

SPIDER-MAN
SPECIAL

72
BIG
PAGES

MARVEL
COMICS
GROUP

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IND. NOV

KING-SIZE SPECIAL!

APPROVED
BY THE
COMICS
CODE
AUTHORITY

the AMAZING SPIDER-MAN

ALL
NEW

SPIDEY
FACES:
THE
MIGHTY
AVENGERS
AND
THE
INCREDIBLE
HULK!
'NUFF
SAID!



PLUS...
THE MOST ACTION-PACKED
OF ALL THE DOC OCK CRUISES!
BOTH IN ONE BOOK FOR THE
FIRST TIME!... SEE WHY
DOCTOR OCTOPUS
HAS BEEN CALLED THE
GREATEST VILLAIN OF ALL!



RETURN
OF
DOCTOR
OCTOPUS!



UNMASKED
BY
DOCTOR
OCTOPUS!



THE **THIRD** THRILL-PACKED COLLECTION OF OUR WOOLLY WEB-SLINGER'S MOST MARVELOUS MASTERPIECES, PROUDLY PRESENTED BY:

STAN LEE PANDEMONIUM-PRESIDER
 SOL BRODSKY... PRODUCTION-PLANNER
 ROY THOMAS ... PANEL-PROOFREADER
 MARIE SEVERIN... PAGES-PASTER-UPPER
 STAN G. PICTURE-PIGMENTER
 FLO STEINBERG... PAINTBRUSH-PROCURER
 IRVING FORBUSH... PROBLEM-PROVIDER

SPIDEY TAKES ON MARVEL'S MIGHTIEST.. INCLUDING THE INCREDIBLE, INEDIBLE **HULK**.. IN THE SWINGIN' EST FREE-FOR-ALL EVER TO EXPLODE FROM THE PRINTED PAGE! HIS GOAL: **"TO BECOME AN AVENGER!"**



BULLPEN BONUS: YOUR FRIENDLY NEIGHBORHOOD YOU-KNOW-WHO IN HIS TWO MOST SPECTACULAR SLUG-FESTS WITH LOVABLE OL' **DOC OCK!**



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THE AMAZING SPIDER-MAN!

"...TO BECOME AN AVENGER!"

GUEST-STARRING: THE INCREDIBLE HULK

AT AN EXTRAORDINARY EXECUTIVE SESSION OF THE MIGHTY AVENGERS, WE FIND--

WE'VE STUDIED THAT PHOTO OF SPIDER-MAN LONG ENOUGH! IT'S TIME TO DECIDE WHETHER TO OFFER HIM AVENGERS MEMBERSHIP!

I VOTE YES! WHAT'S THE SENSE OF WASTIN' TIME? HE'S A REAL SWINGER, AND ME, I DIG HIS STYLE!

BUT, YOU TEND TO IDENTIFY WITH HIM, HAWKEYE, BECAUSE HE TOO, HAS BEEN WANTED BY THE LAW!

I VOTE NO! I HATE ANYTHING TO DO WITH SPIDERS!

HE MUST BE CAREFULLY TESTED! IT'S THE ONLY FAIR WAY!

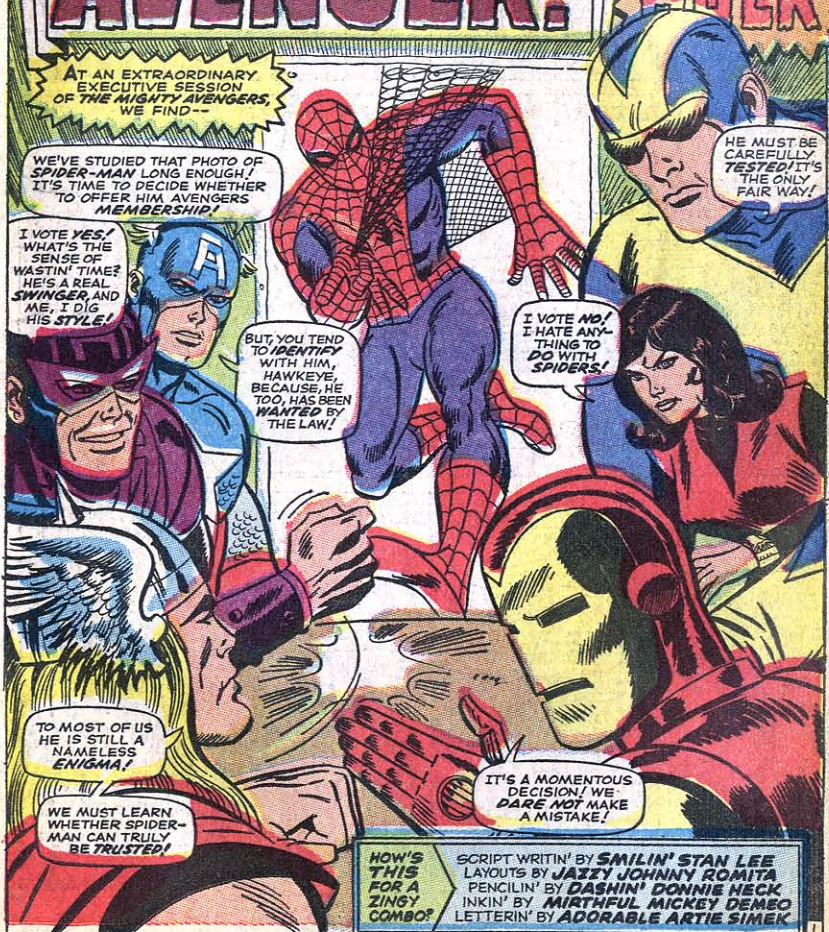
TO MOST OF US HE IS STILL A NAMELESS ENIGMA!

WE MUST LEARN WHETHER SPIDER-MAN CAN TRULY BE TRUSTED!

IT'S A MOMENTOUS DECISION! WE DARE NOT MAKE A MISTAKE!

HOW'S THIS FOR A ZINGY COMBO?

SCRIPT WRITIN' BY SMILIN' STAN LEE
 LAYOUTS BY JAZZY JOHNNY ROMITA
 PENCILIN' BY DASHIN' DONNIE NECK
 INKIN' BY MIRTHFUL MICKEY DEMEO
 LETTERIN' BY ADORABLE ARTIE SIMEK

