

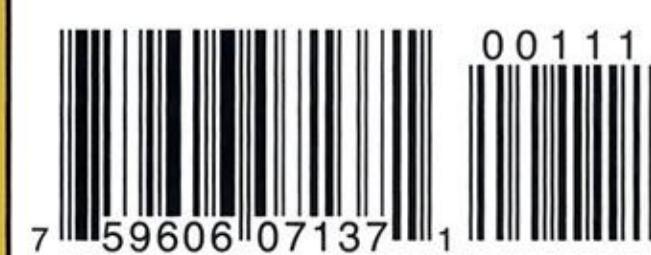
the AMAZING SPIDER-MAN



COLLECTOR'S ITEM
CLASSIC



00111



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DIRECT EDITION
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WHILE ATTENDING A DEMONSTRATION IN
RADIOLOGY, HIGH SCHOOL STUDENT **PETER PARKER** WAS BITTEN BY A SPIDER WHICH
HAD ACCIDENTALLY BEEN EXPOSED TO
RADIOACTIVE RAYS. **PETER** SOON FOUND
THAT HE HAD GAINED **SPIDER POWERS**
AND HAD, IN EFFECT, BECOME A **HUMAN ARACHNID**. FROM THAT DAY ON, HE WAS

the AMAZING SPIDER-MAN



IN THE DARK DAYS OF THE EARLY 1940S,
STEVE ROGERS VOLUNTEERED FOR THE
UNITED STATES' COVERT SUPER-SOLDIER
PROGRAM, A **MILITARY EXPERIMENT**
THAT TRANSFORMED THE SKINNY, WEAK
ROGERS INTO THE PERFECT MAN AND
PERFECT PATRIOT.

CAPTAIN AMERICA



PRODUCTION BY:
IRENE Y. LEE

COVER ART BY:
MARCOS MARTIN

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THE SPIDER and THE SHIELD!

REVEALED
AT LAST--
SPIDER-MAN'S
FIRST MEETING WITH

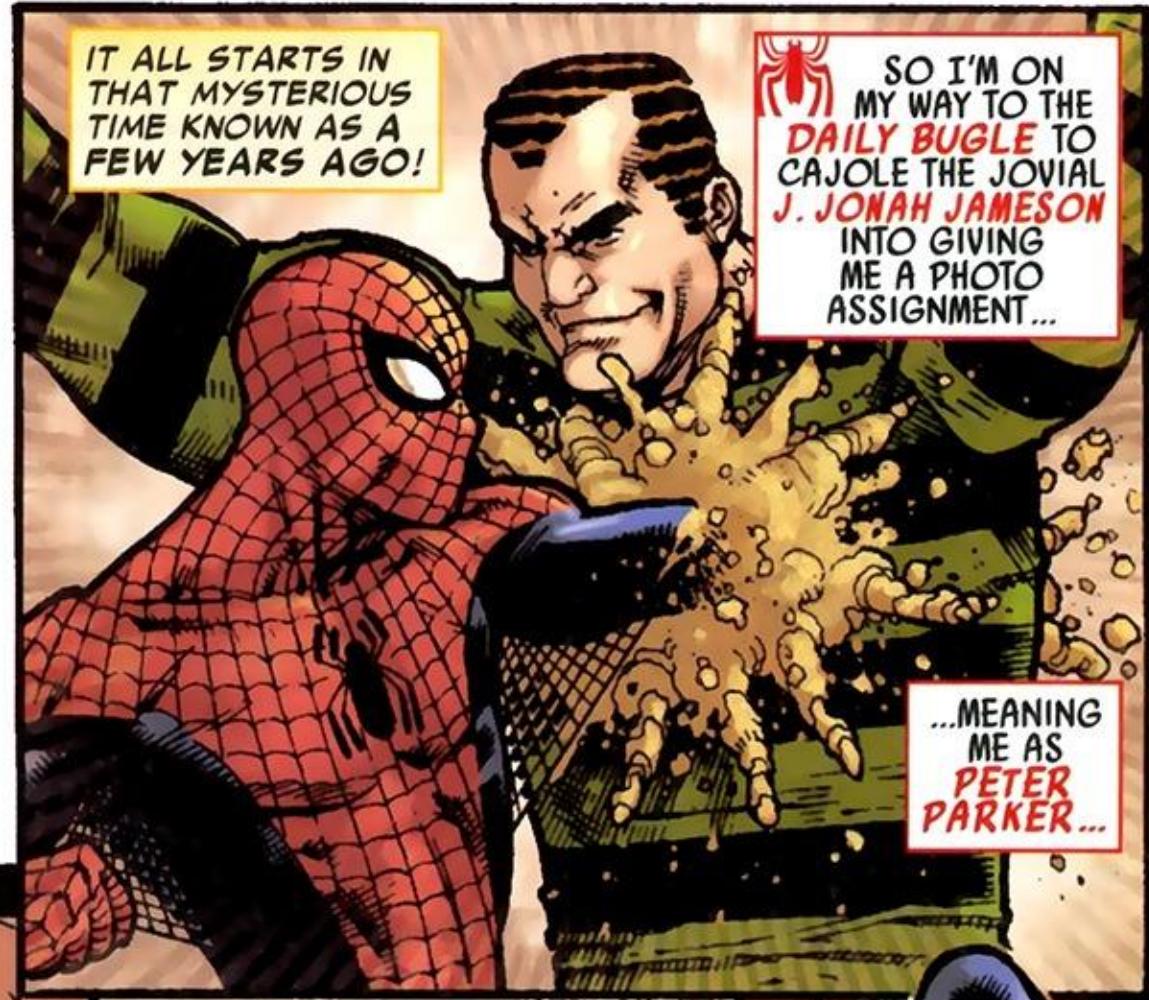
Captain America

STOP!

THIS AIN'T
CAPTAIN
AMERICA!
ARE YOU
BLIND? THIS
IS THE
SINISTER
SANDMAN!

**ANOTHER MARVEL
COLLECTOR'S
ITEM CLASSIC
AS TOLD BY:**

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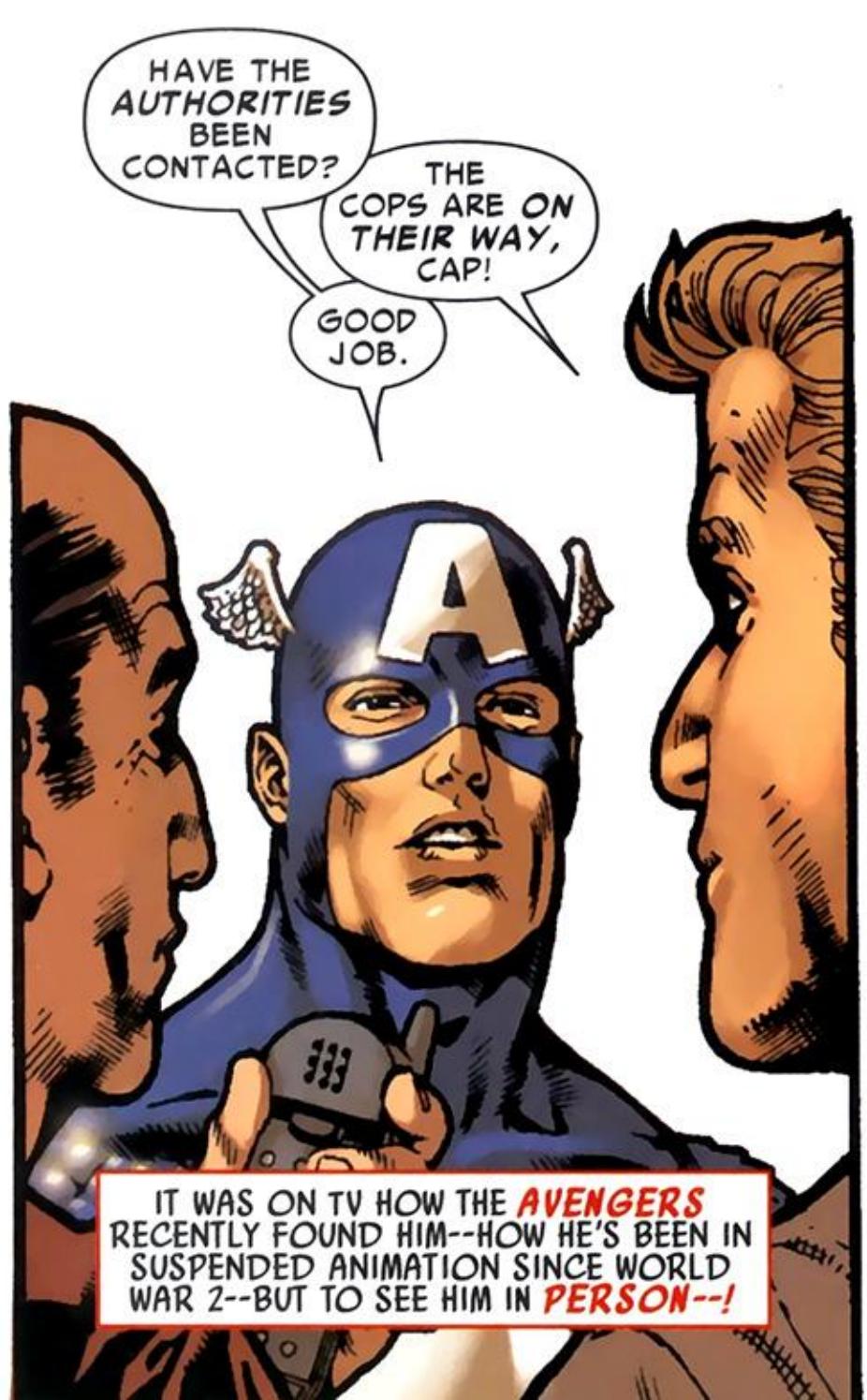


