

MARVEL
COMICS

AT LAST! THE **AVENGERS** AND
the **AMAZING**
SPIDER-MAN

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348

JUNE

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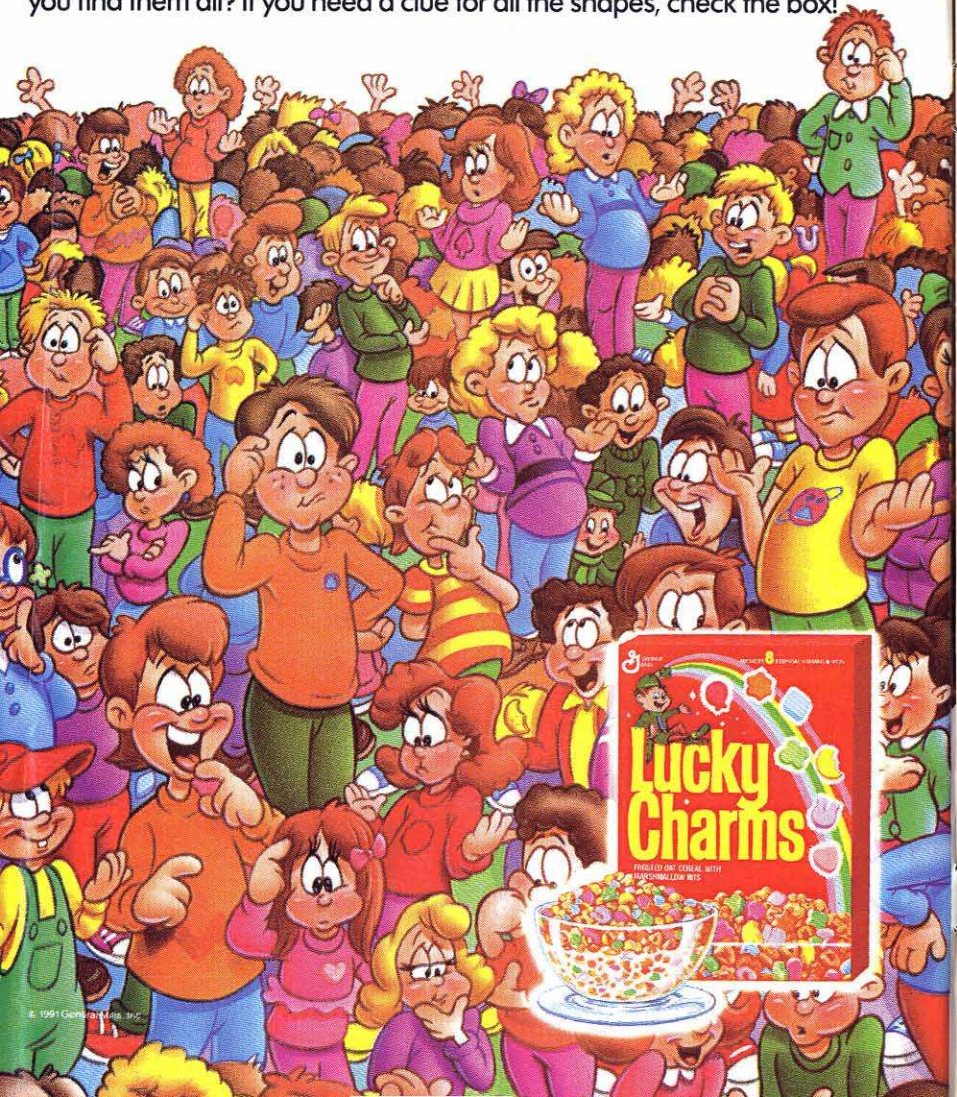
... UNDER THE
LEADERSHIP OF ...

... THE
SANDMAN ?!

YOU GOTTA READ IT
TO BELIEVE IT!

LUCKY AND HIS DELICIOUS MARSHMALLOW SHAPES ARE HIDDEN!

To keep people from getting his Lucky Charms cereal, Lucky's hidden himself and his seven marshmallow shapes somewhere in this picture. Can you find them all? If you need a clue for all the shapes, check the box!



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®**

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GOT MY KEYS, PUT THE SALMON OUT TO THAW...

...HNNH? OH, SORRY, DARLING! I'M RUNNING A LITTLE LATE!

...GOT A CAT FIGHT TO REHEARSE TODAY!



This isn't a computer game.



This is the real stuff.

SkyBox™, the real stuff from the NBA, is back in action with new Series II cards, including coaches, lottery draft picks, both new and traded players and team logo cards.

Like all the Inaugural Edition SkyBox cards, Series II cards were created by a team of graphic artists and computer designers using state-of-the-art technology.

The results are spectacular. The front of each player card features a unique computer-generated background that emphasizes

movement and action. On the back of each player card is a personality shot of the player and statistics generated by the official NBA Scouting Computer.

Look for SkyBox Series II cards wherever you buy trading cards.

They're the real stuff.

Exclusive Free Offer: For a Special Limited Edition NBA Logo Card, send your full name, address, and date of birth to SkyBox, P.O. Box 2600-M, Salisbury, MD 21802.



