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# *the* **AMAZING SPIDER-MAN**

## **LIFETHEFT**

**THE FINAL CHAPTER**



BAGLEY/IRK 93

## **TRIUMPH...AND TRAGEDY!**

DIRECT EDITION



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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®**

AN ISOLATED  
ESTATE IN  
NORTHWESTERN  
NEW JERSEY.

DOES  
THIS LOOK  
LIKE I'M  
A HELPLESS  
OLD MAN?

DOES  
IT?

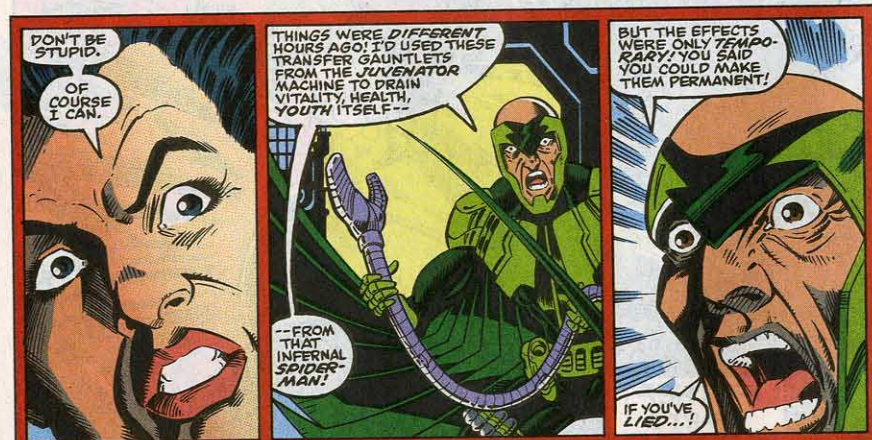
LIFETHEFT  
PART 3

# The SADNESS OF TRUTH

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THE AMAZING SPIDER-MAN® Vol. 1, No. 388, April, 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. 10016. 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 \$2.25 per copy in the U.S. and \$2.85 in Canada. Subscription rate for 12 issues: \$15.00 U.S.; Canadian subscribers must add \$10.00 for postage and GST. GST #R127032852. Foreign: \$27.00. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue and the distinctive likenesses thereof) is a trademark of MARVEL ENTERTAINMENT GROUP, INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING CORP./SUBSCRIPTION DEPT. P.O. BOX 1979 DANBURY, CT. 06813-1979. TELEPHONE # (203) 743-5331. Printed in the U.S.A.











MANHATTAN.

I'M SORRY, MARY JANE--

-- BUT I TOLD MOM AND DAD THAT I'M SPIDER-MAN!

I WANTED TO TALK IT OVER WITH YOU FIRST, BUT I WAS ABOUT 70 YEARS OLD AT THE TIME, AND YOU'D JUST BEEN SHOT AT!\*

I FIGURED THE COMBINED STRESS MIGHT BE TOO MUCH. I HOPE... WELL... ARE YOU OKAY WITH THIS?

I GUESS WE ARE MARRIED, AND THAT MEANS SHARING.

BUT IT ALSO MEANS LINDER-STANDING.

AND TO QUOTE OUR MARRIAGE VOWS, PETER: "I DO!"

THANKS, HON. I'D BE LOST WITHOUT YOU!

BUT I'D BETTER GO CHECK ON AUNT MAY.

\*SEE WHAT HAPPENS IF YOU MISS AN ISSUE! --DANNY

I HOPE IT'S NOT ALZHEIMER'S DISEASE, BUT SHE'S SO FIXATED ON MOM AND DAD BEING SPACE ALIENS OR SOMETHING!

I WANT HER TO TAKE SOME TESTS TO FIND OUT IF THERE'S ANYTHING PHYSICALLY WRONG.

BOY, DID I PICK A TOUGH TIME TO GIVE UP SMOKING!

WHERE'D I LEAVE THAT "JUICYFRUIT"??



NEW JERSEY...



AS I  
TOLD YOU  
BEFORE,  
ADRIAN--



--I'VE WORKED  
ON SYNTHESIZING  
LIFE ENERGY  
FOR SOME TIME  
NOW, BECAUSE  
OF THAT--



"--I'VE KEPT TABS, DIS-  
GUISED AS A JANITOR.  
ON DR. BENITA SANCHEZ.  
I THOUGHT HER FIND-  
INGS IN LIFE FORCE  
STUDIES MIGHT AUG-  
MENT MY OWN."



WHEN I  
WITNESSED YOU  
COMMANDEERING  
HER JUVENATOR  
DEVICE, I THOUGHT  
YOU MIGHT MAKE  
A GOOD ALLY--

--FOR WHEN  
I BECOME  
THE REIGNING  
CRIME LORD  
OF NEW YORK!

AND  
WHY  
SHOULD  
I HELP  
YOU?

BECAUSE I CAN  
GIVE YOU WHAT  
YOU WANT:  
YOUTH AND  
HEALTH!

... FOR ABOUT  
THREE HOURS! AND  
LOSING IT AGAIN  
IS TORTURE! IS  
THAT WHAT YOU  
OFFER?

ARE YOU  
REALLY  
THAT DENSE?  
CONSIDER:

--ARTIFICIAL  
LIFE?



I  
HAD  
THAT...

JUVENATOR  
TECHNOLO-  
GY IS AN  
ARTIFICIAL  
PROCESS!  
SO MIGHT IT  
NOT WORK  
MORE EFFI-  
CIENTLY BY  
DRAINING--





In 1876 **Alexander Graham Bell** created the telephone.



In 1879 **Thomas Edison** created the lightbulb.



In 1895 **Sigmund Freud** created Modern Psychiatry.

In 1994 **Gary and Wyatt** created a woman who would do anything they wanted.



Who  
do you think  
was **Smarter**?

**WEIRD  
SCIENCE**

They **DON'T** teach it in school.

**SATURDAYS 10PM/9 CENTRAL  
PREMIERES MARCH 5th**



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I DON'T UNDERSTAND, PETER.

OH, LORD! THE LOOK IN HER EYES! WH-WHAT HAVE I DONE? WHAT CAN I DO?



THIS IS A SPECIAL DOCTOR, AUNT MAY. SHE WANTS TO RUN SOME TESTS. SEE IF THERE'S ANYTHING MAKING YOU SEE THINGS THAT AREN'T... WELL... REAL.



PETER? YOU... Y-YOU THINK I'M... LOSING MY MIND?



THIS IS HARDER THAN ANYTHING I'VE EVER FACED AS SPIDER-MAN!



LOOK, MARY-- PETER'S HERE!

WE WERE JUST GOING INTO THE CITY TO LOOK FOR YOU!

RICHARD? M-MARY?



WOULD YOU COME WITH US, SON? WE HAVE A LITTLE SURPRISE FOR YOU!

MM-HM! WE THINK YOU'LL-- PETER? WHAT'S WRONG, DEAR?





HUH?  
O-OH!  
NOTHING'S  
WRONG!

LIKE HECK IT ISN'T!  
AS SOON AS MOM AND  
DAD STEPPED INTO  
THE ROOM, MY SPIDER-  
SENSE STARTED  
TINGLING, WARNING  
ME OF--

--DANGER?



YOU  
SEEMED SO  
STARTLED!

ARE YOU  
SURE--?

NOW WHAT ON  
EARTH WAS  
THAT ALL  
ABOUT?

I DON'T KNOW HOW TO  
SAY THIS, AUNT MAY.  
MAYBE THE BEST WAY  
IS JUST, "I'M SORRY!"

YOU MIGHT  
BE RIGHT ABOUT  
MOM AND DAD  
AFTER ALL!

I WANT YOU  
TO STAY WITH  
MARY JANE IN  
MANHATTAN  
TILL I SAY IT'S  
SAFE TO  
COME BACK,  
OKAY?

I-I  
JUST  
REMEM-  
BERED  
I HAD TO  
SHOW AUNT  
MAY SOME-  
THING!  
BE BACK  
SOON!

BUT, PETER!  
WHAT  
DOES  
IT ALL  
MEAN?

I...I  
DON'T  
KNOW.  
YET.



# COLLECT THE ULTIMATE CARD. YOURS.




## INTRODUCING NEW COLLECTOR'S CHOICE CARDS AND OUR YOU CRASH THE CARD SWEEPSTAKES.

We don't know what's more exciting: our new Collector's Choice cards or the Grand Prize in our You Crash the Card Sweepstakes and appearing with Ken Griffey Jr. on his '95 baseball card. (Offered in our 1994 Collector's Choice Series I.) Either way, check out our new Collector's Choice cards. This 320-card set features stunning action photography and graphics. And each time you collect a pack you stand a chance of winning any one of over a million prizes. Including our first prize where you're the Honorary Team Manager of the Upper Deck® Heroes of Baseball® Game at the '94 All-Star game. Or our second prizes of two \$10,000 savings bonds. Or our third prizes of our Gold and Silver Signature sets. So look for details wherever Upper Deck cards are sold. After all, if you could have one card in your collection, wouldn't it be yours?



