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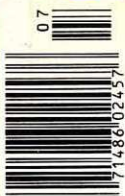
AMAZING SPIDER-MAN

GOT TO BREAK FREE OF
DOCTOR OCTOPUS!!

--BEFORE THE GHOST OF
HAMMERHEAD
MURDERS MY AUNT MAY!!



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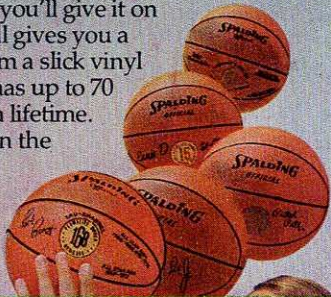
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Stan Lee
PRESENTS:

THE AMAZING SPIDER-MAN™

JV 202

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ILLUSTRATOR

MIKE ESPOSITO
EMBELLISHER

GLYNIS WEIN
COLORIST

JOHN COSTANZA
LETTERER

MARV WOLFGAN
LAB TECHNICIAN

HAMMERHEAD IS OUT!

TO ANSWER YOUR UNSPOKEN QUESTION: NO! SPIDER-MAN HAS NOT LEARNED HOW TO FLY!

BASICALLY, WHAT HAS HAPPENED HERE IS THIS: Y' SEE, DOCTOR OCTOPUS HAS RETURNED FROM THE DEAD, PURSUED TO THE BRINK OF MADNESS BY THE GHOST OF THE MAN CALLED HAMMERHEAD! TO PROTECT HER FROM HAMMERHEAD'S WRATH, DOC OCK KIDNAPPED OUR HERO'S AUNT MAY, AND FLED ACROSS NEW YORK CITY-- WITH SPIDEY IN HOT PURSUIT!

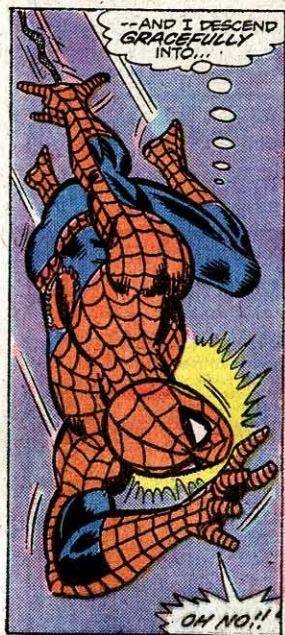
ESCAPING BY HELICOPTER, THE GOOD DOCTOR SUDDENLY NOTICED AN UNINVITED PASSENGER DANGLING BENEATH THE CHOPPER-- AND, WITH A SNIP OF HIS INCREDIBLE TENTACLES, HE SEVERED SPIDEY'S LIFE-LINE!

SO TO REITERATE: NO, UNFORTUNATELY, EVERYBODY'S FAVORITE WEB-SLINGER HAS NOT LEARNED HOW TO FLY...

... BUT HE CAN PLUMMET TOWARDS CERTAIN DEATH WITH THE BEST OF 'EM!

