HE-MAN™ AND THE POWER SWORD

MASTERS OF THE UNIVERSE

FREE ILLUSTRATED BOOK WITH PURCHASE

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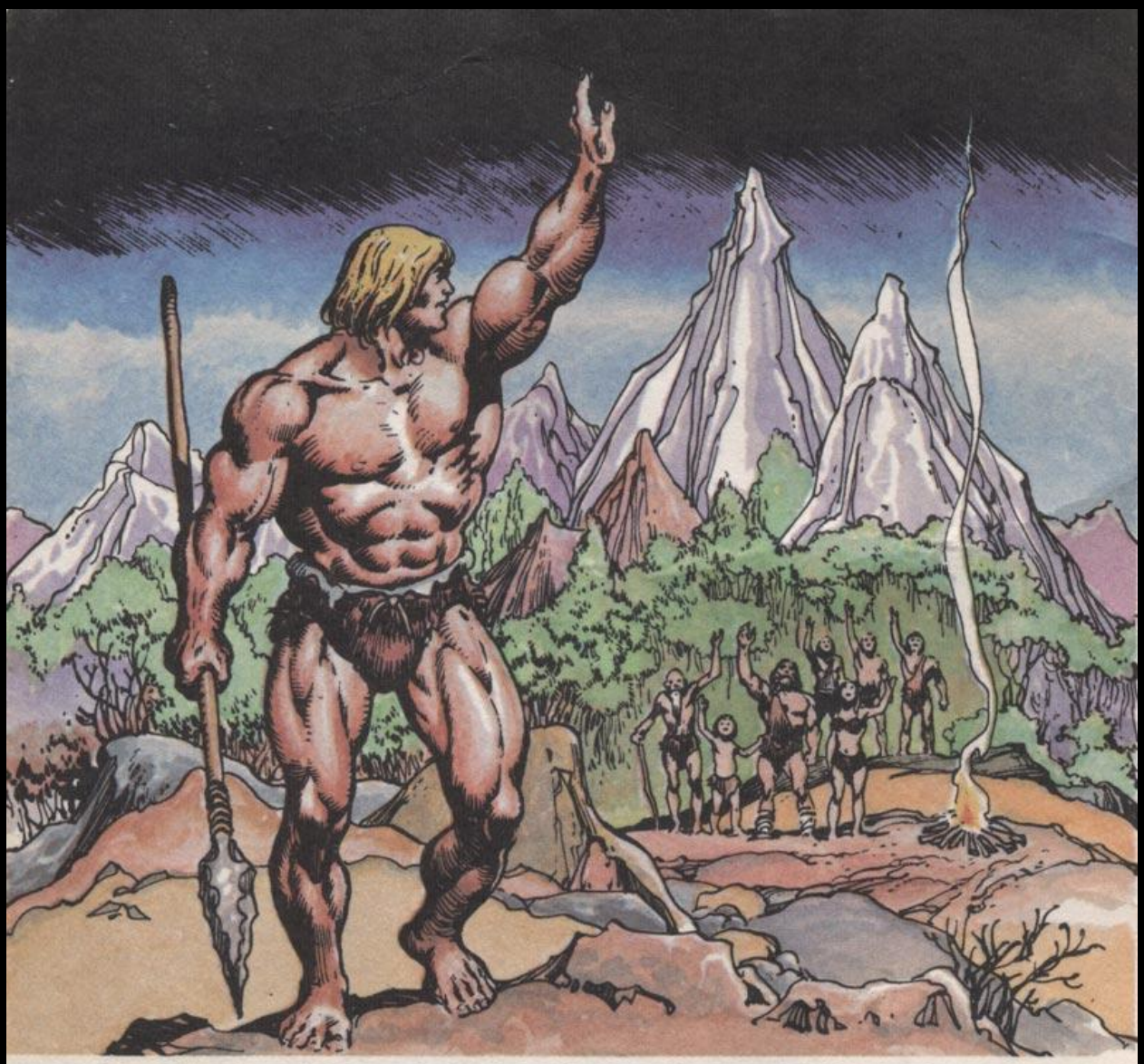


A mighty figure stood at the edge of the jungle that had, until this day, always been his home. *He-Man*, the tribe's greatest warrior, waved his farewell. He might have preferred to stay, but he had a noble mission to accomplish.

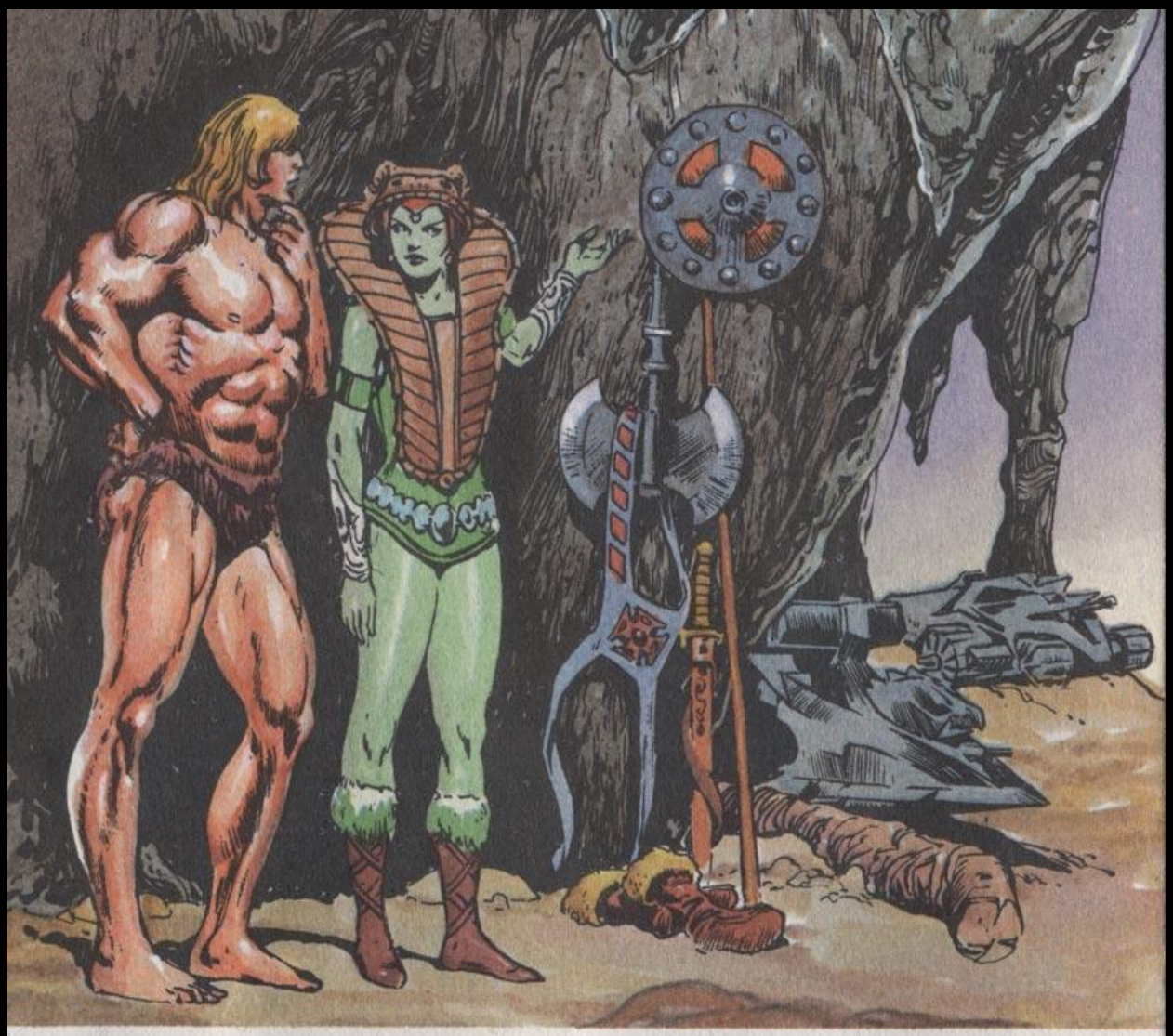
"Evil forces exist on our planet Eternia," *He-Man* told his people. "They seek to control the legendary *Castle Grayskull*, a place of wonders. If we are to know a lasting peace, I must go out and battle those forces. Farewell."

The outside world had long been a mystery to *He-Man's* tribe, although they had heard the fantastic tales about the mysterious *Castle Grayskull*. *He-Man* was the first of his people to trudge these craggy cliffs and quake-torn valleys. His homeland was already in the distant mists when he heard the cry for help.

Gazing into the valley, *He-Man* saw that his courage and jungle-bred strength were already needed!

In a blur of bronze movement, *He-Man* leaped from the cliffside and onto his shaggy foe. His powerful fingers dug deeply into the monster's hide. But *He-Man* was not fighting this creature alone.

He-Man glimpsed the woman as she gestured magically and attacked the creature with mystical bolts of force. "She is a sorceress!" he thought. But her magic hardly fazed the animal. The same could not be said of *He-Man's* might.



Defeated, the animal fled, while the Sorceress regained her breath. "Your strength... your courage," she said, "mark you as the legendary hero who is to inherit the treasures I have guarded all these years. They were made centuries before the Great Wars by Eternia's scientists."

Inside the ancient ruins, the Sorceress gave *He-Man* the guarded costumes and weapons. "They will add to your strength. Use them wisely — especially in defense of *Castle Grayskull*."

Riding in the strange vehicle, which was a combination battering ram, catapult, and space-warp device — *He-Man* set off again on his mission. A particular valley, still miles away from the castle, struck his fancy. This valley would serve as his new home and headquarters.

Wearing the costume that gave him superhuman strength, *He-Man* went to work carving out his new home — using no tools other than the power in his fists.

But even as *He-Man* constructed his dwelling, evil eyes were gazing upon *Tee-La*, the warrior-goddess, as she watered her unicorn charger.

"There is none in all of Eternia as beautiful as she," grunted the ape-like *Beastman*. "I'm really starting to believe that she *is* a goddess!"

"Soon she will be more than that," whispered his master, *Skeletor*. "Soon she will be my bride!"

But it was no simple matter to capture the warrior-goddess. She fought like a demon, her body possessing the spirits of many ancestral champions. Only *Skeletor's* energy-blade, after freezing her courageous steed, at long last shocked her unconscious.

"Carry her to *Castle Grayskull*," *Skeletor* commanded his underling, *Beastman*. "But be careful! I do not like having my bride-to-be damaged!"

By nightfall, *Skeletor* and *Beastman* had brought their sleeping captive to *Castle Grayskull*, a fortress so ancient that no one knew its origin. An eerie voice — that of the castle's all-present Spirit — warned them: "Go back! The secrets and treasures of *Grayskull* are for no one to possess! Go away..."

Another warrior secretly watched, as *Skeletor* defied the warning...and forced open the castle's Jaw-Bridge.

Entering the grim castle, *Skeletor* and his accomplice failed to notice the other warrior departing through the shadows in his heavily armed chariot.

"I defy you, Spirit of the Castle!" shouted *Skeletor.* "Your many secrets shall be mine! I hold half of the mystic *Power Sword!* I shall soon possess the other half which is hidden within your walls. Then I will have full power! And none of your deadly traps will stop me!"

"When I join *both* halves of the Power Sword together," exclaimed *Skeletor*, "the magic fires, created by ancient scientists and sorcerers, will blaze again!" And he thought back...

"Once I lived in another dimension, populated with others of my kind. But when the Great Wars opened a 'hole' in the dimensional wall, I was thrown into *this* world. With the complete Power Sword, I shall reopen that hole and bring my people here to conquer this dimensional world!"

After strapping the unconscious warrior-goddess to a stone slab, *Beastman* searched, with animal-like cunning, through the castle. At last, he found an ancient scroll upon which had been drawn a map. The map, which seemed to have been drawn in blood, had many strange symbols which only *Skeletor* could understand.

"They show the way to a fiery sword!" he shouted. Following the map, *Skeletor* led the way to a secret passage.

He-Man was finishing his dwelling when he saw the approaching chariot. "And what brings the famous *Man At Arms* to my humble house?" he asked sarcastically.

Man At Arms, whose people were masters of all weapons, described what he had seen. "If *Skeletor* controls the castle, he might use its secrets to conquer Eternia," he said coldly. "And I shudder to think what fate he has planned for the warrior-goddess."

"If we fight side-by-side," offered *Man At Arms*, "we can more easily defeat *Skeletor* and his henchman."

"You would be a worthy partner," said *He-Man*. "But if the threat is as great as you say, I have no time to waste getting to *Castle Grayskull* by *wheels*."

And, before *Man At Arms* could say another word, *He-Man* activated the Battle Ram's space-warp device. Moments later, *He-Man* was vanishing... to reappear somewhere else.

At the castle, meanwhile, *Skeletor* and *Beastman* had reached the end of the secret passageway and had found a rusty metal door. But as they touched the door, the Spirit of the Castle cursed them and unleashed its ghostly demons.

Beastman's claws and fangs only went through the spectres, but *Skeletor's* lightning-blade quickly blasted them to nothingness. "Again I defeat you, Spirit of the Castle!" rasped *Skeletor.* "Now, to seize your greatest treasure!"

Yet, not even the brute strength of *Beastman* could break open the door.

"Stand back, you ape!" ordered *Skeletor*, as he proceeded to cut through the ancient door with his lightning-blade as if it were melting butter. And even as the door gave way, a commotion could be heard from outside. "See what it is," commanded *Skeletor*.

And *Beastman* loped obediently down the dark corridor.

Outside the castle, *He-Man* was using his vehicle like a battering-ram to try to gain entry.

"*He-Man*!" snarled *Beastman*, as he reached the castle's laser-cannon and fired a deadly bolt toward his foe. But *He-Man's* forcefield garment easily repelled the blast.

"Is that the *best* you can do, you brainless gorilla?" *He-Man* taunted. "If so, I have nothing to worry about!"

Perhaps *He-Man* did not have to worry about the laser-cannon penetrating his forcefield. But he did not figure on *Beastman* choosing a new target... the vehicle which was not protected by that barrier of force!

As *He-Man* rolled out of the overturning vehicle, his costume's forcefield was accidentally switched off.

"Now to finish you off!" growled *Beastman*, aiming the laser-cannon at his seemingly helpless victim.

Inside the tunnel, *Skeletor* saw the shiny object. Its broken blade seemed to beckon to him. He grasped it in his scaly hands, then eagerly placed the two halves of the ancient object together. He could feel the unbelievable energies of the sword as the blade burst into green fire!

"The restored Power Sword!" he exclaimed. "With this, I am invincible! There is nothing I cannot do! Nothing!"

Weapon in hand, he turned thirstly for battle.

Before *Beastman* could make good his threat, his attack was interrupted by the timely appearance of *Man At Arms*. Firing his flame-throwing weapon, *Man At Arms* said, "I'll keep him occupied, *He-Man*!"

Turning to the castle, *He-Man* pulled with all his mighty strength, taxing his natural power to the limit. Finally, he pulled down the creaking Jaw-Bridge. Flexing his muscles, he said, "Now to help *Tee-La* and stop the evil *Skeletor*!"

Throwing off his damaged forcefield costume, *He-Man* hurried down the castle elevator, finding *Skeletor* waiting for him. With a simple wave of the Power Sword, *Skeletor* brought to life many objects inside the castle and commanded them to attack his foe. Without his forcefield to protect him, *He-Man* fought off the barrage of objects as best he could. But the objects, energized by the Power Sword, continued coming.

"This is only the beginning," boasted *Skeletor.*

But *Skeletor's* moment of triumph was abruptly ended as a beautiful figure appeared before him, glowing green like the energies of the Power Sword.

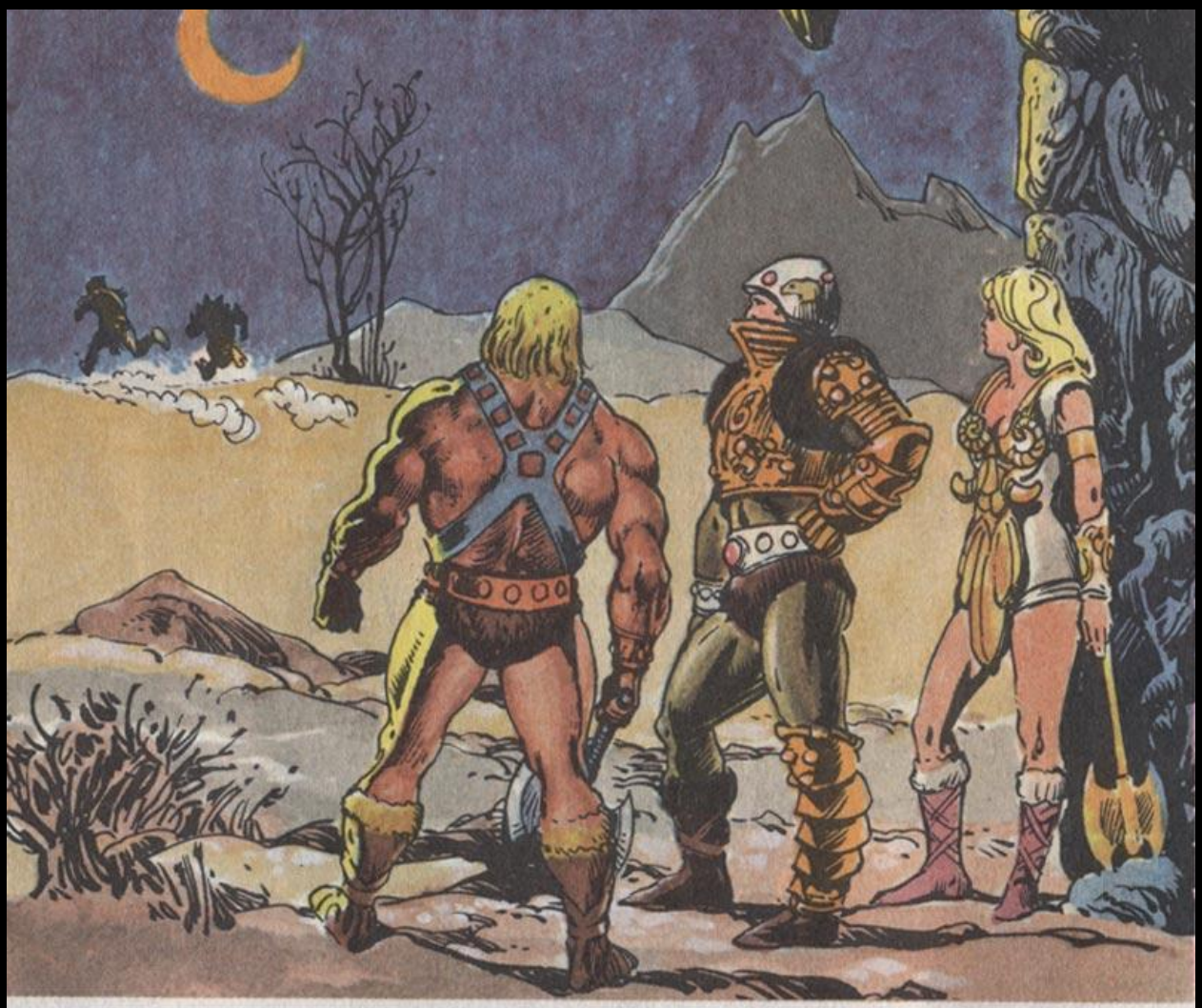
"You have abused the Power Sword," the Sorceress said. And with magical gestures, she removed the Power Sword from *Skeletor's* hand, splitting it again into halves.

Immediately the objects attacking *He-Man* dropped lifelessly to the floor. A moment later, the Sorceress vanished.

Having lost his most powerful weapon, *Skeletor* fled to the roof of the castle, where *Beastman* and *Man At Arms* were already engaged in mortal combat.

He-Man saw an awakened *Tee-La* tear herself free of her bonds. Then both warriors rushed up the castle's elevator. Soon they were hotly engaged in the rooftop battle.

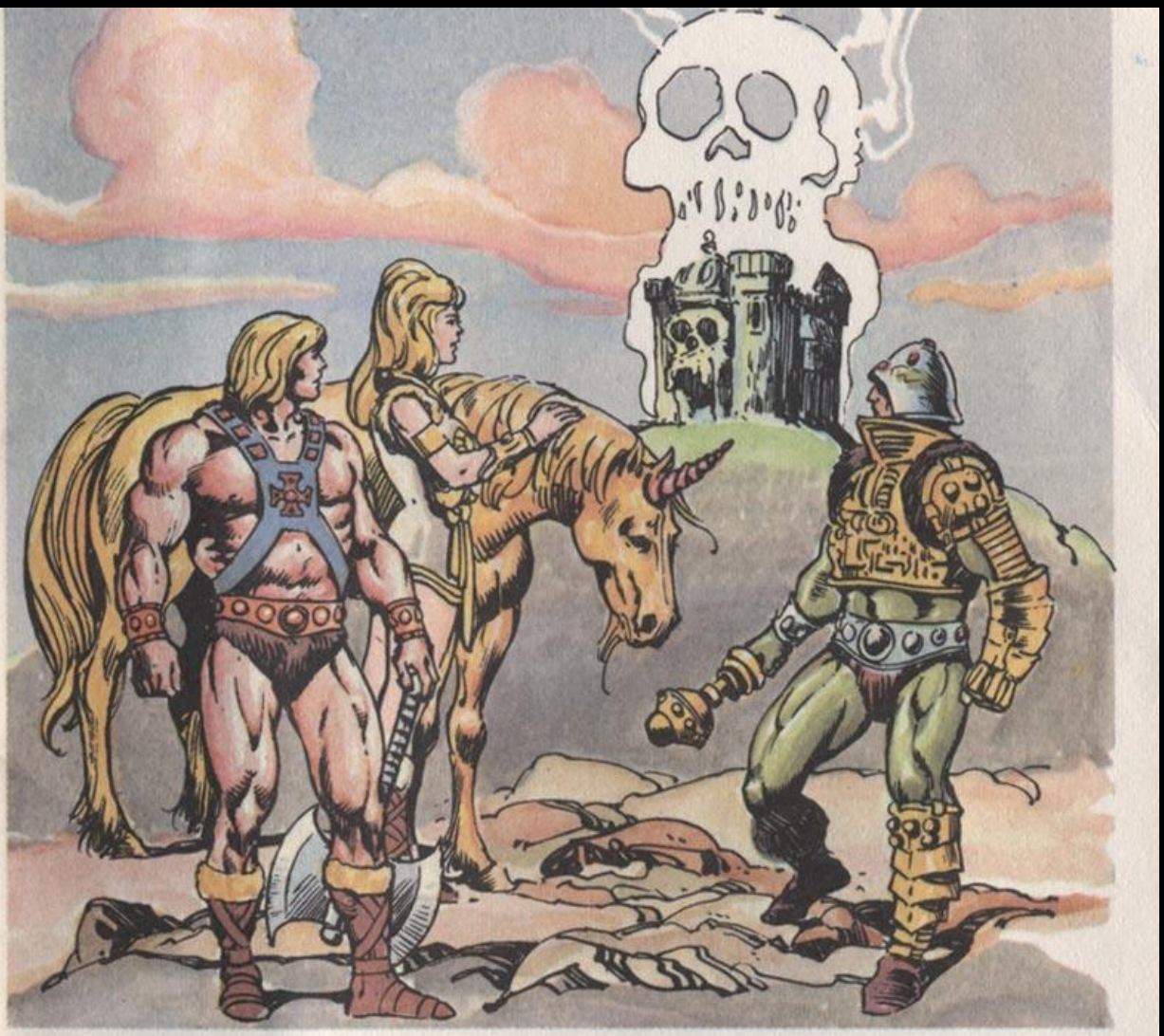
Hopelessly outnumbered, *Skeletor* and *Beastman* both pleaded. "Mercy!" With that plea, the battle ended.



Together, *He-Man*, *Man At Arms* and *Tee-La* watched their defeated foes flee toward the horizon. Then, seeing an apparition below, they climbed down from the roof of the castle.

"From now on," said the Sorceress, "only the halves of the Power Sword, inserted into this enchanted lock, will open the castle's Jaw-Bridge. And, to keep this castle from again falling into evil hands, I shall hide both halves in secret places."

Saying that, she vanished again in a green cloud.



"You truly are the *'Masters of the Universe'* who are destined to protect my secrets from evil forces," said the Spirit of the Castle. "You should have at least some small reward." That reward came in the form of a snow-white unicorn that galloped over the hill, returning to his mistress.

"Do you think that is the last of those two or the Power Sword?" asked *Man At Arms.*

"I doubt it," answered *He-Man.* But as he looked toward the rising sun, it seemed to be a good omen for Eternia and the *'Masters of the Universe.'*

KING OF CASTLE GRAYSKULL™

MASTERS OF THE UNIVERSE

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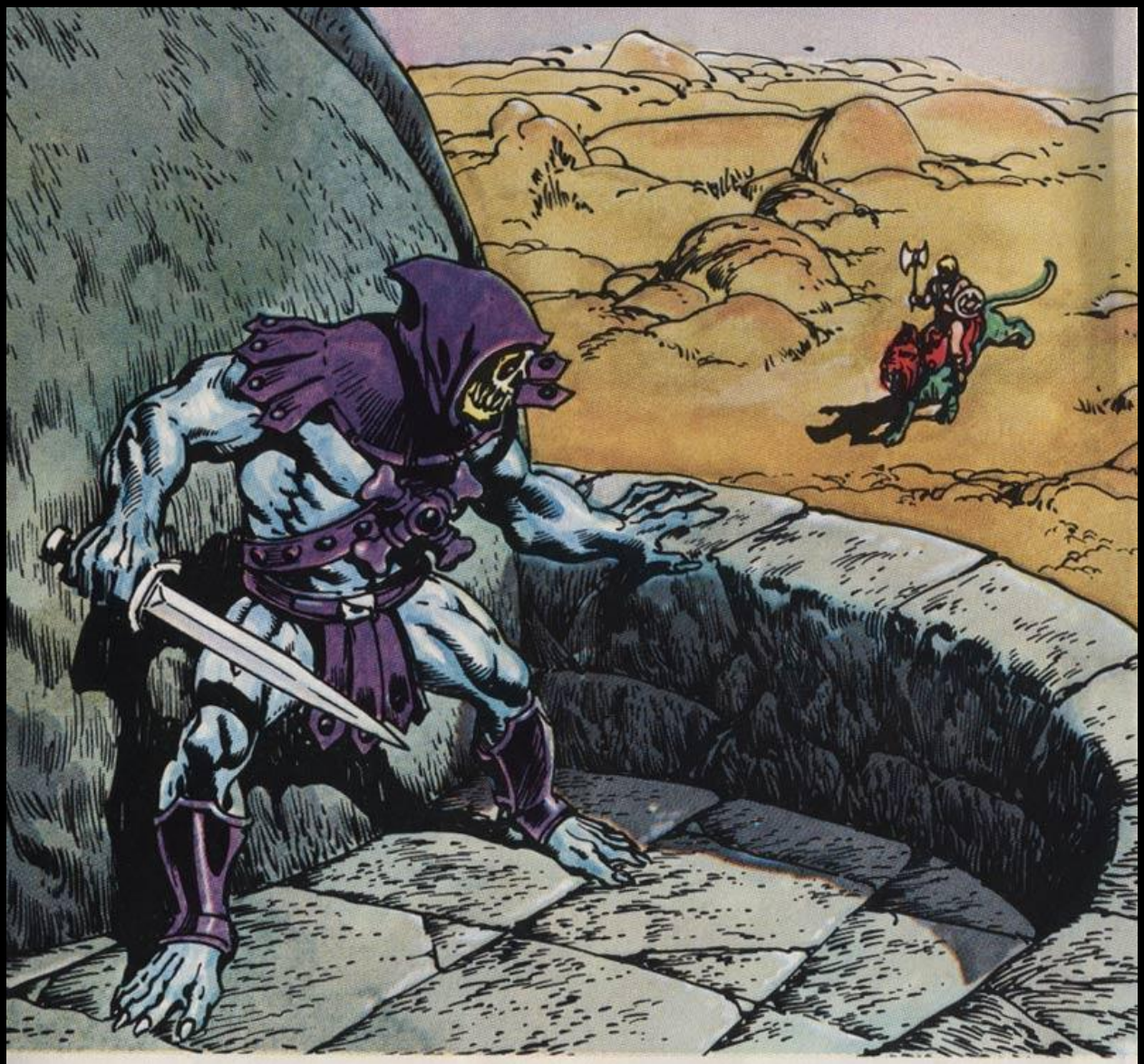
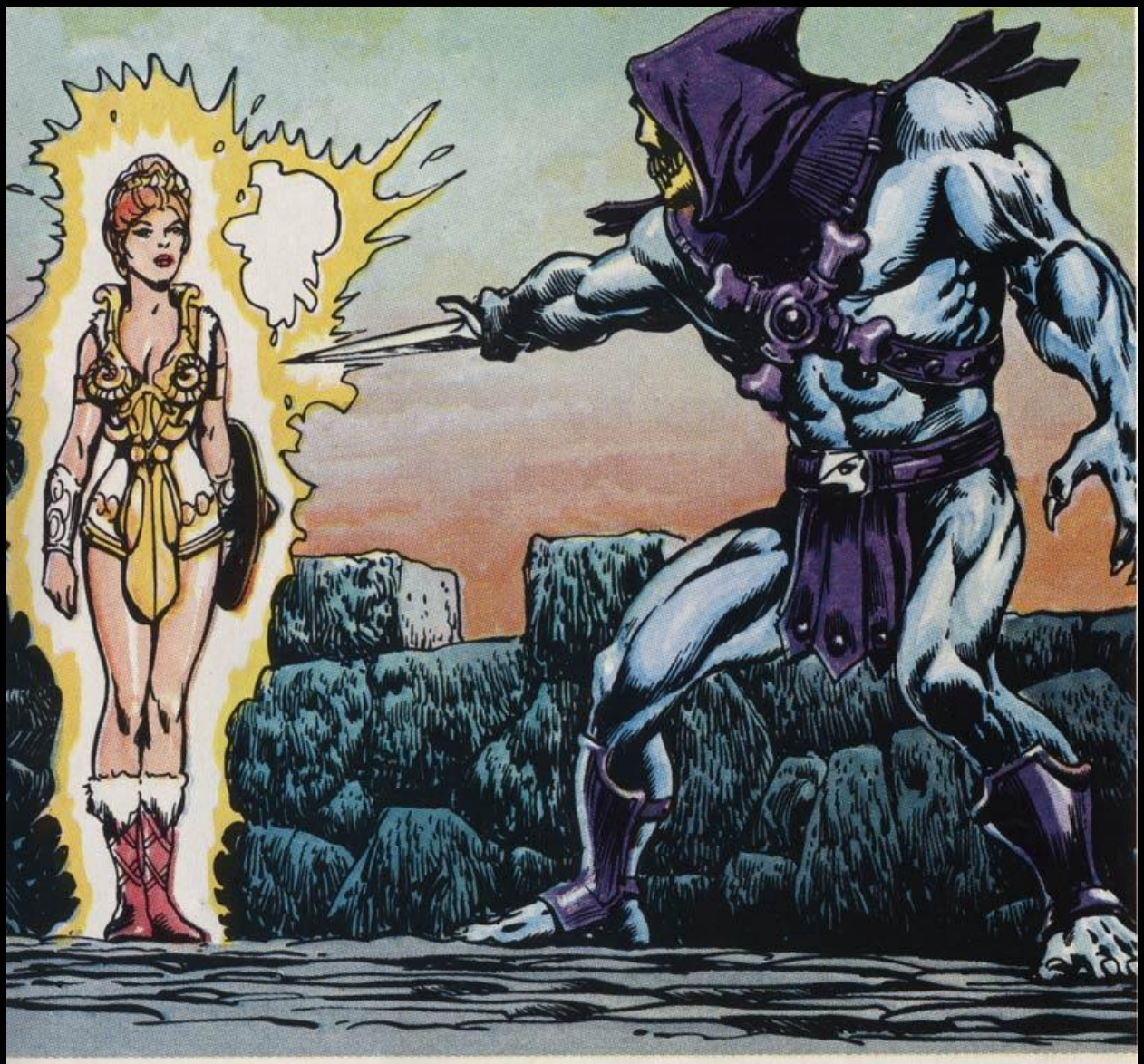


On his way home from battle, *He-Man*, the greatest of the *Masters of the Universe,* halted *Battle Cat* near the mysterious fortress, *Castle Grayskull.*

"The castle was built by unknown hands before the Great Wars," he said to *Battle Cat.* "It is said that whoever controls the castle controls the universe."

Riding away from the castle, *He-Man* was unaware of a skull-faced figure watching from a parapet.



Skeletor, Lord of Destruction and the most cunning, fiendish villain on the planet Eternia, wielded his energy-blade. Mystical forces, created in another dimension, shot from the blade to form a magic lens.

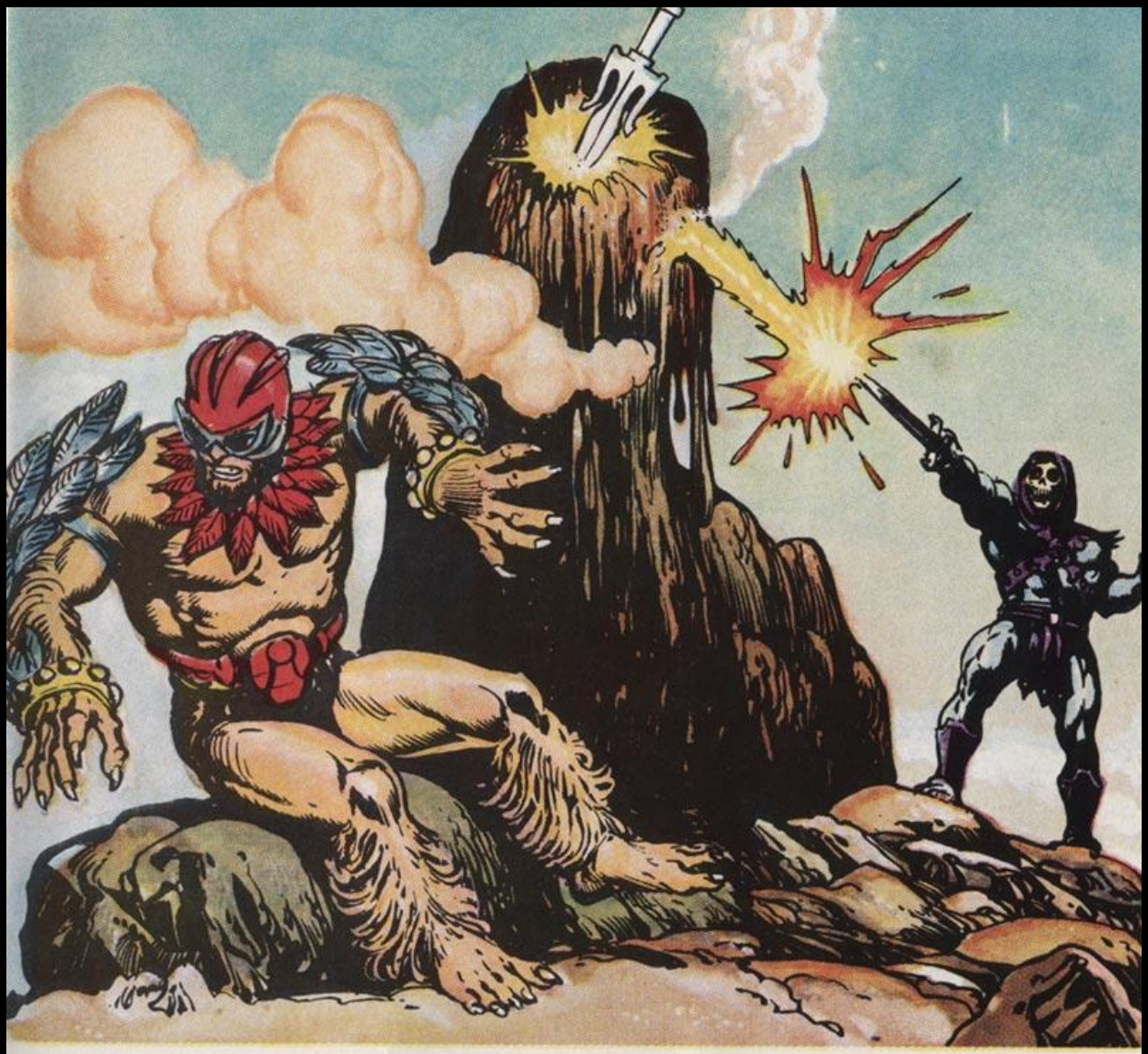
"Now," said *Skeletor* to himself. "Let us see what wonders are happening within *Castle Grayskull.*"

An image of beauty slowly appeared in the lens.

"Ah — it is the warrior-goddess," smiled *Skeletor.*

Teela listened as the *Spirit of the Castle* spoke. "Legend tells of a warrior who will find the split halves of the Power Sword. One half is hidden at Eternia's highest point. The other is beneath its hardest rock. With both halves, he can enter the castle and claim the throne and the secrets of the universe. You are to be the guardian here!"

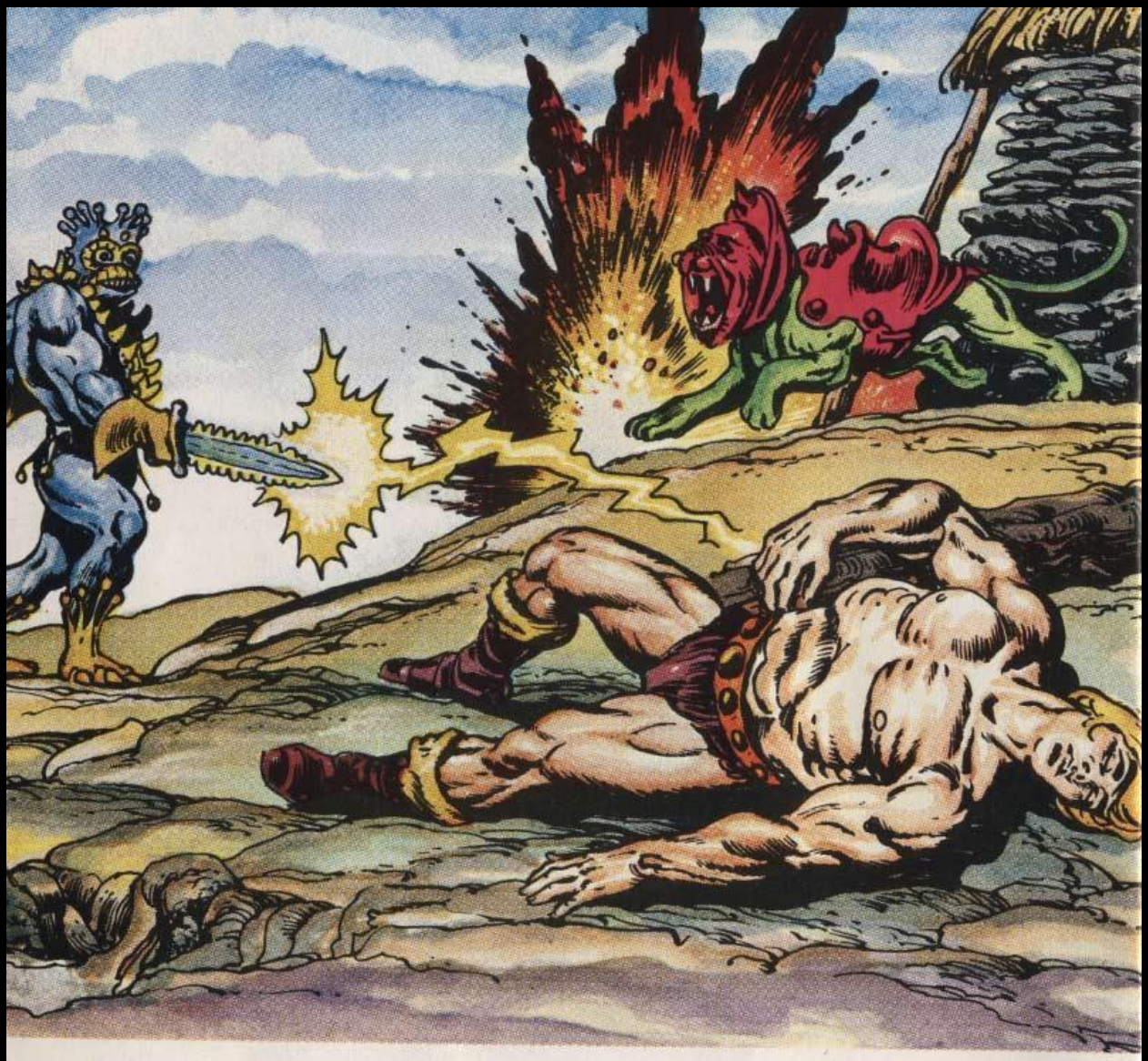
"Thank you," *Teela* replied. "This is an honor!"



Skeletor then swore that *he* would become King of *Castle Grayskull* by making the legend come true. But first, he needed the halves of the Power Sword.

"Eternia's highest point is the mountain-top realm of my winged-enemy, *Stratos*," he said.

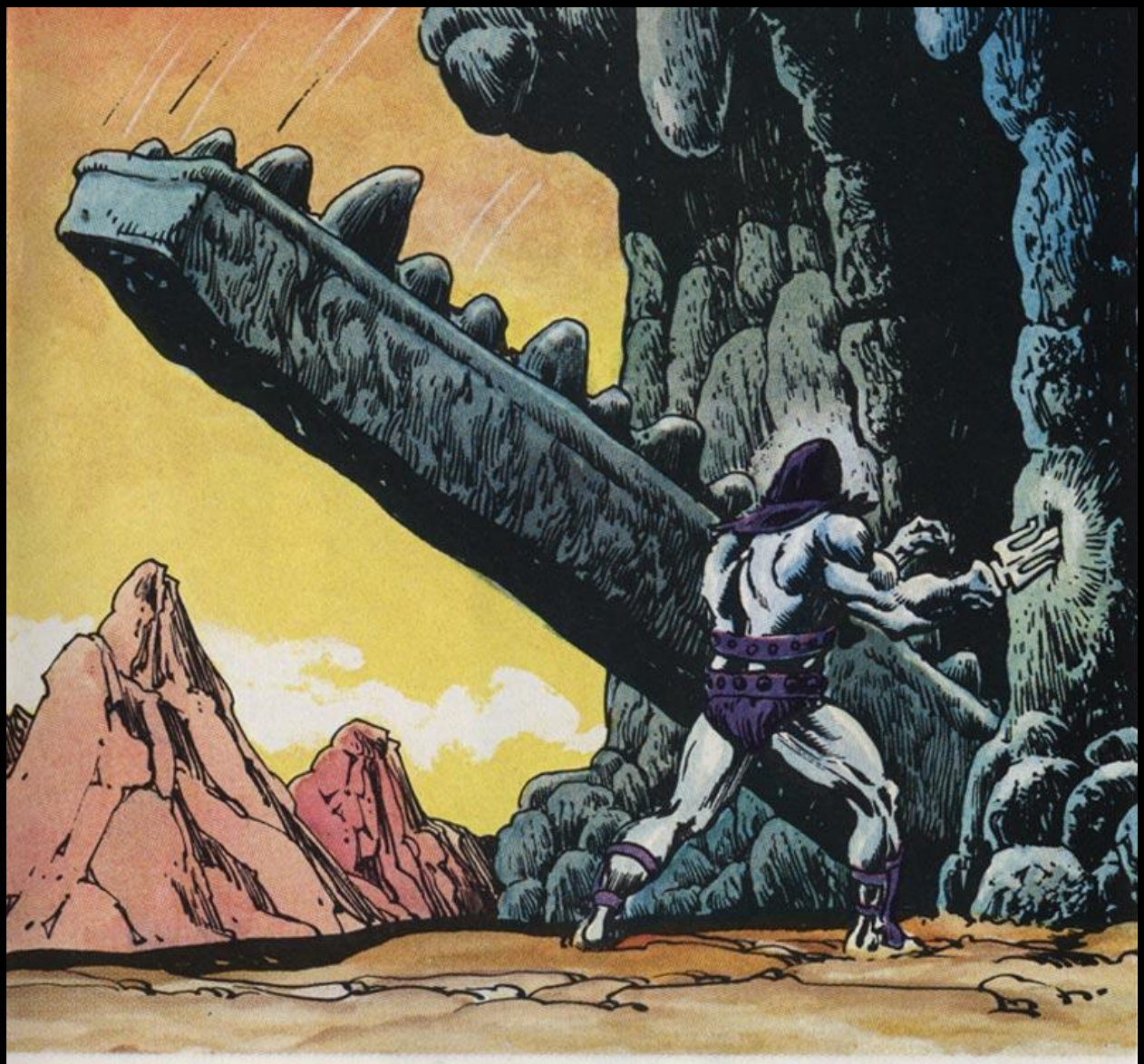
Finding the peak, *Skeletor* saw the sword, half-buried in a rock. Using the hottest blast of his energy-blade, he freed the half-weapon from its bed.



"The second clue can refer only to the hard rock upon which *He-Man* built his home," grinned *Skeletor.*

With obedient *Mer-Man* to aid him, *Skeletor* went to *He-Man's* home. Before *He-Man* could grab one of his super-power outfits, *Mer-Man* attacked! Not even *Battle Cat* could protect his master.

As *He-Man* fell, *Skeletor's* energy-blade revealed the other half of the coveted Power Sword.



Skeletor left *Mer-Man* to finish off the fallen foe, then he set out on foot for *Castle Grayskull.* He paused only to disguise his skully face with grayish clay. When he reached the castle, he looked up at its gray-skulled facade, and he boldly thrust both halves of the Power Sword into the stone lock.

A grating, creaking sound came from the castle. The Jaw-Bridge opened to swallow its new king.

Teela trustingly waited, and the disguised *Skeletor* walked through the castle and rode to the upper level on the elevator. She saw that his face was much like that of the castle's own facade.

"You *must* be the king!" exclaimed *Teela.* "But I did not expect you to arrive so soon!"

"Don't waste a king's time with chatter, woman," he bellowed. "Just show me to my majestic throne."

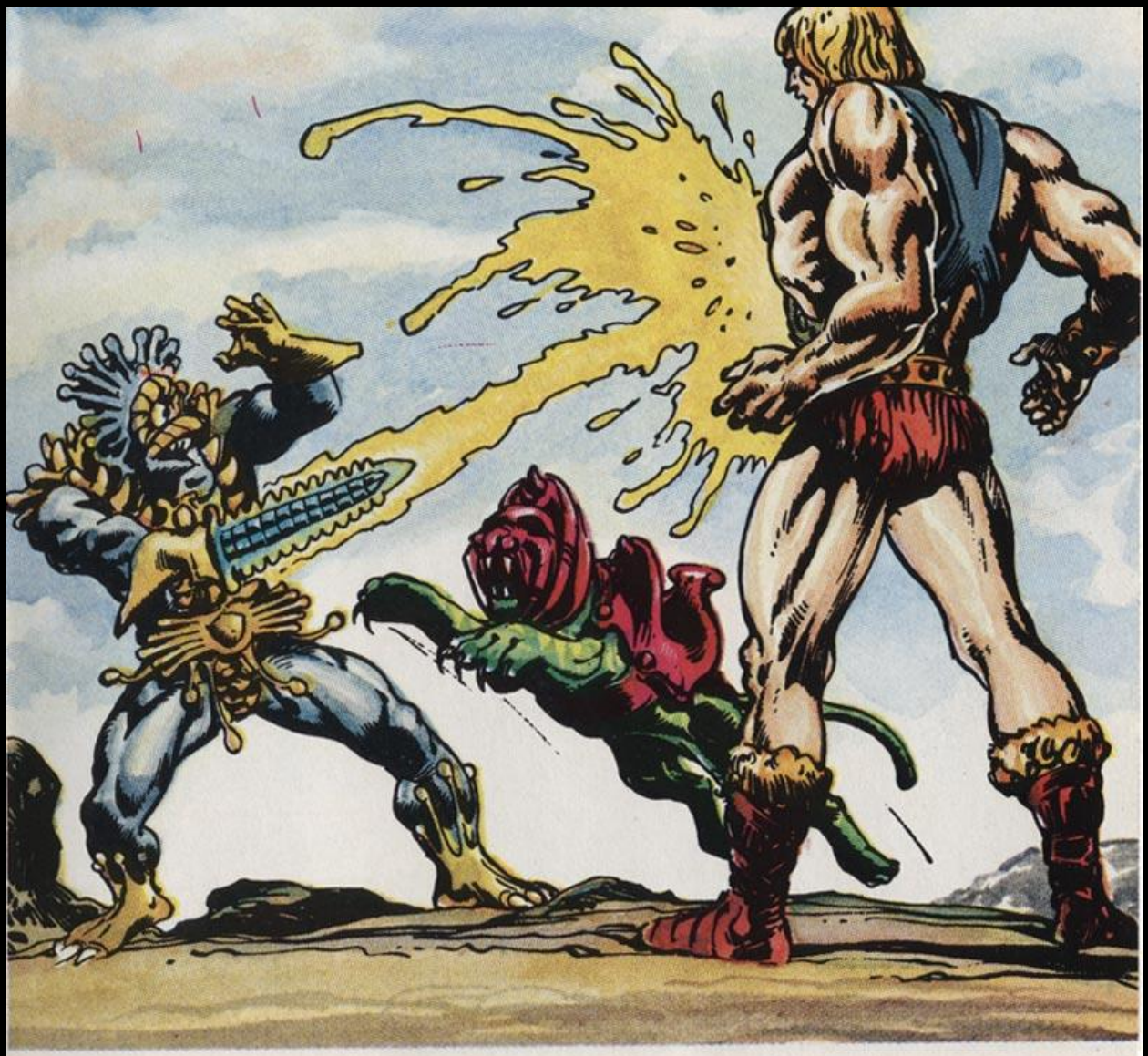
With feelings of triumph and contempt, *Skeletor* seated himself on the throne. Though it was ancient, the throne moved, and *Skeletor* recognized its secret devices and controls. What power he would have.