\*No purchase necessary. Game open to U.S. and Canadian residents. Void in Florida and Quebec. For a chance to win a free game card, mail a 3" x 5" card printed with complete name, address and phone number to: "You Crash the Card" P.O. Box 20702, St. Louis, MO 63101. One chance per game card. Prizes awarded randomly. Odds of winning Grand Prize: 1 in 320,000. Odds of winning a game card in a pack are 1 in 126. See full Official Rules for details. For a copy, send a self-addressed, stamped envelope to "You Crash the Card" P.O. Box 20702, St. Louis, MO 63101. Each box contains a random assortment of Collector's Choice Series I cards numbered 1-320. Randomly inserted in these specially marked packs are the Silver and Gold Full "Signature" Insert Cards. One Silver Full "Signature" card is inserted into every pack unless there is a Gold Full "Signature" card that replaces the Silver Full "Signature" card. Gold Full "Signature" cards are inserted one in every 30 packs. All MIB and Base Insert Cards are the property of U.D.I. Properties, Inc., and the respective MIB names and may not be reproduced without the written consent of U.D.I. Properties, Inc. © 1994 U.D.I. Properties, Inc. Upper Deck and the cardstock design are trademarks of The Upper Deck Company. © 1994 The Upper Deck Company. All Rights Reserved. Printed in the U.S.A. The Upper Deck Company, 3809 San Diego Place, Carlsbad, CA 92008. Note: The "Signature" Insert cards bear facsimile signatures.





THIS COMPLICATES MATTERS. OUR PRIMARY PROGRAMMING WAS COMPLETELY SUBLIMITED UNTIL TRIGGERED BY ACQUISITION OF DATA ON SPIDER-MAN'S TRUE IDENTITY--



-- BUT ONCE ACTIVATED, IT DICTATED THAT WE BRING SPIDER-MAN TO THE MASTER WITHOUT AROUSING SUSPICIONS OF BY-STANDERS, LIKE MAY PARKER!


IF UNABLE TO ACCOMPLISH THAT WITHIN 24 HOURS, WE'RE TO TAKE THE RAW DATA TO THE MASTER INSTEAD!



BUT PETER PARKER SEEMS LIKE SUCH A POSITIVE HUMAN. ARE YOU SURE WE'RE DOING THE RIGHT THING?



WHAT? I KNOW WE WERE DESIGNED TO SIMULATE EMOTIONS, BUT ISN'T THAT CARRYING THINGS A BIT FAR? WHAT'S RIGHT OR WRONG, WHAT'S GOOD OR BAD, HAS NO MEANING WHATSOEVER!



WE DO WHAT WE'RE TOLD.







NIGHT RETURNS  
TO NEW JERSEY  
BRINGING WITH  
IT A TROUBLED  
HERO...



IT TOOK A WHILE,  
BUT MY CONTACTS  
AT THE DAILY BUGLE  
FINALLY TRACED THE  
LICENSE NUMBER OF  
THAT TRUCK THAT CARTED  
AWAY THE JUVENATOR  
MACHINERY! \*

\*LAST ISSUE.  
--DANNY

GETTING  
PAST GUARDS  
AND VIDEO  
SURVEILLANCE  
WAS TRICKY--



--BUT IT'S PAID OFF!  
TRACER SIGNAL'S  
EVEN STRONGER  
SINCE I REACHED  
THE MAIN HOUSE!

THIS  
IS THE  
ADDRESS  
I WAS GIVEN,  
AND I'M  
ALREADY  
PICKING UP  
A SIGNAL  
FROM THE  
SPIDER-  
TRACER I  
PUT ON THE  
TRUCK!



JUST WISH I  
COULD PUT MOM  
AND DAD OUT OF  
MY MIND BLAST  
IT!  
I'VE GOT  
A JOB  
TO DO!



"--THE  
CHAMELEON!"

AHA! I WAS  
RIGHT!



REST EASY,  
ADRIAN. IT'S  
ONLY A MATTER  
OF TIME  
BEFORE--

EVER SINCE  
I SAW TWO  
DR. SANCHEZES  
AT EMPIRE  
STATE UNIVERSITY,  
I FIGURED THE  
VULTURE MUST  
BE WORKING  
WITH--



SIR? YOUR  
COVERT  
OPERATIVES  
HAVE  
ARRIVED.

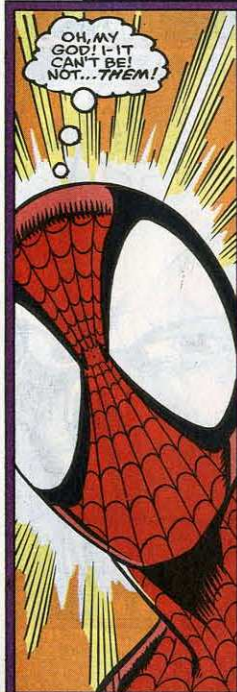
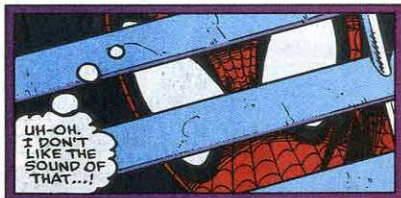
SEND  
THEM  
IN!

PREPARE  
YOURSELF,  
VULTURE.  
PREPARE TO  
WITNESS



--THE  
CHAMELEON'S  
GREATEST  
TRIUMPH!







ONCE I KNOW WHO SPIDER-MAN IS, HE'LL NO LONGER BE ABLE TO HIDE!

I CAN FIND HIM, KILL HIM AT LEISURE--

--AND ELIMINATE A PRIMARY THREAT TO MY RULE OF NEW YORK!

THE CONNECTION BETWEEN PETER PARKER AND SPIDER-MAN IS UNDENIABLE, AS EVIDENCED BY ALL THE PHOTOGRAPHS THE MAN HAS TAKEN OF THE WALL-CRAWLER OVER THE YEARS.

ANY GAPS IN THEIR MEMORIES COULD BE EXPLAINED BY THE TWENTY YEARS THEY'D SPENT IN "RUSSIAN PRISON CAMPS"!

THAT WILL BE MY PERSONAL VICTORY--

--AND MY GIFT TO A MAN I'VE OWED FOR FAR TOO LONG.

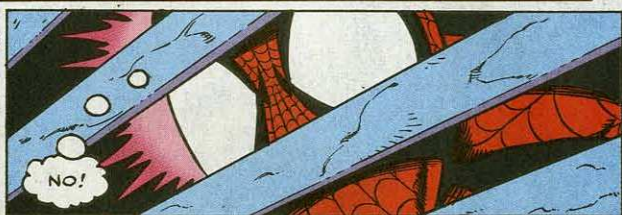
THAT'S WHY I PROGRAMMED MY CONSTRUCTS TO BE THE PARENTS HE THOUGHT LONG DEAD!

KRAVEN THE HUNTER! IT WAS I WHO FIRST SET HIM ON HIS FATEFUL QUEST TO TRACK AND SLAY SPIDER-MAN, SO MANY YEARS AGO.

