

MARVEL
COMICS

POWER & RESPONSIBILITY

PART 3

FANTASTIC
FLIP
BOOK

SPIDER-MAN®

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51
OCT

APPROVED
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COMICS
CODE
A
AUTHORITY

AT LAST!
SPIDER-MAN'S
CLONE
SWINGS INTO
ACTION...



DIRECT EDITION

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A HEART BEAT AWAY!

POWER & RESPONSIBILITY

Part 3 of 4

I
WISH
YOU COULD
HEAR ME,
AUNT
MAY...

...OR
DO I?

WHAT
WOULD YOU
THINK IF
YOU SAW
MY FACE?

THAT
I WAS YOUR
NEPHEW...
PETER
PARKER?

YOU'D
BE
WRONG.

I'M
NOBODY!

Stan Lee
presents

**HOWARD / TOM
MACKIE / LYLE**
story and art

SCOTT HANNA
finishes

**STARKINGS / KEVIN
COMICRAFT** TINSLEY
lettering colors

DANNY FINGEROTH DeFALCO
editor **TOM** chief

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... PETER PARKER IS GOING TO DIE TONIGHT.

NOW HERE I AM.

QUESTIONING WHAT TO DO.

HOPING THAT YOU'LL COME OUT OF YOUR COMA AND MAKE IT ALL BETTER ... LIKE THE AUNT MAY OF MY ... HIS ... MEMORIES.

WHAT DO I DO, AUNT MAY?

IF I DON'T ACT, PETER MIGHT DIE.

THEN, ONCE AND FOR ALL, I CAN HAVE THE LIFE I'VE BEEN DREAMING OF FOR ALL THESE YEARS.

ALL I HAVE TO DO IS SIT HERE.

DO NOTHING AND THE MEMORIES ... THE LIFE ... ALL OF IT ...

... CAN BE MINE!



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THE INTENSIVE
CARE UNIT'S
NURSES STATION...

DOCTOR
CAPUTO... I'M
GETTING A
FLATLINE ON
THE PARKER
MONITOR.

HER
HEART.

WE'VE
GOT A
CODE
RED!

MOVE
IT, LUCY!
I'M NOT
GOING TO
LOSE HER!

IT'S
OKAY...
IT'S
OKAY...
SHE'S
FINE...

THE
MONITOR
CABLE DIS-
CONNECTED.

GOD, I
HATE
THESE
THINGS!

LUCY,,?
HAS ANYONE
SEEN MISTER
PARKER?

HE WAS
IN HERE
EARLIER. I
THOUGHT HE'D
BE STAYING
THE
NIGHT.

NO,
DOCTOR...

"... I NEVER
SAW HIM
LEAVE."



I'M
TOO MUCH
LIKE PETER
FOR MY OWN
GOOD.

CAN'T
RESIST
PLAYING
THE
HERO.

MAYBE
THIS TIME
I'LL REALLY
DIE!

PUT AN
END TO IT
ALL!

THE RAVENCROFT INSTITUTE...

THIS SPIDER-MAN HAS PROVEN A DIS-APPOINTMENT, MISTER NACHT...

CHAKRA BELIEVES SO. WILL YOU BE GREETING HIM, TRAVELLER?

-- IS THE OTHER ONE ON HIS WAY?

NO. TIME ENOUGH FOR THAT LATER. FOR NOW I WILL OBSERVE THIS ONE.

THERE MUST BE SOMETHING MORE TO HIM. THE MINDS OF THE INMATES GATHERED HERE WERE OBSESSED BY HIM...

I MUST UNDERSTAND HIS ESSENCE.

SEE TO IT THAT THE OTHER IS ALLOWED TO ENTER. HAVE BOONE AND MEDEA ENGAGE HIM.

AND SEE TO IT THAT BOONE KEEPS MEDEA UNDER CONTROL. I WANT THE SUBJECT UN-DAMAGED.

OF COURSE, JUDAS.

AND, NACHT...

... I WILL EXPECT COPIOLIS NOTES.

MEANWHILE,
OUTSIDE
RAVCROFT...

THE RAVCROFT SECURITY
FORCES, LED BY JOHN JAMESON,
HAVE BEEN JOINED BY LOCAL
LAW ENFORCEMENT AGENCIES
AND THE MEDIA.

ALL ARE KEPT
OUT OF THE
FACILITIES BY
AN IMPENETRABLE
BARRIER.

POLICE PATROLS
BLANKET THE AREA,
GUARANTEEING
THAT NO ONE SLIPS
OUT FROM INSIDE.

BUT THE POLICE
CANNOT BE
EVERWHERE...
SEE EVERYTHING.