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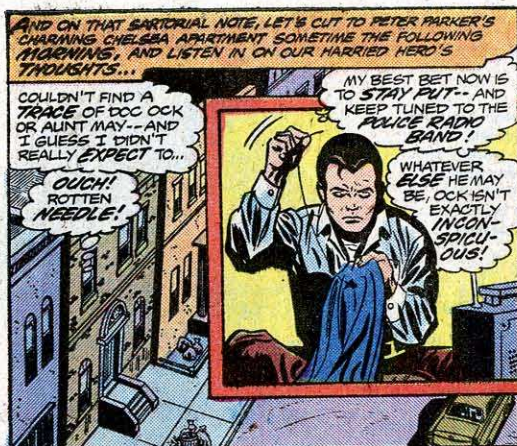
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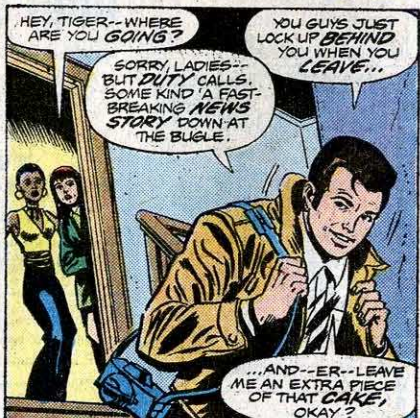
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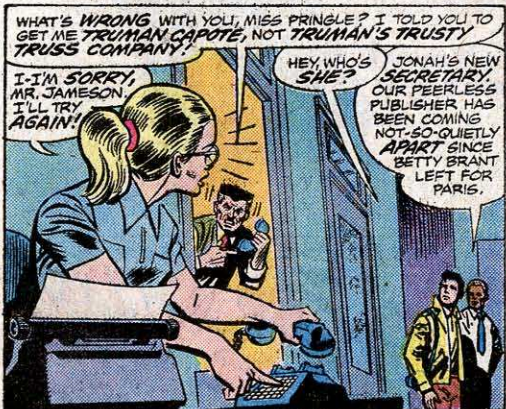
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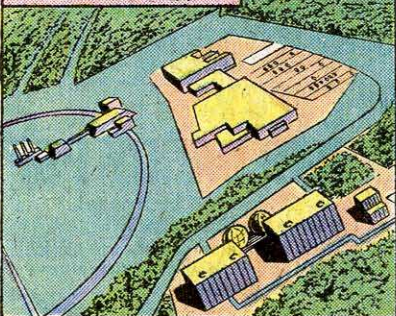
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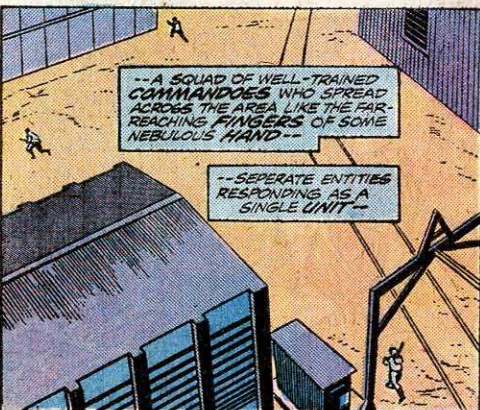
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USUALLY, THESE QUIET BUILDINGS ARE MERELY
DEVOTED TO EXTENSIVE RESEARCH IN THE FIELD
OF ATOMIC ENERGY--



--BUT TODAY THEY ARE AN ARENA, A BURGEONING
BATTLEFIELD DESTINED TO WITNESS COMBAT OF A
MOST UNLIKELY NATURE!



IN THIS CORNER,
SUFFOLK COUNTY'S
CRACK SPECIAL
WEAPONS AND
TACTICAL TEAM...



--A SQUAD OF WELL-TRAINED
COMMANDOES WHO SPREAD
ACROSS THE AREA LIKE THE FAR-
REACHING FINGERS OF SOME
NEBULOUS HAND--

--SEPERATE ENTITIES
RESPONDING AS A
SINGLE UNIT--



--AND PREPARED FOR
ANYTHING!

OKAY, MISTER--WE
KNOW YOU'RE IN
THERE! YOU CAN'T
ESCAPE!

SEND OUT
THE WOMAN--
AND YOU WON'T
BE HURT!

IN THIS CORNER, DR. OTTO OCTAVIUS--A.K.A.
DOCTOR OCTOPUS, SUPER-VILLAIN SUPREME
AND SWORN PROTECTOR OF MAY PARKER, SPIDER-
MAN'S EVER-LOVING AUNT!



IGNORE THAT SHOUTING
RABBLE, DEAR LADY.
IT IS NOTHING TO
CONCERN US.

I'M NOT CONCERNED,
OTTO. I'M CERTAIN
WHATEVER YOU'RE
DOING HERE, YOU'RE
DOING FOR THE VERY
BEST OF REASONS.



AFTER ALL, I
WAS WITH
YOU IN THE
HELICOPTER--

--WHEN THAT DREADFUL
HAMMERHEAD PERSON
THREATENED YOUR
VERY LIFE!



HAMMERHEAD?!
NOT AGAIN!
NOT HERE!

THERE'S NO
GETTING RID OF
ME, OCTOPUS--NOT
IN THIS LIFE!

NO!
SOMEHOW
I'LL
DESTROY
YOU!

HAH! IF AN
ATOMIC EXPLOSION
COULDN'T FINISH
ME, HOW D'YA FIGURE
YOU CAN?



OF COURSE!
ATOMIC ENERGY!
I SHOULD'VE
THOUGHT OF IT
SOONER!

QUICKLY, PILOT--
FLY US TO
BROOKHAVEN
LABORATORIES!