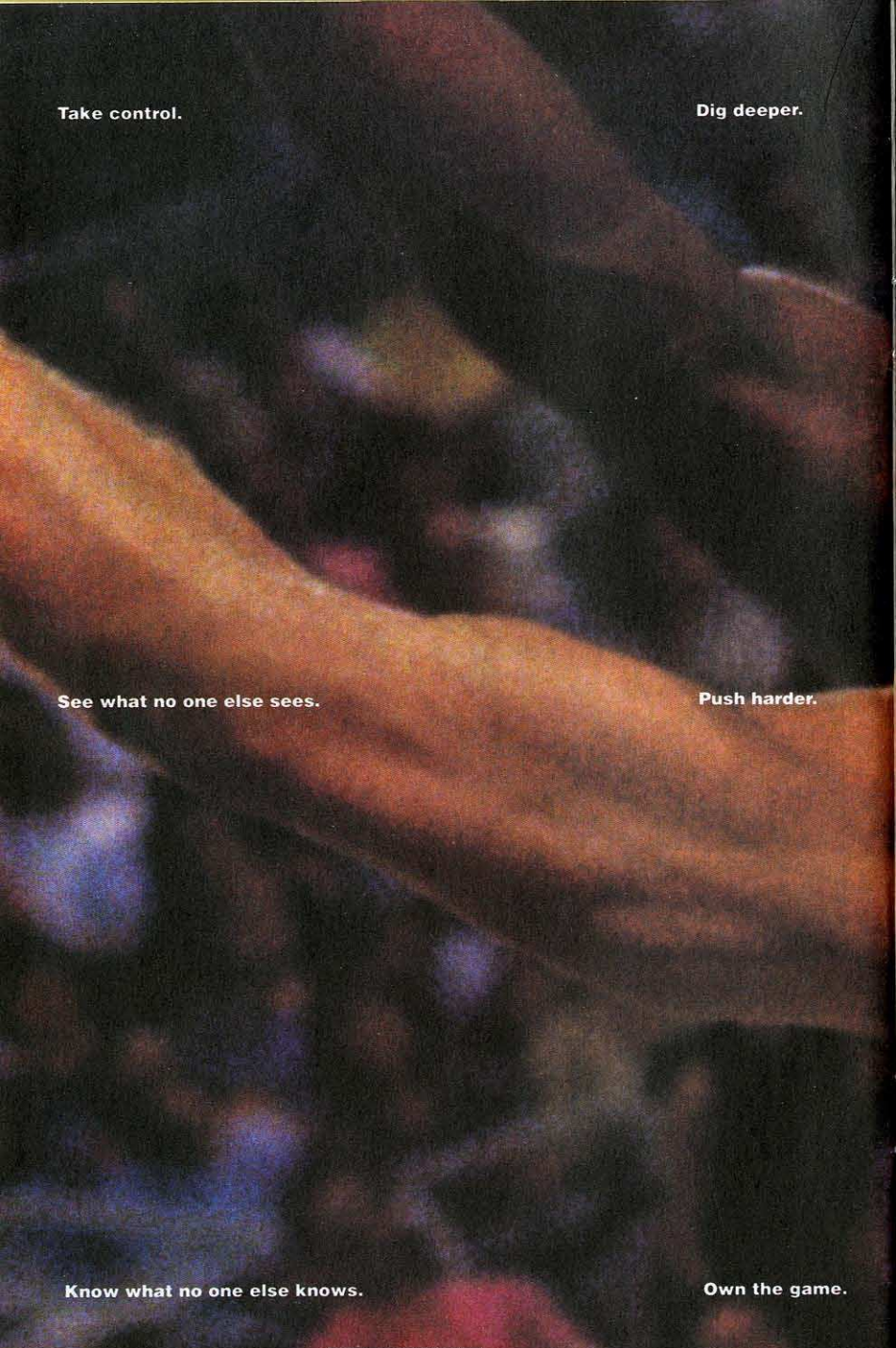
ONCE INSINUATED INTO YOUNG PARKER'S LIFE, IT WAS MY HOPE THAT HE'D TRUST THEM WITH INFORMATION THAT COULD ENABLE ME TO UNMASK SPIDER-MAN AND THEN OBLITERATE HIM!

THAT OBSESSION WAS TO ULTIMATELY BRING ABOUT KRAVEN'S DEATH, A DEBT I CAN NOW PAY WITH SPIDER-MAN'S OWN DEMISE!









**Take control.**

**Dig deeper.**

**See what no one else sees.**

**Push harder.**

**Know what no one else knows.**

**Own the game.**



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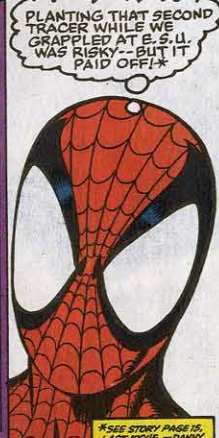
And pictures that tell  
the whole story.

**Topps**

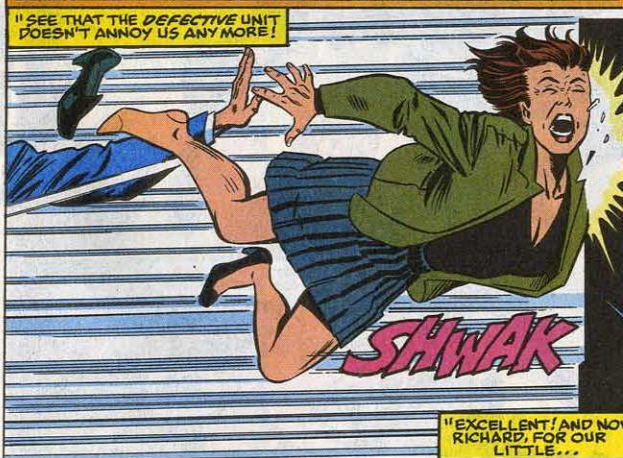
own the game.™













DAD'S SOREAM,  
TURNING INTO  
A BELLOW!

NO!  
MORE  
LIKE THE  
HOWL--

--OF AN  
ANIMAL!

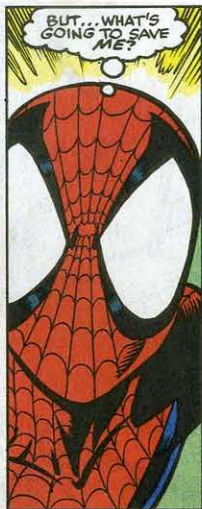
RRRRRRRGGH!

HHRRR

THAT...TH-THAT'S  
NOT RICHARD?!

HMM,  
GOOD  
POINT!

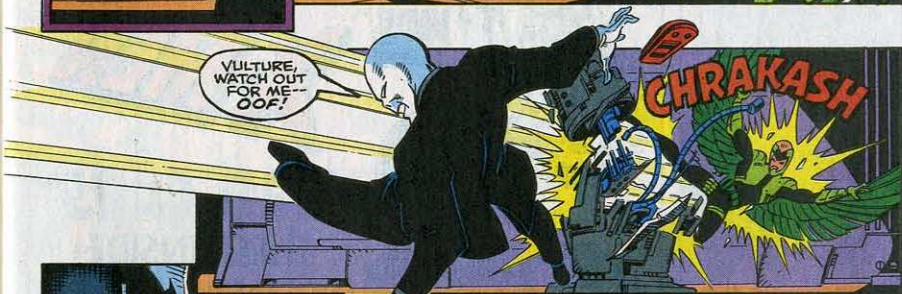














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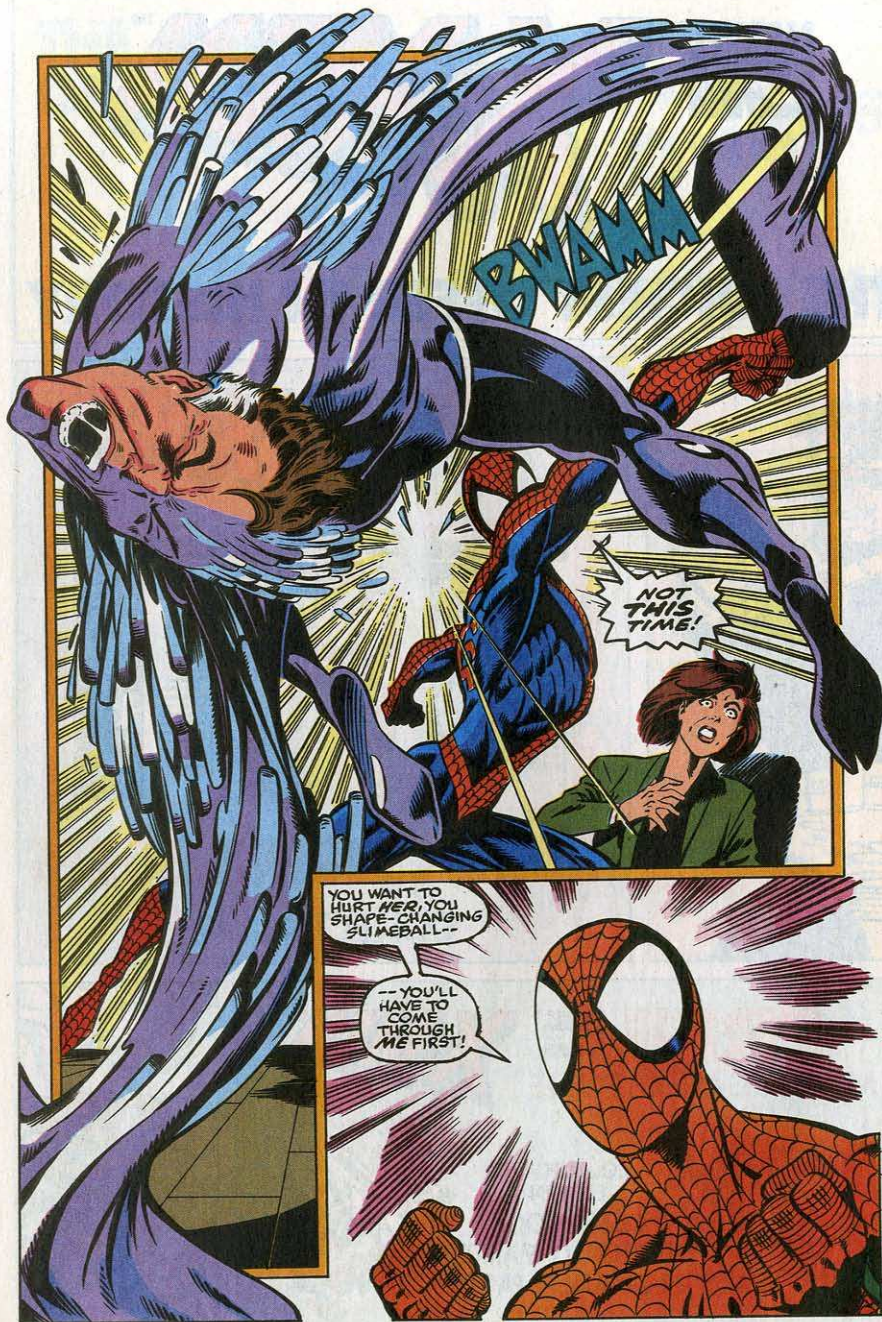
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YOU WANT TO HURT HER, YOU SHAPE-CHANGING SLIMEBALL--

-- YOU'LL HAVE TO COME THROUGH ME FIRST!



