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THE AMAZING

SPIDER-MAN

MARVEL
COMICS

1ST
SPECTACULAR
ISSUE!

JAN
1999

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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.



Met 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!**

SCORPION

Mac Gargan was a private investigator hired by J. Jonah Jameson to keep tabs on Peter Parker; to discover how he got such great photos of Spider-Man. Later, Jameson made Gargan part of an experiment the publisher was backing to create a being strong enough to defeat the web-spinner. Thus was born the Scorpion. In his super-powered identity, the Scorpion and Spidey have clashed numerous times with the Scorpion often coming out on top. The Scorpion possesses strength far greater than Spider-Man and recent updates include a working stinger and acid-releasing tail attachment.



AUNT MAY

Ben Parker's sweet, understanding wife, who is *Peter's* aunt and surrogate mother since the tragic death of the youth's parents.



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.



J. JONAH JAMESON

The publisher of New York's *Daily Bugle* newspaper who despises *Spider-Man* and has written numerous editorials stating the same.



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.



BETTY BRANT

Former secretary of J. Jonah Jameson at the *Daily Bugle* newspaper and currently an eager reporter there. She was Peter Parker's first love who eventually married the late Ned Leeds. Betty occasionally dates Flash Thompson and remains close friends with Peter.



PREVIOUSLY IN...

THE AMAZING SPIDER-MAN

Spider-Man had decisively defeated his most bitter enemy—Norman Osborn, the Green Goblin, and saved the life of his Aunt May in the process.



Additionally, he had physically supported part of the structure of the collapsing Daily Bugle building, allowing workers within to escape.



Yet, despite his heroic efforts, the people of New York were still suspicious of the web-spinner, still could not warm to the often misunderstood crusader in their midst.



The webslinger knew this and made the fateful decision to retire his costumed alter-ego once and for all.

This he did. And currently, Peter Parker lives with his sickly Aunt May in a fabulous midtown Manhattan penthouse...an apartment financed by Peter's absent wife, Mary Jane, from her enormous modeling income. Let's see how a young man who has never known such wealth deals with its unexpected consequences...



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OF HEROES.**

**TODAY, AS EVIDENCED BY
THE FIERY MESSAGE SCRAWLED
ACROSS THE SKY, THERE
IS ONE HERO WHO HAS
BEEN NOTICEABLY ABSENT.**

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JOHN BYRNE
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COME ON, WEBHEAD OL' BUDDY, WHERE ARE YOU?

IT'S BEEN MONTHS AND THIS DISAPPEARING ACT JUST ISN'T LIKE YOU.

IT'S NOT AS IF YOU COULD HAVE GOTTEN YOURSELF SHUNTED OFF INTO A PARALLEL DIMENSION BY YOUR SIX-YEAR-OLD NEPHEW WHILE BATTLING AN EVIL PSIONIC ENEMY. THAT'S MY BIT.

YOU JUST HAD YOUR LATEST IN AN ONGOING SERIES OF TUGGLES WITH YOUR ARCH RIVAL THE GREEN GOBLIN. IS ALL.

BY ALL ACCOUNTS IT WAS A BIG ONE, AND HE ALMOST TOOK OUT HALF THE CITY IN AN ATTEMPT TO KILL YOU, BUT...

...WHY DIDN'T YOU ASK FOR MY HELP? YOU CAME TO REED TO HELP THE PARKER WOMAN, BUT YOU NEVER ASKED ME TO WATCH YOUR BACK. WHY, BUDDY?

IF YOU HAD A PROBLEM DEALING WITH SOMETHING --

-- BLAST IT, YOU SHOULD HAVE GOTTEN HOLD OF ME!

WE COUL'DVE GONE OFF, BLOWN OFF SOME STEAM AND WORKED THINGS OUT.

THAT'S WHAT FRIENDS ARE FOR.

REED, YOU GONNA REEL IN TORCHIE, OR WHAT?

I MEAN I'M AS INTERESTED IN WHAT HAPPENED TO THE WEBSLINGER AS THE NEXT GUY, BUT...

...I DON'T KNOW IF A HUMAN TORCH O'GRAM IS THE WAY TO FIND HIM.

COME ON, BEN, YOU KNOW HOW CLOSE JOHNNY AND SPIDER-MAN HAVE BEEN.

YEAH SUZIE, BUT WE'RE STARTIN' TO DRAW A CROWD.

IT'S NOT EVERY DAY THEY GET TO FEAST THEIR EYES ON THE EVER-LOVIN' THING, MISTER FANTASTIC AND THE INVISIBLE WOMAN.

In Spider-Man: The Final Chapter -- Ralf.



NOT TO WORRY, BEN, I GAVE IT MY BEST SHOT.

SPIDEY'S NOT SHOWING.

I'M SORRY, JOHNNY. I KNOW HOW YOU MUST FEEL.

DON'T SWEAT IT, REED. SPIDEY'S A BIG BOY.

I'M SURE HE'S GOT A GOOD REASON FOR DROPPING OUT OF SIGHT.

HE'LL GET IN TOUCH WHEN HE NEEDS TO.



SORRY, BUDDY, BUT SPIDER-MAN ISN'T COMING OUT TO PLAY.

NOT TONIGHT OR EVER AGAIN.

PETER PARKER'S DAYS AS THE AMAZING SPIDER-MAN ARE OVER.

THE RESPONSIBILITY OF BEING A SUPER HERO, AND STILL HAVING HALF THE CITY HATE ME, TOOK ITS TOLL. I'VE LOST TOO MUCH -- MADE TOO MANY SACRIFICES.

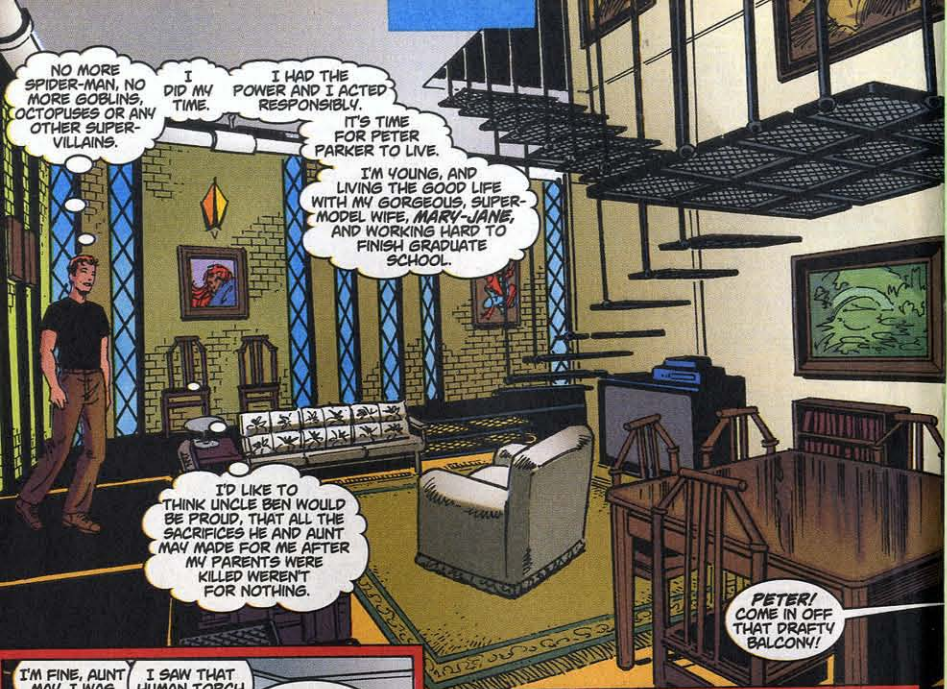
AND ALL BECAUSE ONE ITSY-BITSY IRRADIATED SPIDER BIT ME IN ITS DEATH THROES AND GAVE ME THE PROPORTIONATE STRENGTH, SPEED AND DANGER SENSE OF SAID ARACHNID...

