



THE RETURN OF **KAINE** Part 3 of 4

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GROUP

# THE AMAZING SPIDER-MAN



BAGS  
& MAHSEED  
ATOMIC PAINTBRUSH

## DEADLY GAMES!



03 >

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# The M&M's® "Dare Ya" Game.

For even more fun while eating "M&M's" candies—

**Real Simple Rules:** 1. Tear game page from magazine. 2. Without peeking, grab an "M&M's" Chocolate Candy out of the bag. 3. Look at the color. Now find that color on the board. 4. If you do the first dare in that color box, you get to eat your "M&M's" candy. If you don't, you have to put it in the "Chocolate Pool." 5. Go to the next person on the right. Repeat 1-4. (If someone has already done a dare, go on to the next dare.) 6. Whoever does their dare also gets to eat the "M&M's" candies that are in the "Chocolate Pool." 7. Keep playing until all the "M&M's" candies are gone.

"DO YOU THINK THEY'LL DO THIS STUFF?"

"FOR 'M&M'S' IN A HEARTBEAT!"

"WHAT'S A HEARTBEAT?"



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1. Impersonate a famous person.

2. Make up a word and use it in a sentence.

3. Play air guitar for 15 seconds.

4. Take off a piece of clothing, turn it inside out, and put it back on.

5. Sit on an invisible chair for 5 seconds.

6. Sing a verse of a song that has the word "blue" in it.



1. Whistle "Twinkle, Twinkle Little Star."

2. Tell who you have a crush on.

3. Draw a heart with one hand while drawing an arrow with the other.



4. Say "I'm an 'M&M's'" five times fast.

5. Braid your hair.

6. Make silly "kissy faces."

1. Say the alphabet backwards.

2. Write your name upside down.

3. Sing the National Anthem.

4. Finish "Roses are Red, Chocolate is Brown..."

5. Recite a Shakespearean sonnet.

6. Name five things in the room that start with "m."



## The Great Chocolate Pool

Put your "M&M's" candy here if you won't dare.

1. Smell your friend's socks.

2. Say something great about yourself. (I do everyday.)

3. Burp.

4. Say "I'm not getting an 'M&M's' candy" in Swahili. ('Cause you're not. Ha!)

5. Do the "armpit thing."

6. Wear your shoes on your hands for one turn.



1. Hold your nose until your next turn.

2. Lie on the floor and "fry like bacon."

3. Rub your stomach while patting your head.

4. Say a word that rhymes with "orange."

5. Jump up and down and say, "Mommy, Mommy, Mommy."

6. Say something that'll gross your friends out.



1. Eat your "M&M's" candy without using your hands.

2. Make a saliva bubble.

3. Touch your nose with your tongue.

4. Put your knees together and walk around the room.

5. Make a stupid face and hold it for 10 seconds.

6. Have one of your friends feed you your "M&M's" candy.





His given name is **Peter Parker**. While in high school he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and, as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

STAN LEE PRESENTS: **THE AMAZING SPIDER-MAN!**

## THE RETURN OF **KAINE** Part 3 of 4

# OF WAGERS AND WARS

Most people in this city have at least one **SKELETON** in their closet.

Theirs may only be a figure of speech...

Tom DeFalco Mark Bagley

Writer Larry Penciler

Mahlstedt

Bob Sharen Inker

Colors Malibu Seps

Richard Starkings  
& Comcraft

Letters

Bob Budiansky

Editor

Bob

Harris

Chief

...mine is the **GENUINE ARTICLE!**

**BRRR!** I get all creep-crawly just **LOOKING** at this bag of bones!

Can't believe I actually shanghaied it from the **CITY MORGUE!** \*

SEE SENSATIONAL **SPIDER-MAN #2** FOR DETAILS - Bob.



I blame the JACKAL  
for this mess!

He started  
it five years  
ago...when he  
CLONED me.

My clone and  
I fought!

I lost --

-- and was left  
for DEAD in a  
Brooklyn  
smokestack!

Believing himself  
to be me, my clone  
made a real life for  
himself as PETER  
PARKER.

He even married  
MARY JANE, an  
old girlfriend of  
mine, and they're  
presently expecting  
their first child.

Me, I ended up  
calling myself  
BEN REILLY --

-- and bumming  
around the country!

My only friend during all  
that time was a geneticist  
named SEWARD TRAINER.

MAN! I could really use his  
help and understanding now!

But the poor guy recently  
blew his mind in  
CYBERSPACE --

-- and he's  
presently  
in a  
COMA!

I don't know  
WHEN -- or  
IF -- he'll ever  
recover!

As if my life wasn't  
complicated enough,  
this stupid SKELETON  
suddenly appears on  
the scene!

Workers recently found it while they were  
demolishing the very same Brooklyn  
smokestack where Pete dumped me.

What is it?

How'd it get  
there?

If it's the original  
clone, WHY do I  
remember being  
inside the smoke-  
stack?

And, where  
does PETE  
fit into all  
this?!

WHOA! My brain's starting to  
overheat from question overload!

I wish I could ditch all this  
jazz, and just gentle down  
with my lady JESSICA --

-- but I have no  
time to think about  
ROMANCE!



Nope, I've got work to do...

...of the WEB-SPINNING variety!



While I was chauffeuring MR. BONES back to my apartment, I accidentally ran across an old acquaintance...

...KAINE!



A psychotic SERIAL KILLER who also happens to be a disfigured CLONE of me created by the JACKAL!

OH, MAN! Someone must have had WALL-CRAWLING in mind when this building was designed --

-- with such a user-friendly AIR SHAFT!



Kaine was causing a sharp increase in CASUALTY CLAIMS when I spotted him!

He was in the middle of a major PUNCH-OUT with the RHINO!

WHY --?!

Don't know!



Don't care!

They both belong behind bars as far as I'm concerned!



AT THAT VERY  
MOMENT, IN THE  
SPRAWLING BEVERLY  
HILLS RESIDENCE OF  
FINANCIER JAMES  
JOHNSMEYER...

IS YOUR  
SPEAKER PHONE  
MALFUNCTIONING,  
JAMES? I KEEP  
HEARING A  
TWAKING  
SOUND!

**TWAK**

HARDLY,  
YASSAF! I'M  
MERELY PRACTICING  
MY GOLF SWING ON  
MY NEW VIDEO  
RANGE!

PERHAPS  
YOU COULD  
ALSO USE  
ONE!

