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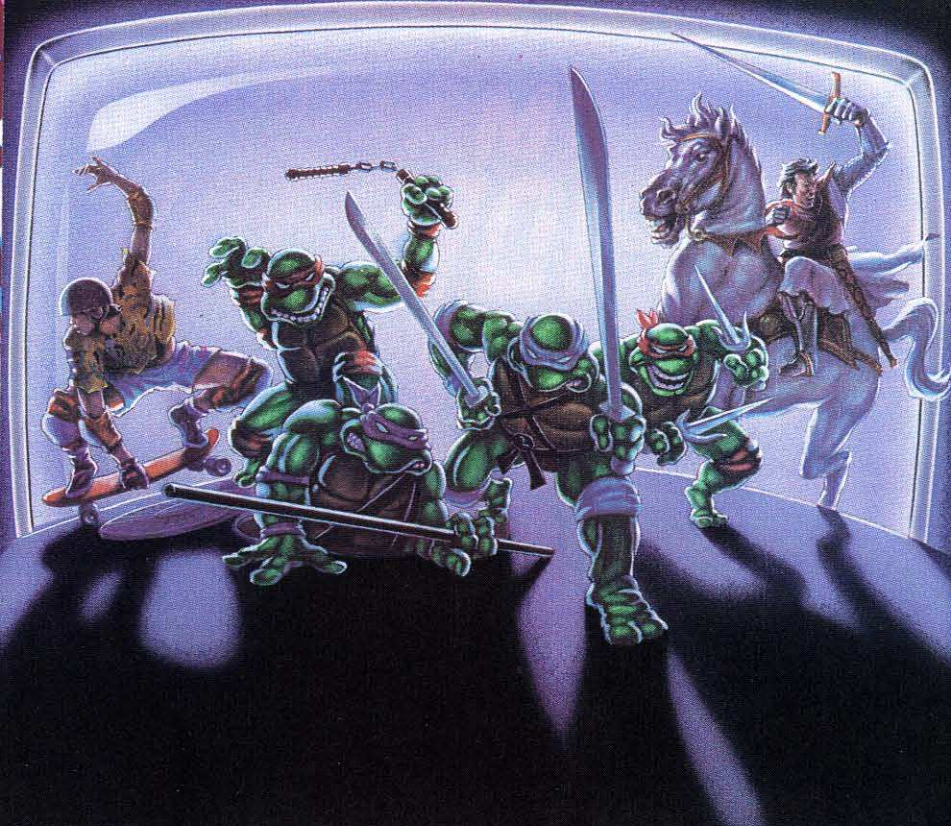
APPROVED
BY THE
COMICS
CODE
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the AMAZING SPIDER-MAN

FROM
CHICAGO
COMES THE
CHAMELEON



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Ultra, the hottest new game generator in town, is about to unleash 3 of the most thrilling games of all time.

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"THE THIEF WHO STOLE HIMSELF!"

LIKE NEWLYWEDS EVERYWHERE, PETER PARKER AND HIS BRIDE, MARY JANE, ENJOY DOING THINGS TOGETHER-- EVEN CHORES AS NORMALLY DULL AS THE WEEKLY GROCERY SHOPPING.

BUT FOR PETER-- THE AMAZING SPIDER-MAN-- EVEN A TRIP TO THE SUPER-MARKET CAN TURN INTO AN ADVENTURE!

HEY, WAIT UP!
HOLD IT!

STOP!

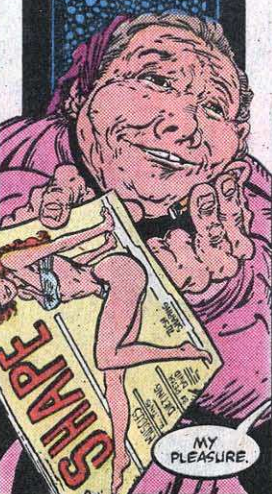


THE AMAZING SPIDER-MAN® Vol. 1, No. 307, Late October, 1988. (ISSN 0274-5232) Published by MARVEL COMICS, A NEW WORLD COMPANY. James E. Galton, President, Stan Lee, Publisher, Michael Hobson, Group Vice-President, Milton Schiffman, Vice-President. Production: OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly except fortnightly June, July and August. Copyright © 1988 by Marvel Entertainment Group, Inc. All rights reserved. Price \$1.00 per copy in the U.S. and \$1.25 in Canada. Subscription rate \$12.00 for 12 issues. Foreign, \$14.00. Printed in the U.S.A. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue), and the distinctive likenesses thereof, are trademarks of the MARVEL ENTERTAINMENT GROUP, INC. POSTMASTER: SEND ADDRESS CHANGES TO SUBSCRIPTION DEPARTMENT, 387 PARK AVENUE SOUTH, 9TH FLOOR, NEW YORK, N.Y. 10016.



YOU'RE *HER*,
AIN'T YA? YOU'RE
ON THE COVER O'
"SHAPE"! I
RECOGNIZED YA
WHEN YA PASSED
THE MAGAZINE
RACK!

