



INSIDE: THE MOST SHOCKING TURNING POINT  
IN THE SAGA OF PETER'S PARENTS!

# the AMAZING SPIDER-MAN<sup>®</sup>

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APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY



**SPIDEY--  
DRAINED OF  
HIS YOUTH!  
AND LOOK WHO'S  
GOT IT: THE  
VULTURE!**

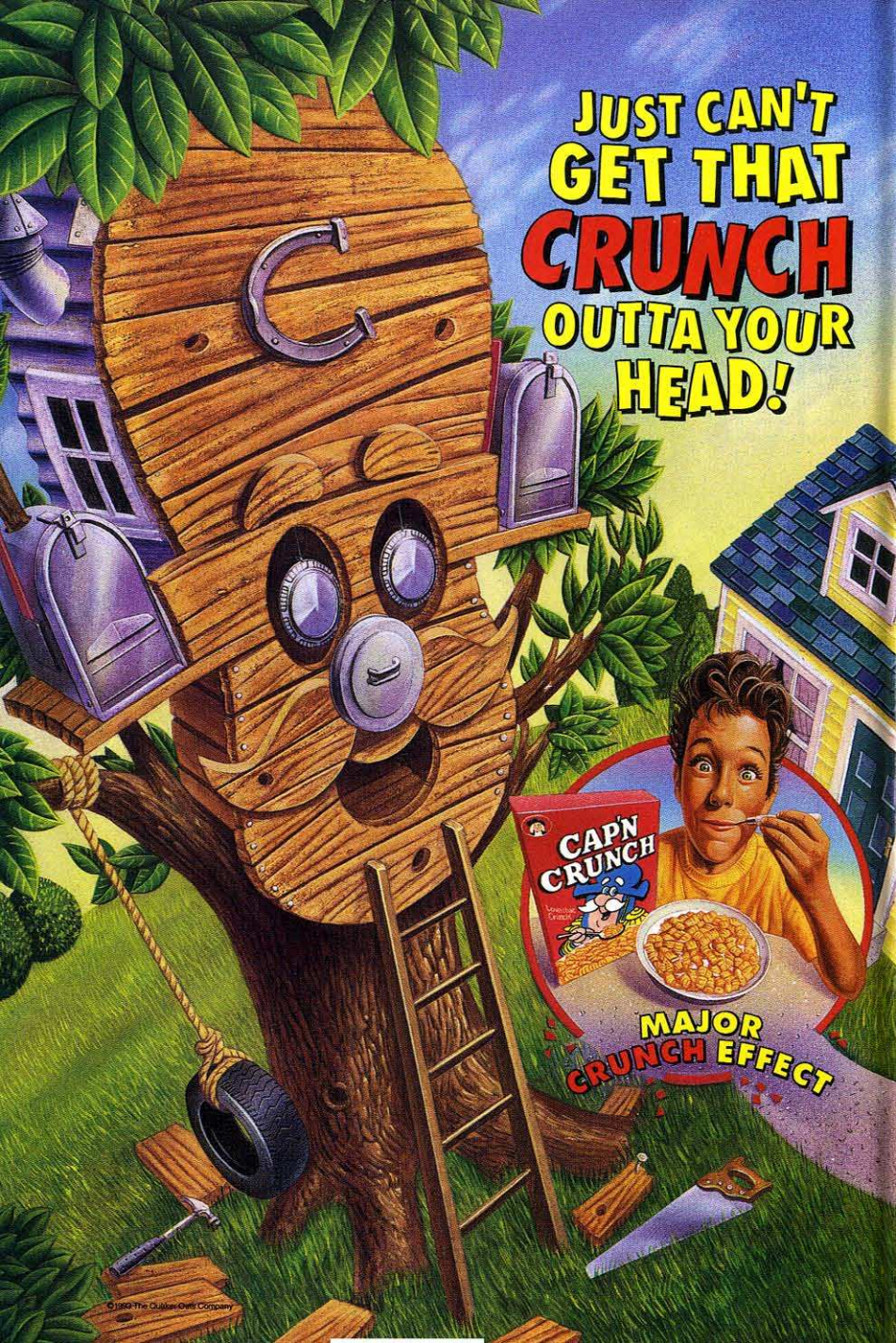
**LIFETHEFT**  
**PART TWO**

BAGLEY/  
RC 93

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JUST CAN'T  
GET THAT  
**CRUNCH**  
OUTTA YOUR  
HEAD!