NOT  
NECESSARY!  
I RECENTLY  
ASTROTURFED ONE  
OF THE BALLROOMS  
WITHIN MY WINTER  
PALACE, AND ADDED  
A THREE-HOLE  
COURSE!

REALLY ---P?

JAMES!  
YASSAF! I DON'T  
MEAN TO BE RUDE,  
BUT A BEAUTIFUL AEGEAN  
CLIME IS WASTIN' AWAY  
WHILE I'M STUCK ON  
THIS CONFERENCE  
CALL!

I  
BELIEVE  
WE WERE  
DISCUSSIN'  
SPIDER-  
MAN ---!

CORRECT IS  
NICOLAS!

PAST  
HISTORY HAS  
THE WEB-SWINGER  
WITH JAMES'S NEW  
PLAYER, THE ONE  
CALLED  
KAINE!

CHU  
RAISES AN  
INTERESTING  
ISSUE.

DO WE  
PROCEED WITH  
KAINE'S INITIATION  
AS PLANNED ---  
CANCEL HIS FIRST  
MATCH --- OR  
FACTOR SPIDER-  
MAN INTO THE  
PROCEEDINGS?

GENTLEMEN!  
GENTLEMEN! WE  
ARE ALL SPONSORS  
IN THE GREAT GAME  
BECAUSE IT AMUSES  
US TO PIT OUR SUPER-  
POWERED PAWNS  
AGAINST ONE  
ANOTHER!

I PROPOSE  
WE INCLUDE THE  
WALL-CRAWLER AS  
A WILD CARD IN A  
FIRST BLOOD  
MATCH!

AN  
EXCELLENT  
SUGGESTION,  
JAMES! NICOLAS  
AND I CAN ALSO  
CONTRIBUTE OUR  
OWN HUMBLE  
PLAYERS!

SOUNDS  
LIKE FUN,  
CHU!

ALL  
RIGHT...  
WHO WANTS  
TO LAY THE  
FIRST  
WAGER?!



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the

X-MEN

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COMICS

OVERPOWER™



JUST THEN, IN A LOWER WEST SIDE WAREHOUSE THAT HAS BEEN RIGHTSIZED COMPLETELY OUT OF BUSINESS...

KAINE --?

THERE'S NO SIGN'A PURSUIT!

WHERE ARE YE, KAINE?

WE CAN'T BE STAYIN' HERE! WE MAY HAVE LOST THE RHINO FOR NOW --

-- BUT I'M BETTIN' WE HAVEN'T SEEN THE LAST'A HIM!

HOW DID HE FIND US THE FIRST TIME, SHANNON?

YE NEED T'REST! T'REGAIN YUIR STRENGTH!

GET SOME SLEEP! I'LL STAND GUARD!

I'M WISHIN' I COULD TELL YE! ALL I KNOW IS THAT JAMES JOHNSMEYER IS A MAN'A VAST RESOURCES --

-- AND HE WON'T BE TAKIN' KINDLY TO YUIR REFUSAL T'REPRESENT HIM IN THE GREAT GAME!

WHY SHOULD I TRUST YOU, SHANNON?

ARE YE DAFT, MAN?

IN CASE YE DIDN'T NOTICE, I DIDN'T EXACTLY ADVANCE MY OWN CAREER WHEN I HELPED YUIR ESCAPE!



# ENTER THE NBA

Here's your chance to load up on authentic Spalding NBA balls and equipment, autographed and team logo balls and more! Just fill out the coupon below and send it in - it's your ticket to the pros!

**WHAT YOU COULD WIN:** Grand Prize: Week-long Walt Disney World vacation, 4 tickets to an Orlando Magic game, autographed Spalding NBA ball from Shaq and Hakeem, and more... **10 First Prizes:** Spalding NBA game ball signed by Shaq and Hakeem. **25 Second Prizes:** Full set of NBA team logo balls. **35 Third Prizes:** Official NBA game ball. And Lots More!!!

**TO ENTER:** Fill out this official entry blank and mail it to: Spalding's NBA Dreamstakes  
P.O. Box 1370, Young America, MN 55594-1370  
Entries must be received by May 31, 1996.

Look for Spalding and official NBA gear at Wal-Mart, Sears, Target, Toys-R-Us, Champs, Service Merchandise and The Sports Authority.

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Address \_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_  
Zip \_\_\_\_\_ Phone (\_\_\_\_) \_\_\_\_\_

#### 1) NO PURCHASE NECESSARY.

2) **Eligible:** Complete the official entry form by hand or hand print your name, complete address and zip code (P.O. Box addresses are not acceptable) on a 3" x 5" card and mail in a stamped envelope to SPALDING'S NBA DREAMSTAKES, P.O. Box 1370, Young America, MN 55594-1370. Enter as often as you wish, but each entry must be in a separate, stamped envelope and mailed separately via first class mail. No copies, facsimiles or mechanical reproductions will be accepted. Not responsible for lost, late, damaged, misdirected, illegible or postage due mail or return. Entries must be received no later than May 31, 1996. By participating, entrants agree to these Official Rules.

3) **Drawing:** Winners will be selected in a random drawing held on or about June 14, 1996 from all eligible entries received by an independent judging organization whose decisions are final and binding in all matters relating to this sweepstakes. Winners will be notified by mail.

4) **Prizes:** One (1) Grand Prize: Trip for four to Disney World in Orlando, Florida. Prize consists of round trip coach air transportation from major commercial airport nearest winner's residence, hotel accommodations (based on quadruple occupancy) for 7 days, 6 nights, four tickets to an Orlando Magic regular season home game (date of game determined by sponsor), NBA game ball autographed by Shaq & Hakeem, full set of NBA team logo balls, official USA game ball. Trip subject to availability and must be completed during the 1996-1997 NBA regular season. Blackout periods and other restrictions may apply. Expenses not stated are solely the responsibility of winner. Approximate retail value (ARV) of prize not to exceed \$7,015. Ten (10) First Prizes: Official NBA game ball signed by Shaq & Hakeem, ARV \$100. Twenty-five (25) Second Prize: Full set of NBA team logo balls, ARV \$250. Thirty-five (35) Third Prize: NBA game ball, ARV \$50. Fifty (50) Fourth Prize: USA game ball, ARV \$40. Fifty (50) Fifth Prize: NBA Indoor/Outdoor ball, ARV \$30. Seventy-five (75) Sixth Prize: NBA backpack and binder, ARV \$25. Total approximate retail value of all prizes \$21,390. Odds of winning a prize depend on number of eligible entries received.

