



TM © 1994 MARVEL ENT. GROUP, INC.

\$1.50 US
\$2.05 CAN
394 OCT

APPROVED
BY THE
COMICS
CODE
AUG
AUTHORITY

POWER AND RESPONSIBILITY

PART 2

the AMAZING SPIDER-MAN®

INSIDE:
CARNAGE™
AS YOU'VE NEVER SEEN HIM!

DEFEATED BY
TRAVELLER!



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

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

**Stan Lee
PRESENTS: THE AMAZING SPIDER-MAN®**



© 2013 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.

SO WHY DOES HE FEEL A SUDDEN URGE TO SPIN A WEB-LINE, TAKE THE LEAP, AND SWING OUT--ABOVE THE LIGHTS AND TRAFFIC...

...MADE PEACE WITH WHO HE WAS--AND WHO HE WASN'T--DURING THE HARD, LONELY YEARS OF WANDERING.

MAY PARKER.

REAL MEMORY OR FALSE, SHE'S THE ONLY LINK FROM PETER PARKER'S LIFE THAT HE REFUSES TO IGNORE, AND SHE'S DYING.

...SHOUTING AT THE TOP OF HIS LUNGS: "I'M BACK--AND NOTHING'S EVER TAKING ME AWAY FROM HERE AGAIN!"

HE'S BACK NOW FOR ONE REASON--AND ONE REASON ALONE:

HE LETS THE FEELING PASS--THEN SHAKES HIS HEAD IN DISGUST...

HE BELONGS TO THE SHADOWS...

LET THE REAL PARKER HAVE THE STREETS, THE CROWDS, THE LIGHTS, THE LIFE.



