



**All-Star Comics #2**  
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*All-Star Comics*  
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**Chapter 1: The Reunion**

It was a busy morning on the bustling streets of Fawcett City, and passers-by hurried along on their way to work, newspapers tucked underneath their arms, doffing their hats to acquaintances. It was a newsboy on the street corner that saw him first.

"Look!" The newsie pointed excitedly. "Up in the sky!"

"It's a bird." One man scoffed.

"It's a plane." A lady corrected, squinting into the sun.

A hot dog vendor grinned and announced: "It's Super—,"

"No!" The newsboy shouted them all down. "It's Captain Marvel!"

From on high, the returned hero smiled broadly and waved, swooping down low over the street to a chorus of cheers and sudden nostalgia.

An older couple out for their morning stroll near the park watched the once-familiar red, white and yellow shape blur by, and they clung to each other in fond remembrance.

"He's back."

“He’s back?”

Dudley Batson stared at the antique radio in astonishment, fiddling with it, until station WHIZ came in clearly.

*“... long-thought retired, legendary superhero Captain Marvel has been spotted in the skies, smiling and waving to cheering crowds. Not seen since the advent of Superman in Metropolis, Fawcett City’s own Captain Marvel has long been considered the first and greatest superhero, appearing in the days before World War Two...”*

The portly old man shot out of his easy chair, amazed. How was this possible? He had just brought in breakfast to C.C. not ten minutes ago...! As always, the old man had munched absently at his dry toast and stared out the window as Dudley rambled on about the latest news of the world, trying to spark some interest in his older brother. C.C had shown no sign of rising from the bed that he’d been confined to these last few years— indeed, Dudley rather doubted C.C. even remembered his magic word. This sighting of Captain Marvel had to be a mistake...

Just then, a crack of thunder so loud it set Marilyn’s china teacups on the hutch to rattling shook the old brownstone apartment. His ears ringing, Dudley dashed off to C.C.’s bedroom to check on him, and arrived just in time to witness the boy crawl in through the open window.

“Dad...?”

The bleary-eyed figure on the bed blinked into the light coming from the window, at the visage of the boy swimming in front of him...

“Billy, is that you?” His voice trembled, but a swelling began in his heart.

Dudley watched as the young man, whom he had only glimpsed before in sepia-toned photographs, approached C.C.’s bed, tentatively at first, wonder and sadness in his round, wide-eyed face.

“It’s me, Dad.” Billy whispered hoarsely, his voice choked with emotion. He flung himself on the clean white sheets of the bed, into his father’s

open arms.

"I knew you'd come back one day." C.C. Batson hugged his son fiercely, tears of joy running down his face. "I *knew* it..."

It was a bittersweet reunion.

Fifty five years had gone by since C.C. Batson had last seen his son, and much had happened, not the least of which the passing of his beloved wife Marilyn. But to Billy, it had only been a day. To him, his father should have been a young, robust, squint-eyed paragon, his mother a soft, loving figure with a tinkling laughter and luminescent smile... This new reality was harsh and heartbreaking, and though Billy tried to face it bravely, he found himself sobbing, his head buried in his father's shoulder.

Dudley closed the door and silently gave them their privacy...

The old wizard watched the scene as the images flashed by on the Historama. He saw the man who had once been his Captain weep tears of joy, the fog of years and debility beginning to burn away in the sharp, clean light of resurgent love.

As a man, the wizard might have allowed himself a moment to appreciate the all-too-human tableau displayed before him, but millennia of immortality had taught Shazam other lessons. He knew the Batsons' happiness would soon be interrupted. He looked to the grotesque statues of the Seven Deadly Enemies of Man, and he could almost hear their dark mutterings; their expressions shone with a wicked glee, as if to say: *Our time has come again!*

With a word, the wizard commanded the Historama to show him the threat he had long sensed was coming. The mists swirled, obscuring the family reunion, and then the mists reformed, focusing in on a more

sinister scene! On a dirigible high above the skies of Fawcett City, a gang of villains gathered, gazing out upon the unsuspecting city below...

A man with long, flowing robes and a beetling brow fairly pulsed with wickedness as he addressed the others.

"My friends! Our day is at hand! The Princes of Hell have vouchsafed to me the Dread Infernal Word, which shall grant me might beyond even the power of Shazam! But the Word is useless unless I speak it before the Seven Deadly Enemies of Man..."

"But, Ibac, where are these puissant beings?" Rumbled King Kull, Lord of the Beast Men, picking lice out of his beard.

