

MARVEL  
COMICS



WWW.MARVEL.COM

#10

THE AMAZING

# SPIDER-MAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY



DIRECT EDITION

01011



7 59606 04716 1  
\$1.99 US \$2.99 CAN

THE GOOD, THE BAD,  
AND... THE SURVIVOR!

MACOS

BYRNE

HANNA

TM & © 2006 MARVEL





WHERE THE HEROES LIVE.

**NextPlanetOver**  
THE BEST PLACE FOR COMICS .COM



STAN LEE PRESENTS

# AND THEN THERE WERE...

HOWARD MACKIE/JOHN BYRNE STORY AND ART SCOTT HANNA INKS  
GREGORY WRIGHT COLORS AS/COMICRAFT'S LIZ AGRAPHOTIS LETTERS  
RALPH MACCHIO EDITOR BOB HARRAS EDITOR IN CHIEF

DOCTOR OTTO  
OCTAVIUS HAS  
HAD BETTER DAYS.

HERE WE  
ARE, OTTO... OH,  
I AM SORRY! YOU  
PREFER DOCTOR  
OCTOPUS THESE  
DAYS DON'T  
YOU?

OKAY,  
DOC OCK,  
HERE WE  
ARE!

AND THE  
FUN IS ONLY  
STARTING.





I AM  
SORRY ABOUT  
THAT LITTLE BRAWL  
BACK AT THE HOSPITAL,  
BUT IT JUST WOULDN'T  
HAVE DONE TO HAVE  
YOU DISPOSING OF MR.  
RICKMAN... NOT  
YET.

SORRY ABOUT  
THAT FOURTH TENTACLE  
OF YOURS... I REALLY  
WASN'T EXPECTING YOU  
TO PUT UP SUCH  
A FIGHT.

THERE WAS A TIME WHEN THE  
MERE THOUGHT OF SUCH  
SUPER-VILLAIN NONSENSE  
WOULD HAVE MADE OTTO  
OCTAVIUS BLUSH!

COSTUMES,  
CATCHY MONIKERS...  
THE SINISTER SIX!  
WHAT WERE YOU  
THINKING!

NOT THE  
MAN OF SCIENCE  
I ONCE KNEW!

BUT THAT  
IS NEITHER HERE  
NOR THERE.

YOU ARE THE  
EXCEPTION.

A LITTLE  
MORE FEISTY,  
A BIT MORE  
EXPERIENCED  
AND...

...MORE  
THAN LIKELY  
THE KEY FOR  
WHICH I'VE BEEN  
LOOKING.

PRETTY  
IMPRESSIVE  
FOR A MAN OF  
YOUR AGE -- AND  
A SCIENTIST  
AT THAT!

YOU DID  
ME A FAVOR  
BY SHOWING UP  
AT THE HOSPITAL  
WHEN YOU  
DID.

YOURS HAS  
BEEN THE ONE  
NAME ON MY LIST WHICH  
HAS CAUSED ME SOME  
CONCERN. PARKER AND  
RICKMAN ARE NOTHING, BUT  
NORMAL HUMAN BEINGS...  
THEY CAN BE DEALT WITH  
AT ANY TIME. JUST LIKE  
THE REST WERE,  
BUT YOU...

Last issue --  
Referee Ralf.

THE AMAZING SPIDER-MAN: Vol. 2, No. 10, October, 1999. (ISSN #0274-5222)  
Published by MARVEL COMICS, a division of MARVEL ENTERTAINMENT, INC. ERIE,  
Pennsylvania. President: Avi Arad. Chief Creative Officer: J. Winston Fowkes. Publisher: Stan  
Lieberman. Executive Vice President: Joe Quesada. Office of Publication: 351 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 \$26.88. Single copies \$3.99. All payments in U.S. dollars. Payment by check or money order payable to Marvel Characters, Inc. POSTMASTER: SEND ADDRESS CHANGES TO  
THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING CORP., SUBSCRIPTION DEPT.,  
1405 WEST 51ST STREET, NEW YORK, N.Y. 10019-2199. TELEPHONE: (212) 512-2000.  
any part of its cover or markings removed, nor in a mutilated condition. SPIDER-MAN (including all characters, names, likenesses, and indicia) is a trademark of MARVEL ENTERTAINMENT, INC. © 1999. Printed in the U.S.A.

TM & © 2006 MARVEL





WHO  
ARE  
YOU?

YOU  
DON'T KNOW,  
DO YOU?

GOOD.

FOR NOW  
YOU CAN SIMPLY  
CALL ME...

**CAPTAIN  
POWER!**



A FITTING  
NAME, DON'T  
YOU THINK?

CERTAINLY  
ONE WHICH FITS BOTH  
MY ABILITIES AND MY  
APPEARANCE.

RELAX, OTTO.  
WE ARE GOING TO  
HAVE A LONG DAY  
AHEAD OF US.

THE DEGREE  
OF DISCOMFORT  
YOU EXPERIENCE  
IS TOTALLY UP  
TO YOU.

I DO NOT  
KNOW WHO YOU  
ARE... OR WHO YOU  
THINK YOU ARE...  
BUT...

...YOU ARE  
COMPOUNDING  
AN ALREADY **SERIOUS**  
MISTAKE BY PRESUMING  
THAT YOU CAN HAVE  
YOUR WAY WITH  
ME.

WE  
WILL **SEE**,  
**OTTO**.  
WE  
WILL  
SEE.

Oh,  
YES, WE  
WILL.

YOU  
HAVE **NO**  
IDEA, MY  
IMPUDENT  
FRIEND.

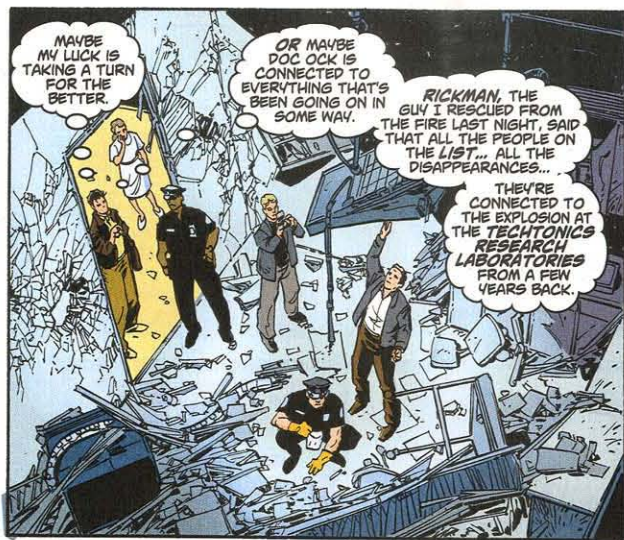




**M**EANWHILE, AT  
NYU MEDICAL  
CENTER...

HOW  
DID THIS ALL  
HAPPEN WITHOUT  
MY HEARING  
IT?

I WAS JUST  
A FEW ROOMS AWAY  
WHILE DOC OCK WAS  
ENGAGED IN A BATTLE  
WITH... I DON'T EVEN  
KNOW WHO... AND  
I MISSED IT  
ALL!



MAYBE  
MY LUCK IS  
TAKING A TURN  
FOR THE  
BETTER.

OR MAYBE  
DOC OCK IS  
CONNECTED TO  
EVERYTHING THAT'S  
BEEN GOING ON IN  
SOME WAY.

RICKMAN, THE  
GUY I RESCUED FROM  
THE FIRE LAST NIGHT, SAID  
THAT ALL THE PEOPLE ON  
THE LIST... ALL THE  
DISAPPEARANCES...

THEY'RE  
CONNECTED TO  
THE EXPLOSION AT  
THE TECHTONICS  
RESEARCH  
LABORATORIES  
FROM A FEW  
YEARS BACK.



THE DOC OCK CONNECTION  
MAKES SENSE. IT WAS HIS  
EXPERIMENT THAT WENT  
WRONG. HE WAS THE  
ONE ON STAGE WHEN  
THE EXPLOSION  
OCCURRED.

