



CARNAGE: THE CONCLUSION

THE
COUNTDOWN
TO SPIDEY'S
30th ANNIVERSARY
BEGINS!

the AMAZING SPIDER-MAN

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363
JUNE
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BY THE
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AUTHORITY

FEATURING:
VENOM AND
CARNAGE* (AMERICA'S
FAVORITE KILLER
SYMBIOTES)--



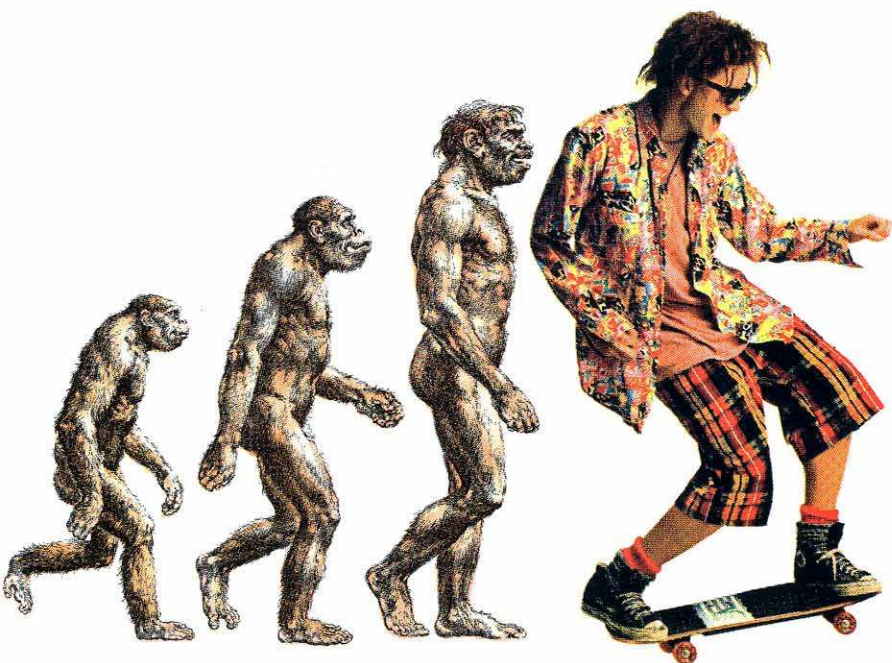
BAGG
RE



*STILL SO AWESOME
WE HAD TO PUT HIS
NAME ON THE COVER
TWICE AGAIN!

--AND
THEIR WALL-
CRAWLING
PAL!

WHERE THE STONE AGE MEETS THE ROCK AGE.



ENCINO MAN

A CHILLIN' NEW COMEDY IN FULL NEANDERVISION.

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THAWING THIS SUMMER AT A THEATRE NEAR YOU

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDERFUL WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee
PRESENTS: **THE AMAZING SPIDER-MAN®**

MANHATTAN, NIGHT. THE OFFICE OF
THE DAILY BUGLE'S BOLD AND COURAGEOUS
PUBLISHER, J. JONAH JAMESON.

**SAVAGE
GRACE!**

B-B-BUT I'M TOO
IMPORTANT
TO DIE!

DAVID MICHELINIE--WRITER
MARK BAGLEY--PENCILER
RANDY EMBERLIN--INKER
RICK PARKER--LETTERER
BOB SHAREN--COLORIST
DANNY FINGEROTH--EDITOR
TOM DEFALCO--EDITOR IN CHIEF

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Doesn't taste very good, does it?

That's because it's made of paper. Real SweetTARTs®, however, come in six explosive flavors so powerful they'll send shock waves shooting through your tongue into your brain triggering a reaction from your mouth—something like **WOW!**







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Bottom of the 10th, two outs, bases loaded, and the league's best hitter is at the plate. Will he take your screw ball downtown? Or will you blow him away with your awesome fast ball? Find out when you play Extra Innings, the amazing new baseball game for Super NES.

Select your starting lineup based on who's hot and who's not. With Extra Innings, you call the shots and control the action: the spin on the curve ball, your batter's slugging power, even your player's dive for a shot up the middle.

When you play Extra Innings, you

can put on a hit and run, take a long lead off first, or nail a base runner at the plate on a sacrifice fly. Play like the pros as you fight for a 12-team league pennant. And remember, statistics are updated and available on every player. You even select the stadium — air dome, midsize, or high-walled. Every choice changes the game.

There's never been a baseball game like Extra Innings. Eight different playing options, including two-player mode and all-

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Bases loaded, full-count



Put in your ace reliever



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MEET FLEER'S NEW SUPERHERO!

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CY YOUNG
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WINNER!

THESE CARDS
ARE **HOTTER**
THAN MY
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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

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"Fleer All-Stars"



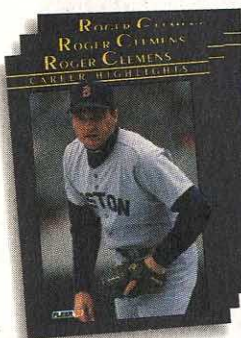
"Team Leaders"



"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!



