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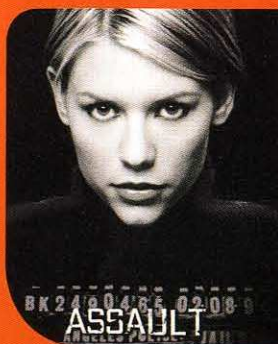
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JULIE

LINC

PETE



# THE MOD SQUAD

**UNDERCOVER.**

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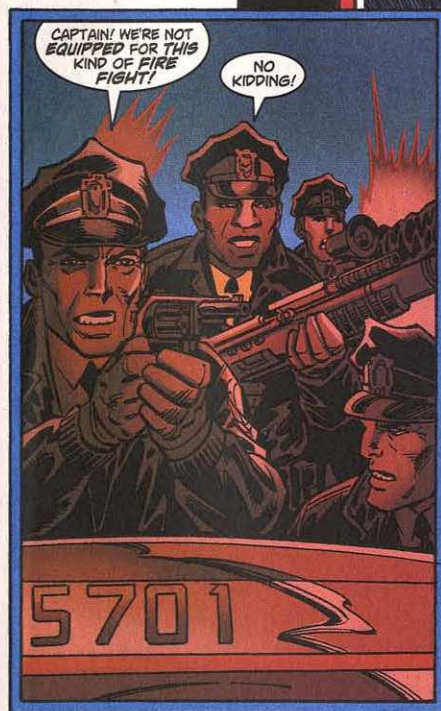
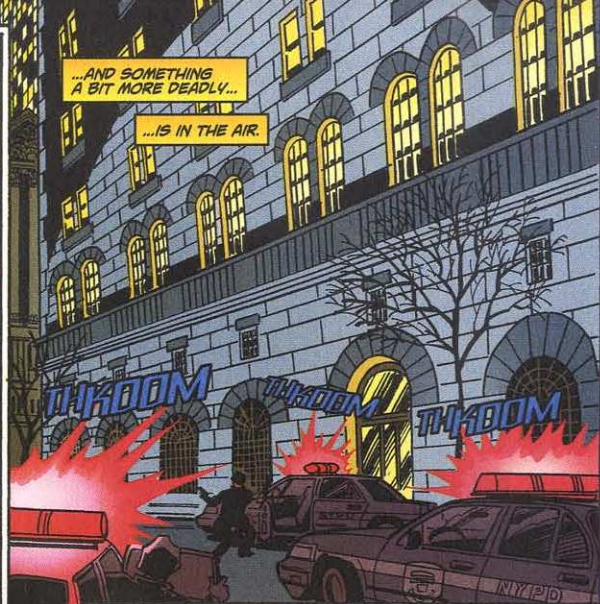
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**APRIL 1**

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Stan Lee  
Presents:

# ...And Then There Was One!

Howard Mackie/John Byrne Story & Art Scott Hanna Finishes  
Gregory Wright Colors RS & Comicraft's Liz Agrapiotis Letters  
Ralph Macchio Editor Bob Harras Chief

THE AMAZING SPIDER-MAN: Vol. 2, No. 5, May, 1996. (ISSN #0274-5232) Published by MARVEL COMICS, a division of MARVEL ENTERPRISES, Inc. Eric Ellenbogen, President; Avi Arad, Chief Creative Officer; J. Winston Fowles, Publisher; Stan Lee, Chairman Emeritus. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. PERIODICALS POSTAGE PAID AT NEW YORK, N.Y. AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1999 Marvel Characters, Inc. All rights reserved. Price \$1.99 per copy in the U.S. and \$2.99 in Canada. Subscription rate for 12 issues: U.S. \$23.88; foreign \$35.88; and Canadian subscribers must add \$10.00 for postage and GST. GST #R127032852. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. SPIDER-MAN (including all prominent characters featured in this issue and the distinctive likenesses thereof) is a trademark of MARVEL CHARACTERS, INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING CORP./SUBSCRIPTION DEPT. P.O. BOX 1979 DANBURY, CT. 06813-1979. TELEPHONE # (203) 743-5331. FAX # (203) 744-6944. Printed in the U.S.A.

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DO YOU HAPPEN TO KNOW IF THEY'RE LOOKING FOR ANY NEW RECRUITS?

AVENGERS?

IT COULD BE KIND OF NEAT.

DON'TCHA THINK?

IT'S A SPIDER... GIRL?

I DON'T CARE WHO SHE IS! SHE TOOK DOWN THE SARGE! KILL HER!

IT'S SPIDER-WOMAN!

SPIDER-GIRL WOULD BE SO... SO... NOUVEAU NOUVEAU GEEK!

IT'S THE COSTUME, RIGHT? TOO DERIVATIVE? TOO SIDEKICK?







IMAGINE THE  
EXPLOSIVE POWER  
OF A  
LINEBACKER  
COMBINED WITH THE  
AGILITY OF A  
HOCKEY  
DEFENSE MAN.  
JUST TOUGHER.



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...THE ISLAND  
NATION OF  
MADRIPOOR...

HERE WE FIND JESSICA DREW,  
PRIVATE INVESTIGATOR, AND ONCE  
PROUD BEARER OF THE SPIDER-  
WOMAN IDENTITY, COMING HOME  
FROM A HARD DAY AT THE OFFICE.

