



ROUND ROBIN: THE SIDEKICK'S REVENGE!

PART FOUR  
OF SIX

# the AMAZING SPIDER-MAN

**ROLL CALL:**  
SPIDER-MAN!  
NIGHT THRASHER!  
MOON KNIGHT! AND...

\$1.00 US

\$1.25 CAN

356

LATE DEC

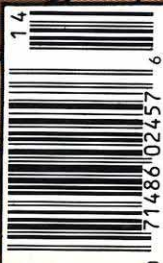
02457

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

NOW ON SALE  
TWICE A MONTH!

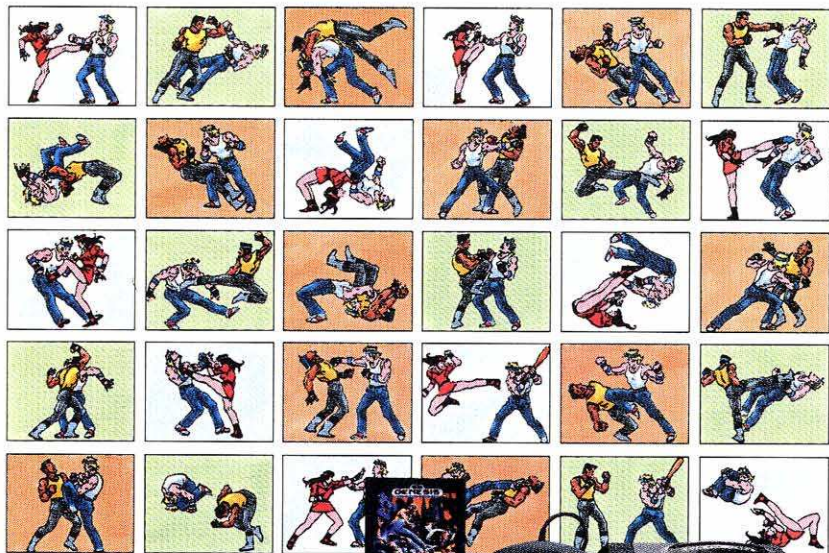


...LET'S NOT  
FORGET THE  
PUNISHER\*  
AND NOVA!..

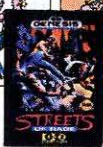




# Choose from a smashing assortment of socks and belts.



## Streets of Rage.™



Here's a street fighting game that'll knock your socks off. New, Streets of Rage from Sega Genesis™. You get a total of 40 individually controllable attack moves. Upper cuts. Head butts. Flying double knee attacks. Neck grabs. Jumping pile drivers.

You'll need every one of them, too, to clean up these streets. This neighborhood's crawling with punks, mug-

gers and urban riff-raff. You and a buddy, fighting side by side, take on up to eight of these toughs at once.

Go at 'em with everything you've got. Pipes. Bottles. Knives. Dish out justice however you see fit. Remember, you're the good guys. But watch your back.

These goons

are even more ruthless than you are. Gangs of 'em come at you from everywhere...and keep on coming.

So if you want to clean up the streets, don't just sit there. Do something. Get Streets of Rage from Sega Genesis.



## 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®**

# AFTER MIDNIGHT!

ABOVE THE HOT AND HAZY STREETS OF MANHATTAN, THE MOON COPTER GLIDES...

WITHIN ITS SHINY METAL BELLY, FOUR VALIANT HEROES CONTINUE THEIR QUEST TO FIND THE MALEVOLENT CYBORG MID-NIGHT--A POWERFUL DAWN OF THE SECRET EMPIRE WHICH CREATED HIM.

I DON'T KNOW-- PUNISHER'S STILL PRETTY WRAPPED UP FROM THAT ENERGY LEECH THAT JUMPED HIM. \*MAYBE WE SHOULD GET SOME MEDICAL ATTENTION. WHAT DO YOU THINK, MOON KNIGHT?

WELL, SPIDER-MAN-- IF YOU'RE SURE YOU'VE GOT NO CHANCE OF TRACKING MIDNIGHT...

A MILGROM, BAGLEY, EMBERLIN, ROSEN, SHAREN, FINGEROTH, DEFALCO PRODUCTION. (WITH A HEARTY HIYA TO LONG-SUFFERING YOUNG ERIC FEIN)

\*IT HAPPENED LAST ISH--THE LEECH WAS A WEAPON EMPLOYED BY THE SEEKER KNOWN AS SONIC, WHO WAS HIRED HI-TECH MUSCLE FOR THE SECRET EMPIRE. --DAN THE MAN

THE AMAZING SPIDER-MAN® Vol. 1, No. 356, Late December, 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 per 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.





NO--IT'S PRETTY OBVIOUS THAT MIDNIGHT FOUND AND DESTROYED THE SPIDER-TRACER I HAD PLANTED ON HIM.



W--WE'VE GOT TO FIND THEM NOW! IF WE DON'T...THEY'LL HAVE THE CHANCE TO BUILD A WHOLE ARMY OF CYBORGS LIKE MIDNIGHT...



A--AND THAT MUCH POWER IN THE HANDS OF AN ORGANIZATION LIKE THE EMPIRE WOULD CAUSE NASTY GLOBAL REPERCUSSIONS.

REAL NASTY!



BESIDES, THEY'VE GOT MY TEAMMATE NOVA! I CAN'T JUST TURN MY BACK ON HIM AND LET HIM ROT LIKE MOON KNIGHT DID TO MIDNIGHT WHEN THEY WERE PARTNERS!\*

IT'S OKAY, SPIDER-MAN, LET THE SHOT-NOSED PUNK RANT ON ABOUT SOMETHING HE KNOWS NOTHING ABOUT!

HEY--EASY, NIGHT THRASHER! YOU DON'T--

\*A BADLY SLANTED VIEW OF THE TRUE SITUATION, WHICH MIDNIGHT ESPOUSES. --DANNY BOY



YOU SON OF A--

RELAX, BOYS. FASHIONABLE AS IT IS FOR THE GOOD GUYS TO RUMBLE WITH EACH OTHER--

--LET'S JUST PUT THAT ACT ON HOLD FOR NOW! IT'S NOT GONNA HELP US LOCATE MIDNIGHT--OR NOVA!



WELL...AS FAR AS FINDING NOVA GOES, I CAN ALWAYS TRY TO CALL HIM ON OUR HELMET COMMUNICATORS.



HELMET?

COMMUNICATORS?

SO DO IT, THRASHER!



MANHATTAN'S UPPER WEST SIDE...

A NONDESCRIPT LITTLE TAILOR SHOP ON THE STREET SERVES AS CAMOUFLAGE--

-- FOR THE VAST UNDERGROUND COMPLEX THAT HOUSES THE SECRET EMPIRE'S MAIN HEADQUARTERS...

...WHERE EVEN NOW, TECHNICIANS WORK FEVERISHLY OVER THE HALF-HUMAN, HALF-ROBOT BODY OF MIDNIGHT, ADDING EVEN MORE FIREPOWER TO HIS ALREADY CONSIDERABLE ARSENAL!

AAAAAAAAAAAAAAAAAAAA!

PLEASE, DOCTOR FRANKLIN-- HE'S IN SUCH PAIN! CAN'T YOU ADMINISTER SOME KIND OF ANESTHETIC?



NO POINT-- I'M JUST FINISHING UP NOW!

