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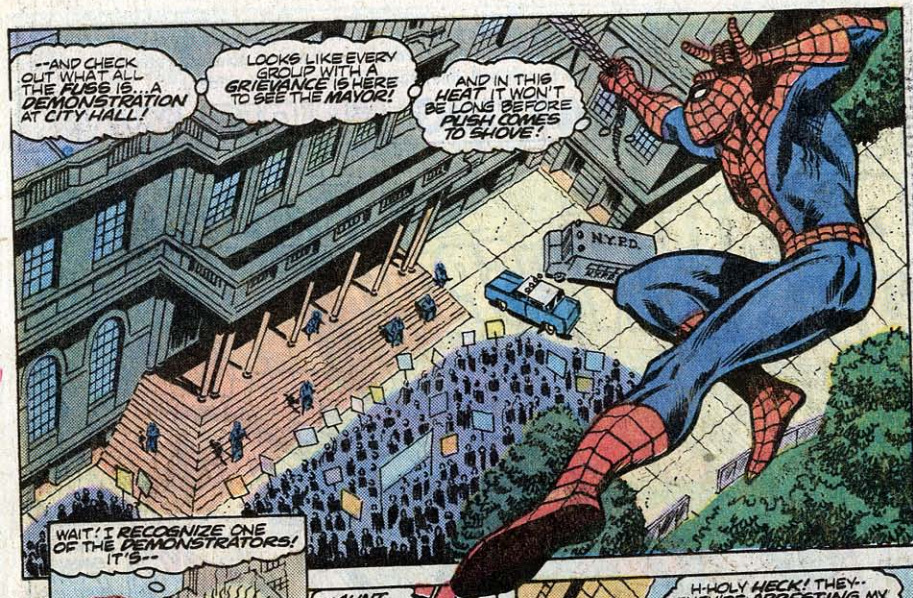
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Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

BILL MANTLO / DON PERLIN / JIM MOONEY / B. PATTERSON LETTERER / ARCHIE GOODWIN
WRITER / ARTIST / INKER / DON WARFIELD COLORIST / PLOT / EDITOR



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--AND CHECK OUT WHAT ALL THE FUSS IS-- A DEMONSTRATION AT CITY HALL!

LOOKS LIKE EVERY GROUP WITH A GRIEVANCE IS HERE TO SEE THE MAYOR!

AND IN THIS HEAT IT WON'T BE LONG BEFORE PUSH COMES TO SHOVE!

WAIT! I RECOGNIZE ONE OF THE DEMONSTRATORS! IT'S--

--AUNT MAY?!

FIGHT FOR SENIOR GREY PANTS

WHAP

MAY! WHAT ON EARTH--?

HEY, LADY! WHAT GIVES?

SHOW THEM THE SPIRIT OF A GREY PANTHER, MR. PARKER!

BUT--BUT SOMEBODY PUSHED ME AND I JUST... TRIPPED!



H-HOLY HECK! THEY-- THEY'RE ARRESTING MY AUNT MAY!

LET ME GO, YOU YOUNG BULLIES!

TELL IT TO THE JUDGE, GRANDMA!

HE GETS PAID TO HEAR IT!

POLICE TACTICAL FORCE

CHARLEY-- GET THAT SIGN AWAY FROM HER, WILL YA?



THOSE COPS AREN'T TRYING TO HURT HER-- BUT HER HEART... IF SHE GETS OVEREXCITED--!

I'VE GOT TO--!



NOPE!

NEIN!

NYET!

HOLD IT, WEBHEAD!



IT'S NOT GOING TO HELP AUNT MAY IF NEW YORK'S MOST WANTED SUPER-HERO--

--JUMPS IN TO SAVE HER FROM A LEGAL ARREST!

IF I'M GOING TO HELP HER, IT'S GOTTA BE AS--



--PETER PARKER!--

THEY JUST DROVE AROUND THE BLOCK TO CRIMINAL COURT!

BUT I HAD TO STALL-- WAIT UNTIL THE NEWS PICKED UP THE STORY--



--OTHERWISE PETER PARKER-- WHO WASN'T AT THE DEMONSTRATION-- WOULD HAVE A HARD TIME EXPLAINING--

--HOW HE KNEW ABOUT THE ARREST AHEAD OF--

MARY JANE! MRS. WATSON!

AUNT ANNA CALLED ME AS SOON AS IT HAPPENED! OH, PETER--

--I'VE BEEN TRYING TO REACH YOU FOR AN HOUR!

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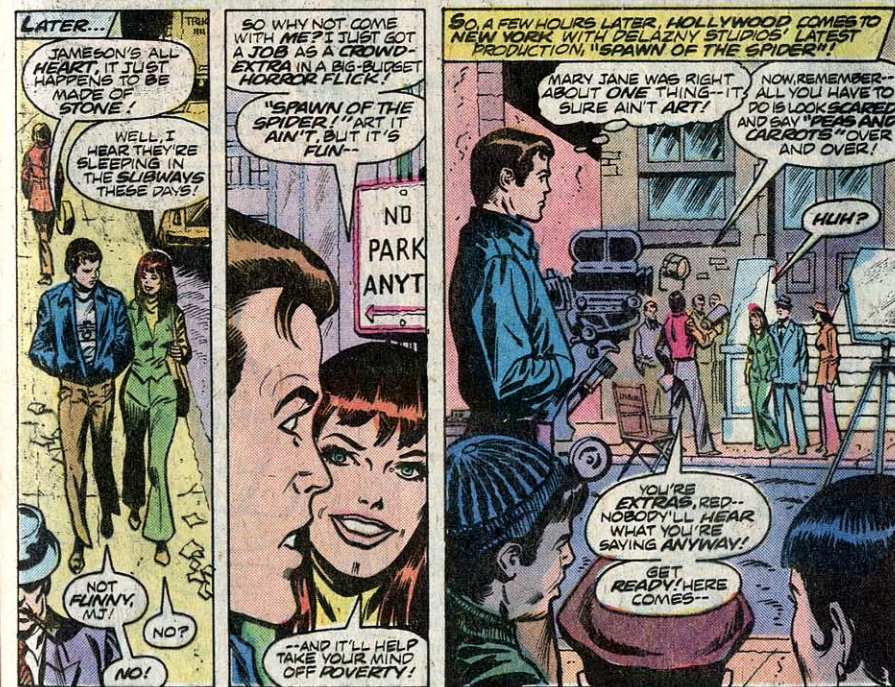
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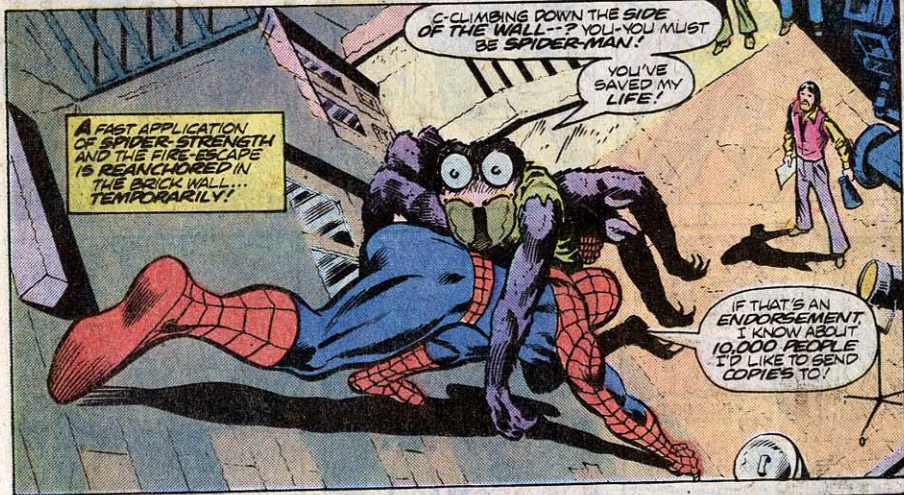
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STAN LEE'S SOAPBOX