AND, AS TIRED AS SHE  
IS, INSTINCTS BORN  
OUT OF COUNTLESS  
BATTLES, NEVER REST.

SOMEONE IN  
THE TREES.

I HOPE IT'S  
NOT ANOTHER  
ASSASSIN HIRED  
BY A DRUG  
DEALER.

THE  
PAPERWORK  
THE LOCAL POLICE  
MAKE ME FILL OUT  
IS MURDER!

WHAT  
THE --?

YOU  
ARE FAST!  
I'LL GIVE YOU  
THAT!

BUT, IN  
CASE YOU HAVEN'T  
DONE YOUR  
HOMEWORK...

...I HAVE A FEW SURPRISES  
UP MY SLEEVES AS  
WELL.

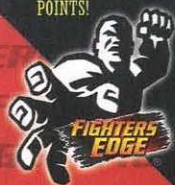
WALL-  
CRAWLING IS  
ONE THING YOU  
JUST NEVER  
FORGET HOW  
TO DO.

AND  
TAKING MY  
GUN AWAY FROM  
ME IS GOING TO  
DO LITTLE GOOD  
WHILE I'VE STILL  
GOT MY VENOM  
BLASTS!

THE  
COSTUME  
MAY BE GONE,  
BUT THE POWERS  
ARE MINE FOR  
KEEPS --!



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UGRH!

FIRST  
BLOOD IS  
YOURS.

COME  
ON. SHOW  
YOURSELF.

I'D  
LIKE TO AT  
LEAST SEE  
WHO I'M GOING  
TO RIP A  
NEW --

ARRGH!

CANT...  
MOVE... WHAT...  
DID... YOU... DO...  
TO ME?

WHO ARE  
YOU?













WHAT IF AUNT MAY WALKED IN AND SAW HER FAVORITE NEPHEW CLIMBING THE WALLS? WHAT WOULD SHE THINK?



...IS THE LEAST I COULD DO TO MAINTAIN THE IMAGE MY LOVELY WIFE HAS WORKED SO HARD TO CREATE!

WHAT ARE YOU TALKING ABOUT?



HERE'S YOUR BAG!

YOU DO SPOIL ME, PETER!

ONLY BECAUSE YOU DESERVE IT.



Er... YEAH! WHY? WHAT DID I SAY?





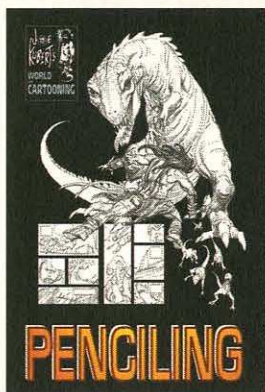


If you're interested in  
the *art of the comic book*,

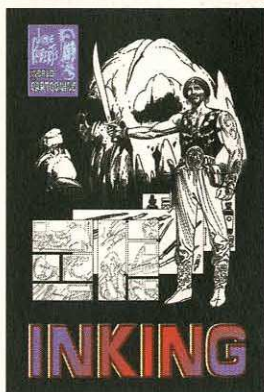
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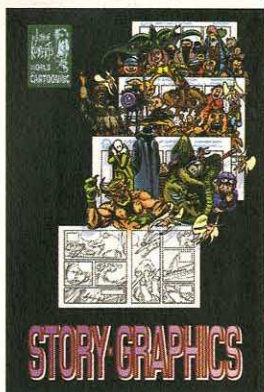
Joe will personally show you via **books, videos, professional art materials** and critiques. He is assisted by his sons Adam and Andy and a team of instructors. You can learn in your home at your own convenient time. Choose one or more from these first five available courses. Do it now.



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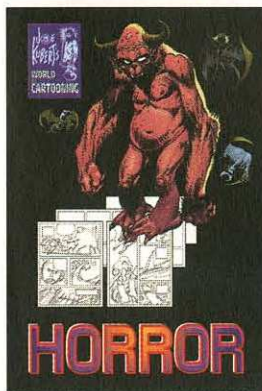
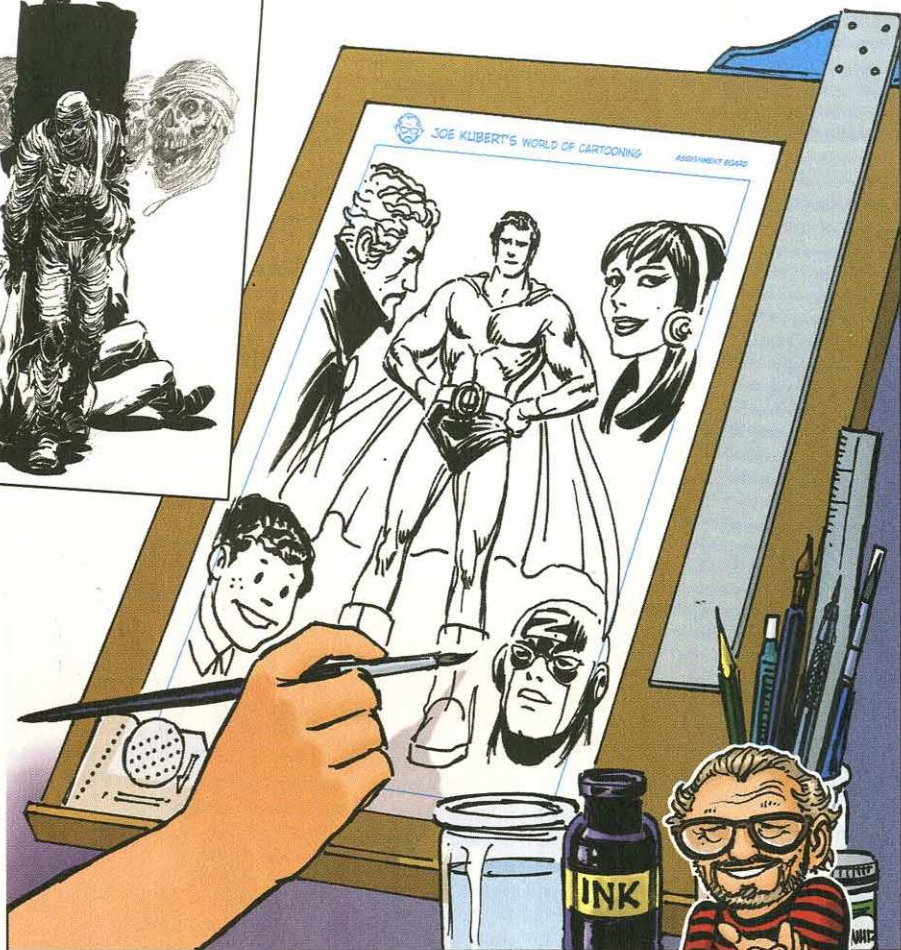