"Dolt." Scoffed the blond-haired, blue eyed man in the military uniform, Captain Nazi. "He's already told us the Seven Enemies are imprisoned on the fabled Rock of Eternity, seat of the ancient wizard that powers our hated foe, Captain Marvel."

"Kill. Captain. Marvel." Droned Mr. Atom, his red optical sensors burning balefully.

"But how to reach the Rock..." Mused the bug-eyed man with the wild eyebrows, tiny pinpricks of fire dancing on his wagging fingertips.

"Simplicity itself, Arson Fiend." Came the miniscule voice of the Venusian mindworm floating in a jar of brine atop King Kull's outstretched hand. "Captain Marvel is granted his powers by a magical thunderbolt from the Rock of Eternity. All we need do is wait until the mortal who wields the power calls the thunder from the sky so that Ibac can follow it back to the Rock!"

"Ride the lightning!" Crowed the sorcerer Ibac, chuckling at the irony: the very magic that powered the World's Mightiest Mortal would lead his worst enemies straight into the heart of it!

"But there is one flaw in your plan, Ibac." Mr. Mind pointed out in a detached air. "Captain Marvel hasn't been seen in Fawcett City for years.

What makes you think he will even summon the thunderbolt?"

*"That,"* Smirked Captain Nazi, cracking his knuckles. *"Is where we come in..."*

On the Rock of Eternity, the wizard Shazam watched as his enemies plotted against him, and he made himself ready for the assault!

## **Chapter 2: The Monster Society Strikes!**

The attack on Fawcett City came without warning and without mercy.

Downtown, across from the WHIZ Tower, a giant brute of a man shambled into rush hour traffic and roared a challenge. Cars veered away to avoid hitting him, but one could not stop in time— King Kull, like a simian, leaped over the speeding vehicle and out of harm's way, allowing it to run up the curb and slam into a telephone pole! Kull laughed and swatted aside a parked car, bellowing at a crowd of onlookers.

Not a block away, every tree that lined MacRaboy Avenue burst into flame, the fires jumping from branch to branch like some horrible game of dominoes. The Arson Fiend capered down the street, directing his pyrokinesis in a completely arbitrary fashion, alighting ladies' pillbox hats and storefronts alike!

*"Come out, come out wherever you are, you Big Red Cheese!"*

Captain Nazi swooped out of the sky, singing songs of his lost Fatherland. His cape billowing out behind him, he strafed the street below, as the bullets of responding policeman ricocheted off his swastika-covered chest. He scooped up a police officer in each arm, then, after he had gained enough altitude, laughingly dropped them to the pavement below!

Sterling Morris IV watched aghast from his window high atop the WHIZ Tower. He could hardly believe his eyes— first the rumors that Captain Marvel had returned, and now this sudden attack on the city!

Into his office rushed his eager young newshound, Whitey Murphy, out of breath and his Fawcett City Fusiliers cap askew.

“Boss! Who are those monsters?”

Mr. Morris chewed on his white walrus-mustache, his worry writ plain on his bespectacled face.

“I think I recognize a few of them as old enemies of Captain Marvel... That’s certainly Captain Nazi flying around out there, and I think the hairy fellow throwing cars around is named King Kull—.”

Sterling Morris only thought about it for a second, then squared his jaw.

“Can you make it to a sound room and get to a transmitter?”

“I think so...”

“Good. Then send out the message: Fawcett City needs the World’s Mightiest Mortal once again!”

And so the word went out, transmitted from the antenna atop the WHIZ Tower, in the desperate, excited voice of Whitey Murphy: *Calling Captain Marvel, come in Captain Marvel...!*

On the zeppelin above the city, Ibac watched the chaos below with satisfaction. Fires blossomed like spring flowers across town, and havoc reigned in the streets of Fawcett City.

On the dashboard of the zeppelin's controls, Mr. Mind gurgled in glee at the destruction they witnessed.

"Reminds me of the old days, with the original Monster Society." Mused the malicious alien worm through his microphone. "Oom the Mighty knew how to tear up a town...! He was a real behemoth! Went toe to toe with the Spectre once, before the ghost stuffed him inside the Red Moonstone of Yzgartyl... We should look him up when this is all done."

*When this is all done, worm, I will be the greatest power on the planet, and I'll have no more need of any of you!* Ibac thought but only smiled blandly at Mr. Mind.

Then words came over the receiver... *Calling Captain Marvel, come in Captain Marvel...!*

Behind Ibac, Mr. Atom loomed, his gears and gyros whirring in barely repressed rage.

"Kill. Captain. Marvel."

"Soon, my murderous friend, wherever he is, he will call the thunder and I will ride the lightning to the Rock of Eternity. And you may do as you wish with the dear Captain..."

