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COMICS



JAN
#430

APPROVED
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CODE
AUTHORITY

THE AMAZING SPIDER-MAN

WHEN
CARNAGE
COMES
CALLING...

...KEEP THE
BODYBAGS
HANDY!



01
0 74470 02457 6
\$1.99 US \$2.70 CAN & 02457

GUEST-
STARRING
**THE SILVER
SURFER**

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DeFALCO

BENNETT

LAROSA

MILGROM

HEY, IT'S
THE EVER-
AMAZING

SPIDER-MAN!

A true hero at heart, Spider-Man has dedicated his life to preventing injustices against the innocent.



Meet Peter Parker, once a brilliant, though meek, high school student, orphaned as a child and reared by his doting Uncle Ben and Aunt May. At a science fair, Peter was bitten by an irradiated spider and gained the proportionate strength, speed, agility and early warning "spider-sense" of that arachnid. He used these powers for personal fame and fortune as a masked Spider-Man. But when Peter failed to stop a criminal who later killed his beloved Uncle Ben, the youth's costumed identity took on a far deeper significance. He realized that with great power there must also come great responsibility. So Peter Parker became the wall-crawling nemesis of the criminal element; a young man determined to atone for the tragic death of his uncle — The Amazing Spider-Man!

CARNAGE

Cletus Cassidy was a convicted serial killer who shared a cell with Eddie Brock-- otherwise known as Venom. When Brock escaped, the spawn of the symbiotic alien costume that gave Venom his powers bonded with Cassidy, turning him into a being more monstrous than Venom itself: the most dangerous super-powered killer on the planet.



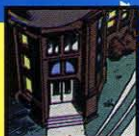
SILVER SURFER

On the world of Zenn-La, Norrin Radd bargained for its safety with the attacking planet-killer Galactus. In exchange for Zenn-La's continued existence, Norrin became Galactus' herald-- gifted with the Power Cosmic-- and a unique surfboard. Now, because he no longer serves Galactus, the Surfer is free to seek his destiny alone among the stars.



RAVENCROFT

An institute for the criminally insane wherein a variety of super-powered menaces are kept under constant surveillance. It recently got a new cost-cutting director called Barton Pogue.



J. JONAH JAMESON

The owner/publisher of New York's Daily Bugle newspaper. Jameson has spent much of his long career branding Spider-Man a dangerous vigilante responsible for multiple crimes. Although respected in the journalistic community, Jameson's obsession with the web-slinger has occasionally forced him to adopt extreme positions on some issues. He employs Peter Parker as a free-lance photographer.



JOE "ROBBIE" ROBERTSON

A man of great journalistic integrity, he is the conscience of the Daily Bugle newspaper. Robbie began his career there as the paper's city editor, and has risen to become its editor-in-chief. He is a friend and confidant of Peter Parker.



MARTHA ROBERTSON

The wife of Joe "Robbie" Robertson.



MARY JANE WATSON-PARKER

The wife of Peter Parker/Spider-Man, and his closest confidant. She has currently returned to Empire State University as a student majoring in psychology.



PREVIOUSLY IN

THE AMAZING SPIDER-MAN



Spidey, with the able assistance of Daredevil, defeated the menace of the Absorbing Man and Titania, although the web-spinner received no credit for the victory from the authorities.



To add to his woes, Peter Parker angered his long-suffering wife, Mary Jane, to whom he promised that he wouldn't become the web-slinger again unless it were absolutely necessary.

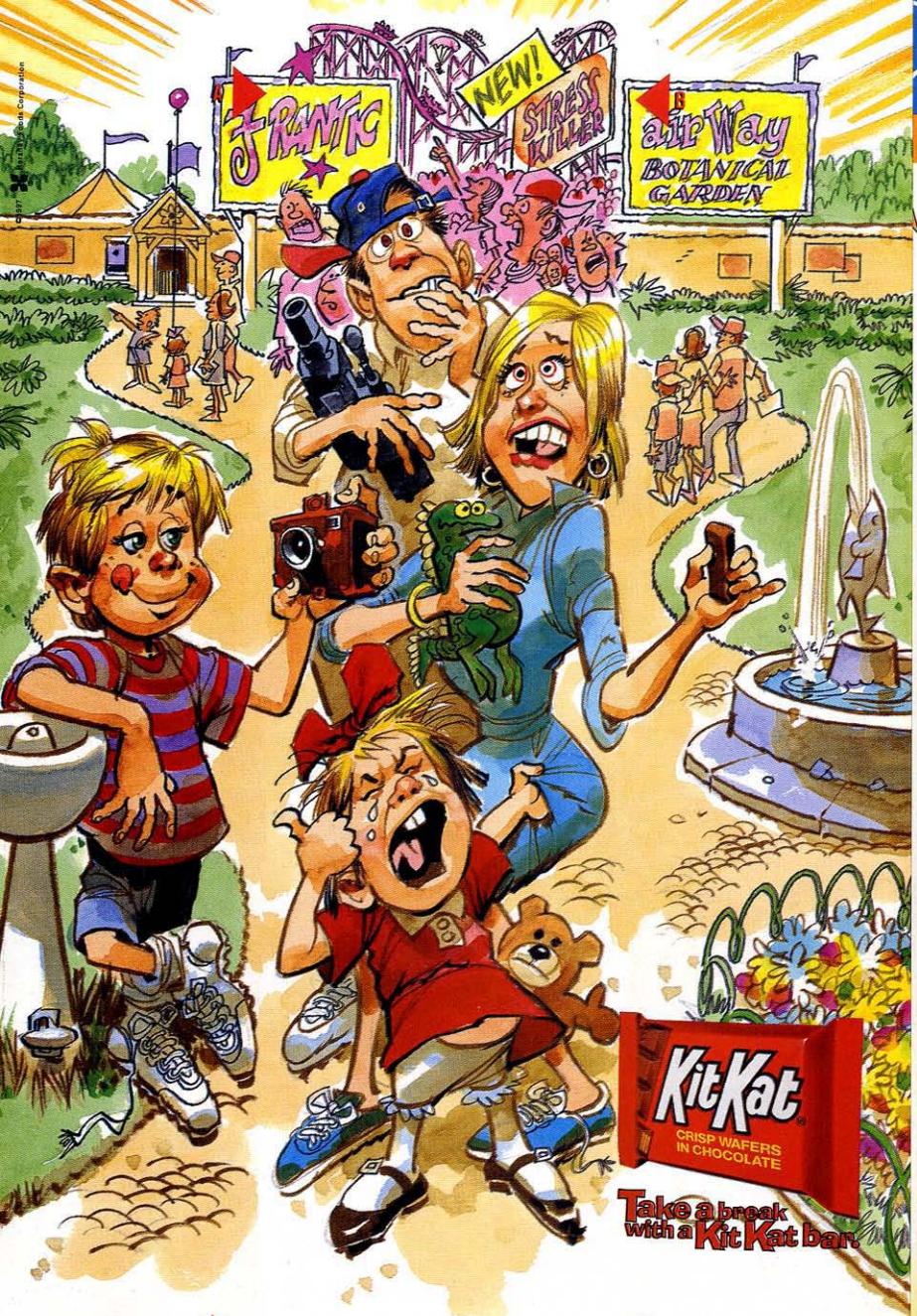


And now, while Spider-Man's spirits are momentarily buoyed by thoughts of the returning super-heroes--



-- the unimaginable menace of Carnage lurks just around the corner.