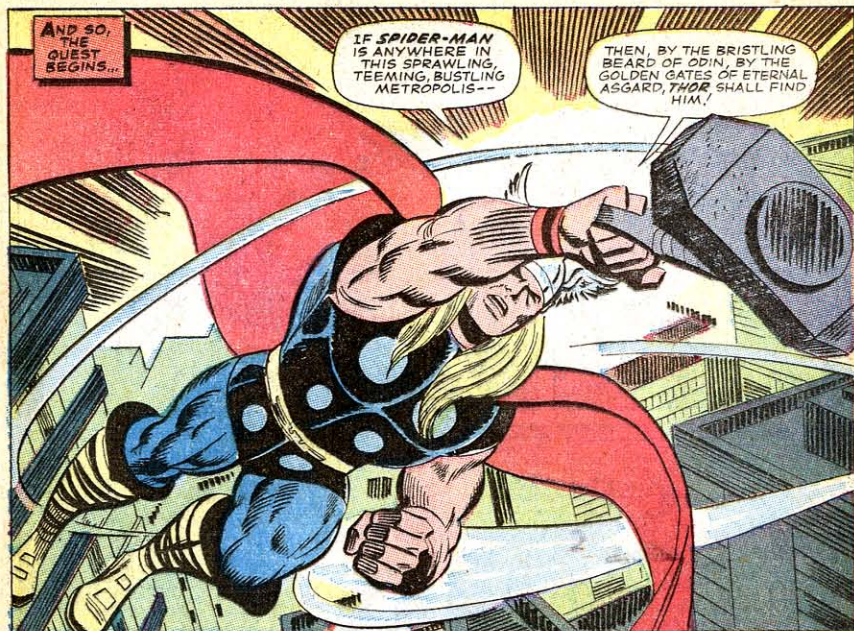




WATCH MARVEL SUPER-HEROES ON TV

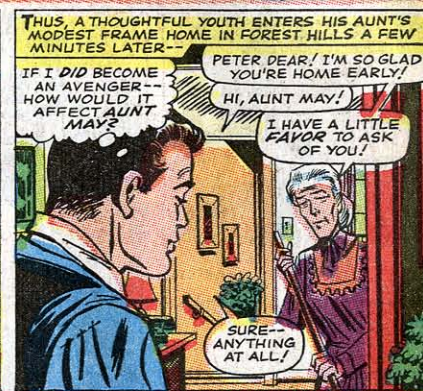
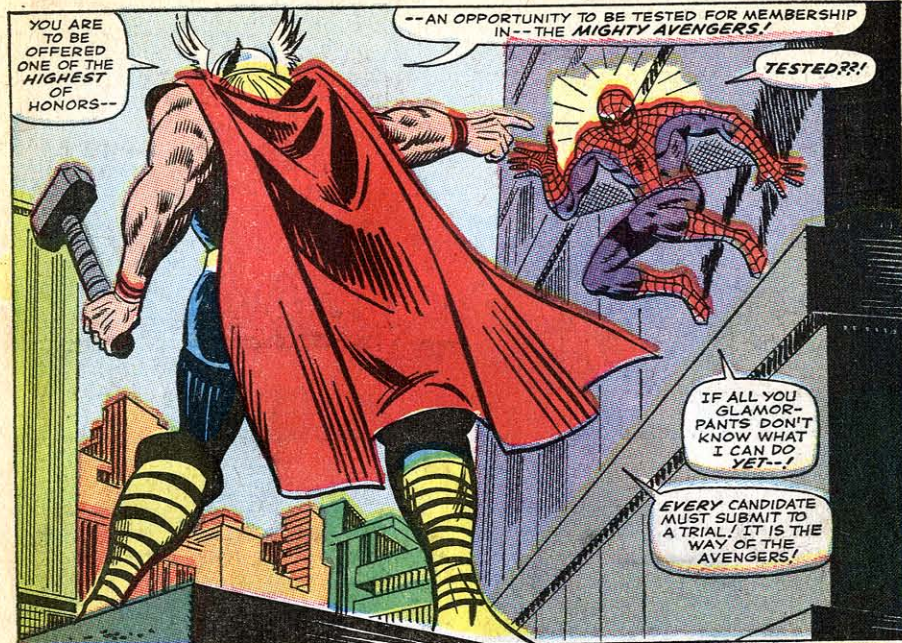


WATCH MARVEL SUPER-HEROES ON TV



WATCH MARVEL SUPER-HEROES ON TV





WATCH MARVEL SUPER-HEROES ON TV



AND YET, IF I DID BECOME AN AVENGER--IT COULD MEAN A NEW LIFE FOR ME.

EVEN SOMEONE LIKE JONAH JAMESON WOULD HAVE TO TREAT ME WITH RESPECT!



RATS! WHO NEEDED A PROBLEM LIKE THIS?!! JUST WHEN THINGS WERE BEGINNING TO LOOK UP FOR ME!

I FINALLY GOT MY CYCLE--

THE KIDS AT SCHOOL SEEM TO BE GETTING FRIENDLIER--

I THOUGHT I REALLY HAD IT MADE!



I MUST HAVE BEEN GIVEN ANY SPIDER-POWER FOR A REASON!

EVEN AUNT MAY WOULD UNDERSTAND THAT--

--IF SHE KNEW!



BUT, AS A LONER, I CAN PICK MY SHOTS! NOBODY ORDERS ME AROUND.

NOBODY CAN SEND ME OUT ON A MISSION WHEN I SHOULD BE HOME STUDYING, OR LOOKING AFTER AUNT MAY!

I'LL HAVE YOUR PRESCRIPTION IN A FEW MINUTES, PETER!

TAKE YOUR TIME, MR. WILSON! I'VE A LOT OF THINKING TO DO!



FINALLY-- THANK YOU, PETER!

BUT, YOU LOOK TIRED, DEAR!

'FRAID I AM, AUNT MAY! I'LL GO TO MY ROOM FOR A WHILE!



AND SO, SECONDS LATER-- HERE'S THEIR HEADQUARTERS-- THE TOWN HOUSE MANSION THAT MILLIONAIRE TONY STARK PROVIDES FOR THEM-- RENT FREE!



IF AUNT MAY EVER LEARNED THAT I'M SPIDER-MAN, THE SHOCK MIGHT KILL HER!

AND, IF I JOIN THE AVENGERS, IT MIGHT BE HARDER THAN EVER TO KEEP MY SECRET--

--BECAUSE I'D BE MORE IN THE PUBLIC EYE THAN EVER!



BUT, ONCE THE DOOR CLOSES BEHIND HIM--

I CAN'T FIGHT IT ANY LONGER!

I'VE GOT TO FOLLOW MY OWN DESTINY--

--AND LET THE CHIPS FALL WHERE THEY MAY!



AND THEN--A SCENE THAT SHALL LIVE FOREVER IN THE HEARTS AND MEMORIES OF SPIDOPHILES EVERYWHERE! THE FIRST OFFICIAL MEETING OF THE MIGHTY AVENGERS--AND YOUR FRIENDLY NEIGHBORHOOD WEB-SPINNER--!

WELCOME, SPIDER-MAN! AS ACTING CHAIRMAN, PRO TEM, FOR THIS MONTHLY SESSION, I GREET YOU IN THE NAME OF THE ASSEMBLED AVENGERS!

AND NOW, I'D LIKE TO INTRODUCE YOU TO THE OTHERS OF OUR TEAM!

IF HE CAN'T RECOGNIZE US BY SIGHT, CAP--THEN HE'S NOT THE MAN WE'RE LOOKING FOR!

NEEDLESS TO SAY, I'M GOLIAETH! I WANT TO WISH YOU LUCK ON YOUR TRYOUT WITH US, FELLA--PERSONALLY, I HOPE YOU MAKE IT!

AND I'M SURE THE WASP ECHOES MY SENTIMENTS!

DON'T LAY IT ON TOO THICK, BLUE EYES, SPIDER-MAN WILL NEVER BE MY FAVORITE PERSON-- BUT I'LL RESERVE JUDGEMENT TILL LATER!

THE NAME'S HAWKEYE, MISTER--AND AS FAR AS I'M CONCERNED, YOU'RE A SHOO-IN FOR APPROVAL!

WOW! YOU ALL SURE COME ON STRONG!

QUICKSILVER AND THE SCARLET WITCH COULDN'T BE WITH US TODAY, BUT THAT WON'T AFFECT OUR DECISION--

EVEN WITHOUT THEM WE HAVE A QUORUM, WHICH IS ALL WE NEED FOR OFFICIAL ACTIONS!

I BID YOU WELCOME, SPIDER-MAN!

WE MEET AS STRANGERS--

BUT 'TIS MY HOPE WE SHALL SOON BECOME FIGHTING ALLIES!



OKAY, I'M READY FOR MY TEST! WHO DO I FIGHT?

START WITH ME, PAL! I'VE BEEN HOPIN' FOR SOME ACTION AROUND HERE!

EASY, FELLA! HOLD IT, HAWKEYE! IT'S NOT THAT KIND OF TEST!



WHAT OTHER KIND OF TEST IS THERE TO JOIN A FIGHTING TEAM?

WE WERE JUST DISCUSSING THE SAME THING WHEN YOU ARRIVED!

WE HAVEN'T QUITE COME TO A DECISION OURSELVES YET! THAT'S WHAT HAPPENS WHEN YOU TRY FOR A UNANIMOUS DECISION AMONG SIX INDEPENDENT THINKERS!

WELL? WADDA WE DO NOW?

OUR FIRST TASK IS TO SELECT THE PROPER TEST!

I DON'T LIKE IT, HANK! SPIDER-MAN IS STARTING TO LOOK ANGRY!



LOOK, WHY DON'T YOU STEP OUT OF THE ROOM FOR AWHILE?

WE'LL BE ABLE TO THINK UP A TEST FOR YOU FASTER IF YOU'RE NOT BREATHING DOWN OUR NECKS!

NOW HOLD IT, SHELL HEAD! I'M NOT SOME NOBODY WHO WALKED IN HERE, HAT IN HAND, FOR A HANDOUT! IF YOU DON'T WANT ME TO JOIN, SAY SO! I'LL PROMISE NOT TO CRY!

BLAST IT!! I'M SO WORRIED ABOUT AUNT MAY! I DID THE ONE THING I DIDN'T WANT TO--I LOST MY DUMB TEMPER!

SILENCE, NEOPHYTE!



I TOLD YOU HE COULDN'T BE TRUSTED!

