

MARVEL
COMICS
1998

ANNUAL

STARRING
THE AMAZING

SPIDER-MAN

WITH
DEVIL
DINOSAUR and
MOON BOY™



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DIRECT EDITION



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DEFALCO • LYLE • JONES

SPIDER-MAN '98!



M meet Peter Parker, once a brilliant, though meek, high school student, orphaned as a child and reared by his doting **Uncle Ben** and **Aunt May**. At a science fair, Peter was bitten by an irradiated spider and gained the proportionate strength, speed, agility and early warning "spider-sense" of that arachnid. He used these powers for personal fame and fortune as a masked **Spider-Man**. But when Peter failed to stop a criminal who later killed his beloved Uncle Ben, the youth's costumed identity took on a far deeper significance. He realized that with great power there must also come great responsibility. So Peter Parker became the wall-crawling nemesis of the criminal element; a young man determined to atone for the tragic death of his uncle — **The Amazing Spider-Man!**

A true hero at heart, Spider-Man has dedicated his life to preventing injustices against the innocent.

DEVIL DINOSAUR

A highly intelligent reptile from the Earth of an alternate dimension. His scaly hide was turned red when he was attacked in his youth by torch carrying cave men who severely burned him. Devil has traveled to our Earth on several occasions through means of an interdimensional warp that exists in a pit on his world. He currently resides on our Earth with his companion in peril Moon Boy.



MOON BOY

A member of one of the humanoid races of Devil Dinosaur's Earth called "small folk." Moon Boy aided the huge red reptile years ago and cared for him until the saurian's return to full health. Devil and Moon Boy have adventured together ever since.



RINGMASTER

Maynard Tiboldt inherited a small circus from his murdered parents in Europe. But upon bringing his show to America, Maynard discovered that such a small circus could not hope to compete with larger troupes. A bitter man, Tiboldt turned his enterprise into a "circus of crime" with himself as the Ringmaster. Now, they travel from city to city, where Maynard hypnotizes the patrons with his mind-controlling device while his larcenous performers fleece the helpless audience which remembers nothing once they emerge from the trance. The Ringmaster has been defeated by Spider-Man on numerous occasions.



PREVIOUSLY IN

THE AMAZING SPIDER-MAN

Devil Dinosaur and his young companion, Moon Boy, were taken from the prehistoric Earth of their dimension and deposited on our world due to some spatial anomaly.



Now Devil and his hirsute companion are being studied by scientists whose curiosity has been intensely aroused by the appearance of these strange beings in our midst...

WIN A TRIP TO UNIVERSAL STUDIOS FLORIDA

THE 1998 OREO STACKING CONTEST

HOW HIGH CAN YOU STACK?

WIN A \$20,000 SAVINGS BOND

The OREO STACKING CONTEST is coming back to your hometown! If you're the best Stacker in your store, you'll win a cool Oreo watch and a chance to go to Universal Studios Florida®—the only place on Earth where you can Ride the Movies®—to compete for the Grand Prize: a \$20,000 U.S. Savings Bond! Call **1-800-ONLY-OREO** to find out when and where you can enter.

No purchase necessary. Void where prohibited. See rules in participating stores for details. Contest ends August 16, 1998. Must be 12 or younger. Many will enter and a few will win. Odds of winning depend on number of participating stores. T2, TERMINATOR 2, ENDOSKELETON, and the depiction of the Endoskeleton are trademarks of Canal+ D.A. All rights reserved. Back To The Future The Ride® is a registered trademark of Universal U-Drive J.V. ©1998 Universal Studios Florida. A Universal Studios/Ram Group Joint Venture. All rights reserved. ©1998 Nabisco, Inc.

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AS PETER PARKER CAN READILY ATTEST, A PROBLEM WITH BEING A FREELANCE PHOTOGRAPHER IS THAT YOU OFTEN FIND YOURSELF AT THE WRONG END OF A MOB--!!

ANIMALS HAVE RIGHTS, TOO!!

RELEASE THE BIG GUY!

WHEN I KNEW WHY THESE PEOPLE ARE SO FREAKED, BUT NO ONE BOTHERED TO BRIEF ME ABOUT THIS STORY.

I APOLOGIZE FOR EXPOSING YOU TO THIS UNPLEASANTNESS, MR. BACKFORD. PLEASE FOLLOW ME! IT'S SAFER INSIDE!

GIVE US A MINUTE, DR. MARLES! THE DAILY BUGLE SENT US FOR THE FULL STORY--

--AND MR. PARKER NEEDS TO SNAP THE PROTESTERS.

I'VE NEVER WORRIED WITH BACKFORD BEFORE, BUT I'VE ALWAYS ENJOYED HER STUFF.

SHE USUALLY WRITES FEATURE ARTICLES FOR THE SCIENCE SECTION, AND--HEY!

WHAT ARE THOSE SIGNS TALKING ABOUT? IS IT MY IMAGINATION, OR ARE THESE PEOPLE PROTESTING ABOUT A...DINOSAUR?

FREE THE DINOSAUR!

FREE HIM!

FREE POW!

FREE THE DINOSAUR!

REALIZING THE ANSWER LIES INSIDE PETER FINISHES HIS PHOTOS, AND EXACTLY ONE MINUTE LATER...

THIS PLACE IS CRAWLING WITH SECURITY, DR. MARLES.

IT'S ALMOST LIKE YOU EXPECT THOSE ACTIVISTS TO LAUNCH AN ALL-OUT ATTACK!

NOT AT ALL! THE POLICE ARE HERE AT THE INSISTENCE OF CERTAIN MISGUIDED CITY OFFICIALS--

WHO MUST HAVE FRITTERED AWAY THEIR CHILDHOODS WATCHING OLD REELNS OF KINGS REAGAN AND HENRY JOE YOUNG.

I...I DON'T UNDERSTAND!

YOU WILL... AS SOON AS YOU MEET OUR SPECIAL GUEST.

PLEASE DO NOT BE FOOLED BY HIS SIZE OR APPEARANCE...

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PRESENTS:

DUEL WITH DEVIL DINOSAUR



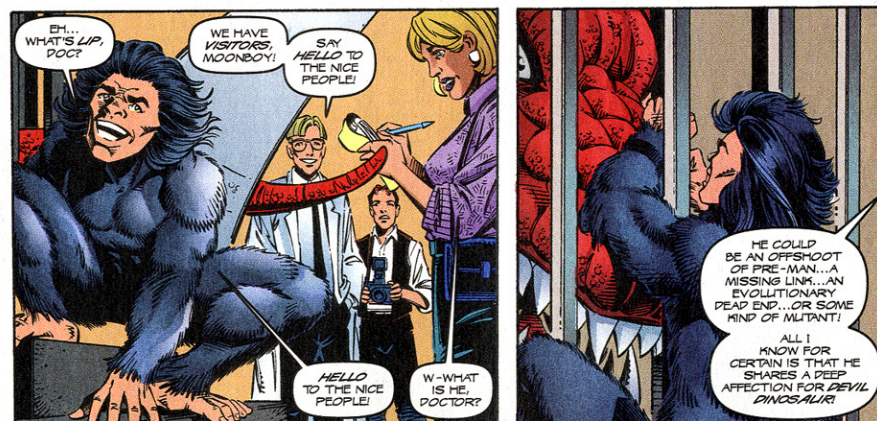
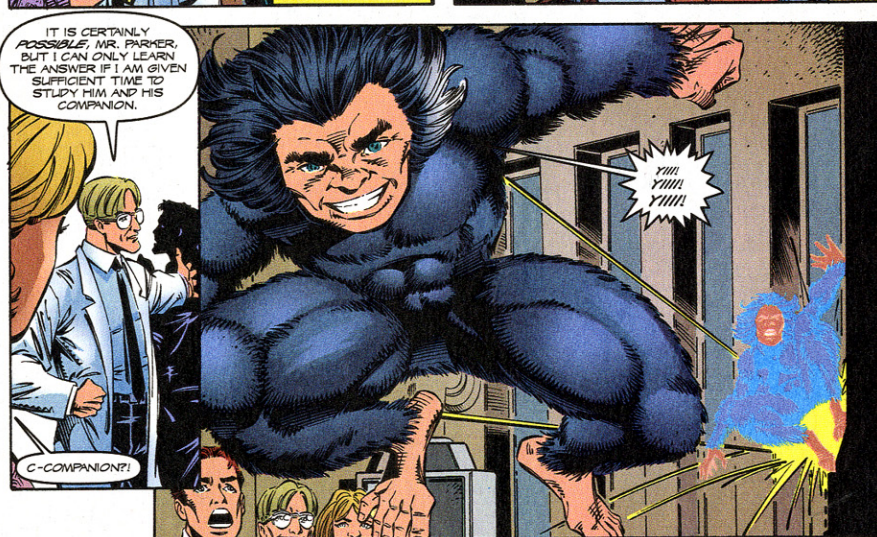
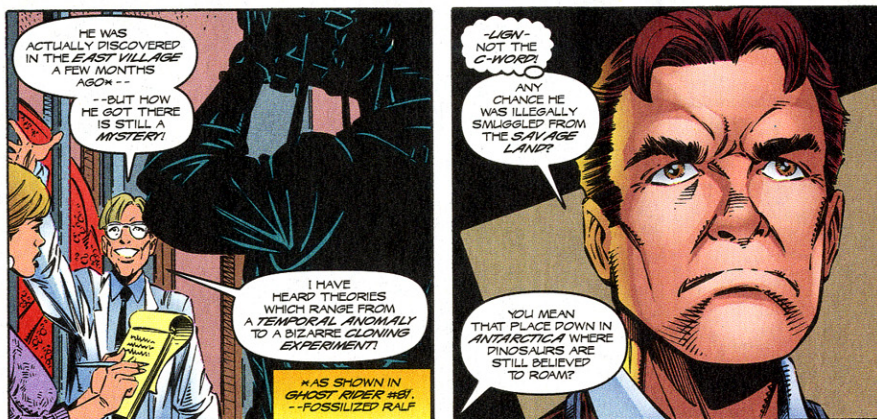
DEVIL
DINOSAUR CAN
BE RATHER FRIENDLY
WHEN GIVEN HALF
A CHANCE!

