

MARVEL®

THE WORLD'S GREATEST COMIC MAGAZINE!

HEY!



TM
\$1.00 US
\$1.25 CAN
317
JUL
© 02457
APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

HAS **VENOM** BECOME KINDER AND GENTLER?

READ OUR LIPS, SPIDEY--
NO WAY!



McFARLANE



BOMB BLAST SUIT
Shields you from explosions.



FLASHLIGHT
Illuminates underground passages.



MINES
Set them in key locations. Up to three per screen.



INGRAM MAC-II
Semi-automatic submachine gun. Silencer optional.

GEAR UP



BARETTA M92F
Single-action hand gun. Silencer optional.



ANTIDOTE
Neutralizes poisons.



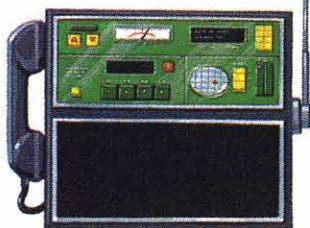
ROCKET LAUNCHER
Destroy enemy equipment from a safe distance.



BODY ARMOR
Will reduce damage by 50%.



MINE DETECTOR
Discovers location of enemy mines.



TRANSCIVER
This is your most valuable piece of equipment. With it, you'll receive vital information from headquarters telling you where to find essential weapons and supplies.

COMPASS
Helps you navigate through uncharted deserts.



ANTENNA
Allows you to use transceiver despite enemy jamming devices.



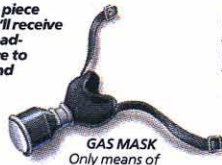
IRON GLOVE
Allows you to locate hidden doors with a single punch.



OXYGEN TANK
Keeps you breathing underwater.



GRENADE LAUNCHER
Launch deadly grenades into strategic locations.



GAS MASK
Only means of survival in gassed out areas.



INFRARED GOGGLES
Used to detect infrared alarm sensors.



BINOCULARS
Allow you to see one screen ahead without risking your life.



PLASTIC EXPLOSIVES
For perfectly timed explosions.

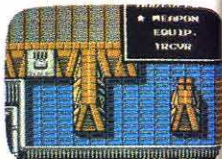


REMOTE CONTROL MISSILE
Guide it with your control pad.

METAL GEAR™

Your Nintendo Entertainment System® has never seen a weapon as destructive as METAL GEAR. To help you destroy it, ULTRAGAMES has supplied the equipment. To get through the METAL GEAR maze, you'll have to supply the wits.

ULTRA™
GAMES



ULTRAGAMES™ is a trademark of Ultra Software Corporation. METAL GEAR™ is a trademark of Ultra Software Corporation.

AT THE FOREST HILLS BOARDING
HOUSE OWNED AND RUN BY MAY
PARKER--

-- HER YOUNG NEPHEW,
PETER, HAS A PRACTICAL
THOUGHT--

GOTTA
ACT
NORMAL!



OKAY, SO EDDIE BROCK ESCAPED
FROM PRISON, SO THE LIVING COSTUME
HE WEARS GIVES HIM INCREDIBLE
POWER AS VENOM!



SO HE
KNOWS I'M
SPIDER-MAN
AND HAS SWORN
TO KILL ME!

HE STILL DOESN'T
KNOW WHERE I LIVE,
AND THAT SHOULD
GIVE ME TIME TO
FIGURE A WAY OUT
OF THIS MESS!



TILL THEN I'VE GOT TO
ACT LIKE NOTHING'S WRONG,
SO I WON'T WORRY AUNT
MAY. THAT'S WHY I
AGREED TO GO SHOPPING
WITH HER THIS MORNING.

I CAN THINK
ABOUT BROCK
ON THE WAY.

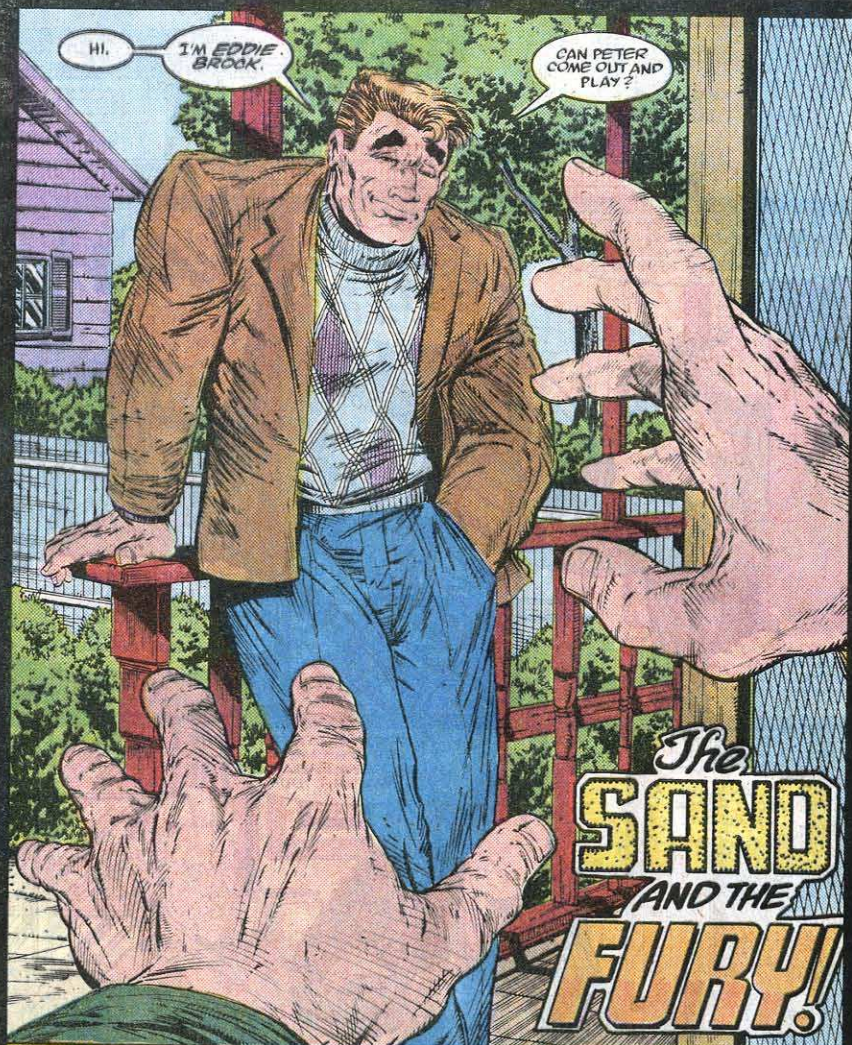
AFTER YOU, PRETTY
LADY. CAN'T KEEP
THOSE SALES CLERKS
WAITING, YOU--



--NO!



Stan Lee
PRESENTS: **THE AMAZING SPIDER-MAN®**



The
SAND
AND THE
FURY!

DAVID
MICHELINIE
WRITER

TODD
McFARLANE
ARTIST

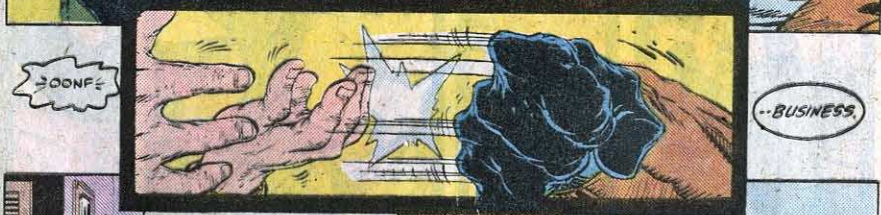
RIK
PARKER
LETTERER

BOB
SHAREN
COLORIST

JIM
SALICRUP
EDITOR

TOM
DeFALCO
EDITOR IN CHIEF

THE AMAZING SPIDER-MAN® Vol. 1, No. 317, July, 1989. (ISSN 0274-5232) Published by MARVEL COMICS, James E. Galton, President, Stan Lee, Publisher, Michael Hobson, Group Vice President, Publishing, Milton Schiffman, Vice President, Production, OFFICE OF PUBLICATION, 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10019. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly except for two issues in June, July and August. Copyright © 1989 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. Canada and 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 institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or the distinctive likenesses thereof, are trademarks of MARVEL ENTERTAINMENT GROUP, INC. POSTMASTER: SEND ADDRESS CHANGES TO SUBSCRIPTION DEPARTMENT, 387 PARK AVENUE SOUTH, 9TH FLOOR, NEW YORK, N.Y. 10016.



