



# GROWING PAINS

BRIAN MICHAEL BENDIS AND BILL JEMAS  
STORY

BRIAN MICHAEL BENDIS  
SCRIPT

MARK BAGLEY  
PENCILS

ART THIBERT  
INKS

# KRAK



RS AND COMICRAFT'S  
TROY PETERI  
LETTERS

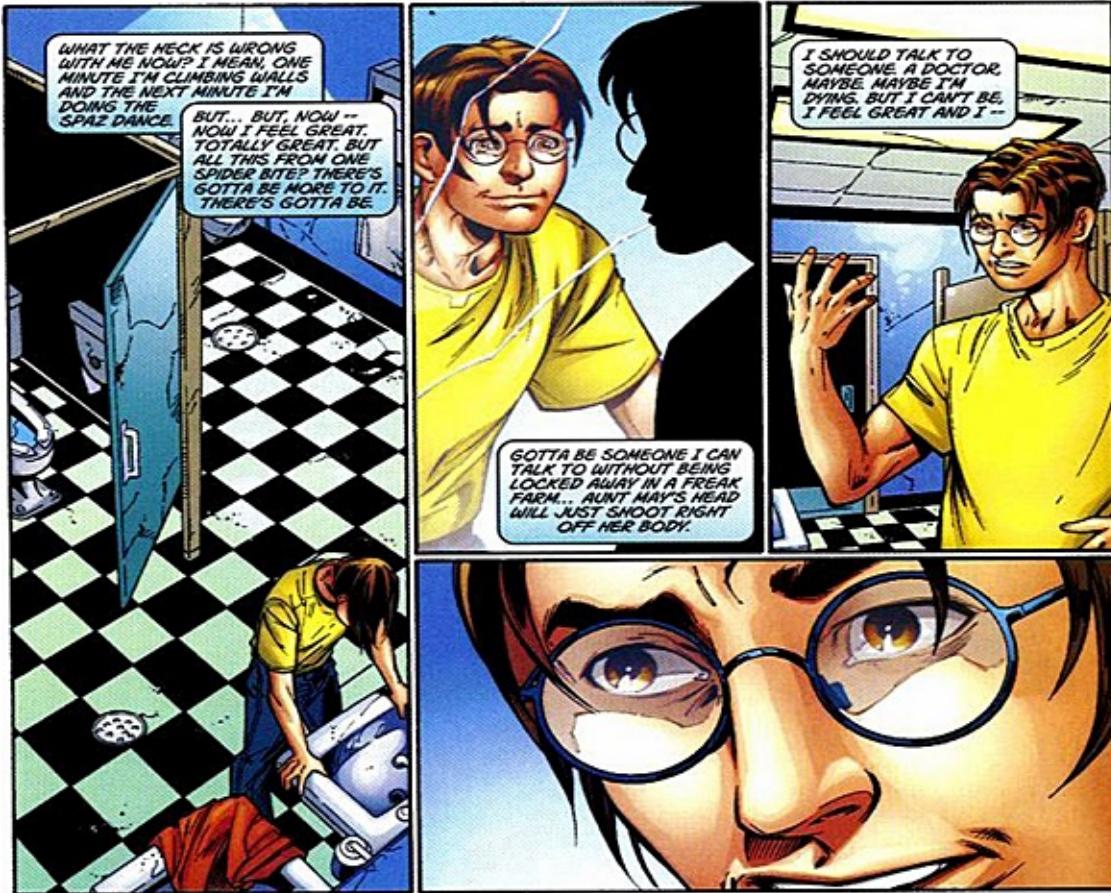
STEVE BUCELLATO  
COLORS

RALPH MACCHIO  
EDITOR

BOB HARRAS  
EDITOR IN CHIEF

ULTIMATE SPIDER-MAN VOL. 1, No. 2, December, 2000. Published by MARVEL COMICS. Six issues per year. Copyright © 2000 Marvel Characters, Inc. All rights reserved. \$3.50 per copy in the U.S. and \$3.75 in Canada. GST #R171032862. No similarity between any of the characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers. It is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. ULTIMATE SPIDER-MAN (including all prominent characters) and the MARVEL logo are registered trademarks and service marks of MARVEL CHARACTERS, INC. Printed in the U.S.A. MARVEL COMICS is a division of MARVEL ENTERPRISES, INC. Peter Cuneo, Chief Executive Officer; Avi Arad, Chief Creative Officer.





