

MARVEL
PSR 512

STRACZYNSKI
DEODATO JR
PIMENTEL

**SINS
PAST
PART FOUR**

THE AMAZING SPIDER-MAN

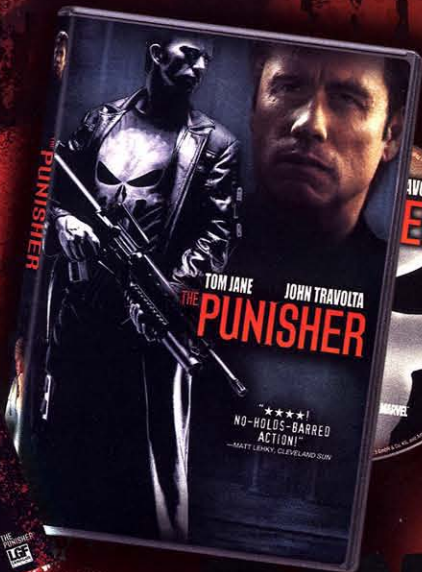


JOE ZAROW
JR



Let The Punishment Begin

EXCLUSIVE
COMIC BOOK



THE PUNISHER DVD AVAILABLE SEPTEMBER 7

For a limited time only, the DVD includes an exclusive 28-page bonus comic book written by GARTH ENNIS and pencilled by STEVE DILLON.

Available at **BEST BUY**

LIONS GATE FILMS PRESENTS IN ASSOCIATION WITH MARVEL ENTERPRISES A VALHALLA MOTION PICTURES PRODUCTION A VIP 2/VIP 3/LIONS GATE CO-PRODUCTION A JONATHAN HENSEL LEIGH FILM "THE PUNISHER"
TOM JANE JOHN TRAVOLTA WILL PATTON ROY SCHEIDER LAURA HARRING BEN FOSTER AND REBECCA ROMAIN-STAMOS MUSIC SUPERVISOR DAVID JORDAN MUSIC BY CARLO SILOTTI
EXECUTIVE PRODUCERS LISA TOMICZESZYN EDITED BY STEVEN KEMPER JEFF GULD PRODUCTION DESIGNER MICHAEL Z. HANAN DIRECTOR OF PHOTOGRAPHY CONRAD W. HALL CO-PRODUCER ARI ARAD EXECUTIVE PRODUCERS STAN LEE KEVIN FEIGE JOHN STARKIE
EXECUTIVE PRODUCERS ANDREAS SCHMID CHRISTOPHER ROBERTS CHRISTOPHER EBERTS EXECUTIVE PRODUCERS AMIR MALIN RICHARD SAPERSTEIN ANDREW GOLOV PATRICK GUNN
PRODUCED BY AVI ARAD PRODUCED BY GALE ANNE HURD WRITTEN BY JONATHAN HENSEL LEIGH AND MICHAEL FRANCE BASED ON THE MARVEL COMIC BOOK CHARACTER DIRECTED BY JONATHAN HENSEL LEIGH



FOR PERVERSE BRUTAL VIOLENCE,
LANGUAGE AND BRIEF NUDITY



VIP Medienfonds



www.lionsgatefilms.com

www.punisherthemovie.com

© 2004 Film & Entertainment VIP Medienfonds 2 GmbH & Co. KG, Film & Entertainment VIP Medienfonds 3 GmbH & Co. KG, and Artisan GmbH. All Rights Reserved. MARVEL, THE PUNISHER and all MARVEL character names and distinctive likenesses thereof. TM & © 2004 Marvel Characters, Inc. All Rights Reserved. Dolby is a registered trademark of Dolby Laboratories. Surround EX is a trademark of Dolby Laboratories.

TM & © 2006 MARVEL

SINS PAST

PART FOUR

J. Michael
Straczynski
writer

Mike
Deodato
pencils

Jose
Pimentel
inker

Matt
Milla
colorist

VC's Chris
Eliopoulos
letterer

Warren
Simons
associate editor

Axel
Alonso
editor

Joe
Quesada
chief

Dan
Buckley
publisher

YOU...YOU
WHAT?

I SAID, I
KNOW WHO THE
REAL FATHER OF
GWEN STACY'S
CHILDREN IS.

Amazing Spider-Man (ISSN #0274-5232) No. 612, November, 2004. Published Monthly except semi-monthly in May and September 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. © 2004 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 \$3.25 in Canada (GST #R127032852) in the direct market and \$2.50 per copy in the U.S. and \$4.25 in Canada (GST #R127032852) through the newsstand. Canadian Agreement #40668537. 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) 217-9166. FAX # (845) 966-7020. subscriptions@marvel.com. ALLEN LIPSON, Chief Executive Officer and General Counsel; AVI ARAD, Chief Creative Officer; SUZ KOPPEL, President of Publishing and COO; DAVID BISHART, Managing Editor; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Russell Brown, Executive Vice President, Consumer Products, Promotions and Media Sales at rbrown@marvel.com or 212-576-8561.

TM & © 2006 MARVEL



MJ, DO YOU REALIZE...
AND BE REAL CAREFUL
HERE...DO YOU REALIZE
WHAT YOU'RE
SAYING?

BECAUSE
EITHER YOU
JUST FOUND
THIS OUT,
AND I CAN'T
IMAGINE HOW,
OR--



--OR YOU'VE
KNOWN ALL THIS
TIME.

AND YOU'VE
NEVER TOLD
ME.

SO
WHICH IS
IT, MJ?



TELL ME IT WAS DIVINE REVELATION,
OR A HUNCH...TELL ME YOU GOT
SOMETHING IN THE MAIL, OR ED
MCMAHON CAME TO THE DOOR
AND--

TELL ME IT
WAS ANYTHING,
MJ, AND I'LL
BELIEVE IT,
ANYTHING
EXCEPT--



--EXCEPT THAT YOU'VE BEEN
KEEPING THIS FROM ME, ALL
THESE YEARS. TELL ME ANYTHING
BUT THAT, MJ. BECAUSE I
DON'T THINK--

--I DON'T
THINK I COULD
STAND IT.



