

MARVEL *The* AMAZING SPIDER-MAN

ACTS OF
VENGEANCE!
THE NON-MUTANT!

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\$1.00 US
\$1.25 CAN
328
JAN

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02457

NOW
WHO'S THE
STRONGEST
ONE THERE
IS?!



PLUS: THE MUTANT MENACE OF
SEBASTIAN SHAW!

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THE NEXT TIME YOU'RE BORED, TWIDDLE YOUR THUMBS.

Pop your knuckles and fire up your fingers, because Konami's coming at you with six awesome new hand held video games.

Based on your favorite arcade and home video hits, these boredom busters are packed with action.

And they're portable, so you can slam dunk a basketball in the car, take the Teenage Mutant Ninja Turtles® out to lunch, or launch a heat seeking missile from your grandma's condo!

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Stan Lee
PRESENTS:

THE AMAZING SPIDER-MAN®

SHAW'S GOMBIT

ON A MOONLIT
MESA IN THE
NEVADA DESERT--

-- THE INCREDIBLE HULK
MAKES HIMSELF COMFORTABLE.

WAA WRAKK

DAVID MICHELINIE * TODD MCFARLANE * RICK PARKER * BOB SHAREN * JIM SALICRUP * TOM D'FALCO
WRITER ARTIST LETTERER COLOR EDITOR EDITOR IN CHIEF

THE AMAZING SPIDER-MAN® Vol. 1, No. 328, January, 1990. (ISSN 0274-5232) Published by MARVEL COMICS, James E. Galton, President, Stan Lee, Publisher, Michael Hobson, Group Vice President, Publishing. 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 bi-monthly 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 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 MARVEL ENTERTAINMENT GROUP, INC. POSTMASTER: SEND ADDRESS CHANGES TO SUBSCRIPTION DEPARTMENT, 387 PARK AVENUE SOUTH, 9TH FLOOR, NEW YORK, N.Y. 10016.



THAT'S BETTER.

NOW I CAN RELAX. TAKE A LOAD OFF MY MIND.

TRY TO FORGET HIM, FORGET ABOUT...

...BANNER.



LITTLE WIMP CONTROLS OUR BODY DURING THE DAY.

NIGHTS THE ONLY TIME I TAKE OVER. THE ONLY TIME I'M ME.

THE ONLY TIME I CAN REALLY BE--



"--ALONE!"

WE'VE GOT HIM ON SCREEN, MR. SHAW! DEAD AHEAD!

IMAGINE, SIR, THE GREY GARGOYLE'S BEEN WARNING EVERYONE TO STAY AWAY FROM YUCCA FLATS, BECAUSE THAT'S WHERE THE HULK BEAT THE TAR OUT OF HIM!

BUT IT TOLD US EXACTLY WHERE TO FIND THE HULK!

APPROACH CAREFULLY, TRUMAN--

--OUR QUARRY IS DANGEROUS, AS WELL AS VALUABLE.

WHEN I WAS RECENTLY APPROACHED BY A GROUP OF POWERFUL MEN, TOLD THAT THEY WOULD DESTROY THE BANE OF MY EXISTENCE--THE HELLFIRE CLUB'S INNER CIRCLE--IF I WOULD ELIMINATE SPIDER-MAN FOR THEM...

...I WAS INTRIGUED.

ONE OF THEIR GROUP IS MAGNETO, THE MAN WHO DEPOSED ME AS BLACK KING OF THE HELLFIRE CLUB!

OUR MUTUAL HATRED APPROACHES LEGEND.

BUT IT SOON BECAME APPARENT THAT THERE WAS MORE TO THE OFFER THAN COMMON GAIN.

MAGNETO UNDOUBTEDLY FEELS THAT SPIDER-MAN--WITH THE NEW, VIRTUALLY GODLIKE POWER HE'S REPORTED TO POSSESS--COULD DISPOSE OF ME ONCE AND FOR ALL! AH, MY OLD ENEMY, WHEN WILL YOU LEARN...

...THAT I AM NOT STUPID!

WHA--?! AH, GEEZ... WHERE DO I HAVE TO GO FOR A LITTLE PRIVACY THESE DAYS--THE MOON?!



A'RIGHT, BUSTER, WHERE DO YOU WANT THIS ROCK? ON YOUR HEAD, OR UP YOUR--

I'M SEBASTIAN SHAW, PRESIDENT OF SHAW INDUSTRIES. I'VE COME TO OUTLINE A BUSINESS PROPOSITION.

AND TO OFFER YOU A GREAT DEAL OF MONEY.

MONEY?

LOTS OF IT.

TALK TO ME.

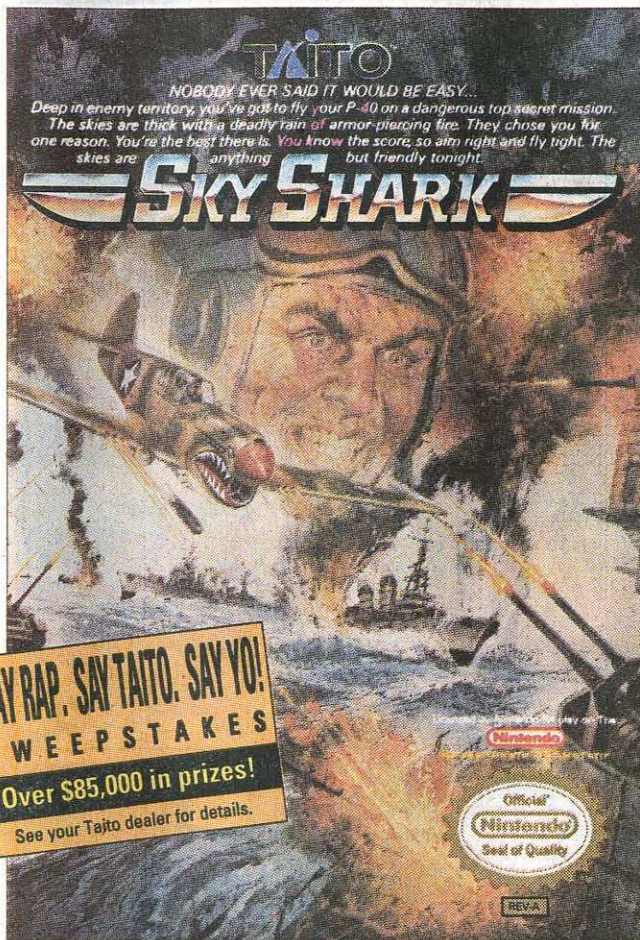
CHUNSH

AH, I DO SO ENJOY DEALING WITH REASONABLE MEN. COME ALONG, THEN.