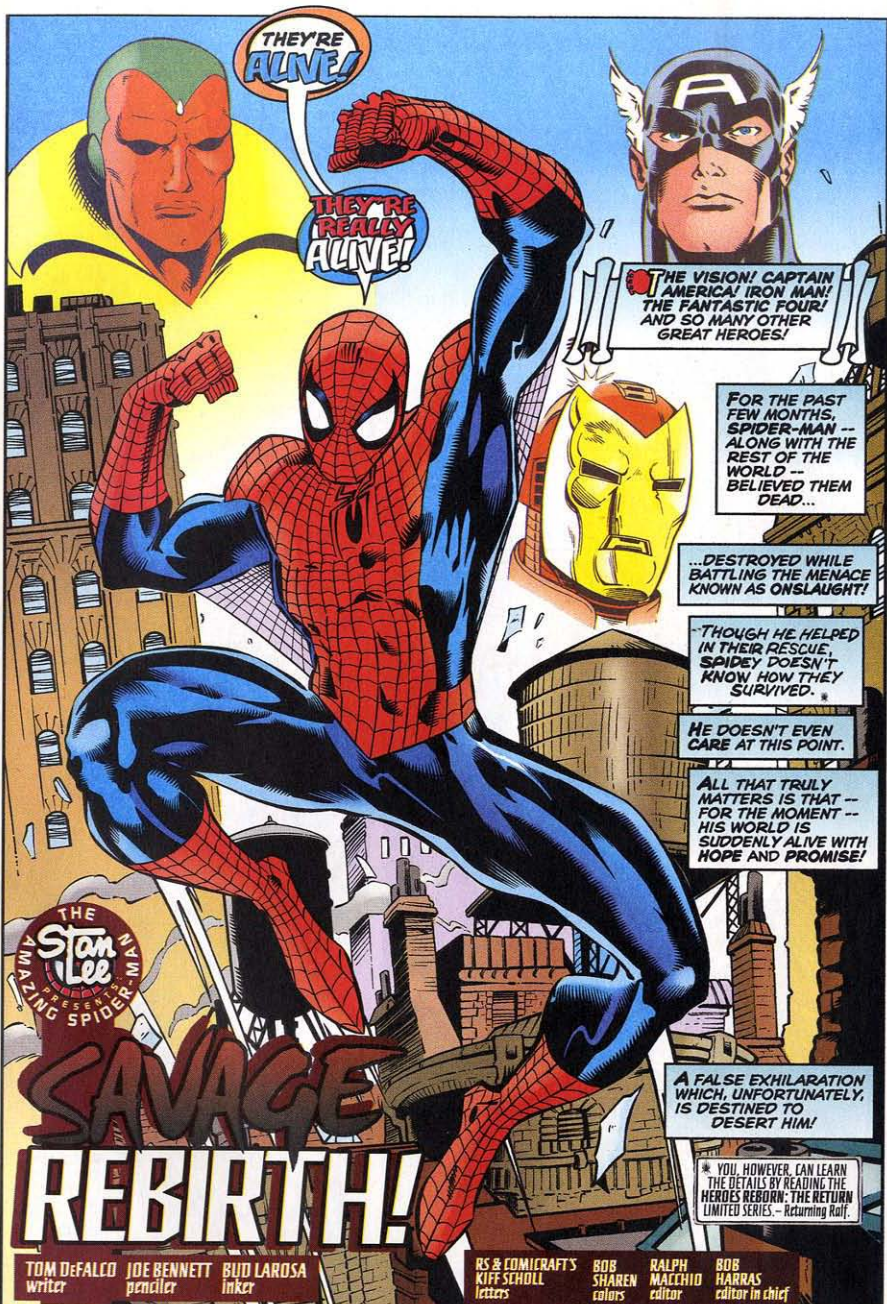
Design by COMICRAFT's John Marasigan and Jason Medley



A

Fold A to B

B



THEY'RE
ALIVE!

THEY'RE
REALLY
ALIVE!

THE VISION! CAPTAIN
AMERICA! IRON MAN!
THE FANTASTIC FOUR!
AND SO MANY OTHER
GREAT HEROES!

FOR THE PAST
FEW MONTHS
SPIDER-MAN --
ALONG WITH THE
REST OF THE
WORLD --
BELIEVED THEM
DEAD...

...DESTROYED WHILE
BATTLING THE MENACE
KNOWN AS ONSLAUGHT!

THOUGH HE HELPED
IN THEIR RESCUE,
SPIDEY DOESN'T
KNOW HOW THEY
SURVIVED.

HE DOESN'T EVEN
CARE AT THIS POINT.

ALL THAT TRULY
MATTERS IS THAT --
FOR THE MOMENT --
HIS WORLD IS
SUDDENLY ALIVE WITH
HOPE AND PROMISE!

A FALSE EXHILARATION
WHICH, UNFORTUNATELY,
IS DESTINED TO
DESERT HIM!

* YOU, HOWEVER, CAN LEARN
THE DETAILS BY READING THE
HEROES REBORN: THE RETURN
LIMITED SERIES. -- Returning Rail

THE
Stan Lee
PRESENTS
AMAZING
SPIDER-MAN

SAVAGE REBIRTH!

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penciler

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"-- I DON'T HAVE NEARLY AS MUCH CONFIDENCE IN THE T-BOLTS!"

CHECK IT OUT, TECHNO! I JUST SPOTTED SPIDER-MAN HANGING AROUND OUR DIGS.

YOU THINK HE'S LEARNED THE TRUTH ABOUT US?

ANYTHING'S POSSIBLE, ATLAS... BUT THE WEB-SWINGER NEVER IMPRESSED ME AS THE SHERLOCK HOLMES TYPE.

I DOUBT HE'S SLICK ENOUGH TO SEE THROUGH OUR SCAM.

ALTHOUGH IT WOULD ALMOST BE WORTH HAVING OUR SECRET EXPOSED --



-- IF WE COULD ALSO GET OUR HANDS ON THAT REWARD POSTED BY THE -- EH?!

I ASSUME YOU'RE JOKING, TECHNO.



O-O OF COURSE, CITIZEN V. YOU KNOW I WOULDN'T DO ANYTHING TO JEOPARDIZE OUR REAL GOAL!

SEE THAT YOU DON'T! THE CITY GOVERNMENT IS FINALLY ABOUT TO TURN OVER EVERYTHING WE'VE REQUESTED OF THEM.

THIS IS NO TIME TO RISK EXPOSURE! NO MATTER HOW MUCH MONEY IS AT STAKE.

* INTRIGUED? TO LEARN WHO THE THUNDERBOLTS REALLY ARE, AND WHAT THEY REALLY WANT, PICK UP A COPY OF THUNDERBOLTS #10. - Researchin' Ruff.