LOOK HOW FAST HE STARTED TO FLARE UP!

SIMMER DOWN, NOW! SIMMER DOWN!

OH BOY! I SURE DID IT THAT TIME!

I BLEW THE WHOLE BIT!



LET ME EXPLAIN HOW IMPORTANT OUR TESTS ARE--!

IT STILL SOUNDS NUTTY! I'D MAKE AS GOOD AN AVENGER AS ANY ONE HERE!

THEIR PURPOSE IS TO DETERMINE YOUR POWER, YOUR LOYALTY, AND YOUR ABILITY TO THINK ON YOUR FEET--FAST!

OH YEAH??



I'M THE ONE WHO WANTED TO VOTE YOU RIGHT IN!

BUT NO WEB-HEAD IS GONNA TRY TO PUT THE AVENGERS DOWN--NOT WHEN HAWKEYE'S AROUND!

MAYBE THIS IS THE TEST! MAYBE THEY WANT ME TO GET MAD!



WELL, IF THAT'S THE CASE--I SURE WON'T DISAPPOINT THEM!

DESIST!

THOR! ALL OF YOU--LET 'EM ALONE!

BE CAREFUL--STAY BACK! DON'T FORGET HIS SPIDER'S STRENGTH!



DON'T GET RILED UP, MASKED MAN! C'MON, BREAK IT UP--YOU'RE WASTING TIME!

YOU HEARD WHAT HE SAID, SPIDEY!

I'M NOT SCARED OF YOU--!

JUST LET ME SLING AN ARROW--!



LOOKS LIKE YOU GUESSED WRONG, MR. PARKER!

LET 'EM GO, GOLIATH! HE'S MINE!

THIS CAN'T BE THE TEST! THEY ALL SEEM TOO SERIOUS ABOUT IT!

STAY BACK, HAWKEYE! HE'S A POTEN TIMES STRONGER THAN YOU THINK!



NOW LOOK, LITTLE MAN! WE'VE BEEN PLENTY PATIENT WITH YOU--UP TILL NOW!

NEITHER YOUR TEMPER TANTRUM NOR YOUR UNDENIABLE STRENGTH CAN IMPRESS US!

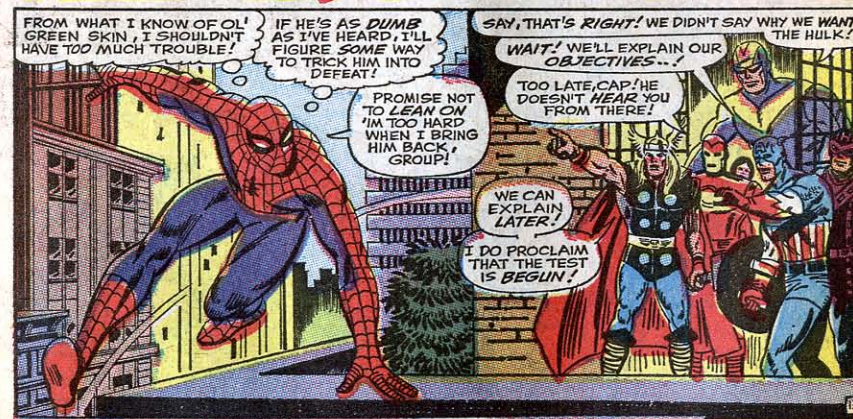
COULD WE EVER TRUST ONE SUCH AS HE??

THAP!

UHHNN!

IF ONLY HE WEREN'T SO EXCITABLE--SO HOT-TEMPERED!

WATCH MARVEL SUPER-HEROES ON TV

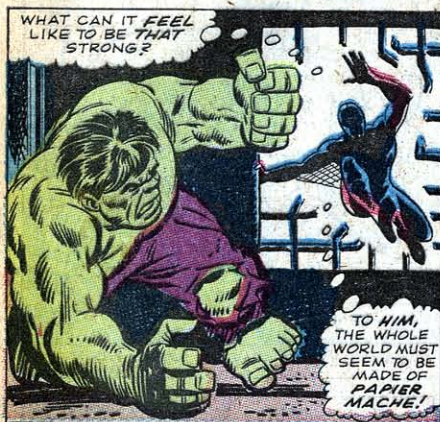


WATCH **MARVEL** SUPER-HEROES ON TV



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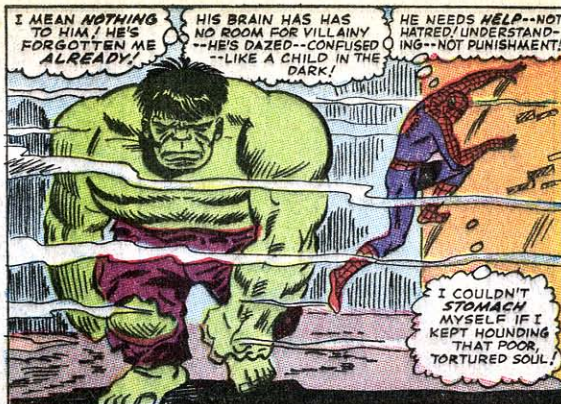
WATCH MARVEL SUPER-HEROES ON TV

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NOTHING STOPS HULK!! NOTHING!

“LUNKH!” AND I’M NOT ABOUT TO ARGUE WITH THOSE SENTIMENTS!



I MEAN NOTHING TO HIM! HE’S FORGOTTEN ME ALREADY!

HIS BRAIN HAS NO ROOM FOR VILLAINY --HE’S DAZED--CONFUSED--LIKE A CHILD IN THE DARK!

HE NEEDS HELP--NOT HATRED! UNDERSTANDING--NOT PUNISHMENT!

I COULDN’T STOMACH MYSELF IF I KEPT HOUNDING THAT POOR, TORTURED SOUL!



A SHORT TIME LATER, AT THE AVENGERS HQ...

WE SHOULD HAVE HEARD FROM SPIDER-MAN BY NOW!

YES! I WOULDN’T THINK THE HULK WOULD BE THAT HARD TO FIND!

PERHAPS THE HULK BEAT HIM!

WISHFUL THINKING, HONEY! SPIDEY’S TOO SMART!

HOW LONG HAS IT BEEN?

WE WILL WAIT ONE HOUR LONGER!



IT’S POSSIBLE THAT HE FALLED, AND DOESN’T WANT TO FACE US--

FORGET IT, CAP! THERE HE IS NOW!



WHERE’S THE HULK? WHAT HAPPENED?

HE’S NOT COMING IN!

LOOKS LIKE YOU GENTS’LL HAVE TO DO YOUR AVENGING WITHOUT ME!

LOOKS LIKE NO SHOW TO ME!

WAIT! WHERE ARE YOU GOING?

I COULDN’T EVEN FIND THAT BIG GREEN GLOOP!

SO THIS IS YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN SIGNING OFF FOR NOW!

WATCH MARVEL SUPER-HEROES ON TV



I WOULDN’T HAVE BELIEVED IT! AND--HE TOOK HIS FAILURE SO LIGHTLY!

I FEEL THERE IS MORE THAN MEETS THE EYE!

MUCH AS I DETEST SPIDERS, I--I FEEL STRANGELY DISAPPOINTED!

I’LL NEVER UNDERSTAND FEMALES!

IT’S A TOUGH DEAL ALL AROUND! WE WANTED TO FIND THE HULK IN ORDER TO HELP HIM! I HAVE A FEELING THE POOR BRUTE NEEDS US!

MAYBE SPIDEY ISN’T ALL HE’S CRACKED UP TO BE--LIKE TOMMY JAMESON’S PAPER SAYS!

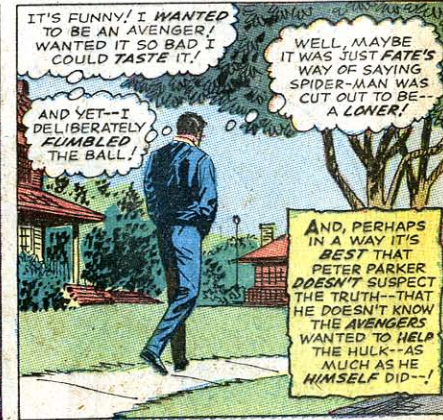


I COULD HAVE PASSED THE TEST EASILY!

WITH MY SUPERIOR SPEED, I COULD HAVE KEPT TAUNTING THE HULK, UNTIL HE FOLLOWED ME STRAIGHT BACK TO AVENGERS HQ!

