

THE NEW AVENGERS[®]

MARVEL[®]
LIMITED SERIES
3 of 4

THE TRANSFORMERS™



DIRECT EDITION

RATED T+



\$2.99 US \$3.75 CAN



MOORE
HIRKHAM
REGLA
KWOK



CAPTAIN AMERICA
Legendary super-soldier



SPIDER-MAN
Wise-cracking wall-crawler



WOLVERINE
Feral mutant



LUKE CAGE
Steel-hard powerhouse



MS. MARVEL
Alien-altered warrior



THE FALCON
Aerial expert

COUNTDOWN TO LATVERIAN/ SYMKARIAN WAR: T MINUS 5 HOURS, 38 MINUTES.

The European nations of SYMKARIA and LATVERIA stand on the brink of a devastating war. Investigating the crisis, CAPTAIN AMERICA and the NEW AVENGERS find a mysterious structure called the Array, which is saturating the two countries with mind-altering radiation. Its "Aggression Wave" nearly leads the Avengers to destroy themselves — and Spider-Man is taken captive within the Array.

Then OPTIMUS PRIME and his AUTOBOTS — extraterrestrial robots who can alter their bodies into vehicles — intervene. Prime explains that the Array is a weapon of MEGATRON and his DECEPTICONS, the Autobots' ancient enemies. The Decepticons hope to prod humanity into a self-destructive war, then strip Earth of its precious Energon fuel.

DOCTOR DOOM, despotic ruler of Latveria, claims not to be involved in the Decepticons' plan. Instead, he claims the Decepticons' mind-altering psycho-prism was stolen from one of his laboratories. Disgusted with the Avengers' and Autobots' efforts, Doom leaves, promising to avert the war through diplomacy.

Inside the Array, Megatron charges up his Decepticons with a special fuel derived from the captive Spider-Man's blood. The Decepticons attack, far more powerful than the Autobots have ever seen. But the Avengers have a secret weapon of their own...



OPTIMUS PRIME
Commander in chief



PROWL
Unit commander



BUMBLEBEE
Intelligence



RATCHET
Medic



JAZZ
Communications



WHEEL-JACK
Engineer



MAN VS.
MACHINE.

I'VE LIVED IN BOTH
WORLDS. IF NOT FOR
MACHINES--

--I WOULDN'T HAVE
SURVIVED MY FIRST
HEART ATTACK.

IRON MAN

FZZZZAAP
FZZZZAAP

BUT WHEN THE
LINES ARE DRAWN--

--WHEN METAL STRIKES
FLESH, AND INNOCENT
PEOPLE GET GROUND UP
IN THE GEARS--

Power
Level:
93%.

--I KNOW WHERE I STAND.

Art by TOP COW PRODUCTIONS, INC.

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inker

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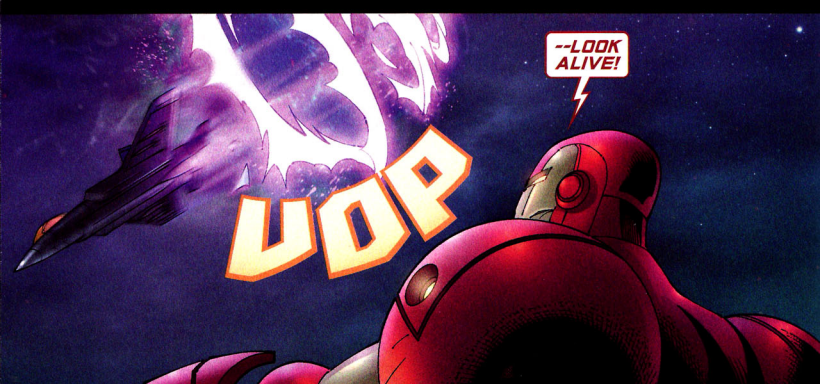
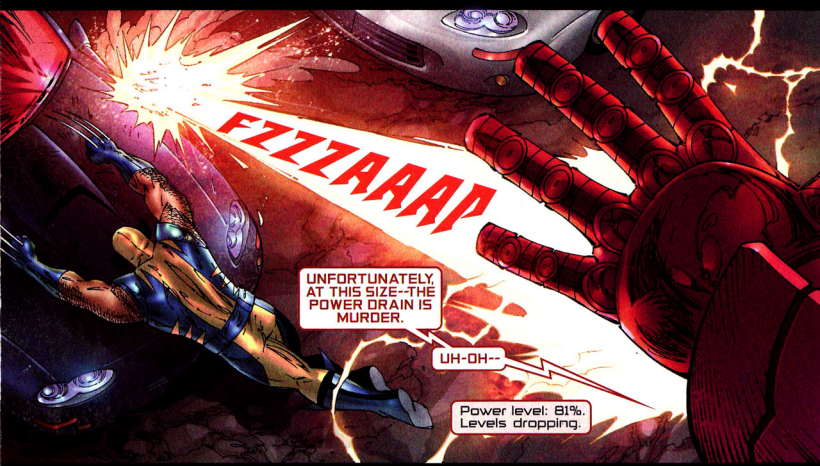
Power Level: 88%.
WARNING: Capacitors
at maximum, levels
dropping.

