

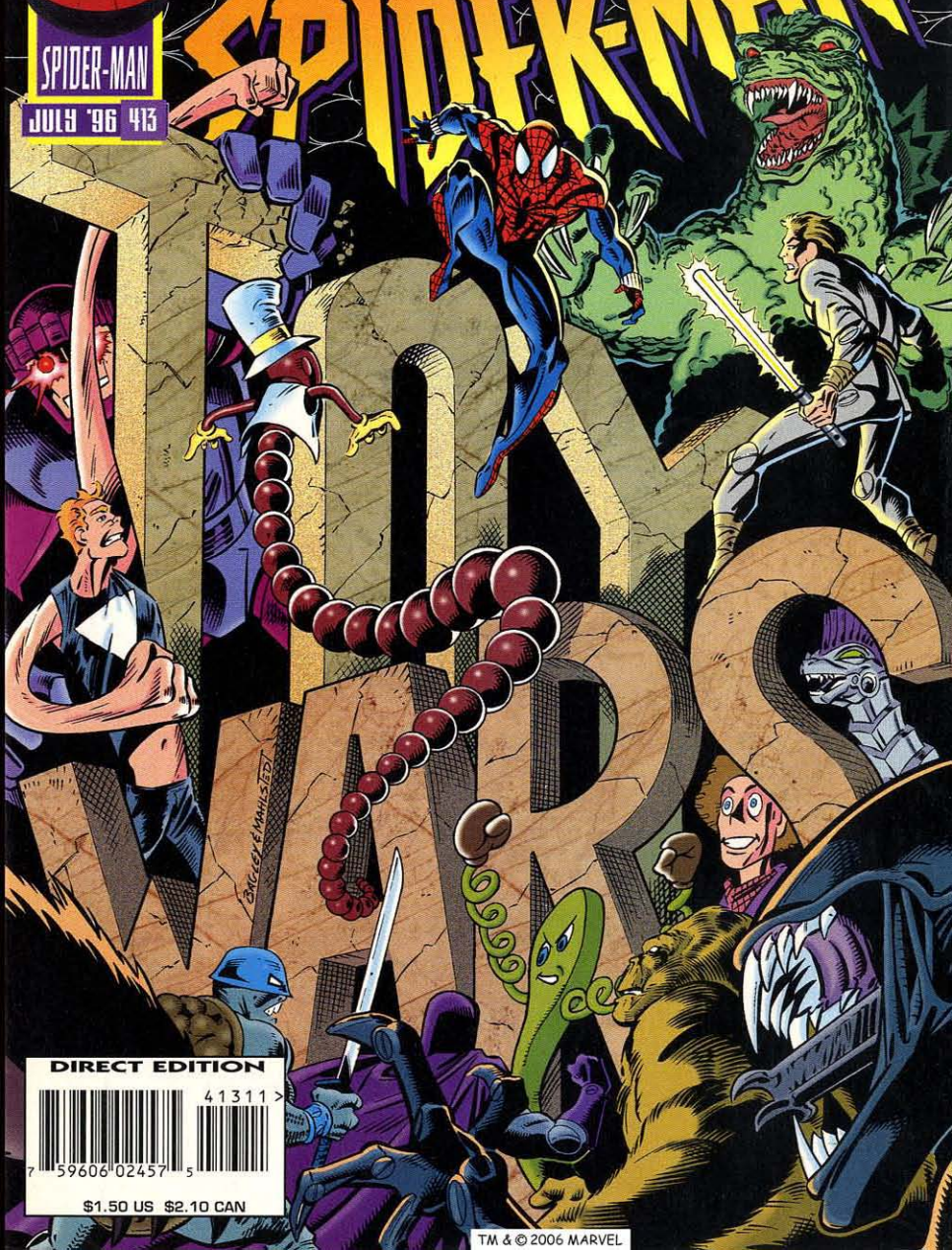
MARVEL
COMICS



SPIDER-MAN

JULY '96 413

THE AMAZING SPIDER-MAN



DIRECT EDITION



\$1.50 US \$2.10 CAN

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the SIMPSONS™ CARTOON STUDIO

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CARTOON,
MAN!

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MATT GROENING

STAN LEE
presents
THE AMAZING
SPIDER-MAN

PAIN -- sharp and
all-encompassing
-- jolts me awake
with strobelike
suddenness!

UGGNNN!

I struggle upward --

-- through waves of
seething nausea --

-- unable to
REMEMBER!

Where
am I?!

What HAPPENED to me?!

How long was I
UNCONSCIOUS?!

The ANSWERS hit
me like a brick!

N-NO/
NO! IT
CAN'T BE
REAL!

My world suddenly
ERUPTS --

-- PINBALLING me against
the all-too-revealing walls
of my new prison!

T-TTHIS IS
IMPOSSIBLE!

IT

CAN'T

BE

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!**

BIG STORY

TOM DEFalco
WRITER

MARK BAGLEY
PENCILS

LARRY MAHLSTEDT
INKS

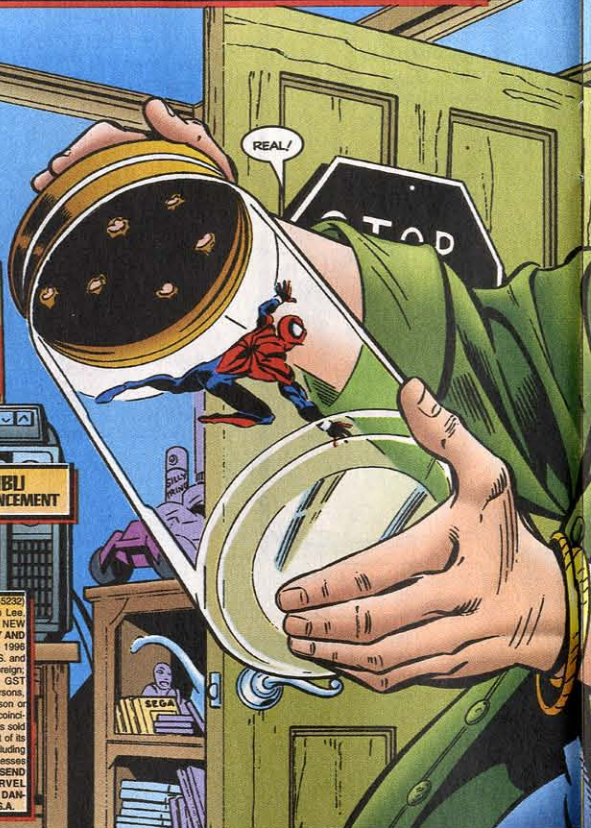
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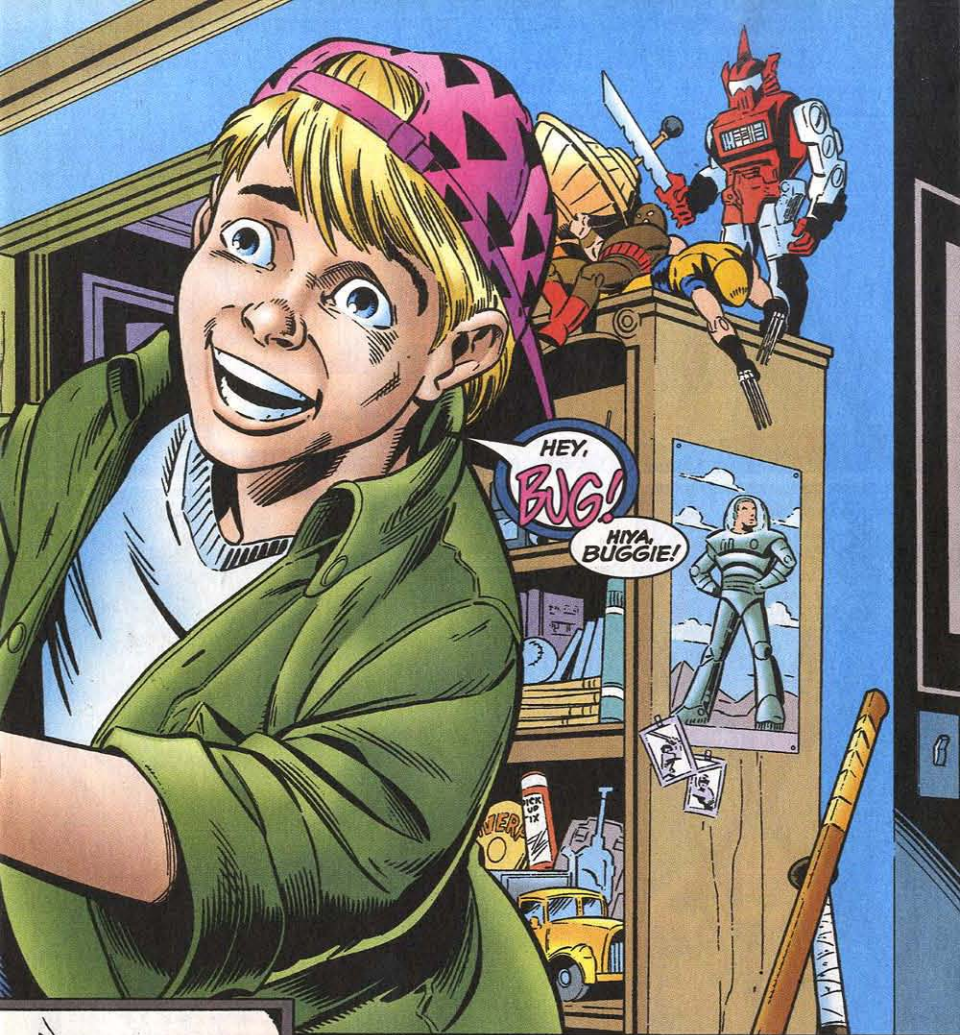
This child's
gigantic --