BUT I COULDN’T MAKE MYSELF DO IT!

IT WOULD HAVE BEEN LIKE LEADING A DUMB ANIMAL TO THE SLAUGHTER!



IT’S FUNNY! I WANTED TO BE AN AVENGER! WANTED IT SO BAD I COULD TASTE IT!

AND YET--I DELIBERATELY FUMBLERED THE BALL!

WELL, MAYBE IT WAS JUST FATE’S WAY OF SAYING SPIDER-MAN WAS CUT OUT TO BE--A LOSER!

AND, PERHAPS IN A WAY IT’S BEST THAT PETER PARKER DOESN’T SUSPECT THE TRUTH--THAT HE DOESN’T KNOW THE AVENGERS WANTED TO HELP THE HULK--AS MUCH AS HE HIMSELF DID--!



DO YOU FEEL ALL RIGHT, PETER, PEAR? WOULD YOU LIKE A GLASS OF WARM MILK?

NO, THANKS, AUNT MAY--I’M FINE! JUST A LITTLE--TIRED--THAT’S ALL!

ONE OF THE WORLD’S GREATEST FIGHTING TEAMS--AND I THREW AWAY A CHANCE TO BE PART OF IT!



WHY DOES NOTHING SEEM TO WORK OUT RIGHT FOR ME? EVEN WHEN I WIN--I LOSE!

BUT, I’LL KEEP TELLING MYSELF THAT IT ALL WORKED OUT FOR THE BEST--!

AND, MAYBE SOME DAY--



--I MIGHT EVEN BELIEVE IT!

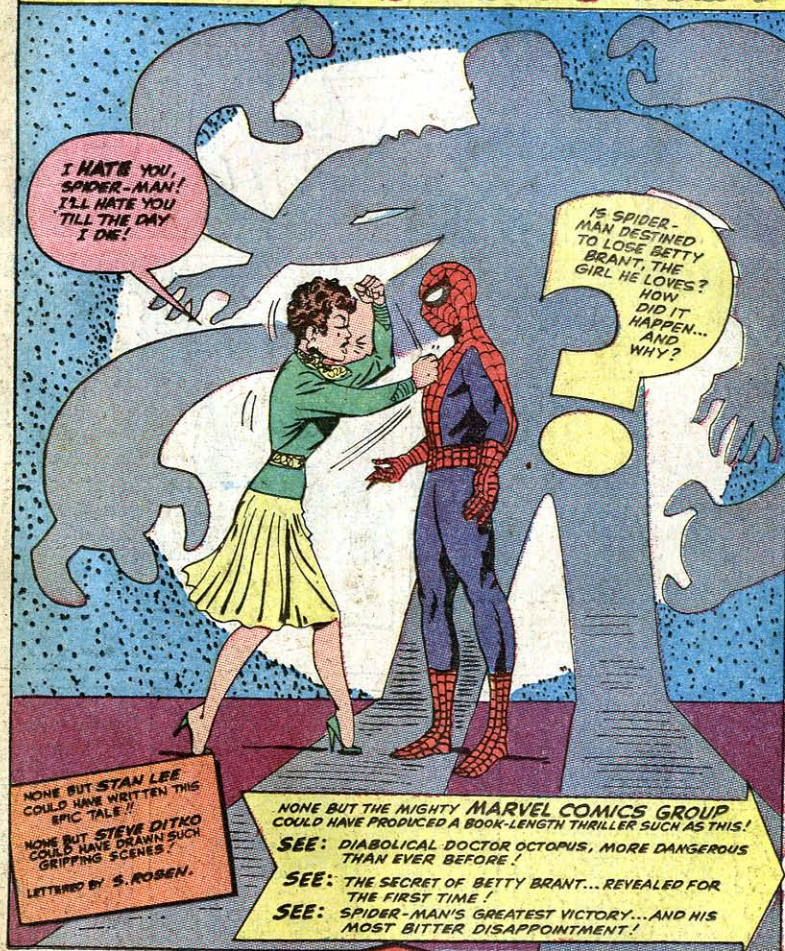
End



TURNING POINTTM

featuring THE RETURN OF

Dr. OCTOPUS!



I HATE YOU, SPIDER-MAN! I'LL HATE YOU TILL THE DAY I DIE!

IS SPIDER-MAN DESTINED TO LOSE BETTY BRANT, THE GIRL HE LOVES? HOW DID IT HAPPEN... AND WHY?

NONE BUT STAN LEE COULD HAVE WRITTEN THIS EPIC TALE!
NONE BUT STEVE DITKO COULD HAVE DRAWN SUCH GRIPPING SCENES.
LETTERED BY S. ROSEN.

NONE BUT THE MIGHTY MARVEL COMICS GROUP COULD HAVE PRODUCED A BOOK-LENGTH THRILLER SUCH AS THIS!
SEE: DIABOLICAL DOCTOR OCTOPUS, MORE DANGEROUS THAN EVER BEFORE!
SEE: THE SECRET OF BETTY BRANT... REVEALED FOR THE FIRST TIME!
SEE: SPIDER-MAN'S GREATEST VICTORY... AND HIS MOST BITTER DISAPPOINTMENT!

ORIGINALLY
PRESENTED IN
SPIDER-MAN #11
(APRIL 1964)



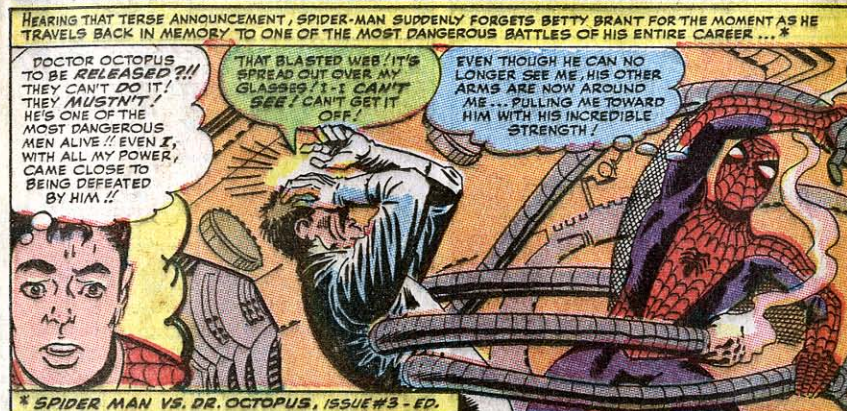
EVER SINCE BETTY BRANT LEFT TOWN I'VE BEEN CARRYING A KING-SIZED TORCH. I'VE GOT TO SNAP OUT OF IT... GOT TO TRY TO FORGET HER!

AW, WHO AM I KIDDING! I'LL NEVER FORGET HER... NEVER STOP SEARCHING FOR HER!



IF ONLY I KNEW WHY SHE LEFT TOWN SO SUDDENLY! IF ONLY I HAD SOME CLUE... SAY, WHAT'S THAT ON THE RADIO??

WE INTERRUPT OUR PROGRAM FOR A BULLETIN: HAVING SERVED HIS FULL PRISON TERM, THE NOTORIOUS DOCTOR OCTOPUS IS TO BE RELEASED TODAY...



DOCTOR OCTOPUS TO BE RELEASED?! THEY CAN'T DO IT! THEY MUSTN'T! HE'S ONE OF THE MOST DANGEROUS MEN ALIVE... EVEN I, WITH ALL MY POWER, CAME CLOSE TO BEING DEFEATED BY HIM!!

THAT BLASTED WEB! IT'S SPREAD OUT OVER MY GLASSES! I-I CAN'T SEE! CAN'T GET IT OFF!

EVEN THOUGH HE CAN NO LONGER SEE ME, HIS OTHER ARMS ARE NOW AROUND ME... PULLING ME TOWARD HIM WITH HIS INCREDIBLE STRENGTH!

* SPIDER MAN VS. DR. OCTOPUS, ISSUE #3 - ED.



