

**MARVEL**  
**COMICS**

THE AMAZING

# SPIDER-MAN

WEB OF  
DEATH

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398  
FEB

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

CC 02457

EVEN IF SPIDEY  
**WINS**  
HE'S A  
**DEAD MAN!**

BAOS  
&  
MAHLSTEDT



02 >

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

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



THE AMAZING SPIDER-MAN® Vol. 1, No. 398, February, 1995. (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 \$1.50 per copy in the U.S. and \$2.05 in Canada. Subscription rate for 12 issues: \$18.00 U.S.; Canadian subscribers must add \$10.00 for postage and GST. GST #R127030852. Foreign: \$30.00. No liability 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 INC., SUBSCRIPTION DEPT., P.O. BOX 1979, DANBURY, CT 06813-1979. TELEPHONE # (203) 743-5331. Printed in the U.S.A.



...WHEN YOUR  
WISH COMES  
TRUE.

WE'RE GOING  
TO HAVE A  
WHAT?!!

# WEB OF DEATH

PART THREE:

# BEFORE I WAKE

J. M.  
DEMATTEIS  
WRITER

MARK  
BAGLEY  
PENCILER

LARRY  
MAHLSTEDT  
INKER

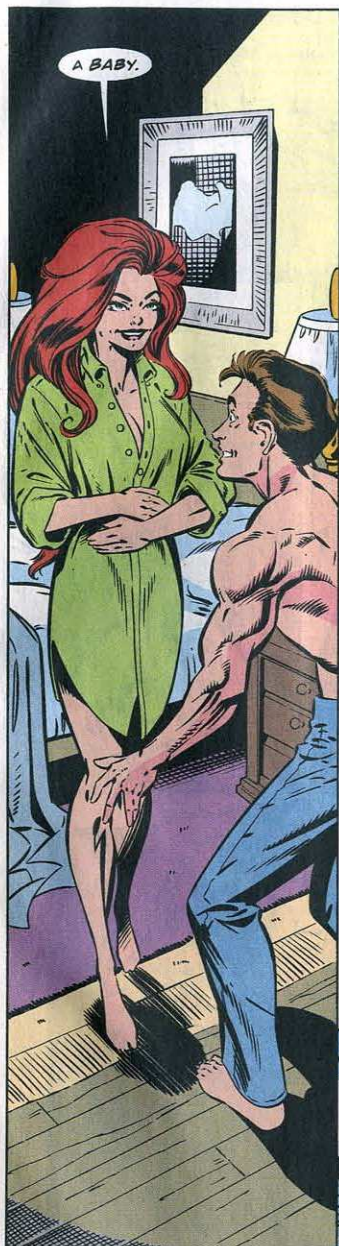
BILL  
OAKLEY  
LETTERER

BOB  
SHAREN  
COLORIST

DANNY  
FINGEROTH  
EDITOR

TOM  
DEFALCO  
EDITOR IN CHIEF





A BABY.



A BABY--?!



YA

HOOOO!!

A baby!

New life!  
New HOPE!



After all these months of  
pain... this is the best news I  
could have ever ASKED for.

A BABY!



Finally! A whole  
new beginning  
for the Parkers!  
Even AUNT MAY...

...she can't die... she WON'T die!  
She's got to live to see our  
child! She--



SHE'S GOT  
TO LIVE?

What  
about  
me?

For a little  
while there, it  
seemed as if  
I'd shaken off  
the effects of  
that virus  
the Vulture  
infected me  
with... \*

\* IN AMAZING  
#396--Penny

...but I'm feeling it all coming  
back again: the fever. The  
chills. The tightness in my  
throat, the aching in my  
muscles.

I'm the one  
who's dying.  
Now...

...when I want  
so much to  
live!

What am I going to do? What  
am I going to tell MARY JANE?

PETER--?

WHAT IS IT,  
HON? WHAT'S  
WRONG?

I KNOW  
THINGS HAVE BEEN  
HARD LATELY...  
AND WE'RE CER-  
TAINLY NOT IN THE  
BEST SHAPE  
FINANCIALLY,  
BUT--

THAT  
DIDN'T MATTER,  
SWEETHEART.

WE'RE  
GOING TO  
HAVE A  
BABY.

YOU AND I...  
WE CREATED A  
LIFE. WE MADE  
A MIRACLE!

AND  
NOTHING'S  
GOING TO  
TAKE THAT JOY  
AWAY FROM  
US, DO YOU  
HEAR ME?

NOTHING!



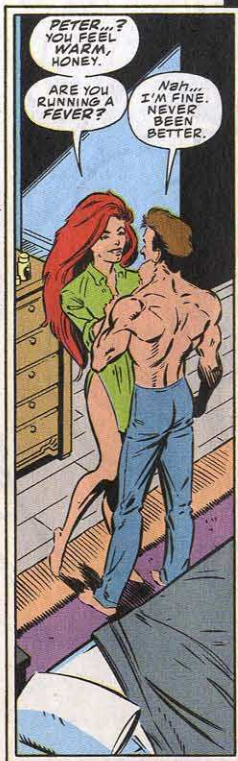
**DON'T  
WORRY,  
THEY'VE  
HAD  
THEIR  
SHOTS.**



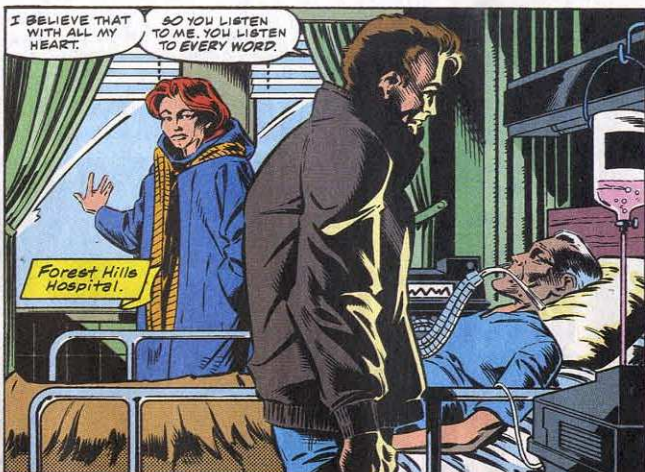
**The  
SHNOKUMS  
& Meat  
Funny Cartoon  
SHOW**

**NOW UNLEASHED EVERY MONDAY  
BEGINNING JANUARY 2ND.**











# Is this the game or the TV show?

Only Alfred™  
knows for  
sure.

