



AT LAST! THE SPAWN OF VENOM!

# the AMAZING SPIDER-MAN

\$1.25 US

\$1.50 CAN

361

APR

© 02457

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

**CARNAGE  
PART ONE**



BAGLE/  
Emberlin  
-91





# WANT TO PLAY A GREAT GAME, BOY?

It's your pal, Beetlejuice™, here to bamboozle those bewitchers from the Neitherworld vacationing at lovely Lydia's place. This house is HAUNTED!

Flying cups and saucers and clothes that spring to life cause quite a panic...especially when they're coming for you! It's a horrific 5 level challenge to spook attic ghastriles, rattle angry skeletons and scare ghostly bats. Vampires may even join you for a "bite" to eat. Hmm... maybe we should skip lunch today.

These Neitherworld ghoul-o-ramas are no match for us. Has the "ghost with the most" ever let you down?!!



Graveyard Mix-up!



Neitherworld Pogonsnake!



Funny face scare-off!



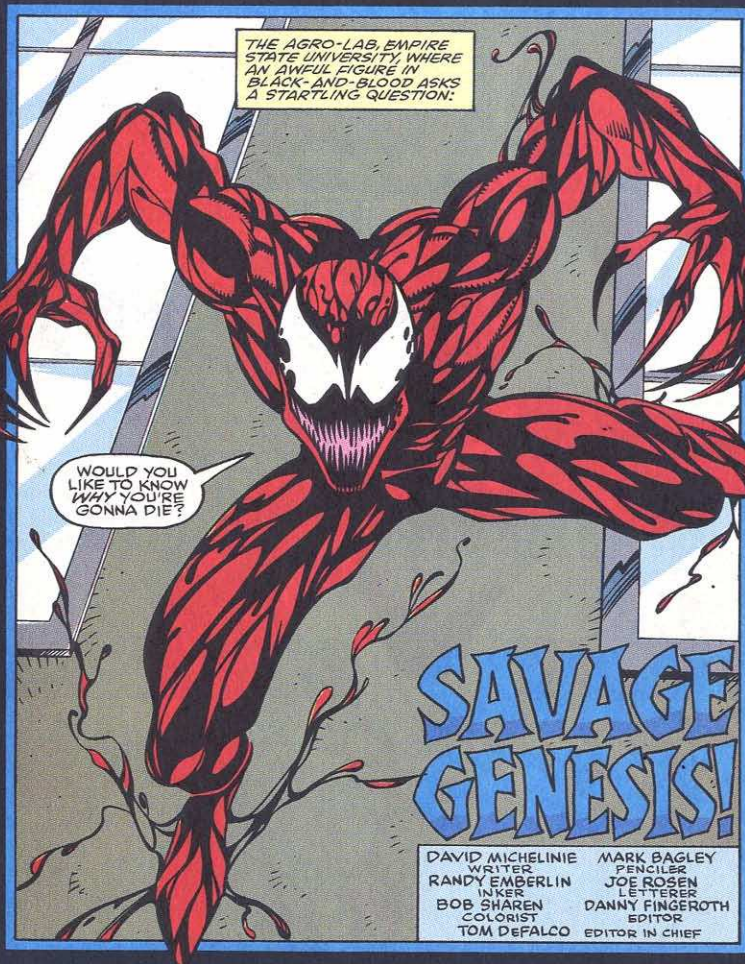
Check out the  
**"GHOST WITH  
THE MOST"**  
for your NES™ too!





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®**



THE AMAZING SPIDER-MAN® Vol. 1, No. 361, April, 1992. (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 © 1992 Marvel Entertainment Group, Inc. All rights reserved. Price \$1.25 per copy in the U.S. and \$1.50 in Canada. Subscription rate for 12 issues: \$15.00 U.S.; Canadian subscribers must add \$8.00 for postage and GST. GST #R127032852. Foreign: \$27.00. 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.









--THERE AIN'T  
NO ESCAPE!

**KACHASH**



B-BUT, WHY? FOR  
THE LOVE OF GOD,  
WHY???



"WHY"?  
'CAUSE LAW'S  
AN ILLUSION,  
CHIP-O!

AN'  
ORDER'S  
NOTHIN'  
BUT A TV  
FANTASY!



WHY AM I  
KILLIN' YOU,  
CAP'N CHIP? THAT'S EASY.

I'M  
KILLIN'  
YOU...



**THUD**  
**THUD**



... 'CAUSE  
I CAN!



I KNEW YOU  
COULD DO  
IT, PETER!

FOREST HILLS, QUEENS; THE HOME OF MAY PARKER.

IT WAS JUST  
CARBON BUILD-  
UP ON THE IGNI-  
TION ELEMENT,  
AUNT MAY,  
SHOULD WORK  
FINE NOW.

THANK YOU FOR  
COMING OVER  
LIKE THIS, PETER.  
REPAIRMEN ARE  
SO EXPENSIVE  
NOWADAYS!

AFTER ALL, YOU  
WERE ALWAYS  
THERE FOR ME  
WHEN I WAS  
LITTLE, AFTER  
MY PARENTS  
DIED.

THAT, YOUNG  
MAN, WAS MY  
PLEASURE!

SMEK

UH-OH. THE PHONE.  
I'D BETTER GO  
ANSWER IT.

IF IT'S  
DONALD TRUMP  
AGAIN, TELL HIM  
YOU ALREADY  
HAVE A LUNCH  
DATE!

IT WAS MY  
PLEASURE.  
I JUST WISH  
I COULD DO  
MORE.

OH,  
PETER!

I MEANT WHAT  
I SAID, WISH I  
COULD DO MORE.  
BUT AUNT MAY'S  
SO INDEPENDENT--  
SORT OF LIKE A  
CERTAIN NEPHEW  
OF MINE, I GUESS.

STILL RAPPIN'  
WITH THE  
DONALD?

SILLY! IT'S FOR  
YOU. ONE OF YOUR  
CLASSMATES AT  
THE UNIVERSITY.