THIS IS
THE PLACE
BUT - IF NO
ONE ELSE
CAN...

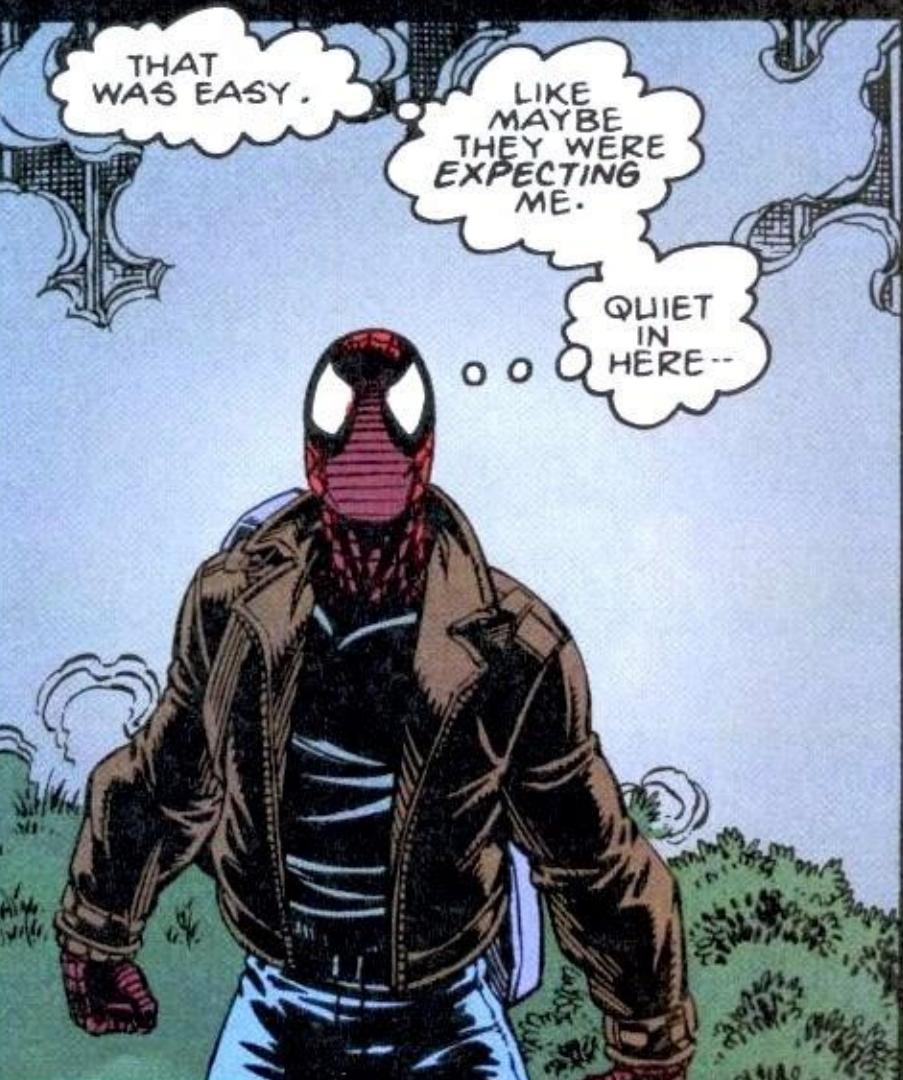
... WILL I
BE ABLE TO
GET THROUGH
THIS...

... STUFF?

THAT
WAS EASY.

LIKE
MAYBE
THEY WERE
EXPECTING
ME.

QUIET
IN
HERE--



HOW'D
HE DO THAT,
BOONE?

I HAD
HIM DEAD IN
MY SIGHTS!
SHOULD BE
NOTHIN' BUT A
PILE OF
CHARRED BONES
LEFT.

CONSIDER
YOURSELF
LUCKY THEN,
MEDEA.

TRAVELLER
WANT THIS
ONE ALIVE.
WE'RE JUST
SUPPOSED TO
PLAY WITH HIM
A LITTLE.

YEAH,
RIGHT. NOW,
WHERE DID
HE GO?
YOU'RE THE
TRACKER-MAN...
SO FIND HIM
ALREADY!

I'M
ON HIM,
GIRL.

FRI
AT

MEANWHILE...

WHERE IS HE, BOONE?
YOU SAID THE
TRAIL LED
HERE!

I DID...
AND THERE HE
IS! HEADIN'
INSIDE.

I CAN
TAKE HIS
HEAD OFF FROM
HERE AND NOT
EVEN SCORCH HIS
SHIRT. I KNOW
I CAN.