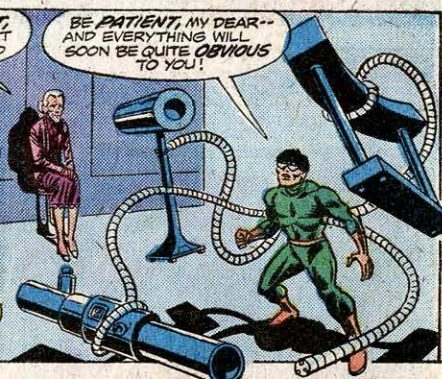
FOLLOW ME
THIS TIME, HAMMER-
HEAD--AND YOU'RE
DOOMED!

YEAH? WE'LL SEE,
OCTOPUS...WE'LL SEE!



THEN THAT HORRIBLE
HAMMERHEAD DIS-
APPEARED--AND
THAT NICE PILOT
FLEW US HERE.

BUT TO BE HONEST,
OTTO--I STILL DON'T
REALLY UNDERSTAND
WHY!



BE PATIENT, MY DEAR--
AND EVERYTHING WILL
SOON BE QUITE OBVIOUS
TO YOU!



WHICH WILL PUT AUNT
MAY ONE UP ON HER
FAVORITE NEPHEW
FOR A CHANGE--

--BECAUSE RIGHT NOW,
OUR FRIENDLY NEIGHBOR-
HOOD WEB-SLINGER
IS TRAVELING AROUND
IN A THICK, MENTAL FOG!

THERE'S GOT
TO BE A REASON
OCK WOULD JEOPAR-
DIZE EVERYTHING
BY SHOWING UP HERE
AT BROOKHAVEN--
AND MAKING HIMSELF
A TARGET!

JUST WISH I
COULD FIGURE
OUT WHAT!



WELL, I SUPPOSE I CAN
ASK OCKIE WHEN I
SEE HIM--

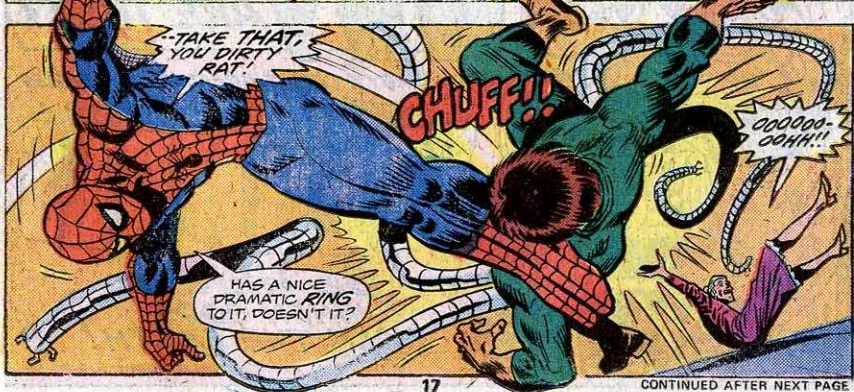
--WHICH I WON'T
BE DOING UNLESS
I CAN GET QUIETLY
PAST THE BOYS
IN BLUE!



SORRY, WEBHEAD--BUT IF YOU'RE GOING TO THREATEN DOCTOR OCTOPUS, WE'RE AFRAID YOU'LL HAVE TO WAIT YOUR TURN IN LINE!

I'M BACK, OCTOPUS.. AND THIS TIME I'M GOING TO DEMOLISH YOU!





MIGHTY MARVEL CHECKLIST

ON SALE SECOND WEEK OF APRIL



□ **THOR #249:** The return of Lady Sif! The cataclysmic comeback of Karnilla, the Norn Queen! The most shocking THOR ending of them all! See Thor versus all of Asgard to save the Realm Eternal in "The Throne and the Fury!"

□ **CAPTAIN AMERICA #199:** Cap and the Falcon are America's only hope when they must face "The Man Who Sold The United States!"

□ **MASTER OF KUNG FU #42:** The son of Fu Manchu must race against the hands of "The Clock of Shattered Time" when he battles Shock-Wave! And who are the Oriental Expeditors?



□ **MARVEL FEATURE #5:** Will the She-Devil with a Sword survive when "The Bear-God Walks?" Be here as Red Sonja's adventures continue!

□ **AMAZING SPIDER-MAN #158:** "Hammerhead Is Out!" And it's Spidey versus Doctor Octopus to rescue Aunt May and destroy the ghost of Hammerhead!

□ **THE ETERNALS #1:** Ikaris the Eternal makes his dynamic debut in the first chapter of this Kirby Klassic on "The Day of the Gods!"

□ **ASTONISHING TALES #36:** Deathlok the Demolisher wonders "What To Do After The Apocalypse?" when he comes face to face with—himself?