I'M SORRY,
PETER, I--

I'M
SORRY.



YOU HAVE TO UNDERSTAND...
ALL MY LIFE, PEOPLE HAVE COME
TO ME, TRUSTING ME WITH THINGS
THEY'D NEVER TELL ANYONE ELSE.
I DON'T KNOW WHY, I DON'T
GO OUT OF MY WAY, IT
JUST...

...IT JUST
HAPPENS.
THAT'S
ALL.



SO THIS JUST
HAPPENED, IS THAT
IT? AND IT JUST
HAPPENED THAT YOU
DECIDED TO KEEP IT
TO YOURSELF ALL
THESE...ALL THESE...

JESUS,
M.J...



I DIDN'T TELL
YOU BECAUSE SHE
ASKED ME NOT TO.
BEGGED ME NOT TO.
SHE WAS SCARED,
DESPERATE, SHE--

I GAVE
HER MY WORD,
PETER. YOU KNOW
WHAT THAT'S LIKE. YOU
KNOW WHAT IT MEANS,
TO SWEAR SOMETHING
SO DEEPLY THAT YOU
JUST CAN'T--



GREAT POWER. GREAT RESPONSIBILITY.
YOU MADE THAT VOW ON BEN'S GRAVE,
AND KEPT IT IN HIS MEMORY. WOULD
YOU HAVE ME DO LESS?

SHE THOUGHT
IT WOULD DESTROY
YOU. AND AT THAT
TIME, SHE WAS
RIGHT. YOU WERE
HALF-MAD WITH
GRIEF, YOU
WERE--



I KNOW WHAT
I WAS, M.J. I
REMEMBER EVERY
SECOND OF IT.

BUT WHAT
ABOUT LATER?
WHAT ABOUT THE
YEARS WE'VE BEEN
TOGETHER SINCE
THEN?



I--



--HOW DO YOU JUST BRING SOMETHING LIKE THAT UP? "HERE'S YOUR EGGS, PETER, OH, AND BY THE WAY, ABOUT GWEN..."

HOW COULD I SAY SOMETHING THAT COULD DESTROY THE MEMORY OF THE ONE PERSON YOU LOVED ALMOST AS MUCH--

--ALMOST AS MUCH AS YOU LOVE ME.
MAYBE MORE.



I'M SO SORRY, PETER, I'M--

TELL ME EVERYTHING.



TELL ME ALL OF IT.



GWEN HAD BARELY GOTTEN BACK INTO TOWN WHEN WE FOUND OUT THAT HARRY OSBORN HAD OVERDOSED ON LSD, AND HIS FATHER WOULDN'T TAKE HIM TO THE HOSPITAL FOR FEAR OF THE SCANDAL.

I GOT THERE AS FAST AS I COULD.

Jude
LAW

Gwyneth
PALTROW

and
Angelina
JOLIE

SKY CAPTAIN *and the* WORLD of TOMORROW

PARAMOUNT PICTURES PRESENTS
A BROOKLYN FILMS II / BORSCHAG-BLUE FLOWER / FILMAURO PRODUCTION A KERRY CONRAN FILM
"SKY CAPTAIN AND THE WORLD OF TOMORROW" GYNNETH PALTROW JUDE LAW
CASTING BY RICK PAGANO MUSIC BY EDWARD SHEARMUR CO-PRODUCER MICHAEL GAMBON
DIRECTOR OF PHOTOGRAPHY ERIC ADKINS EXECUTIVE PRODUCER BROOKE BRETON
PRODUCED BY MARSHA OGLESBY PRODUCED BY AURELIO DE LAURENTIIS
EXECUTIVE PRODUCERS SCOTT E. ANDERSON
EDITED BY SABRINA PLUSCO, A.C.E.
EXECUTIVE PRODUCERS RAFFAELLA DE LAURENTIIS
PRODUCED BY JON AVNET
WRITTEN AND DIRECTED BY KERRY CONRAN
SOUNDTRACK AVAILABLE ON CD/DVD CLASSIC/SONY MUSIC SOUNDTRACK
READ THE NOVEL FROM LARRY BROWN
TM & Copyright © 2006 by Paramount Pictures. All Rights Reserved.

PG PARENTAL GUIDANCE SUGGESTED
SOME MATERIAL MAY NOT BE SUITABLE FOR CHILDREN
SEQUENCES OF STYLIZED SCI-FI VIOLENCE
AND BRIEF MILD LANGUAGE

IN THEATRES SEPTEMBER

"WE TOOK TURNS WATCHING OVER HARRY, TALKING TO HIM. THE ACID MUST'VE BEEN LACED WITH STRYCHNINE, BECAUSE HE KEPT SPASMING, GOING IN AND OUT OF CONSCIOUSNESS, HE COULD BARELY BREATHE...WE WERE TERRIFIED HE WAS GOING TO DIE.



SLAM!

"THEN WE HEARD HIS FATHER COME IN DOWNSTAIRS. I WAS GOING TO TALK TO HIM, TELL HIM THAT WE NEEDED TO GET HARRY TO THE HOSPITAL, BUT--"



NO, I'LL DO IT.
ARE YOU SURE?
POSITIVE. IF ANYTHING CHANGES WITH HARRY, YELL, ALL RIGHT?



I'LL TAKE CARE OF THIS.



"AFTER A LITTLE WHILE, HARRY'S BREATHING STABILIZED A BIT, AND HE FINALLY FELL ASLEEP. THEN I REALIZED--"



"-- I REALIZED THAT GWEN HAD BEEN GONE FOR AN AWFULLY LONG TIME.

"I KNEW THAT NORMAN HAD BEEN ACTING STRANGELY FOR THE LAST FEW DAYS, BUT AT THE SAME TIME, I DIDN'T THINK TOO MUCH ABOUT IT. I JUST WANTED TO SEE WHAT WAS TAKING GWEN SO LONG."

"WANTED TO MAKE SURE SHE WAS OKAY."

"THEN I HEARD VOICES."

"ARGUING."

"AND EVERY DAY SINCE, I WISH I WOULD'VE TURNED BACK, BUT I DIDN'T."

"I DIDN'T."