These three cards are not available in any pack type!

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.



Two of 12 Clemens "Career Highlights" Cards.

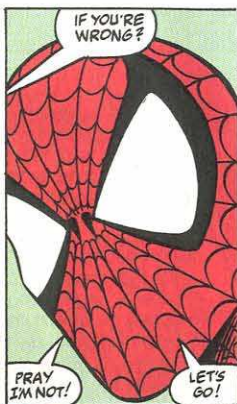
FLEER
Better Than Ever.



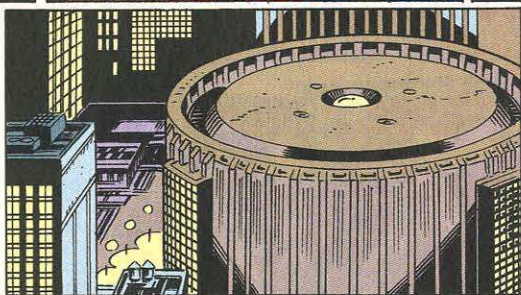
*No Purchase Necessary. Send a SASE to: Clemens Career Highlights, P.O. Box 1383, Church Hill, MD 21690. One request per envelope, mailed separately, and received by 10/31/92. WA/VT may omit return postage. ARV: \$50; Odds 1:35,000

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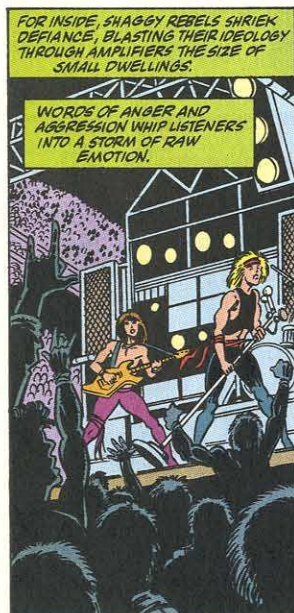
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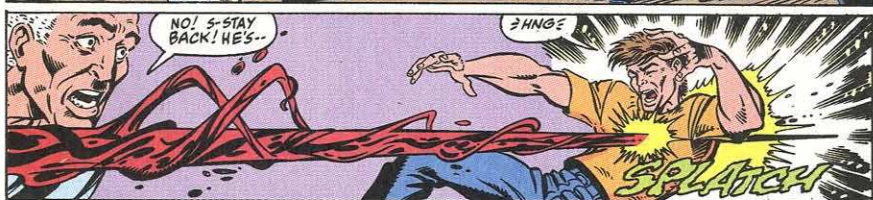


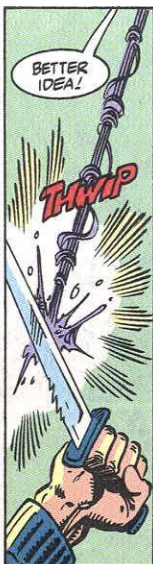
MADISON
SQUARE
GARDEN:
A NEW YORK
INSTITUTION,
BUILT TO
LAST.

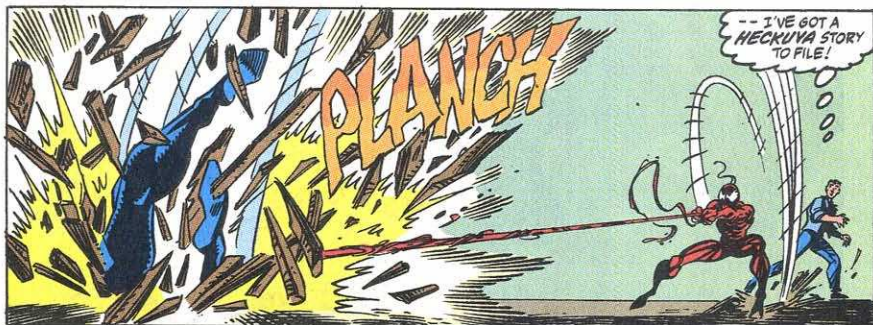


BUT TONIGHT,
THAT
VENERABLE
VENUE'S STEEL
AND CONCRETE
WALLS
TREMBLE!