□ **DOCTOR STRANGE #16:** The Master of the Mystic Arts and the captivating Clea journey to the depths of Hell to battle Satan himself! Don't miss the mighty Marvel magic!



WHO ARE THEY?

WHAT ARE THEY?

WHY ARE THEY?

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THE ETERNALS

**BE HERE--
WHEN GODS
WALK THE EARTH!**

ON SALE APRIL 13TH!

Dear Marvel,

This, #154, is the very first issue of SPIDER-MAN that I've ever read. Now I see what all of the excitement was about! I wish I'd joined the Marvel ranks sooner—I've missed some really terrific comic reading. I'm currently reading six or seven of your books (both color and black & white), and I will probably be reading more in the future.

As far as content is concerned, Marvel seems more mature, and I find it refreshing. After being a comics fan for some years, it is pleasant to find a company that produces comics with interesting plots and—somehow—real characters. I hope you stay this way, with the only changes being for the better.

Rebecca Brothers
 Box 735
 Carbondale, CO 81623

We're trying, Rebecca—believe us, we're trying! But once you've become more familiar with the hallowed traditions of Mighty Marvel, you'll realize that every tried-and-true believer has his own opinion of just where and when we already took a turn for the worse (the only thing is, no two of them agree, which means we must still be doing something right).

We're glad to welcome you to the ranks, Becky—the triumphs, the tragedies, and the thrills await you! And remember, we'll be waitin' to hear from you in the months to come...

Dear Len and Ross:

SPIDER-MAN #154 was great, even the cover (except for the words), though in general the covers aren't nearly as good as they were circa issue #5's 41-46 and, my favorite cover of all, #64. But that's not what I'm writing about.

Since Stan Lee doesn't write anymore, my favorite scripter is Len Wein, 'cause he does so well in the HULK and various other mag. The plots in recent issues of SPIDEY have been excellent, and the same goes for #154. Sal Buscema's artwork in this issue is good, but Ross Andru does the best job of all when it comes to drawing web-head, and I hope he's back as the regular artist by the time this letter reaches you.

However, I sincerely hope that Len refreshes his memory by sitting down and rereading every issue of SPIDER-MAN since #1, so that he can study the steady progression of the characters and continue it. Please, Len, continue the evolution of this, Marvel's top title.

Aside from that impassioned plea, I'll sign off with a request for a Spidey/Wolverine team-up, either here or in MARVEL TEAM-UP, but scripted by Len in either case. Excelsior!

Brooks Warren
 Box 33A
 Montgomery, NY 10209

Excelsior to you, too, friend Warren! You know by now, of course, that Ross is back with a vengeance—and he's been working harder than ever to bring more excitement to his amazing artwork. As for the Lively One (namely, Len Wein), he's not been known to sit still when it comes to pioneering new plot twists and he's not about to rest now (especially since he's past due on all his deadlines as we type these words). And, finally, don't discount the possibility of a Wolverine/Spidey team-up, Warren, since—given sufficient time—virtually anything can and usually does occur in the beleaguered Bullpen!

Dear Marvel,

SPIDEY #154 finally got here a month and a half late, and it wasn't worth the wait! You started off by ruining a good Romita cover with copy balloons, and on the inside there was no plot or character development at all. None! From the splash to the end it was violence, murder, kill, gouge, choke, ugh!!! Peter didn't even doff his Spider-Man costume once!

Moreover, he left two guys stuck to a wall with webbing, at least four stories above the pavement. When the webbing dissolved (as it always does), what happened to the unfortunate thugs?

Len, I know you've got the talent to do better than this, and since you are also editor, what's stopping you? I'm keeping my faith in you, despite the faltering of the past few months.

One last thought: Please, Len, update Peter Parker. Reader identification is a vital key to comic literature, and it's hard to identify with someone ten years behind the times.

Douglas Rociti
 438 Warwood Avenue
 Wheeling, WV 26003

A letter like yours is difficult to answer, Doug—involving, as it does, intense personal opinion. Sometimes we're guilty of taking Spidey's general good nature and sense of responsibility a bit too much for granted, such as when he left those gentlemen dangling for the remainder of ish #154. Naturally, Spidey returned before the webbing dissolved and made sure they reached the pavement and came to the attention of the proper authorities—though Len and Sal apologize for leaving all you Spidey-ophiles "up in the air" over that incident.