SKYBOX

The future of trading cards has never looked better

MOMENTS
LATER...

NEW YORK: POPULATION: EIGHT MILLION.
AND I STILL FEEL ALONE!

IT WAS JUST ME AND
VENOM ON THAT
ISLAND.

TO THE
DEATH!

INTENSE
EXPERIENCE.
I ALMOST FEEL
LIKE I'M STILL
THERE!

LAST ISSUE.--D.

COMBAT VETS
TALK ABOUT "DELAYED
STRESS SYNDROME."
MAYBE THAT'S IT.

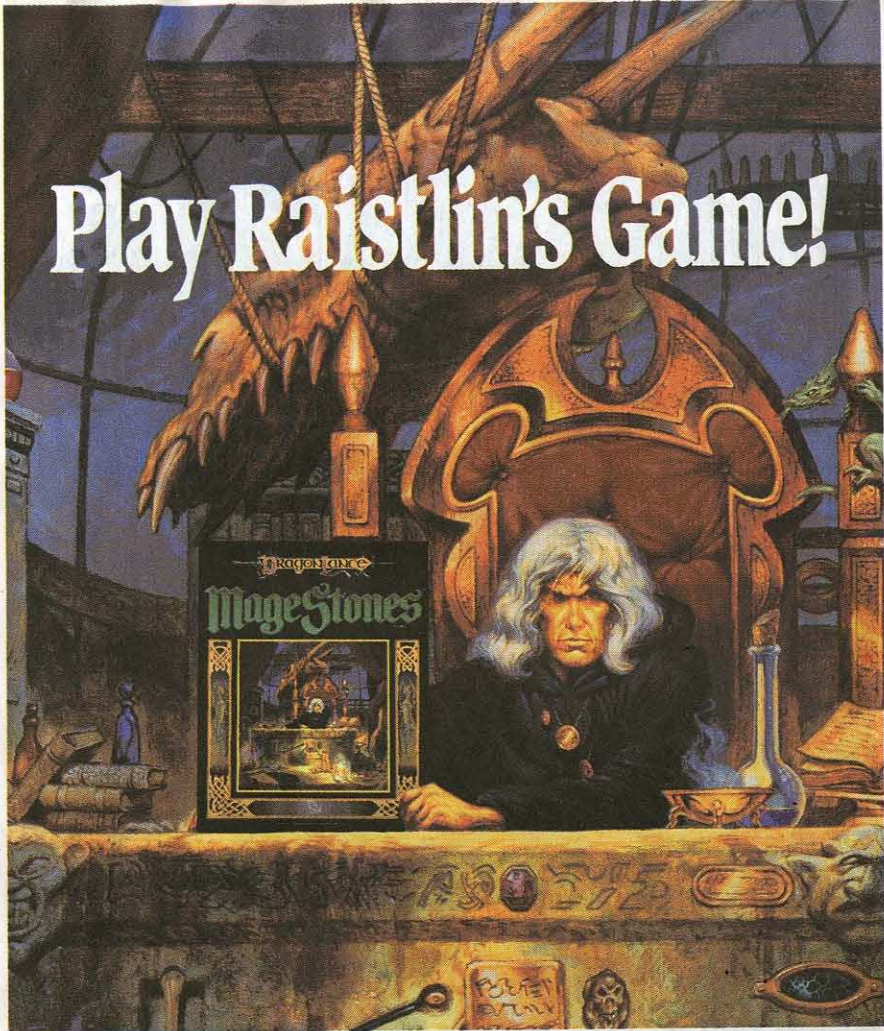
CAN'T SEEM TO
LEAVE THIS WAR
BEHIND.

MARY JANE WAS ECSTATIC TO
HAVE ME BACK, BUT SHE'S
GETTING ON WITH HER
LIFE.

SOMETHING
I CAN'T SEEM
TO DO! FEEL ISOLATED.
NEED OTHER PEOPLE.

I KNOW! I'LL GO TO
THE DAILY BUGLE! I'M
ALWAYS WELCOME
THERE!

Play Raistlin's Game!



Mage Stones™ GAME

MAGE STONES™ is an exciting new game from TSR that is filled with fast-action and fun! This new game is said to have been created by Raistlin, one of the most famous wizards of the DRAGONLANCE® Saga.

When you play MAGE STONES, you'll use your strategic abilities and intrigue to force other players' stones off the board. It's a quick, exciting game that's easy to learn for two to six friends of all ages!

Available NOW at your local hobby shop! Pick up your copy today.





BROOKLYN.

I GOT A LITTLE MONEY.
MAYBE I CAN FIND A
FLOP-HOUSE, AN--



M-MR.
SANDMAN?

EXCUSE
ME?

I-I WAS JUST TAKING SOME
TRASH OUT BEHIND MY SHOP
A-AND I SAW SOME GUYS IN
CAMOUFLAGE LOADING GUNS
INTO A TRUCK!



SO?

B-BUT, I SAW YOU ON T.V.!
I THOUGHT YOU WERE, Y'KNOW,
AN AVENGER OR SOMETHIN'!



OH, YEAH!
-> HEH SORRY!
I'M KINDA
NEW AT THIS!

