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64 PAGE ANNUAL

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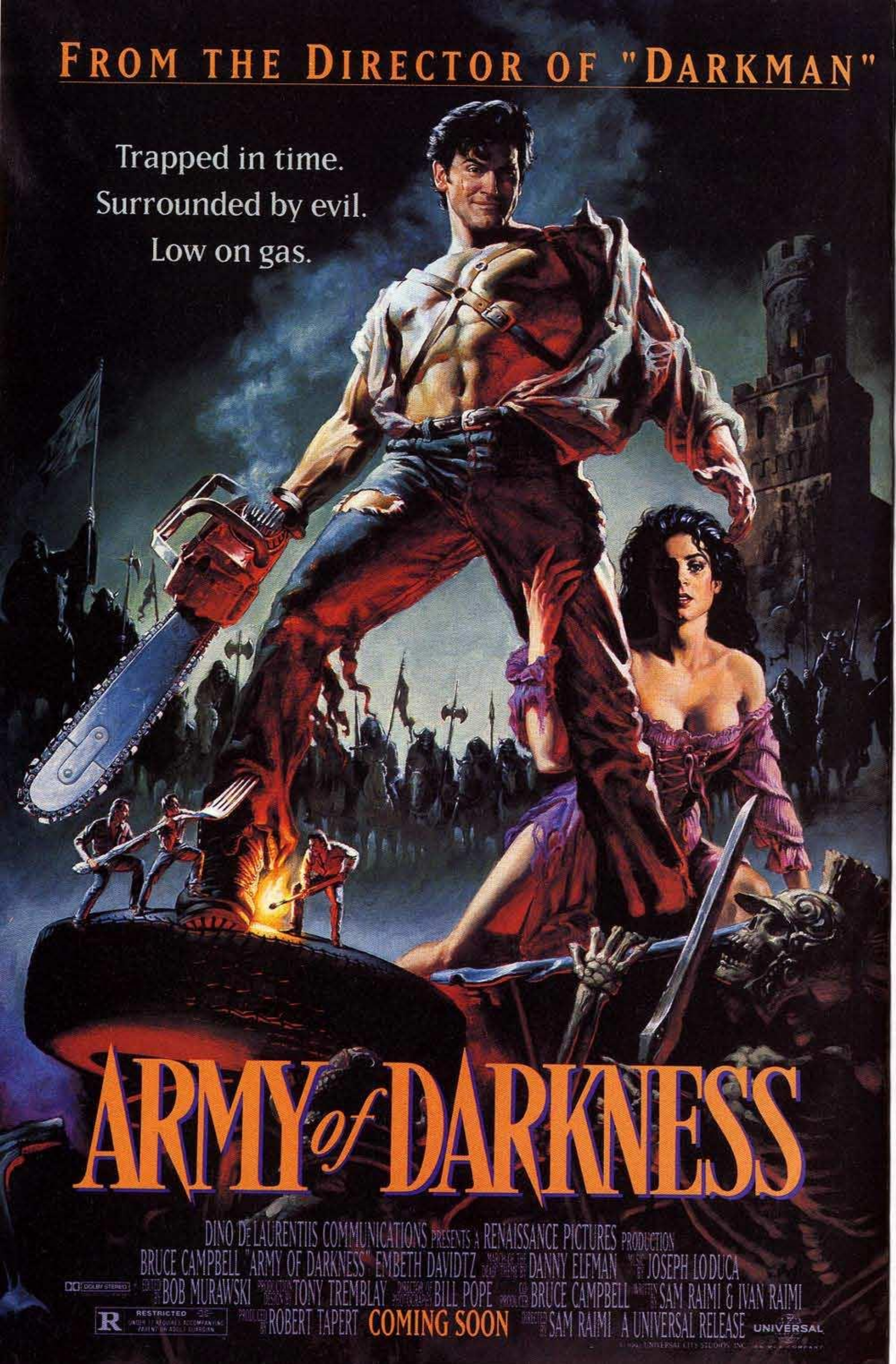
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HOLEE-- SCORE ONE MORE FOR MY SPIDER-SENSE'S ACCURACY!
THROOM
GOT ME OUT OF THE WAY JUST IN TIME!

THAT WAS NO EXPLOSION. IT SOUNDED LIKE A WRECKING BALL WHACKED THAT WALL FROM THE INSIDE.
THWIPP
THWIPP
ONCE AGAIN, MY WAY-COOL WEBBING COMES THROUGH! THAT'LL HOLD THE DEBRIS FOR THE TIME BEING.
9-1-1 OPERATOR. STATE THE NATURE OF YOUR EMERGENCY.
YES. YES. I'M AT THE CORNER OF TOMAINO AND HASBROUCK! SPIDER-MAN'S WRECKIN' A BUILDIN' HERE!

NOW LET'S SEE WHO WAS SO--
--HOLD THE PHONE! THESE CLOWNS ARE STILL AT IT!
MY WEB'LL CATCH THE PIECES--BUT I'VE GOT TO STOP THE SOURCE!
HEY-- THAT'S NO WRECKING CREW...
TROOMM

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WHOA! ONLY MY SPIDER-SENSE SAVED ME THAT TIME. THAT BATTLE SUIT HE'S WEARING MUST ENHANCE HIS SPEED AS WELL AS HIS STRENGTH.

KRUMM

HEY! HEY! HEY! HEY! HEY! QUIT WITH THE DEMOLITION DEMONSTRATION, CHROME JEROME. JUST WHO DO YOU THINK YOU ARE ANYHOW?

I DON'T KNOW! OUT OF MEMORY! OUT OF MEMORY!

YEAH? WELL I'M OUT OF PATIENCE! I'M TIRED OF MAKING LIKE GARY CARTER WHILE YOU MAKE LIKE DOC GOODEN.

YOU ARE NOT PROVIDING ACCESSIBLE DATA! THIS CONFRONTATION IS INEFFECTUAL.

SCHEMA MODE...

INITIATE!

ACTIVATE THRUSTER UNIT!

AWW, RATS! HE FLIES, TOO?! I'M GOING TO USE UP ALL MY WEBBING JUST TO SWING AFTER THIS GUY. LOOKS LIKE MY EVENING'S SHOT!

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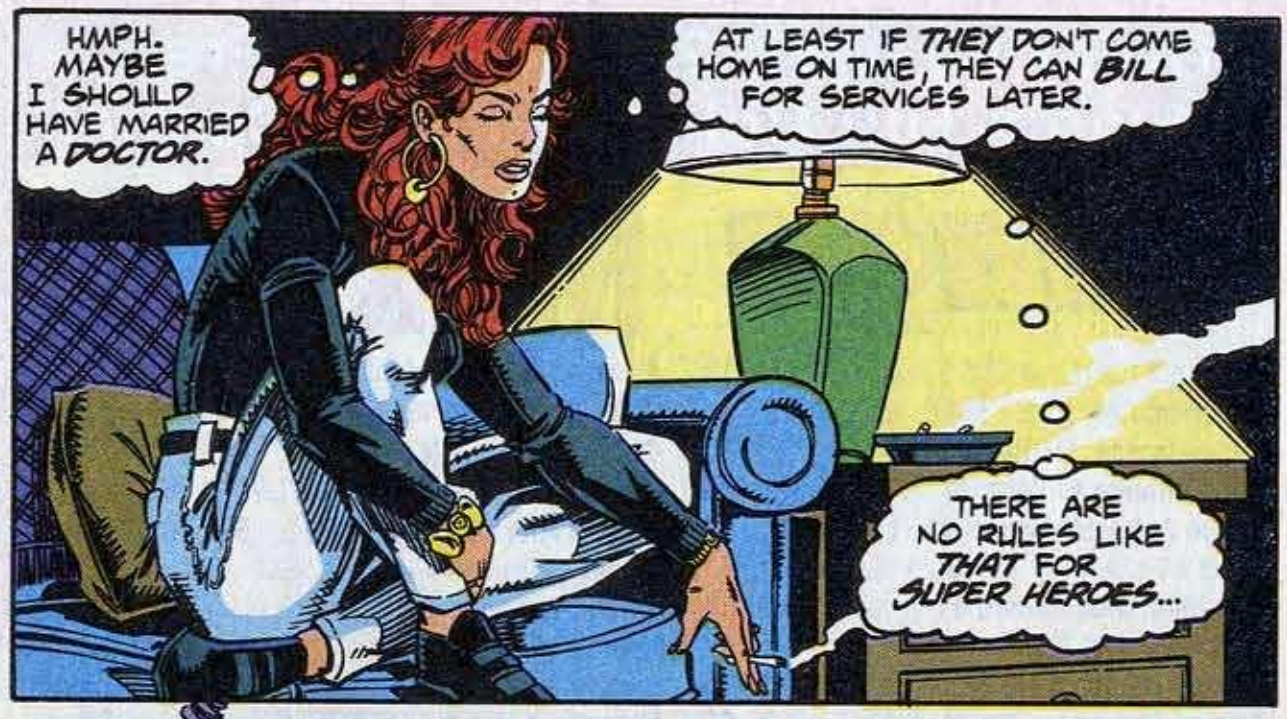
ANNEX



HI, HONEY. I'M NOT HOME.
PETER! ARE YOU ALL RIGHT?
WELL, SO FAR. I'VE HAD A RUN-IN WITH SOME GUY EQUIPPED WITH A VERY IMPRESSIVE EXO-SKELETON BATTLE SUIT.
FIRST THE WALL WENT. THEN THERE WAS A FIGHT. THEN SOME METAL GUY FLEW AWAY. WHERE'S WILLIAM SHATNER ANYHOW?
I WISH THE COPS WOULD HURRY UP. MAYBE THEY'LL CART THIS NUT CASE AWAY
NEWS-13

PETER! DID YOU FORGET ABOUT THE AWARDS CEREMONY?
THE AWARDS? OH, YEAH, THE PHOTO-JOURNALISTS' AWARDS... UMM... I THINK I'LL BE LATE. CAN YOU GO WITHOUT ME AND COVER FOR ME...?

PETER! NO! WHY DO YOU HAVE TO CHASE ALL OVER TOWN AFTER EVERY SUPER-POWERED LOONY? WHY CAN'T DAREDEVIL OR THE FANTASTIC FOUR DECK THIS CLOWN?
YOU'RE UP FOR THE DUNSON AWARD. YOU HAVE TO BE THERE!

AWARD? ME? HA! JOLLY JONAH'S ONE OF THE JUDGES. HE'D NEVER LET ME WIN. BESIDES, I'LL GET SOME GREAT SHOTS TONIGHT FOR NEXT YEAR'S AWARD! I PROMISE!
OKAY, HONEY? OKAY! GOTTA GO.

KLIK
SHE'LL BE OKAY...
NOW WHICH FORK IN THE YELLOW BRICK ROAD DID THAT TIN MAN TAKE?

OKAY. I'LL MAKE THE BEST OF THIS. I SWEAR I WILL!

DE-ACTIVATE THRUST.
NEWS
HEY! DON'T GET SO CLOSE TO MY PAPERS WITH THAT FLAME!

DOWNLOAD THRUSTER UNIT.
YOU! WHO AM I? I REQUIRE INFORMATION!
OWWW! HEY! I DIDN'T MEAN NOTHIN'...

EEYYAA!
YOU ARE INEFFECTIVE. I MUST ACCESS INFORMATION.

PHOTOGRAPHY
WARD TO BE
PRESENTED
TONIGHT

SCHEMA MODE!

INITIATE!
ACCESSING INFORMATION PLEASE WAIT...

EXCUSE ME, BUT THAT'LL BE 35¢ YOU CAN'T GO AND READ MY PAPERS FER FREE, Y'KNOW. I--
YOU ARE INEFFECTIVE. I HAVE NOT ACCESSED THE NEEDED INFORMATION!

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ULTRAVERSE CREATORS FROM MALIBU	June 25-27

INFORMATION! ACCESS INFORMATION! ACCESS! ACCESS!
FRAM

YOU'RE "ACCESSING" TO EXCESS, PAL! TIME FOR SOME DESISTING INSTEAD!
PROGRAM INTERRUPTED! EXITING SYSTEM!
KWANG

I DON'T KNOW WHAT YOU DESIGNED THAT METAL SUIT FOR, BUT USING IT FOR THRASHING NEWSSTANDS IS A BIT OF OVERKILL, WOULDN'T YOU SAY?
WHAT SAY WE WEB YOU UP AND TALK IT OVER?

SCHEMA MODE!
OH NO, THIS TRICK ALWAYS WORKS.

INITIATE!

HOLEE--! HIS STRENGTH QUOTA JUST QUADRUPLED!
GOTTA LET GO OR I'M A WALL PIZZA!

OWW! OKAY, SO MAYBE I'M A BUS PIZZA. AT LEAST IT'S LESS RESISTANT THAN BRICKS

I GAVE UP A COMFY AWARDS DINNER FOR THIS?

AAAAHHH!

KAREEEESH

DAILY BU

READ IT TODAY... FOR WHOLE STORY!

MEANWHILE, AT ABNER DUNCAN'S ADARCO CORPORATE HEADQUARTERS...

YOU'RE CLEARED, MRS PARKER. GO RIGHT IN.

THANK YOU.

MARY JANE WATSON-PARKER. AND WHERE'S THAT OH-SO-TALENTED HUSBAND OF YOURS?

PETER WILL GET HERE WHEN HE CAN, JONAH. IN THE MEANTIME, INTRODUCE ME TO MR. DUNSON.

CERTAINLY.

MARY JANE WATSON-PARKER, MEET ABNER DUNSON, PRESIDENT OF ABNER DUNSON ADVANCED ROBOTICS COMPANY, OUR HOST.

GOOD EVENING MRS. PARKER I'M A GREAT ADMIRER OF YOUR HUSBAND'S WORK.

I WAS AN AMATEUR PHOTOGRAPHER MYSELF, BEFORE FOUNDING MY COMPANY. I ESTABLISHED THESE PHOTO-JOURNALISTS AWARDS IN MEMORY OF MY SON...

...I... HE WAS ONE OF THE FEW AMERICAN CASUALTIES OF THE DESERT STORM CONFLICT...

OH, I'M SO SORRY. IT MUST BE DIFFICULT FOR YOU TO VIEW SOME OF THESE WAR PHOTOS.

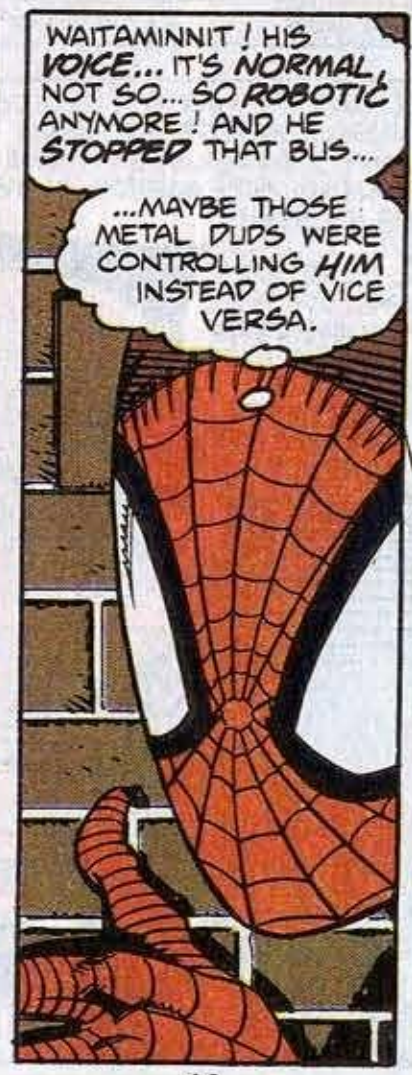
YES, WELL... THEY CELEBRATE AN HEROIC MEMORY...