-- but I put him
at only THREE or
FOUR years old!

How'd this
HAPPEN?!

Why am I so
SMALL?!

Where'd he
FIND me?!



YIKES! He's grown bored, and is tossing me aside!



I'm FINISHED if I hit the floor from this height!

Gotta use my SPIDER-STRENGTH! Must direct the angle of descent toward his BED!



Whew! Not the gentlest landing on record, but at least I made it!

Now what?!

MYSTERIO, who was still in JAIL the last time I looked, once convinced me that I was only SIX INCHES high!

That was only an elaborate ILLUSION!

This looks REAL!

Gotta try to calm down, and review the situation!

My real name is PETER PARKER, though I've been using the name BEN REILLY!

For the past five years, my CLONE --

-- or at least the guy I THINK is my clone --

-- has been living my LIFE and using my NAME!

Since he's MARRIED and has a KID on the way, I figured it was only fair to let him keep the life and name!

Me, I've recently been trying to get a new beginning going!

Things haven't quite worked out as planned!

SO WE WERE HIKING TO THIS REALLY COOL CAMPSITE FOR A BOWL OF CAP'N CRUNCH!!



WHEN WE CAME TO THIS WEIRD LOOKING BRIDGE!

THEN THE CAP'N DROPPED IN AND YELLED "JUST THINK OF WHAT YOU WANT AND GO FOR IT!"



THE THOUGHT OF THAT SWEET DELICIOUS CRUNCH GOT US RIGHT OVER THAT BRIDGE!

THAT'S HOW WE GOT TO OUR AWESOME CAMPSITE AND OUR HUGE BOWLS OF CAP'N CRUNCH® CEREAL!

YOU AND THE CAP'N MAKE IT HAPPEN!



WHERE
IS BEN?

HE SHOULD
HAVE BEEN HERE
A HALF HOUR
AGO!

The Daily Grind

RELAX,
SHIRLEY HE'S
PROBABLY
STUCK ON THE
SUBWAY!

I HOPE HE
ARRIVES
SOON!

I COULD
USE THE
HELP!

BUSINESS HAS
BEEN BOOMING EVER
SINCE WE REFURBISHED
AND REOPENED THE
DAILY GRIND!

PLACE
LOOKS FINE,
SHIRL!

ALMOST
AS FINE AS
YOU!

BUT I'M
GUESSING THE
EXPANDED LAYOUT,
NEW FIXTURES, AND
FANCY STOREFRONT
DIDN'T COME
CHEAP!

WHY
ARE YOU
HERE,
GARON?

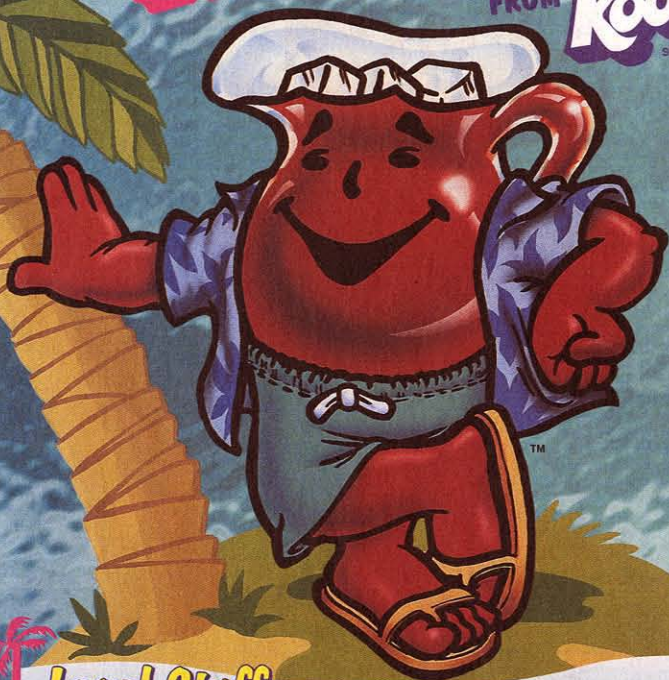
HEARD ABOUT YOUR
RECENT FIRE, AND
WANTED TO MAKE
SURE YOU WERE
ALL RIGHT.

I WAS
GREAT... UNTIL
YOU CRAWLED
OUT OF YOUR
SEWER!



TRY islandtwists™

FROM **Kool-Aid®**
SOFT DRINKS BRAND



Legal Stuff

Rules Summary No Purchase Necessary

NOTE: Game pieces may be found only inside packages of ISLAND TWISTS™ from KOOL-AID® Brand Soft Drink Mix and ISLAND TWISTS™ from KOOL-AID BURSTS® Soft Drinks.

1. HOW TO PLAY: Check inside any Sugar Sweetened 8 qt. canister or 2 qt. envelope of ISLAND TWISTS™ from KOOL-AID® Brand Soft Drink Mix in all 4 ISLAND TWISTS™ flavors: SLAMMIN' STRAWBERRY-KIWI™, KICKIN' KIWI-LIME™, OH YEAH ORANGE-PINEAPPLE™, and MAN-O-MANGO-BERRY™, or inside any 2 qt. unsweetened envelope of ISLAND TWISTS™ from KOOL-AID® Brand Soft Drink Mix in all 4 ISLAND TWISTS™ flavors, or any 8 qt. box of Sugar Free ISLAND TWISTS™ from KOOL-AID® Brand Soft Drink Mix in OH YEAH ORANGE-PINEAPPLE™ flavor, or any 6 pack of ISLAND TWISTS™ from KOOL-AID BURSTS® Soft Drinks in SLAMMIN' STRAWBERRY-KIWI™, KICKIN' KIWI-LIME™ and OH YEAH ORANGE-PINEAPPLE™ flavors to see if you are an instant winner. Non-winning canisters, envelopes, boxes of ISLAND TWISTS™ from KOOL-AID® and ISLAND TWISTS™ from KOOL-AID BURSTS® Soft Drinks will not have a game piece inside. Product with game pieces will be delivered on shelf from approx. 4/1/96 through 7/31/96. All prize claims are subject to verification and must be received by 12/31/97. Game ends 12/31/97.

