

MARVEL
COMICS
ANNUAL
64 PAGES

\$2.95 US
\$4.00 CAN

28
1994

APPROVED
BY THE
COMICS
CODE
AUTHORITY

the AMAZING SPIDER-MAN

CARNAGE
IS BACK--



--AND THIS TIME,
SPIDEY'S
GOT TO FACE
HIM ALONE!

DIRECT EDITION

02811



JUST CAN'T GET THAT
CRUNCH
OUTTA YOUR HEAD!



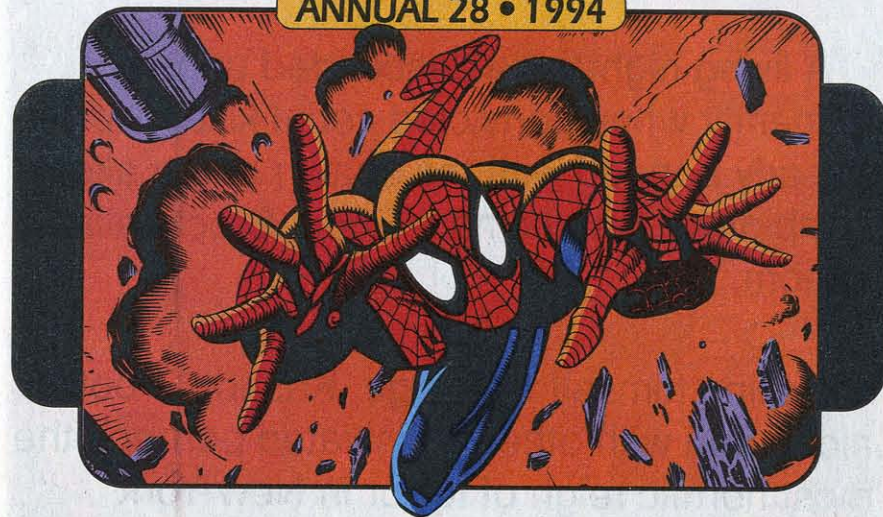
THE ONLY BERRIES
WITH CAP'N'S CRUNCH

©1999 The Quaker Oats Company

TM & © 2006 MARVEL

the AMAZING SPIDER-MAN

ANNUAL 28 • 1994



THE MORTAL PAST PG. 3

David Michelinie — WRITER
Steven Butler — PENCILER
Bud LaRosa — INKER
Joe Rosen — LETTERER
Tom Smith — COLORIST

FATAL INSTINCT PG. 36

Tom Brevoort & Mike Kanterovich — WRITERS
Anthony Williams — PENCILER
Keith Williams — INKER
Dave Sharpe — LETTERER
Carlos Lopez — COLORIST

MR. SMITH GOES TO TOWN PG. 44

Tom Brevoort & Mike Kanterovich — WRITERS
Mark Tenney — PENCILER
Joe Rubinstein — INKER
Maley & Powell — LETTERERS
Ericka Moran — COLORIST

NO SON OF MINE PG. 52

Eric Fein — WRITER
Larry Alexander — ARTIST
Steve Dutro — LETTERER
Joe Agostinelli — COLORIST

SKETCHES BY MARK BAGLEY:

PETER & MJ'S APARTMENT PG. 61

THE NEW VULTURE PG. 63

Danny Fingeroth — EDITOR
Mark Bernardo — ASSISTANT EDITOR
Tom DeFalco — EDITOR IN CHIEF

THE AMAZING SPIDER-MAN® ANNUAL, Vol. 1, No. 28, 1994. Published by MARVEL COMICS, Terry Stewart, President, Stan Lee, Publisher, Michael Hobson, Group Vice President, Publishing, OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. Published annually. Copyright © 1994 Marvel Entertainment Group, Inc. All rights reserved. Price \$2.95 per copy in the U.S. and \$4.00 in Canada. GST #R127032852. No similarity between any of the names, 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 and is sold subject to the conditions that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue and the distinctive likenesses thereof) is a trademark of MARVEL ENTERTAINMENT GROUP, INC. PRINTED IN THE U.S.A.

TM & © 2006 MARVEL

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.

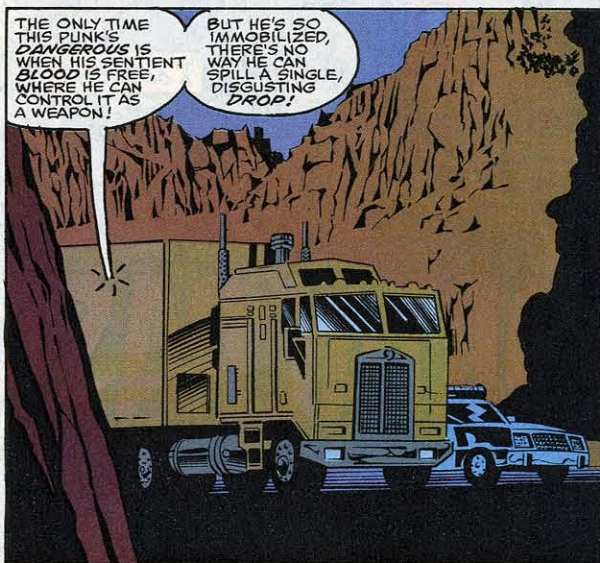
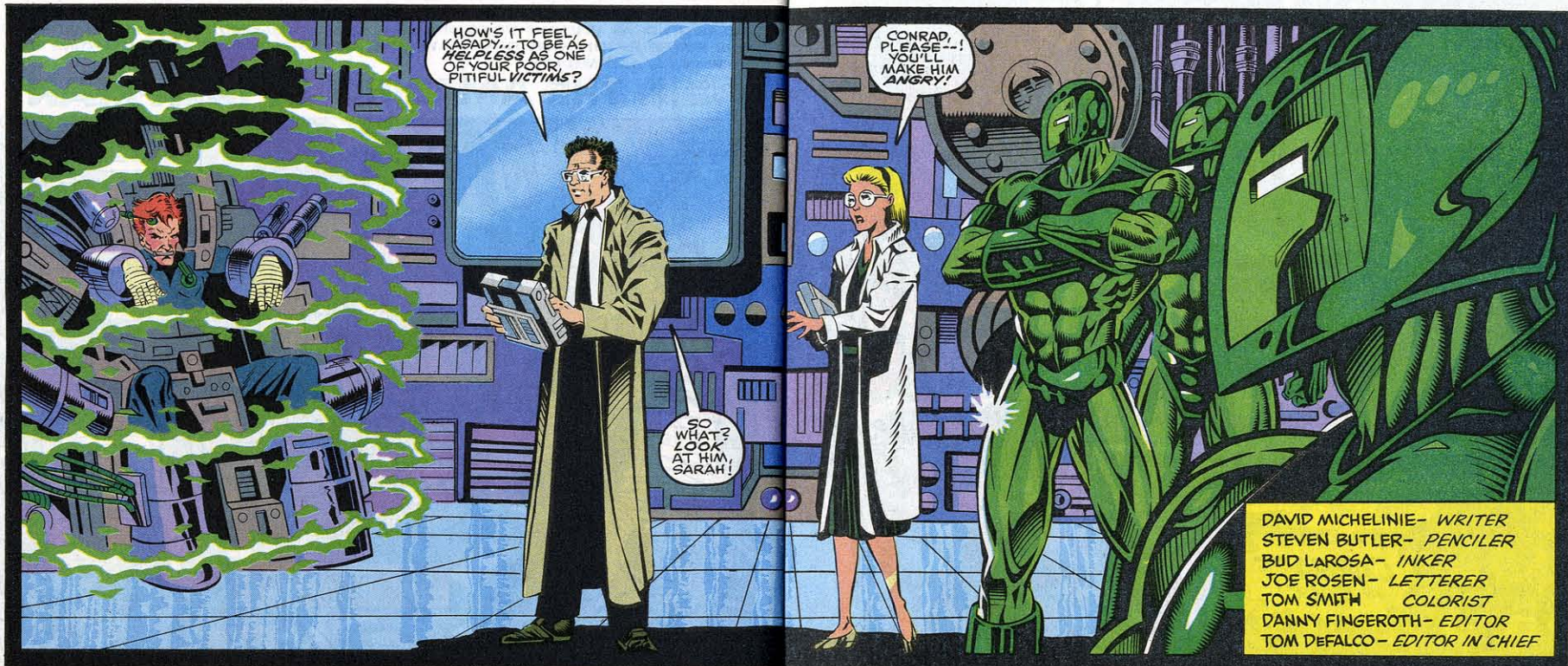
Calling himself **Carnage**, Kasady -- both alone and with others -- initiated perhaps the most horrific reign of terror in New York City's history: Maximum Carnage.

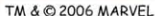
Spider-Man ultimately captured Kasady. Now, still seething with the desire for revenge against those that have thwarted his goals, Cletus Kasady patiently waits for the right moment to begin the horror anew...

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**®







© 1994 THE WILLY WONKA CANDY FACTORY®, Division of Sunmark Inc. Itasca, IL 60143 TM & © 2006 MARVEL

BULLPEN BULLETINS

FUN PAGE!

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 from 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 choose 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) GABBIT, 4) SPIDER-MAN, 5) AVENGERS, 6) DEADPOOL, 7) RAGE, 8) DAREDEVIL, 9) MAJOR, 10) GHOST RIDER, 11) NOMAD, 12) SABRE TOOTH, 13) MORBIUS, 14) MAGNETO, 15) WOLVERINE, 16) WOLVERINE

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) "Sandy", 4) "Big", 5) "Our Pal", 6) "The Boy", 7) "The Man", 8) "Mithril", 9) "Jazz", 10) "The Man"

HYDE 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 Shocker digs up trouble, Shang-Chi lends a hand — or foot! By Wright/Renkewitz/Avon!
- **HELLSTORM #14:** Would you fight a serial killer named Zagrum? Demon would! By Ellis/Gross!
- **HOKUM & HEX #2:** Blood will be shed when Trip fights Bloodshed! Last issue! By Lovece/Williams!
- **LARNING!** MARVELS #4 of 4: Spidey, the Green Goblin, and the deaths of everybody named Stacey! By Busiek/Ross!
- **NORTHSTAR #2 OF 4:** Does Arcade really want to kill Northstar — or is he just playing games? By Fumani/Carrasco Jr./Akin!
- **PUNISHER 2099 #16:** Jake straps on a cybernetic arm — talk about being armed and dangerous! By Mills & Skinner/Morgan!
- **SAVAGE SWORD OF CONAN #221:** The savage claws of Conan the Werewolf! By Thomas/Brown & Docherty/Garcia!
- **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 Schick/Sullivan!
- **VENOM: THE MACE #1:** Shake hands with the techno-ninja, Mace! By Potts/Sharp!
- **X-FORCE #34:** Rictor unearths secrets about his father that set off a shock wave! By Nicieza/Daniel/Holdered!