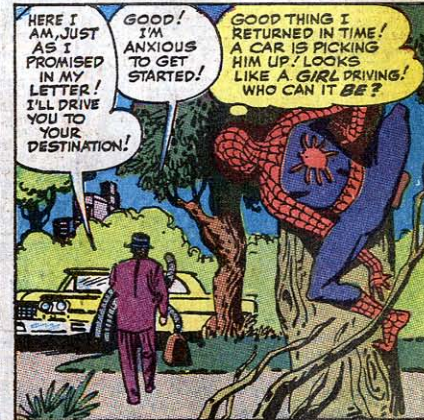
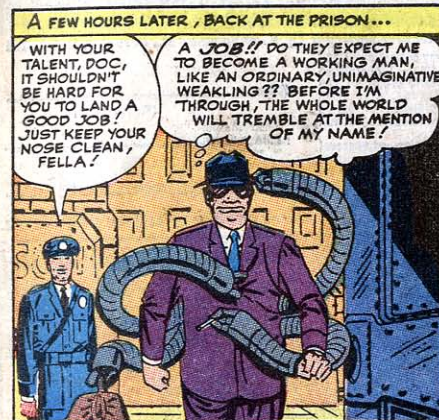
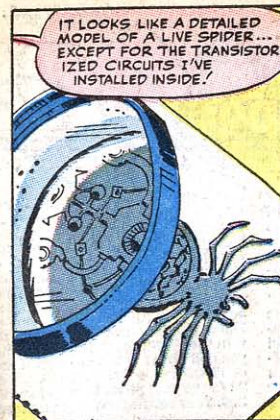
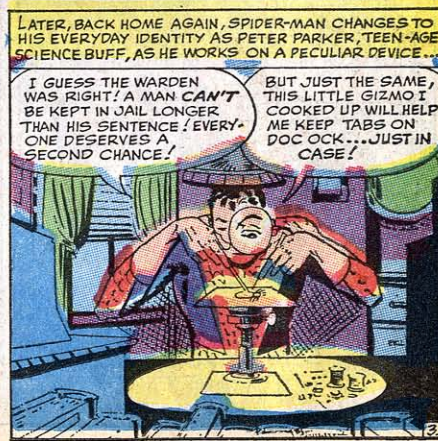
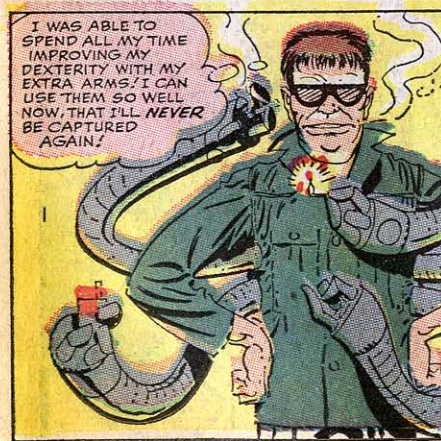
WITHIN SECONDS, THE DRAMATIC TEEN-AGE CRIME-FIGHTER LEAPS INTO ACTION...

I'VE GOT TO TRY TO PREVENT THEM FROM RELEASING HIM! HE MUSTN'T BE ALLOWED TO MENACE MANKIND AGAIN!



IT FEELS GREAT TO BE ON THE GO AGAIN... WITH THE WIND TEARING AT ME AS I SWING HIGH OVER THE ROOFTOPS! THIS IS WHAT I NEEDED!

WATCH **MARVEL** SUPER-HEROES ON TV



CONTINUED AFTER NEXT PAGE

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AND SO, UNAWARE OF THE STRANGE OBJECT ON TOP OF THE CAR, BETTY BRANT DRIVES OFF INTO THE NIGHT WITH HER SINISTER PASSENGER, AS OUR LITTLE CAST OF CHARACTERS COME CLOSER TO THEIR DATE WITH DESTINY!

MEANTIME... IT ALL HAPPENED SO FAST THAT I CAN HARDLY BELIEVE IT! HOW COULD THAT HAVE BEEN **BETTY BRANT** AT THE WHEEL?!

MAYBE SHE'S ON MY
MIND SO MUCH THAT
I'M **IMAGINING**
I SEE HER! WELL,
I'D BETTER PICK UP
THIS MAP...IT MAY
GIVE ME A CLUE!



IT'S A MAP OF
PHILADELPHIA!
AND THE CAR HAD
PENNSY LICENSE PLATES!
THAT MUST BE THEIR
DESTINATION!

WELL, SPIDEY BOY, IT LOOKS LIKE *YOU'RE* GONNA TAKE A TRIP, TOO. I'VE GOT TO SEE THIS THROUGH TO THE END!



OUR SCENE NOW CHANGES TO THE CITY OF BROTHERLY LOVE, WHERE WE FIND AN ATTORNEY VISITING HIS CLIENT IN JAIL.

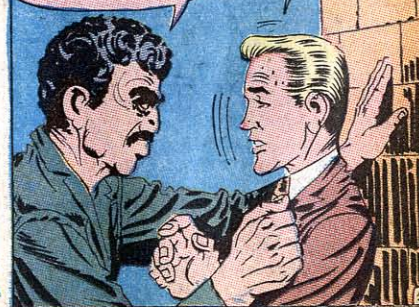
WELL, BRANT? DID
YOUR SISTER DO
AS I TOLD HER?
I *HOPE* SO,
MISTER, FOR
YOUR SAKE!

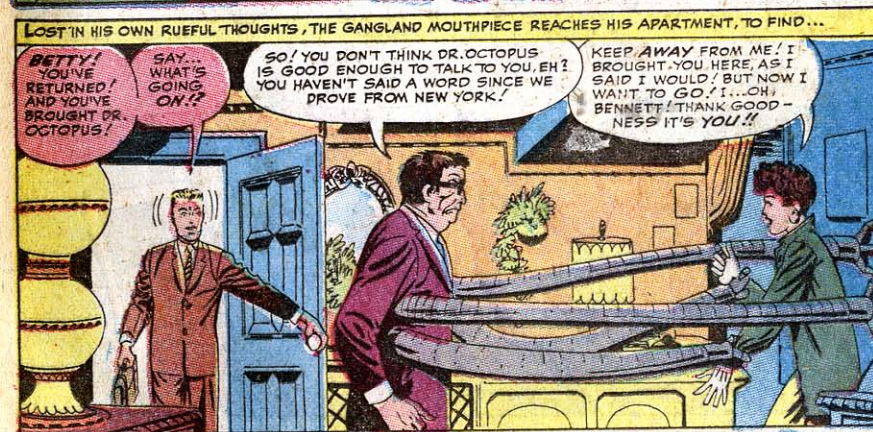
DON'T WORRY, BLACKIE! SHE'S
PROBABLY DRIVING DR. OCTOPUS
BACK TO PHILLY RIGHT NOW!
BETTY WOULDN'T LET ME DOWN!



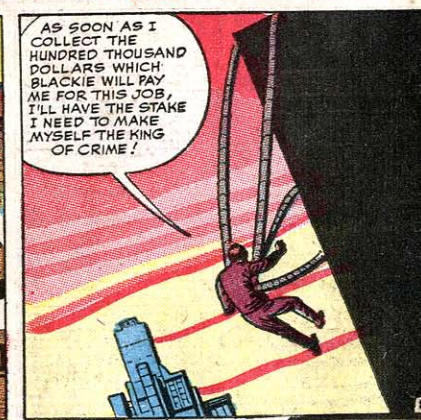
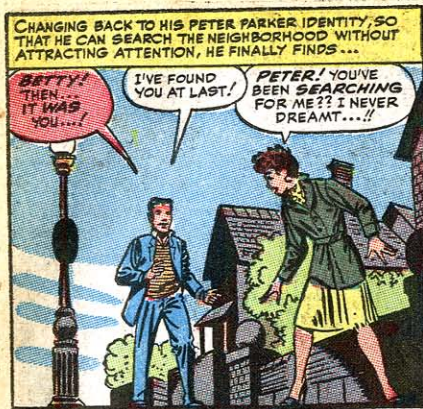
SHE BETTER NOT!
THAT GAMBLING DEBT
YOU OWE ME IS **ALREADY**
PAST DUE! AND YOU KNOW
WHAT MY BOYS DO TO
WELCHERS... DON'T
YOU, BRANT?

I KNOW, BLACKIE!
I'VE BEEN YOUR
LAWYER TOO LONG
NOT TO KNOW!