This is it, gang! It's the month that the long-awaited KISS Magazine goes on sale! For the ridiculous price of \$1.50 you get a 64-page, glossy paper, magazine-sized masterpiece, featuring a simply incredible 40-page, full-color, super-hero comic strip starring KISS! Yes, KISS—the most unlikely, unusual, unexpected team of super-heroes since Doc Ock tried to elope with Aunt May! Can you picture KISS fighting Doctor Doom? Well, believe it! Also, you'll find phantasmagoric photos and frankly fabulous features—plus, an actual, on-the-spot, illustrated account of KISS giving their own blood for this once-in-a-lifetime issue! And that's all I'm gonna say about it now, 'cause you know how I hate to be a huckster! And, speaking of Hanna-Barbera (which we weren't!), here's super-sensational announcement #2! For those of you who still turn on to THE FLINTSTONES, SCOOBY-DOO, YOGI BEAR, DYNAMUTT, and all the rest of their merry menagerie, mighty Marvel will leave you in a cultural wasteland no longer. We've just teamed up with the talented titans at H-B to bring you Scooby and the Flintstones this month, with Yogi and the Dynamutt doggie comin' atcha next month! We figure if your betty Bullpen is gonna take over the comicbook world, we might as well go all the way! Anyway, we've got some big, secret projects with Hanna-Barbera in the months to come, so you might as well climb aboard now, while there's still room! Wow! From Spidey to Scooby-Doo! Who says Marvel isn't where it's all happening! And now, one last reminder from yours truly (who's beginning to feel like a carnival pitchman!)—better start savin' your shekels, sagacious one, 'cause volume #4 of the omnipresent Origins Series goes on sale this fall, and it'll probably be the biggest blockbuster of 'em all! It's called THE SUPERHERO WOMEN, and—if you play your cards right and don't kick a down-hearted duck—I'll tell you a bit about the contents in the next Soapbox or two. So, until we meet again, be good to each other and wherever you go, whatever you do, fight brain strain—keep thinking Marvel!

Excelsior!

Stan

ITEM! July may be the traditional time for 'firecrackers, but there's another kind of explosion about to hit full-force this month. And if your built-in cornballism detector is starting to blip like crazy, that's because you're right... we are about to mention that Marvel Explosion we're always talking about here and in our ads. But, truth to tell,

explosion is about the only way to describe all the zillion and one things we're sending your way this mid-summer season, over and above the items Stan has already covered in the Soapbox. Just for starters, let us clue you to the fact that the MARVEL SUPER-HEROES FUN BOOK #2 should already be on the shelves of your friendly neighborhood book emporium just waiting for you puzzle, maze, and word game fans (and if you're not, these fun books could well change that) to stretch your skills as well as your knowledge of Marvel lore by trying them out.



ITEM! Then there's the big doings in our black-and-white magazine department, namely all kinds of excitement over the latest issue of MARVEL PREVIEW. This one will reintroduce you to STAR-LORD, the cosmic crusader who first appeared in the pages of PREVIEW #4. Ever since his dazzling debut, we've been hounded with requests to let Star-Lord soar the spaceways once again. So, editor JOHN WARNER recruited the popular writer/artist team of CLAREMONT and BYRNE (Chris and John to most MARVEL TEAM-UP and IRON FIST fans) to do just that. What we expected was the normally sensational job we expect on any of our books; what we got—aided, abetted, and amplified by the dramatically detailed inking of Terrific TERRY AUSTIN—was fifty-two pages of mind-blowing science-fiction adventure that had even the most jaded of Bullpeners lining up to glimpse each new batch of completed pages as they were delivered. Okay, if you praise a thing too much, it creates expectations that can never be lived up to. So, in our typical low-key manner, we'll merely suggest that if you only buy one large-size format comic this year, better make it MARVEL PREVIEW featuring STAR-LORD, or you'll be kicking yourself the rest of your life! There. Who says we can't be subtle?

ITEM! Talking about the black-and-white magazines, let's extend congratulations to ROGER SLIFER on becoming the new editor of the line, replacing JOHN WARNER, who'll be returning to freelance writing (such as the BLOODSTONE feature now backing up THE RAMPAGING HULK). Roger is bright-eyed and eager, and has a whole drawerful of projects he'll soon be bringing your way. In fact, in view of some of the future projects Roger will be in charge of, as well as some of the items he's handling currently—like the full-color MARVEL CLASSICS and special movie projects such as ISLAND OF DR. MOREAU and THE DEEP—black-and-white editor is pretty much a misnomer. At the moment, we don't really have a better or more

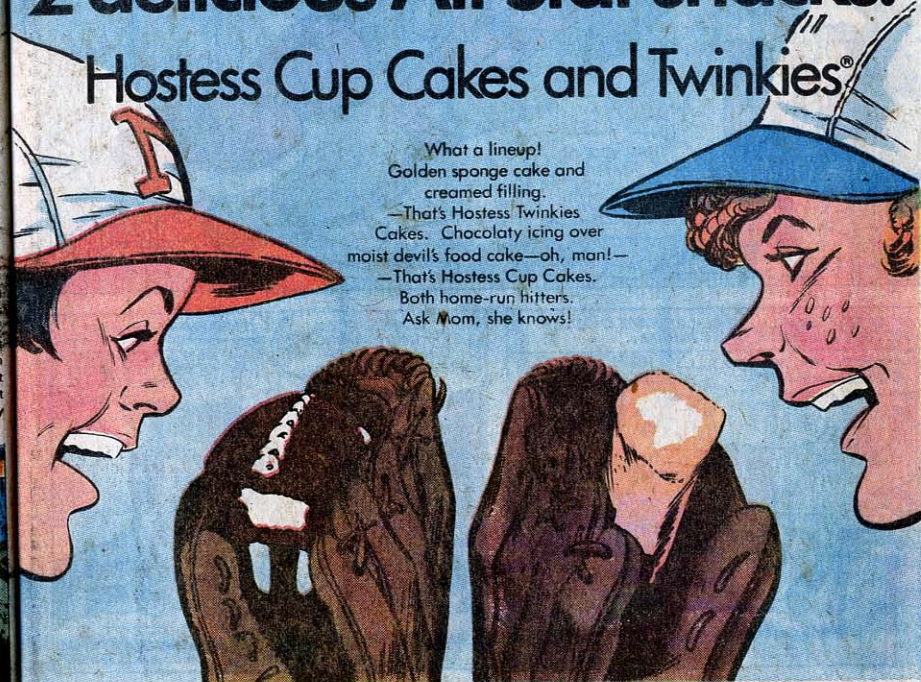
accurate title (Special Format Editor comes close but somehow lacks the subtle *jolie de vivre* we're always seeking), but as soon as we do, we'll hit you with it. Meantime, get ready to be hit with a lot of way-out wonderment from Mr. Slifer, his assistant editor Reliable RALPH MACCHIO, and the whole blamed black-and-whi—er—well—their whole creative crew!