AAHHHH! MEMORY! REMEMBER! NO! NO! WHAT HAVE I BEEN DOING?

NO! MY IMPACT MUST HAVE DAZED THE DRIVER! THERE'RE NO PASSENGERS --BUT THE BUS IS ROLLING RIGHT FOR THESE PEOPLE!

THWIP

LOOK OUT! LOOK OUT! RUN!



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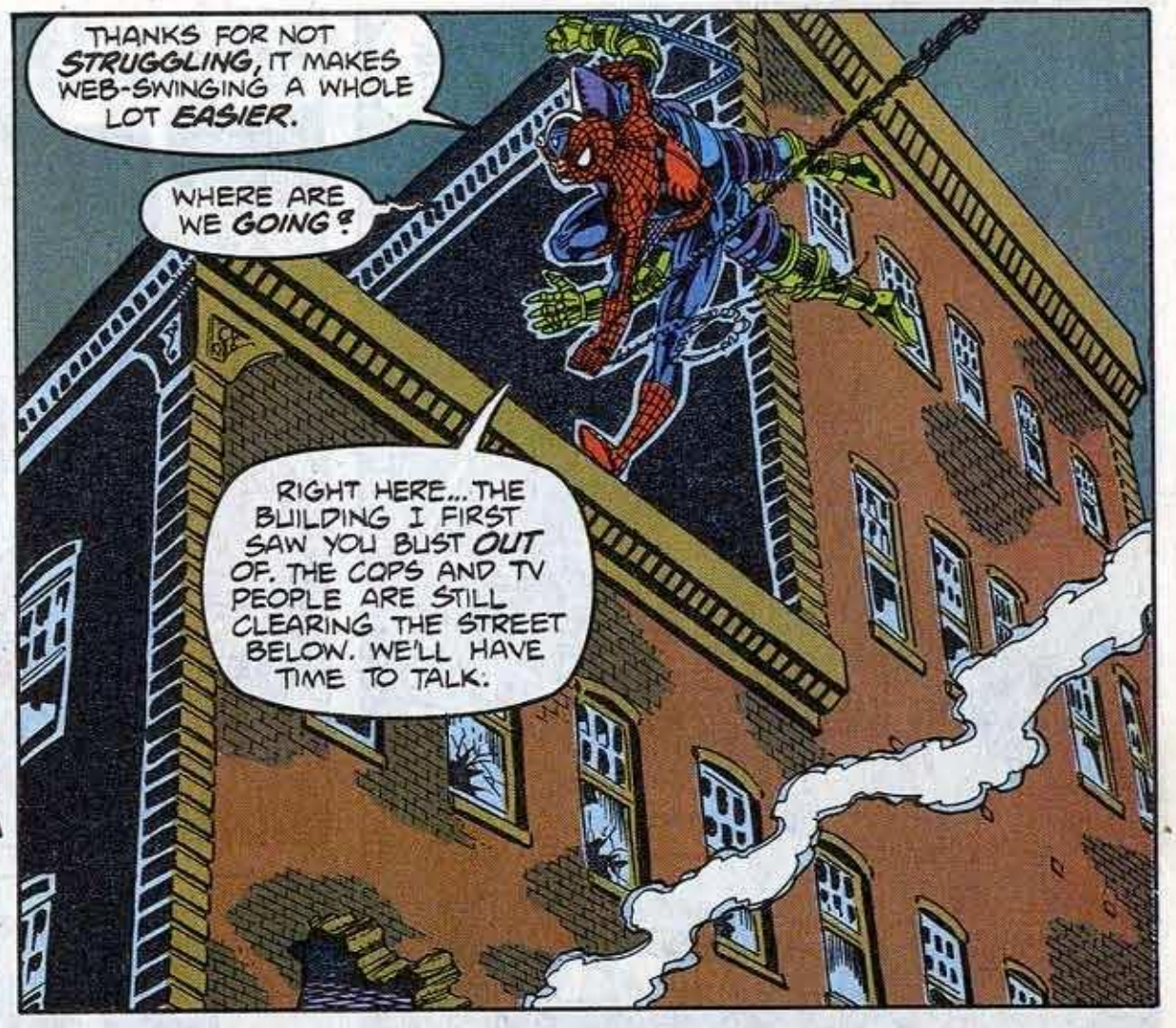
CHAPTER 3

THE SECRET OF ANNEX



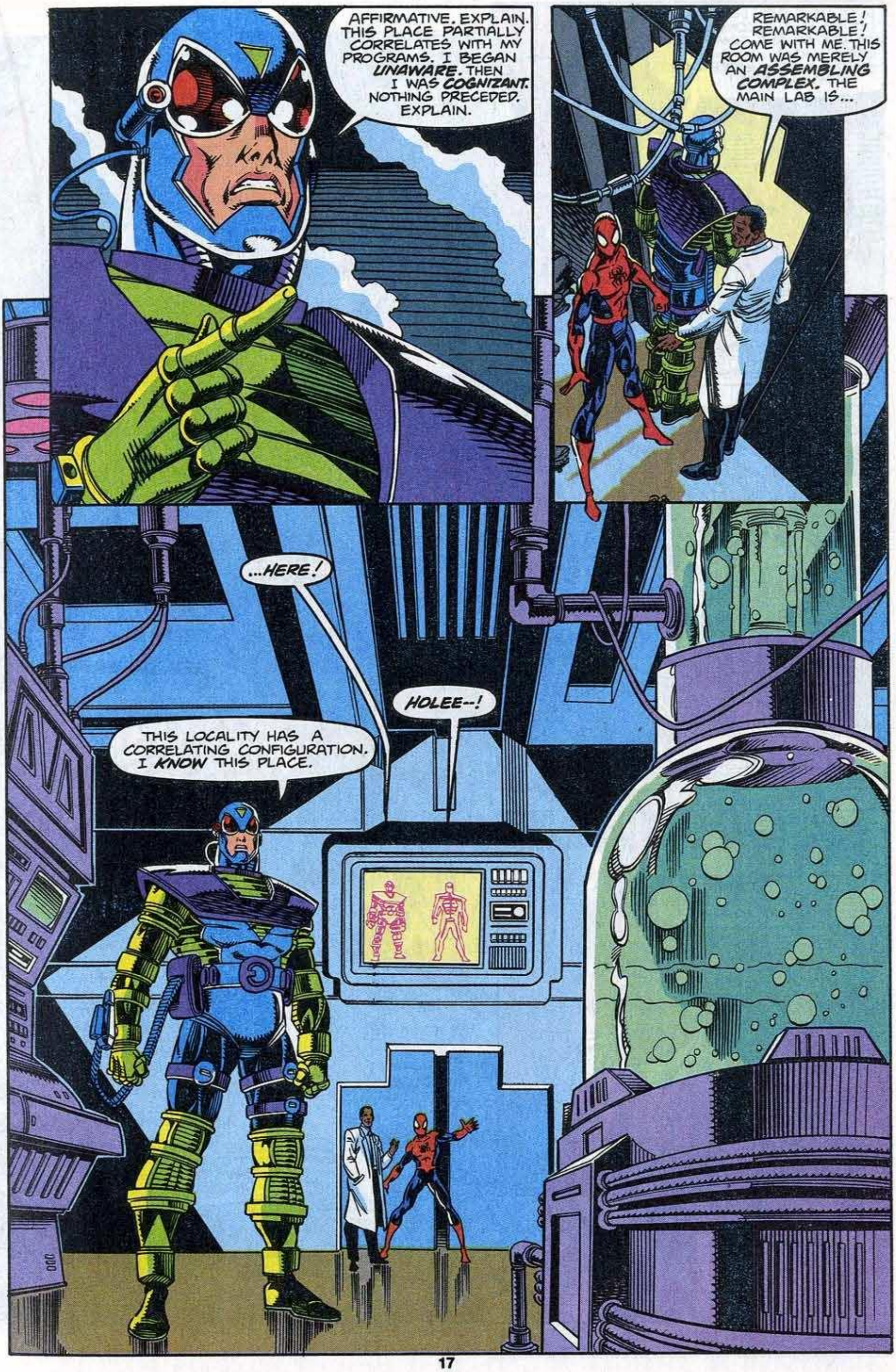
HOLEE--! THERE'S SOMEONE UNDER THIS STUFF! HELP ME LIFT IT! CAREFUL! CAREFUL!
SPIDER-MAN!

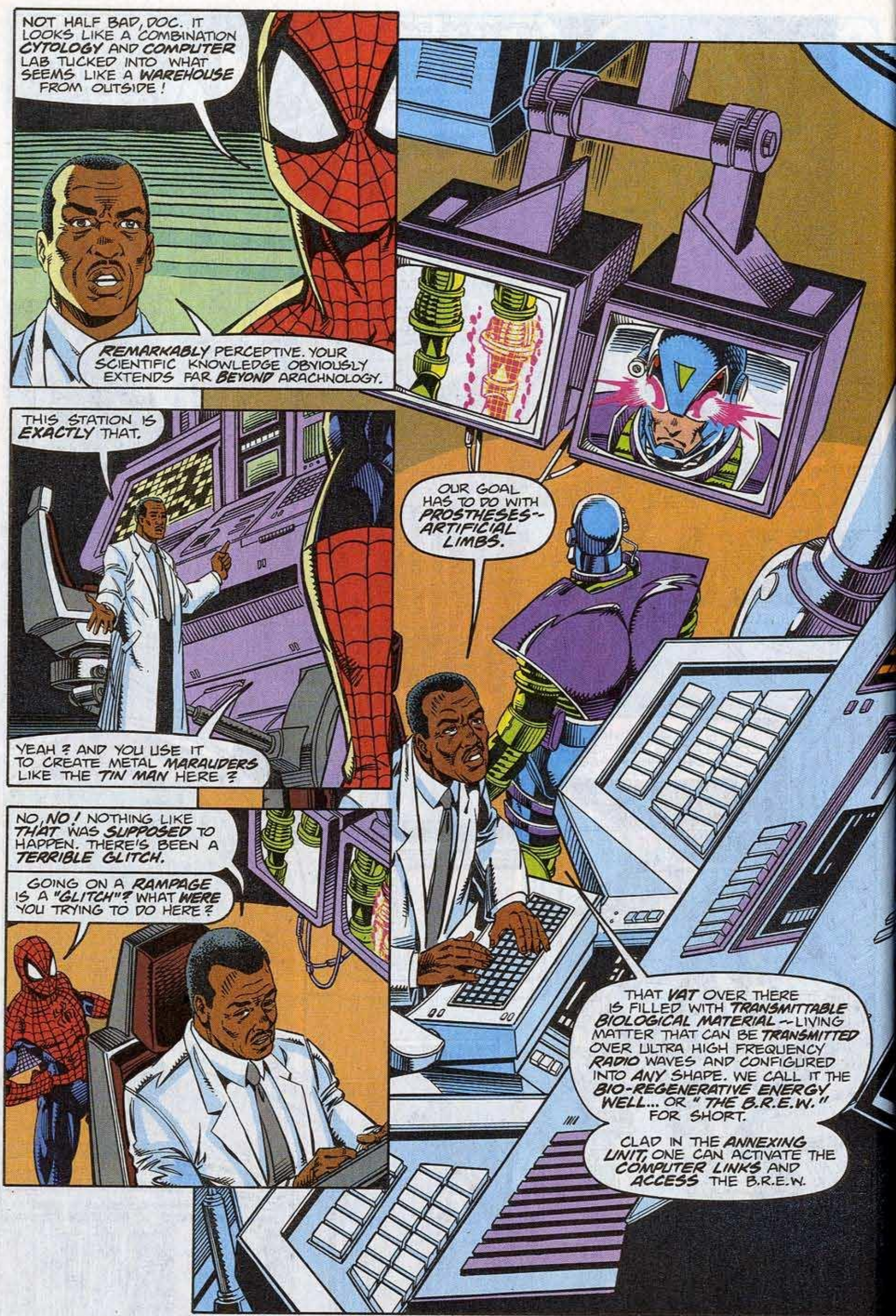
THAT'S THE NAME ON MY MAILBOX, FRIEND. WHO THE HECK ARE YOU?
MY NAME IS DR. HILLMAN BARTO. I'M PART OF THE SUBSIDIARY R&D TEAM FOR ADARCO!

ADARCO! YES! I REMEMBER! ACCESSING ADARCO FILE!

NO! NO! DOWNLOAD THAT FILE! STOP! THAT'S WHAT CAUSED THE PROBLEM IN THE FIRST PLACE!
ACKNOWLEDGED. DOWNLOADING...

OKAY, THAT'S IT. YOU SEEM TO KNOW THE METAL MAN HERE AND YOU UNDERSTAND WHAT HE'S TALKING ABOUT!
IT'S TIME FOR SOME EXPLAINING-- AND YOU'RE ELECTED.
VERY WELL. PERHAPS YOU CAN BE OF SOME ASSISTANCE.

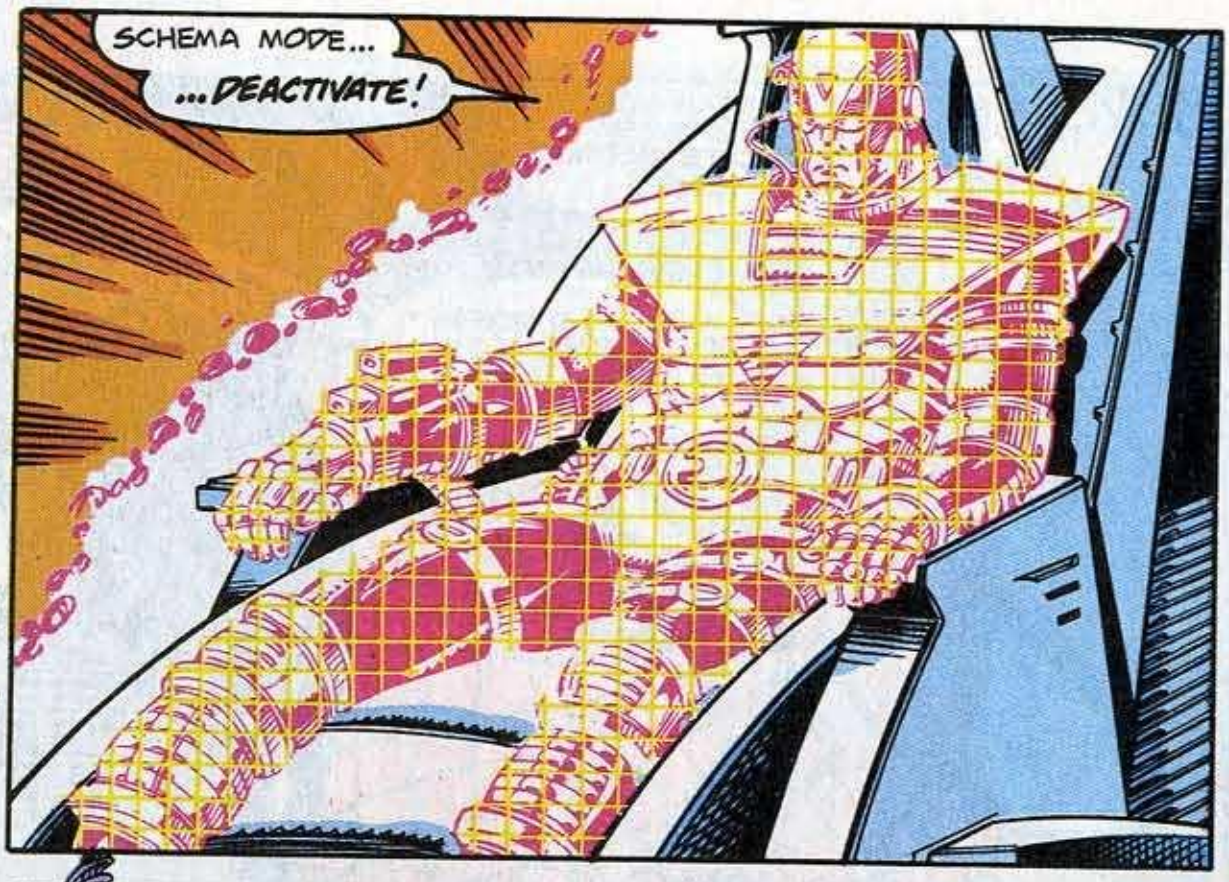

AFFIRMATIVE. EXPLAIN. THIS PLACE PARTIALLY CORRELATES WITH MY PROGRAMS. I BEGAN UNAWARE. THEN I WAS COGNIZANT. NOTHING PRECEDED. EXPLAIN.
REMARKABLE! REMARKABLE! COME WITH ME. THIS ROOM WAS MERELY AN ASSEMBLING COMPLEX. THE MAIN LAB IS...
...HERE!
HOLEE--!
THIS LOCALITY HAS A CORRELATING CONFIGURATION. I KNOW THIS PLACE.

