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**THE MOST CATACLYSMIC
EVENTS OF SPIDER-MAN'S
LIFE BEGIN IN THIS ISSUE!**

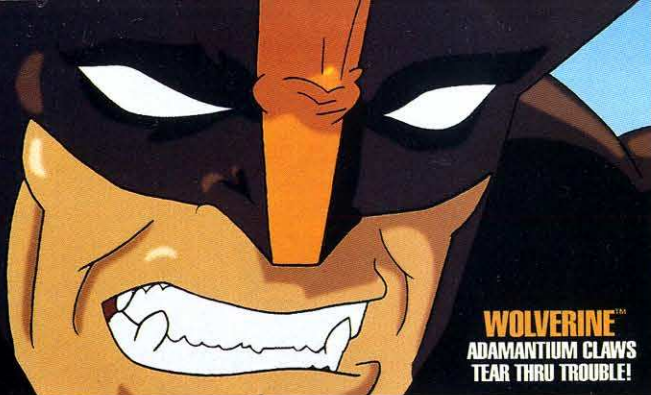
the AMAZING SPIDER-MAN®



**IT ALL STARTS
WITH THE
VULTURE'S
ULTIMATE
REVENGE!**



**DO NOT MISS
LIFETHEFT
PART ONE**



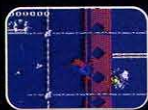
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TEAR THRU TROUBLE!



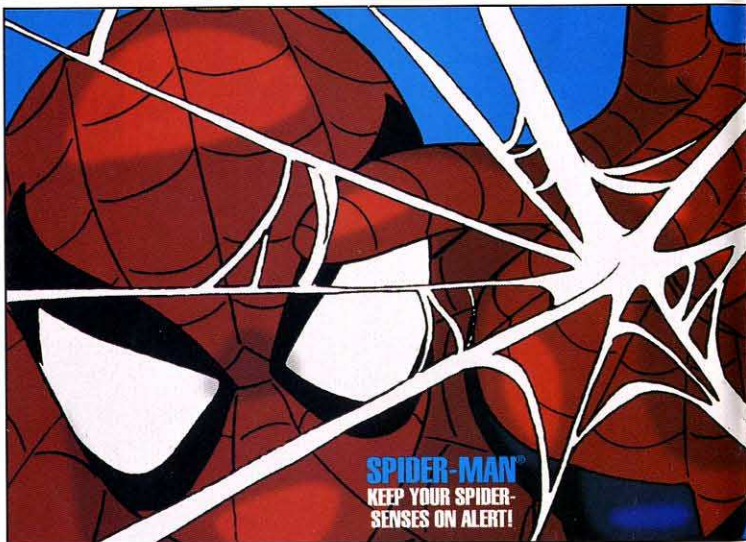
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BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING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

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



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THE WINGS OF AGE!



DAVID
MICHELINIE
SCRIPT
PARKER
& SHARPE
LETTERING

MARK
BAGLEY
PENCILER
BOB
SHAREN
COLOR

RANDY
EMBERLIN
INKER
DANNY
FINGEROTH
EDITOR

TOM DeFALCO, EDITOR IN CHIEF





YESSS!
I'M FREE!

FREE..



--eh?
BLASTED
IMPORTS!

STARTING
TO LOSE
ALTITUDE!
WHERE'S
THE
BOAT--?



Ah!

IT'S ABOUT
TIME!

I WAS BEGINNING
TO FEAR THAT
THE TRUSTEE
I BRIBED LIED
ABOUT HIRING YOU!



DON'T SWEAT IT,
MAN, WE'LL DO
OUR BIT!

BUT WE WANT OUR
MONEY AS SOON AS
WE REACH JERSEY!



YEAH, WE KNOW YOU
GOT THE CANCER, BAD!

WE DON'T WANT
YOU **CROAKIN'**
'FORE WE GET OUR
GREEN!

YOU NEEDN'T
BE CONCERNED!



WHEN I WANTED
TO DIE, SPIDER-MAN
WOULDN'T LET ME!
SO INSTEAD, I'VE
DECIDED TO LIVE...

...FOREVER!

In this game
it's either
them or you.

SOLDIERS OF FORTUNE



Mow down every back-flipping lizard freak in your path. The gold you earn pumps up your speed.