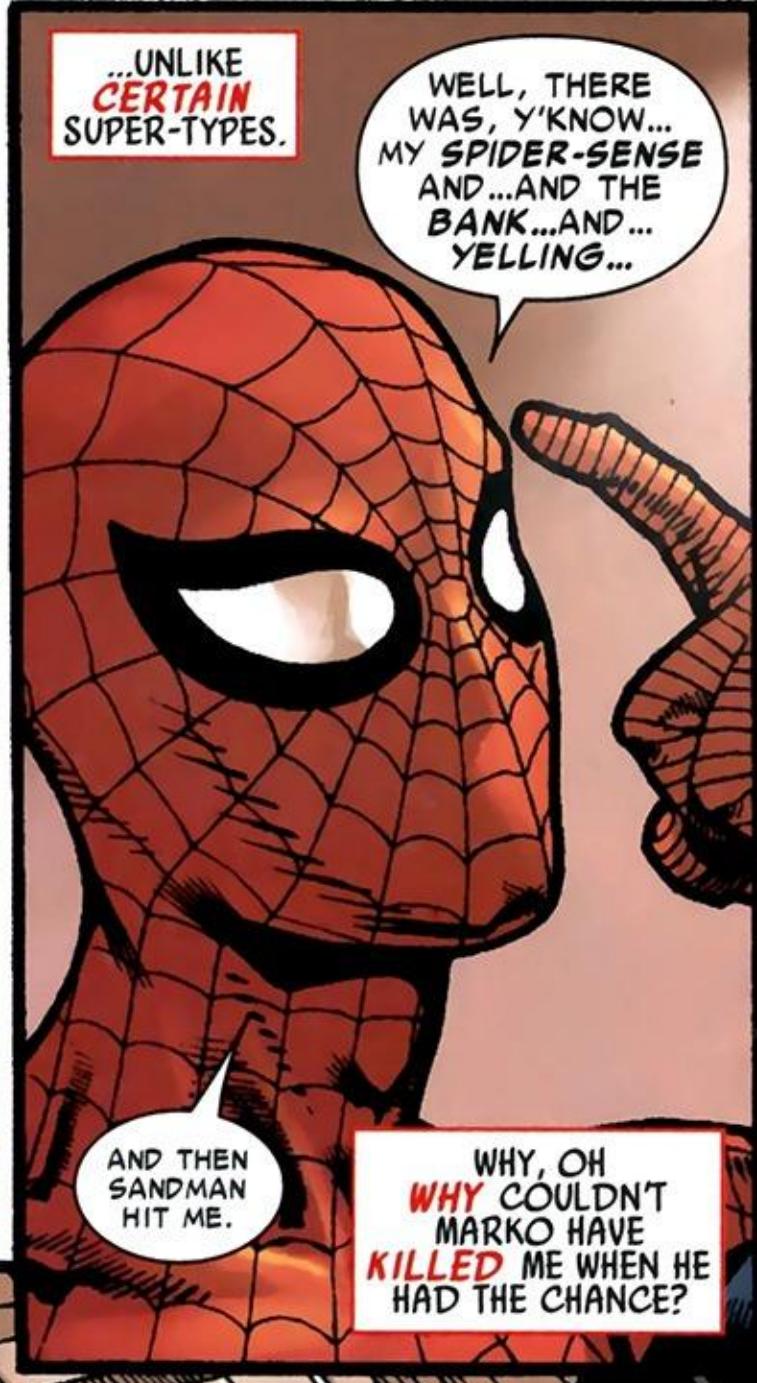
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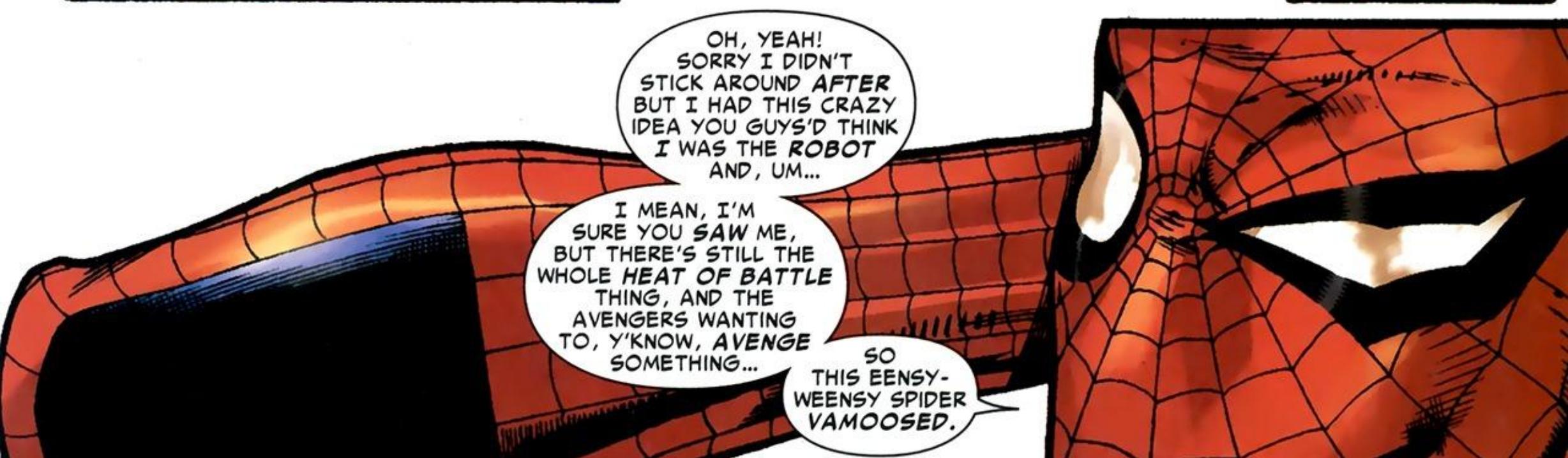
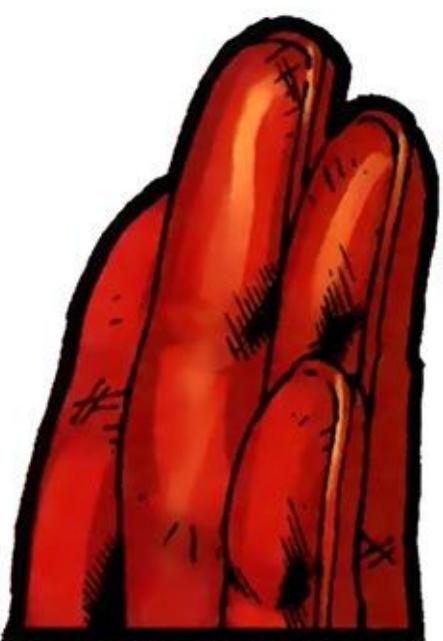
"FLINT" MARKO ISN'T EXACTLY A DEEP THINKER, BUT AS HIS SANDY TENDRILS BECOME GRANITE-HARD AROUND MY FACE...

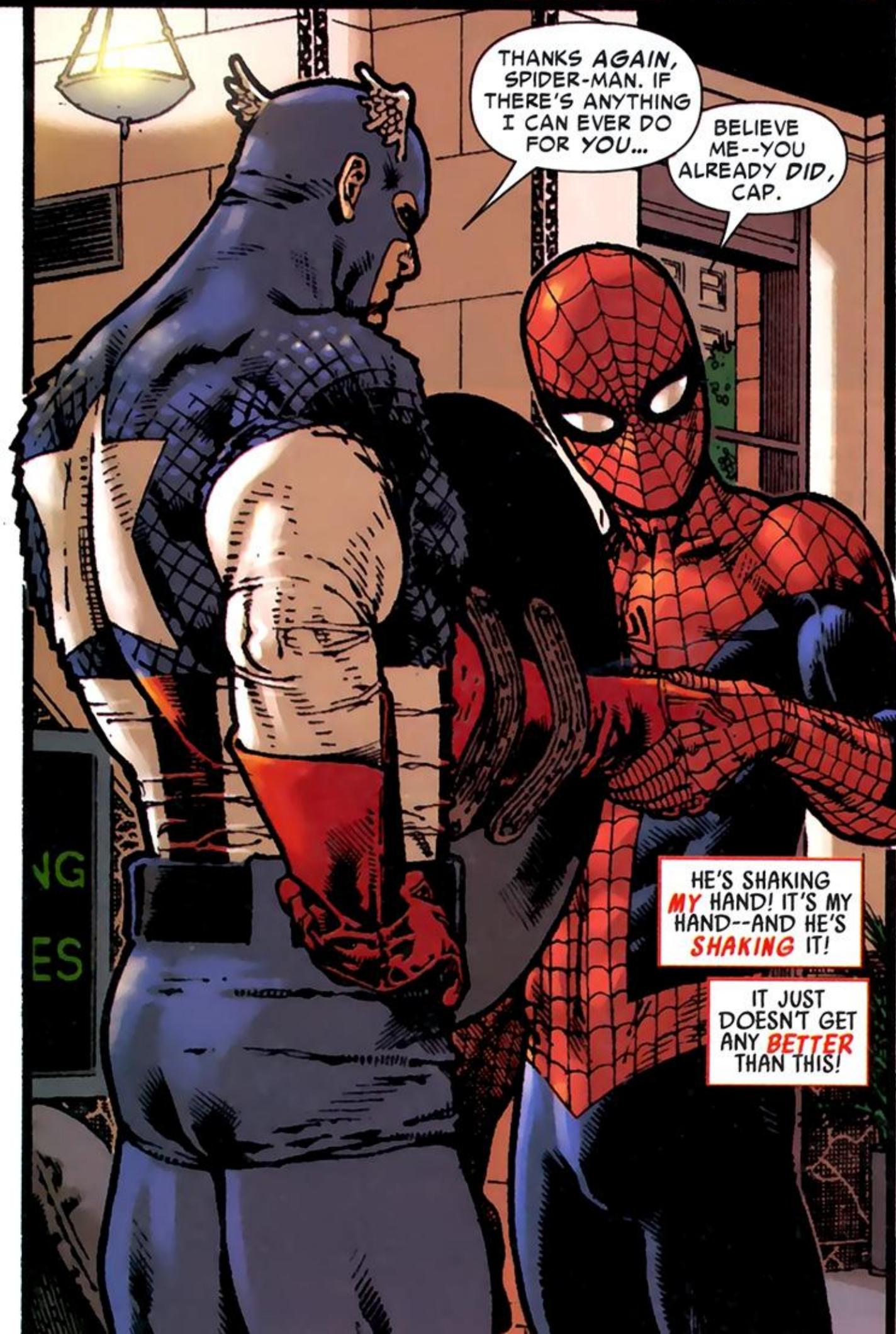






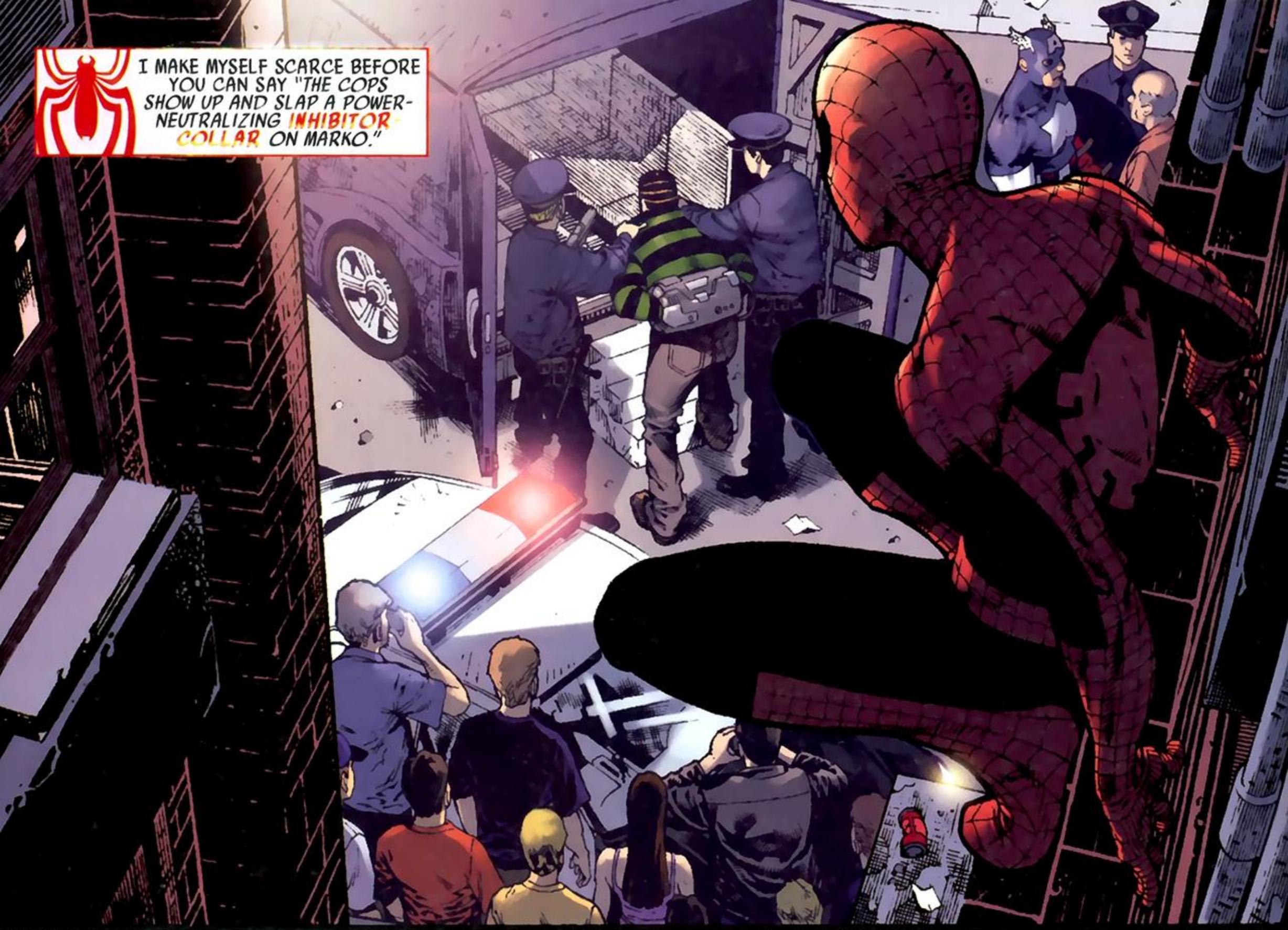
AS SHOWN IN THE NOW-CLASSIC AVENGERS VOL. 1, #11 --"WAY-BACK" WACKER.







I MAKE MYSELF SCARCE BEFORE YOU CAN SAY "THE COPS SHOW UP AND SLAP A POWER-NEUTRALIZING INHIBITOR-COLLAR ON MARKO."



