



APR • 410  
\$1.50 US  
\$2.05 CAN

MARVEL  
SPIDER-MAN  
GROUP

# THE AMAZING SPIDER-MAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

WEB OF  
CARNAGE  
PART 2 OF 4

MARK LARRY  
ACOMIC  
PAINBROS

0.4 >



© 02457



# M&M's<sup>®</sup> Amazing Edible Art.

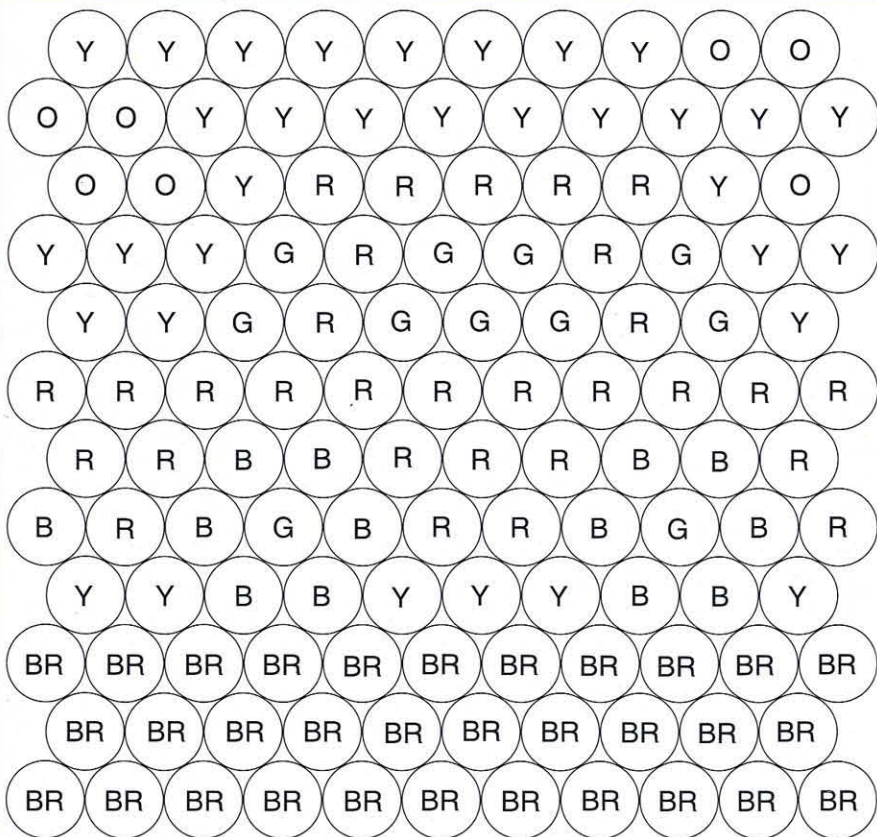
To create this tasteful work of art, all you need are "M&M's"<sup>®</sup> Plain Chocolate Candies. (If you don't have any now, tear this page out and save it for when you do.) Just put an "M&M's"<sup>®</sup> candy in each circle: yellow for "Y," orange for "O," blue for "B," red for "R," green for "G," and brown for "Br." If you run out, use crayons to color in the rest of the circles. Good luck finishing the picture before you finish your "M&M's"<sup>®</sup> chocolate candies!

"WHAT DO YOU THINK IT IS?"

"I DON'T KNOW. BUT I BET IT GOES FAST."



© Mars, Incorporated 1996.





My life is fraying around me **FASTER** than a motorcycle jacket splashed with battery acid!

Though I'm really **PETER PARKER**, I've been going by the name of **BEN REILLY** for the past five years.

Meanwhile, thinking he was the **REAL** me, the man in my arms has been using my **NAME** and living my **LIFE** during all this time.

Only recently did he find out he was actually **MY CLONE!**

Five years ago, Pete and I **FOUGHT** --

-- and he apparently left me for **DEAD** in a Brooklyn smokestack!

At least that's what we believed until a few hours ago, when we visited the **AVENGERS'** temporary base on Long Island --

-- and learned that the **SKELETON** in the body bag --

-- the one recently found in that very **SAME SMOKESTACK** --

-- is probably my **ORIGINAL CLONE!**

STAN LEE  
PRESENTS:

**THE AMAZING SPIDER-MAN!**

**WEB OF  
CARNAGE**  
PART 2 OF 4

AND NOW --

**SPIDER-  
CARNAGE**

**TOM  
DeFALCO**

**WRITER**

**MARK  
BAGLEY**

**PENCILER**

**LARRY  
MAHLSTEDT**  
WITH RANDY  
EMBERLIN **INKERS**

**BOB  
SHAREN**

**COLORIST**

**MALIBU'S  
HUES**

**SEPARATIONS**

**RICHARD STARKINGS  
(AND) COMICRAFT  
LETTERING**

**BOB  
BUDIANSKY**  
**EDITOR**

**BOB  
HARRAS**  
**ED. IN CHIEF**

SEE SENSATIONAL  
SPIDER-MAN #5  
FOR DETAILS -- 50¢!

THE AMAZING SPIDER-MAN® Vol. 1, No. 410, April, 1996. (ISSN #0274-5232) Published by MARVEL COMICS, Gerard Calabrese, President, Stan Lee, Publisher. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, NY 10016. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1996 Marvel Characters, Inc. All rights reserved. Price \$1.50 per copy in the U.S. and \$2.05 in Canada. Subscription rate for 12 issues: \$22.00 U.S.; \$34.00 foreign; and Canadian subscribers must add \$10.00 for postage and GST. GST #R127032852. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. SPIDER-MAN (including all prominent characters featured in this issue and the distinctive likenesses thereof) is a trademark of MARVEL TM & © 2006 MARVEL. ITEM: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING INC./SUBSCRIPTION DEPT., P.O. BOX 12719, BARTON, CT 06013 1979. TELEPHONE # (203) 743 5331. Printed in the U.S.A.



If that's true, what does that make PETER?

And, if that skeleton is the one who went chimney-diving, where was I?!

Unfortunately, such questions aren't my ONLY -- or even my most pressing -- PROBLEM!

Someone has taken to TERRORIZING the Manhattan streets by IMPERSONATING CARNEGIE -- one of my deadliest enemies!

And then, I have a predicament of a far more PERSONAL nature...

HEEEY! THAT LOOKS LIKE SPIDER-MAN --!

FREEZE, YOU SICK SHOUL!

STOP OR I'LL SHOOT!

In order to TEST the skeleton --

-- I LIBERATED it from the city morgue!\*

IN SENSATIONAL SPIDER-MAN #2 - BOH!

NOT a maneuver designed to increase my popularity among NEW YORK'S FINEST!

W-WATCH THE WILD ACROBATICS, PAL!

M-MY STOMACH CAN'T TAKE THOSE TRIPLE SOMER-SAULTS!

HITCH-HIKERS SHOULDN'T COMPLAIN, PETE!

