



APR • 410
\$1.50 US
\$2.10 CAN
MARVEL®
SPIDER-MAN
GROUP

APPROVED
BY THE
COMICS
CODE
CARTOON
AUTHORITY

THE AMAZING SPIDER-MAN®

WEB OF
CARNAGE™
PART 2 OF 4

MARK & LARRY
ATOMIC
PAINTBRUSH

© 2013 Marvel
Characters, Inc.
All rights reserved.
WWW.MARVEL.COM



My life is fraying around me FASTER than a motorcycle jacket splashed with battery acid!

Though I'm really PETER PARKER, I've been going by the name of BEN REILLY for the past five years.

Meanwhile, thinking he was the REAL me, the man in my arms has been using my NAME and living my LIFE during all this time.

Only recently did he find out he was actually MY CLONE!

Five years ago, Pete and I FOUGHT --

-- and he apparently left me for DEAD in a Brooklyn smokestack!

At least that's what we believed until a few hours ago, when we visited the AVENGERS' temporary base on Long Island --

-- and learned that the SKELETON in the body bag --

-- the one recently found in that very SAME SMOKESTACK --

-- is probably my ORIGINAL CLONE!

* SEE SENSATIONAL SPIDER-MAN #3 FOR DETAILS -- Bob!

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN!

WEB OF CARNAGE
PART 2 OF 4

AND NOW --
SPIDER-CARNAGE

TOM DeFALCO
WRITER

MARK

BAGLEY

PENCILER

LARRY MAHLSTEDT
with RANDY EMBERLIN **INKERS**

BOB MALIBU'S
SHAREN HUES
COLORIST **SEPARATIONS**

RICHARD STARKINGS
AND COMICRAFT
LETTERING

BOB BUDIANSKY **BOB HARRAS**
EDITOR **ED. IN CHIEF**

If that's true, what does that make PETER?



And, if that skeleton is the one who went chimney-diving, where was I?!

Unfortunately, such questions aren't my ONLY -- or even my most pressing -- PROBLEM!

Someone has taken to TERRORIZING the Manhattan streets by IMPERSONATING CARNAGE -- one of my deadliest enemies!

And then, I have a predicament of a far more PERSONAL nature...

HEEY!
THAT LOOKS
LIKE SPIDER-
MAN --!

FREEZE,
YOU SICK
GHOUL!

MAYBE
NOT...BUT IT
WILL BE YOUR
FAULT...IF MY LAST
MEAL SPLATTERS
YOUR SPIFFY NEW
COSTUME!

IT'S
NOT MY FAULT
YOU LOST YOUR
OWN SPIDER-
POWERS!*

HITCH-HIKERS
SHOULDN'T COMPLAIN,
PETE!

POINT
TAKEN!

MAYBE
YOU SHOULD
WALK THE LAST
FEW BLOCKS
TO YOUR
HOTEL.

GOOD
IDEA!

SO SOON? HE
JUST CAME
OUT OF HIS
COMA.

BETWEEN
THE AVENGERS'
RESULTS ON THE
SKELETON, AND
THE TEST WE RAN
ON SEWARD'S
EQUIPMENT
SHOWING I WAS
A CLONE --

* IT HAPPENED IN SPIDER-MAN:
THE FINAL ADVENTURE #4 - Bob!

AND WHEN
I GET THERE,
I'M CALLING YOUR
BUDDY, SEWARD
TRAINER, AT THE
HOSPITAL.

-- MY LIFE'S
BECOME ONE
BIG QUESTION
MARK!
AND I
WANT SOME
ANSWERS!

STOP
OR I'LL
SHOOT!

In order to
TEST the
skeleton --

NOT a maneuver designed
to increase my popularity
among NEW YORK'S FINEST!

