

THE AMAZING

# SPIDER-MAN

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COMICS

1997

SPIDER-MAN

FURY OF THE  
FORGOTTEN FOE!

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COLORS SO **LOUD**, YOU CAN **DANCE** TO 'EM!

HERE'S HOW TO  
BOOGIE  
LIKE A BRONTO!

WAVE YOUR ARMS  
AND RAISE YOUR RIGHT  
FOOT PRONTO...

POINT YOUR FINGERS  
TO THE GROUND, SHAKE  
YOUR OTHER FOOT AND  
TURN AROUND!

WIGGLE YOUR TAIL  
FOR FRUITY TASTE...

AND DO A  
FANCY  
WALK-IN-PLACE!

BEND OVER FAST AND  
TOUCH  
THE  
FLOOR-

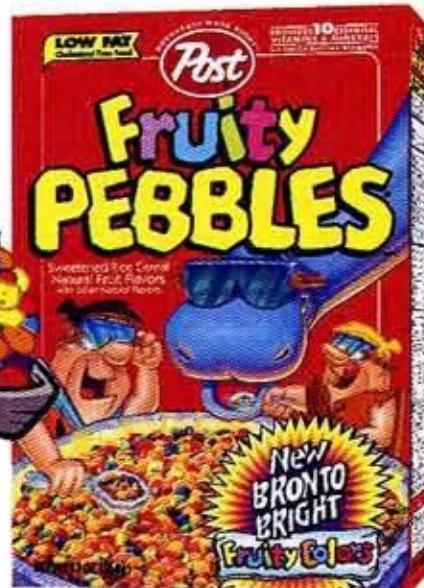
ACK -  
MY  
BACK!

GRAB YOUR BEST  
FRIEND'S PEBBLES  
LIKE BEFORE!

I THINK YOUR PEBBLES ARE  
BRIGHTER THAN YOU ARE, FRED!  
HEE HEE!

GLOM!

BARNEY!!!





# ...BEFORE THE DAWN

THEY SAY PRISON  
CHANGES A MAN.

I SUPPOSE  
THAT'S TRUE  
FOR MOST.

NEW YORK  
STATE  
PENITENTIARY

ROGER STERN  
WRITER

ROBERT  
JONES  
INKER

TOM LYLE  
PENCILER

KURT BUSIEK  
UNINDICTED  
CO-CONSPIRATOR

PRISON GIVES YOU  
TIME TO THINK. YOU  
CAN GAIN A LOT OF  
NEW PERSPECTIVES.

BUT  
CHANGES --?

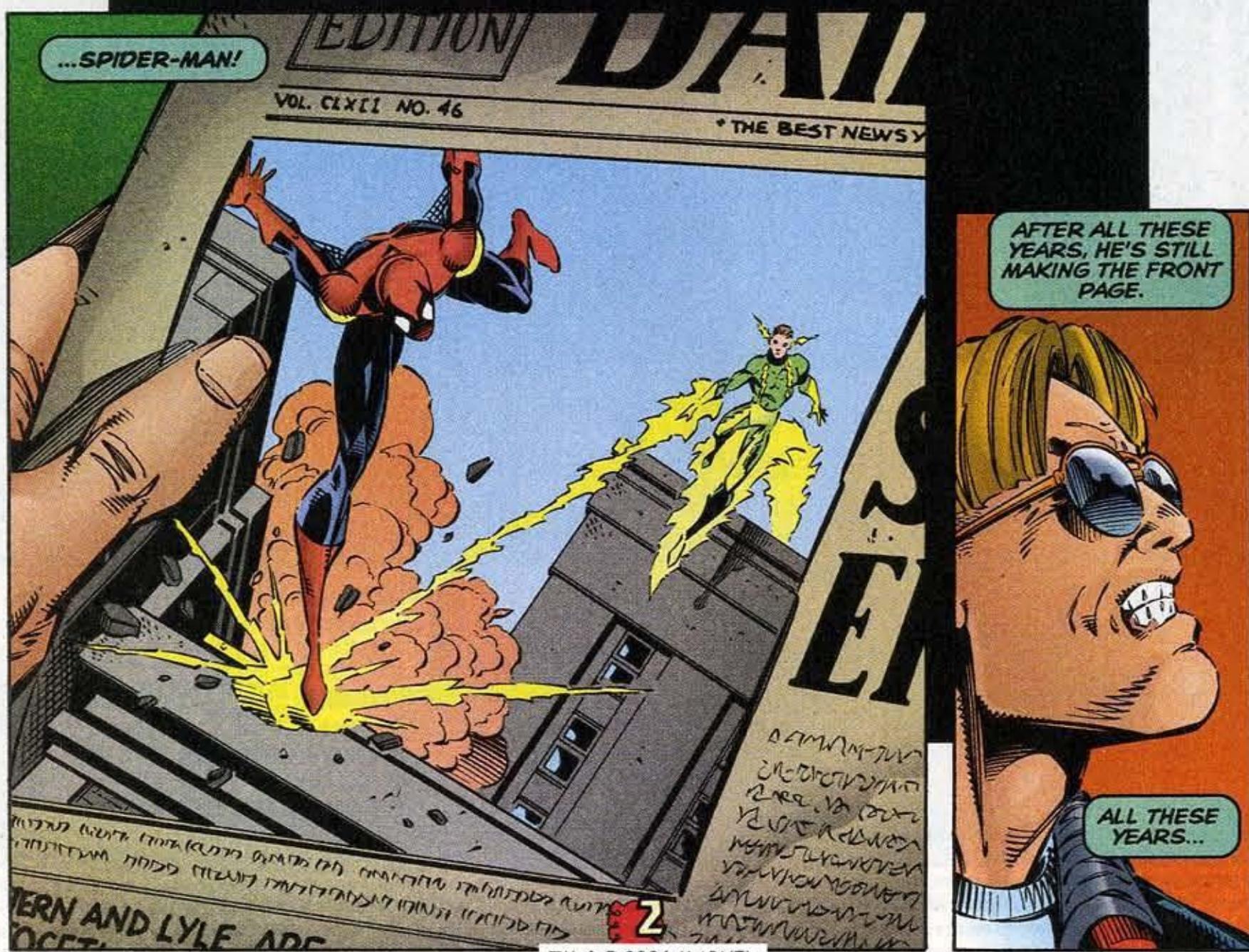
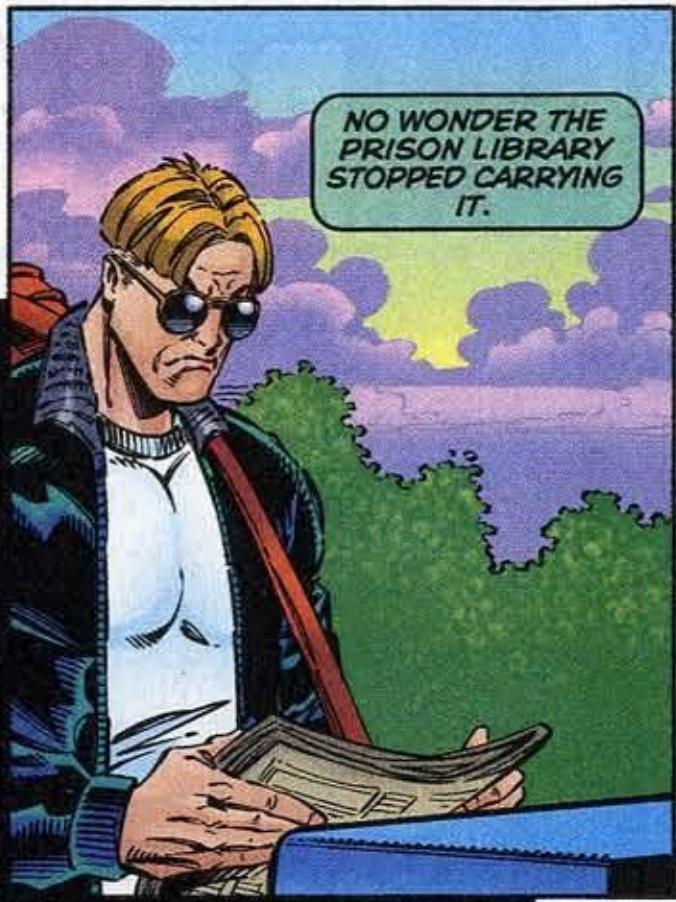
NO... I WENT THROUGH  
MY CHANGES A LONG  
TIME AGO.

RICHARD STARKINGS &  
COMICRAFT/KF  
LETTERS

MATT WEBB  
COLORS

TOM  
BREVOORT  
EDITOR

BOB  
HARRAS  
CHIEF



...AND I CAN  
STILL HEAR  
THAT VOICE!

HI THERE,  
CRACKLY! I'M WITH  
THE WELCOME WAGON  
FOR THE **SUPER-**  
**HUMAN AND SUB-**  
**LEGAL** --

-- AND  
I'M SORRY,  
BUT I'M FRESH  
OUTTA **FRUIT**  
**BASKETS**!

WHY  
DON'T YOU RANT  
AND RAVE A LITTLE...  
JUST TO GET THIS  
LITTLE DONNYBROOK  
STARTED OFF  
RIGHT!

HE WAS  
INFURIATING...

...BUT HE HAD MY NUMBER. I WAS RAVING. ALL  
THE POWER I'D GAINED HAD GONE TO MY HEAD.

AND BEFORE  
IT WAS OVER...

...I LET IT RUIN  
MY LIFE...