2. NO PURCHASE NECESSARY: To receive a free game message and official rules while supplies last, send a self-addressed, stamped #10 envelope to: GAME MESSAGE REQUEST, P.O. Box 7192, Melville, NY 11775-7192. Requests must be received by 12/1/97. Residents of the state of WA only, need not affix postage to self-addressed envelope. Limit one request per outer mailing envelope.

3. PRIZES AND ODDS OF WINNING INSTANTLY: There are three Grand Prizes: One Grand Prize Winner will receive a 7 day, 6 night trip for four to Hawaii. (Est. retail value \$10,000)–1 in 277,264,896; One Grand Prize Winner will receive a 7 day, 6 night trip for four to Nassau, Bahamas. (Est. retail value \$10,000) 1 in 277,264,896; and one Grand Prize Winner will receive a SONY Home Entertainment System including 53" Videocassette® Big Screen Color TV, VHS Hi-Fi Stereo Videocassette Recorder, and Stereo Rack System. (Est. retail value \$5,650)–1 in 277,264,896; Other Prizes: (1,000): A Boys 24" Huffy® Min. FURY® Bike (Est. retail value \$150)–1 in 277,265; (1,000): A SONY Sports AM/FM Stereo Cassette Recorder (Est. retail value \$30)–1 in 277,265; (1,000): A Mid-size Time® Ironman Trisathlon® Watch with Indiglo® night-light (Est. retail value \$45)–1 in 277,265. Odds of winning any instant prize are 1 in 92,330. Odds are based on the total number of anticipated packages on shelf from 4/1/96–7/31/96. Total approximate retail value of all prizes is \$310,650.

4. Game open to U.S. residents, 18 years of age or younger as of 4/1/96. Employees of Kraft Foods, Inc., its parent, affiliates, subsidiaries, advertising and promotion agencies, Don Jagoda Associates, Inc., printers of all game materials, and the families of each are not eligible. Winners agree to hold Kraft Foods, Inc., its directors, officers, employees and assigns harmless from any liability arising out of use or acceptance of prize. Void where prohibited. Limit one prize per family/household. As a condition of entering, participant agrees that all disputes arising out of this promotion shall be resolved individually and exclusively through arbitration without resort to litigation.

5. Game is subject to additional restrictions contained in Official Rules.

and You Could WIN A GREAT PRIZE

Look For Winning Game Piece Inside Packages
of **island twists™** To See If You've Won!

1,000 Kids Could Win!



TIMEX™
IRONMAN™
TRIATHLON™
WATCH WITH
INDIGLO™
One kid will win a
SUBMARINE
adventure in the
BAHAMAS

1,000 Kids Could Win!

SONY SPORTS
AM/FM STEREO CASSETTE RECORDER



One kid will win an
awesome **SONY**
HOME ENTERTAINMENT
SYSTEM

1,000 Kids Could Win!

HUFFY™ BOYS 24" MOUNTAIN FURY™ BIKE!
One kid is going
bike riding in
HAWAII



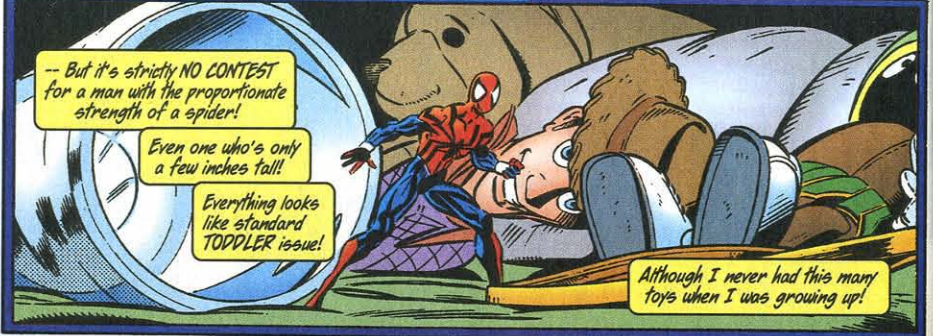
Here's How To Play!

(No Purchase Necessary)

- 1 Buy any form or flavor of Island Twists™ from Kool-Aid®.
- 2 Look Inside for Winning Game Piece like this " " to see if you've won!



See Rules Summary For Details


Spider-Man is in a giant baby's room, looking at a giant baby's head. He is standing on a giant baby's foot.

-- But it's strictly **NO CONTEST** for a man with the proportionate strength of a spider!

Even one who's only a few inches tall!

Everything looks like standard **TODDLER** issue!


Although I never had this many toys when I was growing up!

Spider-Man is flying through the air, looking up at a bright sun.

Wonder what kind of wattage they have in that overhead bulb?


Seems as bright as a miniature sun!

Guess it won't bother me as long as I don't stare upward!


Spider-Man is hanging from a web, looking up.

I just hope this room isn't located somewhere in the **SUBURBS** --

-- because I've got to find a way to reach **AVENGERS MANSION** or **FOUR FREEDOMS PLAZA**!

Spider-Man is falling through a window, surrounded by debris and fire.

HANK PYM or **REED RICHARDS** will surely know how to restore me to -- **WHOA!**

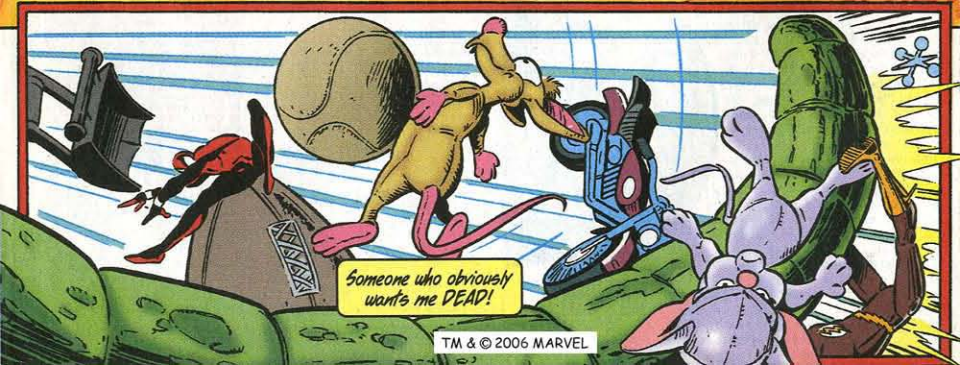
A large green dinosaur with red eyes and a long tail is breathing a stream of fire. Spider-Man is in a crouched position, dodging the fire. The background is a dark, stormy sky with lightning.

I may not be very
POLITICALLY CORRECT
or **PARENTALLY SAVVY** --

-- but even I'd hesitate to
give a three-year-old a toy
which shoots **REAL FLAMES**!

Looks like I didn't end up in
junior's jar by **ACCIDENT**!

Someone deliberately
PLANTED me here!

A cartoon scene showing a dead Spider-Man lying on the ground. A yellow bird-like creature is standing over him, holding a large brown ball. A purple rabbit-like creature is also present, holding a blue motorcycle. The scene is set in a grassy area with a blue sky and a small building in the background.

Someone who obviously
wants me **DEAD**!

HULKEN QUETINS

THE GRUDGE MATCH OF THE CENTURY... IN ANY TIMELINE!

Ever since *The Age of Apocalypse* ended, X-fans have been treated to such cross-worldly bouts as Cable versus X-Man, Sugar Man against Generation X, and of course, that meany-with-a-mind, McCoy taking on his alternate counterpart, the Beast! But now, it's time for the ultimate round between two of the most powerful mutants in any reality. That's right, it's time for the titanic tussle our fans have been screaming for...

At long last, Nate (X-Man) Grey is going toe-to-toe with that big orange heatmeiser, Holocaust!



X-Man may be the most powerful telepath this side of Xavier, but Holocaust may have enough in his punch to flatten the Hulk! Sounds like a fair fight, right? Well, except for one, teeny-weensy little detail: Holocaust is working for a new manager these days, who goes by the name... Onslaught!

Catch the title bout in X-MAN #17, with training by Terry Kavanagh and refereeing by Steve Skroce and Bud LaRose! This one's big enough to make Don King's hair stand up even straighter!