5) **General Conditions:** Sweepstakes open to legal U.S. residents. Employees and directors (and their immediate families and those living in their same households) of Spalding Sports Worldwide, NBA Properties, Inc., and any of their affiliates, parents, subsidiaries, advertising and promotion agencies are not eligible. Prize winners may be required to sign and return an affidavit of eligibility and liability release and where legal, a publicly release within 14 days of notification or prize may be awarded to alternate winner. If prize winner is a minor, prize will be awarded to a parent or legal guardian who must sign and return affidavit and release. Travel arrangements of Grand Prize winner must complete and return a liability release and where legal, a publicly release prior to issuance of travel documents. If Grand Prize winner is a minor, he/she must be accompanied on trip by parent or legal guardian. Void where prohibited.

Winners, and if winner is a minor, winner's parent or legal guardian, agree that Spalding Sports Worldwide, NBA Properties, Inc., and their affiliates companies, parents, subsidiaries, advertising and promotion agencies, and their respective officers, directors, employees, representatives and agents and their affiliates will have no liability whatsoever for any injuries, losses or damages of any kind resulting in whole or in part from acceptance, possession, misuse or use of any prize or participation in this sweepstakes. Except where legally prohibited, winners, and if winners are minors, winner's parent or legal guardian, grant permission for Spalding Sports Worldwide and those acting under its authority to use his/her name, photograph, voice and/or likeness, for advertising and/or publicity purposes without additional compensation. Taxes on all prizes are solely the responsibility of the winner. Prizes are not transferable. No prize or cash substitute allowed, except at the discretion of the sponsor. If prize or a portion of a prize is not available, sponsor reserves the right to substitute a prize, or the unavailable portion of the prize, of equal or greater value.

6) **Winners List:** List of prize winners available after July 15, 1996, send a self-addressed stamped envelope for receipt by July 15, 1996 to SPALDING'S NBA DREAMSTAKES WINNERS LIST, P.O. Box 3002, Young America, MN 55558-3002.

7) Sponsored by Spalding Sports Worldwide, Chicopee, Massachusetts.



# SPALDING



A MAN LIKE  
JOHNSMEYER LIVES  
FOR THE GREAT GAME,  
AN' HE'LL NEVER ---

OH!

HOPE  
I HAVEN'T  
COME AT A  
BAD  
TIME!

BUT MY  
BOSS OFFERED  
ME A MAJOR  
BONUS TO **FLATTEN**  
THE TWO OF YOU  
BEFORE ANYONE  
ELSE CAN!

CRASH

THIS  
AIN'T  
**PERSONAL,**  
PEOPLE!

IT'S STRICTLY  
**BUSINESS!**

YOU  
ARE A FOOL  
TO ALLOW  
YOURSELF TO BE  
**MANIPULATED**  
FOR THE VICARIOUS  
PLEASURE OF  
OTHERS,  
RHINO!

YOU'RE  
**ENTITLED** TO  
YOUR OPINION,  
KAINE!

ME, I  
JUST SEE  
MYSELF AS  
FREELANCE  
**MUSCLE!**



THOUGH THE SHARP CLACKING OF MANUAL TYPEWRITERS HAS GIVEN WAY TO THE NUMBING BUZZ OF COMPUTERIZED WORD PROCESSORS, THE DAILY BUGLE REMAINS A NEWSPAPER IN THE GRAND OLD TRADITION...

HEADLINES SELL PAPERS --

-- AND I NEED A REAL GRABBER TO NAIL SPIDER-MAN!

MR. JAMSON, SINCE YOU ACTUALLY SAW HIM HIJACK THE BODY OF SOMEONE WHO MIGHT BE THE ORIGINAL WALL-CRAWLER OUT OF THE MORGUE...

...HOW'S ABOUT SOMETHING LIKE, "SPIDER-MAN: IMPOSTOR AND KILLER?"

NEEDS A LITTLE WORK, ELLIS!

WHAT'S YOUR OPINION, URICH?

I SAY THE ONLY THING NEW ABOUT THIS SPIDER-MAN IS HIS COSTUME! IT'S HAPPENED BEFORE!

IT DOESN'T MATTER WHO HE REALLY IS! THE GUY'S A GHOUL!

ACTUALLY, IT DOES...BUT THAT'S FOR A LATER EDITION! ELLIS, YOU PLAY UP THE STOLEN BODY ANGLE!

URICH, YOU DIG INTO THIS WEBHEAD!

I WANT TO KNOW IF HE'S THE REAL GOODS OR A NEW PLAYER!

YOU GOT IT, MR. JAMSON!

IS THIS PRUDENT, JONAH? DO YOU REALLY WANT TO UNLEASH A SHARK LIKE KEN ELLIS BEFORE BEN URICH LEARNS THE TRUTH?

THIS IS A NEWS-PAPER, JOE!

WE REPORT FACTS... NOT TRUTH!

TRUTH IS IN THE EYE OF THE BEHOLDER!

AND THIS BEHOLDER SEES SPIDER-MAN ON A SPIT!



No trace of Kaine  
or the RHINO!

You'd think in this day and age  
there'd be easier ways to REACH  
OUT and SLAM your favorite baddie!

They should all be required to  
carry CELL PHONES, or be  
plugged into the INTERNET!

YEAH! A VILLAINS ON-LINE service  
would certainly relieve my stress!

HEEY! Those  
news helicopters  
seem to be in  
an awful hurry!

Could my favorite  
bruisers be  
committing MASS  
MAYHEM in another  
part of the city?

Only one way  
to find out --!

THWIP

THWAP



And AWAAAAY  
we go --!



MEANWHILE,  
ELSEWHERE...

FOR A  
GUY WHO  
DOESN'T WANT  
TO *PLAY* THIS  
GAME --

-- YOU  
PUT UP ONE  
HECK OF A  
FIGHT!

OTHERS  
ONCE PULLED  
MY *STRINGS*, RHINO!  
MADE ME *DANCE* TO  
THEIR PERVERSE  
MACHINATIONS!

NO  
MORE!

NEVER  
AGAIN WILL  
KAINE BE  
ANY MAN'S  
PAWN!

I STRIKE  
ONLY FOR MY  
FREEDOM!

MY  
LIBERTY!

HEY!  
YOU'RE NOT  
LEAVING UNTIL  
I COLLECT MY  
BONUS!

SAVE  
YOURSELF  
FURTHER  
MISERY,  
RHINO!

