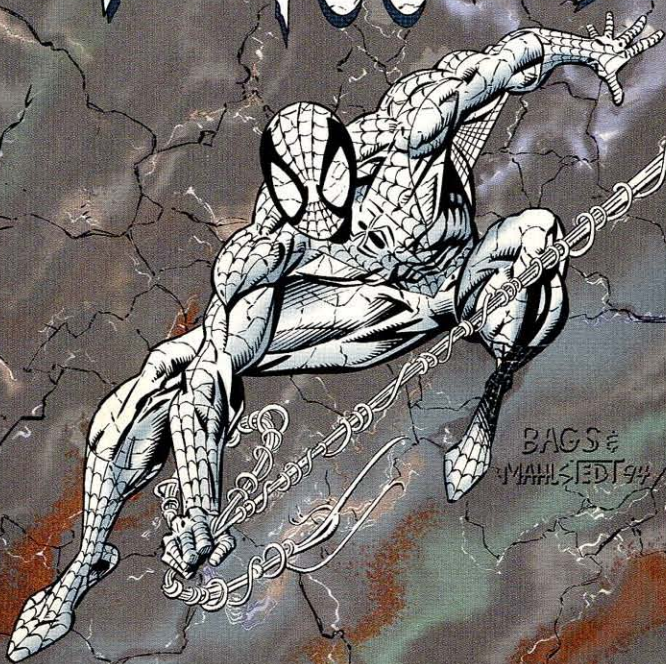


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THE AMAZING SPIDER-MAN 400



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THE AMAZING

SPIDER-MAN

A detailed illustration of Spider-Man in his classic red and blue suit, hanging upside down from a large, intricate web. He is positioned in the center-right of the page, with his body angled towards the viewer. The web is drawn with fine, black lines, creating a complex, spider-like pattern that fills the right side of the page. The background is a solid yellow color, which contrasts sharply with the black web and Spider-Man's suit. The overall style is reminiscent of classic comic book art, with bold lines and a clear focus on the character.

Pg. 2 Introduction
from Stan Lee

Pg. 3 "THE GIFT"

J.M. De Matteis / Writer
Mark Bagley / Penciler
Larry Mahlstedt / Inker
Bill Oakley / Letterer
Bob Sharen / Colorist

Pg. 49 "THE PARKER LEGACY
PART ONE"

J.M. De Matteis / Writer
John Romita, Jr. / Penciler
John Romita, Sr. / Inker
Ken Lopez / Letterer
Paul Becton / Colorist

Pg. 56 "THE MORNING AFTER"

J.M. De Matteis & Stan Lee / Writers
Tom Grummett / Penciler
Al Milgrom / Inker
Starkings/Comicraft / Letterer
Chia-Chi Wang / Colorist

Danny Fingeroth
Editor

Mark Bernardo
Assistant Editor

Bob Budiansky
Editor in Chief

Intro

Wow! Did it really happen more than 30 years ago?

It seems like only yesterday that I, as a comic book writer/editor, was trying to convince our publisher to give artist Steve Ditko and me the go-ahead to try a new super hero strip called Spider-Man.

I never expected the reaction we received. We were told, "You can't call a hero Spider-Man, people hate spiders!" Then, when I said Spidey would be a teenager, Mr. Publisher blew a gasket. "A teenager can't be a super hero! Teenagers are only sidekicks!" And finally, after being told that trouble-plagued Peter Parker would be the original hard-luck kid, with all the problems and hang-ups of any average teenager, he went ballistic. "Are you off your rocker? Who ever heard of heroes with everyday problems? Heroes are superior to other people, they don't have ordinary problems. That's why they're heroes!"

Well, you get the idea. The Amazing Spider-Man was not an easy sell. But truth, justice and the American Way finally triumphed, and in the months that followed, a perceptive, culturally cognizant, socially aware reading public proved that even an all-knowing publisher can be wrong.

And now, three dazzling decades later, thanks to the uncanny acumen of fans such as you, your friendly neighborhood Spider-Man is known and loved throughout the globe.

So, thanks for being with us to celebrate his 400th incredible issue, and be sure to catch us again when number 1,000 rolls around!

Excelsior!



Stan Lee



HE SWINGS THROUGH THE NIGHT, OVER THE CITY-- NOT FAR ENOUGH, IT SEEMS; NOT FAST ENOUGH-- TREMBLING LIKE A CHILD, HEART POUNDING IN HIS CHEST.

HE SWINGS THROUGH THE NIGHT, CLINGING TO HOPE-- AND YET AFRAID OF HOPE, MOST OF ALL.

HE'S BEEN DISAPPOINTED
ONCE TOO OFTEN THROUGH
THE YEARS: BEEN LIED TO,
BETRAYED, ABANDONED
AND BROKEN.



YET IT'S IN HIS
NATURE TO HOPE:
TO BELIEVE IN THE
BEST INSIDE
HIMSELF... AND IN
THE WORLD
AROUND HIM.

AND HASN'T HIS BELIEF
PROVED ITSELF, OVER
AND OVER? HASN'T HE
CHEATED DEATH, FOUND
LOVE, BUILT A LIFE?

YES, IT'S BEEN HARD. YES, THERE HAVE
BEEN TIMES WHEN HE'S GIVEN UP,
SURRENDERED TO DESPAIR. BUT HE'S
ALWAYS COME BACK.



MR.
PARKER...?

YOU CERTAINLY GOT
HERE FAST. I DON'T
THINK I CALLED YOU
MORE THAN FIFTEEN
MINUTES AGO--!

HOW IS SHE,
DOCTOR?



PETER PARKER
IS A SURVIVOR...

WHY DON'T
YOU SEE FOR
YOURSELF?



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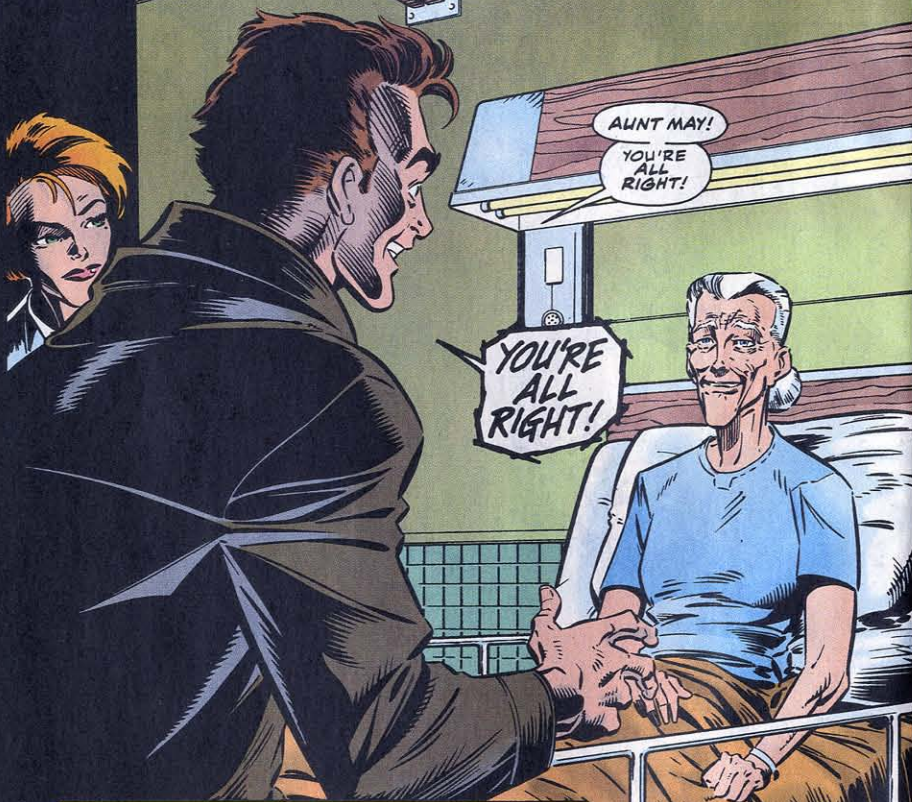
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...AND SO IS
HIS AUNT.

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The Four-Hundredth Issue of
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The Gift



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WRITER PENCILER INKER

(*Randy Emberlin* INKER PGS. 32 & 33)

Oakley Hall LETTERERS • *Bob Sharen* COLORIST

Danny Fingeroth EDITOR • *Bob Budiansky* CHIEF

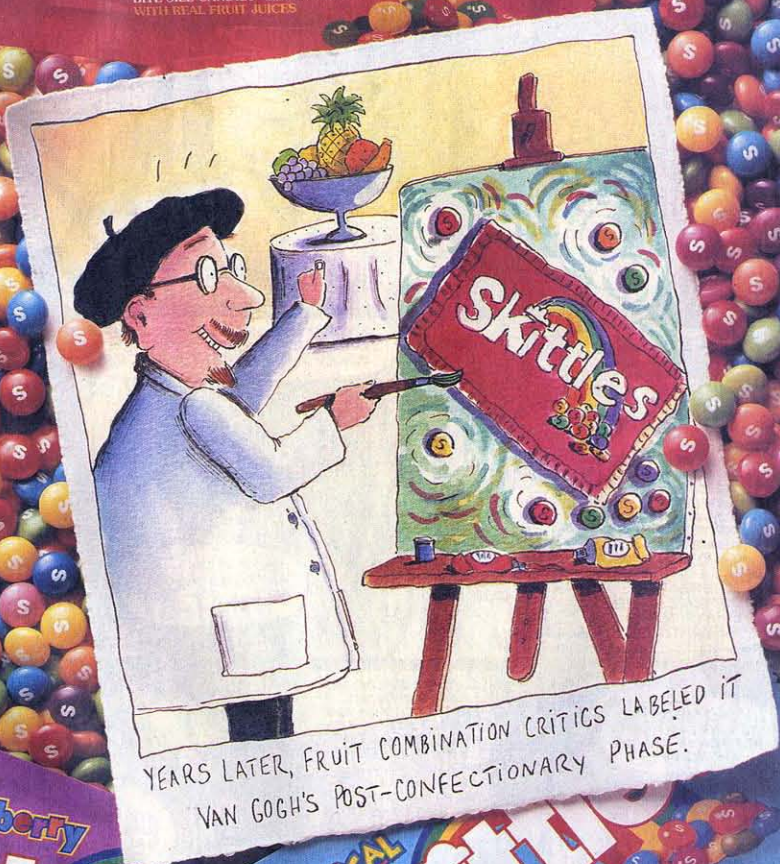
*Dedicated, with deep respect
and admiration, to Stan Lee,
Steve Ditko and John
Romita, Jr.*

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I KNEW IT!

OH, AUNT MAY--I KNEW YOU'D COME BACK TO US!

OF COURSE I CAME BACK.

DO YOU THINK I'D EVER JUST LEAVE YOU... WITHOUT SAYING GOODBYE?



I--I'VE GOT SO MUCH TO TELL YOU!

SO MUCH HAS HAPPENED SINCE YOU--



AND I WANT TO KNOW EVERYTHING.

BUT NOT TILL AFTER--

--YOU'VE TAKEN ME HOME.



I'M AFRAID YOU WON'T BE GOING HOME FOR QUITE A WHILE YET, MRS. PARKER--!

WE'RE ALL DELIGHTED... TO SAY THE LEAST... THAT YOU'RE OUT OF YOUR COMA... BUT THAT DOESN'T MEAN YOU'RE IN ANY CONDITION TO LEAVE THE HOSPITAL.

THERE ARE PROCEDURES... TESTS WE HAVE TO RUN... REPORTS ON--



DOCTOR... I APPRECIATE ALL YOU'VE DONE FOR ME-- BUT I WILL NOT BE POKED AND PRODDED ANYMORE.