COULDJA GIMME YER AUTOGRAPH,
HONEY? OTHERWISE, THE KIDS'LL
NEVER BELIEVE I MET A HONEST-
TA-GOSH *MODEL* IN THE VEGIE
AISLE AT GRISTEDE'S!



MY
PLEASURE.



OH,
REALLY?

SAY,
YOU!
LOOK
KINDA
FAMILIAR,
TOO.



WELL, PERHAPS YOU
CAUGHT ME ON THE TONIGHT
SHOW LAST WEEK, OR
MAYBE SAW MY PICTURE
ON THE BACK COVER OF
"WEBBS," THE BOOK OF
SPIDER-MAN PHOTOS
I TOOK. I'M 3 AHEM...

--PETER
PARKER!



NO, YA AIN'T! YOU'RE
IRVING SPRINKLE!
WE WENT TA PS 62
TOGETHER!

B-BUT, I AM
PETER PARKER!

CHANGED YER
NAME, DIDJA?
TOO GOOD FER
YER OLD FRIENDS?

YA ALWAYS
WERE
LUPPITY!



EVEN IN THE
THIRD GRADE!
3 HMPH!

AH,
FAME.
3 SIGH

C'MON, "IRVING," WE'D
BETTER GET THESE
GROCERIES HOME.

HOME.

THE BEDFORD
TOWERS CONDO-
MINIUM RESIDENCE
ON MANHATTAN'S
UPPER WEST
SIDE.



--BUT THAT GUY'S
OVER HERE MORE
THAN I AM!

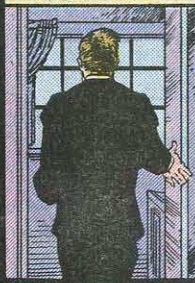


HE DOESN'T LEAVE TILL
TONIGHT-- REDEYE EXPRESS--
BUT I'LL LET YOU KNOW.





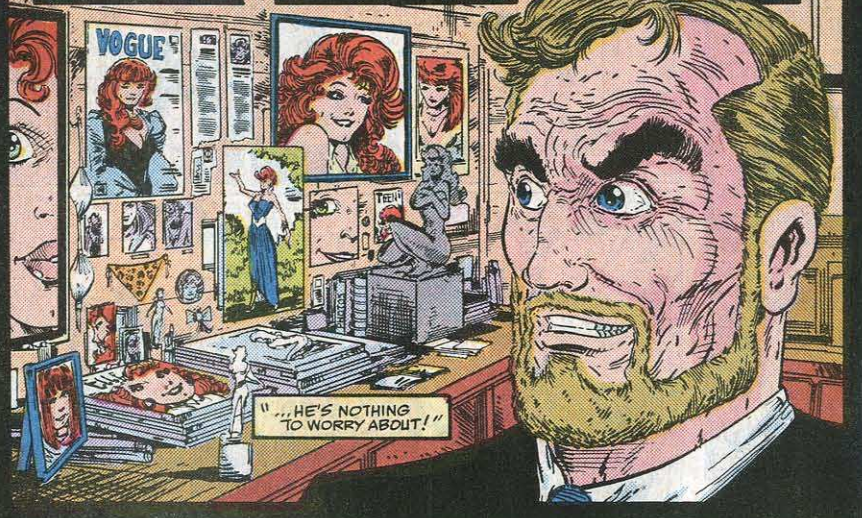
"REALLY, TIGER, YOU SHOULD KNOW BY NOW THAT YOU'RE TOPS IN MY BOOK."



"I MEAN, I DON'T GO AROUND MARRYING EVERY TOM, DICK, AND CORBEN, Y'KNOW!"



"SO FORGET ABOUT JONNY CAESAR. I PROMISE..."



"Look Ma, no more wires."

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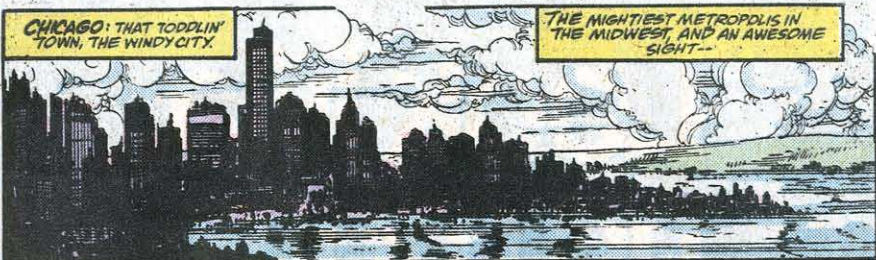
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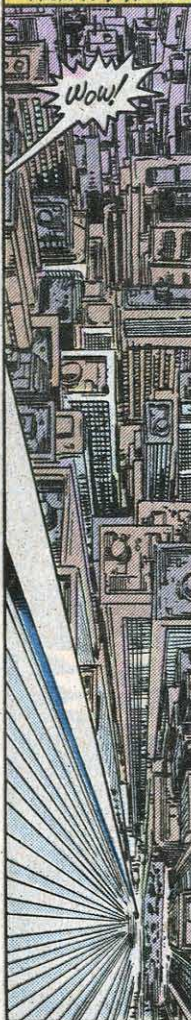
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CHICAGO: THAT TODDLIN'
TOWN, THE WINDY CITY.