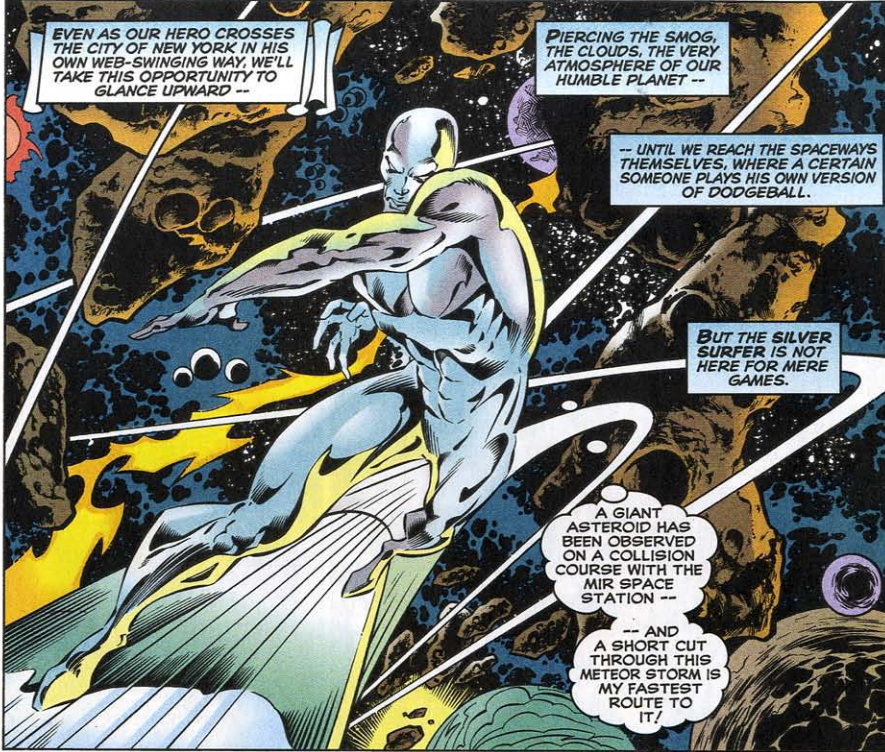


I'VE GOT TO FIND A SECLUDED SPOT TO CHANGE INTO MY CIVVIES.

I HAVE A CLASS AT EMPIRE STATE UNIVERSITY, AND SPIDER-MAN CAN'T BE SPOTTED ANYWHERE NEAR THE CAMPUS.

MY WIFE IS REAL WORRIED ABOUT THE PRICE ON MY HEAD, AND I DON'T WANT MARY JANE THINKING I'VE BEEN TAKING NEEDLESS RISKS.

EVEN IF IT'S TRUE!



EVEN AS OUR HERO CROSSES
THE CITY OF NEW YORK IN HIS
OWN WEB-SWINGING WAY, WE'LL
TAKE THIS OPPORTUNITY TO
GLANCE UPWARD --

PIERCING THE SMOG,
THE CLOUDS, THE VERY
ATMOSPHERE OF OUR
HUMBLE PLANET --

-- UNTIL WE REACH THE SPACEWAYS
THEMSELVES, WHERE A CERTAIN
SOMEONE PLAYS HIS OWN VERSION
OF DODGEBALL.

BUT THE SILVER
SURFER IS NOT
HERE FOR MERE
GAMES.

A GIANT
ASTEROID HAS
BEEN OBSERVED
ON A COLLISION
COURSE WITH THE
MIR SPACE
STATION --

-- AND
A SHORT CUT
THROUGH THIS
METEOR STORM IS
MY FASTEST
ROUTE TO
IT!



...THERE!
THE
ASTEROID
IS ALMOST
UPON THE
STATION!

A SINGLE
BLAST OF MY
POWER COSMIC
CAN EASILY REDUCE
THAT MASSIVE
ROCK INTO
INSIGNIFICANT
SHARDS --



-- BUT
I MUST ALSO
MAKE CERTAIN THAT
I INCINERATE ANY
SHARD WHICH MIGHT
STRIKE THE STATION!



IT IS DONE!
THOSE BRAVE
COSMONAUTS
ARE SAFE!

I MUST
RETURN TO THE
PLANET EARTH
WHERE OTHER
STARTLING EVENTS
NOW CLAIM MY
ATTENTION.



THOUGH MY
HEART SOARS AT
THE MIRACULOUS
RETURN OF THE
FANTASTIC
FOUR --

-- I AM
MOST CURIOUS
HOW THIS JOYOUS
NEWS WILL AFFECT
MY DEEPENING
RELATIONSHIP
WITH ALICIA
MASTERS, THE
THING'S FORMER
GIRLFRIEND.

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YOU'RE SUPPOSED TO BE A BRIGHT BOY.

TAKE A GUESS HOW I FEEL!

EMPIRE STATE UNIVERSITY...



C'MON, MARY JANE! I COULDN'T HAVE BEEN IN COSTUME FOR MORE THAN TEN MINUTES TOPS!

PUTTING IT ON FOR EVEN ONE SECOND IS TANTAMOUNT TO PAINTING A TARGET ON YOUR CHEST!

PEOPLE ARE HUNTING YOU, PETER! THEY DON'T CARE WHO YOU ARE OR WHAT YOU'VE EVER DONE. THEY ONLY SEE YOU AS THEIR TICKET TO A MILLION DOLLARS.



WHAT'S SO IMPORTANT ABOUT THE FANTASTIC FOUR, ANYWAY?!

Oh, I DON'T KNOW...

...SO MANY BAD THINGS HAVE COME BACK TO HAUNT US IN THE PAST FEW MONTHS...

...I GUESS I KIND OF OVERREACTED WHEN I FINALLY HEARD SOME GOOD NEWS.



BESIDES, THE RETURN OF THOSE OTHER HEROES TAKES A LOT OF PRESSURE OFF ME.

I CAN CUT BACK ON BEING SPIDEY UNTIL MY NAME IS CLEARED.

I'VE HEARD THIS SONG BEFORE.

BUT I'M SERIOUS NOW!



I INTEND TO STICK TO THE SIDELINES FOR THE FORESEEABLE FUTURE, SNAPPING PIX WHILE THE OTHER GUYS RISK THEIR NECKS!

I'M GOING TO POP OVER TO THE BUGLE AFTER PROFESSOR HOWARD'S CLASS, BUT I'LL CATCH YOU IN THE CAFETERIA FOR LUNCH.

IT'S A DATE, TIGER.

YOU OKAY, MARY JANE? YOU SEEM A LITTLE TENSE.

WHAT CAN I SAY, JILL? IT LOOKS LIKE IT'S GOING TO BE ONE OF THOSE DAYS.



I DON'T BLAME MARY JANE FOR BEING SKEPTICAL. I'VE ALWAYS REVERTED TO TYPE IN THE PAST -- CHANGING INTO COSTUME AT THE FIRST SIGN OF TROUBLE.

NOT ANYMORE! AS OF RIGHT NOW, SPIDER-MAN IS OFFICIALLY ON HIATUS --

"... AND NOTHING
CAN DISSUADE ME!"

HIS
NAME IS CLETUS
KASADY --

--- AND HE'S
COSTING
RAVENCROFT,
AND BY
EXTENSION THE
TAX PAYERS OF
THIS GOOD
STATE, A
VERITABLE
FORTUNE!

Dr. ASHLEY KAFKA, THIS
INSTITUTION'S FORMER CHIEF
ADMINISTRATOR, MAY HAVE
HAD A WELL-DESERVED
REPUTATION AS A CRIMINAL
PSYCHIATRIST --

BUT
SHE WAS **FISCALLY
IRRESPONSIBLE!**

LOOK AT THIS!
A COMPLETE SECURITY
CENTER DEVOTED TO A
SINGLE PATIENT -- AND THEN
THERE ARE THE EXPENSES
FOR ALL SORTS OF CUSTOM-
DESIGNED EXTRAS!

