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PART 3 of 4





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IT'S YOUR
FAULT I RUSHED
THE EXPERIMENT!

YOUR FAULT
THAT I ENDED
UP LIKE THIS!

YOUR FAULT
THAT THOSE PEOPLE
ARE DEAD!

AND YOU'RE
GOING TO HELP
ME GET OUT OF
THIS OR--

OKAY, OKAY.
THERE'S NO NEED
FOR THREATS. LET'S
JUST...DEAL WITH THIS
ONE PROBLEM AT
A TIME, ALL
RIGHT?



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Amazing Spider-Man (ISSN #0274-5232) No. 517, April, 2005. 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. © 2005 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 #R127032652) in the direct market and \$2.99 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) 217-9158. FAX # (845) 566-7020. subscriptions@marvel.com. AVI ARAD, Chief Creative Officer; ALAN FINE, President & CEO of Toy Biz and Marvel Publishing; DAN CARR, Director of Production; ELAINE CALLENDER, Director of Manufacturing; DAVID BOGART, Managing Editor; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Joe Maimone, Advertising Director, at jmaimone@marvel.com or 212-576-8534.

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Got to be careful...between the chemicals in the skinsuit, and the fact that Charlie was never exactly that stable in the first place, this could go very bad, very fast.

YOU SAID IT YOURSELF, THE ONLY WAY TO KEEP THE POLICE FROM ASSOCIATING YOU WITH THE EXPLOSION AT THE LAB IS TO GET THAT SKINSUIT OFF...BUT THAT REQUIRES RESOURCES AND MONEY WE DON'T HAVE--

NO, YOU'RE WRONG.

I SAID I CAN'T ACCESS MY ACCOUNTS, NOT IN THE AMOUNTS I NEED, LOOKING LIKE THIS. BUT IT'LL TAKE THEM AT LEAST A DAY TO FREEZE WHAT'S LEFT OF THE MONEY FROM STARK INDUSTRIES, AND WE CAN GET THE MONEY OUT BEFORE THEM.

THAT IS, YOU CAN GET IT OUT.

I'LL GO BY MY PLACE, SEE IF I CAN GET TO MY CHECKS. I'LL WRITE ONE OUT TO YOU FOR EVERYTHING THAT'S LEFT. I'LL MEET YOU AT THE UNITED BANK ON THIRD IN TWO HOURS, THEN WAIT WHILE YOU GO IN AND CASH IT.

CHARLIE, THAT'S AN AWFUL LOT OF MONEY, I--

I KNOW.



SO LIKE I SAID, I'LL BE THERE, WATCHING. IF ANYTHING GOES WRONG, IF YOU TRY ANYTHING...IT'S NOT JUST YOU THAT'LL PAY THE PRICE. IT'S EVERYONE AND EVERYTHING YOU LOVE.


SEE, THAT'S THE ONLY DIFFERENCE BETWEEN US, YOU GOT LUCKY. YOU HAD FAMILY, AND FRIENDS, AND YOU GOT MJ AND...AND YOU HAD EVERY BREAK I NEVER HAD.

WELL, NOW THAT'S GOING TO CHANGE. YOU'RE GOING TO GIVE ME MY BREAK. I SUFFERED FOR IT AND I'M ENTITLED TO IT. SO DON'T SCREW IT UP.

Did I actually think that this *COULD* go very bad, very fast?

COULD implies the future tense.

This is **ALREADY** real bad.

A large vertical panel showing Spider-Man in his blue and red suit hanging upside down from a chain. He is looking down with a determined expression. The background shows a city street with buildings and cars.

I should've **KNOWN** this was going to happen. Friend or not, guilt over the past or not, I should've known better.

When am I going to learn to listen to the fairy godmother voice in the back of my head that tells me when I'm about to do something massively stupid?


YOU SEE, PETER, THERE ARE TWO KINDS OF PEOPLE IN THE WORLD. THOSE WHO LOOK FORWARD TO WHAT THEY'RE GOING TO DO, AND WHAT THEY'RE GOING TO BE IN THE FUTURE...AND THOSE WHO LOOK TO THE PAST FOR REASONS WHY THEY CAN'T BE ANYTHING MORE THAN WHAT THEY ARE.

THEY BLAME EVERYONE ELSE FOR THEIR MISTAKES, AND SO THEY CAN NEVER MOVE FORWARD.

A panel showing a witch with a red robe and a pointed hat with yellow stars flying over Spider-Man. She is holding a wand that emits a bright light.