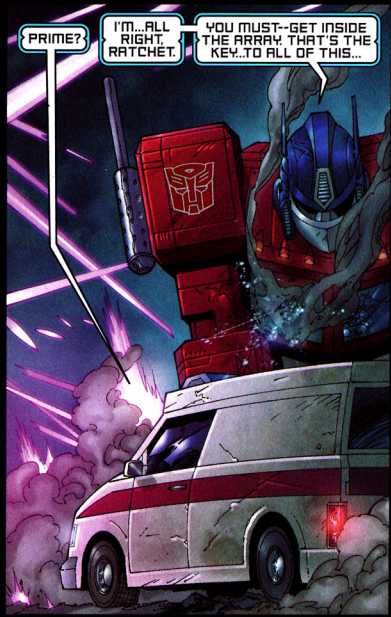


NICE
SUIT,
BOSS.

LIKE I TOLD CAP, I'VE
BEEN EXPECTING
SOMETHING LIKE THIS.

MY INTEL INCLUDED REPORTS
OF GIANT ALIEN ROBOTS, HIDDEN
AMONG US. SO I FIGURED--FIGHT
FIRE WITH FIRE, RIGHT?





PRIME?

I'M...ALL RIGHT, RATCHET.

YOU MUST--GET INSIDE THE ARRAY. THAT'S THE KEY...TO ALL OF THIS...



WE'RE NOT... COORDINATING OUR STRATEGY WELL.

WHERE IS THE HUMAN'S LEADER...?

HEY!



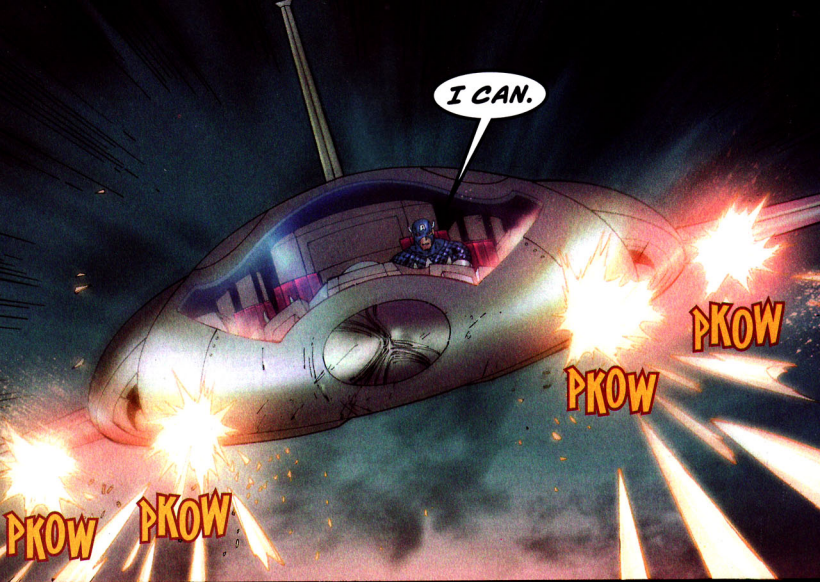
WE'RE GETTING KILLED HERE!

I KNOW...



"O SAY, CAN YOU SEE--"

"--BY THE DAWN'S EARLY LIGHT?"



I CAN.

PKOW

PKOW

PKOW

PKOW



Power level: 76%.
Recharging.

I'M GOING IN.

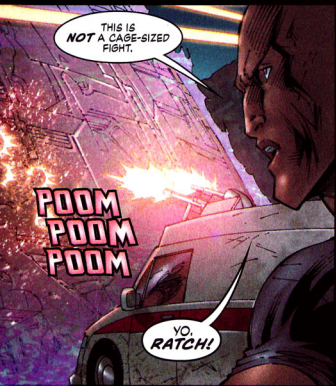
BACK
ME UP!