# GET ALL THE ACTION!

**SCORE** '92  
MAJOR LEAGUE BASEBALL®



**B**ases loaded. Here's the pitch...  
**CRACK!** It's going, going, gone!  
A grand slam by Darryl Strawberry!

He takes the sign. He winds up. Here's the pitch... **WHIFF!** Another strikeout by Roger Clemens!

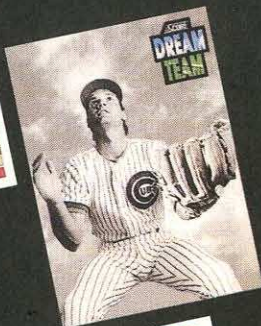
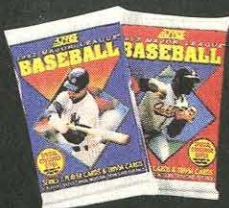
SCORE takes you to the ballpark with 893 cards in two series, 16 cards to a pack. SCORE has more than 100 rookie prospects and hot subsets like the Dream Team, the No-Hit Club and the All-Stars.

SCORE also has Joe DiMaggio! The Yankees' Hall-of-Fame outfielder has autographed 2,495 cards and you may be lucky enough to find one.\*

DiMaggio, Strawberry, Clemens... and hundreds of other baseball stars come alive in the palm of your hand with SCORE!

\*See details on Series 1 packs

"Look for Joe DiMaggio Offer!"



**SCORE**

THE INTELLIGENT CHOICE™



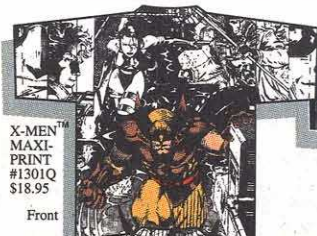




# CLASSIC MARVEL T'S

100% NATURAL EARTH FIBER T'S FROM THE LEADER IN MUTANT FASHION

It's neither cheap nor easy to produce the hottest T's on the planet. Our mutant artist insists on using the entire shirt as his canvas... We are pleased to announce that shipping & handling charges are now only \$1 per item. Dr. Doom does his homework and if you do yours, you will realize MARVEL T'S are still the best value for maximum cosmic style!



X-MEN™  
MAXI-  
PRINT  
#1301Q  
\$18.95

Front



JIM LEE  
ART

Back



NEW FF™  
by Art  
Adams  
#1501Q  
\$18.95

Front



Front  
&  
Back

COMIC  
PAGE  
#1601Q  
\$18.95

NEW



Back

Front  
&  
Back



MARVEL™  
COLLAGE  
#1602Q  
\$17.95

NEW



Front  
&  
Back

HULK™ & THOR™  
#1603Q-\$18.95

NEW



Front  
&  
Back

SPACED  
SURFER  
#1503Q  
\$18.95



White  
"Glow  
In The  
Dark"  
Puff

3-D  
GLOWING  
PUNISHER™  
MAXI  
Front Only  
#1401Q  
\$18.95



Front  
&  
Back

SPIDEY™  
MAXI  
McFarlane  
Art  
#1402Q  
\$17.95



Front  
&  
Back

NEW RAGING PUNISHER™  
#1504Q-\$17.95

MARVEL, SPIDER-MAN, SPIDEY, X-MEN, WOLVERINE, THOR, HULK, THING, SHE-HULK, PUNISHER, SILVER SURFER (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.

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

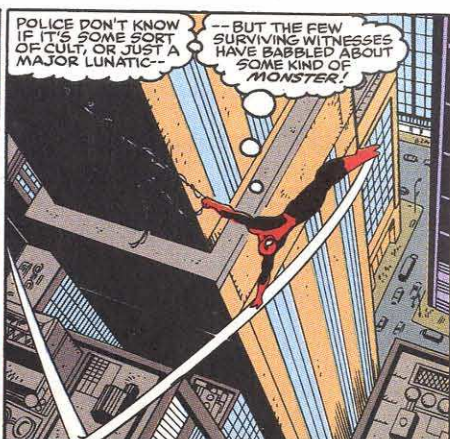


**SPIDEY™ SAYS ORDER NOW!**

**\$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 \$1.00 shipping & handling  
per shirt \*Foreign postage is \$2.95  
\*Check or money order only, no COD  
\*Ca. residents please add 7.75% sales tax  
\*Allow 4 weeks for delivery  
\*Mail to: MRI Corporation  
MCRB P.O. Box 3231  
Chatsworth, CA 91311









CENTRAL PARK: IT'S A COOL DAY IN MANHATTAN. THE FRANKFURTERS MARY JANE WATSON-PARKER HOLDS GRADUALLY LOSE THEIR WARMTH.

HER EYES LOST THEIR SOME MOMENTS AGO...



I'VE ONLY GOT A HALF-HOUR LUNCH BREAK FROM MY ACTING GIG! THE LEAST YOU COULD DO IS SHOW UP ON TIME!

I'M BEGINNING TO THINK WE SAW MORE OF EACH OTHER BEFORE WE WERE MARRIED!



SORRY I'M LATE! HAD TO STOP IN A TREE TO CHANGE INTO MY CIVVIES!





**MEET FLEER'S NEW SUPERHERO!**

# THE ROCKET

1991 A.L.  
CY YOUNG  
AWARD  
WINNER!

THESE CARDS  
ARE **HOTTER**  
THAN MY  
FASTBALL!

**EXCLUSIVE  
OFFER!**

3-Card Limited-Edition  
Clemens Subset  
(through mail only)



# FLEER'S BEST BASEBALL CARDS EVER!



The 720-card basic set of Fleer '92 Baseball features sharper printing. Cool metallic inks. Spectacular color. A smooth finish and action-crammed photos on both sides. 17 cards in each pack (up from 14 in '91). And 5 fantastic subsets, including 6 radical new "Pro-Visions™" Art Cards by Terry Smith, 10 "Super Star Specials," 10 "League Leaders," 29 "Major League Prospects," and 7 "Record Setters." Even the wrappers have been improved, with new non-staining poly material instead of wax.