IT'S NOT EASY BEING GREEN

In 1992, HULK writer Peter David and artist George Perez collaborated on *Future Imperfect*, one of the most imaginative and simultaneously discomforting future glimpses of the Marvel Universe ever presented. Paralleling that dystopic view was the Hulk himself, now called the Maestro.

One of the cruelest, most barbaric dictators the Earth had ever seen, he was defeated and the populace liberated only through the efforts of the present-day Hulk, who beat the mean green guy by, of all things, detonating a gamma bomb in his immediate vicinity (and we do mean "immediate"). Now, the sequel Hulk-fans have been clamoring for ever since is about to begin.

Janis, Rick Jones's granddaughter from the future, has been pursued through time by a mysterious enemy. The only guy who can save her? The Incredible Hulk (well, duh). Only problem is, he's dead (courtesy of a gamma bomb which exploded in his immediate vicinity, 'natch!). Who can save her from her dark pursuer? And does the arrival of a mysterious, giant green guy mean the Hulk's alive and back on the scene? You'll find out if you pick up INCREDIBLE HULK #443, written by Peter David (he's no greenhorn), with art by Angel Medina and Robin Riggs (TM & © 2006 MARVEL have green thumbs).



SAY, DOES ANYONE REMEMBER THAT "TRAITOR" THINGEE?

Way back in UNCANNY X-MEN #282, X-fans were introduced to the mysterious being known only as Bishop. Originating from our far-flung future, he was inadvertently pulled back to our time while stopping the deranged mutant, Fitzroy.

Well, his mission didn't end there. Coming face-to-face with the legendary X-Men, he gained the opportunity to save his childhood heroes from a traitor within their midst, a turncoat destined to destroy the team and forever upset the balance between mutants and humanity. A traitor who's identity history failed to record.

Until now.

That's right! The mysterious Onslaught will at last emerge from the shadows. His heralds, Post, The Mimic and the Blob, have already thrown down with the X-Men's x-tended family. What chance do they have against the real McCoy?

Who is this terrible someone? What self-respecting X-Man could be capable of such evil, unspeakable acts as Onslaught has already committed, and will in the near future? We'll give you just two hints: He/she has been a member of the X-Men for a looong time, and the answers can be found in X-MEN #54. Intrigue and mystery are supplied by Mark Waid, with revelations courtesy of Andy Kubert and Cam Smith. This one's a milestone, kids!

WHAT IF?



For years, fans have been treated to exciting, terrifying, sometimes even bizarre glimpses of other realities courtesy of WHAT IF? Worlds where Logan never became Wolverine, or Captain America was never revived by the Avengers.

Now, WHAT IF? is about to undergo a major transformation, becoming darker, grittier, and a whole lot scarier. Says editor Kelly Corvese, "The most exciting part about working on a book like WHAT IF? is the unlimited potential to tell stories from your imagination - staying true to character but straying as much as possible from continuity. With each issue, we're trying to create a new world, a new locale like the one you're used to, yet alien in almost every sense of the word."

The all-new look of the book begins in issue #87, entitled *Cat and Mouse*. Sabretooth has escaped his basement prison in the Xavier Institute, and is getting the chance to tear into the X-Men he never got in our reality. "It's scary stuff," says Corvese, "and it doesn't turn out the way you'd expect."

Look for the beginning of the unbelievable, with story by Dan Abnett and Andy Lanning, with terrifying art by Frank Terani!

UP & COMING COMICS:

CHECKLIST FOR MAY 22

DOOM 2099 #13 Doom must make the ultimate choice: save Earth from total destruction, causing Latveria to fall, or rescue his homeland and people at the expense of the free world. What do you think he's gonna decide? By John Francis Moore and Jeff Lafferty!

INCREDIBLE HULK #443 The return of... who the heck is this guy? Yeah, he's big, and he's green, but what does that prove? By Peter David and Angel Medina!

IRON MAN #339 Young Tony Stark runs the gamut of challenges in this one! Marvel as he learns the final fate of Stark Enterprises, comes face to face with the last surviving member of the Stark clan, and must defeat the nastiest villain who's haunted him since his resurrection! By Terry Kavanagh and Jimmy Cheung!

PUNISHER #9 The Don Geracy family is torn asunder by an enemy from within! What's a poor ol' Punisher to do? By John Ostrander and Tom Lyle!

THE ADVENTURES OF SPIDER-MAN #A Straight from the TV show, all-new animated Spider-adaptation by Neil Yanof and Alex Savaki!

GREEN GOBLIN #10 Things are bad enough for the Goblin when the Daily Bugle sees its sights on him - imagine how much worse he's about to feel now that Arcane's on the way! By Tom DeFalco and Scott McDaniel!

SPIDER-MAN #70 A sudden and violent crime

spree erupts in Manhattan, signaling the arrival of a deadly, mysterious new crime lord. More powerful than the Kinship, more advanced than the Hand, this one, shorty after the marriage of Cyclops and Phoenix, the X-Men's deadliest guest has escaped and gone on a killing rampage - Sabretooth! What's worse, the only X-Man standing between him and the outside world is poor little Jubilee. By Dan Abnett & Andy Lanning, and Frank Terani!

EXCALIBUR #89 Onslaught pays a visit to a member of St. Louis's Hellfire Club, Pete Wisdom take the air out on Black Air's sails, and Douglock - or what's left of him - is revealed! By Warren Ellis and Casey Jones!

WHAT IF? #87 First issue in a whole new direction for the only book that regularly goes where no other has! The last time these guys went toe-to-toe, an entire world trembled and collapsed around 'em! By Terry Kavanagh, and Steve Skroce!

X-MAN #17 It's round two between two of the most powerful mutants in any reality: X-Man versus Holocaust. The last time these guys went toe-to-toe, an entire world trembled and collapsed around 'em! By Terry Kavanagh, and Steve Skroce!

X-MEN #54 At last, after literally months of battles, Onslaught not only arrives in force, but his true identity is even revealed! One of the biggest shocks you'll ever feel, guaranteed! By Mark Waid and Andy Kubert!

WISH LIST

I'll worry about the
WHO and WHY later!

Right now I've got
a DINO to dump!

YO,
SMOKY! I
HATE TO GET
PERSONAL --
-- BUT
YOU REALLY
OUGHTA SWITCH
TO A BLAND
DIET!



IT'S OBVIOUS
YOU SUFFER FROM BAD
HEARTBURN!

AND YOUR
BREATH --
STINK-OOO!



MAYBE A
LITTLE WEBBING
WILL HELP IMPROVE
THE AIR QUALITY
IN HERE!

THWAP

OOPS!
MY
MISTAKE!



GUESS I
SHOULDN'T HAVE
PLUGGED UP YOUR
ONLY OUTLET FOR THE
RELEASE OF PENT-UP
FRUSTRATION!



Somersaulting backwards with all the grace of a lopsided elephant --

-- I avoid **MOST** of the concussive blast!

Most, but not **ALL**!



I'm still trying to nudge my **BRAIN** back on-line when my head suddenly renews its **POUNDING**.

Trouble is, I'm too dazed to decide if it's another **MIGRAINE** --

-- Or a **WARNING** from my Spider-Sense!



TRUST ME, THE REAL FUN HASN'T EVEN **BEGUN**!

NOW THAT YOU'RE STAYING IN **NEW YORK**, AND ACCEPTED A **STAFF JOB**, I EXPECT MY **MONEY'S** WORTH OUT OF YOU, **PARKER**!

YOU SHOULD HAVE REPORTED FOR WORK AN **HOURLY** AGO!

BUT, **JONAH**, MY SHIFT DOESN'T START FOR ANOTHER **TWENTY MINUTES**!

HARRUMPH! YOU'LL NEVER MOVE UP IN THE CORPORATE WORLD BY WATCHING THE **CLOCK**, **YOUNG MAN**!

URICH! PARKER WILL ASSIST YOU ON YOUR **GANGLAND STORY**! FILL HIM IN!

NICE WORKING WITH YOU AGAIN, **PETER**!