"BACK
ME UP"?

WITH
WHAT?

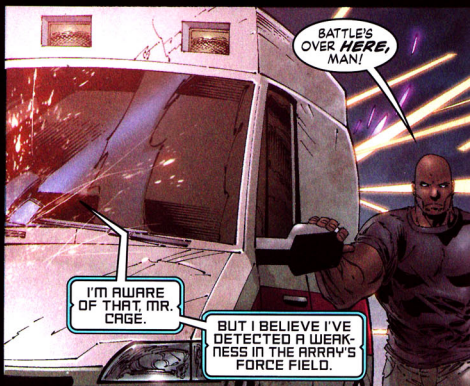
AAAAARRHHH!



THIS IS NOT A CAGE-SIZED FIGHT.

**POOM
POOM
POOM**

YO, RATCH!



BATTLE'S OVER *HERE*, MAN!

I'M AWARE OF THAT, MR. CAGE.

BUT I BELIEVE I'VE DETECTED A WEAKNESS IN THE ARRAY'S FORCE FIELD.



WHEN THE FIRST DECEPTICONS CAME OUT, THEY HAD TO LOWER THE FIELD FIRST. RIGHT *HERE*.

IF I CAN WEAKEN IT ENOUGH--

WE MIGHT BE ABLE TO GET INSIDE. LIKE HOW WE GOT INTO THE ARRAY THE FIRST TIME.



THAT ONE DIDN'T WORRY ABOUT THE FORCE FIELD...

NO. *SKYWARP* CAN CREATE HIS OWN PORTALS IN SPACE.



BUT NONE OF THE OTHERS POSSESS THAT ABILITY.

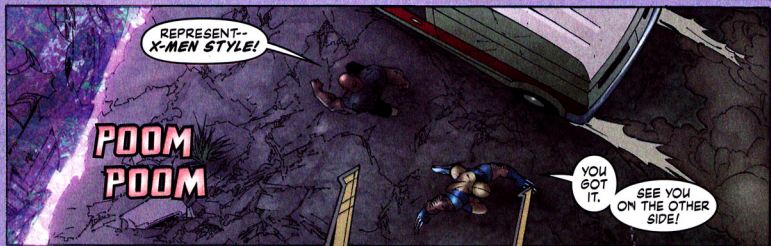
I HEARD THAT. IF YOU GUYS ARE GOIN' *IN*--

--I'M COMIN' WITH YOU.



NO, YOU GOTTA HOLD THE FORT HERE-- THAT'LL GIVE US THE TIME WE NEED.

DON'T WORRY--I'LL FIND SPIDEY.



REPRESENT-- X-MEN STYLE!

**POOM
POOM**

YOU GOT IT.

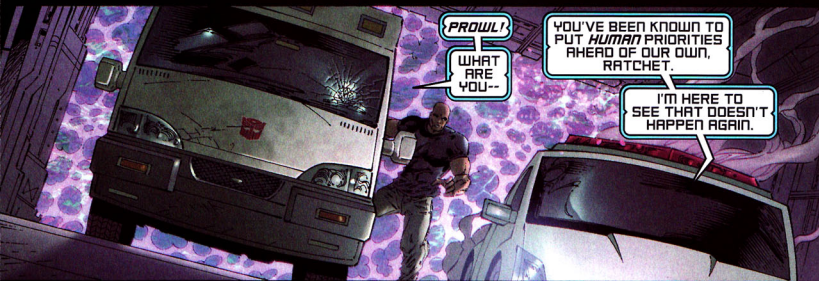
SEE YOU ON THE OTHER SIDE!



MR. CAGE--

--NOW!

HEY!



PROWL!

WHAT ARE YOU--

YOU'VE BEEN KNOWN TO PUT HUMAN PRIORITIES AHEAD OF OUR OWN, RATCHET.

I'M HERE TO SEE THAT DOESN'T HAPPEN AGAIN.



OUR OBJECTIVE IS TO DESTROY THE PSYCHO-PRISM.

THAT'S ALL.



YEAH? WELL, A FRIEND OF MINE'S BEING HELD CAPTIVE IN HERE-- MAYBE DYING--

--AND I DON'T THINK YOU'RE GONNA STOP ME FROM FINDIN' HIM.



PROWL...CAN YOU GET A LOCK ON THE PRISM?

I AIN'T CONFUSED.

I'M GOING AFTER SPIDER-MAN.

