

MARVEL
COMICS

© 1999 MARVEL
ENT GROUP INC.

APPROVED
BY THE
COMICS
CODE
AUTHORITY

\$1.25 US
\$1.50 CAN

44
DEC

CC 02920

WHAT IF... VENOM HAD POSSESSED THE PUNISHER

Barcode

@alt.binaries.pictures.comics

I STOP IN AT A CHURCH
EVERY NOW AND THEN.
SOMETIMES I SAY CONFESSION.
SOMETIMES I JUST LIGHT
CANDLES FOR MARIA AND
THE KIDS.

I'M IN OUR LADY
OF SAINTS WHEN
IT HAPPENS.

I'D JUST SEEN
SPIDER-MAN SWING
BY OUTSIDE, AND I'M
THINKING ABOUT ALL
THE TIMES HE'S
GOTTEN IN MY WAY.

I DON'T HEAR
ANYTHING.

BUT SOMETHING MOVES--LIKE
A SHADOW ACROSS MY FACE--

--AND THEN
IT'S ON ME.

IT'S LIKE ICE AND
LIKE FIRE AND LIKE
COLD STEEL--!

I HEAD FOR
THE LIGHT--FOR
OPEN AIR--

HEY!
WATCH WHERE
YOU'RE GOING,
PAL!

FOR A MOMENT
I HEAR A VOICE IN
MY HEAD-- A DRY,
HUNGRY WHISPER--
AND I WONDER
WHAT KIND OF
ATTACK THIS IS.

THEN IT'S
GONE-- AND
I REALIZE--

--WHATEVER
THIS THING IS--
IT RESPONDS
TO MY
THOUGHTS.

I'M IN CONTROL.

I AM THE WATCHER.
I HAVE THE POWER TO
SEE INTO ALTERNATE
REALITIES.

AND IN THE ONE
WE WATCH NOW--

IN THE WORLD YOU KNOW,
IT WAS EDDIE BROCK WITH
WHOM THE SHADOW AT
THE CHURCH MERGED--

-- EDDIE BROCK WHO
LEARNED THAT IT WAS
AN ALIEN SYMBIOTE
SPIDER-MAN HAD
UNWITTINGLY BROUGHT
TO EARTH AS
HIS NEW COSTUME--

-- AND EDDIE BROCK WHOSE
HATRED OF SPIDER-MAN
COMBINED WITH THE SYMBIOTE'S
TO CREATE VENOM--

BUT IN THIS REALITY, FATE
AND TRANSIENT THOUGHTS
OF SPIDER-MAN HAVE
WON THE SYMBIOTE
A DIFFERENT HOST.

IN THIS REALITY,
WE SHALL LEARN
THE ANSWER TO
THE QUESTION...

-- ONE OF
SPIDER-MAN'S
DEADLIEST
AND MOST
POWERFUL
FOES.

-- A MOMENTOUS
CHANGE HAS
JUST OCCURRED.

...WHAT IF **VENOM** HAD POSSESSED THE **PUNISHER**



WHAT IF . . . ?™ Vol. 2, No. 44, December, 1992. (ISSN # 1048-0609) 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. **SECOND CLASS POSTAGE PAID AT NEW YORK, N.Y. AND AT ADDITIONAL MAILING OFFICES.** Published monthly. Copyright © 1992 Marvel Entertainment Group, Inc. All rights reserved. Price \$1.25 per copy in the U.S. and \$1.50 in Canada. Subscription rate for 12 issues: U.S. \$15.00. Canadian subscribers must add \$8.00 for postage and GST. GST #R127032852. All other foreign countries must add \$12.00. 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 condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. WHAT IF . . . ?™, THE WATCHER, PUNISHER and VENOM (and all other prominent characters featured in this issue and the distinctive likenesses thereof) are trademarks of MARVEL ENTERTAINMENT GROUP, INC. **POSTMASTER: SEND ADDRESS CHANGES TO WHAT IF . . . ?™, c/o MARVEL COMICS, SUBSCRIPTION DEPT., 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. Printed in the U.S.A.**

THE FIRST STEP IS TO FIND OUT WHERE IT CAME FROM. I'VE GOT MICROCHIP WORKING ON THAT-- CHECKING NEWSPAPER FILES AND COMPUTER NETS FOR ANY MENTION OF IT.

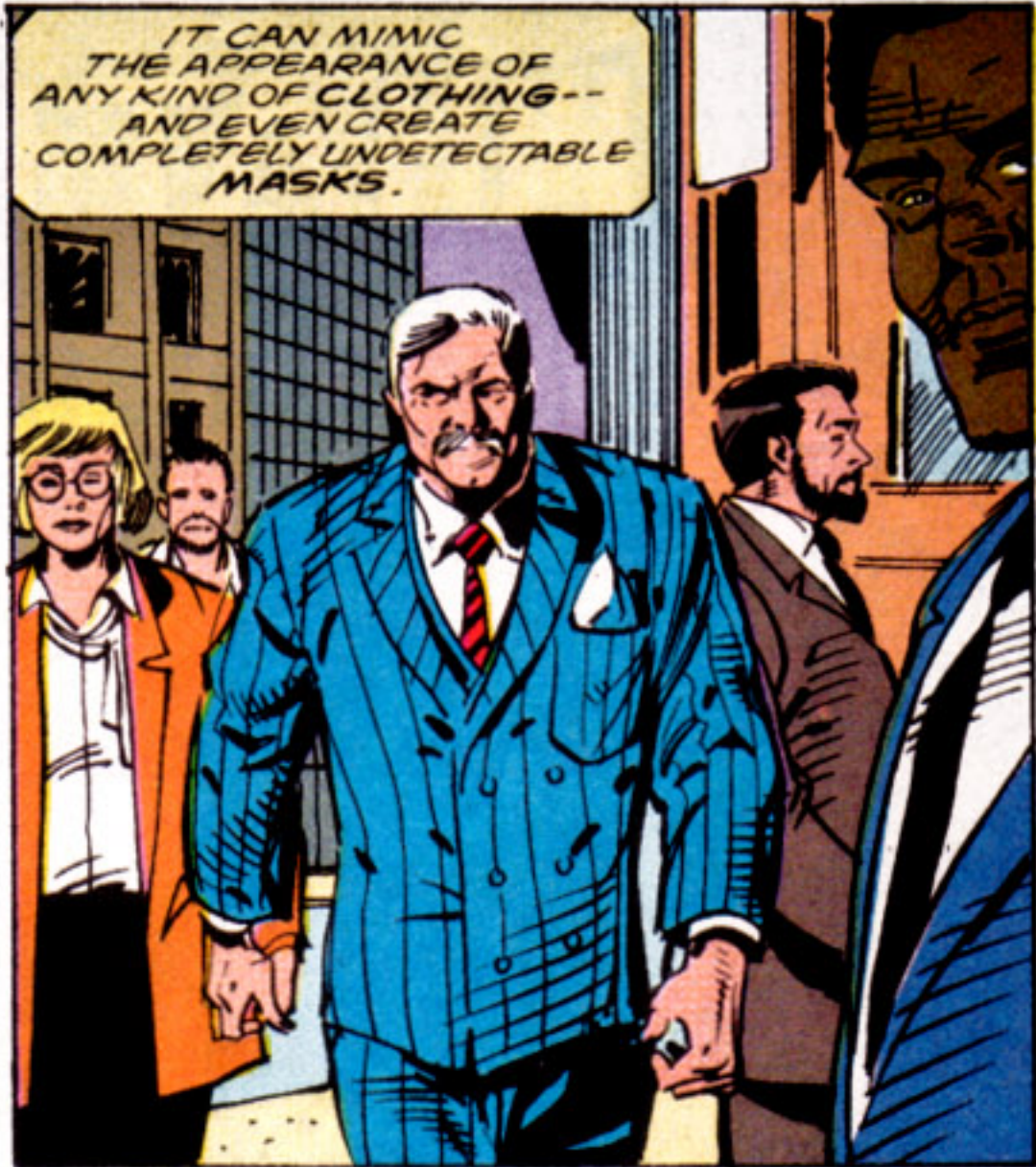
AND WHILE HE'S DOING THAT--



--I'M GIVING IT A FIELD TEST.



IT CAN MIMIC THE APPEARANCE OF ANY KIND OF CLOTHING-- AND EVEN CREATE COMPLETELY UNDETECTABLE MASKS.



MAKES IT A LOT EASIER TO SNEAK UP ON MY TARGETS.



ROKY VANCE?

YEAH? WHAT DO YOU--

YOU'RE ROBBING INVESTORS BLIND WITH YOUR INSIDER TRADING AND YOU'RE PAVING THE WAY FOR A FOREIGN TAKEOVER OF THE ELECTRONICS INDUSTRY.

HUH? YOU CAN'T PROVE--



YOU'RE A CROOK.

SHUKK



WORKS LIKE A DREAM. NO NOTICEABLE DELAY
BETWEEN MY THOUGHTS AND ITS ACTION.

HE KILLED
MR. VANCE!

I FIGURE IT'S SOME
SORT OF HIGH-TECH
BATTLESUIT --
S.H.I.E.L.D. ISSUE
OR SOMETHING.

THAT'S FINE WITH ME.
I'M IN A WAR AGAINST
CRIMINALS LIKE THOSE
WHO KILLED
MY FAMILY. I NEED
EVERY EDGE I CAN GET.

GET HIM!
HEY, WHAT
THE--?!

THIS STICKY
STUFF IT FIRES
IS A LOT LIKE
SPIDER-MAN'S
WEBBING. IT
IMMOBILIZES
WITHOUT
CAUSING
DAMAGE. I
DON'T LIKE
THAT.

--CAN IT DO
BULLETS?

B
U
D
D
A
D
A

I WONDER
IF IT CAN DO
WEBBING--

H-HELP! MURDER!
CALL THE COPS!
SOMEBODY--
CALL THE COPS!

--THAT'S
GOOD
TO KNOW.

WELL,
NOW--

UNAWARE THAT THE SYMBIOTE IS ANYTHING BUT A POWERFUL NEW WEAPON, THE PUNISHER STEPS UP HIS VENDETTA AGAINST THE UNDERWORLD...

KRASSSH

BLAM
BLAM
BLAM

THE P-PUNISHER!

R-RUN!

...AND IF HE REALIZES THAT HIS METHODS GROW MORE BRUTAL AND VICIOUS WITH EACH PASSING DAY...

BLAM
BLAM

WE SURRENDER, MAN! DON'T YOU HEAR ME?

WE SURR--AKH!

...HE DOESN'T SEEM TO CARE.

BUT THOUGH THE PUNISHER EASILY ELUDES THE POLICE, HE IS NOT THE ONLY SUPERHUMAN IN NEW YORK.

AND INEVITABLY, AS HIS ONE-MAN WAR ESCALATES INTO AN EPIDEMIC OF DEATH AND MAYHEM...

...OTHERS NOTICE.

FOR SPIDER-MAN, IT COMES WHILE ON HIS WAY HOME FROM A CLASH WITH THE SUPER-CRIMINAL KNOWN AS CHANCE...



FOR DAREDEVIL, IT'S DURING A BATTLE WITH THE WILDBOYS...



"LATER..."

MY WAR GOES WELL.
BUT I'M TIRED ALL THE TIME--
AND HUNGRY--AS IF
THE SUIT DRAWS
ON ME TO REPLACE
THE "BULLETS" IT FIRES.

THAT'S
RIDICULOUS,
THOUGH.

IT'S JUST
A MACHINE...

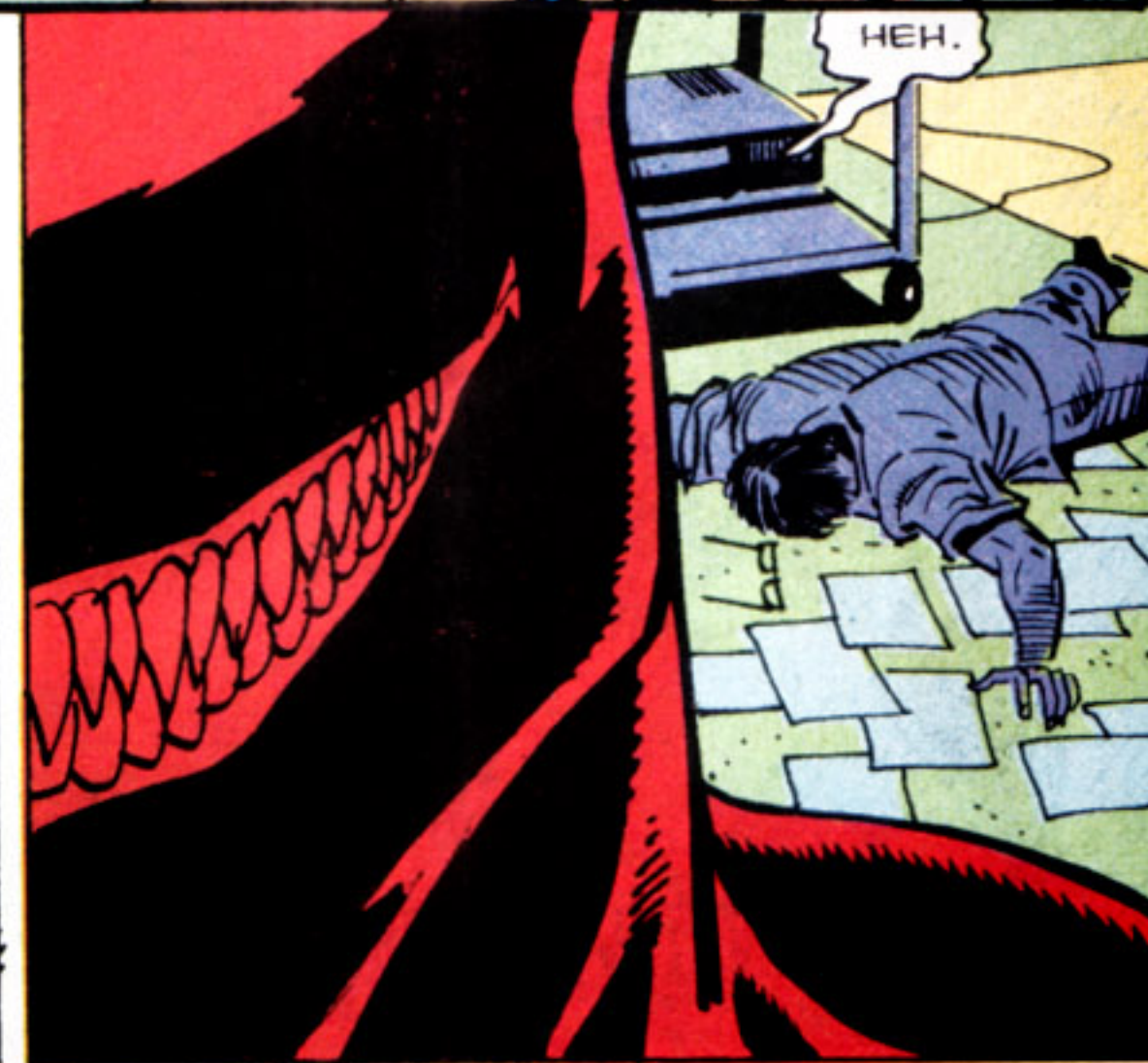
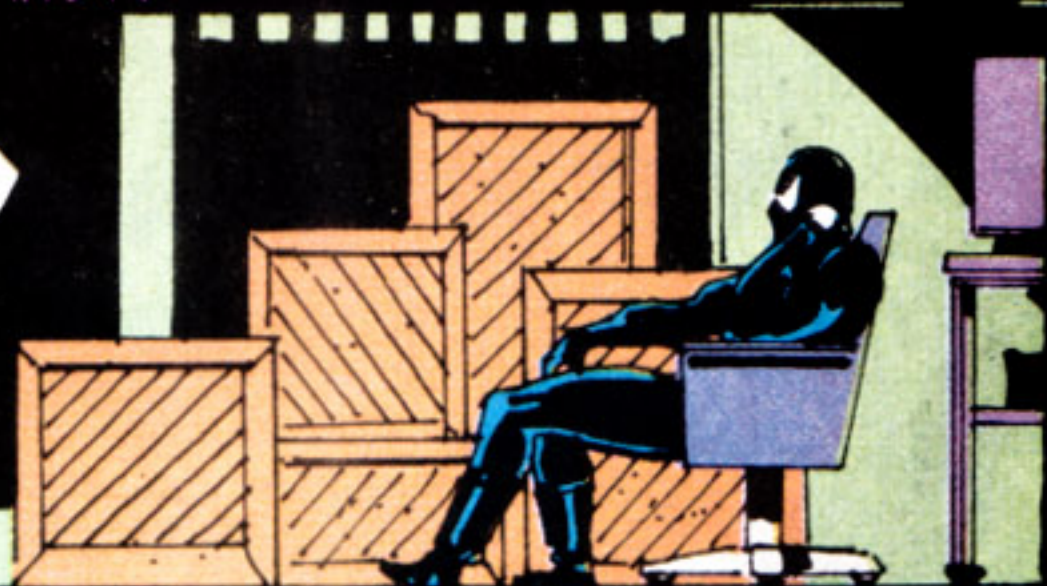