"How may I serve you, Majesty?" asked *Teela.*

"This way!" he laughed, wiping off the disguising clay, as he turned the throne ninety degrees to face a door...a trapdoor that opened beneath *Teela.*

Alone on the upper level, *Skeletor* gazed at his new domain, marveling at the wonders of the civilization that had built the castle. He saw computers, monitor screens, weapons and many wonderful controls.

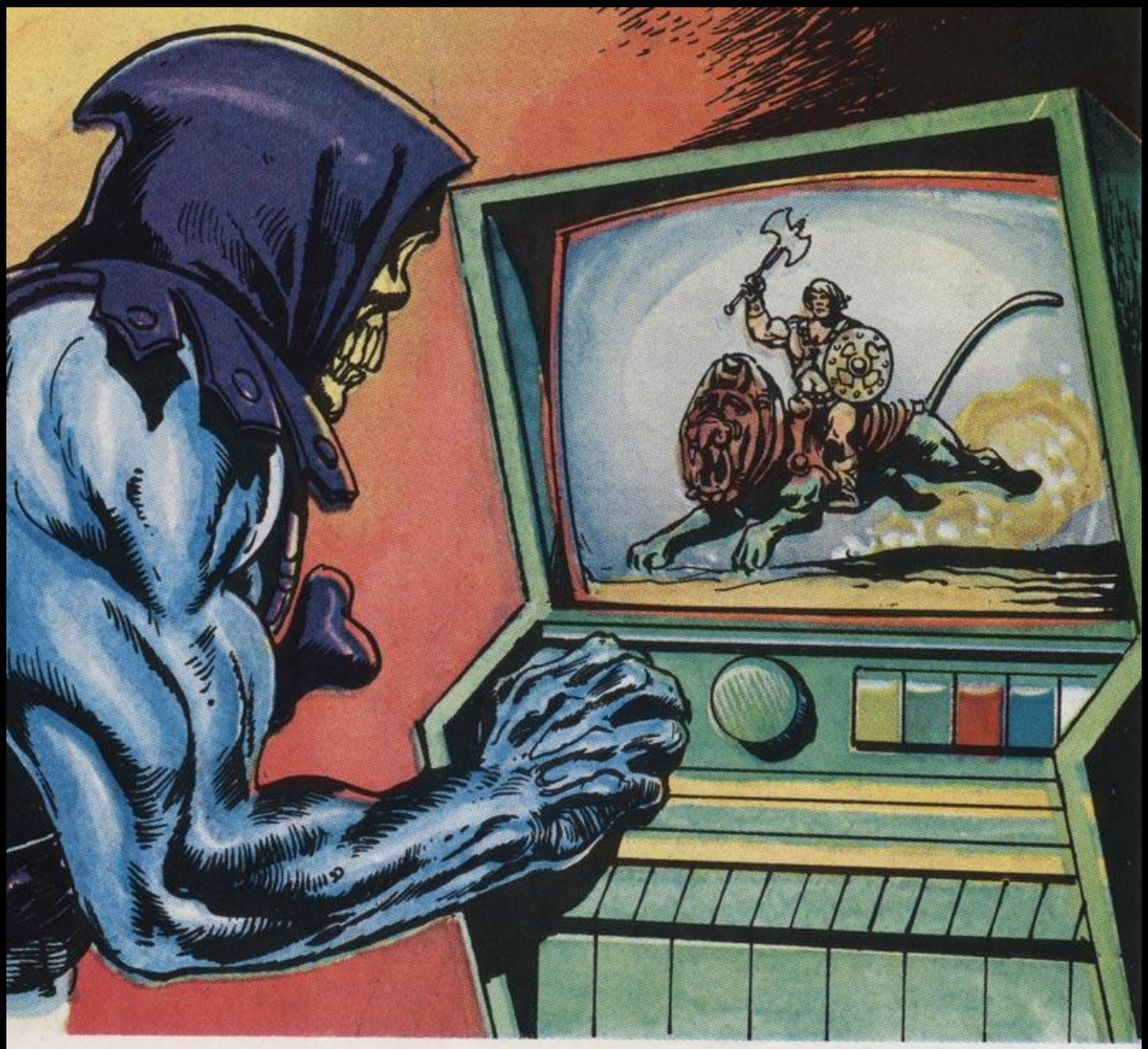
"These things are mine!" he shouted to the unseen *Spirit of the Castle.* "The secrets of the universe are now at my command. Soon Eternia and all other worlds will belong to me. I am now *king!*"



As *Skeletor* studied the many marvels of the castle, *Mer-Man* was still engaged in a losing battle.

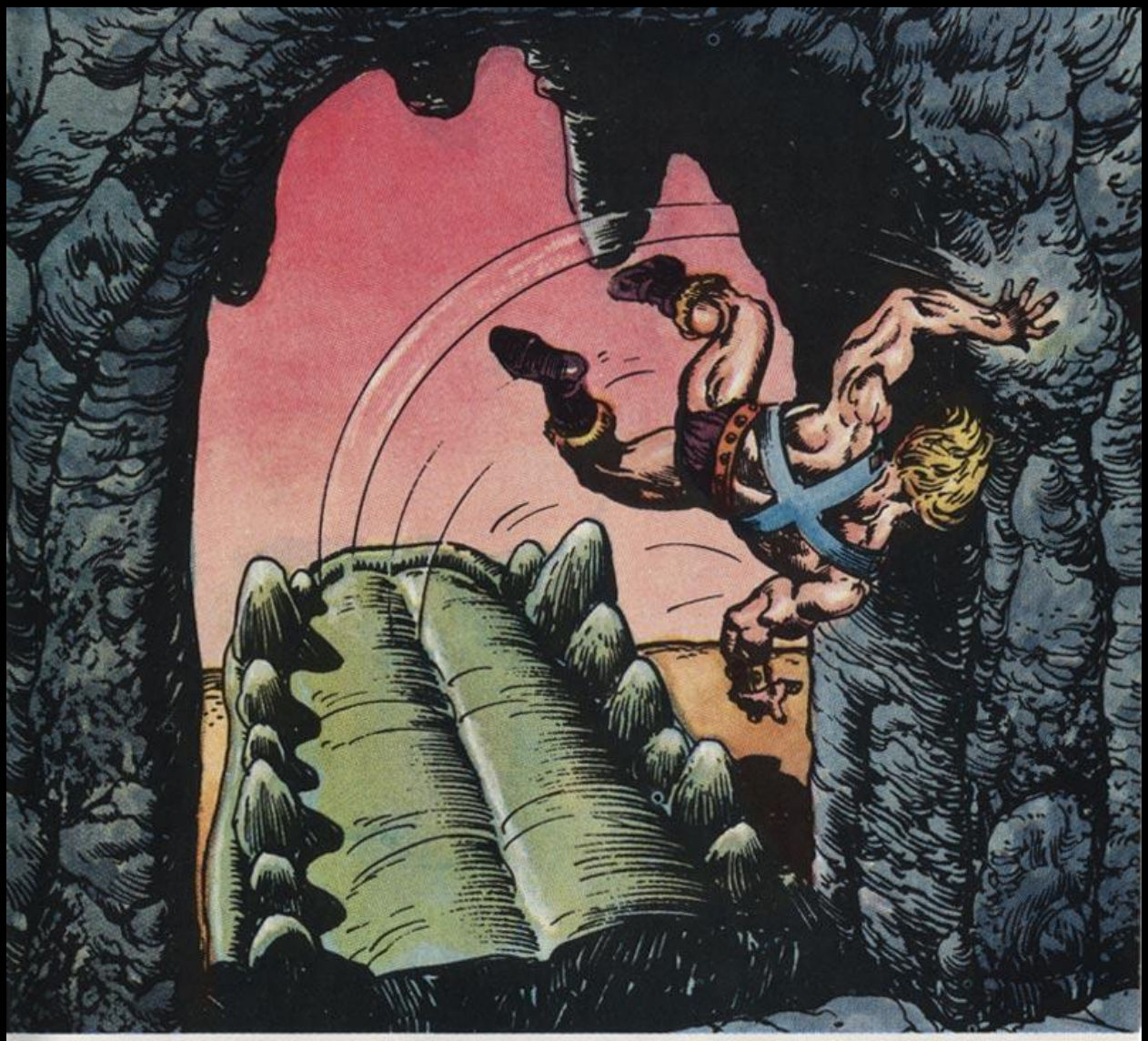
"You should have hurried back to your sea when you had a chance," yelled *He-Man,* "because I have had time to get into my forcefield garment."

As *Mer-Man* aimed for a closer blast at *He-Man,* an angry roar filled the air and *Battle Cat* made a successful attack, turning the tide of battle.



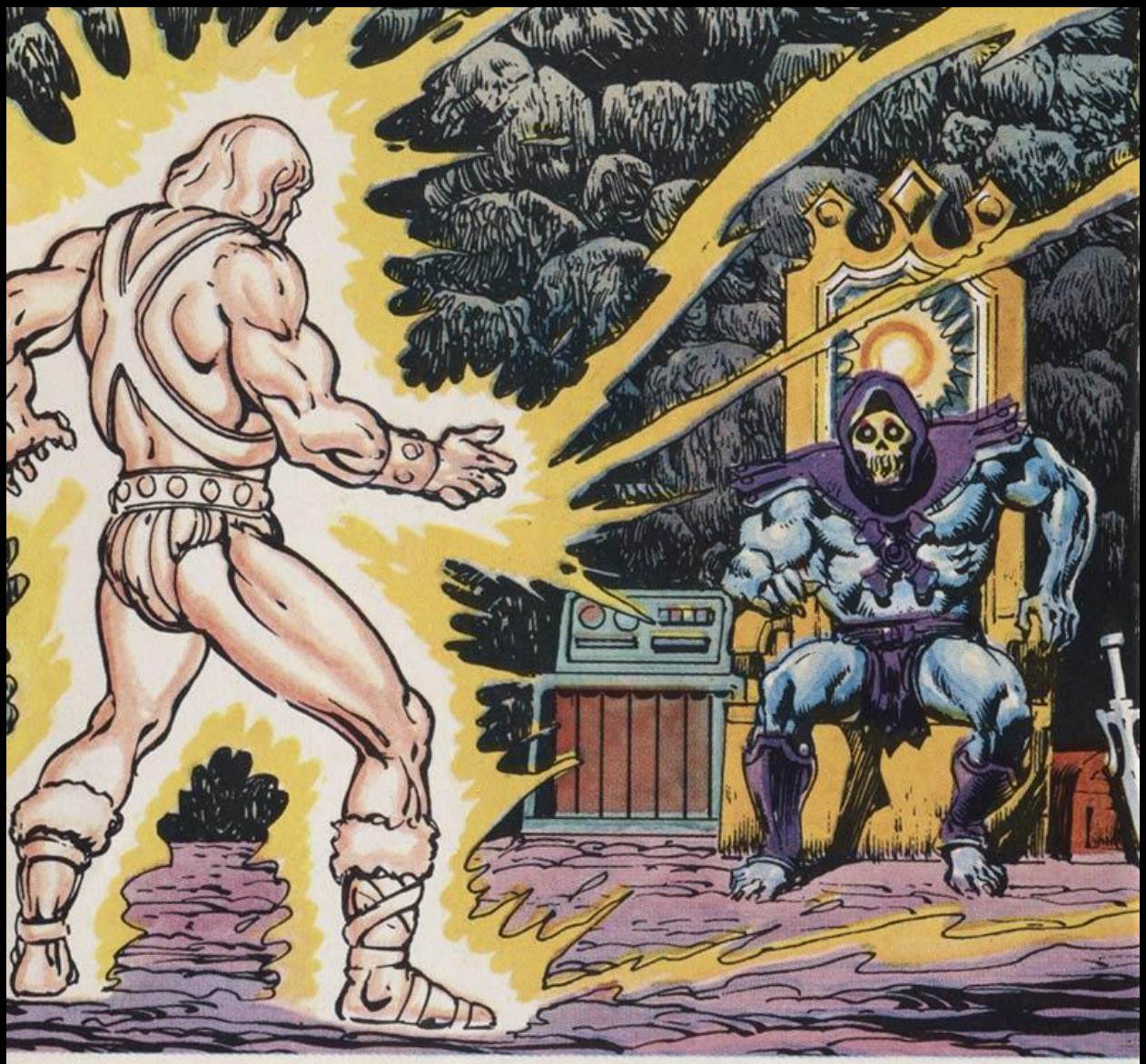
Battered and defeated, *Mer-Man* limped away to heal his wounds. *He-Man* put on another outfit that increased his already great strength. Then mounting *Battle Cat's* saddle, he rode toward the distant castle to find *Skeletor* and the Power Sword!

"You survived that dull-witted *Mer-Man"* said *Skeletor,* as, on a monitor, he watched *He-Man* approach the castle. "But you will not survive King *Skeletor!"*



He-Man dismounted from *Battle Cat* and cautiously moved toward the castle. He knew that only the complete Power Sword could open the castle's Jaw-Bridge. Nevertheless, *He-Man* tugged at the closed Jaw-Bridge, with all of his superhuman strength.

"It appears *He-Man* needs aid!" said *Skeletor*, opening the Jaw-Bridge by means of a panel control, and thus flipping the surprised hero into the castle.



"Castle Grayskull now has its king," taunted *Skeletor.* "Are you not going to kneel to the king?"

"You'll not be so glib once I wipe that grin from your skull-face, fiend!" threatened *He-Man.*

"We shall see, oafish one!" laughed *Skeletor,* his fingers moving to one of the throne's hidden controls to release a barrage of jolting energy.

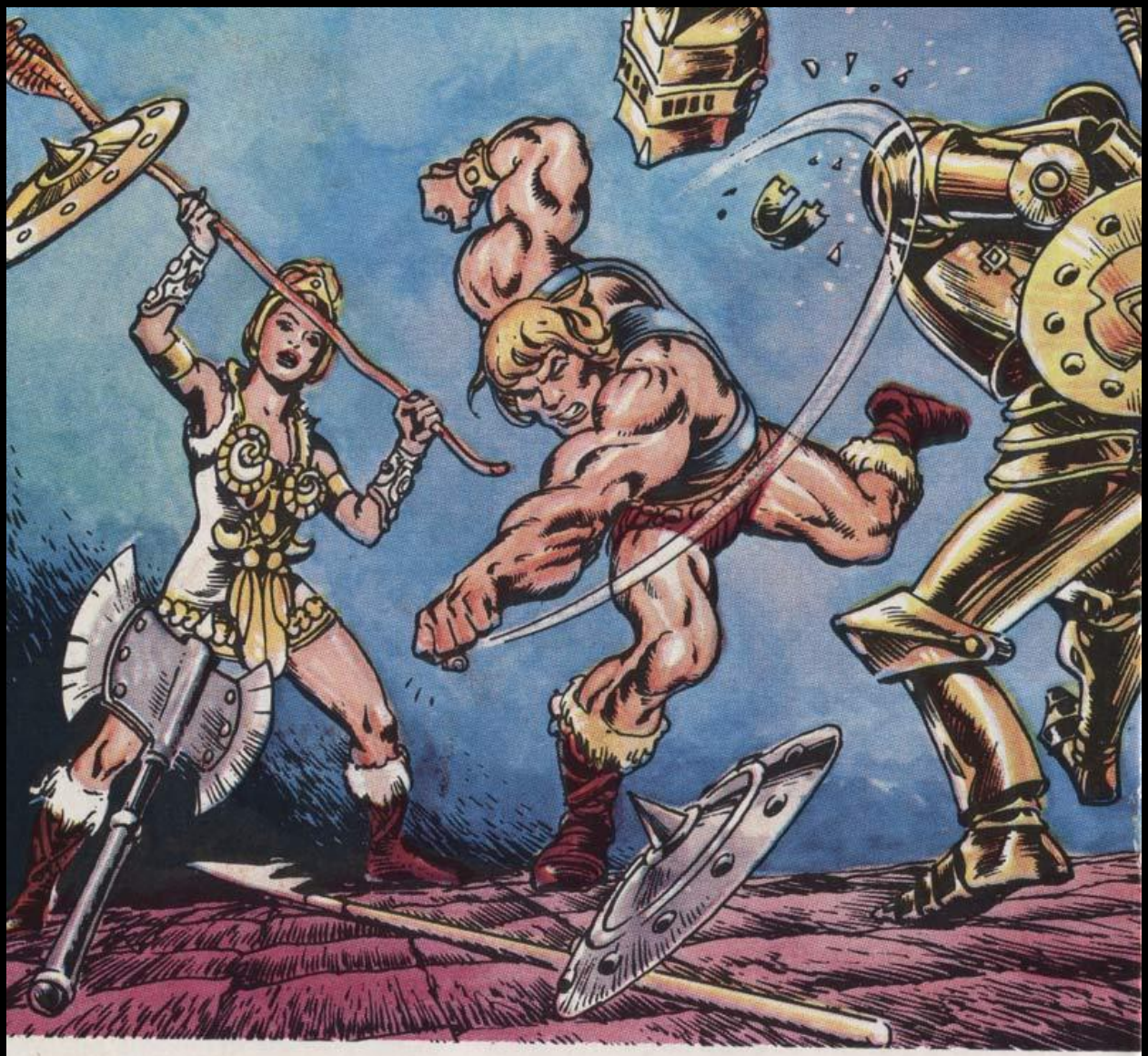
 Darkness came swiftly to *He-Man.*

When consciousness returned to *He-Man,* he was in a dank dungeon with another prisoner.

"Teela!" he gasped. "*Skeletor* has gone insane!"

"We must escape," she exclaimed. "We must stop him before he masters all of the castle's secrets."

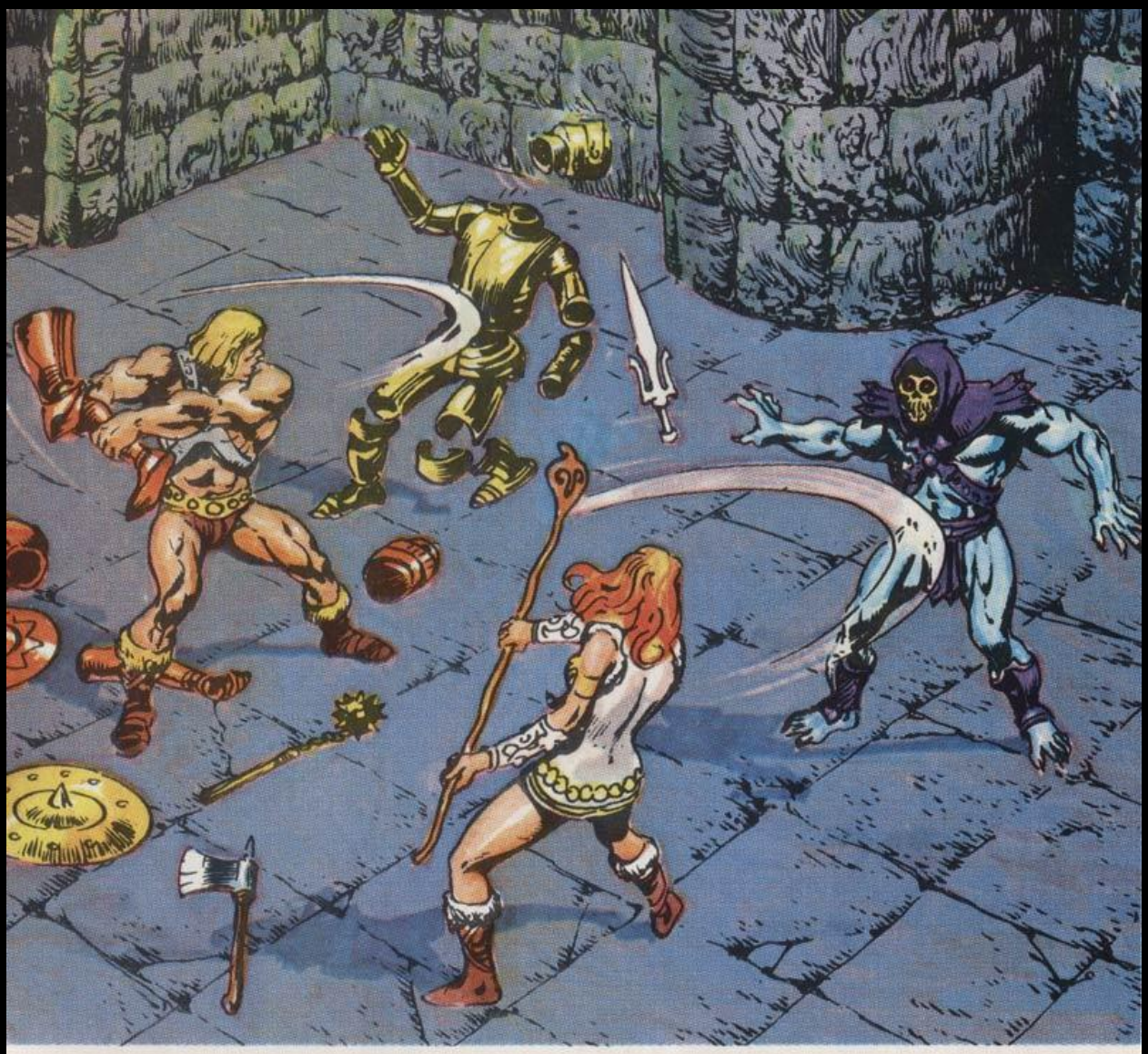
"Be thankful that the fiend did not strip me of this garment of strength," replied *He-Man,* as he tore the ancient cell door from its hinges.



Having mastered more of the castle's detection devices, *Skeletor* was aware of his foes' escape.

"The fools have evaded one trap only to be prey to others more deadly," he bragged, as he activated the control near his throne.

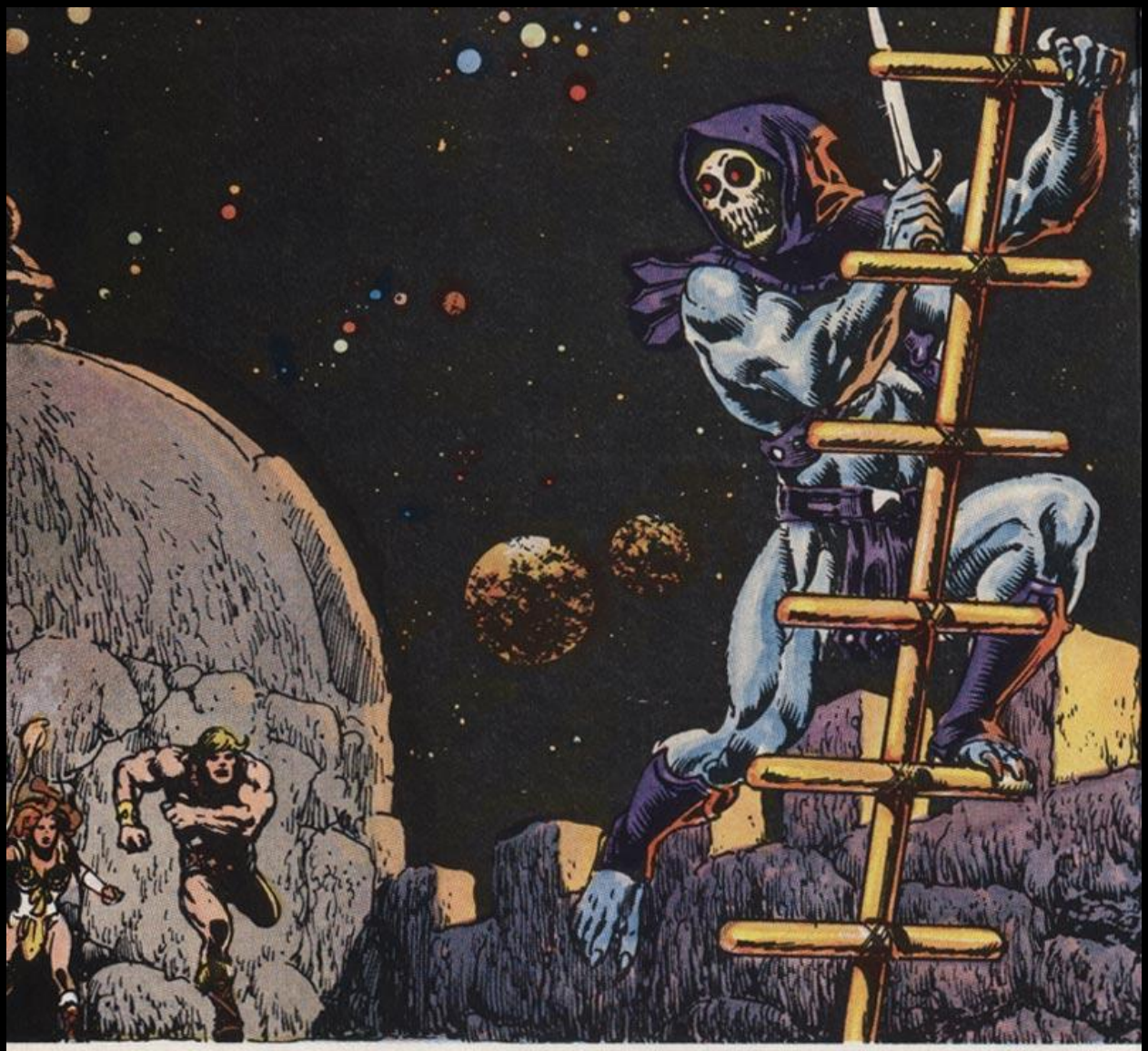
In response, empty suits of armor moved to the weapons rack, taking instruments of death from its cache. Then they marched toward *He-Man* and *Teela*.



Wanting to watch his enemies' defeat, *Skeletor* took the Power Sword and stepped back from the throne.

He-man continued to battle the moving but lifeless army. When one armor fell another took its place.

Enjoying *He-Man's* almost sure defeat, *Skeletor* forgot about the warrior-goddess. Then suddenly he felt a hard blow from *Teela's* spear. Something fell from *Skeletor's* hand. "My Power Sword!" he screamed.

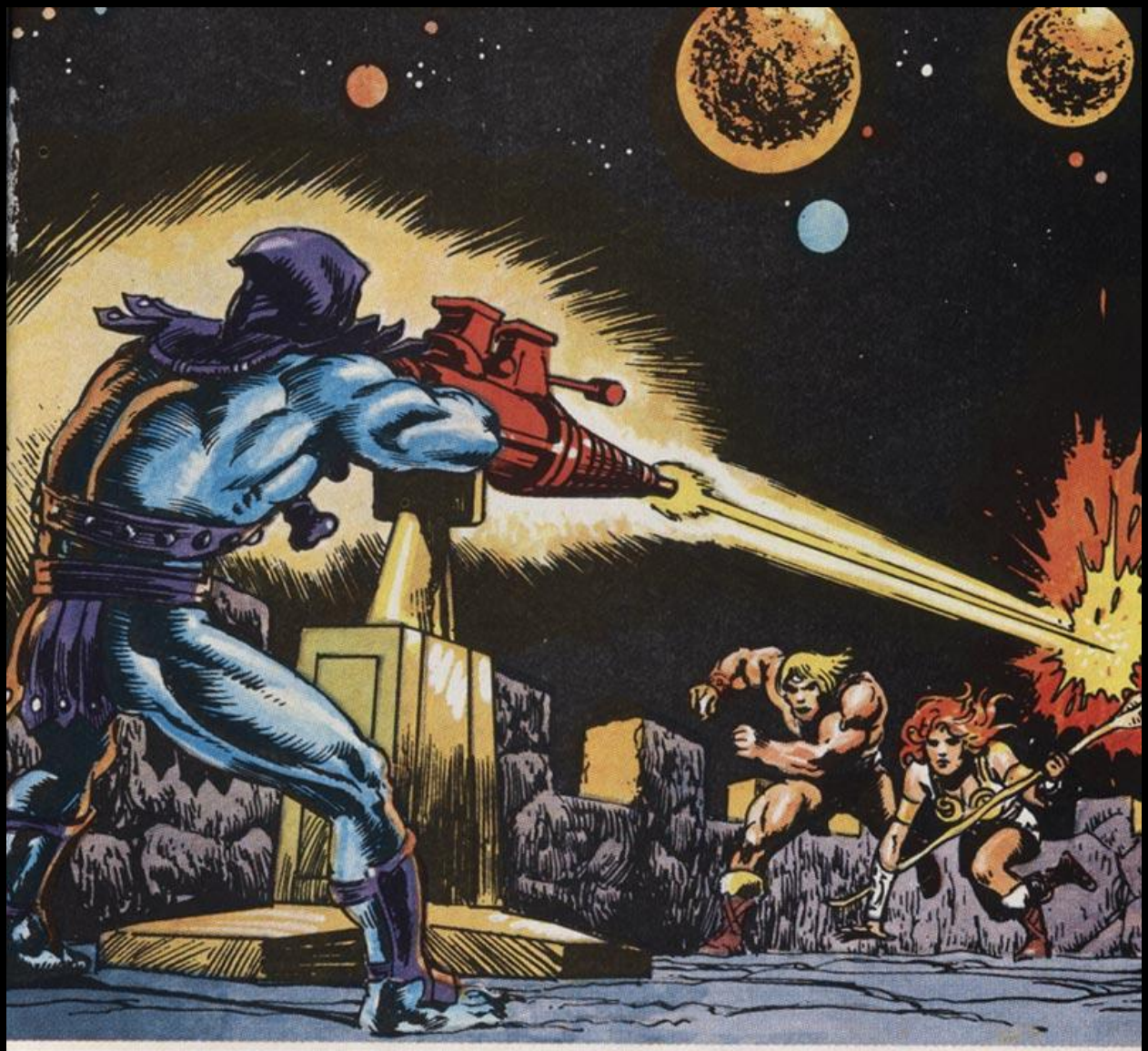


As the Power Sword hit the floor, it split back into halves. Moments later, the remaining suits of armor crashed uselessly to the floor. There was no time for *Skeletor* to reach the Power Sword.

"Now I must escape!" cried the would-be-king.

Bolting to the upper level of the castle, *Skeletor* reached the ladder that led to the parapets.

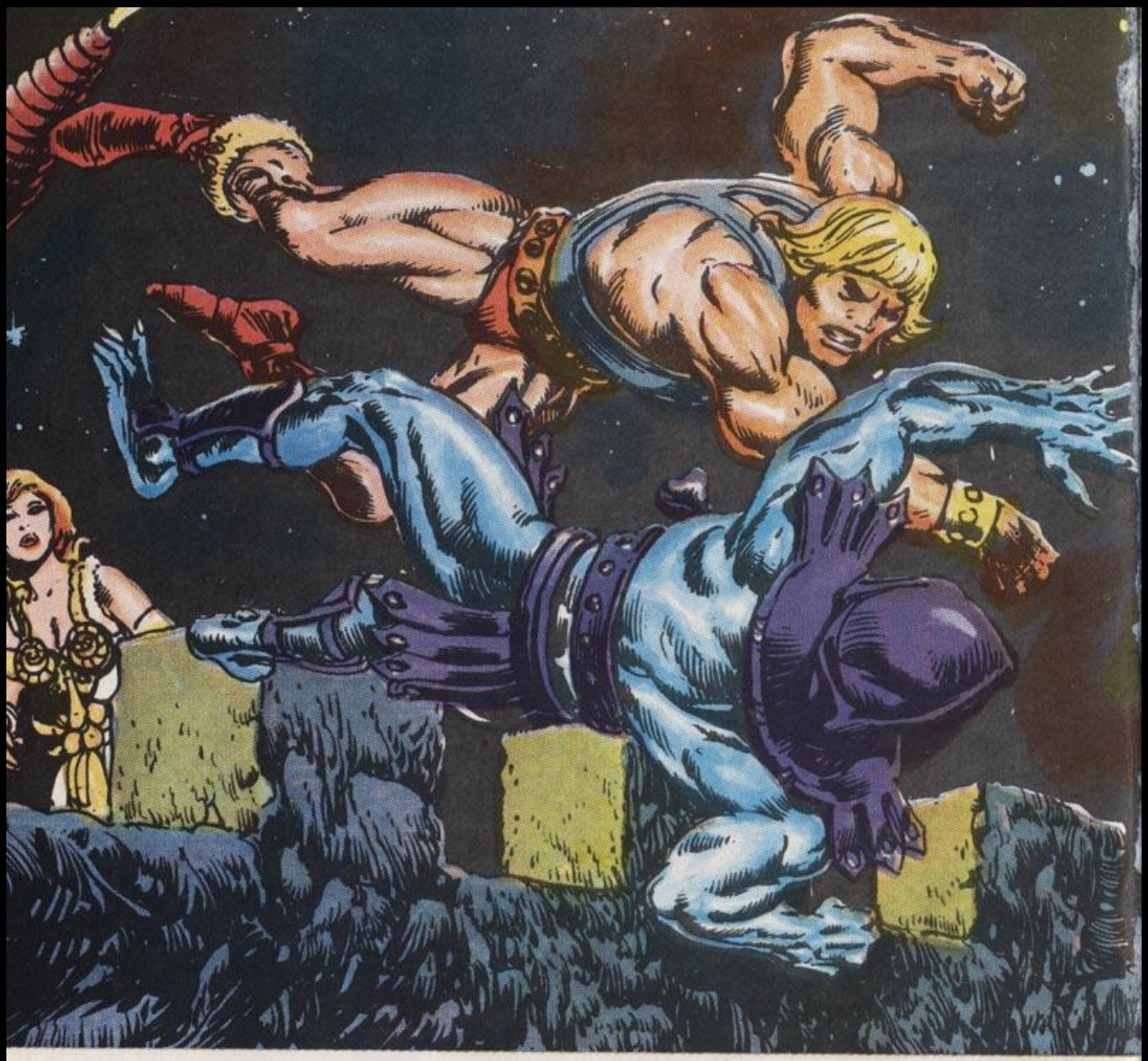
His angered enemies were in close pursuit.



Reaching the roof, *Skeletor* saw the castle's laser-cannon. Leaping to the weapon he aimed it at the pursuing warrior and warrior-goddess.

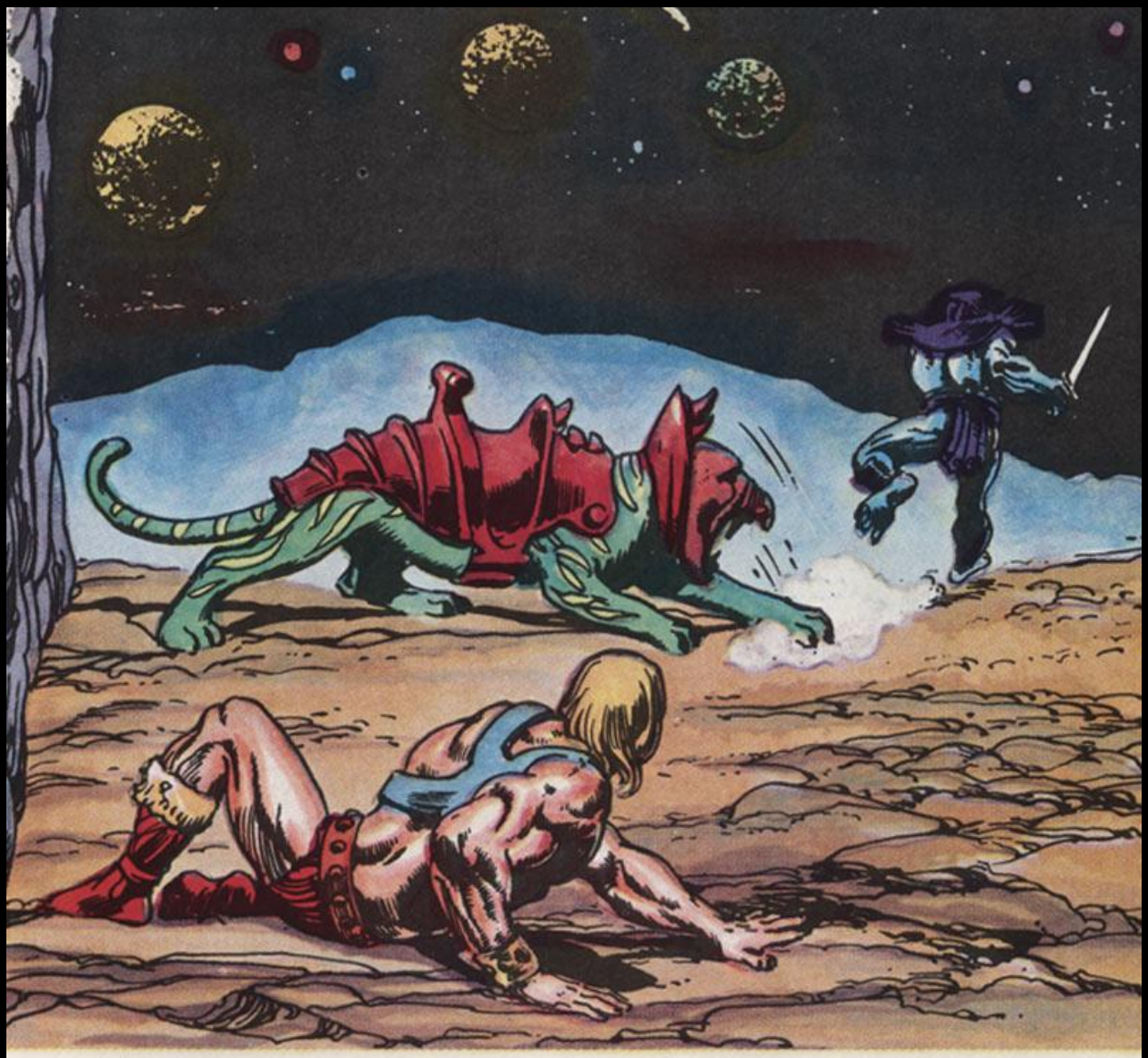
"Down!" *He-Man* shouted to *Teela,* as deadly energy bolts blasted at them. He felt the heat of the beam and smelled the singeing of his hair. "If that ray hits us, we'll be burned to ashes!"

Skeletor fired again.



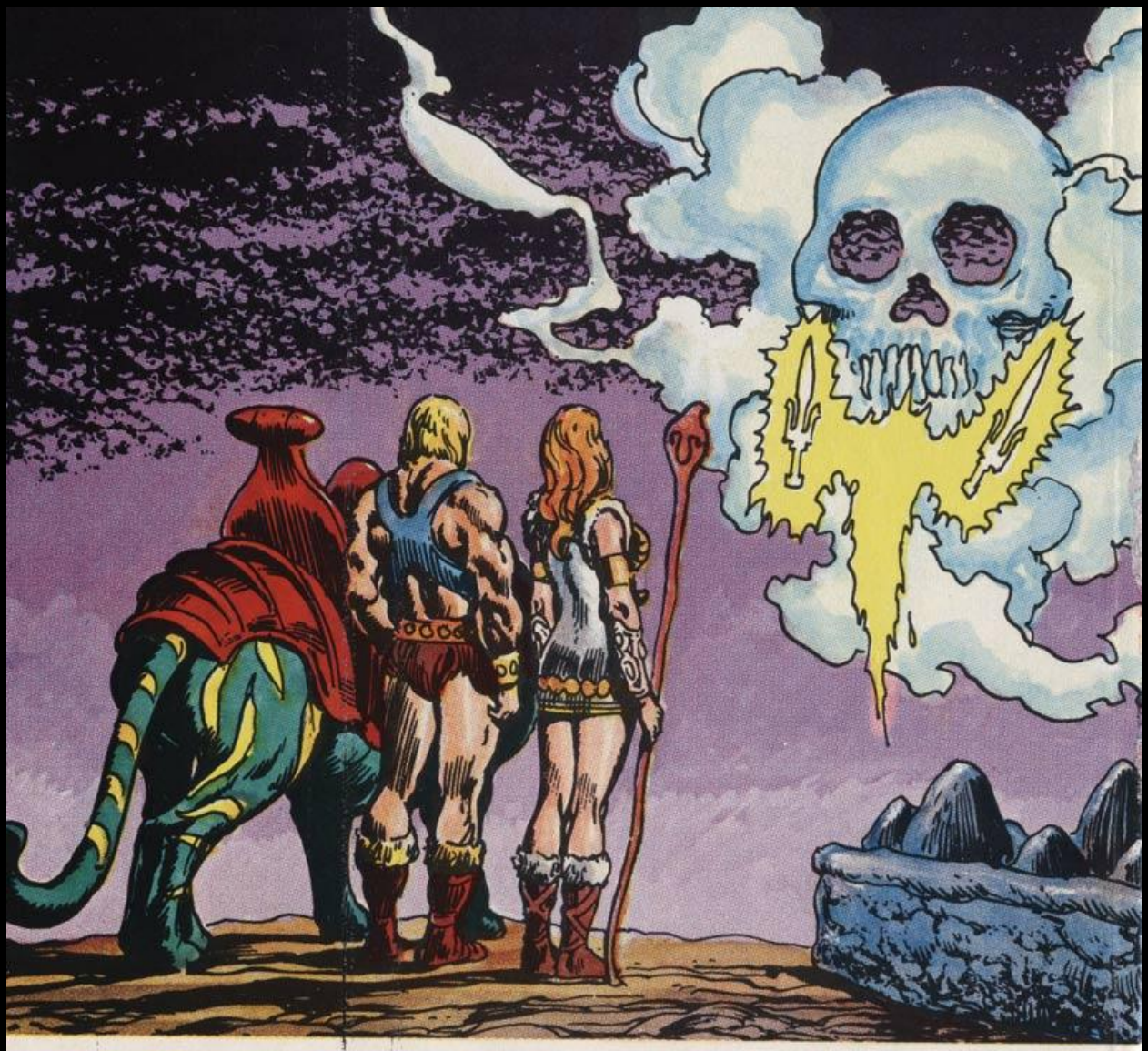
There was no time for delay. In a blurred movement *He-Man* lunged forward with a speed incredible for a man his size. With a powerful shove, he turned the laser-cannon's direction of fire. Less than a moment later, *He-Man* was upon his worst enemy!

"The battle ends now," said *He-Man,* as their struggle brought them ever-closer to the parapet's edge. Nothing could prevent their fall.



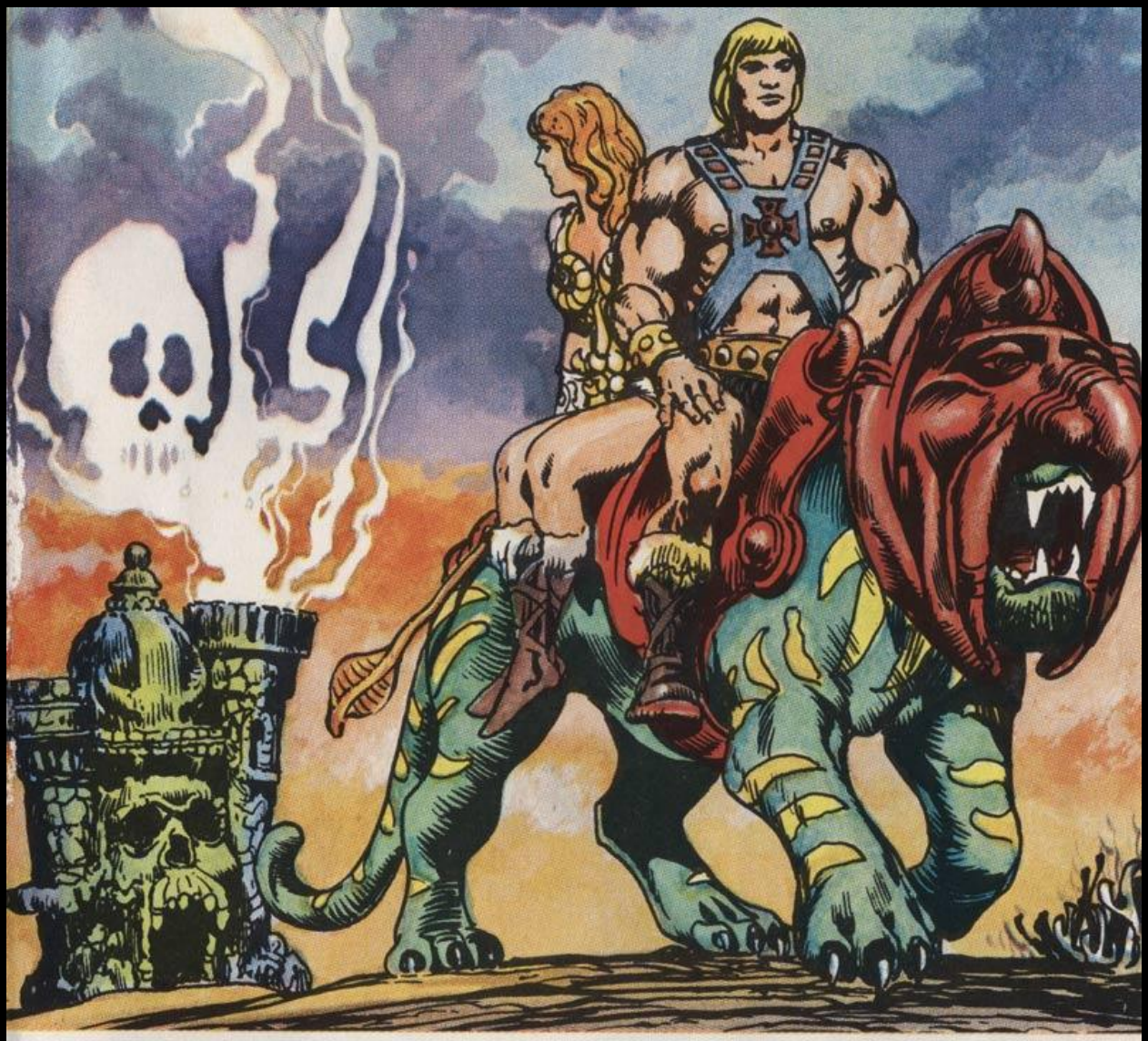
He-Man's super-strength garment absorbed the impact of the fall, but *Skeletor* would not accept defeat. He might have destroyed *He-Man* with the energy-blade, had he not heard a guttural scream!

"He-Man's Battle Cat!" cried *Skeletor*, as the great feline lashed at him with a paw. *Battle Cat* did not have to make a second swipe, for the once King of *Castle Grayskull* was fleeing for his life.



With *Skeletor* departed, the *Spirit of the Castle* appeared again. "I must make sure that the halves of the Power Sword are never again used for evil," said the chilling voice. "I shall send them into another dimension where even clever *Skeletor* will have great difficulty finding them."

He-Man and *Teela* watched the divided Power Sword shimmer with eerie energy and then fade away.