SAVE IT, RATCHET. GO WITH THE HUMAN-- KEEP HIM FROM GETTING HIS FLESHY LITTLE BODY CRUSHED.

I'LL JUST SAVE THIS PLANET MYSELF.

PROWL.....

MULTIPLE RADIATION READINGS ARE CONFUSING MY SCANNERS...BUT IT'S SOMEWHERE DOWN THIS WAY.

HE'S A
HARD ONE. YOUR
COMMANDING
OFFICER?

MY SUPERIOR.

HE'S HAD HIS
AUTHORITY DIMINISHED
LATELY. NO FAULT OF HIS
OWN... BUT I THINK HE'S A
BIT SENSITIVE ABOUT IT.

HOW DO YOU
PROPOSE TO FIND
YOUR FRIEND?

THE CHAMBER WHERE
THEY FIRST AMBUSHED US
WAS DOWN THIS WAY. SO
I'M THINKIN'--

WUH-HUH...

SCREEEEEE

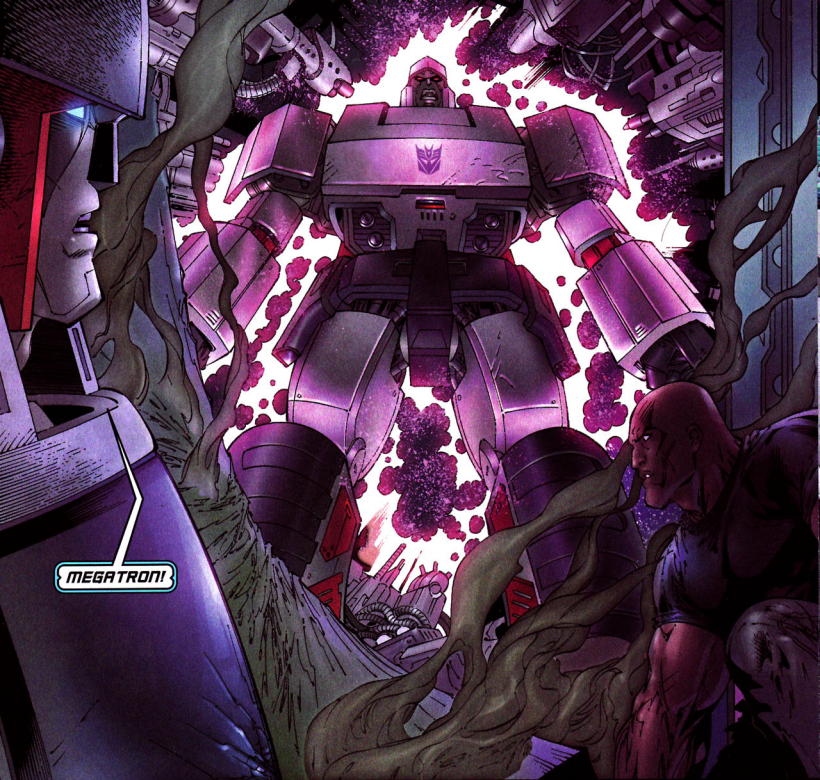
WELL.

AS YOU
HUMANS
SAY:

WORKS
FOR ME!

POOM

**BA-
WHAM**



MEGATRON!

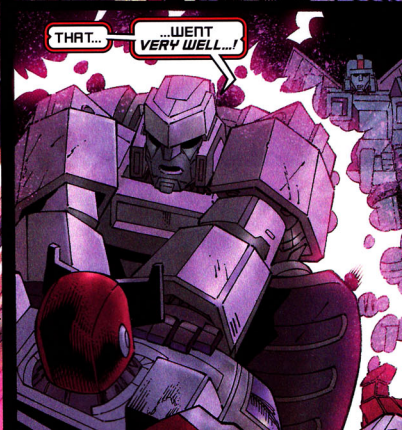
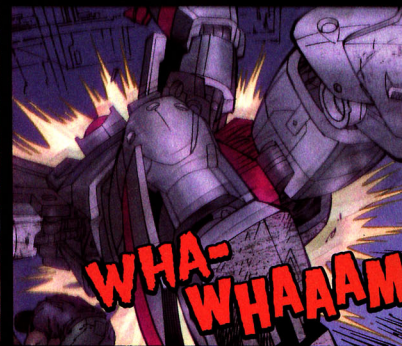
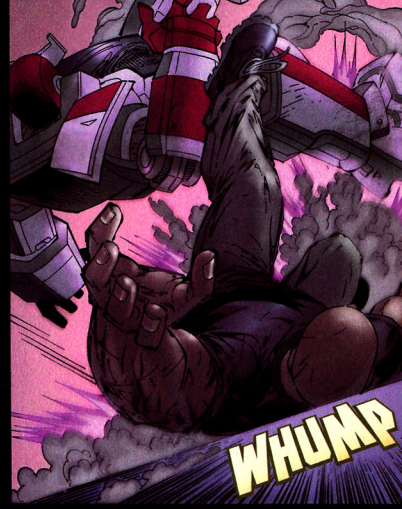


WUWHH...



