

MARVEL
COMICS



SPIDER-MAN

SEP '96 415

AVENGERS

IMPACT

2

THE AMAZING SPIDER-MAN

THE
SENTINELS
TAKE
MANHATTAN!

DIRECT EDITION

41511



7 59606 02457 5

\$1.50 US \$2.10 CAN

FIRST THINGS FIRST. YA GOTTA LOOK FOR THE BURST.

Cuz hidden amongst all these mega hang-tennin' wave-warriors is a pack of

Starburst

Yea, these chillin' cowboys can't resist the kicking, awesome, fruity taste of **STARBURST®** Fruit Chews either. But one of 'em dropped a pack into these monster-sized shark-infested waters and we can't find it. See if you can, but do it quick, those sharks look hungry!

FIND THE **Starburst!
SNAG IT UNDER:**

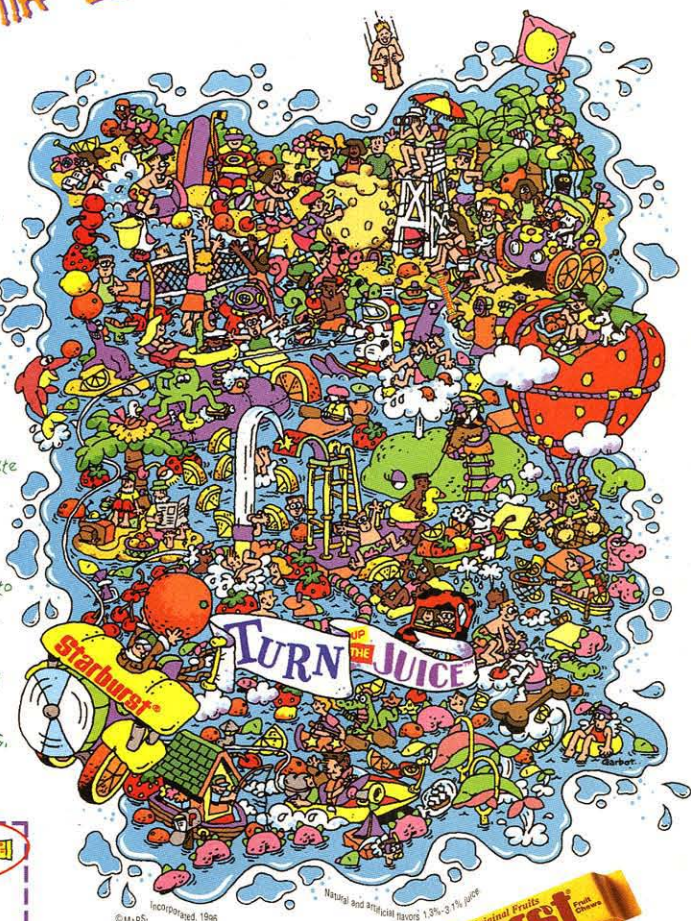
5 minutes = starfish

3 minutes = dolphin

2 minutes = cliff diver

30 seconds = **BIG KAHUNA**

* Hey, see if your friends can do any better!



**TURN
UP THE
JUICE™**

HE CALLS HIMSELF
PETER PARKER,
AND HE'S BEEN HAVING
A REALLY BAAAD WEEK.

IF YOU WANT TO GET
TECHNICAL, HIS REAL
PROBLEMS STARTED A
FEW MONTHS AGO WHEN...

...HIS WIFE BECAME
PREGNANT.

HIS BELOVED AUNT
MAY PASSED AWAY.

TESTS PROVED THAT HE
WAS ACTUALLY THE CLONE
OF THE ORIGINAL PARKER
(AND THE REAL SPIDER-MAN.)

AND FINALLY, HE
LOST HIS OWN
SPIDER-POWERS.

AND THIS WEEK
HE ALMOST DIED.

THANKFULLY, HIS NEAR-DEATH
EXPERIENCE HERALDED THE
UNEXPECTED RETURN OF HIS
SPIDER-POWERS -- THOUGH
THOSE POWERS HAVE PROVEN
ERRATIC AND UNRELIABLE.

WHEN YOU CAN EASILY
IMAGINE THE POOR GUY'S
RELIEF TO CHECK OUT OF
THE HOSPITAL AND HEAD
FOR HOME.

AFTER ALL HE'S SUFFERED,
HE FIGURES THE WORST
MUST BE BEHIND HIM.

HE BELIEVES HE'S
FINALLY SAFE.

MAN, IS HE
WRONG?

STAN LEE
PRESENTS
A TALE OF
TRAGEDY AND
TRIUMPH.

SPIDER-MAN

WRITTEN BY

TOM DEFALCO

PENCILLED BY

MARK BAGLEY

INKED BY

LARRY MAHLSTEDT & AL MILGROM

LETTERED BY

RS & COMICRAFT

COLORLED BY

BOB SHAREN

ENLARGED BY

MALIBU

EDITED BY

RALPH MACCHIO

BY ORDER OF
ONSLAUGHT, THIS
CITY IS UNDER
MARTIAL LAW!