2222222222222222

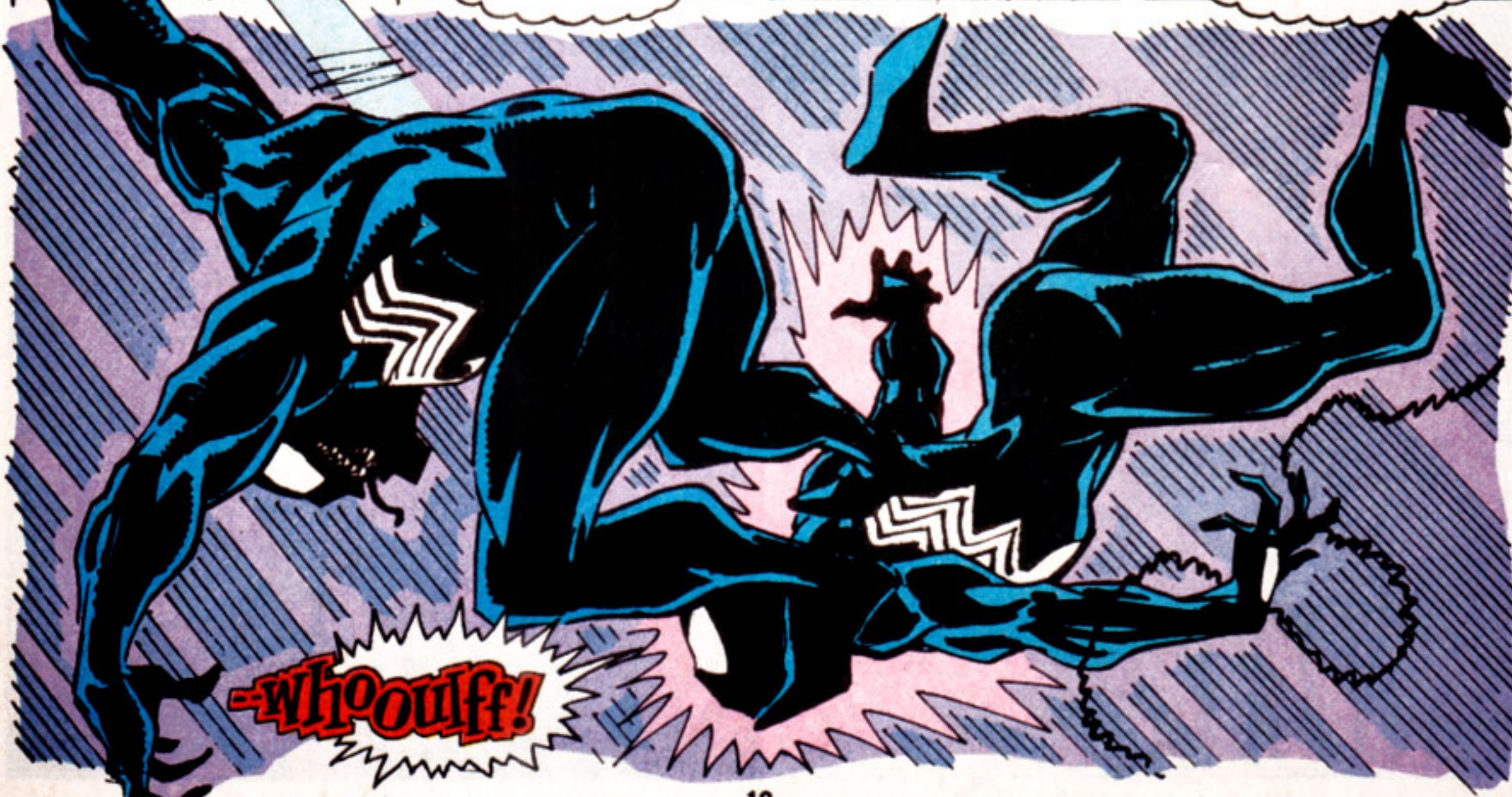
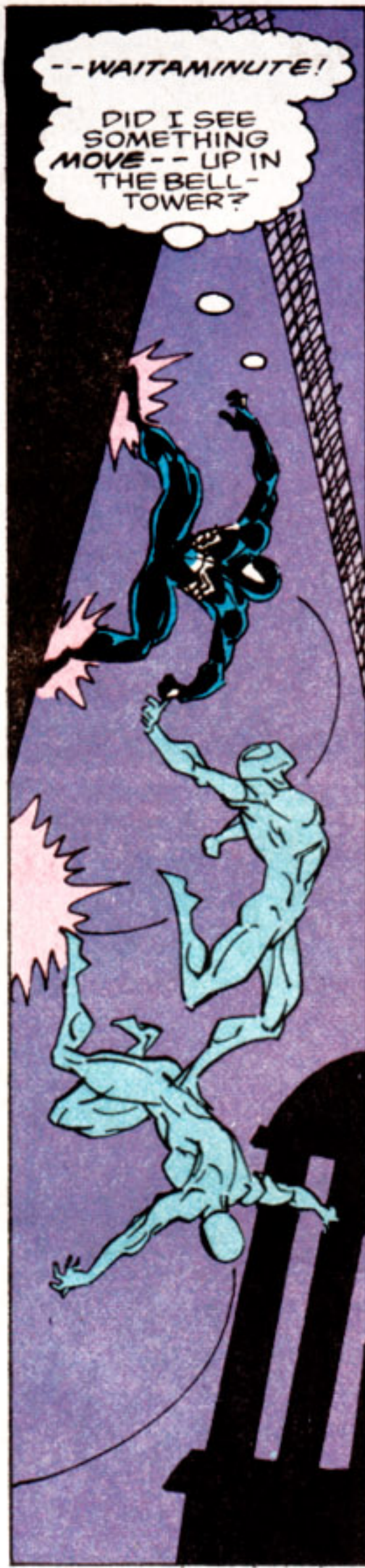
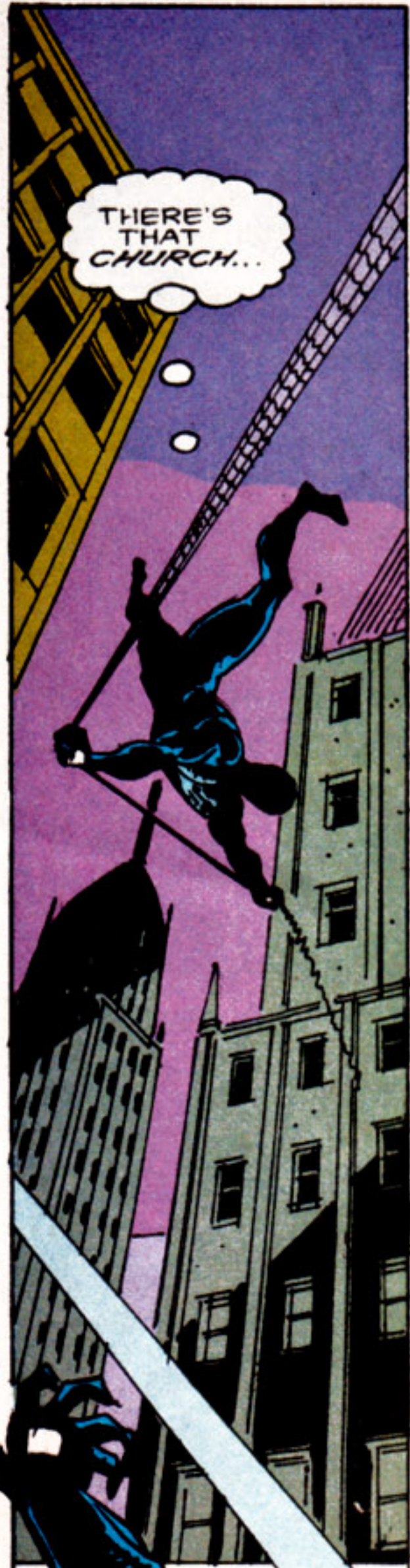


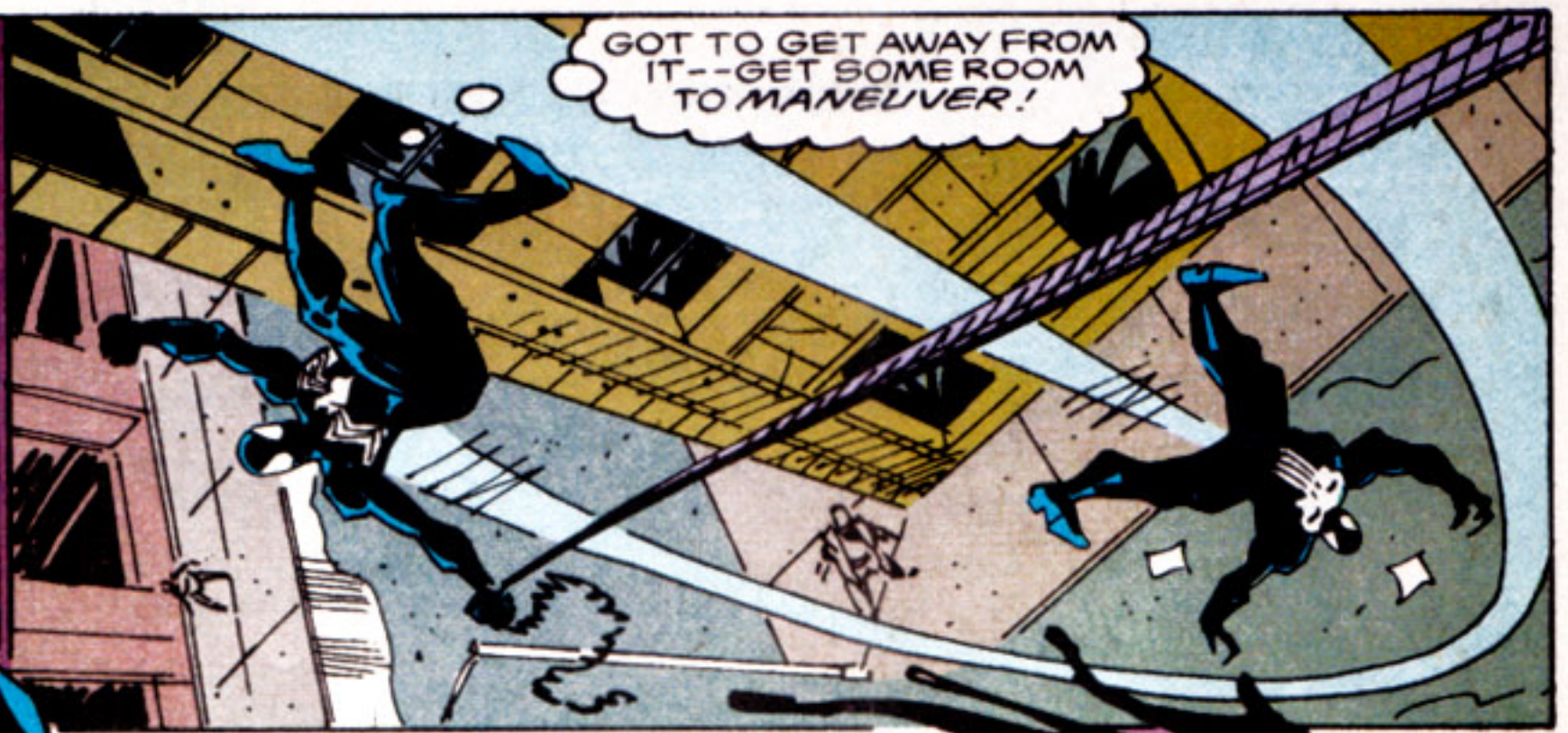
I FOUND SOMETHING,
FRANK--ABOUT THAT SUIT!
IT'S NOT MUCH--A FEW
WIRE REPORTS MENTION
SPIDER-MAN AT
THAT CHURCH--

-- I THINK THERE'S MORE
IN THE FANTASTIC FOUR'S
COMPUTERS, BUT I
HAVEN'T BEEN ABLE
TO HACK INTO--



HEH.





GOT TO GET AWAY FROM IT--GET SOME ROOM TO MANEUVER!

WHUDDA WHUDDA WHUDDA



THAT SKULL ON ITS CHEST--IS THAT THE PUNISHER IN THERE?

OH, MAN!
IT *IS* THE ALIEN!
IT'S GOT TO BE!