QUEST STARS IN NORTHSTAR #2 ... WHAT IS THE TOWER OF POWER? FIND OUT AT A COMIC BOOK SHOP NEAR YOU

TM & © 2006 MARVEL

INTRODUCING

THE PREMIERE EDITION OF MARVEL CARDS.



the AMAZING SPIDER-MAN

Face front, true believers, for the premiere edition of Marvel Cards featuring the Amazing Spider-Man. It's the first card series ever highlighting all new artwork of everyone's favorite web-slinger and his entire family of characters from the wild world of Marvel.

- All 150 cards drawn by top Spider-Man artist Mark Bagley.



- Premium quality production, including two-side UV coating.



TM & © 1994 Marvel Entertainment Group, Inc. All Rights Reserved.

Produced and distributed exclusively by Fleer Corp. © 1994 Fleer Corp. Mt. Laurel, NJ 08054.

TM & © 2006 MARVEL



WAREHOUSE SALE!!!

Limited Time Offer!

- ★ Order \$20 to \$49.99 & Get a 20% Discount!
- ★ Order \$50 to \$99.99 & Get a 30% Discount!
- ★ Order \$100 or more & Get a 40% Discount!
- ★ Important - Discount offer expires on orders postmarked after April 25th, 1994!

\$1 EACH OR 10 for \$7.50

Adv. Superman 500,506 (1st - Newsstand)
Alpha Flight 121,125,127,128
Archer & Armstrong 6,7,9,11-19
Averagers 360,396 (1st) Arcadia 1-4
Averagers West Coast 96,101,102
Batman 437-443,445-448,450,453-455
459,461,463,469,500 (Newsstand)
Blood Syndicate 1 Brigade 11,3-6
Cain 2 Cage 1 Cyberspace 1,3
Darkhawk 16,25,26,30,33-35, Ann 2
Dark Horse Comics 3,6,7,9,11,13,14
Darkstar Image 1 Deathblow 1
Deathmate Prologue #0 Death Head II
Deep Space Nine 1,2, 8, 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

\$2 EACH OR 10 for \$15

Action 686,689,692-694 (1st - Limit 1)
Adv. Superman 500,501,505 (Collector)
499,502,506-508, Ann 6 (8th Print)
Bats, Colorful Medusa 1,2,7, Rogue 2,3
Akers vs. Predator II #12 Blaze 2
Amazing Spiderman 366,374,376,378
380,382-385,388, Annual 27
Averagers 369,370 Terminator Obj 1,3,4
Batman 493-499,500 (Collector),501-503
Batman: Legend Dark Knight 1-6,8-12
21,23-32,36,37,40,44-48,53-56
Bloodshot 2-5,13 Shadowman 1-3,6
Brigade 01-4 (1st Series) Cyberspace 4-6
Cable 1,4-7 (New Series) Cable 1 (Mini)
Cyberforce 2,3, #11 Defective 660-670
Death 1 Deathmate Tour Book 1
Eternal Warrior 7,9-18 Exiles 1-3

HOT COMICS

Action 686,687 (Collector),688 (1st) \$2
690(1st) \$5 699,692-694(1st) \$2
Adv. Superman 500,501 (Collector) \$2
500,505 (Newsstand) \$1 503,504 \$5
499,502,506 (Collector),506-508 \$2
Archer & Armstrong 358,362,365 \$5
366,374,376,378,384,385,Ann 27 \$2
Archer & Armstrong 0,2 (1st) \$7.50
1,3-5,8,10 \$6 6,7,9,11-19 (Sale) \$1
Averagers 369,370, Annual 27 \$2
Batman 491 (1st) \$5 493-498 (1st) \$2
500 (Collector),501-503 (1st) \$2
Sword of Azrael 1 (1st Print - Lim) \$20
Batman: Legend Dark Knight 1-6,8-12 \$2
21,23-25,28-32,36,44-48,53-56 \$2
Bloodshot 1,7 \$5 6,10 2-5,8-14 \$2
Brigade 01-4 (1st) \$2 Bk 11,3-6 \$1
Cable 1 (Mini) \$2 1,4-7 (New Series) \$2
Cyberforce 1 \$15 2,3 \$2 #11 \$2
Darkhawk 323,324 \$5 325 (1st) \$5
Deathmate Black, Blue, & Yellow \$1
8 \$5
Deep Space 1-3 \$1 Limited Fall #1 \$10
Deathmate Black, Blue, & Yellow \$1
Black, Blue, Red, Yellow (Gold cover) \$20



BEST SELLERS HOT CARDS

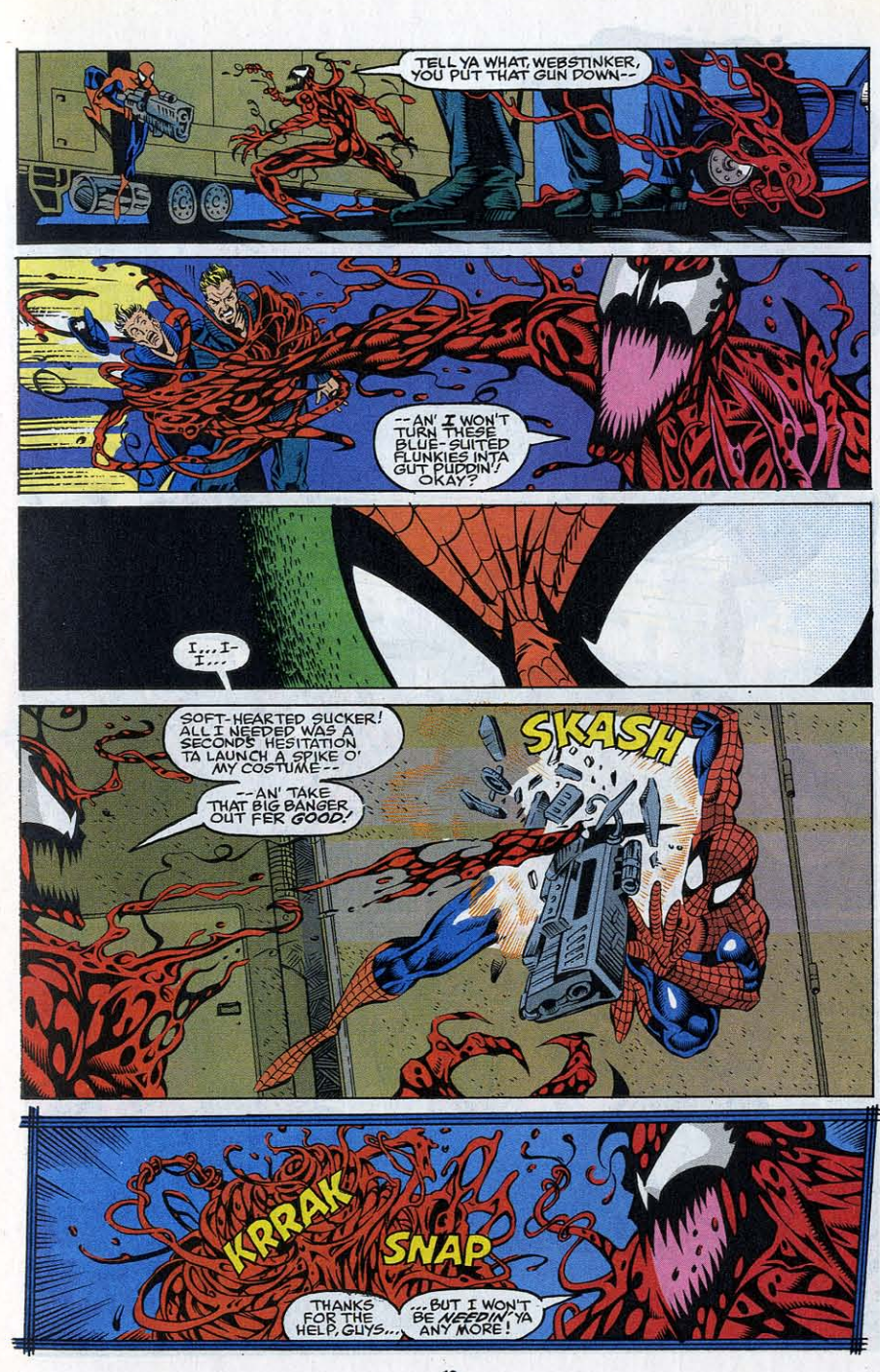
Reg./Sale
Allens vs. Predator \$20/16.95
Batman: Birth of Dementia \$15/9.95
Batman: Knightfall Vol 1,2 \$12/9.95
Batman/Judge Dredd: Vendetta \$5/3.95
Cable Trade (Labeled art) \$17/14.95
Ghost Rider Fear \$5/3.95
Ghost Rider Trade \$13/10.95
Jurassic Park Trade (1st) \$10/7.95
Life of G.I. Joe Graphic Novel \$10/6.95
Marvel 1993 Summer Special \$5/3.95
Rai Trade (1st Print) \$12/9.95
Savage Dragon Trade \$10/7.95
Shadowhawk Trade \$20/9.95
Spiderman Soul of Hunter \$5/3.95
Spiderman vs. Saboteur \$6/4.95
Vicarious Return Trade \$13/9.95
Wolverine Inner Fury \$9/9.95
Wolverine The Killing \$6/4.95
Wolverine Trade \$10/7.95
X-Force & Spiderman \$6/4.95
X-Men vs. Ghost Rider \$8/6.95
X-0 Trade (1st Print) \$10/7.95

COMIC SUPPLIES
50 Backing Boards \$3.95
100 Plastic Bags \$4.95

PRICES SLASHED!