BESIDES, NURSE CHURCH, AS I TOLD YOU BEFORE-- TO BE SURE THE CYBERNETIC LINK-UPS WERE SUCCESSFUL, MIDNIGHT HAD TO REMAIN CONSCIOUS THROUGHOUT THE OPERATION!



THERE'S LITTLE ENOUGH OF HIS BODY LEFT, HOWEVER... DISCOMFORT WAS BASICALLY ALL IN HIS MIND!



NOW, IF YOU'LL EXCUSE ME, THE EMPIRE WANTS ME TO EXAMINE NOVA TO SEE WHAT SORT OF IMPROVEMENTS I CAN MAKE ON HIS BODY!

THE REST OF YOU CAN TAKE THE CYBORG TO THE RECOVERY ROOM NOW.



BUT ONCE ELIOT FRANKLIN -- FORMERLY THE SUPER-VILLAIN KNOWN AS THUNDERBALL -- IS GONE FROM THE OPERATING THEATER...

WAIT-- DON'T GO YET! I'VE GOT SOME MORE WORK FOR YOU TO DO!

LISTEN-- WE'D BETTER DO WHAT SHE SAYS!



HUH? WHAT ARE YOU TALKING ABOUT? SHE HAS NO AUTHORITY TO...

IS THIS AUTHORITY ENOUGH FOR YOU?

SEE-- I TOLD YOU, MAN! WE BEST DO AS SHE SAYS!\*



\*THIS TECHNO WAS CONVINCED AT THE END OF LAST ISSUE-- I-LOVE-A-MYSTERY-DAN



AND ONCE LYNN CHURCH HAS EXPLAINED THE TASK...

OH, DON'T TROUBLE YOURSELF ABOUT THAT! I'VE ARRANGED FOR A LITTLE DIVERSION!

AND IN A NEARBY LABORATORY, RICHARD RIDER-- BETTER KNOWN AS THE NEW WARRIOR, NOVA-- SUFFERS AT THE HANDS OF THE SECRET EMPIRE!

GAPE B-BUT WE HAVEN'T ENOUGH TIME! THEY'LL BE BACK TO CHECK ON US...

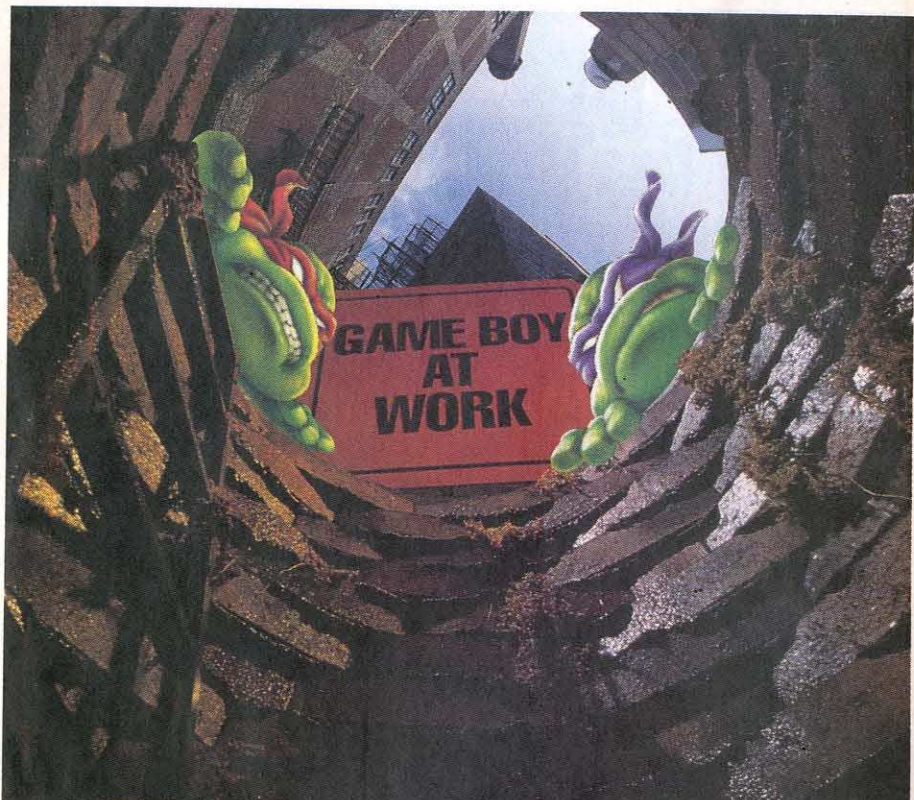
AAARRRGGGHHH!

AH-- MUSIC TO MY EARS! SO TELL ME, HOW GOES THE ANALYSIS OF NOVA'S POWERS?

AS WELL AS CAN BE EXPECTED, DOCTOR. HE IS RESISTING THE PROBES, WHICH SLOWS DOWN THE PROCESS--

--AND, INCIDENTALLY, CAUSES HIM GREAT PAIN!



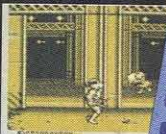


## GET YOUR MIND BACK IN THE GUTTER.

Time to get crude and rude, dude. 'Cause Shredder's nabbed April O'Neil again in Teenage Mutant Ninja Turtles® II Back from the Sewers™ Konami's® new bodacious shell bound shell shocker for Game Boy.®

- Two megs memory puts major screenage in your face with bigger characters and cooler action.
- 6 totally tasty levels plus 5 bonus pizza collecting stages.
- Attempt to release captured Turtles in the most excellent rescue levels.
- All new feature lets you choose a level of difficulty.
- Walk, talk, jump, climb, skateboard and surf through downtown sewers, abandoned buildings, subways, highways, the Technodrome and other areas o' pain.
- Righteous reporter April is missing serious air time, dude. So get slicing and maybe Shredder will choke 'n croak for good. Not!

**KONAMI®**



Teenage Mutant Ninja Turtles and the distinctive likeness thereof are registered trademarks and copyright 1991 by Mirage Studios. All related characters and indicia are copyright 1991 Mirage Studios, exclusively licensed by Surge Licensing, Inc. © & © 1991 Mirage Studios. Nintendo, Game Boy and the Official Seals are trademarks of Nintendo of America Inc. © 1989 Nintendo of America Inc. Konami is a registered trademark of Konami Co., Ltd. © 1991 Konami, Inc. All Rights Reserved.



HAMMM, A PITY ABOUT HIM SLOWING DOWN THE PROCESS, I MEAN.

YES-- BUT WE HAVE DETERMINED THAT THE POWER HE POSSESSES, IMPRESSIVE AS IT IS, IS NOTHING COMPARED TO THE UNTAPPED POTENTIAL WITHIN HIM.

REALLY? AND THE SOURCE OF THAT POWER...?

UNKNOWN.

ARRGGHHH!

YOU SWINE! GET ME OUTTA THESE ELECTRO-SHACKLES AND I'LL SHOW YOU POWER!

HAMMF! MUST BE HARD TO CONCENTRATE ON YOUR WORK WITH ALL THAT COMMOTION.

ANY VERDICT ON WHETHER ADDING CYBORG COMPONENTS WOULD IMPACT NEGATIVELY ON HIS NATURAL ABILITIES?

IMPOSSIBLE TO DETERMINE AT THIS POINT.

I SEE. HMMM. I WONDER... EN? WHAT'S THAT?