...WHAT WOULD MY LATE UNCLE BEN THINK OF ALL THAT'S HAPPENED TO ME SINCE THAT FATEFUL DAY? AND WHAT WOULDN'T I GIVE TO HEAR IT FROM HIM.

HE WAS ALWAYS THERE FOR ME. AFTER MY PARENTS WERE KILLED IN THE PLANE CRASH, HE AND AUNT MAY TOOK ME IN AS THEIR OWN.

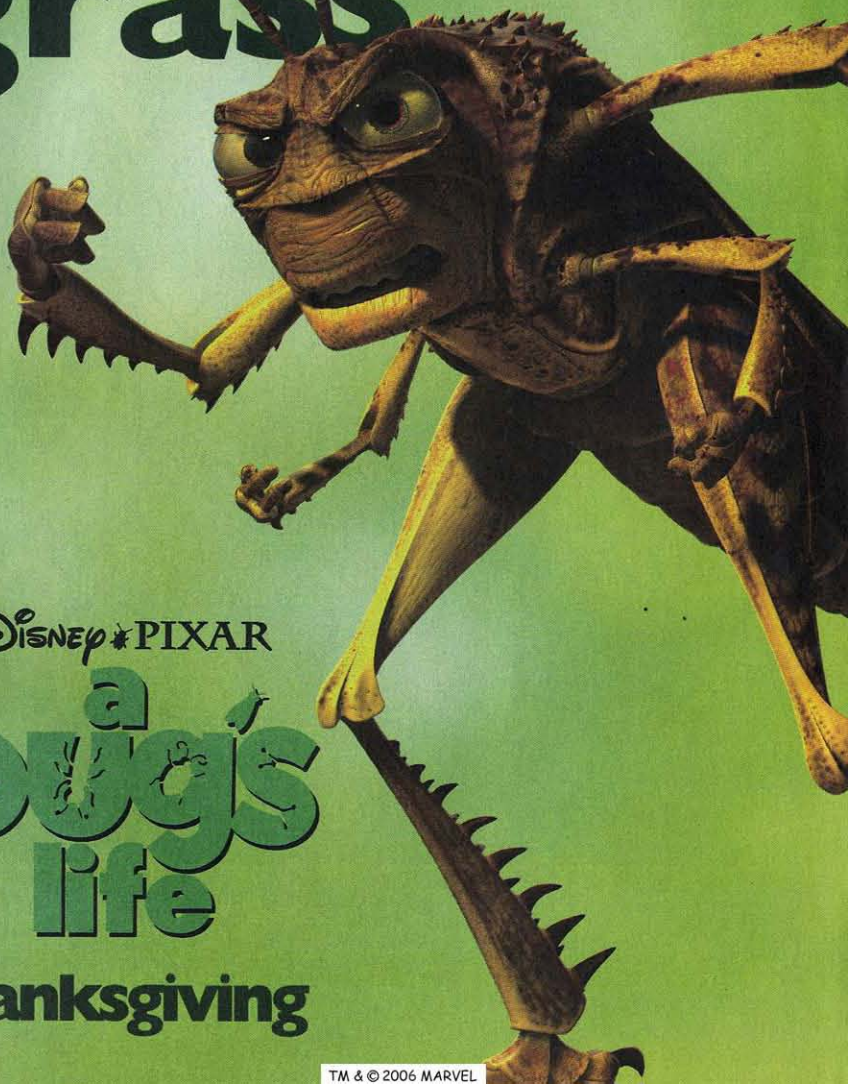
WE ALWAYS HAD A ROOF OVER OUR HEAD IN THOSE DAYS, BUT IT WAS MUCH MORE HAND-TO-MOUTH THAN EITHER OF THEM WOULD EVER LET ON. BLESS 'EM.

AND NOW...



from the creators of "toy story"

bugs kick grass



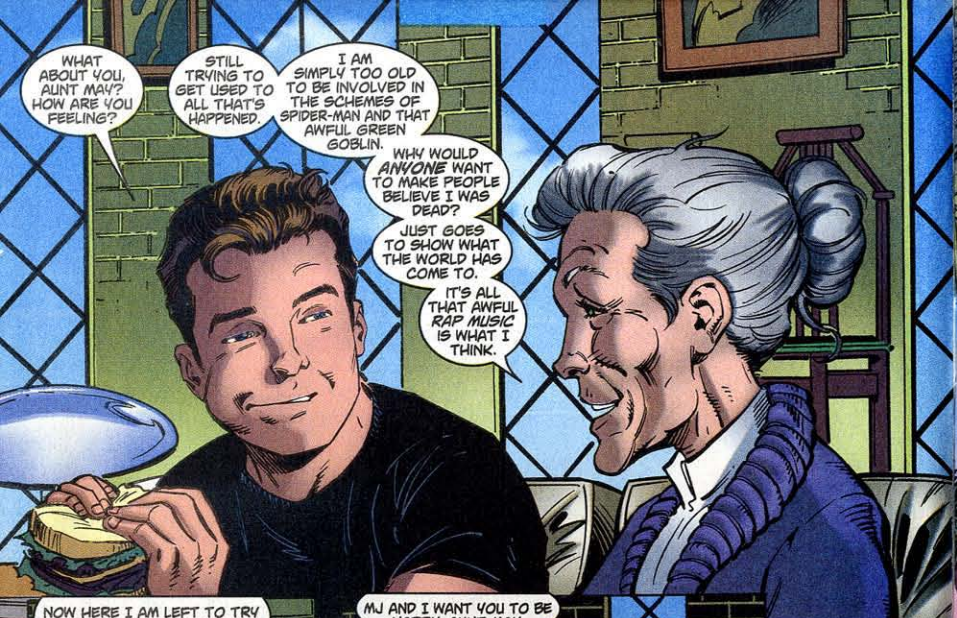
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a
bug's
life

thanksgiving

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WHAT ABOUT YOU, AUNT MAY? HOW ARE YOU FEELING?

STILL TRYING TO GET USED TO ALL THAT'S HAPPENED.

I AM SIMPLY TOO OLD TO BE INVOLVED IN THE SCHEMES OF SPIDER-MAN AND THAT AWFUL GREEN GOBLIN.

WHY WOULD ANYONE WANT TO MAKE PEOPLE BELIEVE I WAS DEAD?

JUST GOES TO SHOW WHAT THE WORLD HAS COME TO.

IT'S ALL THAT AWFUL RAP MUSIC IS WHAT I THINK.

NOW HERE I AM LEFT TO TRY AND EXPLAIN TO MY FRIENDS THAT I WASN'T DEAD AFTER ALL.

ALL THOSE FLOWERS SENT TO THE CEMETERY. YOU KNOW, PETER, MOST OF MY FRIENDS ARE ON FIXED INCOMES AND CAN'T AFFORD SUCH EXTRAVAGANCES.

AND NOW LOOK AT ME, LIVING THE HIGH LIFE IN A PENTHOUSE APARTMENT WITH MY FAVORITE NEPHEW AND HIS WIFE.

SUCH LUXURY! IT ALL IS GOING TO TAKE SOME GETTING USED TO.

MJ AND I WANT YOU TO BE HAPPY, AUNT MAY.

YOU'VE BEEN THROUGH SO MUCH...