...I LET IT RUIN  
A LOT OF LIVES.

DOCTOR  
LOWELL!

?

WHO IS  
THIS?!

YES?

GOOD  
TO SEE YOU  
AGAIN! MAY  
I GIVE YOU  
A LIFT?



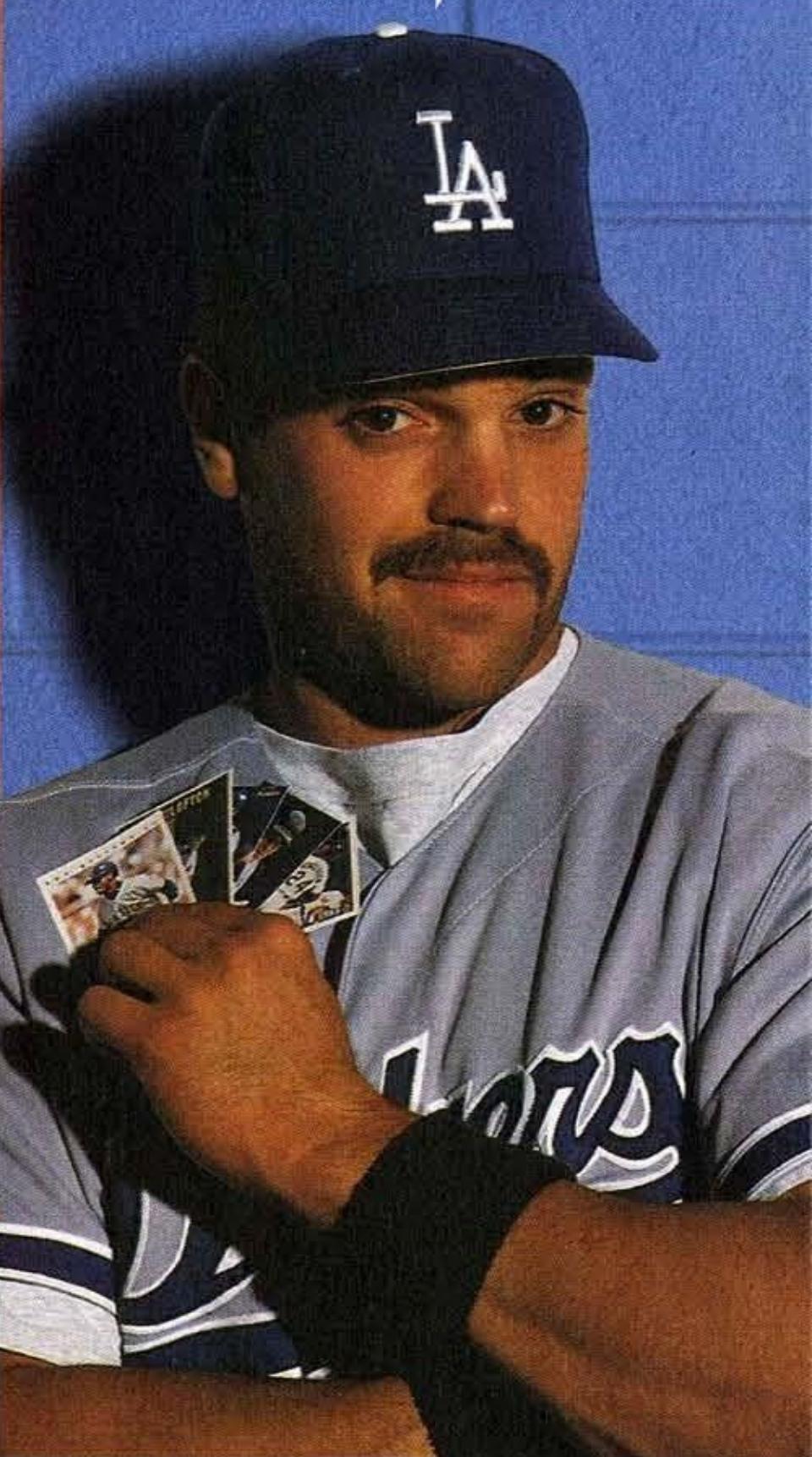
Kenny Lofton—Atlanta Braves

Mike Piazza—Los Angeles Dodgers

"I feel better knowing  
Mike has my stolen base  
stats—so he can see  
he's not the only catcher  
I've embarrassed."



"Keep reading, Kenny.  
It'll give you something  
to do in the dugout  
after I've gunned you down."



ALL  
To get the shots and stats, you gotta get the cards.



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UPPER  
DECK

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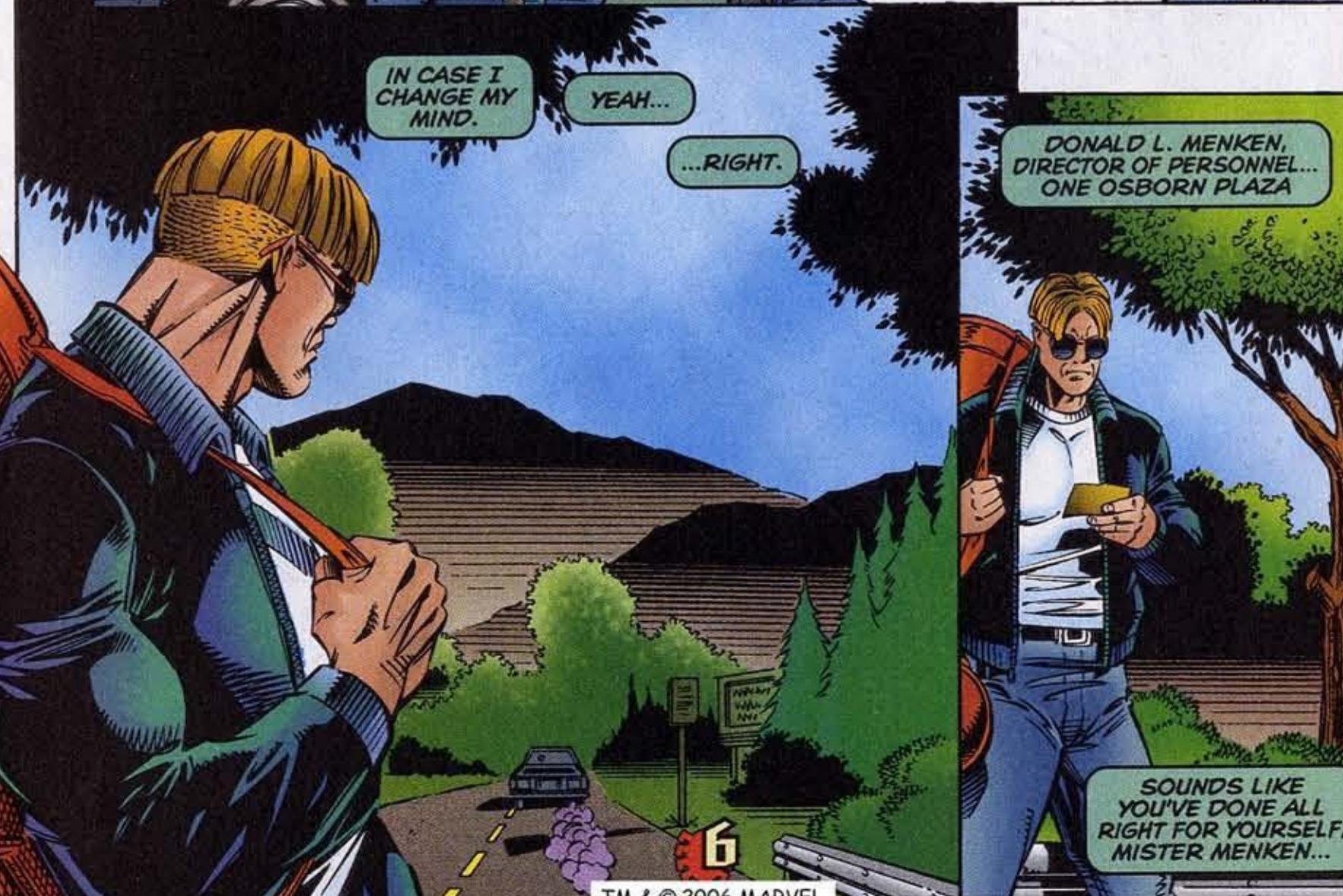
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it all  
Now!"