"And then the wizard told me that—." Billy stopped short as Dudley burst into C.C.'s bedroom, carrying the portable radio and wearing a look of alarm. Both he and his father looked startled at the news report broadcast on all available frequencies...

*"Calling Captain Marvel, attention Captain Marvel! Downtown Fawcett City is under attack! Please help us! Calling Capt— Arghhh!"*

The broadcaster's voice was interrupted in midword, and a new accented voice replaced it as the microphone was seized.

*"Jawhol, Captain Marvel! This is your old foe, Captain Nazi! I call you a coward and claim Fawcett City in the name of the New Monster Society of Evil!"*

*Come face us if you dare!"*

Then the transmission abruptly faded into dead air.

Billy gasped, sharing a look with his father.

"Captain Nazi...?" C.C. frowned, as if struggling to recall the name. "I know him..."

"Dad, don't you see?" Billy sprang off the bed, adrenalin coursing through him. "This is why the wizard called me! Why Captain Marvel was needed again!"

A panicked look of concern flashed across the elder Batson's face.

"Who? No...! Billy, you can't... Too dangerous..."

"I have to." Billy responded with more conviction than he had ever felt in all his young life. He was terrified, but he knew he was right. He managed a smile for his father.

"After all, *you* showed me how."

Before C.C. could protest further, Billy pulled him close for a quick, fierce hug, and then dashed out the window onto the fire escape. The boy did not glance back at the feeble figure on the bed, or the stunned, portly man with the dead radio in the doorway. He faced the heavens, chest out and arms braced.

***"Shazam!"***

Thunder crashed and lightning shattered the sky. And then a figure as familiar to C.C. as his own reflection replaced his son upon the fire escape— but only for a moment, as the World's Mightiest Mortal sprang upward, ready to do battle again!

"What..." C.C. muttered, struggling to order his thoughts. "*What* did he say...?"

The thunderbolt sheared through the planes of existence, a livewire connecting the magical realm of the Rock of Eternity to mundane reality. Ibac had been waiting for it, and felt it crackle through every one of his six senses. He reacted instantly, seizing the connection with his magic, and following it back to its source!

Now alone, with nothing and no one to restrain him, Mr. Atom fired his rockets and burst from the zeppelin, with only one thought cycling through his cybernetic pathways...

“Kill! Captain! Marvel!”

Billy felt like he had never felt before.

The first time he had been Captain Marvel was all-too brief, and then he had been more concerned with finding his family— but now, *now* he reveled in the sheer strength pulsing in his limbs, the wind in his hair as he soared like a bullet through the sky, the razor-sharp focus of his mind and the confidence in his own abilities. The wisdom of Solomon restored his calm, and the courage of Achilles allowed him to face the coming ordeal with no fear. Like a hero.

Like his father.

*He* was Captain Marvel now, the very image of C.C. Batson in his prime, but somewhere inside, he was Billy Batson, too, and he was about to face his destiny!

Captain Nazi smashed through the 23rd floor offices of Station WHIZ, hurling aside desks and smashing through walls as if they were cardboard. Whitey Murphy hid under the wreckage of a broken soundboard, covering his head as the Aryan menace rampaged.

“Now see here, my grandfather built this—!” Sterling Morris IV, in a fit

of foolhardiness rushed the villain, shaking his fist.

“Boss!” Whitey cried, as Captain Nazi sent the older man sprawling with a brutal backhand. Whitey scurried out from his hiding place in his own fit of foolhardiness, rushing to the side of his employer. Mr. Morris shook his head, dazed, but badly shaken.

A shadow loomed over Whitey, and he turned, wincing, to see the malicious sneer of Captain Nazi!

“Not even your precious Captain Marvel can save you now!” He gloated, raising his fist for a pulverizing blow...

Whitey closed his eyes, cringed and waited for the hammer to fall—

But it never did.

A rich, clarion voice called out the villain’s name, and all eyes went to the gaping hole in the side of the building made by Nazi when he entered. Through it, they could see a man hovering in midair, arms crossed, a small white, yellow-trimmed cape draped over one shoulder.

“Nazi, didn’t anyone tell you we licked you guys once and for all?” Captain Marvel called to his nemesis.

The comment had the desired effect. Captain Nazi forgot his intended victims and aimed himself like a spear at the heart his old enemy. He collided with the World’s Mightiest Mortal and the two went cartwheeling through the air, arcing over the street and landing with enough force to create a crater.

The two traded blows, the force of which shattered the glass in nearby windows. They stood toe to toe, grappling with each other. Captain Nazi gritted his teeth and snarled, his face alight with the joy of combat.