ITEM! If science-fiction is in the works this month in our black-and-white try-out mag, MARVEL PREVIEW, our color experimental book, MARVEL PREMIERE, is covering the other side of the coin, namely fantasy. We're presenting WEIRDWORLD, an excursion into the realm of wizards, elves, and mystic monsters conducted by Devil-May-Care DOUG MOENCH, Maniacal MIKE PLOOG, and Activist ALEX NINO. If you've thrilled to Tolkien's THE HOBBIT or LORD OF THE RINGS, we've got a hunch this is going to be just what you've been waiting for. In fact, with enough sales and letter encouragement, we just might be able to convince the powers that be that now is the time for a regular epic fantasy comic!



ITEM! Summer is approaching its peak, and so too is our production of King-size Annuals. This time around we've got TARZAN, THOR, THE ETERNALS, and JOHN CARTER, WARLORD OF MARS making their appearances in all-new, bonus-size adventures, as well as THE INVADERS and AMAZING SPIDER-MAN. If that's not enough, two MARVEL CLASSICS are also ready for your edification and enjoyment: H.G. Wells' THE INVISIBLE MAN and Homer's ILLIAD. And coming up in August will be Annuals of THE AVENGERS, THE INCREDIBLE HULK, and THE FANTASTIC FOUR, plus the aforementioned Marvel Movie Special, THE DEEP (But more details about that next month). Meantime, remember—never tickle a temperamental toad!

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What a lineup!

Golden sponge cake and creamed filling.

—That's Hostess Twinkies Cakes. Chocolate icing over moist devil's food cake—oh, man!—

—That's Hostess Cup Cakes.

Both home-run hitters.

Ask Mom, she knows!

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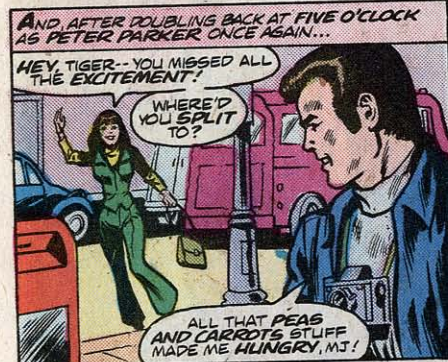
Offer expires August 27, 1977.

*Hostess, Twinkies and Suzy Q's are registered trademarks of ITT Continental Baking Company.



THEN YOU'VE GOT YOURSELF A STAR FELLA/SEE YOU BRIGHT AND EARLY TOMORROW!

I JUST HOPE YOU'RE NOT EXPECTING ANOTHER SYLVESTER STALLONE!



AND, AFTER DOUBLING BACK AT FIVE O'CLOCK AS PETER PARKER ONCE AGAIN...

HEY, TIGER-- YOU MISSED ALL THE EXCITEMENT!

WHERE'D YOU SPLIT TO?

ALL THAT PEAS AND CARROTS STUFF MADE ME HUNGRY, MJ!



WELL... WHERE'D YOU EAT-- IN A GARAGE? I MEAN, I'VE HEARD OF GREASY SPoons, BUT --

GREASY--? OH, NO!

WHEN I DROVE UNDER THAT TRUCK TO SWITCH TO MY COSTUME --

WONDER IF THE HUMAN TORCH HAS DAYS LIKE THIS?



BUT IF PETE THINKS THE DAY HOLDS PROBLEMS, HE SHOULD BE IN A CERTAIN FILM COMPANY WAREHOUSE AS NIGHT FALLS...

WELL... WE'RE HERE, MISTER.

AN' ITCHIN' TA FIND OUT WHY YA RECRUITED US!

ME I DON'T CARE-- LONG AS THE PAY'S GOOD!

MONEY IS NOT ALL I AM OFFERING YOU THREE WERE MASTER CRIMINALS COMBINING YOUR TALENTS--

-- AS A STRONGMAN, ACROBAT AND TUMBLER-- UNTIL SPIDER-MAN PUT A STOP TO YOUR ACTIVITIES!

YEAH-- WHAT I WOULDN'T DO TO GET EVEN WITH THAT BLASTED WALL-CRAWLER!



THEN HERE IS YOUR CHANCE, GENTLEMEN!

FOR WITHIN THOSE CRATES LIES... POWER!

ENOUGH TO HANDLE THAT WEB-HEADED VIGILANTE-- OR ANYONE ELSE!



YOU JOKIN' MAN? NUTHIN' HERE BUT--?

COSTUMES-- PROPS THEY CONSIDERED TOO DANGEROUS TO USE IN COMPLETING 'SPAWN OF THE SPIDER'!

AND YOU KNOW-- BEFORE YOU THREE ARE FINISHED--

-- YOU JUST MAY PROVE THEM RIGHT!!



