



# SHRIEKING PART TWO

PREPARE YOURSELF  
FOR THE MOST  
SHOCKING  
ENDING  
OF THE  
YEAR!!

# the AMAZING SPIDER-MAN

\$1.50 US  
\$2.05 CAN/UK £1.25  
391  
JUL  
© 02457  
APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY



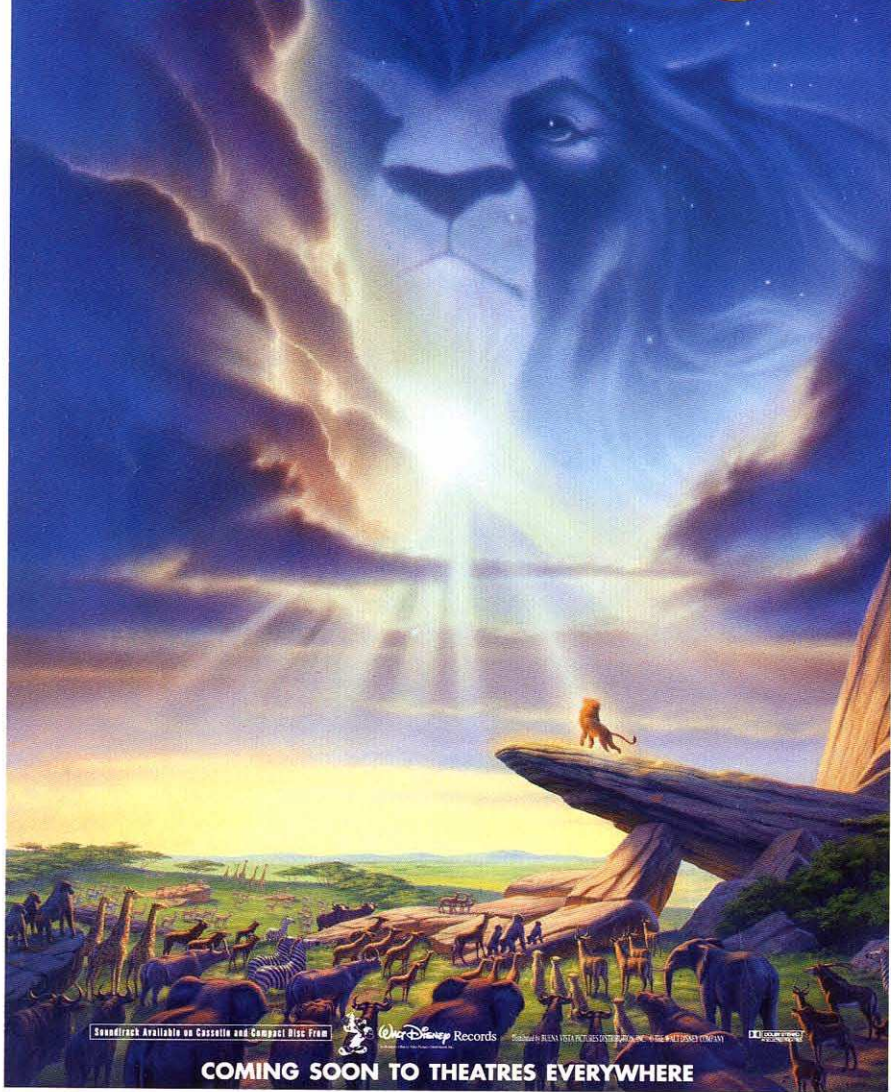
AT THE MERCY OF  
**SHRIEK!**





WALT DISNEY PICTURES  
PRESENTS

# THE LION KING



Soundtrack Available on Cassette and Compact Disc From



Walt Disney Records

Produced by BILLY PETERSON, GUSTAVO DUTRA, and JAMES NEWTON HOWARD

© 1994 Disney

COMING SOON TO THEATRES EVERYWHERE



IN MAN-  
HATTAN...

...A LONELY  
YOUNG WOMAN  
SITS STARING  
OUT AT THE  
SILENT CITY...

...AND  
WONDERS.

OUR LIVES ARE SO FRAGILE, SHE  
THINKS; SO EASILY CRACKED AND  
SHATTERED.

...THAT SHE'S AFRAID HE'S  
GOING TO DRAG HER DOWN  
WITH HIM.

IN  
QUEENS...

...AN OLD  
WOMAN - NO  
STRANGER TO  
LONELINESS  
HERSELF - IS  
LOST IN HER  
OWN MIDNIGHT  
REVERIE.

HER EARLY YEARS, SHE REMEM-  
BERS, WERE HARD... AND HER  
HEART HARDENED WITH THEM...  
TILL SHE MET A MAN WHO  
LOVED HER IN A WAY NO ONE  
EVER HAD BEFORE.

WE REACH OUT FOR HAPPINESS, STA-  
BILITY, LOVE... AND JUST WHEN WE  
THINK WE'VE GOT IT RIGHT THERE  
IN OUR HANDS...

...IT'S  
GONE.

IT'S NOT LIKE HER, THIS MIDNIGHT  
DESPAIR. SHE'S ALWAYS BEEN ONE  
FOR GRABBING LIFE, FOR SQUEEZ-  
ING THE JOY OUT OF IT, NO MATTER  
HOW GRIM THE CIRCUMSTANCES.

HE CHANGED THE WAY SHE SAW  
THE WORLD. TAUGHT HER TO  
LAUGH, TO HOPE, TO BELIEVE  
IN MIRACLES.

AND THEN  
HE WAS  
GONE.

NO, NOT GONE. JUST  
OUT OF SIGHT.

IF PETER WAS HERE, SHE TELLS  
HERSELF, I WOULDN'T BE FEEL-  
ING THIS WAY. WE'VE ALWAYS  
BALANCED EACH OTHER. IF I'M  
DOWN, HE PULLS ME UP, AND I  
ALWAYS DO THE SAME FOR HIM.

OR AT  
LEAST--  
I USED  
TO.

BUT PETER PARKER'S OUT THERE,  
SOMEWHERE-- IN THE DARK-  
NESS AND SILENCE, AND THIS  
TIME HE'S FALLEN SO FAR...

NOT A DAY HAS PASSED WHEN  
SHE HASN'T FELT HIM JUST OVER  
HER SHOULDER-- ENCOURAGING  
HER, GIVING HER THE STRENGTH  
TO KEEP BELIEVING.

SHE WANTS  
SO MUCH TO  
HOLD ON TO  
THE LEGACY  
BEN PARKER  
LEFT HER...

... BUT NOW,  
MORE THAN  
EVER...



...MIRACLES  
SEEM OUT  
OF REACH.

THERE WAS HOPE  
FOR MIRACLES  
HERE, TOO:  
RAVENCROFT  
INSTITUTE,  
TWENTY-FIVE  
MILES NORTH  
OF NEW YORK  
CITY.

SECURITY CHIEF  
JOHN JAMESON  
SHARED KAFKA'S  
DREAM.

...THE DREAM  
WAS TAKEN AN  
ALARMING TURN...

...INTO  
NIGHT-  
MARE.

IF THERE'S  
SOMEONE  
THERE-- YOU'D  
BETTER SHOW  
YOURSELF--  
--RIGHT  
NOW--

BUT TONIGHT-- AS  
ARMED GUARDS  
FRUITLESSLY SEARCH  
THE GROUNDS AND  
MAINTENANCE CREWS  
WASH BLOOD OFF  
THE WALLS...

THE INSTITUTE WAS  
SET UP BY PSYCHO  
THERAPIST ASHLEY  
KAFKA AS A FACILITY  
FOR THE TREAT-  
MENT-- AND IT WAS  
HOPED-- EVENTUAL  
REHABILITATION OF  
MENTALLY UNBALANCED  
SUPER-CRIMINALS.

--IT'S  
JUST  
ME.

RELAX,  
COLONEL--

--THERE  
AREN'T ANY  
ESCAPED  
LUNATICS  
HIDING IN  
THE SHAD-  
OWS--

SPIDER-  
MAN?!

THE  
ONE  
AND  
ONLY.

THE AMAZING SPIDER-MAN® Vol. 1, No. 381, July, 1994. (ISSN #0274-5232) Published by MARVEL COMICS, Terry Stewart, President, Stan Lee, Publisher, Michael Hobson, Group Vice President, Publishing. OFFICE OF PUBLICATION: 357 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 \$2.99 per copy in the U.S. and \$4.00 in Canada. Subscription rate for 12 issues: \$35.00 U.S.; Canadian subscribers must add \$10.00 for postage and GST #R12305652. Foreign: \$30.00. No similarity between any of the names, characters, persons, or institutions in this magazine with those of any living 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 business thereof) is a trademark of MARVEL ENTERTAINMENT GROUP, INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING INC./SUBSCRIPTION DEPT., P.O. BOX 1978, DANBURY, CT 06813-1978. TELEPHONE # (203) 743-5331. Printed in the U.S.A.







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®**

# SHRIEKING Part Two: THE BURNING FUSE!

CONCUSSION. TWO CRACKED RIBS. SHE GOT BANGED UP PRETTY BADLY--

--BUT IT COULD'VE BEEN A LOT WORSE.

WHO?

FRANCES DARRISON. SHRIEK.

SHE GOT AWAY?

UH-HUH, AND SHE TOOK MALCOLM MCBRIDE WITH HER.