I CAN'T BELIEVE HOW MUCH  
OF ALL THAT HAPPENED THAT  
DAY I'VE TRIED TO FORGET.  
I ALMOST DIED  
THAT DAY.

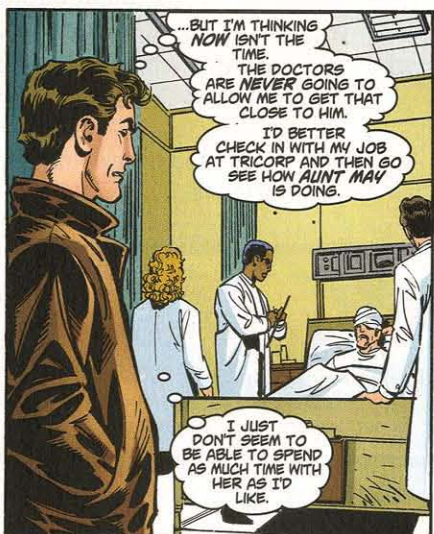
AND I  
WOULDN'T, TOO, IF  
IT WASN'T FOR AN  
- IT'S A BITSY SPIDER, A  
BITE AND SOME WEIRD  
EFFECT THAT THE  
RADIATION HAD ON ITS  
METABOLISM...  
AND MINE.



SO, AFTER SPENDING WHAT FELT LIKE  
AN ETERNITY IN THE HOSPITAL... I  
BECAME SPIDER-MAN AND NEVER  
THOUGHT THAT THERE MIGHT  
HAVE BEEN OTHER SURVIVORS  
OF THE ACCIDENT.

MAYBE  
OTHERS  
WITH SUPER  
POWERS?

I'VE GOT  
TO TRY AND  
TALK TO RICKMAN  
ABOUT WHAT HE  
KNOWS...



...BUT I'M THINKING  
NOW ISN'T THE  
TIME.

THE DOCTORS  
ARE NEVER GOING TO  
ALLOW ME TO GET THAT  
CLOSE TO HIM.

I'D BETTER  
CHECK IN WITH MY JOB  
AT TRICORP AND THEN GO  
SEE HOW AUNT MAY  
IS DOING.

I JUST  
DON'T SEEM TO  
BE ABLE TO SPEND  
AS MUCH TIME WITH  
HER AS I'D  
LIKE.





**6 MILLION  
BACK ISSUE  
COMICS  
30% OFF!**

Spider-Man is © of Marvel Entertainment.

**HUGE INTERNET  
COMICS SALE!**

**www.milehighcomics.com**

**SALE RUNS JULY 15, 1999 THROUGH  
OCTOBER 31, 1999 ONLY!**

To qualify for this sale you must type the  
codeword **MARVELS** (all in capital letters!),  
on your order form. This codeword will  
trigger a program which will automatically  
deduct 30% from the cost of your order.

To receive the required codeword for future sales,  
sign our **GUESTBOOK**.



**\$20,000 INTERNET  
COMICS AUCTIONS**



Every week you can bid on \$20,000 in comics, toys, games,  
cards, etc. at: **www.milehighcomics.com**  
All our auctions have NO reserves and NO minimum bids!

**www.milehighcomics.com**

**America's Largest  
Comics Dealer!**

1999 PlayStation/Nabisco Cool Bus Sweepstakes  
Official Rules

**NO PURCHASE NECESSARY**

1. You must have your parent's permission to play! To enter from a touch-tone phone only from 7/1/99 through 10/31/99, call 1-877-982-0135 (1-877-982-0135), when calling, you will need to provide the last 5 digits of the UPC # found on the Brand Seal on participating Nabisco packages, and your home phone #, including area code. Calls must originate from within the 50 United States, including Alaska, D.C. Computer generated calls not accepted. Limit 2 calls per UPC, per phone #.

**No Purchase Necessary**—For complete rules, toll-free entry e, prize list, and a qualifying UPC, send self-addressed, stamped envelope to: PlayStation/Nabisco Sweepstakes, P.O. Box 3844, Dept. A, St. Cloud, MN 56307-3844, to be received by 10/15/99 (limit 1 request per outer mailing envelope, WA & VT residents omit return postage), or call 1-800-248-6552 between 10/1/99 & 10/31/99 ONLY. Information line will only be open during time period specified.

2. Overall every tenth valid call wins instantly, up to a maximum of 2,000,000 valid calls accepted. Prizes will be awarded via random intercepts of calls during program period based on every tenth valid call. All prizes claimed for the actual number of valid calls received, up to a maximum of 2,000,000, will be awarded. All winners will be notified that they have won during call, & will be notified by mail within 8-10 weeks of winning call. All prizes will be awarded by 12/31/99, except for the Ultimate Prize, which will be scheduled for delivery by 5/31/00. Random intercepts and notification are under supervision of Carlson Draddy & Associates, an independent judging organization whose decisions are final.

3. Prizes & approximate retail values: Ultimate Prize (1)—Appearance at winner's school of the PlayStation Truck, plus one each Grand Prize through Tenth Prize, including both music CDs. Note: The PlayStation vehicle is not included in the prize. PlayStation vehicle delivery of Ultimate Prize not available to callers from AK and HI. If Ultimate Prize winner is from either state, winner gets all PlayStation, Sony and Nabisco prizes included in Ultimate Prize by mail, and another caller will be selected at random for full Ultimate Prize (ARV: \$1,139.66, odds 1:2,000,000). Grand Prize (100)—PlayStation game console, 10 PlayStation video games (determined by SCEA), one Dual Shock™ Analog Controller, two memory cards, one Multi Tap for the PlayStation game console, one year PlayStation Underground Magazine subscription and one \$25.00 PlayStation Threadz catalog gift certificate. (ARV: \$715.00, odds 1:200,000). 1st Prize (600)—One PlayStation game console and one PlayStation video game (either: Spyro the Dragon™, Crash Bandicoot™ WARPED™ or Gran Turismo™ determined by SCEA and Sponsor). (ARV: \$170.00, odds 1:1,667). 2nd Prize (100)—Peyce™ Discman™ portable CD player. (ARV: \$110.00, odds 1:200,000). 3rd Prize (1,000)—One PlayStation video game (either: Spyro the Dragon, Crash Bandicoot, WARPED or Gran Turismo, determined by SCEA and Sponsor). (ARV: \$40.00, odds 1:2,000). 4th Prize (1,000)—One Dual Shock™ Analog Controller. (ARV: \$30.00, odds 1:2,000). 5th Prize (5,000)—Sony Music artist CD (either: Tytania or B'Witched, determined by Sponsor). (ARV: \$16.98, odds 1:400). 6th Prize (2,500)—PlayStation branded hat. (ARV: \$15.00, odds 1:800). 7th Prize (10,000)—PlayStation memory card for the PlayStation game console. (ARV: \$15.00, odds 1:200). 8th Prize (10,000)—PlayStation branded dog tag. (ARV: \$5.00, odds 1:200). 9th Prize (120,000)—PlayStation Collectable Hint Line card. (ARV: \$5.00, odds 1:17). 10th Prize (50,000)—Free coupon for Nabisco Cookie or Cracker single serve size. (ARV: \$0.70, odds 1:40). Total # of prizes: 200,001; total ARV: \$1,162,039.66; total odds of winning 1:10.