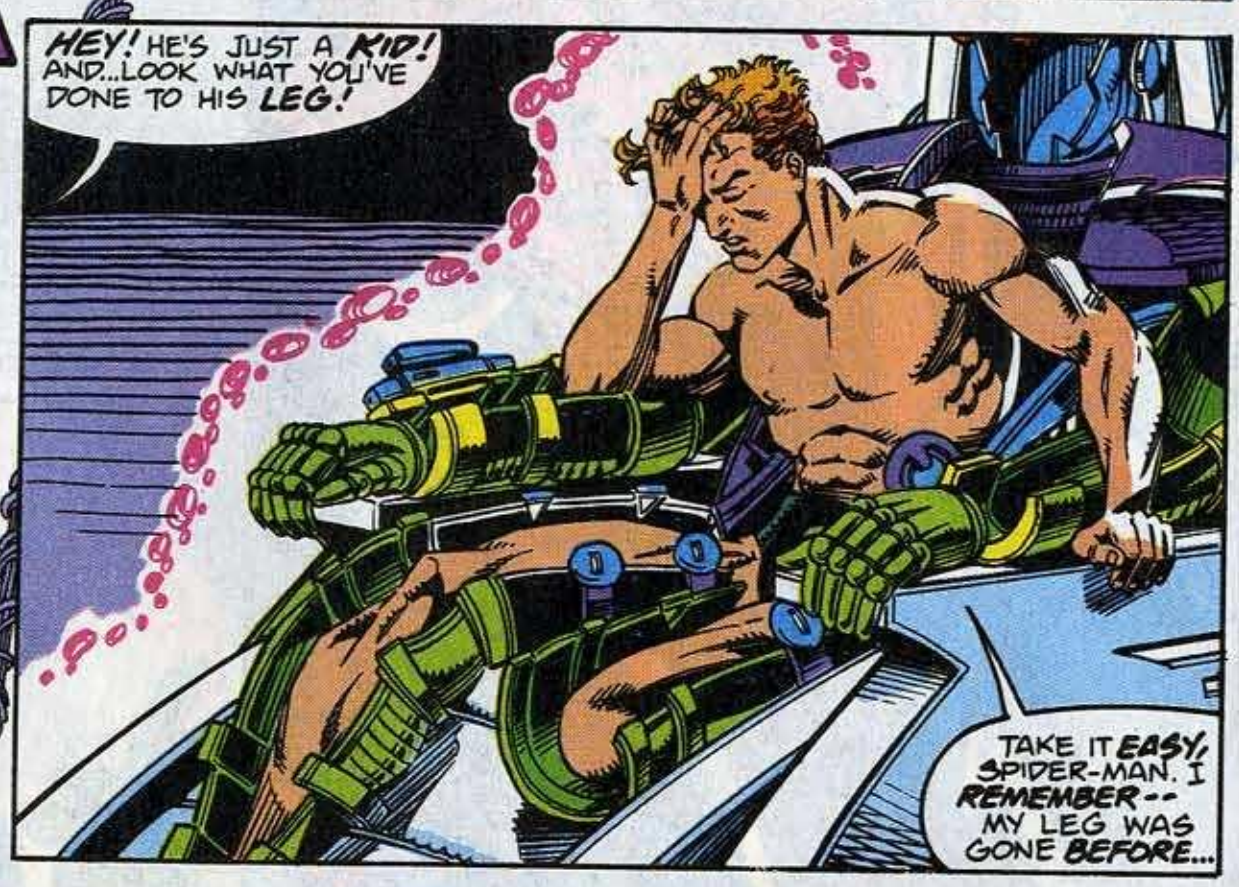

NOT HALF BAD, DOC. IT LOOKS LIKE A COMBINATION CYTOLOGY AND COMPUTER LAB TUCKED INTO WHAT SEEMS LIKE A WAREHOUSE FROM OUTSIDE!
REMARKABLY PERCEPTIVE. YOUR SCIENTIFIC KNOWLEDGE OBVIOUSLY EXTENDS FAR BEYOND ARACHNOLOGY.
THIS STATION IS EXACTLY THAT.
OUR GOAL HAS TO DO WITH PROSTHESES-- ARTIFICIAL LIMBS.
YEAH? AND YOU USE IT TO CREATE METAL MARAUDERS LIKE THE TIN MAN HERE?
NO, NO! NOTHING LIKE THAT WAS SUPPOSED TO HAPPEN. THERE'S BEEN A TERRIBLE GLITCH.
GOING ON A RAMPAGE IS A "GLITCH"? WHAT WERE YOU TRYING TO DO HERE?
THAT VAT OVER THERE IS FILLED WITH TRANSMITTABLE BIOLOGICAL MATERIAL -- LIVING MATTER THAT CAN BE TRANSMITTED OVER ULTRA HIGH FREQUENCY RADIO WAVES AND CONFIGURED INTO ANY SHAPE. WE CALL IT THE BIO-REGENERATIVE ENERGY WELL... OR "THE B.R.E.W." FOR SHORT.
CLAD IN THE ANNEXING UNIT, ONE CAN ACTIVATE THE COMPUTER LINKS AND ACCESS THE B.R.E.W.

YOU'RE TRYING TO CONVINCE ME THAT THIS ENTIRE SYSTEM IS RIGGED UP TO CREATE INSTANT ARTIFICIAL LIMBS?
YES. EXACTLY.
WELL THAT DOESN'T EVEN BEGIN TO EXPLAIN THE BIG METAL GUY HERE.
DON'T YOU UNDERSTAND? HE WAS OUR FIRST VOLUNTEER. BUT WHEN HE ACCESSED THE COMMAND PROGRAM, IT AUTOMATICALLY DOWNLOADED HIS ORIGINAL PERSONALITY AND MEMORY!
MEMORY? MY MEMORY IS LOCKED IN THIS APPARATUS?
YES, IT WAS SAVED ON THE AUXILIARY BACK-UP DRIVE.
I CAN RESTORE YOUR MEMORY, BUT YOU HAVE TO ERASE SUPEROGOTORY PROGRAMMING.
UNDERSTOOD. ERASING FILES NOW. PLEASE WAIT.

CHAPTER FOUR

THE ORIGIN OF ANNEX





"IN SEPTEMBER OF 1990 I JOINED THE *INFANTRY* RIGHT OUT OF HIGH SCHOOL. BY *JANUARY*, I WAS HELPING THE *COALITION* PUSH SADDAM HUSSEIN'S *BULLIES* OUT OF *KUWAIT*.

"SOME OF THEM PUSHED *BACK*.

ARRAGH!

"IT WAS LIKE A HOT *NEEDLE* DRIVEN RIGHT THROUGH MY LEG.

HANG ON, DAVEY!

"I NEVER REGRETTED HELPING MY BUDDY, BUT RUNNING ALMOST HALF A MILE ON A WOUNDED LEG, FULL FORCE, WAS A *BIG MISTAKE*.

"THERE WAS ALL THE '*HERO*' TALK AFTERWARDS, BUT I WASN'T LISTENING. I WAS JUST WORRIED ABOUT MY *LEG*.

"I WAS SHIPPED HOME THE DAY BEFORE THE WAR ENDED.

"AND DAVEY-- HE DIED OF HIS WOUNDS, ANYWAY.

"THEY *DECORATED* ME--A *COUPLE* OF MEDALS, INCLUDING THE *PURPLE HEART*.

"I COULDN'T HAVE BEEN *PROUDER*, BUT THEN THEY LAID THE *REAL* BOMBSHELL ON ME...

" THE DAMAGE AND INFECTION IN MY LEG WAS *TOO EXTENSIVE*. THEY HAD TO *AMPUTATE*.

I'M SORRY, SON. WE'VE DONE EVERYTHING WE COULD.

ACME Looniversity, a classic

Showdown at Calamity's Corral

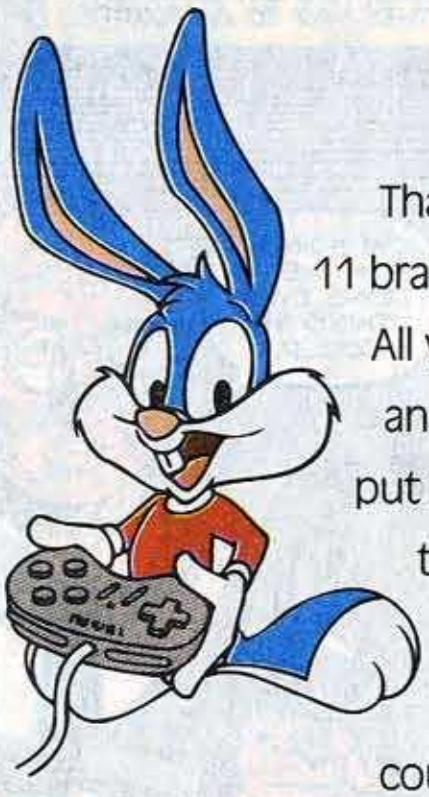
Spook Mansion After Dark

The Mystery Weight Challenge

Furrball's Championship Squash

The Hungry

YOU WON'T FIND THESE
LISTED IN YOUR



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"THEY FITTED ME WITH A PROSTHESIS. BUT SOMETHING WAS NOT QUITE RIGHT.
"IN THIS SUPER-TECH AGE, MY ARTIFICIAL LEG SEEMED... PRIMITIVE...
"A LOT OF WOUNDED VETS AGREED WITH ME. WHY WEREN'T WE GETTING STATE-OF-THE-ART PROSTHESI AFTER WHAT WE'D SACRIFICED ?
"TOP BRASS AGREED WITH US TOO. EVEN GENERAL POWELL HIMSELF SPOKE OUT.
"A SLEW OF COMPANIES CAME FORTH WITH RADICAL NEW PROGRAMS FOR NEW LIMBS.
"I SIGNED UP, NEVER IMAGINING THAT I WOULD BE ONE OF THE ONES ACTUALLY SELECTED...
ADAR
"BUT I WAS... AND THAT'S HOW I FIRST MET DR. BARTO...
THIS LOOKS LIKE A MEDIEVAL TORTURE DEVICE! WHERE'S MY NEW ARTIFICIAL LEG ?
NO, NO, ALEX. WITH THIS ANNEXING UNIT YOU CAN CREATE YOUR OWN NEW LEG!
I KNOW IT'S HARD TO BELIEVE, BUT IT WILL WORK. JUST CONCENTRATE AND YOUR MIND WILL MANIPULATE THE ENERGY PLASMA INTO A WORKING LIMB!
I'M... TINGLING ALL OVER!

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BULLPEN BULLETINS

TOM TALKS

Every time I visit a comic book shop these days, I seem to find some new magazine or book whose sole purpose is to act as an authoritative investment guide for our illustrative industry. These publications, which are springing up faster than Quicksilver on a runaway Pym particle, assign allegedly objective monetary values to comic book back issues. In some cases, they even publish prices on comics which have yet to be printed. These publications define the comics that are hot, and those that are not.

I guess all of these investment guides serve a purpose because an awful lot of people seem to be buying them. However, it wasn't all that long ago when life was simpler—and a bit more enjoyable, in my humble opinion—when the readers used to define a comic's popularity all by themselves. If they liked a certain title, they bought it. 'Nuff said!

I honestly have no problem with any of these guides, nor with those who feel compelled to use them. Whether someone buys comics for pure enjoyment or as a lucrative addition to his stock portfolio is hardly any of my business. As our peerless publisher, Stan the Man, once exclaimed in a letters page of long ago, "Heck, we don't even care if you buy them for the staples as long as you buy them!"

On the other hand, I sincerely believe that our comics are the very best this industry has ever seen. Anyone not reading them is missing out on an incredible, ever-expanding universe of pure entertainment! They have it all—drama, pathos, humor, and even the occasional, odd bit of offbeat philosophy. Many of them also go up in value according to the investment tipsheets, but that's really beside the point.

Marvel has often been accused of fueling this speculator investment mentality. OUCH! That really hurts. We started to put enhancements on our covers because we thought the special inks and foils helped to make them look really special. We started putting comics in plastic bags because we wanted to included special trading cards and posters ... and, because so many readers had complained over the years whenever we had simply stapled them into our comics.

Trust me, no true comic book professional ever sits down at the word processor, drawing board, or desk thinking about the prices his or her comics will attain on the back issue market. We're always focused on the story. Is it good, clear, and exciting enough? Will the readers like it? Will it expand the vistas of their imagination? Will they want more?

Speaking for myself, as well as my brothers and sisters in the comics industry, I have a special plea to all of you investors out there. Rip open your bags! Set your comics free! Read them!

If we've been doing our jobs properly, you'll be glad you did!

Thanks for being there,

Tom D.

Wake the neighbors, and phone the kids, as Dave "the 16 million dollar man" Letterman used to say. It's time for another eye-opening Bullpen Page.

Our very own "Professor" **James Felder**, assistant editor to **Hildy Mesnik**, was responsible for a few rude awakenings on a recent episode of TV's "Good Day New York" show. Professor Felder, who never talks in his sleep — but he has been known to hum old Bee Gees tunes — is a member of the New York University Pipe Band. Together with two other fellow pipers, the Prof went door to door with *Star Trek*'s "Scotty," **Jimmy Doohan** (who's not a bagpiper, but he plays one on TV), waking up everyone they met. "Scotty" was in town to emcee the NY bagpiping festival, and apparently was so impressed by the Professor's playing, that he was inspired to go out and buy a kilt. The Prof was highly critical of Scotty's playing in the movie *Star Trek 2*, commenting, "He may know his way around the Enterprise, but he pipes like a Klingon!"