BY THE WAY, THIS IS MY NEPHEW, **PHIL**. HE'S **INTERNING** FOR ME!

PLEASURE TO MEET YOU -- **UGNNN**!



WHOA! I USUALLY ONLY GET THAT KIND OF REACTION FROM PEOPLE WHO ALREADY **KNOW ME**!

SORRY, **PHIL**! I GUESS I'VE GOT A **HEADACHE**!

AFTER WALKING AROUND WITH OUR **ESTEEMED PUBLISHER**, THAT'S HARDLY A **SURPRISE**!




I JUST HOPE I'M NOT COMING DOWN WITH ANYTHING I'M **LIABLE** TO PASS ON TO **MARY JANE**!




I must be more
POPULAR than
I thought!

Someone sure went to a lot of
TROUBLE -- not to mention
EXPENSE -- for little ol' ME!

Of course, it could be
someone who only bears
PETER a grudge from
the days when he played
wall-crawler!



SPIDER-SENSE
reacting to an
attack from
behind --!



Wayoooooooooooo!

Wish they had toys like
this when I was a kid!

Whoops! I accidentally leaped
right into the arms of some
second-rate MR. FANTASTIC!

Gotta THINK! Who do I know
capable of MASTERMINDING
an operation of this scope?

DOCTOR
DOOM?

THE TERRIBLE
TINKERER?

ALISTAIRE
SMYTHE?

And, of course,
there's always...



FREE COMICS!

IT'S OUR 10TH
BIRTHDAY BUT **YOU**
GET THE PRESENTS!

1. Order \$30-\$49⁹⁹ & get **2 FREE** comics worth \$5!*
2. Order \$50-\$99⁹⁹ & get **5 FREE** comics worth \$20!*
3. Order \$100 or more & get **15 FREE** comics worth \$50!*
4. **BONUS!** All orders postmarked, faxed or phoned by July 15th get a **FREE Exclusive Limited Edition Comic!**

* All comic book values are based on the prices in Wizard Price Guide #57 (May 1996). Important: All free comics will be chosen by American Entertainment. Order totals are before shipping.



Best-Sellers

- Angela Trade (Issues #1-3) \$9.95
Contains the entire Angela mini-series!
- Batman: Contagion Trade \$12.95
The entire 11-part storyline! 264-pgs!
- Batman/Spidey (Reg. \$5.95) \$3.95
DC vs. Marvel 2(2nd), 3(4), 1st) \$3.95
- Gen¹³ Trade (Mini-series #1-5) \$12.95
** One of our best-sellers! Stunning art!
- Lady Death Trade (1st mini) \$10.95
Contains the rare first mini-series!
- Marvel vs. DC Trade (320-pgs) \$22.95
Shi Trade (Revised - issues #1-4) \$14.95
Contains Shi #1-4 by Bill Tucci!
- Spawn Trade (Issues #1-5) \$12.95
Contains issues #1-5 by Todd McFarlane!
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A classic story! Art by John Byrne!
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Contains the 1st appearance of Wolverine, Rogue, Mr. Sinister & Gambit! 96-pgs!
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Key Issues

- Arcadia 3 (1st Ghost) \$2
Cyblade/Shi 1 (1st Witchblade) \$2
Darker Image 1 (1st Maxx) \$1
Deathmate Black 1 (1st Gen¹³) \$5
Marvel Comics 72 (1st Weapon X) \$1
Powers That Be 1 (1st Fatale) \$3
Spawn 9 (1st Angela) \$5
Steel Harbor 1 (1st Barb Wire) \$1
Uncanny X-Men 316 (1st Gen X) \$1
Youngblood Strikefile 1 (1st Glory) \$1
X-Men: Alpha 1 (2nd Print) \$3
The first Dark Beast & Holocaust!

Limited Comics

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An exclusive limited edition photo cover!
Cyblade 1 (Limited Edition) \$5
Hot! Includes a certificate of authenticity!
Very rare Bill Tucci exclusive cover!
Lady Death #1/2 (Limited Edition) \$25
Hot! Includes a certificate of authenticity!
Only 5,000 printed! Metallic gold logo!
Medieval Spawn/Witchblade 1 (Gold) \$5
Only 5,000 printed! Metallic gold logo!
Vampirla Strikes 1 (Limited) \$5
An exclusive photo cover! Very scarce!
X-Men Phoenix Resurrection #0 \$5
Exclusive limited edition X-Men comic!

New Comics

- Angela/Glory: Rage of Angel 1 \$3
Artemis: Requiem 1 (DC's bad girl!) \$2
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JUST
LOOK AT
THE POOR
BEWILDERED
BUFFOON ---!

HE HAS
NO IDEA WHO
IS BEHIND HIS
TORMENT, OR
EVEN THE TRUE
NATURE
OF IT!

HE DOESN'T
EVEN SUSPECT
THAT YOU AND I
WERE RECENTLY PLACED
IN THE SAME HOLDING
CELL WHILE WE AWAITED
ARRAIGNMENT FOR
OUR MOST RECENT
CRIMES...*

THANKS TO
A LITTLE FORESIGHT
ON OUR PART, WE WERE
SOON JOINED BY ONE
OF YOUR ROBOTIC
ASSOCIATES --

* AFTER THE EVENTS
IN SPIDER-MAN
#65 -- Ralf the Warden

-- WHO
HELPED US TO
EMBARRASS THE
AUTHORITIES!

WE QUICKLY
RETIRED TO THIS
WAREHOUSE... WHERE
I HAD PREVIOUSLY BUILT
THIS ENORMOUS SET... FOR
A WEEKLY SCIENCE FICTION
SERIES... FOR MY
DORMANT TELEVISION
NETWORK!

I STILL
BELIEVE MY
SHOW WOULD
HAVE BEEN A
REAL RATINGS-
SMASH --

-- BUT
I'M MORE
THAN WILLING
TO SETTLE FOR
A SMASHED
SPIDER!

I UNDERSTAND THAT CAPTURING THE WEB-SWINGER INVOLVED A ROOFTOP CHASE ---

--- BUT A PAIR OF YOUR LITTLE FRIENDS EVENTUALLY DID MANAGE TO SUBDUDE HIM BEFORE HE RECOGNIZED THEM!

WE BOTH DESERVE A BREAK AFTER ALL OUR HARD WORK, ARMADA!



I SUGGEST YOU JUST SIT BACK, AND ENJOY THE SHOW ---!



"ENJOY IT, MYSTERIO!"



"ENJOY IT?!"

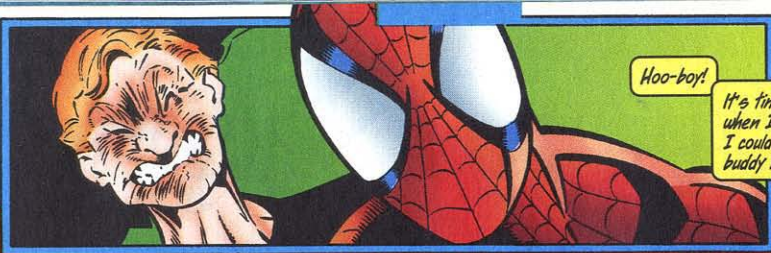


HOW AM I SUPPOSED TO DO THAT WHILE SPIDER-MAN IS MURDERING MY FRIENDS...

...THE ONLY TRUE FRIENDS I EVER HAD?!

ALL RIGHT/ ALL RIGHT/ IF IT WILL STOP YOUR INCESSANT WHINING, I'LL KICK THE FESTIVITIES INTO OVER-DRIVE ---!