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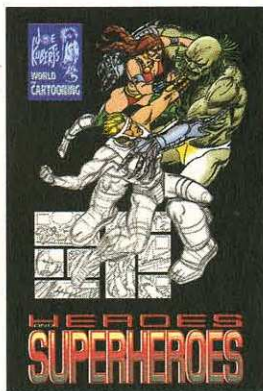


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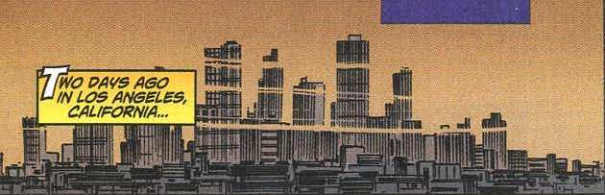
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TWO DAYS AGO  
IN LOS ANGELES,  
CALIFORNIA...

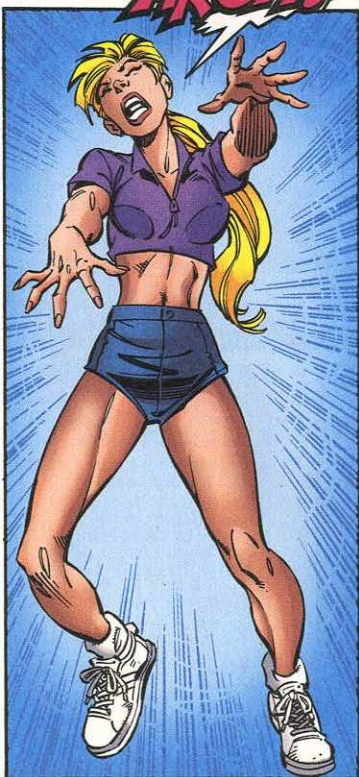


JULIA CARPENTER, THE MOST  
RECENT WOMAN TO CALL HERSELF  
SPIDER-WOMAN, FIXES AN AFTER-  
SCHOOL SNACK AS SHE WAITS  
THE SOUND OF THE SCHOOL BUS  
DROPPING OFF HER DAUGHTER RACHEL.



**KNOCK  
KNOCK  
KNOCK**

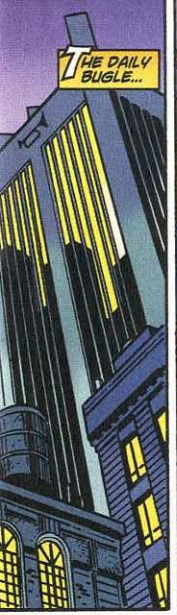
**ARGH!**



AND THEN  
THERE WAS  
ONE.









AT THAT VERY MOMENT,  
MIDTOWN MANHATTAN...

YIKES!

MONSTERS.

UNDERGROUND.  
WHAT'S UP WITH  
THIS?

PHEW! AND  
YOU ALL COULD USE  
SOME SERIOUS PERSONAL  
GROOMING LESSONS!  
GA-ROSS!

I'M  
GUESSING  
YOU'RE FROM  
THE MOLE MAN'S  
SUBTERRANEAN  
REALM,  
RIGHT?

AND I'M  
PRETTY MUCH  
GUESSING THAT  
I'M WASTING MY TIME  
TRYING TO IMPRESS YOU  
WITH MY KNOWLEDGE OF  
SUPER-  
VILLAINY.

ACTUALLY I'M KIND  
OF A GEEK ABOUT THAT KIND  
OF STUFF. SPIDER-MAN, THE AVENGERS,  
THE FANTASTIC FOUR... I'M A BIG FAN OF  
THEM ALL! I EVEN GOT THE HUMAN  
TORCH'S AUTOGRAPH FRAMED ABOVE  
MY BED, BUT... THAT CAN BE  
OUR SECRET, 'KAY?