WE KNOW
YOU WANT TO
CUT COSTS AND
DOWNSIZE STAFF. Mr.
POGUE... BUT KASADY
IS A SPECIAL CASE!

"YOU LISTEN TO ME,
OFFICER KALLIS... NO ONE
IS SPECIAL ENOUGH TO
RATE FIVE FULL-TIME
SECURITY GUARDS, AND
ALL OF THIS HIGH-TECH
EQUIPMENT!"

SECURITY
ROOM

KASADY

SAVE THE MELODRAMA FOR
THE TABLOIDS, KALLIS.

I'LL MAKE IT REAL
SIMPLE FOR YOU...

...KASADY ALREADY KNOWS
HE'S BEING MONITORED
TWENTY-FOUR HOURS A DAY,
IN AN INESCAPABLE CELL,
WHICH IS SURROUNDED BY
MICROWAVES.

I CAN'T
ARGUE
WITH YOU,
SIR.

IT IS VERY
EXPENSIVE TO
KEEP THIS JOKER
UNDER WRAPS,
BUT IT'S ALSO
NECESSARY.

WE
MUSTN'T
FORGET WHO
WE'RE TALKING
ABOUT.

CLETUS
KASADY WAS A
SERIAL KILLER EVEN
BEFORE HE JOINED WITH
THE ALIEN SYMBIOTE
WHICH GAVE HIM
THE POWER OF
CARNAGE!

I DON'T
CARE HOW
HARMLESS YOU
THINK HE APPEARS,
THAT MONSTER COULD
WIFE OUT HALF THIS
CITY WITHOUT EVEN
BREAKING A
SWEAT.

AS
FOR KASADY
HIMSELF... JUST
LOOK AT THE
MAN.

I DOUBT
HE'S HAD A
COHERENT
THOUGHT IN
MONTHS.

SO --?!

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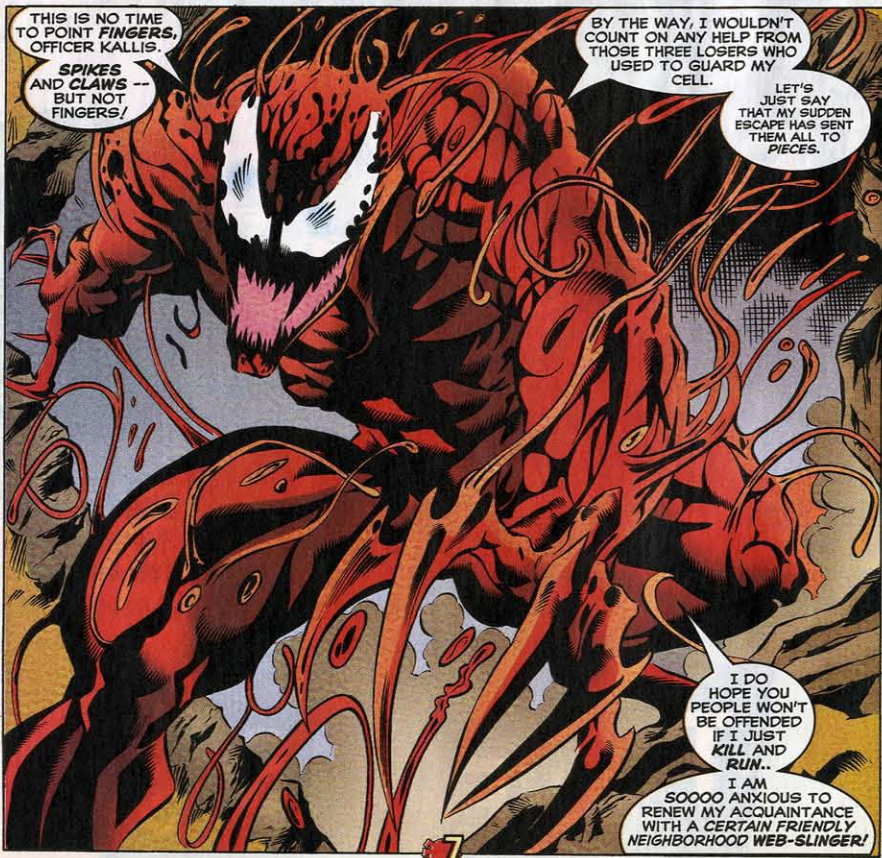
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Rugrats created by Krupa/Casper Inc. The Woool created by CHAO JARRETT





THERE WAS A TIME WHEN WE USED TO BE **MORE** THAN JUST CO-WORKERS.

WE WERE FRIENDS.

I ONCE BELIEVED A DECENT MAN ACTUALLY LAY BENEATH YOUR PENNY-PINCHING, EGOCENTRIC BLUSTER.

WHAT'S HAPPENED TO YOU?

I... I HAVEN'T THE SLIGHTEST IDEA... WHAT YOU'RE BLATHERING ON ABOUT, ROBBIE.

ARE YOU TRYING TO CONVINCE ME... OR YOURSELF?!

YOU'VE BEEN DIFFERENT EVER SINCE **NORMAN OSBORN** POPPED UP.



TALK TO ME, JONAH... WHAT'S HE HOLDING OVER YOU?



WHAT WOULD EVER POSSESS YOU TO GIVE A MAN LIKE THAT AN OWNERSHIP POSITION IN THE BUGLE?!

ROBBIE...

...I...



I HAVE NOTHING TO SAY.

OKAY.

YOU'VE MADE YOUR DECISION.

NOW I HAVE TO MAKE MINE.



WHOA! YOU OUGHT TO WATCH HOW YOU TAKE THOSE CORNERS!

WHAT DO YOU WANT, CONOVER?!

MY! MY! A BIT TESTY, AREN'T WE?!

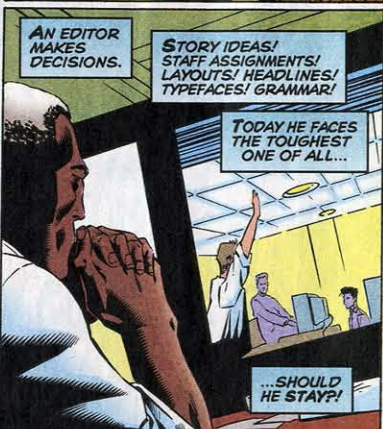
DON'T WORRY. I'M NOT HERE TO SEE YOU, ROBERTSON.



OSBORN, HIMSELF, ASKED ME TO DROP BY.

I WOULDN'T BE SURPRISED TO HEAR HE'S SHOPPING FOR A NEW EDITOR IN CHIEF.

MAYBE THEY'LL HIRE SOMEBODY GOOD THIS TIME.



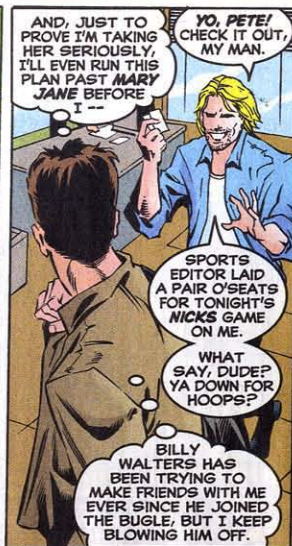


I KNOW WHAT I'LL DO.

