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the AMAZING SPIDER-MAN

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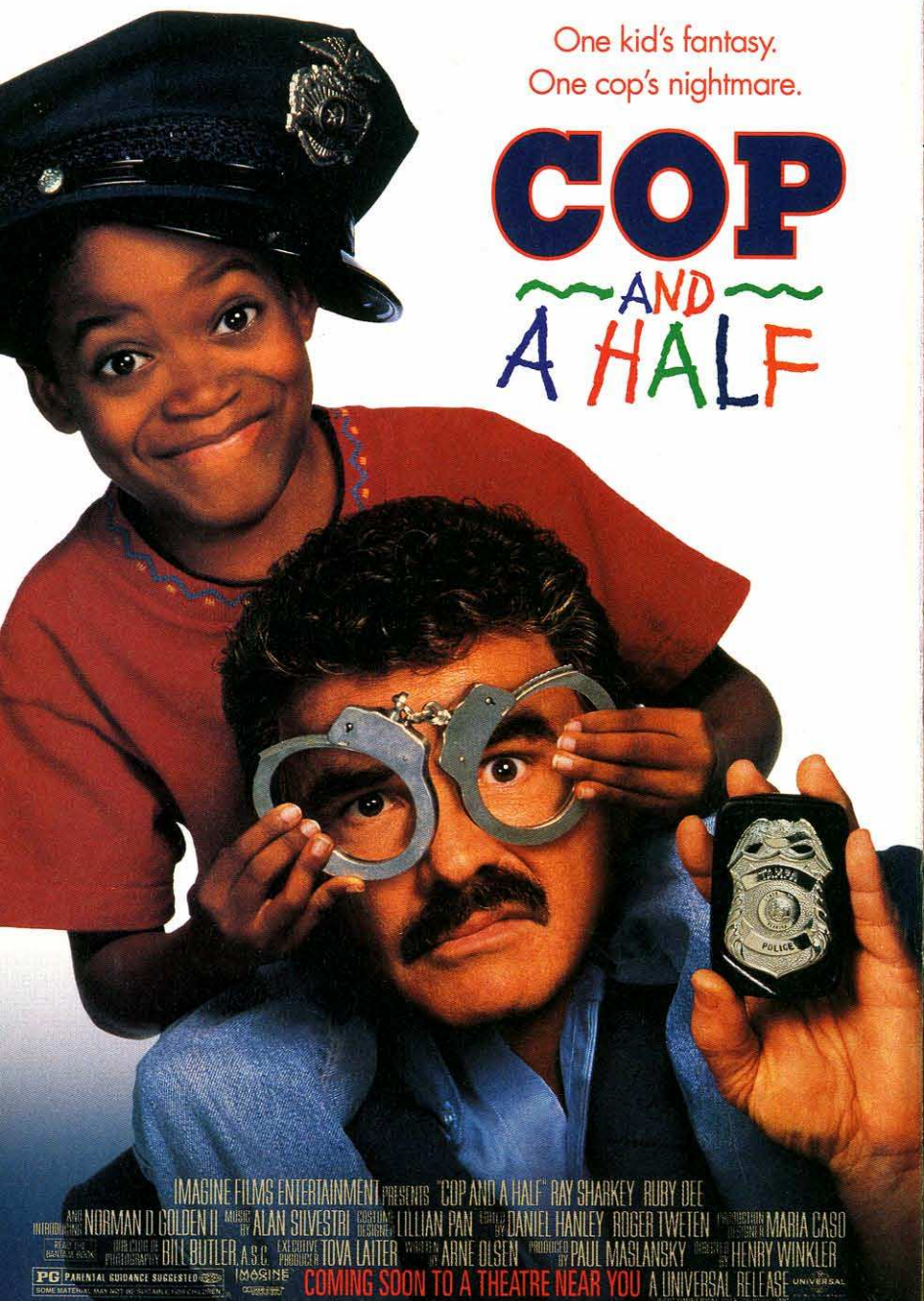
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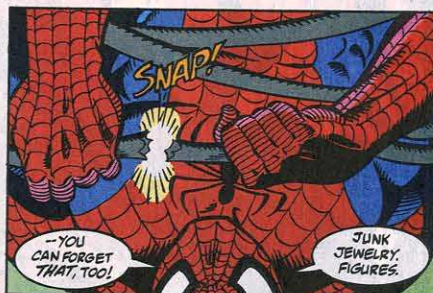
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NEARBY, YET
OBLIVIOUS...

SEE HOW IT
FEELS
WIFE-BEATER?

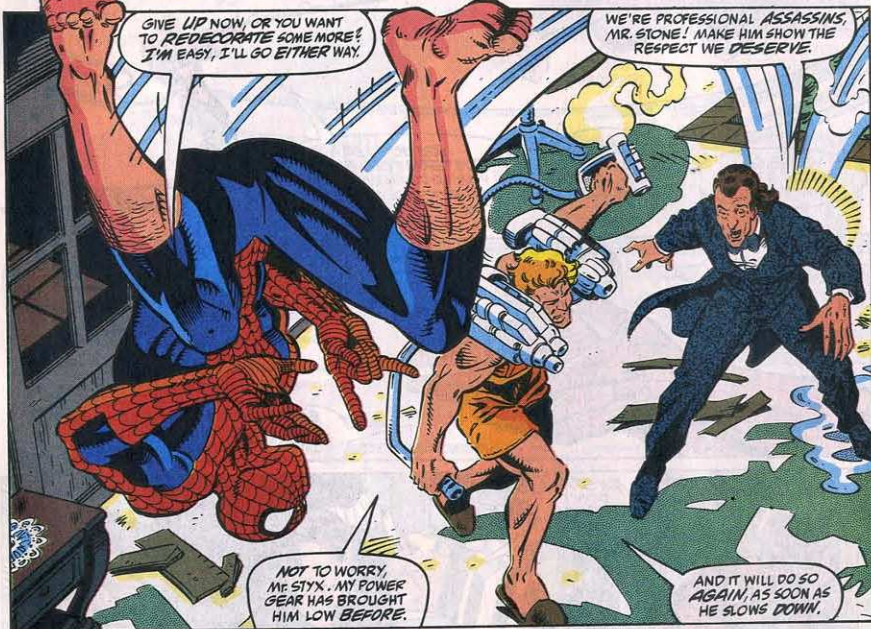
DON'T EVER
GO NEAR THAT
WOMAN AGAIN--
OR YOU'LL
ANSWER TO
CARDIAC!