IT DOESN'T TRIGGER MY SPIDER-SENSE--
SO IT CAN BLINDSIDE ME!



WHOEVER IT IS,
HE'S GOT SOME WILD IDEAS! CLAWS,
GLIDER WINGS, GUNS--

-- HE'S USING THE ALIEN COSTUME IN WAYS I NEVER DREAMED OF!

OR IS IT--



WHAKK

-- THE COSTUME THAT'S USING HIM?!



SPIDER-MAN IS, BY ANY STANDARD, ONE OF THE MOST SKILLED ROUGH-AND-TUMBLE FIGHTERS IN EXISTENCE.

-- BUT THE RUTHLESSNESS AND TACTICAL SKILL OF THE PUNISHER AS WELL. SPIDER-MAN AVOIDS DEFEAT FOR ALMOST AN HOUR --

IT JUST ATTACKS AND ATTACKS AND NEVER SAYS A WORD!

BUT HIS Foe HAS NOT ONLY ALL OF SPIDER-MAN'S POWERS --

IT'S REALLY GIVING ME THE CREEPS!

LOOK, ALIEN, IF YOU CAN HEAR ME -- I NEVER MEANT TO HURT YOU!

I JUST --

BLAST! EVERY TIME I GET A HOLD OF IT -- IT JUST Oozes OUT OF MY GRASP! I HATE THIS!

AND I HATE MY SPIDER-SENSE NOT WORKING ON IT, TOO!

I HAVE NO IDEA WHERE IT --

KHRAMM

-- BUT THE OUTCOME, FOR ALL HIS SKILL AND COURAGE, IS INEVITABLE.



HEH.



NO!

SPIDER-MAN
IS NOT
A TARGET!
SPIDER-MAN
IS NOT
A TARGET!

HE'S A
NUISANCE--
NOT A
CRIMINAL!



HE IS NOT
A TARGET.

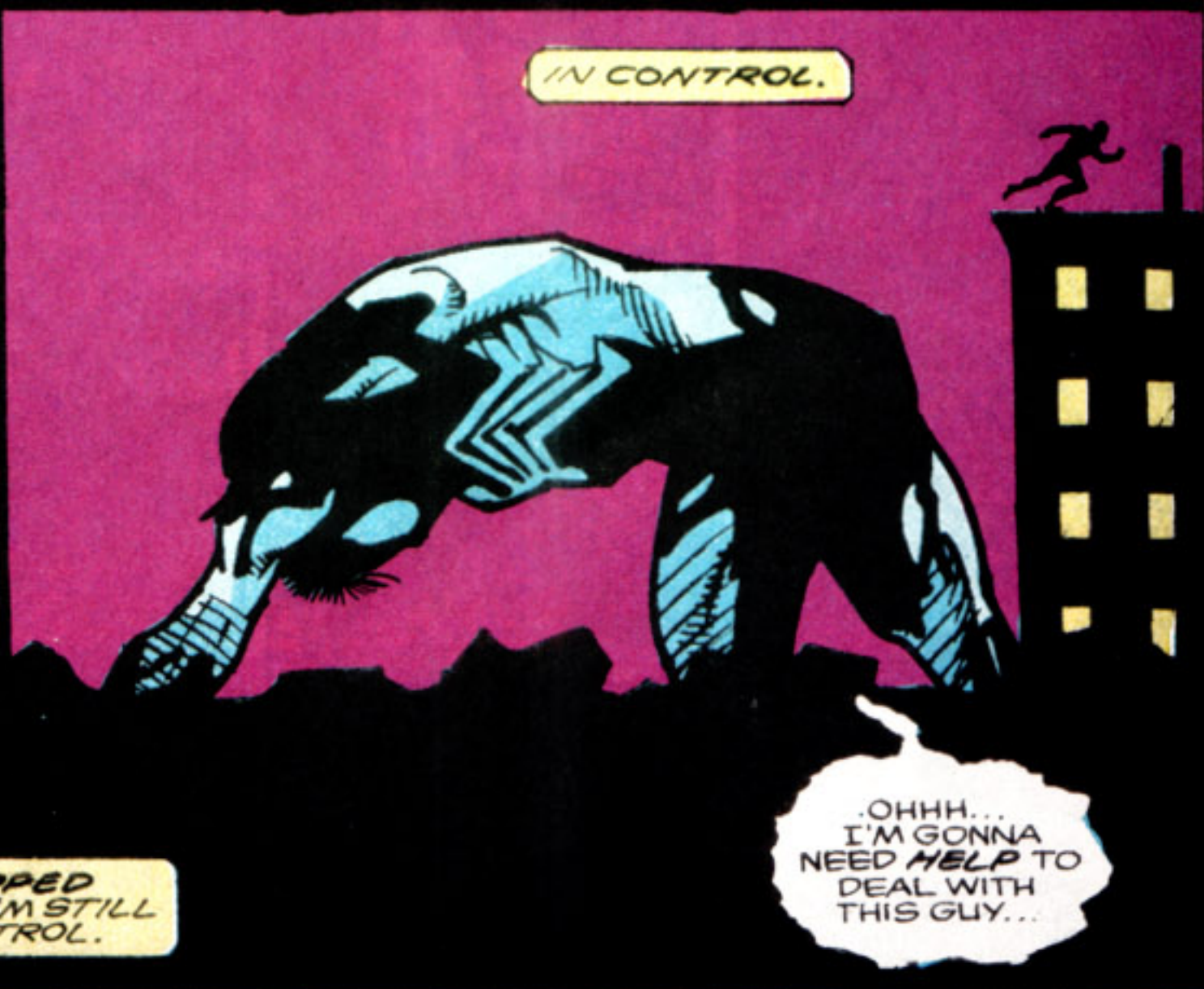


I LOOK AT HIM
AND SUDDENLY I
KNOW HE'S REALLY
PETER PARKER.
I DON'T KNOW HOW
I KNOW THAT--

--ANY MORE
THAN I KNOW
HOW I
GOT HERE.

BUT I DIDN'T
KILL HIM.

I STOPPED
MYSELF. I'M STILL
IN CONTROL.



IN CONTROL.

OH...
I'M GONNA
NEED HELP TO
DEAL WITH
THIS GUY...

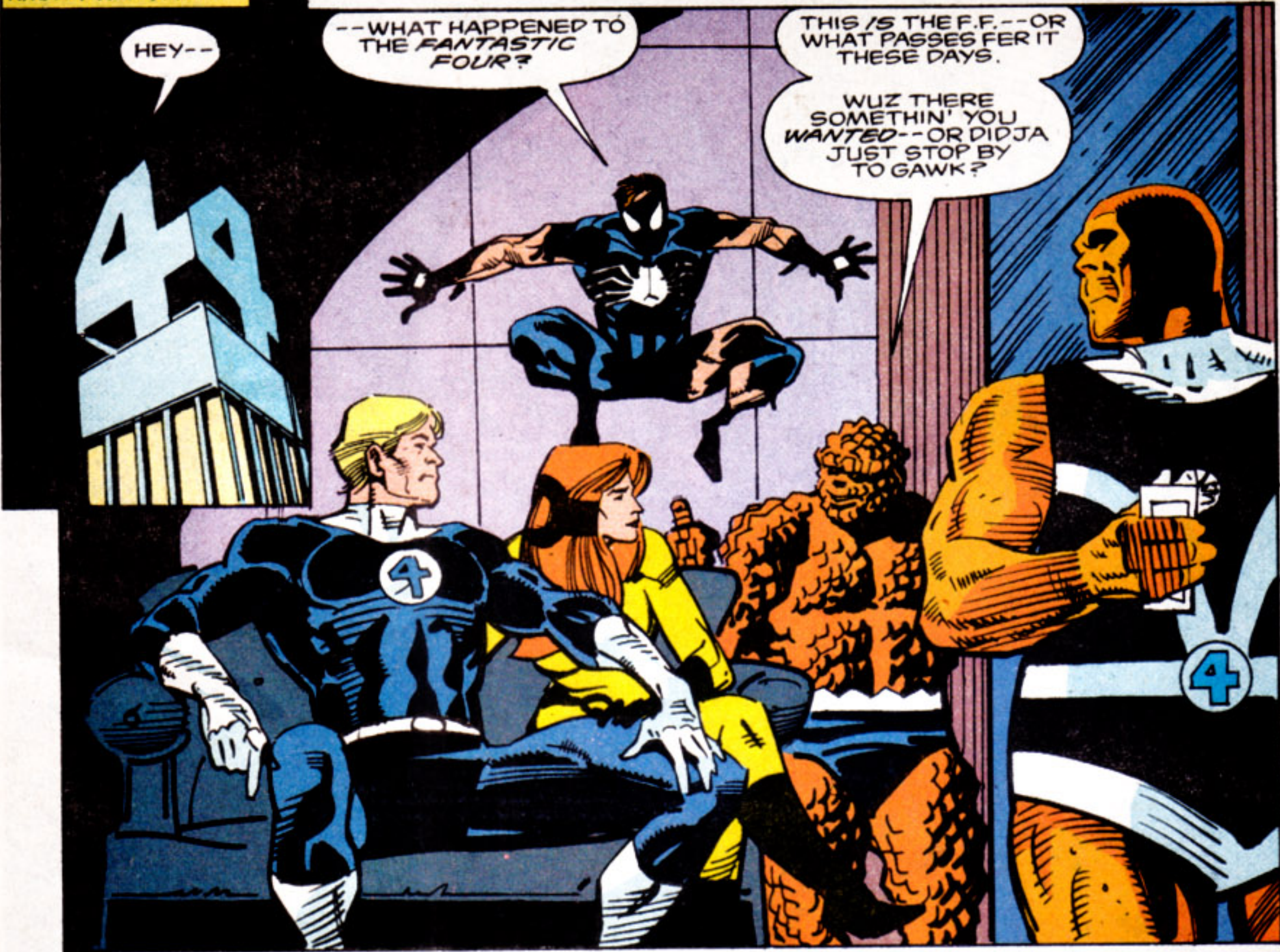
"--AND I THINK I KNOW WHAT KIND!"

HEY--

--WHAT HAPPENED TO THE FANTASTIC FOUR?

THIS IS THE F.F.--OR WHAT PASSES FER IT THESE DAYS.

WUZ THERE SOMETHIN' YOU WANTED--OR DIDJA JUST STOP BY TO GAWK?



SPIDER-MAN EXPLAINS, AND--

NO PROBLEM, SPIDEY. THIS IS THE DINGUS YOU'RE LOOKIN' FOR, RIGHT?

WITHOUT REED AROUND, WE DON'T USE MUCH A' THIS STUFF ANYWAY.



I'D OFFER TA HELP YOU PERSONALLY, BUT WE'RE HEADIN' OFF TA LOOK FOR THE MOLE MAN.

THAT'S OKAY, BEN. WITH LUCK, THIS'LL BE ALL I NEED.



SURE. ONE OTHER THING, THOUGH--

--I DON'T KNOW ABOUT YOU, BUT IF THERE WAS A PSYCHO RUNNIN' AROUND DRESSED IN MY LONG-JOHN--

--I'D GIVE SOME SERIOUS THOUGHT TO A NEW WARDROBE--



GOOD POINT, BEN--

"-- I MAY JUST DO THAT."

MAYBE IT'S TIME TO GO BACK TO MY OLD RED-AND-BLUE OUTFIT. AFTER TONIGHT, I'VE GOT TO REPLACE THIS ONE ANYWAY--



--AND IT'S NOT LIKE THE DESIGN FILLS ME WITH WARM MEMORIES!

I WAKE UP THE NEXT MORNING
REFRESHED. I'M IN CONTROL.
I FEEL GREAT.

BAD
NIGHT,
FRANK?

THAT WAS THE FIFTH NIGHT
THIS WEEK YOU'VE GONE WEIRD
LIKE THAT. FIRST TIME YOU'VE
HIT ME, THOUGH.

HIT
YOU?

WHAT'S NEXT?
GOING TO KILL
ME TONIGHT? OR
JUNIOR HERE?
YOU'RE OUT OF
CONTROL, FRANK.



SLEPT
LIKE
A LOG.

YOU DON'T
REMEMBER
DO YOU?

NO! I'M IN CONTROL!

I DON'T NEED
YOU-- I DON'T NEED
ANY@##%&
NURSEMAID!

I'M THE PUNISHER!
I'M IN CONTROL!

I HAVE
WORK
TO DO.

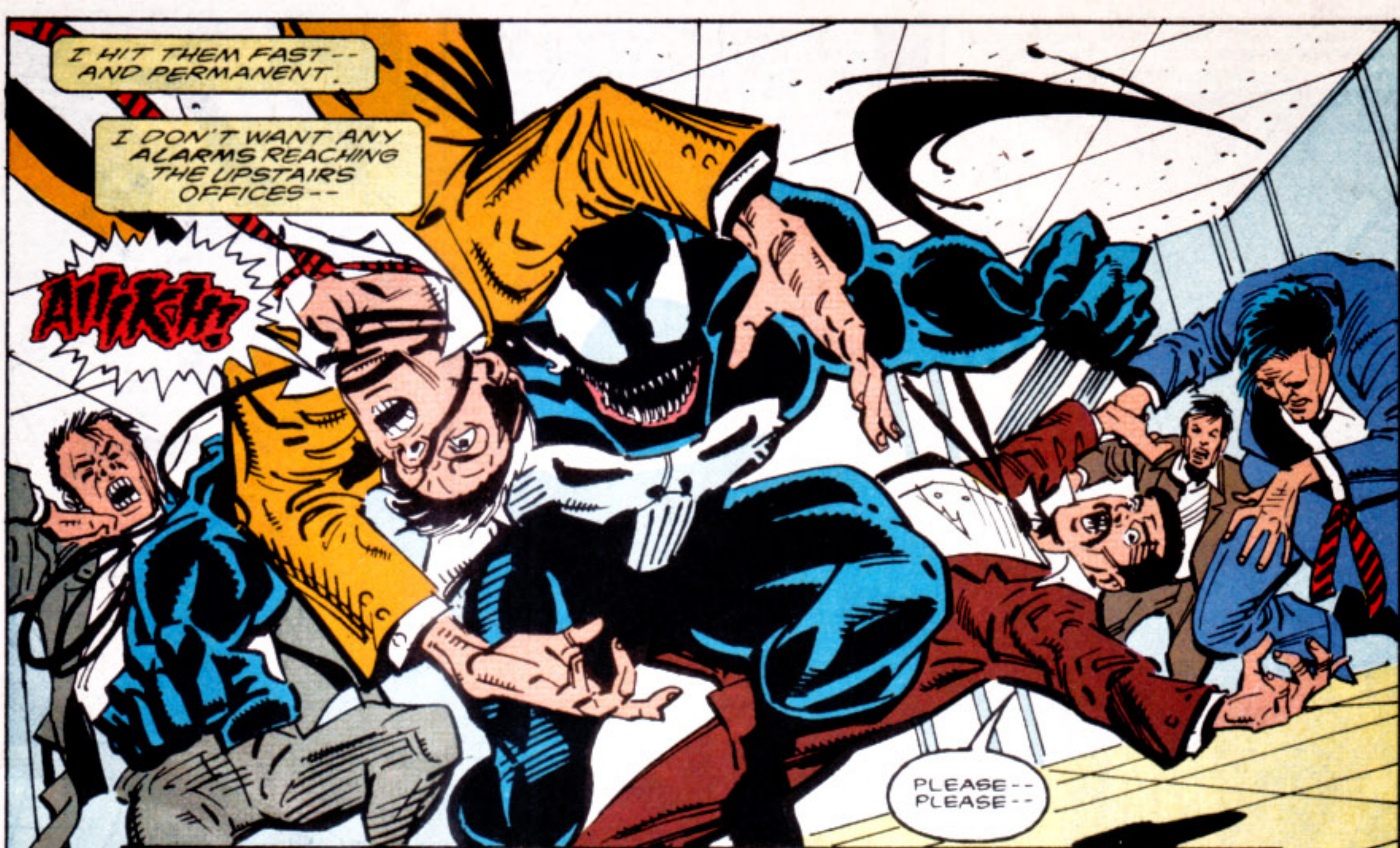


THE
PUNISHER!