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**Make Fun Of Lunch.™**



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1. NO PURCHASE NECESSARY: For a copy of complete official rules (by which all participants are bound) and to receive a free game message, send a self-addressed, stamped (#10) envelope to: Oscar Mayer "Nogglevision" Requests, P.O. Box 4640, Blair, NE 68009-4640. Residents of WA and VT only need not affix postage to return envelopes. Limit one request per outer mailing envelope. Requests must be received by 3/5/98. Game ends 4/2/98. 2. TWO WAYS TO WIN: • COLLECT AND WIN: Look inside specially marked packages of Oscar Mayer Lunchables Fun Packs for the official game message. Four different Collect and Win game messages are available, each showing one of the following letters: "N," "I," "C," "K." If your game message is one of the Collect and Win letters, carefully cut out the game message and save it to try to collect all 4 Collect and Win game messages. If you succeed in collecting 1 of each of the 4 different Collect and Win game messages, you have won a Grand Prize (subject to verification). To claim a prize, see Rule #3. • INSTANT WIN: If the official game message printed inside the package says "Congratulations! . . . you have won the prize specified (subject to verification). To claim a prize, see Rule #3. 3. TO CLAIM A PRIZE: Mail your entire original official game message(s) in a hand-addressed, stamped (#10) envelope along with a plain piece of 3" x 5" paper on which you have hand printed your complete name, address, zip code, (optional) daytime and evening telephone numbers to: Oscar Mayer "Nogglevision" Claims, P.O. Box 4697, Blair, NE 68009-4697. All claims must be sent VIA REGISTERED MAIL ONLY, to be received by 4/2/98. All claims are subject to verification. 4. SECOND CHANCE DRAWING: To enter the Second Chance Drawing to award any unclaimed First or Second prizes, on a plain piece of 3" x 5" paper, hand print your complete name, address, zip code, (optional) daytime and evening telephone numbers, and mail it in a hand-addressed, stamped (#10) envelope to: Oscar Mayer "Nogglevision" Second Chance, P.O. Box 4611, Blair, NE 68009-4611. Limit one entry per envelope. No mechanically reproduced entries permitted. Second Chance Entries must be received by 4/2/98 to be eligible. A Second Chance Drawing to award any unclaimed First or Second prizes will be conducted on or about 4/9/98 from among all eligible entries received. Odds of winning in the Second Chance Drawing will depend upon the number of eligible Second Chance entries received and the number of unclaimed prizes. 5. PRIZES, APPROXIMATE RETAIL VALUES AND APPROX. ODDS OF WINNING INSTANTLY: UNCLAIMED GRAND PRIZES WILL NOT BE AWARDED. All 1,505 prizes with a maximum total approximate retail value of \$59,500, are available to be won as follows: (5) Grand Prizes - A 7-day/6-night trip for a family of 4 to the Nickelodeon Studios in Orlando, FL including round-trip coach air transportation from major airport nearest winner's home, hotel accommodations (2-bedroom suite), a V.I.P. tour of Nickelodeon Studios, admission tickets to Universal Studios Florida and rental car (\$5,400 ea.), 17,560,000; (500) First Prizes - A Tiger Rugrats Toy Tag electronics game (\$25 ea.), 1,75,600; (1,000) Second Prizes - A Tiger Rugrats hand-held electronic game (\$20 ea.), 1,37,800. 6. GENERAL RULES: Game open only to U.S. residents, 17 years of age and younger, as of 4/2/98. Void where prohibited. See specially marked packages of Lunchables Fun Packs for complete offer details. Offer expires 1/31/98, and/or while supplies last. Void where prohibited. Items included in the Back to School Supply Kit are recommended for children three years of age and older.



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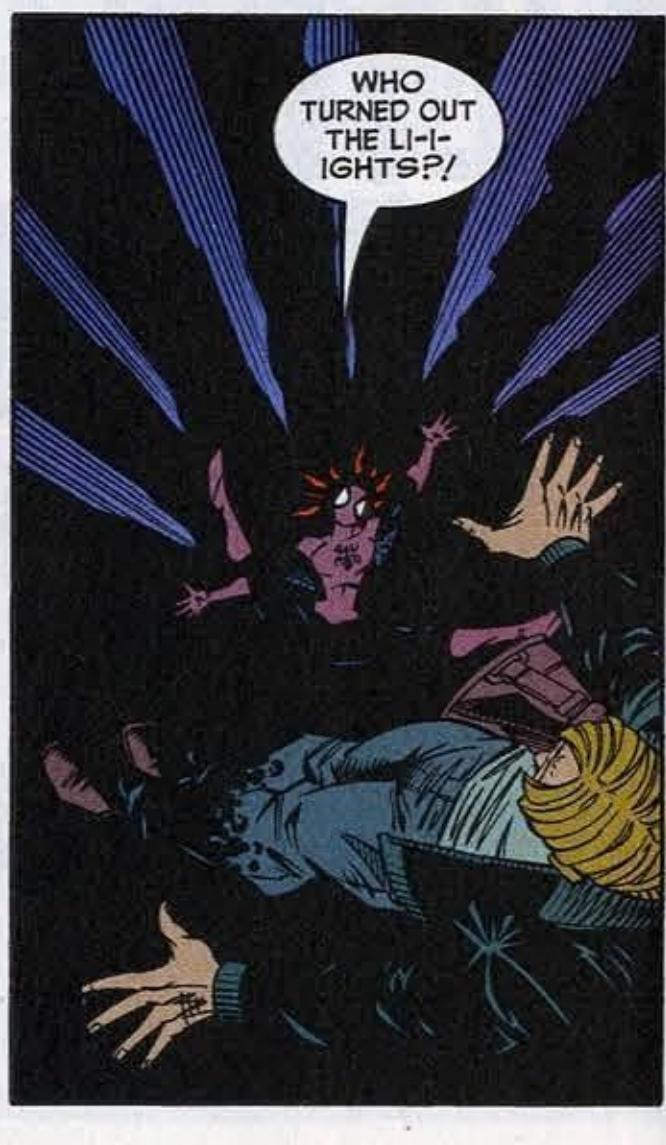
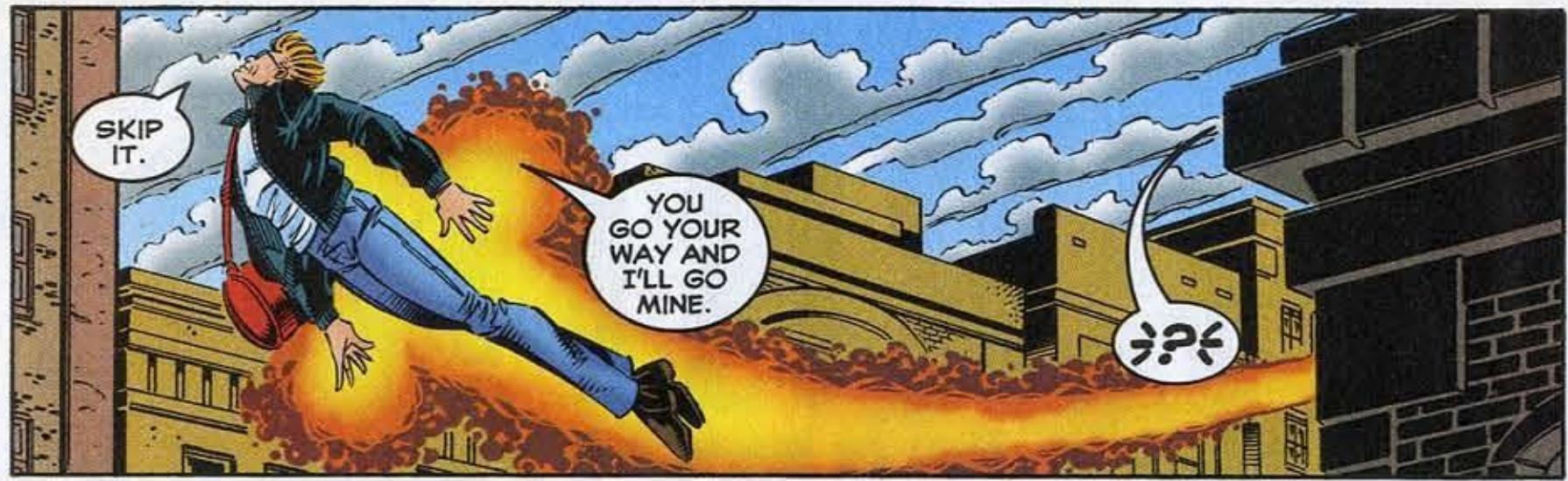




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CONSUMPTION OF  
THIS TASTY BITE-  
SIZED COMBINATION  
SNACK MAY CAUSE  
SUPER HULK STRENGTH,  
ULTRA-HYPER SENSI-  
TIZED HEARING AND  
SPIDERLIKE BEHAVIOR.



Spider-Man, Hulk: TM & © 1997 Marvel Characters, Inc. ©Mars Incorporated 1997





WELL, THAT  
WAS AN HOUR  
WASTED!

I SCOURED HALF  
OF MIDTOWN, BUT  
COULDN'T FIND  
A TRACE OF  
SUNDOWN.

...AND CHANGE INTO  
SOMETHING LESS  
CONSPICUOUS. AFTER  
ALL, PETER PARKER  
HAS CLASSES TO  
ATTEND...

...AND PEOPLE  
TO SEE.

WELL,  
WELL! IF IT  
ISN'T ME LADY  
WIFE!

HEY,  
TIGER! ENJOY  
YOUR MORNING  
CONSTITUTIONAL?

CAN'T WASTE  
ANY MORE TIME  
SEARCHING NOW.  
GOTTA PICK UP  
MY WEB-PACK...

NO, NO!  
NOTHING  
THAT  
SERIOUS.  
I  
THINK. I  
HOPE.

I DON'T KNOW IF  
YOU REMEMBER,  
BUT ABOUT  
TEN YEARS  
AGO --

-- THERE WAS  
AN ACCIDENT  
AT OSBORN  
CHEMICAL. ONE OF  
THEIR SCIENTISTS --  
FELLOW NAMED  
DAVID LOWELL --  
WOUND UP  
WITH SUPER  
POWERS..."

"...AND  
PRETTY  
MUCH WENT  
OUT OF  
CONTROL!"

"THEY CALLED HIM  
SUNDOWN BECAUSE...  
WELL, HE EMITTED  
THIS DARK ENERGY  
THAT BLOCKED OUT  
LIGHT LIKE NOBODY'S  
BUSINESS. AND HE  
DIDN'T REACT AT  
ALL WELL TO  
HAVING THAT  
ENERGY."