“I have waited a long time to prove I am your master!”

“Oh, yeah?” Cap ducked a haymaker, and delivered an uppercut to Nazi’s jaw that sent the Aryan ubermensch staggering backward. “And you’ll have to wait even longer still!”

While Nazi was dazed, recovering from the punch, Cap was attacked from behind by another enemy! King Kull leaped onto his back, sending a double handed piledriver down atop his head. The World's Mightiest Mortal staggered under the force of the blow, throwing the Lord of the Beast Men off his back. He shook his head to clear it, quickly regaining his balance— but not quick enough. A wall of flame rose up before him, and above it a hideous cackling. He was impervious to the fire, but the sudden blaze dazzled him enough to keep him disoriented. The Arson Fiend ringed him with flames.

“We have you now, you Big Red Cheese! At last, you will fall before us!” The weird little man crowed with glee.

“Ha!” Cap took to the air, out of range of all of them but Captain Nazi. “That’ll be the day!”

For all his bravado, Cap was worried. Gathered here were some of his father's most fearsome enemies, and he was confident that he could defeat anyone of them— but all of them at the same time? He had to put some distance between them, give himself some time to consider this with the wisdom of Solomon, plan the best strategy...

But he was not to be given that time. As he rose off the ground, he wondered why Captain Nazi did not take off in pursuit. He saw the villain staring up at a point further along the horizon, a smirk on his cruel face. Realization dawning on him, Cap scanned the sky just in time to see Mr. Atom barreling down upon him like a missile!

Even with the speed of Mercury, he had only enough time to brace for impact. Mr. Atom slammed into him with all the force of a 10 kiloton bomb! The sonic boom broke every glass in Fawcett City, and was heard as far away as Keystone.

Captain Marvel fell to earth, his cape tattered and scorched.

“What... What did he say?” C.C. repeated, looking out at the empty fire escape.

Dudley looked blankly from his older brother to the spot where the magical thunderbolt had struck Billy.

"I— That is, he— he said, you know... that word you used to say." He finished lamely.

For a moment, C.C. just sat on the bed, as he had for the last six years, gazing out the window. But there was something different now. A fire had been lit within him, and it was clearing out the dust and cobwebs of long years and human frailty. His son had returned to him, against all odds— and now that son was out there, facing at least one deadly enemy...

"That word *I* used to say..." He muttered.

And then he did something he *hadn't* done in six years. He peeled back the covers of his bed and attempted to rise on his own.

Dudley rushed to his brother's side, urging him with some concern to lie back down. But C.C. battled against atrophied muscles and creaking bones with as much gusto as he had against Black Adam or Sabbac.

"Please, Dudley." He said in a steady voice, free of the rheum and quaver of the last years. "I can't— I won't!— lose him again!"

So Dudley helped his brother to the window, helped him swing his legs over the ledge to stand on the fire escape, watching him with a dubious look on his plain face.

But C.C. steadied his wobbling legs and managed to stand on his own. He looked to the clear blue sky, and thought he heard the distant rumble of thunder.

Then he looked over to Dudley, and his younger brother was surprised to see a rueful grin spreading across the face of the former invalid.

"You'd better step back— and cover your ears!"

### **Chapter 3: The Return of Captain Marvel!**

Ibac materialized within the Rock of Eternity in a crack and a flash, his long robes sizzling. He was in a vast stone chamber, at one end of which was an empty throne and a dimly burning brazier and tripod. Along the side of one wall were seven hideous stone statues, in various eye-bulging, tongue-protruding poses. Chiseled in the rock beneath each figure was its name: Pride, Envy, Greed, Hatred, Selfishness, Laziness and Injustice.

The Seven Deadly Enemies of Man.

Here he was at last! At the highest altar of evil-doers, before those who would judge and commend him, in whose service he and his fellows had spent all their lives... and the culmination of his long quest of transfiguration!

Their whisperings were never louder or more clear. They seemed to look down upon him eagerly, to goad him into doing their bidding, almost taunting him...

*Speak the Dread Infernal Word, they said, Become our greatest servant!*

So enraptured was he that he had finally found himself before this holy of holies, that he had neglected to give much thought as to why the throne was empty. He dismissed the absence of the wizard as luck or chance— never thinking that Shazam had been prepared for this invasion and had taken steps to resist him!

Ibac opened his mouth, preparing to shout the Word at the top of his lungs— and was utterly astonished that when he did, he made not the slightest sound! In fact, he noticed for the first time that he could hear nothing at all! Not the slap of his boot on the ground, the soft crackle of the fire in the brazier, nor the labor of his own breath. His fury rose in him, and he whirled about, as if looking for the cause of this glamour.