MURDERED BY

BOB HARRAS

AND STARRING:

**THE AMAZING
SPIDER-MAN!**

ALL MUTANTS AND
ENHANCED HUMANS
ARE HEREBY
COMMANDDED TO
SURRENDER --

-- OR SUFFER
IMMEDIATE
TERMINATION!

GET OUT
OF THE CAB,
MARY JANE!
WE CAN'T STAY
HERE!

A GIANT
SENTINEL IS
BLOCKING THE
59TH STREET
BRIDGE!

W-WHO
OR WHAT IS
ONSLAUGHT?

DON'T
KNOW! DON'T
CAKE!

YOUR
SAFE? ONLY
MY ONLY
CONCERN!

THE
AMAZING SPIDER-MAN®

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SENSORS
CONFIRM THE
PRESENCE --

-- QUARRY WHICH
HAS BEEN
TARGETED --

-- AND WILL NOW BE
EXTERMINATED!

P-PETER--!

I KNOW,
HONEY --

-- AND WE'RE
ALREADY
OUT OF
HERE!

**LOOK
OUT!**

HE'S STILL
FIRING, AND
SULLY!

QUARRY HAS MOVED
BEYOND EFFECTIVE
SENSOR RANGE.

THIS UNIT'S
PROGRAMMING
DICTATES THAT
THIS UNIT REMAIN
AT THIS POST

-- DISPATCHING
ANOTHER UNIT
TO CARRY OUT
TERMINATION
OBJECTIVE.

HANG ON,
MJ! THESE THIRTY
FOOT LEAPS
CAN BE A MITE
UNSETTLING --

-- ESPECIALLY
CONSIDERING
YOUR DELICATE
CONDITION --

-- BUT
THEY'RE OUR
E TICKET TO
THOSE DISTANT
ROOFTOPS!

SHRAK

Name : CHOMP!TM
 Fuel type : Gummi Savers[®]
 Known enemies : Snakes, spiders, dentists
 Weapons : Sharp teeth, slurpy tongue,
 Gummi-loogies
 Mission : To pig out. Or die trying.



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2. A check for \$2.50 S/H made payable to

Gummi Savers/CHOMP!

3. This completed Official Gummi Savers/CHOMP!

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PO Box 5785, Unionville, CT 06087-5785.

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CITY _____ STATE _____ ZIP _____

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S-SORRY
I PANICKED!

YOU THINK
ANYBODY
CAUGHT YOUR
NAME --

-- OR
GOT A GOOD
LOOK AT
US?!

NOT A
CHANCE!

THEY
WERE TOO
BUSY RUNNING
FOR COVER!

WHAT IS
THIS?!



THE
NEIGHBOR-
HOOD'S SWARMING
WITH ROBO-
CREEPS!

PETER!
DO YOU SEE
HERP!

THAT POOR
CHILD!

SHE MUST HAVE
BEEN SEPARATED
FROM HER PARENTS,
AND -- OH,
GOD!

THERE
COULD BE
HUNDREDS, MAYBE
EVEN THOUSANDS,
SPREAD
ACROSS THE
CITY!

WHY
ARE THEY
HEREP WHAT
DO THEY
WANTP

SHE'S
ABOUT TO
BE TRAMPLED
BY THAT FLEEING
CROWD --

-- AND
THERE'S NO
WAY WE CAN
REACH HER
IN TIME!

THERE'S ALWAYS A WAY!

BEFORE LEARNING THAT HE WAS PARKER'S CLONE, THIS PETER WAS SPIDER-MAN.

THE ONLY SPIDER-MAN.

HE WORE HIS WEBS WITH PRIDE, NEVER QUESTIONING WHAT HE COULD OR COULDN'T DO.

HE MERELY DID!

YEEK!

GOTCHA!

NO TIME TO CONGRATULATE MYSELF! I'VE GOT TO LOCATE THIS GIRL'S PARENTS, AND FIND A REFUGE FOR MARY JANE --

-- BEFORE I'M SPOTTED BY ANOTHER SENTINEL!

AND, EVEN AS PETER FEARFULLY GLANCES SKYWARD...

CHARLIE SNOW AND KEN ELLIS ARE IN THAT AREA, JONAH.

I'LL TRY TO REACH THEIR CELL PHONES.

WHERE'S THE BLASTED FANTASTIC FOUR DURING THIS CRISIS?

WE HEAR THERE'S SOME KIND OF SUMMIT ATOP FOUR FREEDOMS PLAZA!

THEY'RE TALKING WHEN THEY SHOULD BE DEFENDING US?!

THIS ONSLAUGHT CHARACTER SEEMS TO HAVE SET UP SOME KIND OF BASE IN CENTRAL PARK!

TELL REWRITE THERE'S WIDESPREAD LOOTING UPTOWN!

WHA -- ?

WHAT'S HAPPENING?!

IT-IT'S EITHER AN EARTHQUAKE -- OR SOMEONE'S DETONATED A BOMB!

