

MARVEL
COMICS

ANNUAL
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28
1994

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the AMAZING SPIDER-MAN

CARNAGE
IS BACK--



DIRECT EDITION



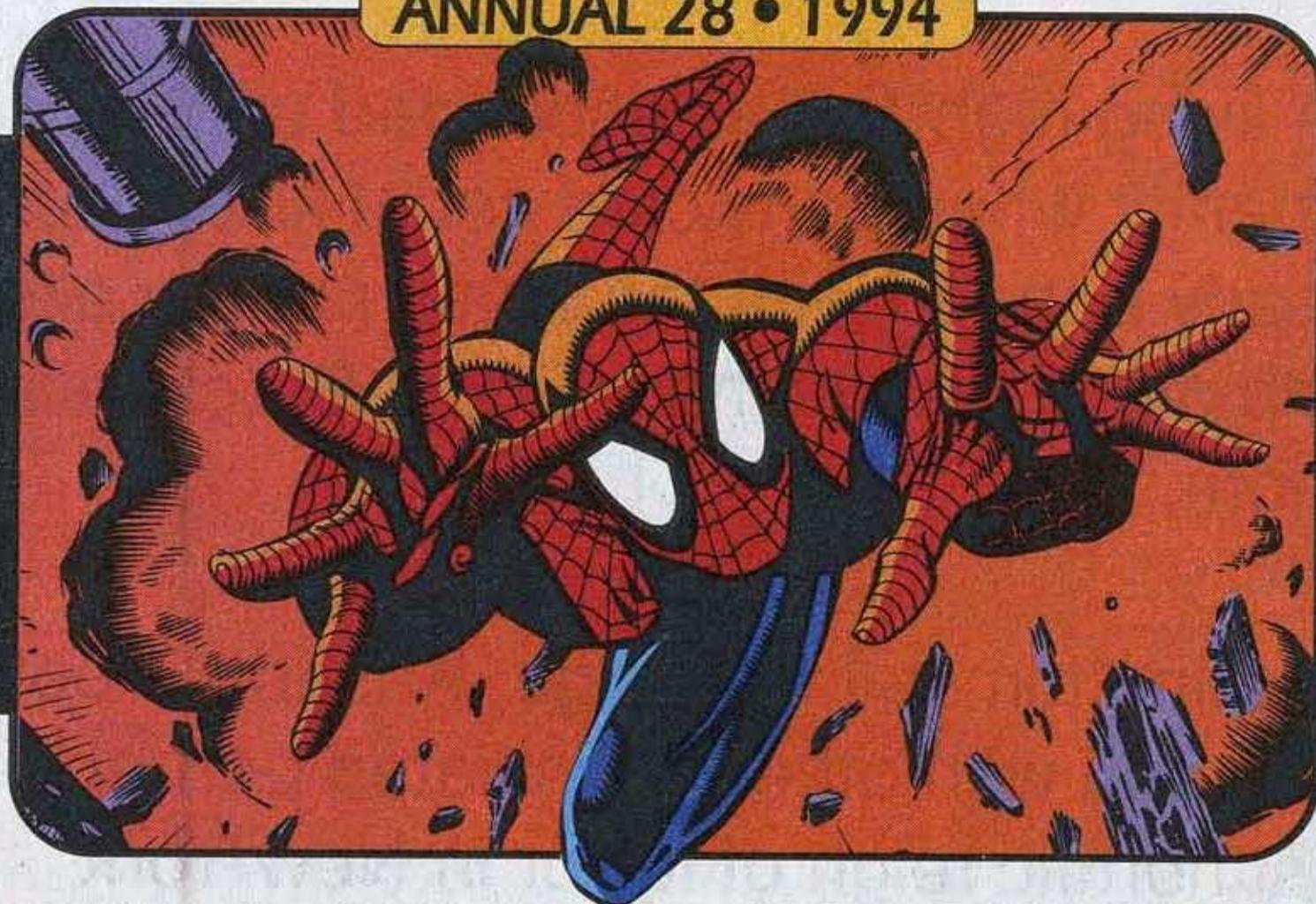
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**JUST CAN'T GET THAT
CRUNCH
OUTTA YOUR HEAD!**



the AMAZING SPIDER-MAN

ANNUAL 28 • 1994



THE MORTAL PAST PG. 3

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FATAL INSTINCT PG. 36

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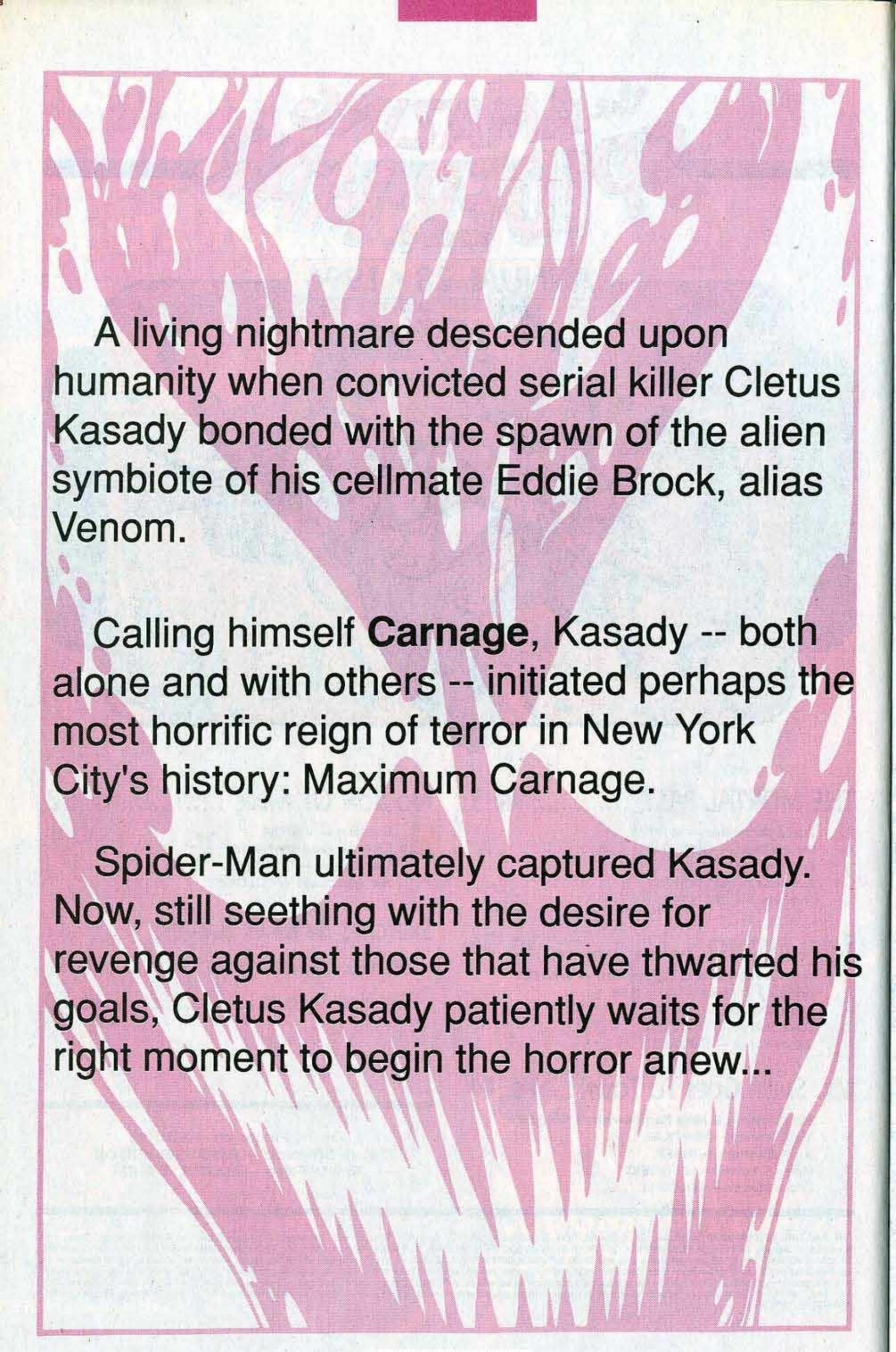
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PETER & MJ's APARTMENT PG. 61
THE NEW VULTURE PG. 63

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A living nightmare descended upon humanity when convicted serial killer Cletus Kasady bonded with the spawn of the alien symbiote of his cellmate Eddie Brock, alias Venom.

Calling himself **Carnage**, Kasady -- both alone and with others -- initiated perhaps the most horrific reign of terror in New York City's history: Maximum Carnage.

Spider-Man ultimately captured Kasady. Now, still seething with the desire for revenge against those that have thwarted his goals, Cletus Kasady patiently waits for the right moment to begin the horror anew...

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®

INSIDE A MOBILE
TRANSPORT UNIT;
COLORADO.

I'M STRAPPED
IN STEEL...

...TRUSSSED IN
LEATHER...

...LOCKED IN ENERGY
BANDS THAT'D STOP
A TICKED-OFF RHINO!

JERKS HAVE ME HOBBLED,
SO TIGHT, I GOTTA STRAIN
JUST TA BLINK!

HEH

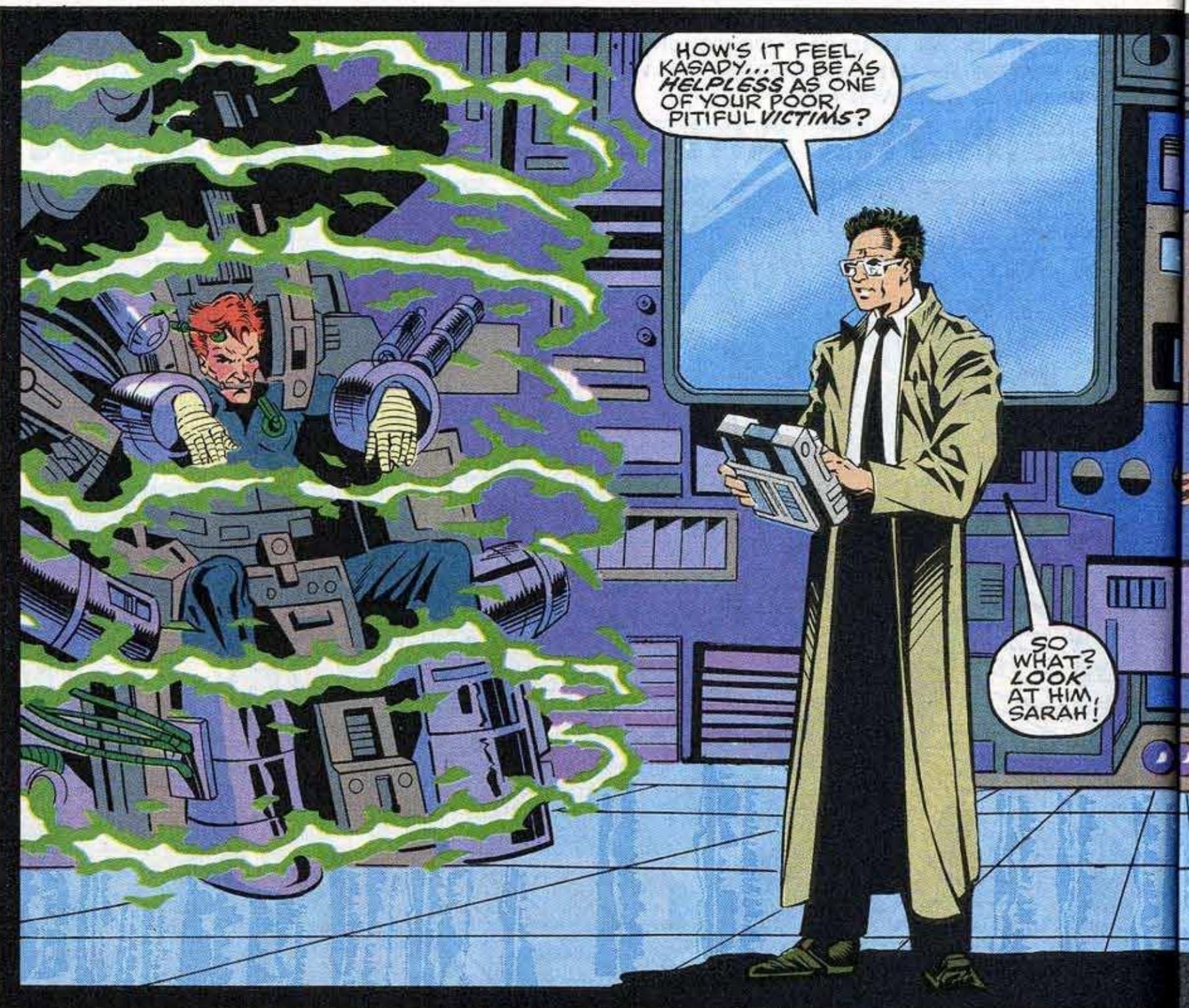
IT'S GONNA BE
A GOOD DAY....!

THE MORTAL PAST

HOW'S IT FEEL,
KASADY... TO BE AS
HELPLESS AS ONE
OF YOUR POOR
PITIFUL VICTIMS?



SO
WHAT?
LOOK
AT HIM,
SARAH!



THE ONLY TIME
THIS PUNK'S
DANGEROUS IS
WHEN HIS SENTIENT
BLOOD IS FREE,
WHERE HE CAN
CONTROL IT AS
A WEAPON!

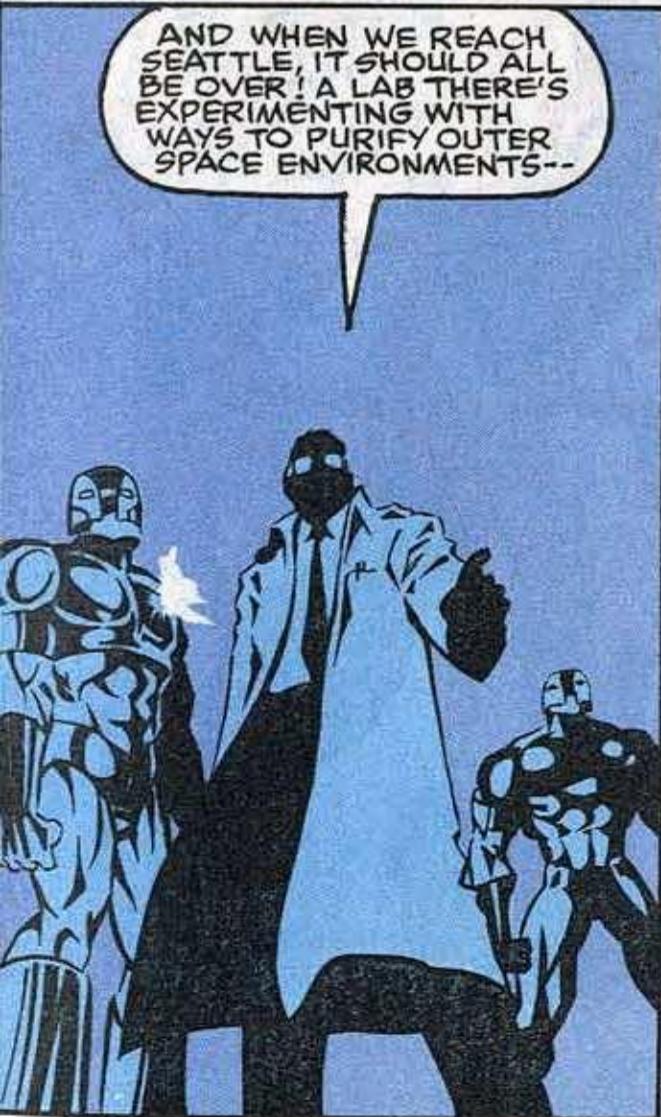
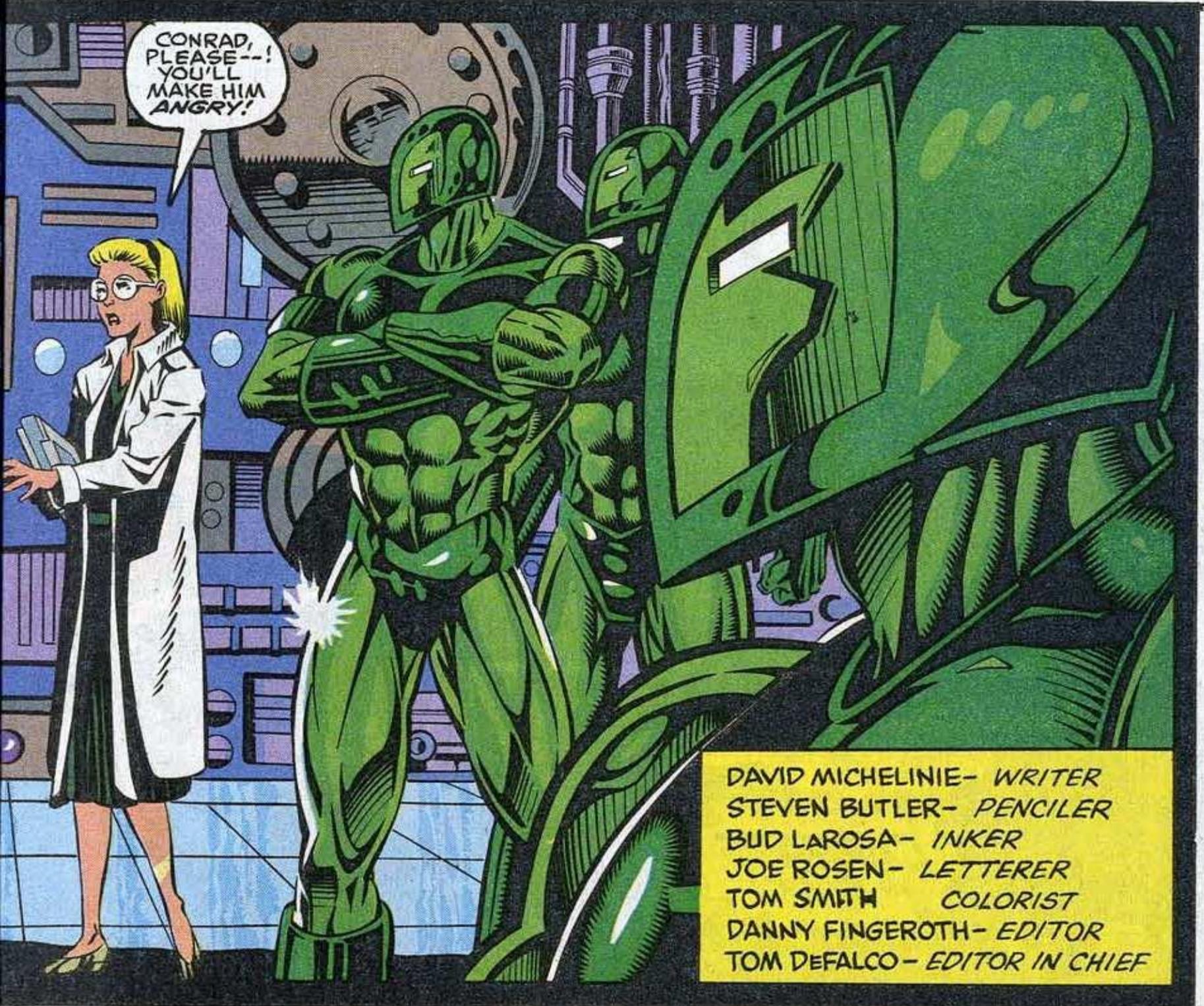
BUT HE'S SO
IMMOBILIZED,
THERE'S NO
WAY HE CAN
SPILL A SINGLE,
DISGUSTING
DROP!

