

**MARVEL**  
**COMICS**

**THE AMAZING**

# SPIDER-MAN

**FEB**  
**#2**

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY



**THIS IS**  
**PETER**  
**PARKER**

**MACKIE**  
**BYRNE**  
**HANNA**

WWW.MARVEL.COM

**DIRECT EDITION**



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**WHO IS BEING**  
**SCORCHED**  
**BY**  
**SHADRAC?!**

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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.



**M**et 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!**

## 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. Most recently, she has signed a modeling contract and thus came into a great deal of money. Her career is taking her all over the world.



## AUNT ANNA

The aunt of *Peter Parker's* wife, *Mary Jane Watson-Parker*. She recently came to live with Peter and Mary Jane in their house in Forest Hills, Queens.



## 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.



## DR. TWAKI

The head of the *Tri Corp Research Foundation* located in New York City where *Peter Parker* has been given a position. Tri Corp is a private brain trust with enormous resources for scientific discovery.









# IT'S THE BEDROCK BLIZZARD!

EVERYTHING'S  
COVERED  
WITH SNOW!

"WOOLLY,"  
MY FOOT!  
I'M FREEZIN'!

EVEN MY  
PEBBLES® CEREAL  
GOT  
FROSTED!



## ...THIS YEAR'S **MAMMOTH** EVENT!!!

DON'T MISS **FRUITY PEBBLES** WITH NEW  
**FROSTED RED AND GREEN PIECES!**

MAKE YOUR OWN SNOWSTORM WITH  
YUMMY **SNOW SPRINKLES**. ONE FREE  
PACK IN EACH SPECIALLY MARKED

BOX OF  
**COCOA  
PEBBLES**  
CEREAL!

**FOR A LIMITED  
TIME ONLY.**



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STAN  
LEE  
PRESENTS:

# I CAN'T... (AND I DON'T WANT TO) ...BUT I MUST!

A COLD WINTER'S NIGHT,  
HIGH ABOVE THE  
MANHATTAN SKYLINE...

HERE, AMONGST  
THE SPIRES AND  
ROOFTOPS...

... WE FIND SPIDER-MAN...  
THE NEWEST MODEL.

HOWARD MACKIE  
JOHN BYRNE  
SCOTT HANNA  
STORY & ART  
GREGORY WRIGHT  
COLORS  
RICHARD STARKINGS  
& COMICRAFT'S  
LIZ AGRAPHIOTIS  
LETTERS  
RALPH MACCHIO  
EDITOR  
BOB HARRAS  
CHIEF

HE  
COULDN'T  
FLY, COULDN'T  
EVEN SLIDE  
AND YET...

... HE  
ALWAYS  
MADE IT LOOK  
SO EASY!

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WELL...  
... HERE ...  
... GOES ...  
... NOTHING!

WHOA!

WHAT A  
RUSH!  
THIS  
IS SO  
COOL!



PUTTING  
ON THE WEBS  
WHEN THE OLD  
SPIDEY DISAPPEARED  
WAS THE BEST  
DECISION OF  
MY LIFE!

WONDER  
WHAT I'D DO  
IF HE DECIDED TO  
SHOW UP AGAIN? AND  
WHAT IF HE DOESN'T  
LIKE SOME UPSTART  
DOING HIS  
THING?



I MEAN,  
IT'S NOT LIKE  
I'D GO FOR ONE OF  
THOSE TOE-TO-TOE  
BATTLES BETWEEN  
HEROES OR  
ANYTHING!

THE  
GUY IS MY  
IDOL!

I  
HOPE I  
NEVER HAVE  
TO FIND OUT  
WHAT I'D  
DO!





WHAT'S THIS?

LOOKS LIKE THE COPS ARE RUNNING DOWN A GOOD, OLD-FASHIONED BANK ROBBER!

COOL!

HAVEN'T DONE ONE OF THOSE YET!







# CATCH THE BUG.



The movie is where it begins. And now, on your PC, the action never ends.

Join Flik and his way-cool insect friends in an outrageous 3-D world, where everything

you do is strictly from a bug's point of view.

Zap enemy grasshoppers with your berry shooter. Get pecked by a giant bird.

Battle your way through 15 levels of non-stop fun where the action's always new. And teach the evil Hopper the true meaning of pest control.

The fate of the entire colony depends on you. So don't get squished.



**PC ACTION AT THE GRASSROOTS LEVEL.**



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**M**EANWHILE, IN ANOTHER LIFE...

**PETER PARKER FENDS OFF THE ADVANCES OF THE NEFARIOUS SUPER-MODEL KNOWN AS MARY JANE PARKER.**

COME ON, M.J., CUT IT OUT! THAT TICKLES!

I JUST WANT TO MAKE SURE THAT YOU'RE KEEPING YOUR WORD!

I AM! I AM! I SWEAR I AM!

IT IS A BATTLE HE IS SURE TO LOSE.

THEN JUST HOLD STILL AND LET ME MAKE SURE!

SEE! I TOLD YOU, AND I PROMISED, SOMEONE ELSE IS SPIDER-MAN NOW, AND THAT IS FINE WITH ME.

DON'T YOU HAVE A PLANE TO CATCH, KIDDO? WHERE IS IT TO THIS WEEK?

OUT TO L.A. FOR A TV COMMERCIAL AND THEN BACK TO FRANCE FOR A RUNWAY GIG.

MY WIFE, THE SUPER-MODEL!

SOMEONE'S GOT TO PAY THE RENT!

SPEAKING OF WHICH... DO WE REALLY NEED SUCH A BIG PLACE? I KNOW YOU'RE PULLING IN PRETTY GOOD MONEY, BUT IT SEEMS LIKE WE'RE SPENDING MORE THAN --

HUSH! DON'T BE SUCH A WORRY WART, TIGER!

IT'LL ALL WORK OUT, SO JUST ENJOY!