SO IF SOMEBODY LIKE THAT COMES ASKING FOR A FAVOR...TELL 'EM TO DROP DEAD.

NOW PUT DOWN THAT GLASS SLIPPER, GO OUT THERE AND GET ME SOME PICTURES OF THE ROYAL BALL.

A panel showing Spider-Man swinging away from the witch. The background is a dark city skyline.

Okay, that settles it. I am in need of some serious, serious counseling.

"SORRY, PAL, YOU
CAN'T GO IN THERE."

SEVEN DAYS LEFT UNTIL THE WORLD PREMIERE OF
CATS ALWAYS LIE

A NEW PLAY BY FETTES GREY

THIS IS AN
EMERGENCY--

IS IT? BECAUSE I
DONT HEAR ANY POLICE
SIRENS, AMBULANCES
OR FIRE TRUCKS...AND
THAT'S WHAT I'D SAY
IS AN EMERGENCY.

LOOK--

HAS ANYONE
BEEN INJURED OR
KILLED, PAL?

YOU SEE THAT RED BULB? THAT TELLS
ME WHEN THEY'RE READY TO TAKE AN
ACT BREAK ON THE DRESS REHEARSAL.
UNTIL THEN, NOBODY WALKS INSIDE.
DIRECTOR'S ORDERS.

...FOUR,
THREE, TWO,
ONE...

AND HOW
LONG UNTIL THE
ACT BREAK?

NOT--

--YET.

THEN I
CAN'T HELP
YOU.

NOW. YES, IT WAS JUST TEN SECONDS,
BUT AS MICHELANGELO SAID, "TRIFLES
MAKE PERFECTION, AND PERFECTION IS
NO TRIFLE." APRES VOUS.

WHAT
WAS THAT,
SIR?

NOTHING,
I JUST
COUGHED.

LIVE BY THE SWORD



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LISTEN...WHEN YOU'RE DONE HERE, I WANT YOU TO SWING BY AND GET AUNT MAY, AND CHECK BOTH OF YOU INTO A HOTEL.


WHY?

THINGS WITH CHARLIE HAVE GONE SOUTH IN A BIG WAY. I THINK I CAN TURN IT AROUND, BUT THE THING IS, HE KNOWS WHERE WE LIVE, HE KNOWS WHERE MAY LIVES, AND I WANT TO MAKE SURE YOU'RE OKAY IF THINGS BLOW UP.




"PETER, IS THIS THE SAME CHARLIE WEIDEMAN WE'RE TALKING ABOUT? I THOUGHT YOU SAID HE WAS THE BIGGEST GEEK SINCE--"

"--WELL, SINCE YOU."



"HE WAS, M.J. BUT YOU OF ALL PEOPLE SHOULD KNOW THAT SOMETIMES THINGS CHANGE.

"AND WHEN THEY CHANGE, THEY CHANGE FAST..."



"...AND NOT ALWAYS FOR THE BETTER."



M.J...

RIGHT--

DON'T WORRY ABOUT US, PETER...YOU JUST DO WHAT YOU HAVE TO. WE'LL BE FINE.

"WITH ANY LUCK,
THIS WON'T BE AS
BAD AS YOU THINK."

--CONTINUING OUR
COVERAGE OF THE
MASSIVE EXPLOSION
LAST NIGHT AT THE
DELANCEY INDUSTRIAL
PARK.

AS REPORTED FIRST IN OUR BROADCAST
THIS MORNING, THE FACILITY IN QUESTION
WAS RENTED TO MR. CHARLES WEIDERMAN,
WHO HAS NOT BEEN SEEN SINCE THE
BLAST THAT ROCKED THIS END OF TOWN.

THOUGH WE HAVE NOT YET BEEN
ABLE TO LEARN MUCH ABOUT MR.
WEIDERMAN, ONE INDIVIDUAL HAS
COME FORWARD WHO SAYS HE
KNEW HIM IN EARLIER YEARS.

NO...NO...

YEAH, I KNEW
CHARLIE WEIDERMAN--I
MEAN, WEIDERMAN--WHEN
I WAS IN SCHOOL, BACK
WHEN IT WAS STILL
CALLED MIDTOWN
HIGH.

I WAS WATCHING TV
IN MY HOUSE BACK THERE
WITH MY WIFE, AND WE
WERE JUST, Y'KNOW,
SNUGGLING--

ANYWAY, I SAW THE
NAME AND THE PICTURE,
AND I SAID TO HER, HEY,
SHEILA, THAT'S THAT GUY
WE KNEW FROM HIGH
SCHOOL!