THOOM!

THAT NOISE--
FROM THE
PENTHOUSE--

I'M
TOO
LATE!



GIVE UP NOW, OR YOU WANT
TO REDECORATE SOME MORE?
I'M EASY, I'LL GO EITHER WAY.

WE'RE PROFESSIONAL ASSASSINS,
MR. STONE! MAKE HIM SHOW THE
RESPECT WE DESERVE.

NOT TO WORRY,
MR. STYX. MY POWER
GEAR HAS BROUGHT
HIM LOW BEFORE.

AND IT WILL DO SO
AGAIN, AS SOON AS
HE SLOWS DOWN.

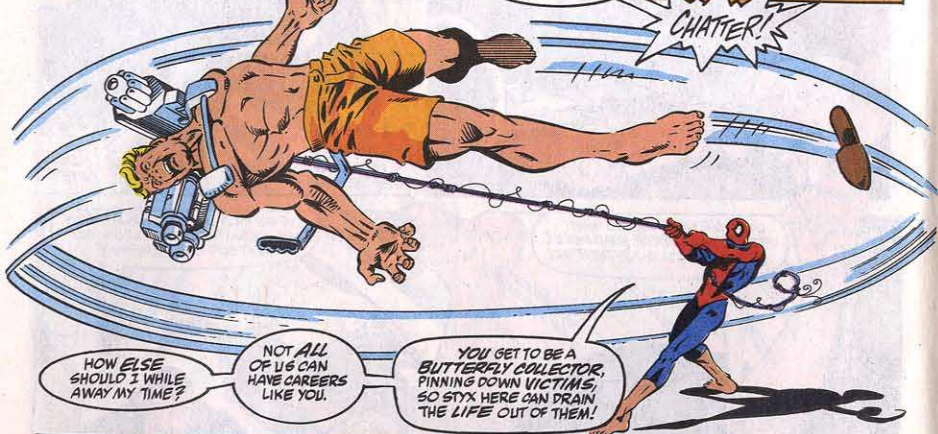


PAL, THIS IS SLOW FOR US
SPIDER-POWERED TYPES.

AND DON'T YOU THINK THIS
POWER GEAR IS BECOMING
A BIT OF A CRUTCH? BE A
MAN! STAND ON YOUR
OWN TWO FEET!

WHAT ARE YOU,
JOINED AT THE HIP
WITH IT OR
SOMETHING?

NO! HIS
WEBBING!



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A SHOCKER,
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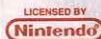
STOP
JUGGERNAUT'S
RAMPAGE



BLAST MASTER
MOLD WITH OPTIC
BEAMS



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I DON'T GET YOU, CARDIAC. JUST WHEN I THINK YOU MIGHT BE ONE OF THE SEMI-GOOD GUYS--

THERE ARE THINGS GOING ON HERE YOU WOULDN'T UNDERSTAND, SPIDER-MAN.

YEAH, YEAH... THAT'S WHAT THEY ALL SAY...







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STONE?

ELIAS
WERTHAM?

I DIDN'T EXPECT
TO FIND YOU IN A
DINER.

SO YOU'RE
CARDIAC,
HUH?

NO.



BUT I HAVE A LOT
OF CONNECTIONS,
INCLUDING
CARDIAC. HE
TOLD ME ABOUT
YOU.

HOW ON EARTH
DID YOU END
UP LIKE THIS?

IF YOU'VE GOT
A LIFETIME
TO SPARE,
I'LL TELL YOU...



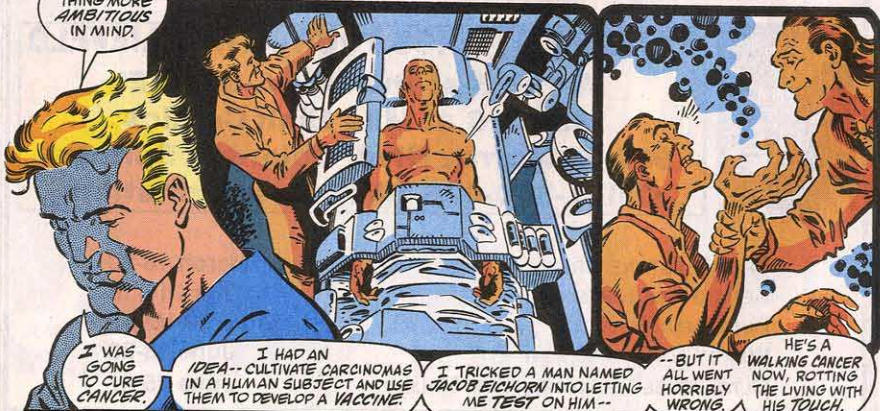
ABBREVIATE IT.
GERALD, YOU WERE
A TOP MEDICAL
RESEARCHER.
WHAT HAPPENED?

OH HH...
AMBITION.
PRIDE. THE
USUAL.

REMEMBER THAT
PROJECT? THE ONE
WHERE WE PAID THE
HOMELESS TO ACT AS
GUINEA PIGS IN A
SEARCH FOR A CURE FOR
THE COMMON COLD?

THE COMMON COLD, ELIAS!
HOW MANY PEOPLE DIE
FROM THAT? HOW URGENTLY
IS THAT CURE NEEDED?

I HAD SOME-
THING MORE
AMBITIOUS
IN MIND.