IF I GET MY HANDS ON THAT JACKASS REYNARD, I'LL TAKE HIM APART. HE'S THE ONE WHO FORCED RAVENCROFT UP AND RUNNING BEFORE WE WERE READY.\*

\*SEE THIS YEAR'S WEB ANNUAL.  
--DANNY

J. M.  
DEMATTEIS  
WRITER

MARK  
BAGLEY  
PENCILER

RANDY  
EMBERLIN  
INKER

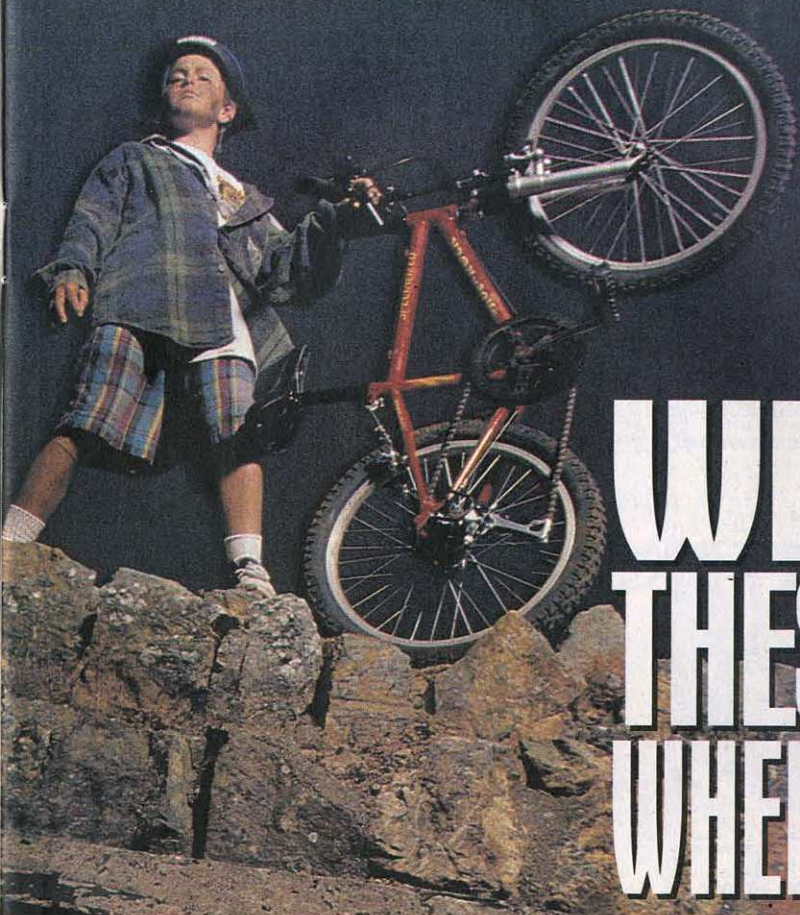
ROSEN &  
NOVAK  
LETTERERS

BOB  
SHAREN  
COLORIST

DANNY  
FINGEROTH  
EDITOR

TOM  
DE FALCO  
EDITOR IN CHIEF





# WIN THESE WHEELS

**WIN A MOUNTAIN BIKE, VIDEO GAME PLAYER, OR VIDEO GAME.  
ENTER THE RAZZLES® "IT'S A CANDY, IT'S A GUM" SWEEPSTAKES.**



*What is this stuff?* A candy? A gum? It's both! Razzles come in funky fruit flavors and you have a chance to cop some mega-prizes. Check out specially marked Razzles packs for details on how to enter.



**Kids Choose Fleer.**

NO PURCHASE NECESSARY. Open to legal residents of continental U.S. Complete and mail an entry blank or a 3 x 5 card with printed name, complete address, phone number and age to: Razzles Bicycle Offer, P.O. Box 1532, Lancaster, PA 17608-1532. One entry per envelope, mailed separately. Must be received by February 28, 1995. Odds of winning prizes (12 mountain bikes, 48 video game players, 100 video games) depend upon number of eligible entries received for each of the four drawings. Winners will be notified by mail. See full Official Rules for details. For a copy, send a self-addressed, stamped envelope to: Official Rules Request, P.O. Box 1532, Lancaster, PA 17608-1532. WA/VT residents may omit return postage.

© 1994 FLEER CORP. MT. LAUREL, NJ 08054



WE NEED AT LEAST ANOTHER MONTH'S WORK ON THE DETENTION CELLS... HALF OF MY SECURITY EQUIPMENT HASN'T EVEN ARRIVED YET.

WE'RE UNDER-STAFFED... UNDER-PREPARED--!

BUT IF I BLAME ANYONE FOR THIS, IT'S MYSELF. I SHOULD HAVE NEVER--

SPIDER-MAN?

GONE.

NO TIME TO LISTEN TO EXCUSES OR SELF-RECRIMINATIONS.

SHRIEK IS LOOSE. HE'S GOING TO STOP HER. IT'S THAT SIMPLE. OR AT LEAST HE TELLS HIMSELF THAT IT IS.

...STOP THE CHAOS, QUELL THE VIOLENCE-- WITH A FAST QUIP AND A FASTER FIST.

...BEYOND THEIR SORROWS. BEYOND EVEN THEIR JOYS.

LIP HERE-- SO HIGH ABOVE THEIR HEADS-- HE MUST SEEM BEYOND THEIR MUNDANE STRUGGLES...

HE WANTS NOTHING MORE, RIGHT NOW, THAN TO BE WHAT EVERYONE THINKS HE IS: NOT A MAN, BUT A MASK, A LARGER-THAN-LIFE HERO WHO CAN DO WHAT THE AVERAGE PERSON ONLY WISHES HE COULD...

BUT WHAT WOULD THEY SAY IF THEY KNEW THAT HE'D COME TO RAVENSCROFT TONIGHT READY TO BEG DOCTOR KAFKA TO HELP HIM SORT THROUGH THE SORROWS OF HIS OWN LIFE...

...HEAL HIS WOUNDED SOUL...

...AS SHE'D DONE ONCE BEFORE.

WHAT WOULD THEY SAY IF THEY KNEW THAT HE'S BEEN HURT SO DEEPLY BY RECENT EVENTS...





...THAT HE'S READY TO HIDE BEHIND THE MASK FOREVER-- RENOUNCE THE FRAGILE, ALL-TOO HUMAN PETER PARKER...

...RATHER THAN LET HIMSELF BE HURT AGAIN.

HE THINKS OF HIS WIFE, HIS AUNT-- AND FORCES THEIR IMAGES FROM HIS MIND. JUST BE THE SPIDER, THE INNER VOICE WHISPERS.

SHUT DOWN YOUR HEART. BE STRONG. BE SAFE.

SO HE THINKS INSTEAD OF SHRIEK-- WHO LEFT A TRAIL OF DEATH BEHIND HER DURING THE CITY-WIDE MASSACRE THE MEDIA DUBBED "MAXIMUM CARNAGE."

YES, THE VOICE AGAIN INSISTS, BE THE SPIDER...

HE THINKS OF MALCOLM M'BRIDE-- WITH A VIRUS IN HIS SYSTEM THAT WILL... IF LEFT UNTREATED... TURN HIM INTO A PITILESS CREATURE CALLED CARRION.

AND, LIKE A GOOD HERO, HE DETERMINES TO STOP THE VILLAIN, SAVE THE INNOCENT, AVENGE DOCTOR KAFKA.

...AND BURY THE MAN.

MEANWHILE, IN THE STREETS BELOW, A WOMAN WHO HAS NO MASK TO HIDE BEHIND STUDIES EVERY FLEETING FIGURE, EVERY RIPPLING SHADOW...

BEATRICE M'BRIDE ISN'T INTERESTED IN VENGEANCE OR HEROISM... SHE DOESN'T EVEN THINK OF HERSELF AS A PERSON WITH COURAGE.

SHE ONLY KNOWS THAT SHE LOVES HER MALCOLM-- MORE THAN LIFE ITSELF.

...IN HOPES OF FINDING HER ONLY SON.



# SMILIN' STAN LEE'S COMING TO YOUR TV!

(Who else could possibly host Marvel's first show on HSC®?)

**MAY 18th**  
7-10 PM (E.T.)  
HSC 2

**MAY 19th**  
6-9 PM (E.T.)  
HSC 1

**COMING AT YA  
WITH MASSES  
OF MARVEL  
MERCHANDISE!**

**A MONTHLY  
MEGASHOW  
IN THE  
MIGHTY MARVEL  
MANNER!**

**HEY TRUE  
BELIEVERS,  
THIS ONE'S A  
MUST SEE!**



I THINK  
HE'S SOME  
FAMOUS COMIC  
BOOK WRITER.

WHO IS  
THAT GUY?  
HE LOOKS  
FAMILIAR...

COMIC BOOKS?  
ON TV? HEY, THAT GIVES  
ME AN IDEA...

LOOK FOR  
MARVEL PRODUCTS  
AT A COMIC SHOP  
NEAR YOU!

Want the lowdown on the highlights at Marvel? Tune in to Stan "The Man" Lee, Marvel's publisher and creative genius, on the Home Shopping Club™. The man who coined the phrase 'Nuff Said has plenty to say about merchandise, memorabilia and collectibles from the Mighty Marvel House of Ideas. Give Smilin' Stan a call. He's waiting to talk your ears off.

Remember, Home Shopping Club delivery is FAST. And all purchases are backed with HSN's 30-day, money-back satisfaction guarantee!

Marvel Comics, all character names and their distinctive likenesses: TM & © 1994 Marvel Entertainment Group, Inc. All rights reserved.

© 1994 Home Shopping Club, Inc.





### Swimsuit Specials - Pin-up Art

- Art of Homage #1 (Image - 48 pages - Sale!) .....\$2  
Image Swimsuit Special #1 (32 pages - Sale!) .....\$1  
32 pages of beautiful girls by image's hottest artists! Full color

# 50% Off!

★ Important - 50% Off Discount Expires after July 30, 1994!

## Mega Specials - Mega Specials - Mega Specials

Amorites 1 (Limited Gold Cover) .....	\$80	Shadowman #0 (Limited Gold Cover) .....	\$80
Avengers 368 (X-Men), 369 (X-Men) .....	\$3	Spawn 1,3,5 (Lim 2) \$10 6,7 \$3 8-12 .....	\$8-12
Avengers West Coast 101 (X-Men - Lim 2) .....	\$5	Spawn vs. Batman 1 (1st Print - Lim 1) .....	\$7.50
Batman 493-499 (1st Print), 500 (Collector's) .....	\$2	Uncanny X-Men 278-283, 300 (Lim 2) .....	\$5
Batman vs. Spawn 1 (1st Print - Lim 1) .....	\$7.50	284-291, 294, 297, 299, 301-303, 305-313 .....	\$3
Daredevil: Man Without Fear 1,2 \$10 3 \$5 4,5 \$3		Uncanny X-Men 304 (Hologram Cover - Lim 2) \$7.50	
Excalibur 71 (Hologram Cover - Lim 2) .....	\$7.50	Wolverine 75 (Hologram Cover - Lim 2) .....	\$10
Gambit 1,2 (1st Series - Lim 2) \$5 3,4 .....	\$3	X-Men 2, 14, 15, 17, 26-33 (Lim 2) .....	\$3
Infinity Crusade 1-6 (Don Lim art) .....	\$2	X-Men: Day of Future Past (48 pages) .....	\$6.95
Magnus 1,2 (Lim 2) \$10 3,4 (Lim 2) .....	\$7.50	X-Factor 92 (Hologram Cover - Lim 2) .....	\$5
Secrets 3,4 (Lim 2) .....	\$5	X-Factor 25 (Hologram Cover - Lim 2) .....	\$7.50

