



© 1992 MARVEL ENT. GROUP, INC.

\$1.25 US

\$1.50 CAN

362
MAY

© 02457

APPROVED
BY THE
COMIC
CODE
AUTHORITY



CARNAGE AND VENOM VS. the AMAZING SPIDER-MAN



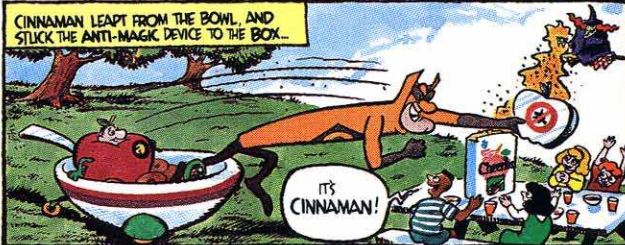
**CARNAGE
PART TWO**

DAGLEY & GIBBERLIN

"THE VILLAIN SO AWESOME WE HAD TO
PUT HIS NAME ON THE COVER TWICE!"

THE ADVENTURES OF APPLE AND CINNAMAN

DEFENDERS OF THE SPRINKLES #2



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®

DAVID
MICHELINIE
WRITER

MARK
BAGLEY
PENCILER

RANDY
EMBERLIN
INKER

RICK
PARKER
LETTERER

WITTERSTAETTER
& SHAREN
COLORISTS

DANNY
FINGEROTH
EDITOR

TOM
DE FALCO
EDITOR IN CHIEF

HIGH ABOVE THE
WARM, AQUA
WATERS OF THE
CARIBBEAN,
A CASUAL
COMMENT--

I'M
DEAD!

Savage Alliance!

-- ELICITS AN
AMUSED
RESPONSE:

GEE, SPIDEY,
YOU'RE PRETTY
DARN TALK-
ATIVE FOR A
CORPSE!

THE AMAZING SPIDER-MAN® Vol. 1, No. 362, May, 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.



FUNNY, **TORCH**.
WATCH ME LAUGH!

YOU'VE NEVER HAD TO FACE **VENOM**!
WHICH ISN'T SURPRISING, SINCE THE ONLY
THING **EDDIE BROCK** AND THE ALIEN
SYMBIOTE THAT JOINED WITH HIM WANT
TO DO IS KILL ME!



LAST TIME WE FOUGHT, I LET THEM
THINK THEY'D **SUCCEEDED**! SO
THEY WERE CONTENT TO "RETIRE"
ON A DESERTED ISLAND! *

BUT TO STOP A
STRING OF SERIAL
KILLINGS IN
NEW YORK, I'VE
GOT TO BRING
THEM **BACK**!

* ISSUE # 347 -- Danny

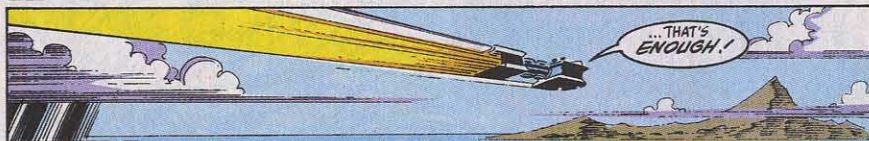


THAT'S WHY I BORROWED THIS
SONIC GUN. BESIDES **FIRE**, SOUND
IS THE ONLY THING THAT SEEMS TO
BOTHER **VENOM**!

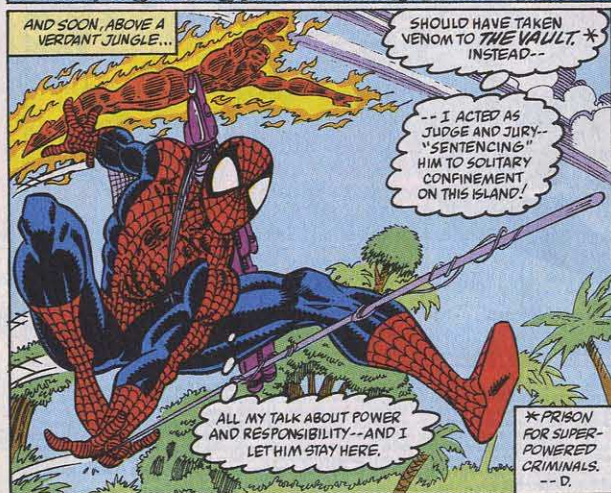
AND SINCE THE
GUN IS **FANTASTIC
FOUR** PROPERTY,
REED INSISTED
THAT THE
HUMAN TORCH
COME ALONG!



YEAH.
I JUST
HOPE...



...THAT'S
ENOUGH! *



AND SOON, ABOVE A
VERDANT JUNGLE...

SHOULD HAVE TAKEN
VENOM TO **THE VAULT**. *
INSTEAD--

-- I ACTED AS
JUDGE AND JURY--
"SENTENCING"
HIM TO SOLITARY
CONFINEMENT
ON THIS ISLAND!

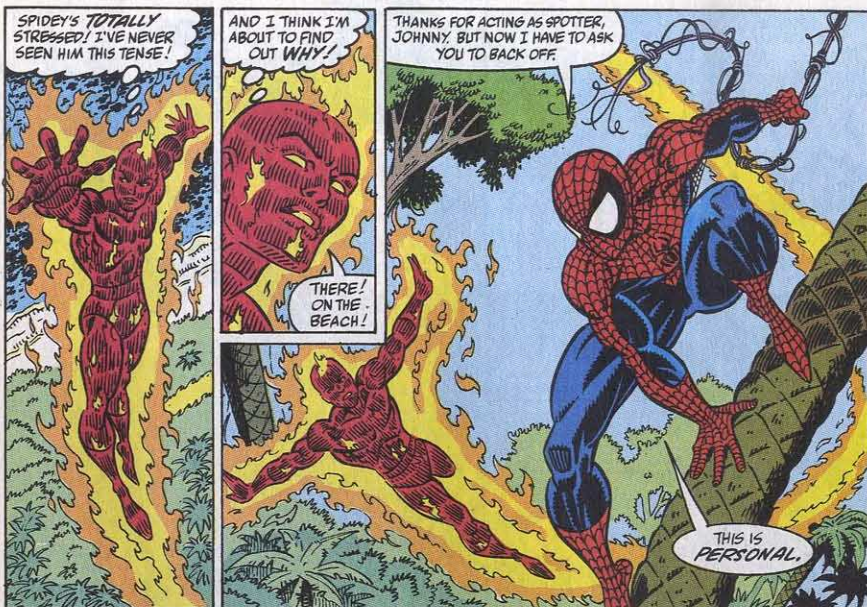
ALL MY TALK ABOUT POWER
AND RESPONSIBILITY--AND I
LET HIM STAY HERE.