You'll need a partner to watch your butt. Recruit a friend or let the computer back you up.



Use tactics like crossfires and ambushes or the Chaos Engine will turn you into a charred pile of



Available on SEGA Genesis and Super NES

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HoloByte**

WHILE AT THAT MOMENT, AT THE FOREST HILLS RESIDENCE OF MAY PARKER...

THANKS FOR COMIN', MR. PARKER! I THOUGHT *SOMEONE* SHOULD KNOW WHAT'S GOIN' ON!

MR. SCUDDER! YOU ASKED PETER TO VISIT?

SORRY, MA'AM. I KNOW YOU HIRED ME TO INVESTIGATE YOUR BROTHER-IN-LAW AND HIS WIFE, BUT--

WHAT?!

THAT'S RIGHT. AND THEY CHECKED OUT A-OKAY. BUT MS. PARKER HERE INSISTED I KEEP TRYIN'!

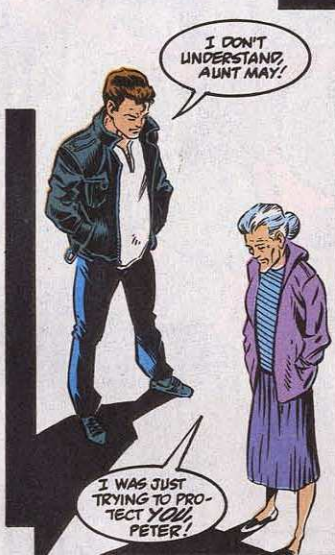
LAST NIGHT WHEN I HAD 'EM UNDER SURVEILLANCE, THE COPS ROUSED ME!

I'M THROUGH!

AUNT MAY? YOU HAD MOM AND DAD FOLLOWED?!

B-BUT, PETER DEAR--

-- I DON'T THINK THEY ARE YOUR PARENTS!



Konami just took your

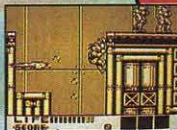
It's time for a change of scenery as Konami takes the TV style adventures of The Turtles, the Tiny Toon Adventures characters and *Batman: The Animated Series* to Game Boy. With no commercials!

Teenage Mutant Ninja Turtles III®—Radical Rescue™ pits the sewer crew against Cyber Shredder, a heinous, hulking cyborg. But first Mike must use a Fortress Map of Shredder's hideout to find the rest of the captured fab four. Luckily, each Turtle has a new special skill for surviving the action. Locate ID cards, keys and power ups in 5 rescue adventures crammed with creeps like Dirtbag, Scratch and Scale Tail.

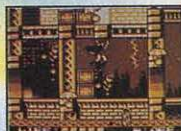
Batman™—The Animated Series is 5 original game episodes of sizzling crime fighting action, each capturing the gritty, urban heroics of the hit TV series. Strategically use *Batman's* grappling hook and *Robin's* ceiling grip to survive the onslaught and escape certain doom. In episodes like "The Green Menace" and "The Chill of a Lifetime" you'll suffer the sting of *Catwoman's* claw, the icy burn of *Mr. Freeze's* frost gun, and *The Joker's* sick sense of humor. Sinister fiends like *The Penguin*, *The Riddler* and other *Gotham City* goons are also out to make this the *Dark Knight's* darkest day.

Tiny Toon Adventures 2—Montana's Movie Madness premieres 4 freaky films directed by that Bad Boy of the Box Office, Montana Max. And he's cast Buster Bunny as the villain! Buster must use new attack moves like the Fast Dash and Freeze Kick to defend his character. Buster's screen test includes action packed scenes in a classic western, a samurai saga, a sci-fi thriller, a creature feature and cool subgames. Ultimately, Buster takes on Max himself and tries to drop the curtain on his movie career.

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required.

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the AMAZING
SPIDER-MAN

HE'S WRONG.

THE NEXT MORNING, AT
AN UPPER EAST SIDE
BROWNSTONE...

OKAY
MARY
JANE--

--I'M ALL
SET!

LET
'ER
RIP!

UPSTAIRS.

HERE GOES, PETER!
THE HIDDEN LOCK'S AL-
READY DISCONNECTED!
I'M SWINGING THE
BOOKCASE OPEN--

--NOW!

