



THE AMAZING SPIDER-MAN

MARVEL
COMICS

'97

ANNUAL



FURY OF THE
FORGOTTEN
FOE!



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LOOKS LIKE THE OUTSIDE WORLD'S BEEN THROUGH A FEW CHANGES. I DON'T REMEMBER THIS BUS SHELTER.

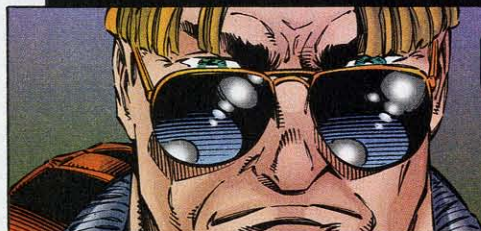
THE OLD DAILY BUGLE... HAVEN'T SEEN A COPY OF THAT IN A LONG TIME.



IT COSTS HOW MUCH NOW?

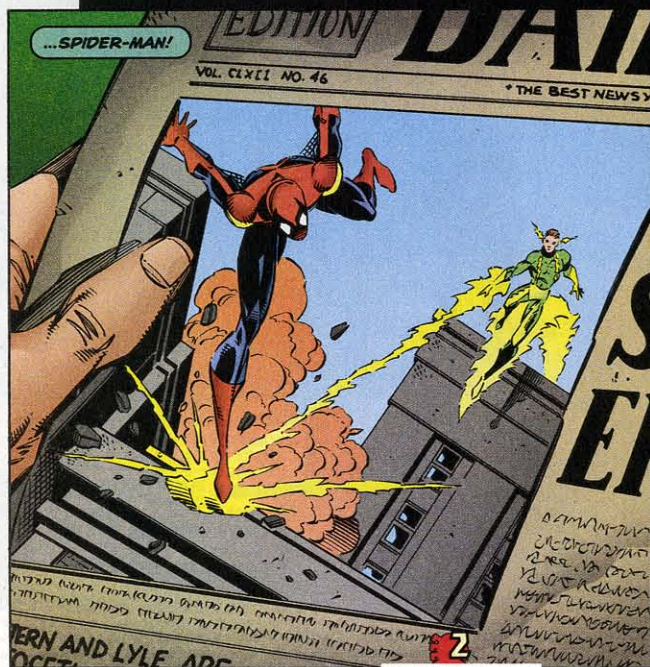


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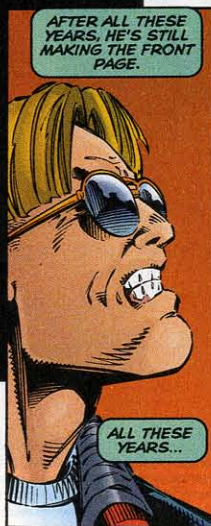
FEELS DIFFERENT, LIKE THEY'VE CHANGED THE PAPER STOCK. A LOT MORE COLOR, TOO.

ONE THING NEVER CHANGES, THOUGH...



...SPIDER-MAN!

EDITION **DAILY BUGLE**
VOL. CLXII NO. 46
THE BEST NEWS



AFTER ALL THESE YEARS, HE'S STILL MAKING THE FRONT PAGE.

ALL THESE YEARS...



...AND I CAN STILL HEAR THAT VOICE!

HI THERE, CRACKLY! I'M WITH THE WELCOME WAGON FOR THE SUPER-HUMAN AND SUB-LEGAL --

-- AND I'M SORRY, BUT I'M FRESH OUTTA FRUIT BASKETS!

WHY DON'T YOU RANT AND RAVE A LITTLE... JUST TO GET THIS LITTLE DONNYBROOK STARTED OFF RIGHT!

HE WAS INFURIATING...

...BUT HE HAD MY NUMBER. I WAS RAVING. ALL THE POWER I'D GAINED HAD GONE TO MY HEAD.

AND BEFORE IT WAS OVER...

...I LET IT RUIN MY LIFE...



...I LET IT RUIN A LOT OF LIVES.

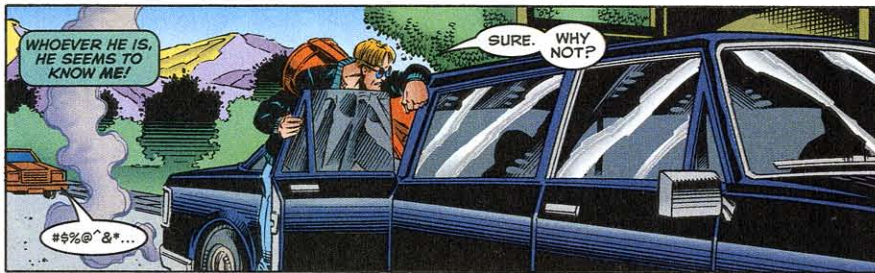
DOCTOR LOWELL!



WHO IS THIS?

YES?

GOOD TO SEE YOU AGAIN! MAY I GIVE YOU A LIFT?



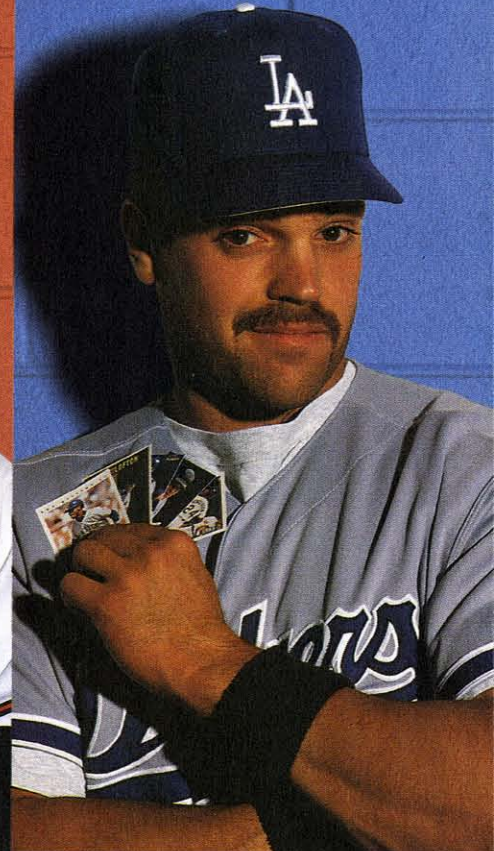
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Kenny Lofton—Atlanta Braves

Mike Piazza—Los Angeles Dodgers

"I feel better knowing Mike has my stolen base stats—so he can see he's not the only catcher I've embarrassed."

"Keep reading, Kenny. It'll give you something to do in the dugout after I've gunned you down."



ALL To get the shots and stats, you gotta get the cards.

