

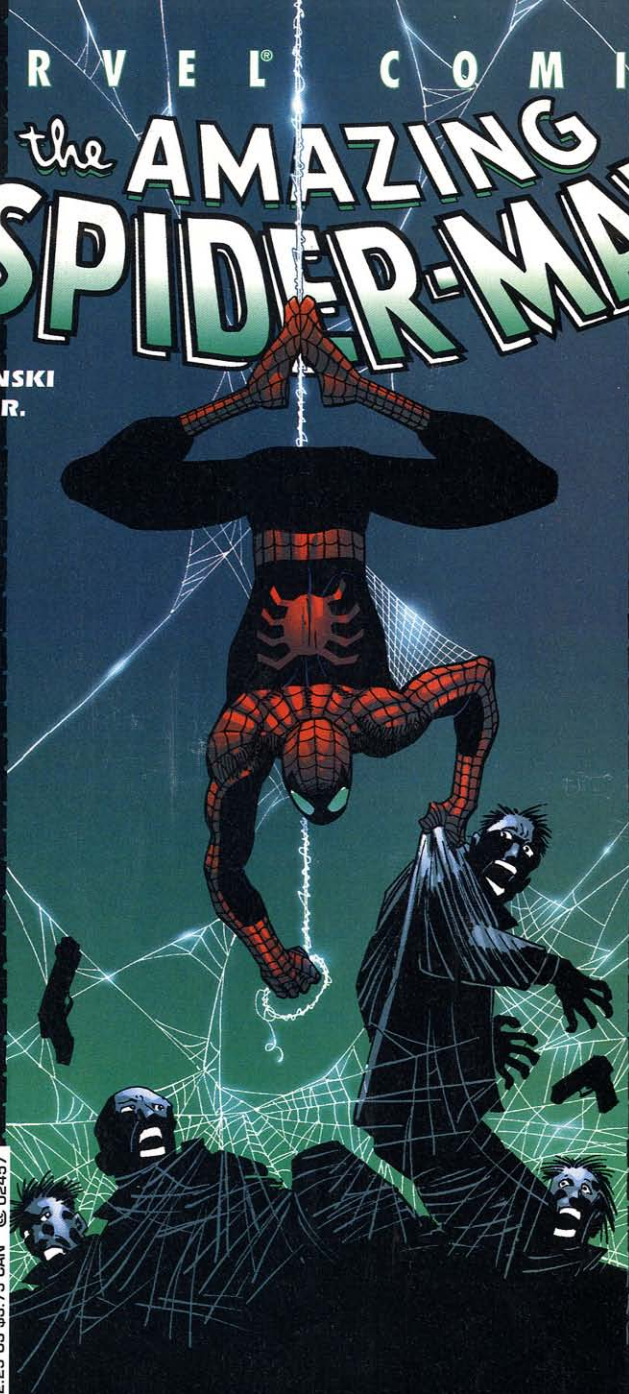
M A R V E L C O M I C S

MARVEL  
PG 44  
485



# the AMAZING SPIDER-MAN®

STRACZYNSKI  
ROMITA JR.  
HANNA



OCT



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\$2.25 US \$3.75 CAN © 02457