GOD KNOWS, IF ANYTHING'S GOING TO KILL ME-- YOUR TESTS WILL.



BUT--!

NO "BUTS," MY NEPHEW IS TAKING ME HOME--

--FIRST THING IN THE MORNING.



I DON'T KNOW, AUNT MAY. IF DOCTOR CAPUTO THINKS YOU SHOULD STAY A FEW MORE DAYS, I DON'T SEE THE HARM.

WE DON'T WANT TO TAKE ANY UNNECESSARY RISKS.



PETER, AT MY AGE, A FEW DAYS MIGHT AS WELL BE A FEW LIFETIMES.

I'M GOING HOME IN THE MORNING... AND THAT'S ALL THERE IS TO IT.



IDIOT, HE THINKS. WHAT IS HE DOING?



DOESN'T HE REALIZE WHAT COULD HAPPEN IF AUNT MAY SEES HIM? IN HER CONDITION, SHE MIGHT--



BUT BEFORE THE THOUGHT IS COMPLETED...

...THE SCARLET SPIDER IS GONE.



PETER PARKER'S CLONE SCALES THE SIDE OF FOREST HILLS HOSPITAL, CURSING HIMSELF FOR A FOOL.

BEN REILLY IS CONNECTED TO PARKER MORE DEEPLY THAN EITHER OF THEM CAN BEAR TO ADMIT. EACH MAN'S SOUL SHADOWS THE OTHER, ECHOES IT.



ONE LOOK AT THE FURY ON PARKER'S FACE WAS ENOUGH TO COMMUNICATE, QUITE ELOQUENTLY, THE TRUTH REILLY DOESN'T WANT TO HEAR:

"YOU'RE NOT HER NEPHEW. YOU DON'T BELONG HERE. GO AWAY BEFORE YOU MAKE THINGS WORSE."

HE KNOWS THAT PARKER IS RIGHT: WHAT IF MAY HAD SEEN HIM?

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HE REMEMBERS HOW SHE'D SIT IN FRONT OF THE TELEVISION, WATCHING THE NEWS... GOING ON AND ON ABOUT "THAT AWFUL SPIDER-MAN."

SOMETHING IN THAT MASKED FACE ALWAYS HORRIFIED HER... MADE HER ALMOST IRRATIONAL.

I REMEMBER? HE THINKS. NO... PETER REMEMBERS. I JUST REMEMBER--

--THE MEMORY.


BUT REAL MEMORY OR IMPLANTED ONE, HE CAN'T CHANGE THE FACT THAT HE LOVES HER.



THAT THE ONLY REASON HE CAME BACK TO NEW YORK WAS TO BE HERE FOR MAY DURING THIS CRISIS.

AND NOW THE CRISIS IS OVER. SHE'S ALL RIGHT!

TO SEE HER WELL AGAIN... SITTING UP, TALKING, SMILING... FILLS HIS HEART SO MUCH IT ACHES.



BUT THE ACHE CUTS TWO WAYS; BECAUSE, IF MAY IS ALL RIGHT, THEN THERE'S NO REASON FOR HIM TO REMAIN IN NEW YORK.

HE SHOULD PACK HIS BAG, HIT THE OPEN ROAD, AND RETURN TO THE WANDERER'S LIFE.



NOT A BAD LIFE, REALLY. HE'S DONE PRETTY WELL THESE PAST FIVE YEARS. HE'S FOUND AN INNER BALANCE, FOUND... HIMSELF.

OR AT LEAST HE THOUGHT HE HAD.

COMING BACK HERE-- TO THIS PLACE WHERE EVERY STREET CORNER MIRRORS A PAST HE YEARNS FOR AND A FUTURE HE CAN NEVER HAVE-- HAS BEEN A KIND OF SWEET TORTURE.

EQUAL PARTS PLEASANT DREAM--AND TERRIFYING...

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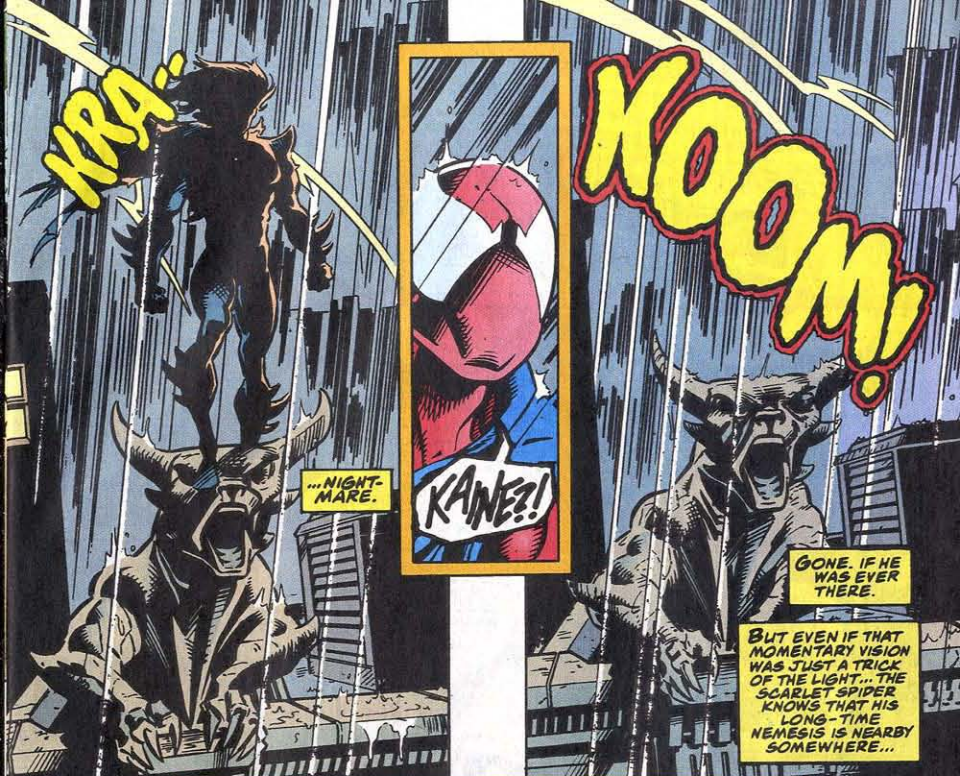
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CRAWLING
THE WALLS!**

**THE MOMENT
YOU'VE BEEN
WAITING FOR
HAS ARRIVED!**

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**SATURDAY
MORNINGS
ON FOX KIDS**





...WAITING...

...FOR A CHANCE
TO DESTROY HIM.

AND, EVEN
AFTER ALL
THESE YEARS...

...HE STILL
DOESN'T
KNOW WHY.





YOU'VE GOT TO LET ME OUT OF HERE, DO YOU HEAR ME? PLEASE PLEASE-- PLEASE PLEASE--

PLEEEASE!!

WHOOOM!



OKAY, OKAY--

--SHOW'S OVER.

SH-SHOW? WHADDAYOU MEAN?

"DUH, UM... W-W-WHADDAYOU MEAN?"

WHAT I MEAN, YOU PEA-BRAINED IMBECILE, IS THAT I'M DONE PLAYING THE DROOLING MADMAN.



PLAYING?

ISN'T THAT WHY YOU TOOK A JOB HERE AT RAVENCROFT INSTITUTE--

--TO SEE ONE OF DOCTOR KAFKA'S HOWLING MANIACS UP CLOSE?

WELL, GUESS WHAT? THE JACKAL'S NOT HOWLING ANYMORE.

I'M NOT CRAZY IN THE LEAST. WHAT I AM IS--

YOU SEE, MY SHIVERING, QUIVERING FRIEND... I'M NOT CRAZY IN THE LEAST. WHAT I AM IS--



--CUNNING. THIS IS EXACTLY WHERE I WANT TO BE... FOR NOW. IF I WANTED TO... I COULD BREAK THROUGH THIS BARRIER THIS VERY SECOND-- CUT YOUR HEART OUT... SUCK OUT YOUR EYEBALLS... EAT YOUR LIVER.

IF I WANTED TO.

NOW, IF YOU'LL EXCUSE ME... IT'S TIME TO PLAY THE LOON AGAIN.

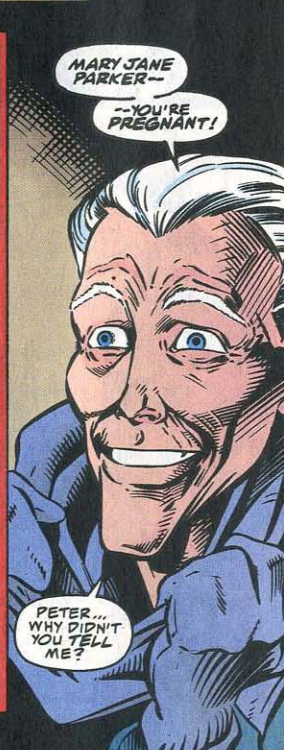


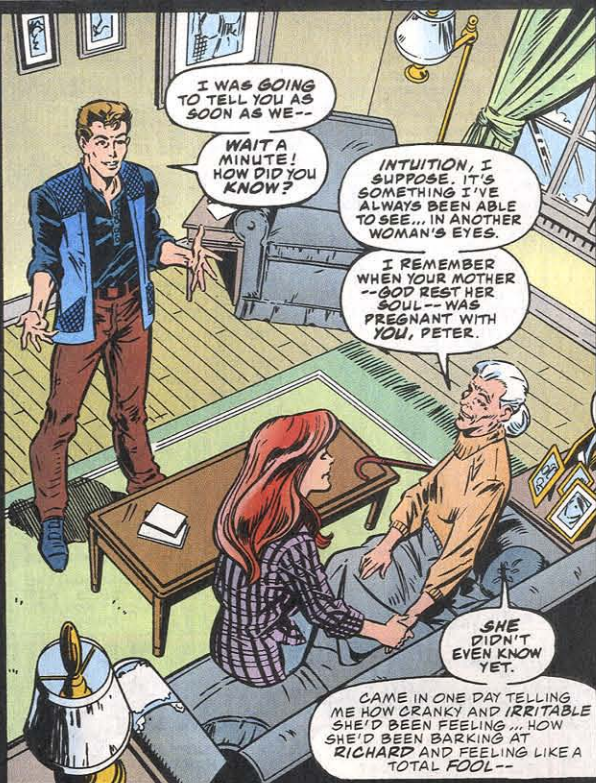
KRA-

OH, GOD... LET ME OUT! LET ME OUT!

LET ME OOOOHH!!

KROOM!





I WAS GOING TO TELL YOU AS SOON AS WE--

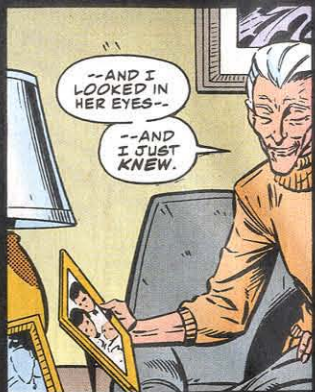
WAIT A MINUTE! HOW DID YOU KNOW?

INTUITION, I SUPPOSE. IT'S SOMETHING I'VE ALWAYS BEEN ABLE TO SEE... IN ANOTHER WOMAN'S EYES.

I REMEMBER WHEN YOUR MOTHER --GOD REST HER SOUL-- WAS PREGNANT WITH YOU, PETER.

SHE DIDN'T EVEN KNOW YET.