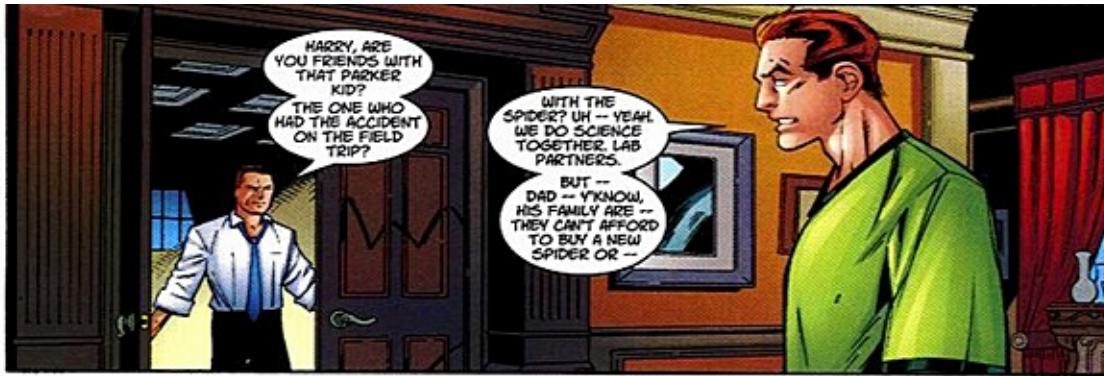






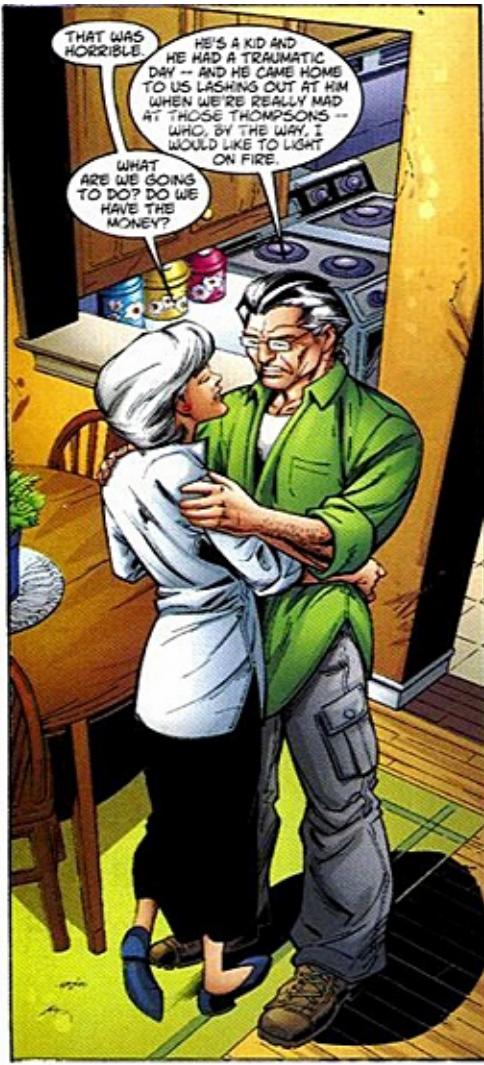


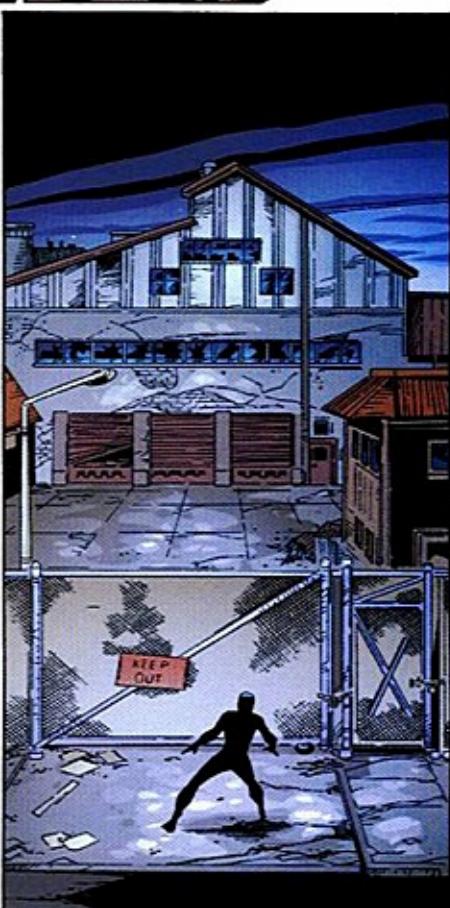
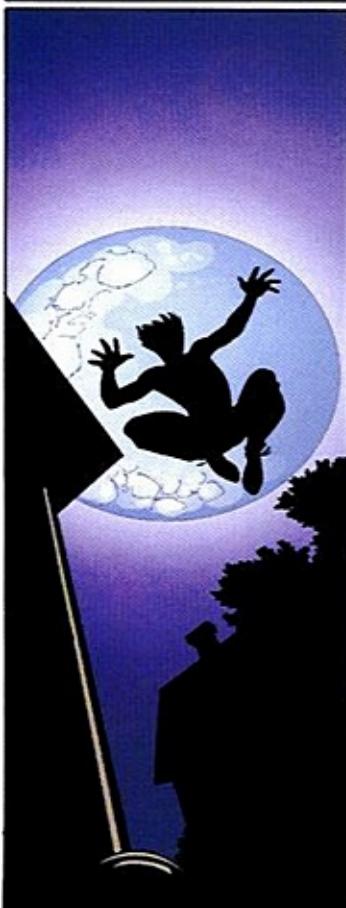