IN THE NEARBY NEWS-ROOM...

I'LL SCORE THE FF'S CURRENT DIGS, PHONE OL' FLAMEHEAD AND ARRANGE TO MEET SOMEPLACE SECLUDED --

-- WHERE I CAN SLIP IN AND OUT OF MY UNION SUIT WITHOUT FEAR OF RUNNING INTO ANY BOUNTY HUNTERS.



AND, JUST TO PROVE I'M TAKING HER SERIOUSLY, I'LL EVEN RUN THIS PLAN PAST MARY JANE BEFORE I --

YO, PETE! CHECK IT OUT, MY MAN.

SPORTS EDITOR LAID A PAIR O' SEATS FOR TONIGHT'S NICKS GAME ON ME.

WHAT SAY, DUDE? YA DOWN FOR HOOPS?

BILLY WALTERS HAS BEEN TRYING TO MAKE FRIENDS WITH ME EVER SINCE HE JOINED THE BUGLE, BUT I KEEP BLOWING HIM OFF.



BUT IT AIN'T LIKE I'M GOING WEB-SWINGING LATER!

I'M THERE, BILL... BUT ONLY IF THE BEER AND DOGS ARE ON ME.

THAT'S COOL!



AT THE VERY MOMENT, IN THE BUGLE'S LOBBY...

PLEASE HOLD THAT ELEVATOR!

NO PROBLEM, MA'AM.



THANK YOU SO MUCH! TENTH FLOOR, PLEASE.

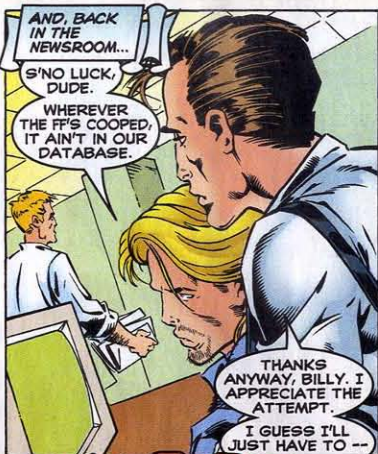
THE NEWSROOM? DO YOU, BY ANY CHANCE, WORK THERE?



NOT ME! MY HUSBAND'S THE UNFORTUNATE ONE. I'M MEETING HIM FOR LUNCH.

WHO IS HE? I MIGHT KNOW HIM.

YOU PROBABLY DO. HE'S JOE ROBERTSON.





NAUGHTY DOG



PLAYSTATION 2
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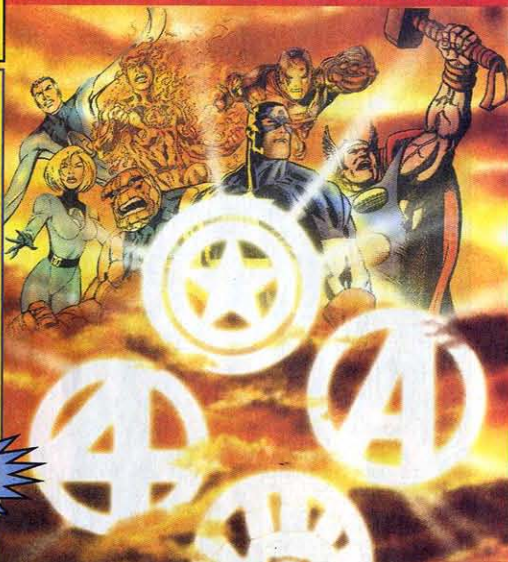
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H7BMD0



BILLY'S
RIGHT! CARNAGE
MAY STILL BE IN
THE VICINITY.

SINCE
HE DOESN'T
TRIGGER MY
SPIDER-SENSE,
I JUST PRAY I SPOT
HIM BEFORE HE GOES
ON ANOTHER
KILLING
JAG.

MARTHA'S
LUCKY TO BE
ALIVE.

KASADY
RARELY SPARES
HIS VICTIMS.

POOR
ROBBIE! I KNOW
MARTHA'S BEEN
PRESSURING HIM
TO QUIT THE *BUGLE*
FOR THE PAST FEW
WEEKS, AND I DON'T
NEED A PSYCHIC
FRIEND TO GUESS
HOW THIS ATTACK
COULD AFFECT HIS
DECISION.

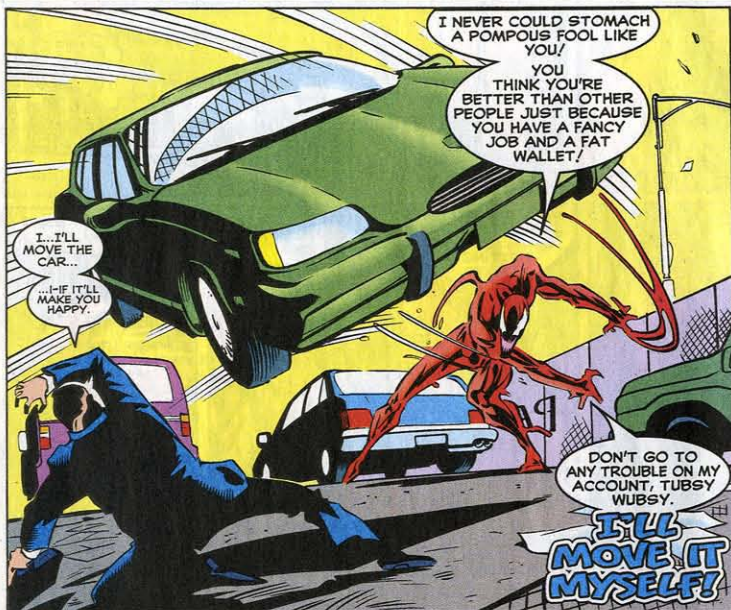
SPEAKING
OF QUITTING,
I INSTINCTIVELY
RAN FOR THE ROOF
AND SWITCHED INTO
COSTUME WITHOUT
EVEN THINKING ABOUT
MY PROMISE TO
MARY JANE.

I...
I JUST HOPE SHE
UNDERSTANDS.