THE NIGHTTIEST METROPOLIS IN
THE MIDWEST, AND AN AWESOME
SIGHT--



--FROM ANY ANGLE!



Wow!



THOSE WERE MY SENTIMENTS
WHEN I FIRST CAME TO THE
SEARS TOWER TOO, PETER.
IT'S THE WORLD'S TALLEST
BUILDING, AND THIS **SKY
DECK** IS 103 STORIES
UP!

SOME
VIEW!

I'M GLAD YOUR
PUBLICITY FIRM
WAS ABLE TO FIND
TIME IN MY SCHEDULE
FOR A LITTLE SIGHT-
SEEING, GINNY.

OUR
PLEASURE.

WE **DO** HAVE
SOMETHING TO
CELEBRATE.
AFTER ALL--

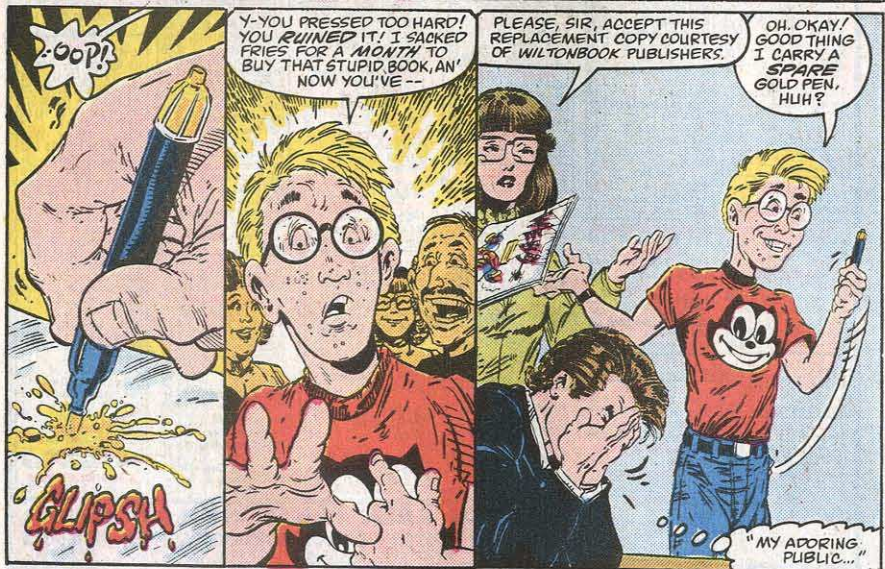
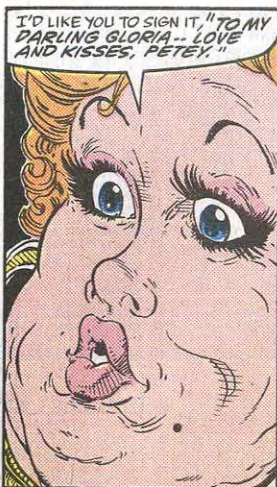
-- GETTING YOUR BOOK INTO THE
DISPLAY WINDOW AT **KROCH'S &
BRENTANO'S** WAS QUITE A
COUP!



READY FOR
THE FOLLOW-UP
BOOK-SIGNING?

LEAD ON,
MS. EDWARDS!
I'M ALWAYS
READY TO MEET
MY ADORING
PUBLIC!





ELSEWHERE.

**THE HIGH-RISE
OFFICE OF
BUSINESSMAN
WILLIAM DUKANE.**

I'LL BE LEAVING
NOW, MS. KELLER.

YES,
SIR.

I DON'T GET IT. MR. DUKANE'S BEEN
CANCELING APPOINTMENTS, TAKING
OFF EARLY, SEEING PEOPLE LINKED
TO ORGANIZED CRIME!

IT'S ALMOST
LIKE HE'S
TURNED INTO
SOMEONE
ELSE!

OUTSIDE...

YES, SIR.
THE TAPES
YOU WANTED
ARE RIGHT
NEXT TO THE
WET BAR.

EXCELLENT,
ALBERT.
GOOD JOB!

MUST BE SOME
KINDA MID-LIFE
THING. THE BOSS
USED TO HAVE ME
RENT THAT
RACY
STUFF

UNHOLY THREE
Phantom of the Opera
HUNCHBACK OF NOTRE DAME

NOW, ALL
HE WANTS ARE
OLD LOW
CHANCEY
FLICKS!

HOWEVER, ONCE HOME IN HIS STATE STREET
PENTHOUSE, WILLIAM DUKANE'S MIDDLE-AGED
GAIT BECOMES SPRIER, HIS BOWED BACK
STRAIGHTENS.