M-ME
REALLY IS A
DINOSAUR!
BUT I'VE
NEVER SEEN ONE
WITH SUCH A
GAUDY TAN!

YOU MEAN
INJUNCTIONS OR
MOVIES?
WHILE
HIS SHIN TONE
MAY BE UNUSUAL,
IT IS EQUALLY
CONCEIVABLE THAT
HIS SPECIES WAS FAR
MORE COLORFUL THAN
WE SCIENTISTS EVER
IMAGINED!

WHEREVER
DID YOU FIND
HIM, DR.
MARLES?

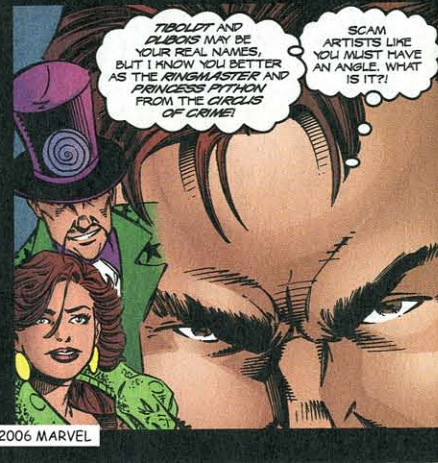
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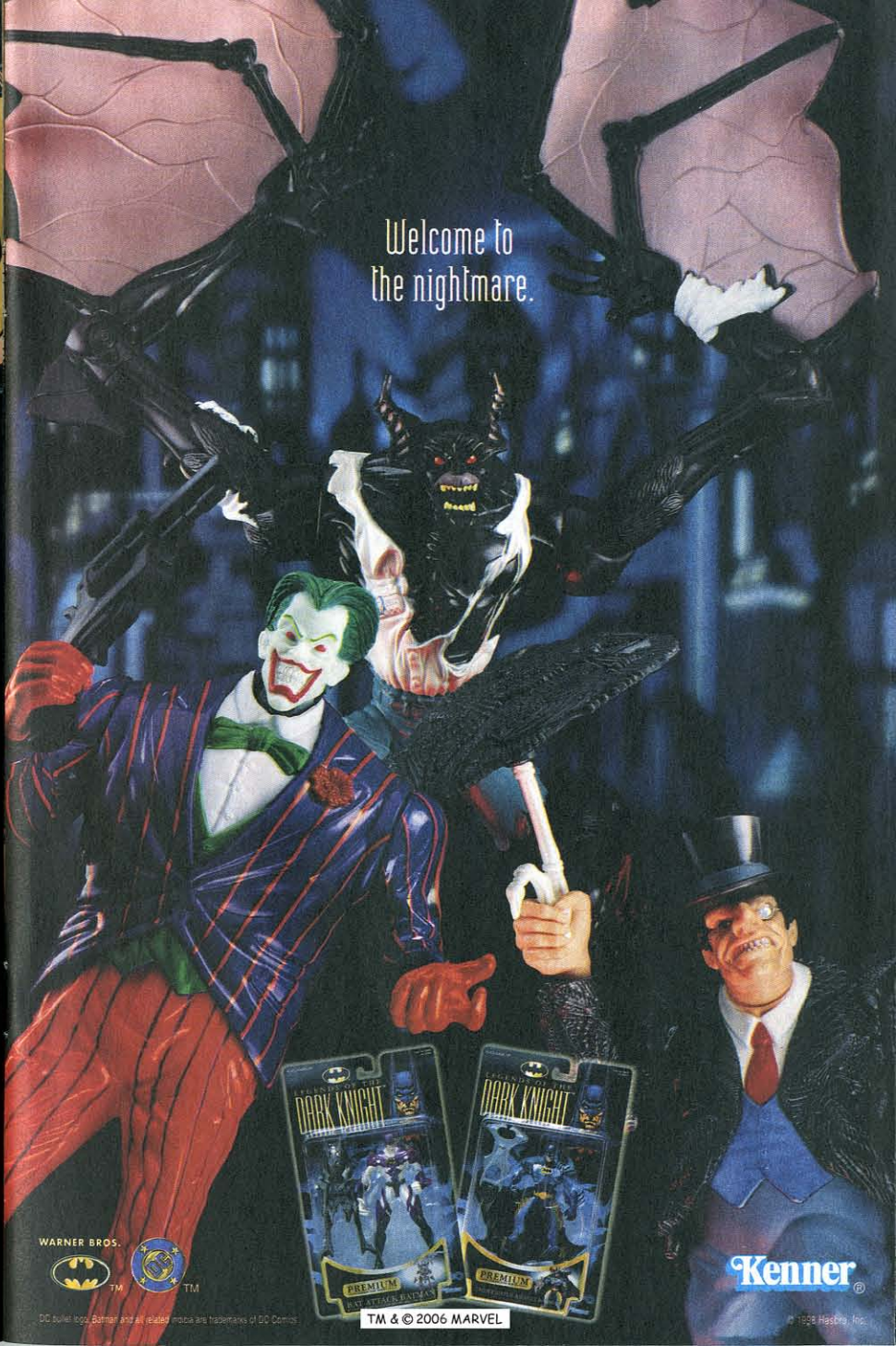
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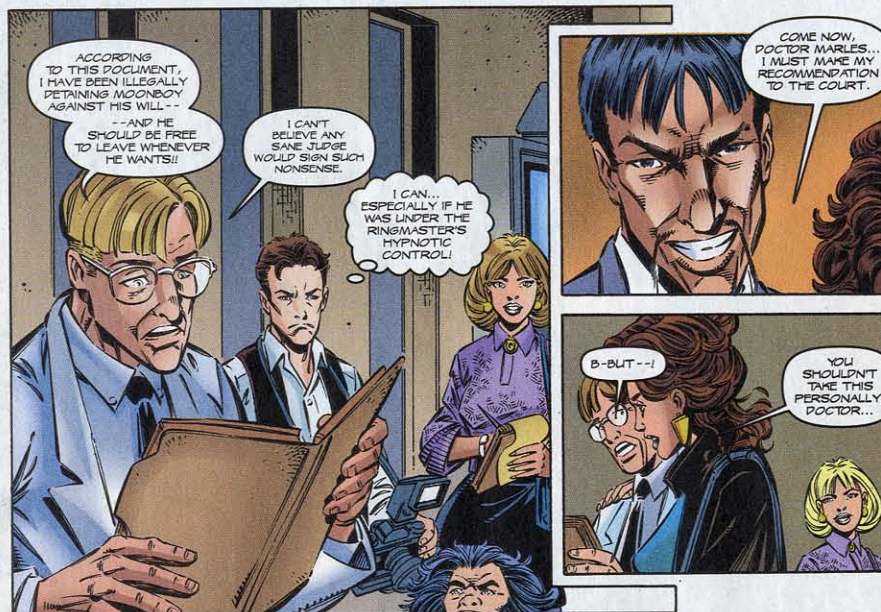
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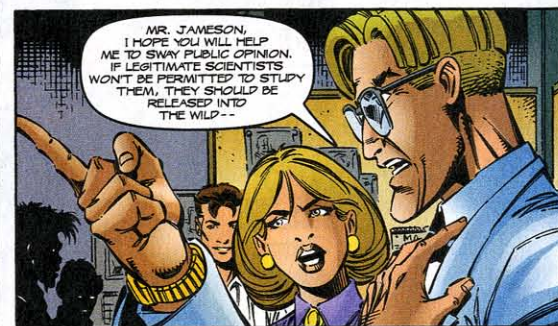


