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POWERLESS
PART ONE

The AMAZING SPIDER-MAN

**THIS IS IT!
SPIDEY
GOES
NORMAL!**

**NOW THE WEAKEST
HERO IN THE
MARVEL
UNIVERSE!**

**The
TARANTULA**
REALLY CHOSE
THE RIGHT TIME
TO PICK A
FIGHT!

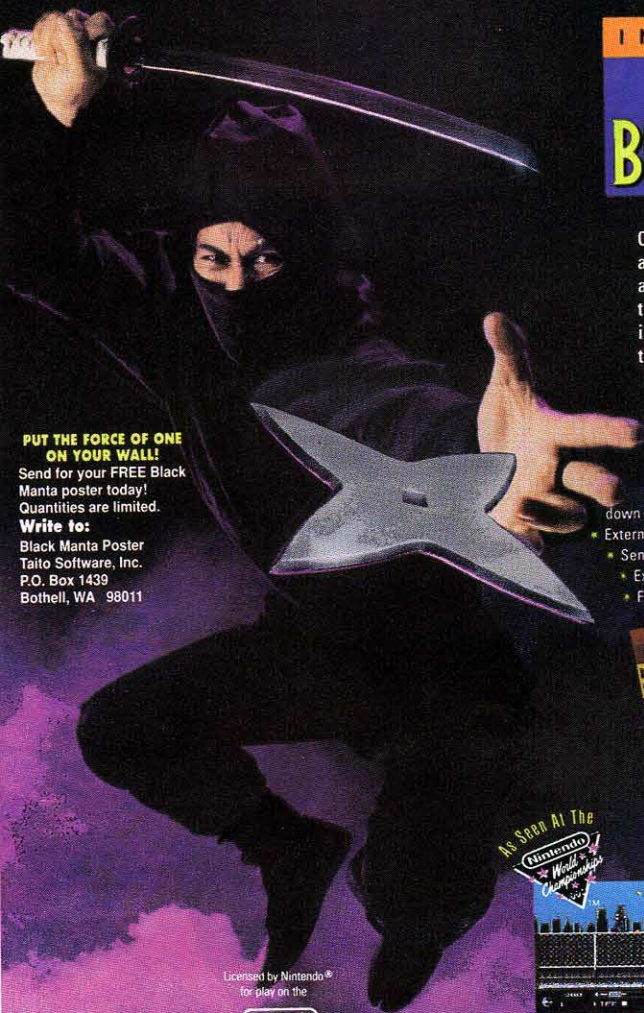


*SAKES
AND
MACHLAN*



"WITH NO POWER..."

NEVER BEFORE HAS A FORCE OF ONE BEEN SO POWERFUL!



INTRODUCING

WRATH OF THE BLACK MANTA

Crime and kidnapping have put a death grip on New York, Tokyo and Rio. A solitary figure strives to squelch the misguided dealings of a bunch of underhanded terrorists bent on kidnapping innocent kids. Only the Black Manta possesses the powers that can save them.

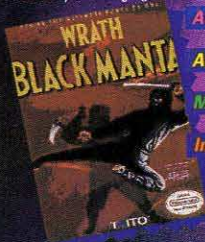
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- Sensational color graphics
- Exciting soundtrack
- Furiously challenging

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Rated 4 out of 5 for graphics and sound, challenge and theme/fun on the Power Player Meter!

Nintendo Power, March/April 1990

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BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

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

"WITH(OUT) GREAT POWER..."

IMAGINE:
FLOSSING WITH
RAZOR WIRE.

REMOVING CONTACT
LENSES WITH A POWER
DRILL.

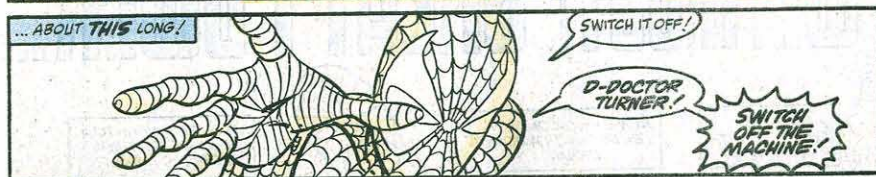
SWAN DIVING INTO A
POOL OF SEWING
NEEDLES. NAKED.

THEN IMAGINE WHAT IT'S LIKE TO BE THE
AMAZING SPIDER-MAN AT THIS PARTICULAR
MOMENT IN TIME...

... IF YOU WANT
KNOW WHAT REAL
PAIN IS LIKE!

DAVID MICHELINIE WRITER ERIK LARSEN PENCILER RANDY EMBERLIN INKER RICK PARKER LETTERS BOB SHAREN, R. WITTERSTAEFTER COLORS JIM SAUCRUP EDITOR TOM DEFALCO EDITOR IN CHIEF

THE AMAZING SPIDER-MAN® Vol. 1, No. 341, November, 1990. (ISSN # 0274-5232) Published by MARVEL COMICS, James E. Gallon, 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. Copyright © 1990 by Marvel Entertainment Group, Inc. All rights reserved. Price \$1.00 per copy in the U.S. and \$1.25 in Canada. Subscription rate for 12 issues: \$12.00 U.S.; \$17.00 Canada; and \$24.00 foreign. 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 condition 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 AMAZING SPIDER-MAN, c/o MARVEL COMICS, 9TH FLOOR, 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. Printed in the U.S.A.





LORD DID I
ACTUALLY GO
THROUGH
WITH THAT?