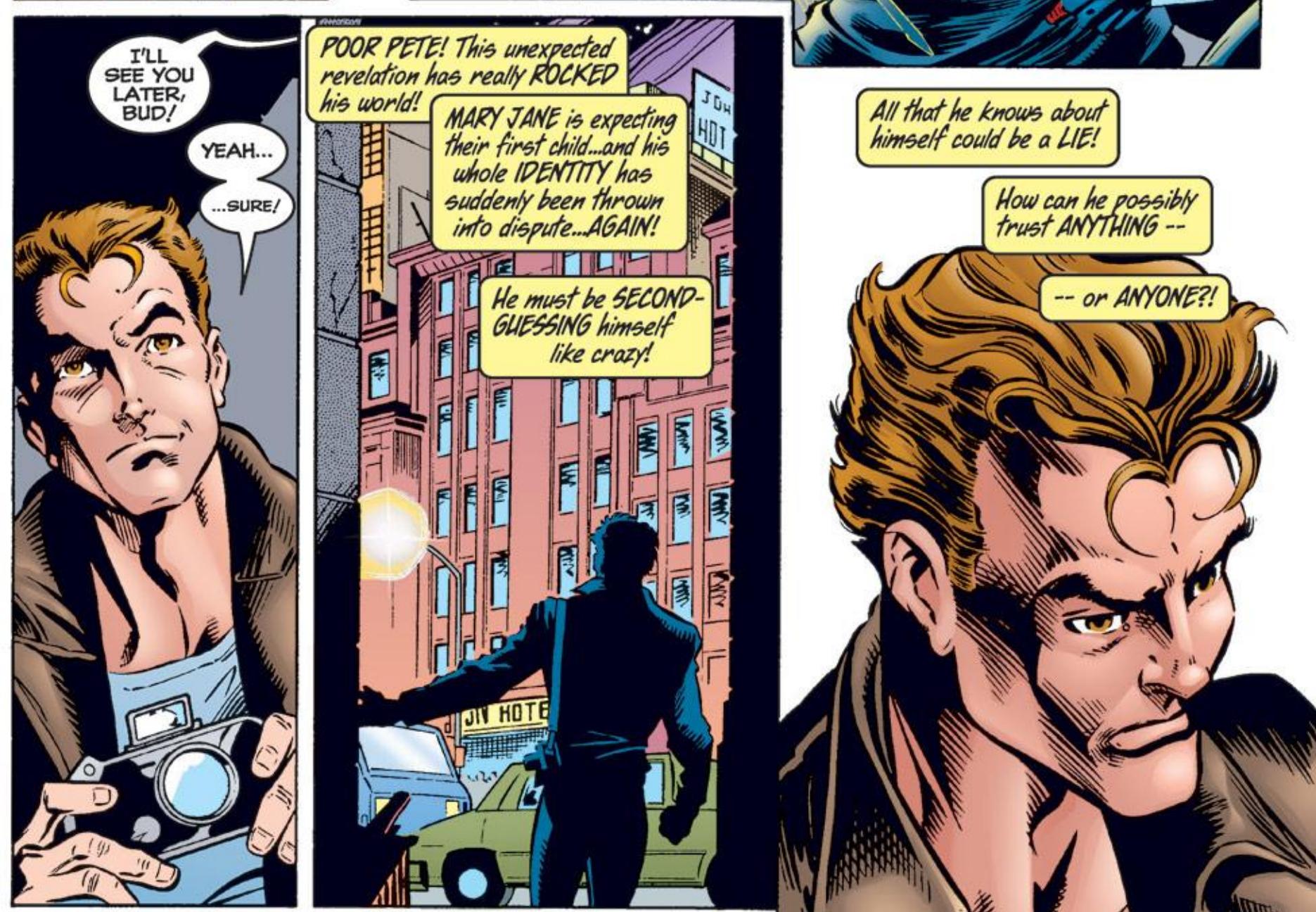
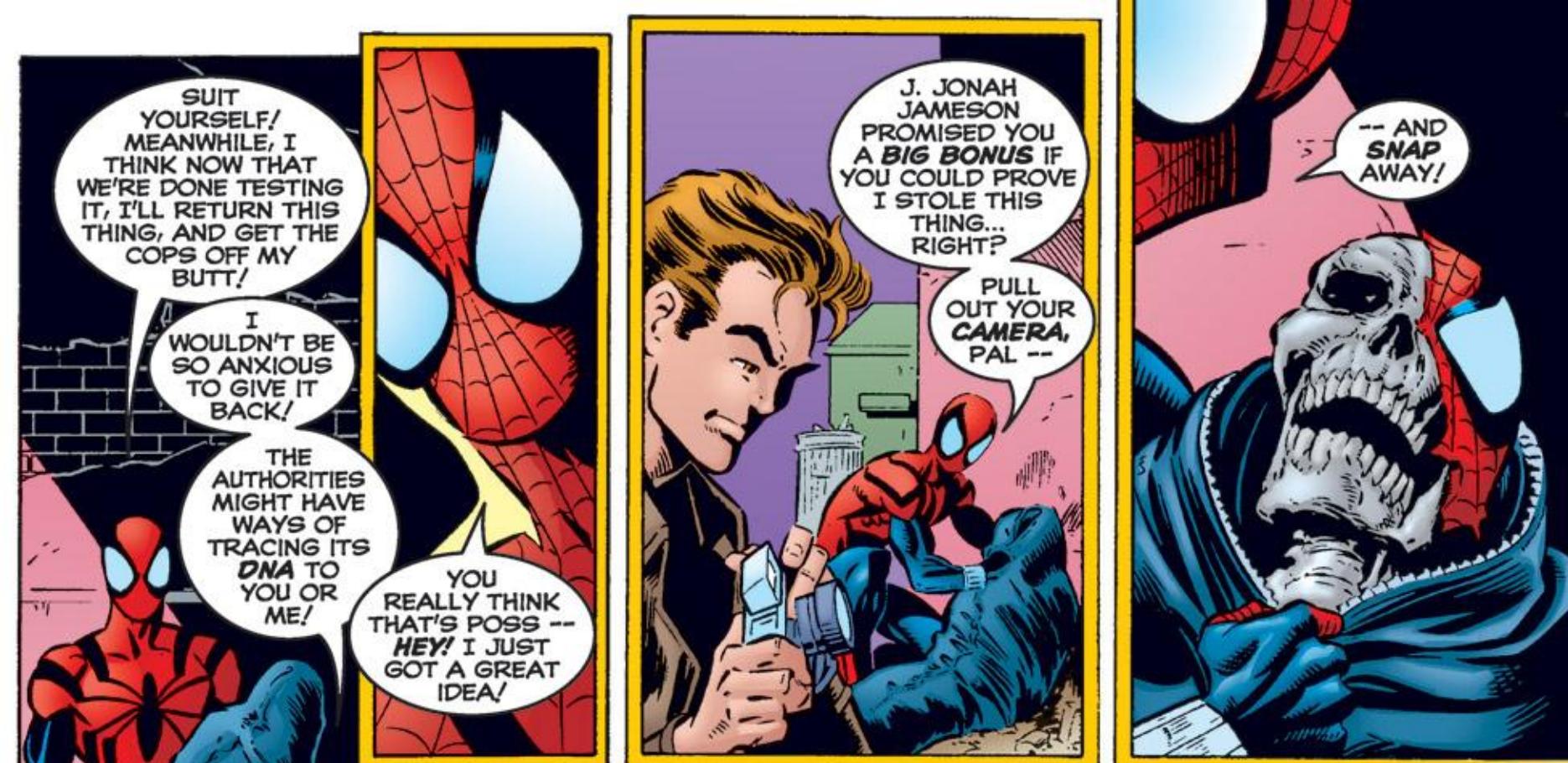
W-WATCH
THE WILD
ACROBATICS,
PAL!

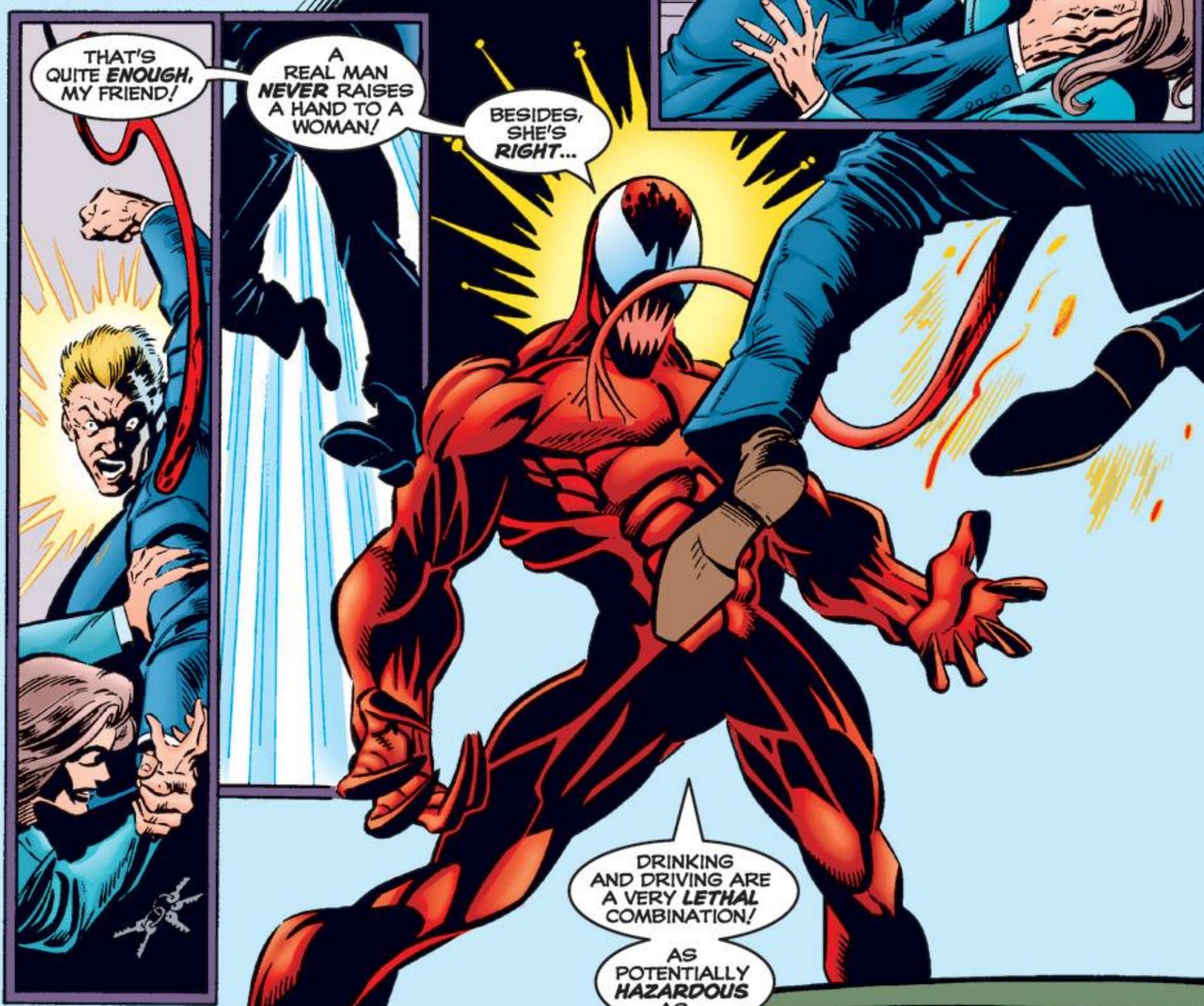
M-MY
STOMACH
CAN'T TAKE
THOSE TRIPLE
SOMER-
SAUTS!

