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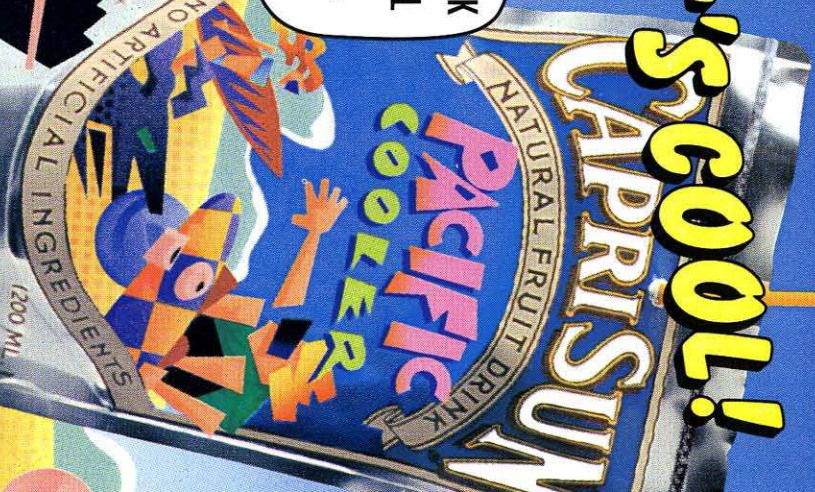
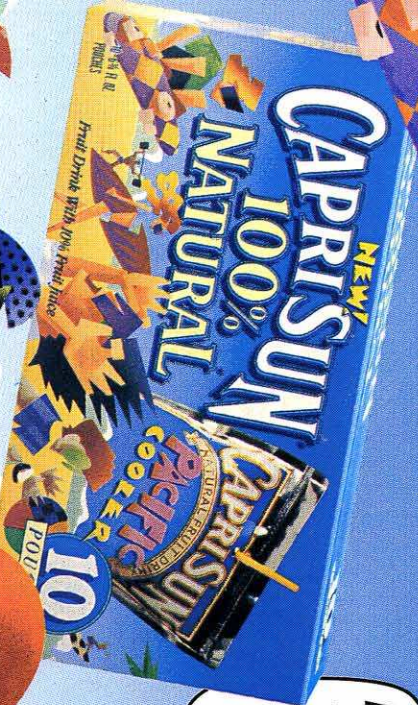
THE TRI-SENTINEL'S BACK! The AMAZING SPIDER-MAN

AND, THIS TIME,
SPIDEY DOESN'T
HAVE COSMIC
POWERS TO BEAT
HIM WITH!

GUEST-STARRING
NOVA OF
THE NEW
WARRIORS

HEY DUDES!
IT'S NEW, IT'S COOL!

A NEW FRUIT DRINK
WITH PACIFIC COOL
AND CALIFORNIA
STYLE



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 THREE FACES OF EVIL!

DAVID
MICHELINIE
WRITER
PROUDLY WELCOME ABOARD NEW REGULAR PENCILER

RANDY
EMBERLIN
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RICK
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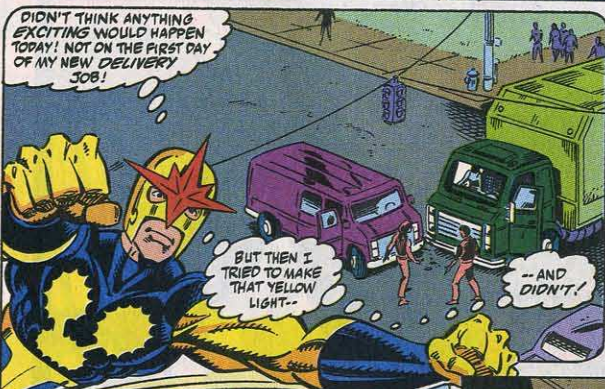
TOM
DEFALCO
EDITOR IN CHIEF
BAGLEY!