REEP

GGHK

---GHEEEKYAAAAGH!



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wrenching TEK WORLD saga.

Look for randomly packed cards autographed
by the TEK WORLD™ creator,
WILLIAM SHATNER and
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* No purchase necessary. See side panel of display
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or LEE SULLIVAN autographed card is 1:1728 packs.

Sometimes it's hard to be a hero



If you're in trouble
or having problems at home
or in school, call:

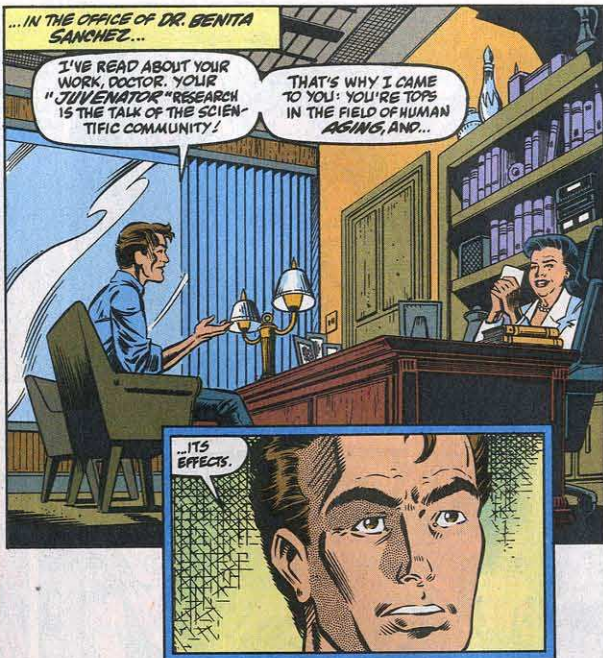
**Boys Town
National Hotline**

Day or night.
The call is free.



1-800-448-3000









BUT WHILE PETER PARKER MAKES A
SWIFT CHANGE TO RED-AND-BLUE...

... AT A LONG ISLAND
SHOPPING MALL --



--HIS
WIFE
IS MERELY
BLUE!

I'M AN ACTRESS,
BLAST IT, NOT A
PITCHMAN!

THIS IS
HUMILIATING--

'SCUSE ME. GOT
SOMETHIN' TA
ASK YA.

YOU WANT AN
AUTOGRAPH?

--HAVING
TO SELL
MYSELF
DIRECTLY
TO THE
PUBLIC!

NAH. WANNA KNOW
WHY YOU DUMPED TROY?
IF HE WAS MINE... I'D
TREAT 'IM RIGHT!

UHHH, ACTUALLY, THOSE ARE
JUST CHARACTERS. YOU
SEE, "SECRET HOSPITAL"
MAY SEEM REAL, BUT--



EMPIRE STATE
UNIVERSITY.

I READ ABOUT YOUR
RESEARCH IN THE PRISON
LIBRARY, DR. SANCHEZ.
THAT'S WHY I ESCAPED.
WHY I CAME HERE!

FROM WHAT I UNDER-
STAND, ALL ONE NEED
DO IS WEAR THESE
TRANSFER GAUNTLETS
THEN TOUCH SOMETHING
LIVING --

--AND THAT
CREATURE'S LIFE,
ITS **YOUTH**, BECOMES
THE WELDERS! **CORRECT?**

THE SUBJECT DONOR
COULD BE RENDERED
OLD INSTANTLY, OR
EVEN KILLED!

I-IT NEEDS
A LOT MORE
TESTING!

THEN BY
ALL MEANS,
DOCTOR...LET
THE TESTS
BEGIN!

I-IN THEORY, YES! BUT
IT HASN'T BEEN TESTED
ON **ALIENS** YET! THERE
COULD BE ADVERSE
EFFECTS!

TESTS?
YOU GOTTA BE
KIDDING!