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

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



THE AMAZING SPIDER-MAN® Vol. 1, No. 387, March, 1994, (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. 10018. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1994 Marvel Entertainment Group, Inc. All rights reserved. Price \$1.25 per copy in the U.S. and \$1.60 in Canada. Subscription rate for 12 issues: \$15.00 U.S.; Canadian subscribers must add \$10.00 for postage and GST #R127032892. 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 DIRECT MARKETING CORP./SUBSCRIPTION DEPT. P.O. BOX 1979 DANBURY, CT 06813-1979. TELEPHONE # (203) 743-5331. Printed in the U.S.A.















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# This couldn't wait 'til the 21<sup>st</sup> century.



## The "X" generation of Mega Man adventures is here. For the first time on the Super NES.

As his last great creation, Dr. Light developed "X"—the first thinking, decision-making robot. Years later, Dr. Cain modifies his design to make thousands of supposedly "harmless" Reploids. That is until Sigma, the most intelligent Reploid of all, decides to lead the others in eliminating all humans from the planet. Now "X" must hunt down Sigma using his all-new arsenal, including the X-Buster and the awesome Emergency Acceleration System. It's the Mega battle of the next century, found only on the Super NES.



"X" uses his X-Buster to save Zero, the leader of the Maverick Hunters from the evil Vile.



When the robotic amoeba glues "X" to the ground, either he shoots or he's stuck.



"X" destroys an enemy submarine fuel tank and things get extremely explosive.

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**CAPCOM**



MEANWHILE...

BETTER!  
MUCH  
BETTER!

MY GENIUS WITH ELECTRO-  
MAGNETISM HELPED  
CREATE A NEW  
COSTUME, NEW  
WEAPONS--

-- BUT IT'S MY  
WILL AND COURAGE  
THAT WILL MAKE  
THE **NEW**  
**VULTURE**  
A GOD OF THE  
SKY!

EH? FEEL...HOT!  
STARTING TO  
TREMBLE! S-SOME-  
THING'S WRO--

--AAAGGGHH!

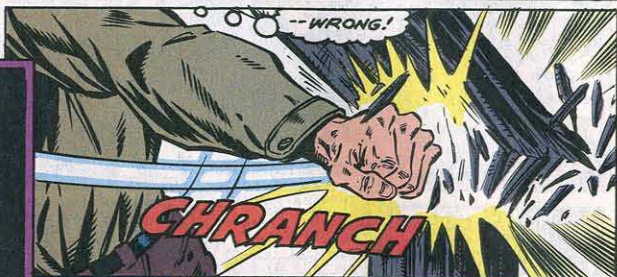
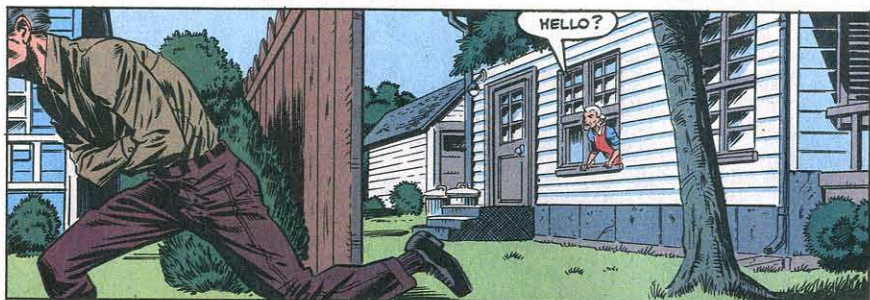


















EMPIRE STATE UNIVERSITY,  
ALMOST AN HOUR LATER.

"WASTED TIME  
TRYING TO CALL  
DR. SANCHEZ!"