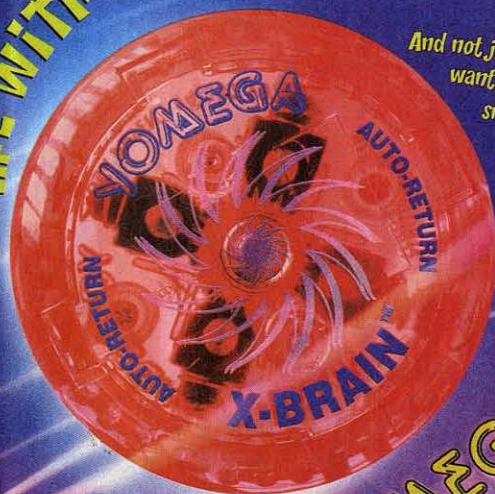
**BOZZZZZ!**

THAT MUST BE JILL!



**BAN  
DAI**

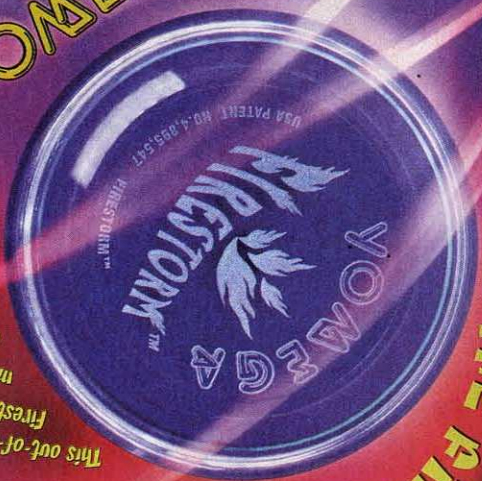
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**HYPER YO-YO****LIFE WITHOUT A BRAIN? NOT!**

And not just any brain. An X-Brain! As if you'd want to live without a patented 4-clutch, snaps-back-on-its-own yo-yo. The X-Brain's so smart, it can make a neophyte look like a seasoned X-gamer. From the whacked-out brains at Yomega - maker of the hottest high performance yo-yos. For more insanity on a string, give this ad a spin.

**YOMEGA**

This out-of-control, raging yo-yo rules. 'Cause the Firestorm has a unique floating transaxle that makes for incredible spin time. It lets you do the whacked-out, intense tricks you never thought possible. But then, it is a yo-yo out there! For more insanity on a string, give this ad a spin.

**THE FIRESTORM REIGNS!**

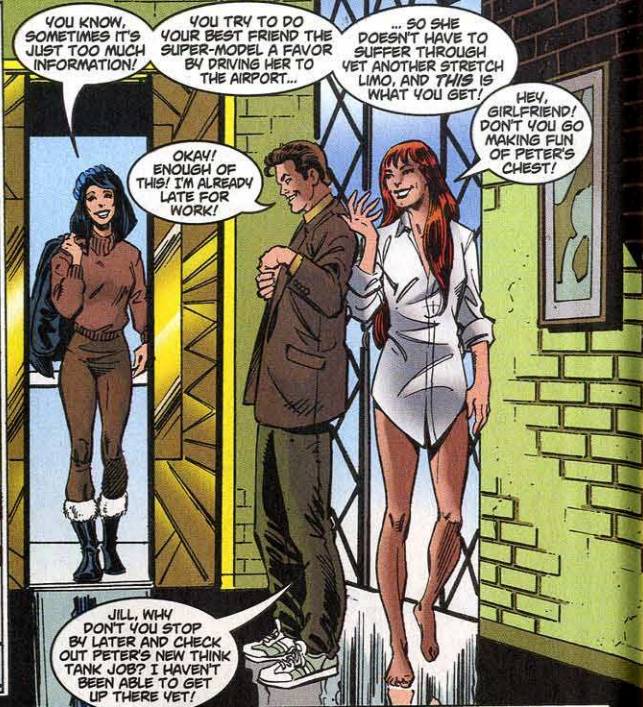
walk this dog! -



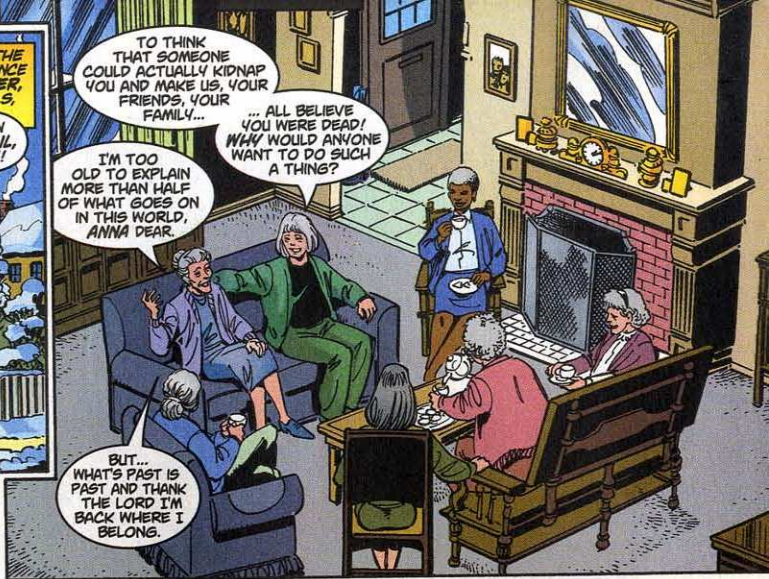
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**O**SBORN INDUSTRIES.

A ONCE GREAT CORPORATION NOW STRUGGLING TO KEEP ITS HEAD ABOVE WATER...

PRESIDING OVER THE SWEEPING CHANGES TAKING PLACE WITHIN THE CORPORATE INFRASTRUCTURE IS JOHN STONE.

I DON'T CARE... HANDLE IT!

DO YOU HAVE ANY IDEA HOW BUSY I AM?

... AS NEW MANAGEMENT ATTEMPTS TO CLEAN UP THE MESS LEFT BEHIND BY ITS FOUNDER, NORMAN OSBORN.

YOU ARE SECURITY, YOU ARE WELL PAID...

...DO YOUR JOB!