IT'S NOT MY FAULT YOU LOST YOUR OWN SPIDER-POWERS!\*

POINT TAKEN!

MAYBE YOU SHOULD WALK THE LAST FEW BLOCKS TO YOUR HOTEL.

GOOD IDEA!

MAYBE NOT... BUT IT WILL BE YOUR FAULT... IF MY LAST MEAL SPLATTERS YOUR SPIFFY NEW COSTUME!

AND WHEN I GET THERE, I'M CALLING YOUR BUDDY, SEWARD TRAINER, AT THE HOSPITAL.

SO SOON? HE JUST CAME OUT OF HIS COMA.

BETWEEN THE AVENGERS' RESULTS ON THE SKELETON, AND THE TEST WE RAN ON SEWARD'S EQUIPMENT SHOWING I WAS A CLONE --

-- MY LIFE'S BECOME ONE BIG QUESTION MARK!

AND I WANT SOME ANSWERS!







MEANWHILE, AT A PUBLIC GARAGE FAR ACROSS TOWN...

M-MAYBE I SHOULD DRIVE, MARTY!

YOU SAYING I HAD TOO MUCH TO DRINK, DIANE?

THAT YOUR PRECIOUS BUTT AIN'T SAFE WITH ME BEHIND THE WHEEL?

M-MARTY, PLEASE -- / YOU'RE HURTING ME!

HOW D'YA THINK I FEEL WITH YOU ALWAYS NAGGING ME?

THAT'S QUITE ENOUGH, MY FRIEND!

A REAL MAN NEVER RAISES A HAND TO A WOMAN!

BESIDES, SHE'S RIGHT...

DRINKING AND DRIVING ARE A VERY LETHAL COMBINATION!

AS POTENTIALLY HAZARDOUS AS...

...LITTLE...

...OLD...

...ME.



# PICK UP YOUR FAVORITE TEAM



How would you like to be the proud owner of a full set of official NBA team logo balls? Send in your form now, and you might also win the Grand Prize Disney vacation, including tickets to an Orlando Magic game and lots of great Spalding and NBA stuff. Do it for the team!

**WHAT YOU COULD WIN:** Grand Prize: Week-long Walt Disney World Resort® family 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.

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

## 1) NO PURCHASE NECESSARY.

**2) To Enter:** 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 loss, late, damaged, misdirected, illegible or postage due mail or entries. Entries must be received no later than May 31, 1996. By participating, entrants agree to these Official Rules.

**3) Drawings:** 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: Family vacation for four to The Walt Disney World Resort® in Orlando, Florida. Prize consists of (4) round trip coach air transportation from major commercial airport nearest winner's residence, (6) nights, one room (based on double occupancy), (4) length-of-stay admission (passport and meals, 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 USAIB game ball. Vacation 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: Full set of NBA team logo balls, ARV \$250. Thirty-five (35) Third: NBA game ball, ARV \$50. Fifty (50) Fourth: USAIB game ball, ARV \$40. Fifty (50) Fifth: NBA locker/locker ball, ARV \$50. Seventy-five (75) Sixth: NBA backpack and hoodie, 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 household) of Spalding Sports Worldwide, NBA Properties, Inc., The Walt Disney Company, and any of their affiliates, parent, 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 publicity 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 minor's parent or legal guardian who must sign and return affidavits and releases. Travel arrangements of Grand Prize winner must complete and return a liability release and where legal, a publicity release prior to issuance of travel documents. If Grand Prize winner is a minor, he/she must be accompanied on vacation 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., The Walt Disney Company, and their affiliated 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, winners' 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 public 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 available portion of the prize, of equal or greater value.

**6) Winners List:** For a 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 3062, Young America, MN 55558-3062.

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



TM & © 2006 MARVEL



© USICC, Inc. 1996



AT THE TOP OF THE MORNING NEWS IS LAST NIGHT'S ASSAULT ON ACCOUNTANT MARTIN SKOLBURG --

-- BY THE ALLEGED CARNAGE COPYCAT!

Where is she?

Why doesn't JESSICA answer her phone?

We need to talk...

I recently learned that she is the daughter of the burglar who, soon after I first became SPIDER-MAN --

-- MURDERED my UNCLE BEN!\*

It was that TRAGEDY that helped me realize that with GREAT POWER, there must also come GREAT RESPONSIBILITY.

\* IN SENSATIONAL #5. -- Bob

Too bad Jess's father never got the message! He died while battling PETER, who was the neighborhood WEB-SWINGER at the time!\*

IT'S SOME KIND OF COVER-UP, SHIRLEY! THERE'S NO CARNAGE COPYCAT!

YOU'VE SEEN TOO MANY EPISODES OF THE X-FILES, BUZZ!

WITHOUT A DOUBT! STILL, THE FACT IS WE HAVE NO PROOF THE REAL CARNAGE -- CLETUS KASADY -- IS STILL IN CUSTODY!

Buzz's theory isn't as WACK as it sounds!

Kasady is presently incarcerated in RAVENCROFT, a maximum security institution devoted to the study of the criminally insane!

EVEN IF HE IS, THE AUTHORITIES MAY HAVE THEIR OWN REASONS FOR RELEASING HIM AT NIGHT!

If he's somehow discovered a way to secretly LEAVE and RETURN at will --

-- it's the perfect HIDEOUT for him!

\* THE NOW-CLASSIC AMAZING SPIDER-MAN #200. -- Bob

TM & © 2006 MARVEL



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? 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 to go through Rhino, Jostick and Polaris to get him! By DeFalco/Begley/Maheshti

### 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 DeZago/Buscema/Palmiotti

### GREEN GOBLIN #6

The Green Goblin faces Daredevil. Also: the debut of the super-villain called Purge! By DeFalco/McDaniel

### NEW WARRIORS #69

As the reality of Timeline's visions come crashing down, the Warriors find themselves besieged by the revived Spider-Man—in a battle predestined to end with the death of Speedball! By Skolnick/Zircher/Pepoy

### 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/Olliffe/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/Grindberg/Anderson

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

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

### 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 Hama/ST. 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—did he have the power, but would he accept the responsibility? By Busiek/Lee





RAVENCROFT  
INSTITUTE...

KASADY  
HASN'T LEFT  
HIS CELL,  
DETECTIVE  
TREVANE.

CAN  
YOU **PROVE**  
IT, COLONEL  
JAMESON?

ALL  
OF OUR INMATES  
ARE **MONITORED** AND  
**VIDEOTAPE**D TWENTY-  
FOUR HOURS A DAY BY  
STATE-OF-THE-ART  
EQUIPMENT.

**PLUS:**  
WE ALWAYS  
HAVE A TWO-MAN  
TEAM -- LIKE ME  
AND DICKERSON  
HERE -- WATCHING  
THE STORE!

CAN  
YOU GET ME  
DUPES OF KASADY'S  
TAPES FOR THE  
LAST TWO  
WEEKS?

NO  
PROBLEM...

" BUT I HOPE YOU  
DON'T BORE EASY.  
**ENTERTAINING,**  
THEY'RE NOT!