The wizard Shazam stepped out of the shadows, his face grave but confident in the spell that stymied Ibac's plans.

*Disciple of evil, did you think I was ignorant of your foul schemes? The*

wizard's outraged voice boomed in Ibac's head.

*Foolish old man,* Ibac shot back telepathically, *Did you think I'd come alone?*

With that, Ibac extended his hand, tossing something small and green at the wizard. Mr. Mind flew through the air, landing on Shazam's shoulder, quickly inching up his neck into the startled wizard's earlobe.

Shazam fell to the stone floor of the cavern, his hands clamped to the sides of his head, but it was already too late.

*My, what a fascinating brain you have human.* The worm wrapped itself around the thoughts and impulses of the immortal wizard, exerting his control without mercy. *The depth of your understanding is amazing. A pity you haven't the power to appreciate your potential!*

Mr. Mind relentlessly overwhelmed Shazam's will and in seconds was in complete control of the wizard.

*Dispel the magic that steals sound from this chamber, wizard,* commanded the worm.

Shazam's eyes were glassy and unfocused as he waved a hand, restoring the natural order to the cavern.

A cruel smile spread across Ibac's face, pleased that he had thought to bring Mr. Mind along for his assault on the Rock of Eternity. He knew the worm would prove useful...

"Dotard." Ibac backhanded the wizard, savoring the sound of his own voice. Shazam crumpled, like a puppet with its strings cut, to the ground. "Now you will be witness to my ultimate victory, as I speak the Dread Infernal Word!"

"You mean *our* ultimate victory, right earthling?" Came the small voice of the worm, only now crawling from the ear of the still helpless wizard.

"Ah. Yes." Ibac smiled reassuringly at Mr. Mind, then dismissed his ally and with a whirl of his robes, turned back to the statues of the Seven

Deadly Enemies of Man, the Dread Infernal Word ready to spring from his lips...

Captain Marvel rose slowly from the hole he had made in the pavement, nearby citizens of Fawcett City crowding around, looking concerned. In the skies above the town, Mr. Atom was nowhere to be seen, but it was too much to hope for that the explosion had destroyed the maniacal robot.

“Get back, please!” Cap cried to the onlookers, fearing for their safety if the atomic berserker should strike at him again so soon. “Clear the streets!”

Staggering like a punchdrunk prizefighter, Cap found himself face to face with the Arson Fiend, who was weaving his hands in intricate patterns, launching webs of fire at the hero.

Enveloped in flame, the part of him that was Billy Batson had begun to panic— until the wisdom of Solomon reminded him that the power of Zeus protected him from the fire. Still it was hard to see, with all the flaring light. It was then that Captain Nazi took the opportunity to press his own attack!

The Aryan ubermensch barreled into Cap, brushing aside the distracting flames as well, rocking him with punch after punch. Stumbling backward, struggling to stay on his feet, Cap caught sight in his peripheral vision that Nazi was herding him towards King Kull, who was winding up for a massive blow behind him: they were trying to pin him between the hammer and the anvil!

So Cap retreated from Captain Nazi, and let himself be pushed back towards the Lord of the Beast Men— and at just the right moment, he called upon the speed of Mercury and sprang into the air! King Kull’s monster haymaker could not be recalled and slammed straight into Captain Nazi! Nazi went sailing through the air, much to Kull’s astonishment.

There came the sound of deep, rich laughter. Nazi, Kull and Cap himself looked up to see a new arrival on the scene— and all three of them

gaped in wonder!

“Gott in himmel!” Groaned Captain Nazi. “There’s two of them...?”

For standing on the roof of an abandoned truck across the street was *another* Captain Marvel— only this one had a head of white hair, and while he didn’t look exactly young, he fairly glowed with vitality and vigor!

“Dad?” Cap landed on the street, hardly daring to believe his eyes.

“Four against one.” Said the elder Captain. “Hardly seems fair. I thought I could even the odds.” The World’s Mightiest Mortal grinned at his son and put his fists on his hips.

The boy inside the younger Captain started cheering, and he felt a smile return to his face.

“Dad, they don’t stand a chance...” He grinned.

Ibac knelt before the statues of the Seven Deadly Enemies of Man and opened his mouth to at last speak the Dread Infernal Word... only to close it again in some consternation.

He frowned, racking his brain for it... what was it again? He had it on the tip of his tongue only seconds ago... How was this possible? *Had he forgotten it?*

“Of course you haven’t forgotten it.” Came the high, scornful voice of Mr. Mind. “I’ve stolen it from you. Plucked it right out of your memory!”