"SUNDOWN WENT ON A RAMPAGE ACROSS MANHATTAN -- LASHING OUT AT ANYTHING AND ANYONE WHO GOT IN HIS WAY. HE WAS INCREDIBLY STRONG AND FAST --



-- AND IN THE GROWTH DEPARTMENT, HE EVEN GAVE GIANT-MAN A RUN FOR HIS MONEY!

"HE SEEMED JUST ABOUT INDESTRUCTIBLE... AND POWERFUL ENOUGH TO RESIST THE COMBINED FORCES OF THE FANTASTIC FOUR AND THE AVENGERS!



"HE EVEN STOOD UP TO THOR!"



"TO THOR! CAN YOU IMAGINE?"

"WE MIGHT NEVER HAVE STOPPED SUNDOWN --"

-- IF NOT FOR THE SACRIFICE OF A LITTLE GIRL NAMED MARY KELLEHER.



"SHE WAS A FRIEND OF LOWELL'S -- MAYBE HIS ONLY FRIEND. WHEN MARY TRIED TO REASON WITH HIM, SHE TOOK A SERIOUS HIT FROM ONE OF HIS ENERGY BLASTS..."

...WHEN HE REALIZED WHAT HE'D DONE, SUNDOWN FINALLY SNAPPED OUT OF IT. IT WAS LIKE FLIPPING A SWITCH --

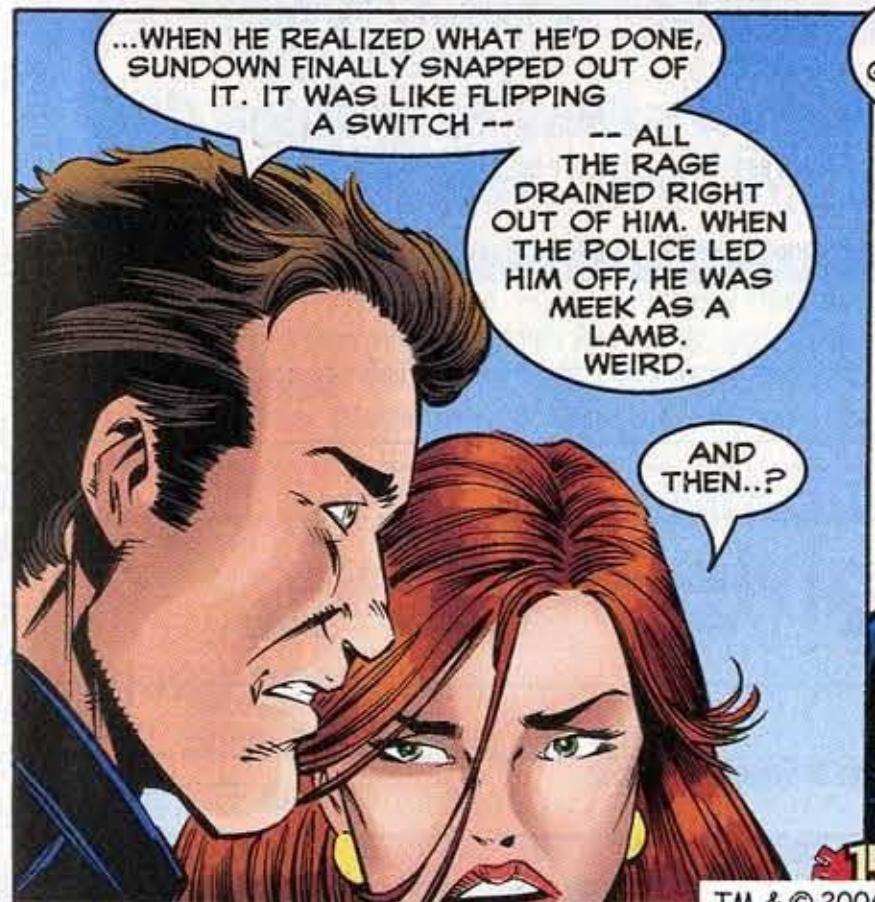
-- ALL THE RAGE DRAINED RIGHT OUT OF HIM. WHEN THE POLICE LED HIM OFF, HE WAS MEEK AS A LAMB. WEIRD.

AND THEN...?

AND THEN, I LOST TRACK OF HIM! I KNOW THAT HE PLED GUILTY AND WENT TO PRISON, BUT THAT WAS YEARS AGO... HECK, I WAS STILL IN HIGH SCHOOL! I HADN'T SEEN OR HEARD A THING ABOUT HIM, UNTIL THIS MORNING.

SO WHAT HAPPENED THIS MORNING?

THAT'S EVEN WEIRDER! HE DIDN'T SEEM CRAZED OR MEEK, JUST KIND OF... BRUSQUE! HE BASICALLY TOLD ME TO GET LOST. HE'S DEFINITELY CHANGED.



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IN TEN YEARS? WHO WOULDN'T?! WITH LUCK --

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- IRM Iron Man
- JIM Journey Into Mystery
- ZAR Ka-Zar
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- WHI What If...

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- EXC Excalibur
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- XME Uncanny X-Men

- WOL Wolverine
- FAC X-Factor
- XFO X-Force
- MAN X-Man
- MEN X-Men

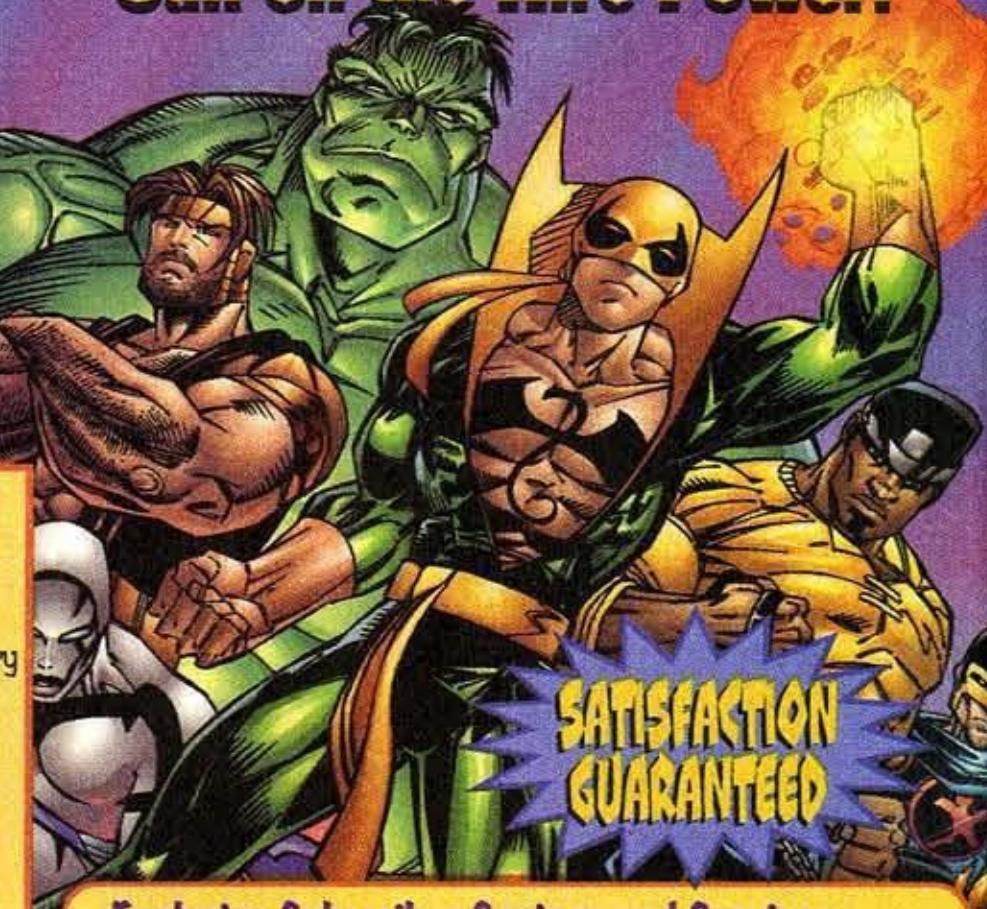
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- SFA Star Trek: Starfleet Academy
- EVS Star Trek: Early Voyages
- DS9 Star Trek Deep Space Nine

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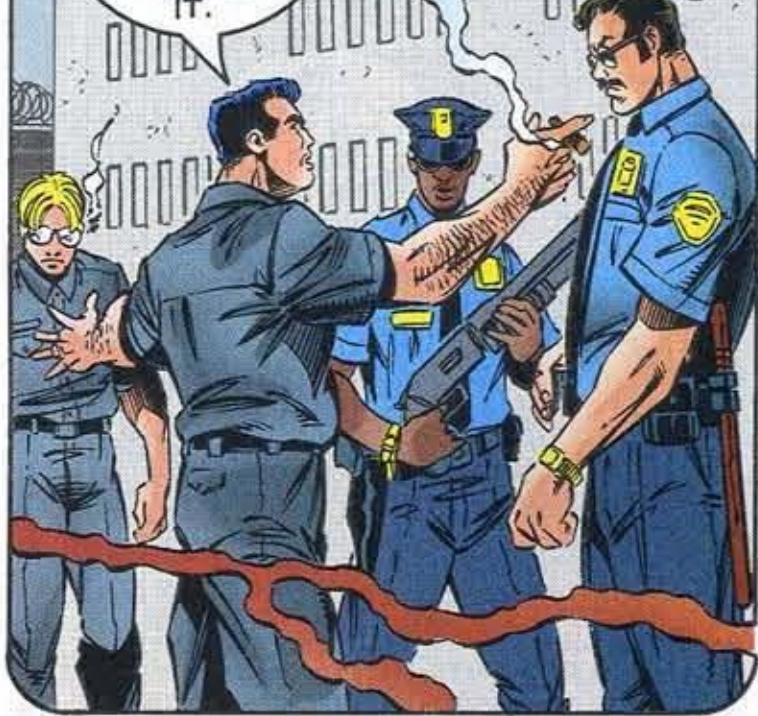


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"WHEN THE GUARDS SHOWED UP TO PUT THINGS DOWN, I SET 'EM STRAIGHT..."