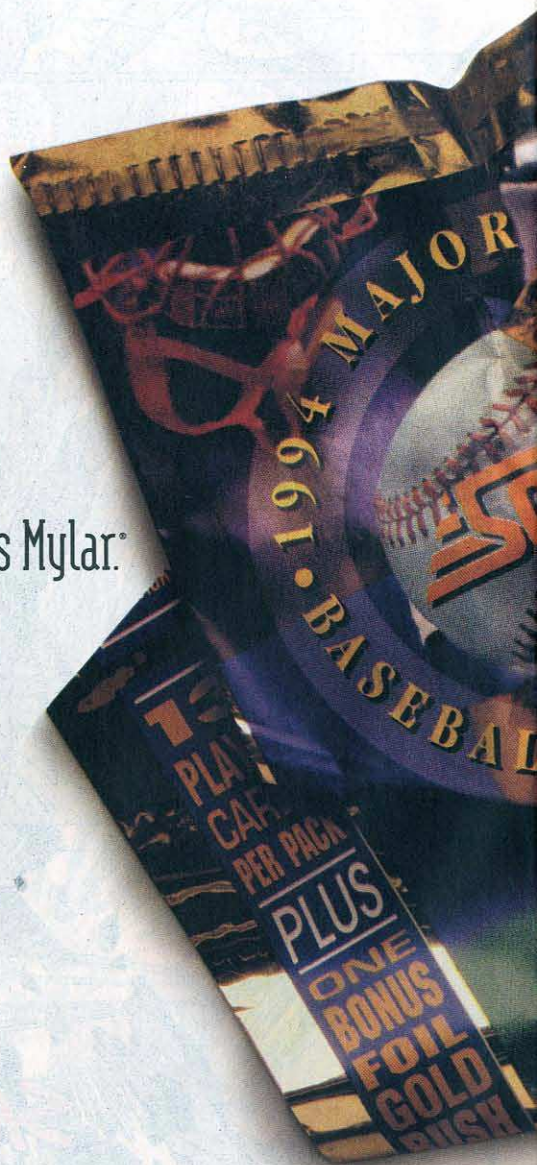
EH--?







He Who Hesitates Eats Mylar.®





Guaranteed Scarce. Limited Production. No Factory Sets. Score® Baseball '94. On Sale Now.







AND THE ONLY WAY HE CAN BECOME YOUNG IS--

--OH LORD! DR. SANCHEZ!



THAT WAS SMART, DOCTOR--CALLING CAMPUS SECURITY WHEN YOU WERE LEFT ALONE!

NOT THAT IT MATTERED IN THE LEAST!



IN FACT, THE GUARDS' UNCONSCIOUS FORMS MAY EVEN PROVE USEFUL. I MIGHT TRY THESE JUVENATOR GAUNTLETS ON THEM...



...IF YOUR LIFE FORCE ISN'T ENOUGH!

M-MADRE DE DIOS--!

LEAVE HER ALONE!

WHA--?

BULPEN BULLETINS

JOEY'S JOINT

Apparently, Mark Gruenwald doesn't think you're getting quite enough of my little drive-by shootings on the information superhighway, so he's asked me to do the equivalent of an "Out of My Head" for this page. Just as well. They've been squeezed out of my letter pages, on account of the big 2099 crossover, *"The Fall of the Hammer!"*

What is so cool about a crossover that I would wanna spend every waking (and, occasionally, sleepwalking) moment at the Marvel offices coordinating this five-issue event? That includes the giant, moosey wall chart showing how each of the characters gets to where, when and how. That includes the long phone calls and faxes from Marvel in NYC to each of the writers (John Francis Moore, San Francisco; Pat Mills and Tony Skinner, England; Peter David, Romania; don't ask) to get everybody to agree to the events on the wall chart. Not to mention my assistant, **Matt Morra**, continually reminding me of the correct spelling of "Krystallin."

So why do you do it? 'Cause it gives us the opportunity to do some really fun things. We got five, no make that, six new villains. We got a brand new locale in the 2099 universe, the floating city of Valhalla, that turns into a battleground almost as soon as it's built. And we've got the chance to bring all the 2099 characters to meet each other for the first time!

That was the especially cool part for Matt and myself: getting to see the artists' renditions of characters they don't normally draw. **Rick Leonardi** did a dramatically different take on the Punisher 2099, and **Tom Morgan** did a wild and wooly Ravage! Both **Grant Miehm** and **Ron Lim** got a chance to draw the whole gang, so we'll see their interpretations of everybody from Doom to the X-Men!

