

**MARVEL**  
**COMICS**

**WITH HIS POWERS, WHAT CHANCE DOES  
SPIDEY HAVE AGAINST THE SCORPION?**

**POWERLESS**  
PART TWO

# the AMAZING SPIDER-MAN

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**\$1.00 US**

**\$1.25 CAN**

**342**

**DEC**

**CE 02457**

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

**STOP IT!  
YOU'RE  
KILLING  
HIM!**

**BACKED BY THE  
BLACK  
CAT!**

**THAT'S THE  
WHOLE IDEA!**



EPIC  
LARSEN  
M. GORDON

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# 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!

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BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDERFUL 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®**

# THE JONAH TRADE!

DAVID  
MICHELINIE  
WRITER

ERIK  
CARSEN  
PENCILER

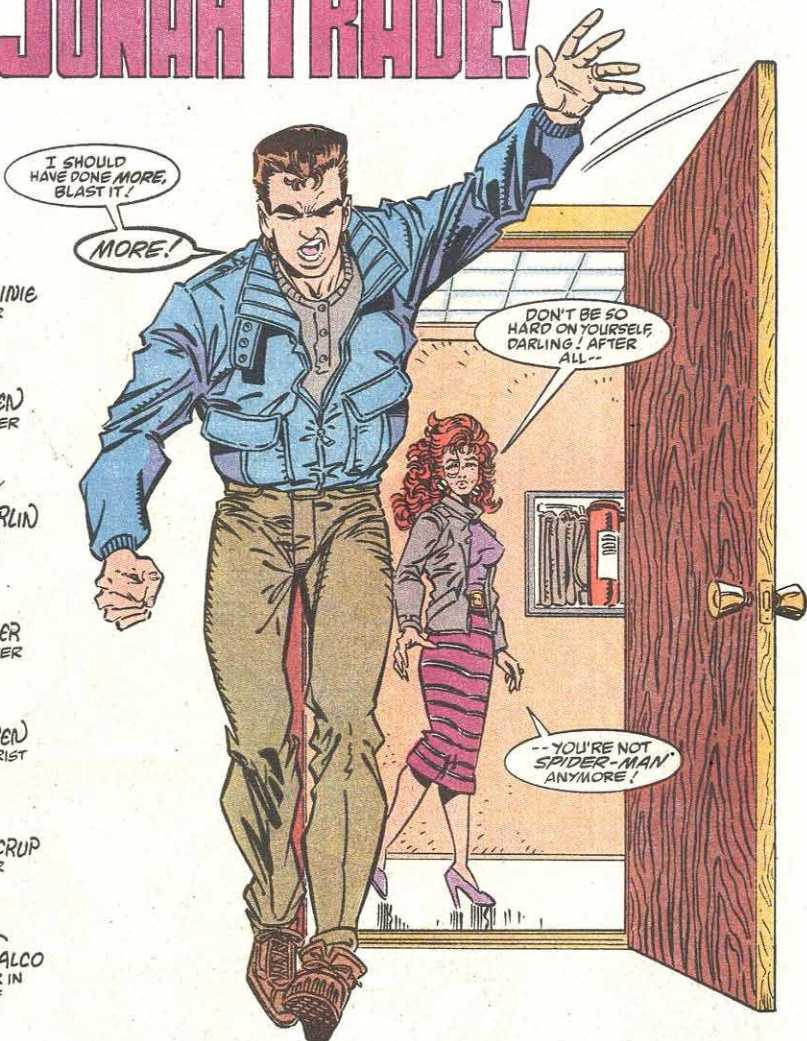
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WHILE AT THE MIDTOWN LABORATORY  
OF THE AFOREMENTIONED DOCTOR  
TURNER...

LOOKS GOOD,  
DOC! BUT DOES  
IT BURN?

SSSSSS



BEEYOUOOTIFUL!



THIS TAIL'S AS GOOD  
AS THE ONE RHINO  
TOOK FROM ME!\*

WHERE'D  
YOU GET IT?

THE MAN WHO COMMISSIONED ITS  
DESIGN, JUSTIN HAMMER, IS A  
BUSINESSMAN.

HE WAS WILLING TO PART  
WITH IT FOR A PROFIT.

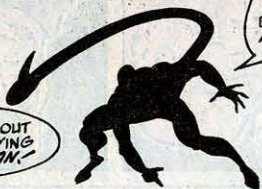


\*IN AMAZING  
SPIDER-MAN  
#319.-- J.S.