FINE, MR. STONE, BUT THE GENTLEMAN WAS RATHER INSISTENT, HE ASKED FOR YOU BY NAME AND YOU DID LEAVE INSTRUCTIONS TO CALL YOU IF ANY SUSPICIOUS PEOPLE SHOWED UP.

TRUST ME... HE'S SUSPICIOUS.

YES, SIR, WE'LL HANDLE IT, SIR.



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New Comics

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## Cards

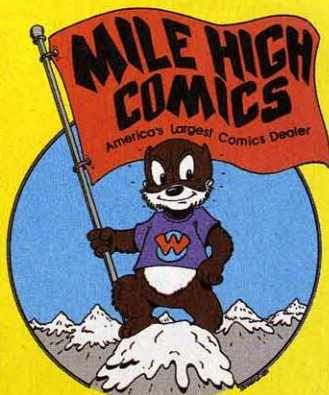
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**M**EANWHILE, SPIDER-MAN IS TAKING A WELL DESERVED BREAKER WHEN...

ATTENTION, ALL UNITS. A REPORTED DISTURBANCE AT OSBORN INDUSTRIES...



... INVOLVING A SUPER BEING OF UNKNOWN ORIGINS. PROCEED WITH CAUTION.

LOOKS LIKE I'M ON!

THIS MICRO POLICE SCANNER IS THE BEST INVESTMENT I EVER MADE! I WONDER IF IT'S THE WAY THE ORIGINAL SPIDER-MAN DID IT!



HE COULDN'T HAVE RELIED STRICTLY ON BEING IN THE RIGHT PLACE AT THE RIGHT TIME.

**A**T THAT MOMENT, PETER PARKER DEMONSTRATES HIS SCIENTIFIC GENIUS TO THE REST OF THE TEAM AT THE TRICORP RESEARCH FOUNDATION...



IMPRESSIVE, PETER. VERY IMPRESSIVE!

INDEED, YOUNG FELLA! THOUGH I DIDN'T THINK SUCH A COMBINATION WOULD BE STABLE.



TERRY WATCHED AND WAS HERE THE ENTIRE TIME. SHE SAW EVERYTHING THAT WENT IN.

YEAH, PARKER, YOU SURE YOU DIDN'T ADD SOMETHING ELSE TO ACT AS A STABILIZER?



CHANTAL, STAN, JAVIER, CHILL! THE FORMULA IS AS CLEAN AS A WHISTLE AND --

PARKER!



GOOD JOB, SON! FINISH UP HERE, PREPARE FOR THE FINAL DEMO, GET YOUR PRELIMINARY NOTES ON MY DESK BY DAY'S END, THEN I'LL START WALKING YOU THROUGH THE PATENTING PROCESS.

THANK YOU, DOCTOR TWAKI.

YOU WON'T BE THANKING ME AFTER YOU SEE THE PAPERWORK YOU'RE GOING TO HAVE TO GO THROUGH.



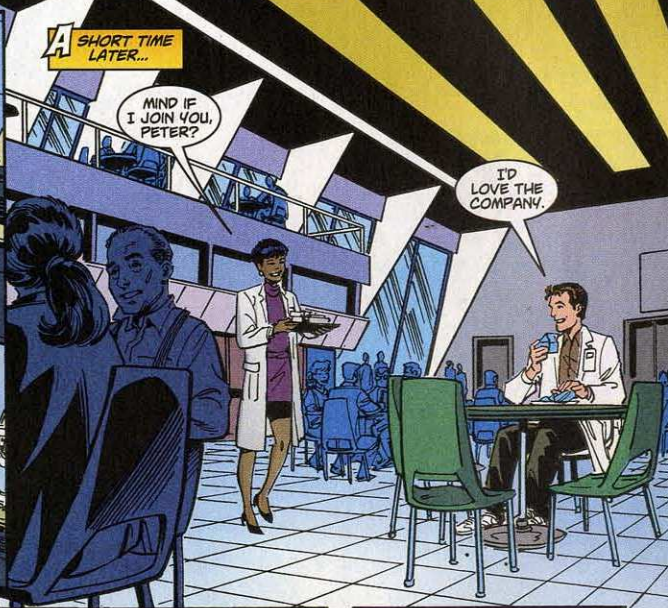
LATER...

WHAT'S UP, JAVIER?