But we respect you for calling it as you see it, Doug, and we hope that you'll continue to keep us informed of your convictions, since it's the collective opinion of Marveldom. Assembled that ultimately calls the tune.

"Nuff said!

Dear Bullpenners,

I just finished reading the Superman/Spider-Man team-up. I didn't particularly like it, but I'm sure a lot of people enjoyed it a great deal, which is nice. Also, I'm sure you made a bundle on it, but I would certainly never criticize you for that; clearly a lot of hard work went into the project, and you deserve whatever you got for it.

Now, then, before I get confused and upset and disgusted, and decide to quit my 25-Marvel-comics-a-month habit cold turkey, please make an appropriate announcement in a suitable space (like, say, the letter column in SPIDER-MAN): *It Didn't Happen Here*. Oh, this adventure might have occurred in some unimportant interdimension where someone very much like our Spider-Man co-exists with someone very much like their Superman, along with their respective analogous entourage and God knows who else. Or maybe, for all I know or care, it took place in the self-contradictory and arbitrary universe in which the National characters seem to live. But in the consistent, logical, beautiful Marvel Universe, in the Spider-Man-meets-Daredevil, Namor's-Atlantis-and-Doom's-Latveria, Cosmic-Madonna-and-Thanos-War-and-Trial-of-the-Watcher Universe...in the Universe where ideas are extrapolated to their natural conclusions and things fit together organically and Krypton clearly has no place...in this Universe that I have come to appreciate and enjoy as much as Tolkien's Middle-Earth and LeGuin's Ekumen and Roddenberry's Federation, this confrontation could not happen. So, for the sake of those readers who are interested in logic and consistency and verisimilitude (and I think there may be more of us than you realize), for those of us who have stayed with Marvel after dropping National years ago for just these reasons, please make it explicit: IT DIDN'T HAPPEN HERE.

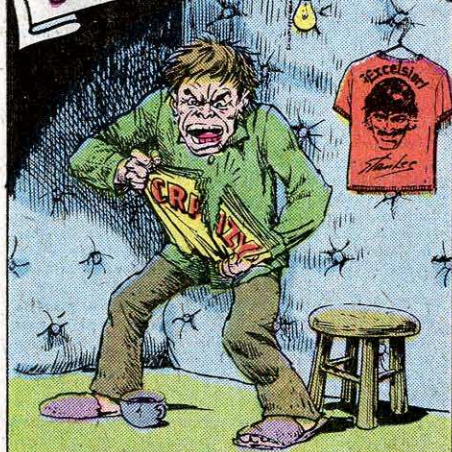
Did it? That would really be the last straw.

Bennet Marks
 Box 1710, Brown University
 Providence, RI 02912

We'll throw it open to debate, Ben. What do the rest of you out there in the vast ranks of Marveldom-at-large have to say? We'll let you make the final decision—so let us know, pronto!

Meanwhile, on the agenda for SPIDEY #159 is a tender tale entitled "Arm in Arm in Arm in Arm in Arm in Arm with Doctor Octopus!" ("Whew!") And as an extra added attraction, see J.J.J.'s *newer* secretary! Hammerhead'll be there; we hope you will, too!

WHY IS THIS MAN SMILING?



