



#14

WWW.MARVEL.COM

THE AMAZING

SPIDER-MAN



DIRECT EDITION



01411

7 59606 04716 1

\$1.99 US \$2.99 CAN

TM & © 2006 MARVEL

MACKIE

BYRNE

GREEN





MERVYN'S
CALIFORNIA

KOHL'S®

GOODY'S
FAMILY CLOTHING

SEARS

AT A DEMONSTRATION ON RADIOLOGY, HIGH SCHOOL STUDENT PETER PARKER WAS BITTEN BY AN IRRADIATED SPIDER FROM WHICH HE GAINED THE ARACHNID'S INCREDIBLE ABILITIES. WHEN A BURGLAR KILLED HIS BELOVED UNCLE BEN, A GRIEF-STRIKEN PETER VOWED TO USE HIS GREAT POWERS IN THE SERVICE OF HIS FELLOW MAN, BECAUSE HE LEARNED AN INVALUABLE LESSON: WITH GREAT POWER MUST ALSO COME GREAT RESPONSIBILITY. STAN LEE PRESENTS:

THE AMAZING SPIDER-MAN!

A SURFEIT OF SPIDERS

Daily Bugle

307 DEAD IN AIRLINE EXPLOSION

BLAST SENDS
PASSENGERS
AND CREW TO
WATERY GRAVE
NO HOPE OF
SURVIVORS,
EXPERTS



SUPERMODEL
M.J. PARKER
AMONG DEAD



WIFE OF BUGLE
PHOTOGRAPH
PARKER WAS
ON ROUTE TO
SIGNMENT

THE AMAZING SPIDER-MAN®: Vol. 2, No. 14, February, 2000. (ISSN #0274-5232) Published by MARVEL COMICS, a division of MARVEL ENTERPRISES, INC. Peter Cuneo, President; Avi Arad, Chief Creative Officer; 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 #R127033282. 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) 744-8944. Printed in the U.S.A.

TM & © 2006 MARVEL

THE COZY BREAKFAST NOOK OF J. JONAH JAMESON'S SUMPTUOUS PENTHOUSE APARTMENT.

PRESENT, JAMESON HIMSELF, HIS WIFE MARLA, AND THEIR CURRENT HOUSE GUEST, AN EXCITABLE TEENAGER WITH A SECRET...*

WHY DIDN'T ANYONE TELL ME ABOUT THIS??

YOU JUST WOKE UP, DEAR!

WE HAVEN'T EVEN HAD THE CHANCE TO SAY GOOD MORNING TO YOU YET!

BUT THIS IS TERRIBLE!

MARY JANE PARKER! SHE WAS SO YOUNG, SO BEAUTIFUL! AND POOR PETER!

YES--I TOLD MY SECRETARY TO SEND SOME SORT OF SUITABLE CONDOLENCES TO HIM AND HIS AUNT.

BASKET OF FRUIT OR SOME THING...

*NO--WE HAVEN'T ACCIDENTALLY PUT THE WRONG COVER ON AN ISSUE OF SPIDER-MAN. WE JUST THOUGHT STARTING HERE WOULD BE THE BEST WAY TO BRING EVERYONE UP TO SPEED ON OUR STORY IN PROGRESS--YE EDITOR

FRUIT...??
FRUIT...??

THIS IS NO TIME FOR FRUIT!!

I...I GOTTA GO!

I GOTTA GO SEE HIM!

WELL--THAT WAS A BIT... EXTREME, WOULDN'T YOU SAY?

SHE'S ONLY EVER MET YOUNG PARKER ONCE THAT I KNOW OF!

MATTIE IS... AN EMOTIONAL GIRL, DEAR.

SHE TRIES TO HIDE IT BY PUTTING ON A TOUGH FRONT...

"...BUT SHE CARES ABOUT PEOPLE."

BUT, MOMENTS LATER, AS A SLEEK FORM ARCS OVER THE TOWERS OF MANHATTAN...

...EVEN MATTIE FRANKLIN HERSELF IS SURPRISED BY THE INTENSITY OF HER EMOTION.

OKAY...
OKAY... GET A GRIP NOW, MARTHA.

YOU'RE ACTING LIKE YOU JUST LOST YOUR BEST FRIEND...

AND YOU'VE NEVER EVEN MET M.J. PARKER!

BUT... IT'S NOT M.J., I'M FEELING THIS ABOUT, IS IT?

...BUT I'M THINKING ABOUT PETER PARKER.

I'M UPSET ABOUT HIM

SURE--IT'S TERRIBLE THAT SHE AND ALL THOSE OTHER PEOPLE DIED...

AND I'M NOT REALLY SURE WHY...!



OH, MAN!
THE SIDEWALK IN
FRONT OF THE
PARKERS'
APARTMENT
HOUSE IS
CRAWMED WITH
VILTURES FROM
THE MEDIA

LOOKS LIKE
THE BUILDING
SECURITY
PEOPLE ARE
ALREADY ON THE
JOB.

I'M NEVER
GONNA GET
THROUGH THAT
MOB...

...SO I
WON'T
EVEN
TRY.

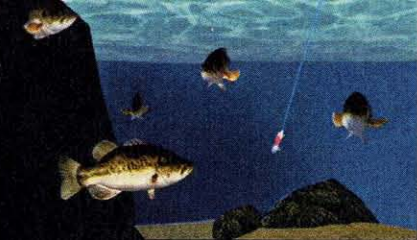


THE
PARKERS
HAVE THE
PENT
HOUSE

AMAZING THEY
CAN AFFORD IT,
EVEN ON THE
KIND OF MONEY
SHE MAKES AS A
SUPERMODEL.

NOW, A
QUICK CHANGE
BACK TO
MY CIVIES,
AND...

WHO ARE
YOU? HOW
DID YOU GET
IN HERE?



UNFORTUNATELY FOR YOU,
ALL THE DUMB FISH ARE IN OTHER GAMES.



Sega Dreamcast.
IT'S THINKING

SEGA
BASS FISHING™

— Cruise around Lake Paradise stalking crafty, mega lifelike lunkers that ponder time of day, weather, location, lure type and motion before deciding to chomp. Moving gills, slapping tails, bitchin' fishing.



TM & © 2006 MARVEL





OH--YOU MUST BE MRS. PARKER, PETER'S AUNT, RIGHT?

I'M MATT FRANKLIN. I'M A... FRIEND OF PETER'S.

A "FRIEND" WHO WALKS INTO PEOPLE'S HOMES UNANNOUNCED?

YOU JUST STAY RIGHT WHERE YOU ARE, YOUNG LADY. I'M GOING TO CALL SECURITY...

NO, AUNT MAY...



SHE IS WHO SHE SAYS SHE IS.

I MET HER AT THE DAILY BUGLE. SHE'S JONAH'S NIECE OR SOMETHING.

IF YOU SAY SO, DEAR...

BUT YOU REALLY SHOULDN'T BE UP YET. YOU SHOULD BE RESTING.



RESTING ISN'T GOING TO DO ANYTHING, AUNT MAY.

NO, DEAR.

NOTHING SINCE LAST NIGHT.

HAVE THE AIRLINE PEOPLE CALLED AGAIN, YET?