IN THE CLUTCHES OF SINISTER

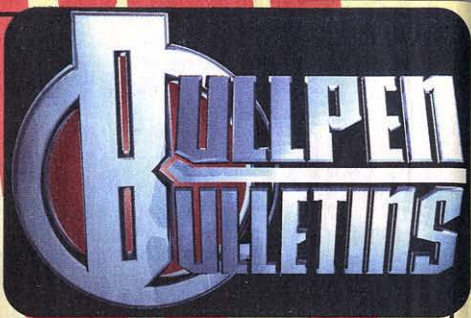


It's a mental meltdown in X-MAN #19 as Nate Grey faces-off with Sinister! In this lot-to-up to X-FORCE #57, Nate finds himself trapped in Sinister's lair! But this time the evil geneticist has something for him: control.

Sinister offers Nate the ability to control his own mutant powers, the very same powers which Sinister secretly covets! But at what price?

Meanwhile, something keeps distracting Nate...it's Young Franklin Richards, desperate to be free of Onslaught, calling out for help from the astral plane! Can Nate escape Sinister and get to Franklin in time?

You dare not miss this issue which ties in to AVENGERS 402, X-FORCE 58, and X-MEN 56!



THE PUNISHER AIN'T NO PATSY

Manhattan, Daytime. Frank Castle looks on as the world collapses around him. There are motionless Sentinels every-

where. Overhead, he can hear the buzzing of the S.H.I.E.L.D. Helicarrier as paratroopers swoop in and out of the stoic giants. Suddenly, a Sentinel springs to life!

It swipes at the Helicarrier, causing enough damage to send it falling from the sky! Frank Castle watches as the giant ship plummets into the Hudson River!

Home to the most technologically advanced weapons in the world, Castle knows the Helicarrier could lend a hand in the battle with Onslaught!

But someone else seems to be interested in those weapons too. Meet Rashid Hammer Jones. The baddest dude this side of PUNISHER #11! He and his boys, the Junkyard Dogs, are looking to score some black market cash...and the downed Helicarrier is just the place!

Will Castle be able to help the unsuspecting government agency that has a serious score to settle with him? Or will the mob-backed Junkyard Dogs get to it first? The answers lie within the pages of PUNISHER #11, brought to you by John Ostrander and Tom Lyle!



HEY YOU-OUT THERE IN T.V. LAND...

If you think Spider-Man's a swinger on Saturday morning, you won't want to miss THE ADVENTURES OF SPIDER-MAN! Drawn in our ever-popular animation style by artist Alex Saviuk, this is Marvel's only continuity-free Spider-Man title! And that leaves a lot less web detangling for both writer Neil Yontov and new readers alike!

This month, Peter Parker, photographer, is banished to the society pages! But the belle of the ball turns out to be a real surprise! It's the return of the Puppet Master, and the event is his stepdaughter's art exhibit! There's only one catch-daddy's not a huge fan of his daughter's date, Johnny Storm!

It's flame-throwing action as Johnny Storm, AKA The Human Torch, is attacked

by none other than his good friend...The Thing? Can Spider-Man snap out of the Puppet Master's curse in time to help his friend? Find out in issue #6 of SPIDER-MAN ADVENTURES!



ON SALE NEXT WEEK

INCREDIBLE HULK #41 As Manhattan buckles under Onslaught, the Hulk must join forces with his former teammates...Earth's Mightiest Heroes, the Avengers! By Peter David and Angel Medina!

IRON MAN #332 Is the threat of Onslaught too much for Quicksilver, Giant-Man, Black Panther AND Iron Man to handle? Find out as the young Tony Stark uses his high school history lesson on the Trojan War to deliver himself to safety! By Terry Kavanagh and Joe Bennett!

IRON MAN: THE LEGEND It's Marvel's 35th Anniversary and, this week, we pay tribute to the one and only Tony Stark with a 48-page spectacular devoted entirely to the life and loves (and costumes and companies, etc.) of the Invincible Iron Man!

PUNISHER #11 Frank Castle looks on as the S.H.I.E.L.D. Helicarrier is brought down by Sentinels. Will he help the innocent victims, or won't he? Find out if Castle actually has a heart as the Punisher and S.H.I.E.L.D. attempt to stop Onslaught! By John Ostrander and Tom Lyle!

WHAT IF #55 Is Reed Richards a traitor to his country? Did he willingly murder the rest of the Fantastic Four? Find out in this tale from a world not our own! By Ben Raab and Mike Miller!

THE ADVENTURES OF SPIDER-MAN #6 Peter Parker is assigned to photograph Alicia Masters' art exhibit, but art is not the only show on this bill. There's a sinister subplot show in town and only Spider-Man can stop it! By Neil Yontov and Alex Saviuk!

GREEN GOBLIN #15 Will the Green Goblin make it to his last issue? Not if Onslaught has anything to do with it! By Tom DeFecto and Josh Hoad!

SPIDER-MAN #72 As the Sentinels stomp Manhattan, Ben Reilly does the spider suit in an attempt to stop them. But Peter Parker realizes that not even Spider-Man could handle that alone! Peter must risk using his erratic powers to save the life of his friend, knowing full well that they could fail them both at any given moment! By Howard Mackie and John Romita Jr.!