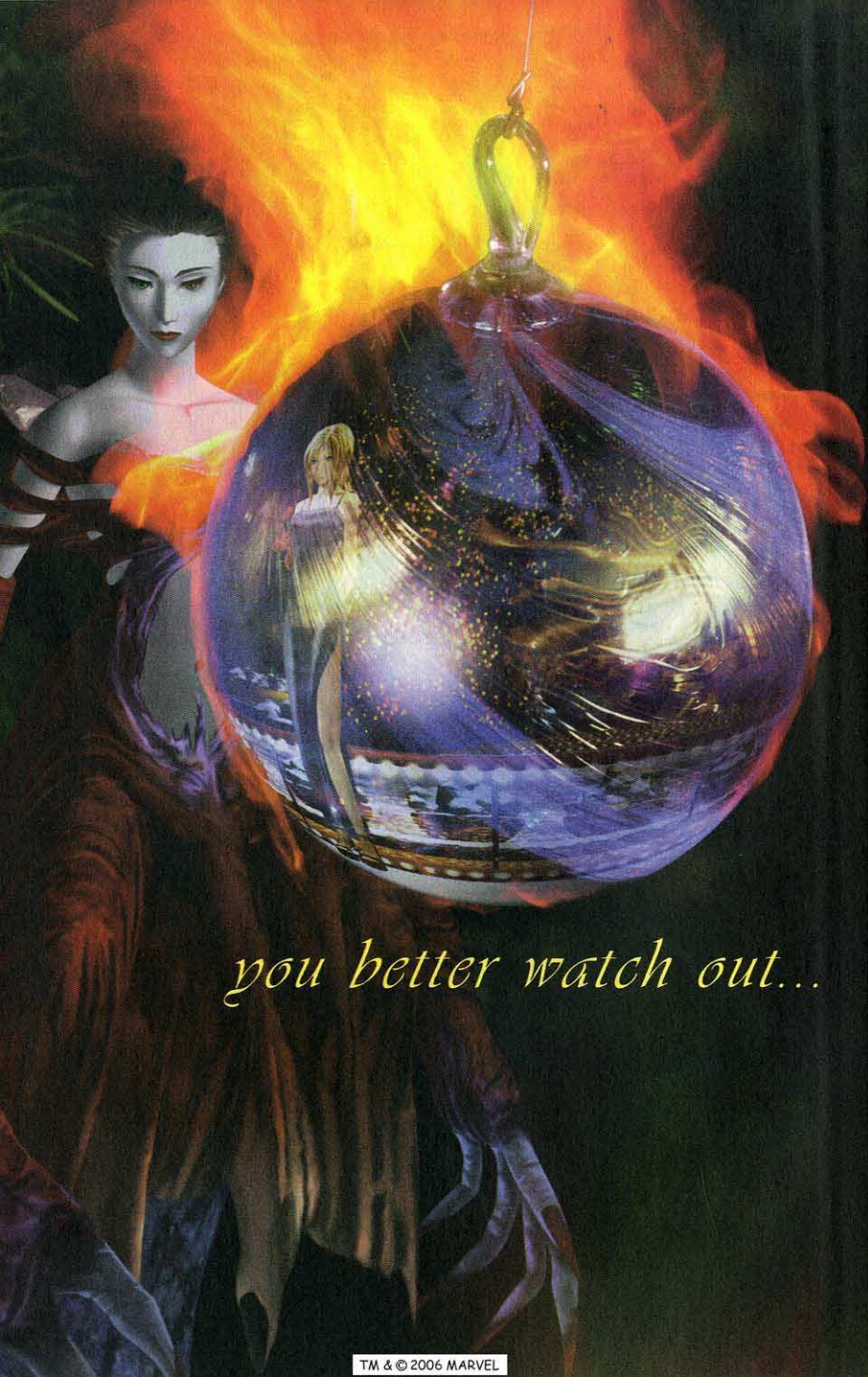
I DON'T KNOW, PARKER... THERE'S SOMETHING ABOUT YOUR CONFIGURATION THAT MAKES THE HAIRS ON THE BACK OF MY NECK STAND UP.

CALL IT A SIXTH SENSE.









*you better watch out...*



parasite eve



MATURE  
ESRB

The cinematic RPG

Xenogears



TEEN  
ESRB

Role-Playing with giant robots

BUSHIDO BLADE 2



TEEN  
ESRB

Honorable swordplay

*you better not fry...*

The creators of *Final Fantasy VII* have the hottest lineup of holiday titles, including the spectacular new science-fiction masterpiece, *Parasite Eve™*

From the blazing fighting action in *Bushido Blade™ 2* to the smoldering battlefields of *Final Fantasy Tactics™*, these games might be too hot to handle.

BRAVE FENCER  
MUSASHI



EVERYONE  
ESRB

An action/puzzle RPG

FINAL FANTASY TACTICS



TEEN  
ESRB

A strategic new world

Saga Frontier



TEEN  
ESRB

Seven journeys become one



EVERYONE  
ESRB

A fully-loaded 3D shooter



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HALF AN HOUR LATER...

THIS IS TOO GREAT! I'M ACTUALLY GETTING TO DO THE KIND OF WORK I'VE ALWAYS WANTED TO DO AND...

... SOMEONE ELSE GETS TO WORRY ABOUT THE LIKES OF ELECTRO, VENOM AND THE TRAPSTER! THIS SHOULD DO IT, DOCTOR TWAKI!

ONCE I REMOVE THE FORMULA FROM THE HEAT IT SHOULD --



**FWKOOOM**

GET HIM OUT OF THERE!

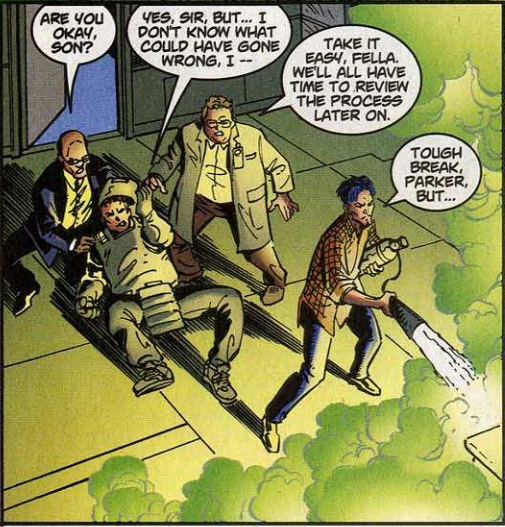


ARE YOU OKAY, SON?

YES, SIR, BUT... I DON'T KNOW WHAT COULD HAVE GONE WRONG, I --

TAKE IT EASY, FELLA. WE'LL ALL HAVE TIME TO REVIEW THE PROCESS LATER ON.

TOUGH BREAK, PARKER, BUT...



... I DID TELL YOU SOMETHING DIDN'T FEEL RIGHT TO ME.

YOU DID -- DIDN'T YOU?









A comic book page depicting a battle between Spider-Man and Mysterio. Mysterio, wearing a dark suit and a mask with a yellow band, is unleashing a powerful fireball. Spider-Man is shown in various poses: dodging the attack, being blown back, and observing the aftermath. The background features a cityscape with buildings and debris. Large sound effects like 'FWOSH' and 'FWOSH' are integrated into the action.

SO...  
YOU GOING  
TO INTRODUCE  
YOURSELF, OR  
WHAT?

THE  
STRONG  
SILENT TYPE,  
HUH?

WELL,  
YOU'RE NOT  
GOING TO SCORE  
ANY POINTS WITH  
ME *THAT*  
WAY!

I HAVE  
NO IDEA HOW  
TO APPROACH  
THIS GUY!

I DON'T  
EVEN KNOW  
HOW TO GET  
CLOSE TO  
HIM.