CAME IN ONE DAY TELLING ME HOW GRANKY AND IRRITABLE SHE'D BEEN FEELING... HOW SHE'D BEEN BARKING AT RICHARD AND FEELING LIKE A TOTAL FOOL--



--AND I LOOKED IN HER EYES--

--AND I JUST KNEW.



IT WAS SUCH A HAPPY TIME... THOSE MONTHS WHEN YOU WERE GROWING INSIDE HER. I DON'T THINK MARY WAS EVER MORE BEAUTIFUL.

AND WHEN YOU WERE BORN--!

YOU CHANGED HER, PETER. CHANGED US ALL-- IN UNEXPECTED AND WONDERFUL WAYS.

ARE YOU ALL RIGHT, MAY?

FINE. FINE. JUST A LITTLE TIRED.

I THINK I'LL GO UPSTAIRS, TAKE MY MEDICATION... AND REST.

LET ME HELP YOU.



THERE'S NO GREATER RESPONSIBILITY IN THE WORLD THAN RAISING A CHILD... SHAPING A YOUNG SOUL.

NO GREATER RESPONSIBILITY.

YOUR UNCLE BEN AND I LEARNED THAT LESSON RAISING YOU AFTER YOUR PARENTS DIED... AND I DON'T WANT YOU TO EVER FORGET IT.

...I...



HE'S UNEASY-- AND HE CAN'T SAY WHY.

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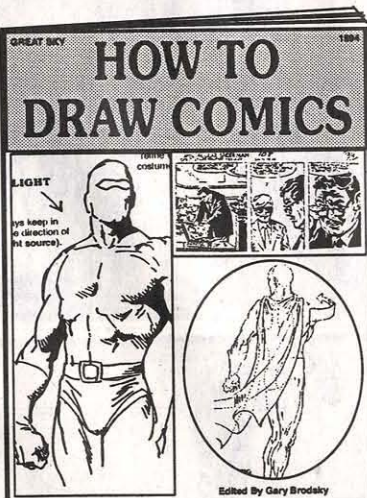
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HE SHOULD BE HAPPY THAT MAY'S HOME. HAPPY THAT THE FAMILY IS TOGETHER AGAIN, SHARING THE DELIGHTS OF THIS MAGIC, MIRACULOUS TIME.

BUT HE'S NOT.

MAYBE, HE THINKS, I'M INCAPABLE OF BEING HAPPY. MAYBE I'VE SPENT SO MANY YEARS WORRYING ABOUT SYMBIOTES AND SIMULACRA AND CLONES THAT I CAN'T TRUST EVEN THE SIMPLEST JOY.

EVEN NOW, EVEN HERE, I'M WAITING FOR SOMETHING DARK AND UGLY TO COME CRAWLING...

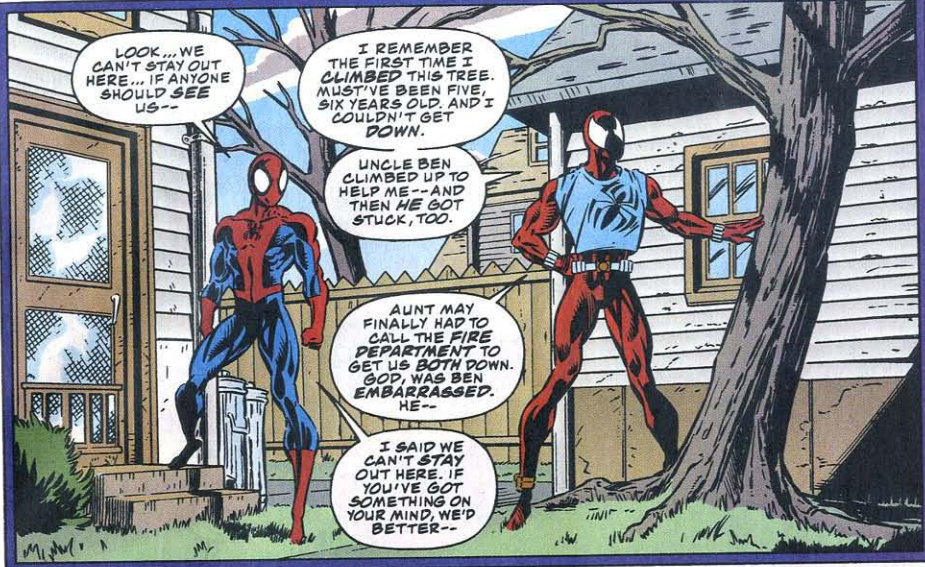
PETER--

...OUT OF THE SHADOWS.

--WE HAVE TO TALK.

YEAH.

MAYBE WE DO.







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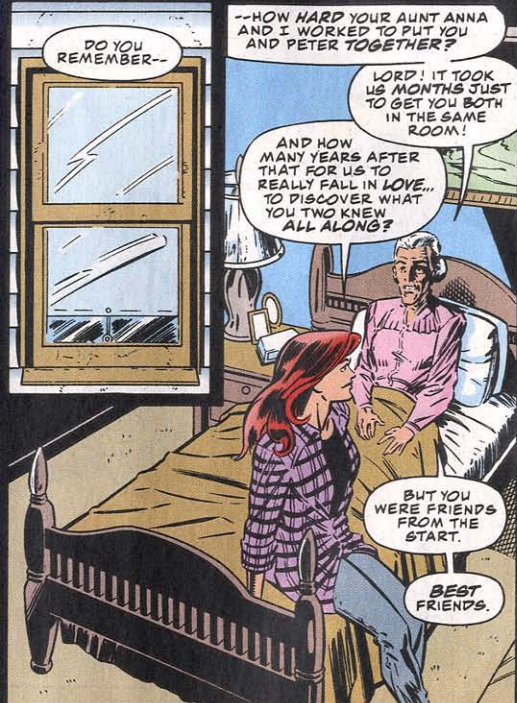


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AND I WORKED TO PUT YOU
AND PETER TOGETHER?

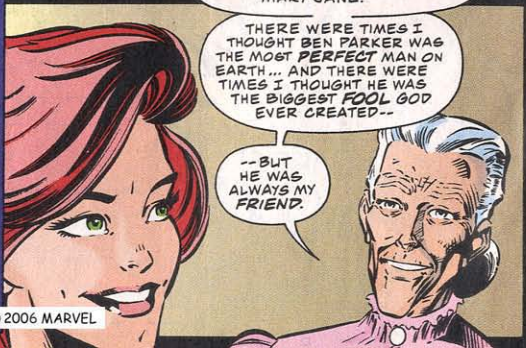
LORD! IT TOOK
US MONTHS JUST
TO GET YOU BOTH
IN THE SAME
ROOM!

AND HOW
MANY YEARS AFTER
THAT FOR US TO
REALLY FALL IN LOVE...
TO DISCOVER WHAT
YOU TWO KNEW
ALL ALONG?

BUT YOU
WERE FRIENDS
FROM THE
START.

BEST
FRIENDS.

FRIENDSHIP. THAT'S WHAT
MATTERS MOST IN A MARRIAGE,
MARY JANE.



THERE WERE TIMES I
THOUGHT BEN PARKER WAS
THE MOST PERFECT MAN ON
EARTH ... AND THERE WERE
TIMES I THOUGHT HE WAS
THE BIGGEST FOOL GOD
EVER CREATED--

--BUT
HE WAS
ALWAYS MY
FRIEND.



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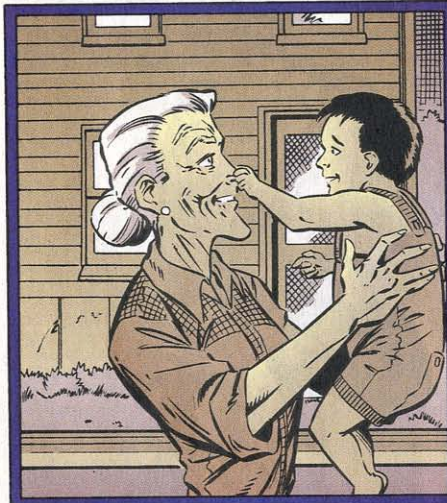
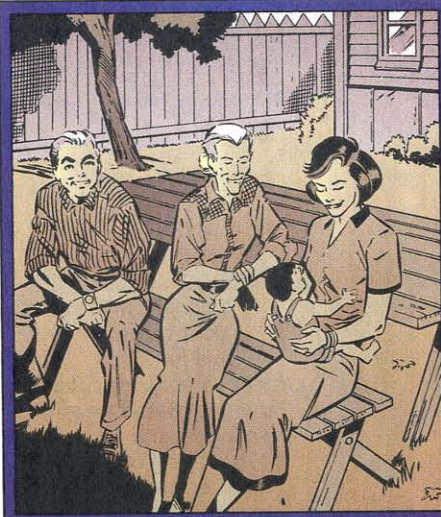
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**MARVEL
COMICS**

**SATISFACTION
GUARANTEED**

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HEY--I'VE
NEVER SEEN THIS
ONE BEFORE.

YOU'RE KIDDING? I THOUGHT
AUNT MAY'D SHOWN YOU
ALL OF THEM.

OH, PETER,
LOOK AT
YOU! YOU
WERE SO
ADORABLE!

WHAT DO
YOU MEAN,
"WERE"?

WERE, ARE...
AND ALWAYS
WILL BE.



MORTAL THOUGHTS AMAZING SPIDER-MAN #400

This month, in AMAZING SPIDER-MAN #400, the web-slinger again confronts the one implacable enemy whose long shadow has darkened Spider-Man's career from the very beginning, whose dark laughter has forever lurked in the deepest corners of Peter Parker's heart, and whose haunting name continues to echo across the concrete canyons of New York City.

That enemy is Death.

And once again, Spider-Man loses the battle, as a member of the Parker family—a character we've known for a long, long time—meets the ultimate fate!

AMAZING SPIDER-MAN #400, featuring a die-cut, multi-level embossed cover, is by J.M. DeMatteis, Mark Bagley and Larry Mahlstedt. Also included in this 64-page-turner is Part 1 of "The Parker Legacy," a three-part tale of Ben (the Clone) Reilly's "lost" years by DeMatteis, John Romita (the Junior) and John Romita (the Senior), plus a special back-up scripted by Stan "The Man" Lee over a DeMatteis plot, with artwork by Tom Grummett and Al Milgrom.

If you ever dare miss even one issue of AMAZING SPIDER-MAN, don't let it be this one!

VIDEO BYTES — VENOM: CARNAGE UNLEASHED! (PART 1 OF 4)

It's the hottest vid-game yet! It's "Carnage Unleashed!" and even your grandmother's playing it!

Only somebody forgot to get licensing rights from a certain bloodthirsty, raving psychopath.

Now Carnage wants a cut of the action...

...and he'll cut you to pieces getting it.

The only one who can stop him is the web-slinging

Venom???

As New Yorkers cower behind drawn

shades and deadbolted doors, Venom employs every terrifying weapon in his power to stop the murderous rampage of his sociopathic symbiotic son—and Carnage isn't taking daddy's discipline quietly! And this time there's no pain-in-the-neck Spider-Man to spoil their fun! It's the ultimate Venom-Carnage showdown! But don't worry. It's only a video game. Isn't it?

VENOM: CARNAGE UNLEASHED! #1—the first chapter in a brutal and riveting four-issue drama—is written by Larry (WOLVERINE) Hama, with art by Andrew Wildman and Joe Rubinstein

SNEAK PREVIEW — THE MARK OF KAINÉ!

He murdered the Grim Hunter and Doctor Octopus.

He stalks Spider-Man and the Scarlet Spider.

He dreams of Mary Jane Watson-Parker's death.

He knows Peter Parker's secret.

He calls himself Kaine.