-- I LIBERATED
it from the city
morgue!*

* IN SENSATIONAL
SPIDER-MAN #2 - Bob!

AND I
WANT SOME
ANSWERS!







IN SENSATIONAL #3. - Bob



* THE NOW-CLASSIC AMAZING SPIDER-MAN #200. - Bob

RAVCROFT
INSTITUTE...

KASADY
HASN'T LEFT
HIS CELL,
DETECTIVE
TREVANE.

CAN
YOU PROVE
IT, COLONEL
JAMESON?

ALL
OF OUR INMATES
ARE **MONITORED** AND
VIDEOTAPED TWENTY-
FOUR HOURS A DAY BY
STATE-OF-THE-ART
EQUIPMENT.

PLUS:
WE ALWAYS
HAVE A TWO-MAN
TEAM -- LIKE ME
AND DICKERSON
HERE -- WATCHING
THE STORE!

CAN
YOU GET ME
DUPES OF KASADY'S
TAPES FOR THE
LAST TWO
WEEKS?

NO
PROBLEM...

"BUT I HOPE YOU
DON'T BORE EASY.
ENTERTAINING,
THEY'RE NOT!"

KASADY GET'S HIS **CARNAGE-**
POWERS FROM SOME KIND
OF **ALIEN SYMBIOTE**!

HOW DO
YOU KEEP IT
FROM BREAKING
LOOSE?

HIS CELL IS CONSTRUCTED
OF AN ARTIFICIAL ALLOY
WHICH HAS A TENSILE
STRENGTH TOUGHER
THAN TITANIUM
STEEL!

JUST
TO BE SAFE,
WE DOUBLE-LAYERED
THE FLOOR, CEILING
AND ALL THE WALLS --

--AND WE PUMP A LETHAL
DOSE OF **MICROWAVES**
BETWEEN THE LAYERS --
JUST ENOUGH TO KEEP
THE SYMBIOTE FROM
ATTEMPTING TO
ESCAPE!

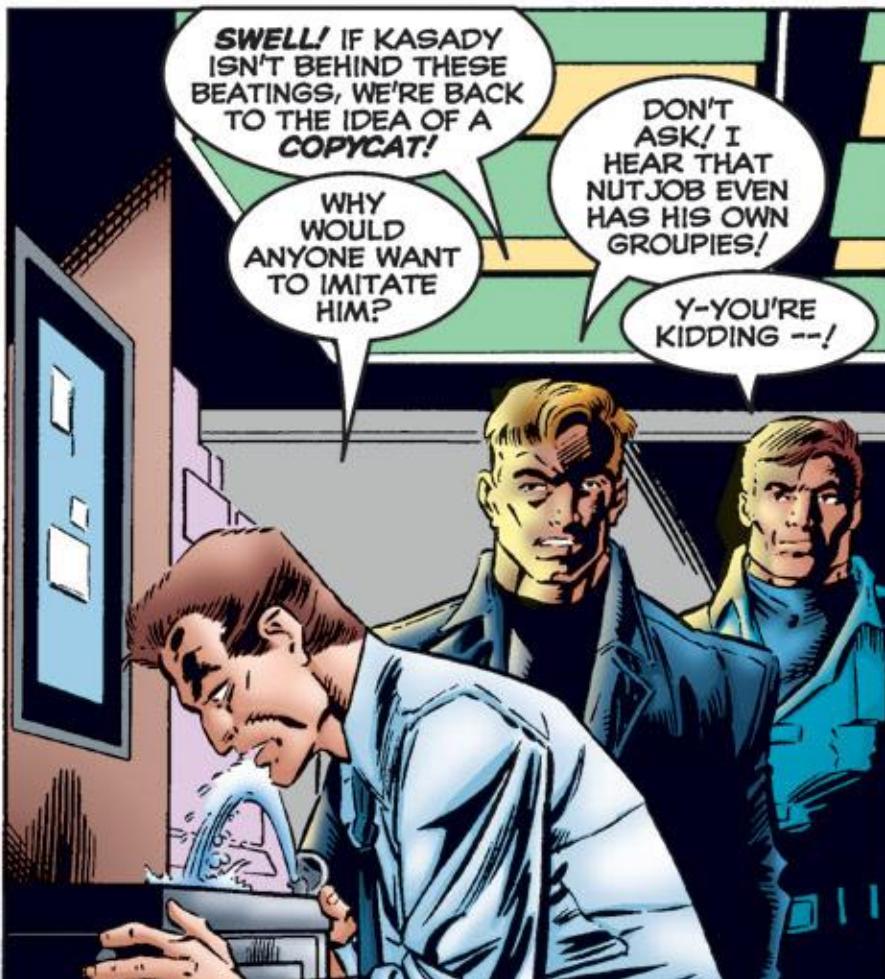
SWELL! IF KASADY
ISN'T BEHIND THESE
BEATINGS, WE'RE BACK
TO THE IDEA OF A
COPYCAT!

WHY
WOULD
ANYONE WANT
TO IMITATE
HIM?