I WAS
GOING
TO CURE
CANCER.

I HAD AN
IDEA-- CULTIVATE CARCINOMAS
IN A HUMAN SUBJECT AND USE
THEM TO DEVELOP A VACCINE.

I TRICKED A MAN NAMED
JACOB EICHORN INTO LETTING
ME TEST ON HIM--

--BUT IT
ALL WENT
HORRIBLY
WRONG.

HE'S A
WALKING CANCER
NOW, ROTTING
THE LIVING WITH
HIS TOUCH.

THEY SAY YOU WATCH TOO MUCH TV.
THEY SAY YOU SHOULD READ MORE.

OK.

X-MEN ADVENTURES

MARVEL
COMICS

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"WHAT COULD I DO? JACOB'S UNSTABLE NOW. A CURE FOR HIS CONDITION IS YEARS AWAY."

BUT I THOUGHT... IF YOU KNEW WHAT I'D DONE... HOW I'D DIVERTED FUNDS. I COULDN'T TELL YOU.

AND THAT'S WHY YOU LEFT? TO BECOME STYX AND STONE?

BUT WITHOUT SUPERVISION, JACOB BECOMES UNCONTROLLABLE, SLAUGHTERING WITH A TOUCH, TO BUY THE ONLY PLEASURE HE NOW KNOWS.

I'M NOT PROUD OF MYSELF, ELIAS-- BUT SOMEONE'S GOT TO HELP HIM. I CREATED HIM. HE'S MY RESPONSIBILITY.

AS MERCENARIES, WE CAN DIRECT HIS BLOODLUST TOWARD JUSTIFIABLE TARGETS, AND BRING HIM A MODICUM OF PLEASURE.

YOU WERE A GOOD MAN, GERALD, EMPATHIC TOWARD THE SUFFERING OF OTHERS. IT'S HARD TO BELIEVE YOU CONDONE MURDER.

AND YOUR OPULENT LIFESTYLE--?

DON'T JUDGE ME, ELIAS.

YOU NEED HELP, GERALD.

ELIAS...

I DON'T CONDONE IT. I DON'T LIKE IT. BUT WHAT CHOICE DO I HAVE?

THE MONEY WE EARN FROM KILLING GOES TOWARD CURING JACOB'S CONDITION...

I'D LIKE TO HELP YOU.



YOU'VE CHANGED, STONE. IN YOUR EYES I SEE NO MERCY, ONLY MADNESS AND OBSESSION. HOW MANY MONSTERS DID YOUR FLAWED EXPERIMENT CREATE?

BOTH OF US ARE RESPONSIBLE. I KNEW OF YOUR RESEARCH-- I LET YOU TRY IT, BUT I DID NOT KNOW THE RESULT. SO TONIGHT THE THREAT OF STYX ENDS, BY CURE... OR CARDIAC ARREST...



BINGO!

ABOUT TIME
THIS NIGHT
AMOUNTED TO
SOMETHING. EITHER
STYX IS IN THAT VAN
OR SOMEBODY'S
DOING A KNOCKOUT
SPIDER-TRACER
IMPRESSION.

GOING WEST ON THE GEORGE
WASHINGTON BRIDGE, HUH? WELL,
I WAS GETTING TIRED OF THIS
BURG ANYWAY...

WHERE ARE
WE GOING,
MR. STONE?

TRUST ME,
MR. STYX,
AND DO AS
YOU'RE
TOLD.

DON'T I
ALWAYS TAKE
CARE OF
YOU?

IS THIS A
PRISON?!
I DON'T
LIKE THIS
PLACE!

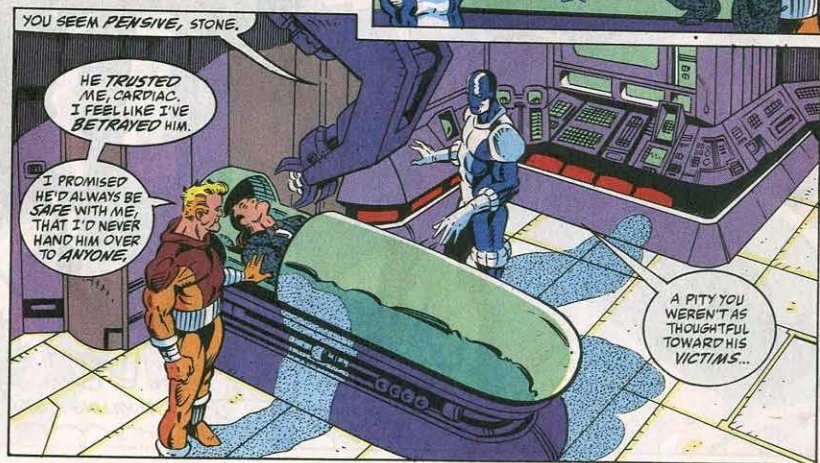
NO PRISON,
FRIEND.

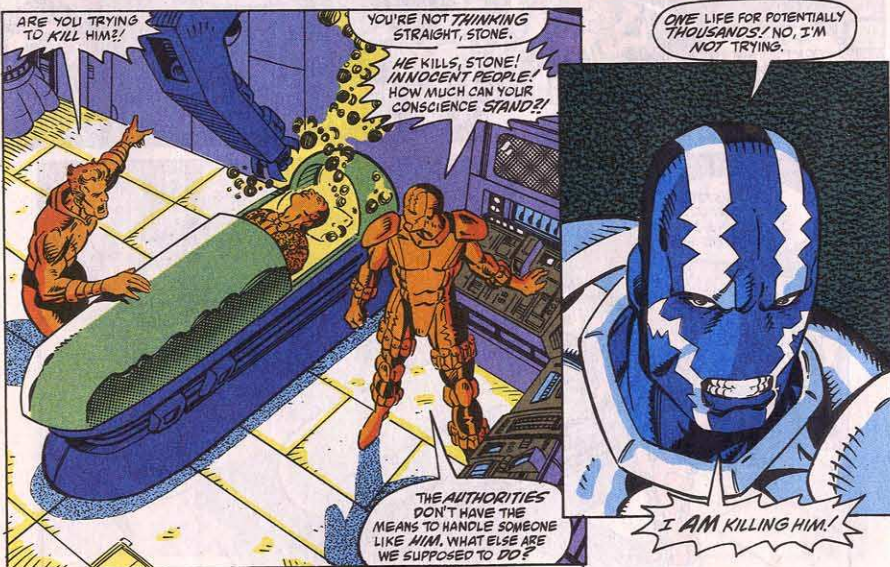
YOUR...
SALVATION.