RICH, WE'RE
ON TEEVEE...
SINGLE...

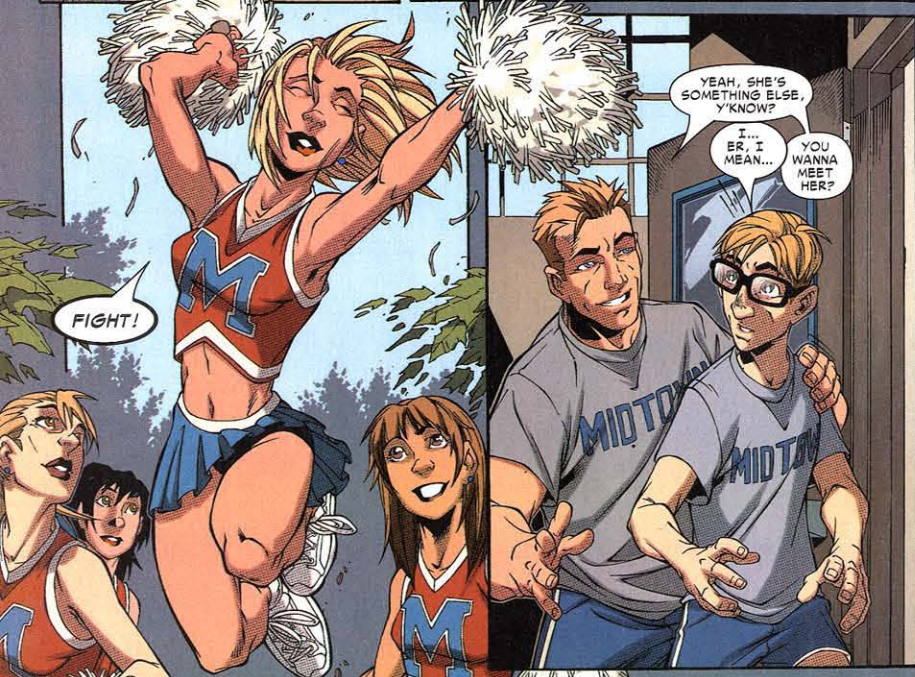
BECAUSE I'M A GOOD GUY,
I DID ALL I COULD TO HELP
HIM, Y'KNOW? BE A FRIEND
AND ALL, BECAUSE THAT'S
JUST THE KIND OF PERSON
I AM, Y'KNOW?

BUT SOME
PEOPLE JUST
DON'T APPRECIATE
THAT...Y'KNOW?

TELL YOU THE
TRUTH, HE WAS
A WEIRD GUY,
EVEN THEN.

HOW
SO?

WELL, HE WAS JUST
WEIRD, Y'KNOW? NEVER
GOT ALONG WITH
ANYBODY. AND I MEAN
ANYBODY.



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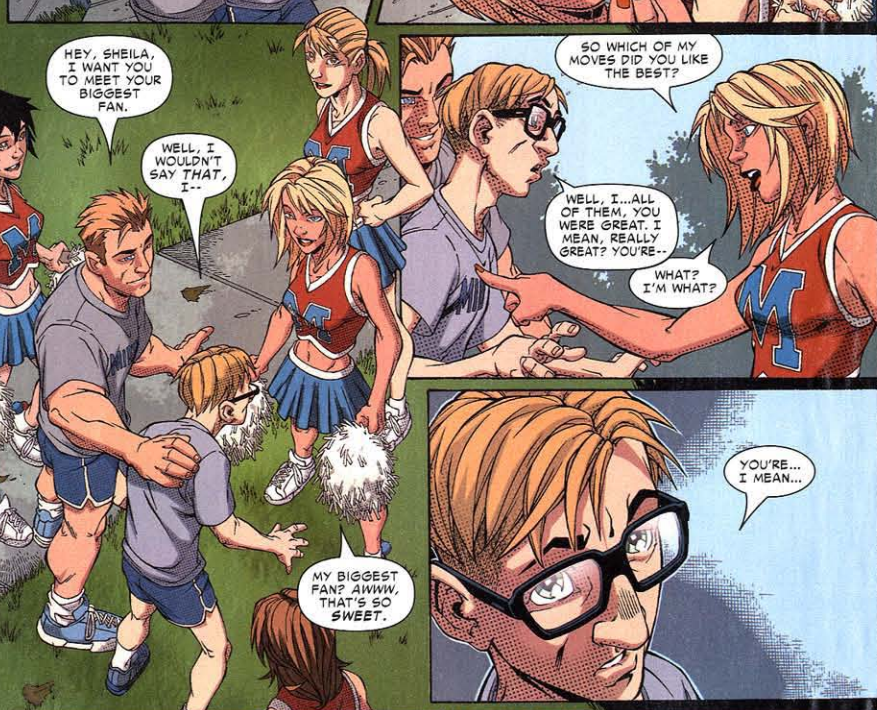
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Intense Violence
Language**