--OH, I WAS SO UPSET ABOUT LOSING THE CLOTHES--MORE MONEY DOWN THE DRAIN-- THAT I FORGOT THE CHANGE OF ADDRESS FORMS I HAD IN MY POCKET!

OKAY, AT LEAST AUNT MAY'S OUT OF DANGER! BUT WHAT NOW?

I GIVE UP, BROCK. HOW DID YOU FIND ME?

VERY EASILY. YOU LEFT SOME CLOTHING BEHIND AT OUR PREVIOUS ENCOUNTER.*

YEAH? SO WHA--

*SEE LAST ISSUE.--J.S.

THAT STILL DOESN'T EXPLAIN WHY YOU DIDN'T ATTACK, MAKE ME REVEAL MY SPIDER-POWERS IN FRONT OF EVERYONE.

A BATTLE IN THE SUBURBS MIGHT HAVE HURT INNOCENT PEOPLE. I LIKE TO AVOID THAT... WHEN POSSIBLE.

WE'VE

Please be
PETER and
PARKER
residing

20 Ingram
Forest Hills, N
Tel. (718) 55

AS FOR YOUR BELOVED "SECRET IDENTITY," WELL, I WANT YOU FOR MYSELF! IF YOUR DUAL IDENTITY WERE PUBLICLY KNOWN, THERE'D BE TOO MUCH COMPETITION FOR YOUR SCALP! I HAVE NO INTENTION OF REVEALING YOUR SECRETS.

AS LONG AS YOU PLAY BY THE RULES!

BUBBLE BOBBLE IS DINO-MIGHT!

(FOR YOUR NINTENDO ENTERTAINMENT SYSTEM.™)

TAITO™

**BUBBLE
BOBBLE**

THESE ARE TWO HUNGRY DINO-MIGHTS,
AND THEY'VE GOT BUBBLE FIGHT'N
FUN DOWN TIGHT. You and your two
brontosaurus buddies, Bub and Bob,
are up to your brows in bubble trou-
bles. You've got to battle battalions
of bullies by blowing and bursting
billions of bubbles. It's a fast-paced
bubble banquet through 100 screens
of slap happy suds. Got an appetite for
fun... then get blowin'.

These are two hungry dino-
mights and they've got bubble
fight'n fun down tight.

Bubble Bobble™ is totally
addictive action. Computer
Entertainer Magazine says
"it's impossible to resist...you
want to play over and over
again." Bubble Bobble™ has
been Europe's #1 game for
over 3 months. You'll scramble
through 100 screens of laughs
as your brontosaurus buddies,
Bub and Bob, blow you away
with endless action. If you're
lookin' for fun, these dudes are
the ones.

For more arcade quality fun
at home, grab Taito's other
action packed bits for the
Nintendo Entertainment Sys-
tem.® Operation Wolf®, the
awesome prisoner rescue mis-
sion and the world's number 1
arcade game. Renegade™, the
fast paced street-style Karate
brawl. And coming soon, Sky
Shark®, the arcade's meanest
air battle.



Licensed by
Nintendo® for play on The



Nintendo

ENTERTAINMENT SYSTEM™

TAITO
THE ONLY GAME IN TOWN.™

has evaluated the quality of these products. Licensed by Nintendo® for play on the Nintendo Entertainment System.® Nintendo® and Nintendo
Entertainment System® are trademarks of Nintendo of America Inc. Taito™ and Bubble Bobble™, Renegade™, Sky Shark® and Operation Wolf®
are trademarks of Taito America Corporation. Copyright © 1989 Taito America Corporation. All rights reserved. Advertisement by: Quelly & Company, Inc. (Chicago).

AND JUST WHAT
DO YOU HAVE IN
MIND?

IN THE YEARS I SPENT AS A
REPORTER FOR *THE DAILY
GLOBE*-- BEFORE YOU
DESTROYED MY CAREER BY
PROVING ONE OF MY BEST
STORIES TO BE *UNTRUE*--
I LEARNED A LOT OF
THINGS.

ONE WAS THAT THE
GLOBE'S PUBLISHER
HAS AN ESTATE ON LONG
ISLAND: *SEACREST*, ON
THE TIP OF MONTALIK.

I WANT YOU TO MEET ME
THERE TOMORROW. AT
SUNUP THE PLACE IS
DESERTED IN WINTER SO...

... WE WON'T BE
DISTURBED!

I'LL BE
THERE.

YES.
SO WILL
WE.

"PLAY BY THE RULES"?! RIGHT!
AND END UP LIKE THE *BRITISH*
REGULARS DID AGAINST
THE *MINUTE*
MEN!

VENOM ALMOST KILLED
ME IN OUR LAST BATTLE!
AND THIS TIME OUT--

210 21
**Advanced
 Dungeons & Dragons**
 2nd Edition

**Player's
 Handbook**



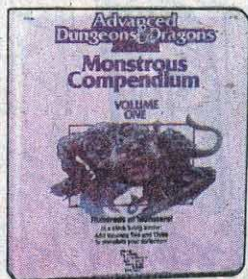
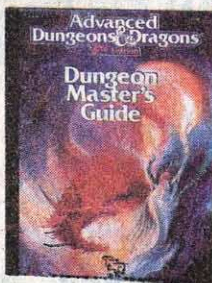
**YOUR
 TOUGHEST
 OPPONENT
 SHOULDN'T
 BE THE
 RULEBOOK.**

We think it's time that the rulebooks were on your side. Introducing **ADVANCED DUNGEONS & DRAGONS®** 2nd Edition game system, the revised, player-friendly edition of the world's most popular role-playing game.

After 15,000 letters, years of research, and many hours of playtesting, the game system you've been waiting for is here. We've revised our handbooks to be more concise and better indexed. Awkward mechanics have been cleaned up, and rule changes have been made to improve play. Revised tables, charts and stats make for a smoother game, and powerful new graphics create vivid images for campaign play. In short, the best just got better.

But fear not. AD&D® 2nd Edition products are designed to improve your game. All AD&D 2nd Edition products are compatible with existing AD&D products.

So arm yourself with the new AD&D® 2nd Edition *Player's Handbook*. With what's in store for you on your journey, the last thing you need is another opponent.

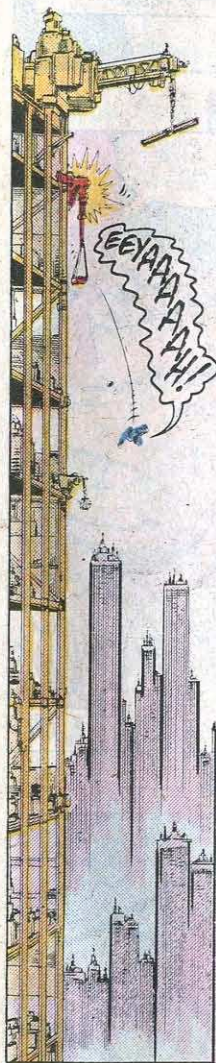




MANHATTAN.

MOMENTS
LATER.

A HAPLESS
HARDHAT FALLS
TO HIS DEATH.



EEYAAAH!!!

NEARLY.



SORRY,
PAL! NO
FLYING IN THIS
BURG WITHOUT
A LICENSE!

OR A
WEBLINE!

SPIDER-MAN!
Y-YA SAVED
MY LIFE!

THANKS.



WITH MY POWERS, HELPING
PEOPLE IS EASY. NOW COMES
THE **HARD** PART: ASKING
PEOPLE TO HELP **ME**!

THEY'LL
PROBABLY
LAUGH...!

WHAT
IS THIS, A
JOKE?

FOUR FREEDOMS PLAZA, HOME OF
THE FANTASTIC FOUR.

LOOK, BEN, AS *THE THING*, YOU WERE PART OF
THE F.F. WHEN THEY WERE ON THE
BEYONDER'S PLANET! YOU KNOW
THAT'S WHERE THE ALIEN SYMBIOTE
COSTUME CAME FROM, WHERE IT
FIRST TRIED TO MELD WITH ME.