"SHE DIDN'T  
ANSWER, AND  
NOW I SEE  
WHY!"

"SOMEONE'S  
TRYING TO  
STEAL THE  
JUVENATOR!"

PUT IT BACK, BOYS! THERE'S  
A WORD FOR WHAT  
YOU'RE DOING!

CAN YOU SAY,  
"ROBBERY"?

SHE DID?  
BUT WHY--

YOWK!  
THE VULTURE!

AT  
LEAST,  
I THINK  
IT IS--!

TRY  
"DOIN' OUR  
JOB," PAL!

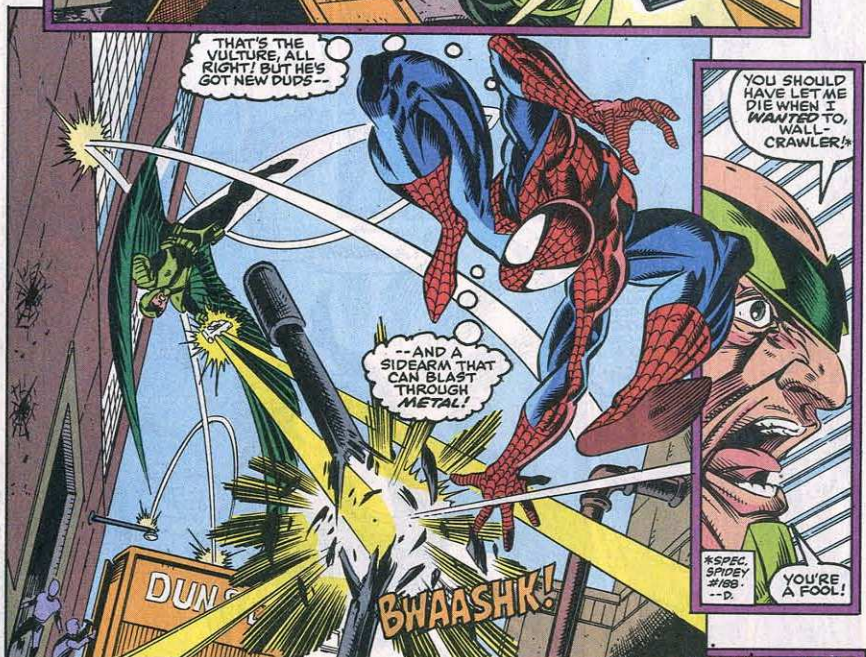
YEAH, DOC  
SANCHEZ  
AUTHORIZED  
THIS TRANSFER!

--UH-OH!  
SPIDER-  
SENSE  
TINGLING!

SPYANG!

SPYANG!