4. Open to legal residents of the 50 United States and D.C. Employees of Sony Computer Entertainment Inc., Sony Music Corp., Sony Electronics, Nabisco, Inc., its affiliates, subsidiaries, agencies, suppliers, phone providers, retailers, immediate families of each & persons living in household of each are not eligible. Void where prohibited or restricted. Limit 1 Ultimate or Grand Prize per household, address or family. If potential Ultimate Prize Winner is under the age of 21, parent or legal guardian of potential Ultimate Prize Winner is required to execute an Affidavit of Eligibility & Publicity/Liability Release within 14 days of attempted notification. Non-compliance may result in disqualification & selection of alternate winner. Entry & acceptance of prize grants sponsor right to use winner's name, city & state of residence and/or likeness for promotional purposes, without notice or additional compensation, except where prohibited by law. Prizes may be awarded in name of parent/legal guardian. Taxes are winner's responsibility. No transfer or substitution of prizes, except that sponsor reserves right to substitute prizes of equal or greater value. By participating, entrants agree to abide by Official Rules & judges' decisions. Sponsor & its agencies not responsible for any losses due to lost, late, misdirected, misread, misread, or entries, incomplete, lost, inaudible or late information provided via phone or telephone system or electronic equipment failure or data loss. By accepting prize, winners release Sponsor and Promotion Agency, their parents, subsidiaries, affiliates, suppliers, and agents from any and all liability for any loss, harm, damages, cost or expense, including without limitation property damages, personal injury and/or death, arising out of participation in the sweepstakes or the acceptance, use or misuse of the prize.

5. For list of Ultimate, Grand and First Prize winners, available after 2/1/00, send a self-addressed, stamped envelope to: PlayStation/Nabisco Sweepstakes, P.O. Box 3631, Dept. F, St. Cloud, MN 56307-3631, to be received by 4/1/00.

Sponsor: Nabisco, Inc.  
Promotion Agency: Carlson Draddy & Associates  
Spyro the Dragon and Crash Bandicoot: WARPED TM & © 1998 Universal Interactive Studios, Inc. All rights reserved.  
www.universalstudios.com  
Spyro the Dragon developed by Insomniac Games, Inc. Crash Bandicoot: WARPED developed by Naughty Dog, Inc. PlayStation and the PlayStation logos are registered trademarks of Sony Computer Entertainment Inc. All other games featured are trademarks and copyrighted properties of their respective publishers and/or licensors. Sony, Discman and Peyce are trademarks of Sony.





**PlayStation Video Games**



**School's never gonna be the same.**

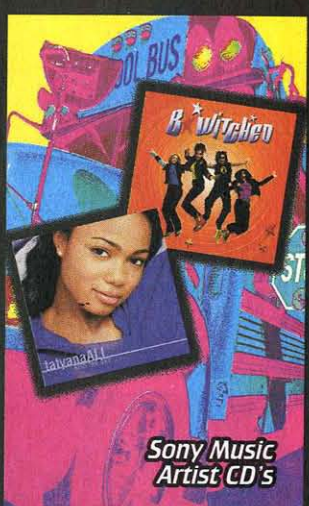
Win the **Ultimate Prize** and watch your friends go wild when the PlayStation Truck shows up at your school for a day of gaming fun! Plus, take home every other prize—your very own PlayStation game console, accessories and more.



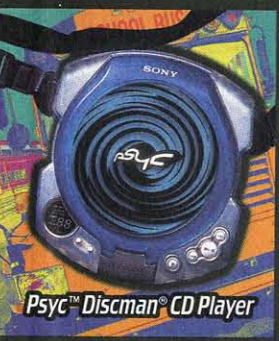
**PlayStation Game Console**

**ONE  
IN  
TEN  
WINS!**  
**IN THE NABISCO  
PLAYSTATION  
SWEEPSTAKES.**

See Sweepstakes rules on opposite page.  
No purchase necessary.



**Sony Music Artist CD's**



**Psyc™ Discman® CD Player**



**See Specially Marked Packs of Nabisco Snacks.**

## 200,001 Prizes

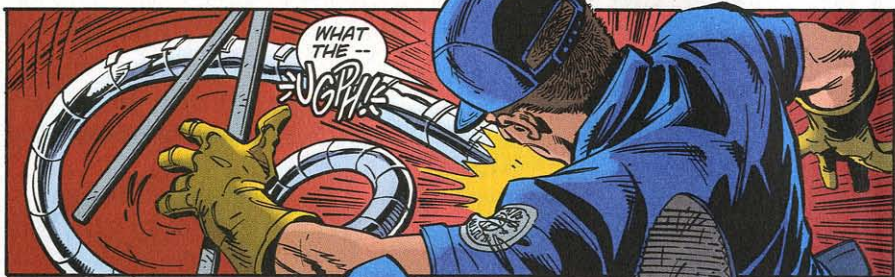
Imagine a 60-ton arcade on wheels crammed with new and yet-to-be-released PlayStation video games coming to your school for the day. It's the ultimate "Thrills on Wheels" prize. Plus there are 200,000 other prizes including PlayStation video games, Sony Electronics, Sony Music, and cool Nabisco stuff.

**[www.nabiscokids.com](http://www.nabiscokids.com)**

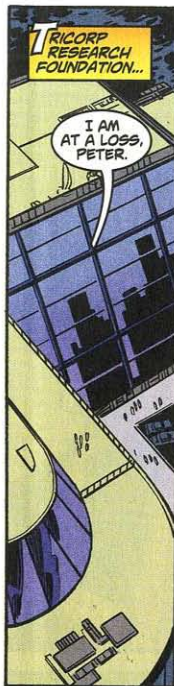


**Hint Line Card**

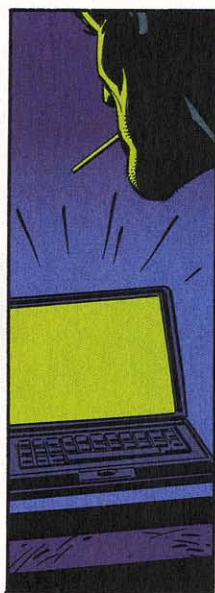














Wanna see what's new with *Apple Jacks*® cereal?

Stare hard at this little black dot while you **slowly count to 15.**

Then stare at the dot below and count to 5.



Green 'Jacks.®



Cool, huh?

We see what we like.





AND, AS PETER ARRIVES HOME TO THE PENTHOUSE APARTMENT HE SHARES WITH THE OFTEN ABSENT MARY JANE AND HIS AGED AUNT MAY...

AUNT MAY?  
JILL?

Oh...  
PETER!

JILL, WHAT  
IS IT?

I-I-IT'S MY FATHER,  
PETER... I'M SO  
SCARED... H-  
H-HE'S...

BUT I  
JUST SAW YOUR  
DAD EARLIER TODAY.  
HE SEEMED FINE.  
RECOVERING FROM  
HIS WOUNDS --

THAT'S  
HOW HE  
DEALS WITH  
THINGS. KEEP  
UP THE BRAVE  
FACE.

BUT I  
CAN'T ANY  
LONGER!  
NOT WHEN  
HE'S --

I WANT TO HELP  
HER, BUT... I AM SO  
DISTRACTED.

HE'S SCARED,  
PETER. MORE SCARED  
THEN I'VE EVER SEEN  
HIM BEFORE.

AND  
NOTHING  
SCARES  
MY DAD.

HE'S BEEN  
TRYING TO GET  
MY BROTHER PAUL  
AND ME TO LEAVE  
TOWN AND WE  
WON'T...

IT'S MAKING  
HIM CRAZY.

ALL THIS LIST STUFF, MJ BEING  
INCOMMUNICADO AND THE  
THREATENING PHONE  
CALLS SHE'S BEEN  
GETTING...

...I'M SO  
WORRIED.

I'M SO  
WORRIED,  
TOO.

WAIT A  
MINUTE! DOC OCK...  
TECHTONICS RESEARCH...  
THEIR LAB IS RIGHT ON  
LONG ISLAND...

...IT'S A  
START!

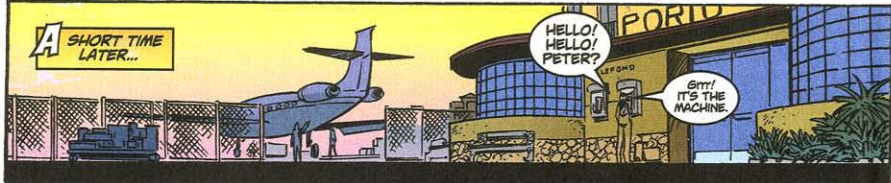
THERE'S  
THE DOORBELL!  
I'LL GET IT,  
DEAR.