AND YOU KNOW
THAT IT *HATES*
ME BECAUSE I
REJECTED IT!

NOW
IT'S MELDED
WITH *EDDIE
BROCK*, WHO
HATES ME ALMOST
AS MUCH! WHEN
THEY BECOME
VENOM, THEY'RE
ONE OF THE
DEADLIEST FOES
I'VE FACED!

I NEED
HELP!

* THIS STORY
TAKES PLACE
BEFORE THE EVENTS
IN *FANTASTIC
FOUR* # 226... J.S.

THEN YOU
GOT IT!

I'LL GATHER THE REST O' THE
TEAM TOGETHER AN' PUT 'EM
ON STANDBY!



TAKE NO PRISONERS.

OPERATION WOLF® FOR YOUR NINTENDO ENTERTAINMENT SYSTEM®

TAITO

TAKE NO PRISONERS

OPERATION

WOLF


The time has come for someone to teach the terrorists what terror is all about. The only way to stop them is to get in, strike hard and get out fast. Terrorists be warned... Operation Wolf is coming.

THE
WORLD'S
#1 ARCADE
GAME!

Now you can thrill to the world's best arcade game right on your Nintendo Entertainment System®. Operation Wolf® takes you on a prisoner rescue mission you'll never forget. Mind-blowing arcade quality graphics put you behind enemy lines where you must destroy the terrorists and save helpless prisoners. One play and you'll know why it's the world's number 1 arcade game. Operation Wolf® uses Nintendo Zapper® or standard controller.

For more arcade quality fun at home, grab Taito's other action packed hits for the Nintendo Entertainment System®. Renegade™, the fast paced street-style Karate brawl. Bubble Bobble™, the totally addictive dinosaur delight. And coming soon, Sky Shark®, the arcade's meanest, most explosive high-flying World War II air battle.

TAITO
THE ONLY GAME IN TOWN.™

 has evaluated the quality of these products. Licensed by Nintendo® for play on the Nintendo Entertainment System®, Nintendo®, Nintendo Zapper® and Nintendo Entertainment System® are trademarks of Nintendo of America Inc. Taito®, Operation Wolf®, Renegade™, Sky Shark®, Bubble Bobble™ are trademarks of Taito America Corporation. Copyright © 1989 Taito America Corporation. All rights reserved. Ad by: Qually & Company, Inc. (Chicago).

FOR SOMEONE WHO'S SURVIVED THIS LINE OF WORK SO LONG, YOU'RE EMBARRASSINGLY EASY TO FOLLOW!

BLAST! I RELY ON MY SPIDER-SENSE TO WARN ME ABOUT STUFF LIKE THAT! BUT MY SPIDER-SENSE DOESN'T REACT TO THE SYMBIOTE!

BE ON THE BEACH AT MONTAUK TOMORROW MORNING, SPIDER-MAN.

ALONE.

OR NASTY THINGS COULD START HAPPENING TO ALL SORTS OF PEOPLE.

THAT BOTHER YOU? HEY--

--CALL A COP!

HE'S GOT ME, AND HE KNOWS IT. MAYBE IT'S TIME I HAD A SERIOUS TALK WITH MY BETTER HALF.

OR, MORE APPROPRIATELY--

> HIH <



IN COLD, CLEAR PROSE, PETER PARKER TELLS HIS WIFE WHAT HE INTENDS TO DO THE NEXT DAY. WITH EQUAL DIRECTNESS, SHE RESPONDS:



IT'S NOT THAT EASY. THINK WHAT IT WOULD MEAN: THE COMPLETE LOSS OF PRIVACY, THE LAWSUITS FROM PEOPLE WHOSE PROPERTY WAS DAMAGED WHILE I WAS SAVING THE WORLD--

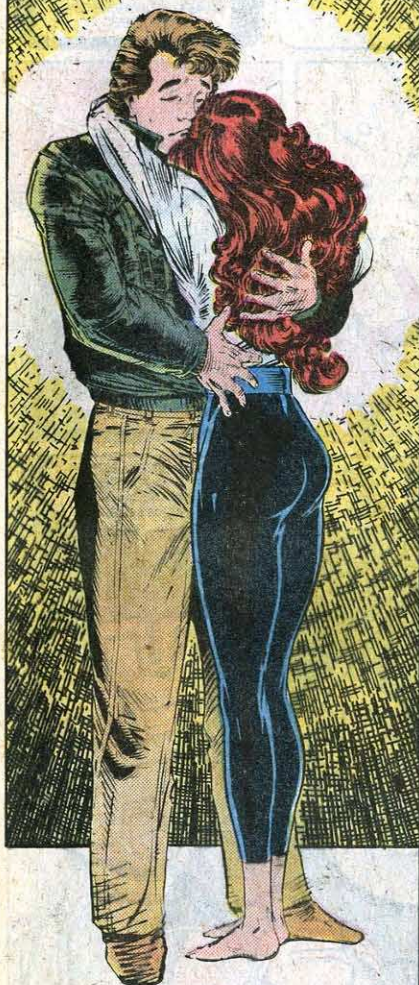
YOU'RE CRAZY! TO HECK WITH YOUR SECRET IDENTITY, LET'S CALL IN THE MARINES!

-- THE POSSIBLY FATAL SHOCK TO AUNT MAY.



BESIDES, SOMETIMES THE ONE THING THAT MAKES BEING SPIDER-MAN BEARABLE IS BEING ABLE TO ESCAPE BACK TO MY RELATIVELY NORMAL LIFE AS PETER PARKER. THAT'S PRECIOUS TO ME. ALMOST AS PRECIOUS AS YOU ARE.

AND YOU'D BECOME A TARGET FOR EVERY VENGEFUL LUNATIC I EVER FOUGHT!



I... I GUESS YOU'RE RIGHT, BUT I'M SO FRIGHTENED FOR YOU! PLEASE, DARLING, GET SOME KIND OF HELP? FOR ME?

ALL RIGHT, M.J. FOR YOU.



THAT'S GOING TO BE A TOUGH PROMISE TO KEEP. HOW CAN I GET HELP IN A WAY THAT VENOM WON'T KNOW I'M GETTING IT?!



TALES OF THE SPINJAS™

WE INTERRUPT
THIS COMIC FOR
A SPECIAL
REPORT.

NEWS FLASHES FROM
AROUND THE WORLD
REPORT MASSIVE
DISRUPTIONS IN THE
EARTH'S GRAVITATIONAL
FIELD.



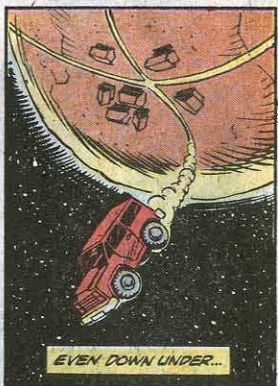
MASSIVE DISRUPTIONS?
YOU BET.



FROM RUSSIA...



TO ITALY...



EVEN DOWN UNDER...

WHO CAN BE
CAUSING
THIS CHAOS?
WHO WOULD
BE SO
INCREDIBLY
POWERFUL,
SO UN-
SPEAK-
ABLY
EVIL,
SO NAU-
SEAT-
INGLY...

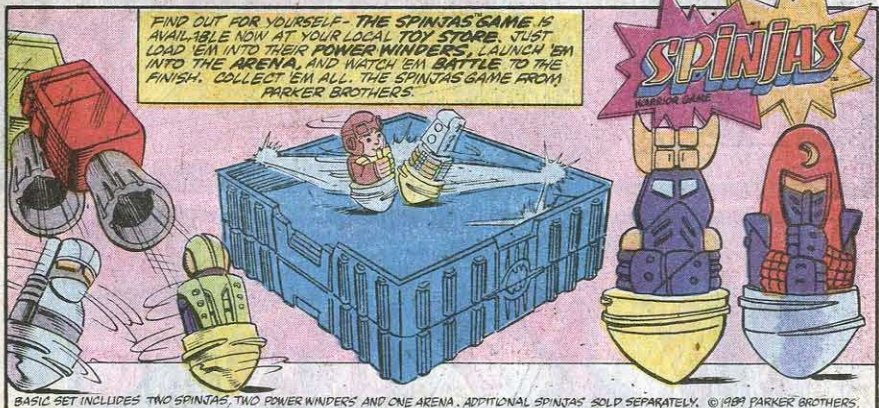


US
FLY,
FACE.

