



PART TWO  
OF SIX

# the AMAZING SPIDER-MAN

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\$1.00 US  
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**354**  
LATE NOV  
02457

APPROVED  
BY THE  
COMICS  
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AUTHORITY

NOW ON SALE  
TWICE A MONTH!

GUEST-STARRING:  
THE PUNISHER,  
NIGHT THRASHER,  
NOVA AND  
MOON KNIGHT!





# Think Fast.

C'mon faster. Because here comes Sonic The Hedgehog.™ He's the fastest critter the world has ever seen, and he's a hedgehog with a major attitude.

Watch him smirk in the face of danger as he blazes his way through hilly pastures, underwater caverns, marble ruins, strange cities and a cybernetic world of enemies in a race to save his buddies.

Sonic's got everything a hedgehog could ever want: tricks, gadgets and speed. So don't blink or you might just miss him. Sonic is sold separately or included when you buy a Sega™ Genesis 16-bit system.



Leading the 16-bit revolution.™



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®

OKAY, IT'S LIKE THIS...

JEFF WILDE, THE CYBORG FORMER SIDEKICK OF MOON KNIGHT, BROKE DOC ELIOT FRANKLIN OUT OF A QUEENS JAIL.

WILDE, KNOWN AS MIDNIGHT, IS NOW WORKING FOR THE MYSTERIOUS EVIL ORGANIZATION CALLED THE SECRET EMPIRE.

SPIDER-MAN AND DARKHAWK HAPPENED UPON THE SCENE AND FOUGHT MIDNIGHT, BUT HE FLED-- SENDING ONE OF THE EMPIRE'S EXPLOSIVE-LOADED FLYING PLATFORMS PLUMMETING TOWARD THE STREET TO COVER HIS ESCAPE.

## WILDE AT HEART!

WRITTEN (at breakneck speed) BY AL MILGROM.

PENCILED (quickly indeed) BY MARK BAGLEY.

INKED (so fast that his fingers did bleed) BY RANDY EMBERLIN.

LETTERED (quite rapidly, for the check he did need) BY JOE ROSEN.

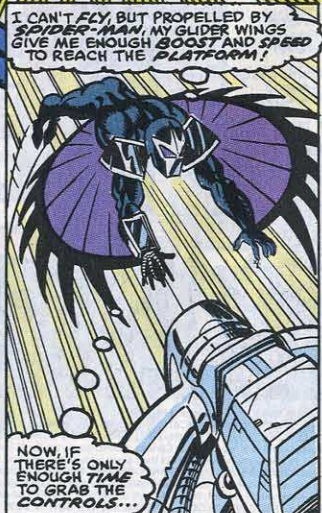
COLORLED (in a rush, though he was off his feed) BY BOB SHAREN.

EDITED (in haste, but mistakes out he did weed) BY DANNY FINGEROTH.

CHIEFED (in no great hurry, for he's going to seed) BY TOM DEFalco.



THE AMAZING SPIDER-MAN® Vol. 1, No. 354, Late November, 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 except semi-monthly November, December, and January 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., \$24.00 foreign. Canadian subscribers must add \$8.00 for postage and GST. 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.





GOT 'EM!



THEY SEEM  
SIMPLE ENOUGH  
TO OPERATE!  
I'LL JUST YANK  
BACK ON 'EM...

WHOAH!

NOT GONNA  
CLEAR THAT  
BUILDING!  
BETTER--



--BAIL  
OUT!

KHA-FWOOM!

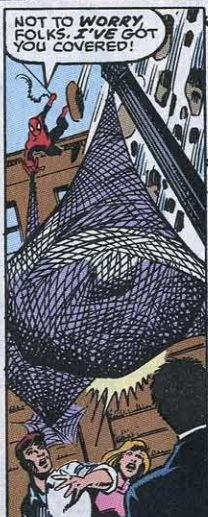
NO! THE  
WRECKAGE--



--IS GONNA  
HIT THOSE  
PEOPLE!

AIIIEEE!

GET  
BACK!  
MOVE IT!



NOT TO WORRY  
FOLKS, I'VE GOT  
YOU COVERED!



S- SORRY  
SPIDER-MAN,  
I GUESS THAT  
WASN'T SUCH  
A GOOD PLAN.  
I PUT ALL THOSE  
PEOPLE IN  
DANGER. IF  
IT WASN'T FOR  
YOU...



GO EASY ON  
YOURSELF, KID!  
YOUR INSTINCTS  
WERE GOOD, YOUR  
EXECUTION WAS  
JUST A LITTLE  
SLOPPY.

BUT YOU DID SAVE  
THOSE PEOPLE ON  
THE STREET! I  
COULDN'T HAVE PRE-  
VENTED THE PLATFORM  
FROM TAKING THEM  
OUT.

WE  
COVERED  
EACH  
OTHER'S  
BUTTS!



I--I GUESS WE DID AT THAT. THANKS.

BUT I'VE GOTTA KNOW-- WHEN YOU HAD MIDNIGHT PINNED WITH YOUR FORCE BEAM, WHY'D YOU LET HIM GO?



I DIDN'T MEAN TO. IT'S JUST THAT SOMETHING HE SAID... ABOUT MOON KNIGHT BETRAYING HIM, LETTING HIM DOWN--



IT STRUCK A CHORD. SOMEONE CLOSE TO ME LET ME DOWN, TOO.

IT'S OKAY. I UNDERSTAND, YOU'RE HEAVY AT THIS... STILL DON'T KNOW QUITE WHICH WAY TO GO.

BUT LET ME TELL YOU SOMETHING I LEARNED EARLY ON, JUST AFTER I ACQUIRED THESE POWERS OF MINE...



I THOUGHT THE WORLD OWED ME A LIVING, WANTED TO USE MY POWERS ONLY TO HELP MYSELF.

ONE DAY, I LET A CRIMINAL RUN RIGHT BY ME... FIGURED THERE WAS NOTHING IN IT FOR ME IF I STOPPED HIM.

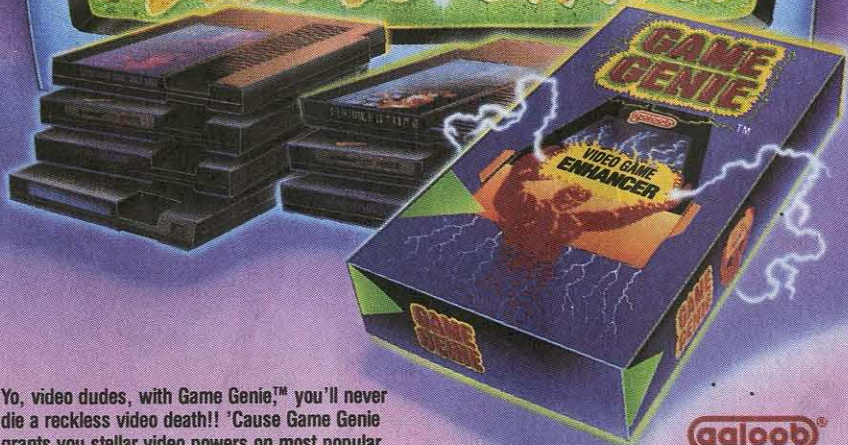
"BUT A FEW DAYS LATER, THE POLICE TOLD ME THAT MY... THAT SOMEONE VERY CLOSE TO ME HAD BEEN MURDERED. THEY HAD THE KILLER CORNERED.