# \$3

# \$5

# \$10

Avengers 368-372, Brigade 1,2 (Mini)  
Amazing Spider-Man 365  
Cable 1,3,6 Dark Dominion 1,3,4  
Cyberforce 2-4, Excalibur Annual 1  
Daredevil: Man Without Fear 4,5  
Firearm 2-4, Freak Force 1,3, Gambit 3,4  
Hawkeye 9-10,12,13 Hard Corps 1  
Hardcase 1-7 Magnus 1,5-20  
Mantia 1,3,5 (Lim 2) Nightman 1-4  
Prime 5-7 (Lim 2) Prophet 1-3 (Lim 2)  
Pact 1 Prototype 1,3-5,7,8,9,10,11,12,13  
Shadowman 2-4, 16 (Lim 5)  
Shogun 1,2,3,4,5,6,7,8,9,10,11,12,13  
Solari 12,23 Solitaire 2,3 (Lim 2)  
Spawn 6,7 Spider-Man 6,7,9,12,26  
Spider-Man 2099 #1 Starblast 1,2  
Strangers 1,3,5-7 Superman 81  
StormWatch Sourcebook 1  
The Solution 2-5 (Lim 2)  
Uncanny X-Men 284-289, 294, 297, 298  
299, 302, 303, 305-313, Annual 17  
Unity #0 (Lim 2) Vanguard 1-4  
Wild Cards 1,4,5, Sourcebook 1  
Wolverine 73, vs. Punisher 2,3  
Wraith 1,2 X-Factor 1 (Gold), 2-14  
X-Men (Deluxe), 2,14-17,26-32  
X-Men Adventures 1-3,6, Vol II #1  
X-Men Anniversary Magazine 1  
X-Men Wedding Magazine 1  
X-Men vs. Dracula 1, X-Men 2099 #1  
X-O Menowar #0, 25 Youngblood 4

Action 689-691, 695 (Collector)  
Archer & Armstrong 0,1-5,6 (Lim 2)  
Avengers West Coast 101 (Lim 2)  
Bartman 1 (Lim 1) Bloodshot 7  
Cable 1 (Mini) Dark Dominion Comics 8  
Daredevil: Man Without Fear 4,5  
Deathmate: Blue, Black, Epilogue, Yellow  
Gambit 1,2 Eternal Warrior 1,8,5,6  
Itchy & Scratchy 1 (Lim 1)  
Legends World Peace 1 Prime 1-4 (Lim 2)  
Secrets 3,4 Strangers 2 (Lim 2)  
Shadowman 1,2 (1st Series)  
Shadowhawk 2 (1st series)  
Spider-Man Unlimited 1-4 (Lim 1)  
Uncanny X-Men 278-283, 300  
Unity 1 X-Factor 92 (Hologram)

Aradia 1 (Limited Prism cover)  
Aradia Limited Squarebound  
Batman 491, 492 (1st Print - Lim 2)  
Daredevil: Man Without Fear 1,2  
Dark Image 1 (Limited Ashcan)  
Deathmate Red (Lim 2)  
Golden City 1 (Limited Gold cover)  
Golden City Limited Squarebound  
Marvels 1,2 (Lim 2) Magnus 9,10  
Out of the Vortex 1 (Limited Gold cover)  
Shadowman 2,3,8 (Lim 2)  
Solar 15 Spawn 1,3,5 (Lim 2)  
Spider-Man 2,4 (Lim 2)  
Steel Harbor 1 (Limited Silver cover)  
Steel Harbor Limited Squarebound  
StormWatch 1 (Lim 1) Ashcan  
Ultimate 0 Union 1 (Limited Ashcan)  
Wild Cards Trilogy 1 (Limited Ashcan)  
Wolverine 75 (Lim 2) Youngblood 1,2

# \$20

# \$40

Cyberforce 1 (with coupon)  
Dark Image 1 (Platinum cover)  
Deathmate: Black (Gold cover)  
Blue/Gold cover, Yellow (Gold cover)  
Eternal Warrior 4 Hawkeye 6  
Magnus 5 (w/ coupon) #0  
Shadowhawk 1 (with coupon)

DC Bloodlines (Per Pack) .....\$1  
DC Comics: Teams Box (Silver) .....\$65  
Death Superman (Per Pack) .....\$300  
Deathmate Blue & Yellow Box .....\$4.95  
Deep Space Nine Limited Set .....\$25  
Marvel Masterpieces II Pack .....\$1.50  
Marvel Series I Pack (each) .....\$1.00  
Marvel Series II Pack (each) .....\$1.50  
Marvel Series III Pack (each) .....\$1.50  
Punisher Gunpowder Cards (pack) \$1  
Rat & Stryker Prism Pack \$2 \$48.95  
Silver Surfer Prism Pack .....\$2  
Spider-Man (Per Pack) \$2 \$48.95  
Star Trek: Master Series I Pack .....\$6.95  
Star Trek: Master Series II Pack .....\$4.95  
Superman Returns Pack \$1 \$24.95  
Valiant Eternals Cards Pack \$1 \$19.95  
Valiant Liberty Cards Pack \$2 \$48.95  
Wolverine Cards Pack (each) .....\$2  
X-Men Ultra Series I Pack (Prize) .....\$2  
X-Men Series I Pack (Prize) .....\$2  
X-Men Series I Pack (SkyBox) .....\$2  
Youngblood Pack \$1 \$25.95

Dr. Mirage 1 (Gold cover)  
Frost 1 (Limited Hologram cover)  
Hardcase 1 (Limited Hologram cover)  
Shadowman 1 (Lim 2) Solar 3,14  
Strangers 1 (Limited Hologram cover)

## \$1 COMICS

Adv Superman 500,505 (1st - Newsstand)  
Archer & Armstrong 9-16,19  
Aradia 1-4 Blaze #1,2  
Batman 441,442,445,500 (Newsstand)  
Book Syndicate 1,2  
Caddis & Dinosaurs 1 Deathblow 1  
Darkhawk Annual 2 Darker Image 1  
Deathmate Prologue #0  
Dr. Mirage 1,2,4 Doom 2099 12,13  
Doomsday For Hire 1-5 Ex-Mutants 1-7  
Eternal Warrior 7,9-16, Ferret 1  
Gravestone 1 Genesis Ashcan #1  
Golden City 1-4 Hardware 1  
Guardians Galaxy 42,44,46 Hero 2-4  
Hawkeye 16,25 Image Swimsuit 1  
Hard Corps 2-9,11-18 Iron Man 290  
Lobo Blazing Chain of Love 1  
Magnus 21,22,24-33, vs. Predator 2  
Mad Dog 1 Meteormouth 1  
Namor 37,39,45,46 1963 #1,2,5,6

New Warriors 43,45, Annual 3  
Protectors 13,12,12,13,16  
Punisher 75 Punisher 2099 #1,15  
Punisher War Journal 50,61  
Punisher War Zone 18,19,22,25  
Rat 9-11,13,18 Ravage 2099 3,5  
Ren & Stimpy 16 Resurrection 1,4  
Robin II #1 Secret Defenders 1,2,14  
Savage Dragon vs. Maggotin Man 1  
Secret Weapons 2-4,7-9  
Shadowman 11-15,17-19  
Silver Sabre 1 Solar 19,22,25-27,30  
Spirits of Vengeance 5,7,12,16  
Static 1 (Bogged) Steel Harbor 1-4  
Superman 82 (Newsstand Edition)  
Superman Legacy: Superman: Newstime  
Top 480,485 & Time 1 Turok 1,3,5  
Vortex 1 Warlock & Infinity Watch 1,7  
X-Factor 72,84,87, Annual 8  
Youngblood: Strikefile 1

## \$2 COMICS

Action 686,687,693,694,696,697  
Archer & Armstrong 501,505 (Collector)  
502,507-510, Annual 5  
Aliens: Colonial Marine 1,4 Rogue 2  
Aliens vs. Predator II #2 (New)  
Art of Homage 1 (48 pages - Image)  
Amazing Spider-Man 366,368,373,  
374,376,378,382-389, Annual 27  
Avengers 368-369 Avengers Strike File  
Batman 493-499,501-503,505  
500 (Collectors Edition)  
Batman: Legends of Dark Knight 1-7  
23-25,28,48-51,57-55,57  
Bloodshot 2-5,8,10,13,16  
Bloodstrike 1,3,6,7 Brigade II 1-4,7  
Brigade 3,4 (1st Series) Cyberforce II #1  
Captain America 423-425, Annual 12  
Codename: Strikefile 1 Death 3  
Daredevil 324-327, Annual 9  
Dark Horse Comics 7 (Star Wars),16  
Deep Space Nine 1,2 (Star Trek)  
Detective 650,662,664,666-672  
Dr. Strange 61 Edies 1-4  
Ghost 1-5 (Lim 2) Good Guys 2,4  
Frenz 18,20-24,28,35,37,40-48  
Hero Batman Special 1 Hulk 409,413,414  
Images Shadowhawk 1-3 JLA 71 (1st)  
Infinity Crusade 1-6 J.L. Task Force 5  
Lobo 1 Lobo: Infanticide 1,3

New Mutants 100 (3rd Print)  
Omega Men 5 Q-Unit 1 (Lim 1)  
Phantom Force 1 (Jack Kirby)  
Robin 1 (Collectors) Savage Dragon #3  
Savage Dragon II #2 (6 Regular Series)  
Shadowhawk 3,4 Shadow of Bat 16-21  
Shadowhawk III 1-3 Shadowhawk III 1  
Spawn 3,9,11-13,15-18  
Spect Spider-Man 201,202,204-210  
Spider-Man 16,27,30,31,38,45  
Spider-Man 2099 4,6,12,13,17,19  
Spider-Man Model Agenda #0,1,2  
Star Trek: Deep Space Nine 1,2  
Stormwatch 1-7 Supreme 2-8,10  
Superman 76,78-80,84-87, Annual 5  
Superman Men of Steel  
19,20,22,26,27,29,30, Ann 2  
Steel 1 (New) Super-Patriot 1-3  
Team Youngblood 1-6  
Uncanny X-Men Original 1 (1991)  
Union 2,4 What If 48,58  
Venom 2,4 Venom Enemy Within 2  
Wild Star 1,2,4 Wizard 21,27  
Web of Spiderman 90 (Gold cover)  
100,101,105,107-110, Ann 9  
X-Factor 90,91,95-97,99  
X-Factor 15-17,19-22,26-28,32  
X-Men Adventures 8,10-15 (1st Series)  
X-O Menowar 13,18-20,22,27,28