HAVE TO
KEEP TELLING
MYSELF IT'S
THE BEST
THING.

FOR AUNT
MAY!

WITH HER
FIANCE
DEAD, ALL
SHE HAS
IS HER
NEPHEW.
PETER
PARKER!

ME!



IF I WERE KILLED "IN
THE LINE OF DUTY," SHE'D
BE DEVASTATED!
CRUSHED!

ALONE...



MARY JANE, MY
WIFE, KNOWS THE DANGER
I FACE AS SPIDER-MAN.

IT'S NOT
EASY TO LIVE
WITH, BUT
IT'S HER
CHOICE!

AUNT MAY
HASN'T HAD
THAT OPTION.



SO WHEN I WAS ALMOST
KILLED BY THE **FEMME**
FATALES--*

-- AND THEN LEARNED THAT
DOC TURNER'S BLOOD ANALYSIS
DEVICE HAD THE UNEXPECTED
SIDE EFFECT OF REMOVING
MY POWERS--

--- I MADE A
DECISION.

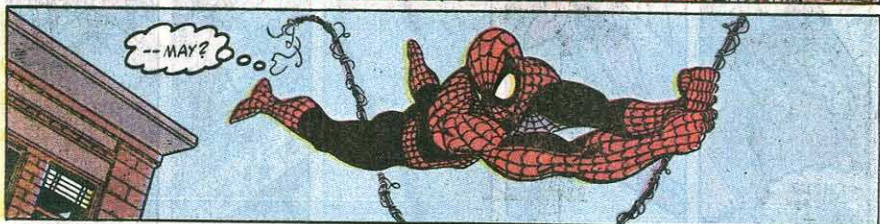
* LAST ISSUE. -- J.S.

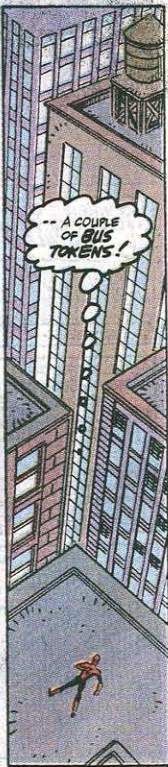
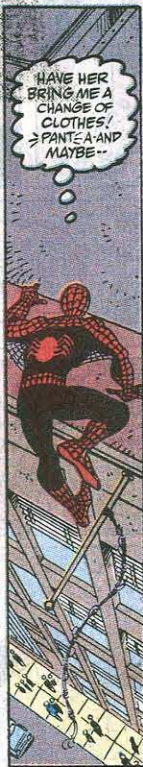
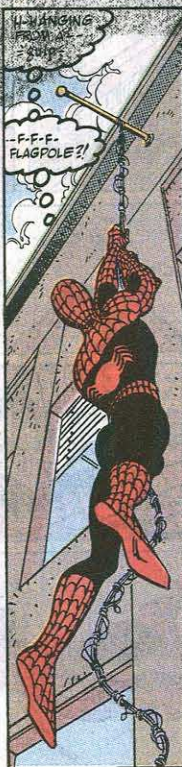
I'VE GIVEN THE
WORLD **ENOUGH**
YEARS.

I'M GIVING THE
REST TO AUNT--



-- MAY?





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Q·U·E·S·T



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WHILE BACK AT DOCTOR TURNER'S LAB SUITE...



MOMENTS LATER, ON THE HUDSON RIVER...



BUT WHO ELSE WOULD KNOW THIS FREQUENCY?



THIS IS **GULLIVAR SOUTH**. LET ME SPEAK TO **LUIS ALVAREZ**.



FOR FAVOR, SEÑOR SOUTH.



HIGH FIVE

5TH
ANNIVERSARY
EDITION

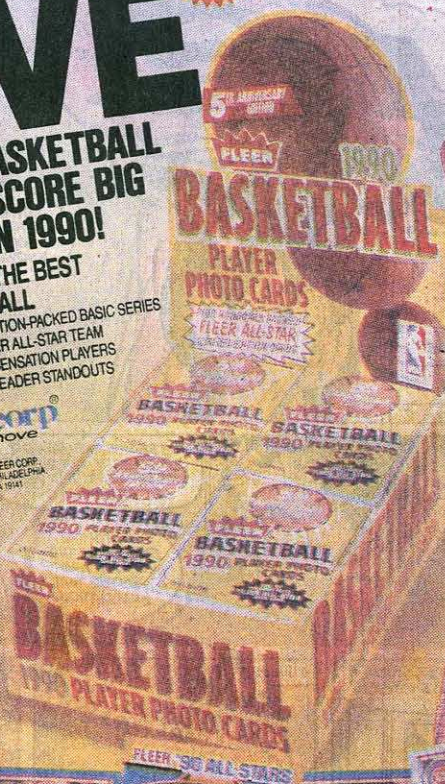
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CARDS SCORE BIG
AGAIN IN 1990!**