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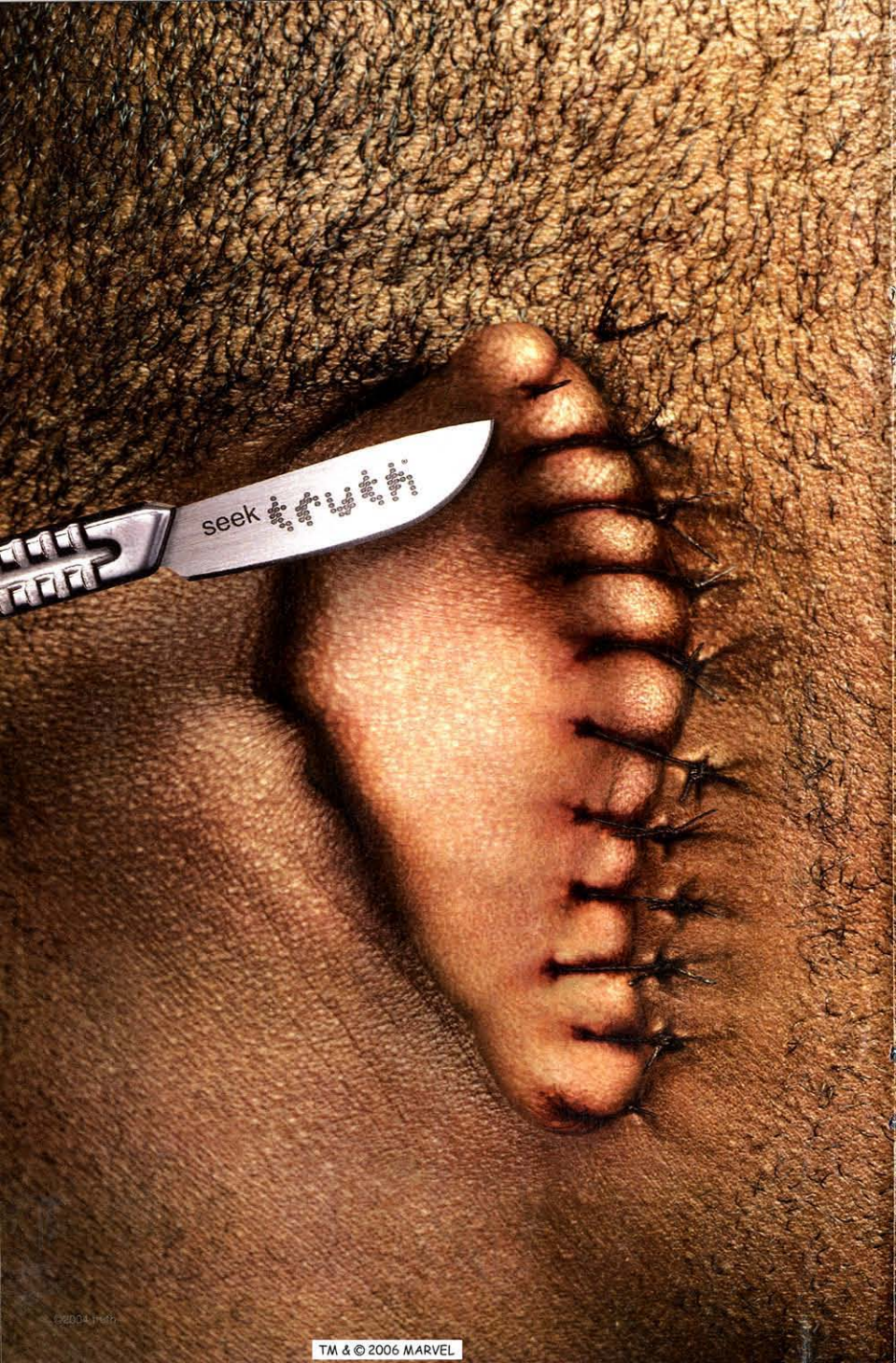
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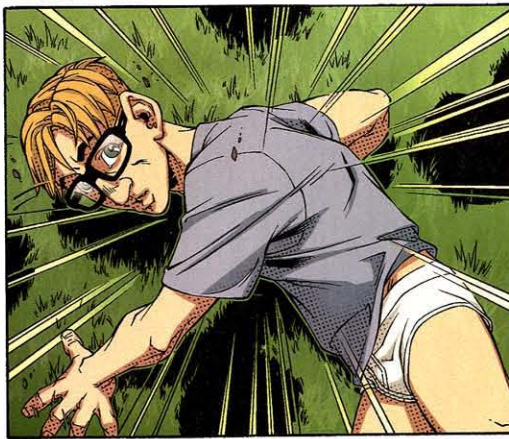