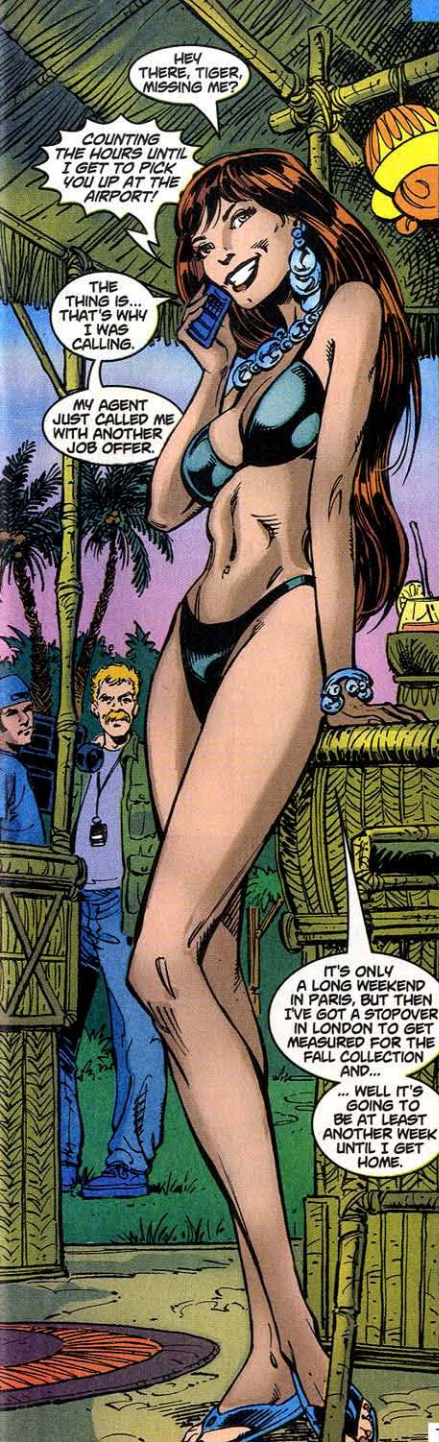
...YOU DESERVE TO TAKE IT EASY FOR AWHILE.

WE ALL DO.

SPEAKING OF MY FAVORITE RED-HEADED SUPER MODEL!



RRRINGG



HEY
THERE, TIGER.
MISSING ME?

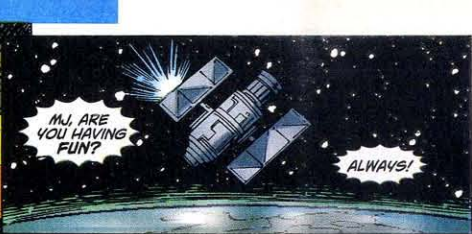
COUNTING
THE HOURS UNTIL
I GET TO PICK
YOU UP AT THE
AIRPORT!

THE
THING IS...
THAT'S WHY
I WAS
CALLING.

MY AGENT
JUST CALLED ME
WITH ANOTHER
JOB OFFER.

IT'S ONLY
A LONG WEEKEND
IN PARIS, BUT THEN
I'VE GOT A STOPOVER
IN LONDON TO GET
MEASURED FOR THE
FALL COLLECTION
AND...

... WELL IT'S
GOING TO
BE AT LEAST
ANOTHER WEEK
UNTIL I GET
HOME.



MJ, ARE
YOU HAVING
FUN?

ALWAYS!

THEN DON'T WORRY
ABOUT IT.
HONESTLY, I'VE
GOT PLENTY GOING
ON HERE BETWEEN GRAD
SCHOOL, FREELANCING
FOR THE BUGLE AND I
GOT THE INTERVIEW WITH
TRI CORP RESEARCH
FOUNDATION.

PETER!
IT'S WHAT
YOU'VE ALWAYS
WANTED!

I DON'T
HAVE IT YET,
KIDDO.



IF THEY'RE FULL OF AS
MANY SMART PEOPLE AS
THEY CLAIM... YOU WILL.

NOW HOW'S AUNT MAY?
IS THE APARTMENT WORKING
OUT? DID THE NEW FURNITURE
SHOW UP? ARE YOU SENDING
THE BILLS TO MY BUSINESS
MANAGER?

SHE'S
DOING GREAT.
YES, YES, AND
YES.

AND WHAT
ABOUT THE
OTHER THING?
YOU ARE KEEPING
YOUR PROMISE,
AREN'T YOU?



YOU KNOW I CAN'T
BE THERE TO KISS IT AND
MAKE IT BETTER EVERY TIME
YOU FALL OFF A BUILDING.



YEAH, MJ.
I'M STICKING TO
MY PROMISE, THOUGH
I DID ASSUME WITH ME
HAVING ALL THIS EXTRA
TIME... I'D GET TO SPEND
SOME OF IT WITH MY
GORGEOUS
WIFE.

I'M GOING
TO HAVE TO GO
NOW, TIGER, BUT
REMEMBER...

... NO
COSTUMES.

NO
PROBLEM.

MEANWHILE, AS THE REMNANTS OF THE HUMAN TORCH'S BLAZING MESSAGE LINGER IN THE SKY OVER NEW YORK'S HELL'S KITCHEN...

SCRUNCH

... THE BLIND CRUSADER KNOWN AS DAREDEVIL ATTENDS TO THE BUSINESS OF PROTECTING THE INNOCENTS WHO LIVE IN HIS NEIGHBORHOOD.

YOUR FREE RIDE ENDS TONIGHT, SALLY BOY. YOU'VE BEEN TERRORIZING THE LOCAL STORE OWNERS LONG ENOUGH.

YOU SEND A MESSAGE TO THE KINGPIN FROM PRISON... HE'S NOT GETTING ANOTHER TOE HOLD INTO THIS CITY.



KEEP DREAMIN', D.D., YA WOULDN'T EVENA CAUGHT ME IF I WASNT DISTRACTED BY THAT FLAMIN' MESSAGE IN THE SKY ASKIN' WHERE SPIDER-MAN IS.

RIGHT! AND WHAT NEXT, SALLY... HALLEY'S COMET? TRY AND BE A LITTLE MORE CREATIVE NEXT TIME!

WAIT! HE'S RIGHT! HE'S SO FOCUSED ON DEALING WITH HIM THAT I WAS COMPLETELY IGNORING THE HEAT SIGNATURE OF THE MESSAGE, BUT MY ENHANCED SENSES HAVE IT NOW.

SPIDER-MAN HAS BEEN MISSING AND I'VE BEEN FEELING IT ON THE STREETS.



HE AND I ARE THE FIRST LINE OF DEFENSE AGAINST THE LIKES OF THE KINGPIN AND OTHER THUGS.

SIMULTANEOUSLY, AT AVENGERS MANSION...

CAPTAIN AMERICA, THE STAR SPANGLED AVENGER, WATCHES AS THE LAST OF THE TORCH'S MESSAGE FADES AWAY.

WHERE HAVE YOU GOTTEN YOURSELF TO, SPIDER-MAN?