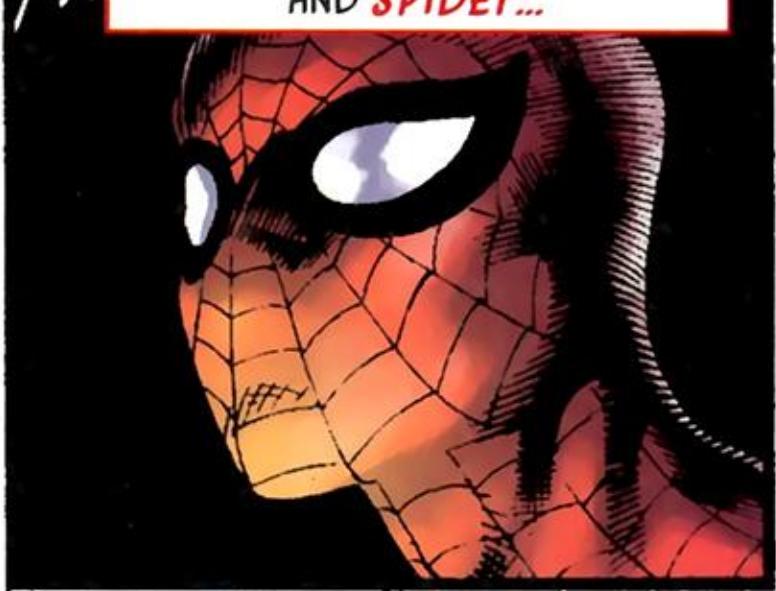
MARKO CLIMBS INTO THE WAGON LIKE HE'S BEING FORCED TO EAT VEGETARIAN WHEN HE'S SALIVATING FOR STEAK.

NEW YORK'S FINEST DON'T FLINCH. THEY'RE TOTAL PROS AS THEY LOCK HIM AWAY, WISHING SANDMAN PLEASANT DREAMS...



WITH ME IT WOULD HAVE BEEN MUG-SHOTS AND CONFESSION STATEMENTS.

MAYBE I JUST NEED TO CHANGE MY NAME AND COSTUME. THE STAR-SPANGLED SPIDER...SPIDER-PATRIOT...CAPTAIN AMERICA AND SPIDEY...



PHASE-IN--
COMPLETE!

EXCELLENT,
TESLA. TARGET
IS IN THE
VEHICLE.

CURIE,
KAFKA--
EXPEDITE.

WITH
PLEASURE,
DARWIN.

NOT SO
FAST, PEOPLE.
WHAT DO YOU
THINK YOU'RE
DOING?

AH--CAPTAIN
AMERICA. HOW
FORTUITOUS TO MAKE
YOUR ACQUAINTANCE
UNDER THESE
CIRCUMSTANCES.

WE REPRESENT
A SECRET
ENCLAVE OF THE
WORLD'S CUTTING-EDGE
THINKERS AND THEORISTS--
A GROUP OF ROGUE
SCHOLARS, IF
YOU WILL.

OUR BEST
AND BRIGHTEST HAVE
DETERMINED WITH
MATHEMATICAL CERTAINTY
THAT CHRONAL STRANDS
ARE CONVERGING IN THE
NEXT FEW HOURS
SO THAT...

...FLINT MARKO
AND HIS UNIQUE
SILICIC ABILITIES WILL
BE EVENTUALLY BUT
DIRECTLY RESPONSIBLE
FOR THE EXTERMINATION
OF AT LEAST
27% OF THE WORLD'S
POPULATION.

GOOD
NEWS: IT'S
COMPLETELY
AVOIDABLE.

HRM.
EASY. KILL
MARKO.

WON'T
HAPPEN.

BUT, CAPTAIN, THE LAST TIME THIS SORT OF CHRONAL ALIGNMENT OCCURRED, IT LED TO THE RISE OF HITLER.

AND NONE BETTER THAN YOU SHOULD UNDERSTAND THE MORAL IMPERATIVE TO ASSASSINATE A HITLER-- BEFORE HE COMMITS HIS ATROCITIES.

I WISH IT WAS THAT EASY--BUT YOU CAN'T CONDEMN A MAN FOR WHAT MIGHT HAPPEN.

SOME OF THE GREATEST MINDS I EVER KNEW SAID WE'D BE LIVING ON THE MOON BY THE 21ST CENTURY. THE FUTURE ISN'T WRITTEN IN STONE.

NO--IN THIS CASE IT'S WRITTEN IN RADIOACTIVE SAND. AND WE IGNORE THAT FACT AT OUR PERIL!

SANDMAN IS NO HITLER-- HE'S A THUG.

SEMANTICS.

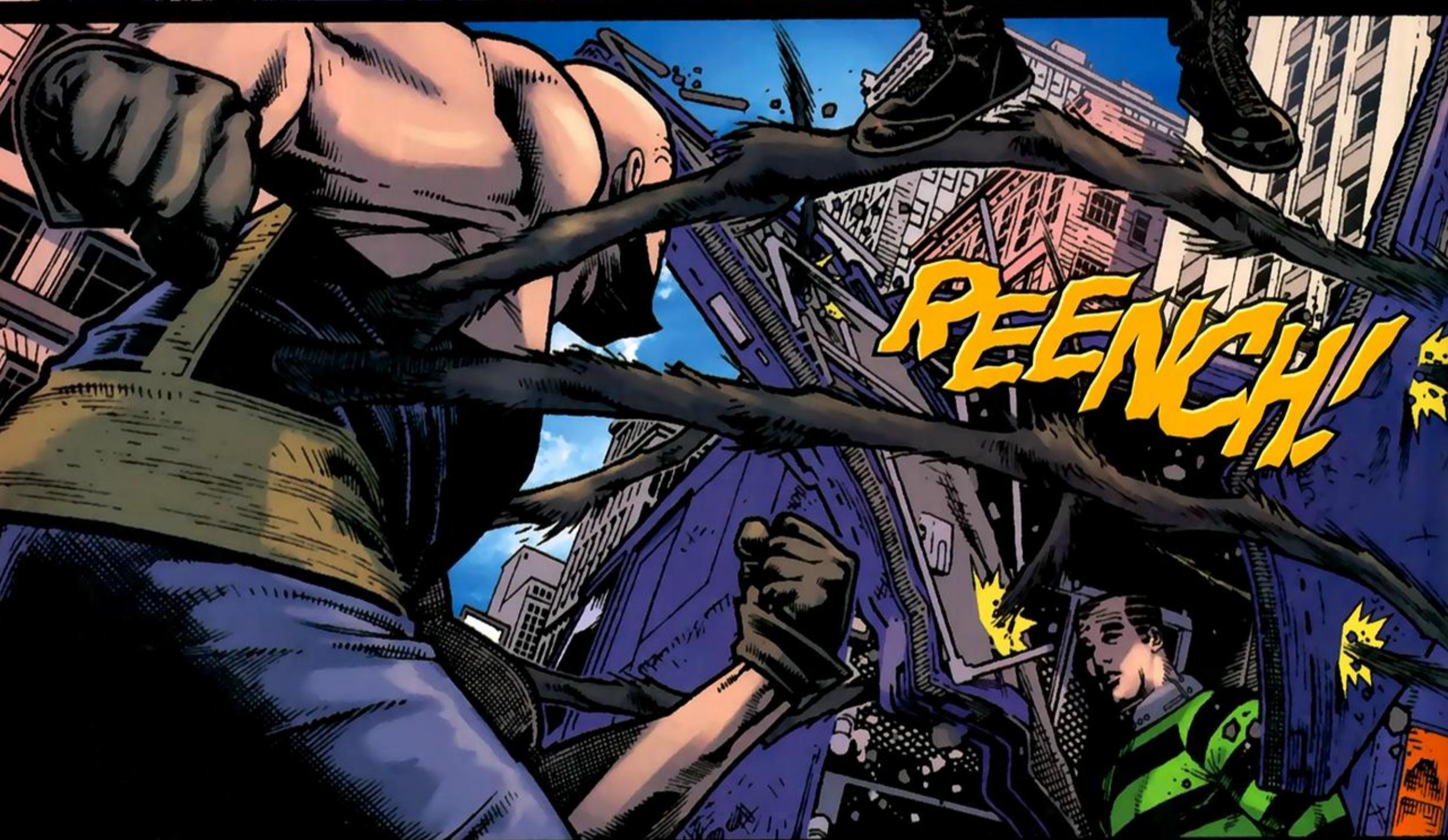
I TRULY HOPED YOU WOULD SEE THINGS OUR WAY, CAPTAIN...

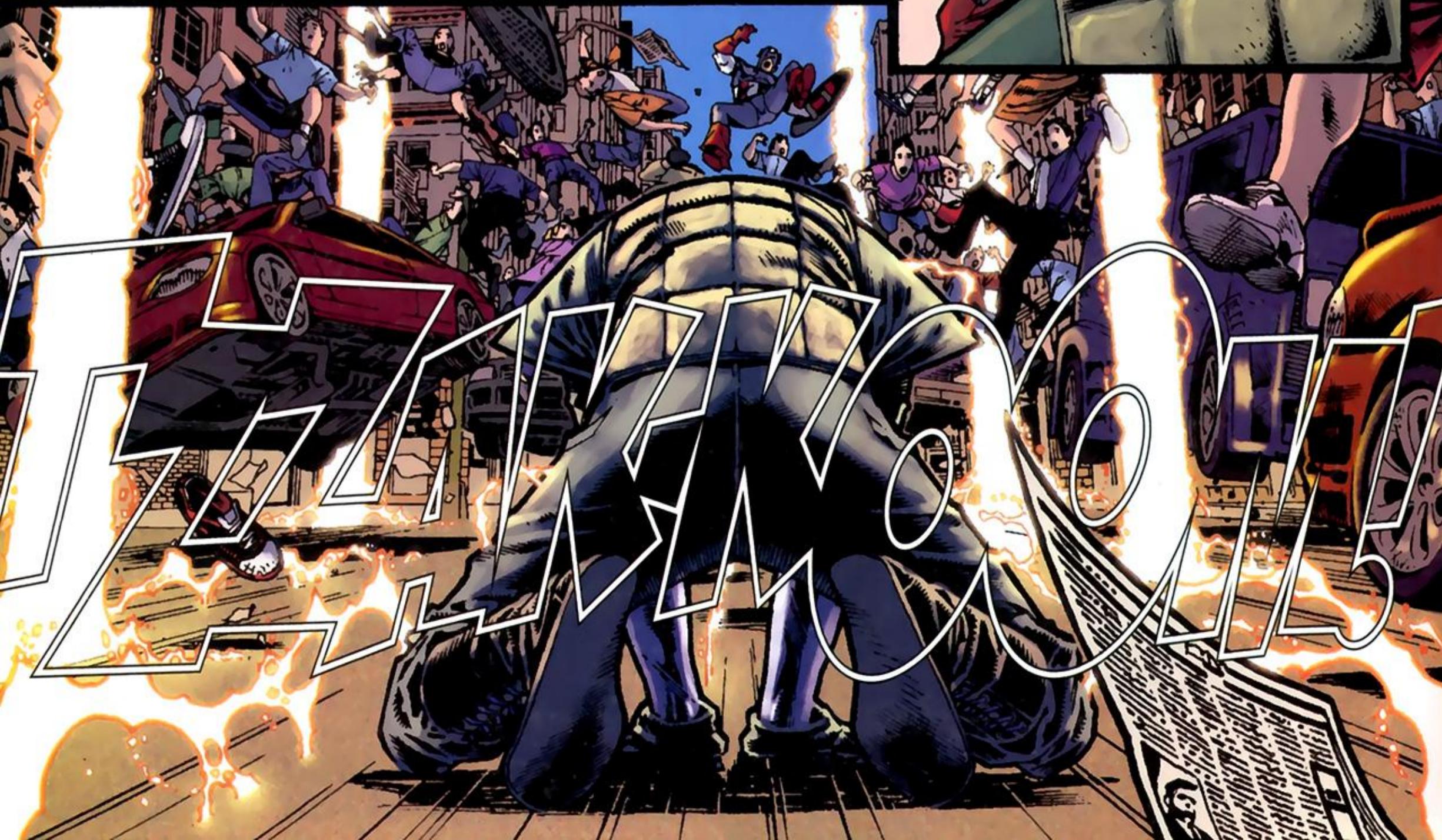
...BUT FULLY EXPECTED YOU WOULDN'T!

MWRRRAHHR!