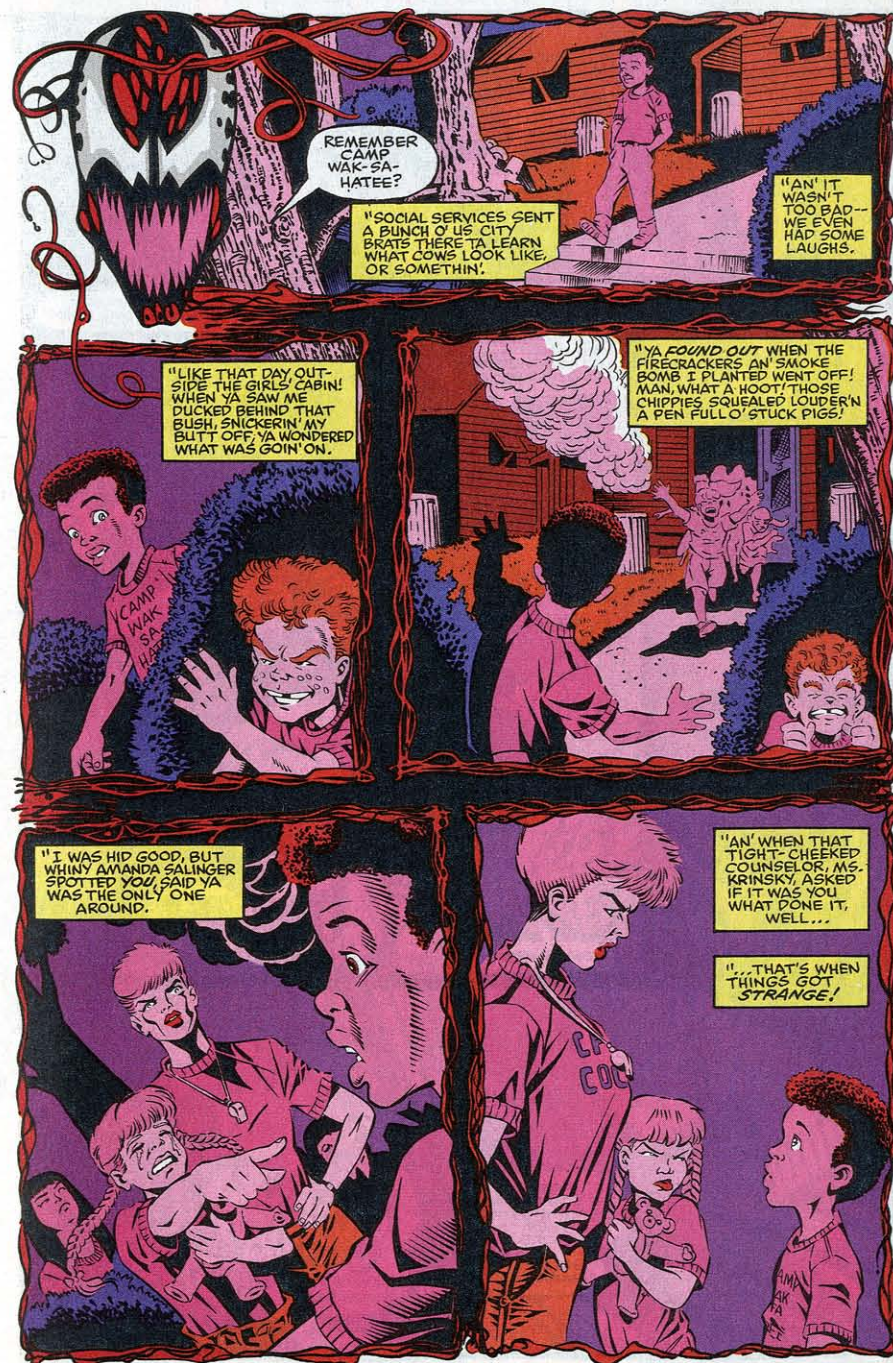
Subnote 1,3,4,5 Secret Weapons 1-6 \$1
Savage Dragon 1,2 \$5 352 Bk 1-5 \$2
Shadowhawk 1515 3,4 \$2 Bk 1-3 \$2
Shadowman 1 \$30 2,3,8 (Sale) \$10
4-7,9,10 \$5 11-22 (Sale) \$2
X-Force 92 (1st-Lim) \$5 Ann 7 \$2
72,78,84,86-89,93-98, Ann 8 (Sale) \$1
X-Force 1 (no card) \$2 25 (1st-Lim) \$5
2-5,9-22,26-31, Annual 2 (Sale) \$2
X-Men 1 (Deluxe),2,4,8,11-19, Ann 2 \$3
1 (Colossal cover), 26-31 (Lim) \$2
X-Men 2099 1-4 (Sale) \$2
X-Men Adventure 1,2,6,8,10-15, #1 \$2
X-0 Monowar 0 \$3 0 (Gold) \$75 \$1
2 \$35 6 \$25 7-9,12 \$5 14-24 \$2
Youngblood 1,2 (1st Print) \$10 \$3
Battlezone 1 \$1 Strikefile 1.4 \$1

COMIC GIFT BAGS
Collector Comic Bag \$7
10 Valuable Comics! Lots of \$1
Comic Surprise Bag \$9
20 different, valuable comics!











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

...the battle against child abuse. For a minimum of \$5.00 you will receive this super-special edition 32-page comic created by mega-talents Peter David and Jim Craig! Through the sale of this special edition Marvel Comics is supporting the National Committee To Prevent Child Abuse (NCPA) and raising funds to benefit children and their families.

Send your check, payable to Marvel Comics, with the coupon below, and get this fantastic must-have issue, featuring a metallic foil cover with embossed logo. This special edition will be sent to you first class mail with Progard™ backer for safe delivery. Order as many copies as you wish. Each order must be accompanied by a coupon or a facsimile and a minimum of \$5.00 per copy. If you would like to help NCPA more, just increase the amount you send. Ask your retailer for coupons.

Marvel and the NCPA thank you for your help in the fight to prevent child abuse.



HULK VS. VENOM SPECIAL EDITION

(Offer valid through June 30, 1994)

PLEASE SEND _____ COPIES AT \$5.00 EACH, TOTAL ENCL \$ _____

PLEASE PRINT

NAME _____ AGE _____

ADDRESS _____ FIRST _____ LAST _____

CITY _____ STATE _____ POSTAL CODE _____

COUNTRY (IF NOT USA) _____

Canada add \$3.00 per comic. All other foreign add \$5.00 per comic and send check or money order (please no cash) payable in U.S. dollars drawn on a U.S. bank or international money order to Marvel Comics P.O. Box 1839 Cape Girardeau, MO 63702-1839 Allow 4 to 6 weeks for delivery.





BUT FOR CRIPES SAKE, CLETE, I WAS NICE TO YOU!

MY POINT EXACTLY, BILLY-O: PEOPLE THINK YA HAF TA PAY BACK KINDNESS! BUT IN A WORLD O' CHAOS--

--YA CAN DO ANYTHIN' YA WANT, JUST 'CAUSE YA CAN!

AN' YOU, BILL-MAN, ARE GONNA BE A PRIME EXAMPLE O' THAT!



THIS IS TOO MUCH!!!



AH-AH, SUPER-BILL!



SHLUP

NO GUNS!



KREESH



?!?



I WASN'T GOING FOR A WEAPON, CLETE--

--I WAS REACHING FOR A FRESH BOTTLE.



EARNIN' DOUGH MUST MAKE YA THIRSTY, BILLSTER-- THAT'S A LOT O' CASH,



GUESS LIFE'S BEEN GOOD TO YA...

...TILL NOW!



THAT'S ALMOST FUNNY, BUT YOU DON'T KNOW... CAN'T KNOW...!

SO WHY DON'T I JUST TELL YOU?



THINGS WERE GOOD: I HAD A GREAT JOB, A HAPPY MARRIAGE, THEN I WON A WEEK-END IN VEGAS IN AN OFFICE POOL. IT WAS SUPPOSED TO BE A FUN TRIP, A CHANGE OF PACE, AND CHANGE IT WAS-- BUT NOT FOR THE BETTER BECAUSE WITH THAT INNOCENT LITTLE VACATION--

THWIP

!!--TROUBLE SWUNG INTO MY LIFE!

THE MAKERS
OF
Hi-C® Fruit
Drinks
BRING YOU



FREE
MARVEL COMICS™ X-MEN™
HERO CAPS™
THREE INSIDE
SPECIALLY-MARKED
Hi-C® 9 PACKS

© 1994 The Coca-Cola Company. "Hi-C" is a registered trademark of The Coca-Cola Company. MARVEL, HERO CAPS, X-MEN including all character names and likenesses: TM and © 1994 Marvel Entertainment Group, Inc. All rights reserved.

TM & © 2006 MARVEL



THE JUICIEST OFFER IN HISTORY



ON Hi-C® DRINK BOXES
COLLECT ALL 12!

FREE **MARVEL COMICS™ X-MEN™**
MARVEL MILESTONE™



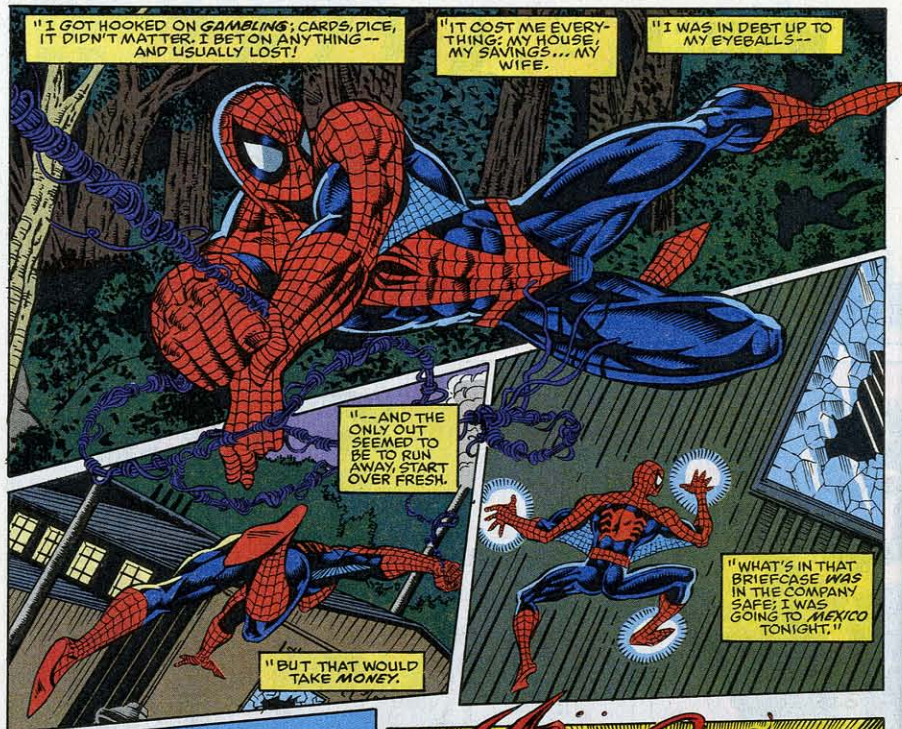
COLLECTOR'S
EDITION
COMIC BOOK
IN SPECIALLY-MARKED
Hi-C® VARIETY PACKS



ADVERTISEMENT

TM & © 2006 MARVEL





SPECIAL TRIAL OFFER NEW COMIC BOOKS 50% OFF!

