

**MARVEL**  
PG 48 489

STRACZYNSKI  
ROMITA JR  
HANNA

# the AMAZING SPIDER-MAN<sup>®</sup>



C/O  
2002  
D



0 71486 02457 6  
\$2.25 US \$3.75 CAN © 02457

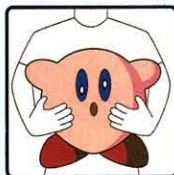
TM & © 2006 MARVEL

# First Aid for a Choking Kirby

*A Game Boy Advance Health Service\**



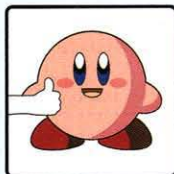
- 1** If you think Kirby is choking on an enemy, ask "Kirby, are you choking?" If Kirby is unable to answer, see step 2.



- 2** If Kirby did not answer you in step 1, try doing this until the enemy is clear of the airway.



- 3** If the enemy is clear of the airway but is still in Kirby's mouth, use two fingers to swipe mouth clean.



- 4** Now Kirby is ready to devour his enemies again. He'll steal their 24 powers and use them in his quest to get the Star Rod back from King Dedede and return good dreams to Dream Land.



\*For use on Kirby only. Do not try this at home. © 1993-2002 HAL Laboratory, Inc./Nintendo.™, ® and Game Boy Advance are trademarks of Nintendo. © 2002 Nintendo. Game and Game Boy Advance sold separately. [www.kirbykirbykirby.com](http://www.kirbykirbykirby.com)

TM & © 2006 MARVEL



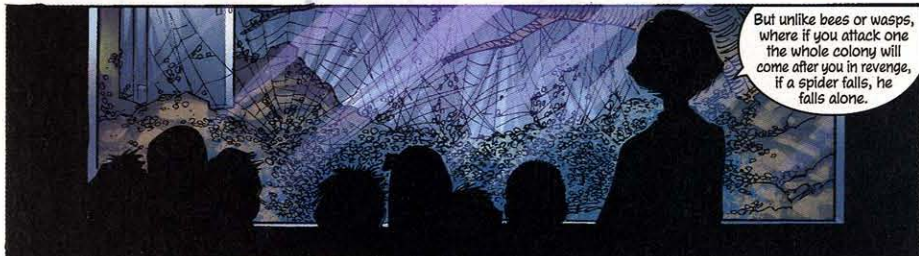
# DECEMBER IS ARACHNA-MANIA MONTH!

THE MUSEUM OF NATURAL HISTORY PRESENTS:  
**LIFE AND DEATH OF SPIDERS!**

--so that even though spiders, in the main, tend to nest in colonies, they remain independent in their hunting techniques.



There are some places in South and Central America where the spider colonies are so thick that the webs hang like curtains, one on top of the other, as far as the eye can see.



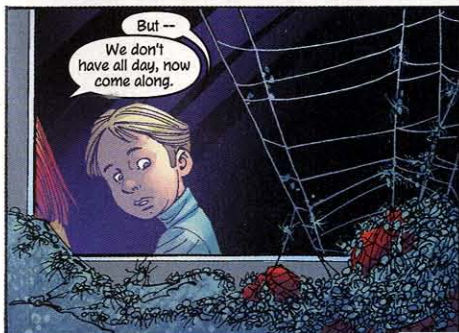
But unlike bees or wasps, where if you attack one the whole colony will come after you in revenge, if a spider falls, he falls alone.



Now, if you'll all come this way, we'll stop at the cafeteria so that teacher can get something with sugar and caffeine --

There's somebody *in* there.

Yes, of course there is.



But --  
We don't have all day, now come along.



No, really, there is. How come nobody ever believes me...





## A SPIDER'S TALE

J. MICHAEL  
STRACZYNSKI  
WORDS

JOHN ROMITA JR.  
PICTURES

SCOTT HANNA  
INKS

DAN KEMP COLORS

WARREN SIMONS  
COMICRAFT LETTERS

JOHN MISEGADES  
ASSISTANT EDITORS

AXEL ALONSO EDITOR

JOE QUESADA CHIEF

BILL JEMAS PRESIDENT

AMAZING SPIDER-MAN (ISSN #0274-5232) Vol. 2, No. 48, February, 2003. Published monthly by MARVEL COMICS, a division of MARVEL ENTERTAINMENT GROUP, INC. OFFICE OF PUBLICATION: 10 East 40th Street, New York, NY 10016. PERIODICALS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. © 2002 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. 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. \$2.25 per copy in the U.S. and \$3.75 in Canada (GST #R127032852); Canadian Agreement #4068637. Printed in the USA. Subscription rate (U.S. dollars) for 12 issues: U.S. \$27.00; Canada \$37.00; Foreign \$39.00. POSTMASTER: SEND ALL ADDRESS CHANGES TO AMAZING SPIDER-MAN, C/O MARVEL SUBSCRIPTION DEPT., P.O. BOX 32 NEWBURGH, NY 12551. TELEPHONE # (800) 217-9158. FAX # (845) 566-7020. [subscriptions@marvel.com](mailto:subscriptions@marvel.com). PETER CUNEO, Chief Executive Officer; AVI ARAD, Chief Creative Officer; GUY KARYO, Chief Information Officer; DAVID BOGART, Managing Editor; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on [Marvel.com](http://Marvel.com), please contact Russell Brown, Executive Vice President, Consumer Products, Promotions and Media Sales at [rbrown@marvel.com](mailto:rbrown@marvel.com) or 212-512-5551.





His name was Kwaku Anansi, and centuries ago he lived in the West African country now called Ghana.