But who is he...and what does he want? Soon, True Believers. Very soon. Starting next month...

You'll know.



ON SALE THIS MONTH:

- ☐ **WEB OF SPIDER-MAN #123** (Kavanagh/Butler/Emberlin): He holds the key to their future—but what's behind the door? It's Spider-Man and the Scarlet Spider in their final showdown against the Jackal as "Players and Pawns!" concludes! And who is this mysterious third Peter Parker?
- ☐ **AMAZING SPIDER-MAN #400** (DeMatteis & Lee/Bagley, Grummett & Romita Jr./Mahlstedt, Milgrom & Romita Sr.): A milestone...or should that be tombstone...in Spider-Man's life! The death of a Parker! 64 pages including "The Parker Legacy: Part 1"—a tale of the Clone's lost years—and a bonus story scripted by Stan Lee.
- ☐ **SPIDER-MAN #57** (Mackie & DeMatteis/Lyle & Romita, Jr./Hanna & Romita): "Aftershocks-Part 1!" It's not over yet! The stunning repercussions from ASM #400! Kaine is still out there—and the Scarlet Spider is on his own! The mystery of the third Peter continues! Plus—"The Parker Legacy: Part 2," 48 pages.
- ☐ **SPECTACULAR SPIDER-MAN #223** (DeFalco & DeMatteis/Buscema & Romita, Jr./Sienkiewicz & Romita, Sr.): "Aftershocks-Part 2!" The heart-stopping conclusion! Can the Scarlet Spider stop Kaine before it's too late? An incredible revelation about Peter Parker #31! Also, the final chapter of "The Parker Legacy," 48 pages.
- ☐ **SPIDER-MAN ADVENTURES #5** (Yamtov/Saviuk): Mysterious dealings with Mystery! (Adapted from the hit FOX-TV animated series!)
- ☐ **SPIDER-MAN: CARNAGE** (Michelinie/Bagley/Emberlin): Just how did Cletus Cassidy become the slaughtering Carnage? This 80-page bookshelf reprint AMAZING SPIDER-MAN #s 361-363. A perfect prequel to the VENOM: CARNAGE UNLEASHED Limited Series!
- ☐ **SPIDER-MAN: FRIENDS & ENEMIES #4 of #4** (Fingerio/Lim/McKenna): The final fate of the characters who've set comicdom on its ear: the Metahumans! Guest-starring Darkhawk, Nova and Speedball of The New Warriors!
- ☐ **SPIDER-MAN: FUNERAL FOR AN OCTOPUS #2 OF 3** (Brevoort & Kanterovich/Johnson/Milgrom): Doc Ock's dead. Who will inherit his legacy? Guest-starring Spider-Man, The Scarlet Spider and The Sinister Six!
- ☐ **SPIDER-MAN TRADE PAPERBACK: INVASION OF THE SPIDER-SLAYERS** (Michelinie/Bagley/Emberlin): Spider-Man is marked for termination by arachnid super-robots! This 112-page trade paperback reprints AMAZING SPIDER-MAN #s 368-373.
- ☐ **SPIDER-MAN MAGAZINE #13** (Cavaleri/Murray): Spidey and the X-Men tackle Magnet!
- ☐ **SPIDER-MAN: THE POWER OF TERROR #4 OF #4** (Wright/Robertson): Silvermane rules the criminal world in New York—but his subjects are in revolt! Guest-starring Daredevil, Deathlok, and The Punisher!
- ☐ **VENOM: CARNAGE UNLEASHED! #1 OF 4** (Hama/Wildman/Rubinstein): "Carnage Unleashed!"—it's the hottest-selling video game in creation...and Carnage wants his cut!
- ☐ **NEW WARRIORS #58** (Skolnick/Zircher/Patterson): War threatens to engulf the Middle East...unless the Warriors can save a peace conference from calamity in New York!
- ☐ **NOVA #16** (Marrinan/Marrinan/Stegbauer): The conclusion of the "Deathstorm" saga. Nova must figure out how to save Earth from total annihilation...while he fights Warlord K'ron seven billion light years away!
- ☐ **NIGHT THRASHER #21** (Busiek & Mattsson/Carrasco/Collazzo): Rage is on a murderous rampage, and Night Thrasher is the only one who can stop him!



AMAZING, ISN'T IT? TO JUST SIT HERE ON THE COUCH AND LOOK AT THE PAST LIKE THIS?

FUNNY THING IS... I HARDLY REMEMBER ANY OF IT. IF IT WASN'T FOR THESE OLD HOME MOVIES... I'D NEVER KNOW MOST OF THIS EVER HAPPENED.

THINK ABOUT IT. IF SOMEONE TOOK AWAY OUR MEMORIES... OUR PAST... WOULD THAT MAKE US ANY LESS WHO WE ARE?

AND IF SOMEONE ELSE HAD THOSE MEMORIES... EVEN IF THEY WEREN'T REALLY THEIR OWN... WOULDN'T THAT PERSON STILL BE US, IN SOME WAY?

OH, SO THAT'S WHAT THIS IS ABOUT.

YOU'RE TORTURING YOURSELF OVER THIS BEN REILLY THING.

I'M NOT TORTURING MYSELF, IT'S JUST THAT--

JUST WHAT?



WELL, YOU WERE SO LITTLE-- HOW COULD YOU REMEMBER IT?

BUT DON'T OUR MEMORIES DEFINE US? MAKE US WHO AND WHAT WE ARE?

YOU'RE GETTING AWFULLY PHILOSOPHICAL ALL OF A SUDDEN.



MARY JANE... EVERYTHING I'VE LIVED THROUGH... EVERYTHING I AM--



--HE IS, TOO.





YES, TRAVELLER?

HOW IS YOUR ASSIGNMENT PROGRESSING, MR. NACHT?



EVENTS ARE TAKING A MOST... FASCINATING TURN.

I'LL BE TRANSMITTING MY OBSERVATIONS SHORTLY.



I LOOK FORWARD TO READING YOUR REPORT, NACHT.

TRAVELLER OUT.

ARE WE READY TO MOVE?



DON'T BE SO ANXIOUS, MEDEA. LEARNING TO WAIT IS A SKILL YOU'D DO WELL TO MASTER.

BUT WE'VE BEEN SITTING STILL FOR WEEKS NOW! WHEN ARE YOU GOING TO MAKE UP YOUR MIND?

IF I DON'T SEE SOME ACTION SOON, I'LL--



YOU WILL DO... EXACTLY WHAT I TELL YOU TO DO.

JUST BECAUSE I ALLOW YOU A CERTAIN...FAMILIARITY --DOESN'T MEAN YOU SHOULD FORGET WHO I AM.

AND WHAT I'M CAPABLE OF.

BUT I... I DIDN'T MEAN--



NO. OF COURSE YOU DIDN'T.

NOW LEAVE ME. I NEED TIME ALONE TO STUDY MR. NACHT'S REPORT... AND PONDER THE WISEST COURSE OF ACTION.

THEN...AND ONLY THEN...WILL I RESUME MY LITTLE INTRUSION INTO THE LIVES OF PETER PARKER--

"--AND BEN REILLY."

HE KNOWS HE SHOULD HAVE PACKED AND BEEN GONE HOURS AGO. SHOULD HAVE. COULD HAVE.

BUT DIDN'T.

HE STUFFS HIS FEW POSSESSIONS INTO THE DUFFEL WITH AGONIZING SLOWNESS. TAKES THEM OUT AGAIN. THEN STARTS REPACKING.

WHY?

AND YET A VOICE IN THE DEEPEST PART OF HIM--IS IT PARKER'S OR HIS OWN?--IS CRYING OUT, BEGGING HIM NOT TO LEAVE.

SO HE SEEKS ANOTHER VOICE TO BALANCE IT.

I KNOW WHAT JANINE WOULD SAY, HE THINKS. "YESTERDAY IS DEAD AND BURIED. LET IT GO AND MOVE ON."

DIDN'T HE TELL PETER THAT THE YEARS HAD MADE HIM A DIFFERENT MAN? THAT THIS WORLD ISN'T HIS?

PROBLEM IS...JANINE'S THE ONE WHO'S DEAD--AND YESTERDAY...



...YESTERDAY IS VERY MUCH ALIVE.

NO
PARKING
1 AM - 5 AM
COMM.

YESTERDAY
ELUDES HIM.

FRAGMENTS OF MEMORY
DRIFT THROUGH HIS HEAD:
PIECES OF A LIFE, A SELF,
THAT SEEM FAMILIAR...
YET LITTERLY UNKNOWN.

WHO AM I? HE
WONDERS. WHERE DID I
COME FROM? MORE
IMPORTANT:

WHERE DO I
BELONG?

HEY,
YOU!

YOU'VE BEEN SITTIN' ON THAT
BENCH WITH YOUR HEAD IN YOUR
HANDS FOR TWO HOURS--

--DON'T YOU THINK IT'S
TIME YOU WENT HOME AND
SLEPT IT OFF?

HOME?
BELIEVE ME,
OFFICER--

--I'D BE
THERE...IF I
KNEW WHERE
IT WAS

YOU SHOULD'VE THOUGHT O'
THAT BEFORE YOU DRANK
YOURSELF INTO A STUPOR.

DRUNK?

YOU
THINK I'M
DRUNK?!

HEY...BRING IT
DOWN A NOTCH,
KID--AND, WHILE
YOU'RE AT IT...
LEAVE ME SEE SOME
I.D.

I.D.?

I DON'T
HAVE ANY
I.D.

I...I'M SORRY. I
DIDN'T MEAN TO
YELL. IT'S JUST
THAT I'M SO
CONFUSED.

I CAN'T
REMEMBER
ANYTHING. I
DON'T KNOW
WHO I AM!



LOOK...MAYBE YOU ARE DRUNK...
OR MAYBE THERE'S SOMETHING
ELSE GOIN' ON HERE...

EITHER WAY, I THINK WE'D
BETTER GO ON OVER TO
THE STATION AN'--

NO!

THE BUZZING! IT COMES
FROM NOWHERE...AND
EVERYWHERE!

SEEMS TO VIBRATE THROUGH
HIS BONES...PULSATE
THROUGH HIS MUSCLES!



HE LEAPS--WITH-
OUT KNOWING HE'S
EVEN DONE IT.



SKITTERS UP
THE SIDE OF
THE BUILDING
LIKE AN
INSECT--
ESCAPES--
ALL THE
WHILE
WATCHING
HIMSELF...

... BOTH AMAZED
AND TERRIFIED BY
WHAT HE'S DOING.



WHO AM I? HE
THINKS AGAIN.

AND FOR THE
FIRST TIME...
HE'S AFRAID OF
THE ANSWER.

A WEEK PASSES UNEVENTFULLY; MAY'S CONDITION REMAINS BLESSEDLY STABLE.

MARY JANE AND HER AUNT ANNA HOVER OVER THE OLD WOMAN LIKE GUARDIAN ANGELS. DOCTOR CAPUTO CALLS REGULARLY. STOPS IN WHEN SHE CAN.

PETER, OF COURSE, WORRIES.

NOT THAT HE DOESN'T SPEND HOURS SITTING WITH HIS AUNT--READING TO HER, TELLING STORIES, JOKING. THEY ALWAYS COULD MAKE EACH OTHER LAUGH--AND NOW, MORE THAN EVER...

...HE OHERISHES THE LAUGHTER.

I CAN'T BELIEVE I LET YOU TALK ME INTO THIS, AUNT MAY.

OH, PLEASE, PETER... ONE MORE DAY COOPED UP IN THAT HOUSE AND I'D GO. ABSOLUTELY BATTY.