YOU! I
REMEMBER
YOU!

YOU'RE THE
OTHER ONE
WHO GOT AWAY!

MR. STONE! IS
IT HIM YOU BROUGHT
ME HERE TO
KILL?!









DO YOU MAKE THIS STUFF UP YOURSELF, OR DO YOU HIRE SPEECH-WRITERS?

SPIDER-MAN!

YEAH, LIKE I DIDN'T ALREADY KNOW THAT.

TRYING TO KILL SOMEBODY FOR A CHANGE, huh?

AND IN SO DOING... SAVING COUNTLESS LIVES.

IF STYX IS ALLOWED TO LIVE, DEATH BY HIS HAND COULD REACH PANDEMIC PROPORTIONS. THERE'S NO OTHER WAY.

YOU DO UNDERSTAND?

HMM? ME? OH, SURE. MAKES PERFECT SENSE.

SO WHAT'S NEXT ON THE AGENDA? CONCENTRATION CAMPS FOR MEASLES PATIENTS?

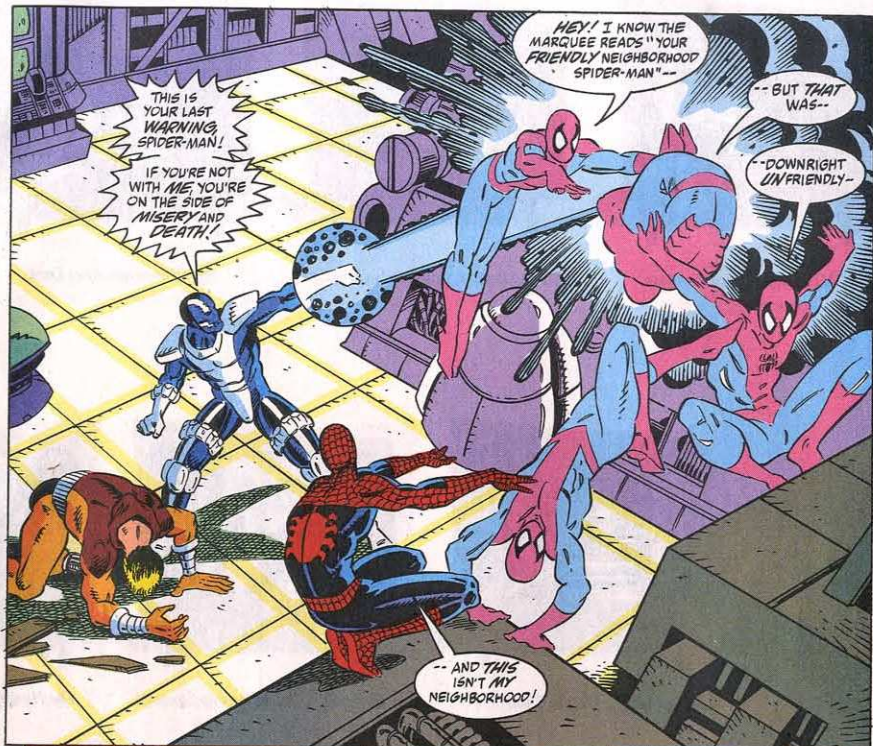
START CROSSING THOSE ETHICAL LINES, PAL, IT GETS AWFULLY HARD TO FIND YOUR WAY BACK.

I KNOW THAT!

...TO KNOW WHO NEEDS KILLING? UH-HUH.

BUT I'VE TAKEN UPON MYSELF THE RESPONSIBILITY--

THAT'S WHAT ALL THE PSYCHOS SAY!





ACME Looniversity, a classic



Showdown at Calamity's Corral



Spook Mansion After Dark



The Mystery Weight Challenge



Furrball's Championship Squash



The Hungry Boy

YOU WON'T FIND THESE LISTED IN YOUR



That's because they're only on your Super NES™! You heard right, buster. 11 brand new adventures so realistic you'll think you're playing an actual cartoon. All your favorites are here. Babs Bunny, Plucky Duck, Dizzy Devil, Montana Max and gazillions of cartoon extras. Each ready to put Buster Bunny's new spin kick and mad dash to the test, as he scurries through 6 stages and 5 subgames packed with tricky traps, mega mysteries and "hare" splitting anvils courtesy of the ACME Anvil Company.





*Looniversity Football on the
ACME Sports Channel*



The Buster Sky Jinx Comedy Special



*Space Opera
(too wacky for Public Broadcasting!)*



Hamton Hour



In Search of: Your Frantic Friends



Plucky Duck's Go-Go Bingo

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Wow! It's a good thing this stuff
is only on your Super NES.
Daytime television isn't ready
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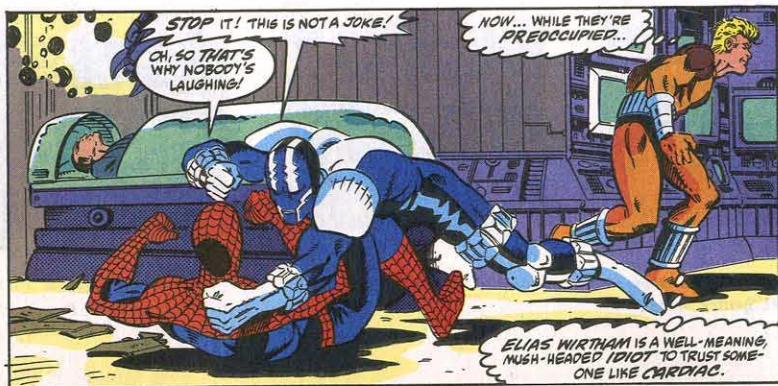


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WE'LL BE LONG GONE BEFORE THEY RECOVER, BUT I PROMISE--

-- NEXT TIME THEY'RE BOTH YOURS!