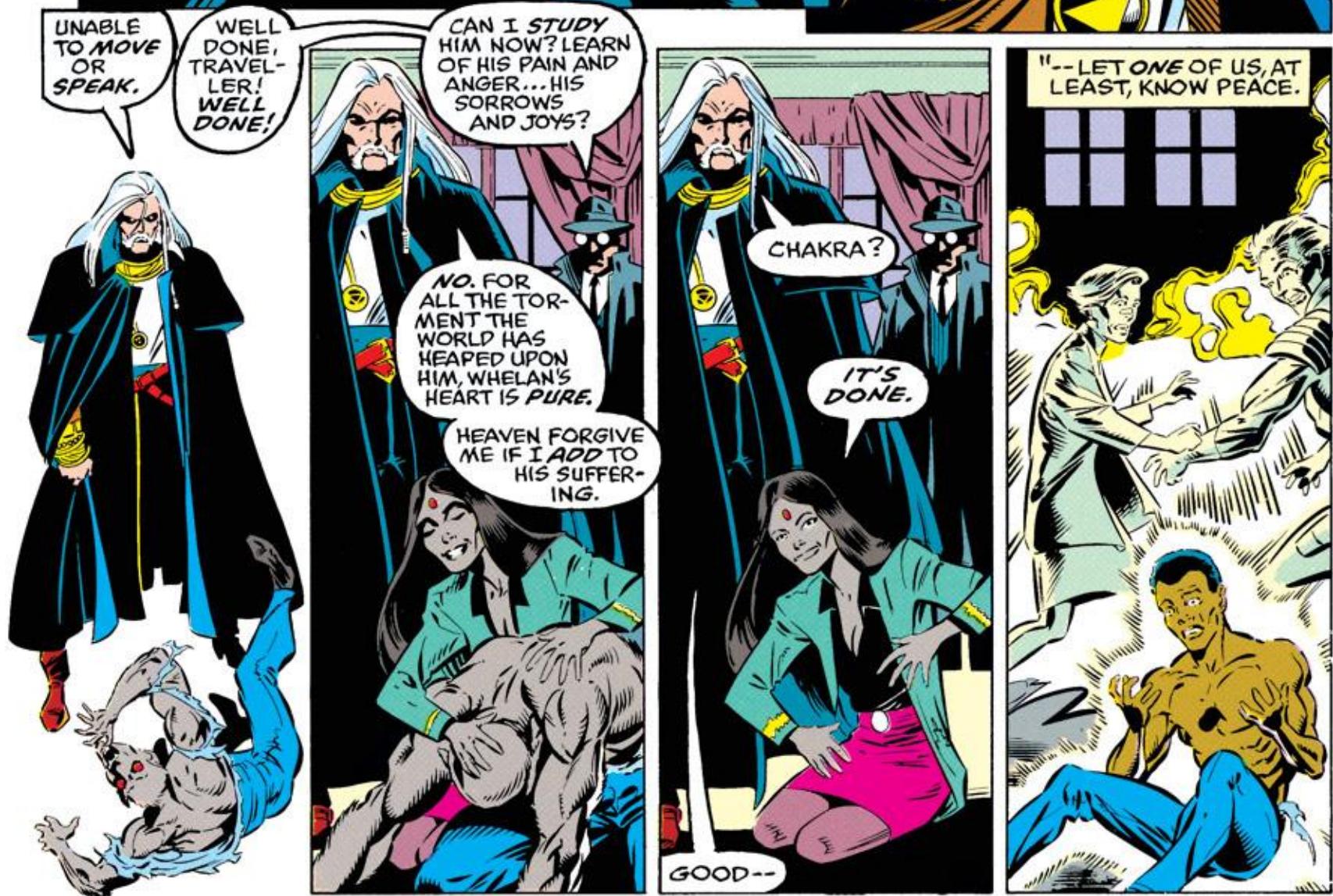
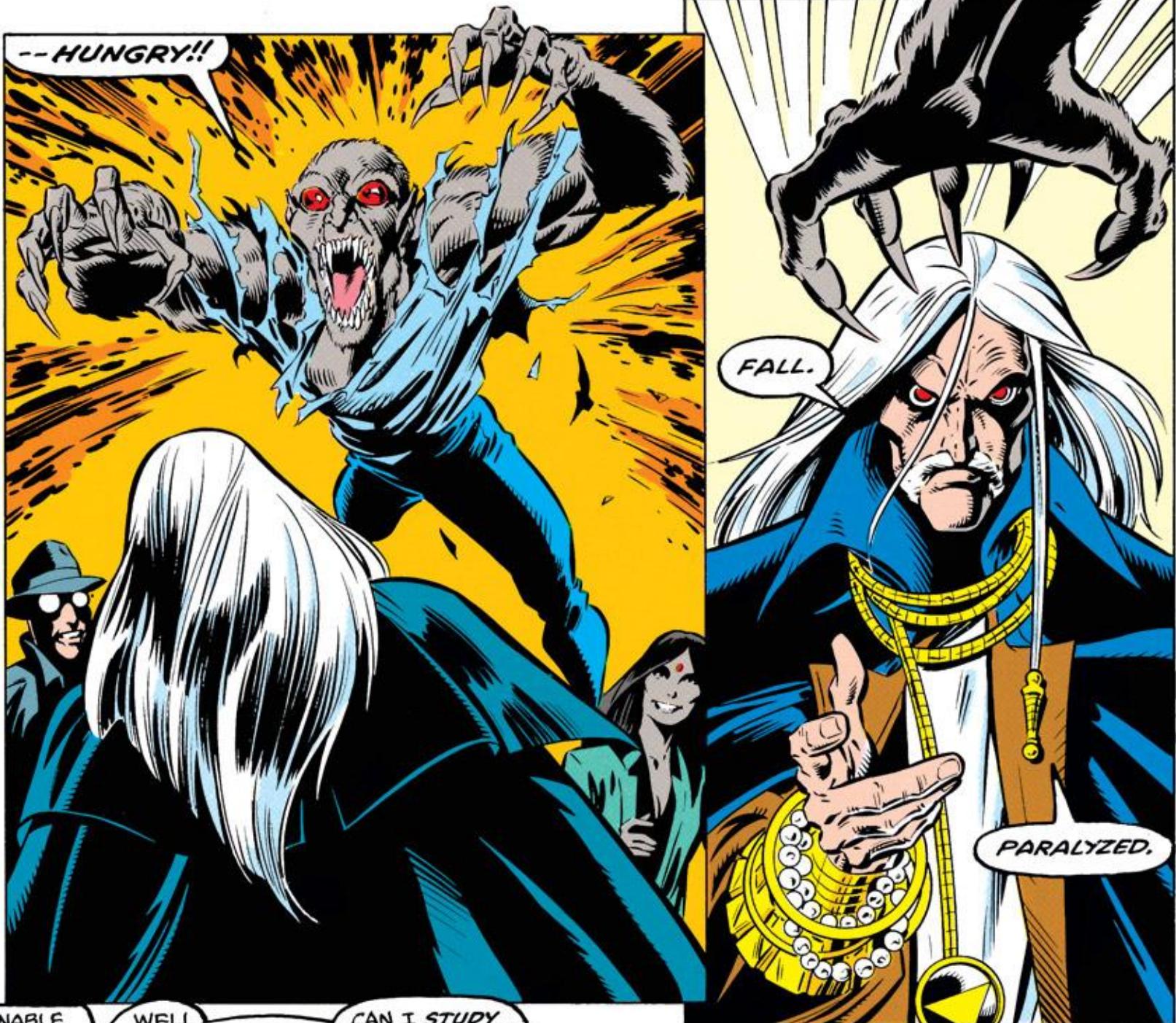




--AND TIME AND AGAIN I HAVE SEEN THE HUMAN POTENTIAL TO RISE TO SPIRITUAL GREATNESS ERODED-- BY SIMPLE FEAR.