THE KID WAS JUST DEFENDIN' HIMSELF. THE OTHER TWO STARTED IT.

SO YOU SAY, LUCKY.



"...AND AFTER THAT I SORTA TOOK THE DOC UNDER MY WING, TRIED TO GIVE 'IM A LITTLE **GUIDANCE**... NOT THAT HE PAID MUCH ATTENTION."

"WITH HIS POWERS HE COULD'A WALKED -- OR FLEW! -- OUTTA THE JOINT ANYTIME HE WANTED TO... ONLY HE DIDN'T WANT TO."



HE'D HURT THIS LITTLE GIRL, SEE? IT WAS AN ACCIDENT, BUT HE FELT HE HADDA DO PENANCE FOR IT.

WHAT A WASTE.

ANYWAY, AFTER I MADE PAROLE, I KEPT TABS ON HIM.

AN' IF YOU TWO HADN'T SCREWED UP, HE'D BE HERE NOW!

I GOTTA GET SUNDOWN ON MY TEAM! WITH HIM ON BOARD, I COULD BE A MAJOR PLAYER IN THIS TOWN AGAIN!

NO MORE KOWTOWIN' TO THE WOULD-BE KINGPINS! SILVERMANE, THE ROSE, HAMMERHEAD, FORTUNADO -- THEY'D ALL BE KISSIN' LUCKY LOBO'S RING.



SO I WANT THE DOC, YA HEAR ME? WHEREVER HE IS --



"-- I WANT  
'IM FOUND!"

IT ISN'T EASY FINDING  
WORK WHEN YOUR  
SKILLS ARE STALLED  
IN THE LAST DECADE...

I'M REALLY LOOKIN'  
FOR A KID TO  
WORK PART-  
TIME...

I'M  
NOT HIRING  
ANY EX-  
CONS!



THERE'S ALWAYS  
TEMP WORK, BUT...

-PERSONNEL-

SORRY,  
THE JOB IS  
TAKEN. BUT WE'LL  
BE HAPPY TO KEEP  
YOUR RESUME  
ON FILE...



...COULD IT BE  
ANY WORSE --?

THAT'S COMPANY  
PROPERTY, LOWELL!  
HAND IT OVER!

NO! NO! TAKE YOUR  
HANDS OFF ME!  
LET ME --



NO!  
YOU CAN'T  
DESTROY MY  
WORK THIS WAY!  
I WON'T LET  
YOU!

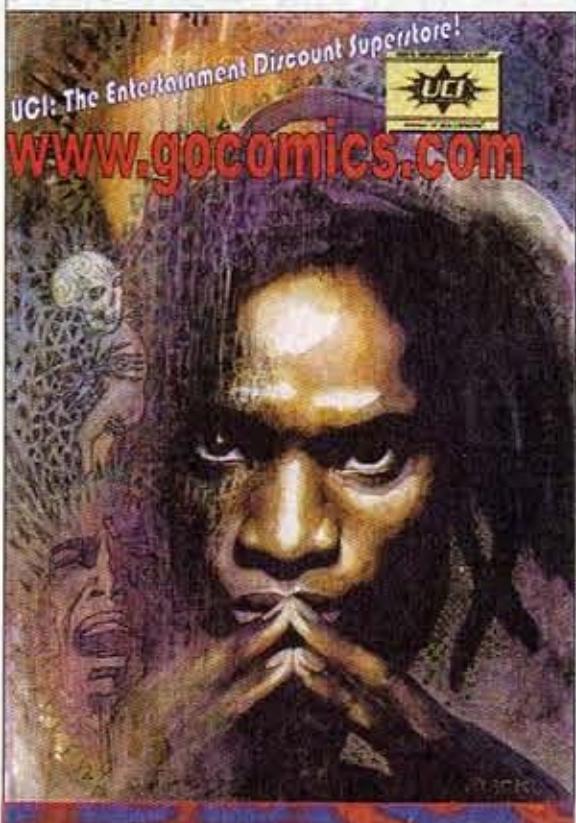
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# BULLPEN BULLETINS

AVAILABLE JULY 30

## DEADPOOL

The action from DAREDEVIL/DEADPOOL '97 continues! POOL and that split-personality vixen, TYPHOID MARY, return to the mean cobblestone streets of Boston! Plus, more dirt is dished on the mysterious GERRY! Don't miss it! By JOE KELLY and ED MCGUINNESS!

#8

## CONAN

The muscle-twisting, flesh-ripping, sword-swingin' conclusion of this one-of-a-kind limited series! See CONAN in action as never before! By ROLAND GREEN and CLAUDIO CASTELLINI!

#3 of 3

## SILVER SURFER

The SURFER sets off in search of the sure-to-be-startling secret behind the mysterious disappearance of ZENN-LA! Will he also discover the reason for the loss of his emotions? By J.M. DEMATTEIS and RON GARNEY!

#131

## VENOM: SIGN OF THE BOSS

VENOM vs. GHOST RIDER! The U.S. government sends Venom to the Bronx to lay waste to some terrorist butt — but Ghosty's got other plans for the toothy trespasser! By IVAN VELEZ, JR. and TOM DERENICK!

#1 of 2

## THE ESSENTIAL SPIDER-MAN

AMAZING SPIDER-MAN #'s 21-43 and SPIDER-MAN ANNUAL #'s 2 and 3, together in stark, stunning black and white! Throw out your dictionary to make room for this one if you have to! By STAN LEE, STEVE DITKO and JOHN ROMITA!

VOL 2

## GAMBIT

GAMBIT heads for Miami, home of sun, sand, skimpy swimsuits... and a seamy Cuban underworld! The X-MEN's ace-in-the-deck quickly finds himself sucked into a world of angels and devils — what better way to find redemption for his past sins? By HOWARD MACKIE and KLAUS JANSON!

#1 of 4

## X-MEN UNLIMITED

BANSHEE and the WHITE QUEEN get into a hot 'n' heavy argument over whether humans should be allowed scholarship opportunities at the Xavier Institute! They better join forces quick, though — or BASTION may make their decision for them! By BEN RAAB and MELVIN RUBI!

#16

## STAR TREK: EARLY VOYAGES

DR. BOYCE is sent to the planet of Neyda Prime to help contain a deadly plague, but instead sends one of his patients to his grave... on purpose! And it's on videotape! What's the terrifying secret that made the good doctor turn his back on the Hippocratic Oath? By DAN ABNETT, IAN EDGINTON and PATRICK ZIRCHER!

#3

MARVEL ONLINE Avail. JULY 30

## SPIDER-MAN CYBERCOMIC STORYLINE

Part One! Someone has targeted Osborn Industries for destruction — and SPIDER-MAN fears it could be his worst enemy, back from the dead! By GLENN GREENBERG, PAT CHAU and MARK BADGER!

#13

**ITEM!** Marvel's beneficent bookkeeper, the magnificent MILLIE SHURIFF, celebrated her forty-first anniversary with the House of Ideas on June 5th! Millie, who makes sure every Marvel freelancer gets paid for his or her work in a speedy fashion come heck or high water, received a bouquet of white roses and a standing ovation from editor in chief BOB HARRAS and his merry band of Bullpenners! Then it was off to lunch at the ever-popular Park Avenue Country Club, where editors fought like cats and dogs over who would sit next to the guest of honor! What words of wisdom did the most popular woman at Marvel have to offer on this hallowed occasion? "Go away," said Millie firmly as she peeped out from behind her flowers, "before you make me cry!"

**ITEM!** Summer heats up like tinfoil in a microwave as GAMBIT takes on the Devil in the new GAMBIT four-issue limited series, the first issue of which goes on sale next week! That's right, we're not speaking metaphorically here — New Orleans's infamous X-Man actually tangles with Ol' Scratch himself! When a "fallen angel" crashes to Earth, she seeks out Gambit, who is seeking redemption himself for his own past sins. She hopes he'll have the strength and courage to get her to the Vatican before the forces of evil capture her soul. Will Gambit walk with the angels... or will he rush headlong into a potentially terminal tryst with the dark side? Written by HOWARD "Hot Enough For Ya?" MACKIE, the GAMBIT limited series features art by the incomparable KLAUS JANSON! So go ahead and deal yourself in on GAMBIT #1 next week — we guarantee the deck is stacked in your favor!

## CREATOR PROFILE: TODD DEZAGO

**What he writes:** SENSATIONAL SPIDER-MAN. Also wrote STRONG GUY REBORN (still on the stands, kids!)

**First Marvel job:** X-FACTOR #103

**First ever job:** Shovelin' you-know-what on a dairy farm!

**Worst job:** Selling impostor perfumes at one of those carts in a Los Angeles mall! My sales pitch consisted of trying to talk people out of buying the stuff!

**Worst pick-up line ever used on a potential date:** "I've been sitting over here undressing you with my eyes, but I'm having trouble with that top button."