ADV. OF CAPT. AM-1 4  
2-4  
2-4  
ALF 1-50  
ALLEN LEGION (1984)  
1-50  
ALLEN LEGION (1987)  
1-50

ALPHA FLIGHT  
1-17, 22, 35, 42  
35-50, 51-52, 53-54  
35-50, 51-52, 53-54  
35-50, 51-52, 53-54

ANTHONY TALES  
25 1ST DEATHLOCK  
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DEATHWAVE (OP. DECK) CARDS  
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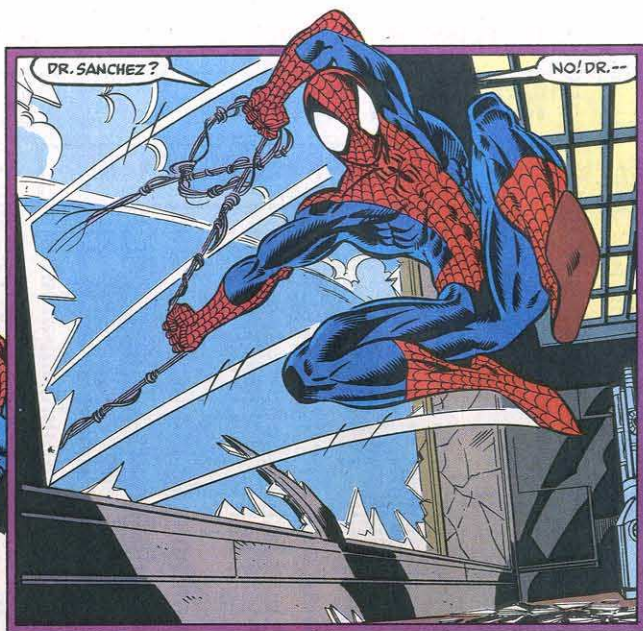
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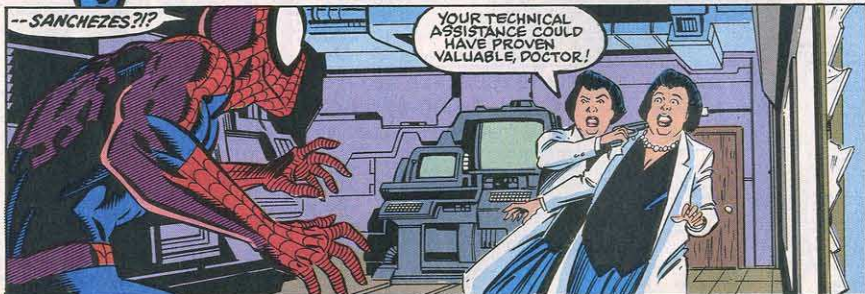
NUTS! HATE  
LETTING THE  
VULTURE GO  
BUT IF SOME-  
ONE'S IN  
DANGER...!



DR. SANCHEZ?

NO! DR.--

--SANCHEZES?!?



YOUR TECHNICAL  
ASSISTANCE COULD  
HAVE PROVEN  
VALUABLE, DOCTOR!



BUT NOT IF I  
DON'T GET AWAY!  
THEREFORE...



...AU  
REVOLR!

KREEEESH  
SH





DOC, YOU CAN COUNT ON IT!



# BULLPEN MARVEL Comics BULLETINS

## QUESTION OF THE MONTH

**M**usic, it is said, has charms to soothe the Bouncing Beast. Well, it also does a pretty good job on our Marvelous scripters and sketchers.

To initiate our all-new Question of the Month Feature, we thought we'd ask a bunch of Marveloids the following question: "What kind of music do you listen to when you are doing your work?"

Here's what they had to say. **INCREDIBLE HULK** inker **Cam Smith** likes to really pump up the volume when he works. Cam said he likes "The Ramones ... or anything loud like that!"

**EXCALIBUR** editor **Suzanne Gaffney** has musical tastes as diverse as the Knights of the Round Table. Suzanne goes for everything from Queen Latifah's "Nature of Sista" to k.d. lang's "Ingenue."

**Bullpenner Steve Bunch** targets "King Missile or Gwar." Another **Gwar** fan is **BEAVIS AND BUTT-HEAD** writer **Mike Lackey**, who also flips for "Frank Zappa or the Ramones" but the music Mike plays most frequently is the mo' better jazz of Miles Davis!

New **X-FORCE** penciler **Tony Daniel** prefers the Fab Four. As Tony put it, "I've always listened to the Beatles, ever since I was a kid.

Unless I'm in a hurry to meet a deadline. If I really need to get pumped up, then I tune in to a local jazz station and it really gets my pulse pounding!"

**PINHEAD** editor (no insult intended) **Tom Daning** said it was easy to pin down his answer. Tom listens to no music when he works! Tom said, sternly: "I listen to Howard Stern and nothing else!"

**TRANSFORMERS: GENERATION 2** artist **Manny Galan** — whose drawing table can transform into a turntable — listens to music for inspiration. His

choices are "the Smiths and the Cure." (Everybody make sure you listen to what the Manny said!) **TRANSFORMERS: GENERATION 2** back-up artist **Derek Yaniger**, who is not a robot in disguise — goes for "really grungy, heavy, hardcore stuff — Gwar, Nirvana. I like my music beefy and extra-meaty!"

Assistant editor **James Felder** tries to keep up with the times. Pondering the Prof, "I like to listen to some of the hip, swingin' rock and roll the kids are into these days. I really dig that crazy new sound!"