THOSE  
FLAMES ARE PRETTY  
SERIOUS BUSINESS! GUESS  
I COULDN'T EXPECT THEM  
ALL TO BE AS EASY  
AS THE BANK ROBBER  
THIS MORNING!

NOW I  
WISH I'D GOTTEN  
MOVING ON THE  
WHOLE WEBBING  
THING! WHAT  
A DUFUS!



# BULLPEN BULLETINS

AVAILABLE DECEMBER 16

## A-NEXT

**DOCTOR DOOM** appears in the MC2 Universe for the first time -- but is he the same man we remember? Find out as the A-NEXT team journeys to LATVERIA! By TOM DeFALCO and RON FRENZ!

## CAPTAIN AMERICA

Hide the children! Lock your doors and windows! The RED SKULL is back! And he's got a secret partner! Plus: more on the mystery of CAP's missing shield! By MARK WAID and ADAM KUBERT!

## DOCTOR STRANGE

The magic is back! DOC's mystic might is useless against a serial killer! But not to worry -- this old sorcerer still has a few tricks up his sleeve! By TONY HARRIS and DAN JOLLEY!

## GENERATION X HOLIDAY SPECIAL

NANNY and the ORPHAN-MAKER plan to kidnap a mutant boy from his home! GEN X to the rescue -- along with a jolly fat guy in a red suit! By JOSEPH HARRIS and ADAM POLLINA!

## INCREDIBLE HULK

Watch out, HULK! You and your old enemy, the XANTERAN, have journeyed to the legendary homeland of the WATCHERS! And they're watching you! By JOE CASEY and JAVIER PULIDO!

## MARVEL COLLECTIBLE CLASSICS: X-MEN

Reprinting the best-selling comic book of all time, with an all-new cover by HUMBERTO RAMOS and JIMMY PALMIOTTI! By CHRIS CLAREMONT and JIM LEE!

## MOON KNIGHT

MOON KNIGHT is reunited with a woman from his past, and faces a brutal death at the hands of one of the people closest to him in all the world! By DOUG MOENCH and MARK TEXEIRA!

## PETER PARKER: SPIDER-MAN

Continued from the pages of THOR #8! SPIDEY and the God of Thunder take on PROCKETS, a mischievous, but unbelievably powerful dark god! By HOWARD MACKIE and JOHN ROMITA JR.!

## PUNISHER

The final battle with OLIVIER is at hand, as Hell itself comes to Earth! It's time for FRANK CASTLE to punish some demons! By CHRISTOPHER GOLDEN, TOM SNIEGOSKI, and BERNIE WRIGHTSON!

## TEAM X 2000

BISHOP and DEATHBIRD return to Earth -- only to find themselves in a bizarre alternate world where the SHI'AR have conquered the planet! By SEAN RUFFNER and KEVIN LAU!

## THUNDERBOLTS

Who leaves the team? Who joins? Find out here as the U.S. AGENT returns to take down the THUNDERBOLTS! Plus: the new CITIZEN V! By KURT BUSIEK and MARK BAGLEY!

## WOLVERINE: NOT DEAD YET

The Scottish assassin McLEISH has returned to kill WOLVERINE -- and he knows all of LOGAN's weaknesses! By WARREN ELLIS and LEINEL FRANCIS YUI!

## UNION JACK

The BARONESS and her horde of vampires want to string up Union Jack and see if anyone salutes! But Jack's got BARRON BLOOD on his hands! By BEN RAAB and JOHN CASSADAY!

## X-MAN

NATE's past comes back to haunt him when a depressed girl asks him to cure her mental disorder -- and the CRUSADER shows up to take the X-MAN down! By MARK BERNARDO and LUKE ROSS!

## X-MEN

This is a good week for classic villains! You asked for him -- you got him! MAGNETO is back! And he's got big plans for the future of the world! By JOE KELLY and ALAN DAVIS!

**ITEM!** DOCTOR STRANGE returns next week in an all-new four-issue limited series -- and he's got a whole new bag of tricks! TONY HARRIS is the writer/artist for this spellbinding saga, with DAN JOLLEY as co-writer, and RAY SNYDER adding his inking magic! The story finds the Sorcerer Supreme on the trail of a killer who masks his trail so well, even Doc's magic can't catch him! Doc had better pull something out of his hat fast! Plus, in an attempt to repair the damage done to his hands, Doc seeks out a brilliant young surgeon. But due to the recent accidental death of a patient, the surgeon lacks the confidence to operate! Can Doc restore the surgeon's confidence and heal his own unsteady hands? Check out the DOCTOR STRANGE Limited Series for the sorcerous saga of a lifetime! Not even the Dread Dormammu could keep this one off the stands!

**ITEM!** Is SANTA CLAUS a mutant? That's the question all X-Fans will be asking this Christmas after reading the GENERATION X HOLIDAY SPECIAL, on sale next week! It all starts when KRIS KRINGLE shows up at the school, and displays his remarkable powers: he can travel around the entire Earth in one night, he knows who's naughty and nice, he has control over eight flying reindeer... this certainly seems like the kind of thing which would set off CEREBRO! This jolly fat man in a red suit wants to help the GEN-X kids save a mutant boy from being abducted by the ORPHAN-MAKER! JUBILEE and Co. aren't sure if Ol' St. Nick is the real deal...but they'd better make up their minds fast, or they'll wind up with coal in their stockings! JOSEPH HARRIS and ADAM POLLINA are the merry-makers bringing you this 48-page bundle of Yuletide cheer! The GENERATION X HOLIDAY SPECIAL -- it's the perfect stocking stuffer!

**ITEM!** Every few months or so, we like to shake up the THUNDERBOLTS series in a big way! In seven short days, we'll be releasing THUNDERBOLTS #23, another issue with major repercussions for Marvel's Most Wanted Heroes! What happens? For starters, one member of the team goes to jail to atone for past crimes! The current leader of the T-Birds has a new candidate for membership -- one that doesn't sit well with the other members of the group! And there is a knock-down, drag-out fight between the 'Bolts, the U.S. AGENT and the JURY! KURT BUSIEK is the writer with all the revelations, while MARK BAGLEY and SCOTT HANNA are the drawing duo who put the thunder in THUNDERBOLTS! Pick up ish 23 of this unpredictable mag, and prepare to be surprised!