KASADY GET'S HIS **CARNAGE-**  
**POWERS** FROM SOME KIND  
OF **ALIEN SYMBIOTE!**

HOW DO  
YOU KEEP IT  
FROM BREAKING  
LOOSE?

HIS CELL IS CONSTRUCTED  
OF AN ARTIFICIAL ALLOY  
WHICH HAS A TENSILE  
STRENGTH TOUGHER  
THAN TITANIUM  
STEEL!

JUST  
TO BE SAFE,  
WE DOUBLE-LAYERED  
THE FLOOR, CEILING  
AND ALL THE WALLS --

--AND WE PUMP A LETHAL  
DOSE OF **MICROWAVES**  
BETWEEN THE LAYERS --  
JUST ENOUGH TO KEEP  
THE SYMBIOTE FROM  
ATTEMPTING TO  
ESCAPE!

**SWELL!** IF KASADY  
ISN'T BEHIND THESE  
BEATINGS, WE'RE BACK  
TO THE IDEA OF A  
**COPYCAT!**

WHY  
WOULD ANYONE WANT  
TO IMITATE  
HIM?

DON'T  
ASK! I  
HEAR THAT  
NUT JOB EVEN  
HAS HIS OWN  
GROUPIES!

Y-YOU'RE  
KIDDING --!

NO  
LIE! YOU'D  
BE SURPRISED  
HOW **LOW** SOME  
PEOPLE CAN  
SINK!





HOURS  
LATER...

NEED A RIDE,  
DICKERSON?

I'D  
APPRECIATE  
ONE, COLONEL!

Funny how some people still  
refer to JOHN JAMESON  
by his old military rank.

To some, he's  
a famous  
ex-astronaut!

To me, he's just a  
guy I've SAVED on  
occasion --

-- and the son of my  
single greatest source  
of aggravation, jolly J.  
JONAH JAMESON!

My SPIDER-SENSE  
has suddenly  
started tingling!--!

I came to  
Ravencroft  
to test Buzz's  
theory --

-- if Carnage  
is slipping out  
at night...

I'll soon  
learn HOW!



I trail Beavis and  
Butt-Head back to  
Manhattan, and then...

THANKS  
FOR THE LIFT,  
COLONEL!

CATCH  
YOU TOMORROW  
FOR ANOTHER  
FOUR-TO-  
TWELVE!

I'm not close enough to  
get a reliable spider-buzz  
when they split up...

From past  
conversations,  
I know Pete  
has grown  
quite CLOSE  
to the junior  
Jameson in  
the last few  
years. He  
TRUSTS him.

So I stick with  
the OTHER guy!

He leads me on a  
merry crosstown  
chase --



-- that eventually climaxes  
at a building that appears  
to be ABANDONED!

However, the  
muffled sounds  
of MUSIC --

-- and PARTY  
CHATTER --

-- quickly DISPEL  
that illusion!





DAREDEVIL

I know all about your hidden guns. I know your knives before they're ever pulled. I know your arsenic lies before they squirm free from your sweaty lips. I know all this and I'm not afraid. You may have escaped the law, but you won't escape me. The man without fear is back.



PUTTING THE **CHARACTER** BACK IN COMICS



Talk about  
SICK!

It is a veritable FANTASYLAND  
devoted to the most DEPRAVED  
elements of society!

After spending his  
working day with the  
genuine articles --

-- than I ever  
imagined!

I figure this  
place for  
some kind of  
UNDERGROUND  
CLUB --

-- but it proves  
to be far more  
UNDERGROUND --

-- why on earth would a  
Ravencroft security guard  
come HERE?!

DICKERSON, MY MAN!  
YOU GOT ANY PRIMO  
MERCHANDISE?

YEAH,  
BUT THIS  
COULD BE THE  
LAST OF  
IT!

TOWELS AND BANDAGES USED BY  
CARNAGE HIMSELF! EVERYTHING  
STAMPED WITH A RAVENCROFT  
LOGO!

MAN!  
THIS STUFF  
WOULD BE A  
FORTUNE IF IT WAS  
AUTOGRAPHED!

What a  
SLIMEBAG --!  
He's selling  
MEMORABILIA!










I know there's a big market for personal mementos of **SPORTS FIGURES** and **MOVIE STARS** --

-- But **SUPER-VILLAINS**?!



With a minimum of haggling, my quarry concludes his business, and makes tracks...

-- When my attention is suddenly riveted by a surprise **GATE-CRASHER**!



**GOOD EVENING, LADIES AND GENTLEMEN! YOU'RE ABOUT TO EXPERIENCE A ONCE IN A LIFETIME OPPORTUNITY!**

WE'RE ALL GONNA PARTY  
**CARNAGE-STYLE!**

COOL OUTFIT!

LOOVE THE CLAWS, MAN!

ACTUALLY THEY'RE A BIT TOO REALISTIC FOR MY TASTES!

Whoever is wearing that fright suit... it's definitely **NOT KASADY!**

But this is no simple **CARNAGE WANNABE!**

He's packing plenty of **RAW POWER!**

More than enough to kick my spider-sense into **OVERDRIVE!**



0000!

LOOKEE WHO'S HERE -- SPIDER-MAN!

OH, MAN! I... I THINK THIS IS REAL!

Y-YOU THINK--P!

HIT THE EXITS, GANG!

This joker is TALLER -- BULKIER -- than Kasady!

He *COULD* be the man I followed here!

He was only out of my sight for a minute, but --

AM I BORING YOU?

YOU SEEM A MITE DISTRACTED!

NOOO PROBLEM, PALLY!

I'LL JUST KICK UP THE PACE!

SAVE YOURSELF THE EXTRA EFFORT!

IT'S YOUR PERSONALITY -- NOT YOUR FIGHTING TECHNIQUES -- THAT PUTS ME TO SLEEP!

GOOD LORD--! Only a genuine ALIEN SYMBIOTE could do a stunt like that! So much for this guy being a COPYCAT!



Got to pull out  
ALL the stops!

This wackjob could be as  
deadly as VENOM or the  
real CARNAGE!

For a club devoted to the DARKER  
SIDE of the spandex set it sure  
cleared out FAST when one of 'em  
shows up IN THE FLESH!

Like many other  
things in life,  
psychos have  
more appeal in  
THEORY than in  
PRACTICE!

I CONGRATULATE  
YOU, LITTLE MAN.  
I ALMOST FELT  
THAT PUNCH.

YOU  
MAY PROVE  
AN AMUSING  
DIVERSION  
AFTER  
ALL!

UNFORTUNATELY,  
THIS PARTICULAR  
EVENING GROWS  
LATE --

-- AND  
I MUST  
RUN!

Oh, NO! He shattered that  
support beam, and --



Swell!

Mr. Maniac **VANISHED** during the confusion!

Should I attempt to give **CHASE** --

-- or search the debris for any **STRAGGLERS** who may have stayed behind to watch the action?