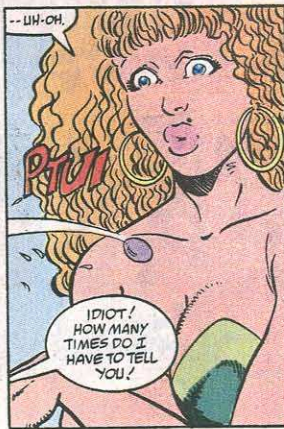
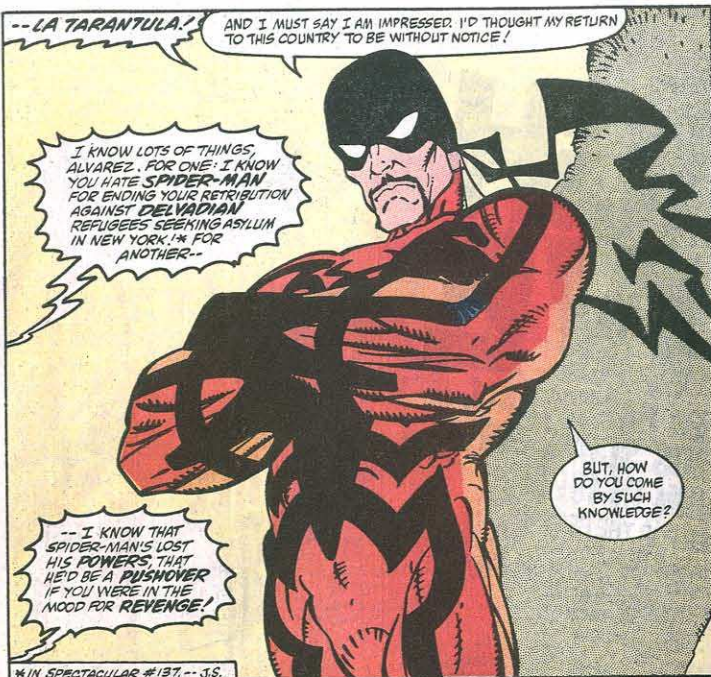
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WHILE IN SOHO, MARY-JANE AND PETER PARKER FINISH A LONG WALK--



I'M USED TO MY POWERS BEING THERE, EVEN WHEN I'M NOT USING THEM.

NOW, JUST HOOPING AROUND LIKE A REGULAR GUY, I GET TIRED MORE QUICKLY. MY REACTIONS ARE DULL.



I DON'T HAVE THAT **EXTRA ENERGY** I USED TO HAVE.



THAT'S 'CAUSE YOU'VE BECOME SUCH A **NOMEBODY** PAL!

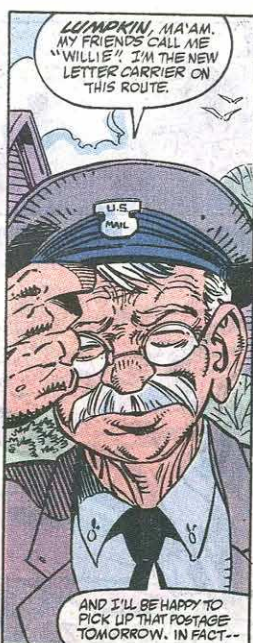
SOMETHIN' ME AN' FELICIA ARE ABOUT TO CURE! WE'RE KIDNAPPIN' YA, TAKIN' YA TO CENTRAL PARK FOR A PICNIC!

MY IDEA!











CENTRAL PARK.



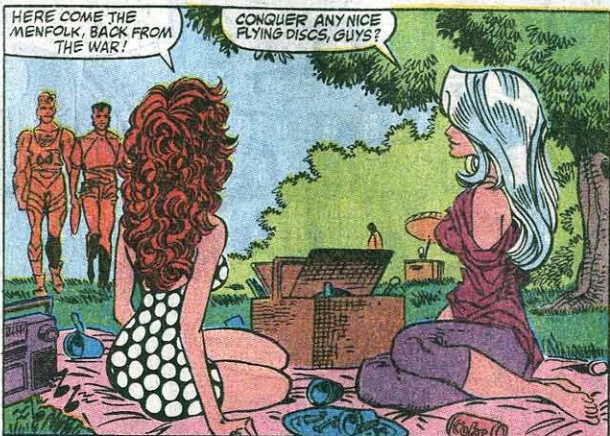
NICE GRAB, PETE! I'M IMPRESSED.



YOU NEVER WERE MUCH OF AN ATHLETE BACK IN HIGH SCHOOL!

THINGS CHANGE, CHAMP!

GUESS ALL THOSE YEARS AS SPIDER-MAN HELPED HONE MY NON-SUPER ABILITIES!



HERE COME THE MENFOLK, BACK FROM THE WAR!

CONQUER ANY NICE FLYING DISCS, GUYS?



LOTS! AN' NOW I GOT THE HUNGRIES FOR ICE CREAM!

NOT ME, SWEET-HEART?

YOU TWO WANT SOME?



IS IT ME, OR DOES FELICIA SEEM A LOT LESS, WELL...

MAYBE SHE'S JUST HAVING A GOOD TIME.

...CATTY!



I KNOW I AM! THIS HAS BEEN GREAT!

I MEAN HARRY OSBORN IS A TERRIFIC FRIEND, BUT I'VE MISSED HAVING A PAL, SOMEONE TO BUDDY AROUND WITH. I GUESS--

--I'VE MISSED FLASH.

IT WAS
THE MANSION
OF DR. WEST...
BUT THOSE
WHO KNEW
BETTER
CALLED IT
THE...

SPLATT



WEST
MAY HAVE BEEN
THE GREATEST
PARAPSYCHOLOGIST
IN OUR FIELD.

...BUT DO WE
HAVE TO VISIT
HIS OLD HOME?
IT GIVES ME
THE CREEPS!

THINK OF IT
AS A SCHOOL
RESEARCH
PROJECT!