AND I, ALSO, EXPECT AN  
ADEQUATE RETURN. THAT  
TAIL, SCORPION, WILL  
SERVE AS YOUR PAYMENT--



--FOR SEEKING OUT  
AND DESTROYING  
SPIDER-MAN--



YOU'VE GOT A  
DEAL, DOC! AN'  
I'VE GOT A  
PLAN!





# Few live to finish this game.



*Shoot fast, or Basher's fist will rearrange your face.*



*You'll face Androboby the Hunter whose box is bigger than his bite.*

The whole thing started when you invented this radical formula that turns men into supermen. And someone stole it. You'll have to fight some very deadly interplanetary characters to get it back. And that's just for starters in Street Fighter, one of the toughest games for Nintendo ever. Play it today. You might even live to tell about it. Maybe.

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USA

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**Nintendo**  
ENTERTAINMENT  
SYSTEM





ONE THAT JUST MIGHT  
NET ME TWO BIRDS  
WITH ONE STING!

SCORPION  
IS EFFECTIVE--



--BUT  
UNSTABLE.

CLICK

PRE-  
CAUTIONS  
SHOULD BE  
TAKEN.



GATHER YOUR BELONGINGS,  
MY LOVELIES.

IT'S TIME  
TO MOVE ON.



SOUND

WHERE PETER  
PARKER WATCHES  
THE NIGHT.

UNAWARE, FOR THE  
FIRST TIME IN YEARS--



--THAT THE NIGHT  
WATCHES BACK!

TSKE  
TSKE  
TSKE

HUH--?



# HIGH FIVE

5TH  
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AGAIN IN 1990!**

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**BASKETBALL**  
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FLEER ALL-STAR  
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**BASKETBALL**  
1990 PLAYER PHOTO  
CARDS

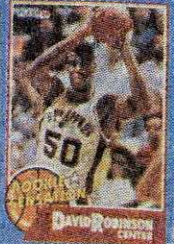
**BASKETBALL**  
1990 PLAYER PHOTO  
CARDS

**BASKETBALL**  
1990 PLAYER PHOTO  
CARDS

**BASKETBALL**  
1990 PLAYER PHOTO  
CARDS

**BASKETBALL**  
1990 PLAYER PHOTO CARDS

FLEER '90 ALL STARS



FLEER '90 ALL STARS







NOW I  
KNOW  
SOMETHING'S  
WRONG!

YOU'D NEVER LET  
THE **BLACK CAT**  
GET THIS CLOSE BEFORE!



FELICIA!



HOW COME YOUR  
**SPIDER-SENSE**  
DIDN'T WARN  
YOU?

I-I WAS  
LOST IN  
THOUGHT--!



RIGHT! LIKE YOU  
WERE "THINKING"  
WHEN THE  
**TARANTULA**  
ALMOST KILLED  
YOU YESTERDAY!



I-I WAS JUST  
TOYING WITH HIM!  
PLAYING AROUND!

LIKE A **WORM**  
PLAYS WITH A  
**FISH HOOK**?

YOU'LL HAVE TO  
DO BETTER THAN  
THAT TO--



ALL RIGHT!

I DON'T HAVE MY  
**SPIDER POWERS**  
ANYMORE.

I  
KNEW  
IT!



HAPPY? NOW YOU  
CAN GET OUT OF  
**FLASH'S** LIFE!