**BARBIE FASHION** artist **Barb Rauch**, like Tom Daning, works in a music-free zone. Said Barb, "I watch trash TV, and reruns, and cartoons — I'm enjoying *Animaniacs* right now!"

**BARBIE** inker **Mario Capaldi** said "My favorite music is opera, being as I'm Italian. But I really like anything, as long as it's good. I like songs that prove to stand the test of time ... songs by people like Simon & Garfunkle, Creedence Clearwater Revival, and the Eagles."

Staff colorist **Paul Becton** said that when he starts slapping down some hues, he likes to groove to the sounds of "big band jazz."

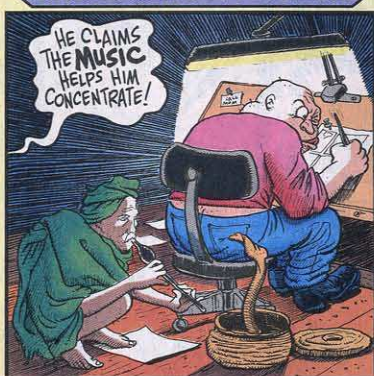
**UNCANNY X-MEN** inker **Dan Green** is quite an uncanny musician himself — he plays the electric guitar, electric bass, and blues harmonica. For his listening pleasure, Dan prefers "chamber music — string quartet or piano. Bach's Goldberg variation." Dan used to play professionally, but now finds "it's a lot nicer working at home than working in bars!"

Paste-up guy **Peter Cooper** (or, "Paste-up Pete," as he's known in these parts) is partial to "any of the Seattle invasion people — Pearl Jam, Alice in Chains, Temple of the Dog. I listen to a lot of different things, but mostly rock and roll."

Finally, no page on music would be complete without a word from rock 'n' roll editor **Mort Todd**, who said, "I listen to Japanese horror movie soundtracks, especially Ghidrah the Three-Headed Monster. Also, since I'm the rock editor, I like to hear soundtracks of Godzilla throwing rocks at stuff!"

Till next time, keep on rockin' in the free world!

## THE BULL'S EYE BY RICK PARKER



## HYPE BOX

You remember last year's **THE TRIAL OF VENOM** benefit comic Marvel did to raise funds for the National Committee to Prevent Child Abuse? Sure you do. Well, this year we've tapped Peter David and Jim Craig to produce another sensational one-shot for the NCPA, this one entitled **THE HULK vs. VENOM!** Available by mail order only, the 32 page

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- **X-MEN ADVENTURES SECOND SEASON #2:** You get Morph for your money! By Macchio/Wildman/Abrecht!
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I HAVE AN UNSSETTLING IDEA WHO THE **BOGUS** SANCHEZ WAS! BUT THAT TRUCK WITH THE TRACER IS OUT OF RANGE OF MY SPIDER-SENSE!

FORTUNATELY, I CAUGHT THE LICENSE NUMBER, WHICH LEAVES ME--

"--ANOTHER OPTION!"

YOU'RE RIGHT, PETER--

--AS A CRIME REPORTER, I HAVE CONTACTS AT THE N.Y.P.D. I COULD CALL IN SOME FAVORS, GET THAT NUMBER TRACED FOR YOU.

BUT IT'LL TAKE TIME. SURE YOU DON'T WANT TO TELL ME *WHY* YOU NEED IT?

SORRY, BEN. CONFIDENTIAL. AND THANKS.

I'LL BE BACK FOR THE INFO IN A LITTLE WHILE.

AFTER I DO SOMETHING I *SHOULD* HAVE DONE LONG AGO!