BESIDES,
THE HOUSE IS
EMPTY... WHAT
CAN HAPPEN?

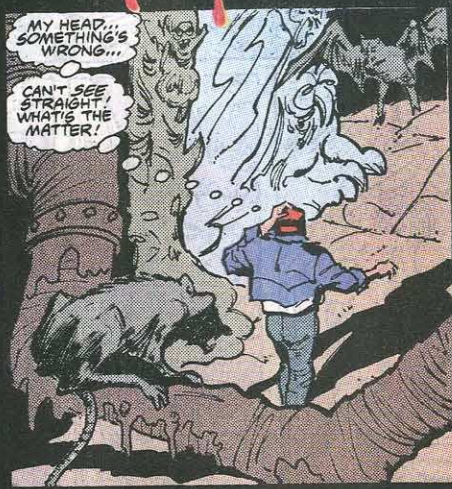
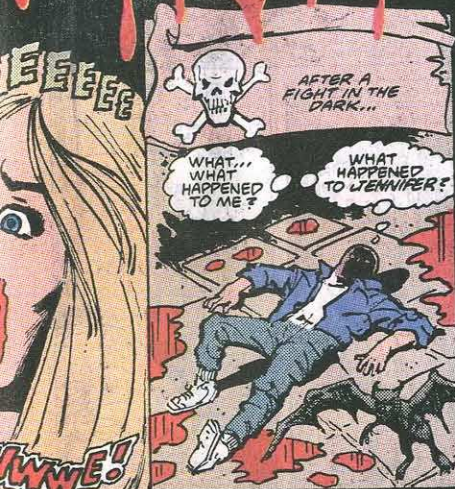
JENNIFER!
WHAT--WHAT
IS IT?

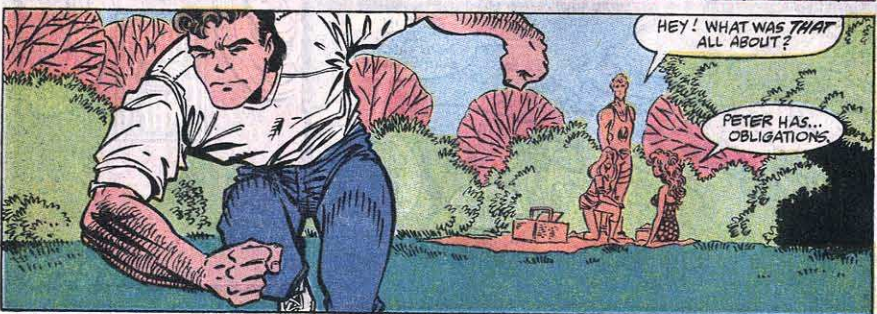
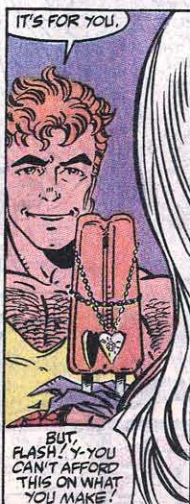


MY FACE!
IT'S COVERED
WITH... THE
TERROR
MASK!

THE
TERROR
MASK...
LEGEND TELLS
THAT THE
WEARER IS
GRANTED VAST
POWER...
BUT CAN'T
REMOVE IT!

ERHOUSE





HE, UH, HE'S A **NEWS PHOTOGRAPHER**, Y'KNOW! HAS TO GET HIS CAMERA AND... DO WHAT HE CAN.



CALM.

RATIONAL.

I-I-I'll JUST GATHER THESE THINGS UP... I-STAY IN CONTROL... AND--



--ah, THE BLOODY BLAZES WITH IT!



"THAT THE WAREHOUSE WHERE THEY'RE HOLDING THE PRIEST?"

"UH-HUH. QUESTION IS--"



--WHERE'S SPIDER-MAN?



NO, THE QUESTION IS...

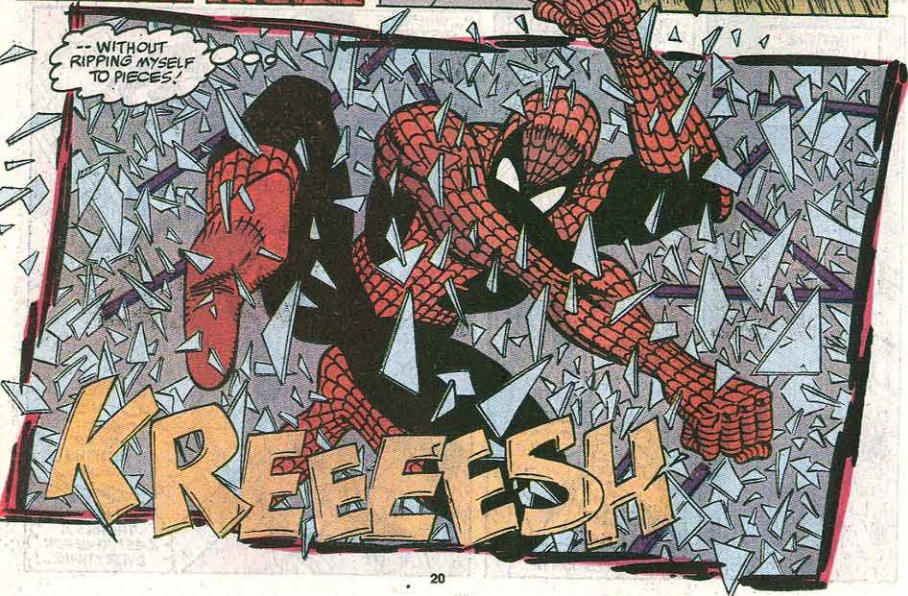
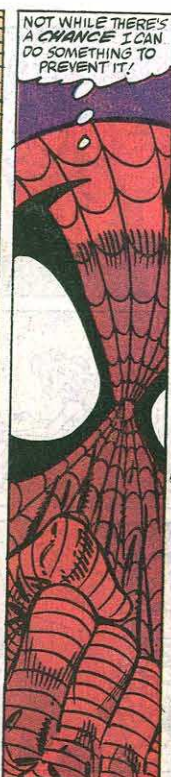
"WHERE'S PETER?"