KING
DETHLO™
AND THE
DREAD
FORCE™.

DREAD
HEADS
TO
YOU.

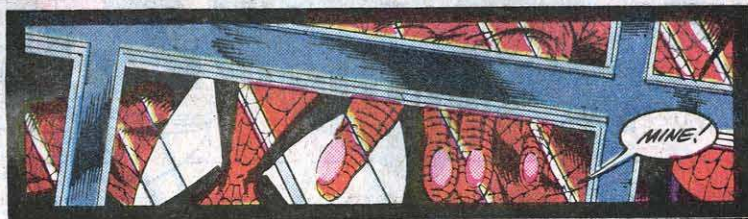
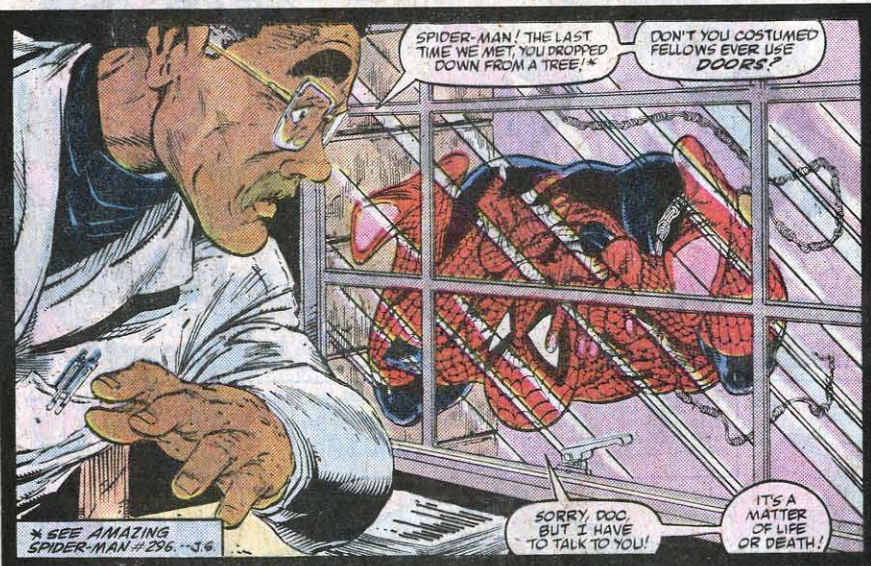
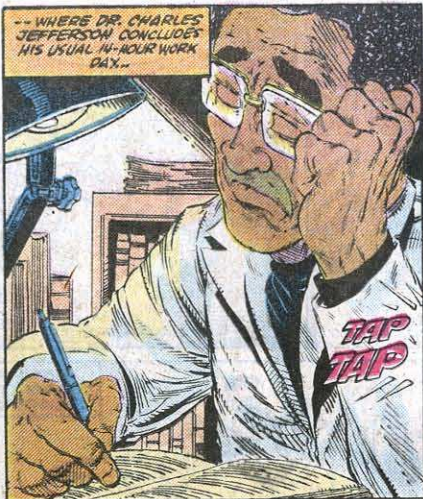
THE CRUELEST
ROTTENEST, SNEAKIEST
SPINJAS WHO
EVER LIVED.

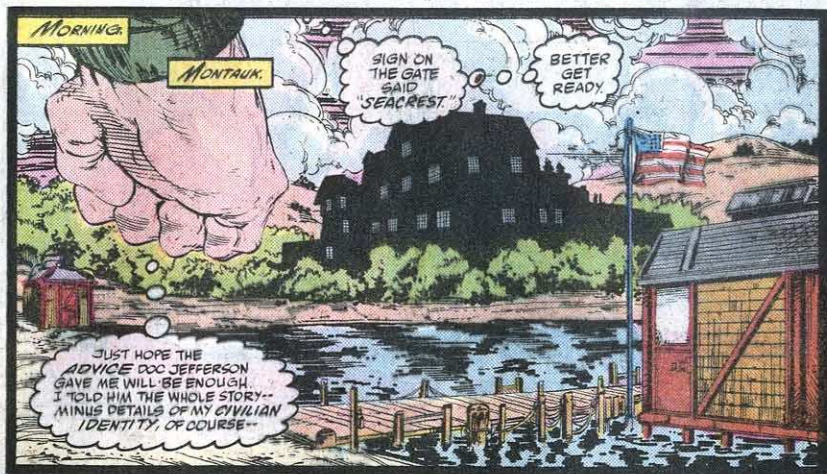


BASIC SET INCLUDES TWO SPINTJAS, TWO POWER WINDERS AND ONE ARENA. ADDITIONAL SPINTJAS SOLD SEPARATELY. © 1989 PARKER BROTHERS.

THE SEARCH FOR A SOLUTION
WANDERS THROUGH EVENING,
LEADING AT LAST TO THE
SOUTH BROOKLYN
PSYCHIATRIC FACILITY--

-- WHERE DR. CHARLES
JEFFERSON CONCLUDES
HIS USUAL 14-HOUR WORK
DAY--









Available for the first
time in the U.S.A.!!

A New Dimension in Fantasy Gaming

DIAL

1-900-321-3478

The World of F.I.S.T.

FIST is an exciting new concept in fantasy gaming! Simply pick up your Touch-Tone telephone, dial 1-900-321-3478 and experience a dungeon adventure which **YOU** control! **YOU** make the decisions which direct your adventure by dialing numbers, as you compete for the **REAL GOLD** awarded monthly.

The creatures and deadly traps which await you are brought to life with dramatic sound effects. Hear the **ROAR** of the **FLESH EATER** as you lock swords, the **SIZZLE** of the **FIREBALL** bursting towards you, the **CHINKING** of the **GOLD PIECES** you will find hidden in the Demon's Prince's underground dungeon.

Enter FIST's **Monthly Competitions** - where the most skillful adventurers will win **REAL GOLD PIECES**!

Hints on Play

- Keep a pencil and paper handy to track your choices.
- Dial 0 to hear the previous message.
- Dial 9 to store your character in LIMBO for your next visit. *Limbo saves time and money!*
- Send in for your *free starter pack* for more information. Mail a stamped, self addressed, large manila envelope to: FIST, c/o Computerdial, 747 Third Avenue, New York, NY 10017.

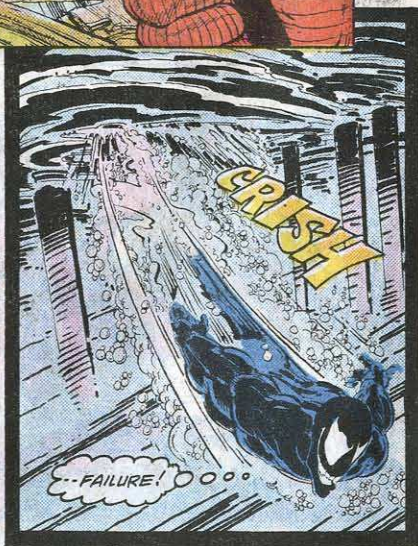
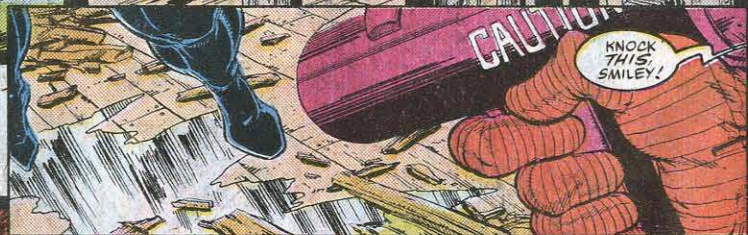
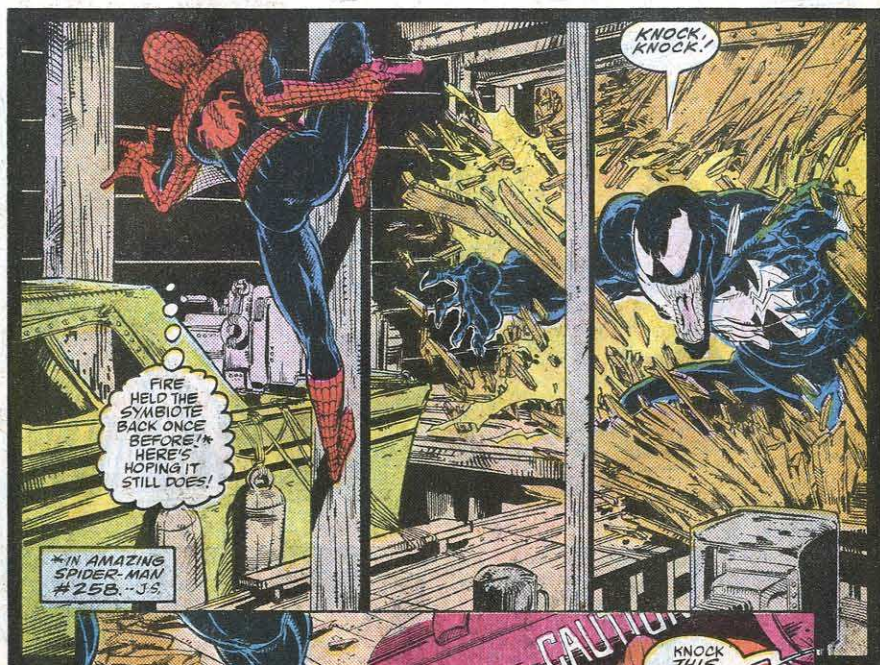
NATIONWIDE DIAL