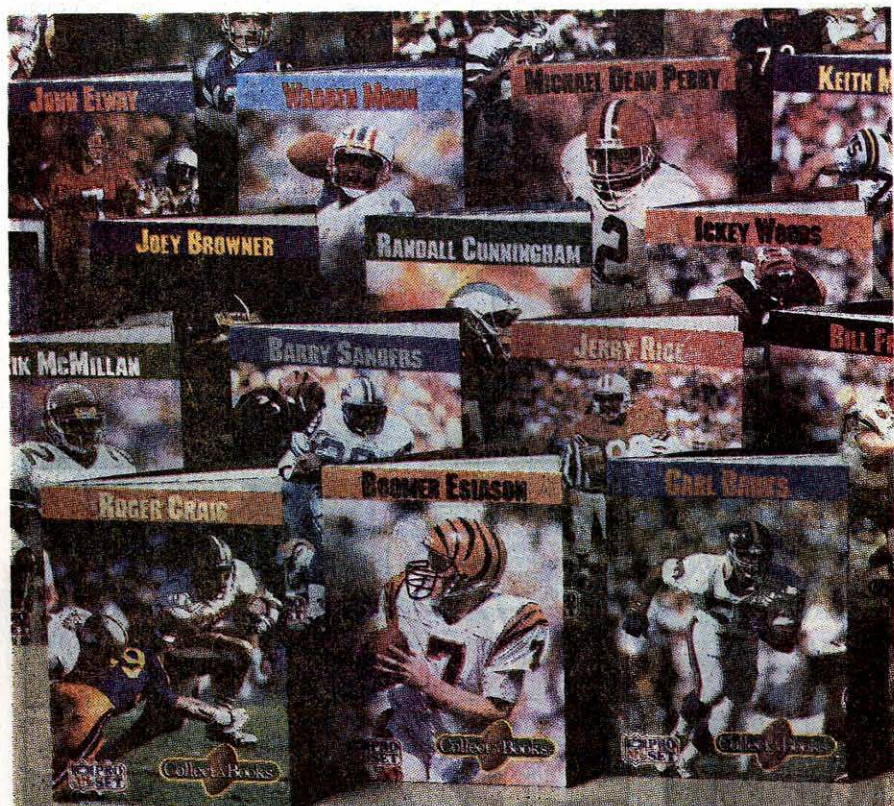
YOU WANT TO  
BREAK HIS  
HEART TO GET  
BACK AT  
**SPIDER-MAN**!

BUT **SPIDER-MAN**  
DOESN'T EXIST  
ANYMORE! SO  
LEAVE **FLASH**  
ALONE!









**To know these guys  
any better, you'd have to  
make the team.**



New NFL Pro Set Collect-A-Books are 8 pages of pictures, stats, and personal information about your favorite NFL players. Getting to know the NFL has never been this painless.

**Collect-A-Books**



BUT PAIN COMES IN MANY FORMS.

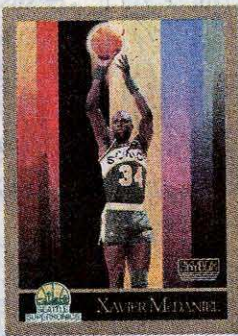
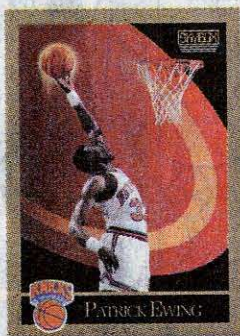
BLESSING HOSPITAL  
A PRIVATE FACILITY,  
MIDTOWN.

DE WIRTHAM,  
SHE'S SO  
YOUNG!





# The art of basketball



The backs capture the players' off-court personalities and feature stats generated by the official NBA Scouting Computer.

	PTS	FT%	REB	AST	STL	BLK	PTS
NBA Career	535	741	93	20	12	31	22.9
W-F-C Season	511	775	103	22	13	40	24.6
All Seasons	489	724	61	11	06	12	26.6
Per 48 Minutes	231	735	13.3	2.7	1.1	4.9	25.5



Basketball is an art—and SkyBox™ is the art of basketball.

Created by computer designers using state-of-the-art technology, these cards raise the craft of card production to new levels.

The most exciting action shots from the NBA archives are transformed into images of incredible clarity, then

superimposed onto unique computer-generated backgrounds that emphasize both movement and action.

The results are spectacular. Each card in the 300-card set is a small masterpiece—a unique blend of technology and art.

The art of basketball.



## Introducing SkyBox

The future of trading cards has never looked better



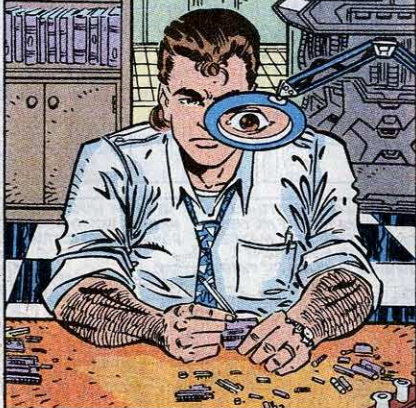
AND, THE NEXT DAY, AT EMPIRE STATE UNIVERSITY...



"TALK ABOUT FLASHBACKS!"

WHEN I FIRST INVENTED MY SPIDER-TRACERS, THEY NEEDED A RECEIVER. I MODIFIED THEM TO WORK WITH MY SPIDER-SENSE LATER.

BUT SINCE I NO LONGER HAVE THAT SPIDER-SENSE, MAYBE THE RECEIVER METHOD CAN SERVE ANOTHER PURPOSE.