OH CHRISTMAS!







FIFTH DOOR
I'VE KICKED
DOWN.


THIS ONE
BETTER
BE--

RAMJET!

PROWL--

WHAT ARE
YOU DOING
ON EARTH?

KWADAM




YOU KNOW...I'VE BEEN
ASKING MYSELF THE
SAME QUESTION...

...EVER SINCE
MEGATRON GAVE
ME THIS LOWLY
GUARD DUTY.



IT'S DIFFICULT
WHEN OUR LEADERS
DON'T RESPECT US.

ISN'T
IT?



THE *PSYCHO-
PRISM*. STAND
AWAY FROM
IT, RAMJET.

I WON'T
ASK YOU
TWICE.



...

ALL
RIGHT...



ZZZZZTTTTTTT

RAAHHHHH!

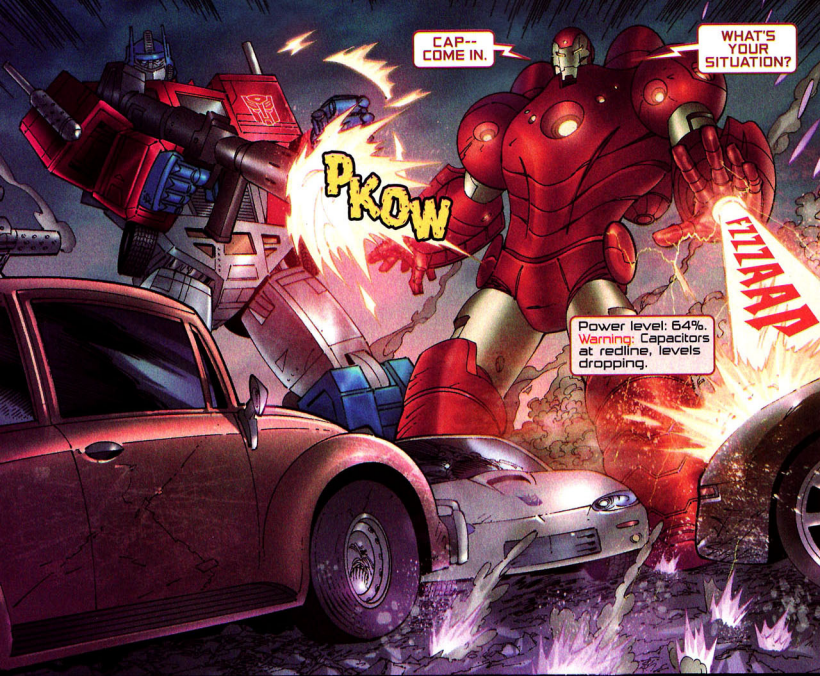


HAI

SUCKER.



MEET OUR NEW
PARTNER.



CAP--
COME IN.

WHAT'S
YOUR
SITUATION?

PKOW

ULTRA!

Power level: 64%.
Warning: Capacitors
at redline, levels
dropping.



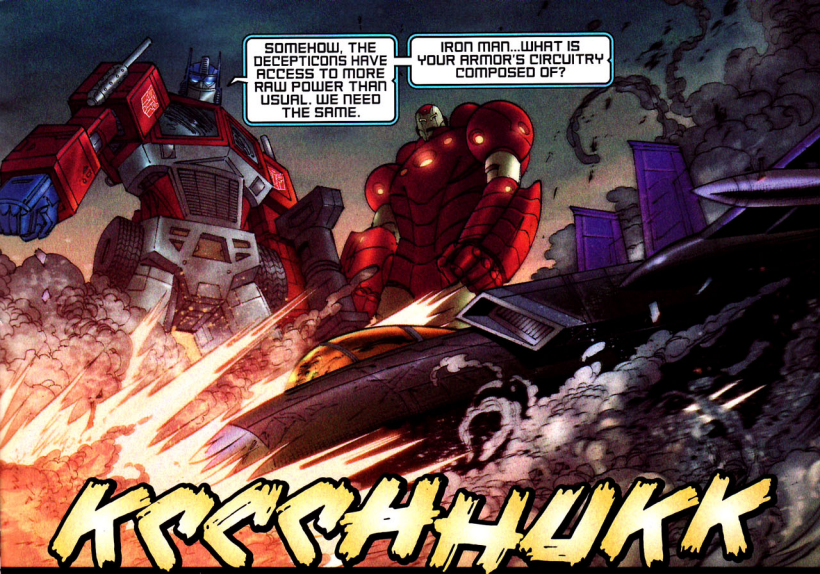
WE'RE A LITTLE
OUTGUNNED HERE,
IRON MAN.