I'M... REALLY SORRY ABOUT THIS, PETER.



"I KNOW HOW IT FEELS TO LOSE SOMEONE YOU LOVE..."

IN THAT PENTHOUSE APARTMENT. THERE.

MY QUARRY IS THERE.

Get Ready To Rock!



Mine Deep Underground



Watch-Out for Rock Monsters!



Control Heavy Machinery



Explosive Action!

Take control as you command the stranded Rock Raider team. Your mission is to dig for LEGO Power Crystals which are vital to your crews survival. To achieve the objective, you'll need to take control of a fleet of the most futuristic mining equipment the galaxy has ever seen. However, always beware to avoid the looming Rock Monsters. So, join the Rock Raiders crew for High Adventure... Deep Underground!

PC
CD
ROM

PlayStation
®

EVERYONE
E
ESRB



LEGO ROCK RAIDERS

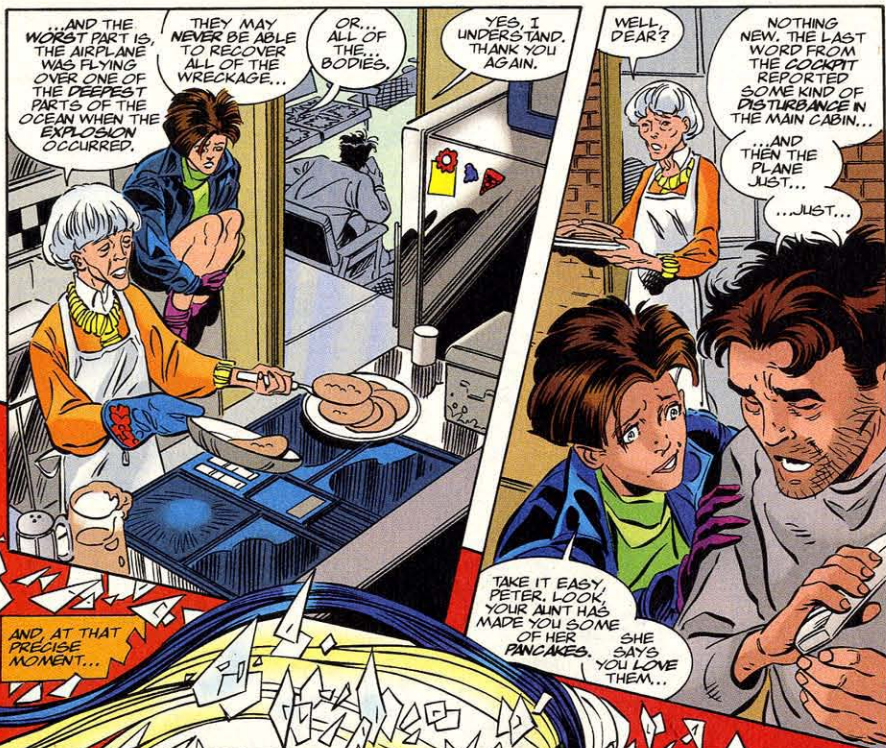
High Adventure Deep Underground

Now Available!

Coming Soon.

© LEGO and the LEGO logo are registered trademarks of the LEGO Group. © 1999
The LEGO Group.
All other trademarks and registered trademarks are registered trademarks of Sony Computer
TM & © 2006 MARVEL

www.LEGO.com



...AND THE WORST PART IS, THE AIRPLANE WAS FLYING OVER ONE OF THE DEEPEST PARTS OF THE OCEAN WHEN THE EXPLOSION OCCURRED.

THEY MAY NEVER BE ABLE TO RECOVER ALL OF THE WRECKAGE...

OR... ALL OF THE BODIES.

YES, I UNDERSTAND. THANK YOU AGAIN.

WELL, DEAR?

NOTHING NEW. THE LAST WORD FROM THE COCKPIT REPORTED SOME KIND OF DISTURBANCE IN THE MAIN CABIN...

...AND THEN THE PLANE JUST...

...JUST...

AND, AT THAT PRECISE MOMENT...

TAKE IT EASY, PETER. LOOK, YOUR AUNT HAS MADE YOU SOME OF HER PANGAKES.

SHE SAYS YOU LOVE THEM...

HOLY..!

OH!

THE OTHER SPIDER-WOMAN!



ALWAYS
PLEASED
TO BE
RECOGNIZED.

BUT I
DON'T THINK
I WILL BE USING
THAT NAME IN
FUTURE!

YOU'RE
DARN RIGHT
YOU WON'T!

THERE'S
ONLY ROOM IN
THIS TOWN FOR
ONE SPIDER-
WOMAN. AND
THAT'S...

OOPS!
I'M
TOO NEW AT
THIS
SUPER HERO
GIG!

I ACTED
WITHOUT
EVEN
THINKING!

YOU LITTLE
WITCH! I'LL
MAKE YOU PAY
FOR THAT!!

MATTIE!
OH NO! I CAN'T
LET HER GET
INTO A FULL-OUT
FIGHT WITH THE
OTHER SPIDER-
WOMAN!

NOT IN
THE MIDDLE
OF MY
APARTMENT!



AND DEFINITELY NOT WITH AUNT MAY IN THE LINE OF FIRE!

OH! PETER!



GO INTO THE STUDY, AUNT MAY.

AND STAY IN THERE, NO MATTER WHAT YOU HEAR OUT HERE!

WHICH WILL BE NOTHING THROUGH THESE SOLID BRICK WALLS!



AND TO MAKE SURE SHE STAYS OUT OF HARM'S WAY...
...A LITTLE BIT OF SPIDER-STRENGTH WILL TWIST THE DOOR IN ITS FRAME ENOUGH TO JAM IT.

PETER!
PETER, LET ME OUT! WHAT ARE YOU DOING...!?!
PETER!



OKAY--NOW THAT THE CIVILIANS ARE OUT OF THE WAY...

...IT'S PRETTY OBVIOUS YOU CAME HERE STALKING ME, CHARLOTTE.

DIDN'T I GIVE YOU ENOUGH OF A BRUISING THE LAST TIME...?*

*IN SPIDER-WOMAN #1-R.M.