NOW,  
AS MUCH AS I  
APPRECIATE YOU GUYS  
BURSTING UP THROUGH  
THE CENTER OF THE STREET  
AND GIVING ME MORE  
OPPORTUNITIES TO  
SHOW OFF EXACTLY  
HOW COOL  
I AM...

...THIS  
IS GOING TO  
HAVE TO  
STOP.

I WAS  
ACTUALLY  
PLANNING ON  
SPENDING THE  
NIGHT IN FRONT  
OF THE  
TUBE.







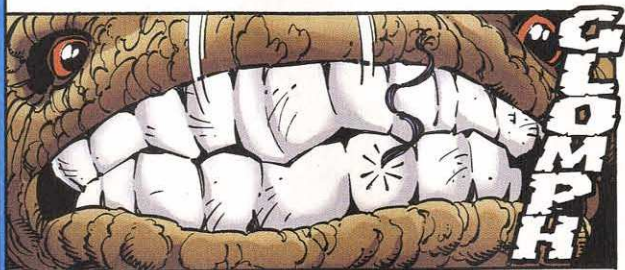
LOOK AT HER!  
SHE'S  
HAVING SO  
MUCH FUN SHE'S  
NOT EVEN PAYING  
ATTENTION  
TO...



SPIDER-WOMAN! LOOK  
OUT BE --

HEY, SPIDEY! C'MON  
AND JOIN THE  
FUN!

PLENTY  
O' MONSTERS  
FOR BOTH  
OF US --



IT... IT...  
SWALLOWED  
HER!







Hmmmmmmph?

THWOP

THUNK

... THE  
FLYING'S  
GOT TO  
HELP!

SHE'S  
BEATING THE  
POOR MINDLESS  
THING UP FROM  
INSIDE!

I KEEP  
FORGETTING  
HOW STRONG  
SHE IS  
AND...



WELL,  
POWERFUL  
OR NOT SHE  
IS JUST A  
KID!  
AN  
INEXPERIENCED  
KID WHO'S JUMPED  
IN WAY OVER  
HER HEAD!

Hmmm?  
SOMEHOW THAT  
REMINDS ME OF  
SOMEONE!



NO  
MATTER. IT'S  
TIME TO GET HER  
OUT OF THERE  
BEFORE SHE  
SUFFOCATES.

I AM  
ASSUMING SHE  
DOES HAVE TO  
BREATHE!





UNFORTUNATELY,  
I'M JUST GONNA  
HAVE TO --

-- WADE  
THROUGH THESE  
OTHER CRITTERS  
BEFORE I CAN  
RESCUE  
MATTIE!

WHOMP

THANKS  
FOR THE ASSIST,  
SPIDEY, BUT I THINK  
I WAS WEARING  
HIM DOWN.

THE ONLY  
OTHER THING  
I WANT TO  
SAY IS...

NOW  
HOWS ABOUT  
YOU LEND A HAND  
HERE, WEBS-ONE, AND  
WE WRAP THESE  
PUPPIES  
UP!

ICK!  
ICK!

ICK!

ICK!

ICK!



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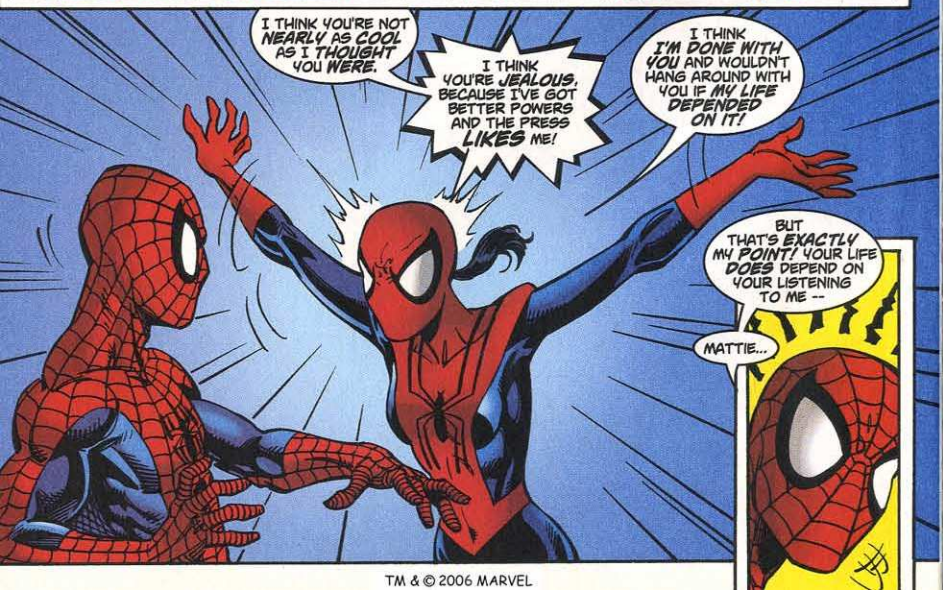
WRAPPING  
UP WAS EXACTLY  
WHAT I HAD  
IN MIND!  
IF YOU  
WOULD BE SO  
KIND AS TO DO THE  
FLYING THING, WE  
CAN TIE THEM  
UP AND...