-- STYX IS TOO DANGEROUS TO ROAM FREE--!

DON'T WORRY, MR. STYX! ONCE THE TURBO-THRUSTERS FIRE--

-- EVEN SPIDER-MAN ISN'T STRONG ENOUGH TO HOLD US.

DON'T FORGET MY WEBBING, SPORT!



WHAT ABOUT YOUR TENDONS? THE CARTILAGE? YOUR ARMS?

I'LL ENJOY SEEING THEM TORN OUT AT THE SOCKETS!



BULLPEN BULLETINS

TOM TALKS

Every time I visit a comic book shop these days, I seem to find some new magazine or book whose sole purpose is to act as an authoritative investment guide for our illustrative industry. These publications, which are springing up faster than Quicksilver on a runaway Pym particle, assign allegedly objective monetary values to comic book back issues. In some cases, they even publish prices on comics which have yet to be printed. These publications define the comics that are hot, and those that are not.

I guess all of these investment guides serve a purpose because an awful lot of people seem to be buying them. However, it wasn't all that long ago when life was simpler — and a bit more enjoyable, in my humble opinion — when the readers used to define a comic's popularity all by themselves. If they liked a certain title, they bought it. 'Nuff said!

I honestly have no problem with any of these guides, nor with those who feel compelled to use them. Whether someone buys comics for pure enjoyment or as a lucrative addition to his stock portfolio is hardly any of my business. As our peerless publisher, Stan the Man, once exclaimed in a letters page of long ago, "Heck, we don't even care if you buy them for the staples as long as you buy them!"

On the other hand, I sincerely believe that our comics are the very best this industry has ever seen. Anyone not reading them is missing out on an incredible, ever-expanding universe of pure entertainment! They have it all — drama, pathos, humor, and even the occasional, odd bit of offbeat philosophy. Many of them also go up in value according to the investment tipsters, but that's really beside the point.

Marvel has often been accused of fueling this speculative investment mentality. OUCH! That really hurts. We started to put enhancements on our covers because we thought the special inks and foils helped to make them look really special. We started putting comics in plastic bags because we wanted to include special trading cards and posters ... and, because so many readers had complained over the years whenever we had simply stapled them into our comics.

Trust me, no true comic book professional ever sits down at the word processor, drawing board, or desk thinking about the prices his or her comics will attain on the back issue market. We're always focused on the story. Is it good, clear, and exciting enough? Will the readers like it? Will it expand the vistas of their imagination? Will they want more?

Speaking for myself, as well as my brothers and sisters in the comics industry, I have a special plea to all of you investors out there. Rip open your bags! Set your comics free! Read them!

If we've been doing our jobs properly, you'll be glad you did!

Thanks for being there,

Tom D.
Tom D.

Wake the neighbors, and phone the kids, as Dave "the 16 million dollar man" Letterman used to say. It's time for another eye-opening Bullpen Page.

Our very own "Professor" James Felder, assistant editor to Hildy Mesnik, was responsible for a few rude awakenings on a recent episode of TV's "Good Day New York" show. Professor Felder, who never talks in his sleep — but he has been known to hum old Bee Gees tunes — is a member of the New York University Pipe Band. Together with two other

actors of our WORLD CHAMPIONSHIP WRESTLING comic (which has been permanently pinned as of issue #12), writer Mike Lackey, and inker Don Hudson. Also on hand were PUNISHER assistant editor Tim Tuohy — who's been working on SLEEPWALKER so long, he could do it in his sleep — and Bullpenner Spencer Lamm — who would prefer it if you touch him in the morning, and then just walk away. Dishing out the award were a couple of dishes who always sleep in twin beds — the world-famous Barbi Twins!

John Romita Jr., who wishes you would wake him up before you go-go — not after — received a write-up in the January issue of *Runner's World* magazine. JRJR said that he uses exercise as a method of dealing with the pressures of tight deadlines. Or, as he put it, "The only thing that preserves my sanity is running." The article describes how a comic book is created from start to finish (and they actually got it right!), and details John's career at Marvel, mentioning his work on such titles as X-MEN, SPIDER-MAN, and DAREDEVIL. Also quoted in the article is running enthusiast/PUNISHER editor Don Daley, who sleeps with one eye open — and one nostril closed.

Clive Barker, whose stories are so scary they could wake the dead, dropped by the Marvel offices recently to check out the ultra-superhero new Barkerverse. Clive met with Epic editor Marc McLaurin, who doesn't know which to smell first when he wakes up — the coffee or the roses. Coming in July are four new Clive-erific titles which promise plenty of badtime stories: HYPERKIND, ECTO-KID, HOKUM & HEX, and SAINT SINER. Marc promises the new books will be "super heroes with a Barkerian twist!" That's enough to give even Pin-Head nightmares!

With all these new books coming out, you may not be able to sleep at night. But that's okay. Like Bon Jovi says, you can sleep when you're dead!

THE BULL'S EYE

by Barry Dutter & Rick Parker



fellow pipers, the Prof went door to door with *Star Trek's* "Scotty," Jimmy Doohan (who's not a bagpiper, but he plays one on TV), waking up everyone they met. "Scotty" was in town to emcee the NY bagpiping festival, and apparently was so impressed by the Professor's playing, that he was inspired to go out and buy a kilt. The Prof was highly critical of Scotty's playing in the movie *Star Trek 2*, commenting, "He may know his way around the Enterprise, but he pipes like a Klingon!"