1-900-321-3478

Available in the 212, 718, 516, 914 areas.
All calls charged at \$.75 per minute.









BLAST!
SOMEHOW
I'VE GOT TO
COMPENSATE
FOR MY LOST
SPIDER-
SENSE!

I KNOW! I'LL
HIT HIM WITH A
SPIDER-TRACER!
I CAN ALWAYS
TRACK THAT! IT
WON'T WARN ME
OF DANGER--

-- BUT
AT LEAST
I'LL KNOW
WHERE
HE IS!



"AH, NO! COSTUME FELT
THE TRACER! MOVING IT
FORWARD--!"



WELL!
WELL!
WHAT--



-- HAD
WE
HERE?



THAT
TEARS
IT!

I'M
OUTTA
HERE!

MARVEL

BULLPEN BULLETINS

ITEM: We've always said that comics weren't just for kids, and it looks like the rest of the world is finally catching on! The latest convert to the Marvel message is none other than MTV, the super-popular all-music cable station. Already they've run reports regarding **DAMAGE CONTROL**, **Time** Janowitz's cameo appearance in **SPECTACULAR SPIDER-MAN #144**, and **Epic's AKIRA** and **STRAY TOASTERS**. We're really excited about this and feel we should do everything we can to encourage such good works. You might want to either write or call the swell folks at MTV and tell 'em to keep the

STAN'S SOAPBOX

Big news, gang! Remember NBC-TV's recent Hulk show which guest-starred **Mighty Thor**? Well, it was such a big hit that they're planning to do a lot more of them; and get this, each new Hulk special will co-star a different mighty Marvel super hero! I wanted to make a contest out of it, I wanted to ask you to guess who our next TV star would be, but this news is too exciting to hold back. The next Hulk special will co-star—you are ready for this?—none other than **Daredevil**, everyone's favorite man without fear!

And here's something even more exciting! If the show is as big a smash as we expect it to be, the network'll spin, or Hornhead off into his own series.

Marvel Comics coverage coming! So let's all lift our heads, face front, and shout "I want my MTV!" just as loudly as "Make Mine Marvel!"

ITEM: If you needed even more evidence that Marvel was taking over the world, and we had to fill you in on our latest venture in the ever-thriving computer games field, Marvel is teaming up with Paragon Software to produce the first in a series of fast-paced, interactive comic arcade adventures called "Spider-Man and Captain America in Dr. Doom's Revenge." The best part is that there's an

That means you'll be seeing DD regularly, week after week, and the tube'll never be the same again! Hey, speaking of TV, how's this for a dynamic disclosure? Over at CBS we're also working on a pilot film for a new series starring Marvel's very own Master of the Mystic Arts, and we don't mean **Irving Berlin**! That's right, the dazzling powers of Dr. Strange will soon be befuddling and bewitching you!

No, no! No need to thank me. Try to restrain those warm, emotional tears of gratitude! You know our slogan—nothing's too good for the hallowed hordes of Marveldom! And that means you, O Keeper of the Faith! Excelsior!

Stan

actual Marvel comic packed in with each game! This collector's item issue is scripted by Dapper **Danny Fingeroth** and penciled by Rip-roarin' **Rich Buckler**, and sports a totally excellent cover by **John Romita Jr.**'s pop! The version for IBM PC and compatibles ships in March, while the Commodore 64 version is scheduled for a June release. Don't say we didn't warn you!

ITEM: Congratulations to **Al and Judy Milgrom** on the birth of their third child, **Benjamin**. Himm! **Ben Milgrom Ben Grimm Nahhh!**

Pro file: DWAYNE McDUFFIE

Assistant Editor on: Special projects like the Marvel press posters, movie and TV adaptations, including **INDIANA JONES** and **THE LAST CRUSADE**, **WHO FRAMED ROGER RABBIT?**, the **X-MEN** cartoon graphic novel, the **Punisher** movie, **A NIGHTMARE ON ELM STREET**. Custom comics, toy tie-ins and anything that isn't a regular monthly comic.

Marvel freelance credits (present): Writer on the **DAMAGE CONTROL** Limited Series, the **DEATH-LOCK** Bookshelf Limited Series; a CAPTAIN MARVEL serial for **SOLO AVENGERS**; a **SHE-HULK** Graphic Novel; a **GIANT MAN** serial for Marvel Comics Presents; and the upcoming **MORTON DOWNEY JR.** black-and-white comic (you think I'm kidding, don't you?)

My hobbies are: Physics, reading, scowling, pushing my luck, spiraling into depression, getting and losing unusual jobs, sneaking past the "Guardian Angels" who won't let me into my apartment building (and what's the deal with those hats they wear? Are they supposed to be members of the Racon Lodge, or what?), watching movies, whining.

The single work which I am most proud of is: All things considered, pretty disappointing.

My pet peeves are: Dood.

My place of birth is: Detroit, Michigan.

My greatest accomplishment outside the comics field is: Really quite impressive. Remind me to tell you about it sometime.

My oddest habit is: Approved by the Comics Code Authority.



If they were making a movie of my life, I'd like to see my part played by: Albert Brooks, or was that Avery Brooks?

The reason I got into comics was: So I could hit Wonder in the face with a pie.

People who knew me in high school thought I was: Probably just joking.

My favorite performers are: Miles Davis, Richard Pryor, Robin Williams, Billie Holiday, Oscar Peterson, Ornette Coleman, Katherine Hepburn, Peter O'Toole, George Clinton, the Smothers Brothers, Return to Forever and the Firebird Theatre!

The last good book I read was: *Stan's Psychotherapy and Cure by the Unfortunate Dr. Kessler*, J.S.P.S. by Jeremy Levin. I'm in the middle of *Tip O'Neil's Man of the House* and it's good, too. **The last good movie I saw was:** *Another Woman*. Well, I liked it.

The biggest influences on my work include: Ralph Ellison, Paddy Chayefsky, Woody Allen, Fran Lebowitz, Tom Morrison, Robert Altman, Preston Sturges, Harold Ramis and the Lee Brothers. Stan and Spike.

My greatest unfulfilled ambition in the comics field is: To write *THE FANTASTIC FOUR*.

The worst part of my job is: Telling people what I do for a living and listening to them tell me, "Really? I just love Superman."

When nobody's looking I like to: That's none of your business. Besides, all us kids do it. It didn't stunt my growth, either.

The one thing I really want the world to know about me is: That deep down, I'm every bit as terrifying as I look.

CHECKLIST

MARVELOUS MAGS ON SALE RIGHT NOW!