* PRISON
FOR SUPER-
POWERED
CRIMINALS.
-- D.



NOW, I'VE GOT TO CONFRONT MY
FEARS ANYWAY, 'CAUSE LET'S
FACE IT, FOLKS--

--THE **REAL** REASON
I LEFT **VENOM** HERE
WAS BECAUSE I WAS
AFRAID OF HIM!





WE... MADE HIM... DEAD!



NO TRICKS, EDDIE. NOT THIS TIME.

IT'S ME.

WE HAVE TO TALK.



IMPOSSIBLE!

YOU CAN'T BE YOU!

WE WON'T ALLOW IT!



NUTS! THERE'S NEVER AN EASY WAY...!

YAAARGH!!

TH-THE PAIN! RIPPING US APART!



BUT IT'S NOT ENOUGH!

THIS TIME WE'LL MAKE SURE!

SKRASH!

UNF!



THIS TIME WE'LL EAT YOUR BRAIN AND YOUR SPINE!



EASE OFF, GRUESOME!

WHA-- FLAME?!



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!

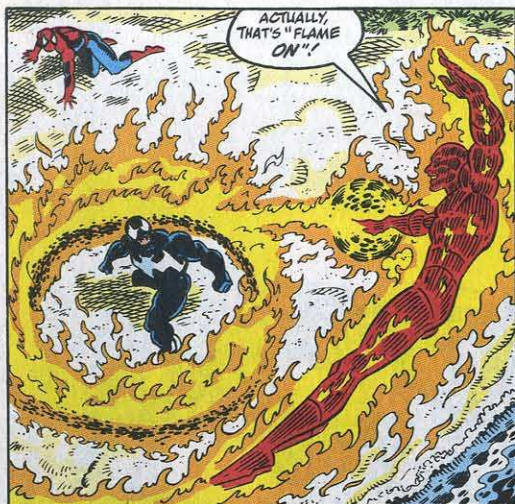
THE UNCANNY
X-MEN



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

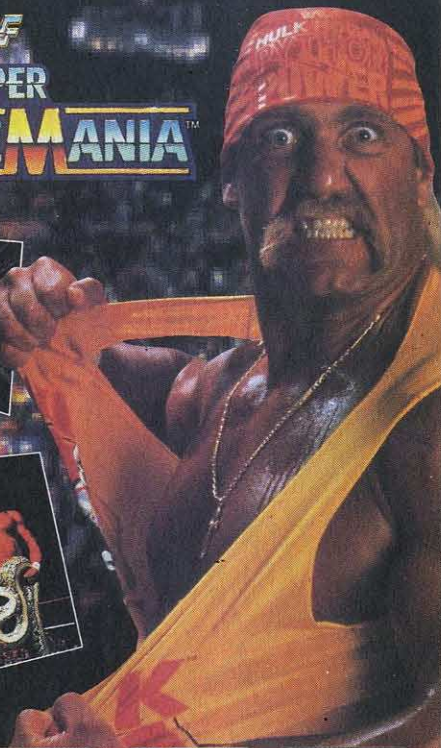
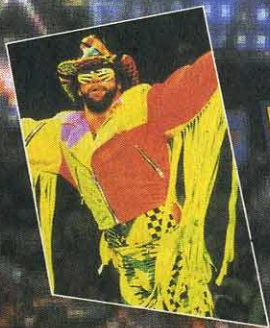


1992. Produced and distributed exclusively by Impel Marketing Inc.



SO REAL YOU'LL WISH IT WAS JUST A GAME!

WWF
SUPER
WRESTLEMANIA™



FEATURING
10 WWF® SUPERSTARS™



SINGLES AND TAG TEAM
MATCHES



IN AND OUT
OF THE RING ACTION



4-ON-4 SURVIVOR SERIES
MAYHEM

Charge down to ringside in WWF Super WrestleMania !!!

Never before have the WWF® Superstars™ like Hulk Hogan®, Sid Justice®, The Undertaker® and Jake "The Snake" Roberts® looked so real! They're bigger, mightier and tougher than ever before!

You're in command of powerslams that rock the arena, clotheslines that clobber, and atomic suplexes that flatten your foe into submission!

You've got the skill and the bone crushing moves...but do you have the *guts* to become the next WWF champion?

ACTUAL GAME SELECTION SCREENS!



WWF® Super WrestleMania™ is a trademark of TitanSports, Inc. © 1991 TitanSports, Inc. All rights reserved. Hulk Hogan®, Hulkamania™ and Hulkster™ are trademarks of Marvel Entertainment Group, Inc. Licensed exclusively to TitanSports, Inc. All other distinctive character names, titles, logos, and likenesses used herein are trademarks of TitanSports, Inc. All rights reserved. Nintendo®, Super Nintendo Entertainment System™ and the official seals are trademarks of Nintendo of America Inc. © 1992 Nintendo of America Inc. LJN® is a registered trademark of LJN, Ltd. © 1992 LJN, Ltd. All rights reserved.



*Interlude. MANHATTAN:
THE TROUBLE SPIDEY
LEFT BEHIND...*



CLETUS KASADY HAD
SMILED, EVEN AS THE DESK
CLERK INFORMED HIM THAT
ACCESS TO UNION BOSS
ROBERT SUTCLIFF'S
OFFICE WAS RESTRICTED.



EVEN AS HE
PUSHED THE
CLERK'S FACE
THROUGH A
SOLID OAK
COUNTER
TOP

FOR CLETUS KASADY
IS ALSO--



-- CARNAGE.
PRIVATE

AND FOR
CARNAGE--

--WHERE THERE'S
AN ILL WILL--



--THERE'S
A WAY!