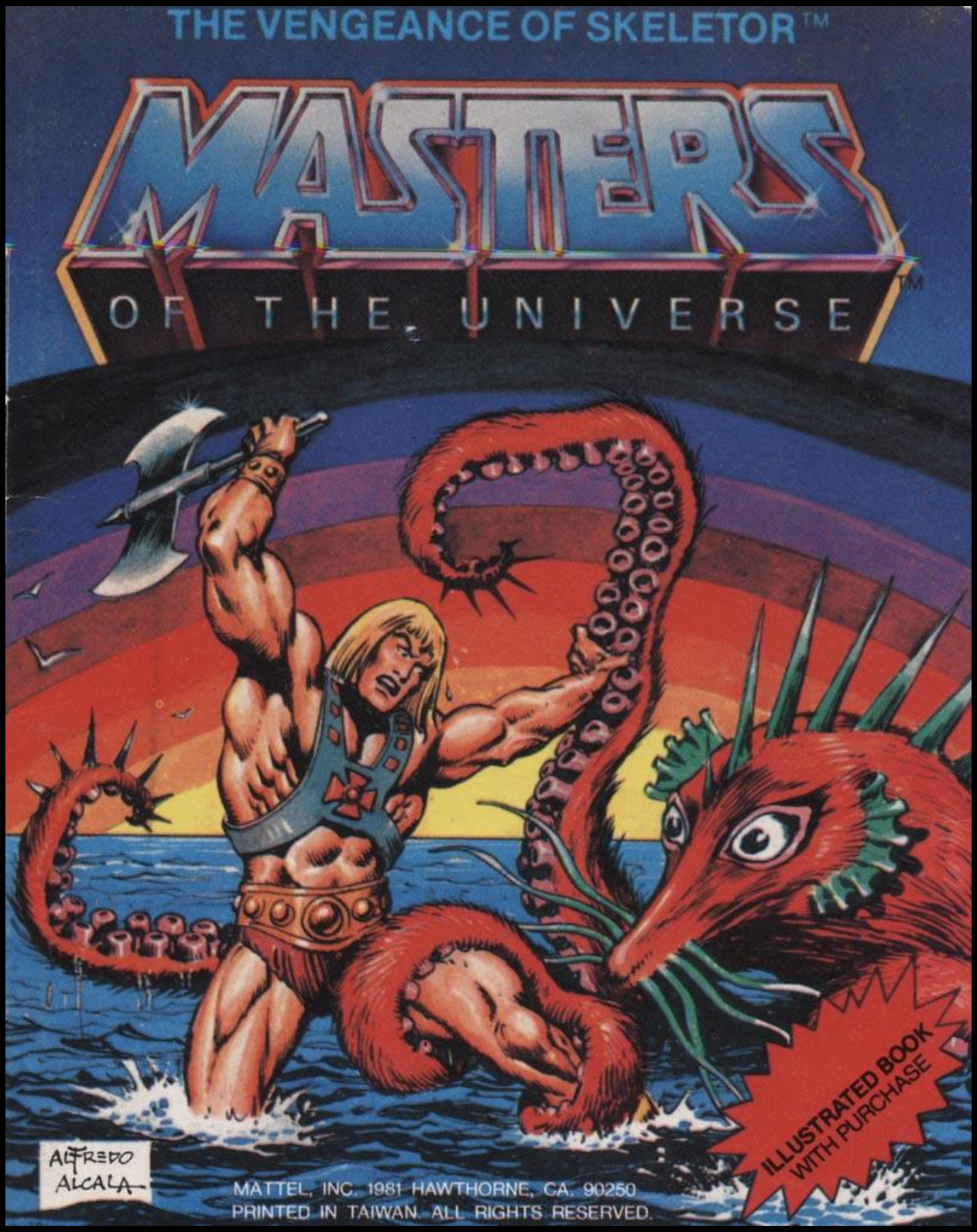


"Centuries may pass before the true king comes to claim his throne and fulfill the prophecy of the legend," said the *Spirit.* "Go then, *Masters of the Universe,* and fight evil wherever you find it!"

He-Man and *Teela* did as ordered. As they departed, the *Spirit of the Castle* seemed to smile, knowing that at the proper time *He-Man* would prove himself to be the true *King of Castle Grayskull.*

THE VENGEANCE OF SKELETOR™

MASTERS OF THE UNIVERSE™



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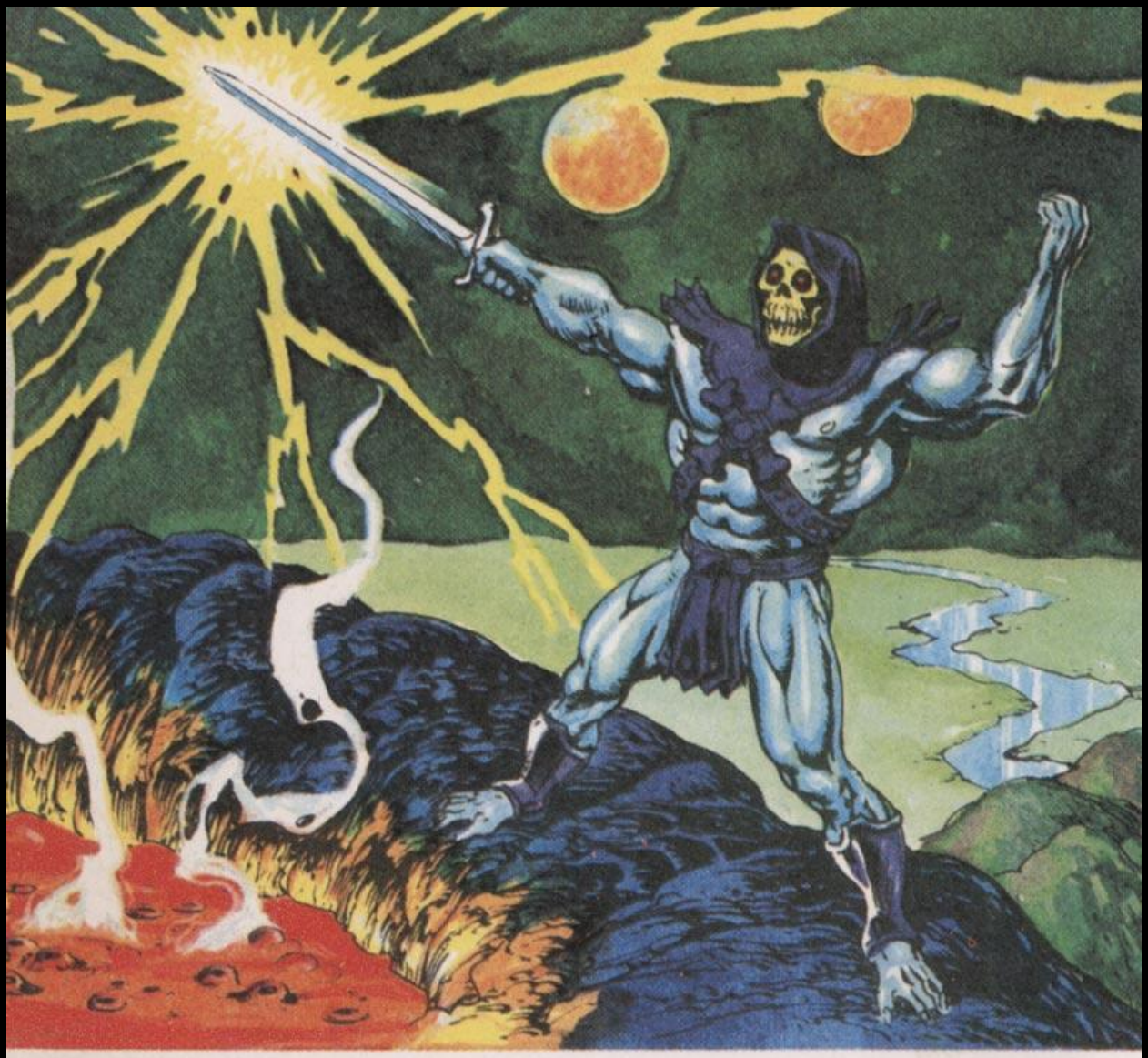


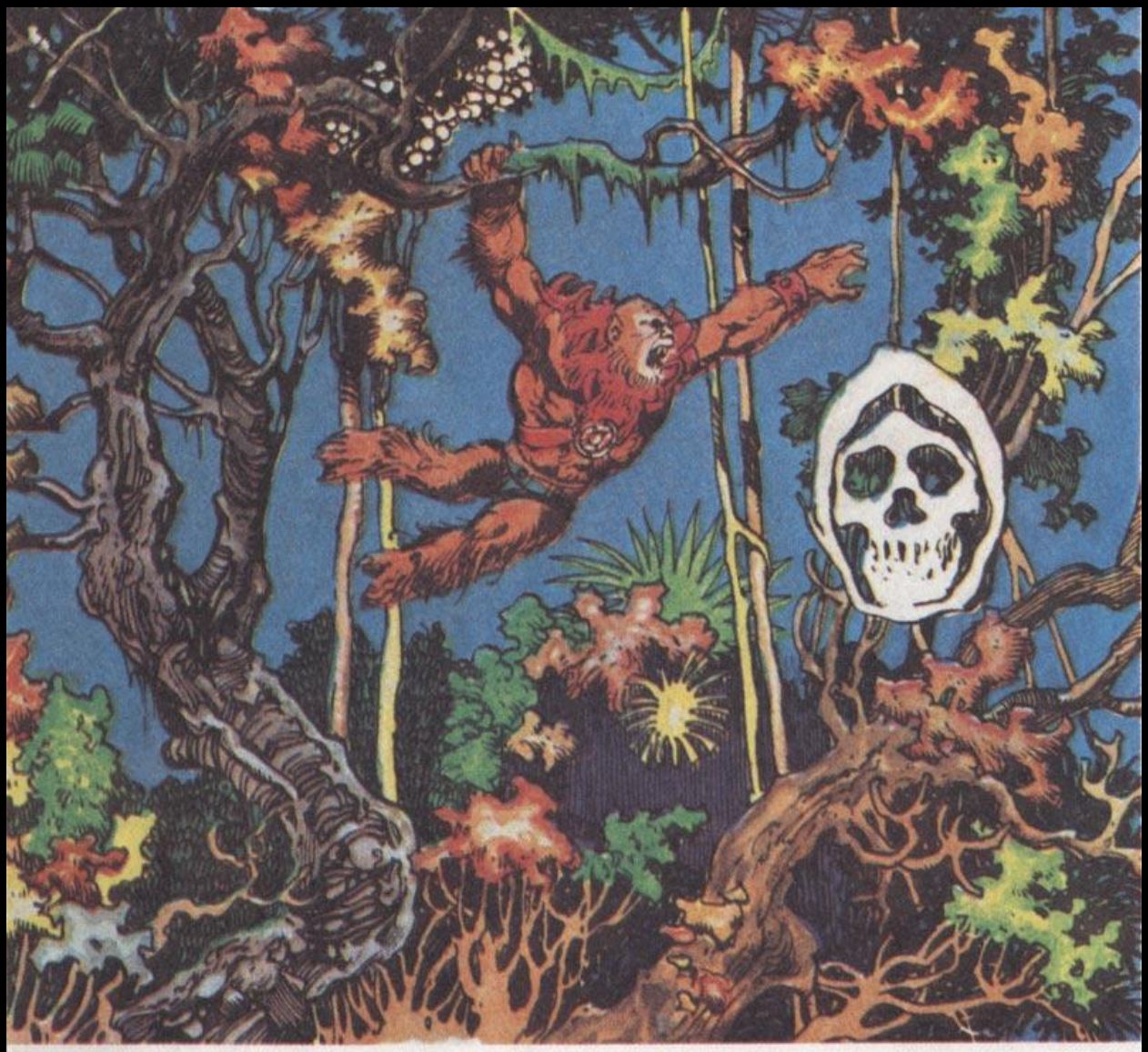
Of all the beings of the planet Eternia, none was as evil as skull-faced *Skeletor.* There was no good in him.

He stood defiantly on the rim of an active volcano, and using his energy-blade, he dared to fight with the lightning that flashed about him. The hatred in his heart was as searing as the volcano's belching smoke.

"I thirst for vengeance!" *Skeletor* shouted, as the sky responded with a loud crash of thunder.

Skeletor's mind was tormented by hated images. "It is because of *He-Man* that I have, time and time again, suffered shameful defeat!" he roared. "I would have succeeded in my attempt to rule this planet if not for him and his noble companions-in-battle."

As he spoke, *Skeletor* also thought of *Teela*, the beautiful warrior-goddess, and of armored *Man-At-Arms,* the master of all weapons.

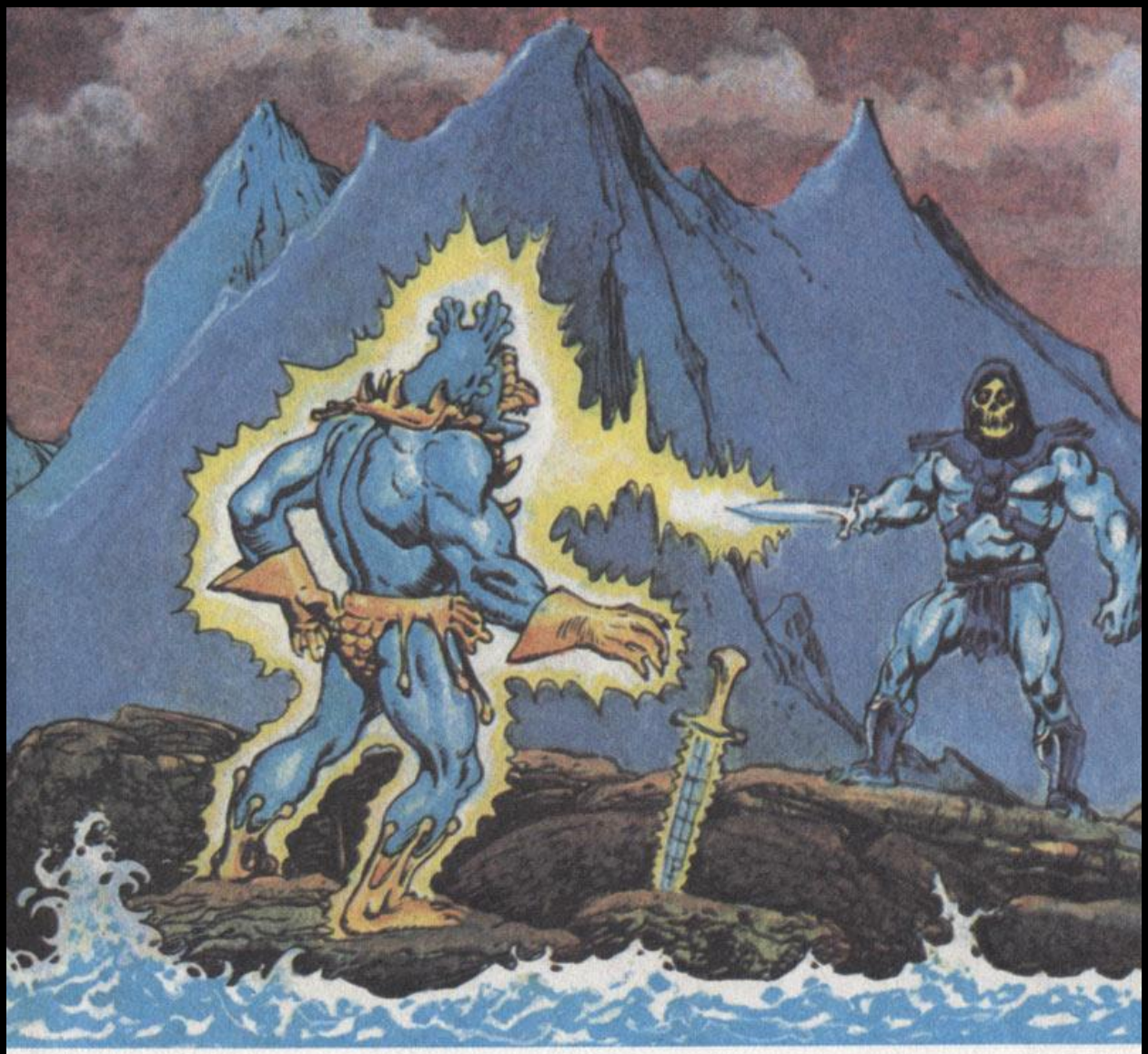


At that moment, *Skeletor* made the only decision that was open to him. If he was going to rule Eternia, he had to destroy his worst enemy. *He-Man* must die!

With the mystic power of his energy-blade, *Skeletor* sent his image to his two most obedient underlings. Soon, his ghostly face appeared in Eternia's densest jungle.

"Beast Man," said the image, "I have work for you!"

"I am coming, master," roared the apelike brute.

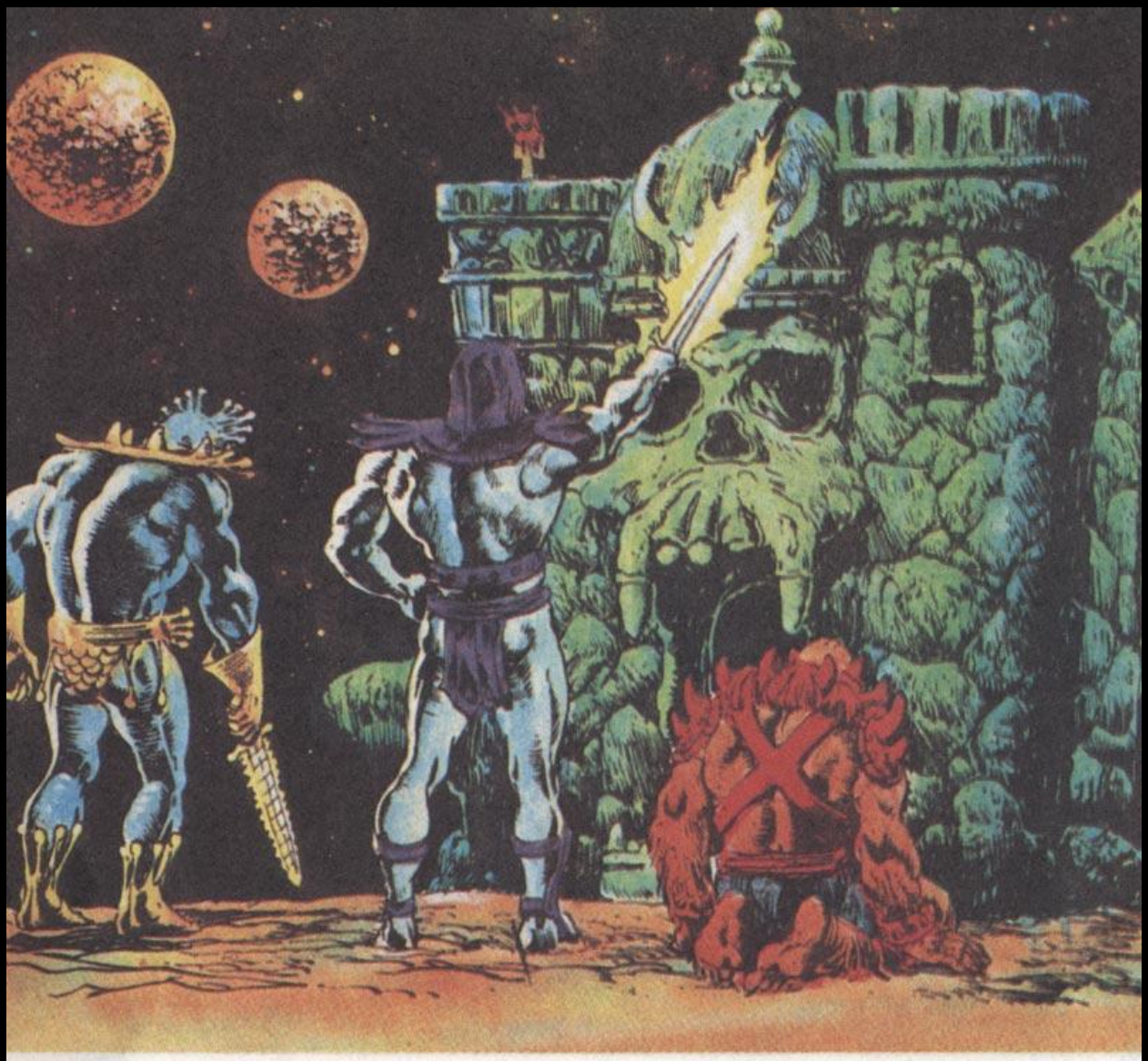


The image also appeared in another domain, that of *Mer-Man, Skeletor's* scaly underling of the sea.

"What do you command me to do, master?" asked *Mer-Man,* humbly submitting to his master's will.

"You are to go to *Castle Grayskull,*" answered the scheming *Skeletor.* "It is there that I shall tell you exactly what you must do...and you will do it!"

"I will be there," replied *Mer-Man.*



The three sinister beings met in the shadow of *Castle Grayskull,* that ancient place of wonders that was built by unknown hands sometime before the Great Wars.

"We are here to serve you," grunted *Beast Man.*

"What you command, we shall do." added *Mer-Man.*

"You will seek out He-Man, and then," *Skeletor* almost smiled, "before he can use one of his super-weapons against you, *you will destroy him!"*

Soon afterwards, a fantastic vehicle sped across the craggy terrain on a cushion of air. Riding the *Battle Ram* was *He-Man*, dressed in the suit that made his already great strength stronger. His thoughts were of *Teela*, whom he was to meet at a place around the next bend.

He-Man could not know that two fiendish beings were waiting for him in ambush. When he heard their screams it was already too late for him to battle back.

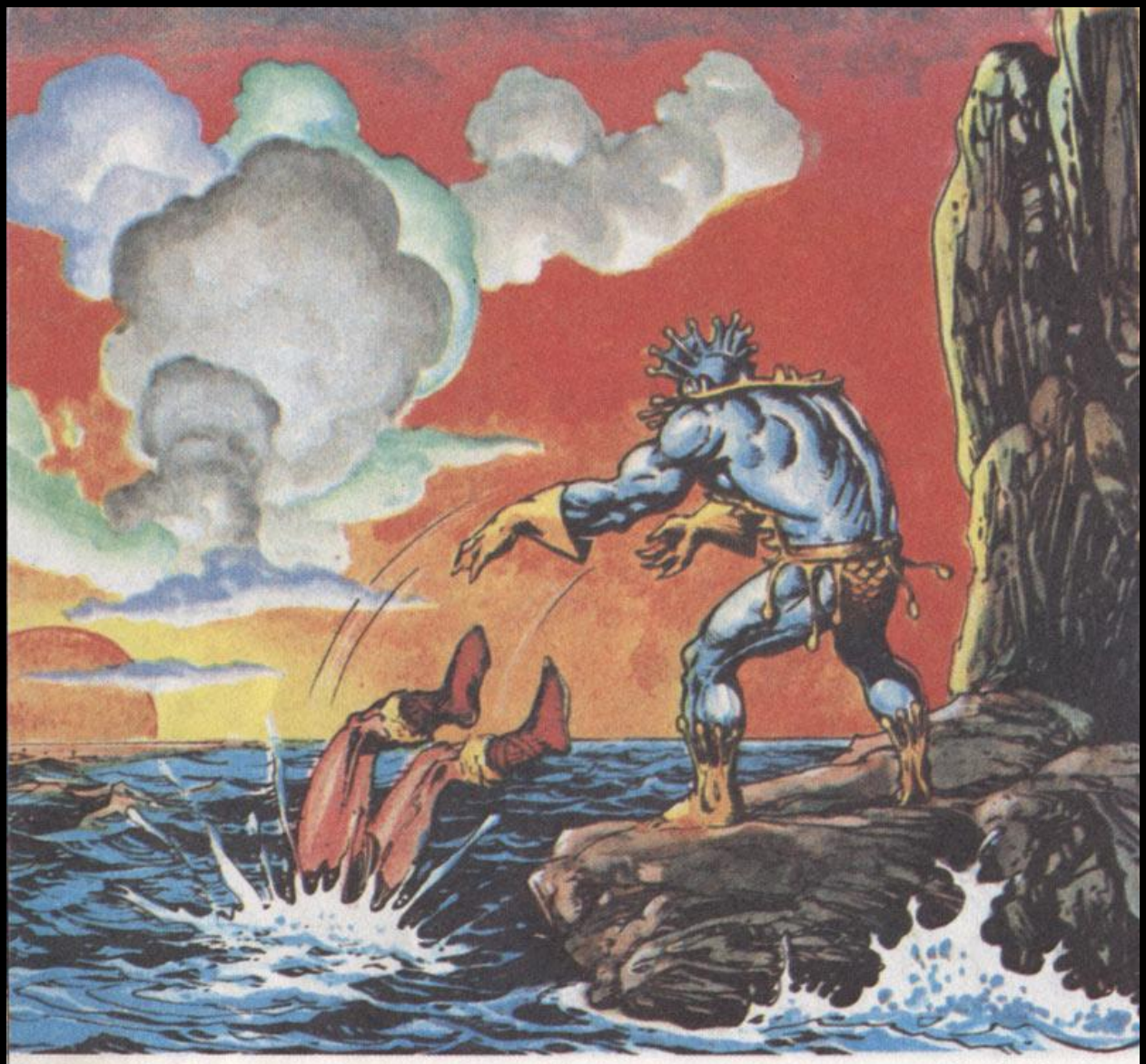
With incredible speed and force, *Mer-Man* kicked *He-Man* from the *Battle Ram,* then he jumped aside. *He-Man* recovered quickly, grabbed *Mer-Man* and tossed him toward a rock. Then *Beast Man's* weapon blazed.

"You two never learn!" said *He-Man,* as he sidestepped some of the blast from *Beast Man's* weapon.

However, *He-Man's* boast was cut short by another burst from *Beast Man's* powerful weapon.

The sounds of the battle were heard beyond the ridge. *Teela*, riding her galloping horse, arrived on the scene to see *Beast Man* regaining his senses. But what concerned her the most was Mer-Man who had *He-Man* across his shoulder. *He-Man* was unconscious, perhaps dead.

"There is nothing we can do now," *Teela* said to her steed, "but wait and hope that *He-Man* still lives." She held great fear in her heart.



For many miles, *Mer-Man* carried his burden, and never once did *He-Man* move. At last, as dawn's light crept over the land, the scaly servant of *Skeletor* reached his destination. The sea was choppy and angry.

"I never looked for it," *Mer-Man* laughed, as he tossed *He-Man* into the cold water, "but I've heard that there is no bottom in this sea. It would be interesting to learn if it is true, but you will not be the one to tell!"

If *Mer-Man* had not run off to report his success to *Skeletor,* he could have witnessed a miracle taking place below the water.

The icy waters quickly revived *He-Man,* but as his eyes opened, he beheld a new terror. A monster of the depths was swiftly making its way through the water.

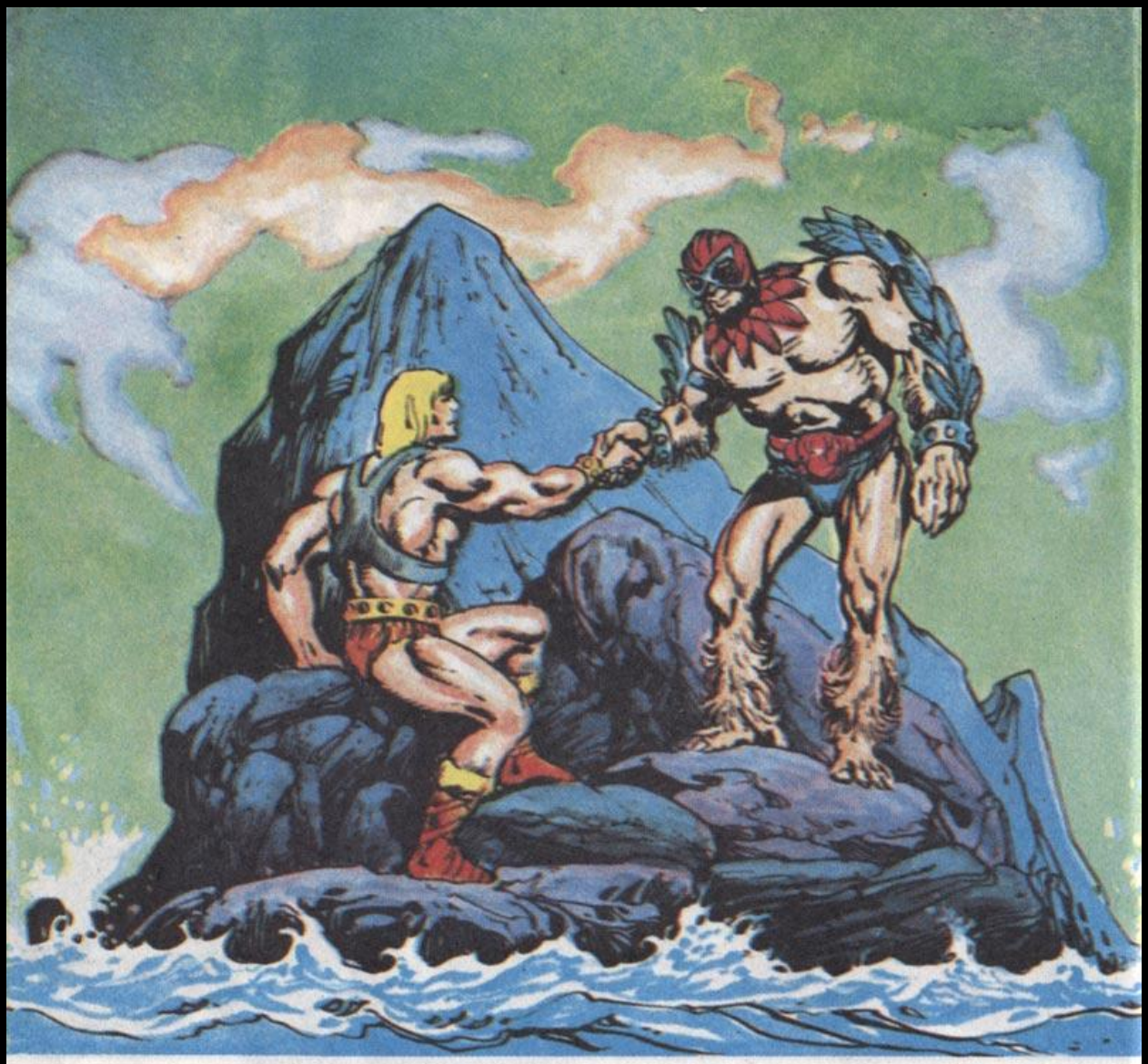
Holding his breath, *He-Man* fought his way to the surface for air, as the terrible thing swam after him.

He-Man fought for his life. But despite his super-human strength, he felt his power leaving him. The monster's tentacles wrapped tighter and tighter, and *He-Man's* life was being squeezed to an end.

Yet, as *He-Man* struggled there was another inhabitant of this domain who had vengeance in his blood. It was *Stratos,* the winged-lord, and like *He-Man* and *Teela,* he fought on the side of good.

"Hold on for just a few moments longer," shouted *Stratos,* as he dived into the icy water, following his weapon's path. The weapon had released a stream of flame that not even the sea could put out. *He-Man* felt the tentacles relax and pull away from his body.

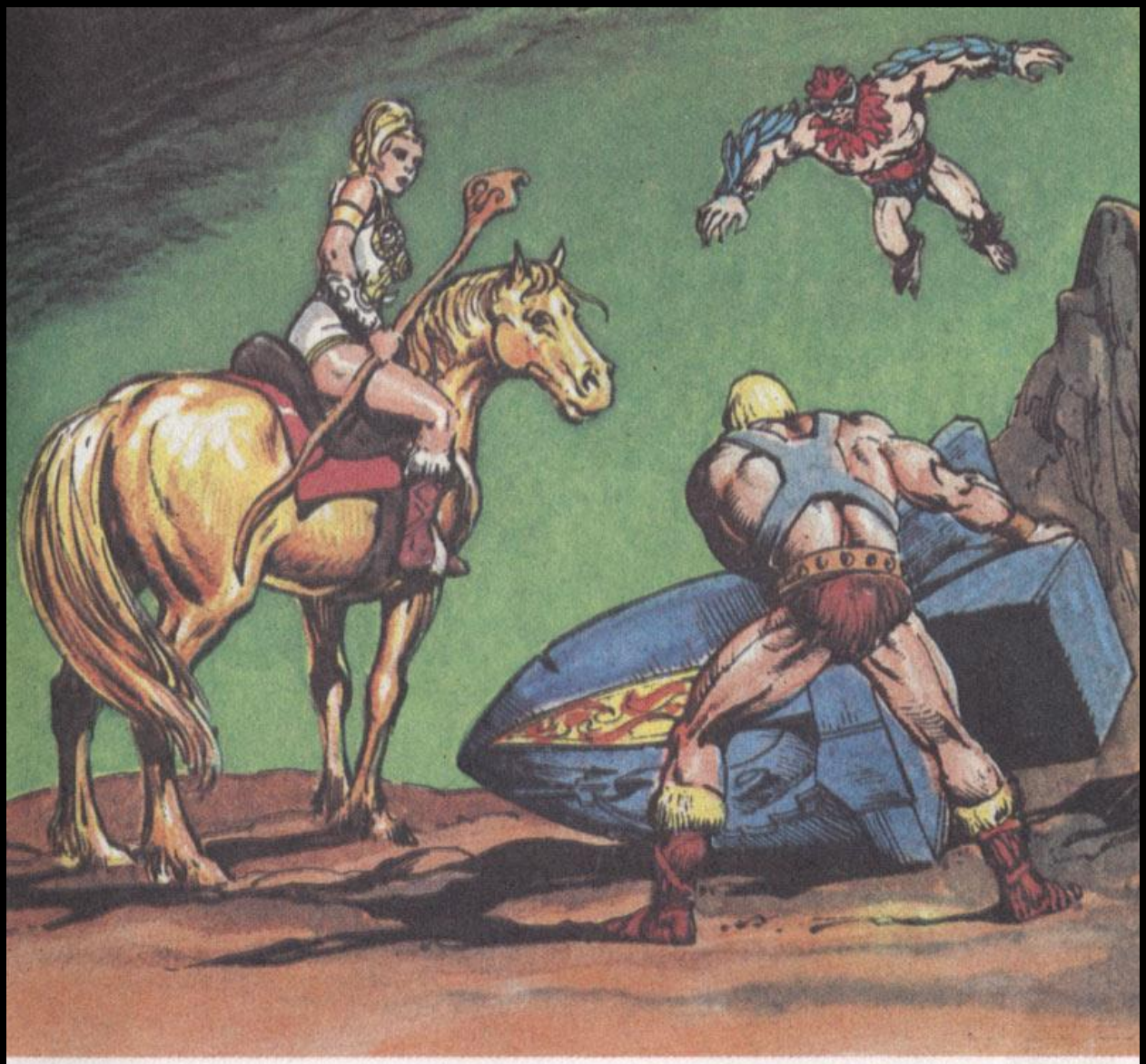
Then, weak and in need of breath, *He-Man* sank in the water. But *Stratos* dived deeper too, and pulled *He-Man* to the surface, and airlifted him to shore.



When *He-Man* regained his breath, he was resting on an island of stone. "Those assassins left me for dead. No doubt *Skeletor* is already laughing over my death!"

Stratos grinned. "Then perhaps it is time for us to show *Skeletor* just *who* will enjoy the last laugh," he said as he offered *He-Man* his warrior's grip.

"*Teela* must be worried," *He-Man* spoke. "If she saw the ambush, she must think I am dead!"



"Thank the Universal Powers that you are alive!" *Teela* exclaimed. "Tell me what happened."

After *He-Man* explained the events of the night, He changed into his suit that generated its own forcefield.

"We must go after those evil ones," vowed *Stratos,* "if we are to find out who is laughing."

"Beast Man ran off toward *Castle Grayskull,*" said *Teela.* "I am sure *Mer-Man* went there, too."

At the castle, *Skeletor* enjoyed every grisly detail about *He-Man's* defeat. "How sweet is my revenge!" he shouted. "Now nothing can stop my plans of conquest! At last the one who threatened me is now cold fish food at the bottom of the sea!"

"Cold? Would you care to feel my temperature, *Skeletor*?" mocked the familar voice of *He-Man*.

Turning, *Skeletor* saw the foe he believed to be dead.

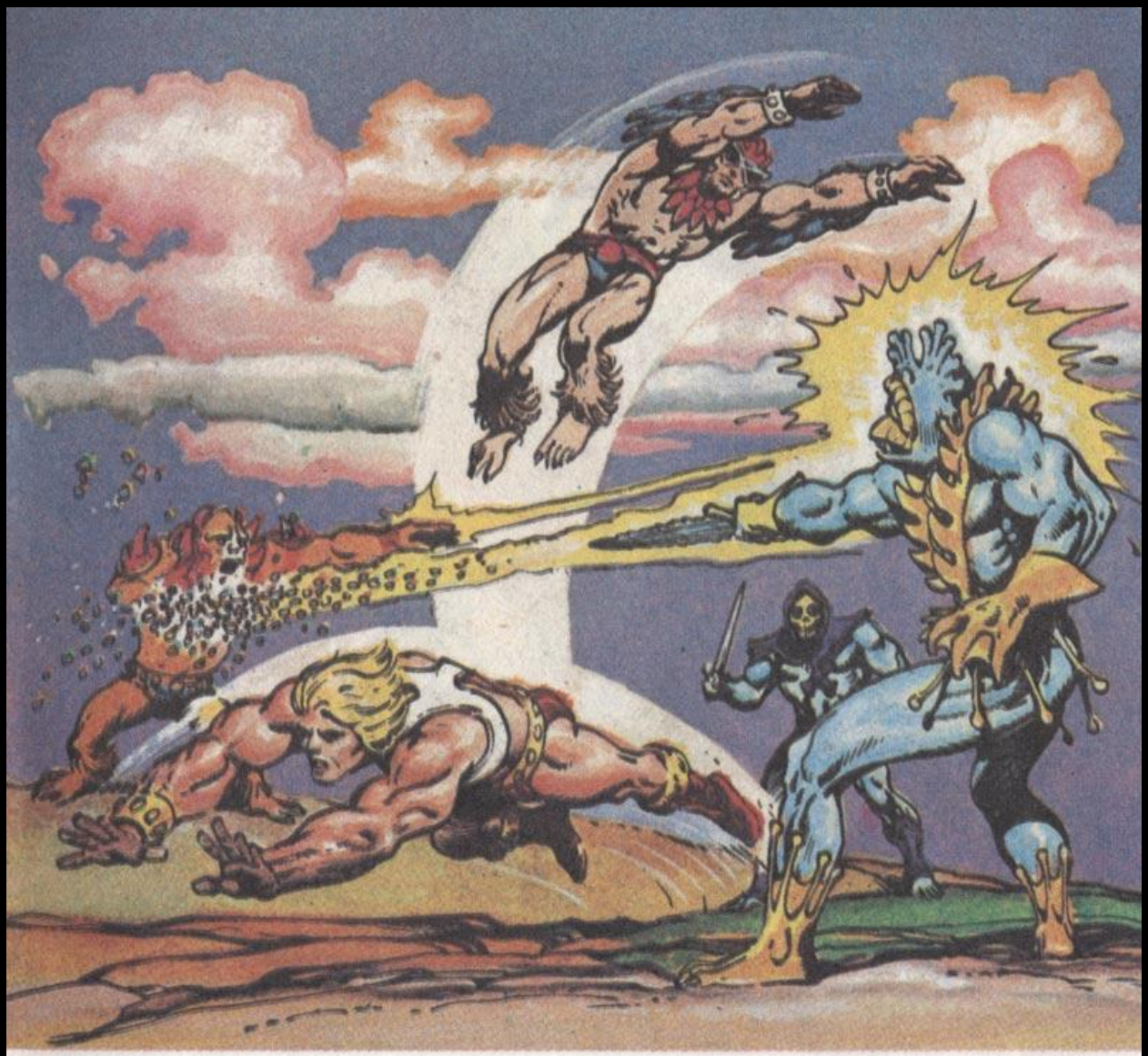
"I don't know how you escaped death," raved *Skeletor.* "But you will not do so again! *Slay* him and his friends! Now! Do it!" *Skeletor's* command was firm.

Beast Man, Skeletor's number one underling, leaped with the prowess of a great forest ape. However, his dull-witted mind had forgotten *He-Man's* forcefield.

And as *Beast Man* fell with a loud thud, *Mer-Man* was making his own attack. *Teela* was in grave danger.

Before *Stratos* could complete his defense, *Mer-Man* yelled defiantly, "This is where the sea conquers the sky!" *Mer-Man's* weapon shot out a stream of sea water that instantly cooled to ice.

His wings too heavy to keep him in the air, *Stratos* aimed his body at *Mer-Man.* "If I must fall, I will take you with me," he shouted. He fell fast, hitting the man of the sea with a mighty impact.



Beast Man was still determined to please *Skeletor.* Reviving, he arose with a mean growl, beat his chest and raised his weapon toward Stratos. "Now you die!" he growled, "then the rest of you will die, too!"

Mer-Man did not want to be outdone by *Beast Man,* and he aimed his weapon at *He-Man,* who jumped aside. However, *Mer-Man's* icy weapon found a target and *Beast Man* was caught in a barrage of pellets.

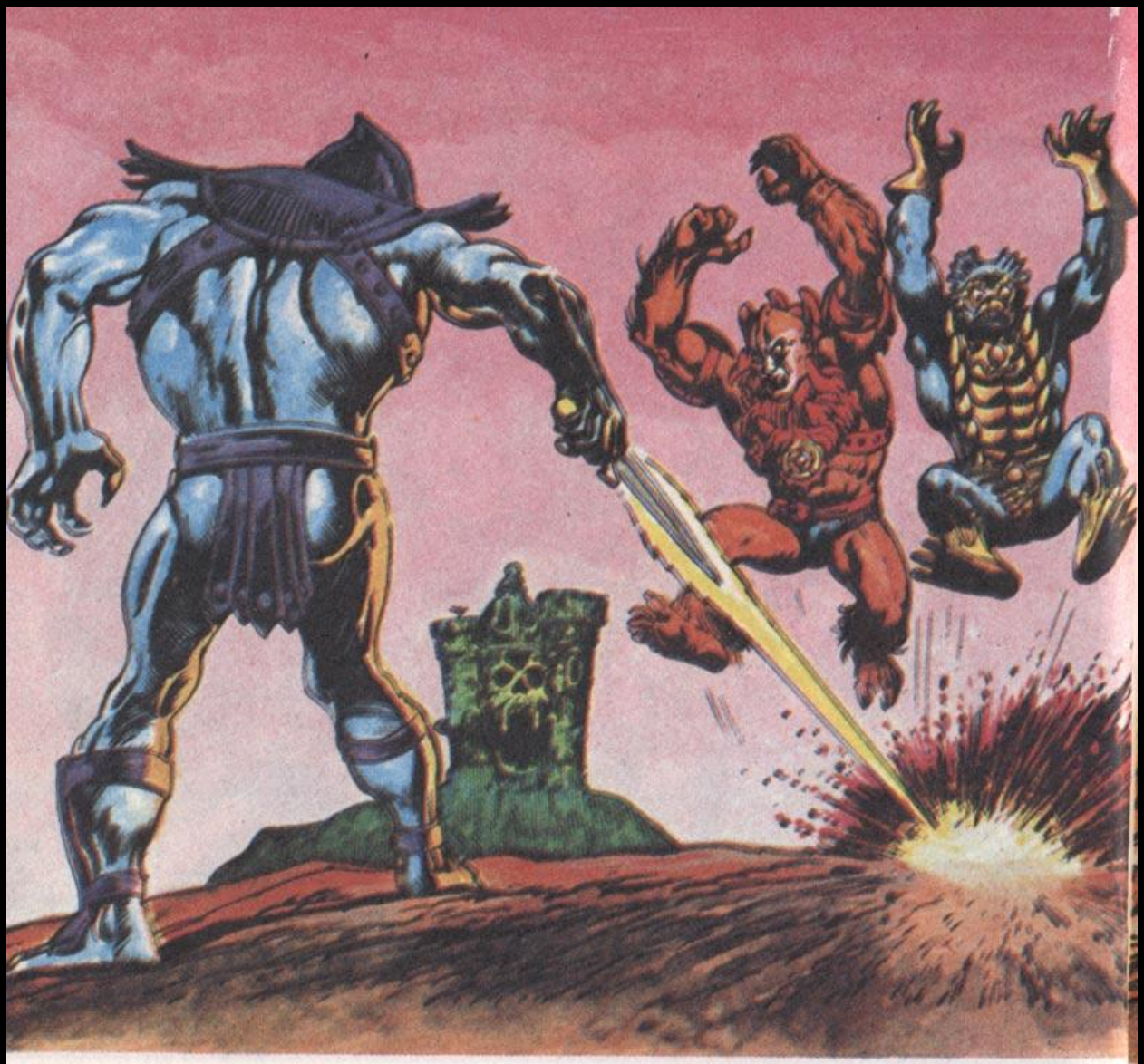
After *Skeletor* saw his two most powerful henchmen fall, he turned to the sea-being and shouted. "You bungling fools. You should have blasted *Stratos*! Now you will feel *my* fire – both of you!"

From *Skeletor's* weapon came a blast that enveloped *Mer-Man's* sea-bred body. So intense was the heat that it dried up the moisture in *Mer-Man's* scaly hide and the man of the sea felt himself slowly dying.

As much as *He-Man* hated *Skeletor,* he hated more to see a master do harm to a slave. Mounted on the *Battle Ram, He-Man* collided with *Skeletor,* disarming him.

And *Mer-Man* lost no time using what strength he had left to turn his own weapon on himself. Bathed in the sea water that would restore his strength, he gloated to himself, "You will regret this favor, *He-Man*!"

Teela and *Stratos* watched in disbelief.



Minutes passed, and finally a battered *Skeletor* got up to find his henchmen looking at him strangely.

"Before you think of rising up against me, you foolish underlings, consider this!" *Skeletor* shouted.

Whatever thoughts the two might have had were soon forgotten, as a blast of energy from *Skeletor's* weapon exploded under their feet.

"Master! You are the master!" they yelled together.

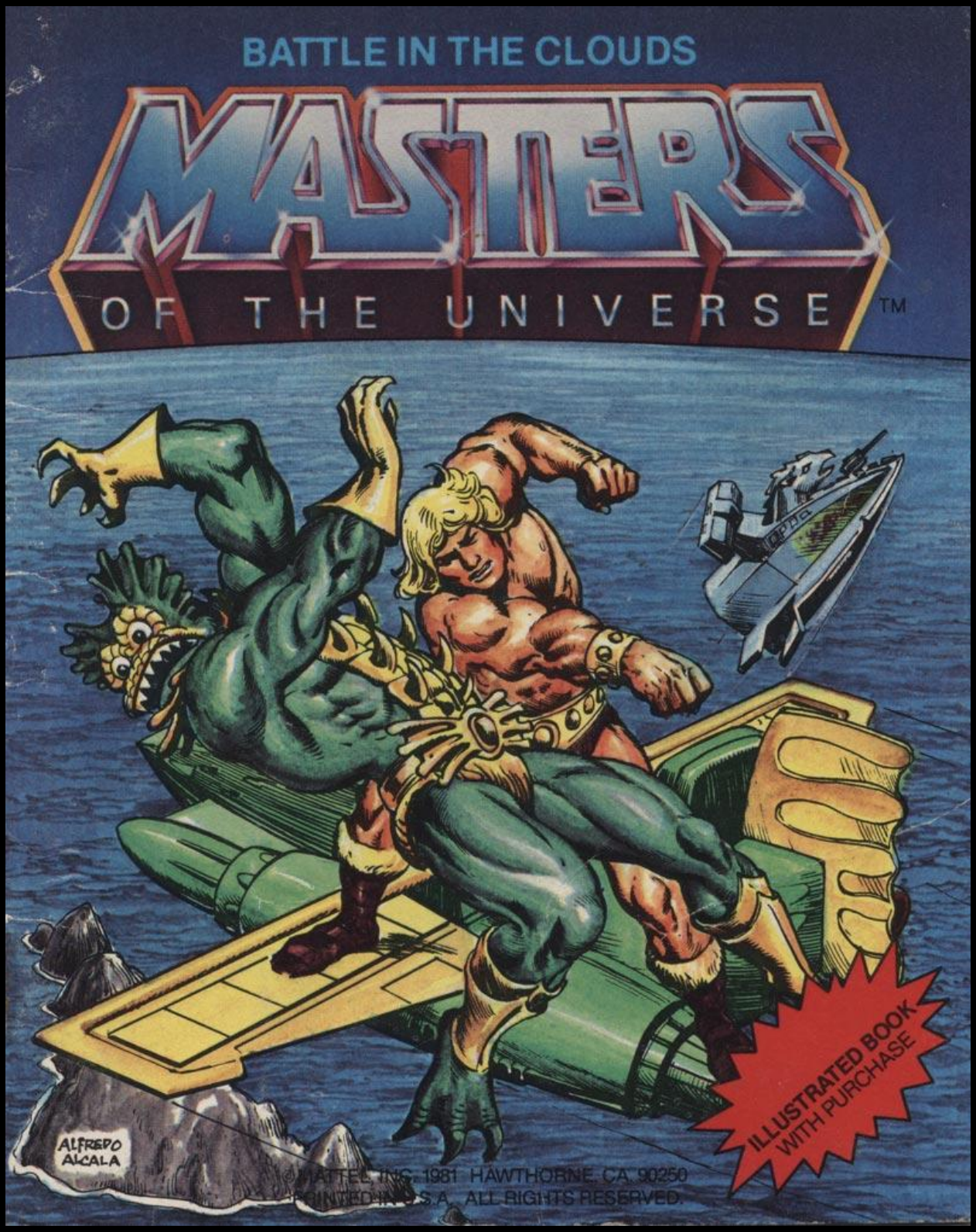
"Thank you, 'Master!' " mocked *He-Man*, "for giving us such a great idea." Then together, *He-Man, Teela* and *Stratos* trained their weapons on the villains, sending them fleeing like cowards from *Castle Grayskull.*

"No doubt they will invent new plots of evil," said the *Spirit of the Castle,* appearing. "But you, the *Masters of the Universe,* will be ready for them."

