

ALL-
NEW

ULTIMATE COMICS™

SPIDER-MAN®

BENDIS

PICHELLI

PONSOR

ISSUE
02



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ULTIMATE COMICS *SPIDER-MAN*



PART TWO

Months ago, before the original Spider-Man died, grade-schooler Miles Morales was about to start a new chapter in his life in a new school--when he is suddenly bitten by a stolen, genetically altered spider that gave him incredible arachnid-like powers.

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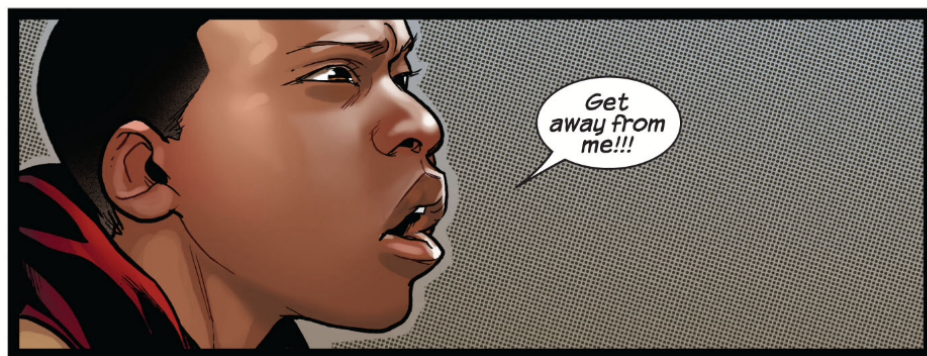
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SPECIAL THANKS TO **VC'S CHRIS ELIOPOULOS & JOE SABINO**

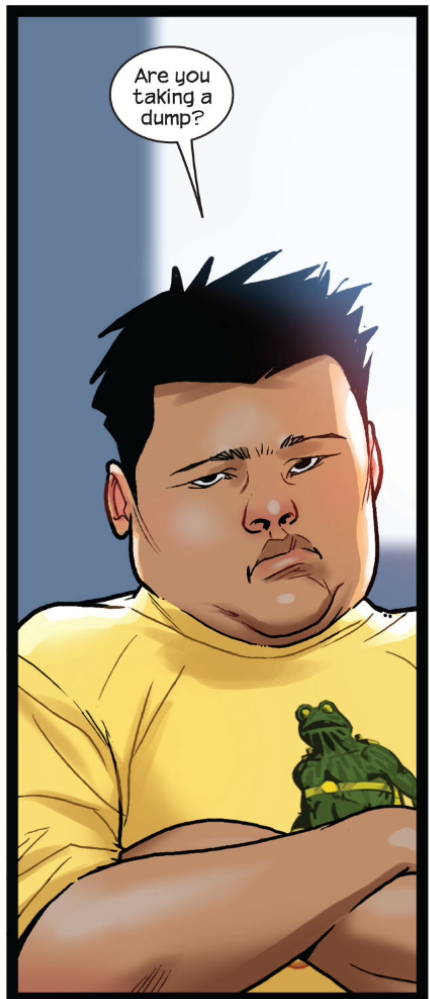
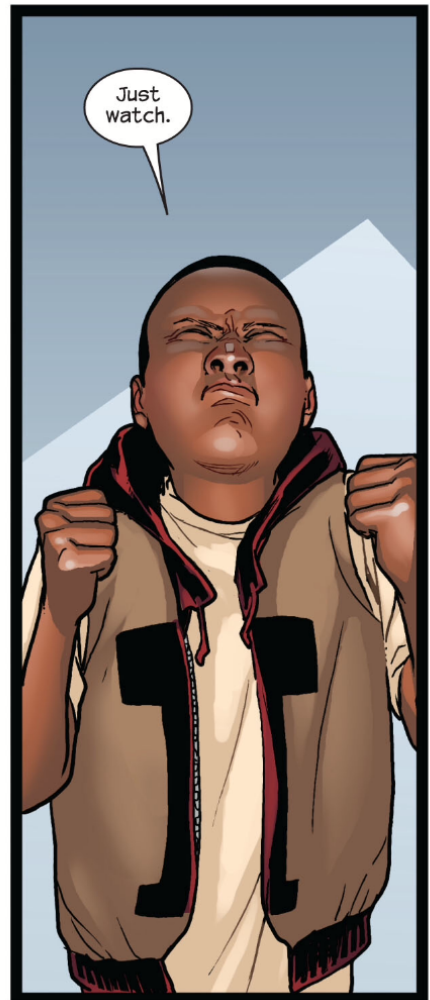