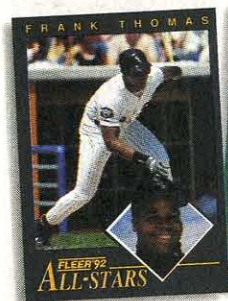


Basic Set Front



Basic Set Back

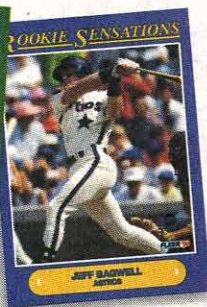
## HIGHLY COLLECTIBLE LIMITED-EDITION SUBSETS!



"Fleer All-Stars"



"Team Leaders"



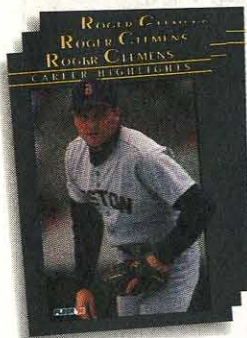
"Rookie Sensations"

You'll find 24 dynamite limited-edition "Fleer All-Star" cards in wax packs. 20 "Team Leaders" in rack packs. And 20 "Rookie Sensations" in cello packs. All 64 cards in these three subsets feature super-glossy UV coating and the added gleam of gold foil stamping.

## OVER 2,000 SIGNED CLEMENS CARDS. AND MORE!



This year, our line-up is Rocket propelled—with over 2,000 hand-signed Roger Clemens cards inserted in all pack types.\* They're part of an explosive 12-card limited-edition subset, "Roger Clemens Career Highlights." And you can also get a 3-card extremely limited edition Roger Clemens subset just by mailing us 10 Fleer '92 Baseball wrappers plus \$1.00 shipping/handling. But you gotta hustle—this offer expires 10/31/92! See pack for details.



These three cards are not available in any pack type!



Two of 12 Clemens "Career Highlights" Cards.

**FLEER**  
Better Than Ever.

©1992 FLEER CORP. PHILA. PA 19141



© MLBPA 1992

\*No Purchase Necessary. Send a SASE to: Clemens Career Highlights, P.O. Box 1383, Church Hill, MD 21690. One request per envelope, mailed separately, and received by 10/31/92. WA/VT may omit return postage. ARV: \$50; Odds 1:35,000





WE  
NEED TO  
TALK!

OH,  
OKAY,  
YOU  
FIRST.



CHIP'S DEAD.

THAT'S NO  
EXCUSE  
FOR-- WHAT?!

AND I'M WORRIED THAT  
THESE SERIAL KILLINGS MAY  
BE PARTLY MY FAULT!



I DON'T KNOW  
HOW, BUT I THINK  
THE MURDERS  
MAY HAVE BEEN  
COMMITTED BY--

--VENOM!



"LISTEN, THE LIVING  
COSTUME I BROUGHT  
BACK FROM BATTLEWORLD\*  
HAD INCREDIBLE POWER.  
AS I FOUND OUT TOO WELL--

--WHEN IT TRIED  
TO PERMANENTLY  
BOND WITH ME!

\*SEE MARVEL SUPER HEROES SECRET WARS I.--DANNY



"I WAS ABLE TO STOP IT WITH THE  
DISRUPTING SONICS OF CATHEDRAL  
BELLS.

"BUT IT  
DIDN'T  
DIE."



"IT LIVED ON, SMOLDERING  
WITH THE ANGER IT FELT  
AT MY REJECTION ...

"...UNTIL IT FOUND A HUMAN  
WHO SHARED ITS SEETHING  
HATRED FOR ME; EDDIE  
BROCK.

"EDDIE WELCOMED THE  
BONDING, AND THE POWER  
THAT CAME WITH IT. AND  
TOGETHER THEY BECAME--





"--VENOM, THE DEADLIEST FOE SPIDER-MAN HAS EVER FACED! A FIEND WHOSE SOLE MOTIVATION, WHOSE ONLY GOAL IN LIFE--

"--IS MY DEATH!"



"I THOUGHT OUR BATTLE ON THAT DESERTED CARIBBEAN ISLAND ENDED THINGS..."

"...WHEN I TRICKED VENOM INTO THINKING--



"--HE'D ACTUALLY SUCCEEDED IN KILLING ME!"



"FREED FROM THEIR DRIVING HATRED, EDDIE AND THE ALIEN WERE CONTENT TO REMAIN ON THE ISLAND, FINDING PEACE AT LAST."

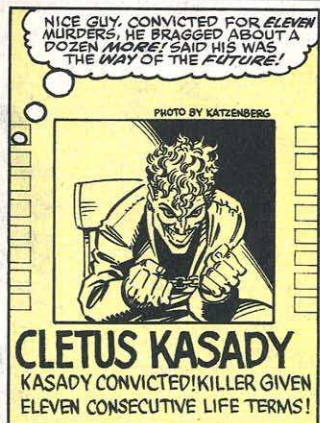
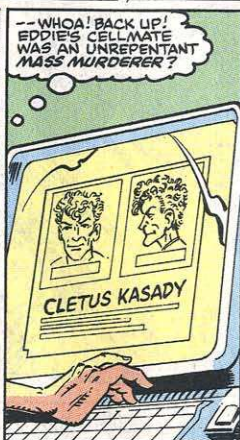
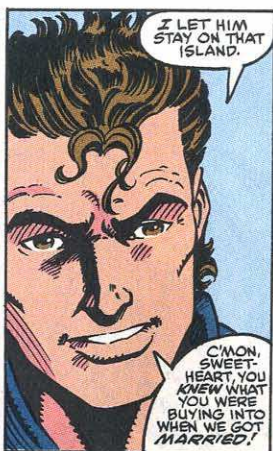
IN ASM # 347--D



BUT THE BIZARRE NATURE OF THE MURDERS, THE DESCRIPTIONS OF THE KILLER, SOUND TOO MUCH LIKE--

LEAVE IT TO THE POLICE, PETER!







WONDER WHAT "RESEARCH" HAS ON HIS BACKGROUND? HAM, RAISED AS AN ORPHAN AT THE ST. ESTES HOME FOR BOYS IN BROOKLYN. AND HERE'S AN INTERESTING SIDEBAR:

SEEMS ST. ESTES WAS RAVAGED BY FIRE SOME YEARS BACK. AND THE REMAINS OF THE HOME'S DISCIPLINARIAN ADMINISTRATOR WERE FOUND IN THE RUBBLE! POLICE THEORIZE SHE FELL AND SMASHED HER SKULL IN PANIC! BUT...