## Best Sellers

Aradia Limited Collection .....\$10  
Batman: Lonely Place To Die .....\$95  
Batman: Judge Dredd .....\$95  
Batman: Judge Dredd: Vendetta .....\$95  
Ghost Rider Fear .....\$95  
Ghost Rider Resurrection Trade .....\$12.95  
Golden City Limited Collection .....\$10  
Jussac: Park Drive (w/issue #0) .....\$9.95  
Life of Goro Graphic Novel .....\$9.95  
Punisher: The Hard in Big Easy .....\$9.95  
Rat Traps 1 (1st Print) .....\$12.95  
Savage Dragon Trade (Issue 1-3) .....\$9.95  
Shadowhawk Trade (Issue 1-4) .....\$14.95  
Spider-Man Soul of Hunter .....\$9.95  
Star Trek: Star Lost Trade .....\$14.95  
Steel Harbor Limited Collection .....\$10  
Venom: Returns Trade .....\$12.95  
X-Factor & Spider-Man .....\$6.95  
X-Men Adventures Volume 1 .....\$9.95  
X-Men Anniversary Magazine .....\$3  
X-Men: Days of Future Past .....\$9.95  
X-Men Wedding Magazine .....\$9.95  
X-O Menowar Trade .....\$3

## Hot Cards

DC Bloodlines (Per Pack) .....\$1  
DC Comics: Teams Box (Silver) .....\$65  
Death Superman (Per Pack) .....\$300  
Deathmate Blue & Yellow Box .....\$4.95  
Deep Space Nine Limited Set .....\$25  
Marvel Masterpieces II Pack .....\$1.50  
Marvel Series I Pack (each) .....\$1.00  
Marvel Series II Pack (each) .....\$1.50  
Marvel Series III Pack (each) .....\$1.50  
Punisher Gunpowder Cards (pack) \$1  
Rat & Stryker Prism Pack \$2 \$48.95  
Silver Surfer Prism Pack .....\$2  
Spider-Man (Per Pack) \$2 \$48.95  
Star Trek: Master Series I Pack .....\$6.95  
Star Trek: Master Series II Pack .....\$4.95  
Superman Returns Pack \$1 \$24.95  
Valiant Eternals Cards Pack \$1 \$19.95  
Valiant Liberty Cards Pack \$2 \$48.95  
Wolverine Cards Pack (each) .....\$2  
X-Men Ultra Series I Pack (Prize) .....\$2  
X-Men Series I Pack (Prize) .....\$2  
X-Men Series I Pack (SkyBox) .....\$2  
Youngblood Pack \$1 \$25.95

### COMIC GIFT BAGS

Collector Gift Bag (10 comics) .....\$7  
10 very valuable comics! Lots of \$1  
Comic Surprise Bag (20 comics) \$9  
Contains 20 different super-hero comics

### SPIDER-MAN PREMIERE CARDS

All new 150 card series from Pearl  
Spider-Man Premiere (pack) .....\$2  
Spider-Man (Card - Lim 1) \$69.95



**COMICS & ENTERTAINMENT**  
Box 470-M22  
Gainesville, VA 22065  
(703)-330-3500

- All orders guaranteed by 7/30/94 get a 50% discount off all prices!
- The minimum order is \$10.
- All orders are guaranteed to be "new", "Wm. condition".
- Prices are per pack/box item (ex. X-Factor 2-14 are \$3 each).
- Please list at least \$5 in alternatives.
- U.S. add \$3.95 for shipping.
- Canada \$4.95, Foreign \$7.95.
- Add on extra \$1 for insurance.
- Enclose check or money order.
- Payment in U.S. funds only.
- Phone or fax credit card orders.
- Phone 9-6 pm Mon-Fri EST.
- Fax (703)-330-6200.
- For best selection, order A.S.A.P!
- Allow 3-6 weeks for delivery. Thank!

We reserve the right to update prices and limit quantities. All prices \$1/ea. Send \$1 for a new catalog offer them!





THE ONE THING SHE  
HAS IN COMMON WITH  
THE FANTASTIC FIGURE  
SWINGING OVERHEAD  
IS THAT SHE WON'T  
REST...SHE CAN'T  
REST...

...UNTIL HER  
CHILD IS BACK  
IN RAVENCROFT.  
TILL HE'S SAFE...

...AND OUT OF THE  
DEVIL'S CLUTCHES.

WHY WON'T  
YOU LEAVE ME  
ALONE?!

WHY  
ARE YOU  
DOING  
THIS TO  
ME?!

"DOING?"  
I'M NOT DOING  
ANYTHING.

IT'S THAT WITCH  
KAFKA WHO WAS  
HURTING YOU,  
CARRION--DON'T  
YOU REMEMBER?

STOP  
CALLING ME  
THAT! I'M  
NOT CARRION!  
I'M NOT!

OH...WHAT  
HAVE THEY  
DONE TO YOU?

WHEN I FIRST SAW YOU...  
STANDING THERE OUTSIDE MY  
CELL...EVEN I HARDLY RECOGNIZED  
YOU. BUT A MOTHER CAN  
NEVER FORGET HER SON.

WHATEVER THOSE  
ANIMALS DID, MY  
SWEET DARLING...  
MOMMY WILL HAVE  
YOU BACK TO  
NORMAL SOON.

I  
PROMISE.



AH--  
HOME AT  
LAST.



OR AT LEAST...  
A RESTING  
PLACE ALONG  
THE WAY.

IT WOULD BE NICE--  
DON'T YOU THINK--TO  
FINALLY RELAX? DROP  
OUR TROUBLES AND  
ENJOY EACH OTHER'S  
COMPANY? BE A  
FAMILY AGAIN?

CARRION?

WHATEVER  
AM I GOING  
TO DO WITH  
YOU?

NO...  
DON'T  
HURT ME...  
PLEASE...

--THAT  
IT HURTS  
ME FAR  
MORE THAN  
IT DOES  
YOU!

RA AKK

RUNNING  
AWAY FROM  
MOMMY DEAR-  
EST? WANDER-  
ING OFF INTO  
THOSE DARK  
AND DANGER-  
OUS WOODS?

YOU HAVE  
TO UNDER-  
STAND, LITTLE  
ONE--

BUT I SUPPOSE  
A CHILD NEEDS  
THESE PAINFUL  
LESSONS TO TEACH  
HIM HIS LIMITS...  
KEEP HIM FROM  
STUMBLING INTO  
FAR GREATER  
HARM!

BUT PLEASE,  
SWEETHEART--

--DON'T  
EVER GIVE  
ME REASON  
TO HURT YOU  
AGAIN!

MOTHER  
SIMPLY  
COULDN'T  
BEAR IT.







'93-94

BASKETBALL II



# ROOKIES, TRADED VETS AND HOT INSERT SETS.

**All-New 175 Card Series II Features 52 Rookies.  
Top Traded Vets. Free Agents. Plus A USA Basketball Team Subset.**

Series II isn't second string, it's the second half of Fleer Ultra's hottest basketball set ever—with no Series I repeats. It's an awesome collection of NBA talent featuring rookies, traded vets and free agents in their new team uniforms. Plus, there's a 12-card USA Basketball Team subset with "Dream Team II" NBA players and coaches who will compete at the World Championship of Basketball in Toronto in August '94. And every basic card features that famous Fleer Ultra quality.



52 rookies—no Series I repeats.

Traded vets in their new uniforms.

## Plus, Six Highly Collectible Insert Sets. One Insert Card In Every Pack.

These hot limited-edition insert sets will spark a fire in the heart of every collector. They're totally original. Extremely collectible. And there's one insert card in every pack. So don't drop the ball. Pick up some packs of '93-94 Fleer Ultra NBA Basketball Series II cards today. Better yet, get plenty.



"Jam City" inserts—9 awesome whammers, jammers, bammers and slammers. 17-card packs only.



"Rebound Kings" inserts—10 of rebounding's royalty. All packs.



"Famous Nicknames" inserts—15 superstars including "Zo," "D.C." and The "Human Highlight" Film. All packs.



"Inside/Outside" inserts—10 stars who can score from everywhere. All packs.



"Power In The Key" inserts—9 big-name big men who control the paint. 100% foil cards. 14-card packs only.



"All-Rookie Series" inserts—15 top 1st year players. All packs.



YOU CAN'T BUY A BETTER BASKETBALL CARD.  
© 1994 FLEER CORP., MT. LAUREL, NJ 08054  
COPY © 1994 USA BASKETBALL  
COPY © 1994 NBA PROPERTIES, INC.

### USA BASKETBALL TEAM MAIL-IN!

Get Cards Of The Two Additional Players To Be Named To The Team, Plus A USA Basketball Team Photo Card. Offer Available Only By Mail For Ten 1993-94 Fleer Ultra Basketball Series II Wrappers And \$1.50. See Pack For Details.





WH-WHO'S THERE?

SHEILA-- IS THAT YOU?

I SWEAR-- IF YOU THINK IN HERE DRUNK AGAIN AND BEG ME TO TAKE YOU BACK, YOU'RE--



WHAT IN THE NAME OF HEAVEN--?



HEAVEN... HELL--

--IT'S ALL THE SAME TO ME.

MISTER-- RUN! GET OUT OF HERE!

SHE'S CRAZY! SHE'LL--



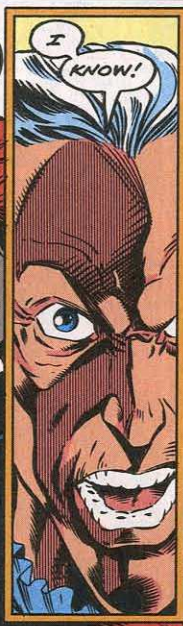
















JUST...  
GREAT.

I...I NEED  
TO GET BACK TO  
RAVENCROFT.



UPSTATE.



WITHOUT THE  
DRUGS... I'LL  
CHANGE BACK--

I'LL BECOME  
THAT... THAT  
MURDERING  
THING AGAIN...

I'D RATHER  
DIE THAN BE-  
COME CARRION  
AGAIN!

YOU  
JUST DON'T  
GET IT, DO  
YOU?

WHAT YOU  
THINK YOU  
ARE NOW--

-- THAT'S  
THE LIE.



CARRION IS THE  
TRUTH OF YOUR  
SOUL. THE ANGER.  
THE EVIL. THE  
STINK AND ROT.