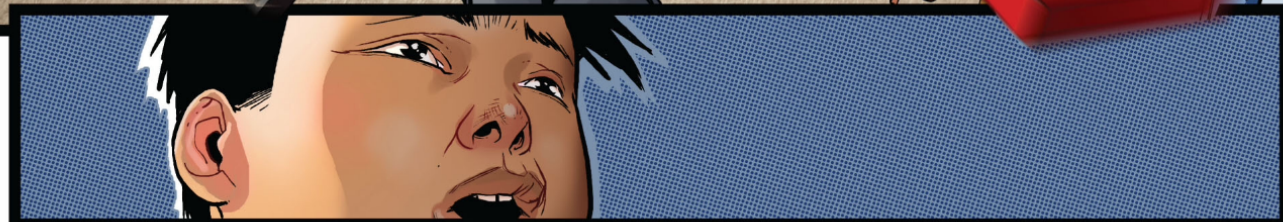
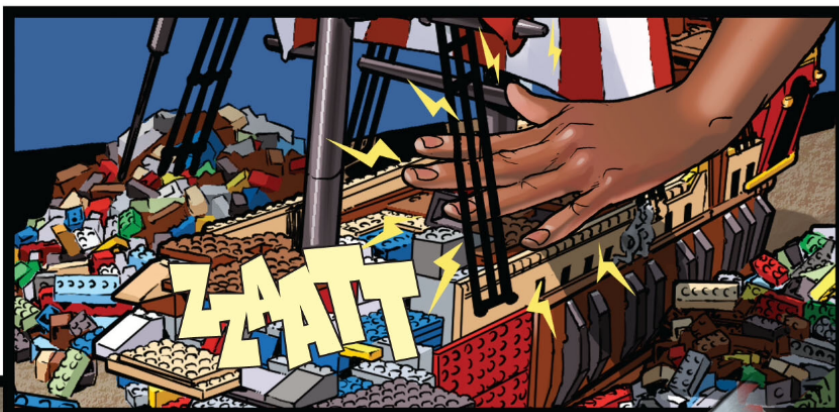
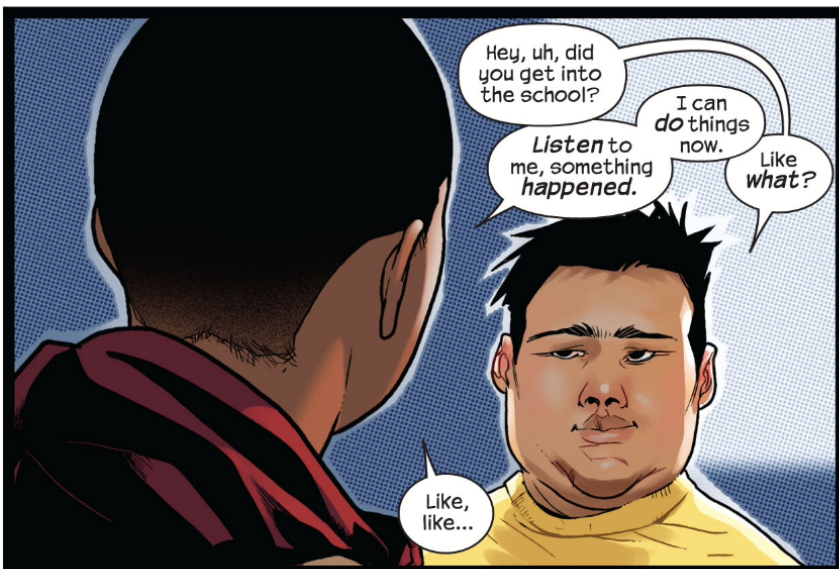
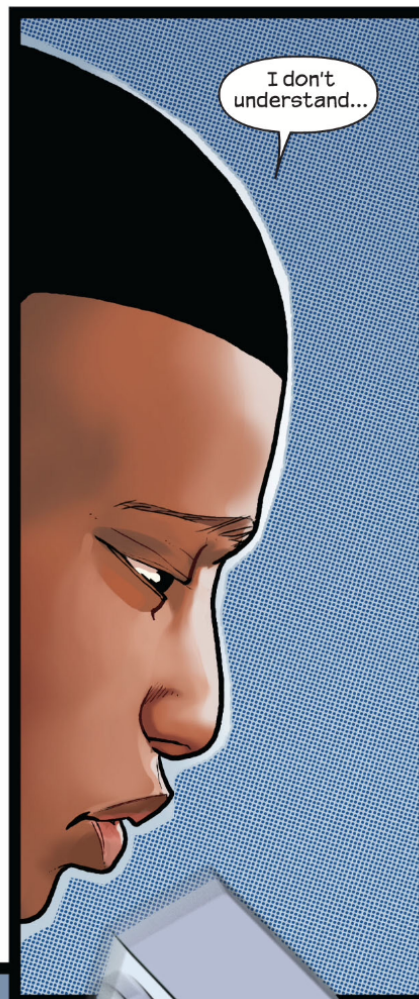