HAD TO GO BACK TO SOHO. GET MY COSTUME.



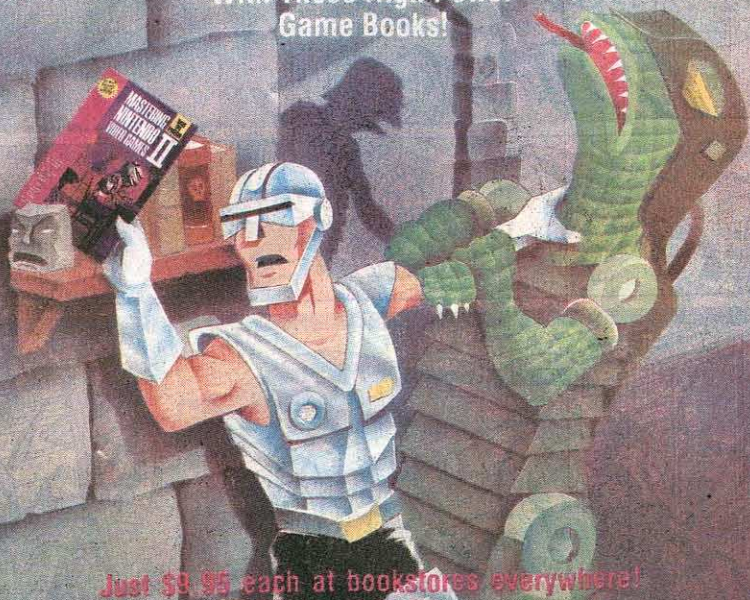
DIDN'T THINK I'D BE WEARING IT AGAIN.

GUESS THERE'S A LAST TIME FOR EVERYTHING...!



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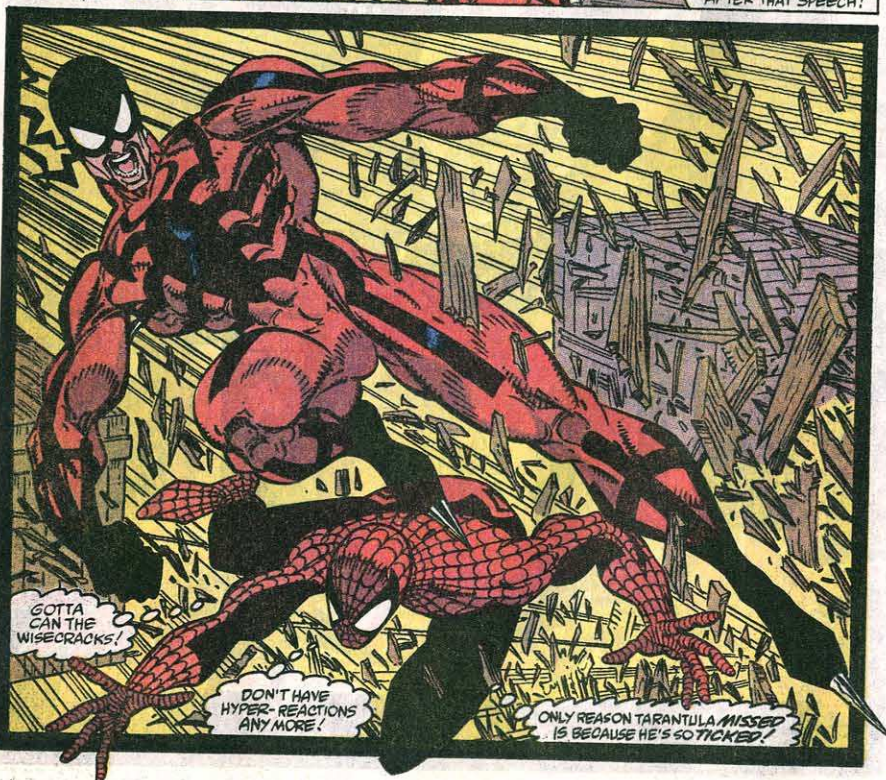