I'LL LOOK
INTO IT RIGHT
AWAY!

AND, AT THE ADDRESS
PROVIDED BY THE MERCHANT...

I DON'T LIKE THIS.
NUCLEAR WASTE
IS NASTY STUFF!

AT EASE,
JEFFRIES!
WE WON'T
HAVE IT FOR
LONG!



SOON AS WE HIJACK THAT
SECRET SHIPMENT THE
GOVERNMENT IS MOVIN'
THROUGH THE BROOKLYN
TRAIN YARDS, WE'LL SELL IT
TO THE FIRST PARTY THAT
OFFERS A SOLID PRICE!

SOUNDS SORTA LIKE
TERRORISM TO
ME, CHIEF.

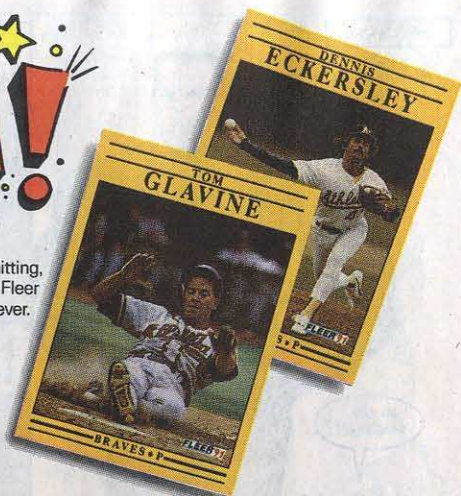
WATCH
YOUR MOUTH,
SIMPSON!

WE'RE JUST MIDDLE MEN!
IF OUR CUSTOMERS WANT TO
CONTAMINATE WATER SUPPLIES,
SEND THE STUFF THROUGH THE
MAIL, THAT'S UP TO THEM!
FOR US--





KABOOM! Hard-hitting, non-stop, action-packed photography. The Fleer '91 Series. The most radical cards ever.



Looking for close-ups of your favorite players? WHAM! BAM! They're on our new full-color backs. With major and minor league stats and your favorite team logo stickers in every pack. Awesome!

Fleer All-Star Series.
(Cello packs only)



Pro-Visions™ Series.
(Wax and rack packs only)



Dynamite subsets! Like the totally incredible 12-card Pro-Visions™ Series. And the history-making, 10-card Fleer All-Star Series, featuring three photos of the same player.

Collect the Fleer '91 Series (cards and stickers). The most improved player for 1991. FTOOOM! They'll blow you away!

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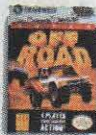
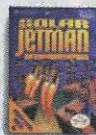


COMPARED
TO BATTLETOADS,
TURTLES SEEM
LIKE POND SCUM.



DUDE, IF YOU'RE READY
FOR A GAME THAT
TOADALLY KICKS BUTT,
GET BATTLETOADS.
WITH 12 LEAPIN' LEVELS
OF FIERCE FIGHTING
AND RADICAL RACING,
FOR ONE OR TWO
PLAYERS.

 TRADEWEST



AGAIN: BROOKLYN...

FIVE BUCKS! GIN-YOO-WINE ROLEX, ONLY FIVE DOLLARS!

HEY, SHRIMP! GOT A QUARTER?

eep!

T-TAKE ALL YA WANT!

I-I WASN'T GONNA KEEP IT! I-I WAS GONNA GIVE IT TA ORPHANS!

GEEZ, KID, I DON'T WANT YER MONEY!

I JUST WANT YA TO MAKE A PHONE CALL!

BUZZ THE AVENGERS! TELL 'EM SANDHAM SAYS THERE'S AN EMERGENCY AT THE BROOKLYN TRAINYARD! GOT IT?

Y-Y-YOU BET! > UP!

BUT ONE AVENGER-- WELL, OKAY, RESERVE AVENGER--HAS ALREADY REACHED THAT FATEFUL LOCATION.

MUST BE THE TRAIN BEN WAS TALKING ABOUT!

ARMED SOLDIERS ARE A CLUE EVEN JESSICA FLETCHER COULDN'T MISS!



BUT THEY'RE NOT DOING ANYTHING! SOME INCOME OPPORTUNITY!

KLK-K WHIRR



WAIT! SPIDER-SENSE MILDLY TINGLING! THREAT ISN'T DIRECT--

-- BUT IT'S THERE! MAYBE THOSE OTHER TRAINS STARTING TO PULL UP ON EITHER SIDE OF THE GOVERNMENT ONE! OR--



---SOMETHING ELSE?