In other words, we do it 'cause it's fun for us. And if we're having a good time, chances are you'll enjoy yourself, too.

"The Fall of the Hammer" shows up in **SPIDER-MAN 2099 #16**, **RAVAGE 2099 #15**, **X-MEN 2099 #5**, **DOOM 2099 #14** and **THE PUNISHER 2099 #13**. If you don't show up, we'll all feel pretty silly talking to ourselves.

JOEP

THE BULL'S EYE by RICK PARKER



This holiday season, there are so many great TV specials on, it's tougher than ever to get out to do your holiday shopping. After all, which would you rather do — wait in line for hours in a crowded department store, or spend the evening relaxing by a fireplace with Billy Ray Cyrus's *Achy Breaky Christmas* Special?

Well, now, through the miracle of television, it is possible to do all your holiday shopping without ever leaving your living room! That's right, we're talking about that mega-convenient home shopping channel called QVC (Quality Viewer's Choice). In recent months, QVC has been offering a cornucopia of comic book merchandise!

Whenever QVC has comics to pitch, they usually like to have a Marveloid doing the pitching! Among the Marvel superheroes who've answered QVC's Quest for Video Champions are **Peter (INCREDIBLE HULK) David**, **Scott (X-MEN) Lobdell**, and **Fabian (pretty much every other Marvel title) Nicieza**. These three gents did their best to sell a variety of products, including our Quite Vivid Comics!

Peter David, who went on QVC primarily to promote his Spock-erific *Star Trek* novel, *Imzadi*, says his impressions of his home shopping debut are "a little hazy, since I was on from one to three in the morning," but overall he found it a "smartly

run, tightly knit organization." Peter finds it amusing that QVC sometimes promotes a product as a limited edition — since, as he notes, "everything in the world is a limited edition! Nothing is infinite!" (Except for the number of titles we can spin off from the X-MEN, of course.)

X-MEN writer **Scott Lobdell's** only TV experience prior to appearing on QVC was as an audience member of the *Phil Donahue Show*. Scott said that he was "inspired by Phil" to try the small-screen himself. First Scott phoned in some questions during a **Stan Lee QVC** appearance, and then followed that up with a live-starring stint of his own on an all-X-MEN QVC extravaganza this past October. Scott's TV debut came on a Monday night, which, as Scott pointed out, meant "I had to slug it out with Murphy Brown, but I was ready for her!"

Scott sees QVC as a launching pad for future screen projects. "I plan to star in the QVC movie," Scott said. "It'll be me and Clint Eastwood trying to sell my CAPTAIN ULTRA Limited Series. It'll be called, 'In the Line to Get Fired!'"

Scott's fellow mutant writer, **Fabian Nicieza**, also put in some time in the QVC studios this past August. Fabes says a QVC appearance is "a good way to promote ourselves and promote our product. We get to reach a new audience." Fabes compares a QVC appearance to the *Oprah Winfrey Show* in reverse: "I like to say that Oprah is a talk show with commercials in between. We're commercials with a talk show in between!"

Fabe turned his appearance into a Marvel infomercial, with a behind-the-scenes look at how comics are created, phone calls from home viewers, and previews of upcoming X-MEN stuff. Marveloids on QVC usually promote the latest issue of whichever comic they're working on, and they can move anywhere from two to five thousand autographed copies in a two hour show.

So if you're looking for an alternative to fighting holiday traffic, unruly shoppers, and snooty store clerks, you may want to consider doing some of your gift-buying at home this year. Operators are standing by!

HYPELINE: ON SALE THIS WEEK

- ☐ **ALPHA FLIGHT #128:** Playin' hardball with the Hardimers!
- ☐ **AMAZING SPIDER-MAN #38:** The Vulture is dying to find a cure for cancer!
- ☐ **AVENGERS LOG #1:** All the states assembled!
- ☐ **BARBIE #3:** A holiday pageant like you've never seen before!
- ☐ **CURSE OF THE WEIRD #3** of 4: Pretty scary stuff, eh, kids?
- ☐ **DRAGON STRIKE #1:** Adapting TSR's role-playing game!
- ☐ **GHOST RIDER #46:** Check out Ghost's sharp new look!
- ☐ **GUARDIANS OF THE GALAXY #45:** The original Starhawk is back!
- ☐ **HARROWERS #3:** Cleopatra and