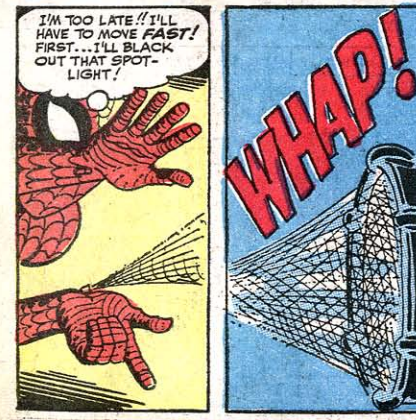
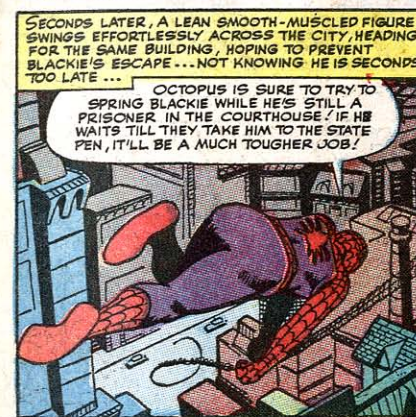




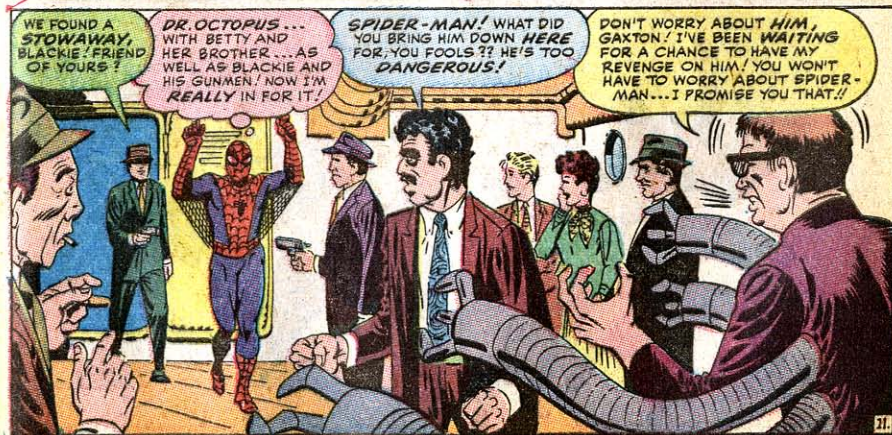
WATCH MARVEL SUPER-HEROES ON TV



WATCH MARVEL SUPER-HEROES ON TV



WATCH MARVEL SUPER-HEROES ON TV





CONTINUED AFTER NEXT PAGE

CUT OUT
BUSINESS
REPLY
CARD
AT
RIGHT

Cut Along Dotted Line - Mail Today

FROM:
Your
Name _____
Address _____
Apt. No. _____
City _____ State _____ Zip Code _____

FIRST CLASS
PERMIT No. 589
White Plains, New York

BUSINESS REPLY MAIL
NO POSTAGE STAMP NECESSARY IF MAILED IN THE UNITED STATES

POSTAGE WILL BE PAID BY
CHEERFUL CARD COMPANY
20 Bank Street
White Plains, New York 10606

Dept. O-67

Fill in Name And Address On Reply Card Above - CUT OUT AND MAIL TODAY - No Stamp Necessary

FILL IN
AND MAIL
TODAY
No Stamp
Necessary

DO YOU NEED EXTRA MONEY?

It costs you nothing to try

\$100.00 IS YOURS

for selling only 100 boxes of our Noel Elegance Christmas Card assortment. You make \$1.00 for selling 1 box, \$2.00 for 2 boxes, \$10.00 for 10 boxes, etc. You can make a few dollars or hundreds of dollars. All you do is call on neighbors, friends and relatives anywhere in your spare time. Everyone needs and buys Christmas Cards. Cut out Business Reply Card above - mail it today - and free samples of personalized Christmas Cards and stationery - plus other leading boxes will be sent you immediately on approval for 30 day free trial. You get everything you need to start making money the day your sales kit arrives. No experience necessary.

IT COSTS YOU NOTHING TO TRY

Last year some folks made only \$25 to \$50 while others made \$150 - \$250 - \$500 and more selling our entire line of greeting cards. Many church groups, organizations, schools, lodges, etc. do this year after year. Everybody buys Christmas cards.



NOEL ELEGANCE
CHRISTMAS ASSORTMENT
24 really deluxe cards.
Excitingly different



CHRISTMAS GIFT
WRAPPING ENSEMBLE
20 gay, colorful large
sheets plus matching
gift tags. Terrific



HOLY NIGHT
CHRISTMAS ASSORTMENT
21 reverently beautiful cards with
appropriate sentiments and Scripture
Verses. An outstanding box



TRULY BEAUTIFUL
ALL OCCASION ASSORTMENT
24 distinctive cards
of rare beauty
Tremendous appeal



WARM AND FRIENDLY
CHRISTMAS
ASSORTMENT
21 exquisite cards
with an original, artistic
use of color. Stunning



GOLDEN OAK
STATIONERY ENSEMBLE
Charming design on rich
yellow checks and notes,
matching envelopes. Just lovely

CHEERFUL CARD COMPANY, Dept. O-67, White Plains, New York 10606



EVEN SPIDER-MAN CAN BE STOPPED BY A BULLET!! I'LL... OHHH!!

BETTY! BENNETT! STAY BACK! KEEP UNDER COVER UNTIL I GET HIS GUN AWAY!



THOSE SHOTS! THEY'RE GOING WILD! MIGHT HIT BETTY! LOOK OUT, BETTY... GET BEHIND ME!

NO, BENNETT! YOU'RE GETTING IN THE LINE OF FIRE! STAY BACK! I'M ALL RIGHT!



SPIDER-MAN! STOP STRUGGLING WITH HIM!! THOSE SHOTS WILL HIT... BENNETT! B-BENNETT... SPEAK TO ME!!

UGH!!



THAT'S IT, GAXTON! I'VE COUNTED THE SHOTS! YOUR GUN'S EMPTY!!

HOLD HIM, BOYS!! KEEP HIM AWAY FROM ME!



BUT, OBVIOUSLY TO THE PAIN IN HIS ANKLE, TO THE MEN TRYING TO HOLD HIM, TO EVERYTHING SAVE THE FURY IN HIS HEART, SPIDER-MAN PICKS UP THE TREMBLING MOBSTER IN ONE HAND, AND...

THERE'S ONLY ONE LANGUAGE A KILLER LIKE YOU UNDERSTANDS!



HE'S BEEN SHOT!! B-BECAUSE HE TRIED TO HELP ME! OH BENNETT!!

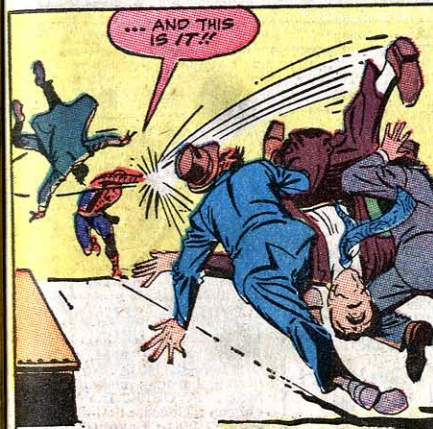
I TOLD HIM TO STAY BACK UNTIL I GOT BLACKIE'S GUN!! WHY DIDN'T HE LISTEN?

IT...IT'S BETTER THIS WAY...I WAS... NO GOOD...TO ANYONE!! MAYBE NOW...YOU CAN WASH YOUR HANDS...OF ALL THIS...

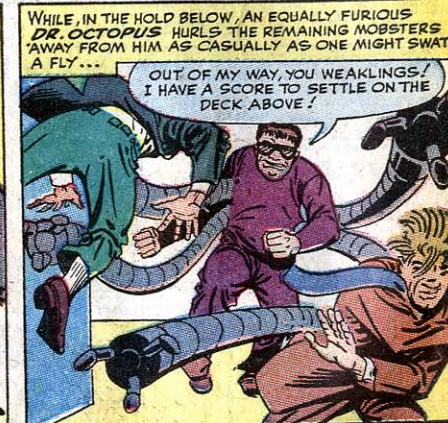


IT'S YOUR FAULT!! IF YOU HADN'T INTERFERED...IF YOU HADN'T TRIED TO BE A HERO...IT MIGHT NOT HAVE HAPPENED!! I HATE YOU, DO YOU HEAR... I HATE YOU!!

YOU DON'T KNOW WHAT YOU'RE SAYING! STOP IT, GIRL!! YOU MUSTN'T...YOU CAN'T MEAN IT!!



... AND THIS IS IT!!