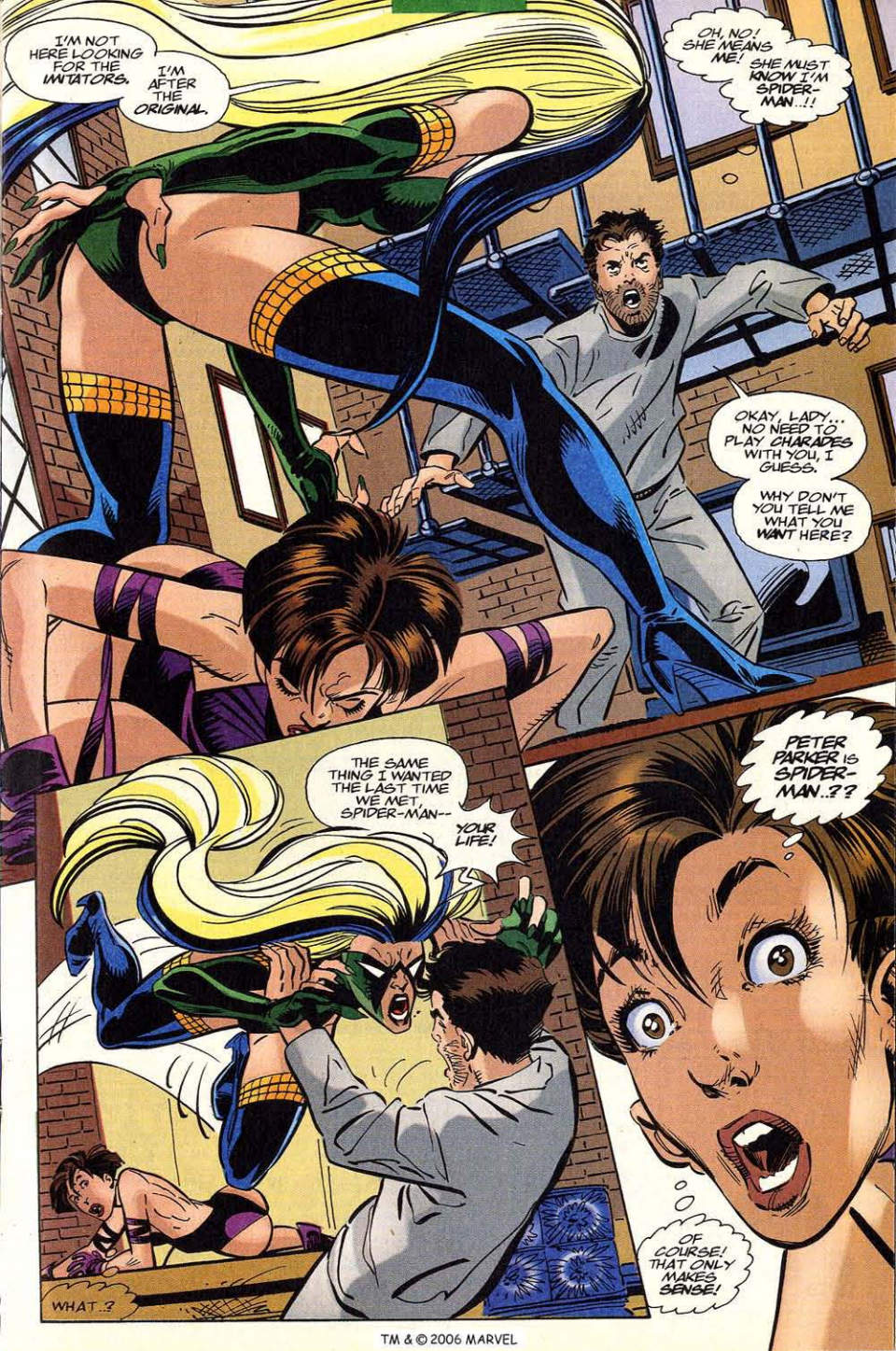
YOU..?



YOU THINK I CAME HERE LOOKING FOR YOU...??



DON'T FLATTER YOURSELF, PIPSQUEAK.



I'M NOT
HERE LOOKING
FOR THE
INVADERS.

I'M
AFTER
THE
ORIGINAL.

OH, NO!
SHE MEANS
ME! SHE MUST
KNOW I'M
SPIDER-
MAN...!!

OKAY, LADY...
NO NEED TO
PLAY CHARADES
WITH YOU, I
GUESS.

WHY DON'T
YOU TELL ME
WHAT YOU
WANT HERE?

THE SAME
THING I WANTED
THE LAST TIME
WE MET
SPIDER-MAN--

YOUR
LIFE!

PETER
PARKER IS
SPIDER-
MAN...??

OF
COURSE!
THAT ONLY
MAKES
SENSE!

WHAT...?

BULLPEN BULLETINS

AVAILABLE DECEMBER 15TH AVENGERS CASEBOOK

In the style and format of the ENCYCLOPEDIA DEADPOOLICA, this compilation gives both new readers and veteran fans the lowdown on Volume 3 of AVENGERS, covering AVENGERS #1-#22 as well as the 1998 and 1999 Annuals! Featuring behind-the-scenes info about the making of these classic stories!

BISHOP: THE LAST FRIEND X-MAN

Bishop and his posse, searching for their lost friend Nom, venture into the heart of the city of the sky-faring Kith. But will this mysterious race join the Last X-Man in his war with the Chronomancer, or will their own alliances align them as enemies? By JOSEPH HARRIS and GEORGES JEANTY!

BLAZE OF GLORY

Can this ragtag collection of former allies pull together and stop the sacrifice of an innocent town for the sake of corporate greed? Especially when a land baron has also hired the infamous bountiful hunter called Gunhawk? And what about the Ghost Rider? He's dead...or is he? By JOHN OSTRANDER and LEONARDO MANCO!

CAPTAIN AMERICA

Things aren't looking too good for Captain America! Not only is he chained up and near drowning, but his partner the Falcon is strapped to a missile containing enough anthrax to decimate half the world's population. Well, at least Cap has new writer Dan Jurgens and penciler Andy Kubert in his corner! By DAN JURGENS and ANDY KUBERT!

GALACTUS THE DEVOURER

Virtually every heavyweight hero stars in this planet-shattering conclusion! The Avengers, the Starjammers, the Imperial Guard, the Fantastic Four and the Silver Surfer make their last stand to save the Shi'r homeworld! If they succeed in destroying Galactus, the universe will be saved... or will it? By LOUISE SIMONSON and JOHN BUSCEMA!

HULK

Deprived of the power of the Hulk, and held in the custody of S.H.I.E.L.D., Bruce Banner stands trial for the crimes committed in his stead by Tyrannus! But salvation may come from an unexpected source in the form of... a hundred Hulks?! By JERRY ORDWAY and RON GARNEY!

PETER PARKER: SPIDER-MAN

Look out! It's the official stop on the Hulk Smash World Tour! Emotions reach strange release, sometimes in misdirected anger. And in the case of Peter Parker, the object of his misdirected anger is none other than the rampaging monstrosity that was born in the heart of a gamma bomb explosion! By HOWARD MACKIE and JOHN ROMITA JR.!

THUNDERBOLTS

The Thunderbolts grapple with the devastating loss they suffered last issue—even as the architect of their misery targets his next victim! Has Mach-1 reverted to his former identity, or is something even stranger afoot? By FABIAN NICIEZA and MARK BAGLEY!

UNCANNY X-MEN

In the wake of the war to stop Apocalypse, what is the fate of Genosha? The X-Men have been forced into an alliance with their most deadly enemy... and when the smoke clears, one of their own will join the ranks of Magneto! By ALAN DAVIS & BEN RAAB and BRETT BTOOTH!

X-51

The Sentinels usually reserve their robotic wrath for mutants such as the X-Men. But now, the X is on another target when the Hellfire Club's Sebastian Shaw sends the cybernetic sentinels on the trail of X-51! By KARL BOLLERS and JOE BENNETT!

X-MAN

Trapped and poisoned by the Horseman known as Pestilence, Nate Grey awakens in a Marvel Universe where he never existed! Would it have been a wonderful life if he had never journeyed to our world? By TERRY KAVANAGH and MIKE MILLER!