Uh...  
A LITTLE  
HELP OVER  
HERE!

That voice! it  
sounds like --

**DETECTIVE  
CONNOR  
TRYANE!**

I  
WOULD HAVE  
THOUGHT YOUR  
TASTES RAN MORE  
TO CLASSIC ROCK  
THAN ALTERNATIVE  
CLUBS!

YUK!  
YUK!

JUST  
SO THERE'S NO  
MISUNDERSTANDING...  
I CAME HERE TO TAG  
**DICKERSON!**

DICKERSON --?

A SECURITY GUARD AT  
**RAVENCROFT** WHO'S  
BEEN TRAFFICKING  
IN STOLEN  
SOUVENIRS!

I  
INTENDED TO  
PRESSURE HIM IN CASE  
HE KNOWS MORE THAN  
HE'S TELLING ABOUT  
THE CARNAGE COPYCAT!

YOU'D BETTER SCOOT  
BEFORE MY BACK-UP  
ARRIVES!

SOME  
EAGER BEAVER  
MAY WANT TO  
QUESTION YOU  
ABOUT THAT  
**SKELETON** THAT  
IS ALLEGEDLY  
MISSING  
FROM THE  
MORGUE!

Uh...  
THANKS!

IT'S  
THE **LEAST**  
I CAN  
DO...

I STILL OWE YOU... THAT'S IF  
YOU'RE THE SAME SPIDER-MAN  
WHO SAVED MY SON A FEW  
MONTHS BACK!

THE  
COSTUME MAY  
BE NEW, BUT  
I'M STILL THE  
**ORIGINAL WALL-  
CRAWLER!**

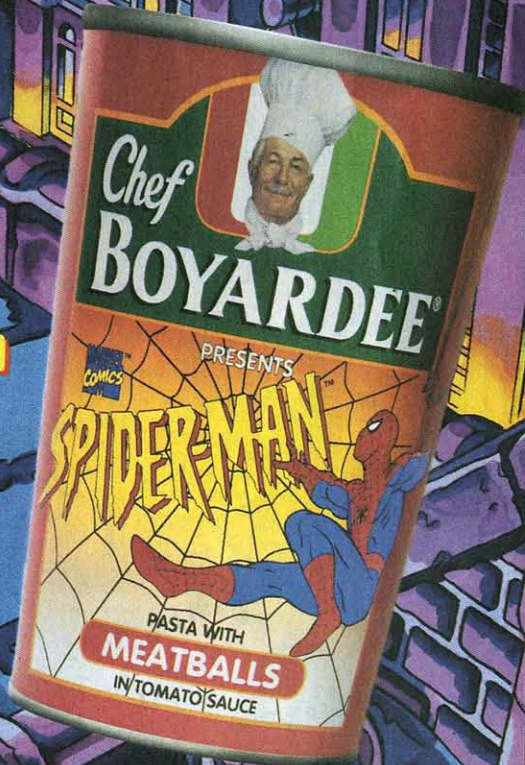
Okay, so maybe  
I'm fudging the  
truth. Considering  
the circumstances,  
I doubt **PETE** will  
mind if I claim  
his save!



**SO HOT**  
**It's Practically**  
**Radioactive!**

**New**  
**Spider-Man**  
**Pasta**

Get your spidey taste buds  
tingling with new Spider-Man  
Pasta from Chef Boyardee.  
Totally webbed out  
Spider-Man pasta shapes  
smothered in secret sauce.  
It's the hottest lunch going.



**THANK GOODNESS FOR CHEF BOYARDEE.**



MARVEL COMICS, SPIDER-MAN and all character names and the distinctive likenesses thereof: TM & © 1998 Marvel Characters, Inc. All rights reserved.  
Chef Boyardee and logo are registered trademarks of American Home Food Products Inc.

TM & © 2006 MARVEL



BARELY  
TWENTY  
MINUTES  
LATER...



OPEN UP,  
DICKERSON!  
THIS IS THE  
POLICE!



YOU'RE  
UNDER ARREST,  
MY FRIEND!

I-IT'S THAT  
STINKING CLUB,  
RIGHT?

W-WHAT'S  
THE BIG IDEA,  
TREVANE?



DON'T  
SAY A WORD,  
DICKERSON! NOT  
UNTIL AFTER WE'VE  
READ YOU YOUR  
RIGHTS!

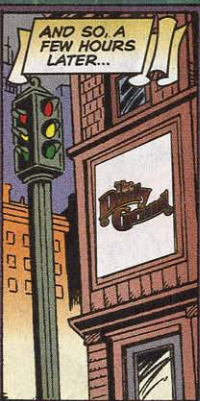
YOU  
MAY WANT  
A LAWYER  
PRESENT!



G-GIMME A BREAK,  
TREVANE! ALL I EVER  
WANTED TO BE WAS  
A REAL COP LIKE  
YOU, BUT THE BEST  
I COULD DO WAS  
A SECURITY  
GIG!

P-PLEASE  
DON'T FLUSH  
ME! I'M WILLING  
TO DEAL--!

AND SO, A  
FEW HOURS  
LATER...



IF THIS SCANDAL SHEET  
IS TO BE BELIEVED, THE  
INVESTIGATION INTO THE  
CARNAGE COPYCAT  
RESULTED IN A STRING  
OF EARLY MORNING  
ARRESTS--

--BUT THE POLICE WON'T  
CONFIRM THAT THEY  
HAVE THE ACTUAL  
PERPETRATOR IN  
CUSTODY!

YOU THINK  
THEY'RE HIDING  
SOMETHING?



IN AN  
ELECTION  
YEAR?!

FAT  
CHANCE!

I'd like to believe  
BUZZ is merely  
sticking with the  
sardonic!

I'd rather  
concentrate  
on PETER --

-- The  
SKELETON --

-- And  
JESSICA!

But, like the  
man says...

Fat chance!





AND, SPEAKING OF BEN REILLY'S OTHER PROBLEMS...

PETER, I STILL DON'T UNDERSTAND WHY YOU INSIST ON CONFRONTING SEWARD TRAINER!

BEN AND I ORIGINALLY USED HIS EQUIPMENT TO DETERMINE WHICH OF US WAS A CLONE OF THE OTHER! \*

\* SEE SPECTACULAR SPIDER-MAN #226.  
-Clare-Bob!

THE INFORMATION WE LEARNED ABOUT THE SKELETON CASTS SERIOUS DOUBTS ON OUR CONCLUSIONS!

WHAT MAKES YOU THINK SEWARD WILL EVEN AGREE TO SEE YOU?

THAT'S EASY, MARY JANE. I PHONED AHEAD FOR AN APPOINTMENT!

HOSPITAL SWITCHBOARD ---?

PLEASE CONNECT ME WITH ONE OF YOUR PATIENTS -- SEWARD TRAINER!

Y-YES...OF COURSE... I... RECOGNIZE YOUR VOICE!

I... UNDERSTAND!

IS SOMETHING WRONG, Mr. TRAINER? YOU SUDDENLY LOOK PALE!