57 YEAR OLD MANSION DESTROYED BY FIRE. AUTHORITIES SUSPECT ARSON.

...WHAT IF IT WAS KASADY'S FIRST KILL? THE FIRE SET TO COVER IT UP? MAKES SENSE. BUT, KASADY WAS JUST A KID.

WHAT KIND OF DEMON AM I DEALING WITH?



NIGHT FALLS.

COMPUTERS ONLY DEAL IN FACTS.



I'LL HAVE TO PICK UP THE NUANCES FIRST HAND!



AND SO...

YA CAN  
RIP MY  
VEINS  
OUT AN'  
MAKE ME  
SUCK 'EM,  
PAL--

I WAS A CROSSING  
GUARD THEN. AND  
THOUGH WE COULDN'T  
PROVE HE PUSHED  
THAT GIRL IN FRONT  
OF THE BUS...

SURE, I HUNG  
WIT' CLETS A  
WHILE. WHAT'S  
IT WORTH?  
LITTLE ELVIS  
NEEDS MILK,  
Y'KNOW!

--BUT I  
WON'T  
RAT ON  
KASADY!  
THAT GUY'S  
CRAZY!

HE WAS A  
QUIET MAN.  
PAID HIS RENT  
ON TIME.

NOW  
GO  
AWAY.

STRANGE  
LAD. POOR  
STUDENT.  
NEVER SAW  
HIM AGAIN  
AFTER THAT  
TRAGEDY AT  
HOMECOMING...

FROM  
WHAT I'M  
HEARING--

THAT'S  
PRIVILEGED  
INFORMATION,  
BUT OFF THE  
RECORD--

--I'D  
AVOID  
HIM LIKE  
THE  
PLAGUE!

--I'M  
ALMOST  
STARTING  
TO MISS  
VENOM!



BUT AS THE NIGHT AGES,  
IT'S OBVIOUS THAT SPIDER-  
MAN'S CURRENT QUARRY--

--IS  
BROOKLYN  
BORN!

YEEESH! THIS  
DUMP'D BE  
SPOOKY EVEN IN  
DAYLIGHT!

BUT FROM WHAT  
I'VE LEARNED, IT'S  
THE ONLY PLACE  
KASADY EVER  
CALLED "HOME".

BE IT  
EVER SO  
JUMBLED...!

KIDS PLAY IN  
ABANDONED  
BUILDINGS ALL  
THE TIME!

WAIT! SOUNDS LIKE  
A CHILD'S VOICE!

HIYA, BINKY!  
MISS ME?

BUT AT MID-  
NIGHT?

SOUNDS LIKE IT'S  
COMING FROM--  
THERE!

AWW, I  
MISSED  
YOU, TOO!

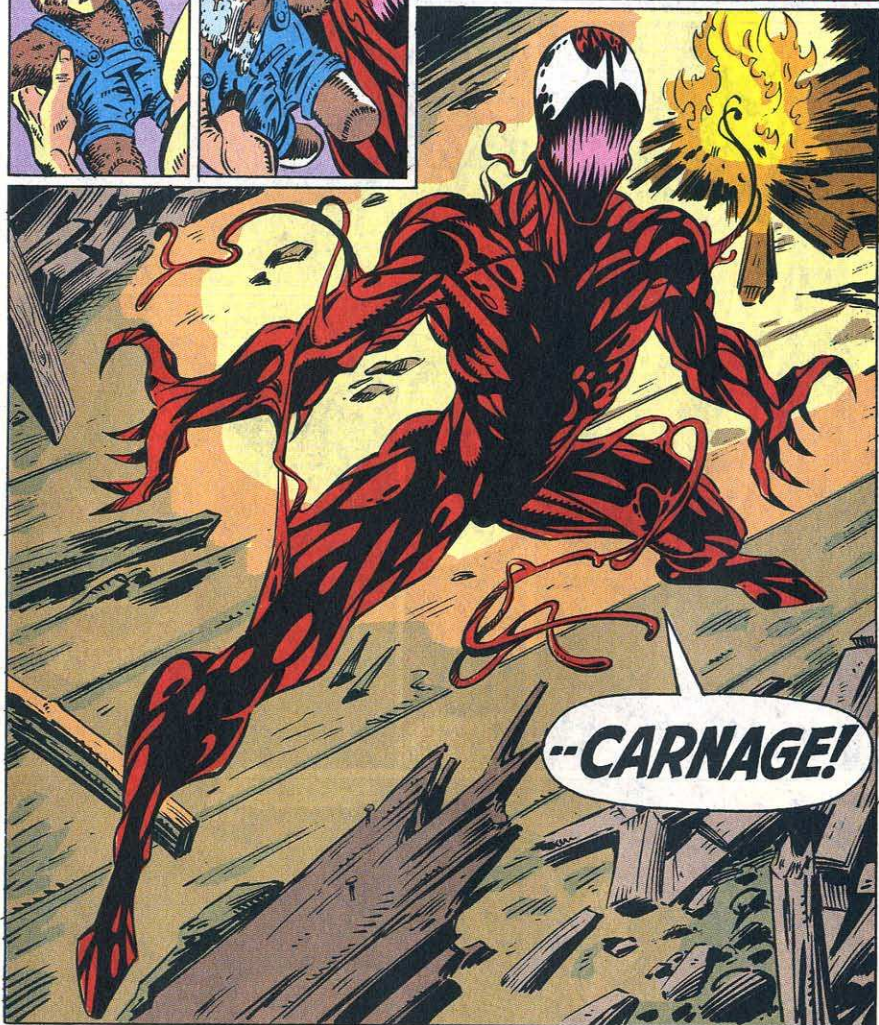
YOU'RE  
THE ONLY  
ONE WHO  
EVER SNIFFS  
UNDERSTOOD.

THAT'S  
NO KID!

IT'S KASADY!