**ITEM!** For months now, he's been planning and plotting... biding his time until the moment was just right for his comeback! Now, at last, the X-MEN's greatest foe, MAGNETO, returns in X-MEN #85, on sale next week! To commemorate this mutant milestone, we've got one of the greatest artist's in comics, ALAN DAVIS, coming aboard as penciler with this issue! X-scribe JOE KELLY has cooked up a spectacular tale for this issue, as the X-Men once again confront the deadliest threat ever faced by mutant and mankind alike! We can't reveal what Magneto is up to -- but we will say he's got some nasty plans for JOSEPH! And that's just the beginning! Accompanying Alan's arrival is his long-time inking partner, MARK FARMER! You thought the X-Men had outstanding art before -- wait till you see the breath-taking artwork in ish 85!

**ITEM!** If you've been wondering whatever happened to long-lost X-Man, BISHOP, wonder no more! That future warrior's fate will be revealed next week in TEAM X 2000, a 48-page one-shot which finds BISHOP and his companion, the interstellar assassin, DEATHBIRD, transported to a twisted alternate Earth! In this strange land, the SHI'AR have conquered the planet, led by a young empress who just may be the daughter of PROFESSOR CHARLES XAVIER! SEAN RUFFNER and KEVIN LAU have crafted a gritty tale of mutant rebellion, as Bishop leads a team of X-Men mutated into MORLOCKS against the oppressive AVIANS! It's sci-fi action, in the tradition of Star Wars!

## STAN'S SOAPBOX!

**H**i, Heroes!  
Okay, it's finished! I finally got it out of my system! If you'll forgive me for my column last ish, I promise not to answer any more questions in verse -- at least for a while. So you can all come back and start reading the Soapbox again! And what better way to start than with a letter that tackles a subject you can all vote for...

**O**ur newest No-Prize, Daniel St. John, of Minneapolis, MN, wants to make sure I'll never have any time to take a break as he asks...

"Stan, why don't you do a line of comics bringing back Marvel's great, old-time super heroes from the days when Marvel was called Timely Comics, and do them from today's perspective? All those wonderful characters--Captain America's sidekick Bucky, the Torch's young pal Toro, Miss America, The Destroyer, The Thunderer, The Blazing Skull, The Black Marvel, The Silver Scorpion, The Patriot, The Fin, Citizen V and others. Let us see those first glorious 'Timely' heroes fighting for freedom and liberty and a better way of life with the values of decency that have almost been lost to the America of the late 20th Century. Think about it, Stan. You were there, remember? Give us the legends that pre-date Marvel!"

Wow! That's a pretty tall order, Danny. Yeah, I was there, alright... but I've all but forgotten many of those characters. And who were their enemies? It was so long ago they might have been fighting dinosaurs! But I tell ya what-- as usual, we'll leave it to the maniacal minions of mighty Marvel to decide. To help all you riotous readers forget the agony of X-mas shopping, here's something of vital importance that you can all vote for. And any Marvelite can vote! Your age doesn't matter, and you don't even have to be an American citizen-- as long as you're a citizen of somewhere. Aliens, of course, are ineligible-- unless they have a visa. So, do you want a return to the almost-forgotten past, or do you want us to stick with the pretty-much-remembered present, or hey, how about anything in-between? Who says this isn't the Marvel Age of Lots a Choices!

**S**orry I was so long-winded. Just room for this from Terry Allen of Modesto, CA...

"Did Jack Kirby and/or Don Heck help design and create Iron Man?"

Yep! Just about every artist I ever worked with designed the look of our characters. Both Jack and Don each had a hand in creating ol' Shellhead's original suit of armor.

**A**nd so we conclude another journey into culture and erudition, another voyage into literature and the communicative arts-- and y'know what? It was nice having you along for the ride. Remember, send your votes, letters, money (I always wanted to add that!) to "Soapbox" Marvel Comics, 387 Park Ave. South, New York, NY 10016 or zip your e-mail to stan@stan@aol.com. Either way, your momentous missive will be added to our proud and passionate pile of possible No-Prize candidates-- 'cause our generosity is boundless!

Excelsior!  
  
Stan Lee

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HEY!  
WHERE ARE  
YOU GOING  
TO?

RUNNING  
AWAY SO  
SOON?

I  
WISH!



WHY DID HE  
HAVE TO TAKE IT  
UNDERGROUND?

I HATE  
TUNNELS AND  
THINGS!

NOW! HE  
JUST MELTED  
THROUGH HERE  
AND IT'S COOL  
ALREADY. THAT  
DOESN'T SEEM  
RIGHT!



HELLO!

MR.  
BAD  
GUY!

COME  
OUT! COME  
OUT! WHEREVER  
YOU ARE --

GOTCHA!

HEY!  
WHAT'S WITH THE  
BANDAGES?

YOU  
KNOW IF THIS  
IS ALL A SKIN  
PROBLEM...

...I'VE GOT  
THE NAME OF A  
DERMATOLOGIST ON  
PARK AVENUE WHO  
DID WONDERS FOR  
A PROBLEM I  
HAD LAST  
YEAR.  
MAYBE  
YOU WANT HIS  
NUMBER.



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THEN  
AGAIN...

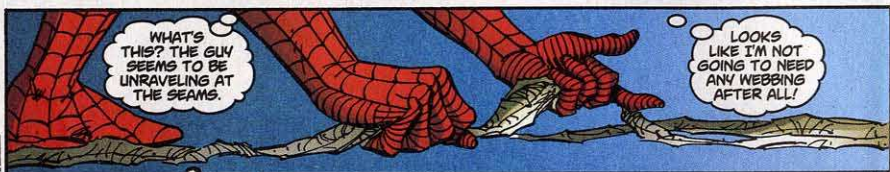


... MAYBE  
NOT!