I'LL TELL YOU ALL ABOUT IT ON THE WAY TO--

STRAP IN FOR FULL THROTTLE ACTION.

SKY SHARK® FOR YOUR NINTENDO ENTERTAINMENT SYSTEM®



TAITO

NOBODY EVER SAID IT WOULD BE EASY...

Deep in enemy territory, you've got to fly your P-40 on a dangerous top secret mission. The skies are thick with a deadly rain of armor-piercing fire. They chose you for one reason. You're the best there is. You know the score, so aim right and fly tight. The skies are anything but friendly tonight.

SKY SHARK

SAY RAP. SAY TAITO. SAY YO!
SWEEPSTAKES
Over \$85,000 in prizes!
See your Taito dealer for details.

Official
Nintendo
Seal of Quality
REV. A

The Original Arcade Hit Is Here Now!

Get ready for the flight of your life with the awesome WW II air battle, *Sky Shark*®. Pilot your P-40 fighter plane over a scrolling landscape of dangerous enemy territory. Use your machine guns, bombs and pilot skills to knock out attacking tanks, anti-aircraft guns and an armada of deadly battleships and aircraft carriers. The final fight brings you face to face with a massive flying fortress.

Now this white knuckle arcade thriller from Taito® is ready to fly on your Nintendo Entertainment System®. You won't believe the five incredible levels of action.

We bring even more arcade excitement into your home with other action packed hits like *Bubble Bobble*™, the addictive dinosaur romp, *Operation Wolf*®, the awesome prisoner rescue mission, and *Renegade*™, the knock-out street-style karate brawl.

Take off for the guts and glory of taming the skies with the high flying action of *Sky Shark*®. Don't be left on the ground.

TAITO
THE ONLY GAME IN TOWN.™

NEW YORK:
SEVERAL
HOURS
EARLIER,
AS A
RAINSTORM
BLANKETS
THE FIVE
BOROUGHS.



AND A BLANKET
OF FEAR COLDLY
CLOAKS LIBERTY
ISLAND...



TERRORISTS.
THREATENING TO
BLOW UP THE
STATUE OF
LIBERTY.

IF THIS
WAS A TV
SHOW, I'D
SWITCH
CHANNELS!



IT'S SAD, THAT
SOMETHING
SO CALLOUS
HAS ALMOST
BECOME
CLICHE.



BUT THINGS LIKE
THIS SEEM TO
HAPPEN EVERY
DAY. I'VE GROWN
TO ACCEPT THEM,
KNOWING THAT I
CAN'T SAVE THE
WHOLE WORLD.

EXCEPT
THAT NOW,
WITH MY
NEW
POWERS--



-- MAYBE
I CAN!

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!

SAY RAP. SAY TAITO. SAY VO!
SWEEPSTAKES
Over \$85,000 in prizes!
See your Taito dealer for details.

Official Nintendo Seal of Quality

REVA

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.™

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AFTER ALL, DIDN'T I
FLY OUT HERE IN A
STORM THAT'S KEPT
POLICE HELICOPTERS
GROUNDED?

MAYBE THE
QUESTION ISN'T
CAN I, BUT
SHOULD
I?

I MEAN, I MAY
HAVE INADVERTENTLY
KILLED GOLIATH! *
MAYBE THIS POWER
IS TOO MUCH FOR
ANY MORTAL TO
WIELD!

ON THE OTHER HAND,
IF I BECOME AFRAID
TO USE THE POWER,
I'VE LET IT BEAT
ME!

AW, WHAT
THE HECK.

* IN WEB OF
SPIDER-MAN
60--J.S.



I'M ALREADY
HERE...

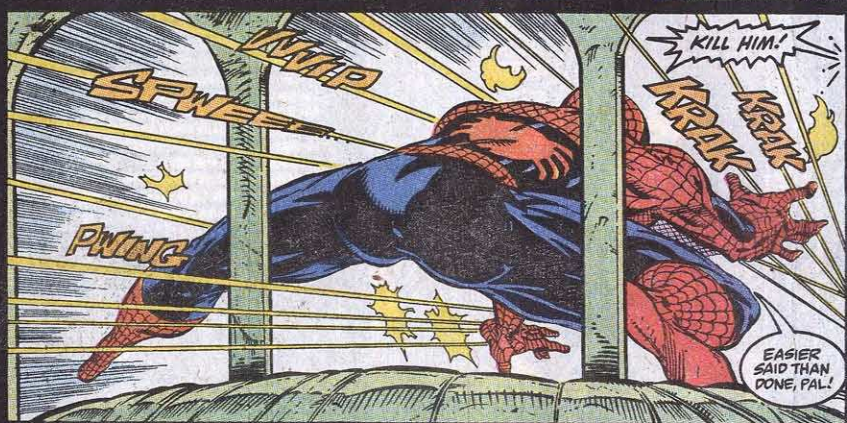
I'VE A
CLEAR SHOT,
HANS! I
THINK I
CAN--



WRRNK!



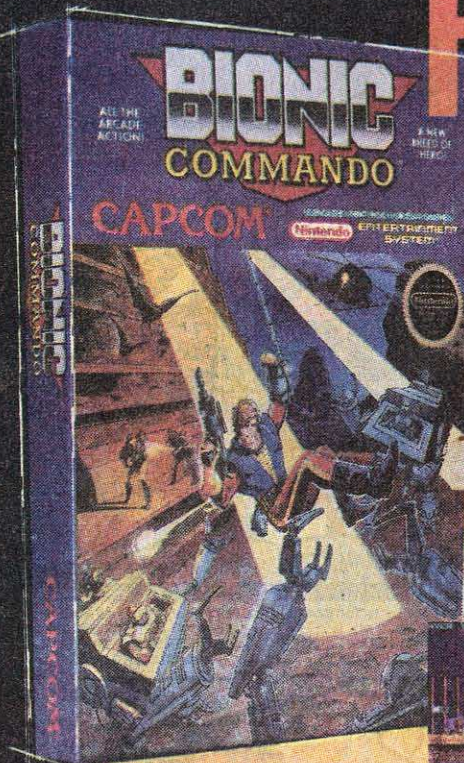
EH? FRITZ! WHAT
HAPPENED TO--



History and Nintendo Entertainment System
releasing the best of Nintendo's history



EXPERIENCE BIONIC POWER

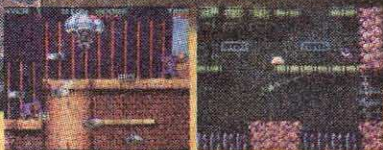


Get set for rapid-fire action as you're transformed into the Bionic Commando. This best-seller from Capcom is a dynamic adaptation of the original arcade classic.