"I WENT IN AND CAUGHT HIM MYSELF! THAT'S WHEN I SAW IT WAS THE SAME CREEP I'D FAILED TO STOP DAYS BEFORE!"



# OVER 25 MILLION LIVES WILL BE SAVED



Yo, video dudes, with Game Genie™ you'll never die a reckless video death!! 'Cause Game Genie grants you stellar video powers on most popular video games for the Nintendo Entertainment System®.

Like, you may live forever, never die! Or, you can get unlimited firepower and super jumps!! Maybe even moonwalk the most triumphant game characters across the screen—or program them to do much more!

So you may ask, 'What is the key to this most awesome power?' The power codes, dude! Thousands of 'em that allow you to unlock all these excellent secrets!

So party on, with Game Genie—and save that most righteous life of all—yours.

**galoob®**



**Radical  
firepower.**



**Create your own  
effects.**



**Live forever!**

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IF I'D ONLY...  
ONLY...

WHAT I'M TRYING TO  
SAY IS THE LESSON...  
I LEARNED...  
IS THAT WITH GREAT  
POWER COMES GREAT  
RESPONSIBILITY!

I LEARNED IT THE  
HARD WAY. I'D HATE  
FOR ANYONE ELSE  
TO HAVE TO LEARN  
IT THAT WAY.



THANKS. I--I'LL  
THINK ABOUT  
WHAT YOU'VE  
SAID.



L-LOOK, I'M LATE  
FOR SOMETHING--  
BETTER BE GOING.  
TAKE CARE, SPIDER-  
MAN.

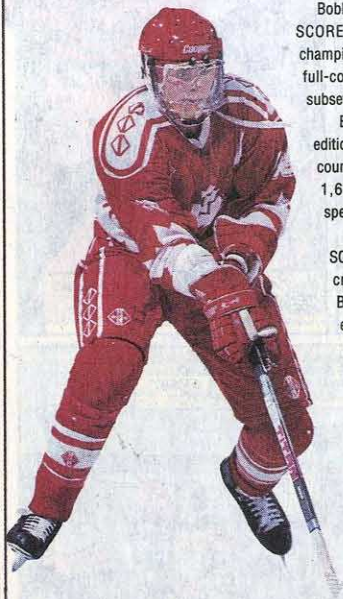
YOU TOO,  
KID. GOOD  
LUCK.

I THINK YOU'RE  
GONNA BE OKAY.



I'D BETTER RETRIEVE  
MY CAMERA AND GET  
BACK TO AUNT MAY'S.  
SHE AND MARY JANE'LL  
BE WONDERING WHERE  
I WENT OFF TO.

# Bobby Orr and Eric Lindros join Score's winning team



Bobby and Eric know a winner when they see one and SCORE's 1991 Hockey Card Set has the look of a champion. The 440-card collection features the finest full-color, game-action photography as well as 14 subsets and three specialty cards.

Bobby will be featured in an exclusive limited edition four-card set to be randomly distributed in count goods packs. He has autographed a total of 1,600 cards (400 of each). All have been specially numbered to guarantee authenticity.

Eric has three cards in the basic 1991 SCORE set. If that wasn't enough, we've also created a special "dream card" featuring Bobby and Eric together. The limited edition card will be randomly distributed in count goods packs. A total of 50 have been autographed by both Bobby and Eric. Promotion details are on SCORE's 1991 Hockey wrappers.

Bobby, Eric and a superior product. It's what makes SCORE the intelligent choice.

**SCORE**<sup>®</sup>  
THE INTELLIGENT CHOICE.



Cards shown are part of the U.S. 440 set.

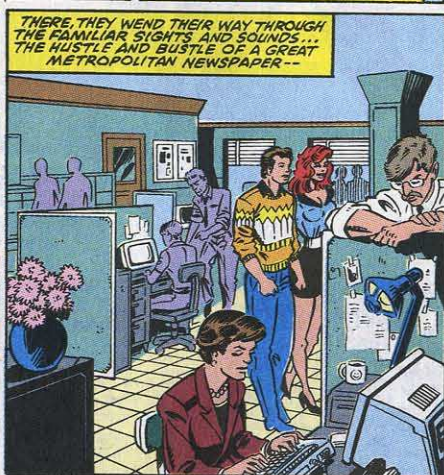
## SPECIAL OFFER

**SCORE's 1991 NHL  
YOUNG SUPERSTARS SET**

### 40 Glossy Player Cards

Forty of the NHL's top young players are in this exclusive SCORE set with full-color photography on each side. Ed Belfour (Blackhawks), Ken Hodges (Bruins) and Rob Blake (Kings) are among the players featured. To order your set, send this coupon and a \$6.00 check or money order payable to Major League Marketing (U.S. funds only), along with your name and address on a 3" x 5" card, and mail to: 1991 NHL YOUNG SUPERSTARS OFFER, Major League Marketing, 25 Ford Road, Westport, CT 06880. Connecticut residents add 8% sales tax. Sets will be ready for shipment in November 1991. Offer good while supply lasts.







ANA! AN EXPOSED ROLL OF FILM. AM I TO ASSUME THEN, THAT YOU'VE COME UP WITH YET ANOTHER SCINTILLATING SCOOP WHICH WILL BOOST OUR CIRCULATION--



--AND WARM THE COCKLES OF THE HEART OF OUR ESTEEMED PUBLISHER, J. JONAH JAMESON?



CHECK 'EM OUT FOR YOURSELF, ROBBIE.

I KNOW YOU'LL PAY ME WHAT THEY'RE WORTH.



THANKS, SON. BY THE WAY--

...EVER THINK OF GIVING UP PHOTOGRAPHY AND GOING OUT FOR THE KNICKS?

SHORTLY...



YOU MEAN TO TELL ME THAT WHEN YOU WENT FOR A SWING AROUND YOUR OLD NEIGHBORHOOD YOU ENDED UP IN A LIFE AND DEATH BATTLE?

AWWW...NO WONDER YOU WERE SO BLUE.