WHO SHUT OFF THE TRANSMISSION SECURITY DEVICE?!

SIGNAL JAMMER  
DISENGAGED

WHA-?! IT WAS ENGAGED WHEN WE BEGAN EXAMINING HIM!

YOU FOOLS! HE HAS A TRANS-CEIVER IN HIS HELMET! WITH THE SECURITY SYSTEM TURNED OFF, HIS FRIENDS COULD BE HOMING IN ON HIS SIGNAL EVEN NOW!



# 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!**

Game Genie™ works on many game titles for the Nintendo Entertainment System.™ Not all effects can be created at the same time, and some effects are not available on some games. Game Genie is a product of Lewis Galoob Toys, Inc., and is not manufactured, distributed or endorsed by Nintendo of America Inc. Nintendo and Nintendo Entertainment System are trademarks of Nintendo of America Inc. Game Genie and Galoob are trademarks of Lewis Galoob Toys, Inc.

©1991 Lewis Galoob Toys, Inc. All Rights Reserved. U.S. Patent Pending.







WHAT MAKES YOU THINK YOU'RE BETTER QUALIFIED THAN ANY OF THE REST OF US?

I'VE BEEN JUST AS INSTRUMENTAL A FORCE IN THE EMPIRE'S SUCCESS AS YOU HAVE--

--AND I'M JUST AS EAGER TO ASCEND TO THE NUMBER ONE POSITION!

THREE HAS A POINT...

BUT SEVEN HAS THE VISION TO LEAD US...

EXCUSE ME--!

BUT WHILE YOU GUYS ARE HAGGLING OVER THE POLITICS OF YOUR LITTLE BOYS CLUB, DOES ANYONE REMEMBER THAT WE MIGHT HAVE A WHOLE GAGGLE OF SUPER GUYS ON THEIR WAY HERE?!

DOCTOR FRANKLIN IS RIGHT-- WE MUST PUT ASIDE OUR DIFFERENCES... FOR NOW.

GET MIDNIGHT COMBAT READY, AND HAVE OUR TROOPS ARM THEMSELVES AS WELL!

I DON'T KNOW ABOUT MIDNIGHT --HE JUST CAME OFF THE TABLE... MAY NOT BE FULLY RECOVERED YET.

I SAY WE PACK UP AND MOVE OUT! QUICK!

AND, NO OFFENSE, BUT YOUR GRUNTS DON'T STAND A CHANCE AGAINST SPIDER-MAN AND THE REST!



# SLAM!

62



**BILL LAIMBEER**  
 BORN: 5/18/57, BOSTON, MA  
 HEIGHT: 6'11" WEIGHT: 260  
 COLLEGE: UNIVERSITY OF NOTRE DAME AND  
 CLEVELAND TECHNICAL COLLEGE  
 DRAFTED: 1980 10th PICK BY CLEVELAND  
 PER 48 MINUTES  
 POINTS 18.3 REB 5.1 AST 1.1 BLK .7

Year	Club	G	FGM	FTM	REB	AST	STL	BLK
1980-81 Detroit	82	565	197	1013	154	68	58	65
1981-82 Detroit	82	482	154	1075	146	58	72	59
1982-83 Detroit	82	551	194	955	151	72	58	66
1983-84 Detroit	81	463	174	822	139	51	51	51
1984-85 Detroit	81	469	160	776	127	51	51	51
1985-86 Detroit	81	456	164	780	121	51	51	51
1986-87 Detroit	82	479	153	773	120	58	58	58
1987-88 Detroit	88	489	153	847	130	60	60	60

Laimbeer entered the Detroit record book in the 11th when he became the Pistons all-time leading rebounder. Laimbeer, who averaged double figures in rebounds, has missed a total of three games in his career because of injury. Laimbeer is an avid collector.

NBA Basketball's first three-photo cards—with full-color backs.

**CHICAGO BULLS**




**SCOTTIE PIPPEN**  
 guard/forward

FLEER

The '91 Fleer NBA Basketball Series puts you into the action like never before. We're bringing you a basketball first: three super-sharp color photos on each card. With full-color backs. And excitement so intense, you'll feel like you're skywalkin'!

# WHAM!



**CHARLES BARKLEY**

FLEER

"Pro-Visions"  
 (Wax packs only)

**ROOKIE SENSATIONS**




**MERRICK COLEMAN** NETS • F

FLEER

"Rookie Sensations"  
 (Pre-priced cello packs only)

**alvin robertson**



**BUCKS 21**

FLEER

"NBA Schoolyard Stars"  
 (Rack packs only)

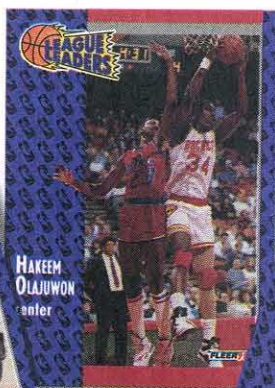
This season, we're putting on the full-court press—with three hot limited-edition subsets! We're talking six "Pro-Visions"™ art cards by Terry Smith. Plus ten new "Rookie Sensations" cards, with all the greatest new talent. Plus six new "NBA Schoolyard Stars" cards, honoring players who went from their neighborhood playgrounds to the national spotlight.







"Fleer All-Stars"



"League Leaders"



"All-Star Game Highlights"



"Slam-Dunk Contestants"



"NBA Coaches"

And... we're scorching the nets with five more amazing subsets in all pack types! You get the popular "Fleer All-Stars" and "League Leaders", plus three radical new subsets: "All-Star Game Highlights", "Slam-Dunk Contestants" and "NBA Coaches".

Don't stall. Start your own "fast break" and begin collecting the '91 Fleer NBA Basketball Series now.

**FLEER**<sup>®</sup>  
Better Than Ever.



NO! THIS IS OUR PRIMARY MANHATTAN HEADQUARTERS! IF WE ABANDON IT, WE LOSE BILLIONS IN ASSETS!

OUR NEAREST BACKUP LOCATION IS IN QUEENS.



SETTLE DOWN. NO NEED TO PANIC. WE'RE NOT EVEN SURE IF NOVA GOT AN S.O.S. OUT!

WE'RE WELL-FORTIFIED HERE. IF WE HAVE TO BEAT A RETREAT-- WE CAN. BUT LET'S NOT DO IT UNTIL WE'RE SURE IT'S NECESSARY!



FAIR ENOUGH!

MY SPIDER-SENSE GETTING A VAGUE DANGER TINGLE FROM THAT BUILDING DEAD AHEAD...

I'D SAY THE BUILDING WITH THE TAILOR SHOP IS OUR STOP.

TOO BAD!

WHAT... WHY?

IF I'D KNOWN, I'D HAVE BROUGHT MY DRY CLEANING ALONG.

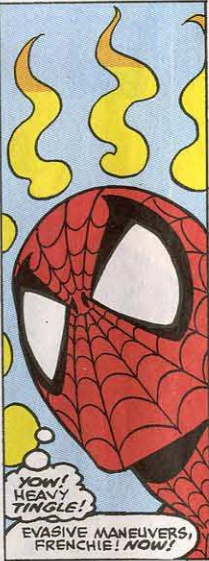


YOU ARE SURE SPIDER-MAN?

MEANWHILE, JUST OUTSIDE...