IT'S IN THE SOIL OF FEAR THAT EVIL BREEDS AND BROODS, EDWARD. IT'S IN THE SOIL OF FEAR THAT THE NIGHT-MONSTERS LIVE, HUNGRY AND DESPERATE TO CLAW THEIR WAY UP--





"THERE WILL, AFTER
ALL, BE SUFFERING
BEYOND MEASURE--

--BEFORE THIS
NIGHT IS THROUGH."

**POWER AND
RESPONSIBILITY**
PART TWO

**BREAK
DOWN**

J. M. DeMATTEIS, WRITER
MARK BAGLEY, PENCILER
LARRY MAHLSTEDT, INKER
JOE ROSEN, LETTERER
BOB SHAREN, COLORIST
DANNY FINGEROTH, EDITOR
TOM DeFALCO, CHIEF



MANY WOULD CONSIDER THIS ASYLUM FOR MENTALLY-UNBALANCED SUPER-BEINGS ONE OF THE MOST DANGEROUS PLACES ON EARTH.

HERE, WITHIN THESE WALLS, ARE TWISTED MINDS, MUTILATED HEARTS, DEAD SOULS.

MADNESS HANGS ON THE AIR, SO THICK IT'S PALPABLE; THE SHADOWS SEETHE WITH UNKNOWN DANGERS.

BETTER TO RISK HIS LIFE AS THE SPIDER--THAN LIVE ONE MORE MOMENT AS THE MAN.

BUT THE MASKED ADVENTURER FINDS EVEN THIS PLACE PREFERABLE TO PARKER'S WORLD, PARKER'S PAIN.

WHEN THE WOMAN CALLED CHAKRA APPEARED TO HIM, SHE TOLD SPIDER-MAN THAT, IF HE DIDN'T COME HERE --WALK JUDAS TRAVELLER'S GAUNTLET-- ALL OF RAVENCROFT'S INMATES WOULD BE KILLED.*

THERE ARE MANY WHO WOULD HAVE REPLIED, "FINE. LET THEM DIE. THE WORLD WILL BE A BETTER PLACE WITHOUT THEM."

...SEEN THE MIRACLES SIMPLE HUMAN COMPASSION CAN BRING ABOUT.

BUT SPIDER-MAN HAS WITNESSED DOCTOR KAFKA'S HEROIC STRUGGLES TO RESTORE SANITY TO BROKEN PSYCHES...

AND HE CAN'T LET HER WORK BE SO CAVALIERLY DESTROYED.

*WEB #117.
--DANNY

Open wide
Pandora's Box.

Let the
beasts
and
demons
fly free.

OR AT LEAST THAT'S HOW PARKER WOULD HAVE RATIONALIZED BEING HERE.

THE SPIDER KNOWS THERE'S MORE TO IT THAN THAT.

DIDN'T CHAKRA ALSO SAY THAT--IF SPIDER-MAN SUCCEEDS IN SAVING THESE DANGEROUS LUNATICS--TRAVELER WOULD SET THEM LOOSE IN THE WORLD?

AND DOESN'T THAT MAKE THIS A NO-WIN SITUATION--AS UTTERLY HOPELESS...

AND THERE'S THE MAN RESPONSIBLE FOR HIS HOPELESSNESS:

DMITRI SMERDYAKOV, THE CHAMELEON.

NOTHINGNOTHINGNOTHING
NOTHINGNOTHING

CREATOR OF THE SIMULACRA THAT MASQUERADED AS PETER PARKER'S PARENTS.

...AS HIS OWN LIFE?

AT FIRST THE SPIDER WANTS TO POUND ON THE REINFORCED GLASS, BREAK INTO THE CELL, FINISH THE JOB THE WEAKLING PARKER DIDN'T HAVE THE STOMACH FOR. WRING THE LIFE OUT OF THE CHAMELEON.

BUT THEN HE HEARS THE MAN'S PATHETIC WHIMPERING. WATCHES AS SMERDYAKOV SHIFTS FROM FACE TO FACE, IDENTITY TO IDENTITY, DESPERATELY SEEKING A SELF THAT NO LONGER EXISTS...

... AND HE REALIZES THAT THE JOB HAS ALREADY BEEN DONE.

Look into the mirror of his mind...

...and see yourself.

FOR A MOMENT, AS HE STANDS THERE, HE FEELS HIS OWN SENSE OF SELF SLIPPING AWAY, SUCKED UNCONTROLLABLY INTO THE WHIRLPOOL OF THE CHAMELEON'S DEMENTIA.