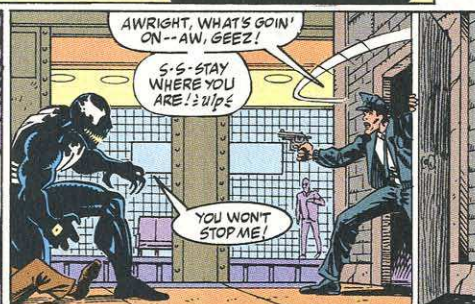


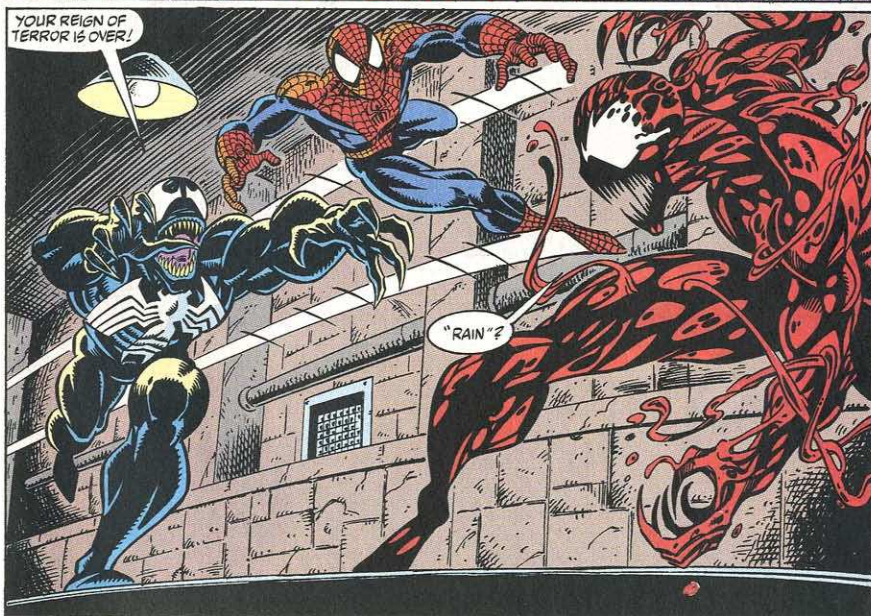




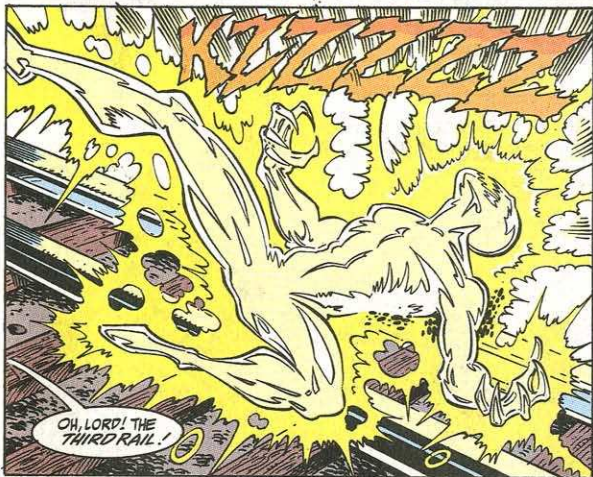
A TALE THAT COMMUTERS IN PENN STATION, DIRECTLY BELOW THE GARDEN, ARE ABOUT TO EXPERIENCE FIRST HAND.













WEB-MAN!
YA BETTER
CHECK THE
STOVE!

SNIFFE

I THINK I SMELL
SOMETHIN'
BURNIN'!

HA!

BROCK DID
HAVE A POINT,
THOUGH--THERE
MAY NOT BE
A "LATER"!

SO I'D BETTER TAKE
CARE O' BUSINESS
NOW!

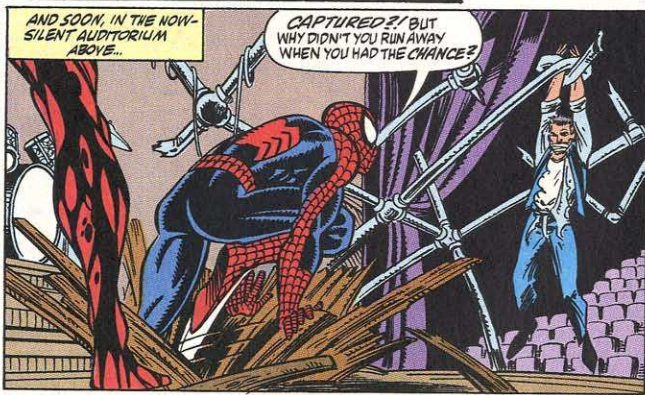


BUSINESS?

HE
COULDN'T
MEAN--!

JONAH!

WE'VE GOT TO
CATCH UP TO
CARNAGE!



AND SOON, IN THE NOW-
SILENT AUDITORIUM
ABOVE...

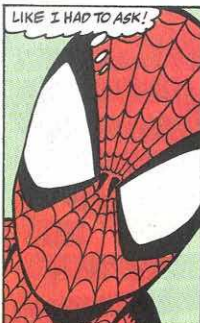
CAPTURED?! BUT
WHY DIDN'T YOU RUN AWAY
WHEN YOU HAD THE CHANCE?



HE STOPPED TO CALL THE
STORY IN TO THE OFFICE!
GUY AIN'T TOO BRIGHT--

-- BUT HE MAKES TERRIFIC
BAIT. SO TELL ME, HERO,
WHICH EYE YA WANT PLUCKED
FIRST?