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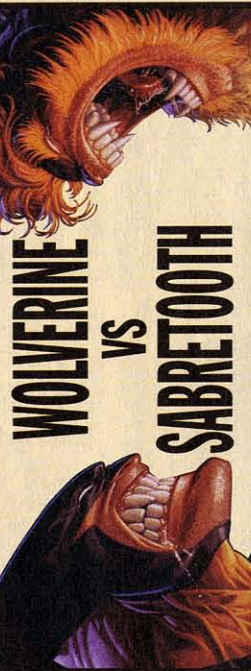
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WOLVERINE
VS
SABRETOOTH

WEDNESDAY, MAY 27 1998

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**DAYTONA USA®
DELUXE RACING
GAME CONTEST**

OFFICIAL RULES 1. NO PURCHASE NECESSARY: For a free game piece and Official Rules, while supply lasts, send a self-addressed, stamped envelope (VA & VT residents may omit return postage) to: SKITTLES® Brand Game Pieces, Dept. A, P.O. Box 3564, St. Cloud, MN 56397-3564. Requests must be received by 5/31/99. Limit one request per envelope per day. Game ends 6/30/99. **2. HOW TO PLAY:** Game pieces appear inside/on specially-marked packs of SKITTLES® Bite Size Candies. If game piece reads "Instant Winner", you win prize indicated. **3. PRIZES/APPROXIMATE ODDS:** (1) Grand Prize: a Daytona USA™ Special Edition Arcade Unit (1:130,000,000 (ARV \$7,500)); (30) First Prizes: a Multimedia Home Computer System with a SKITTLES® Brand Special Edition Daytona USA™ Deluxe PC CD Racing Game by SEGA® (1 track version) (1:14,333,333 (ARV \$1,500)); 100,000 Second Prizes: a SKITTLES® Brand Special Edition Daytona USA™ Deluxe PC CD Racing Game by SEGA® (1 track version) (1:1,300 (ARV \$10.00)). **4. PRIZE CLAIMS:** To claim prize, make copy of game piece and mail original game piece with 3" x 5" card on which you have printed your name/age/address/phone # to: SKITTLES® Brand Game Winner, P.O. Box 3526, St. Cloud, MN 56397-3526. Grand/First Prize claims must be sent via registered mail, return receipt requested. Claims must be received by 6/30/99. Proof of mailing doesn't constitute proof of delivery. Allow 8-10 weeks for prize delivery. Grand/First Prize winners must provide Social Security number and sign affidavit of eligibility/release which must be returned within 14 days after mailing or prize may be forfeited. If Grand/First Prize won by minor, it will be awarded in name of parent/legal guardian. Unclaimed First/Second Prizes will not be awarded. **5. SECOND CHANCE DRAWING:** If Grand Prize remains unclaimed by 6/30/99, it will be awarded on or about 7/31/99 in drawing from eligible entries received. To enter Second Chance Drawing, print name/age/address/phone # on 3" x 5" card and send to: SKITTLES® Brand Drawing, P.O. Box 3548, St. Cloud, MN 56397-3548. Entries must be received by 7/15/99. Limit one entry/envelope/day. Odds of winning depend on number of eligible entries received. No mechanically reproduced entries will be accepted. Second chance winner, if any, will be notified by mail on or about 7/31/99. **6. TERMS & CONDITIONS:** Game open to individual residents of U.S., its territories, Puerto Rico and U.S. Virgin Islands, except employees of M&M/M&S, its affiliates, agencies, judging organization and immediate families of each. Offer void where prohibited by law; subject to applicable federal, state, and local taxes/regulations. Taxes/fees are the sole responsibility of winner. Game pieces/prizes not transferable; no prize substitutions except by Sponsor who may substitute prizes of equal/greater value. Winners consent to use of name and/or likeness for advertising/promotional purposes without additional compensation to extent permitted by law. Sponsor responsible for prize delivery only; not responsible for prize utility, quality or otherwise. Sponsor/judges not responsible for late, lost, damaged, illegible, incomplete, postage due or misdirected entries, prize claims or mail. Claims subject to verification of eligibility by judges. Decisions of judges are final and binding. Game pieces received defaced/mutilated/tampered with/altered in any way with printing errors not obtained through legitimate means will be disqualified by judges. No more than stated number of prizes will be awarded. In unlikely event winning game pieces for any prize are distributed in numbers greater than number stated above for such prize, stated number of winners will be selected in random drawing from among all qualified entries. **7. WINNERS' LIST:** For list of Grand/First Prize winners, send self-addressed, stamped envelope to: SKITTLES® Brand Game Winners, Dept. D, P.O. Box 3508, St. Cloud, MN 56397-3508; request must be received by 8/15/99; list will be sent after game ends. *Requires PENTIUM® Processor 90 MHz & WINDOWS® 95. PENTIUM® is a Registered Trademark of Intel Corporation. WINDOWS® 95 is a Registered Trademark of Microsoft Corporation.

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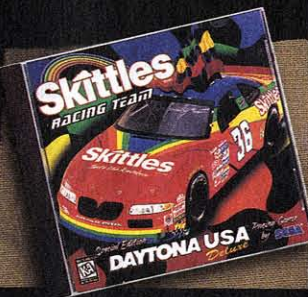
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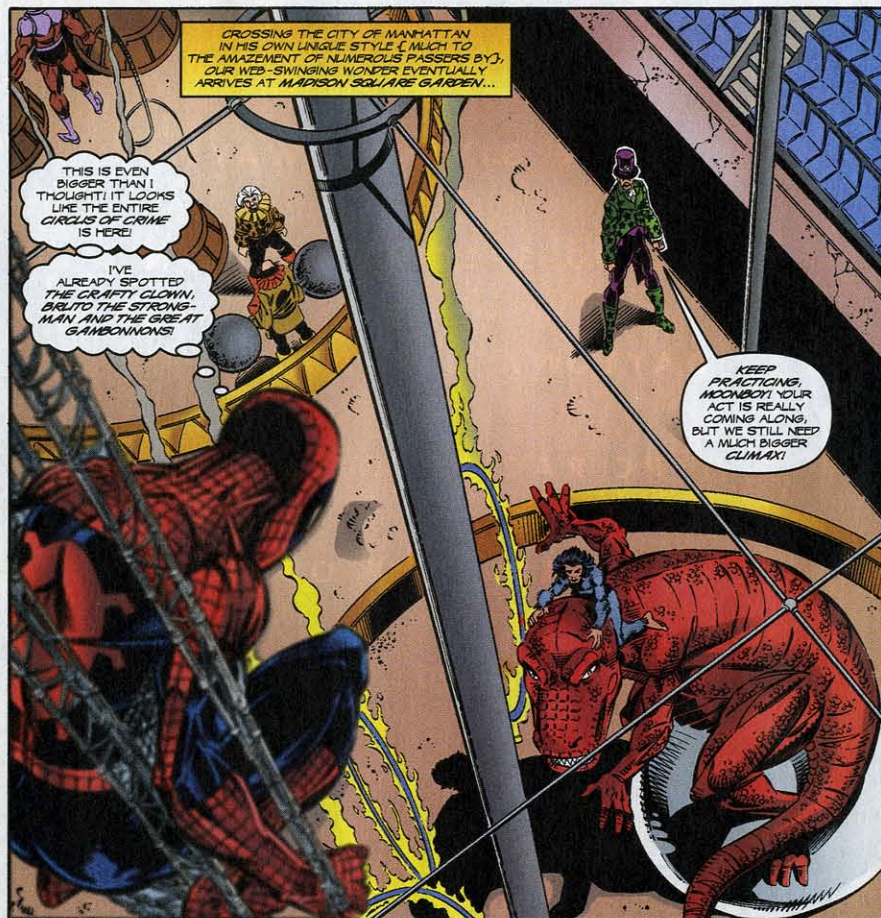
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TASTE THE RAINBOW

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CROSSING THE CITY OF MANHATTAN IN HIS OWN UNIQUE STYLE (MUCH TO THE AMAZEMENT OF NUMEROUS PASSERS BY), OUR WEB-SWINGING WONDER EVENTUALLY ARRIVES AT MADISON SQUARE GARDEN...

