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#40



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**SPIDER-MAN  
VS. DEADPOOL**



THE GREATEST FIGHT OF YOUR LIFE!



SPIDER-MAN CREATED BY STAN LEE & STEVE DITKO

DEADPOOL CREATED BY ROB LIEFELD & FABIAN NICIEZA



PREVIOUSLY:

SPIDER-MAN AND DEADPOOL ESCAPED FROM THE SAVAGE LAND, THANKS/NO THANKS TO THEIR SORT-OF ADOPTED CHILD, MASTER MATRIX, THE SUPER-POWERED UR-LMD. WHEN HE FIRST WOKE UP, MATRIX WANTED TO REPLACE HUMANITY WITH ROBOTS. BUT WEB-HEAD AND BLACK-CIRCLES-OVER-HIS-EYES-HEAD MANAGED TO TEACH HIM EMPATHY AND SELFLESSNESS, IN SPITE OF THE POOR EXAMPLE SET BY THEIR OWN DAMAGED FRIENDSHIP. ACTUALLY, WHEN MATRIX ABANDONED HIS FATHER FIGURES, HE SAID IT WAS TO FIX THAT DYSFUNCTIONAL RELATIONSHIP. BUT HOW? AND, LIKE, WHERE? SPIDER-MAN'S FRIEND MOCKINGBIRD HASN'T FORGOTTEN HOW DANGEROUS MATRIX CAN BE, AND SHE'S MARSHALLED HUSK, SILK, AND DEADPOOL'S FORMER CREW--BRUCE AND DEBORAH (THEY'RE THE BEST, LOOK 'EM UP), MANPHIBIAN, CLAY QUARTERMAIN, KATE WAYNESBORO, AND SCREWBALL--TO TRACK HIM DOWN.

MY TWO DADS



PETER PARKER WAS BITTEN BY AN IRRADIATED SPIDER, GRANTING HIM AMAZING ABILITIES, INCLUDING THE PROPORTIONAL SPEED, STRENGTH AND AGILITY OF A SPIDER, AS WELL AS ADHESIVE FINGERTIPS AND TOES. AFTER LEARNING THAT WITH GREAT POWER, THERE MUST ALSO COME GREAT RESPONSIBILITY, HE BECAME THE WORLD'S GREATEST SUPER HERO! HE'S...

WADE WILSON WAS CHOSEN FOR A TOP-SECRET GOVERNMENT PROGRAM THAT GAVE HIM A HEALING FACTOR ALLOWING HIM TO RECOVER FROM ANY WOUND. FOR A TIME, WADE TRIED TO BE A HERO, THROWING IN WITH THOSE WHO INSPIRED HIM. ALL HE GOT FOR HIS EFFORTS WAS PAIN. NOW, HE'S BACK TO OFFING CHUMPS AND MOUTHING OFF...REGENERATING AND DEGENERATING (MORALLY SPEAKING)...HE'S...

SPIDER-MAN

DEADPOOL

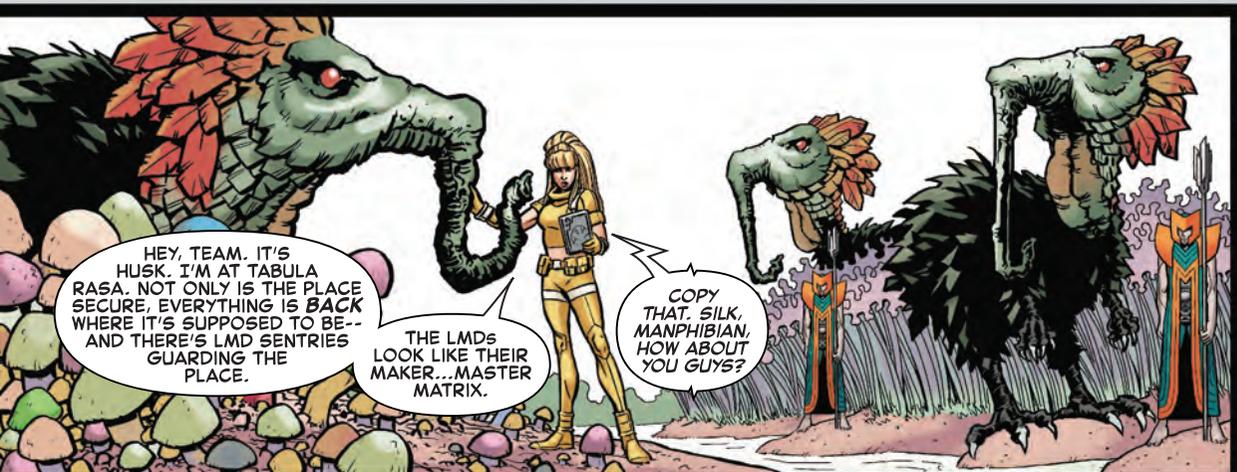
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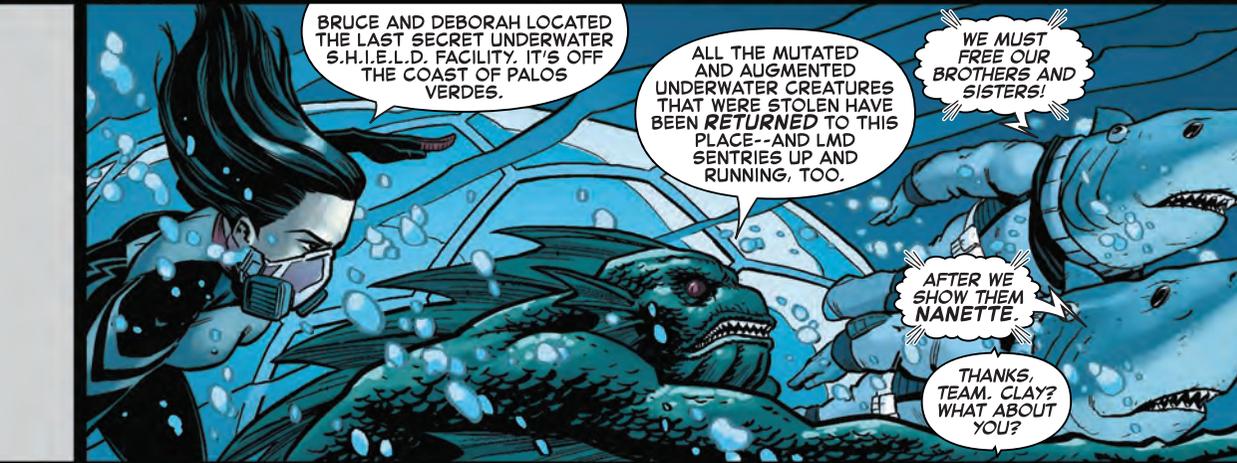
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HEY, TEAM. IT'S HUSK. I'M AT TABULA RASA. NOT ONLY IS THE PLACE SECURE, EVERYTHING IS BACK WHERE IT'S SUPPOSED TO BE-- AND THERE'S LMD SENTRIES GUARDING THE PLACE.