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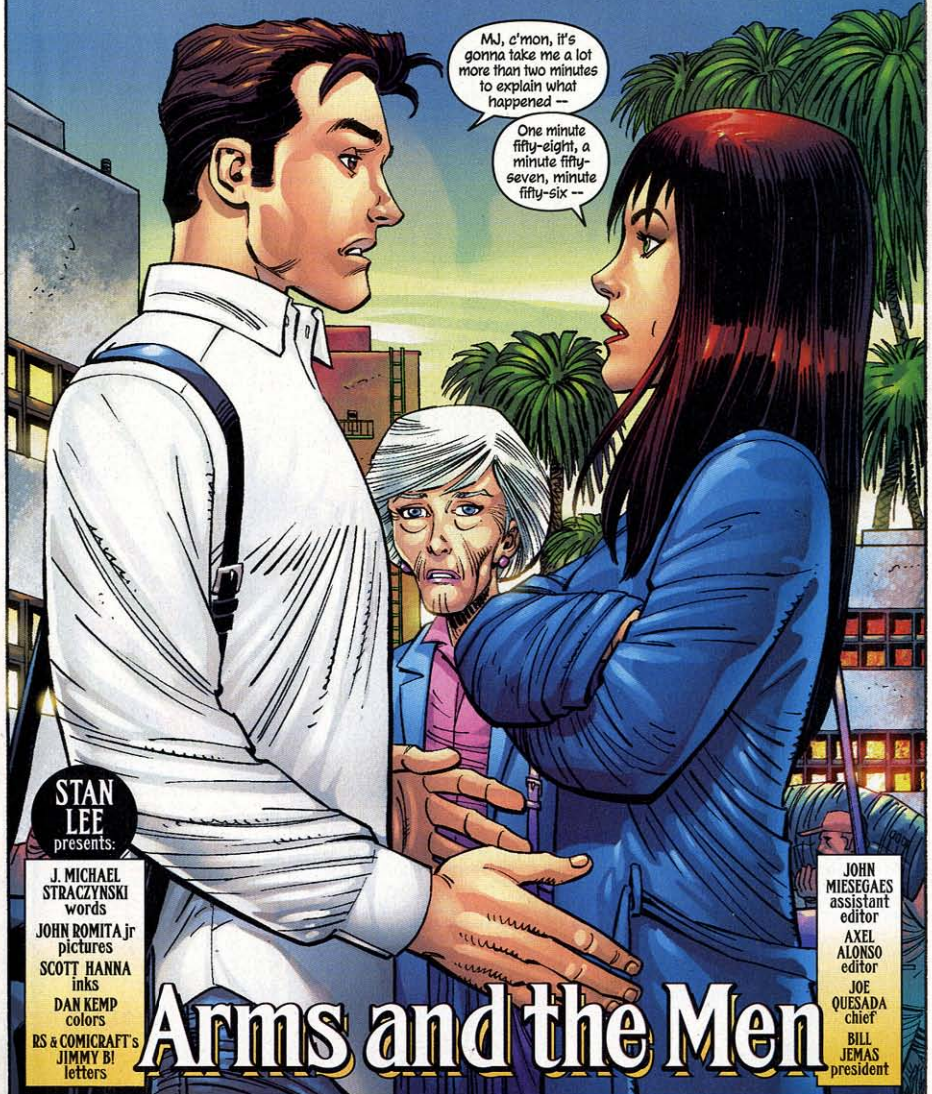
PUTS  
**HAIR**  
ON YOUR  
TONGUE

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MJ, c'mon, it's gonna take me a lot more than two minutes to explain what happened --

One minute fifty-eight, a minute fifty-seven, minute fifty-six --

STAN LEE  
presents:

J. MICHAEL  
STRACZYNSKI  
words

JOHN ROMITA JR.  
pictures

SCOTT HANNA  
inks

DAN KEMP  
colors

RS & COMICRAFT'S  
JIMMY BI  
letters

JOHN  
MIESEGAES  
assistant  
editor  
AXEL  
ALONSO  
editor  
JOE  
QUESADA  
chief  
BILL  
JEMAS  
president

# Arms and the Men



A convict named the Shade had found a way out by escaping into the astral plane except things went wrong and he got trapped in-between and the only way he could come back to the physical world was to grab kids off the street to balance everything out because nobody'd miss them so I went to Doc Strange because I've never been to the astral plane though turns out it's actually a lot like New Jersey which I only know 'cause I was there but in astral form and I took care of the problem but time goes different there than here and by the time I got back still in astral form it was twenty-four hours later and I'd missed picking you up at the airport, missed the chance to talk to you, but I raced for the airport anyway just to see you, to try to talk to you on the way out.