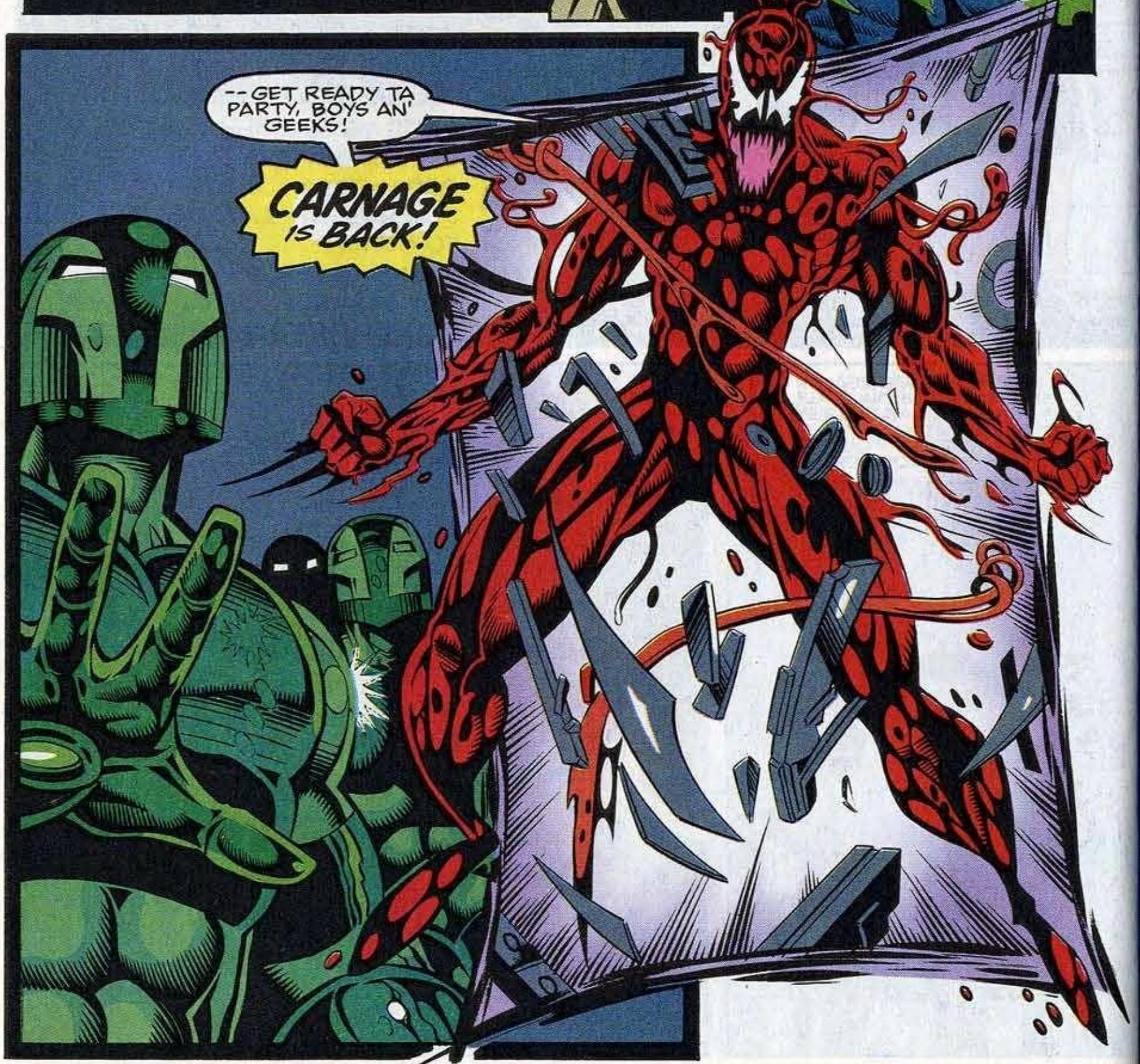


CAN'T EVEN
BITE YOUR
TONGUE,
CAN YA,
PSYCHO-
BOY?



OOO, NIFTY ZINGER,
FOUR-EYES!





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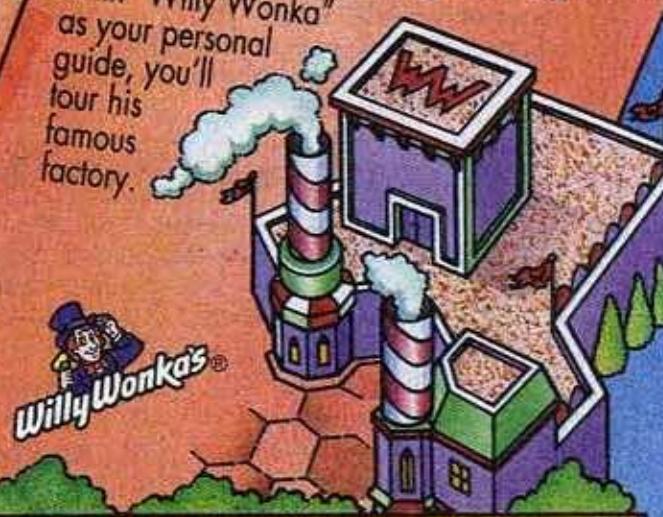
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No Purchase Necessary. To enter the Willy Wonka's® "Golden Ticket Sweepstakes," print clearly your name, age, address and phone # on the entry form or a 3" x 5" index card and mail to: Willy Wonka's® Golden Sweepstakes P.O. Box 23260 Milwaukee, WI 53223.

All eligible entrants must be 17 yrs. of age or younger. Each entry must be mailed separately. Only original entry forms will be

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Sweepstakes Prize (Estimated retail value \$4,000). Trip value may vary due to location of the winner and the fare at the time of departure.

Prize Rules: Parents or legal guardian of the winner and friend will be required to sign an Affidavit of Eligibility and Release of Liability, which must be returned within 5 days of notification or prize will be forfeited. By entering the sweep-

stakes, winning entrants accept and agree to all sweepstakes rules and to the extent allowed, grant permission to use their name, biographical information and photograph and/or likeness for advertising and promotional purposes, without additional compensation or further consent. Payment of federal, state, and local taxes is the obligation of the winner.

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Requests must be received by September 31, 1994.



BULLPEN BULLETINS

MARVEL
COMICS

FUN PAGE!

THE GHOST MAKER STALKS DAREDEVIL AND ELEKTRA ... MARVELS — THE MOST ACCLAIMED SERIES OF THE YEAR — CONCLUDES THIS WEEK ... HEATHER HUDSON

SUPER SONGS

Over the years, many Marvel superstars have gone from comic superstars to TV stars — usually accompanied by a catchy theme song. Most true Marveloids can recite those old classic theme songs by heart. Let's see how good your musical memory is. Can you match the Marvel hero with the verse form the song written about him?

- 1) "He's a cool exec with a heart of steel." A) Hulk
- 2) "Stronger than a whale, he can swim anywhere." B) Captain America
- 3) "All those who chose to oppose his shield must yield." C) Spider-Man
- 4) "Ain't he un-glamorous?" D) Sub-Mariner
- 5) "Is he strong? Listen, Bud. He's got radioactive blood." E) Iron Man

UNGLAMOROUS ANSWERS: 1) E; 2) D; 3) B; 4) A; 5) C

YOU WRITE THE SONGS

As long as we're in a musical mood, let's keep the rhythm flowing by having another reader participation challenge! Every great organization has to have a theme song to sing its praises — like that "Union Label" song you used to hear on TV. It occurred to us that many legendary Marvel institutions do not have a song to call their own.

Here's where you come in. Doctor Doom wants a theme song for his country, Latveria. You know, something Roseanne Arnold can sing at Latverian baseball games. We want YOU to write the Latverian theme song. You can write it to the tune of another popular song, or make up your own tune!

Send your answers in to:

Latverian Theme Song
C/o Bullpen Bulletins Page
387 Park Avenue South
New York, NY 10016

We'll print the best ones in a future BBP. The winners will get some nifty prizes — actual stuff found lying around the offices of Marvel Comics! (Sorry, we can't give away any trips to Latveria!) Send your entries in today!

Remember — Doc Doom is waiting — and he's one doctor with no patience!

CAUGHT IN THE ACT

Over the years, Marvel heroes have been portrayed on the big screen by some of Hollywood's most famous and talented thespians! Let's see how well you know your Marvel movie and TV shows. Can you match the actor with the super hero he brought to life?

- 1) Alex Hyde-White A) Punisher
- 2) Reb Brown B) The Hulk
- 3) Nicholas Hammond C) Mr. Fantastic
- 4) Peter Hooten D) Captain America
- 5) Dolph Lundgren E) Daredevil
- 6) Matt Salinger F) Dr. Strange
- 7) Rex Smith G) Spider-Man
- 8) Bill Bixby

(HINT: Two of the actors listed above played Captain America!)

ANSWERS: 1) C; 2) D; 3) G; 4) F; 5) A; 6) D; 7) E; 8) B

AMAZIN' ANAGRAMS!

We've scrambled the names of some of your favorite Marvel heroes and villains. Let's see if you're not too mixed up to figure out who's who.

- | | |
|----------------|------------------|
| 1) WINE LOVER | 9) RAM ON |
| 2) PAWS | 10) RED HOT RIGS |
| 3) BIG MAT | 11) DO MAN |
| 4) NAME DRIPS | 12) HIP RUNES |
| 5) SEVER NAG | 13) LOW RACK |
| 6) A LEAD POD | 14) NOT A GEM |
| 7) GEAR | 15) SOOTHE BRATS |
| 8) EVIL RED AD | 16) SUMO RIB |

ANSWERS: 1) WOLVERINE; 2) WASP; 3) GAMBIT; 4) SPIDER-MAN; 5) AVENGERS; 6) DEADPOOL; 7) RAGE; 8) SPIDER-MAN; 9) NAMOR; 10) GHOST RIDER; 11) NOMAD; 12) DAREDEVIL; 13) WARLOCK; 14) MAGNETO; 15) SABRE TOOTH; 16) MORBIUS

IN THE NICK OF NAMES

Just as our super heroes often have two names — a super hero name and a civilian identity — so too do some of our creators! Here's a list of some of Marvel's best-known writers and artists. Let's see if you can remember their Marvel nicknames!

- | | |
|-----------------|------------------|
| 1) Stan Lee | 6) Roy Thomas |
| 2) Jack Kirby | 7) Gene Colan |
| 3) Steve Ditko | 8) Marie Severin |
| 4) John Buscema | 9) Johnny Romita |
| 5) Sal Buscema | 10) Joe Sinnott |

ANSWERS: 1) "The Man"; 2) "King"; 3) "Sturdy"; 4) "Big"; 5) "Our Pal"; 6) "The Boy"; 7) "The Dean"; 8) "Mirthin"; 9) "Jazzy"; 10) "Joltin"

HYPE BOX

Get set for the debut of **The Mace**, a major new player in the Marvel Mythos, in **VENOM: THE MACE**, a 3-part limited series starring everyone's favorite psycho-symbiote! You're not going to question whether Venny is a hero or villain after he goes at it with The Mace! And watch for The Mace's solo spotlight in a 4-part serial in **MARVEL COMICS PRESENTS** after his **VENOM** run concludes! Created by **Carl Potts** and **Barry Crain**, The Mace is one of a number of all-new superstars coming your way this year from The House of Heroes!



NOW ON SALE

DAREDEVIL ANNUAL #10: When Snakeroot digs up trouble, Shang-Chi lends a hand — er, foot! By Wright/Renkewitz/Avon!

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SPECTACULAR SPIDER-MAN #212: The Master of Vengeance wants ... guess what ... vengeance! By Lackey/Buscema!

WILLIAM SHATNER'S TEK-

WORLD #21: Jake won't tek "no" for an answer! Now on TV! By Skolnick/Sullivan!

VENOM: THE MACE #1: Shake hands with the techno-ninja, Mace! By Potts/Sharp!

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Darkhawk 16,18,25,26,30,33-35, Ann 2
Dark Horse Comics 3,6,7,9,11,13,14
Darker Image 1 Deathblow 1
Deathmate Prologue #0 Death Head II 1
Deep Space Nine 1,2 Dr. Mirage 1,3,4
Detective 609,610,614,617,620,621
624,628,632 Doom 2099 2,6,11
Dinosaurs For Hire 1-7 Ex-Mutants 1-7

Dr. Strange 42,48,54,55,57,59, Ann 3
Fantastic Four 374,384, Ann 26 Ferret 1
Gravestone 1 Golden City 1-4 Hero 2-5
Guardians Galaxy 22,31,43,44 Hardware 1
Image Swimsuit 1 Iron Man 290,298-300
Lobo: Blazing Chain of Love 1
Convention Special 1, Portrait of Victim 1
Magnus 22,24-26,28-34, vs. Predator 2
Marvel Comics 124-126,130,135-141,146
Mad Dog 1 Namor 37,39,40,44-46
Maxx 2 New Mutant 87(Gold), Ann 7
Morbis 1 New Titans 100, Annual 7-9
New Warriors 19,25-28,32,34,41,42, Ann 3
1963 1,2,4-6 Protectors 1,3-10,12,13
Punisher 57,75,84-86 Punisher 2099 #1
Punisher War Journal 50,57 Rai 9-13,17
Punisher War Zone 8,18,19,21-23, Ann 1

Ravage 2099 1,3,5,7,8,13,14
Ren & Stimpy 9,12 Resurrection 1,2,4
Robin II #1 Secret Defenders 1,2,5-10
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Silver Surfer 71,75,79,80,86-88,91
Spirits of Vengeance 3-5,7,12,14,16
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380,382-385,388, Annual 27
Avengers 369,370 Terminatrix Obj 1,3,4
Batman 493-499,500(Collector),501-503
Batman: Legend Dark Knight 1-6,8-12
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Spiderman 16,19,22,27-31,40-42
Spidey 2099 4,6,10,14-16 Strangers 1,4-6
Star Wars: Tales of Jedi 1,2 Turok 1,3-9
Superman 76,78-80,83-85, Annual 5
Superman Man Steel 20,22,23,26-29, Ann 2
Uncanny X-Men 281,282,284-291,294,296
299,301,303,305-311, Annual 17
Unity 0 Vampirella 3-5 Wizard 12,21,28
Vanguard 1 What If 45,47,48,54,56,57
Union 2 Venom 2,4, Venom Madness 1-3
Web of Spiderman 90(1st),99-109,Ann 9
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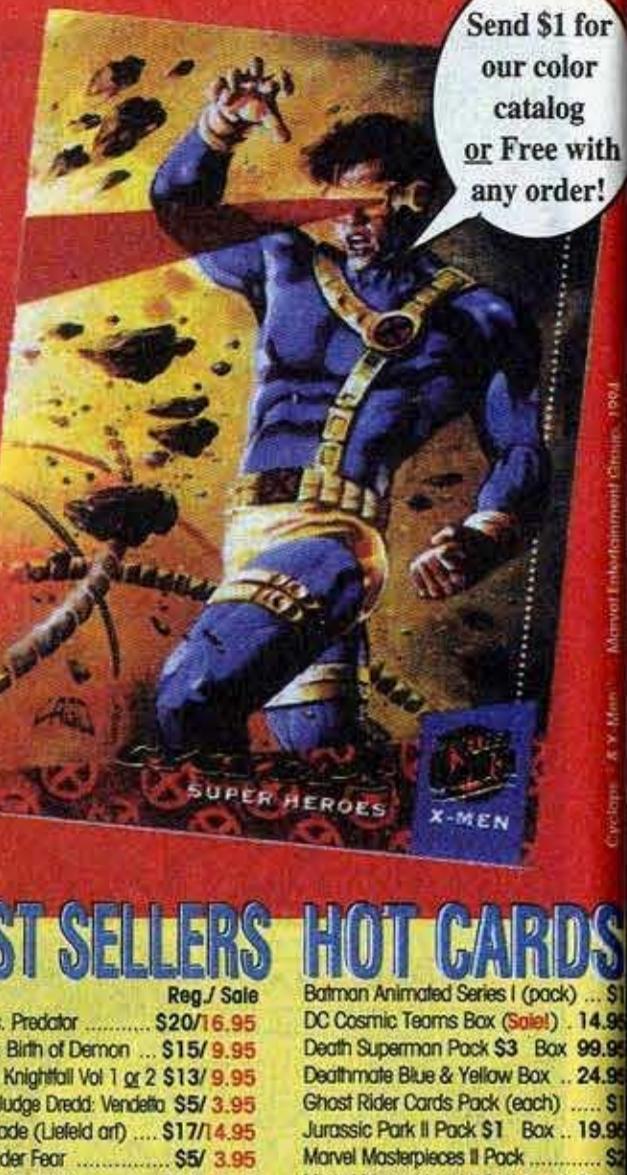
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-- BUT IT'S NOT GOING TO
MISS THAT GASOLINE TRU--

EXXX

GWAYOOOM!