OR WOULDJA
RATHER BE
SURPRISED?



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 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 10016**

IMPORTANT: 1. Phone number doesn't match prize claim—you will be disqualified!
2. More than 4 times per week—you will be disqualified!
This game is subject to complete official rules and regulations.

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 from 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 reserves 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., Call 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

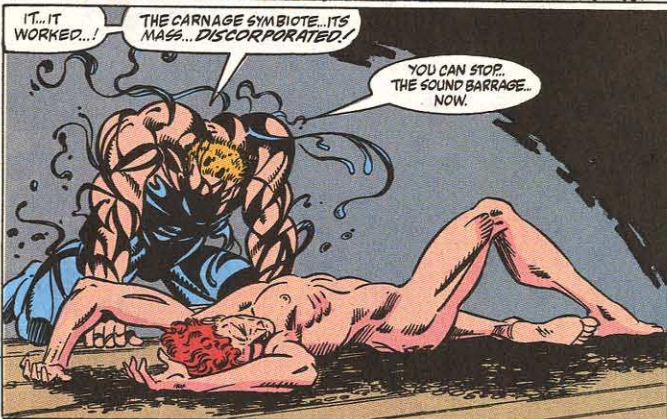
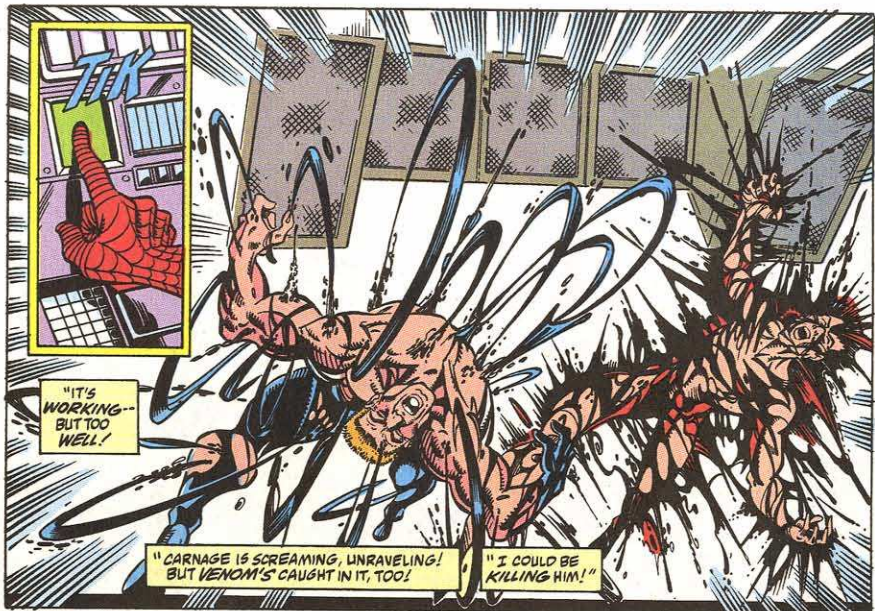
Mural Optical Contest, P.O. Box 7012, F.D.H. Station, New York, NY 10022. If there are any questions re this game, the public may dial 1-800-544-7741 during normal business hours for assistance.

or, answer to on 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!



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HANG ON, EDDIE!
I PROMISE I'LL TURN
THE SPEAKERS OFF AS
SOON AS IT'S SAFE!



THAT COULD
BE LONGER...
THAN YOU THINK,
SPIDER-MAN!
FOR THE ONLY
THING
STRONGER
THAN THE
AGONY
WE FEEL...



...IS OUR
HATRED
FOR YOU!!

YOU UNDERESTIMATED US...
ONE LAST TIME... SLAYER
OF INNOCENCE!



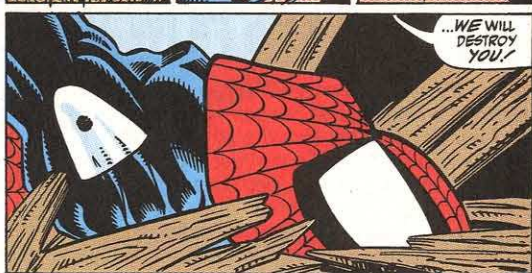
B-BUT
I HELPED
SAVE THAT
CONCERT
AUDIENCE!
WEREN'T
THEY
INNOCENT?



THEY... Y-YOU... TRY TO
CONFUSE US! WE WERE
INNOCENT...