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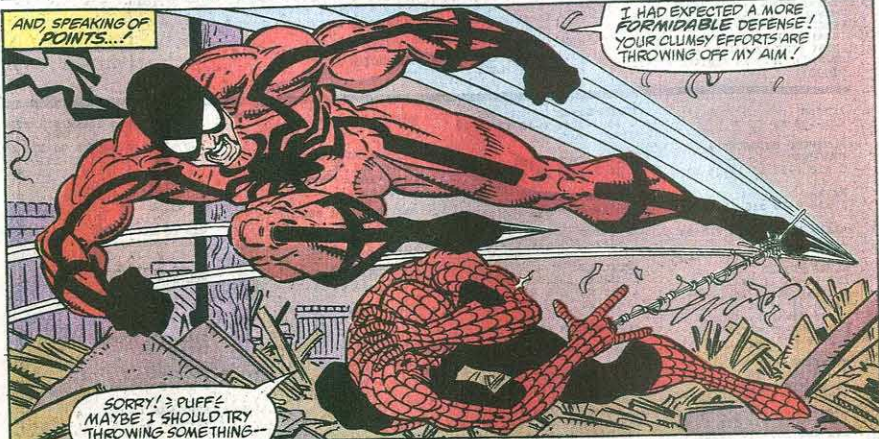
GOTTA MOVE! FIND SOME WAY TO
HELP SPIDEY! HAVEN'T HELD A GUN
SINCE R.O.T.C. TRAINING--

-- BUT I THINK I
CAN REMEMBER
WHICH END TO
POINT!



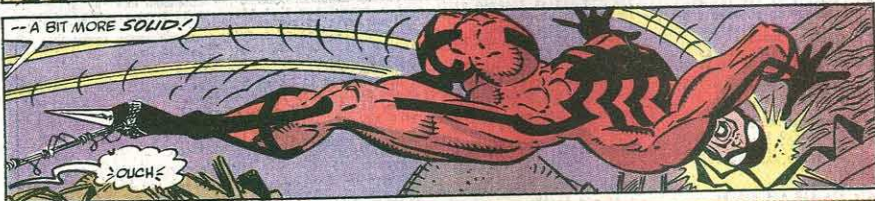
AND, SPEAKING OF
POINTS...!

I HAD EXPECTED A MORE
FORMIDABLE DEFENSE!
YOUR CLUMSY EFFORTS ARE
THROWING OFF MY AIM!



SORRY! > PUFF <
MAYBE I SHOULD TRY
THROWING SOMETHING--

-- A BIT MORE SOLID!



> OUCH <

SWELL. ALL TAGGING HIS
FOOT DID WAS GET HIM
REAL CLOSE!

AND REAL
MAD!



CHUNK

YOU'VE
NOWHERE
TO RUN, ARANA
DIABOLICO!

NOW, TASTE
THE DEADLY
STING OF--

GRAPHITTI

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--SHOOTING!

BUT WHO--?!



OUT THE BACK WAY,
YER HIGHNESS!

I'LL KEEP 'EM
PINNED DOWN!

BOOOOORRRP



SPIDER-MAN!

NO
TIME TO GO
AFTER HIM!
GUNFIRE
WILL BRING
THE POLICIA!
BUT--



"--SOMEONE
MUST PAY!"

GO ON!

I'M
RIGHT
BEHIND
Y--



--AGHK!

CHLORAL HYDRATE
WILL RENDER YOU
HELPLESS, MEDDLING
FOOL!

YOU'LL
HARDLY
EVEN
FEEL--



--THE
KILLING
STROKE!



STAN'S SOAPBOX

Hi, heroes! Sorry, no more info about THE MARVEL WORLD OF TOMORROW this time! When I re-read last month's column it sounded like I was really making a heavy sales pitch, so this I thought we'd cool it. (Anyway, there'll be plenty of ads to keep you from forgetting!)

Y'know, I've gotten lots of letters over the past months saying that I always mention the batty Marvel Bullpen but I've never explained exactly what it is. Well, never let it be said that I'd allow any loyal Soapboxer to wander about 'neath a cloud of confusion and doubt. For all ye who so dearly long for Bullpenish enlightenment, here now the news...

As you probably know, mighty Marvel is the world's greatest artists and writers in comicdom today. But, most of them, in fact almost all of them, work at home. Hardly any script-writing or story illustration is done at our offices. Now, I can hear you muttering, "Then what in the name of THE MARVEL WORLD OF TOMORROW (Oops, sorry!) goes on at the so-called Bullpen?" Glad you asked.

The good of Marvel Bullpen, located in the heart of Manhattan in New York City, is where our artists and writers send their work or deliver it in person. It's the place where our editors and art directors work, where the story conferences are held, where the top-level planning is done, where the decisions are made as to which

titles to add, which to keep, and occasionally which to (sob) discontinue. It's where the cover ideas are dreamed up, where the mags are proofread, and where the countless details involved in the actual production of each title are handled. It's a beehive of noise and activity and panic and passion and excitement and confusion and fun—and it's home to the most creative and talented gang of comic book wizards I've ever known!

So here's to the Merry Marvel Bullpeners! When all's said and done, they're only the greatest!

Excelsior!

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DATELINE: COMICS WITH JOHNNY MARVEL

Our founder Stan Lee paid one of his all-too-rare visits to the Marvel Bullpen the other day. He was appearing at a local convention, and stopped in to do lunch with good of Johnny Marvel. We quizzed Stan about all the latest goings on in Hollywood, and were pleased to learn that Stan is just as clueless as the rest of us.

Ultra-prolific artist/writer/novelist John Byrne was recently seen huddling with X-Editor Bob Harras over a projected WOLVERINE Limited series that John would write and draw. Mega-nice uber-inker Terry Austin joined in on the huddle, and said he would like to embellish the project.

From there, Bob went into another huddle, this time with super-stylistic Mike Mignola, who expressed interest in drawing another WOLVERINE Special Edition for next year. Bob bounced from that huddle into another one, this time with the hyper-witty Peter David, who will be writing a NEW MUTANTS/WOLVERINE special next year. The artist for that project is Kubert School graduate, Andy Kubert.