WHERE'S THE HARM IN COMING UP HERE FOR AN HOUR?

TOP OF THE EMPIRE STATE. I USED TO LOVE IT WHEN YOU AND UNCLE BEN WOULD BRING ME HERE.

HE WAS CRAZY ABOUT THIS PLACE. USED TO TAKE ME HERE WHEN WE WERE COURTING.

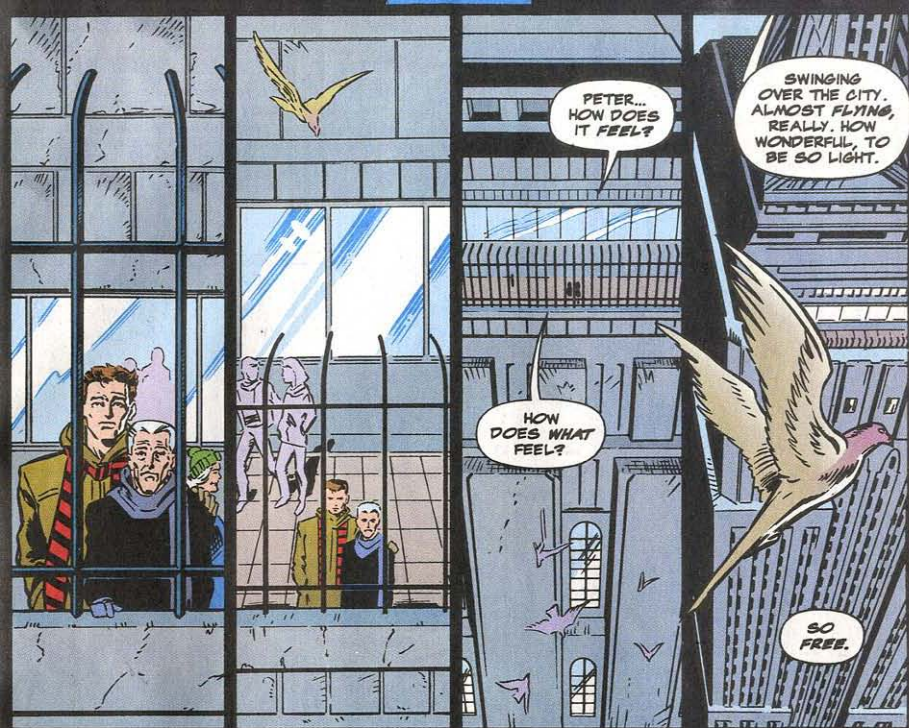
GUESS IT WAS A CHEAP DATE, HUH?

WE DIDN'T HAVE VERY MUCH MONEY...BUT I SWEAR TO YOU IT WAS BETTER THAN ANY MOVIE OR ANY MEAL IN A FANCY RESTAURANT--

--BECAUSE WE WERE TOGETHER.

YOU STILL MISS HIM, DON'T YOU?

AUNT MAY?



PETER...
HOW DOES
IT FEEL?

SWINGING
OVER THE CITY.
ALMOST FLYING,
REALLY. HOW
WONDERFUL, TO
BE SO LIGHT.

HOW
DOES WHAT
FEEL?

SO
FREE.



I...AH...
UM--

I DON'T
KNOW
WHAT
YOU--

IT'S FUNNY.
I'VE KNOWN
FOR YEARS.
HOW COULD I
NOT? LIVING
UNDER THE
SAME ROOF
WITH YOU ALL
THAT TIME--

--I'D HAVE
BEEN AN
IDIOT NOT
TO KNOW.

BUT PETER...I
COULD NEVER
REALLY LET
MYSELF KNOW.



WHENEVER I THOUGHT OF
YOU OUT THERE--PUTTING
YOURSELF IN SUCH
DANGER, RISKING YOUR
LIFE AGAIN AND AGAIN--I
JUST PUSHED IT
DOWN...PUSHED IT AWAY.

DENIED IT.

AFTER BEN DIED...YOU
WERE ALL I HAD. I
COULDN'T BEAR TO
LOSE YOU TOO. IT'S NO
WONDER...HE FRIGHTENED
ME SO.

IT'S NO WONDER
I COULDN'T BEAR
TO EVEN HEAR
THE NAME--



--SPIDER-
MAN.





I SPOKE TO DOCTOR CAPUTO.



SHE SAID THIS FEVER YOU'RE SUDDENLY RUNNING HAS HER WORRIED. SHE'S GOING TO BE HERE SOON TO CHECK YOU.

NO.

MARY JANE AND ALINT ANNA SHOULD BE GETTING BACK ANY MINUTE, AND THEN WE CAN--

NO, PETER.

NO DOCTORS. NO HOSPITALS.

NO MARY JANE OR ANNA.

THIS TIME IS FOR US--

DON'T YOU SEE MY SWEET NEPHEW?

THIS PAST WEEK TOGETHER...IT'S BEEN A GIFT. A CHANCE FOR US TO TAKE OUR LEAVE.

I COULDN'T JUST FADE AWAY LIKE THAT...I HAD TO HOLD ON...JUST A LITTLE BIT LONGER.



--TO SAY OUR GOOD-BYES.

GOOD-BYES?

WHAT ARE YOU TALKING ABOUT? IT'S JUST A LITTLE FEVER. I'M SURE ONCE DOCTOR CAPUTO SEES YOU--



FOR YOU.



YOU'VE NEVER BEEN VERY GOOD...AT LETTING GO, PETER. LOSING YOUR PARENTS THE WAY YOU DID...MADE IT SO HARD FOR YOU.

NO, AUNT MAY--

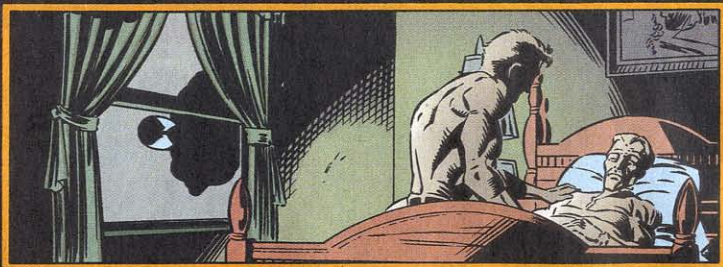


YES. BUT NOT ALL LEAVE-TAKING IS BAD. I'VE HAD A GOOD LIFE. A LONG LIFE.

BUT I'M TIRED, PETER. IT'S MY TIME.



IT'S MY TIME.



...I... I HAD A...DREAM RECENTLY. I DREAMED I WAS DYING. AND YOU WERE THERE WITH ME, AUNT MAY.

I WAS SO SCARED... SO CONFUSED...BUT I KNEW THAT YOU'D HELP ME.

AND YOU DID.



YOU TOLD ME I HAD A JOURNEY TO MAKE. IT WAS MY DESTINY, YOU SAID. "WHAT AM I SUPPOSED TO DO?" I ASKED YOU. "WHERE AM I SUPPOSED TO GO?"

AND YOU REMINDED ME OF THAT BOOK YOU'D READ TO ME...OVER AND OVER...WHEN I WAS LITTLE.

YOU POINTED TO THE NIGHT SKY...AND DO YOU KNOW WHAT YOU SAID?



"SECOND TO THE RIGHT...AND STRAIGHT ON TILL MORNING."

REMEMBER THAT? HOW PETER PAN AND WENDY, MICHAEL, AND JOHN, WOULD FLY...OVER THE CITY AND UP...INTO THE HEAVENS?

LET GO.

FLY.

"SECOND TO THE RIGHT..."

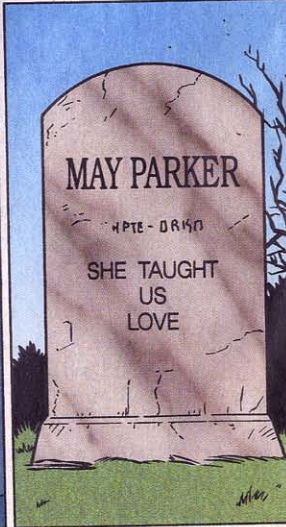
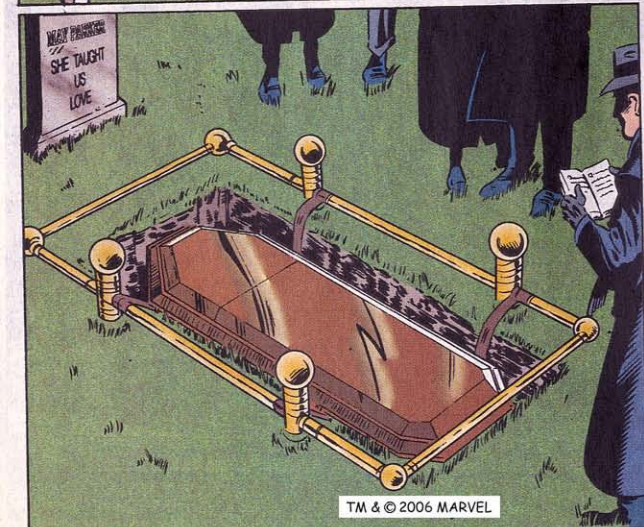
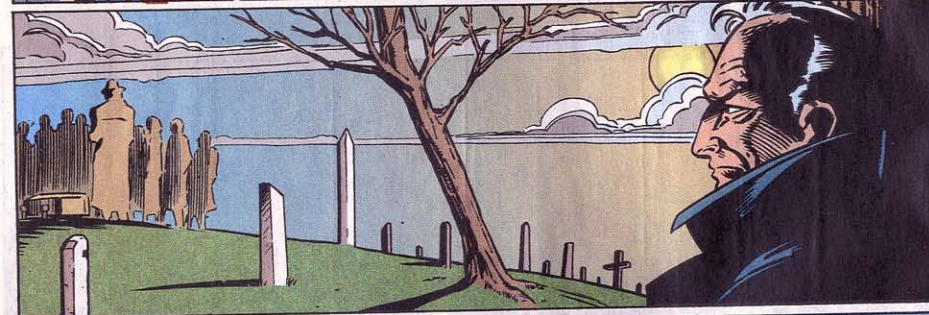
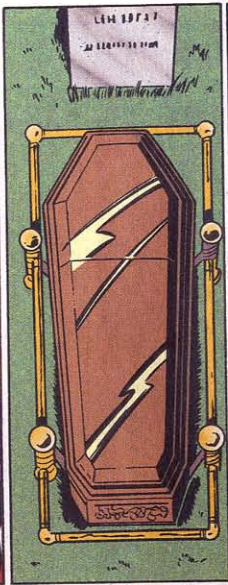
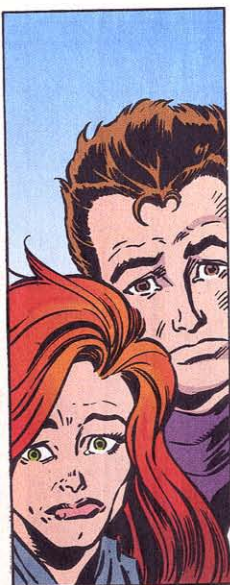
THAT'S WHAT I WANT YOU TO DO, AUNT MAY.