I'M AFTER A HIT MAN
NAMED TOMBSTONE.
HE JUST STARTED
WORKING FOR
THE KINGPIN.

SO I KNOW
WHERE TO
FIND HIM.

ATTACKING
IN BROAD
DAYLIGHT--?!

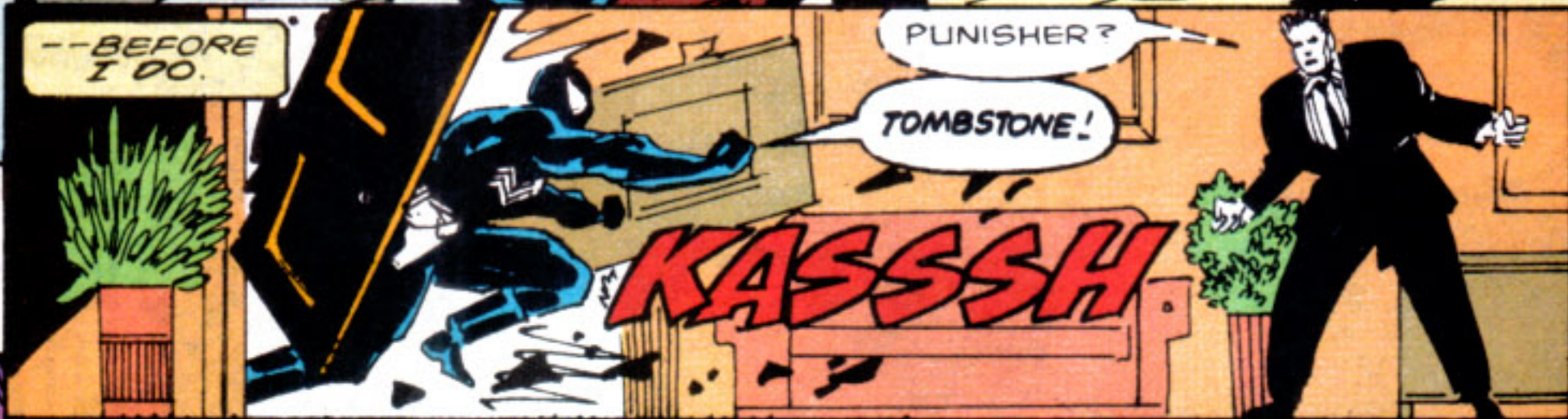


I HIT THEM FAST--
AND PERMANENT.

I DON'T WANT ANY
ALARMS REACHING
THE UPSTAIRS
OFFICES--

AAAH!

PLEASE--
PLEASE--



--BEFORE
I DO.

PUNISHER?

TOMBSTONE!

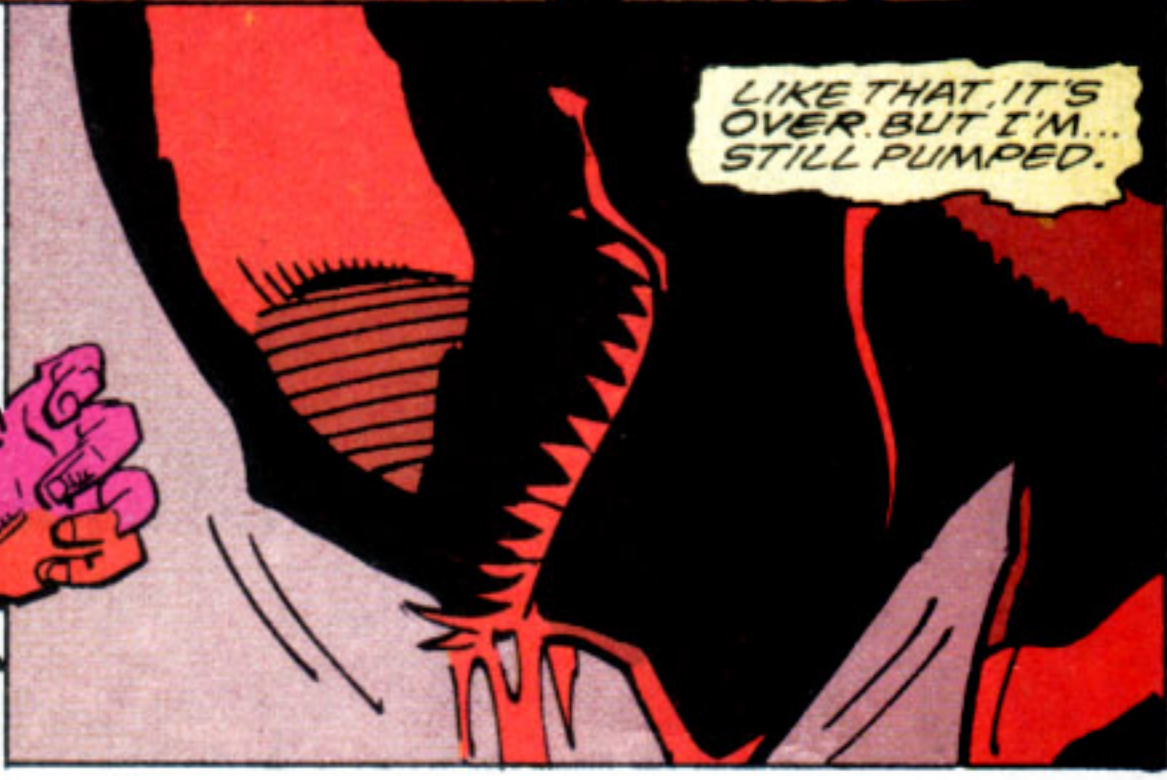
KASSSH



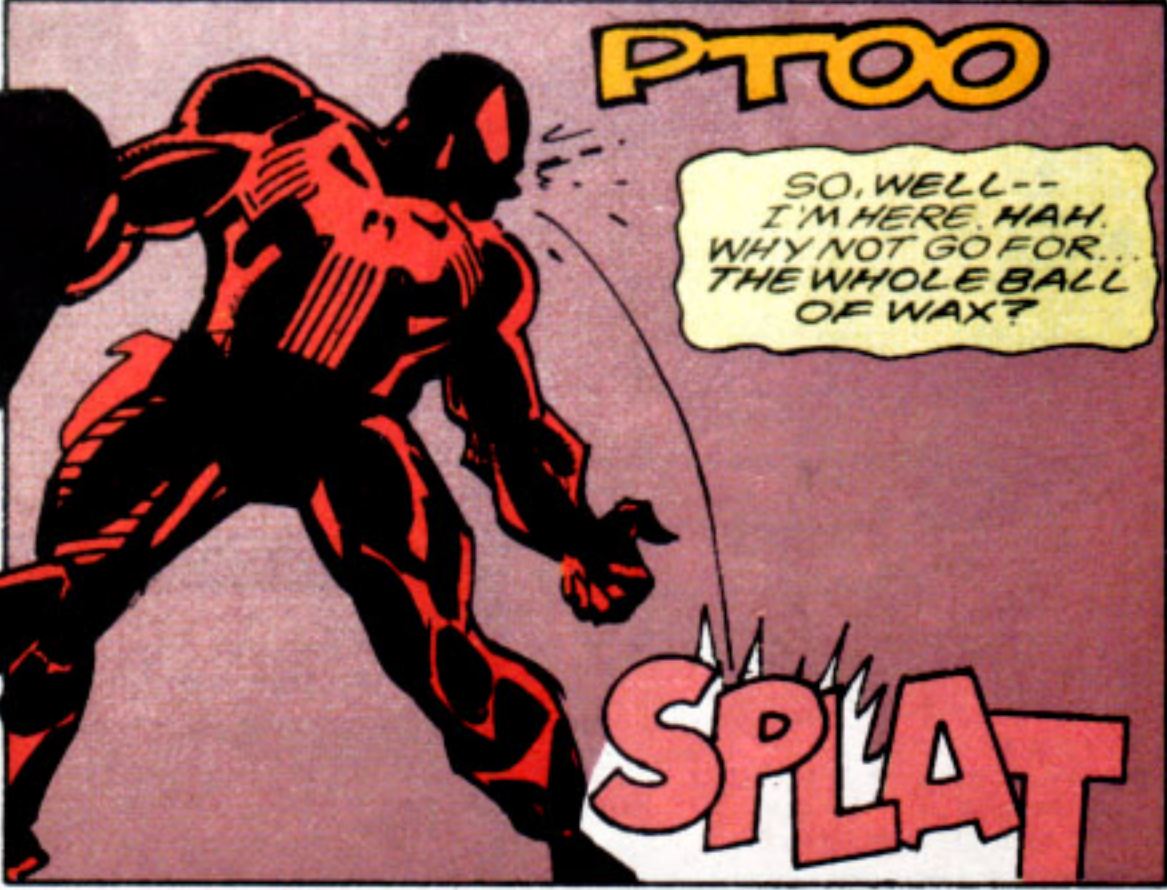
HAH.

AND I'D HEARD
HE WAS FAST.