Panic and fury rising in him, Ibac shot to his feet as Mr. Mind inched across the ground, smirking up at his “ally”.

“Why, you little worm—.”

“Oh, how original.” Mr. Mind piped indignantly. “You say the word as if it were pejorative, but I am an evolved being, my ignorant friend. My kind were plumbing the darkest, deepest secrets of the universe before

earthlings crawled out of this world's oceans! Did you forget I was a telepath, Ibac? Your so-called mystical wards were child's-play to circumvent, and only served to alert me that there was reason to search your mind! I care little for the others, but did you think I would allow you to betray me? Me, Mr. *Mind*?" The worm's voice became shrill. "I allowed you to think you were safe from me so you could get me to the Rock of Eternity, but now that I have taken the Dread Infernal Word from you, I need you no longer—"

Before the conqueror worm could finish his soliloquy, Ibac howled in rage and leaped for him, stamping his booted feet to crush Mr. Mind! But the worm was fast, sliding across the floor, taunting the mad sorcerer...

Forgotten in the confusion, the wizard Shazam, still unable to move under his own volition, sent out an urgent message: *My Captain! To the Rock of Eternity! Come quickly!*

The Captains Marvel had gone to work.

The Monster Society had not bargained for two of them, but they weren't going to give in without a fight, either! King Kull and Captain Nazi charged the Captain nearest to them, Kull the elder, Nazi the younger, but both villains were met with nearly identical sledgehammer blows, sending them hurtling towards each other, crashing together in an unconscious heap. The Arson Fiend screamed and flames sprang up at his command all along the street— but the elder Captain flew straight at the villain, snatched him up as the younger Captain pulled up a fire plug. The villain sputtered and gurgled as he was held under a torrent of water.

"Now that you've had your bath," Cap landed in front of his father and the weakly struggling villain. "Lights out!" He flicked his finger at the Arson Fiend's forehead, the merest tap, but with enough force to knock the villain out.

"Nice." The elder Captain dropped the villain and dusted off his hands with a proud smile.

"I saw you do it to Sivana, once."

*My Captain! To the Rock of Eternity! Come quickly!*

The two heroes exchanged startled looks.

"The wizard!" They said in unison.

But before either of them could do anything, an onlooker cried out in horror, pointing up to the sky. Like a missile launched from hell, Mr. Atom was falling towards them, trailing fire and rage!

"This battle isn't over yet." The elder Captain declared. "You go help the wizard. I'll take care of Atom."

"But Dad, that robot is insane and as powerful as—"

"No time to argue son! Go!"

So saying, the white-haired Captain Marvel lifted off the ground in grim determination, shooting straight towards his enemy. The younger Captain watched his father in wide-eyed admiration— then calling upon the stamina of Atlas and the speed of Mercury, he took off himself for that strange subway entrance...

Ibac scampered across the floor of the chamber, stomping his feet furiously, but he could not catch Mr. Mind. The laughter of the agile little worm goaded the frustrated sorcerer. Finally, Ibac collapsed, exhausted but defeated. He glared at the worm, unable to call to mind any spell at all.

Mr. Mind rose triumphantly on his segmented hindquarters.

"And now, Ibac, witness the fruition of your plans, and my victory over you." Crowed the worm. "As I speak the Dread Infernal Word for which you bargained your soul to the Princes of Hell!"

Ibac cringed inwardly, feeling himself there already.

Mr. Mind turned towards the leering statues of the Seven Deadly Enemies of Man and declared: "I call upon the will of Asmodeus, the guile of Mephistopheles, the might of Orcus, and the terror of Kthulhu! Hear me, O dread, infernal princes, and grant to me the dark majesty of your power..."

The worm took a breath, pausing for dramatic effect...

The wizard pulled himself at last to his feet. The worm distracted, Shazam's will was once again his own. But all he could do was watch...

"**AMOK!**" Screamed Mr. Mind, his weird alien voice echoing through the Rock of Eternity.

And lightning flashed...

Captain Marvel was a blur as he shot down the old subway entrance and into the dark tunnel. He had hated leaving his father behind to deal with Mr. Atom, but there was something in the wizard's voice that could not be ignored: fear.

When Cap at last burst into the mystical chamber deep inside the Rock of Eternity, he was struck dumb by the sight before him. Ibac and Shazam dangled in the clutches of a monster that was almost too terrible to behold. Tentacles writhed out from its green, slimy body, dozens of them, all with fanged suckers. Two carnelian eyes glowed from the depths of the monster, and a long and ropy forked tongue wriggled in the air.

"*Holy Moley!*" Cap cried, appalled at the image before him.