THIS IS EVEN BIGGER THAN I THOUGHT! IT LOOKS LIKE THE ENTIRE CIRCUS OF CRIME IS HERE!

I'VE ALREADY SPOTTED THE GRUFFY GLOWN, BRUTO THE STRONG-MAN AND THE GREAT GAMBONNONS!

KEEP PRACTICING, MOONBOY! YOUR ACT IS REALLY COMING ALONG, BUT WE STILL NEED A MUCH BIGGER CLIMAX!



I WANT EVERYTHING TO BE PERFECT WHEN WE OPEN NEXT WEEKEND!

WE'RE GOING TO PUT ON THE GREATEST SHOW THIS CITY HAS EVER SEEN!



OOPI! THE RINGMASTER'S USUAL M.O. IS TO DAZZLE HIS AUDIENCE WITH A FEW FLASHY ACTS - BEFORE HE HYPNOTIZES EVERYONE AND ROBS THEM!

I WONDER WHY HE'S EVEN BOTHERING TO REHEARSE?



LOOKS LIKE HE'S FINALLY HEADED BACKSTAGE! I THINK I'LL JOIN HIM, AND ASK THAT QUESTION IN PERSON!



MOMENTS LATER, AS THE RINGMASTER EXITS THE ARENA...

AHHH... SPIDER-MAN! I'VE BEEN EXPECTING YOU TO VISIT!

YOU ALWAYS DO!

THAT'S RIGHT, RING-A-PWEED... AND YOU INVARIABLY END UP BEHIND BARS AS A RESULT!



LET ME GIVE YOU A FEW FRIENDLY WORDS OF ADVICE-- FORGET IT!

I'M ALREADY WISE TO YOUR RACKET, AND I'M GOING TO KEEP MY EYE ON YOU!

FINE! I'LL EVEN GIVE YOU COMPS TO THE SHOW!!



YEAH... RIIGHT!

IF YOU DON'T BELIEVE ME, COME TO OPENING NIGHT!

OH, I'LL BE THERE ALL RIGHT-- FULLY PREPARED TO BRING YOU DOWN!



WHAT SAY WE SAVE OURSELVES THE USUAL WITTY BANTER, AND CUT RIGHT TO THE POINT?

THOUGH I CAN'T PROVE IT, I BELIEVE YOU ZAPPED MOONBOY--

--AND PLAN TO USE HIM AND HIS BULKY BUDDY TO LURE IN THE RULES FOR ANOTHER ONE OF YOUR OH-SO-CLEVER ROBBERY-FESTS!



YOU DON'T UNDERSTAND ME, SPIDER-MAN. YOU NEVER DID. THE CIRCUS IS IN MY BLOOD. I ONLY TURNED TO CRIME BECAUSE I COULDN'T COMPETE WITH THE LARGER SHOWS.

WITH HEADLINERS LIKE MOONBOY AND DEVIL DINOSAURS, MY CIRCUS-- MY CIRCUS-- WILL FINALLY BE THE GREATEST SHOW ON EARTH!



NO SOONER DOES SPIDER-MAN BOUND AWAY THAN THE EVER-ALLURING PRINCESS PYTHON SUTTERS FROM THE SHADOWS...

I DON'T CARE.

HE CAN'T POSSIBLY STOP US NOW...

DON'T SOUND LIKE HE BOUGHT YOUR ACT!



HOW TO START THE MOTHER OF ALL WARS

{or why deception, cruelty and betrayal are your friends}



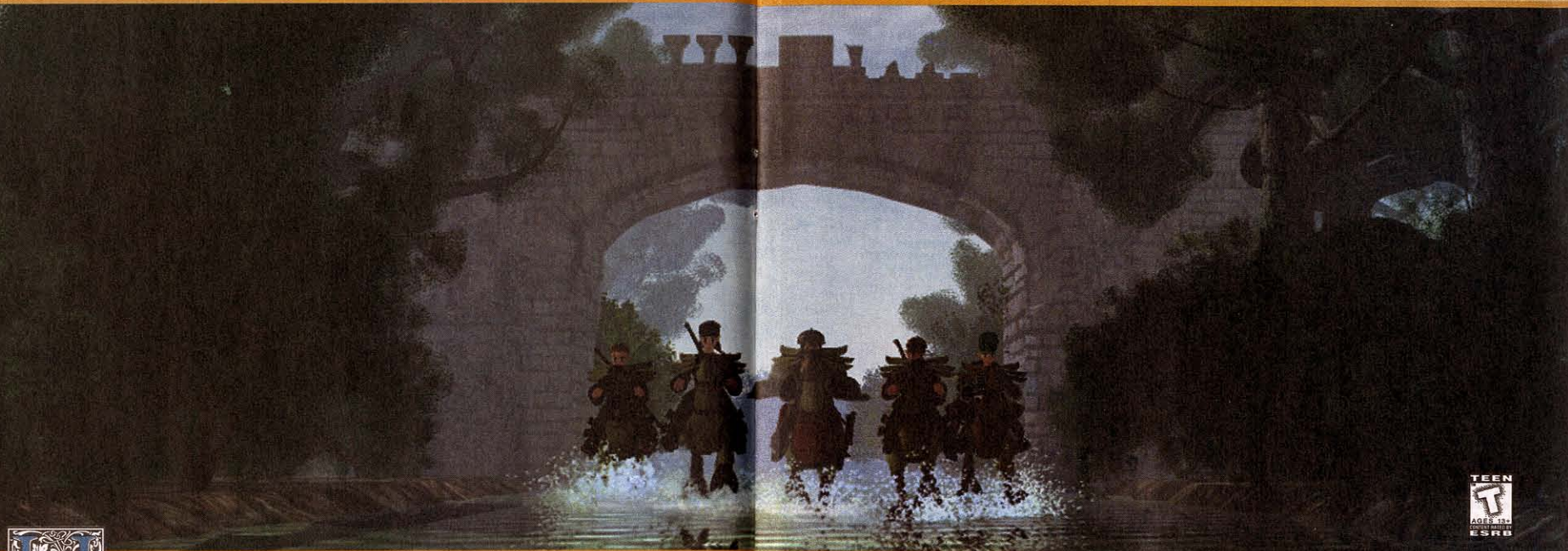
To start "The War of the Lions," you must use bold strokes. Regicides, double-crosses, violations of queens, good options all. Whatever your plan, once begun, a war of this magnitude is not to be trifled with. This is a brutal conflict of epic proportions, where each hallowed victory brings you closer to the very heart of darkness. Battle after battle, you will command your fighting party across magical lands protected by hostile forces. You will need the help of the bravest warriors, as well as armor, weapons, intricate battle plans and magical spells. Be ruthless. Be clever. Or be dead. 

TRAINING AN ARMY

{or how to ensure the biggest, baddest, meanest SOBs are on your side}



In Final Fantasy Tactics, you are Ramza, a young squad leader and an ally of Princess Ovelia. It's up to you to lead an elite fighting squad of your own choosing into battle. You must train them to be powerful Black Mages who can cast magic spells, Summoners who can awaken terrible beasts,



Wizards, Ninjas, Bards, Archers, Thieves and more. There are 19 fighting classes and 400 abilities to master. If you go into battle ill-prepared, may the enemy make the blood run from your heart. 