"Indeed, we shall be!" agreed *He-Man* with fervor!

BATTLE IN THE CLOUDS

MASTERS OF THE UNIVERSE™



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On the tallest peak of the Planet Eternia's mightest mountain perched a watchful *Master of the Universe*, the winged one—*Stratos*.

He listened to the whistling wind, and he heard the echoes of an angry voice. "I crave power! I was born to rule all of Eternia!" *Stratos* recognized the voice as that of the evil *Skeletor*, and he flew off to see if he could locate the sounds that he had heard.

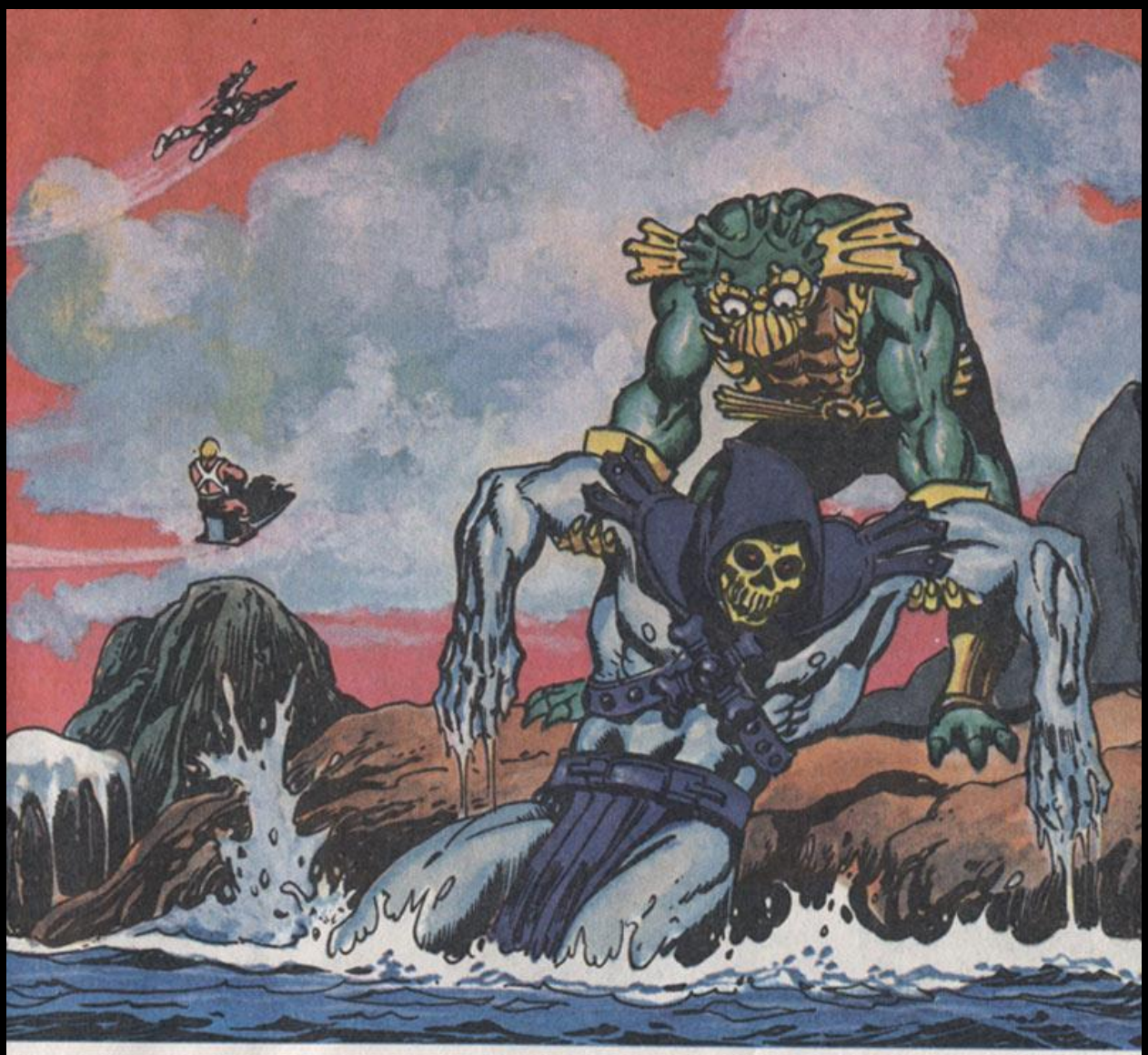
The sound took *Stratos* to *Castle Grayskull. He-Man* and the fiendish *Skeletor* were locked in a gory battle. *Stratos* saw *He-Man* use the *Battle Ram* to blast *Skeletor's* lightning weapon from his hand. He heard the villain yell, as powerful energies shocked him. *He-Man* seemed to be winning the fight.

Other eyes watched the battle, too... *Mer-Man*, the sea creature, one of *Skeletor's* underlings.

"You are a fool, *Skeletor*! You can never defeat me as long as I possess my Battle Ram and this suit that increases my strength!" exclaimed *He-Man*. With that, he demonstrated the value of the suit by hurling *Skeletor* through the air toward the sea.

Mer-Man cast a greedy eye. "With *He-Man*'s weapons I could be *Skeletor's* equal. I will help *Skeletor*."

So saying, *Mer-Man* headed toward the water.

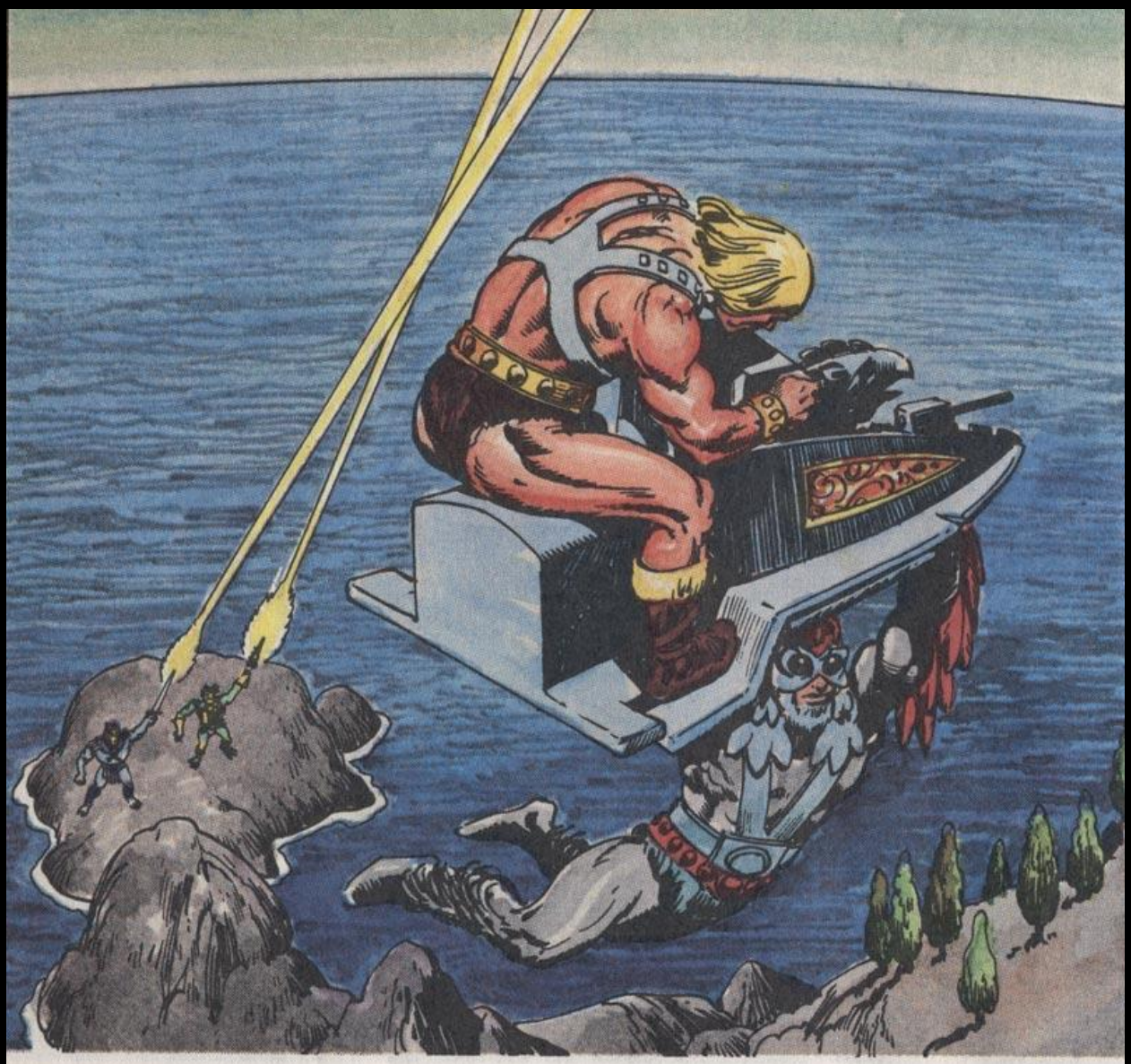


Stratos saw that *He-Man* needed no help, so he turned in flight and headed for his mountain home.

"That cursed demon!" roared *Skeletor*, as *Mer-Man* struggled to pull him from the sea. "He will pay and pay dearly for this deed! That I vow!"

"I can help you defeat *He-Man*," grinned *Mer-Man*, "and for my reward I want his weapons."

"They are yours if we win!" agreed *Skeletor*.



"Hark, *Stratos*!" called *He-Man*, as he spotted the warrior in mid-air. "I did not know you were so near, friend..." But before *Stratos* could reply, he went into action, swooping down to lift the *Battle Ram* and *He-Man* above the twin blasts that were blazing from *Mer-Man* and *Skeletor*'s weapons.

"I am glad I heard your call," said *Stratos*.

"Not as glad as I," replied *He-Man*.

A great gust of wind toppled *He-Man* from the *Battle Ram.* Only his super garment had prevented his death, but he was unconscious. Unaware of *He-Man*'s fall, *Stratos* flew on, battling the gale.

"If we are to climb those heights, we will need more than legs," growled *Mer-Man.*

"And I know where to get what we need," leered the sinister *Skeletor.* "Yes I know what to do!"

"You have your transportation! Now go after *He-Man*! I will watch this beauty," smiled *Skeletor.*

"Yes, master," replied *Mer-Man*, "and when I return I will have *He-Man* and his weapons!"

Teela gasped in horror, as *Skeletor's* energy blade struck her animal, sending it in a gallop toward the mountain where *He-Man* lay unconscious.

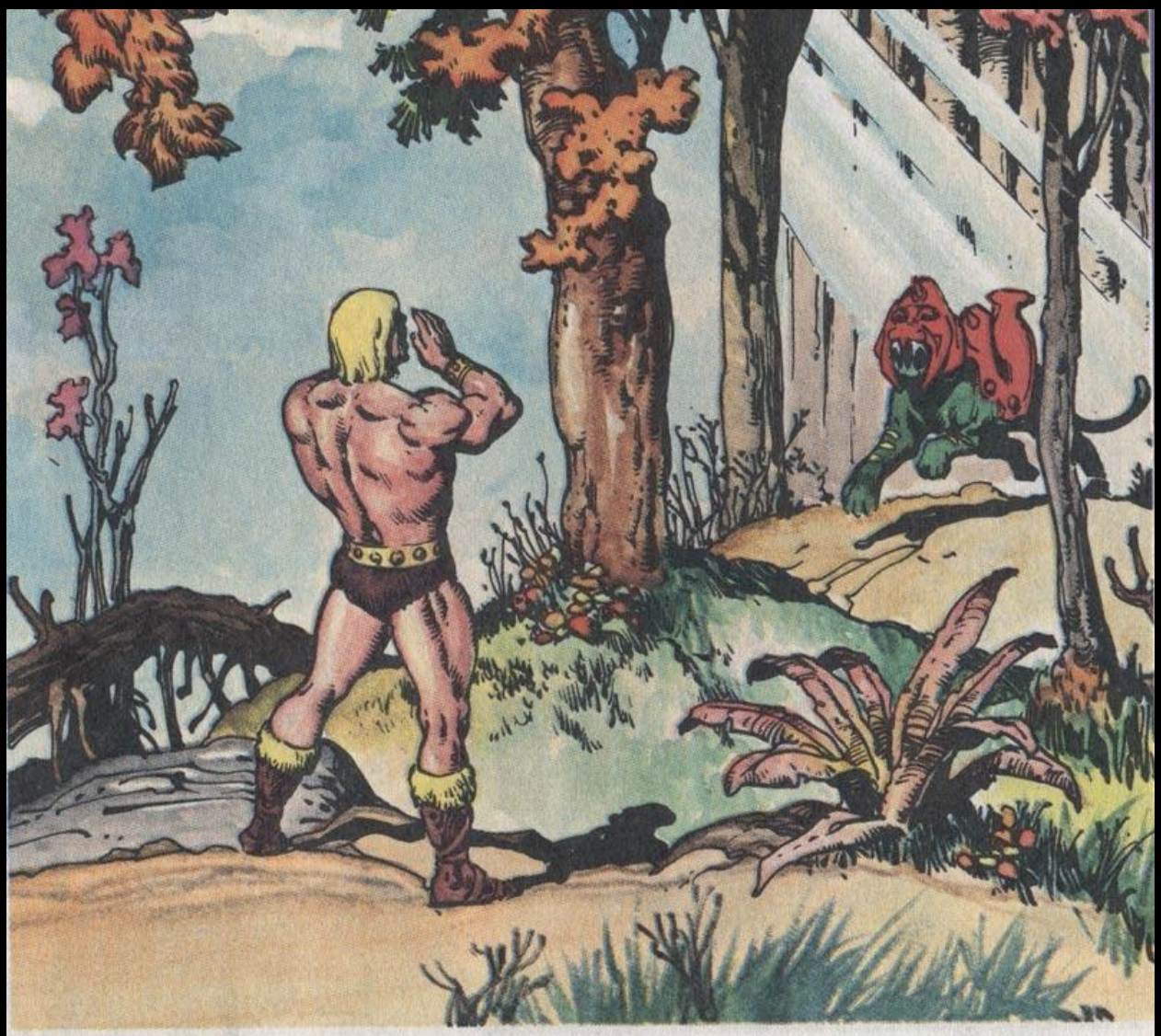
"Fiend! You'll never win!" screamed *Teela*.

By the time *He-Man* was coming out of his dazed condition, *Mer-Man* had reached a place from which he could make a swift attack.

"A super-strength suit does not have a forcefield," thought *Mer-Man*. Dismounting from the horse, he picked up a huge boulder and hurled it at the half-conscious *He-Man*. "All I have to do is rip off that suit and it is mine!" *Mer-Man* said.

The *Master of the Universe* was no match for a wild man who had used savage means to cripple him. And as *Mer-Man* ripped off *He-Man*'s strength garment, he gloated, "Now, *He-Man*, you are unarmed! And I am super-strong! Soon I will possess your *Battle Ram* and then I will return to deal with you!"

"Fiend! What have you done with *Teela*?" *He-Man* struggled to ask. *Mer-Man* did not reply.



He-Man pretended complete defeat until *Mer-Man* departed. "If I am to reach *Stratos* and find where he put my *Battle Ram*, I am going to need help," he thought. Then he cupped his hands to his mouth and gave an animal call toward the forest.

In response, something powerful gave a deep growl and bolted from the woods. "Come," *He-Man* commanded, and *Battle Cat* sprang to his master.

He-Man leaped to the back of *Battle Cat*. Soon the beast was bounding obediently across the rugged terrain, stopping at *He-Man*'s home just long enough for *He-Man* to put on his forcefield suit. Moments later, they were rapidly approaching Eternia's *Master of Weapons*, *Man-At-Arms*.

"I need your help!" called *He-Man* to a waiting armored figure. "The situation is grave!"

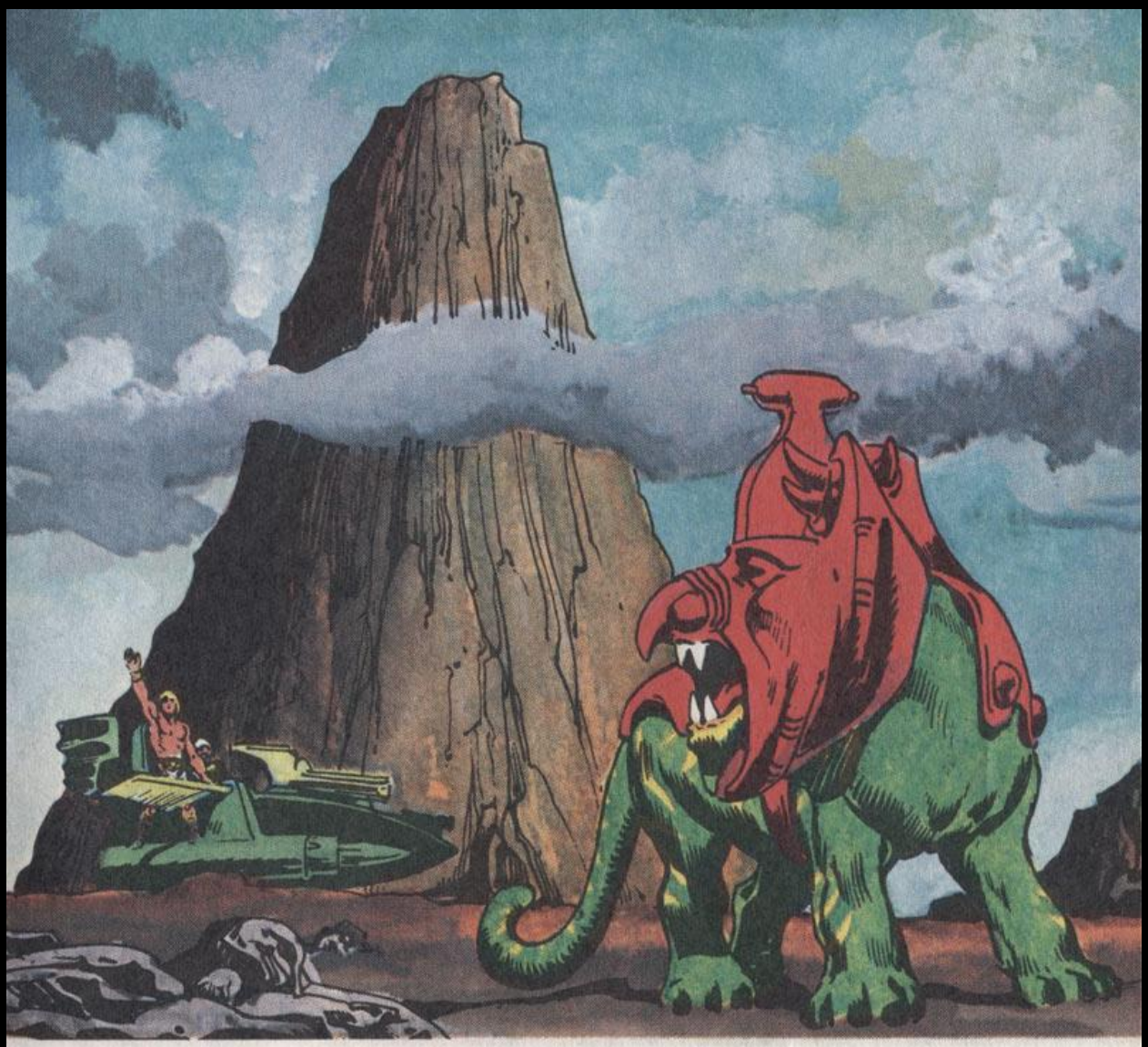
"Indeed it must be grave for the mighty *He-Man* to ask for help," replied *Man-At-Arms.* "I will join you in your battle against evil."

As *He-Man* explained *Mer-Man's* plot and *Teela's* certain danger, *Man-At-Arms* climbed aboard his incredible *Wind Raider.* Soon they were on their way to *Stratos's* mountain to stop *Mer-Man* from capturing *He-Man*'s *Battle Ram.*

Finally they reached the end of their journey, but *Mer-Man* had seen them coming and he vanished amid the twisting clouds.

"I fear that your *Battle Cat* would never survive the climb," *Man-At-Arms* said to *He-Man*.

"I agree," sighed *He-Man*. Patting the animal's sinewy hide, he said, "Go back to your forest. This ascent must be made with a steed of metal."



With a whimper, strangely out of character for its size and fierce appearance, *Battle Cat* obeyed his master. When he turned to look back, *He-Man* had already entered *Man-At-Arms'* *Wind Raider.*

"I prefer my own *Battle Ram*," said *He-Man.*

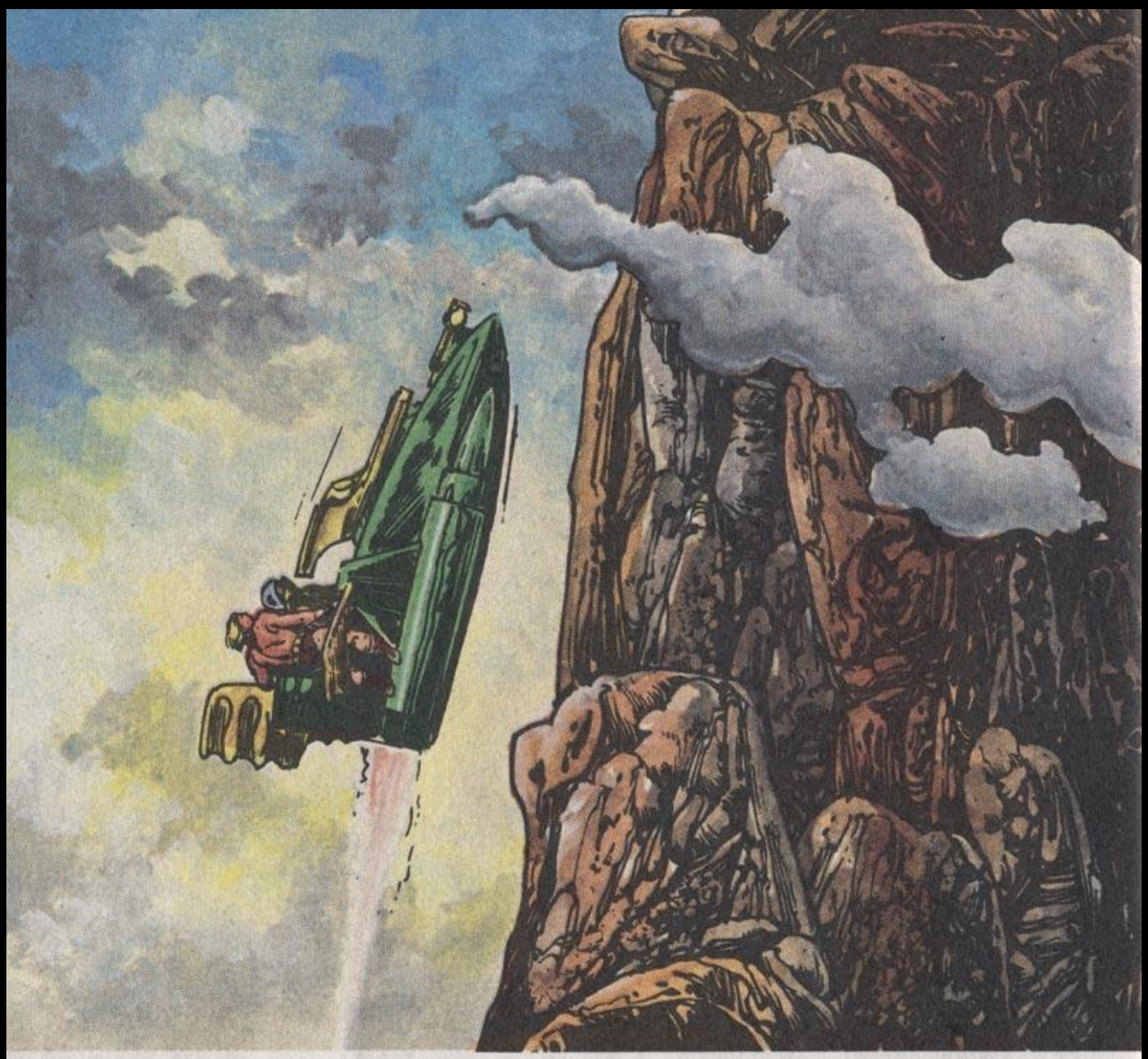
"Ah, but could your *Battle Ram* so easily get up this rocky slope?" asked *Man-At-Arms.* Knowing it could not, *He-Man* remained silent.

Meanwhile, *Mer-Man* had found the *Battle Ram* and he pondered the weapons on it. "I wonder what this button will produce," he said, groping at one of the *Battle Ram*'s controls. Had he not quickly jumped aside, *Mer-Man* would have been blasted by a deadly laser-gun.

"With this I can easily conquer *He-Man* and even *Skeletor*," he boasted. "I would not even need that strength suit!"

As *Mer-Man* mastered the *Battle Ram's* operation, *He-Man* became more determined to get back his property. Yet, as the *Wind Raider* continued its ascent, the steepness of the mountain slowed it almost to a halt. *He-Man* hung on to *Man-At-Arms* for dear life.

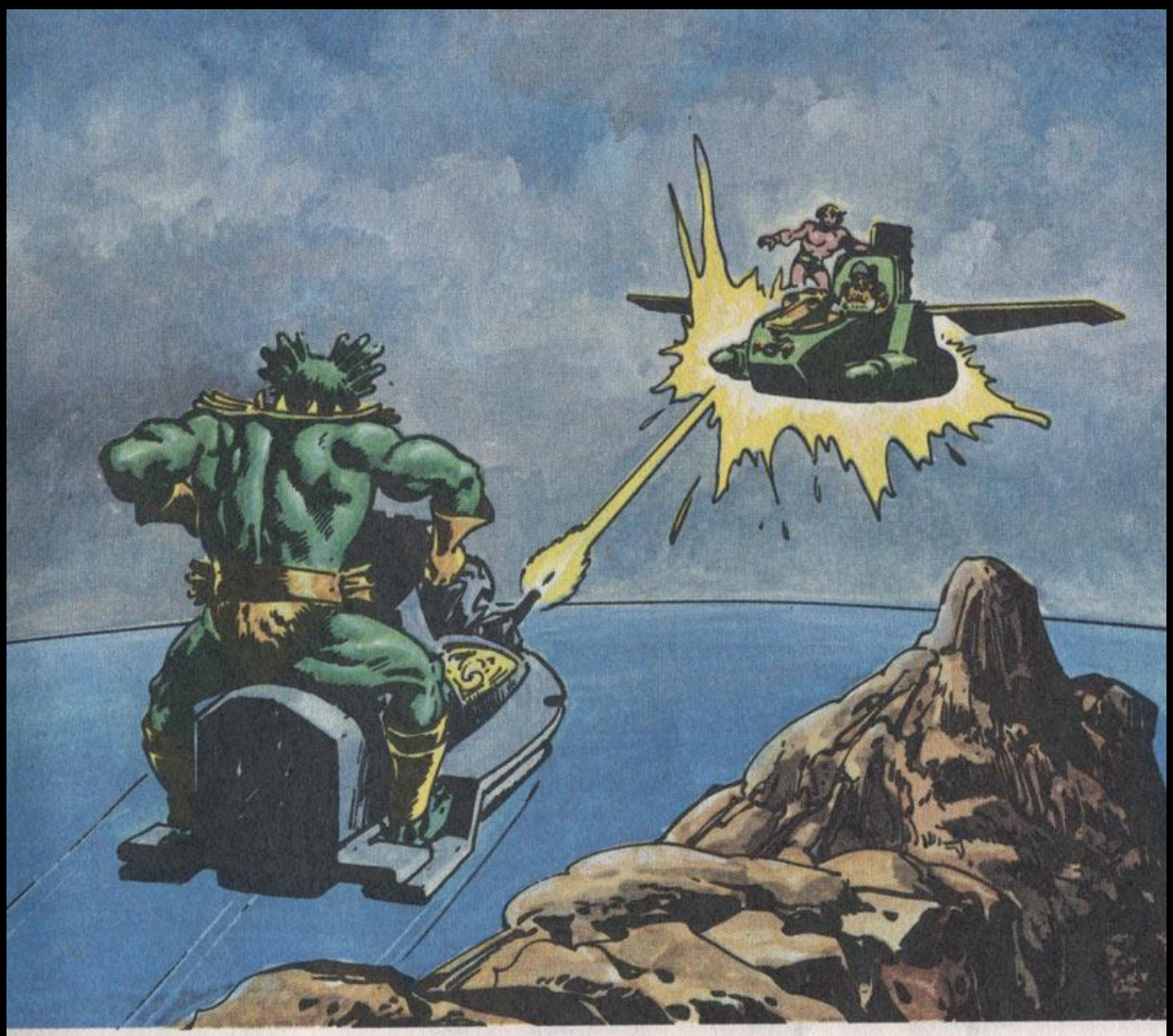
"Like my *Battle Cat*, your *Wind Raider* cannot make the climb," chided *He-Man*. "If I had my super suit for strength, I could carry us the rest of the way."



"No need for your *Battle Cat*," *Man-At-Arms* replied. "Brute strength must ofttimes give way to science. Hold on tighter, friend."

Man-At-Arms worked the *Wind Raider's* controls. The vehicle's wings leveled in the wind, and rapidly the ship rose into the chilled air.

"Your point has been taken," said *He-Man*, his voice swept by the speed, "but must we fly so fast?"



Reaching the mountain's summit, *He-Man* and *Man-At-Arms* were greeted by a volley of deadly rays.

"I had not expected you to follow me," yelled the man of the sea, "but I was ready any way. I have had time to learn how to use your weapons!"

Mer-Man continued to blast his enemies.

"The *Battle Ram* can destroy us!" *He-Man* said.

"Do not be so sure!" replied *Man-At-Arms*.

Taking the offensive, *Man-At-Arms* flew his machine directly at *Mer-Man* and the *Battle Ram*. But *Mer-Man* maneuvered out of the way, then turned his ship, firing its battering device.

"Argghh...!" groaned *Man-At-Arms*, as he was struck hard and flung from the *Wind Raider.*

He-Man reacted with remembered horror, as *Man-At-Arms* dropped toward the rocky ground.

Only *Man-At-Arms*' remarkable armor saved him from death. Looking up, he saw the battle between *He-Man* and *Mer-Man* just beginning.

"Only one of us will survive this battle!" *He-Man* vowed, aiming the *Wind Raider* directly at the *Battle Ram*. "And it will not be you, *Mer-Man*!"

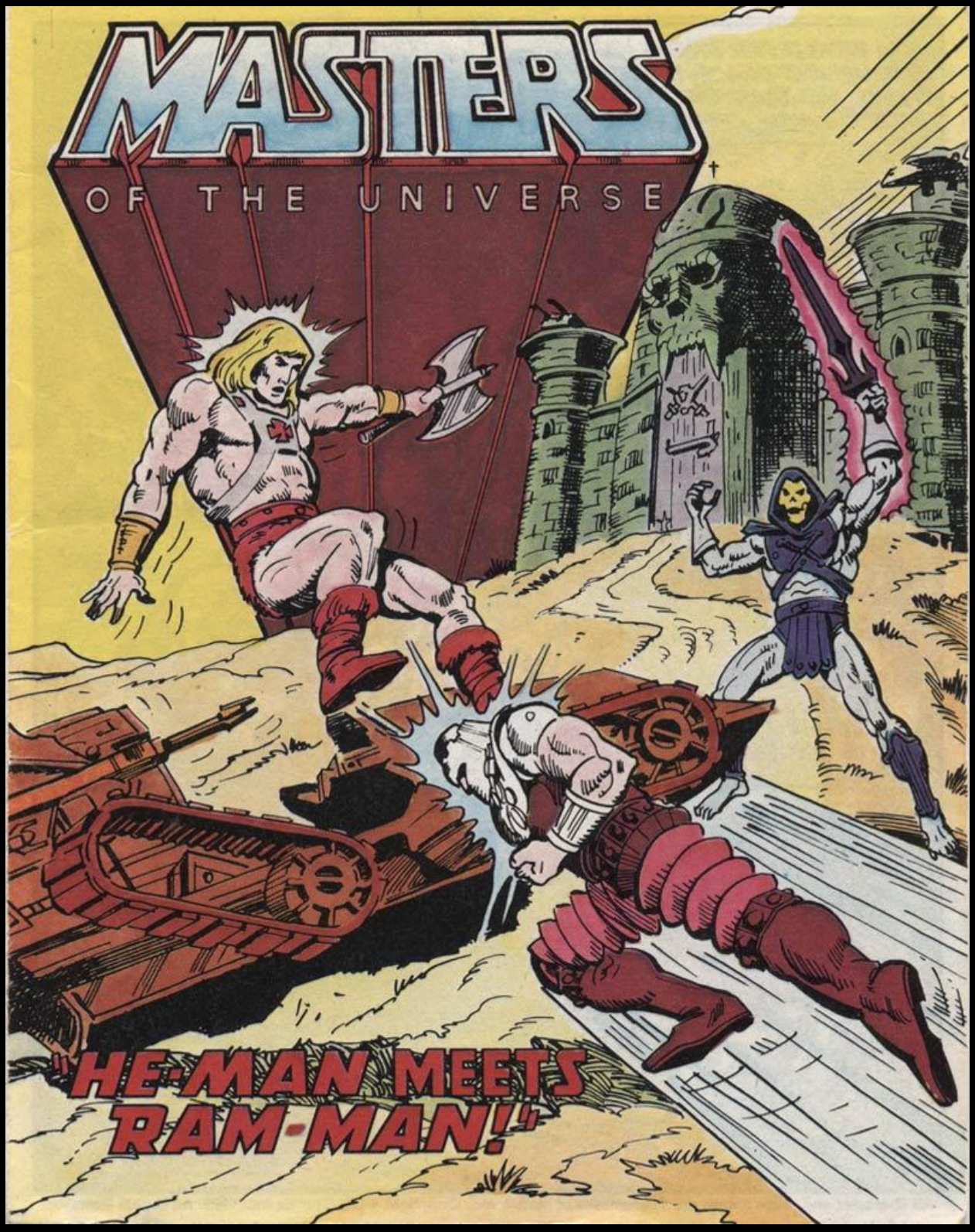
The two vehicles collided like a pair of battering rams, but both ships survived the impact.

The battle raged in the clouds, with *He-Man* and *Mer-Man* locked in mortal combat. But suddenly, from nowhere, *Stratos*, with wings folded behind his back, dropped from the sky. Now it was *Mer-Man's* turn to be knocked senseless. The *Battle Ram's* weapons were silenced, as its evil pilot lost control and fell.

"When I found you missing, I dropped your machine and returned to find you," *Stratos* called out.

"Now that you found me and it," yelled *He-Man*, "get ready to use it! After I take my strength suit from *Mer-Man*, we must find *Teela*, rescue *Man-At-Arms* from a ledge, and then let *Skeletor* know that he and his underling have met another defeat."

Riding off on the wonderful vehicles, *Stratos* called to *He-Man*, "Sometimes steeds of metal and machinery beat wings and wits." Both smiled.


MASTERS
OF THE UNIVERSE
"HE-MAN MEETS RAM-MAN!"

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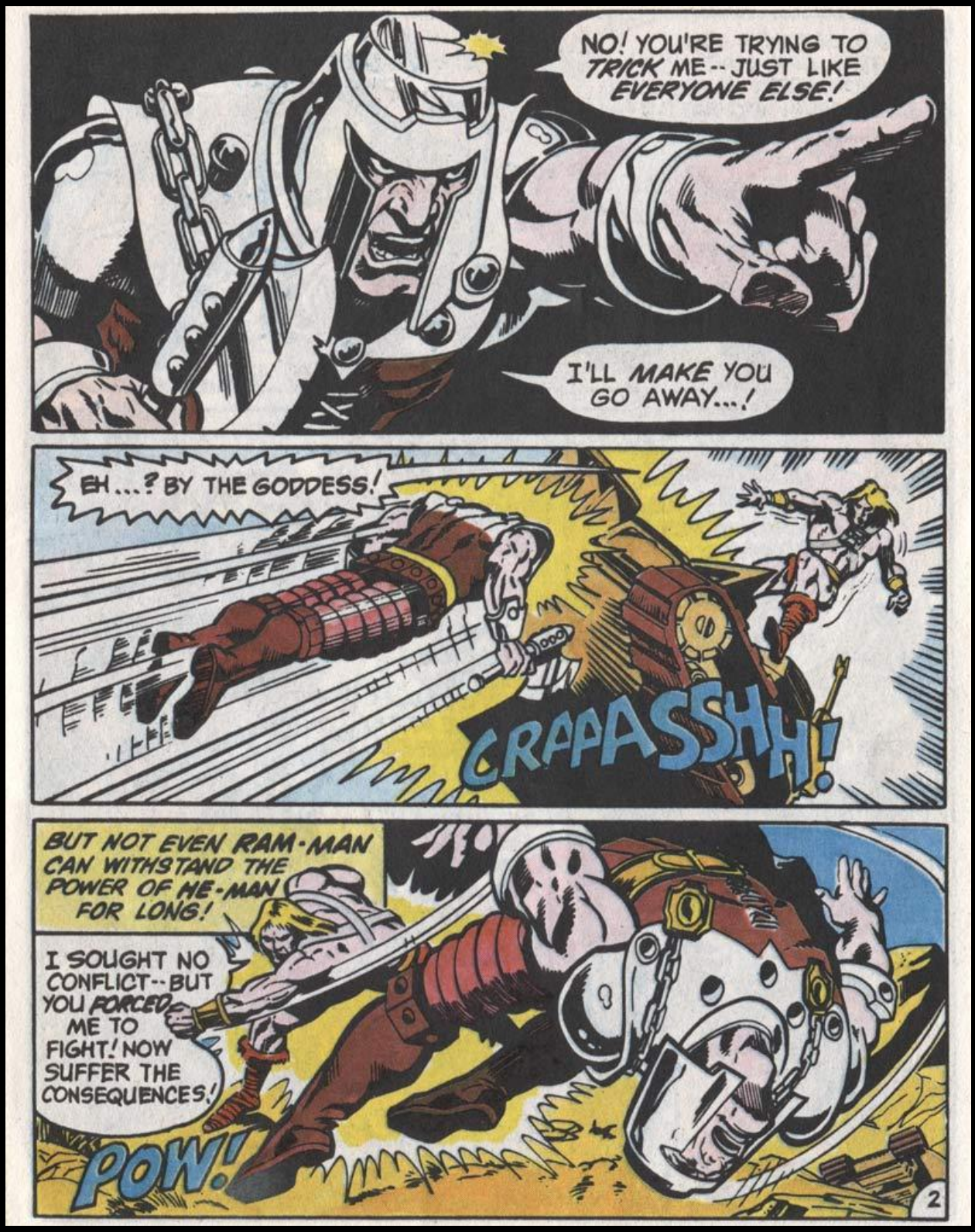
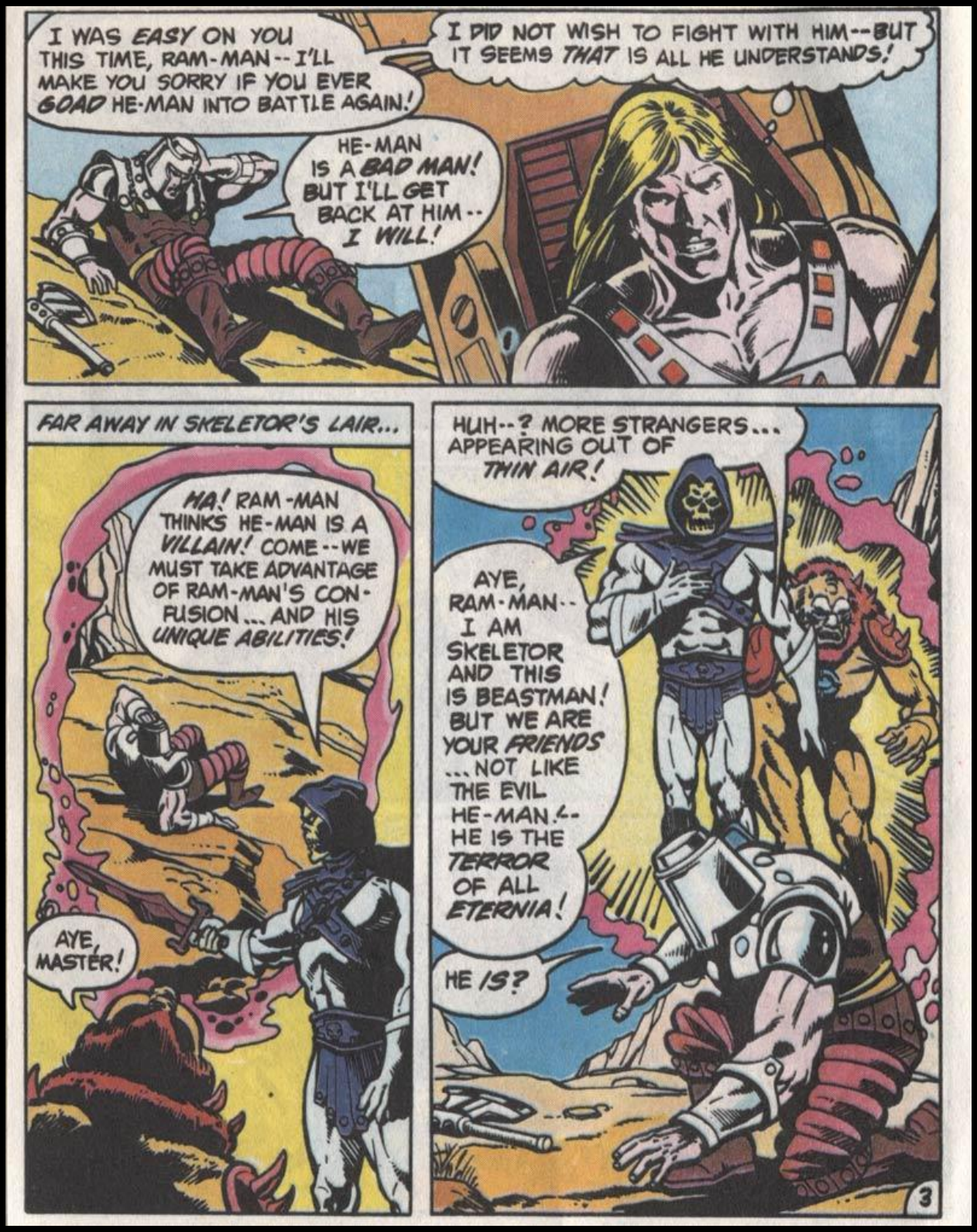
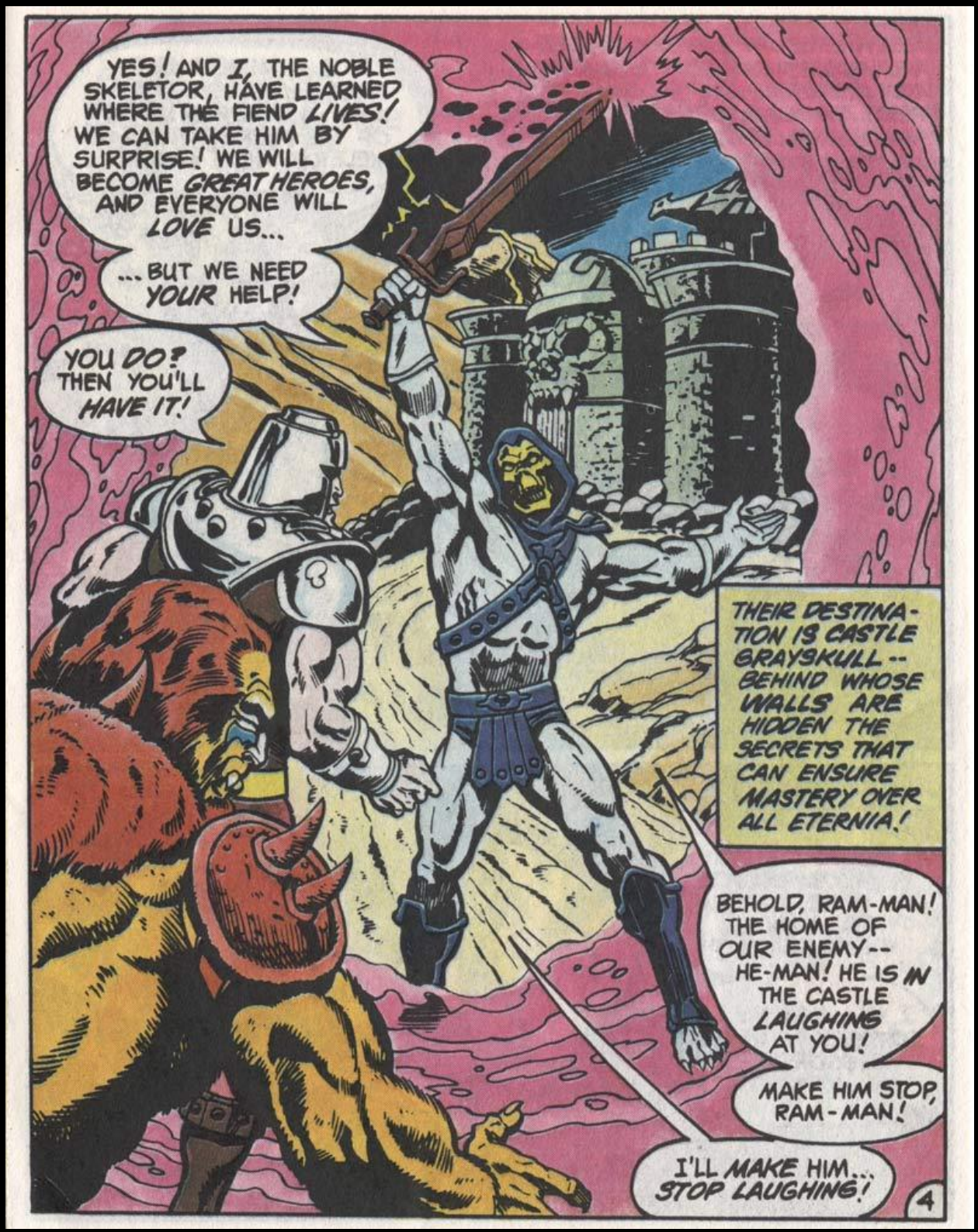
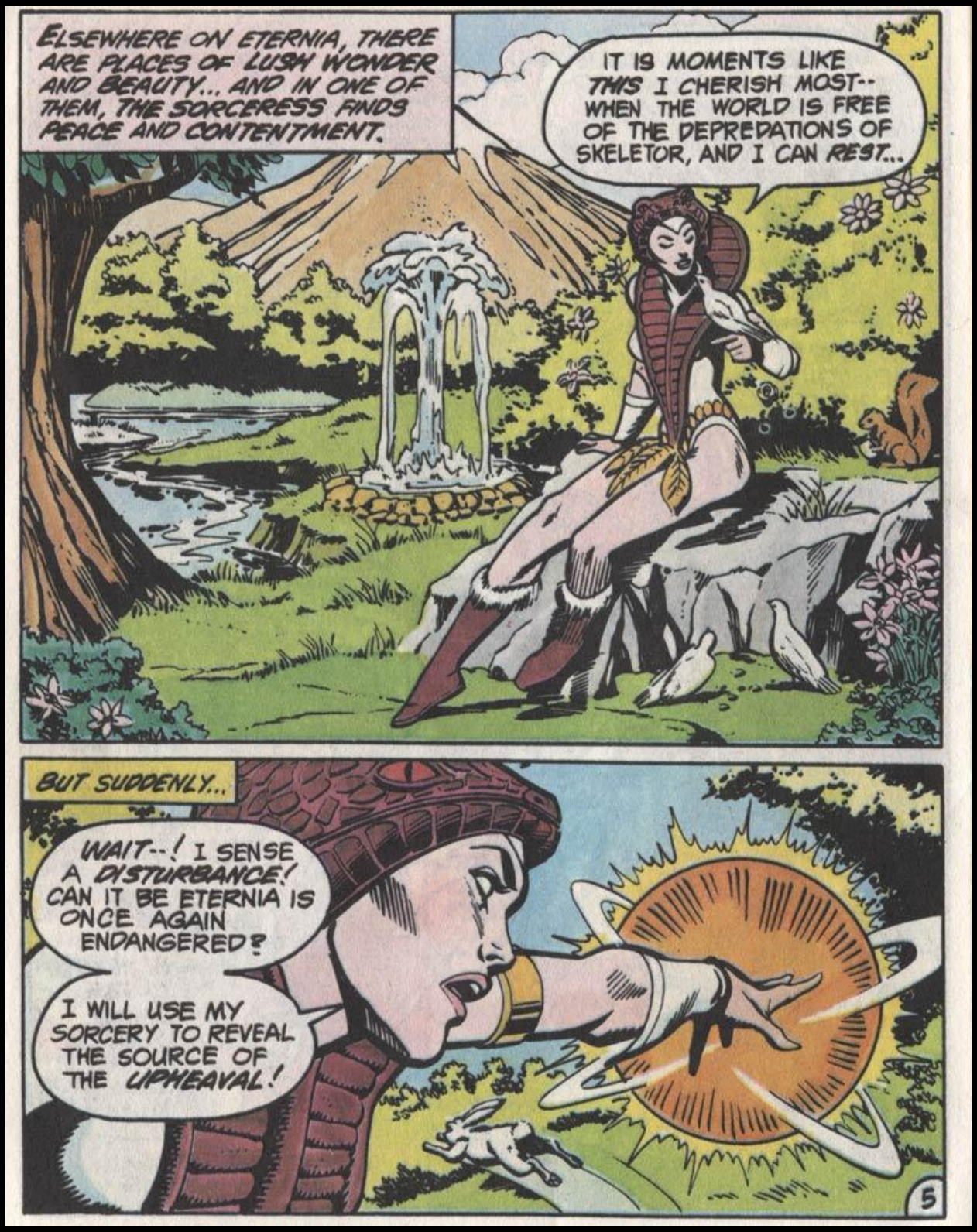