**A** SHORT TIME  
LATER...



PETER,  
IF YOU GET  
THIS...

...I'M  
COMING  
HOME.

I CAN'T  
BELIEVE WE  
HAVEN'T SPOKEN...  
I'M SORRY... IT'S  
JUST THAT...



IT  
WASN'T YOU,  
PETER.

THERE  
WERE PHONE  
CALLS AND... AND...  
I'LL EXPLAIN IT ALL  
TO YOU WHEN I  
GET THERE.

I LOVE  
YOU, PETER.  
ALWAYS WILL...  
NO MATTER  
WHAT!



IF YOU  
GET THIS...  
TRY AND PICK  
ME UP AT THE  
AIRPORT.

I CAN'T  
WAIT TO SEE  
YOU.  
I MISS  
YOU.

HERE'S  
MY FLIGHT  
INFO...





AT THAT MOMENT, PETER IS FAR FROM HOME, AND IN FULL SPIDER-MAN MODE...

THERE IT IS...  
THE GENERAL  
TECHNICS  
LABS.

I THOUGHT  
THE OLD BUILDING  
WOULD HAVE BEEN  
TORN DOWN  
BY NOW.

THE ACCIDENT  
PRETTY MUCH PUT  
THE COMPANY OUT OF  
BUSINESS.

I HEARD  
THEY HAD TO SELL  
OFF MOST EVERYTHING  
JUST TO HANDLE THE  
LITIGATION.

THE  
ACCIDENT.

THE  
WORD MAKES  
IT SOUND SO  
CLEAN.

FROM  
INSIDE... IT WAS  
ANYTHING BUT!

IT'S BEEN  
SO LONG AND  
YET...



THE  
SNAPSHOTS OF  
TERROR ACROSS  
EVERYONE'S FACES...  
I...I...CAN STILL  
SEE...

I HATE  
HAVING TO  
THINK ABOUT  
IT ALL  
AGAIN.

I --  
Huh?

SPIDER-  
SENSE IS  
TINGLING.  
THERE'S  
SOMETHING  
HERE.





# BULLPEN BULLETINS

AVAILABLE AUGUST 18TH

## CAPTAIN AMERICA

#22

Captain America journeys to Wakanda, home of the world's largest stockpile of Vibranium (and the Black Panther), just in time to be way-laid by a greatly amplified Klaw! By MARK WAID and ANDY KUBERT!

## DEATHLOK

#3

Can little six-year-old Billy Bailey get to Deathlok before the S.H.I.E.L.D. death squad and Nick Fury do? He better, or else they'll obliterate the ultimate bio-weapon—before Deathlok's true consciousness can be reunited with his bionic body! By JOE CASEY and LEONARDO MANCÓ!

## FANTASTIC FIVE

#1

Not only does our "done-in-one" epic feature a quick recap of the FF's origin and career, but we also introduce the new Fantastic Five when The Human Torch, The Thing, Ms. Fantastic, Psilord and Big Brain battle a mysterious enemy! By TOM DEFALCO and PAUL RYAN!

## GALACTUS THE DEVOURER

#2

The Devourer of Worlds has gone mad—and Earth's on his menu! The Silver Surfer and Alicia Masters rocket into space to stop Galactus—only to be attacked by the planet eater's latest and deadliest herald: Red Shift! By LOUISE SIMONSON and JOHN BUSCEMA!

## HULK

#7

On the trail of the gamma-spawned goliath, the Avengers find themselves caught up in the Hulk and Man-Thing's battle against a force of nature gone mad! But is the true threat this living bio-entity... or the savage Hulk himself? By JOHN BYRNE and RON GARNEY!

## PETER PARKER: SPIDER-MAN

#10

Kidnapping J. Jonah Jameson, Venom takes the panicked publisher and when the web-slinger comes to the rescue, he winds up flat on his back at Jonah's feet! At long last, will Spidey get unmasked? By HOWARD MACKIE and JOHN ROMITA JR. and SCOTT HANNA!

## THUNDERBOLTS

#31

Charcoal has been abducted by the Imperial Forces, the mysterious organization responsible for his creation! In order to get him back, the Thunderbolts must infiltrate their enemy's ranks! Plus: The return of Citizen VI! By KURT BUSIEK and MARK BAGLEY!

## X-MAN

#56

Waking up in the idyllic world of Greyville, Nate smiles and welcomes another day in his perfect life. So what's the catch? It's all fake people, and the person that dreamed it up is out to steal the X-Man's incredible power for himself! By TERRY KAVANAGH and MIKE MILLER!

## X-MEN

#93

With the team disbanded, the various X-Men have ventured into different directions. But while Rogue and Shadowcat seek nothing more than some fun after the grim reality of the Magneto War, they are instead confronted by Sunfire -- who's on the hunt for Mystique! By ALAN DAVIS!

**H**i, Heroes!  
I can't believe it! I just heard the most shocking report! It seems that someone had actually offered to sell his No-Prize to the highest bidder! I know you'll find that as hard to believe as I did, but all I can say is, no matter how many thousands of dollars he may receive, that ill-gotten gain can never replace the glory and honor that he is so callously forsaking. Still, let us not condemn him too harshly, for truly that troubled soul is more to be pitied than censured!

**N**ow, let us turn to happier items. This intriguing query is from Ryan Johnston of Ontario, Canada who's losing sleep wondering...

*"In Marvel's fantastic movie 'Blade' there was a vampire named Deacon Frost. Is he related to Emma Frost, aka The White Queen of Generation X? Inquiring minds must know."*

You may rest easy, Ryan. The names are merely coincidental. Y'know, considering the countless characters Marvel has created over the past five decades, it's almost impossible to avoid repeating a name somewhere, somehow. And with sharp-eyed Believers like you in the fold, we know we'll never stray too far.

**C**arl W. Taylor of Los Angeles, CA sure knows what he wants...

*"Stan! You've gotta make a CD of those great old 60s animated Marvel Superheroes tapes you've recently released. You can include the Spider-Man theme and jazzy background music, plus the title themes from the other shows and, especially, the famous MMMS recording featuring you, Jack Kirby and the rest of the Marvel Bullpen."*



WIN A \$3,500 CUSTOM GUITAR!

Do you want to rock with SPIDER-MAN? Find 10 special guitar emblems in 10 different

MARVEL titles and you can enter to win an amazing, custom GIBSON Les Paul guitar featuring everyone's favorite web-slinger and head-banger, SPIDER-MAN! You can own this piece of music and comic book history just by entering to win in our WEBSLINGER-ONE SWEEPSTAKES!

[www.Marvel.com/winstuff](http://www.Marvel.com/winstuff)



We'd love to do it, Carl, but we're not in the CD biz. Why don't you and all the other culturally advanced music lovers send your request, nay, your demand, to the big record companies? Far as I'm concerned, I'd love to recapture all that wackiness on a CD!

**J**ust room for one shortie from Julian Onyall of London England...

*"Which Marvel character do you think has the best name?"*

That's something I never thought of before. Well, I'll take a stab at it by answered "The Thing." At the time he was created, it was certainly the most unusual name for a hero. But hey, let's hear from the rest of you. What do you all think? I'll seize any excuse to award additional No-Prizes!

**A**nd, to make sure you have no excuse for **A**not writing, here's our highly acclaimed address once again: Soapbox, Marvel, 387 Park Avenue South, New York, NY 10016, plus our often imitated but never duplicated e-mail address: [stanfanz@aol.com](mailto:stanfanz@aol.com). Much as I'd like to close with a gag or a philosophical thought for you to ponder, I'm still too upset at the idea of someone being willing to part with a No-Prize for mere (ugh!) money! So, till next issue, all I can say offer you is a melancholy but heartfelt... Excelsior!