One guy who never gets up on the wrong side of the mat is wrestling great Paul E. Dangerously, who this past December was awarded Manager of the Year in a star-studded ceremony that put us all in a sleeperhold. In attendance were two of the cre-

makes a shocking discovery about his wife and kids!

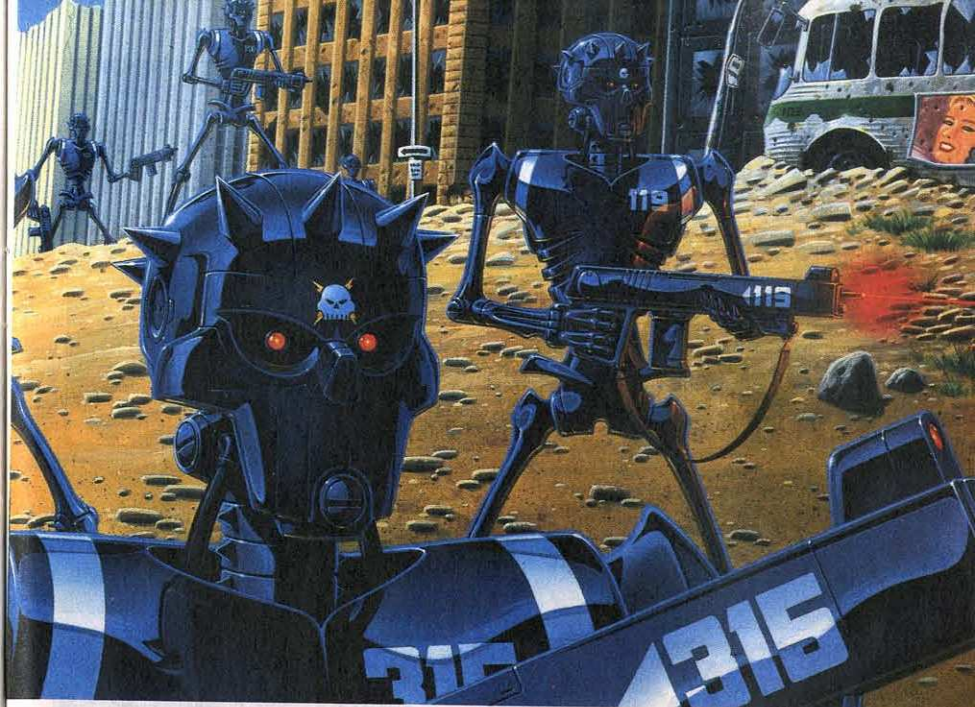
QUASAR #46: It's the all-new Shock Troop to the rescue!
RAVAGE 2099 #6: Ravage's body is changing, and it ain't puberty!
SAVAGE SWORD OF CONAN #209: So savage you'll spew!
SECRET DEFENDERS #3: The thrilling conclusion! Written by Roy "No longer a boy, now he is a man" Thomas!
SILVER SABLE #12: Sable confronts her father, the Senior Sable!

AKIRA TPB #8: It's Otomo-rific!
ALPHA FLIGHT #120: Polybagged with a poster, a pin-up, and a puppy! (Okay, so there's not really a puppy!)
AMAZING SPIDER-MAN #377: What is Cardiac's connection to Styx & Stone?
BARBIE #26: Babysitting is tough! So is fighting a counterfeiting ring!
CAPTAIN AMERICA ANNUAL #12: Introducing the Battling Bantam!
DARKHOLD #8: It's on the best-seller lists — in Hell!
DEATH'S HEAD 2 #6: In full colour!

GHOST RIDER #37: Hark, the Archangel sings...!
GUARDIANS OF THE GALAXY #36: Team up with the Galactic Guardians!
INVADERS #1 OF 4: The greatest heroes of World War 2 are back — with an attitude!
LANCE BARNES: POST NUKE DICK #2 OF 4: "Dick" meaning "private detective," natch!
PENDRAGON 2 #11: Baron Blood and Union Jack fight tooth and nail!
PUNISHER WAR ZONE #15: Frank

SLEEPWALKER #24: We warned Rick — don't switch minds with a Sleepwalker!
WILD THING #2: The Virtual Reality Venom will make your heart sing!
WOLVERINE #69: In the Savage Land with Sauron and Rogue!
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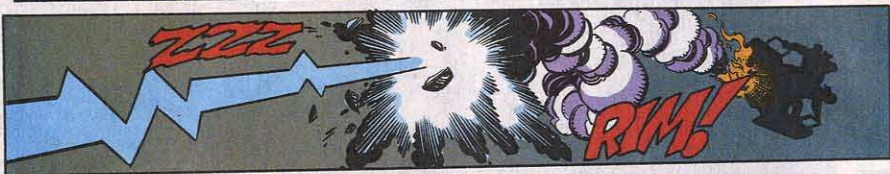
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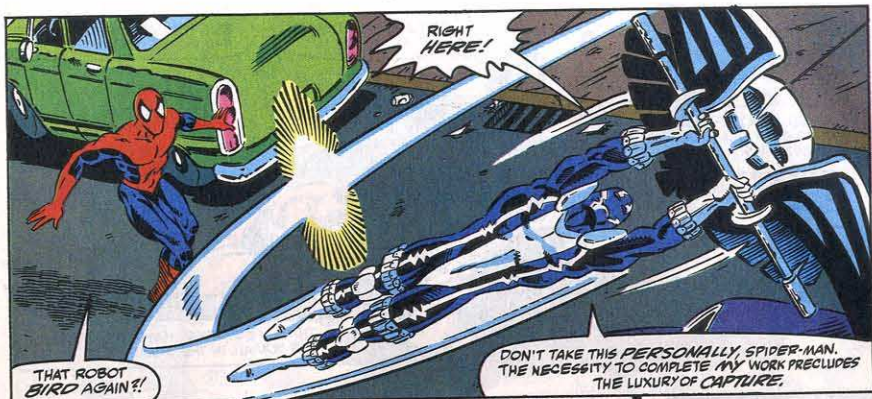
We suggest role-playing games for readers 12 and older.