HEY! THESE THINGS WORK LIKE AN EXTRA-SKELETON! MAKE YUH FEEL--

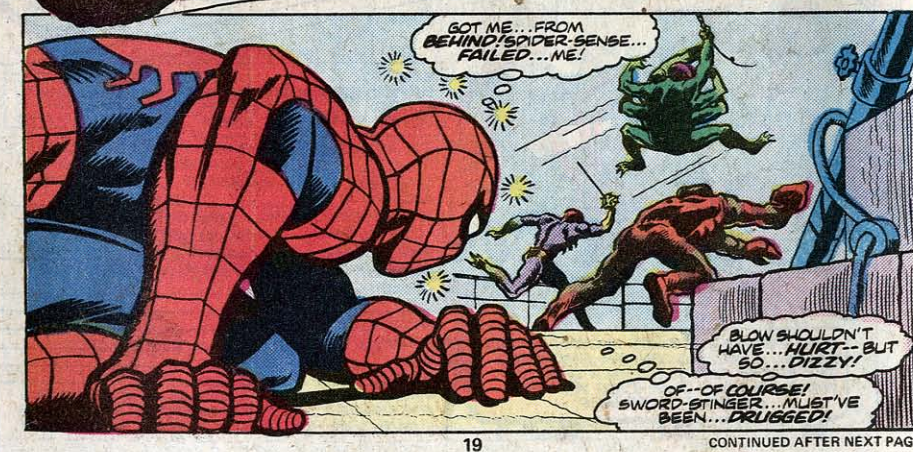
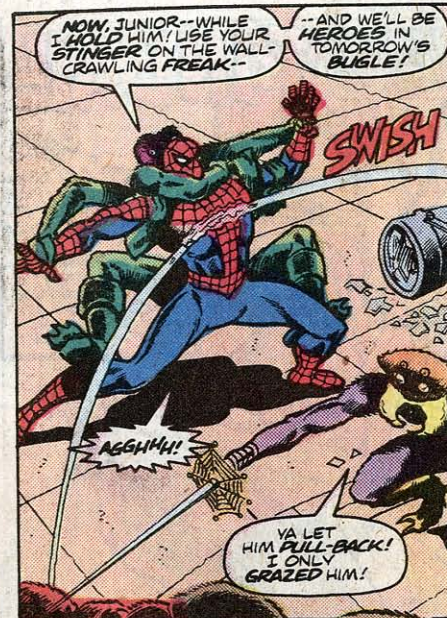
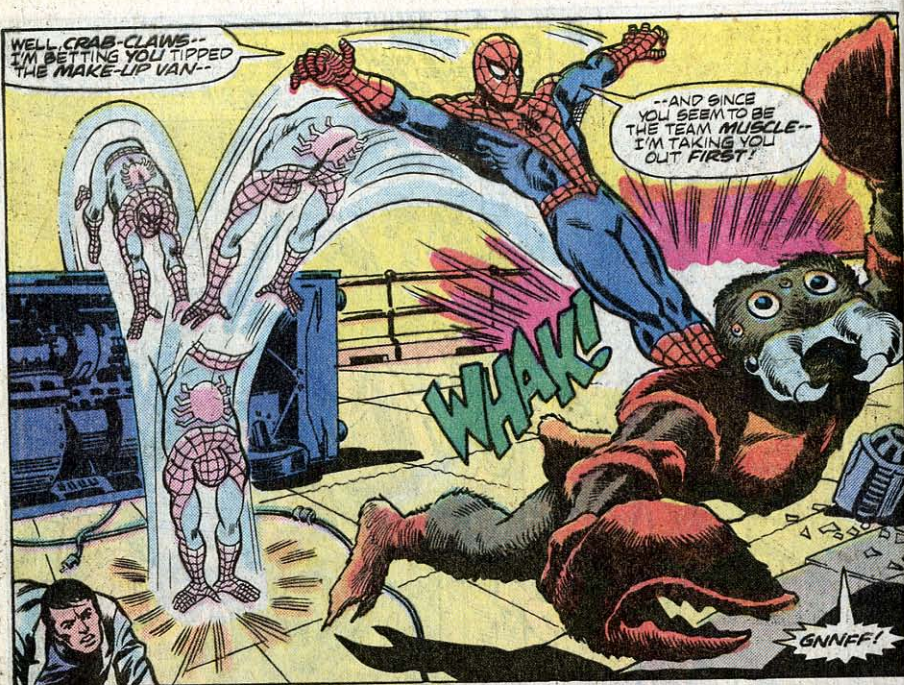
-- STRONG! REAL STRONG!

LIKE EVERYTHING WE WERE HAS BEEN MAGNIFIED!

WITH THESE COSTUMES-- THESE WEAPONS-- AIN'T NUTHIN' CAN STOP US!

THEN GO FORTH, MY SPIDER-SQUAD! FOR MY REVENGE-- AND YOURS!





MOVE OVER
DANNY
WATCH OUT
ELTON!

MAKE
WAY
FOR--

SUPERHERO PINBALL!

HERE'S THE SUPERHERO GAME YOU'VE ALL BEEN WAITING FOR-- PINBALL! LIKE YOU ALWAYS WANTED IT TO BE-- WITH YOUR FAVORITE SUPERHEROES! THESE TIME STURDY HOUSING, FLYERS, LEVERS AND MARBLES JUST LIKE THEIR BIG BROTHERS! GET ONE, TWO OR ALL THREE AND PLAY PINBALL THE WAY IT WAS MEANT TO BE!



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CHOOSE FROM:
CAPTAIN AMERICA!
SPIDER-MAN! OR
THE BIG, BAD AND
BEAUTIFUL HULK!

AND THE NEXT TIME SOMEBODY TELLS YOU TO GO FLY A KITE, (NO DON'T PUNCH HIS FACE AWAY!) ANSWER HIM POLITELY WITH A

SKY-HERO!

EACH SKY HERO COMES WITH ITS OWN LAUNCHER-- THEY ZOOM AS HIGH AS 35 FEET-- AND THEN, WATCH THEIR WINGS OPEN UP AS THEY FLY, SWOOP, GLIDE, TURN, LOOP AND DIVE LIKE NOTHING YOU'VE EVER SEEN BEFORE! AVAILABLE IN SPIDER-MAN (SHOWN), CAPTAIN AMERICA, BATMAN AND SUPERMAN!



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Brian Eastman



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AFTER

MOST MEN NEVER REALIZE THEIR POTENTIAL FOR MUSCULARITY. Why? Probably because they've never come across or taken advantage of a training program quite like the one we offer here at UNIVERSAL BODYBUILDING. Our course has the ULTIMATE MASTERPLAN for TOTAL BODY DEVELOPMENT!

Very few men are satisfied with the way they look at present. They know themselves that they wouldn't mind having a REALLY MASCULINE BODY -- one that will "turn on" the girls and make the guys envious.

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In the time it takes to complete this 12 lesson course, we can guarantee you a muscular foundation fantastic enough to be developed to your fullest potential!!! You can go far beyond mere "improvement" with the Advanced Training Techniques included in this course. We can give you the firm, rippling, muscular body of a physique star!!! Send in for our FREE COLORFUL BROCHURES TODAY (fantastic information about our course -- loaded with unbelievable photographs). You won't regret it!!!

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Address _____
City _____ State _____ Zip _____

MAIL TODAY!

FREE!



G-GETTING AWAY!
GOT--GOT TO TRY...
AND STOP THEM!

HEY
FELLA--
ARE YOU ALL
RIGHT?

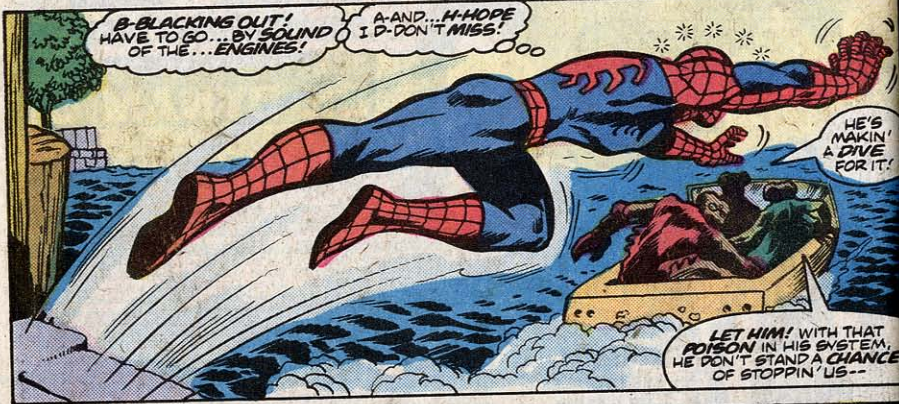
S-SURE!
R-RIGHT AS...
R-RAIN!