ANY
CHANCE OF AN
ASSIST?



SURE.

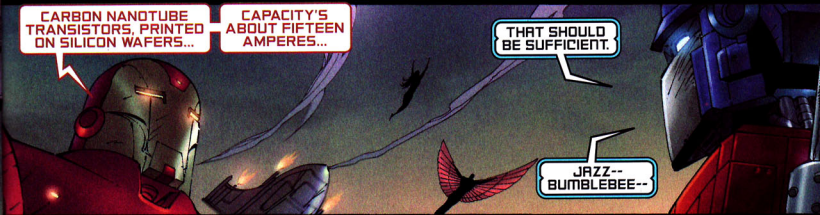
WHAK



SOMEHOW, THE DECEPTICONS HAVE ACCESS TO MORE RAW POWER THAN USUAL. WE NEED THE SAME.

IRON MAN...WHAT IS YOUR ARMOR'S CIRCUITRY COMPOSED OF?

KRASHHUKK



CARBON NANOTUBE TRANSISTORS, PRINTED ON SILICON WAFERS...

CAPACITY'S ABOUT FIFTEEN AMPERES...

THAT SHOULD BE SUFFICIENT.

JAZZ-- BUMBLEBEE--



--FALL BACK AND FORM ON ME!



I GET YOU. PREPARING FOR EXTERNAL POWER INPUT.