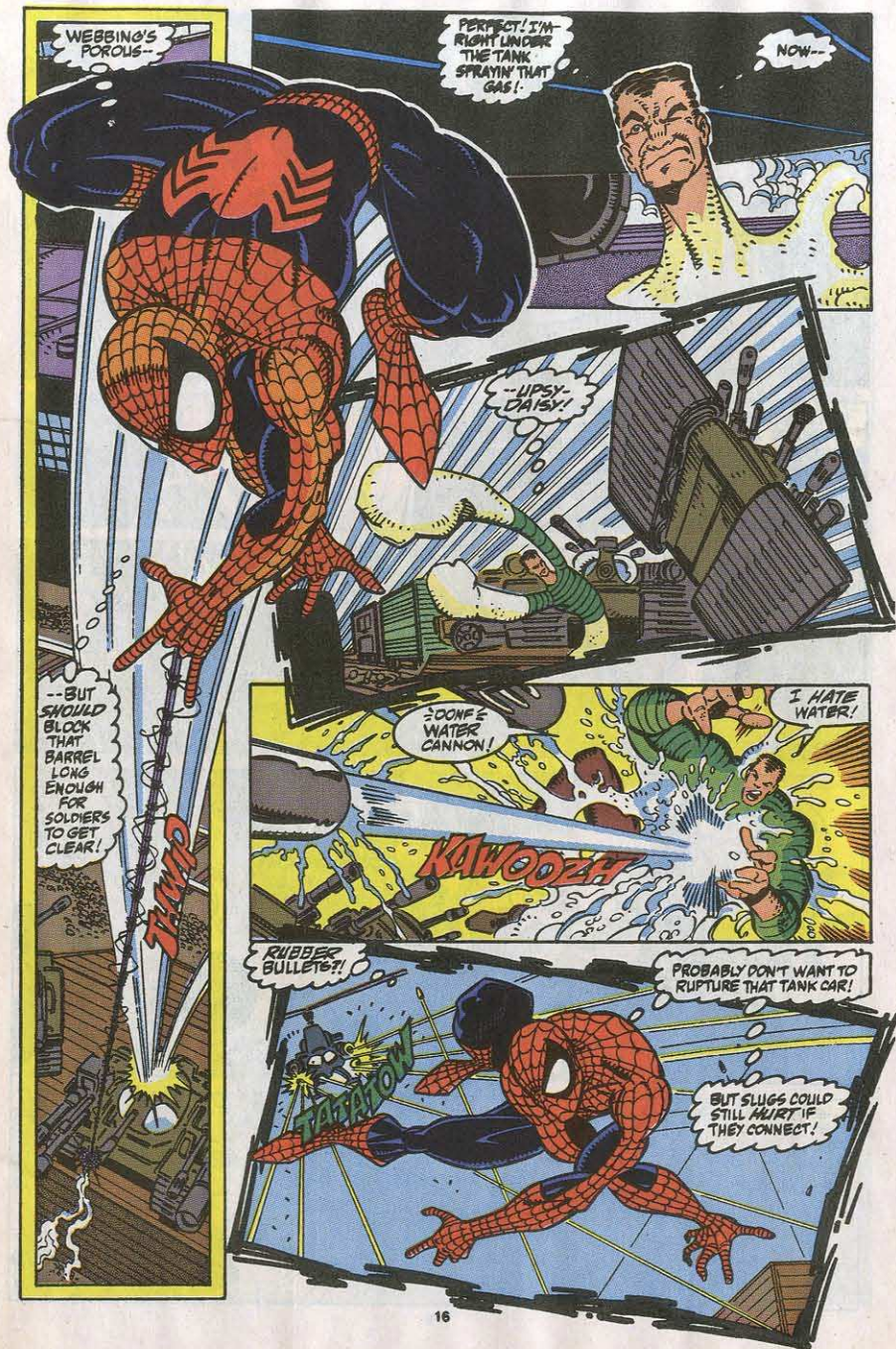
SARGE! TH- THE SAND-MAN!

EASY, SON, HE'S PAID HIS DUES. BUT, UH, KEEP YOUR SAFETY OFF ANYWAY..!

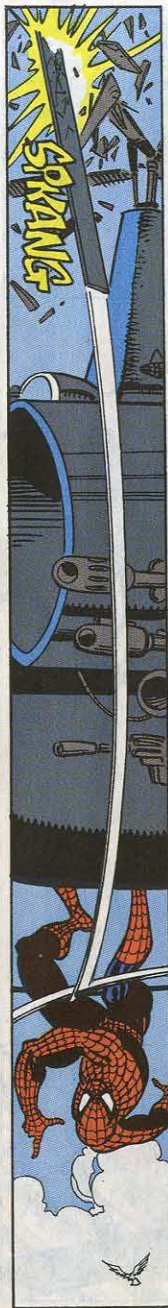
I'LL BE LUCKY TO SELL THESE SNAPS TO "YAWN'S WEEKLY"!!











CHOPPER'S
"WINGLETS" ARE
GIVING IT ENOUGH
STABILITY FOR A SAFE
CRASH LANDING
ON THAT ROOF!
BUT WHAT ABOUT--



BUT WHAT'S
THAT STUFF?
IT'S SHOOTING?



PROBABLY GIVE
MOST PEOPLE
SOME TROUBLE!

SH-SH-
SH-SHHHHH



BWA-

-WROCK

THAT'S THREE
DOWN, AND--

--AW, NO! CHOPPERS
MAKING OFF WITH THE
TANK CAR! AND THEY'RE
ALREADY OUT OF WEB-
LINE RANGE!

EASY DOES IT,
GENTS! NORTH
BY NORTHWEST!

WE GOT IT
MADE!

IN POINT
OF FACT--

--YOU
DON'T!

"THE AVENGERS!"