AAAAAAA



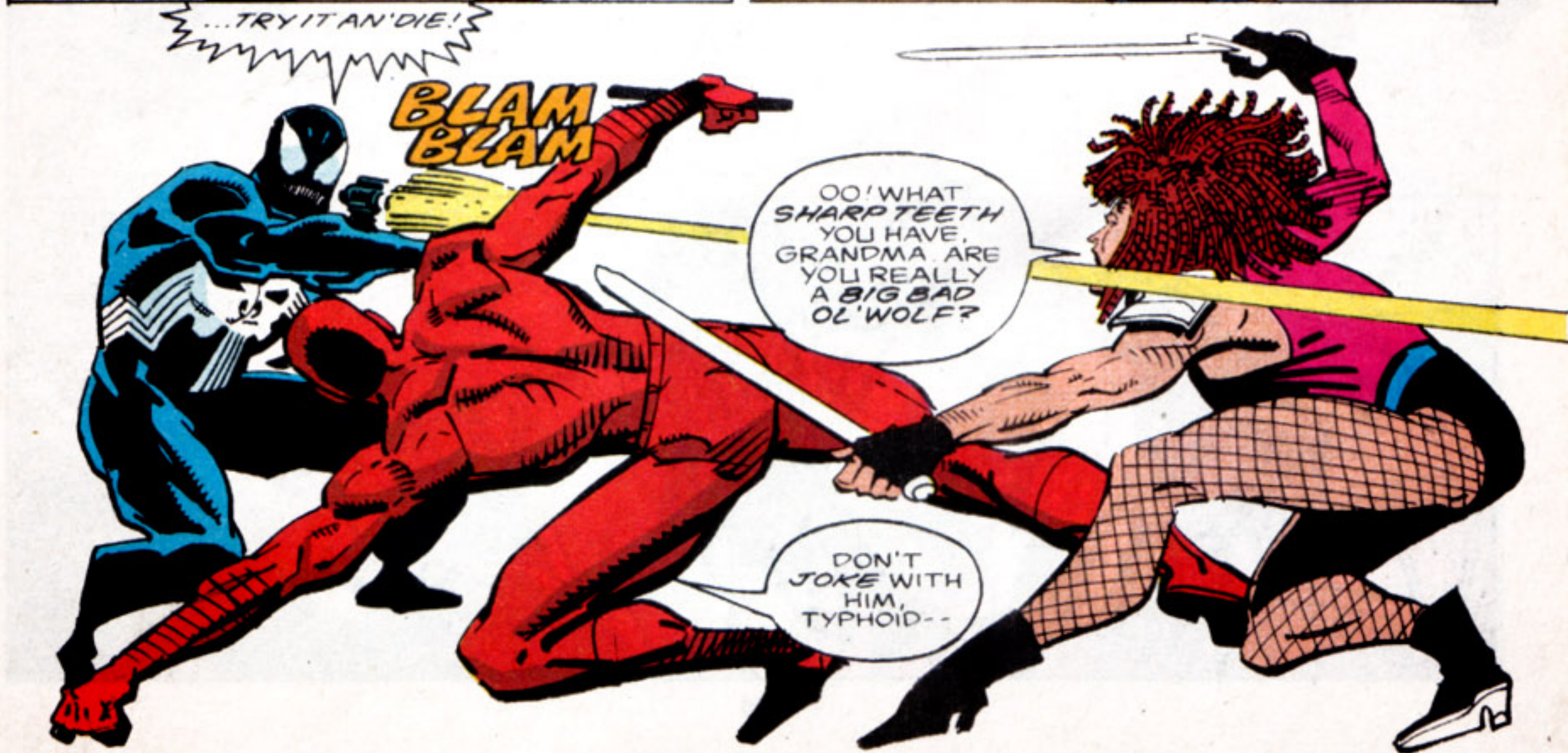
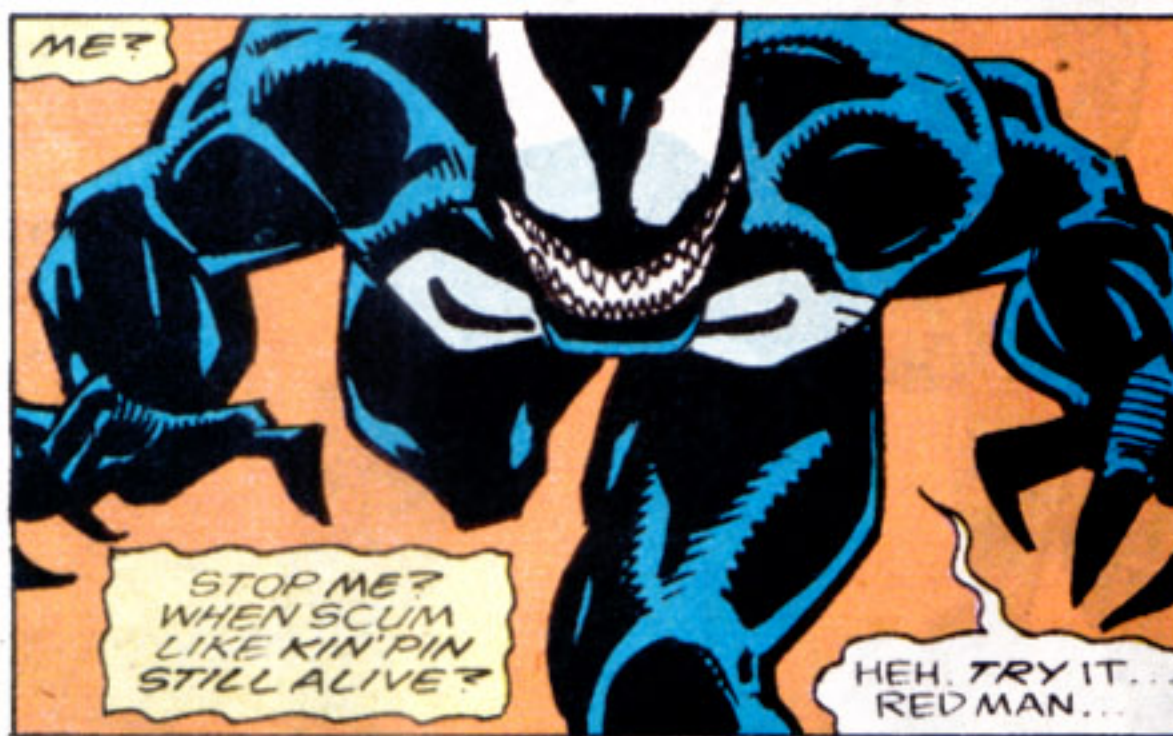
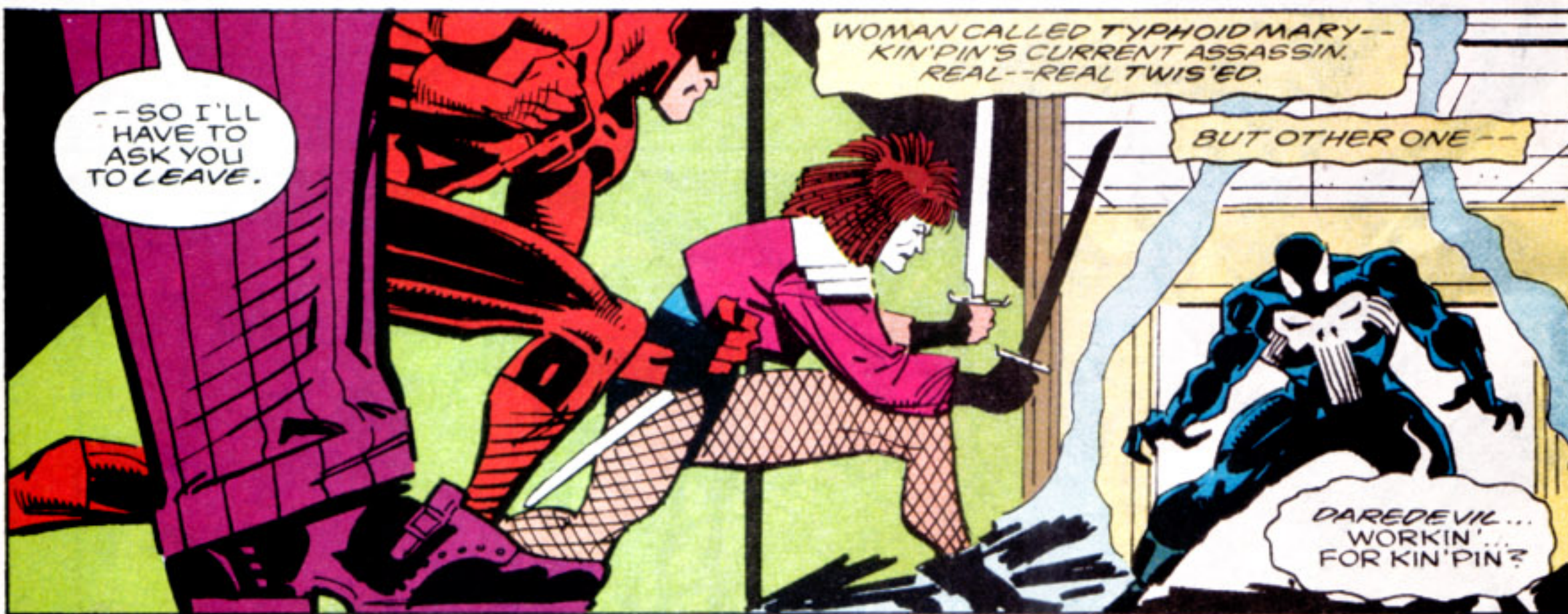
LIKE THAT, IT'S
OVER. BUT I'M...
STILL PUMPED.



PTOO

SO, WELL--
I'M HERE. HAH.
WHY NOT GO FOR
THE WHOLE BALL
OF WAX?

SPLAT





-- JUST KEEP HIM AWAY FROM THE KINGPIN!

THEY GOOD. MOVE... LIKE CHOREOGRAPHED. REAL GOOD.

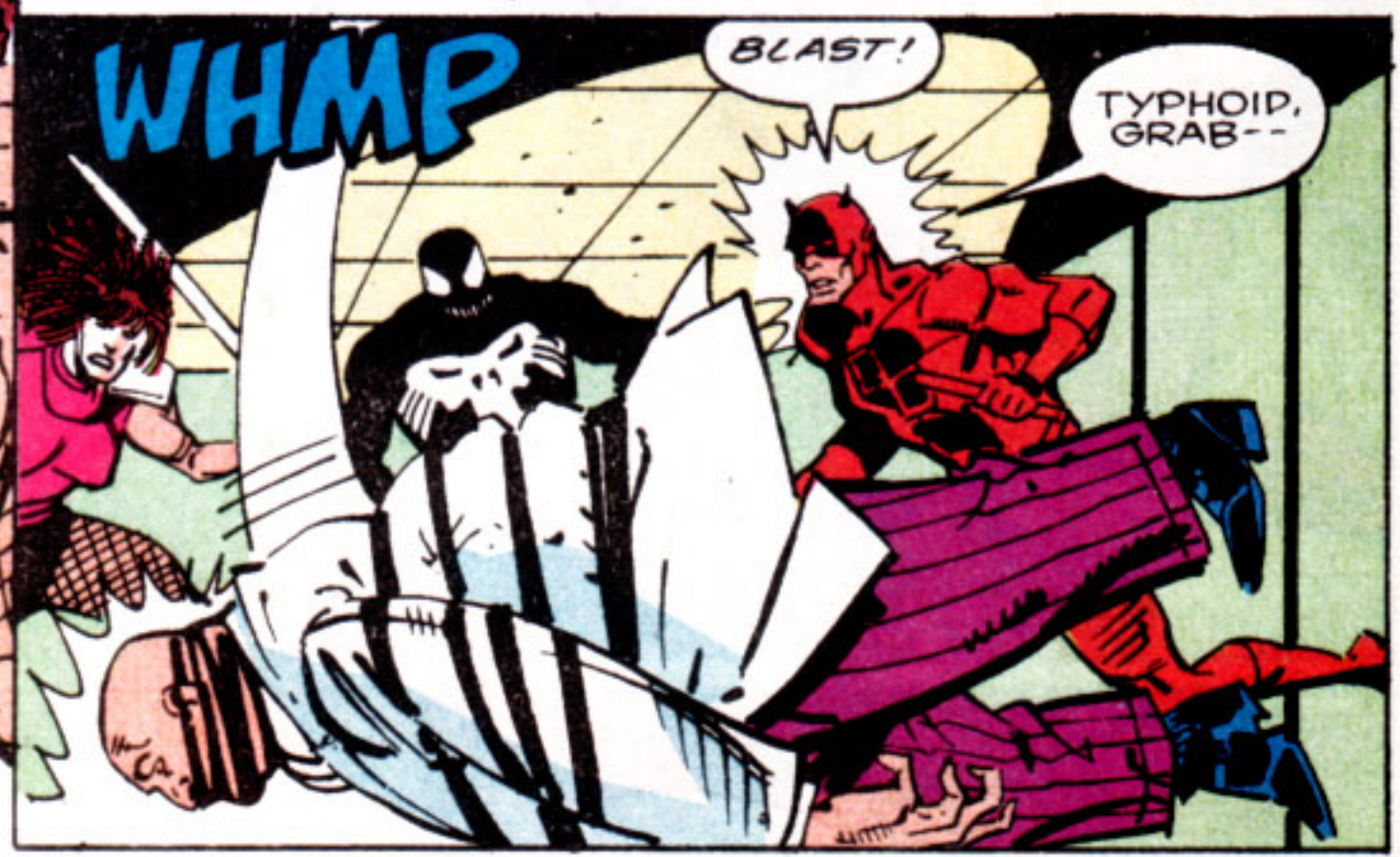


BUT I TOO SMARTER. TO BEAT ME, GOTTA... TAKE ME DOWN. ALLS I GOTTA DO--



--'S GET PAS'THEM.

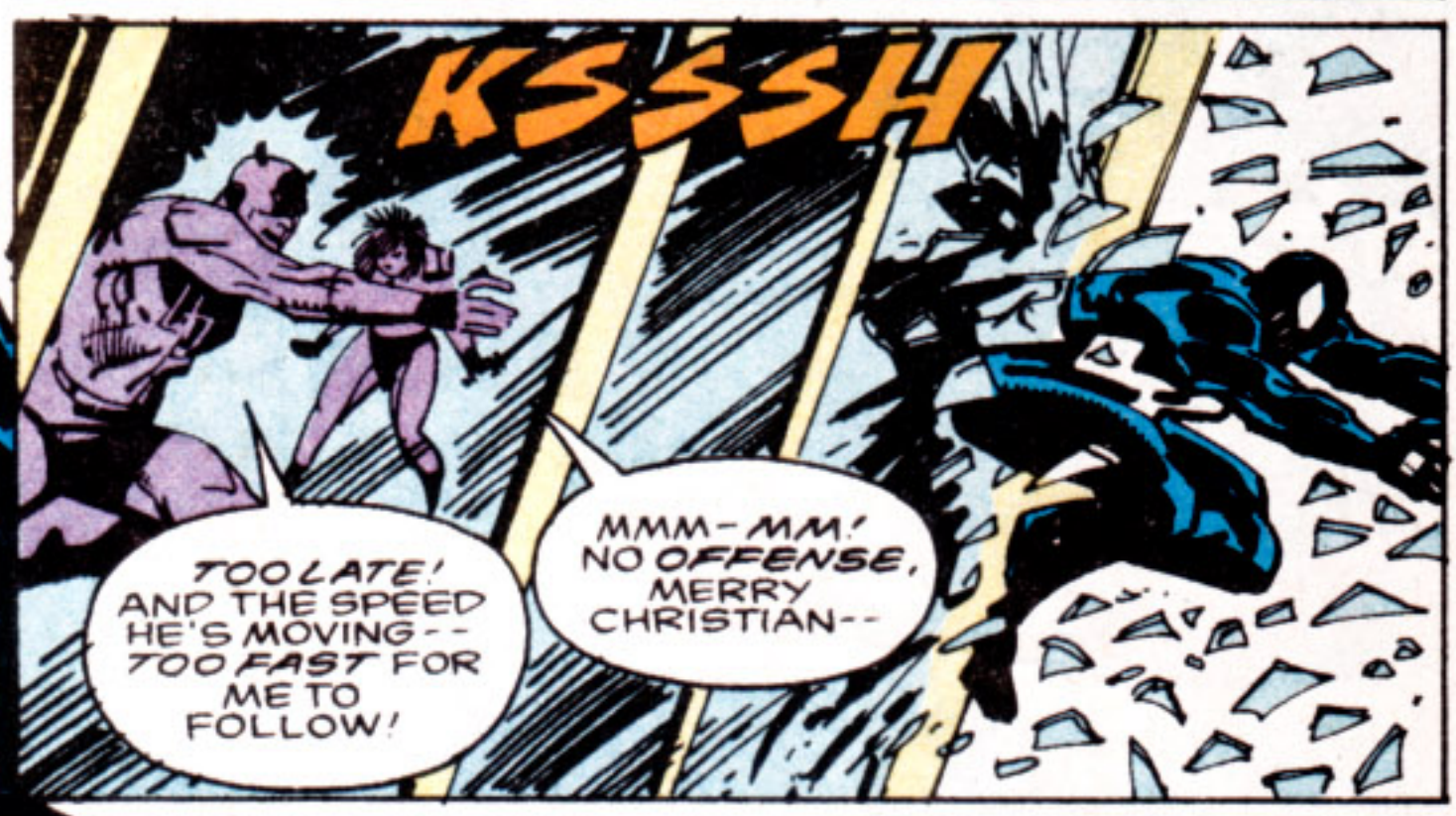
GLKK HKK



WHMP

BLAST!

TYPHOID, GRAB--



KSSSH

TOO LATE! AND THE SPEED HE'S MOVING-- TOO FAST FOR ME TO FOLLOW!

MMM-MM! NO OFFENSE, MERRY CHRISTIAN--



-- BUT THAT'S A GUY I'D LIKE TO KNOW A WHOLE LOT BETTER!

SLURRED SPEECH-- HEART ACCELERATED-- IT'S LIKE HE'S ON A PERMANENT ADRENALINE HIGH.

AND HIS NEW POWERS-- WHAT COULD HAVE HAPPENED TO HIM?

THE PUNISHER DOES NOT RETURN TO HIS HEADQUARTERS.

INSTEAD, HE PROWL THE CITY, THE ALIEN SYMBIOTE MANIPULATING AND DISTORTING HIS HUNTER'S INSTINCTS, CHANNELING THEM TOWARD ONE SPECIFIC TARGET--

BUT THE PUNISHER'S MIND, EVEN UNDER THE SYMBIOTE'S CONTROL, IS HIGHLY DIRECTED.

WHEN SPIDER-MAN IS NOT FOUND SWIFTLY, IT FALLS BACK INTO ITS USUAL PATTERNS--

--AND ITS USUAL TARGETS.

TEACH THOSE @#&70# TO FIRE ME...



BAD MAN. POISININ' ASP'RIN. ASP'RIN FOR FAM'LIES.

SAAAAD MAAN.