*Stan*

Stan Lee

This week's chat schedule!

**August 19 9:30pmET EARTH'S MIGHTIEST CHAT** with writer **KURT BUSIEK** & editor **TOM BREVOORT**!

**August 16 8:00pmET COMICS LEGEND -- JOHN ROMITA, SR.!**

**August 23 8:00pmET SPIDER-MAN and THOR Pencilers -- JOHN ROMITA, JR.!**

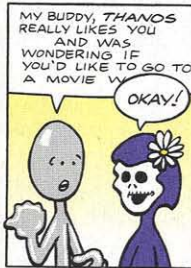
**August 24 8:00pmET The official EARTH X chat** with writer -- **JIM KRUEGER**!

**AOL Keyword: Marvel**

All Chat schedules subject to change/cancellation.

## BULLPEN BITS #14

BY CHRIS GIARRUSSO



Design by Richard Starkings and COMICRAFT/EW

LOOKING FOR THE NEAREST COMICS SHOP? CALL 1-888-COMIC BOOK

TM & © 2006 MARVEL





**EXCITEMENT FOR THE EYE**

7019 Three Chopt Road  
DEPT 0899 Richmond, VA 23226

• • • •  
**(804) 282-1919**

**MISSED AN ISSUE?**

Don't travel miles to find

**WHAT YOU NEED**

We will send comics right

**TO YOUR HOUSE**

Find out what your comics  
are REALLY worth-

Send \$1.00 for a complete catalog today!

Most orders processed in one day!!!

NOW VISIT US ON THE WEB AT [www.davescomics.com](http://www.davescomics.com)



**SOMETIMES  
IT'S HARD TO  
BE A HERO**

**IF YOU'RE IN TROUBLE  
OR HAVING PROBLEMS  
AT HOME OR IN  
SCHOOL, CALL:**

BEAST: TM & © 1996 Marvel Characters, Inc.

**1-800-448-3000**  
**BOYS TOWN NATIONAL HOTLINE**  
**DAY OR NIGHT. THE CALL IS FREE.**











DID YOU THINK I WOULDN'T BE ABLE TO ASCERTAIN WHO YOU WERE?

THOUGH YOU HAVE CERTAINLY CHANGED, CHRIS... I WILL GIVE YOU THAT.

HOW?

**HOW DID YOU KNOW?!**



THE CLUES WERE ALL AROUND ME, CHRIS.

YOU SAID IT YOURSELF... MY ONCE "FORMIDABLE MIND" PUT THEM ALL TOGETHER.

I SPENT TOO MANY YEARS OBSERVING YOUR HANDWORK NOT TO RECOGNIZE YOUR PITIFUL ATTEMPTS AT A LABORATORY OPERATION.

SO ALL OF THIS... ALL THAT YOU HAVE DONE... IS IN A SIMPLE ATTEMPT TO PUT TOGETHER THE PIECES OF WHAT HAPPENED HERE A FEW YEARS BACK.

**HA!**

ALL YOU HAD TO DO WAS ASK, CHRIS.

I'LL TELL YOU EVERYTHING!





# SUBSCRIBE TODAY!

MARVEL  
COMICS  
M

## DISCOUNT OFFER ON THESE TITLES!

- 1 Title For \$21.97/yr.
- 2 Titles For \$20.97/lea.
- 3 Or More Titles For \$19.97/lea.

### SPIDER-MAN

- ☐ **AMZ** Amazing Spider-Man
- ☐ **SPI** Peter Parker: Spider-Man
- ☐ **SPW** Spider-Woman **NEW!**
- ☐ **SPG** Spider-Girl

### MARVEL HEROES

- ☐ **AVE** Avengers
- ☐ **CAM** Captain America
- ☐ **FAN** Fantastic Four
- ☐ **INC** Hulk
- ☐ **IRM** Iron Man
- ☐ **DDV** Daredevil
- ☐ **THO** Thor
- ☐ **BLT** Thunderbolts

### X-MEN

- ☐ **CAB** Cable
- ☐ **DDP** Deadpool
- ☐ **GAM** Gambit
- ☐ **GEN** Generation X
- ☐ **XME** Uncanny X-Men
- ☐ **WOL** Wolverine
- ☐ **XFO** X-Force
- ☐ **MAN** X-Man
- ☐ **MEN** X-Men

**SATISFACTION  
GUARANTEED**

## Exclusive Subscriber Savings and Services

- LOWER PRICES ON RENEWAL!
- Satisfaction guaranteed or your money back on all remaining issues!
- IMPROVED PACKAGING  
All issues are mailed with cardboard backing in new weather resistant cellophane bags!

BECAUSE YOU DEMANDED IT!

# BISHOP

IN HIS OWN MONTHLY SERIES

**SAVE NEARLY  
\$6 BUCKS!\***

## Limited-Time Offer!

Subscribe to Bishop for the low, low price of \$17.97

☐ **Yes! I want Bishop for just \$17.97.**

Offer available through this ad only.

\* Special offer limited to "Bishop" only. Additional titles at the regular discount rates listed above.

\*\* Discount based on regular cover price.

Please print:

NAME OF READER

DATE OF BIRTH (M/D/Y)

STREET ADDRESS

CITY

STATE

ZIP

# of subscriptions

Amount enclosed: \$

Charge my:

☐ VISA

☐ MasterCard

☐ Discover Card

☐ AMEX

CREDIT CARD #

EXPIRATION DATE

NAME OF CREDIT CARD HOLDER (IF DIFFERENT FROM ABOVE)

SIGNATURE FOR CREDIT CARD ORDERS

Canada, add \$10.00 per title (in U.S. funds only, includes GST#R127032852). Foreign, add \$12 per title in U.S. funds only. Allow 6 to 10 weeks for delivery of your first issue. TM & © 1999 Marvel Enterprises Inc. All rights reserved.

H98MD5

## Ordering is fast and easy!

☐ **Yes! Sign me up for home delivery of the comics I've checked. I deserve the most in savings, convenience, service, and selection!**

## My satisfaction is guaranteed!

Check off the subscriptions you want delivered to your home (12 issues each) and return this page or a copy to:

**MARVEL DIRECT MARKETING,**  
P.O. BOX 1979, DANBURY, CT 06813.

Please provide credit card information or make your check or money order payable to "Marvel Direct Marketing Inc." For even faster service call: (203) 743-5331 Fax: (203) 744-9944 and have your credit card handy! Provide credit card information when ordering by phone or faxing your order.

**OFFER GOOD UNTIL 12/31/99.  
YES, YOU CAN PHOTOCOPY THIS AD!**

Visit us on the web at [www.marvel.com](http://www.marvel.com)

TM & © 2006 MARVEL



OH GOOD, NOW THEY'LL  
LET ANYONE PLAY.



Tee it up with 17 golfers on 6 courses.



Taunt your opponents in mid-swing.



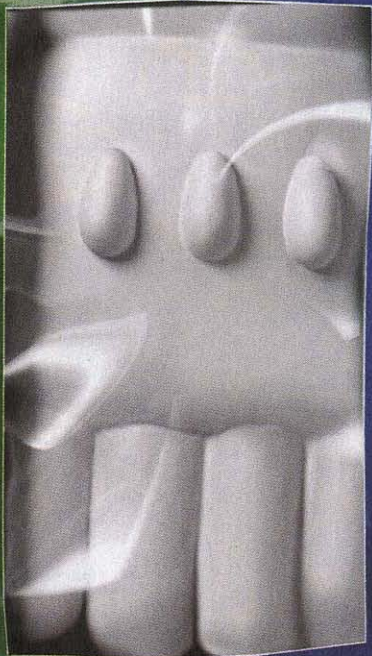
Golf etiquette? Yeah, right.