MAN, I'VE BEEN
IN THESE
BEFORE!

COPS ARE
HURT!



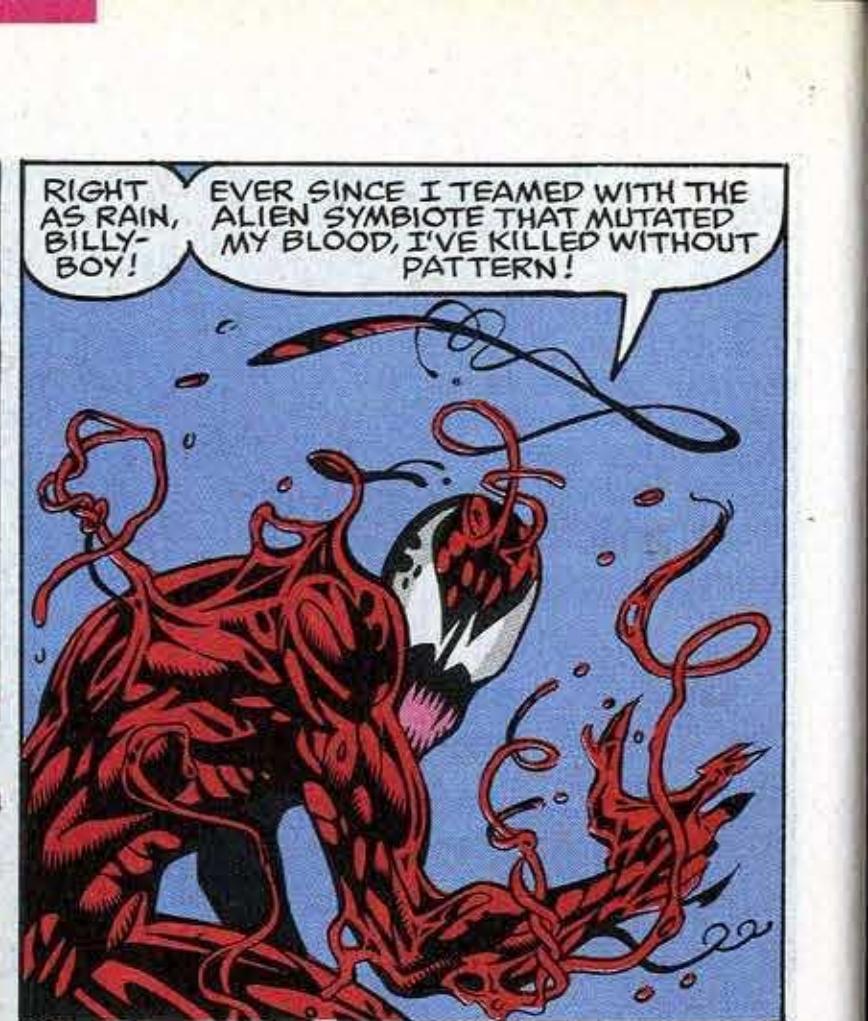






WHAT NOW, CLETE? I MEAN, WHY COME AFTER SOMEONE YOU KNOW? I READ ABOUT THAT... "UNPLEASANTNESS" IN NEW YORK.

I THOUGHT YOUR GOAL WAS RANDOM SLAUGHTER, BRINGING A MESSAGE ABOUT CHAOS AS THE ULTIMATE FREEDOM!



RIGHT AS RAIN, EVER SINCE I TEAMED WITH THE ALIEN Symbiote THAT MUTATED MY BLOOD, I'VE KILLED WITHOUT PATTERN!

GOT SO PEOPLE EXPECTED IT!

WHICH MEANS THEY WON'T EXPECT A SPECIFIC TARGET!

AN' THAT MAKES IT UNEXPECTED ALL OVER AGAIN!

BUT WHY... ME... ?!

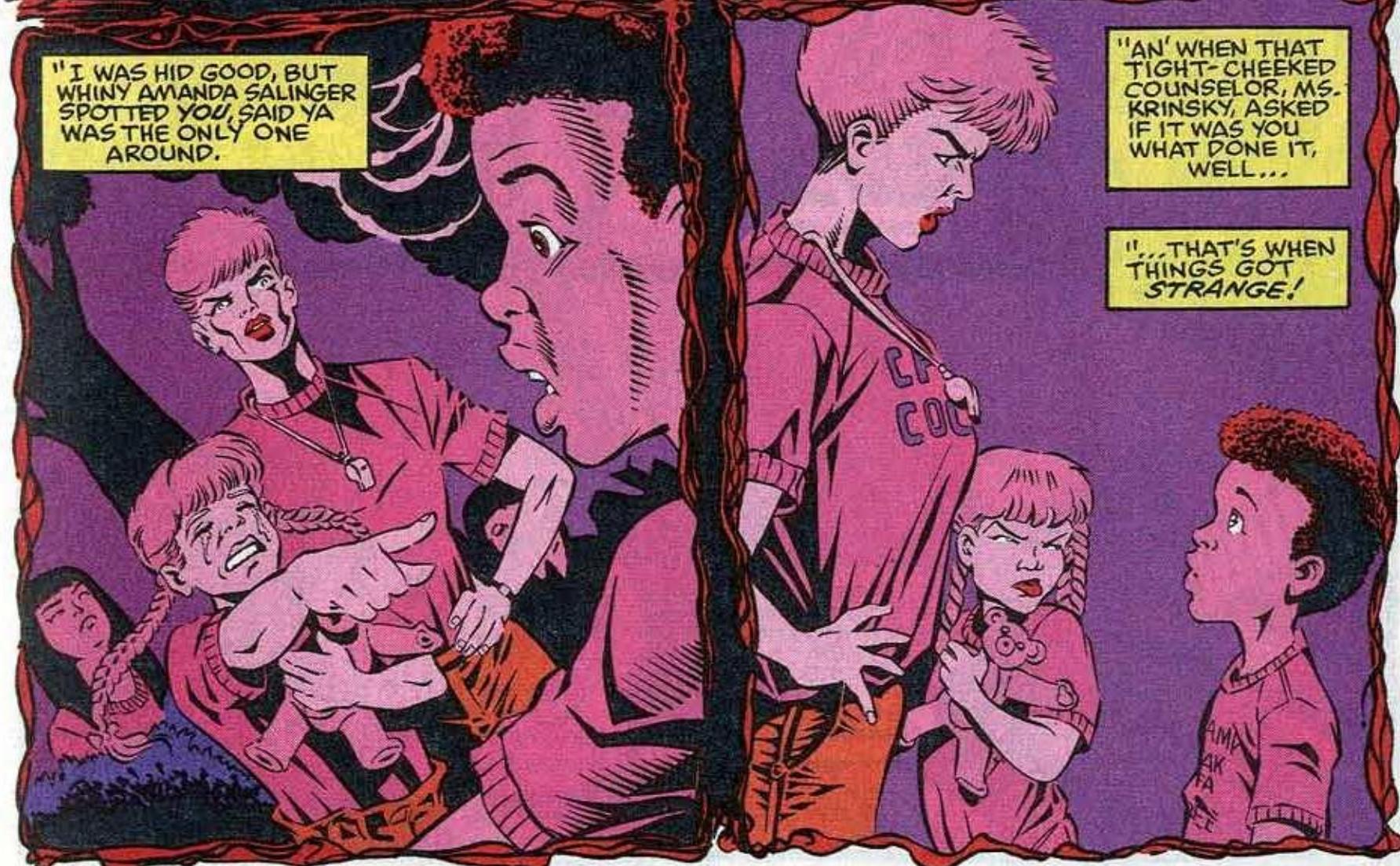
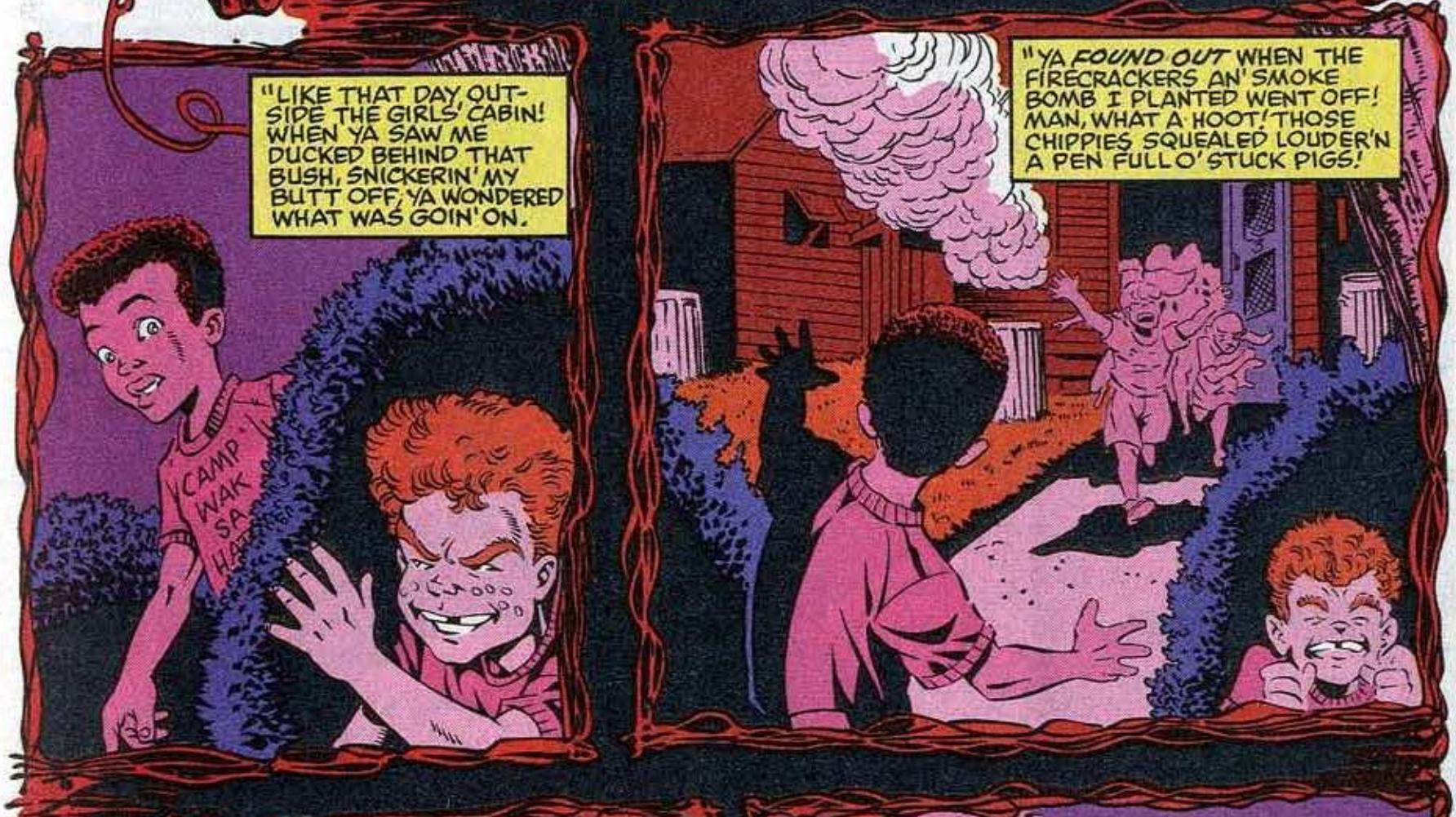
THAT'S THE PRETTY PART. I'M GONNA KILL YOU, BILLY-BOY--

--'CAUSE WE WERE FRIENDS!



"SOCIAL SERVICES SENT A BUNCH O' US CITY BRATS THERE TA LEARN WHAT COWS LOOK LIKE, OR SOMETHIN'."

"AN' IT WASN'T TOO BAD--WE EVEN HAD SOME LAUGHS."



BILLY?

UM...

...UH...

YES,
MA'AM.

IT WAS
ME.

YOUR SWIMMING AND
CANTEEN PRIVILEGES
ARE SUSPENDED FOR
ONE WEEK, YOUNG MAN!
MAYBE THAT WILL TEACH
YOU SOME RESPECT
FOR OTHER PEOPLE!

WHY'D YA DO IT? WHY'D YA TAKE
THE BLAME FOR SOMETHIN' I DID?

WELL,
GOSH,
CLETE--

YES, MS. KRINSKY.

--WE'RE
FRIENDS!
AREN'T
WE...?

F... FRIENDS?
I-I DON'T THINK
I EVER HAD ONE
O'THEM
BEFORE!

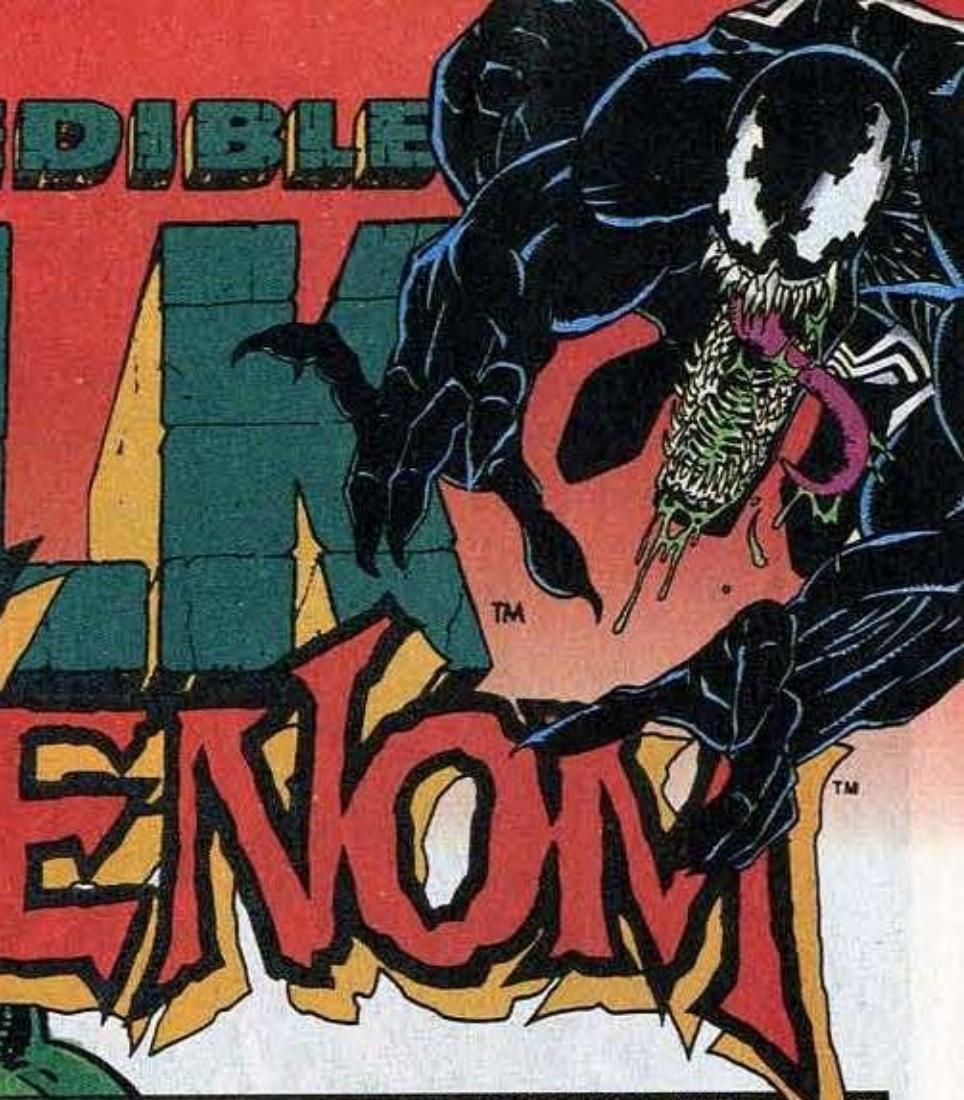
GOLLY!
THANKS...

...PAL!

THE INCREDIBLE



VENOM



**--BUT BOTH OF THEM NEED
YOUR HELP TO WIN...**

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PROFESSOR X

REAL NAME: Charles Xavier
HEIGHT: 5'0"
WEIGHT: 190 lbs.