I... Uh... I NEED A FAVOR, NURSE.

PLEASE INFORM THE FRONT DESK THAT --

-- I AM UNABLE TO ISSUE YOUR VISITOR PASSES! THE PATIENT HAD A MINOR SETBACK, AND CANNOT RECEIVE GUESTS AT THIS TIME!

B-BUT HE WAS FINE WHEN WE SPOKE EARLIER!

COMPLICATIONS SOMETIMES ARISE. TRY AGAIN TOMORROW.

YEAH... SURE!

IS SEWARD DELIBERATELY DUCKING ME? WHY? WHAT'S HE HIDING?



AND, A FEW HOURS LATER...

VERY NICE! YOUR SAMPLES SHOW ENORMOUS POTENTIAL, MISS --

JESSICA CARRADINE.

I APPLAUD YOUR EFFORTS, JESSICA.

SPIDER-MAN IS NOT THE *EASIEST* SUBJECT TO CAPTURE ON FILM.

BUT HE IS AN *EXCITING* ONE, Mr. ROBERTSON.

MAYBE SO, BUT THE *DAILY BUGLE* DOESN'T BUY MERE ACTION SHOTS OR PIN-UP POSES!

THIS IS A *NEWSPAPER*... NOT A *FAN MAGAZINE*!

OUR SPACE IS *LIMITED*. EVERY PHOTO MUST TELL A *NEWSWORTHY* STORY!

LISTEN TO THE MAN, YOUNG LADY! HE'S THE *BEST* IN THE BUSINESS.

AFTER ME, OF COURSE!

Y-YOU'RE J. JONAH JAMESON --!

I WAS WALKING PAST WHEN I HEARD SOMEONE MENTION THAT MISERABLE WALL-CRAWLING CREEP!

JESSICA HAS SOME SHOTS OF HIM IN HIS NEW COSTUME!

REALLY --P?

NOT BAD! NOT BAD AT ALL! BUT JOE'S RIGHT! THIS MATERIAL IS MUCH TOO *TAME* FOR US!

THAT WEB-SWINGING WEIRDO IS A *PUBLIC MENACE*, AND IT'S OUR *DUTY* TO NAIL HIM!

DON'T YOU WORRY, Mr. JAMESON...

YOU CAN COUNT ON ME!

THE *WORSE* HE LOOKS, THE *BETTER* YOUR CHANCES FOR A *SALE*!



# CHALLENGE & LOSE CONTROL!

**4TH PRIZE STREET FIGHTER II POSTER** 500 winners



SOMETIME  
LATER...

ALMOST  
MIDNIGHT,  
AND OUR BOY  
IS AT IT,  
AGAIN!

I WAS  
SORRY TO  
HEAR ABOUT  
DICKERSON!

YEAH...  
YOU THINK YOU  
KNOW SOMEONE --!  
THANKS FOR TAKING  
HIS SHIFT AT THE  
LAST MOMENT,  
PHIL.



THE  
OVERTIME  
WILL COME IN  
HANDY. YOU CAN  
LEAVE WHENEVER  
YOU WANT. I SEE  
STEVENS HEADING  
DOWN THE  
HALLWAY.

There's Jameson!

Right on schedule!



Peter would  
freak if he  
knew I was  
dogging his  
bud!

TOUGH!

I had a hunch that the  
Carnage-like character  
I ran into last night  
was somehow connected  
to RAVENCROFT --

-- and, from the way my  
spider- sense is buzzing, I  
may have hit the JACKPOT!



I've gotta get to the  
bottom of this mystery  
so that I can devote  
myself to figuring out  
where I stand with  
JESSICA --

-- And to healing the RIFT  
that seems to be growing  
between me and Pete over  
Seward Trainer!

I trust Seward  
IMPLICITLY...







WHOA!

WHAT THE?!

Somehow... the Carnage symbiote has taken over Jameson!

YOU'VE BEEN VERY CARELESS, WEB-MAN!

I SPOTTED YOU IN MY REAR-VIEW MIRROR!

YOU REALLY SHOULD BE MORE CAUTIOUS!

IN YOUR BUSINESS, SUCH LAPSES COULD CERTAINLY PROVE FATAL... TO YOU --

NO--!

LEAVE THOSE PEOPLE ALONE! THIS IS STRICTLY BETWEEN YOU AND ME, JAMESON!

-- OR THOSE YOU SEEK TO PROTECT!

IT'S CARNAGE!

WRONG-O! YOU ARE NOT MY TRUE ENEMY!

YOU ARE NOT THE SPIDERY SPECTER WHO HAUNTS THE DREAMS OF KASADY!

ARE YOU MY SCARLET FRIEN -- UGNN!

W-WE'RE ALL GONNA DIE!



**MARVEL  
COMICS**

All your favorite comics  
at X-clusive savings.

# DELIVERS ACTION TO YOUR DOOR



- You're guaranteed not to miss a single **Marvelous** issue!
- Free delivery. Neither snow nor rain nor gamma rays will keep your heroes away. We'll even pay the postage.
- Fantastic savings on all your favorite comics. Subscribe to 3 or more titles and save even more.

Don't miss a single  
web slingin' issue!

- Special collector's quality packaging protects each and every issue.
- Enhanced issues for all subscribers at no extra charge!
- Special Customer Service hotline.
- Satisfaction guaranteed!

**Best deal! Only \$19.97 each for 3 or more titles!**  
Just \$20.97 each for 2 titles. Or \$21.97 for just 1 title.

#### X-Men

- ☐ CAB Cable
- ☐ EXC Excalibur
- ☐ GEN Generation X
- ☐ XME The Uncanny X-Men
- ☐ WOL Wolverine
- ☐ FAC X-Force
- ☐ XFO X-Force
- ☐ MAN X-Man
- ☐ MEN X-Men

#### Spider-Man

- ☐ AMZ The Amazing Spider-Man
- ☐ GOB Green Goblin
- ☐ NWR New Warriors
- ☐ SSM The Sensational Spider-Man
- ☐ PPK The Spectacular Spider-Man
- ☐ SPI Spider-Man

#### The Edge

- ☐ DDV Daredevil
- ☐ DOC Doctor Strange
- ☐ GHR Ghost Rider
- ☐ INC Incredible Hulk
- ☐ PNS The Punisher

#### Conan

- ☐ CNN Conan
- ☐ CTS Conan The Savage

#### Marvel Heroes

- ☐ AVE Avengers
- ☐ CAM Captain America
- ☐ FAN Fantastic Four
- ☐ IRM Iron Man
- ☐ SIL Silver Surfer
- ☐ THR Thor

#### 2099

- ☐ D99 Doom 2099 A.D.
- ☐ F99 Fantastic Four 2099 A.D.
- ☐ G99 Ghost Rider 2099 A.D.
- ☐ S99 Spider-Man 2099 A.D.
- ☐ X99 X-Men 2099 A.D.
- ☐ N99 X-Nation 2099 A.D.