WHILE, IN THE HOLD BELOW, AN EQUALLY FURIOUS DR. OCTOPUS HURLS THE REMAINING MOBSTERS AWAY FROM HIM AS CASUALLY AS ONE MIGHT SWAT A FLY...

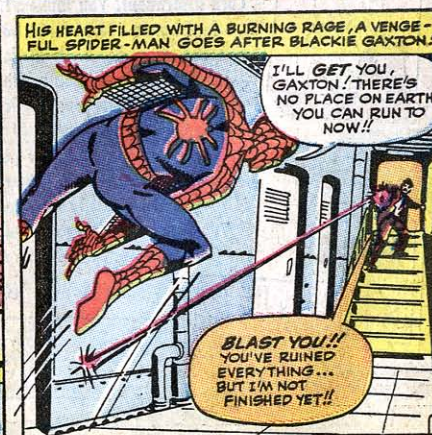
OUT OF MY WAY, YOU WEAKLINGS! I HAVE A SCORE TO SETTLE ON THE DECK ABOVE!



IF ONLY PETER WERE HERE, HE'S THE ONLY ONE I CAN TURN TO... BUT, IT'S TOO LATE! EVERYTHING'S TOO LATE... AND BENNETT IS DEAD... BECAUSE OF SPIDER-MAN!!

SHE REALLY THINKS I'M RESPONSIBLE FOR HER BROTHER'S DEATH!! HOW CAN I EVER CONVINCE HER SHE'S WRONG?!!

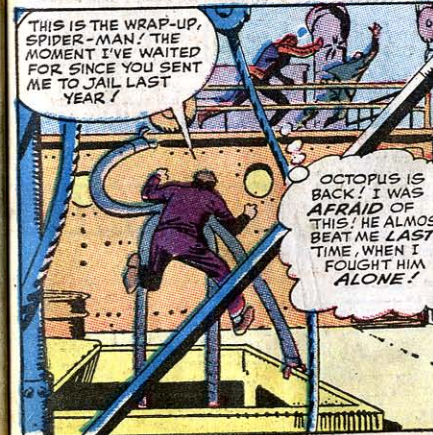
BUT THERE'S NO TIME FOR THAT NOW! BLACKIE'S ESCAPING... AND DR. OCTOPUS IS STILL AT LARGE, I'VE GOT TO MOVE!!



HIS HEART FILLED WITH A BURNING RAGE, A VENGEFUL SPIDER-MAN GOES AFTER BLACKIE GAXTON!

I'LL GET YOU, GAXTON! THERE'S NO PLACE ON EARTH YOU CAN RUN TO NOW!!

BLAST YOU!! YOU'VE RUINED EVERYTHING... BUT I'M NOT FINISHED YET!!



THIS IS THE WRAP-UP, SPIDER-MAN! THE MOMENT I'VE WAITED FOR, SINCE YOU SENT ME TO JAIL LAST YEAR!

OCTOPUS IS BACK! I WAS AFRAID OF THIS! HE ALMOST BEAT ME LAST TIME, WHEN I FOUGHT HIM ALONE!



I'VE GOT TO KEEP MOVING... GOT TO STAY OUT OF REACH OF THOSE POWERFUL ARMS OF HIS!

WHY PROLONG THE AGONY?? I'LL GET YOU SOONER OR LATER!

CONTINUED AFTER NEXT PAGE

SHOP BY MAIL

SHOP BY MAIL



LIVE PET SEAHORSES \$1.00

WITH FREE SEA SHELLS!

Order a live Seahorse shipped to you from Florida for only \$1.00 each, or send \$2.00 for a Mated Pair. (Include 15¢ postage, all orders.) Fascinating hobby for young and old. Keep them in an ordinary bowl or jar. Unusual, amusing, adorable pets—in this species, FATHER Seahorses gives birth to cute babies! ALL Seahorse orders receive FREE beautiful, imported shells-of-the-world collection to decorate bowl. Order your Seahorses today! Free food and instructions included. Live delivery guaranteed. SPECIAL OFFER: Order 2 Mated Pairs for \$2.98.

FLORIDA SEAHORSE CO., MA-20, Box 300, Miami Beach 39, Fla.

DARLING PET MONKEY \$18.95

This Squirrel Monkey makes an adorable pet and amusing companion. Show it affection and enjoy its company. Almost human with its warm eyes, your family will love it. These YOUNG monkeys grow about 12 inches high. Eats same food as you do (even likes lollipops); simple to care for and train. FREE cage, FREE leather collar & leash, monkey toy, and instructions included. Live delivery guaranteed. Only \$18.95 express collect. Mail check or money order for \$18.95 to:

ANIMAL FARM, DEPT. MA-20, BOX 1042, MIAMI BEACH 39, FLA.



HOW TO WRITE, SELL AND PUBLISH YOUR OWN SONGS

Learn how to write songs correctly; How to get them recorded; How to sell and promote them. Secrets and methods used by professionals. Information FREE. ACE PUBLISHING, BOX 64-E, BOSTON 1, MASS.



A. "Secret Agent" (shown above). B. The only thing that's keeping me from going to College is High School C. "AUTOMATION" will never replace a well-educated person! This is a recording.

Here they are! The NUTTIEST, most useful items for ALL STUDENTS... Nutty Book Covers! They'll look terrific on YOUR books! They are printed on sturdy paper and are moisture-proofed. Any TWO for only 50 cents, plus 25 cents for postage and handling. We warn you, though... once you get TWO, you'll probably want TWO MORE! Satisfaction is guaranteed.

Just fill in the Order Blank below. Print your Name and Address CLEARLY on a separate piece of paper. Also, please make sure that you have sent the CORRECT sum of money. Thank!

FUNNY FARM PRODUCTIONS, INC.
P.O. Box 232,
Balboa Island, California 92662

Name: _____
Address: _____
Town, State: _____
Zip: _____
Please send me: A ☐ B ☐ C ☐ D ☐
Amount enclosed: \$_____ Cash Ck. M.O.

YOU CAN HAVE A HE-MAN VOICE

Send today for FREE booklet "Voice Power & Personal Power" by Eugene Feuchtinger. Just send your name, address and age. Mailed in plain sealed envelope. No obligation. Write today! PERFECT VOICE INSTITUTE, Studio KV57 325 W. Jackson Blvd., Chicago 9, Ill.



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Please send me:
☐ Starter kit, SK-2 @ 2.00
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Total cash or money order enc.
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Penrose 39, Colo.

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Learn how to become a GAME WARDEN GOV'T HUNTER, FORESTER, WILDLIFE MAN. Exciting job openings now for qualified men. Love outdoor work. Protected forests and wilderness. Victrola! Good pay, security, prestige. Authority for respected career. Conservation. Easy home-study plan. Send for THE BOOK, aptitude QUIZ, and SUBSCRIPTION. Conservation magazine. State your own. NORTH AMERICAN SCHOOL OF CONSERVATION University Plaza, Dept. 101-A Newport, Calif.

BRIGHTEN BLEARY EYES

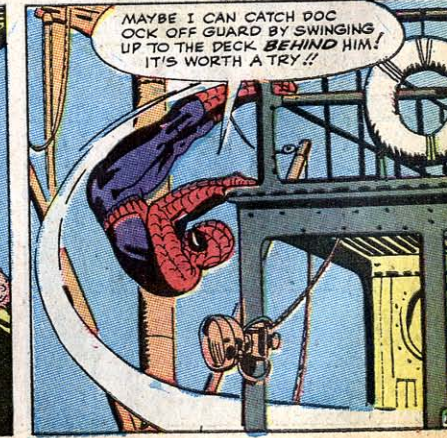
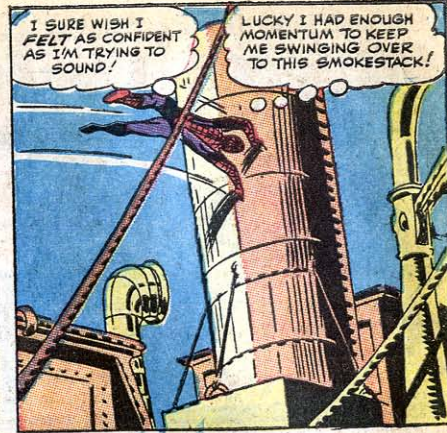
Refresh sore, inflamed, puffy eyes with LAVOPTIK Eye Wash. Soothes itching, burning; makes eyes look better. LAVOPTIK Eye Wash with eye cup included, at all druggists or send \$1.00 to Lavoptik, Blair & Western, St. Paul, Minn. 55103.