Pick Your Comics From These And Many Other Titles!

Batman	Ghost Rider	Teen Titans
Legion of Super-Heroes	Punisher War Journal	X-Men
Uncanny X-Men	Legends of the Dark Knight	Amazing Spider-Man
X-Force	Superman	Detective
Punisher	Wolverine	New Warriors
Fantastic Four	Excalibur	Daredevil
Iron Man	Hulk	Justice League America
Green Lantern	Swamp Thing	Flash
G.I. Joe	Quasar	Lobo

PLUS DOZENS MORE!

Trial Offer Pricing Schedule

\$1.25 COVER PRICE = \$.63	\$1.50 COVER PRICE = \$.75
\$1.95 COVER PRICE = \$.98	\$2.50 COVER PRICE = \$1.25
\$2.95 COVER PRICE = \$1.48	\$3.95 COVER PRICE = \$1.98

For a limited time only, we are offering 60-day trial memberships in our N.I.C.E. Comics Club. With this membership, you get 50% off any MARVEL or DC Comic title and 10%-40% off any INDEPENDENT title. We lose money on this special deal, but we think it's worthwhile to get you to try purchasing through what has become the most sophisticated comics club in the country. Besides great service and great discounts, membership also has the following benefits:

- ★ Guaranteed Brand-New Delivery
- ★ Complete Freedom To Start Or Stop Any Title
- ★ Toll-Free Customer Service Line
- ★ Shipping in Custom-Designed Sturdy Boxes
- ★ Discounts Of 20% Off On Back Issues (5,000,000 Back Issues In Stock!)
- ★ Monthly Investment Advice
- ★ Computerized Invoices
- ★ Monthly Newsletter On Upcoming Comics
- ★ Discounts of 10%-40% Off All Comics
- ★ Permanent Discounts of 30-40% on Marvel & DC Comics
- ★ International, APO, And FPO Service
- ★ Monthly Bonus Discount Books At 50% Off
- ★ Discount Marvel Age
- ★ Three Shipping Options: Weekly, Bi-Weekly, Or Monthly
- ★ Free Back Issue Price Guide

Does our service sound as if it could help you? If so, call our toll-free number and we'll send you your first membership form. You'll be joining over 5,000 other serious comics fans in saving on your new comics purchases. Or, for speedier service, call us, have a VISA or MASTERCARD ready, and we'll start your shipments right on the phone.

CALL MONDAY-FRIDAY 1 P.M.-5 P.M. MOUNTAIN TIME

1-800-676-6423

MILE HIGH COMICS

America's Largest Comics Dealer!

2151 W. 56th Ave. • Box MC-40 • Denver, CO 80221

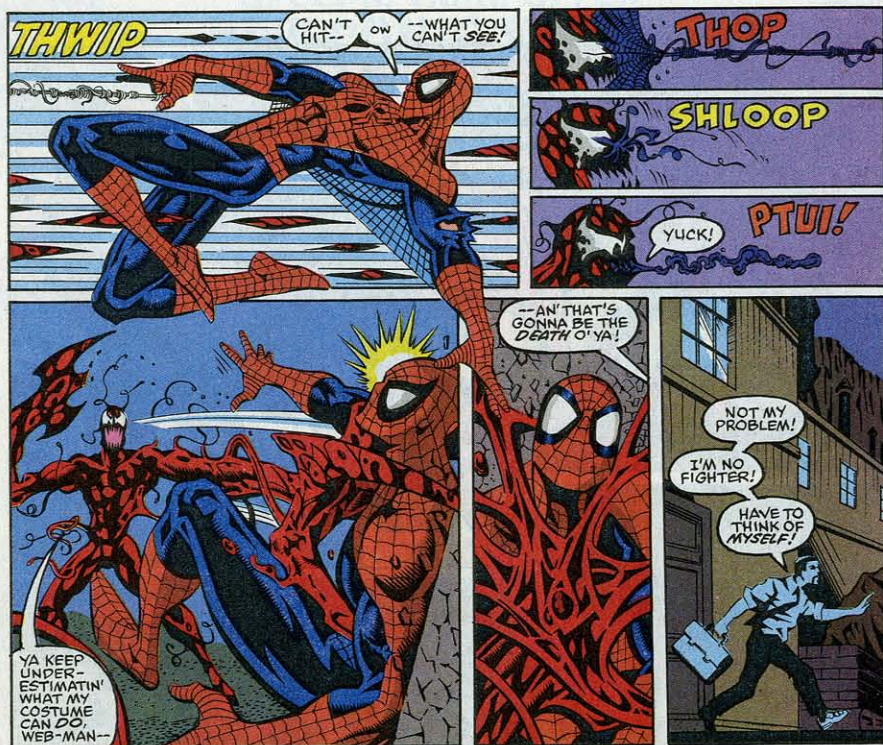
Our Special Comics Offer Is Also Available In Our Stores!

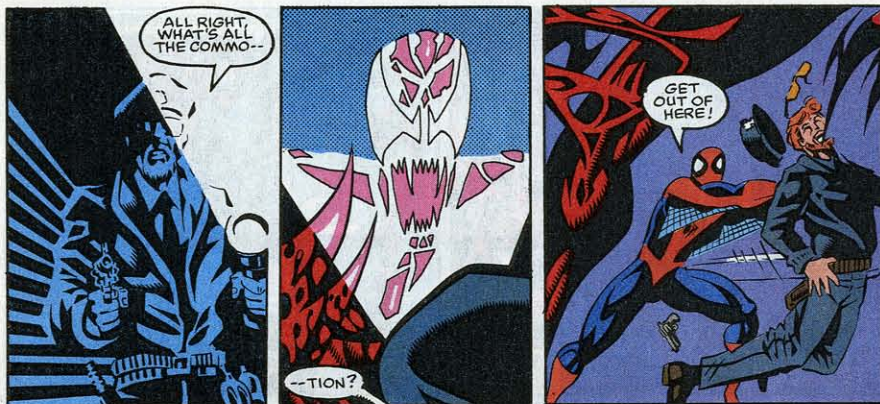
Mega-Store #1 Mile High Comics 9201 N. Washington Thornton, Colorado (303) 457-2612	Mile High Comics 1st & Wadsworth Lakewood, CO (303) 238-8125	Mile High Comics 308 S. Broadway Denver, CO (303) 777-5911	Mile High Comics 931 North Murray Colorado Springs, CO (719) 596-2155	Mega-Store #2 Mile High Comics 509 E. Katella Anaheim, California (714) 774-1159
	Mile High Comics 780 S. Colorado Denver, CO (303) 691-2212	Mile High Comics 50 W. Littleton Blvd. Littleton, CO (303) 931-2212	Fantasy Works Buckingham Square Aurora, CO (303) 695-9664	

TM & © 2006 MARVEL



TM & © 2006 MARVEL





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

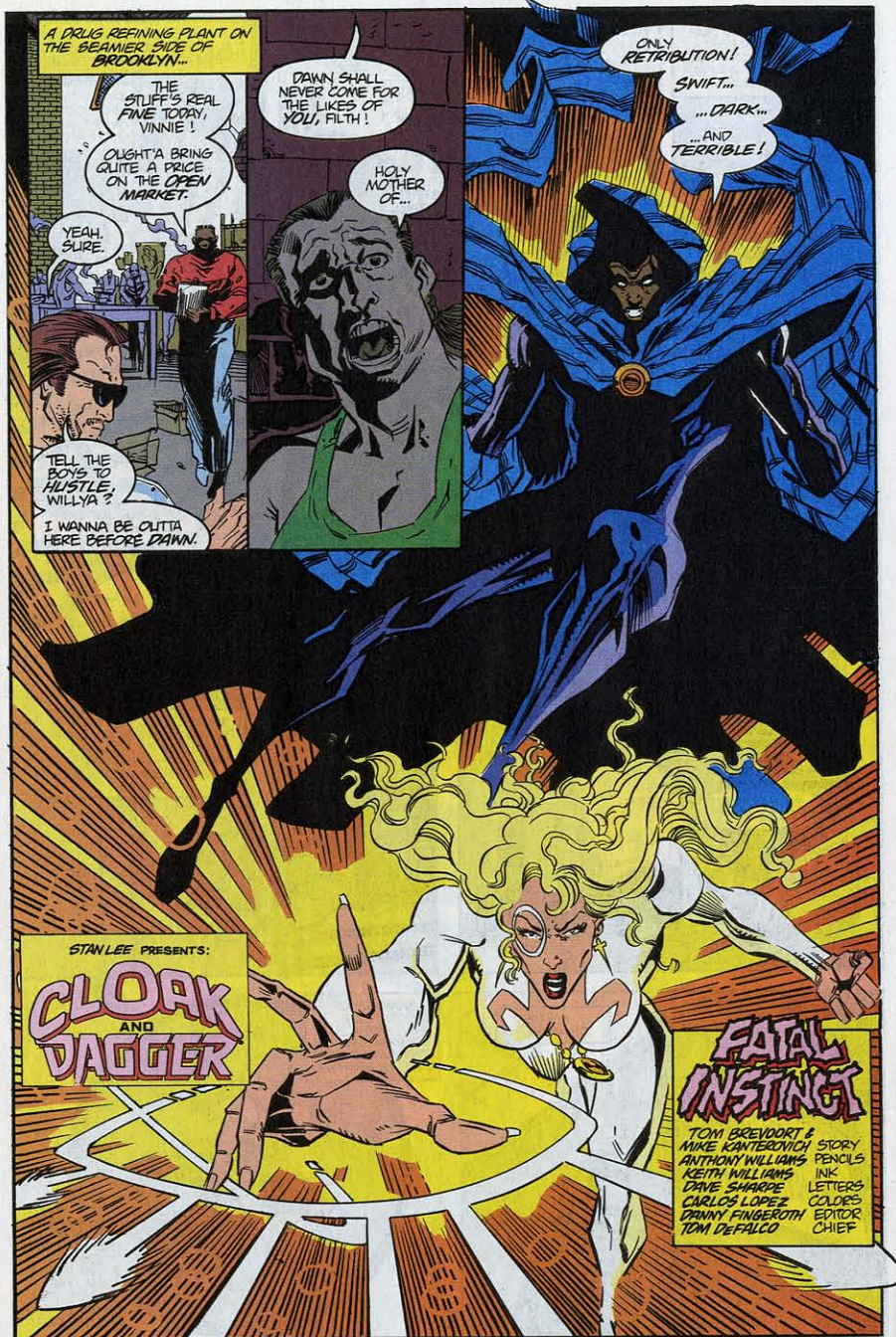
IF I'D STAYED STRONG, MAYBE I WOULDN'T HAVE FALLEN SO FAR. BUT I CAN DO THE RIGHT THING NOW.

