned out the way it did.

Whenever we began a new feature, one of my most critical tasks was determining who would do the artwork. Every comic-strip artist has his own style, just as every actor or every musician does. Matching the right artist to the right strip is the goal of every editor. Matching the best writer to the proper artist is equally important, but since I was both editor and writer at the time, I need not concern you with that little matter. You've got enough to worry about.

As you've certainly gathered by now, Kirby and Ditko were our two artistic big guns at that time. But Jolly Jack had more experience with superheroes. Steve Ditko's forte—or so I thought—was in drawing the various assorted mystery/monster/fantasy stories. Hence, I gave the first Spider-Man assignment to Jack Kirby.

"Jolly Jack," said I (I didn't really refer to him as Jolly, but I felt it would give a light, friendly tone to this entire exposition), "I'd like

you to illustrate a brand-new feature named Spider-Man." Jack, with his usual surge of cosmic creativity figuratively oozing from every pore, said it would be a breeze.

At this point, O true believer, it is vitally important that you understand the art style of the meritorious Mr. Kirby. Jack has a flair for the dramatic that truly surpasseth all understanding. Everything he renders is bigger, and usually better, than life. As for his heroes, he manages to imbue them with a nobility and an almost godlike charisma which helps to give them their great appeal. Okay, armed with that essential bit of knowledge, read on.

Regarding Spider-Man, I told Jack that I wanted to try something different. I didn't want him to be overly heroic-looking. I wanted him to be just an ordinary guy who happens to have a super power. He was to be not too handsome, not too glamorous, not too graceful, not too muscular—in other words, sort of the way I might be if I had a super power, which is not to be construed as an admission that I don't.

But alas and alack, when I saw the first few pages that Jack had drawn, I realized we had a problem. They were too good. Try as he might, he had been apparently unable to deglamorize Spidey enough. All those years of drawing superheroes must have made it a little too difficult to labor so mightily and come forth with a superloser, or if you will, a supershnook. Actually, I was almost relieved. Jack was so busy with his other popular features, and I had so many additional new ones to give him, that I realized it might be better to let someone else try Spider-Man rather than give the jolly one more than he could comfortably handle.

Ah. Now I can almost see your self-satisfied smile as you cleverly think, "Hey, I'll bet this is where Steve Ditko comes in." And how right you are.

Steve's style, especially in those halcyon days of yore, was almost diametrically different from Jack's. Where Jack would exaggerate, Steve would strive zealously for total realism. Where Jack made his featured characters as heroically handsome as possible, Steve's forte seemed to be depicting the average man in the street. I decided to play a hunch. I asked Steve to draw Spider-Man. And he did. And the rest is history.

After Spidey's premiere appearance in *Amazing Fantasy* #15 the book was dropped and we all forgot about it. I'd gotten the Spider-Man character out of my system and could now go back to our other

superstars. But then it happened. The sales reports started coming in. Months after *AF* had been kissed off and abandoned we realized we had had a best seller on our hands—and it had to be because of Spider-Man. It didn't take long to arrange another conference between Martin Goodman and myself, and when that momentous meeting had ended, we had decided to let *Amazing Fantasy* enjoy the hiatus it so richly deserved while we resurrected ol' Spidey in a book of his own. Henceforth, the reading public would be the lucky recipients of a brand-new monthly publication entitled *The Amazing Spider-Man*. So it was ordained. So it was done. And Spider-Man has consistently been our best-selling title for more than a decade.

The list of innovations which must be credited to the wondrous web-slinger could fill another book this size. But it might be in order to mention just a few for you in an effort to explain some of the possible reasons for Spidey's world-wide popularity. To begin with, he was probably the first superhero to wear his neuroses on his sleeve. The poor guy is far more troubled than most of the characters he has to battle. And how many other superheroes are there who have to worry about their dear old Aunt May dying of a heart attack? Come to think of it, have you ever heard of a superhero with continuing problems with his love life? Certainly not in those days. We structured the series in the pattern of any daytime radio soap opera, and miraculously we seem to have made it stick. Then there were the real-life touches. How about the time Spidey needed some extra money so he appeared as a guest performer on the Ed Sullivan show? He was paid by check, only to discover he couldn't cash the darn thing because he didn't have an account in the name of Spider-Man—and he couldn't reveal his true identity to a bank teller. Or the time he tore his costume and realized he'd have to learn to sew it himself because he could hardly take it to his local tailor. One sequence I really enjoyed writing, and which drew tons of fan mail, was the time our web-swinging hero visited The Fantastic Four and told them he wanted to join the group, thinking it would pay him more than he was making on his own. He grew indignant when he was told The FF was a nonprofit organization, and he split as soon as he could. See what I mean? Not quite the same situations that comics had been offering their readers in the dark and dismal days of the pre-Spider-Man era.