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RIGHT
HERE!

THAT ROBOT
BIRD AGAIN?!

DON'T TAKE THIS PERSONALLY, SPIDER-MAN.
THE NECESSITY TO COMPLETE MY WORK PRECLUDES
THE LUXURY OF CAPTURE.



BUT I WANT
YOU TO KNOW--

--YOU REALLY
WERE AN
INSPIRATION
TO ME!

RRRRREEEEEEE

THWIP

AH... POLICE SIRENS
SINGING "SPIDER-MAN
GO HOME!" I'LL DO A
QUICK WEB-JOB ON
STYX AND STONE--

GREAT. SOMETHING
ELSE THEY CAN PUT
ON MY TOMBSTONE.

HE'S MOVING TOO FAST--
NOT EVEN TIME TO FIRE A
TRACER TO HIM--!



-- AND THEN BE ON MY WAY. STYX
AND STONE ARE STILL OUT--
THEY WON'T GIVE THE COPS ANY
TROUBLE.

CARDIAC REALLY THINKS HE'S A
GOOD GUY-- BUT YOU ARE
WHAT YOU DO, AND INTENTIONS
DON'T MEAN SQUAT. I HOPE HE
LEARNS THAT SOON.

... BEFORE HE'S LOST ON
THE WRONG SIDE OF
THE LINE FOREVER.

NEXT: MAXIMUM CARNAGE
PART 3! (THE ACTION BEGINS IN
SPIDER-MAN UNLIMITED #1,
ON SALE IN 2 WEEKS! IT ALL
FEATURES VENOM, CARNAGE
AND LOTS O' GUEST HEROES
AND VILLAINS -- IN CASE YOU
HADN'T HEARD!)

THE SPIDER'S WEB

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

DANNY FINGEROTH
EDITOR
MIKE LACKEY
ASSISTANT EDITOR

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

Since we've asked for your suggestions for the ideal cast of the SPIDER-MAN MOVIE, we've been swamped with replies. We can't print all of them, so here are some highlights...

Spider-Man: Keanu Reeves
Mary Jane: Tawny Kitaen
Aunt May: Olympia Dukakis
The Kingpin: Marlon Brando, Telly Savalas
Dr. Octopus: Joe Pesci, Raul Julia
Green Goblin: John Lithgow
J. Jonah Jameson: Dabney Coleman

Fred Schaeffer
P.O. Box 109
Sperryville, VA 22740

Uncle Ben: Wilfred Brimley
Joe Robertson: Robert Guillaume
Green Goblin: Robert Englund
Aunt May: Anna Lee (Lila Quartermain from "General Hospital")

Larry Porter
117 N. Navarre Ave.
Youngstown, OH 44515

Dear Spider's Web,

I like the way your writers and artists work. So far the stories are great. I have just read AMAZING SPIDER-MAN #370 and it was tremendous. But I already know who is behind the invasion of the Spider-Slayers. It is not the Tinkerer or the Foreigner. So I figured out it is none other than Alistair Smythe. I'm surprised that Spidey did not figure it out yet.

One thing I don't like is Mary Jane's smoking habit. I am surprised Peter did not take this too seriously. He is a genius and he should know cigarettes are dangerous.

One last thing, please bring back Carnage. He is truly awesome in that he has no sense of fair play, and he has little or no conscience at all. And he goes after anybody. Since he is so deadly, he can go up against other super heroes and heroines. This would make a great storyline.

So until next time, keep up the good work and Make Mine Marvel!

Edward Grant
972 Sterling Place
Brooklyn, NY 11213-2518

You're going to be very pleased with our "Maximum Carnage" crossover, Edward. It all begins in the first issue of the quarterly SPIDER-MAN UNLIMITED—on sale very soon!

Spider's Web,

I couldn't help it! After reading AMAZING SPIDER-MAN #370, I just had to write! I am especially enjoying the "Invasion of the Spider-Slayers" bi-weekly. The feature stories are good and the artwork is excellent. But what I am truly enjoying are the short segments afterward dealing with Peter's friends, family, and enemies. It really touched me when Aunt May visited Ben's grave. I felt so sorry for young May that I nearly cried. It was beautiful. Mr. DeMatteis should be commended.

Keep up the good work and I hope Spidey

lasts another 30 years!

Brian Wixom
1007 Georgie Court
Crestwood, KY 40014

Oh, come on, Brian! Spidey will last far beyond another mere 30 years!

Dear Danny and Mike,

ASM #370 was another nice continuation of the Spider-Slayers bi-weekly saga. In this issue, I was particularly impressed with both the continuation of Mary Jane's emotional problems, as well as the bit about Spidey's parents. At first I didn't believe they were the genuine article, but now I think they are, at least in their own minds. Or they could be plants by the Red Skull who have been brainwashed into thinking themselves as the Parkers.

Also, I enjoyed the back-up feature in this issue. J.M. DeMatteis is such an excellent writer. Great job featuring his talents here so others will be motivated to check out SPECTACULAR SPIDER-MAN.

James Evans
6621 Sutton Road
Madison, WI 53711

Like we've always said, there's no reason a true Spidey-fan should not be interested in all the Spider-Man titles. We take pride in making sure that it's the same wondrous web-spinner no matter where he appears!

Dear David, Mark, Danny, Mike, etc.,

We got quite a bit out of AMAZING SPIDER-MAN #370. You gave us new, revamped versions of the Scorpion and the Black Cat, the return of the Tinkerer, an especially chilling Spider-Slayer, more of the mystery of Peter's parents, more of Mary Jane's smoking habit (where is this going?), and a thoughtful back-up feature that gave a whole new dimension to May Parker (whom I thought we've loomed since known everything about). Not bad for \$1.25...and (grumble, grumble) seven cents tax.