NOW I CAN PATENT THE TECHNOLOGY, MAKE SOME BUCKS FROM-eh?

**BRRING**



HELLO? AUNT MAY! GOSH, I-I'M SORRY! I DIDN'T REALIZE IT WAS SO LATE! I'LL BE RIGHT--

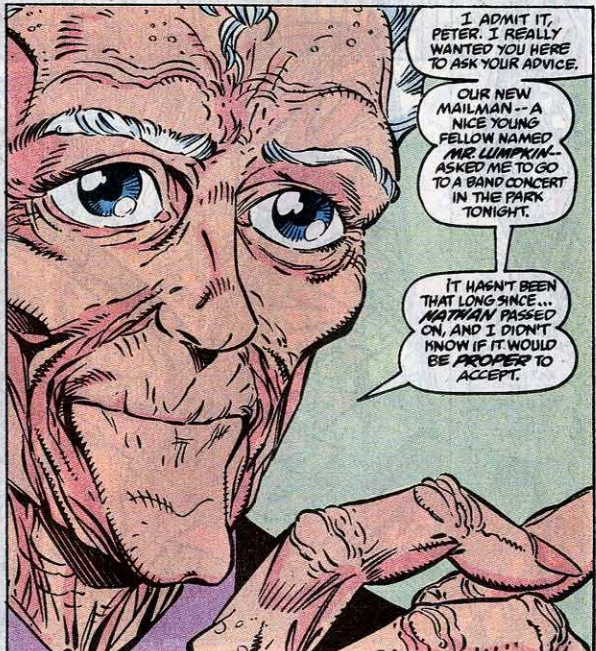


"-- THERE!"



DON'T GET ME WRONG, AUNT MAY--

-- I'M DELIGHTED THAT YOU INVITED ME FOR LUNCH, BUT THERE WAS SOMETHING, WELL, CONSPIRATORIAL IN YOUR VOICE.

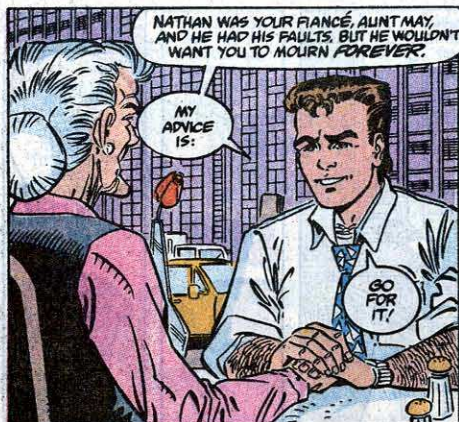


I ADMIT IT, PETER. I REALLY WANTED YOU HERE TO ASK YOUR ADVICE.

OUR NEW MAILMAN-- A NICE YOUNG FELLOW NAMED MR. LUMPKIN-- ASKED ME TO GO TO A BAND CONCERT IN THE PARK TONIGHT.

IT HADN'T BEEN THAT LONG SINCE... MATTHAN PASSED ON, AND I DIDN'T KNOW IF IT WOULD BE PROPER TO ACCEPT.





LATER: THE PUBLISHING HEADQUARTERS OF JAMESON'S NEWS DIGEST...



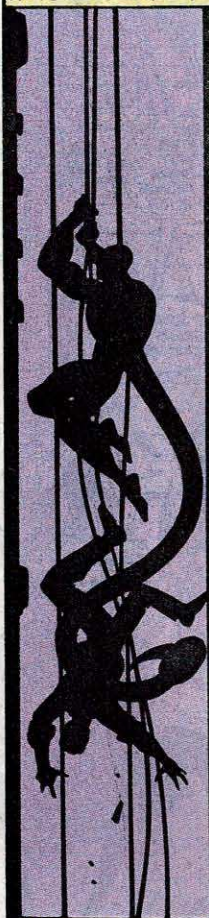








"HEADING FOR THE ROOF  
UP THE ELEVATOR SHAFT!"



"I DON'T GET IT! THAT'S  
TWICE IN TWO DAYS SOME-  
ONE'S TAKEN A HOSTAGE  
TO GET TO ME!"

AT LEAST THIS TIME I  
CAN DO THE SMART  
THING AND LET SOME-  
ONE ELSE HANDLE  
IT!