You would think after all that, Bob would be too tired to huddle with anyone. But, no, not Bob. He'll huddle with anyone. No sooner did Bob finish chatting with Peter David than he sashayed on over to Marvel's second-newest neo-editor, Fabian Nicieza. Fabian, who's taken Star editor Sid Jacobson's place in our editorial lineup (good luck at Harvey, Sid!) huddled together with Bob on their plans for the NEW MUTANTS.

Fabian will be taking over scripting the NEW MUTANTS with issue #97, and he will be working over plots from superstar penciler/young upstart Rob Liefeld. Rob, Fabian, and Bob have just been bubbling with enthusiasm over their plans for the NEW MUTANTS, so much so that the Marvel custodian had to ask them to stop because it makes such a mess on the floor.

As we made our way around the Marvel offices, we actually found a huddle that Bob Harras wasn't a part of! It was PUNISHER editor Don Daley, huddling with modern-day renaissance man Jim

Lee over the upcoming PUNISHER graphic novel *Rules of the Game*. Jim is co-plotting, penciling, and inking the book, which Don describes as "the best work Jim has ever done." Gregory Wright, who is scripting and co-plotting *Rules of the Game*, had intended to be part of this huddle, but had to postpone because he was embroiled in another huddle at the time.

Greg's other huddle was with his co-writer Dwayne McDuffie, and editor Bob Budiansky, and the topic was the new DEATHLOCK book, which will become an ongoing series after the macro-success of the smash limited series. Greg is also concentrating on his move to DC—that's Washington, DC, not DC Comics! Oh no, that's a good one. Excuse me for a minute while I compose myself.

Stepping into Greg's socks here on staff is the ultra-personable Neil Vornov, who was a Marvel production staffer for about a decade, and whose coloring has graced many a Marvel mag. (Some sort of rule about replacing colorists with colorists, you understand.) Neil is looking forward to doing some major legwork even started a Night School Course on Corporate Huddling to Get Ahead in the Business World.

Ace letterer Michael Heister huddled with me, Johnny Marvel, thanking me once again for forgetting to mention his return to staff five (count 'em) months ago. No problem, Mike! Mike is now assistant editor to senior editor/non-Karate Kid Ralph Macchio. The two of them were set to huddle on some exciting new projects, but Ralph was strangely absent that day. So Mike had to huddle alone.

While making a standard check in the Marvel office supply closet, we caught a couple of Marvel staffers who were not huddling—rather, they were cuddling! It was...oops, we seem to be out of space. That'll have to wait till next month (if at all). Till then, this is Johnny Marvel, saying, "Don't take any wooden comic books!"

REALITY CHECK: The Crisis on Infinite Earths is still infinity minus 27 Earths away!

- ☐ MARVEL AGE #94
- ☐ MARVEL TALES #240
- ☐ PUNISHER #42
- ☐ SILVER SURFER #42—48-page reprint
- ☐ MARVEL COMICS PRESENTS #53
- ☐ HO HO, WASHINGTON, DC, THAT WAS A GOOD ONE
- ☐ EXCUSE ME, I STILL CAN'T GET OVER THAT ONE
- ☐ WALKER #119
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- ☐ NIGHTBREED #3
- ☐ DR. WHO MAGAZINE #165
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- ☐ COUNT DUCULA #14
- ☐ FANTASTIC FOUR #236
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- ☐ OH, I STILL CAN'T GET OVER THAT WASHINGTON, DC GUY
- ☐ WHAT A HOWLER THAT WAS!



NICE TEAMWORK, CAT.
THANKS. BUT---

--WHY?

WELL,
UM, I...

...I-I CAN'T BREAK
A GUY'S HEART IF
HE'S DEAD. CAN
I?

HOW THOUGHTFUL!
BUT WE'D BETTER
GET OUT OF HERE!

SOUNDS LIKE
THE CAVALRY'S
ON ITS WAY!

WHAT ABOUT
FLASH--?

WHAM
WHAM
WHAM

PARAMEDICS
WILL HELP MORE
THAN WE CAN!

YEAH.

I GUESS YOU'RE
RIGHT.



THE SPIDER'S WEB

© MARVEL COMICS GROUP
387 Park Avenue South
New York, New York 10016

JIM SALICRUP
ARACHNERD
DAN CUDDY
ASSISTANT EDITOR

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

Dear Jim,

I can see it now. You are going to receive a bag full of mail just like this. "Dear Murderers, I can't believe you killed Venom. He is the best Spidey villain ever..." And so on. I for one am not falling for it. Venom is one of the best new villains we've seen in a long time. I don't believe the alien symbiote is dead and gone. It will rise again. I hope.

You want to know what else I hope? I hope the symbiote doesn't go back to Brock. I hope it finds a new carrier with just as much hatred for Spidey. It is logical. The symbiote is obviously intelligent. It tried to get back at Spidey through Brock three times. Each time it failed. Obviously it would realize that it has to try a new way. It has to find someone with different strengths and abilities than Brock. I think the perfect candidate is the Black Cat. As the new Venom, Felicia could be awesome. I may be second-guessing you guys, I don't know. The possibilities are endless. The symbiote could become a kind of evil "Captain Universe" power that jumps around from host to host as the need arises. This way, the Venom character would always remain new and exciting. Think about it!