- ☐ **Marc Antony** — a match made in Hell!
- ☐ **HYPERKIND #6:** Crossover with HOKUM & HEX!
- ☐ **KING ARTHUR & THE KNIGHTS OF JUSTICE #3** of 3: King Arthur rocks! Morgan!
- ☐ **MARVEL X-MEN COLLECTION BY JIM LEE #2** of 3: The card set is now a comic!
- ☐ **MARVEL YEAR IN REVIEW '93:** Scathing self-satire!
- ☐ **MARVELS #2:** You are there in the early days of Marvel! Fully painted yet!
- ☐ **NIGHT THRASHER #7:** Bandit is back — and we don't mean Burt Reynolds!

- ☐ **NOVA #2:** Is Nova's girlfriend a killer?
- ☐ **PUNISHER WAR ZONE #24:** We tore him down ... now we'll build him back up!
- ☐ **QUASAR #55:** Quasar's posse storms the Stranger's planet to rescue Kryptal!
- ☐ **RAVAGE 2099 #15:** Can Ravage defeat the Goddess of Death?
- ☐ **SAVAGE SWORD OF CONAN #218:** Conan the sorcerer!
- ☐ **SECRET DEFENDERS #12:** Thanos assembles a team of Secret Offenders!
- ☐ **SILVER SLAVE #21:** The taking of Beverly Hills!
- ☐ **SLEEPWALKER #32:** Wake up to learn the secret of Sleepwalker!

- ☐ **SPIDER-WOMAN #4** of 4: USAgent guest star!
- ☐ **WILLIAM SHATNER'S TEKWOORLD TPB:** Adapting the novel TEKWOORLD!
- ☐ **TERRARISTS #4** of 4: The terror ends here!
- ☐ **WOLVERINE #78:** Face off with Lady Deathstrike!
- ☐ **WONDER MAN #29:** Spider-Man guest star!
- ☐ **X-Factor #99:** The team is torn apart!
- ☐ **X-MEN ADVENTURES SECOND SEASON 2 #1:** The only comic that has a new first issue every fall!
- ☐ **X-MEN ADVENTURES TPB:** Reprinting the first four issues of season one!



MINE!

AGH! S-SO
FOCUSED ON DR. SANCHEZ,
I IGNORED MY SPIDER-SENSE!
M-MUSCLES LOCKING
UP--!

WHY SETTLE FOR
A SCIENTIST WHEN I
CAN HAVE A SUPER-BEING
INSTEAD?!

NOW,
SPIDER-MAN,
YOUR ENERGY, YOUR
ESSENCE, YOUR VERY
YOUTH WILL
BELONG TO--

—THE
VULTURE!

NEXT ISSUE:

VULTURE TRIUMPHANT

AND SPIDER-MAN LIKE YOU'VE NEVER SEEN HIM BEFORE! THE
BIG CHANGE HAPPENS IN THIRTY DAYS! PLUS: SPIDEY
REVEALS HIS SECRET IDENTITY TO HIS PARENTS!

BE HERE!

THE SPIDER'S WEB

% MARVEL COMICS GROUP

387 Park Avenue South
New York, New York 10016

DANNY FINGEROTH
EDITOR
MARK BERNARDO
ASSISTANT EDITOR

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

In our continuing quest to catch up on our letters, we're running comments on the Cardiac/Styx and Stone story in issues #376 and 377, featuring Jeff Johnson's Spidey pencilling guest stint. We've also got to squeeze in that pesky statement of ownership, so without further ado...

Dear Danny,

I must congratulate Steven Grant on his excellent scripting job in AMAZING SPIDER-MAN #376 and 377. He writes Spidey perfectly; there was more wise-cracking in these two issues than I've seen in a while. With his work here, and his recent three-parter in SPIDER-MAN, Mr. Grant has shown himself to be a fine Spidey writer and I'd love to see him on one of the regular series.

Jeff Johnson did a fine job this month. His work looked much better inked by Randy. I'd like to see more of Jeff on Spidey.