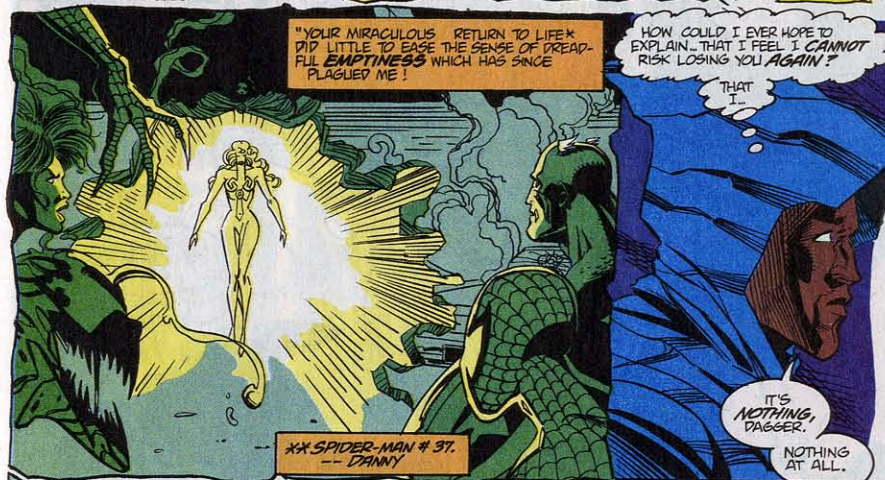
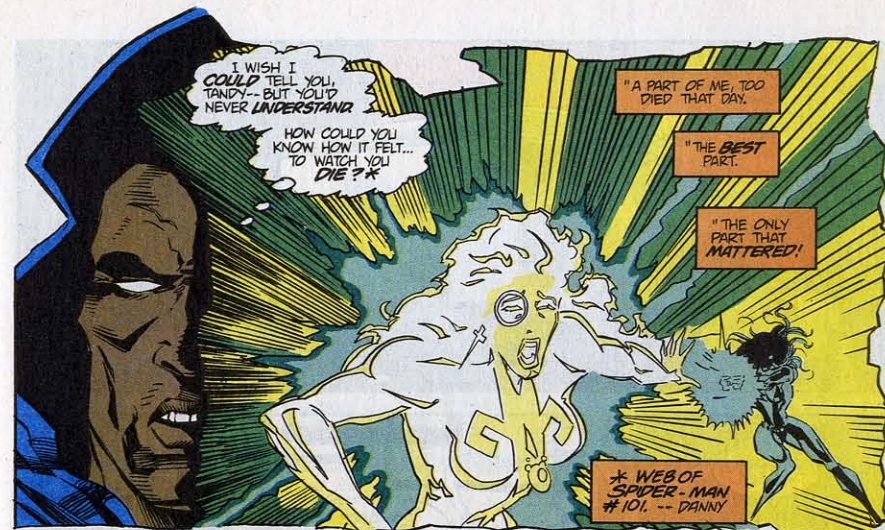
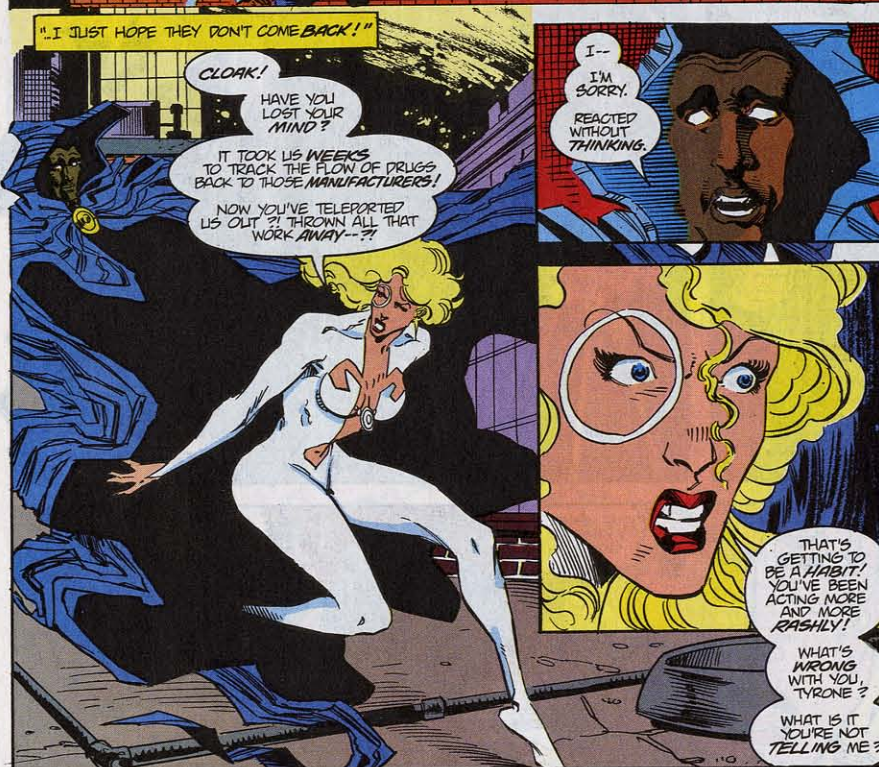


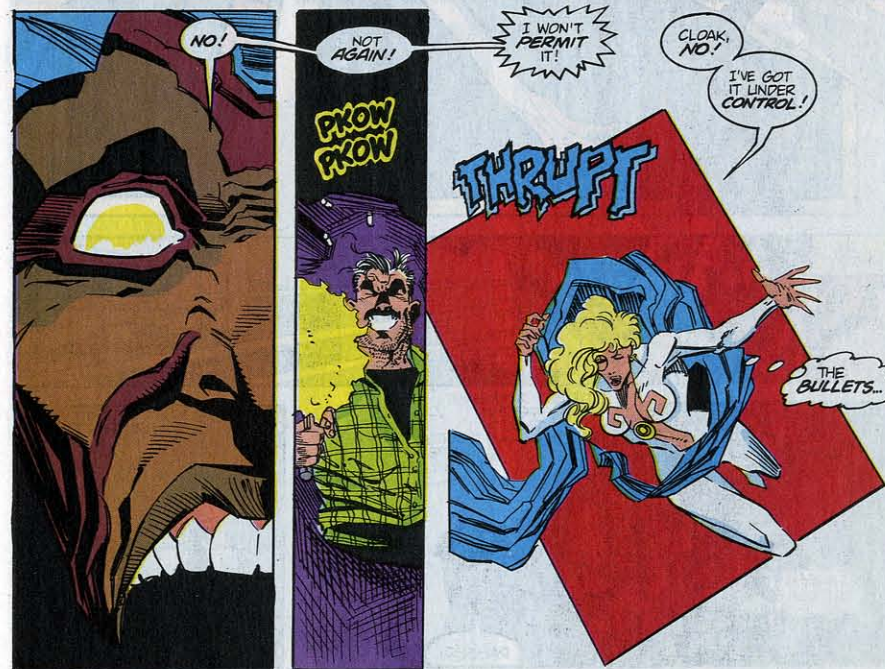
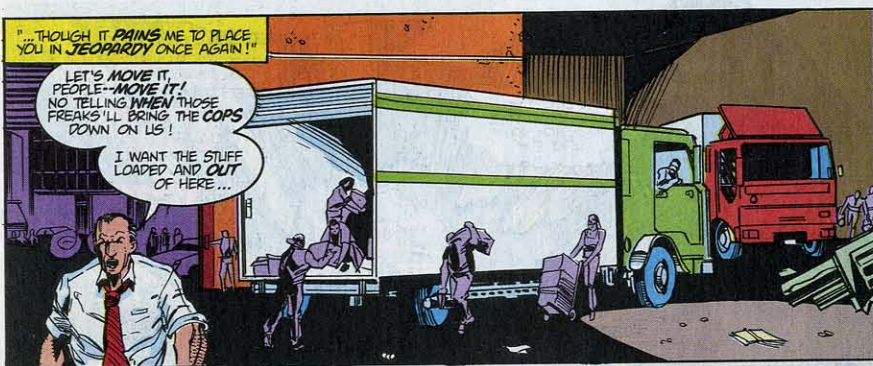
OH, BROTHER! SOMEONE BRING ME A HANKIE-- I'M GONNA START BAWLIN'!