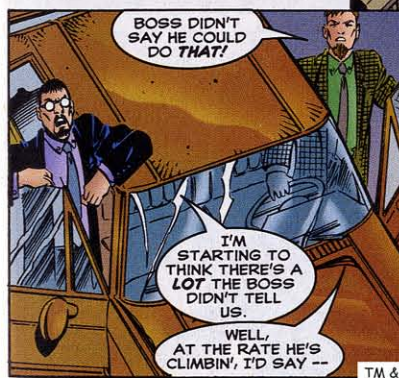
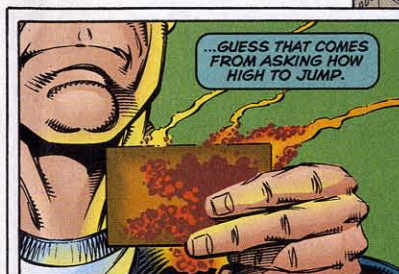
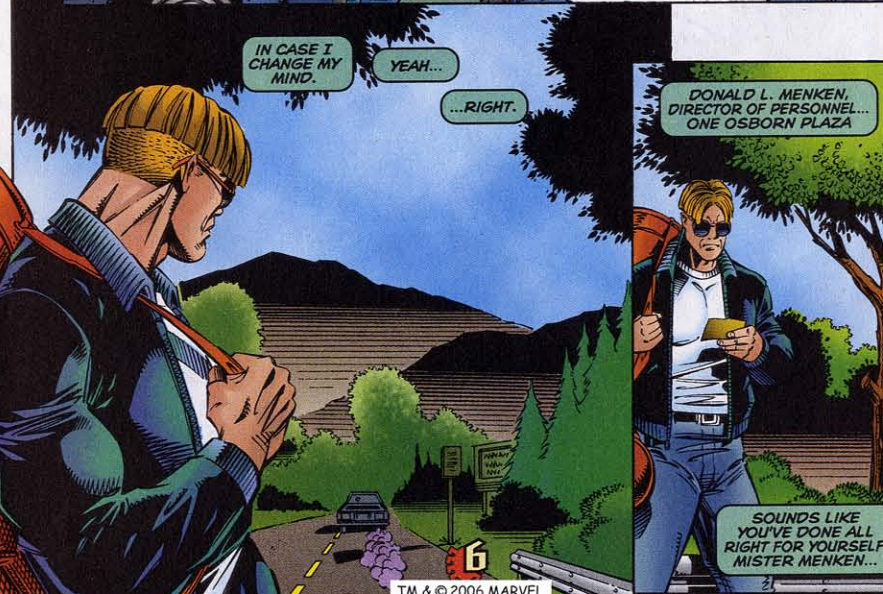
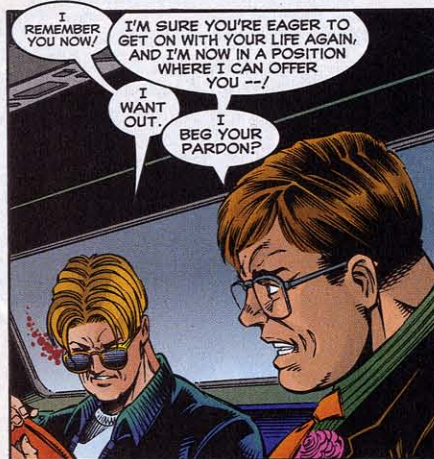


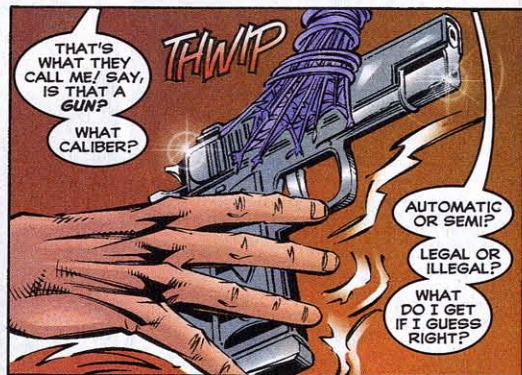
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1. NO PURCHASE NECESSARY. For a copy of complete official rules (by which all participants are bound) and to receive a free game message, send a self-addressed, stamped #10 envelope to: Oscar Mayer "NoggieSoggles" Requests, P.O. Box 4640, Blair, NE 68009-4640. Residents of WA and VT only need not affix postage to return envelopes. One request per person per mailing envelope. Requests must be received by 3/5/98. Game ends 4/2/98. 2. TWO WAYS TO WIN - COLLECT AND WIN. Look inside specially marked packages of Oscar Mayer Lunchables Fun Packs for the official game message. Four different Collect and Win game messages are available, each showing one of the following letters: "N", "I", "C", "K". If your game message is one of the Collect and Win letters, carefully cut out the game message and save it to try to collect all 4 Collect and Win game messages. If you succeed in collecting 1 of each of the 4 different Collect and Win game messages, you have won a Grand Prize (subject to verification). To claim a prize, see Rule #3. 3. TO CLAIM A PRIZE: Mail your entire original official game message(s) in a hand-addressed, stamped #10 envelope along with a plain piece of 7" x 5" paper on which you have hand printed your complete name, address, zip code, (optional) daytime and evening telephone numbers to: Oscar Mayer "NoggieSoggles" Claims, P.O. Box 4697, Blair, NE 68009-4697. All claims must be sent VIA REGISTERED MAIL ONLY, to be received by 4/2/98. All claims are subject to verification. 4. SECOND CHANCE DRAWING. To enter the Second Chance Drawing to award any unclaimed First or Second prizes, on a plain piece of 7" x 5" paper, hand print your complete name, address, zip code, (optional) daytime and evening telephone numbers, and mail it in a hand-addressed, stamped #10 envelope to: Oscar Mayer "NoggieSoggles" Second Chance, P.O. Box 4611, Blair, NE 68009-4611. Limit one entry per envelope. No mechanically reproduced entries permitted. Second Chance Entries must be received by 4/2/98 to be eligible. A Second Chance Drawing to award any unclaimed First or Second prizes will be conducted on or about 4/9/98 from among all eligible entries received. Odds of winning in the Second Chance Drawing will depend upon the number of eligible Second Chance entries received and the number of unclaimed prizes. 5. PRIZES: APPROXIMATE RETAIL VALUES AND APPROX. ODDS OF WINNING INSTANTLY: UNCLAIMED GRAND PRIZES WILL NOT BE AWARDED. All 1,506 prizes with a maximum total approximate retail value of \$59,500 are available to be won as follows: (5) Grand Prizes - 4 7-day/night trip for a family of 4 to the Nickelodeon Studios in Orlando, FL, including round-trip coach air transportation from major airport nearest winner's home, hotel accommodations (2-bedroom suite), a V.I.P. tour of Nickelodeon Studios, admission tickets to Universal Studios Florida and rental car (\$5,400 ea.), 1,750,000 (500) First Prizes - A Tiger Rugrats Toy Tag electronics game (\$25 ea.), 1,75,000 (1,000) Second Prizes - A Tiger Rugrats hand-held electronic game (\$20 ea.), 1,27,800. 6. GENERAL RULES: Game open only to U.S. residents, 17 years of age and younger, as of 4/2/98. Void where prohibited. See specially marked packages of Lunchables Fun Packs for complete offer details. Offer expires 1/31/98, and/or while supplies last. Void where prohibited. Items included in the Back to School Supply Kit are recommended for children three years of age and older.

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THUP

NEVER
CARED
FOR THAT
GAME!

THUP

I
KNOW --



-- HOW
ABOUT A
FAST ROUND
OF "HANG
LOOSE?"