YEAH, WELL THERE'S NOTHING I CAN DO TO CHANGE THE PAST.



I'LL HAVE TO LIVE WITH THAT MISTAKE FOR THE REST OF MY LIFE.



I ONLY HOPE THAT DARKHAWK WILL TAKE MY WORDS TO HEART AND GET HIMSELF ON THE RIGHT PATH.

ALL THAT POWER, ALL THAT RESPONSIBILITY... IT'S TOUGH ON A GUY.



AND WHEN I WAS TALKING TO THIS DARKHAWK... YOU REMEMBER I RAN INTO HIM A LITTLE WHILE AGO... IT BROUGHT BACK THOSE BITTER MEMORIES OF UNCLE BEN'S DEATH.



AS FOR MID-NIGHT, HE WAS MOON KNIGHT'S PARTNER, NOW HE'S A CYBORG WORKING FOR THE SECRET EMPIRE.

WHAT'S HE AFTER? AND WHAT PRICE HAS HE PAID FOR HIS NEW-FOUND POWER?

IT'S ALMOST AS IF HE AND DARKHAWK COULD BE DIFFERENT SIDES OF THE SAME COIN!



THIS IS QUITE AN *IMPRESSIVE* LAYOUT YOU HAVE HERE.

YES, OUR RESOURCES ARE *EXTENSIVE* AS YOU KNOW. WE HAVE ALREADY PUT TO USE THE SPECS YOU *SMUGGLED* OUT OF JAIL FOR US.

HERE, IN OUR WEAPONS TESTING AREA, YOU CAN SEE THE *PRACTICAL* APPLICATION OF THE *MINI-LASER* YOU DESIGNED...

VREEEE-SHOOM!

AND HERE I SEE YOU'VE CONSTRUCTED THE SELF-CONTAINED COMPACT *FLAM-THROWER*. YOUR TECHNICIANS DO GOOD WORK.

BUT ARE ALL THESE WEAPONS GOING TO BE INSTALLED BY *MIDNIGHT*?

HE DOESN'T STRIKE ME AS THAT MUCH OF A TEAM PLAYER-- NOR EVEN ALL THAT STABLE FOR THAT MATTER.

ARE YOU SURE YOU WANT TO *ENTRUST* HIM WITH THIS MUCH *FIREPOWER*?

MIDNIGHT WAS A FOE OF OURS, ALLIED WITH *MOON KNIGHT*. BUT WE HAVE USED OUR TECHNIQUES OF *PERSUASION* TO MAKE HIM OUR CREATURE.

HHMMM. THAT FREEZE RAY IS GOING TO NEED BETTER *INSULATION* BEFORE WE CAN INSTALL IT.

THE CYBORGS WOULD STILL BE USEFUL AS *GRUNTS*--COMMON SOLDIERS--AND WE COULD *PRODUCE* THEM IN GREAT *QUANTITIES*.

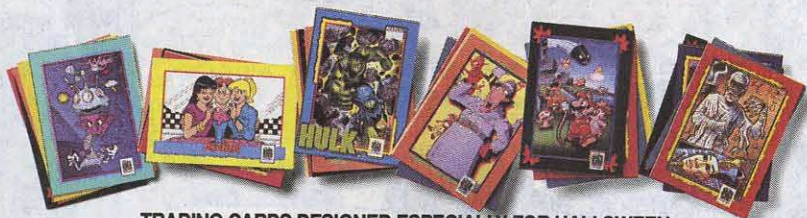
BUT WHY THE INTEREST IN IMPROVING THE *CYBORG*, IF, AS YOU'VE TOLD ME, YOU ARE NOW INTERESTED IN RECRUITING *SUPER-BEINGS* FOR YOUR ORGANIZATION?

BUT IF A *NORMAL* HUMAN COULD BE IMPROVED TO THE DEGREE THAT *MIDNIGHT* HAS, THINK WHAT WE COULD DO WITH A *SUPER-BEING* FOR THE RAW MATERIAL.

I SEE. ON THE *OTHER* HAND, THEY MIGHT NOT TAKE TOO *KINDLY* TO THE '*IMPROVEMENTS*' YOU FOLKS HAVE IN MIND.

# BOO!

**BEWARE:**  
Don't Let Other Kids  
Scare You Out Of  
Your Trading Card Treats.



## TRADING CARDS DESIGNED ESPECIALLY FOR HALLOWEEN.

You've heard of card tricks. Now there are card treats. They're totally new this Halloween, and they come in all kinds of cool characters like Marvel Super Heroes,<sup>™</sup> Archie<sup>®</sup> Comic characters, Official Universal Studios Monsters,<sup>™</sup> Nintendo<sup>®</sup>, Inspector Gadget,<sup>™</sup> and Widget.<sup>™</sup> Look for Trading Card Treats<sup>™</sup> wherever Halloween candy is sold. They're so much fun, it's scary. **From Impel Marketing Inc., produced in partnership with the National SAFE KIDS Campaign.<sup>™</sup>**



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SO YOU WOULDN'T RECOMMEND TRYING TO RECRUIT SAY... YOUR *WRECKING CREW* COMRADES TO OUR RANKS?

HEH--WELL, NO. OF COURSE WE DON'T HAVE OUR POWERS ANYMORE, BUT BEYOND THAT, LET ME OFFER YOU SOME FREE ADVICE.

*SUPER-VILLAINS*--LORD, THAT'S A CORNY LABEL--ARE A MEAN, ORNERY, INDEPENDENT AND CONTENTIOUS LOT. I DOUBT THEY'D FIT IN WELL WITH YOUR TEAM CONCEPT.

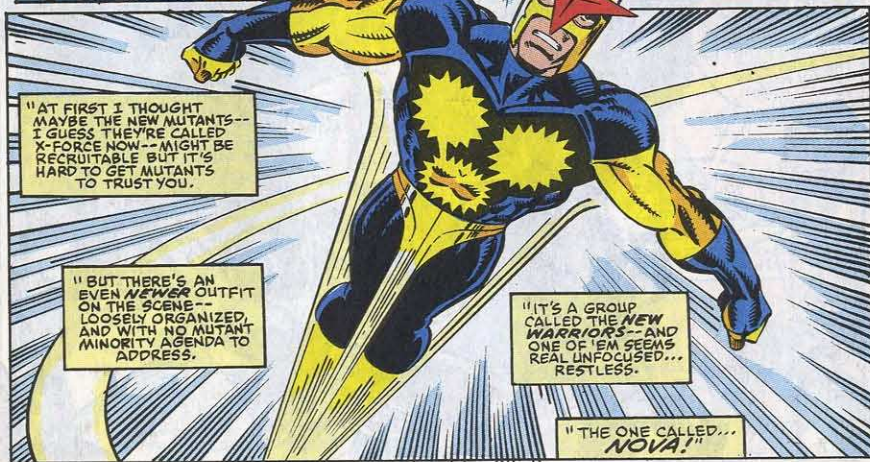
IF ANYTHING, YOU'D PROBABLY BE BETTER OFF TRYING TO PERSUADE SOME YOUNG, IMPRESSIONABLE *HERO*-TYPES THAT YOU GUYS ARE A *BENEFICENT OUTFIT*.