And leave us not forget the cast of characters. Was ever there such

a strangely assorted, improbable group as those who capriciously cavort within the pages of the world's most popular comic-book? Starting with the ageless Aunt May, who may still be alive at the time you read this—Aunt May, whose tender devotion to her orphaned nephew still prompts her to worry if he goes out in the rain without his galoshes, or if he should miss a meal or forget to take his cod liver oil. And then there's J. Jonah Jameson, the irascible publisher of the *Daily Bugle*, for whom Peter Parker (Spider-Man's alter ego) works as a free-lance photographer. J.J. used to get as much fan mail as Spidey himself, what with his never-ending diatribes against the web-spinner, his violent bursts of temper against anything that seemed to threaten the status quo or his own pocketbook—J.J., whose bark was certainly on a par with his bite. But to offset J.J., there's also Robbie Robertson, the *Bugle's* city editor and Peter's loyal friend and confidant. Robbie was one of the first black characters to play an important, continuing role in any superhero series, and he's as much a part of the strip as Spidey himself. Then there are the girls. Starting with Betty Brant, J.J.'s secretary and Peter's first love, and continuing right on through to Gwen Stacy, whom Peter wanted to marry right up till the time of her shocking, agonizing, accidental death in issue #121, a death which still brings us letters of protest in each day's mail. Shortly thereafter, Peter seemed to have a thing going with Mary Jane Watson, the hip, happy honey who's never far from the scene of the action. And after that? Well, Marvel's never been accused of being shy with surprises.

However, it's the villains who really knock me out the most. Although they began their appearances after the first issue, what red-blooded Spideyphile can truthfully say his pulse doesn't pound a little faster at the mere mention of Doctor Octopus, The Vulture, The Kingpin, The Green Goblin, and the howling host of other heavies who are such an integral and endearing part of Spidey's little repertory company? And as you know, what with Marvel's mixed-up policy of cross-pollinating our various titles, any one or any combination of vile, vituperative villains are apt to pop up without warning in any other superhero's mag to inflict his deeds of dastardly derring-do when you least expect it.

Of course, there are dozens of characters I've neglected to mention—characters such as Harry Osborn, who had been Peter Parker's best friend and was also, incidentally, the son of The Green Goblin,

Spidey's deadliest foe. And let's toast good ol' Flash Thompson, the star athlete of Peter's high school in the early days of the series. Flash's favorite hobby was bullying our hero, little dreaming that "Puny Parker" was, in reality, the amazing Spider-Man, Flash's all-time idol. Then there was the one-armed scientist named Dr. Curtis Connors, who was a devoted family man as well as a friend of Peter Parker's. It wasn't his fault that he'd sometimes turn into the loathsome Lizard, whose lust for violence and domination over mankind posed many a sticky little problem for our friendly neighborhood Spider-Man. I could go on and on, but I know you're anxious to read the very first Spidey strip itself now that you've been so thoroughly briefed.

Very well then. I've guided you thus far, but now once again we come to a parting of the ways. For the next few minutes you're on your own—it'll be just you, and the Spider-Man of old. So I'll take a break while you blithely relive the dizzying thrill of a rare discovery ...

PART
FOUR

MEANWHILE,
BACK IN
ASGARD...

WELCOME back. I've missed you. And now, while I hope you've enjoyed basking in the rekindled glory of Spidey's first and subsequent appearances, the time has come to change the mood.

Up till this point we've been studying three of Marvel's Earth-bound masterworks. Despite their somewhat startling superpowers, The Fantastic Four, The Hulk, and your friendly neighborhood web-slinger are all mortal human beings. But not so our next production.