Expect an onslaught of challenges and extraordinary graphics when you battle enemy forces in their futuristic lands. Your powerful, extending bionic arm and incredible arsenal of weapons give you all you'll need to become an unstoppable one-man army.

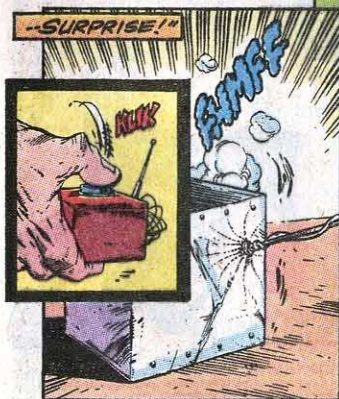
To the most daring soldiers, this might seem an impossible test, but they've never experienced the power of Bionic Commando!

Screen shots from the
Nintendo Entertainment
System



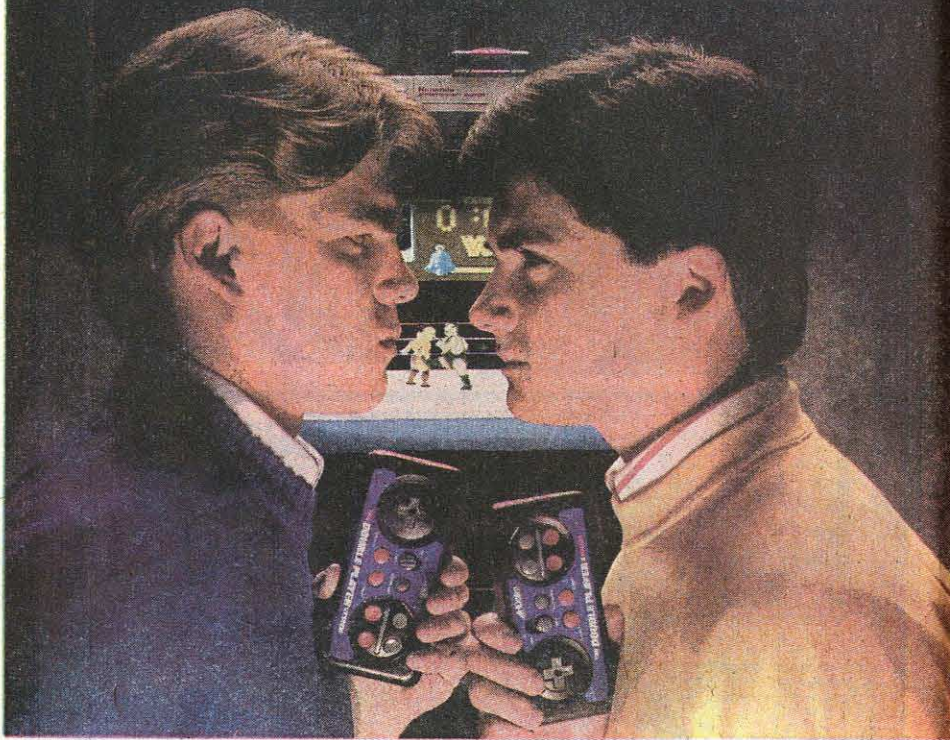
Call or write: Capcom U.S.A., Inc. 3005 30th Street, Suite 200, CA 94064-3107

CAPCOM



GO HEAD-TO-HEAD, WIRELESS!

With The Nintendo® Double Player™
Wireless Head-To-Head System From Acclaim™.



Playing games on the Nintendo Entertainment System® will never be the same with Acclaim's new DOUBLE PLAYER™ System—the two player set of wireless controllers that really gives you and a friend the power to move when playing your favorite video games—especially games with head-to-head, 2-player action!

Officially approved by Nintendo®, the DOUBLE PLAYER™ System scores BIG with score-raising features like twin turbo rapid-fire, slow-motion, and pin-point accuracy from up to 30' away. Get the winning edge.

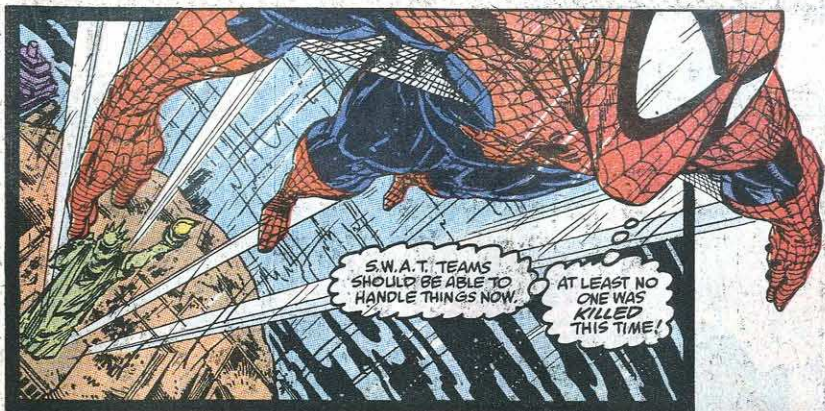
THE HEAD-TO-HEAD WIRELESS winning edge!



Acclaim™
entertainment inc.
Masters of the Game™



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S.W.A.T. TEAMS
SHOULD BE ABLE TO
HANDLE THINGS NOW.

AT LEAST NO
ONE WAS
KILLED
THIS TIME!

BUT I'D BETTER HEAD
BACK TO MANHATTAN.
SWITCH TO MY **PETER
PARKER** IDENTITY.