# BULLPEN BULLETINS

## FUN PAGE!

### MUTANT CROSSWORD PUZZLE

Greetings, students! This is Professor Xavier here with a mutant test for you! This puzzle contains the names of many of your favorite X-People, as well as other terms relating to mutants in general! Your assignment is to complete this puzzle without actually damaging your comic book! (Photocopies are recommended!) And remember — I'm monitoring you telepathically, so don't even think about copying off your neighbor's comic book!

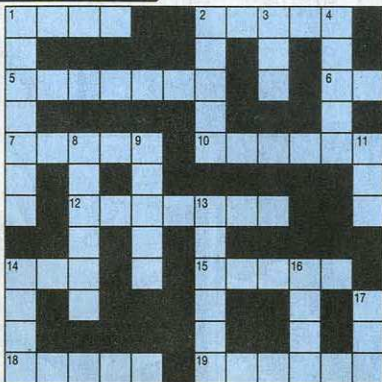
#### ACROSS

- 1) Scott Summers' new wife
- 2) The man with adamantium skin!
- 5) Alias Sean Cassidy
- 6) Politically correct term for mutants (abbrev.)
- 7) He's Wolverine!
- 10) The X-Men work out in the \_\_\_\_\_ Room
- 12) Master of Magnetism
- 14) Psylocke uses a \_\_\_\_\_ Blade
- 15) Storm is a \_\_\_\_\_ Murree
- 16) Hero from 1993 EXCALIBUR ANNUAL
- 19) Cable's clone

#### DOWN

- 1) The youngest X-Man
- 2) Sabretooth's real name
- 3) X-Men editor Harra
- 4) She absorbs power with her touch
- 8) Cajun X-Man
- 9) \_\_\_\_\_ crawler
- 11) Soviet villain Omega \_\_\_\_\_
- 13) Herald of Magneto
- 14) Cable's team, the Six- \_\_\_\_\_
- 16) Gambit's real name
- 17) Bobby Drake is \_\_\_\_\_ man

ANSWERS will appear in next week's Bullpen Bulletins



### THE HYPE BOX



You say you wanted some new blood in the Marvel Universe?

We heard you!

This week the first of a brand new batch of Marvel super heroes premieres in his own monthly mag!

Check out the nifty cover to your left and don't be left out!

**NIGHTWATCH** — a new superstar from the House of Heroes!

### DIDN'T YOU USED TO BE ...

Every now and then, a hero will switch identities — sort of like when John Cougar became John Mellencamp. Let's see if you can figure out the previous identities of the following characters!

- |                  |                     |               |
|------------------|---------------------|---------------|
| 1) Tigra         | 5) Archangel        | 9) Aquarian   |
| 2) Binary        | 6) Nomad            | 10) Goliath   |
| 3) Battler       | 7) Blazing Skull II | (the bad guy) |
| 4) Death Stalker | 8) Machinest        |               |

11) Power Man  
12) Angel  
13) The Cat  
14) The Cat  
15) The Cat  
16) The Cat  
17) The Cat  
18) The Cat  
19) The Cat

### INCREDIBLE FUN!

It's an unwritten rule that every Marvel hero must have a catch adjective in his name, such as the Incredible Hulk. Let's see if you can figure out the colorful words that describe these heroes!

- 1) The \_\_\_\_\_ Iron Man
- 2) The \_\_\_\_\_ Spider-Man (two answers)
- 3) The \_\_\_\_\_ Thor
- 4) The \_\_\_\_\_ Avengers
- 5) The \_\_\_\_\_ Four
- 6) The \_\_\_\_\_ X-Men
- 7) The \_\_\_\_\_ Sub-Mariner
- 8) The \_\_\_\_\_ Defenders

9) Fantastic  
10) Incredible  
11) Amazing  
12) Amazing  
13) Amazing  
14) Amazing  
15) Amazing  
16) Amazing  
17) Amazing  
18) Amazing  
19) Amazing

### NOW ON SALE

- BARBIE FASHION #40:** A mix-up drives Barbie and Ken apart on Valentine's Day! Say it isn't so! By Slat/Cool/Lucas!
- DEATHLOK #34:** Two Deathlocks — one lives. One dies. By Wright/Kobasi/Adams. *Final issue!*
- DR. STRANGE #64:** "Who are the Strangers Among Us?" By Quinn/Rub/Harper!
- FANTASTIC FOUR #387:** The title is "Nobody Gets Out Alive!" Nuff said! By DeFalco/Ryan/Bulanadi!
- GHOST RIDER/BLAZE: SPIRITS OF VENGEANCE #21:** It's a Blaze family reunion! By Mackie/Martinez/LaRosa!
- HELLSTORM #13:** A killer is making magicians disappear — for

- good! By Ellis/Mancol!
- HOKUM & HEX #6:** Do you dare enter... the Neurosphere? By Loveless/Williams/Lanning!
- ILLUMINATOR #3:** Shedding light on Nightfire! *Final issue!* By Herdling/Haynes/Turner!
- IRON MAN #200:** Venom decrees: Tony Stark must die! By Karmineki/Hopgood/Mitchell!
- NEW WARRIORS #46:** X-Force vs. the Warriors in a clash of the titanic teens! By Nicieza/Robertson & McKinney/Matias!
- NIGHTWATCH #1:** From the pages of WEB OF SPIDER-MAN! By Kavanagh/Lim/Milgrom!
- NORTSTAR #13:** Of the Alpha Flight member is now out on his own! By Furman/Carrasco Jr./Nink!

- OFFICIAL INDEX TO THE X-MEN #1 OF 6:** From the files of Professor X! By Murray/Ward!
- PUNISHER 2009 #15:** Jake's not afraid of the Fearmaster! By Mills & Skinner/Morgan/Palmioti!
- PUNISHER WAR JOURNAL #65:** The Punisher has become a "Pariah" By Grant/Haynes/McKinnel!
- SAVAGE SWORD OF CONAN #220:** Barbarian meets Puritan as Conan teams up with Solomon Kane! By Thomas/MacNeil/Docherty!
- SILVER SURFER #91:** Surly rides a time and tide-al wave to find Shal-Bell! By Marz/Lim/Christopher!
- SPECTACULAR SPIDER-MAN #211:** Forget about puny Parker!

- Now there is only... Spider-Man! By Grant/Buscanel!
- WILLIAM SHATNER'S TEXSWORLD #20:** Jake invades a satellite! Now seen on TV! By Skolnick/Sullivan/Hudson!
- THOR #473:** Loki lights a Flame to kill Thor! By Marz/Grindberg!
- VENOM: THE ENEMY WITHIN #3 OF 3:** How do you hide a fifty foot Demogoblin? Ask Morbius! By Jones/McLeod!
- X-FORCE #33:** Playing games with the New Warriors and the Games Master! By Nicieza/Daniel/Holdredge!
- X-MEN CLASSIC #94:** With the New Mutants, Spidey, the Avengers, and Doc Strange! By Claremont/Romita Jr./Green!

WOLF PEOPLE AND WHAT DO THEY WANT WITH JOHN BLAZE ... THE NEW JUSTICE FIGHTS HIS OWN TEAMMATES IN THE NEW WARRIORS ...



DRAT! I'D  
PLANNED TO  
CONFRONT SPIDER-  
MAN ON MY TERMS,  
AT A TIME OF MY  
CHOOSING!

NOW, WITH  
MY "STAFF"  
DESERTING ME,  
THE VULTURE  
BARELY  
CONSCIOUS--

--THERE'S BUT  
ONE THING FOR  
A PRUDENT  
MAN TO DO!

--AND  
THE ONLY  
SOURCE OF  
CONTROL  
OVER MY  
COUNTER-  
FEIT  
BEINGS  
SMASHED--

MY  
ESCAPE  
VEHICLE  
IS FUELED  
AND READY!  
I'LL MAKE  
SPIDER-MAN  
PAY FOR  
DESTROYING  
MY MASTER-  
FUL PLAN...  
...VERY  
SOON!

MEANWHILE...

I SAID--









I KNOW  
IT'S A  
MONSTER!

BUT  
THAT  
FACE--!

WAIT A  
MINUTE!

I CAN  
CHANGE  
IT'S FACE!

YEAH! IT'S  
MADE OF  
MALLEABLE  
MATERIAL! IF I  
MASH IT UP  
ENOUGH, MAKE  
IT UNRECOG-  
NIZABLE--

--MAYBE I  
WON'T BE SO  
RELUCTANT  
TO--

PLEASE!  
I-I DON'T...

...WANT  
TO HURT  
ANYONE!

HELP...  
ME...!



M-MUST BE  
MORPHING INSIDE,  
TOO! GAVE HIMSELF  
VOCAL CHORDS,  
AND A VOICE  
JUST LIKE...