Behind the monster, the statues of the Seven Deadly Enemies of Man seemed to be glowing in victory.

Swallowing his bile, and calling upon all the courage of Achilles he could muster, Cap called out a challenge: "I don't know who or what you are, but I'm only giving you one chance to drop those people before

I send you back to whatever hole you crawled out of!”

The monster, busy tormenting his captives, finally noticed the new arrival.

“Captain Marvel!” It said in a strangely familiar voice. “Now my victory will be truly complete!”

Cap furrowed his brow, floating just out of range of the grasping tentacles. Was this another one of his father’s old enemies?

“Not today, monster! Captain Marvel is back, and I’ve got a lot of aggression to work out!

Something like laughter came from the gaping maw of the monster’s mouth. It whirled the wizard and Ibac around as if they were toys.

“Deluded earthling! This will not end like our conflicts of the past!” Amok croaked. “Then I was trapped in the body of a worm, but now I possess the power of the Infernal Princes Asmodeus, Mephistopheles, Orcus and Kthulhu, not to mention my own magnificent intellect!

“Mr. Mind?” Cap stared disbelievingly at the transformed Venusian.

“No!” Bellowed the monster. “I have spoken the Dread Infernal Word, and now I am something much more!”

The monster lay about himself in great rage, hurling the weakly struggling wizard and sorcerer far from it. It spewed inky darkness and slime and its blows shook the very stone of the chamber. The display was intended to strike terror into the heart of its enemy, but here, in the Rock of Eternity, the power of Shazam crackling around him in little sparks, Captain Marvel felt like he could face any foe. He clenched his fists and prepared to do battle!

Meanwhile, the original Captain met the ballistic threat of Mr. Atom in midair. The killer robot, his conical head down and pointed at the heart of his hated enemy, intended to skewer the Captain and explode himself

in a glorious act of self-immolation.

But the Captain was not cooperating. He flew straight at the nuclear menace, but banked at the last moment, grabbing Mr. Atom by the head and twisting! The robot's head came off with a pop and the crackle of burning circuitry.

The silver-haired hero regarded for a moment the fizzling and blinking paperweight now in his hands, as the decapitated body fell harmlessly to earth.

"Back to the drawing board, eh Mr. Atom?"

It seemed for a moment that the bodiless robot head glowed in rage, but then Captain Marvel wound up and hurled the head as far as he could across the horizon, squinting into the distance as it broke the atmosphere and continued on into space until it burned up in the nuclear furnace of the sun!

The new Captain Marvel was in the fight of his life!

He dove in and out to attack the monstrosity that had been Mr. Mind, rebounding off the thick, warty body. Every time Cap closed with the monster, it snatched at him with its tentacles, sometimes catching him, and slamming him around the chamber.

It wasn't long before Cap realized it was a hopeless fight, despite his enhanced power from being in the Rock of Eternity. Amok possessed an impenetrable hide and indeed seemed to be enjoying the battle. He mocked and taunted Cap all the while, wearing him down. And then, the hero flew in too close, and even the fabled speed of Mercury failed him! The tentacles reached out for him, catching him up in their coils, pinning his arms to his body and holding him fast!

"I have you now!" The monster thrashed about in horrible glee. "This is the end at last, Captain Marvel!"

"Not— ungh!— if I can help it!" Cap struggled in vain, but the coils held

him fast. So he did the only thing he could. “*Shazam!*”

The magical thunderbolt, enhanced tenfold on the Rock, struck Cap and transformed him back to his mortal form. But the force of it hit Amok like a bomb, causing him to lose his grip on Billy, dropping him! The monster was sent crashing into the statues of the Seven Deadly Enemies of Man, several of them cracking around it. Smoke rose from Amok, and the monster was hurt finally, but not out!

Perhaps it was a little of the wisdom of Solomon that had sunk in, but as Billy Batson crawled to his feet, watching as the monster righted itself, *he realized how he could defeat his foe.*

“Alright, Mr. Mind, you’ve got me.” The thirteen year old boy held up his arms in surrender, warily approaching the monster. “I surrender. You’ve won.”

Amok slithered away from the damaged statues, dazed, but suddenly jubilant.

“Of course, was there ever any doubt?” It scoffed, looming over the mortal boy. “After all, I am like unto a god now, whilst you are some stupid earthling.”

Billy craned his neck up to look at the abomination, but without the courage of Achilles it was not easy to behold the terror of Kthulhu the monster possessed. But he had to endure it. He had to allow Amok to think it had really won, so Billy could not afford to change back into Captain Marvel. He had to let his enemy defeat itself...