Anyway, you guys again produced a nice, meaty issue that nevertheless moved along at a nice clip. Keep it up!

Joseph P. Menta Jr.
7704 Delphi Place
Philadelphia, PA 19153

Well, Joseph, we hope the government gives you as much out of that seven cents as we gave you for a dollar and a quarter.

Dear Danny,

Well, he's still amazing after all these years. While the core of "Invasion of the Spider-Slayers" is what I'm enjoying the least, the current storyline is great nonetheless. Issue #370 just left me asking for more.

David Michelinie is crafting a wonderful story here. Yet the Spidey vs. Spidey-Slayer scenes aren't the sequences that I'm amazed about. Rather, it's the personal life of Peter Parker. First, the poor guy's parents are back after all these years. Their tale is of vast interest, but as

far as I'm concerned you should stop putting those hyperbolic blurbs on the cover. They make me think that Marvel is going to cop out and find an incredibly stupid way to say that Richard and Mary Parker are phonies. If this happens, my faith in Marvel Comics will drop to a resounding zero!

Second, the Mary Jane subplot is also very intriguing. It isn't often that a character who the audience once supported starts doing something which that audience will oppose. This is the case with MJ smoking. Peter acts as the typical non-smoker, agitated that his wife has taken up a possibly fatal habit. As this subplot escalates, it can only get more interesting. I'd like to see how, and if, MJ quits.

As always, Mark Bagley's artwork was well done. Mark draws an excellent Spidey and his action sequences are top-notch.

Finally, perhaps the best part of the AMAZING SPIDER-MAN bi-weeklies is the back-up features. J.M. DeMatteis's looks at Spidey's personal life are just fascinating. And while I don't usually care for Aaron Lopresti, his "Aunt May" story was beautifully rendered. I look forward to the back-ups immensely. Keep up the good work, web-slingers!

Joey Marchese
P.O. Box 2197
Union, NJ 07083-2197

The best is yet to come, Joey!

NEXT: AMAZING'S premiere entry into the "Maximum Carnage" madness! After the above mentioned UNLIMITED #1, the action carries over into WEB #101, then returns to this mag for Chapter 3! Venom! Carnage! The all-new villainy of Shriek! Guest-stars and villains galore! Would you even consider missing it???



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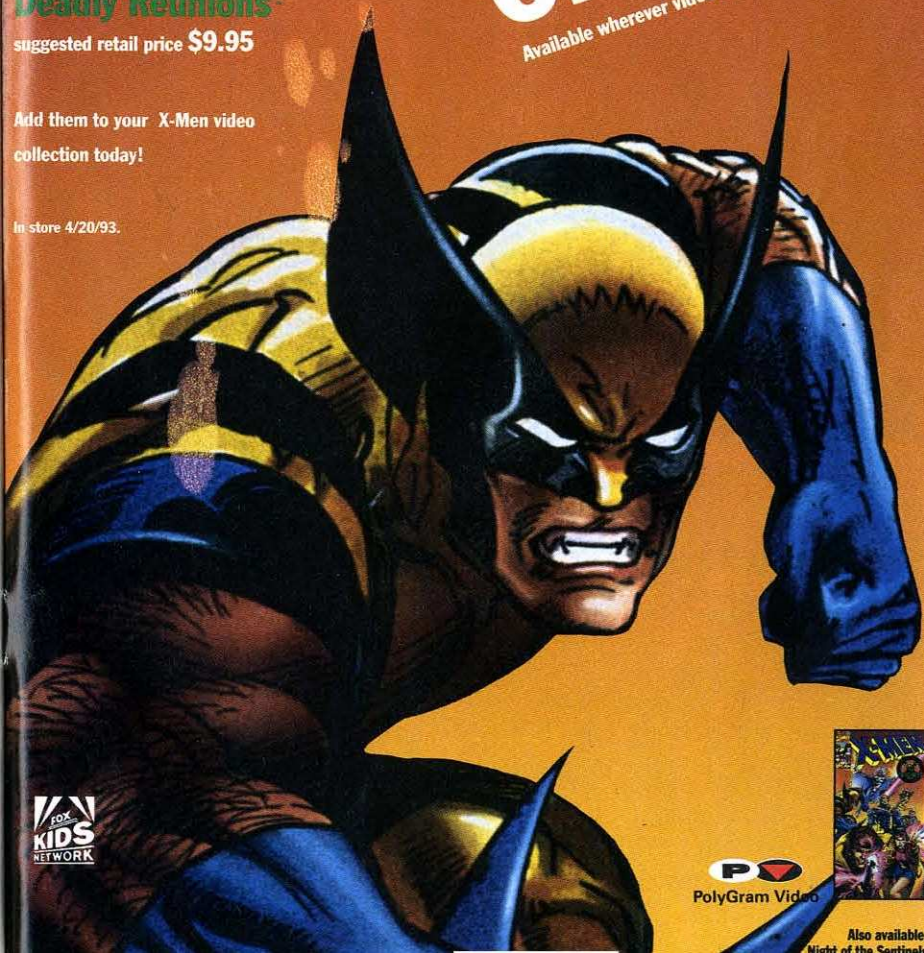
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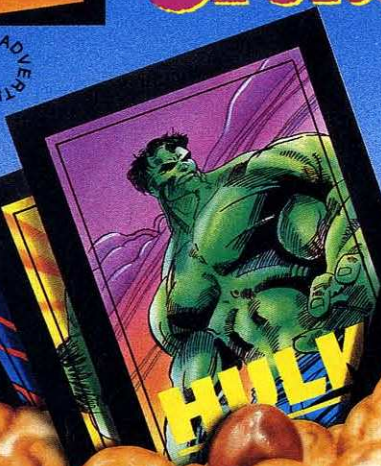
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