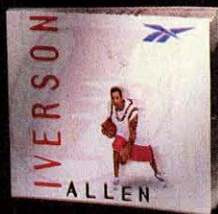


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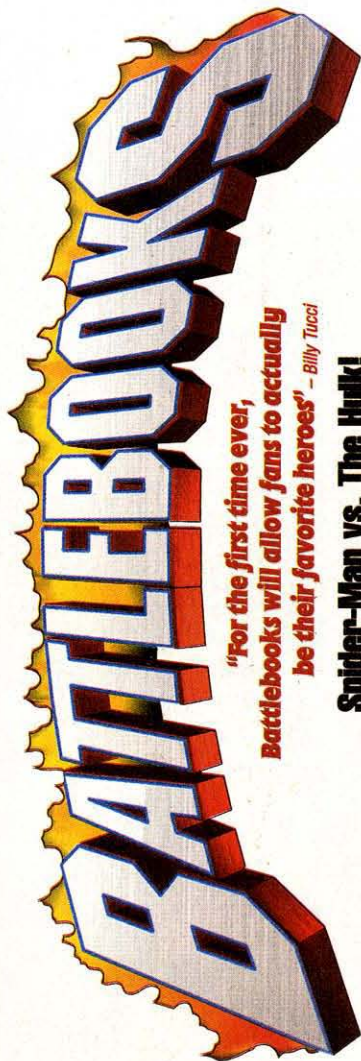
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SIR, THE REST OF THE TEAM ARE ASSEMBLED AND AWAITING YOU IN THE COMBAT SIMULATION ROOM.

THANK YOU, JARVIS. I'M ON MY WAY.

SPIDER-MAN IS MISSED, SIR, ISN'T HE?

YES, JARVIS. HE IS.

HE WAS A STRANGE ONE, THOUGH. NEVER REALLY ACCEPTED BY THE PUBLIC -- A LONER. BUT IF I'M ANY JUDGE OF CHARACTER, HE HAD A GOOD HEART.



SIR, I THOUGHT YOU MIGHT WANT TO SEE THIS. THIS MORNING'S DAILY BUGLE.

THANK YOU.

"I'LL SHOW IT TO THE REST OF THE TEAM."

I DON'T KNOW WHY EVERYBODY'S SO WORRIED ABOUT SPIDER-MAN.

THE WALL-CRAWLER WASN'T REALLY MUCH MORE THAN A RESERVE AVENGER, SO WHAT'S THE BIG DEAL?

THE BIG DEAL, JUSTICE, IS THAT WITHOUT SPIDER-MAN DOING WHAT HE DOES...

...WE WOULD BE TOO BUSY CHASING AFTER THE LIKES OF DOCTOR OCTOPUS, THE GREEN GOBLIN AND VENOM TO DO WHAT WE DO.

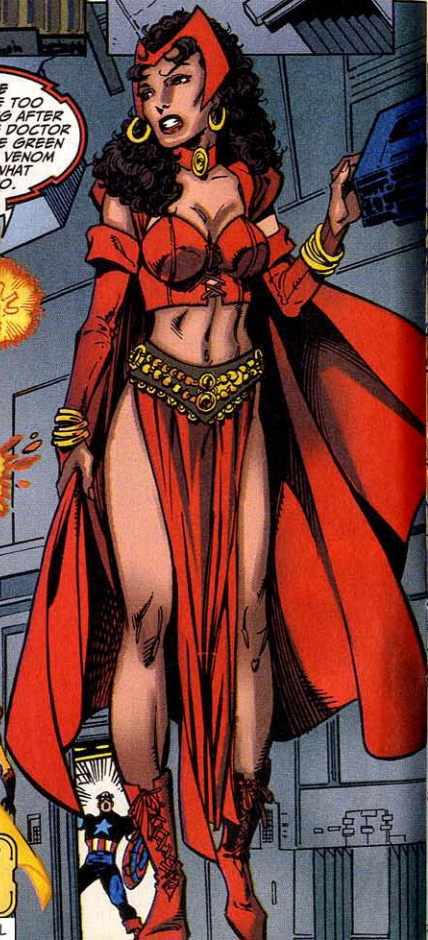


HAVE AT THEE, VISION!



IRON MAN, PERHAPS WE COULD CONCLUDE THIS DISCUSSION OF SPIDER-MAN'S WORTH UNTIL AFTER YOU AND JUSTICE HAVE ATTEMPTED TO DEAL WITH THOR'S HAMMER...

...WHICH HAS PASSED THROUGH MY HOLOGRAM FORM AND IS NOW PLACING THE SCARLET WITCH IN HARM'S WAY.





PLEASE, VISION. THERE'S NO NEED TO BE OVERLY PROTECTIVE OF ME.

HE WOULD NO SOONER PLACE ME IN HARM'S WAY THAN HE WOULD TRY AND HURT THE VISION.

A SIMPLE ALTERING OF PROBABILITIES AND...



... THE HAMMER LOSES ITS KINETIC ENERGY AND...
... IT FALLS UNTIL THOR CALLS IT BACK.

FWOMP



I'M SURE SPIDER-MAN WOULD HAVE KNOWN I COULD HANDLE MYSELF.



WHOA, CAP, WHAT'S UP? I HAVEN'T SEEN YOU LOOK THIS DOWN SINCE YOU HEARD ABOUT THE PLANS TO UPDATE THE STAR SPANGLED BANNER.

YOU ALL KNOW I'VE BEEN FOLLOWING THE DISAPPEARANCE OF SPIDER-MAN WITH SOME CONCERN.

DESPITE WHAT HIS PUBLIC PERSONA MAY BE, WE'VE ALWAYS KNOWN THAT HE'S DONE HIS PART DEFENDING THIS CITY.

IN THE PAST, JAMESON HAS LIMITED HIS EDITORIAL TIRADES TO SPIDER-MAN ALONE, BUT NOW...



DAILY BUGLE
NEW YORK'S FIRST DAILY NEWSPAPER

**SPIDER-MAN
COWARD
CRIMINAL**

THIS TIME JAMESON HAS GONE TOO FAR!

THE FOLLOWING DAY, AT THE DAILY BUGLE, NEW YORK CITY'S PREMIERE TABLOID NEWSPAPER...

JONAH!
THIS TIME
YOU'VE GONE
TOO FAR!

IS
THAT RIGHT, WELL I'VE
GOT A NEWS
FLASH FOR
YOU... **...IT'S MY
PAPER!**

BUT HE'S
GONE, JONAH.
SPIDER-MAN IS
MISSING. NO LONGER
AMONGST US. YOU'VE
FINALLY GOT WHAT
YOU'VE ALWAYS
WANTED. YOU'VE
WON!
LET
IT GO.

IT'S NOT
ENOUGH.

FOR ALL I KNOW, THE DIRTY
WEBBINGER HAS GONE UNDER-
GROUND -- LAYING LOW UNTIL THE
HEAT'S OFF. LAUGHING AT US!
LAUGHING AT ME!

AND I
WON'T STAND FOR
THAT, ROBBIE! I WANT
THAT WALL-CRAWLING FREAK
NAILED TO THE OUTSIDE OF
THIS BUILDING. HIM AND THE
OTHER COSTUMED VIGILANTES
THAT PRETEND TO BE
SERVING THE PUBLIC
GOOD!

FROM NOW ON, THIS PAPER
IS GOING TO REDOUBLE ITS
EFFORTS TO LET THE PUBLIC
KNOW EXACTLY WHAT SPIDER-MAN,
AND THE REST OF HIS SPANDEX
WEARING COHORTS, ARE
REALLY ABOUT.

IF HE'S GOT A
SECRET LIFE...
FIND IT!

IF HE'S
WORKING BEHIND
THE SCENES...
EXPLORE HIM!

IF HE DARES TO
SHOW HIS FACE
IN PUBLIC
AGAIN...
HEAVEN HELP
HIM!

WHAT IN BLUE BLAZES IS
EVERYBODY STARING AT?
WE HAVE A PAPER TO PUT
OUT! I'M NOT PAYING YOU TO
STAND AROUND AND GAPE
LIKE A BUNCH OF BRAIN
DEAD IDIOTS!