NO LEFT TURN

POLICE













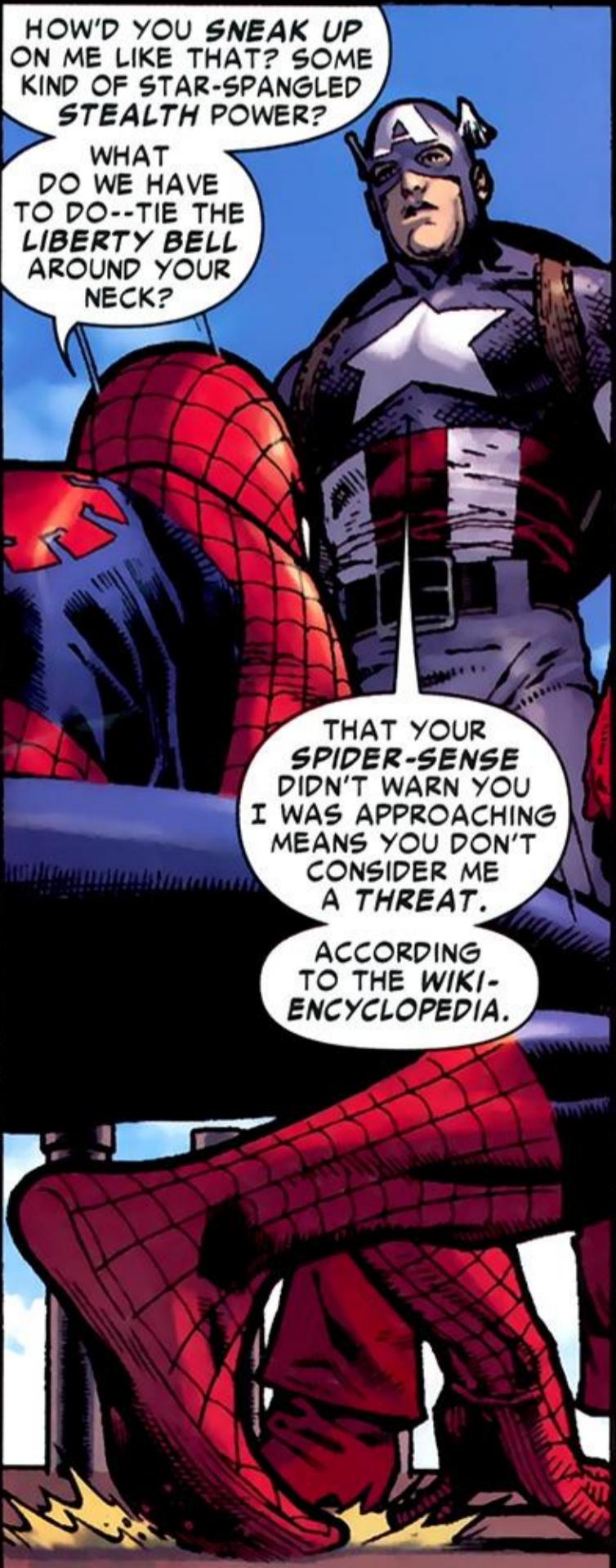


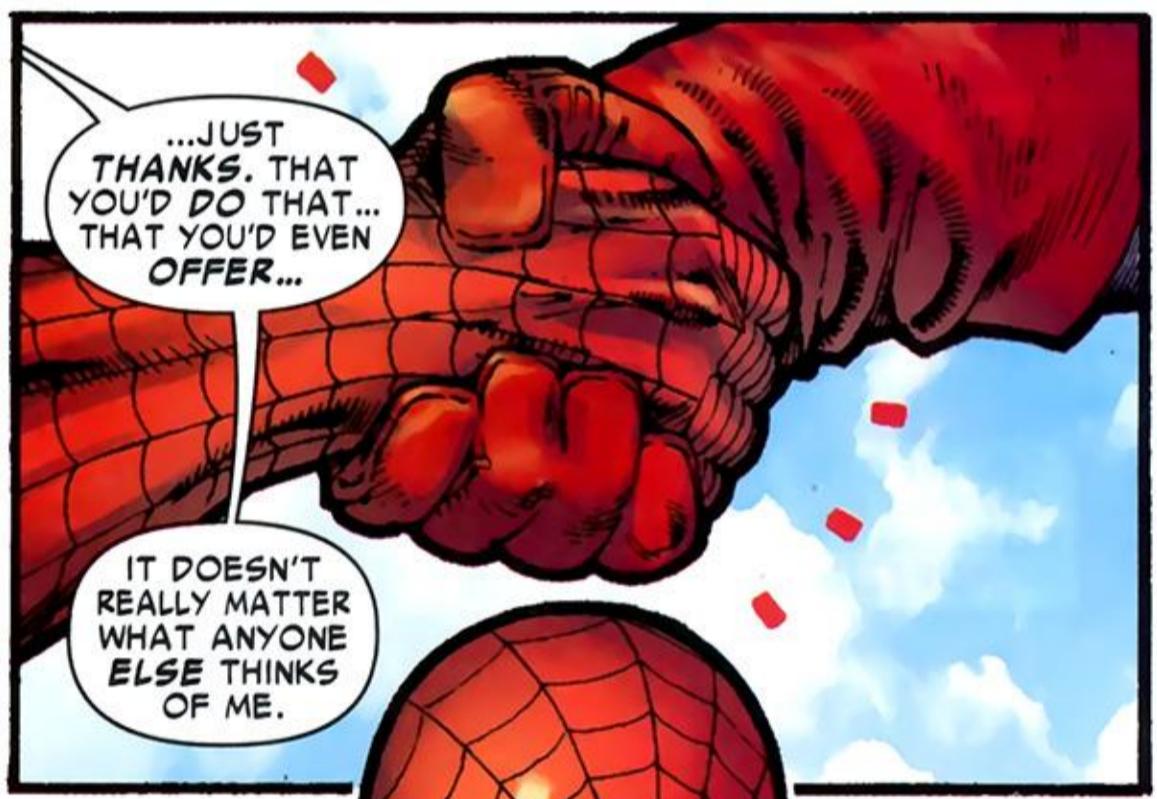






The Next Day.





STILL CAN'T BELIEVE
I ACTUALLY MET
CAPTAIN AMERICA!
AND HE SHOOK MY
HAND! EVEN TEAMED
UP WITH ME!

I DOUBT MEETING **ME** WILL
LEAVE ANY **LASTING** IMPRESSION.

UNCLE BEN
WOULD BE
PROUD.

ON THE OTHER HAND,
CAP PALS AROUND WITH
MILLIONAIRES, PRESIDENTS...
NORSE GODS...

HE CAN'T
BE THE **ONLY** ONE
LIKE THAT--MISTRUSTED,
MISUNDERSTOOD.
I CAN'T HELP
HIM, BUT MAYBE I
COULD HELP...

THERE YOU
GO AGAIN,
ROGERS--THINKING
YOU CAN SOLVE THE
WORLD'S PROBLEMS
YOURSELF!

EVEN IF I
COULD FIND HEROES
WHO DESERVE A
FRESH START, SPIDER-MAN'S
RIGHT--WE'D HAVE TO
WORK SIDE-BY-SIDE FOR WHO
KNOWS HOW LONG TO
CHANGE THE PUBLIC'S
PERCEPTION.

I SIMPLY
WOULDN'T HAVE
TIME FOR THAT,
WITH MY
AVENGERS
COMMITMENTS.

UNLESS...

UNLESS
THEY WERE
AVENGERS...

The End!

TO SEE THE
RESULTS OF CAP'S
BRAINSTORM, CHECK
OUT EVERY ISSUE
OF THE AVENGERS
SINCE #16!

DATELINE: 1995!

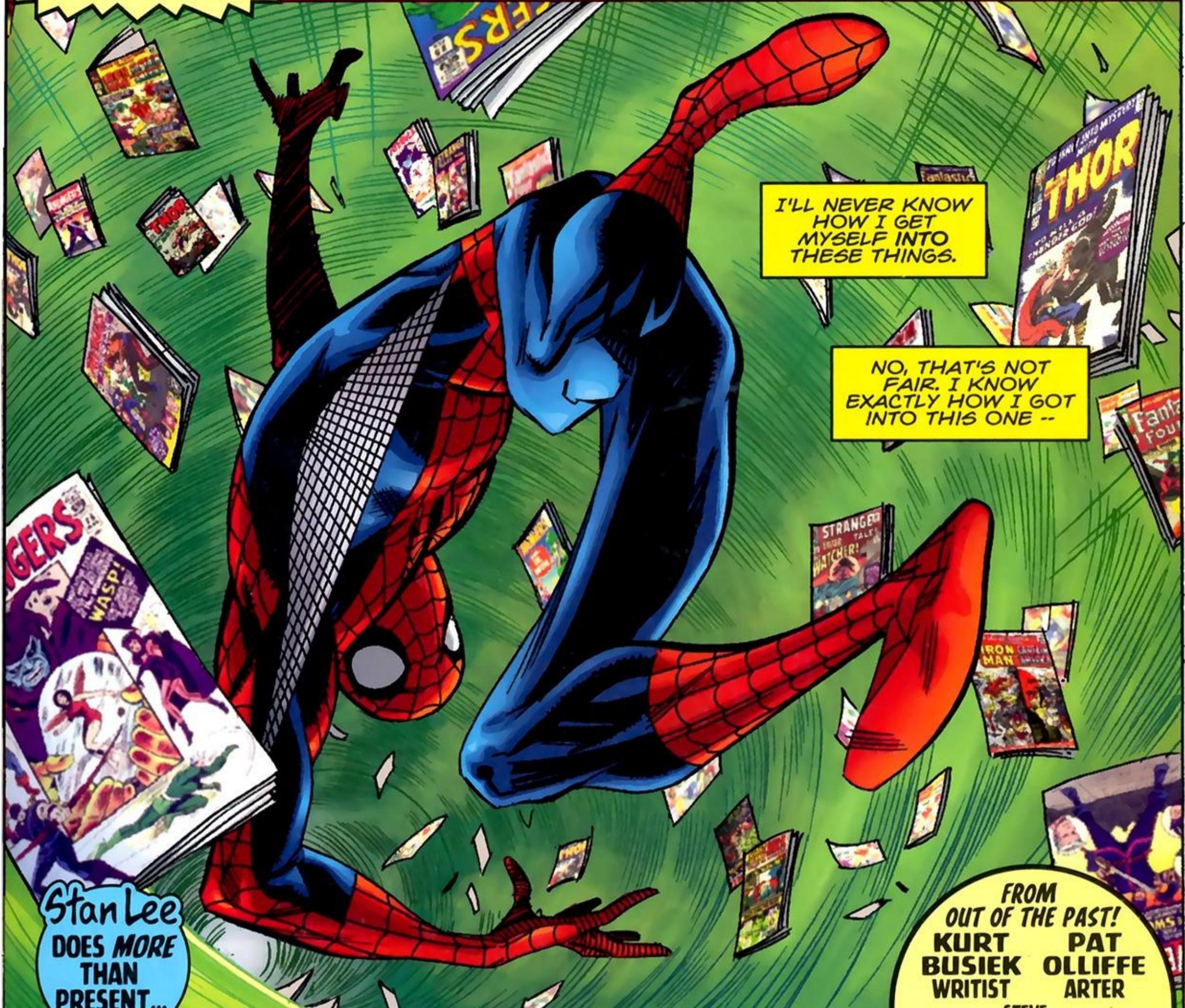
Toy Story topped the Box Office, Microsoft releases Windows 95, Assistant Editor Tom Brennan got his first rejection from a girl, Senior Editor Stephen Wacker was born and Executive Editor Tom Brevoort, in his 80th year in comics, teamed Kurt Busiek and Patrick Olliffe on *Untold Tales of Spider-Man*!



Untold Tales was a unique book, telling stories of Peter Parker's early days in webs. But while most throw-back books either re-told original stories or gave a new spin on old content, *Untold Tales* gave you brand new stories about the webbed wonder's first exploits.

Through 25 issues, Kurt and Pat (with a little help from Roger Stern, Tom DeFalco and Ron Frenz) brought some of the most fun Spider-Man comics of the decade. The Spidey Office is pleased to bring that team back together for one more *Untold Tale of Spider-Man*!

DIDJA MISS US?! BACK... BY WACK-ULAR DEMAND!



"MAKE MINE MARVEL!"

AN UNTOLD TALE OF SPIDER-MAN!

FROM
OUT OF THE PAST!
KURT BUSIEK WRITIST
PAT OLLIFFE ARTER
STEVE BUCCELLATO COMICRAFT COLORIST
THOMAS BRENNAN ASSISTANT WACKER
STEPHEN WACKER WACKER



-- THE HUMAN TOP!

NICE TRY, WEBS --

-- BUT YOU'VE GOTTA BE FASTER THAN THAT IF YOU WANT TO GET A GRIP ON A SPINNING TOP!