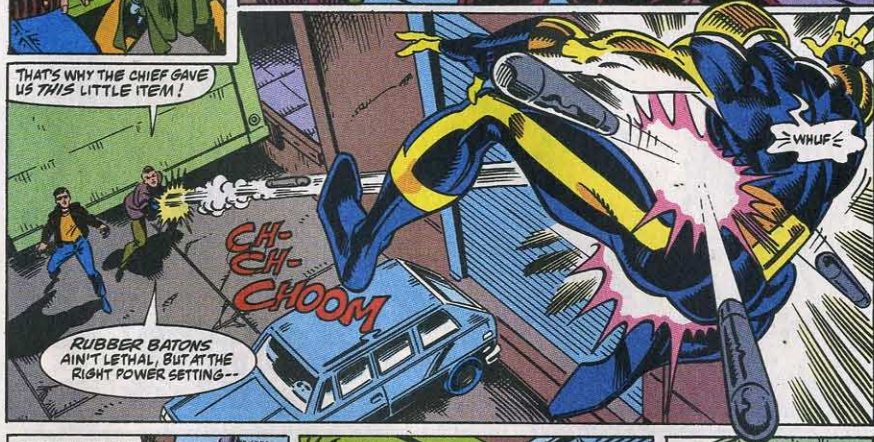
SPIDER-MAN HAS BEEN THROUGH A LOT LATELY; BATTLES WITH DOCTOR DOOM, THE SANDMAN, AND MANY OTHERS.

THUS, ALL HE WANTS AS HE WEBSWINGS ACROSS EMPIRE STATE UNIVERSITY IS TO SPEND THE DAY AS PETER PARKER, ATTENDING SAFE AND SANE SCIENCE CLASSES. POOR SPIKEY...

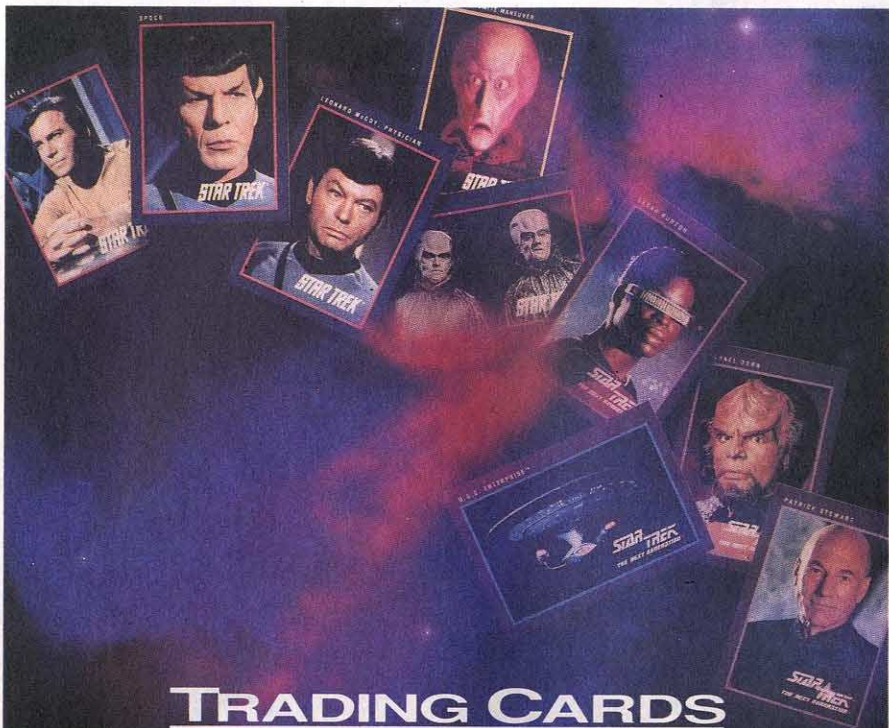
...HE'S GOING TO BE SO DISAPPOINTED!

THE AMAZING SPIDER-MAN • Vol. 1, No. 351, September, 1991 (ISSN# 0274-5232) Published by MARVEL COMICS, Terry Stewart, 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 © 1991 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. GST #R127032852. 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) is a trademark of MARVEL ENTERTAINMENT GROUP INC. POSTMASTER: SEND ADDRESS CHANGES TO: THE AMAZING SPIDER-MAN, c/o MARVEL COMICS, 9TH FLOOR, 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. Printed in the U.S.A.