THAT'S  
WHO YOU  
ARE.



MAYBE THAT'S WHO YOU  
ARE, SHRIEK-- BUT NOT ME!

I MAY NOT BE PERFECT...  
GOD KNOWS I'VE HAD TIME  
ENOUGH LATELY TO REFLECT  
ON THINGS IN MY LIFE I WOULD  
HAVE DONE DIFFERENTLY--

-- BUT I WAS BROUGHT UP  
IN A FAMILY THAT BELIEVED  
IN LOVE... AND FAITH... AND  
SIMPLE HUMAN DEGENCY.

I HAD A FATHER  
AND A MOTHER  
WHO--



I'M YOUR  
MOTHER-- YOU  
MISERABLE  
INGRATE!

DON'T  
YOU EVER  
FORGET  
THAT!

SHRAAAAK

I'M THE ONE WHO  
SUFFERED AND ALMOST  
DIED BRINGING YOU  
INTO THE WORLD... WHO  
SACRIFICED TIME AND  
AGAIN, SO THAT WE COULD  
HAVE FOOD ON THE TABLE  
...A ROOF OVER OUR  
HEADS!

DO YOU  
KNOW HOW  
MUCH  
BETTER  
MY LIFE  
WOULD  
HAVE BEEN  
IF IT WEREN'T  
FOR YOU?









YOU! IT'S ALWAYS YOU!

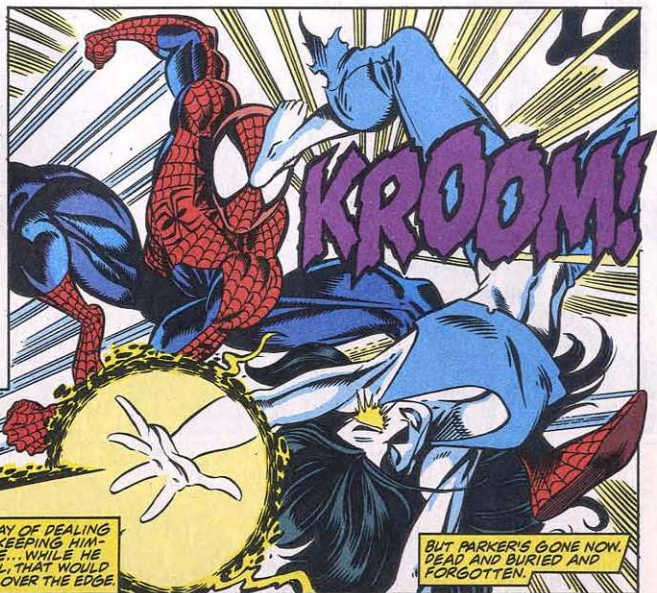
YOU TOOK  
CARNAGE AWAY!  
YOU MURDERED MY  
SWEET DOPPEL-  
GANGER!

WELL, YOU'RE NOT  
TAKING CARNAGE, DO  
YOU HEAR ME? YOU'RE--

NO CLEVER QUIPS.  
NO WITTY BANTER.  
NO JOKES.

THAT WAS PARKER'S WAY OF DEALING  
WITH THE DANGER... OF KEEPING HIM-  
SELF BALANCED... SANE... WHILE HE  
TOOK RISKS, FACED EVIL, THAT WOULD  
HAVE DRIVEN MOST MEN OVER THE EDGE.

BUT PARKER'S GONE NOW.  
DEAD AND BURIED AND  
FORGOTTEN.



THERE'S ONLY THE  
MASK NOW. ONLY  
THE SPIDER.

AND THE SPIDER  
DOESN'T JOKE.  
DOESN'T THINK.

HE JUST  
ACTS.

SWIFT AND  
STRONG.

HARD AND  
TERRIBLE.



NO HUMOR NO  
COMPASSION.

JUST BLOODY  
RETRIBUTION.

STOP THE MADNESS,  
POUND IT DOWN,  
STAMP IT OUT, BE-  
FORE IT CONSUMES  
HIM. BEFORE MORE  
INNOCENTS FALL.  
BEFORE--







NOOO!



OH, GOD,  
MOMMY,  
PLEASE--

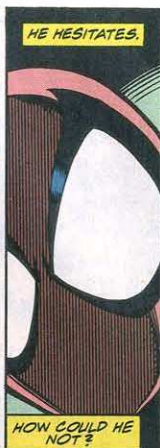
--DON'T HIT  
ME ANY  
MORE!

I'M SORRY I  
WAS BAD! I  
AM! I AM!

PLEASE OH-  
PLEASE OH-  
PLEASE--



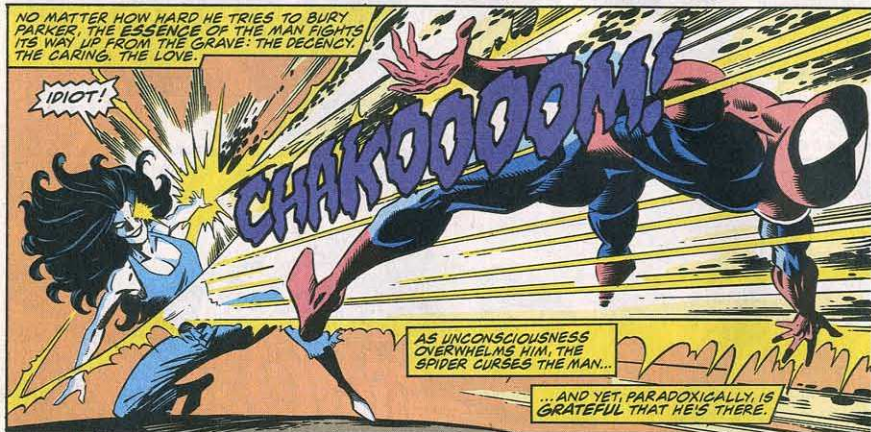
DON'T HIT ME  
ANY MORE...!



HE HESITATES.

HOW COULD HE  
NOT?

NO MATTER HOW HARD HE TRIES TO BURY PARKER, THE ESSENCE OF THE MAN FIGHTS ITS WAY UP FROM THE GRAVE: THE REGENCY, THE CARING, THE LOVE.



IDIOT!

CHAKOOOOM!

AS UNCONSCIOUSNESS  
OVERWHELMS HIM, THE  
SPIDER CURSES THE MAN...

...AND YET, PARADOXICALLY, IS  
GRATEFUL THAT HE'S THERE.



YOU'RE JUST LIKE THAT  
MORON KAFKA.

ALL I HAVE TO DO IS ACT LIKE  
A FRIGHTENED LITTLE GIRL--AND  
YOUR GUARD GOES DOWN.

I HAD PLENTY OF TIME  
TO EXPLORE THE NATURE OF  
MY SONIC POWERS WHILE I  
WAS IN RAVENCROFT. I  
CAN USE THEM... MANIPU-  
LATE THEM... IN ALL KINDS  
OF NEW WAYS--

--LIKE THE SONIC  
BUFFER ZONE I JUST  
USED TO REDUCE THE IM-  
PACT OF YOUR BLOWS.

BUT YOU KNOW THE THING  
I DO BEST, DON'T YOU? I  
DIG INSIDE YOU. I FIND  
YOUR DARKNESS--



--AND I ECHO IT.  
AMPLIFY IT.

UNTIL, IN THE  
END--

--YOU'RE

JUST

LIKE



ME!



Pop out here →

To heat activate,  
press here ↓

**MOST CARD  
COMPANIES  
WOULD BE  
SHOCKED  
IF YOU DID THIS TO  
THEIR CARDS.  
WE ENCOURAGE IT.**

↑ Fold out here

Tear open our new Baseball Fun Packs and you'll find cards you can fold. Cards you can pop out. Even heat-activated cards that change colors when you touch them. There are 240 cards to collect. So look for them wherever Upper Deck™ cards are sold. We think you'll never look at trading cards the same way again.



Each box contains a random assortment of 1994 Upper Deck Fun Pack cards numbered 1-240. The odds of finding a pack containing a "Scratch-Off Game" insert card are 1:1. All MLB and Team insignias depicted are the property of MLB Properties, Inc., and the respective MLB teams and may not be reproduced without the written consent of MLB Properties, Inc. ©1994 MLB Properties, Inc. Upper Deck and the card photograph combination 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, 5909 Sea Otter Place, Carlsbad, CA 92008.





IN QUEENS, GOODBYES ARE SAID. MARY JANE OFFERS TO STAY; MAY DECLINES.



BOTH FEEL AWKWARD, UNCOMFORTABLE...

...SADDENED BY THE WORDS THAT PASSED BETWEEN THEM THIS MORNING.

RELUCTANTLY, MARY JANE HEADS OFF TOWARD THE SUBWAY. WHILE, WITH EQUAL RELUCTANCE, MAY CLOSSES THE DOOR.

ALONE AGAIN.

FOR ALL THE FRIENDSHIPS, ALL THE BUSYWORK, SHE'S FELT SO ALONE IN THE YEARS SINCE BEN DIED.



DESPITE THE GENTLENESS OF HER TOUCH, IT SEEMS TO SLAM WITH A HARSH FINALITY.



BEN... AND ONE OTHER PERSON.

PETER.

...HOW WOUNDED BY WHAT "RICHARD" AND "MARY" DID.

NO, SHE DECIDES. IT'S BEST NOT TO BURDEN HIM.

EVEN WITH NATHAN--AND SHE'S ASHAMED TO EVEN THINK IT--THERE WAS AN EMPTINESS, A VOID THAT ONLY BEN KNEW HOW TO FILL.

SHE WANTS TO RUSH TO THE PHONE, CALL HIM, TELL HIM EVERYTHING THAT'S HAPPENED, BUT SHE KNOWS (MARY JANE DIDN'T HAVE TO TELL HER!) HOW UPSET HE IS...



SHE'LL HANDLE THIS BY HERSELF. SHE DID IT BEFORE BEN. SHE'S BEEN DOING IT SINCE.

SHE CAN DO IT...

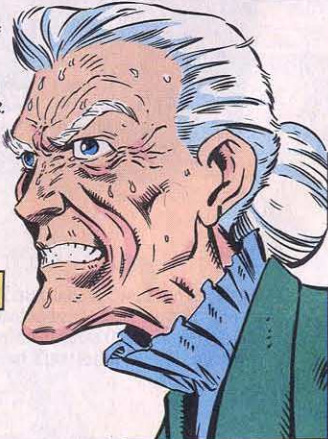


IT HAPPENS AGAIN: THE NUMBNESS, THE TINGLING, THE SUDDEN BLURRING OF HER VISION.