#### Malibu

- ☐ EX Exiles
- ☐ PRM Prime
- ☐ UFO Ultraforce

#### Just For Laughs

- ☐ BUT Beavis & Butthead
- ☐ REN The Ren & Stimpy Show

#### And more from Marvel!

- ☐ GAR Gargoyles
- ☐ WHI What If...

Ordering is fast and easy! Check off the subscriptions you want delivered and return this coupon. Offer good until 12/31/96.



**Yes!** Sign me up for home delivery of the comics I've checked. Return this savings coupon to: MARVEL DIRECT MARKETING, P.O. Box 1979, Danbury CT 06813. Please provide credit card information or make check or money order payable to "Marvel Direct Marketing, Inc." For even faster service call: (203) 743-5331 and have your credit card ready.

Name (Please print) \_\_\_\_\_ Date of birth \_\_\_\_\_

Street address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Number of subscriptions \_\_\_\_\_ Amount enclosed: \$ \_\_\_\_\_

**Check one:** ☐ Payment enclosed

**Charge my:** ☐ Visa ☐ Master Card ☐ American Express ☐ Discover

Credit card number \_\_\_\_\_ Expiration date \_\_\_\_\_

Signature of cardholder \_\_\_\_\_

H62MNS

\*These titles are not included in the combination discount offer. Canada, add \$10.00 per title, per year in US funds (includes postage & GST). Foreign, add \$12.00 per title, per year in US funds only. Allow 6 to 8 weeks for delivery of your first issue. TM and © 1996 Marvel Characters, Inc. All rights reserved.

**Yes, you can photocopy this savings coupon.**

**Special! These titles ONLY - just \$9.97 for 12 issues.**  
**Save over 15%!\***

#### Early Tales of Spider-Man & The X-Men

- ☐ UTS Untold Tales of Spider-Man
- ☐ PXX Professor Xavier & The X-Men

#### For Younger Readers

- ☐ ASM The Adventures of Spider-Man
- ☐ AVX The Adventures of The X-Men



MEET  
CAPTAIN  
WOODCHUCKMILE HIGH  
COMICSArtwork -  
Jeff  
Tompkins  
'95

HI THERE!  
I'M CAPTAIN WOODCHUCK,  
THE OFFICIAL REPRESENTATIVE  
OF MILE HIGH COMICS, AMERICA'S LARGEST  
COMICS DEALER. I'M HERE TO EXTEND AN  
INVITATION TO YOU TO JOIN OUR  
WORLD-FAMOUS NEW  
COMICS CLUB.

MILE HIGH COMICS HELPS THOUSANDS OF  
COLLECTORS RECEIVE THEIR NEW COMICS  
EACH MONTH. COMICS ARE SHIPPED ALL  
OVER THE WORLD ON EITHER A WEEKLY,  
BI-WEEKLY, OR MONTHLY BASIS. BECAUSE  
WE SHIP ALL COMICS IN SUPER-STURDY  
BOXES, WE GUARANTEE THAT YOUR NEW  
COMICS WILL ARRIVE IN BRAND NEW  
CONDITION.

BECAUSE WE BUY SO MANY COMICS  
FROM ALL THE PUBLISHERS, WE CAN  
OFFER OUR MEMBERS SUBSTANTIAL  
DISCOUNTS. DISCOUNTS ON NEW  
COMICS CAN RANGE AS HIGH  
AS 40% OFF. WITH MARVEL  
TITLES STARTING AT 20% OFF  
COVER PRICE.

WE PROUDLY OFFER  
EVERY MARVEL COMIC  
PUBLISHED EACH  
MONTH!

TO HELP OUR MEMBERS  
MEET OUR MINIMUM  
ORDER OF FIVE MONTHLY  
TITLES, WE OFFER A HUGE  
SELECTION OF TITLES  
FROM ALL THE COMICS  
PUBLISHERS. EACH  
MONTH'S ORDER FORM  
ALSO CONTAINS A WIDE  
VARIETY OF T-SHIRTS,  
POSTERS, GRAPHIC  
NOVELS, CARDS, ACTION  
FIGURES, & MUCH MORE.  
WE PROVIDE AN ENTIRE  
COMICS SHOP THROUGH  
THE MAIL WITH DELIVERY  
RIGHT TO YOUR DOOR!

OUR COMICS CLUB  
MEMBERS ALSO QUALIFY  
FOR A 20% DISCOUNT ON ALL  
BACK ISSUES FROM OUR HUGE  
500,000 COPY BACK ISSUE  
INVENTORY. MEMBERS WHO  
BUY SUBSTANTIAL NUMBERS  
OF BACK ISSUES SOMETIMES  
FIND THAT THE SAVINGS THEY  
RECEIVE ARE ENOUGH TO  
OFFSET THE ENTIRE COST OF  
THEIR MONTHLY  
NEW COMICS!

COLORADO

MILE  
HIGH  
COMICS

NOW, DOESN'T OUR CLUB SOUND LIKE  
A GREAT WAY TO BUY YOUR NEW  
COMICS EACH MONTH?

IF YOU'RE THINKING  
OF JOINING! HAVE A  
SPECIAL OFFER FOR YOU.  
SEND JUST \$1 TO COVER  
POSTAGE AND HANDLING, PLUS  
YOUR NAME AND ADDRESS, AND  
I'LL SEND YOU A FREE COPY OF  
ADVENTURES IN COMICS  
COLLECTING STARTING YOURS  
TRULY, CAPTAIN WOODCHUCK.  
IT'S A 16-PAGE COMIC CHOCK-FULL  
OF DETAILS ABOUT HOW TO  
JOIN OUR CLUB. IN ADDITION,  
I'LL SEND YOU A FREE COPY  
OF OUR MONTHLY 30-PAGE  
NEWSLETTER AND PAGE  
ORDER FORM!

SO GRAB AN ENVELOPE  
AND A DOLLAR BILL, AND SEND US  
YOUR NAME AND ADDRESS RIGHT  
AWAY. I GUARANTEE THAT YOU'LL  
BE GLAD YOU DID!

