

M A R V E L C O M I C S



APPROVED
BY THE
FEDERAL
COMMISSION
ON
COMMERCE
AUTHORITY

#30
#471

STRACZYNSKI
ROMITA JR
HANNA

the AMAZING SPIDER-MAN



WWW.MARVEL.COM

DIRECT EDITION



\$2.25 US \$3.50 CAN

TM & © 2006 MARVEL



Milk
mustaches
don't
last long
when you're
a sponge.

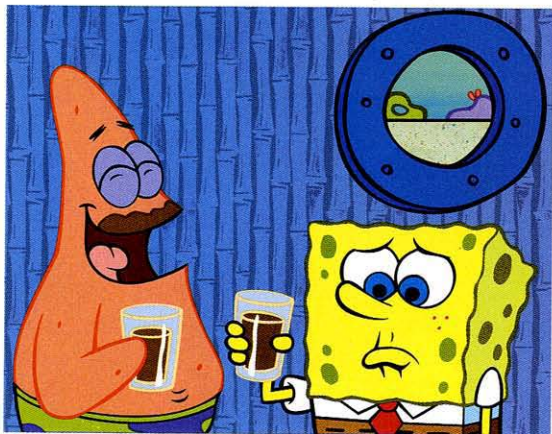


Which means
I may have
to drink
another glass
of yummy
chocolate
milk.

Or two.

Or three.

Or four.



CHOCOLATE
got milk?

©2001 VIACOM INTERNATIONAL INC. ALL RIGHTS RESERVED.
NICKELODEON, SPONGEBOB SQUAREPANTS AND ALL RELATED TITLES,
LOGOS AND SPONGEBOB SQUAREPANTS CREATED BY STEPHEN HILLENBURG.
©2001 AMERICA'S DAIRY FARMERS AND MILK PROCESSORS

AT A DEMONSTRATION ON RADIATION, 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 THERE MUST ALSO COME GREAT RESPONSIBILITY.

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN

**RING
RING**

CHIT
HI, THIS IS PETER. I'M STILL SETTLING INTO MY NEW DIGS, SO I'M EITHER WORKING, OUT FORAGING FOR FOOD, OR TRAPPED UNDER DEBRIS. LEAVE A MESSAGE AND I'LL GET BACK TO YOU WHEN THE DUST CLEARS.

BEEEEEP

PETER, THIS IS YOUR AUNT MAY. I KNOW YOU'RE GOING THROUGH A LOT RIGHT NOW, WITH MARY JANE LEAVING, AND THE MOVE, AND... WELL, I JUST WANTED TO SEE IF YOU WERE OKAY.

I KNOW I SHOULDN'T BE WORRIED, AND I'M NOT, REALLY. THAT'S THE THING ABOUT YOU, PETER. YOU'VE ALWAYS HAD AN INNER STRENGTH, A WILL THAT HAS GOTTEN YOU THROUGH SO MUCH DIFFICULTY IN YOUR LIFE. THIS ONE, TOO, WILL PASS.

MEANWHILE, IF YOU NEED TO TALK, YOU KNOW WHERE TO FIND ME.

GOOD NIGHT, PETER. I'LL TALK TO YOU IN THE MORNING.

BEEEEEP

SHE'S A GOOD WOMAN. I SOMETIMES THINK THERE ISN'T A SONAR IN EXISTENCE THAT CAN SOUND OUT THE DEPTH OF HER COMPASSION.

BUT RIGHT NOW, THAT ISN'T WHAT I NEED. WHAT I NEED...

THE AMAZING SPIDER-MAN®: Vol. 2, No. 30, June, 2001. (ISSN #0274-5232) Published by MARVEL COMICS, Bill Jemas, President; Frank Focetta, Senior Vice President; Publishing: Joe Quesada, Editor-in-Chief; 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 © 2001 Marvel Characters, Inc. All rights reserved. Price \$2.99 per copy in the U.S. and \$4.50 in Canada. Subscription rate for 12 issues in U.S. dollars: \$27.00; Canada \$37.00 (GST #R127032852). 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. THE AMAZING 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) 745-5551. FAX # (203) 744-9944. Printed in the U.S.A. MARVEL COMICS is a division of MARVEL ENTERPRISES, INC. Peter Cuneo, Chief Executive Officer; Avi Arad, Chief Creative Officer.

A full-page illustration of Spider-Man in his classic red and blue suit, shown in a dynamic, crouching pose as if ready to leap. He is positioned diagonally across the frame, with his head towards the top left and his legs extending towards the bottom right. The background is a detailed, stylized cityscape at night, with numerous buildings and windows illuminated with warm yellow and orange lights. Spider-Man's webbing is visible on his suit, and several strands of web are shown extending from his hands. A speech bubble is located near the top center of the image.

...IS TO GET AWAY
AND UP AND OUT.

TRANSFORMATIONS,

J. MICHAEL STRACZYNSKI JOHN ROMITA Jr. SCOTT HANNA DAN KEMP & AVALON STUDIOS
writer pencils inks colors



LITERAL & OTHERWISE

Richard Starkings & COMICRAFT's Wes Abbott letters JOHN MIESEGAES assistant editor
AXEL ALONSO editor JOE QUESADA editor in chief



JUST...OUT. I DONT
EVEN CARE WHERE
I GO. I JUST
WANT TO...GO.

AND I'M NOT
GONNA STOP
UNTIL I GET
TIRED.



UNFORTUNATELY,
IT TAKES A REAL
LONG TIME FOR
ME TO GET TIRED.



BY THAT TIME,
I COULD BE
IN NEW JERSEY.



AND I DONT
EVEN KNOW
ANYBODY IN
NEW JERSEY...



GET A CODE WITHOUT DOING SQUAT.

EFZN-BVNB-3EBP-QV6

IF YOU TAKE THIS CODE
AND PUNCH IT IN AT
WWW.EETandERN.COM
IT'LL HELP YOU GET COOL STUFF



...AND HERE'S ANOTHER THING.

WHEN I DESIGNED THIS SUIT, WHY THE HECK DIDN'T I DESIGN IT WITH POCKETS? ANYTHING I CARRY, I GOTTA CARRY IT IN A WEB-POUCH. THE FF HAVE POCKETS IN THEIR UNIFORMS. REED RICHARDS ALONE ARE HUGE.

BUT THAT'S BECAUSE HE HAS TO CARRY TRANS-DIMENSIONAL MEGADOODADS AND WHIRLYDOOS IN THEM.

OR MAYBE HE'S JUST REAL HAPPY TO SEE SUE.



'COURSE, IF I HAD POCKETS, STUFF WOULD FALL OUT OF THEM EVERY TIME I DID THIS. OKAY, SO MAYBE I COULD HAVE POCKETS WITH ZIPPERS. MAYBE VELCRO.

YEAH, THAT'D WORK... I'D BE CREEPING UP BEHIND SOMEBODY, AND HAVE TO GET SOMETHING OUT... ZZZZZZZZZZZIP!

"WHAT'S THAT SNEAR ON THE WALL, MOMMY?"

"THAT USED TO BE SPIDER-MAN, HONEY."

"WHAT KILLED HIM?"

"A ZIPPER. SOME SAID VELCRO BUT THE DAILY BUGLE SAID IT WAS A ZIPPER AND I BELIEVE THE BUGLE."

"WOW, HE MUSTA BEEN REAL STUPID, HUH?"

"YES, HONEY, HE WAS."



~SIGH~

AND WHY THE HECK AM I THINKING ABOUT POCKETS ANYWAY?

BECAUSE IT'S EASIER THAN THINKING ABOUT MY LIFE LATELY?

AND WHY SHOULD THAT BOTHER YOU, PETER?



OH, NO REASON.





www.nabiscoworld.com

TAN-CHEESE!