**GET TO
WORK!**

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A SHORT TIME LATER, ON A MANHATTAN STREET WHICH HAS BEEN TURNED INTO A BATTLE ZONE...

I'VE GOT NO TIME FOR THIS, BOYS AND GIRLS!

I'VE BEEN HIRED TO FIND SOMEONE!

JUST LIKE THE OLD DAYS WHEN I WAS SIMPLY MAC GARGAN, PRIVATE EYE!

THINGS HAVE CHANGED A LOT FOR ME SINCE THEN.

CHANGED AND CHANGED AGAIN.

CHANGE IS GOOD... DON'T YOU THINK?



ANYWAY...
I'VE GOT SOMEONE
TO TRACK DOWN AND
I'M NOT GOING TO BE
STOPPED BY A BUNCH
OF PEA-SHOOTING
COPS!

NOW GET
OUTTA THE
WAY...

WROOM



I CAN'T
BELIEVE
THIS!

THE SCORPION SEEMS
MORE POWERFUL AND INSANE THAN
EVER BEFORE. I THOUGHT WE'D
SEEN THE LAST OF HIM AFTER
THE ROXXON INCIDENT.*

FROM WHAT I WAS ABLE TO
PICK UP FROM THE FIRST COPS ON
THE SCENE, BEFORE THE AMBULANCE TOOK
THEM AWAY, HE MADE NO ATTEMPT
AT SUBTERFUGE.



HE JUST
POPPED UP
OUT OF NOWHERE
AND STARTED
TEARING UP THE
STREETS.

* See Spider-Man
Unlimited #22 --
Runnin' Fer Cover Ralf.



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THE NEWBIE PHOTOGRAPHER
ROBBIE SENT OFF WITH ME
WOULDN'T GET CLOSE ENOUGH
FOR THE MONEY
SHOTS.

HOW
TOUGH CAN
IT BE?



POP
IN...

...SNAP
A COUPLE OF
CLOSE-UPS BEFORE
THE SCORPION
EVEN NOTICES
ME...

...AND POP
OUT --

CLIK
CLIK



HEY!

I DON'T
THINK YA
GOT MY GOOD
SIDE, LITTLE
LADY!

ER...
I...



FROM
WHERE I'M
STANDING,
UGLY...



... YOU
DON'T HAVE
A GOOD
SIDE!



SPIDER-MAN?!

I THOUGHT
YOU WERE DEAD
OR SOMETHING!

NOT
SO YOU'D
NOTICE.

I DON'T
REALLY CARE
EITHER WAY.

DEAD, ALIVE,
RETIRED...

IT'S GOT
NOTHIN' TO
DO WITH
ME.

YOU AND
ME DON'T HAVE
A FIGHT HERE
TODAY!

ALL I
WANT TO DO IS
BE LEFT ALONE LONG
ENOUGH TO FIND THE GUY
I'M AFTER AND BRING HIM
BACK TO WHERE I
HAVE TO.

WELL THANK
YOU FOR MAKING
THAT SO CLEAR,
BUT...

... YOU
SHOULD HAVE
THOUGHT ABOUT ALL
THAT BEFORE YOU
STARTED TEARING UP
THE STREET AND LAYING
INTO HALF OF
THE NYPD, MR.
SUBTLETY!



THAT
WASN'T MY
FAULT!

I DIDN'T
REALIZE THAT
THEY WERE GOING
TO DROP ME IN THE
MIDDLE OF THE
CITY.

AND I
CERTAINLY WASN'T
EXPECTIN' TO BE DROPPED
IN FRONT OF A
DOUGHNUT SHOP...

...WHERE
THE BOYS IN BLUE
JUST ABOUT FELL
OVER THEMSELVES
TRYING TO NAIL MY
TAIL TO THE
GROUND.

KZAKK



I'M REALLY
JUST TRYING TO
DO SOME SIMPLE
DETECTIVE
WORK.

THINK
OF IT AS A
MISSING
PERSON
CASE.



YOU'LL HAVE TO
FORGIVE ME,
SCORPION,
BUT...

... EVEN
THOUGH I'M
KIND OF NEW AT
THIS HERO
GAME...

... I'M NOT
BUYING
IT!

YOU'VE
BROKEN THE
LAW, ENDANGERED
LIVES AND
NOW...

... I'M
TAKING YOU
DOWN!

FINE!

I OFFERED
YOU THE EASY
WAY OUT, BUG
HEAD...

... NOW
YOU'RE GONNA
LEARN THAT I'M
NO LONGER A GUY
TO BE TAKEN
LIGHTLY.

YOU ONLY
TOOK ME DOWN
LAST TIME CAUSE
YOU TRICKED
ME.

WELL,
I'VE FALLEN IN
WITH A DIFFERENT
CROWD THESE
DAYS.

IT'S NOT JUST
THE COLOR OF MY
COSTUME THAT'S
CHANGED.

THEY'VE
UPPED MY
POWERS TO THE
POINT WHERE YOU'RE
ABOUT TO BE THE
RECIPIENT OF
SOME SERIOUS
PAYBACK.

"RECIPIENT?"
WOW -- BIG WORD
FOR SUCH A LITTLE
BRAIN!

HOPE
YOU DON'T
GO GETTING A
NOSE BLEED
NOW.

BRACK

YEAH,
THAT'S IT! KEEP
MOUTHING OFF
TO ME!

I HEAR
YOU'VE GOTTEN
REAL GOOD AT HOLDIN'
UP BUILDINGS LATELY! *
THOUGH YOU'RE LOOKIN'
A LOT SCRAWNIER SINCE
THE LAST TIME I
SAW YA.

Peter Parker:
Spider-Man #98 --
Referencing Ralf.

I WAS
THINKIN' MAYBE
YOU COULD GIVE
ME A LITTLE
DEMO.

SKREKK





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"Fei! I've been
searching for you!
You can use this!"

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A SHORT TIME
LATER...

...TRI CORP
RESEARCH
FOUNDATION.

A PRIVATE BRAIN TRUST, WITH
UNLIMITED RESOURCES, WHICH
SERVES AS A PLAYGROUND FOR
THE BEST OF THE BEST OF THE
COUNTRY'S SCIENTIFIC MINDS.

AS PETER PARKER WALKS
THROUGH THE DOOR HE SIMPLY
THINKS OF IT AS HEAVEN.

THIS IS WHERE
I BELONG! THIS IS
WHERE I'VE ALWAYS
BELONGED.

I CAN
DO SO
MUCH MORE
HERE THAN I
EVER COULD
AS SPIDER-
MAN.

PETER?
PETER
PARKER?

TERRY...TERRY KWAN,
WE SPOKE ON THE
PHONE ABOUT THE
INTERVIEW.

SORRY IF I
SEEM DISTRACTED,
MS. KWAN, BUT I FEEL
LIKE I JUST STEPPED
INTO A WILIE WONKA'S
CHOCOLATE
FACTORY.

IT'S THE SAME FOR
US ALL WHEN WE
FIRST GET HERE,
PETER.

AND YOU
HAVEN'T SEEN
THE HALF OF
IT YET.

LET ME SHOW YOU
AROUND BEFORE WE
SIT DOWN AND TALK
WITH DOCTOR
TWAKI.

AS YOU KNOW, PETER, WE'RE A PRIVATE RESEARCH FOUNDATION COMPLETELY FUNDED BY A TRUST SET UP FOR US OVER ONE HUNDRED YEARS AGO.

WASN'T IT QUENTIN CHASE III WHO SET UP THE FOUNDATION?

THAT'S RIGHT, PETER. HE WAS A MAN WELL AHEAD OF HIS TIME. MISUNDERSTOOD BY HIS PEERS, BUT A TRUE PATRON OF THE SCIENCES.