**AVENGERS #16**  
WARBIRD AND PHOTON ARE BACK!  
Unfortunately, So Are The Wrecking Crew!



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**SCHRACK**

**...GET DOWN!**

YOU... YOU...  
SAVED ME --  
EVEN THOUGH  
YOU'RE MAD  
AT ME!  
EVEN  
THOUGH I  
VELLED AT  
YOU!

WELL,  
SURE!

DID YOU SEE  
HIM? SEE WHERE  
HE WENT  
TO?

NO, BUT  
HE'S STILL HERE...  
SOMEWHERE!

LET'S  
GET TO SOLID  
GROUND  
BEFORE --

**MATTIE!**

SPIDER-MAN...

...HELP?



# BULLEN BULLETINS

ON SALE MARCH 17

## CAPTAIN AMERICA

With the power of a god within him, the RED SKULL is about to wipe out most of North America! STEVE ROGERS has been reduced to his most vulnerable state and has only one option left: Kill the SKULL! By MARK WAID and ANDY KUBERT!

## DOCTOR STRANGE

The fate of the world hangs in the balance as DOCTOR STRANGE and DORMAMMU go head to head in a mystical shoot-out! Meanwhile, the clock ticks down for TOPAZ as the Egret medallion threatens to drain her life essence! By TONY HARRIS, DAN JOLLEY, RAY SNIDER and PAUL CHADWICK!

## THE HULK

It's BRUCE BANNER's worst nightmare: the HULK unleashed! The small town of Faulkner is going to pay the price -- and this is just the beginning of a huge swath of destruction by the jaded giant, the likes of which have never been seen! By JOHN BYRNE and RON GARNEY!

## PETER PARKER: SPIDER-MAN

Spotlighting the women in Peter Parker's life -- including the new SPIDER-WOMAN! From AUNT MAY to the BLACK CAT, we'll explore how rich and strong the bonds are that bind them to Peter. By HOWARD MACKIE and BART SEARS!

## THUNDERBOLTS

For the good of the team, he gave up liberty to atone for his sins. Now MACH-1 is back in prison, surrounded by the supervillains who used to be his peers -- and who now want him dead! Plus, writer JOE CASEY and penciler LEONARDO MANCO team up with KURT BUSIEK and MARK BAGLEY!

## X-MEN

The PSI-OPS make a bold move to take down NATE GREY once and for all! By the time the smoke clears, the stage will be set for the next phase in his life and Nate's powers will be clearly defined -- but at a cost that will forever change his role in the Marvel Universe. By TERRY KAVANAGH and LUKE ROSS!

## X-MEN

The X-MEN have been torn from this plane of existence and hurled into a dimension which twists every law of physics into something alien -- and "mutates" their mutant powers! By ALAN DAVIS!

ITEM! There's nothing quite as fun and scintillating as announcing some good news in the Marvel Universe! We're proud to proclaim that JASON LIEBIG has been promoted to Editor of the 'Junior' X-Books, which include X-MAN, GENERATION X, MUTANT X, X-FORCE and X-MEN UNLIMITED. "It's very exciting," said Jason, who got his start at Marvel as an Assistant to X-Editors MARK POWERS and BOB HARRAS. "The books need to be more closely associated to the X mythos. That's not to say that we're going to drown the books with it, but there is an organic connection with all the characters; they know each other and share history, we'll play with that from time to time." A transplanted New Yorker who hails from Nebraska, Jason said that part of his new-found perks include "working with the great talents" associated with his inherited titles. Assisting him in his duties is none other than LISA KRAIGER, who recently had her own X-baby, the five-month-old MAEVE ELYSE. "We're waiting to see what mutant powers develop when she hits her teens," joked Lisa. On her new assignment, she had this to say: "I've come full-circle now, getting to work with some intriguing characters... I'm awfully fond of the GOBLIN QUEEN, so I'm pretty stoked."

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AOL Keyword: MarvelZone  
www.marvelzone.com

This week's Chat Schedule!

March 18 9:30pmET EARTH'S MIGHTIEST CHAT with writer KURT BUSIEK & editor TOM BREVOORT!

March 22 8:00pmET SPIDER-MAN and THOR Penciler -- JOHN ROMITA, JR.!

AOL Keyword: Marvel

All Chat schedules subject to change/cancellation.

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## STAN'S SOAPBOX!

Hi, Heroes!

Just to prove how important you are to me, I'm writing this on January 30th -- the day before Superbowl Sunday! Instead of stocking up on peanuts, popcorn, cold drinks and potato chips, here I am pounding the keyboard, making certain that your insatiable quest for knowledge will never be ignored! Y'know, when it comes to heroes, I'm beginning to think that Captain America's a piker compared to me!

But Danny Quizon of La Jolla, CA is no piker! Look at the puzzler he came up with...

*"In The Fantastic Four's origin story, why didn't they get in trouble for stealing the rocket? Surely 'Grand Theft Rocket' is a crime on Marvel Earth!"*

Wow! I can hardly remember that story which was printed in the early 60's! But I do know that the rocket Danny mentions belonged to Reed Richards. The FF just decided to fly it when nobody was looking. So y'see, Mr. Quizon, it can't be "grand theft" if you're merely taking your own rocket ship! But I've gotta admit you had me worried for a while till I re-read the yarn!

Here's another from sunny California. Pyoung Yi of Chula Vista wants to know...