...NOW?

THE WAVE OF DIZZINESS RUSHING UP AND OUT FROM THE DEEPEST PART OF HER.

NO! SHE THINKS.



I HAVE TO BE STRONG! PETER NEEDS ME!





PETER NEEDS ME.

YOUR DARKNESS, SPIDER-MAN.

I CAN FEEL IT.

THICKER... TASTIER... THAN IT WAS BEFORE.

YOU'RE MOVING CLOSER TO MY WORLD ALL THE TIME. I THINK, PERHAPS, IF I GIVE YOU A LITTLE PUSH--

--YOU JUST MIGHT BE THE FATHER MY BOY NEEDS, THE HUSBAND WHO'LL FULFILL MY EVERY DESIRE.

I'D LIKE THAT, AND I THINK, WITH A LITTLE HELP FROM ME--

--YOU'D LIKE IT TOO.

SO I'LL JUST REACH INTO YOUR MIND... GRAB A HANDFUL OF YOUR SHADOW-SELF AND... ENCOURAGE IT. EXPAND IT. TILL YOU'RE--

--TILL YOU'RE...

OF COURSE!!

WH-WHAT?



SNEAK PREVIEW OF NEXT WEEK'S BOOKS: JOHN BUSCEMA RETURNS TO DRAW THE AVENGERS... DOOM ENTERS THE SAVAGE LAND OF 2099... X-MEN... SPIDER-MAN HELPS MORBIUS STOP SLAUGHTER... WARLOCK GETS A NEW GIRLFRIEND... FIRESTAR IS CAUGHT IN THE SALEM WITCH TRIALS...

# BULLPEN COMICS BULLETINS

## ProFile: RON LIM

Is Ron Lim the hardest-working artist working in comics today? He might just be! Ron is the mega-popular penciler on such titles as NIGHTWATCH, SILVER SURFER, X-MEN 2099, and SPIDER-MAN UNLIMITED! In fact, Ron is so busy, while we were interviewing him, he finished another six pages! We thought we'd go out on a Lim and find out what makes him tick!

### Where and when were you born?

I was born in Marysville, California in 1965.

### How did you break into comics?

I started off in independent comics, doing work for some small publishers. I got my first break at Marvel when I was hired on the spot by Tom DeFalco at Wonder-Con. My first job for Marvel was a Black Panther story that wound up running in MARVEL SUPER-HEROES.

### Who are some of your influences?

Neal Adams, John Byrne, and George Perez are the main three. Now I look at everything, from American comics to Japanese manga.

### Were you always a Silver Surfer fan?

Yeah, ever since I saw him in one of those old Treasury Editions, those giant comics. I loved those old Treasury Editions. I wish they'd do more of them.

### Since you work on the Silver Surfer, we're obligated to ask you this: have you ever surfed?

No! (laughter) I've never surfed in my entire life! This will probably shatter some illusions, but I've never set foot on a board!

### What are some of your hobbies?

I'm a huge movie buff. I'm especially into kung fu movies, Japanese animation, and action/adventure movies.

### Who is your favorite action hero?

Jackie Chan is my favorite — he is way cool. And Sylvester Stallone!

### Did you ever have a crush on any of the girls from the Brady Bunch?

(laughter) No! But I watched every episode seven times!

### How fast are you?

I usually average 2-3 pages a day. That's working six to eight hours a day, five or six days a week. I enjoy the work, except when the Dreaded Deadline Doom is looming over my head! I take off one day a week to goof off, otherwise I'd go insane!

### Do you like to ink your own work, or have other artists ink you?

I like working with other inkers. Currently I'm working with Jim Sanders, and we're working very well together. Terry Austin is probably my all-time favorite inker. Oh, and Joe Sinnott, because my all-time favorite comic book was the FF. What comics would you like to work on that you haven't? FANTASTIC FOUR, but I wouldn't want to do it unless I really had time to do it right. X-MEN... and IRON MAN. I've always liked the idea of a guy in a suit of armor!



## HYPE BOX

The galaxy of the 30th Century gets a little bigger this month as the GUARDIANS OF THE GALAXY celebrate their fiftieth issue, and their first limited series spin-off — GALACTIC GUARDIANS! GUARDIANS #50, a double-sized issue with a foil-enhanced cover, concludes the story that's been building up for the past year!

The issue features the final fates of Protege, the Beyonder, Mephisto, and Malevolence — among other surprises! Editor Craig Anderson promised this issue would feature "more cosmic stuff than you could shake your big toe at!"

GUARDIANS #50 is written by Michael Gallagher, with breakdowns by Kevin West, and finishes by Steve Montano. That same creative team is also responsible for GALACTIC GUARDIANS, a four-issue spin-off series, only with Kevin contributing full pencils instead of just breakdowns.

GALACTIC GUARDIANS #1 has the future super-team living up to their name as they defend the entire galaxy from a race of aliens led by the ultra-evil Ubiquitor! The first strike comes when the sinister Silverback invades Asgard, where he comes face-to-face with the son of Thor, Woden! The limited series will also focus on the thousand-year feud between Hollywood and Mainframe, and will provide amazing insights into the War of the Worlds!

Asked what makes the GALACTIC GUARDIANS different from the GUARDIANS OF THE GALAXY, Craig said, "We're talking about much higher power levels. The GUARDIANS OF THE GALAXY are the last surviving members of their races — Charlie-27, Nikki, etc. The GALACTIC GUARDIANS are the 30th Century versions of Phoenix, Firelord, Wonder Man, Ghost Rider — and the son of Thor will be joining, as well. To put it in military terms, the Guardians of the Galaxy are a bullet. The Galactic Guardians are an atom bomb!"

Craig noted that GALACTIC GUARDIANS is "the most demanded series of all time from my office — no lie!" If their first Limited Series takes off, you can expect to see more GALACTIC GUARDIANS in your future.

If you haven't entered the 30th century for a while, now is the time!



## NOW ON SALE

- **AMAZING SPIDER-MAN #391:** Here's something to shout about — Shriek is back! By DeMatteis/Bagley/Emberlin!
- **BARBIE #43:** Take a sea cruise with Ken! By Slatko/Cool/Lucas!
- **BLACKWOLF #2:** Meet the new Blackwolf! — he's not the same as the old Blackwolf! By Herdling/Medina/Emberlin!
- **CONAN CLASSIC #2:** Nominated for best story of 1971! By Thomas/Windor-Smith/Buscema!
- **CONAN SAGA #88:** It would be a shame if Belt! loses the throne of Shem! By Thomas/Buscema/Chant!
- **GHOST RIDER #51:** There's no catch here — Dan Ketch is back as Ghost Rider! By Mackie/Larrock!

- **GUARDIANS OF THE GALAXY #50:** The final future fates of Mephisto, Beyonder... and more! By Gallagher/West/Montano!
- **NAMOR ANNUAL #4:** HYDRA wants a war between Atlantis and the surface world! By Bollers/Davist!
- **NIGHT THRASHER #12:** Thrash is given a noose for a necktie in the pre-Civil War South! By Nicieza/Bollert!
- **PRISON COLONY #2 OF 3:** Based on the movie! Will Robbins make it out alive? By Salick/Harris/nyl!
- **PUNISHER WAR ZONE #28:** Frank enters the jungle of no return! By Dixon/Buscema!
- **QUASAR #60:** Quasar visits Thanos

- what a way to spend your last issue! By Marx/Smith/Caberal!
- **RAVAGE #209 #20:** There's nothing drawn about... the Hunter! By Mills & Skinner/Mehm/Adams!
- **SACHS & VIOLINS #4 OF 4:** Mayhem at the Mardi Gras! By Davidi/Peretz!
- **SECRET DEFENDERS #17:** Deadpool drops in to hunt for the Moebius Stone! By Brevoort & Kanterovich/DeCaire/Hudson!
- **SILVER SABLE #26:** Can the Trampster make it as a Wild Packer? By Arducci/Mahniko/Almond & Christopher!
- **SPIDER-MAN TPB: ROUND ROBIN:** See the sidekick's revenge!

- **WAR MACHINE #4:** We'd advise War Machine not to fight the Advisor! Karminski & Benson/Gecko/Ecklund!
- **WOLVERINE #83:** A Japanese vacation with Sunfire and Silver Samurai! By Hama/Kubert/Sellers!
- **X-FACTOR #104:** It's total havoc as Mister Sinister possesses Havok! By DeMatteis/Duursema/Milgrom!
- **X-MEN ADVENTURES: SEASON 2 #6:** Gambit goes to New Orleans to save his brother! By Macchio/Haber!
- **X-MEN: THE EARLY YEARS #3:** Meet the fastest mutant of them all — the Blob! By Lee/Kirby!

DR. STRANGE BATTLES VARNAE, LORD OF VAMPIRES... MR. SINISTER RETURNS TO PLAGUE THE





# SPECIAL TRIAL OFFER NEW COMIC BOOKS 50% OFF!



**Pick Your Comics From These And Many Other Titles!**



Batman  
Legion of Super-Heroes  
Uncanny X-Men  
X-Force  
Punisher  
Fantastic Four  
Iron Man  
Green Lantern  
G.I. Joe

Ghost Rider  
Punisher War Journal  
Legends of the Dark Knight  
Superman  
Wolverine  
Excalibur  
Hulk  
Swamp Thing  
Quasar

Teen Titans  
X-Men  
Amazing Spider-Man  
Detective  
New Warriors  
Daredevil  
Justice League America  
Flash  
Lobo



**PLUS DOZENS MORE!**

## Trial Offer Pricing Schedule

\$1.25 COVER PRICE = \$ .63	\$1.50 COVER PRICE = \$ .75
\$1.95 COVER PRICE = \$ .98	\$2.50 COVER PRICE = \$1.25
\$2.95 COVER PRICE = \$1.48	\$3.95 COVER PRICE = \$1.98

For a limited time only, we are offering 60-day trial memberships in our N.I.C.E. Comics Club. With this membership, you get 50% off any MARVEL or DC Comic title and 10%-40% off any INDEPENDENT title. We lose money on this special deal, but we think it's worthwhile to get you to try purchasing through what has become the most sophisticated comics club in the country. Besides great service and great discounts, membership also has the following benefits:

- ★ Guaranteed Brand-New Delivery
- ★ Complete Freedom To Start Or Stop Any Title
- ★ Toll-Free Customer Service Line
- ★ Shipping in Custom-Designed Sturdy Boxes
- ★ Discounts Of 20% Off On Back Issues (5,000,000 Back Issues In Stock!)
- ★ Monthly Investment Advice
- ★ Computerized Invoices

- ★ Monthly Newsletter On Upcoming Comics
- ★ Discounts of 10%-40% Off All Comics
- ★ Permanent Discounts of 30-40% on Marvel & DC Comics
- ★ International, APO, And FPO Service
- ★ Monthly Bonus Discount Books At 50% Off
- ★ Discount Marvel Age
- ★ Three Shipping Options: Weekly, Bi-Weekly, Or Monthly
- ★ Free Back Issue Price Guide

Does our service sound as if it could help you? If so, call our toll-free number and we'll send you your first membership form. You'll be joining over 5,000 other serious comics fans in saving on your new comics purchases. Or, for speedier service, call us, have a VISA or MASTERCARD ready, and we'll start your shipments right on the phone.