EXCALIBUR #101 Find out how the tragic fate of Downlook will affect Excalibur forever! By Warren Ellis and Carlos Pacheco!

CHAM #18 Nate Grey comes face-to-face with his greatest enemy, Sinister! But will Nate succumb to the geneticist's temptations before he is thrust headfirst into battle with Onslaught? By Terry Kavanagh and Steve Skroce!

WISH LIST

DESIGN BY COMICRAFT

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!

HAT'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!



I'M AFRAID
THE NEWS IS
EVEN WORSE,
PEOPLE!

KWOOOM

IT'S THE
SENTINELS--!

THEY'RE
ATTACKING
THE BUGLE!

WE'VE
LOST LIGHTS...
POWER!

THAT METAL
MONSTER MUST
HAVE TARGETED
OUR ELECTRICAL
SYSTEM!

HE'S
TRYING TO
SHUT US
DOWN!

MEANWHILE,
UPTOWN AND
TO THE WEST,
IN THE DAILY
GRIND...

The
Daily
Grind

MOVE
IT, PEOPLE!
MOVE IT!

WE JUST
GOT WORD THAT
LOOTERS ARE
RANSACKING THE
NEIGHBORHOOD!

MAYBE
WE SHOULD
RETURN TO OUR
HOMES!

IT'S YOUR
CHOICE... BUT I
THINK YOU'LL BE
SAFER IN MY
BASEMENT!

YOU STAYING
OR GOING,
DESIREE?

I...
I CAN'T
DECIDE,
BEN!

WE'RE
NOT IN ANY
LESS DANGER
HERE!

MAYBE NOT, BUT
AT LEAST YOU'RE
WITH FRIENDS!

I...
I'M SO
AFRAID!

WE ALL
ARE!

SHIRLEY! I NEED YOU TO
LOOK AFTER DESIREE
FOR ME!

A-AREN'T
YOU COMING?

MOM! MOM!
I'VE SECURED
THE WINDOWS, BUT
SOMEBODY'S GOT TO
STAND OUTSIDE TO
GATE THE FRONT
DOOR!

THAT'S MY JOB, DEVON!
YOU JOIN THE OTHERS!

YOU CRAZY,
REILLY! THESE
MEAN STREETS AIN'T
NO PLACE FOR
A WIMP LIKE
YOU!

GET YOUR BUTT DOWN
THOSE STAIRS, BEN
REILLY! YOU
HEAR ME?

NO
CAN DO,
SHIRL!

HAVE A SPIDER-COOL SUMMER WITH SPIDER-MAN AND A&W!

THIS SUMMER'S HOTTER THAN EVER BECAUSE SPIDER-MAN'S SWINGIN' WITH A&W ROOT BEER!

GRAB
SOME A&W ROOT BEER
AND MAKE A SPIDER-MAN FLOAT!
IN THE COOLEST MUG EVER!
THE SPIDER-MAN
COLOR CHANGE MUG!

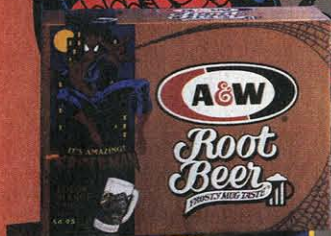
GET IN ON THE SPIDER ACTION! JUST POUR IN
SOME A&W AND WATCH THE SCENE CHANGE!
YOURS FOR ONLY

\$4.95

and one A&W Proof-of-Purchase.
Includes shipping
& handling.

MAIL IN OFFER.
SEE COUPON
BELOW.

ADVERTISEMENT



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Address (no P.O. Boxes) _____

City _____

State _____

Zip _____

OF MUGS ORDERED: _____ x \$4.95 = _____

plus one A&W proof per mug.

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WIMP,
MOI?!

THOUGH HE STILL USES THE NAME
BEN REILLY, HE RECENTLY CAME TO
ACCEPT THAT HE'S THE REAL PETER
PARKER.

FOR FIVE YEARS,
HE BELIEVED HE
WAS THE CLONE --

-- AND HE
WANDERED
THIS COUNTRY --



-- DESPERATELY
TRYING TO GIVE
MEANING AND FIND
A DIRECTION FOR
HIS ARTIFICIAL LIFE.

THOSE DAYS
ARE OVER!

HIS CITY IS IN
CRISIS, AND HE
HAS A JOB TO DO!

TRY TO
STAY CALM,
EVERYONE! WE HAVE
PLENTY OF FOOD, AND
THE RADIO WILL TELL
US WHEN WE CAN
LEAVE!

HOW
WE GONNA
UNLOCK THE
GATE IF REILLY
DOESN'T...

Uh...
...YOU
KNOW...

WE CAN ALWAYS CALL SOMEONE
TO CUT OFF THE LOCK... BUT WE
DON'T NEED ANY MORE **NEGATIVE**
THOUGHTS, DEVON!

I'M
SURE BEN
WILL BE
FINE!

SOMETHING
ABOUT THAT
BOY INSPIRES
CONFIDENCE!