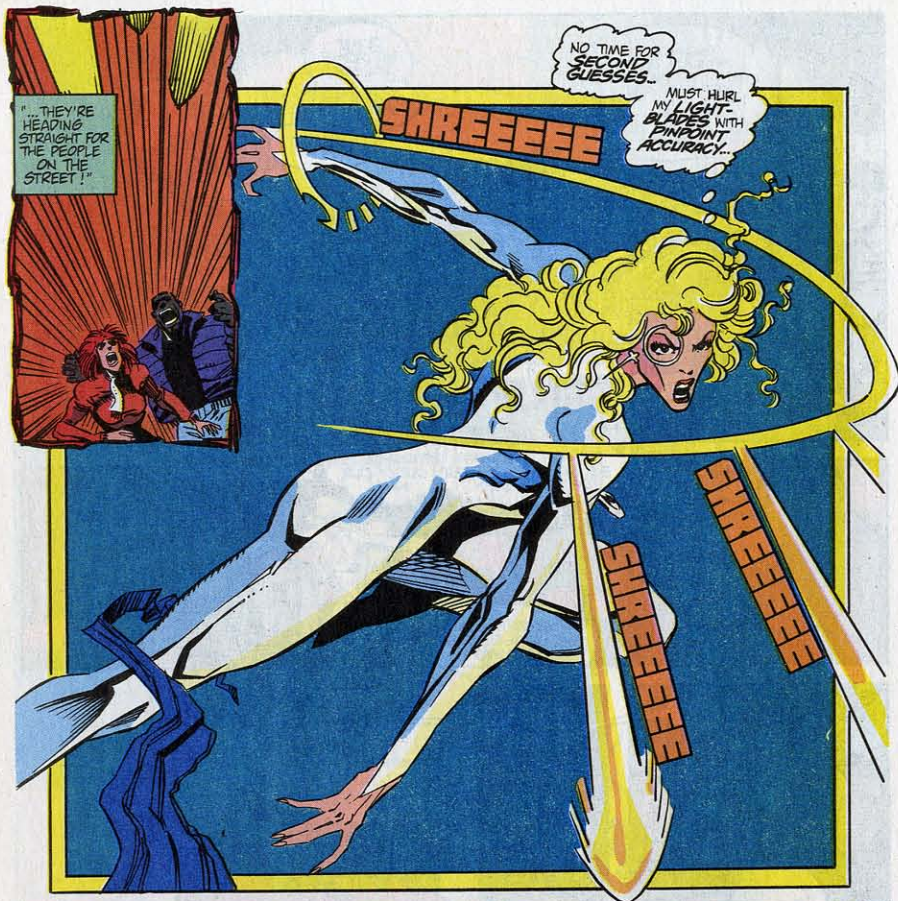


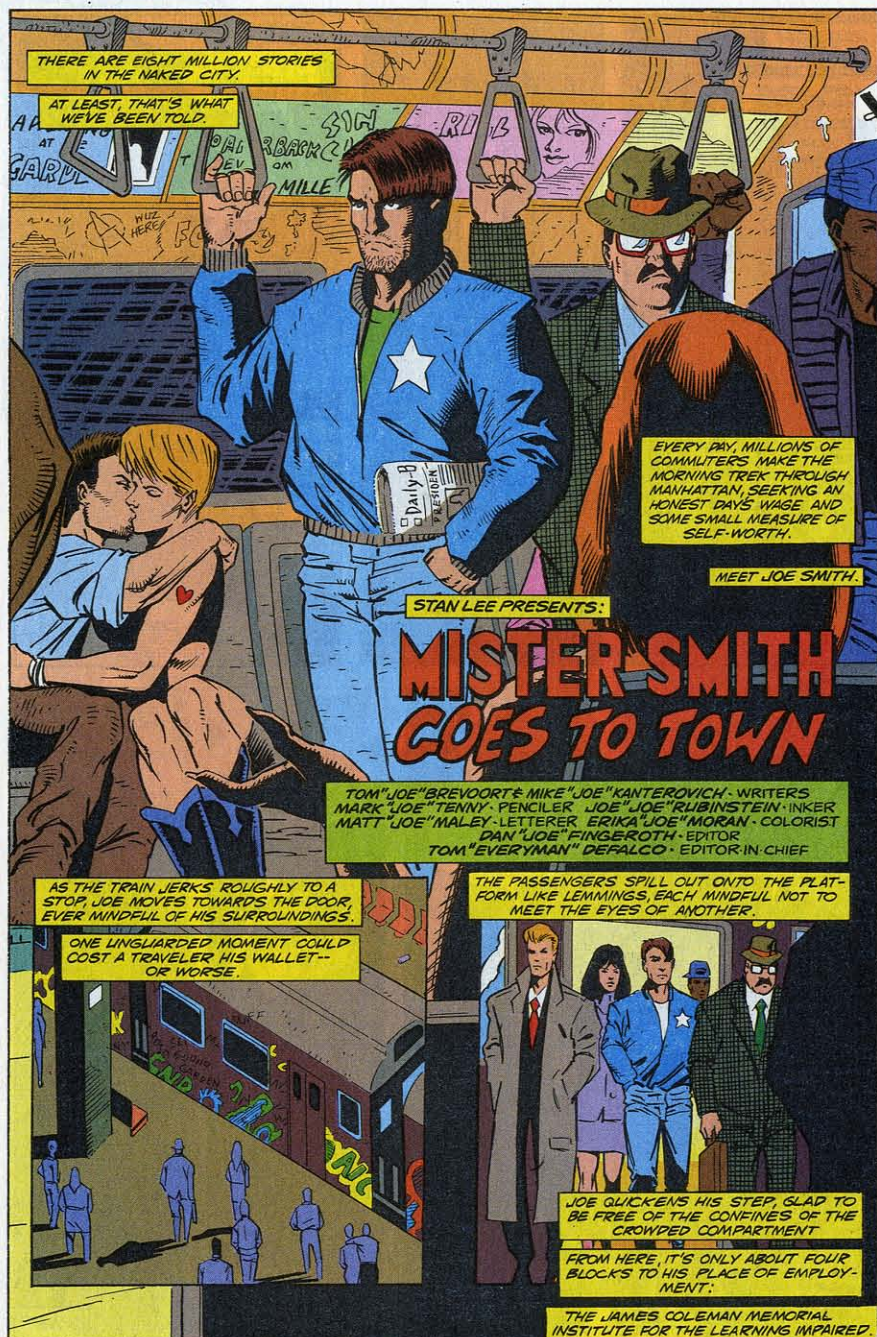




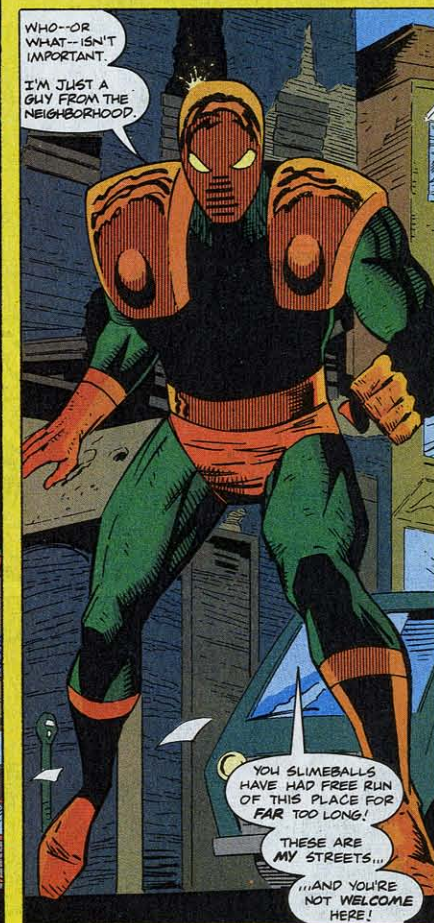














THREE AGAINST ONE.

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 SUIT.

ONLY THEY'RE
NOT SCARED...

...BUT JOE SUDDENLY IS!



AND THEN, IT HAPPENS.

HEY!

GET AWAY
FROM THAT
MAN!



THE CROWD MOVES IN,
READY AT LAST TO TAKE
ACTION AGAINST THIS
THREAT TO THEIR LIBERTY.



THEY'RE TIRED OF THIS, TOO. TIRED OF
LIVING LIKE FRIGHTENED ANIMALS.

ALL THEY'VE BEEN WAITING FOR...



...IS SOMEONE TO SHOW THEM
THE WAY!

YOU OKAY,
PAL?

YEAH.

EVERYTHING'S
OKAY.

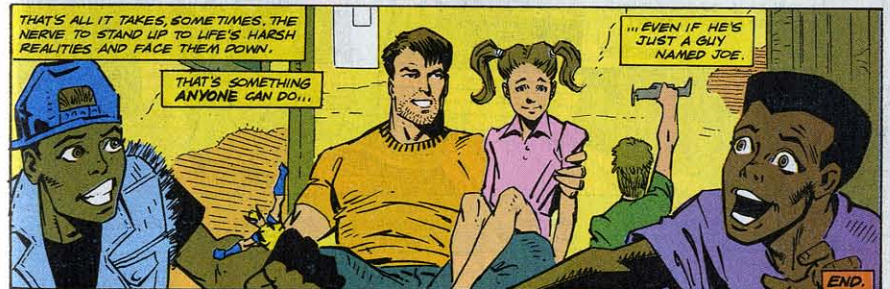


AT
LEAST...

...I THINK
IT WILL
BE.

HE KNOWS IT'S ONLY
A FLEETING VICTORY.
THEY'VE WON, THAT TO-
MORROW THE GANG
WILL BE BACK, SAME
AS USUAL.

BUT BOY, DOES IT FEEL GOOD.



THAT'S ALL IT TAKES, SOMETIMES, THE
NERVE TO STAND UP TO LIFE'S HARSH
REALITIES AND FACE THEM DOWN.

THAT'S SOMETHING
ANYONE CAN DO...

...EVEN IF HE'S
JUST A GUY
NAMED JOE.

END.

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...

...SCRAMPLING 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 DUTRO
LETTERER

JOE AGOSTINELLI
COLORIST

DANNY FINGEROTH
EDITOR

TOM DEFALCO
CHIEF

I TRIED SO HARD TO MAKE THEM FEEL SAFE... TO MAKE THIS CRUDDY LITTLE HOLE FEEL LIKE HOME...

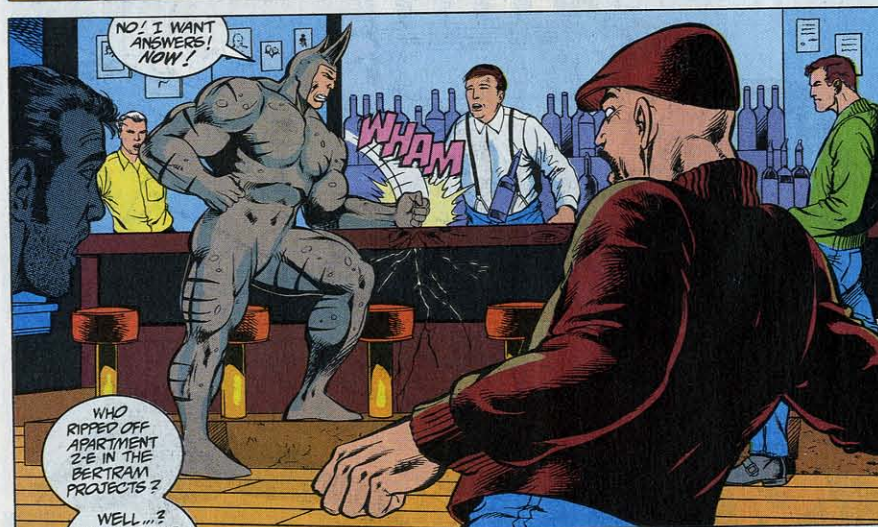
I WISH I NEVER AGREED TO COME HERE. ESPECIALLY WITHOUT YOUR FATHER.