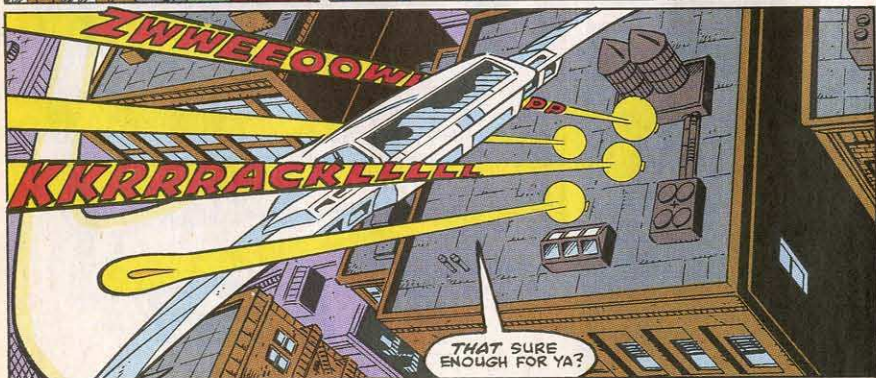
ZIS EES THE AREA NOVA'S SIGNAL WAS COMING FROM...

BUT WHICH BUILDING IS HE IN?!



YOW! HEAVY TINGLE!

EVASIVE MANEUVERS, FRENCHIE! NOW!



THAT SURE ENOUGH FOR YA?











ACTIONS SPEAK LOUDER THAN WORDS--  
SO WE'LL JUST SHUT UP FOR A FEW PANELS!\*

\* BUT NOW POOR  
RANDY'LL HAVE  
TO INK EVERY  
DARN LINE ON  
THE PAGE, WE'RE  
GONNA HAVE TO  
PAY HIM OVER-  
TIME!-- PENNY-  
WISE FIN!













# DECK THE HALLS WITH MARVEL MUTANTS

In an obsessed quest to develop the ultimate T's for this holiday season, our mad, mutant artist has totally blown his overactive mind by creating

## MARVEL SWEATSHIRTS!

Like our MARVEL T's, the quality of our Sweatshirts is Unconditionally Guaranteed To Knock Your Socks Off or Your Money Back!!!  
Don't hesitate to mutate your style!

Call toll free (800) 237-HERO and order your's today. (Mastercard & visa only)



Back

Front

### SPIDEY VS.<sup>TM</sup> MORBIUS T-SHIRTS

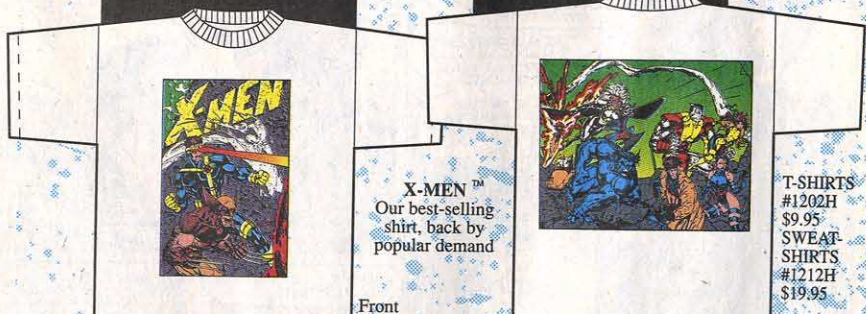
#1201H

\$10.95

### SWEATSHIRTS

#1211H

\$19.95



Front

Back

### X-MEN<sup>TM</sup>

Our best-selling  
shirt, back by  
popular demand

### T-SHIRTS

#1202H

\$9.95

### SWEATSHIRTS

#1212H

\$19.95



### MAGNETO<sup>TM</sup>

#### MAXI-PRINT

T-Shirts Only

#1203H

\$12.95

Front &

Back

### SPIDEY<sup>TM</sup> BAND

T-Shirts Only

#1204H

\$12.95

Front &

Back





HAPPY  
HOLIDAYS  
FROM THE ENTIRE  
MARVEL  
FAMILY



**X-MEN™ SWEATSHIRT**  
#1217H \$19.95

MARVEL Sweatshirts are oversized for a very comfortable fit. The non-shrink fabric is a blend of Natural Earth Fiber (cotton) and Space Age Manmade Fibers (poly), woven to 8 1/2oz super soft fleece. Colors: white, grey, black.



**SPIDEY™ SWEATSHIRT**  
#1218H  
\$19.95



**SILVER SURFER™ & GALACTUS™**  
T-Shirts Only  
#1205H \$13.95  
Front & Back

HOT, NEW  
FULL-COLOR  
MAXI-PRINT  
OF EVERYONE'S  
FAVORITE  
WEB-SLINGER



**DEATHLOK™**  
T-SHIRTS  
#1206H  
\$9.95  
SWEATSHIRTS  
#1216H  
\$19.95  
Front



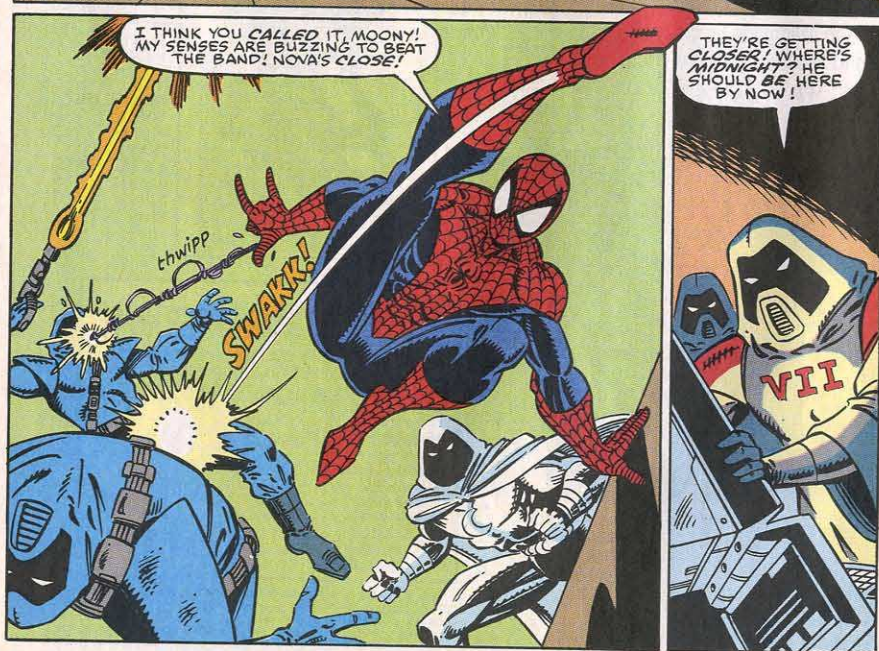
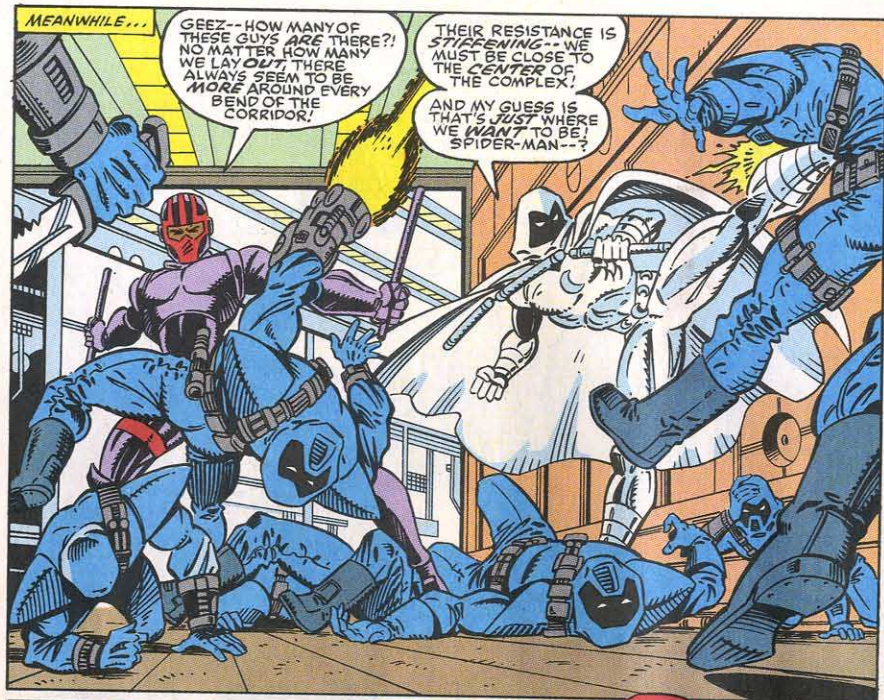
## SPIDEY™ SAYS ORDER NOW!