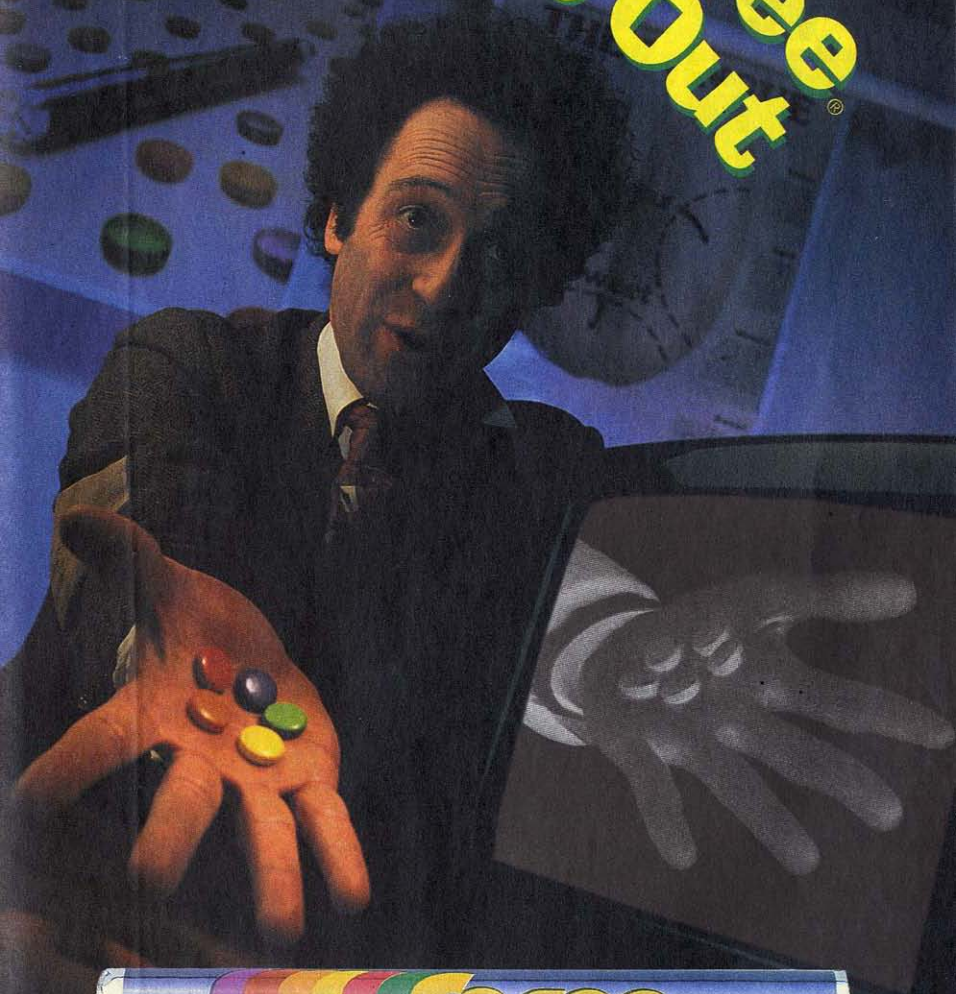
Hoo-boy!

It's times like THIS
when I really wish
I could give my good
buddy PETE a call --

-- and ask him if
he wants his OLD
JOB back!



**Know Your Spree
Inside Out**



Sweet on the outside, sour on the inside.

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A comic book panel showing a chaotic battle scene. Wolverine is in the upper left, Spider-Man is in the center, and Iron Man is on the right. Wolverine is shouting, Spider-Man is looking down in shock, and Iron Man is looking on. Wolverine is holding a small, glowing object. Spider-Man is holding a wooden staff. Iron Man is holding a sword. Wolverine is looking at Spider-Man with a determined expression. Spider-Man is looking at Iron Man with a shocked expression. Iron Man is looking at Wolverine with a determined expression. Wolverine is shouting, Spider-Man is looking down in shock, and Iron Man is looking on.

Who am I kidding?

Though the ODDS are overwhelmingly against me --

-- and my situation needs drastic improvement before it could even be rated IMPOSSIBLE --

-- I've never felt so ALIVE!

IT ISN'T WORKING, MYSTERIO! HE'S GONE ON A KILLING FRENZY!!

For five years, I believed I was Pete's clone!

I wandered this country in a total FLUNK --

-- without HOPE, DIRECTION or PURPOSE!

But my days of living with despair are OVER!

If someone can SHRINK me to this height --

-- I know that I can eventually find a way to REVERSE the process!

DO SOMETHING, MYSTERIO!

DO SOMETHING!



AUNT MAY
once taught
me --

-- at least
I think it
was ME --

-- although it might
have been PETER --

-- that only a WEAKLING quits
when the going gets rough!

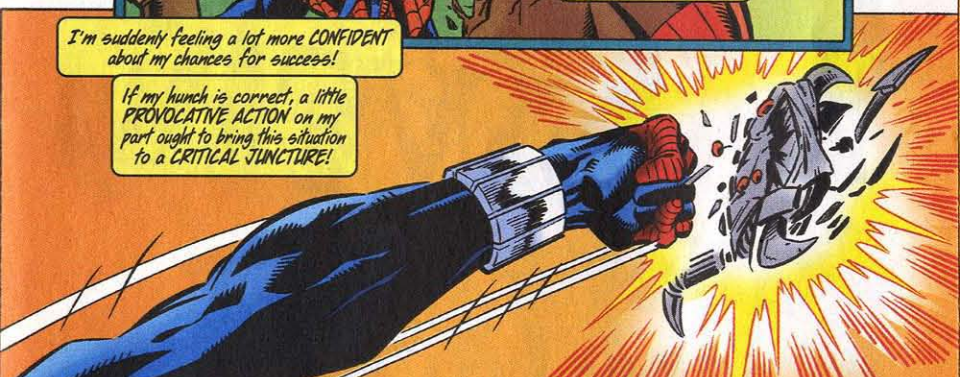
We PARKERS are much tougher than
most people think, and -- HEYYY!



Now there's a familiar-
looking DOOHICKEY --!

I'm suddenly feeling a lot more CONFIDENT
about my chances for success!

If my hunch is correct, a little
PROVOCATIVE ACTION on my
part ought to bring this situation
to a CRITICAL JUNCTURE!



--
DID
YOU SEE
THAT?!

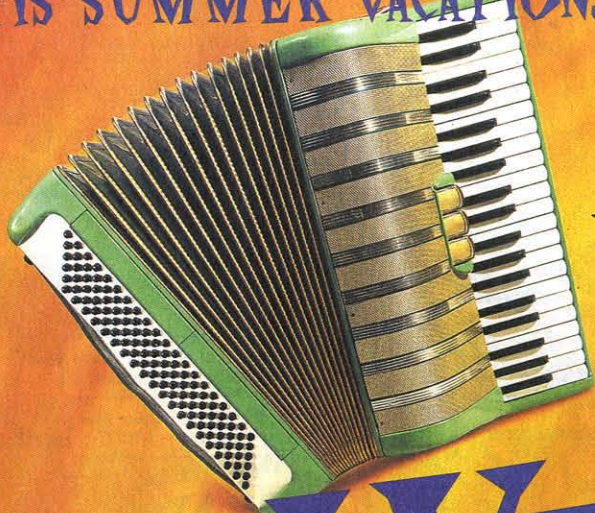
H-HE
KILLED
LAURIE!

POOR,
SWEET
LAURIE!

TRY TO
REMAIN CALM,
ARMADA! IT
WAS ONLY A
MECHANICAL
DEVICE!

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THIS SUMMER VACATION...



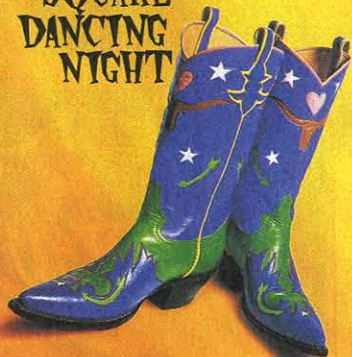
NO
FAMILY
TALENT
SHOW

WE
SWEAR.



NO ARTS
AND CRAFTS
HOUR

NO
SQUARE
DANCING
NIGHT



JUST A REALLY
COOL
SWEEPSTAKES
WHERE
YOU CAN
WIN
A PART
WITH
SPIDER-MAN.
ON HIS
OWN
TV SHOW!*



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ONLY A
MECHANICAL
DEVICE?!