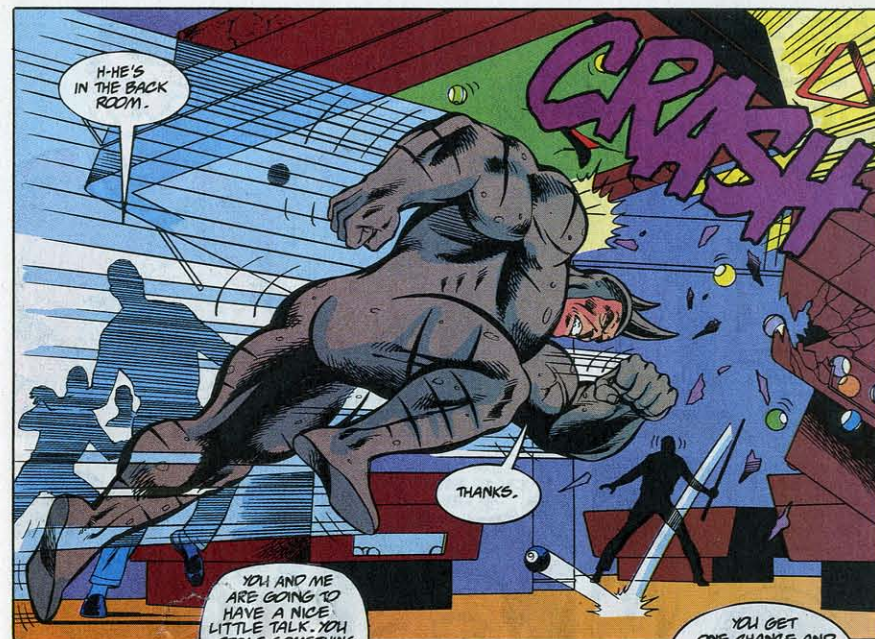
PLEASE, MOTHER. YOU KNOW I COULDN'T AFFORD TO BRING THE WHOLE FAMILY OVER AT THE SAME TIME.

BUT I PROMISE THAT I WILL BE ABLE TO DO IT IN A FEW MONTHS. I NEED TO PICK UP A FEW MORE ODD JOBS.



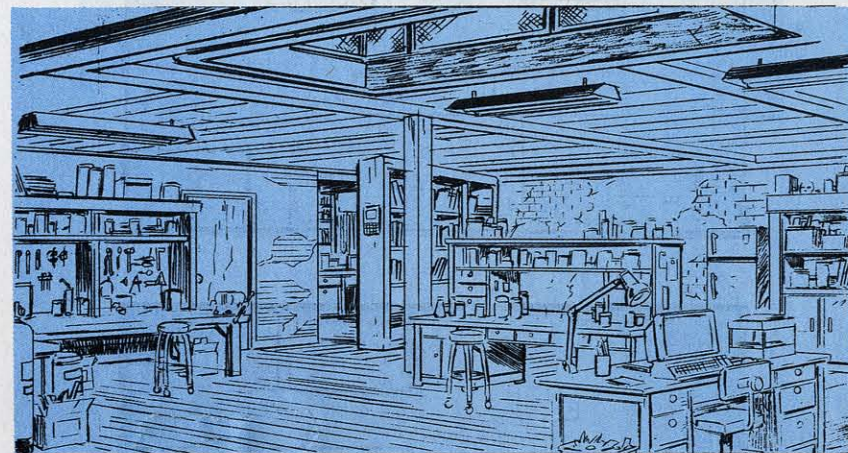








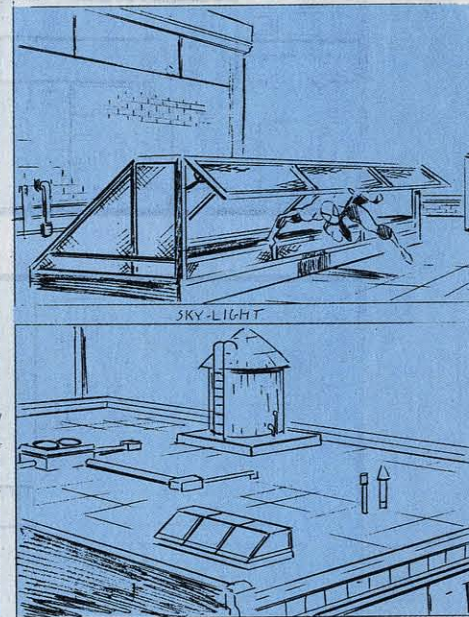
Here's the designs done by regular AMAZING SPIDER-MAN penciler Mark Bagley (a fella who's no stranger to architectural drawing as well as comics) for Peter and Mary Jane's new apartment, first seen in AMAZING #386.

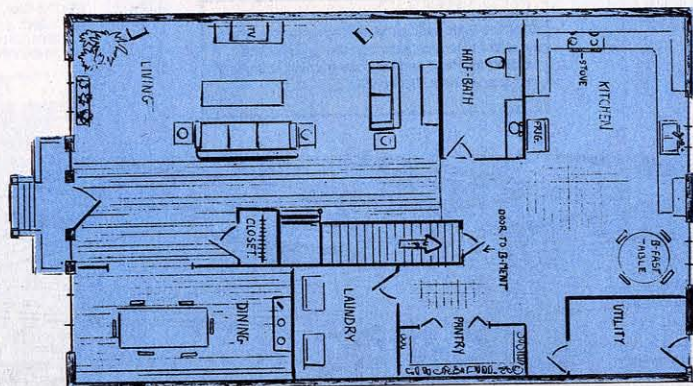


PETE'S LAB

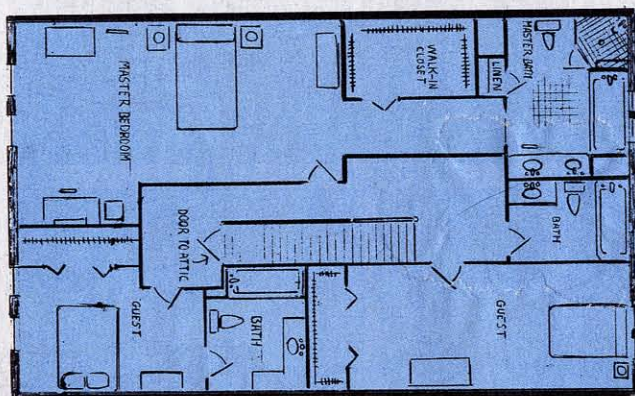


SECRET ROOM

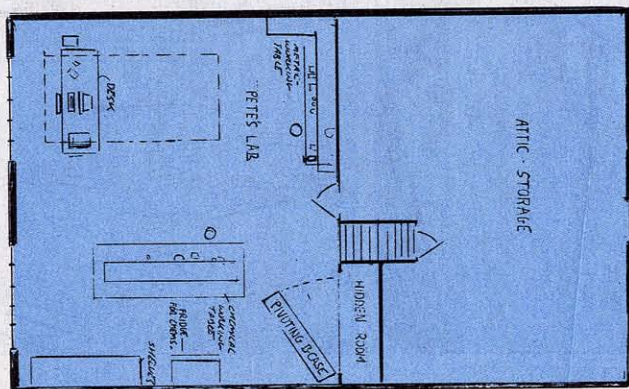




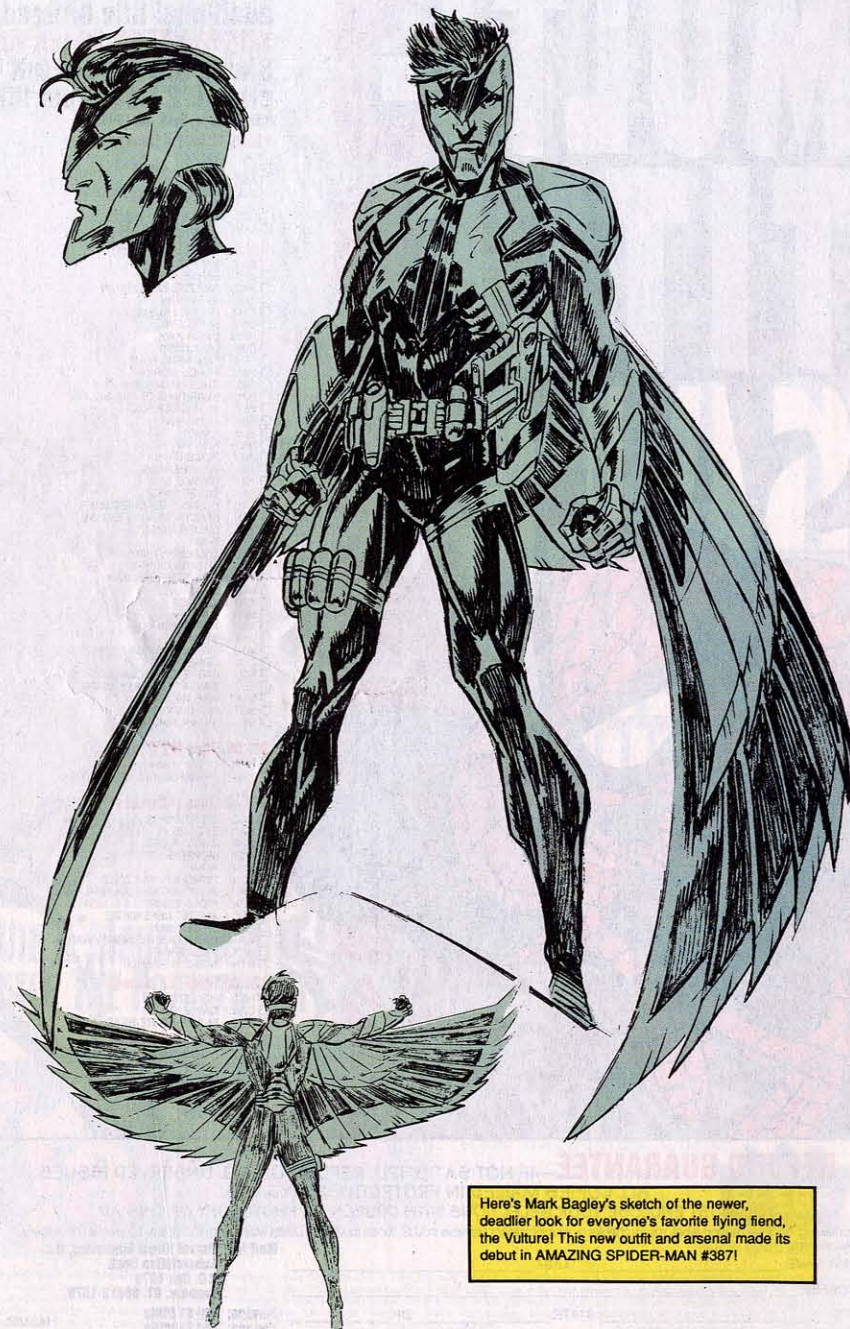
1st



2nd



3rd



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!

MULTI-TITLE SALE!



Order first title at listed price below. Each additional title ordered, **SUBTRACT \$1.00 per title!** Single titles are at full price (12 issues per title). Offer expires: Sept. 30, 1994.