Look at it this way: Suppose you had a newly created stable of superstars which consisted of a teenager who could burst into flame and fly through the air, a stretchable scientist with skin like Silly Putty, his oft-times invisible lady love, and a multimuscled misfit with lumpy orange skin—to say nothing of a wall-crawling *Wunderkind* and a jolly green giant—what in the name of comicdom assembled would you do for an encore? Sure, we were always striving for variety, but now it was getting ridiculous.

Not that anyone was forcing us to launch new titles. Someone else might have been content to declare a moratorium on any new gambles and simply stay with the characters we had. But I was like a crapshooter rolling one great pass after another—you just don't stop when you're on a winning streak. And besides, we were now averaging more than a thousand letters a week from frantic Marvelites everywhere demanding more, more, more! All of us in the bullpen were carried along by an ever-mounting wave of excitement and enthusiasm, not to mention a healthy helping of greed.

But what was left to invent? Who could be stronger than The Hulk? Who could be smarter than Mr. Fantastic? We already had a kid who could fly, one who could walk on walls and ceilings, and a female who could fade away whenever danger threatened—or whenever the artist ran out of ink. As you can see, we were hooked on superlatives at that time, always trying to come up with characters

who were bigger, better, stronger. However, we had painted ourselves into a corner. The only one who could top the heroes we already had would be Super-God, but I didn't think the world was quite ready for that concept just yet. So, it was back to the ol' drawing board.

I must have gone through a dozen pencils and a thousand sheets of paper in the days that followed, making notes and sketches, listing names and titles, and jotting down every type of superpower I could think of. But I kept coming back to the same ludicrous idea: the only way to top the others would be with Super-God.

I tried to shake the thought, to get it out of my mind once and for all. There was no way we could present a strip featuring God without possibly offending any reader of almost any religious affiliation. Remember, this was before the days of the so-called underground comics where anything goes. But even that wouldn't have mattered. The underground type of publication wasn't our thing. Marvel has always aimed for a family audience—fun for the kiddies and fantasy for the older readers. Or the other way around if you prefer. So I knew we just couldn't swing with Super-God.

Or could we? A thought suddenly struck me. During a recent radio interview the talk-show host and I had been discussing our Marvel stories and he had referred to them as a twentieth-century mythology. It was his feeling that we were creating an entire contemporary mythos, a family of legends that might be handed down to future generations just as those we had read as children had been handed down to us. One of the points he had made was that Marvel's heroes had some of the charisma, some of the flavor of ancient fairy tales, of ancient Greek and Norse mythology. And that was what grabbed me. That was the answer.

I couldn't—I wouldn't—do a series featuring God as a comic-book hero. But I could—and would—do a series featuring a god as a comic-book hero. After all, ever since man has walked the Earth there have been legends of gods and their goddesses, their problems, their battles, their triumphs, and their defeats. Okay. Since we were the legend makers of today, we'd simply take what had gone before, build on it, embellish it, and come up with our own version of the continuing saga of good versus evil—god-wise, that is.

As far as I can remember, Norse mythology always turned me on. There was something about those mighty, horn-helmeted Vikings and their tales of Valhalla, of Ragnarok, of the Aesir, the Fire

Demons, and immortal, eternal Asgard, home of the gods. If ever there was a rich lode of material into which Marvel might dip, it was there—and we would mine it.

But now, for the first time, I was faced with a frustrating problem. Heretofore, I had written all of the origin tales of each new character, as well as the subsequent follow-up stories in every series. But now it was impossible. I simply wouldn't have the time to continue with *The Fantastic Four*, *The Hulk*, *Spider-Man*, and the other odd Western, mystery, romance, humor, and assorted monster tales I was writing and still do justice to our newest feature yet a'borning. Of course, I could have given up some of the other, less important strips, but a new problem was now beginning to disturb me. I realized that I had been writing the bulk of our first-line material with no back-up writers, and that created a dangerous situation. What if I were to become incapacitated in some way? Producing monthly publications, we had grueling, man-killing production schedules to maintain. It was simply too risky for me not to be grooming some other writers to fill the breach if necessary. Besides, it's no fun being a boss if there's no one to yell at.