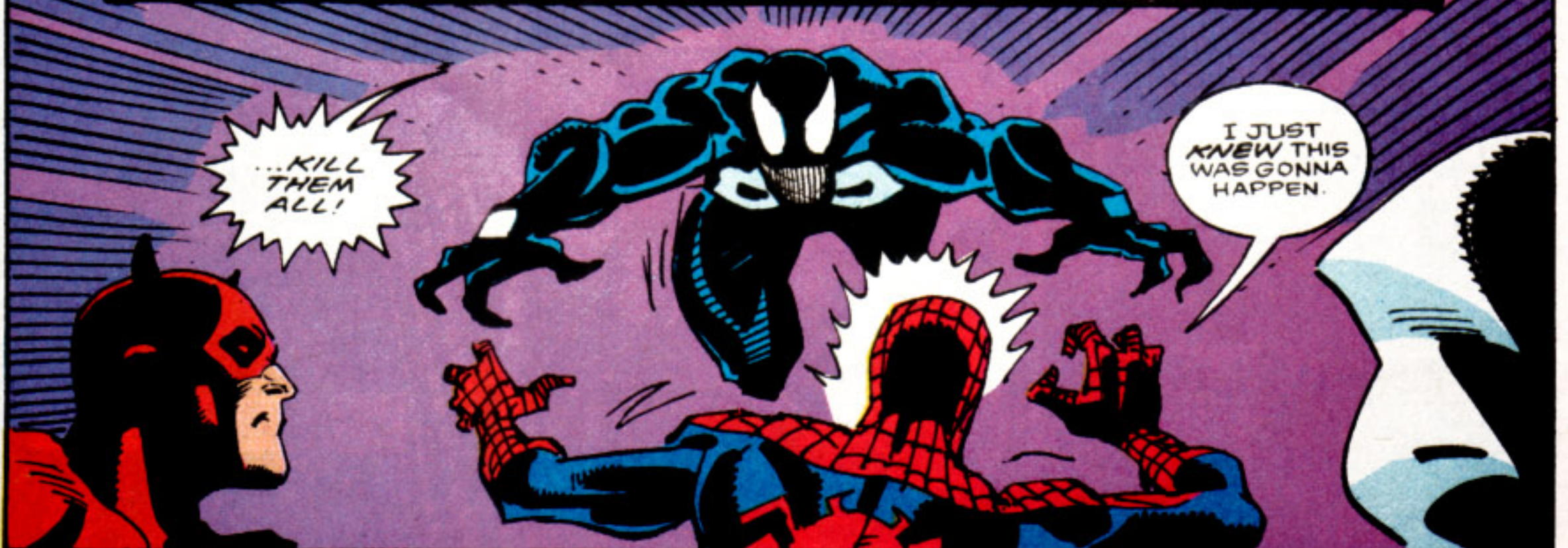
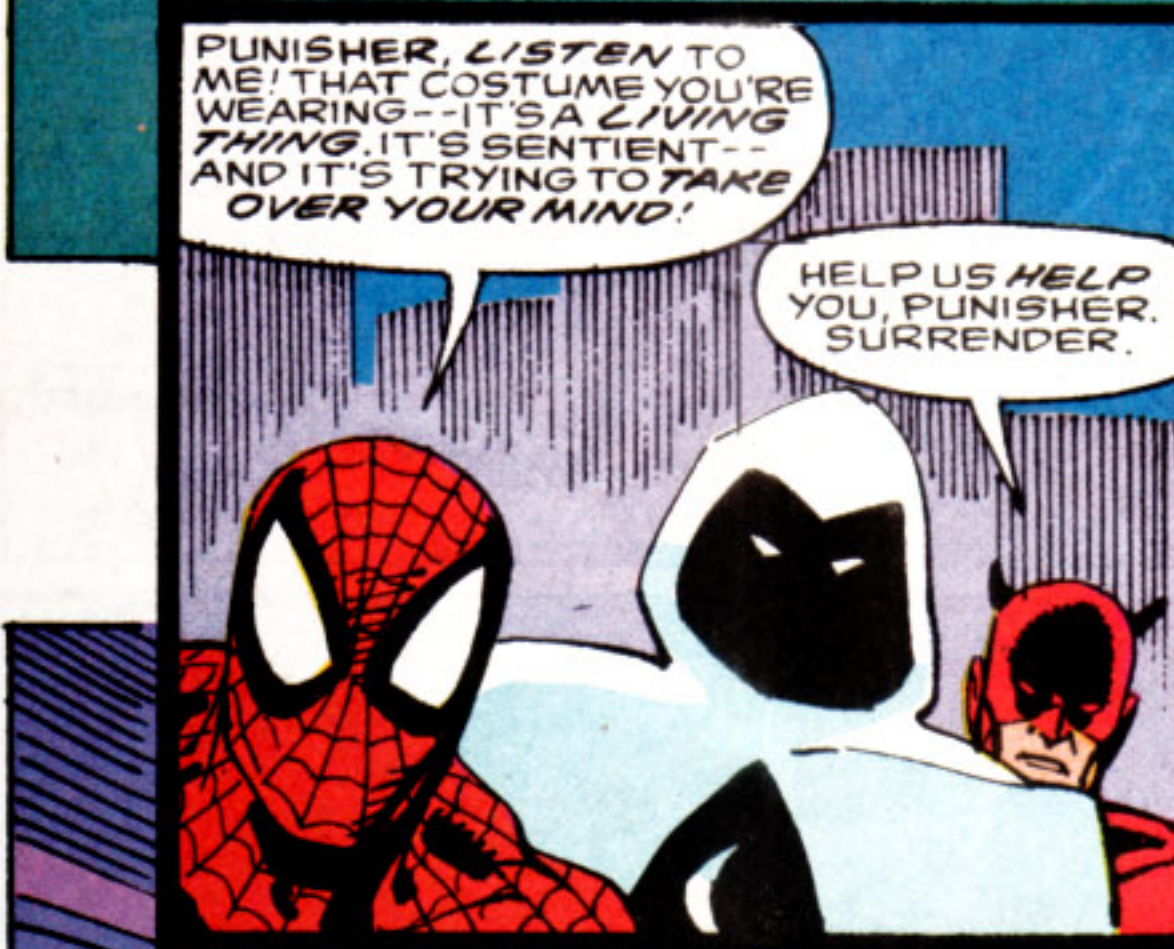
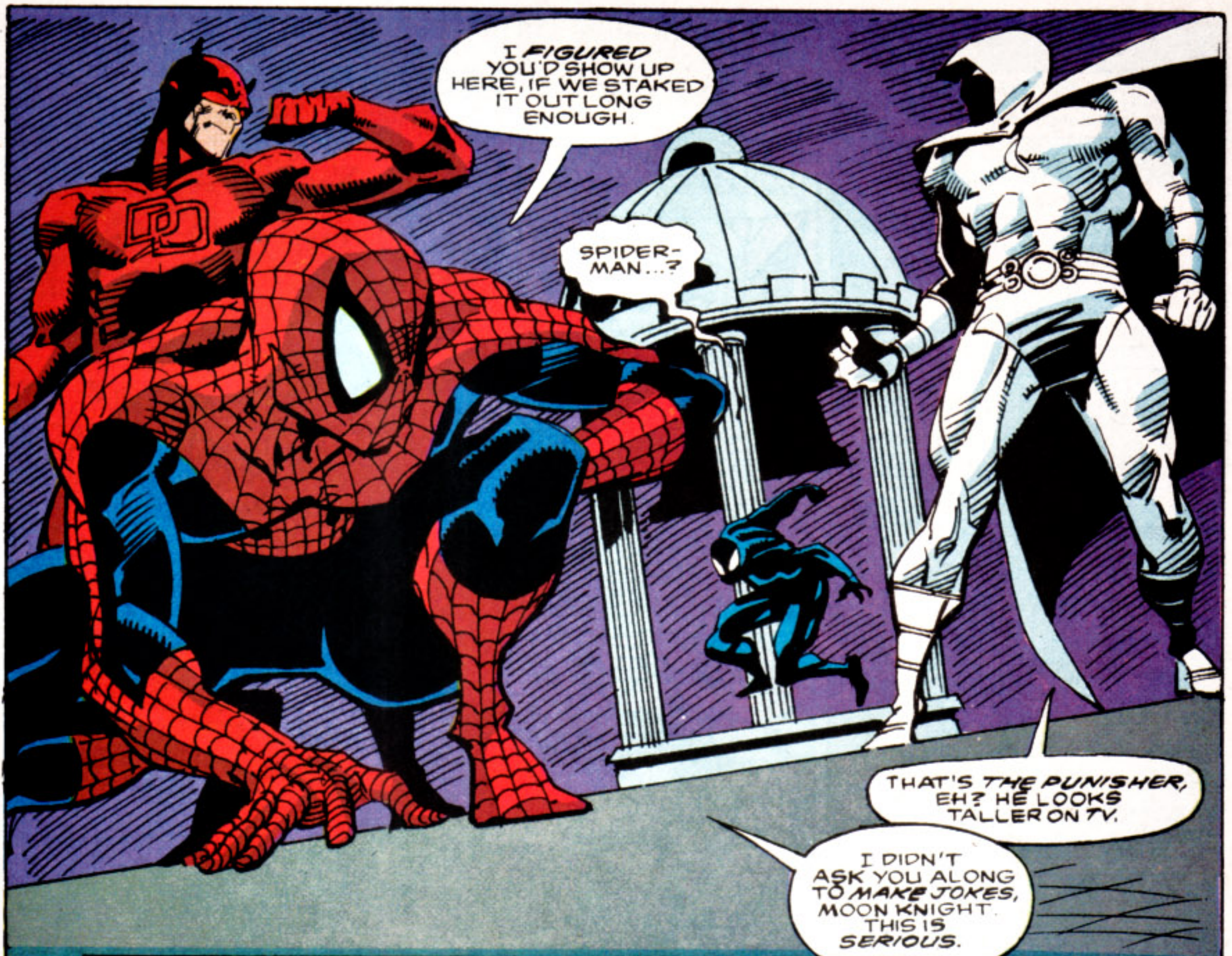


EVENTUALLY, HOWEVER, IT DOES BECOME TIME TO REST.

SO THE SYMBIOTE DIRECTS THE PUNISHER TO RETURN HOME--



--TO THE ONLY HOME IT KNOWS.







-- HURT
SPIDER-MAN
WITH
BELLS!

SHRAK

DUMB,
DUMB, DUMB!
WHY AM I SO
STUPID ALL
THE TIME?



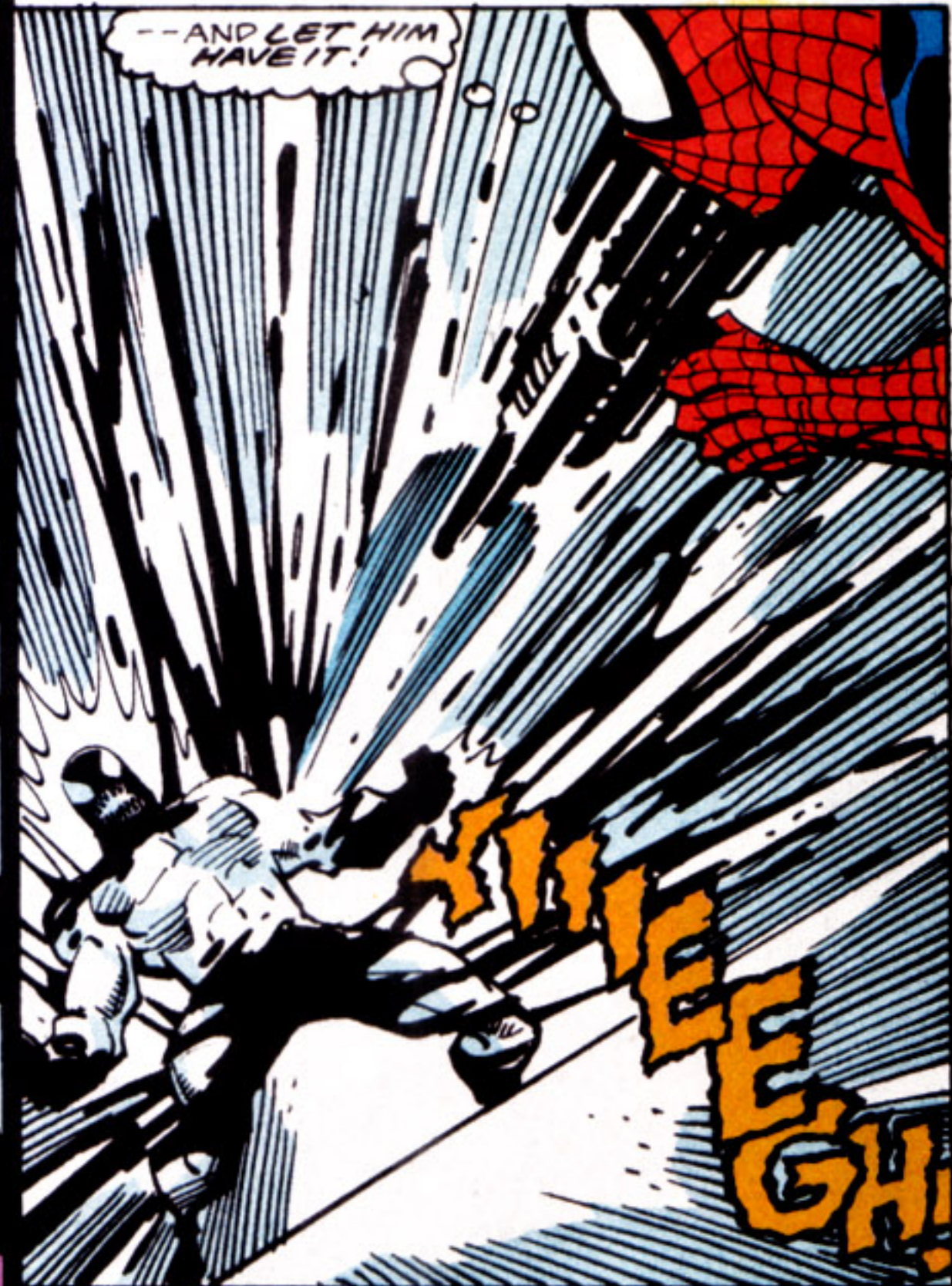
FIRST I'LL TRY TO TALK
HIM DOWN-- THEN I TACKLE
HIM LIKE HE'S *ELECTRO*
OR SOMETHING!

I'M SUBCONSCIOUSLY
THINKING OF HIM AS
THE *OLD PUNISHER*--
FORGETTING HOW
STRONG HE IS NOW!



GOT TO GRAB THE F.F.'S
SONIC BLASTER FROM
WHERE I STASHED IT
SO HE WOULDN'T SEE
IT AND *FLEE*--!