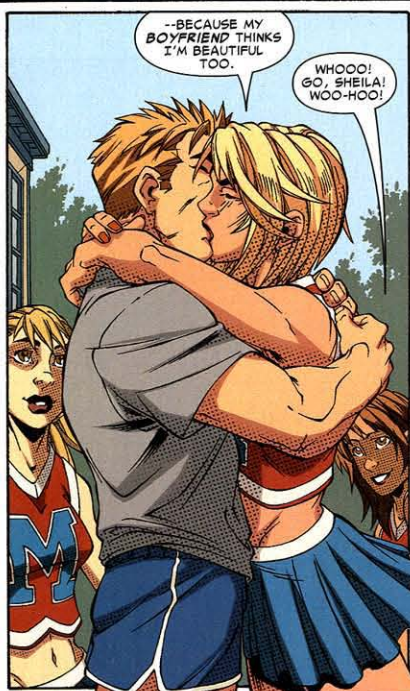
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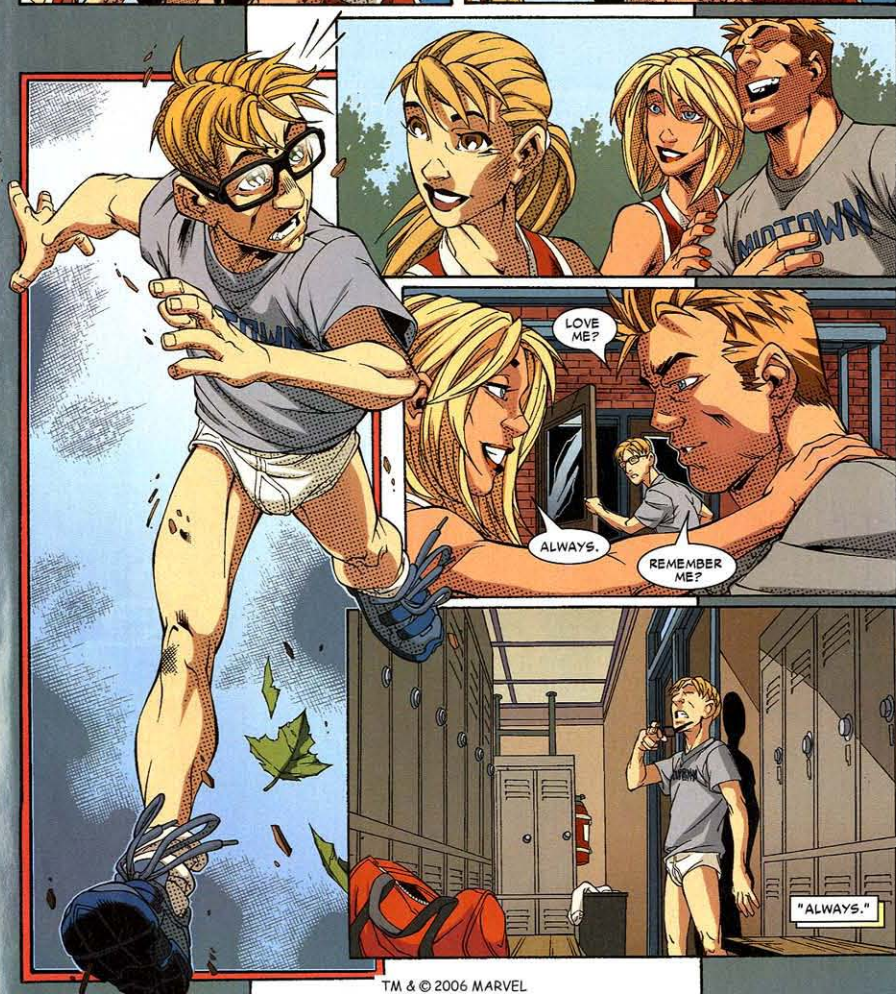