MARY JANE AND I ARE MEETING
MY OLD BUDDY, **FLASH THOMPSON**,
AND HIS LATEST FLAME FOR DINNER.

JUST WISH I HAD
TIME TO HITCH A RIDE
BACK ON A **POLICE
BOAT**. I MEAN, NIFTY
AS IT MAY SEEM TO
SOME--

--THIS
FLYING
WITHOUT
WEBLINES
IS FOR THE
BIRDS.

BATER.

RAIN STOPS.

OVER
HERE,
GUYS?

THE VIEW
FROM THE
RESTAURANT
ATOP THE
WORLD
TRADE
CENTER
BECOMES
SPECTACULAR...

PETE? MJ?
THIS IS AMBER,
THE LOVE OF
MY LIFE!

'LO, AMBER. HI!

DARN!
I MUNCH!
THIS STEAK
IS COOKED
TOO MUCH!

SO, UH, HOW'S THE
BOXING CAREER?

SLOW, BUT
PICKING UP I
MIGHT GET
A MONEY
BOUT IN...

HEY, GAR-KON!
THIS MEAT'S
BURNT!

BUT, MADAME,
IT'S ONLY SLIGHTLY
MORE DONE THAN
THE ONE YOU
SENT BACK AS
TOO RARE!

THIS TASTES
YUCKY!
PTUI!

I DON'T
CARE!
I WANT
ANOTHER
ONE!

YEESH! WHAT
A DUMP! THEY'LL
PROB'LY EVEN GRIPE
WHEN I LIGHT UP
AFTER CHOW--JUST
CAUSE THIS IS A
STUPID NO
SMOKING
SECTION!

ER, LISTEN, GUYS,
ME AN' AMBER ARE
TAKIN' IN A MOVIE
AFTER DINNER. WANT
TO COME ALONG?

NO!

I-I MEAN,
WE'D LOVE TO,
BUT I HAVE A
PRE-DAWN CALL
FOR A LOCATION
SHOOT TOMORROW!

AND I'M
TAGGING
ALONG TO
KIBITZ.

OH, MAYBE
SOME OTHER
TIME, THEN.

UH,
SURE!

YOU BET,
FLASH!

AS LONG AS
YOU LEAVE 'MISS
CONGENIALITY'
AT HOME!

GOTTA
SACK OUT
EARLY
TONIGHT!

5 P.M. -- THE CAST AND CREW OF THE LONG-RUNNING SOAP OPERA, "SECRET HOSPITAL," ASSEMBLES ALONG THE STILL-DARK PATHWAYS OF BATTERY PARK.

I HOPE YOU WON'T GET TOO BORED, PETER.

ARE YOU KIDDING?

JUST HAVE YOUR FACE DONE AND STOP WORRYING ABOUT *ME*. I'M FASCINATED!

WHAT A LADY! ^{3 years} I SURE LUCKED OUT IN *THIS* MARRIAGE!

JUST WISH FLASH COULD DO BETTER WITH--
eh?

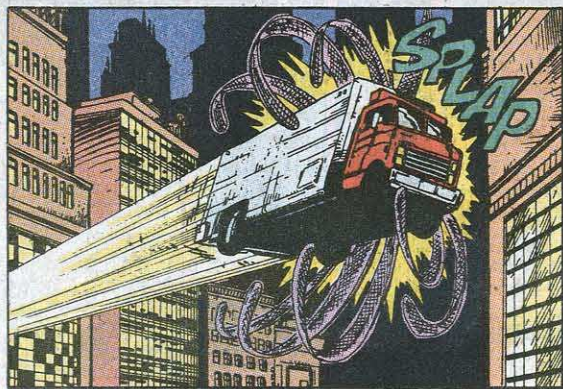
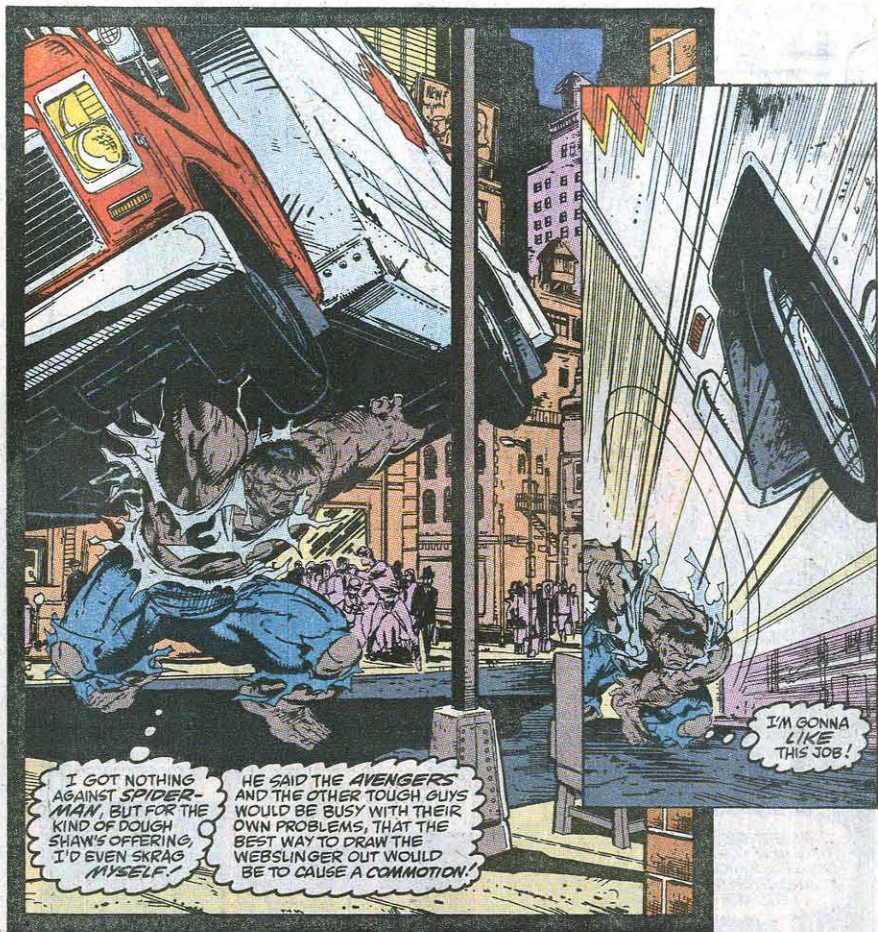
SPIDER-SENSE TINGLING! SOMETHING DROPPING FROM A PLANE OVER TIMES SQUARE!