Luckily, I had someone to yell at. The time is come to draw the curtain and reveal another Marvel madman who hath thus far patiently been standing in the wings. So let's hear it, gang, for Lucky Larry Lieber, artist, writer, and natural-born kid brother. Yes, one of the worst-kept secrets of the comic-book biz is the fact that Larry Lieber is related to me by virtue of having been born to the same parents as yours truly—albeit nine years later.

At this juncture it may possibly behoove us to pause for a moment since I'm well aware that the drama and suspense are growing virtually unendurable. As we take our well-deserved break, I'll furnish a couple of explanations to questions that may be puzzling you, questions which you're too polite to ask. First of all, I really don't call him Lucky, just as I don't call the other two fellas Jolly or Sturdy. To some this may seem a trivial point, but if ever you run into Larry, or to Jack or Steve, I know you'd want to address them properly. Secondly, there may be some among you who are, even now, frowning your brows, narrowing your eyes, and thinking—with the deep-down sharpness that is ever the mark of the true Marvelite—"How come Stan Lee's kid brother is named Lieber? Why did Larry change his name?" Ah, but t'was not Lieber the Younger who did alter his name.

Nay, 't'was he who pens these imperishable words who has gone from Lieber to Lee. And, as Richard Milhous himself now knows, every explanation seems to require an additional exposition; so let me embellish this theme just a few minutes more.

Myself when born was christened Stanley Martin Lieber—truly an appellation to conjure with. It had a rhythm, a vitality, a lyricism all its own. I still remember one of my earliest purchases being a little rubber stamp with my name on it, which I promptly stamped on every book and paper I owned—and even on some I didn't. So happy was I being S.M.L., and so certain that I would one day write the great American novel, or the great American motion picture, and so young and witless was I at the time I started writing comics, that I felt I couldn't sully so proud a name on books for little kiddies. That's why seventeen-year-old Stanley Martin Lieber felt he needed a simpler sobriquet, and that's why he divided his first name into two syllables, making each syllable a name of its own. Stan Lee was for comic books. S.M.L. would be held in reserve—for greater things. Let me point out, parenthetically, that S.M.L. is still being held in reserve, and this very book, which is obviously holding you spell-bound, is possibly the closest I'll come to writing that great American novel. Anyway, just to wrap it up before it gets too sticky, I legally changed my name to Stan Lee a few years ago, so S.M.L. is nothing more than a cherished memory—a slowly fading dream on the melancholy mattress of life.

Now then, where were we? Ah yes—I needed someone to write the new feature, which hopefully would be Marvel's fourth winner in our little superhero sweepstakes. Slowly surveying our entire, vast writing staff—which mainly consisted of myself and any occasional freelancer who happened to wander in to make a free phone call—my piercing, penetrating gaze happened to fall upon a skinny kid who was sitting at a drawing board putting the finishing touches to a monster story he had just drawn and delivered. With unequalled perception, honed by long years of study and observation, I soon realized I was looking at Larry Lieber—and I remembered that he had many times expressed a desire to write a superhero story if ever the opportunity arose. Are you beginning to see how Destiny herself must have conspired to assemble all of these isolated elements into just the right pattern, at just the right time for the sake of generations yet unborn?

Historians of the future will wish to note that Larry Lieber ac-

quiesced when asked if he'd pen a new superhero strip for the greater glory of Marveldom. Let the record also show that Jack Kirby did likewise when offered the illustrating chore. So I had my team. I had my theme, my subject matter. The stars were in ascension. The month had no Rs in it. Nothing could go wrong. There were just two elements lacking: a hero . . . and a plot.

Let's start with the superhero. As all true devotees know, every superhero needs a special quality, a special weapon of some sort. I had already decided that our hero would be one of the Norse gods, which should be quality enough. But . . . his weapon. A high-flying deity would hardly employ a Sherman tank, or brass knuckles, or a BB gun. It would have to be something different, something unique. Then, another thought hit me. I wanted him to be able to fly. I wanted him to be able to zip around the sky and make the trip between heaven and Earth without waiting for Pan Am. The Hulk simulated flight by leaping into the air; the Human Torch did it by bursting into flame; Spidey had his webbing and swung around like Tarzan. God only knows how Superman manages it—I never figured that out. I didn't want to merely say, "There goes our hero, flying off again." I wanted it to be somehow believable. And then I realized I could solve both problems at once—with a hammer!