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ASTUTICIOUS NEW ISSUE OF

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under clothing, a big
chest stands out at first
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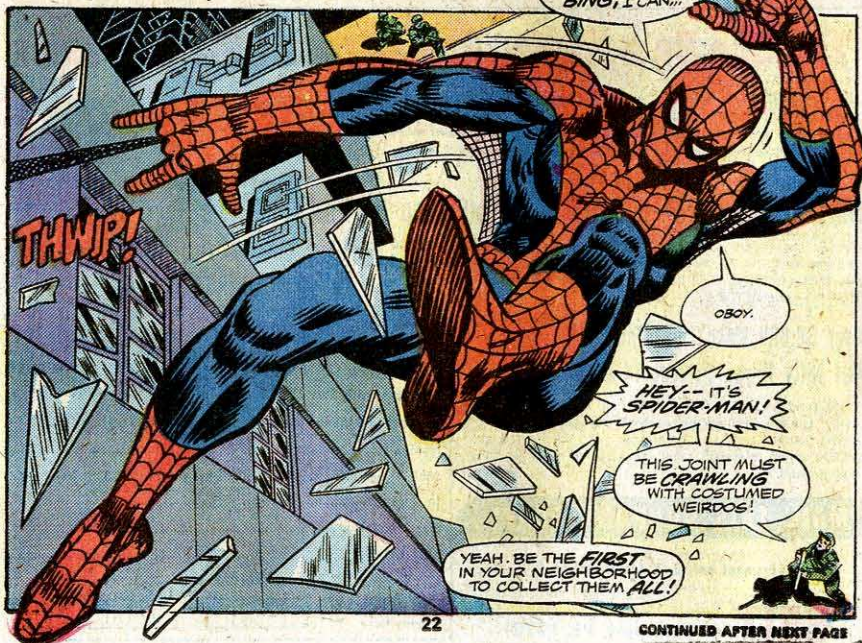
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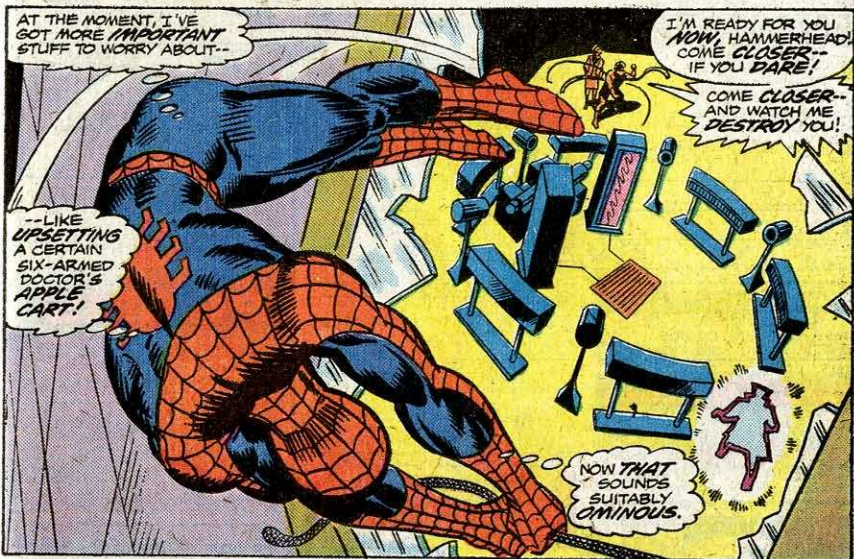
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[illegible]





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STAN LEE'S SOAPBOX

It's on sale at last! The greatest Marvel album of all! It's called "Spider-Man: Rock Reflections of a Superhero," on the Lifesong Record label. It's performed by the dynamite group, Hero (Marvel freaks, all!), and produced by Cashwest Productions, who brought you the hits of Jim Croce, Henry Gross, and Crack The Sky! Now if that's not enough, the album cover is a doozy by Johnny Romita, and no words of mine can do it justice! (Although you'll get plenty of words from me anyway—"cause guess who does the narration between the songs!) Remember—it's not a kiddie album. It's real rock 'n' roll, performed by some of the best in the biz, so look for it in the new releases section of your favorite record shop! I can't wait till you hear "No One's Got a Crush on Peter," "Peter Stays and Spider-Man Goes," and "Gwendolyn," along with the other wild and woolly, wonderments spinnin' your way on this dazzlin' disc! And now, just a few other less-than-awesome announcements. Big John Buscema begged me to ask those of you replying to his Art School ad not to send samples! He can only examine your samples when he meets you. So, if you want to join the master's New York City class, send your request to Box 394, East Setuket, N.Y. 11733—and please, don't send samples! But I do wanna send regards to the friendly folk at the marvelous MiamiCon in Miami Beach, Florida, who ran one of the most enjoyable and elegant comicons of all. It was a real blast being there, and I wanna invite all the great guys and gals I met at MiamiCon (and even the few that I didn't) to join mighty Marvel at our own Con in New York from April 23rd to the 25th. We've so many treats and surprises in store for Marveldom Assembled at our 2nd Annual Con that it would take a whole extra Soapbox to even begin to describe them, so just let me say that we expect it to be even greater than last year's unforgettable wingding! And now, till Galactus becomes a groupie, let's never forget the immortal quacks of Howard the Duck—*flat justitia, rust caelium!*

Excelsior!

Stan

ITEM! This is the month, True Believer—the month our secret number 100 Value Stamp makes its appreciative appearance in one and only one Marvel mag. Natch, we're not going to tell you *which* mag, which means you'll probably have to buy 'em all (sneaky us, but what the hey—I is there any better way to cash in a couple of shekles—?), but we kinda think you'll find the Value

Stamp Book worth the trouble you've taken to fill it. And maybe it's now time to thank Marvel's own PATY for conceiving the idea for our second stupendous set of stamps. Take a bow, Paty—you deserve it! And, in case you're straining your brain wondering why we picked this month to release our special stamp, let the truth be told now, or we shall forever hold our breath: Yea, verily, this is also the month of the Second Annual Marvelcon, and we sorta figured we'd celebrate that momentous occasion with our bonus number 100.