They said he sometimes looked like a wise old man.



Other times, they said, he looked more like a spider, and traveled across Africa on strong web strings. Learning the ways of distant people.




Soon he had seen all there was to see, had traveled the land from shore to shore, and climbed and webbed his way to the highest point. But he yearned to see more, to learn more, to see past the horizon, to the world beyond the one he knew.




So he resolved to climb beyond where any had gone before, into the sky itself, where Nyame, the sky-god, lived, because Nyame was the keeper of all the stories of the world, past, present, and future.



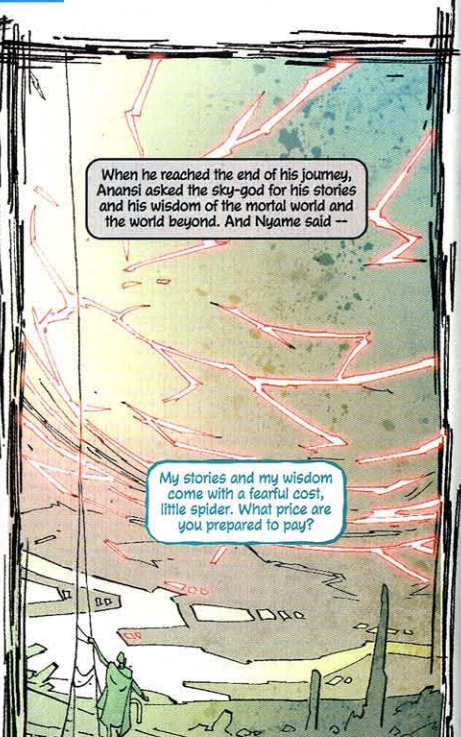
Anansi, a small green spider-like figure, is shown climbing a vast, golden web that fills the frame. The web is composed of many concentric and intersecting lines, creating a complex pattern. Anansi is positioned near the top left, reaching upwards.

He climbed higher than any man had climbed before.

He climbed for longer than there are words to describe it.

Anansi is climbing a thick, dark vertical pole. He is wrapped around the pole with his body and limbs, appearing to be in a state of intense effort. The pole is set against a bright, yellow background.

He climbed until he disappeared, passing beyond the edge of the mortal world.

Anansi is standing on a small, dark, rocky outcrop. He is looking out over a vast, desolate landscape under a sky filled with red lightning. In the distance, there are some structures that look like ruins or remnants of a civilization.

When he reached the end of his journey, Anansi asked the sky-god for his stories and his wisdom of the mortal world and the world beyond. And Nyame said —

My stories and my wisdom come with a fearful cost, little spider. What price are you prepared to pay?

A close-up of Anansi's face. He has a green, textured skin and a large, prominent nose. He is looking upwards with a determined expression. He is wearing a dark, ornate collar.

And Anansi said —

There is no price too high, no price I will not pay.

Anansi is shown from behind, standing in a stormy landscape. He is looking out over a vast, desolate landscape under a sky filled with red lightning. In the distance, there are some structures that look like ruins or remnants of a civilization.

Will you serve my cause throughout time?

I will.

Will you capture with your web those I ask you to capture?

I will.

Will you turn your face only toward me, forsaking all those you knew before?

And Anansi hesitated...

I cannot abandon those who turned to me in need, those I love, those I revere.

And Nyame said —

The price is sufficient.



Don Bluth Presents

# DRAGON'S LAIR 3D™

## Return to the Lair

Go to

[www.dragonslair3d.com](http://www.dragonslair3d.com)

to register for  
news & prizes!

More Dirk

More Daring

More Danger



Total 3D control over Dirk  
for the first time!



Massive 3D adventure that's  
over 7x larger than the original.



Over 250 rooms filled with  
deadly traps and plot twists.

 Dragonstone  
SOFTWARE



Available  
Jan. '03



PlayStation 2

Available Early '03

**ENCORE**

A NINTENDO CORPORATION COMPANY  
[www.encoreusa.com](http://www.encoreusa.com)



Mild Violence

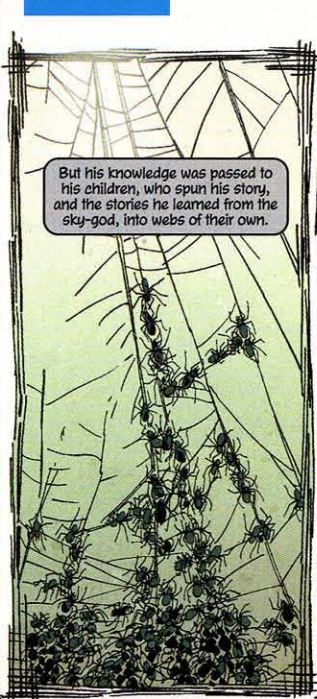
Dragon's Lair 3D © 2002 Dragon's Lair LLC and Don Bluth. All rights reserved. The Dragon's Lair name, logo, characters and indicia are trademarks of Dragon's Lair LLC and Don Bluth, and are used under license with permission. TM, © and the Nintendo GameCube logo are trademarks of Nintendo. © 2001 Nintendo. "PlayStation" and the "PS" Family logo are registered trademarks of Sony Computer Entertainment Inc. Encore Software and the Encore logo are trademarks of Encore Software, Inc. The ratings icon is a trademark of the Interactive Digital Software Association. All other brands, product names, logos, marks, copyrights and/or trademarks are the property of their respective holders. See website for rules and details.





Enter then  
into my secrets,  
and know  
my stories.

And with that, Anansi  
passed forever from the  
eyes of the waking world.