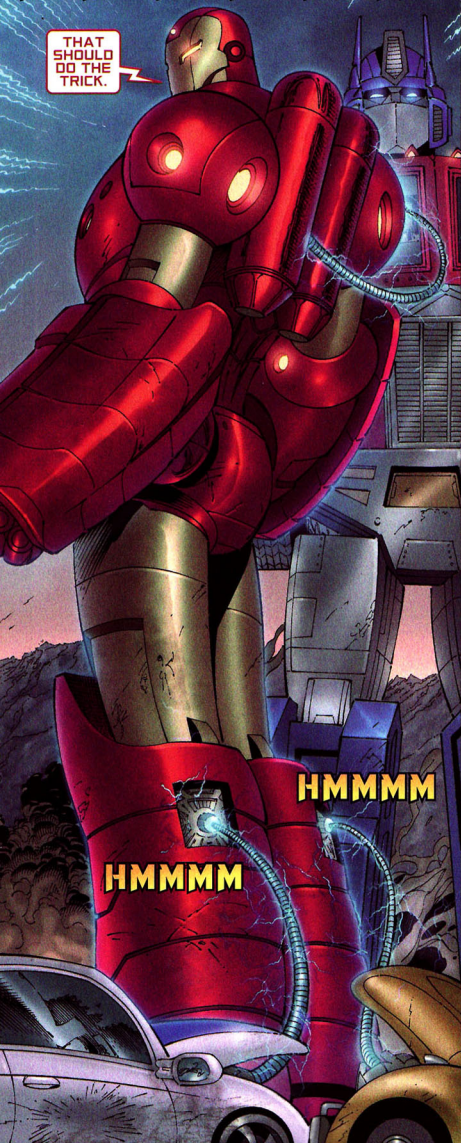
VVVVV

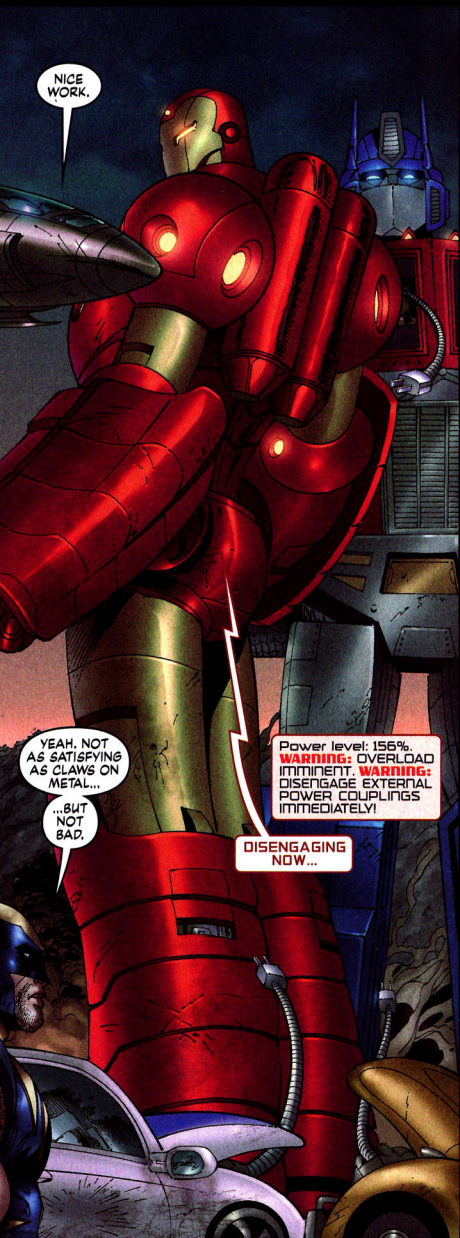
VVVVV

VVVVV

HMMMMM

THAT SHOULD DO THE TRICK.





--AND TO
DOOM.

DOOM.

I
KNEW HE
WAS IN ON
THIS!

DOCTOR DOOM HAS AGREED
TO AID US IN TAKING CONTROL
OF THIS WORLD--IN EXCHANGE
FOR DOMINION OVER ITS
REMAINS.

I KNOW YOU CAN HEAR ME,
OPTIMUS PRIME. OUR WAR
HAS RAGED BITTERLY FOR
EONS--BUT NOW IT IS OVER.

YOUR
TIME IS
PAST--

--OLD
SOLDIER.

SURRENDER
IMMEDIATELY--OR
YOUR PEOPLE DIE.

WE AWAIT
YOUR ANSWER.

SPKS

AVENGERS--YOU
MUST DESTROY THE
ARRAY. QUICKLY.

I WILL AID YOU
AS MUCH AS I
CAN IN MY
WEAKENED--

WHAT?!

OUR
TEAMMATES
ARE STILL IN
THERE!

AND
SO ARE
YOURS!

A FEW
HUMANS ARE
EXPENDABLE--

SHE'S
RIGHT. IF
WE DON'T
STOP THEM,
YOU DON'T
KNOW WHAT
THEY'LL DO
TO EARTH.

I'VE
SEEN
IT!

HOW HIGH UP
IN SPACE YOU
GOT TO FLY,
LADY--

--BEFORE
YOU CAN'T SEE
THE PEOPLE
ANYMORE?

OUR PRIORITY
IS STOPPING THE
SYMKARIAN WAR--

ALL I KNOW IS--
I AIN'T LEAVIN' SPIDEY
AND CAGE TO DIE.

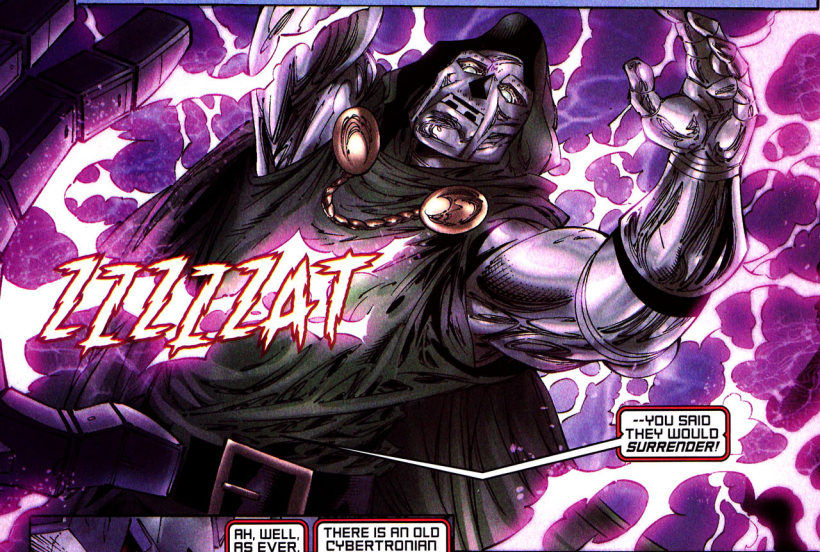
HUMANS--
PLEASE.