SOMETHING  
IN THAT SAFE OF  
MISTER OSBORN'S  
THAT THIS GUY  
WANTS.

AND HE  
SEEMS TO BE  
HAVING A HECK  
OF A TIME  
FINDING IT.



WHAT'S  
THIS? THE GUY  
SEEMS TO BE  
UNRAVELING AT  
THE SEAMS.

LOOKS  
LIKE I'M NOT  
GOING TO NEED  
ANY WEBBING  
AFTER ALL!



HEY!  
COME  
HERE!

I REALLY  
DON'T LIKE BEING  
IGNORED! IT'S KIND  
OF A PET PEEVE  
OF MINE!

MY DAD  
SENT ME TO A  
NEW AGE SHRINK WHO  
SAID IT HAD SOMETHING  
TO DO WITH A TRAUMATIC  
BIRTH EXPERIENCE, OR  
SOME OTHER KIND  
OF GARBAGE.

BUT I'VE  
GONE THROUGH  
A LOT OF TROUBLE  
TO TRY AND DO RIGHT  
BY THIS WHOLE  
SUPER HERO  
THING, SO...

... THE  
LEAST YOU  
CAN DO  
IS...





...PAY  
ATTENTION  
TO ME!

YOU  
CAN START BY  
TELLING ME WHO  
I'M GOING UP  
AGAINST!

I...  
AM...

**SHADRAC!**



I DON'T WANT  
THIS! BUT  
YOU LEAVE ME  
NO CHOICE! HE  
GIVES ME NO  
CHOICE!

THE  
PAIN! IT'S  
UNBEARABLE!  
I AM DYING!  
FEEL THE  
PAIN!

FLAMES...  
NOT BURNING  
THE COSTUME...  
BUT...THE PAIN...  
IT...T...T...



**ARRRRR!**

**NOOOO!**





THIS GUY HAS NO EXPERIENCE. JUST A NOVICE. YEARS AGO, WHEN I FIRST GOT THESE POWERS, I HAD THE CHANCE TO ACT AND I DIDN'T. AND BECAUSE I DIDN'T, UNCLE BEN WAS KILLED. I COULDN'T LIVE WITH MYSELF IF I LET SOMETHING LIKE THAT HAPPEN AGAIN.

I'VE GOT TO DO SOME THING.

EVERYONE IS TOO BUSY LOOKING AT SPIDER-MAN TO NOTICE ME.

IF I KEEP MY FACE COVERED, AND MOVE FAST ENOUGH...

GOTCHA!

THIS GUY'S AS LIGHT AS A FEATHER!



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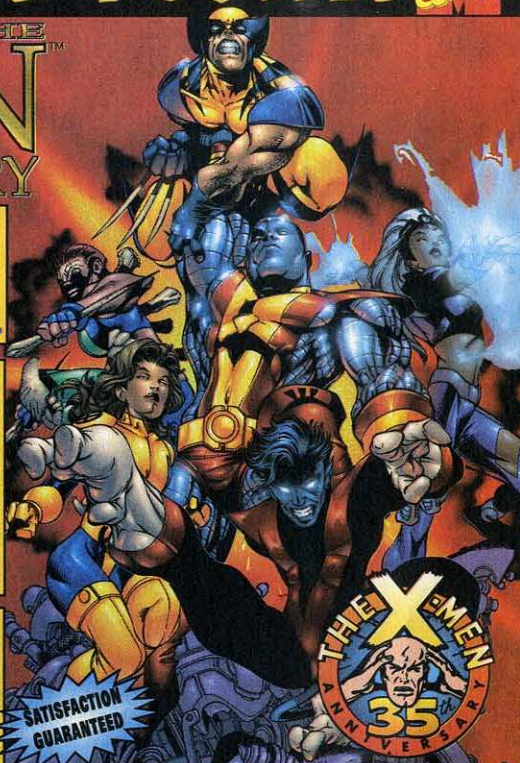
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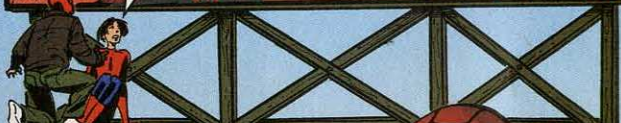
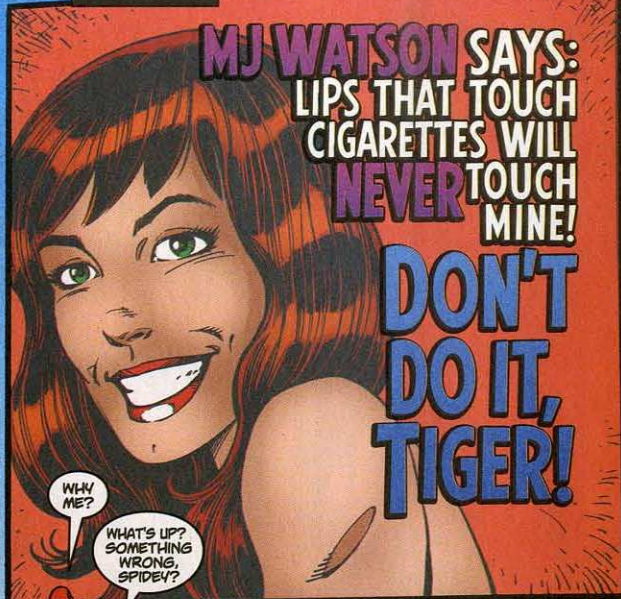
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H8CMD7













I'LL  
CLOSE MY  
EYES.



HOW DID  
YOU --?

GET THE  
POWERS?

WELL...  
YOU EVER  
HEARD OF A GUY  
CALLED NORMAN  
OSBORN?

I'VE  
HEARD OF  
HIM.



WELL, HE  
HAD THIS THING  
CALLED THE GATHERING  
OF FIVE AND... WELL, HE  
THOUGHT HE GOT ULTIMATE  
POWER, BUT HE WENT  
LIKE NUTS!

I WOUND UP  
GETTING THE POWER.  
AND, WHEN YOU DID THE  
DISAPPEARING ACT,  
I THOUGHT...