EFFECTIVE BATTLE STRATEGIES

{or further discussions from the annals of shoot first, ask questions later}

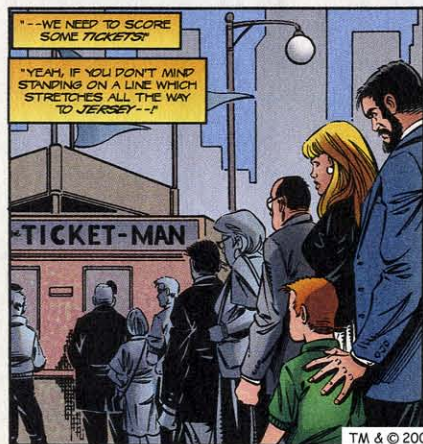


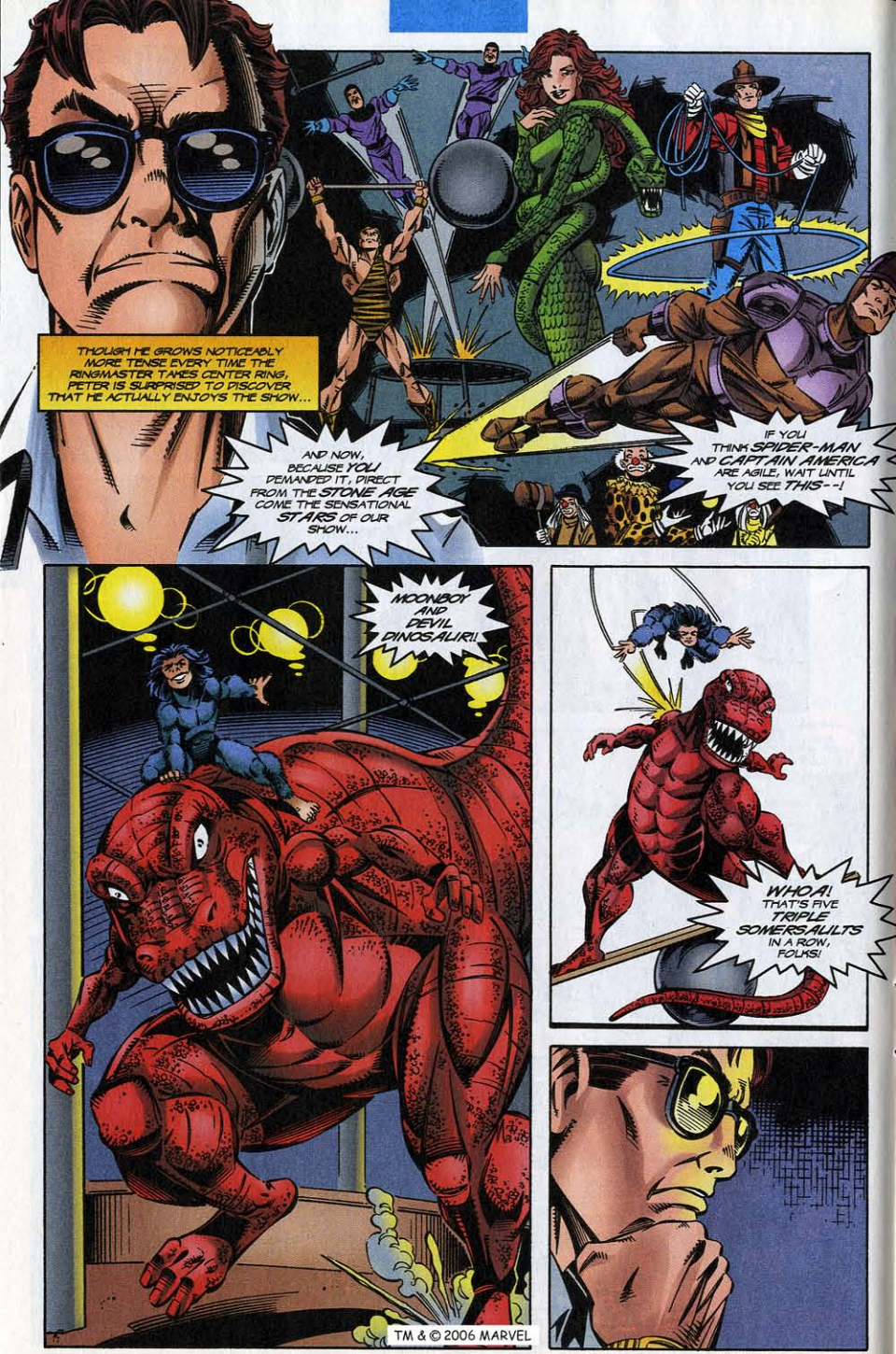
As the ancient history of warfare reveals, you will survive if your battle strategy is strong, and perish if it is not. You will lead the charge through impressive lands trying to gain the best strategic positions in forests, castle ramparts, swamps and valleys. You can buy and sell equipment, hire new soldiers and plan glorious battle strategies. May you conquer the enemy or may you die trying. 



SQUARESOFT







THOUGH HE GROWS NOTICEABLY MORE TENSE EVERY TIME THE RINGMASTER TAKES CENTER RING, PETER IS SURPRISED TO DISCOVER THAT HE ACTUALLY ENJOYS THE SHOW...

AND NOW, BECAUSE YOU DEMANDED IT, DIRECT FROM THE STONE AGE COME THE SENSATIONAL STARS OF OUR SHOW...

IF YOU THINK SPIDER-MAN AND CAPTAIN AMERICA ARE ABLE, WAIT UNTIL YOU SEE THIS--!

MOONBOY AND DEVIL DINOSAUR!

WHOA! THAT'S FIVE TRIPLE SOMERSAULTS IN A ROW, FOLKS!

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AND WHEN
IT COMES TO RAW
STRENGTH--

--WE'D BET ON
DEVIL DINOSAURS
OVER THE INCREDIBLE
HULK ON ANY DAY!



BESIDES,
DEVIL IS SO MUCH
CUTER-- ISN'T
HE, FOLKS?



WHAT DO
YOU SAY, EVERYONE?
HOW'S ABOUT WE ALL
GET ON OUR FEET AND
GIVE MOONBOY AND
DEVIL A NEW YORK
WELCOME?

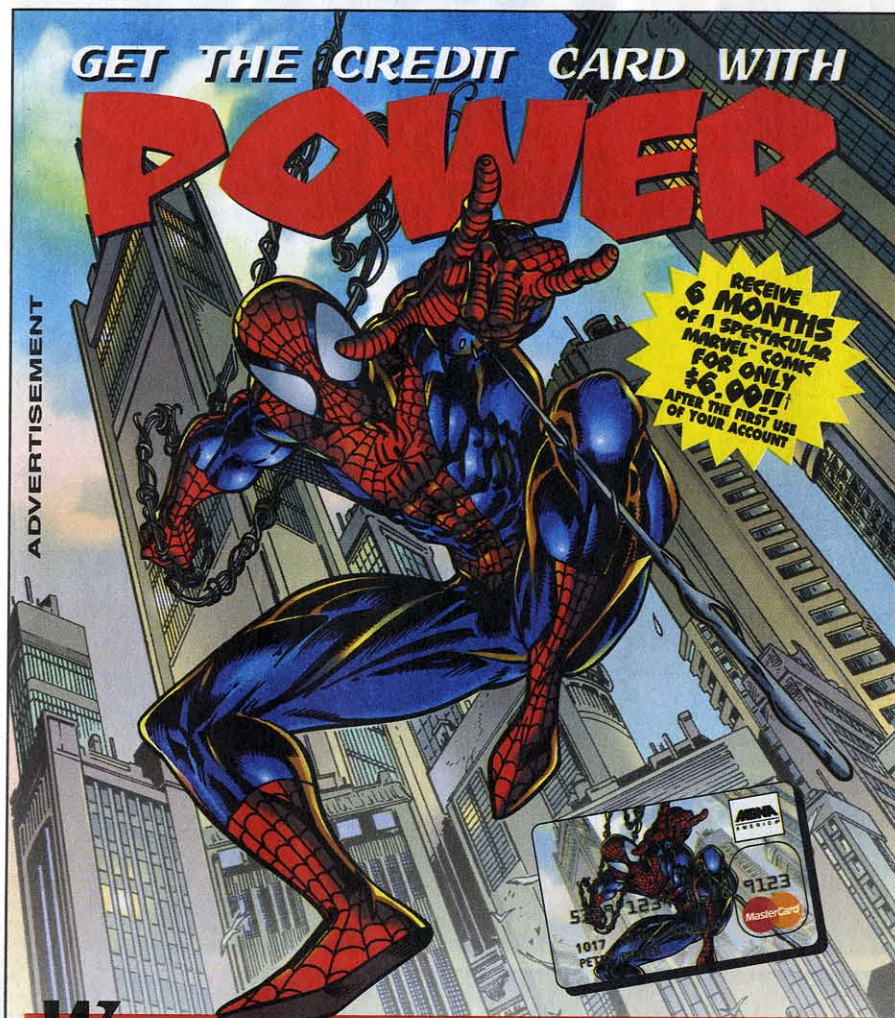


I DON'T
GET IT. THE
RINGMASTER
HAD THIS AUDIENCE
IN THE PALM OF
HIS HAND.