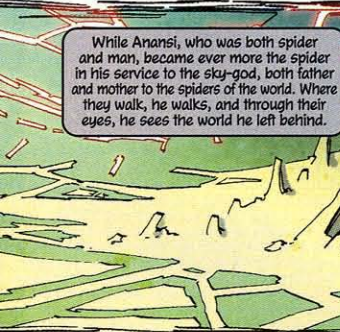


But his knowledge was passed to  
his children, who spun his story,  
and the stories he learned from the  
sky-god, into webs of their own.

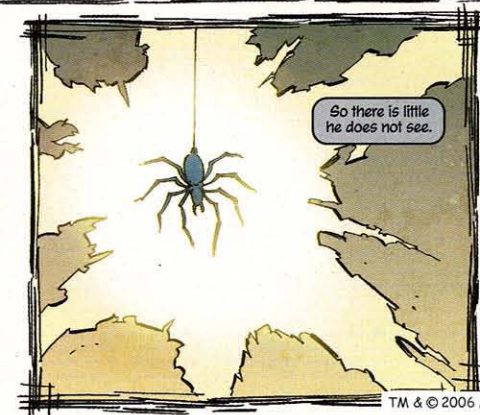


From that day until this,  
the webs of spiders tell  
stories learned from Nyame,  
stories of the world we know  
and the world beyond, stories  
of what is, what was,  
and what is yet to be.

The stories are all around  
us, for those who know  
how to read them.



While Anansi, who was both spider  
and man, became ever more the spider  
in his service to the sky-god, both father  
and mother to the spiders of the world. Where  
they walk, he walks, and through their  
eyes, he sees the world he left behind.



So there is little  
he does not see.



And less still  
that happens  
by accident.



# WARNING

## STUNTMAN IN ACTION.

## ENTER AT OWN RISK.



**I AM:**

☐ JET SKIING

☐ STUNT DRIVING


☐ SKY SURFING

☐ .....




**GAME BOY ADVANCE**





For while the spider's gifts  
can be stolen, borrowed,  
or impersonated --




--only once were they  
given freely. In the  
intersection between  
science and the spider.

Science allowed  
it to happen. But  
science is new, and  
the spider is old.

The science  
was random.

The placement,  
in a room filled  
with possibilities,  
deliberate.



There is no  
contradiction.  
You are a child of  
the spider and a  
child of science.

You are the product of  
neutrons and photons, of  
the dance of DNA and  
radiation, intertwining and  
exchanging information  
and intentions.

But your voice is the  
voice of the spider, a  
voice that is older than  
humankind itself --

--and to acknowledge  
the one is to  
acknowledge  
the other.



...Ezekiel...  
I was right...



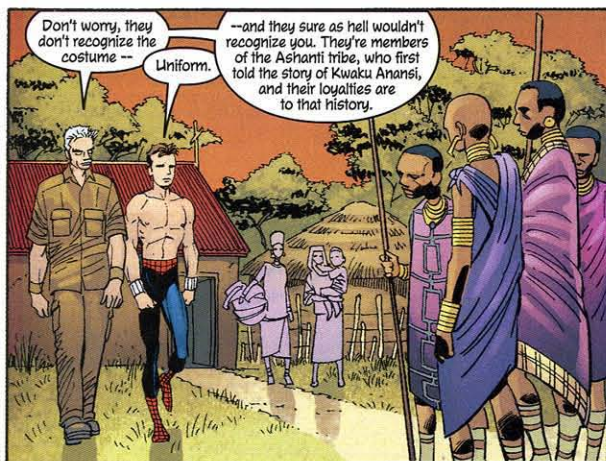
...you're  
alive...

And so are you. But just barely.  
You're lucky. Toward the end, you  
were operating on sheer instinct, and  
that brought you to the spider exhibit.  
She lost your scent among so  
many other spiders.









Don't worry, they don't recognize the costume --

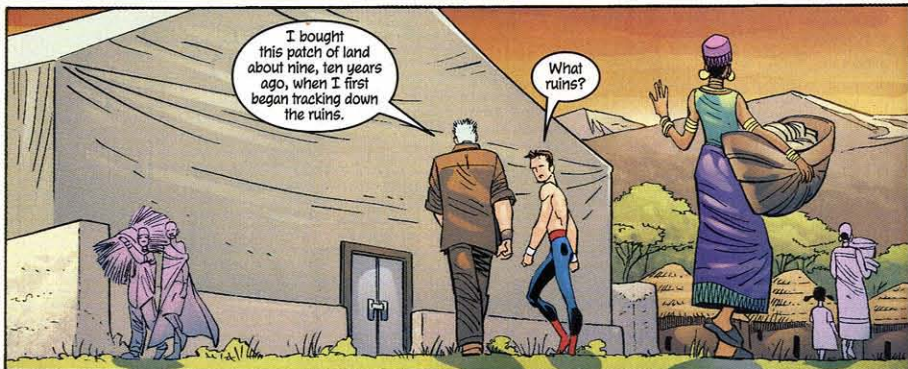
Uniform.

--and they sure as hell wouldn't recognize you. They're members of the Ashanti tribe, who first told the story of Kwaku Anansi, and their loyalties are to that history.



Then it wasn't a dream...

Hell, no. I just got bored sitting around waiting for you to wake up. Had to entertain myself somehow. And if you remembered any of it, all the better.



I bought this patch of land about nine, ten years ago, when I first began tracking down the ruins.

What ruins?



Hi, how you doing? They sure are friendly here.