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WE SAW
THE EXPLOSION ON
THE NEWS, IT WAS
JUST AWFUL.



YOU THOUGHT YOU WERE SO SMART,
THOUGHT YOU WERE BETTER THAN ME,
BUT YOU'RE A LOSER, CHARLIE. YOU'VE
ALWAYS BEEN A LOSER AND YOU'RE
ALWAYS GONNA BE A LOSER.



WE JUST
HOPE HE'S
OKAY,
Y'KNOW?



BUT ME, I'VE GOT IT ALL...A GOOD
JOB, A SEXY, BEAUTIFUL WIFE, AND
NO MATTER WHAT YOU DO NOW,
YOU'RE STILL GONNA GO TO JAIL.

YOUR WHOLE
LIFE IS OVER.



WEINERMAN.

GOOD
JOB.

SEXY
WIFE.

BUT STILL
LIVING IN YOUR
DAD'S OLD HOUSE,
I SEE.

GOOD.
THAT WILL
MAKE THIS
SIMPLER.

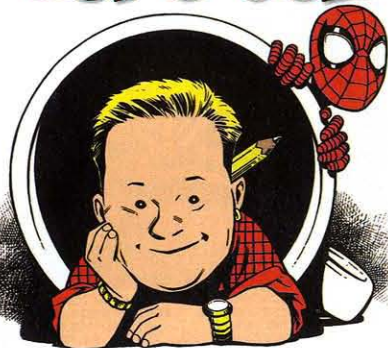




OUR VICTORY IS IMMINENT



CUP O' JOE



Big news, True Believers!

I recently had a dizzying discussion about **BLACK PANTHER** with a rabid reporter from the New York Times. That's right, bunky, the world's most premier and respected newspaper is covering our newest release chronicling the adventures of T'Challa and the wondrous world of Wakanda!

So, from the pages of the Times of New York to the boulevards of Hollywood we shall go. The start of '05 will bring us not one, but two West Coast luminaries who'll be sinking their celluloid teeth into the world that is Marvel. Acclaimed scribe and director Reginald Hudlin (*House Party*, *Boomerang*, *Bernie Mac Show*) and certified Marvel genius John Romita, Jr. promise us a **BLACK PANTHER** story for the ages, and I personally guarantee you all that there will be events happening in **BLACK PANTHER** that will effect the Marvel U in *MAJOR* ways in the months to come.

Then from the movies we jump to TV where renowned writer Allan Heinberg (*The O.C.*, *Sex and the City*) gives us the newest title in our "Marvel Next" initiative and what has been called the most anticipated comic of 2005, **THE YOUNG AVENGERS!** Joining Allan is "Young Gun," Jim Cheung (hey, say that ten times fast, it's fun and it rhymes). Mark my words, this will prove to be Jim's breakout title and everyone's favorite comic by year's end! It's already mine!

Speaking of "Marvel Next," let's not forget the return of Brian K. Vaughan and Adrian Alphona's critically acclaimed **RUNAWAYS**, you cats have been asking for it and here it is, so enough with the letters already! And finally, before I pass out from hyperventilation, let me introduce another brand new edition to the Marvel U, **LIVEWIRES** by the legendary Adam Warren.

Whoa, I need to sit down!



See ya in
the funnybooks,
JQ
EEK!

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SINCE YOU NEVER PAID ATTENTION IN SCIENCE CLASS... EXCEPT TO COPY FROM OTHER PEOPLE'S TESTS... LET ME GIVE YOU A FREE AFTER-CLASS LESSON.

VIBRANIUM CAN ABSORB THE SOUND OF AN ATOMIC EXPLOSION AND TURN IT INTO A WHISPER.

OR, PROPERLY ATTUNED, IT CAN VIBRATE AT A FREQUENCY THAT CAN SHATTER LEAD AND SPLIT DIAMONDS.



SO I'VE BEEN WONDERING WHAT IT COULD DO TO HUMAN FLESH AND BONE, AND I NEED A TEST SPECIMEN.