"YOU CAN'T DO THIS! YOU HAVE NO RIGHT!"

"NO? WATCH ME."

"YOU'LL NEVER GET YOUR HANDS ON THEM."

"AND IF YOU DON'T LET US TAKE HARRY TO THE HOSPITAL, IF YOU DON'T LET US HELP HIM, I--"

"YOU'LL WHAT?"



YOU THINK
YOU'RE LOOKING
AT A SCANDAL NOW?
WHAT DO YOU THINK
WOULD HAPPEN IF THE
BOARD OF DIRECTORS
FOUND OUT THE
TRUTH?

YOU
WOULDN'T
DARE.

NO?

NO.



I WON'T LET
YOU USE THEM
AGAINST ME,
GWEN. I WON'T
ALLOW IT.



THOSE
CHILDREN ARE
MINE, GWEN.
NOT YOURS!
MINE!

MINE.

CAUTION:
MAY BE HAZARDOUS TO YOUR FUNNY BONE.



THE COMPLETE 2ND SEASON • 3-DVD SET/40 EPISODES
AVAILABLE OCTOBER 19TH

SPECIAL FEATURES INCLUDE:

- Script viewer - Watch episodes and view scripts simultaneously
- "Around the world with SpongeBob SquarePants" montage
- Audio commentaries with SpongeBob animation crew
- Animation storyboards and more!

DOES YOUR DVD COLLECTION INCLUDE SEASON 1? AVAILABLE NOW.
www.nick.com www.paramount.com



*With the purchase of The SpongeBob SquarePants 2nd Season Box Set. **While supplies last. The SpongeBob SquarePants Movie opens 11/19/04 only in theaters. Offer expires 12/31/04. Date, art, availability and DVD special features subject to change without notice. © 2004 Viacom International Inc. All Rights Reserved. Created by Stephen Hillenburg. TM, ® & Copyright © 2004 by Paramount Pictures. All Rights Reserved.



CAPTAIN AMERICA™

SENTINEL OF LIBERTY!

Captain America
costumes coming
to a retailer
near you!
Halloween 2004



MARVEL

MARVEL, CAPTAIN AMERICA, and all character names and the distinctive likenesses thereof are trademarks of Marvel Characters, Inc. and are used with permission. © 2004 Marvel Characters, Inc. All rights reserved.
WWW.MARVEL.COM

Disguise

©2004 Disguise, Inc.
A Division of C&S
11605 Tech Center Court
Fremont, CA 92064
1.800.686.6801

www.disguise.com



LET ME THINK ABOUT IT. DOESN'T REALLY MATTER. I SUPPOSE. HARRY'S NO USE TO ME, ANYWAY. HE MEANS NOTHING. AS TO THE REST--

AS TO THE REST...THERE'S ONE LAST THING I NEED TO ASK YOU.



THE TWINS WERE BORN TWO MONTHS EARLY, IN FRANCE, WHILE I WAS TRYING TO FIGURE OUT WHAT TO DO, BUT--

--BUT THEY WERE BORN FULLY GROWN. AS IF THEY'D AGED NINE MONTHS IN JUST SEVEN. DO YOU HAVE ANY IDEA WHAT WOULD CAUSE SUCH A--

IT'S WHAT I SAID EARLIER.



THEY HAVE OSBORN BLOOD, AND OSBORN BLOOD...IS SPECIAL BLOOD. AND THEY...

...THEY WILL BE SPECIAL CHILDREN.

MY LEGACY. MY TRUE LEGACY.



YOU'RE INSANE.

OH, NO. I'M NOT THE ONE WHO'S INSANE. THAT WOULD BE YOU, AND THAT FOOL, PARKER.



ROMANTIC FOOL.





There is nothing I can't do
No truth I can't find
No evil I can't stop

SECOND SIGHT

A psycho psionic thriller
from the creators of TimeSplitters™



PlayStation 2

www.codemasters.com/secondsight



Blood
Mild Language
Violence

.FREE RADICAL

Codemasters™ 
GENIUS AT PLAY

© 2006 Free Radical Design Limited. All rights reserved. "Second Sight", "TimeSplitters" and "Free Radical Design" are trademarks of Free Radical Design Limited. Developed by Free Radical Design Limited. Published by The Codemasters. The Codemasters logo is a registered trademark and "GENIUS AT PLAY" is a trademark of Codemasters. "PlayStation" and the "PS" Family logo are registered trademarks of Sony Computer Entertainment Inc. TM, ® and the Nintendo GameCube are trademarks of Nintendo. © 2001 Nintendo. Microsoft, Xbox and the Xbox logos are either registered trademarks or trademarks of Microsoft Corporation in the U.S. and/or in other countries.

TM & © 2006 MARVEL





You can swing it like a lasso.

or rip off a piece and chomp on it. Bite it!

Chew it!

Twist it! With Nerds® Rope, you're expected to play with your food.



**AS MUCH FUN TO PLAY WITH
AS IT IS TO EAT**

wonka.com


WONKA® and NERDS® are registered trademarks of Société des Produits Nestlé S.A., Vevey, Switzerland

TM & © 2006 MARVEL







SHE SAID SHE'D GONE TO SEE HIM SEVEN MONTHS EARLIER ON SOMETHING ELSE, AND FOUND HIM UPSET, SAD, ALMOST BROKEN--



--AND I FELT SO BADLY FOR HIM, BUT AT THE SAME TIME, UNDER IT ALL, THERE WAS THIS STRENGTH, THIS MAGNETISM--



"--AS THOUGH THERE WAS THE PERSON I KNEW ON THE OUTSIDE, AND DEEP INSIDE, THIS OTHER PERSON, SO POWERFUL, YET SO MYSTERIOUS."



I DIDN'T INTEND FOR IT TO HAPPEN, BUT IT WAS AS IF THERE WAS SOMETHING INSIDE HIM THAT WAS SO STRONG, I COULDN'T WALK AWAY, I JUST...

...IT JUST HAPPENED. AND THE NEXT THING I KNEW--



--SHE WAS PREGNANT.