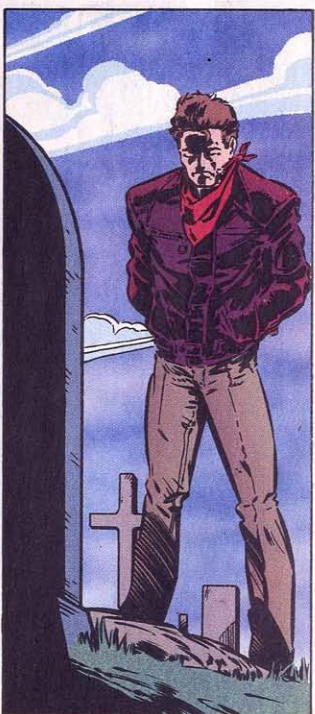
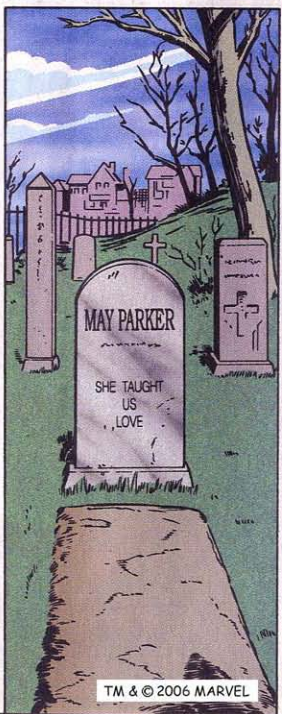
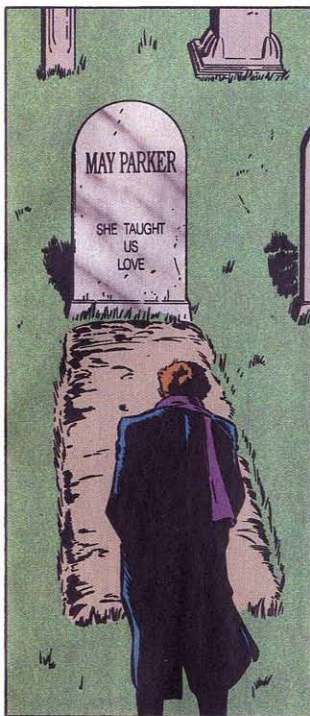


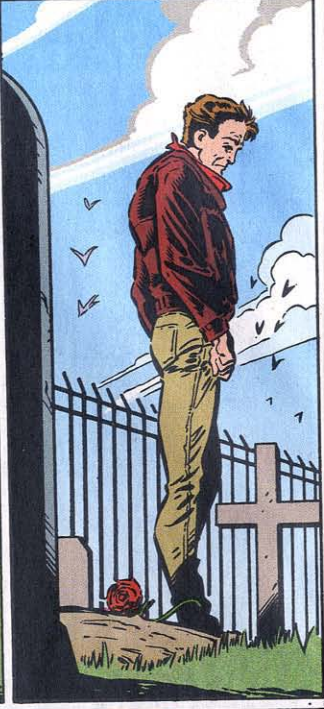














...THE MOURNERS GATHER AT PETER AND MARY JANE'S BROWNSTONE TO SHARE THEIR GRIEF-- AND THEIR MEMORIES OF A REMARKABLE WOMAN.

PETER PASSES AMONG THEM, ACCEPTS THEIR WORDS OF CONSOLATION...



...BUT HIS THOUGHTS ARE FAR AWAY.

HE THINKS OF THE LOSS THAT WILL HAUNT HIM FOR YEARS TO COME-- OF THE EMPTINESS IN HIS SOUL-- SO DEEP IT MAY NEVER BE FILLED.

YET, PARADOXICALLY, HE'S FILLED TO BURSTING BY THE GIFTS MAY PARKER HAS BEQUEATHED HIM:

HER WRY HUMOR AND STUBBORN LOVE... HER UNCANNY ABILITY TO FACE LIFE'S HARDSHIPS WITHOUT BITTERNESS OR ANGER.



AND THE GREATEST GIFT OF ALL-- HER BLESSINGS ON HIS LIFE AS SPIDER-MAN.

HIS MIND WANDERS TO BEN REILLY. PERHAPS IT'S INTUITION... PERHAPS IT'S FOOLISHNESS... BUT HE'S FELT REILLY'S PRESENCE THESE LAST DAYS...

... AS IF HIS DOUBLE HAS BEEN BY HIS SIDE, SUPPORTING HIM, GIVING HIM STRENGTH.

HE PRAYS THAT IT'S TRUE. THAT SOMETHING DEEP IN HIS HEART KEPT BEN FROM LEAVING LAST WEEK. KEPT HIM NEARBY-- SO THAT HE, TOO, COULD SAY GOODBYE.



AND SUDDENLY, PETER REMEMBERS REILLY'S PARTING WORDS TO HIM.

WORDS AUNT MAY HERSELF MIGHT HAVE SPOKEN:

NOX NOX

WHO CAN THAT BE?

"GRAB YOUR CHANCE AT HAPPINESS. GRAB HOPE, PETER--



"--AND DON'T LET GO."

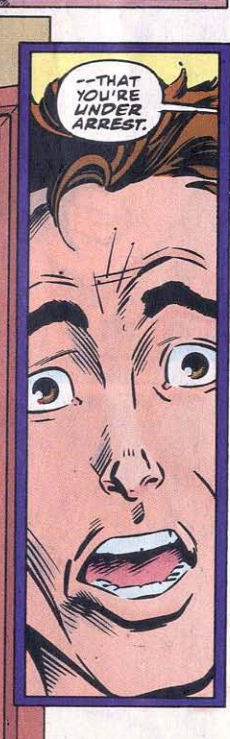
PETER PARKER?

YES?

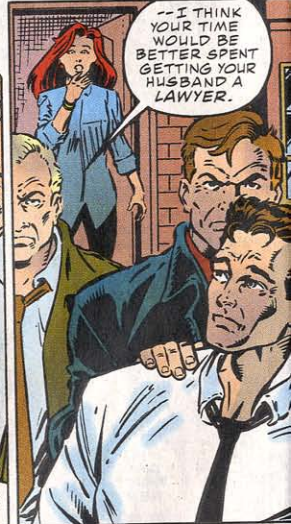
DETECTIVE CONNOR TREVANE, NYPD. THIS IS LIEUTENANT RAVEN OF THE SALT LAKE POLICE.

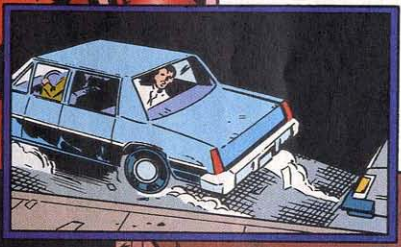
LOOK, THIS REALLY ISN'T THE BEST--

WE'RE VERY SORRY TO INTRUDE ON YOU AT A TIME LIKE THIS, MR. PARKER. BUT IT'S MY SAD DUTY TO INFORM YOU--



--THAT YOU'RE UNDER ARREST.





WHO SHOULD I CALL? WHO SHOULD I CALL?

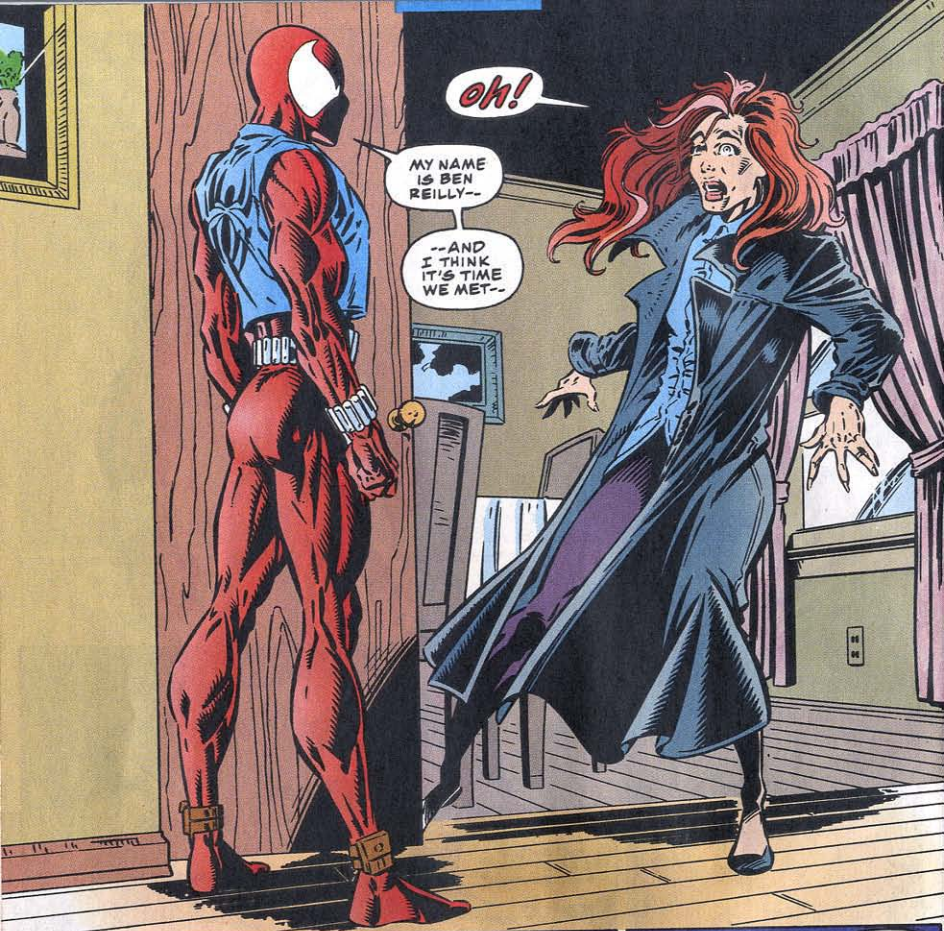
MATT MURDOCK? NO... MURDOCK'S DEAD!

WHAT ABOUT HIS PARTNER? OH, GOD--I CAN'T REMEMBER HIS NAME!

MAYBE I SHOULD CALL ROBBIE! ROBBIE ALWAYS KNOWS WHAT TO--

NO. NO! I'VE GOT TO GO DOWN TO THE POLICE STATION!

I'VE GOT TO BE WITH PETER! HE NEEDS--



oh!

MY NAME
IS BEN
REILLY--

--AND
I THINK
IT'S TIME
WE MET--



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--FACE-
TO-
FACE.

TO BE CONTINUED -- IN ONE
WEEK -- IN THE PAGES OF
SPIDER-MAN #57!!

FIVE
YEARS
AGO...

HE KNEELS IN THE RAIN,
MOURNING: NUMB WITH
DISBELIEF, BODY HEAVY
WITH GRIEF.

HE KNEELS
IN THE RAIN,
MOURNING...

...HIMSELF.

STAN
LEE PRESENTS:
The **PARKER**
LEGACY
PART ONE:

A SHOCK TO THE SYSTEM

J.M.
DE MATTEIS
WRITER

JOHN
ROMITA JR.
PENCILS

JOHN
ROMITA SR.
INKS

KEN
LOPEZ
LETTERER

PAUL
BECTON
COLORIST

DANNY
FINGEROTH
EDITOR

BOB
BUDIANSKY
CHIEF

MINUTES AGO
THE UNIVERSE
WAS STABLE,
RATIONAL,
SAFE.

MINUTES AGO
HE WAS A
COLLEGE
STUDENT
NAMED PETER
PARKER...A
COSTUMED
HERO CALLED
SPIDER-MAN.

MINUTES AGO--
HE WAS HUMAN.

NOW HE
KNOWS
BETTER.

HE MAY HAVE SPIDER-MAN'S
COSTUME AND EXTRAORDINARY
POWERS. HE MAY HAVE PETER
PARKER'S THOUGHTS, FEELINGS,
MEMORIES...

...BUT
THEY DON'T
BELONG
TO HIM.