LISTEN
TO ME...



THEY ARE
ATTACKING
AGAIN.

USELESS
HUMAN--



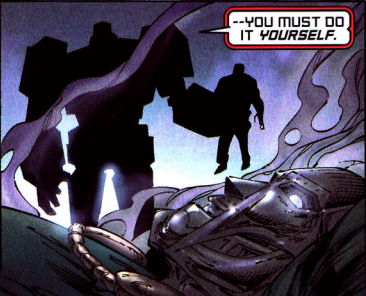
ZZZZZAT

--YOU SAID
THEY WOULD
SURRENDER!

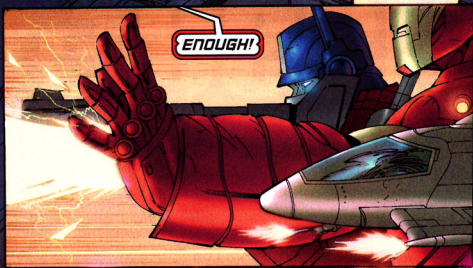


AH, WELL,
AS EVER,
HUMANS
PROVE
WEAK
PLAY-
THINGS.

THERE IS AN OLD
CYBERTRONIAN
PROVERB: IF YOU
TRULY WISH
ORGANIC BEINGS
TO BE BATTERED
INTO A THIN
PASTE--



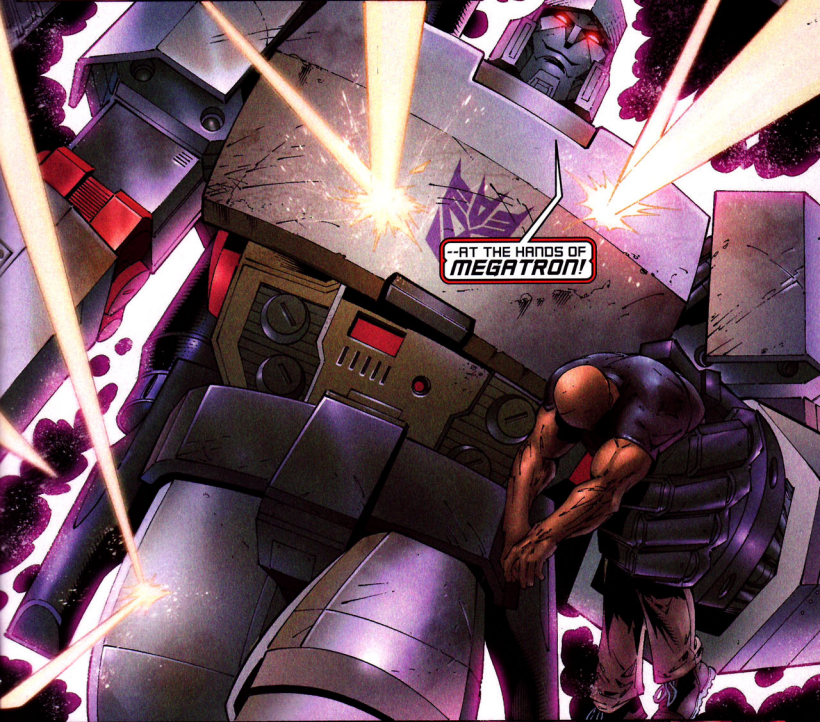
--YOU MUST DO
IT *YOURSELF*.



ENOUGH!

NO MORE STRATEGIES. NO MORE DECEPTIONS.

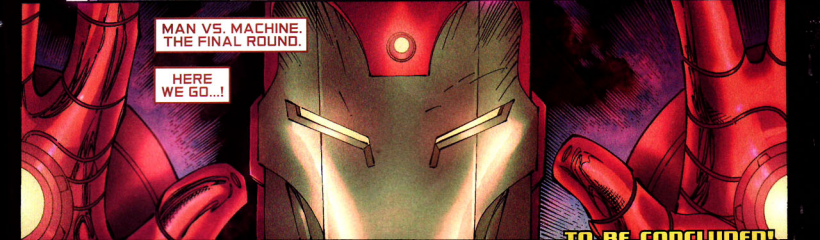
NOW THIS PLANET'S FATE WILL BE DECIDED, AND YOU WILL ALL FALL--



--AT THE HANDS OF MEGATRON!

MAN VS. MACHINE. THE FINAL ROUND.

HERE WE GO...!



TO BE CONCLUDED!

NEXT ISSUE:



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