-- BUT WHEN I GOT THERE, THE TOP WAS ROBBING THE PLACE, STEALING AN EXPERIMENTAL CYCLOTRON WORTH MAJOR BUCKS ON THE BLACK MARKET.

I TRIED TO STOP HIM, BUT --

NAH, THAT WON'T DO. I NEED A NEW NAME -- SOMETHING CATCHY.

MR. CYCLONE? THE GREEN TORNADO? VIC VORTEX?

HOW 'BOUT WALLY WINDBAG?

'CAUSE IT TAKES A LITTLE MORE THAN THAT TO GET AWAY FROM ME, TOO!

OH?

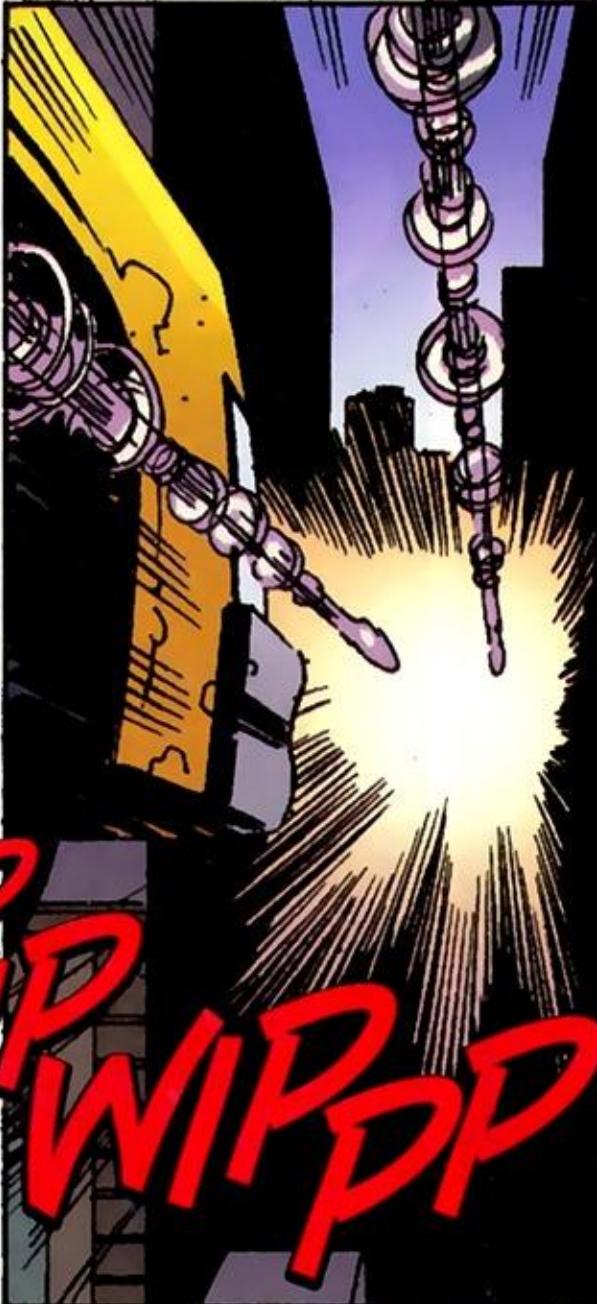
WHAT ABOUT THIS, THEN?
IS THIS ENOUGH?

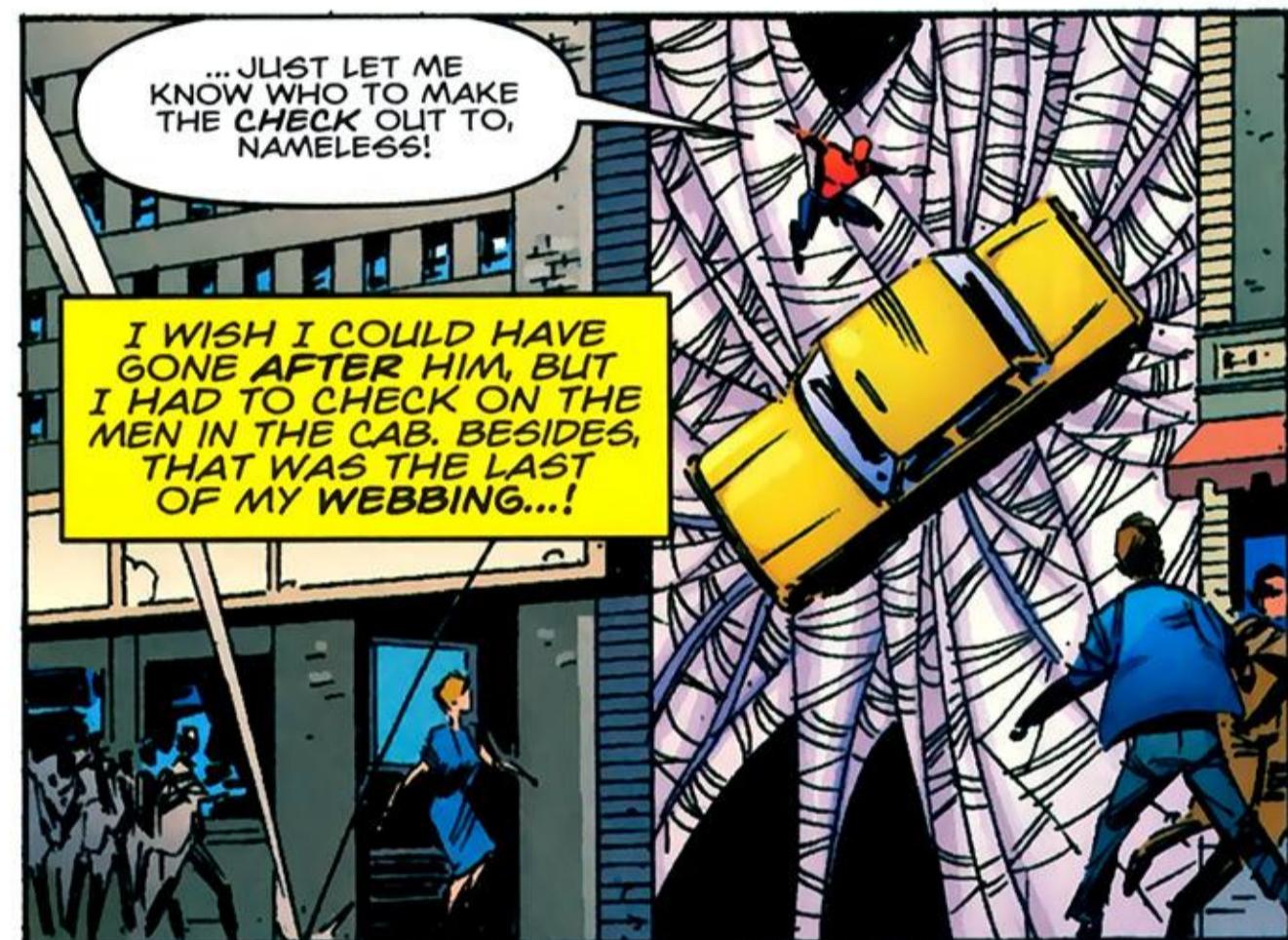
WH -- ?

HEY!

YOU MANIAC!

THERE'S PEOPLE IN THERE!





HEY, SPIDER-MAN!
THANKS FOR
TACKLING THE TOP
FOR US! IF YOU
WANT TO TAKE
OFF BEFORE THE
POLICE GET
HERE --

-- WE'LL
GUARD THE
DEVICE FOR
YOU!

DON'T MIND
HER -- A WASP'S
NATURAL ANTI-PATHY
TOWARD SPIDERS,
THAT'S ALL IT IS!

HMPH!
WE DIDN'T NEED
HIS HELP! WE'D
HAVE CAUGHT THE
TOP JUST FINE
ON OUR OWN!

DOUBLE-
HMPH!

GIANT-MAN.
AND THE WASP.

AND RIGHT
BEHIND THEM,
WHAT DO YOU
WANT TO
BET...

H'RAY, GIANT-MAN! H'RAY!

YEAH!

WE LOVE
GIANT-
MAN!

... THE
GIANT-MAN
FAN CLUB.

I KNEW IT.
I JUST KNEW
IT...

HM?
YOU DON'T LIKE
GIANT-MAN?

NO, NO, OF
COURSE I DO.
HE'S A GREAT
GUY.

IT'S JUST -- I
NEVER SEEM TO GET
ANY BREAKS, AND HERE
HE IS, WORLD-FAMOUS,
AN AVENGER, GOT HIS
OWN FAN CLUB --

WELL, NOW.
I CAN'T GET
YOU INTO THE
AVENGERS --

-- EVEN HIS
OWN COMIC
BOOK DEAL,
FOR PETE'S
SAKE!

-- BUT SEEING
AS YOU JUST
SAVED MY LIFE
AND ALL -- I MAY
JUST BE ABLE
TO HELP YOU
OUT WITH THAT
LAST ONE -- !

AND SURE ENOUGH,
HE COULD. I'D MANAGED
TO SNAP SOME PICS,
SO I DEVELOPED THEM,
DROPPED THEM OFF
AT THE BUGLE --

PETER!
PETER!

-- AND BY THE
TIME I GOT HOME
TO FOREST HILLS
AGAIN --

... AND IN LOCAL
NEWS, STAN LEE,
THE EDITOR AND HEAD
WRITER AT MARVEL
COMICS, ANNOUNCED AT A
PRESS CONFERENCE
TODAY...

I DON'T
BELIEVE IT. I DON'T
BELIEVE IT!

"... A SPANKING-
NEW COMIC SERIES,
STARRING NEW YORK'S
OWN WEB-SLINGING
WONDER -- THE
ALWAYS-AMAZING
SPIDER-MAN!

"AND JUST LIKE
OUR FABULOUS F.F.
AND ASTONISHING
AVENGERS MAGS --

-- IT'S FULLY-
AUTHORIZED, AND WILL
BE PRODUCED WITH THE
COOPERATION AND INPUT OF
THE WONDROUS WALL-
CRAWLER HIMSELF!

"SEE THE
ADVENTURES -- AS ONLY
SPIDEY CAN TELL THEM!
IT'LL BE THE BIGGEST --"

WHAT IS IT,
AUNT MAY?
A NEW BINGO
TAX? THEY'RE
OUTLAWING
THOSE
SKATEBOARD
STUNTS YOU
LOVE TO
DO?

OHHH!
THAT AWFUL
SPIDER-MAN!
HOW CAN THAT
MAN LIONIZE
HIM LIKE THAT --
TREAT HIM
LIKE HE'S A
HERO?!!

BESIDES, I DIDN'T EXPECT
STAN TO ANNOUNCE IT ON TV.
WHAT A HAM!