THEY WERE IMPLANTED... BY
THE JACKAL: A LUNATIC
WHO HATCHED HIM FROM
STOLEN CELLS, BIRTHED
HIM IN CHEMICAL BATHS.

CLONE, HE THINKS.
I'M NOT THE REAL
ONE.

I'M THE
CLONE!

HE TRIES TO CONVINCE HIMSELF
THAT IT'S ALL A LIE, THAT HE'S
THE TRUE PETER PARKER... AND
NOT A GENETIC COPY.

TRIES--AND FAILS. BECAUSE HE
KNOWS... TO THE BOTTOM OF HIS
SOUL... WHO AND WHAT HE IS.

THE QUESTION IS: WHAT
DOES HE DO ABOUT IT?

IN
SHOCK.

RIGHT NOW,
HE CAN'T DO
ANYTHING
BUT STAGGER
THROUGH THE
NEW YORK
STREETS, WHITE
NOISE DRONING
THROUGH HIS
HEAD.

HE HEARS THE
BLAST OF THE HORN,
THE DRIVER'S
SHOUTED WARNING--
AND BLOTS IT OUT.

HE FEELS HIS SPIDER-SENSE--
CUTTING THROUGH HIM LIKE A
BUZZ-SAW...

...AND CHOOSES
TO IGNORE IT.

WHAT DIFFERENCE, HE
REALIZES, WOULD IT
MAKE IF I DIED...

...SINCE I'VE
NEVER TRULY
LIVED?

KRONK





HE STOPS...



PARKER
IS.

PARKER'S THE ONE WHO BELIEVES
IN THE SANCTITY OF LIFE; THE
COWARDICE--THE SINFULNESS--
OF SUICIDE.

BUT WHAT'S A DEEPLY HELD
BELIEF TO PETER PARKER... IS
JUST PROGRAMMING TO HIM.

...THAT HE COULD TEAR
PARKER OUT OF HIS CHEST...
RIP OUT PARKER'S PASSIONS
AND FEARS, HIS BORROWS
AND JOYS...



AND HE HATES
HIMSELF FOR
FOLLOWING IT.
AND HE WISHES,
WITH ALL HIS
HEART...



...AND BE
FREE.

BUT FREE--TO DO
WHAT? A NON-MAN,
LIVING A NON-LIFE...
WITH NO IDENTITY,
NO DIRECTION?

WHAT CAN THE
FUTURE
POSSIBLY HOLD
FOR HIM?



HE'LL TACKLE
THOSE
QUESTIONS
TOMORROW.
TONIGHT...

...HE
RESTS.

HIS SLEEP IS
AS DEEP AND
DREAMLESS
AS DEATH.

ONE LOOK AT HIS
SURROUNDINGS
CONVINCES HIM
THAT IT WASN'T.

HE WANTS TO WEEP BITTER
TEARS. TO UNLEASH THE
SCREAM OF RAGE AND
TERROR RISING UP INSIDE
HIM.

BUT HE
DOESN'T.

IF PARKER WON'T LET
ME DIE, HE DECIDES,
THEN, SOMEHOW, I'M
GOING TO HAVE TO
FIND...

... THE
COURAGE
TO LIVE.

WHEN HE FEELS THE FIRST
TUG OF AWARENESS, HE
FULLY EXPECTS TO FIND
THAT LAST NIGHT WAS A
CRUEL AND RIDICULOUS
DREAM.

HE FEELS
LIKE AN
IDIOT.

SNEAKING INTO HIS
OWN APARTMENT,
WONDERING WHAT
HE'D SAY OR DO IF
PARKER SHOULD
WALK THROUGH THE
DOOR AND FIND
HIM HERE.

MAYBE HE
SHOULD JUST
WAIT FOR HIS
DOUBT TO
COME BACK.
MAYBE HE
SHOULD
STRANGLE
THE LIFE
OUT OF HIM...

...AND WREST
BACK THE
ONLY
EXISTENCE
HE KNOWS.

BUT AS SATISFYING
AS THE FANTASY IS,
HE'S NO MURDERER.
THAT PART OF HIS
PROGRAMMING, AT
LEAST, HE'S GRATEFUL
FOR.

BESIDES-- WHAT'S THE POINT
OF TAKING BACK A LIFE THAT
HAS NO MORE REALITY...
THAN A DREAM?

NO, HE'LL JUST TAKE THE
FEW THINGS THAT HE NEEDS...
AND BE ON HIS WAY.

THE CLOTHES HAVE BEEN
SITTING IN THE BACK OF THE
CLOSET FOR MONTHS. HE--
PETER-- HAS BEEN MEANING
TO GIVE THEM ALL TO A
HOMELESS SHELTER;
SOMEHOW HE NEVER GOT
AROUND TO IT.

HE KNOWS
WHAT
PAGE IN
WHAT
BOOK TO
LOOK IN...

...REMEMBERS THE DAY HE--
PETER-- TUCKED THE CASH IN
THERE FOR AN EMERGENCY.

SO WHY DOES HE FEEL LIKE A
COMMON THIEF? WHY DOES
HE FEEL SO ASHAMED?

FORGET MORALITY,
HE FINALLY DECIDES.
THAT'S PARKER'S
GAME...

...NOT
MINE.

HE TUCKS THE MASK AND GLOVES IN HIS
BAG AS HE WALKS OUT THE DOOR-- AND FOR
THE FIRST TIME IN TOO MANY HOURS...

...HE SMILES.

MAYBE IT'S FOOLISH
TO HANG ON TO
MEMENTOS OF A
PAST THAT ISN'T
HIS, A LIFE HE
NEVER LIVED-- BUT
THE ROAD AHEAD IS
LONG AND FILLED
WITH UNCERTAINTY...

...AND HE CAN
USE ALL THE
COMFORT HE
CAN GET.

"THE PARKER
LEGACY"
CONTINUES IN
ONE WEEK-- IN
SPIDER-MAN
#57!

THE MORNING AFTER

I WAS
SIXTEEN.

BLOOD GLISHING
IN MY EARS.

HEART POUNDING
WITH HATE AND
RAGE.

I HAD
FOUND MY
UNCLE'S
KILLER.

THAT NIGHT, A
BOY BECAME
A MAN.

J.M. DEMATTEIS STAN LEE
PLOT SCRIPT

TOM GRUMMETT
PENCILS

RICHARD STARKINGS
COMICRAFT
LETTERING

AL MILGROM
INKER
CHIAOCHI WANG
COLORS

DANNY FINGEROTH
EDITOR IN CHIEF

BOB BUDIANSKY



IT WAS DARK.
I COULDN'T
MAKE OUT HIS
FEATURES.



WHO CARED WHAT
HE LOOKED LIKE?

I WANTED
REVENGE.



NO WAY
COULD HE
ESCAPE ME!

FREAK!
I'LL GUN YA
DOWN!



YEAH --



-- WHEN
HELL FREEZES
OVER!



I WANTED TO
DO TO HIM --

-- WHAT HE
DID TO BEN
PARKER.

BUT, SECONDS
LATER, SOMETHING
STOPPED ME.



THAT
FACE! HE'S
THE BURGLAR I
COULD HAVE CAUGHT
YESTERDAY --
BUT I LET HIM
ESCAPE!

IF I
HADN'T --

-- LINCLE
BEN WOULD
STILL BE
ALIVE!

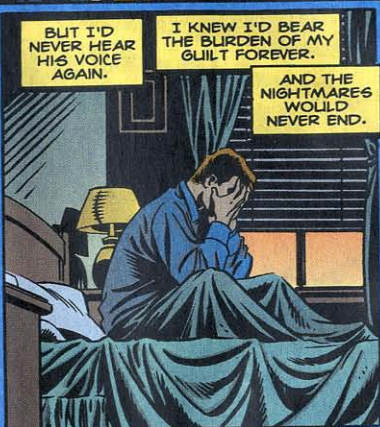


IT WAS AS IF
I HAD KILLED
MY UNCLE.



THEN I
WOKE
UP.

UNCLE
BEN!



BUT I'D
NEVER HEAR
HIS VOICE
AGAIN.

I KNEW I'D BEAR
THE BURDEN OF MY
GUILT FOREVER.

AND THE
NIGHTMARES
WOULD
NEVER END.



BUT MY
TORMENT
COULDN'T
COMPARE TO
THAT OF BEN
PARKER'S
WIDOW.

AUNT
MAY.



WITHOUT HER HUSBAND,
HOW WOULD SHE COPE?

WOULD
SHE EVEN
WANT TO?

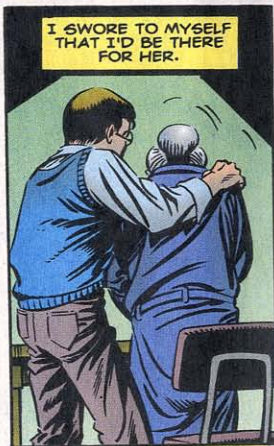
I'M
TO BLAME.
FOR EVERY-
THING.



I FELT I HAD TO
LEAVE, GET OUT
OF HER LIFE.

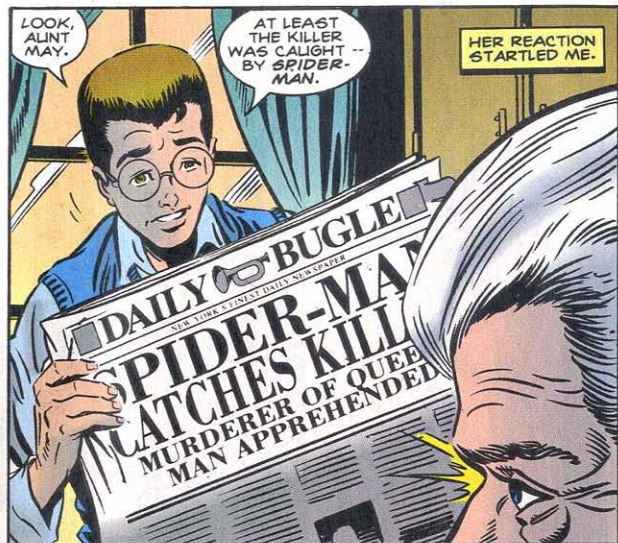
I'D DONE
ENOUGH
DAMAGE.

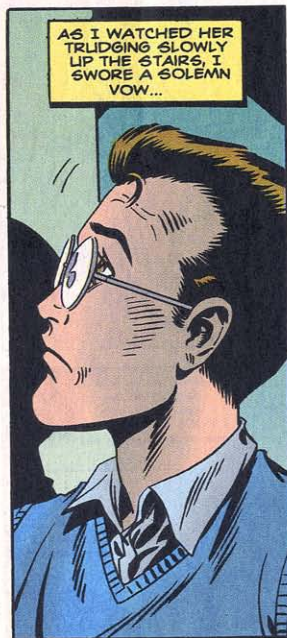
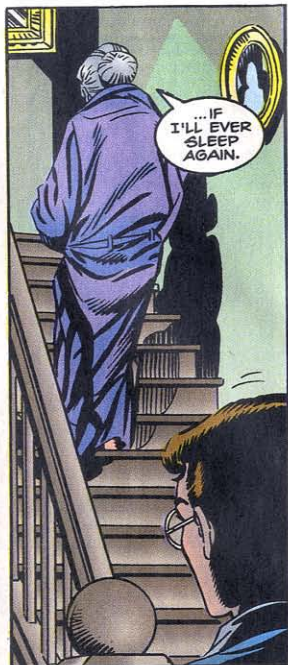




ALWAYS.







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NEW YORK, NY
10016

DANNY
FINGEROTH,
EDITOR
MARK
BERNARDO,
ASST. EDITOR

CORRESPONDENTS: IF YOU DON'T WANT YOUR FULL
ADDRESS PRINTED, PLEASE LET US KNOW.