SHE SWORE ME TO SILENCE, JUST THE WAY I TOLD YOU. THEN WE WENT TO CHECK IN ON HARRY...



"...AND YOU ARRIVED."

HIS FATHER DOESN'T WANT TO TAKE HARRY TO A HOSPITAL. I THINK HE'S AFRAID THAT THE STOCKS IN HIS COMPANY WILL FALL EVEN FURTHER IF IT COMES OUT THAT THE FAMOUS NORMAN OSBORN'S SON HAD A RUN-IN WITH LSD.

I SHOULD TALK TO NORMAN--



Leave Your Comics At Home, Carry Your Favorite Marvel Characters In Your Checkbook!

Starting **\$9.99**
At A Low
Per Box/Singles

Elite Series Exclusively Licensed Designs - Top Tear Checks



Spider-Man™ Elite
Checks (4 Scenes) **SP**
Spider-Man™ Sheet Labels
(4 Scenes) **L4CSP**
Elite Leather Cover **LCSP**
MARVEL, Spider-Man™ & © 2004 Marvel
Characters, Inc. All rights reserved.
www.marvel.com



X-Men™ Elite Checks
(5 Scenes) **XM**
X-Men™ Sheet Labels
(5 Scenes) **L4CXM**
Black Leather Cover
LCXFBK
MARVEL, X-Men™ & © 2004 Marvel
Characters, Inc. All rights reserved.
www.marvel.com



Concerned about your personal information?

OUR PRIVACY GUARANTEE
is to never sell, rent or share your personal
information for either direct mail or
telemarketing purposes.

Phone Hours: M-F 6am-11pm; Sat. - Sun. 8am-6pm (CST) • Se habla Español. • Two box minimum on phone orders.

Call your order in today and mention Ad Code **M C M A** or order online today!

1-800-733-4443 • www.citm.com/mcma

Internet pricing & offers may vary.

To order by mail, send the following:

1. Original voided check clearly indicating any changes on the check.
2. Deposit ticket from same account.
3. Completed order form.

Send check or money order to:
Checks In The Mail
2435 Goodwin Lane
New Braunfels, TX 78135-0001

AD CODE

M C M A

Name _____

Daytime Phone _____

E-Mail _____

☐ Auto Draft my checking account with check # _____

Signature _____

Check Design Name _____

Check Design Code _____

Check Start # _____

If check code not specified, Blue Safety will be the design.

Start # will be 1001 if not specified.

Elite Series Checks

	QTY: 1 BOX	QTY: 2 BOXES
Singles (150 checks/box)	\$3.99	\$19.98
Duplicates (125 checks/box)	\$12.99	\$25.98

Designer Lettering: #31 Standard	#36 REGAL	#41 JAZZ	FREE!
Spider-Man™ Elite Leather Cover	#	\$14.99 ea	\$
Collections Black Leather Cover	#	\$3.99 ea	\$
Address Labels	#	\$5.99 set/144	\$

Handling (REQUIRED) cost per box/cover: # of bxs./covers x \$1.95 = \$

Trackable Delivery (checks only - all check boxes shipped together in 7 bus. days with this option)
☐ 1 bx. \$4.95 ☐ 2 bxs. \$6.00

Check here ☐ If you prefer free bulk delivery for your checks (10-12 bus. days from receipt of order. Boxes shipped separately)

Orders to GU/VUP/APO/FPO/HK are shipped Priority. (10-14 business days from receipt of order. 1 box only) add \$5.00

In a hurry? Order by phone! For security reasons, check orders will not be forwarded.

Sales Tax: TX residents: add 8.25%. FL residents: add 7.00%. FL rate adjustment for area of residence + (1-1) \$

Prices subject to change without notice. Order payments will be verified. Offer Expires 12/31/04

GRAND TOTAL \$



Find a LICK-O-METER and you could WIN!

**MANY WILL PLAY,
FEW WILL WIN.
NO PURCHASE NECESSARY.**
See below for how to get
a free prize!

**Eat,
Lick &
Win!**



Look for specially-marked packages of
WONKA Candy for your chance to WIN!
Enter at WONKA.COM for a second chance
to WIN!



ANY KID IN A FIVE MINUTE WILL WIN THE GRAND AND FIRST PRIZE. NO CASH. NO CONTAIN THE LIGHT-UP PICK-UPS. NO PURCHASE NECESSARY. Open to legal residents of the U.S. & D.C. who are currently living in Puerto Rico and where prohibited by law, who are 8 years of age or older.
Prize: Winner will receive \$100 Official Rules. Look for a kick-in movie game piece made special pickup locations. To obtain a free wrapper get the prize category/country name for game wrapper you're requesting your name, address and phone number on a 3"x5 card mail it in an envelope to the address for the chosen brand below. Limit one request per postmarked envelope. Sample requests must be postmarked by 11/01/06. There are 2 prizes categories for the Grand and First Prize: "Tart" & "Sour." Tart category includes SWEETARTS® and SWEETARTS® Mini-Chewy and the Sour category includes SWEETARTS SHOCKERS®. "Sour" tart wrapper request to P.O. Box 5396 Young America, MN 55555-5396. "Sour" wrapper request to P.O. Box 5395 Young America, MN 55555-5395. For a copy of the Rules print your name and address on a 3"x5 card, mail it in an envelope to: Light Up Official Rules, P.O. Box 5397 Young America, MN 55555-5397. Grand Prize: \$1,000,000. Second Prize: \$100,000. Third Prize: \$10,000. Fourth Prize: \$1,000. Sponsor: Nestlé USA, Inc. and Wm. Wrigley Chewing Gum Co., LLC. All trademarks and slogans are registered trademarks of Unilever North America, Inc. © 2006 Nestlé USA, Inc. www.sweetarts.com
 P.O. Box 5396, Young America, MN 55555-5396 | P.O. Box 5395, Young America, MN 55555-5395 | P.O. Box 5397, Young America, MN 55555-5397 | P.O. Box 5398, Young America, MN 55555-5398 | P.O. Box 5399, Young America, MN 55555-5399

ONLINE SUBSCRIPTIONS! OVER 600 TITLES!