IT'S
SOMETHING
LIKE BUNGEE
JUMPING

GYAAHH!

-- ONLY
I DO ALL THE
JUMPING. ALL YOU
HAVE TO DO IS...
WELL... HANG LOOSE!
THINK YOU CAN DO
THAT? HMM?



I CAN'T
TALK
UPSIDE-
DOWN --!

WHAT, THE GUN'S
VENTRILOQUIST?

SHOULDN'T
LET IT DO YOUR
TALKING FOR YOU.



SPIDAH-MAN!
MY HUSBAND HAS
CALLED THE
POLICE!

DON'T LEAVE
ME LIKE
THIS!

AW,
DON'T WORRY!
THE NICE OFFICER
CAN CUT YOU
DOWN IN NO TIME...



...ASSUMING HE HAS
A SET OF BOLT-
CUTTERS!

IF NOT,
THAT WEBBING
SHOULD WEAKEN
IN AN HOUR
OR SO!

TA-TA!
ALL!

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...AND EXIT, OUR
HERO STAGE
RIGHT -- LAUGHING
ALL THE WAY.

WITH A LITTLE BIT OF
LUCK, I SPOOKED THAT
GUY BACK ONTO THE
STRAIGHT AND NARROW.

YEAH, I WISH. HE DIDN'T
LOOK OLD ENOUGH TO
BE AN UNDERGRAD, AND
HE WAS COMMITTING
ARMED ROBBERY.

PROBABLY NEEDED THE
CASH TO FEED A
DRUG HABIT. SAD.

Oh, WELL, AT LEAST I
SAVED THE STORE OWNER'S
OVERNIGHT RECEIPTS.

AND ALL BEFORE
BREAKFAST!

MAKES YOU WONDER
WHAT THE REST OF THE
DAY WILL ... BRING?

Uh-Oh. SPIDER-SENSE IS
BUZZING LIKE A STUCK
DOORBELL. NOW --

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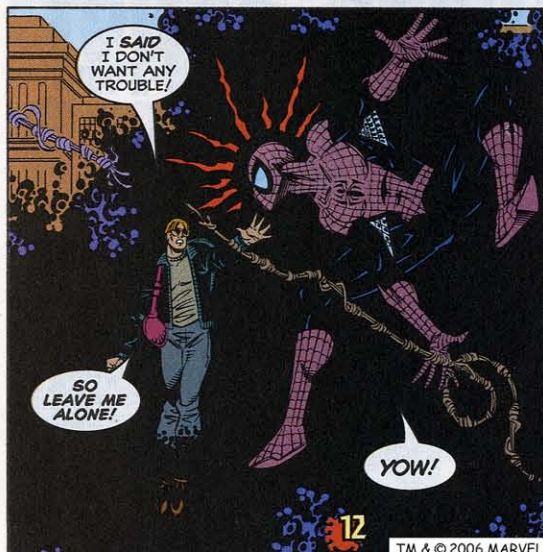
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CONSUMPTION OF
THIS TASTY BITE-
SIZED COMBINATION
SNACK MAY CAUSE
SUPER HULK STRENGTH,
ULTRA-HYPER SENSI-
TIZED HEARING AND
SPIDERLIKE
BEHAVIOR.**



Spider-Man, Hulk: TM & © 1997 Marvel Characters, Inc. © Mars Incorporated 1997

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WELL, THAT WAS AN HOUR WASTED!

I SCoured HALF OF MIDTOWN, BUT COULDN'T FIND A TRACE OF SUNDOWN.

CAN'T WASTE ANY MORE TIME SEARCHING NOW. GOTTA PICK UP MY WEB-PACK...

"-- THERE WAS AN ACCIDENT AT OSBORN CHEMICAL. ONE OF THEIR SCIENTISTS -- FELLOW NAMED DAVID LOWELL -- WOUND UP WITH SUPER POWERS..."

"...AND PRETTY MUCH WENT OUT OF CONTROL!"



...AND CHANGE INTO SOMETHING LESS CONSPICUOUS. AFTER ALL, PETER PARKER HAS CLASSES TO ATTEND...

...AND PEOPLE TO SEE.



WELL, WELL! IF IT ISN'T ME LADY WIFE!

HEY, TIGER, ENJOY YOUR MORNING CONSTITUTIONAL?



IT HAD ITS MOMENTS.

OH? WHAT HAPPENED? RUN INTO ANOTHER OF YOUR OLD ENEMIES?

Uh-huh.

WHO WAS IT THIS TIME? THE SHOCKER? THE CHAMELEON AGAIN? OH, PETER... NOT... THE GOBLIN --?!



NO, NO! NOTHING THAT SERIOUS. I THINK. I HOPE.

I DON'T KNOW IF YOU REMEMBER, BUT ABOUT TEN YEARS AGO --



"THEY CALLED HIM SUNDOWN BECAUSE... WELL, HE EMITTED THIS DARK ENERGY THAT BLOCKED OUT LIGHT LIKE NOBODY'S BUSINESS. AND HE DIDN'T REACT AT ALL WELL TO HAVING THAT ENERGY."



"SUNDOWN WENT ON A RAMPAGE ACROSS MANHATTAN -- LASHING OUT AT ANYTHING AND ANYONE WHO GOT IN HIS WAY. HE WAS INCREDIBLY STRONG AND FAST --

"-- AND IN THE GROWTH DEPARTMENT, HE EVEN GAVE GIANT-MAN A RUN FOR HIS MONEY!"



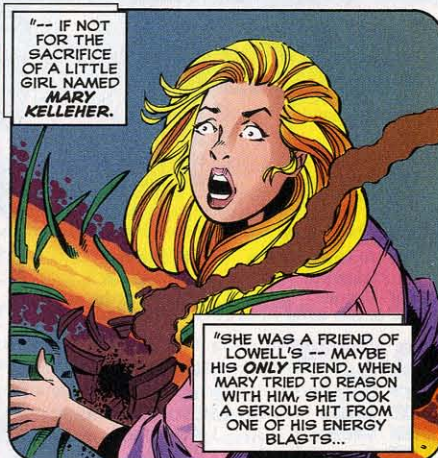
"HE EVEN STOOD UP TO THOR!"

"TO THOR! CAN YOU IMAGINE?"

"WE MIGHT NEVER HAVE STOPPED SUNDOWN --



"HE SEEMED JUST ABOUT INDESTRUCTIBLE... AND POWERFUL ENOUGH TO RESIST THE COMBINED FORCES OF THE FANTASTIC FOUR AND THE AVENGERS!"



"-- IF NOT FOR THE SACRIFICE OF A LITTLE GIRL NAMED MARY KELLEHER.

"SHE WAS A FRIEND OF LOWELL'S -- MAYBE HIS ONLY FRIEND. WHEN MARY TRIED TO REASON WITH HIM, SHE TOOK A SERIOUS HIT FROM ONE OF HIS ENERGY BLASTS..."



...WHEN HE REALIZED WHAT HE'D DONE, SUNDOWN FINALLY SNAPPED OUT OF IT. IT WAS LIKE FLIPPING A SWITCH --

-- ALL THE RAGE DRAINED RIGHT OUT OF HIM. WHEN THE POLICE LED HIM OFF, HE WAS MEEK AS A LAMB. WEIRD.