X-MEN

It's the final showdown between the Children of the Atom and humanity's greatest threat! Enemies will become allies... destinies will be fulfilled... and, for one, the ultimate sacrifice will be made! By ALAN DAVIS!

Hi, Heroes!
Let's move fast 'cause our brand-new No-Prizes are burning a hole in my pocket! Besides, I know how eager you all must be to meet our first lucky recipient, whose name is Siddhant De of New South Wales, Australia. Wow! I ought a award myself a No-Prize for spelling his name right! Anyway, here's what ol' Sid wants to know...

"Did you once sign your stories 'Eel Nats' as your pseudonym in comicsbooks?"

Yep, I did. Mr. De, way back in the forties. But I think I used 'Neel' instead of 'Eel'. The reason for that shameless deception was -- I was writing almost all the stories in our mags at the time and didn't want the same writer's name to appear on every yarn. So I signed some tales 'Stan Lee,' some 'S.T. Anley,' and some 'Neel Nats' (which, of course, was Stan Lee spelled backwards, with an extra 'N' tossed in just to confuse everyone!) In fact, that reminds me of the time I wrote most of our romance comics in the '50s. They were all supposed to have been written by the heroines themselves, so I wasn't able to sign my name as the writer. I mean, versatile as I may be, everyone knows I'm no heroine. So I took the craven way out and wrote: 'As told to Stan Lee,' hoping readers would think I was simply relaying incidents which girls confessed to me!

Bernardo Berton of Porto Alegre/RS-Brazil really exposes my stupidity with this one...

"As every physicist knows, Gamma particles are pure destructive force and are the type of radiation that have the greatest penetration potential, but are lethal to humans. When you created the Hulk's background, did you know all that stuff or did you just decide to use Gamma radiation by pure chance?"

Bernie, ol' pal, when I dreamed up the Hulk I never even knew there were such things as Gamma particles! I just used the

STAN'S SOAPBOX

expression 'Gamma radiation' because I liked the sound of it! But hey, maybe I was actually a scientific genius and didn't even know it!

Here's one from the good ol' U.S. of A! Paul Thiel of Crescent Springs, KY asks...

"I recently had the opportunity to see the Dr. Strange movie again on the Sci-Fi channel. Was it just a coincidence that the Ancient One looked a lot like you?"

Aw, c'mon, Paul. Just because I'm not exactly a teenager anymore, now you're comparing me to the Ancient One? Of course it was just a coincidence. Although, come to think of it, the A.O. was played by John Mills and he was a pretty classy-looking guy, wasn't he? Hmm, I wonder how I'd look with an amulet around my neck?

Let's wrap this issue's fun-fest with this sage query from James Clark of Lubbock, TX...

"How come J. Jonah Jameson doesn't realize that the reason Spider-Man wears a mask is to protect his family and friends from his deadly enemies?"

It's simple, Jimmy -- poor culture-challenged Jonah just doesn't read Spider-Man comics!

Now for the best part -- our address: Soapbox, Marvel, 387 Park Av S, NY, NY 10016 or stanlanz@aol.com. Till next ish, don'tcha dare forget -- it's time to take a toad to tea!

Excelsior!

Stan

Stan Lee



Virtual Lifeline to the House of Ideas!
If you haven't already signed up for the free MIGHTY MARVEL MAILER, what are you waiting for? You get news! Interviews! E-Null Said! -- the official letter column about all (and we do mean ALL) things Marvel! Cool quotes from Deadpool! Trivia! And it's all free! We repeat -- FREE! All sent to you (and thousands of fellow Marvelites) by email each and every week! Do we have to say 'Free!' again?
www.Marvel.com/news

This week's chat schedule!

12/16 @ 9:30pm ET
EARTH'S MIGHTIEST CHAT with Writer, Kurt Busiek and Editor, Tom Brevoort!
12/20 @ 8pm ET
COMICS LEGEND -- John Romita Sr.!
12/21 @ 9pm ET
The official MARVEL KNIGHTS chat with -- Joe Quesada and Jimmy Palmiotti!
12/21 @ 10pm ET
INHUMANS and INCREDIBLE HULK Writer -- Paul Jenkins!
AOL Keyword: Marvel
All Chat schedules subject to change/cancellation.

BULLPEN BITS #31



BY CHRIS GIARRUSSO

Proudly presented by

LONE STAR COMICS

my
comicshop.com



Over 1,000,000 Comics! Thousands of comics added weekly!

And Lone Star's low, low prices are good **EVERY** day of the year!

Compare our prices to the other guys' and you'll see why we don't need to run sales!

PLUS, you get the kind of service you've always wanted...

POWERFUL! - A search engine that makes finding what you want a breeze, plus pictures of more than 20,000 of our back issue comics! Thousands of comics are processed weekly to provide the best possible selection!

EASY! - Our on-line ordering system makes placing your order simple and offers an unparalleled level of personalized service! You can order back issues, toys, games, and subscription service items - all in one easy trip!

FAST! An order placed by 9AM CST Mon-Thurs ships the very next day! If placed by 9AM CST on Friday, it ships on Monday, and weekend orders ship on Tuesday! Orders ship UPS, so we can track most orders right to your door!

PERSONALIZED! E-Mail confirmations when your order is processed, then shipped! You can check on the status of an order at any time using your password! No other back issue source offers this level of service!

A SUBSCRIPTION SERVICE that's actually EASY to use...

If you've been disappointed by others, try the Lone Star way! We will bring the fun back to your comics collecting! We'll make it **SIMPLE!** With our system, you set up your own orders on-line! It's quick, easy, and YOU are in control at each and every step! You'll never miss an issue because of a data entry worker who loses your order, forgets about your standing orders, or forgets to add or drop your titles.

That's not all, though! Any time you want, just visit our web site and check the status of any of your ordered items in our **Customer Infocenter**, just a click and a password away!

A Megastore with everything that comics fans could want, including a fully stocked new comics rack...

- *Each week's new comics pictured and available to order at 1PM CST on the day they are released!
- *Over 6,000 games and miniatures! *Collectibles and toys! *A massive selection of graphic novels!
- *More than 4000 science fiction and fantasy novels! *A huge selection of anime and manga!
- *With eight big retail stores, almost 40 years' experience in comics, and a secure, state-of-the-art web site, Lone Star Comics is there when you need us with everything that you expect from your favorite comic store!

We are paying CASH and issuing credit for your comics!

Check out our **online buying list** to see which of your comics we need!

Don't have access to the internet? No problem!

Send \$2.00 (refunded with first order) to cover shipping, and we'll send you our back issue comics price list! Do you have comics to sell or trade? Great! We're buying and trading for all sorts of comics. Just check out our online buy/trade list or send \$1.00 and we'll mail you a printed copy!

Send to: Lone Star Comics at 511 E. Abram St., Arlington, TX 76010

Here's what customers like you have to say about our SUPER SERVICE...