IF THEY *BOUGHT* IT, YOU MIGHT HAVE YOURSELF SOME PRIMO AGENTS--KIDS WHO WORK AND PLAY WELL WITH OTHERS.

BEYOND THAT, TAKE IT FROM SOMEONE WHO'S HAD PERSONAL EXPERIENCE--THE "GOOD GUYS" SEEM TO WIN OUT IN THE VAST MAJORITY OF CONFLICTS.

MAYBE THEY'RE BETTER, TOUGHER, OR JUST WORK BETTER IN TEAMS.

WHATEVER, I'VE BEEN ASKING AROUND AND I MIGHT JUST HAVE A PRIME CANDIDATE FOR YOU.



"AT FIRST I THOUGHT MAYBE THE NEW MUTANTS--I GUESS THEY'RE CALLED X-FORCE NOW--MIGHT BE RECRUITABLE BUT IT'S HARD TO GET MUTANTS TO TRUST YOU.

"BUT THERE'S AN EVEN *NEWER* OUTFIT ON THE SCENE--LOOSELY ORGANIZED, AND WITH NO MUTANT MINORITY AGENDA TO ADDRESS.

"IT'S A GROUP CALLED THE *NEW WARRIORS*--AND ONE OF 'EM SEEMS REAL UNFOCUSED... RESTLESS.

"THE ONE CALLED... *NOVA!*"

MEANWHILE...

ARRRGHH!



JEFF,  
WHAT IS  
IT? CALM  
DOWN!

THOSE SWINE!  
OF ALL THE  
NERVE!



LYNN?! IS THIS JUST PRO-  
FESSIONAL INTEREST FROM  
MY NURSE? OR...

YOU KNOW BETTER  
THAN THAT--NOW  
SETTLE DOWN AND  
TELL NURSE CHURCH  
ALL ABOUT IT.

AHHH--I'M JUST TICKED OFF  
THEY DIDN'T APPRECIATE  
MY WORK IN SNATCHING  
FRANKLIN!



I MEAN, IT'S BAD ENOUGH  
THE SECRET EMPIRE BURNED  
MY BOO AND HAD ME REBUILT  
AS A CYBORG--

-- BUT NOW THEY TREAT  
ME LIKE SOME GLORIFIED  
ERRAND BOY!

WHY DO YOU EVEN  
WORK FOR THEM  
AT ALL? GRANTED  
THEY SAVED YOUR  
LIFE--BUT THEY'RE  
THE ONES WHO  
NEARLY KILLED  
YOU TO BEGIN  
WITH.



WHY DO  
YOU SEEK THEIR  
APPROVAL SO  
DESPERATELY?

WELL, YEAH--THEY BURNED  
ME, BUT WE WERE FIGHTING  
THEM--ME AND MOON KNIGHT.  
THEY JUST DID WHAT THEY  
HAD TO DO TO TAKE ME  
OUT. I CAN UNDER-  
STAND THAT.

WHAT I  
CAN'T UNDERSTAND--  
OR FORGIVE--IS MY SO-  
CALLED PARTNER LEAVING  
ME TO THEIR TENDER  
MERCIES. SOME HERO  
HE TURNED OUT TO BE.



MOON KNIGHT--MY SUPPOSED FRIEND, MY MENTOR--DID HE EVER COME LOOKING FOR ME TO LEARN IF I WAS TRULY DEAD OR NOT? NO!

NO, HE WAS GLAD TO BE RID OF ME, JUST LIKE HE WAS GLAD TO BE RID OF MY FATHER, THE ORIGINAL MIDNIGHT, WHO HE KILLED.

WELL, NOW IT'S TIME FOR PAYBACK!

NOW THE NEW, IMPROVED MIDNIGHT WILL DESTROY MOON KNIGHT!

CAREFUL--YOU ALMOST HIT...

SK-TASH!

\*JEFF'S VERY SKEWED VIEW OF PAST EVENTS.  
--DANNY

ME...?

HHMM...

NOW THAT I'VE--ALBEIT ACCIDENTALLY--TOTALLED THEIR EAVESDROPPING DEVICE, I CAN TELL YOU THE REST OF THE TRUTH.

YOU WERE THERE FOR ME EVER SINCE THEY BROUGHT ME IN, LYNN.

THEY KIDNAPPED YOU TO CARE FOR ME AND, DESPITE THE ORDEAL THAT MUST HAVE BEEN FOR YOU--DESPITE THE TERROR YOU ENDURED--

YOU NEVER WAVERED, YOU SAW ME THROUGH IT. STILL DO. I--I DON'T THINK I COULD HAVE SURVIVED WITHOUT YOU, LYNN.

NO, IT'S MORE THAN THAT. THROUGH MY PAIN AND SUFFERING YOU WERE THERE FOR ME!

I'M GOING TO TAKE CONTROL OF THE SECRET EMPIRE, BECOME ITS LEADER.

I'M GOING TO REWARD YOU FOR YOUR TENDERNESS AND COMPASSION.

AND ONCE I'VE GOTTEN REVENGE ON MOON KNIGHT, I'LL LAY THE WORLD AT YOUR FEET!

OH, JEFF, DON'T MAKE ME INTO SOME KIND OF HERO. I'M A NURSE, I ONLY DID WHAT NURSES ARE SUPPOSED TO DO--DESPITE THE CIRCUMSTANCES.

THE PUNISHER'S WAREHOUSE HEADQUARTERS...

FRANK, YOU'RE GONNA LOVE THIS...

S'MORNING'S BUGLE HAS PHOTOS OF SPIDER-MAN AND DARKHAWK, FIGHTING SOME SECRET EMPIRE GOONS OUTSIDE A POLICE STATION IN QUEENS.

EMPIRE BROKE OUT SOME DUDE NAMED FRANKLIN. RING ANY BELLS?

NOT DOC ELIOT FRANKLIN?

THE VERY ONE.

SO THAT'S WHO THE EMPIRE WAS AFTER! BLAST IT, MICROCHIP, IF I'D ONLY BEEN ABLE TO PIN THAT INFO DOWN...

I COULD'VE PREVENTED HIS ESCAPE.