AND THEN..?

AND THEN, I LOST TRACK OF HIM! I KNOW THAT HE PLED GUILTY AND WENT TO PRISON. BUT THAT WAS YEARS AGO... HECK, I WAS STILL IN HIGH SCHOOL! I HADN'T SEEN OR HEARD A THING ABOUT HIM, UNTIL THIS MORNING.

SO WHAT HAPPENED THIS MORNING?

THAT'S EVEN WEIRDER! HE DIDN'T SEEM CRAZED OR MEEK, JUST KIND OF... BRUSQUE! HE BASICALLY TOLD ME TO GET LOST. HE'S DEFINITELY CHANGED.

IN TEN YEARS? WHO WOULDN'T? WITH LUCK --

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| ☐ DDV Daredevil | ☐ ZAR Ka-Zar |
| ☐ ELK Elektra | ☐ SIL Silver Surfer |
| ☐ FAN Fantastic Four | ☐ BLT Thunderbolts |
| ☐ GHR Ghost Rider | ☐ WHI What If... |
| ☐ HFH Heroes For Hire NEW | |

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- | | |
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- | |
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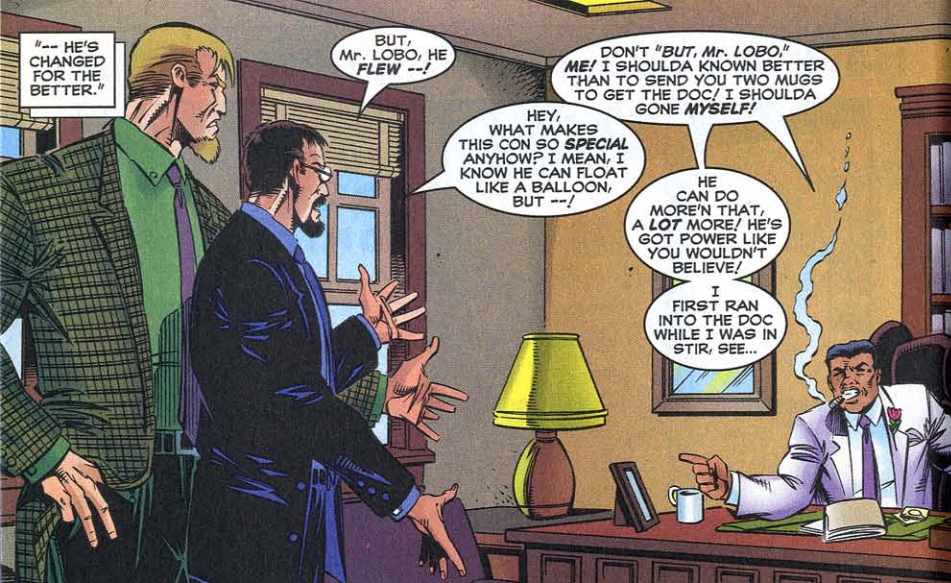
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"-- HE'S CHANGED FOR THE BETTER."

BUT, MR. LOBO, HE FLEW --!

HEY, WHAT MAKES THIS CON SO SPECIAL ANYHOW? I MEAN, I KNOW HE CAN FLOAT LIKE A BALLOON, BUT --!

DON'T "BUT, MR. LOBO." ME! I SHOULD KNOW BETTER THAN TO SEND YOU TWO MUGS TO GET THE DOC! I SHOULD GONE MYSELF!

HE CAN DO MORE'N THAT, A LOT MORE! HE'S GOT POWER LIKE YOU WOULDN'T BELIEVE!

I FIRST RAN INTO THE DOC WHILE I WAS IN STIR, SEE...



"...HE HADN'T BEEN INSIDE TOO LONG, AND THESE BRUISERS WERE SHAKIN' HIM DOWN."

"THE DOC WAS STILL A SHRIMP IN THOSE DAYS, AND THEY FIGURED HE WAS EASY PICKIN'S."



"THEY FIGURED WRONG!"

"Oh, SURE, THEY CUT HIM --!"

"-- BUT HE DIDN'T STAY CUT!"



"HE BLASTED THOSE MOOKS HALFWAY 'ROSS THE PRISON YARD, 'FORE EITHER OF 'EM COULD DRAW ANOTHER BREATH!"

"I'D NEVER SEEN ANYTHING LIKE IT."



"WHEN THE GUARDS SHOWED UP TO PUT THINGS DOWN, I SET 'EM STRAIGHT..."

THE KID WAS JUST DEFENDIN' HIMSELF, THE OTHER TWO STARTED IT.

SO YOU SAY, LUCKY.



HE'D HURT THIS LITTLE GIRL, SEEP IT WAS AN ACCIDENT, BUT HE FELT HE HADDA DO PENANCE FOR IT.

WHAT A WASTE.

ANYWAY, AFTER I MADE PAROLE, I KEPT TABS ON HIM.

AN' IF YOU TWO HADN'T SCREWED UP, HE'D BE HERE NOW!

I GOTTA GET SUNDOWN ON MY TEAM! WITH HIM ON BOARD, I COULD BE A MAJOR PLAYER IN THIS TOWN AGAIN!

NO MORE KOWTOWIN' TO THE WOULD-BE KINGPINS! SILVERMANE, THE ROSE, HAMMERHEAD, FORTUNADO -- THEY'D ALL BE KISSIN' LUCKY LOBO'S RING.



SO I WANT THE DOC, YA HEAR ME? WHEREVER HE IS --

"-- I WANT
I'M FOUND!"

IT ISN'T EASY FINDING
WORK WHEN YOUR
SKILLS ARE STALLED
IN THE LAST DECADE...

I'M REALLY LOOKIN'
FOR A KID TO
WORK PART-
TIME...

I'M
NOT HIRING
ANY EX-
CONS!

GORRY,
THE JOB IS
TAKEN, BUT WE'LL
BE HAPPY TO KEEP
YOUR RESUME
ON FILE...

THERE'S ALWAYS
TEMP WORK, BUT...

SLIM
WHITMAN'S
GREATEST HITS?
WILL THAT BE
CASSETTE
OR CD?

MAYBE I WAS TOO
HASTY IN BURNING
MENKEN'S CARD...

...COULD IT BE
ANY WORSE --?

THAT'S COMPANY
PROPERTY, LOWELL!
HAND IT OVER!

NO! NO! TAKE MY
HANDS OFF ME!
LET ME --

NO!
YOU CAN'T
DESTROY MY
WORK THIS WAY!
I WON'T LET
YOU!

HEY!