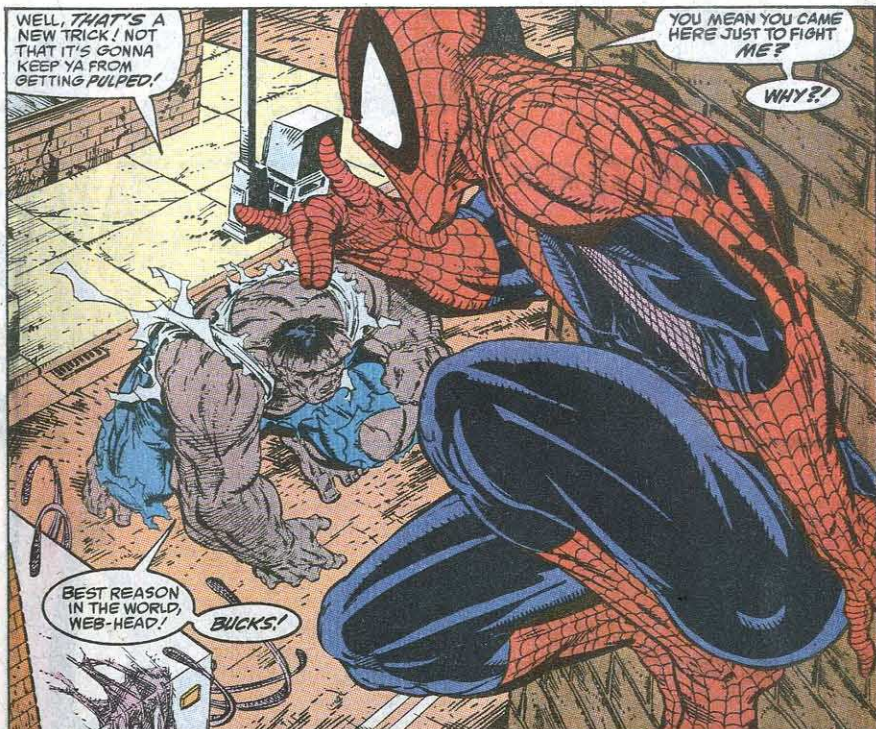
BETTER USE MY NEW CLOSE-UP VISION TO SEE WHAT--UH-OH!

"EXCUSE ME!"

"COULD YOU TELL MY WIFE I HAD TO LEAVE, PLEASE?"

"SOMETHING UNEXPECTED CAME UP!"





WELL, THAT'S A
NEW TRICK! NOT
THAT IT'S GONNA
KEEP YA FROM
GETTING PULPED!

YOU MEAN YOU CAME
HERE JUST TO FIGHT
ME?

WHY?!

BEST REASON
IN THE WORLD,
WEB-HEAD!

BUCKS!

MONEY? HAS SOMEONE PUT
A BOUNTY ON MY HEAD?

IS THAT WHY
PEOPLE HAVE BEEN
ATTACKING ME FOR
NO REASON?

DON'T
MATTER.

I'M SICK OF BEING A
LIVING TARGET! FOR
ANY REASON!

THWAMB

PRUNCH

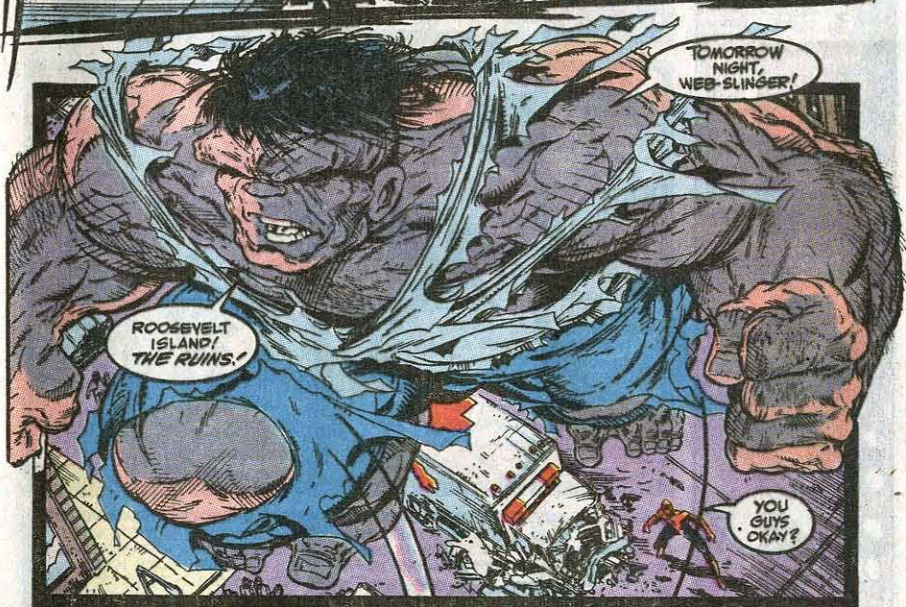


PSHEW! THIS GUY'S A LOT STRONGER THAN I REMEMBERED!

MAYBE I BETTER STOP PULLING MY--

-- HAND? CHANGING COLOR?!
BANNER'S STARTING TO TAKE OVER!

BUT IT'S TOO SOON FOR-
BLAST! SO BUSY DOING
MY JOB, I FORGOT THE
SUN COMES UP THREE
HOURS EARLIER HERE!



BUT AS THE RISING SUN
PEEKS INTO A NEARBY
ALLEY WAY--

--BRUCE BANNER
FERVENTLY WISHES
HE WAS ASLEEP.

FOR NIGHTMARES
WOULD BE FAR MORE
DESIRABLE THAN
THIS!

HULK!
CURSE
YOUR
HIDE!

THE DAY
PASSES: AT
EMPIRE
STATE
UNIVERSITY...

NUTS.

CAN'T SEEM TO
CONCENTRATE ON
THE LECTURE.

YUCK!

HISS!

BOO!

