

WHILE ATTENDING A RADIOLOGY DEMONSTRATION, HIGH SCHOOL STUDENT PETER PARKER WAS BITTEN BY A RADIOACTIVE SPIDER AND GAINED THE SPIDER'S POWERS! NOW HE IS TRAINING WITH THE SUPERSPY ORGANIZATION CALLED S.H.I.E.L.D. TO BECOME THE...



S.H.I.E.L.D. is under attack! Doctor Octopus tricked Spider-Man into arresting him and bringing him aboard the Tricarrier where he took control of Swarm's nanobots and turned the Tricarrier into a Hydra-mobile for his new bestie, Arnim Zola. Together, they destroyed S.H.I.E.L.D. headquarters with Spider-Man's friends inside, and dropped ol' web-head into the Hudson Bay where he was rescued by a NEW spider hero...

## "HYDRA ATTACKS - PART 2"

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~~S.H.I.E.L.D.~~ HYDRA

TRICARRIER.

CURRENTLY FLYING  
OVER NEW YORK CITY.

ATTENTION  
FORMER  
PRISONERS OF  
S.H.I.E.L.D....

THE BRIG.

...YOU  
ARE NOW  
FREE TO  
GO.

IS...IS  
THIS SOME  
KIND OF  
TRICK?

NO,  
BOOMERANG,  
IT IS A  
CHALLENGE.

IT  
SEEMS THAT  
SPIDER-MAN HAS  
SOMEHOW ESCAPED  
DESTRUCTION  
YET AGAIN--

--THE  
FIRST OF YOU  
TO DEFEAT HIM  
ONCE AND FOR ALL  
WILL EARN A PLACE ON  
MY NEW TEAM--THE  
NEWLY RE-FORMED  
**SINISTER  
SIX.**

WHAT  
DO YOU  
SAY?

HEH,  
KRAVEN  
THE HUNTER  
ACCEPTS YOUR  
CHALLENGE,  
OCTAVIUS.

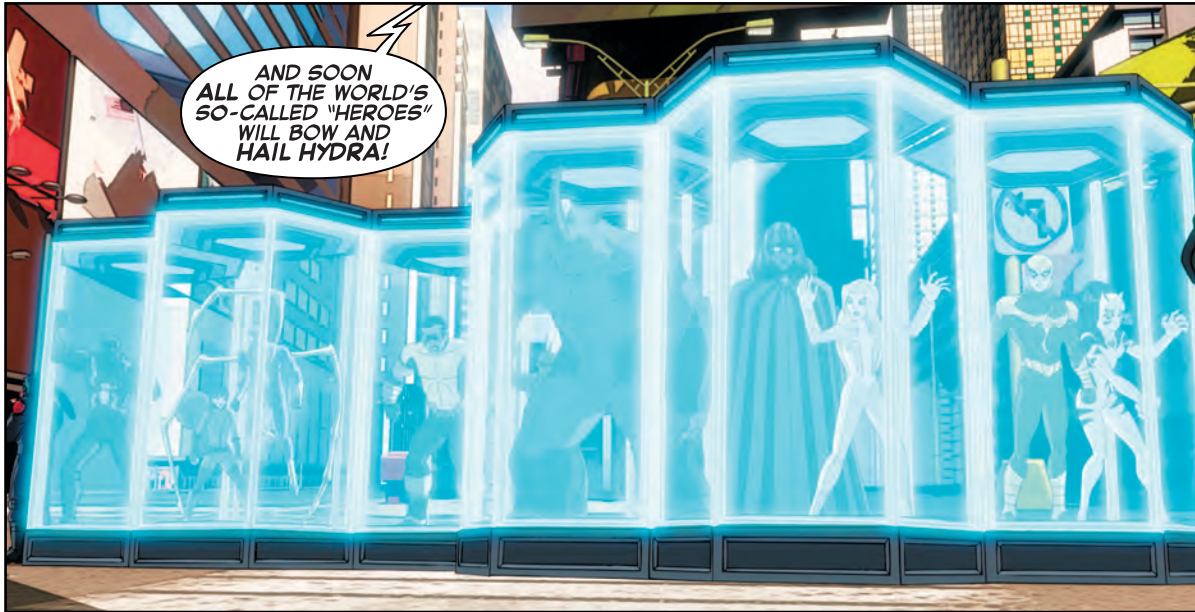


**MEANWHILE...**

NEW YORK CITY--  
I, ARNIM ZOLA, ASSURE  
YOU THAT HYDRA'S NEW WORLD  
ORDER WILL KEEP YOU SAFE FROM  
THE HARM THAT UNCHECKED  
FREEDOM CAN INFLICT!

TO  
DEMONSTRATE OUR  
POWER, I WILL MAKE AN  
EXAMPLE OF NICK FURY'S PET  
PROJECTS--THE TRAINEES  
OF THE S.H.I.E.L.D.  
ACADEMY!

**NO!**

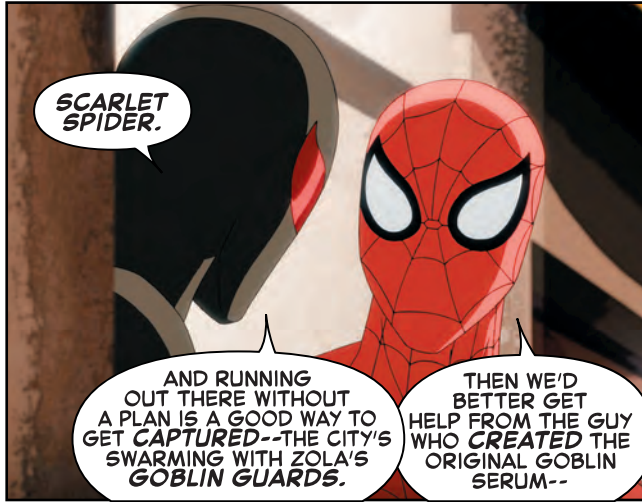


AND SOON  
ALL OF THE WORLD'S  
SO-CALLED "HEROES"  
WILL BOW AND  
HAIL HYDRA!



FRIENDS OF  
YOURS?

WE HAVE  
TO GET OUT  
THERE AND HELP  
THEM, ERR--WHAT  
DID YOU SAY YOUR  
NAME WAS  
AGAIN?



**SCARLET  
SPIDER.**

AND RUNNING  
OUT THERE WITHOUT  
A PLAN IS A GOOD WAY TO  
GET CAPTURED--THE CITY'S  
SWARMING WITH ZOLA'S  
GOBLIN GUARDS.

THEN WE'D  
BETTER GET  
HELP FROM THE GUY  
WHO CREATED THE  
ORIGINAL GOBLIN  
SERUM--

"--NORMAN OSBORN AT OSCORP!"

THANK YOU FOR SEEING US ON SUCH SHORT NOTICE, NORMAN.

WHAT DO YOU WANT FROM ME, OCTAVIUS? I'M SURE WE CAN COME TO AN AGREEMENT--

I WANT **NOTHING** FROM YOU. I CAME TO MAKE A DEAL WITH THE **GOBLIN**--

--TO HELP ME DESTROY SPIDER-MAN!

G-GOBLIN? BUT I'M NO LONGER THE GOBLIN--NEVER WILL BE. I'VE **VACCINATED** MYSELF AGAINST THE GOBLIN SERUM SO I COULD NEVER TURN INTO THAT **MONSTER** AGAIN!