C'MON, GIRL.
YOU KNOW THE
BOSS'S ORDERS.
WE'RE TO TEST
HIM, BANG HIM UP
A LITTLE, SEE WHAT
HE'S MADE OF,
BUT NO KILLING.

YOU GUYS ALWAYS
TAKE THE FUN
OUT OF
EVERYTHING.

GET
USED
TO IT.
I DID.

COME.

WELL, YOU'LL HAVE TO EXCUSE ME IF HE "ACCIDENTALLY" GETS DEAD IN THE FIGHT. IT'S WHAT I DO BEST.

YOU'D BEST LEARN TO ADAPT AND FOLLOW ORDERS, KID. TRAVELLER WILL ONLY PUT UP WITH SO MUCH OF YOUR NONSENSE.

WHAT AM I DOING HERE?

I DON'T WANT THIS FIGHT.

THIS ISN'T MY FIGHT...ISN'T MY LIFE. I WANT TO GET IN -- SAVE HIM -- AND GET OUT.

IT'S FOR AUNT MAY...AUNT MAY ALONE!

AFTER I'M DONE HE CAN GET BACK TO HIS LIFE AND I'LL GET BACK TO WHATEVER IT IS I HAVE THAT IS PASSING FOR A LIFE.

BUT I KNOW I CAN DO IT WITHOUT A FIGHT.

SPIDER-SENSE BLIZZING LIKE CRAZY! GOT...TO...





MEANWHILE...

FAMILY...
FRIENDS... ALL
BEING SLICKED
DOWN BY MY
LIFE...

...ONLY
THE VILLAINS
PULL FREE.

**NO
MORE!**

I DO
HAVE THE
POWER!

KRAK

PAIN
WILL NOT
STOP ME!

MADNESS
WILL NOT
STOP ME!

THE
POWER AND
RESPONSIBILITY...

...ARE
MINE!

NO...

...THEY'RE
OURS!



NEARBY...

I'VE GOT TO GET OUT OF HERE!

IT WAS A MISTAKE EVER COMING BACK. EVER BELIEVING I COULD--

WITH GREAT POWER...

...MUST COME GREAT RESPONSIBILITY!

DON'T KNOW WHERE THAT CAME FROM!

IT'S BEEN A LONG TIME SINCE THAT THOUGHT POPPED INTO MY HEAD.

BUT THINGS ARE A LITTLE CLEARER RIGHT NOW.

EVEN IF I COULD GET AWAY... WAS WILLING TO SACRIFICE SPIDER-MAN'S LIFE...

...I CAN'T LEAVE THE LIKES OF THESE TWO RUNNING LOOSE.

REAL MEMORIES... OR NOT... THIS IS WHO I AM!

THIS IS ALL I KNOW!



THIS IS MORE LIKE IT. I WAS AFRAID YOU WERE A WIMP AND THAT I WOULDN'T GET TO HAVE ANY FUN.

HER STRENGTH IS OBVIOUSLY ENHANCED.

GOT TO DO SOMETHING.
CAN'T TAKE THIS KIND OF POUNDING FOR TOO MUCH LONGER.

BUT SHE'S A WOMAN.

WELL -- SO WAS MEDUSA!

GOTTA DEFEAT THEM...

...NO MATTER WHAT!

I'VE GOT TO FIND SPIDER-MAN AND THEN GET AWAY FROM HERE...AWAY FROM THIS CITY...

...AWAY FROM THIS LIFE!

AT THAT
MOMENT...

YOU
ARE PROVING
TO BE AN
INTRIGUING
EXPER-
IMENT.

I SEE
THE NEED TO
PROBE FURTHER
IF I AM ABLE TO
GAIN ANY TRUE
INSIGHT INTO
THE NATURE OF
YOUR BEING.

UNFORTUNATELY,
THIS MAY TAKE
PLUSHING YOUR
MIND TO YOUR
BREAKING
POINT.

I AM
SORRY.

no.

GET
OUT OF
MY
HEAD.

GET...

...OUT!



WHAT IS THIS?
WE HAVE
COMPANY?

I HAVE
BEEN
EXPECTING
YOU...
BEN!

I'M
TAKING HIM
OUT OF
HERE. MOVE
ASIDE.

NOW!

NO. I
AM AFRAID
THAT IS
NOT GOING
TO
HAPPEN.

NOT
JUST
YET.