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G-GOTTA STOP THAT SCREECHING! M-MAYBE A BIG GLOB OF WEBBING...



"AT LEAST, LONG ENOUGH FOR NOVA--"

"--TO RECUPERATE AND--"



SEE, WEBBSLINGER? I DON'T NEED YOUR HELP!

OH, SURE! I SAW HOW GREAT YOU WERE DOING--

-- BEFORE I DEADENED THAT WAILING SOFTBALL!

NOW, IF YOU'LL EXCUSE ME--

WHOA! B-BETTER TAKE IT EASY!

--I'LL TRY TO FIND OUR PLAY-MATES.

>WHOW< STILL KINDA SHAKY, BUT THAT ISN'T WHAT REALLY HURTS!

I WAS WITHOUT POWERS FOR A LONG TIME! AND SPIDER-MAN SEEING ME UNABLE TO USE THEM AGAIN, WELL...

...THAT KINDA MAKES ME FEEL LIKE A JERK!

READY, AIM, PUNISH!

SPECIAL
APPEARANCE BY
SPIDER-MAN



Rocket missiles are the perfect weapon to blow up enemy choppers.



Bazooka-toting mercs lurk in the deadly jungle brush.



Voodoo and drug smugglers? Time to break their spell... Punisher-style!



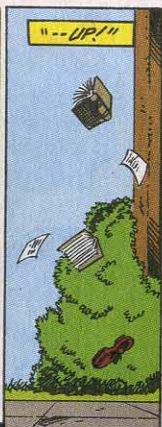
Crime. The stench is everywhere. But now Jigsaw and his band of drug lords will be taught a lesson in justice — Punisher-style!

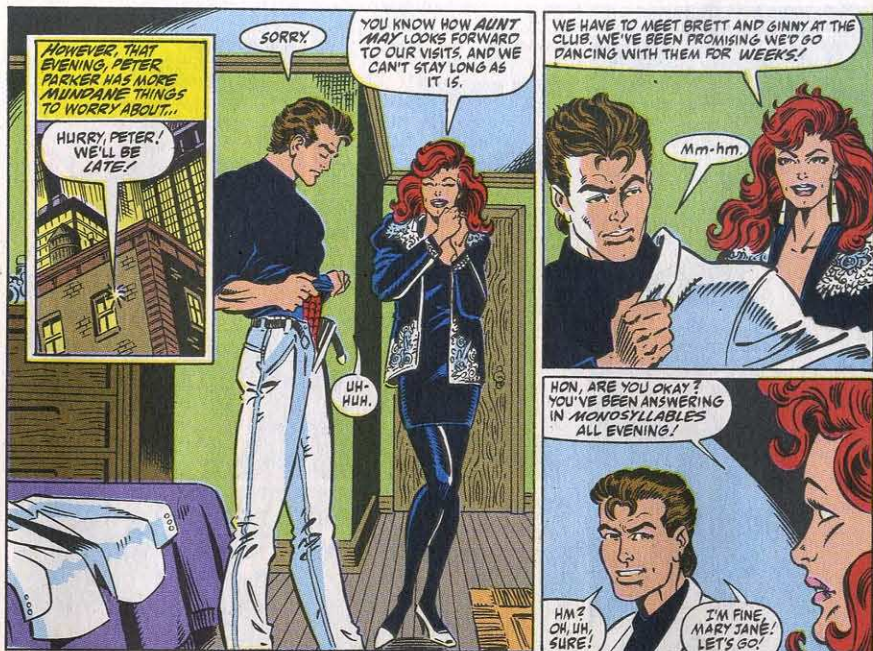
There's nowhere for them to hide. Packing his M60 machine gun, nitro-charged grenades and heat-seeking rockets, The Punisher™ will hunt them down from the urban New York jungle to the voodoo-infested wilds of South America... destroying everything evil in his sight! With Spider-Man® at his side, hundreds of enemies will be given the ULTIMATE PAYBACK!

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entertainment inc.

LICENSED BY
Nintendo









THAT WAS THE LONGEST SPEECH YOU MADE ALL NIGHT! SOMETHING IS WRONG! DON'T YOU THINK I HAVE A RIGHT TO KNOW?