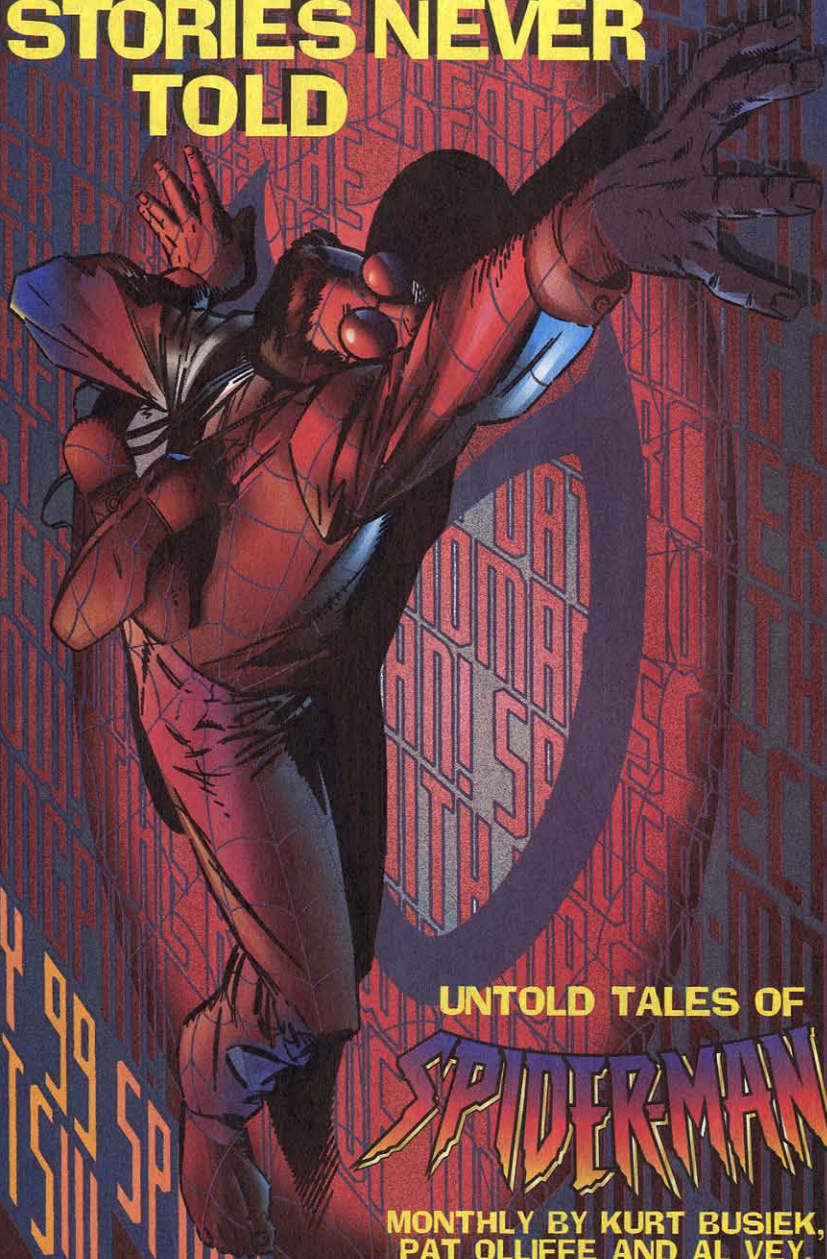
I HAVE  
NO DESIRE TO  
*CONTINUE* THIS  
POINTLESS  
BATTLE!

SHANNON  
AND I MERELY  
WISH TO *VANISH*  
BEFORE THE  
AUTHORITIES  
CAN --

UNGH!



# THE GREATEST STORIES NEVER TOLD



UNTOLD TALES OF

**SPIDER-MAN**

MONTHLY BY KURT BUSIEK,  
PAT OLLIFFE AND AL VEY.



A BLAST FROM  
THE HEAVENS!

W-  
WHO  
-- P!

HIYA,  
CUTIE! I'M  
JOYSTICK!

MY ASSOCIATE  
IN THE FUNKY  
THREADS IS CALLED  
**POLESTAR!**

DON'T  
MOCK  
THE SUIT,  
LADY!

IT GENERATES  
A MAGNETIC FIELD  
THAT ALLOWS ME TO  
ATTRACT AND REPEL  
THE PROPS OF  
MY CHOICE --

--- AND  
MY SPONSOR  
IS WAGERING  
MAJOR COIN  
THAT I'LL  
SCORE **FIRST  
BLOOD!**

HE SHOULD  
HAVE INVESTED  
IN **TAX-FREE  
MUNICIPALS.**

KAINE  
IS MINE!

YOU  
TWO NEED  
GLASSES?

I GOT  
FIRST DIBS  
ON THIS **TARGET,**  
AND I'M PUTTING  
THE **KIBOSH**  
ON HIM!





YOU'RE NEW TO THE GREAT GAME, RHINO!

YOU MAY NOT REALIZE THAT THE RULES OF A FIRST BLOOD MATCH ALLOW ALL PLAYERS FREE ACCESS TO THE QUARRY, AND --  
Uhhh!



THAT MAY BE TRUE, POLESTAR... BUT THE PREY ARE ALSO PERMITTED TO DEFEND THEMSELVES!

IN CASE YOU'VE FORGOTTEN, BEFORE I SIDED WITH KAINE, I WAS A PLAYER MYSELF --



-- AND I STILL POSSESS MY POWERS OF PERSUASION!



GOODY FOR YOU!  
MAYBE YOU CAN PERSUADE YOUR TEETH TO RETURN TO YOUR MOUTH!

SWOK



SHANNON!

FORGET THE BABE, PAL!



YOU'VE GOT YOUR OWN PROBLEMS!

TWOP

I WANT YOU TO KNOW THAT I'M GOING TO PUT MY BONUS TO GOOD USE --!





GOING TO BUY MY MOTHER ONE OF THOSE BIG-SCREEN TVS!



ISN'T THAT SWEET--!

I HOPE YOU'LL ALSO SPRING FOR THE PREMIUM CABLE CHANNELS!

IT WOULD BREAK HER HEART IF SHE MISSED YOUR STARRING ROLE ON COURT TV!

# SPLOW



W-WHERE'D YOU COME FROM--P?!

BELIEVE IT OR NOT, A LITTLE BIRDIE BROUGHT ME!

DO NOT INTERFERE SPIDER-MAN! I DO NOT REQUIRE YOUR AID!

I REALLY HATE TO BREAK THIS TO YOU, HANDSOME... BUT YOU AND I AREN'T EXACTLY ON THE SAME SIDE!



Lik Oh!