POWER &
RESPONSIBILITY
CONCLUDES IN
**SPECTACULAR
SPIDER-MAN** #17

MARVEL®
comics

BIRTH OF A SPIDER-MAN®

PART 3

FANTASTIC
FLIP
BOOK

SPIDER-MAN

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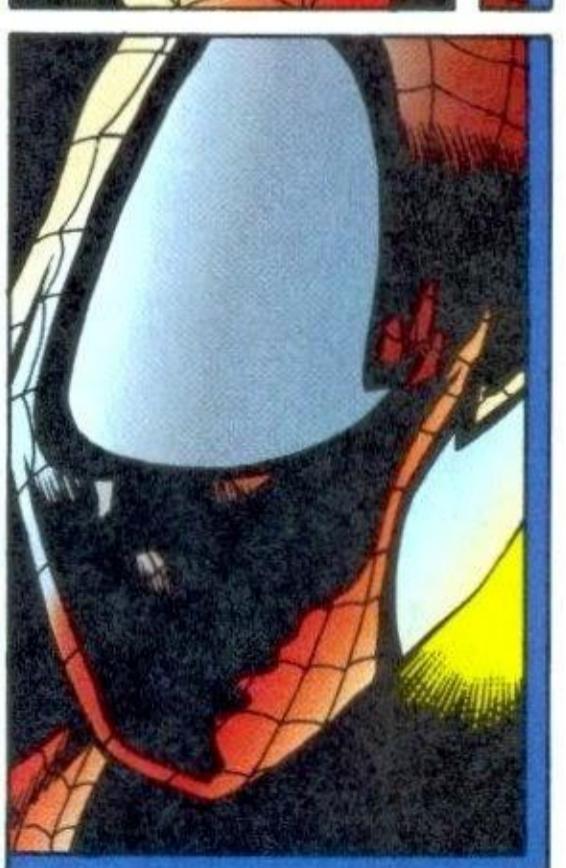
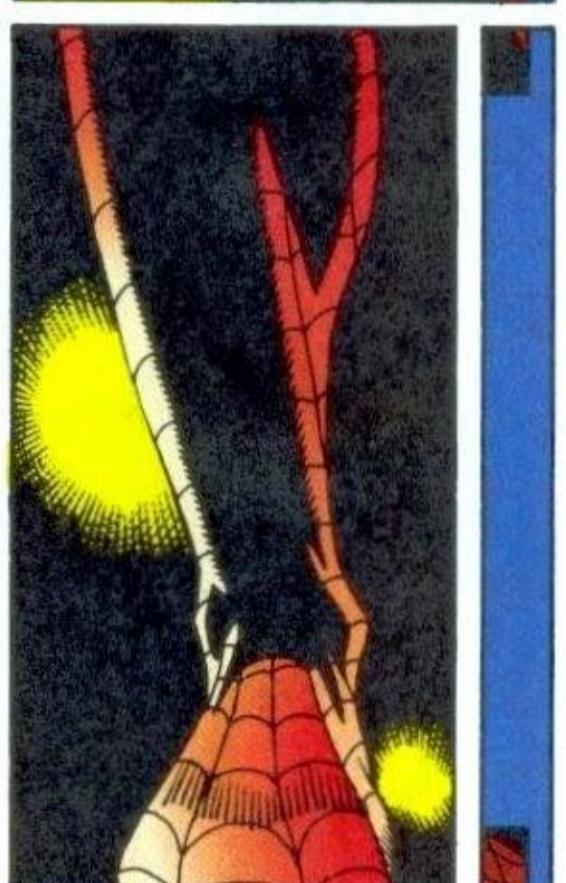
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CONFRONTATION!



PLUS: POWER!
RESPONSIBILITY

PART
3



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CONTINUING THE
UNTOLD ORIGIN
OF SPIDER-MAN'S
CLONE!

THE DOUBLE
PART 3:

WHO
AM I
?



PLEASE, PROFESSOR WARREN-- YOU PROMISED THAT YOU'D HELP ME TO REMEMBER... TO KNOW MYSELF!

AND THAT'S EXACTLY WHAT I'VE BEEN DOING, FOR WEEKS NOW I'VE WORKED--SLOWLY AND STEADILY-- USING DRUGS AND HYPNOSIS TO CONDITION YOUR CONFUSED MIND--

LISTEN TO ME... PETER. LET MY VOICE GUIDE YOU.

LAYER UPON LAYER OF THOUGHT AND MEMORY, FEELING AND INSTINCT, PEELING BACK.

--TO RAISE YOU UP FROM A STATE OF ANIMAL INSTINCT --AND MAKE YOU A MAN.

BUT I DON'T KNOW WHO I AM!

OF COURSE YOU DO.

IT'S JUST THAT YOUR MIND HAS BEEN SO UNBALANCED... YOUR SENSE OF SELF SO UNFOCUSED... THAT YOU COULDN'T GRASP THE TRUTH--

--TILL NOW.

LET YOUR BODY GO LIMP AND LOOSE. LET YOUR MIND--

...OPEN WIDE.