THE AVENGERS  
SHOULD HAVE NO  
TROUBLE--

3-- AWAY ON  
AVENGERS PRIORITY.  
YOUR CALL IS BEING  
TRANSFERRED TO  
THE NEAREST  
POLICE--



NUTS! MAYBE THE  
FANTASTIC FOUR!  
THEY'LL BE HAPPY TO--

3-- UNAVAILABLE  
AT THIS TIME.  
PLEASE DIAL  
911 FOR--



BLAST. NO  
CHOICE. I  
REALLY HATE  
DOING THIS--



-- BUT I  
CAN'T THINK  
OF ANYTHING  
ELSE!

HELLO,  
FLASH?

LIM, CAN I SPEAK  
TO FELICIA...?





MOMENTS PASS, AS THE SCORPION MAKES HIS POSITION PAINFULLY CLEAR...

GO AHEAD! OPEN FIRE. YA MIGHT HIT JAMESON BY MISTAKE!

I CAN FIND ANOTHER WAY TO GET SPIDER-MAN! AND BESIDES--

--I COULD USE THE LAUGHS!

WHILE BELOW, IN A DESERTED SNACK ROOM--

--PETER PARKER WATCHES HOT COFFEE GROW COLD.

UNTIL...

I'LL HAVE CREAM, TWO SUGARS.

--AND A "THANK YOU" AS BIG AS DOM DELUISE AFTER THANKSGIVING DINNER!

THANKS, 'LICIA. I REALLY APPRECIATE YOUR PICKING UP MY COSTUME, BUT YOU...YOU DON'T HAVE TO STAY. I MEAN--

SHUT UP!

AND GET YOUR CLOTHES OFF.



# THEY ZAP, VANQUISH, EVERY OTHER TRADING



162 trading cards and not one of them a wimp. Every single card an original, action-packed work of art. That's

Marvel Universe Trading Cards. There are Super Heroes, Super-Villains, Team Pictures, Famous Battles and even Rookies. Plus, with

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LOOKS LIKE THE  
BUG GUY'S A NO-  
SHOW, JAMESON!

AIN'T THAT A  
SHAME...!

SORRY,  
SCORPION--

--IT'S A BIT MORE  
COMPLICATED  
THAN THAT!

NO MATTER! I'LL  
SPLIT HER SKULL  
LATER!

"TURNER?"

THAT  
CINCHES  
IT! THIS  
IS NO  
COINCIDENCE!

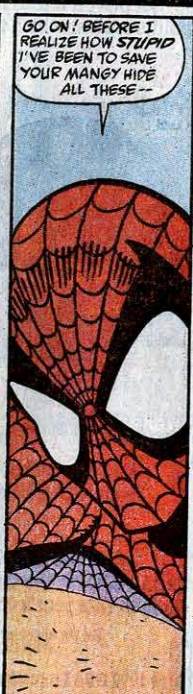
SPIDER-MAN!  
AND--HEY! TURNER  
DIDN'T SAY ANYTHING  
ABOUT A BABE!