*"Ever since I read 'The Essential Silver Surfer' he's become my favorite character. I wonder what your source is for his humanitarian attitude. Is it from the Bible, or just a reflection of your own personal beliefs?"*

Probably a bit of both, Py. Much of my personal beliefs are echoed in the Bible. But I'd like to think that the Surfer's philosophy, and mine, is one that everyone can embrace. It involves one simple theme-- Do Unto Others As You'd Have Them Do Unto You! Seems to me if everyone followed that credo we'd live in a nearly perfect world.

Jordan Crisp of London, England is preoccupied with females-- which is fine with me!

*"Who is the first female hero you created, and now, after all these years, who is your favorite female hero?"*

I'm not sure, Jordan, but I think my first female hero, in the late 40's or early 50's was called Venus, the goddess of love. My favorite heroine today? That's a tough one, but I think I'll have to vote for the X-Men's Storm-- and to show what a paragon of fairness I am, I didn't even create her!

The questions keep getting tougher! Here's one from Mitch Nozka of New Britain, CT...

*"How does Spidey get so much web fluid from such little cartridges?"*

Well, Mitch, I figure he does it the same way you can get a whole 90-minute movie on one small DVD disk! (Who says I can't cop out on good as the next guy?!!)

Okay, gang, it's wrap-up time; but first the address you've been breathlessly awaiting: "Soapbox," Marvel, 387 Park Ave. S., New York, NY 10016 and, of course: stanfanz@aol.com. Till next time, I know you'll all agree: aide-toi, le ciel t'aidera!

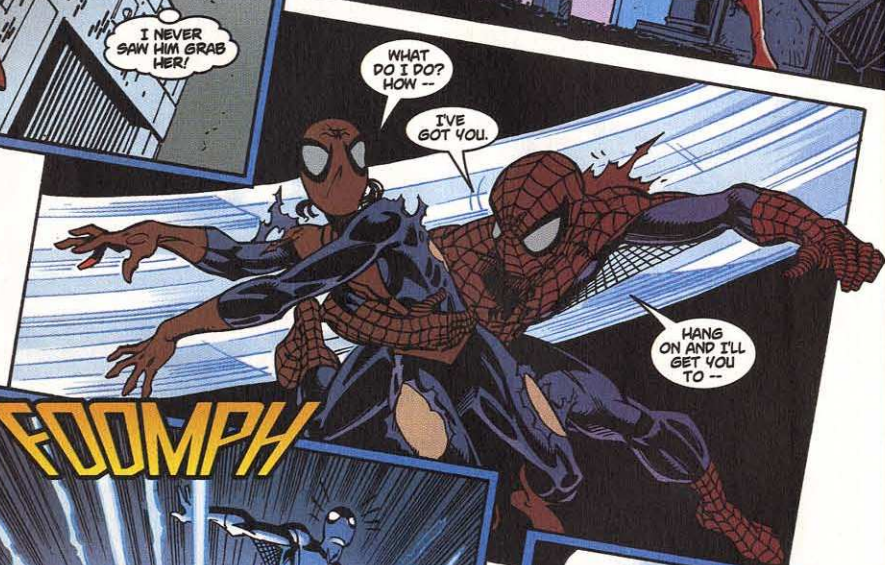
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☐ **FAN** Fantastic Four  
☐ **INC** The Incredible Hulk  
☐ **IRM** Iron Man  
☐ **THO** Thor  
☐ **BLT** Thunderbolts

### THE X-MEN

- ☐ **CAB** Cable  
☐ **DDP** Deadpool  
☐ **GAM** Gambit  
☐ **GEN** Generation X  
☐ **XME** Uncanny X-Men  
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A dynamic comic book illustration showing Spider-Woman in mid-air, attacking Spider-Man. Spider-Woman has long, flowing blonde hair and wears a green and blue costume with yellow spiderweb patterns. She is in a pouncing pose, with her right hand reaching towards Spider-Man's head. Spider-Man is on the ground, wearing his iconic red and blue suit, looking up at her with a determined expression. The background features a brick wall and wooden crates, suggesting a rooftop or industrial setting. A speech bubble from Spider-Woman is in the top left, and a yellow text box with a Spider-Man mask icon is in the bottom right.

AND THEN I  
WILL BE THE ONLY  
**SPIDER-WOMAN**  
ALIVE!

TO BE CONTINUED

**IN PETER  
PARKER #5!  
DON'T DARE  
MISS IT!**



# THE SPIDER'S WEB

Dear Ralf,

I've decided to come back.

Sometime before the clone mess, I left Spidey and most new comics behind. There was too much hype, too much death, too much destruction in comics, not to mention too high a number to the left of the decimal point on the book's price.

Okay, not much of what I left for has changed, but when I heard that there was to be a Spider-Man "renewal," I decided to try a few out. I didn't decide this because of the John Byrne reworking of the origin; I can still read the Stan Lee/Steve Ditko masterpieces and not feel as if I'm missing anything (now I know how the Distinguished Competition's fans felt after their characters' reworkings). But with the new #1s, I figured it was harmless to try them out.