SHE

WAS

MY

FRIEND!

Lookee who I
just flushed
out of hiding!

STOP THIS
SENSELESS
SLAUGHTER!

ENOUGH!

-- BUT
THAT'S NOTHING
COMPARED TO
WHAT I'VE GOT
PLANNED FOR
YOU!

SLAUGHTER?!

THAT'S A
BIT OVER THE
TOP, ARMADA --
EVEN FOR A HEAD-
CASE LIKE
YOU!

I MAY HAVE
SMASHED A FEW
OF YOUR L'IL
PLAYMATES --

YOU DON'T
UNDERSTAND! NO
ONE DOES! MY
DARLINGS ARE SO
MUCH MORE THAN
MERE ROBOTS!

THEY'RE
DISTINCT
INDIVIDUALS
WITH THEIR OWN
PERSONALITIES
AND QUIRKS.

SURPRISE!

AND I'LL BET
THEY EVEN SEND
YOU CARDS ON
FATHER'S DAY!

WHA --
WHAT ARE
YOU DOING
TO ME?!

A comic book panel showing Spider-Man in a high-tech room. He is surrounded by computer monitors and equipment. A large yellow robot is in the background. Spider-Man is in the foreground, looking up at the robot. The room is filled with green smoke or mist. Spider-Man is wearing his red and blue suit. The robot is yellow with a blue visor. The room has a futuristic, industrial feel.

SIMMER DOWN, SPUNKY!

WE'RE GOING ON A LITTLE JOYRIDE!

WHILE I'M SURE YOU'RE THE ONE WHO JURY-RIGGED THE TOYS --

-- AN ILLUSION THIS DETAILED AND DERANGED REQUIRES AN INDIVIDUAL WITH A REALLY TWISTED IMAGINATION!

I'VE GOTTA GIVE YOU **CREDIT**, MYSTERIO! YOU ALMOST HAD ME **FOOLED!**

I ESPECIALLY LIKE THE GIANT-SIZED **MECHANICAL KID**, AND THE WAY YOU DISGUISED THIS **OBSERVATION ROOM** AS A BLAZING OVERHEAD LIGHT FIXTURE!

A MASTER SHOWMAN LIKE MYSELF USUALLY LIVES FOR **PRaise** SUCH AS THAT, WEB-SWINGER --

-- BUT, IN THIS PARTICULAR CASE, I REALLY WOULD HAVE PREFERRED TO SEE YOU **DEAD!**

Awww! I'M SORRY IF I DISAPPOINTED YOU!

DON'T BE! THOUGH YOU HAVE MANAGED TO SURVIVE, AND FRUSTRATE ME YET AGAIN, I AM CONFIDENT THAT I WILL EVENTUALLY DEFEAT YOU!

AND I ONLY HAVE TO WIN **ONCE!**

Uh-oh! He's diving into a cloud of his concealing mists!

I'm not exactly sure **HOW** he projects this protective cover!

All I know is that it gives him **TWO** very distinct advantages.

His suit contains a built-in device which allows him to **SEE** through this mess --

-- and these mists somehow manage to deaden my **SPIDER-SENSE**!

Am I discouraged?

NO WAY!

I'm a tricky little devil!

With my spider-like speed and reflexes, I'll just weave a **WEB OF FISTS** around him --

-- swinging like **MAD** --

-- until I eventually make **CONTACT** and --

-- **WHOOPS!** Feels like I knocked his **FISHBOWL** clean off his shoulders --

-- and his **HEAD** was still inside it!

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- ☐ DDV Daredevil
- ☐ FAN Fantastic Four
- ☐ GHR Ghost Rider
- ☐ INC Incredible Hulk
- ☐ IRM Iron Man
- ☐ PNS The Punisher
- ☐ SIL Silver Surfer
- ☐ THR Thor

X-Men

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

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At least I **THOUGHT** it was his head!
Hoo-boy! Talk about embarrassing!
I don't know if the real **MYSTERIO**
was ever truly here --

-- or if he just
SUBSTITUTED
this life-sized
decoy while I was
swatting air!

THAT LYING,
CHEATING --!

H-HE
USED ME!

HE
PLAYED ME
AND MY
FRIENDS FOR
FOOLS!

DOESN'T
SOUND LIKE MUCH
OF A **STRETCH** TO ME!

Y'KNOW, ARMADA... YOU
REALLY SHOULD GET
OUT MORE!

AT
LEAST I HAD
AN **EXCUSE** FOR
MISTAKING HIS
HYPERACTIVE
ACTION FIGURE
FOR THE REAL
DEAL!

GOT
TO HAND IT TO
OL' **MYSTERIO**,
THOUGH...

...HE
USUALLY
KEEPS YOU
GUESSING!

AND HE'S
ALWAYS GOOD
FOR A FEW
LAUGHS!

HAHA... HA

WHAT
A JOKE!

AFTER
TAKING A JOB
AND MOVING ALL THE
WAY TO PORTLAND,
OREGON...

...MARY
JANE AND I
FINALLY REALIZED
THAT WE BELONG
BACK HERE IN
NEW YORK!

I'M
JUST LUCKY
THAT JOLLY JONAH
JAMESON HAD THAT
OPENING FOR ME
AT THE **DAILY BUGLE!**

IT'S
SO HARD
TO ACCEPT
THE FACT THAT
SHE'S REALLY
GONE --

OH!!

BUT IT
REALLY FEELS
WEIRD TO BE
LIVING IN AUNT
MAY'S HOUSE
AGAIN!

I KEEP
EXPECTING
TO SEE HER
WHenever I
LOOK UP!

ARE
YOU ALL
RIGHT,
PETER?

WHAT
HAPPENED?

I...I'M
FINE... ALTHOUGH
I FEEL LIKE A
FIRST-CLASS
KLUTZ!

A
DINNER PLATE
SLIPPED OUT OF
MY HAND WHILE I
WAS UNPACKING
IT!

YOU
SURE IT'S
NOTHING?

NOTHING
A LITTLE
COORDINATION
COULDN'T
HELP!

I HATE
TO KEEP SECRETS
FROM MARY JANE,
BUT I DIDN'T WANT TO
ALARM HER WHILE SHE'S
STILL CARRYING
OUR BABY!

I
CAN'T DENY
IT ANY LONGER!
I'M NOT SURE WHAT'S
HAPPENING, BUT
SOMETHING'S DEFINITELY
WRONG WITH
ME --

-- AND
IT COULD BE
SERIOUS!

NEXT ISSUE:
THE LETHAL DEBUT OF
DELILAH!

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RALPH MACCHIO MARK BERNARDO

Editor Assistant Editor

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

Dear Spider's Web,

In my opinion, AMAZING #409 was the height of the "Return of Kaine" storyline. There were some great battle scenes, and I like to think that all this Great Game stuff is leading up to something bigger. I also believe that the relationship between Kaine and Shannon is going somewhere. But I guess only you guys know for sure.

I have an idea about something else which was shown in this issue, namely the skeleton in the Spider-Man costume that was found in the smokesack. Well, I think I know where it came from. As I'm sure you'll recall, Spidey fought Venom on a deserted island a few years back. He managed to make Venom believe he was dead by leaving a cadaver with some scraps of his costume there. Could someone have discovered it and be using it to play a trick? Or is it a final taunt from the late Miles Warren? You people might have to take us through a whole new clone storyline to answer this. Either way, I hope you have both Peter and Ben play a role in figuring this out.

By the way, great issue over-all. Until they find another Spidey skeleton in an Indian burial ground, Make Mine Marvel!

Matt Billings
104 Tucker Circle
Monticello, GA 31064

Interesting theory on the origin of the skeleton, Matt! Several readers remembered that red hering from AMAZING #347, and postulated that it might be the skeleton in the smokesack. SENSATIONAL #3 showed that this was not the case... but it's nice to know we've got so many Spider-fans unafraid to do their homework!