SATISFACTORY PARTICIPATION WILL BE HALF YOUR GRADE, SO PAY ATTENTION.



NO...NO... NOOO!



AAAAAAHHHHH!



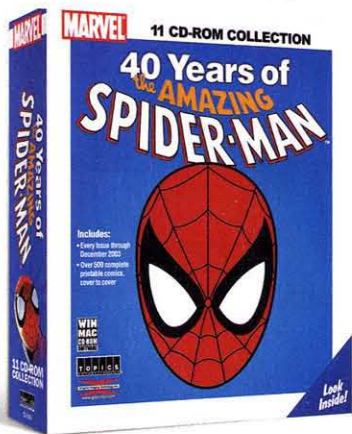
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Charlie should have
shown up by now, but
there's not a trace of--




Good old
spidey--sense...
now where is
he? Where --



Bingo.

Now all I need
is a justification
to go down there
and get involved.



Fortunately, in his
current condition,
that won't be hard.



Sorry,
Charlie.

WHAT
THE--DAMNED
WIND!

EEEE!

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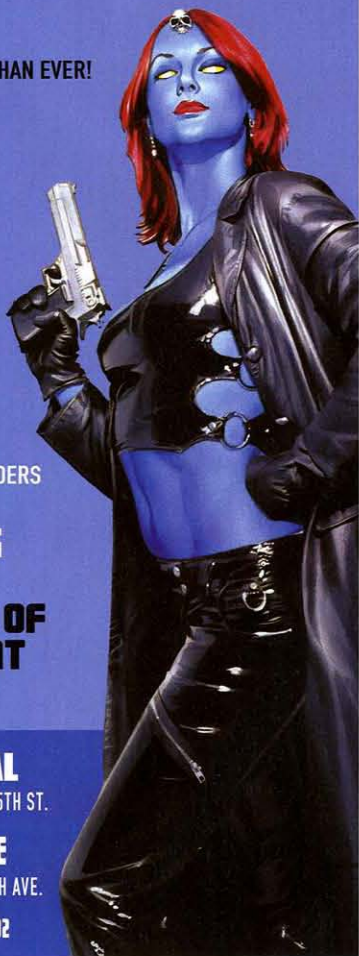
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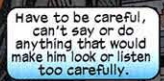
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YOU'RE JUST
LIKE ALL THE REST!
BUT I'M NOT GOING
TO LET YOU STOP
ME! I WON'T!



He's stronger than
I expected, and
he seems to get
stronger the madder
he gets.

Great, the last
thing I needed...
Hulk Lite.



Webs are the best
chance I have to
capture him without
hurting him.

YOU KNOW,
ON ONE LEVEL,
I'M LOVING
THE SUIT. BUT IT
JUST SCREAMS OUT
FOR SOME
ACCESSORIZING.



AND HAVING
JUST COME FROM
THERE, I HAVE
TO TELL YOU THAT WEBS
ARE ALL THE RAGE
IN PARIS THESE
DAYS. *W

Got him! Now
maybe that'll--



--nuts, the coat
took most of it.
Well, just have to
try again and--

SEE SPECTACULAR SPIDER-MAN #23!
ON SALE NOW, TRUE BELIEVER!



Oh my God...



...he's covered in blood! Did I hurt him or--

No. No, I didn't.



That's not his blood.

CHARLIE...? CHARLIE, WHAT DID YOU--



HOW DID YOU...HOW DID YOU KNOW MY--

WAIT--



THAT WASN'T AN ACCIDENT, YOU WERE WAITING FOR ME!

Oh, no...

THAT CAN ONLY MEAN...

PARKER! PARKER!



HE TOLD YOU I WOULD BE HERE, DIDN'T HE? WARNED YOU.

Whew...okay, so far so good... sorta.

I KNEW HE COULDN'T BE TRUSTED! I KNEW IT!



HE'LL HAVE TO BE DEALT WITH NOW, JUST LIKE THE REST.

Okay, NOT so good.





--I NEVER,
EVER BLUFF.

AUNT MAY?
YOU THERE? IT'S
CHARLIE. PETER'S
FRIEND.

LET ME SHOW
YOU HOW LITTLE
HE THINKS YOUR
LIFE IS WORTH.



To be
continued...



NO MERCY.