"... AND THERE MUST
BE MORE OF THEM
IN THE QUINJET!"

gasp!



SMASH
THE TANK
CAR INTO
THE NEAREST
BUILDING!

ABORT
MISSION!
AN' TO BUY
US ESCAPE
TIME--



SHE--
MULK!
GET
TO THE
GROUND!
FAST--

I
SEE IT
BLACK
WIDOW!

CAP--!



FASTEST
WAY I
KNOW HOW,
MON
CAPITAINE!



WAAAAA

THOR!

GET
READY--

**HERE'S A PRODUCT
EVERY MARVEL FAN
CAN GET INTO...**



**\$19.95
each
plus \$5.00
shipping
and
handling**

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I want to order the following slumber bag(s) at \$19.95 each plus \$5 shipping and handling for a total of \$24.95 per bag:

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Name (Print Clearly) _____

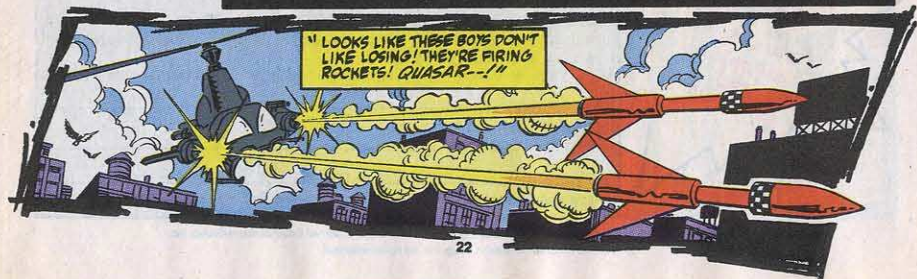
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City _____ State _____ Zip _____

Allow eight to ten weeks for delivery. Offer expires August 1, 1991.

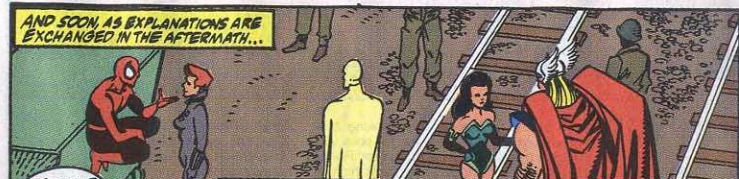


FEAR NOT,
CAPTAIN
AMERICA!
WITH THE AID
OF MY MIGHTY
LIRU/MALLET
I SHALL
LOWER THE
PRIZE
SAFELY...





AND SOON, AS EXPLANATIONS
ARE EXCHANGED IN THE AFTERMATH...



I DONE
GOOD,
HUM, CAP?

OUR NEW CHARTER
SPECIFICALLY LIMITS
US TO GLOBAL
THREATS, COSMIC
INVASIONS, THAT
TYPE OF THING.

AND THIS WAS OBVIOUSLY
A DOMESTIC SITUATION.

YA MEAN, I
SHOULDA IGNORED
IT? BLOWN IT OFF
AS NOTHIN'?



ON A
PRACTICAL
LEVEL,
SANDMAN,
YES. BUT
TECHNICALLY--

--IT
APPEARS
THAT YOU
MADE A
BIT OF AN
ERROR!



OF COURSE
NOT! THE
AVENGERS
EXIST TO
SERVE AND
PROTECT!

--STEP DOWN? YER FIRIN' ME JUST
'CAUSE I AIN'T MEMORIZED ALL YER
LOUSY RULES?!



I'M SURE
OUR CHARTER
HOLDERS
UNDERSTAND
EMERGENCIES,
BUT WE HAD A
ROUGH TIME
WITHOUT A
CHARTER, AND
WE DON'T
WANT TO
LOSE THIS
ONE!

THEREFORE, I'M
AFRAID I'LL HAVE
TO ASK YOU TO--



STAN'S SOAPBOX

Hi, Heroes!

Since the of Soapbox is the most widely-read column in all of comicdom, this is the perfect place to make two very special announcements...

Archie Comics has bought both Marvel and DC! That means from now on Wolverine and The Punisher will be dating Betty and Veronica in their spare time. As for Batman, he's hired Jughead, the Boy Wonder, in place of Robin!

Also, the X-Men have accepted the application of The Teenage Mutant Ninja Turtles to join their ever-expanding team! But it isn't true that Professor Xavier will be replaced by Splinter. Splinter is merely changing the prof into a turtle!

There's more, but I've run out of room. I've only enough space left to wish you—**HAPPY APRIL FOOL'S DAY!**

Excelsior!



(Hey, anyone can go bonkers once in a while!)