HISTORY: One of the most powerful telepaths on earth, Charles Xavier has dedicated his life to the study of genetics. After a devastating battle left him a wheelchair-bound, Xavier began using his powers to find and train other mutants to use their abilities to benefit mankind as the X-Men.

APOCALYPSE

NAME: Unknown
HEIGHT: Usually 7' Variable
WEIGHT: Variable

HISTORY: Throughout the ages, Apocalypse has used his genius intellect and mutant powers to eliminate the weakest mutants, ensuring that only the strong survive. Able to increase his size, mass, and mutant abilities to incredible levels, no mutant is strong enough to escape his power.

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"IT COST ME EVERYTHING: MY HOUSE, MY SAVINGS... MY WIFE."

"I WAS IN DEBT UP TO MY EYEBALLS--"



I GOTTA TELL YA, MR. BILL, I'M DISAPPOINTED. I WAS HOPIN' TA SHRED A RIGHTEOUS CITIZEN--

--BUT YOU'RE NOTHIN' BUT A WIMP, A LOSER! THIS AIN'T GONNA BE NEARLY AS MUCH FUN!

AW, HECK, I'LL LIVE WITH IT....!

GASP!





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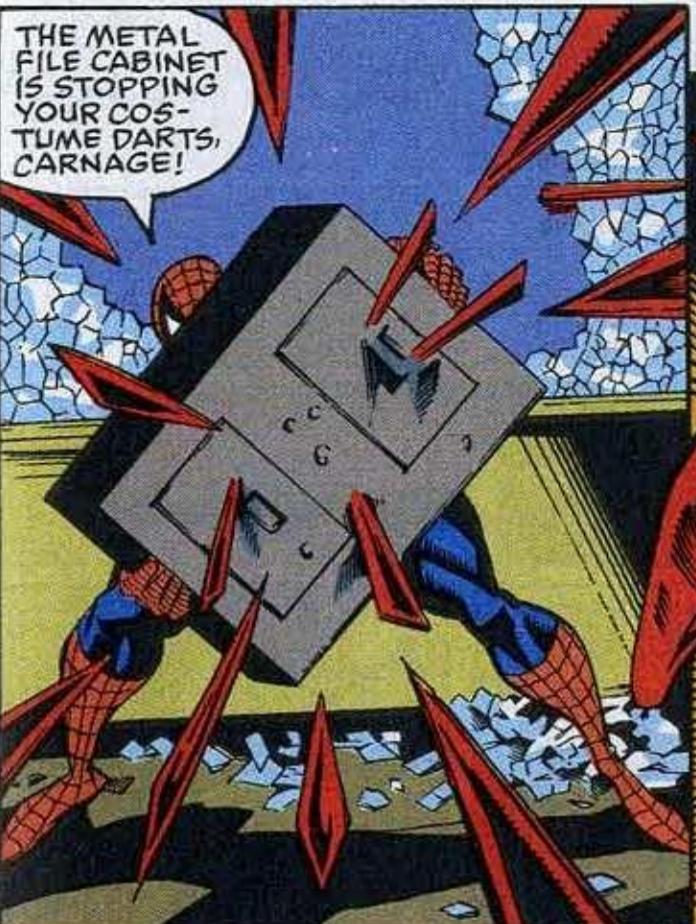
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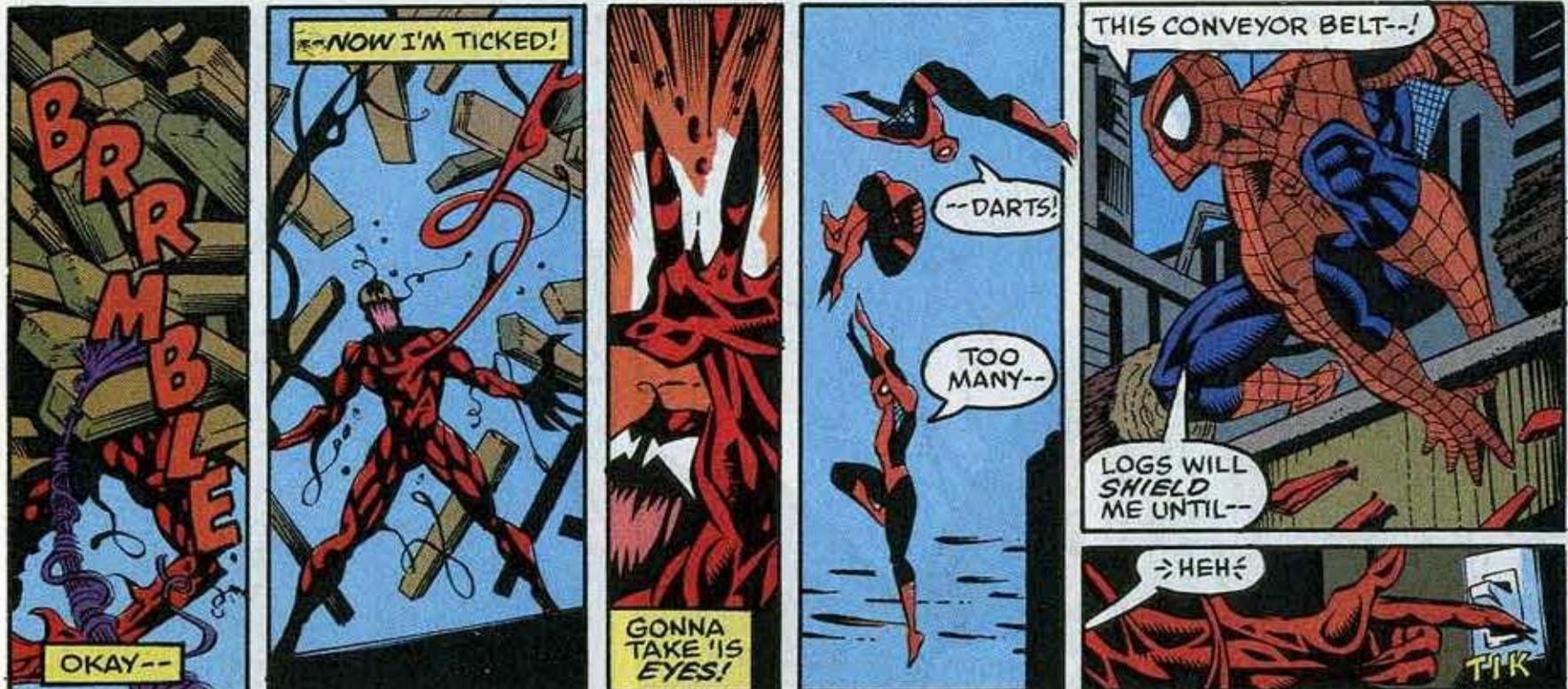


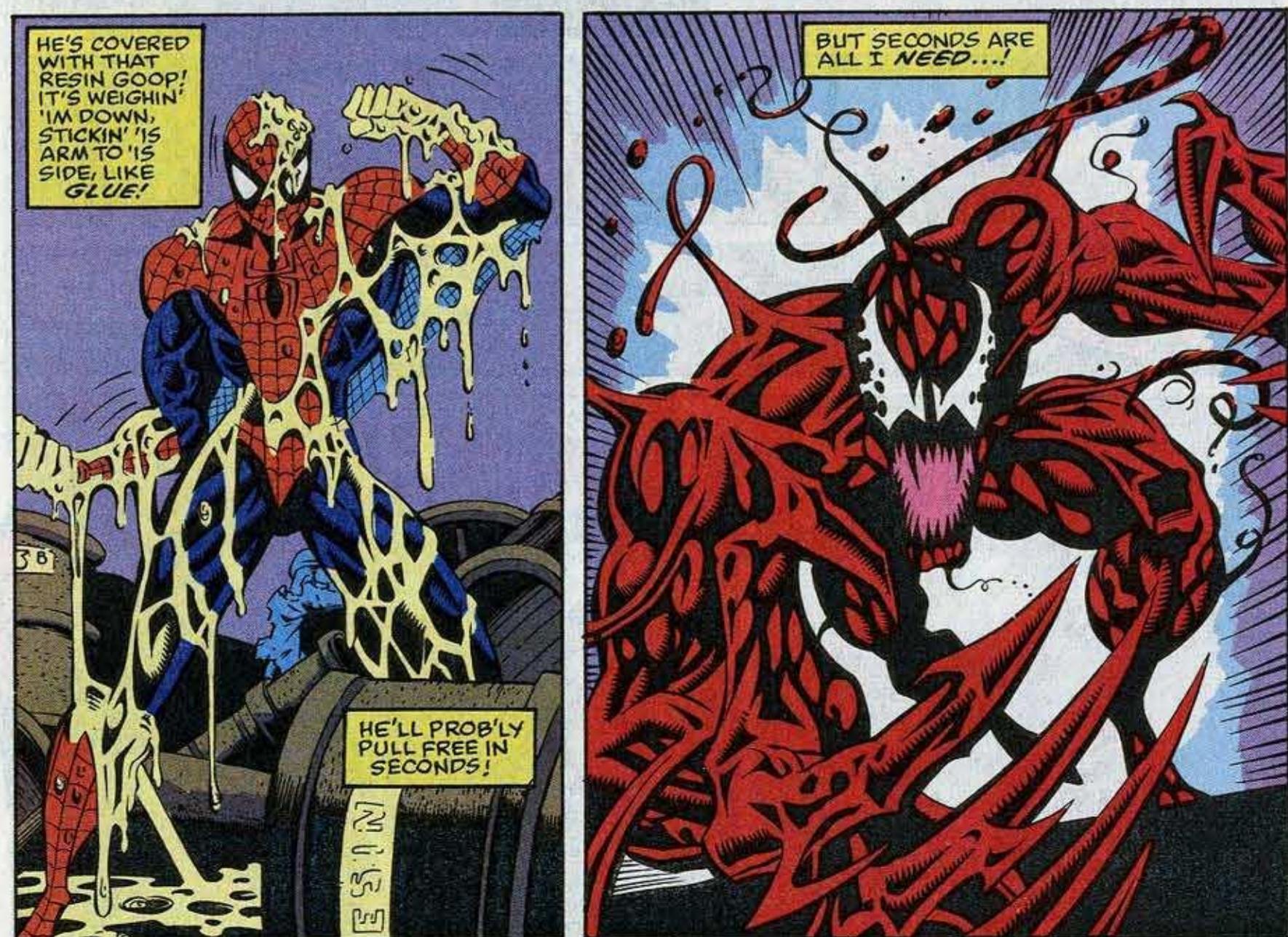
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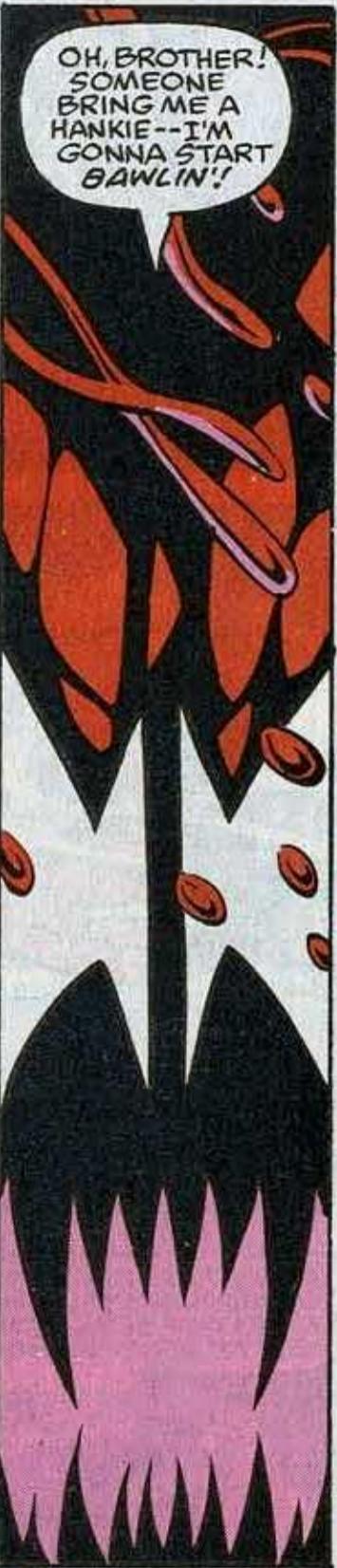


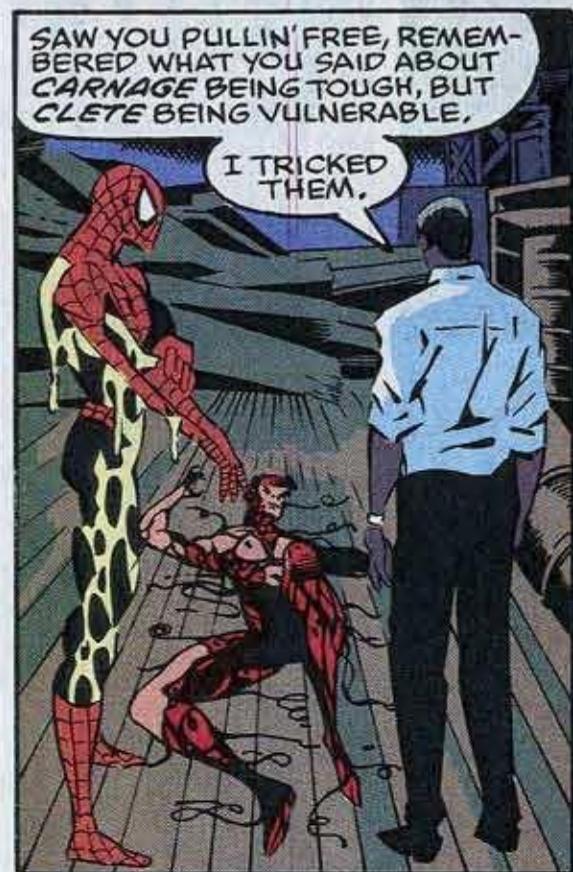


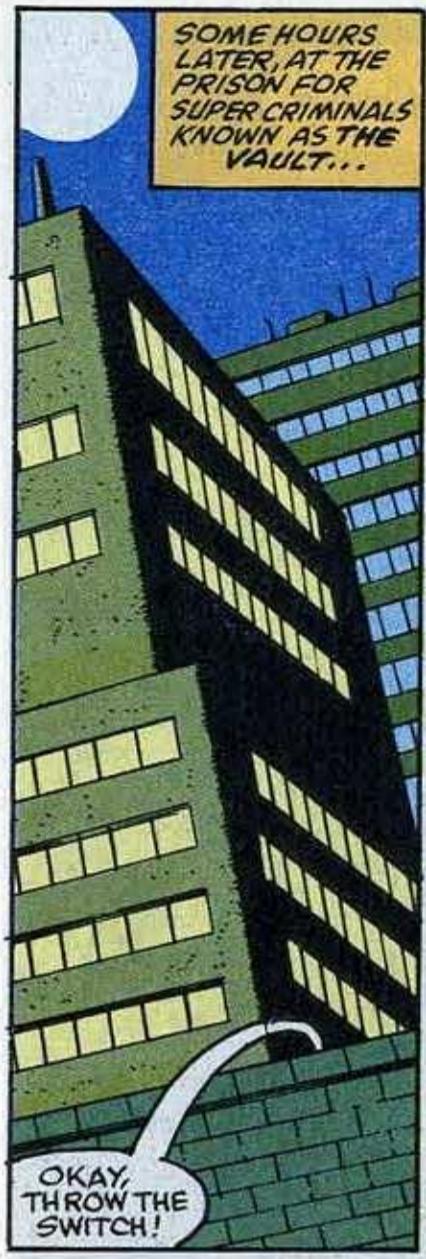


--BUT YOU MADE ME
REALIZE THE MOST IMPORTANT THING I'VE
LOST IS HONOR! I FOR-
GOT WHAT IT MEANT TO
SIMPLY DO THE RIGHT
THING-- LIKE I DID
YEARS AGO AT OUR
SUMMER CAMP.

IF I'D STAYED
STRONG, MAYBE I
WOULDN'T HAVE FALLEN
SO FAR. BUT I CAN DO
THE RIGHT THING
NOW.







A DRUG REFINING PLANT ON
THE SEAMIER SIDE OF
BROOKLYN...

THE STUFF'S REAL
FINE TODAY,
VINNIE!

OUGHT'A BRING
QUITE A PRICE
ON THE OPEN
MARKET.

YEAH.
SURE.

DAWN SHALL
NEVER COME FOR
THE LIKES OF
YOU, FILTH!

HOLY
MOTHER
OF...

ONLY
RETRIBUTION!

SWIFT...

...DARK...

...AND
TERRIBLE!

TELL THE
BOYS TO
HUSTLE,
WILLYA?

I WANNA BE OUTTA
HERE BEFORE DAWN.