HE COULD
HAVE DONE HIS
HYPNO-THING
WHenever HE
WANTED.

WHY
DIDN'T
HE?
WHAT
STOPPED
HIM?

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MONEY, PEOPLE-- WITH A CAPITAL M!

TONIGHT'S GATE WAS THE FATTEST WE'VE EVER SEEN-- AND THEY JUST KEEP GETTING FATTER!



DON'T RUN AWAY WITH YOURSELF, BIG BOY!

THOSE CROWDS AREN'T COMING TO SEE US--



ARRROOO??!



HOW WAS THE CIRCUS, PARKER? MY WIFE'S DYING TO SEE THAT DINOSAUR IN ACTION-- SO AM I IF I HAVE TO BE HONEST-- BUT THEY'RE SOLD OUT FOR MONTHS.

YOU SHOULD TALK TO NOEL BECKFORD, BEN. SHE MAY HAVE A CONNECTION FOR HOUSE SEATS.

THANKS FOR THE TIP! I'LL GRAB HER AS SOON AS I FINISH THIS PIECE.

BUSY NIGHT ON THE CRIME BEAT?

BELIEVE IT! WE HAD SOME MAJOR BURGLARIES LAST NIGHT, AND THE CULPRITS MUST HAVE BEEN TRAINED ACROBATS TO PULL THESE BABIES!



A--ACROBATS?!

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I'VE GOT TO GIVE THE KINGMASTER CREDIT. THANKS TO A FEW HYPNOTIC PUSHES ON HIS PART, THE CITY MAY HAVE GRANTED HIM PERMISSION TO STAGE HIS SHOW--



--BUT I UNDERSTAND THERE'S AN ARMY OF COPS ON STANBY JUST WAITING FOR THE NIGHT DEVIL DECIDES TO MAKE LIKE GODDELL!

EVERYONE WHO'S SEEN LOST WORLD FIGURES IT'S ONLY A MATTER OF TIME, AND THAT'S PROBABLY A MAJOR PART OF THE SHOW'S APPEAL!



HOWEVER, SINCE THE POLICE ARE CONCENTRATING ON THE GARDEN, THE REST OF THE CITY IS RELATIVELY UNPROTECTED.

THE SHOW SHOULD BE STARTING ABOUT NOW!

IT'S TIME FOR ME TO START CIRCLING THE AREA--!

ADISON SQUARE



KEEPING WITHIN A ONE BLOCK RADIUS OF MADISON SQUARE GARDEN, OUR HERO WEBSWINGS AROUND AND AROUND THE FAMOUS BUILDING UNTIL...

AT LAST! MY SPIDER-SENSE IS FINALLY RICKING IN--!



WELL, WELL! LOOKEE WHAT'S PULLING OUT OF THAT LOADING BAY--!

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| ☐ CAM Captain America | ☐ IRM Iron Man |
| ☐ THO Thor NEW! | |

Marvel Heroes

- | | |
|--|--|
| ☐ APT Alpha Flight | ☐ SIL Silver Surfer |
| ☐ DDV Daredevil | ☐ INC The Incredible Hulk |
| ☐ HHF Heroes For Hire | ☐ BUT Thunderbolts |
| ☐ ZAR Ka-Zar | |

Spider-Man

- | | |
|---|---|
| ☐ AMZ Amazing Spider-Man | ☐ SSM Sensational Spider-Man |
| ☐ PPK Spectacular Spider-Man | ☐ SPI Spider-Man |

The X-Men

- | | |
|--|---------------------------------------|
| ☐ CAB Cable | ☐ FAC X-Factor |
| ☐ DDP Deadpool | ☐ MEN X-Men |
| ☐ GEN Generation X | ☐ XFO X-Force |
| ☐ WOL Wolverine | ☐ MAN X-Man |
| ☐ XME Uncanny X-Men | |

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SHORTLY, BACK AT THE CIRCUS...

WHERE'S LUIGI?
WE'RE SUPPOSED TO BE THE NEXT ACT!

HE WAS PROBABLY DELAYED! DON'T WORRY--



YOU'RE A REAL TROOPER, PRINCESS--

--BUT THOSE TWO ARE LOOKING AT A TEN TO FIFTEEN YEAR FALL!



ALONG WITH YOU AND THE REST OF YOUR CROWD!

NOW THAT I'VE CONFIRMED THAT THE RINGMASTER ZAPPED MOONBOY, I JUST HAVE TO FIND THE BOY AND--



YIKES!!

ROARRRR!



SHREPSHI! NOBODY EVER MENTIONS PAYS LIKE THIS WHEN THEY'RE RECRUITING NEW SUPER HEROES!

KILL HIM, MY PETS! TEAR THE MASKED INTRUDER INTO BLOODY SHREPS!



BRO-TERRR! DO YOU HAVE HOSTILITY ISSUES!

I AM ANYTOD, THE WORLD'S MOST AMAZING ANIMAL TRAINER!

REALLY? LET'S SEE 'EM ROLL OVER AND PLAY DEAD!

STOP! THERE'S NO ESCAPE FOR YOU IN THAT DIRECTION--!



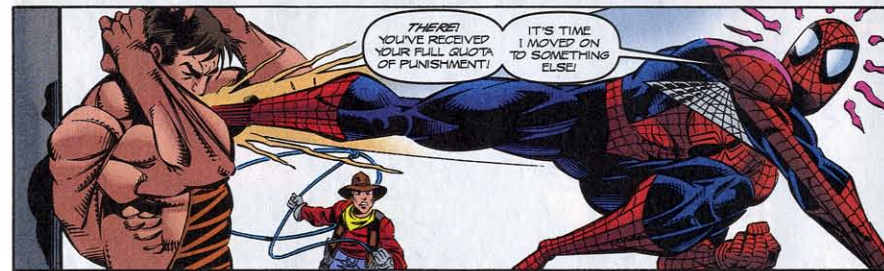
MAYBE NOT, BUT IT SURE BEATS FILLING IN FOR A CAN OF SNACK CHOW--!

I DON'T KNOW HOW LONG THIS TUNNEL WILL HOLD THOSE BEASTS--



--BUT THAT'S THE LEAST OF MY PROBLEMS!

I JUST REALIZED THAT THIS TUNNEL LEADS TO THE MAIN ARENA!



AND THEN...

YIIII!
YIIII!
YIIII!

MOONBOY
AND DEVIL
CRASH! EVIL
SPIDER
GOD!!

AW, GEEZ--I
I CAN'T BELIEVE
I CHOSE THIS...
INSTEAD OF A QUIET
EVENING AT HOME
WITH ALLY
MCDEAL!

RAALWRRR

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In Memoriam

It is with great regret that we note the passing of editor/writer ARCHIE GOODWIN, who died last March after a long battle with cancer. Undoubtedly one of the most talented and nicest guys in the comics industry, Archie spent the last decade as a senior editor and writer for DC Comics. Before that, he had a long, successful tenure at Marvel, where he served as a writer, editor, and ultimately, Editor in Chief. During his time with Marvel, Archie had written virtually every title we published at the time, most notably THE INCREDIBLE HULK, STAR WARS, SPIDER-WOMAN and IRON MAN. Among his many other accomplishments, Archie was responsible for overseeing our legendary science fiction/fantasy magazine, EPIC ILLUSTRATED, and launching our groundbreaking creator-owned imprint, Epic Comics, for which he gave such fondly-remembered titles as JIM STARLIN'S DREADSTAR their start and developed the acclaimed SHADOWLINE group of titles. The entire comics industry undoubtedly feels the loss of this great talent, and we at Marvel send our condolences to Archie's family and friends.