**\$1.50 MASTER CARD & VISA FEE  
OR SEND THE FOLLOWING TODAY!**

- \*Name, Address, Zipcode, Phone Number
- \*style number
- \*Size (mens s, m, l & xl)
- \*Price plus \$3.00 shipping & handling.
- \*Foreign postage is extra.
- \*Check or money order only, no COD
- \*Ca residents please add 7.75% sales tax
- \*Allow 4 weeks for delivery
- \*to: MRI Corporation  
MCRB P.O. Box 2321  
Chatsworth, CA 91311

MARVEL, SPIDER-MAN, SPIDEY, SILVER SURFER, X-MEN, GALACTUS, MAGNETO, DEATHLOK, MORBIUS (and characters shown in this ad, and the distinctive likeness thereof) are trademarks of Marvel Entertainment Group, Inc. and are used with permission. Copyright 1991 Marvel Entertainment Group, Inc. All Rights Reserved. Distributed & manufactured by MRI Corporation under license granted by Marvel Entertainment Group, Inc.







# "LOOK AT THE WORLDS A HUMAN CAN EXPLORE FOR JUST \$1!"



0786+ \$7.95x



0042 \$18.95/\$9.98



5074 \$6.98x



0216 \$18.95/\$9.98



1428 The First, Second and Third Books \$9.98x



7260 Woundhealer's Story, Spindlin's Story, Stonewall's Story \$45.85x/\$8.98



5017 For slayer's Story, Mindsworld's Story \$50.85x/\$13.98



5085 5 novels plus The Founding and Other Tales of Prydain \$53.70x/\$13.98



5876 Swords and Devilry, Swords Against Death, Swords in the Midst \$7.98x



4424 Swords Against the Wizards, The Wizard of Lankmar, Swords and Ice Magic \$12.98x



6635 The Darkangel, A Gathering of Gargoyles, The Pearl of the Soul of the World \$44.85/\$12.98



5105 To Ride Pegasus, Pegasus in Flight \$39.50/\$12.98



7808\* The Book of the Damned, The Book of the Beast \$39.50x/\$13.98



1230\* Legends, Messiah \$9.98x



1230\* Legends, Messiah \$9.98x

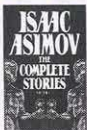
Choose any  
**5** for  
with  
membership



5397\* \$27.95/\$13.98



4796 \$24.95/\$12.98



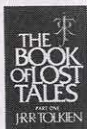
5785 \$22.95/\$11.98



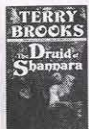
7017\* \$20.00/\$10.98



3947 \$19.95/\$10.98



1362 \$14.95/\$8.98



3020 \$19.95/\$9.98



6742 \$20.00/\$9.98



5496 \$20.00/\$9.98



7484 \$19.95/\$9.98



7026\*\* \$15.00/\$8.98



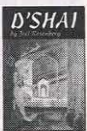
5413 \$8.98x



5405 \$8.98x



4994 \$7.98x



5033 \$8.98x



5074 \$6.98x



0216 \$18.95/\$9.98



1428 The First, Second and Third Books \$9.98x



7260 Woundhealer's Story, Spindlin's Story, Stonewall's Story \$45.85x/\$8.98



5017 For slayer's Story, Mindsworld's Story \$50.85x/\$13.98



5085 5 novels plus The Founding and Other Tales of Prydain \$53.70x/\$13.98



5876 Swords and Devilry, Swords Against Death, Swords in the Midst \$7.98x



4424 Swords Against the Wizards, The Wizard of Lankmar, Swords and Ice Magic \$12.98x



6635 The Darkangel, A Gathering of Gargoyles, The Pearl of the Soul of the World \$44.85/\$12.98



5105 To Ride Pegasus, Pegasus in Flight \$39.50/\$12.98



7808\* The Book of the Damned, The Book of the Beast \$39.50x/\$13.98



1230\* Legends, Messiah \$9.98x



1230\* Legends, Messiah \$9.98x

\* Copyright © 1990 Paramount Pictures. All Rights Reserved.  
STAR TREK and Related Marks are Trademarks of Paramount Pictures.

\*\* TM and © 1991 Lucasfilm Ltd. All Rights Reserved. Used Under Authorization.

**HERE'S WHAT YOU GET WHEN YOUR MEMBERSHIP'S ACCEPTED...**  
A GUARANTEE OF SATISFACTION. If you're not 100% satisfied with your books, return them within 10 days at our expense and owe nothing. The Club Tote is your free gift to keep.  
**HUGE DISCOUNTS ON HARDCOVER BOOKS.** Save as much as 65% off publishers' edition prices. Club books are sometimes altered in size to fit special presses.  
**THE FREE CLUB MAGAZINE.** You'll receive up to 16 issues a year. Each issue reviews 2 Featured Book Selections plus a number of alternate books from the Club's extensive library.  
**SELECTIONS, DO NOTHING—**they'll be sent automatically. If you prefer another book—or none at all—simply return your Member Reply Form by the date shown. A shipping and handling charge is added to each order.  
**AN EASY-TO-MEET OBLIGATION.** Take up to 2 years to buy 4 more books at regular low Club prices. Afterwards, you may resign membership anytime.  
**RISK-FREE RETURN PRIVILEGES.** If you get an unwanted book because your Club magazine was delayed and you had less than 10 days to respond, simply return the book at our expense.



**FREE TOTE  
with membership**

**THE Science Fiction BOOK CLUB**

**YES!** Please enroll me in the Science Fiction Book Club according to the risk-free membership plan described in this ad. Send me the 5 BOOKS I've indicated—plus my FREE CLUB TOTE. Bill me just \$1, plus shipping and handling.

**SAVE MORE—Buy your first book now for \$2.98**  
☐ Send me the book I've indicated and reduce my commitment to only 3 more books. Bill me just \$2.98, plus shipping and handling.