 **800.411.3341**
212.302.8192

GRAND CENTRAL :: 459 LEXINGTON AVE. :: CORNER OF 45TH ST.
TIMES SQUARE :: 200 W. 40TH ST. :: CORNER OF 7TH AVE.
 TM & © 2006 MARVEL



"PETER, DO YOU
LOVE ME?"



WHAT KIND OF QUESTION IS THAT?
OF COURSE I LOVE YOU.

WOULD YOU
LOVE ME NO
MATTER WHAT I
TOLD YOU? NO
MATTER WHAT
MAY HAPPEN
BETWEEN US?

OF COURSE I
WOULD. WHAT KIND
OF QUESTION IS
THAT? DON'T BE
SILLY.

IT'S NOT--



OKAY, READY. LET'S
GET THE HECK OUT OF
DODGE BEFORE THIS
GETS TOO WEIRD EVEN
FOR THE THREE
MUSKETEERS.

YOU'RE MIXING
METAPHORS.

WHATEVER.



ARE
YOU SURE
YOU'RE--

I'M...I'M FINE,
PETER. THERE'S
TIME.

"THERE'S ALWAYS
TIME."





IT
MAKES
SENSE
NOW.



IT ALL
MAKES SENSE
NOW.



WHEN HE CHANGED TO THE GOBLIN, HE WAS FOCUSED ON COMING AFTER ME, BUT HE WOULD'VE HAD TO APPROACH IT THAT WAY. HE COULD NEVER ADMIT TO HIMSELF THAT HE WASN'T JUST AFTER ME...HE WAS AFTER GWEN AS WELL. HE COULDN'T ADMIT TO HIMSELF THE HORROR OF WHAT HE WAS GOING TO DO.



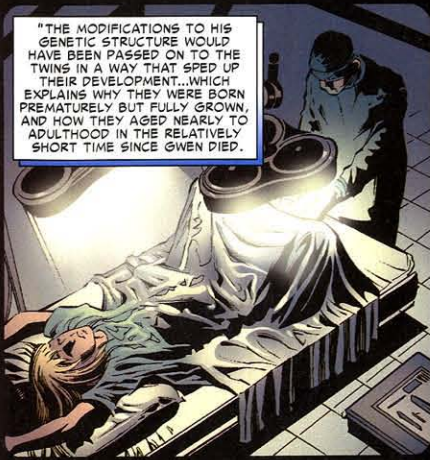
"NONETHELESS...THAT'S WHY HE TOOK GWEN. THERE WERE SO MANY OTHERS I CARED ABOUT THAT HE COULD HAVE GONE AFTER...YOU, AUNT MAY...BUT HE SPECIFICALLY WENT FOR HER."

IT WOULD BE
A TWO-FER...AND A
GOOD BUSINESSMAN
LIKE NORMAN ALWAYS
KNEW HOW TO GET
THE MOST BANG FOR
HIS BUCK.

NOW, FOR
THE FIRST TIME,
A LOT OF THINGS
ARE STARTING TO
MAKE SENSE.



"IT WAS NORMAN'S...
THE GOBLIN'S
ACCELERATED HEALING
FACTOR THAT LET HIM
SURVIVE AN IMPACT THAT
SHOULD HAVE KILLED HIM.



"THE MODIFICATIONS TO HIS
GENETIC STRUCTURE WOULD
HAVE BEEN PASSED ON TO THE
TWIN IN A WAY THAT SPED UP
THEIR DEVELOPMENT...WHICH
EXPLAINS WHY THEY WERE BORN
PREMATURELY BUT FULLY GROWN,
AND HOW THEY AGED NEARLY TO
ADULTHOOD IN THE RELATIVELY
SHORT TIME SINCE GWEN DIED.



"AS SOON AS
NORMAN COULD
TRAVEL, HE WENT
TO EUROPE. I
COULD NEVER
FIGURE OUT...
WHY EUROPE?
HE HAD MONEY,
RESOURCES, HE
COULD HAVE HID
OUT ANYWHERE
HERE IN THE
STATES.



"NOW, I THINK
I KNOW WHY.



"DID HE ALSO GO
THROUGH HER
PAPERS? FIND HER
LETTERS TO ME?

"DID HE THROW
OUT SOME, AND
KEEP OTHERS?

"THE ONES HE'D NEED
TO CONVINCE THEM THAT
I WAS THEIR FATHER?
THAT I'D GOTTEN GWEN
PREGNANT AND
ABANDONED THEM?

"AND THAT SPIDER-MAN,
NOT THE GREEN GOBLIN,
WAS THE ONE RESPONSIBLE
FOR HER DEATH?

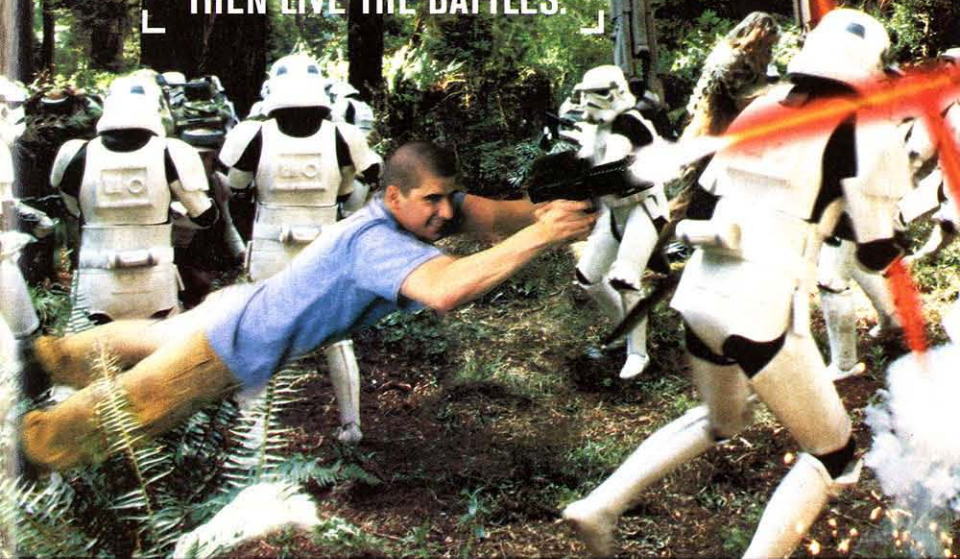
"IT WAS PERFECT,
BECAUSE IN SO
DOING, HE ENSURED
THAT SOMEDAY
THEY WOULD COME
AFTER ONE OR THE
OTHER OF US, AND
IN SO DOING,
GET BOTH.