AND HE SMILES AS HE
CROSSES TO A GUEST
ROOM--

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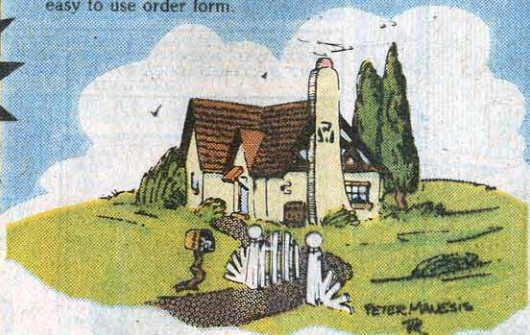
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* IN AMAZING
SPIDER-MAN
1. -- J.S.

BUT THEN, I WAS SO YOUNG WHEN I
BEGAN, SO IMPULSIVE AND THOUGH
MY FIRST EFFORTS WERE SOUND
ENOUGH -- USING DISGUISES TO OBTAIN
SECRET PLANS AND GOVERNMENT
DOCUMENTS -- I SOON LOST DIREC-
TION, TURNED TO OUTRIGHT
CRIMINAL PURSUITS, STEALING
PAINTINGS AND SUCH TO SUPPORT
AN ELEVATED LIFESTYLE!



* IN AMAZING
SPIDER-MAN
80. -- J.S.

I EVEN LET MY HATRED
OF SPIDER-MAN BLIND
ME, PUT ME IN UNNECESSARY
DANGER, OUT OF SOME SILLY
MACHO URGE FOR REVENGE! *

BIP



* IN AMAZING SPIDER-MAN
186. -- J.S.

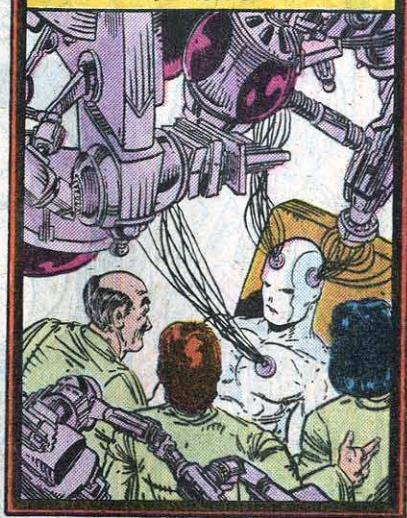


IT WAS ONLY MONTHS AGO THAT I REGAINED FOCUS, THAT I DECIDED TO DEDICATE MY LIFE TO MY ORIGINAL DREAM.

AND TO MAKE THE ULTIMATE COMMITMENT TO THAT DREAM!

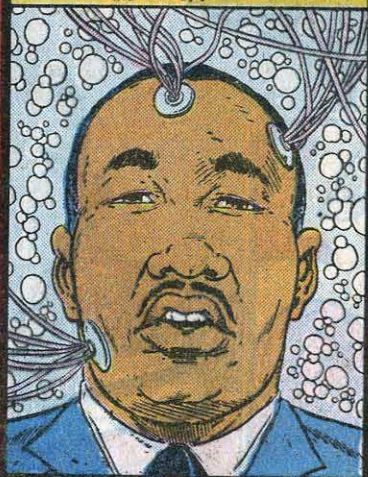


"I USED WHAT WEALTH I'D ACCUMULATED TO FINANCE THE DEVELOPMENT OF A UNIQUE SERUM, ONE THAT ALTERED MY VERY FLESH, MAKING IT FEATURELESS, BUT COMPLETELY MALLEABLE!"

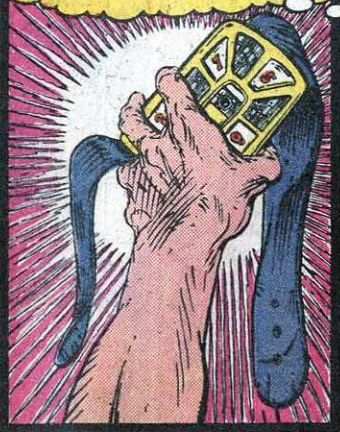


"THE APPLICATION OF CONTROLLED ELECTRICAL STIMULI COULD THEN MOLD THAT FLESH INTO THE PERFECT LIKENESS OF ANY ONE I WISHED TO IMPERSONATE! TRUE, I NO LONGER HAD MY FACE-- BUT I COULD STEAL ANY OTHER FACE I CHOSE! INSTANTLY!"

AND WITH THE ADDITION OF A SPECIAL COSTUME, MADE OF MEMORY MATERIAL THAT ALSO RESPONDED TO ELECTRICAL IMPULSES TO ALTER APPEARANCE, I WAS ALMOST READY!



"THE FINAL TOUCH WAS A COMPUTERIZED BELT CONTROL SYSTEM, INCLUDING A MINI-GENERATOR PROGRAMMED WITH HUNDREDS OF FACIAL PATTERNS, AND A VIDEO SCANNER THAT ALLOWS ME TO ADD ANY FACE I SEE TO MY REPERTOIRE!"