ITEM! While we're on the subject of Bullpen Bonuses, we oughta mention that the newest, niftiest, and novel-est annuals of all are on sale right now! For starters, how about these two — ? JACK "King" KIRBY's 52 page extravaganza, CAPTAIN AMERICA, featuring everyone's favorite star-spangled superhero, and Devil-May-Care DOUG MOENCH's and KEITH "Punch-Em-Up" POLLARD's spectacular MASTER OF KUNG FU, waiting for you wherever better all-new annuals are sold. Don't say we didn't alert you, Discerning One!



ITEM! And don't think our astounding annuals are the only new additions under the far-reaching Marvel sun. We're also pleased to announce these two human additions to our bustling Bullpen, namely—JIM "Trouble" SHOOTER and ROGER "Stern" STERN! Jim's replacing Cheerful CHRIS CLAREMONT who has left the nine-to-five frenzy of editorial

life for a peaceful existence as a free-lance writer for merry ol' Marvel, scripting not only IRON FIST, THE X-MEN—and BLACK GOLIATH, but also the upcoming LUKE CAGE, POWER MAN ANNUAL—and a couple of issues of DAREDEVIL, giving Marvelous MARV WOLFGAN a much needed rest. Stern is replacing Impish IRENE VARTANOFF as Reprint Editor, while Irene has moved up one more rung on the ladder of success by becoming Reprint Production Manager. Good luck to yuz all!

ITEM! Remember Lucky LARRY HAMA's art a few months back in KAZAR? Well, in case you're wondering where Larry disappeared to, check out New York's famed theatre, The Winter Garden, where Larry has no less than three separate roles in the newest Broadway smash, PACIFIC OVERTURES. Take it from us, Faithful One—the lucky guy's as wild an actor as he is an artist! Hope you rate a TONY AWARD, Larry, and when are ya gonna draw another story for us, huh?

ITEM! And while we're gabbin' about one Larry, let's welcome back another—LARRY LIEBER, that is, longtime writer/artist extraordinaire. That's the truth, Wilder, Larry's returned to the original House of Ideas to become art director for SPIEY SUPER STORIES, the super-smash of the small-fry set. Just as good ol' Irv Forbush always says—"Once a Bullpenner, always a Bullpenner!"

ITEM! Ever hear of THE PRISONER? Well, if you've never heard the incredible TV series starring Patrick McGoonan just a few years back, you're gonna be hearing plenty about it in the next few months, because, starting this summer, Stainless STEVE ENGLEHART and an as yet unchosen artist will be teaming up to produce what may possibly become the super-hit of this Bicentennial year. It's filled with fantasy, mystery, and a sense of the supernatural, just like the original TV episodes—and we expect it to be the start of a whole new cult! (HOWARD THE DUCK, watch out!)

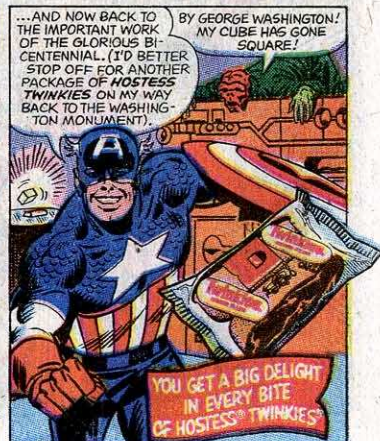
ITEM! Just a quick note to tell you that THE INVADERS is going monthly starting this summer, and NOVA—Marv Wolfman's new blockbusting brainchild—will also be monthly, starting with its first issue, on sale in June. And, if you're wondering why we feel this brand-new mag is worthy of an instant monthly status, you're just gonna have to take a look yourself to find out!

ITEM! And speaking of new mags, remember the name Ikaris? Well, you should, 'cause he's the newest Kirby Kreation and we just mentioned him last month! Well, galactophile, his first senses-shattering issue will be on sale this very month, and the name of the book he's gonna be starring in is—THE ETERNALS! We said it before, and we'll say it again—this is *definitely* the brand-new Marvel Age of Comics! We may be number one, Frantic One—but we *still* try harder!

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AND AFTER A RIDICULOUSLY RAPID RECONSTRUCTION JOB...