NO! IT'S-- IT'S TOO OVERWHELMING!

MAKE IT STOP! PLEASE--

NOW ISN'T THE TIME TO CLOSE YOUR EYES.
NOW IS THE TIME TO OPEN THEM WIDE.
I'VE DRAGGED YOU, KICKING AND
SCREAMING, TO THE BRINK OF SELF-
KNOWLEDGE--

--BUT WE MUST MAKE
THE FINAL LEAP--
TOGETHER.

MAKE
IT STOP.

I'M SO SORRY, PETER. I
WISH THERE WAS SOME
WAY I COULD WAVE A
MAGIC WAND AND MAKE
IT ALL BETTER--

--BUT I CAN'T.

SO LOOK,
PETER.
LISTEN.
FEEL.
AND
KNOW.

THE PLANE... THE PLANE
CRASHED. THEY'RE GONE,
PETER. YOUR MOTHER AND
FATHER ARE GONE--

--AND, HEAVEN
HELP US ALL--

--THEY'RE
NEVER
COMING
BACK.

FOR
IT'S IN THIS
MOMENT
OF PAIN--

--THAT
YOU WERE
TRULY
BORN.

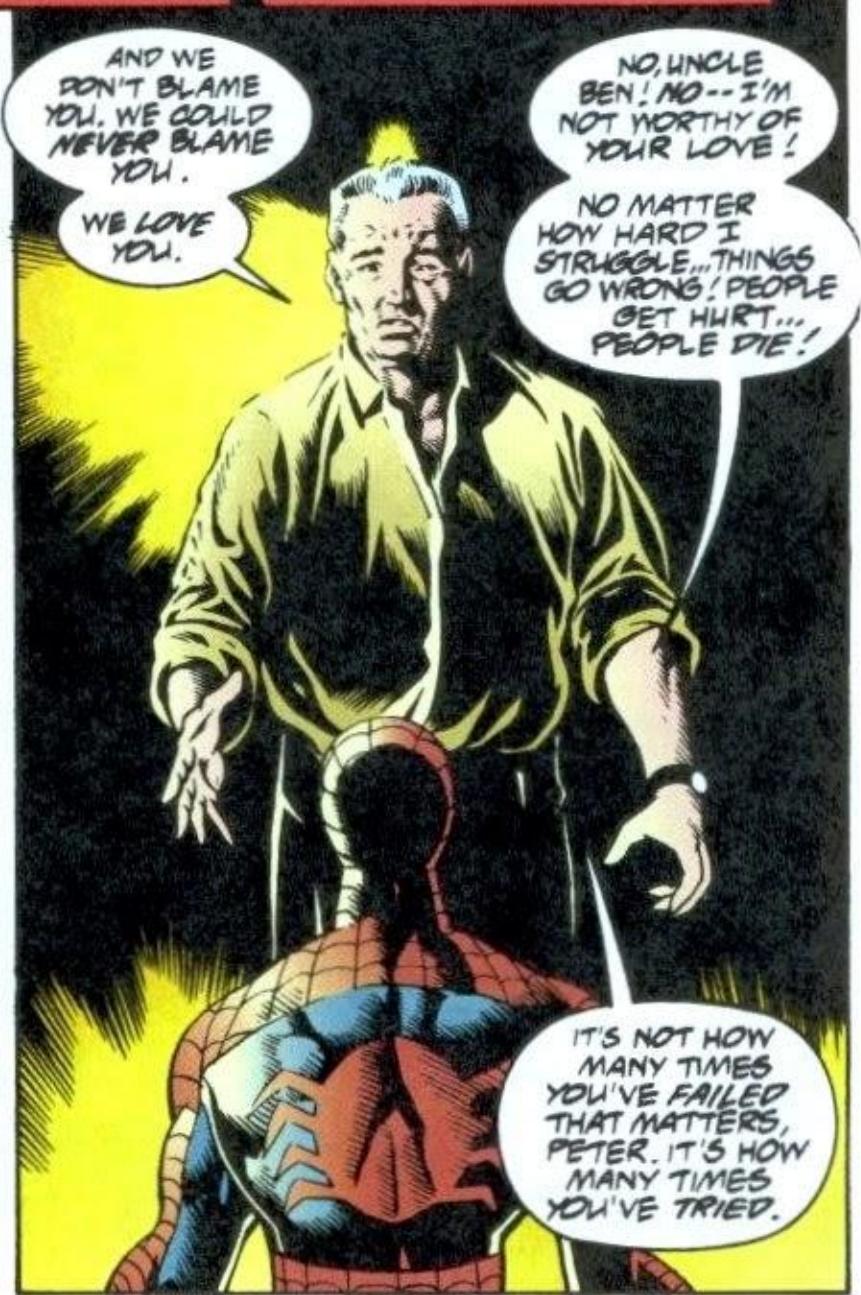
I WON'T
LOOK! I
WON'T
LISTEN!
I
WON'T!