100% REAL CHEESE TASTE EXPLOSION! **CHEESE NIPS®**

A full-page comic book illustration depicting a chaotic scene of destruction. Spider-Man is shown in multiple locations: at the top, he is upside down with a bright light emanating from his chest; in the center, he is lunging forward with a glowing red energy blast from his hand; at the bottom left, he is in a ready stance; and at the bottom right, he is running. The background is a dense, tangled mass of broken concrete, twisted metal, and debris, suggesting a recent explosion or collapse of a structure. The color palette is dominated by the red and blue of Spider-Man's suit, the greys of the rubble, and the bright white and yellow of the energy effects.

EVERYTHING'S FINE.

EVERYTHING'S JUST DUCKY.

EXCEPT THAT WHENEVER I'M **REALLY BUGGED** ABOUT SOMETHING AND I **REALLY** NEED TO GO POUND A BAD GUY THERE'S **NEVER** A BAD GUY AROUND. BUT WHENEVER I'M IN A **REALLY GOOD MOOD** -- YEAH, LIKE THAT HAPPENS MORE THAN TWICE A YEAR -- THERE'S **ALWAYS** FOUR OR FIVE BAD GUYS, OR A SINISTER SIX, OR SEVEN, OR NINETEEN WAITING TO BUST MY CHOPS AND RUIN MY DAY AND...

...BUGGED.

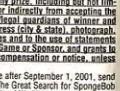
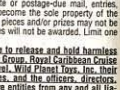
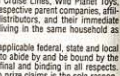
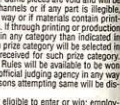
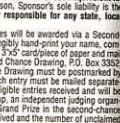
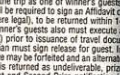
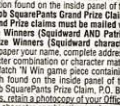
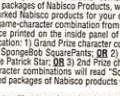
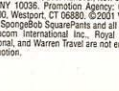
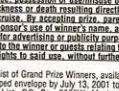
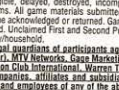
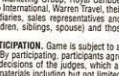
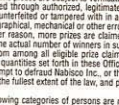
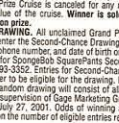
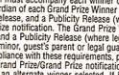
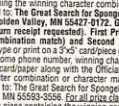
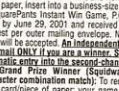
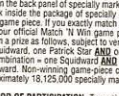
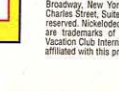
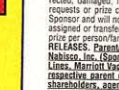
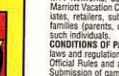
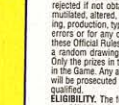
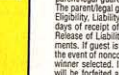
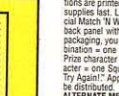
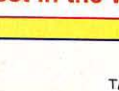
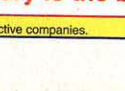
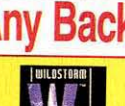
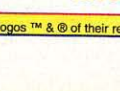
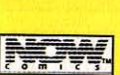
SPIDER-MAN.

HEH. I MADE
A FUNNY.

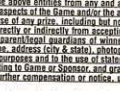
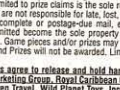
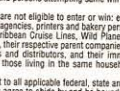
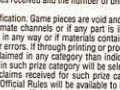
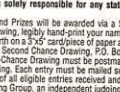
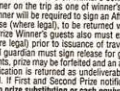
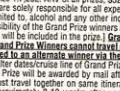
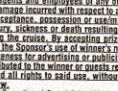
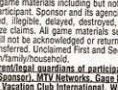
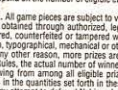
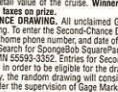
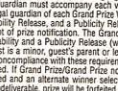
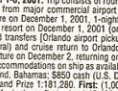
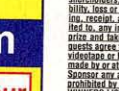
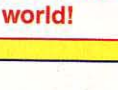
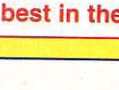
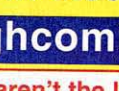
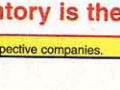
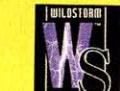
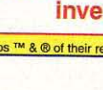


MAYBE I'D
BETTER GO
NOW.

www.milehighcomics.com



Need Any Back Issue Comics?



Over 7,000,000 back issue comics in stock!

www.milehighcomics.com

WARNING: Our prices aren't the lowest, but our inventory is the best in the world!

All logos TM & © of their respective companies.