SO YOU STILL THINK THAT CRAZY CONTRADICTION OF YOURS CAN RUB ME OUT, OCTOPUS?

IF YOU'RE SO CONFIDENT, HAMMERHEAD-- WHY DON'T YOU FIND OUT FOR YOURSELF?

YOU KNOW, WISE GUY... THAT'S EXACTLY WHAT I'M GONNA DO!

THEN COME CLOSER, HAMMERHEAD--AND DIE!

LOOK AT THE ABSOLUTE SLEEP ON HAMMERHEAD'S FACE. IT'S ALMOST AS IF HE WANTS OK TO USE THAT MACHINE ON HIM!

BUT WHY? UNLESS...

OCTOPUS, DON'T THROW THAT SWITCH!

HAMMERHEAD HAS BEEN PLANNING THIS ALL ALONG! HE'S TRYING TO TRICK YOU INTO...

GET OFF MY BACK, INSECT!

I'VE WAITED A LONG TIME FOR THIS MOMENT--

--AND NOTHING WILL DEPRIVE ME OF IT! NOTHING!!

ULIINGGHH!!

SWOK!

CLIK!

"IT'S DONE! HAMMERHEAD IS CAUGHT IN THE ACCELERATED ENERGY FIELD!"

"I'VE WON, WEB-SLINGER--DO YOU SEE? I'VE WON!"



IT WORKED! IT WORKED!!
I'M BACK IN THE WORLD
OF THE LIVING!

HAMMER-
HEAD IS
OUT--

--AND THERE AIN'T
NOTHING ON EARTH
THAT'S EVER GONNA
BEAT ME AGAIN!

I SEE IT ALL
RIGHT, DOC--

--BUT I DON'T
LIKE WHAT
I'M SEEING

NO! IT'S NOT
POSSIBLE--!

DEAR HEAVEN,
WHAT HAVE I
DONE?

SIMPLE, OCK.
YOU'VE **BLOWN**
IT--WITH A
CAPITAL 'B'!

THE ONLY QUESTION
NOW IS--WHAT ARE
WE GOING TO DO
ABOUT IT!

**NEXT
ISSUE:**

THE STORY YOU NEVER THOUGHT
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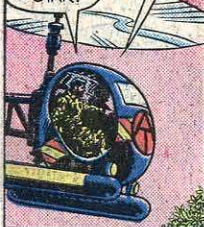
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THERE...

...SEE?



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LOOK! THERE IN THE JUNGLE! IT'S THE INTRUDER!

JOE, YOU'VE GOT THE EYES OF AN EAGLE!



THE INTRUDER, STRONGMAN FROM ANOTHER WORLD, IS THE ENEMY OF EAGLE-EYE G.I. JOE, AND HE'S ON A RAMPAGE!



SET THIS BIG BIRD DOWN, COMMANDER. WE'D BETTER STOP THE INTRUDER BEFORE IT'S TOO LATE!



MOMENTS LATER...

IF I CAN DEFEAT THIS MORTAL, NOTHING CAN STAND IN MY WAY!



THIS SHOULD CUT YOU DOWN TO SIZE!

THE INTRUDER IS THE STRONGEST CREATURE I'VE EVER SEEN!



YOU'LL REALLY FLIP OVER THIS!



BUT, AS EAGLE-EYE G.I. JOE IS ABOUT TO CAPTURE HIM, THE INTRUDER ESCAPES INTO THE JUNGLE! YOU CAN IMAGINE THEY'LL MEET AGAIN!

LOOKS LIKE WE'VE LOST HIM, JOE!

DON'T WORRY, I'LL KEEP AN EYE ON HIM!



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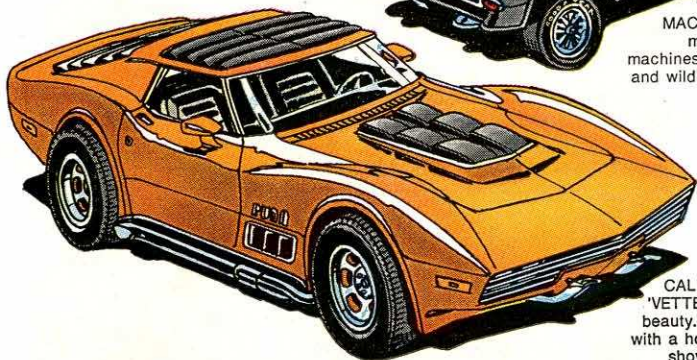
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