I NEVER DID
LIKE THOSE FUNNY-
BOOKS, ANYWAY! I USED
TO READ THEM CAUSE
JUVENILE DELINQUENCY,
AND LET ME TELL YOU,
YOUNG MAN --

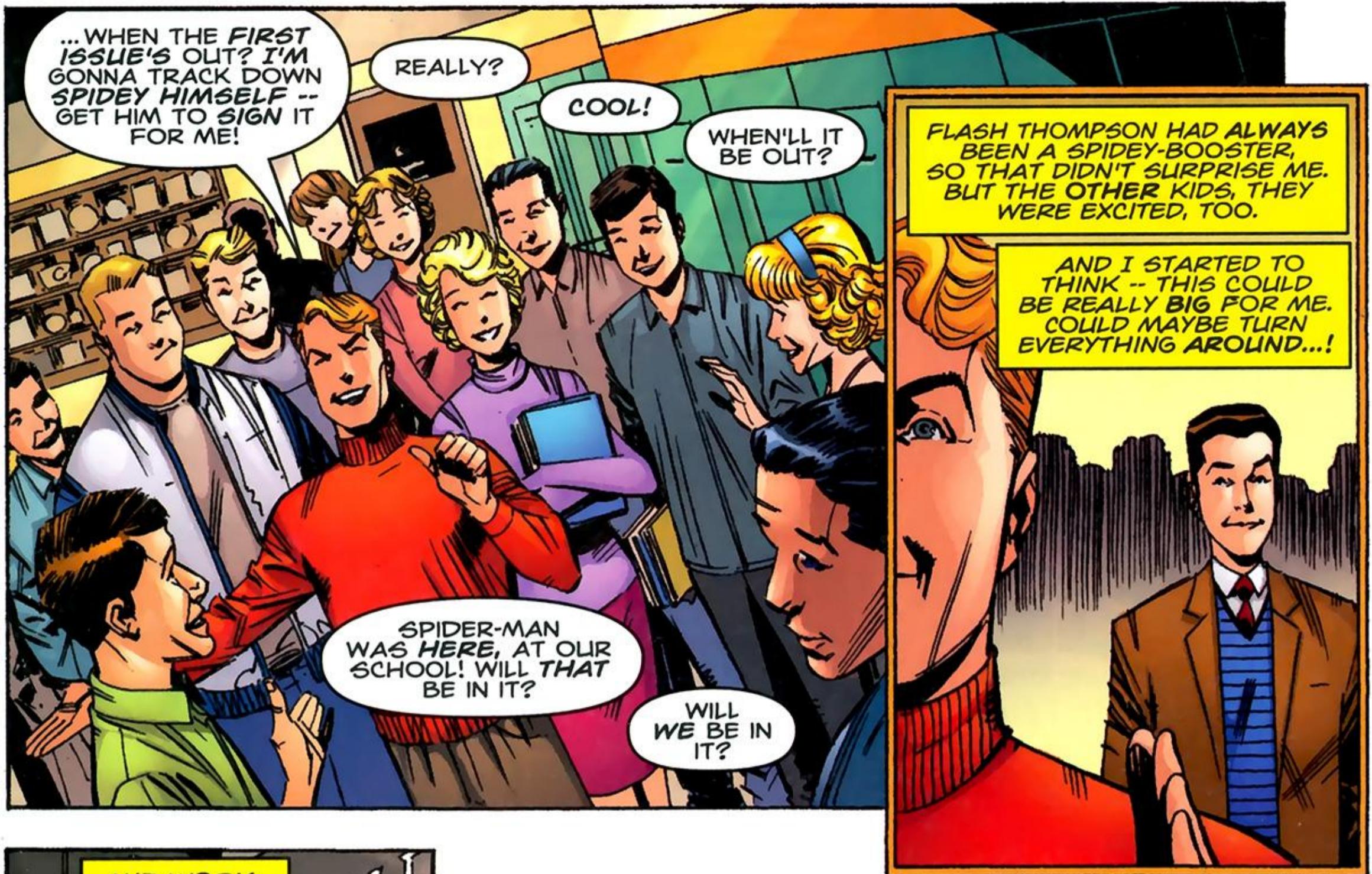
AND THE
NEXT DAY...

MIDTOWN
HIGH
SCHOOL

TELL
YOU WHAT,
GANG...

IF I COULD HAVE
PREPARED HER,
I WOULD HAVE --
BUT HOW WOULD
PETER PARKER BE
EXPECTED TO KNOW?

I DIDN'T HEAR ABOUT
ANYTHING ELSE, ALL NIGHT.



NOT TO WORRY, BETTY.
HE'LL GET OVER IT.

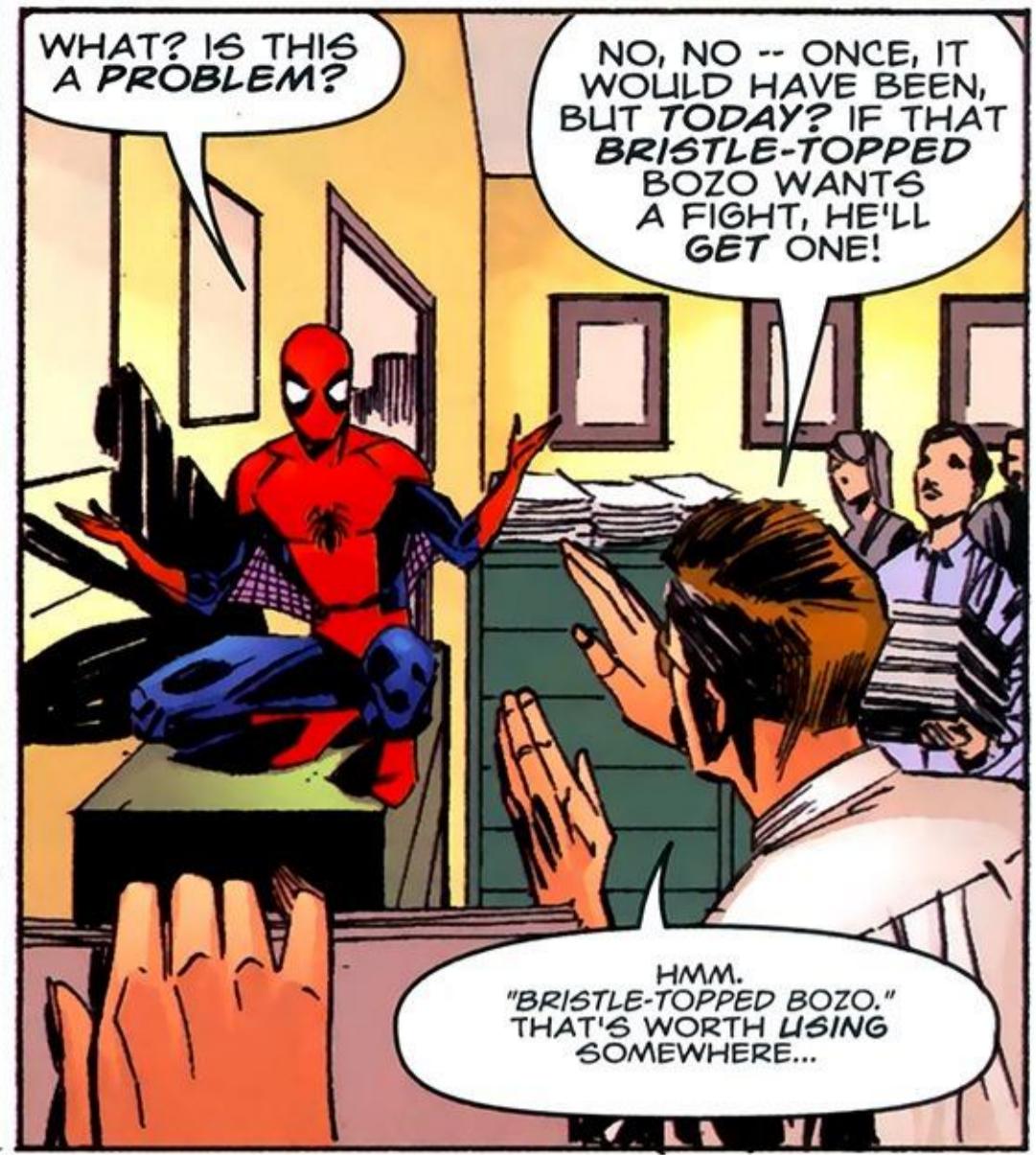
ONE BIG
NATURAL DISASTER,
OR A JUICY POLITICAL
SCANDAL, SOMETHING
THAT MAKES THOUSANDS
OF PEOPLE
MISERABLE --

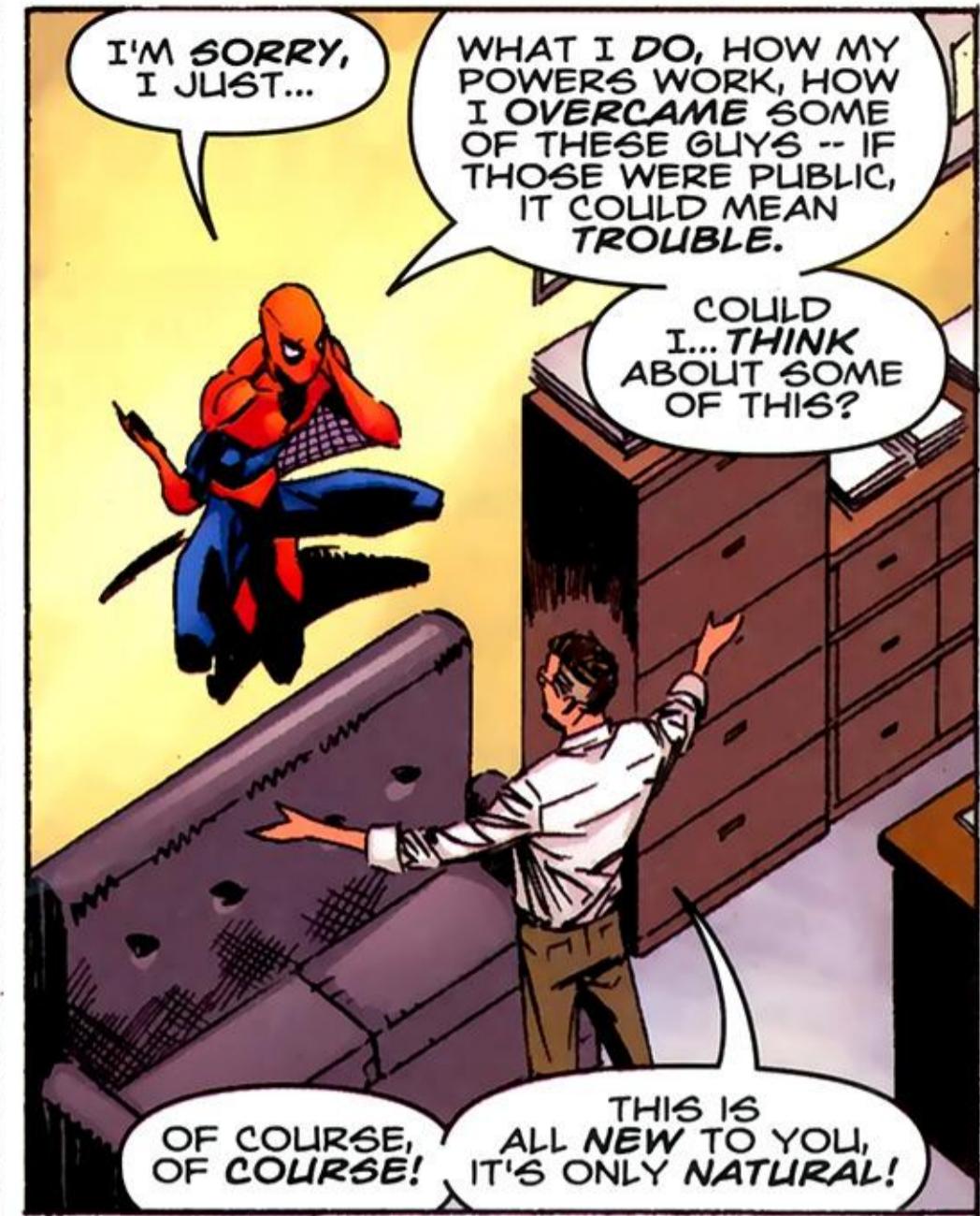
-- AND HE'LL BE GRINNING
LIKE A GREAT WHITE
AGAIN IN NO TIME.
I MEAN, IT'S COMIC
BOOKS, RIGHT?