Nabisco, Inc. The Great Search for SpongeBob SquarePants Instant Win Game

Final Official Rules:
NO PURCHASE NECESSARY. Open only to legal U.S. residents ages 6 to 17 as of June 29, 2001 who currently reside in the U.S. Game void where prohibited. Game starts on March 1, 2001 and ends on June 29, 2001. Many will enter, few will win.
HOW TO PLAY: Squidward, Patrick Star, and SpongeBob SquarePants character combinations are printed on the back panel of specially marked packages of Nabisco Products, which supplies the list. Look inside the package of specially marked Nabisco products for your official Match N Win game piece. If you exactly match a game-character combination on the back panel with your official Match N Win game piece printed on the inside panel of the packaging, you win a prize. Prizes include: 1st Grand Prize: \$100,000 cash; 2nd Grand Prize: \$10,000 cash; 3rd Grand Prize: \$1,000 cash; 4th Grand Prize: \$500 cash; 5th Grand Prize: \$250 cash; 6th Grand Prize: \$125 cash; 7th Grand Prize: \$62.50 cash; 8th Grand Prize: \$31.25 cash; 9th Grand Prize: \$15.62 cash; 10th Grand Prize: \$7.81 cash; 11th Grand Prize: \$3.91 cash; 12th Grand Prize: \$1.95 cash; 13th Grand Prize: \$0.98 cash; 14th Grand Prize: \$0.49 cash; 15th Grand Prize: \$0.24 cash; 16th Grand Prize: \$0.12 cash; 17th Grand Prize: \$0.06 cash; 18th Grand Prize: \$0.03 cash; 19th Grand Prize: \$0.01 cash; 20th Grand Prize: \$0.00 cash. Odds of winning a first prize: 1 in 118,120. Odds of winning a second prize: 1 in 236,240. Odds of winning a third prize: 1 in 472,480. Odds of winning a fourth prize: 1 in 944,960. Odds of winning a fifth prize: 1 in 1,889,920. Odds of winning a sixth prize: 1 in 3,779,840. Odds of winning a seventh prize: 1 in 7,559,680. Odds of winning an eighth prize: 1 in 15,119,360. Odds of winning a ninth prize: 1 in 30,238,720. Odds of winning a tenth prize: 1 in 60,477,440. Odds of winning an eleventh prize: 1 in 120,954,880. Odds of winning a twelfth prize: 1 in 241,909,760. Odds of winning a thirteenth prize: 1 in 483,819,520. Odds of winning a fourteenth prize: 1 in 967,639,040. Odds of winning a fifteenth prize: 1 in 1,935,278,080. Odds of winning a sixteenth prize: 1 in 3,870,556,160. Odds of winning a seventeenth prize: 1 in 7,741,112,320. Odds of winning an eighteenth prize: 1 in 15,482,224,640. Odds of winning a nineteenth prize: 1 in 30,964,449,280. Odds of winning a twentieth prize: 1 in 61,928,898,560. Odds of winning a twenty-first prize: 1 in 123,857,797,120. Odds of winning a twenty-second prize: 1 in 247,715,594,240. Odds of winning a twenty-third prize: 1 in 495,431,188,480. Odds of winning a twenty-fourth prize: 1 in 990,862,376,960. Odds of winning a twenty-fifth prize: 1 in 1,981,724,753,920. Odds of winning a twenty-sixth prize: 1 in 3,963,449,507,840. Odds of winning a twenty-seventh prize: 1 in 7,926,899,015,680. Odds of winning a twenty-eighth prize: 1 in 15,853,798,031,360. Odds of winning a twenty-ninth prize: 1 in 31,707,596,062,720. Odds of winning a thirtieth prize: 1 in 63,415,192,125,440. Odds of winning a thirty-first prize: 1 in 126,830,384,250,880. Odds of winning a thirty-second prize: 1 in 253,660,768,501,760. Odds of winning a thirty-third prize: 1 in 507,321,537,003,520. Odds of winning a thirty-fourth prize: 1 in 1,014,643,074,007,040. Odds of winning a thirty-fifth prize: 1 in 2,029,286,148,014,080. Odds of winning a thirty-sixth prize: 1 in 4,058,572,296,028,160. Odds of winning a thirty-seventh prize: 1 in 8,117,144,592,056,320. Odds of winning a thirty-eighth prize: 1 in 16,234,289,184,112,640. Odds of winning a thirty-ninth prize: 1 in 32,468,578,368,225,280. Odds of winning a fortieth prize: 1 in 64,937,156,736,450,560. Odds of winning a forty-first prize: 1 in 129,874,313,472,901,120. Odds of winning a forty-second prize: 1 in 259,748,626,945,802,240. Odds of winning a forty-third prize: 1 in 519,497,253,891,604,480. Odds of winning a forty-fourth prize: 1 in 1,038,994,507,783,208,960. Odds of winning a forty-fifth prize: 1 in 2,077,989,015,566,417,920. Odds of winning a forty-sixth prize: 1 in 4,155,978,031,132,835,840. Odds of winning a forty-seventh prize: 1 in 8,311,956,062,265,671,680. Odds of winning a forty-eighth prize: 1 in 16,623,912,124,531,343,360. Odds of winning a forty-ninth prize: 1 in 33,247,824,249,062,686,720. Odds of winning a fiftieth prize: 1 in 66,495,648,498,125,373,440. Odds of winning a fifty-first prize: 1 in 132,991,296,996,250,746,880. Odds of winning a fifty-second prize: 1 in 265,982,593,992,501,493,760. Odds of winning a fifty-third prize: 1 in 531,965,187,985,002,987,520. Odds of winning a fifty-fourth prize: 1 in 1,063,930,375,970,005,975,040. Odds of winning a fifty-fifth prize: 1 in 2,127,860,751,940,011,950,080. Odds of winning a fifty-sixth prize: 1 in 4,255,721,503,880,023,900,160. Odds of winning a fifty-seventh prize: 1 in 8,511,443,007,760,047,800,320. Odds of winning a fifty-eighth prize: 1 in 17,022,886,015,520,094,600,640. Odds of winning a fifty-ninth prize: 1 in 34,045,772,031,040,189,201,280. Odds of winning a sixtieth prize: 1 in 68,091,544,062,080,378,402,560. Odds of winning a sixty-first prize: 1 in 136,183,088,124,160,756,805,120. Odds of winning a sixty-second prize: 1 in 272,366,176,248,321,513,610,240. Odds of winning a sixty-third prize: 1 in 544,732,352,496,643,027,220,480. Odds of winning a sixty-fourth prize: 1 in 1,089,464,704,993,286,054,440,960. Odds of winning a sixty-fifth prize: 1 in 2,178,929,409,986,572,108,881,920. Odds of winning a sixty-sixth prize: 1 in 4,357,858,819,973,144,217,763,840. Odds of winning a sixty-seventh prize: 1 in 8,715,717,639,946,288,435,527,680. Odds of winning a sixty-eighth prize: 1 in 17,431,435,279,892,576,871,055,360. Odds of winning a sixty-ninth prize: 1 in 34,862,870,559,785,153,742,110,720. Odds of winning a seventieth prize: 1 in 69,725,741,119,570,307,484,221,440. Odds of winning a seventy-first prize: 1 in 139,451,482,239,140,614,968,442,880. Odds of winning a seventy-second prize: 1 in 278,902,964,478,281,229,937,885,760. Odds of winning a seventy-third prize: 1 in 557,805,928,956,562,459,875,771,520. Odds of winning a seventy-fourth prize: 1 in 1,115,611,857,913,124,919,751,543,040. Odds of winning a seventy-fifth prize: 1 in 2,231,223,715,826,249,839,503,086,080. Odds of winning a seventy-sixth prize: 1 in 4,462,447,431,652,499,679,006,172,160. Odds of winning a seventy-seventh prize: 1 in 8,924,894,863,304,999,358,212,344,320. Odds of winning a seventy-eighth prize: 1 in 17,849,789,726,609,998,716,444,688,640. Odds of winning a seventy-ninth prize: 1 in 35,699,579,453,219,997,432,889,377,280. Odds of winning an eightieth prize: 1 in 71,399,158,906,439,994,865,778,754,560. Odds of winning an eighty-first prize: 1 in 142,798,317,812,879,989,731,557,509,120. Odds of winning an eighty-second prize: 1 in 285,596,635,625,759,979,463,115,018,240. Odds of winning an eighty-third prize: 1 in 571,193,271,251,519,958,926,230,036,480. Odds of winning an eighty-fourth prize: 1 in 1,142,386,542,503,039,917,852,460,072,960. Odds of winning an eighty-fifth prize: 1 in 2,284,773,085,006,079,835,704,920,145,920. Odds of winning an eighty-sixth prize: 1 in 4,569,546,170,012,159,671,409,840,291,840. Odds of winning an eighty-seventh prize: 1 in 9,139,092,340,024,319,342,819,680,583,680. Odds of winning an eighty-eighth prize: 1 in 18,278,184,680,048,638,685,639,361,167,360. Odds of winning an eighty-ninth prize: 1 in 36,556,369,360,097,277,371,278,722,334,720. Odds of winning a ninetieth prize: 1 in 73,112,738,720,194,554,744,545,444,669,440. Odds of winning a ninety-first prize: 1 in 146,225,477,440,389,109,089,090,891,338,880. Odds of winning a ninety-second prize: 1 in 292,450,954,880,778,218,178,178,178,677,760. Odds of winning a ninety-third prize: 1 in 584,901,909,761,556,436,356,356,356,135,520. Odds of winning a ninety-fourth prize: 1 in 1,169,803,819,523,112,712,712,712,712,271,040. Odds of winning a ninety-fifth prize: 1 in 2,339,607,639,046,225,425,425,425,425,542,080. Odds of winning a ninety-sixth prize: 1 in 4,679,215,278,092,450,850,850,850,851,084,160. Odds of winning a ninety-seventh prize: 1 in 9,358,430,556,184,901,701,701,701,702,168,320. Odds of winning a ninety-eighth prize: 1 in 18,716,861,112,369,803,403,403,403,404,336,640. Odds of winning a ninety-ninth prize: 1 in 37,433,722,224,739,606,806,806,806,808,673,280. Odds of winning a hundredth prize: 1 in 74,867,444,449,479,213,613,613,613,617,346,560. Odds of winning a hundred-first prize: 1 in 149,734,888,898,958,427,227,227,227,234,693,120. Odds of winning a hundred-second prize: 1 in 299,469,777,797,916,854,454,454,454,469,386,240. Odds of winning a hundred-third prize: 1 in 598,939,555,595,833,708,908,908,908,938,772,480. Odds of winning a hundred-fourth prize: 1 in 1,197,879,111,191,667,417,817,817,817,877,544,960. Odds of winning a hundred-fifth prize: 1 in 2,395,758,222,383,334,835,635,635,635,755,089,920. Odds of winning a hundred-sixth prize: 1 in 4,791,516,444,766,668,671,271,271,271,510,179,840. Odds of winning a hundred-seventh prize: 1 in 9,583,032,889,533,337,342,542,542,542,102,359,680. Odds of winning a hundred-eighth prize: 1 in 19,166,065,779,066,674,685,085,085,085,204,719,360. Odds of winning a hundred-ninth prize: 1 in 38,332,131,558,133,348,137,177,177,177,409,438,720. Odds of winning a hundred-tenth prize: 1 in 76,664,263,116,266,696,274,354,354,354,818,877,440. Odds of winning a hundred-eleventh prize: 1 in 153,328,526,232,533,392,548,708,708,708,163,754,880. Odds of winning a hundred-twelfth prize: 1 in 306,657,052,465,066,785,109,417,417,417,327,509,760. Odds of winning a hundred-thirteenth prize: 1 in 613,314,104,930,133,570,218,835,835,835,655,019,520. Odds of winning a hundred-fourteenth prize: 1 in 1,226,628,209,860,267,140,437,671,671,671,131,039,040. Odds of winning a hundred-fifteenth prize: 1 in 2,453,256,419,720,534,280,874,343,343,343,262,078,080. Odds of winning a hundred-sixteenth prize: 1 in 4,906,512,839,441,068,561,748,686,686,686,524,156,160. Odds of winning a hundred-seventeenth prize: 1 in 9,813,025,678,882,137,113,497,377,377,377,104,312,320. Odds of winning a hundred-eighteenth prize: 1 in 19,626,051,357,764,274,226,994,754,754,754,208,624,640. Odds of winning a hundred-nineteenth prize: 1 in 39,252,102,715,528,548,453,989,509,509,509,417,248,960. Odds of winning a hundred-twentieth prize: 1 in 78,504,205,431,057,096,907,978,978,978,834,497,920. Odds of winning a hundred-twenty-first prize: 1 in 157,008,410,862,114,193,815,957,957,957,166,995,840. Odds of winning a hundred-twenty-second prize: 1 in 314,016,821,724,228,387,631,915,915,915,333,991,680. Odds of winning a hundred-twenty-third prize: 1 in 628,033,643,448,456,775,263,183,183,183,667,983,360. Odds of winning a hundred-twenty-fourth prize: 1 in 1,256,067,286,896,913,550,526,366,366,366,133,986,720. Odds of winning a hundred-twenty-fifth prize: 1 in 2,512,134,573,793,827,101,052,732,732,732,267,973,440. Odds of winning a hundred-twenty-sixth prize: 1 in 5,024,269,147,587,654,2