WHAT'S THAT,  
BINKY? WE HAVE  
COMPANY?

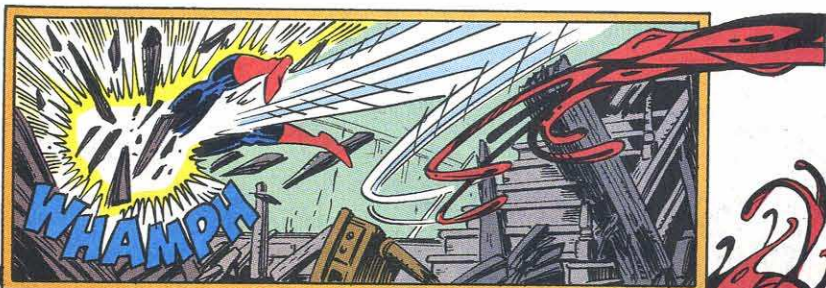












W... WOZZY! GOTTA GET HIM TALKING! B-BUY TIME TO CLEAR MY HEAD!

NOT B-BAD, FOR A TWO-BIT VENOM!

NOW WE'RE GONNA SHOW THE WORLD THE TRUTH! AN' THE TRUTH IS--

BROCK?! THAT WHAP? HE'S THROUGH! EVEN LEFT HIS "OTHER" WITH ME WHEN HE SPLIT!

--CARNAGE!

I DON'T GET IT! EDDIE STILL HAS THE ALIEN WITH HIM ON THAT ISLAND!

WHAT'S GOING ON?

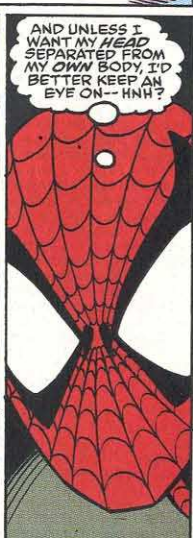


KRRITCH

"AND MORE IMPORTANTLY--

"-- HOW DO I SURVIVE IT?"







## STAN'S SOAPBOX

Hi, Heroes!

Remember this date — October '91! It was one of the biggest, most important months in the hazy history of mighty Marvel! What made it so important? Hey, I thought you'd never ask!

In previous Soapboxes I gave you a number of hints about big things happening out here in Hollywood, big things that I wasn't free to talk about until the contracts were signed and the deals were closed. Well, it's now official! The biggest movie project we've ever planned is now under way — and if you guessed SPIDER-MAN, then award yourself a twelve-cylinder no-prize with fuel injection!

But here's the most exciting part — guess who's gonna write, direct, and

produce the first ever big-budget, feature film of the world's most famous wall-crawler? Wouldja believe James Cameron?!! That's right, Bunky, the same fabulous, super-fantastic filmmaker who bestowed upon a wildly cheering, wide-eyed world such monster hits as ALIENS, THE ABYSS and the titanic TERMINATOR thrillers! So you can take this to the bank, Believer — SPIDER-MAN is destined to be the biggest, boldest, baaaaadest blockbuster 'bombshell' of a super hero action extravaganza ever to hit the screen!

Now then, before you start bombarding us with letters and phone calls asking who's gonna star in our fabulous forthcoming flick, or who the villain will be, let me advise you that those decisions haven't yet been made. First, the story has to be structured and then a screen-

play written. That will probably take months because we're determined to make it the greatest action thriller of all. But as soon as more info comes through, even faster than you can wiggle your webs you'll get the scoop via the ol' Soapbox column as well as in the various newsletters we'll be sending to all the Wild Agents of Marvel!

And next issue, on this very same page, if Irving Forbush doesn't elope with Aunt May in the next thirty days, I'll bring you some additional exciting news about X-MEN hitting the screen! Who says this isn't the Marvel Age of Awesome Announcements?!!

Excelsior!

  
Stan Lee

**F**OR THE NEXT NINE PARAGRAPHS, WE WILL BE CONDUCTING A TEST OF THE EMERGENCY BULLPEN SYSTEM. THIS IS ONLY A TEST. ALL YOU WILL NEED IS AN INSATIABLE, ALL-CONSUMING, ALMOST OBSSIVE CURIOUSITY ABOUT ALL THINGS MARVEL. READY... BEGIN!

February is the shortest month, so that means we'll make this column as short as possible, and try to write it in the shortest amount of time. Actually, this is a leap year — does that mean we should skip over the page this month? (The preceding joke sponsored by the One Bad Joke Per Bullpen Page Committee.)

Some new faces have appeared on staff since our last column, and most have had bodies to go along with them, as Marvel is not in the habit of hiring detached faces. (Except over in the HELLRAISER office, where they encourage that kind of thing.) New to the editorial staff are Hildy Mesnik, who will be taking over G.I. JOE and the BARBIE titles. (Does this mean G.I. Joe will finally get to ask out Barbie? Hildy won't be assigning over many of our male editors, who were eager to play with Barbie, even if only twice a month.)

Assisting Hildy is Kevin Kobasic — a natural choice, as he was previously assistant to Don Daley on the PUNISHER books. Kevin brings to the BARBIE titles his experience working with hard-nosed characters (relax, Don, we're not talking about you), and perhaps can give BARBIE that edge she needs to succeed in today's competitive comics field. Replacing Kev in Don's office is Tim Tuohy, formerly Don's college intern.

Also moving up in the world, like three-day old cream in a cup of coffee, is MARVEL AGE MAGAZINE assistant editor, Mike Lackey. Mike is now a full-fledged staff member. Mike was only half-fledged before, so now the rest of us can stop staring and pointing. Mike is also the writer of the new WORLD CHAMPIONSHIP WRESTLING comic which debuts this month, and claims his dream is to have the WCW champion hit him over the head with a steel chair. Keep dreaming, Mike. It'll happen someday.