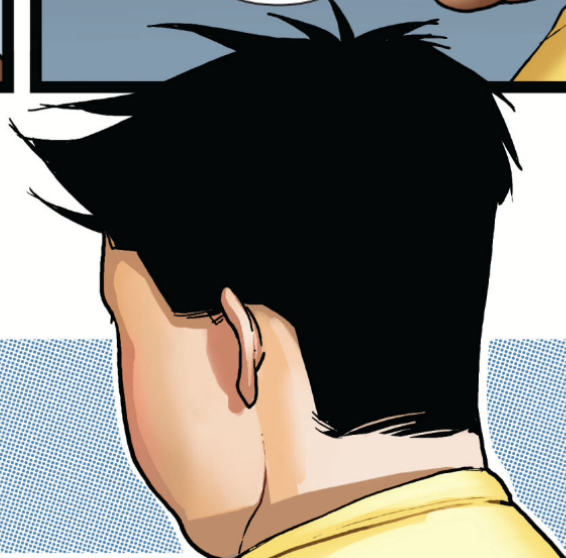
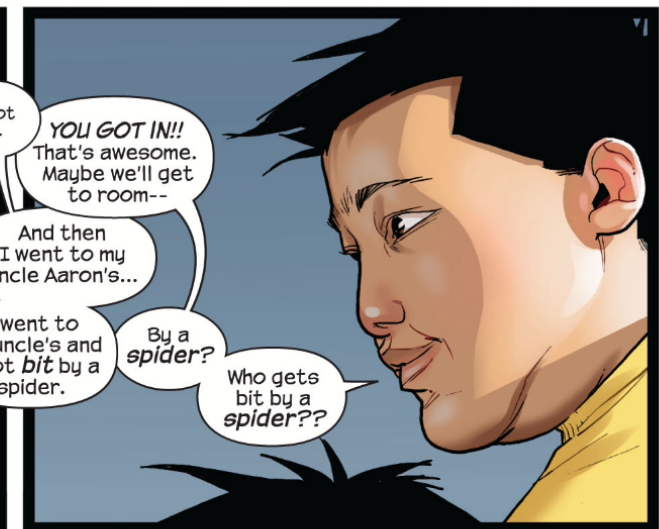
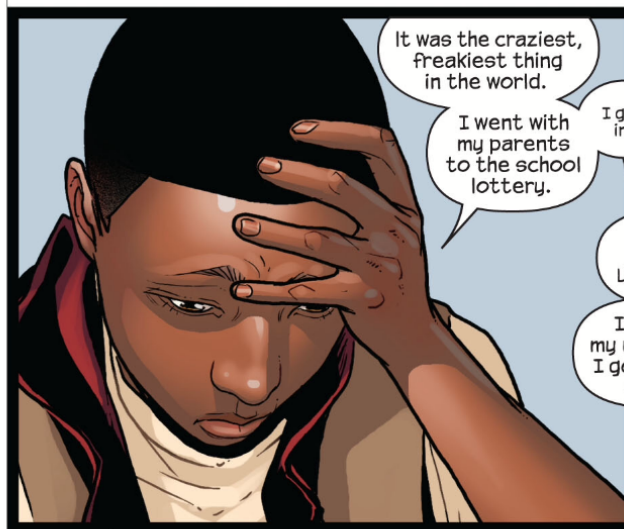
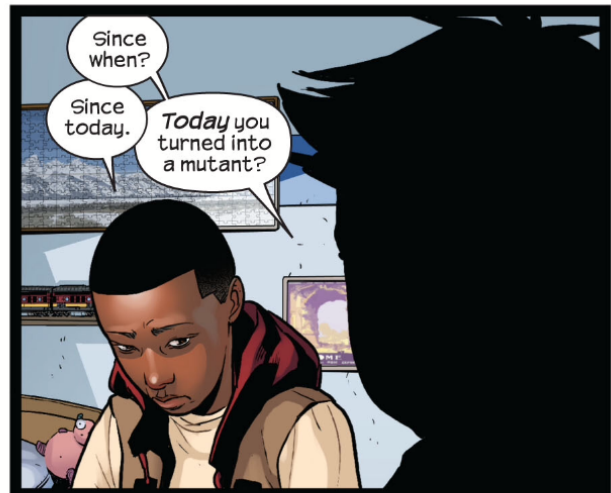
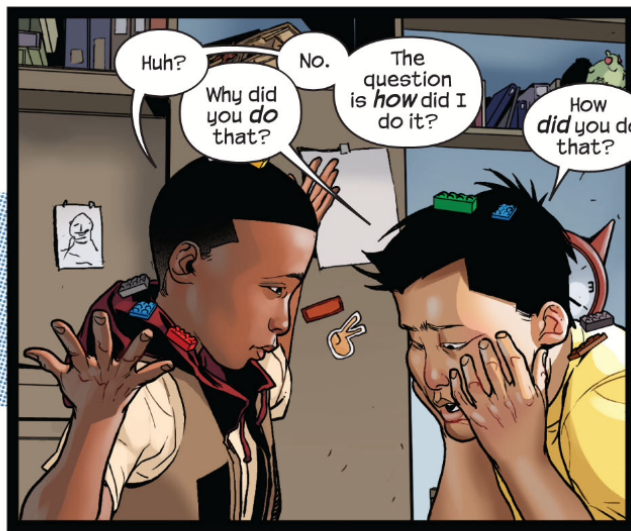