MIND KEEPS WANDERING. SORT
OF HARD TO WORRY ABOUT FAIL-
ING A PHYSICS COURSE--

-- WHEN YOU DON'T KNOW
IF YOU'LL SURVIVE LONG
ENOUGH TO TAKE FINAL
EXAMS!

...ON A MID-
TOWN STREET
CORNER...

THAT'S RIGHT,
UPSET
STOMACH.

DON'T KNOW
WHEN I'LL
BE BACK TO
WORK.

UH, GOTTA GO!

COP LOOKING
AT ME! SAW ME
PANHANDLE
THAT QUARTER?

CAN'T GET NABBED
FOR VAGRANCY NOW!

GUESS THAT'S
ENOUGH SUN!
BETTER GET
BACK TO THE
OFFICE!

FRUITCAKE!

BUT A
CREATIVE
FRUITCAKE!

...AT SHAW
INDUSTRIES...

HHMMMM.

IT SEEMS MY NEWEST
EMPLOYEE WAS UNSUC-
CESSFUL LAST NIGHT.

BUT I CAN'T WASTE TOO MUCH
TIME ON THIS SPIDER-MAN AFFAIR.
I HAVE OTHER, MORE VITAL,
CONCERNS TO CONSIDER.

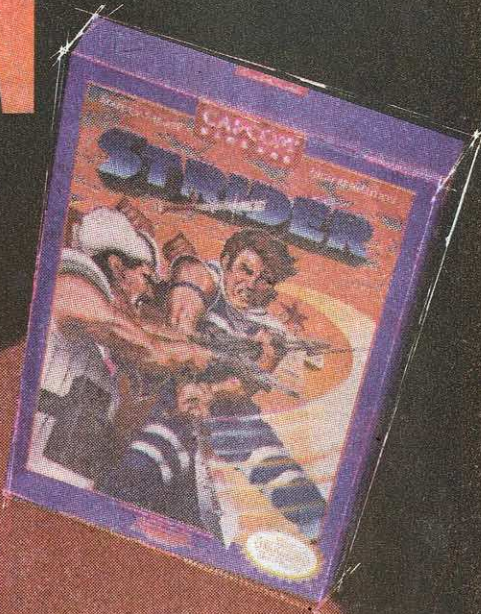
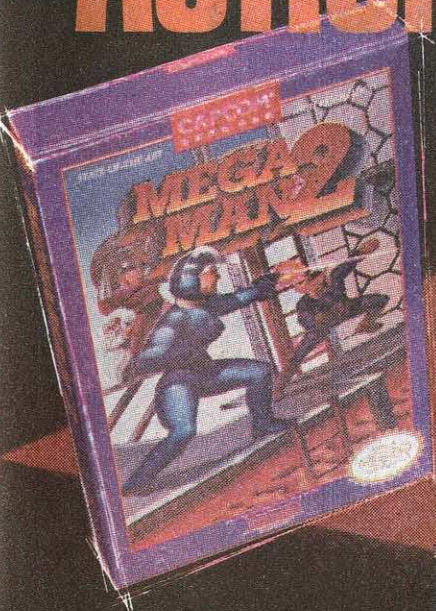
I'LL GIVE
THE HULK
ONE MORE
CHANCE...

WHAT THE
DEVIL HAVE YOU
GOTTEN ME INTO
THIS TIME?



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GET SET FOR RADICAL ACTION



Stand by, gamers! Capcom introduces two new thrilling games to its Nintendo series. And as always, the graphics are hot and the action intense.

First, experience the ultimate character adventure game! As MegaMan, you must conquer and control the eight empires of the evil Dr. Wily. But beware of his sinister robots that rule each empire. Their special powers present a unique challenge at every level.

Then, prepare for undercover action as the Strider. Your orders are to enter Russia and infiltrate the Red Army, returning enemy secrets to your superiors. But be extremely cautious. You know what the Russians do to spies!

So get set for radical action in these exciting additions to the Nintendo Entertainment System. From Capcom, U.S.A.



MegaMan 2 Screen Shot



Strider Screen Shot

CAPCOM

TONIGHT!

HULK CHOSE HIS
BATTLEGROUND WELL.
ROOSEVELT ISLAND
SITS SMACK IN THE MIDDLE
OF THE EAST RIVER, BETWEEN
MANHATTAN AND QUEENS!

AND THE RUINED BUILDINGS
ON ITS SOUTH END HAVE BEEN
DESERTED FOR YEARS! I
DOUBT WE'LL HAVE A PROBLEM
WITH UNINVITED GUESTS!

YOUR MOM'D TAN US GOOD IF
SHE KNEW WE SWIPED THESE
BUTTS FROM HER PURSE!

WHY DO YOU THINK
WE CAME
DOWN HERE
TO--UP,
S-S-STAN!

LOOK!

SPIDER-
SENSE
TINGLING!

HULK ISN'T
WASTING
ANY--

--TIME!

CHAKS!

A man dressed as an adventurer is standing in a dark, rocky cave. He is wearing a dark jacket with a graphic, light-colored pants, and a backpack. He holds a pickaxe in his right hand. A lantern sits on the ground to his left. The cave walls are rugged and textured.

Introducing The Web Of Gold™ Game.



All You Need For An Adventure Of Your Own.

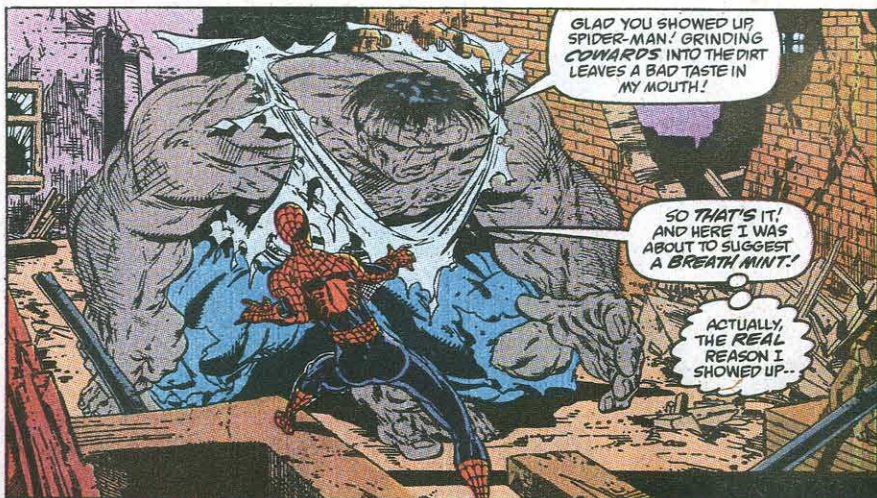
Search for secret treasures in a mysterious, abandoned gold mine. Become a giant spider and recognize your opponents. But, be careful... danger lurks around every darkened corner in the new WEB OF GOLD™ game from TSR.