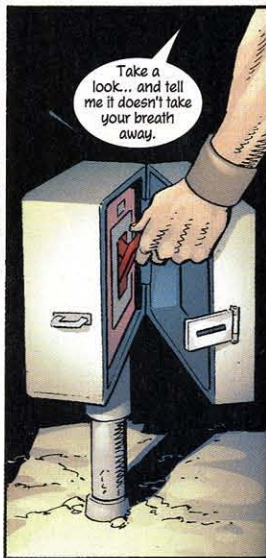
They're waving goodbye. Very few who come to the ruins survive the experience.

You couldn't have left that part out? I was actually feeling a bit better.

So like I said... what ruins?



An archaeologist friend tipped me off to them after he found the first one in Central America. The same exact iconography appears in all six, and they all tell the story of Kwaku Anansi, though sometimes the names vary.



Take a look... and tell me it doesn't take your breath away.





...whoa.

Thank you, Keanu Reeves.

What was that?

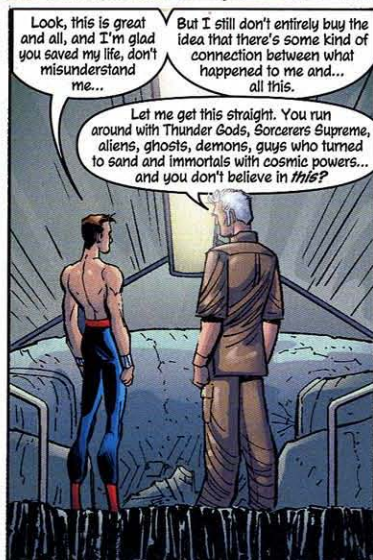
Skip it.



This is a place of power. It can serve you.



"As the first one we found in Central America served me, once, a long time ago."



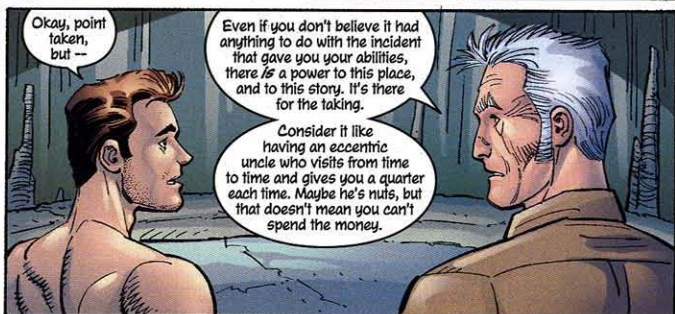
Look, this is great and all, and I'm glad you saved my life, don't misunderstand me...

But I still don't entirely buy the idea that there's some kind of connection between what happened to me and... all this.

Let me get this straight. You run around with Thunder Gods, Sorcerers Supreme, aliens, ghosts, demons, guys who turned to sand and immortals with cosmic powers... and you don't believe in *this*?



Okay, point taken, but --



Even if you don't believe it had anything to do with the incident that gave you your abilities, there *is* a power to this place, and to this story. It's there for the taking.

Consider it like having an eccentric uncle who visits from time to time and gives you a quarter each time. Maybe he's nuts, but that doesn't mean you can't spend the money.





Okay, so this place can protect me from Shathra?

Not exactly.

Will it make it harder for her to find me?



"Not exactly. If anything your presence here is bringing her to you faster than she could find you on her own."



So it won't protect me from the one who's trying to kill me, and actually makes it easier for her to find me.

Check.

Any way I can get a cab this far out of town?

I don't deny it will bring her here quickly, Peter. She is very likely almost here.



"The difference is, she will arrive... worried."



Because in this place, you are not alone. In this place, you are more purely what you are.

The spider to her wasp. But not irrational, the way she wanted you when she called you out to fight.



Focused.  
Primal.  
Deadly.

Be the spider. But be smart about it.



# GET READY FOR THE BATTLE AHEAD

# DRAGON BALL Z

## LEGENDARY SUPER WARRIORS

on **GAME BOY COLOR** Available November, 2002!



[www.dragonballz.com](http://www.dragonballz.com)

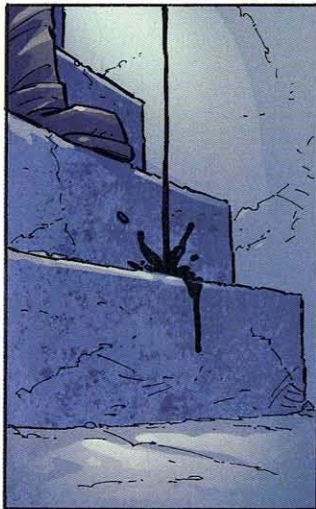
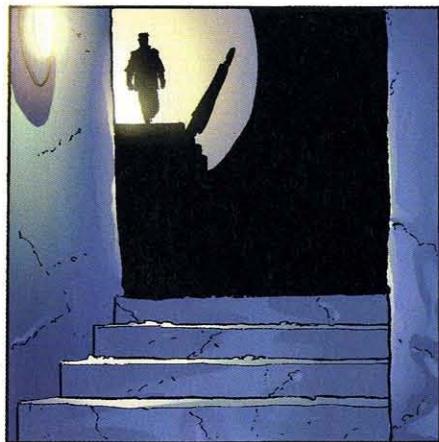


**Available Now!**













She's coming.



I can feel her.



Stand your ground, he said.

I fight the urge to run.



Instead, I find myself becoming calm, the calm of knowing that in the Insect Kingdom, you don't pick your fights. You don't just decide not to fight. When the predator comes knocking at your hidey-hole, you come out fighting.



Little spider...



Or you die.



