

The ultimate team has come together to solve the ultimate problems. Blue Marvel. Spectrum. Black Panther. Captain Marvel. Ms. America. They are...

# THE ULTIMATES

The impossible is where they start.

PEOPLE OF EARTH, WE ARE THE ULTIMATES--HERE TO SOLVE THE ULTIMATE PROBLEMS. IN THE INTERESTS OF TRANSPARENCY, HERE'S OUR LATEST PROGRESS REPORT:

OUR DIALOGUE WITH GALACTUS--DEVOURER OF WORLDS--WAS A GREAT SUCCESS, DESPITE AN EARLY BREAKDOWN OF NEGOTIATIONS.

BY BRINGING THE FULL STRENGTH OF THE ULTIMATES TO BEAR, WE WERE ABLE TO CONTAIN GALACTUS INSIDE THE VERY INCUBATOR THAT HE ONCE USED TO EVOLVE INTO HIS COSMIC FORM. THEN, WITH THE APPLICATION OF A POWERFUL NEW ENERGY SOURCE I CALL ISO-8, WE WERE ABLE TO EVOLVE HIM STILL FURTHER--INTO WHAT WE BELIEVE HE WAS ALWAYS MEANT TO BE.

PUT SIMPLY, GALACTUS' HUNGER HAS NOT ONLY BEEN CURED--BUT REPORTS INDICATE HE HAS BECOME A NEW SOURCE OF LIFE ENERGY.

WE'RE NOW HEARING THAT HIS FIRST ACT IN THIS NEW STATE WAS TO RESTORE ARCHEOPIA, THE FIRST PLANET HE EVER DESTROYED...



ULTIMATES No. 3, March 2016. Published Monthly by MARVEL WORLDWIDE, INC., a subsidiary of MARVEL ENTERTAINMENT, LLC. OFFICE OF PUBLICATION: 135 West 50th Street, New York, NY 10020. BULK MAIL POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. © 2016 MARVEL. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. \$3.99 per copy in the U.S. (GST #R127032852) in the direct market. Canadian Agreement #A068837. Printed in the USA. Subscription rate (U.S. dollars) for 12 issues: U.S. \$26.99; Canada \$42.99; Foreign \$42.99. POSTMASTER: SEND ALL ADDRESS CHANGES TO ULTIMATES, c/o MARVEL SUBSCRIPTIONS P.O. BOX 727 NEW HYDE PARK, NY 11040. TELEPHONE # (888) 511-5480. FAX # (347) 537-2649. subscriptions@marvel.com. ALAN FINE, President, Marvel Entertainment; DAN BUCKLEY, President, TV, Publishing and Brand Management; JOE QUESADA, Chief Creative Officer; TOM BREVOORT, SVP of Publishing; DAVID BOGART, SVP of Operations & Procurement, Publishing; C.B. CEBULSKI, VP of International Development & Brand Management; DAVID GABRIEL, SVP of Print, Sales & Marketing; JIM O'KEEFE, VP of Operations & Logistics; DAN CARR, Executive Director of Publishing Technology; SUSAN CRESPI, Editorial Operations Manager; ALEX MORALES, Publishing Operations Manager; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Jonathan Rheingold, VP of Custom Solutions & Ad Sales, at jrheingold@marvel.com. For Marvel subscription inquiries, please call 888-511-5480. Manufactured between 12/11/2015 and 12/27/2015 by QUAD/GRAPHICS WASECA, WASECA, MN, USA.

THE SHI'AR EXPLORATION-CRAFT *BR'YDNATH*.  
CURRENTLY ORBITING THE DEAD WORLD ARCHEOPIA.



"IT DOESN'T LOOK  
VERY DEAD TO ME,  
MENTOR..."

THE SHI'AR IMPERIAL GUARD.  
SUPERGUARDIANS ASSIGNED:  
ORACLE. MENTOR. SMASHER.

INDEED  
IT *DOESN'T*,  
ORACLE.

SCANS SHOW  
MULTI-CELLULAR  
FLORA AND FAUNA--  
ALL SEEMINGLY EVOLVED  
FROM *NOTHING* IN A  
MATTER OF DAYS.



AS IF THE  
ENTIRE PLANET  
WAS BATHED IN  
SOME UNKNOWN  
FORM OF LIFE  
ENERGY...

WELL,  
WHOEVER DID  
IT, THEY'RE NOT  
HERE NOW. MY  
PENTA-VISION'S  
DRAWING A  
BLANK.

THERE'S  
MORE THAN  
ONE WAY OF  
SEEING REALITY,  
SMASHER.

OBSERVE--





--AS I EXPAND MY OVER-CONSCIOUSNESS--

--UNLOCKING TOTAL PSYCHOSCOPIC AWARENESS.



MIND-SIGHT ALLOWS ME TO READ THE IMPRESSIONS LEFT BY EVENTS IN THE FABRIC OF TIME AND MATTER.

AND I CAN SHARE THOSE IMPRESSIONS WITH YOU BOTH--



AL EWING  
WRITER

KENNETH ROCAFORT  
ARTIST



IT'S THE TRUTH. GALACTUS-- THE DEVOURER, EATER OF PLANETS--

--BROUGHT NEW LIFE.

... WE MUST ALERT THE MAJESTOR. AT ONCE.

THIS... THIS CHANGES EVERYTHING.

--TO SHOW WHAT OCCURRED HERE.

SHARRA AND K'YTHRI!

ORACLE-- THIS IS IMPOSSIBLE!

DAN BROWN  
COLOR ARTIST

VC'S JOE SABINO  
LETTERER

**ALPHA FLIGHT STATION.  
HELD IN GEOSYNCHRONOUS  
ORBIT OVER THE TRISKELION.**



**KENNETH ROCAFORT  
COVER ARTIST**

**TIM SALE & DAVE STEWART;  
CHRIS SPROUSE, HARL STORY & DAVE MCCAIG  
VARIANT COVER ARTISTS**



LOOK,  
MA.  
TOP  
OF THE  
WORLD.

**COLONEL CAROL DANVERS.  
CODENAME: "CAPTAIN MARVEL."  
ENERGY ABSORBER/PROJECTOR.  
SUPER-STRONG, SUPER-FAST, SUPER-TOUGH.  
CURRENT HEAD OF ALPHA FLIGHT AND  
AMBASSADOR EXTRAORDINARY  
FOR PLANET EARTH.**



SO. THIS  
JIM RHODES  
THING.

IS IT ON  
AGAIN OR OFF  
AGAIN WITH  
YOU TWO?

IT'S  
COMPLICATED,  
MS. GOSSIP.

AND ARE  
YOU TRYING  
TO FREAK  
ME OUT?