YOU
HAVE TO
LOOK! IF YOU
WANT TO KNOW
YOURSELF--
--YOU
HAVE TO
LOOK!

OH GOD
OH GOD IF
THEY'RE NOT
COMING BACK
IT MUST BE MY
FAULT THEY
DON'T LOVE ME
AND IT'S MY
FAULT.
THEY'RE
DEAD...











--AND I HAVE HAD ENOUGH OF YOU!

EXCELLENT.

MY JOURNEY THROUGH HIS MIND BROUGHT FORTH THE DESIRED RESULTS.

BY PUSHING HIM... ANTAGONIZING HIM... I FORCED THE CLONE TO FIGHT BACK-- EMBRACE AND INTEGRATE HIS FEELINGS AND MEMORIES.



HIS SENSE OF IDENTITY IS FULLY FORMED. FROM THIS MOMENT FORTH --HE TRULY IS PETER PARKER.

BUT OF COURSE THIS PARKER BELONGS TO ME.

HOW MANY TICKING TIME BOMBS HAVE I IMPLANTED IN YOUR CONSCIOUSNESS, MY UNSUSPECTING FRIEND?

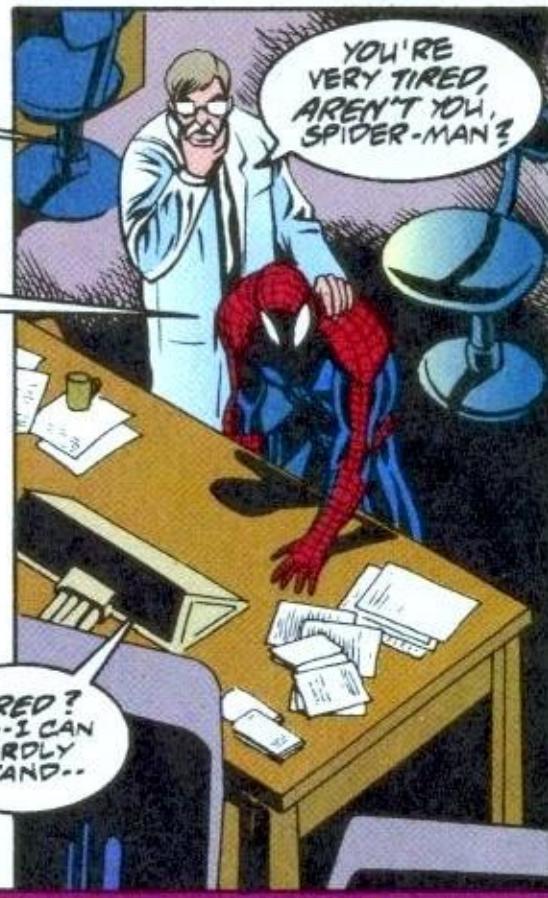
YOU'LL KNOW... YOU'LL BOTH KNOW... EVENTUALLY. BUT, FOR NOW, IT IS TIME TO A--



--WAKE!

WHO ARE YOU?

WHAT AM I DOING HERE?





THE DOUBLE

CONCLUDES IN
THE PAGES OF
**SPECTACULAR
SPIDER-MAN**
#217!!

BACK FROM THE EDGE

Spider-Man's arduous crawl back to reclaim his humanity is showcased in AMAZING SPIDER-MAN and SPECTACULAR SPIDER-MAN, but a cavalcade of new and returning foes--among them the Puma, the Vulture, Doc Ock, and a mysterious new female villain--are determined to cut short his quest to come "Back from the Edge!"



THE EXILE RETURNS

He's a wanderer--a man without a home, a being with only a copied identity. He's spent precious time in self-imposed exile--denying his responsibility. Now, at a time of great tragedy in the Parker family, Peter Parker's clone has come home...to glimpse a life he's never allowed himself to live...and to accept the soul he never believed he had. Along the way he encounters Spider-Man's deadliest enemy, Venom...as well as a mysterious foe whose identity he can only guess at. In the pages of WEB OF SPIDER-MAN and SPIDER-MAN, "The Exile Returns."