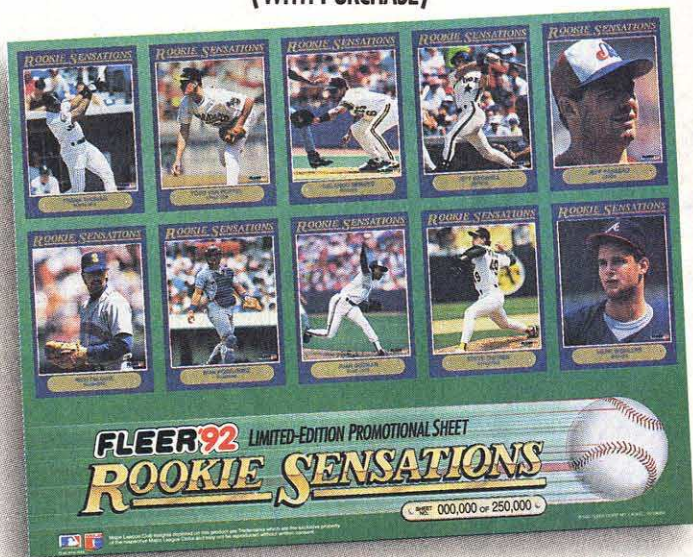
...UNTIL YOU
DESTROYED US!
NOW...



...WE WILL
DESTROY
YOU!

FREE

(WITH PURCHASE)



LIMITED-EDITION FLEER "ROOKIE SENSATIONS" PROMO SHEET. HERE'S HOW TO GET YOURS.

It's simple. Just send us ten Fleer '92 Baseball wrappers plus a dollar for shipping and handling, to Fleer Rookie Sensations, P.O. Box 1845, Church Hill, MD 21690. In return, we'll send you an exclusive, limited-edition, 8½" x 11" promo sheet featuring all 20 of baseball's hottest new subset cards. Each sheet is printed full-color on both sides, and numbered for added collectibility. But don't wait - production is extremely limited.

Hurry - this is a limited-time offer. Orders must be received by July 31, 1992. Orders will be returned if received after that date. One request per envelope, mailed separately. Allow 6-8 weeks for delivery.

FLEER®

A Game In Every Pack.

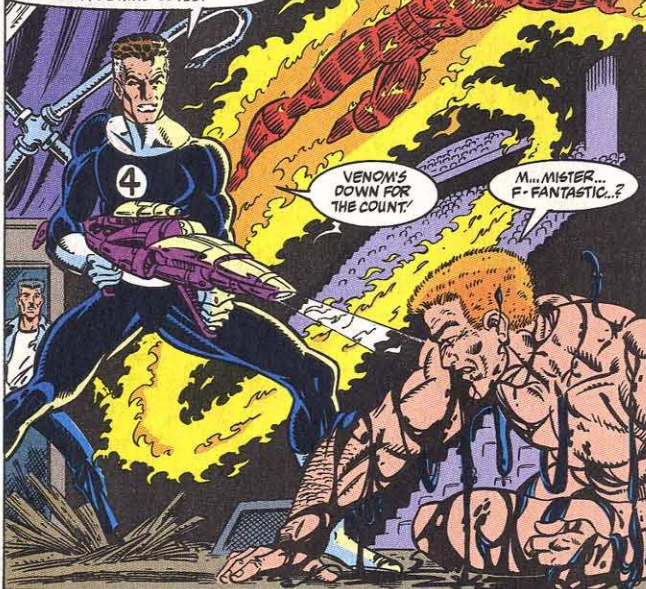
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IT WAS TOUGH HOLDING BACK TILL WE GOT YOUR SIGNAL, SPIDER-MAN-- BUT, YOU WERE RIGHT... US JOINING THE BATTLE WOULD HAVE ENDANGERED MORE BY-STANDERS THAN THE WAY YOU PLAYED IT.

NOW, THE ADDED BLAST FROM THIS GUN SHOULD KEEP THE SONICS JUST BELOW A LETHAL LEVEL.



VENOM'S DOWN FOR THE COUNT!

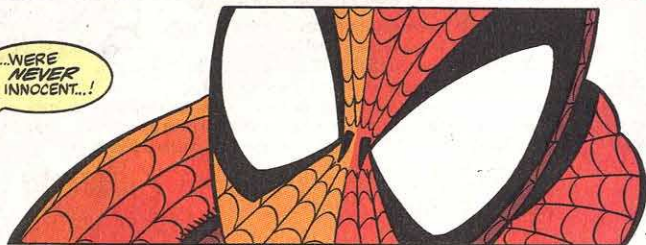
M...MISTER... F- FANTASTIC...?

YOU...HAD THIS PLANNED... ALL ALONG! BETRAYED US... WITHOUT... C- CONSCIENCE!



WHAT BETTER PROOF... THAT YOU...

...WERE NEVER INNOCENT...!



BRING THE HIT ARCADE GAME HOME!

SUPER SMASH T.V.



Relentless Onslaught!



Big Prizes!



Scarface Massacre!



M.C. Mayhem!



Total Carnage!



Cobra Extermination!

SAVE YOUR QUARTERS...

Once, the only way to experience the explosive, arcade action of Smash TV was to play it in the arcades. That was then...