EXCEPT...MY CHEST FEELS
LIKE IT'S ON FIRE...AND MY
HEAD IS...EXPLODING!

CRIPES!
HE'S STILL
COMIN'!

GOOD THING
THE BOSS HAD
THIS BOAT
WAITING!



B-BLACKING OUT!
HAVE TO GO...BY SOUND
OF THE...ENGINES!

A-AND...H-HOPE
I D-DON'T MISS!

HE'S
MAKIN'
A DIVE
FOR IT!

LET HIM! WITH THAT
POISON IN HIS SYSTEM,
HE DON'T STAND A CHANCE
OF STOPPIN' US--



--OR OF KEEPING
HIMSELF FROM
DROWNING!

SILENCE...THEN
UNBROKEN WATER--



--AND LONG
MOMENTS
LATER...



M-MADE IT! POISON...
WOULD'VE KILLED...
ANYONE ELSE!

BUT
SPIDER-
STRENGTH
SAVED ME!

NOW IF I CAN
JUST SHAKE ALL
THE LITTLE BIRDS
OUT OF MY BRAIN...



TAKE IT
EASY,
FELLA--
YOU LOOK
WASTED!

Y-YOU MIND WRITING ME A
PRESS, TEACHER? I'M GONNA
HAVE TO BE EXCUSED!

BUT
YOU
CAN'T--!

DO YOU KNOW
WHAT LOSING
ANOTHER DAY
WILL COST ME?



COST YOU,
DELONATUS?!
MY REPUTATION
AS A DIRECTOR IS
GOING DOWN THE
DRAIN WITH THIS
FLICK. IF I
COULD QUIT--

YOU SIGNED A
CONTRACT AND
I'M HOLDING
YOU TO IT!

AS THE ARGUMENT CONTINUES,
SPIDER-HEADS FOR HOME AND
REST! SO, BY EVENING...



POISON'S OUT OF
MY SYSTEM--

--AND MY
COSTUME'S
FIXED.



THERE'S
NOTHING
STOPPING
ME FROM
CHECKING
OUT--



--AN IDEA THAT OCCURRED TO
ME AS I DID SOME BACKGROUND
READING ON 'SPAWN OF THE
SPIDER' WHILE RESTING.

THERE
OUGHT
TO BE
SOME
ANSWERS
ABOUT TODAY'S
TROUBLE
HERE--



--THE HOTEL ROOM OF KLEMMER,
THE FIRED SPECIAL EFFECTS MAN WHO
DESIGNED THOSE SPIDER-SUITS!

UH-HUH!
SPIDER-SENSE
IS TINGLING
AWAY! MY HUNCH
WAS RIGHT--





--BUT CATCHING THOSE THREE YO-YOS IS ONLY HALF THE GAME!



WITH A SPIDER-TRACER ON THEIR GETAWAY CAR--



--THEY'LL LEAD ME RIGHT TO THE BRAINS BEHIND THIS OPERATION!

THE MAN WHO WANTS 'SPAWN OF THE SPIDER' STOPPED--

--BADLY ENOUGH THAT HE'S WILLING TO SMASH YOURS TRULY TO DO IT!



AND, JUST OVER AN HOUR LATER...

HOO BOY! IF I'D KNOWN I'D HAVE TO SWING ALL THE WAY UP TO YONKERS...

WAIT! THEY'VE STOPPED AT LAST--BY THAT ABANDONED FARM!



THE SPIDER-SQUAD WENT INTO THIS OLD SILO BY A DOOR AT THE BASE!

MY GUESS IS THAT THEY'RE SUPPOSED TO WAIT HERE TO RECEIVE FURTHER INSTRUCTIONS!

WELL THEY WON'T BE THE ONLY ONES WAITING--



NOT WHEN THEIR SCHEME TO WRECK 'SPAWN OF THE SPIDER' COULD COST ME MY RENT MONEY!



SPIDER-SENSE IS TINGLING LIKE CRAZY AGAIN! MAYBE BECAUSE

RIGHT! THE BIG BOSS HAS ARRIVED--



--MAKING OUR GRUESOME THREESOME A FOURSOME! WELL--

--FIVE IS BINGO!

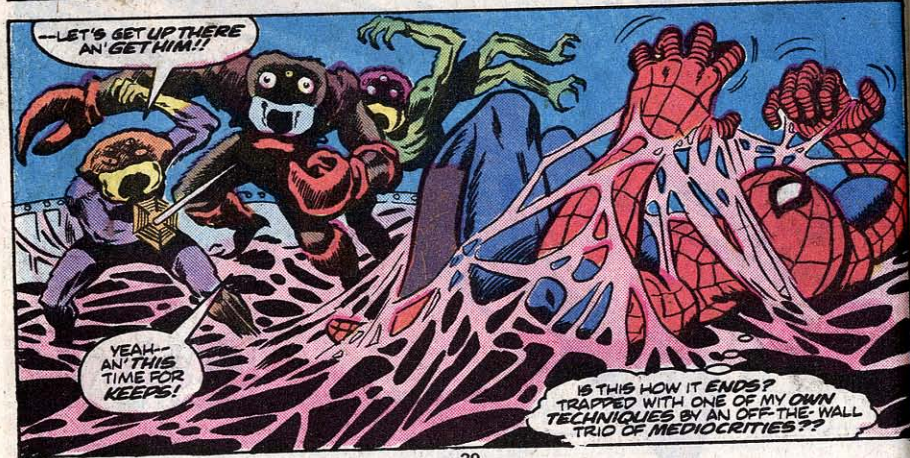
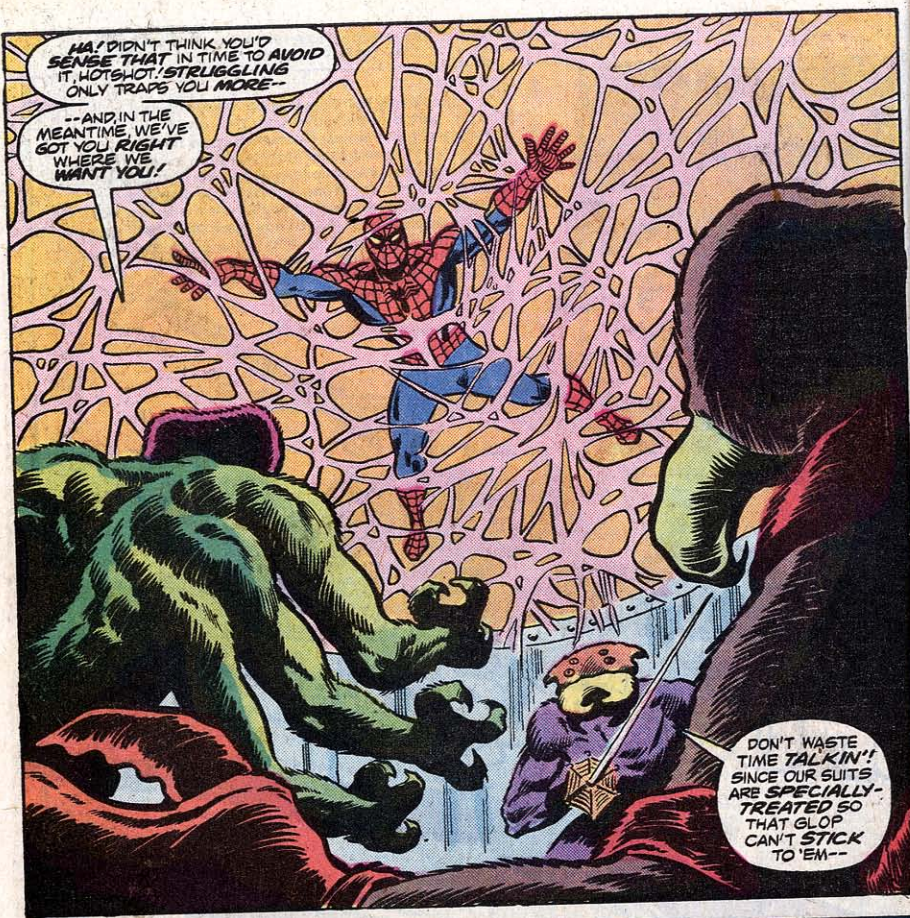
HEADS UP BOZOS! HERE COMES THE AMAZING SPIDER--