NICKELODEON

You can
instantly
win a cruise
and party like
SpongeBob
SquarePants!



**100
GRAND PRIZE
CRUISE
WINNERS**

If you match all three characters printed outside of specially marked Nabisco packages with the characters printed on the inside, you'll win a cruise to the Bahamas! And this December 1st-6th, you and three guests could spend 5 days and 4 nights at sea! Plus, you'll get to search

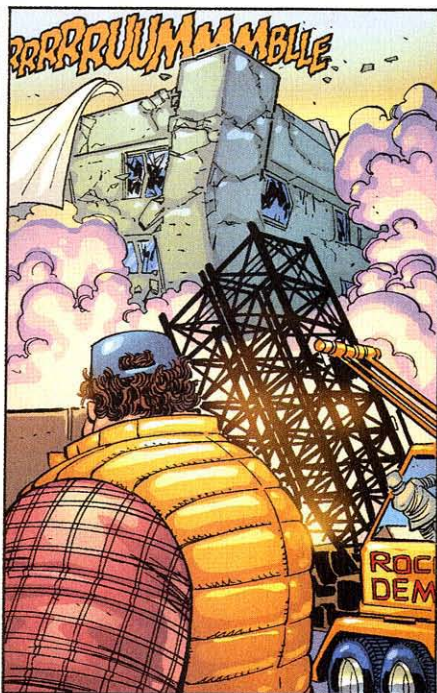
for **SpongeBob SquarePants** and

hang out with him at a beach party! There are lots of other prizes you can win too! See opposite page for details or visit us at NabiscoWorld.com!



©2001 Nabisco ©2001 Viacom International Inc. All Rights Reserved. Nickelodeon, SpongeBob SquarePants and all related titles, logos and characters are trademarks of Viacom International Inc. SpongeBob SquarePants created by Stephen Hillenburg







Gotta Have Sweet?



I DECIDE I NEED SOMETHING TO EAT. SO I PICK A PLACE PRETTY MUCH BY INSTINCT. I'M NOT THINKING ABOUT IT.



AND MAYBE THAT'S WHY I ENDED UP THERE. I WASN'T THINKING. I WAS FEELING.



FOR SOME OF THE MOST IMPORTANT YEARS OF MY LIFE, THIS PART OF TOWN WAS MY HOME.

ANNOYING AS THAT SOMETIMES WAS.

HEY, PARKER! YOU GONNA ACTUALLY EAT THAT BURGER? IT'S GOT MORE GRISTLE IN IT THAN YOU DO!

HAW-HAW!

YOU GUYS ARE SUCH JERKS.



THE FIRST FEW YEARS I CAME TO THIS SCHOOL, I WAS THE SAME AS EVERYBODY ELSE.

★ ★ ★ ★
STAR DINER

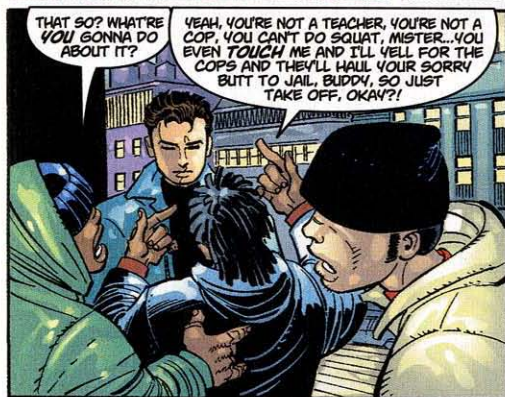
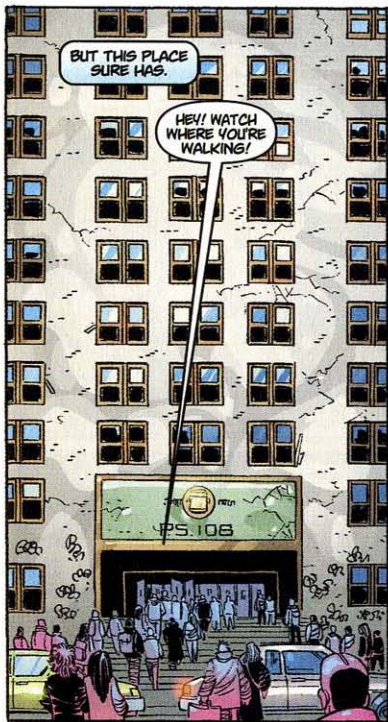


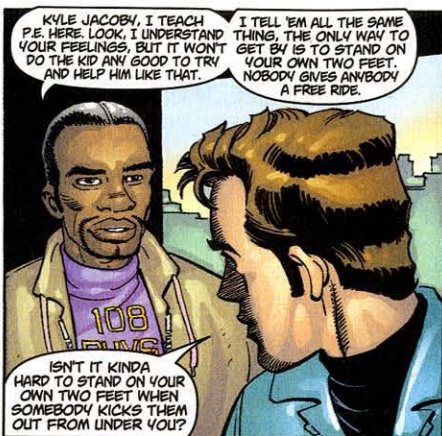
JUST ONE MORE HIGH SCHOOL STUDENT TRYING NOT TO BE NOTICED. NOT TO LOOK WEIRD. WORRIED THAT HE'D NEVER FIT IN.



THEN ONE DAY, A SPIDER-BITE MADE SURE I WAS NOTICED. AND THAT I WOULD NEVER FIT IN ANYWHERE, EVER AGAIN.

SOME THINGS HAVEN'T CHANGED.







It's time to kick some butt.
(Well, the ones that have butts, anyway.)

© 2006 Nintendo. All rights reserved. Nintendo, Pokémon, and Pokémon Stadium 2 are trademarks of Nintendo. All other trademarks are the property of their respective owners. Pokémon and Pokémon Stadium 2 are registered trademarks of Nintendo. All other trademarks are the property of their respective owners. www.nintendo.com



The ultimate battle is here. Introducing Pokémon Stadium 2™ with over 250 characters—the only place you can upload and do battle with your Red, Blue, Yellow and, for the first time ever, Gold and Silver characters in total 3D. Featuring 12 all-new mini-games that'll blow you away.