I'M SORRY, MJ.



I JUST CAN'T STOP THINKING ABOUT THAT ANTARCTIC VIBRANIUM-- AND WHAT IT MIGHT BE USED FOR!

BUT YOU'RE OFF DUTY!



BEING SPIDER-MAN 24 HOURS A DAY ISN'T FAIR TO--

WAITAMINUT! SPIDER-SENSE TINGLING!

IT'S NOVA! MUST STILL BE CARRYING MY TRACER! BUT WHY QUEENS?



THEN AGAIN, WHY NOT? SINCE HE CAN FLY, HE CAN GO ANYWHERE--



-- SAY! THAT GIVES ME AN IDEA! 'FRAND THE DANCING WILL HAVE TO WAIT, SWEET-HEART!

NOW JUST A MINUTE--



THIS IS IMPORTANT! I-I MEAN DIFFERENT IMPORTANT!

FINE! I'LL GIVE BRETT AND GINNY YOUR REGRETS!



YOU'RE GOING ALONE?

YOU'RE NOT GOING OFF TO PLAY HERO ALONE!



WHY NOT?

SOMETHING'S BUGGING MJ! HAS BEEN FOR WEEKS!

WELL, HARM'S ALREADY DONE, MIGHT AS WELL TRY TO FIND--



THAT TRUCK AT THE UNIVERSITY HAULED AWAY SOME NASTY STUFF! AND SINCE IT HAD NEW JERSEY PLATES--





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The Terminator™ has returned from the future. This time, he brought pictures. 140 "TERMINATOR™ 2: JUDGMENT DAY" Movie Cards from the motion picture and behind-the-scenes action, including exclusive photography not available in any other card collection. Plus, we've included a special card in each pack offering T2™ merchandise not available at retail.

Collect the entire series. Because when he's through, the cards may be the only things that survive.



OFFICIAL "TERMINATOR 2: JUDGMENT DAY" MOVIE CARDS.

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Join the war against the machines! Play the Terminator™ 2 Telephone Challenge and "Save Mankind" Dial 1-800-370-T2T2 and face the Terminator™. Qualify to win a T2 Midway Video Arcade Game and more! \$1.95 the first minute, \$1.45 each additional minute. For complete rules and regulations, write to: "Save Mankind" P.O. Box 7012, FDR Station, NY, NY 10022.

BY THE TIME A NEW SUN RISES, THE TWO SEEKERS HAVE TRAVERSED MOST OF NORTH JERSEY.

THEY ARE NOT HAVING FUN YET!

HEY! WATCH THOSE AIR POCKETS, ACE!

TELL YOU WHAT, PORKO, LOSE THIRTY POUNDS--

-- AND MAYBE I CAN MAINTAIN STABILITY!

SPIDER-SENSE!

EAST-NORTHEAST! TOWARDS THAT MOUNTAIN!

YOU PSYCHIC OR SOMETHING?

WE'RE GETTING CLOSE.

LET'S JUST SAY I GET HUNCHES, AND SOMETIMES--

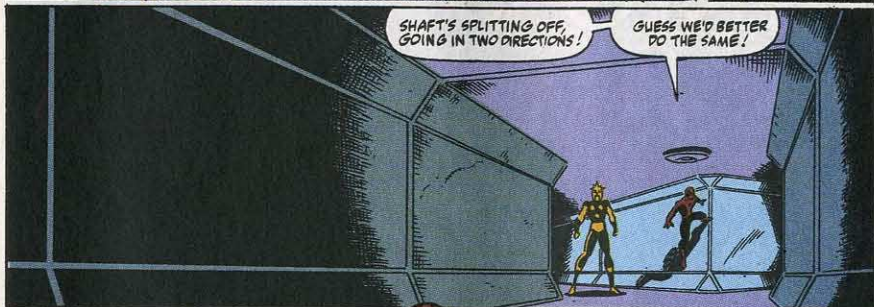
-- THEY PAY OFF!

THE "LAUNDRY" TRUCK!

LOOKS LIKE THERE'S AN ENTRANCE INTO THE MOUNTAIN. BUT IT'S GUARDED LIKE FORT KNOX!