And he's not talking. So you'll just have to find out for yourself in Konami's *The Adventures of Batman and Robin*™ video game. The new 16 meg blockbuster for your SUPER NES®. Plunge into the underworld of Gotham City and battle the Dark Knight's archenemies through 8 sinister levels. Each based on actual adventures from the animated TV series. Strap on Batman's utility belt and choose his weapons wisely. 'Cause you'll need more than fast fists to make it to the next crime scene alive.

Hurl a gas grenade and crack up *The Joker* on a lunch-losing roller coaster ride. Launch your *Batarang* and prune back *Poison Ivy* in her evil greenhouse. Then unleash your plastic explosives to unstuff the *Scarecrow's* plans to strike fear into the populace. Follow the *Bat Signal* to Konami's *The Adventures of Batman and Robin* video game. It's all the nonstop action of the animated TV series. Without all those annoying commercials.





?



?



?



KONAMI





It's good to hear your voice, sweet... comforting.

But you're so distant... so far away from...



...HERE?

WHERE AM I?



Not a place, really. Just warmth and light and memory.

Time and feeling, faces and events, drifting lazily around me.



I LIKE it here, Peter. No weight on my shoulders. No struggle. No pain. I've had ENOUGH pain in my life... don't you think?

Oh, I could drift here forever... cocooned in these warm yesterdays.



But your VOICE--!

It's got such a HOLD on me. TETHERS me to the World.



Keeps me from drifting too far.

I don't know what to do, Peter: come back to you or pass on.

Slip down, into the world -- or sail off...



...INTO FOREVER.





Manhattan.



Truth is, I feel like every atom in my body's on fire. It's all I can do not to SCREAM from the pain.

GET THIS MAN SOME WATER... QUICK! AND GET SOMEONE TO CLEAN UP THIS BROKEN GLASS--

RIGHT AWAY--



Getting a buzz from my spider-sense... very slight. But the way I'm feeling right now, it might just be a reaction to the VIRUS or...





HOW DO YOU BECOME A

# SUPER HERO?

GET BITTEN BY  
A RADIOACTIVE  
SPIDER!

OR  
JUST EAT

BE EXPOSED  
TO GAMMA  
RADIATION!

BE BORN  
A MUTANT!

HAVE AN  
ADAMANTIUM  
SKELETON!

BE  
BOMBARDED  
BY COSMIC  
RAYS!

TANGY CANDY  
**SweetARTS**

YOU COULD WIN A DRAWING OF YOURSELF AS A REAL SUPER HERO DRAWN BY A MARVEL ARTIST WHEN YOU ENTER THE SWEETARTS® SUPER HERO SWEEPSTAKES! ONE LUCKY PERSON WILL WIN A TRIP FOR THREE TO NEW YORK CITY TO TOUR THE MARVEL COMICS STUDIO AND TO RECEIVE THEIR DRAWING. PLUS, THERE ARE 355 OTHER COOL PRIZES YOU COULD WIN, INCLUDING LIMITED EDITION X-MEN WATCHES, SPIDER-MAN T-SHIRTS, MARVEL COMICS HATS, SWEETARTS, T-SHIRTS AND MARVEL COMICS STUDIO PINS! LOOK FOR ENTRY FORMS ON SPECIALLY MARKED CARTONS WHEREVER YOU BUY SWEETARTS®, OR, PRINT YOUR NAME, ADDRESS, PHONE NUMBER AND BIRTHDATE ON A 3x5 CARD AND MAIL IT TO: SWEETARTS® SWEEPSTAKES, P.O. BOX 6626, ST. LOUIS, MO 63126. THERE'S NO PURCHASE NECESSARY, BUT YOU MUST BE UNDER 18 TO WIN A PRIZE. ENTER TODAY! YOU COULD BECOME A SUPER HERO! OFFER VOID WHERE PROHIBITED BY LAW.

Grand prize retail value \$6500.00. X-MEN Watch retail value \$59.95. Spider-man T-shirt retail value \$14.99. Marvel Comics Hats retail value \$14.00. SweetARTS, t-shirt retail value \$10.00. Marvel Comics Studio pins retail value \$8.05. Entries must be received by August 31, 1995. Prize drawing will be held on or about September 8, 1995. Winners will be notified by mail by September 29, 1995. Game open to residents of the U.S. and Puerto Rico, except employees and their families of Sunmark, Inc. and its advertising agencies. Odds of winning any prize depend upon the number of entries received. Void where prohibited.

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I'VE BEEN THROUGH THIS BEFORE.



VENOM... PUMA... THE GREEN GOBLIN--

--INVADING MY PERSONAL LIFE... THREATENING THE PEOPLE I LOVE!

I'M NOT GOING TO GO THROUGH IT AGAIN.



NOW-- MORE THAN EVER-- I WANT MY FAMILY--

--I WANT MY LIFE--



--AND I WON'T SEE IT DESTROYED BY THE LIKES OF YOU!!