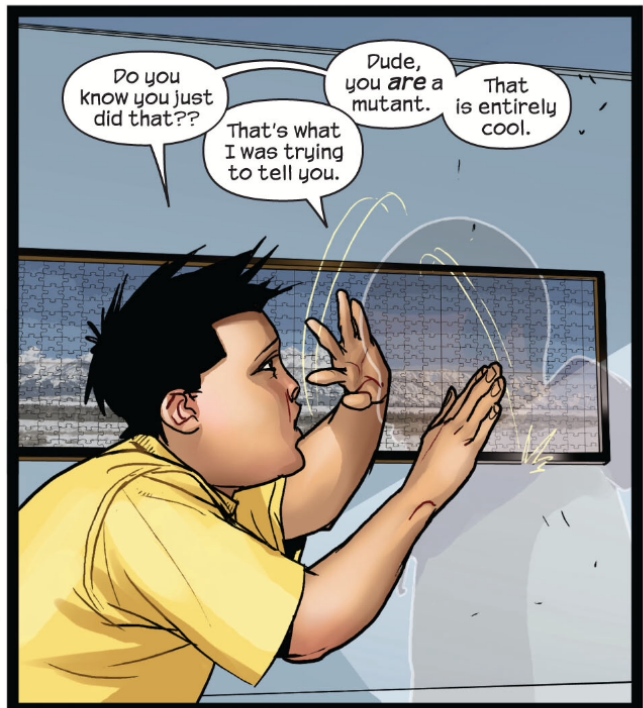


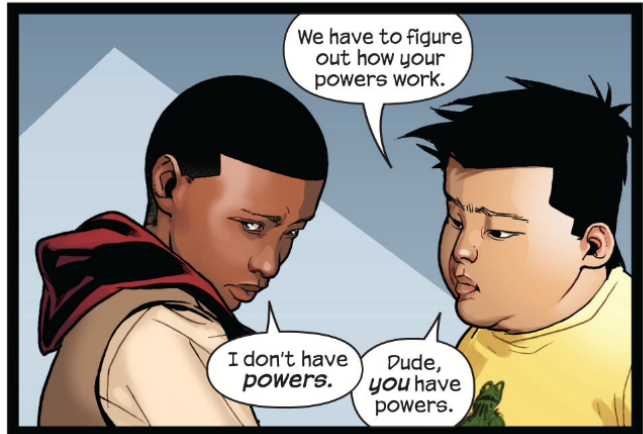
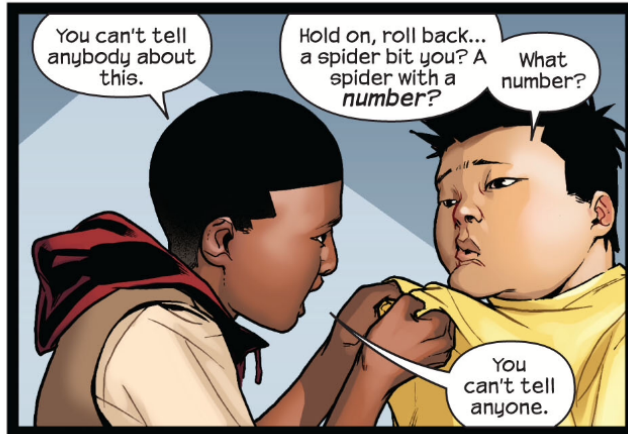
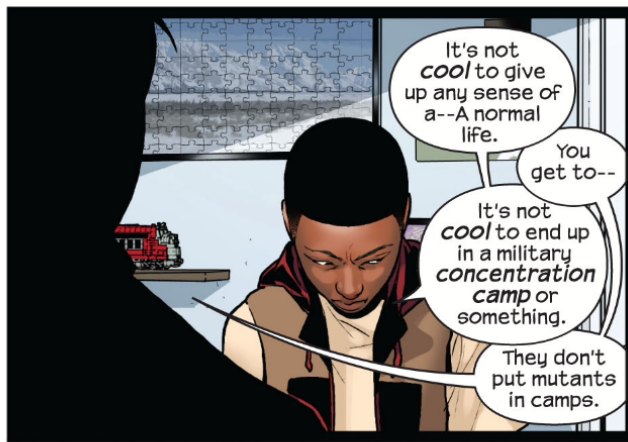


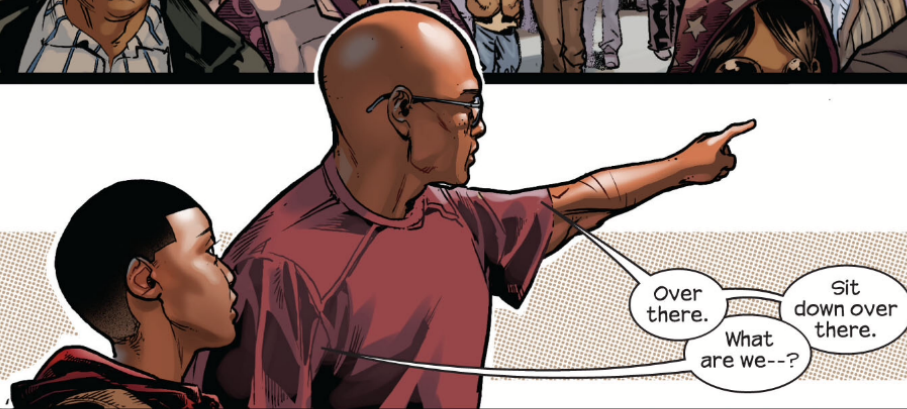












Over there.

Sit down over there.

What are we--?



Why did you run away from me?

Have I ever hit you?

You were... freaking me out.

No.

Then you-- you don't run away from me like I'm some kind of crazy person.

You looked like you were gonna hit Uncle Aaron.

Well, I might have. I'll give you that.

He didn't do anything to me, you know.

Why do you go over there?

He's my uncle. He's my-- my family.

We really don't have that big of a family and--

There is a *reason* we don't go over to Uncle Aaron's.

You never told me why...

Why do you think?

Because you and him had some sort of fight before I was born.

Well, you're half right.

We don't go over there because your uncle, though he may seem like a great guy...

He's not.

I'm not saying this because I'm mad at him...I'm saying this because... he is a thief.

He's a crook like... he steals things?

He's a crook.

Yes.

(Good Lord... I did not want to have this conversation with you ever.)

I knew this day would come, though.

I was hoping he'd be in jail by the time you were old enough to understand...

Is that why you don't like him?

Listen, I love him.

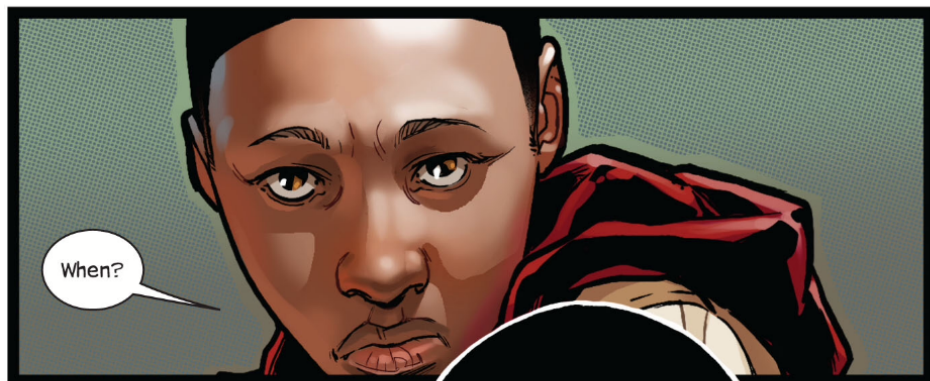
Your father would not be here if not for him...but at the same time I can't have a man who doesn't know the difference between right and wrong...