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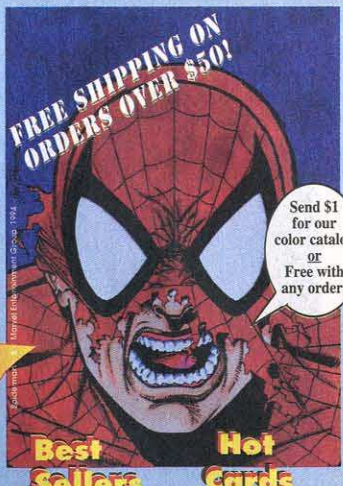
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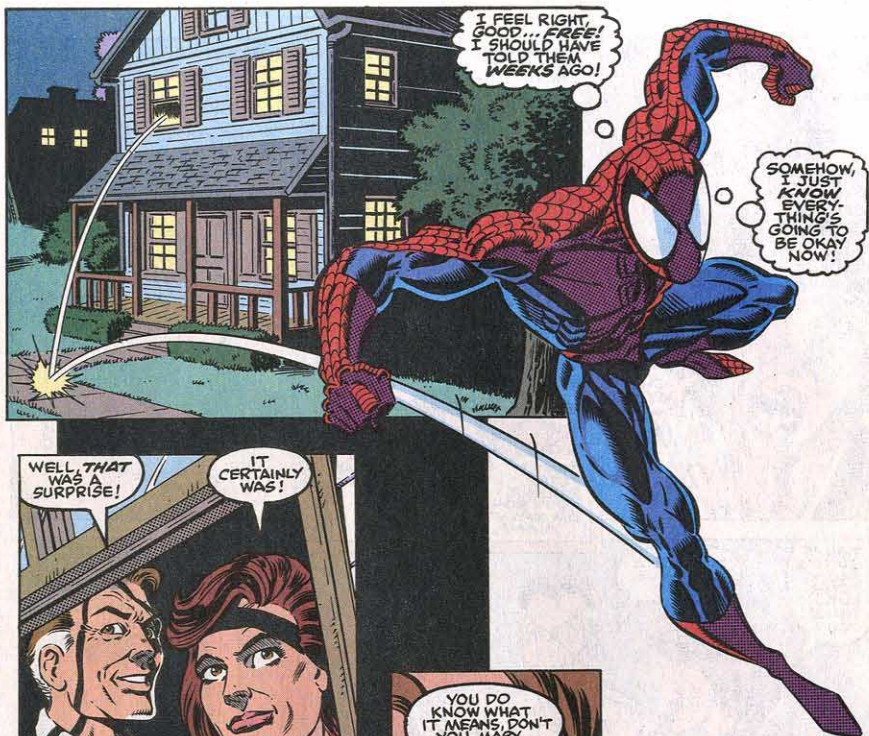
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# THE SPIDER'S WEB

% 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.

Well, we're still scrambling to bring our letters page up-to-date, so we're gonna run your comments on AMAZING #s 378 and 379 this month, and try to keep our mouths shut as much as possible...

Dear Spider's Web,

I just finished reading AMAZING SPIDER-MAN #378 and almost died from excitement! Bagley and Emberlin are doing beautiful work on this comic! I love the idea of all the spider-persons in an all-out slugfest!

"Maximum Carnage" has got to be the longest and most action-packed storyline I've ever seen! I love it!!! I have the first three parts of this storyline and I can't wait for the other eleven.

I would like to see appearances by Wolverine, Gambit, Ghost Rider, Jubilee, Punisher, Cable, Shatterstar, and Bishop.

Jon-Michael Scherf  
1468 Shore Drive  
Bronx, NY 10465

Check out SPIDER-MAN: THE MUTANT AGENDA #1 (now on sale) for some of those X-type folks you mentioned. As for Punisher, we hope you didn't miss SPIDER-MAN #32-34!

Dear Danny,

SPIDER-MAN UNLIMITED #1 provided a great start, WEB #101 was decent, too, but AMAZING #378 really got "Maximum Carnage" moving. The more-than-superb creative team of Michelinie, Bagley, and Emberlin made this chapter the best yet.

I usually like to give constructive critiques about the issue at hand, but all I have is praise for this one. I have always been a big fan of David's IRON MAN stories, and was more than delighted when he took over AMAZING after Tom DeFalco's run. However, during the Erik Larsen reign, the writing didn't seem as crisp. But now, with "Maximum Carnage," the writing is back up to its normally high levels. This issue, David and Mark made the grisly deaths even more terrifying by not showing the action to the audience. Our imaginations were provoked enough to fill in the blanks. Bravo!