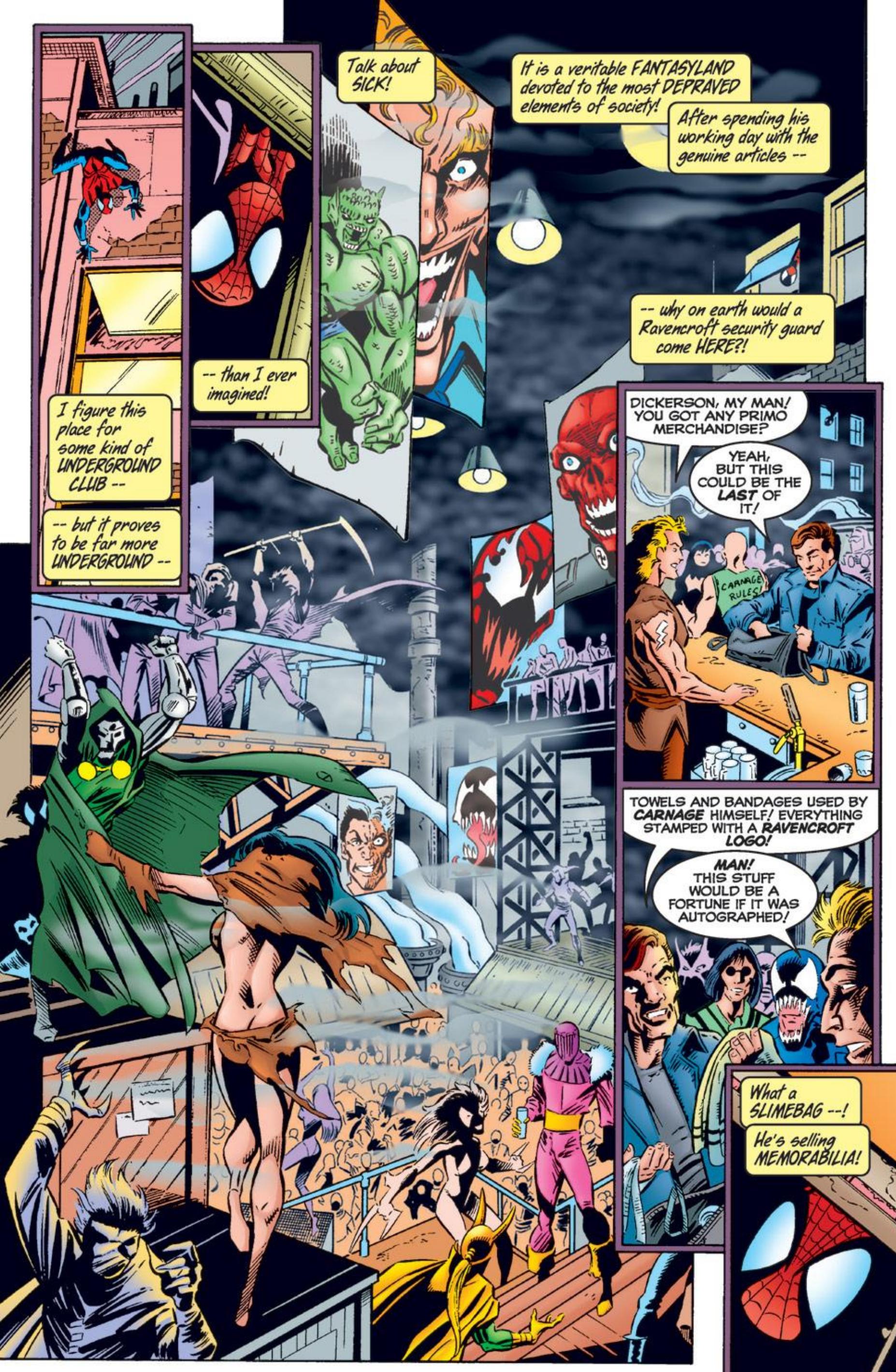
DON'T
ASK! I
HEAR THAT
NUTJOB EVEN
HAS HIS OWN
GROUPIES!

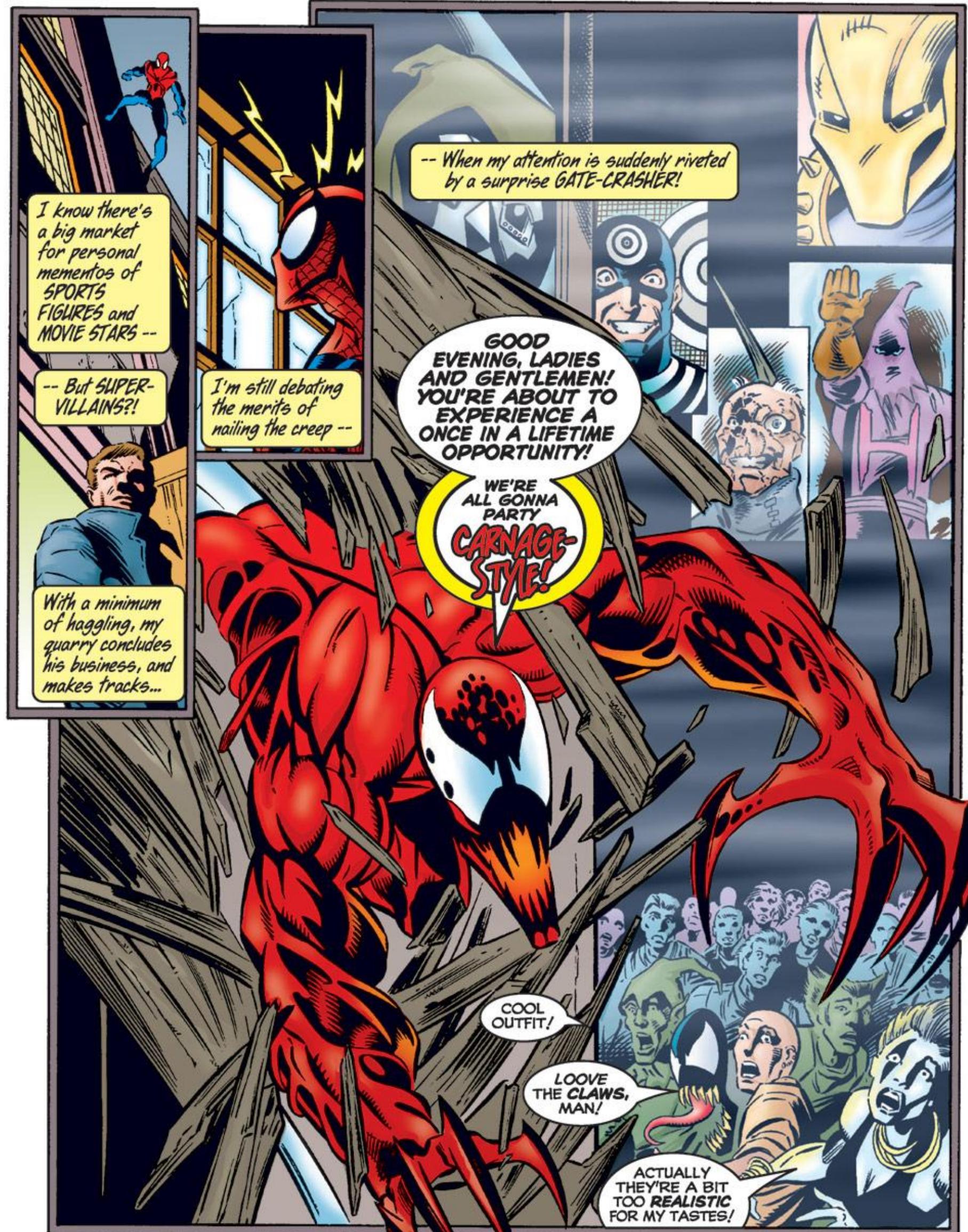
Y-YOU'RE
KIDDING ---!