And he really doesn't know the difference...

I can't have a man like that around my only son.

What do you mean? You wouldn't be here if not for him?







I stole something that didn't belong to me.

You gonna give me any details?

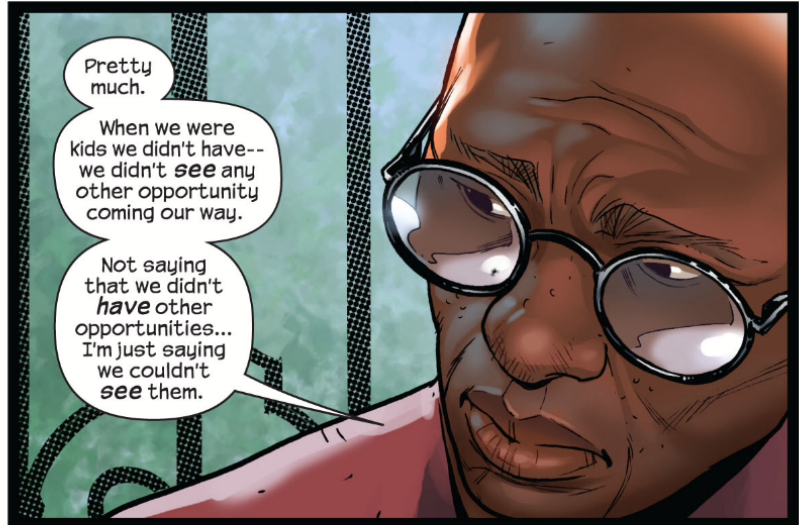
This is very hard for me.

I'm telling you my biggest-- this is my biggest shame.

And I'm telling it to the person that it most shames me to tell it to.



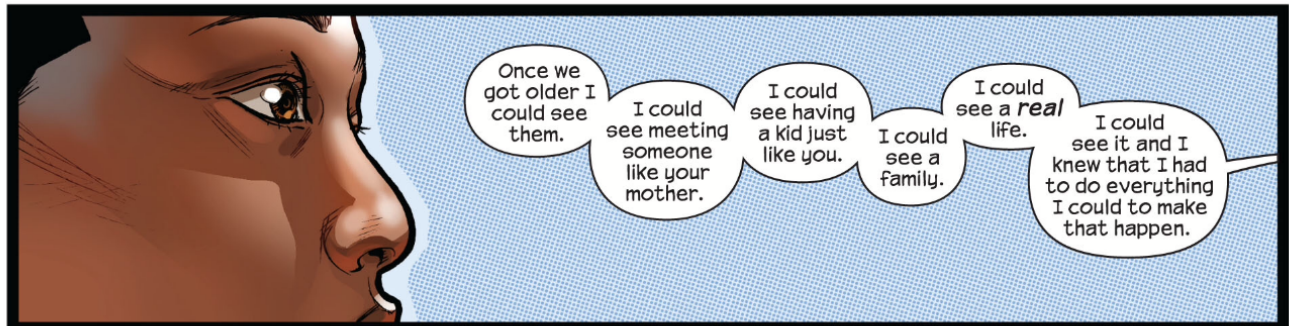
You and Uncle Aaron used to steal things together and *you* stopped and he--



Pretty much.

When we were kids we didn't have-- we didn't *see* any other opportunity coming our way.

Not saying that we didn't *have* other opportunities... I'm just saying we couldn't *see* them.



Once we got older I could see them.

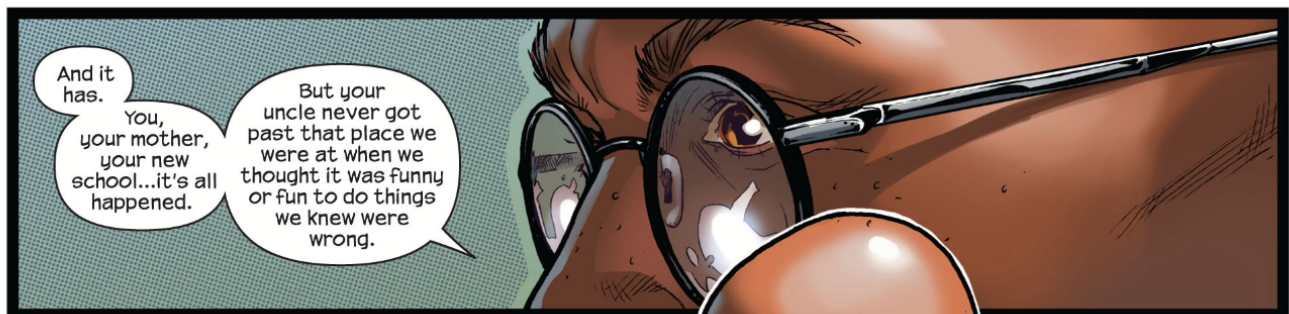
I could see meeting someone like your mother.

I could see having a kid just like you.

I could see a family.

I could see a *real* life.

I could see it and I knew that I had to do everything I could to make that happen.



And it has.

You, your mother, your new school...it's all happened.

But your uncle never got past that place we were at when we thought it was funny or fun to do things we knew were wrong.

I'm not making excuses for myself...

I'm telling you that I paid for my mistakes and I've spent every single day of my life trying not to repeat them.

There's good and bad in everyone.

Anyone can be bad, anyone. It's easy.

It's the easiest thing.

But to stay focused. To live a good life... it's the hardest damn thing.

Do you understand?