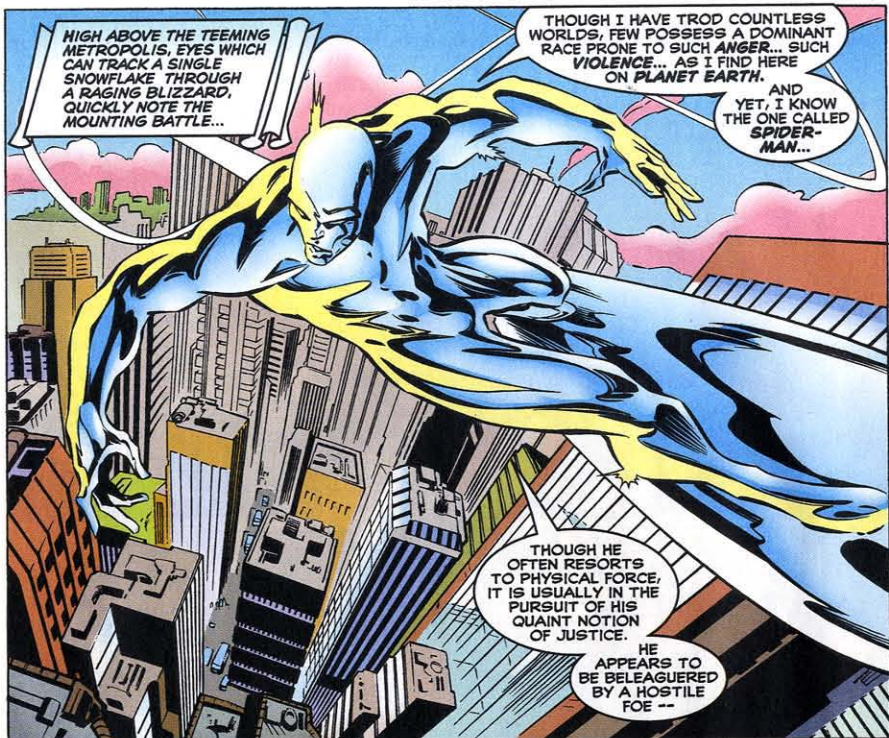
I CAN'T
ALLOW HARM TO
BEFALL ANY INNOCENT
PEOPLE BECAUSE
SPIDER-MAN
FAILED TO
ACT.

I JUST
CAN'T!









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AVAILABLE NOVEMBER 19

MAN-THING

More of the MAN-THING's chaotic reunion with his ex-wife! A guest appearance by DOCTOR STRANGE! New details about the muck-monster's origin, revealed for the very first time! Suggested for mature readers. By J.M. DeMatteis and LIAM SHARP! **#2**

BEST OF MARVEL

Relive the greatest Marvel moments of the last twelve months in a titanic tome jam-packed with Marvel's best and brightest characters and creators! **#97**

CAPTAIN AMERICA

This is it! The beginning of a new era for the star-spangled Avenger, brought to you by one of his greatest and most popular creative teams! What's the living symbol of America gonna do when he finds himself stuck in Japan? A 48-page extravaganza! By MARK WAID and RON GARNEY! **#1**

HEROES FOR HIRE

Because you demanded it! THE HEROES FOR HIRE vs. the THUNDERBOLTS! 'Nuff said! By JOHN OSTRANDER and PASCUAL FERRY! **#7**

INCREDIBLE HULK

BRUCE BANNER returns at last to the Marvel Universe, and faces reintegration with his emerald-skinned alter ego! By PETER DAVID and ADAM KUBERT! **#450**

MARVEL MASTERWORKS: THE AVENGERS

A massive 240-page hardcover volume collecting the first ten issues of Earth's Mightiest Heroes! By STAN LEE and JACK KIRBY! **HARD COVER**

THUNDERBOLTS

Someone has discovered the true identities of the THUNDERBOLTS! Who is it, and how will this person use the information to gain control of the team? Plus: the fate of four Freedoms Plaza in the wake of HEROES REBORN: THE RETURN! By KURT BUSIEK and MARK BAGLEY! **#10**

UNLIMITED ACCESS

Continuing the incredible crossover between Marvel and DC! Featuring the X-MEN! THE LEGION OF SUPER-HEROES! BATMAN! DAREDEVIL! A surprise villain! Oh yeah -- and ACCESS will be there, too, learning a shocking truth about himself! By KARL KESSEL and PAT OLLIFFE! **#2**

WHAT IF?!

Brace yourselves, as we ponder what would've happened if the IMPOSSIBLE MAN had attained the INFINITY GAUNTLET! By TOM VIKKITS and GREGG SCHIGIEL! **#104**

SPIDER-MAN: THE VENOM AGENDA

The government's top-secret OVERREACH COMMITTEE has sent their most effective agent -- VENOM -- to silence DAILY BUGLE publisher J. JONAH JAMESON! Now SPIDER-MAN has to save the old blowhard! By LARRY HAMA and TOM LYLE! **#101**

PETER PARKER, SPIDER-MAN

SPIDEY's got his hands full this time -- the SHOCKER! THE TRAPSTER! The ever-troublesome PAUL STACY! And JIMMY JAYS visit a visit to MARY JANE and AUNT ANNA! By HOWARD MACKIE and JOHN ROMITA, JR.! **#87**

EXCALIBUR

COLOSSUS leads the team on a search for the missing NIGHTCRAWLER! But wait! If they discover that he's being held by spider-like killers from the SH'AR! By BEN RAAB and MELVIN RUBI! **#116**

WOLVERINE: DOOMBRINGER

In an untold tale from WOLVERINE's past, the crazy Canuckhead has to join forces with his hated rival -- the SILVER SAMURAI -- to stop an ancient threat known as the DOOMBRINGER! By DOUG MOENCH and MICHAEL DUTKIEWICZ! **#101**

X-MAN

New York's nightlife will never be the same after NATE GREY goes toe-to-toe with the psychotic JACKKNIFE in a crowded nightclub! By TERRY KAVANAGH and ROGER CRUIZ! **#34**

X-MEN

As CYCLOPS continues to recover from the events of OPERATION: ZERO TOLERANCE, PHOENIX decides that the best place for him right now just may be away from the X-MEN! And as the rest of the team begin to rebuild the mansion, MARROW shows up to make their lives even crazier! By JOE KELLY and CARLOS PACHECO! **#71**

ITEM! He's been called many things. The Sentinel of Liberty. The Living Legend of World War II. A Man Out of Time. But through it all, he's always been the epitome of the word "hero," and an all-new era of greatness for him begins next week, in the first issue of his new ongoing series! If you haven't figured out by now that we're talking about CAPTAIN AMERICA, then you have to turn in your membership card to the Irving Forbush Fan Club! Yes, after a long exile in the Heroes Reborn pocket universe, the one and only Cap is back in the Marvel Universe, where he belongs! But he'll soon find that much has changed since he was supposedly killed during ONSLAUGHT, and that he's got a lot of catch-up learning to do if he's gonna acclimate himself to his new -- old -- surroundings! We can guarantee, though, that with the positively stellar creative team of MARK WAID and RON GARNEY making a momentous return as Cap's guiding forces (with BOB WIACEK onboard as inker), the learning process is gonna be one heckuva ride! First, though, Cap's gotta find a way home, because after the events of HEROES REBORN: THE RETURN, the star-spangled Avenger finds himself in Japan, facing terrorists backed by someone from WOLVERINE's past and a whole world that thinks he's dead! The all-American fun begins in just seven days, in the all-new CAPTAIN AMERICA #1!

ITEM! Hold on to something big, because a cataclysmic confrontation is about to happen in the Marvel Universe and we don't want you to get knocked down by the aftershock! In just one week, the members of HEROES FOR HIRE will face off with everyone's favorite "wolves in sheep's clothing" -- the THUNDERBOLTS! Without a doubt, this is one of the most requested encounters in recent history (Trust us on this -- we read the mail!) and you know Merry Marvel -- we aim to please! So, in HEROES FOR HIRE #7, the loose-kin band of heroes led by IRON FIST will cross paths with CITIZEN V -- really BARON ZEMO -- and his team of super-villains disguised as heroes! With the sinister SUPER-ADAPTOID at the center of this titanic tale, and the T-Bolts' true identities in danger of becoming public knowledge, ya just know the stakes are gonna be high -- especially when the life of someone very near and dear to a member of HfH is threatened! Courtesy of writer JOHN OSTRANDER and the awesome art team of PASCUAL FERRY and JAIME MENDOZA, this is a super-team encounter in the grand Marvel tradition!