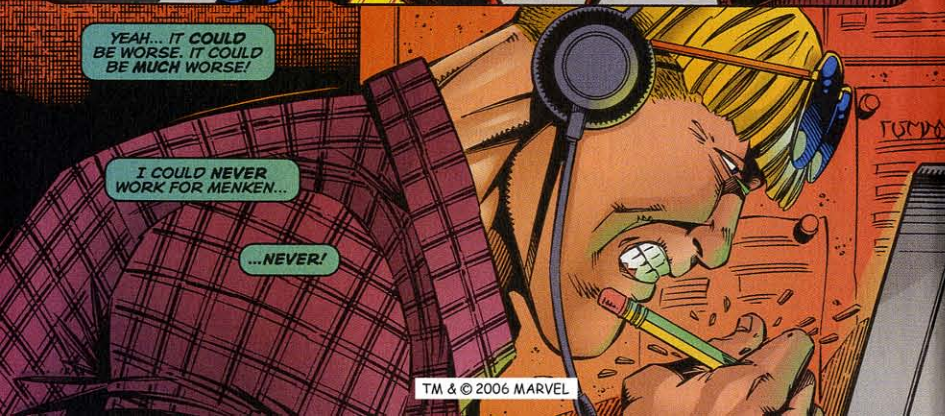
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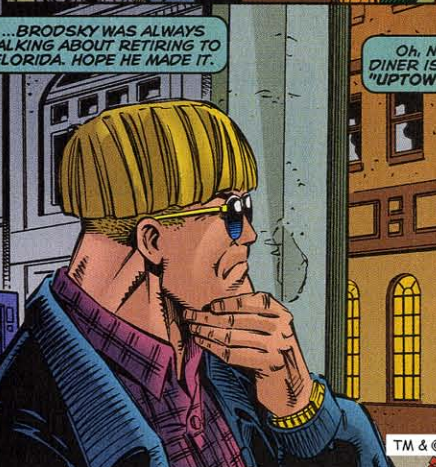
YOU
LOOK PRETTY
CHIPPER THIS
EVENING!

AND WHY
NOT? I RECEIVED
GLOWING REMARKS ON
A P-CHEM PAPER THIS
MORNING -- GOT A NICE
FAT FREELANCE CHECK
FROM THE BUGLE THIS
AFTERNOON --



LOWER
MANATTAN...

NOT AS MUCH GRAFFITI
AT THAT STOP AS I
REMEMBERED. GUESS
SOME THINGS HAVE
GOTTEN BETTER.



...BRODSKY WAS ALWAYS
TALKING ABOUT RETIRING TO
FLORIDA. HOPE HE MADE IT.

Oh, NO. THE
DINER IS NOW THE
"UPTOWN CAFE?"

LOOKS PRETTY
UPSCALE, TOO.

BET YOU CAN'T
EVEN GET A DECENT
REUBEN THERE NOW...



-- AND NOW I'M HEADED HOME TO STATELY
PARKER MANOR WITH THE WORLD'S MOST
STUNNING REDHEAD ON MY ARM TO ENJOY
QUEENS' FINEST CARRY-OUT PIZZA
AND THE BEST OF THE
HONEYMOONERS.

AND
MAYBE MORE.
IF YOU PLAY
YOUR CARDS
RIGHT!

"BABY...
YOU'RE THE
GREATEST!"



I CAN'T GET OVER
HOW GENTRIFIED THE
OLD NEIGHBORHOOD
HAS BECOME.

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TOWN
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BULLPEN BULLETINS

AVAILABLE JULY 30

DEADPOOL

The action from DAREDEVIL/DEADPOOL '97 continues! POOL and that split-personality vixen, TYPHOID MARY, return to the mean cobblestone streets of Boston! Plus, more dirt is dished on the mysterious GERRY! Don't miss it! By JOE KELLY and ED MCGUINNIS!

CONAN

The muscle-twisting, flesh-ripping, sword-swinging conclusion of this one-of-a-kind limited series! See CONAN in action as never before! By ROLAND GREEN and CLAUDIO CASTELLINI!

SILVER SURFER

The SURFER sets off in search of the sure-to-be-startling secret behind the mysterious disappearance of ZENN-LA! Will he also discover the reason for the loss of his emotions? By J.M. DEMATTEIS and RON GARNEY!

VENOM: SIGN OF THE BOSS

VENOM vs. GHOST RIDER! The U.S. government sends Venom to the Bronx to lay waste to some terrorist butt — but Ghosty's got other plans for the toothy trespasser! By IVAN VELEZ, JR. and TOM DERENICK!

THE ESSENTIAL SPIDER-MAN

AMAZING SPIDER-MAN #s 21-43 and SPIDER-MAN ANNUAL #s 2 and 3, together in stark, stunning black and white! Throw out your dictionary to make room for this one if you have to! By STAN LEE, STEVE DITKO and JOHN ROMITA!

GAMBIT

GAMBIT heads for Miami, home of sun, sand, skimpy swimsuits... and a seamy Cuban underworld! The X-MEN's ace-in-the-deck quickly finds himself sucked into a world of angels and devils — what better way to find redemption for his past sins? By HOWARD MACKIE and KLAUS JANSON!

X-MEN UNLIMITED

BANSHEE and the WHITE QUEEN get into a hot 'n' heavy argument over whether humans should be allowed scholarship opportunities at the Xavier Institute! They better join forces quick, though — or BASTION may make their decision for them! By BEN RAAB and MELVIN RUBI!

STAR TREK: EARLY VOYAGES

DR. BOYCE is sent to the planet of Neyda Prime to help contain a deadly plague, but instead sends one of his patients to his grave... on purpose! And it's on videotape! What's the terrifying secret that made the good doctor turn his back on the Hippocratic Oath? By DAN ABNETT, IAN EDGINTON and PATRICK ZIRCHER!

MARVEL ONLINE Avail. JULY 30

SPIDER-MAN CYBERCOMIC STORYLINE

Part One! Someone has targeted Osborn Industries for destruction — and SPIDER-MAN fears it could be his worst enemy, back from the dead! By GLENN GREENBERG, PAT CHAU and MARK BADGER!

ITEM! Marvel's beneficent bookkeeper, the magnificent MILLIE SHURIFF, celebrated her forty-first anniversary with the House of Ideas on June 5th! Millie, who makes sure every Marvel freelancer gets paid for his or her work in a speedy fashion come heck or high water, received a bouquet of white roses and a standing ovation from editor in chief BOB HARRAS and his merry band of Bullpeners! Then it was off to lunch at the ever-popular Park Avenue Country Club, where editors fought like cats and dogs over who would sit next to the guest of honor! What words of wisdom did the most popular woman at Marvel have to offer on this hallowed occasion? "Go away," said Millie firmly as she peeped out from behind her flowers, "before you make me cry!"

ITEM! Summer heats up like tinfoil in a microwave as GAMBIT takes on the Devil in the new GAMBIT four-issue limited series, the first issue of which goes on sale next week! That's right, we're not speaking metaphorically here — New Orleans's infamous X-Man actually tangles with Ol' Scratch himself! When a "fallen angel" crashes to Earth, she seeks out Gambit, who is seeking redemption himself for his own past sins. She hopes he'll have the strength and courage to get her to the Vatican before the forces of evil capture her soul. Will Gambit walk with the angels... or will he rush headlong into a potentially terminal tryst with the dark side? Written by HOWARD 'Hot Enough For Ya?' MACKIE, the GAMBIT limited series features art by the incomparable KLAUS JANSON! So go ahead and deal yourself in on GAMBIT #1 next week — we guarantee the deck is stacked in your favor!