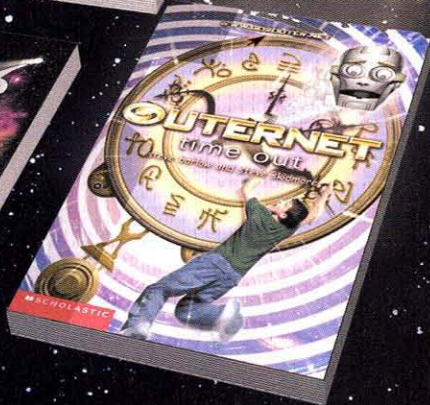
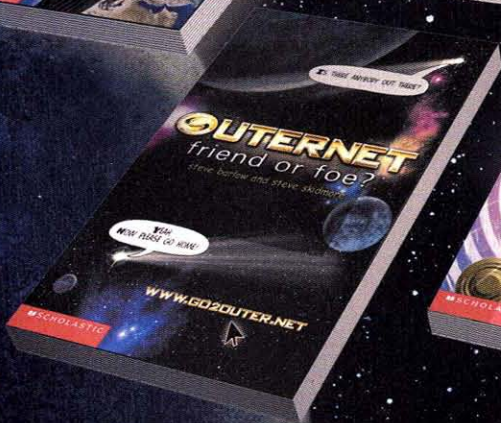
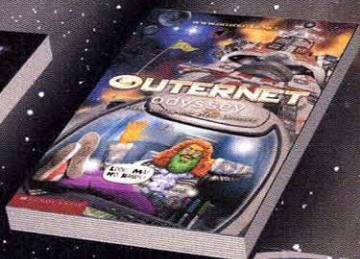
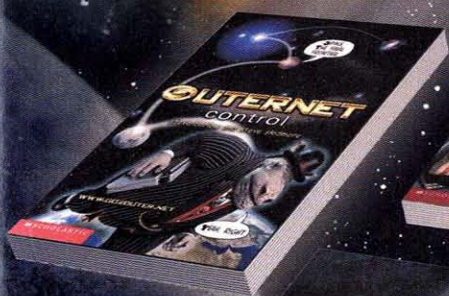
Time to die now.



When your  
**URL** connects  
to a **UFO**  
you're on the...

# **OUTERNET**

How great would it be to have a program on your laptop that gives you a link...to another Galaxy??!! That's just what happened to Jack, Loaf, and Merle. They've discovered the Outernet—a secret connection to distant galaxies and bizarre aliens. But now that they've exposed the planet, how on Earth can they save it?



[www.go2outer.net](http://www.go2outer.net)

Available wherever books are sold.

 SCHOLASTIC

TM & © 2006 MARVEL





And I decide  
that if I have to  
live like a spider or  
die like a man --



Then I'll be the  
spider I always  
knew was there.



Once and  
for all.



*On Sale  
Now!*



- ⚡ 7" scale figure
- ⚡ Sculpted by Steve Kiwus
- ⚡ Based on Greg Horn's Interpretation of the Ravishing Assassin
- ⚡ Castle Base
- ⚡ Revolutionary Interchangeable Arms and Legs
- ⚡ Specialty Market Exclusive
- ⚡ Part of a continuing monthly line of action figures

# LEKTRA™

Consumers: Please contact your local retailer or call (888) 266-4226 to find a retailer near you.  
Wholesale Inquiries: Please contact Diamond Select's sales staff at (410) 560-7100 for ordering information.

Elektra, Marvel and all related characters: TM & © 2002 Marvel Characters, Inc. All rights reserved. www.marvel.com Diamond Select Toys and Collectibles is a trademark of Diamond Select Toys and Collectibles, LLC. © 2002 Diamond Select Toys and Collectibles. All Rights Reserved. Product may vary from photograph.

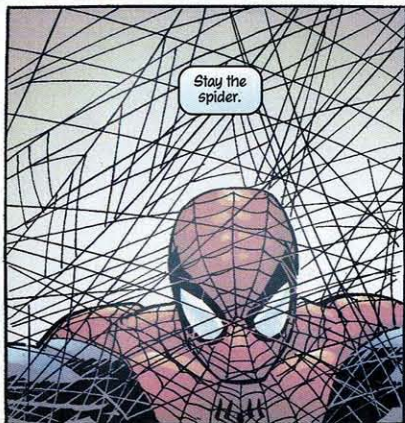
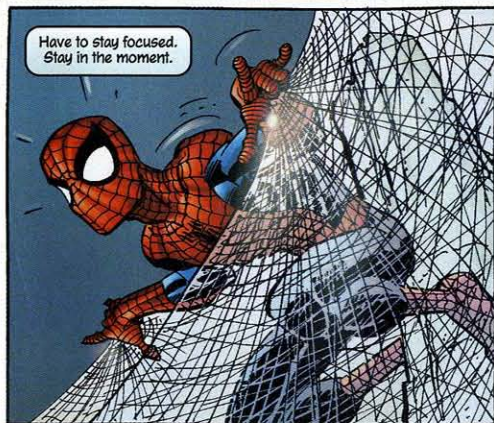




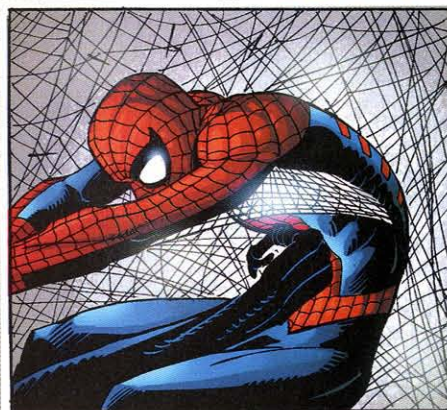


Come what  
may.