So I *was* there, MJ, honest and true, I was at the airport when you had to go back, trying to talk to you, trying to get through, but you couldn't hear me, couldn't see me, because I was still invisible. I was, y'know, outside my body.

I was an *Astral*.



Well, that's *close* to the word I was thinking of.

Hey, yo, my *Aunt's* standin' here --

Is that Pierce Brosnan?

Look, MJ, I'm sorry I wasn't there. If there was any way I could have been there, I swear I would have moved heaven and earth to make it happen. But there were something like thirty kids whose lives were on the line. You know me. I had to do what I did. I just...



I had to do it, MJ. I just had to.



I know. But that's always been the problem with us, Peter. There's what you feel you *have* to do, and what you *want* to do.

I just don't know if I want to be the part of your life you consider optional.

But you've never *been* optional, MJ.



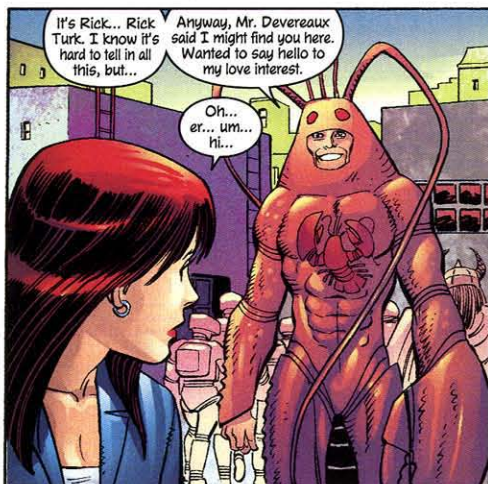
Every happy thought I ever had begins and ends with you, and every unhappy thought begins with the realization that you're not there, because I screwed up.

I want to make it right, MJ, and I'll do anything to make that happen. Anything.



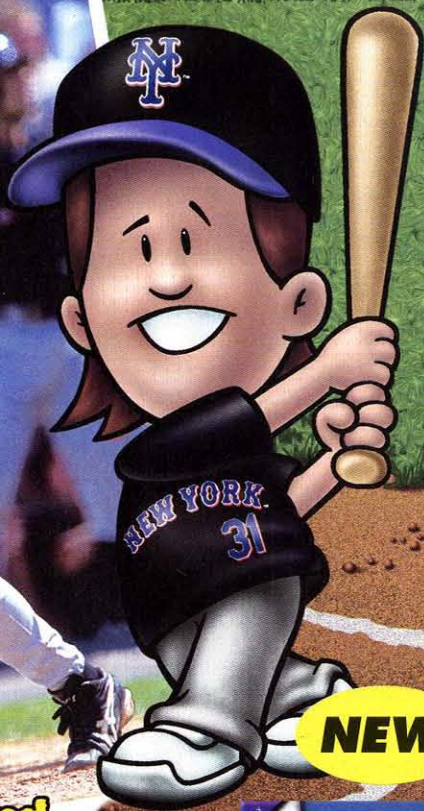








# The All-Stars meet the small stars!

**NEW**

# Backyard BASEBALL

## Play with the Pros as Kids!



**GAME BOY ADVANCE**

[illegible]

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PUTS  
**HAI**R  
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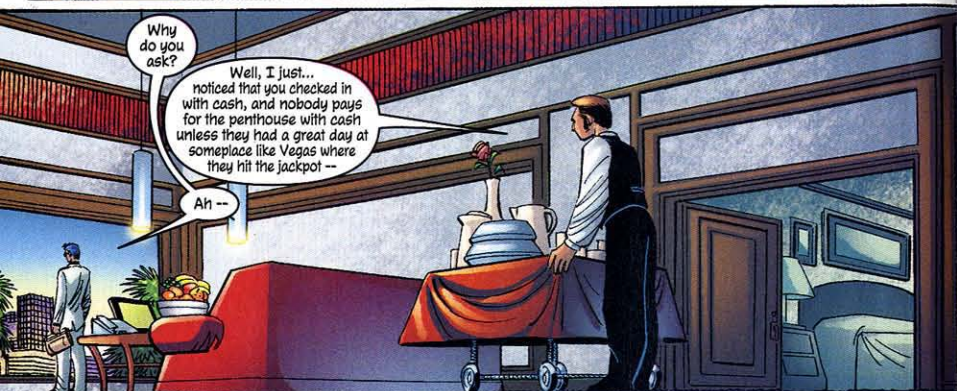
Well. I think that went very well. It's a first step, and as someone once said, every journey begins with a single step.