SUPER SMASH TV™ for your **SUPER NES™** is now! It's the real

arcade game! Sure, you can win cars and toasters - but first

destroy the metal munching twin cobras, 30 tons of angry Mutoid Man, club wielding mechanoids and more. After all, this is the game with the ultimate in prizes...your life!

Tune into **SUPER SMASH TV™** and bring the smashing arcade action home!



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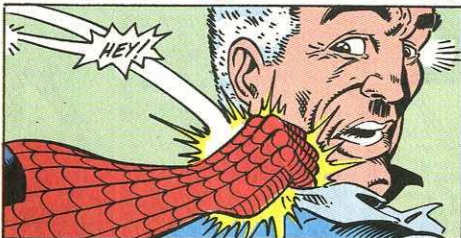
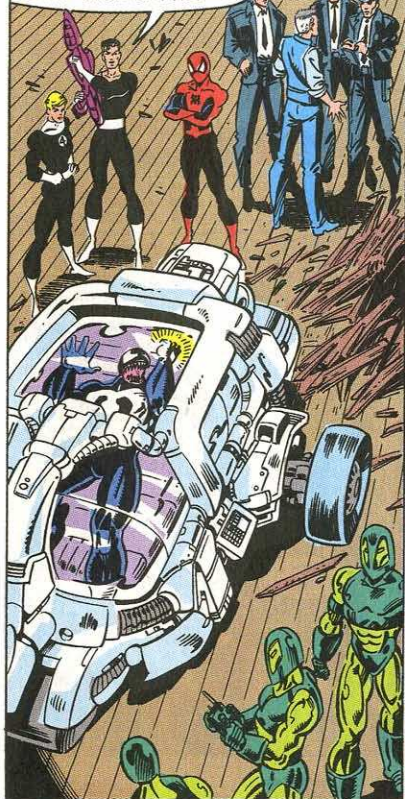


SUPER NINTENDO
ENTERTAINMENT SYSTEM

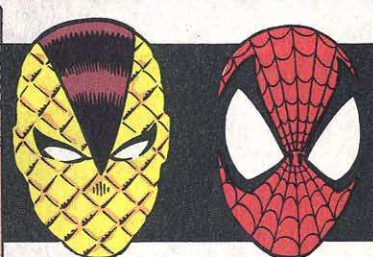
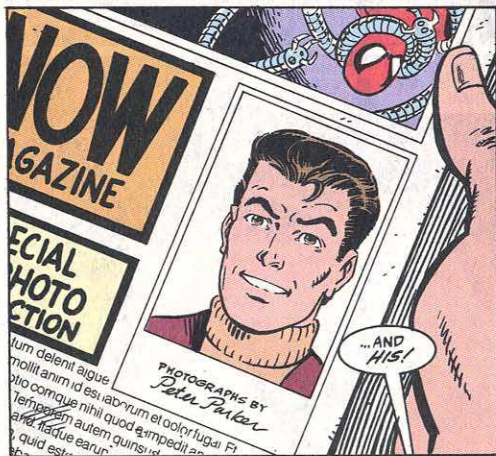
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LATER, AFTER VENOM HAS BEEN SEALED IN A MOBILE RESTRAINT CHAMBER DESIGNED BY REED RICHARDS...

THAT WAS SMART, WEBSLINGER, ASKING US TO BE ALERT FOR YOUR HOMING SIGNAL.



BUT THAT'S NOT THE ONLY THING SPIDER-MAN WILL SOON HAVE TO LIVE WITH.
FOR AT AN AIRPORT IN ROSTOCK, IN WHAT WAS UNTIL RECENTLY EAST GERMANY...



Next Issue: IN A SEQUEL TO THE DEADLY FOES OF SPIDER-MAN, THE SHOCKER HELPS SPIDEY COUNT DOWN TO HIS 30th ANNIVERSARY! PLUS: MORE OF THE MYSTERIOUS COUPLE FROM PETER PARKER'S PAST! BE HERE!

THE SPIDER'S WEB

% MARVEL COMICS GROUP
387 Park Avenue South
New York, New York 10016

DANNY FINGEROTH
EDITOR
ERIC FEIN
ASSISTANT EDITOR

Attention correspondents: All letters considered for publication must include your name and address, though we will withhold that information upon request.

Dear Danny,

After hearing that Erik Larsen would be leaving AMAZING SPIDER-MAN after issue #350, I was depressed. I didn't think that Mark Bagley had a chance in heck of replacing Larsen. But after issue #351, I was awestruck!

Mark Bagley's penciling was stunning! Together with Randy Emberlin's inks and Bob Sharen's beautiful coloring, this book looked just as good (or better!) than it did with Larsen on board. It was also brilliant on David Michelinie's part to have Nova, a character I already like Bagley's handling of, to guest-star. Mark seems to draw the movements of characters with a fluid pencil. Keep it up!