CREATOR PROFILE: TODD DEZAGO

What he writes: SENSATIONAL SPIDER-MAN, Also wrote STRONG GUY REBORN (still on the stands, kids!)

First Marvel job: X-FACTOR #103

First ever job: Shovelin' you-know-what on a dairy farm!

Worst job: Selling impostor perfumes at one of those carts in a Los Angeles mall! My sales pitch consisted of trying to talk people out of buying the stuff!

Worst pick-up line ever used on a potential date: "I've been sitting over here undressing you with my eyes, but I'm having trouble with that top button."

Closest he's ever been to prison: I was once stopped for doing 80 in a 30 mph zone. I told the cop I'd just broken up with my girlfriend and he let me go.

Closest he's ever been to heaven: As a kid, my friends and I were sitting in cars in a junkyard playing Indy 500 when the owner came out and shot at us.

Fave TV shows: X-Files, Seinfeld, Letterman, Conan and Friends.

Best Friend: Lisa Kudrow. I identify with her!

Worst Friend: Ross' hair!

Most looked-forward-to summer movie: Men in Black!

Most recent record purchase: The Austin Powers soundtrack, baby!

Most embarrassing moment of his life: When I was little and I was walking past the tough, older boys of our very small town with my mom, the button on my jacket caught on the fence and I fell flat on my back. Because she knew it was important to me, my mom tried really hard not to laugh until we were around the corner. She was all red and crying from the effort.

Influences: Jimmy Stewart, Groucho Marx, and my dad, Rodeo Frank!

STAN'S SOAPBOX!

Hi, Heroes!
Here's the latest Bullpen joke: A fan called Marvel begging us to give my Soapboxes a book of their own. We asked him, "Is it because you can't get enough of them?" "Nah," he replied, "It's so I won't have to see the blamed things in every blamed title I buy!" (Okay, so he didn't say "blamed." I cleaned it up for you. But he better not hold his breath waiting for a No-Prize!)

And, speaking of the most coveted prize in all of prizeedom, flickle Fortune hath favored Christopher Currie of Detroit, MI, for our first award, for asking:

"Iz it true that movies about the Black Panther and Luke Cage are being developed?"

Sure is, Chris! Now that he's finished "Blade the Vampire Hunter," Wesley Snipes is sharpening his claws in preparation for playing the legendary Chief of the Wakandans! As for Luke Cage, the screenplay's being written and John Singleton is slated to direct!

Our next nationally acclaimed No-Prize goes to Steven Pearlman of Verona, NJ, who wistfully inquires:

"Marvel has some great heroes, but do we really need so many titles about Spider-Man and the X-Men?"

Don't ask us, Steve — it's you readers who have the answer! The more you buy, the more we've gotta print! Remember, comics follow the law of supply and demand. What Marveldom wants, we haveta supply!

This ish's final award is snared by Elizabeth Kovsey of Shelton, CT, who asks:

"Since Cyclops wears a ruby red visor, does he see every-thing in shades of red?"

Think about it, Liz — if you wear green sunglasses, you don't see the world in green; things are just softly shaded for you, right? Ol' Cyclops sees color just as we do, only better, 'cause the quartz sharpens everything. Of course, that's just a guess, since the selfish guy never let me peek through his visor!

Now, while our No-Prize Laureates attend their nationally televised victory celebration, I beg thee to dry thine eyes, for as surely as Captain America hath funny little wings upon his noble head, so surely shall we meet again when the newest Marvels goeth on sale!

Excelsior!

Stan Lee

Y'oughta know it by heart by now, but in case you forgot, our address is "Stan's Soapbox," c/o BULLPEN BULLETINS, Marvel Comics, 387 Park Avenue South, New York, NY 10016. So write now — don't keep your No-Prize waiting!









IS THAT ALL I AM TO YOU?
JUST A SIDE-BAR TO
SPIDER-MAN'S
CAREER?

Uh-Oh!

GET AWAY
FROM ME!

HEY, LET'S
KEEP IT
COOL.

WELL,
YOU HAVE TO
ADMIT --!

PARKER,
LET ME DO THE
TALKING --!

DOESN'T
ANYONE LISTEN
ANYMORE? I DON'T
WANT TO TALK
TO YOU!

I
DON'T WANT
TO TALK TO
ANYONE!



WELL, THAT
COULD'VE
GONE BETTER.

WUMPF

CHARLIE'S JUST LUCKY
I WAS THERE TO HELP
BREAK HIS FALL!

NEXT TIME, I'M ASKING
BEN URICH FOR HELP. HE'D
HAVE MORE SENSE THAN
TO ANTAGONIZE A POWER-
HOUSE LIKE SUNDOWN.

YOU
OKAY, CHARLIE?

GOOD. NOW I CAN
LEAVE HIM HERE
WITH A CLEAR
CONSCIENCE.

I'M GOING AFTER
HIM... TRY TO GET
SOME PHOTOS
AT LEAST.

YOU SURE?
NO STORY'S
WORTH GETTING
YOURSELF
KILLED.

I-I
THINK
O.

YES, I'M SURE. I'M
PARTIALLY TO BLAME FOR
SETTING SUNDOWN OFF.

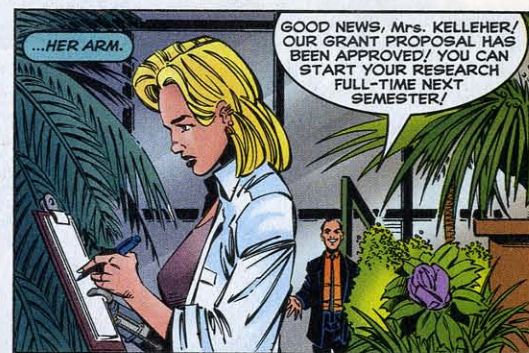


CHANGING ON THE RUN,
I CAN JUST MANAGE TO
KEEP SUNDOWN IN SIGHT
AS HE HEADS SOUTH...

...TOWARD EMPIRE
STATE UNIVERSITY.

THERE
SHE IS.

SHE LOOKS SO
HAPPY. SOMEONE
ELSE MIGHT NOT
EVEN NOTICE...



...HER ARM.

GOOD NEWS, Mrs. KELLEHER!
OUR GRANT PROPOSAL HAS
BEEN APPROVED! YOU CAN
START YOUR RESEARCH
FULL-TIME NEXT
SEMESTER!



THAT'S WONDERFUL,
Dr. NEWHALL! I MEAN
I'VE ENJOYED BEING A
TEACHING ASSISTANT
MORE THAN I
EXPECTED --

-- BUT I
REALLY WANT
TO SPEND MORE
TIME IN THE LAB!



WHAT IS GOING
ON HERE?



SUNDOWN WAS BOILING MAD
WHEN HE DUMPED CHARLIE AND
ME, BUT NOW... HECK, HE WAS
PRACTICALLY CRYING.

WHAT COULD HE HAVE
SEEN THAT WOULD'VE
BROUGHT HIM DOWN
LIKE THAT? ESPECIALLY
IN A GREENHOUSE!



WHAT... DID ALL HIS PLANTS DIE OR SOMETHING?

I REMEMBER READING THAT SHE LOST THE INJURED ARM.