STEVEN
#94

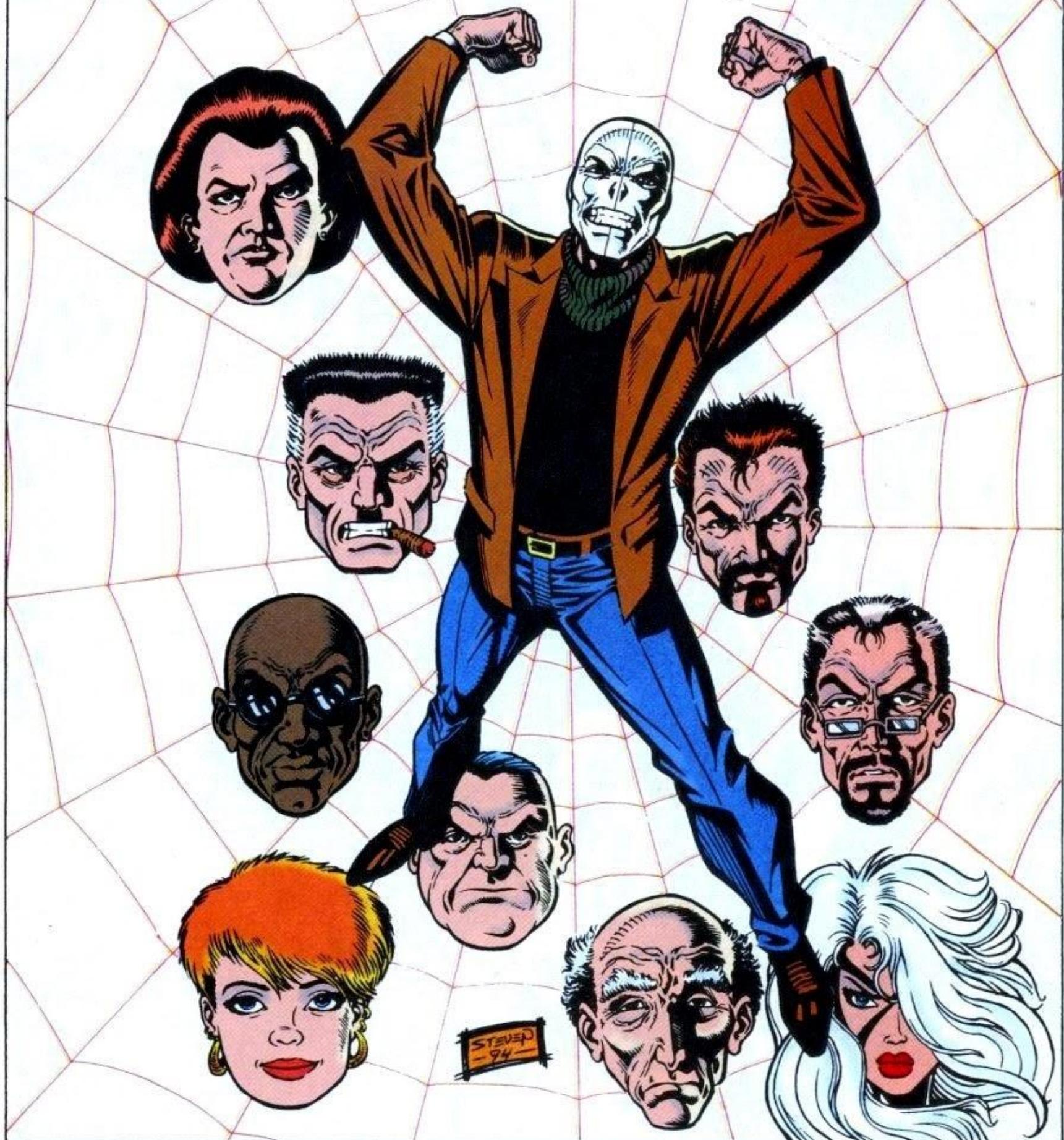
FROM THE FILES OF DR. ASHLEY KAFKA:

CHAMELEON

IT'S STILL VERY EERIE TO ME TO SEE THE CHAMELEON AS HE IS NOW, STRAITJACKETED, BABBLING, HIS MALLEABLE FACE TRANSFORMED INTO A PERPETUALLY FEATURELESS WHITE MASK, REFLECTING HIS INNER TURMOIL OF SEEING HIMSELF AS A NOBODY, A MAN WITHOUT AN IDENTITY. THIS IS CERTAINLY NOT THE CUNNING MASTER CRIMINAL I'D READ ABOUT, THE MASTER OF DISGUISE, THE INTERNATIONAL SPY WHO MANAGED TO AVOID CAPTURE ALL THESE YEARS. UNTIL HE FINALLY WAS TAKEN INTO CUSTODY RECENTLY, NONE OF US KNEW MUCH ABOUT THE CHAMELEON AT ALL. NOW I'VE DISCOVERED THAT THIS MAN HAS BEEN HARBORING A MAJOR IDENTITY CRISIS FOR MOST OF HIS LIFE!