As for the script, it was just like other Michelinie scripts: very well written! Dave and J.M. DeMatteis are my two favorite Spider writers today. I just wonder, with the Tri-Sentinel back, will Spidey have seen the last of Captain Universe?

Before I sign off, may I ask who colors the covers of ASM? (Maybe George Roussos or Bob Sharen?) Issue #351's cover coloring was some of the best coloring Marvel's done on this title. Keep up the great comic work!

Joey Marchese
116 Emerald Place
Clark, NJ 07066-1413

We're glad you like Mark Bagley's pulse-pounding pencils, Joey. We're also glad you appreciate the oft-overlooked talents of our cover colorist. The interior colorist rarely colors the covers of our meritorious Marvel mags. You're right, in this case the brushes of Gorgeous George Roussos graced the cover. George colors about 75% of our comic book covers, and he thanks you for your words of praise.

Dear Marvel,

I just read AMAZING SPIDER-MAN #351. Wow! Mark Bagley is a great artist and David Michelinie's plot was excellent. Can't wait till next month.

But nobody's perfect, and you slipped up. On page 14, panel 5, that trip beam was wrong. These things have a transmitter and a receiver of infra-red rays. In the panel, the trip beam appears on both sides of Nova's foot. That being the case, the alarm wouldn't have been triggered or Nova should have a hole instead of an ankle. Is that worth something? Hope so.

Anyway, you're doing a great job at Marvel Comics, especially with the web-slinger. So until Spidey starts knitting web-sweaters for Aunt May, make mine Marvel.

Chronis Gemenoglou
Etoiliku 33-35
18545 Pireas, Greece

Is that worth something? Is that worth something? Chronis, we enjoy hearing from observant fans like yourself who point out mistakes we can learn from. It gets monotonous receiving letters all the time pointing out minute oversights such as the color of a table cloth or a misplaced balloon pointer. So it's worth a hearty thanks! (We're so glad you didn't ask for a no-prize.)

Dear Spider-Chroniclers,

Whoa! I just finished reading ASM #351, and I'm impressed! You guys blew me away! Writing this intense hasn't been around for a

handful of years. Mr. Michelinie, make sure you pat yourself on the back a few times. You earned it!

And the art! Wow! Spider-Man and Mary Jane have never looked so good—not since the time of John Romita Sr. That's not to say I loathed Larsen's pencils, but Bagley's art seems to be tighter. Oh, I can foresee the wave of criticism I'll be wallowing in...

The teaming of Nova and Webhead worked as well as...um...er... Abbott & Costello. I actually found the pairing of them better than the previous attempts with Spidey and the Human Torch. One question, though: Does Spider-Man know that this is the same Nova as the one who worked with him during the Photon affair (NOVA #12 and ASM #171)?

Dominic Cericola
600 W. 3rd Avenue
Runnemeade, NJ 08078

Why would Spidey believe it was a different Nova, Dominic? Remember, although Nova was missing from your comic store shelf for a number of years, a much shorter time passed for Spider-Man and his amazing friends.

Dear Spider-Crew,

I have just read AMAZING SPIDER-MAN #351, and all I can say is: I want Erik Larsen back! Seriously, Mark Bagley just doesn't capture that real look in Spider-Man. Erik always gave Spider-Man and other characters more of a "muscular" look. And speaking of looks, the looks of Peter Parker and Mary Jane are not very good. They just don't look right! Well, out of the whole comic book, there is something positive about it. Nova was perfect! Mark made him look cool! This is why I think that Erik Larsen should be back, and Mark Bagley should go back to doing the NEW WARRIORS. He does the New Warriors so well! Well, to finish this letter, I have a question. Will I see any of Erik's work in the future?

William Tam
18 Lake Shore Drive
Danville, IL 61832

Well, you can't please all of the people all of the time, William. We hope you're following Erik's recent stint on SPIDER-MAN, his "Revenge of the Sinister Six" magnum opus, with guest-stars and villains galore!

Dear Wall-Crawlers,

I just started collecting comic books a few months ago, when my younger brother bought two graphic albums, DAREDEVIL & THE PUNISHER IN CHILD'S PLAY and SPIDER-MAN VS. WOLVERINE. I read them and promptly bought them from him. Since then I have gotten over a hundred more comics (plus a few novelty items), and hope to reach five hundred by December of this year.

Recently at a yard sale, I picked up some old SPIDER-WOMAN comic books (1981). I have not seen any new SPIDER-WOMAN comics out, and I was wondering what became of the series. I have seen a Spider-Woman in AVENGERS WEST COAST, but that was a different character completely. Her outfit was black and white, she could spin webs and her real name was Julia Carpenter. The older Spider-Woman had a red

and yellow suit, she could not spin webs, but she could fly and stick to walls, and her real name was Jessica Drew. I was wondering if the new Spider-Woman was Jessica Drew's daughter or something.