I NOW HAVE THE POWER, THE PURPOSE, AND THE MOBILITY TO BRING ABOUT A LONG-DELAYED DESTINY...



"...THE UTTER DESTRUCTION-- POLITICALLY, ECONOMICALLY, AND STRATEGICALLY-- OF THE UNITED STATES OF AMERICA! I SWORE THEY'D SUFFER FOR WHAT THEY DID TO ME SO MANY YEARS AGO! AND THAT PAYMENT BEGINS TOMORROW!"

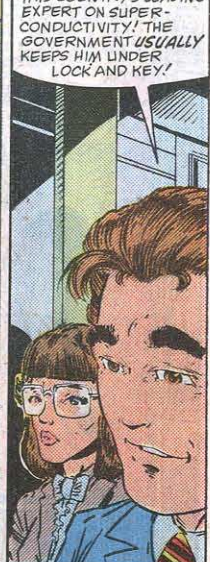
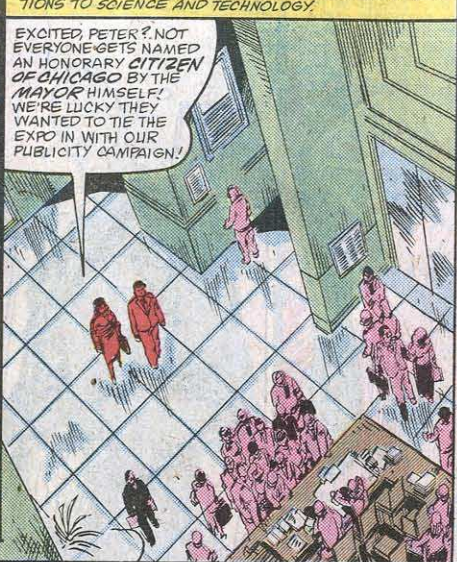
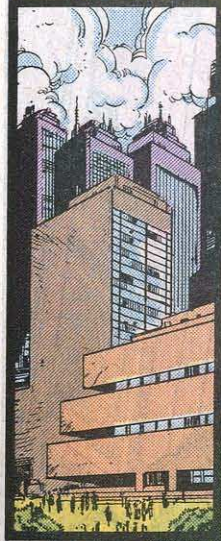


LIKE A 5 a.m. WRONG
NUMBER ON YOUR FIRST
DAY OFF IN WEEKS,
TOMORROW INEVITABLY
HAPPENS.

WHILE AT A MIDTOWN CONVENTION CENTER, PETER
PARKER AND GINNY EDWARDS ARRIVE AT A SUMMER
EXPO DESIGNED TO SHOWCASE CHICAGO'S CONTRI-
BUTIONS TO SCIENCE AND TECHNOLOGY.

EXCITED, PETER? NOT
EVERYONE GETS NAMED
AN HONORARY CITIZEN
OF CHICAGO BY THE
MAYOR HIMSELF!
WE'RE LUCKY THEY
WANTED TO TIE THE
EXPO IN WITH OUR
PUBLICITY CAMPAIGN!

I'M MORE EXCITED
ABOUT THE EXPO'S
GUEST SPEAKER: DR.
EDMUND DEBEVIC IS
THIS COUNTRY'S LEADING
EXPERT ON SUPER-
CONDUCTIVITY! THE
GOVERNMENT USUALLY
KEEPS HIM UNDER
LOCK AND KEY!



AND APPARENTLY
FOR GOOD REASON!

DR. DEBEVIC
IS ABOUT TO
BEGIN HIS
LECTURE.

-- TO GO TO
WORK!



NOW, IF THOSE LOCALS I HIRED
ARE AS RELIABLE AS I WAS
TOLD THEY'D BE...

WHICH MEANS
IT'S TIME FOR
ME--

POLICE
FILE
C.P.O.





OKAY, BOYS, WE WERE PAID A SMALL FORTUNE TO PROVIDE A DISTRACTION. SO--



--LET'S START DISTRACTING!

EVERYONE!
HANDS UP!
THIS IS A
ROBBERY!