BORN DMITRI SMERDYAKOV IN RUSSIA DECADES AGO, HIS CHILDHOOD WAS SPENT AS A MANSERVANT TO THE ARISTOCRATIC KRAVINOFF FAMILY, AND HE SAW YOUNG SERGEI KRAVINOFF-- THE SAME ONE WHO WOULD GROW UP TO BECOME KRAVEN THE HUNTER-- AS HIS BEST FRIEND, DESPITE THE FREQUENT BEATINGS AND MENTAL ANGUISH INFILCTED ON HIM BY SERGEI, WHO APPARENTLY NEEDED TO REMIND THE PEASANT SMERDYAKOV OF HIS PLACE. THIS TOUCHED OFF NOT ONLY SMERDYAKOV'S LOVE-HATE RELATIONSHIP WITH KRAVINOFF, WHICH MASQUERADED AS DELUSED IDOL WORSHIP UNTIL WELL AFTER THE LATTER'S SUICIDE, BUT ALSO HIS VIEW OF HIMSELF AS A MAN WITHOUT AN IDENTITY, WHO HAD TO TAKE ON THE FACES OF OTHERS TO HAVE AN IDENTITY OF HIS OWN. HENCE HIS LIFELONG OBSESSION WITH DISGUISES... AND HIS CHOSEN CAREER.

IN HIS MOST RECENT CONFLICT WITH SPIDER-MAN, SMERDYAKOV'S BURIED RESENTMENT OF KRAVINOFF FINALLY BOILED OVER, AS DID HIS SIMMERING SELF-LOATHING AND PERCEIVED LACK OF IDENTITY. THE RESULT IS THE NEAR-CATATONIC FIGURE CURRENTLY IN THE CELL, MUMBLING THE SAME CHILLING WORDS TO HIMSELF LIKE A MANTRA: "NOTHING... NOTHING... NOTHING..."





FROM THE FILES OF DR. ASHLEY KAFKA:

CARRION

MALCOLM MCBRIDE IS SOMEWHAT UNIQUE AMONG THE INMATES HERE. UNLIKE SO MANY OF THE OTHERS, MALCOLM'S CHILDHOOD WAS NOT FILLED WITH ABUSES OR DISFUNCTIONAL FAMILY RELATIONSHIPS. THERE WERE NO HORRIFYING EXPERIENCES, BURIED AS A CHILD, BUBBLING UNDER THE SURFACE, WAITING TO EXPLODE AND CONSUME THE ADULT. THERE'S NO EVIDENCE THAT MALCOLM GREW UP WITH ANYTHING BUT A NORMAL, HEALTHY FAMILY UNIT.

NO, IT WAS AN EXTERNAL AGENT THAT UNLEASHED THE HORROR CALLED CARRION -- A VIRUS ALLEGEDLY SYNTHESIZED BY THE LATE MILES WARREN THAT MALCOLM ACCIDENTALLY INFECTED HIMSELF WITH IN A COLLEGE EXPERIMENT. I KNOW OF NO SCIENTIFIC EXPLANATION FOR HOW THE "CARRION VIRUS" WORKS. THE ONLY DESCRIPTION THAT SEEMS TO FIT IS THAT IT SOMEHOW BRINGS A PERSON'S "DARK SIDE" TO THE FORE OF ONE'S CONSCIOUSNESS, BRINGING OUT THE HIDDEN EVIL THAT LURKS INSIDE US ALL. THIS IS IN ADDITION TO GRANTING THE HOST THE GHASTLY ABILITY TO KILL INSTANTANEOUSLY WITH A TOUCH. AT THE END OF MALCOLM'S MOST RECENT TRANSFORMATION INTO CARRION, THE VIRUS WAS SOMEHOW DRAINED FROM HIS BODY BY SHRIEK, IN EFFECT PURGING MALCOLM OF THE CURSE OF CARRION, SEEMINGLY FOR GOOD.

IF ONLY IT WERE AS EASY TO EXORCISE THE GUILT THAT STILL PLAGUES MALCOLM MCBRIDE. THE INNOCENT LIVES THAT HE SNIFFED OUT WHILE UNDER THE CONTROL OF THE VIRUS STILL HAUNT HIS DREAMS FREQUENTLY, AND I DON'T FEEL RIGHT RELEASING HIM UNTIL HE CAN SHAKE THOSE NIGHTMARES. I HOPE HIS MOTHER UNDERSTANDS WHY HER SON MUST STAY HERE FOR NOW, AND I HOPE SHE UNDERSTANDS THAT HER LOVE AND SUPPORT ARE NEEDED NOW MORE THAN EVER.