HE THINKS OF THE DUPLICATE OF HIMSELF HE ENCOUNTERED EARLIER THIS EVENING--THE ONE CLAIMING TO BE THE CLONE HE'D THOUGHT LONG DEAD...

...AND ANOTHER CELL ILLUMINATES BEHIND SPIDER-MAN.

CARNAGE.

NO PARAMETERS ON THIS ONE'S MADNESS. NO STRAITJACKET CAN HOLD IT. NO CELL CAN CONTAIN IT. NO PSYCHIATRIST CAN EXPLAIN IT.

CLETUS KASADY'S MIND IS DARK CHAOS...OOZING OUT LIKE NUCLEAR WASTE, POISONING EVERYTHING AROUND IT.

...AND FEELS A PARALYZING TERROR AT THE THOUGHT OF THAT UNHUMAN THING SOMEHOW STEALING HIS IDENTITY--LEAVING HIM AS MUCH A FACELESS MAN AS SMERDYAKOV.

THE UNBEARABLE THOUGHT FADES QUICKLY WHEN THE LIGHT IN THE CHAMELEON'S CELL SUDDENLY WINKS OUT...

"EXISTENCE," THAT MIND SEEMS TO WHISPER, "IS POINTLESS. THE GOOD PERISH. EVIL IS ETERNAL."

"NO MORAL BOUNDARIES, NO MEANING. NO GOD."

The beasts!

The demons!

The mirror!

THE LIGHT FADES IN CARNAGE'S CELL, PLUNGING THE RAVENSCROFT CORRIDORS INTO DARKNESS...

...LEAVING SPIDER-MAN ALONE WITH HIS OWN FEVERED THOUGHTS.

AGITATED, AFRAID, HE STANDS IN THE SHADOWS, UNCERTAIN OF WHAT TO DO, WHERE TO TURN.

THE SPIDER'S MASK WAS SUPPOSED TO BE HIS PROTECTION... HIS SAFETY NET.

BUT NOW, IT SEEMS, HIS SAFETY NET IS GONE.

A THOUSAND THOUGHTS CRAWL, LIKE INSECTS, THROUGH HIS MIND.

A THOUSAND FEELINGS SPIN LIKE INTRICATE, UNBREAKABLE WEBS.

HE TRIES TO SHUT THEM OUT, PUSH THEM AWAY, BUT THE OVERWHELMING INSANITY OF THIS PLACE...

...CONTINUES TO SEEP THROUGH HIS EVERY PORE.