THE IMPACT HE HAS HAD ON THE DAILY LIVES OF EVERY BEING ON THIS PLANET IS MOSTLY UNRECOGNIZED. TRICORP'S HAD A HAND IN ALMOST EVERY SCIENTIFIC BREAKTHROUGH OF THE LAST CENTURY. AND IT'S STILL GOING ON.

SHOULD YOU BE INVITED TO JOIN US, YOU WILL WORK INDEPENDENTLY, KEEP YOUR OWN HOURS AND WORK AT YOUR OWN PACE.

I CAN'T BELIEVE I'M HERE AND NOT CHASING AFTER THE SCORPION.

THE SCORPION IS SOMEONE ELSE'S PROBLEM! I DID MY BEST.

WE HOUSE SEVERAL FIVE STAR RESTAURANTS, A HEALTH CLUB, MOVIE THEATER, COMPLETE RESEARCH LIBRARY... YOU NAME IT. HONESTLY, HALF THE STAFF PRACTICALLY LIVES ON THE PREMISES.

I CAN SEE WHY.

DAREDEVIL OR CAPTAIN AMERICA HAS PROBABLY ALREADY SUBDUED THE SCORPION. I SHOULD JUST PUT HIM OUT OF MY HEAD AND FOCUS ON HOW MUCH I WANT THIS JOB.

ALL PAPERS ARE CLEARED BY AND PUBLISHED THROUGH THE FOUNDATION.

AND I BELIEVE YOU WILL FIND THE JOINT PATENT ROYALTY AGREEMENT TO BE THE SINGLE MOST COMPETITIVE IN THE WORLD.

THIS IS UNBELIEVABLE.

THE FOUNDATION IS LOOKING TO MAKE US HAPPY, PETER.

IN THE END WE ALL WIN.

THIS IS IT. IF YOU JOIN US, THIS IS THE TEAM YOU'LL WORK WITH.

TEAM?

DON'T GET ME WRONG. INDEPENDENT RESEARCH IS ENCOURAGED.

BUT WE'VE FOUND THAT BY GROUPING OUR RESEARCHERS INTO CELLS OF INDIVIDUALS WITH DIVERSE FIELDS OF STUDY, WE OFTEN GET A COLLABORATIVE EFFORT WHICH PRODUCES ASTOUNDING RESULTS.

IT ALSO GIVES YOU SOMEONE TO COMPLAIN TO WHEN THINGS GO WRONG.

PETER... EVERYONE.

EVERYONE... PETER PARKER.



NO ONE MOVE!

WHICH ONE OF YOU IS HIM?

THIS BIO-SCANNING DEVICE LED ME RIGHT TO THIS ROOM, SO I KNOW ONE OF YOU IS THE ONE I'M AFTER!

STEP FORWARD AND WE CAN DO THIS THE EASY WAY.

I'M WAITING!
HELLO!
FINE!

I GUESS YOU EGGHEADS ARE GONNA MAKE ME PLAY ROUGH!

EXCUSE ME, CHANTAL, BUT I THINK WE SHOULD GIVE THIS GUY SOME ROOM.

ER, SURE, PETER.

PETER... YOU'RE A LITTLE MORE ATHLETICALLY-INCLINED THAN THE NORMAL SCIENTIST WE GET AROUND HERE.

NO...JUST A LITTLE MORE SCARED!

WATCH OUT, TERRY!! I GOT YOU!

AND WHY, WHEN I'M TRYING TO GET A HANDLE ON NORMAL LIFE, DO I HAVE TO BE PUT IN A SITUATION WHERE I MIGHT HAVE TO EXPOSE MY SPIDER POWERS?!

I DON'T NEED THIS!

COULD THE SCORPION BE TRACKING ME?

WHY?

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Is the new SPIDER-MAN friend or foe? PETER PARKER is determined to find all the answers! And a new villain called the RANGER is out for blood! By HOWARD MACKIE and JOHN ROMITA JR.!

THUNDERBOLTS

HERCULES and ATLAS in a clash that's gonna rock both the AVENGERS and the THUNDERBOLTS! Featuring a surprise AVENGERS guest-star! By KURT BUSIEK and MARK BAGLEY!

UNCANNY X-MEN

The X-MEN must join forces with the BROTHERHOOD to battle CEREBRO – an enemy that could destroy them all! By STEVE SEAGLE and LIENEL YU!

UNION JACK

Jack thought he had his hands full with that vile vampire, BARON BLOOD! Now he has to deal with a lethal lady called the BARONESS! By BEN RAAB and JOHN CASSADY!

X-MAN

STRYFE stands triumphant in the cataclysmic conclusion of the CABLE/X-MAN crossover! The future of X-Man begins here, with ramifications that will change his life forever! By TERRY KAVANAGH and J.H. WILLIAMS!

X-MEN

ROGUE, GAMBIT, STORM, and NIGHT-CRAWLER venture to a desolate corner of the world, where they find a guy who seems like XAVIER – but he isn't! Who is he? By JOE KELLY and ADAM KUBERT!

X-MEN: THE MANGA

The X-MEN journey to Europe on a desperate mission to stop the FOUR HORSEMEN of APOCALYPSE – and their teammate, ANGEL! By YUKIKAZE AMAGI!

ITEM! Last week, we announced the first issue of the all-new AMAZING SPIDER-MAN #1! Now get ready for lightning to strike again next week, as we unleash the first issue of PETER PARKER, SPIDER-MAN on an unsuspecting world! It's 48-pages of web-spinning excitement, written by the talented HOWARD MACKIE, with stunning art by the unbeatable team of JOHN ROMITA JR. and SCOTT HANNA! There's a new SPIDER-MAN in town, and PETER PARKER won't rest until he finds out who this impostor is! A new villain called the RANGER also makes the scene, and he's determined to kill a U.S. Senator! This sounds like a job for Spidey! But which one? With two Spider-Men running around, it's enough to make J. JONAH JAMESON's hair stand up on end! So don't miss PETER PARKER: SPIDER-MAN #1, as we launch a new era of web-slinging greatness!

ITEM! Quick! Name CAPTAIN AMERICA's greatest foe! If you said the RED SKULL, consider yourself No-Prize! The Skull has been a pain in Cap's patriotic side ever since they first clashed in the dark days of World War II! Next week, ol' Skull-Head is back in the pages of CAPTAIN AMERICA #13 – which looks like it'll be an unlucky number for the Star-Spangled Avenger! Just when things look like they may be heating up between STEVE ROGERS and SHARON CARTER, the Skull returns with a surprising new ally! Who is it? You'll have to ask Cap's creative crew, writer MARK WAID and those awesome artists, DOUG BRAITHWAITE and MARK FARMER! Or better yet – just pick up CAP #13!

ITEM! HERCULES is looking for some payback next week in THUNDERBOLTS #22 – and the target of his Olympian wrath is none other than ATLAS! It seems that a few years back, Atlas was part of the MASTERS OF EVIL group that beat the tar out of old Herc (in a story reprinted this month in the AVENGERS: UNDER SIEGE trade paperback)! Of course, that was before ATLAS reformed and abandoned his evil ways! But Herc doesn't care about that – he just wants to put a hurtin' on the gargantuan hero! Writer KURT BUSIEK brings you all the blow-by-blow action, while artists MARK BAGLEY and SCOTT HANNA put on punches in the art department! This knock-down, drag-out slugfest for the ages is only the warm-up for the AVENGERS/THUNDERBOLTS confrontation coming later this month!