THEN I GUESS WE'D BETTER FIND--







OH, LORD!

"THE TRI-SENTINEL!"

I-I WASN'T
LOOKING FOR
THAT!

"A TRIPLE ROBOT
MAGICALLY MERGED
BY LOKI DURING HIS
ACTS OF VENGEANCE!
I WAS ABLE TO DES-
TROY IT THEN ONLY
BECAUSE I HAD THE
CAPTAIN UNIVERSE
POWERS! *

"THESE BUILDINGS, THE SECRECY
I CAN UNDERSTAND! THAT GOES
ALONG WITH MY SUSPICIONS
ABOUT WHO'S BEHIND ALL THIS!
BUT WHY THE DEVIL IS THE TRI-
SENTINEL INTACT? AND HERE?"

"I--I DON'T EVEN KNOW IF IT'S THE
ORIGINAL...OR A DUPLICATE..."

"BUT, SOMEHOW, I'VE GOT A FEELING
IT'S NOT GOING TO MAKE MUCH
DIFFERENCE IN THE END."

* IN AMAZING #322 - D.

WHAT THE HECK AM I DOING
HERE? I'M NOT SPIDER-MAN'S
KID SIDEKICK!

I SHOULD'VE JUST DROPPED HIM
OFF AND-- WAIT! VOICES!

THE DEMONSTRATION DISK IS
DONE AT LAST! TWO MONTHS OF WORK,
BUT IT SHOULD TELL THE FOUNDATION'S
POTENTIAL CUSTOMERS ALL THEY
NEED TO KNOW ABOUT US!

SHIFT'S ALMOST
OVER. JOIN ME
IN THE COMMIS-
SARY FOR A LITTLE
CELEBRATION?

ARE YOU KIDDING? FOR AN
ORGANIZATION SELLING
SURVIVAL, THEY SEEM RATHER
UNCONCERNED ABOUT POISONING
THEIR OWN STAFF!

OH--WELL.
PERHAPS JUST
COFFEE.

PERFECT!

--TO WATCH OUT
FOR ME!

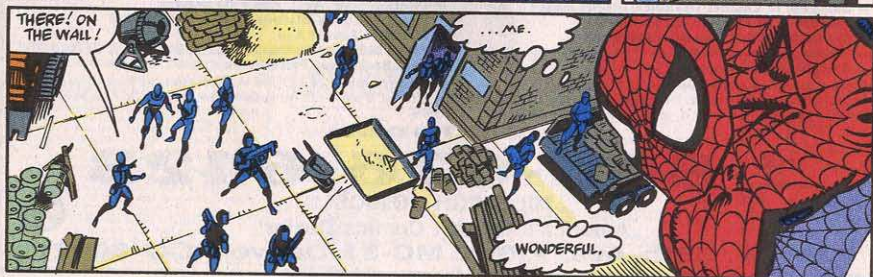
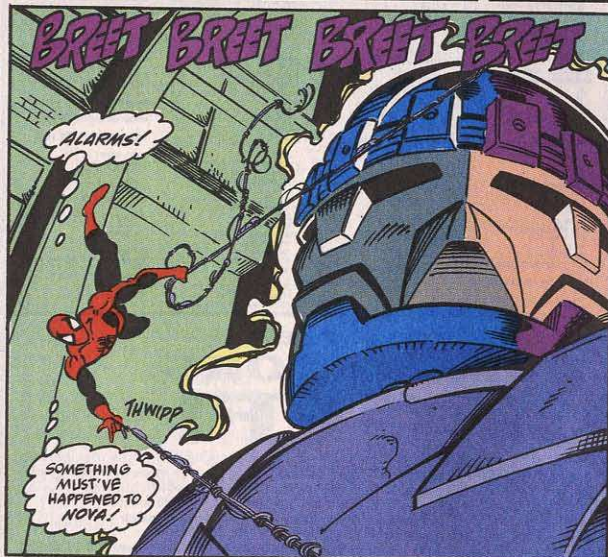
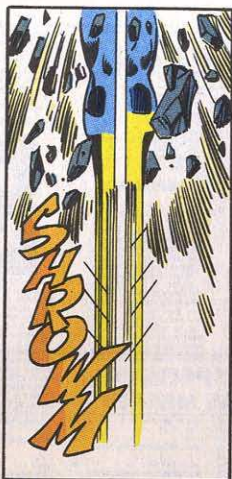
ONCE I SLIP THE DISK INTO MY
TUNIC, I CAN--

FREEZE!