*"Great Website! Very easy to place an order! Easy to use!" -Merrill M. in El Paso, TX *"I got the package full of goodies from our trade. You guys are not only fast but efficient!" -Nick in Charlotte, NC *"Congrats on a great web site! I am a web applications programmer and know a well-designed site when I see one." - Bruno S. in Montreal, Quebec *"I want to thank you for the fantastic job with my recent purchase. The selection and ease of use of your web site make the process much easier than I thought possible. I will recommend Lone Star to anyone looking for hard to find back issues." -Todd M. in Memphis, TN *"I love this site. You guys rock. You make it easy to find the back issues I've been looking for!" -Mike S. in Los Angeles, CA *"You folks are fantastic! Lone Star Comics was the first sub-service I used - some 15 years ago when I was in high school - and I am so glad to be back!" -T. Moudry in Leitchfield, KY

LONE STAR COMICS has been serving comics fans and collectors since 1963! If you are in the Dallas / Fort Worth Metroplex, be sure to check out one of our eight fantastic store locations. Check out our web site for directions to each store!

ARLINGTON: 504 E. Abram St. (Between Collins and Cooper)
ARLINGTON: 5720 Forest Bend Dr. (I-20 and Green Oaks)
NORTH DALLAS: 11661 Preston Rd. (Preston at Forest)
FORT WORTH: 6312 Hulen Bend Blvd. (By AMC theater)

HURST: 931 Melbourne Rd. (North of Pipeline Rd.)
IRVING: 2550 N. Beltline Rd. (Opposite Irving Mall)
MESQUITE: 3600 Gus Thomasson (At Towne Crossing)
PLANO: 3100 Independence Parkway (West of Tom Thumb)

www.mycomicshop.com



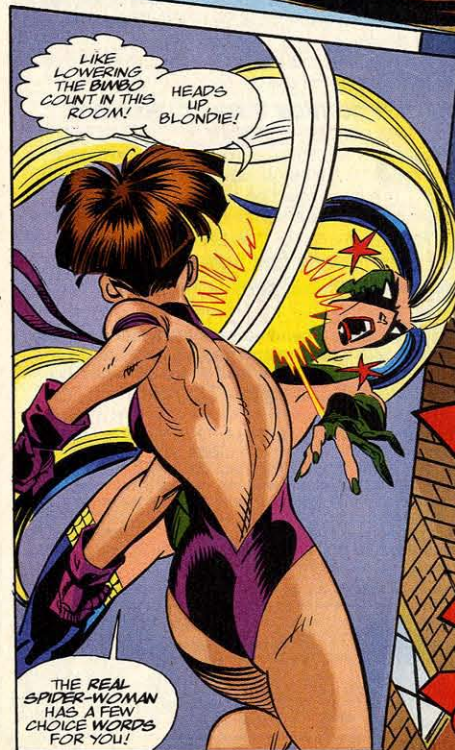
WHO GETS ALL THE BEST PICTURES OF SPIDEY FOR THE DAILY BUGLE?!

AND HOW ELSE WOULD A SCIENCE NERD LIKE PETER HAVE EVER CAUGHT A MEGABABE LIKE MARY JANE?

GOTTA ADMIT--HE'S LOOKIN' A WHOLE LOT CUTER TO ME...
I KNOW WHO HE REALLY IS!



BUT RIGHT NOW I GOT OTHER THINGS TO WORRY ABOUT!



LIKE LOWERING THE BUMBO COUNT IN THIS ROOM!

HEADS UP BLONDIE!

THE REAL SPIDER-WOMAN HAS A FEW CHOICE WORDS FOR YOU!



STARTING WITH...

GEDDADAHERE!!



OH, MAN!
LIKE I REALLY
NEEDED THIS
MORNING!

I CAN'T LET
MATTIE GO
CHARGING
AFTER THE
OTHER SPIDER-
WOMAN ON HER
OWN!

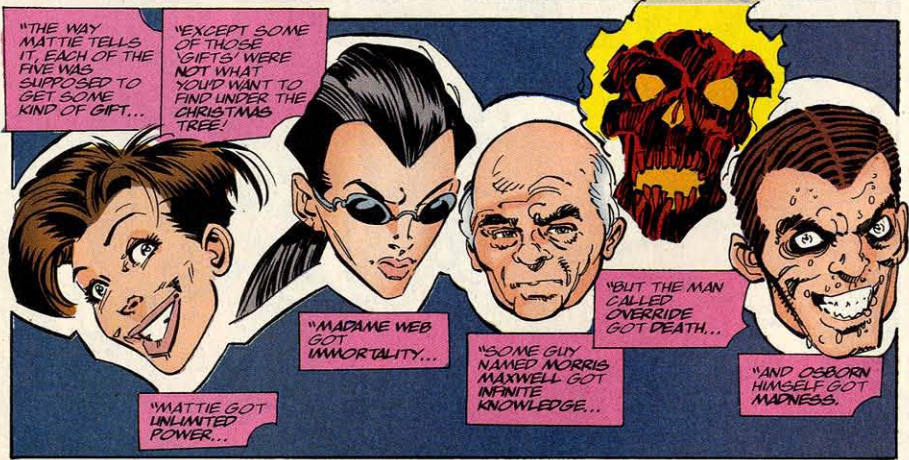
AUNT MAY!
EVERYTHING IS
OKAY! BUT THIS
DOOR IS
JAMMED.

I'M
GONNA GO
FIND A
LOCKSMITH!

PETER!
WHAT
HAPPENED OUT
THERE!?

NOTHING I
HOPE YOU'LL
EVER HAVE
NEED TO KNOW
ABOUT AUNT
MAY!

I DON'T
THINK YOUR
HEART COULD
TAKE IT IF YOU
EVER REALLY
FOUND OUT I
WAS SPIDER-
MAN!



amazon.com® & milehighcomics.com™

**Amazon.com®
Auction Sellers**

Reach Amazon.com®'s
12 million customers
with your rare and
unique comics for only
a dime per listing.
Try Amazon.com®
Auctions!

**Buy & Sell
Comics on
the
Internet!**

**Mile High Comics.com™
is Buying!**

Go to
www.milehighcomics.com™
and click on the "We're
Buying" button for a list of
selected prices we're paying.
Or e-mail us! We buy over 2
million comics per year!



zSHOPS®

www.amazon.com/zshops®

**Build your own
online comics
shop!**

You can set up your own online
comics shop on Amazon.com®!
List up to 3,000 items in your
zSHOP® for only \$9.99/month.
Visit www.amazon.com® and
click on "zSHOPS®" for full
details on how to get started.

zSHOPS® rule!



**Mile High Comics.com™
offers new comics
subscriptions**

We also have 6 Million back
issues online. Prices as low
as 75¢ per comic! Also
action figures, cards, movie
posters & much more.
www.milehighcomics.com™



**Amazon.com®/
Auction**

Huge listings of back issue
comics, plus statues, toys
and more! There have been
some incredible bargains in
recent auctions...

www.amazon.com®

Earth's Biggest Selection!

www.milehighcomics.com™

America's Largest Comics Dealer!

"AND SHE SUCKED ALL OF MATTIE'S POWERS OUT OF HER FOR A WHILE..."

"BUT THE MYSTICAL NATURE OF MATTIE'S POWERS ALLOWED HER TO TAKE 'EM BACK!"

AND THE LAST THING I KNEW ABOUT ANYTHING...