ITEM! Move over, Jackie Chan--we've got a real martial arts master here! From the pages of HEROES FOR HIRE comes IRON FIST, the Living Weapon, who returns to solo action next week for the first time in years, in his own hard-hitting limited series! The three-issue epic finds DANNY RAND being contacted by a mystery super-villain, who claims to be holding DANNY's long-lost sister hostage! The villain demands that DANNY break into a S.H.I.E.L.D. facility to steal the all-powerful SCORPIO key! But that's just the beginning of an adventure that finds of Fisty traversing the globe on a mission of international intrigue that would have JAMES BOND crying "Uncle!" IRON FIST is brought to you by writer DAN JURGENS, who is currently knocking your Midgardian socks off in our all-new THOR mag! The butt-kickin' art is provided by JACKSON GUICE and SCOTT KOBLISH. If you've ever seen Jackson's stunning work on such titles as MICRONAUTS, IRON MAN, and S.H.I.E.L.D., you already know why we call him 'Action' Jackson!

ITEM! Break out the pumpkin bombs and gas up the bat-glitter! The original HOBGOBLIN--one of the most dangerous foes SPIDER-MAN has ever faced--returns next week in SPECTACULAR SPIDER-MAN #259, along with his co-creator, ROGER STERN! We found out Hobby's true identity last year in the HOBGOBLIN LIVES limited series, but the story didn't end there! Nope, Hobby now wants out of jail, and he launches a devious plan to gain his freedom! How does NORMAN OSBORN fit into this scheme--and will it culminate in the first-ever showdown between the original Hobgoblin and the original GREEN GOBLIN? Looks like our favorite wall-crawler will have his hands full in this three-part saga that brings Rollickin' Roger together with new regular SPECTACULAR scribe GLENN GREENBERG and artists LUKE ROSS and AL MILGROM!

ITEM! Think you've seen every possible WOLVERINE/SABRETOOTH battle? Think again, bub! Next week, CHRIS CLAREMONT and LIENEL FRANCIS YU bring you a CREED/LOGAN slashfest like you've never seen before in WOLVERINE #126! It's the most painful day of Wolverine's life, and just when it seems his luck has run out...that's when SABRETOOTH attacks! (When Mutants Attack...sounds like one of those Fox TV specials!) The twist? This time, SABRETOOTH has gained an unbeatable edge, and he's determined to make this Logan's last day on Earth! If Wolverine's not careful, he could find that he's an endangered species! **TM & © 2006 MARVEL**

STAN'S SOAPBOX!

Hi, Heroes!
I hate to complain, but something's bugging me. I know it's not your problem, but there's no one else I can lay it on! It has to do with No-Prizes. Y'see, I've been giving them away for years, generously, happily, unselfishly. But, it suddenly occurred to me, since I'm the only one who gives 'em out--there's nobody who can give one to me! So, for the first time in history, I'm gonna break with tradition. Here and now, with you as my witness, I take great pleasure and pride in awarding a convertible, turbo-charged, eight cylinder No-Prize to--myself! Can't say any more about it now--it's hard to speak when blinded by tears of joy!

So, while I dry my eyes, let's tackle this question from Terence Connors of Rochelle Park, NJ:
"I read somewhere that Uncle Ben and Aunt May Parker first appeared in STRANGE TALES #97, not in AMAZING FANTASY #15. Is it true? If so, what was the story about?"

Hey, Terry, I was too brainless to save those old comics, so I can't look up STRANGE TALES #97. But I do know for sure that I first created the names Aunt May Parker and Uncle Ben Parker for Spider in AMAZING FANTASY #15. So if those names, or anything similar, were used in STRANGE TALES, it's just the mother of all coincidences!

Here's one that needs a prophet, from Adam Mantion of Chicago Heights, IL:

"With all of today's technology, like computers and stuff, do you think comic books have a future?"

You know it, Adam! They'll have a future as long as people can read. And I'll hand over the brand new No-Prize I just awarded myself to anyone who can prove me wrong!

Robert E. Grover of Amherst, MA, has a query that really made me think for a while:

"If you could take the writing helm of any Marvel title, which would it be and in what direction would you go?"

I'd probably get a kick out of tackling one of the "smaller" titles, one that isn't presently on the best-seller list. You see, I feel that all our characters carry the seeds of greatness; they just have to be harvested correctly. It might be fun to write THE PUNISHER or GHOST RIDER, to name a couple. As for how I'd do it--it's too dangerous to tell! You see, the competition pores over each Soapbox column with a fine-tooth comb. You wouldn't want to give away any writing tips, wouldja, Bob? Or, maybe your name isn't Bob! Maybe you're a double agent! Wow! Lucky I didn't divulge any of Marvel's countless super secrets!

Finally, this one comes from Ed Budlowski of Bridgeport, CT:

"When your super characters cause property damage, who pays for it?"

You do! We just raise the price of the comic! Forgive that one, Ed--it's been a long, tough day!

You too can win comicdom's most sought after award--your very own No-Prize, suitable for framing or gift-giving! Here's all you've gotta remember: Our E-mail address is stan-fanz@aol.com, or send your letters to "Stan's Soapbox," c/o BULLPEN BULLETINS, Marvel Comics, 387 Park Ave. South, New York, NY 10016. Hey, if we made it any simpler for you, we'd be writing your questions ourselves! (Hmmm, not a bad idea. We could make sure they're easy ones!)

Excelsior!

Stan Lee

Design by Richard Starkings and COMICRAFT



IT'S BAP
ENOUGH I
HAVE TO STOP
THESE TWO--

--BUT
I'VE GOT TO
DO IT IN A WAY
WHICH WON'T
PAIN THE
AUDIENCE!

RLIN,
COWARD!!

FLY
FROM MIGHTY
MOONBOY AND HIS
DEADLY DEVIL
LIZARD!

BY
RICOTCHETING
OFF THAT WALL,
AND CASUALLY
SOMERSAULTING
BACKWARDS--

--I CAN
BRING MY
WEBBING INTO
PLAY--

--AND STILL
MAKE THIS CRAZY
MOMENT SEEM LIKE
IT'S A CAREFULLY
CHOREOGRAPHED
ACT!

GO,
SPIDER-MAN!
GO!

BORRRRRING!
THIS IS TOTALLY
BOGUS!

WAKE
ME UP WHEN
IT'S OVER!

LISTEN TO THAT
APPLAUSE! NOT
TOO SHABBY FOR A GUY
WHO'S AD-LIBING!

NOW
MOONBOY HURT
YOU!

Y-YOU
HURT
DEVIL!

SIMMER
DOWN, KID!

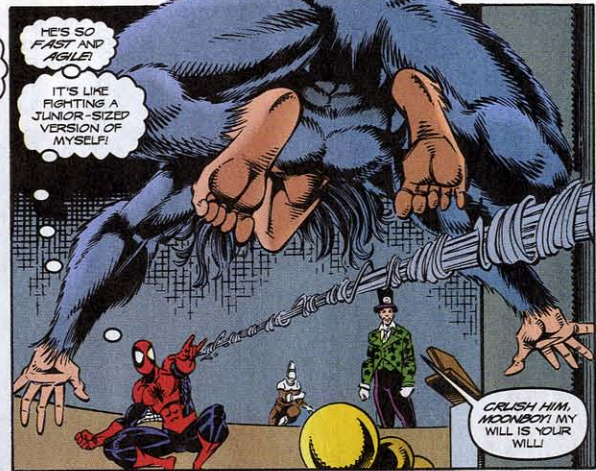
THERE'S
NO NEED FOR
US TO FIGHT...
ESPECIALLY SINCE
I CAME HERE TO
RESCUE YOU
AND THE BIG
GUY!

MOONBOY
NO LIKE
BOUNCING
SPIDER!



LISTEN TO ME, MOONBOY! PLEASE--I WE'RE BOTH ON THE SAME SIDE!

IT'S NO USE! HE'S STILL UNDER THE RINGMASTER'S HYPNOTIC CONTROL!



HE'S SO FAST AND AGILE!

IT'S LIKE FIGHTING A JUNIOR-SIZED VERSION OF MYSELF!