WONDER WHAT THE EMPIRE WANTS WITH FRANKLIN, ANYWAY? I'LL HAVE TO LOOK INTO THAT, BUT RIGHT NOW--

--I'VE GOT SMALLER FISH TO FRY!



# CALL 1-900-288-XMEN. AND BATTLE

\$1.75 first minute; 75¢ each additional minute. Maximum call 4 minutes.  
Void in MD, AZ, VA, GA and where prohibited.

**PLAY FAIR!**

- If you're under 18, get parent's permission to play
- Limit 4 calls per week, per household

## HOW TO PLAY

1. Call 1-900-288-XMEN
2. You'll start by battling Magneto's henchmen. Summon the appropriate X-MEN based on their powers and the confrontation at hand.
3. Wait for the cue, then activate their powers by pressing the **[X]** key within the designated time.
4. Then go one on one with Magneto and earn your rewards by answering as many X-Men trivia questions as you can.

### WOLVERINE



**Press: 1**  
**Time: Between 2-4 sec.**  
**Power: Slices through any surface with adamantium claws**

### ICEMAN



**Press: 2**  
**Time: Between 1-3 sec.**  
**Power: Shoots subzero cold blasts**

### CYCLOPS



**Press: 3**  
**Time: Between 3-5 sec.**  
**Power: Shoots optic force blasts**

## RULES & REGULATIONS

1. The X-Men Adventure Game, sponsored by Marvel Entertainment Group, Inc. ("Marvel"), is an interactive game of skill requiring knowledge of the powers of the "X-Men" characters as found in various Marvel publications.
2. The game begins August 1, 1991 and continues through November 1, 1991.
3. Callers with touchtone telephones may access the game by dialing 1-900-288-XMEN, anywhere in the continental U.S., at any time, 24 hours a day, during the term. Callers with rotary telephones are technically ineligible to play.
4. There is no minimum age requirement to play the game. Anyone who is under 18 years of age must get parental permission before calling the game. All appropriate prizes won by persons under 18 years of age shall be awarded in their name to a parent or legal guardian.
5. The charge for each call is \$1.75 for the first minute and \$.75 cents for each additional minute. The maximum length of a call is 4 minutes. The telephone number of the originating call must match the telephone number on the prize claim in order for any prizes to be awarded and each telephone number is limited to 4 calls per week during the term.
6. The caller shall hear an introductory message and will then be requested to enter the telephone number he is calling from for call limiting purposes. Each call is a separate game.
7. Each X-Man shall be designated a digit that relates to his power with a limited time frame to activate that power. To activate an X-Man's powers, the caller must press the designated number on the touch tone pad to "call up" an X-Man and then press the star key in the designated time frame to use the X-Man's powers. The caller has 60 seconds in the opening round to battle Magneto. If the caller misses twice, the game is over and he is routed to a closing message. If he succeeds in the first round, the caller then has 50 seconds

additional minute. The maximum length of a call is 4 minutes. The telephone number of the originating call must match the telephone number on the prize claim in order for any prizes to be awarded and each telephone number is limited to 4 calls per week during the term.

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# THE X-MEN'S DEADLIEST ENEMIES.

By Phone Programs USA, Inc. 919 Third Avenue, New York, NY 10022

TOUCHTONE PHONES ONLY.



## BANSHEE



**Press: 4**  
**Time: Between**  
**4-6 sec.**

**Power: Vanquishes**  
**enemies with sonic**  
**scream**

## PRIZE CLAIM

To claim prizes, print your choice of cover along with your name, address, age, phone number, and prize claim number on a 3x5 card. Send it to:

**Marvel Comics**  
**Dept. 900-XMEN**  
**387 Park Avenue South**  
**New York, NY 10016**

**IMPORTANT:** If phone number doesn't match prize claim number—and if you call more than 4 times per week—you will be disqualified!

**This game is subject to complete official rules and regulations.**

## WIN!

### LEVEL 1

Plate-signed  
X-Men #1 cover  
of your choice  
Product coupons

### LEVEL 2

Cover, coupons,  
plus a special  
edition X-Men  
poster!

**THAT'S NOT**  
**ALL—TOP**  
**SCORERS WILL**  
**BE LISTED IN**  
**A FUTURE**  
**X-MEN COMIC!**



to answer as many X-Men questions as possible. The prize awarded is determined by the number of questions answered correctly.

8. Every caller who defeats Magneto and answers 1 through 4 questions correctly shall receive a plate-signed X-Men collector cover plus product coupons. The caller will be able to choose from among 4 different covers. If the caller answers 5 or more questions correctly he receives a plate-signed cover, product coupons and a commemorative poster. The caller will be given a prize claim number relating the phone number the call was made from and the prize earned. The phone number must match the prize claim number in order to earn a prize. All prize claims must be received by November 30, 1991. All prizes have been provided at cost by Marvel Entertainment Group, Inc.

9. PPI and Marvel reserve the right to add or replace questions at any time. Players waive any claim or right in the event of ambiguity or error in any questions or answers; and, by entering, players agree to be bound by and subject to these official rules and to be subject to the decisions of PPI and Marvel whose decisions

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are final. Players acknowledge that the correct answers to all questions are those provided and validated by PPI and Marvel.

10. Sponsors and their service provider are not responsible or liable for incorrect or inaccurate entry of information by caller, technical malfunctions of the telephone network, computer equipment, software or any combination thereof, or lost or delayed data transmissions.

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-- YOU *COULD* HAVE CONTACTED HIM DIRECTLY, YOUR CARD TO HIS.

BUT AS LONG AS YOU'RE *HERE*...

SPIDER-MAN, CAPTAIN AMERICA... TO WHAT DO I OWE THE HONOR OF THIS CALL?

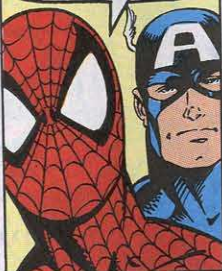
DID YOU SEE TODAY'S *SUNSET*? WELL, THAT GUY I WAS FIGHTING WAS YOUR OLD PARTNER, *MIDNIGHT*.

THIS'LL SOUND WEIRD BUT... HE'S BEEN REBUILT AS A *CYBORG* AND IS WORKING FOR THE *SECRET EMPIRE* NOW.



MIDNIGHT... *ALIVE*? D-DO YOU KNOW WHERE HE IS *NOW*?

NO, BUT I MANAGED TO PLANT A *TRACER* ON HIM. IF I GET WITHIN ITS *BROAD-CAST* RANGE I'LL BE ABLE TO TRACK HIM DOWN.



IF YOU FIND HIM, *CALL ME*! *IMMEDIATELY*.

MEANWHILE, I'LL START A SEARCH OF MY *OWN*...

YOU GOT IT, *MOONY*.