NO! YOU'RE TRYING TO TRICK ME -- JUST LIKE EVERYONE ELSE!
I'LL MAKE YOU GO AWAY...!
EH...? BY THE GODDESS!
CRAPASSHH!
BUT NOT EVEN RAM-MAN CAN WITHSTAND THE POWER OF HE-MAN FOR LONG!
I SOUGHT NO CONFLICT -- BUT YOU FORCED ME TO FIGHT! NOW SUFFER THE CONSEQUENCES!
POW!
2


I WAS EASY ON YOU THIS TIME, RAM-MAN -- I'LL MAKE YOU SORRY IF YOU EVER GOAD HE-MAN INTO BATTLE AGAIN!
I DID NOT WISH TO FIGHT WITH HIM -- BUT IT SEEMS THAT IS ALL HE UNDERSTANDS!
HE-MAN IS A BAD MAN! BUT I'LL GET BACK AT HIM -- I WILL!
FAR AWAY IN SKELETOR'S LAIR...
HA! RAM-MAN THINKS HE-MAN IS A VILLAIN! COME -- WE MUST TAKE ADVANTAGE OF RAM-MAN'S CONFUSION ... AND HIS UNIQUE ABILITIES!
AYE, MASTER!
HUH -- ? MORE STRANGERS ... APPEARING OUT OF THIN AIR!
AYE, RAM-MAN -- I AM SKELETOR AND THIS IS BEASTMAN! BUT WE ARE YOUR FRIENDS ... NOT LIKE THE EVIL HE-MAN! -- HE IS THE TERROR OF ALL ETERNIA!
HE IS?
3


YES! AND I, THE NOBLE SKELETOR, HAVE LEARNED WHERE THE FIEND LIVES! WE CAN TAKE HIM BY SURPRISE! WE WILL BECOME GREAT HEROES, AND EVERYONE WILL LOVE US...
...BUT WE NEED YOUR HELP!
YOU DO? THEN YOU'LL HAVE IT!
THEIR DESTINATION IS CASTLE GRAYSKULL -- BEHIND WHOSE WALLS ARE HIDDEN THE SECRETS THAT CAN ENSURE MASTERY OVER ALL ETERNIA!
BEHOLD, RAM-MAN! THE HOME OF OUR ENEMY -- HE-MAN! HE IS IN THE CASTLE LAUGHING AT YOU!
MAKE HIM STOP, RAM-MAN!
I'LL MAKE HIM... STOP LAUGHING!
4


ELSEWHERE ON ETERNIA, THERE ARE PLACES OF LUSH WONDER AND BEAUTY... AND IN ONE OF THEM, THE SORCERESS FINDS PEACE AND CONTENTMENT.
IT IS MOMENTS LIKE THIS I CHERISH MOST-- WHEN THE WORLD IS FREE OF THE DEPREDATIONS OF SKELETOR, AND I CAN REST...
BUT SUDDENLY...
WAIT--! I SENSE A DISTURBANCE! CAN IT BE ETERNIA IS ONCE AGAIN ENDANGERED?
I WILL USE MY SORCERY TO REVEAL THE SOURCE OF THE UPHEAVAL!
5

OH NO! SKELETOR ATTACKS THE GATES OF CASTLE GRAYSKULL ONCE AGAIN, SEEKING THE SECRETS THAT WILL ENABLE HIM TO CONQUER ETERNIA!
AND THIS TIME IT LOOKS LIKE HE MIGHT SUCCEED!
I MUST FIND HE-MAN -- ONLY HE CAN STOP SKELETOR AND HIS POWERFUL NEW HENCHMAN IN TIME!
AND WITH A FLASH OF MYSTIC ENERGIES, SHE'S GONE!
LINK!
6

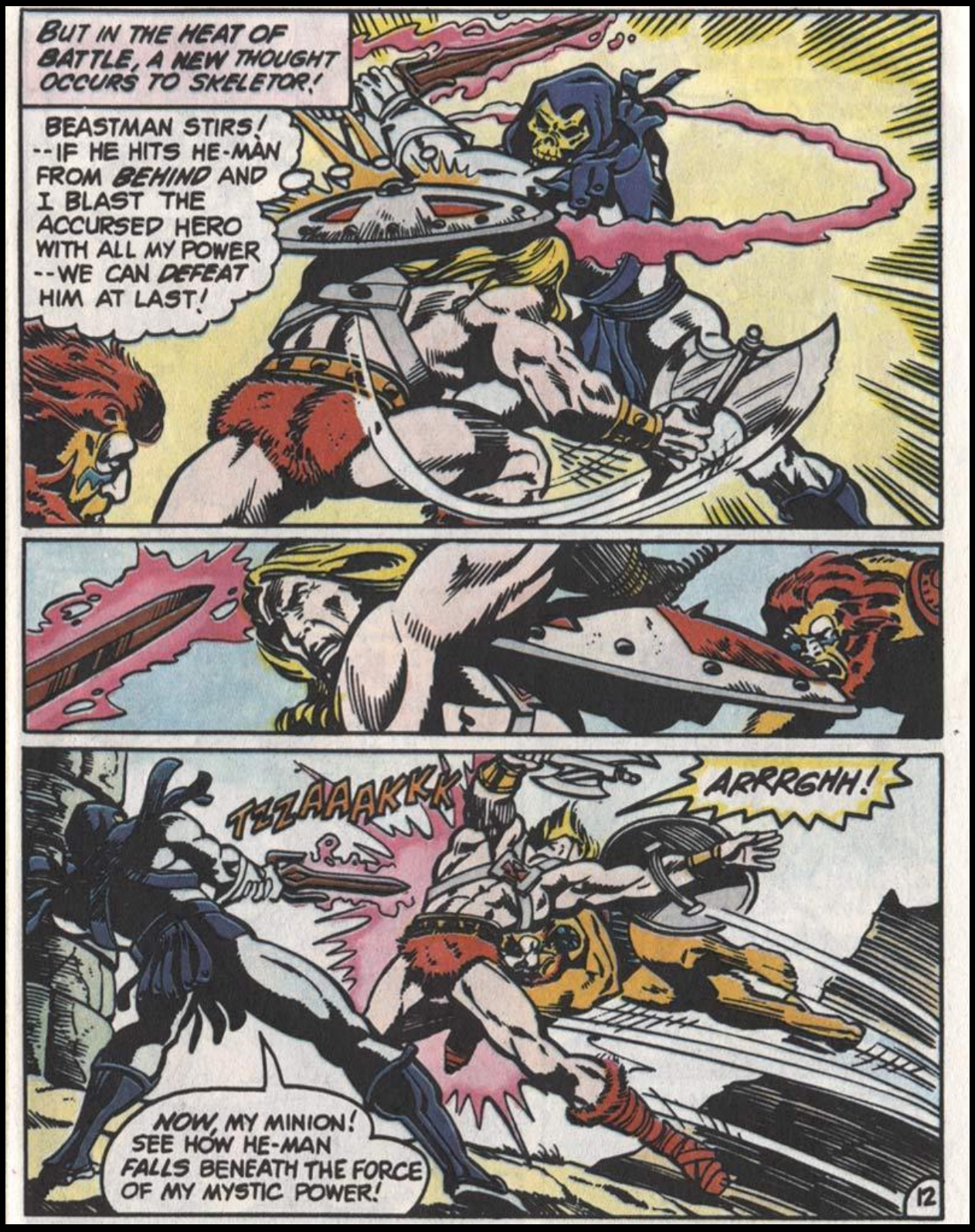
SKELETOR IS NOT THE ONLY THREAT TO ETERNIA! IN A SMALL VILLAGE, HE-MAN FACES ANOTHER EVIL BEING!
ROOWWRR
BACK, FOUL MONSTER! NO MORE SHALL YOU PREY UPON THESE POOR PEOPLE! NOW YOU FACE THE POWER OF-- HE MAN!
HA! SO ENDS THE PERIL OF THIS DREADFUL BEAST!
7

HE SLEW THE GLORM! HE-MAN HAS SAVED US!
ALL HAIL THE GREAT HE-MAN, HERO OF ETERNIA!
NO, NO, GOOD PEOPLE -- I DESERVE NO PRAISE--
EH... WHAT'S THAT...?
MIGHTY SORCERESS -- WHAT HAS BROUGHT YOU HERE?
I HAVE GRIM TIDINGS, HE-MAN! SKELETOR ATTACKS CASTLE GRAYSKULL EVEN AS WE SPEAK!
YOU MUST HURRY THERE BEFORE HE CAN BREACH THE GATES!
I AM SORRY I CANNOT STAY FOR THE VICTORY CELEBRATION, GOOD PEOPLE -- BUT DUTY CALLS!
NOBLE HE-MAN! WHAT WOULD WE OF ETERNIA DO WITHOUT HIM!?
8

MEANWHILE, AT CASTLE GRAYSKULL...
OWWW! PLEASE, SKELETOR! LET ME STOP -- I NEED TO REST!
NO, YOU FOOL! KEEP GOING!
MASTER! --METHINKS HE CANNOT SUCCEED!
FOR ONCE YOU MAY BE RIGHT! BUT WE CANNOT ALLOW HIM TO STOP, CAN WE?
ZAP!
-- NOT WHEN A LITTLE MYSTICAL ENERGY FROM MY POWER SWORD CAN HELP HIM! HA HA!
AHH-- THAT BE BRILLIANT, MASTER! BUT IT SEEMS THE EFFORT WILL KILL HIM!
WHO CARES, ONCE HE HAS ACCOMPLISHED HIS PURPOSE! HA HA HA!
WHAM
WHAM
NOO! LET ME STOP... PLEASE!
WHAM
9

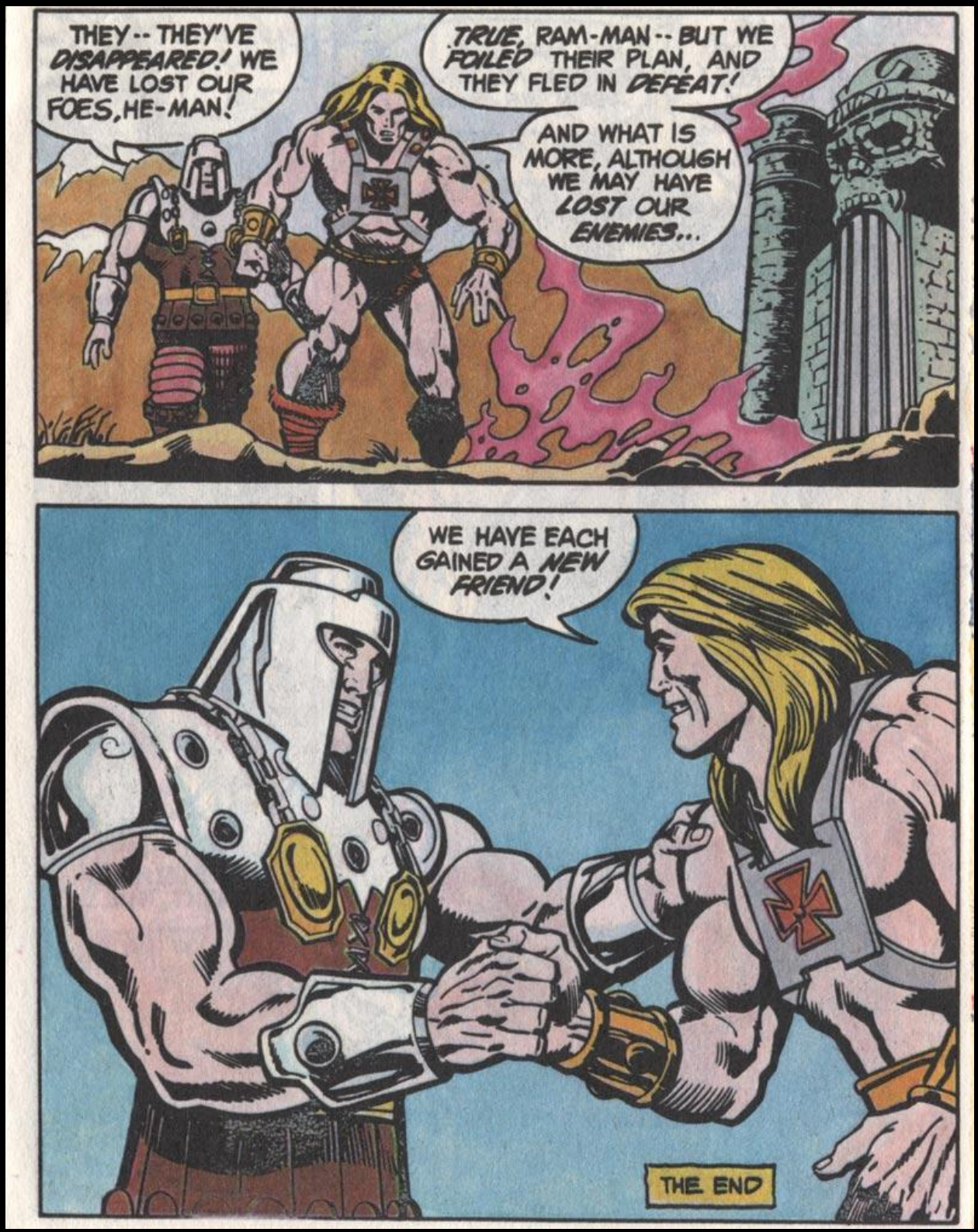
SUDDENLY...
HO, WRETCHED SKELETOR! RELEASE POOR RAM-MAN FROM YOUR EVIL SPELL, OR FACE THE WRATH OF HE-MAN!
HE HAS NEARLY BROKEN THROUGH INTO CASTLE GRAYSKULL, HE-MAN! YOU CANNOT STOP ME THIS TIME!
GET HIM, BEASTMAN!
BUT MASTER--
YOU DON'T HAVE TO WIN THIS TIME, FOOL--JUST KEEP HIM BUSY! NOW GO!
10

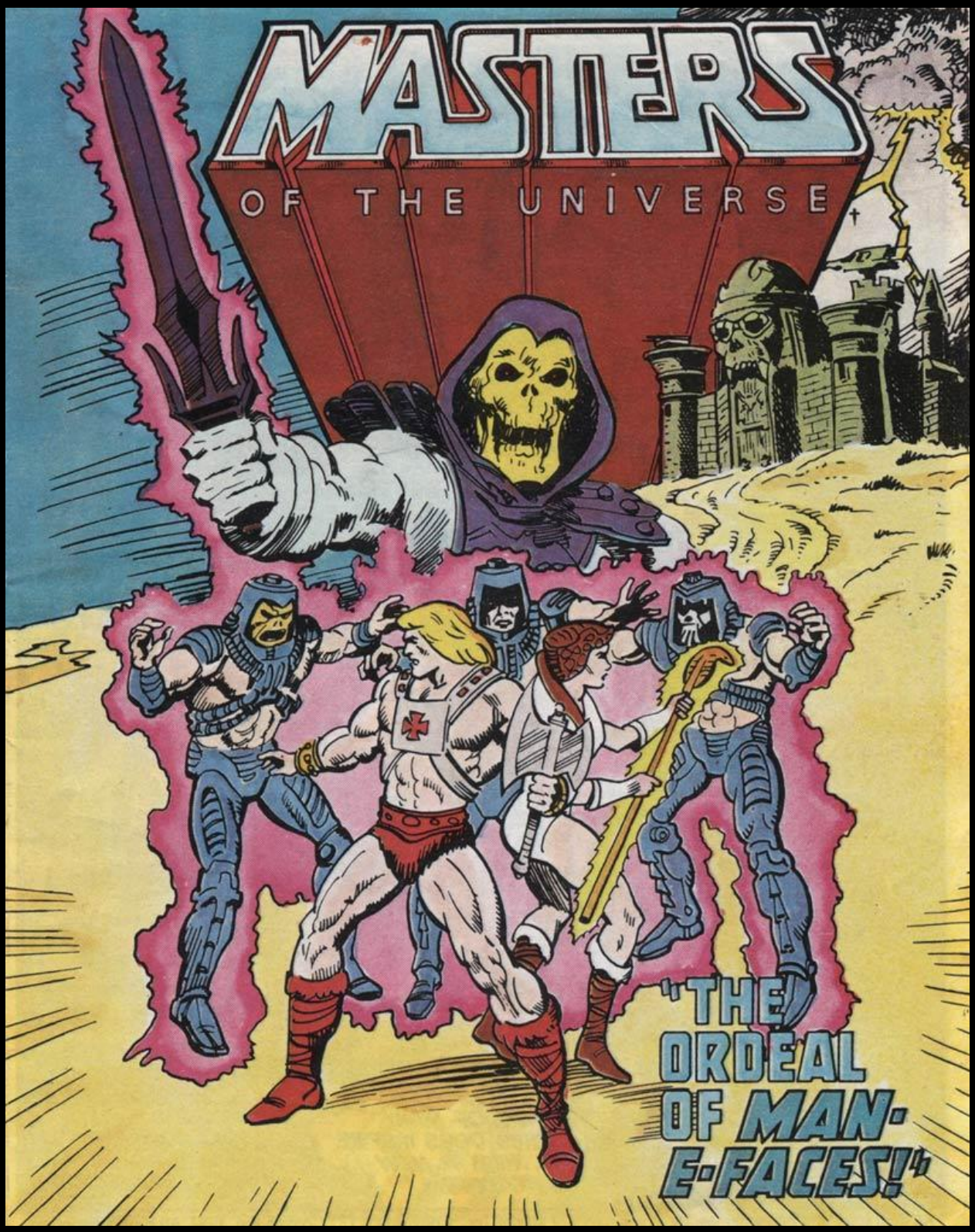
HE-MAN ISN'T INSIDE THIS CASTLE AFTER ALL! SKELETOR TRICKED ME!
SKELETOR IS THE EVIL ONE!
WHAM!
THE FEROCIOUS BEASTMAN PROVES TO BE NO MATCH FOR THE AWESOME MIGHT OF HE-MAN!
WHEN WILL YOU LEARN, BEASTMAN?! YOU CANNOT EVEN SLOW ME DOWN! NOW IT IS YOUR MASTER'S TURN!
:GROAN:
I SEE THAT I WILL HAVE TO DEAL WITH YOU MYSELF, HE-MAN!
IF I CAN HOLD HE-MAN BACK FOR BUT A FEW MOMENTS, CASTLE GRAYSKULL'S SECRETS WILL BE MINE!
DO YOUR WORST, FIEND!
11


BUT IN THE HEAT OF BATTLE, A NEW THOUGHT OCCURS TO SKELETOR!
BEASTMAN STIRS! --IF HE HITS HE-MAN FROM BEHIND AND I BLAST THE ACCURSED HERO WITH ALL MY POWER --WE CAN DEFEAT HIM AT LAST!
TZZAAAKKK
ARRRGHH!
NOW, MY MINION! SEE HOW HE-MAN FALLS BENEATH THE FORCE OF MY MYSTIC POWER!
12

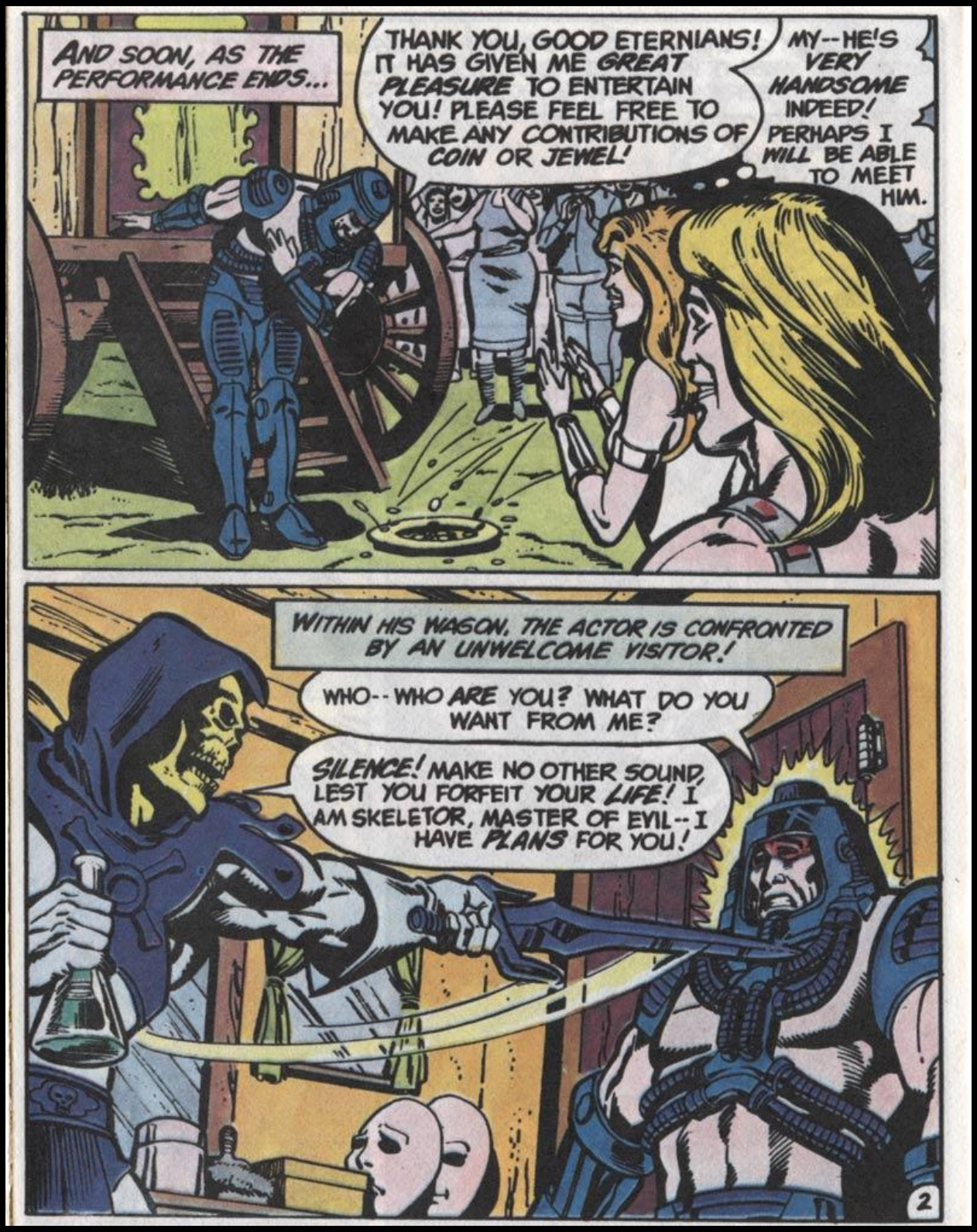
AT LAST! NOW, OLD FOE, I WILL PUT AN END TO YOUR PATHETIC EXISTENCE! HA HA HA!
BUT SKELETOR HAS NOT YET REALIZED THAT WHEN HE BLASTED HE-MAN, HE USED MYSTIC ENERGY THAT HELD RAM-MAN IN THRALL!
NOW RAM-MAN IS FREE...
SKELETOR... HURT ME! AND NOW HE WANTS TO HURT HE-MAN...!
...AND HE'S ANGRY!
YEEAAGHH
NO! I WON'T LET YOU HURT HE-MAN!
KERRASSH
13

YOUR PLAN HAS FAILED, SKELETOR! RAM-MAN IS FREE! THERE IS NO WAY YOU CAN WITHSTAND OUR COMBINED MIGHT!
YOU MAY HAVE BEATEN ME ONCE AGAIN, HE-MAN...
BUT THERE IS ALWAYS NEXT TIME...!
14


THEY -- THEY'VE DISAPPEARED! WE HAVE LOST OUR FOES, HE-MAN!
TRUE, RAM-MAN -- BUT WE FOILED THEIR PLAN, AND THEY FLED IN DEFEAT!
AND WHAT IS MORE, ALTHOUGH WE MAY HAVE LOST OUR ENEMIES...
WE HAVE EACH GAINED A NEW FRIEND!
THE END


MASTERS
OF THE UNIVERSE
"THE ORDEAL OF MAN-E-FACES!"

MASTERS OF THE UNIVERSE
"THE ORDEAL OF MAN-E-FACES!"
AT THE ROYAL PALACE OF ETERNIA, NOBILITY AND COMMONFOLK ALIKE ENJOY A FESTIVE MOMENT-- A PERFORMANCE BY THE FAMED ACTOR, MAN-E-FACES!
BUT AMONG THE JOYFUL CROWD IS ONE WHO HAS COME NOT TO BE ENTERTAINED... BUT TO WREAK HAVOC!
HO, BUT THIS MERRY FARCE IS GREAT SPORT! THAT ACTOR BRINGS WONDROUS LIFE TO ALL HIS ROLES!
YES, HE-MAN, BUT I WONDER WHAT HIS REAL FACE IS LIKE!
THIS MAN OF MANY IDENTITIES DOES INSPIRE ME WITH A NEW STRATAGEM!
WRITER: GARY COHN
PENCILS: MARK TEXEIRA
INKS: TOD SMITH
COLOR: ANTHONY TOLLIN


AND SOON, AS THE PERFORMANCE ENDS...
THANK YOU, GOOD ETERNIANS! IT HAS GIVEN ME GREAT PLEASURE TO ENTERTAIN YOU! PLEASE FEEL FREE TO MAKE ANY CONTRIBUTIONS OF COIN OR JEWEL!
MY--HE'S VERY HANDSOME INDEED! PERHAPS I WILL BE able TO MEET HIM.
WITHIN HIS WAGON, THE ACTOR IS CONFRONTED BY AN UNWELCOME VISITOR!
WHO--WHO ARE YOU? WHAT DO YOU WANT FROM ME?
SILENCE! MAKE NO OTHER SOUND, LEST YOU FORFEIT YOUR LIFE! I AM SKELETOR, MASTER OF EVIL--I HAVE PLANS FOR YOU!
2

DRINK DEEPLY OF THIS MAGICAL POTION, ACTOR--AND WHEN IT IS DRAINED, YOU WILL BE MY SERVANT! HA HA HA!
UGHH! THE TASTE! IT MAKES ME FEEL... STRANGE...
MAN-E-FACES UNDERGOES A TERRIBLE TRANSFORMATION! AND WHEN IT IS COMPLETED...
ARRRGHH--
I FEEL STRONG! --EVIL! AYE, MASTER SKELETOR-- LET US GO FORTH TO SMASH AND DESTROY!
BE PATIENT, MY NEWEST SERVANT! ALL IN DUE TIME! BUT FOR NOW...
STOP! YOU WILL BECOME AS YOU WERE, REMEMBERING NOTHING OF THIS INCIDENT --UNTIL I HAVE NEED OF YOUR MONSTER IDENTITY!
3

SEVERAL NIGHTS LATER, THE RULER OF ETERNIA HOLDS A GREAT FEAST IN HONOR OF ETERNIA'S GREATEST HEROES!
I HEARD HOW PLEASED YOU WERE WITH THIS ACTOR, SO I BADE HIM ENTERTAIN US!
I THINK HE PLEASES THE BEAUTEOUS TEELA ALL THE MORE!
SKELETOR! HOW DARE YOU DISTURB THESE FESTIVITIES, FIEND!
I'M HURT THAT I WAS NOT INVITED TO THIS PARTY, OLD FOE -- BUT I'VE A PRESENT FOR YOU ANYWAY -- A SURPRISE!!
4

LOOK OUT! HE WIELDS THE POWER SWORD!
FEAR NOT, HIGHNESS! WE ARE MORE THAN A MATCH FOR THIS VILLAIN!
BUT IT IS NOT YOU I AIM AT, YOU MUSCLE-BOUND OAF--
IT'S HIM!
ARRGHHH! FREE TO SERVE MY MASTER, SKELETOR!
BY THE GODDESS! THE EVIL ONE WORKS A FOUL MAGIC!
5

MAN-E-FACES, TAKE THE WOMAN!
HIS GRIP--SO POWERFUL... I CANNOT BREAK IT!
NO, FOUL BEING--I WILL NOT ALLOW...
...AGGHHH!
SWAK!
HAR! YOUR POWER IS NOTHING COMPARED WITH MINE! AWAY WITH YOU!
I WILL OFFER TEELA AS SACRIFICE TO A MIGHTY DEMON WHO CAN GRANT ME THE POWER TO BREACH THE GATES OF CASTLE GRAYSKULL--HA! HA! HA!
I WILL FIND YOU, SKELETOR--AND THEN NO FORCE ON ETERNIA WILL SAVE YOU FROM MY WRATH!
6

FAR AWAY, THE SORCERESS'S AID IS BESEECHED BY A MESSAGE FROM HE-MAN.
FALCON! WHAT WORD DO YOU BRING?
HE-MAN SUMMONS YOU -- THE WARRIOR-WOMAN TEELA HAS BEEN CAPTURED BY THE EVIL SKELETOR!
THIS IS HARD NEWS! OF COURSE I WILL HELP!
I HEED YOUR CALL, HE-MAN! COME -- WE MUST TRAVEL TO THE EVIL ONE'S LAIR WITH DUE HASTE!
YOU MUST STAY HERE, MAN-AT-ARMS -- FOR IF I FAIL, THE PROTECTION OF ETERNIA WILL BE YOUR CHARGE!
7

THE DEMON--IT COMES FOR OUR HELPLESS CAPTIVE!
UNTIE ME AND GIVE ME A SWORD, OGRE, AND YOU'LL SEE HOW "HELPLESS" I AM!
HOLD STILL, WOMAN!
SUDDENLY...
UNHAND TEELA, SKELETOR, OR FEEL MY WRATH!
AND MINE AS WELL!
YOU'RE TOO LATE, HE-MAN... FOR THE DEMON...
...HAS ARRIVED!
8

WHERE IS MY VICTIM!?
THERE IS NO VICTIM, DEMON! THERE IS ONLY HE-MAN, WHO STANDS READY TO DESTROY YOU!
AND I WILL BATTLE SKELETOR!
YOU CANNOT FIGHT BOTH MY NEW SERVANT, MAN-E-FACES, AND ME!
I DO NOT HAVE TO FIGHT BOTH OF YOU...
...NOT WHEN I CAN FREE THE ACTOR FROM YOUR EVIL SPELL!
9

I--I'M HUMAN AGAIN--NO MORE MONSTER!
FORGIVE ME, WARRIOR-WOMAN! I MEANT YOU NO HARM!
REST, ACTOR--YOU WERE MERELY THE VICTIM OF SKELETOR! BUT NOW...
...I MUST HELP MY MIGHTY COMRADE HE-MAN AGAINST THE DEMON!
NO! I CANNOT WITHSTAND THE ATTACK OF BOTH OF THESE GREAT FIGHTERS!
10

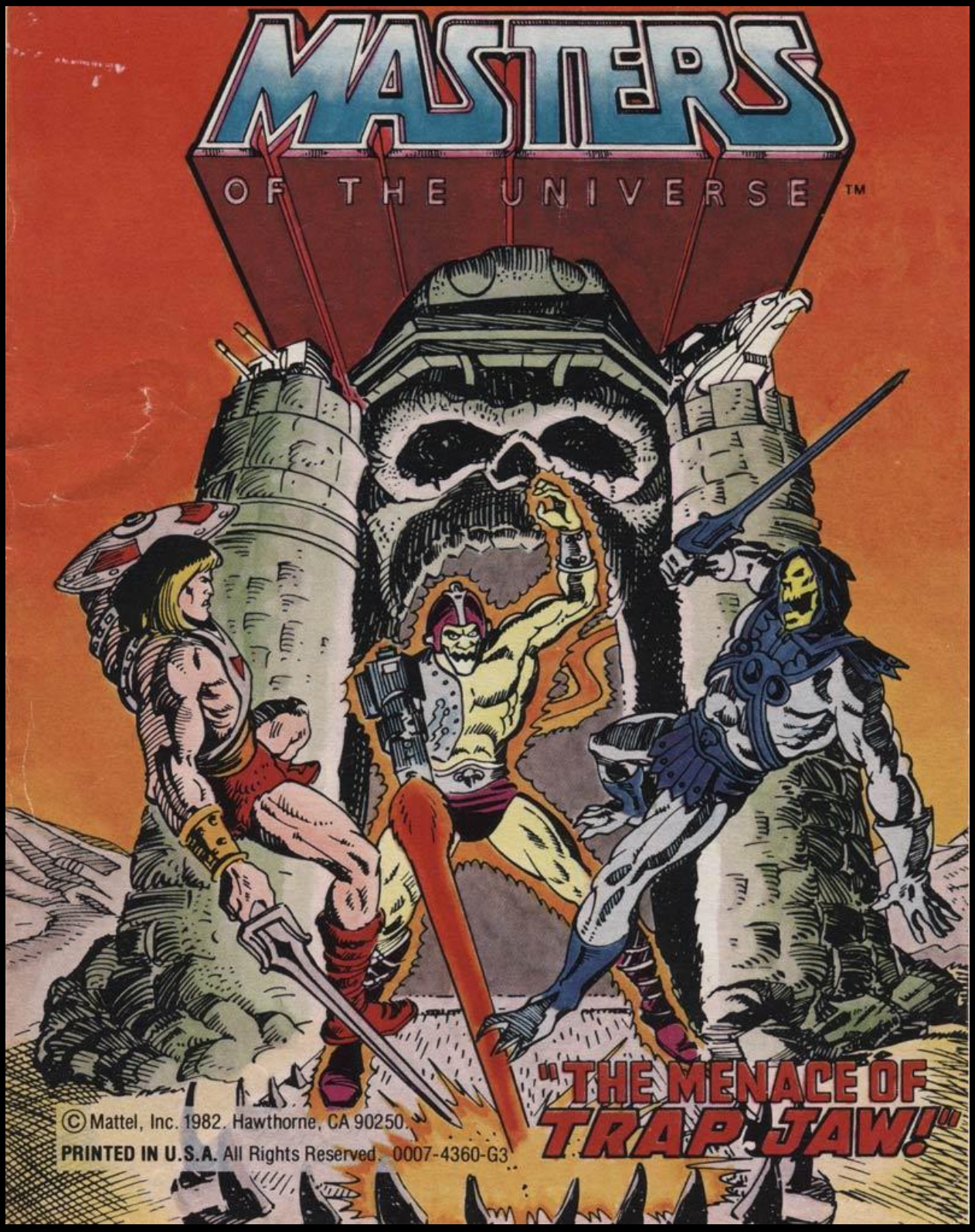
BUT THE SORCERESS' BATTLE DOES NOT FARE AS WELL!
HA! THE POWER SWORD TURNS MAN-E-FACES INTO MY SERVANT ONCE AGAIN!
GOOD, MASTER --GOOD! LET ME REND AND TEAR!
NO, SKELETOR! I WILL NOT ALLOW YOU TO USE THIS POOR FELLOW FOR YOUR OWN WICKED ENDS!
HOW CAN YOU STOP ME!?
11

AND SO THE BATTLE RAGES BACK AND FORTH, WITH POOR MAN-E-FACES TRAPPED BETWEEN THE TWO MIGHTY MYSTICS...
NEITHER OPPONENT GAINS THE UPPER HAND, BUT FOR THE HAPLESS PERFORMER ALL THAT MATTERS IS THE AGONY OF HIS REPEATED TRANSFORMATIONS.
UNTIL FINALLY...
12

...STOP...
... PAIN ...
MUST STOP!
TOO MUCH ENERGY!
KABOOM
THE MORTAL EXPLODES!
13

AND, AS FOR THE OTHER BATTLE...
THAT'S THE END OF THE DEMON, WARRIOR-WOMAN!
SUCH CREATURES CAN NEVER STAND AGAINST OUR COMBINED MIGHT, HE-MAN! AND NOW FOR SKELETOR...!
NO, BEAUTEOUS TEELA--EVEN I AM NOT SO FOOLHARDY AS TO TRY TO FIGHT ALL THREE OF YOU AT ONCE! FARE-WELL...ACCURSED HEROES!
HE'S GONE! ESCAPED AGAIN!
14

... MAN-E-FACES!?
HE'S BECOME A ROBOT-- NEITHER GOOD NOR EVIL!
I-NEED-INSTRUCTIONS -WILL-SOMEONE-GIVE -ME-INSTRUCTIONS -PLEASE-
STAND BACK! I WILL EFFECT...
...A FINAL TRANSFORMATION!"
THANK THE GODDESS! I'M BACK TO NORMAL AT LAST!
WELCOME BACK, MAN-E-FACES! AND BY THE WILL OF THE FATES, MAY YOU NEVER BECOME MONSTER AGAIN!
I WISH THAT WERE SO! FOR THE MONSTER AND THE ROBOT ARE NOW PARTS OF MAN-E-FACES FOREVER...
...AND IT IS ONLY A MATTER OF TIME BEFORE SKELETOR TRIES TO USE THOSE SELVES AGAIN!
THE END



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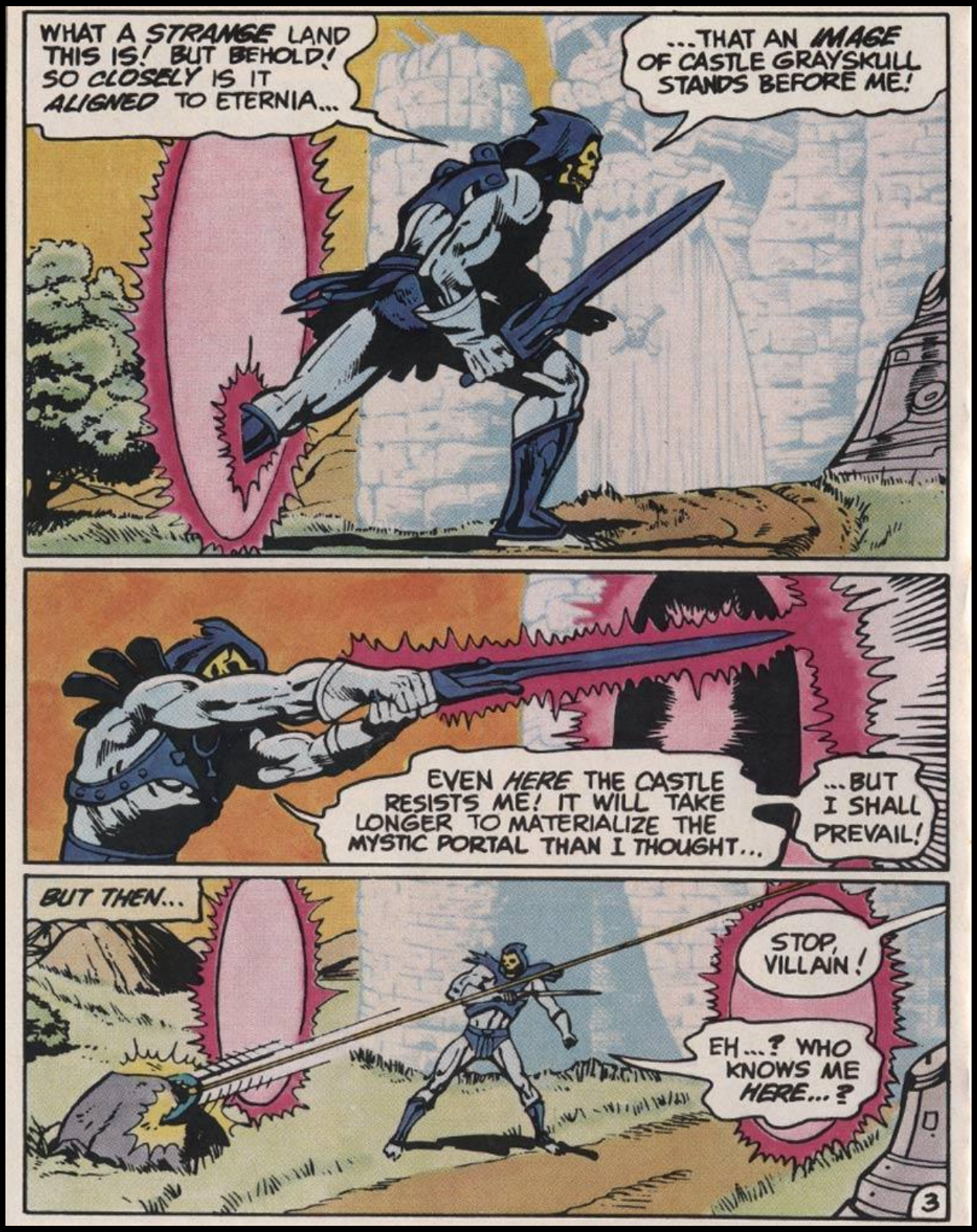
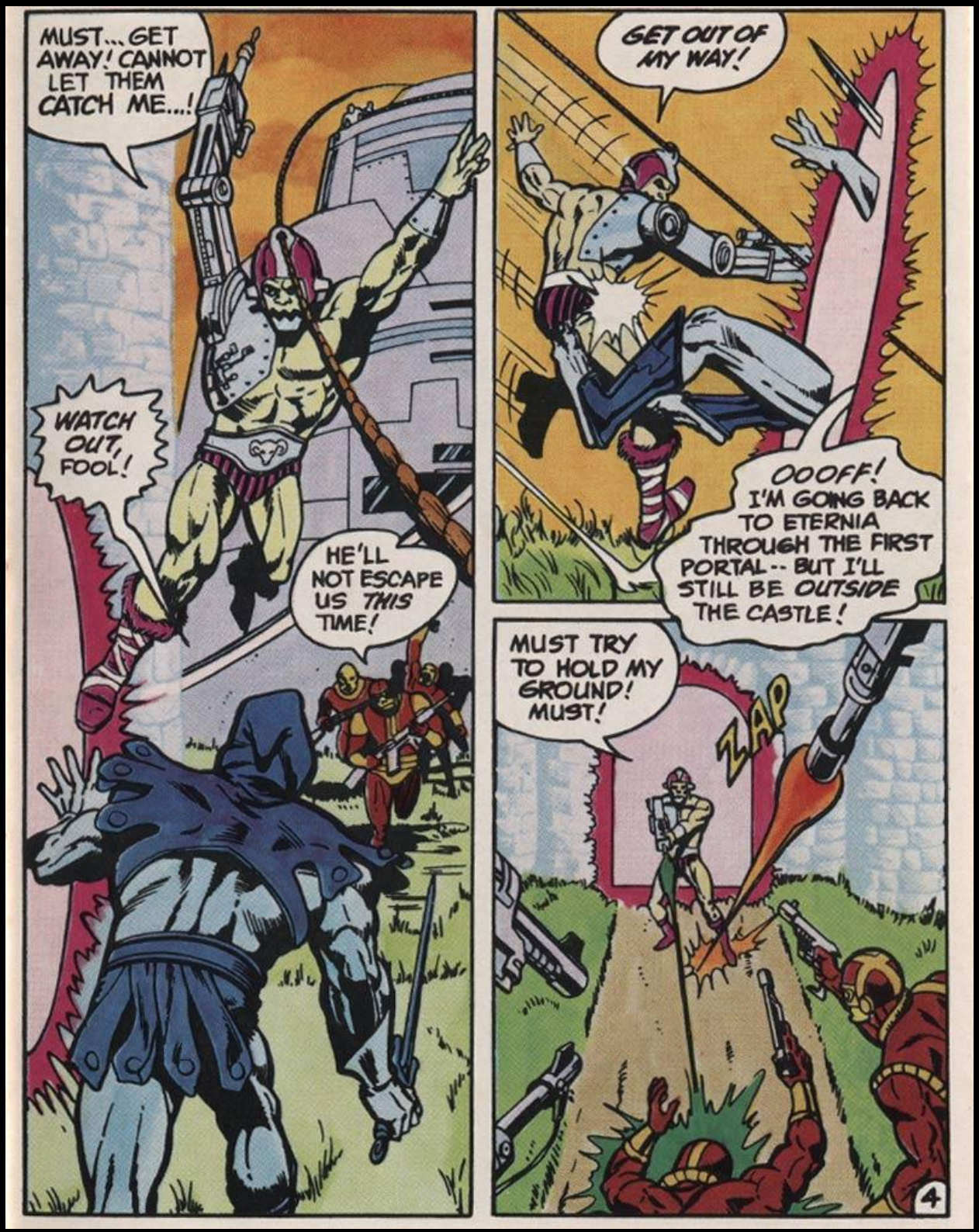
WELL DO I KNOW THAT THERE ARE WORLDS UPON WORLDS IN SPACE AND TIME!
PERHAPS... YES, PERHAPS I CAN ENTER THE CASTLE WITHOUT EVEN USING THE GATES!
OF COURSE! I WILL ENTER THAT OTHER DIMENSION, TAKE TEN PACES FORWARD, AND THEN RETURN TO ETERNIA, WHERE I WILL REAPPEAR... INSIDE THE WALLS OF CASTLE GRAYSKULL!
THIS MUST SUCCEED THE FIRST TIME, FOR I MAY NEVER BE ABLE TO RECREATE THE SPELL THAT ALLOWS ME TO ENTER THIS NEW DIMENSION! SUCH ARE THE BIZARRE WORKINGS OF MAGIC!
2


WHAT A STRANGE LAND THIS IS! BUT BEHOLD! SO CLOSELY IS IT ALIGNED TO ETERNIA...
...THAT AN IMAGE OF CASTLE GRAYSKULL STANDS BEFORE ME!
EVEN HERE THE CASTLE RESISTS ME! IT WILL TAKE LONGER TO MATERIALIZE THE MYSTIC PORTAL THAN I THOUGHT...
...BUT I SHALL PREVAIL!
BUT THEN...
STOP, VILLAIN!
EH...? WHO KNOWS ME HERE...?
3


MUST... GET AWAY! CANNOT LET THEM CATCH ME...!
WATCH OUT, FOOL!
HE'LL NOT ESCAPE US THIS TIME!
GET OUT OF MY WAY!
OOOFF! I'M GOING BACK TO ETERNIA THROUGH THE FIRST PORTAL -- BUT I'LL STILL BE OUTSIDE THE CASTLE!
MUST TRY TO HOLD MY GROUND! MUST!
ZAP
4

THEY HAVE TOO MUCH FIRE POWER-- CAN'T HOLD OUT!
BUT I WON'T GO DOWN ALONE... I--
WHA-- WHAT'S THIS *STRANGE* CORONA OF ENERGY? I-I'M GOING...
5
AND THEN HE'S... GONE!