D-D-DESPERATION
TIME!

G-GOTTA
CONCENTRATE...
T-TRY MY
NOVA FLAME!

W-WON'T
STAY LIT...
U-UNDER
WATER!



BUT MAYBE IT'LL
BE ENOUGH...TO
GET THAT
MONSTER'S...



--ATTENTION!



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!



Front
&
Back

NEW

THE THING™ #1702R \$17.95



Front
&
Back

NEW

THE SCREAM™ #1703R \$17.95



Front
&
Back

NEW

SPIDEY™ & GHOST RIDER™ #1704R \$17.95



Front
&
Back

SPACED
SURFER
#1503R
\$18.95



NEW

HULK™
WAR
#1701R
\$14.95

The style is out of this world.
The guarantee is unconditional.
Don't settle for less! Find out
what thousands of totally hip
Marvel™ readers already know.
Order yours today!



Front
&
Back

HULK™ & THOR™ #1603R \$18.95



Front
&
Back

RAGING PUNISHER™
#1504R \$17.95



Front

Back

COMIC
PAGE
#1601R
\$18.95



Front
&
Back

MARVEL™
COLLAGE
#1602R
\$17.95



White
"Glow
In The
Dark"
Puff

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

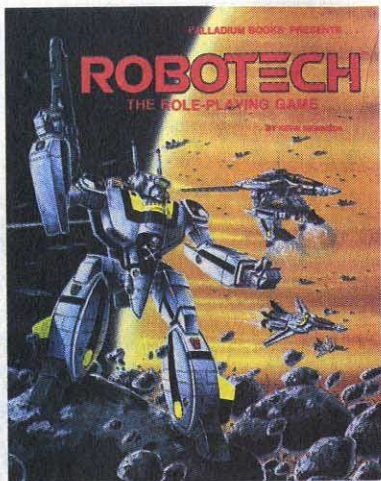
Call toll free (800) 237-HERO and order
your's today. (Mastercard & visa only)

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 \$7.95
*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 2321
Chatsworth, CA 91311





A Role-Playing Megaverse®

- Robotech™
- Mechanoids®
- Teenage Mutant Ninja Turtles®
- Heroes Unlimited™
- Ninjas & Superspies™
- Beyond the Supernatural™
- Palladium® RPG (fantasy)
- RECON® (military)
- Rifts® (cosmic sf adventure)
- And other role-playing games

Worlds of Adventure ...

Palladium Books® produces some of the most popular role-playing games ever. From super powered heroes and Ninja Turtles to slayers of the supernatural and masters of super- science and magic.

Player characters can be robots, cyborgs, mutants, aliens, wizards, warriors, cyber-knights, superninja, superspies, psychic investigators (possessing psionic powers), dragons (yes dragons!), elves, wolffen, and dozens of other superhuman heroes!

But that's not all ...

Palladium's role-playing games all use one basic set of rules. This means once you learn one of our games you can play any of them!

Best of all, you can easily bring characters from one game world into any of our other games! In fact, **Rifts** combines all of our games into one gigantic, multi-dimensional extravaganza.

As if this were not enough, all of **Palladium's** games are sturdy, 8 1/2 by 11 paperback books; easy to carry, easy to use, and easy to store on a shelf.

Illustrators include Richard Corben, James Steranko, Kevin Eastman, Peter Laird, Steve Bissette, Denis Cowan, Steve Hickman, Mike Gustovich, Kevin Long, and Keith Parkinson.

We suggest role-playing games for readers 12 and older.

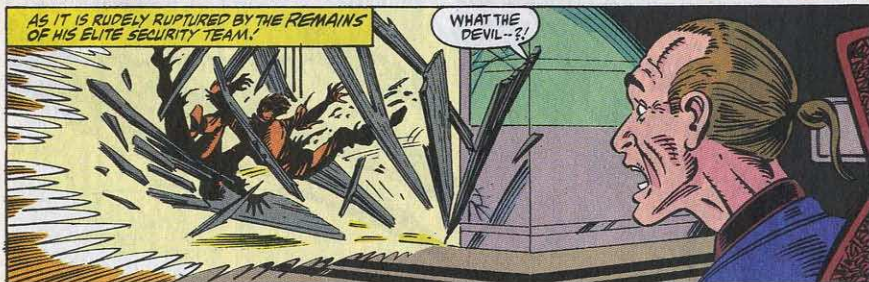
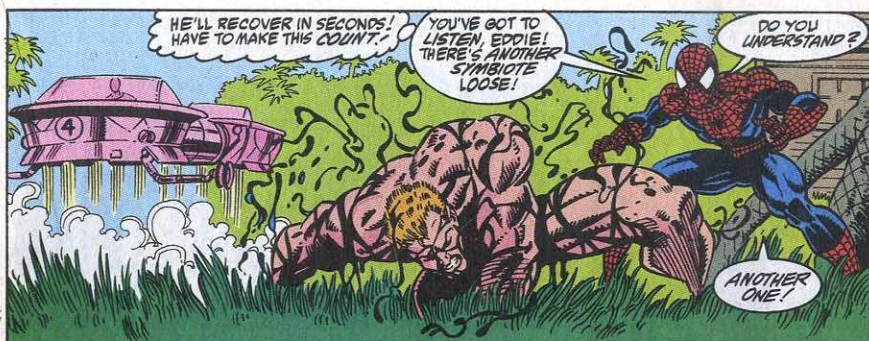
Where can you find these Palladium® RPGs?

Most comic book stores and hobby shops carry at least some of our role-playing game books and can order the ones they don't currently have in stock. Or directly from Palladium Books®.

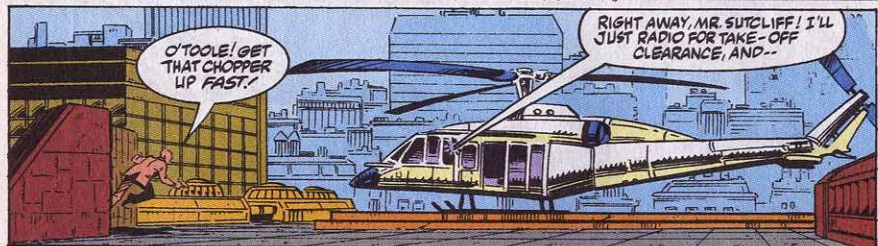
To read about Palladium's entire game line and **ROBOTECH** videocassettes, send 50 cents for our 24 page catalog to:
Palladium Books®, 5926 Lonyo Ave., Detroit, MI 48210, Dept. M.