NO
LIE! YOU'D
BE SURPRISED
HOW **LOW** SOME
PEOPLE CAN
SINK!









Whoever is wearing that fright suit... it's definitely NOT KASADY!

But this is no simple CARNAGE WANNABE!

He's packing plenty of RAW POWER!

More than enough to kick my spider-sense into OVERDRIVE!

OOOO!

LOOKEE
WHO'S HERE --
SPIDER-
MAN!

OH, MAN!
I...I THINK
THIS IS
REAL!

This joker is TALLER --
BULKIER -- than Kasady!

He COULD be the man
I followed here!

Y-YOU
THINK--?

HIT
THE EXITS,
GANG!

He was only out of my
sight for a minute, but --

AM
I BORING
YOU?

YOU
SEEM A MITE
DISTRACTED!

NOOO
PROBLEM,
PALLY!

I'LL
JUST KICK
UP THE
PACE!

SAVE
YOURSELF
THE EXTRA
EFFORT!

IT'S YOUR
PERSONALITY --
NOT YOUR FIGHTING
TECHNIQUES -- THAT
PUTS ME TO
SLEEP!

GOOD LORD--! Only a genuine
ALIEN SYMBIOTE could do a
stunt like that! So much for
this guy being a COPYCAT!

Got to pull out
ALL the stops!

SPWOK

This wackjob could be as
deadly as VENOM or the
real CARNAGE!

For a club devoted to the DARKER
SIDE of the spandex set it sure
cleared out FAST when one of 'em
shows up IN THE FLESH!

Like many other
things in life,
psychos have
more appeal in
THEORY than in
PRACTICE!

I CONGRATULATE
YOU, LITTLE MAN.
I ALMOST FELT
THAT PUNCH.

YOU
MAY PROVE
AN AMUSING
DIVERSION
AFTER
ALL!

UNFORTUNATELY,
THIS PARTICULAR
EVENING GROWS
LATE --

-- AND
I MUST
RUN!

PYROSPS

Oh, NO! He shattered that
support beam, and --

QUA-POOM

Swell!

Mr. Maniac VANISHED during the confusion!

Should I attempt to give CHASE --

-- or search the debris for any STRAGGLERS who may have stayed behind to watch the action?

Uh... A LITTLE HELP OVER HERE!

That voice! It sounds like --

DETECTIVE CONNOR TREVANE!

I WOULD HAVE THOUGHT YOUR TASTES RAN MORE TO CLASSIC ROCK THAN ALTERNATIVE CLUBS!

YUK! YUK!

JUST SO THERE'S NO MISUNDERSTANDING... I CAME HERE TO TAG DICKERSON!

DICKERSON --?

A SECURITY GUARD AT RAVENCROFT WHO'S BEEN TRAFFICKING IN STOLEN SOUVENIRS!

I INTENDED TO PRESSURE HIM IN CASE HE KNOWS MORE THAN HE'S TELLING ABOUT THE CARNAGE COPYCAT!

YOU'D BETTER SCOOT BEFORE MY BACK-UP ARRIVES!

SOME EAGER BEAVER MAY WANT TO QUESTION YOU ABOUT THAT SKELETON THAT IS ALLEGEDLY MISSING FROM THE MORGUE!

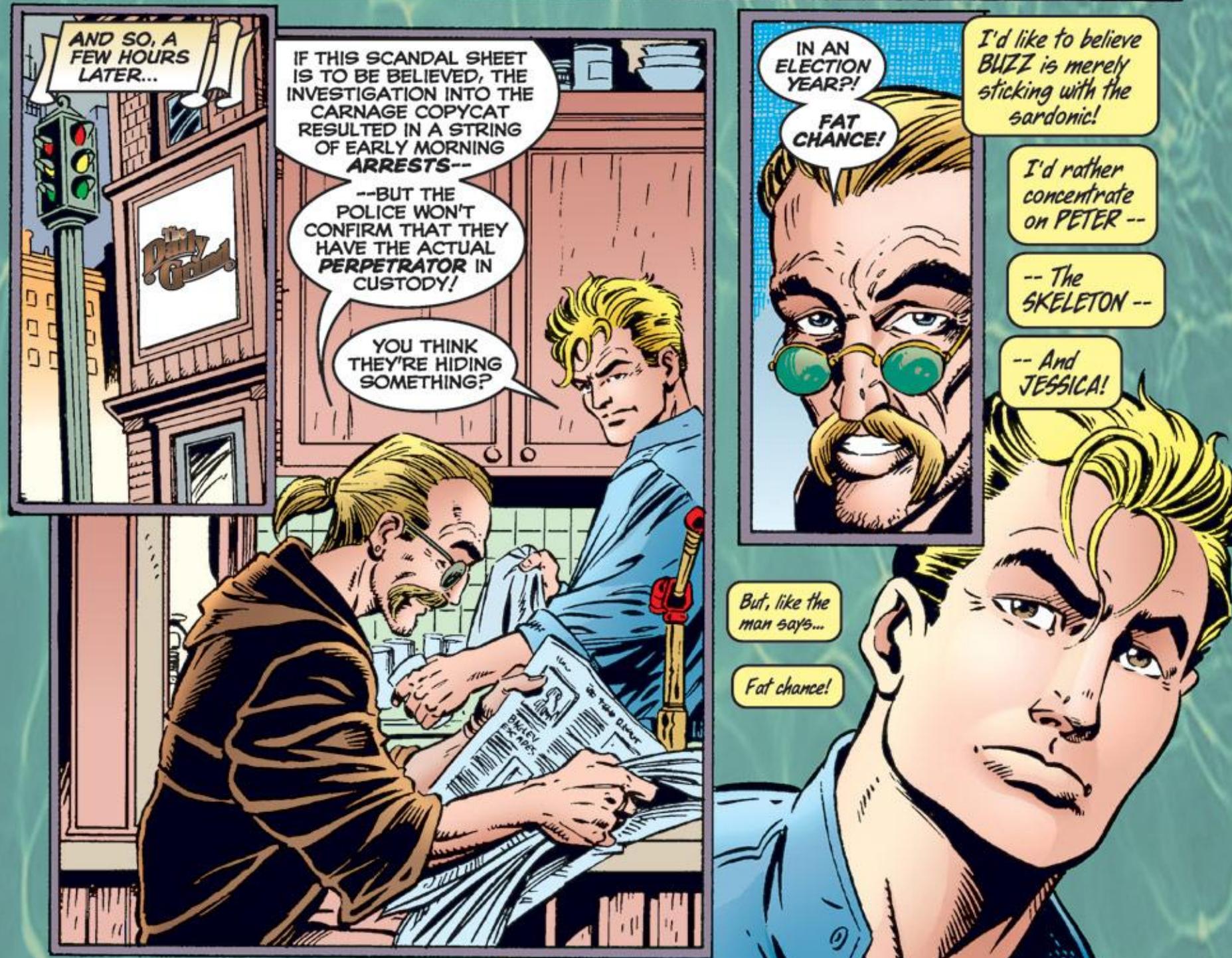
Uh... THANKS!