S'FUNNY, BEING ALL HUDDLED DOWN HERE REMINDS ME OF WHEN I WAS A LITTLE GIRL AT OUR LADY OF GRACE.

IT WAS THE EARLY SIXTIES AND THE COLD WAR WAS ALL ANYBODY EVER TALKED ABOUT.



"EVEN US CHILDREN, WE KNEW WE HAD TO BE PREPARED BECAUSE..."



IT WAS ONLY A MATTER OF TIME BEFORE SOME MANIAC BOMBED OUR COUNTRY...

...AND, SPECIFICALLY, OUR SCHOOL!

THEY USED TO HERD US INTO THE HALLWAYS... WHERE WE'D COWER BENEATH OUR COATS...

... AWAITING NUCLEAR DESTRUCTION... LISTENING TO THE EMERGENCY BROADCAST SYSTEM.



YOU GOTTA BE KIDDING ME, MOM. LIKE A COAT WOULD REALLY PROTECT YOU FROM NUCLEAR FALLOUT.

WE WEREN'T ONLY DEPENDING ON COATS. WE ALSO HAD ANGELS.

SAY WHAT?!

THEY WERE CALLED GUARDIAN ANGELS --



"-- AND THEY WERE SUPPOSED TO KEEP US FROM HARM!"





"I KNOW THE VERY IDEA
OF A GUARDIAN ANGEL
SEEMS PRETTY
RIDICULOUS IN TODAY'S
JADED WORLD ---"

"--- BUT THERE'S GREAT
COMFORT IN KNOWING
THAT SOMEONE IS
WATCHING OVER YOU --

"--- SOMEONE WHO
REALLY CARES!"

MEANWHILE,
DOWNTOWN...

STEADY,
MARY JANE!
ONLY A FEW MORE
BLOCKS ---!

OKAY,
HANDSOME,
BUT DON'T BLAME
ME IF OUR CHILD HAS
AN UNNATURAL
FONDNESS FOR
HEIGHTS!

OOO! HE'LL
BECOME A FAMOUS
AERIALIST!

OR SHE
COULD BE
AN AIRLINE
PILOT!

I'VE GOT TO HURRY!
THE SLIGHTEST DELAY
COULD PROVE
FATAL!

THERE'S
A RISK MY
POWERS WILL
SUDDENLY VANISH
ON ME LIKE THEY
DID BEFORE,
AND --- AW,
NO!

* AS SHOWN IN SPECTACULAR
SPIDER-MAN #237 - Risky Roll

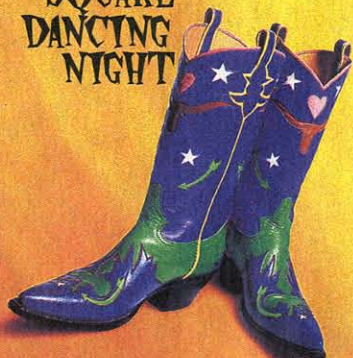
THIS SUMMER VACATION...



NO
FAMILY
TALENT
SHOW

WE
SWEAR.

NO
SQUARE
DANCING
NIGHT



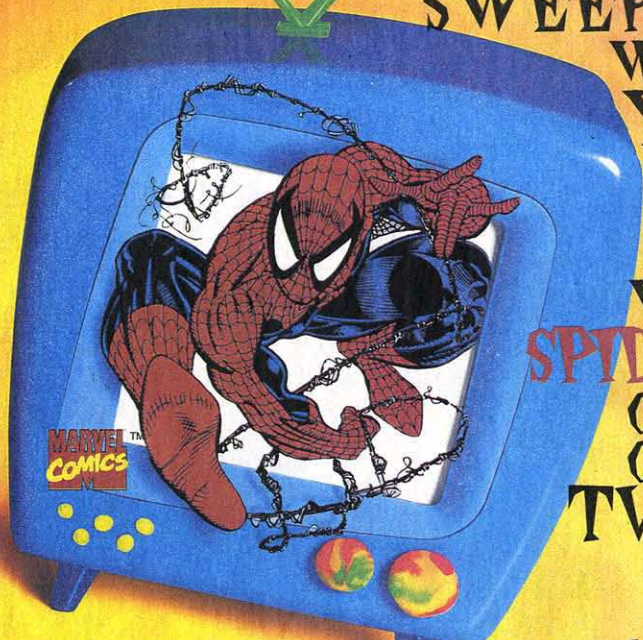
NO ARTS
AND CRAFTS
HOUR



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SWEEPSTAKES
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YOU CAN
WIN
A PART
WITH
SPIDER-MAN
ON HIS
OWN
TV SHOW!*



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SPWA-QUAM

QUARRY'S PARAHUMAN CAPACITIES INSUFFICIENT TO DETER THIS UNIT.

SURRENDER IS ONLY LOGICAL OPTION.

SURE!
I'LL GLADLY FORFEIT MY FREEDOM!

NOT!

GET
DOWN, MARY
JANE! HE ONLY
WANTS ME!