...CHARLOTTE WAS COMPLETELY POWERLESS...

...AND BEING HELD BY MADAME WEB--WHO TURNS OUT TO BE HER GRANDMOTHER!

...STARTING BY GETTING THE JUNIOR LEAGUE OUT OF THE FRAY!

...LET'S DO THIS BY THE NUMBERS...

OKAY... NOW THAT WE HAVE THAT ALL STRAIGHT IN OUR HEADS...

HEY!!



open a new door to the world of comic books & art

midtowncomics.com

**ORDER ONLINE
WORLDWIDE SHIPPING**

Secure Online Shopping with the Largest
Comic Book Store in New York City.

Order New Comics in Advance.

Every Trade Paperback In Print.

Statues, Models, T-Shirts & More.

Ordering Comics Has Never Been So Easy!

**MIDTOWN
COMICS**

TIMES SQUARE NYC

1(800)411-3341

within the US & its territories

(212)302-8192

outside the US & within NYC

200 W. 40th St Cor. 7th Ave, NYC 10018 fax (212)302-4775



EXCITEMENT FOR THE EYE

7019 Three Chopt Road
DEPT **M1299** 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

...HE'S GONNA
GET A FRONT
ROW SEAT FOR
AN IMPROMPTU
DEMONSTRATION
OF WHAT I CAN
DO!

MATTIE!

DON'T!

AND DON'T
GO YELLING
OUT MY REAL
NAME, PETER.

DON'T YOU
KNOW
ANYTHING
ABOUT BEING A
SUPER HERO?

A BIT
MORE THAN
YOU, I THINK,
JUNIOR.

BUT WORKING
WITH A PARTNER
IS SOMETHING
NEW TO ME!

"JUST TRY TO
STAY OUT OF
MY WAY!"

YOU'VE
FOUND
HER?

YES...

IT IS AS WE
FEARED
JESSICA.

JUST AS YOU
SEEM TO HAVE
REGAINED
SOME PORTION
OF YOUR OWN
SPIDER
POWERS...

...SO TOO IS
MY
GRANDDAUGHTER
AT LEAST
PARTIALLY
RESTORED.

AND
SHE'S--STALKING
SPIDER-MAN?
HOW DID SHE
EVEN FIND HIM?

SHE APPEARS
TO BE IN SOME
WAY ATTUNED
TO HIM,
JESSICA.

PERHAPS
SOME NEARLY
VESTIGIAL
MANIFESTATION
IN HER OF MY
OWN PSYCHIC
ABILITIES.

THAT--
SORT OF
MAKES
SENSE

OCTAVIUS
INTENDED HER
TO BE A KIND
OF GUIDED
MISSILE, AIMED
RIGHT AT
SPIDER-MAN.

IF HE
DETECTED IN
HER EVEN A
TRACE OF YOUR
TELEPATHIC
POWERS, HE'D
HAVE FOUND
SOME WAY TO
HEIGHTEN AND
FOCUS THEM.

YES--YOU
WILL RECALL,
JESSICA, HOW
CHARLOTTE
WAS ABLE TO
WORK AN
ALMOST
HYPNOTIC
EFFECT ON
SPIDER-MAN.

AT FIRST WE
ATTRIBUTED
THIS TO SOME
VARIANT OF THE
SPELL ALL
FEMALE
SPIDERS SEEM
ABLE TO WORK
ON THE MALE
OF THEIR
SPECIES.

NOW I
WONDER, IF
THIS MIGHT
HAVE BEEN
SOMETHING
ELSE.

SUBSCRIBE TODAY!

MARVEL
COMICS

The untold adventures of
the original X-Men!

A NEW MONTHLY SERIES BY
ACCLAIMED WRITER/ARTIST
JOHN BYRNE!

DISCOUNT OFFER ON THESE TITLES!

- 1 Title For \$21.97
2 Titles For \$20.97 each
3 Or More Titles For \$19.97 each

SPIDER-MAN

- ☐ **AMZ** Amazing Spider-Man
☐ **SP1** Peter Parker: Spider-Man
☐ **SPW** Spider-Woman
☐ **SPG** Spider-Girl

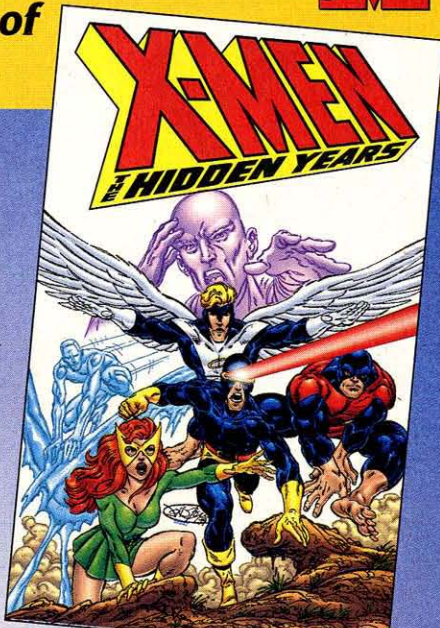
MARVEL HEROES

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

X-MEN

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

**SATISFACTION
GUARANTEED**



Limited-Time Offer!

Subscribe to X-Men: The Hidden Years
for the low price of **\$19.97**

- ☐ **XHY** X-Men: The Hidden Years

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!

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.

OFFER GOOD UNTIL 4/30/2000.

YES, YOU CAN PHOTOCOPY THIS AD!

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/PRI 27032852). 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.

H9CMD6

Visit us on the **TM & © 2006 MARVEL** www.marvel.com

"SOMETHING WHICH MIGHT PROVIDE AN ALL-IMPORTANT KEY IN THIS MATTER!"

"SPIDEY'S DOIN' OKAY AGAINST CHARLOTTE..."

"IT'S ALMOST AS IF HE'S TRYING TO FIGHT HER WITHOUT LOOKING AT HER!"

"HOLY COW! THAT MUST BE EXACTLY WHAT HE'S DOING!"

"...BUT NOT AS GOOD AS HE SHOULD BE DOING!"

"IT'S THAT SPIDER-HYPNOTISM SHE WHACKED HIM WITH THE LAST TIME!"

"HE'S TRYING NOT TO MAKE EYE CONTACT SO SHE CAN'T DO IT AGAIN!"

"SPIDER-WOMAN!"

WOW!

BLOW!

A dynamic comic book panel showing Spider-Man and Silk Spectre II in a fierce battle. Spider-Man, in his classic red and blue suit with black eye mask, is in the upper left, looking down with a determined grin. Silk Spectre II, in her purple and white costume with black eye mask, is in the center, swinging a powerful energy blast. The villain, a woman with long blonde hair and a green and yellow outfit, is being hit by the blast, with a large red 'POW!' sound effect dominating the lower left. The background is a bright orange and yellow, suggesting a fiery or high-energy environment. There are several red stars indicating impact or energy. The overall tone is action-packed and humorous.

VERY GOOD, SPIDEY!

YOU MAY GET THE HANG OF THIS YET!

AND SPEAKING OF HANGING...

SCUSE ME WHILE I HANG A COUPLE ON THIS WHITE-EYED WANNABE!