DOUBLE -P-!

THE POINTS FOR SPIDER-MAN ARE DOUBLE THOSE FOR KAINE!

THIS IS GOING TO BE A VERY PROFITABLE MATCH FOR ME!

Barely managed to dodge this new joker!

Why is he involved with Kaine and the Rhino?

SWELL! My webbing isn't adhering to his aura!



I'll need another strategy to --

Oh, no!

I don't believe it!



HEY GOOD-LOOKIN'! THIS IS A REAL HONOR FOR ME!

I'VE ALWAYS DREAMED OF TROUNCING A MAJOR HEADLINER LIKE YOU!

JOYSTICK -- the game-player!

She doesn't realize it, but we met while I was still the SCARLET SPIDER!

★ Back in SCARLET SPIDER #2 - Bob



SO THERE I WAS  
GOING TO A COOL PARTY AT  
MY NEW SCHOOL...  
AND I DIDN'T KNOW ANYBODY.  
I MEAN I WAS SHAKIN'  
IN MY SHOES!



THIS GUY'S NERVOUS!



I FELT LIKE I WAS FROM ANOTHER PLANET.  
THEN THE CAP'N OF CONFIDENCE SHOWS UP  
WITH MY ALL-TIME FAVORITE—  
CRUNCHBERRIES® CEREAL!



THANKS TO THAT  
DELICIOUS CRUNCHBERRIES BLAST

AND THE HELP OF CAP'N CRUNCH  
I WAS READY TO PARTY!!



AND I DID.

MADE A TON OF FRIENDS AND WE DANCED  
OUR BRAINS OUT!



YOU MAY BE SWEATIN' IT  
NOW, JUST BE YOURSELF  
AND EVERYTHING'LL  
BE COOL!

THANKS CAP'N.  
NOW I'M READY FOR  
SOME SERIOUS FUN!

YOU AND THE CAP'N  
MAKE IT HAPPEN!  
CRUNCH!







IT'S UNFAIR!

NOBODY  
TOLD ME THE  
WEB-SWINGER  
WAS WORTH  
DOUBLE!

YOUR  
SO-CALLED  
SPONSOR USES YOU  
LIKE A MINDLESS  
TOOL -- AND YOUR  
ONLY CONCERN IS  
REMUNERATION?

I  
STRONGLY  
SUGGEST YOU  
REASSESS YOUR  
PRIORITIES!

3 Unh!t

SHANNON!  
ARE YOU WELL  
ENOUGH TO  
TRAVEL --?

I...  
THINK  
SO!

NOT  
SO FAST,  
PALLY!

I MAY BE CHEESED  
AT BEING RIPPED  
OFF --

PWAT

-- BUT  
THAT DOESN'T  
ENTITLE YOU  
TO A FREE  
RIDE!



I'M  
GOING FOR  
ALL THE  
POINTS --

-- AND  
TWO BIG  
SCREENS!



HE LIES  
UNMOVING --

--UNCONSCIOUS--

-- HOOKED TO MACHINES WHICH NOTE  
HEALTHY LIFE SIGNS BUT DETECT  
ABSOLUTELY NO HIGHER BRAIN FUNCTION!

HOW  
ARE WE  
FEELING  
TODAY?

ANY  
CHANCE  
WE'LL AWAKE  
FROM OUR  
COMA?

THAT'S  
A GOOD  
QUESTION,  
NURSE!

Oh --!  
I DIDN'T  
REALIZE  
ANYONE WAS  
BEHIND  
ME!

ARE YOU  
HERE TO  
SEE SEWARD  
TRAINER?

I AM  
HIS  
DAUGHTER...  
CAROLYN!\*

I'LL  
BE AT THE  
NURSES STATION  
IF YOU NEED  
ME.

THANK  
YOU. I MUST  
MAKE THE MOST  
OUT OF EVERY  
PRECIOUS MOMENT  
I SPEND WITH  
FATHER.

HE'S  
SO PALE...  
SO FRAGILE AND  
VULNERABLE/ IT'S  
PRETTY OBVIOUS  
THAT...

YES...

HE IS  
STABLE, BUT  
HIS CONDITION  
HASN'T CHANGED.  
I ASSUME YOU'D  
LIKE SOME  
PRIVACY.

\* We know her better as the new  
DOCTOR OCTOPUS, last seen in  
SPECTACULAR SPIDER-MAN  
#2--Dr. Octo!

TM & © 2006 MARVEL

... HE  
WILL NOT  
SURVIVE MUCH  
LONGER!



TIME  
IS RUNNING  
OUT FOR YOU,  
GRUESOME!

YOU'RE  
GOING  
DOWN!



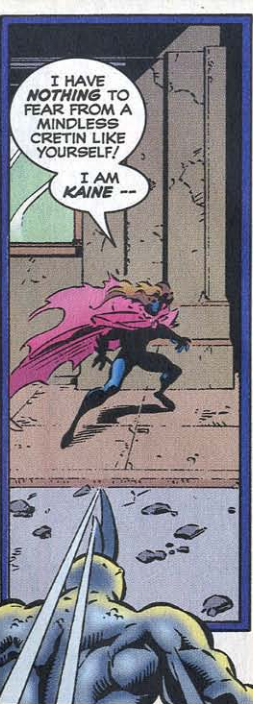
SUCH  
CHILDISH  
THREATS --



-- ONLY  
SERVE TO  
ILLUSTRATE YOUR  
IGNORANCE AND  
FRUSTRATION,  
RHINO!

I HAVE  
NOTHING TO  
FEAR FROM A  
MINDLESS  
CRETIN LIKE  
YOURSELF!

I AM  
KAINE --



-- AND MY POWER IS  
FAR GREATER --



-- THAN  
YOU SUSPECT!

LIKE THE AMAZING  
SPIDER-MAN, KAINE  
CAN ALSO STICK TO  
SURFACES --

-- BUT HE EXPLOITS  
HIS ABILITY A MITE  
DIFFERENTLY!

KRAKOOON

SWEET  
MAMA --!





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Oooooo/  
NICE MOVES,  
WEBBS! YOU'VE  
MANAGED TO DODGE  
**EVERYTHING**  
POLESTAR AND I  
HAVE THROWN AT  
YOU!

IF  
YOU'RE AS  
**CUTE** UNDER THAT  
MASK AS YOU ARE  
**AGILE**, I MIGHT BE  
INTERESTED IN A  
LITTLE **ONE-ON-ONE** --

-- AFTER  
THE MATCH!