EXPLOSION





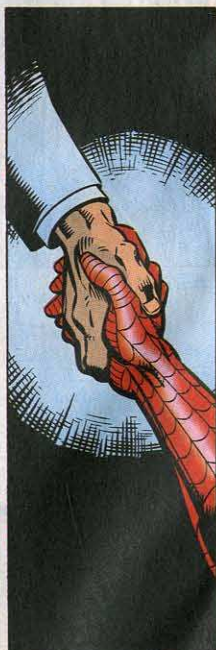




BECAUSE YOU'VE PROVIDED A CERTAIN... CONTINUITY IN MY LIFE. A CERTAIN CHALLENGE. A CERTAIN--  
--INSPIRATION.



NOT THE GRIM AND RELENTLESS SPIDER, BUT THE MAN WHO'S DANCED WITH ME ON THE EDGE OF A PRECIPICE...DOWN THROUGH THE LONG AND EVENTFUL YEARS.





Central Park.

I'M NOT THE KIND OF  
WOMAN WHO  
SMOTHERS A MAN...  
WOULDN'T GIVE HIM SPACE.  
OTTO CAN HAVE ALL  
THE SPACE HE WANTS...

...AS LONG AS IT'S ME  
HE SNUGGLES UP WITH  
AT THE END OF THE DAY.

BESIDES,  
WHY WOULD  
I WANT TO  
BE COOPED  
UP IN THAT  
STUFFY LAB  
WHEN I  
CAN BE OUT  
HERE...

...BREATHING IN  
COLD, FRESH  
AIR... FEELING  
THE SNOW ON MY  
SKIN... TESTING  
MY BOUNDARIES...

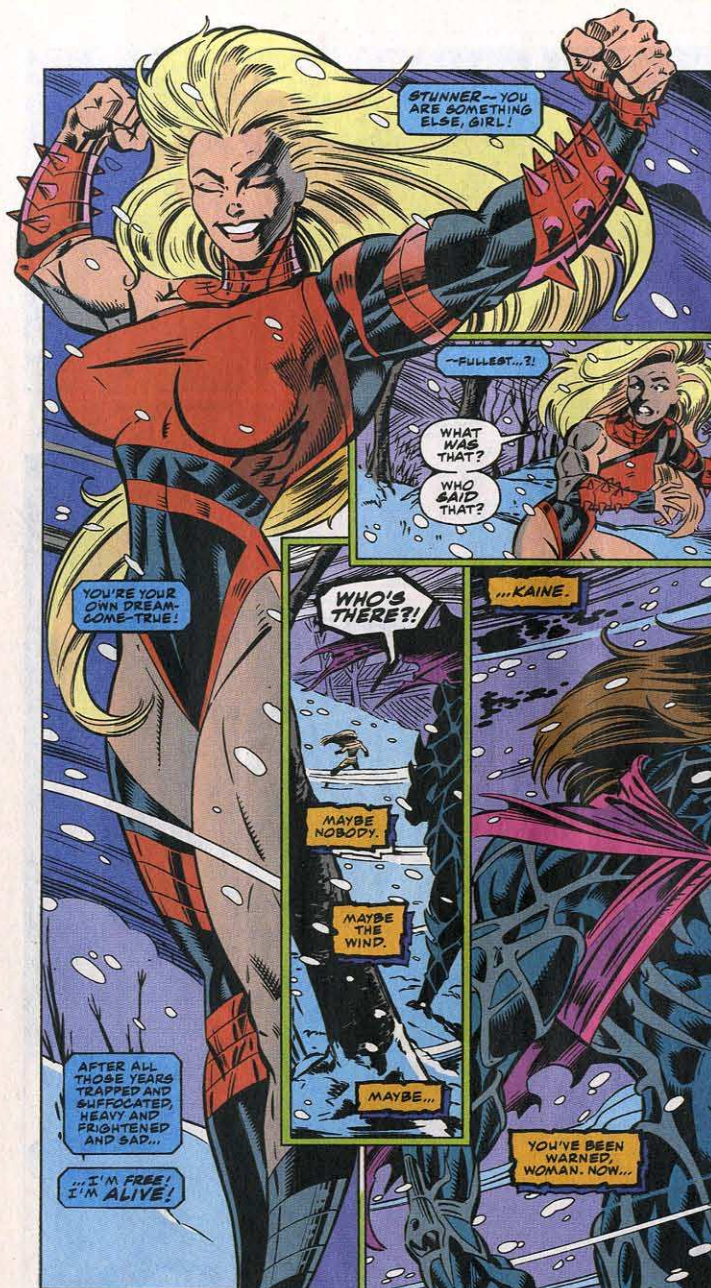
...PUSHING  
MY LIMITS?

OTTO NEEDS TIME  
ALONE TO WORK  
OUT THIS SPIDER-  
MAN THING. HE  
CAN HAVE IT.

RAK!

IS THIS FUN  
OR WHAT?





STUNNER--YOU  
ARE SOMETHING  
ELSE, GIRL!

--FULLEST...?!

WHAT  
WAS  
THAT?

WHO  
SAID  
THAT?

YOU'RE YOUR  
OWN DREAM--  
COME-TRUE!

AFTER ALL  
THOSE YEARS  
TRAPPED AND  
SUFFOCATED,  
HEAVY AND  
FRIGHTENED  
AND SAD...

...I'M FREE!  
I'M ALIVE!



AND I'M GONNA  
LIVE THIS LIFE  
TO THE--

STAY  
AWAY FROM  
OCTOPUS.



WHO'S  
THERE?!

MAYBE  
NOBODY.

MAYBE  
THE  
WIND.

MAYBE...



...KATIE...

YOU'VE BEEN  
WARNED,  
WOMAN. NOW...

...THE CHOICE  
IS YOURS.



Somewhere  
beneath  
Manhattan.