Little spider... little man... does not understand...

Shathra does not tire, does not stop. Shathra can play with the spider forever.

But sooner or later, the man in the spider has to sleep.



Then Shathra will take the spider. Take the man. Take everyone and everything he has ever loved.

We are natural enemies.

I will never go away.

Will the spider play... until death?



Yes.



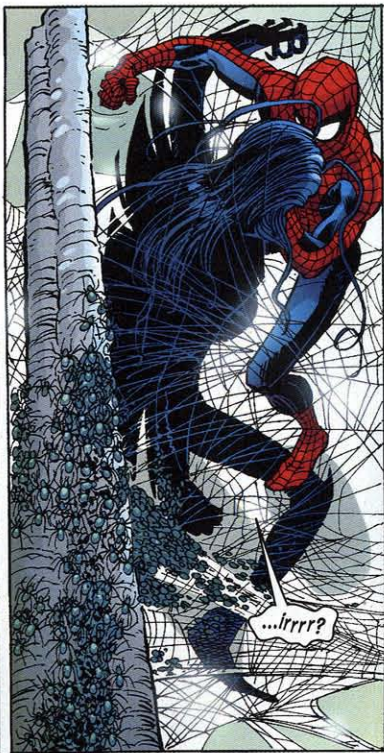
You said one of us would not walk out of here. Did you mean it, Peter?

To protect MJ and May, are you ready to go all the way? No matter what? Even if it means killing it?

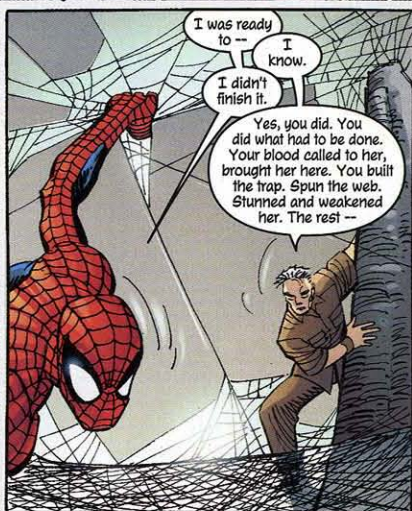
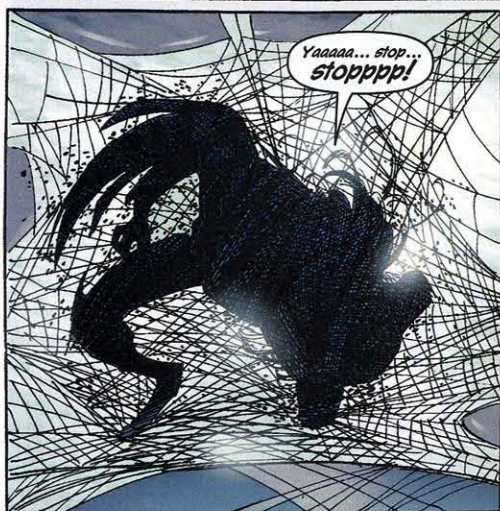
Her?

God help me, but I am. I am.













What's down there, Ezekiel?

You don't want to --

I need to know if she's going to come after me again. What's down there?



The food chain goes both ways, you know.

You got a problem with that?



No.



She's not human. Not really alive. I keep telling it to myself, over and over. In the hope that one day I'll believe it.



And the knowledge that I probably never will.



I don't know which is better, and which is worse. Which is me --



--and which is the spider.

"So it's been quite a news day for everyone, Beth."





It sure has been. As our viewers know, the news media was the victim of a hoax concerning the individual known as Spider-Man.

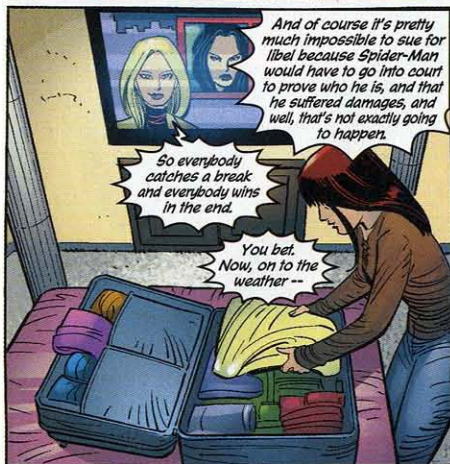
**FOX NEWS**



Apparently the information given about his reputation was far from credible, as demonstrated by these before and after pictures of the source in question.

It's always hard to do a story when you're not sure who, or what, you're really talking to, isn't it, Beth?

It sure is, Dave.



And of course it's pretty much impossible to sue for libel because Spider-Man would have to go into court to prove who he is, and that he suffered damages, and well, that's not exactly going to happen.

So everybody catches a break and everybody wins in the end.

You bet. Now, on to the weather --



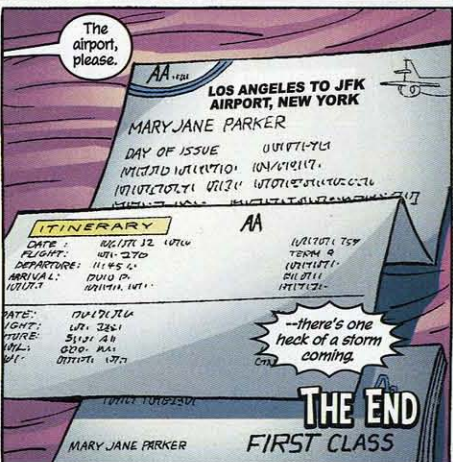
--as local LA viewers have noticed by now it's starting to come down pretty vigorously out there.