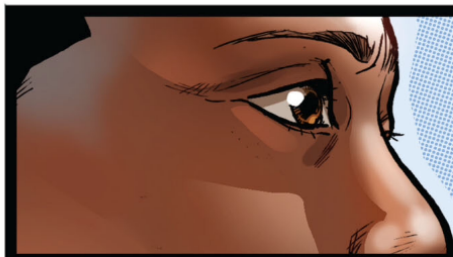
And though I love my brother, I do...

I can't have him around because there is nothing more important to me in this world than *you*.



There is nothing more important to me than you not having to fight temptation around him.

You know what I'm saying?



You should've told me about him.

How could I have known this?



How do I tell a little boy this?



Is he going to go to jail again?

Probably.

I don't know what he does or who he works with.

I just know enough to know we don't need that in our lives.



But what I do see is that you felt that you could go to him--to talk about things that were bothering you...



And for whatever reason you didn't think you could come to me.

I can't make you want to come to me but I can tell you: you *can*.



There is nothing in this world that you can't tell me. There's nothing I won't--

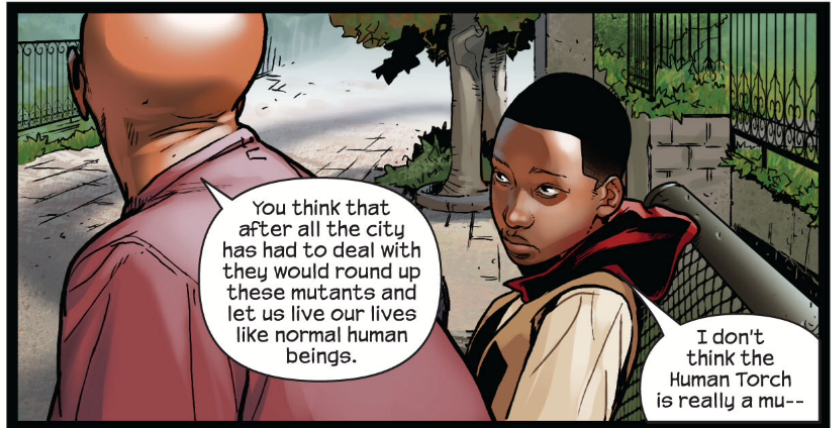


Uh...

Dad?

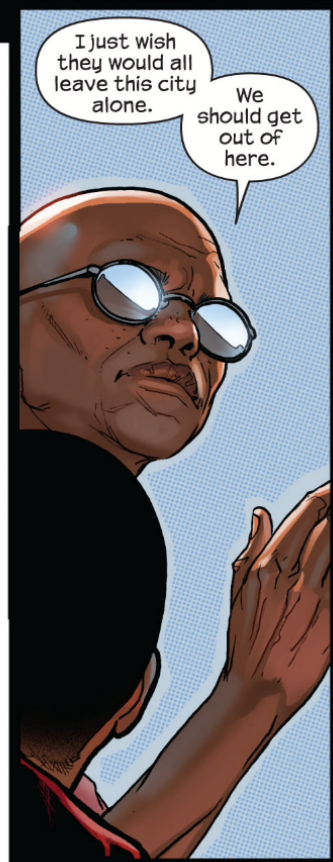


Wow.



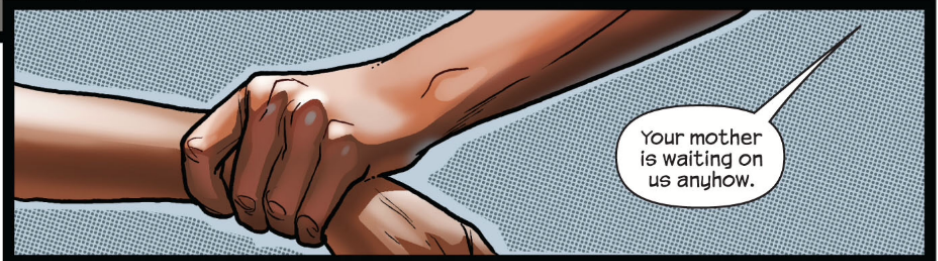
You think that after all the city has had to deal with they would round up these mutants and let us live our lives like normal human beings.

I don't think the Human Torch is really a mu--



I just wish they would all leave this city alone.

We should get out of here.



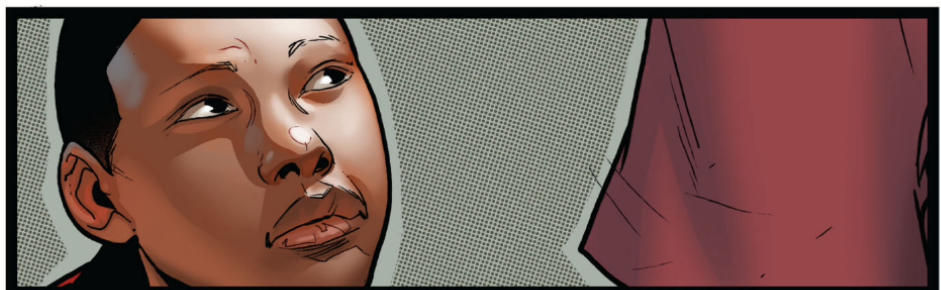
Your mother is waiting on us anyhow.