**Closest he's ever been to prison:** I was once stopped for doing 80 in a 30 mph zone. I told the cop I'd just broken up with my girlfriend and he let me go.

**Closest he's ever been to heaven:** As a kid, my friends and I were sitting in cars in a junkyard playing Indy 500 when the owner came out and shot at us.

**Fave TV shows:** X-Files, Seinfeld, Letterman, Conan and Friends.

**Best Friend:** Lisa Kudrow. I identify with her!

**Worst Friend:** Ross' hair!

**Most looked-forward-to summer movie:** Men in Black!

**Most recent record purchase:** The Austin Powers soundtrack, baby!

**Most embarrassing moment of his life:** When I was little and I was walking past the tough,

older boys of our very small town with my mom, the button on my jacket caught on the fence and I fell flat on my back. Because she knew it was important to me, my mom tried really hard not to laugh until we were around the corner. She was all red and crying from the effort.

**Influences:** Jimmy Stewart, Groucho Marx, and my dad, Rodeo Frank!



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## STAN'S SOAPBOX!

H i, Heroes!

Here's the latest Bullpen joke: A fan called Marvel begging us to give my Soapboxes a book of their own. We asked him, "Is it because you can't get enough of them?" "Nah," he replied, "It's so I won't have to see the blamed things in every blamed title I buy!" (Okay, so he didn't say "blamed." I cleaned it up for you. But he better not hold his breath waiting for a No-Prize!)

And, speaking of the most coveted prize in all of prizedom, fickle Fortune hath favored Christopher Currie of Detroit, MI, for our first award, for asking:

"Izzit true that movies about the Black Panther and Luke Cage are being developed?"

Sure is, Chris! Now that he's finished 'Blade the Vampire Hunter,' Wesley Snipes is sharpening his claws in preparation for playing the legendary Chief of the Wakandas! As for Luke Cage, the screenplay's being written and John Singleton is slated to direct!

Our next nationally acclaimed No-Prize goes to Steven Pearlman of Verona, NJ, who wistfully inquires:

"Marvel has some great heroes, but do we really need so many titles about Spider-Man and the X-Men?"

Don't ask us, Steve — it's you readers who have the answer! The more you buy, the more we've gotta print! Remember, comics follow the law of supply and demand. What Marveldom wants, we haveta supply!

This ish's final award is snared by Elizabeth Kovesy of Shelton, CT, who asks:

"Since Cyclops wears a ruby red visor, does he see everything in shades of red?"

Think about it, Liz — if you wear green sunglasses, you don't see the world in green; things are just softly shaded for you, right? Ol' Cyke sees color just as we do, only better, 'cause the quartz sharpens everything. Of course, that's just a guess, since the selfish guy never let me peek through his visor!

Now, while our No-Prize Laureates attend their nationally televised victory celebration, I beg thee to dry thine eyes, for as surely as Captain America hath funny little wingies upon his noble head, so surely shall we meet again when the newest Marvels goeth on sale!

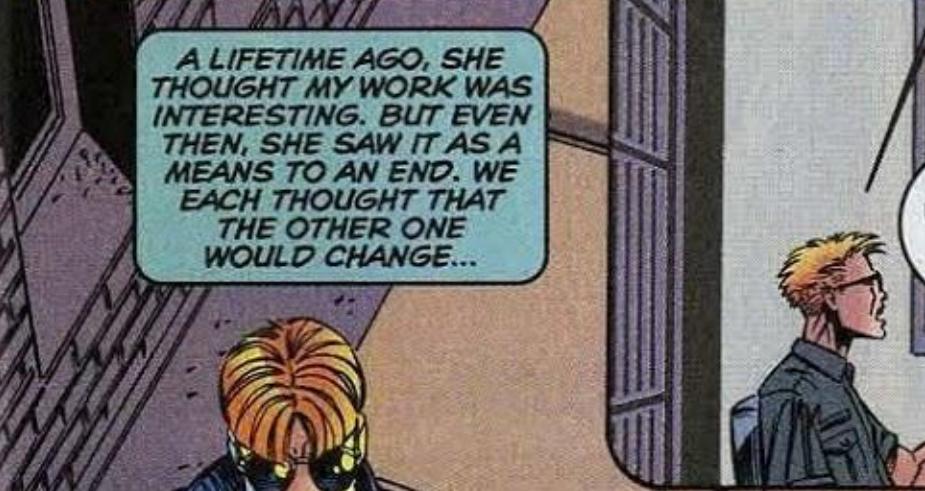
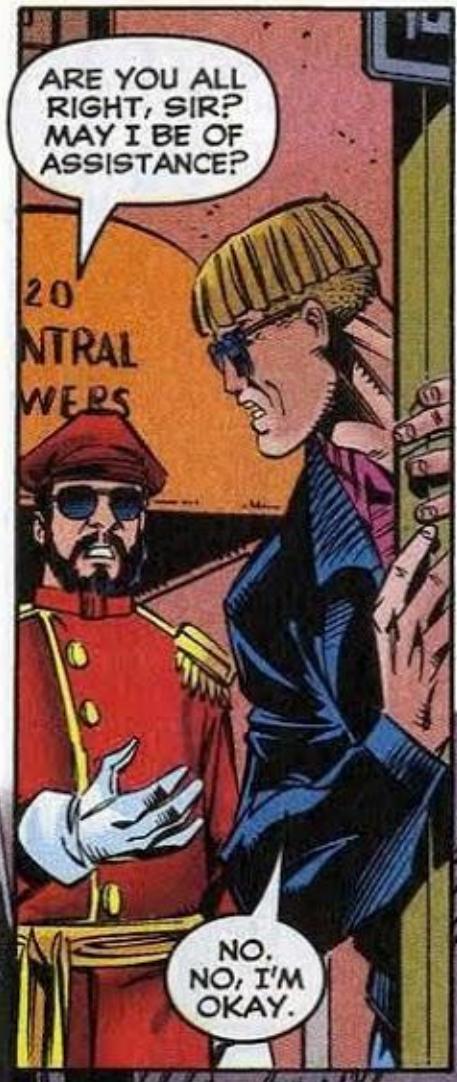
Excelsior!

Stan Lee

You oughta know it by heart by now, but in case you forgot, our address is "Stan's Soapbox," c/o BULLPEN BULLETINS, Marvel Comics, 387 Park Avenue South, New York, NY 10016. So write now — don't keep your No-Prize waiting!

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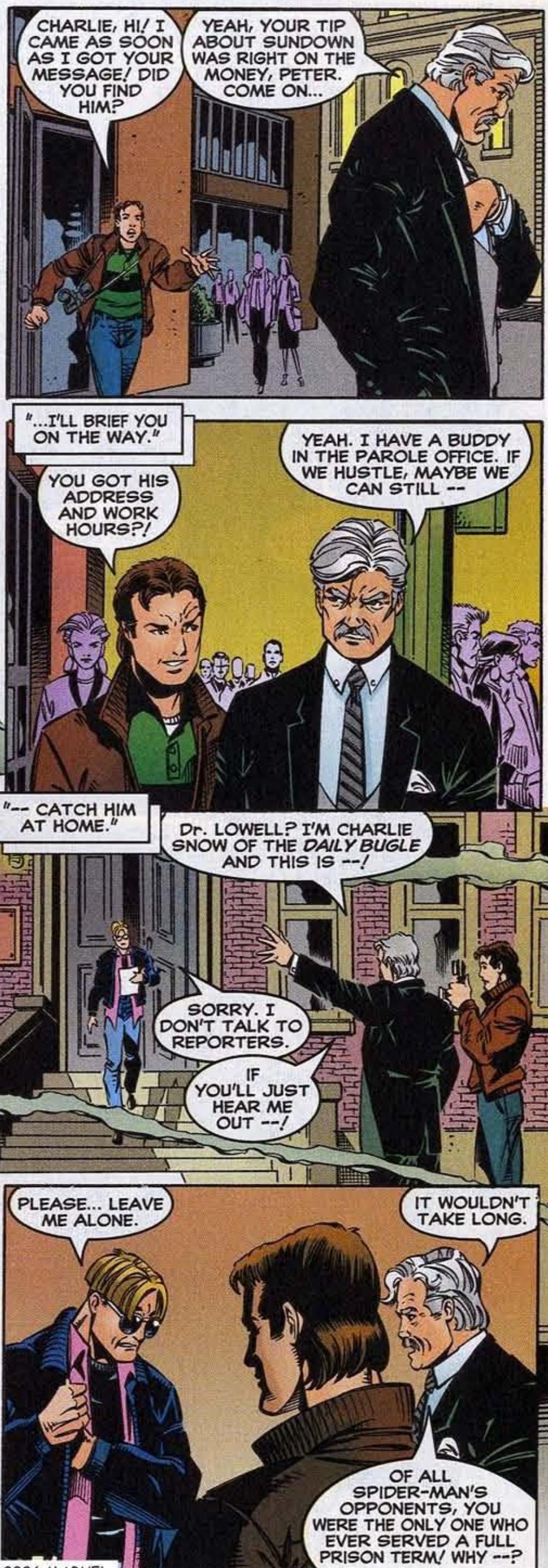
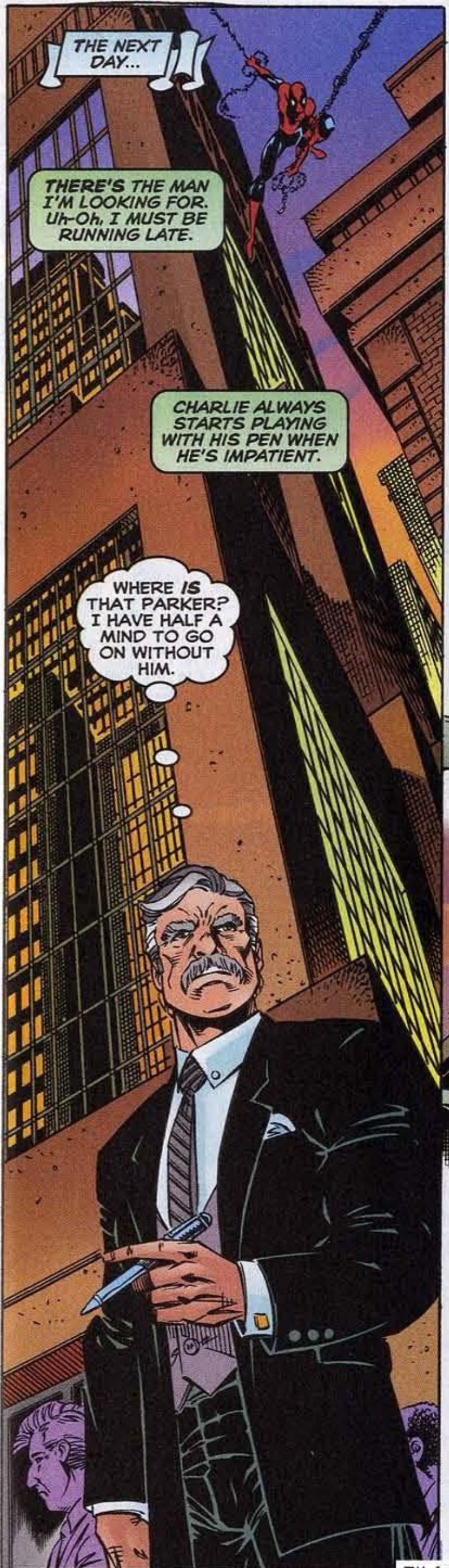