Well, it seems the past several issues have been so jam-packed with story that we've once again fallen behind in our letters pages. To rectify that, we'll be running a few representative comments on the "Shrieking" storyline (ASM #390-393), before moving on to your mountain of letters for ASM #394, chapter 2 of "Power and Responsibility!" So, onward...

Dear Web-people,

I just finished #390. Good job, guys! But I did find some things wrong. First, Shriek's true identity. You put it down as Frances Louise Barrison, but in ASM #379, page 6, it is listed as Sandra Deel. Also, as shown in "Maximum Carnage," Shriek can't fly, but you showed her flying on page 26. She always used Carnage or Doppelganger to travel, or she was propelled by her sonic bursts. Aside from all this, however, you all produced a great issue! Until Spidey kills Venom (or the other way around), Make Mine Marvel!

Sean Miller
11308 Treewine Lane
Monrovia, MD 21770

A lot of readers pointed out these two apparent oversights, Sean... but as we see it, they're easily explained. As you yourself pointed out, Shriek used her sonic blasts for a form of aerial propulsion before. Her flying is simply her gaining greater control over her abilities (think of Banshee or Siryn over in the X-MEN books), traveling on sonic waves through the air. And the name discrepancy can be chalked up to Shriek not giving her real name right away. Remember, we don't know the circumstances that first brought her to Ravencroft. People have spent months in hospitals as "John or Jane Doe."

But we're glad to hear you enjoyed the issue, and we'll be happy to keep making yours Marvel!

Hey Danny,

Whoa. AMAZING #392 just blew me out of my chair. Literally. Honest. This issue had to be one of the most intense, disturbing chapters of Spider-Man's life that I have ever read. That cocoon sequence was just too eerie! I'm really looking forward to what this character will be like now that he's let his alter ego "die." The effects this event will have on his marriage and family are going to be devastating, not to mention what might happen to any poor villain who happens

to get in his way.

What are the chances of dropping the word "Man" from the logo for the course of this saga? It might be an interesting touch, since there is no more man, just the Spider.

Thanks to all involved for turning THE AMAZING SPIDER-MAN on its ear, giving us one of the most startling and innovative plotlines I have ever read, and I've been reading a long time. In fact, it was you, Danny, who printed my very first fan letter nearly ten years ago, in MARVEL TALES. I was a wee lad then, fascinated with the Marvel Universe. You know what? I'm still fascinated. Thank you.

Roger A. Ott II
1605 Abbe Road
Fairview, NJ 08621

You're welcome, Roger! But as recent events in all the books have made clear, fascination is just the beginning! We're going for downright rabid, fanatical obsession!! Let us know how this issue's monumental events grabbed you!

Dear Danny,

I just got the conclusion to "Shrieking" in ASM #393, and it was superb! An excellent resolution, guys... but oh, so nerve-wracking! I thought that Spidey was gonna kill Shriek! It's been a real anxiety attack seeing "the Spider" cut loose like that, especially on a woman! But at least in the end, he did right by her. Shriek has really turned into a psychotic, albino female Magneto-type, hasn't she? There she was, trying to kill Spider-Man one minute, then nearly killing herself trying to save Carrion -- no, strike that, trying to save Malcolm -- from the virus the next.

This storyline has really been a roller coaster ride. J.M. DeMatteis has filled Michelinie's shoes admirably, and Mark Bagley is as great as ever!

Robert Kluever
6882 Trask Avenue
Westminster, CA 92683-2576

Thanks for writing, Robert... and for the interesting analysis on Shriek. We don't think Shriek's misguided "mother" complex should be confused with Magneto's misguided "savior" complex, but we know what you mean.

And don't lift that safety bar yet! This roller coaster ride has just started to kick into high gear!

Dear Webheads,

I just finished reading the "Shrieking" storyline, and I must say it was a superb series. I loved Mark Bagley's penciling. It was some of his best work.

I have been an avid Spidey fan for about two and a half years. My first Spider-mag was AMAZING #366, and I've been a collector ever since! The Mystery Man in all of the Spidey books has to be Peter Parker's clone from issue #149. Who else would visit Gwen's grave and bear such a striking resemblance to our Mr. Parker? I think the upcoming saga with the Spidey-clone will be great!!

Dustin Burgess
8056 Sinclair Mill Road
Manassas, VA 22111

We hope you still think so, Dustin! And, on the subject of the Spider-clone, let's see what a few of you thought of his first major appearance in these pages in issue #394...

Dear Spider-Men,

"Power and Responsibility" has been great so far! The story has been one of the best, and both your and WEB's art teams deserve kudos! There's just one little thing I'm worried about. Ever since Spidey's clone came back to town, you've been talking about major shake-ups in the Spider-Man books. I've got this bad feeling that you're going to kill our beloved Spidey and replace him with the clone. If I am anywhere near the mark on this one (I hope I'm not), I'm begging you not to do it! No one wants to read about a hero who was grown in a test tube! I'm probably totally wrong about this, since you've been pretty unpredictable so far!

Whatever happens, I'm sure that you will do it in style. Wonderful job on this crossover! I'm waiting for part 3!!

Lloyd Balch
1181 Avenue K
Brooklyn, NY 11230

Well, Lloyd, though our lips are sealed on the ultimate fates of Spider-Man and his clone, we can tell you that the decided success of the Scarlet Spider in the books he's appeared would seem to indicate that a lot of people actually do care about a hero who was born in a test tube! Why don't you give old Ben a chance? We're betting you'll come around like so many of the other early nay-sayers have!

Dear Spider's Web,

Although I enjoy his expeditions into non-traditional comic book territory,

I believe J.M. DeMatteis's main strength still lies in spinning out the best super hero stories being published today. He is without a doubt the best writer the Spider-titles have ever seen. As this current storyline shows, no one has ever brought this level of psychological complexity to the character. Peter Parker's anguish, as expressed through Mr. DeMatteis's words and Mr. Bagley's pictures, has been so chillingly real that I forget myself and actually start worrying that Peter may not come out of this all okay - if at all.

It feels like thirty years of continuity have been merely the backdrop for the story J.M. DeMatteis is now telling. He uses everything - every supporting player, every psychological nuance - to its fullest effect. I see now that his run on SPECTACULAR was just a warm-up. This is the future of super hero comics right here! To the entire creative team, I say, "Thank you."

Mark J. Kiewlak
316 West Main Street
Nanticoke, PA 18634

Mark, what can we say? On behalf of the entire team, we give an unqualified "Our pleasure!"

Dear Danny and Mark,

I hate clones. Not as much as android and robot duplicates, but I really hate clones.

As a child, I first learned about clones from this mag and the Professor Warren/Jackal storyline. I didn't like the idea of two Spideys, and even since, I cringe whenever a clone is inserted into a plotline in any comic. I truly hate clones. If I had a clone, I would hate him. Or me. Whatever.

Anyway, the crazy thing is, I'm really enjoying this "Power and Responsibility" storyline! There, I said it! But I still hate clones! I'm sure I'll be enjoying the clone's adventures in the UNLIMITED mag, too. Even though I hate clones!!

I just hope this doesn't open the door for the return of the Gwen Stacy clone, too. I'm sure there are no interesting storylines that could come from it. I'm sure of it...

Lousy clones.

Michael Rose
411 Bedford Street
Lexington, MA 02173

Michael, it takes a big man to admit that he judged a storyline prematurely, only to realize that his fears were groundless. With that in mind, are you *really*, *truly* sure that nothing interesting could come of the return of Gwen's clone? Hmm? Well... maybe you should check out WEB #125 in two months. Even if you don't like its return of the Gwen-clone story, its gonna have a way-cool live-action holodisc on its cover! (So will SPEC #225!)

Hey, Spider-fans,

You guys are awesome. The current storyline running through all the Spider-titles is just -- dare I say it? -- amazing! The current team of DeMatteis, Bagley, and Mahrstedt just rocks! I loved DeMatteis's darker style of writing in SPECTACULAR, and now, mixed with Bagley's pencils, this is a hard team to beat!

Anyway, I have a theory concerning what is going to happen in AMAZING #400. I think the Peter Parker we have known since issue #151 will turn out to be the true clone, and Ben Reilly will turn out to be the real Peter Parker. Then the Peter Parker we've known for 250 issues will die, and Mary Jane will marry the man we know as Ben Reilly. (After all, this was the Peter Parker she fell in love with before Gwen Stacy ever died.) What do you think? Am I right?

Thanks for your time, and keep up the awesome work!

Frankie Glidden
P.O. Box 800223
Toccoa Falls College
Toccoa, GA 30598

Well, Frankie, you've just read #400, which should prove that unpredictability is now the watchword here in the Spider books! But the question of who's the clone is still out there... and due to be answered sooner than you think.

NEXT: After witnessing the "Aftershocks" in SPIDER-MAN #57 and SPECTACULAR #223 (both 48-pagers with die-cut embossed covers!), come back for "The Mark of Kaine," starting in WEB #124, and continuing here next issue! Kaine's got Mary Jane, and Peter Parker is in jail! Will Peter escape and jeopardize his future to save the woman he loves? And what part will the Scarlet Spider play? The only one with the answer is... Judas Traveller! Don't miss an issue of this 4-part epic saga! (And don't miss the second and third chapters of "The Parker Legacy" in SM #57 and SPEC #223!)



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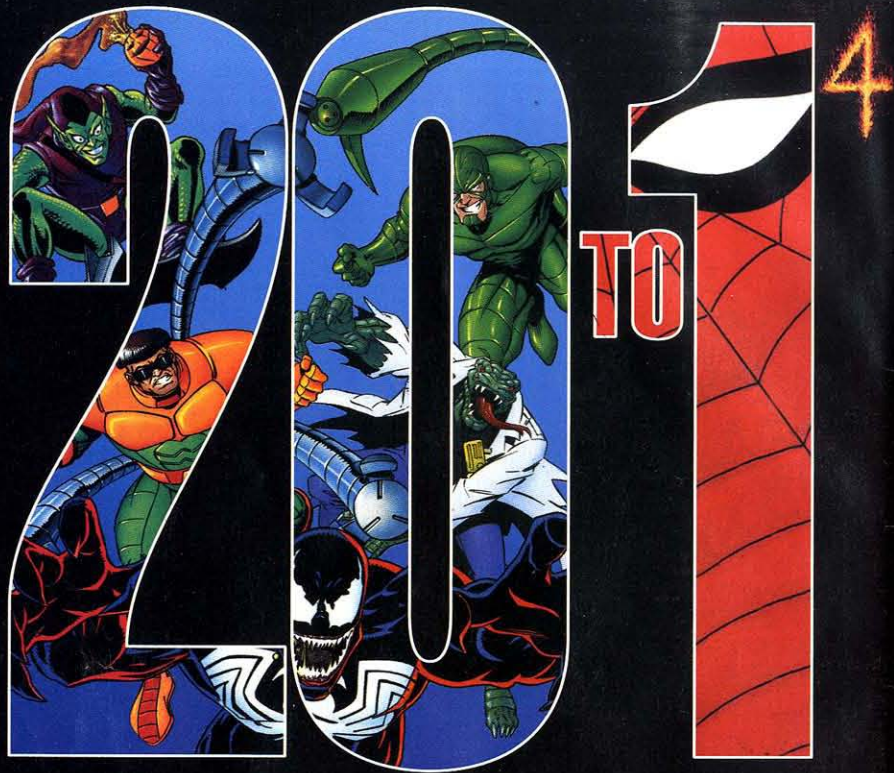
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