--GLITCHHH!

W-WEBBING-- MIDWAY DOWN THE SILO! STICKY-- STRONG--

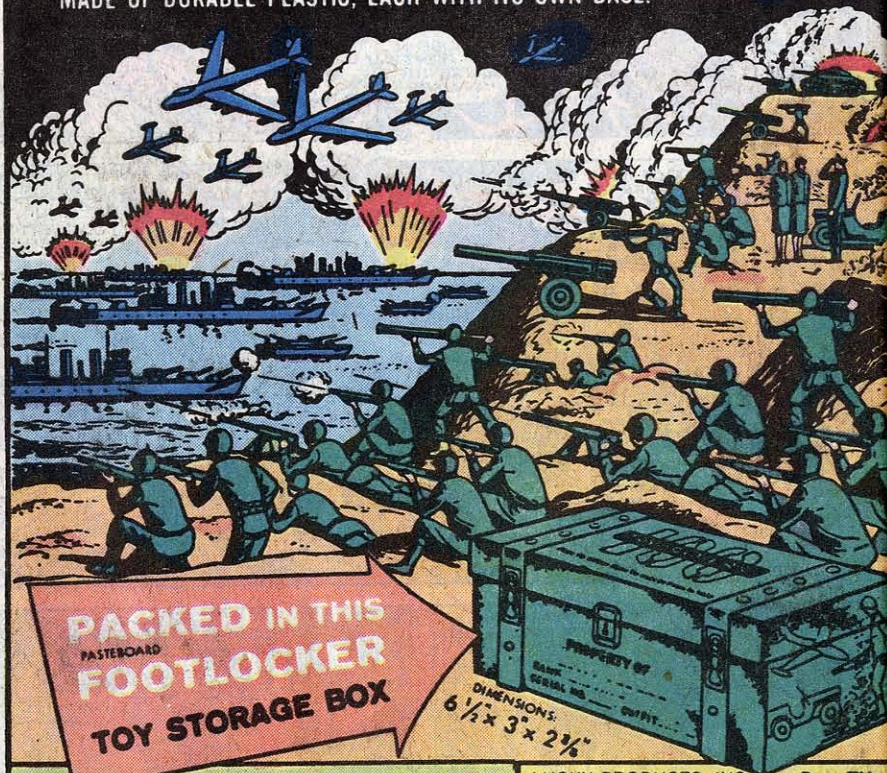
--AND I JUMPED RIGHT INTO IT!



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EACH FOOTLOCKER CONTAINS:

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Rush the TOY SOLDIER SET to ME!
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The Mighty Meat Snack conquers The Horrible Hungries.

You've tangled with the Hungries before. They sneak up behind you at the library, and make your stomach growl until your face turns red. They strike when you're halfway home from school, at least ten minutes from the nearest sandwich.

If you want to be ready, next time the Hungries come around, try taking along your pocket-size secret weapon.

Slim Jim®. The mighty meat snack you can carry anywhere, and eat anytime. In six Hungries-conquering flavors - mild, spicy, pizza, bacon, salami, and pepperoni.

So pick up Slim Jim the next time you stop by the grocery store.

If you don't, and the Hungries get you, don't say we didn't warn you.

**A little less than a meal.
A little more than a snack.**



® Slim Jim is a registered trademark for meat snacks.

STRONG ARMS

make all the difference!

Almost like a miracle — this latest amazing Motionless Exercise discovery — MIKE MARVEL'S SCIENTIFIC ISOMETRICS — will give you fantastic strength with muscles of steel without sweat or strain! Powerful arms, magnificently-powerful chest, powerful shoulders, strong stomach muscles and legs that will seldom tire! No Apparatus or Exercisers — your body is your own gymnasium! This Secret System develops muscular strength 3 times faster than conventional methods!

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JUST 10 EASY MINUTES!**

Scientific Isometrics is the modern miracle of stimulating muscles — takes just 10 minutes a day of easy exercises that will not tire you. No long hours of boring exercises with weights or costly apparatus. Isometrics is the amazing discovery of West German scientists who found a new thrilling way to build powerful, strong muscles in 10 minutes a day. Each exercise is done for only 10 seconds a day! Completely illustrated.

MIKE MARVEL'S SCIENTIFIC ISOMETRICS DEVELOPS EACH MUSCLE GROUP FROM HEAD TO TOE 3 TIMES FASTER!



LEG

ONLY \$3.98

NOTHING ELSE TO BUY!

MAIL NO-RISK TRIAL COUPON NOW!
Mike Marvel, Dept. 12D, 160 Amherst Street
East Orange, New Jersey, 07019

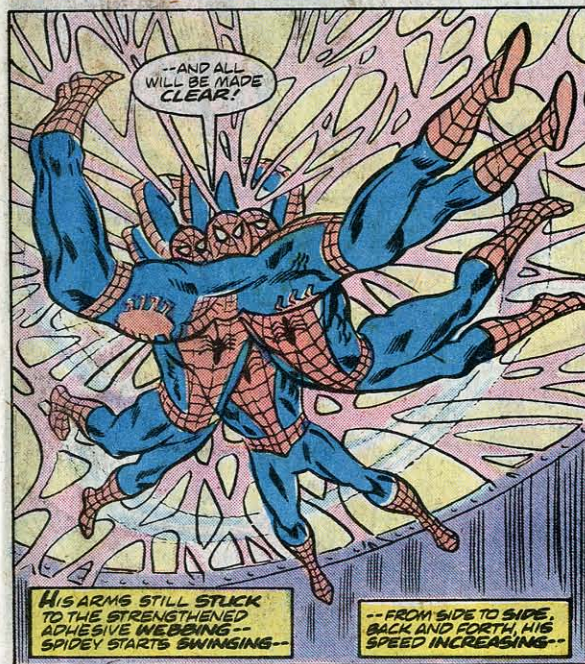
O.K. Mike Marvel, enclosed is my \$3.98. Send me your entire Scientific Isometric Dynaflex System in one book which includes a chapter on "SECRETS OF ATTRACTING GIRLS." I must agree that the Dynaflex method has given me powerfully toned muscles, put full strength in my muscles, made me so strong that I can be proud to show my friends how strong I am. And it must do this in 10 minutes a day — with nothing else to buy — now or in the future. I get my \$3.98 back — with no questions asked upon return of the book.