POWERED BY
gameSpy

SEE THE MOVIES ON DVD.
THEN LIVE THE BATTLES.



STAR WARS BATTLEFRONT

COMING 9.21.04

FIGHT THE GREATEST WARS IN THE GALAXY
ANY WAY YOU WANT.

www.starwarsbattlefront.com

Available for console systems and PC-CD.



LucasArts and the LucasArts logo are registered trademarks of Lucasfilm Ltd. Star Wars Battlefront is a trademark of Lucasfilm Entertainment Company Ltd. © 2004 Lucasfilm Entertainment Company Ltd. or Lucasfilm Ltd. & © or TM as indicated. All rights reserved. GameSpy and the "Powered by GameSpy" design are trademarks of GameSpy Industries, Inc. All rights reserved. All other trademarks, product names and company names or logos are the property of their respective owners.

TM & © 2006 MARVEL



ALL THE YEARS HE KEPT COMING BACK AT ME FROM THE SHADOWS, OBSESSED WITH ME...ON ONE LEVEL, BECAUSE I EMBODIED THE SON HE'D WANTED...BUT ON ANOTHER LEVEL, HATING ME BECAUSE I WAS THE ONE GWEN HAD WANTED TO BE THE FATHER TO HER CHILDREN...HIS CHILDREN.



IF HE COULD TURN ME, AND RAISE THEM AS HE WANTED, WE'D BE ONE BIG, HAPPY GOBLIN FAMILY.



IT ALL LINES UP, M.J.

HE WAS A SICK MAN, PETER. INSANE--



"--UPSET, SAD, ALMOST BROKEN--"



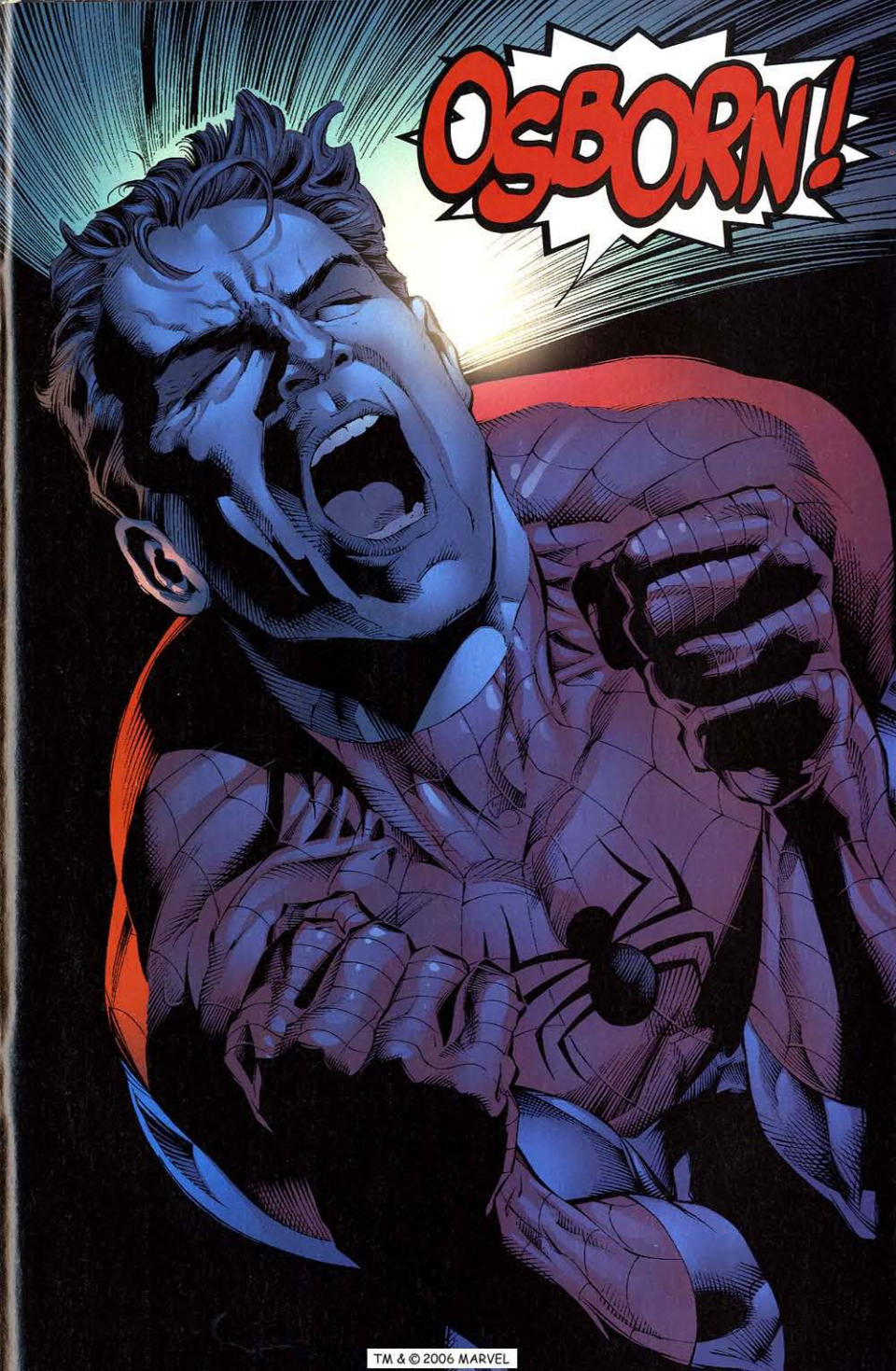
--AND I FELT SO BADLY FOR HIM, BUT AT THE SAME TIME, UNDER IT ALL, THERE WAS THIS STRENGTH, THIS MAGNETISM--