ENOUGH!!

NICE...
ONE...
CHARLOTTE

KEEP...
THIS UP AND...
YOU MIGHT
MAKE... THE
MAJORS
YET!

SPIDER-
WOMAN!

GET
OUT OF
THERE!

UNH!

HUH?
OH!!

THIS
ENCOUNTER IS
ENDED-FOR
NOW.

I SHALL
RETURN WHEN
YOU AND I CAN
HAVE A MORE
PRIVATE
MOMENT
SPIDER-MAN.



**THE HEROES YOU LOVE
THE STORIES YOU REMEMBER
THE COMICS YOU CAN NOW SHARE**

MARVEL SELECTS SPIDER-MAN

■ **CLASSIC COMICS:** REPRINTING TWELVE TERRIFIC TALES OF TRIUMPH AND TRAGEDY FROM THE '70S AND '80S!

■ **GREAT GIFTS:** INTRODUCE A NEW READER TO THE MARVEL UNIVERSE WITH STORIES YOU KNOW WILL DELIGHT ALL AGES!

ALL NEW COVERS BY
MIKE WIERINGO
AND ALAN DAVIS!

■ **DELUXE PRESENTATION:** THE COLORS OF YESTERYEAR WILL LEAP TO LIFE WHEN PRINTED IN THE PRESTIGE FORMAT!

■ **AFFORDABLE PRICES:** EACH 12-ISSUE SERIES IS ONLY **\$24.95!** THAT'S A FRACTION OF THE COST THAT THE ORIGINAL ISSUES ARE NOW WORTH!

MARVEL SELECTS Fantastic Four

- ☐ **MSS** Marvel Selects: Spider-Man
(12 issue limited series) - \$24.95
- ☐ **MSF** Marvel Selects: Fantastic Four
(12 issue limited series) - \$24.95

This subscription is for (check one) ☐ Self ☐ Gift
PLEASE PRINT:

NAME OF RECIPIENT

DATE OF BIRTH (M/D/Y)

STREET ADDRESS

CITY

STATE

ZIP

of subscriptions

Amount enclosed: \$

Charge my:

☐ VISA

☐ MasterCard

☐ Discover Card

☐ AMEX

CHARGE TO:

NAME OF CREDIT CARD HOLDER (IF DIFFERENT FROM ABOVE)

CREDIT CARD #

EXPIRATION DATE

SIGNATURE FOR CREDIT CARD ORDERS

SPECIAL COMBO OFFER! (SAVE \$8.00!)

Order both Marvel Selects titles for only **\$20.95** each!

☐ **Yes! I want both titles for the low, low price of just \$41.90!**

SATISFACTION IS GUARANTEED OR YOUR MONEY BACK!

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 or Fax: (203) 744-9844 and have your credit card handy! All issues are mailed with cardboard backing in weather resistant cellophane bags.

**OFFER GOOD UNTIL 12/31/2000
YES, YOU CAN PHOTOCOPY THIS AD!**

U.S. residents only. Allow 6 to 10 weeks for delivery of your first issue. TM & © 1999 Marvel Enterprises, Inc. All rights reserved.

H9CSLO

Visit us on the www.marvel.com

TM & © 2006 MARVEL







WE WERE
MADE FOR
EACH OTHER!

JOHN BYRNE
PENCILER-
LETTERER-
GUEST WRITER

DAN
GREEN
EMBELLISHER

JOE
ROSAS
COLORIST

RALPH
MACCHIO
EDITOR

BOB
HARRAS
EDITOR IN CHIEF

NEXT: OUR STORY GOES
FROM HERE TO SPIDER-WOMAN '99.
FOR THE TALE WE COULD ONLY CALL

BREAK OF HEARTS

Dear Ralf,

Being a high school English teacher keeps me pretty busy, and I don't always get to stay current with my comics. But it's the three-day Labor Day weekend and I've pretty much used up this lazy Sunday afternoon for catching up with my favorite web-slinger—as well as a few other Marvel super heroes.

One aspect of the Spider titles I've really enjoyed since the relaunch is the rapid-fire pace. Between Mackie, John Byrne, and John Romita Jr. are really keeping these books moving! So many things are happening in the lives of our hero and his supporting cast that it's hard—but, nonetheless, fun—to keep up!

I enjoyed the mystery of "The List" in *AMAZING SPIDER-MAN* #10, especially since it tied into Spider's slightly revised origin from *SPIDER-MAN: CHAPTER ONE*, and I'm eager to see what happens with Mary Jane's stalker. Of course, the machinations of Senator Ward are still to be dealt with, and then there's the inevitable brouhaha that will erupt when Mary Jane finds out that Peter's back in the webs.

And what about Venom? And Jimmy-66? And Peter's job at TriCorp? Man! Squeezing four monthly titles into two has really thrown things into overdrive!

In closing, thanks for returning Spider-Man to his hard luck roots. Spider-Man is Peter's escape and his curse; he should enjoy swinging from rooftop to rooftop, but he should always feel burdened—and driven—by his overwhelming sense of responsibility for his loved ones and for the world. In many ways, I think readers should thank their lucky stars that they don't have either of Spider-Man's lives. For a long while, that element had been missing from the Spider titles and I, for one, am glad to see that it's back.

Thomas Moudry
Leitchfield, KY

Thanks for writing, Thomas. It's always good to hear from a member of the faculty who still enjoys his comics. Hope you don't have to hide them inside textbooks when you read them in the teachers' lounge!

Dear Ralf,

AMAZING SPIDER-MAN #10 was a bit of a disappointment. John Byrne's art was stellar as usual; it's just that the whole "man-who-is-really-a-woman-who-wants-revenge" thing was kind of lame. I mean, come on, guys. You can do better than this!

However, you did a good job of getting me into the whole Mary Jane/Stalker thing. Is this someone we've seen before, or some new menace to terrorize the lives of Peter and Mary Jane? I can't wait until the culmination of the current storyline, as well as the small matter of Venom's appearance in *PETER PARKER: SPIDER-MAN*.

So, until the Kinpin goes on a diet. Make Mine Marvel!

Andrew Lequyer
Burlington, ONT
CANADA

Can't say too much about the stalker "thing," Andrew, especially

since it appears that individual has been reduced to a pile of ashes. Sorry you didn't care for the whole "man-who-is-really-a-woman-who-wants-revenge" angle. Would you have preferred a "woman-who-is-really-a-man-who-wants-revenge"? Or perhaps "man-who-is-really-a-woman-who-just-wants-to-be-held"? Let us know; we've always maintained that the readers are the true editors here.

Dear Arachnights,

As I've come to expect from a Howard Mackie mag, there were some plus points and a few too many bad things present in *AMAZING SPIDER-MAN* #10. Good stuff included John Byrne's artwork (his Peter Parker may not be my favorite interpretation, but his Doc Ock and Spider in action shots work well), Ock's presence itself was a good enough reason to pay the admission price; and there was a genuine element of mystery about the identity and agenda of Captain Power.