“Well, c’mon, under all that slime and grossness you are still just a worm after all, aren’t you, Mr. Mind?”

“Insolence!” The monster howled indignantly. “I am not what I once was! True, I still possess all the majesty of my superior intellect, but none of the weaknesses of my former body! And now I will grind all of you here into paste, and then go forth and make slaves of all the nations of this miserable little planet!”

The sight of the raging monster before him was almost too much for

Billy's mortal mind, but he held on to one thought as his mantra: what would his father do? He had to be brave, to act like Captain Marvel, even though he was now just Billy Batson.

"M—M—Mr. Mind, I doubt even one puny earthling will bow before a worm—."

Almost before the words were out, the monster swiped down at Billy with its tentacles, sending the dark-haired little boy sprawling.

"I am no longer Mr. Mind!" Thundered the monster. It dragged itself over to Billy and loomed threateningly over the boy. "And earthlings are a weak, stupid race that will exist only to serve me! Except for you, who I will squash!"

"But M—M—Mr. Mind—."

"Stop calling me that! I am not Mr. Mind!"

*C'mon, you egotistical little worm,* Billy quivered in unfeigned fear, but continued to goad his foe.

"What? You're not the worm who was Mr. Mind—?"

"No!" The monster reared up, all of its tentacles writhing and ready to deliver upon its threat to squash Billy. "I am Mr. Mind no longer! I am *Amok!*"

At the last moment, the monster realized his mistake. All the rage drained from its hideous face to be replaced by shock.

It had spoken the Dread Infernal Word.

The magical thunderbolt pealed again in the chamber, drowning out the monster's last strangled cry. But when the smoke cleared, there was no monster at all, only a stunned little green worm.

Billy had been ready for this. He sprang forward and caught the worm up between his fingers, flicking away the tiny microphone that allowed the worm to talk.

Smiling in relief, Billy held up the wriggling Venusian and told him: "See. I told you were just a little green worm!"

In forced silence, Mr. Mind fumed— and then found himself stuffed in the boy's closed fist.

### **Epilogue**

"... And so today, Fawcett proudly presents the key to the city to its returned favorite son, Captain Marvel!"

The crowds cheered as the World's Mightiest Mortal stepped forward on the platform to accept the honor from the Mayor.

Cap looked out upon the bright sunny day, and couldn't help but feel a catch in his throat. Sure he, with a little help from his predecessor, had thwarted the designs of the Monster Society of Evil. Sure, he was a celebrated hero who had lived up to the legacy of his father, and become, if a little prematurely, all he had hoped to be. But that was also the problem. He had lost much as well. A mother, a childhood... Fifty years of history had passed him by! He got the impression that now the power of Shazam was his wield, Billy Batson was going to have to grow up pretty fast.

But not all today.

He smiled out over the crowd, giving the two elderly men in the front row a special look. The squinty-eyed, silvery-haired man with the cane winked at him, and Captain Marvel knew he had cause to be thankful for what he *did* have.

He took to the sky amidst grateful applause, and for a while basked in the glory and joy of flight.

Until he realized someone was flying next to him.

"Holy Moley!" Cap pulled himself up, on his guard against this strange new visitor, but the man in blue and red just gave him a broad smile.

“No need for alarm, C.C., I just wanted to pay my respects, and welcome you back.” Said the man. Cap noted that he had a big red ‘S’ on his chest.

“Oh!” Cap allowed himself to relax. In the short time he had been in this time period, he already recognized Superman, the greatest hero on Earth. “Thanks, Superman.”

The two clasped hands, and the Man of Steel gave him a penetrating look.

“You’re not C.C., are you?” It wasn’t a question.

Cap shook his head.

Superman seemed to think this over for a moment, absently still shaking Cap’s hand. He narrowed his big blue eyes.

“Billy?”

Cap nodded.

And Superman’s smile grew wider. “He knew you would come home one day. How is he?”

“Better than ever.” Cap answered, reminding himself to tell his Dad that Superman himself was asking about him! “He’s out of bed now, and even made one last appearance as the Captain to help me on my first mission.”

“Give him my fondest regards.” Superman said, still wearing that sincere smile. Then the Man of Steel cocked his head as if listening for something. His expression became rueful, and he told Cap. “I have to fly— a job for Superman and all that.” He had the grace to seem embarrassed.

“It was great meeting you.” Cap waved as Superman floated backward.

“The honor was all mine.” Called Superman over his shoulder. “After all, Captain Marvel is my hero!”

With that, the Man of Steel zoomed away.

Grinning ear to ear, Captain Marvel squinted into the sun and soared higher than he ever had before!

*The End!*

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