ITEM! A gray September day was made a little brighter by the appearance of two superstar artists in the Marvel Bullpen! Spider-Man artists extraordinaire JOHN BYRNE and JOHN ROMITA JR. both graced our hallowed halls with their presence on the same day – a rare event indeed! These days, we keep our frantic freelancers so busy, they don't often have time to visit the Marvel offices! So it was a real treat to have both Spider-artists pop in on the same day! It was such a momentous occasion that Spidey editor RALPH MACCHIO not only showed up for work, but was only a few hours late! The prolific Mr. Byrne even worked on some arachnid art, giving the delighted Bullpen a chance to see a spectacular Spidey artist strut his stuff! (And no, there's no truth to the rumor that either of the two Johns draws while hanging from the ceiling!)

STAN'S SOAPBOX!

Hi, Heroes!
Let's see how many questions n' answers I can squeeze into this one column today!

We'll start off with this shortly from Sandro Bucci, of Spring Valley, NY:

"Have you had a lot of acting opportunities?"

Yep, but not as many as I'd like!

Meredith McEwen of Havertown, PA touches on a sore subject here:

"How does it feel to hear 'Comics are just kid stuff'?"

Rotten! That's why I write the Soapbox – to show how erudite and cultured we are!

Il' betcha Elliot Rosen of Erial, NJ gave a lot of thought and study to this one:

"Is it true you bused Spider-Man's wisecracking attitude on Bugs Bunny?"

Nah! I never even saw Bugs. Oh, by the way, eh, eh, what's up, Doc?

Do you think Zack Quintance of Glendale HTs, IL is an optician? He asks:

"Hey, Stan, how come Cyclops doesn't get 'ruby quartz' contacts?"

He can't afford 'em. But maybe if more of you bought his comic books...

Sean "Cannonball" Mullaney of Wrightsville, PA mustn't read our credits pages:

"Do you have a nickname?"

Lots! Mainly 'Stan the Man'. Most of the other names I'm called aren't printable!

It's obvious that Daniel P. Florence of Cynthia, KS is into statistics:

"How many super heroes and villains did you personally create over the years?"

Never counted 'em, Danny, but I'll betcha there must be at least two or three!

Here's a doozy from Pier Bedotto of Cuernavaca Morelos, Mexico:

"Name the last story you wrote before becoming Marvel's publisher in the early 70's?"

Haven't the foggiest, Pier, but a zingy new No-Prize to the first one who can tell me.

Dennis Cooper of Chicago, IL apparently remembers people I mention in my columns:

"What do you and your debating pal, Harlan Ellison, have to debate about?"

Mostly about whose name comes first when the programs are printed!

How about that?! Eight smart letters and hopey answers in one skinny little column! Eight True Believers who have attained No-Prize status! Eight more reasons for the rest of you to think I've lost my mind! Come on, join the madness – write: "Stan's Soapbox" c/o BULLPEN BULLETINS, Marvel Comics, 387 Park Ave. South, NY NY 10016 or e-mail me at stanstanz@aol.com – and, whatever you do, never mention those addresses to anyone. DC's spies are everywhere!

Excelsior!



Stan Lee

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KEEP YOUR HEAD DOWN, STAN, AND MAKE FOR THE DOOR!

SURE, PETER, BUT WHAT ABOUT YOU?

I'LL BE RIGHT BEHIND YOU...



...JUST AS SOON AS I MAKE SURE THAT EVERY-ONE ELSE CAN GET AWAY.

THIS IS WHAT I GET!

I SHOULD HAVE DEALT WITH THE SCORPION WHEN I HAD THE CHANCE.

I SHOULD HAVE KNOWN THESE THINGS ALWAYS HAVE A HABIT OF TURNING AROUND AND BITING ME IN THE END.



ARE YOU HIM?

DON'T EVEN THINK ABOUT PASSING OUT ON ME WHEN I'M TALKIN' TO YA!

WALT IS DOWN! AND IT DOESN'T LOOK LIKE GARGAN IS IN ANY MOOD TO PLAY AROUND!





HANDS
OFF THE GEEK,
SCORPION!

YOU AND
I HAVE SOME
UNFINISHED
BUSINESS TO
TAKE CARE
OF!

WHO
THE --?

WHAT
THE --?

HOW
THE --?









THE END

STAN
LEE
PRESENTS:

REBIRTH!

ONE WEEK AGO...

WHO ARE
YOU?

HOW DID
YOU GET ME
OUT OF
JAIL?

WHERE
AM I?

WHAT
DO YOU WANT
FROM ME?

YOU ARE A
WEAPON.

I AM MAC
GARGAN.

YOU WILL BE
IMPROVED.

I AM THE
SCORPION.

YOU WILL BE
TRAINED.

I'LL
KILL
YOU!

OR
YOU WILL
DIE.

GET OUT OF
MY HEAD! GET
OUT, OR --

HOWARD MACKIE STORY RAFAEL KAYANAN PENCILS JIMMY PALMIOTTI INKS
JOHN KALISZ COLORS RS/COMICRAFT/LA LETTERS RALF EDITS BOB CHIEF



YOU
HAVE BEEN A
FAILURE.

SPIDER-
MAN! HE'S BEEN
LUCKY!

YOU WERE
INEPT.

NO!
I --

WAIT! THIS
IS BOGUS!

THIS AIN'T
HAPPENING!

YOU'RE
PLAYING
WITH MY
HEAD!

IT'S ALL
A DREAM!
IT'S --



FWOMP

IT IS NO
DREAM.



WHAT DO YOU
WANT?

YOU WILL BE
TRAINED.

I'LL
HANDLE IT.
JUST TELL ME
WHO OR WHAT
YOU WANT
DONE.

WHAT?
YOU WANT
A JOB
DONE?

YOU
DONT HAVE
TO DO THIS.



YOU
WILL FAIL NO
MORE.

FINE!
LIKE I
SAID --

YOU
WILL BE OUR
WEAPON.

I...
CAN'T.





STAN LEE presents

THE SECRETS OF SPIDER-MAN

THE TIME: YESTERDAY

THE PLACE: QUEENS, N.Y.

THE PLAYER: PETER PARKER, THE EGG-THINLE AMAZING SPIDER-MAN.

JOHN KALISZ

WRITER-ARTIST
JOHN KALISZ - COLORS
RALPH MACCHIO - EDITOR

THIS SHOULD
BE QUICK AND
EASY.

EVEN THOUGH I'VE GIVEN UP
BEING SPIDER-MAN
FOREVER, I CAN STILL USE
MY SPIDER-POWERS TO
MAKE MY LIFE A LITTLE
EASIER.

AND THE BIOLOGICAL
"VELCRO" THAT LETS ME
STICK TO ANY SURFACE IS
PART OF ME, NOT MY
SPIDER-MAN COSTUME.

NOW, WHILE M.J. COVERS
FOR ME WITH THE LADIES
DOWNSTAIRS...

...I'LL JUST GET RID OF THE
LAST THING THAT MIGHT
LINK PETER PARKER TO
SPIDER-MAN.



AND HERE IT IS! ALL THE DATA I COMPILED ON MY NEW POWERS WHEN I FIRST BECAME SPIDER-MAN!



LORD--THAT SEEMS SO LONG AGO! I WAS THE JUNIOR SCIENCE WHIZ BACK THEN. HALF OF THE WONDER OF MY NEW POWERS WAS TRYING TO FIGURE OUT HOW THEY WORKED!