And what else can be said about Mark and Randy's team effort? They even outdid Ron Lim in making Shriek extra sexy. (And believe me, I'm a big Ron Lim fan!). Can't wait for Felicia's return... Mee-oww!

Joe Kucharski Jr.  
(Address withheld by request)

As Alfred Hitchcock showed us in *Psycho*, Joe, when it comes to gore and terror, less can definitely be more. Glad you agree.

Dear Spider's Web,

I just received ASM #379 and I loved it. I was starting to give up on Marvel Comics, and decided that after my subscriptions ended, I would stop buying them. Then I heard about the "Maximum Carnage" storyline, and I'm hooked again! I love the artwork. Mark Bagley is at his best in these pages. I hope he stays on Spider-Man for a long time. Also, I have a few questions for you:

1) I heard that Jae Lee is gonna do art for one of the Spider-books. Which one?

2) Are there plans for Shriek in the future?

3) Will there be a Carnage vs. Venom limited series in the future?

4) For some reason, I know Dagger's still alive, so is there going to be a new CLOAK AND DAGGER series soon?

I can't wait for the next issue. Keep up the great work!

Tim Sluga  
9671 South Fox Run  
Oak Creek, WI 53154

Thanks, Tim. To answer your questions...

1) Jae did SPIDER-MAN #s 41-43, still on sale if you're lucky!

2) You bet! Shriek is featured in a major role in next year's WEB OF SPIDER-MAN ANNUAL, and then she'll be appearing in this very mag, starting in just a few issues!

3) Venom has his own series of limited series. Whether or not Carnage shows up in one of those, only time will tell... but we wouldn't be surprised if he does!

4) No plans for a new CLOAK AND DAGGER series, but that's ultimately up to you! Write in and convince us, C & D fans!

Dear Web-Heads,

Issue #379 was terrific! Mark Bagley's artwork and David Michelinie's story were both great! There was only one problem, the same as in all the "Maximum Carnage" chapters: too many people killed! But other than that, the storyline has been great, and the villains you've brought together make a good team. I like the idea of bringing in Deathlok, and all the other heroes fit in well, too. Having Carrion join Carnage's group was a good idea. With his decaying touch, he fits in perfectly. Just one question, though. Are you going to bring Dagger back? Cloak needs her for his teleporting ability. So until Carnage gets on "Regis and Cathy Lee," Make Mine Marvel!

Michael Siuta  
487 Homestead Place  
Union, NJ 07083

Actually, we've always thought Cletus Kasady would make a good guest for *Geraldo*...

**NEXT ISSUE:** It's the giant-sized final chapter of "Lifeforce," and the ultimate conclusion to the saga of Peter's parents! Who are they? What do they want? What role will they play in Spider-Man's showdown with the new Vulture? And who is that janitor, anyway?! All the answers next month, in a tale that will shake Spider-Man's world as it has never been shaken before! Trust us! If you're even considering missing this one, there's no hope for you! It's David's last regular issue of AMAZING, and he's going out with a bang, in an issue that also includes an untold tale of *Venom*! Be here for the end of an era... and a deadly new beginning!

THE SPIDERVERSE IS EXPANDING!

There's so much exciting stuff coming up in the lives of Spider-Man's friends and foes, even four monthly titles can't contain them! Be on the lookout for these new series and limited series debuting next year...