(write book number)  
27709 96

Mr./Mrs. \_\_\_\_\_  
Miss/Ms. \_\_\_\_\_  
Address \_\_\_\_\_ Apt. \_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

If you're under 18, your parent must sign here.  
Members accepted in U.S.A. and Canada only. Canadian members serviced from Canada, where offer is slightly different. Sales tax added where applicable. We reserve the right to reject any application. MCG 12/91

MAIL TO: The Science Fiction Book Club  
6550 East 30th Street  
P.O. Box 6367  
Indianapolis, IN 46206-6367

Please write book numbers here:


27710 05





YOU RANG, OH MASTERS?

IT'S ABOUT  
TIME YOU GOT  
HERE, MIDNIGHT!  
WE'VE GOT A  
SITUATION...



OH-- A  
SITUATION.  
ISN'T THAT  
TOO DARN  
BAD.

IT DOESN'T  
LOOK LIKE YOUR  
BOYS ARE DOING  
TOO WELL WITH--  
OUT ME, SEV!



BUT I'LL TELL YOU WHAT--  
I'LL BE GLAD TO BAIL YOU  
OUT AGAIN... IF-- IN EX-  
CHANGE FOR MY SERVICES--  
YOU MAKE ME HEAD OF  
THE SECRET EMPIRE!



ARE YOU CRAZY?! HAVE YOU FORGOTTEN  
THAT WITH THIS CONTROL UNIT I CAN  
CAUSE YOU UNSPEAKABLE PAIN?  
OBEY ME!



I DON'T THINK SO.



VERY WELL, THEN--  
YOU BRING THIS ON  
YOURSELF!



I-- IT'S NOT WORKING!  
BUT THAT'S IMPOSSI--





MAYBE YOU SHOULD PRESS IT HARDER, NUMBER SEVEN!

HERE...LET ME HELP YOU!



AAAAAAAAAAAAAAAAAAAAA!

SSKKRRNCH!



STILL NOT WORKING? TOO BAD! FAULTY WORKMANSHIP, I GUESS.



STILL TELLING ME WHAT TO DO?

WELL I DON'T LIKE TAKING ORDERS!

SPPLOKK!

I'D RATHER GIVE THEM!

R-RELEASE HIM, MIDNIGHT!



DO I MAKE MYSELF CLEAR?

GOOD! NOW IF YOU'LL JUST TURN CONTROL OF THE EMPIRE OVER TO ME--

--I'LL PULL YOUR FAT OUT OF THE FIRE!



SEEMS LIKE THEY'VE  
FINALLY RUN OUT OF  
CANNON FODDER!

THAT CAN'T BE RIGHT!  
DESPITE THE NUMBER  
OF MEN WE'VE TAKEN  
OUT, IN A COMPLEX THIS  
SIZE THERE SHOULD  
BE PLENTY MORE!

UNLESS THEY'VE BEEN  
TOLD TO HOLD BACK  
FOR SOME REASON...

AND I  
THINK  
I CAN  
SENSE  
WHAT THAT  
REASON  
MIGHT  
BE!

YOU CAME AFTER MIDNIGHT,  
BOYS--WELL NOW YOU'VE  
FOUND HIM!

BACK OFF, THE REST OF YOU! HE'S  
MY EX-PARTNER--SO I'LL HANDLE  
MIDNIGHT!

REALLY THINK YOU  
CAN MOON KNIGHT?  
THEN YOU ARE A  
LUNATIC!

ALL THE POWER IN THE  
WORLD CAN'T HELP YOU IF  
YOU DON'T HIT YOUR  
TARGET, JEFF!

KRUMPPF!

MY CYBORG  
ENHANCED SPEED  
AND STRENGTH  
MAKE ME MORE  
THAN A MATCH  
FOR YOU!

SKRRANCH!









## STAN'S SOAPBOX

Hi, Heroes!

Who wants to win a frankly fictitious Frammistat complete with one megabyte of RAM and driver's side air bag? All you have to do is answer a question that's been plaguing me for years, namely: Why in the name of Wolverine's manicurist can't the world's greatest comic book company ever get a date right? And if that doesn't whet your candescent curiosity then poor ol' Stan has lost his tender touch!

Let me elucidate. A few months ago I wrote a Soapbox column touting the famous San Diego Comic Con which was held during the July 4th holiday, suggesting that you attend it if you could. So far so

good, right? Wrong! The column was supposed to appear in the Marvel mags which went on sale in June, to give those wanting to attend the Con enough time to make their travel plans. So what happened? We cleverly managed to print the Soapbox in titles that went on sale AFTER the Con was over!

Of course, no blushing! Bullpenner will ever admit that Marvel can err, so this is to announce that it really wasn't a mistake! We were simply advertising NEXT year's San Diego Con, and doing it twelve months early!

Y'know, the reason we started awarding no-prizes to readers who discovered mistakes in our mags is that we made so many of them that our only recourse was

to make a game of it! Which means it's time for a brand-new no-prize contest! I will proudly award some exclusive, frost-free no-prizes, complete with woofers and tweeters, to the Marvel maniacs who submit the best slogan describing our peculiar propensity for fantastic foul-ups! To get you started, here's an example: "Marvel, the Blundering Bastion of Bone-headed Boo-Boos!" Now, hey, don't tell me you can't come up with a better one than that! But you'll really have to search for the winning entries—we'll probably print 'em in the wrong mag!

Excelsior!

Stan Lee

It's October, so it's time once again for creepies, crawlies, and things that go bump in the night. That's right—it's that time of year once again when our editor in chief Tom DeFalco cleans out his refrigerator!

It's also Halloween season—a time for facades, ruses, and masks. A time for deceptions, tricks, treats. Shams, scams, and hams (sorry—it's lunch time). A time to pretend to be something you're not. As our old friend Mr. Rogers might have put it, it's time to ride that little trolley into the land of make-believe.

In the world of comics, everyone has a secret identity (in fact, the comic strip character Cathy is actually Ziggy in drag). And many comics creators share similar fantasies of wanting to dress up like their four-color fantasy figures. So for this Halloween edition of the BB, we decided to ask the Marvel Comics creative people this question: If you could be anyone or anything for Halloween this year, what would you be?

**Peter David**, of **INCREDIBLE HULK** fame, said "I'd like to be the person who gets to ask these stupid questions, instead of answer them." Peter asked us to mention that on Halloween, he gives out comics instead of candy. As he puts it, "I firmly believe in rotting a kid's brain instead of his teeth!"

**SHIELD** inker **Don Hudson** said, "I would be the Riddler, and I would have two guys accompanying me, with names written on their shirts like Chuckles and Chortles."

**AMAZING SPIDER-MAN's** David Michelinie chose a more horrific disguise. "I would be Fabian Nicieza. He writes five books a month, and that's scary!"

**Roy Thomas**, who's currently writing more **CONAN** than human beings should be allowed to read, said, "I'd like to be the owner of the Chicago Cubs so I could trade for a few good pitchers."

**Michael Higgins**, who's lettered so many **AKIRA** pages he's started wearing a kimono, said, "I'd be a member of the Grateful Dead."

Spider-Man villains are a popular choice this year. **WEB OF SPIDER-MAN** penciler **Alex Saviuk** said, "I'd like to be the Hobbogoblin, who I happen to be drawing at the moment. I think it would be a neat visual. But considering my build, I think I would do better as the Kingpin! But I would have to shave my head!"