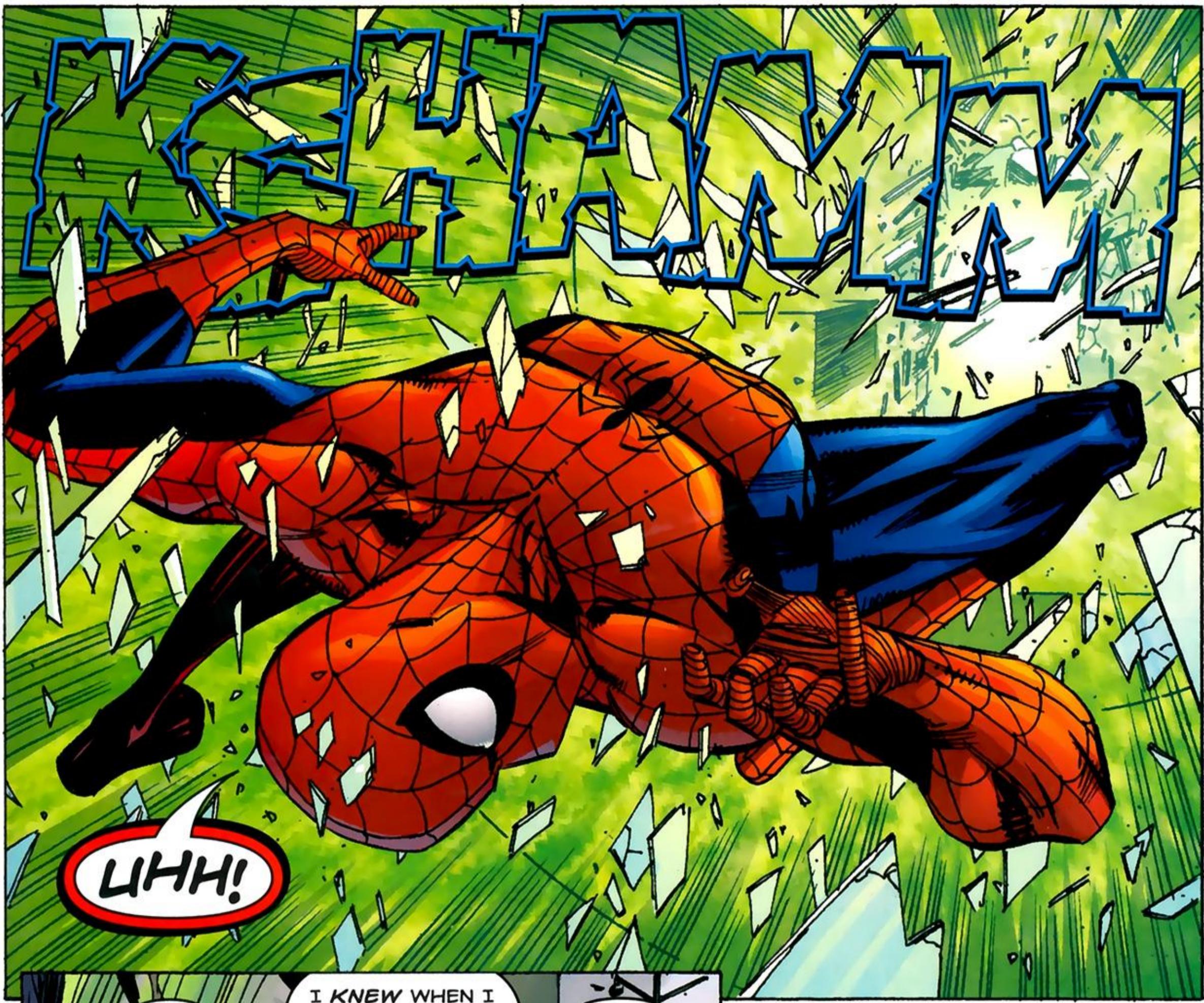
IT'S ONLY
COMIC BOOKS.

IF
I'D ONLY
KNOWN.

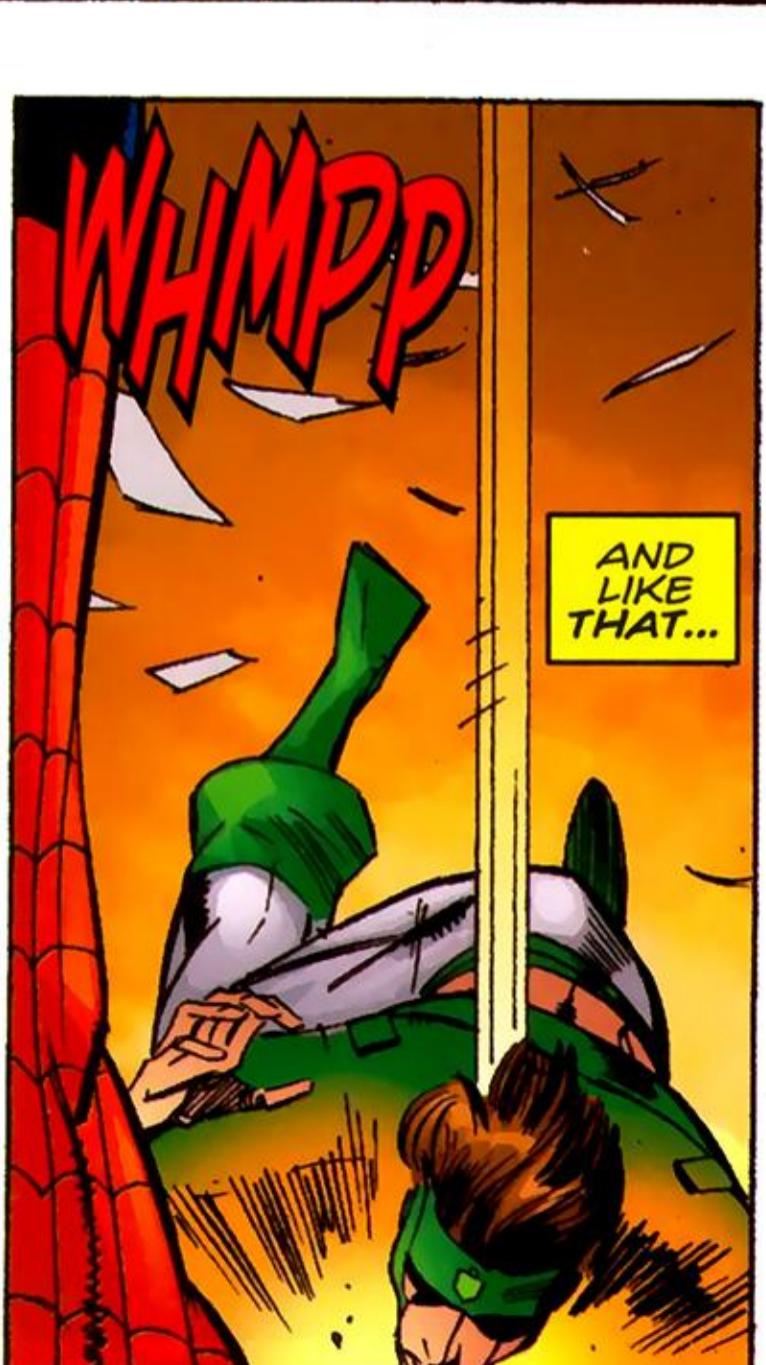
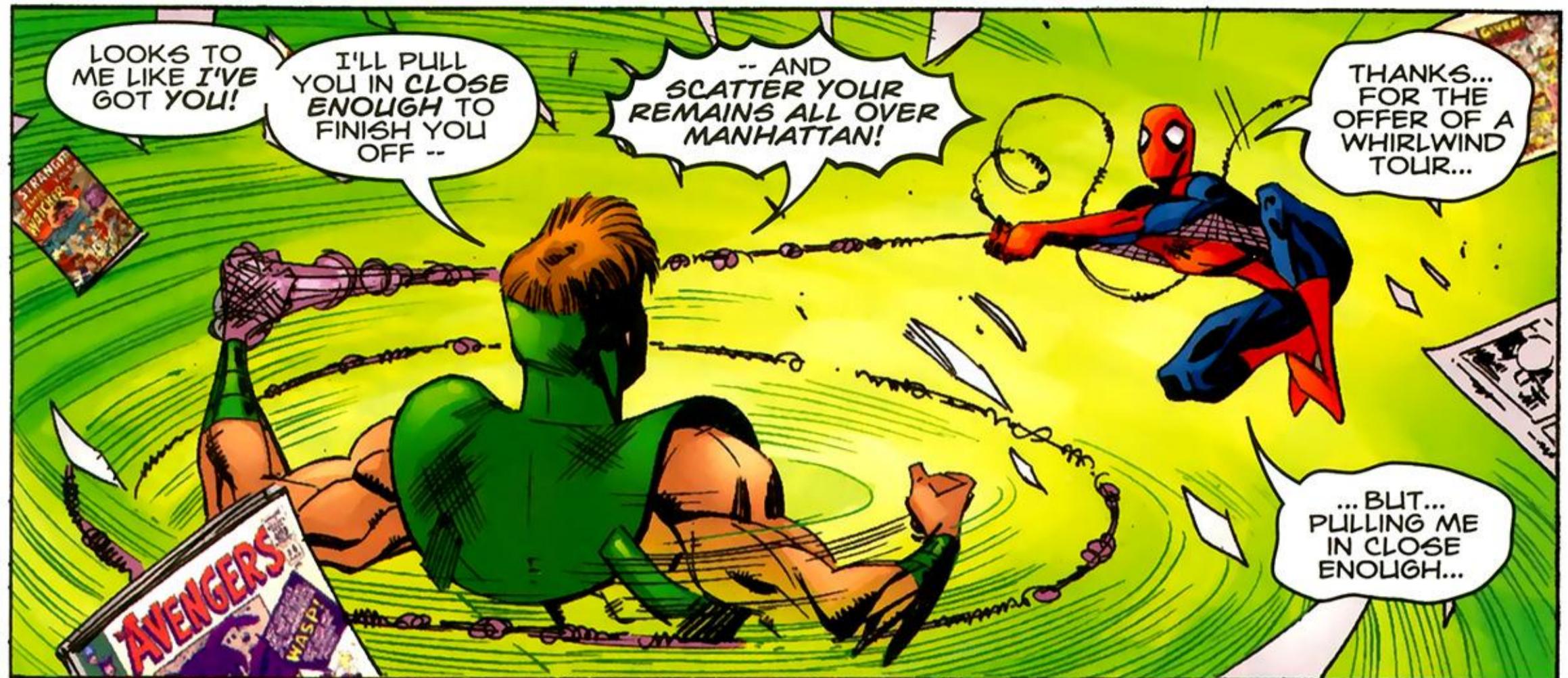












I, AH...

...I DON'T
KNOW WHAT
TO SAY...

WELL,
THAT'S A
FIRST.

...IT WAS
OVER.

AND NOT JUST
THE FIGHT.

I'D LED HIM THERE. PUT EVERYONE
IN DANGER. SET JONAH ON THEM,
RISKED THEIR BUSINESS, EVEN
IF I HADN'T INTENDED TO...

AND FOR WHAT? FOR NOT
ANSWERING QUESTIONS? FOR BEING
SO SECRETIVE THEY'D BE GETTING
PRACTICALLY NOTHING FROM ME?