GOTTA  
GET RID OF  
HER **EXPLOSIVE**  
**STICKS!**

LET'S  
GET SOMETHING  
STRAIGHT, LADY...



...I'M NOT  
INTERESTED IN  
YOUR  
GAME --

-- OR  
YOU!

**ZAKK**  
**CRASH**



MY  
PLAN **WORKED!**  
THE **STICKS VANISHED**  
AS SOON AS I CUT  
OFF THEIR SOURCE OF  
ENERGY BY **CRUSHING**  
HER WRIST  
CONDUITS!

P-PRETTY  
SNEAKY,  
WEBBS!

JUST WHEN  
WE WERE  
GETTING SO  
COMFY!

I'LL  
REMEMBER THAT  
LITTLE MANEUVER  
WHEN NEXT WE MEET!



DON'T LOOK SO **SURPRISED!** IT'S  
A WASTE OF TIME TO TURN ME  
OVER TO THE POLICE! I HAVEN'T  
COMMITTED A SINGLE  
CRIME...

...OTHER  
THAN AGGRAVATED  
ASSAULT.

AND  
WE BOTH KNOW  
YOU'LL NEVER  
TESTIFY AGAINST  
ME!



MAYBE  
NOT, JOYSTICK,  
BUT I CAN STILL  
KEEP YOU OFF  
THE STREETS  
UNTIL --

WHOOPS!



**POLESTAR!**  
I FORGOT  
ALL ABOUT  
**POLESTAR!**



He died during MAXIMUM CLONAGE...or did he?

## THE RETURN OF KAINE!

Now Kaine returns to the Spider-Man titles in a four-part saga that stretches across the four core Spider-books. Not even death could stop this mockery of a man from continuing his tortured existence!

### SO WHO EXACTLY IS THIS MYSTERIOUS MAN?

This much we know: Kaine was the very first clone of Peter Parker created by the Jackal. Shortly after his creation, he began to show signs of clone degeneration—a genetic flaw that laid his physical form to waste. Jackal rejected Kaine as a failed experiment and cast him out into a world that could never understand or accept him.

Learning early on in his existence that the Peter Parker who was to eventually marry Mary Jane was also a clone, Kaine came to look upon Peter like a beloved brother—though circumstances prevented them from meeting until very recently. However, Kaine had no such feelings of affection for the man who years ago took the name Ben Reilly in the mistaken belief that he was a clone of Peter. All along Kaine knew the truth that Ben has only recently learned for himself—Ben is the real Peter Parker. And Kaine hated Ben for that, for being something that Kaine could never be. And so for years Kaine has dogged almost every step Ben has taken, determined to keep Ben away from New York City and the life that Kaine's "brother" was building for himself there as Peter Parker and Spider-Man.

As an imperfect clone of Peter Parker, Kaine also inherited Spider-Man's amazing spider-powers—but with a twist. In addition to super-strength, speed and agility, Kaine has the ability to burn his handprints into any surface—an extreme version of Spider-Man's ability to cling to surfaces, and one that leaves what has come to be known as the "Mark of Kaine"! His adhesion powers combined with his great strength also allow him to pull down a wall by merely placing the palms of his hands on it and pulling. And as a more extreme version of the spider-sense, Kaine experiences precognitive flashes that allow him to glimpse into the future. But he could not foresee his own apparent death several months ago, nor his eventual resurrection!

Now, Kaine has been brought back to life to become an unwilling participant in the Great Game, a super-powered competition that could grant him the chance to become a normal human being if he wins. And all he has to do to win is kill Spider-Man, who just happens to also be...Ben Reilly! Don't miss any of the excitement as the Kaine/Ben Reilly feud begins anew!

## BOB'S BOX

You wouldn't know January is the coldest month of the year from the way things are heating up in the Spider-Man Group!

With the discovery of a skeleton that could be the key to unlocking new secrets about Spidey, the return of the calamitous clone known as Kaine and a new love interest in Ben Reilly's life, you'd think we'd have more than enough excitement to squeeze into the Spidey books this month.

But nooooo!

There's more.

Anybody in the mood for the return of Peter Parker?

Was that a resounding "yes"? Well then, check out

**SPIDER-MAN #64** and **SPECTACULAR SPIDER-MAN #232**, 'cause Mary Jane's main squeeze is back! (Actually, if you've been following the **SPIDER-MAN: THE FINAL ADVENTURE** limited series, which concludes this month, you know Peter never really left!)

*Bob*

BOB BUDIANSKY,  
Editor in Chief, Spider-Man Group

## ON SALE THIS MONTH

### SENSATIONAL SPIDER-MAN #2

THE RETURN OF KAINE—Part 2 of 4: Confirmed from SPECTACULAR SPIDER-MAN #231! A skeleton is pulled from the rubble of a certain smokesack. Could it be—Spider-Man #71? By Jurgens/Janson

### AMAZING SPIDER-MAN #409

THE RETURN OF KAINE—Part 3 of 4: Spider-Man wants to throw Kaine in jail—but first the web-slinger has go through Rhino, Jostick and Polestar to get him! By DeFalco/Bagley/Mahesett

### SPIDER-MAN #66

THE RETURN OF KAINE—Part 4 of 4: The life of Spider-Man is the price Kaine must pay if he's going to win a normal life for himself! By Mackie/Romita, Jr./Williamson

### SPECTACULAR SPIDER-MAN #232

Is the new love of Spider-Man's life also the greatest threat to his secret identity? By Dezaio/Buscema/Palmiotti

### GREEN GOBLIN #6

The Green Goblin faces Batsydevil! Also: the debut of the super-villain called Purgel! By DeFalco/McDaniel

### NEW WARRIORS #69

As the reality of Timeslip's visions come crashing down, the Warriors find themselves besieged by the revived Spinnex—in a battle predestined to end with the death of Speedball! By Shinnick/Zircher/Peppy

### UNTOLD TALES OF SPIDER-MAN #7

Electro returns, in a major way! But how does it all fit in with young Peter Parker's visit to the optometrist? Plus: Peter's classmates hatch a scheme that could mean the end of Spider-Man! By Busiek/Oliffe/Vey & Eklund

### SPIDER-MAN TEAM-UP #2

Spider-Man catches a cosmic wave with none other than the Silver Surfer! Featuring the vile villainy of the Mad Thinker and a surprise super-villain! By Stern/Perez/Grinberg/Anderson

### SPIDER-MAN: THE FINAL ADVENTURE #4 (of 4)

The landmark limited series concludes! Peter Parker faces Tendril and Dryrot for the last time—and a major turning point that will change his and Mary Jane's life forever! By Micieza/Robertson/Albrecht

### VENOM: ALONG CAME A SPIDER #3 (of 4)

The blood feud between Venom and Spider-Man continues, with Eddie Brock's ex-wife caught in the middle! By Hanna/SZ. Pierre/McKenna

### AMAZING FANTASY #18

Concluding this special look at Spider-Man's earliest days! Witness a turning point that decided the young Spider-Man's future—he had the power, but would he accept the responsibility? By Busiek/Lee







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IT'S A MISTAKE  
YOU'LL SOON  
REGRET,  
SPIDER-  
MAN!