...DAD?

RRRAARRGGH!

S-SUCKERED  
ME! AND I  
IGNORED MY  
SPIDER-SENSE,  
WANTED TO  
BELIEVE--!

G-GOTTA  
SHAKE OFF  
THE BLOW  
BEFORE--

SHRNCH

WHABAD

NOW YOU  
DIE, BOY!

DIE!

D--



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NOOOOOOOOOO!

GIVE  
HER  
BACK!

GIVE  
HER  
BA--

CURSE  
YOUR  
SOUL!

P...PETER...?







TIME PASSES.

AND AS ANONYMOUSLY SUMMONED  
STATE TROOPERS REMOVE AN  
ODDLY APATHETIC ADRIAN TOOMES  
FROM THE PREMISES...



GUESS IT WORKED. VULTURE  
IS YOUNG AGAIN, AND SEEMS  
TO HAVE STABILIZED  
IN THAT CONDITION.



BUT AT WHAT  
COST? HE'S COLD,  
ZOMBIE-LIKE.  
ALMOST AS THOUGH  
HIS OWN LIFE  
HAD BECOME  
ARTIFICIAL!

I SHOULD  
BE GLAD-- HE  
DESERVES  
IT. BUT ALL I  
HONESTLY FEEL  
RIGHT NOW IS  
TIRED.



AND...  
EMPTY.





**DAWN: THE MANHATTAN APARTMENT SHARED BY PETER PARKER AND HIS WIFE, MARY JANE...**

I'M GOING TO BELIEVE AUNT MAY--

--AND BELIEVE IN HER FROM NOW ON. SHE WASN'T IMAGINING THINGS--

--SHE WAS RIGHT ALL ALONG!

HECK, HER INSTINCTS WERE MORE DEPENDABLE THAN EVEN MY SPIDER-SENSE...

...WHICH DIDN'T EVEN KICK IN UNTIL THEIR PROGRAMMING DID.

DON'T TORTURE YOURSELF, HON, AT LEAST IT'S OVER.

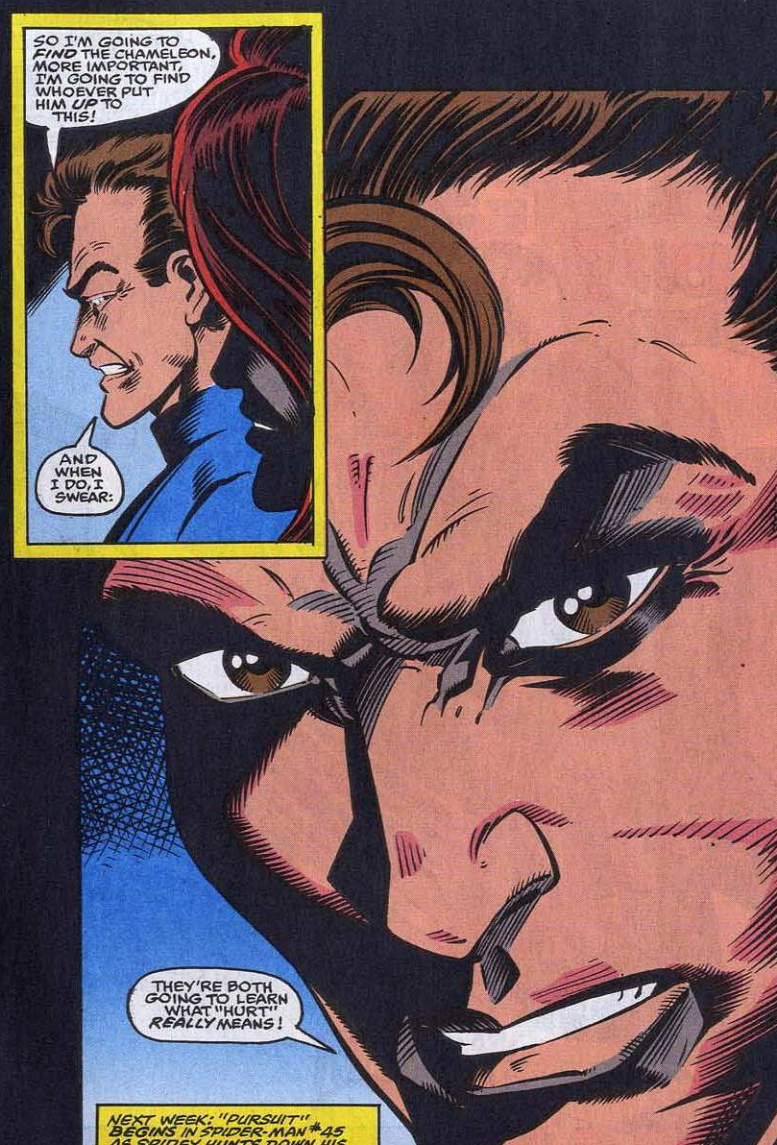
UH-UH, NOT BY A LONG SHOT!

SOMEONE MANIPULATED MY EMOTIONS, THEN SHATTERED THEM!

I HAD MY PARENTS BACK, LEARNED TO CARE ABOUT THEM, LOVE THEM--

--ONLY TO FIND IT WAS ALL SOME CRUEL, PERVERTED TRICK!





SO I'M GOING TO  
FIND THE CHAMELEON.  
MORE IMPORTANT,  
I'M GOING TO FIND  
WHOEVER PUT  
HIM UP TO  
THIS!

AND  
WHEN  
I DO, I  
SWEAR:

THEY'RE BOTH  
GOING TO LEARN  
WHAT "HURT"  
REALLY MEANS!

NEXT WEEK: "PURSUIT"  
BEGINS IN SPIDER-MAN #45  
AS SPIDEY HUNTS DOWN HIS  
TORMENTORS!  
NEXT MONTH: "PURSUIT" ENDS  
HERE—AS THE NEW SPIDER-ERA  
KICKS INTO EVEN HIGHER GEAR!  
**DO NOT MISS IT!**



THE BRONX,  
SOME YEARS  
AGO.

HOW DO  
WE KILL  
HIM?

HOW?

HOW?

NOTE:  
BACK IN WEB OF SPIDER-MAN  
#18 AND #24, WE SHOWED THE  
FIRST BRIEF GLIMPSES OF  
VENOM ATTACKING SPIDEY. THE  
TALE THAT FOLLOWS TELLS THE  
WHOLE STORY OF THOSE  
EVENTS! -- DANNY

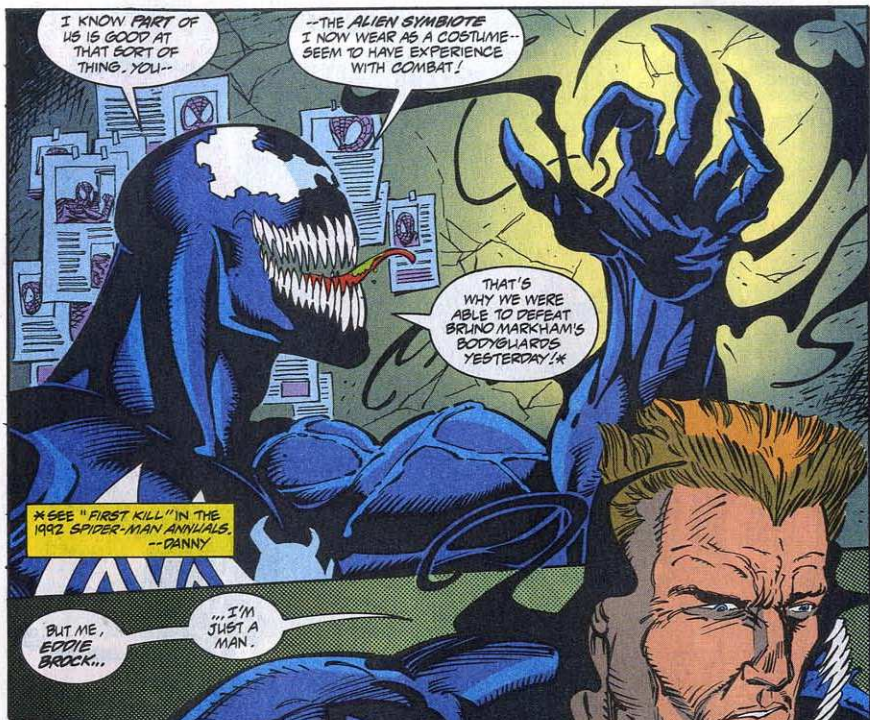
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RON LIM - BREAKDOWNS  
TOM PALMER - FINISHER  
STEVE DUTRO - LETTERER  
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DANNY FINGEROTH - EDITOR  
TOM DEFALCO - CHIEF

STAN LEE PRESENTS...

VENOM

THE LOST DAYS





I KNOW PART OF US IS GOOD AT THAT SORT OF THING, YOU--

--THE ALIEN SYMBIOTE I NOW WEAR AS A COSTUME-- SEEM TO HAVE EXPERIENCE WITH COMBAT!