I MEAN I'VE  
GOT TO BE LIKE  
YOUR **DIGGEST**  
FAN!

I FIGURED  
THE WORLD COULD  
**ALWAYS** USE A SPIDER-  
MAN AND, WELL, I  
JUST WENT  
FOR IT!



WHOA! LOOK AT YOU! I  
NEVER THOUGHT I'D SEE  
YOU UP THIS CLOSE! I'M  
GETTING CHILLS!

YOU KNOW IF YOU'RE  
EVER IN THE MOOD FOR  
A KID SIDEKICK OR  
ANYTHING...

STOP  
TALKING!

YEAH, I  
KNOW... I  
TALK TOO  
MUCH,  
RIGHT?

WE'LL  
TALK LATER!  
FOR NOW BE QUIET  
AND REST. I'LL SEND  
PARAMEDICS  
FOR YOU.





GO FOR IT,  
**SPIDER-MAN!**

**ON SALE NOW!**

**THOR #8**  
GUEST-STARRING  
SPIDER-MAN... WHICH  
LEADS DIRECTLY INTO:

**NEXT WEEK!**

**PETER PARKER #2**  
SPIDER-MAN CONTINUES  
HIS ADVENTURE WITH  
THE GOD OF THUNDER!

**NEXT MONTH!**

**IN AMAZING #3**  
IT'S GOING TO TAKE  
SPIDEY AND ICEMAN  
TO STOP SHADRAC!

**MISS 'EM, AND BE LEFT OUT IN THE COLD, TRUE-BELIEVER!**



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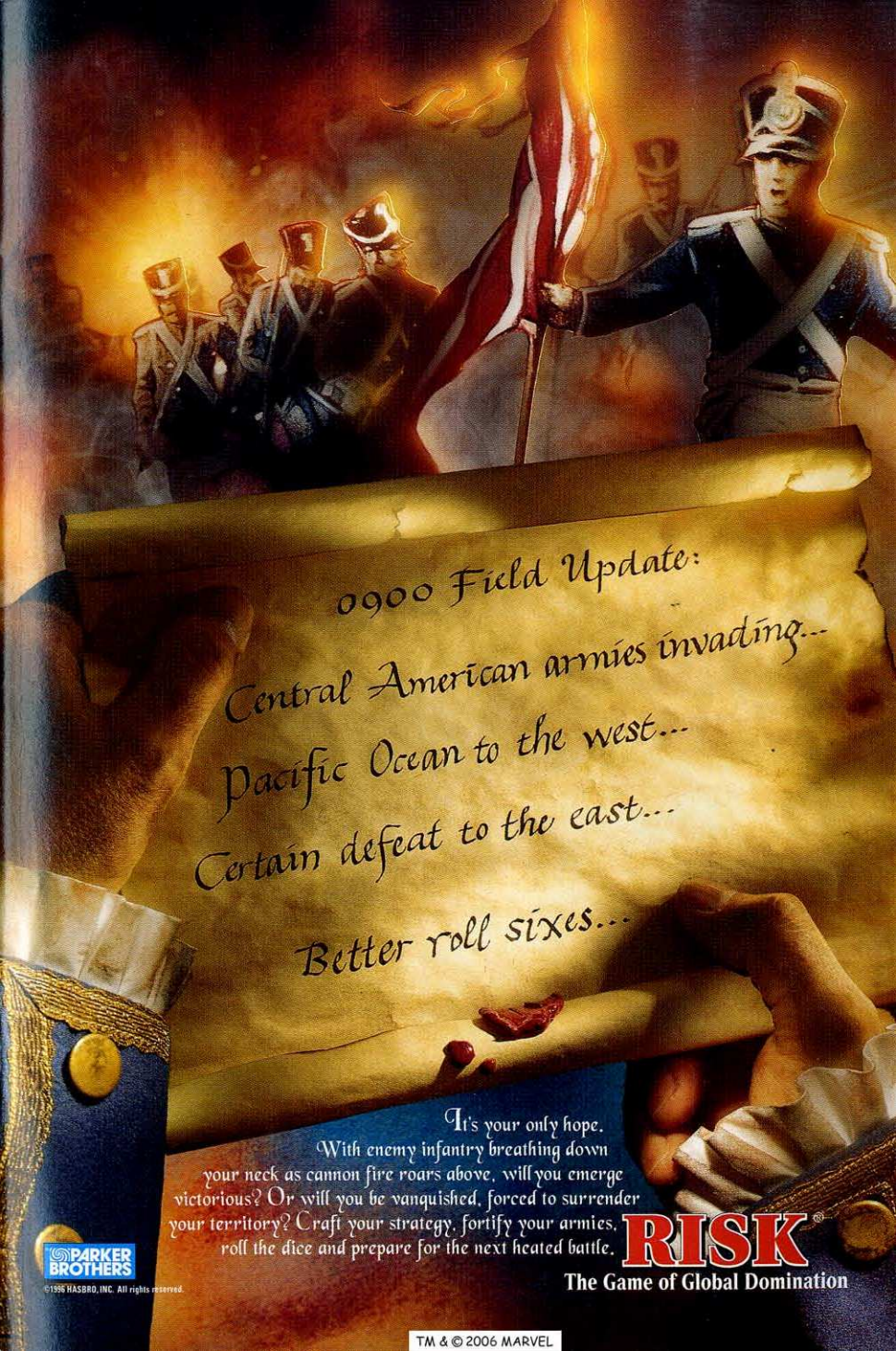
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Certain defeat to the east...

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With enemy infantry breathing down  
your neck as cannon fire roars above, will you emerge  
victorious? Or will you be vanquished, forced to surrender  
your territory? Craft your strategy, fortify your armies,  
roll the dice and prepare for the next heated battle.

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got milk?

my share of tricks. But my secret weapon came with a name already in place. Milk. It has more nutrients than sports drinks, plus it's one of the few things I don't have to be upside down to enjoy.

The Madonna, Stale Fish, and 720 McHawk. I've named

got milk?