Of course, this may be a very long journey, but even so, at least it's off to a start.

Yeah... I suppose it is.

"So you've had a good day, sir?"



Why do you ask?

Well, I just... noticed that you checked in with cash, and nobody pays for the penthouse with cash unless they had a great day at someplace like Vegas where they hit the jackpot --

Ah --



In that case, yes, you might say I've had a very good day.

Well, congratulations to you and your guest.



Guest...?

I'm sorry, I didn't mean to intrude, it's just you had me set the table for two...

Oh, I don't have a guest. At least not yet.



I'm still trying to decide: blonde, brunette, redhead, or perhaps a combination of all three.

Sort of a sexual banana split.

Hold the banana.





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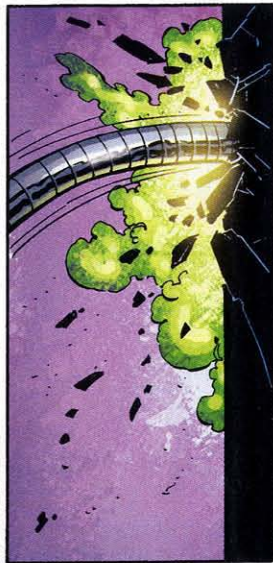


























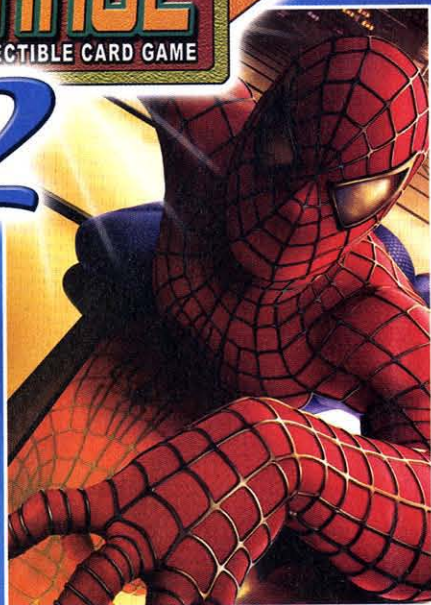
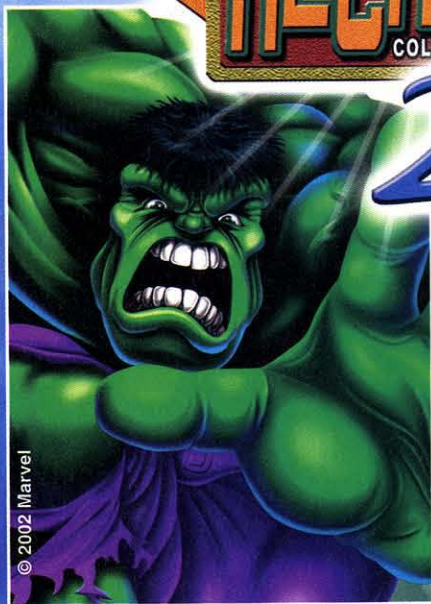


MARVEL

# RECHARGE

COLLECTIBLE CARD GAME

## 2



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# SPECIALS AND MOVIE IMAGES FROM SPIDER-MAN™ SPICE UP GAMEPLAY



All-new Starter Decks contain everything that two players need to play a game. Starter Decks A and B each include 25 cards that are unique to that deck.