THAT'S WHY WE WERE ABLE TO DEFEAT BRUNO MARKHAM'S BODYGUARDS YESTERDAY!\*

\*SEE "FIRST KILL" IN THE 1992 SPIDER-MAN ANNUALS. --DANNY

BUT ME, EDDIE BROCK...

...I'M JUST A MAN.



AND HOW CAN A MERE HUMAN, EVEN WITH A STAR-SPAWNED ALLY, STAND AGAINST A SUPER-POWERED MONSTER LIKE SPIDER-MAN?

HE DESTROYED MY JOURNALISM CAREER, MY LIFE, BY PROVING MY GREATEST STORY TO BE AN UNWITTING HOAX!

I DON'T EVEN KNOW WHY I KEEP MY FILES FROM THAT TIME. PERHAPS, TO REMEMBER THE PAIN...?







MMM?  
"CHUCK  
STONE"?  
OH, YES.

I WON A HOPE AWARD  
FROM THE PRESS ASSOCIATION  
FOR THIS STORY...

...ABOUT A VETERAN  
WHO BECAME A  
VICTIM WHEN HE  
RETURNED HOME!

CHUCK WAS  
A NAVY SEAL, A  
HERO, BUT HIS  
RECORDS WERE LOST  
AND HE WAS DENIED  
BENEFITS. HE WAS  
FORCED TO LIVE ON  
THE STREET, AND  
TURNED TO DRUGS.

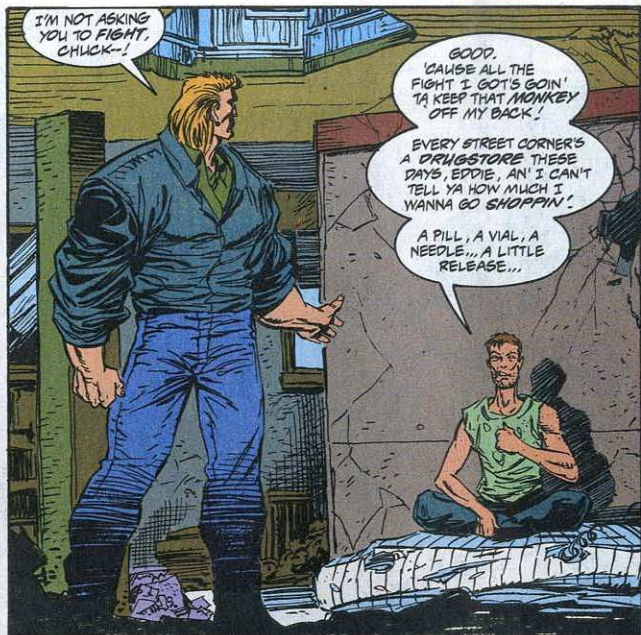
A  
GOOD  
MEMORY  
AMONGST  
THE  
BAD!

BUT HE  
FOUGHT BACK, ENTERED  
A REHABILITATION  
PROGRAM, SWORE  
TO SURVIVE *DESPITE*  
THE SYSTEM!

WHAT? WHY YES, YOU'RE  
RIGHT! CHUCK *WOULD* KNOW  
WHAT IT'S LIKE TO BE CRUSHED  
BY A GREAT POWER! HE'LL  
UNDERSTAND!

HE'LL  
HELP  
US!

















THOSE UNIFORMED  
TRANSIT WORKERS! THEY'RE  
LIKE WALLPAPER, NOBODY  
EVEN NOTICES THEM!

ALL  
RIGHT--  
DO IT!



SECONDS  
LATER...

BLAST IT ALL!  
I LOST 'IM!



BUT WHERE COULD  
HE HAVE GOTTEN  
TO SO FAST?

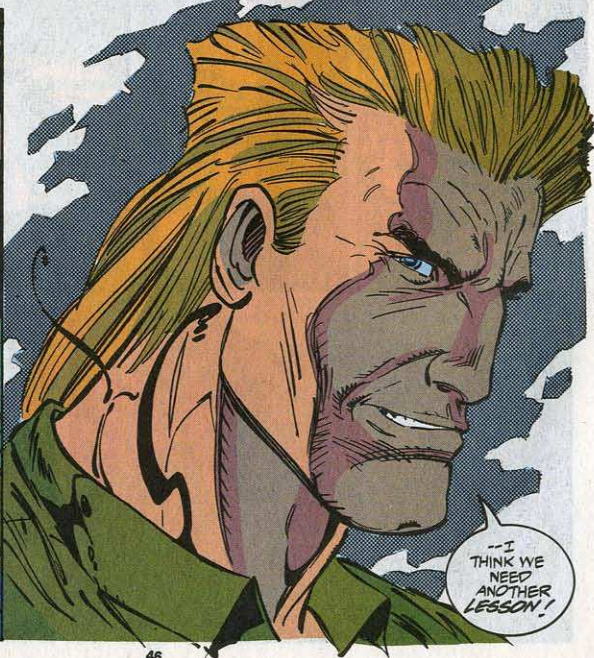
IT WORKED! EXCELLENT.  
THIS LITTLE "CAMOUFLAGE"  
TRICK MAY BE USEFUL  
IN THE FUTURE!



BUT  
FOR NOW--

DIDN'T SEE  
DAT GUY ON  
DA TRUCK!

AN' WHO'S,  
HE TALKIN'  
TO ANYWAY?



--I  
THINK WE  
NEED  
ANOTHER  
LESSON!



BACK IN THE BOWERY...





ATLANTIC CITY, THE NEXT DAY. PETER PARKER HAD COME HERE WITH HIS FRAIL AUNT MAY FOR SOME REST AND RECREATION--

--NOT KNOWING THAT INSTEAD HE'D BE PRESSED INTO INVESTIGATING A MYSTERY--

--OR THAT, WHILE PURSUING THAT PUZZLE, HE'D SUFFER A SLIGHT CASE OF--



--DEJA VU!

WHU--?

S-SOMEONE YANKED ME OFF THE SIDE OF THE BUILDING--AND DIDN'T TRIGGER MY SPIDER-SENSE!

WHAT'S HAPPENING TO ME?



WE TRAILED THE MONSTER ALL THE WAY FROM NEW YORK, BUT COULDN'T ATTACK WHILE HE WAS STILL WITH THAT SNEET, INNOCENT MAY PARKER!

NOW, HOWEVER--

HEY! WHAT'RE YOU DOIN'?

WE HAD REPORTS OF A PROWLER ON THIS-- HOLY GEEZ!

CHUCK SAID THE ONLY TRUE VICTORY IS ONE YOU SURVIVE! THEREFORE...











IS SOMETHING  
WRONG,  
OFFICER?



NOTHING TO  
WORRY ABOUT,  
MA'AM.

WE HAVE  
EVERYTHING  
UNDER  
CONTROL!

SOON, ON A  
METROLINER  
HEADING BACK  
TO NEW YORK...

THE MONSTER'S TRAIL WAS  
COLD... WOULD'VE BEEN TOUGH  
TO PICK UP QUICKLY.



I UH, THINK  
I'LL SIT IN  
ANOTHER  
CAR...

NO MATTER, WE'LL  
FIND HIM AGAIN, AND  
NOW, WE'RE READY  
FOR HIM!

AS ONE, WORKING  
TOGETHER, WE WERE  
UNSTOPPABLE!



SO FOREVER MORE  
WE'LL BE THAT ONE!  
EDDIE BROCK IS  
DEAD! LONG LIVE...



...VENOM!

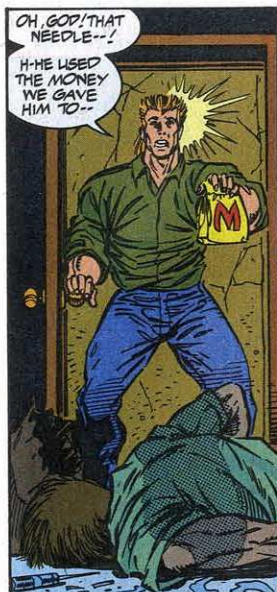
THREE HOURS LATER, AT A  
FAMILIAR BOWERY WALK-UP...

CHUCK? WE JUST  
WANTED TO THANK  
YOU FOR ALL YOU'VE  
DONE.

HELLO...?

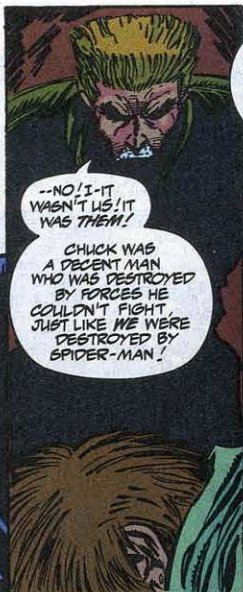






OH, GOD! THAT NEEDLE--!