TEN FINGERS  
GOLF GLOVES

CLAY  
X-HIDE

fitRite



100% GENUINE  
ANIMATED LEATHER



Mario Golf™ and the "N" Logo are trademarks of Nintendo of America Inc.  
©1999 Nintendo of America Inc. [www.nintendo.com](http://www.nintendo.com) Game and System sold separately.

TM & © 2006 MARVEL





DANGER-  
SENSE IS GROWING  
STRONGER AND  
STRONGER AS I  
GET NEAR THIS  
BUILD...

— LOOKS LIKE  
I FOUND  
IT!  
WHATEVER  
IT HAPPENS  
TO BE.

I AM  
AFRAID YOU  
ARE TOO LATE,  
SPIDER-MAN.

THIS TIME  
"THE BAD GUY" HAS  
GOTTEN AWAY. HE HAS ONE  
MORE PERSON TO KILL...  
I ASSUME YOU KNOW  
ALL ABOUT THE  
LIST?

WELL,  
SUFFICE TO  
SAY, I'VE HELPED  
HIM NARROW IT  
DOWN TO ONE  
NAME.

I MAY  
HAVE EVEN SAVED  
A FEW LIVES. WHO  
WOULD HAVE  
THOUGHT?



NO MORE GAMES,  
OCK! WHO IS HE  
GOING AFTER?

I  
WOULDN'T DO  
THAT?

WHY  
NOT?



UGPH!

BECAUSE  
OF THAT!





I DO  
PLAY HELPLESS  
RATHER WELL,  
DO I NOT?

BUT YOU,  
OF ALL PEOPLE,  
SHOULD KNOW THAT  
THAT IS NEVER  
THE CASE!

NOW I  
SUPPOSE I AM  
OBLIGED TO PROVIDE  
THE ANSWERS WHICH  
SO OBVIOUSLY  
ELUDE YOU?

VERY  
WELL...

IT ALL  
GOES BACK TO  
A DEMONSTRATION OF  
PURE SCIENCE. I WAS  
ONE OF THE MANY  
DRONES IN THE EMPLOY  
OF GENERAL  
TECHNICS.

THERE WAS AN EXPLOSION... ONE WHICH OCCURRED DUE TO NO  
FAULT OF MY OWN. MY CALIBRATIONS WERE, AS ALWAYS, FLAWLESS.

BUT GTL CHOSE TO MAKE ME THEIR WHIPPING BOY.

I WAS DISOWNED, DISGRACED AND LEFT TO FEND  
FOR MYSELF AGAINST THE COMING STORM.

INTERESTINGLY, WHILE I WAS CAST ASIDE BY  
GTL, THEY CHOSE TO KEEP THE PATENTS  
AND ALL RIGHTS TO MY WORKS.

THE COMPANY WAS DISBANDED AND I WAS THE PRIMARY  
DEFENDANT IN ALL THE CIVIL LAWSUITS WHICH FOLLOWED.

THOUGH, GIVEN MY CHANGE IN LEGAL  
STATUS, THE LAWSUITS WERE POINTLESS.

BUT THERE WAS ONE WHO TRIED.

A FORMER ASSISTANT,  
DR. CHRISTINA CARR

SHE WAS CRIPPLED IN THE BLAST  
AND SOUGHT VENGEANCE AGAINST ME!



THE POOR  
THING APPARENTLY  
BECAME EMOTIONALLY  
UNBALANCED IN THE  
AFTERMATH.

WHEN SHE  
COULD NOT TAKE OUT  
HER RAGE UPON ME... SHE  
SET HER MADNESS AGAINST  
EVERYONE ELSE WHO WAS  
CONNECTED TO THE BLAST --  
INCLUDING THE VICTIMS  
SHE FELT HAD BEEN  
"UNFAIRLY"  
SPARED.

NOW SHE  
IS GOING TO  
DESTROY THAT  
WHICH GTL HAS  
BECOME --  
TRICORP!

AND SHE PLANS  
ON BEGINNING WITH DR.  
T'WAKI... MY FORMER  
SUPERVISOR... THE MAN  
WHO CAST ME TO  
THE WOLVES!





"TWAKI DESERVES DEATH FOR WHAT HE DID."

"IT IS EXACTLY WHY I ORCHESTRATED THIS LITTLE CHARADE."

"CARR'S MADNESS WAS CAUSED BY EXPOSURE TO RADIATION AT THE TIME OF THE EXPLOSION. IT CAUSED A MUTAGENIC REACTION IN HER BLOOD."

"BUT WITH MADNESS CAME GREAT POWER... AND THE ABILITY TO MORPH INTO A BEING OF GREAT POWER."

"THE PROBLEM IS... SHE IS KILLING HERSELF EVERY TIME SHE USES THE POWER."

"BUT I CAN TELL YOU HOW TO STOP HER... IF YOU ARE FAST ENOUGH!"

**TWAKI!!**

WHERE ARE YOU? YOU ARE GOING TO DIE FOR WHAT YOU LET HAPPEN TO ME, TWAKI!

WHAT --? WHO ARE YOU?

WHAT ARE YOU TALKING ABOUT?

OCK JUST LET ME GO. TOLD ME HOW TO STOP CARR AND THEN TOOK OFF.

HE'S UP TO SOMETHING ELSE, BUT KNEW I'D HAVE TO RUSH OFF AND TRY AND SAVE TWAKI.

THE ONLY THING I HATE MORE THAN LOSING TO OCK...

...IS BEING USED BY HIM!





KASH

DOCTOR  
CARR! DOCTOR  
CHRISTINA CARR!  
THERE IS NO POINT  
TO THIS!

WHAT?

YOU  
KNOW?

YOU  
KNOW WHO I  
AM? THEN...

...YOU'VE  
GOT TO  
DIE  
FIRST!

COME  
ON, CHRIS...  
WHY DO YOU  
WANNA DO  
THAT?!

THAT'S  
IT... FOLLOW  
THE BOUNCING  
SPIDER.





DON'T YOU  
**DARE**  
MAKE FUN  
OF ME!

YOU HAVE  
**NO IDEA**  
OF THE PAIN  
I HAVE LIVED  
THROUGH!

THE  
EXPLOSION...  
I THOUGHT IT  
WAS THE **WORST**  
OF IT,  
BUT...

...I WISH  
I HAD DIED  
THAT DAY!

C'MON...  
DON'T SAY  
THAT!  
THERE  
IS ALWAYS  
SOMETHING  
WORTH LIVING  
FOR.

KEEP  
FOLLOWING  
ME.  
OCK  
TOLD ME WHAT  
TO DO, BUT... THERE  
IS **NO WAY** I'M GOING  
TO TRUST HIM.

WHAT HE  
DOESN'T KNOW  
IS THAT I'D BE  
SHARP ENOUGH TO  
BE ABLE TO MODIFY  
HIS PLAN.

WHAT  
ARE YOU  
DOING?


YOU  
THINK **THIS**  
IS GOING  
TO STOP  
ME?

WELL...  
...I WAS  
HOPING!



To fit in, genius Charlie Boyle added another side to himself.