CALL FOR A BACK-UP! AND FORM A CORDON AROUND DR. DEBEVIC! DON'T LEAVE YOUR POSTS UNLESS--



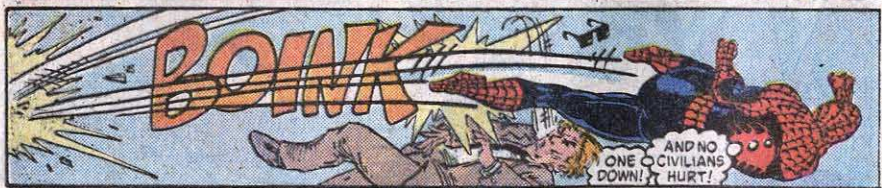
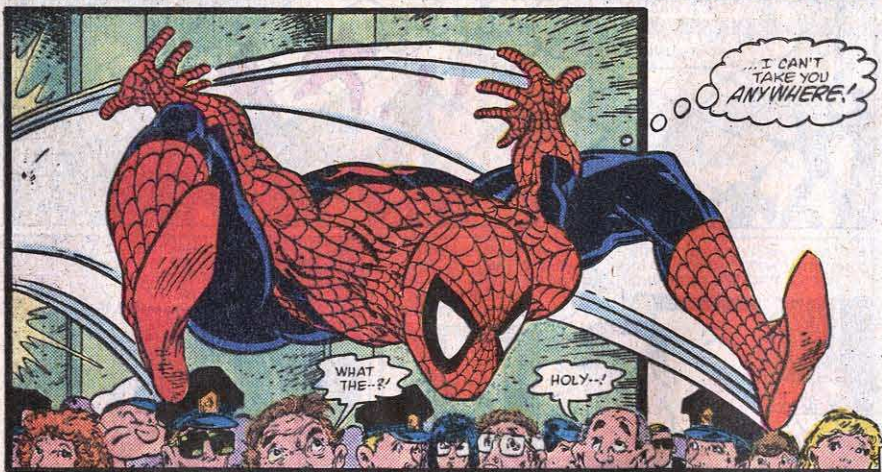
NO! YOU MEN HANDLE THOSE TERRORISTS! SHOOT TO KILL! I'LL PROTECT DEBEVIC!

CAPTAIN TURNER?! BUT I THOUGHT YOU WERE COORDINATING THINGS BACK AT HEADQUARTERS!

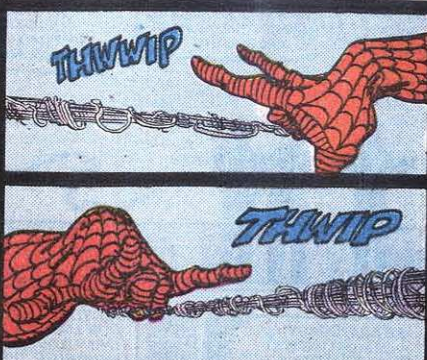
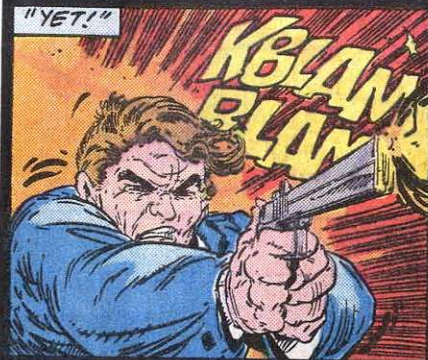
I WAS!



BUT I DECIDED I COULD BE MORE EFFECTIVE HERE...



"YET!"

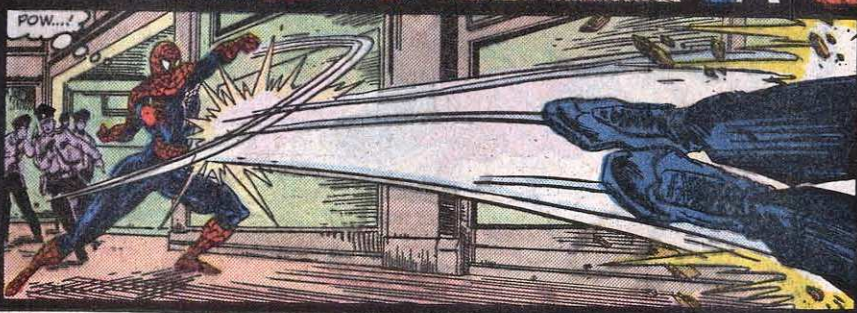


THIS BEING A SCIENCE EXPO, I SHOULD PROBABLY TALK IN TERMS OF MY WEBBING'S "TENSILE STRENGTH," BUT CONSIDERING YOUR LIKELY I. Q., LET'S JUST SAY THAT IF YOU PULL THAT TRIGGER AGAIN--

-- THE BACKFIRE WILL PROBABLY TAKE YOUR HAND OFF! COMPREHEND?

WHAT'S SPIDER-MAN DOIN' IN CHICAGO? HE NAILED DEAN AN' JERRY IN ABOUT THIRTY SECONDS! I GOTTA BEAT IT BEFORE HE GRABS M--

...EEEEEEEEP!