H-HE USED THE MONEY WE GAVE HIM TO--

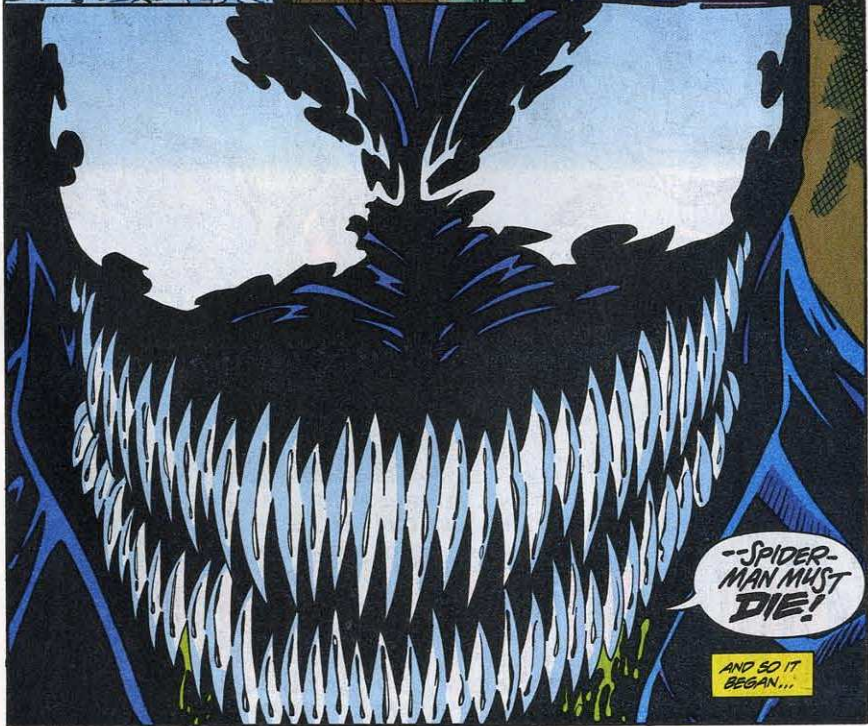


--NO! I-IT WASN'T US! IT WAS THEM!

CHUCK WAS A DECENT MAN WHO WAS DESTROYED BY FORCES HE COULDN'T FIGHT, JUST LIKE WE WERE DESTROYED BY SPIDER-MAN!



BUT NOW WE CAN FIGHT, AND WILL! FOR CHUCK, FOR EDDIE, FOR EVERY INNOCENT VICTIM IN THIS COLD, CRUEL WORLD, WE SWEAR--



--SPIDER-MAN MUST DIE!

AND SO IT BEGAN...



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LARRY  
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KEN  
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LETTERER

JOE  
AGOSTINELLI  
COLORIST

DANNY  
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TOM  
PEFALCO  
EDITOR IN CHIEF

ABOVE A NIGHT-DARK LONG ISLAND INDUSTRIAL PARK, TWO DISPARATE FIGURES CONVERGE. THEIR APPEARANCE, THEIR EXPRESSIONS, THEIR VERY MODES OF TRANSPORT DIFFER GREATLY FROM ONE ANOTHER. BUT THEIR REASONS FOR BEING HERE ON THIS FATEFUL EVE--

--ARE  
CHILLINGLY  
SIMILAR!

ENOS  
WARWICK...

...YOUR DAYS  
ARE  
NUMBERED!

STAN LEE PRESENTS:  
CARDIAC AND CHANCE IN...

# MY ENEMY'S ENEMY



ON THE EAST SIDE OF THE TARGETED COMPLEX, CARDIAC DROPS NIMBLY TO THE GROUND INSIDE AN ELECTRICAL FENCE...

SO FAR, SO GOOD!



HMM. LOCK LOOKS LIKE TOP QUALITY.

BUT BETA POWER CHanneled FROM MY ARTIFICIAL HEART TO THE CONDUCTOR PLATE ON MY PALM--



--WILL TURN IT TO EXPENSIVE SLAG!

NOW TO--

SIGH: I'D HOPED TO AVOID THIS...



WHA--?!  
H-HEY! HOLD IT RIGHT THERE!







HAVE TO KEEP  
THE BETA ENERGY  
CHANNELLED  
THROUGH MY  
PULSE STAFF AT  
LOW INTENSITY!

SHINING!

THUMP



ONLY  
UNCONSCIOUS;  
I'M GLAD.

KILLING MAY  
OCCASIONALLY  
BE NECESSARY,  
BUT IT GRATES  
ON MY SOUL--

--TO SAY  
NOTHING  
OF THE  
HIPPOCRATIC  
OATH I SNURE  
AS A PHYSICIAN!



AH. VOICES.  
COULD IT BE...?



YES! THEY'RE LOADING  
CRATES INTO TRUCKS,  
READYING A SHIPMENT  
TO THE UNWARY PUBLIC!  
IF I WAS A SUPER-  
STITIOUS MAN--

--I'D CALL THOSE  
THINGS THE DEVIL'S  
MACHINES!



THIS UNCRATED ONE MUST  
BE A DEMONSTRATION  
MODEL!

A "SONIC  
ENHANCER" THAT'S  
WHAT WARWICK  
CALLS IT!

I UNDERWENT THE PAIN, THE PHYSICAL  
ALTERATIONS TO BECOME CARDIAC  
SO I COULD PUNISH CRIMINALS WHO  
WORK WITHIN THE LAW--AND ENOS  
WARWICK IS A PERFECT EXAMPLE!

HE DEVELOPED  
THESE SONIC  
DEVICES TO CATA-  
LYZE MUSCLE  
GROWTH--

--AND YOUNG  
ATHLETES HAVE BEEN  
EXPERIMENTING WITH  
THEM, BECOMING  
BETTER AT THEIR  
SPORTS!

BUT EVIDENCE IS  
SURFACING THAT THE  
SOUND WAVES MAY  
AFFECT BRAIN CELLS,  
CAUSING SHORT-TERM  
MEMORY LOSS THAT  
COULD HASTEN THE  
ONSET OF SUCH  
DISEASES AS  
ALZHEIMER'S!

AND UNLIKE  
STEROIDS,  
THESE  
MACHINES  
DON'T YET  
FALL UNDER  
GOVERNMENT  
REGULATIONS!

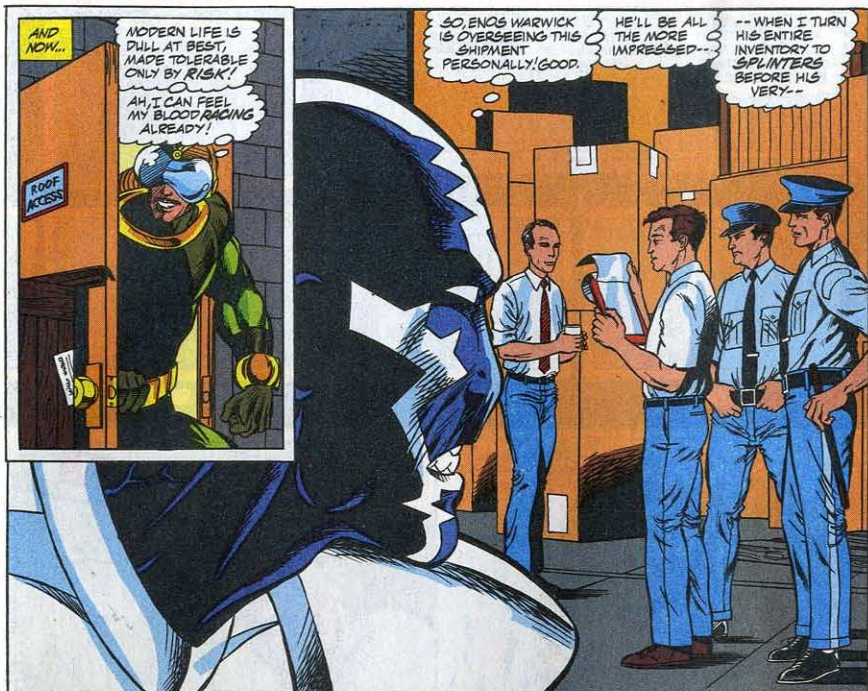
WARWICK IS DESTROYING  
LIVES, AND THE LAW CAN'T  
DO A BLASTED THING  
ABOUT IT! BUT...

...I  
CAN!