THE ROYAL PALACE OF ETERNIA! IT HAS BEEN ALMOST AN HOUR SINCE THE FIRST TERRIBLE CONCUSSION REVERBERATED THROUGH ETERNIA! NOW, YET ANOTHER STRIKES, AS ETERNIA'S GREATEST HEROES HASTEN TOWARD AN URGENT MEETING!
ANOTHER SHOCK WAVE, HE-MAN! WHAT CAN BE THE CAUSE?
MAGIC, FAIR ONE! I FEAR I SEE SKELETOR'S HAND IN THIS!
GREAT HEROES-- THE FATE OF ETERNIA DEPENDS UPON YOU-- EACH SHOCK WAVE IS MORE DEVASTATING THAN THE ONE BEFORE!
THE DISTURBANCE HAS BEEN PINPOINTED AT CASTLE GRAYSKULL! YOU MUST END THIS THREAT...
...'ERE IT DESTROYS OUR WORLD!
6

SOON, AT THE MYSTIC CASTLE GRAYSKULL!
HE-MAN, SKELETOR IS HERE, AS YOU FORETOLD!
YES... BUT HE APPEARS AS BEWILDERED AS WE! PERHAPS HE IS NOT...
SUDDENLY...
THOOMM
WE'RE FALLING!
ANOTHER SHOCK WAVE!
7

SPEAK, FOUL SKELETOR -- ARE THESE TITANIC BLASTS YOUR WORK!?
HOLD, HE-MAN! IT IS THE CASTLE ITSELF WHICH EMITS THE SHATTERING CONCUSSIONS! AND LOOK...!
WHATEVER IS RESPONSIBLE... STEPS FORTH!
WH-WHO IS HE!?
WHO AM I? HA-HA! ONLY A CRIMINAL ON MY OWN WORLD -- BUT NOW, WITH THE POWER FROM THE CASTLE, I AM... A GOD!
AND THIS SHALL BE THE FIRST WORLD THAT TRAP-JAW CONQUERS!
8

BEFORE YOU CAN CONQUER ETERNIA YOU MUST DEFEAT HER MIGHTIEST HEROES!
HA! IF SUCH AS YOU ARE THE BEST THIS WORLD CAN MUSTER...
...THEN IT IS...
THA-BOOOMMM!
THA-BOOMM!
UHHHH!
...ALREADY WON!
9

HO, FIEND! YOU WILL PAY FOR THAT BLOW! SO DECLARES...
HE-MAN!
KA-POW!
WELL-STRUCK, HERO -- BUT NOW IT IS MY TURN!
IZZZAAKK
AARRRGHH!
10

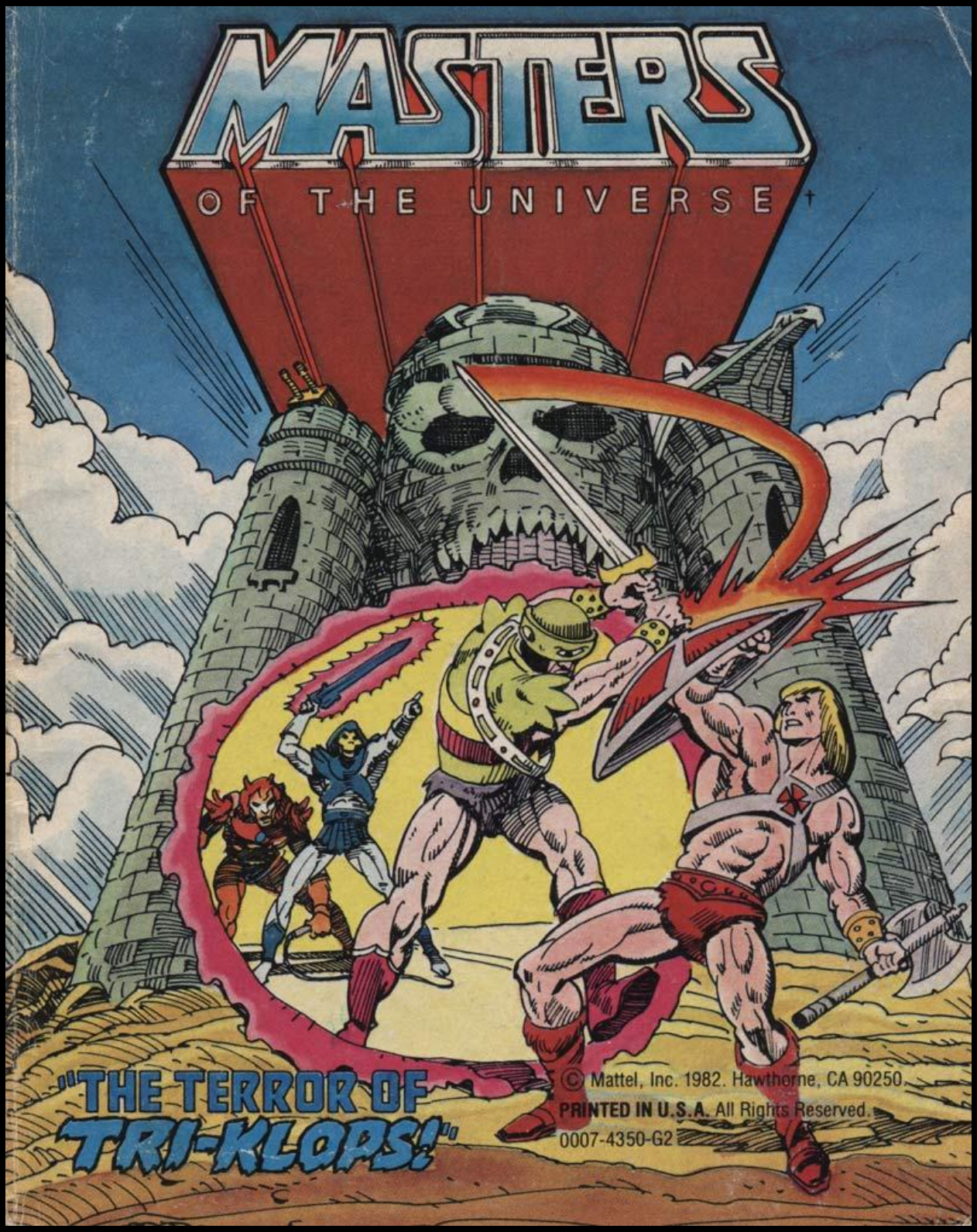
NO! I WILL NOT PERMIT THIS! YOU HAVE ATTAINED POWER WHICH IS RIGHTFULLY MINE! I MUST BE THE ONE TO DESTROY HE-MAN...
...SKELETOR MUST BE THE CONQUEROR OF ETERNIA!
DZZLLZZDRMM
THIS POWER IS MINE, SKELETOR!-- AND I WILL USE IT...
...TO RETURN YOUR SPELL TO YOU! HA-HA!
YEEARRGGHH!
EEEZZLL EEEZZLL EEEZZLL!
11

NOTHING CAN STOP ME! I AM UNBEATABLE!
SKELETOR! MUCH AS THE IDEA REPELS ME, WE MUST WORK TOGETHER!
AYE, HATED HE-MAN! I CANNOT ALLOW SUCH A FOOL TO HOLD THE POWER OF CASTLE GRAYSKULL...
...AND ONLY YOU CAN HELP ME STOP HIM! YOU... AND YOUR HALF OF...
...THE POWER SWORD!
FOLLOW MY LEAD, YILLAIN!
HMMMMZZZZZ
12

HA!--FOOLS, YOU DARE TO ATTACK ME HEAD ON!
SWWAASSHH
NOT YOU, KNAVE, BUT THE MYSTIC POWER THAT...
TZZZZZZZZ
..FEEDS YOU!
AAAGGHHH!
NO!
13

UNABLE TO WITHSTAND THE COMBINED MIGHT OF HE-MAN AND SKELETOR, TRAP-JAW IS A THREAT NO MORE! BUT THEN...
NOW IS MY CHANCE! THE CASTLE LIES OPEN BEFORE ME, AND NONE STAND IN MY WAY!
TAKE HEED, HEROES! SKELETOR IS GOING TO...
NO! IT CLOSES TOO SOON! -- CURSE THIS CASTLE!
HA! THWARTED AGAIN, EH, EVIL ONE? GIVE UP-- YOU'LL NEVER ENTER CASTLE GRAYSKULL!
AND CURSE YOU, HE-MAN! I'LL MAKE YOU SWALLOW THOSE MOCKING WORDS!
BUT NOW I DEPART, TAKING THIS BLUNDERER WITH ME AS A NEW SERVANT!
THUS THE ENCOUNTER IS NOT A TOTAL LOSS!
14

HE VANISHED: ONCE AGAIN SKELETOR HAS ESCAPED US!
AYE, GOOD MAN-AT-ARMS, THE FATES ARE WITH THE EVIL ONE! -- STILL, WE HAVE WON A GREAT VICTORY AND SAVED ETERNIA FROM A TERRIBLE MENACE!
HA-HA HA, HA...
AND I WOULD HATE TO BE TRAP-JAW WHEN HE AWAKENS IN SKELETOR'S VENGEFUL CLUTCHES!
HO-HO-HO!
HA HA HA HA HA!
15
THE END.



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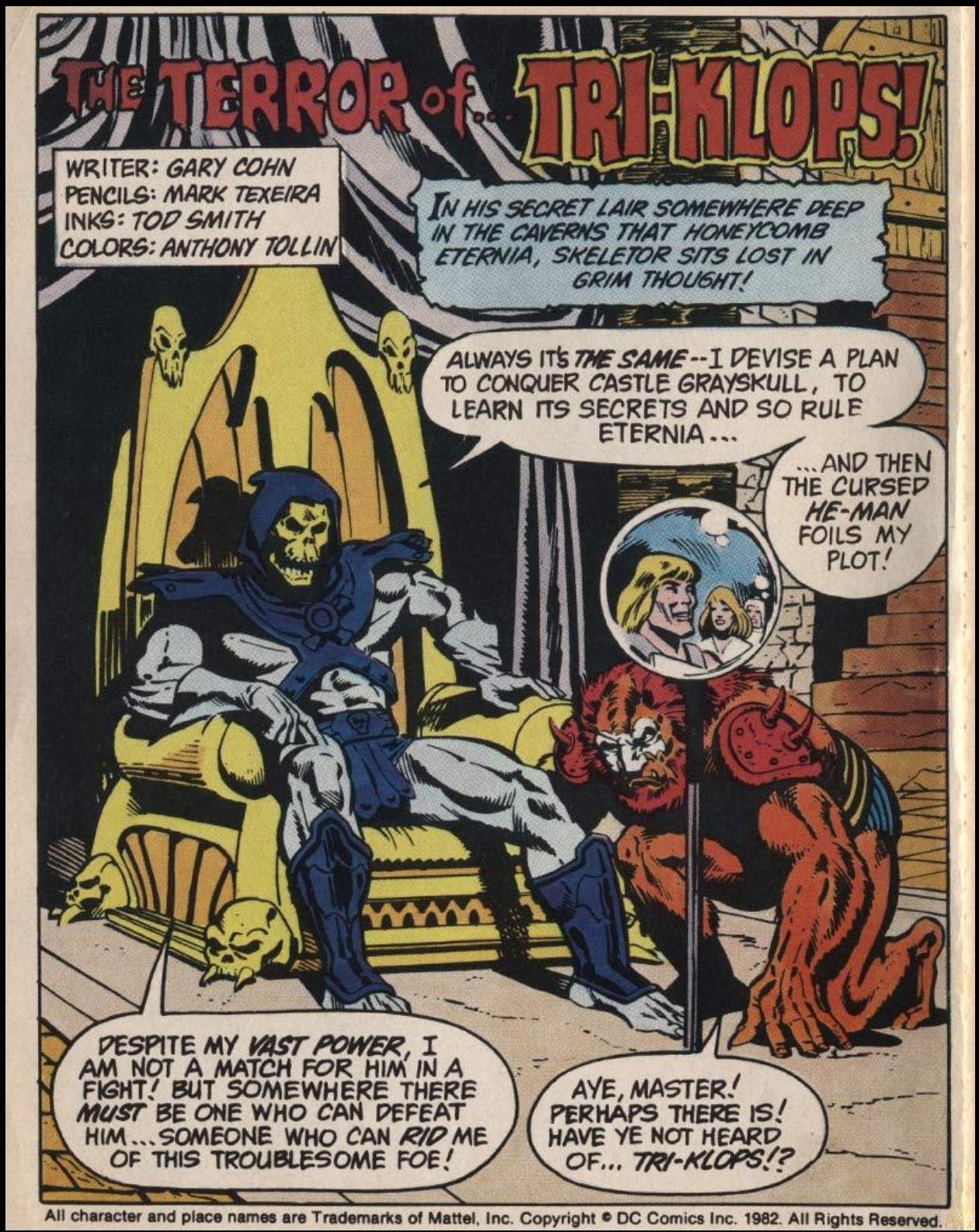

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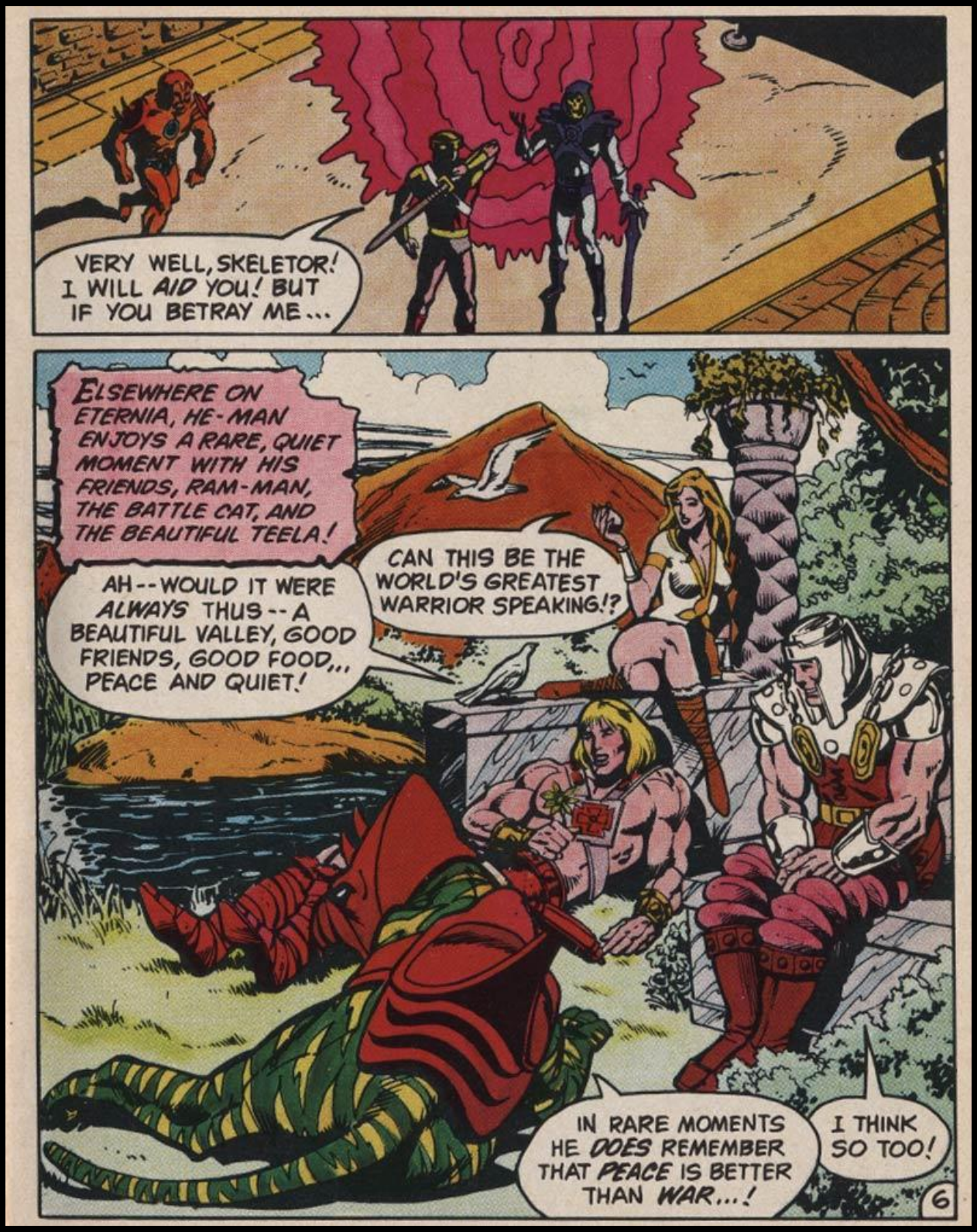
EXCELLENT, MY BRUTISH LACKEY! TRI-KLOPS, THE HUNTER!
PERHAPS WE COULD... PERSUADE HIM TO HELP US!
AND HE BE MIGHTY, MASTER!
QUIET, FOOL! I MUST CONCENTRATE! BEHOLD!
YES--HE IS MAGNIFICENT! THOSE DEMONS ARE AS NOTHING TO HIM!
I MUST HAVE TRI-KLOPS AS AN ALLY!
AND WITH MY MAGICAL ABILITIES...
...I WILL HAVE HIM!
2

WELCOME, NOBLE TRI-KLOPS, TO THE HUMBLE HOME OF SKELETOR, MASTER OF EVIL.
I DO NOT CARE WHO YOU ARE, SKULL-FACE! YOU HAVE INTERFERED WITH MY MISSION TO VANQUISH THOSE DEMONS!...
...SEND ME BACK... OR DIE!
HOW DARE YE THREATEN THE MIGHTY SKELETOR! I'LL--
NO, YOU FOOL-- YOU'LL RUIN EVERYTHING...!
3

NOOO! HELP ME, MASTER! HOW COULD HE HAVE SEEN MY ATTACK...?
I HAVE PANORAMIC VISION, YOU SUB-HUMAN CREATURE!-- I CAN SEE IN ALL DIRECTIONS AT ONCE!
I THINK THIS CREATURE'S STINKING PELT WOULD MAKE A HANDSOME WALL-HANGING FOR MY SLEEPING CHAMBER!
P-PLEASE, GREAT TRI-KLOPS! I-I M-MEANT NO HARM ...
ARRRGHH!
TRUE, BEAST-MAN IS A PATHETIC OAF... BUT HE REMAINS A FAITHFUL SERVANT!
4

NO ONE MAY STRIKE ME AND LIVE, SKULL!
I HAVE THE STRENGTH TO FIGHT YOU, TRI-KLOPS--AND WILL IF PRESSED!
BUT I WOULD RATHER HIRE YOU!
HIRE... ME?!
AYE, GREAT WARRIOR! I WOULD HAVE YOU DO A JOB FOR ME! I WANT YOU TO DESTROY MY NEMESIS-- HE-MAN!
HE-MAN! THE ONE WHO IS CALLED THE MOST POWERFUL MAN IN THE UNIVERSE! TO TEST THAT BOAST WOULD BE A CHALLENGE!
BUT WHAT PROFIT WOULD IT BRING ME?
GREAT PROFIT! ONCE HE-MAN IS DEFEATED I WILL CONQUER CASTLE GRAYSKULL --AND THEN ALL OF ETERNIA! AND YOU WILL SHARE THAT DOMINION!
5


VERY WELL, SKELETOR! I WILL AID YOU! BUT IF YOU BETRAY ME...
ELSEWHERE ON ETERNIA, HE-MAN ENJOYS A RARE, QUIET MOMENT WITH HIS FRIENDS, RAM-MAN, THE BATTLE CAT, AND THE BEAUTIFUL TEELA!
AH--WOULD IT WERE ALWAYS THUS--A BEAUTIFUL VALLEY, GOOD FRIENDS, GOOD FOOD,.. PEACE AND QUIET!
CAN THIS BE THE WORLD'S GREATEST WARRIOR SPEAKING!?
IN RARE MOMENTS HE DOES REMEMBER THAT PEACE IS BETTER THAN WAR...!
I THINK SO TOO!
6

BUT THE HAPPY MOMENT IS NOT DESTINED TO LAST, AS...
WE MUST SEPARATE THEM! FIRST THE CAT...!
BATTLE-CAT! YOU ARE SO RESTLESS! YOU WISH TO EXPLORE THE CAVES IN YON HILLS!
SUDDENLY... I AM SO RESTLESS! PERHAPS A TREK TO YON HILLS AND THE SHELTER OF A QUIET CAVE WILL EASE ME!
BUT A MOMENT AGO YOU WERE SO RELAXED!
YES. BUT NOW... JUST A CHANGE OF MOOD. I'LL RETURN SOON!
SO STRANGE. SOMETHING SEEMS TO BE TELLING ME TO ENTER THIS CAVE! I MUST SEE WHAT LIES WITHIN!
7

EH... SOMETHING... UP AHEAD...! MY EYES HAVEN'T ADJUSTED TO THE DARKNESS YET...
HAH! WITH MY NIGHT-VISION EYE I SEE EVEN BETTER IN THE DARK THAN THIS CAT! SO FALLS MY FIRST FOE!
UHHH...
KRRUMP
8

MEANWHILE, AT THE PICNIC...
SOMETHING TELLS ME HE-MAN AND TEELA WANT TO BE ALONE TOGETHER!
AFTER SUCH A BOUNTIFUL MEAL... I NEED A LITTLE WALK IN THE WOODS!
HE'S SO INNOCENT, HE-MAN... I LIKE HIM!
A BIT SLOW IN THOUGHT--BUT I LIKE HIM TOO.
SOON, IN THE WOODS...
HIE! THIS LUMBERING DUNDERHEAD MUST BE RAM-MAN! SKELETOR SENDS HIS REGARDS, NUMSKULL!
SKELETOR!? IF YOU'RE HIS FRIEND THEN YOU MEAN TO HARM HE-MAN! BUT I'LL STOP YOU.
NOT THAT WAY YOU WON'T, SIMPLETON!
SMASH
OOOOFF!
CRUNCHH
9

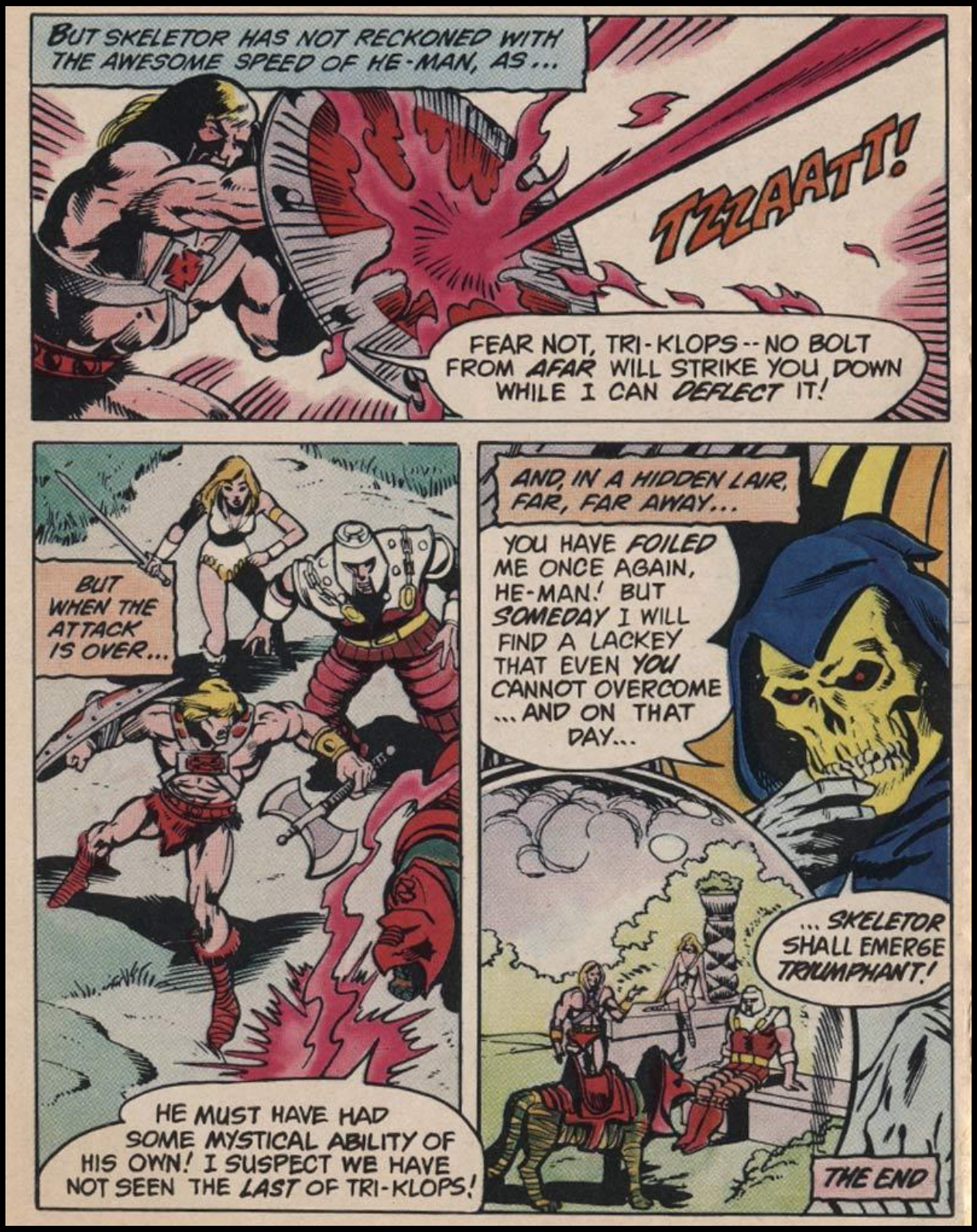
MEANWHILE...
TEELA... FAIR TEELA... YOU SEEM ESPECIALLY LOVELY TODAY WITH THE SUNLIGHT PLAYING ON YOUR HAIR...
AND YOU, NOBLE HE-MAN... THE FINEST, BRAVEST MAN--
AH... SUCH A TENDER SCENE...!
EH-- WHO DARES...?
I DARE! I, TRI-KLOPS, DARE TO INTERRUPT THIS MOMENT... WITH THE DEATH OF HE-MAN!
WHOEVER THREATENS HE-MAN MUST FACE THE WRATH OF TEELA, THE WOMAN-WARRIOR!
TEELA --NO!
10

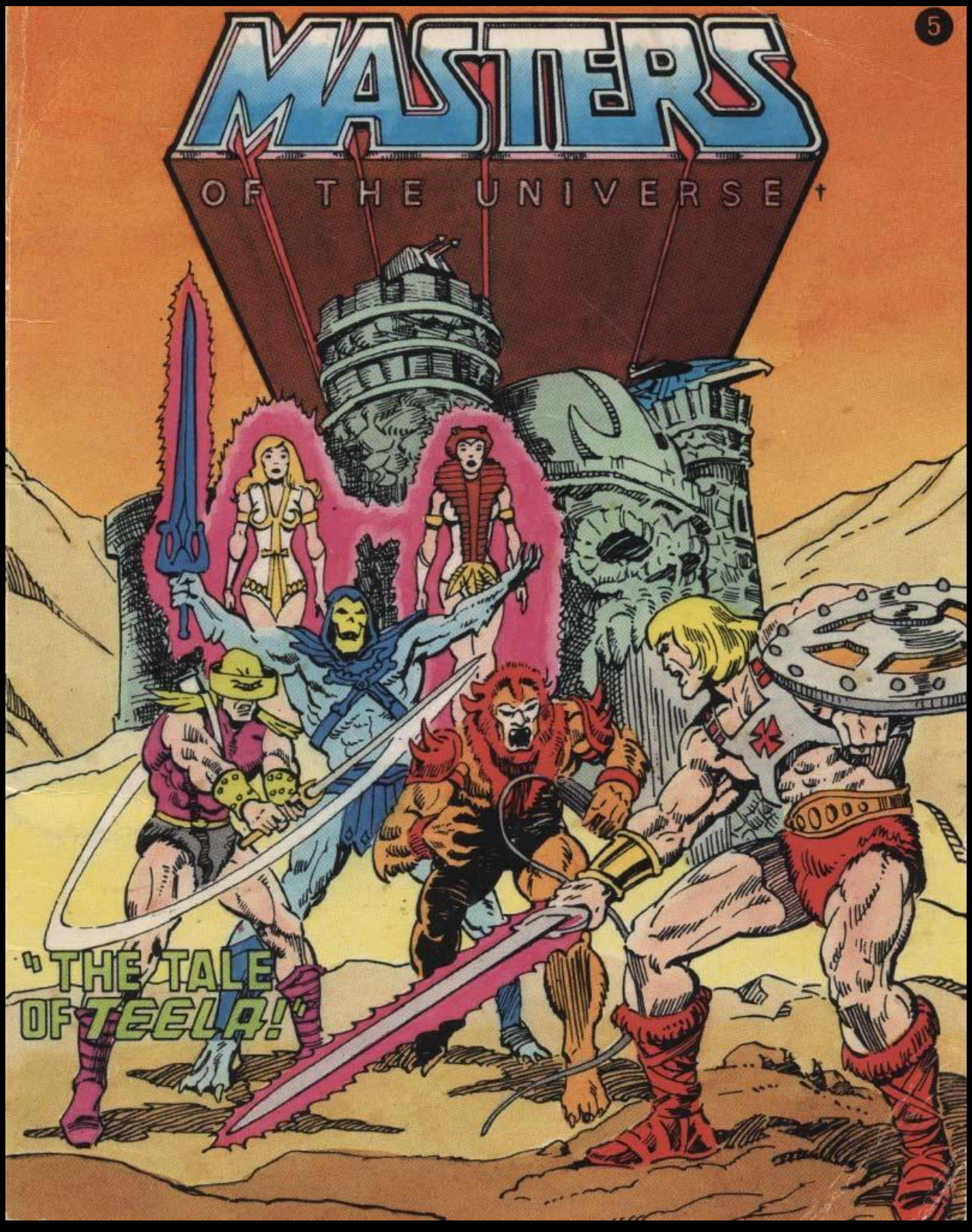
FOOLISH WOMAN--YOU CANNOT MATCH MY POWER!
NO! YOU STRUCK HER! YOU'LL PAY FOR THAT BLOW, VILLAIN!
CLANG!
SHE WAS NO MORE CHALLENGE THAN YOUR OTHER FRIENDS! LET'S HOPE THIS FIGHT WITH THE MUCH-VAUNTED HE-MAN PROVIDES MORE SPORT!
IF YOU HAVE DISPATCHED RAM-MAN AND BATTLE-CAT AS WELL -- THEN, MAY THE GODDESS HAVE MERCY UPON YOU...
...FOR I WILL NOT!
11

THEN THERE ARE NO MORE WORDS... NO SOUNDS AT ALL-- SAVE THE CLANGOR OF STEEL AGAINST STEEL!
CHTANG
BUT THEN...
HA! LET'S SEE HOW WELL YOU FIGHT WHEN YOU CANNOT SEE!
THAT LIGHT!-- MY EYES! ...I'M BLINDED!
VERY SOON TRI-KLOPS WILL BE KNOWN THROUGHOUT ETERNIA AS THE MIGHTIEST!
CHAANGG
VISION IS RETURNING ... MUST USE ... MY SHIELD TO PROTECT MY EYES, UNTIL...
12

I CAN SEE! AND NOW, TRI-KLOPS--IT IS MY MIGHT AGAINST YOURS!
THWOK!
AGGHH... I CANNOT... GIVE IN...
WHERE ARE YOUR BOASTS NOW, BRAGGART!? WHERE ARE YOUR TRICKS AND YOUR CUNNING? WHAT GOOD ARE THEY NOW!?
I DID NOT ASK YOU TO!
AAACKKK!
13

BRAVO, HE-MAN! WELL DONE!
GOOD FIGHT!
MY FRIENDS!? YOU ARE ALL RECOVERED! THEN HE DID NOT KILL YOU!
OF COURSE NOT -- I WAS RETAINED TO DESTROY ONLY YOU! BUT I SEE THAT THE TALES OF YOUR AWESOME POWER ARE TRUE, AND THAT I...
...EH? WHAT'S THAT!? MY FAR-VISION SEES...
SKELETOR HURLS A TREACHEROUS BOLT OF DESTRUCTION! LOOK OUT...!
ZZZAATT
TRI-KLOPS WILL PAY FOR LOSING THIS FIGHT...!
14


BUT SKELETOR HAS NOT RECKONED WITH THE AWESOME SPEED OF HE-MAN, AS...
TZLAATT!
FEAR NOT, TRI-KLOPS -- NO BOLT FROM AFAR WILL STRIKE YOU DOWN WHILE I CAN DEFLECT IT!
BUT WHEN THE ATTACK IS OVER...
HE MUST HAVE HAD SOME MYSTICAL ABILITY OF HIS OWN! I SUSPECT WE HAVE NOT SEEN THE LAST OF TRI-KLOPS!
AND, IN A HIDDEN LAIR, FAR, FAR AWAY...
YOU HAVE FOILED ME ONCE AGAIN, HE-MAN! BUT SOMEDAY I WILL FIND A LACKEY THAT EVEN YOU CANNOT OVERCOME ...AND ON THAT DAY...
...SKELETOR SHALL EMERGE TRIUMPHANT!
THE END


MASTERS
OF THE UNIVERSE
5
"THE TALE OF TEELA!"

SHE KNOWS THAT SHE IS TEELA, THE DAUGHTER OF MAN-AT-ARMS, AND ONE OF ETERNIA'S GREATEST HEROES. BUT OF HER MOTHER SHE KNOWS NOTHING, NOR HAS HER FATHER EVER BREATHED A WORD! AND SOMETIMES THIS TROUBLES HER, AND BRINGS HER... BAD DREAMS!
COME TO ME, TEELA! COME TO ME!
M-MOTHER?
THE ORIGIN OF THE WARRIOR WOMAN IS FAR STRANGER THAN SHE SUSPECTS, AS SHE WILL SOON LEARN!
THE TALE OF TEELA!
WRITER: GARY COHN
PENCILS: MARK TEXEIRA
INKS: TOD SMITH
COLOR: ANTHONY TOLLIN
UHHH!
SOMEONE... CALLING TO ME! MUST GO!
1

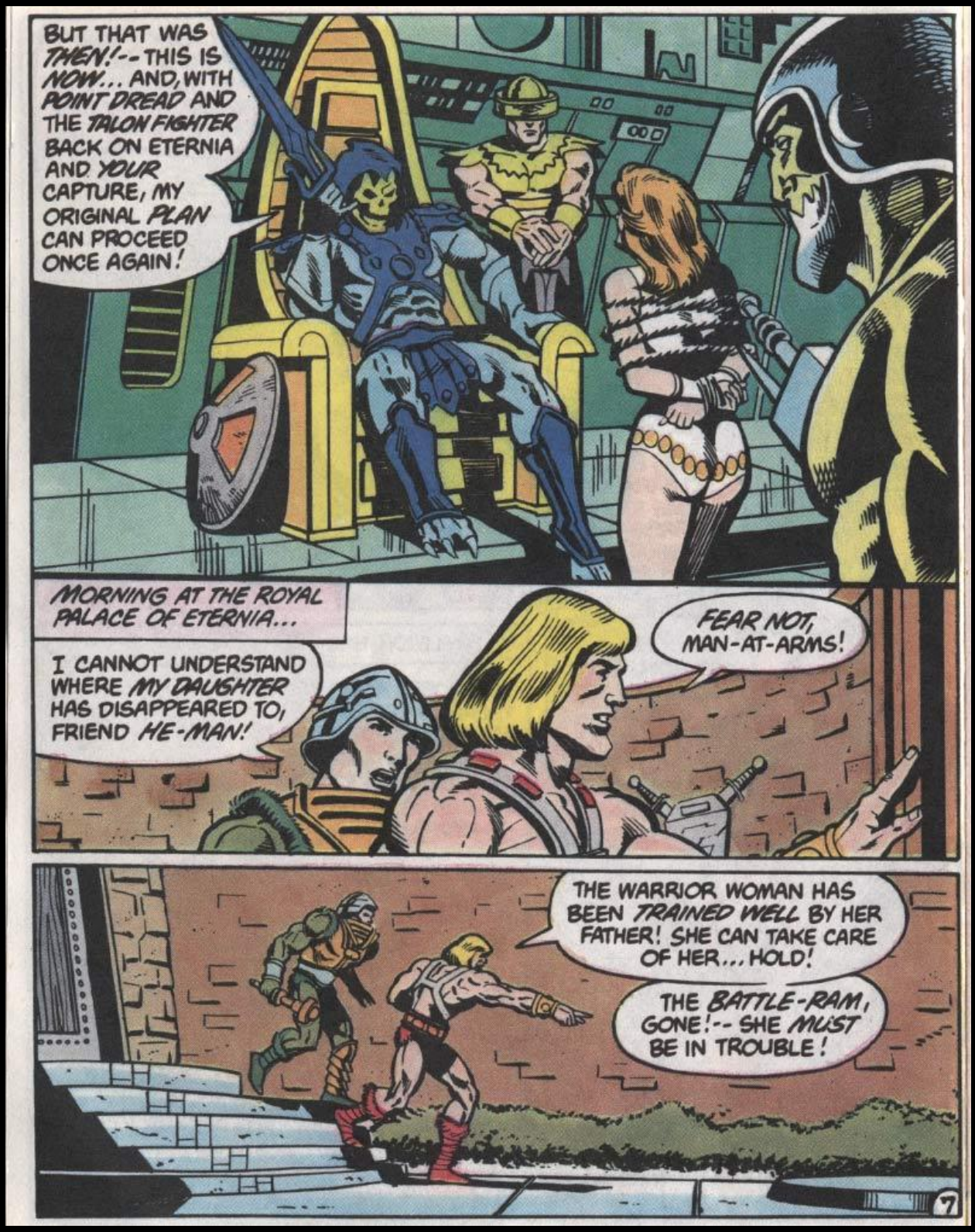
AND SOON, OUTSIDE THE ROYAL PALACE...
TEELA
AND SO SHE RIDES IN ANSWER TO A MYSTERIOUS VOICE THAT DIRECTS HER! AND AT THE END OF HER RIDE SHE FINDS...
WHAT SORCERY IS THIS!? I TRAVELED THIS ROAD JUST YESTERDAY, AND YON STRUCTURE WAS NOT THERE!
BUT BEFORE SHE CAN EXPLORE THE BUILDING...
2

IT'S AN AMBUSH!
WE HAVE CAUGHT YOU, WARRIOR WOMAN! SURRENDER!
YOU MAY HAVE CAUGHT ME, OAF... BUT CAN YOU HOLD ME!?
EVEN THOUGH THE VILLAINS OUTNUMBER HER, SHE FIGHTS VALIANTLY!
LOOK TO YOUR LIVES, EVIL ONES!
SHE FIGHTS LIKE A FURY! BUT WE HAVE OUR ORDERS-- SHE MUST BE CAPTURED!
3

AND BEAST-MAN MUST BE THE ONE TO OVER-COME HER!
OOHH!
I AM MORE THAN A MATCH FOR ALL OF YOU!
A PROUD BOAST-- BUT NOT QUITE TRUE, WARRIOR WOMAN!
THE FATES ARE WITH US!
NO!-- I AM CAUGHT!
GOOD WORK, TRI-KLOPS! THE MASTER WILL REWARD YOU!
CLANG!
4

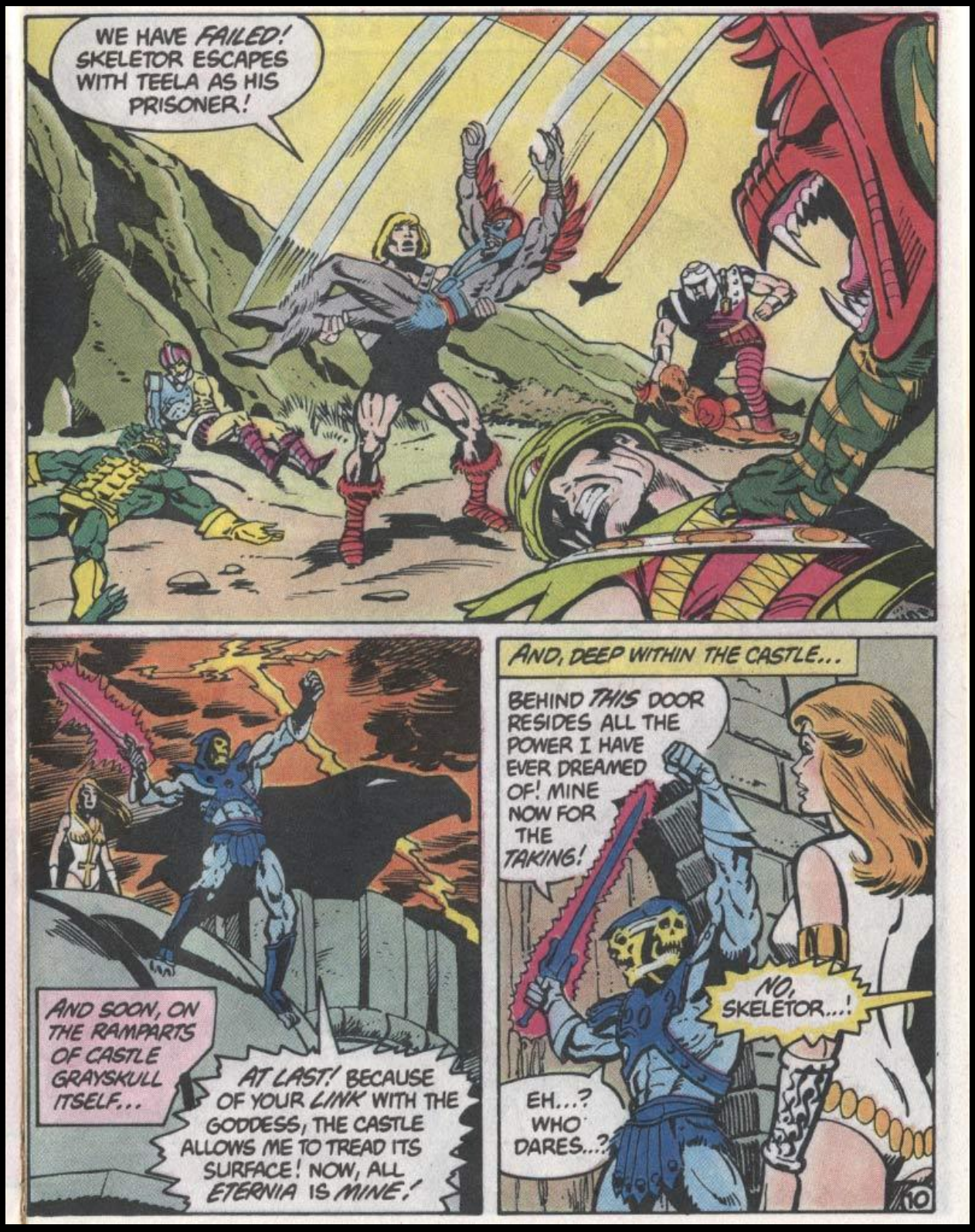
SKELETOR! WHAT TREACHERY DO YOU PLAY?
AH, FAIR TEELA! IT HAS TO DO WITH THIS PLACE-- POINT DREAD, AND YOUR BIRTH, TWENTY YEARS AGO!
MY--MY BIRTH!?
AYE, WARRIOR WOMAN! THIS OUTPOST IS A MYSTIC ARTIFACT, APPEARING ON THE FACE OF ETERNIA ONLY FOR A SHORT TIME EVERY TWENTY YEARS!
THE LAST TIME IT APPEARED I TAPPED ITS MAGICAL ENERGIES! THEN LURED THE GODDESS, TEELA, HERE...!
"MY PLAN WAS SIMPLE!-- I WOULD CREATE A DUPLICATE OF THE GODDESS, USING HER POWER, BUT CONTROLLING HER DOUBLE WITH THE POWER OF MY WILL! I WOULD RAISE THIS DUPLICATE FROM AN INFANT, THEN TAKE HER AS MY BRIDE!
"TOGETHER WE WOULD CONQUER CASTLE GRAYSKULL... AND ALL OF ETERNIA!
5

"BUT THEN THAT MEDDLER, MAN-AT-ARMS, INTER-FERED!"
STOP, EVIL ONE! NO HARM MAY COME TO THE GODDESS WHILE MAN-AT-ARMS LIVES!
EH...? NO-- NOT NOW... I'M SO CLOSE TO VICTORY...!
"BUT ALAS, THE FOOL GOT LUCKY. I WAS FORCED TO RETREAT, AND HE FREED THE GODDESS! BUT STILL, I HAD SUCCEEDED IN DRAINING SOME OF HER POWER, WHICH WAS EMBODIED IN THE FORM OF AN INFANT!"
SKELETOR HAS BEEN DEFEATED, MILADY!
YES, NOBLE MAN-AT-ARMS... BUT THERE IS STILL THE PROBLEM OF THIS CHILD! MY DUTIES DO NOT PERMIT ME TO ATTEND TO HER-- SO I MUST LEAVE HER IN YOUR CARE!
I WILL RAISE HER AS MY OWN DAUGHTER!
AND IF YOU WILL PERMIT, NAME HER TEELA, AFTER YOU, GODDESS!


BUT THAT WAS THEN!--THIS IS NOW... AND, WITH POINT DREAD AND THE TALON FIGHTER BACK ON ETERNIA AND YOUR CAPTURE, MY ORIGINAL PLAN CAN PROCEED ONCE AGAIN!
MORNING AT THE ROYAL PALACE OF ETERNIA...
I CANNOT UNDERSTAND WHERE MY DAUGHTER HAS DISAPPEARED TO, FRIEND HE-MAN!
FEAR NOT, MAN-AT-ARMS!
THE WARRIOR WOMAN HAS BEEN TRAINED WELL BY HER FATHER! SHE CAN TAKE CARE OF HER... HOLD!
THE BATTLE-RAM, GONE!-- SHE MUST BE IN TROUBLE!
7

WE RIDE TO FIND TEELA, GOOD MAN-AT-ARMS! BUT WHY DO YOU HOLD BACK?
I MUST STAY BEHIND, MY FRIEND--TO PURSUE ANOTHER PATH!
AND AFTER THEY DEPART...
HO, NOBLE MAN-AT-ARMS! I SENSED THAT I AM NEEDED HERE!
OUR DAUGHTER, GREAT WARRIOR... OUR DAUGHTER!
AYE, GODDESS... FOR THOUGH HE-MAN IS ETERNIA'S MIGHTIEST HERO, AND HIS FRIENDS BE BRAVE AND TRUE, I FEAR IT IS WE WHO MUST SAVE MY DAUGHTER!
8

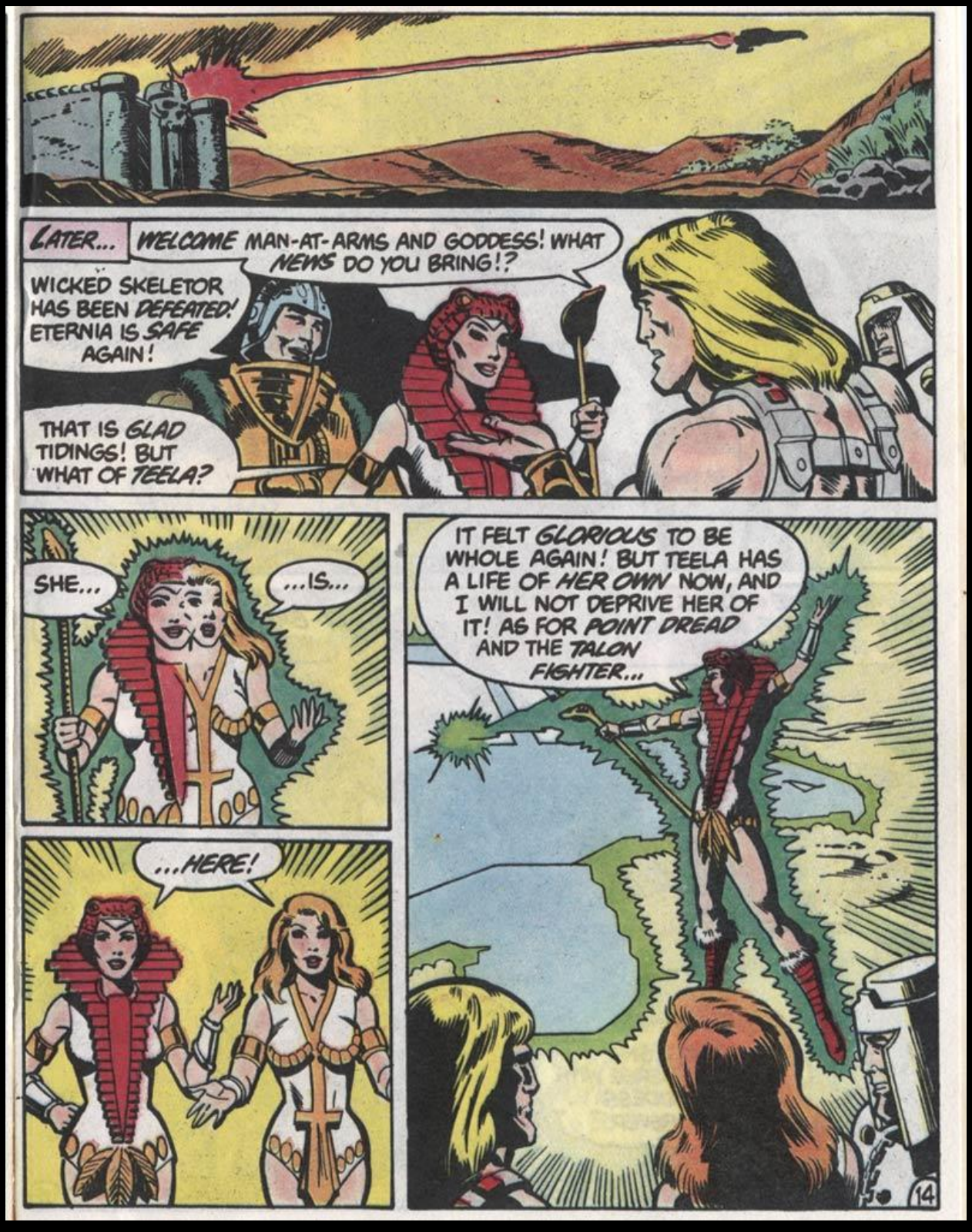
SOON THE HEROES OF ETERNIA MEET THE VILLAINS IN A BATTLE ROYAL!
OUR MASTER HAS COMMANDED US TO STOP YOU... AND SO WE SHALL!
THERE, TEELA'S BATTLE RAM!
STAND ASIDE, SCOUNDRELS, OR FACE OUR WRATH!
HE-MAN!--SKELETOR ESCAPES IN THE TALON FIGHTER, AND TEELA IS HIS PRISONER!
AFTER THEM!--
TOO LATE, STRATOS!
YOU CANNOT STOP ME!
9


WE HAVE FAILED! SKELETOR ESCAPES WITH TEELA AS HIS PRISONER!
AND SOON, ON THE RAMPARTS OF CASTLE GRAYSKULL ITSELF...
AT LAST! BECAUSE OF YOUR LINK WITH THE GODDESS, THE CASTLE ALLOWS ME TO TREAD ITS SURFACE! NOW, ALL ETERNIA IS MINE!
AND, DEEP WITHIN THE CASTLE...
BEHIND THIS DOOR RESIDES ALL THE POWER I HAVE EVER DREAMED OF! MINE NOW FOR THE TAKING!
NO, SKELETOR...!
EH...? WHO DARES...?
10

WE WILL NOT ALLOW YOU TO BREACH THIS VAULT!
YOU CANNOT STOP ME THIS TIME... FOR THE WARRIOR WOMAN IS UNDER MY SPELL! SHE IS MINE TO COMMAND...
...AND I ORDER HER TO ATTACK!
I MUST STOP TEELA WITHOUT HARMING HER!
NOW IT IS JUST YOU AND ME, OLD MAN!
THEN FIGHT ME, VILLAIN!
11

HER FURY... INCREDIBLE! BUT I CANNOT FIGHT HER, FOR SHE IS MORE THAN DAUGHTER TO ME!
ONLY ONE CHANCE...!
I MUST DO...THIS!
MEANWHILE...
I SAID YOU WERE NO MATCH FOR...
TURN, SKELETOR, AND FACE YOUR FINISH!
WHA...?
12

I AM WHOLE ONCE MORE, EVIL ONE, MERGED WITH THE PART OF ME YOU STOLE LONG YEARS AGO! AND NOW...
NO, GODDESS... PLEASE...
...GET OUT OF THE CASTLE!
13


LATER...
WELCOME MAN-AT-ARMS AND GODDESS! WHAT NEWS DO YOU BRING!?
WICKED SKELETOR HAS BEEN DEFEATED! ETERNIA IS SAFE AGAIN!
THAT IS GLAD TIDINGS! BUT WHAT OF TEELA?
SHE...
...IS...
...HERE!
IT FELT GLORIOUS TO BE WHOLE AGAIN! BUT TEELA HAS A LIFE OF HER OWN NOW, AND I WILL NOT DEPRIVE HER OF IT! AS FOR POINT DREAD AND THE TALON FIGHTER...
14

"...I WILL PUT IT WHERE SKELETOR CAN NEVER USE IT AGAIN... ATOP CASTLE GRAYSKULL!"
AND SO THE HEROES OF ETERNIA HAVE SAVED THE DAY ONCE MORE!
THIS HAS BEEN A GREAT VICTORY! BUT WILL TEELA ALWAYS BE TEELA...
...OR WILL SHE SOMEDAY MERGE WITH THE GODDESS FOREVER!?
THE END
15

MASTERS
OF THE UNIVERSE
6
"THE MAGIC STEALER!"