One guy who never gets up on the wrong side of the mat is wrestling great **Paul E. Dangerously**, who this past December was awarded Manager of the Year in a star-studded ceremony that put us all in a sleeperhold. In attendance were two of the creators of our WORLD CHAMPIONSHIP WRESTLING comic (which has been permanently pinned as of issue #12), writer **Mike Lackey**, and inker **Don Hudson**. Also on hand were PUNISHER assistant editor **Tim Tuohy** — who's been working on SLEEPWALKER so long, he could do it in his sleep — and Bullpenner **Spencer Lamm** — who would prefer it if you touch him in the morning, and then just walk away. Dishing out the award were a couple of dishes who always sleep in twin beds — the world-famous **Barbi Twins**!

John Romita Jr., who wishes you would wake him up *before* you go-go — not after — received a write-up in the January issue of *Runner's World* magazine. JRJR said that he uses exercise as a method of dealing with the pressures of tight deadlines. Or, as he put it, "The only thing that preserves my sanity is running." The article describes how a comic book is created from start to finish (and they actually got it right!), and details John's career at Marvel, mentioning his work on such titles as X-MEN, SPIDER-MAN, and DAREDEVIL. Also quoted in the article is running enthusiast/PUNISHER editor **Don Daley**, who sleeps with one eye open — and one nostril closed.

Clive Barker, whose stories are so scary they could wake the dead, dropped by the Marvel offices recently to check out the ultra-superheroic new Barkerverse. Clive met with Epic editor **Marc McLaurin**, who doesn't know which to smell first when he wakes up — the coffee or the roses. Coming in July are four new Clive-erific titles which promise plenty of badtime stories: HYPERKIND, ECTO-KID, HOKUM & HEX, and SAINT SINNER. Marc promises the new books will be "super heroes with a Barkerian twist!" That's enough to give even Pin-Head nightmares!

With all these new books coming out, you may not be able to sleep at night. But that's okay. Like Bon Jovi says, you can sleep when you're dead!

THE BULL'S EYE

by Barry Dutter & Rick Parker

HYPELINE: ON SALE THIS WEEK

- **AKIRA TPB #8:** It's Otomo-rific!
- **ALPHA FLIGHT #120:** Polybagged with a poster, a pin-up, and a puppy! (Okay, so there's not *really* a puppy!)
- **AMAZING SPIDER-MAN #377:** What is Cardiac's connection to **Styx & Stone**?
- **BARBIE #29:** Babysitting is tough! So is fighting a counterfeiting ring!
- **CAPTAIN AMERICA ANNUAL #12:** Introducing the Battling **Bantam!**
- **DARKHOLD #8:** It's on the best-seller lists — in Hell!
- **DEATH'S HEAD 2 #6:** In full colour!
- **GHOST RIDER #37:** Hark, the **Archangel** sings ... !
- **GUARDIANS OF THE GALAXY #36:** Team up with the **Galactic Guardians!**
- **INVADERS #1 OF 4:** The greatest heroes of World War 2 are back — with an *attitude!*
- **LANCE BARNES: POST NUKE DICK #2 OF 4:** "Dick" meaning "private detective," natch!
- **PENDRAGON 2 #11:** **Baron Blood** and **Union Jack** fight tooth and nail!
- **PUNISHER WAR ZONE #15:** Frank makes a shocking discovery about his wife and kids!
- **QUASAR #46:** It's the all-new **Shock Troop** to the rescue!
- **RAVAGE 2099 #6:** Ravage's body is changing, and it ain't puberty!
- **SAVAGE SWORD OF CONAN #209:** So savage you'll spew!
- **SECRET DEFENDERS #3:** The thrilling conclusion! Written by Roy "No longer a boy, now he is a man" Thomas!
- **SILVER SABLE #12:** Sable confronts her *father*, the Senior Sable!
- **SLEEPWALKER #24:** We warned Rick — don't switch minds with a Sleepwalker!
- **WILD THING #2:** The Virtual Reality **Venom** will make your heart sing!
- **WOLVERINE #69:** In the Savage Land with **Sauron** and **Rogue!**
- **WONDER MAN #21:** Wonder Man loses a leading lady!
- **X-MEN ADVENTURES #7:** Get wired for **Cable** as our hottest mutant makes his Saturday morning debut!

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We suggest role-playing games for readers 12 and older.

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CHAPTER FIVE

THE TRIUMPH OF ANNEX

SEE? HERE IS THE ACTUAL PHOTO OF THIS TREACHERY!
OWW!
THIS CRETIN FAILED TO SAVE MY SON. BUT HE SHALL PAY! HE SHALL PAY!

CRASSSHHH
ABNER DUNSON! YOU MUST BE STOPPED!
HOLY--!
WHAT!? ACTIVATION OF THE ANNEXING UNIT HAS TRANSPIRED! S-SOMETHING'S WRONG! MEMORY TRANSFER SHOULD HAVE BEEN COMPLETE!

YOU'RE NOT DAVEY, ARE YOU?
NO, DUNSON. YOUR PLAN HAS BEEN STOPPED--JUST AS YOU WILL BE!
STOP! HALT! ARREST! CONCLUDE! SUSPEND!

HIS MEMORY'S DOWNLOADING, BUT DAVID'S MIND IS NOT COMING UP. WHAT WENT WRONG?
WEAPONS
VELOPMENT
HE'LL BE ACCESSING WEAPONS NEXT, BUT I CAN HANDLE THAT FROM HERE.

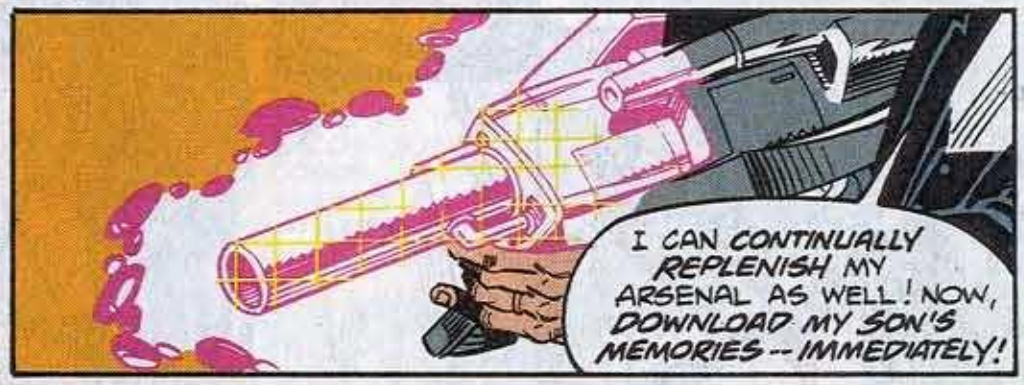
DUNSON'S SPONSORING THE PHOTO AWARDS! ANNEX MUST HAVE ABSORBED THAT INFO WHEN HE ZAPPED THAT NEWSSTAND! THAT'S WHERE HE HEADED!
AND THAT'S WHERE MARY JANE IS!

ACCESS MUNITIONS DESIGN FILES!

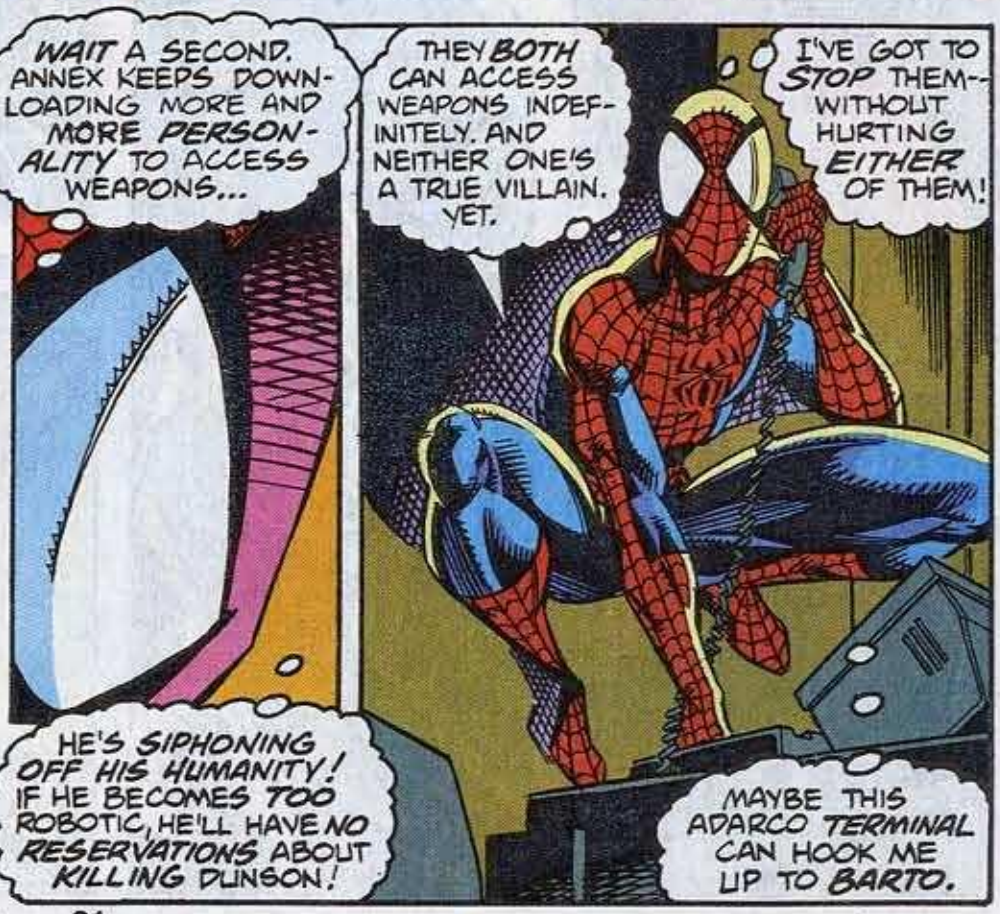
HOLEE--!! SCRATCH ANOTHER WALL! IT'S DEJA VU ALL OVER AGAIN!
THROOOOMM

STAY BACK! EVERYBODY JUST STAY BACK!
P-SPIDER-MAN!
I KNEW IT! I KNEW IT! IF THERE'S DESTRUCTION, SPIDER-MAN'S ALWAYS INVOLVED.
THWAP
SCHEMA MODE!
ACTIVATE!
YOUR DOWNLOADING CAPABILITIES ARE FUNCTIONING! ACCESS THE 'DUNSON, DAVID' FILE OR I'LL HAVE TO DESTROY YOU!

STOP IT! YOUR POP GUN'S NO MATCH FOR ANNEX!
SPIDER-MAN! YOU COSTUMED FOOL, I INVENTED... ANNEX, AS YOU CALL HIM. MY CEREBRAL ACCESS HELMET CAN PULL THE SAME WEAPONS FILES THROUGH THE B.R.E.W. AS HE CAN!


I CAN CONTINUALLY REPLENISH MY ARSENAL AS WELL! NOW, DOWNLOAD MY SON'S MEMORIES -- IMMEDIATELY!

DR. BARTO'S BLOCKED DAVEY'S FILE...
YOU-CANNOT-BRING-HIM-BACK-NOW!
EVEN-IF-YOU-HAD-SUCCEEDED-THE-SUBJECT-WOULD-HAVE-ONLY-BEEN-A-FACSIMILE-OF-YOUR-SON.
CAN'T? BLOCKED? SHUT-UP! SHUT-UP!


WAIT A SECOND. ANNEX KEEPS DOWNLOADING MORE AND MORE PERSONALITY TO ACCESS WEAPONS...
THEY BOTH CAN ACCESS WEAPONS INDEFINITELY. AND NEITHER ONE'S A TRUE VILLAIN. YET.
I'VE GOT TO STOP THEM-- WITHOUT HURTING EITHER OF THEM!
HE'S SIPHONING OFF HIS HUMANITY! IF HE BECOMES TOO ROBOTIC, HE'LL HAVE NO RESERVATIONS ABOUT KILLING DUNSON!
MAYBE THIS ADARCO TERMINAL CAN HOOK ME UP TO BARTO.

SPIDER-MAN! ONE OF THEM HAS PUT UP A SCHEMATIC FORCE GRID OVER THE B.R.C.W. I CAN'T SHUT IT DOWN!

AND... WHAT? YES! YES! THAT WOULD WORK! BUT THE COMPUTER'S GENERATOR IS ALMOST BURNED OUT. I NEED MORE ELECTRAL POWER TO DO WHAT YOU SUGGEST.

AND, MOMENTS, LATER, ON THE OTHER SIDE OF THE BUILDING...

THERE! THAT LOOKS LIKE IT!

RKKKKKZ

ZZZAP

IF BARTO WAS RIGHT, THIS ELECTRICAL CABLE WILL FEED THE SYSTEM ALL THE JUICE THE GOOD DOC NEEDS-- IF I INSERT IT RIGHT ABOUT...

HERE! YES!

NOW I HAVE TO FIND MY WAY BACK WHILE BARTO DOES HIS THING!

HE DID IT! I'M BACK ON LINE. NOW I'LL DOWNLOAD DAVID DUNSON'S DATA...

...WITHOUT UP-LOADING ALEX'S. HE'LL STILL BE ALEX, BUT HE'LL KNOW EVERY-THING DUNSON'S SON EVER DID!

ARRAAAGGHH!

ACCESSING, ACCESSING, ACCESSING, ACCESSING, ACCESSING, ACCESSING

D-DAD? WHY ARE YOU DOING THIS? YOU COULD HAVE DONE SO MUCH GOOD. YOUR GRIEF HAS CORRUPTED YOU.

DAVEY--!? NO...NO YOU WOULDN'T TURN AGAINST ME! YOU WOULDN'T CALL ME CORRUPT...

YOU'RE NOT DAVEY! YOU'RE NNOOOTTT!!

KKKKRRRRKKARRR

I COULD HAVE PROTECTED MYSELF-- BUT HE BLASTED THE COMPUTER TERMINAL JUST AS HE ACCESSED THAT WEAPONS FILE!

HIS MIND IS DOWNLOADING MILLIONS OF BYTES OF GIBBERISH! HIS BRAIN IS SHORT CIRCUITING!

KA-WHAMM!

OUR PLAN MUST'VE WORKED! BUT I DIDN'T THINK SEEING HIS "SON"...

ARRAGGHH!

...WAS GONNA PUSH HIM OVER THE EDGE! GOTTA GET HIM CLEAR!

SOON...

THAT'S THE LAST OF THEM, SPIDER-MAN. EVERYONE'S OUT EXCEPT THE FIRE OFFICIALS.

EXCELLENT, ANNEX. GOOD WORK

UHN...? DDDLL...?

IT'S ALL SPIDER-MAN'S FAULT--AND MY EDITORIAL TOMORROW WILL SAY SO!

SORRY, MR. JAMESON, BUT OUR OWN INTERNAL SECURITY TEAM SAW THE WHOLE THING DIFFERENTLY... MR. DUNSON BROUGHT IT ALL ON HIMSELF!

SOME DAYS LATER...

THANKS FOR YOUR HELP, SPIDER-MAN. THERE'S NO RECORD OF THIS PROJECT IN ADARCO'S SURVIVING COMPUTER RECORDS... AND I MANAGED TO DOWNLOAD ALL RELEVANT SOFTWARE BEFORE THE SYSTEM CRASHED...