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CHANGING ON THE RUN,  
I CAN JUST MANAGE TO  
KEEP SUNDOWN IN SIGHT  
AS HE HEADS SOUTH...

...TOWARD EMPIRE  
STATE UNIVERSITY.

...HER ARM.

GOOD NEWS, Mrs. KELLEHER!  
OUR GRANT PROPOSAL HAS  
BEEN APPROVED! YOU CAN  
START YOUR RESEARCH  
FULL-TIME NEXT  
SEMESTER!

THERE  
SHE IS.

SHE LOOKS SO  
HAPPY. SOMEONE  
ELSE MIGHT NOT  
EVEN NOTICE...

THAT'S WONDERFUL,  
Dr. NEWHALL! I MEAN  
I'VE ENJOINED BEING A  
TEACHING ASSISTANT  
MORE THAN I  
EXPECTED --

-- BUT I  
REALLY WANT  
TO SPEND MORE  
TIME IN THE LAB!

WHAT IS GOING  
ON HERE?

SUNDOWN WAS BOILING MAD  
WHEN HE DUMPED CHARLIE AND  
ME, BUT NOW... HECK, HE WAS  
PRACTICALLY CRYING.

WHAT COULD HE HAVE  
SEEN THAT WOULD'VE  
BROUGHT HIM DOWN  
LIKE THAT? ESPECIALLY  
IN A GREENHOUSE?!

WHAT... DID ALL HIS PLANTS DIE OR SOMETHING?

I REMEMBER READING THAT SHE LOST THE INJURED ARM.

WHO --? OH!

OH, MAN, COULD THAT BE... LITTLE MARY KELLEHER?

SHE'S ALL GROWN UP NOW.

BUT... WHY DID SUNDOWN COME HERE?

I CAN'T BELIEVE HE'S STALKING HER.

A GRAD STUDENT... LITTLE MARY'S A GRAD STUDENT. I CAN HARDLY BELIEVE IT, BUT IT'S JUST AS SHE WROTE.

AMAZING. I'D EXPECT HER TO HATE ME AND HATE SCIENCE AS WELL, ESPECIALLY PLANT SCIENCE, BUT --!

"...going for my doctorate in plant physiology. I love the work... I remember how you encouraged me to read and think and ask questions... want you to know that I don't blame you for what happened... wish you the best of luck..."

BUT IT IS MY FAULT, MARY. ALL MY FAULT...

"AND THEN HE BURNT THAT LETTER TO ASH.

"I DON'T KNOW WHAT WAS IN IT..."

...BUT LOWELL HAS TO BE CARRYING A WORLD OF HURT. I'M NOT SURE I CAN GET THROUGH TO HIM WITHOUT SETTING HIM OFF AGAIN, BUT I HAVE TO TRY.

THAT POOR MAN...



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2D

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LOOKS LIKE I STAKED OUT LOWELL'S DIGS NOT A MOMENT TOO SOON. WHO'S THAT WITH HIM... LUCKY LOBO?!

WHEN DID HE GET OUT OF JAIL?

NICE GOING, PARKER! YOU JUST MADE CHARLIE SNOW LOOK LIKE A DIPLOMAT!

THE GANG AT THE BODY SHOP WILL BE ETERNALLY IN YOUR DEBT!

I GOTTA KEEP BETTER TRACK OF MY OLD ENEMIES!\*

WHEREVER IT IS THEY'RE GOING, LOWELL DOESN'T LOOK TOO HAPPY ABOUT IT.

YOU'VE PUT ON A FEW POUNDS. THE NEW DUDS FIT OKAY?

FINE. JUST FINE.

HEY, SUNDOWN, ISN'T IT A PAROLE VIOLATION TO ASSOCIATE WITH LOW-LIFES LIKE SLOBO HERE?

SPIDER-MAN?!

GET 'IM! I WANT HIS HEAD!

Oh, MAN! AND HERE I THOUGHT SUNDOWN LOOKED DEPRESSED! SOME GREAT JUDGE OF CHARACTER I AM!

OUR HERO HELPED PUT LOBO BEHIND BARS WAY BACK IN AMAZING SPIDER-MAN #23. — TOM

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KATOOM



"...NO IDEA  
AT ALL."

HEY! CAREFUL  
WHERE YOU AIM THAT  
THING, SPECS! REMEMBER,  
EVEN IF THINGS GO WRONG,  
THE BOSS DON'T WANT  
HER KILLED, JUST  
CRIPPLED!

I DON'T NEED THIS  
KIND OF PRESSURE  
IF I'M GONNA ---!  
HOLEE ---!

LENNY,  
GET DOWN!

YOU MADE  
A BIG MISTAKE,  
SPIDER-MAN!

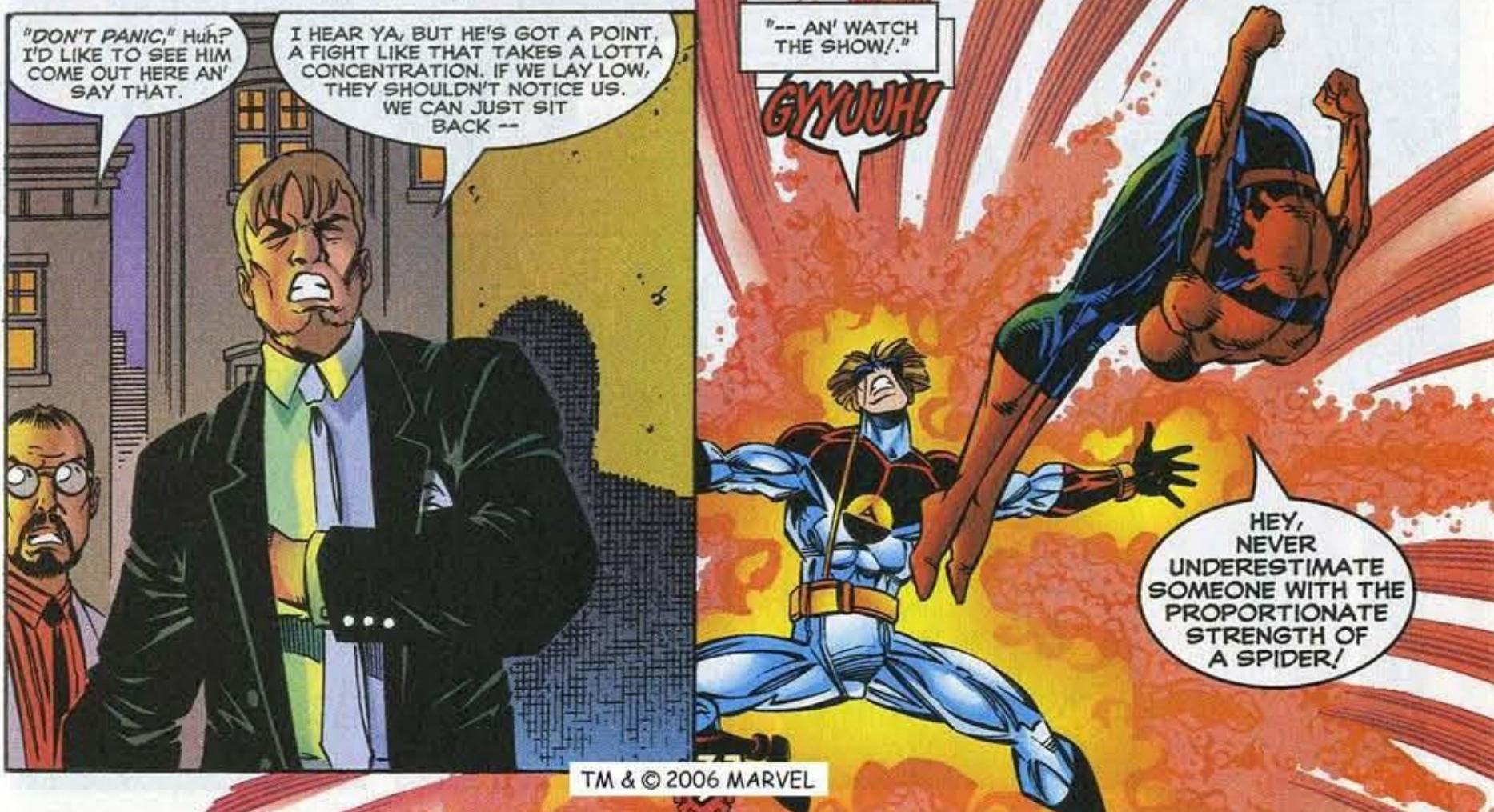
WHAT THE  
%&@#/\* ARE  
THEY DOIN'  
HERE?