MY  
MAGNETIC  
FIELD MAKES  
ME THE MOST  
DANGEROUS  
OPPONENT  
YOU'VE  
FACED!

YOU'RE  
REALLY  
PUSHING IT,  
BUNKY!

I'VE  
FOUGHT  
SOME MAJOR  
HEAVIES IN  
MY TIME!

AND --  
UNLIKE YOU --  
MOST OF THEM  
HAD A GREAT  
SENSE OF  
DIRECTION!

WHAT  
THE HECK  
ARE YOU --

Oh...  
NO!

**SPAWAK**

ROB



THIS  
ISN'T FAIR!  
MY SPONSOR  
INVESTED SERIOUS  
MONEY IN THIS  
OUTFIT, AND  
HE EXPECTS  
RESULTS!

I COULD  
LOSE THIS JOB  
IF I DON'T PRODUCE  
THE DESIRED RETURNS  
BY THE END OF  
THE FISCAL  
QUARTER!

ARE YOU  
LISTENING,  
SPIDER-  
MAN?

SPIDER-  
MAN --?!



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I  
HEAR  
YOU, ALL  
RIGHT!

YOU  
SOUND LIKE  
EVERY OTHER  
CORPORATE  
WEASEL WHO  
DANGLES FROM  
THE HIGH WIRE  
OF OFFICE  
POLITICS!

IF YOU  
WANT THE  
**PERKS** THAT  
COME FROM LIVING  
IN THE FAST LANE,  
DON'T WHINE WHEN  
THE TIME COMES  
TO PAY YOUR  
TAB!

AT  
LEAST  
YOU HAD A  
CHOICE ABOUT  
**PLAYING** THIS  
STUPID  
GAME!

ME --  
ALL I WANTED  
WAS TO CLEAR  
A PAIR OF  
**PSYCHOS**  
OFF THE  
STREETS!

WHAT  
DO I HAVE  
TO **SHOW**  
FOR MY  
EFFORTS?

YOU  
AND THE  
**RHINO!**

THANKS  
TO YOU  
AND JOY-  
STICK...

...KAINE  
AND HIS  
LADY FRIEND  
ARE STILL  
**FREE!**







SOMETIME  
LATER, ON  
THE WEST  
COAST...

WONDERFUL!  
KAINE'S INITIAL  
MATCH WAS EVEN  
MORE PROFITABLE  
THAN WE'D  
HOPED!

I  
AM FEELING  
EXCEPTIONALLY  
GENEROUS, MY DEAR.  
YOU MAY HAVE YOUR  
CHOICE OF THE  
SPOILS...

WOULD  
YOU PREFER  
THE WINTER PALACE,  
THE PAGODA OR  
THE AEGEAN  
MANSION?

BY  
THE WAY...  
WHERE IS OUR  
BOY?

HE'S  
SCOUTIN' US  
UP A REFUGE, Mr.  
JOHNSMEYER!

FIGURED  
IT WAS SAFE  
T'CHECK IN WHILE  
HE WAS GONE, BUT I  
CAN'T STAY FOR  
LONG!

YOU'D  
BETTER GET OFF  
THE LINE, SHANNON/  
WE MUSTN'T MAKE  
OUR PATSY  
SUSPICIOUS!

I  
HAVE  
ALREADY BEGUN  
MAKING ARRANGEMENTS  
FOR HIS NEXT AND  
POSSIBLY FINAL  
GAME...

A  
CHALLENGE  
THAT I BELIEVE  
IS DESTINED  
TO CONQUER  
KAINE!



The RHINO is one of my strongest foes, but I should have realized that he'd go down a lot easier than Kaine!

That maniac has spent too many years TORTURING me, filling my life with MISERY.

He's managed to ELUDE me once again...

...but NOT for long!

During the battle, I took a moment to tag Kaine's date with a SPIDER-TRACER!

The signal's coming in LOUD and CLEAR!

This is it --! My final showdown with Kaine! And hopefully, my chance to put this crazy GAME out of commission once and for all!

Hope my UNDERWEAR is in relatively decent shape!

Otherwise, I'll be real embarrassed if I'm the one who ends up in a HOSPITAL --

-- or the MORGUE!

TO BE CONCLUDED NEXT WEEK IN  
**SPIDER-MAN #66!**



## BOB BLUDANSKY MARK BERNARDO

Editor

Assistant Editor

Correspondents: If you don't want your full address printed, please let us know.

Dear Marvelites,

I've been a fan of AMAZING SPIDER-MAN for a while now. But things have never been this crazy for Spidey! I can remember a time when he would risk his own life to rescue an innocent person from the clutches of a super-villain. Yet, in AMAZING #404, he lets the Jackal throw Ben Reilly in a prison cell! Even if he's decided to join the Jackal, I don't believe he'd allow this! Granted, Spidey's at his wit's end. He didn't even have time to mourn for Aunt May before he was thrown in jail, but come on! It's time for Peter Parker to be reinstated as the real Spider-Man. Accept no substitutes!

It's also time to see the Jackal punished for his crimes. The expressions on Kaine's face at the top of the page where he starts to beat Jackal to cure him were well done. Even though he was masked, it was heartbreaking. If Kaine is another clone of Spider-Man, then there's a brave, gentle soul under that mask. The Jackal seems to create clones just to torment them. He's like a father who has kids just so he can abuse them. It's time to bring him to justice.

The rest of the story was fine. Peter's rage in the beginning was well-displayed. The art was also terrific. Keep up the good work Oh, and get Peter back with Mary Jane. He needs someone to help him through this tough time.

Jacob Goldstein  
2700 Henry Hudson Parkway  
Bronx, NY 10461

Jacob, you'll be happy to know that Peter and Mary Jane's marriage has indeed weathered the storm of "Maximum Clonage" and they are facing their future together... as you can witness in the SPIDER-MAN: THE FINAL ADVENTURE limited series on sale now, wherever future classics are sold. Their fates beyond that... we ain't tellin'!