Copyright © 1992 Kevin Siembieda

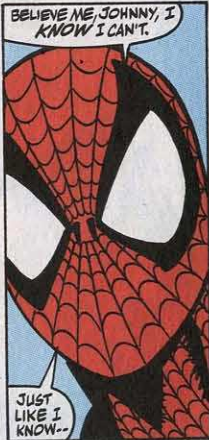
Tenage Mutant Ninja Turtles® is a registered trademark owned and licensed by Mirage Studios. Robotech™ is a trademark of Harmony Gold USA, Inc. Palladium Books®, Rifts®, Mechanoids®, Megaverse®, and RECON® are registered trademarks owned by Kevin Siembieda. Other titles are trademarks of Kevin Siembieda.















MARVEL MASTER VISION

CALL 1-900-420-6622 AND PLAY THE ULTIMATE MARVEL TRIVIA GAME!

Call 1-900-420-6622. \$3.95 flat fee. Call length is 3 minutes. Callers under 18 must get parent's permission. Touchtone phones only. Void in MD, MN, VA, AZ, GA and where prohibited. By Phone Programs, USA, Inc. 919 Third Avenue, New York, New York 10022.

WIN!

All winners receive a limited-edition poster of the art shown here (plate-signed by artists Ron Lim, Terry Austin and Paul Mounts).

PRIZE CLAIM

To claim your prize, print your name, address, age, phone number and prize claim number on a 3x5 card.

Send to: **Marvel Comics**
Dept. 900 Mural
387 Park Avenue South
NY, NY 10018

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.

official rules and to be subject to the decisions of Marvel and Phone Programs USA Inc. whose decisions are final. Players acknowledge that the correct answers to all questions are those provided and validated by Marvel. 6. 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. 7. Void in Arizona, Georgia, Maryland, Minnesota and Virginia and wherever else prohibited. Employees and families of Marvel Entertainment Group, Phone Programs USA Inc., interactive and their affiliated companies are not eligible. All federal, state and local laws and regulations apply. 8. A copy of these rules

THE MARVEL MURAL OPTICAL CONTEST OFFICIAL RULES AND REGULATIONS

1. The Marvel Mural Optical Contest, sponsored by Marvel Entertainment Group, Inc. ("Marvel") and Phone Programs USA Inc., New York, NY, is an interactive game of skill requiring knowledge of the contest's mural as found in various Marvel publications.
2. The game begins March 1, 1992 and continues through May 29, 1992. 3. Callers with touchtone telephones may access the game by dialing 1-900-420-6622. The charge per call is \$3.95. Anyone who is under 18 years of age must get parental permission before calling the game. Callers may access the game from 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. All appropriate prizes won by persons under 18 years of age shall be awarded in their name to a parent or legal guardian. The maximum length of a call is 3 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. 4. The caller shall hear an introductory message and will then be requested to enter the telephone number he is calling for call limiting purposes. Each call is a separate game. The caller will have one minute and forty seconds to answer a series of questions relating to the mural. The goal is to answer as many questions correctly in the time allowed. The caller will hear a bell sound effect for each question answered correctly and a buzzer for each incorrect response. Each person who answers a minimum of ten (10) questions correctly will receive a Special Edition Mural poster (approximate value \$4). The caller will be given a prize claim number relating to the originating phone number. The phone number must match the prize claim number in order to earn the poster. All prize claims must be received by June 30, 1992. All prizes have been provided at cost by Marvel Entertainment Group, Inc. 5. 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 complete rules and regulations of Marvel and Phone Programs USA Inc. whose decisions are final. Players acknowledge that the correct answers to all questions are those provided and validated by Marvel. 6. 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. 7. Void in Arizona, Georgia, Maryland, Minnesota and Virginia and wherever else prohibited. Employees and families of Marvel Entertainment Group, Phone Programs USA Inc., interactive and their affiliated companies are not eligible. All federal, state and local laws and regulations apply. 8. A copy of these rules

HOW TO PLAY

1. Study this mural CAREFULLY!
2. Call 1-900-420-6622 from a touchtone phone, you will be charged a flat fee of \$3.95. Callers under 18 must have their parents' permission.
3. You will have 1:40 to answer questions related to this mural
4. You will answer all questions by entering either numbers, initials, words or coordinates on your touchtone phone
5. When the answer is a word, enter only the first letter of that word
6. Coordinates are entered number first, letter second (ie: 2P)
7. When locating a single item or character, enter the coordinates of the box in which it is predominately found

may be obtained free of charge, in person, from PPI, 919 Third Avenue, New York, NY 10022 during normal business hours, or write "Marvel Mural Optical Contest," P.O. Box 7012, FDR Station, New York, NY 10022. If there are any questions re this game, the public may dial 1-800-544-7741 during normal business hours for assistance.

8. Answer 10 or more questions to win; have pen ready to write down prize claim number

PLAY FAIR! If you're under 18, get parent's permission to play. Limit 4 calls per week, per household!



Marvel, all Marvel characters and the distinctive likenesses thereof are trademarks of Marvel Entertainment Group, Inc. © 1992 Marvel Entertainment Group, Inc. All rights reserved.

SOON...

WISH I COULD
STAY, SPIDEY! BUT I'M
GETTING AN EMERGENCY
SIGNAL FROM THE FF!
I HAVE TO CHECK IN!

IF YOU NEED
US, GIVE A
YELL!

ALL RIGHT,
VENOM, LET'S
START
SEARCHING
FOR
KASADY!