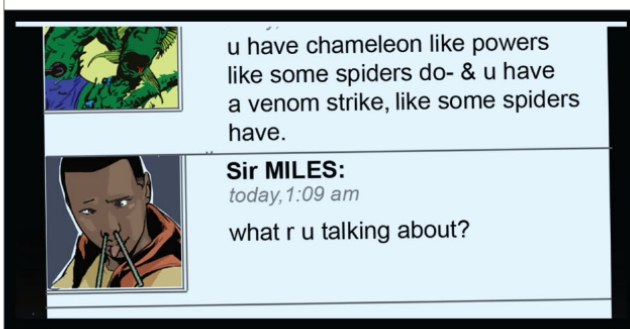
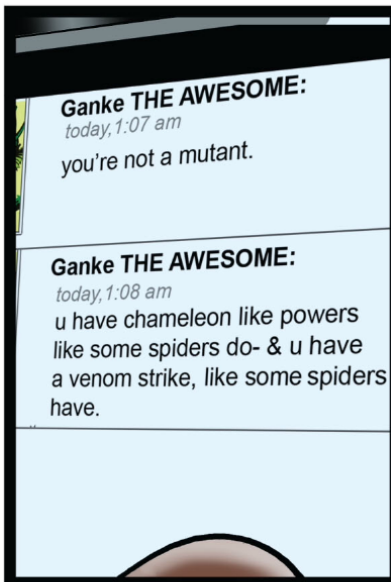
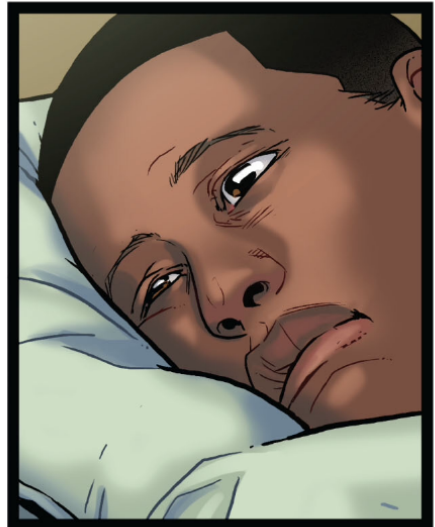


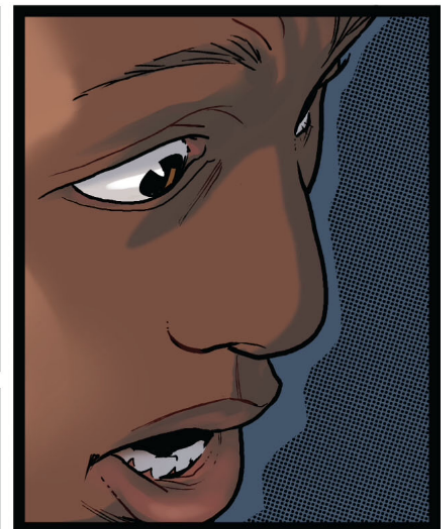
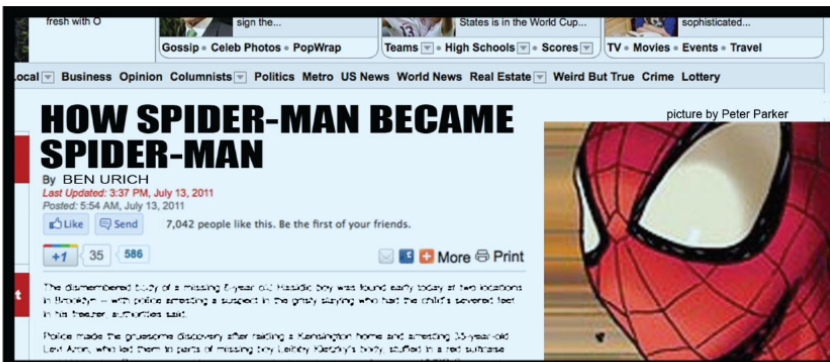
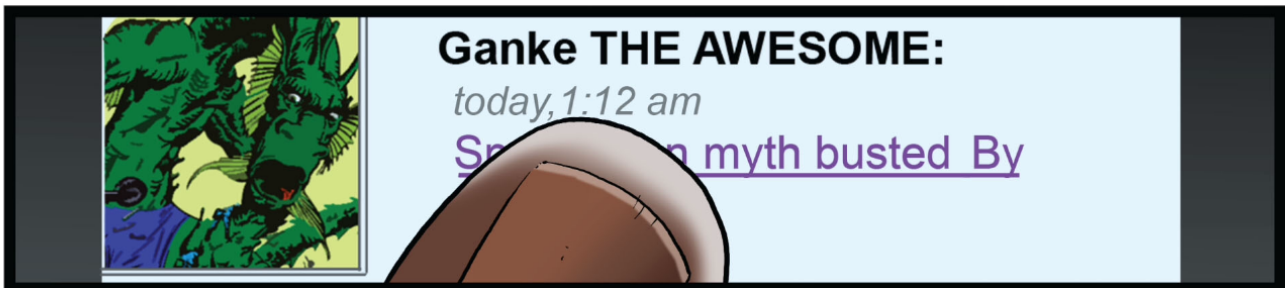
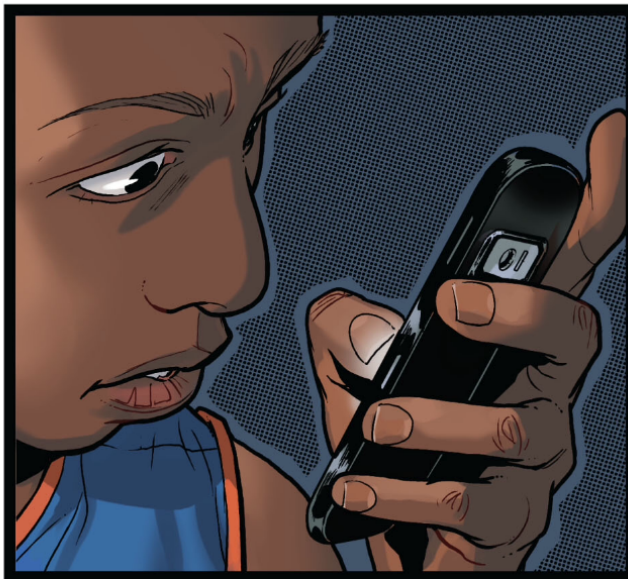
We will talk about this again.