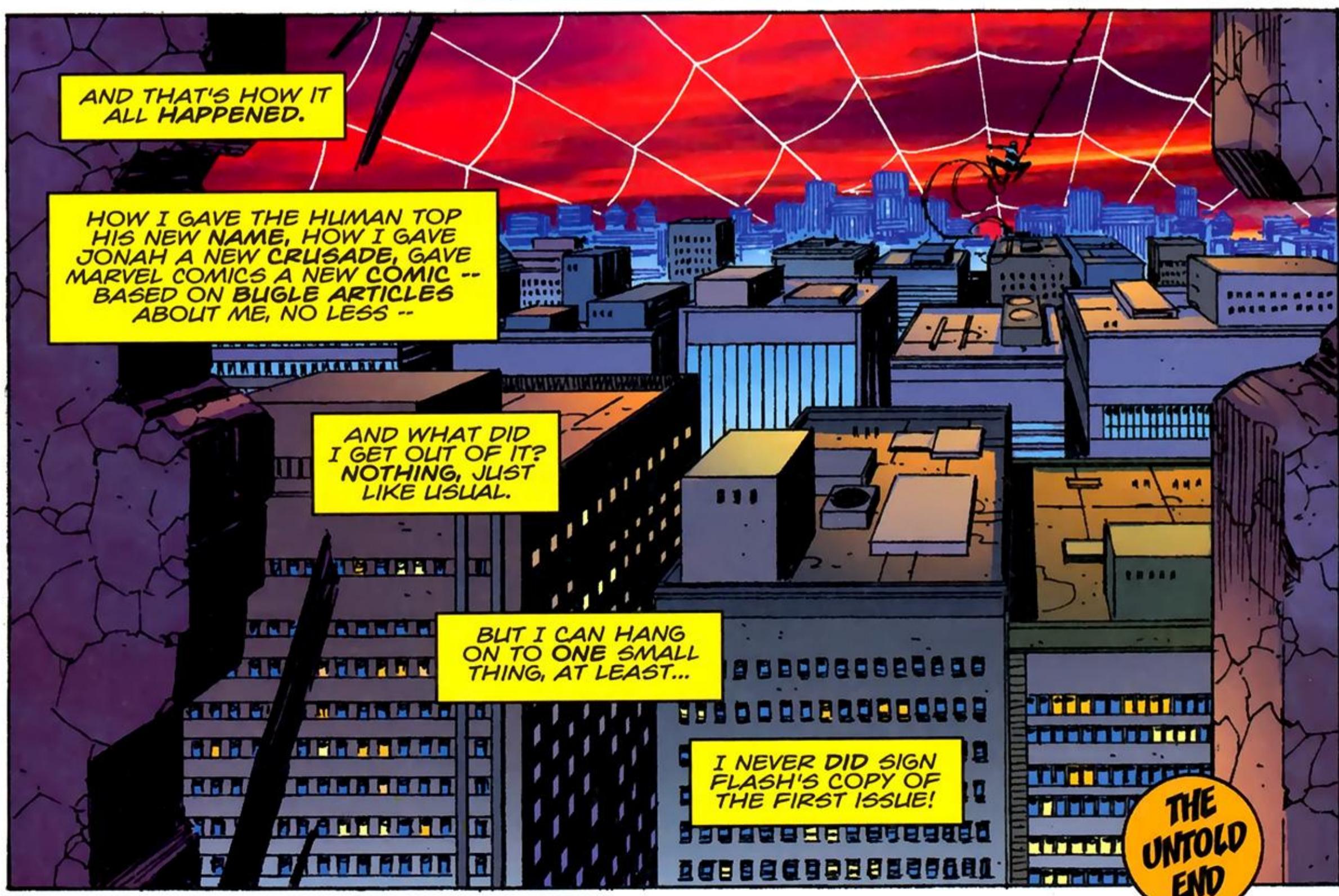
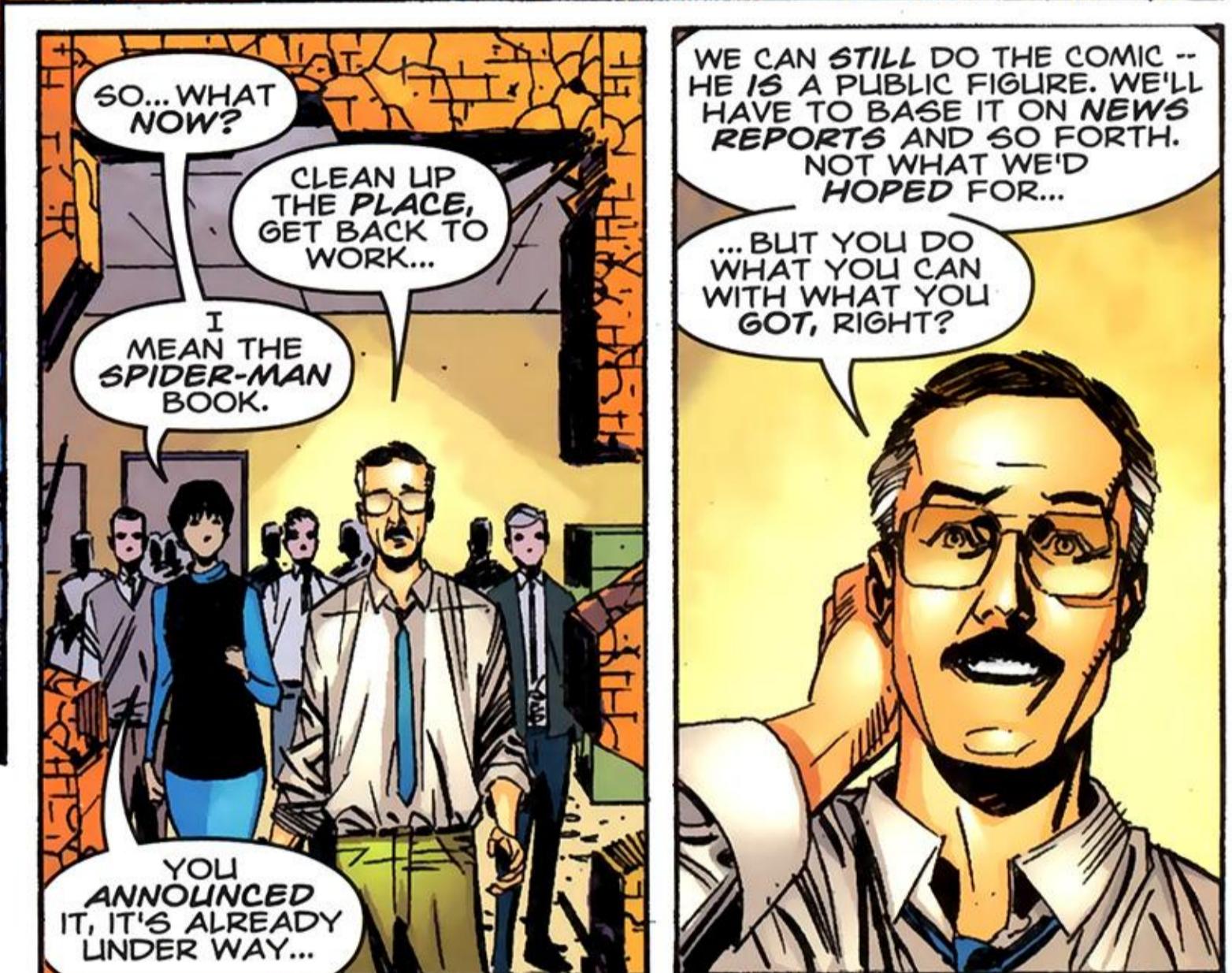
STAN, FLO,
EVERYONE...

I'M REALLY
SORRY ABOUT ALL
THIS. THE MESS,
THE DAMAGE,
THE NEWSPAPER...
EVERYTHING. WE'D
BETTER CALL
IT OFF.

NO DEAL
IS WORTH
THIS.

IT WASN'T
FAIR.

HUH?



the AMAZING SPIDER-MAIL

ED'S NOTE: This letter column takes place several years ago...soon after the events on the previous pages.

This is everyone's favorite intern Simmerin' Stephen welcoming you once again to the hallowed halls of Marvel Comics, where Stan, Jack, Steve, John, Flo, Larry and the rest of the Mighty Marvel Meritocracy has worked overtime to help get you, today's overworked reader, four-color graphi-tainment worthy of your hard-earned and easily-yearned nickels and dimes.

As you can see, I've been asked to help pull together the Spidey Annual letter column as Marvel is currently very understaffed due to New York City's famous Treat Truck parked right downstairs.

So why don't I shut up so we can get your letters about the recent issues of the city's most fearsome crimefighter and (some would say) crime-commitee: Spider-Man!

Dear Spidey and Friends,

I'm a big fan of Spider-Man, but the most recent issue has me concerned. I really liked the new villain you introduced, THE MOP TOP.

Ol' Topper is such a great concept that just screams hip. I just know he'll be giving Spidey fits for years. Much better than that Green Goblin, who in all honesty, isn't really all that interesting, I don't really see him sticking around very long.

So until J. Jonah Jameson becomes mayor of NYC, MAKE MINE MOP TOP!!!

J.D. Oliva
South Elgin, IL

Dear Marvel,

I found much comfort in the recent issue. Spider-Man's affliction of hemorrhoids hit really close to home.

While I'm sure the cold bus bench doesn't help my condition; I'm equally sure the cold Manhattan rooftops don't help Peter's.

Sad to say, I feel if you continue this path of realistic situations for Spidey he may not ever see next year. Make Mine Marvel!

Brian Denham
Via smoke signals

BUTT, Brian! You are BEHIND the times. Not to be CHEEKY, but haven't you heard about the upcoming team-up with the mutant society known as PREPARATION X!

Dear Stan "the Man"

Me and the guys have really been enjoying the Spider-Man comics that you and the "bulletpen" have been putting out. At first when I read the stories and heard the newspapers talk about him, I thought he was just something like Bigfoot, ya' know? Sort of a big city myth.

Great job giving us an idea of what that kind of guy might actually be like under his mask. (That is just an idea, right? I mean you're not expecting us to really buy that a square like that is actually Spider-Man?)

Eric C. and Alan Bates
Via steaming up a bathroom mirror

Dear Gang,

You know what would be Sensational? If you guys could put this book out more than once a month. Like maybe twice or something. (Nobody would be stupid enough to try to do it three times a month.)

I can't wait to see what kinds of villains are coming up. You should call one of them Geldof or something, that'd be neat.

Well, until the days when Superman beats Thor in a fight or you hire an editor from the Distinguished Competition, Make Mine Marvel!

Patrick Cook
Lowell, Mass.

(Ed's note: Real World Wacker here. Sorry to break the column's illusion, but this letter makes no sense.

See, in the Marvel Universe, the Distinguished Competition went out of business in late 2006 and is now a jewelry company making graduation rings for various high schools, colleges, and interstellar police corps. Now you know! Add it to the handbook, fellas!

Dear Stan Lee,

Spidey gets a hard time from the Daily Bugle and he really shouldn't, cause he's a good guy.

Maybe if he didn't dress up like a spider, he wouldn't get such problems, because people think spiders are icky.

He and Captain America were a good team when they fought the Rogue Scholars, so maybe he could team up with Cap and be his partner, Captain America, Jr., and then the Daily Bugle would like him more.

Since you publish both AMAZING SPIDER-MAN and AVENGERS, maybe next time you see Spidey or Cap, you can suggest the idea of Spidey becoming Cap's partner as Captain America, Jr.?

I think it would help a lot. Please write back and let me know what they think of my idea.

kurt busiek (age 5)
Astro City, USA

PS - when I grow up I want to write Spider-Man and Avengers comic books too. I hope you will give me a chance.

Kurt, I'm not one to crush a kid's hopes willy-nilly, but the truth is that dreams are for winners and I'm sad to say none of this will ever happen.

Also, we had a Captain America, Jr. already. He was named "Bucky" and he died. Thanks a lot for bringing it up.

Dear Stan and John,

I really hope you take my advice and debut the Spider-Plane at some point. Oh, and it could be like those jumping spiders from South America but even better!

Dan Gvozden
Millersville, MD

You got it, Dan! Check out Shadowland #1 in July for the debut of the Spidey-Plane! How'd we go so long without it?!



TOM BRENNAN STEPHEN WACKER

ASST. EDITOR

EDITOR

TOM BREVOORT

EXECUTIVE EDITOR

JOE QUESADA

EDITOR IN CHIEF

DAN BUCKLEY

ALAN FINE

PUBLISHER

EXEC. PRODUCER

Dear Stan Lee & the Marvel Bullpen:

I'm glad somebody got it right.

It seems that ever since Spider-Man showed up, all anyone has had to say (I'm looking at you, JJJ and your Daily Bugle) is one negative thing after another. The headlines for that crosstown rag have included "Spider-Man: Menace!", "Spider-Man In League With Rhino!", "Spider-Man Teams Up With Latverian Monarch!" and who could forget "Spider-Man Kicks Puppy!"

It's enough to make you sick, or at the very least, change your subscription to Front Line or the Post. It also makes you wonder what happened to the admiration of heroes, and being appreciative of the fact that, again and again in this city, good always triumphs over evil. We've seen the Avengers face down Atlanteans in Central Park, we've seen the Fantastic Four battle mole monsters on 5th Avenue, and we've seen the webbed wonder thwart bad guy after bad guy, from Midtown to Uptown, from Forest Hills to ESU.

The Avengers get parades. The Fantastic Four get a key to the city. And what respect or thanks does Spidey get?

With your latest issue of The Amazing Spider-Man comic, he gets the very best. He gets everything. Issue after issue, I'm riveted. Month after month I'm jockeying toward the newsstand, hoping there's still a copy of the newest exploits of New York's greatest arachnid angel. And Stan, you guys NEVER disappoint. Not like your distinguished competition. Not like those yokels at the Daily Bugle.

You guys craft the most fantastic tales and I think our guy in webs would be proud, honored even, to be featured in such astonishing stories. Spider-Man versus the Moon Men of Neptune in issue #16 was brilliant. Spider-Man teaming up with The Human Torch & Thing to face down the Rhino and Scorcher in #21 was epic. And then there's the latest issue, with that last page... How do you guys do it, Stan? HOW?

So I just wanted to say thanks. For finally getting it right. And even though I've never personally been saved by our friendly neighborhood Spider-Man, I feel like he would be thankful as well for the great books you guys put out every month.

Cody Cundiff

via yelling into a hole until someone walks by

We also heard from great fans like Jeremy Schleif, Daniel Bellay, David McDonald, Mrs. Ralph Macchio, Andrew Shaw, Andrew Shaw, Andrew Shaw, Dr. Tom Brevoort, A cat who walks and types like a man, Andrew Shaw, "Broadway" Joey Quesada (dance captain and star of the Spider-Man Musical), Oscar Verdrive, Stella Siglain, and as always lovely May Parker of Forest Hills, Queens who writes us every month to tell us how much she hates that "horrible Spider-Man." Sorry, May!

That's all the time we have this year, folks! Thanks for readin' and we'll see you in 365!

Viva Templar!
Simmerin' Stephen

Send e-mail to

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(please mark as OKAY TO PRINT)