Charles "Web-Slinger" Smith
5405 Thornhill Court
Knightdale, NC 27545

No, Charles, Julia is not Jessica's daughter. Jessica lost her bio-electric powers in AVENGERS #241. Julia's origin has yet to be revealed, but she first appeared in SECRET WARS, which will be reprinted in a trade paperback later this year! If you'd like to learn more about Julia's background, check out AVENGERS WEST COAST #84 on sale soon.

Marvel folk,

Just finished reading AMAZING SPIDER-MAN #352 and I am pleased to say the transition between Larsen and Bagley was much less painful than the McFarlane/Larsen change. Mark's art is great and accurately captures the inherent energy of Spidey. While Larsen's renderings seemed stilted at first try of ASM, Bagley has his style grasped firmly.

Heath Row
626 University Place #323
Evanston, IL 60201

Dear Spider-Men,

I'm writing this letter in reference to issue #351-353. The issues which I like to call the "Bagley issues." I would just like to say, "Great job, Bags!" I have loved Mark's work since I first heard about him from the NEW WARRIORS, and I have to say his art keeps getting better.

I haven't followed Spider-Man in years since I felt the writing was leaving something out. Then I heard that Mark Bagley was going to be doing the art, and of course I was going to get anything that Bags was doing. I also have to admit that David Michelinie and Al Milgrom have brought Spider-Man to some new heights. The reason that I picked up issue #353 was because of the "Round Robin: the Sidekick's Revenge" storyline. You see, I am a very big Moon Knight fan. I think this story would have made a terrific crossover between Spider-Man, the Punisher, and Moon Knight.

In closing I would like to say again, "Great job, Bags, keep it up!"

Scott Irwin
5505 Outley Drive
Mobile, AL 36693

NEXT ISSUE: Spidey versus the Shocker in a sequel to DEADLY FOES OF SPIDER-MAN and a prequel to our gala 30th anniversary issue! Don't miss it. (And don't miss the anniversary issues of the other Spider-titles, either. In just a few weeks the SPECTACULAR and WEB anniversary galas will be out—with great storylines and hologram covers that blow any comic holograms you've seen before out of the water.) (And—hey, who is that couple coming to America anyway? The answer will shock you more than even the Shocker could.)

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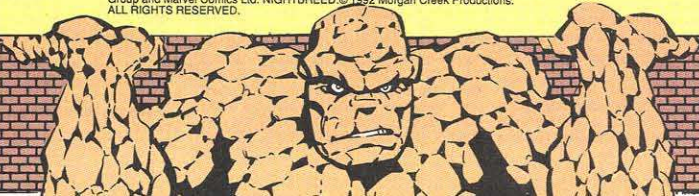
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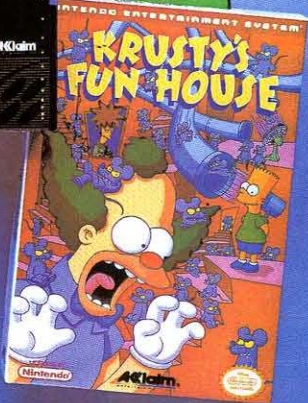
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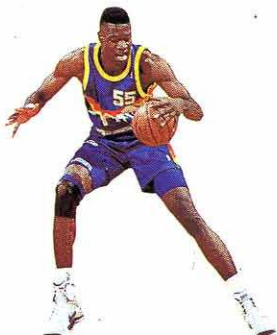
Hey, kids! Help out your old pal Krusty the Clown! Rats have invaded my official Krusty's Fun House! The little varmints are everywhere! I need you to lead the filthy rodents to traps guarded by my loyal cadets, Bart & Homer Simpson, Sideshow Mel, and Corporal Punishment. Then we blow 'em up! We laser-blast 'em. We Krusterize the little stinkers!!! Hoo boy! Making Krusty's Fun House vermin-free is not a pretty task, kiddy cadets-but someone's gotta do it!

MATT
GROENING

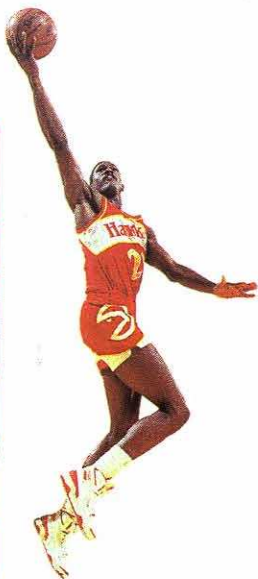
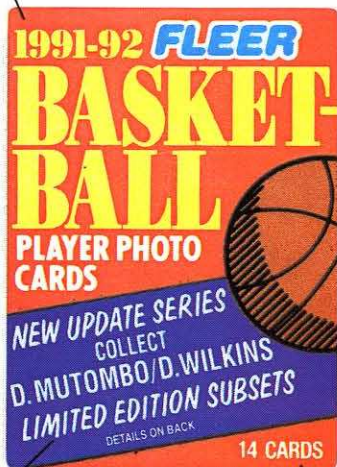


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