HUH?

SILENT WARNING WAS ON
THE MONEY! WE GOT US
AN INTRUDER!

REACH
FOR THE SKY,
FANCY-PANTS!

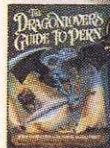
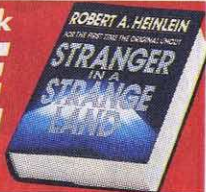


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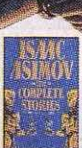
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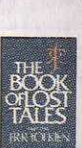
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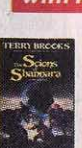
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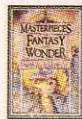
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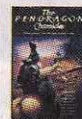
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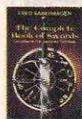
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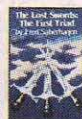
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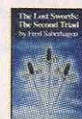
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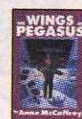
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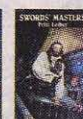
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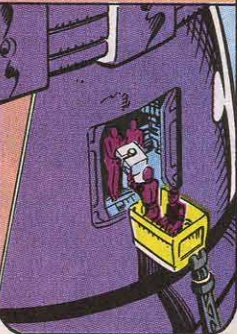




"THAT'S WHY OUR CREWS PAINSTAKINGLY GATHERED THE TRI-SENTINEL'S SCATTERED REMAINS--



"AS A FAIL-SAFE MEASURE, WE PLACED A SMALL BIT OF ANTARCTIC VIBRANIUM IN ITS CONTROL CENTER!"



"SENTINELS EVENTUALLY REGENERATE, SO BEFORE THIS ONE COULD, WE SURROUNDED IT WITH AN ELECTRICITY-DAMPENING GRID OF ELECTROMAGNETIC PULSES!"



THE PROPER SIGNAL FROM THIS HAND UNIT WILL DEACTIVATE THE SHIELDED BOX CONTAINING THE VIBRANIUM.



IMPEDING ENERGY GRID CANCELED.

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THIRD PARTY REPROGRAMMING UNDERGOING EVALUATION.



CONCLUSION: REJECTION OF ALIEN COMMANDS COMPLETE.

LOKI PRIME DIRECTIVE--



STAN'S SOAPBOX

Hi, Heroes!

It takes place the week of July Fourth! It's in San Diego! It's one of the biggest Comic Book Conventions of all! And it's not even paying us for this priceless Soapbox plug! So why am I doing it? Here's why...

Marvel believes in Comic Book Cons! Marvel supports Comic Book Cons! Marvel loves Comic Book Cons!

Just think! A place where all you fans can get together with other Marvel maniacs (not to mention Brand Eehh bizzaros) and have a ball meeting your favorite artists, writers and editors! A

place where you can bid on all sorts of original artwork, attend discussion groups with the pros, snare countless autographs, snap candid photos of the celebs, and generally wallow in a welter of comic book lore!

Let's face it, a good Comic Book Con is super hero heaven—and if this hype doesn't get me a free pass to the next one, I'll return my latest no-prize for a full refund! Come to think of it, maybe I'll devote my next soapbox to expensive sports cars —hey, I'm not so dumb!

But seriously (which is a word I find hard to take seriously), if you've never attended a Comic Book Con you should make a note not to miss the next one that comes

to your town. There are now so many of 'em that they seem to be proliferating like rabbits, so no matter where you live there's a good chance of finding one in your area sooner or later. And, since I attend so many Cons during the year, there's always the possibility of us running into each other—but don't let that discourage you. You can always pretend you don't know me!

So, till Jim Lee admits he's my long-lost grandfather, see ya at the Con! Excelsior!



July is a mondo-hot month—but you don't need us to tell you that. Just stick your head out the window. Preferably an open one. Now, some may like it hot—Marilyn Monroe, for one, singer Robert Palmer, for another. But here at Marvel, we're trying to forget about the heat. After all, too much heat can make you perspire on your new mint Marvel comics, thus decreasing their value. And we don't want that. Instead of telling you what you already know—that we're pushin' the mercury into the red—we'd rather talk about things that are cool.