Our own dream is to make it all the way to the end of the new Spider-Man arcade game from Sega! The game is a lot of fun, pitting Spider-Man, the Black Cat, and the Sub-Mariner against many of Spidey's deadliest foes, including the Hobgoblin, the Scorpion, and Venom. (Watch out for Venom — he cheats!) Also out now in arcades everywhere

FEBRUARY  
COOLOMETERWHAT THE BULLPEN WAS BUZZING  
ABOUT LAST NOVEMBER

- GENE RODDENBERRY
- NIGHT AFTER NIGHT
- FREED HOSTAGES
- LUMPY ADDAMS
- FASHION STATEMENTS
- MAGIC JOHNSON
- HOLOGRAMS ON COVERS
- FRED MACMURRAY
- MOVIES IN IMAX
- SPONTANEOUS COMBUSTION
- DATING AGAINST TYPE
- MICHAEL JACKSON'S DANGEROUS
- THAT NASHVILLE SOUND
- MICROWAVE FOOD
- STONE-WASH JEANS
- ABSENTEEISM
- JOHN HUGHES MOVIES
- THE RECEPTION
- BELLYBUTTON LINT

is a Captain America and the Avengers game, featuring not only Cap, but also Iron Man, the Vision, and Hawkeye against some of their greatest antagonists, such as the Mandarin and the Red Skull. Both games feature state of the art graphics, and are great for improving your eye-hand coordination, in case you want to become test pilots some day!

But don't spend your last quarter yet — coming your way real soon is the all-new X-Men arcade game from Konami. The X-Men game promises to be our best game yet, featuring all your favorite merry mixed-up mutants clashing and cavorting in all their glory. You also won't want to miss the Wolverine vs. Magneto hand-held game in the works, and it'll be out later this year. It's the most fun you can have without losing an eye!

And using our collective one good eye, let's look back at the Marvel Halloween party from last year. As we write these words, our teeth are still stained with Halloween candy from the big Marvel Halloween bash, which we, being traditional Marvel Zombies, like to hold once a year. The highlight of the bash is, as always, our wacky Marvellympics, in which all your favorite Marveloids go at it, tooth and claw.

The big winner this year was SHIELD inker Don Hudson, who was the loudest screamer, and stuffed the most candy corn in his mouth. Don was defeated, however, in the big musical chairs competition by Epic assistant editor Tom Daning. Noted Tom, "I've got the fastest cheeks in the west!" Tom's boss Marcus McLaurin also scored a victory in the "draw a caricature of a fellow employee" contest. Marc drew Jim Salicrup, which is actually not as hard as it looks.

Best costumes at the party included NOMAD editor Glenn Herdling's Venom, and Glenn's assistant Pat Garrahy as Terminator 2. Assistant Editor Evan Skolnick came as DEATHLOK-editor Tom Brevoort, and no one could tell them apart! Even though it's only February, it's still not too early to start thinking about this year's Halloween bash. After all, February is the shortest month... THIS CONCLUDES OUR TEST OF THE EMERGENCY BULLPEN PAGE SYSTEM. THIS WAS ONLY A TEST. HAD THIS BEEN AN ACTUAL EMERGENCY, YOUR SPIDER-SENSE WOULD HAVE STARTED TINGLING, YOUR PULSE WOULD HAVE STARTED POUNDING, AND YOU WOULD HAVE BEEN COMPELLED TO SING THE THEME SONG FOR WAM, THE NEW MARVEL FAN CLUB!



# He's Rad. He's Bad. He's

# JAMES BOND JR.

- ☆ Futuristic Gadgets
- ☆ Exotic Locales
- ☆ Bizarre Villains
- ☆ Breathtaking Stunts
- ☆ World-threatening Plots...

...and your chance  
to win a Nintendo Super NES® system  
and a JAMES BOND JR.™ Game Pak!

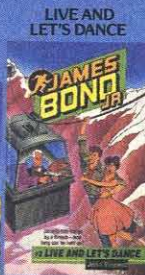
Enter the  
JAMES BOND JR.™  
Create a Villain Contest (no purchase necessary)  
for your chance to win these great prizes:

☆ Two lucky winners will receive a Super Nintendo Entertainment System® with JAMES BOND JR.™ Game Cartridge\* and a JAMES BOND JR.™ Espionage Kit.

☆ Plus, an exclusive special offer for Marvel readers only—the first ten contest entrants will receive Super Nintendo® JAMES BOND JR.™ Game Cartridges.

Experience the excitement and action of JAMES BOND JR.™, available for the Super Nintendo® Entertainment System.

Read about the adventures of animated television's hottest new hero in these fast-paced Puffin paperback books:



128 pages each    black-and-white illustrations    \$2.99 each

For more information about the JAMES BOND JR.™ books and contest, write to: Puffin Marketing Department

PENGUIN USA 375 Hudson Street, New York, NY 10014



## PUFFIN BOOKS

(A division of Penguin USA)

Nintendo and Super Nintendo Entertainment System are registered trademarks of Nintendo of America Inc. © 1991.

James Bond Jr.™ Super Nintendo game cartridge distributed by Toy Headquarters™. © 1991.

\*Prizes subject to availability. Game cartridges may be replaced by prizes of equivalent value.





WHERE'D HE GO?

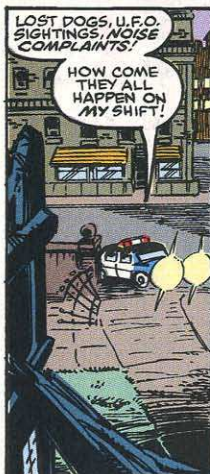
COULDN'T BE HIDING! MY SPIDER-SENSE WOULD WARN ME IF HE WAS STILL AROUND!



WOULDN'T IT...?



WHMGE



LOST DOGS, U.F.O. SIGHTINGS, NOISE COMPLAINTS!

HOW COME THEY ALL HAPPEN ON MY SHIFT!



RELAX, RAMONE. IT'S PROBABLY JUST SOME PUNKS PARTYIN'!