TWO WEEKS LATER...



WITH THE REST OF THE *NEW WARRIORS* ON VACATION, I GUESS THIS IS AS GOOD A TIME AS ANY FOR ME AND *THRASHER* TO CONTINUE TO MEND FENCES.



I GUESS I *DID* KINDA HAVE IT *UP* FOR HIM AT FIRST, BUT AFTER ALL, HE'S THE GUY WHO GOT MY *MOVA* POWERS TO KICK BACK IN WHEN I THOUGHT THEY WERE GONE FOR GOOD.



AND AS *LEADERS* GO, I GUESS HE'S NOT ALL THAT...

HEY, WHAT'S THAT *SOUND*?



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MARVEL T'S ARE  
UNCONDITIONALLY  
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YOU'RE COMPLETELY  
SATISFIED OR  
YOU'RE MONEY  
BACK!

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HE'S GOT A FUNNY WAY OF TERMINATING A CONVERSATION, TOO!

ALL RIGHT, YOU'VE SOLD ME-- TEMPORARILY. WHAT'S YOUR PITCH?

WHEW! THANKS. I WORK FOR AN OUTFIT THAT NEEDS YOUNG SUPER GUYS LIKE US-- THE SECRET EMPIRE.

IF YOU BELIEVE THE RANTINGS OF THE PRESS, I THINK THEY'RE RIGHT UP THE MIDDLE.

THEY FOUND ME-- LITERALLY SAVED MY LIFE AND GAVE ME POWER WITH THEIR ADVANCED TECHNOLOGY! AND NOW THEY WANT TO SAVE THE COUNTRY, MAYBE THE WORLD.

THE SECRET EMPIRE? I'VE HEARD SOMETHING ABOUT THEM-- ONE OF THOSE RADICAL GROUPS AREN'T THEY?

THEY WANT TO BUILD A RACELESS, CLASSLESS SOCIETY, ONE IN WHICH EVERYONE IS EQUAL UNDER THE LAW...

THE LAW AS HANDED DOWN BY THE SECRET EMPIRE-- PREFERABLY WITH ME IN CHARGE! HEH!

TO DO THAT, THEY'RE GOING TO NEED ALL THE HIGH-POWERED WEAPONS THEY CAN GET. THAT'S WHERE GUYS LIKE US COME IN...

AS THE TWO CONVERSE, NOVA'S FLIGHT PATH TAKES HIM BY A FAMILIAR BUILDING--

--THE LOFT APARTMENT OF ONE PETER PARKER...

DINNER'LL BE RIGHT OUT, TIGER.

CAN'T WAIT, M.J. BUT YOU KNOW, I'VE BEEN THINKING MAYBE I OUGHT TO HANDLE MORE OF THE COOKING CHORES-- AFTER ALL YOU'VE BEEN WORKING A LOT MORE STEADILY THAN I HAVE AND...

UH-OH. SPIDER-SENSE TINGLING.

WHAT WAS THAT, PETER? DID THE THOUGHT OF YOUR OWN COOKING CHOKE YOU UP OR...?

PETER?

HAN! THIS TRAIL OF CLOTHING ON THE FLOOR CAN ONLY MEAN ONE OF TWO THINGS...

--YOU'RE SWINGING OUT OF THE SKYLIGHT AS SPIDER-MAN. SIGH

I DON'T KNOW WHAT COULD HAVE DRAGGED YOU OFF ON THE SPUR OF THE MOMENT... BUT BE CAREFUL, MY DARLING.

EITHER YOU'RE REAL HAPPY TO SEE ME, OR--

THAT SPIDER-TRACER I PLANTED ON MIDNIGHT IS WHAT ACTIVATED THE OL' SPIDEY TINGLE. I GOT OUT OF THE SKYLIGHT JUST IN TIME TO SEE HIM BEING DRAGGED ALONG BY NOVA.

I WONDER WHAT THE HECK THOSE TWO ARE DOING TOGETHER?

THEY WERE TRAVELING MIGHTY FAST, THOUGH! I'VE ALL BUT LOST SIGHT OF THEM.

THE TRACER IS STILL IN RANGE OF MY SPIDER-SENSE SO IF I JUST KEEP SWINGING UPTOWN...



## STAN'S SOAPBOX

Hi, Heroes!

Since this column is scheduled to see print in September, the month that school begins, it seems only fitting to devote our serendipitous sermon to the subject of education! After all, I know how eagerly you must be awaiting the opening of school, but be patient; no matter how unbearable these days may be, your vacation won't last forever!

Now then, those of you who faithfully read my Soapbox each month in MARVEL AGE can skip the rest of this meaningful monograph, 'cause I've already covered this subject in depth on those pandemonious pages. However, you philistines who've been injudicious enough to miss one of Marvel's most meritori-

ous publications can, due to my legendary generosity, now get an abridged version of the following item.

If I may be serious for a moment, one of the biggest problems in education is school dropouts; and even many youngsters who remain in school aren't learning as much as they should. Chief among the reasons is sheer, stifling boredom!

Well, an idea occurred to some of us who worry about such things. America is the core of the world's entertainment industry. American movies, television, rock music, sports and comic books provide excitement and enjoyment to the entire planet. If we can entertain audiences around the globe, why can't we do the same for our own students who are America's future?

The notion spread like wildfire! We've formed an organization called "Entertainers for Education"! It consists of the biggest names in film, music and the arts, combined with the nation's most influential educators. Our goal is nothing less than finding ways to make attending school and gathering knowledge as enjoyable and exciting as any other experience! We've just begun, but I'll keep you posted about our progress. Hey, if we succeed, can't you just hear kids saying, "Aw, mom, do I haveta stay home just because it's a holiday? Please let me go to school instead!" Just a pipe dream? Wait and see!

Excelsior!

Stan Lee

Pick up a rock, and you'll likely find some moss underneath. Pick up a Marvel freelancer, and you'll no doubt find a plethora of projects beneath him. (You may find some moss there, as well, depending on how long the freelancer has been at his drawing board.) This was the situation when we endeavored to find out how our writers and artists spent their summer vacations.

Instead of regaling us with humorous anecdotes about exotic vacations in faraway lands, mostly we got a list of whatever projects the creator happened to be working on at the time. Now, that can be entertaining in its own right, but it sort of shatters the image of the life of a comics pro being filled with glamour, romance, and excitement, don't you think? So, where necessary, we've included writer's embellishments (clearly labeled, for legal reasons) to improve on the truth.