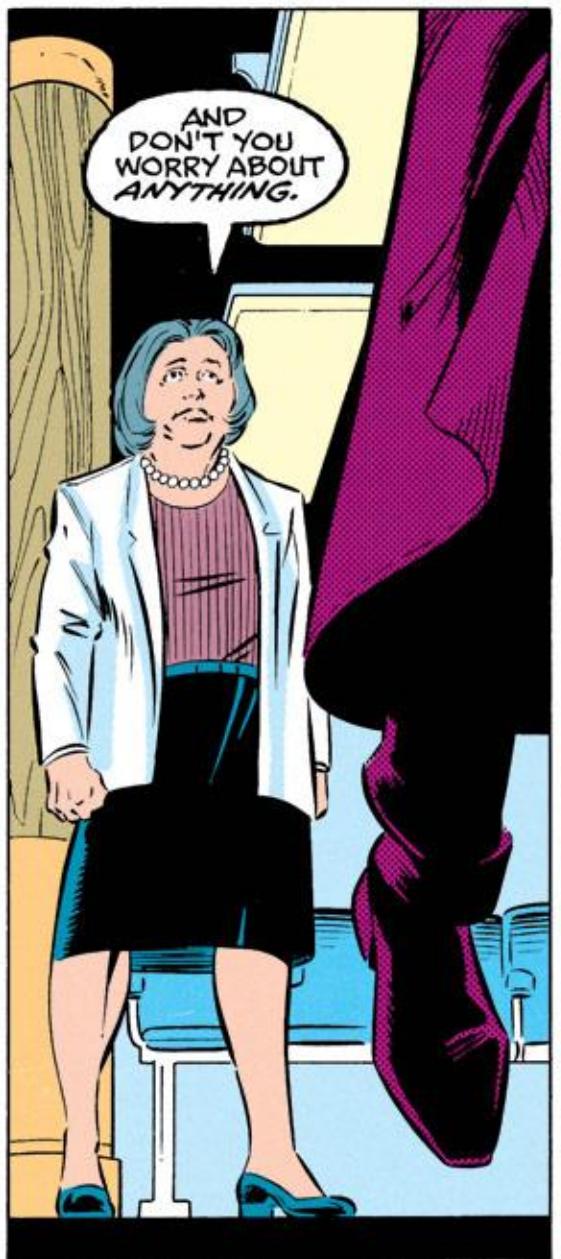
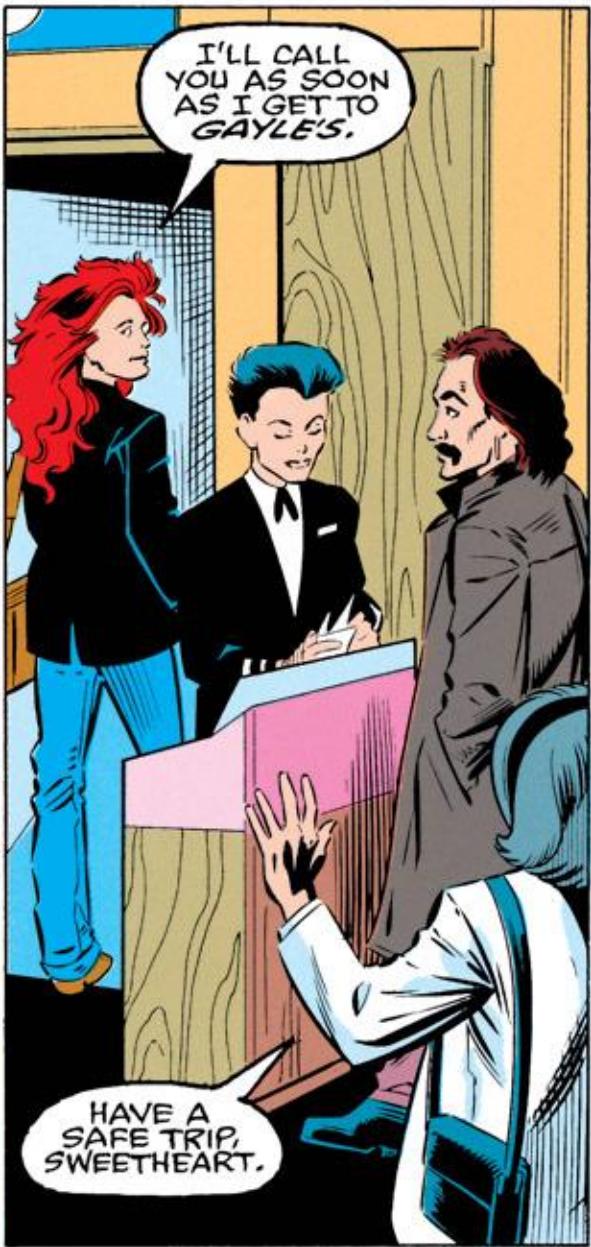
NO WALLS BETWEEN HIMSELF-- AND THE MADMEN LOCKED AWAY HERE.

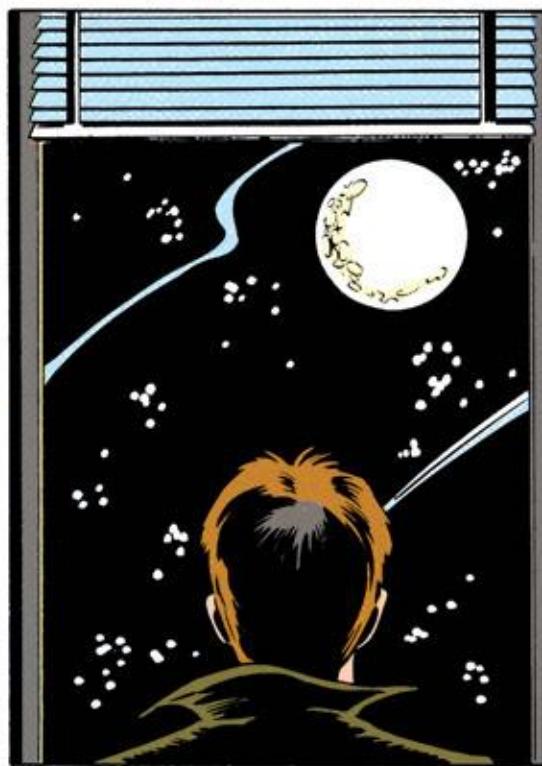
Alone! Gazing into the shattered mirror of self!