THE MAGIC-STEALER!
DESPITE ALL HIS MYSTIC MIGHT, SKELETOR, THE MASTER OF EVIL, HAS NEVER BEEN ABLE TO DEFEAT THE NOBLE HE-MAN, CHAMPION OF ETERNIA! BUT NOW HE HAS A NEW PLAN, MORE DANGEROUS THAN ANY HE HAS EVER HATCHED BEFORE!
THIS TIME I CANNOT FAIL! IN MY SEARCH FOR THE KEY TO CASTLE GRAYSKULL I HAVE STUMBLED UPON A FAR MORE POTENT SECRET!
WITH THIS DEVICE I CAN ABSORB ALL THE MAGIC FROM ETERNIA! AND THEN I WILL BE LIKE A GOD AMONG A WORLD OF PUNY MORTALS!
--I SHALL BE INVINCIBLE!
WRITTEN BY: GARY COHN
DRAWN BY: MARK TEXEIRA
INKED BY: TOD SMITH
COLORED BY: ANTHONY TOLLIN

ATOP THE WORLD, AT ETERNIA'S NORTH POLE, SKELETOR IS FAR FROM THE REACH OF THE MIGHTY HE-MAN AND HIS ALLIES!
ONCE I THROW THIS SWITCH, THERE WILL BE NO POWER IN ETERNIA TO STOP ME...
SHREEEEEEEEEEE
FOR I WILL BE ALL OF ETERNIA'S POWER!
THE VERY WORLD AROUND SKELETOR EMITS A SHRIEK AS IF OF TORMENT, AS THE MACHINE BEGINS TO DRAIN IT!
2

AT THAT MOMENT, AT THE ROYAL PALACE OF ETERNIA...
HO! THIS WIZARD MANIPULATES HIS MAGIC SKILLFULLY!
AYE, THIS IS MOST AMUSING. STILL, HE COULD BE HANDSOMER!
NOW, DAUGHTER ... IT IS HIS TALENTS THAT ENTERTAIN US, NOT HIS...
THEN...
URK
WAIT! WHAT IS HAPPENING?
THE WIZARD SEEMS IN PAIN! AND I MYSELF FEEL A SUDDEN WEAKNESS.
AND ALL ABOUT US SEEMS ON THE VERGE OF COLLAPSE!
3

AND ELSEWHERE, THE GODDESS COMMUNES WITH THE INNOCENT CREATURES OF ETERNIA'S WOODS...
YES, MY FRIENDS... THIS IS A LOVELY MOMENT OF PEACE AND TRANQUILITY THAT WE...
SUDDENLY...
UHHH...! SOMETHING ...ATTACKS THE VERY CORE OF MY BEING...
MUST GET TO... HE-MAN... SEEK HIS AID...
LEST I... PERISH!
4

AND AT CASTLE GRAYSKULL, THE IMPREGNABLE, MYSTICAL FORTRESS WHERE ARE HIDDEN ALL OF ETERNIA'S GREATEST SECRETS...
THE MAGIC-SIPHON SHAKES IT TO ITS VERY FOUNDATIONS!
WHOOOSSHHH
5

AND AT THE PALACE...
BEHOLD! IT IS THE GODDESS! BUT SHE DOES NOT APPEAR...
...WELL...!
HE-MAN... NEED ME...! THIS MYSTIC DISTURBANCE... ORIGINATES IN THE NORTH!
IT STRIKES AT THE VERY FABRIC THAT HOLDS ALL ETERNIA TOGETHER!
BUT... SUCH A THING COULD SPLIT THE ENTIRE WORLD ASUNDER!
AYE! YOU MUST SAVE US!
SEND ME TO THE SOURCE OF THE ATTACK AND I WILL...
I CANNOT--I NO LONGER HAVE ENOUGH POWER! YOU MUST TAKE...
... THE ATTAK-TRAK!
6

SOON...
I AM SORRY I CANNOT BRING YOU WITH ME. I TRAVEL MUCH FASTER ALONE!
TAKE ZOAR, THE MIGHTY FALCON! HE WILL GUIDE YOU ON YOUR QUEST!
FAREWELL, MY FRIENDS!
THERE GOES ETERNIA'S LAST HOPE!
FOR ALL OUR SAKES...
HE MUST PREVAIL!
7

THE GREAT FIGHTING VEHICLE CARRIES HE-MAN EVER NORTHWARD, ITS TREADS NEGOTIATING EVEN THE MOST PRECARIOUS OBSTRUCTIONS!
THE TERRAIN WORSENS AS I PROCEED! WHAT CAN BE THE CAUSE OF THIS CALAMITY?
THEN, DIRECTLY AHEAD OF THE INDOMITABLE HERO...
BY THE GODDESS! THE VERY EARTH RUPTURES!
IT IS PROCRUSTUS, THE GOD WHO HOLDS THE INNER WORLD TOGETHER WITH HIS MANY ARMS!
HO, MIGHTY ONE!-- DO NOT ABANDON YOUR DUTIES, LEST CATASTROPHE ENSUE!
8

EH...? OH--IT'S HE-MAN! WHY DO YOU RESTRAIN ME?
SOMETHING TO THE NORTH DRAWS ALL THE MAGIC FROM ETERNIA! BUT I CANNOT ALLOW YOU TO GIVE YOURSELF UP TO IT!
YOU MUST STAY HERE AND HOLD THE WORLD TOGETHER! I WILL END THIS DIRE THREAT!
THOOM!
UHHHH!
HOLD FAST, GIANT, AND HAVE FAITH! I WILL PREVAIL!
I WILL TRY, HE-MAN, FOR ETERNIA'S SAKE! BUT THE LURE OF THE MAGIC-SIPHON IS STRONG! --HURRY!
9

FARTHER ON, A NEW HAZARD ASSAILS ETERNIA'S HERO!
EH...? MADDENED SPIRITS OF THE AIR ATTACK ME! BUT I CANNOT ALLOW THEM TO HALT MY PROGRESS!
HUH?
THEN...
CRAARRR!
HA! NOBLE ZOAR, THE WINGED WARRIOR, COMES TO MY AID! THE "AIR-SPIRITS" CANNOT STAND AGAINST BOTH OF US!
10

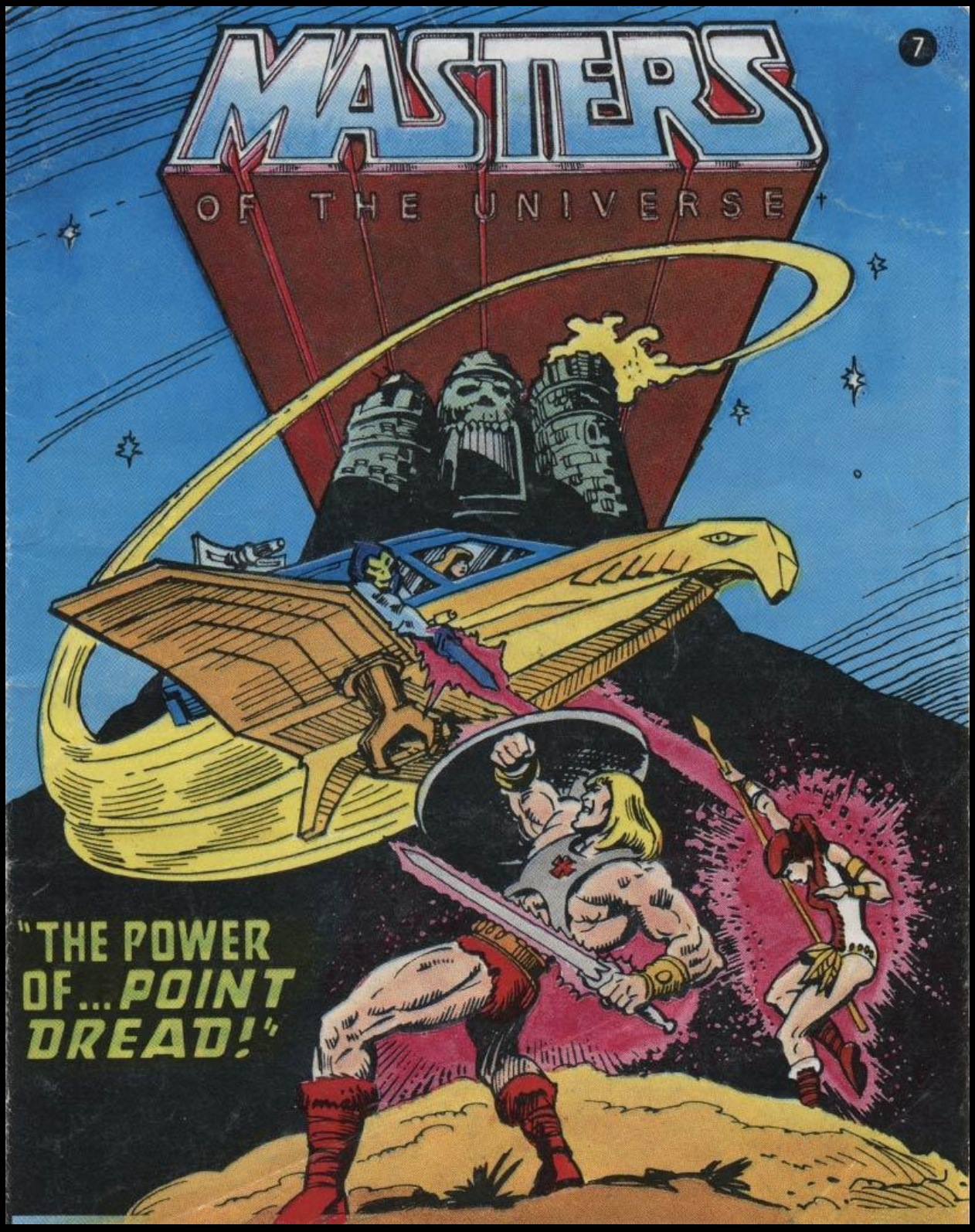
AT LAST, FAR AHEAD, HE-MAN SEES...
THAT MUST BE THE SOURCE OF THE MAGIC-DRAIN! SO STRONG IS ITS PULL HERE THAT EVEN GREAT ZOAR CAN NO LONGER REMAIN ALOFT!
COURAGE, MY FRIEND... WE WILL SOON PUT AN END TO THIS!
BUT WAIT--
--SOMETHING APPROACHES...
11

THEN IT IS UPON THEM, A MYSTIC ASSAULT THAT NEARLY OVERWHELMS THEM WITH ITS FURY!
BUT STILL THE ATTAK-TRAK DRIVES ONWARD, UNSTOPPABLE! AND NOW, THE MAN WHO CONTROLS IT KNOWS HE IS ETERNIA'S ONLY HOPE!
FOR THE GODDESS!
FOR ETERNIA!
SKRAWWR!
12

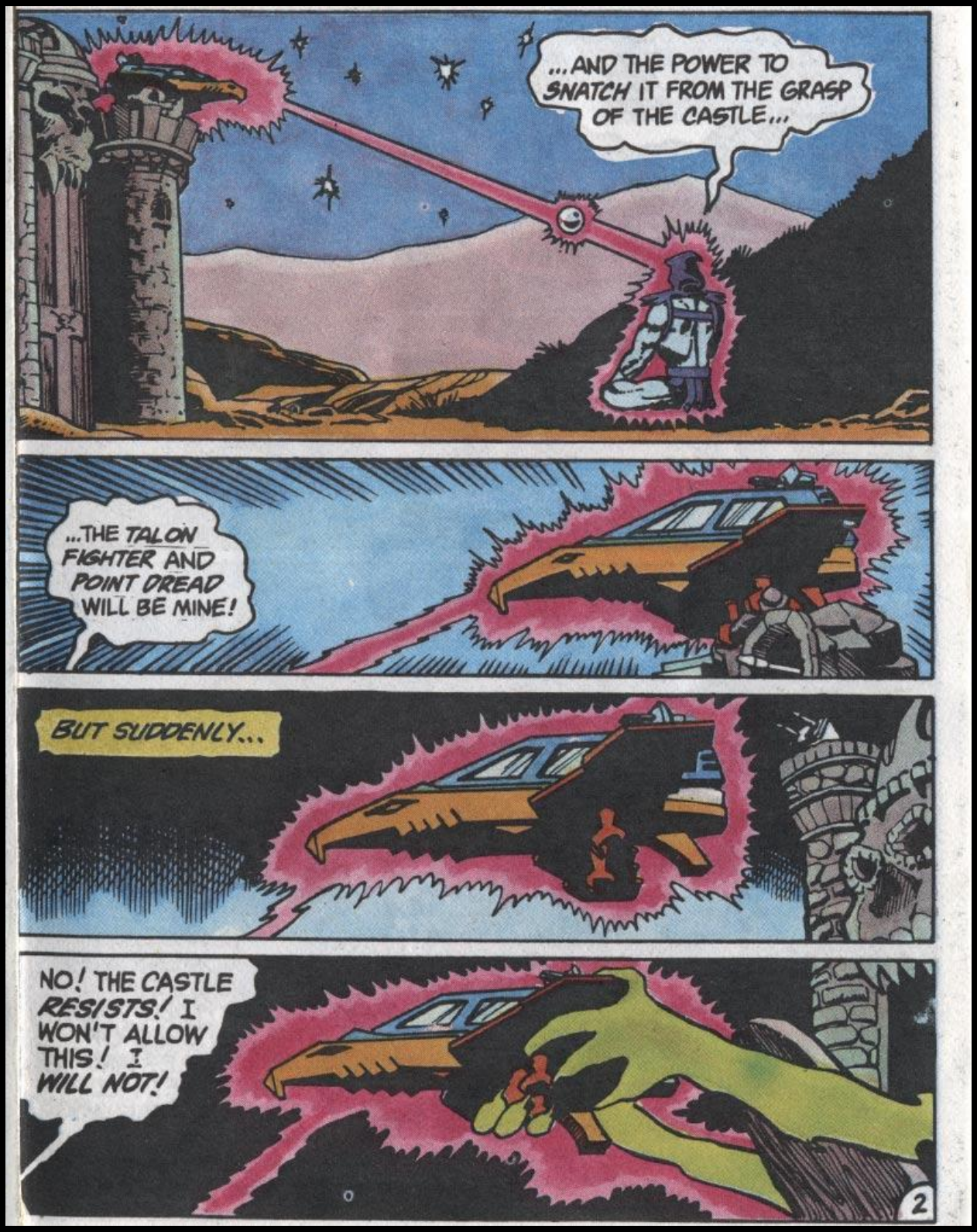
AND, FROM WITHIN THE HEART OF THE MAELSTROM OF MYSTIC MIGHT, THE MASTER OF EVIL SEES...
HE-MAN!--
--IT CANNOT BE! I CONTROL THE MIGHTIEST FORCES OF ALL ETERNIA NOW, YET STILL HE COMES!
SKELETOR... I KNEW THIS MUST BE YOUR DOING! BUT I AM COMING FOR YOU, EVIL ONE, AND NOTHING CAN STOP ME...
...NOTHING!!
FOR I HAVE SOMETHING THAT YOU IN ALL OF YOUR EVILNESS...
13

... COULD NEVER UNDERSTAND...
NO!... STOP!
I COMMAND YOU!
BBARRRAAAZZZZZOOOOOOMMM!
... AND THAT IS -- LOVE FOR ETERNIA!
NOOOOO...!
ROOOOORRRRMMM!
14

THROUGHOUT ETERNIA--
IN THE FORESTED PARADISE WHERE RESIDES THE GODDESS...
AND EVEN AT THE USUALLY TEMPEST-TOSSED CASTLE GRAYSKULL...
AND MOST ESPECIALLY IN THE ROYAL PALACE OF ETERNIA, WHERE JOYOUS THRONGS CHEER THEIR GREATEST HERO...
ALL IS WELL ONCE MORE...
...FOR HE-MAN HAS SAVED THE DAY!
15


MASTERS
OF THE UNIVERSE
7
"THE POWER OF... POINT DREAD!"

ONCE SKELETOR USED THE MYSTIC MIGHT OF POINT DREAD TO ENDANGER ALL ETERNIA. BUT THE GODDESS SPIRITED THE ENTIRE STRUCTURE OFF TO CASTLE GRAYSKULL, MERGING IT WITH THE MYSTIC STRONGHOLD.
BUT NOW THE MASTER OF EVIL HAS FOUND MEANS TO SECURE POINT DREAD FOR HIS OWN TWISTED PURPOSES ONCE MORE... AND SOON ETERNIA WILL TREMBLE AGAIN BEFORE...
PERHAPS I STILL CANNOT BREACH THE DEFENSES OF CASTLE GRAYSKULL-- BUT AS LONG AS I HAVE THE MYSTIC CRYSTAL OF THE CAVERNS, THE ONLY THING THAT WILL ALLOW ME TO FOCUS ALL MY PSYCHIC ENERGIES ON THE TALON FIGHTER...
THE POWER OF... POINT DREAD!
GARY COHN WRITER
MARK TEXEIRA PENCILLER
TOD SMITH INKER
ANTHONY TOLLIN COLORIST
DAVE MANAK EDITOR


...AND THE POWER TO SNATCH IT FROM THE GRASP OF THE CASTLE...
...THE TALON FIGHTER AND POINT DREAD WILL BE MINE!
BUT SUDDENLY...
NO! THE CASTLE RESISTS! I WON'T ALLOW THIS! I WILL NOT!
2

I WILL HAVE THIS TREASURE, CASTLE GRAYSKULL, AND EVEN YOU MAY NOT RESIST ME! NOT SO LONG AS I HAVE THE CRYSTAL!
TZZAAKK!
THE MASTER OF MENACE REVELS IN HIS SUCCESS...
NOW COMES THE MOMENT WHEN I PLUCK POINT DREAD ITSELF FROM THE CLUTCHES OF THE CASTLE! AND THEN... LET ALL ETERNIA FEAR MY WRATH! AND ESPECIALLY, MY ENEMY... HE-MAN!
3

THE VILLAIN TAKES TO THE AIR IN HIS NEW VEHICLE, AND...
THESE MYSTIC GRAPPLES WILL TEAR APART THE MAGICAL ROOTS THAT ANCHOR POINT DREAD IN PLACE! WHEN THE ENGINES OF THE TALON FIGHTER PRODUCE FULL THRUST...
THERE IS NO POWER THAT CAN LONG WITHSTAND IT! HA! POINT DREAD IS MINE ONCE MORE!
...BUT HOLD...! THE CRYSTAL...!
I HAVE LOST IT! IT IS DESTROYED!
BUT NO MATTER! POINT DREAD IS MINE, AND SHALL NEVER AGAIN BE PART OF CASTLE GRAYSKULL. THUS I NO LONGER HAVE NEED OF...
THE CRYSTAL OF THE CAVERNS!
4

AND NOW, THERE IS MUCH PLANNING TO DO...
...AND A WORLD TO CONQUER!
SOON THE FOREMOST VILLAIN OF ETERNIA PLOTS WITH HIS UNDERLINGS THE WORKINGS OF HIS NEXT FOUL DEED!
I HAVE HAD ENOUGH OF DEFEAT, MY LACKEYS! IT IS TIME FOR A MORE DIRECT APPROACH!
BUT HOW WILL IT BE DONE, MASTER?
THAT YOU WILL LEARN WHEN THE TIME COMES. BUT BE ASSURED-- ETERNIA WILL FALL...
...TO SKELETOR!
5

ALL HAS BEEN MOST PEACEFUL FOR LONG WEEKS, MAN-AT-ARMS -- SO PEACEFUL THAT OUR FRIENDS, TEELA, BATTLE-CAT AND RAM-MAN HAVE GONE FORTH SEEKING ADVENTURE!
I, TOO, LONG FOR ACTION, EXCITEMENT!
SOME TIME LATER, AT THE ROYAL PALACE, TWO OF ETERNIA'S GREATEST HEROES SURVEY THE WORLD THEY ARE SWORN TO DEFEND!
THINK TWICE OF SUCH DESIRES, GOOD HE-MAN, FOR I FEAR YOUR LONGINGS ARE ABOUT TO BE ANSWERED...!
BEHOLD!
EH...? WHY THAT LOOKS LIKE POINT DREAD! BUT WHAT IS IT DOING HERE!?
THE ANSWER TO HE-MAN'S QUESTION IS NOT LONG IN COMING, AS...
6

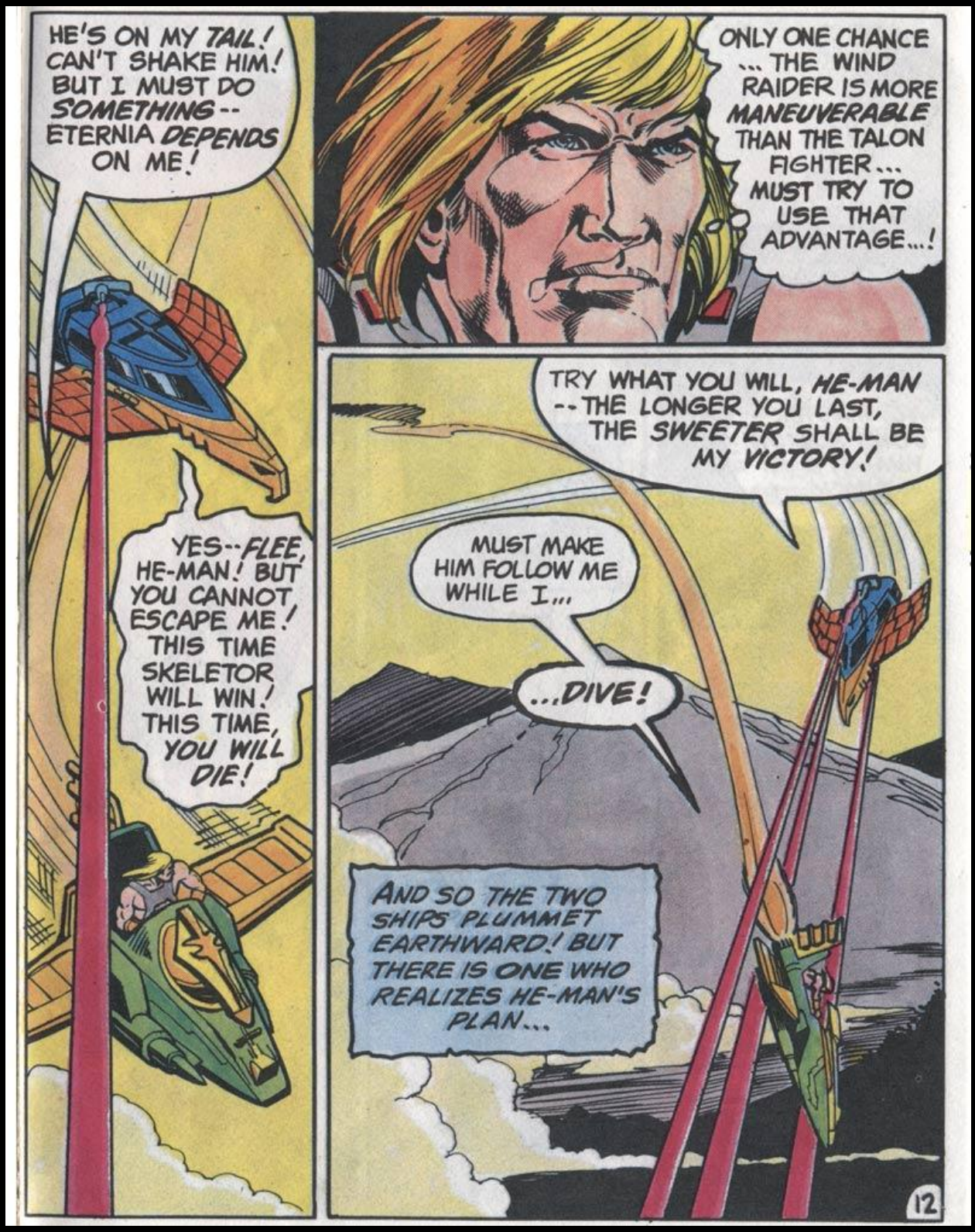
HA! SEE THE POWER WE COMMAND! MY MASTER WAS RIGHT -- THIS IS THE BEST WAY!
WHAM
THIS MUST BE SKELETOR'S DOING!
WE MUST RALLY THE TROOPS TO REPULSE THIS ATTACK! FOR LOOK...!
EVEN NOW UNDERLINGS OF THE EVIL ONE SWARM TO THE OFFENSE AND THEIR ONSLAUGHT IS FEARSOME INDEED! LET'S GO!
7

BUT BEFORE THE HEROES CAN MOVE TO DEAL WITH THE ASSAULT, ANOTHER BLAST ROCKS THE PALACE!
HA! NOW I REALLY HAVE THEM! THEY WILL NEVER BE ABLE TO RESIST THE COMBINED POWER OF POINT DREAD AND THE TALON FIGHTER!
I WILL TAKE COMMAND OF THE PALACE'S DEFENSES, HE-MAN! YOU MUST DEAL WITH THE THREAT OF SKELETOR AND THE TALON FIGHTER!
AYE, MAN-AT-ARMS! BUT I WILL NOT FACE THE VILLAIN ALONE!
8

HA!--THIS MACHINE IS TRULY A SCIENTIFIC MARVEL!--WITH IT UNDER MY CONTROL, NONE CAN STOP ME--THIS TIME SKELETOR SHALL BE TRIUMPHANT!
IT IS THE CURSED HE-MAN, AND HIS COMPANION, ZOAR, THE FIGHTING FALCON! BUT EVEN THEIR COMBINED MIGHT WILL PROVE NO MATCH FOR THE TALON FIGHTER!
THIS TIME YOU ARE TOO BRAZEN, SKULL-FACE! THIS TIME I WILL TRULY MAKE YOU PAY!
9

MEANWHILE, ON THE GROUND...
SEE HOW THEY FALL BACK, SOLDIERS OF ETERNIA! THEY ARE AS COWARDLY AS THEIR MASTER-- SURELY SUCH CREATURES CAN BE NO MATCH FOR MEN WHO LOVE FREEDOM!
HOLD YOUR POSITIONS, FOOLS -- I COMMAND IT! HOLD YOUR POSITIONS!
BUT THE MOMENT OF HOPE IS SHORT-LIVED, AS...
THKOW THKOW
FEAR NOT, COMRADE TRI-KLOPS -- SO LONG AS WE CONTROL THE GUNS OF POINT DREAD, WE CANNOT BE DEFEATED!
THKOW
YOU SPEAK TRULY, BEAST-MAN! THESE FOOLS ARE DOOMED!
NO! WE MUST HOLD OUT-- HE-MAN WILL FIND A WAY TO SAVE THE DAY...!
10

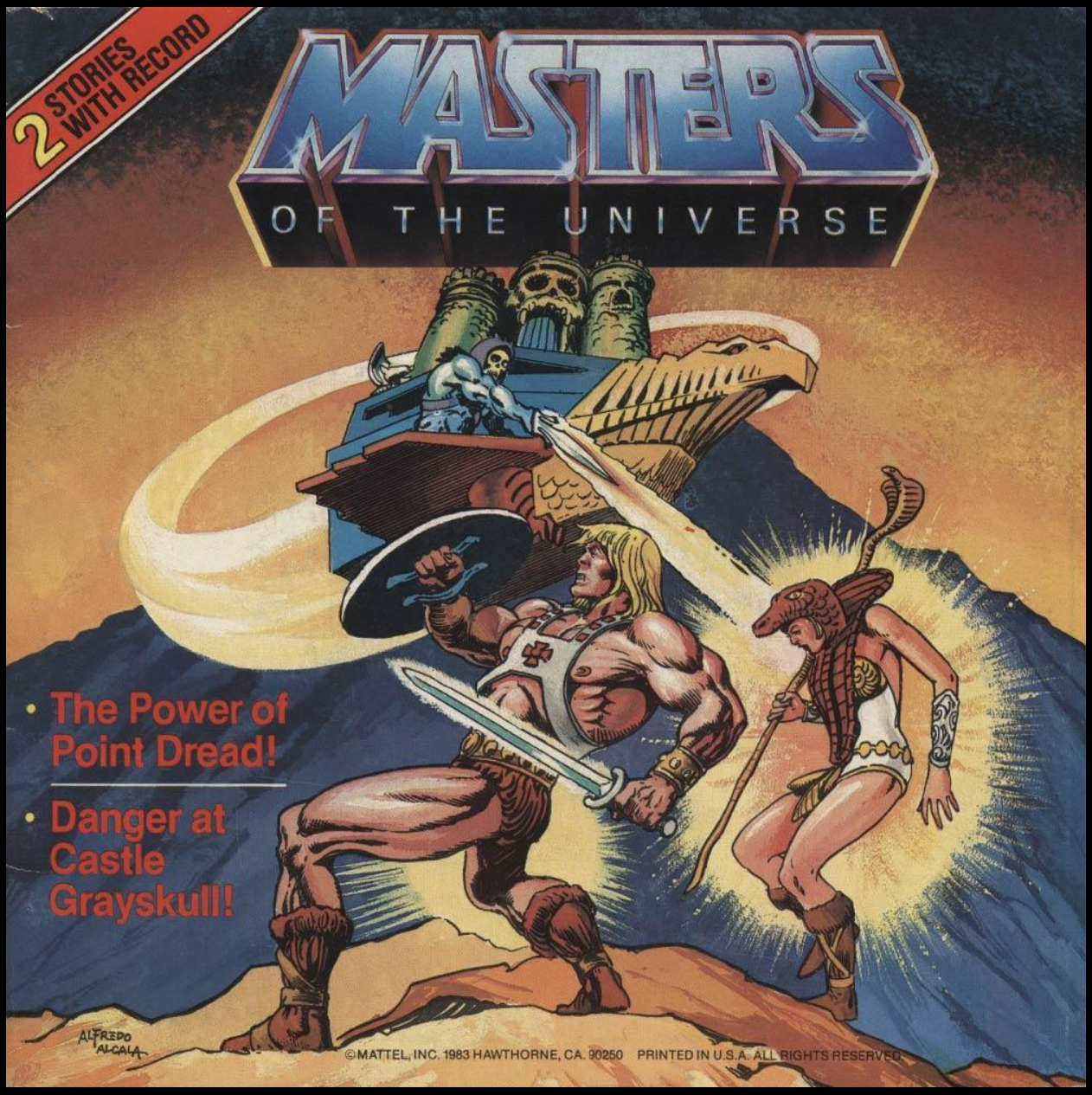
AND, IN THE SKIES OVERHEAD...
THIS IS A PERILOUS SITUATION INDEED! FOR EVEN THOUGH WE ARE TWO AGAINST ONE, THE TALON FIGHTER IS THE MIGHTIEST FLYING MACHINE IN ALL ETERNIA!
NO! SKELETOR HAS GREAT ZOAR IN HIS SIGHTS!
EVADE HIM, ZOAR! BEWARE HIS...
SQWAAAAAAA!
...LASERS...! TOO LATE-- HE'S HIT!
HA! THAT'S ONE DOWN! AND NOW FOR YOU, HATED HE-MAN...!


HE'S ON MY TAIL! CAN'T SHAKE HIM! BUT I MUST DO SOMETHING -- ETERNIA DEPENDS ON ME!
YES -- FLEE, HE-MAN! BUT YOU CANNOT ESCAPE ME! THIS TIME SKELETOR WILL WIN! THIS TIME, YOU WILL DIE!
ONLY ONE CHANCE ... THE WIND RAIDER IS MORE MANEUVERABLE THAN THE TALON FIGHTER ... MUST TRY TO USE THAT ADVANTAGE...!
TRY WHAT YOU WILL, HE-MAN -- THE LONGER YOU LAST, THE SWEETER SHALL BE MY VICTORY!
MUST MAKE HIM FOLLOW ME WHILE I...
...DIVE!
AND SO THE TWO SHIPS PLUMMET EARTHWARD! BUT THERE IS ONE WHO REALIZES HE-MAN'S PLAN...
12

NO, MASTER-- DON'T FOLLOW HIM-- IT'S A TRICK...!
BUT THE WARNING OF THE TERRIFIED BEAST-MAN COMES...
NO-- CAN'T PULL OUT IN TIME! CURSE YOU, HE--
...TOO LATE!
KADADA-- BOOM!
13

SOON, HE-MAN LANDS TO FIND THE PALACE SECURED...
WELL FOUGHT, MAN-AT-ARMS! YOU HAVE OVERCOME THE INVADERS!
NAY... THE CREDIT GOES TO YOU, HE-MAN -- THE FIGHT WENT OUT OF THEM ONCE THEY SAW THEIR MASTER FALL!
AYE -- I BUT HAD MY TAIL FEATHERS SINGED! WE HAVE WON A GREAT VICTORY TODAY... BUT I WONDER...
HO, GREAT ZOAR -- MY HEART SINGS TO SEE YOU ALIVE!
WHAT HAS BECOME OF SKELETOR, BEAST-MAN, THE TALON FIGHTER... AND POINT DREAD!?

FAR, FAR AWAY, TWO BRUISED AND BATTERED VILLAINS SLOWLY BEGIN TO RECOVER FROM THEIR WOUNDS...
OHHH...
WHAT HAPPENED...? MY HEAD...
I TRIED TO WARN YOU, MASTER...
NO MATTER, LACKEY! WE'LL JUST RENEW OUR ATTACK AND...
OH, NO-- NO!
POINT DREAD AND THE TALON FIGHTER ARE BACK ATOP CASTLE GRAYSKULL! AND WITH THE CRYSTAL OF THE CAVERNS SHATTERED, I CAN NEVER REGAIN CONTROL OF THEM!
CURSE YOU, HE-MAN! YOU HAVE FOILED ME AGAIN! BUT SOMEDAY... I'LL BEAT YOU! SO SWEARS SKELETOR!
BUT THOUGH THE VILLAIN RANTS AND RAGES, ETERNIA IS SAFE...FOR NOW!.
THE END


2 STORIES WITH RECORD
MASTERS
OF THE UNIVERSE
• The Power of Point Dread!
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ALFREDO ALCALA
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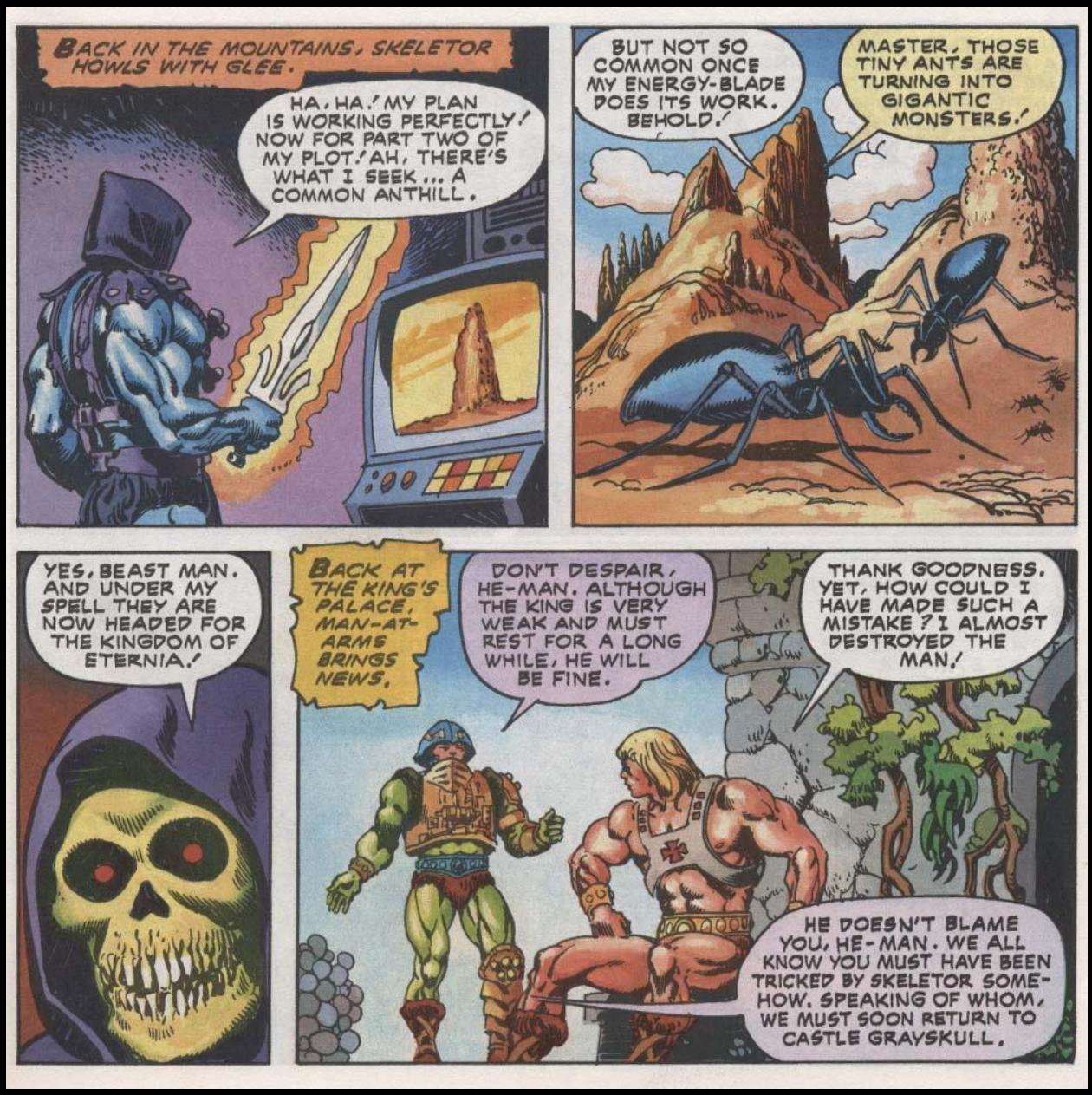
HIDDEN DEEP WITHIN HIS MOUNTAIN LAIR, SKELETOR GRINS HIS DEADLY GRIN. HIS NEWEST PLOT CANNOT FAIL. HE HAS PLANNED FOR EVERYTHING, EVERYTHING, THAT IS, EXCEPT...
THE POWER OF POINT DREAD!
BEHOLD, BEAST MAN. SOON I WILL BE ABLE TO ENTER CASTLE GRAYSKULL FREELY AND LEARN ITS MANY SECRETS.!
BUT, MASTER- WHAT ABOUT HE-MAN? HE IS ALWAYS THERE TO GUARD THE CASTLE.

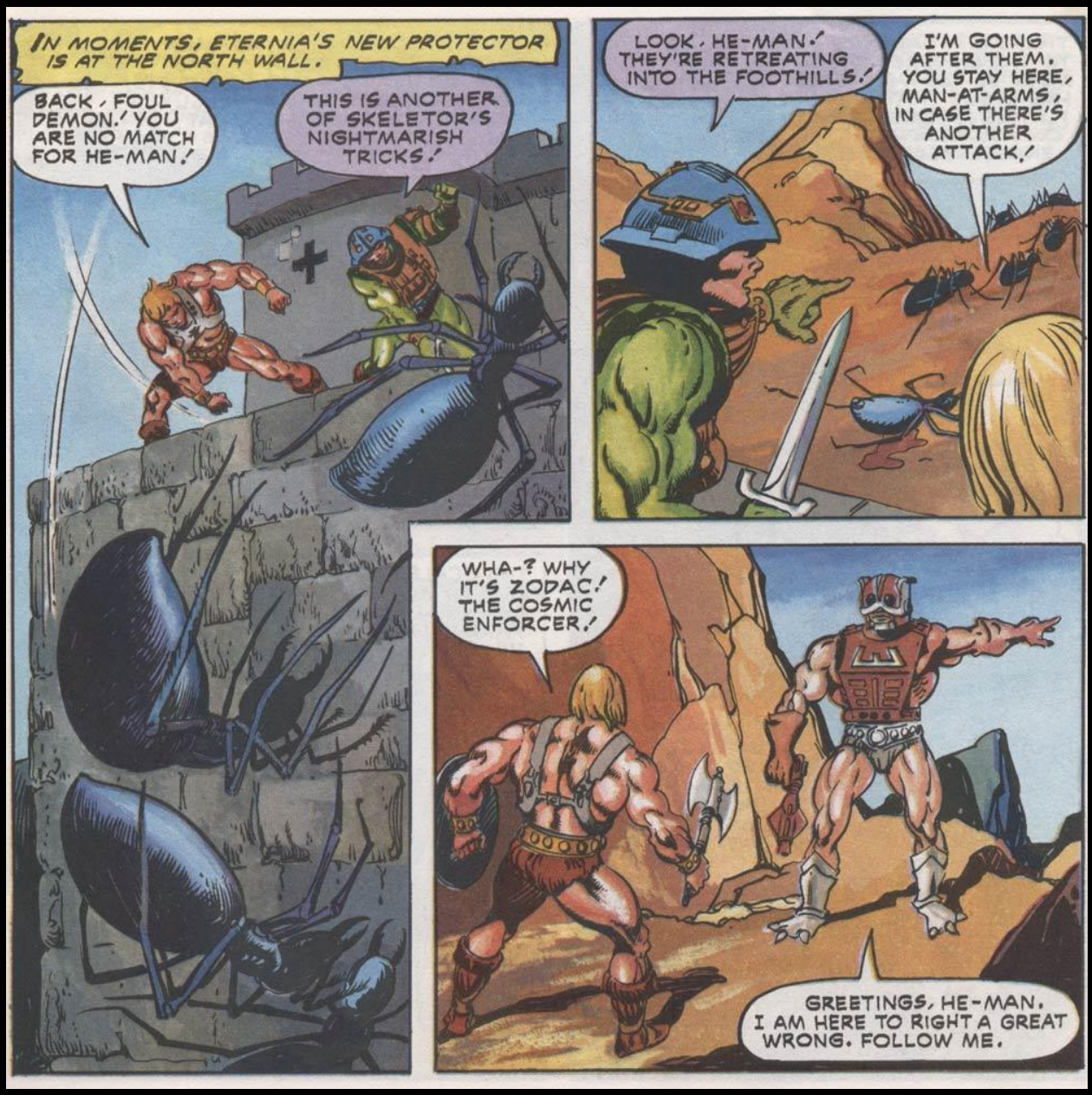
HA! NOT ONCE I TIE HIM UP!
HMPH! NO CHAIN EVER MADE COULD HOLD HE-MAN.
FOOL, THERE ARE OTHER WAYS TO TIE UP A MAN. SOMETIMES FEELINGS ARE STRONGER THAN STEEL. LIKE FEELINGS OF DUTY!
CEASE YOUR BRAINLESS SNORTING AND OBSERVE. HERE LIES CASTLE GRAYSKULL. AND OVER THERE IS THE KINGDOM OF ETERNIA -- HE-MAN'S TRUE HOME. THEY ARE HOURS APART, EVEN BY THE SWIFTEST BATTLE CRAFT.
IT IS HERE IN ETERNIA THAT I WILL TIE UP HE-MAN...
...WITH MY INVISIBLE CHAINS OF DUTY!

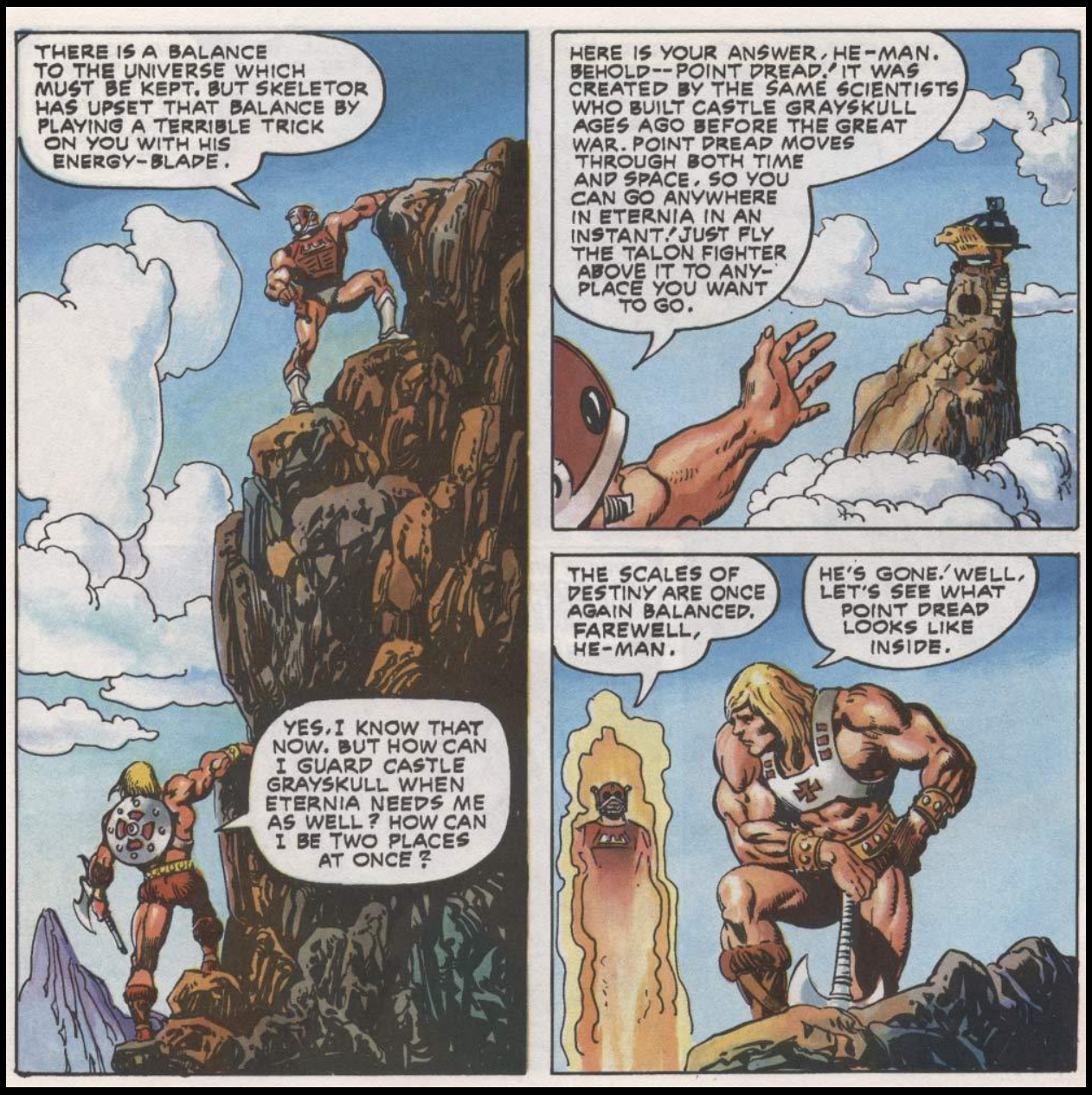
HE-MAN ENTERS THE ROYAL PALACE OF KING RANDOR RULER OF ALL ETERNIA.
HE-MAN.! WELCOME.! I AM HONORED BY YOUR VISIT.
THANK YOU, YOUR HIGHNESS. I AM JUST SORRY I CAN'T GET HERE MORE OFTEN.
YOU KNOW I MUST SPEND MOST OF MY TIME GUARDING CASTLE GRAYSKULL FROM THE LORD OF DESTRUCTION, SKELETOR.
YES, I KNOW, HE-MAN. AND ALL ETERNIA IS PROUD OF YOU, AND GRATEFUL.
MILES AWAY, SKELETOR WATCHES HE-MAN ON HIS MAGIC LENS.
THE TIME IS RIGHT.! STAND OVER THERE, BEAST MAN AND HOLD THAT BOULDER OVER YOUR HEAD. I WILL MAGICALLY MAKE YOUR IMAGE APPEAR IN KING RANDOR'S THRONE ROOM.