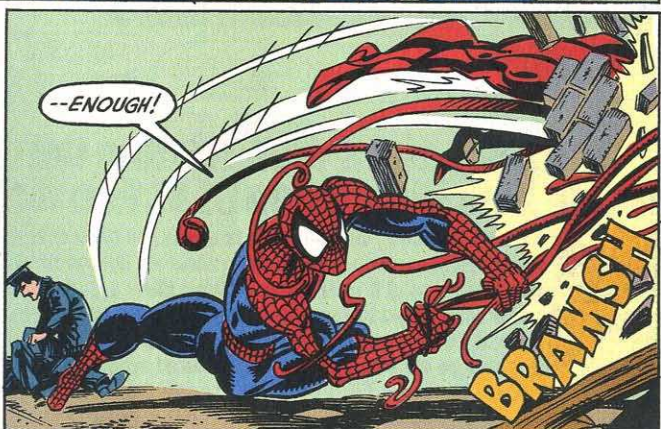
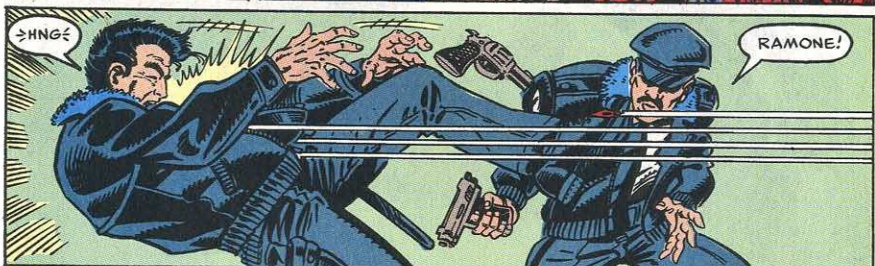
NO BIG DEAL.



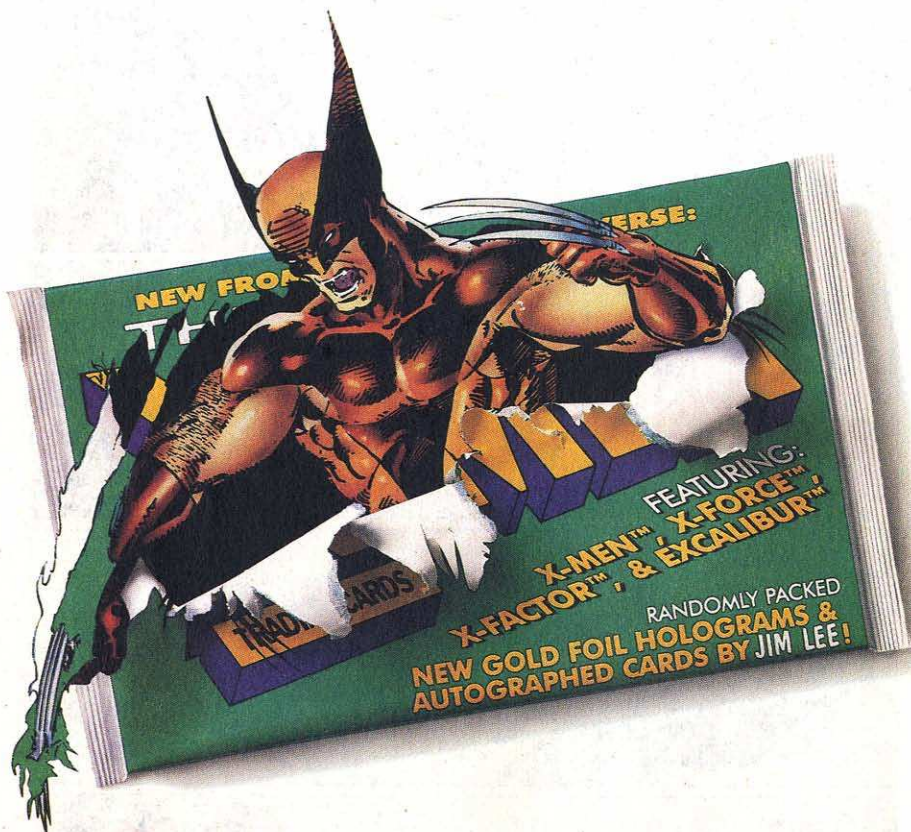
VENOM DOESN'T TRIGGER MY SPIDER-SENSE AND APPARENTLY CARNAGE DOESN'T EITHER! THEY'RE SIMILAR, BUT DIFFERENT!

AND I DON'T KNOW THIS GUY'S RULES!









## The Uncanny X-Men™ Trading Cards. Enter A Whole New Dimension Of Action And Adventure.



**NEW FROM MARVEL COMICS!** This is one tough pack to keep intact. One hundred explosive cards with all-new, all-original art by master illustrator Jim Lee. Featuring a full universe of X-Men, plenty of Super Heroes, Super-Villains, and a new character never before seen by the public. Plus, for the first time, five randomly packed, limited-edition gold foil holograms. Don't miss these cards, or you'll be missing a whole new world of superhuman adventure!

THE UNCANNY  
**X-MEN**



TM and © 1992 Marvel Entertainment Group, Inc.  
SUPER HEROES and SUPER-VILLAINS are co-owned trademarks.  
All Rights Reserved.

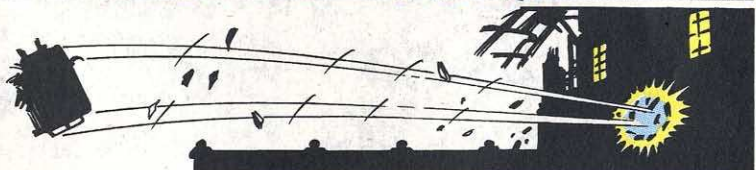


1992. Produced and distributed exclusively by Impel Marketing Inc.





"--WAY."





# Dungeons & Dragons®

GAME



## Stop a Horrible Winter Curse

**O**n what should be the hottest day of the summer, snow starts falling on the village of Torrell. As the weeks race by, a blizzard rages in the cursed town. Can you help the burgomaster discover the cause and stop this disaster?

If so, start your adventure with the *Quest for the Silver Sword*, an introductory adventure for the DUNGEONS & DRAGONS® game. The adventure is in toy, book, and hobby stores everywhere.

**NEW  
FROM**



DUNGEONS & DRAGONS is a registered trademark owned by TSR, Inc. The TSR logo is a trademark owned by TSR, Inc. © 1992 TSR, Inc. All Rights Reserved.