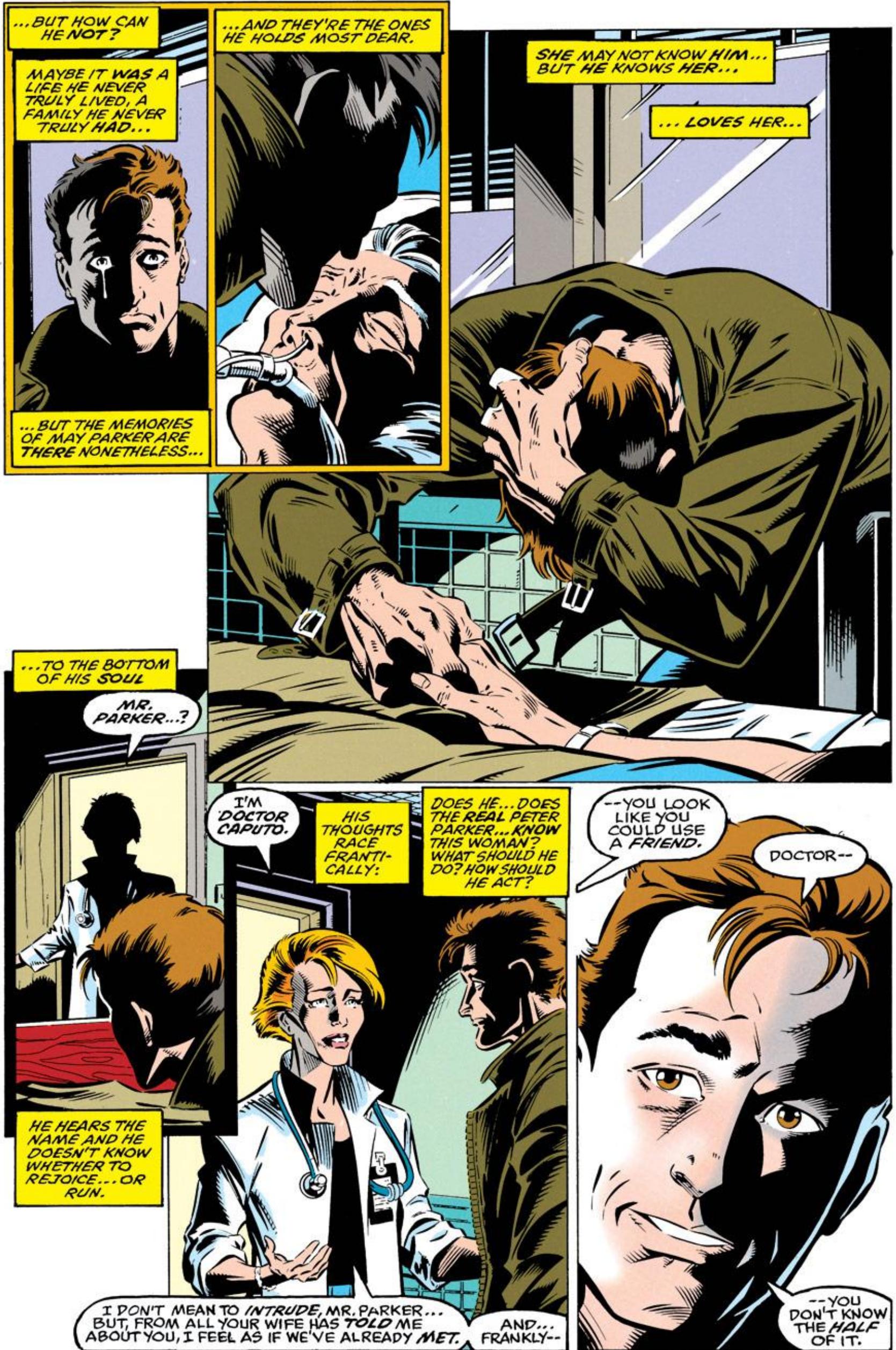
With no one to help you!