NOT THAT  
I'LL LIVE  
LONG ENOUGH  
TO--





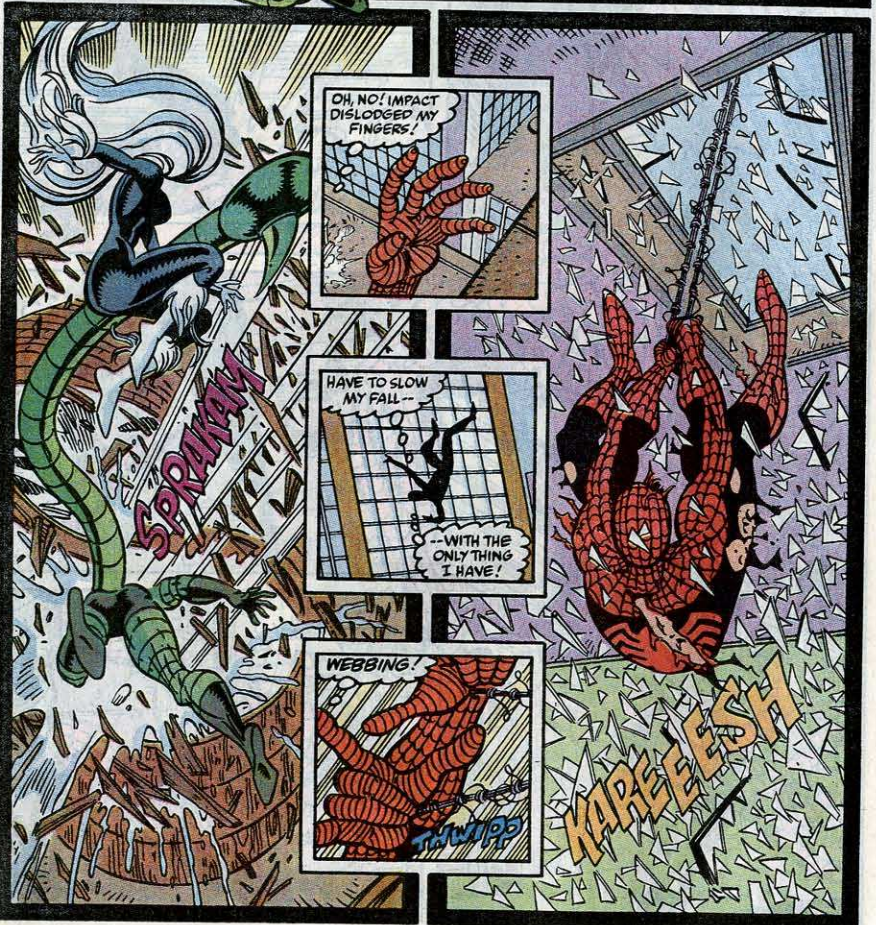
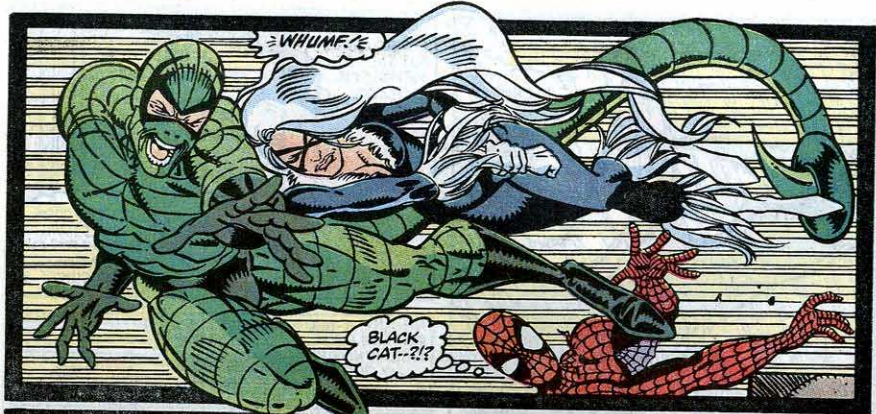












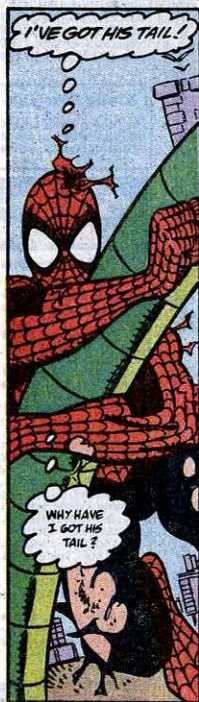














See our ad in last month's issue (pg 12)!  
Order from both ads!

Orders Postmarked By Nov 26th - Are Guaranteed Delivery By Christmas!  
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# BATMAN

# ELEKTRA

# MARVEL

UNIVERSE



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## COMICS

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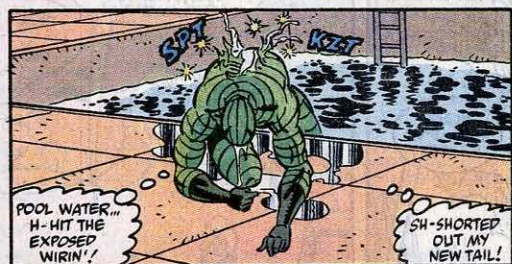
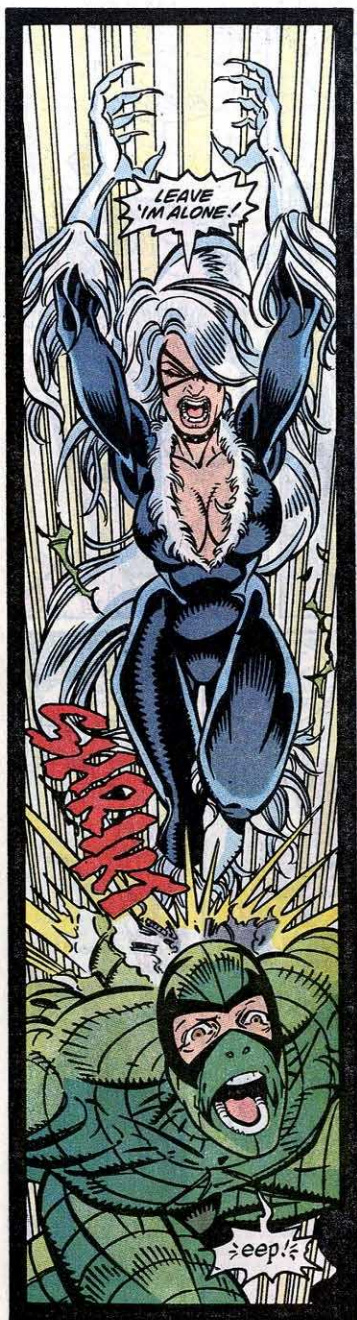
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# THE SPIDER'S WEB