THE VIRAL CELL  
STRUCTURE IS BREAK-  
ING DOWN. THE BLOOD  
SAMPLE HAS BEEN  
PURIFIED.

RUN  
THE TEST  
AGAIN.

WE'VE RUN IT A DOZEN  
TIMES.

BUT THE TEST IS  
JUST THAT--THE ONLY  
WAY WE'LL KNOW  
FOR CERTAIN IF THE  
ANTIDOTE IS  
SUCCESSFUL--

--IS IF  
YOU INGEST  
IT.

BUT YOU DON'T  
WANT TO DO THAT--  
DO YOU?--

--BECAUSE  
YOU STILL DON'T  
TRUST ME.

I CAN'T SAY THAT  
I BLAME YOU. AFTER  
ALL, IF I WERE IN  
YOUR SHOES, I'D  
REACT IN EXACTLY THE  
SAME MANNER.

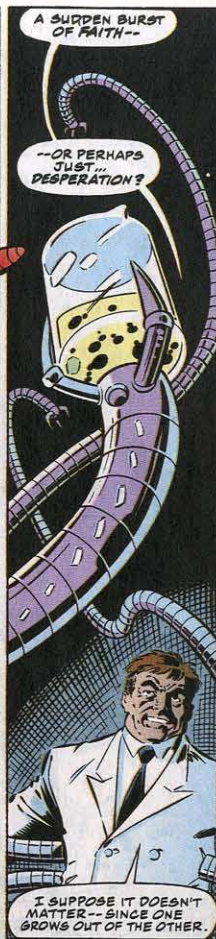
BUT THEN, YOU'RE  
A BETTER MAN  
THAN I AM, PETER  
PARKER... OR AT  
LEAST YOU WERE  
ONCE.

HAVE YOU FALLEN  
THAT FAR? DON'T YOU  
HAVE MORE FAITH IN  
YOUR FRIENDS  
THAN OTTO OCTAVIUS  
DOES?

AH, WELL--

--I SUPPOSE I HAVE  
NO CHOICE BUT TO DESTROY  
THIS--AND LEAVE YOU TO  
YOUR OWN DEVICES.

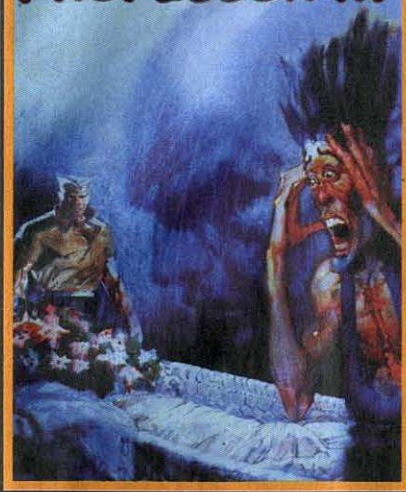




**NO!**



# THE DEATH OF PROFESSOR X!



# X-MEN

**ORDERS POSTMARKED OR FAXED BY MONDAY, JANUARY 2ND ARE GUARANTEED!**

The rumors are true! Professor X is dead! Now begins "The Age of Apocalypse", the greatest chapter **EVER** in the mutant saga!

Without Professor X, Magneto forms a new world order where the hatred between mutants & humans explodes!

In this shocking new world, the X-Men are now "The Mutants", Wolverine is the most deadly mutant alive, & X-Force is a criminal organization led by Gambit!

Backed by a huge media campaign, this shocking new story is the most dramatic comic book event since the death of Superman!

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- X-Men Alpha #1** (Chromium cover - Reg. \$3.95) .... **3.50**  
 Prelude to the "Age of Apocalypse" storyline! Introduces many key characters! Highlighted by a stunning chromium cover! 48 pages!
- Factor X #1** (Deluxe glossy edition - Reg. \$1.95) .... **1.75**  
 By the creative team of X-Factor! In this new story, the radical mutant, Scott Summers betrays his father, Mr. Sinister, the leader of Factor X!
- Gambit & the X-Ternals #1** (Deluxe - Reg. \$1.95) .... **1.75**  
 By the creative team of X-Force! Gambit is on the wrong side of the law as he leads a young team of mutants on the ultimate heist!
- Mutants: Amazing X-Men #1** (Deluxe - Reg. \$1.95) .... **1.75**  
 By Fabian Nicieza & Andy Kubert! Magneto leads his team of mutants against the madman Apocalypse! Glossy paper!
- Mutants: Astonishing X-Men #1** (Deluxe - Reg. \$1.95) .... **1.75**  
 By the creative team of Uncanny X-Men! Magneto rallies the team for one last attack against Apocalypse! Glossy paper!
- Mutants: Generation Next #1** (Deluxe - Reg. \$1.95) .... **1.75**  
 By Scott Lobdell with art by Chris Bachalo! Colossus & his wife Kitty Pryde invade Apocalypse's mutant slave pits in search of Illyana!

- Weapon X #1** (Deluxe glossy edition - Reg. \$1.95) .... **1.75**  
 By Larry Hama with art by Adam Kubert! The world's most dangerous mutants - Wolverine & Phoenix - are on the loose! Glossy paper!
- X-Man #1** (Deluxe glossy edition - Reg. \$1.95) .... **1.75**  
 By the creative team of Cable! Nathan Christopher has escaped the clone banks of Mr. Sinister! Now he's looking for revenge!
- X-Calibre #1** (Deluxe glossy edition - Reg. \$1.95) .... **1.75**  
 By the creative team of Excalibur! Nightcrawler & Mystique embark on a quest for the woman known as Destiny! Glossy paper!
- X-Men Chronicles #1** (Deluxe edition - Reg. \$3.95) .... **3.50**  
 This 64 page glossy series features the origin of the X-Men by Magneto! Find out how a younger Magneto formed the team! A must have!