With the WEB OF GOLD game you're a courageous adventurer trying to collect valuable nuggets of gold on a three-dimensional game board. You're also a villainous spider trying to stop other adventurers from discovering the gold first and winning the game.

So discover what's most fun for you -- being the treasure seeking miner or the adventure stopping spider WEB OF GOLD -- an adventure all your own. Available at your favorite toy or hobby store.

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GLAD YOU SHOWED UP
SPIDER-MAN! GRINDING
COWARDS INTO THE DIRT
LEAVES A BAD TASTE IN
MY MOUTH!

SO THAT'S IT!
AND HERE I WAS
ABOUT TO SUGGEST
A BREATH MINT!

ACTUALLY,
THE REAL
REASON I
SHOWED UP--



-- WAS BECAUSE I
FIGURED THE HULK
WOULD COME LOOKING
FOR ME IF I DIDN'T!

AND AT LEAST HERE THERE
WON'T BE ANY INNOCENT
CASUALTIES!

PRUBUBUBUMB



EXCEPT,
MAYBE,
ME!

CRUDGE



BEEN
WORKING OUT,
WEB HEAD?

I
NEARLY
FELT
THAT!

BAKSH



HULK'S STUBBORN! HE'LL
KEEP AT THIS UNTIL ONE OF
US IS IN 'PIECES'!

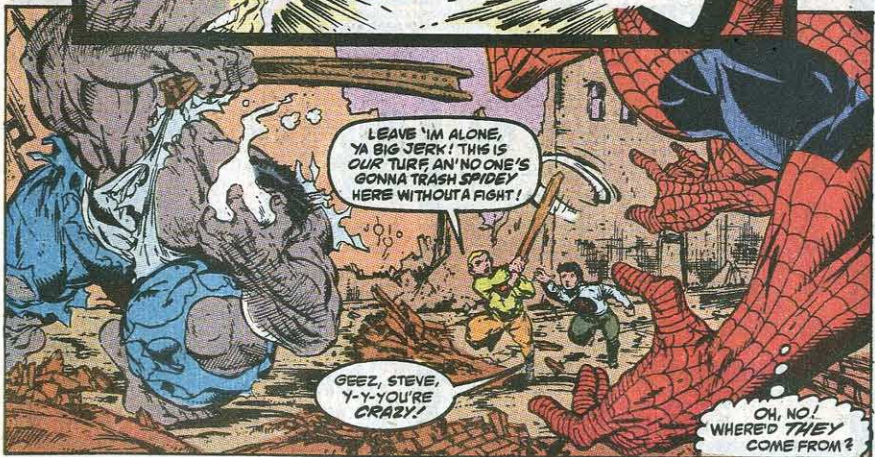
IF I ONLY HAD
SOME WAY TO
SLOW HIM DOWN--!



ASH!
WH-WHERED
THAT LIGHT
COME FROM?!

FASH

ANOTHER
NEW
POWER?!



LEAVE 'IM ALONE,
YA BIG JERK! THIS IS
OUR TURF AN' NO ONE'S
GONNA TRASH SPIDEY
HERE WITHOUT A FIGHT!

GEEZ, STEVE,
Y-Y-YOU'RE
CRAZY!!

OH, NO!
WHERED THEY
COME FROM?!

Bullpen Bulletins

Stan's Soapbox

It's never easy to say goodbye to an old friend.

I'm referring of course, to amiable Archie Goodwin, who has given up his editing duties for Marvel's Epic line to take up residence with our cavortin' competitors.

Archie's career has been so varied and colorful that it wouldn't seem right to merely wave goodbye without recounting some of his past achievements.

When I first met him, he was editor in chief and featured writer for the

Creepy and Eerie line of magazines. After that the gallivantin' Mr. Goodwin served a hitch at DC also in the capacity of editor and writer. Then, Marvel grabbed him up and the rest is history!

During his two decades at The House of Ideas (as I modestly refer to the blushin' bullpen), Archie wrote an assortment of almost all our top titles, such as FANTASTIC FOUR, SHIELD, IRON MAN, SPECTACULAR SPIDER-MAN—hey, you get the idea.

But, to continue our captivatn' chronology, Archie next became editor of one of my favorite projects, our

trend-setting, experimental magazine, EPIC, which led to such blockbuster publications as GROO, ELFQUEST, THE INCAL, SILVER SURFER, AKIRA, etc., etc. Then, just before packing his bags, Mr. G also created our new SHADOWLINE series.

So, you can see why it is with such extreme reluctance that we now say "so long" to our talented friend who is one of the nicest guys in comics. All the best, Archie, and keep in touch!

Excelsior!

ITEM: Now that Stan has bid a fond adieu to Archie, you'll be pleased as punch to learn that his distinguished shoes are being filled by none other than that living Shadowmaster himself, Carl Potts. And while Carl slips into his Triple E position (Executive Editor of Epic), old-time Bullpenner Danny Fingeroth is returning to editorial duty by stepping into Carl's now vacant position of Marvel line editor. Good luck, guys!

ITEM: Not to toot our own horn too much, but Mighty Marvel did pretty well for itself in this year's Comics

Buyer's Guide Fan Awards! THE UNCANNY X-MEN was voted in as Favorite Comic Book, while MARVEL AGE MAGAZINE became the fans' Favorite Publication About Comics for the very first year, edging out its trade journal competitors!

As if those two honors weren't enough, our fearless Marvel freelancers copped more than their fair share of CBG awards as well! Tumultuous Todd McFarlane of AMAZING SPIDER-MAN fame garnered both the Favorite Penciler and Favorite Cover Artist awards by wide margins, Clever

Chris Claremont, X-MEN author extraordinaire, was picked as the fans' Favorite Writer, Gracious Glynis Oliver was their Favorite Colorist, Terrific Terry Austin was voted Favorite Inker, and Tough Tom Orzechowski garnered the Favorite Letterer award! Congrats to our award-winners, and thanks, fans! We love you, too!