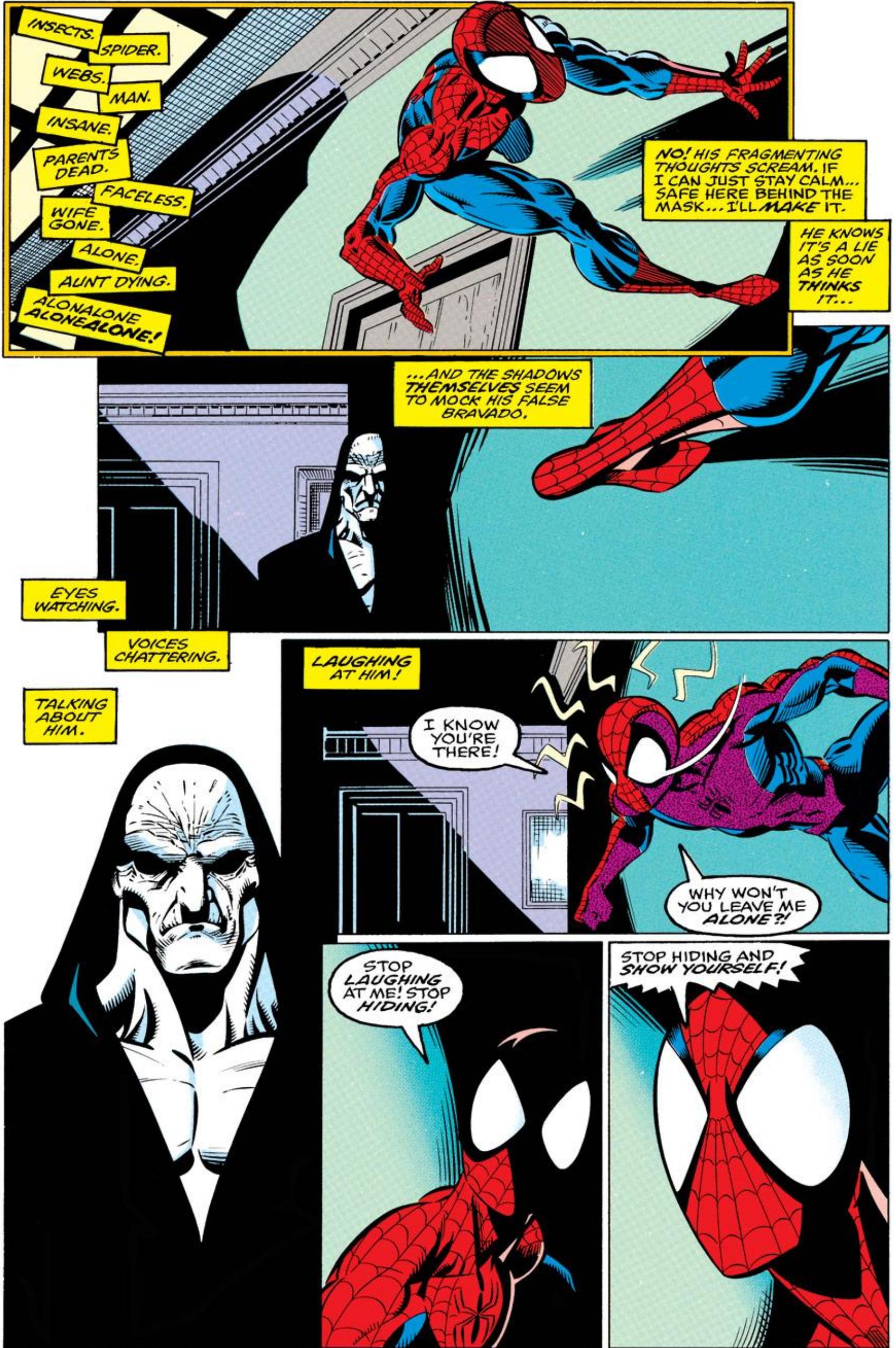
No soul to love you!