ITEM! All Marvel editors have been required to shave their heads by April 30. It seems many of the male Marvel editors are balding, and are very sensitive about this. In an effort to avoid people's feelings being hurt, Marvel Editor in Chief Tom DeFalco was the first to take a razor to his own head. Many have commented that Tom's new look makes him look more distinguished, sort of like Sinbad O'Connor. Said Tom, "Since most of our people were losing their hair anyway, it seemed like the only decent thing to do." **APRIL FOOL!**



whole Marvel staff was delighted by Bob's visit—it was as if we were watching a USO show, or even one of Bob's NBC specials. **APRIL FOOL!**

ITEM! Well, we're all pleased as punch about the colossal success of the new **TOXIC AVENGER #1!** It's turning out to be the most successful comic of all time! We've sold over five billion copies, more than one for every man, woman, and child on Earth! Naturally we'll be reprinting **TOXIE #1** in as many formats as possible. We're planning new printings with green, gold, and blue covers, and—here's the part we're really excited about—we'll be printing one issue using actual toxic waste! **APRIL FOOL!**

ITEM! Editor Mike Rockwitz stunned the comic world recently when he announced his retirement from comic book editing. Rockwitz will be opening up a White Castle hamburger restaurant in Queens, New York, where he plans to spend the rest of his days eating as many of those square

little hamburgers as humanly possible. Mike has always loved White Castle, and feels this is the best way to give back to something that's given so much to him. **APRIL FOOL!**

ITEM! In a surprise development, it was announced recently that **THE PUNISHER** IS ACTUALLY A MUTANT! This came as a big shock to everyone, until we discovered that his mutant power is the ability to sell lots of comics. Look for our newest title, **X-PUNISHER**, coming soon. **APRIL FOOL!**



ITEM! You all know that editor Don Daley is a big jogging buff, but here's something that may really raise your eyebrows. Don's next race is a three-mile foot race along the bottom of the ocean! When asked how he plans to train for this aquatic event, Don responded, "I'm going to start holding my breath!" **APRIL FOOL!**

ITEM! **SLEEPWALKER** is a brand-new title debuting this month, and it's a superhero book with an unusual twist. The comic concerns the adventures of a crimefighter who walks around in his sleep, defeating criminals by accidentally bumping into them! **APRIL FOOL!** Actually **SLEEPWALKER** is about a man whose dreams summon a crimefighting being from another dimension! It's by **Bob Budiansky** and **Bret Blevis**, and it promises to be the sleeper hit of the year! **GROAN!**

ITEM! Assistant editor Suzanne Dell'Orto finally had her name mentioned on the Bulpen Bulletin Page. **APRIL FOOL!**

ITEM! We've got lots of other first issues going on sale this month, such as the third **DAMAGE CONTROL Limited Series** (this one by Dwayne McDuffie and Kyle Baker), **SAMURAI CAT**, and **CAR WARRIORS!** **APRIL FOOL!** Those titles aren't really coming out! **APRIL FOOL!** Yes, they are! We were just kidding! **APRIL FOOL!** But not really! **APRIL FOOL!** No, but really they are! We really had you going that time. **APRIL FOOL!** Not! Ha! By now, you're so confused you won't know if they're coming out or not, so you'll just have to keep haunting your comic shop to find out!



ITEM! Editor Renée Witterstaetter promised a new direction for **WHAT THE—?!!** this year. Said Renée, "WHAT THE—?!! will be grimmer and grittier this year. We're trying for a much darker feel for the book." As Renée put it, "A lot of fans were writing

HONEST HYPE HONEST HYPE HONEST HYPE BOX HYPE HONEST HYPE HONEST HYPE

So many companies have been banging on our door wanting to use our characters on their products, you'd think that half the business world was run by Marvel fans. And with all those companies starting to come out with their great Official Marvel Licensed Products (you know, those nifty things like toys, trading cards, PVC figures, gift items, clothes, bedding—hey, take our word for it, the Nineties is going to be the decade for Marvel merchandise) the phones have been

ringing off the hooks and tons of mail have been coming in from frantic fans wanting to know where in the name of Aunt May's wheatears can they get all this stuff?

Well, worry no more, pilgrim! Starting on April 1st the Spencer Gifts store chain is launching what we modestly consider to be the most spectacular Marvel merchandise promotion yet! For one month, each of the 440 Spencer Gifts stores nationwide is

going to be jam-packed with Marvel comics, collectibles, merchandise and more! There'll be personal appearances by your favorite Marvel super heroes and villains and... well, we could go on and on, but words can't even begin to describe the fun you'll have seeing for yourself what's inside the Spencer Gifts stores. To find out where the closest Spencer Gifts store is to where you live, call 1-800-762-0419. So check it out—tell 'em Marvel sent you!

WELL, I'LL TELL YA WHAT
YA CAN DO WITH YER PRIVATE
LITTLE CLUB, BIGSHOT! YA
CAN STICK IT WHERE IT
WON'T GET SUNBURNED!

BUT I
WASN'T
GOING TO
FIRE
HIM!



I WAS
JUST GOING
TO ASK HIM
TO BE MORE
CAREFUL!



'CAUSE I
DON'T NEED
YOU, EITHER!

HE'S HOTHEADED, CAP.
LET HIM GO.

PERHAPS HE'LL
COME TO HIS
SENSES...IN
TIME.



GREAT. NO HOME, NO JOB...
AN' NOW I DON'T EVEN GET
NO SELF-RESPECT!

WHAT AM I
SUPPOSED TO DO,
WAIT AROUND FOR
SILVER SABLE TO
TOSS ME A
BONE?