CAPTAIN AMERICA #356

DAREDEVIL #269

SEMPER PAR #9

WEST COAST AVENGERS #47

G.I. JOE SPECIAL MISSIONS #24

WEB OF SPIDER-MAN #53

MARVEL COMICS PRESENTS #25

EXCALIBUR #11

SENSATIONAL SHE-HULK #5

G.I. JOE EUROPEAN MISSIONS #11

THE NTH MAN #1—John Doe is the incredible

NTH MAN—the ultimate warrior! And only he

can stop World War III! Written by LARRY

HAMA, penciled by RON WAGNER, inked by

FRED FREDERICKS

SOLO AVENGERS #21

ALF #18

THE AMAZING SPIDER-MAN #318—Wait till

you see the all new SCORPION! Written by

DAVID MICHELINIE and illustrated by TODD

McFARLANE

GROO THE WANDERER #54

HEATHCLIFF #36

THE NEW MUTANTS #70

ALPHA FLIGHT #73

THE OFFICIAL HANDBOOK TO THE MARVEL UNIVERSE UPDATE Limited Series #2—

From CHANCE TO EXCALIBUR—the history,

powers and all-new illustrations of your favorite

heroes and villains!

ST. GEORGE #7

WOLVERINE #10

SILVER SURFER ANNUAL #2—The first

chapter in the "Atlantis Attacks" saga!

THE WAR Limited Series #3

MARVEL AGE MAGAZINE #77—Special pre-

view of the new NICK FURY, AGENT OF

S.H.I.E.L.D. series, plus more information on all

the titles listed here!

THE INCREDIBLE HULK #358

MARVEL TALES #226

AVENGERS #306—Cover-to-cover action! as

CAPTAIN AMERICA, THOR, SHE-HULK,

QUASAR, BLACK PANTHER, GILGAMESH,

SUB-MARINER, and the WEST COAST AV-

ENGERS battle for their lives against an army of

LAVA MEN! Written by JOHN BYRNE, penciled

by PAUL RYAN, inked by TOM PALMER

CONAN THE BARBARIAN #221

DAMAGE CONTROL (Limited Series) #4—in

the final issue of the Limited Series, **DAMAGE CONTROL**, tries to repair Professor Xavier's

School for Gifted Youngsters. But things get a

bit, well, sticky! Written by DWAYNE McDUFFIE,

penciled by ERNIE COLON, inked by BOB

WIAKAC.

G.I. JOE #89

PUNISHER #22

SILVER SURFER #247

UNCANNY X-MEN #247—An X-Man dies as

the team tries to stop NIMROD! Written by

CHRIS CLAREMONT, penciled by MARK

SILVESTRI, inked by DAN GREEN

MARVEL COMICS PRESENTS #26

MARVEL MAGAZINES

THE SAVAGE SWORD OF CONAN #162

MARVEL BOOKSHELF

NICK FURY vs. S.H.I.E.L.D. Trade Paper-

back—The acclaimed Limited Series collected

into one stunning volume! NICK FURY is

marked for murder by S.H.I.E.L.D.! Written by

BOB HARRAS, penciled by PAUL NEARY

inked by KIM DeMULDER, new cover by BOB

LARKIN.

BUT A JAVELIN OF BROKEN
WOOD SAYS NO.

THRAMP



YOU WANT ME?
THEN TAKE ME!

I'M
YOURS!

NO MORE FUN?
AHHHHHHH!

I'M NOT
TALKING TO
YOU, BROCK!
I'M TALKING
TO THE
ALIEN!



\$10 OFF!

PLAYERS HANDBOOK 2nd EDITION

A must have for any AD&D player!
Completely revised and updated rules!
HIGHLY RECOMMENDED! Reg. \$20.00
SALE PRICE (Limit 2) \$9.95

NEW MARVELS

(Available April)

Alpha Flight 73	\$1.50
Amazing Spider-Man 318	1.00
Avenagers 306	1.00
Captain America 356	.75
Classic X-Men 36	1.25
Daredevil 269	.75
Excalibur 11	1.50
Fantastic Four 329	.75
GI Joe 89	1.00
Groo 54	1.00
Guardians 1.2	3.50
Hulk 358	.75
Iron Man 345	.75
Iron Man Annual 10	2.00
Marvel Comics 25.28	.25
Marvel Universe Update 1.2	1.50
Mojo Knight 2.8	1.00
Nam 33	1.50
New Mutants 78	1.00
New Mutants (New/Reg \$1.00 - SALE)	.66
Punisher 22	1.00
She Hulk 4	1.50
Silver Surfer 26	1.00
Ultimate Iron Man 2	2.00
Solo Avengers 21	.75
Spider-Man 153	1.00
Thor 406	.75
W.C. Gingers 47	.75
Web of Spider-Man 3	1.00
What If? 1.2	1.25
Wolverine 10	1.50
X-Factor 43	1.00
X-Men 217	1.00
X-Men Annual 13	2.00

★ X-MEN NINTENDO

All new! You play the X-Men as they battle marauding evil mutants! High quality graphics and action!
(Note: Supply may be limited.)
(Reg. \$49.95 / SALE) \$39.95



1989 DC COMICS

(More in last month's ad)

Bat Gun (Shoots sparks)	\$3.00
Batman Collector	
(Covers new movie & more)	4.95
Batman Handcuffs	1.75
Batman Key Chain (Logo)	3.50
Bat Signal Flash Gun	
(Batteries not incl.)	3.00
Batman 1960's Movie Poster	4.95
Poster 1 (Batman on roof)	5.95
Poster 2 (Bat Signal on black)	5.95

BATMAN T-SHIRTS

(High quality, pre-shrunk,
100% Cotton, M/L or XL)

Batman w/Flowing Cape	\$12.95
Batman & Bat Signal (Nice)	12.95
Batman TV Logo (Shown above)	
(Reg. \$12.95 / SALE)	9.95
Gotham City University	
(Nice Campy Design!)	12.95

★ PUNISHER VS. WOLVERINE

It's guns and guts as Wolverine takes on the Punisher! (Reg. \$1.50)
Punisher War Journal 6 & 7... 99c

★ 1989 COMIC PRICE GUIDE

A huge, updated price guide of every comic from 1934 to present!
(Reg. \$12.95 / SALE) \$7.95



BOX 470-18A
Gainesville, VA 22065
703-347-7081
(FAX 703-347-2196)

- All orders guaranteed to be like new, VF-Mint.
- You may combine orders from this ad with last month's ad (pgs 10, 12) to save on postage.
- Prices are per each item.
- Minimum order \$5.00.
- Please list alternatives.
- Enclose check or money order (U.S. funds only).
- US \$2.50 postage. Can \$4.00. Foreign \$5.00.
- Add \$1 if ordering posters.
- Call or write for CDD or credit card orders.
- Delivery in 2-4 weeks.
- We reserve the right to update prices.
- Ad expires 9/1/89. Write for catalog after that! THANKS!

NEW DC's

(Available April)

Aquaman 1	\$1.00
Batman 434 (Byrne)	.75
Batman Annual 13	1.75
Catwoman 4	1.50
Detective 600	
(Reg. \$2.95 / SALE)	1.95
Green Arrow 19	1.25
Gilgamesh 1.2	3.95
Hawk & Dove 1	1.00
Justice League 27	.75
Just League Europe 2	.75
Superman 32	.75

SEE PAGES 10 & 12 (LAST MONTH'S ISSUE) FOR LOTS MORE PRODUCTS!

★ COMIC BOOK ★ CONVENTIONS!

APRIL SCHEDULE

- 1 WESTBURY, N.Y. —**
HOLIDAY INN, 369 Old Country Rd.
- 2 MT. LAUREL, N.J. —**
BUDGET MOTOR LODGE, Rte. 73 and Fellowship Rd.
- 2 SPRINGFIELD, N.J. —**
SPRINGFIELD HOLIDAY INN, 304 Route 22 West.
- 8 PARAMUS, N.J. —**
TRADEWAY INN, 601 From Rd. Exit 165 off G.S. Pkwy.
- 9 N.Y., N.Y. —**
ROOSEVELT HOTEL, 48th St. and Madison Ave.
- 15 PHILADELPHIA, PA. —**
CITY LINE HOLIDAY INN, City Ave. at Exit 33 off Schuylkill Exp.
- 16 STAMFORD, CT. —**
STAMFORD DAYS INN, EXIT 6 off I-95.
- 16 WORCESTER, MASS. —**
SHERATON, 500 Lincoln St. Rte. 1-290 at Exit 20
- 22 & 23 BOSTON, MASS. —**
57 PARK PLAZA HOTEL, 200 Stuart St.
- 23 NEW BRUNSWICK, N.J. —**
HYATT REGENCY HOTEL, 2 Albany Street.
- 30 WAYNE, N.J. —**
RAMADA INN, Route 46 West, 1/4 m. from Willowbrook Mall.