With 62 all-new unique and powerful cards, Booster Packs let you customize your deck to play to your strengths. One out of every two Boosters includes a full-foil Power Plus Card.\* (Look out for the mysterious Card #88 from the Inaugural Edition!)



Showcasing official Spider-Man movie images, Marvel ReCharge Series 2 may be easy on the eyes, but it's much tougher on gameplay.

Still easy to learn, but hard to master, this first Expansion Set boasts 250 all-new cards (including 100 full-foil cards) that spice up the basic game mechanic with Specials galore and lots of new powers.

New Specials include:

- Power Absorption
- Chaos Engine
- Anti-Team
- and more!

Fully compatible with Inaugural Edition rules.



\*Odds of finding full-foil Power Plus Cards are approximately 1:2 packs. No guaranteed number of limited editions per display box.



## SECOND EDITION IN STORES NOW

**MARVEL**





Uhh!



So as the kids say... bring it on.

"I always say just do the best you can and let the rest take care of itself, you know?"



I figure that's my motivation as Lobster-Man, just do the best I can to help the world. I mean, the guy's a super hero, it doesn't need to go much deeper than that.

Sure it does.



I mean, what kind of thing drives someone to fight crime? It could be... and I'm just coming up with this off the top of my head... guilt over the death of a loved one, where you could've done something about it but didn't. I --



You know, I could erase those freckles for you if you want.

You touch those freckles and I'll erase your face.

Okay, I'm sensing hostility here...



Anyway, I think that's where someone like Spi -- that is, Lobster-Man's love interest could be, I don't know, *useful*. She could help him get over the mistakes of his past, make him understand that he doesn't have to be perfect.

She could be *important* to him --

Shyeah, right...



C'mon... what kind of woman would hook up with a guy like that, knowing that he could never put her first in his life?

Well, it's --

I'll tell you what kind.



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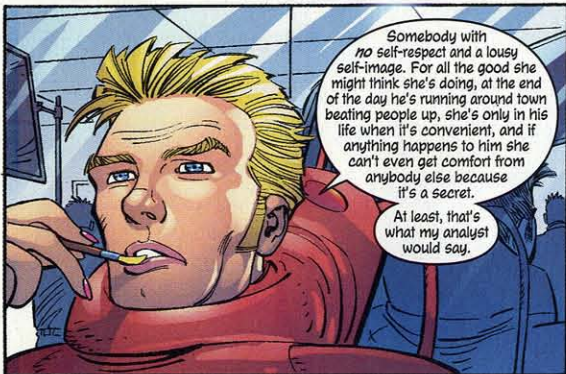


**STRETCH YOUR TONGUE™**



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A full-page comic book illustration depicting a fierce battle between Doctor Doom and Iron Man. Doctor Doom, on the left, is shown in his iconic green armor with multiple tentacle-like appendages extending from his back. He is lunging forward, his right arm reaching out towards Iron Man. Iron Man, on the right, is in his red and gold armor, wearing his helmet and looking back over his shoulder with a determined expression. He is in a defensive stance, with his right arm raised. The background is a chaotic scene of destruction, with large chunks of a building's facade crumbling and falling. A bright yellow and orange energy blast is visible where Doctor Doom's arm is reaching towards Iron Man. The overall color palette is dominated by the reds and yellows of Iron Man's armor, the greens of Doctor Doom's armor, and the oranges and yellows of the destruction.

Later, reporters would describe the hotel as saying it looked as though it had been in a war.





Later, a guest with a video camera would sell his footage of the fight to CNN for more money than I ever made selling photos to the Bugle all put together, thereby reaffirming the theory that print is dead. Or at least damned cheap.

Later, the Embassy Crown Hotel would have to sue its insurance company in order to receive compensation, on the premise that what happened was by no possible interpretation of insurance law an act of God.









Roll the dice  
and go web-swinging  
with everyone's favorite  
wall-crawler!

Help Spider-Man™ conquer his greatest enemies! Employing classic MONOPOLY game strategy, you will take risks, make deals and employ your finest negotiating skills as you tackle Doctor Octopus™, Carnage™ and Electro™!