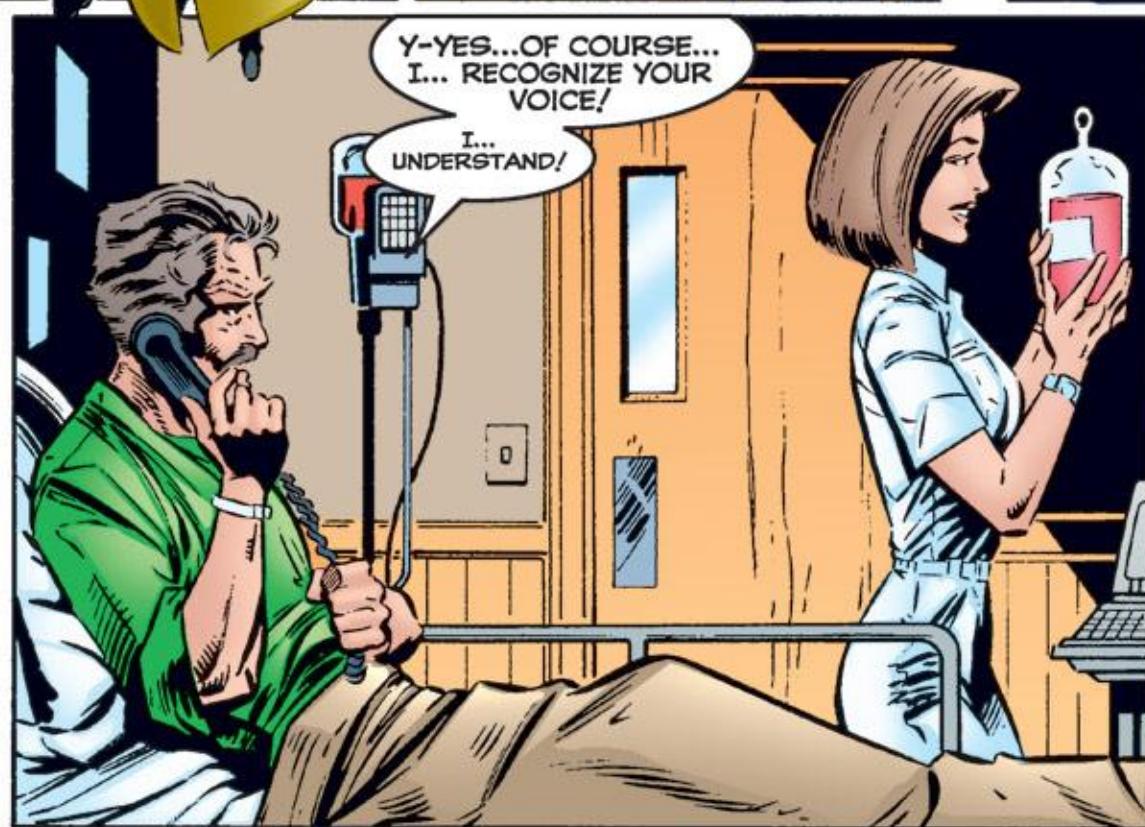
IT'S THE LEAST I CAN DO...