After all, a good comic should be cool and refreshing—like a gentle breeze on a warm summer's day...like a guitar riff you can't get out of your head...or like an ice cube dropped down your shirt. At least, that's the idea. We figured what better way to help you cool off than to clue you in on what we, the movers and shakers at the coolest comics company in the U.S., consider the ultimate in cool. (If the items mentioned here do not seem cool to you, you may want to redefine your abstract values.)

COOLEST ACTIVITY FOR MARRIED COUPLES: Having babies. This recreational activity seems quite popular this year, as evidenced by ultra-inker **Randy Emberlin** and his lovely wife, **Judy**, who have just had a baby boy, and **PUNISHER** mega-pencil **Hugh Haynes** and his lovely wife, **Judith**, who recently celebrated the arrival of a baby girl.

COOLEST NAME FOR BABY BOYS: Alex.
COOLEST NAME FOR BABY GIRLS: Olivia.
COOLEST BOOK: X-MEN-super-scribe **Chris Claremont's** second novel, *Grounded*, will be out next month from Ace Books. Chris describes *Grounded* as "hi-tech sf," noting that it's a sequel to his first novel, *First Flight*. A third book in the series is planned. However, with Chris busy scripting two, count 'em, two X-MEN books every month, there's no telling when the third book in the series will be out.

COOLEST FOOD: Cherry Slurpees.
COOLEST SPORT: Wallyball. (It's like volleyball, only with no rules.)

COOLEST COMIC: **Gilbert Gottfried**. Ha! Fooled you! You thought we were talking about comic books, when actually we were talking about stand-up comics! The ultra-hilarious **Gilbert**, known for his hosting of the USA Cable Network's *Up All Night*, and movie roles including *Problem Child* and *Beverly Hills Cop 2*, is a big Marvel fan. He recently stopped by the Marvel offices along with his buddy, fellow stand-up comic (and ALPHA FLIGHT's new writer) **Scott Lobdell**. **Gilbert** and **Scott** are working on a story for our *Dastardly Competition*. Something about the adventures of a boy who could fly, or some such. Comics writing comics...what will they think of next?



JULY COOLOMETER

- INFINITY GAUNTLET
- PENN & TELLER
- BARE KNEES
- THE ROCKETTEER
- THAI FOOD
- SUPERMODEL CLAUDIA SCHIFFER
- THE SIMPSONS
- MICHAEL JORDAN
- GEEK CHIC
- THE INCREDIBLE HULK
- ROLLERBLADES
- ANNE RICE'S THE WITCHING HOUR
- SOFTBALL
- QUASAR
- GEOGRAPHIC UNDESIRABILITY
- THE FLASH TV SHOW
- HANNIBAL LECTER
- TEEN-AGE MUTANT NINJA TURTLES
- TWIN PEAKS
- SUSHI
- BO JACKSON
- NEW KIDS ON THE BLOCK
- MCLEAN BURGER
- STEVEN SEAGAL
- BELL BOTTOMS
- VOGUE
- VANILLA ICE
- PONYTAILS ON MEN
- REGIS & KATHY LEE

COOLEST ISSUE OF MARVEL AGE MAGAZINE: Issue #104, which, by a strange coincidence, is on sale this month. The issue features a cover by ultra-superstar artist **Jim Lee**, as well as an interview with **The One-Who-Is-Not-Stan's-Son**. The cover story this issue? Why, none other than the all-new, all different X-MEN #1, which explodes on the world like a supernova next month, and is sure to be the best-selling comic since the dawn of the Paleolithic Era. Now, any other comic company would give you the **Jim Lee** interview and stop there. But not us! **MARVEL AGE #104** also contains the reprint of the first **Marvel** mutant story ever published. It's called "The Man Who Could Fly," and it's by a couple of gents named **Stan** (I am not **Jim's** Dad) **Lee** and **Steve** (I am Not Related In Any Way To Either **Stan** Or **Jim Lee**) **Ditko**. The story originally appeared in...**AMAZING FANTASY #141**! (As all true Marveloids know, that's the issue BEFORE the introduction of the **AMAZING SPIDER-MAN**! **Stan** and **Steve** were really on a hot streak there—oops, we promised not to mention that.)