- \* X-Men Apocalypse Set (All 9 - Reg. \$19.55) .... 14.95**  
 Save money! Contains all 9 new titles including Factor X #1, Gambit & X-Ternals #1, Mutants: Generation Next #1, Mutants: Amazing X-Men #1, Mutants: Astonishing X-Men #1, Weapon X #1, X-Man #1, X-Calibre #1, & X-Men Chronicles #1 plus a full color X-Men: Age of Apocalypse poster. (Note: Set does not include X-Men Alpha #1) **Recommended!**



**Featuring Wolverine gone bad, Weapon X will be hot!**

## MORE HOT X-MEN ITEMS!

Reg./Sale

- Cable Poster** (Fully painted art) ... **\$5/4.50**  
 Cable comes alive in this lushly painted poster!
- GR/Wolverine: Dark Design** .... **\$6/4.95**  
 All new! Ghost Rider, the Punisher & Wolverine form an uneasy alliance vs. Mephisto! 48 pgs!
- Rogue #3** (All new!) .... **\$3/2.50**
- Sabretooth Trade** (96 pgs) .... **\$13/10.95**  
 Contains the entire Sabretooth mini-series #1-4!
- Weapon X Trade** (128 pgs) .... **\$13/10.95**  
 Contains entire origin story by Barry Smith!
- Wolverine Poster** (See photo!) ... **\$5/4.50**  
 All new! Wolverine nearly leaps right out at you!
- Wolverine vs. Spidey** (Deluxe) ... **2.50/1.95**  
 Wolverine & Spidey battle it out when a young



Reg./Sale

- X-Men Adventures III 1** (New) ... **1.50/1.25**  
 Part 1! Wolverine meets Lady Deathstrike!
- X-Men: Days of Future Past** .... **\$6/4.95**  
 One of the best X-Men stories ever by Chris Claremont, John Byrne & Terry Austin!
- X-Men: Days Future Present** ... **15/12.95**  
 A sequel to Days of Future Past! 160 pages!
- X-Men: Fatal Attractions Trade** ... **\$18/14.95**  
 Wolverine takes on Magneto & Iceman! This 160 page trade contains the entire 6-part story!
- X-Men Poster** (Alex Ross art) ... **\$5/4.50**  
 Beautiful fully painted new poster by Alex Ross!
- X-Men: Annual Preview Mag** .... **\$2/1.75**  
 This glossy 48 pg magazine contains a preview

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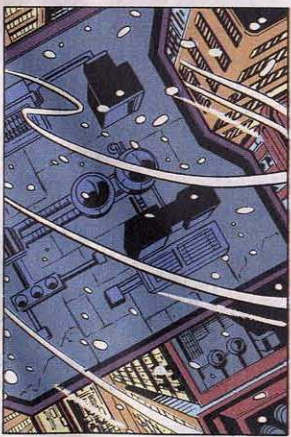
We reserve the right to update prices, limit quantities, & refuse any order. Not responsible for publisher delays! Add postage 1.0/1.05. Send \$1 for our new catalog after Trent Thumant.





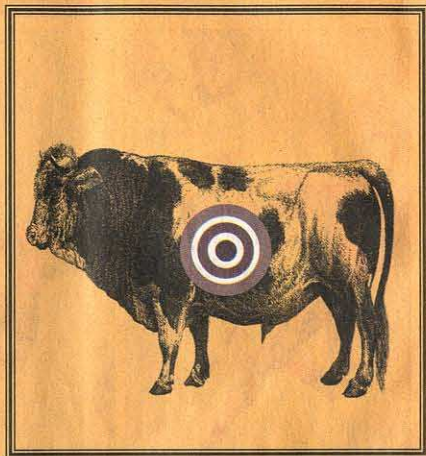








# GO WEST Y AND BLOW AWAY ANY



**I**n the Old West, gun fighters let their guns do the talkin'. Now you can pack one that just won't shut up. **Lethal Enforcers™ II: Gun**



**Fighters™**. It's all the gun blazin' action of the smash hit arcade game, fired up for your **SEGA™ Genesis™** and **SEGA CD™**.



For true lead spewing fun, go out and lasso *The Justifier™*.



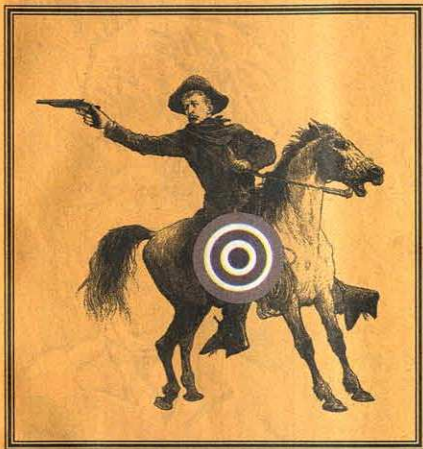
Blast your way through five lightning fast levels. Aim for the heart to drop scum in their tracks. Draw your six-shooter and serve up some hot lead to ruthless bank robbers. Grab your Gatling gun and flush out a gang of grubby banditos.

And, if you're still standin', empty your shotgun into an evil shaman and his band of creepy, skeletal



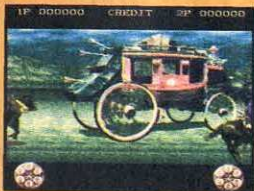


# YOUNG MAN, THAT THING THAT MOVES.



ghouls. Never  
mind the  
stench, son.

So reach for  
your guns  
and see if you  
got what it takes to make Deputy, Sheriff  
or U.S. Marshall. But watch yourself,  
pardner. 'Cause You'll need a sharp eye  
and a quick trigger finger  
to dodge all them flaming  
arrows, cannonballs,  
skulls, tomahawks and  
powder kegs those crusty



varmints are a-throwin'  
your way. And mind the  
innocent townsfolk and  
Holsteins. Shooting them will  
cost you.