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387 Park Avenue South  
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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 Spidey-Folk,

I'm lucky enough to own the first Sinister Six story. I remember the sense of excitement at this conglomeration of Spidey's arch-enemies. So I thought I'd pick up the first part of the 1990 version; and the verdict is... not bad. A bit chewy but goes down smoothly. This is mainly due to Dave Michelinie's writing.

Electro was once a major villain; more recently he's become a petty nuisance whom Spidey could make fun of. The fact that Doc Ock had come to his rescue proves the latter point, but at the same time there's a certain sense of majesty, as seen in that opening scene.

It also behooves Doc well that something major rather than petty crime should be his aim. His entrapment of Sandman shows how serious he is, and his petty methods also show how Sandy himself is not the nasty villain of old. Indeed, I'd predict he may well double-cross his colleagues in crime before this battle is out, and if so that may be the decisive move. After all, on the face of it, six super-villains should have more than enough raw power to defeat the wall-crawler.

The non-super-powered elements of the story were even more fun to read. I fear for Nathan, trying to go out with a bang more than a whimper but unlikely to succeed. Peter and MJ still have to learn to share things but it's a marriage that deserves a lucky future.

I'm still not that taken with Erik Larsen's art. He's obviously adopted Todd's style, not only in the way he draws Spider-Man's webbing but also in the line-work and shading effects on faces, and his layouts in general. Given Todd's success on the book and his upcoming new series, that's an understandable decision, be it personal or editorial, as it maintains some continuity.

Anyway, I'm looking forward to the rest of this story. Take care.

Malcolm Bourne  
2 & 4 Bye Road  
Shuttleworth, Ramsbottom  
Bury, Lancashire BLO 0HH  
England

**Your predictions about Sandman and Nathan were right on the nose, Malcolm. Has someone been sneaking advance copies out to England?**

## Dear David,

Just read the first installment of the Sinister Six storyline. I thought I was the only one who remembered this collection of villains from the very first AMAZING SPIDER-MAN ANNUAL of twenty-six years ago; it's great to see them back.

I liked the way this first chapter paralleled the first chapter of the original story; Electro was the villain, and Iron Man made a brief cameo, just like in the first battle in the '64 Annual. Does this mean we'll see the original X-Men (X-Factor) in the Mystery chapter? And Betty Brant in the Doctor Octopus chapter?

I had wondered how you were going to handle the absence of Kraven the Hunter and Sandman from the ranks; the idea of Octopus blackmailing Sandman into returning to his criminal ways never occurred to me, and it works beautifully. The addition of a new recruit to replace Kraven is obvious, but I never would have guessed Hobgoblin; I would have thought Octopus would have picked someone he had worked with before and knew how to manipulate, like one of his six comrades from the Secret War.

Can't wait for chapters two through six!

Dale J. Roberts  
2648 W. Robino  
Wilmington, DE 19805

**Sorry, Dale, but the parallel cameos in the first part of this summer's story line and the first AMAZING SPIDER-MAN ANNUAL ended right there. But what didja think about the dynamic cameo by (Kid) Nova? Uh, next letter...**

## Dear Web-Heads,

I have just finished reading AMAZING SPIDER-MAN #334 and wanted to thank you for returning us to the days of yesteryear. Mr. Larsen's art is reminiscent of Steve Ditko's but has a style and flare that lifts it above Ditko's. David Michelinie is simply a genius. In #334 we see Mr. Michelinie re-establish Doctor Octopus as a major threat again, something we have not seen since the conclusion of the Owl/Octopus Gang War in SPECTACULAR SPIDER-MAN #79, when Doc Ock became a blubbery mental case with an extreme

case of arachnophobia. It also appears Mr. Michelinie will also straighten out Electro, who has over the years become a third-rate villain, and Sandman, who is a classic villain but a less than mediocre super hero. This Sinister Six storyline makes this summer something to look forward to.