Writer without fear **Dan Chichester** would also like to be the Kingpin—"while there's still time!" Dan noted that the Kingpin is about to take a great fall over in the pages of his **DAREDEVIL** series.

**Mike Mignola**, of **FAHRD** and **THE GRAY MOUSER** fame, said "I would like to be a

OCTOBER  
COOLOMETER

- PEEWEE HERMAN
- MARVEL STOCK
- VIRTUAL REALITY
- SEVENTIES ROCK MUSIC
- DIRT ROADS
- SERIAL KILLERS
- ARENA FOOTBALL
- MULTI-FORMAT FIRST ISSUES
- BEVERLY HILLS 90210
- APATOSAURUS SKULLS
- HIPSTERISM
- OLD WESTERNS
- DENTAL HYGIENE
- INFORMATIONALS
- CATWOMAN
- SY SPERLING
- DRUIDS
- SELF-ORGANIZED CRITICALITY
- NETWORK TV



winged monkey from the *Wizard of Oz*!" Mike was working on his costume even as we spoke, so don't be surprised to see him flying by your window this October 31!

**ALPHA FLIGHT's** artist in residence **Tom Morgan** told us "I'd like to be a Florida boat bum named Travis McGee."

**Mark Bagley**, currently knocking them dead on both **AMAZING SPIDER-MAN** and **NEW WARRIORS** artwork, said "I want to be Doc Ock, because I need the four extra arms to keep up with my deadlines!"

Editor **Mike Rockwitz** said he would be **Petrus Steele** of thrash metal group **Type O Negative** fame.

**MARVEL AGE's** own **Mike Lackey** echoed Mike Rockwitz's sentiments, saying he would be the grind-core thrash group, **Gwar**. Not just one member of the group, but the entire group! No small thinker, that Mike Lackey!

Editor **Craig Anderson**, currently preparing to launch an all-new **ADAM WARLOCK** series with writer **Jim Starlin**, said he would be "Kim Basinger's bicycle seat."

**Glenn Herdling**, who is *No Longer Submissions Editor* (but is editing the new **NOMAD** series), said he would like to be "a whispering wind, so I can travel over land and sea, unobstructed, to many a foreign country. Either that, or Fred Flintstone."

**Glenn's** assistant, **Pat Garrahy**—who may or may not be the *New Submissions Editor* (he asked us not to say, he's waiting for an appeal) said, "I want to be a movie star like Bugs Bunny or Kermit the Frog."

The **PUNISHER's** pal, **Mike Baron**, said he would like to be ballet star **Mikhail Baryshnikov**, because "he's got just the right amount of fame. He's unlikely to be mobbed when he goes out in public, but he's well-known in cultural circles."

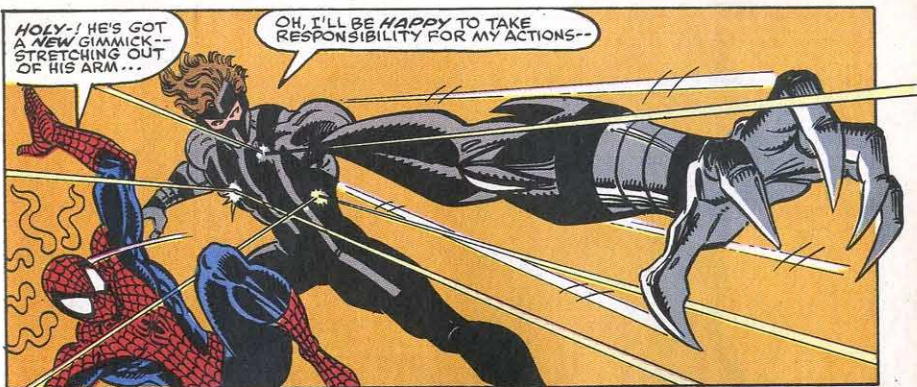
**Todd McFarlane**, who formerly held the record for writing, drawing, and inking the best-selling comic of all time, said "I would like to be the president/owner of my own hockey trading card company, so I can tell people what to do instead of having to listen to my editor!"

**Ron Lim**, perhaps best known for running the **INFINITY GAUNTLET** earlier this year, said "I would be **Kwai Chang Caine**, from the *Kung Fu TV* series, with a group of traveling monks!"

Finally, we have **ALPHA FLIGHT** scripter **Scott Lobdell**, who said that if he could be anyone or anything for Halloween, he would be "the God of Comics for one day." Now who among us hasn't wished for that one at least once in his life?

Onward...











MEANWHILE, IN THE SECRET EMPIRE'S  
ELITE ESCAPE ROCKET...



EVERYONE  
ACCOUNTED  
FOR?

YES--THE COUNCIL MEMBERS  
AND MIDNIGHT ARE ALL ABOARD  
THIS CRAFT. OUR UNDERLINGS TOOK  
VARIOUS OTHER ESCAPE ROUTES!

BUT WE'VE STILL LOST OUR PRIME  
MANHATTAN HEADQUARTERS--  
YOU'VE FAILED AGAIN, MIDNIGHT!

HEY, BACK  
OFF! I STALLED  
THOSE DO-  
GOODERS TILL  
WE COULD ALL  
GET CLEAR!  
I HAD A SHOT  
AT BEATING  
'EM!

BESIDES, HAVE YOU ALREADY  
FORGOTTEN WHAT HAP-  
PENED TO NUMBER SEVEN?

I'M IN CHARGE  
HERE NOW! NOT  
YOU!

HERE I AM, MIDNIGHT! Y-YOU  
WERE WONDERFUL THE WAY  
YOU FOUGHT OFF SPIDER-MAN  
AND THE REST!

I WAS PRETTY  
GOOD, WASN'T I?  
AND I OWE IT ALL  
TO YOU, LYNN. I TOLD  
YOU WE'D RULE THIS  
OUTFIT!

NOW WHERE'S  
LYNN CHURCH?

AND ONCE I'M REPAIRED,  
WE'LL GET DOC FRANKLIN TO  
GO AHEAD WITH HIS PLAN TO  
CREATE AN ARMY OF CYBORGS--

WHILE, BACK AT THE  
ABANDONED SITE...

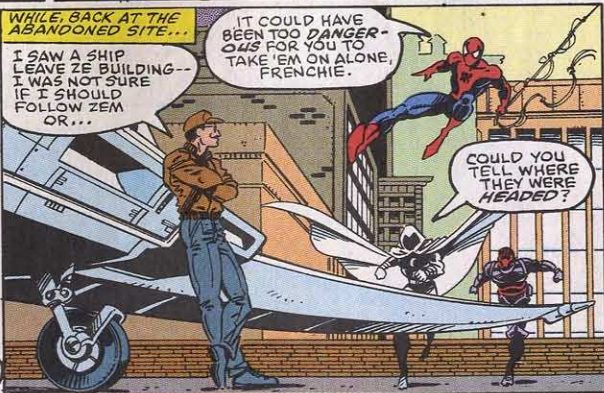
I SAW A SHIP  
LEAVE ZE BUILDING--  
I WAS NOT SURE  
IF I SHOULD  
FOLLOW ZEM  
OR...

IT COULD HAVE  
BEEN TOO DANGEROUS  
FOR YOU TO  
TAKE 'EM ON ALONE,  
FRENCHIE.

COULD YOU  
TELL WHERE  
THEY WERE  
HEADED?