WE'D APPRECIATE YOU KEEPING QUIET ABOUT US... WE HAVE MORE WORK TO DO AND YOU'RE THE ONLY ONE WHO KNOWS THE WHOLE STORY...

YOU GOT IT, ALEX... DR. BARTO. MY LIPS ARE WEBBED SHUT.

PETER...?

MARY JANE! YOU SHOULDN'T BE UP HERE.

I...I DIDN'T WANT TO WAIT AT HOME AND HAVE YOU NOT SHOW UP 'TIL LATE...

M.J. ... I--

NOW LISTEN. I WANT TO APOLOGIZE. YOU DID THE RIGHT THING. YOU DID A LOT OF GOOD AND SAVED A LOT OF PEOPLE FROM BEING HURT. I... I'M PROUD OF YOU.

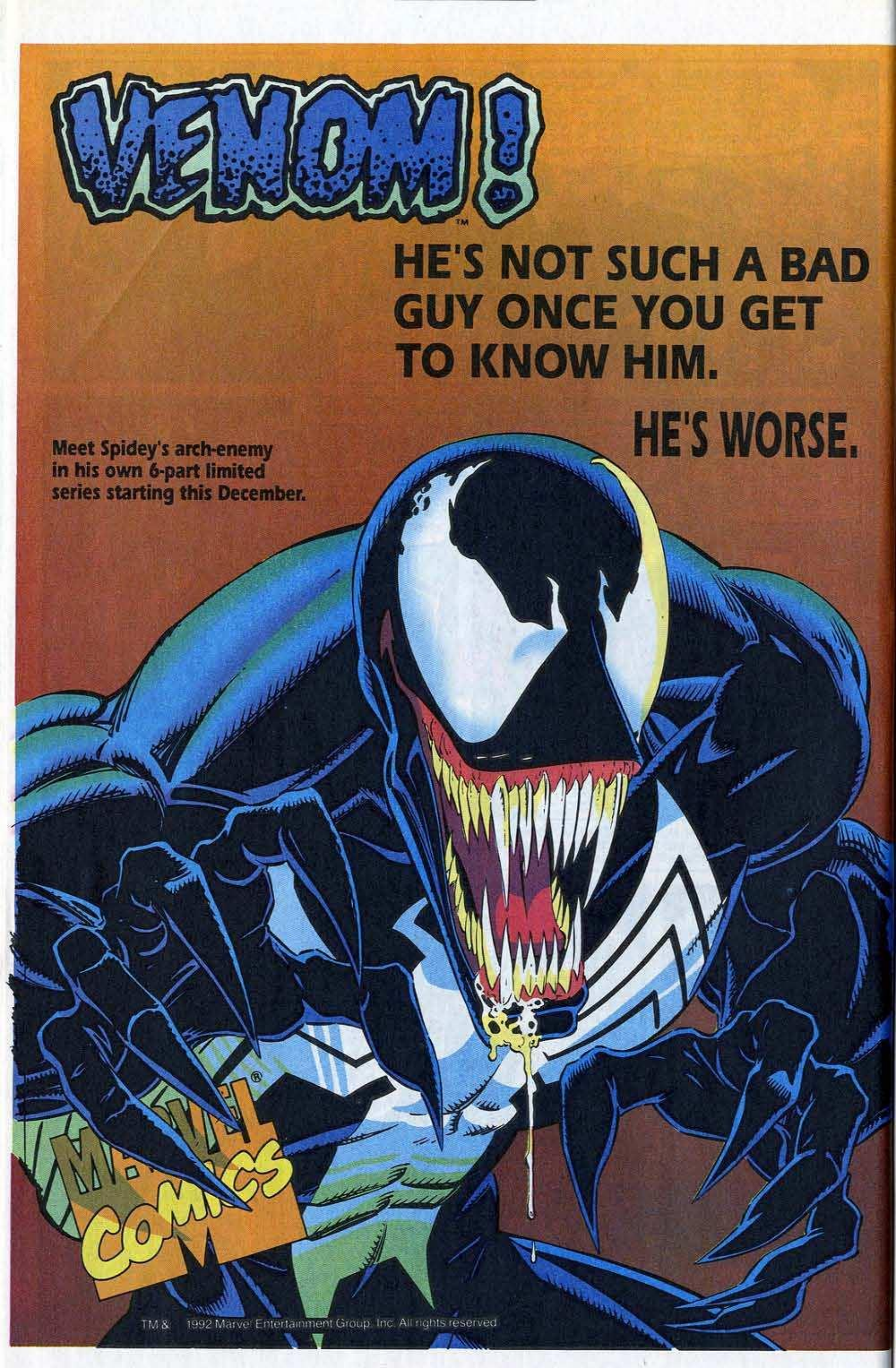
IT'S JUST THAT SOMETIMES I THINK YOU TAKE ON TOO MUCH OF THE LOAD.

YEAH, WELL, MAYBE YOU'RE RIGHT, TOO. BUT YOU KNOW I THINK THIS CITY'S GOING TO BE GETTING SOME MORE HELP SOON...

...BECAUSE I'M SURE WE HAVEN'T HEARD THE LAST FROM...

...ANNEX!

END.


VENOM!™
HE'S NOT SUCH A BAD GUY ONCE YOU GET TO KNOW HIM.
HE'S WORSE.
Meet Spidey's arch-enemy in his own 6-part limited series starting this December.
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A REMOTE SECTION OF LONG ISLAND.
THE HEADQUARTERS OF ROMULUS EXPORTS.
STAN LEE PRESENTS
SOLO & BLACK CAT
IN DEAD RECKONING
ERIC FEIN WRITER
SCOTT KOLINS PENCILER
BUD LaROSA INKER
STARKINGS LETTERER
JOHN KALISZ COLORIST
DANNY FINGEROTH EDITOR
TOM DeFALCO CHIEF
MY INFORMATION WAS CORRECT, SOMETHING STRANGE IS GOING ON HERE.
AND I'M GOING TO GET TO THE BOTTOM OF IT.
OR AT THE VERY LEAST, GET THE OBJECT I WAS HIRED TO OBTAIN.

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RUNNING WON'T DO YOU ANY GOOD!
BLAM BLAM
YOU HEAR THAT?! THERE'S TROUBLE ON THE ROOF!
YARGH!
SLASH
UGH!
CRUNCH
THAT WAS FUN. BUT I'D BETTER GET OUT OF HERE BEFORE --
-- HIS FRIENDS ARRIVE.
THERE SHE IS! TAKE HER DOWN!
Oh, BOY. I -- Huh?!

STAND BACK!

WHILE I LIVE, TERROR DIES!

BLAM BLAM BLAM

BLAM BLAM

NO! DON'T!

THE BARRAGE OF GUNFIRE IS DEAFENING. NO ONE IS SPARED SOLO'S WRATH.

AFTERWARDS, THE AIR HANGS HEAVY WITH CORDITE AND BLOOD.

MY GOD. YOU KILLED THEM ALL! ARE YOU INSANE?!

THEY WOULD HAVE DONE THE SAME TO YOU. I THINK YOU SHOULD LEAVE NOW.

NOT UNTIL I GET WHAT I CAME FOR.

SUCH SPIRIT. SHE REMINDS ME OF...

JUST DON'T GET IN MY WAY.

YOU'VE LET ME DOWN, LAWRENCE.
GASP!
YOU PROMISED YOUR MEN COULD HANDLE THE ASSIGNMENT. INSTEAD, TWO COSTUMED ADVENTURERS WIPED THEM OUT.
CHOKE
I DON'T LIKE FAILURES.
URK!
SNAP
NOW, IT IS TIME FOR THE REAL CARNAGE TO BEGIN.
IT WILL BE REFRESHING TO WASH MY HANDS WITH THE BLOOD OF MY ENEMY.

THE COMPUTER ROOM.
ROMULUS EXPORTS IS A FRONT FOR A NEW TERRORIST ORGANIZATION KNOWN AS ARES.
THEY'VE BEEN STEALING VALUABLE WORKS OF ART TO SELL OFF TO RAISE MONEY FOR THEIR OPERATIONS.
I'VE BEEN WATCHING THEM FOR SOME TIME, WAITING FOR THEIR CORE MEMBERS TO SURFACE.
I'VE FOUND YOUR PAINTING. IT'S IN THE SUB-BASEMENT WITH A SHIPMENT HEADED TO BERLIN.
YOU GO GET IT WHILE I FINISH DOWNLOADING THEIR FILES.
WHATEVER TURNS YOU ON, BIG GUY.
BUT AS FELICIA HARDY LEAVES THE ROOM...
...ANOTHER FIGURE TELEPORTS IN.
LONG TIME NO SEE, EH, OLD BUDDY?
DEATHSTORM!
I THOUGHT I KILLED YOU ONCE --
-- BUT IF I HAVE TO, I'LL KILL YOU AGAIN!
BLAM BLAM BLAM
THE SUB-BASEMENT.
ALL THESE CRATES. IT'S LIKE A SCENE FROM CITIZEN KANE.
SHE'S CUTE. TOO BAD I'VE GOT TO WASTE HER.

WHILE...
YOUR CONFIDENCE IS ILL ADVISED.
FLOOOM

THAT WAS CLOSE. HE'S USING SOME KIND OF ELECTRO-TENDRIL.
CRESH

HA! DID I SCARE YOU, SOLO?

YOU'VE ALWAYS SCARED ME. THAT'S OKAY. FEAR MAKES ME STRONGER!

UNGH!
WHAT ARE YOU DOING?
WHAM
JAMMING A HIGH EXPLOSIVE COMPOUND IN YOUR TENDRIL LAUNCHER.

SCARED?

NOOOO!
BOOM

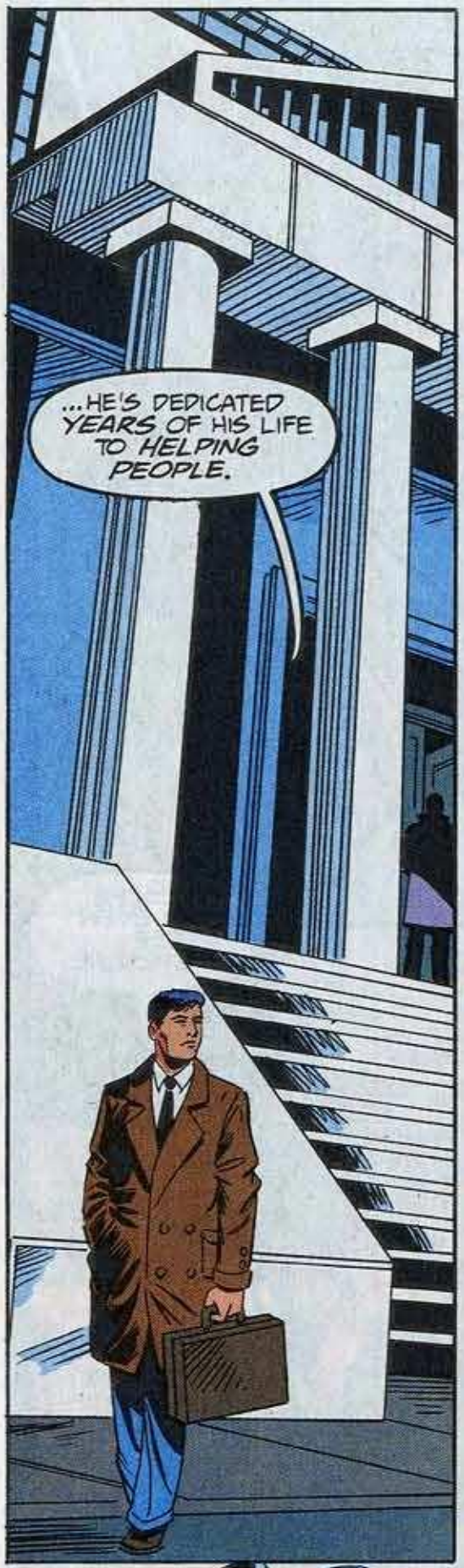
FINALLY! I'VE FOUND IT -- HMM...

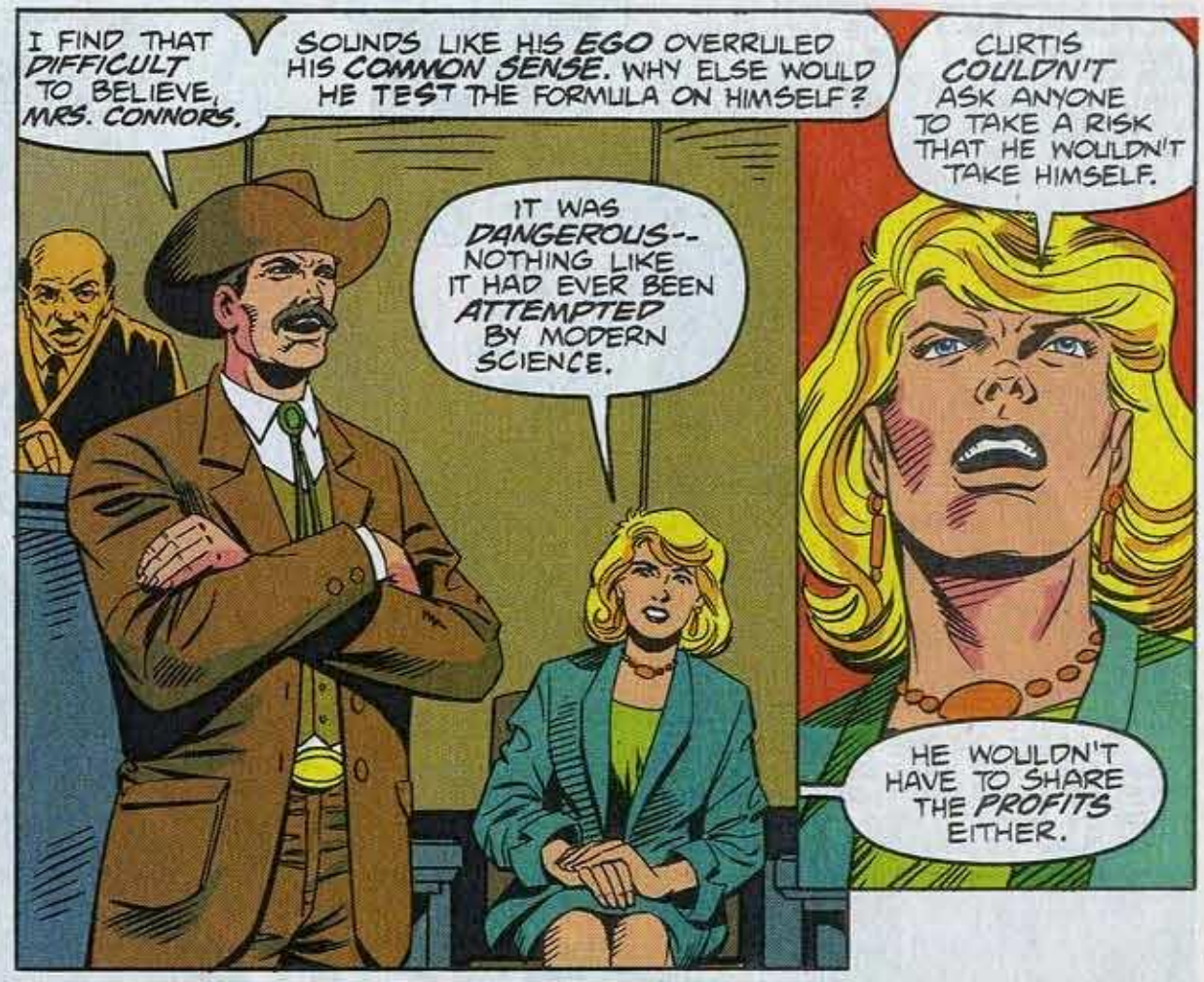
NICE TRY. BUT US CATS DONT LIKE BEING SNUCK UP ON.
WHAK
ARG!