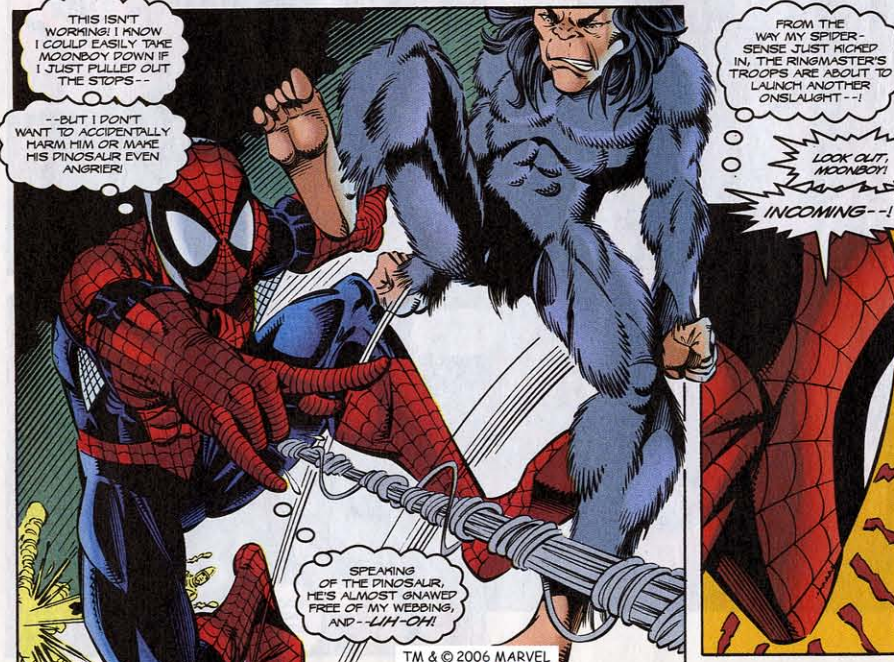
TALK ABOUT THRILLS, CHILLS AND SPILLS! JUST LOOK AT THOSE TWO GO AT IT--AND THE AUDIENCE IS LOVING EVERY SECOND!

Y'KNOW, I ALMOST WISH SPIDER-MAN WOULD JOIN OUR CAST!

WE'D DRAW THE CROWDS-- THAT'S FOR SURE-- BUT HE'S TOO DANGEROUSLY TOO UNCONTROLLABLE!

BESIDES, HE' PROBABLY DEMAND A MASSIVE SUPER-CONTRACT!

MURRY! GET BACK TO YOUR CANNON! I WANT YOU TO TAKE ANOTHER FLY AT HIM!



THIS ISN'T WORKING! I KNOW I COULD EASILY TAKE MOONBOY DOWN IF I JUST PULLED OUT THE STOPS--

--BUT I DON'T WANT TO ACCIDENTALLY HARM HIM OR MAKE HIS DINOSAUR EVEN ANGRIER!

FROM THE WAY MY SPIDER-SENSE JUST TICKED IN, THE RINGMASTER'S TROOPS ARE ABOUT TO LAUNCH ANOTHER ONSLAUGHT--!

LOOK OUT, MOONBOY! INCOMING--!

SPEAKING OF THE DINOSAUR, HE'S ALMOST GNAVED FREE OF MY WEDDING, AND-- LII-OH!



MOVE! GET OUT OF THE WAY BEFORE--

HAI! MOONBOY TOO SMART TO FALL FOR YOUR WARRKH

WHOMP!!

OH, NO! I INSTINCTIVELY LEAPT ASIDE, LEAVING HIM TO TAKE THE BRUNT OF CANNONBALL'S SNEAK ATTACK!

THAT KIP IS DEAD UNLESS I SNAG HIM--!



BREAKING THE UNCONSCIOUS LAD'S FALL WITH HIS AMAZING WEBBING, SPIDER-MAN SLOWLY LOWERS HIM TO THE GROUND...



M-HE'S SO STILL!

THAT COLLISION MIGHT HAVE GIVEN HIM A CONCUSSION, OR FAR WORSE!

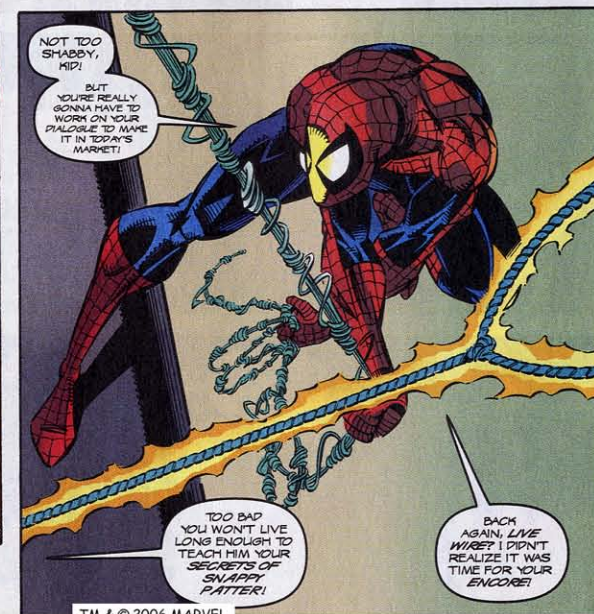


MOONBOY! MOONBOY! CAN YOU HEAR ME--?

Y-YOU! I KNOW YOU!

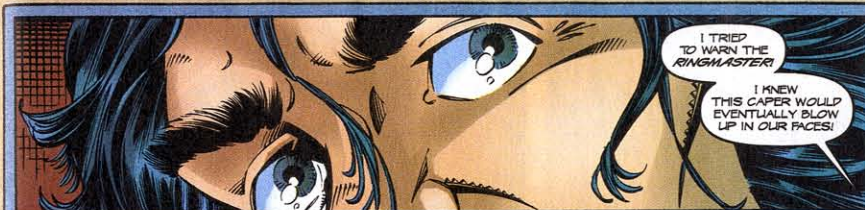
Y-YOU NIC PEOPLE! T-TAKE PICTURES OF MOONBOY AND TELL!

OHMIGOSH! HE RECOGNIZES MY SCENT! REALIZES I'M PETER PARKER!





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TM & © 2006 MARVEL



AND SO...

PLEASE
REMEMBER TO
THANK SPIDER-MAN
FOR ME, MR.
PARKER...

THE SAVAGE
LAND IS THE PERFECT
HOME FOR MOONBOY AND
DEVIL DINOSAURS!

I'M SURE
HE ALREADY
KNOWS, DR.
MARLES...

Y!!!
Y!!!
Y!!!

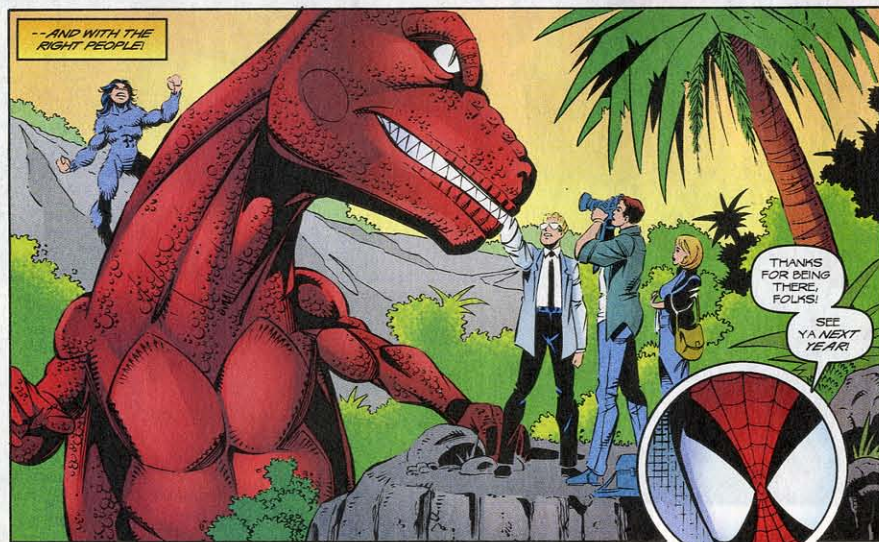
AWRIIEEEK!!



WHEN
ARE YOU
RETURNING TO
NEW YORK?

I'LL BE
READY AS SOON
AS MCEZ WANTS
TO LEAVE.

HAVEN'T
YOU HEARD
THE NEWS,
PETER?



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After you've eaten this much

NEW MEGA MONSTER ROLL™

you'd still have

3 feet left.

Only Farley's®

Mega Monster Roll™

is **4** full feet of flavor.

Try both flavors!



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