Name
Address
City State Zip

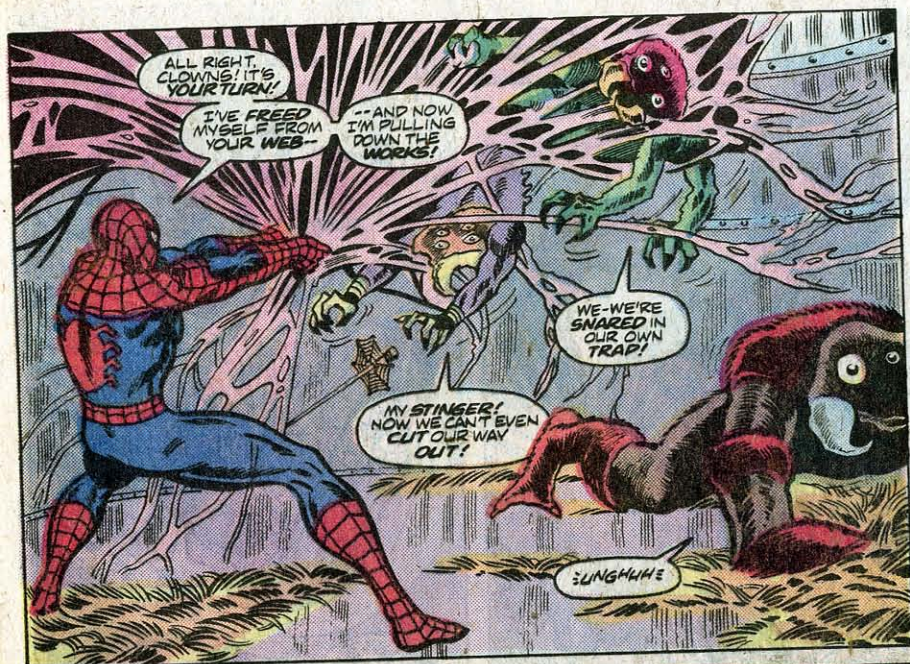
SOLD ON MONEY BACK GUARANTEE.



34



35



THUS, KLEMMER AND HIS THREE COHORTS APPEAR TO HAVE KILLED THEMSELVES WHILE TRYING TO DO AWAY WITH SPIDER-MAN.

WHILE I--ANTON DELIONATLUS--WILL REGRETFULLY CANCEL "SPAWN OF THE SPIDER"

--CONVENIENTLY ESCAPING A LOSING BUSINESS DEAL, WHILE COLLECTING INSURANCE MONEY ON DAMAGE DONE BY THE SPIDER SQUAD!

NOT QUITE, MR. BIG-SHOT PRODUCER? I ADDED HIS WEBBING TO MINE... AND WAS ABLE TO HAUL EVERYONE CLEAR OF THE BLAST!

SPIDER-MAN!

IRONIC! KLEMMER'S CREATIONS HELPED ME MORE THAN THEY DID HIM!

A HAND DARTS FOR A GUN CONCEALED IN THE GLOVE COMPARTMENT... AND DOESN'T MAKE IT!

NO DICE SHIFTY! YOUR NEXT PRODUCTION'S GOING TO BE FROM A PRISON CELL!

KAWRAM!

EVEN IF THAT MEANS I'M OUT OF WORK!

SO, THE NEXT DAY, IN FRONT OF A CERTAIN CHELSEA SECTION APARTMENT BUILDING...

NO USE! NO MATTER HOW MANY STORIES I THINK UP FOR THE LAND-LADY THEY ALL END THE SAME WAY... NO RENT MONEY!

MAY AS WELL GO IN AND CONFESS--

YOO HOO! PETER, DEAR!

WHU? AUNT MAY! MARY JANE! WHAT--?

JUSTICE HAS PREVAILED, DEAR! THE CITY DECIDED NOT TO PRESS CHARGES.

AND REFUNDED THE BAIL MONEY, TIGER!

WHO SAYS THE ONLY LUCK SPIDER-MAN HAS IS BAD??

THE END

CONTINUED AFTER NEXT PAGE

BECAUSE YOU DEMANDED IT!

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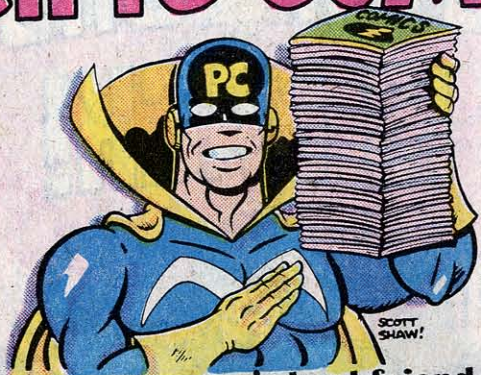
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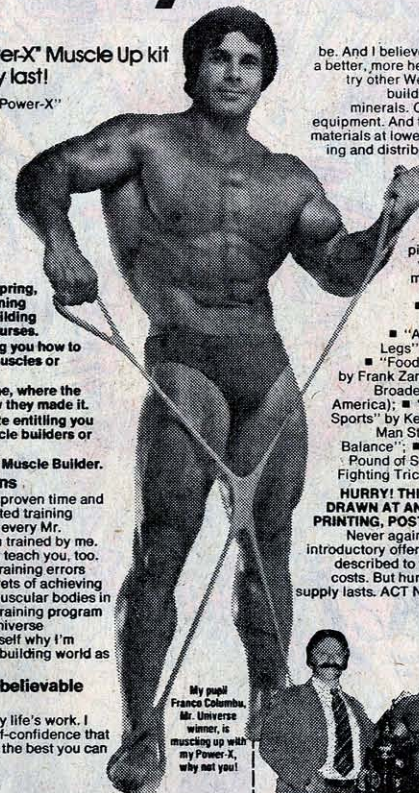
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Franco Columbu,
Mr. Universe
winner, is
muscling up with
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why not you!

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BUT WE HAVE ONE NECKLUA MUNCH THAT THE WEAPON-WIELDING MASKED MAN SPRAYING THE AIR WITH LEAD DIDN'T STOP BY FOR JAVA!

BRATTA-TATATTA!

OH, WOW! WHAT A DAY FOR MARY JANE TO WAX NOSTALGIC!

NOBODY MOVES AND EVERYBODY LIVES! UNDERSTAND?

SCOTT EDELMAN
SCRIPTER
JOHNNY ROMITA, JR.
DEBUT PENCILER
AL MILGROM
JOE ROSEN INKS
NEL YOMTOV LETTERER
ARCHIE GOODWIN
EDITOR

HOW DID PETE AND MARY JANE BECOME PART OF THIS TABLEAU OF TERROR? ONLY HALF AN HOUR AGO...