TM & © 2006 MARVEL



NOW, I'M NOT SAYING I'M THE
KIND OF GUY WHO CARRIES A
GRUDGE. FAR BE IT FOR ME
TO EVER CARRY A GRUDGE.



BUT I FIGURE, YOU HANG OUT
LONG ENOUGH, YOU WATCH
SOME PEOPLE, OH, I DUNNO,
RANDOMLY...AND SONOVAGUN,
AN OPPORTUNITY PRESENTS
ITSELF FOR THE UNIVERSE TO
BALANCE THINGS OUT.

AS SOMEBODY
ONCE SAID, CHANCE
FAVORS THE
PREPARED MIND.



C'MON MAN, WE AINT
GOT ALL DAY.

JUST
A SEC, I ALMOST
GOT IT --



UUUUHHHHH...



BOO.



AAAAAGGGGGHHHHH!!

SLOW DOWN!
I CAN'T KEEP
UP! AWK!

JEEZ,
MAN, I WET
BIM SLOW
DOWN...



THAT'S ONE
SMALL STEP
FOR A SPIDER,
ONE GIANT
LEAP FOR
GEEK-KIND...

I SUPPOSE
YOU'RE FEELING
RATHER PROUD OF
YOURSELF RIGHT
NOW.







WITH GREAT SELECTION COMES GREAT RESPONSIBILITY

Why should you check out
our subscription service?

- 🕷 Easy for anyone to use!
- 🕷 Monthly Super Savers!
- 🕷 Never miss an issue!

We also have millions of
comics, magazines, and
collectibles in stock!

WOW!
MY SPIDER-SENSE IS
TELLING ME THAT
WWW.MYCOMICSHOP.COM
HAS EVERYTHING THAT
I'M LOOKING FOR!

Our Online
Want List
will e-mail
you when your
back issue comic
becomes available!

WWW.MYCOMICSHOP.COM/MARVEL

Proudly presented by
LONE STAR COMICS

my
comicshop.com



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 Web?

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!

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

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 & 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)

PLANO: 3100 Independence Parkway (West of Tom Thumb)

HURST: 931 Melbourne Rd. (North of Pipeline Rd.)

IRVING: 2550 N. Belt Line Rd. (Opposite Irving Mall)

MESQUITE: 3600 Gus Thomasson (At Towne Crossing)



LET'S
ROMP SOME
MORE. I HAVEN'T
DONE THIS IN
YEARS.

DARN.
THERE GO
MY SHOES
AGAIN...

I KEEP AFTER HIM,
DETERMINED NOT TO
LET HIM GET AWAY...
PLAYING IT QUIET, TO
FIND OUT WHAT HE'S
AFTER.

IT'S STRANGE, THOUGH...
WHEN HE SAID MY NAME,
MY GUT TIGHTENED INTO
SOMETHING COLD AND
SCARED, AND YET...



...AND YET I SENSE NOTHING EVIL IN
HIM. HE SEEMS...ALMOST JOYFUL.

CAREFUL,
THERE'S A RUSTY
NAIL OVER HERE.



LET
ME ASK YOU A
QUESTION, PE--
ER, SPIDER-MAN.
AND DON'T LIE.
I'LL KNOW IF
YOU LIE.

HOW DID
YOU GET YOUR
POWERS?

I...



HE KNOWS WHO
I AM. THERE'S NO
END OF DAMAGE
HE COULD DO WITH
THAT INFORMATION. I
HAVE TO PLAY ALONG.
AND IT'S NOT LIKE HE
CAN DO ANYTHING
WITH THE
INFORMATION.

I WAS
BITTEN BY A
RADIOACTIVE
SPIDER.

AHA!



THAT'S WHAT I THOUGHT.
THAT EXPLAINS WHY YOU'VE
HANDLED IT THIS WAY.
NOW HERE'S ANOTHER
QUESTION FOR
YOU.

LOOK,
I'VE JUST
ABOUT HAD IT
WITH --

NO,
WAIT, YOU'LL
LIKE THIS
ONE, TRUST
ME.

HEY, HEROES!
MISSED OUT ON THE LATEST
ULTIMATE ISSUE? NO PROBLEM...
GO TO WWW.MARVEL.COM AND
READ IT FOR **FREE!**



ULTIMATE SPIDER-MAN

MARVEL

WWW.MARVEL.COM

TM & © 2001 Marvel Characters, Inc. All rights reserved.

TM & © 2006 MARVEL

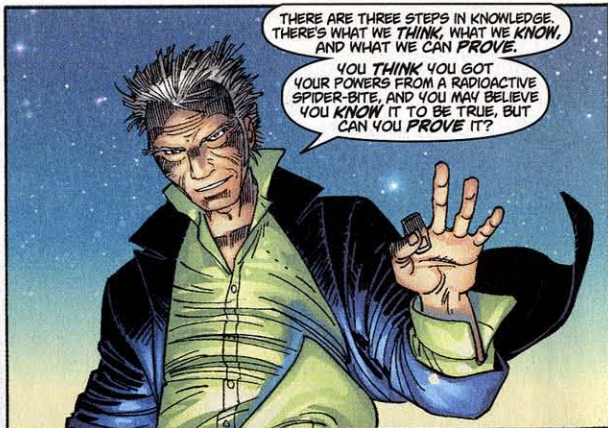


DID YOU
PERFORM AN
AUTOPSY ON THE
SPIDER?

NO. IT GOT
PRETTY MUCH
SMASHED.

HAD YOU
EVER SEEN
THE SPIDER
BEFORE?

NO. NOW
LOOK...



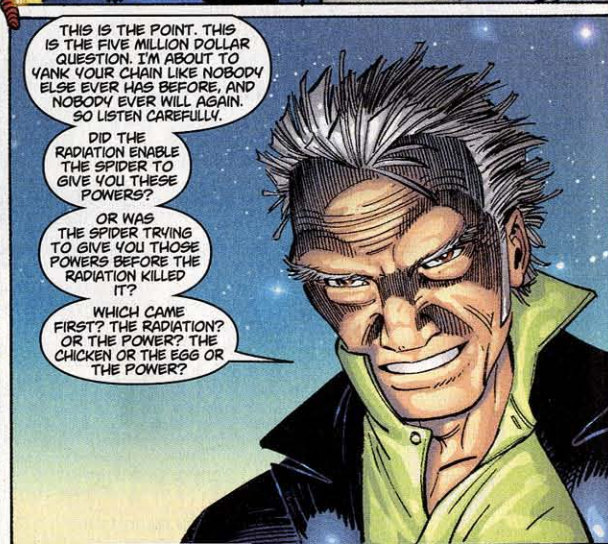
THERE ARE THREE STEPS IN KNOWLEDGE.
THERE'S WHAT WE *THINK*, WHAT WE *KNOW*,
AND WHAT WE CAN *PROVE*.

YOU *THINK* YOU GOT
YOUR POWERS FROM A RADIOACTIVE
SPIDER-BITE, AND YOU MAY BELIEVE
YOU *KNOW* IT TO BE TRUE, BUT
CAN YOU *PROVE* IT?



YOU THINK I GOT THESE
POWERS AND THIS SUIT AT
THE BOTTOM OF A BOX
OF CRACKERJACKS? IT
HAPPENED RIGHT AFTER
I GOT BIT.

YOU'RE
STILL MISSING
THE POINT.



THIS IS THE POINT. THIS
IS THE FIVE MILLION DOLLAR
QUESTION. I'M ABOUT TO
YANK YOUR CHAIN LIKE NOBODY
ELSE EVER HAS BEFORE, AND
NOBODY EVER WILL AGAIN.
SO LISTEN CAREFULLY.

DID THE
RADIATION ENABLE
THE SPIDER TO
GIVE YOU THESE
POWERS?