GET  
THE BOSS  
ON THE  
HORN!

...AN'  
HE'S FLYIN'  
'ROUND, HAULIN'  
SPIDER-MAN BY  
THE SCRUFF  
OF THE  
NECK!

GOOD?

GOOD?!



"YOU KNOW, SUNNY-BOY,  
FOR SOMEONE WHO HASN'T  
USED HIS POWERS MUCH IN  
THE PAST DECADE, YOU'VE  
GOTTEN BETTER AT  
THIS -- A WHOLE  
LOT BETTER!"

"JUST SIT BACK AND WATCH  
THE SHOW!" WELL, NOW THE  
SHOW'S RIGHT OVERHEAD.  
NOW WHAT DO YOU  
SAY?!"

BUT,  
OF COURSE,  
SO HAVE  
I!"

SHUT.  
UP!

"NO MORE  
FOOLING AROUND,  
SPIDER-MAN. THIS  
IS THE SHOW-  
DOWN!"

"YOU'RE  
RIGHT ABOUT  
THAT,  
SPARKY!"

C'MON, LET'S  
END THIS  
NOW!"

YES!







...LOOK WHO WE HAVE HERE! LUCKY LOBO HIMSELF!

Ah-Bah-Bah --!

SAY, IS THAT AN ILLEGAL HANDGUN, LUCKY?

THAT'S THE MAN, OFFICERS!

JUST LIKE I TOLD YOU -- MY CAB'S RADIO PICKED UP HIS CELL PHONE CALL AS I DROVE BY!

HE WAS GIVING ORDERS ABOUT A KILLING -- AND SPIDER-MAN -- AND SOMETHING THAT SOUNDED LIKE EXTORTION!

I'D SAY ALL THIS GIVES US MORE THAN ENOUGH TO BOOK YOU, LUCKY...

...TOUGH BREAK!

LOOK WHAT WE FOUND INSIDE!

SO, SPIDER-MAN IS MIXED UP IN THIS! WANNA TELL US ABOUT IT, LUCKY?

I GOT NOTHIN' TO SAY TO YOU!

NONE OF US GOT NOTHIN' TO SAY! NOT A WORD!

NOT TILL I SEE MY LAWYER!

THINK HE'S LEARNED HIS LESSON?

LUCKY? HARD TO SAY...

...BUT HE ALWAYS RESPONDED WELL TO PHYSICAL INTIMIDATION.

I'M JUST GLAD THAT YOU WERE FINALLY WILLING TO TALK TO ME!

YEAH, YEAH. "YOU HAVE THE RIGHT TO REMAIN SILENT..."

SO AM I! THAT WAS A GOOD PLAN, FAKING THE FIGHT IN MARY'S NEIGHBORHOOD TO FLUSH OUT THOSE GOONS.

YEAH, BUT YOU MADE IT WORK. AND YOU KNEW WHERE SHE LIVED --!

YES. I'D GOTTEN A LETTER FROM HER RECENTLY.

Uh-Huh.

SO... WHAT'RE YOUR PLANS NOW?

THERE'S ALWAYS ROOM FOR ANOTHER SUPER-GUY IN TOWN, THESE DAYS ESPECIALLY!

THANKS, BUT I HARDLY THINK THE PUBLIC WOULD ACCEPT AN EX-CON SUPER HERO!

HEY, YA NEVER KNOW!

YOU HAVE A GIFT ---!

AND I WISH I COULD GIVE IT BACK!

NO.

ALL I REALLY WANT TO DO IS BRUSH UP ON MY SCIENCE AND TRY TO PUT SOME SORT OF LIFE TOGETHER.

AFTER ALL THE MISTAKES I'VE MADE, AND ALL THE TROUBLE I'VE CAUSED, I'D BE HAPPY...

...IF PEOPLE FORGOT THAT SUNDOWN EVER EXISTED!

GOOD-BYE, SPIDER-MAN. AND THANKS...

GONE AGAIN. I WISH I KNEW HOW HE DID THAT!

I KNOW HOW YOU FEEL, DOC. LORD KNOWS, I'VE MADE MORE THAN MY SHARE OF MISTAKES!

BUT I COULD NO SOONER IGNORE MY POWERS THAN I CAN IGNORE THE PAST.

I WISH YOU LUCK, DOC. BUT SOMEHOW, I DON'T THINK WE'VE SEEN THE LAST OF SUNDOWN.

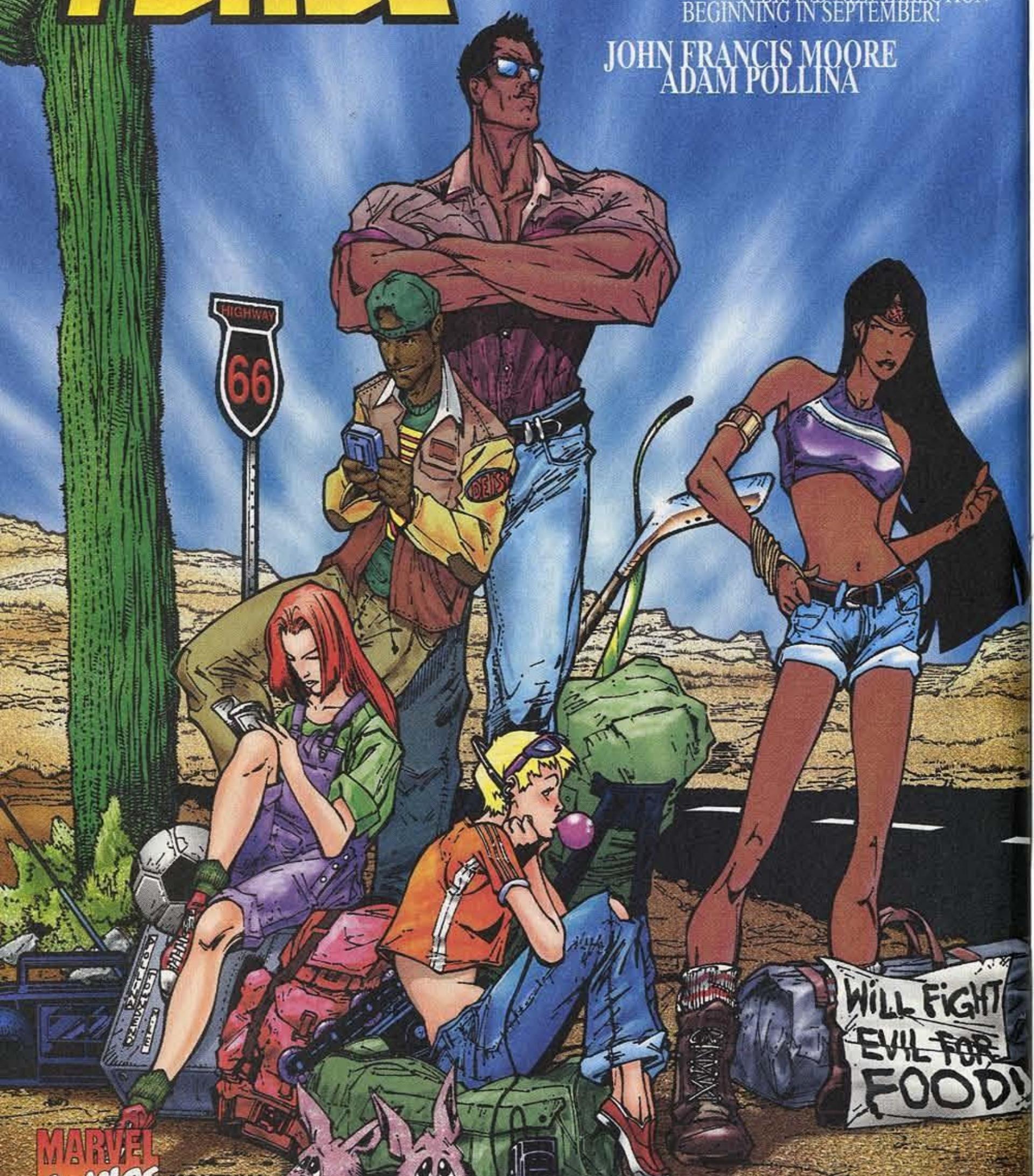
END?

# X-FORCE

IT WAS  
BASTION'S WAY...  
OR THE HIGHWAY.

A BRAND NEW DIRECTION  
BEGINNING IN SEPTEMBER!

JOHN FRANCIS MOORE  
ADAM POLLINA



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