A Disney Channel Original Movie



# GENIUS

Saturday, August 21 at 7pm/6c

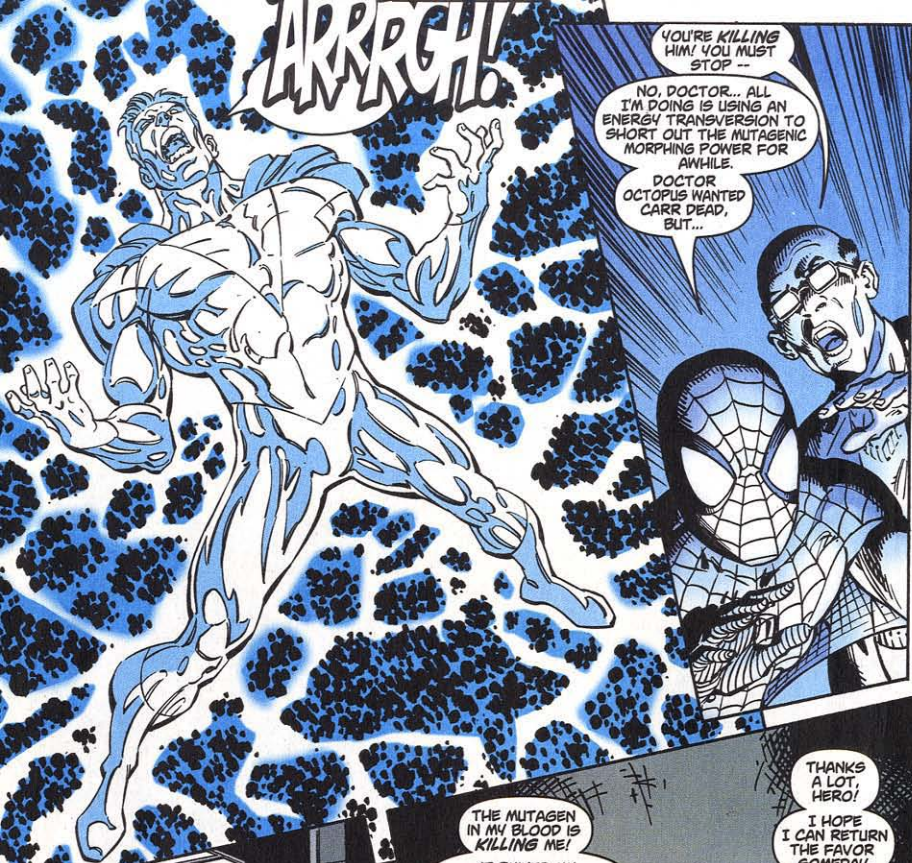
World Television Premiere

Starring Trevor Morgan as  
Charlie & Chaz



www.disneychannel.com, part of  Network  
go.com ©Disney





ARRRRGH!

YOU'RE KILLING HIM! YOU MUST STOP --

NO, DOCTOR... ALL I'M DOING IS USING AN ENERGY TRANSVERSION TO SHORT OUT THE MUTAGENIC MORPHING POWER FOR AWHILE.

DOCTOR OCTOPUS WANTED CARR DEAD, BUT...



...I MADE THE NECESSARY MODIFICATIONS TO ENSURE THAT IT WOULDN'T HAPPEN.

AND THIS IS SUPPOSED TO BE A FAVOR? SOME ACT OF MERCY?

THE MUTAGEN IN MY BLOOD IS KILLING ME!  
IT RUINED MY LIFE AND NOW YOU HAVE DENIED ME THE ONLY THING I WAS LIVING FOR...  
VENGEANCE!

THANKS A LOT, HERO!  
I HOPE I CAN RETURN THE FAVOR SOMEDAY.









They have

a vision . . .

They're on

a mission . . .

And nothing can

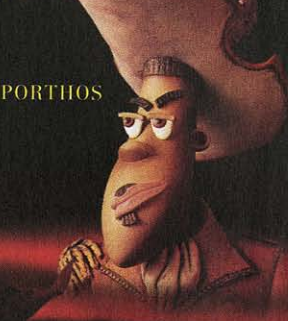
stop them.



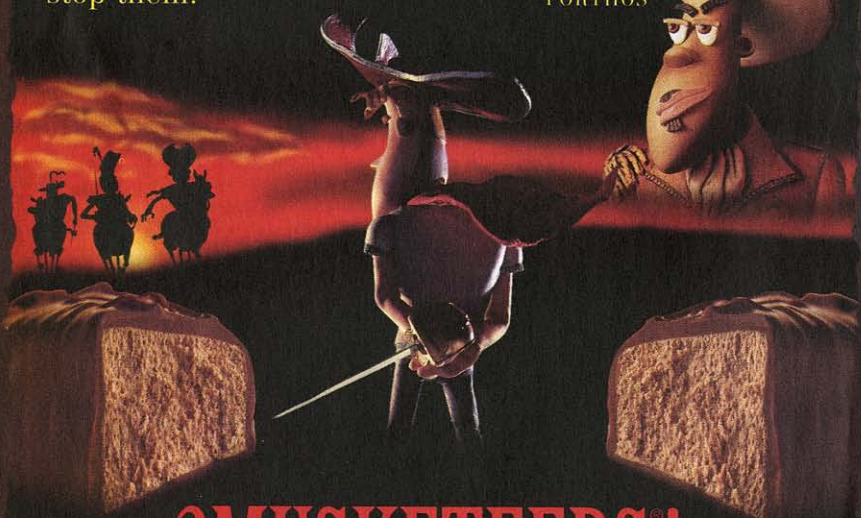
D'ARTAGNAN



ATHOS



PORTHOS



# 3MUSKETEERS!



INTENDED FOR COOL  
AUDIENCES

MILK CHOCOLATE OUTSIDE. FLUFFY NOUGAT INSIDE. INCREDIBLY PUMPED UP.

**NOTHING CAN STAND  
IN YOUR WAY WITH...**





**M** EANWHILE...



I CAN'T WAIT TO BE HOME AGAIN!

CAN'T WAIT TO TELL PETER EVERYTHING!

I SEE JONAH IS STILL UP TO HIS OLD TRICKS. BLAMING SPIDER-MAN FOR EVERYTHING UNDER THE SUN.

AND PETER IS STILL MANAGING TO GET ENOUGH PICTURES TO--



WAIT A MINUTE!

THE ONLY WAY PETER WAS ABLE TO GET ALL THE PHOTOS OF SPIDER-MAN BEFORE WAS THAT HE WAS TAKING PICTURES OF HIMSELF.

BUT HE'S NOT SUPPOSED TO BE SPIDER-MAN ANY MORE.

IS HE?



AT THAT MOMENT...

TAXI!



COULD YOU HELP ME GET THIS IN THE TRUNK?



HEV! IT AIN'T SO HEAVY. WHATTA YA GOT IN HERE -- UGPH!



JUST A LITTLE DEAD WEIGHT.



**END**



# THE SPIDER-MAN WEB

Dear Webheads,

AMAZING SPIDER-MAN #6 was another good one, mostly because it gave us that long-awaited rematch between Spidey and his greatest nemesis, Doc Ock. You have no idea how good it was to see the good Doctor back at his scheming best after all the time we had to put up with that ludicrous female knock-off (Otto's last appearance doesn't really count, as he wasn't in control of the situation). And the new, evil (?) Spider-Woman is a great addition to the Spideverse—can't wait for the new book. So, it looks like she and Ock are going to be keeping a high profile over the next few months, and Ock's got a forthcoming appearance in NOVA. Things are looking up.

The only thing I didn't like about this issue (aside from the fact that Aunt May's still breathing, of course) was the reappearance of Ock's new-old costume from SPIDER-MAN: CHAPTER ONE. Are we now supposed to believe that not only was this Ock's original outfit, but it's also the one he's worn in every appearance since? Please, no more pointless continuity implants like this. They add nothing and detract too much.

Tony Ingram  
Bromley, ENGLAND

Ouch, Tony! Kicking an old woman like that is definitely bad form. And we thought you Brits were supposed to be refined!

As for the Doc Ock costume controversy (and, no, you weren't the only one to bring it up), feel free to look at it whichever way you want. If you're content to believe that Otto's been wearing different togs all these years, then feel free to. If, however, the idea offends, then just assume he's recently dug out his "original" costume. He certainly wouldn't be the first villain to return to his "original" look, by any stretch.

Dear Ralf,

AMAZING SPIDER-MAN #6 was a pretty good issue, and easily made up for the last two months of dull stories and undistinguished villains. Spider-Woman is now very interesting to me. What was she like before Dr. Octopus transformed her? What is Doc Ock's agenda? Now this is the way to write comic books! You should give plots a dose of mystery, but there should be clues that keep the reader interested. This was what I found lacking in the last two months of Spider-Man comics (both AMAZING and PETER PARKER). Subplots are also what this series needed, and the plots with Flash and Mary Jane's mysterious acquaintances (the phone calls and whoever it was outside Flash's door).