I SWORE I'D
GIVE UP CRIME.
BUT NOW--

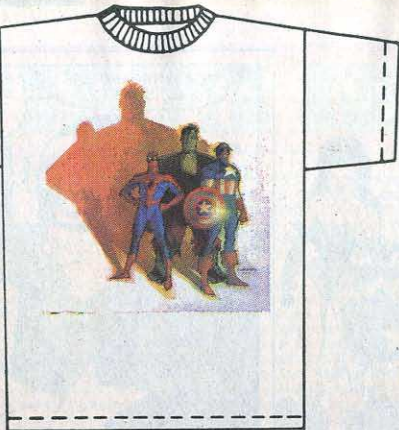
-- THAT MIGHT BE
THE ONLY
WAY! *



* INTRIGUED? THEN CHECK OUT
THIS YEAR'S AMAZING SPIDER-MAN
ANNUAL -- ON SALE IN TWO MONTHS.

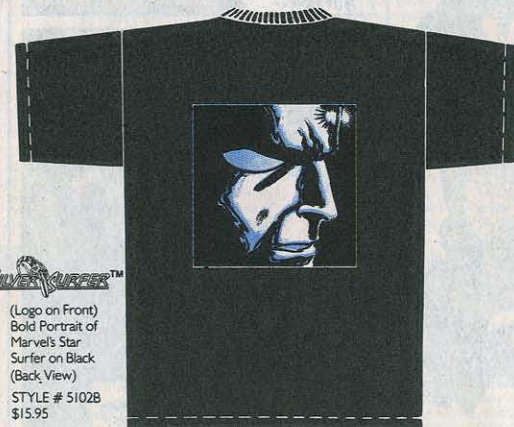
Bill Sienkiewicz's
Portrait of
Spidey, Hulk and
Capt. America
Breakthrough
Color
Reproduction

STYLE # 5103B
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Captain
America's 50th
Anniversary
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T-Shirt

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(Logo on Front)
Bold Portrait of
Marvel's Star
Surfer on Black
(Back View)

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SPIDEY KNOWS T-SHIRTS

SPIDEY KNOWS SUPER HEROES

SPIDEY KNOWS MUTANTS

**AND SPIDEY KNOWS YOU CAN'T
GET THESE MARVEL T's
WITHOUT HIS PICTURE ON
THE HANG TAG & LABEL**

You won't find these great designs in any store. These Marvel T's were created exclusively for Marvel readers and are being offered exclusively through this ad.

We guarantee the quality will knock your socks off! These Marvel T's are 100% Natural earth fiber (aka 100% cotton). The original artwork is reproduced through state-of-the-art silkscreen technology; the results are the hottest T-shirts on the planet!

Money back guarantee: if you are not satisfied with your purchase for any reason, send it back for a prompt refund.



SPIDEY SAYS ORDER NOW!

Send the following:

- Name, Address, Zipcode, Telephone Number
- Style #, Size (boys s, m, l, or mens s, m, l, xl)
- Price plus \$3.00 shipping & handling (Checks or money order, no COD)
- CA residents please add 6.5% sales tax
- Allow 4 weeks for delivery

To: MRI Corporation
MCRB P.O. Box 2321
Chatsworth, CA 91311

AFTERNOON SLINKS
SOLENNLY INTO NIGHT.

AND PETER PARKER
SPENDS MOST OF
THAT TIME AT THE
DAILY BUGLE, PRO-
CESSING PHOTO-
GRAPHS TAKEN BY
HIS AUTOMATIC
CAMERA--

-- AND PROVIDING
DETAILS FOR A
TWO-COLUMN
LEAD IN THE
MORNING
EDITION.



APPRECIATE IT WHILE YOU CAN, MR. PARKER, BECAUSE AT A TRANS-ATLANTIC DEBARKATION LANDING ON THE HUDSON RIVER--

--A NEW GAME IS AFOOT!

AH, WHAT BEAUTY! WHAT ELEGANCE!

EIGHT CARATS AT LEAST, NOT INCLUDING GOLD CONTENT!

WHAT A PITY IF SOMETHING UNTOWARD WERE TO--



OH, DEAR! I DON'T KNOW WHAT COULD HAVE MADE ME STUMBLE LIKE THAT! YOU'RE TERRIBLY KIND TO HELP ME!

MADAME, THE PLEASURE WAS MINE!

AND WHAT A GENTLE TOUCH YOU HAVE!

NEW YORK HAS NEVER BEEN KIND TO ME, BUT THIS TIME WILL BE DIFFERENT!

THIS TIME MY RETIREMENT ON THE FRENCH RIVIERA IS ASSURED!