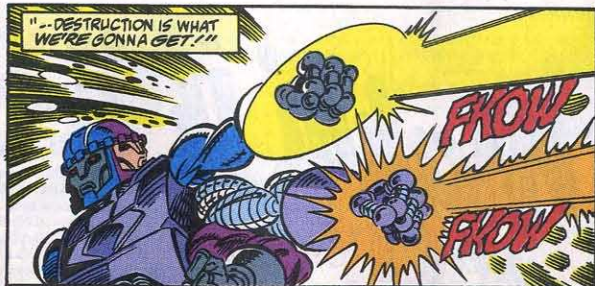
COOLEST SUMMER MOVIES: *Terminator 2: Judgment Day*, and *Bill and Ted's Excellent Adventure*. By one of those strange, quirky twists of fate, the kind you usually associate with cheap romance novels, we're doing comic adaptations of both those mega-blockbuster-movies, and they're both on sale this month! What are the odds of that happening—we mention something on the Bullpen Page, and it happens to be on sale that same month. Coincidence...or evidence of the supernatural? We can't say for sure, but there are a few oddsmakers in Vegas who are placing bets against that kind of thing ever occurring again.

COOLEST THING TO PUT ON YOUR DOOR: The Mary Jane Watson poster by **Joe Jusko**, which, by some other freak fit of happenstance, goes on sale this month. You've seen the **MARVEL ILLUSTRATED SWIMSUIT ISSUE**—but here's your chance to see it as it was meant to be seen. It's so big, it takes up an entire door! If Mary Jane were a real person, it would be as big as life! The poster features the vivacious, bikini-clad MJ, relaxing beneath the comforting wash of a waterfall.

What could be cooler than that?

COOLEST CONVENTION EVENT: *Mondo Marvel*, our newest infotainment extravaganza which we've taken on the road to the major comics conventions, is a live talk show hosted by the ultrapopular **Fabian Nicieza**. It features music, famous comic writers reading from their works, audience participatory contests, commercial skits for real Marvel comics, and other undignified activities. Catch it if you can!

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--HEAD?

BARELY AVOIDED
THAT BACKHAND!
EVEN SO--

--K-koff k-koff--
I TOOK A SNOOTFUL OF
TEAR GAS! THIS LOOKS BAD!

AT LEAST I HAD THE
CAPTAIN UNIVERSE
POWERS BEFORE!
NOW...

...I'VE
ONLY
GOT ME!

AH, BUT THAT'S ABOUT TO
CHANGE!



SH...SHACKLED?
MAN, IT'S BEEN
A ROUGH 24-
HOURS!

FIRST THAT
SOUND BOMB
AND NOW THIS!



KINDA MAKES
ME FEEL LIKE--



--BREAKING
SOMETHING!

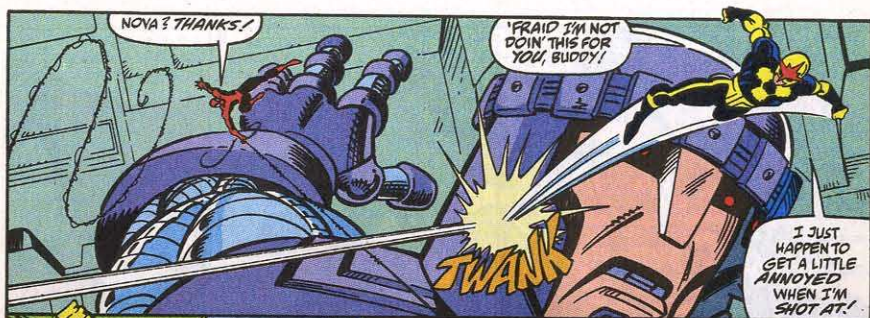
NOW TO-- WHOAH!



WHAT THE
DEVIL IS
THAT THING?!

I MEAN, BESIDES
INCREDIBLY
AGGRESSIVE!







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