STAN LEE PRESENTS:

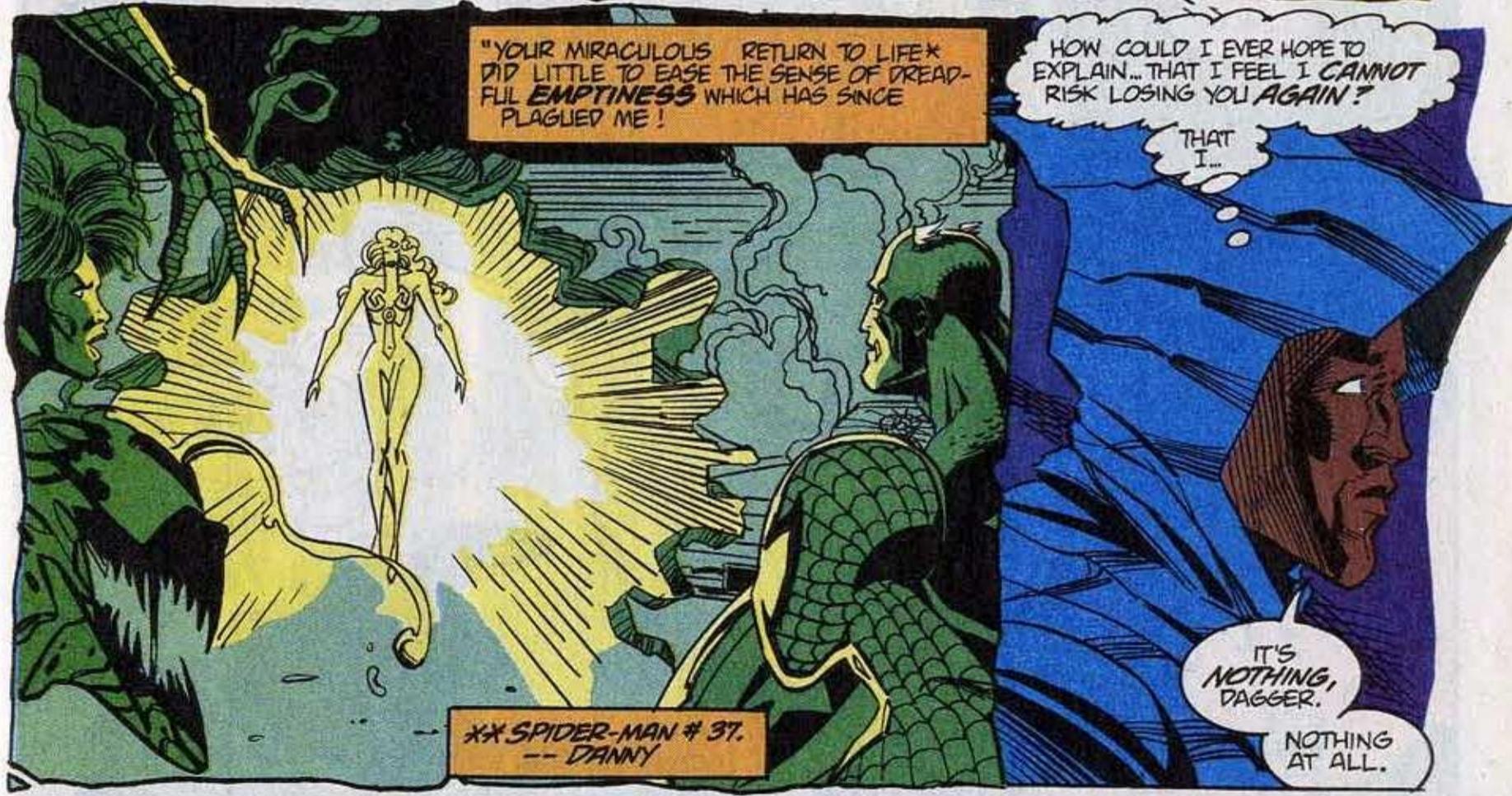
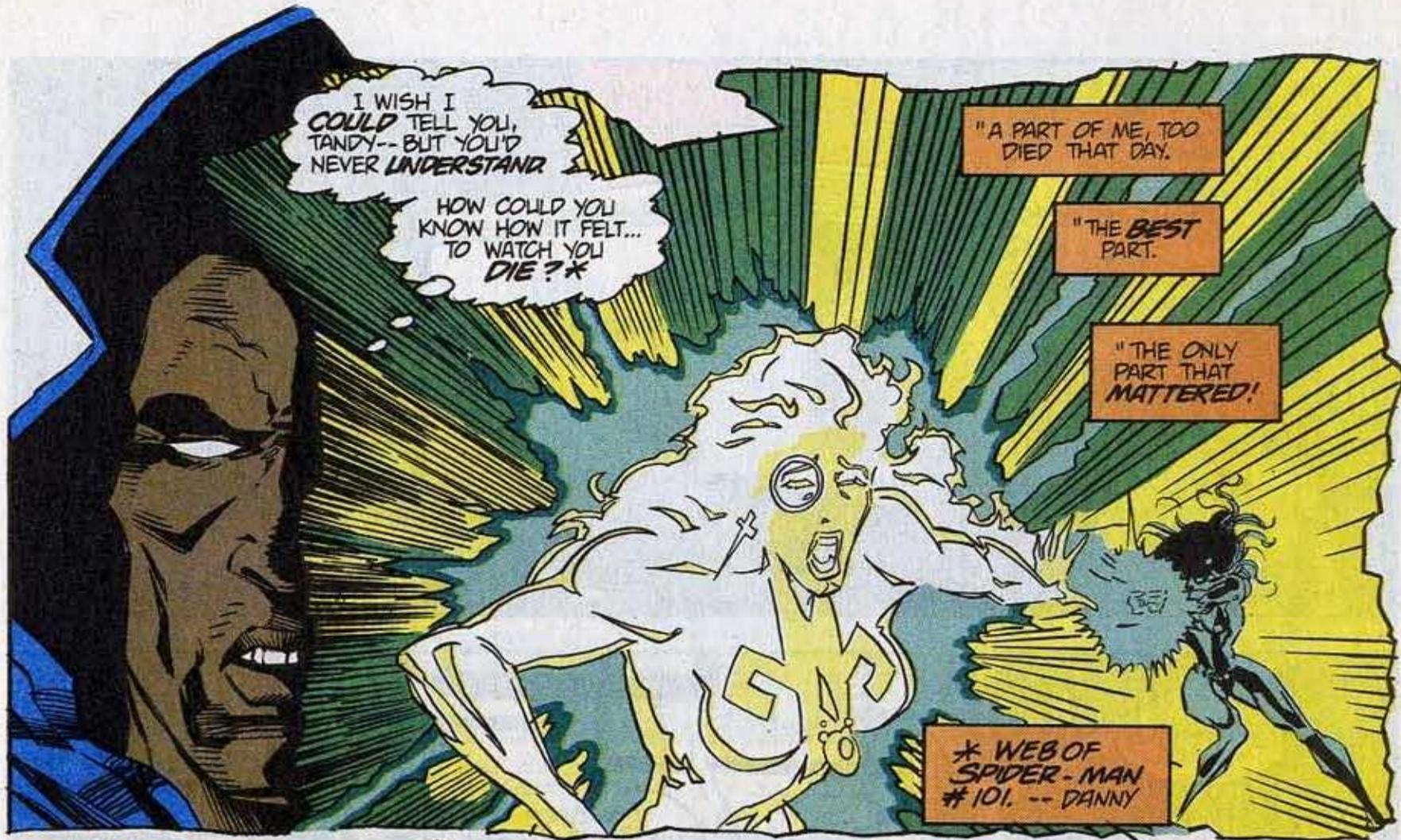
CLOAK AND DAGGER

FATAL INSTINCT

TOM BREVOORT &
MIKE KANTEROVICH STORY
ANTHONY WILLIAMS PENCILS
KEITH WILLIAMS INK
DAVE SHARPE LETTERS
CARLOS LOPEZ COLORS
DANNY FINGEROTH EDITOR
TOM DEFALCO CHIEF



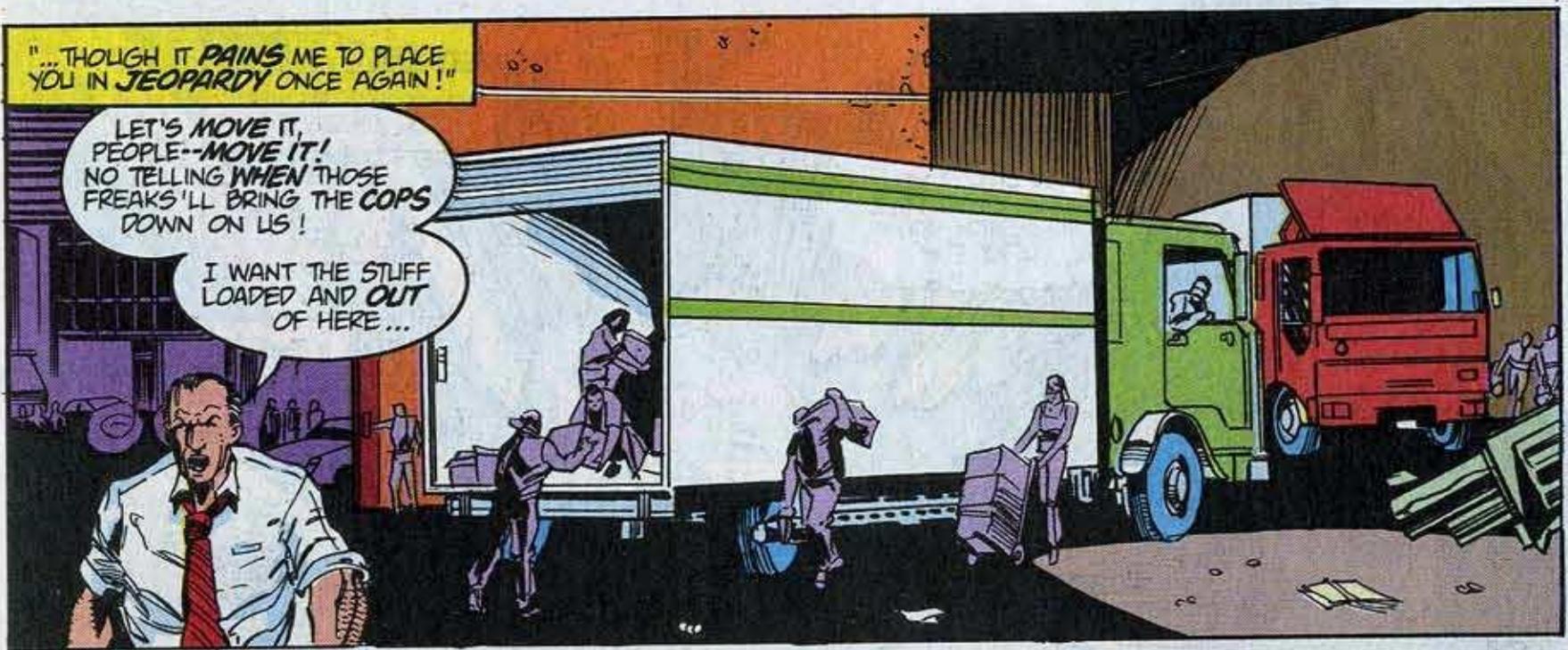




"...THOUGH IT PAINS ME TO PLACE
YOU IN JEOPARDY ONCE AGAIN!"

LET'S MOVE IT,
PEOPLE--MOVE IT!
NO TELLING WHEN THOSE
FREAKS'LL BRING THE COPS
DOWN ON US!

I WANT THE STUFF
LOADED AND OUT
OF HERE...



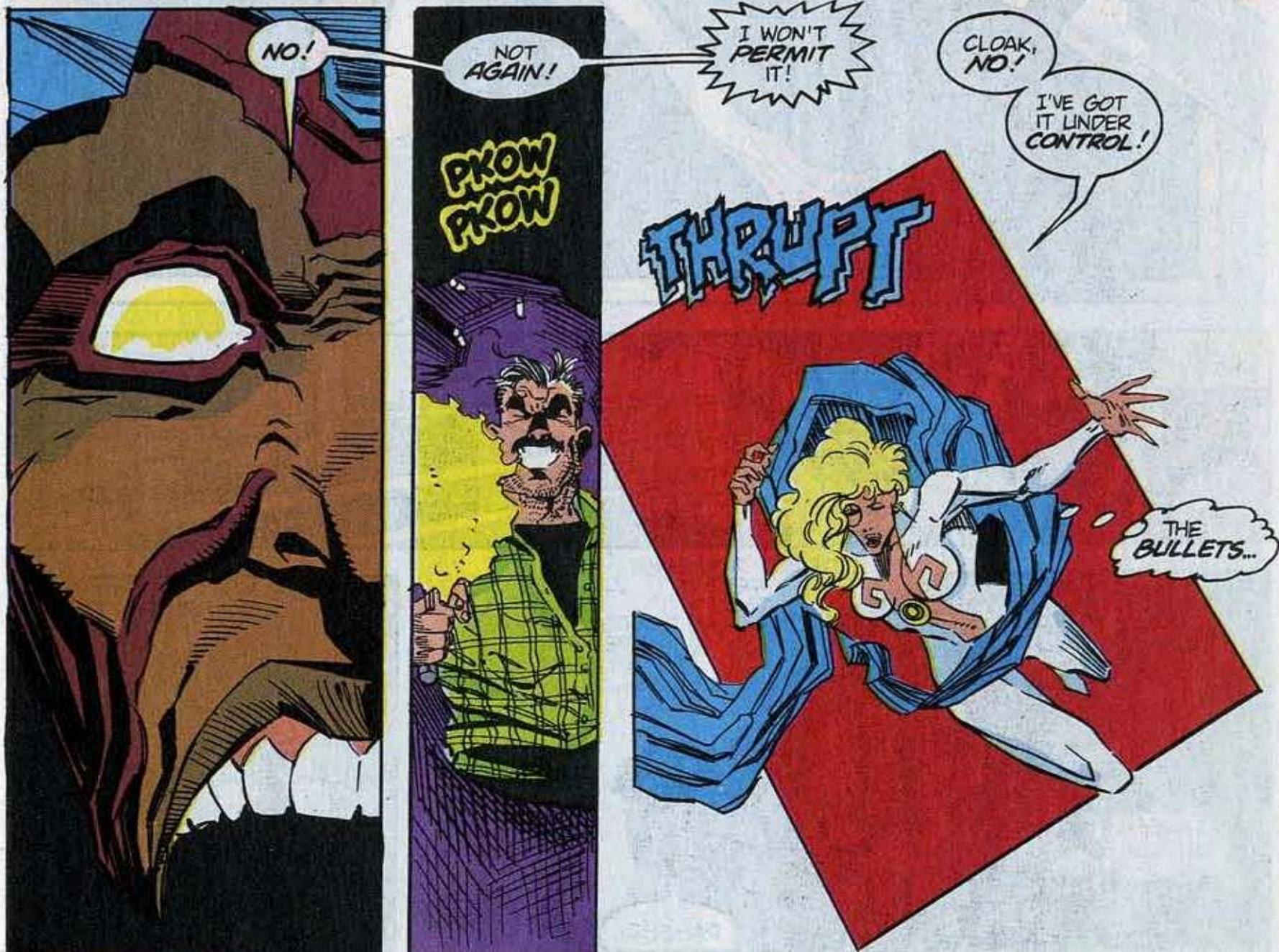
...BEFORE
THEY GET...

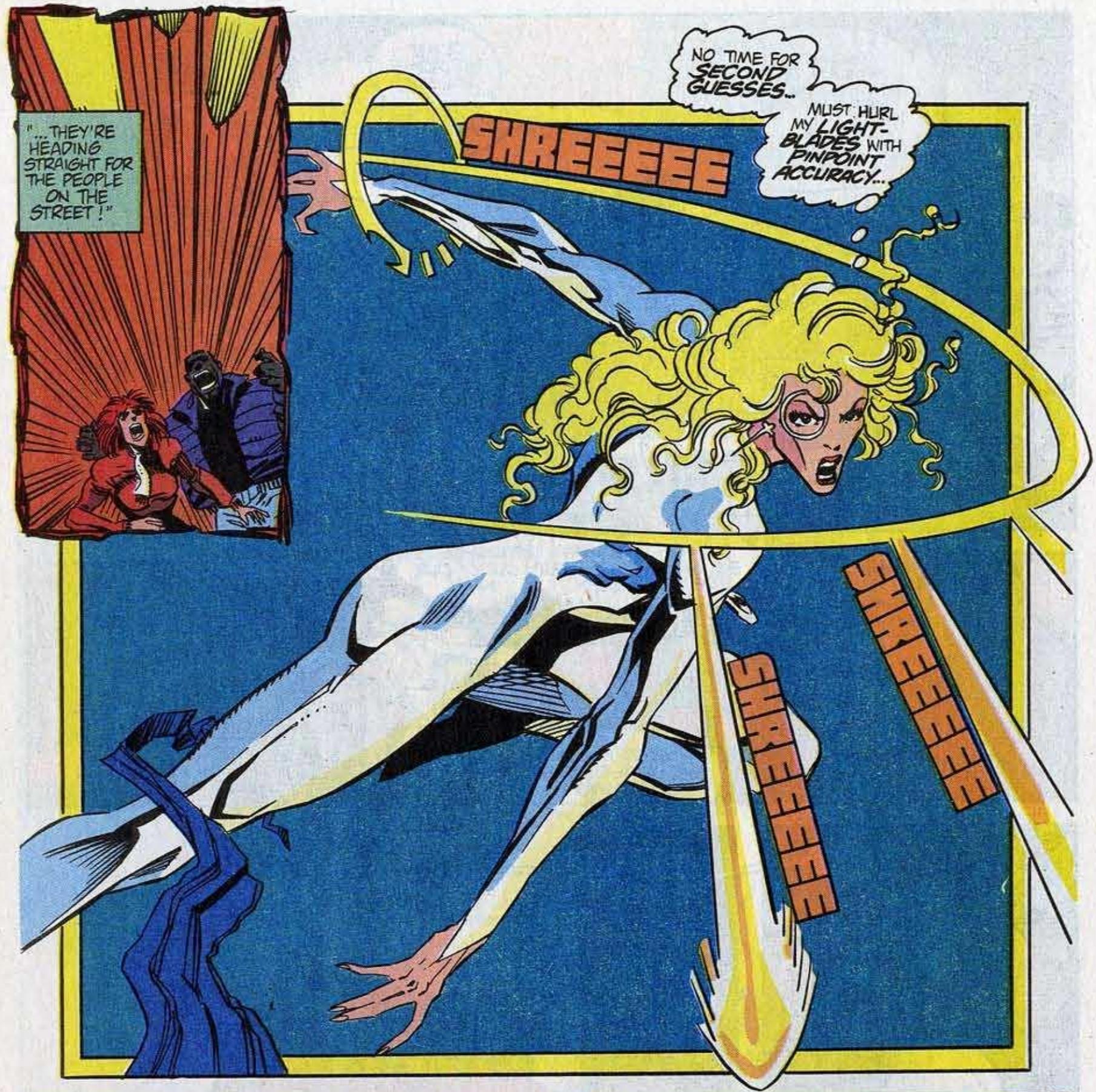
...BACK?