You're a big boy now.

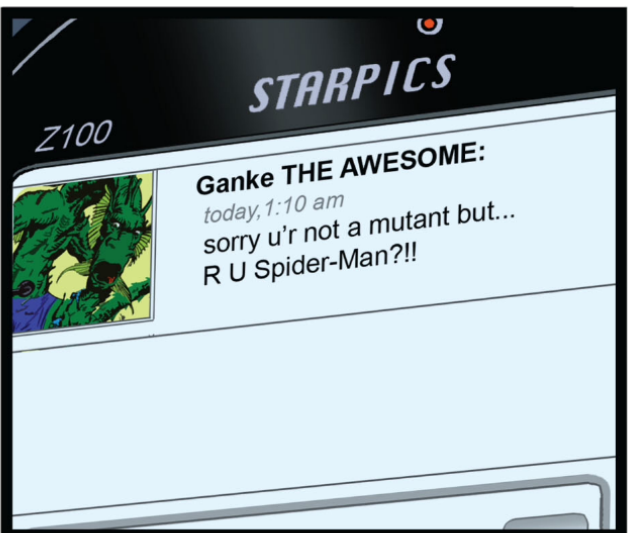
You're going to be a man before either of us knows it.



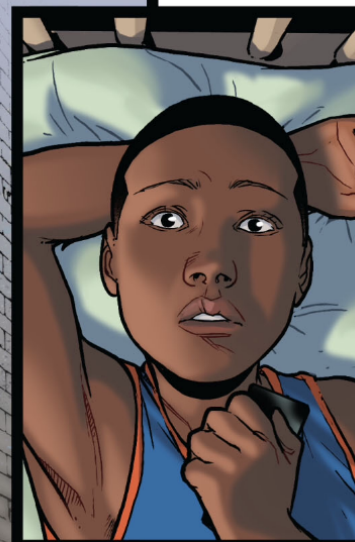
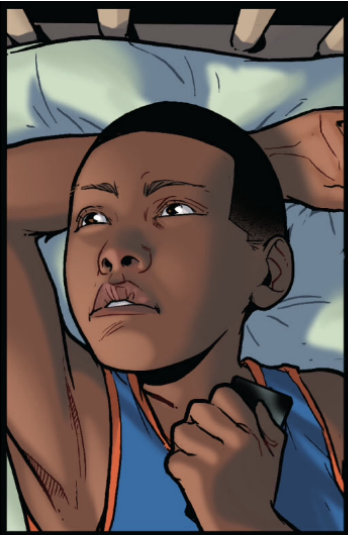




though said with levity, Spider-Man told police officers that he was bit by a spider that gave him spider-powers.



Ganke THE AWESOME
today, 1:10 am
sorry u'r not a mutant
R U Spider-Man?!!





To Be Continued...

ULTIMATE COMICS SPIDER-MAN

Hey Ultimate Comics fans, Editor Mark Paniccia, here! Welcome to the second issue of the ALL-NEW ULTIMATE COMICS SPIDER-MAN brought to you by some of comicdom's most stellar creators! If you don't know about our esteemed author, Brian Michael Bendis, then you're probably living under a rock... without Internet access! There's not much more I can say about him except I've always known him to be one of the most prolific, consistent and top-quality writers around (and if I had a dime for every time someone's said that I'd be able to afford my own copy of 1962's AMAZING FANTASY #15— for all our new readers, that's the first comic book that Spider-Man appeared in).

This issue I wanted to give a shout out to our astonishingly talented artist Sara Pichelli. Sara Amanat and I first worked with her on a NAMORA one-shot written by Jeff Parker and even back then, we were astounded by her fantastic work and wonderful attitude. Eventually, she joined the art team on ULTIMATE SPIDER-MAN and since then we've watched her continue to grow by leaps and bounds as an artist with powerful images that both excite and touch us.

Sara lives in Rome, Italy (where my grandfather came from!) and is part of an incredible community of comic book artists including Elena Casagrande (currently one of the regular artists on HULK), my good friend Federica Manfredi, David Messina, Stefano Caselli, Gabriele Dell'Otto and Valerio Schiti to name a few (must be something in the water, huh?). Aside from coming from such an artistic part of the world and surrounding herself with creative people, you can tell that Sara is a student of life. There's a lot of "everyday" in her images, from expressions to body language to a profound understanding of architecture and drapery. It's that real world look that makes her such a great Marvel artist.

We hope you enjoy the magic she's bringing to the series and find her as inspiring as we do. If you want to see how effortless our award winning artist makes it all look, go to Marvel.com and check out the keen time-lapse video of her drawing Miles Morales

See you guys next issue with more amazing story and art!



MARK PANICCIA

Q & A WITH SARA PICHELLI

Favorite character to draw?

Definitely Miles Morales. But I have to admit that Ganke is fun to draw, too!

What are you most excited for in the new Ultimate Spider-Man?

I can't wait to see Miles in action

with the new villains and classic Ultimate heroes!

Are there any characters you want to bring back?

I really liked the way Brian depicted Lana Bombshell, I think it could be great to have her among the new supporting cast.

How did you feel about all the news coverage of the new Spider-Man?

It's been overwhelming! The feedback has been more than positive though, so I'm happy and excited about this new series.

NEXT ISSUE: TO BE OR NOT TO BE... SPIDER-MAN!

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ULTIMATE COMICS

ALL-
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SPIDER-MAN #3



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