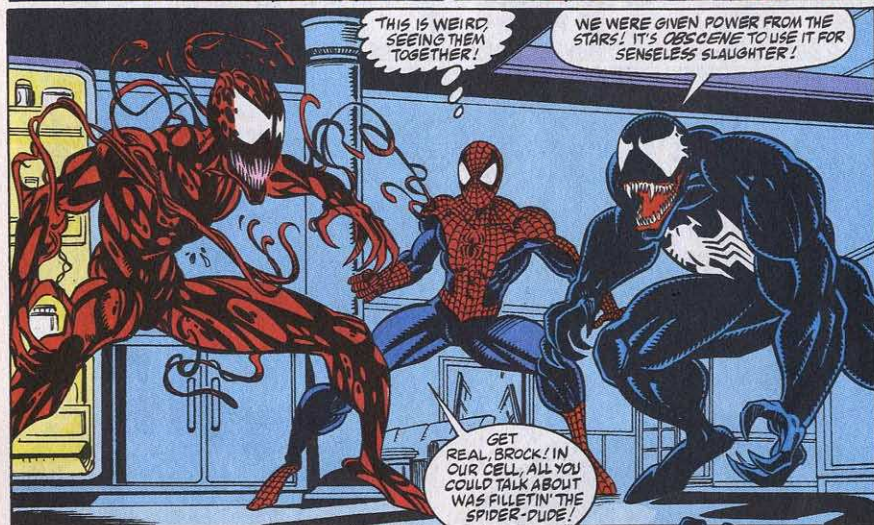
NO NEED!
MY OTHER AND
HIS ARE OF A
SPECIES!

A SPECIES
THAT CAN
SENSE ITS
OFFSPRING!

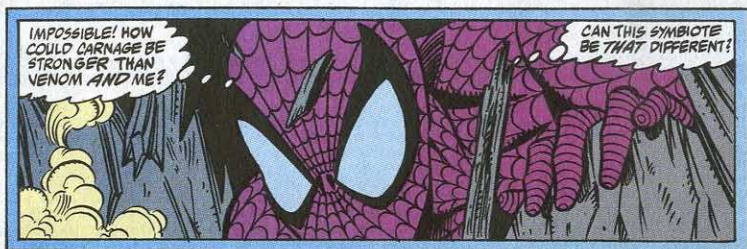
THWIP

FOLLOW
ME!

COUNT
ON IT!







STAN'S SOAPBOX

Hi, Heroes!

By now, I hope you're fully recovered from the culture shock of last issue's announcement, where we learned that Jim (Terminator) Cameron plans to write and direct a proposed mega-movie starring the world's greatest web-slinger!

But you know that maniacal Marvel is never content to rest on its laurels; besides, we always have to have some new excitement popping so that I'll have something to write about in ye old Soapbox every month. So here's another pandemonious pronouncement — so electrifying that perhaps you'd better

take it sitting down!

Not only is Jim Cameron arguably the greatest action adventure writer/director in the galaxy, but he's also so tuned in to the mighty Marvel myths that he is about to tackle a second project of ours! Which one? Hey, wouldja believe — **THE X-MEN**?!?

Even as you read these senses-staggering sentences, Jolly Jim is preparing an entire series of animated X-Men cartoons for TV! But we're not talking the ordinary, run-of-the-mill cartoons you're used to seeing! We're talking Hollywood's greatest actors doing the voices! We're talking animation like you've never seen before! We're talking stories, artwork and special effects that will rival

the wonder and spectacle of our mags themselves! We're talking about Jim Cameron personally producing the entire series and giving it the style and scope that only he can bring!

And then, once the cartoon series is under our belt, don't be surprised if we tell you about a live-action X-Men movie, just so Spidey won't be lonely up there on the big screen!

There's more, but I'm out of space, so stay tuned till next ish. Marvel's soaring like an eagle, and we want you flying with us all the way!

Excelsior!

Stan

Stan Lee

When we think of March, we think of the future, since the very name "March" implies that we are moving forward, like time eternal. We decided this month to look into the future, aided by noted astrologist and dental hygienist, Jean Predixon.

Join us now as we present our look at the world of tomorrow, or the day after tomorrow, or perhaps the day after next Wednesday ...

In the future, there will be no money! Instead, people will use comic books as currency! And the rarer a comic is, the more it will be worth. The richest man in the world will be the man who owns a complete set of **STREET POET RAY**!

In the future, every Marvel title will have the letter "X" in front of its name!

In the future, every comic will have a double-gatefold, die cut, glow in the dark cover ... and there will be no pages on the inside!

In the future, comics will cost \$10.00 each, and today's reader will be nostalgic and say, "I can remember when they were only \$1.25!"

In the future, dark, gritty characters will become a thing of the past. They will be replaced by tender, sensitive characters. The hottest Marvel titles will be comics featuring Alan Alda and Phil Donahue!

In the future, editor **Ralph Macchio** will actually show up for work before three in the afternoon. (All right, so the crystal ball was a little hazy on this one.)

In the future, editor in chief **Tom DeFalco** will start dressing like Odin, and demand to be called "All-Father Tom"

In the future, managing editor **Glenn Herdling** will perform at Radio City Music Hall, giving a concert with his ability to make music with his hands.

In the future, managing editor **Marie Javins'** wall of cow drawings by famous artists will become a wall of goats instead.

In the future, **WORLD CHAMPIONSHIP WRESTLING** writer **Mike Lackey** will not get hit over the head with a steel chair by a wrestler, as he dreamed of, but he will instead be smacked by a shopping cart pushed by Hulk Hogan in the supermarket.

In the future, editor **Mike Rockwitz** will have an entire issue of **CONAN** tattooed on his body. Only his girlfriend will get to read the whole story.

In the future, **SLEEPWALKER** writer **Bob Budiansky** will actually start sleepwalking

MARCH
COOLOMETERWHAT THE BULLPEN WAS BUZZING
ABOUT LAST DECEMBER

- NOMAD
- CHRISTOPHER COLOMBUS
- SKI TRIPS WITH THE GANG
- BAD HAIR DAYS
- DEATH BY BEE-STINGS
- VALENTINES FROM ENEMIES
- THE CHUNNEL
- JUSTICE LEAGUE ARCHIVES
- ALIENS 3
- SOVIET DISSOLUTION
- OPERATION: GALACTIC STORM
- GAS PANCAKE GALAXIES
- HOLIDAY DECORATIONS STILL UP
- BAD TIME SLOTS FOR GOOD SHOWS
- MICHAEL JACKSON
- 19-PART CROSSOVERS
- SRI LANKA
- HOOK, LINE AND SINKER
- DISSING FELLOW PROS IN PRINT

around the Marvel offices. When awakened, he will claim he was merely doing research.