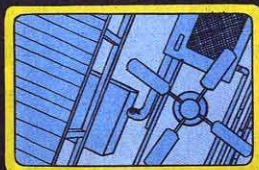












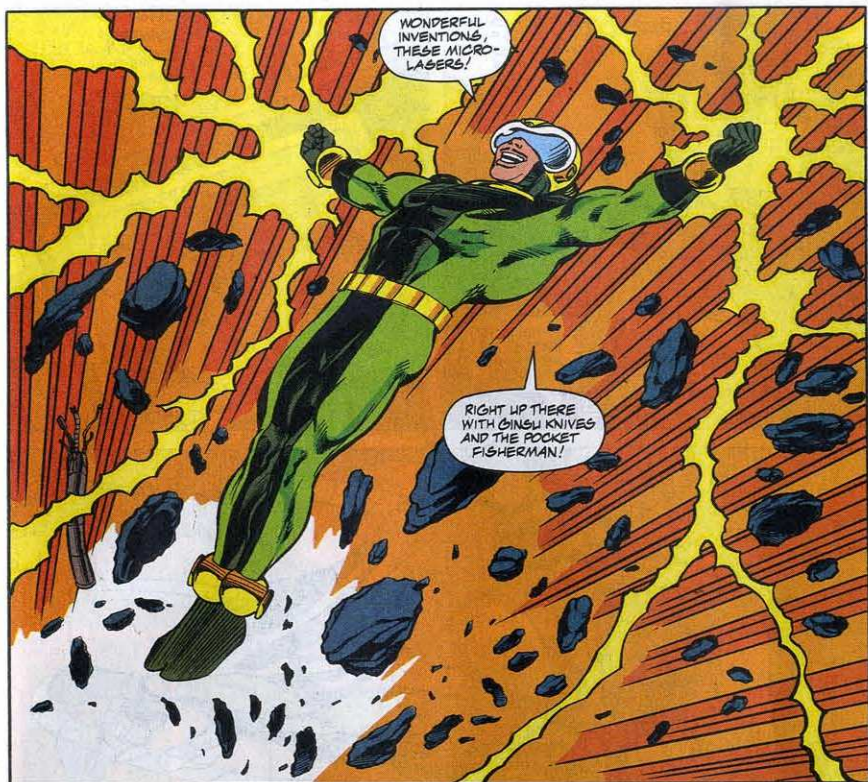




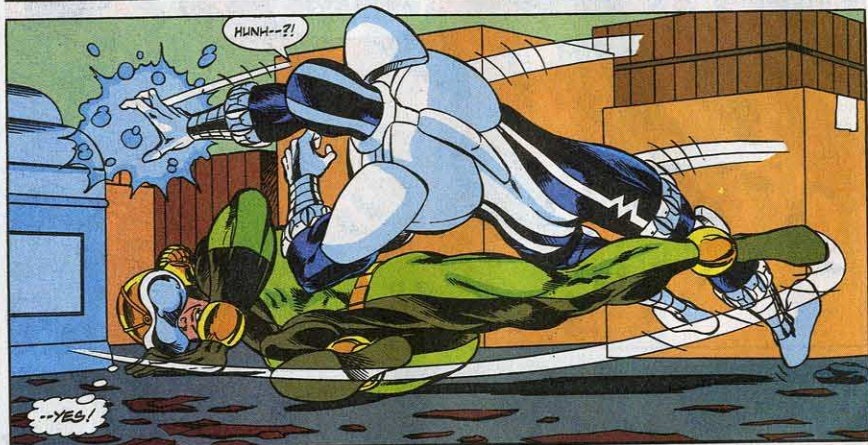




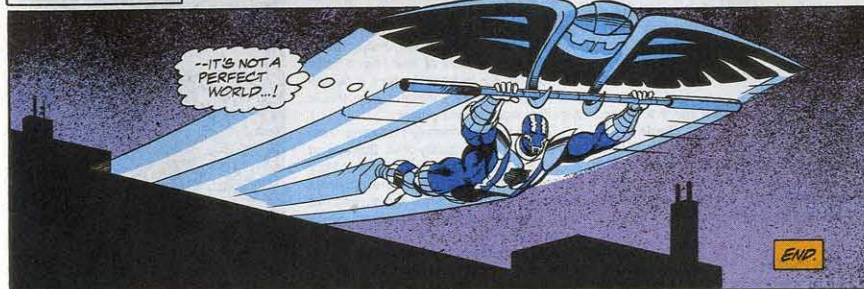
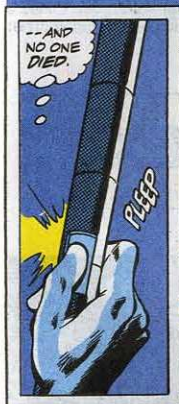














# THE SPIDER'S WEB

% 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.

Dear Spider-Man,

Your book is terrific! With all the craziness of the industry and all the flood of titles around, yours is the best! I just finished issues #381 and 382 and they were both great. I'm not sure how Spidey was able to reason with Bruce inside the Hulk, but lucky for all of us, he did.

Thanks for your time.

Bart Gerardi  
53 Wire Mill Road  
Stamford, CT 06903

Glad you enjoyed the Spidey/Hulk saga, Bart. It's always fun when friends get together, don't you think?

Dear Danny and Mike,

The recent issues of THE AMAZING SPIDER-MAN (#s 381 and 382) starring Spidey, the Hulk, and Doc Samson were thoroughly enjoyable. A major theme of this story and many other Marvel tales concerns how society chooses to deal with advances in biotechnology. Upon hearing of the psychology radiation demonstration at a downtown research center, Bruce Banner emphatically states that anyone mucking with gamma rays is crazy. Alternatively, Spidey, who is no stranger to radioactive mishaps, declares (after spending some very quality time with Mary Jane), "I love science!" and heads for the demonstration. Hurrah for the Amazing Spider-Man! Humankind's curiosity to understand our universe must not be overcome by our fears and superstitions. Although, certainly our fears must dictate a more careful approach than that taken by the overpressured scientists performing this demonstration in public without an antidote for their novel "virus."

Thanks to Marvel Comics for paying homage to the thousands of scientists and inventors who toil in the lonely recesses of dark laboratories throughout the real world. We appreciate that there are at least as many scientist/super heroes as mad scientists in the Marvel Universe. Unfortunately, if Spidey thought the pay was lousy as a super hero, wait till he gets his first post-doctoral paycheck!

Dr. David M. Rubin  
Harvard Medical School  
Department of Cell Biology  
25 Shattuck Street  
Boston, MA 02115

Guess Peter will just have to keep taking photos for the *Daily Bugle* even after he finishes grad school, eh, Doc? We really appreciate the kind words from you, and we're thrilled to know that Spidey's adventures are being enjoyed at the hallowed halls of Harvard!

Dear Web-Spinners,

How do you guys do it? I have yet to pick

up a copy of AMAZING SPIDER-MAN and be let down by a poor plot or bad artistry. Normally, I simply read the books and enjoy, but this time I felt that a letter of praise just could not go unwritten. PLEASE don't ever split up the team of Michelinie and Bagley — they do the best job I've ever seen in a comic by far, and let me tell you, I've been reading them for quite a while. As far as ASM #381 goes, it was simply terrific. Bagley rates right up there with the best of them. Not since Todd McFarlane have I seen the Hulk look so mean or Spidey look so sleek. Michelinie also knows how to press the right buttons in a story; after all that business with Carnage that Spidey has been through, it's pleasing to see him spend some "quality" time with his wife and stop to help out bullied schoolkids.

Thanks for continuing to provide me with a superlative comic that includes some of the best talent in the field today.

Michael Trillizio  
21 Manchester Place  
Buffalo, NY 14213

Geez, Michael, you better lay off with all the praise — it's liable to go to our creators' heads, and then they'll be positively impossible to deal with! Seriously, we think that David and Mark have done wonderful work on this series, and as you may know by now, David has moved on from AMAZING SPIDER-MAN, after a very long and successful run. Taking over for Dave is none other than J.M. DeMottis, who was the writer of an extremely well-received run on SPECTACULAR SPIDER-MAN recently (not to mention that he's the author of FEARFUL SYMMETRY: KRAVEN'S LAST HUNT and SOUL OF THE HUNTER). And Mark Bagley is on board for the long haul, so fear not — Spidey's destiny is in great hands!

Dear Amazing,

I must admit, I was very impressed by the story in issue #383. I was wondering why Mr. Taylor (on page three) said to Ramshot, "... If Spider-Man's freedom is the price for stopping a monster like Venom, then so be it!" Then I realized that much of the killing that Venom has committed has the ultimate goal of trying to get to Spider-Man. Although this is a very subjective point of view from a father who lost his son to Venom, and it is Spider-Man's fault in a very indirect way, this is superb character development.

The art is also extremely interesting. I am impressed by the versatility of Mr. Bagley's art shown in the many facial expressions of Mary Jane. A perfect example is the apparent baby-face on page 13 when she realizes that she can do nothing to stop Peter from risking his life again.

I get worried every time Spider-Man gets a whuppin' because he seems so grossly over-matched. How will he get out of this

one?

Josh Kim  
7 Halsey Lane  
Closter, NJ 07624

Don't worry so much about Spidey, Josh; he's a lot tougher than you might think. He wouldn't have survived this long in the super hero game if he wasn't! However, things are now brewing in the Spider-books that will put our favorite wall-crawler through the toughest period of his life, and it's anyone's guess how he'll come out of it. Y'know, on second thought, maybe you'd better worry!

NEXT ISSUE: This issue leave you reeling?! Then be sure to pick up SPIDER-MAN #45, on sale very soon, which begins the awesome "Pursuit" four-parter! It continues in SPECTACULAR SPIDER-MAN #211, WEB OF SPIDER-MAN #112, and finishes here next month in ASM #389, featuring the DeMottis debut! "Pursuit" is possibly the most shocking spider-tale of all! And even that just begins the most important chapter ever in the wall-crawler's life! Don't miss a second, or you'll be kicking yourself forever!

## NEXT:





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