The results? Not bad. I'm very happy to see Aunt May alive again (in my mind I can pretend the last five years or so never happened and that Norman Osborn never returned, either). I love the fact that Mary Jane is becoming successful and that Peter is finally getting to do some scientific work. It's been awhile since Peter had a supporting cast other than his Daily Bugle mates. Betty Brant as an intrepid reporter. The '90s are quite a ways off from the early '60s! And it's great! In short, the characters are right where I'd want them to be. As for Spider-Girl...we'll see.

After reading the first two issues of ASM and the first of PETER PARKER, SPIDER-MAN, I am certainly intrigued enough to keep on going.

Well, at least until the first big-hype, needless character-suffering event, consider me hooked. In fact, you might even say I was caught in a web...

Scott Dietsch  
65 East Third Street 2nd Floor  
Brooklyn, NY 11218

Except that we would never say anything like that, Scott. Ever.

Seriously though, we're quite pleased that you've decided to wander back into the fold, especially after such a long absence. The renumbering and relaunching of these titles, controversial though it may have been, has accomplished its goal: to convince departed readers like you, Scott, to pick up these titles again, and keep you interested enough to come back. At least in your case, it seems we've succeeded.

Dear Spider's Web,

John Byrne is doing a fantastic job on both the AMAZING SPIDER-MAN and SPIDER-MAN: CHAPTER ONE. I have been with Spider-Man since

ASM #34 (Vol. I) and there have been both good times and bad. The current direction is fresh and very enjoyable. The developing storyline of Mary Jane's coming and going is excellent. I expect more tension, but let's keep them married. Nobody will enjoy a divorced Spider-Man.

It was a stroke of genius to put Aunt May back in the plot. Let's not put her in the wrong place at the wrong time too often, though. There are plenty of other people close to Peter Parker that you can threaten with danger.

Shadrac is a great-looking villain. Who does he work for? Toomes? The artwork is great, and I especially liked the image of Shadrac and the substitute Spider-Man on the cover of issue #2. Thanks for keeping the spirit and tradition of Spider-Man alive for the next century. Make Mine Marvel!

Michael Triantafelo  
17995 West Saturn Drive  
New Berlin, WI 53146-4517  
miklet@mail.execpc.com

Wait a minute. Two letters in a row that support the return of Aunt May? Someone check the mailbox. The fix is in.

Anyhoo, we're glad you're enjoying the sparkly, newly renovated Spideverse as much as we've enjoyed spiffing it up for you.

Dear Ralf,

Re: AMAZING SPIDER-MAN #2

So the "new" Spidey was actually a girl with an exo-skeleton who got her powers from the "Gathering of Five" that ended the last storyline? In a word: *Lame-o!*

I had figured the new Spider-Man would be some punk kid, a modern-day Flash Thompson type who had the athletic ability and physical strength to get by without admitting he didn't have the powers to go along with the name. Instead, we have some nameless tomboy who goes gushola seeing the real deal up close at the end of the story. The tomboy will be back, but I have a feeling that a case could be made to tie this in to the current alternate future of SPIDER-GIRL and a storyline there.

Shadrac, huh? So where are his partners, Meshach and Abednego? Biblical references and jokes aside, if it weren't for his bandages, one could mistake this guy for the Molten Man. Bah. This is more like Molten Man crossed with Ghost Rider or Dormammu. Much dangerous, to be sure. There has to be something to Shadrac other than the obvious nod to an old Batman foe for his origins, but I guess that's for later.

Seems like Javier is jealous of the attention Peter's getting, and thus

sabotages Peter's project to make him look bad. Some things never change. The faces do change, but the petty inner jealousies remain. Prove me wrong, if you can.

I realize Aunt May means well, but Peter is a grown man, happily married. By now, you'd think she'd understand that her nephew can take care of himself. I should point out that the cop-out plot device that brought May back merely corrects the error made in "killing her off" in the first place. D'ya really need me to quote Santayana for ya?

Artistically speaking, John Byrne by himself is pure genius. Scott Hanna's inks remind me, and probably others, of the glorious days of Byrne and Terry Austin in the '70s and early '80s. I have to rate this the same as I would SPIDER-MAN: CHAPTER ONE. A big 10.

I spoke of Molten Man earlier. Any chance he'll be around soon? What about "A Guy Named Joe" from the old days, recently seen in WEBSPINNERS? I, for one, would like to see Spidey take on the Kingpin again, to remind folks that it used to be the wall-crawler that made life miserable for Wilson Fisk long before Daredevil entered the picture.

Jacob Gilbert  
118 Fourth Street, Apt. #1  
Troy, NY 12180

No, we don't need you to quote Santayana for us, Jacob ("Those who ignore history are doomed to repeat it," no?), but you may feel free to quote Santana whenever you wish ("Well one day, I was on the ground...").

Hey, what gives? This was the third letter this month that didn't rake us over the coals for bringing Aunt May back! But Wizard said everybody didn't like that! Huh. Whattaya know?

## NEXT ISSUE?

IT BEGINS HERE...THE COMING OF THE SPIDER-WOMAN! THINK YOU KNOW HOW THIS ONE'S GONNA TURN OUT? DON'T COUNT THOSE SPIDERS BEFORE THEY HATCH BECAUSE THE TEAM OF MACKIE, BYRNE AND HANNA HAVE A COUPLE OF TRICKS LEFT UP THEIR SLEEVES AS WE MARCH TOWARD TO SOON-TO-BE-CLASSIC SPIDER-WOMAN #1! START SAVING YOUR PENNIES NOW, OR ALL THE KIDS AT THE PLAYGROUND WILL MAKE FUN OF YOU, JUST LIKE THEY ONCE MADE FUN OF LITTLE RALFIE MACHCHIO.