I SINCERELY
HOPE YOU VERMIN
ENJOYED THE
BRIEF RESPITE...

...FOR IT SHALL
PROVE TO BE YOUR
LAST!









END.

THERE ARE EIGHT MILLION STORIES
IN THE NAKED CITY.

AT LEAST, THAT'S WHAT
WE'VE BEEN TOLD.

EVERY DAY, MILLIONS OF
COMMUTERS MAKE THE
MORNING TREK THROUGH
MANHATTAN, SEEKING AN
HONEST DAY'S WAGE AND
SOME SMALL MEASURE OF
SELF-WORTH.

MEET JOE SMITH.

STAN LEE PRESENTS:

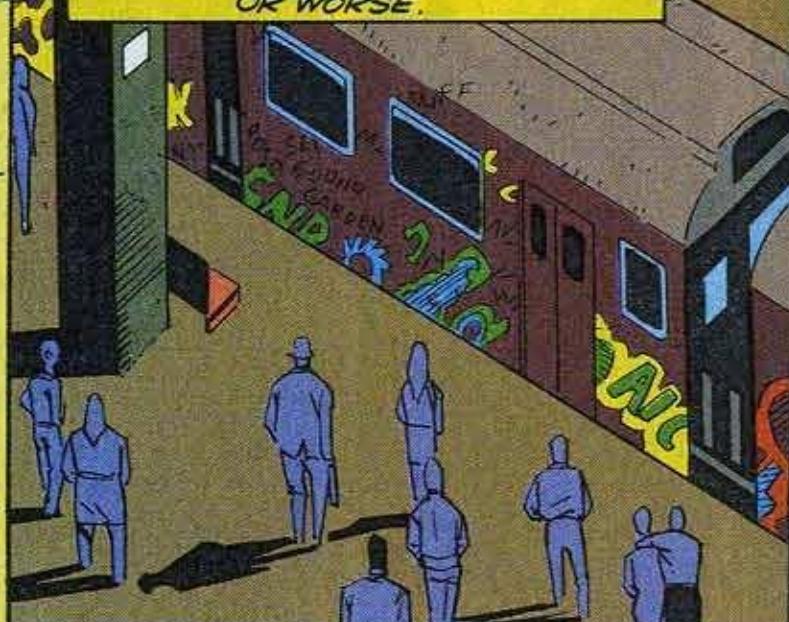
MISTER-SMITH GOES TO TOWN

TOM "JOE" BREVOORT & MIKE "JOE" KANTEROVICH - WRITERS
MARK "JOE" TENNY - PENCILER JOE "JOE" RUBINSTEIN - INKER
MATT "JOE" MALEY - LETTERER ERIKA "JOE" MORAN - COLORIST
DAN "JOE" FINGEROTH - EDITOR
TOM "EVERYMAN" DEFALCO - EDITOR-IN-CHIEF

AS THE TRAIN JERKS ROUGHLY TO A
STOP, JOE MOVES TOWARDS THE DOOR,
EVER MINDFUL OF HIS SURROUNDINGS.

THE PASSENGERS SPILL OUT ONTO THE PLAT-
FORM LIKE LEMMINGS, EACH MINDFUL NOT TO
MEET THE EYES OF ANOTHER.

ONE UNGUARDED MOMENT COULD
COST A TRAVELER HIS WALLET--
OR WORSE.



JOE QUICKENS HIS STEP, GLAD TO
BE FREE OF THE CONFINES OF THE
CROWDED COMPARTMENT

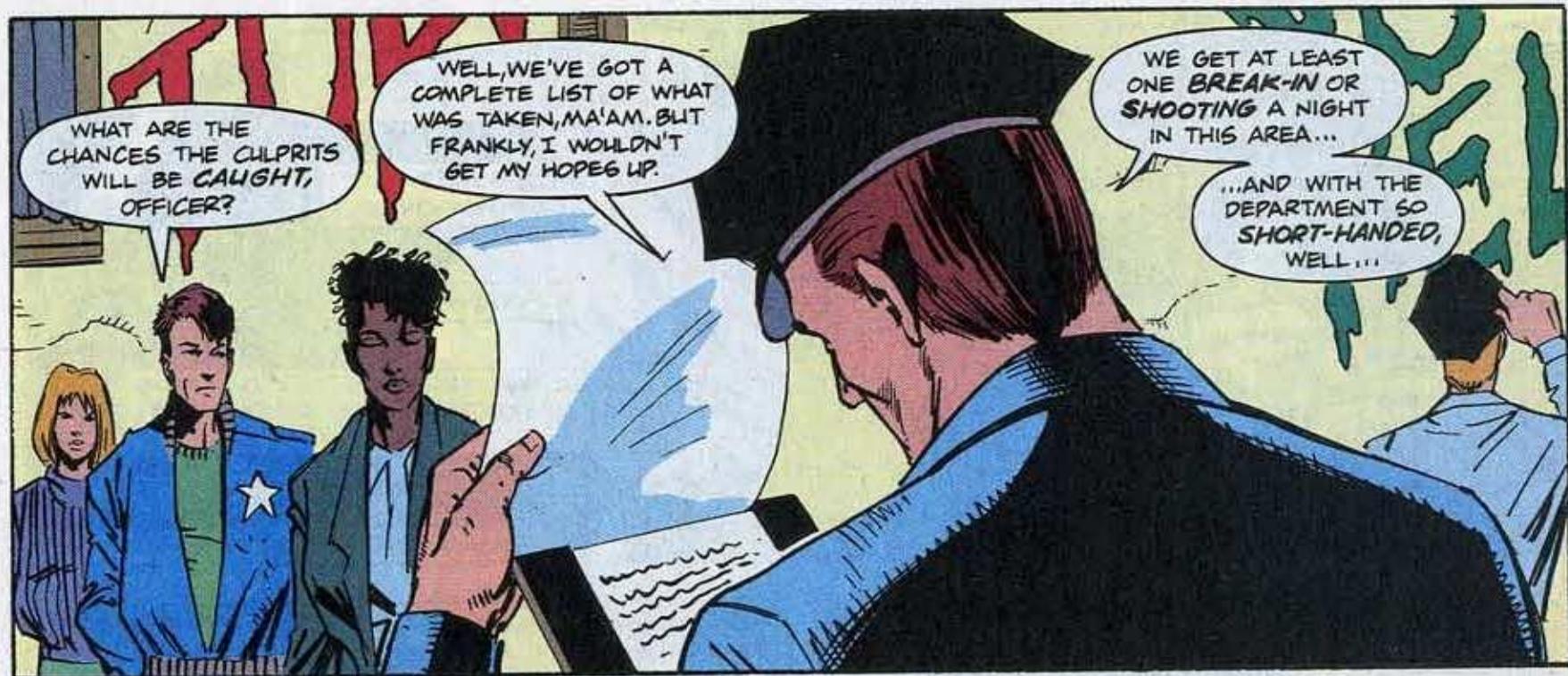
FROM HERE, IT'S ONLY ABOUT FOUR
BLOCKS TO HIS PLACE OF EMPLOY-
MENT:

THE JAMES COLEMAN MEMORIAL
INSTITUTE FOR THE LEARNING IMPAIRED.









DAWN.

HE'S BEEN THINKING ABOUT IT ALL NIGHT, AND HE KNOWS WHAT HE HAS TO DO.

SEE, JOE MET SPIDER-MAN ONCE...

...FOLIGHT HIM...

...AFTER THE FREAK ACCIDENT THAT GAVE JOE UNCONTROLLABLE SUPERHUMAN STRENGTH!*

* IN AMAZING SPIDER-MAN #38.-DANNY

THE WEB-SLINGER HALTED HIS RAMPAGE. GAVE HIM A SECOND CHANCE AT A NEW LIFE.

AND WHEN HIS BERSERKER FURY RETURNED AFTER THE DEATH OF HIS SON...

...IT WAS CAPTAIN AMERICA WHO PULLED HIM OUT OF THE ABYSS!*

A PHYSICAL EXAMINATION DETERMINED THAT TRACE ELEMENTS OF THE CHEMICALS THAT GAVE JOE HIS POWERS, COMBINED WITH HIS EMOTIONAL STATE, HAD TRIGGERED A POST-TRAUMATIC STRESS FLASHBACK.

* CAPTAIN AMERICA #246.-DANNY

THIS CONDITION, IT TURNED OUT, WAS TREATABLE WITH MEDICATION.

THE JUDGE WAS SYMPATHETIC.

JOE GOT OFF WITH TIME SERVED, PLUS COMMUNITY SERVICE.

THAT'S HOW HE FOUND HIS TRUE CALLING.

AND JULIA.

THE POWERS ARE LONG GONE, LITTLE MORE THAN A FADING MEMORY.

HE'S JUST AN ORDINARY GUY NOW.

BUT SPIDEY AND CAP CAN'T BE EVERYWHERE.

AND IF JOE DOESN'T TAKE RESPONSIBILITY FOR CLEANING UP HIS OWN NEIGHBORHOOD, WHO WILL?

AN ORDINARY JOE.



THREE AGAINST ONE.

IF HE STILL HAD THE POWERS
HE COULD TAKE THEM EASILY.



A CROWD BEGINS TO FORM TO
WATCH THE DRAMA PLAY OUT.

MAYBE IF HE NAILS THE
LEAD THUG, THE OTHERS
WILL BACK DOWN.

MAYBE HE'LL
GET LUCKY.

AFTER ALL, HE WAS
A BOXER...



...JUST NOT A VERY
GOOD ONE!

SENSING WEAKNESS, THE
HOODS MOVE IN FOR THE KILL.

IT WASN'T SUPPOSED
TO BE LIKE THIS.

THEY'RE SUPPOSED TO
BE SCARED OF THE SHIT.

ONLY THEY'RE
NOT SCARED...

...BUT JOE SUDDENLY IS!





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NO SON OF MINE

MANHATTAN. AN APARTMENT IN ONE OF THE CITY'S NUMEROUS HOUSING PROJECTS.

THE PEOPLE WHO LIVE HERE HAVE COME TO EXPECT THE CRIME AND THE VIOLENCE. BUT THEY STILL HAVE HOPE...

...SCRIMPING AND SAVING FOR A BETTER LIFE ONE DAY. IF NOT FOR THEMSELVES, THEN FOR THEIR CHILDREN.

BUT FOR THESE RECENT IMMIGRANTS FROM THE FORMER IRON CURTAIN, THIS DINGY APARTMENT WAS THEIR BETTER LIFE.

STANLEE PRESENTS:
A TALE OF THE RAMPAGING
RHINO!

"COMMIT A CRIME, AND THE EARTH IS MADE OF GLASS. THERE IS NO SUCH THING AS CONCEALMENT."

--EMERSON

THE APARTMENT HAS BEEN ROBBED. I DIDN'T BRING MY MOTHER AND NIECE TO AMERICA TO BE ABUSED.

WHY WOULD ANYONE STEAL FROM US? WE CAME HERE WITH LITTLE MORE THAN THE CLOTHES ON OUR BACKS.

GRANDMOTHER, I'M SCARED.