**John Romita, Jr.** described his summer in this way: "All it is is work! I just finished up the 144-page DAREDEVIL graphic novel which Frank Miller is writing. I'm working on the 48-page GHOST RIDER/WOLVERINE/PUNISHER team-up which Howard Mackie wrote. I'm doing the third monthly PUNISHER book with Klaus Janson and Chuck Dixon. I have a couple of posters coming out. . . . John also plans on launching a new monthly series featuring his own creation, SHOTGUN, who previously appeared in DAREDEVIL. *Writer's embellishment:* John took time off from his other work to visit the Vatican in Rome and talk comics with Pope John Paul, who's actually quite a comics buff. (The Pope's favorite book? NFL SUPERPRO, of all things!)

The comic biz's most famous little brother, **Sal Buscema**, kept pretty busy with the penciling and inking chores on SPECTACULAR SPIDER-MAN, as well as extra projects like an eight-page Thor story in the upcoming MARVEL CHRISTMAS SPECIAL. Sal spent part of his summer at Ocean City, which is a beach resort in Maryland. Sal said he occupied his time "lazing around on the beach, eating seafood, and playing golf. . . exciting stuff like that." *Writer's embellishment:* One day on the beach, Sal saw a man drowning. Fortunately, he had taken a lifesaving course, and knew what to do. He dove into the water, dragged the man to shore, and administered CPR, saving the man's life. The man turned out to be legendary comedian Don Knotts, who, as fate would have it, is one of Sal's favorite performers. Don was so grateful for the save, he agreed to perform at a birthday party for Sal's kids later that day, charging only the union minimum.

**DAREDEVIL** penciler, **Lee Weeks**, said he is too busy "catching up with too many deadlines" to worry about taking a vacation. In addition to his monthly DAREDEVIL work, Lee is also doing a GHOST RIDER bookshelf format one-shot. When not dodging deadlines, Lee found time to grab a little day-kay in Toronto with wife and brand-new baby, Vaughn. *Writer's embellishment:* While in Toronto, Lee assisted the mounted police in tracking a dangerous fugitive through the Canadian wilderness. It was a grueling chase, but in the end, it was Lee's skills as a marksman and knowledge of hand-to-hand combat that saved the day. Lee downplays his contributions to the bust, saying it's what any comics penciler

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would have done.

**Larry Stroman** spent the summer penciling X-FACTOR and a bookshelf format BLACK WIDOW special written by Dan Chichester. *Writer's Embellishment:* Larry also worked as a camp counselor to a group of misfit kids, somehow turning these oddballs into a bunch of winners in time for the big boat race with long-time rival Camp Swampy.

**WOLVERINE** penciler **Marc Silvestri** spent his summer "making the convention rounds in San Diego and Chicago, and starting on a WOLVERINE/PUNISHER graphic novel written by Carl Potts with inks by Hilary Barta." *Writer's Embellishment:* Marc also braved the elements when he ventured down into the fiery heart of an active volcano, Mount Hoya-hoya, in Hawaii! Other than singing his eye-brows, Marc came out just fine, commenting, "I really can't say why I did it. It just seemed like a good idea at the time."

**Marv Wolfman**, currently pulling up the stakes on his new **TOMB OF DRACULA** limited series with **Gene Colan**, said he spent his summer "preparing to get married in the fall" to his lovely fiancée, Noel. *Writer's Embellishment:* In researching the comic, Marv actually toured historic Transylvania, and met a gang of actual vampires! The vampires of Transylvania were quite taken with Marv, extending him an offer to join them for dinner any time he wished.

**QUASAR** penciler **Greg Caputo** celebrated his wedding to his lovely bride, Michele, followed by a honeymoon in Aruba. *Writer's Embellishment:* Following that, the two were fortunate enough to be part of a NASA experiment sending civilians to the moon. The trip took two weeks, but Greg was thrilled to finally get to walk in Neil Armstrong's footsteps. Said Greg, "I now know the truth. The moon isn't made of green cheese. It's white, and tastes similar to gouda."

**DEATHLOK's Denys Cowan** and **X-FORCE's Rob Liefeld** both went commercial this summer—literally! Denys was featured in an ad for Dewar's Whiskey, appearing in classy magazines nationwide, while Rob appeared in a Spike Lee commercial for Levi's 501 jeans! *Writer's Embellishment:* These ads were so successful that Denys and Rob were spotted by a talent agent. Now they have earned the highest honor that every actor dreams of—they will be appearing in the popular Lite Beer from Miller commercials, working alongside such greats as Bob Eucker and John Madden.

Finally we have letterer of all things **Spidey, Rick Parker**, who actually did take a vacation, and did something more imaginative than anything he could've come up with on his own. Rick spent a month on a tour of the Far East, the highlight of which was a five-day safari into the jungle on the back of an elephant in Thailand. He really did do that—we're not making this one up! Honest. We actually did have a story made up for Rick—one involving him going back to Nam to rescue his old platoon—but we'll save that one for next time.

For now, we'll leave you with these words: It's September! Don't forget school starts this month! And don't try giving your parents that line about school starting a month later this year. We tried that one ourselves, and it didn't work!





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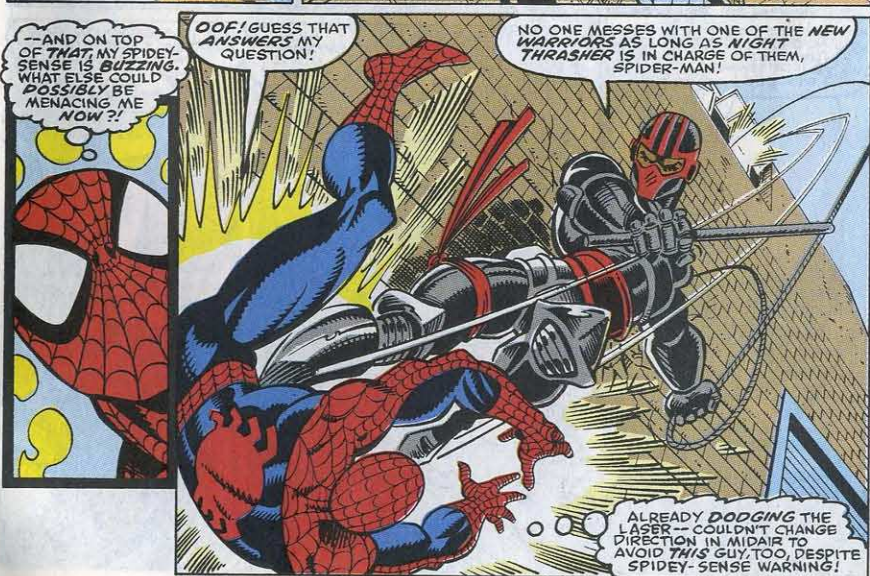
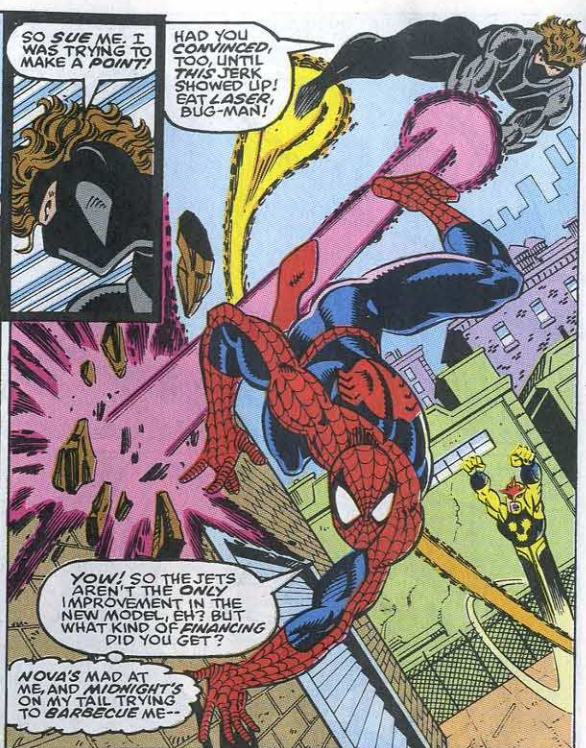
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YOU REALLY HAD ME CONVINCED WITH THAT JIVE STORY ABOUT THE POOR, MISUNDERSTOOD SECRET EMPIRE.