W-WHAT
ARE YOU
PLANNING --P/

TO LEAD HIM
AWAY FROM
YOU AND THE
BABY!

PETER,
NO--!
IT'S TOO
DANGEROUS!

TRY TO
MAKE IT TO
THE BUGLE,
HON!

YOU'LL
BE SAFE
THERE!

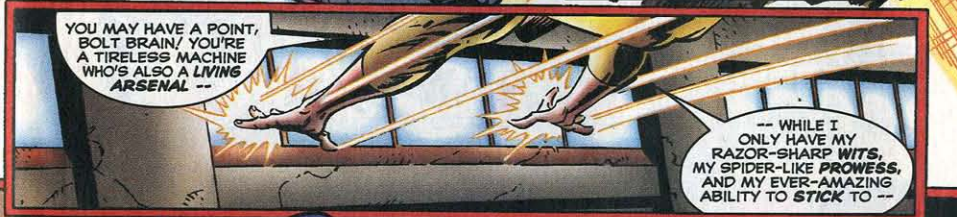
SENTINEL QUARRY
INITIATING AIRBORNE
ESCAPE.

THIS UNIT WILL EFFECT
PURSUIT. GYROSCOPIC
STABILIZERS ALTERED
FOR HORIZONTAL
FLIGHT PATTERN.

ALTERATION BEARING
:0.009 PERCENTILE. LIMITED
PARAMETERS COMPENSATION.

SENSORS DETECT SECONDARY LIFEFORM
GESTATING WITHIN HUMAN FEMALE
BELOW. READINGS BEYOND RANGE OF
EMBRYONIC NORMALCY.

OPTICAL SENSORS WILL RETAIN
PHOTOGRAPHIC IMPRINT OF HUMAN
FEMALE FOR IDENTIFICATION PURPOSES.
DOWNLOADING OF SECONDARY LIFEFORM
DATA TO COMMENCE SIMULTANEOUSLY.



SPWAT

GWAP

SHWEE I... I WOULD HAVE BEEN STREET SPLATTER...

I-IF NOT FOR THIS HANDY FLAGPOLE!

S-BUT IT LOOKS LIKE...

I ONLY DELAYED THE INEVITABLE!

TH-THE SENTINEL'S ZEROING IN --

-- AND I'M COMPLETELY **HEERLESS!**

UNIT'S SENSORS DETECT SUDDEN ABSENCE OF SUPERHUMAN ABILITIES EXTANT IN QUARRY.

CELLULAR READINGS INDICATE DORMANCY IN SAID FACULTIES.

READINGS' INTERPRETATION COMMENCING. CROSS-REFERENCING WITH THIS UNIT'S PRIMARY OBJECTIVE.

TACTICAL FUNCTIONS NOW SUPERSEDED BY STRATEGIC. QUARRY'S THREAT LEVEL TO ONSLAUGHT DIMINISHED TO NORMAL HUMAN PARAMETERS.

THIS UNIT'S PROGRAMMING DOES NOT WARRANT EXTERMINATION OF QUARRY IN PRESENT CONDITION. PURSUIT TERMINATED. INFORMATION DOWNLOAD OF COMPLETED SEQUENCE TO FOLLOW.

An asteroid from the fourth planet from the sun came hurling to earth, spewing fiery flames and rancid, toxic fumes. Sent from an evil alien, the asteroid began oozing slimy, gruelish goo as it morphed into a mutant alien life form, on a mission to annihilate earth with telekinetic powers. Panic surged among the people. Super Heroes gathered. What would be saved?

What could be saved?



Thankfully, lunch.



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EVEN AS PETER PARKER BREATHES A SIGH OF RELIEF --

-- NINE CITY BLOCKS TO THE SOUTH --

-- J. JONAH JAMESON TURNS TO FACE HIS ASSEMBLED STAFF.

I JUST GOT WORD FROM THE PRESSROOM. OUR EMERGENCY GENERATORS ARE NOW **ON-LINE**.

THEY ESTIMATE WE HAVE ENOUGH FUEL TO RUN **LIGHTS, ELEVATORS AND PRESSES** FOR THE NEXT TWELVE HOURS.

WHAT ABOUT COMPUTERS AND WORD PROCESSORS?

WE CAN'T SPARE THE JUICE --

-- IF WE INTEND TO **PUBLISH** FOR THE DURATION OF THIS CRISIS!

I'M NOT GOING TO LIE TO YOU PEOPLE. THE SITUATION OUTSIDE IS **BAD**.

AND GETTING **WORSE**.

I REALIZE MANY OF YOU ARE WORRIED ABOUT YOUR **FAMILIES**.

GO **HOME** IF YOU THINK YOU MUST.

I WON'T THINK ANY **LESS** OF YOU.

AND... YOUR PAYCHECKS WON'T BE DOCKED.

I'M STAYING!

NO METAL MONSTER CAN STOP THE **DAILY BUGLE** FROM REPORTING THE NEWS!

OUR NEXT EDITION IS GOING OUT EVEN IF WE HAVE TO **HAND-WRITE AND PERSONALLY DELIVER** EVERY COPY!