ERIC FEIN
WRITER

LARRY ALEXANDER
ARTIST

STEVE OUTRO
LETTERER

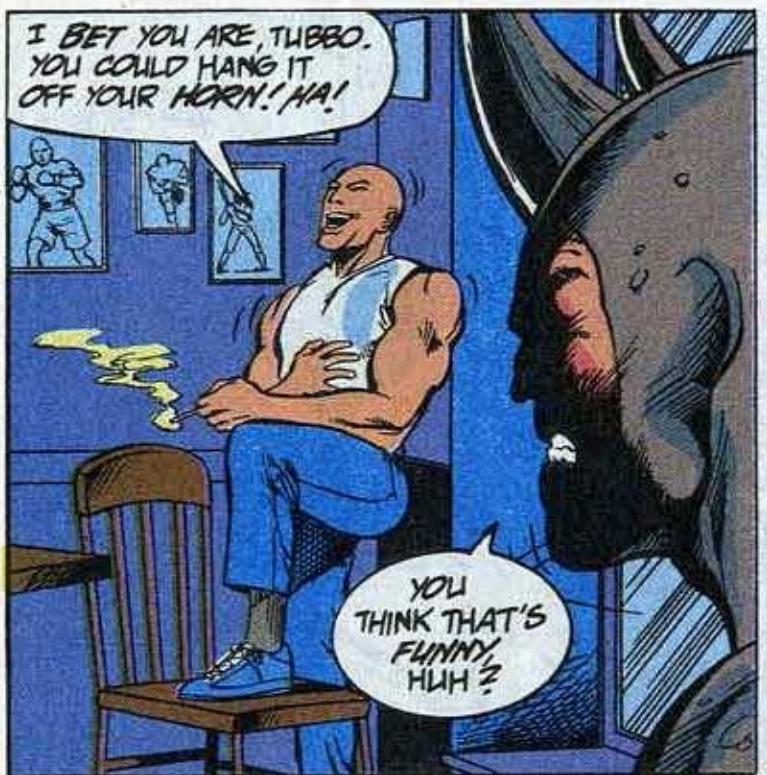
JOE AGOSTINELLI
COLORIST

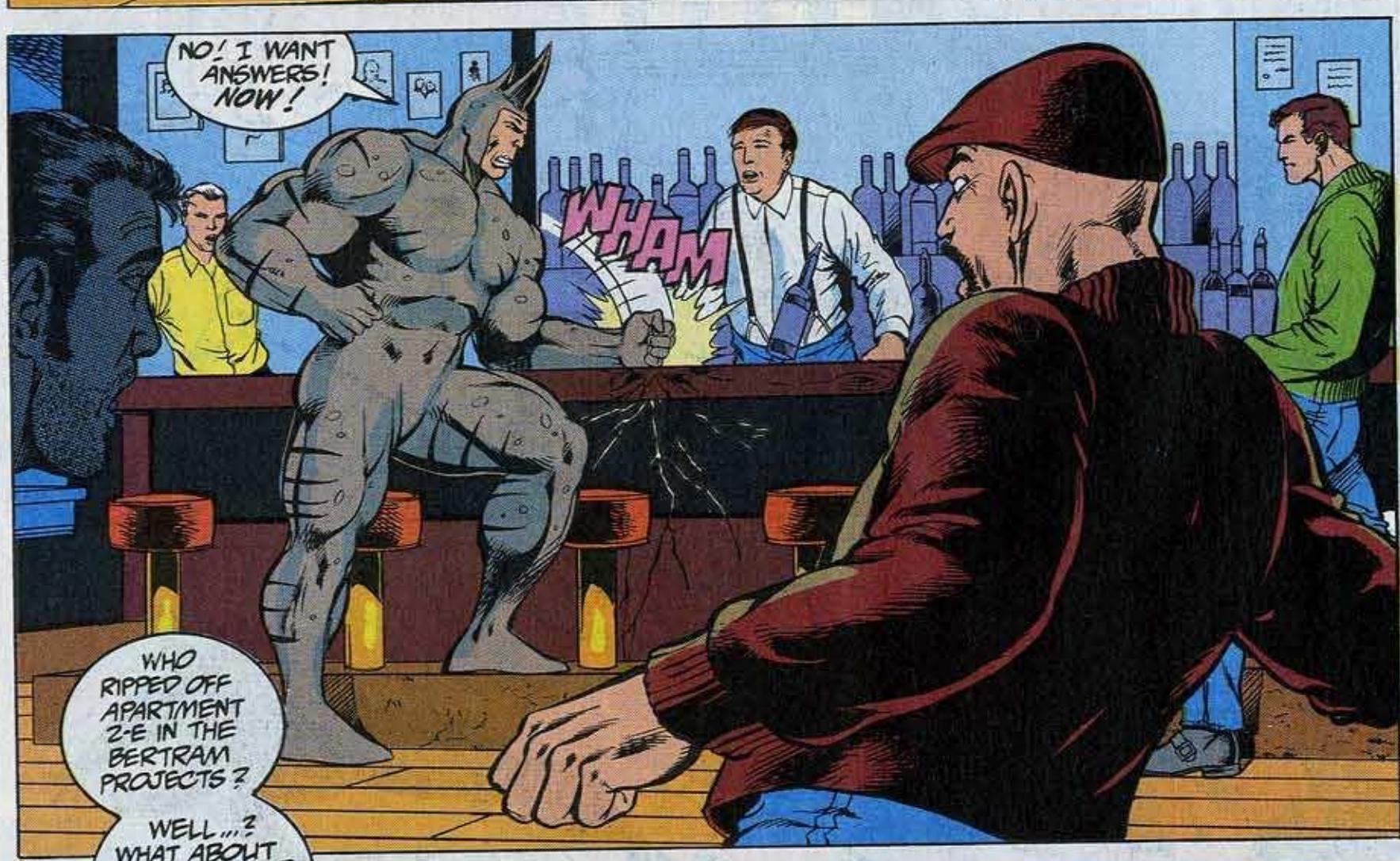
DANNY FINGEROTH
EDITOR

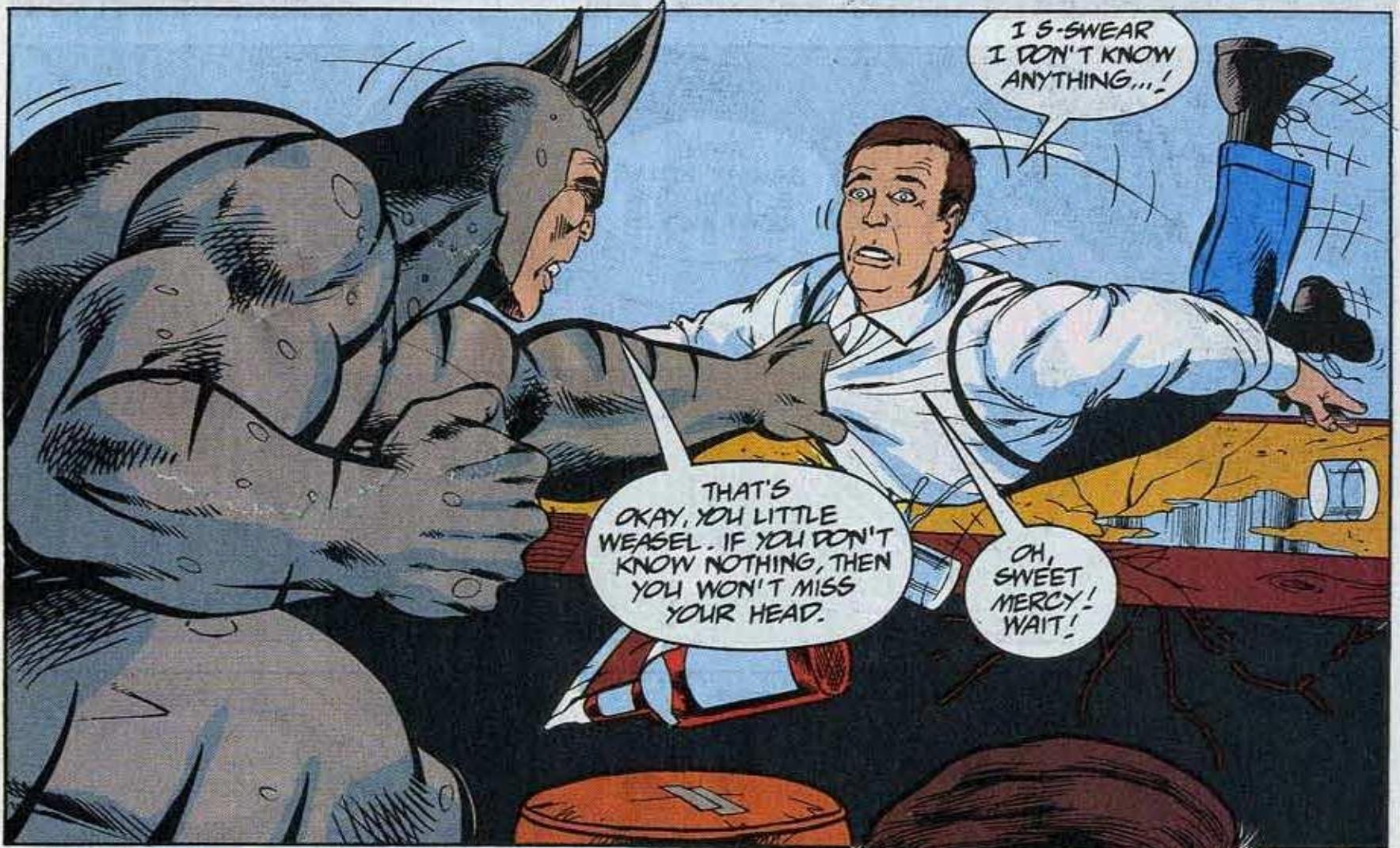
TOM DEFALCO
CHIEF



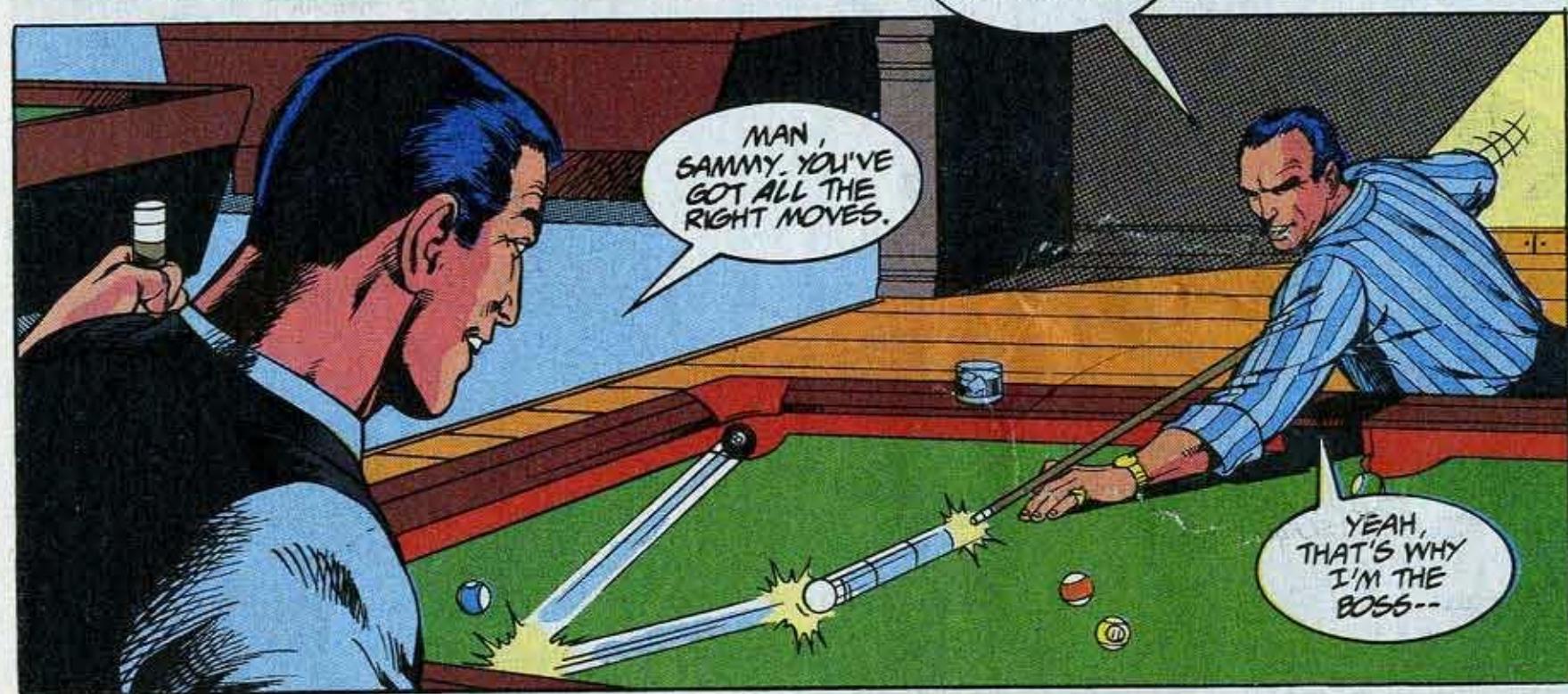


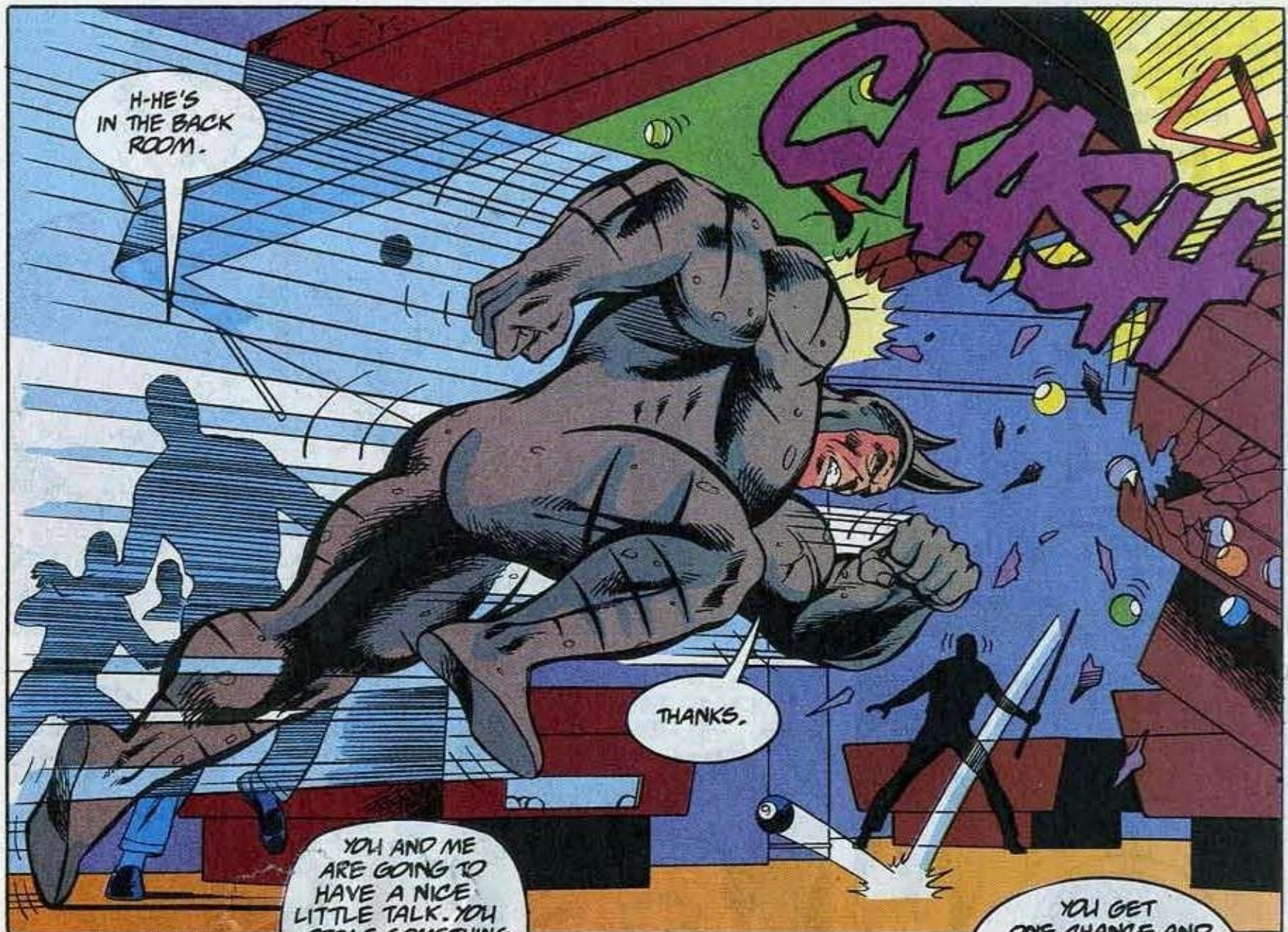


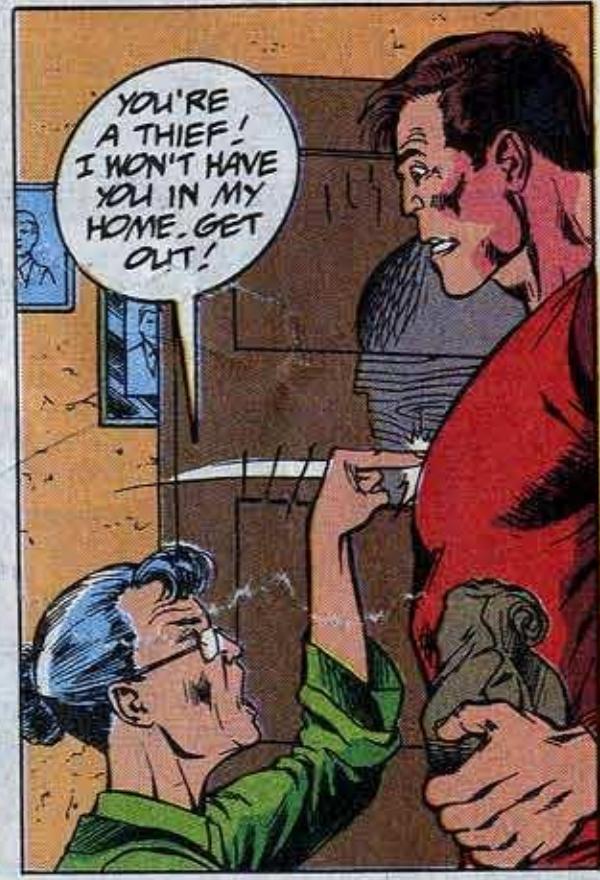




"...NEON JOE'S POOL HALL..."