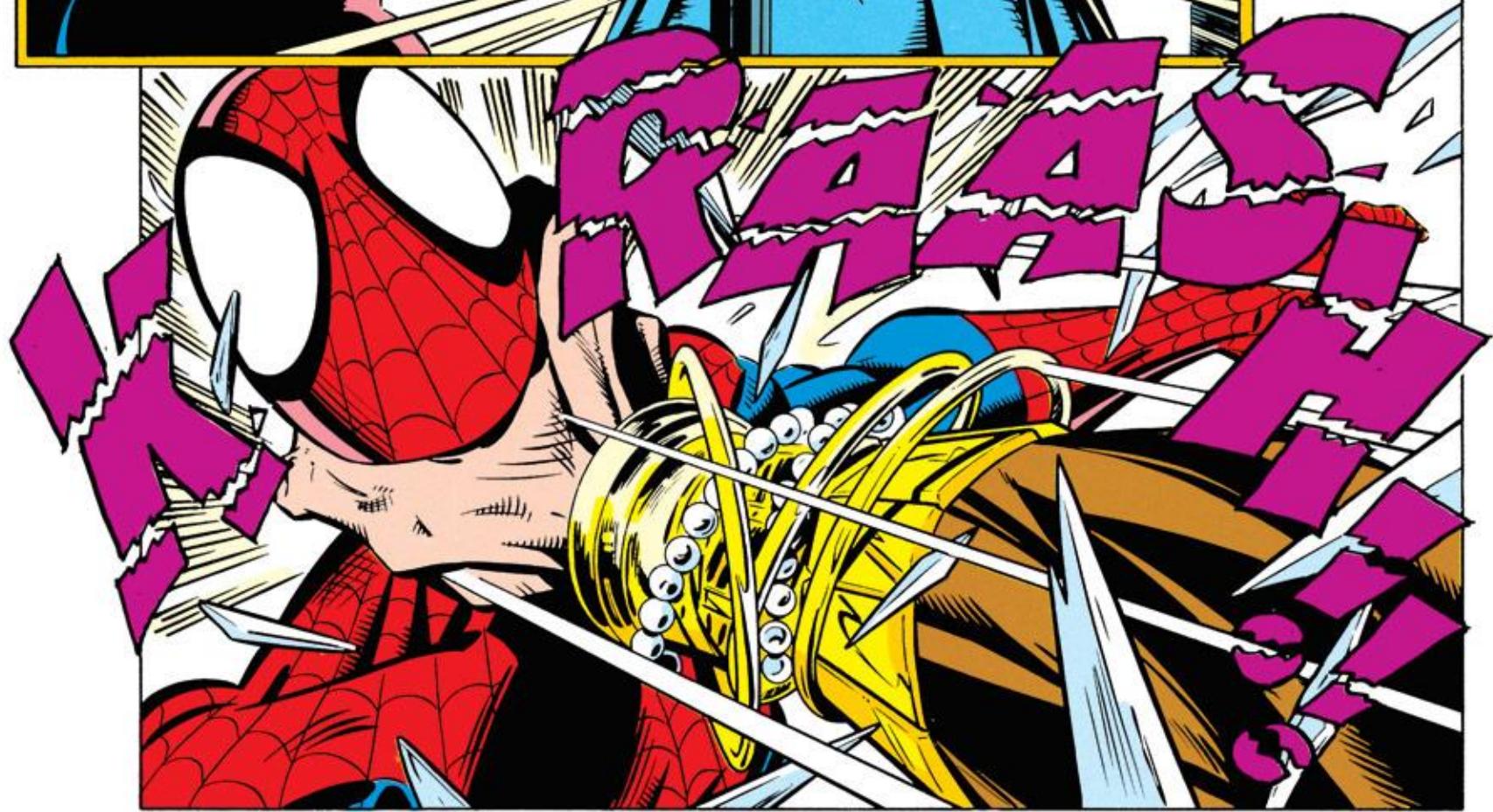












WHY STRUGGLE?
I'VE BEEN DANCING
THROUGH YOUR
CONSCIOUSNESS
FOR HOURS--
--DO YOU THINK
YOU CAN FORCE
ME OUT NOW?

ALL THROUGH THIS
INSTITUTION ARE
MINDS OBSESSED
WITH YOU, SPIDER-
MAN. YOUR NAME
RUNS LIKE A MANTRA
THROUGH THEIR
TWISTED PSYCHES.

-- BY PUSH-
ING ASIDE
THE FINAL
VEILS OF
CONSCIOUS-
NESS--
-- AND
MOVING IN
... TO THE
PARTS OF
YOUR SOUL
SO DEEP, SO
SHADOWED--

-- THAT YOU
YOURSELF ARE
UNAWARE OF
THE TRUTHS
THAT RESIDE--

THEY STRAIN, FUTILELY,
TO UNDERSTAND YOU...
BUT THEIR VERY MADNESS
PREVENTS THEM FROM
EVER DOING IT.

I WANT TO
UNDERSTAND
YOU, AS WELL--
--AND
I WILL--

--THERE...?!

HAHAHAHAHA







BROKEN, NOT BY THIS NIGHT'S EVENTS-- BUT BY A LIFETIME.

AUNT MARY JANE GWEN UNCLE BEN

HOW LONG, HE THINKS (IF THESE CRIPPLED IMPULSES THAT CRAWL ACROSS HIS MIND CAN BE CALLED THOUGHT), CAN HE GO ON FIGHTING?

AND FOR WHAT?

SOME IMAGINED IDEAL? SOME MORAL LINE IN THE SAND?

BETTER TO WITHDRAW INTO NOTHINGNESS LIKE SMERDYAKOV... THAN LIVE IN THIS CRUEL AND HEARTLESS WORLD.

MADNESS

IS THE ONLY

SANE

RESPONSE.

SO--

BETTER TO EMBRACE THE CHAOS LIKE KASADY... THAN TRY TO UPHOLD AN ILLUSORY ORDER.

MOMMY DADDY SPIDER PETER HELP ME HELP ME HELP ME

IN A WORLD LIKE THIS, HE CONCLUDES (AS HIS WILL DIS-SOLVES, HIS VERY SELF IMPLODES)...

-- HE WAS NOT WHAT YOU EXPECTED.

WHAT NOW, JUDAS?
THE INMATES DIE-- AS YOU PROMISED?