MATT HICKS  
ASSISTANT EDITOR

RALPH MACHCHIO  
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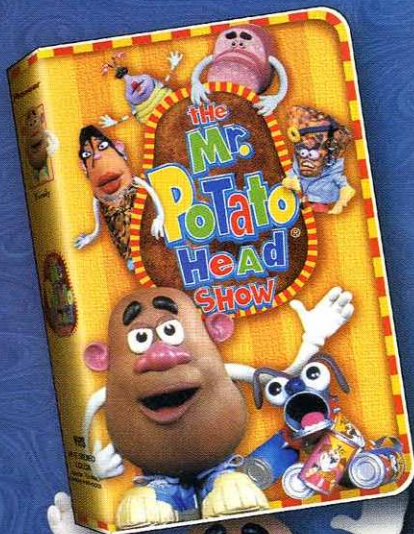
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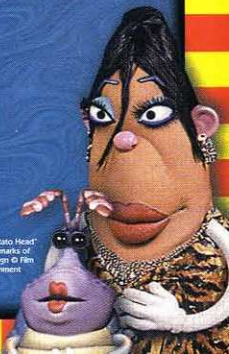
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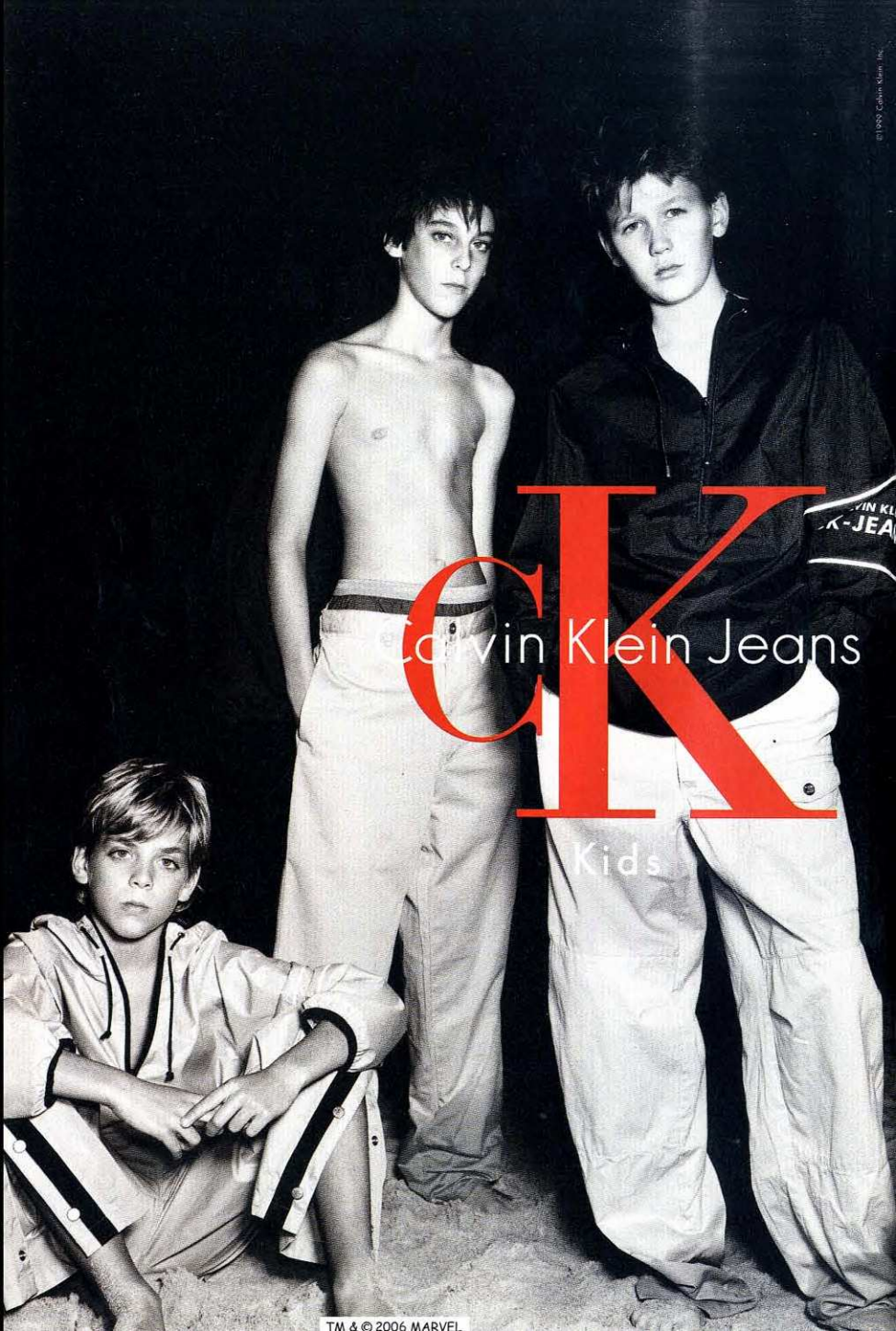
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