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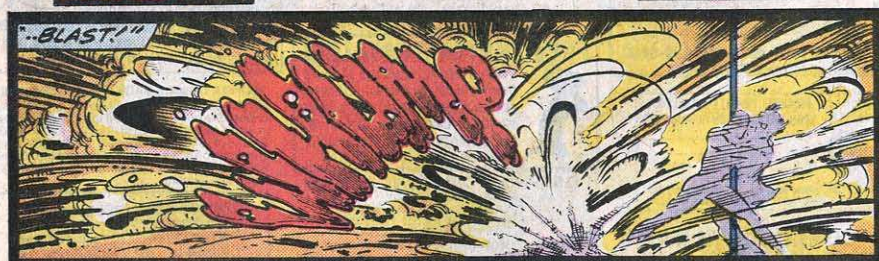
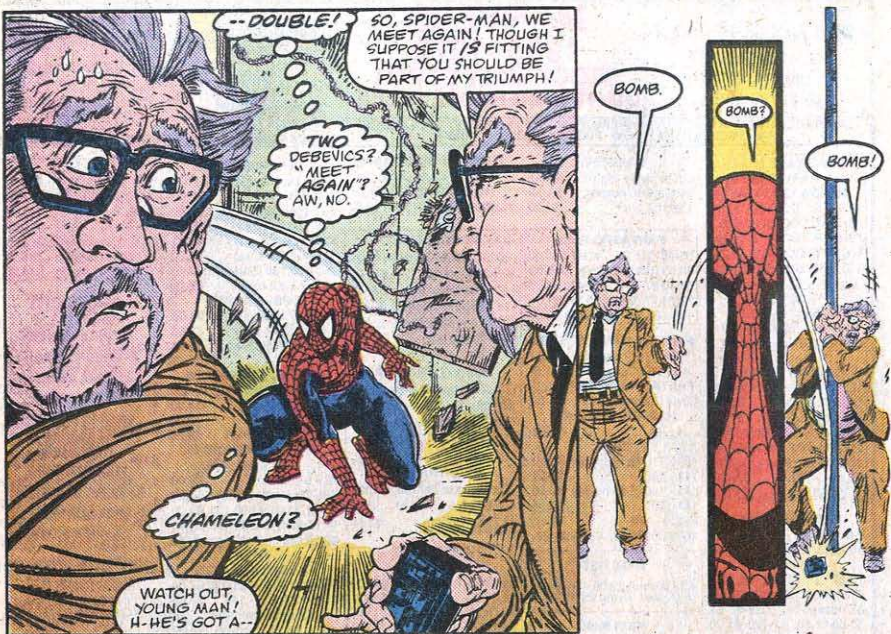
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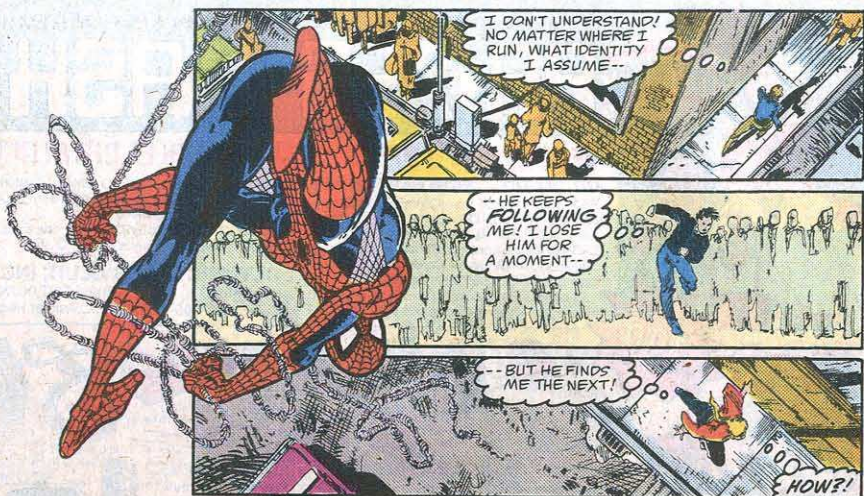
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RIPPER RATIONS

QUOTE OF THE MONTH:

"Always figured we X-MEN led charmed lives — That, no matter what, we'd pull through, live forever. The joke sure was on me."

— Kitty Pryde, *Shadowcat*
EXCALIBUR #1

ITEM: We know your startled sensibilities are still reeling from last month's amazing announcement of how mighty Marvel's upper editorial echelon has recently undergone an upheaval. But wait — there's more! We've recently added three new frantic faces to our chaotic core of assistant editors, and they are: *Joshing James DiGiovanni* (a recent graduate of Wesleyan University in Connecticut who will be assisting *Battling Bobbie Chase*), *Acquiring Andrew Perry* (one of our former college interns who has been paired with *Credible Craig Anderson*)

and *Sassy Sara Tuchinsky* (who worked as an Epic intern and now serves with *Grouchy Gregory Wright* in our Special Projects Department.) Let's give our terrific trio a hearty welcome! After all, the assistants of today are your editors of tomorrow!

ITEM: Hyboria's astral over the June wedding of Marvel's own Jubilant *Geoff Isherwood* (the incredible embellisher of a certain well-known Cimmerian) and writer/artist (*Red*) *Sorja Skarstedt*. So raise your flagons and unleash a tumultuous toast to a match made in Valhalla!

ITEM: Let's all give a rousing welcome to the two newest additions to mighty Marvel's baby brigade! *IRON MAN* penciler *Jackson Guice* and his winsome wife *Julie* announced the birth of their daughter *Elizabeth Diane*, who arrived on February 16... and *Ron Wagner* (of G.I. JOE penciling fame) and his scintillating spouse *Cindy* happily informed us that little *Nikki* bounced into their lives on March 5. Congratulations to all four proud parents!!