\$15.00 Titles (12 Issues)

- ☐ GIJ G.I. JOE
- ☐ XCL X-MEN CLASSICS
- ☐ AGE MARVEL AGE
- ☐ MTL MARVEL TALES (FEATURING SPIDER-MAN)
- ☐ SMC SPIDER-MAN CLASSIC
- ☐ XAV X-MEN ADVENTURES

\$18.00 Titles (12 Issues)

- ☐ BAR BARBIE
- ☐ BFB BARBIE FASHION
- ☐ AMZ AMAZING SPIDER-MAN
- ☐ AVE AVENGERS
- ☐ CAM CAPTAIN AMERICA
- ☐ DDV DAREDEVIL
- ☐ HWK HAWK
- ☐ D99 DOOM 2099
- ☐ FAN FANTASTIC FOUR
- ☐ FWK FORCE WORKS
- ☐ G99 GHOST RIDER 2099
- ☐ GAL GUARDIANS OF THE GALAXY
- ☐ INC INCREDIBLE HULK
- ☐ IRM IRON MAN
- ☐ SUB NAMOR
- ☐ NWR NEW WARRIORS
- ☐ PUN PUNISHER (COMIC)
- ☐ P99 PUNISHER 2099
- ☐ RAV RAVAGE 2099
- ☐ SAB SILVER SABLE
- ☐ CAD CONAN THE ADVENTURER
- ☐ PPK SPECTACULAR SPIDER-MAN
- ☐ S99 SPIDER-MAN 2099
- ☐ THR THOR
- ☐ THU THUNDERSTRIKE
- ☐ XME UNCANNY X-MEN
- ☐ WEB WEB OF SPIDER-MAN
- ☐ FAC X-FACTOR
- ☐ XFO X-FORCE
- ☐ MEN X-MEN
- ☐ X99 X-MEN 2099
- ☐ WHI WHAT IF
- ☐ MXC MARVEL COMICS PRESENTS
- ☐ CCL CONAN CLASSICS
- ☐ SCL SABRETOOTH CLASSICS
- ☐ KEY X-MEN: THE EARLY YEARS
- ☐ WMC WAR MACHINE
- ☐ NGT NIGHTWATCH
- ☐ SIL SILVER SURFER

\$21.00 Titles (12 Issues)

- ☐ DH2 DEATH'S HEAD II
- ☐ TFM TRANSFORMERS GENERATION 2

\$23.40 Titles (12 Issues)

- ☐ J DOC DR. STRANGE
- ☐ EXC EXCALIBUR
- ☐ GHR GHOST RIDER
- ☐ MOR MORBIUS
- ☐ NOV NOVA
- ☐ ZON PUNISHER WAR ZONE
- ☐ PWJ PUNISHER WAR JOURNAL
- ☐ REN REN & STIMPY
- ☐ SEC SECRET DEFENDERS
- ☐ SPI SPIDER-MAN
- ☐ WAR WARLOCK & THE INFINITY WATCH
- ☐ WOL WOLVERINE
- ☐ NTR NIGHT THUNDER

\$24.00 Titles (12 Issues)

- ☐ HST HELLSTORM
- ☐ CAB CABLE
- ☐ BUT BEAVIS & BUTT-HEAD

\$27.00 Titles (12 Issues)

- ☐ CLC CONAN SAGA
- ☐ GRO GROO
- ☐ SSC SAVAGE SWORD OF CONAN

REFUND GUARANTEE—IF NOT SATISFIED, REFUND ON ALL UNSERVED ISSUES. ALL COPIES MAILED IN PROTECTIVE POLYBAGS.

YOU MUST ENCLOSE YOUR SELECTIONS WITH COUPON OR PHOTOCOPY OF THIS AD.

If renewing: enclose mailing label, make checks or money orders payable in U.S. funds to Marvel Direct Marketing, Inc. Allow 10 weeks for delivery. (Please print)

FIRST NAME: _____ LAST: _____

ADDRESS: _____

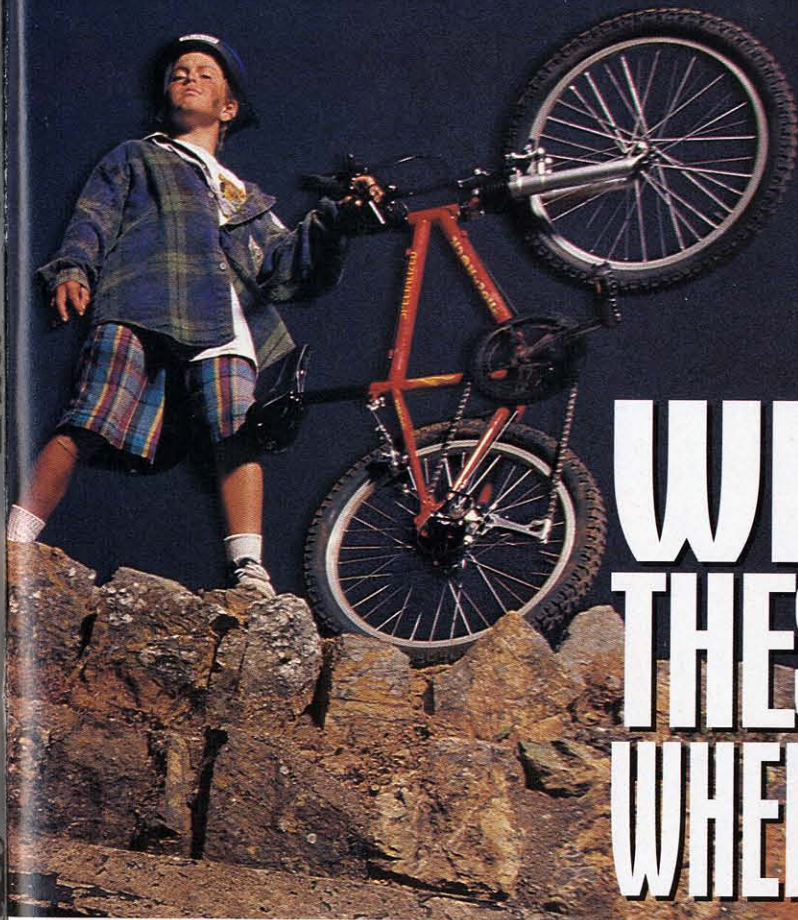
CITY: _____ STATE: _____ ZIP: _____

AGE: _____ SEX: _____

Mail to: Marvel Direct Marketing, Inc.
Subscription Dept.
P.O. Box 1979
Danbury, CT 06813-1979

Foreign: Add \$12/Title H43MR
Canada: Add \$10/Title
(Includes GST# R127032852)

TM & © 1994 Marvel Entertainment Group, Inc. G.I. JOE, TRANSFORMERS: TM & © 1994 Marvel Entertainment Group & Marvel Comics Ltd. CONAN: TM & © 1993 Conan Properties, Inc. TEK WORLD: TM & © 1993 William S. Wimmer. All rights reserved. BARBIE & BARBIE FASHION: TM & © 1993 Mattel, Inc. REN & STIMPY: TM & © 1993 Nickelodeon. BEAVIS & BUTT-HEAD: TM & © 1993 MTV-Music Television HARROWERS, PINHEAD: TM & © Fifth Avenue Entertainment, Ltd.



WIN THESE WHEELS

WIN A MOUNTAIN BIKE, VIDEO GAME PLAYER, OR VIDEO GAME. ENTER THE RAZZLES® "IT'S A CANDY, IT'S A GUM" SWEEPSTAKES.



What is this stuff? A candy? A gum? It's both! Razzles come in funky fruit flavors and you have a chance to cop some mega-prizes. Check out specially marked Razzles packs for details on how to enter.



Kids Choose Fleer.

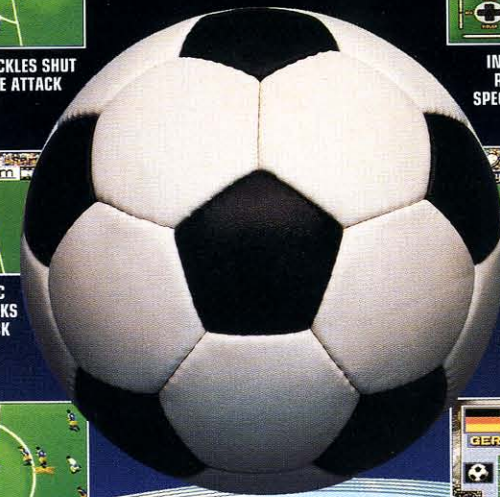
NO PURCHASE NECESSARY. Open to legal residents of continental U.S. Complete and mail an entry blank or a 3 x 5 card with printed name, complete address, phone number and age to: Razzles Bicycle Offer, P.O. Box 1532, Lancaster, PA 17608-1532. One entry per envelope, mailed separately. Must be received by February 28, 1995. Odds of winning prizes (12 mountain bikes, 48 video game players, 100 video games) depend upon number of eligible entries received for each of the four drawings. Winners will be notified by mail. See full Official Rules for details. For a copy, send a self-addressed, stamped envelope to: Official Rules Request, P.O. Box 1532, Lancaster, PA 17608-1532. WA/VT residents may omit return postage.

© 1994 FLEER CORP. MT. LAUREL, NJ 08054

TM & © 2006 MARVEL

ONLY ONE SOCCER GAME IS WORLD CLASS!

CHAMPIONS WORLD CLASS SOCCER™



SLIDING TACKLES SHUT
DOWN THE ATTACK



INSTANT REPLAY —
REVIEW THOSE
SPECTACULAR SAVES



AUTHENTIC
CORNER KICKS
FOR A QUICK
STRIKE



REALISTIC
THROW-INS,
HEADERS, TRAPS
AND MUCH MORE



DOMINATE THE FIELD
WITH ADVANCED PLAYER
CONTROL



32 INTERNATIONAL
TEAMS COMPLETE IN HARD
CHARGING ACTION

ON SUPER NES® & GENESIS®!

Acclaim
entertainment inc.

Champions World Class Soccer is a trademark of Acclaim Entertainment, Inc. TM & © 1993 Acclaim Entertainment, Inc. All Rights Reserved. Nintendo, Super Nintendo Entertainment System and the Official Seal are registered trademarks of Nintendo of America, Inc. © 1991 Nintendo of America, Inc. Sega, Genesis and Game Gear are trademarks of Sega Enterprises, Ltd. All rights reserved. Acclaim is a division of Acclaim Entertainment, Inc. © & © 1993 Acclaim Entertainment, Inc. All Rights Reserved. Screen shots shown are taken from the Super NES® version of the videogame.