In the future, **Bob Harras** will get the rights to all the X-books, and go off and form his own separate comics company, called **Harras E. Comics**. It would be the third largest comic book company in the country. **Terry Kavanagh** will be thankful that **EXCALIBUR** starts with an "E", not an "X"!

In the future, **Roy Thomas** and **Fabian Nicieza** will battle it out to see which one of them has the right to write every single Marvel Comic every month. It will end in a draw, with the two splitting the Marvel line equally.

In the future, editor **Rob Tokcer** will edit a comic that will not get canceled after six issues or less.

In the future, managing editor **Tom Brevoort**, who has read every Marvel and DC comic published for the past five years, will actually skip one issue of one series. When asked why, Tom will respond "Well, I can't read everything, you know!"

In the future, comics will be edible! They'll be printed on bread, and after you finish reading an issue, you'll be able to eat it! This will really put a crimp in back issue sales.

In the future, a major Marvel hero will actually reach the big screen. The character? **Willie Lumpkin**, the ear-wiggling mailman!

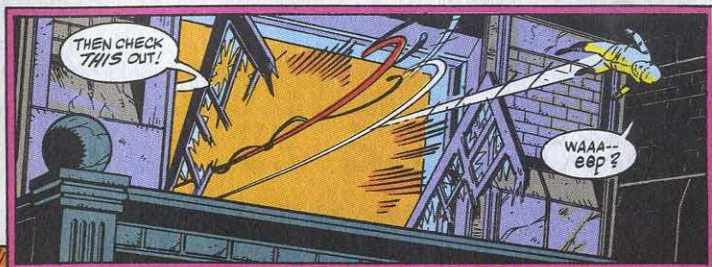
In the future, the Marvel Comics company will grow so large that it will crush all other comics companies under its heel like a fifty-foot reptile. Then it will go on a rampage, destroying everything in its path, until it tries to climb the Empire State Building and is shot down by bi-planes.

In the future, **Spider-Man** and **Mary Jane** will have lots of babies, and **Spidey** will find that his web fluid makes a perfect disposable diaper!

In the future, Marvel will do a multi-part crossover that crosses over retroactively into every comic we ever published, and every comic we will ever publish! If you miss one issue, the whole story will be ruined!

In the future, **Bill** and **Ted** will actually go an entire issue without uttering the word "Dude" in **BILL AND TED'S EXCELLENT COMIC BOOK**!

Those are the predictions we have right now. It should be interesting to see which if any come true. In closing, we'd just like to remind you not to miss this month's issues of **X-NAMOR**, and **X-EXCALIBUR**! See you next X-Month!



MOTOR CITY COMIC CON

MICHIGAN'S LARGEST COMIC CONVENTION

SAT: 11 - 7
SUN: 11 - 5

March 28 & 29, 1992



Over 30 Guest Artists Including:

John Romita Jr.

Jim Valentino

Rick Leonardi

Matt Wagner

MEET THE STAFF OF MARVEL COMICS!

PLUS ART CONTEST • SNEAK PREVIEWS BY MARVEL • MOVIES
DOOR PRIZES • PANEL DISCUSSIONS • FREE GIFTS
OVER 100 DEALERS FROM AROUND THE COUNTRY

Dearborn Civic Center

15801 MICHIGAN AVE. AT GREENFIELD, DEARBORN MI

ADMISSION: \$6/DAY OR \$10/BOTH

FOR MORE INFO CALL: **(313) 350-2633**

Suite 231, 19785 W. 12 Mile Rd., Southfield, MI 48076



THE
JOE KUBERT
SCHOOL
OF CARTOON AND
GRAPHIC ART, INC.
37 MYRTLE AVENUE
DOVER, NJ 07801
(201) 361-1327

- Approved by the State of N.J. Department of Education
- Approved for Veterans
- Approved for Non-resident Alien Students
- Financial Aid Available

*Cartoon Illustration *Cinematic Animation

A 3 year full time school designed by professionals for aspiring professionals

JKS ALUMNI

- Steve Bissette—Swamp Thing, Taboo
- Rick Veitch—The One, Teenage Mutant Ninja Turtles
- Ron Randall—The Predator, The Warlord
- Andy Kubert—Batman vs. the Predator
- Adam Kubert—The Clash, Jonny Quest
- Tim Truman—Hawkworld, Scout, Air-Boy
- Dave Schwartz—Walt Disney Studios
- Dave Concepcion—Don Bluth Studios
- Tom Mandrake—Batman, The Spectre
- Ron Wagner—G.I. Joe, Ghost Rider
- Tom Yeates—Tarzan, Time-Spirits
- Jan Duursema—Advanced Dungeons & Dragons
- Bart Sears—Justice League Europe
- Lee Weeks—Daredevil, Remo Williams

Please send your free brochure, I am interested in:

- ☐ Cartoon Illustration
☐ Cinematic Animation

Please print clearly

Name _____ Age _____

Address _____

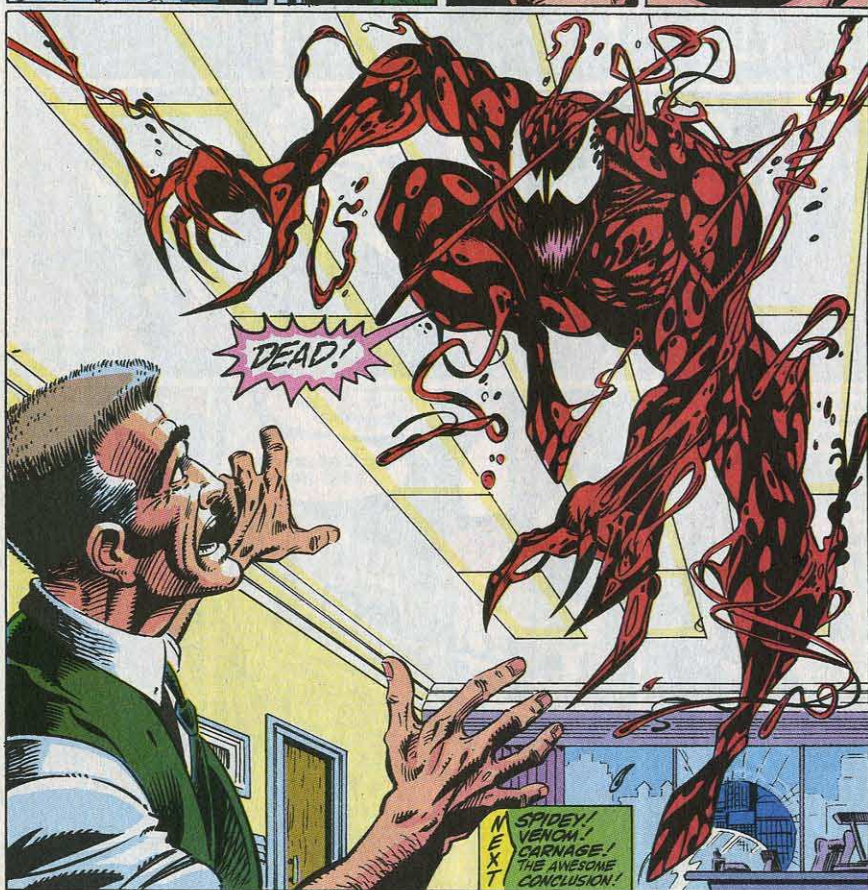
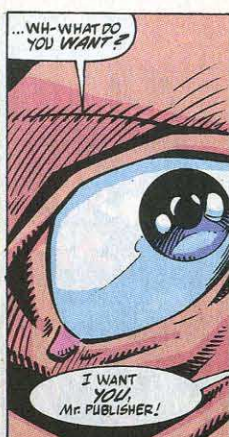
City _____ State _____ Zip _____

The Joe Kubert School of Cartoon and Graphic Art, Inc.
37 MYRTLE AVE., DOVER, NJ 07801 • (201) 361-1327 • FAX (201) 361-1844

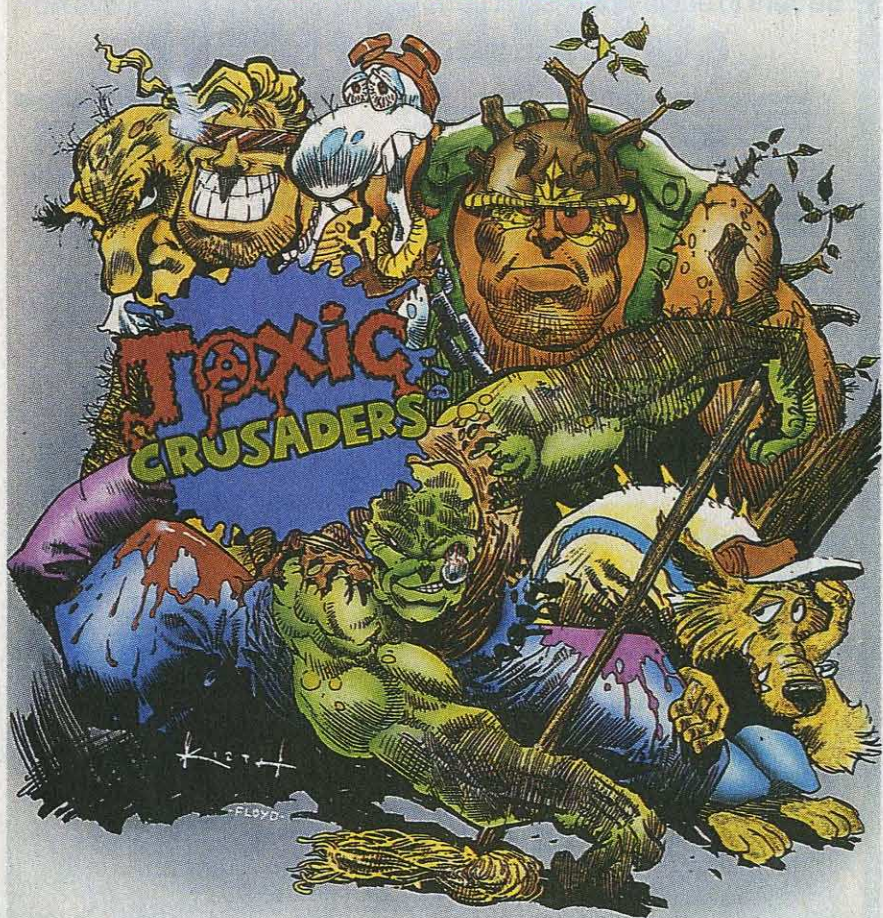
Dept. M







**HIDEOUSLY DEFORMED,
ENVIRONMENTALLY
INFORMED**



**THEY'RE GROSS,
BUT THEY'RE ON SALE FROM
MARVEL COMICS**

TM & © 1992 Troma, Inc. TM & © 1992 Marvel Entertainment Group, Inc. All rights reserved.

Pay ^{as} low as 96¢ per copy

Newsstand price \$1.25 per copy

Be sure to enclose title selections with coupon or Xerox of this Ad.

\$15.00 Titles (12 issues)

- ☐ Amazing Spider-Man
- ☐ Avengers
- ☐ Avengers West Coast
- ☐ Bill & Ted's Excellent Comic Book
- ☐ Captain America
- ☐ Conan
- ☐ Daredevil
- ☐ Darkhawk
- ☐ Fantastic Four
- ☐ Guardians of the Galaxy
- ☐ G.I. Joe
- ☐ Incredible Hulk
- ☐ Iron Man
- ☐ Marvel Tales (featuring Spider-Man)

☐ Marvel Age — \$10.45 (12 issues)

- ☐ Namor
- ☐ New Warriors
- ☐ Punisher (comic)
- ☐ Quasar
- ☐ Sleepwalker
- ☐ Silver Surfer
- ☐ Spectacular Spider-Man
- ☐ Super-Pro
- ☐ Thor
- ☐ Uncanny X-Men
- ☐ Web of Spider-Man
- ☐ X-Force
- ☐ X-Men
- ☐ X-Men Classics
- ☐ Wonder Man
- ☐ What If
- ☐ What The?