--AN ARMY  
THAT I'LL BE  
IN CHARGE  
OF!

AN ARMY  
THAT'LL SHAKE  
THE WORLD!







NO-- ZEY WENT STRAIGHT UP--  
COULD HAVE HEADED IN ANY  
DIRECTION ONCE ZEY WERE  
OUT OF SIGHT!

AND I DOUBT  
THEY'LL SCREW UP  
AGAIN AND GIVE  
NOVA ANOTHER  
CHANCE TO SIGNAL  
US! WE BLEW IT!  
BAD!



LOOK, THRASHER, THERE'S  
GOTTA BE SOME WAY TO  
TRACK 'EM! WE'LL...

BETTER CHECK  
UP ON THE  
PUNISHER. IF HE'S  
FEELING BETTER,  
MAYBE HE'S GOT  
SOME IDEAS...



FRENCHIE, WHERE  
IS THE PUNISHER?

WHAT?!  
HE IS NOT  
IN THERE?



HE MUST HAVE SNUCK OUT WHILE  
I WAS WATCHING ZE EMPIRE'S MEN  
FLEE ZE BUILDING! BUT, WHY--?

ONLY ONE  
REASON WHY  
HE'D PULL A  
STUNT LIKE  
THAT--

--THAT MACHO  
JERK MUSTA  
SNUCK ON BOARD  
THE EMPIRE'S  
ESCAPE  
CRAFT!



THEN THAT "MACHO JERK"  
MAY BE THE LAST CHANCE  
WE HAVE OF GETTING MY  
TEAMMATE BACK IN  
ONE PIECE!

THINGS ARE REALLY HEATING UP NOW! JOIN  
US IN TWO WEEKS FOR A HEARTY BRUNCH IN  
THE NEXT ISSUE, AS SPIDEY AND HIS ALLIES  
SEARCH FOR:

**A BAGEL WITH  
NOVA!**



# OWN A PIECE OF THE MARVEL LEGEND

## MARVEL MASTERWORKS™



JOURNEY INTO MYSTERY  
83-100  
DAREDEVIL  
1-11  
SILVER SURFER  
6-18  
THE AMAZING SPIDERMAN  
31-40



# HOLIDAY SAVINGS COUPON

GET A FRIEND TO  
SUBSCRIBE AND SUBTRACT  
AN ADDITIONAL \$2.50 FROM  
YOUR TOTAL ORDER.\*

\*Important: Enclose separate sheet with  
your friend's name, address and order.  
Separate check must accompany  
this order.

## Group I

### \$12 TITLES (12 issues)

Subtract \$3.50 from each title

- ☐ Amazing Spider Man
- ☐ Avengers
- ☐ Avengers West Coast
- ☐ Bill & Ted's Excellent Adventure
- ☐ Captain America
- ☐ Conan
- ☐ Daredevil
- ☐ Darkhawk
- ☐ Fantastic Four
- ☐ Guardians of the Galaxy
- ☐ G.I. Joe
- ☐ Incredible Hulk
- ☐ Iron Man
- ☐ Marvel Age
- ☐ Marvel Tales (featuring Spider-Man)
- ☐ Namor
- ☐ New Warriors
- ☐ Punisher (comic)
- ☐ Quasar
- ☐ Sleepwalker
- ☐ Silver Surfer
- ☐ Spectacular Spider-Man
- ☐ SuperPro
- ☐ Thor
- ☐ Uncanny X-Men
- ☐ Web of Spider-Man
- ☐ Wonder Man
- ☐ X-Factor
- ☐ X-Force
- ☐ X-Men (brand new!)

## Group II

### SPECIAL PRICES (12 issues)

Subtract \$4.50  
from each title

- ☐ Marvel Comics Presents (bi-weekly) \$15.00
- ☐ What If \$15.00
- ☐ What The?! (bi-monthly) \$15.00
- ☐ X-Men Classics \$18.00
- ☐ Alpha Flight \$18.00
- ☐ Dr. Strange \$18.00
- ☐ Moon Knight \$18.00
- ☐ S.H.I.E.L.D. \$18.00
- ☐ She-Hulk \$18.00
- ☐ The Nam \$18.00
- ☐ Deathlok \$21.00
- ☐ Excalibur \$21.00
- ☐ Ghost Rider \$21.00
- ☐ Punisher War Journal \$21.00
- ☐ Spider-Man \$21.00
- ☐ Wolverine \$21.00
- ☐ Conan Saga \$27.00
- ☐ Savage Sword of Conan \$15.00
- ☐ Groo \$27.00

Offer expires January 31, 1992

MAIL TO: Marvel Comics, Subscription Dept.

387 Park Avenue South, New York, NY 10016

If renewing, enclose your  
mailing label. Make checks  
or money orders payable in  
U.S. Funds to Marvel  
Comics. Allow 10 weeks for  
delivery. If not satisfied,  
refund guaranteed on all  
unserved issues.

Foreign: Add \$12.00 per title  
Please add \$8.00 per title ordered for Canada  
(GST #R127032852)

First Initial ▼

Last name

NAME

ADDRESS

CITY

STATE

ZIP

AGE

OCT - 91



# CHANGE THE COURSE OF EVOLUTION... PLAY TROG!



**BASED  
ON THE  
ARCADE  
HIT!**

**Acclaim**  
entertainment inc.  
Masters of the Game™

Licensed by Nintendo  
Nintendo  
ENTERTAINMENT SYSTEM  
Official Nintendo Seal of Quality

Official  
Nintendo  
Seal of Quality

SEE SPECIALLY MARKED BOXES FOR ENTRY DETAILS.

Win a video arcade game! NO PURCHASE NECESSARY. For a complete set of rules send a self addressed, stamped envelope to: "Trog Arcade Game" Rules, P.O. Box 54, Oyster Bay, New York 11771. WA and VT residents need not include return postage. Sweepstakes ends 12/31/92. Void in Quebec and wherever else prohibited. Not sponsored by Nintendo.

Trog™ © 1990 All rights reserved. Licensed from Midway Manufacturing Company. Acclaim™ is a registered trademark of Acclaim Entertainment, Inc. All rights reserved. Nintendo™, Nintendo Entertainment System™ and the official seals are trademarks of Nintendo of America Inc. © 1991 Acclaim Entertainment, Inc. All rights reserved.

That crazy, one-eyed cave-man, Trog, is hungry...and dino Spike and Bloop know what that means: **RUN FOR YOUR LIVES!**



Don't be the main course in Trog's Stone Age feast!

Change the course of evolution: don't become Trog's Stone Age Feast!



Trog discovers fire and the Bar-B-Que... all in one day!

Instead, race through 50 fun-filled islands, witnessing the greatest inventions of all time: fire, the wheel, the pogo stick (the pogo stick?)—all invented by Trog to catch his dinner—you!



Munch on a pineapple and become a Trog-stomper™ T-Rex!

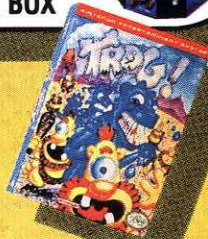
Save the Dinos...or you're extinct!



Don't stop now—you've got 50 action-packed islands to explore!

WIN A  
**TROG!**

**ARCADE GAME!**  
SEE DETAILS  
ON BOX







COMING FOR CHRISTMAS

© 2001