**January:** SHROUD #1 of 4, by Mike W. Barr, M.C. Wyman, and Malcolm Jones III

**February:** NIGHTWATCH #1 by Terry Kavanagh, Ron Lim, and Al Milgrom

**March:** ANNEX #1 of 4, by Jack C. Harris, Walter McDaniel, and Matt Banning

**May:** BLACK CAT #1 of 4, by Terry Kavanagh, Andrew Wildman and Stephen Baskerville

**June:** WEB OF DOOM #1 of 3, by Jack C. Harris, Scott Kolins, and Sam De La Rosa

**July:** SOLO #1 of 4, by Eric Fein and Ron Randall

**September:** PROWLER #1 of 4, by Carl Potts and Bill Reinhold

**October:** SPIDER-MAN: EUREKA #1 of 3 by Ann Nocenti, and Malcolm Jones III

**November:** PUMA #1 of 4, by J.M. DeMatteis, Sal Buscema, and Tom Palmer



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### FANTASTIC FOUR #387

YOU'LL JUST DIE IF YOU MISS PART 1 OF "NO ONE GETS OUT ALIVE." LOOK FOR THE DIE-CUT COVER TO THIS ISSUE THAT BEGINS THE END OF AN ERA FOR THE ORIGINAL FANTASTIC FOUR. BY TOM DEFALCO, PAUL RYAN AND DANNY BULANADI.

### AMAZING SPIDER-MAN #388

LAST ISSUE'S STARTLING REVELATIONS TURN TO TRAGEDY AS SPIDER-MAN'S PUT THROUGH THE GREATEST EMOTIONAL ROLLER COASTER OF HIS LIFE. SELLING TICKETS ARE THE CREATIVE TEAM OF DAVID MICHELINIE, MARK BAGLEY AND RANDY EMBERLIN. 64 PAGES. FOIL-EMBOSSED COVER.



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## NORTHSTAR #1 OF 4

SIMON FURMAN, DARIO CARRASCO JR. AND IAN AKIN TAKE NORTHSTAR OUT OF THE ASHES OF ALPHA FLIGHT AND INTO A GLOBE-SPANNING SOLO LIMITED SERIES.



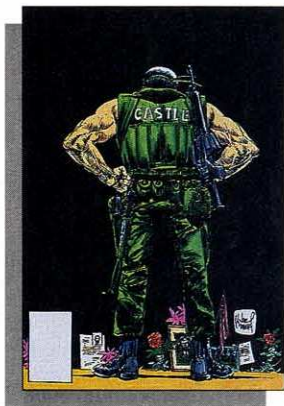
## PUNISHER IN 'NAM: FINAL MISSION

AFTER A U.S. B-52 IS SHOT DOWN IN 'NAM, FRANK CASTLE AND TROOPS STAGE A TERRIFYING RESCUE ATTEMPT. THIS ISSUE ALSO DESCRIBES THE CRUCIAL EVENTS THAT LED TO THE DEATH OF FRANK'S FAMILY AND BIRTH OF THE PUNISHER. BY DON LOMAX AND ALBERTO SAICHANN. COVER BY THE LEGENDARY JOE KUBERT.

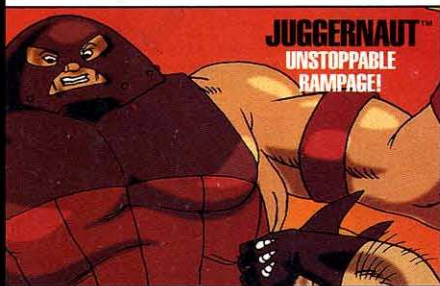
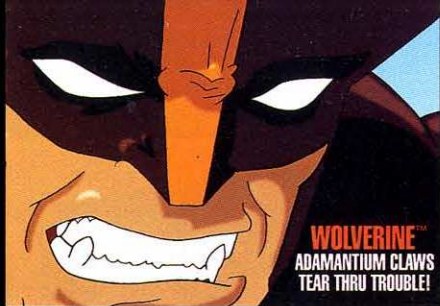


## NIGHTWATCH #1

AFTER LIVING IN SECLUSION ON A REMOTE ISLAND, NIGHTWATCH HOPES HE'S BACK IN TIME TO SAVE HIS FUTURE. BUT WITH A DANGEROUS NEW VILLAIN, BARRAGE, RUNNING RAMPANT IN THE STREETS OF NEW YORK AND A CLASH WITH SPIDER-MAN, IT LOOKS LIKE HE'S HISTORY. BY TERRY KAVANAGH, RON LIM AND AL MILGROM. AND WITH A SPECIAL PRISMATIC FOIL TREATMENT, EVEN THE COVER'S AHEAD OF ITS TIME—WATCH FOR IT.







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