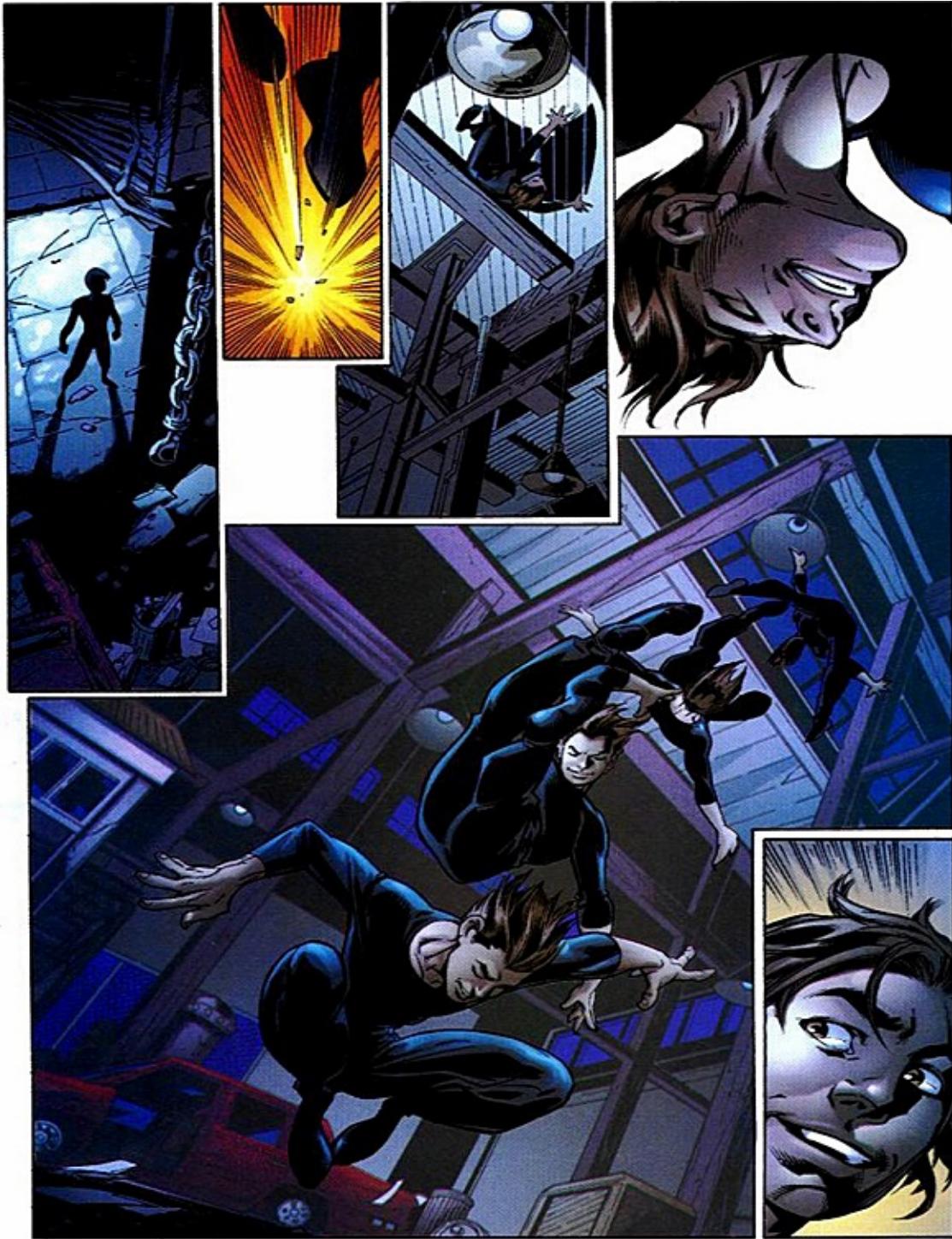






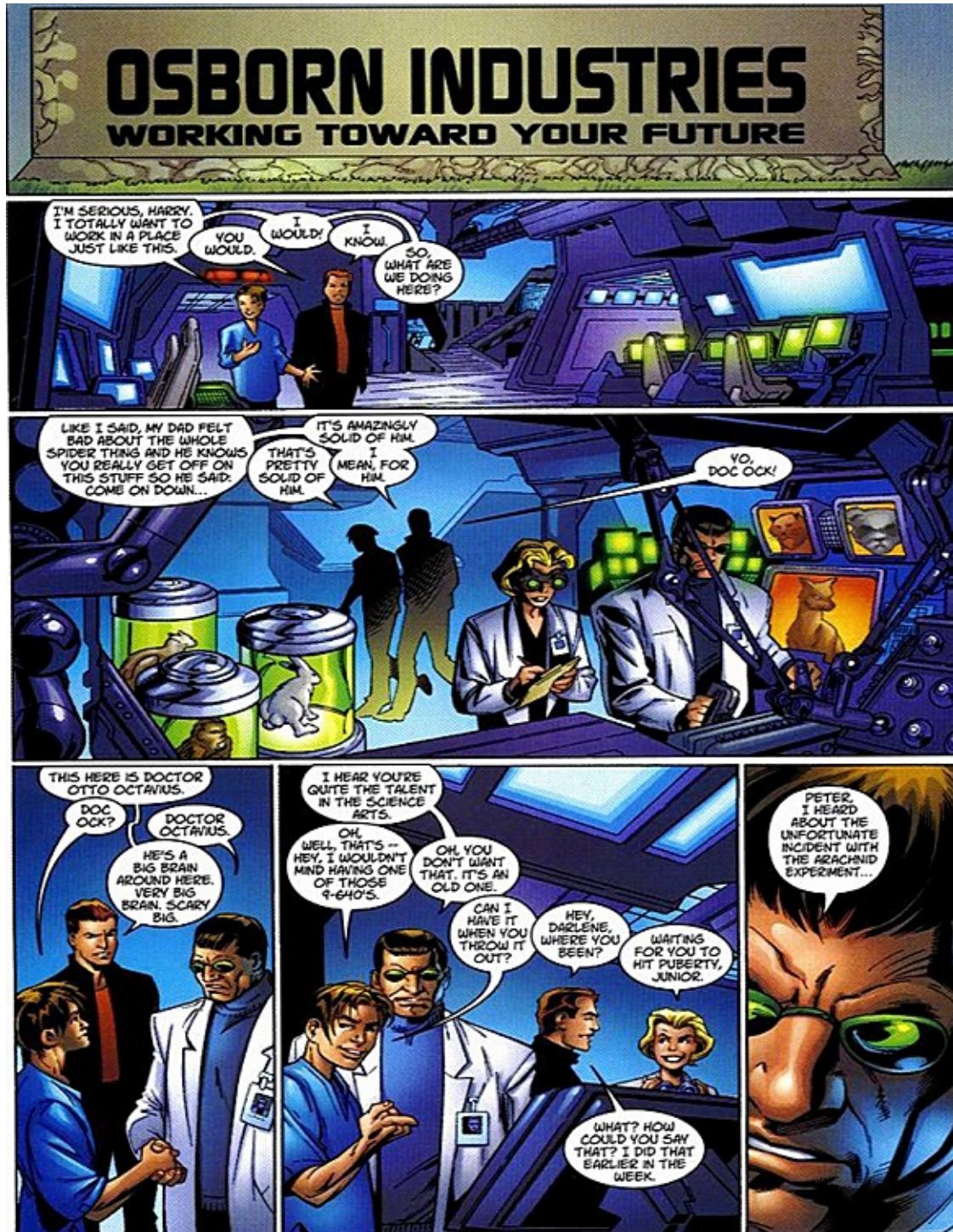




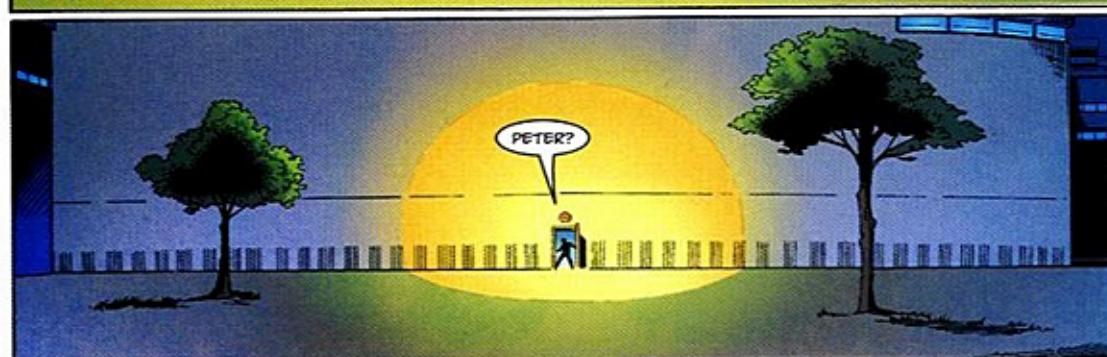
















NO. HIS PARENTS — THE SCHOOL. TOO MANY PEOPLE TO PUT TWO AND TWO TOGETHER. AN AUTOPSY TO DEAL WITH. THERE'S A TRAIL. IT'S NOT A SMART MOVE NOW.



**TO BE  
CONTINUED**



# **Table of Contents**

[Page 1](#)  
[Page 2](#)  
[Page 3](#)  
[Page 4](#)  
[Page 5](#)  
[Page 6](#)  
[Page 7](#)  
[Page 8](#)  
[Page 9](#)  
[Page 10](#)  
[Page 11](#)  
[Page 12](#)  
[Page 13](#)  
[Page 14](#)  
[Page 15](#)  
[Page 16](#)  
[Page 17](#)  
[Page 18](#)  
[Page 19](#)  
[Page 20](#)  
[Page 21](#)  
[Page 22](#)  
[Page 23](#)