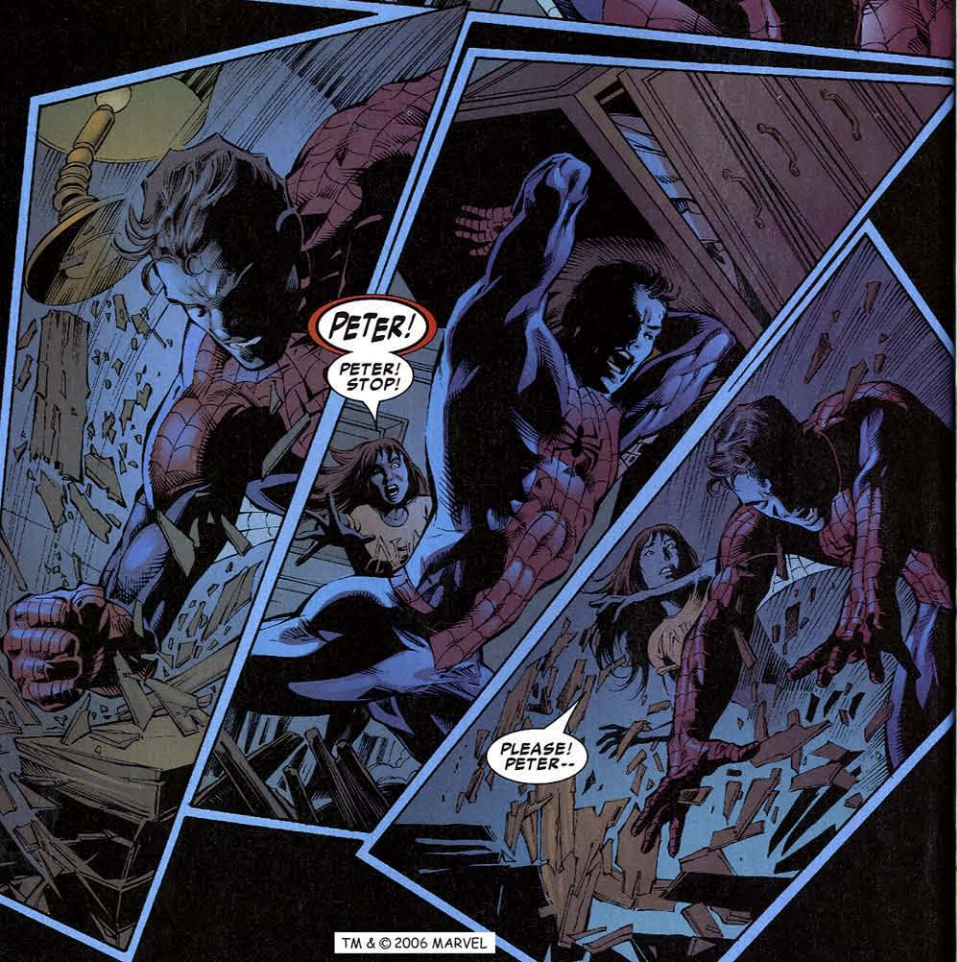


"--AS THOUGH THERE WAS THE PERSON I KNEW ON THE OUTSIDE, AND DEEP INSIDE, THIS OTHER PERSON, SO POWERFUL, YET SO MYSTERIOUS."

DID SHE SAY--







PETER!

**PETER!
STOP!**

**PLEASE!
PETER--**

SUBSCRIBE AND SAVE!

Check out our new website!
Subscribing has never been easier!
marvel.com/subscribe

GET HOME DELIVERY!

- 1 Title For \$23.97 - Save \$3!
- 2 Titles For \$22.97 each - Save \$8!
- 3 Or More Titles For \$21.97 each-
- A savings of \$15 or more!**

MARVEL AGE (ALL AGES)

- ☐ Marvel Age Spider-Man (MAS)
- ☐ Marvel Age Fantastic Four (MFF)

SPIDER-MAN

- ☐ Amazing Spider-Man (AMZ)
- ☐ Spectacular Spider-Man (SPI)
- ☐ Spider-Girl (SPG)

MARVEL ULTIMATES

- ☐ The Ultimates (ULA)
- ☐ Ultimate Fantastic Four (UFF)
- ☐ Ultimate Spider-Man (USP)
- ☐ Ultimate X-Men (UXM)

MARVEL HEROES

- ☐ Incredible Hulk (INC)
- ☐ Captain America (CAM)
- ☐ Avengers (AVE)
- ☐ Iron Man (IRM)
- ☐ Fantastic Four (FAN)
- ☐ Thor (THO)

MARVEL KNIGHTS

- ☐ Daredevil (DDV)
- ☐ Marvel Knights 4 (MKF)

X-MEN

- ☐ Astonishing X-Men (AXM)
- ☐ Exiles (EXL)
- ☐ Mystique (MYS)
- ☐ Uncanny X-Men (XME)
- ☐ Wolverine (WOL)
- ☐ X-Men (New X-Men*) (MEN)
- ☐ Excalibur (X-Treme X-Men*) (XTR)

*(name change)

LIMITED TIME COMBO OFFER

- ☐ **Yes!** I want both **Amazing Spider-Man** and **Uncanny X-Men** for just **\$37.94**

A Savings of \$16.00!

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!

Your satisfaction is guaranteed or your money back on remaining issues!

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

MARVEL ENTERTAINMENT GROUP, INC.
P.O. BOX 32 NEWBURGH, NY 12551.

Please provide credit card information or make your check or money order payable to "Marvel Entertainment Group, Inc."

OFFER GOOD UNTIL 10/31/2004.

YES, YOU CAN PHOTOCOPY THIS AD!

Please print:

NAME OF READER _____ DATE OF BIRTH (M/D/Y) _____

STREET ADDRESS _____ E-MAIL _____

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 & © 2004 Marvel Enterprises Inc. All rights reserved.