GET SOME
DISTANCE--



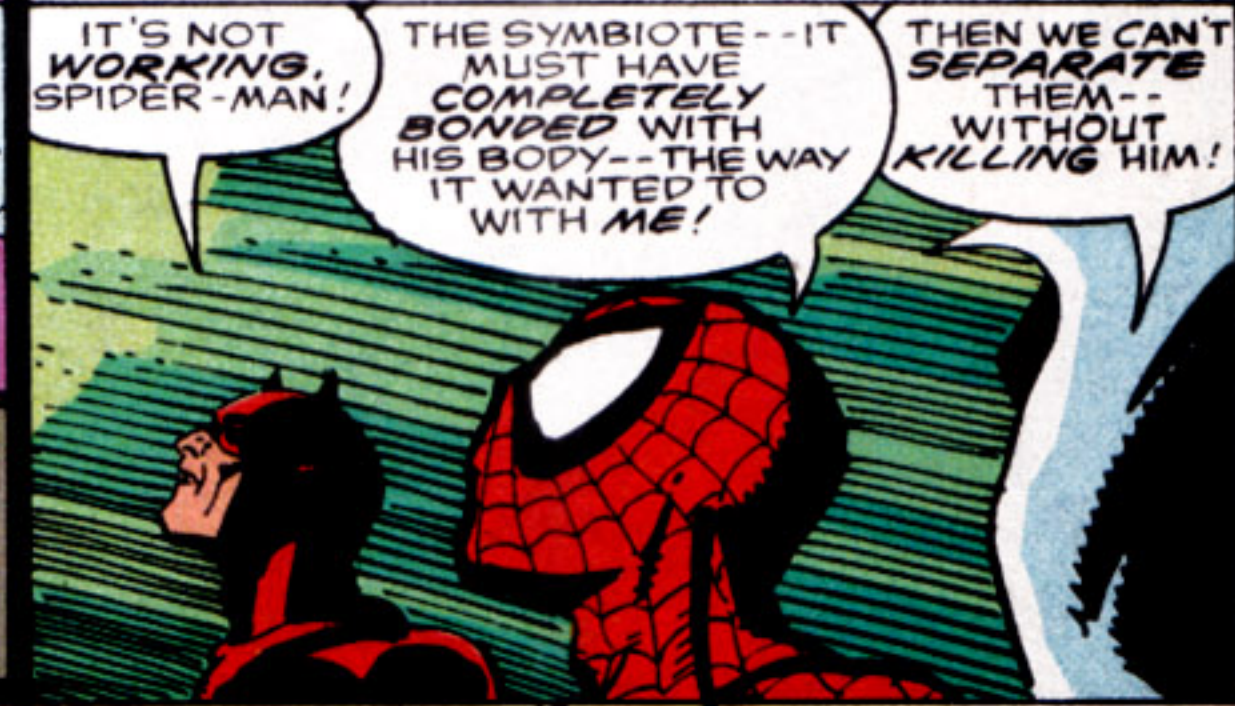
-- AND LET HIM
HAVE IT!

KRAK

IT'S NOT
WORKING,
SPIDER-MAN!

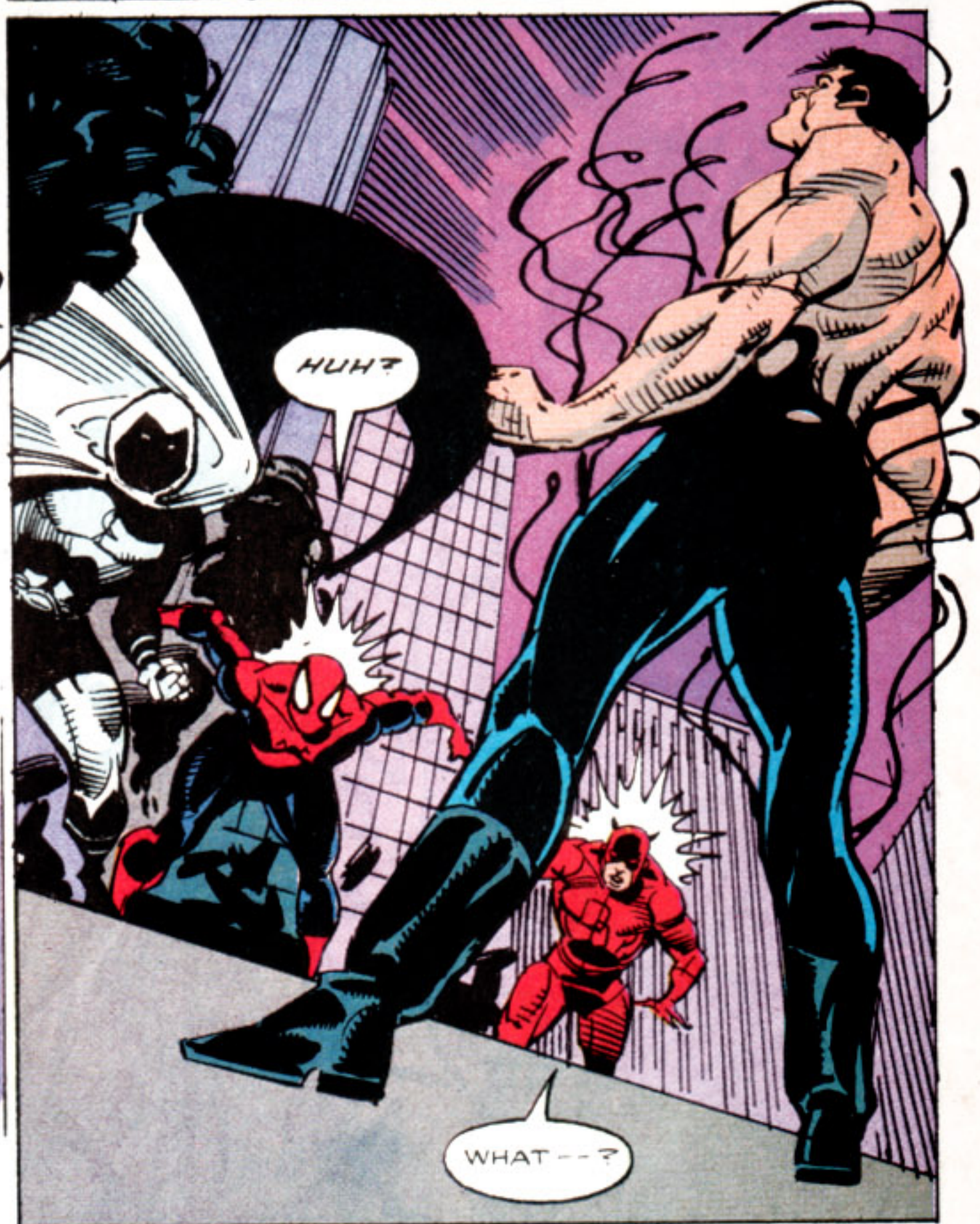
THE SYMBIOTE-- IT
MUST HAVE
COMPLETELY
BONDED WITH
HIS BODY-- THE WAY
IT WANTED TO
WITH ME!

THEN WE CAN'T
SEPARATE
THEM--
WITHOUT
KILLING HIM!



BUT AT THAT MOMENT--

THANK--
THANK YOU,
SPIDER-MAN.



IT WANTS ME FOR ITS OWN--
WANTS ME TO BE ITS BODY--
ITS HANDS--

--ITS WEAPON.

BUT IT'S
ALL RIGHT.

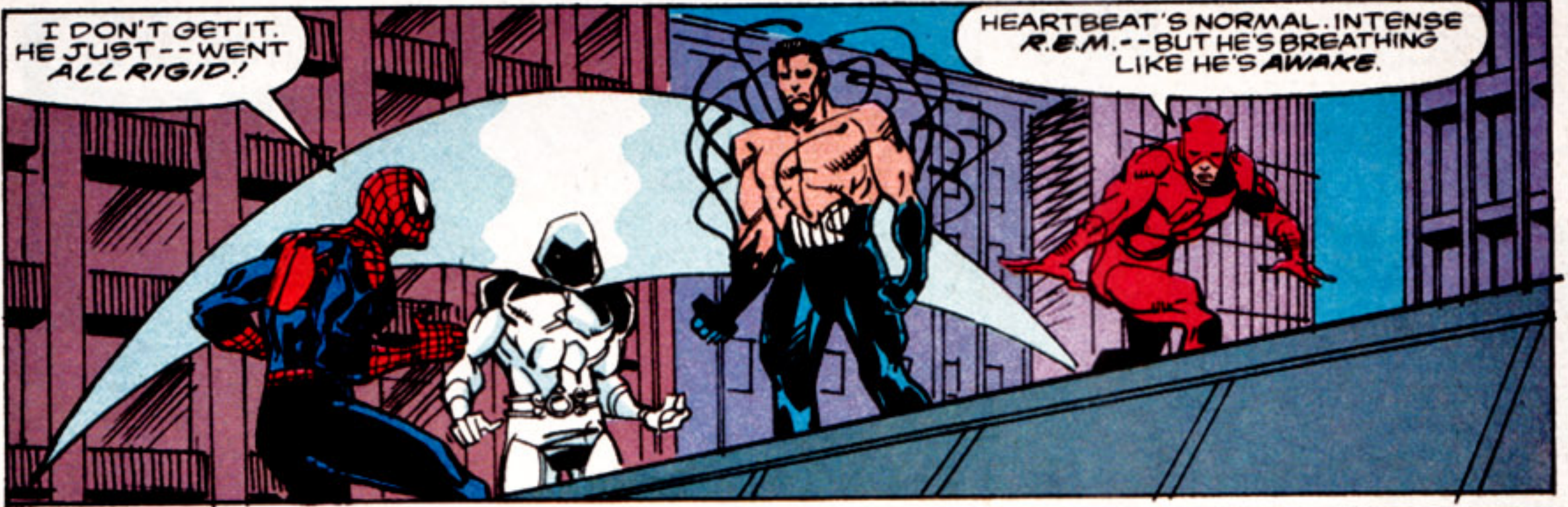
I REMEMBER
WHO I AM NOW.

I REMEMBER
WHAT I AM.

I'M THE PUNISHER.

I'M IN CONTROL.

COME,
ON, THEN! I'M
NOT AFRAID
OF YOU!



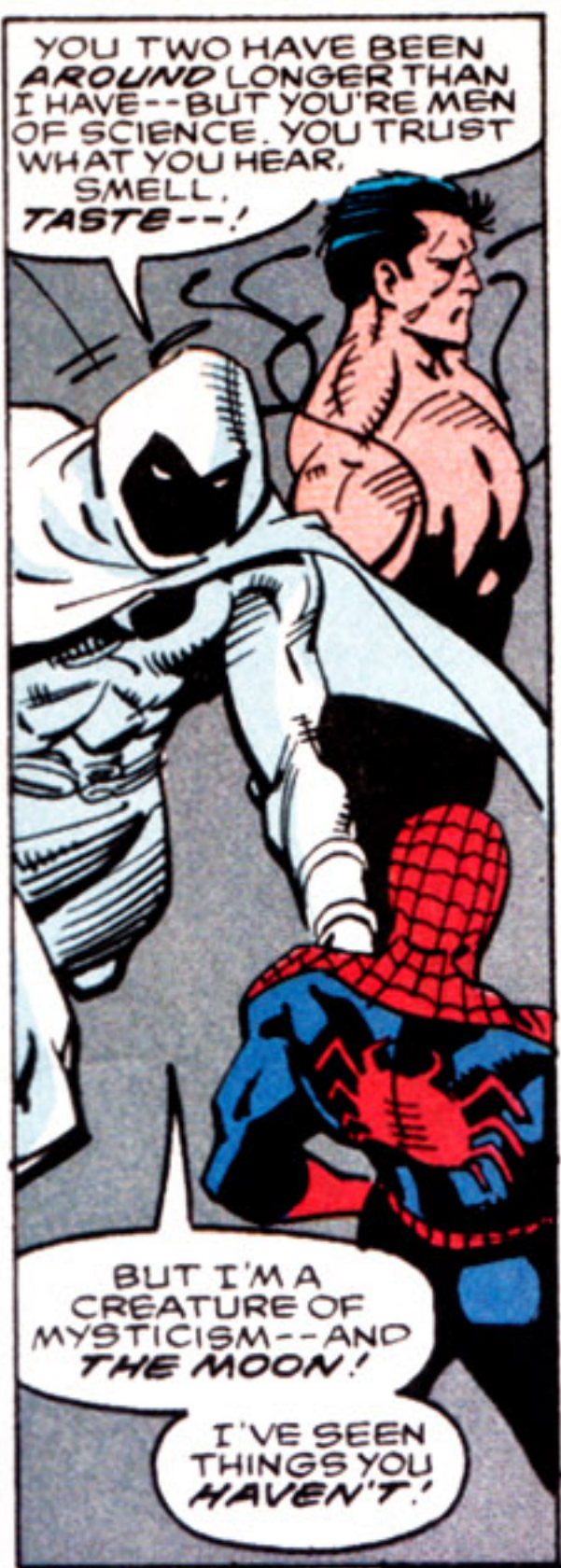
I DON'T GET IT. HE JUST--WENT ALL RIGID!

HEARTBEAT'S NORMAL. INTENSE R.E.M.--BUT HE'S BREATHING LIKE HE'S AWAKE.



MAYBE IF I--

NO!



YOU TWO HAVE BEEN AROUND LONGER THAN I HAVE--BUT YOU'RE MEN OF SCIENCE. YOU TRUST WHAT YOU HEAR, SMELL, TASTE--!