Now two questions:

1) Any chance of some noteworthy Spidey-people like Roger Stern, John Romita, Jr., Gil Kane or Ross Andru working on future Spider-Man projects?

2) Are there any plans to use Stegman, the Enforcers, Morbius, or a crossover with GHOST RIDER?

The return of the sinister Six. WOW! It's enough to make a Spider-Fan cry. Give us more!!

Brian Sanders  
Lincoln, IL

**1) We hope you enjoyed this year's "Spidey's Totally Tiny Adventure" across all three Annuals, in which Gil Kane contributed to the art in one way or another. Also, look for a new Spider-Man Graphic Novel penciled by none other than Ross Andru sometime in 1991.**

**2) You want a crossover with GHOST RIDER, Brian? We're gonna do it with style in the sixth and seventh issues of our new SPIDER-MAN title by Todd McFarlane!**

Hey!

I like Doc Ock's new suit! But where'd he get a tailor to accommodate the extra arms? Heck, I get a hassle when I want the sleeves shorter, never mind for extra arm holes! Sheesh!

Robert T. Emperre  
P.O. Box 280  
Bolivar, OH 44612-9614

**Where'd Doc find his tailor? Give us a break, Robert! When was the last time you received something from a tailor that didn't have extra holes in it?**

Hey Jim!

So as of AMAZING SPIDER-MAN #335, is Terry Austin back on inking on a regular basis once again? I certainly hope so because he does some extremely beautiful work. And his presence in the industry has most assuredly been missed.

Uncle Elvis  
110-7 Medical Court  
Clarksville, TN 37043

**Sorry to disappoint you, Unc, but Terry's guest appearance was just that. But we don't think you'll be too disappointed to learn that Radical Randy Emberlin will be taking over the inking reins on a regular basis!**

Dear Spider-Writers,

The Shocker! Yes! It's been so long since he's fought Spider-Man. That frame-up of Electro was a cheating appearance. Issue #335 is the best rendition yet. Erik really gave him a dyed-in-the-wool quilted look. The fighting scenes were fantastic. Added kudos for Bob and his coloring job. The Shocker is a great villain, but to be defeated by "Soria-Butter"—well, only in AMAZING SPIDER-MAN could you pull that one off.

The second praise goes for Hobgoblin. It's great to see him again, if that can be believed. Jackson Guice's rendition was hard to beat, but again Erik has done a great job.

Now that all that back-patting is done, I have a question. When did Doc Ock gain his confidence back? He really fought Hobgoblin to a standstill. Really a great book, guys. Keep it up.

Roger L. Anderson  
5166 Nicholson Ave.  
Cudahy, WI 53110

**Don't tell us you missed issues #296 and #297 of this very title, Roger. It was therein that Spidey let Doc beat him to save the world. Check it out.**

**NEXT ISSUE: The "Powerless" trilogy reaches an explosive finale! Can Spidey and the Black Cat survive an onslaught from the Tarantula, the Scorpion and the Femme Fatales? Find out for sure in thirty days!**





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The advertisement features a comic book layout. The top panel introduces the characters and the product line. The middle section displays four bottles: purple for Princess Peach, green for Luigi, yellow for Mario, and red for Bowser. The bottom right panel provides a closer look at the yellow 'Mario Shampoo' and red 'Mario Bubble Bath' bottles.

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This panel depicts Mario and a young boy enjoying a bubble bath together. A bottle of 'Super Mario Bros. Bubble Bath' is visible in the bottom left corner.

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This panel shows Princess Peach and a young girl taking a bubble bath. A bottle of 'Super Mario Bros. Princess Bubble Bath' is shown in the bottom right corner.

This panel features two bottles of 'Super Mario Bros. Princess' products: 'Princess Bubble Bath' and 'Princess Shampoo'. A small vertical copyright notice on the right edge reads '© 1990 Revlon, Inc.'.

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This panel displays all four product bottles: Luigi (green), Peach (purple), Mario (yellow), and Bowser (red). To the right of the bottles, the text reads: 'NEW SUPER MARIO BROS. MARIO AND PRINCESS BUBBLE BATHS AND SHAMPOOS'. The Revlon logo is at the bottom.

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