THE LMDs LOOK LIKE THEIR MAKER... MASTER MATRIX.

COPY THAT SILK, MANPHIBIAN. HOW ABOUT YOU GUYS?



BRUCE AND DEBORAH LOCATED THE LAST SECRET UNDERWATER S.H.I.E.L.D. FACILITY. IT'S OFF THE COAST OF PALOS VERDES.

ALL THE MUTATED AND AUGMENTED UNDERWATER CREATURES THAT WERE STOLEN HAVE BEEN RETURNED TO THIS PLACE--AND LMD SENTRIES UP AND RUNNING, TOO.

WE MUST FREE OUR BROTHERS AND SISTERS!

AFTER WE SHOW THEM NANETTE.

THANKS, TEAM. CLAY? WHAT ABOUT YOU?



THE S.H.I.E.L.D. COMPOUND UNDER CLEVELAND HAS BEEN REPAIRED AND IS ALSO SECURE.

AND ALL THIRTY-FIVE BEETLE TANKS HAVE BEEN RETURNED. SCREWBALL, DO YOU COPY? HOW'S RENO?



YOU'LL NEVER GUESS, KATE.

EVERYTHING WE, UH, STOLE IS BACK, AND NOW EVEN MORE GUARDED.

WHAT THE #&!@ IS GOING ON HERE, MOCKINGBIRD?

THAT'S A GREAT QUESTION...



...FOR THESE TWO IDIOTS.

HOW DARE?



IT'S MATRIX.  
TELL ME SOMETHING I DON'T KNOW, SPIDER-MAN. LIKE WHERE MATRIX IS. AND WHY HE'S DOING THIS--  
HE'S... HE'S TRYING TO FIX...



...US.





THIS IS ALL, WHAT? COUPLES COUNSELING?

YOUR PHRASING, NOT MINE.

SHUT MASTER MATRIX DOWN. NOW.

I CAN'T.

I GAVE YOU A KILL SWITCH.

AND I GAVE THAT... TO MATRIX.



HUSK, FIGURE OUT WHERE MATRIX IS HEADED NEXT.

ON IT, BOSS.

EVERYONE ELSE GET IN THE AIR. THE SECOND WE HAVE A FIX ON MATRIX, WE CONVERGE.



WHOA, PUMP THE BREAKS, BIG BIRD. MATRIX ISN'T OUR ENEMY.

HECK, MATRIX IS DOING YOUR JOB FOR YOU, FINDING ALL THE LOOSE S.H.I.E.L.D. WEAPONS--THAT I MAY OR MAY NOT HAVE STOLEN--AND SECURING THEM.

THE KID IS HELPING.



LOOK AROUND, WADE...

...DOES THIS USE OF UNCHECKED POWER LOOK OKAY TO YOU?





I MEAN, YEAH, IT LOOKS OKAY TO ME.

WADE.

THESE PEOPLE WERE BAD GUYS. AND THEY'RE STILL ALIVE. MOSTLY.



...MY SPLEEN...

UGH.

MINE, TOO...

UGH.

OOF.



DON'T TELL ME YOU'RE NOT A LITTLE IMPRESSED. KID'S BASICALLY BEEN BUSY FIXING EVERY SINGLE HANGING CHAD IN THIS SERIES--

WADE.



THIS IS ALL OUR FAULT.

WE HAD ONE JOB. ONE.

MAKE SURE MASTER MATRIX DOESN'T GO CRAZY, AND IN SO DOING: MAKE SURE THE FUTURE DOESN'T GO HAYWIRE--

THE FUTURE IS FINE. OLD ME AND OLD YOU DISAPPEARED. THAT TIMELINE IS NO MORE.

WE WON'T SEE OLD US AGAIN UNLESS WE GET A TON OF FAN MAIL\* OR THEY MAKE THEM INTO FIGURES.\*\*

\*PLEASE SEND YOUR LETTERS TO: NICK LOWE AND KATHLEEN WISNESKI, MARVEL ENTERTAINMENT, 135 W. 50TH ST., NEW YORK, NY 10020

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