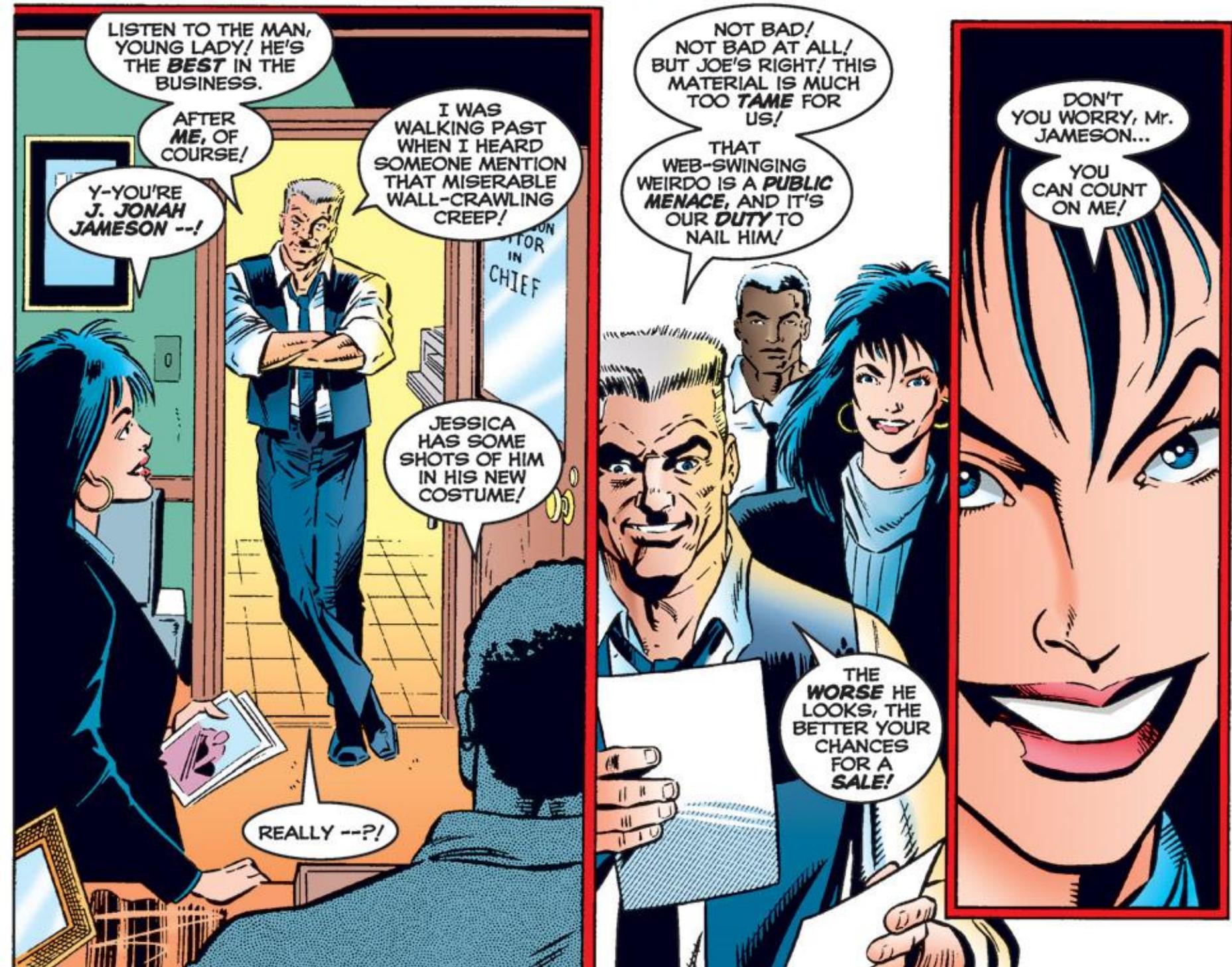
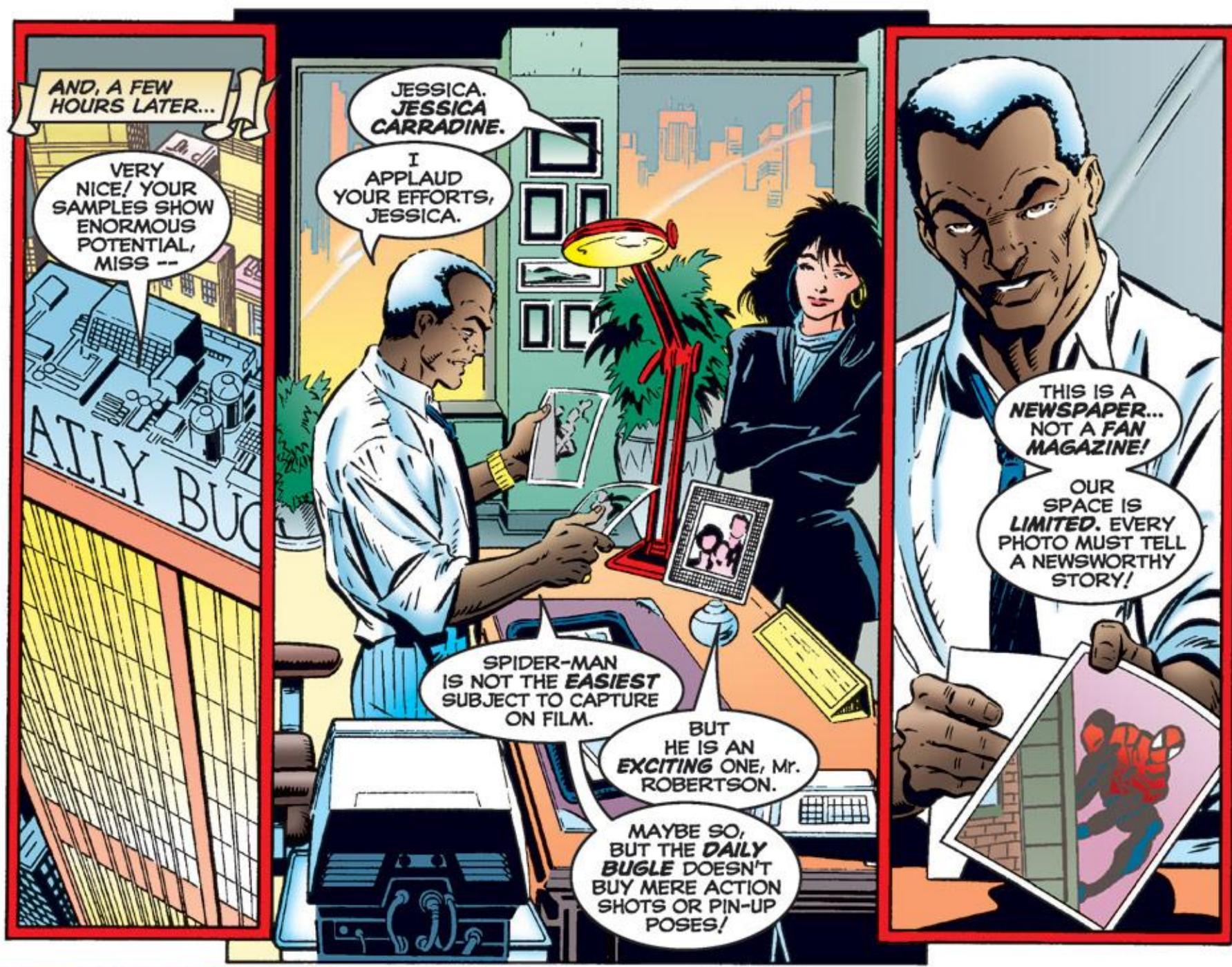
I STILL OWE YOU... THAT'S IF YOU'RE THE SAME SPIDER-MAN WHO SAVED MY SON A FEW MONTHS BACK!

THE COSTUME MAY BE NEW, BUT I'M STILL THE ORIGINAL WALL-CRAWLER!

Okay, so maybe I'm fudging the truth. Considering the circumstances, I doubt PETE will mind if I claim his save!







SOMETIME
LATER...

ALMOST
MIDNIGHT,
AND OUR BOY
IS AT IT,
AGAIN!

I WAS
SORRY TO
HEAR ABOUT
DICKERSON!

YEAH...
YOU THINK YOU
KNOW SOMEONE --!
THANKS FOR TAKING
HIS SHIFT AT THE
LAST MOMENT,
PHIL.

There's Jameson!

THE
OVERTIME
WILL COME IN
HANDY. YOU CAN
LEAVE WHENEVER
YOU WANT. I SEE
STEVENS HEADING
DOWN THE
HALLWAY.

Right on schedule!

Peter would
freak if he
knew I was
dogging his
bud!

TOUGH!

I had a hunch that the
Carnage-like character
I ran into last night
was somehow connected
to RAVENCROFT --

-- and, from the way my
spider-sense is buzzing, I
may have hit the JACKPOT!

I've gotta get to the
bottom of this mystery
so that I can devote
myself to figuring out
where I stand with
JESSICA --

-- And to healing the RIFT
that seems to be growing
between me and Pete over
Seward Trainer!

I trust Seward
IMPLICITLY...



WHOA!

WHAT THE?!

Somehow... the Carnage symbiote has taken over Jameson!

YOU'VE BEEN VERY CARELESS, WEB-MAN!

I SPOTTED YOU IN MY REAR-VIEW MIRROR!

YOU REALLY SHOULD BE MORE CAUTIOUS!

IN YOUR BUSINESS, SUCH Lapses COULD CERTAINLY PROVE FATAL... TO YOU --

NO--!

LEAVE THOSE PEOPLE ALONE! THIS IS STRICTLY BETWEEN YOU AND ME, JAMESON!

I-IT'S CARNAGE!

-- OR THOSE YOU SEEK TO PROTECT!