OR WAS
THE SPIDER TRYING
TO GIVE YOU THOSE
POWERS BEFORE THE
RADIATION KILLED
IT?

WHICH CAME
FIRST? THE RADIATION?
OR THE POWER? THE
CHICKEN OR THE EGG OR
THE POWER?



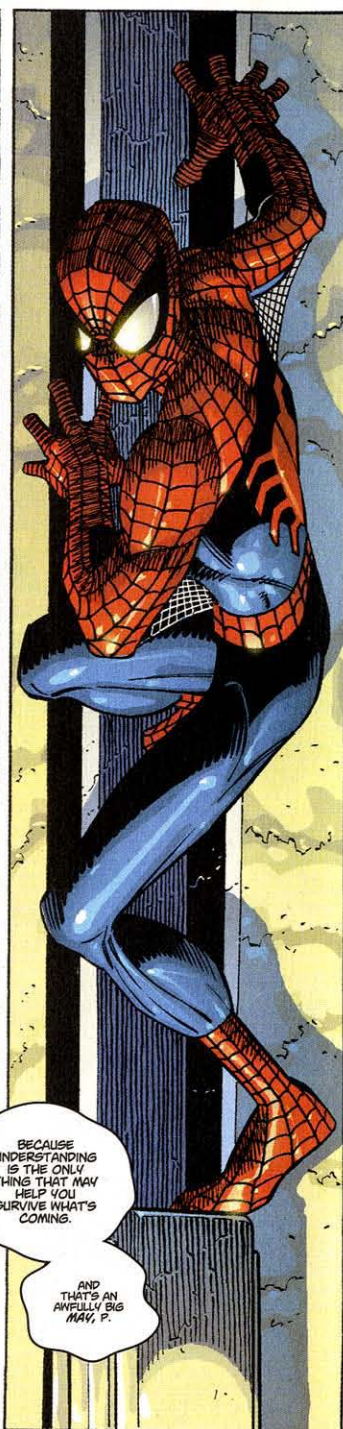


WHO ARE
YOU? WHY ARE
YOU COMING TO ME
WITH ALL THIS
NOW?

WHAT
DO YOU WANT
FROM ME?



I CAME
NOW BECAUSE NOW
IS THE RIGHT TIME.
BECAUSE YOU NEED TO
UNDERSTAND.



BECAUSE
UNDERSTANDING
IS THE ONLY
THING THAT MAY
HELP YOU
SURVIVE WHAT'S
COMING.

AND
THAT'S AN
AWFULLY BIG
MAY, P.

HEY GUB, SUBSCRIBE TODAY!



SUBSCRIBE AND SAVE!

- 1 Title For \$23.97- A savings of \$3!
- 2 Titles For \$45.94- A savings of \$8!
- 3 Or More Titles For \$21.97 each-
A savings of \$15 or more!

X-MEN

- ☐ CAB Cable
- ☐ DDP Deadpool
- ☐ XME Uncanny X-Men
- ☐ WOL Wolverine
- ☐ XFO X-Force
- ☐ MEN X-Men

MARVEL ULTIMATES

- ☐ USM Ultimate Spider-Man
- ☐ UXM Ultimate X-Men
- ☐ UMT Ultimate Team-Up
- ☐ ULT Ultimate Marvel Magazine

SPIDER-MAN

- ☐ AMZ Amazing Spider-Man
- ☐ SPI Peter Parker, Spider-Man
- ☐ SPG Spider-Girl

MARVEL HEROES

- ☐ AVE Avengers
- ☐ CAM Captain America
- ☐ CMV Captain Marvel
- ☐ DEF Defenders
- ☐ DDV Daredevil
- ☐ FAN Fantastic Four
- ☐ INC Hulk
- ☐ IRM Iron Man
- ☐ MKN Marvel Knights
- ☐ PUN Punisher
- ☐ THO Thor
- ☐ BLT Thunderbolts

LIMITED TIME ULTIMATE OFFER

- ☐ **Yes!** I want both Ultimate X-Men and Ultimate Spider-Man for just \$37.94
A Savings of \$16.00!

Exclusive Subscriber Savings and Services

Your 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 12/01/2001.

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

CREDIT CARD #

EXPIRATION DATE

NAME OF CREDIT CARD HOLDER (IF DIFFERENT FROM NAME 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 & © 2000 Marvel Enterprises Inc. All rights reserved.

H13MD4

WWW.MARVEL.COM

For a comic store near you call 1-800-comicbook

TM & © 2006 MARVEL

MARVEL

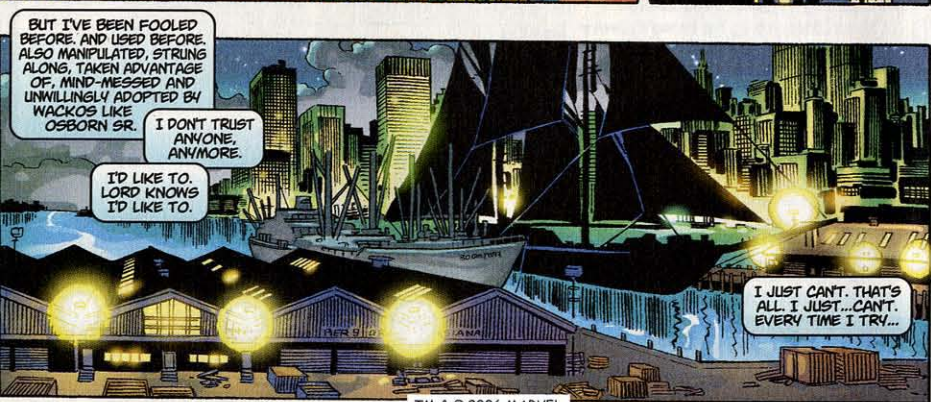


AND THEN HE
WAS GONE.
JUST...GONE.

AS I
START THE
LONG WALK
HOME, I
REALIZE WHY
HE DIDN'T
FEEL LIKE
TROUBLE.



I REALIZE
THAT HE
REMINDS ME
OF MY
UNCLE BEN.



BUT I'VE BEEN FOOLED
BEFORE. AND USED BEFORE.
ALSO MANIPULATED, STRUNG
ALONG, TAKEN ADVANTAGE
OF, MIND-MESSED AND
UNWILLINGLY ADOPTED BY
WACKOS LIKE
OSBORN SR.

I DON'T TRUST
ANYONE,
ANYMORE.

I'D LIKE TO.
LORD KNOWS
I'D LIKE TO.

I JUST CAN'T. THAT'S
ALL. I JUST...CAN'T.
EVERY TIME I TRY...

...I END UP WAITING FOR THE OTHER SHOE TO DROP, FOR THE MONSTER TO COME OUT FROM BEHIND THE SMILING MASK.

AND AS MUCH AS I'D LOVE TO BE WRONG, IT'S ALMOST ALWAYS THERE, JUST WAITING TO PEEK OUT...

-- WHICH WILL COVER THE MONEY NEEDED TO DOCK YOUR BOAT, PLUS MAINTENANCE FEES, AND --

WE WON'T REQUIRE MAINTENANCE. JUST ACCESS TO THE PIER. WILL THIS COVER IT?

I...UMM...YES, YES, THAT SHOULD DO IT. BUT THERE'S STILL THE MATTER OF A CUSTOMS INSPECTION. YOU KNOW, MAKE SURE YOU'RE NOT BRINGING ANY ILLEGAL GOODS INTO THE COUNTRY.

OF COURSE, THEY CAN'T COME BY TO INSPECT YOUR VESSEL UNTIL THEY KNOW IT'S HERE... AND WE CAN EITHER SLOW DOWN THE PAPERWORK OR ACCELERATE IT...

YES, OF COURSE.

WILL THIS COVER IT?