Dear Spider's Web,

I just finished reading AMAZING #409 and I had this sudden urge to write in (once again), and to congratulate you on a terrific job. Mark Bagley's art rules. He inspires me to become an artist one day. The "Return of Kaine" is one of the best stories I've read this year. I just know you guys wouldn't let a great character like Kaine go to waste so easily. He happens to be my favorite Marvel character. I see him as a hero, who deserves more than he gets, even though he has committed crimes. I really loved how you made Kaine look really weak, and still manage to beat the crap out of the Rhino. I was really disappointed in how Reilly wanted to put Kaine behind bars. Instead, they should become allies for once and stop their feud. Now for the few complaints that I

have:

1) Things were cool when you had Ben Reilly as Spidey, duking it out with super-villains, but now, you had to bring this skeleton onto the scene. Give the readers a break from this clone business! I also hope you're not gonna say that the real Parker is dead, and all that's left are his clones! This is starting to suck!

2) You still haven't given Kaine his own limited series! I would buy it even if every issue cost five smackeroos!

Until Kaine rules the Marvel Universe, Make Mine Marvel!

James Michael Sadek
(Address withheld by request)

James, we get the distinct impression you really like this Kaine fellow! Hate to break it to you, buddy, but Ben Reilly and Kaine aren't gonna be buds anytime soon. How willing would you be to bury the hatchet with someone who framed you for murder and made your life hell for five years?

As for your complaint about the clone storyline's longevity, it's far from the only one we've heard. You should have noticed by now that the skeleton mystery, though not fully resolved, has faded to the background while we focus on some classic Spider-Man adventures with Ben Reilly, before shaking things up for Peter and Ben...one last time.

A Kaine limited series? We're certainly open to the idea! All you Kaine-maniacs are hereby encouraged to deluge us with mail!

Dear Editor,

Let me start by saying that my grandfather bought me my first comic book when I was eleven years old. That book was issue #250 of AMAZING SPIDER-MAN. Now, as a twenty-three-year-old medical student, I have every issue since then. I have seen many changes in the life of Spider-Man, but none have hit so close to the original appeal of the book as the Ben Reilly storyline.

The events that affected Peter Parker over the years changed his personality. The weight of the world finally came to rest squarely on his shoulders. This isn't the case with Ben. His attitude is a return to the snappy, witty, mouth-running Spider-Man whose whole demeanor is a mask for the insecurities and mishaps of his personal life. Ben isn't perfect. He is just a guy who puts on a suit because it's the right thing to do.

Ben is the hero we all want to be: calm and funny under pressure, but just

like the rest of us, has no idea of what he's doing from day to day in his life. This has always been the appeal of Spider-Man to me; he is someone I can relate to. Girl trouble? Tell me about it. Money problems? All the time. Super-villains? Well, you get the picture.

I don't know what the future holds for Ben Reilly, but I hope he sticks around. He feels just like an old friend.

Trey Dubose
135 Cannon Street, Apt. R
Charleston, SC 29403

We're always happy to hear from someone who's supported us through the controversial storylines... and especially someone who states it in such a concise, heartfelt way. Our view of Ben Reilly is pretty much exactly yours — and it's nice to know that our intentions are coming across clearly to some of you!

Dear Marvel,

Re: AMAZING SPIDER-MAN #409.

Another fantastic issue! The writing and art on this book are both fresh and interesting. It has the feel of Spidey from the Silver Age, yet stands on its own. We've seen the web-slinger fight new villains (i.e. Palestar, Joystick) and classic villains (i.e. Mysterio, Rhino).

The circumstances involving the costume-wearing skeleton should prove very interesting and exciting. While it is often discussed what impact people like Tony Stark and Henry Pym have had in the Marvel Universe, the impact some of the villains, such as the Jackal, have had hasn't really been discussed until recently. It will probably take many years (and hopefully, many interesting stories) for the wall-crawler to uncover everything that the good Professor Warren did.

Lloyd A. Grant
(Address withheld by request)

The Jackal, even in death, does indeed continue to affect the life of our favorite web-slinger, as evidenced by the skeleton mystery. It remains to be seen if we've truly witnessed his last laugh!

NEXT ISSUE:

While Peter Parker battles a mysterious illness in the hospital, Spider-Man battles a mysterious new female assassin! Who is the deadly Delilah — and what's her connection to Shirley's shady ex-husband whom we met this issue? Join Tom, Mark, Larry, and the gang in thirty to find out!

BREAK TIME!

Fill in each row with a five-letter word. When you're done, read down the columns for a surprise.



OPPOSITE OF BELOW



WHAT'S SHOWN HERE

OPPOSITE OF SOUR

Hey, when you're finished with these puzzles, give your brain a break and have a



KitKat bar. Crisp wafers in creamy chocolate. What's there to think about?

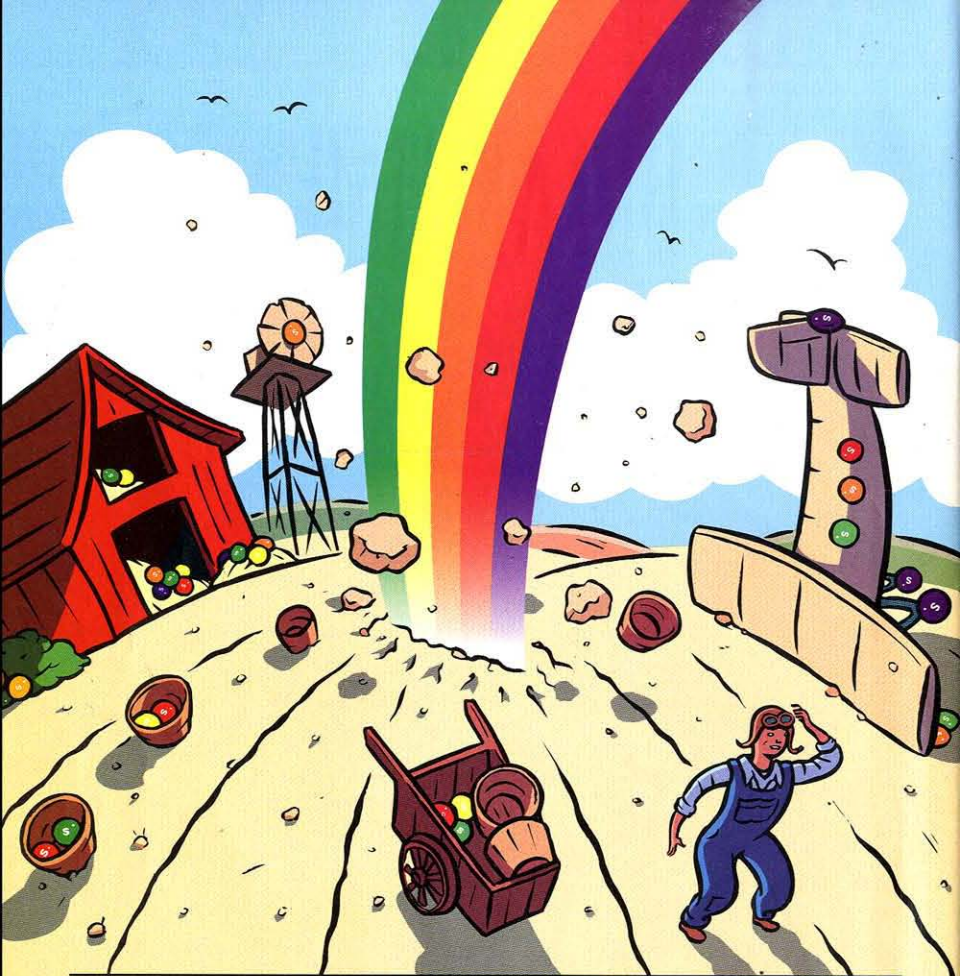
Find something whose name has "Kit" in it.



ANSWER:
KIT

Find things that start and end with the same letter.





HELP THE FARMER FIND HIS SKITTLES®

Our farmer has the perfect combination of SKITTLES® to grow another rainbow-but where are they? Can you find the one group of five SKITTLES® that'll make a rainbow?

TASTE THE RAINBOW.®