Let the bullets fly  
and the bodies fall in  
Konami's Lethal  
Enforcers II: Gun  
Fighters. One false  
move and the  
buzzards won't be  
goin' hungry tonight.



Also available on Sega CD





WHERE AM I?!

I Feel like I've  
been sucked up...  
out of my body...  
into...

Into WHAT?

That's the city down  
there... but up here...  
the wind... screaming  
with a human voice...  
light and color,  
pulsing and swirling  
all around me...

...and  
over  
there~

PEOPLE...?

No. They're SOULS.  
I know it. (I don't  
know HOW I know  
it, but I DO!)

SOULS OF  
THE DEAD

But...if  
THEY'RE  
dead...  
then I  
must be~

NO!

This can't  
be real!  
(Can it?)  
This isn't  
happening!  
(Is it?)

All these years...  
I've faced death  
dozens of times...  
and I've always  
cheated it! I've  
always ESCAPED!

THIS  
CAN'T BE  
HAPPENING!!

OH, PLEASE,  
PARKER--SPARE  
US THE  
HISTRIONICS.





NICK KATZENBERG?!

THE LATE, GREAT NICK KATZENBERG.

GET THAT SHOCKED LOOK OFF YOUR FACE, PARKER. BEING DEAD'S NO BIG DEAL. Y' HANG AROUND THE LOWER ASTRAL PLANE FOR A WHILE... ADJUSTING TO YOUR NEW, NON-CORP-OREAL STATUS-- THEN UP Y'GO--

--WELL, Y'HOPE YOU'RE GOIN' UP--

--INTO THE LIGHT.



NO! I CAN'T DIE NOW! I'VE GOT TOO MUCH TO LIVE FOR!

Y'THINK THE REST OF US DIDN'T?

LOOK, KID, WE COME, WE GO... IT'S THE NATURE OF THE GAME.



EVERYONE'S GOTTA DIE SOMETIME.

WHAT MAKES YOU THINK YOU'RE ANY BETTER'N THE REST OF US?

I'M NOT DEAD!

I'M NOT!



I'M NOT!



SOMEBODY... PLEASE... HELP ME!

Help me make sense of this before I go insane!

PETER...?



THIS WAY, PETER.

THAT VOICE--!



# MARVEL COMICS

# BULLPEN BULLETINS

## COMING NEXT WEEK

### ITEM:

One of the most popular and longest-running comic strip characters — the Phantom — returns to comic books next week — in a way you've never seen him before!

The Phantom: The Ghost Who Walks is a three-issue limited series brought to you by Australia's hottest writer/artist team, **Dave Devries** and **Glen Lumsden**. Dave promised, "This is not the Phantom as he has traditionally been done. When I first got the assignment, I was told to push it as far as I could. We've received enormous cooperation from King Features (the syndicate that owns the Phantom) and **Lee Falk** (the Phantom's creator). The Phantom has been completely re-designed for the 1990s."

"We've kept the basic elements of the character. We took our inspiration right from the source. We figured out what made the character great, and why. We re-tell the story of the Phantom as if it hadn't existed before. It's sort of 'Phantom: Year One!'"

Dave revealed that the Phantom is the biggest thing down under since Crocodile Dundee! "In Australia, he's popular as Superman, Batman, and the X-Men rolled into one!" (The Phantom is actually mega-popular all over the world. In Sweden, they even have a Phantom theme park!) When word got out that there was a new Phantom comic book in the works, Dave was deluged by the Australian media, doing interviews with dozens of Australian newspapers, magazines, and TV shows. Dave vows that was nothing compared to the furor that will erupt once the Phantom comic actually goes on sale! Dave and Glen will be touring "just about every comic shop in Australia" to promote the book.



story of the year, if not of my entire run on the book!" Peter concluded, "If you can buy only one issue of the HULK this month, this is the one!"

## STAN'S SOAPBOX

Hi, True Believers!

I'm ashamed of myself! Last month I got so excited about announcing the fact that I'll be starting a new line of mags called Excelsior Comics that I forgot to wish you all a great Thanksgiving! I had intended to write one of my special award-winning poems for you in honor of the holiday, but I blew it!

However, there's still time for me to make your Christmas the unforgettable holiday that it should be by composing a new Santa Claus poem for you to tenderly treasure until next year! Since I'm much too lazy to compose my own music, take a whack at singing it to the tune of "SANTA CLAUS IS COMING TO TOWN" ...

You must have heard, everyone knows,  
Though it's absurd, here's how it goes ...  
Santa Claus is reading X-Men!

He's been a fan, that's no surprise,  
After all, man, we know that he's wise.  
Santa Claus is reading X-Men!

He reads 'em when you're sleeping,  
They keep him wide awake.  
He just can't get enough of them,  
'Cause they're good, for goodness sake!

mote the book.

THE GHOST WHO WALKS is a rousing adventure tale which takes the Phantom from the jungles of Africa to the concrete jungles of New York City, as he fights to save his homeland from greedy land developers! Readers will learn the background of the Phantom, including his role in the African community. As Dave put it, "He's sort of a cross between Stallone and Prince Charles, only without the ears!"

Dave had high praise for the work of Glen Lumsden, noting, "He's Australia's premier artist in comics — and he's got the awards to prove it!" Dave compared Glen's art to that of such luminaries as **Jim Steranko** and **Brian Bolland**, and added that "this is the best thing he's done!"

Editor **Tom D'Amico** stressed that "old and new fans will like THE GHOST WHO WALKS. The new fans will really get a kick out of the hi-tech equipment the Phantom now uses, including his body armor!" In summing up his thoughts on this classic adventure hero who has endured for over fifty years, Tom joked, "This is not your grandfather's Phantom!"