Yes, hello, I'd like to order a cab.

Where to?

One thing's for certain, Beth --



The airport, please.

**AA**  
**LOS ANGELES TO JFK AIRPORT, NEW YORK**  
**MARYJANE PARKER**

**ITINERARY**  
DATE: 06/17/12 10:16  
FLIGHT: 001-270  
DEPARTURE: 11:45 A  
ARRIVAL: 01:00 A  
01:00 A

--there's one heck of a storm coming.

**THE END**  
**FIRST CLASS**





**THE FUTURE  
OF ONLINE  
COMIC BOOK  
BUYING IS HERE.**

**15% off all comics & graphic novels**

**Online subscriptions**

**Worldwide shipping**

**Free shipping of orders over \$75.00**

**midtowncomics.com**

**VISIT US  
IN NYC!**

**MIDTOWN  
COMICS**

**TIMES SQUARE, NYC**

**1(800)411-3341, (212)302-8192 200 W. 40th street corner 7th avenue NY, NY 10018**

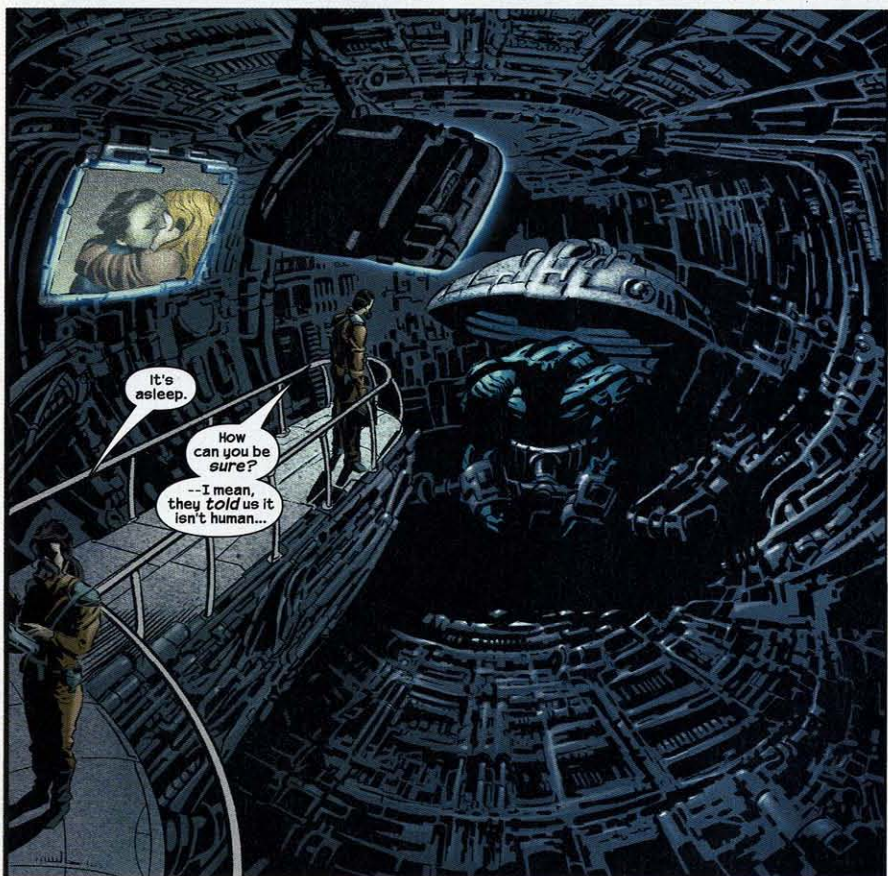


# MARVEL®

# THE INCREDIBLE HULK #50

## FREE PREVIEW OF

*IN A SECRET UNDERGROUND BUNKER IN  
THE AMERICAN SOUTHWEST...*











To Be Continued On February 12th By Bruce Jones & Mike Deodato Jr.  
And Look For The Free Preview In **WIZARD** #137!



# ULTIMATE WAR

THE ULTIMATES VS ULTIMATE X-MEN



Mark Millar & Chris Bachalo

Bring Together Comics' 2 Hottest Teams!

DEC. 2002

MARVEL

#### U.S. POSTAL SERVICE STATEMENT OF OWNERSHIP, MANAGEMENT AND CIRCULATION

(REQUIRED BY 39 U.S.C. 3685)

1. Publication Title: AMAZING SPIDER-MAN

2. Publication No.: 540-030

3. Filing Date: October 1, 2002

4. Issue Frequency: MONTHLY

5. No. of issues published annually: 12

6. Annual subscription price: \$27.00/12 issues

7. Complete mailing address of known office of publication: 10 East 40th St., New York, N.Y. 10016. Contact Person: Juan Collado: (212) 576-4098.

8. Complete mailing address of headquarters of general business office of Publisher: Same.

9. Full names and complete mailing addresses of Publisher, Editor, and Managing Editor: Publisher: Bill Jemas, 10 East 40th St., New York, N.Y. Editor: Axel Alonso, 10 East 40th St., New York, N.Y. Managing Editor: David Bogart, 10 East 40th St., New York, N.Y. 10016. Managing Editor: N/A.

10. Owner (If owned by a corporation, give the name and address of the corporation immediately followed by the names and addresses of all stockholders owning or holding 1 percent or more of the total amount of stock. If not owned by a corporation, give the names and addresses of the individual owners. If owned by a partnership or other unincorporated firm, give its name and address as well as those of each individual owner. If the publication is published by a nonprofit organization, give its name and address.) Hundred Percent (100%) Of the Common Stock of Marvel Enterprises, Inc. Is owned by Marvel Enterprises, Inc. Complete Mailing Address: Marvel Enterprises, Inc. 10 East 40th St., New York, N.Y. 10016.