## MILE HIGH COMICS NEW COMICS CLUB

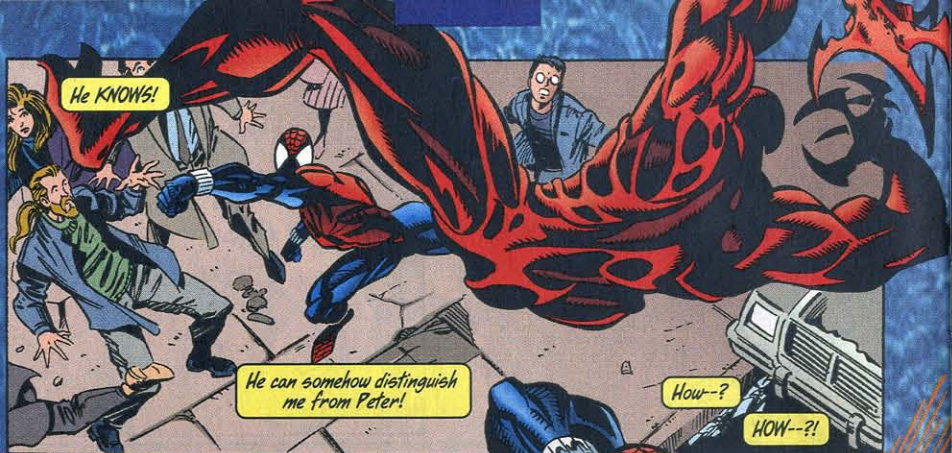
2151 W. 56TH AVE. • BOX MC-51 • DENVER, CO 80221

For immediate information on  
how to join our club,  
call 1-800-676-6423

(8 AM - 5 PM • Mountain time • Monday-Friday)

International callers, please call 1-303-455-2659









**EXCITEMENT FOR THE EYE**

7019 Three Chopt Road  
DEPT 396M Richmond, VA 23226

• • • •  
**(804) 282-1919**

## **MISSED AN ISSUE?**

Don't travel miles to find  
**WHAT YOU NEED**  
We will send comics right  
**TO YOUR HOUSE**

Find out what your comics  
are **REALLY** worth-

Send \$1.00 for a complete catalog today!

Most orders processed in one day!!!

NOW VISIT US ON THE WEB AT [www.davescomics.com](http://www.davescomics.com)

## **\*Cartoon Illustration \*Cinematic Animation**

*A 3 year full time school designed by professionals for aspiring professionals*

### **New Marvel Scholarship**

A full 3 year scholarship will be awarded  
to a newly accepted first year student.

#### **JKS Alumni**

Kevin Altieri - NEW ADVENTURES OF BATMAN	Steve Lieber - HAWKMAN
Jim Balent - CATWOMAN	Tom Mandrake - SPECTRE
Dave Dorman - STAR WARS, ALIENS	Tom Ranney - STORMWATCH, X-MEN
Jan Duursema - X-FACTOR	Dave Schwartz - GARGOYLES, DUCKTALES
Adam Kubert - WOLVERINE	Bart Sears - VIOLATOR, X-2 MAN OF WAR
Andy Kubert - X-MEN	Johan Klingler - LUCKY KING

**THE JOE KUBERT**  
**SCHOOL**  
**OF CARTOON AND**  
**GRAPHIC ART, INC.**  
37 MYRTLE AVENUE  
DOVER, NJ 07801  
(201) 361-1327

- Approved by the State of N.J. Department of Education
- Approved for Veterans
- Approved for Non-resident Alien Students
- Financial Aid Available

**Please send your free brochure, I am interested in:**

- ☐ Cartoon Illustration - Graphic Arts  
☐ Cinematic Animation

Name \_\_\_\_\_ Age \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

The Joe Kubert School of Cartoon and Graphic Art, Inc., Dept. M  
37 MYRTLE AVE., DOVER, NJ 07801 • (201) 361-1327 • FAX (201) 361-1644







A full-page illustration of the character Carnage, who is Spider-Man's symbiotic offspring. He is shown from the waist up, wearing his iconic red and blue Spider-Man suit. The suit is covered in a network of red, vein-like patterns that represent the symbiote. His head is black with a white eye, and his mouth is a jagged, red, toothy grin. He has long, sharp, red claws on his hands. He is posed in a dynamic, slightly crouched position, looking towards the viewer. The background is a solid, dark purple color.

**Yesss!**

*I am reborn in  
BLOOD and AGONY!*

*I am remade into the  
bringer of DEATH and  
DESTRUCTION!*

*CHAOS is my  
only love--*

*And*  
**CARNAGE**  
*is my name!*







With my newfound power, I am finally free to INDULGE my slightest whim!

Without GUILT!


Without REMORSE --

-- Or RESTRAINT!

At long last, I can strike back at EVERYONE who has ever betrayed or tormented me!

EVERYONE!

EVERYONE!

 TAKE A DEEP ONE, DEAR READERS!  
YOU ONLY HAVE ONE WEEK  
BEFORE THE RUINOUSLY WILD RAMPAGE OF  
**SPIDER-CARNAGE**  
CONTINUES IN SPIDER-MAN #67!  
**MISS IT NOT!**



c/o Marvel Comics, 387 Park Avenue South, New York, NY 10016

## BOB BLIDANSKY MARK BERNARDO

Editor Assistant Editor

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

### Dear Web Heads,

Regarding AMAZING SPIDER-MAN #406. Simply put: Freakin' great! The new — and hopefully improved — Dr. Octopus is quite a stunner, and makes an imposing figure, to boot. She is definitely not a woman to take lightly or hit on in a bar, unless of course you have a death wish. I look forward to seeing more of her and learning more about her origin, especially since Seward Trainer appears to be a big part of it!

However, the most powerful moment was seeing Peter and MJ get to feel the baby move. The look in their eyes said it all. For them and for us. J.M. DeMatteis has always been able to create feelings and tender moments in comics extremely well. Here he successfully timed a sublime scene of dinner and dancing into a powerful moment of greatness, of hope, and of love. I'm really going to miss J.M.'s writing in this book, but I'm looking forward to picking up his DAREDEVIL and DR. STRANGE.

Still, Tom DeFalco, who I understand is coming aboard next issue, is no party-pooper himself. He can kick some great stories around too, as his work on FANTASTIC FOUR and THUNDERSTRIKE have proven. I hope that he keeps the same level of emotion, characterization, and goodness to our favorite webhead.

A. Joyce Williams  
London, Ontario  
NSW 12 CANADA

We think that Tom D. (who says his waist is his *own* business, thank you!) is doing a fine job at balancing slam-bang action and subtle characterization in his spider-tales, Jaye. We hope you agree.

And you weren't the only one impressed with and curious about the new Doc Ock! Read on...

### Dear Spider's Web,

I've been collecting comics for about five years now, and I've never missed an issue of the Spider-Man comics. They just keep getting better and better! The Scarlet Spider is an excellent character and I want to thank everyone who puts him on the comic shelves everywhere.

I just read ASM #406 and am thrilled at the appearance of a new Doctor Octopus! She seems to be a much more formidable opponent than the original, with that impenetrable force field. Does the Scarlet Spider really stand a chance? Definitely! I just want to see how! I'll be coming out at my local comic shop until "The Greatest Responsibility, part two" arrives!

Anthony Tenuaglio  
6114 Liberty Road  
Solon, OH 44139

And we hope that part two lived up to your expectations, Anthony. Let us know what you think of the current earth-shaking developments!

### Dear Websters,

Hmm... Issue #406. Clever. I.M. DeMatteis.

Two, count 'em, two Spider-guys. A female Doc Ock. Good work by Sharon on the splash page. Medina's pencils? Adequate, over all.

Spending a lot of spare time at our computer, are we? Don't know about this explanation of the biological matter/virtual reality interface... all a bit nebulous. So Reilly body surfs the net at the story's beginning as an excuse for some action. Okay okay. And Mary Jane in trimester three: is able to waddle her way to the particular rooftop where Spidey is stuck and thinking? No small task.