**CALL MONDAY-FRIDAY 1 P.M.-5 P.M. MOUNTAIN TIME**

# 1-800-676-6423

**MILE HIGH COMICS**

**America's Largest Comics Dealer!**

**2151 W. 56th Ave. • Box MC-40 • Denver, CO 80221**

**Our Special Comics Offer Is Also Available In Our Stores!**



**Mega-Store #1  
Mile High Comics**  
9201 N. Washington  
Thornton, Colorado  
(303) 457-2612

Mile High Comics  
1st & Wadsworth  
Lakewood, CO  
(303) 238-8125

Mile High Comics  
760 S. Colorado  
Denver, CO  
(303) 691-2212

Mile High Comics  
308 S. Broadway  
Denver, CO  
(303) 777-5911

Mile High Comics  
50 W. Littleton Blvd.  
Littleton, CO  
(303) 730-8160

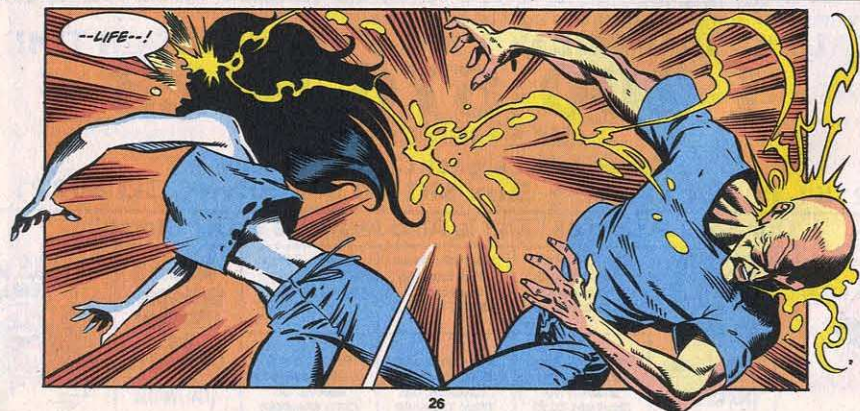
Mile High Comics  
931 North Murray  
Colorado Springs, CO  
(719) 596-2155

Fantasy Works  
Buckingham Square  
Aurora, CO  
(303) 695-9664

**Mega-Store #2  
Mile High Comics**  
12041 Harbor  
Blvd.  
Anaheim, California  
(714) 774-1159









REST NOW, SWEET MOTHER. IN TIME,  
YOUR STRENGTH WILL RETURN. REST--  
KNOWING YOUR EFFORTS WERE  
SUCCESSFUL. GARRION  
LIVES AGAIN--

--FREE OF THE DISEASE CALLED  
"MALCOLM M'BRIDE"--AND FOREVER  
GRATEFUL FOR YOUR SACRIFICE.

I COULD  
FEEL YOUR  
PAIN AS  
YOU GAVE  
BIRTH  
TO ME.

I KNOW THE  
AGONIES  
YOU EXPERI-  
ENCED...IN  
THE NAME  
OF LOVE.

AND IN THE NAME OF  
LOVE I WILL REPAY  
YOUR KINDNESS--

--BY DESTROYING  
OUR ENEMY.

...UHHHH...

ONE TOUCH--AND HE  
SHRIVELS...DECAYS...  
DIES.

ONE TOUCH... AND  
OUR FAMILY IS FREE  
OF SPIDER-MAN...  
FOREVER.

MALCOLM  
...NO!

MALCOLM IS  
DEAD!

AND SO ARE YOU!

AAAAA



SIMON ERIC JOHN

Konami unearths Castlevania: Bloodlines for Sega Genesis, the most challenging, most chilling adventure in vampire hunting history! As whip-wielding John or master lanceman Eric, pursue your bloodstained destiny across Europe chasing the latest, vilest incarnation of horror, Countess Bartley. Shudder at 6 stages of shocking new graphic sights and sounds from your worst nightmare. Skele-dragons, spear thrusting minotaurs, grotesque giants and ghastly creatures are dying to slay you with gruesome attacks and strange powers. So take up your sacred weapons and begin. Just remember that you already have one foot in the grave.



"Sanyo" and "Upodrone" are trademarks of Sanyo (America) Inc. Koniam is a registered trademark of Koniam Co., Inc. © 1994 Koniam (America) Inc. All rights reserved. Sanyo and Koniam are trademarks of Sanyo (America) Inc. All rights reserved. This official seal is your assurance that this product meets the top quality standards of Sanyo. Buy smart and accessories with this seal to be sure that they are compatible with the Sanyo Gemini® System. Koniam Game Mail and Tap Line: 1-800-898-7917 (4443). 79¢ per minute charge. Children under 16 years old must have permission of a parent or legal guardian before calling.



**KONAMI**®



SHE DIDN'T MAKE IT TO THE SUBWAY STATION. HALFWAY THERE SHE TURNED AROUND.

AUNT MAY...?



NOT TO RESUME THE MORNING'S DISCUSSION (SHE KNOWS THERE'S NO POINT TO THAT)...

THE FUSE IS BURNING--AND I HAVE TO DO SOMETHING TO HELP HER BEFORE THE BOMB...



... BUT JUST TO SPEND MORE TIME WITH MAY, TO LET HER KNOW, WITHOUT ANY WORDS, THAT SHE'S THERE FOR HER. AND SHE ALWAYS WILL BE.

I HAD A GREAT IDEA. LET'S YOU 'N' ME HAVE OURSELVES A GIRLS' DAY OUT.



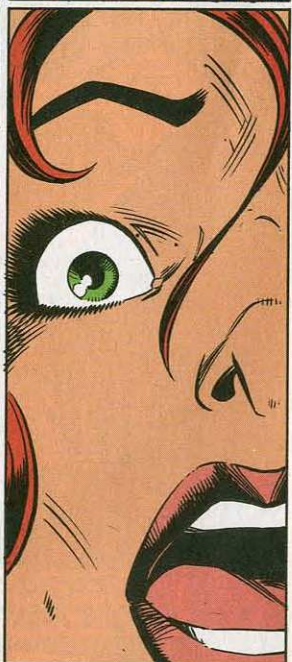
Y'KNOW... DO SOME SHOPPING... TAKE IN A MOVIE... HAVE DINNER TOGETHER--!

AND MAYBE... JUST MAYBE... MAY WILL OPEN UP, LET OUT SOME OF THAT PAIN SHE'S BEEN HOLDING IN FOR SO LONG.

MAY-- YOU IN THERE?



GOD, I HOPE SHE DOES, MARY JANE THINKS.







...EXPLODES!

IF YOU THINK SPIDER-MAN'S OVER THE EDGE NOW--  
JUST WAIT TILL NEXT ISSUE: SHRIEKING, PART 3:  
**PETER PARKER NO MORE!**



# 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's Web,

Re: ASM #386.

Great job! My hat is off to David Michelinie and the rest of the crew on AMAZING SPIDER-MAN. I loved the story, the art, everything about the issue with one exception: you've got me worried about Aunt May! What is all this stuff about Alzheimer's? Please don't start messing with my favorite (non-super-powered) character! I understand that May is getting on in years, but please don't give her Alzheimer's!

I was shocked by pages 17 and 18, when that black-haired lady (and I use the term loosely) tried to shoot MJ! Thank Odin for security guards! Here's a request: take this "lady" and feed her to Venom! Please?

I've been collecting comics for a few years now, and I have to say that AMAZING SPIDER-MAN is most definitely my favorite book (with WEB and GAMBIT a close 2nd and 3rd). Thanks for all the great issues, and I hope you keep putting them out for a long time to come!

Michael Quirk  
(Address withheld by request)

Fear not, Michael, there's no end in sight to Spidey's adventures, and the excitement's building every month toward issue #400 and beyond!

As you know by now, Aunt May did not have Alzheimer's, but as the end of this issue shows, there may be a lot more reason to worry about her now! (What do you mean you're reading the letters page first? Go back to page 1, read the story and meet us back here! We'll wait.)

And if you're a fan of WEB and GAMBIT, you must have really dug the Cajun X-Man's appearance in WEB #113! (You haven't picked it up yet? Okay, okay... we'll wait while you run to the comics shop... but this is the last time!)

Dear Spider-people,

I thought that after reading ASM #386, it was my duty as a devoted Spider-Man fan to write a letter. This issue was, pardon the pun, amazing! The storyline, the art, everything was great. The Vulture looked better than ever before, and Spidey was his usual exciting self.

As far as Spidey telling his parents about his secret identity, I don't know. They do still seem a bit suspicious, so I'm not sure it's a good idea for him to give away that secret so freely. I mean, Aunt May doesn't know, and she brought Peter up!

A couple of questions:

- 1) When is the next time we'll see Spidey and the New Warriors together?
- 2) I know it's a bit early, but do you

guys have any plans for AMAZING SPIDER-MAN #400?

Elisha Olivestone  
215 West 98th Street  
New York, NY 10025

A couple of answers:

1) No plans for a full-scale Spidey/New Warriors reunion, but the webhead did make a guest appearance in NOVA's mag recently. And Spidey, Nova, and Darkhawk will be in a special limited series later this year.

2) Do we have plans for #400? Most definitely. Are we going to give them away here? No way! Are they big? Ah... just wait.

Dear David and Danny,

You guys screwed up this time! What am I talking about? ASM #386. Last page. Spidey gets nailed by the Vulture because he was concerned about the doctor having a heart attack? Okay, he was momentarily distracted from the fight, and that may have given the Vulture an advantage to exploit, which may, in a few seconds, have decided the battle. But for Spidey to ignore his spider-sense when something very dangerous was coming right at him? Ridiculous. Spider-Man was in a fight. His brain was still in fight mode. He wouldn't ignore his spider-sense when a class-one blast goes off in his head. He doesn't think, he moves. That's why he has lived so long. Remember Sin-Eater? Several people died when Spidey was fighting him because he moved instead of thinking when fired upon.