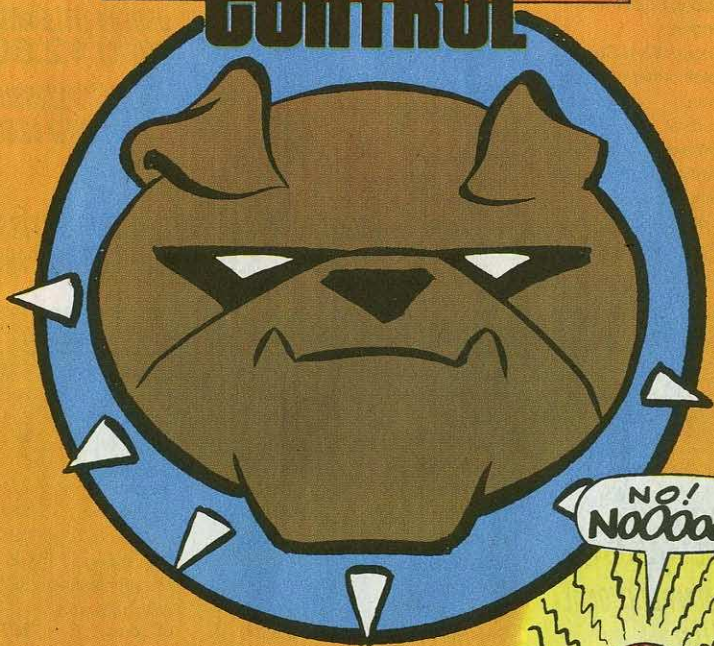
FOR THE BAUBLE THAT PORTLY WOMAN HASN'T YET MISSED--

-- WILL SOON FINANCE THE MOST DARING JEWEL HEIST IN THE HISTORY OF THIS CITY!

NEXT ISSUE: THE BLACK FOX RETURNS! (AND HE'S NOT ALONE!)

**THE MESS JUST GOT WORSE---
THEY'VE GONE HOLLYWOOD!**

DAMAGE CONTROL



**NO!
Noooo!**

**Marvel's favorite maintenance
engineering workforce has
an all new limited series
written by Dwayne McDuffie with
art by Kyle Baker and Ernie C3lon.**

**(Not to mention the trade paperback
recapturing their very first adventure.)**



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SAVINGS CERTIFICATE



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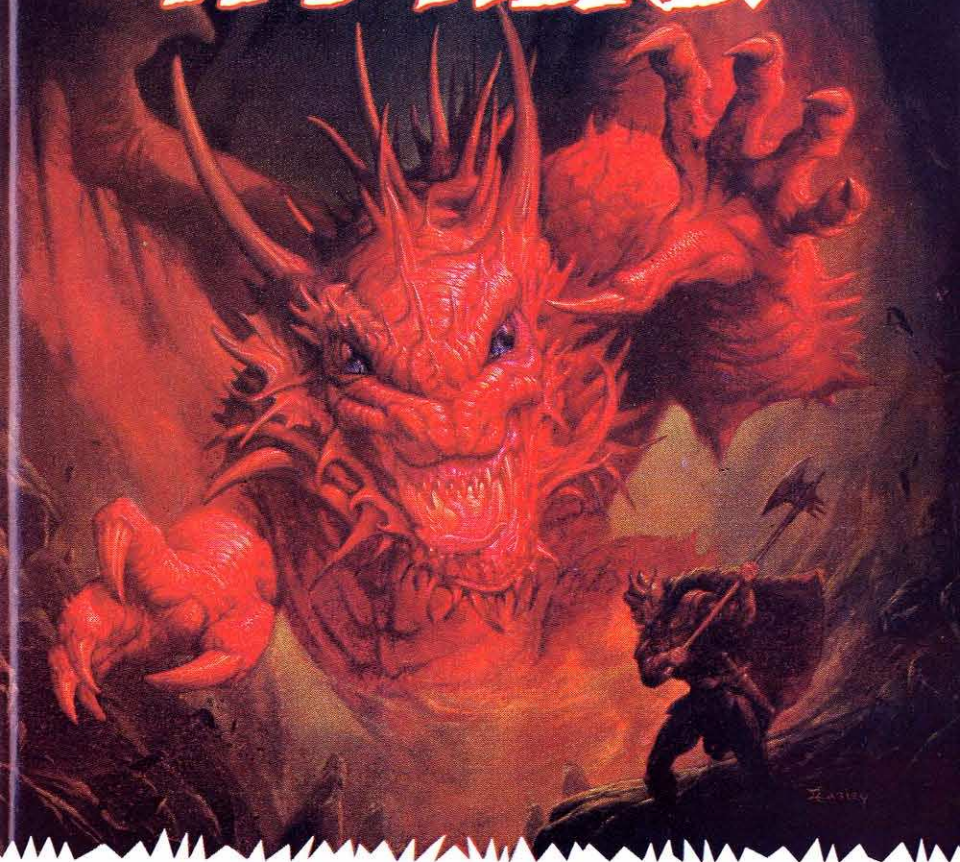
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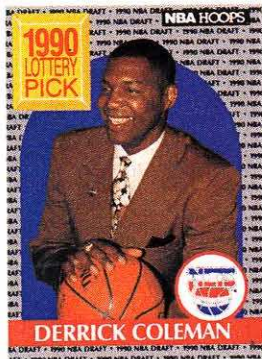


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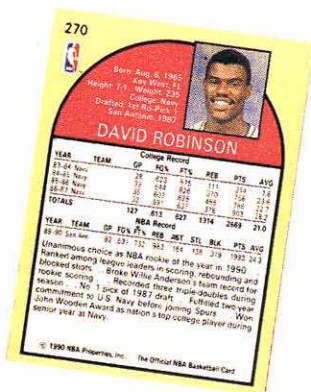
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