SHEESH! YOU WERE RIGHT, M.J.!

AREN'T I ALWAYS, TIGER?

I FIGURED IT'D BE REPLACED BY SOMETHING LIKE "MADAME NADIA'S FORTUNE-TELLING EMPORIUM" BY NOW!

JUST 'CAUSE YOU HAVEN'T HAD A DECENT CUP OF CAPPUCCINO IN AGES--

-- DOESN'T MEAN THAT THE REST OF THE WORLD'S OUT OF TOUCH!

BUT, MARY JANE--!

NO BUTS! YOU DIDN'T THINK I WAS GOING TO WALTZ AWAY BEFORE WE CHECKED FOR--

-- FAMILIAR FACES?!

I DON'T BELIEVE IT, PETER. THAT'S PAUL CASSIDY FINNERING THOSE FRETS. HE'S BEEN PLAYING THIS PLACE SINCE DAY ONE IT SEEMS!

AND AFTER WE HAD HIM PEGGED AS THE NEXT BOB DYLAN!

HEY, M.J. WHY COME YOU HITHER TO THIS HALLOWED HALL OF NOOPLA?

CALL IT AN ACT OF FAITH. HEY, I'D LIKE YOU TO MEET MY MAN, PETER PARKER.

PARKER, HUH? USED TO HANG OUT HERE, RIGHT?

I USED TO SIP THE EXPRESSO WITH THE BEST OF 'EM!

WHEN I WASN'T OUT SAVING THE WORLD, THAT IS!

I'M GLAD YOU TWO CATS HAPPENED BY 'CAUSE I'VE GOT GREAT NEWS! I PICKED UP A NEW MANAGER WHO'S GONNA PUT THIS OL' HALLER ON THE MAP!

YOU'LL BE ABLE TO SAY YOU KNEW ME WHEN, FRIENDS!

I'D LOVE TO SEE HIM STARING OUT AT ME FROM AN ALBUM COVER, PETER!

I'D SETTLE FOR YOUR LONGING GAZE, MARY JANE!

WHY, PETER--!

A TENDER SCENE--HARSHLY INTERRUPTED--

--WHICH BRINGS US TO THE TERRIFYING PRESENT...

THIS GUNMAN MEANS BUSINESS, AND MARY JANE'S IN THE LINE OF FIRE!

WHY'D HE PICK THIS PLACE, ANYWAY?



IF I CAN JUST SHUFFLE OFF TO THE BACK ROOM--

FREEZE, PUNK!

THAT CANS THAT IDEA!



NOW, LISTEN--I DON'T WANT TO HURT ANYBODY--



--SO JUST DOARRGGGHH!

WILL YA LOOKIT THAT!

THAT CASSIDY CAT IS SOME MEAN DUDE!



I'LL SAY! IT TOOK A LOT OF GUTS TO TOSS THAT GUITAR!

AND IT GAVE ME JUST THE OPENING I NEED TO SAVE THIS SCENE BEFORE THINGS GET TOO ROUGH!



ALL RIGHT KILLER! THE MASQUERADE IS OVER!



NO WAY!

BRAHMAH!

THAT WAS A DUMB MOVE, WISE GUY!



I HOPE NOBODY WHO CAN ADD TWO AND TWO SAW PARKER DISAPPEAR--

--CAUSE IF SPIDEY DOESN'T MAKE HIS STAND NOW--

--THIS REUNION MIGHT JUST TURN INTO A WAKE!



GET UP, CLOWN! SINCE YOU'RE SO BRAVE, I'LL USE YOU AS MY HOSTAGE!

EVERYBODY TOSS YOUR VALUABLES TO THE PUNK MUSICIAN--FAST!



SOON...

DON'T GET ANY MORE BRIGHT IDEAS, KID, OR I'LL BLAST YOUR IQ TO ZERO!

SO LONG SUCKERS!



IT WAS NICE KNOWING YOU!



MAKE WAY, MOB!

--SPIDEY'S GOT A KOOK TO CATCH UP WITH--



BEFORE EVERYONE'S FAVORITE COFFEE BEAN BALLADEER GETS IN MORE TROUBLE THAN HE CAN HANDLE!



WE DID IT, HANK! BLESS YOUR FLEA-SIZED AGENT'S HEART!

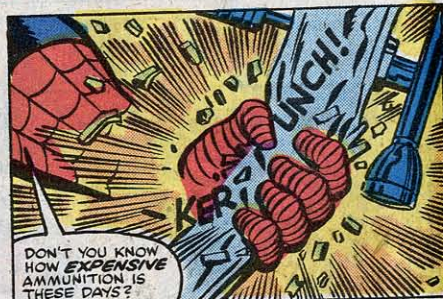
TOO BAD WE CAN'T KEEP IT, CAZ!

BUT AFTER YOU RETURN WITH THAT MONEY AND MY MASK AND GUN, YOU'LL BE A HERO! AND THEN--



THEN, THEY'LL ALL WANT YOU! NIGHT CLUBS! RECORDING STUDIOS! THE SONNY AND CHER SH--

UH-OH.



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**AN ANGRY THUNDERBOLT OF TERROR
EXPLODES OUT OF THE OCEAN'S DEPTHS!**

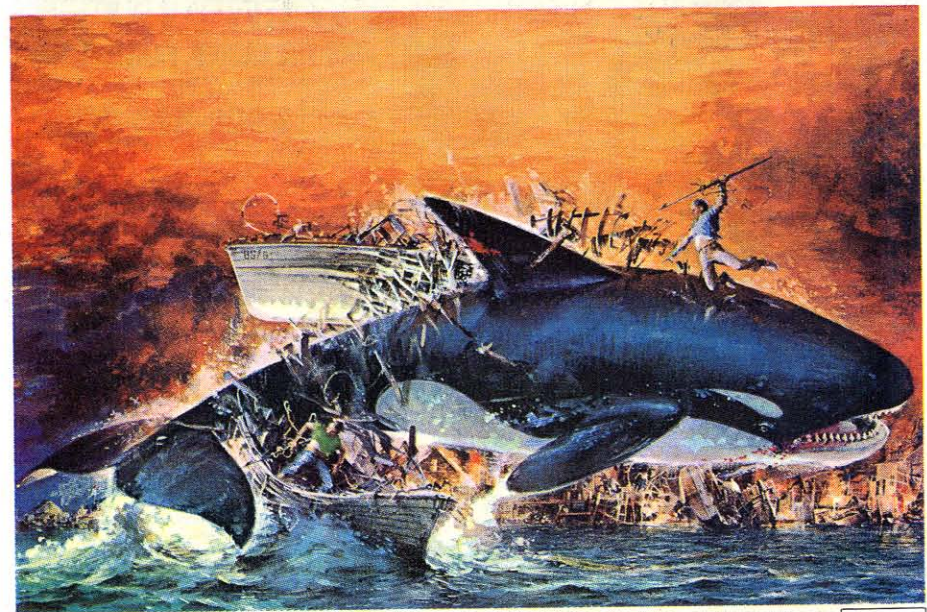
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starring **Richard Harris** and **Charlotte Rampling**



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