CARNAGE HAS TO BE STOPPED, BEFORE THE BODY COUNT BECOMES ASTRONOMICAL!

PETER, PLEASE! DON'T SAY IT!

I'M SORRY, M.J. I KNOW WHAT IT MEANS, TO YOU AND TO ME. I KNOW THE RISK.

BUT FOR THE SAKE OF WHOEVER CARNAGE MIGHT KILL TOMORROW, AND THE DAY AFTER... AND FOR THE WEIGHT ON MY OWN SOUL...

AND THERE'S ONLY ONE WAY I CAN THINK OF THAT MIGHT WORK.



...I HAVE TO SET VENOM LOOSE!

NEXT  
ISSUE

SPIDEY! VENOM! CARNAGE! YOW!



# 1991 PRICES IN 1992!

Offer expires April 30, 1992!

Order your favorite titles at the Old Low price before our higher prices take effect.

## GET 3 TITLES FOR THE PRICE OF 2.

**ORDER TODAY** and get 3 titles for **ONLY \$30.00!** (12 issues each)  
Individual titles \$10.45 (12 issues each)

### Group I

### \$15.00 TITLES (12 issues)

- ☐ 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 Tales (featuring Spider-Man)
- ☐ Namor
- ☐ New Warriors

☐ Marvel Age—\$9.45 (12 Issues)



- ☐ Punisher (comic)
- ☐ Quasar
- ☐ Sleepwalker
- ☐ Silver Surfer
- ☐ Spectacular Spider-Man
- ☐ SuperPro
- ☐ Thor
- ☐ Uncanny X-Men
- ☐ Web of Spider-Man
- ☐ X-Factor
- ☐ X-Force
- ☐ X-Men (Brand New!)
- ☐ X-Men Classics
- ☐ Wonder Man
- ☐ What If
- ☐ What The? (Bi-Monthly)

### Group II

### SPECIAL PRICES (12 Issues)

- |   |         |
|---|---------|
| <input type="checkbox"/> Marvel Comics Presents (Bi-Weekly) | \$18.00 |
| <input type="checkbox"/> Alpha Flight                       | \$21.00 |
| <input type="checkbox"/> Dr. Strange                        | \$21.00 |
| <input type="checkbox"/> Moon Knight                        | \$21.00 |
| <input type="checkbox"/> Shield                             | \$21.00 |
| <input type="checkbox"/> She-Hulk                           | \$21.00 |
| <input type="checkbox"/> The Nam                            | \$21.00 |
| <input type="checkbox"/> Deathlok                           | \$21.00 |
| <input type="checkbox"/> Excalibur                          | \$21.00 |
| <input type="checkbox"/> Ghost Rider                        | \$21.00 |
| <input type="checkbox"/> Punisher War Journal               | \$21.00 |
| <input type="checkbox"/> Punisher War Zone                  | \$21.00 |
| <input type="checkbox"/> Spider-Man Mag                     | \$21.00 |
| <input type="checkbox"/> Wolverine                          | \$21.00 |
| <input type="checkbox"/> Warlock & Night Watch              | \$21.00 |
| <input type="checkbox"/> Groo                               | \$27.00 |
| <input type="checkbox"/> Conan Saga                         | \$27.00 |
| <input type="checkbox"/> Savage Sword of Conan              | \$27.00 |

**Group II**  
Order now and subtract  
**\$5.00** from listed price!



MAIL TO: Marvel Comics  
Subscription Dept.  
387 Park Avenue South  
New York, NY 10016

If renewing, enclose your mailing label, make checks payable 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.

First Initial ▼ Last name

NAME

ADDRESS

CITY

STATE

ZIP

AGE

Key # Feb-92

Foreign: Add \$12/title

Canada: Add \$8/title

Includes GST (GST #R127032852)

TM & © 1991 Marvel Entertainment Group, Inc. SUPERPRO: TM & © 1991 NFL Properties, Inc. CONAN: TM & © 1991 Conan Properties, Inc. G.I. JOE: TM & © 1991 Hasbro, Inc. BILL & TED'S EXCELLENT ADVENTURE: TM & © 1991 Nelson Films, Inc. GROO: TM & © 1991 Sergio Aragones. All rights reserved.



Get on the ball. Series II from NBA HOOPS has arrived. With a tremendous line-up and NO REPEATS from last fall's explosive Series I.

This year's Series II contains history in the making... the very first NBA HOOPS USA BASKETBALL Cards.

And the premiere of the honored SUPREME COURT... 54 players judged to be among the hottest in the NBA.

Look for NBA HOOPS Series II cards TODAY. We're the official basketball card of the NBA. And WE'RE JAMMIN'.

# Big Shots

**SERIES II from NBA HOOPS.**

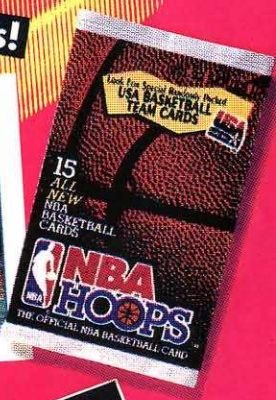
**All New Cards!**



MICHAEL ADAMS



DOC RIVERS



**Jo Jammin'**

All NBA and team logos displayed on this product are the property of NBA Properties, Inc. and the respective NBA teams and they will be reproduced without the written consent of NBA Properties, Inc. © 1992 NBA Properties, Inc. Distributed by Imperial Marketing, Inc.





# Walk the Plank, ye Salty Dog!

*Aye, scurvy mate. Der's no turnin' back now*

**S**et sail for the high seas with this swash-buckling, adventure sourcebook. Brand

new from TSR is **Pirates of the Fallen Stars**, a 128-page accessory packed with rogues, buccaneers, unkempt pirates, and more. In fact, it contains everything you

need to know about warships, scoundrels, boarding etiquette, and the high seas to run successful raids in the

**NEW  
FROM**



Realms. The booty is yours for the taking!

So move it, ye peg-legged dog! You'll discover this treasure at book and hobby stores everywhere!



FORGOTTEN REALMS and ADVANCED DUNGEONS & DRAGONS are registered