THAT'LL DO JUST FINE. THANKS. THERE'S AN ABANDONED REPAIR HOUSING YOU CAN MOVE THE SHIP INTO, YOU KNOW, KEEP IT OUT OF THE WEATHER. AN OLD SHIP LIKE THAT, YOU GOTTA TAKE CARE OF IT.

YOU KNOW WHAT THEY SAY, OUT OF SIGHT, OUT OF MIND. HECK, I'LL FORGET ABOUT IT FOR AGES IF I DON'T SEE IT.

THANK YOU.

MY PLEASURE. GOOD DOING BUSINESS WITH YOU, MISTER...?

DEX. JUST... DEX.



...IS IT
DONE...?

YES, MORLUN.
IT'S ALL SET. WE
CAN MOVE TO COVER
AS SOON AS THE
WIND PICKS UP.

...GOOD...
GOOD...



...TIME THEN...
TO USE UP...THE
LAST OF THE
SUPPLIES...



...NO...NEIN, BITTE...I CAN...
ICH KANNE...I HAVE NO MORE
TO GIVE...PLEASE...ICH HABE...
I HAVE NO MORE...

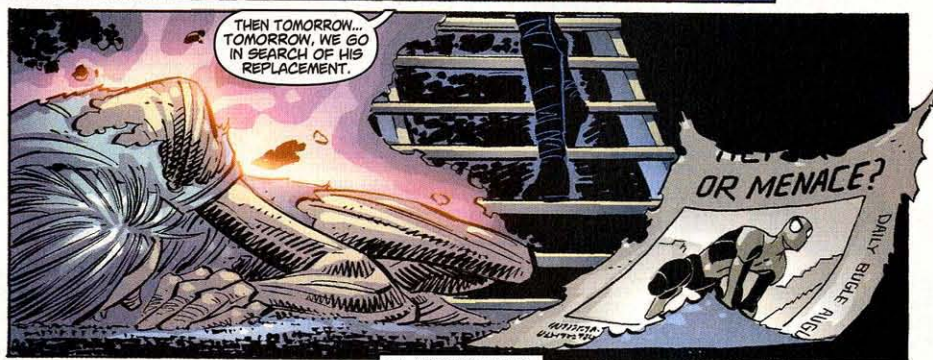
YES, YOU
DO...NOW I MUST...
TAKE IT, END
THIS...AGONY...
FOR YOU.



PLEEEAASE...



IT IS
DONE.



So, folks, we've just embarked on a new course with J. Michael Straczynski at the helm. Be sure to let us know what you think. We want to know.

In the meantime, here are some of your initial comments on AMAZING SPIDER-MAN #28, the first part of a story that's eliciting quite a response.

Dear Spider's Web,

I had nearly lost my cool over the last several issues. Peter was almost ready to date again? And not even a hint of Mary Jane anywhere? I was going nuts. I missed Mary Jane terribly. The husband-wife relationship and the complications of his life with her were unique, interesting, and finally the right guy gets the right girl. It's a lot more exciting and stimulating than Peter barely having a job, depressed, without hope. Been there, done that, in hundreds of comics, and in real life as well. I was actually considering the C word (canceling my subscription) after my decade-plus of buying Spider-Man Comics, even though I was here throughout the clones, the Goblin reign, etc.

Finally, you saved me from doing the unthinkable. I got a glimpse of MJ after reading AMAZING SPIDER-MAN #28. My hope for her return to Spider-Man has now convinced me that I made the right decision to keep buying the comics, hoping for her return.

Thank you for restoring my hope and faith in your comics again. Please return those two to each other ASAP. The last thing I want is for Peter to start dating before he finds her.

Ugh! I mean, look who Randy set him up with! Yikes! So until Peter marries Mystique by mistake, make mine Marvel!

John Camm
Columbus, OH

Well, John, you got half your wish: Peter found MJ. Whether or not she can fit Peter back into her life, and vice versa, is a question that remains to be seen.

Dear Spider's Web,

So I just read AMAZING SPIDER-MAN #28 and I have one request. Please tell me you're not doing another clone story!!!

Sean Kleefield
Via Internet

Sean, if I got a dime for every letter-writer who expressed the same sentiment, I'd have, well, a lot of dimes! For the record, let it be known: I hereby declare SPIDER-MAN a "clone-free zone."

Dear Spider's Web,

So I hear there's gonna be some big changes in the wind, huh? New writer, cover artist, logo and, most importantly, a new direction. The beginning of these changes started with AMAZING SPIDER-MAN #28. Seeing Mary Jane alive was indeed a sight for sore eyes. It kinda sums up Peter's life by saying nice guys don't always finish last. I'm interested to see where Howard Mackie goes with her return, but as far as I'm concerned, he could do whatever he wants to just as long as she's back. What I would like to see in AMAZING SPIDER-MAN is the return of some classic villains. Electro comes to mind, as he was always one of my favorites. Bringing back the Enforcers in this issue was like a blast from the past

— keep it up! Spider-Man sure looks like he's gonna have a great year from all that I've read.

Robert Acquarulo
Hew Haven, CT

Thanks, Robert. Glad you're on board. As far as classic villains go, you'd best keep an eye out for TANGLED WEB, the third Spider-Man title that debuts this April with a 3-part story by Garth Ennis and John McCrea. Several classic villains — Electro included — figure into the first year. We're going to force you to look at these characters in ways you never have. Trust me.

Dear Spider's Web,

No! How could you do this? Mary Jane should have just stayed dead. Gwen Stacy was much better for Peter than Mary Jane ever was, and you let her stay dead! And now finally Peter was moving past her. He was a bachelor again, which always made him a great character.

It would be better if Peter were with Jill Stacy. The Stacy family is where Peter belongs. Peter has no older male figure in his life as he once did with Uncle Ben and George Stacy. If he was with Jill, Arthur could fill that role.

I know you've made your decision, and by the time you get this or respond or whatever, MJ will be back, but I really wish she wasn't. You had a great opportunity to move Peter in a great direction — especially with a new creative team coming on. However, instead another dead character comes back, the stories mean less, and I really think you have made a terrible decision. Please let the new creative team erase this new part of the story. Let MJ stay dead.

BBlack8049
Via Internet

Well, "BBlack," if you read the story arc that concluded with the AMAZING SPIDER-MAN ANNUAL 2001, you already know that many of your concerns have been addressed. It would appear that Peter is a bachelor, again — that he has no choice but to move on with his life, as you say.

Dear Spider's Web,

Mary Jane's return has got me psyched. I think we all knew in our hearts that the reason for this was to test and see how the readers would feel about Pete being a bachelor again, while not providing a corpse that would later have to be explained away. I have enjoyed the stories that Howard Mackie has been spinning (pun intended) about our favorite wall-crawler. He has been building on the basics of what makes this character great. And while I am looking forward to JMS coming onboard, I will miss Howard's take on Peter. I'm just glad that he's getting to tie up this great plot thread that he has been working on. Just please, don't wimp out on us — actually reveal who it is that kidnapped MJ.

Which brings us to my next point: PLEASE, DEAR GOD IN HEAVEN, DON'T LET IT BE ANOTHER CLONE!!!! That whole thing with the kidnapper feeling what was happening to Spidey, and the fact that he resembles Pete are, hopefully, just a plant so Howard can say "Gotcha," but it has me scared! And I mean scared like a bachelor in a bridal shop scared!

Finally, let me comment on the art; Joe Bennett's pencils and Sandu Florea's inks were great. I really enjoyed them. But I

have to say that the panels with the kidnapper and Mary Jane were exceptionally well done, very mysterious and slightly spooky. (Maybe you should try another shot at a horror title with these two doing the art?)

Well, thanks for listening to my ramblings. So until Spidey replaces his web-shooters with Easy Cheese shooters, Make Mine Marvel!

S. M. Mount
Via Internet

Thanks for the kind words. As you can see, the villain who absconded with MJ was no clone.