MARVEL KNIGHTS™



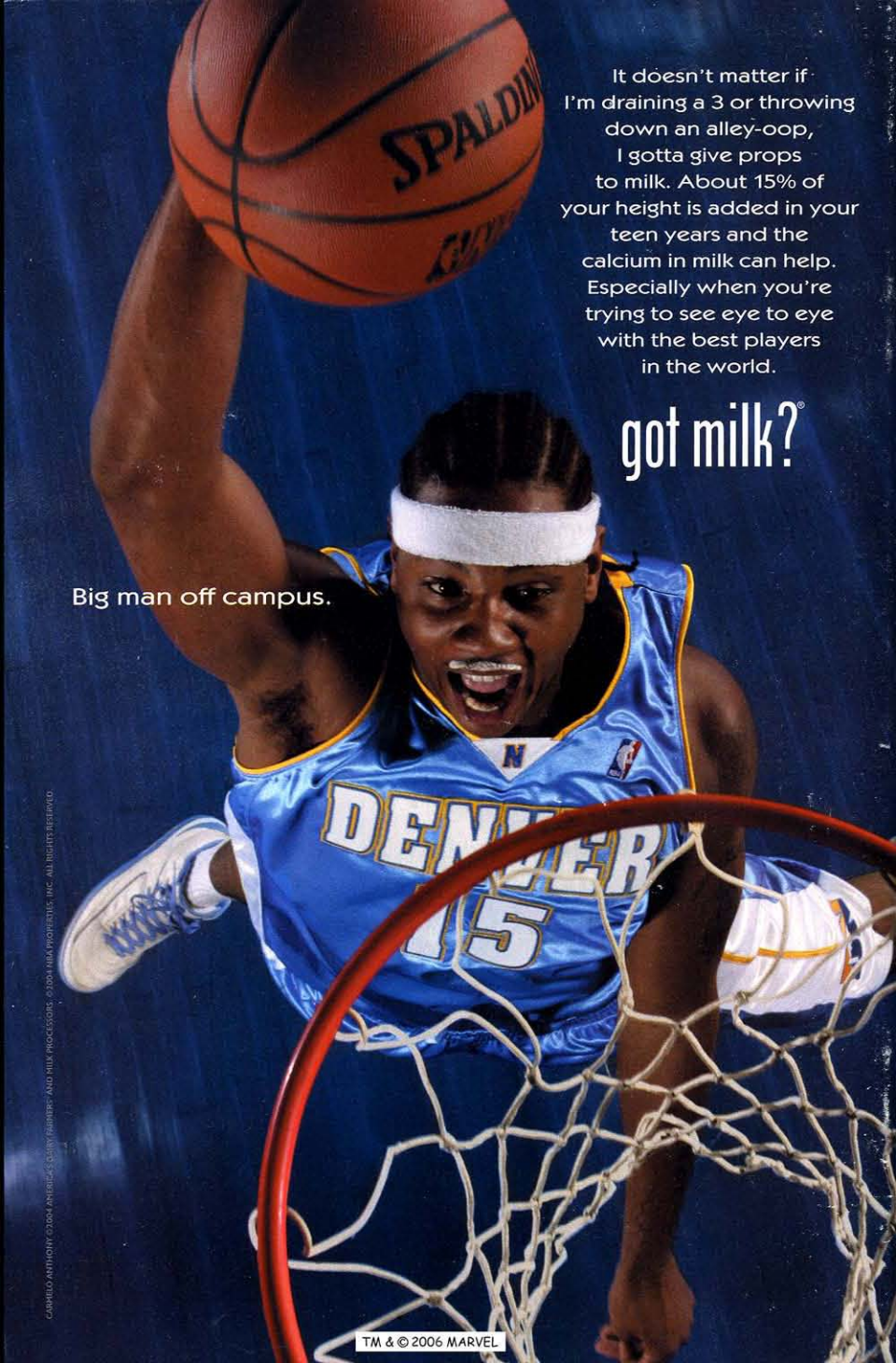
The newest release from Upper Deck Entertainment with Daredevil, Elektra, Ghost Rider, Blade and Punisher is sure to bring justice with killer new art from Bill Sienkiewicz, Adam Kubert, Chris Bachalo, Arthur Suydam, ChrisCross, LADRONN, Ariel Olivetti, and Tim Bradstreet.

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It doesn't matter if
I'm draining a 3 or throwing
down an alley-oop,
I gotta give props
to milk. About 15% of
your height is added in your
teen years and the
calcium in milk can help.
Especially when you're
trying to see eye to eye
with the best players
in the world.

got milk?

Big man off campus.