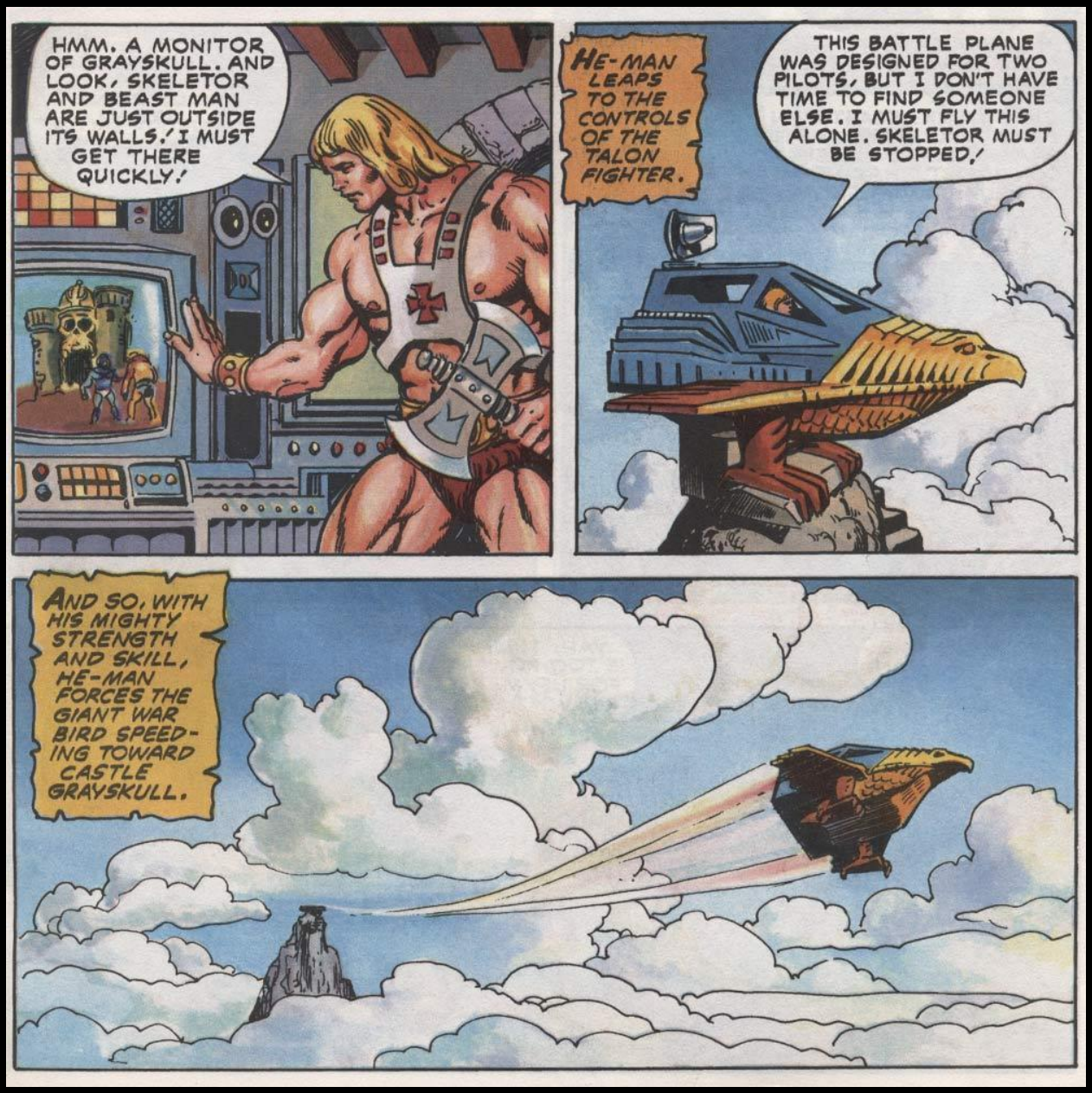
WITH A BLAZE FROM SKELETOR'S ENERGY-BLADE, BEAST MAN'S IMAGE APPEARS BEHIND KING RANDOR'S THRONE.
WATCH OUT, YOUR HIGHNESS!
WHAT??
THE PILLAR'S FALLING. YAAH!
NO!!
SIRE! HOLD ON!
THANK THE FATES. HE'S ALIVE!


BACK IN THE MOUNTAINS, SKELETOR HOWLS WITH GLEE.
HA, HA.! MY PLAN IS WORKING PERFECTLY! NOW FOR PART TWO OF MY PLOT.! AH, THERE'S WHAT I SEEK... A COMMON ANTHILL.
BUT NOT SO COMMON ONCE MY ENERGY-BLADE DOES ITS WORK. BEHOLD.!
MASTER, THOSE TINY ANTS ARE TURNING INTO GIGANTIC MONSTERS.!
YES, BEAST MAN. AND UNDER MY SPELL THEY ARE NOW HEADED FOR THE KINGDOM OF ETERNIA.!
BACK AT THE KING'S PALACE, MAN-AT-ARMS BRINGS NEWS.
DON'T DESPAIR, HE-MAN. ALTHOUGH THE KING IS VERY WEAK AND MUST REST FOR A LONG WHILE, HE WILL BE FINE.
THANK GOODNESS. YET, HOW COULD I HAVE MADE SUCH A MISTAKE? I ALMOST DESTROYED THE MAN.!
HE DOESN'T BLAME YOU, HE-MAN. WE ALL KNOW YOU MUST HAVE BEEN TRICKED BY SKELETOR SOMEHOW. SPEAKING OF WHOM, WE MUST SOON RETURN TO CASTLE GRAYSKULL.

NO, FRIEND. I NOW HAVE A NEW DUTY, AND IT BINDS ME HERE IN THIS PALACE. UNTIL THE KING IS WELL AGAIN, I MUST STAY AND PROTECT THE KINGDOM IN HIS PLACE.
BUT WHAT IF THERE'S DANGER AT CASTLE GRAYSKULL?
IF SKELETOR CAUSES TROUBLE, THE SORCERESS WILL SEND WORD AND I WILL HURRY THERE.
BUT THE CASTLE IS SO FAR FROM HERE. YOU MAY NOT GET THERE IN TIME.'
YES, I KNOW.' BUT THAT IS MY BURDEN TO BEAR.'
WITHOUT WARNING, SKELETOR'S GIANT MUTANT ANTS ATTACK THE CITY OF ETERNIA LEAVING DESTRUCTION IN THEIR WAKE.'
SOUND THE ALARM.' GIANT MONSTERS ATTACKING.' ALL GUARDS TO THE NORTH WALL.' FIND HE-MAN-- HURRY.'

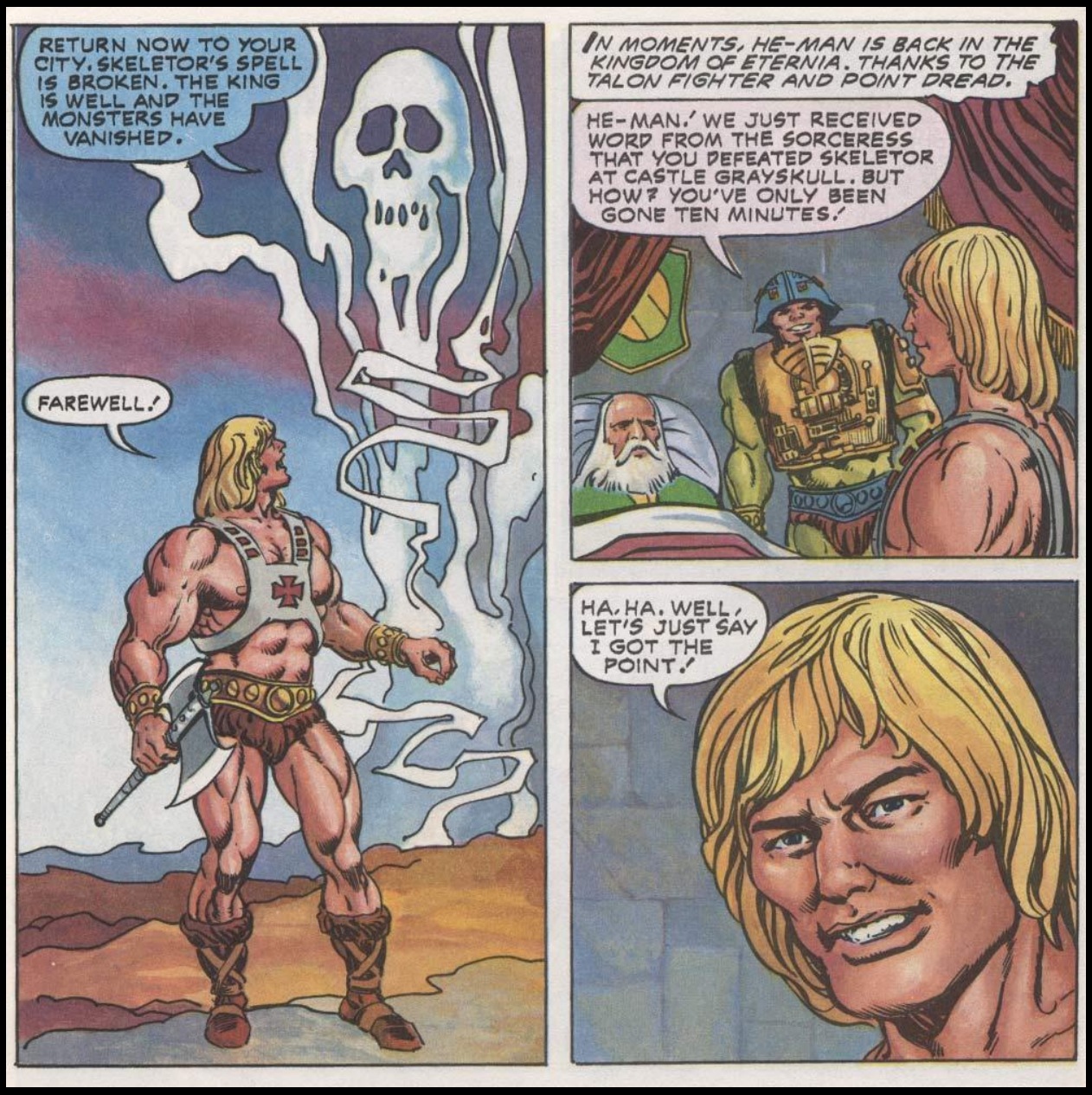

IN MOMENTS, ETERNIA'S NEW PROTECTOR IS AT THE NORTH WALL.
BACK, FOUL DEMON! YOU ARE NO MATCH FOR HE-MAN!
THIS IS ANOTHER OF SKELETOR'S NIGHTMARISH TRICKS!
LOOK, HE-MAN! THEY'RE RETREATING INTO THE FOOTHILLS!
I'M GOING AFTER THEM. YOU STAY HERE, MAN-AT-ARMS, IN CASE THERE'S ANOTHER ATTACK!
WHA-? WHY IT'S ZODAC! THE COSMIC ENFORCER!
GREETINGS, HE-MAN. I AM HERE TO RIGHT A GREAT WRONG. FOLLOW ME.

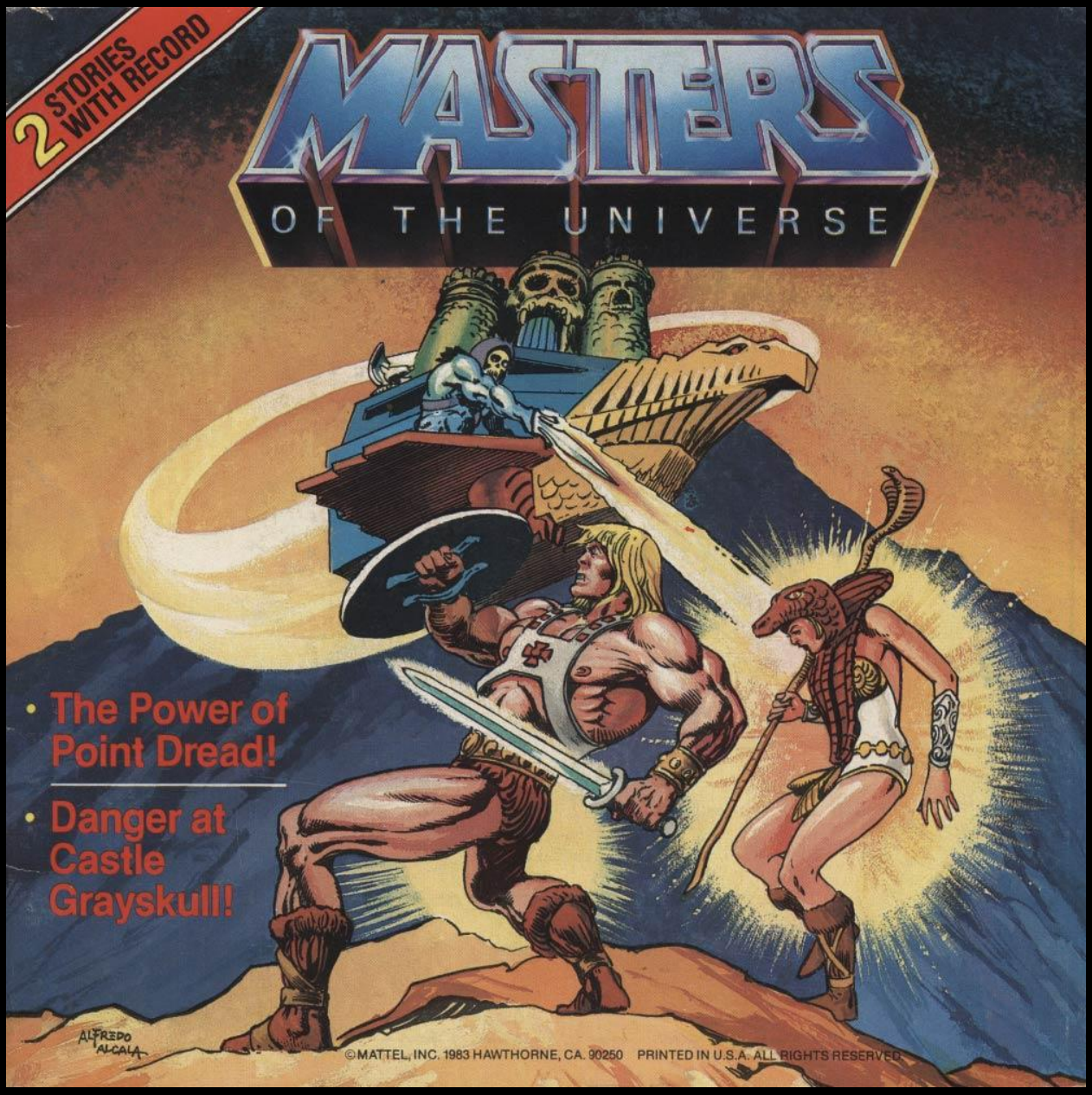

THERE IS A BALANCE TO THE UNIVERSE WHICH MUST BE KEPT. BUT SKELETOR HAS UPSET THAT BALANCE BY PLAYING A TERRIBLE TRICK ON YOU WITH HIS ENERGY-BLADE.
YES, I KNOW THAT NOW. BUT HOW CAN I GUARD CASTLE GRAYSKULL WHEN ETERNIA NEEDS ME AS WELL? HOW CAN I BE TWO PLACES AT ONCE?
HERE IS YOUR ANSWER, HE-MAN. BEHOLD--POINT DREAD! IT WAS CREATED BY THE SAME SCIENTISTS WHO BUILT CASTLE GRAYSKULL AGES AGO BEFORE THE GREAT WAR. POINT DREAD MOVES THROUGH BOTH TIME AND SPACE, SO YOU CAN GO ANYWHERE IN ETERNIA IN AN INSTANT! JUST FLY THE TALON FIGHTER ABOVE IT TO ANY-PLACE YOU WANT TO GO.
THE SCALES OF DESTINY ARE ONCE AGAIN BALANCED. FAREWELL, HE-MAN.
HE'S GONE! WELL, LET'S SEE WHAT POINT DREAD LOOKS LIKE INSIDE.


HMM. A MONITOR OF GRAYSKULL. AND LOOK, SKELETOR AND BEAST MAN ARE JUST OUTSIDE ITS WALLS.' I MUST GET THERE QUICKLY!'
HE-MAN LEAPS TO THE CONTROLS OF THE TALON FIGHTER.
THIS BATTLE PLANE WAS DESIGNED FOR TWO PILOTS, BUT I DON'T HAVE TIME TO FIND SOMEONE ELSE. I MUST FLY THIS ALONE. SKELETOR MUST BE STOPPED.'
AND SO, WITH HIS MIGHTY STRENGTH AND SKILL, HE-MAN FORCES THE GIANT WAR BIRD SPEEDING TOWARD CASTLE GRAYSKULL.

AT THAT SAME MOMENT, SKELETOR IS EYEING HIS NEW PRIZE.
JUST THINK, BEAST MAN. NOW I CAN TAKE OVER CASTLE GRAYSKULL AT MY LEISURE, CONFIDENT THAT HE-MAN IS HOURS AWAY FROM HERE PROTECTING HIS FOOLISH LITTLE KINGDOM. HA, HA, HA!
IN A FLASH, HE-MAN FINDS HIMSELF AT CASTLE GRAYSKULL!
SURRENDER TO THE POWER OF POINT DREAD!
YOU WIN THIS TIME, HE-MAN. BUT I'LL BE BACK!
YAH! THAT PLANE IS TOO POWERFUL FOR US, MASTER. WE MUST FLEE! AHHH!

AS HE-MAN LANDS THE TALON FIGHTER ATOP THE CASTLE, POINT DREAD REAPPEARS, AND IT ATTACHES NEATLY TO THE TOP TOWER.
AH, AN ADDED BONUS! POINT DREAD IS ALSO MY KEY TO CASTLE GRAYSKULL. I'M ALREADY INSIDE!
THAT'S CORRECT, HE-MAN.
YES. ONCE AGAIN, YOU HAVE SAVED THE CASTLE FROM SKELETOR, HE-MAN. I THANK YOU.
THE SPIRIT OF CASTLE GRAYSKULL!
NO, THANK THE POWERS OF GOOD FOR POINT DREAD AND THE TALON FIGHTER. WITHOUT THEM, I NEVER WOULD HAVE ARRIVED IN TIME.


RETURN NOW TO YOUR CITY. SKELETOR'S SPELL IS BROKEN. THE KING IS WELL AND THE MONSTERS HAVE VANISHED.
FAREWELL.!
IN MOMENTS, HE-MAN IS BACK IN THE KINGDOM OF ETERNIA. THANKS TO THE TALON FIGHTER AND POINT DREAD.
HE-MAN.' WE JUST RECEIVED WORD FROM THE SORCERESS THAT YOU DEFEATED SKELETOR AT CASTLE GRAYSKULL. BUT HOW? YOU'VE ONLY BEEN GONE TEN MINUTES.'
HA. HA. WELL, LET'S JUST SAY I GOT THE POINT.'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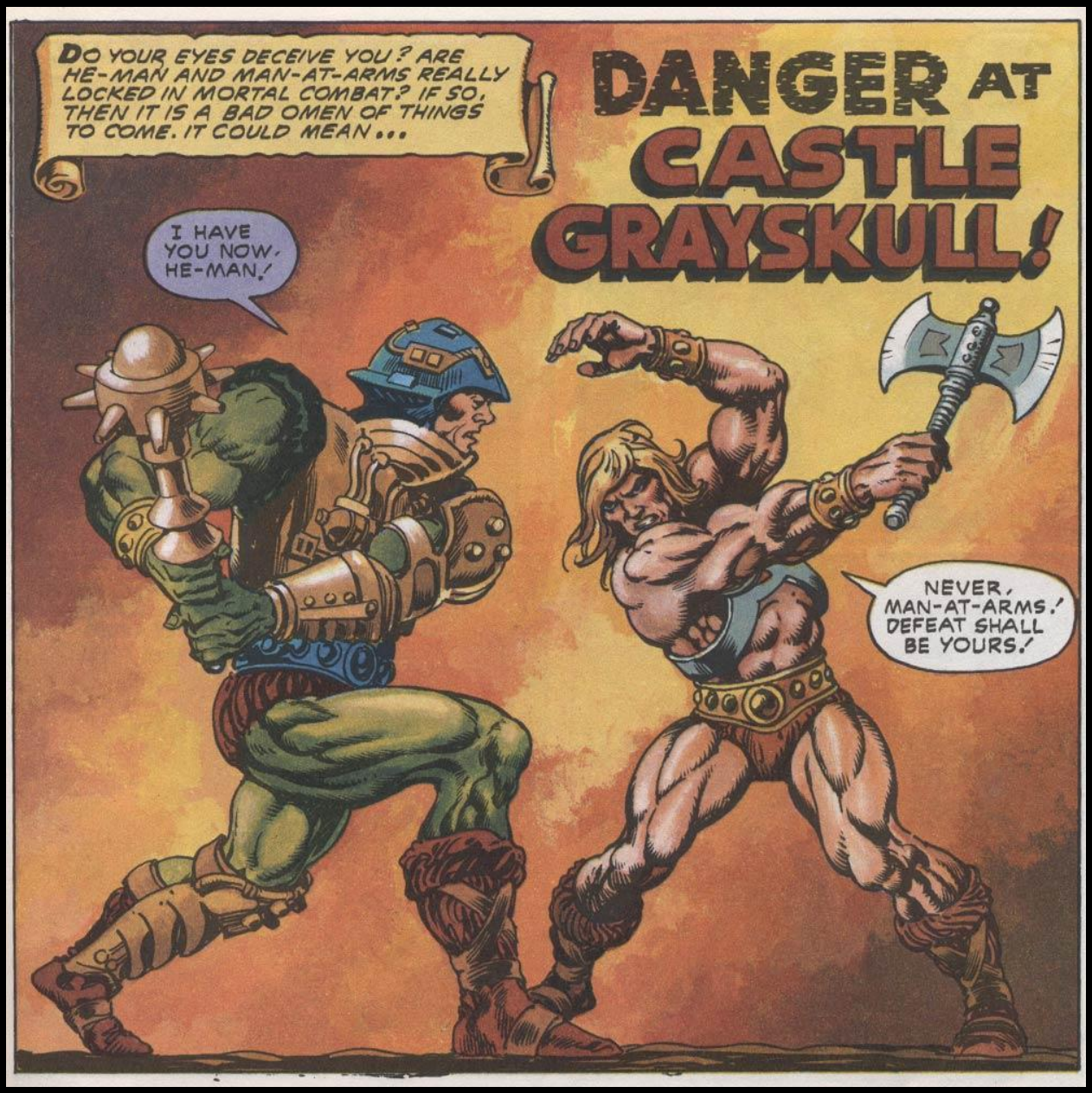
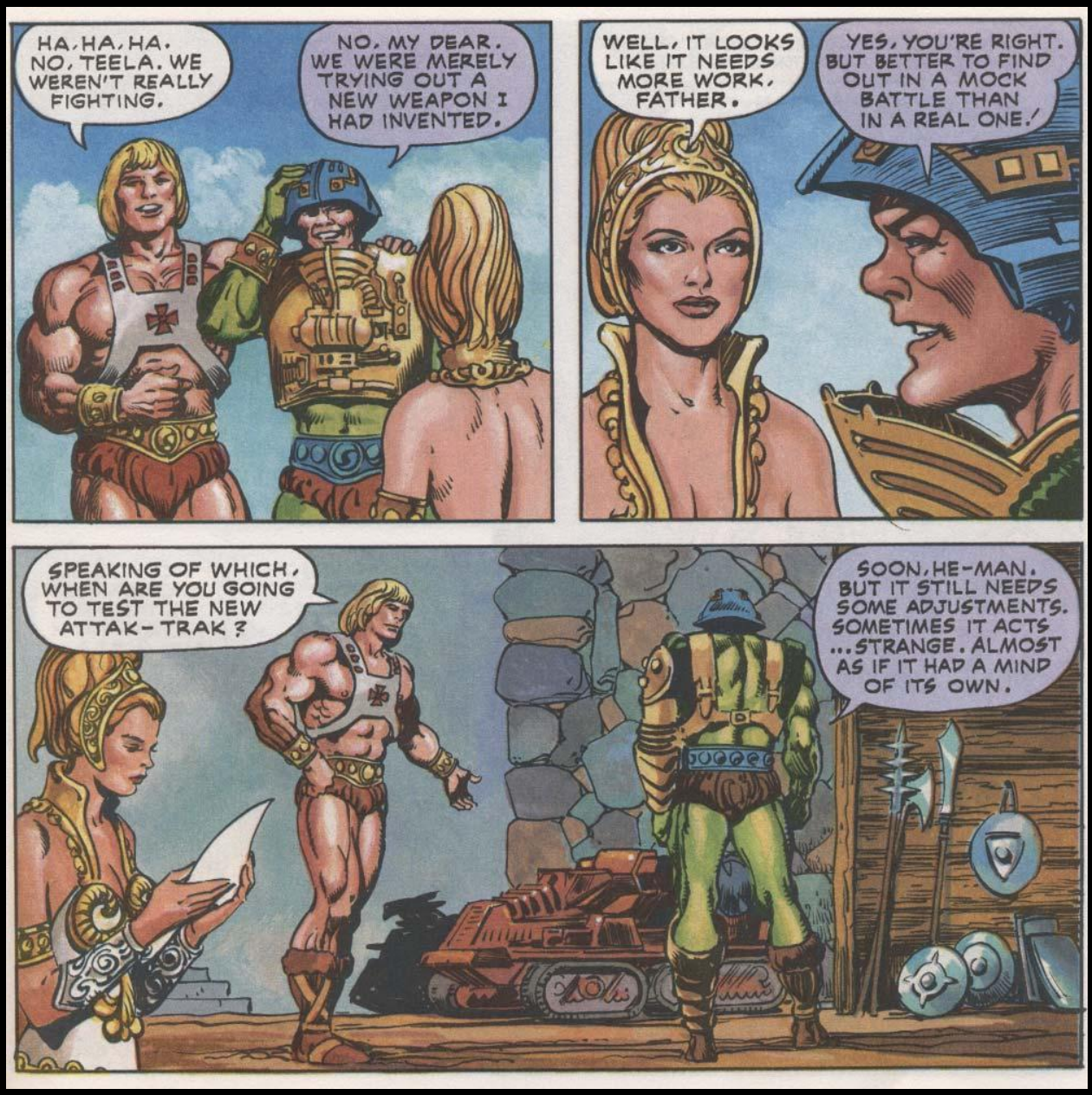
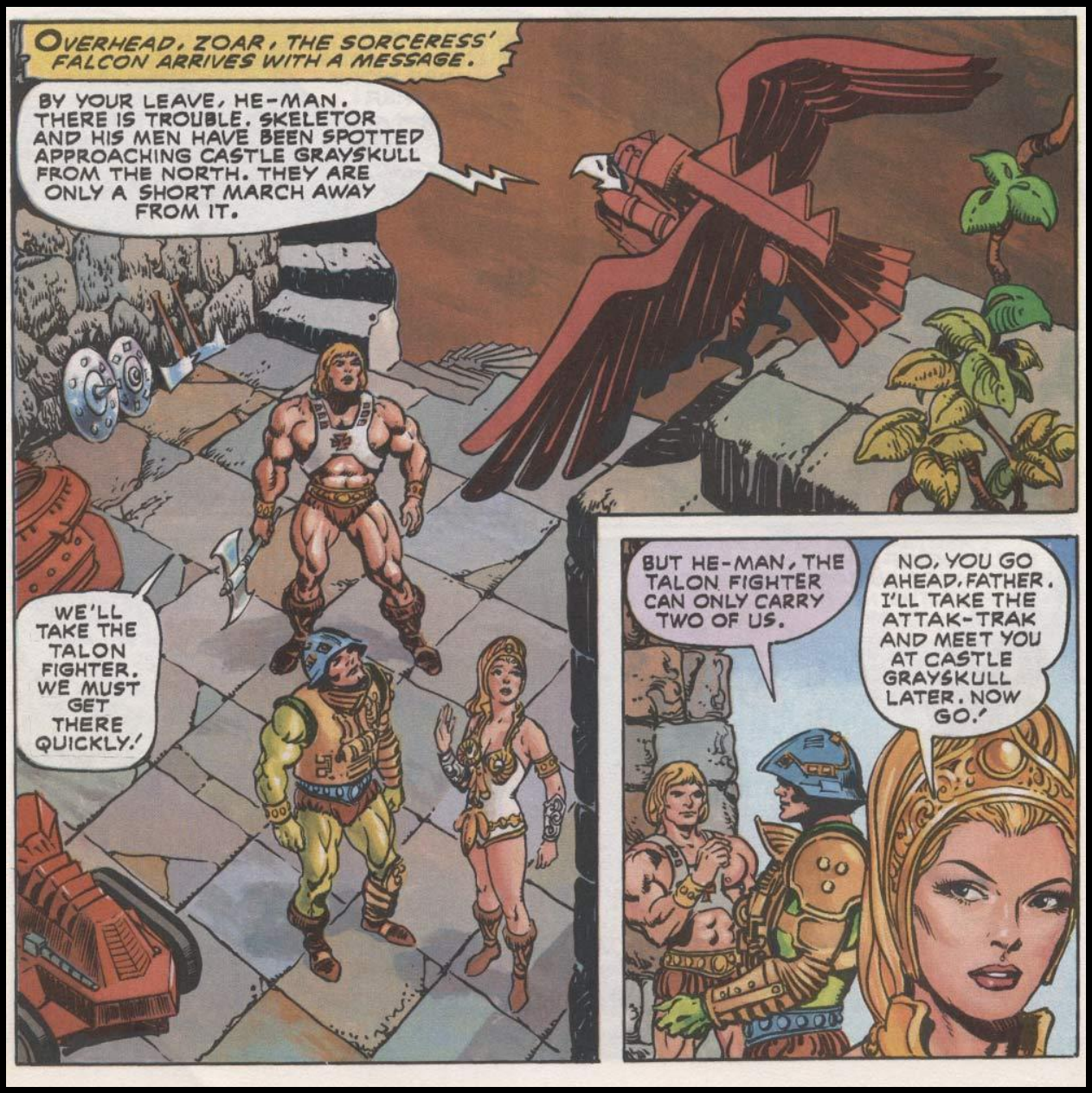

DO YOUR EYES DECEIVE YOU? ARE HE-MAN AND MAN-AT-ARMS REALLY LOCKED IN MORTAL COMBAT? IF SO, THEN IT IS A BAD OMEN OF THINGS TO COME. IT COULD MEAN...
DANGER AT CASTLE GRAYSKULL!
I HAVE YOU NOW, HE-MAN!
NEVER, MAN-AT-ARMS! DEFEAT SHALL BE YOURS!

TAKE THAT.!
UGH!
BLAST.! I MISSED.!
HAH!
MY WEAPON-- SHATTERED!
YOU'RE FINISHED NOW, MAN-AT-ARMS.!
FATHER.! HE-MAN.! STOP.! THIS IS MADNESS.! PLEASE.!

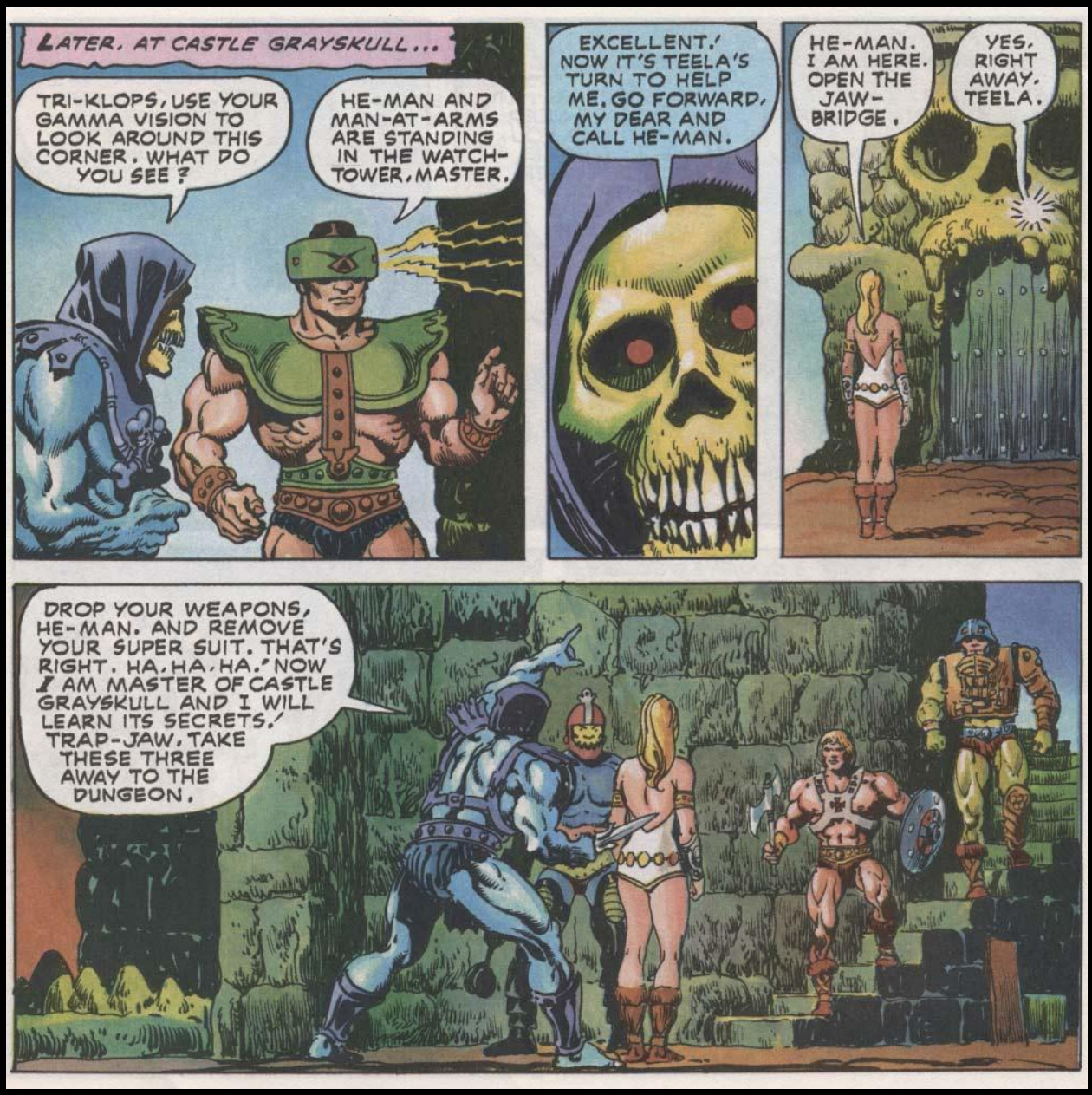

HA, HA, HA. NO, TEELA. WE WEREN'T REALLY FIGHTING.
NO, MY DEAR. WE WERE MERELY TRYING OUT A NEW WEAPON I HAD INVENTED.
WELL, IT LOOKS LIKE IT NEEDS MORE WORK, FATHER.
YES, YOU'RE RIGHT. BUT BETTER TO FIND OUT IN A MOCK BATTLE THAN IN A REAL ONE.
SPEAKING OF WHICH, WHEN ARE YOU GOING TO TEST THE NEW ATTAK-TRAK?
SOON, HE-MAN. BUT IT STILL NEEDS SOME ADJUSTMENTS. SOMETIMES IT ACTS ...STRANGE. ALMOST AS IF IT HAD A MIND OF ITS OWN.

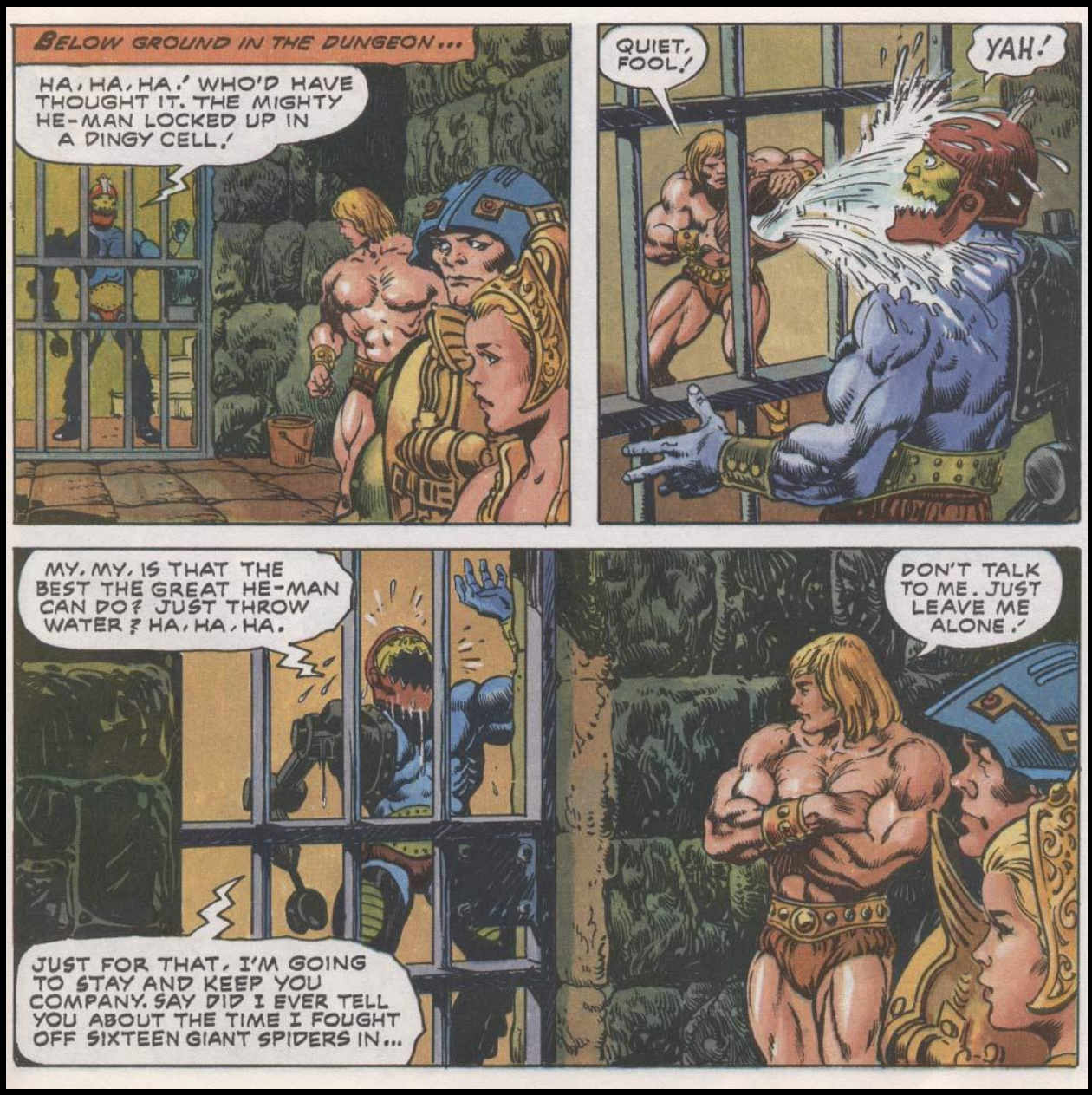

OVERHEAD, ZOAR, THE SORCERESS' FALCON ARRIVES WITH A MESSAGE.
BY YOUR LEAVE, HE-MAN. THERE IS TROUBLE. SKELETOR AND HIS MEN HAVE BEEN SPOTTED APPROACHING CASTLE GRAYSKULL FROM THE NORTH. THEY ARE ONLY A SHORT MARCH AWAY FROM IT.
WE'LL TAKE THE TALON FIGHTER. WE MUST GET THERE QUICKLY!
BUT HE-MAN, THE TALON FIGHTER CAN ONLY CARRY TWO OF US.
NO, YOU GO AHEAD, FATHER. I'LL TAKE THE ATTAK-TRAK AND MEET YOU AT CASTLE GRAYSKULL LATER. NOW GO!

THIS TALON FIGHTER IS TRULY AMAZING.
YES, WITH ITS MAGIC WE'LL BE AT CASTLE GRAYSKULL IN MOMENTS...
AND WITH SKELETOR AROUND, EVERY MOMENT COUNTS. HANG ON.'
ZOOOM
IN A FLASH, OUR TWO HEROES ARRIVE AT THEIR DESTINATION.
I DON'T UNDERSTAND, HE-MAN. SKELETOR AND HIS BAND ARE NOWHERE IN SIGHT.
YES, 'TIS STRANGE. THEN WE'LL JUST HAVE TO WAIT.'

MEANWHILE, TEELA IS GIVING THE ATTAK-TRAK QUITE A WORKOUT.
THIS VEHICLE IS MARVELOUS. THESE GIANT TREADS CAN HANDLE EVEN THE TOUGHEST GROUND!
I SHOULD BE NEAR CASTLE GRAYSKULL NOW. WAIT.! WHO COULD THAT BE OUT HERE? MAN-E-FACES.! HOW DID YOU GET HERE?
I-I DON'T REALLY KNOW. I CAN'T SEEM TO REMEMBER.
SUDDENLY, MAN-E-FACES CHANGES INTO HIS BEAST SELF.
AAARRR!
NO, MAN-E-FACES.! LET ME GO.!

FROM BEHIND A ROCK STEPS...
SKELETOR! I MIGHT HAVE KNOWN YOU WERE BEHIND THIS. RELEASE MAN-E-FACES FROM YOUR SPELL.
NO, MY DEAR. I STILL HAVE NEED OF HIM... AND YOU, AS WELL. I SHALL PLACE YOU UNDER MY CONTROL. ENERGY-BLADE, WORK YOUR SPELL.
NO, I WON'T LET Y.... UNH!
HA, HA! I KNEW HE-MAN WOULD FLY AHEAD AND LEAVE TEELA TO FOLLOW. NOW I HAVE HER AND THE ATTAK-TRAK! WHAT IS THAT!?
SUDDENLY, A SMOKESCREEN BILLOWS OUT OF THE ATTAK-TRAK.
=COUGH= =COUGH= CURSE THIS MACHINE! IT MUST HAVE A DEFENSE SYSTEM. BAH - LEAVE IT HERE TO ROT. LET'S GET TO CASTLE GRAYSKULL.


LATER, AT CASTLE GRAYSKULL...
TRI-KLOPS, USE YOUR GAMMA VISION TO LOOK AROUND THIS CORNER. WHAT DO YOU SEE?
HE-MAN AND MAN-AT-ARMS ARE STANDING IN THE WATCH-TOWER, MASTER.
EXCELLENT! NOW IT'S TEELA'S TURN TO HELP ME. GO FORWARD, MY DEAR AND CALL HE-MAN.
HE-MAN. I AM HERE. OPEN THE JAW-BRIDGE.
YES, RIGHT AWAY, TEELA.
DROP YOUR WEAPONS, HE-MAN. AND REMOVE YOUR SUPER SUIT. THAT'S RIGHT. HA, HA, HA! NOW I AM MASTER OF CASTLE GRAYSKULL AND I WILL LEARN ITS SECRETS! TRAP-JAW, TAKE THESE THREE AWAY TO THE DUNGEON.


BELOW GROUND IN THE DUNGEON...
HA, HA, HA.' WHO'D HAVE THOUGHT IT. THE MIGHTY HE-MAN LOCKED UP IN A DINGY CELL.'
QUIET, FOOL.'
YAH.'
MY, MY, IS THAT THE BEST THE GREAT HE-MAN CAN DO? JUST THROW WATER? HA, HA, HA.
DON'T TALK TO ME. JUST LEAVE ME ALONE.'
JUST FOR THAT, I'M GOING TO STAY AND KEEP YOU COMPANY. SAY DID I EVER TELL YOU ABOUT THE TIME I FOUGHT OFF SIXTEEN GIANT SPIDERS IN...

UPSTAIRS, SKELETOR IS BUSY TRYING TO STUDY THE CASTLES COMMAND CENTER.
BEAST MAN, LEAVE THAT ALONE. DON'T TOUCH THAT MER-MAN. UNGH, HOW CAN I LEARN THE SECRETS OF THE CASTLE WITH YOU BUMBLERS POKING AROUND?
MASTER, WHAT DOES THIS LEVER DO? YAAAH!
SERVES THE FOOL RIGHT.
MEANWHILE, IN THE DUNGEON A STRANGE CHANGE IS TAKING PLACE.
...THEN THE SWORD WENT... WHAT'S HAPPENING? I-CAN'T-MOVE-M-MY-M-MOUTH.
IT WORKED! HE'S RUSTED SHUT!
OF COURSE! THAT'S WHY HE-MAN THREW THE WATER AT HIM AND THEN KEPT HIM HERE TALKING. THE IRON IN HIS JAW AND ARM IS RUSTED TIGHT! HE CAN'T EVEN MOVE OR CALL FOR HELP!
WHAT?
GET HIS KEYS!

THE GAME IS FINISHED, SKELETOR.!
NO.! BEAST MAN.! MER-MAN.! GET THEM.!
RIGHT.! I'LL GO AFTER SKELETOR.!
LOOKS LIKE YOUR MASTER IS ESCAPING AND LEAVING YOU WITH THE DIRTY WORK, BEAST-MAN.
BUT WE'LL HAVE THIS BUNCH "CLEANED UP" IN NO TIME.!
TWEEEEEE
ONE MORE STEP, HE-MAN, AND TEELA IS FINISHED.! THROW DOWN YOUR WEAPONS.!

WHAT'S THAT? WHAT ARE YOU DOING?
SEEMINGLY OUT OF NOWHERE, THE BATTLE FALCON, ZOAR SWOOPS DOWN AND DROPS A BOMB FROM HIS BACKPACK!
GREAT SHOT, ZOAR! YOU BLEW HIM RIGHT OVER THE CASTLE WALL!
CURSE YOU, HE-MAN! YOU AND ALL YOUR FRIENDS AND YOUR WEAPONS AND... OW!
LOOK, HE-MAN. IT'S ATTAK-TRAK! IT'S FIRING LASERS AT SKELETOR!
HA, HA, HA! I THINK YOU WERE RIGHT, MAN-AT-ARMS. THAT MACHINE DOES HAVE A MIND OF ITS OWN!
WELL, THERE GOES SKELETOR AND HIS BAND, MAN-E-FACES.
AND HIS SPELL OVER ME IS NOW BROKEN.
THAT ONLY LEAVES OUR JAILOR, TRAP-JAW TO DEAL WITH. WHAT SHOULD WE DO WITH OUR RUSTED FOE?
PERHAPS YOU CAN USE HIM AS A DUMMY FOR COMBAT PRACTICE, EH? MAN-AT-ARMS? HA, HA HA!
END