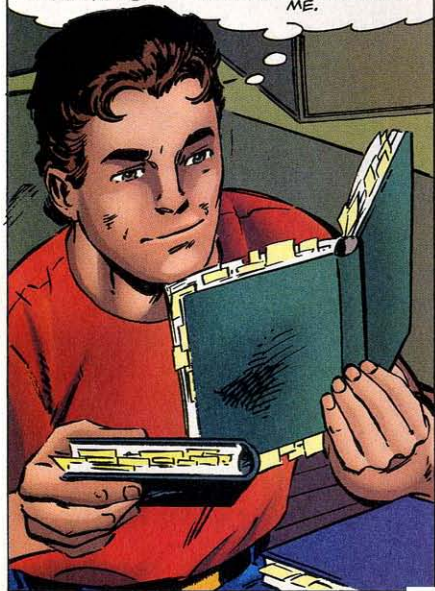


"I KNEW THE POWERS MUST HAVE COME FROM THE BITE OF A SPIDER ACCIDENTALLY IRRADIATED BY OTTO OCTAVIUS' DEMONSTRATION AT THE GENERAL TECHTONICS LAB."



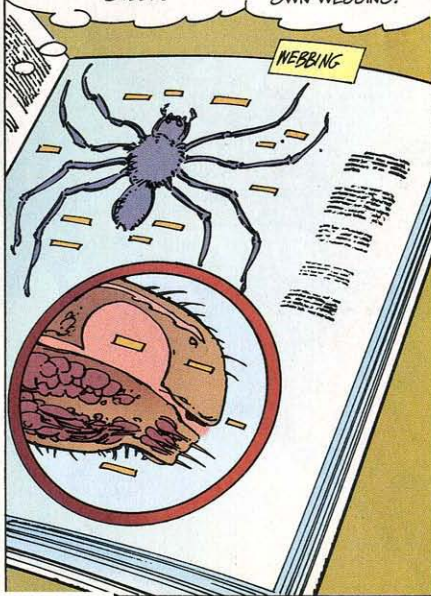
THESE ARE ALL THE BOOKS I COLLECTED ON SPIDERS AND THEIR HABITS.

IT WAS FROM THESE THAT I LEARNED ALL SPIDERS ARE VENOMOUS, SO I DIDN'T NEED TO WORRY ABOUT WHAT KIND OF SPIDER BIT ME.



AND THIS IS THE ONE THAT TOLD ME A SPIDER'S WEBBING IS, OUNCE FOR OUNCE, STRONGER THAN STEEL!

THAT GAVE ME THE TARGET I NEEDED WHEN I DEVELOPED MY OWN WEBBING.



"AS LUCK WOULD HAVE IT, I'D BEEN WORKING ON A POLYMER EXTRUSION SYSTEM THE YEAR BEFORE, AS A SCIENCE CLASS PROJECT.

"IT WAS WAY SIMPLE TO ADAPT THAT SYSTEM TO A PAIR OF WEB-SPINNERS I COULD WEAR UNDER MY COSTUME.

"AFTER UNCLE BEN WAS KILLED, AND I REALIZED I HAD TO PUT MY POWERS TO BETTER USE...

"...I ALSO LEARNED PRETTY FAST I HAD TO STRENGTHEN MY ORIGINAL FORMULA."

YOUR FUNNY WEBBING IS NO MATCH FOR THE POWER OF MY MECHANICAL ARMS!

"NOW IT'S SO STRONG A HALF-INCH THICKNESS OF WEB COULD HOLD EVEN THE THING PRISONER..."

AT LEAST, UNTIL THE WEBBING DISSOLVES, WHICH I MADE IT TO DO IN AN HOUR OR SO.

ONE OF THE REASONS I CAME UP WITH THESE ADDITIONAL CANISTERS OF WEB-FLUID, WHEN I RUN OUT I CAN—I COULD REPLACE MY SUPPLY QUICKLY AND EASILY!



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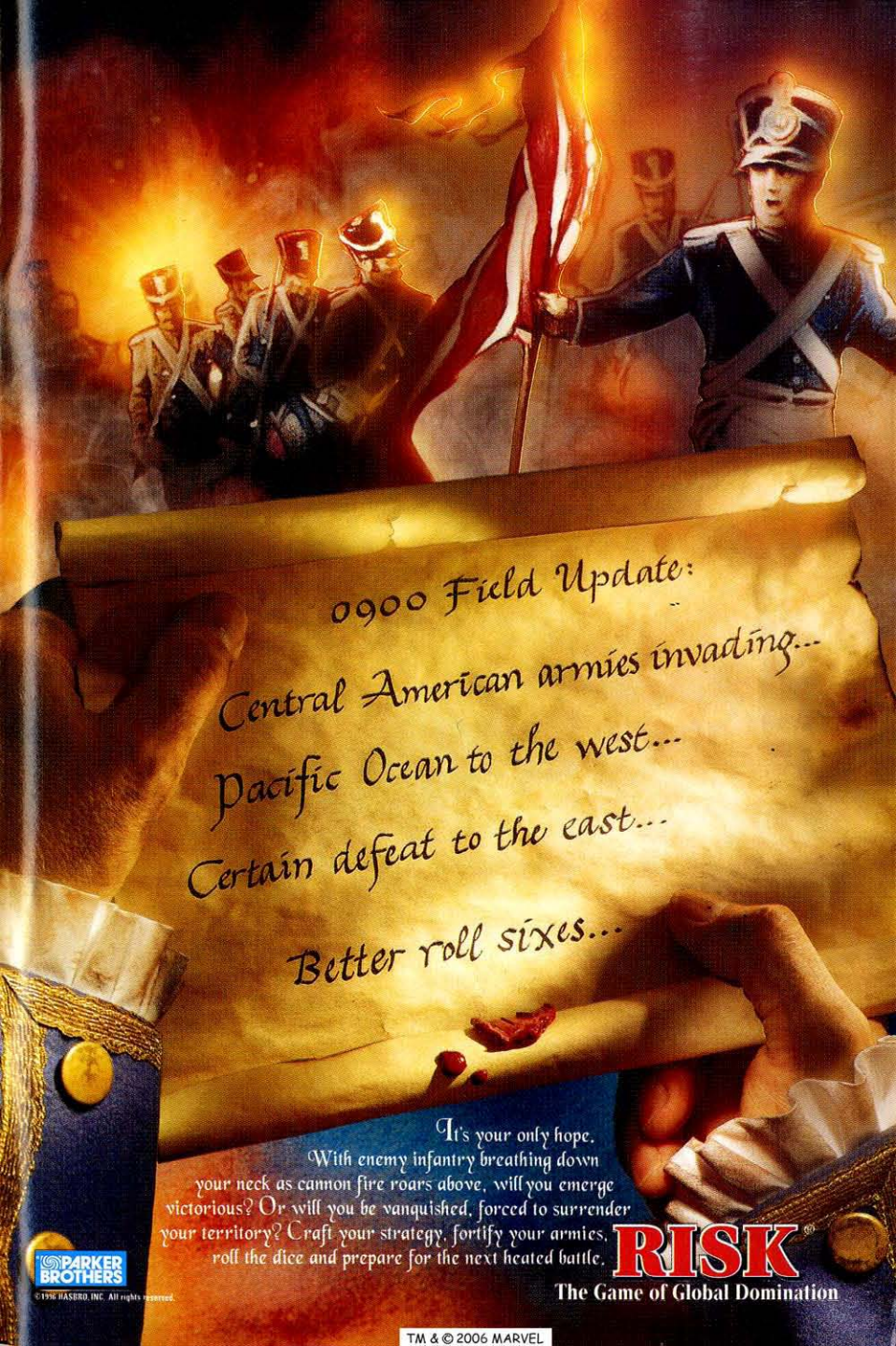
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