To be fair, our Distinguished Competitors snatched up quite a few votes themselves, especially for that dark guy with the cape and pointy ears. Congratulations to all the winners. 'Nuff said.

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'EM
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HE'S
RAISING
THE
GIRDER!
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TOWARDS--

--THOSE
KIDS!



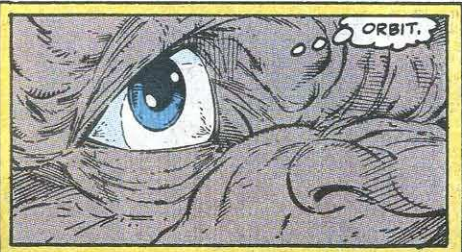
NO!

WH
SSSSSSSS
H
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WOW!
H-H-E'S
STILL
GOING!
BUT HE
HAS TO
COME
DOWN--

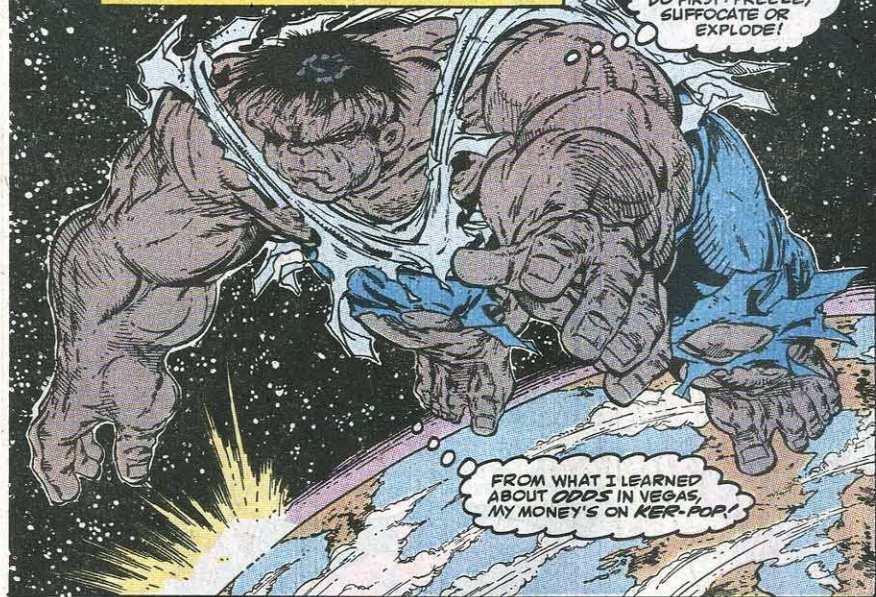
... SOMETIME!

WANNA
BET?



BLASTED WEB-SLINGER
KNOCKED ME INTO ORBIT!
COLD DOESN'T BOTHER ME,
AND I CAN HOLD MY BREATH
A LONG TIME!

BUT UP THIS HIGH,
DAWN'S GONNA HIT
ME A LOT SOONER! AND
IF I TURN INTO **BANNER**
UP HERE, THE ONLY
QUESTION IS WHICH I'LL
DO FIRST: FREEZE,
SUFFOCATE OR
EXPLODE!



FROM WHAT I LEARNED
ABOUT ODDS IN VEGAS,
MY MONEY'S ON KER-POP!

MR. SPIDER-
MAN? WH...
WHAT IF HE
NEVER
COMES DOWN?

I WAS THINKING
THAT MYSELF! AND
ABOUT **GOLIATH**!
I DON'T KNOW IF
THERE ARE LIMITS
TO THIS NEW POWER
I'VE GOT--

-- BUT MAYBE IT'S
TIME TO FIND OUT! OO



HEY, IF HE'S GONNA
PULL STUNTS LIKE THAT,
HE'D BETTER START
WEARIN' A CAPE!





LIKE THE BEATLES
SAID: "HERE COMES
THE SUN!"

NEVER
THOUGHT
I'D END
THIS WAY.

KILLED BY
SOMETHING
I CAN'T EVEN
PUNCH!



HRNGK?!



SHI'AR



SOON...

IF YOU'RE LOOKING
FOR THANKS, FORGET
IT! I WOULD'VE SAVED
MYSELF, SOMEHOW.

STILL, IT WAS A
NICE GESTURE, SO
I'M GONNA RETURN
THE FAVOR.

I WON'T
KILL YA!



THIS
TIME...

KILL ME?
AFTER DOING
WHAT I JUST
DID--

--I'M NOT SURE
I CAN EVEN
DIE!

A THOUGHT ALMOST AS EXHILARATING AS IT IS FRIGHTENING, AND ONE PETER PARKER SHARES WITH HIS WIFE THE NEXT DAY.

FIRST, I MAY HAVE KILLED GOLIATH! THEN I ALMOST KILL THE HULK!

I HATE THIS NEW POWER!

I JUST WISH IT WOULD GO AWAY...

WHILE AT SHAW INDUSTRIES...

MR. BANNER IS CONFUSED.

THAT SHOULD KEEP HIM DOCTILE FOR HIS TRIP BACK TO NEVADA.

BUT BANNER IS THE LEAST OF MY WORRIES. THE NEW POWERS SPIDER-MAN POSSESSES MAY BE A THREAT TO MORE THAN MAGNETO'S PETTY MACHINATIONS.

THEY MAY POSE A DANGER TO MY PLANS AS WELL! IT MIGHT BE WISE TO LOOK INTO THE PHENOMENON FURTHER, YES.

WITH DILIGENCE AND PATIENCE, PERHAPS I CAN FIND A WAY TO MAKE THOSE POWERS... GO AWAY.

NEXT ISSUE!
SENTINELS!

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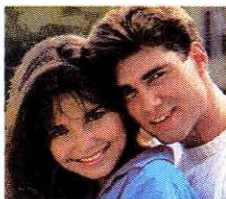
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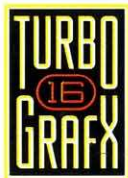
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