I'M NOT EVEN GOING TO WASTE TIME QUESTIONING YOU. YOU WOULD ONLY LIE TO ME, ANYWAY.
SO I'M JUST GOING TO EMPTY MY CLIP INTO YOUR SKULL AND CALL IT A NIGHT.
--BUT I'M STILL STRONGER THAN YOU WHEN IT COMES TO TELEPORTING.
BLAM BLAM BLAM
FOOL, YOU MAY HAVE DESTROYED MY CYBERNETIC ARM --
WHAT HAPPENED HERE?
NOTHING THAT CONCERNS YOU. LEAVE!
NICE WORKING WITH YOU -- NOT!
HE STANDS AMIDST THE WRECKAGE OF THE BATTLE JUST FOUGHT, KNOWING IT IS NOT THE END.
BUT THE VERY VIOLENT BEGINNING OF A NEW WAVE OF TERRORISM, AND FOR THE FIRST TIME IN YEARS, SOLO SHUDDERS.
WATCH FOR FURTHER ADVENTURES OF SOLO AND THE BLACK CAT!

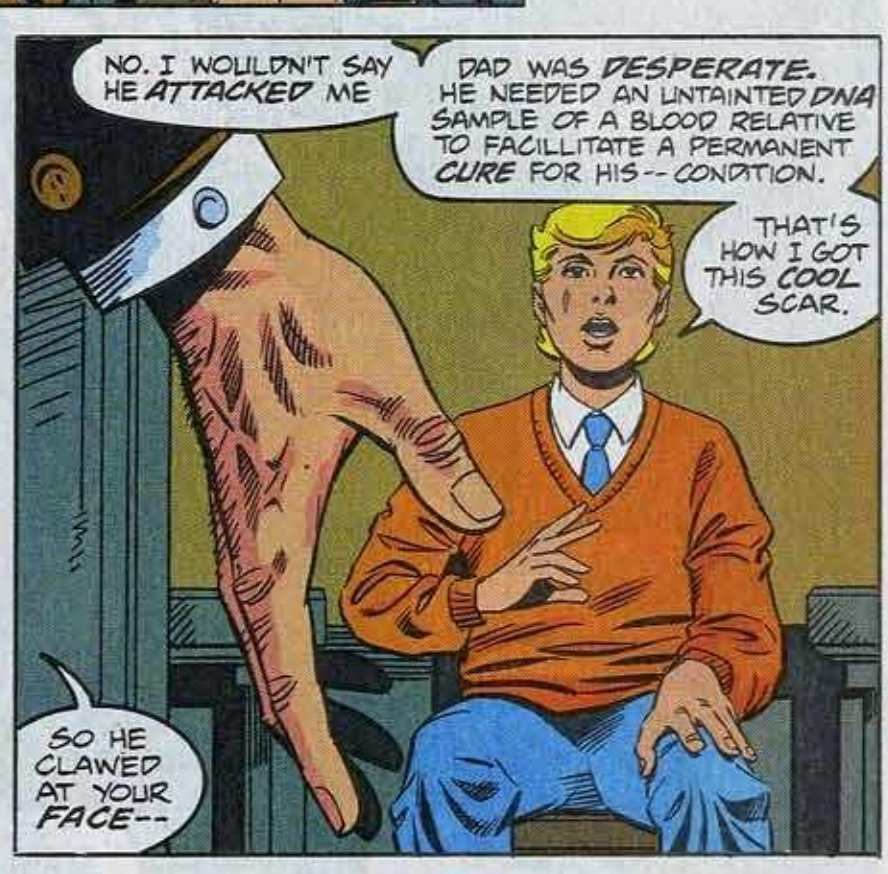
Stan Lee PRESENTS:
CURT CONNORS: THE Lizard
MANHATTAN CRIMINAL COURT. WHERE THE FATES OF MEN AND MONSTERS BOTH ARE DECIDED.
FOR PROSECUTER "COWBOY" DAVE HOPKINS, IT'S A CANDY STORE OF LEGAL FEES, LARGE CASH SETTLEMENTS, AND FRONT PAGE HEADLINES.
HE WINS CASES... LOTS OF CASES. THE SYSTEM'S BEEN GOOD TO HIM.
TODAY HE'S HERE TO PROVE ONCE AND FOR ALL THAT--
THE LIZARD MUST BE DESTROYED
MIKE LACKEY WRITER
AARON LOPRESTI PENCILER
ANDY MUSHYNSKY INKER
DAVE SHARPE LETTERER
RENEE WITTERSTAETTER COLORIST
DANNY FINGEROTH EDITOR
TOM DEFALCO CHIEF

YOUR HONOR, LADIES AND GENTLEMEN OF THE PRESS--WE ARE HERE TO DETERMINE THE FATES OF TWO PITIFUL CREATURES.
DR. CURTIS CONNORS AND HIS COLD BLOODED ALTER-EGO, THE LIZARD.
THE DEFENSE WOULD HAVE YOU BELIEVE THAT DR. CONNORS IS INNOCENT OF THE LIZARD'S CRIMES-- THAT HE WAS TRAPPED IN A REPTILIAN POWERHOUSE ONLY ABLE TO WATCH IN ANGUISH WHILE IT REPEATEDLY KILLED.
THEY'D TELL YOU THAT THE LIZARD PERSONA WAS "POSSESSED" BY THE SORCERESS KNOWN AS CALYPSO, THAT HE IS NOT RESPONSIBLE FOR THE ACTIONS OF THE BEAST WHO SHARES HIS BODY.
I'M INCLINED TO DISAGREE.
CONNORS FREELY ADMITS THAT, YEARS AGO, HE DRANK A SERUM OF HIS OWN CREATION WHICH HE CALLED THE BIO-REGENERATIVE FORMULA.
THE PURPOSE OF THIS SERUM WAS TO GENERATE THE GROWTH OF NEW LIMBS IN HANDICAPPED PERSONS, VIA A MIXTURE OF REPTILIAN AND HUMAN BLOOD.
WE ALL KNOW THE OUTCOME OF HIS EXPERIMENTS.
SOME WOULD PAINT A PICTURE OF CONNORS AS A NOBLE SCIENTIST-- A DEDICATED FATHER WITH HIS FAMILY'S BEST INTERESTS AT HEART. I SAY HIS MOTIVATION WAS HIS OWN PERSONAL GAIN!
SURE, HIS DISCOVERY WOULD HELP OUT THE LESS FORTUNATE. IT WOULD ALSO HELP HIS SADLY DEFLATED BANK ACCOUNT.
NO, DR. CONNORS DIDN'T INTEND TO BECOME THE LIZARD. BUT IN THE YEARS SINCE THE MONSTER'S BIRTH, HE'S MADE NO EFFORT TO PERMANENTLY HALT ITS RAMPAGES OR MAKE ANY RESTITUTION TO HIS VICTIMS.
CURT CONNORS IS THE LIZARD. HE'S RESPONSIBLE FOR ITS CRIMES!
IT'S NOT LIKE THAT. CURT IS A GOOD MAN--A LOVING FATHER...


...HE'S DEDICATED YEARS OF HIS LIFE TO HELPING PEOPLE.


I FIND THAT DIFFICULT TO BELIEVE, MRS. CONNORS.
SOUNDS LIKE HIS EGO OVERRULED HIS COMMON SENSE. WHY ELSE WOULD HE TEST THE FORMULA ON HIMSELF?
IT WAS DANGEROUS-- NOTHING LIKE IT HAD EVER BEEN ATTEMPTED BY MODERN SCIENCE.
CURTIS COULDN'T ASK ANYONE TO TAKE A RISK THAT HE WOULDN'T TAKE HIMSELF.
HE WOULDN'T HAVE TO SHARE THE PROFITS EITHER.

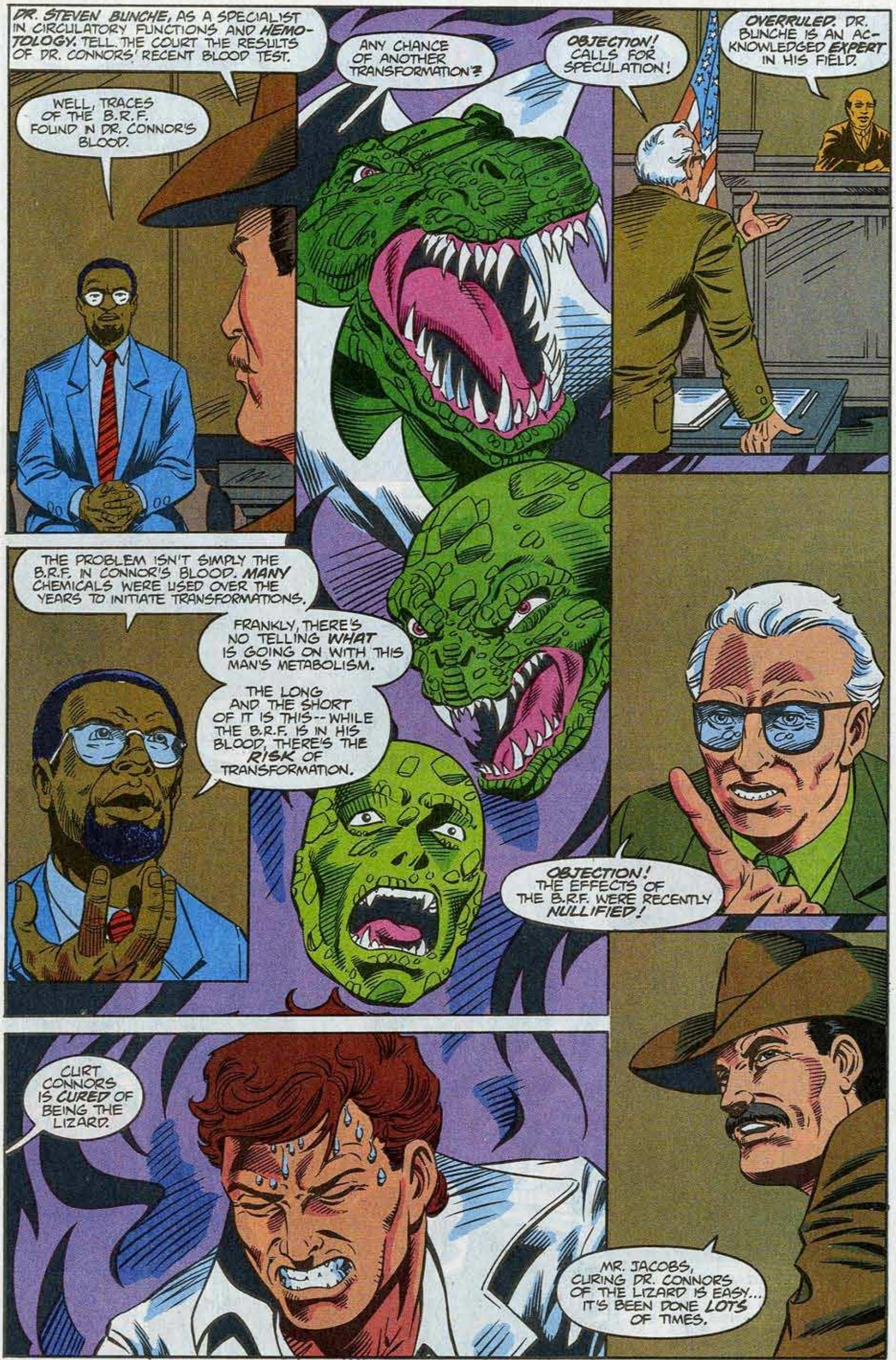
BILLY CONNORS-- DID THE LIZARD NOT ATTACK YOU ON YOUR LAST BIRTHDAY?


NO. I WOULDN'T SAY HE ATTACKED ME
DAD WAS DESPERATE. HE NEEDED AN UNTAINTED DNA SAMPLE OF A BLOOD RELATIVE TO FACILLITATE A PERMANENT CURE FOR HIS-- CONDITION.
THAT'S HOW I GOT THIS COOL SCAR.
SO HE CLAWED AT YOUR FACE--

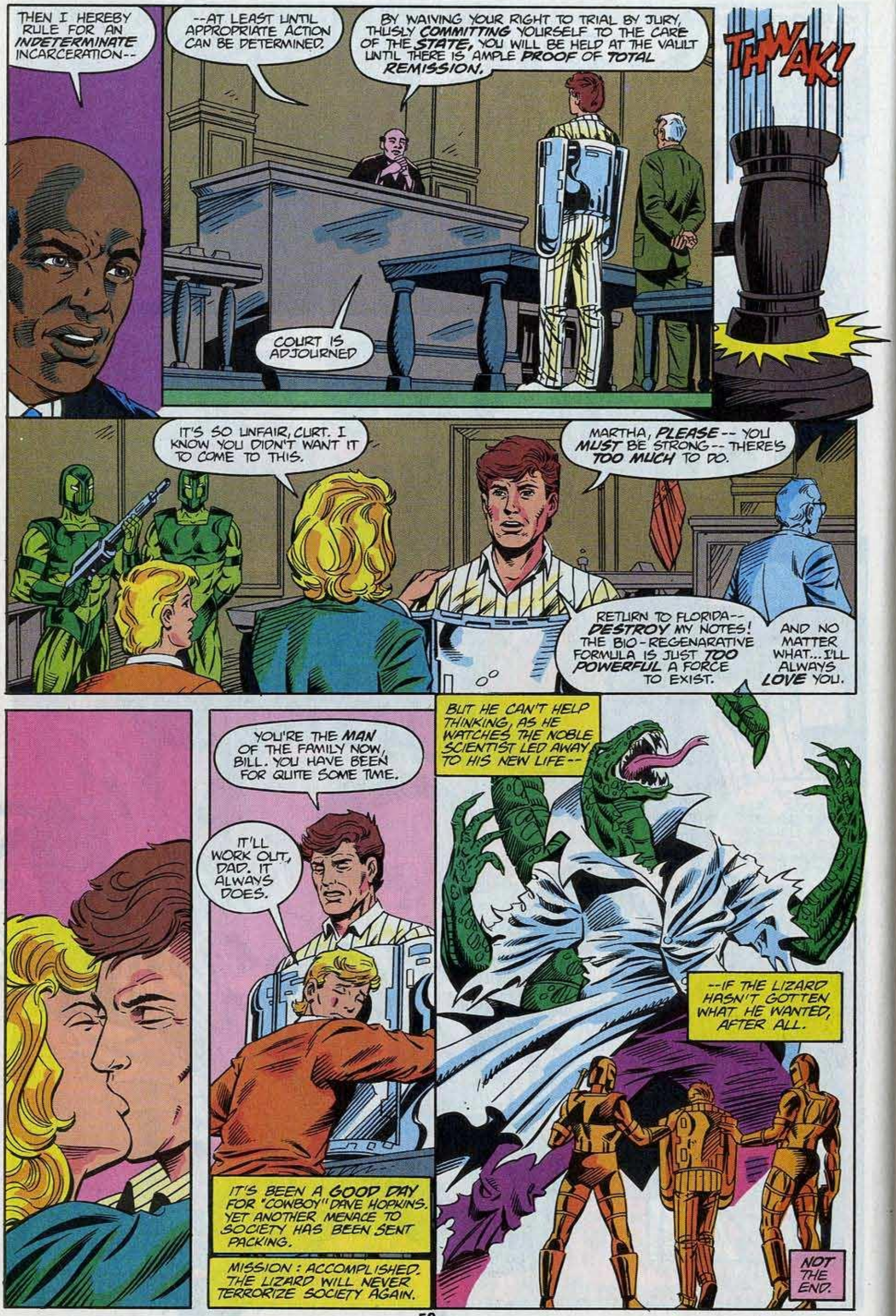
--AFTER UNLAWFULLY BREAKING INTO YOUR HOME DURING A PARTY WITH A DOZEN YOUNGSTERS IN THE HOUSE?!
IT'S A MIRACLE NO ONE WAS HURT.
IT WASN'T LIKE THAT! HE HAD NO INTEREST IN THE OTHERS!
BILL, LET'S ASSUME THAT YOUR FATHER IS CURED OF HIS... CONDITION, AS YOU SAY.
WHAT GUARANTEES ARE THERE THAT-- AS IN THE PAST-- HE WON'T SPROUT FANGS AND A TAIL AT THE DROP OF A HAT?