Uh... Mr. JAMESON...

I HATE TO INTERRUPT...

BUT THERE'S A **BIG FIGHT** OUTSIDE OUR BUILDING!

WHAT?!

THAT MISERABLE **WEB-SWINGING FOOL** IS ONLY GOING TO **INCREASE** OUR DANGER BY ANTAGONIZING THE **SENTINEL!**

Uh... IT ISN'T **SPIDER-MAN**, SIR.



THAT'S
THE GREEN
GOBLIN --

-- AND HE
ACTUALLY
SEEMS TO BE
WINNING!

I DON'T
KNOW WHAT'S
WORSE...

...THE GIANT
ROBOT OR THE
COSTUMED
MANIAC?

WHY
IS EVERYONE
STANDING LIKE
STATUES?

IF YOU'RE
STICKING AROUND,
GRAB AN OLD MANUAL
TYPEWRITER FROM THE
STORAGE CLOSET...
AND PUNCH
KEYS!

WE'VE GOT
A NEWSPAPER
TO PUBLISH!

UPTOWN...

**STAY
BACK!**

YOU
SAVAGES
WON'T TEAR
MY PLACE
APART!

IF WE DON'T
TRASH IT... THE
SENTINELS
WILL!

HAVEN'T
YOU HEARD,
MAN --

IT'S
THE END OF
THE
WORLD!

F-FORGET THE
STORE!

IT ISN'T
WORTH OUR
LIVES!

IT IS MY
LIFE!

I BROKE
MY BACK
BUILDING THIS
BUSINESS!

OOOO!
AND NOW
WE GET TO
BREAK YOUR
HEAD!

NOPE!

SORRY!

NOT
IN THIS
LIFETIME!

SPIDER-MAN!

WHY?!
YOU GONNA
BEAT UP
ON US?

I STRONGLY
SUGGEST YOU PEOPLE
PART COMPANY, AND
EVACUATE THIS
STREET.

AS MUCH AS YOU MAY
DESERVE IT, I DON'T
INTEND TO PLAY PATTY-
CAKE WITH YOUR LESS
THAN ADORABLE
FACES.

I AM
NOT YOUR
PROBLEM.



HE IS!

MEANWHILE, BACK
AT THE DAILY BUGLE...

CALLS
HIMSELF
ONSLAUGHT!

A BATTLE
AT FF HEAD-
QUARTERS!

SOME
KIND OF
MUTANT!

-- AND STAY
AWAY FROM
WINDOWS!

YEAH...

ME,
TOO!

MARLA ALL
RIGHT?

SHE WAS
LOCKED IN
HER LAB, AND
DIDN'T KNOW
THERE WAS A
PROBLEM
UNTIL I CALLED.

HOW'S YOUR
FAMILY?

AS WELL
AS CAN BE
EXPECTED!



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- ☐ INC Incredible Hulk
- ☐ JIM Journey Into Mystery
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- ☐ SIL Silver Surfer
- ☐ UFO Ultraforce
- ☐ W99 2099, World of Tomorrow

Spider-Man

- ☐ AMZ Amazing Spider-Man
- ☐ NWR New Warriors
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- ☐ PPK Spectacular Spider-Man
- ☐ SPI Spider-Man

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- ☐ WHI What If...

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- ☐ 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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BUT
I'VE HAD
ENOUGH!



ENOUGH!

Y-YOU
CAN'T TELL
ME *THAT*
DIDN'T
HURT!



O-ONE
DOWN...

A FEW
THOUSAND
TO GO!

BUT I THINK I'M
FINALLY GETTING THE
HANG OF SENTINEL
SMASHING!

THE REST
OF THOSE
METAL-HEADED
MEATBALLS HAD
BETTER WATCH
OUT!

SPIDER-MAN
IS COMING --

-- AND I'M
NOT TAKING
PRISONERS!

THE
ONSLAUGHT
CONTINUES IN
SPIDER-MAN #72
NEXT MONTH **AFTERMATH!**

THE SPIDER-MAN WEB



Dear Spider's Web,
Regarding AMAZING SPIDER-MAN #411 — mon chapeau, mes amis! Once again, you've outdone yourselves! Where do I start?

Ben's life: what's going on? The whole story with his "identity" I think, is being caused by Seward Trainer through the coercion of his mysterious host. But with all of this, plus the catastrophe at the Daily Grind, what is Jessica tied in with? She was talking of revenge, but I'm pretty sure she wouldn't go this far!

And what I really wasn't ready for was that scene with Peter. It seems pretty evident that Cell-12 were sent by Multivex. But Peter! I've never seen him trounced like that! And poor Mary Jane!

Two requests. First, if possible, I'd like to see Ben Reilly team up with the X-Men in the core Spidey titles. Secondly, I was thrilled to see Peter and Mary Jane back in SPIDER-MAN #66. Please don't get rid of them.

Sammy Felderler
2266 East 26th Street
Brooklyn, NY 11229

Sammy, as should be evident from recent issues, Peter and Mary Jane are not only back in New York for the duration, but are integral to the unfolding storyline in the Spider-titles... and when you see exactly where that storyline is going, you'll be dazzled — and no longer confused!