You should have also been thrilled to see Pete finally come to his senses at the end of "Clonage"... and the Jackal's punishment for his crimes should have been eminently satisfying also! I mean, he was a great villain and all, but it was time for him to hit the road. (Duch! Next letter, please...)

Dear Spider-Guys,

This is my first time writing to you and I'd like to start out by complimenting you on the excellent job you're doing on "Maximum Clonage." I've just read part three in ASM #404, and I thought Mark Bagley did an excellent job on the art. I haven't been reading Spider-Man comics for long, but now I'm hooked on them... even though I'm a little upset that Mary Jane married Peter under false pretenses. Oh, well, what's done is done. Let's go on to more important matters.

Don't you guys think that Ben Reilly should get into a serious relationship with someone? After all he's been through, thinking he was a clone

for five years. I think he deserves a girlfriend, don't you? Also, can you guys get Carnage out of that coma he was in "Planet of the Symbiotes, part two"? I really enjoy his attitude, in a sick kind of way.

Over all, I'm very pleased with the way the Spider-Man comics are being done! Keep up the good work!

Sergio Cranshaw  
2425 Yreka Avenue  
Sacramento, CA 95822

Thanks, Sergio. And though it's true that MJ didn't know Peter was a clone when she married him, she has long since realized that, clone or no, this is the man she loves.

As for your other points, Ben's love life is about to get really interesting. Check out SENSATIONAL #2 for a major development. And remember, as we all have found out at one time or another, just because one deserves a good, healthy relationship doesn't mean one gets it — especially one with a history of such bad luck as Peter/Ben!

And Carnage is indeed back! Check out the CARNAGE: MIND BOMB one-shot, on sale now, and written by the master of the macabre, Warren Ellis! It's a decidedly different kind of Marvel book.

Dear Web-Spinners,

I've been a Marvel fanatic for quite a while now, but I just recently started collecting Spider-Man comics, and due to the fantastic stories and artwork, I think Spider-Man is going to be "my thing" for a while! I've been keeping up with the clone saga pretty well, despite the fact that I've had to start in the middle and work my way back. There have been so many rumors going around about... well, just about every aspect of this storyline, and to be honest I have no idea how it's all turning out. I have come to one opinion that I strongly believe in, though. In ASM #405, you printed a letter from someone named Charles Williams. He said that whether or not Peter Parker was a clone didn't really matter — if he has the same memories, feelings, powers, and sense of responsibility as the original, he's as rightfully the "real" Peter Parker as anybody.

I know this is getting long, but before I go, could you name a few titles that might bring me up to date on the whole clone story?

Simon Veltkovich  
121 North Sedgwick  
Wichita, KS 67205

For background on the current clone-ish goings-on, you can pick up the SPIDER-MAN: CLONE GENESIS trade paperback, which reprints the original Jackal/Clone saga from the seventies that provided the foundation for our recent storylines; the JACKAL FILES one-shot, which gave a detailed laydown on all the major players, and the CLONE JOURNAL one-shot, which

presented an overview of the clone saga's opening chapters. Some of these should still be available at your local back issue outlet, if you're lucky!

Dear Marvel,

After reading AMAZING #405, I felt I had to write in. I'm aware of the hordes of mail you've been getting due to the unsettling events in "Maximum Clonage," but I hope you'll find time to read this anyway. I've got a few questions:

1) How did Ben's (or should I say Peter's) hair get so long so fast? Sure, it's just a comic, but it should be somewhat realistic.

2) Is this issue foreshadowing the return of Doctor Octopus? I sincerely hope not. Too many comic heroes — and especially villains — are revived from death, and it's just cheap to have a climactic story and then ruin it with an "Oh, I wasn't all the way dead" excuse.

My prediction: It's Slammer, using Doc Dick's old devices to avenge his death. I hope Doc Dick isn't being replaced by an inferior villain with the same name.

In closing, I just wanted to mention how much I loved the guest art job in this issue. It was a bit more realistic than usual, and very fitting to the mood the story was trying to establish. Keep up the spiderfry work, everyone!

Patrick Starksbill  
10 Bayview  
Irvine, CA 92714

Patrick, rest assured that we read all the mail, positive or negative, and no matter how enormous the amount. How will we know how we're doing if you don't let us know, after all? As for your questions:

1) As we see it, an undetermined amount of time passed between the end of "Maximum Clonage" and the beginning of "Exiled," (at least a couple of months) which should explain Ben's hair length as well as MJ's more obviously pregnant stomach in those issues.

2) As you've seen by now, the new Doc Dick is decidedly a different person than Otto Octavius, and we don't think she's at all inferior. Hope you felt the same after seeing her in action in "The Greatest Responsibility."

And we thought Darik Robertson did a great job on ASM #405 too, along with loyal stalwart Larry Malsbetti. Hope you're not missing his amazing artistry over in the aforementioned FINAL ADVENTURE!

## NEXT:

There's a mysterious creature stalking New York, brutally attacking criminals — and all the evidence points to Carnage! But Carnage is safe in Ravenscroft... so what's going on? And is Spidey ready for the chilling answer to this mystery? Join us in one month!



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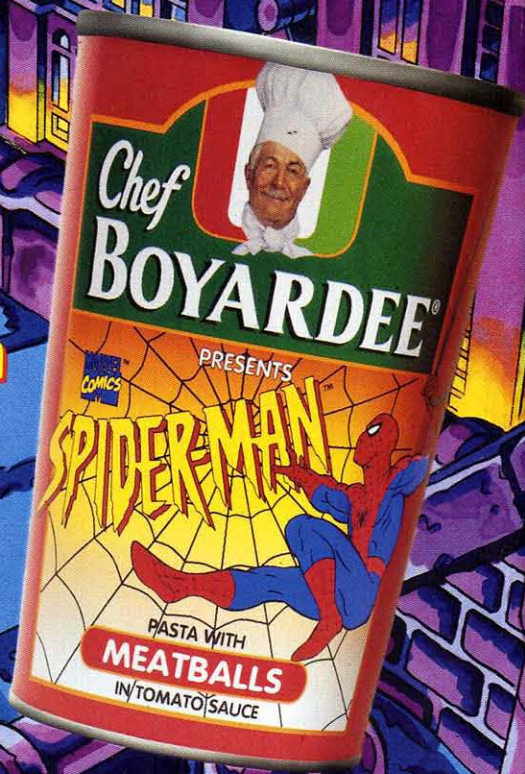


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