ITEM! With the series of VENOM limited series coming to an end this month, a master plan is afoot to mold the symbiotic psychotic back into his original role as one of SPIDER-MAN's most dangerous archenemies! And with the release next week of SPIDER-MAN: THE VENOM AGENDA, a special 48-page one-shot, you'll see the first stages of that plan come to fruition! Taking place shortly before the current VENOM: FINALE limited series, the V-Man is sent on a special mission by his bosses in the covert government agency known as the OVERREACH COMMITTEE: silence J. JONAH JAMESON, publisher of the DAILY BUGLE, who's digging too deep and asking too many questions about certain matters that the government would rather keep hush hush! But Jameson finds himself being protected by a most unlikely ally -- the ever-amazing Spider-Man, who's had just about enough of Venom coming back into his life at the most inopportune moments! The sparks -- and the furniture -- are gonna fly, thanks to writer LARRY HAMA and penciler TOM LYLE, both of whom are no strangers to the web-slinging wonder and his lethal protector playmate! Don't miss this one, or the stunning conclusion to VENOM: FINALE, on sale later this month!

STAN'S SOAPBOX!

Hi, Heroes!

I've received a few complaints from readers lately. It seems that some No-Prize Laureates have been bragging endlessly to their less fortunate, unNo-Prized Marvelites. This has to stop! Although it's difficult to resist lording it over those who have not yet earned one of Marvel's highest awards, you must remember -- winning a No-Prize means you must behave in a manner befitting your exalted position, lest you be stripped of your honors and face expulsion! And now, let's tackle the mail...

John Honthy of Canfield, Ohio, asks:

"What was the first Marvel comic you did?"

Y'know, it was so long ago that our company wasn't even called Marvel at that time, it was known as Timely Comics. Believe it or not, the first story I did in comics wasn't actually a comic strip; it was a two-page Captain America yarn, done in prose, which appeared in CAPTAIN AMERICA #3. It wasn't until a short time later that they trusted me enough to let me actually write a full strip -- and they've probably regretted it ever since!

From Fort Worth, Texas, Rebecca Smith wants to know:

"When--and where are they holding casting auditions for the X-Men movie?"

It'll probably be in Los Angeles, within the next few months, although no definite time and place has yet been set. The best way to find out is to write to "X-Men Production, 20th Century Fox, 10201 West Pico Blvd., Los Angeles, CA 90035." If you possess any mutant power; be sure to mention that in your letter!

Here are two guys who have the same question. Patrick Battle and Aaron Winter of Summerville, South Carolina wanna know:

"Don't you miss those wacky 'split' books from the swingin' sixties?"

For those of you weren't around then, Pat and Aaron are referring to titles such as TALES TO ASTONISH, which were "split" into two strips in each issue, like a 12-page Hulk and a 10-page Giant-Man, or TALES OF SUSPENSE, which featured a Captain America story and an Iron Man story. But why call 'em "wacky"? I always thought they were models of ultimate cool -- just like everything else we do! As for missing them, hey, no need to. The characters are all still with us!

No room for more letters, gang, but here comes the best part -- I know how you enjoy reading our mailing address which follows my signature...

Excelsior!

Stan Lee

Stan Lee

Here it is, you lucky devils! 'Stan's Soapbox,' c/o BULLPEN BULLETINS, Marvel Comics, 387 Park Ave. South, New York, NY 10016. It reads like poetry, doesn't it?



I
WE
KNOW
YOU!



NOOO!
DON'T --!
P-PLEASE
DON'T LEAVE
ME!



I... I'M
ALONE...
S-SO
VERY
ALONE!

WHAT
MADNESS
IS
THIS?
WHAT
DID WE JUST
WITNESS?!

YOU'RE
ASKING
ME?!

ALL I
KNOW IS THAT
YOU SOMEHOW
FREAKED KASADY'S
SYMBIOTE --

-- AND
SENT IT
SCURRYING
FOR PARTS
UNKNOWN!



SYMBIOTE --P?
A
LOATHSOME
CREATURE WHO
COVERS HIS HOST
LIKE LIVING
TISSUE?!

SOUNDS
LIKE YOU'VE
RUN ACROSS
THESE CRITTERS
BEFORE!



I...
HAVE.

LONG
AGO AND
IN A GALAXY
FAIRLY FAR
AWAY,
I WAS
UNWARE
THAT THEY
HAD FOUND
THEIR WAY
HERE.



STAND BACK,
SPIDER-MAN!
THIS
ENTIRE
WORLD MAY
BE AT
RISK!

WITH A
BOLT OF SHEER
COSMIC ENERGY, I
SHALL DISSOLVE
THE STREET SO THAT
I MAY PURSUE THE
LIVING MALEVOLENCE
WHO WOULD
RAVAGE THIS
PLANET.

Uh...
SURE... BE MY
GUEST...

...BUT I
WOULDN'T COUNT ON
ANY FAN LETTERS FROM
THE DEPARTMENT OF
TRANSPORTATION.

TO ONE
SUCH AS I,
IT IS CHILD'S
PLAY TO REPAIR
SUCH PALTRY
DAMAGE --



-- BUT I MUST NOW CONCENTRATE
ON FOLLOWING THE TRAIL OF A
CREATURE WHOSE RACE ABHORS
BOTH CONSCIENCE AND
COMPASSION!



WHOA!

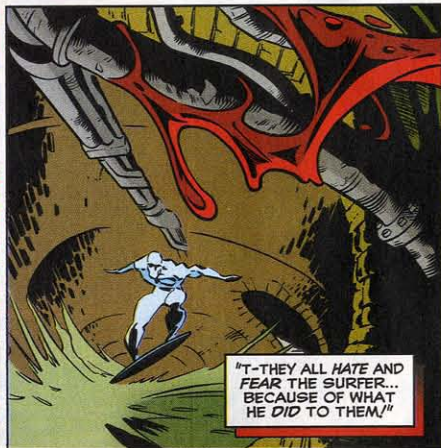
IF YOU
EVER GET
TIRED OF SURFING
THE SKYWAYS,
THERE'S ALWAYS
A JOB FOR YOU
ON THE MAYOR'S
POTHOLE
PATROL!



A-ALONE!
H-HATE
BEING
ALONE!

WHAT
ABOUT
KASADY?

IS HE IN REAL
PAIN, OR --?!





WHAT ARE YOU SAYING, KASADYP?

IS THE SURFER IN DANGER?

TALK TO ME! TELL ME HOW THE SYMBIOTE PLANS TO --



-- AWWWWW...
...NO!



MY MIND IS AFLAME WITH **MADNESS!**
OUTRAGE, WRATH AND CHAOS AND NOW SMOLDER WITHIN ME!

I LONG TO GIVE VENT TO MY MOST WANTON **DESIRES** AND MY BASEST **EMOTIONS!**

THE SILVER SURFER IS NO MORE!

IN HIS PLACE SOARS...

THE CARNAGE COSMIC!

TO BE CONTINUED!

'NLIFF SAID!