As for teaming with the X-Men... well, we've got those mutant-hunting metal monstrosities the Sentinels in this issue... and Spidey teaming up with Gambit in SPIDER-MAN TEAM-UP in a few months... good enough for now?

Dear Spider's Web,

I've enjoyed the Spider-Man titles since the whole clone story began. When other readers I know left the titles, I stuck with it because I knew the writers would use the story as a springboard to even better stories. Boy, am I glad I did!

Not only have you brought Spider-Man back to the wise-cracking super hero many of us love, but you've added so many twists and turns that I'm afraid for what happens next. First, you take away Peter's powers to ensure that Ben is the only web-slinger in town. Then you have Ben's girlfriend, who hates Spider-Man, find out his secret identity, perched to reveal it to the world. Now, Peter Parker is marked for death by someone who knew he had super powers. My guess is that it's the original Green Goblin, Norman Osborn. He faked his death and now has returned to exact revenge on Spider-Man.

The main reason I wrote this letter is the cameo appearances that Mark

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

RALPH MACCHIO **MARK BERNARDO**
Editor Assistant Editor

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

Bagley placed in AMAZING #411. On page 9, isn't that Detectives Sipowicz and Simone from NYPD Blue? Is Mark Bagley a fan of the show?

Finally, blowing up the Daily Grind at the end actually caught me by surprise! Are you guys deliberately taking away everything laid down as the foundation of Ben's life? Of course you are. That's why I'll keep reading. You never know what's going to happen next!

Kris Riley
Poughkeepsie, NY 12603

You're right, we don't! We sure fake it well, though, don't we? But seriously, Kris, the identity of Gaunt's mysterious employer is due to be answered sooner than you think... but Norman? Norman's pretty decisively dead. At least last time we checked!

As for the detectives, we're afraid our legal department won't let us confirm or deny... but you've got a sharp eye there!

Dear Spider's Web,

Every month I forget. Then I'm reminded again: wow, is Mark Bagley the best Spider-Man artist out there today? Yep! That first panel on page 22 of AMAZING #411 was worth my \$1.50 alone.

You are producing a very slick book here. I think that Marvel's \$1.50 books like this one, CAPTAIN AMERICA, and IRON MAN all look better than the higher priced, glossy X-titles.

I'm really happy that Peter and MJ are back. Although I think Ben makes a great hero, Spider-Man isn't the same without MJ, JJJ, and everything else we've grown to love. For the most part, I'm enjoying the new stories, but I have a couple of complaints...

Please leave Seward Trainer alone. Let him move to Montana and do some research — alone. I feel that he offers nothing to the book except being someone for Ben to rescue.

Another point — can we please see more of Spidey's old enemies? In this time of Spider-change after Spider-change, I'd like to see some stability in the bad guys.

Finally, I just want to say that I thought it was a nice twist to see someone find out Spidey's identity. Could Ben be a little rusty and careless? Good touch.

Tim Gossett
5335 Gilson
St. Louis, MO 63116

You can relax, Tim. MJ, JJJ, and the rest of the supporting cast are back! Now the question is just how they're all going to react to

the new Parker "cousin" in town.

As for Dr. Trainer, he still has something very important to offer Ben and Peter... and you'll find out what it is in a few short months!

And if it's the classic villains you want to see, you should love the "back to basics" Lizard storyline currently unfolding in SPECTACULAR!

Dear Spider's Web,

I would like to comment on the superb job done on AMAZING SPIDER-MAN #411. The art was some of Mark Bagley's best. An awesome inking and coloring job made the art stand out even more. The story had plenty of action to offer, too! Peter certainly took a beating by those strange (but cool-looking) mercenaries! I suppose if he had his powers it would have been a different story, though.

Before I go, I want to ask some questions. Who do those mercenaries who trashed Peter work for? Who is that weird-looking guy in Dr. Trainer's lab with the respirator, and will he play a role in the upcoming storyline? Are you ever going to bring the Jackal back? Even though he wasn't around for long, he was my favorite villain.

One more thing. Please don't turn Mary Jane's baby into some mutant super-powered kid! That's all I have to say for now, but keep up the good work, and until Spider-Man is no more, Make Mine Marvel!

Chris Borman
1425 W. Willow Street
Chippewa Falls, WI 54729

The Jackal's dead, Chris! Deal with it! Jeez, what's with all the resurrection requests this month? You'd think comics characters had a tendency to come back from the dead, or something...

NEXT ISSUE:

The **ONSLAUGHT** continues in SPIDER-MAN #72 (and a host of other Marvel books!) and comes to its explosive conclusion in **ONSLAUGHT: MARVEL UNIVERSE!** And that cataclysmic issue sets the stage for next issue, as Spider-Man finds himself standing alone in a world without heroes! And how does the aftermath of Onslaught's assault affect the life and livelihood of Peter Parker? Answers next month, courtesy of Tom DeFalco, and special guest art team, Ron Garney and Al Williamson!



Home is where the hostages are

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