★ GIGANTIC CONVENTION

BOSTON

57 PARK PLAZA HOTEL
200 STUART STREET

★ IN PERSON
★ STAN LEE! ★
APRIL 22 & 23, 1989

To receive free information about our next shows, send a self-addressed stamped envelope and your name and address to:

Great Eastern Conventions
RD1 Box 25A, Ringoes, NJ 08551
201-788-6845





YOU WANTED TO BE PART OF ME! WELL, NOW I WANT YOU!

COME AND GET ME!

SAVE YOUR BREATH, SPIDER-MAN! IT WON'T DO ANY--

-EH? COSTUME TREMBLING! AS IF UNSURE! S-STARTING TO--



--FLOW?!



WAIT! I GAVE YOU A HOME! WE SHARED A BEAUTIFUL HATRED!

YOU CAN'T DO THIS TO ME!



THIS IS SPOOKY!

THE ALIEN IS STILL IN "LOVE" WITH ME! BUT IT'S ALREADY MELDED WITH BROCK!

I THOUGHT BY LURING IT AWAY, THE TRAUMA OF TRYING TO DETACH MIGHT SHOCK ITS SYSTEM, GIVE ME A CHANCE TO ESCAPE!



BUT I DIDN'T THINK THINGS WOULD GO THIS FAR! I-IT'S ALREADY REACHED ME, AND IT'S STILL MOVING!

FLOWING OVER ME!



C-CAN'T RUN, OR IT'LL KNOW THIS IS A TRICK! B-BUT IT'S ATTACHING! I CAN FEEL ITS PAIN! I--



THE ALIEN COULDN'T SEVER ITS BOND WITH EDDIE COMPLETELY, BUT THE PAIN OF TRYING MUST'VE BEEN TOO MUCH-- KNOCKED THEM BOTH OUT!

BETTER FIND A PHONE, GET BEN GRIMM TO PICK UP THIS GARBAGE, THEN CATCH A BUS BACK TO QUEENS. TELL MARY JANE--

-- IT'S OVER.

4, BUT NEXT ISSUE

THE SWORD-02

THE SPIDER'S WEB

5% MARVEL COMICS GROUP
387 Park Avenue South
New York, New York 10016

JIM SALICRUP
AFRACHNER
GLENN HERDLING
ASSISTANT EDITOR

Attention correspondents: All letters considered for publication must include your name and address, though we will withhold that information upon request.

Dear Marvel People,

RE: No-Prize, Issue #308.

I and 50 million readers noticed that your cover was blown! Yeah! Blown by poor spelling! "Kidnapped," not "kidnaped." Two Ps, like in Peter Parker's initials. Your stories are great, but your spelling—tut-tut.

SOLUTION: A gimmick to attract readers? A survey of well-taught grammatically able readers? To save text space on your beautifully drawn covers?

Rachel Schneider
201 Hanson Ave.
Piscataway, NJ 08854

Dear Jim and Glenn,

AMAZING SPIDER-MAN #308 boasted an eye-grabbing, spooky Todd McFarlane cover, with the moon beckoning, "Who Kidnaped Mary Jane?" Uh, I hate to kick you guys when you're down, but the big mystery to me was "Who Misspelled KIDNAPED?" Is your typesetter taking spelling lessons from the Hulk? A cover isn't just a pretty picture, it's a sacred trust between authors and readers. And as my sixth grade teacher, Sister Rita Jean, once said, "Remember, good spelling is next to Godliness!"

My other quibble is on page 21. We see the Taskmaster looming above the headlines of Spidey's best artists: Ditko, Romitas Sr. & Jr., Gil Kane, Ross Andru, and Ron Frenz. But where's KEITH POLLARD? He's a great Spidey artist and deserves to be buried alongside Marvel's greatest! Hey, if he's still around, how about having him draw WEB OF...?

Pat Jankiewicz
2137 Erin Ave.
Upland, CA 91786

We're happy to have Alex Saviuk drawing WEB right now. Pat. We must have included many more of our favorite Spider-artists in the graveyard scene, but there is only a limited amount of plots in a cemetery. You'll be glad to know that Keith Pollard has been assigned to pencil the new S.H.I.E.L.D. series on a regular basis. As for the accusation of misspelling, maybe this letter from Erik Cox will educate you and Rachel Schneider...

Dear Spidey Crew,

I have finally decided to write a letter to the creators of THE AMAZING SPIDER-MAN #308. I was also very impressed with the art and story of this one, folks.

Now that I have your attention, I want to ask a few questions.

First off, why does Peter keep his Spider-costume in the top drawer of his dresser (page 3, panel 3)? I mean, the police were in his apartment snooping around and what if one of them looked there?

Later, when Jonathan Caesar strikes MJ in the room right below Peter and when he was swinging by the only lit window on the Bedford Towers, why didn't his Spider-sense go off?

The subject of a No-Prize has kept me wondering what it was for a long time, and I believe that I just might have earned one (I hope!). I was reading my comic book and my mother pointed out that the word on the cover that means "to seize and carry off forcefully" had two Ps.

Well, I pondered over and over and finally looked it up. The dictionary said that the word could be spelled one of two ways: Kid-nap-ed or -napped! This is probably a weak try, but nevertheless a try! The reason I even bothered is because the No-Prize "policy" is as follows: To point out something that looks like a mistake but isn't because Marvel doesn't make mistakes. So please consider my point because I really would like to know what one is. So until Aunt May falls head over heels in love with Spidey, Make Mine Marvel!

Erik Cox
14747 6300 Rd.
Montrose, CO 81401

Ordinarily, Erik, such a response would not be worth a No-Prize since we did not commit anything resembling a mistake. But since you were the only writer on this letters page who bothered to look up the word "kidnaped" (or "kidnaped") you deserve some recognition. So expect your No-Prize in the mail.

Meanwhile, we think Rachel Schneider and Pat Jankiewicz owe us a No-Prize for pointing out a mistake that didn't exist! Remember, Rachel, 50 million readers noticed that your letter was blown! And, Pat, we're contacting Sister Rita Jean to rap your knuckles with a ruler because you didn't apply your dictionary skills!

Dear Mr. Salicrup,

As an adult who recently began purchasing a few, select comics, I have been very pleased by THE AMAZING SPIDER-MAN issues #303-310. The plots are intelligent; Spidey doesn't mope around as much as he used to, and the stories are finally developing in new directions. For instance, Peter and Gwen married; Peter returned to school, etc. I do, however, have one web to pick with the Spidey crew.

Mr. McFarlane's renderings of Gwen (and Silver Sable in #303) are artistic masterpieces which somehow combine the rounded fullness found in Rubens' works with the long, lean, leggy, and slim look favored today. The creative (and taut) energy invested in each panel would keep Iron Man fully charged through several years of hard crime-fighting. Everything's fine and dandy so far. But look at the other characters' faces!

In #308, for instance, on pages 13 thru 15 Peter's face looks either bobby or droopy. (Although in the fourth panel on page 15, the glint of determination in Peter's face makes all the difference.) Wise up guys! A hero with a face like a lump of half-chewed bubblegum? Not inspiring!

A detail I noticed while writing this: In #308 (Jonathan Caesar was holding Gwen hostage) her face was deformed the same way as Peter's face is when he is under stress. On page 4, third panel her features sag downward in resignation. On page 6, the third panel, her features are drawn downward in a grimace, making her face look bobby. In the second panel on page eight, Gwen's face bears a resigned look that erases the details of her features, making her face look bobby (with a Jimmy Durante nose yet)—not a feature one usually associates with Gwendolyn the Gorgeous.

Apparently these facial distortions are the result of Mr. McFarlane's attempts to pack every possible pinch of pululating emotion into each teensie-tiny panel. The usual victim is poor, pitiful, pilloried, and pushed-around Peter. But I know that you can manage to pack plenty of panache into your pretty pictures without turning Peter's profile into putty: The first panel on page 2 in issue #308 Peter's expression manages to convey sadness, anger, and determination while still looking noble (not to mention normal). All you have to do to get me off your back is to enhance the atmosphere in Spidey-land by not exaggerating Peter and Gwen's features.