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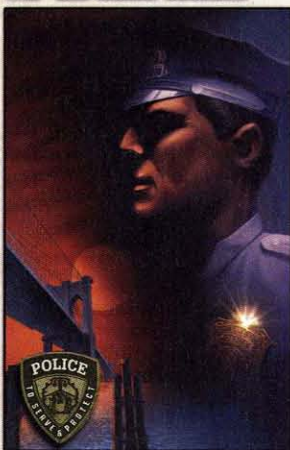
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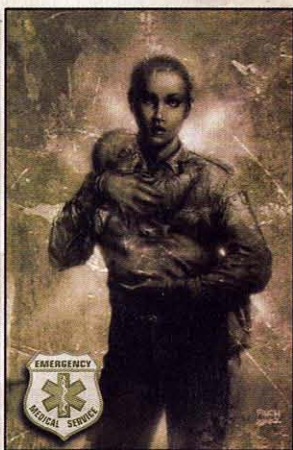
# THE CALL OF DUTY



The Brotherhood #3



The Precinct #2



The Wagon #1

**MARVEL**

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Got yourself  
a remote, Doc?  
Or --



Oh,  
crud.



Okay.

I think it's  
time to reassess  
the situation.



Stay out of this,  
Spider-Man.

Something  
old...



Unless you want  
to combine our forces,  
dispose of our unwanted  
guest and mutual enemy  
first, then settle this.

Something  
new...



Not as  
long as you've  
got what's  
mine.

Something  
borrowed...



Something  
blue.

I am so  
screwed.



# ULTIMATE MARVEL



**ULTIMATE SPIDER-MAN #25 -- Peter Parker vs. The Goblin...  
For The Fate Of Mary Jane! By Brian Michael Bendis & Mark Bagley!**

**ULTIMATE X-MEN #21 -- What's Up With Wolverine? By Mark Millar & Adam Kubert!**

**THE ULTIMATES #7 -- A New Story Arc Begins As The Black Widow Drops By! By Millar & Bryan Hitch!**









The last witnesses to flee the building describe a brutal fight between those involved --



--practically a war--

Could you turn that off, please?



Sure thing.



Thank you.



So lemme ask you a question, Doc ol' buddy ol' pal... this guy a friend of yours?



Carlisle?

Good. Now I have a name.

He's a thief!



Okay, we've established that you like the same things and your mom dresses you the same but did you come to the prom together?



Look at him! He's stolen my technology! There is room for only *one* Otto Octavius!

Yeah, especially with that new rule that you have to buy a second seat on the airplane if you're too fat for the first one --



Finally!

Uh-oh...





He's fast... I barely get out of the way of one of his arms before I realize --



--he wasn't aiming at me.

Wnnh!



Company... this is getting too crowded for my tastes. I need a distraction to get away, and hostages for insurance --



I think I know where I can get the latter -- I seem to recall there's a studio around here...

No!

--and now for the former.

No! What're you doing? Those are load-bearing walls! You'll bring the whole place down around us!

Around you two, perhaps.









Go.  
Hurry!

That's  
it... go  
on...



Okay...  
they're clear...  
now we can figure  
out a way to get  
out before --



WHISSSSSH

--what? --  
what're  
you --



You are  
not a civilian.  
Goodbye.



No...



TO BE  
CONTINUED



**Will Joe Quesada Take A Pie To The Face?**

**Will Bill Jemas Fall Into A Dunk Tank?**

**Will Peter David Get The Last Laugh?**

# U-DECIDE!



**CAPTAIN MARVEL**  
**Peter David • Chris Cross**  
*Alternate Covers by  
Joe Jusko & Alex Ross!*



**MARVILLE**  
**Bill Jemas • M.D. Bright**  
*Alternate Foil Covers by  
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*No Alternate Covers...  
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a square peg  
for your  
round hole.

**Starburst**  
isn't life juicy?