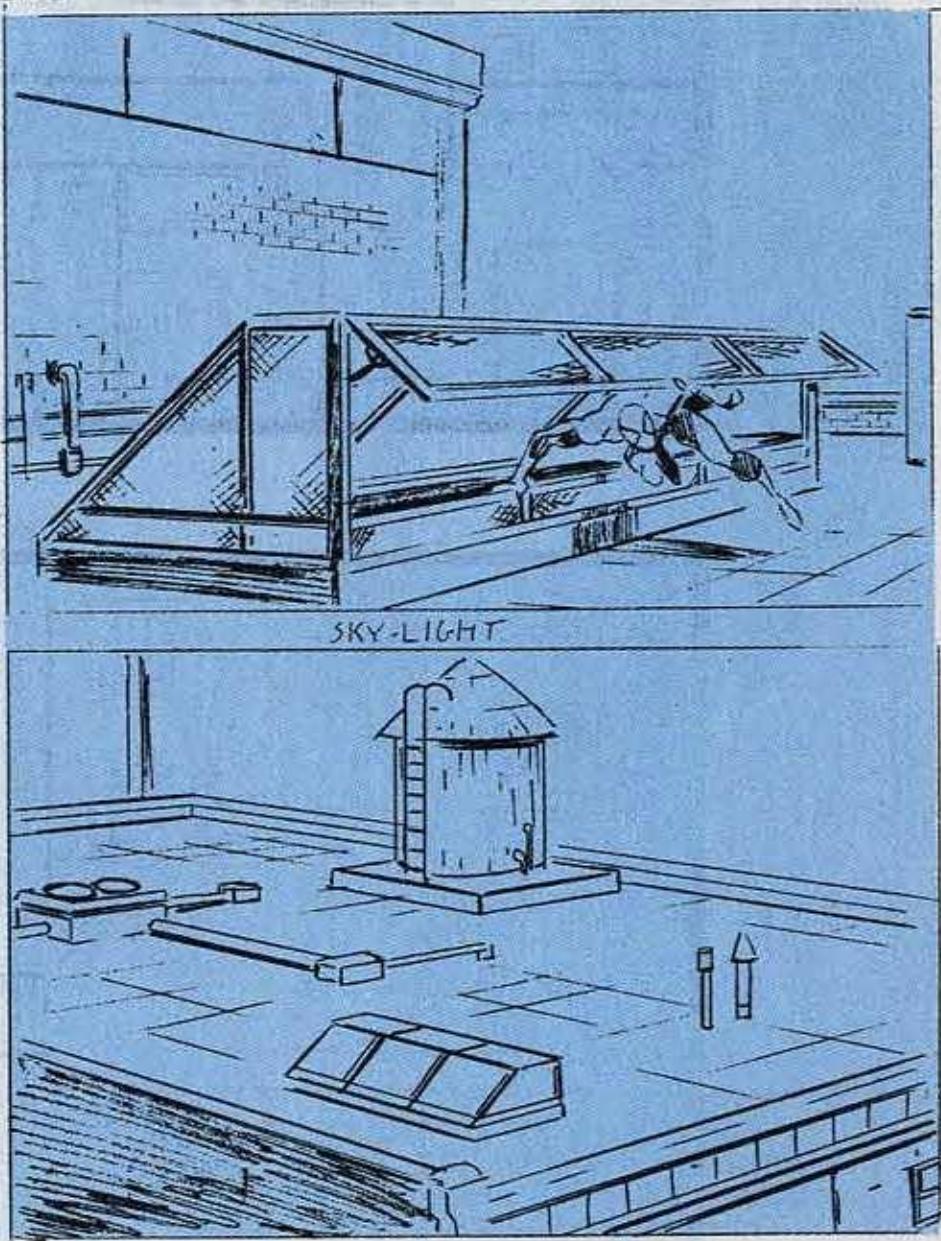




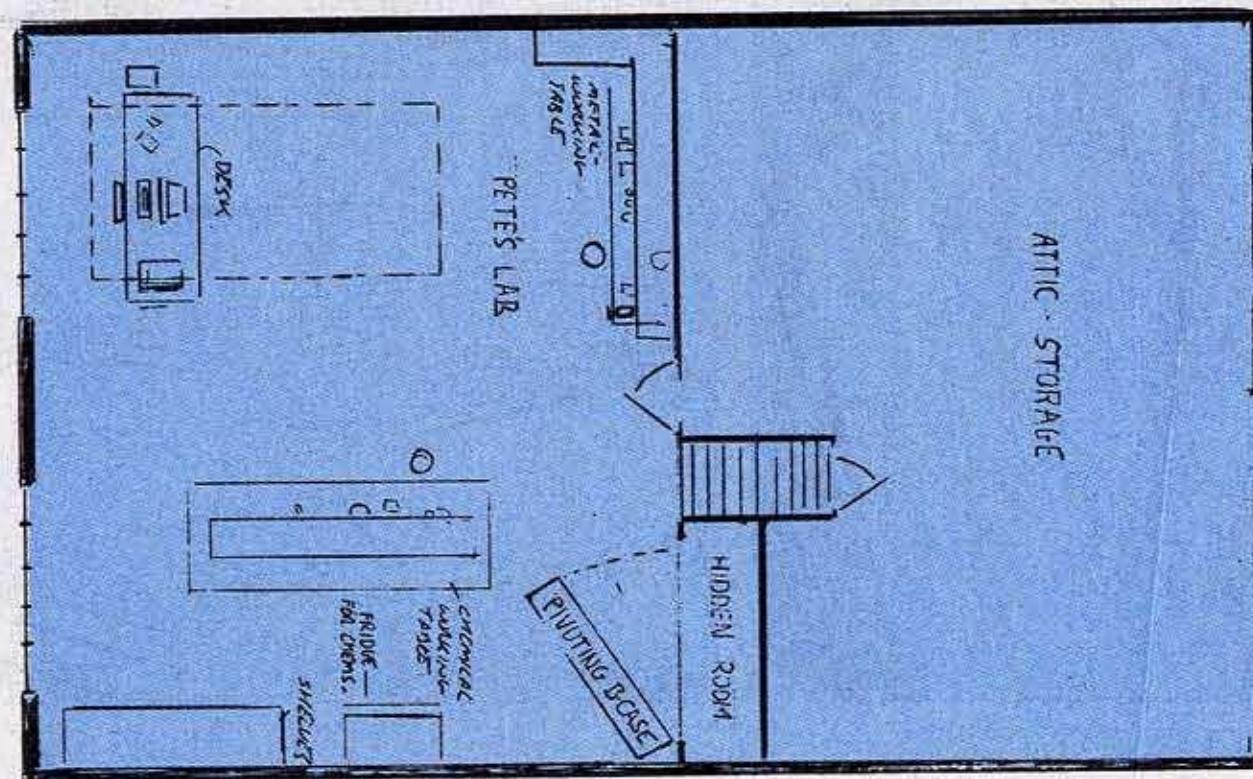
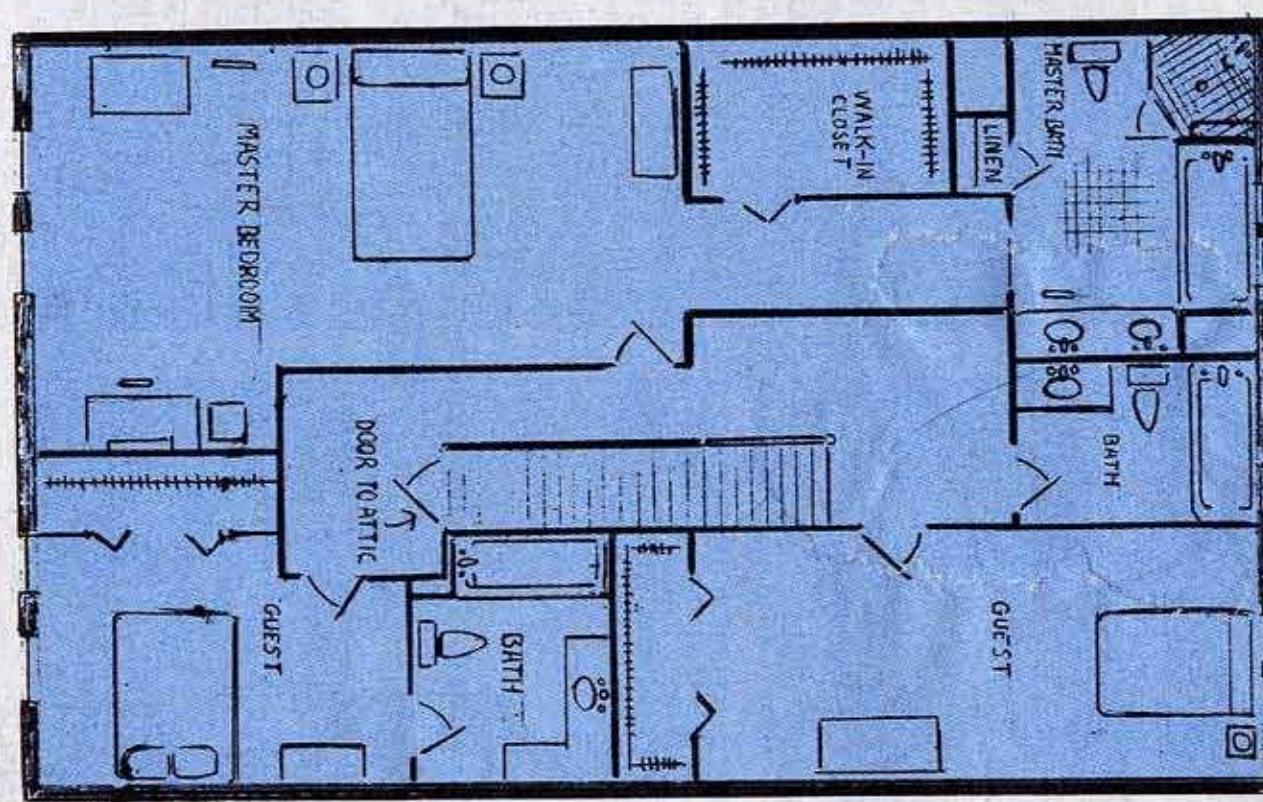
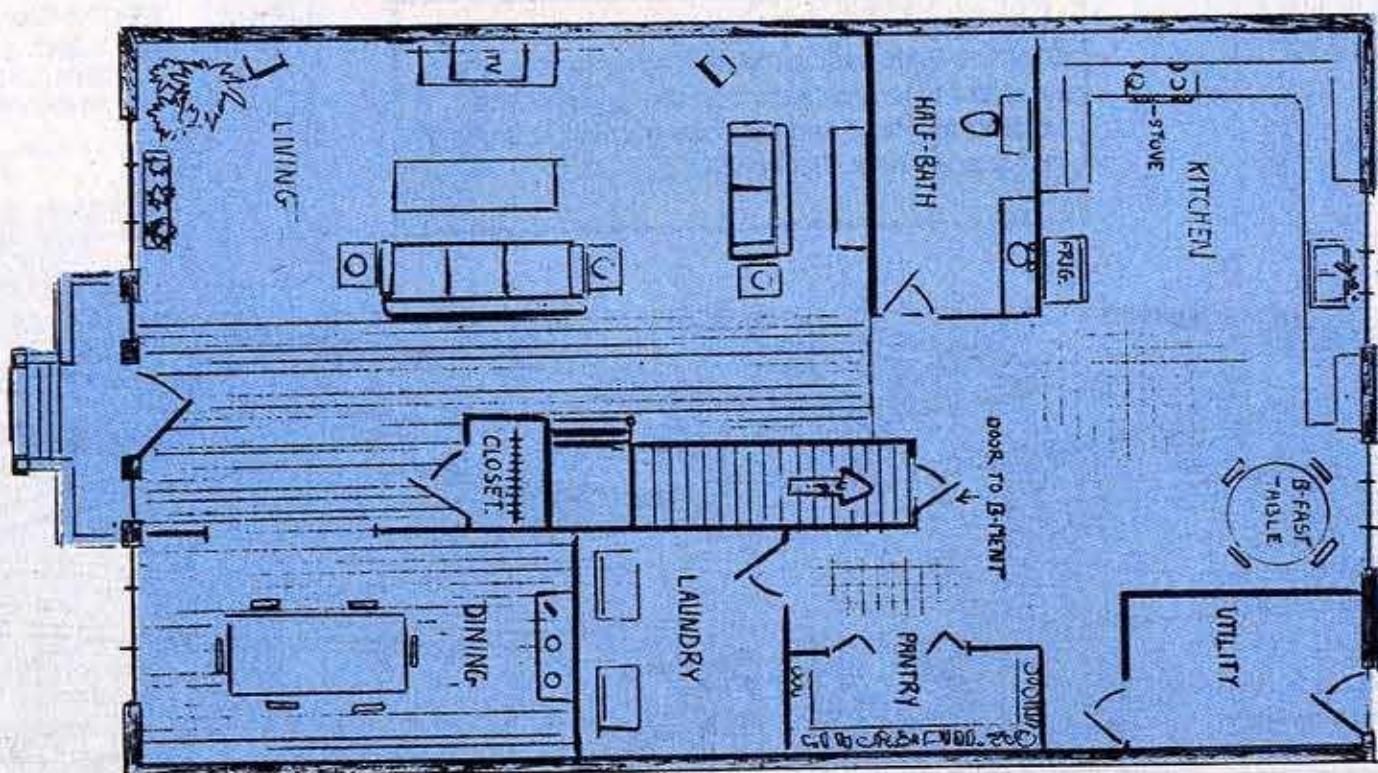
Here's the designs done by regular AMAZING SPIDER-MAN penciler Mark Bagley (a fella who's no stranger to architectural drawing as well as comics) for Peter and Mary Jane's new apartment, first seen in AMAZING #386.

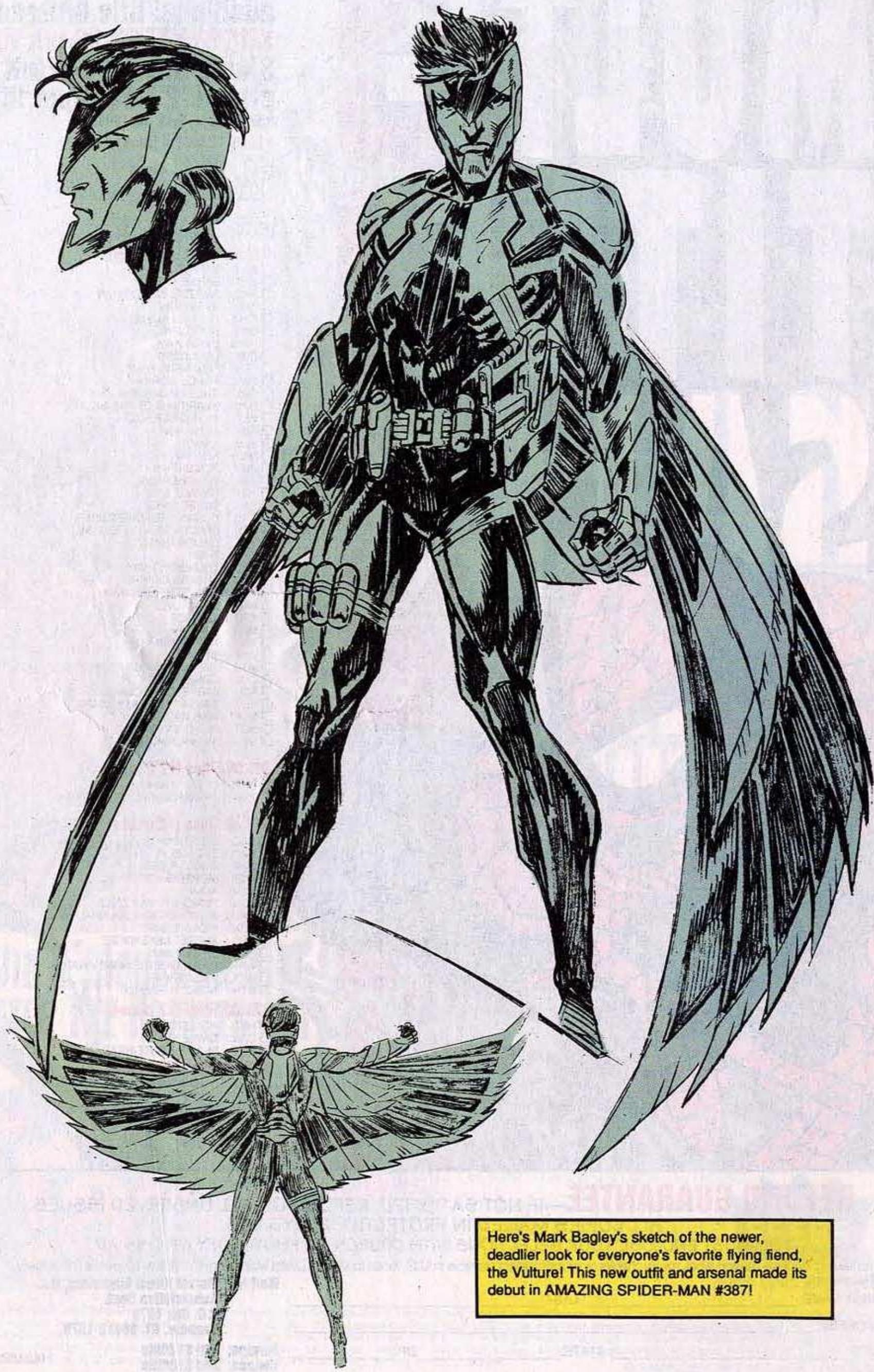


PETE'S LAB



SECRET ROOM





Here's Mark Bagley's sketch of the newer, deadlier look for everyone's favorite flying fiend, the Vulture! This new outfit and arsenal made its debut in AMAZING SPIDER-MAN #387!

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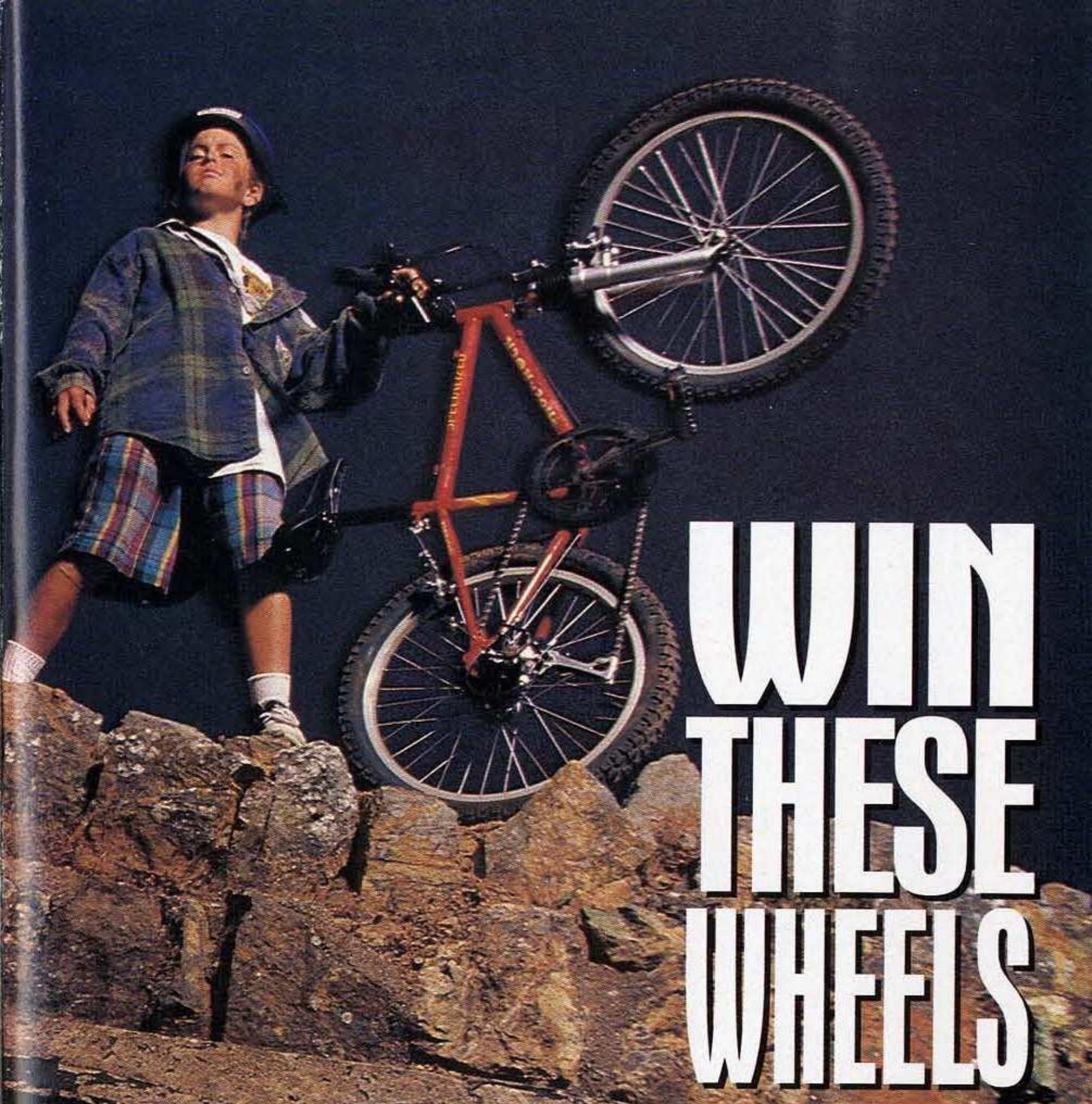
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