AMAZING SPIDER-MAN has retained its high quality since the departure of Todd McFarlane. This is mainly thanks to David Michelinie's fine writing. Erik Larsen's art doesn't hurt the eyes, either. It's excellent—witness the opening splash page of #333. Erik is really settling into the characters and making this book his own. His covers are hot, too.

Keep it up. And bring back the Juggernaut. He's long overdue for an appearance in these pages. Besides Erik could really do him justice.

Trent Rogers
951 Riverside Dr. W. #16
Windsor, Ontario
Canada N9A 5L1

You said something about a "bag full of mail," Trent? That was an understatement...

Spider-Men,

Please say it's not true! I've just finished reading AMAZING SPIDER-MAN #333 and I can't believe my eyes. Venom is dead! How could you destroy one of the deadliest (and most interesting) villains since the original Green Goblin?

I've been a dedicated Spidey-fan for the better part of the last decade, and in that time I have seen some great villains come and go, but very few have had such a profound impact on the life of Peter Parker as Venom has had. Here is a (was a?) character who is, for all intents and purposes, Spider-Man's evil twin. The power and emotions of the alien suit combined with the insane sense of honor of Eddie Brock to create a being that Spidey's been unable to stop with sheer brute force or agility. The potential for expanding on this character is awesome, so like they say in the movies, don't let it end this way.

This is the first time I've felt moved to write you folks a letter and if I sound a little desperate it's because I am. I'm sure I'd survive if this really was the end of Venom, but what a sad waste to lose such a great villain. C'mon, Mr. Salicrup, what have you really got up your sleeve?

Until Tombstone gets a decent tan, Make Mine Marvel!

Russ Carr
P.O. Box 56
Cassville, MO 65625

There's nothing up our sleeves, Russ.

Dear Spidey-scribers,

I just read AMAZING SPIDER-MAN #333 and all I can say is: Whoah! Thankfully, I can also say the following paragraphs or else this letter would be pretty bare.

First, I was shocked by the apparent death of the alien costume. Venom happens (happened?) to be the best Spider-Man villain to come along since the sixties so how dare you get rid of him like that? He was a fair match for the Webhead, knew his real identity, looked really cool (even though the tongue and drooling were sort of gruesome), had roots as far back as the original SECRET WARS, had a

weird code of honor AND he ate bugs! No one with those qualities deserves to be trashed! Those were my first thoughts. The more I absorbed the story, however, the more I found it to be a fitting end to Venom's reign of entertaining terror (if indeed it is over). I was actually moved by Eddie's grief over his fallen symbiotic partner. To see the costume flow into a puddle really sent me reeling. And Peter's sadness over the whole incident was handled perfectly: he did have a close relationship with the symbiote, you know. I never actually thought it could be harmed by Styx's touch. Live and learn, I guess.

Speaking of Styx and Stone, I've always felt that creating one-shot villains was an easy way to fill pages and I never much liked these new characters. When the duo first appeared, I saw them as just another couple of one-shots to be beaten by Spidey in under one issue and then forgotten. Their reappearance surprised me. No longer are they just two-dimensional cutups, they are starting to gain a new dimension. Stone seems to be a compassionate villain who takes care of his addict companion. I like that. The origin of Styx was greatly appreciated if only to prove that super-powered people aren't all mutants. Origins lack originality in the Marvel universe because many writers simply get it out of the way by saying: Mutant! Did Mr. Michelinie create Styx, at least partially, to eventually get rid of Venom? I respect his forethought quite a lot if that is the case.

How about having Frog-Man guest-star soon? He's nifty. If I had a request for a villain, it would probably be Venom but that doesn't look too likely so I ask for... the return of the new-and-improved Venom! Come on, he can't be finished with! In fact, I am starting an organization called the Venom Anti-Defamation League for the Return of the Alien Costume, (VADLAC). Expect a rally in front of your building by the end of the week. We'll be the ones with the black masks eating live spiders!

Don't let the bad bugs bite!

Mike D.M. Albert
59, 35th Ave.
Edmundston, N.B.
E3V 2V1 Canada

This is New York, Mike. We always have people outside dressed in black masks eating spiders!

Dear arachno-men,

Well, in the great tradition of Sin-Eater, Kraven, etc., you have killed off another great enemy. The end of #333 was shocking. In #332, when you said that someone was going to die, my thoughts were either Nathan or Styx. But Venom! He was a great bad guy, but now half of him is dead. And we all know that half of Venom is as good as none.

Also, do you think it's smart to dump a biweekly comic book on newcomer Erik Larsen? He's a great drawer, and if there is anybody to take Todd's place it's him, but do you think he can handle it? I hope so.

Finally, I would like to try for a giant No-Prize. Whenever Spidey gets mad, the white sections in his eyes move and shrink. They are just cloth and cannot move. That's stuff that only Venom can, pardon me, could do. The only explanation that I can think of is that you figured that the mask's eyes would move with Peter's eyes. Wrong!

Until Aunt May takes up weightlifting, Make Mine Marvel!

Walker Hunter
P.O. Box 416
Rumney, NH 03266

We're pleased as punch with the pace at which Erik produced our bi-weeklies this summer, Walker. We're even more pleased with the quality he injected into those issues. We'll pass your comments about the eyes along to Mr. Larsen, but he'll probably give us that old "artistic license" excuse. Oh, please don't call Erik a "drawer." He likens himself more to a cabinet.

NEXT ISSUE: "POWERLESS" PETER PARKER GETS LUCKY AS THE BLACK CAT CROSSES HIS PATH IN TIME TO TANGO WITH THE SCORPION!



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