MR. PARKER, I'M BUDD JACOBS FOR THE DEFENSE. TELL US ABOUT YOUR RELATIONSHIP WITH THE CONNOR'S FAMILY?
I'VE KNOWN THEM FOR YEARS -- ALMOST MY ENTIRE CAREER AS A FREELANCE PHOTOGRAPHER.
WHEN STEGRON, THE DINOSAUR MAN KIDNAPPED YOUNG BILLY, THE LIZARD RISKED LIFE AND LIMB TO SAVE HIM!
NOBODY FORCED HIM TO DO IT. HE DID IT BECAUSE DEEP DOWN -- HE KNEW IT WAS RIGHT.
I'LL GO ON THE RECORD AS SAYING THAT DR. CONNORS HAS NEVER HURT OR THREATENED HIS FAMILY. IN FACT, HE'S GONE OUT OF HIS WAY TO PROTECT THEM.
IN YOUR OPINION, DOES THE LIZARD UNDERSTAND THE CONCEPTS OF RIGHT AND WRONG?
YES. HE MAY EVEN FEEL REMORSE.
I GOT YOUR BOOK, "WEBS," RIGHT HERE, MR. PARKER. GOT QUITE A CAREER TAKING SNAPS OF SUPER HEROES, DON'T YOU?
YES.
THEN IT'S FAIR TO SAY THAT EVERY TIME THE LIZARD RUNS RAMPANT, THAT IT'S MONEY IN THE BANK FOR YOU, ISN'T IT?
THIS ISN'T ABOUT MONEY! I CARE FOR THESE PEOPLE!
MR. PARKER, YOUR ANSWER PLEASE.
YES.

THE DEFENSE CALLS THE NEXT WITNESS--
the AMAZING SPIDER-MAN
CALL ME WHENEVER YOU WANT--AS LONG AS IT'S NOT LATE FOR DINNER!
I OBJECT!
HOW DO WE KNOW THAT THIS IS THE REAL SPIDER-MAN?
LOOK AT HIM, MR. HOPKINS. HE WAS STICKING TO THE CEILING.
I'M SATISFIED WITH THE PRECEDENTS OF SUPER BEINGS TESTIFYING IN NEW YORK CRIMINAL COURT. SPIDER-MAN MAY PROCEED.
HEAR THAT, TEX? THE MAN'S ALL HEART.
MR. SPIDER-MAN AS OUR EXPERT WITNESS, WHY DO YOU FEEL THE LIZARD IS SO DANGEROUS?
IN A WORD, DAVE--PASSION.
THE LIZARD'S GOT STRONG TIES WITH THE CONNORS FAMILY. HE WANTS TO MAKE THINGS RIGHT BETWEEN THEM, BUT DOESN'T KNOW HOW.
WHEN TREATED WITH RESPECT--DIGNITY... AS AN INDIVIDUAL, NOT A MONSTER, THE LIZARD CAN BE REASONED WITH.
HEY--HE MIGHT BE GREEN AND UGLY, BUT THE GUY'S GOT FEELINGS, TOO!
MR. SPIDER-MAN--ARE YOU SAYING THE BEST WEAPON AGAINST THIS MONSTER--IS A HUG?
SAPPY AS IT SOUNDS... YES!

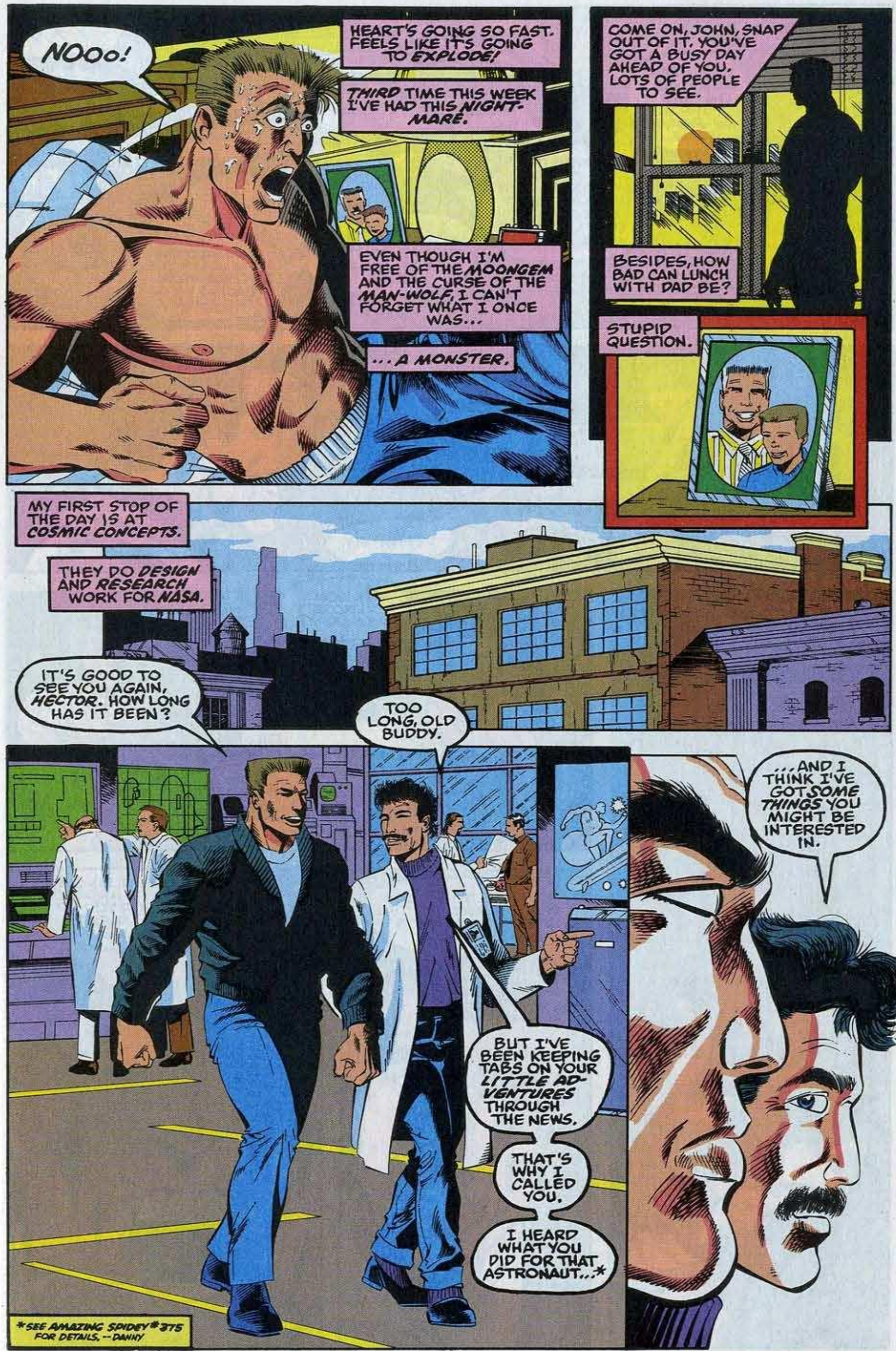

DR. STEVEN BUNCHE, AS A SPECIALIST IN CIRCULATORY FUNCTIONS AND HEMOTOLOGY, TELL THE COURT THE RESULTS OF DR. CONNORS' RECENT BLOOD TEST.
WELL, TRACES OF THE B.R.F. FOUND IN DR. CONNOR'S BLOOD.
ANY CHANCE OF ANOTHER TRANSFORMATION?
OBJECTION! CALLS FOR SPECULATION!
OVERRULED. DR. BUNCHE IS AN ACKNOWLEDGED EXPERT IN HIS FIELD.
THE PROBLEM ISN'T SIMPLY THE B.R.F. IN CONNOR'S BLOOD. MANY CHEMICALS WERE USED OVER THE YEARS TO INITIATE TRANSFORMATIONS.
FRANKLY, THERE'S NO TELLING WHAT IS GOING ON WITH THIS MAN'S METABOLISM.
THE LONG AND THE SHORT OF IT IS THIS--WHILE THE B.R.F. IS IN HIS BLOOD, THERE'S THE RISK OF TRANSFORMATION.
OBJECTION! THE EFFECTS OF THE B.R.F. WERE RECENTLY NULLIFIED!
CURT CONNORS IS CURED OF BEING THE LIZARD.
MR. JACOBS, CURING DR. CONNORS OF THE LIZARD IS EASY... IT'S BEEN DONE LOTS OF TIMES.

YOUR HONOR, I FEEL THAT IT'S TIME I ADDRESS THE COURT.
I THINK THAT I SHOULD BE INCARCERATED BECAUSE THE RISK OF TRANSFORMATION DOES STILL EXIST, HOWEVER SMALL.
AND, ALTHOUGH MY CONTROL OF THE LIZARD HAS BECOME MORE PRONOUNCED, IT'S BEEN PROVEN RELATIVELY EASY TO CIRCUMVENT MY INFLUENCE OVER THE BEAST.
AS A SCIENTIST DR. CONNORS, WHAT COURSE OF ACTION WOULD YOU RECOMMEND?
TEMPORARY INCARCERATION IN THE VAULT.*PERHAPS THERE I CAN PUT MY KNOWLEDGE OF BLOOD AILMENTS TO GOOD USE.
SET UP A LAB FOR ME--LET ME PAY MY DEBT TO SOCIETY BACK WITH MEANINGFUL WORK, NOT BANAL CONFINEMENT.
EVER SINCE THE LIZARD WAS BITTEN BY THE LIVING VAMPIRE, MORBIUS, HE'S GROWN EVER MORE CUNNING. SOCIETY SHOULDN'T HAVE TO FEAR HIS RAMPAGES.
*FEDERAL PRISON FOR SUPER VILLIANS. --DANNY
I DO NOT CONSIDER MYSELF GUILTY OF THE LIZARD'S CRIMES, BUT I AM RESPONSIBLE FOR THEM...
...AND THE BLOOD OF HIS VICTIMS WILL BE ON MY HANDS--FOREVER!


THEN I HEREBY RULE FOR AN INDETERMINATE INCARCERATION--
--AT LEAST UNTIL APPROPRIATE ACTION CAN BE DETERMINED.
BY WAIVING YOUR RIGHT TO TRIAL BY JURY, THUSLY COMMITTING YOURSELF TO THE CARE OF THE STATE, YOU WILL BE HELD AT THE VAULT UNTIL THERE IS AMPLE PROOF OF TOTAL REMISSION.
COURT IS ADJOURNED
THWAK!
IT'S SO UNFAIR, CURT. I KNOW YOU DIDN'T WANT IT TO COME TO THIS.
MARTHA, PLEASE -- YOU MUST BE STRONG -- THERE'S TOO MUCH TO DO.
RETURN TO FLORIDA-- DESTROY MY NOTES! THE BIO-REGENARATIVE FORMULA IS JUST TOO POWERFUL A FORCE TO EXIST.
AND NO MATTER WHAT... I'LL ALWAYS LOVE YOU.
YOU'RE THE MAN OF THE FAMILY NOW, BILL. YOU HAVE BEEN FOR QUITE SOME TIME.
IT'LL WORK OUT, DAD. IT ALWAYS DOES.
IT'S BEEN A GOOD DAY FOR "COWBOY" DAVE HOPKINS. YET ANOTHER MENACE TO SOCIETY HAS BEEN SENT PACKING.
MISSION: ACCOMPLISHED. THE LIZARD WILL NEVER TERRORIZE SOCIETY AGAIN.
BUT HE CAN'T HELP THINKING, AS HE WATCHES THE NOBLE SCIENTIST LED AWAY TO HIS NEW LIFE--
--IF THE LIZARD HASN'T GOTTEN WHAT HE WANTED, AFTER ALL.
NOT THE END.

THE CHASE IS WINDING DOWN. IT'S BEEN FUN. BUT NOW, IT'S TIME FOR THE KILL.
I CAN SMELL THE FEAR--
--TASTE THE BLOOD--
--IT IS SWEET.
MINGUS
weird nightmare
READ THE BUGLE
STAN LEE presents:
JOHN JAMESON IN...
"Estrangements AND Reunions"
ERIC FEIN WRITER
LARRY ALEXANDER PENCILER
BUD LAROSA INKER
JOE ROSEN LETTERER
ROB TOKAR COLORIST
DANNY FINGEROTH EDITOR
TOM DEFALCO EDITOR IN CHIEF

I'VE WAITED A LONG TIME--MARSHALLING MY COURAGE.
YES, FATHER, I'VE DREAMED OF THIS NIGHT, PLAYING IT OVER AND OVER IN MY HEAD--
--ENJOYING IT.
NO! NOT WHEN I'M SO CLOSE.
ALMOST FREE.
YOU DO IT TO ME AGAIN.
TAKE CHARGE.
SHOW ME UP.
FINE.
IT ENDS TONIGHT.
ONE OF US WILL SLAY THE OTHER!