Dear Spider's Web,

Howard Mackie ranks alongside Stan Lee, Tom DeFalco, and Roger Stern as one of my all-time favorite Spider-Man scribes. Now I see he's leaving the Spider-books once again. I can hope that this will only be a brief break, like the one he took in the mid-90's. I'm very sad to see him go, and I hope he'll find a home somewhere else in the Marvel Universe.

And to Howard Mackie, I say: Your Spider-Man accompanied me through middle school, high school, and most of college. I've read a lot of Spider-Man, by a lot of different creative teams, but whenever I think of Spidey in the future, it will be your stories that come to mind. Thank you, Mr. Mackie, for years of reading enjoyment. You will be sorely missed.

Matthew C. Re
Via Internet

Dear Spider's Web,

I have a rather fundamental question about Spider-Man. We all know that Ben Parker taught Peter that "with great power must come great responsibility," but in what context did he teach it?

After all, Uncle Ben didn't know that Peter would get his spider-powers. He was just an ordinary guy (well, not so ordinary in some ways, but you know what I mean) raising a stereotypical weakling nerd. What gave Ben the idea that he had to teach Peter so much about responsibility? When did he utter those fateful words? What "responsibility" was he specifically using as an example? Was this ever explored in Spidey comics? If so, where? If not, it would make a wonderful issue.

Paul G. Wiener
Via Internet

Excellent question, Paul. We enlisted the aid of Marvel's top minds (even Ralf, who's still recuperating from last issue's experiment with the home-made web fluid — and quite nicely, thanks!) and here's what we found: The immortal phrase uttered by Uncle Ben, the phrase referred to way back in AMAZING SPIDER-MAN #1, is just one of those untraceable moments in the Spider-Man folklore. When and where Uncle Ben spoke these words to young Peter, your guess is as good as ours. Perhaps it's a story worth telling . . .

NEXT ISSUE:

**SPIDEY GETS
A NEW JOB.
WUFF SAID.**

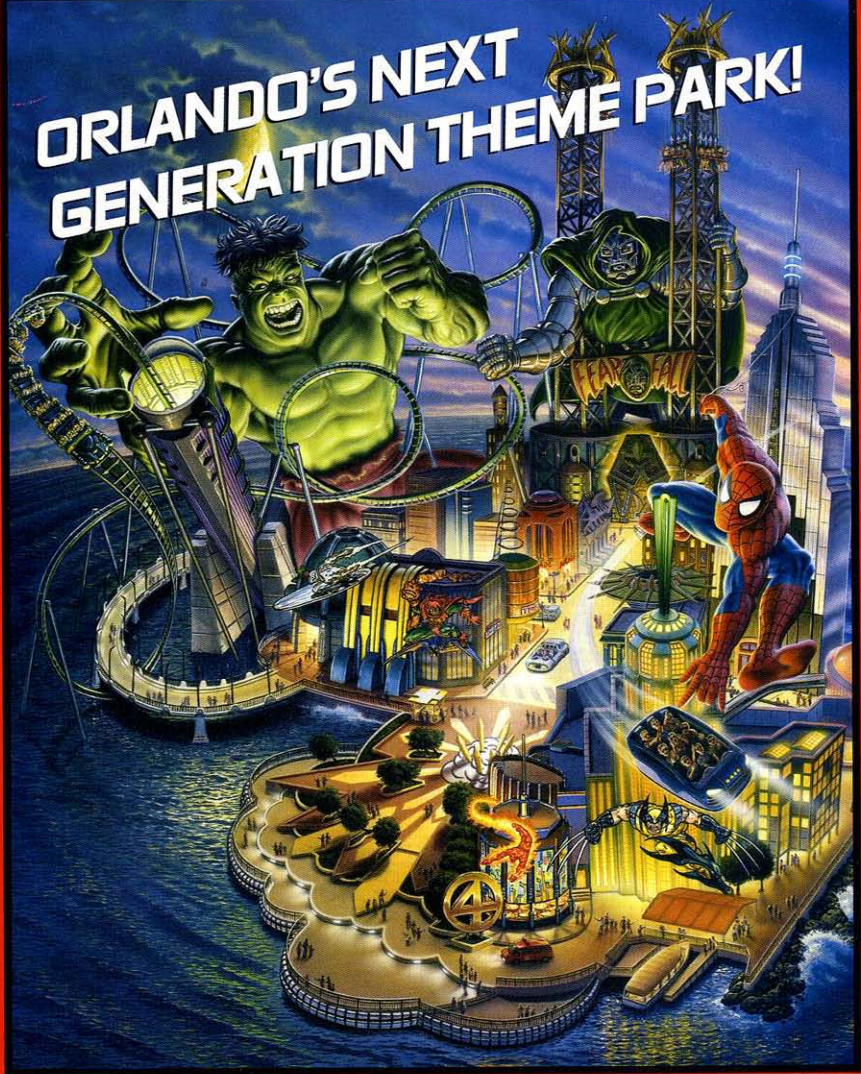
SPIDER'S WEB  MARVEL COMICS
337 PARK AVENUE SOUTH • NEW YORK, NY 10016

E-MAIL:
MAIL@
MARVEL.COM

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

MARK E-MAIL
"OKAY TO PRINT"

ORLANDO'S NEXT GENERATION THEME PARK!



HOLD ON TIGHT AS THE INCREDIBLE HULK COASTER® TAKES YOU ON A GRAVITY DEFYING, HIGH-SPEED ROLLER COASTER RAMPAGE! BATTLE VILLAINS HIGH ABOVE THE STREETS AS YOU SWOOP AND SOAR IN 3-D IN THE AMAZING ADVENTURES OF SPIDER-MAN®! YOU'LL FIND ALL THIS AND MORE AT MARVEL SUPER HERO ISLAND®, JUST ONE OF FIVE REMARKABLE ISLANDS AT THE NEW UNIVERSAL'S ISLANDS OF ADVENTURE™ THEME PARK!

CALL FOR YOUR FREE VACATION PLANNING VIDEO!

TOLL FREE 1-888-372-7256

WWW.UNIVERSALORLANDO.COM

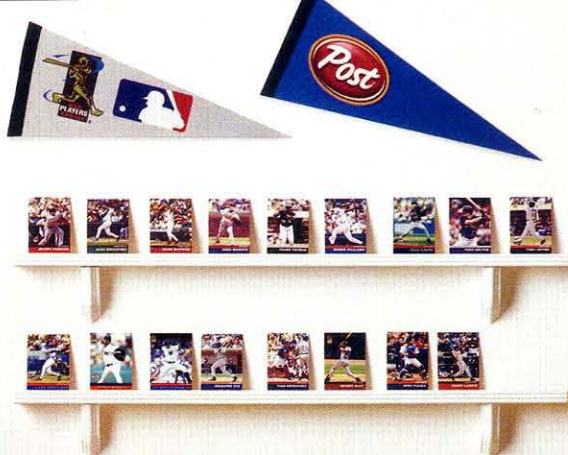


at **UNIVERSAL** *Orlando*
RESORT

Marvel Super Hero character names & likenesses: TM & © 2001 Marvel. © 2001 Universal Studios. Universal elements and all related indicia TM & © 2001 Universal Studios. © 2001 Universal Orlando. All rights reserved.

TM & © 2006 MARVEL

©2001 KF Holdings. ®(2001) The Topps Company, Inc. Topps is a registered trademark of the Topps Company, Inc. ©MLBPA 2001 Official Licensee - Major League Baseball Players Association. Major League Baseball trademarks and copyrights are used with permission of Major League Baseball Properties, Inc. OREGO O's® is a registered trademark of the Nabisco brand company. Used under license. The FLINTONES and all related characters and elements are trademarks of Hanna-Barbera©2001.



Look for
2 free Topps®
Major League Baseball®
cards in Post® Cereals!

And for more baseball fun, log on to www.postopia.com to play our Whacky Baseball game!!
Post is proud to be the Official Cereal of Major League Baseball®