Making mine Marvel (while holding a finger over those funny-looking faces!)

Albert E. Edmonds
603 North Third Street
Pottsville, PA 17901

Sigmund Freud would've had a ball with your letter, Albert! We must've pushed you over the edge when the Green Goblin killed Gwen Stacy. Yes, Albert, it's time to face reality—Gwen is dead. The reason "Gwen" doesn't look right to you is because that's not Gwen at all. Peter married Mary Jane Watson. Seriously, though, you must have loved Gwen as much as Peter to make such a boo-boo. Do we get a No-Prize?



NEXT ISSUE: He's back, and he's sporting a new, deadlier tail. Be here as the Scorpion dances with our wondrous web-slinger to the tune of "Sting Your Partner." Also, check out SPECTACULAR SPIDER-MAN #152 for the origin of the mutant werewolf brothers, the Lobos! Then, in WEB OF SPIDER-MAN #53, the Lobo Brothers attack the Arranger and he looks to Spidey to save him!



**FIRST TIME
EVER! All
comics
mailed in
CLEAR
PROTECTIVE
POLY-BAGS!**

**SUBSCRIBE NOW!
13 ISSUES FOR THE
PRICE OF 12!**

- ☐ Captain America
☐ Daredevil
☐ Fantastic Four
☐ Incredible Hulk

13 Issues ONLY \$8.25 63¢ per copy

- ☐ Nth Man
☐ Iron Man
☐ Marvel Tales

- ☐ Semper Fi
☐ Solo Avengers

- ☐ SpeedBall
☐ Thor
☐ West Coast Avengers

- ☐ Amazing Spider-Man
☐ Avengers
☐ Conan
☐ Groo

13 Issues ONLY \$10.45 80¢ per copy

- ☐ GI Joe
☐ GI Joe Special Mission
☐ New Mutants
☐ Spectacular Spider-Man
☐ Punisher
☐ Silver Surfer

- ☐ X-Factor
☐ Transformers
☐ Web Of Spider-Man
☐ X-Men

BI-WEEKLY TITLE

MARVEL COMICS Presents: (13 ISSUES)

Regular Price

\$16.25

You Pay Only

\$12.50

SPECIAL PRICES:

	13 Issues Regular Price	13 Issues You Pay Only		13 Issues Regular Price	13 Issues You Pay Only
<input type="checkbox"/> Conan Saga	\$26.00	\$18.50	<input type="checkbox"/> Wolverine	\$19.50	\$15.50
<input type="checkbox"/> Nam Magazine	\$26.00	\$18.50	<input type="checkbox"/> Alpha Flight	\$19.50	\$15.50
<input type="checkbox"/> Savage Sword of Conan	\$26.00	\$18.50	<input type="checkbox"/> Cloak & Dagger	\$19.50	\$15.50
<input type="checkbox"/> St. George	\$19.50	\$15.50	<input type="checkbox"/> Dr. Strange	\$19.50	\$15.50
<input type="checkbox"/> Dr. Zero	\$19.50	\$15.50	<input type="checkbox"/> The Nam (comic)	\$19.50	\$15.50
<input type="checkbox"/> Powerline	\$19.50	\$15.50	<input type="checkbox"/> Power Pack	\$19.50	\$15.50
<input type="checkbox"/> Moon Knight	\$19.50	\$15.50	<input type="checkbox"/> Punisher War Journal	\$19.50	\$15.50
<input type="checkbox"/> Conan the King	\$19.50	\$15.50	<input type="checkbox"/> X-Men Classics	\$16.25	\$12.50
<input type="checkbox"/> Excalibur	\$19.50	\$15.50			
<input type="checkbox"/> She-Hulk	\$19.50	\$15.50			

- ☐ Marvel Fanfare (6 issues)
☐ Alien Legion (6 issues)
☐ Marvel Age (12 issues)

Regular Price

\$11.70
\$ 9.00
\$ 6.00

You Pay Only

\$9.50
\$7.50
\$5.50

**Mail to: Marvel Comics Subscription Dept.
387 Park Avenue South New York, NY 10016**

If renewing, enclose your mailing label. Make checks or money orders payable in U.S. Funds to Marvel Comics. Canada and Foreign countries add \$2.00 per title. Allow 10 weeks for delivery. If not satisfied, refund guaranteed on all unserved issues.

First Initial ▼ Last name

NAME

ADDRESS

CITY

STATE

ZIP

AGE

KEY:
MARCH-89

NINTENDO® GAMERS, START YOUR PULSES.

Do you feel your pulse quickening? Your breath getting shorter? Don't worry, it's a perfectly normal reaction to seeing so much fun

and excitement on one page.

Presenting the full line of hits from Tengen for the Nintendo Entertainment System®:

GAUNTLET. We've added a dangerous quest, new mazes and a host of features to this legendary arcade phenomenon. Now, live your sword-and-sorcery fantasies!

R.B.I. BASEBALL.

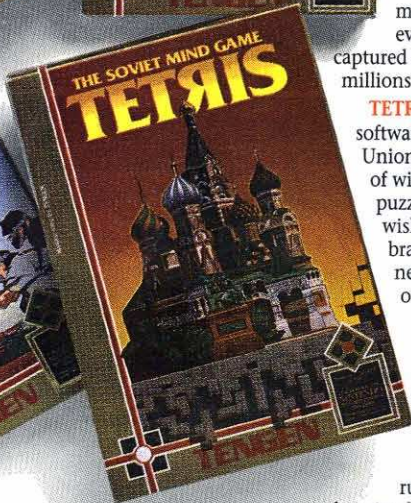
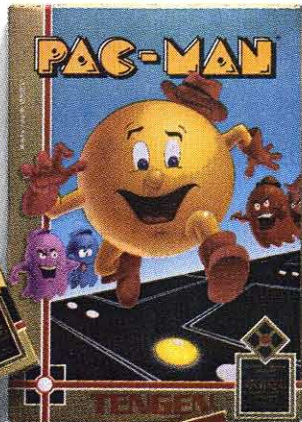
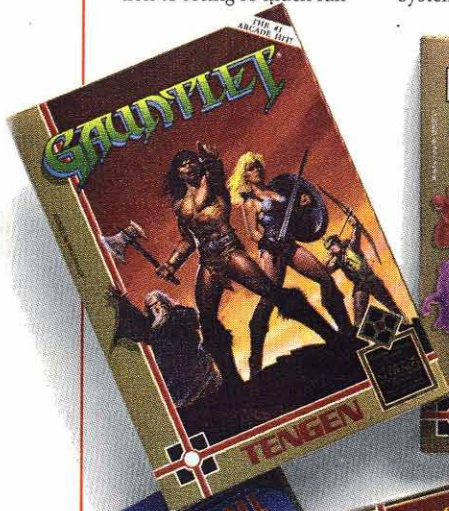
The only baseball game on the NES that is officially licensed from the Major League Baseball Players' Association. When you play R.B.I. BASEBALL, you're playing with real superstars — not no-names!

PAC-MAN. The biggest hit of the decade is back! Find out how the dot-munching, maze-running, ghost-evading PAC-MAN captured the hearts of millions around the world!

TETRIS. The first game software from the Soviet Union is an intense battle of wits. This dynamic puzzle will have you wishing you had ten brains to handle the never-ending cascade of rotating blocks.

You better stop reading now or you may just overhear from sheer anticipation.

Save some of that energy for running to your favorite dealer and playing the games today!



Tengen

1901 McCarthy Blvd., Milpitas, CA 95035

GAUNTLET: © and ©1985, Atari Games Corp.
R.B.I. BASEBALL: TM and ©1987, Atari Games Corp.
©1986, 1987, Namco.
PAC-MAN: © and ©1980, 1984 Namco, Ltd.
TETRIS: TM and ©1987, AcademySoft-Elong, All

MIRROSOFT LTD and Sphere, Inc. ©1988 Tengen Inc. All Rights Reserved. Original concept, design and program by Alexey Pazhitnov and Vadim Gerasimov, respectively.



SCHWINN

See the complete line of Schwinn bikes at your local Authorized Schwinn Dealer or write Schwinn Bicycle Company, Dept. BMX, 203B South Foster Wheeling, Ill. 60090 for a free poster/catalog.

PRO BMX • RACING • FREESTYLE BICYCLES