NOOo!
HEART'S GOING SO FAST. FEELS LIKE IT'S GOING TO EXPLODE!
THIRD TIME THIS WEEK I'VE HAD THIS NIGHT-MARE.
EVEN THOUGH I'M FREE OF THE MOONGEM AND THE CURSE OF THE MAN-WOLF, I CAN'T FORGET WHAT I ONCE WAS...
...A MONSTER.
COME ON, JOHN, SNAP OUT OF IT. YOU'VE GOT A BUSY DAY AHEAD OF YOU. LOTS OF PEOPLE TO SEE.
BESIDES, HOW BAD CAN LUNCH WITH DAD BE?
STUPID QUESTION.
MY FIRST STOP OF THE DAY IS AT COSMIC CONCEPTS.
THEY DO DESIGN AND RESEARCH WORK FOR NASA.
IT'S GOOD TO SEE YOU AGAIN, HECTOR. HOW LONG HAS IT BEEN?
TOO LONG, OLD BUDDY.
...AND I THINK I'VE GOT SOME THINGS YOU MIGHT BE INTERESTED IN.
BUT I'VE BEEN KEEPING TABS ON YOUR LITTLE AD-VENTURES THROUGH THE NEWS.
THAT'S WHY I CALLED YOU.
I HEARD WHAT YOU DID FOR THAT ASTRONAUT...*
*SEE AMAZING SPIDEY #375 FOR DETAILS. --DANNY

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NOW JUST A MINUTE. THAT'S NOT TRUE AT ALL--
IT DOESN'T MATTER. THAT'S THE WAY IT FEELS.
AND JONAH JAMESON, GREAT AMERICAN NEWSPAPER PUBLISHER, ISN'T CONCERNED WITH FEELINGS.
WAIT. COME BACK. WE'RE NOT FINISHED.
OH, YES WE ARE!
I'M A REAL PARAGON OF MATURITY.
WHEN THINGS START TO GET TOO HEAVY, I SPLIT.
I HOPE MY APPOINTMENT WITH MANUEL ROURKE GOES BETTER.
I'M SO GLAD YOU COULD COME, MR. JAMESON.
I BELIEVE THAT ONLY SOMEONE LIKE YOU CAN HELP ME.
WHAT'S THE PROBLEM?
MY SON, SAMSON, IS MISSING.
HE WAS A GENETICS RESEARCHER. A FEW WEEKS AGO HE WAS INVOLVED IN A HORRIBLE LAB ACCIDENT.
IT CHANGED HIM. I TRIED TO HELP, BUT HE BECAME MORE AND MORE DESPONDENT. FINALLY, HE RAN AWAY.
I WANT MY BOY BACK, MR. JAMESON. WILL YOU HELP ME?
YES.

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FWHOOOM
THE WARNING SHOT GETS THEIR ATTENTION--LETS THEM KNOW I MEAN BUSINESS.
WHAT THEY DON'T KNOW IS THAT I WOULD NEVER TURN THE BLASTER ON THEM FULL FORCE--!
I'M NOT A KILLER.

UH, SEEYA, SAMSON.
YOU ATTACKED MY FRIENDS. I KILL YOU FOR THAT!
EASY, PAL, I'M HERE TO HELP. YOUR DAD IS WORRIED ABOUT YOU.

DON'T TALK TO ME ABOUT HIM. HE'S ALWAYS MESSING IN MY LIFE.
THAT WAS TOO CLOSE.

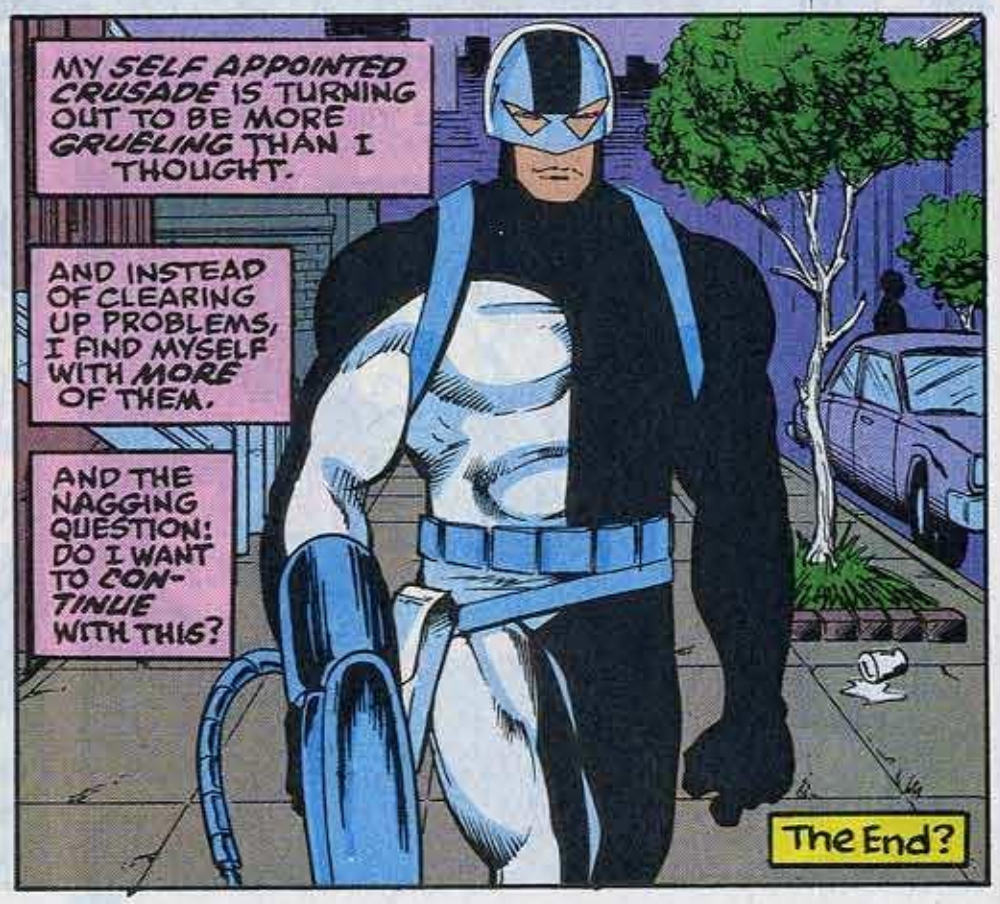
RIIIP
I HOPE HECTOR HAS A WARRANTY FOR THAT.

I'M GOING TO TWIST YOUR HEAD OFF.
YOU TELL HIM, BIG GUY.
YOU'RE ÷GASP÷ MAKING A ÷CHOKE÷ MISTAKE.

NO, THE MISTAKE WAS YOURS FOR COMING HERE-- ÷UNGH!÷
CRACK
I DIDN'T WANT TO DO THAT, BUT YOU LEFT ME NO CHOICE.

GOT TO TAKE HIM DOWN, FAST, BEFORE HE CAN GET HIS *SECOND WIND.*

WHACK



MAXIMUM CARNAGE

COVER GALLERY

Get ready for the biggest, baddest, most exciting Spidey Crossover of all time! In just a few short weeks, *Maximum Carnage*, a 14 part story crossing over all five Spidey titles begins at breakneck pace in the premier issue of SPIDER-MAN UNLIMITED which is by Tom DeFalco, Ron Lim and Jim Sanders III! On the next few pages you'll be treated to a sneak peak at some of the cool covers from the hottest series of 1993!

Part Two is by Terry Kavanagh and Alex Saviuk , and appears in WEB OF SPIDER-MAN #101!

AMAZING SPIDER-MAN #378 is the third installment, by David Michelinie, Mark Bagley and Randy Emberlin!

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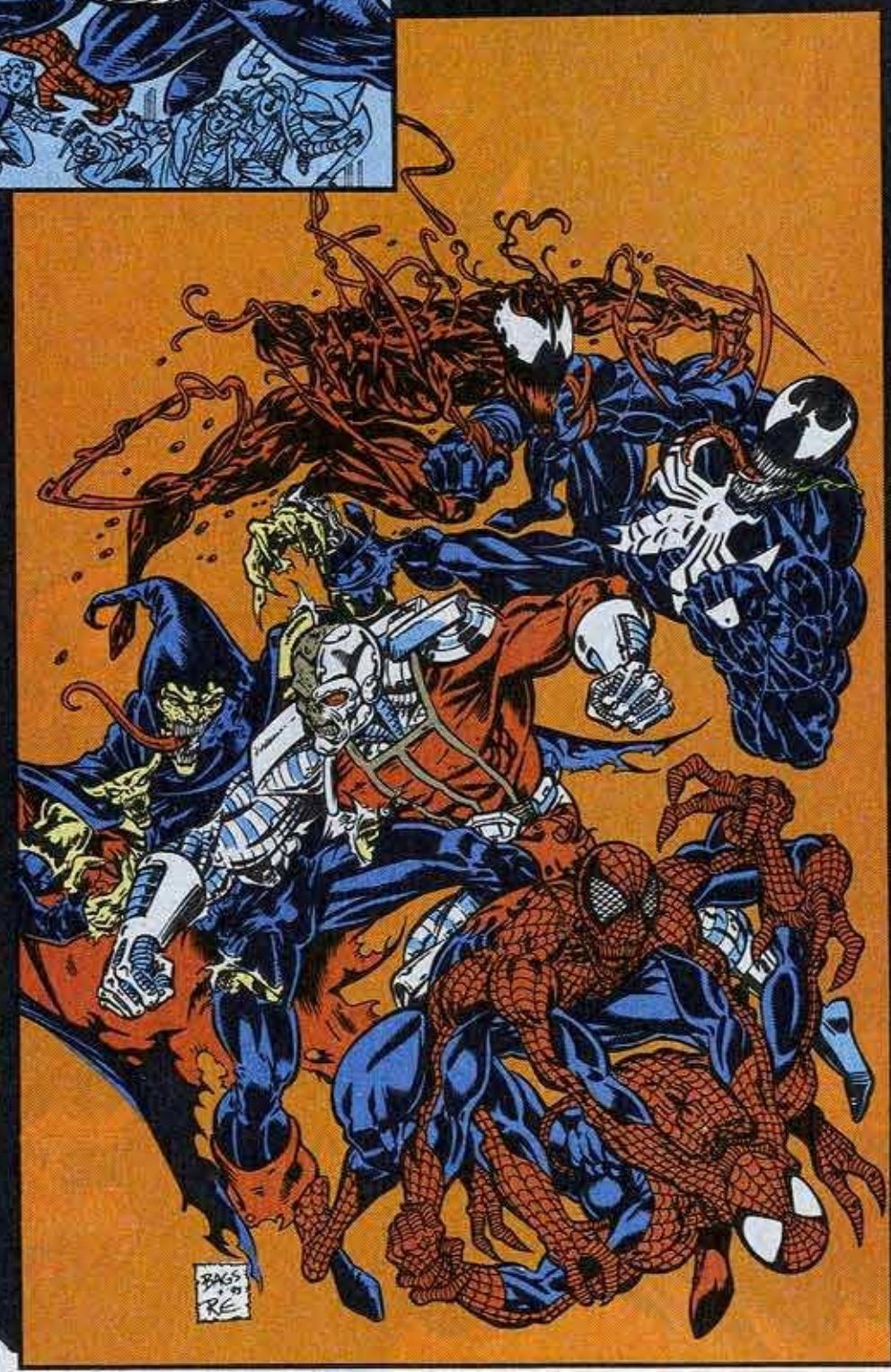
Part four appears in SPIDER-MAN #35, by David Michelinie, Tom Lyle and Scott Hanna.

J.M. DeMatteis and Sal Buscema bring you part five in SPECTACULAR SPIDER-MAN #201.

Things get hairy in chapter six, to be found in WEB OF SPIDER-MAN #102, by Kavanagh and Saviuk.



More action and mayhem can be found in AMAZING SPIDER-MAN #379, by Michelinie, Bagley, and Emberlin.

Chapter eight of Maximum Carnage is a blast! SPIDER-MAN #36 is brought to you by Terry Kavanagh and Tom Lyle.

Rounding out our Cover Gallery is the cover to SPECTACULAR SPIDER-MAN #202. Part nine is by DeMatteis and Buscema. Now, although we only had room for our first nine masterpieces, don't forget to check out all fourteen parts of the wildest Spidey epic of all time. You can't say we didn't warn you!

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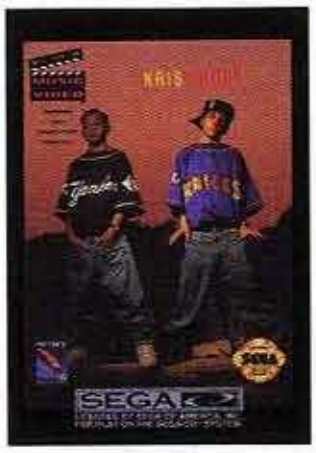

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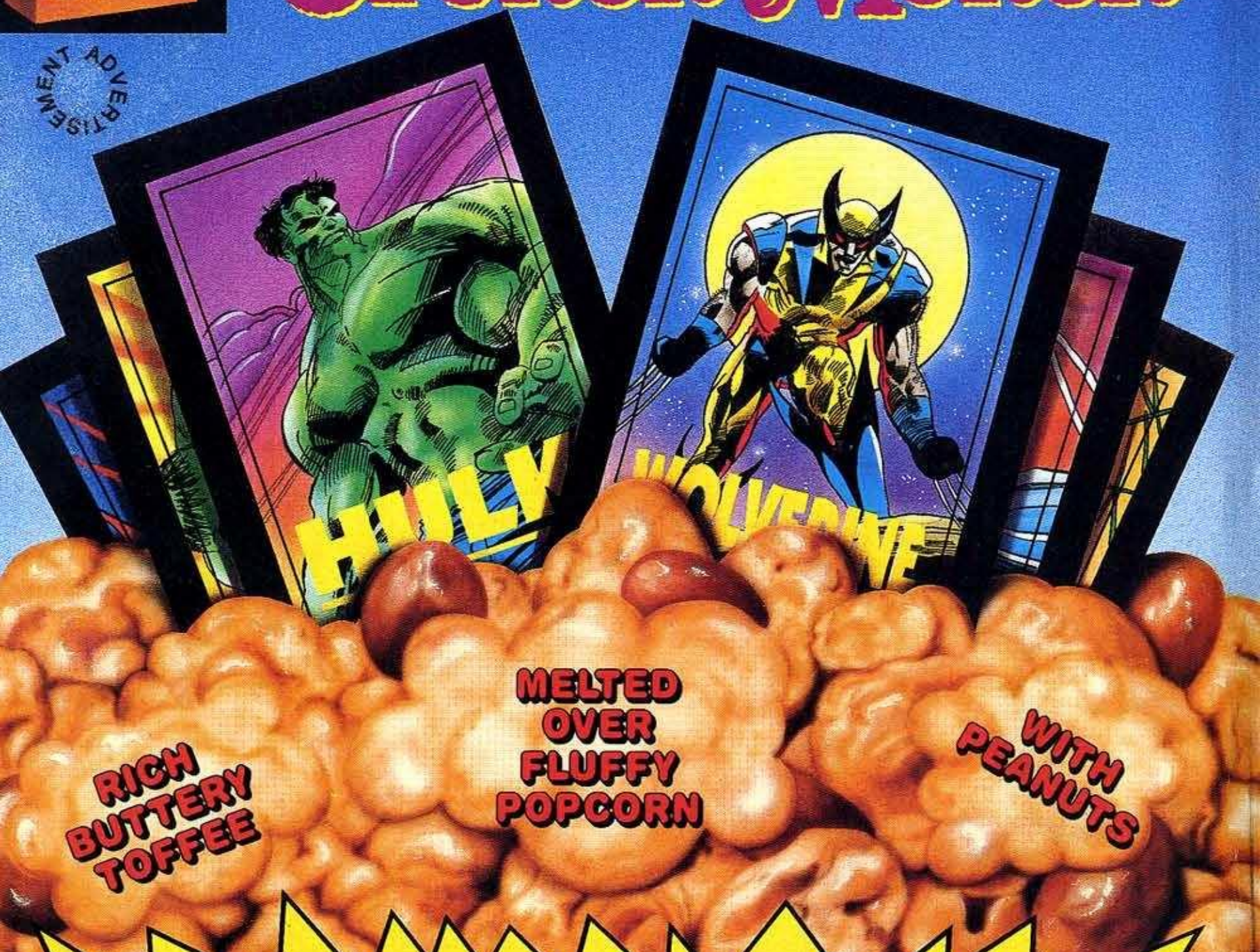

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