WHO --? Oh! Oh, MAN, COULD THAT BE... LITTLE MARY KELLEHER?

SHE'S ALL GROWN UP NOW.

BUT... WHY DID SUNDOWN COME HERE?



I CAN'T BELIEVE HE'S STALKING HER.

A GRAD STUDENT... LITTLE MARY'S A GRAD STUDENT. I CAN HARDLY BELIEVE IT, BUT IT'S JUST AS SHE WROTE.

AMAZING. I'D EXPECT HER TO HATE ME AND HATE SCIENCE AS WELL, ESPECIALLY PLANT SCIENCE, BUT --!



...going for my doctorate in plant physiology. I love the work... I remember how you encouraged me to read and think and ask questions... want you to know that I don't blame you for what happened... wish you the best of luck...

BUT IT IS MY FAULT, MARY. ALL MY FAULT...



"AND THEN HE BURN'T THAT LETTER TO ASH.

"I DON'T KNOW WHAT WAS IN IT..."



...BUT LOWELL HAS TO BE CARRYING A WORLD OF HURT. I'M NOT SURE I CAN GET THROUGH TO HIM WITHOUT SETTING HIM OFF AGAIN, BUT I HAVE TO TRY.

THAT POOR MAN...



"...WHAT A NIGHTMARE HE MUST BE LIVING!"

MORNING, DOC. ALWAYS WERE A SOUND SLEEPER, WEREN'T YA? BEEN WORKIN' OUT; I SEE... PRISON'S GOOD FOR THAT.

EH?

PUT THE GUN AWAY, LOUIE.

RE-LAX, DOC. CAN'T A FELLA VISIT AN OLD BUDDY?

I'M NOT YOUR BUDDY. WHAT DO YOU WANT?

ME? I JUST WANT A BETTER LIFE FOR ALL OF US!

LOBO --?!

WHAT'S THE MEANING OF THIS? WHAT'RE YOU DOING HERE?



I KNOW IT'S NOT ALWAYS THAT EASY TO MAKE A GO OF IT ON THE OUTSIDE. LOOK, I HAD A NICE, NEW FANCY SUIT MADE FOR YA. AND I GOT A HIGH-PAYING JOB FOR YOU IN MY ORGANIZATION.

AS WHAT? YOUR ENFORCER? FORGET IT, LOBO!

DON'T BE SO HASTY, DOC. I DON'T THINK YOU'VE CONSIDERED ALL THE ADVANTAGES OF WORKING FOR ME/ LIKE MY UNIVERSAL HEALTH PLAN...



REMEMBER MARY KELLEHER? I HEAR SHE MANAGES PRETTY GOOD WITH THE FALSE ARM, BUT JUST IMAGINE IF SOME TRAGIC ACCIDENT COST HER THE OTHER ARM!

THAT'D BE A SHAME.

WHAT DO YOU WANT OF ME?

BUT IF YOU WERE TO WORK FOR ME, I COULD MAKE SURE NOthin' EVER HURT HER AGAIN! MATTER OF FACT, I ALREADY GOT A COUPLE OF MY BEST MEN WATCHIN' AFTER HER RIGHT NOW!



LOOKS LIKE I STAKED OUT LOWELL'S DIGGS NOT A MOMENT TOO SOON. WHO'S THAT WITH HIM... LUCKY LOBO?

WHEN DID HE GET OUT OF JAIL?

I GOTTA KEEP BETTER TRACK OF MY OLD ENEMIES!



WHEREVER IT IS THEY'RE GOING, LOWELL DOESN'T LOOK TOO HAPPY ABOUT IT.



YOU'VE PUT ON A FEW POUNDS. THE NEW DUDS FIT OKAY?

FINE. JUST FINE.



HEY, SUNDOWN, ISN'T IT A PAROLE VIOLATION TO ASSOCIATE WITH LOW-LIFES LIKE SLOBO HERE?

SPIDER-MAN!
GET 'IM! I WANT HIS HEAD!

NICE GOING, PARKER! YOU JUST MADE CHARLIE SNOW LOOK LIKE A DIPLOMAT!

THE GANG AT THE BODY SHOP WILL BE ETERNALLY IN YOUR DEBT!



Oh, MAN! AND HERE I THOUGHT SUNDOWN LOOKED DEPRESSED! SOME GREAT JUDGE OF CHARACTER I AM!

KATOOON

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OUR HERO HELPED PUT LOBO BEHIND BARS WAY BACK IN AMAZING SPIDER-MAN #25. -- TOM



GIVE UP, SPIDER-MAN!

SORRY, NO CAN DO! THAT'D BE A VIOLATION OF THE SUPER-HERO BY-LAWS!

Y'KNOW, SHADES, I CAN'T FIGURE YOU OUT! FOR THE PAST WEEK, YOU'VE BEEN Mr. "I-DON'T-WANT-ANY- TROUBLE!"...

...AND NOW, I FIND YOU IN THE POCKET OF A SMALL-TIME MOBSTER. THAT'S A FUNNY WAY TO AVOID TROUBLE!



SHUT UP!

"SHUT UP," Eh? MAYBE I CAN RATTLE HIM WITH MY MOTORMOUTH ROUTINE.

YOU DISAPPOINT ME, DOC --



-- I ACTUALLY HAD HOPE FOR YOU!

OF ALL MY OLD SPARRING PARTNERS, I THOUGHT -- HERE'S A GUY WHO COULD GO STRAIGHT!

WHU --?!



BUT NO, YOU LET ME DOWN!

YOU LET US ALL DOWN!

WHAT WOULD LITTLE MARY KELLEHER SAY?



YOU DON'T KNOW WHAT YOU'RE TALKING ABOUT! YOU HAVE NO IDEA...

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"...NO IDEA AT ALL."



HEY! CAREFUL WHERE YOU AIM THAT THING, SPECS! REMEMBER, EVEN IF THINGS GO WRONG, THE BOSS DON'T WANT HER KILLED, JUST CRIPPLED!

I KNOW, I KNOW! WILL YOU GET OFF MY BACK?!

I DON'T NEED THIS KIND OF PRESSURE IF I'M GONNA ---!

HOLEE --!

LENNY, GET DOWN!



YOU MADE A BIG MISTAKE, SPIDER-MAN!

WHAT THE %&*&# ARE THEY DOIN' HERE?

GET THE BOSS ON THE HORN!

...AN' HE'S FLYIN' 'ROUND, HAULIN' SPIDER-MAN BY THE SCRUFF OF THE NECK! GOOD!

GOOD?

GOOD?!



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YES, YOU MORONS -- GOOD! I ORDERED SUNDOWN TO KILL SPIDER-MAN! IF THAT'S WHAT HE'S DOIN', IT MEANS HE'S DOIN' WHAT I WANT 'IM TO, SEE!