David, some of the best comics writing I've ever read has come from you. If you could eliminate plot holes of this nature, this mag could be truly incredible. Aside from that, keep up the great work! And the plot thickens...

Till the Vulture needs a haircut...  
Make Mine Marvel!

Jim Syler  
Route 1, Box 586  
Creal Springs, IL 62922

Jim, Spidey's spider-sense warns him of imminent danger to himself. Usually, Spidey will react to this by moving to counteract or avoid the danger. However, Spidey will occasionally also ignore the threat to himself if someone else is endangered. That's just the kind of selfless guy he is.

We hope we're living up to that "Incredible" potential you cited. And we hope you've revised your sign-off, now that issue #388 has actually left the Vulture with quite a mane of hair!

Dear Spider's Web,

I've just read AMAZING SPIDER-MAN #386, and I think it was a great way

to bring back one of Spidey's old foes with a bang! AMAZING SPIDER-MAN has had some really good storylines lately, so I hope this team is around for the long haul! Are there any plans for any guest artists in the future? If so, who?

I would like to ask a few questions:

1) Are there any plans for team-ups in the future with Captain America, Daredevil, Iron Man, or the Hulk?

2) Do you guys have any other old Spidey enemies scheduled to make appearances in the future?

David Lopez  
3123 E. Del Amo Blvd.  
Lakewood, CA 90712

1) A Daredevil appearance is in the works. Now that both heroes have gone through some major changes in their lives, it will be wild! Cap is having loads of problems in his own book, so not much chance of him hanging out with Spidey real soon. Ditto for Iron Man (though Venom did drop in on him recently). -The Hulk? Well, ol' Greenskin is married now. Maybe the Banners and the Parkers can get together and play bridge someday. Besides, Hulkie was just in ASM #381 - 382.

2) We've got enemies old and new coming up. As for classic Spidey villains, check out SPECTACULAR #215 for the savage return of the Scorpion, and SPIDER-MAN #50 for Spidey's battle with the man who carries on the legacy of Kraven the Hunter!

As for guest artists... only if Mark Bagley catches wind of the fact that he needs to sleep.

**NEXT ISSUE:** The revelation of Aunt May's horrible fate sends the already emotionally reeling Spider-Man even further toward the edge! Can the web-slinger pull himself back from the brink, or will Peter Parker simply cease to exist? The answer will astound you! Do we really need to tell you to be here?? (After all, Shriek and Carnage will be!)

And by the by, there's a mysterious figure turning up in the other Spider-books who'll soon be showing up here as well! Who is he? Well... check out his tantalizing appearances and join us as we find out together! The mystery begins in WEB #114, on sale now, and continues in SPIDER-MAN #48, on sale next week. Don't miss any of it! Its payoff will only change Spidey history forever!



# MULTI-TITLE SALE!



Order first title at listed price below. Each additional title ordered, **SUBTRACT \$1.00 per title!** Single titles are at full price (12 issues per title).

Offer expires: Sept. 30, 1994.

## \$15.00 Titles (12 issues)

- ☐ GJ G.I. JOE
- ☐ XCL X-MEN CLASSICS
- ☐ AGE MARVEL AGE
- ☐ MTL MARVEL TALES (FEATURING SPIDER-MAN)
- ☐ SMC SPIDER-MAN CLASSIC
- ☐ XAV X-MEN ADVENTURES

## \$18.00 Titles (12 issues)

- ☐ BAR BARBIE
- ☐ BFB BARBIE FASHION
- ☐ AMZ AMAZING SPIDER-MAN
- ☐ AVE AVENGERS
- ☐ CAM CAPTAIN AMERICA
- ☐ DDV DAREDEVIL
- ☐ HWK DARK-HAWK
- ☐ D99 DOOM 2099
- ☐ FAN FANTASTIC FOUR
- ☐ FWK FORCE WORKS
- ☐ G99 GHOST RIDER 2099
- ☐ GAL GUARDIANS OF THE GALAXY
- ☐ INC INCREDIBLE HULK
- ☐ IRM IRON MAN
- ☐ SUB NAMOR
- ☐ NWR NEW WARRIORS
- ☐ PUN PUNISHER (COMIC)
- ☐ P99 PUNISHER 2099
- ☐ PAV PAVAGE 2099
- ☐ SAB SILVER SABLE
- ☐ CAD CONAN THE ADVENTURER
- ☐ PPK SPECTACULAR SPIDER-MAN
- ☐ S99 SPIDER-MAN 2099
- ☐ THR THOR
- ☐ THU THUNDERSTRIKE
- ☐ XME UNCANNY X-MEN
- ☐ WEB WEB OF SPIDER-MAN
- ☐ FAC X-FACTOR
- ☐ XFO X-FORCE
- ☐ X-MEN X-MEN
- ☐ X99 X-MEN 2099
- ☐ WHI WHAT IF
- ☐ MXC MARVEL COMICS PRESENTS
- ☐ CCL CONAN CLASSICS
- ☐ SCL SABRETOOTH CLASSICS
- ☐ KEY X-MEN: THE EARLY YEARS
- ☐ WMC WAR MACHINE
- ☐ NGT NIGHTWATCH
- ☐ SIL SILVER SURFER

## \$21.00 Titles (12 issues)

- ☐ DH2 DEATH'S HEAD II
- ☐ TFM TRANSFORMERS GENERATION 2

## \$23.40 Titles (12 Issues)

- ☐ DOC DR. STRANGE
- ☐ EXC EXCALIBUR
- ☐ GHR GHOST RIDER
- ☐ MOR MORBIUS
- ☐ NOV NOVA
- ☐ ZON PUNISHER WAR ZONE
- ☐ PWJ PUNISHER WAR JOURNAL
- ☐ REN REN & STIMPY
- ☐ SEC SECRET DEFENDERS
- ☐ SPI SPIDER-MAN
- ☐ WAR WARLOCK & THE INFINITY WATCH
- ☐ WOL WOLVERINE
- ☐ NTR NIGHT THRASHER

## \$24.90 Titles (12 Issues)

- ☐ HST HELLSTORM
- ☐ CAB CABLE
- ☐ BUT BEAVIS & BUTT-HEAD

## \$27.00 Titles (12 Issues)

- ☐ CLC CONAN SAGA
- ☐ GRO GROO
- ☐ SSC SAVAGE SWORD OF CONAN

**REFUND GUARANTEE**—IF NOT SATISFIED, REFUND ON ALL UNSERVED ISSUES. ALL COPIES MAILED IN PROTECTIVE POLYBAGS.

YOU MUST ENCLOSE YOUR SELECTIONS WITH COUPON OR PHOTOCOPY OF THIS AD.

If renewing: enclose mailing label, make checks or money orders payable in U.S. funds to Marvel Direct Marketing, Inc. Allow 10 weeks for delivery. (Please print)

FIRST NAME: \_\_\_\_\_ LAST: \_\_\_\_\_

ADDRESS: \_\_\_\_\_

CITY: \_\_\_\_\_ STATE: \_\_\_\_\_ ZIP: \_\_\_\_\_

AGE: \_\_\_\_\_ SEX: \_\_\_\_\_

Mail to: **Marvel Direct Marketing, Inc.**  
Subscription Dept.  
P.O. Box 1979  
Danbury, CT. 06813-1979

Foreign: Add \$12/title  
Canada: Add \$10/title  
(Includes GST# R127032852) H45MR





**EXCLUSIVE  
OFFER!**

**MARVEL  
COMICS X-MEN™**

**GLOW IN THE  
DARK POSTER!**

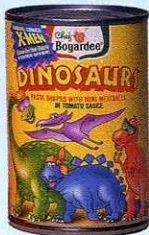
ADVERTISEMENT

**X-MEN™  
POWERS GLOW  
IN THE DARK!**

- Features popular X-Men™ characters and Super Villain, Mr. Sinister™!
- Awesome 22" X 34" size!
- To get your poster, see offer details below.
- This incredible poster is brought to you by Chef Boyardee.



**Awesome art by Jim Steranko!**



**THANK GOODNESS FOR  
CHEF BOYARDEE!**

MARVEL COMICS, X-MEN including all character names and likenesses:  
TM & © 1994 Marvel Entertainment Group, Inc. All rights reserved.

**Mail-In Certificate/Offer Expires 11/30/94**

**GET:** Glow In The Dark X-MEN™ Poster:

**SEND:** 5 UPCs from any Chef Boyardee® canned pasta (15 oz. or larger)  
**AND \$3.99** (\$2.99 plus \$1.00 postage and handling) for EACH  
poster ordered. (A photocopy of this order form will be accepted.)

Suggested Retail Value \$12.99

# of posters ordered x \$3.99 = \$ \_\_\_\_\_ Total Amount Enclosed  
plus # of UPCs (5 per poster) (check or money order)

Name: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_

State: \_\_\_\_\_

Zip: \_\_\_\_\_

(No P.O. Boxes)

Mail to: Chef Boyardee Poster Offer

P.O. Box 1170

Young America, MN 55594-1170

Good only in USA. Void where prohibited,  
taxed or restricted. Please allow 6-8 weeks for  
delivery. Please make a check or money order  
payable to: Chef Boyardee Poster Offer.



# YOU NEVER KNOW WHO YOU'RE GONNA FIND IN A BOX OF CRUNCH 'N MUNCH.



SNIK!

EXCLUSIVE  
2nd  
EDITION

Is it Wolverine? Cyclops? Cable? Gambit? Jean Grey? Spider-Man? You'll find one of these Marvel Comics Collectors Cards only in specially marked boxes of Crunch 'n Munch. And only for a little while. But don't forget the munchy popcorn, crunchy peanuts and buttery toffee that make Crunch 'n Munch one of the best snacks in the world.

COLLECT  
ALL SIX  
CARDS

Exclusive limited edition offer: Get this Marvel T-Shirt and Baseball Cap. Available only from Crunch 'n Munch. Details on back of specially marked boxes.



Franklin Crunch 'n Munch  
trademark & trademarked  
1994 AHFP. All rights reserved.  
MARVEL COMICS and all  
character names and likenesses  
TM & © 1994 Marvel  
Entertainment Group, Inc.

ADVERTISEMENT