THE SPIDER'S WEB

Entomologists,

Ish #...Minus 1? We are traveling backwards in time? The last panel of a story is going to appear on the splash page from now on? Coooooool. Seriously, this ish was a nice place to visit. Too bad we can't live there forever. But most enjoyable were the reappearances of the ol' MCG block up in the left corner, the ol' letters page format, and Stan's ol' soapbox style suitable for carbon dating....

Seeing May and Ben in their slightly younger years was a strong story idea. Going through the old box of comics was fun. The Boss o' Bosses wasn't very bright, was he? If me had the K-Man stomping around my conference room...me would be expecting to have my neck snapped in short order! The extra feature about young Peter P. at the end was lotsa laughs. The proverbial nerd. We all knew this guy. Some of us were this guy!

Again, thank you, Stan and all, for this Flashback to a superior past. It was a simple, compelling yarn... elegant in its unpretentiousness. A refreshing change from much of the hellish rubbish that appears in the racks currently. See you for Minus 2!

Andy Herman
702 Wright Ln. #118
Aurora, CO 80045

Us think you ought to refer to the Kingpin by his proper appellation, else Mr. Fisk will personally knock even more grammatical skills out of you, Andy!

Seriously, though, we're awful glad you enjoyed AMAZING SPIDER-MAN -1 so thoroughly. Trust us when we say these books were true labors of love for us here at Spidey central. Everything from cooking up the stories themselves to coming up with kooky names for the letters pages was a total blast!

Dear Spider's Web,

I was pretty excited when I first heard about May being Flashback month. The Spider-Man titles, in particular, have always drawn upon Peter's past as the impetus for many plot ideas. Flashing back has been done frequently, but devoting a whole month to it is revolutionary.

Regarding the story, "Where have all the heroes gone?" gave great insight into Peter's teenage life shortly before he became Spider-Man. Tom DeFalco captured Pete's fascination with the "old" heroes, which I believe caused the creation of the flashy spider-suit. Peter has said that the color scheme was chosen so it would look better on television, but I think most

people still owned black and white sets in those days. In reality, seeing the colorful Captain America, Vision, Angel and others probably stuck in Peter's mind when the suit was being designed. Also, Pete's aversion to physical sports and lacking courage to chase down the bully were both ironic aspects of his personality, yet also consistent with those shown in early issues of AMAZING SPIDER-MAN.

The sub-plot concerning Fortunato and Wilson Fisk expand upon and foreshadow current storylines. I've heard that the Kingpin is back; can we see him in a Spidey book? It's been a while since we've had a good, old-fashioned Gang War. The recent one in SPIDER-MAN wasn't enough. I'm waiting for a sequel to ASM #284-288. Also, a nice character study of Jacob Conner. I don't trust him, not even after reading that great story in ASM #248.

May I be the first to say that throwing an amnesiac Sub-Mariner into the story proves that Marvel is the King of Continuity.

The back-up feature and the look of the letters page (including the ad for the MMMS) made this feel like an authentic '60s issue of ASM. How does one go about joining the MMMS, anyway? You done good, keep it up!

Jason R. Adrian
212 Francisridge Drive
Cincinnati, OH 45238

Interesting theory about the genesis of Peter's costume, Jason. We're not prepared to state that it's now chiseled into continuity, but it certainly doesn't contradict any existing facts, so anyone who wants to take Jason's insight as fact, go right ahead.

Kingpin, you say? How curious. It seems there's a special bookshelf edition Kingpin one-shot on sale...in two weeks! How's that for service? Not enough, you claim? Okay, then. How about this...it's put together by the dream team of Stan Lee, John Romita, Sr. and Tom DeFalco! C'mon, someone just try to complain. We'd just love to see that!

Dear Webheads,

AMAZING SPIDER-MAN -1 was one of the coolest comics I've read. I've noticed something about Marvel Comics recently, something good—a little spark of life. Well, not a little spark; Marvel's always had that. But a giant gush of life which reaches out from the embellished paper, pulls you in and tosses you into the story with each passing panel. Destined for greatness are we all. That line alone disproves Aunt

May's fear of nightmare-bringing comic books.

These things are an escape from life. But not truly life, just the humdrum repetition we all may face. The horrors that come at us and chew away at our souls. These simple stories pull us out of the torment we may be enmeshed in and put us back a number of pages later. But for those few pages, we're lost, and we also find something. Those few pages of a non-existing, fictional universe give us a little power to face even more horrifying monsters. Those which we never find in a comic book, those of a universe even more frightening—reality.

Erik Martin
Box 291
Sutherland, NE 69165

Thanks for those awfully kind words, Erik. We are always aware of comic books' ability to transport the reader into an exciting world that can indeed make some of the less pleasant aspects of our lives seem not so bad. We're proud to have touched you so.

Dear Spider's Web,

I've just read the AMAZING SPIDER-MAN Flashback issue. I think it's cool to see what Spider-Man was like before he got his powers (jeez, what a nerd). Anyway, I've just got one question: Does Stan Lee really talk like that?

Until people stop ending their letters like this, Make Mine Marvel!

Nathan Lueth
421 Briarwood Place
Ames, IA 50014

Does Smilin' Stan really talk that way, you ask? Forsooth! Indeed, he does! One of the real perks about working at this great company is the all-too-rare occasions when "The Man" flies in from sunny LA to make all our lives a bit brighter with his awesome alliteration!

NEXT ISSUE

CARNAGE COSMIC KICKS INTO HIGH GEAR! CLETUS KASADY'S BEEN DIAGNOSED WITH CANCER, SO NOW HE REALIZES NOTHING AT ALL TO LOSE AND HE'S DECIDED TO TAKE ON THE WHOLE WORLD! TOO BIG A JOB FOR EVEN THAT MANIAC, YOU CRY? TOO BAD, CARNAGE HAS THE STOLEN POWER OF THE SILVER SURFER! THIS SOUNDS LIKE TOO BIG A JOB FOR OUR LITTLE ARACHNID TO HANDLE, BUT HIS NAME'S ON THE MASTHEAD, SO IT LOOKS LIKE HE'LL HAVE TO! SO RETURN TO US IN 30, WON'T YOU, FOR A TALE OF MAYHEM AND MURDEROUSNESS AS COULD ONLY BE BROUGHT TO YOU BY THE TALENTS OF TOM DEFALCO, STEVE SKROCE, BUD LAROSA, AND RALF, WITH THE STOLEN POWER OF IRVING FORBUSH!

MATT
HICKS
ASSISTANT
EDITOR

RALPH
MACCHIO
EDITOR

BOB
HARRAS
CHIEF

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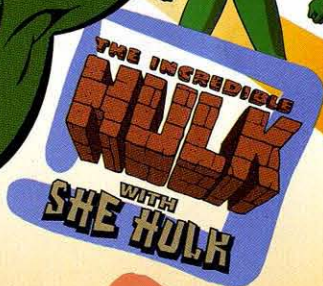
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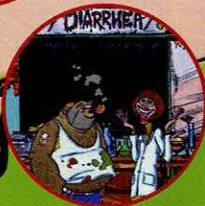
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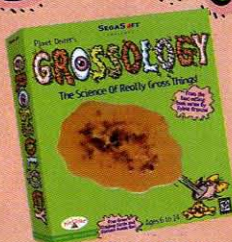
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