OH, SO YOU WEREN'T AS GULLIBLE AS I THOUGHT! STILL, IF I'D JUST MANAGED TO GET YOU BACK TO HEADQUARTERS...

WELL, WELL, THE GANG'S ALL HERE, NOW.

HUH?

LOOKS LIKE THE CAVALRY'S JUST ARRIVED.

I THOUGHT I WAS THE CAVALRY!

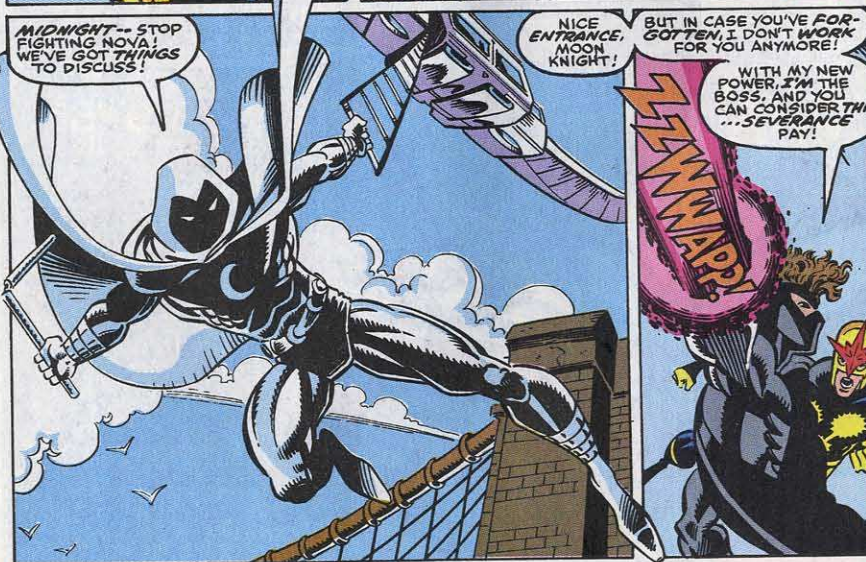


MIDNIGHT-- STOP FIGHTING NOVA! WE'VE GOT THINGS TO DISCUSS!

NICE ENTRANCE, MOON KNIGHT!

BUT IN CASE YOU'VE FORGOTTEN, I DON'T WORK FOR YOU ANYMORE!

WITH MY NEW POWER, I'M THE BOSS, AND YOU CAN CONSIDER THIS ...SEVERANCE PAY!





AS FOR YOU, NOVA--A LITTLE ELECTRO-BOLT TO DISRUPT YOUR NERVOUS SYSTEM...

...AND YOU'LL COME VISIT THE SECRET EMPIRE AFTER ALL!



'BYE, SPECTOR! I'D LOVE TO STOP AND PUT SOME CRATERS IN YOU-- BUT I'M ON A SCHEDULE!

WE'LL MEET AGAIN REAL SOON!



JEFF NO! COME BACK!

NO USE. HE WON'T LISTEN TO ME.

HE WAS ALWAYS HEADSTRONG-- BUT NOW HE'S GOT THE PHYSICAL POWER TO BACK UP HIS PLANS!



IF ONLY MY GLIDER-CAPE ENABLED ME TO ACTUALLY FLY!!

SORRY TROOPS, GUESS MY ARRIVAL DIDN'T DO MUCH TO ALLEVIATE MATTERS.

NEVER MIND THAT! WE'VE GOT TO GO AFTER THEM! HE'S GOT NOVA!



WE'RE WITH YOU, THRASHER.

ER...IT'S OKAY IF I CALL YOU THRASHER, ISN'T IT--EVEN THOUGH WE JUST MET?

I'M GENERALLY ON A FIRST NAME BASIS WITH ANYBODY WHO ATTACKS ME FROM BEHIND.

NEVER MIND THE SNAPPY REPARTÉE, SPIDEY--THIS IS SERIOUS. BE WITH US NEXT ISSUE FOR:

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- ☐ Groo
- ☐ Incredible Hulk
- ☐ Iron Man
- ☐ Marvel Age
- ☐ Marvel Tales (featuring Spider-Man)
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- ☐ New Warriors
- ☐ Punisher (comic)
- ☐ Quasar
- ☐ Sleepwalker
- ☐ Silver Surfer
- ☐ Spectacular Spider-Man
- ☐ SuperPro
- ☐ Thor
- ☐ Uncanny X-Men
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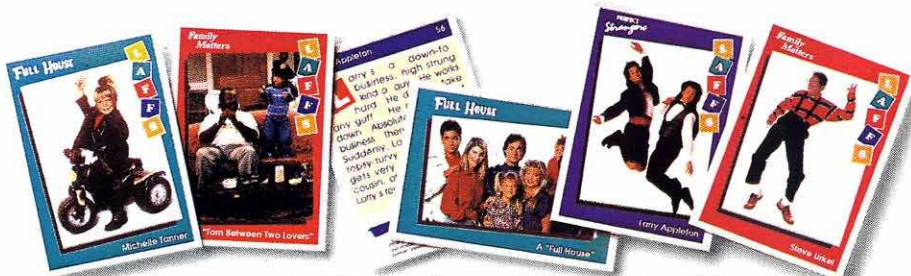
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