Pro file: TERRY KAVANAGH

Editor: MARVEL COMICS PRESENTS, EXCALIBUR, SPEEDBALL, WOLFPACK (LS), and HERO (LS)

Marvel freelance credits (past): ANIMAX and KICKERS, INC.

Marvel freelance credits (present): SOLO AVENGERS Stories.

My hobbies are: Semi-legal.

The single work of which I am most proud is: Pretty darn good.

My pet peeves are: Almost housebroken.

My place of birth is: Not yet a shrine.

My greatest accomplishment outside the comics field is: A long story.

My oddest habit is: Not suitable for print.

If they were making a movie of my life, I'd like to see my part played by: A nineteen-year-old.

The reason I got into comics was: Extremely interesting.

People who knew me in High School thought I was: in grammar school.

My favorite performers are: Double-jointed.

The last good book I read was: \$5.95.

The last good movie I saw was: \$4.00.

The biggest influences on my work include: My creditors.

My greatest unfulfilled ambition in the comics field is: A great frustration to me.

The worst part of my job is: Not done yet.

When nobody's looking I like to: Try and get their attention back.

The one thing I really want the world to know about me is: Top-secret.

CHECKLIST

- DAREDEVIL #259
- MARVEL AGE MAGAZINE ANNUAL #4
- WEST COAST AVENGERS #37
- WOLFPACK Limited Series #3
- EXCALIBUR #1
- G.I. JOE #77
- G.I. JOE SPECIAL MISSIONS #14
- WEB OF SPIDER-MAN #43
- THE UNCANNY X-MEN #235
- THE BLACK PANTHER Limited Series #4
- STRIKEFORCE: MORITURI #22
- WHAT THE—? #3
- TALES OF G.I. JOE #10
- NICK FURY VS. S.H.I.E.L.D. Limited Series #4
- CAPTAIN AMERICA #346
- SOLO AVENGERS #21
- SPEEDBALL #1
- STRANGE TALES #19
- THE AMAZING SPIDER-MAN #306

- THE NEW MUTANTS #68
- ALPHA FLIGHT #63
- MARVEL COMICS PRESENTS #4
- THE X-MEN ANNUAL #12
- MARVEL AGE MAGAZINE #67
- THE INCREDIBLE HULK #348
- MARVEL TALES #216
- THE AVENGERS #296
- THE PUNISHER #12
- THE SILVER SURFER #16
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- WEB OF SPIDER-MAN ANNUAL #4
- MARVEL FANFARE #40
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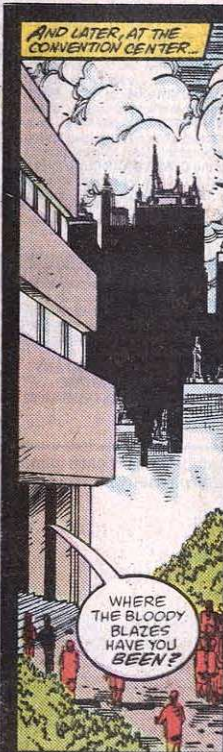
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- MARVEL SPRING SUPER SPECIAL #1
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A WRAP!



WHEWE LONG DAY,
HUH, SANDY?

MM-HM.
BUT I'LL BET
BLOOMIES
SELLS A LOT OF
SWIM
SUITS!

NEVERTHELESS
BACK AT THE
BEDFORD...

I'M
GONNA
SLEEP
FOR A
MONTH!



WELL, MAYBE I'LL
GET UP FOR A WHILE
WHEN PETER--

--THAT SMELL.
CIGARETTES?



BUT PETER
AND I DON'T
SMOKE! SOME-
ONE ELSE
HAS--

M-MAYBE
I'D BETTER
CALL THE--



WE'LL TURN THE
LIGHTS ON FOR YOU,
MA'AM.

WOULDN'T WANT
YOU BUMPING INTO
ANYTHING IN THE
DARK.

WH-WHO
ARE YOU?

THEY'RE...
"FRIENDS"
OF MINE,
MARY JANE.

JONATHON?! H-HOW
DID YOU GET IN?

AS
OWNER
OF THIS
BUILDING,
MY DEAR,
OBTAINING
A PASSKEY
WASN'T
DIFFICULT.

WANT? WHY, WHAT
I'VE WANTED FOR
MANY YEARS. WHAT
I'VE PLANNED SO
METICULOUSLY
TO OBTAIN.

YOU.

IN ESSENCE,
DEAR LADY,
WHAT I WANT
IS PRECISELY
WHAT I NOW
HAVE.

BUT
WHAT
DO YOU
WANT?

THE BEDFORD
TOWERS IS AN
OLD BUILDING.
ITS THICK,
THOUGHTFUL
WALLS MUFFLE
NOISE, PREVENT
DISTURBING
SOUNDS

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