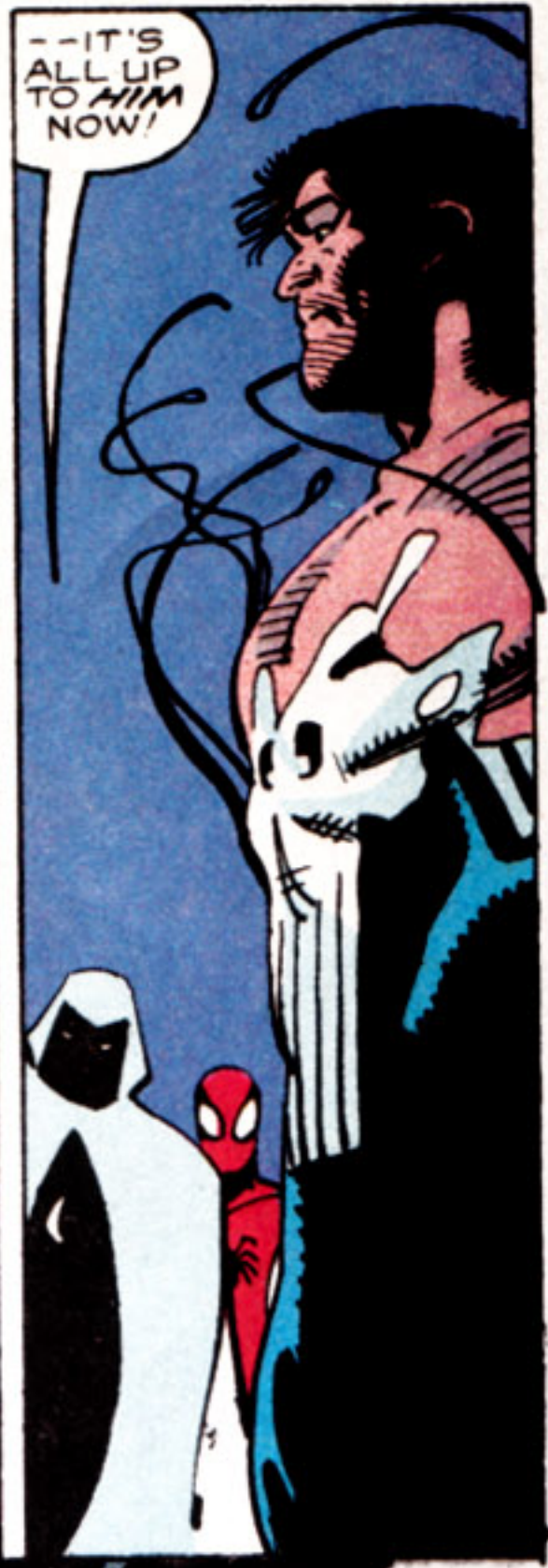
BUT I'M A CREATURE OF MYSTICISM--AND THE MOON!

I'VE SEEN THINGS YOU HAVEN'T!

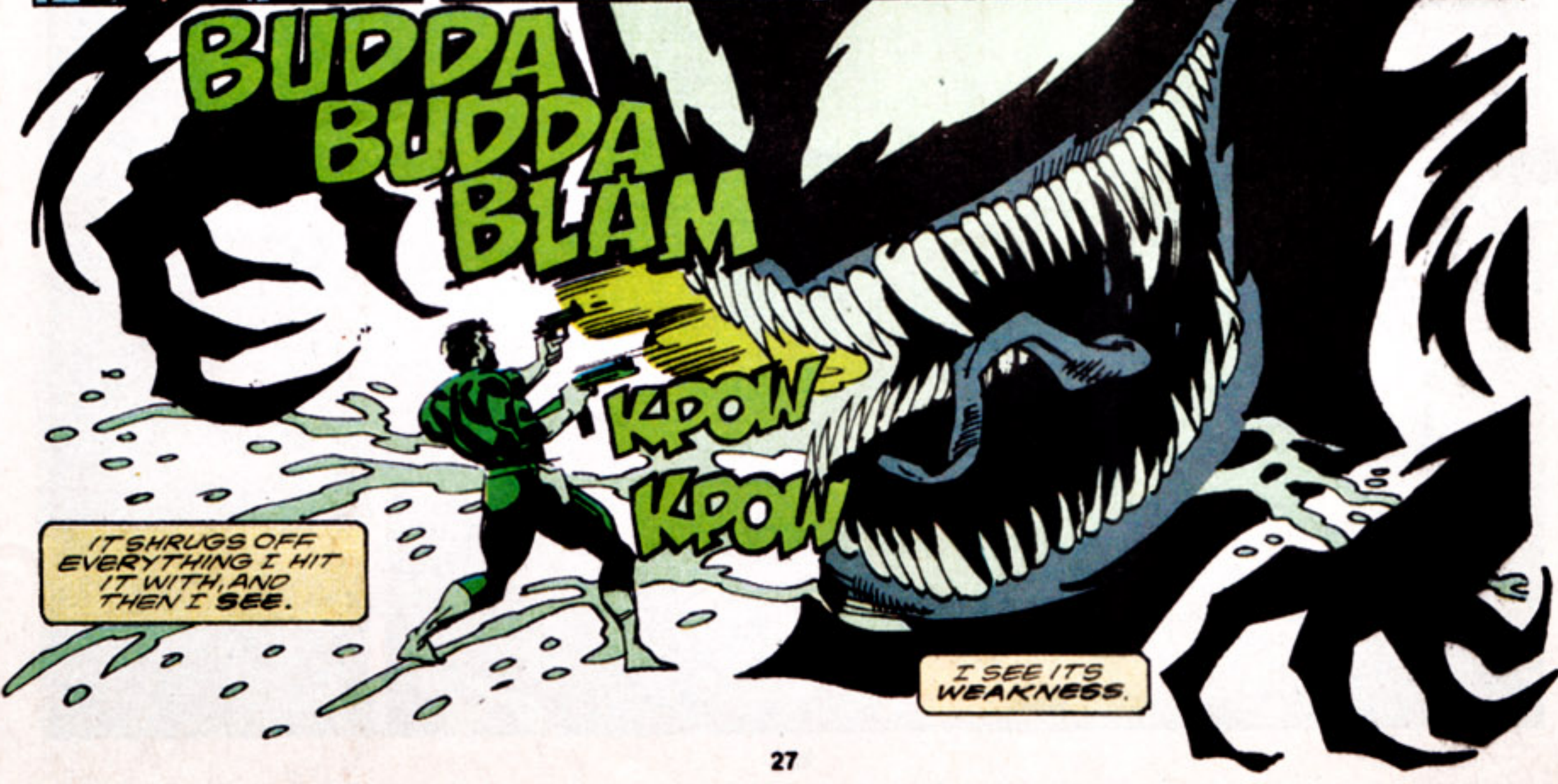


I CAN'T PROVE IT--BUT BELIEVE ME WHEN I SAY THAT *SOMEWHERE IN THERE* THE PUNISHER'S FIGHTING FOR HIS FREEDOM--

--AND WIN OR LOSE--



--IT'S ALL UP TO HIM NOW!



**BUDDA
BUDDA
BLAM**

**KPOW
KPOW**

IT SHRUGS OFF EVERYTHING I HIT IT WITH, AND THEN I SEE.

I SEE ITS WEAKNESS.

IT DOESN'T HAVE COMPLETE FOCUS. IT WANTS SPIDER-MAN DEAD, BUT IT ALSO WANTS LIFE, ADVENTURE, THE THRILL OF THE HUNT.



CREATURE! LISTEN TO ME!



ME, I DON'T WANT ANYTHING BUT MY WAR.

I'LL MAKE YOU A DEAL.



IT'S REAL SIMPLE: OBEY MY ORDERS--DO EVERYTHING I TELL YOU, INSTANTLY--AND I'LL LET YOU LIVE.

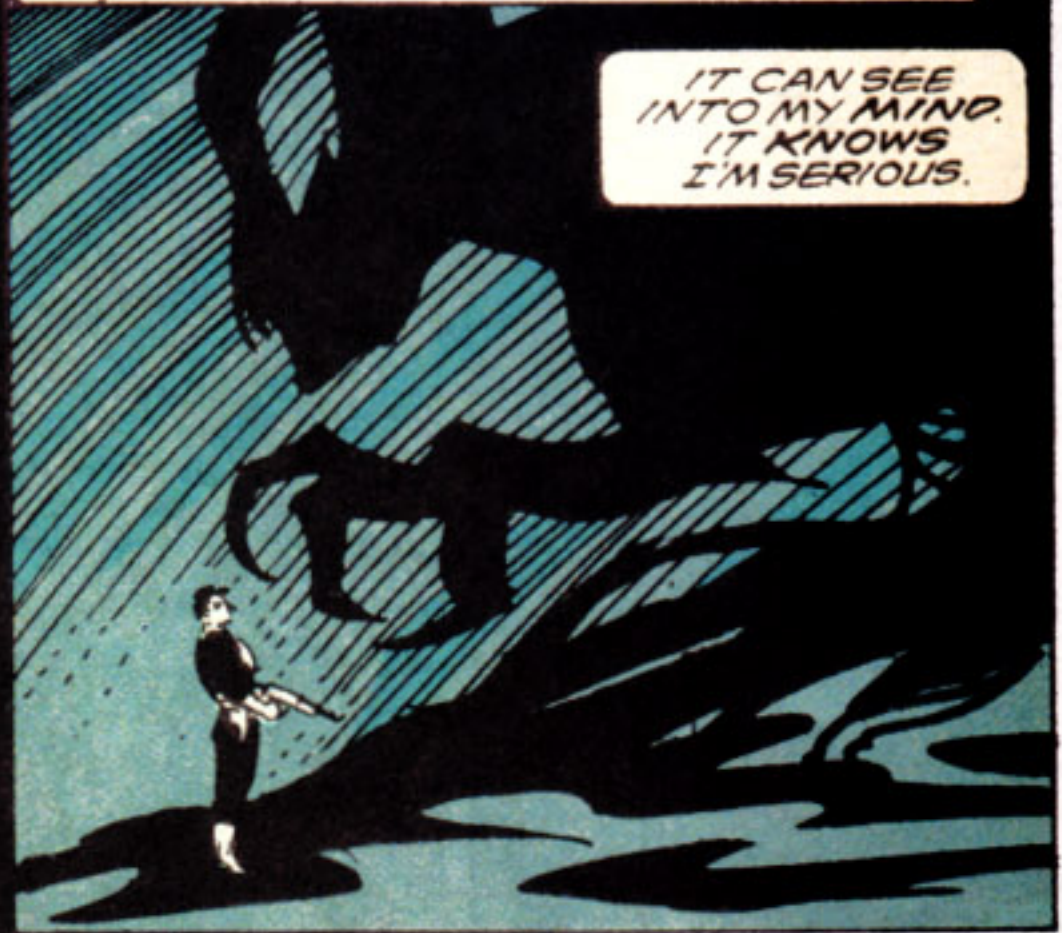
DON'T--AND I'LL KILL YOU. EVEN IF I HAVE TO KILL MYSELF TO GET YOU.

ONE-TIME OFFER. TAKE IT OR LEAVE IT.



MY WAR'S NOTHING IF I'M NOT IN CONTROL. I'M NOTHING. AND MY WAR IS MORE IMPORTANT TO ME THAN MY LIFE.

IT CAN SEE INTO MY MIND. IT KNOWS I'M SERIOUS.



IT MAKES THE RIGHT CHOICE.



IT'S OVER.

IT WORKS FOR ME NOW.



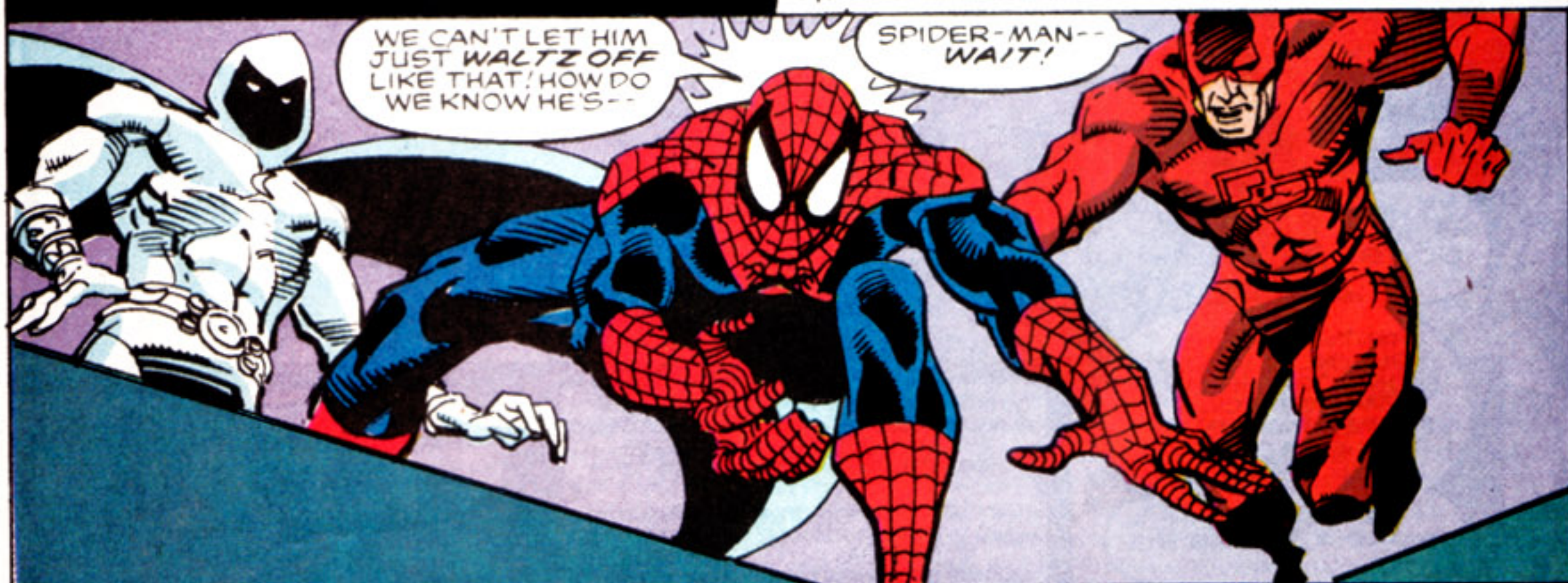
HOW CAN WE BE SURE OF THAT?

YOU CAN'T. YOU CAN TAKE MY WORD FOR IT, OR YOU CAN KILL ME.

AND YOU DON'T HAVE THE GUTS TO KILL ME.



SEE YOU IN THE FUNNY PAPERS.



WE CAN'T LET HIM JUST WALTZ OFF LIKE THAT! HOW DO WE KNOW HE'S--

SPIDER-MAN-- WAIT!



WITH THE KINGPIN DEAD, THERE'S GOING TO BE A GANG WAR. TYPHOID, THE ARRANGER-- EVERYBODY'S GOING TO WANT TO TAKE OVER.

THEY'RE GOING TO BE SHOOTING AT EACH OTHER-- AND AT INNOCENTS.



WE CAN'T AFFORD PERSONAL VENDETTAS RIGHT NOW. WE'RE GOING TO BE NEEDED ON THIS-- ALL OF US!

BUT I--

I KNOW. BUT WE'VE GOT NO CHOICE--

"-- THAT'S THE WAY IT'S GOT TO BE."



AND
THUS IT
GOES.

IN THE WORLD
YOU KNOW, VENOM
IS ONE OF THE MOST
DANGEROUS
CREATURES ON
THE FACE OF
THE EARTH--

-- AND THE PUNISHER
IS HARDLY **LESS** SO.

WHO WOULD THINK THAT IN
ANOTHER REALITY-- REMOVED
FROM YOURS BY A MERE
HAIRSBREADTH OF FATE--

-- IT WOULD BE THE PUNISHER
WHO WOULD **TAME** VENOM, AND
TURN HIM INTO, IF NOT
AN INSTRUMENT OF **JUSTICE--**

-- AT LEAST ONE
OF
VENGEANCE?