Right. And now the criticism:

1. I couldn't understand why Ock supposedly "allowed" himself to be captured by Power in the first place. He stated, "Twinkl deserves death for what he did. It is exactly why I orchestrated this charade." But, why didn't Ock simply take Doc Twinkl out by himself? Why use an unpredictable pawn like Power? Especially since it required Ock to suffer humiliating defeat in front of the hospital staff in the previous issue and get strung up like a Christmas bauble this ish—neither of which seemed particularly integral to his plans.

2. Thankfully, Jill Stacy's burgeoning...er...acquaintance with Pete is at long last threatening to make her interesting, but brother Paul remains at best a poor man's Jonah Jameson—snarling toothlessly, predictably and, as far as I can see, pointlessly at our harassed hero whenever he steps into the spotlight. It must be taking a real effort to keep such a central character so inexpressibly bland.

3. Christina Carr—Captain Power—is a tragic and tormented figure. If this tragedy and torment had been emphasized by exploiting the deeper emotions and experiences of Carr herself, as well as of those around her, then she too would have risked doing a "Jill Stacy" and become a unique and strong character. As it is, she's currently just another victim in a long line of experiments gone wrong, and when the experiment in question spawned both the Spider and the Octopus, Carr simply had to impress from the outset. Shame, really, since the idea was a good one.

4. Finally, Doctor Octopus is long overdue a story to reestablish him as one of the preeminent Marvel villains. In one of the first Spider-Man stories I ever read, Ock almost razed Manhattan, virtually killed the Black Cat, maimed the Owl, and had Spider fearing that their next battle could well be their last! Even the Kinpin admitted he was scared of Octopus! But on too many occasions he has been treated with disrespect by creators, and been defeated too easily (not only by super heroes, but also by the likes of Kaine and Hammerhead). He needs a major storyline in the Spider-books, and he needs it soon.

I'm hopeful of better things to

come. Make Mine Marvel.

Kevin Barron PMM FFF
Leeds, West Yorkshire
ENGLAND

Thanks, Kev, for yet another of your well-thought-out missives. Even when your comments run primarily toward the critical, as with your comments on ASM #10, you never fail to generate more light than heat. Your points are well taken.

We can't wait to see what you thought of our Sinister Six epic that ran through our one year anniversary issues. Was Ock's credibility reestablished enough for you? Also on that note, we're happy to announce that next year we'll be releasing a *SPIDER-MAN VS. DOCTOR OCTOPUS* trade paperback collection, featuring the most memorable battles between these two titans. Respectful enough, Kev?

And now for a completely different take on Otto Octavius...

Dear Ralf,

Adding to what Tony Ingram said on the letters page of *AMAZING SPIDER-MAN* #10 in regards to Doctor Octopus costume. More important than his new/old (and very Kirbyesque) green jumpsuit (are those flared trousers he has on?) are his hair and his glasses. What's happened to those lush cheese wedge shades? They were cool! And the pudding bowl cut? All the best characters have bowl cuts! Just look at Guy Gardner when he was still a Green Lantern. What I'm trying to say here is, mess about with Spider-Man's origin as much as you like. I'll ignore it for as long as I can, but when you mess with long established hairstyles, you run the risk of alienating a lot of your audience. Beware.

Pete Hamersson
Reading, Berkshire
ENGLAND

A couple of years ago, it was the consistency of MJ's hair. Now it's Ock's bowl cut. Anyone want to place bets on what will rise forth as the hair controversy of 2000?

NEXT ISSUE:

WHAT SHOCKING INFORMATION COULD LURE PETER ALL THE WAY TO LATVERIA? AND WHEN HE GETS THERE WILL HE FIND DOOM HOLDING THE REINS OF POWER, OR... STRIFE? WHO COULD POSSIBLY HAVE LED SPIDEY INTO THIS HORNET'S NEST? LINE UP HERE NEXT MONTH, AND WE'LL HAVE YOUR ARRANGEMENTS MADE BY THE TRAVEL AGENCY OF MACKIE, BYRNE AND GREEN. RALF WILL ARRIVE THREE WEEKS LATER ON THE OVERLAND EXPRESS.

SPIDER'S WEB **© 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.

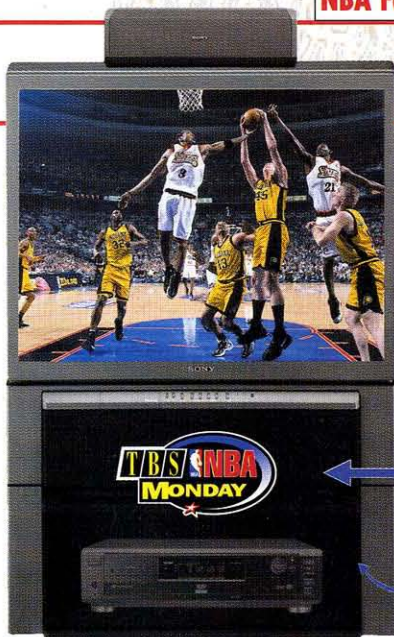
E-MAIL:
MAIL@
MARVEL.COM

MARK E-MAIL
"OKAY TO PRINT"

You Can Win an NBA Fantasy Gameroom... when you collect NBA Trading cards!

NBA Fantasy Gameroom Includes:

Sony Home Entertainment System includes TV and VCR • Full Size Arcade Game • NBA Basketball Cards • NBA Home Videos • NBA Bean Bag Chair •



collect

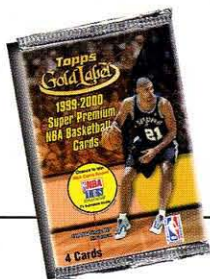
your sweepstakes game card inside select Topps, Upper Deck and Fleer trading card packs.

watch

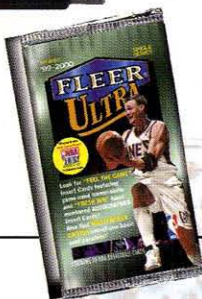
"TBS NBA Monday" on January 10, 2000 at 8pm EST.

win

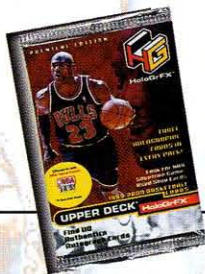
the grand prize if your game card entry number is called!



Topps Gold Label



Fleer Ultra



Upper Deck HoloGrFX

No purchase necessary. For complete details see accompanying official rules.



Topps is a registered trademark of The Topps Company, Inc. © Fleer/SkyBox International LP © 1999 The Upper Deck Company, LLC © 1999 NBA Properties, Inc. All Rights Reserved.
© 1999 Turner Broadcasting System, Inc. A Time Warner Company. All Rights Reserved.

TM & © 2006 MARVEL



Andy
Kubert

**SPIDER-SENSE
TINGLING!**

WHY? BECAUSE
NOT GETTING ENOUGH CALCIUM
CAN BE DANGEROUS! THAT'S WHY
I DRINK **THREE GLASSES** OF MILK A
DAY FOR STRONG BONES. HEY, WHEN
YOU'RE TRADING PUNCHES WITH
DOC OCK, CALCIUM IS YOUR
BEST FRIEND.

got milk?

© 1999 NATIONAL FLUID MILK PROCESSOR PROMOTION BOARD
SPIDER-MAN™ & © 1999 MARVEL CHARACTERS, INC.