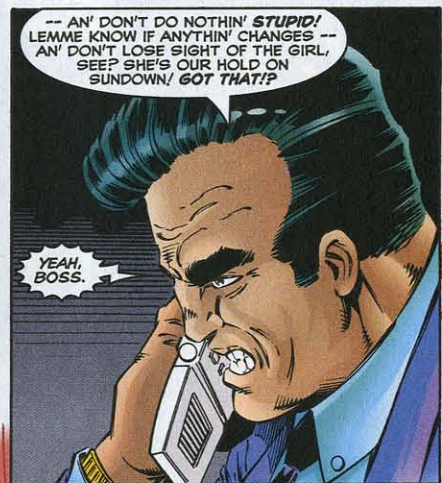
NOW LISTEN AND LISTEN GOOD! KEEP THEM IN SIGHT, KEEP THE GIRL IN SIGHT, AND KEEP YOURSELVES OUTTA SIGHT! IT'S PURE CHANCE THEY WOUND UP ON THAT SIDE'A TOWN --



SORRY, DOC -- IT'S NOT OVER YET!

Oh, %&*&#!

-- SO DON'T PANIC, KEEP YOUR HEADS DOWN --



-- AN' DON'T DO NOthin' STUPID! LEMME KNOW IF ANYthin' CHANGES -- AN' DON'T LOSE SIGHT OF THE GIRL, SEEP SHE'S OUR HOLD ON SUNDOWN! GOT THAT?!

YEAH, BOSS.



"DON'T PANIC." Huh? I'D LIKE TO SEE HIM COME OUT HERE AN' SAY THAT.

I HEAR YA, BUT HE'S GOT A POINT, A FIGHT LIKE THAT TAKES A LOTTA CONCENTRATION. IF WE LAY LOW, THEY SHOULDN'T NOTICE US. WE CAN JUST SIT BACK --



"-- AN' WATCH THE SHOW!."

GYOOH!

HEY, NEVER UNDERESTIMATE SOMEONE WITH THE PROPORTIONATE STRENGTH OF A SPIDER!

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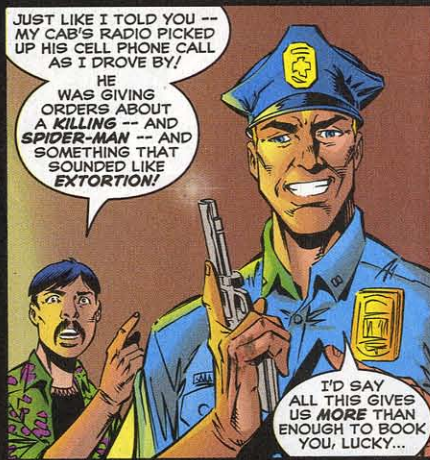


...LOOK WHO WE HAVE HERE! LUCKY LOBO HIMSELF!

SAY, IS THAT AN ILLEGAL HANDGUN, LUCKY?

Ah-Bah-Bah ---!

THAT'S THE MAN, OFFICERS!



JUST LIKE I TOLD YOU -- MY CAB'S RADIO PICKED UP HIS CELL PHONE CALL AS I DROVE BY! HE WAS GIVING ORDERS ABOUT A KILLING -- AND SPIDER-MAN -- AND SOMETHING THAT SOUNDED LIKE EXTORTION!

I'D SAY ALL THIS GIVES US MORE THAN ENOUGH TO BOOK YOU, LUCKY...



...TOUGH BREAK!

LOOK WHAT WE FOUND INSIDE!

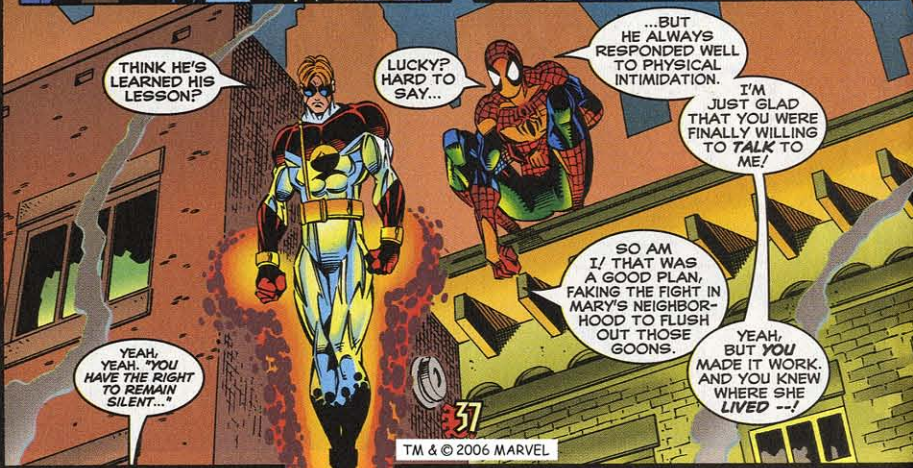
SO, SPIDER-MAN IS MIXED UP IN THIS! WANNA TELL US ABOUT IT, LUCKY?



I GOT NOTHIN' TO SAY TO YOU!

NONE OF US GOT NOTHIN' TO SAY! NOT A WORD!

NOT TILL I SEE MY LAWYER!



THINK HE'S LEARNED HIS LESSON?

LUCKY? HARD TO SAY...

...BUT HE ALWAYS RESPONDED WELL TO PHYSICAL INTIMIDATION.

I'M JUST GLAD THAT YOU WERE FINALLY WILLING TO TALK TO ME!

SO AM I! THAT WAS A GOOD PLAN, FAKING THE FIGHT IN MARY'S NEIGHBORHOOD TO FLUSH OUT THOSE GOONS.

YEAH, BUT YOU MADE IT WORK. AND YOU KNEW WHERE SHE LIVED --!

YEAH, YEAH, YOU HAVE THE RIGHT TO REMAIN SILENT...



YES, I'D GOTTEN A LETTER FROM HER RECENTLY.

Uh-Huh.

SO... WHAT'RE YOUR PLANS NOW?



THERE'S ALWAYS ROOM FOR ANOTHER SUPER-GUY IN TOWN, THESE DAYS ESPECIALLY!

THANKS, BUT I HARDLY THINK THE PUBLIC WOULD ACCEPT AN EX-CON SUPER HERO!

HEY, YA NEVER KNOW!

YOU HAVE A GIFT --!



AND I WISH I COULD GIVE IT BACK!

NO. ALL I REALLY WANT TO DO IS BRUSH UP ON MY SCIENCE AND TRY TO PUT SOME SORT OF LIFE TOGETHER.

AFTER ALL THE MISTAKES I'VE MADE, AND ALL THE TROUBLE I'VE CAUSED, I'D BE HAPPY...



...IF PEOPLE FORGOT THAT SUNDOWN EVER EXISTED!

GOOD-BYE, SPIDER-MAN. AND THANKS...

GONE AGAIN. I WISH I KNEW HOW HE DID THAT!

I KNOW HOW YOU FEEL, DOC. LORD KNOWS, I'VE MADE MORE THAN MY SHARE OF MISTAKES!

BUT I COULD NO SOONER IGNORE MY POWERS THAN I CAN IGNORE THE PAST.

I WISH YOU LUCK, DOC. BUT SOMEHOW, I DON'T THINK WE'VE SEEN THE LAST OF SUNDOWN.

X FORCE

IT WAS
BASTION'S WAY...
OR THE HIGHWAY.

A BRAND NEW DIRECTION
BEGINNING IN SEPTEMBER!

JOHN FRANCIS MOORE
ADAM POLLINA



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