11. Known bondholders, mortgages, and other security holders owning or holding 1 percent or more of total amount of bonds, mortgages or other securities. If none, check box ☐ None.

12. Tax Status For completion by nonprofit organizations authorized to mail at special rates. (Check one.) The purpose, function, and nonprofit status of this organization and the exempt status for Federal income tax purposes: ☐ Has not changed during preceding 12 months. ☐ Has changed during preceding 12 months. (Publisher must submit explanation of change with this statement)

13. Publication Title: AMAZING SPIDER-MAN

14. Issue date for circulation data below: SEPTEMBER

15. Extent and Nature of Circulation

A. Total No. Copies Printed (net press run): Average no. copies each issue during preceding 12 months: 165,765. Actual no. copies of single issue published nearest to filing date: 131,966.

B. Paid and/or requested Circulation: 1) Sales through dealers and carriers, street vendors and counter sales: Average no. copies each issue during preceding 12 months: 115,000. Actual no. copies of single issue published nearest to filing date: 116,546. 2) Paid or requested mail subscriptions: Average no. of copies each issue during preceding 12 months: 7,572. Actual no. copies of single issue published nearest to filing date: 9,250.

C. Total Paid and/or requested Circulation (sum of 15B(1) and 15B(2)): Average no. copies each issue during preceding 12 months: 122,572. Actual no. copies of single issue published nearest to filing date: 125,796.

D. Free Distribution by mail (samples, complimentary, and other free): Average no. copies each issue during preceding 12 months: 600. Actual no. copies of single issue published nearest to filing date: 600.

E. Free Distribution outside the mail: Average no. copies each issue during preceding 12 months: 0. Actual no. copies of single issue published nearest to filing date: 0.

F. Total Free Distribution (Sum of 15D and 15E): Average no. copies each issue during preceding 12 months: 600. Actual no. copies of single issue published nearest to filing date: 600.

G. Total Distribution (Sum of 15C, 15F): Average no. copies each issue during preceding 12 months: 123,172. Actual no. copies of single issue published nearest to filing date: 126,396.

H. Copies not distributed: (1) Average no. copies each issue during preceding 12 months: 42,593. Actual no. copies of single issue published nearest to filing date: 5,570.

I. Total (Sum of 15G, 15H(1), and 15H(2)): Average no. copies each issue during preceding 12 months: 165,765. Actual no. copies of single issue published nearest to filing date: 131,966.

Percent Paid and/or Requested Circulation (15C / 15G x 100): Average no. copies each issue during preceding 12 months: 99. Actual no. copies of single issue published nearest to filing date: 99.

16. Publication of Statement of Ownership: ☐ Publication required. Will be printed in the November issue of this publication. ☐ Publication not required.

17. Signature and Title of Editor, Publisher, Business Manager, or Owner: Jeff Dunez, Director of Advertising 10/01/02.

I certify that all information furnished on this form is true and complete. I understand that anyone who furnishes false or misleading information on this form or who omits material or information requested on the form may be subject to criminal sanctions (including fines and imprisonment) and/or civil sanctions (including multiple damages and civil penalties).



Things in the light are not the same in the dark



Travel two parallel worlds to fight evil and restore peace in the land of Hyrule. Or, try the depths of the Four Swords dungeons in a new challenge where you take on the ultimate Wind Mage with up to four players.



Link with up to  
4 Players



Mild Violence

© 2002 Nintendo. TM and Game Boy Advance and Game Boy Advance are trademarks of Nintendo. © 2002 Nintendo. [www.zelda.com](http://www.zelda.com)

TM & © 2006 MARVEL





LIVE IN YOUR WORLD.  
PLAY IN OURS™



### HELIPACK

THAT LITTLE ROBOT IS FINALLY  
GOOD FOR SOMETHING.



### WRENCH

WHAT DO YOU WANT?  
IT'S A FREAKIN' WRENCH.



### BOMB GLOVE

FINALLY, GLOVES THAT FIT  
NICE AND KILL ENEMIES.



### GRINDBOOTS

RIDE LONGER BOULS THAN YOU'VE  
EVER EVEN LIES ABOUT RIDING.



### SWINGSHOT

REMEMBER THE SWINGS AT THE  
COUNTY FAIR? QUADRUPLE THAT.



### MAGNEBOOTS

WALK UP WALLS. WALK DOWN WALLS.  
WHATEVER MAKES YOU HAPPY.



### GLOVE OF DOOM

IT'S JUST LIKE THE OLD EGG TOSS.  
ONLY THESE EGGS HATCH AND KILL.



### DECY GLOVE

WILL THE REAL RATCHET  
PLEASE STEP FORWARD?

ONE DAY YOU WILL LOOK BACK AT ALL  
THE DESTRUCTION YOU CAUSED AND SMILE

RIP THE GALAXY A NEW ONE.  
YOU DECIDE HOW.



INSOMNIAC  
GAMES

www.playstation.com Ratchet & Clank is a trademark of Sony Computer Entertainment Inc. Created and developed by Insomniac Games. © 2002 Sony Computer Entertainment America Inc. "PlayStation" and the "PS" Family logo are registered trademarks of Sony Computer Entertainment Inc. "Live in Your World. Play in Ours." is a trademark of Sony Computer Entertainment America Inc.

PlayStation 2



Mild Violence

TM & © 2006 MARVEL