No need to go into all the sordid details now. If you're a long time Thor buff you know all about it. If not, you'll find out as soon as you read the strip that follows. Suffice it to say that it suddenly all came together when I figured that Thor, God of Thunder, would be perfect for the job. I liked the sound of his name. It was short, simple, easy to remember, and if you lisped nobody would know.

But then there was the problem of empathy. I realized that it wouldn't be the easiest job in the world to make a reader in Hoboken develop an affinity for some long-haired nut in blue tights and helmet wings who also happens to be a Norse Thunder God. Still, one formula that's always worked in comics is the gimmick of the secret-identity hero. Also, thought I, this particular strip will be offbeat enough to allow me to employ one of the oldest clichés in the book: frail and feeble Dr. Donald Blake is in reality the most invincible immortal of them all—the mighty Thor. I wanted Blake to be a surgeon because of the dramatic possibilities it would later present. I could envision themes where Thor is needed in Asgard but Dr. Blake is needed on Earth to perform a critical operation (which none but

he can perform, natch). Oh, the suspense, the tension, the choice that must be made. Besides, he could spend his spare time romping about with some ravishing registered nurse when the occasion demanded, or even when it didn't. Yep, I was convinced. Donald Blake would be a doctor, thin, lame, defenseless—the exact antithesis of his awesome Asgardian alter ego.

Within minutes I rushed to the typewriter and pounded out a synopsis for Larry. Even though I wouldn't be writing the script, I always tried to ensure that the basic concepts would be mine. Of course Larry put in a lot of his own distinctive touches. One that I'll never forget was his saying that Thor had an Uru hammer. When I read that I figured the kid had done a lot of research and unearthed the name of some ancient metal. I was proud of him. It wasn't till we were discussing it years later that he casually mentioned that he'd just made the name up. He liked the sound of it. Well, I have to admit that an Uru hammer sounds a lot more impressive than a plain, ordinary carpenter's hammer. I'm still proud of him.

As for Jolly Jack, he had done his usual sensational job. He made the Thunder God look just like a God of Thunder should. It took a lot of courage, too. You've got to remember that Thor had long blond hair before it became fashionable among us mere mortals—before the Beatles had made the scene. Had anyone but Jack Kirby been the artist, it's barely possible that the ol' hammer thrower's masculinity might have been in question. But we managed to carry it off. Despite his cute little Uru hammer, his long curly locks, his name which sounded as though the person calling him was tongue-tied, he made the grade. The mighty Thor joined mighty Marvel's mighty family of mighty superheroes. And once again we'd hit the jackpot. Apparently all of comic-book fandom had been breathlessly waiting for such a publication. Goldilocks broke as many sales records as The Fantastic Four, The Hulk, and Spider-Man had done before him.

But don't go 'way yet. There's more. Before you read the origin story which follows this unforgettable exposition I've got to tell you what happened after Thor was finally launched. Larry, after writing it and a number of other features, decided to concentrate on his artwork and forgo his scripting activities. So who ended up writing the Thunder God's adventures after all? How'd you guess?

Now this is what I really want to tell you. The Thor that you'll meet in the origin story which you're beginning to think you'll never

get to is really not quite the same as the Thor which developed later. When I began to write the strip, which means actually putting the words in all their little pink mouths, I decided that I wanted the hammer holder to speak more like a god. And everyone knows that gods all speak with biblical and Shakespearean phraseology. So I slowly and deliberately changed the entire style of the strip, filling it with "thou shalt" and "thou shalt not" and "so be it" and "get thee gone" and like that. I've always been a nut about the poetic flavor of the Bible and the sentence structure and lilt of Elizabethan writing, and this was my chance to play with it. The reason I mention it now is because I want to compliment you. Most everyone told me that no superhero strip could succeed if the writing were too archaic, or too stylized, or too lyrical. Well, Thor is still one of Marvel's top sellers, after all these years, and that means that you're a lot smarter and more literary than people gave you credit for. So congratulations!

Congratulations also on the fact that you've managed to wade through all these words and pages and you've finally made it to the fourth plateau. Thus, without any further ado, we open the floodgates of reading enjoyment and unleash upon you the origin of the mighty Thor.