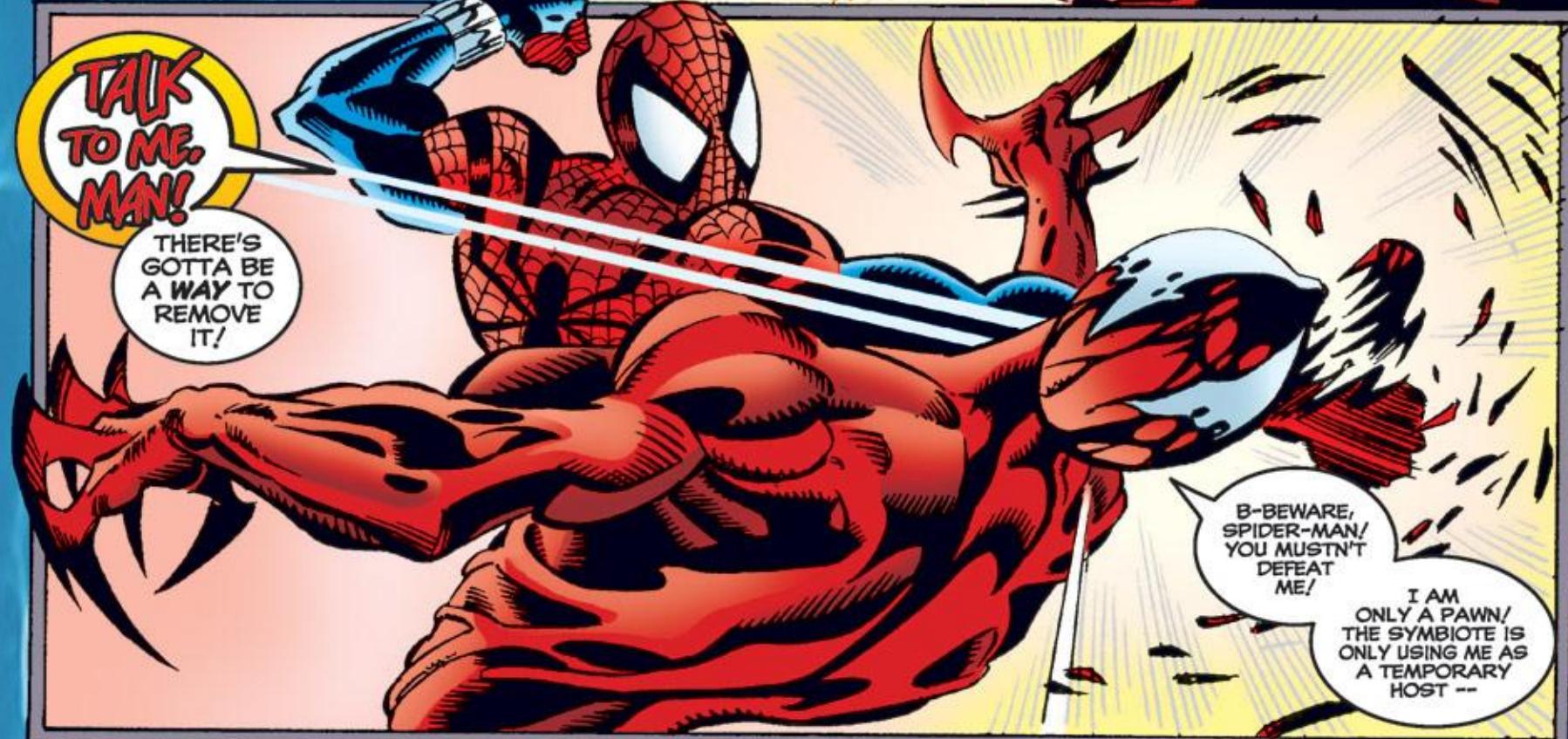
WRONG-O! YOU ARE NOT MY TRUE ENEMY!

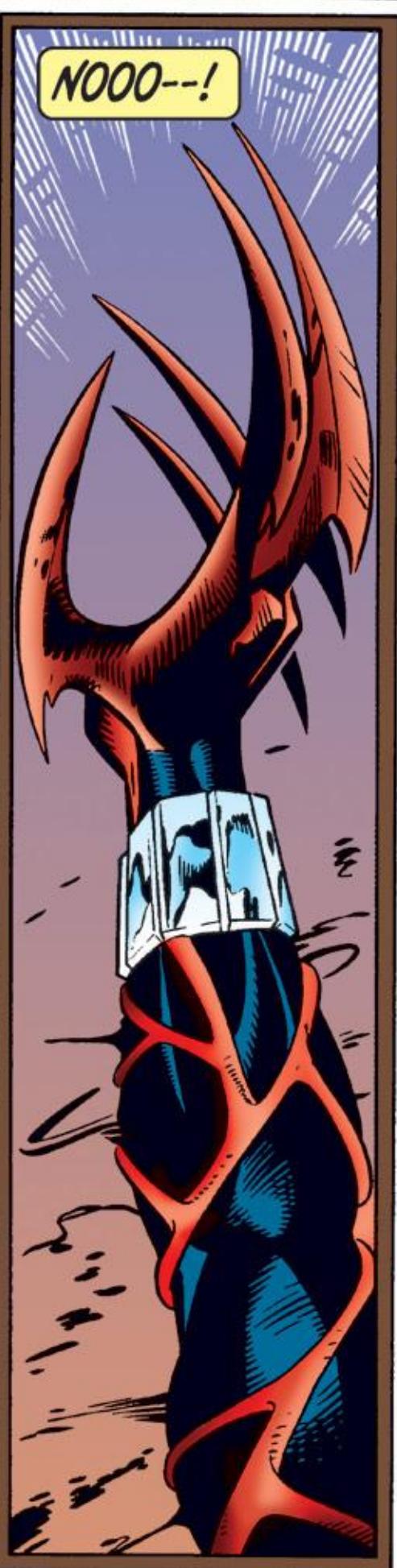
YOU ARE NOT THE SPIDERY SPECTER WHO HAUNTS THE DREAMS OF KASADY!

ARE YOU MY SCARLET FRIEND -- UGNN!

W-WE'RE ALL GONNA DIE!

K
C
A
D





YESSS!

I am reborn in
BLOOD and AGONY!

I am remade into the
bringer of DEATH and
DESTRUCTION!

CHAOS is my
only love--

And
CARNAGE
is my name!



With my newfound power, I am finally free to INDULGE my slightest whim!



Without REMORSE --

-- OF RESTRAINT!



At long last, I can strike back at EVERYONE who has ever betrayed or tormented me!

EVERYONE!

EVERYONE!



TAKE A DEEP ONE, DEAR READERS!
YOU ONLY HAVE ONE WEEK
BEFORE THE RUINOUSLY WILD RAMPAGE OF
SPIDER-CARNAGE
CONTINUES IN SPIDER-MAN #67!
MISS IT NOT!