ITEM! If you thought last month's double-sized issue of the INCREDIBLE HULK was a pulse-pounding, wait! You get a look at what we've cooked up for ol' Greenskin this month! We can't give away too many details, but we will say that after this issue, the Hulk's relationship with Betty and the Pantheon will never be the same! The creative team for HULK #426 is writer **Peter David**, with artists **Liam Sharp** and **Robin Riggs**. Pointing to the eye-catching cover, assistant editor "Professor" **James Felder** could hardly restrain himself as he remarked, "That's me in the straitjacket! I went crazy with excitement after reading this issue!" The Prof went on to say that "readers will find this issue smashing! They'll split their purple pants!" Peter David called the issue "the single most off-beat Hulk

story of the year, if not of my entire run on the book!" Peter concluded, "If you can buy only one issue of the HULK this month, this is the one!"

So here's what to do, take my advice,  
Buy every one, regardless of price!  
Santa Claus is reading X-Men!

Kind'a gets you where you live, huh? After reading the above, I'll bet there isn't a dry eye in the batty bullpen. Of course, Spidey'll be angry that I didn't mention him, but there's always next year. And hey, before you start bombarding me with indignant letters, I know that we've changed the names of the X-Men books! I know. Santa Claus can't be reading about Professor X if ol' Chrome dome is pushing up daisies right now, and I know his garrulous gaggle of groupies has had a major Marvel makeover! But you've gotta allow me to take a little poetic license. I mean, no matter how I tried, I couldn't figure out how to make the stanzas and with the words GENERATION X and still keep the rhythm!

Well, I've gotta close now because Valentine's Day isn't far off and who knows? — You might desperately need another poem!

Excelsior

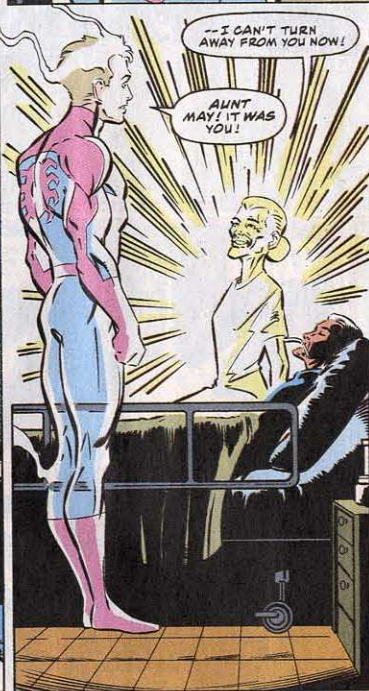
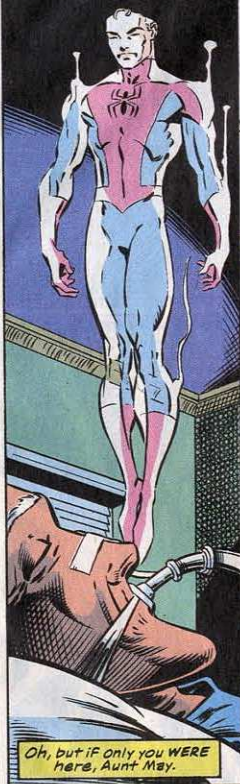
*Stan Lee*  
Santa Lee

- **AVENGERS #383:** The Fantastic Force show up to protect Crystal! By **Brewer & Johnson/Parker/Gustovitch!**
- **BEAVIS & BUTT-HEAD #12:** The boys stay up late to nab Santa Claus! By **Marcel & Johnson/Parker!**
- **CLANDESTINE #5:** The story we were destined to tell: the origin of **Armed & Dangerous!** By **Davis/Farmer!**
- **DOOM 2099 #26:** Some mysterious visitors arrive from Cyberspace! By **Ellis/Brodie/Kyberg!**
- **GHOST RIDER 2099 #10:** On the trail of a Transverse City serial killer! By **Kannick/Hotz!**
- **INCREDIBLE HULK #426 DELUXE:** The final fates of Betty and the Pantheon! By **Davis/Sharp/Riggs!**
- **IRON MAN #5, DR. DOOM TPB:** Like knights of old, these armored titans clash! By **Micheline/Romita Jr./Layton!**
- **MARVEL ACTION HOUR: FANTASTIC FOUR #4:** Atlantis attacks! By **Calvieri/Alcatraz!**
- **MARVEL ACTION HOUR: IRON MAN #4:** Mandarin steals Stark's new jet! By **Dutcher/bat/Nyberg!**
- **MARVEL COMICS PRESENTS #174:** Lunatik vs. the Silver Surfer? That's crazy!
- **MARVEL SUPER HEROES MEGAZINE #5:** All John Byrne issue! By **Byrne/Byrne/Various!**
- **MORBIUS #30:** Back from the dead with new powers and a new purpose! By **Trusiani/Gilmore!**
- **NOVA #14:** Nova leads the New Warriors into battle, and Condor soars! By **Martinez/Stegbauer!**
- **PHANTOM #1 OF 3:** Lee Falk's classic character in grim and gritty action! By **DeVries/Lumsden!**
- **PUNISHER #99:** Better line up that replacement Punisher, Micor! By **Dixon/Whigham/Neelies!**
- **SABRETOOTH CLASSICS #10:** The Morlock Messiahs continue! By **L. Simonson/Bogdanov!**
- **SAVAGE SWORD OF CONAN #230:** The evil empire of Arcturion must fall! By **Thomas/Doherty/Cruz!**
- **SPIDER-MAN #55:** The Scarlet Spider faces the Grim Hunter and Kaine! By **Mackie/Lyle/Han!**
- **SPIDER-MAN MAGAZINE #11:** Spidey fights the Lizard and an army of alligators. By **Kirschbaum/Heck/Esposito!**
- **WARLOCK & THE INFINITY WATCH #37:** Firelord's soul has been stolen! By **Arducci/Oliffe/Williams!**
- **WHAT IF...#70:** What if the Silver Surfer had not betrayed Galactus? By **Dixon/Barney!**
- **X-MEN 2099 #17:** Further adventures of X'an in the Theatre of Pain! By **Moore/Lim/Candelario!**



AUNT MAY...?