H46BC

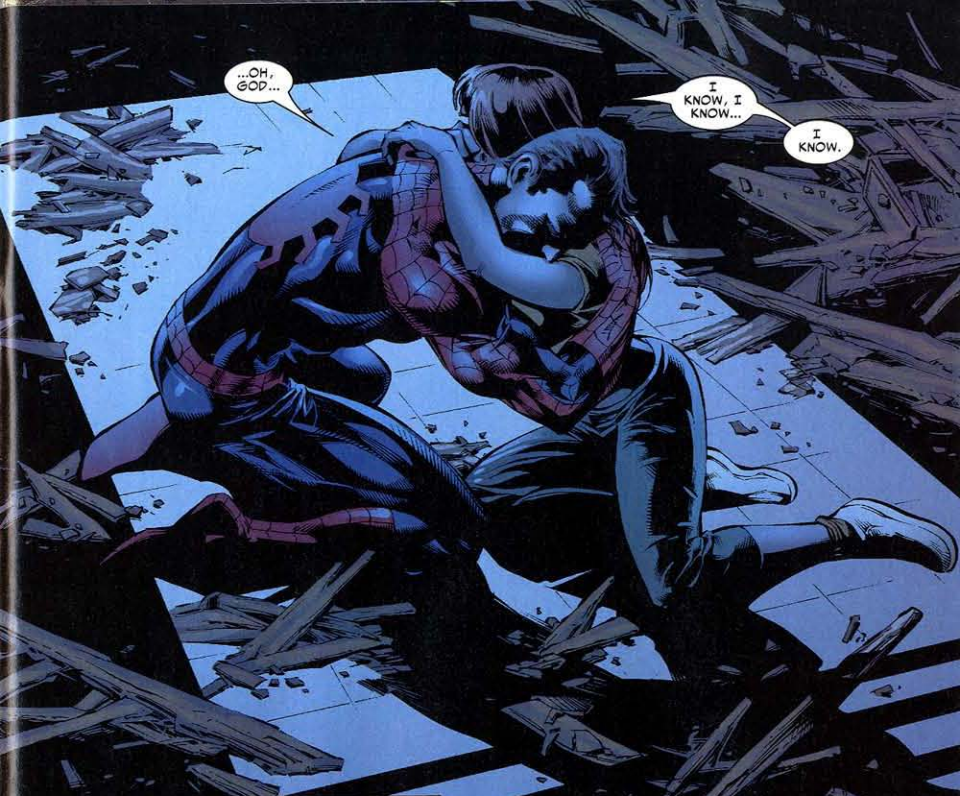
WWW.MARVEL.COM/SUBSCRIBE

For a comic store near you call 1-888-comicbook

TM & © 2004 MARVEL

MARVEL







SO.
WHERE DO
WE GO FROM
HERE?



YOU MEAN...DO I HATE
YOU FOR KEEPING THIS
FROM ME?

SOMETHING
LIKE THAT.

NO. FOR
A MOMENT,
I--

NO. I DON'T.
I LOVE YOU.
NOTHING CHANGES
THAT. IT'S JUST...
HARD, THAT'S ALL.



AND THE HARDEST
THING...IS REALIZING
WHAT I HAVE TO
DO NOW.

WHAT'S
THAT?

THE CHANGES IN
NORMAN'S DNA HAVE
CAUSED GWEN'S KIDS
TO AGE ABNORMALLY.
FROM THE WAY THEY
TALK, FROM THE ANGER
THEY HAVE TOWARD ME,
I THINK THEY KNOW
WHAT I KNOW NOW.



THAT THEY'RE
DYING. THEY'RE
GOING TO KEEP
AGING PREMATURELY
UNTIL IT KILLS
THEM.

I CAN'T LET
THAT HAPPEN, M.J.
THEY'RE ALL THAT'S
LEFT OF GWEN. I
CAN'T LET THEM DIE.
I CAN'T LET THEM
THINK I ABANDONED
THEM AND KILLED
THEIR MOTHER.



I HAVE TO FIND A WAY
TO SAVE THEM, M.J. FOR
GWEN. TO PUT SOME OF
THIS TO RIGHTS AGAIN.
I HAVE TO SAVE THEM.
SOMEHOW.

ASSUMING
THEY DON'T KILL
ME FIRST.

To be
continued.



WEB OF SPIDER-MAN

BOOSTER PACKS

THICKER PLOTS.
STICKIER WEBS.
A MILLION REASONS TO PLAY.

Prepare for More Ultimate TCG Action.



www.ude.com

Upper Deck Entertainment, V/s System, designs, and the card-hologram combination are registered trademarks of The Upper Deck Company, LLC. MARVEL and all Related Comic Book Characters, TM & © 2004 Marvel Characters, Inc. All Rights Reserved. www.marvel.com. Licensed by Marvel Characters, Inc. Printed in the U.S.A.

TM & © 2006 MARVEL

SPIDER-MAN 2™ THE GAME



Defeat Doc Ock™ in Spider-Man 2™ The Game

Swing through the city skyline to foil your ingenious nemesis. Race through 5 fully 3D environments and combat a variety of enemies in 15 challenging 2D environments. Explore a world filled with power-ups, secrets and special items. Post your high scores exclusively through the N-Gage™ Arena. Mobile gaming on the new pocket-size N-Gage™ QD and N-Gage™ game decks.

n-gage.com

N-GAGE QD anyone
NOKIA anywhere

GameStop

ES GAMES

Buy.com

T-Mobile

AT&T Wireless

cingular

MARVEL
PICTURES

ACTIVISION
SPIDER-MAN

N-GAGE
ARENA

TECH
K

Copyright © 2004 Nokia. All rights reserved. Nokia, N-Gage, N-Gage Arena and N-Gage QD are trademarks or registered trademarks of Nokia Corporation. Spider-Man and all related characters, TM & © 2004 Marvel Characters, Inc. Spider-Man 2, the movie, © 2004 Columbia Pictures Industries, Inc. Published by Activision Publishing, Inc. Game code © 2004 Activision, Inc. Activision is a registered trademark of Activision, Inc. and its affiliates. All rights reserved. Other product or company names mentioned herein may be trademarks of their respective owners.

TM & © 2006 MARVEL