But the virtual reality bomb... yes, clever. And our rooftop romance scene: yep, we've seen it a couple of times before, but still a good touch. Apparently, the old Spidey is going to turn into Mr. Settling Down any while Ben takes over the obligatory rough duties.

Andy Hannan  
328A Jackson Place  
Honolulu, HI 96819

So, tell us, Andy... did you like the issue? We aren't really sure. (Oh, and who said Mary Jane couldn't have taken a cab to follow her husband's rooftop-hopping trail? "Waddling," indeed...)

### Dear Spider's Web,

AMAZING #406 was superb! The new Doctor Octopus — you guys really outdid yourselves this time. The cover was smashing, and Angel Medina did a great job filling in for Mark Bagley. It's about time you started showing signs of MJ's pregnancy. Speaking of which, when is she going to have the baby?

Anyway, the new Doc Ock seems in every way superior to the old one. I hope you'll start dropping hints here and there about her origin, her organization, and her connection with Octavius. In closing, I'd like to say that it was a brilliant idea to turn over the Spidey titles to the Scarlet Spider. I just hope you don't turn him into the same old Spider-Man when it's all over.

Matthew Billings  
104 Tucker Circle  
Monticello, GA 31064

Well, Matthew, the guy who was the Scarlet Spider is now Spider-Man... but we think his adventures are anything but the same old same old! And we think you'll agree!

We learned a bit more about the new Doc Ock and her organization in the SCARLET SPIDER months' storylines... though a lot has yet to be revealed.

### Dear Spider's Web,

AMAZING SPIDER-MAN #406 was well worth the wait. I really wasn't looking forward to a new Doctor Octopus. When I heard that Doc Ock was going to be a woman, I was devastated. Marvel is taking another classic super-villain and slapping a big old sex change on him. I thought, But, as usual, Marvel took me by surprise. Young Ms. Trainer is truly a foe to be reckoned with (the question: Otto Octavius's mechanical arms were fused to his body; how on Earth is she managing to keep her extra arms on? If she's wearing a body harness as Otto did, she has a heckuva way of hiding it! I'm hoping to see an origin story for the new Doc in the near future.

Richard J. Engleman  
Fourth Street  
Gillbert, AZ 17954

The new Doc Ock's arms are attached to a small power source mounted on her back, with no bulky harness necessary. It's that modern technology, everything's more compact!

### Dear Spider's Web,

Um... well, this issue was phenomenal in every way! I.M. DeMatteis never ceases to dazzle us with his wondrous writing! Angel Medina's guest art was striking, serving as an appetizer for what we can expect when he becomes the artist for THE INCREDIBLE HULK very soon.

Wow! I love the new Doctor Octopus! She's hot! And yet, cold, too! I'm confident that this new Doc will carry on the tentacle tradition with honor! She's just been introduced, and she's already a winner in my book!

As for MJ's pregnancy, it's apparent that she wants a girl, and Peter wants a boy. With that in mind, why not combine the best of both worlds and give them twins?

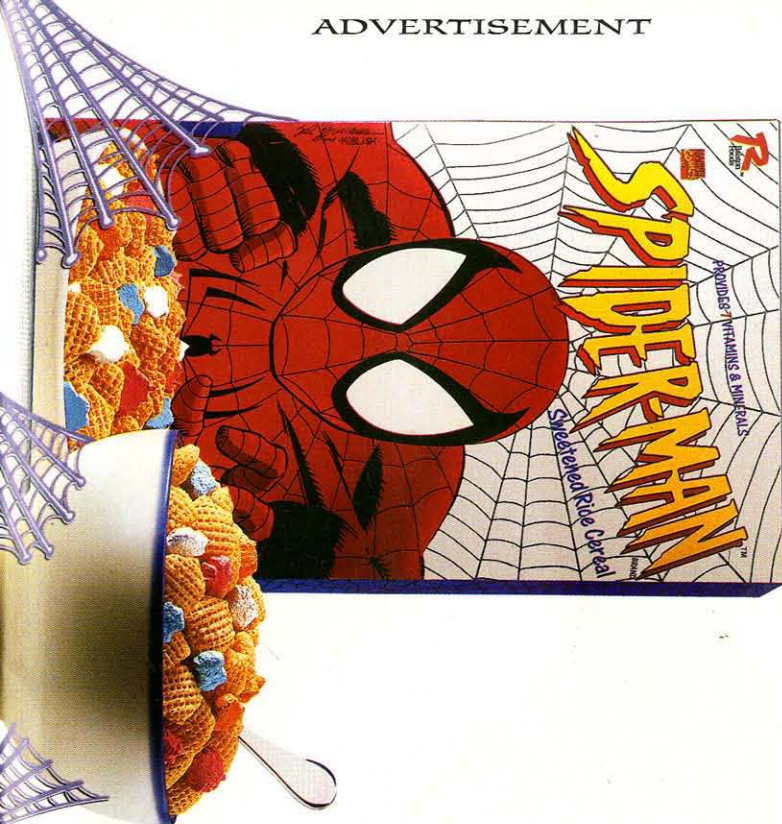
Tony Martinez  
6041 California Avenue  
Chicago, IL 60629

Thanks from the whole team, Tony! We hope you've been catching Angel's breathtaking work in the pages of HULK!

## NEXT:

It's part two of "Blood Brothers!" Ben and Peter's lives are both coming apart at the seams, and they have no clue who's responsible! But finding out the truth becomes vital when a powerless Peter Parker runs into the menace called... *Cell 12!*





# NEW SPIDER-MAN CEREAL IS HERE.

Climb into breakfast with your favorite wall crawler! Sweet, crispy "webs" packed with marshmallows-Hobgoblin's pumpkin bomb, the Kingpin, the Spidey Tracer and Peter Parker's camera. Plus, every box has cool Spider-Man stuff to order. Spider-Man cereal-it's breakfast on the wild side!



MARVEL COMICS, SPIDER-MAN including all character names and likenesses: TM & © 1995 Marvel Entertainment Group, Inc.



Helped Tim  
with speech.  
Told him to  
pick a topic  
he enjoys.  
Tim picks

Tim's speech  
is getting  
better! Got him  
to imagine his  
audience in  
their underwear.  
So he wouldn't  
be so nervous.  
Brought  
Tim 2 more  
boxes of  
crunch.  
He loves  
that  
sweet  
crunchy  
taste!

Tim can't wait  
to give speech.  
Maybe all he  
needed was to  
Crunch up his  
confidence.  
Clean

Tina's speech  
was terrific!  
Got applause  
from the whole  
class. I knew  
he could  
do it.  
Weekend!  
me to  
for  
ed

Took Tim  
 his favorite  
 cereal, Cap'n  
 crunch. He's  
 not sure  
 about  
 giving a  
 speech  
 to his  
 class



**You and the Cap'n make it happen!**