No. It couldn't have been her. She's still in the COMA. Still beyond my reach.

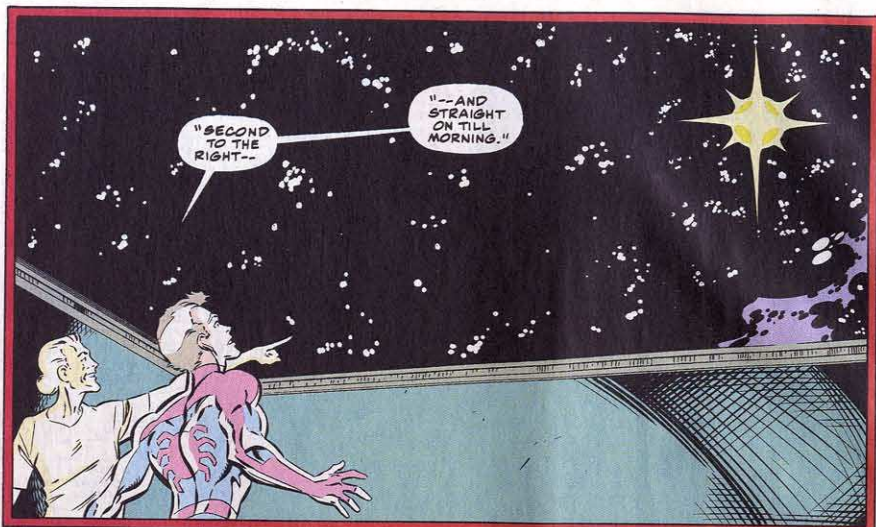


REMEMBER WHEN YOU WERE LITTLE, PETER... SO UPSET, SO WOUNDED AFTER HAVING LOST YOUR PARENTS?

REMEMBER HOW YOU LOVED HEARING THE TALE OF THAT OTHER LOST BOY NAMED PETER... AND HIS ADVENTURES IN NEVERLAND?







"SECOND  
TO THE  
RIGHT--

"--AND  
STRAIGHT  
ON TILL  
MORNING."



Her words  
Fill my  
HEART...  
I can't  
say WHY.

Fill it with  
an illogical  
hope... a  
gentle  
innocence...



...A FAITH  
in life...

...and all  
that lies  
BEYOND it.



So I wave Farewell  
and I let the soul  
winds carry me up.

And I let  
Aunt May's  
words  
lead me on  
--to my  
Final  
DESTINATION.



"Second to  
the right--  
and straight  
on..."

"...till  
morning."

**WEB OF  
DEATH**  
CONCLUDES IN  
SPECTACULAR  
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- ☐ CAD Conan The Adventurer
- ☐ DDV Daredevil
- ☐ D99 Doom 2099
- ☐ HWK Darkhawk
- ☐ DOC Dr. Strange
- ☐ FAN Fantastic Four
- ☐ FFO Fantastic Force
- ☐ FWK Force Works
- ☐ GAR Gargoyles
- ☐ GHR Ghost Rider
- ☐ G99 Ghost Rider 2099
- ☐ GAL Guardians of Galaxy
- ☐ H99 Hulk 2099
- ☐ INC Incredible Hulk
- ☐ IRM Iron Man
- ☐ MOR Morbius
- ☐ SUB Namor
- ☐ NWR New Warriors
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- ☐ PUN Punisher
- ☐ P99 Punisher 2099
- ☐ PWJ Punisher War Journal
- ☐ ZON Punisher War Zone
- ☐ R99 Ravage 2099
- ☐ REN Ren & Stimpy

- ☐ SIL Silver Surfer
- ☐ THR Thor
- ☐ THU Thunderstrike
- ☐ WMC War Machine
- ☐ WAR Warlock & Inf. Watch

## STANDOUT X-MEN TITLES

- ☐ CAB Cable
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- ☐ FAC X-Factor
- ☐ XFO X-Force
- ☐ MEN X-Men
- ☐ X99 X-Men 2099
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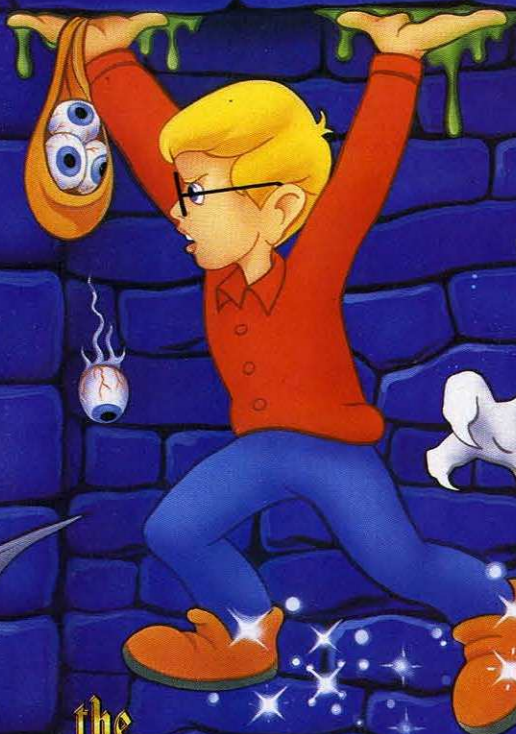
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