Rol Hirst

Rushgrove Farm

Holt Head, Slaitwaite

Huddersfield, W. Yorks HD7 5TY

ENGLAND

Well, Rol, we hope you've been picking up our sister title, SPECTACULAR SPIDER-MAN, where Steven is completing a well-received run of stories. The esteemed Mr. G. will also be writing the SPIDER-MAN: MUTANT AGENDA limited series, coming your way in January!

Dear Danny and Mike,

AMAZING SPIDER-MAN #377 was nice in that it gave us more development of Cardiac. Almost like the Punisher was to Spider-Man when he was first introduced, Cardiac represents the man who is too consumed with power and takes matters too far into his own hands. The central theme that has guided Spider-Man for so many years now has always been, "With great power comes great responsibility" and there's nothing like seeing this classic theme updated, first with the Punisher, and now with Cardiac.

I'm eagerly awaiting "Maximum Carnage," especially since that Bagley cover you've got at the bottom of the letters page looks so good. The return of Carnage looks to be great, especially since it will put such a strain on Spidey and Venom's new "accord."

James Evans
6621 Sutton Road
Madison, WI 53711

We hope our mega-crossover lived up to your expectations, James. And the theme of responsibility you

cited is ever-present in the Spider-Man mythos... and due to be explored in a big way in our storyline real soon.

Dear Spiderlike people,

I would like to thank you for a great book. AMAZING SPIDER-MAN has always been my favorite Spider-title, perhaps my favorite title of all. Spidey's adventures just keep getting better and better. The artwork seems to be doing the same. Mark Bagley and Randy Emberlin did an awesome job on the cover of #377, and the interior art by Jeff Johnson kept the action going throughout the book.

I would like to ask you a few questions.

1) Will Cardiac get his own limited series or make any more appearances in AMAZING SPIDER-MAN any time soon?

2) Are there any plans for a return appearance by any of Spider-Man's older foes like Doc Ock, Electro, the Vulture, Mysterio, or the Chameleon?

3) How about an appearance by Juggernaut?

4) Are there any plans for Spidey/Hulk, Spidey/Captain America, or Spidey/Darkhawk team-ups?

Nathan Moss

1130 Brenton Drive

Kennesaw, GA 30144

Wow, Nathan, have you been peeking at our plots? We must be making you pretty happy these days! To wit...

1) Cardiac recently was featured in a back-up story in WEB OF SPIDER-MAN (a mag you really should check out if you haven't been...), and he'll be a regular in the upcoming NIGHTWATCH series.

2) Electro was the villain in the recent "Light the Night" trilogy in SPIDER-MAN. Doc Ock returned in the main story in SPIDER-MAN UNLIMITED #3. Mysterio rears his bubbly head in UNLIMITED #4, the Vulture is back with a vengeance this issue, and the Chameleon will be popping up soon, too.

3) Juggernaut took on Venom in the V-Man's recent "The Madness" limited series.

4) AMAZING SPIDER-MAN #381 and 382 guest-starred none other than everyone's favorite gamma-irradiated behemoth, the Hulk!

We aim to please here at Spidey Central!

Dear Spidey's Web,

Please have a talk with the guy who forgot to stamp "Marvel Masterpiece" on the cover of AMAZING SPIDER-MAN #377! This was truly one of the best comics to come out this year and should

be enjoyed by everyone in the country, not just those of us who follow Spidey on a regular basis.

Let's analyze it. Standard \$1.25 comic. No expensive gimmicky cover. Great story and fantastic art, the kind we started collecting comics for in the first place.

That's my equation. You proved it works.

How about a repeat performance?

Steve Perram

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NEXT ISSUE: The Vulture has gained youth and strength from the Juvenator... but what terrible price has Spider-Man paid? And how will it affect his most important decision... telling his parents about his secret identity? The storm clouds are gathering... and Peter Parker's life is nearing a deadly crossroads! Don't miss "Lifethrift," part 2, in ASM #387! (And wait till you see Vulture's new costume!)

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7. Complete address of the headquarters of general business office of the publisher: Same.

8. Full names and complete mailing addresses of publisher, editor, and managing editor: Stan Lee, 387 Park Avenue South, New York, N.Y. Editor: Danny Fingeroth, 387 Park Avenue South, New York, N.Y. 10016. Managing Editor: Mike

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