A problem with PPSM before the

reboot, however, was that all the plots were out in the open, with no story having dominance over the other. Please remember to have the main story overshadow the subplots.

Another problem I have with the books was Peter finding it easy to lie to Mary Jane. The first page helped, and I suppose the thrill of Spidey's adventures can overwhelm Peter. Hopefully, this secret will remain, with

Peter feeling guilty about breaking his promise. One of the fun things about Spider-Man is the secret identity, and having too many people knowing the truth was a problem with the pre-reboot stories.

Still, Aunt May is a character screaming for purpose. So she's rediscovering her life...that's it? I don't have a problem with May returning; I think that Peter needs someone other than Mary Jane to remind him that he's human. However, May hasn't been doing that lately. She needs something important to do in these pages.

Complementing the improved writing was John Byrne's art. It was clean and dynamic. It's just a lot of fun to watch Spidey in action, and John's faces and backgrounds have a good level of detail.

Kevin Riley  
(Address withheld by request)

Thanks for the e-mail, Kevin. You know, you're actually the first person that seems to be in favor of Peter keeping his super heroing a secret from Mary Jane. Those who've written in—one of whom sounds off below—seem to think it's completely inappropriate for Peter to lie to his wife about this matter. Are there any other pro-deception fans out there. Just curious, but we think it would be interesting to hear the other side of the issue.

Dear Ralf,

While pretty much just a lead-in to the new SPIDER-WOMAN title, this issue had its own strengths upon which I wish to comment.

I have very mixed reactions to Peter finally, and wholly, committing to deceiving his wife, Mary Jane. When two people decide that lies should replace honesty, few good things can result. Of course, MJ's own lies to Peter regarding her anonymous phone caller don't inspire confidence in their relationship, either. My only hope is that, once the truth comes out (and we know it will), it provokes positive growth in their relationship rather than create a melodrama about their potential separation. My personal hope is that, whatever the truth behind the phone calls, it will provide sufficient impetus for Peter to take up the Spider-Man mantle

with MJ's knowledge, approval, and understanding. I'll keep my fingers crossed.

Another thing that really caught my eye and which I really appreciated was John Byrne's artistic subtlety on page 20. The water distortion effect while viewing Spider-Man above and below the water was brilliant! It's minutiae such as this that separate John from the pack and I just wanted to let him know how much that attention to detail is appreciated.

Needless to say, I'll be checking out the new SPIDER-WOMAN title. I've been a fan since the original Spider-Woman's early appearance way back in MARVEL TEAM-UP and I'm not about to give up now, especially if Jessica Drew plays even a small role in the new book.

As an aside, I am very grateful that you printed one of my letters in this issue. While I don't write to you in order to get printed, it's always a thrill, nonetheless. Still, I do know the difference between DC's Zero Hour and the "Zero Tolerance" story arc over in the X-Books where JJ showed his strength of character. Please thank whoever typed my letter into your letters page that their typo gave me a pretty big smile. :)

Scot W. Myers  
Decatur, GA  
swmyers@aol.com

Well, you're quite welcome, Scot. We're always pleased when our monumental incompetence results in the amusement of others. It's a trait we learned from Ralf.

Dear Spider's Web,

Re: May Parker's new 'do:  
Wahoo!

Lloyde Allen Grant  
Saginaw, MI

Uh...okay.

## NEXT ISSUE:

MJ'S STALKER IS CLOSING IN...AND THE TENSION IS STARTING TO TAKE ITS TOLL ON HER AND PETER'S MARRIAGE. COULD THIS BE THE BEGINNING OF THE END? AND WHO COULD BE WORSE TO FIGHT WHEN YOU'RE WORRIED ABOUT YOUR WIFE THAN...THE BLOB? THAT'S RIGHT, FRED J. DUKES STOMPS INTO TOWN AND HE'S LOOKING TO MAKE SPIDEY GRAB A FACEFUL OF ASPHALT! IT'S ALL HERE FOUR WEEKS FROM NOW, TOLD WITH CARE AND CONCERN BY HOWARD, JOHN AND SCOTT. RALF WILL NEITHER CARE NOR BE CONCERNED.

MATT  
HICKS  
ASSISTANT  
EDITOR

RALPH  
MACCHIO  
EDITOR

BOB  
HARRAS  
CHIEF



SPIDER'S WEB (C) MARVEL COMICS  
387 PARK AVENUE SOUTH • NEW YORK, NY 10016

IF YOU DON'T WANT YOUR NAME AND ADDRESS PRINTED, PLEASE LET US KNOW. LETTERS MAY BE EDITED FOR CONTENT AND LENGTH.

E-MAIL:  
MAIL@  
MARVEL.COM

MARK E-MAIL  
"OKAY TO PRINT"





Nintendo®  
Game Boy® Camera  
1500 points

Nintendo®  
Game Boy® Printer  
2000 points



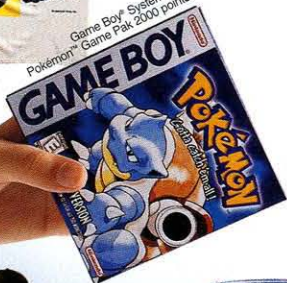
GROWN-UPS HAVE TO PAY FOR STUFF.

# BUT KIDS HAVE THE KOOL-AID™ TICKET TO FUN

Kool-Aid® Beach Towel 350 points



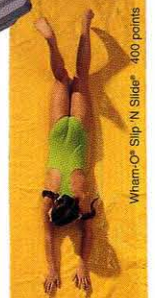
Game Boy System and  
Pokémon® Game Pak 2000 points



Super Soaker®  
XP™-70  
400 points



Wham-O® Slip 'N Slide® 400 points



Yomega™  
Fireball™ YO-YO  
100 points



Flexible  
Floating  
Funnoodle®  
70 points



Kool-Aid®  
Paddleball Set  
500 points



Beachworks® Sand Castle System  
400 points



**Kool-Aid**  
TICKET TO FUN!

Save your Kool-Aid® points  
and you can get free stuff! See the Kool-Aid®  
Ticket to Fun catalogue at your supermarket.

Kool-Aid® products and items designated ® and ™ are trademarks of OddoZn, Napa, CA 94558. All rights reserved. Super Soaker® is a registered trademark of Hasbro, Inc. Beachworks® Sand Castle System is a registered trademark of Eagle Activities, Inc. Yomega® and Fireball® are trademarks of Yomega Corp. All rights reserved. REQUESTS MUST BE RECEIVED BY 12/31/99 AND/OR WHILE SUPPLIES LAST. ALLOW 6 TO 8 WEEKS FOR SHIPMENT. LIMIT 5 OF EACH ITEM PER FAMILY OR ADDRESS. ©1999 Kraft Foods, Inc.

\*Free Stuff with Kool-Aid Points™ plus postage and handling from Kool-Aid Ticket to Fun. See participating retailers and Kool-Aid® catalogs for Order Forms. Kool-Aid Points™ are found on most packages of Kool-Aid. To learn more about Kool-Aid visit our website, www.koolaid.com. ©1995, 1996, 1998 Nintendo/Creatures, Inc./GAME FREAK, Inc. Nintendo® Game Boy® Game Boy Camera® and Game Boy® Printer and Pokémon™ are trademarks of Nintendo of America Inc. Funnoodle® is a registered trademark of Kicpower Inc. All rights reserved. ©1999 OddoZn. The configuration of





**H**ULK SAYS: DRINK MILK! MILK IS GOOD. MILK HAS VITAMINS AND MINERALS. MORE THAN PUNY SPORT DRINKS! AND MILK HAS PROTEIN FOR MUSCLES. SO DRINK MILK OR HULK WILL GET ANGRY. AND YOU WON'T LIKE HULK WHEN HULK IS ANGRY.

got milk?