Subtract \$3.00
from 1st title
ordered; that's
\$12.00 for 12
issues.

Each additional
title, subtract
\$3.50. That's
\$11.50 for 12
issues.



- ☐ Cage
- ☐ Silver Sable
- ☐ Toxic Crusader
- ☐ Wrestling WCW

Group II SPECIAL PRICES (12 Issues)

- ☐ Marvel Comics Presents (Bi-Weekly) \$18.00
- ☐ Alpha Flight \$21.00
- ☐ Dr. Strange \$21.00
- ☐ Moon Knight \$21.00
- ☐ Shield \$21.00
- ☐ She-Hulk \$21.00
- ☐ The Nam \$21.00
- ☐ Deathlok \$21.00
- ☐ Excalibur \$21.00
- ☐ Ghost Rider \$21.00
- ☐ Punisher War Journal \$21.00
- ☐ Punisher War Zone \$21.00
- ☐ Spider-Man Mag \$21.00
- ☐ Wolverine \$21.00
- ☐ Warlock & Infinity Watch \$21.00

Subtract
\$4.00 per
title ordered.

- ☐ Groo \$27.00
- ☐ Conan Saga \$27.00
- ☐ Savage Sword of Conan \$27.00

New

- ☐ Nomad \$21.00
- ☐ Terror Inc. \$21.00
- ☐ Motormouth \$21.00
- ☐ Ghost Rider/Blaze \$21.00
- ☐ Morbius \$21.00
- ☐ Nightbreed \$27.00
- ☐ Hell's Angel \$21.00
- ☐ Warheads \$21.00
- ☐ Pendragon \$21.00
- ☐ Digitek \$21.00
- ☐ Darkhold \$21.00

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.

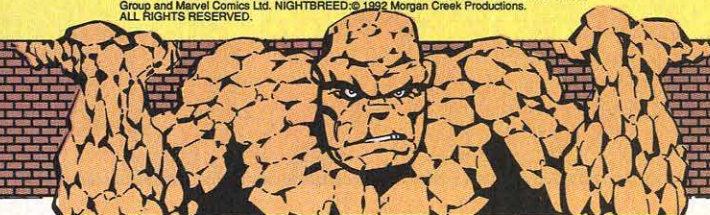
First Initial	Last name	
NAME		
ADDRESS		
CITY		
STATE	ZIP	AGE

KEY #

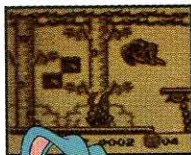
MAR - 92

Foreign: Add \$12/title
Canada: Add \$8/title
Includes GST (GST #R127032852)

TM & © 1992 Marvel Entertainment Group, Inc. BILL & TED'S EXCELLENT ADVENTURE: TM & © 1992 Nelson 1991 Inc. CONAN: TM & © 1992 Conan Properties, Inc. G.I. JOE: TM & © 1992 Hasbro, Inc. TOXIC CRUSADERS: TM & © 1992 Troma, Inc. SUPERPRO: TM & © 1992 NFL Properties, Inc. WCW WRESTLING: © 1992 World Championship Wrestling, Inc. Licensed by Turner Home Entertainment, Inc. GROO: TM & © 1992 Sergio Aragones. PENDRAGON, MOTOMOUTH, HELL'S ANGEL, WAR HEADS, DIGITEK: TM & © 1992 Marvel Entertainment Group and Marvel Comics Ltd. NIGHTBREED: © 1992 Morgan Creek Productions. ALL RIGHTS RESERVED.

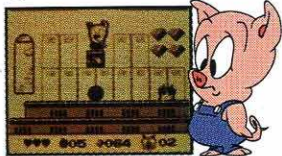
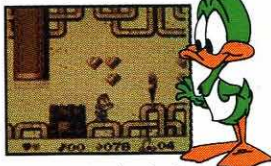


PREVENT HARE LOSS.



Babs was about to get her Big Break in this all new adventure for Game Boy,[®] until Montana Max put her career on the ropes. Now you must join Buster, Plucky and Hamton to help save her

dreams of stardom. You'll bop, spin and fly through four toony levels packed with amazing cartoon-like graphics, including the Pipsqueak Pipe Maze and Groovy Train. You'll also



power-up with attack carrots, pineapples and watermelons. Score big points in the Montana Mash subgame. And team up with Dizzy Devil, Furrball and other wacky characters in the most hare brained rescue mission ever conceived.

KONAMI[®]

TINY TOON ADVENTURES, characters, names and related indicia are trademarks of Warner Bros. Inc. © 1992. Nintendo, Game Boy and the Official Seal are registered trademarks of Nintendo of America Inc. © 1989 Nintendo of America Inc. Konami[®] is a registered trademark of Konami Co., Ltd. © 1992 Konami, Inc. All Rights Reserved.

YOU MAKE THE RULES



**Experience unlimited firepower!
Super jumps! Start on any level! Have
infinite lives! You're the boss now.**

Yo, video game dudes — Game Genie™ gives
you the power to make your own rules and play
your own way!

Use Game Genie's power codes on over
290 of the most popular games for the Nintendo
Entertainment System: Super Mario Bros. 3,[™]
Teenage Mutant Ninja Turtles II: The Arcade

Game™ Mega Man III,[™] Crystals,[™] and
Battletoads.[™] And new games coming out all
the time!

And remember — real video dudes don't
follow rules — they make 'em.

Game Genie works on many game titles for the Nintendo Entertainment System. Not all effects can be credited at the same time, and some effects are not available on some games. Nintendo, Nintendo Entertainment System and Super Mario Bros. 3 are trademarks of Nintendo of America Inc. Battletoads is a trademark of Rare, Ltd. Teenage Mutant Ninja Turtles II: The Arcade Game is a trademark of Mirage Studios, U.S.A. Used by Ultra Software Corp. under license. Mega Man III is a trademark of SNK Corp. of America. Game Genie is a product of Lewis Galoob Toys, Inc., and is not manufactured, distributed or endorsed by Nintendo of America Inc. or any other of these companies. Game Genie and Galoob are trademarks of Lewis Galoob Toys, Inc. ©1991 Lewis Galoob Toys, Inc. All Rights Reserved. Patent Pending.