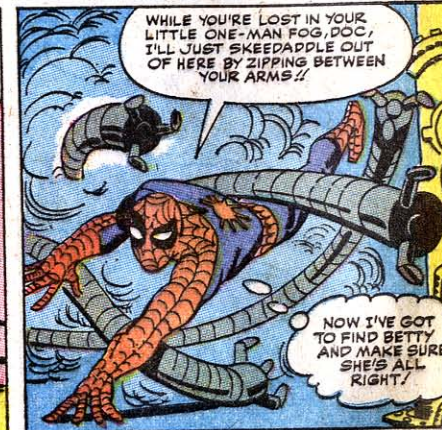
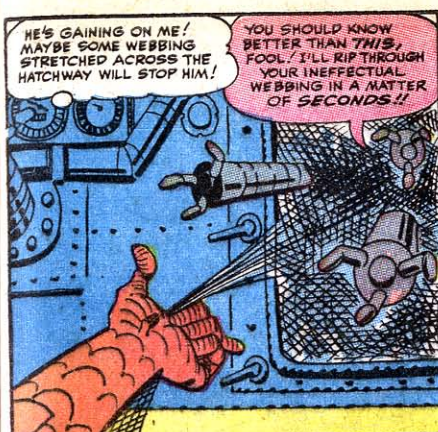
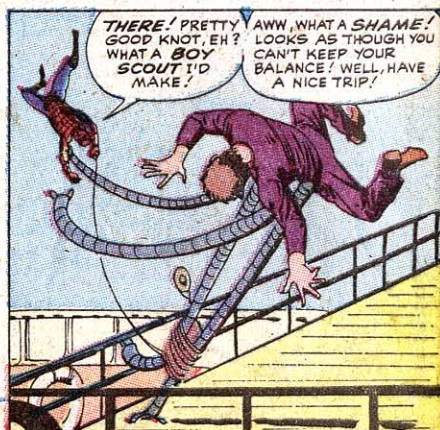
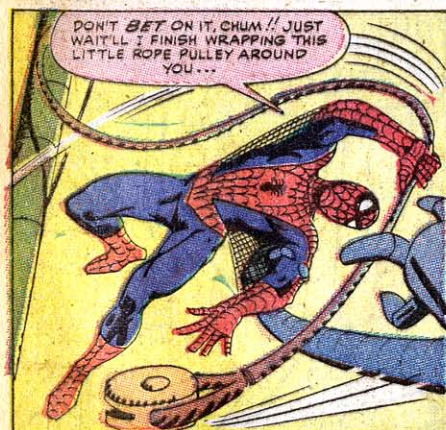
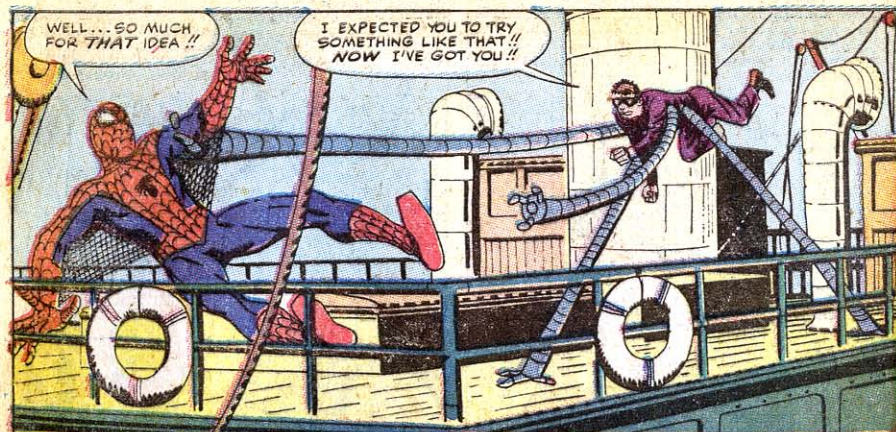
POEMS WANTED FOR SONGS & RECORDS

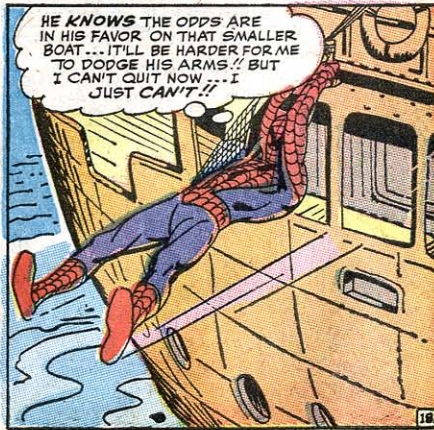
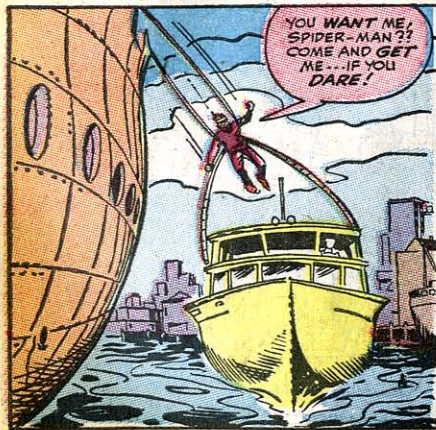
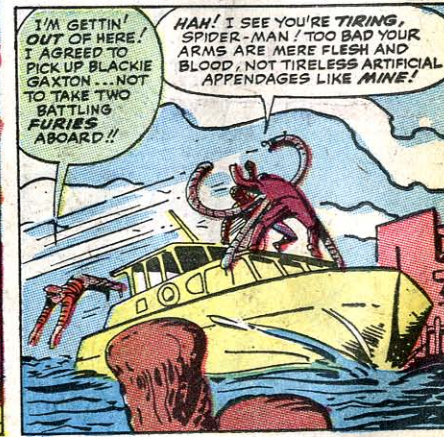
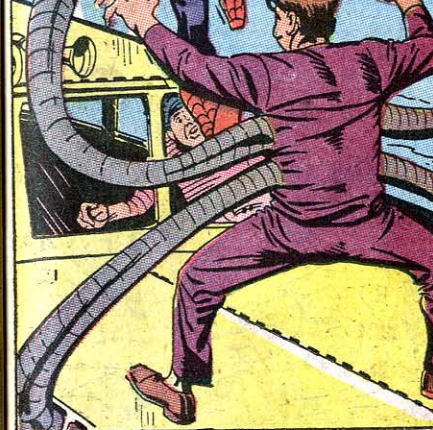
Opportunity open in booming music business. America's largest studio wants to see your material. No special training needed. Write words as you feel them. We'll tell you if they qualify. All types needed: ballad, R&B, sacred, rhythm & blues, western, etc. Examine and advice absolutely free. Send poems for Five Music Masters—Dept. 3, 6 Beacon St., Boston 8, Mass.

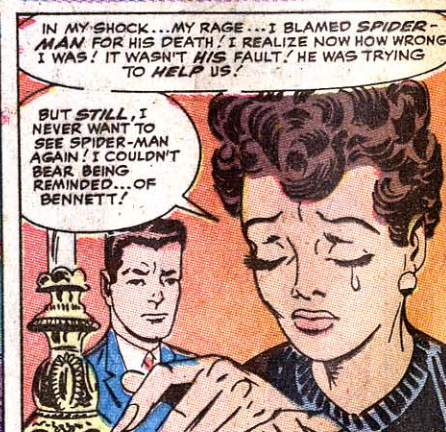
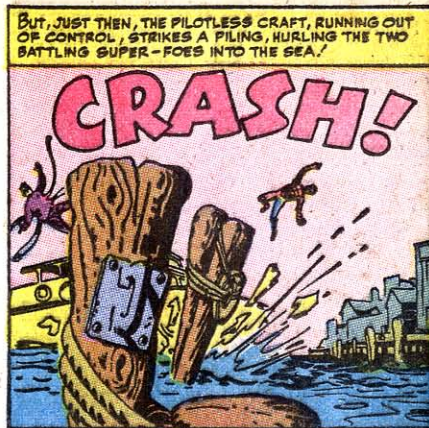
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AS ALL OF OUR WELL-READ READERS KNOW, SPIDER-MAN BATTLED DR. OCTOPUS LAST ISSUE, AND WHILE THE AMAZING TEEN-AGER FOILED THE SUPER-VILLAIN'S PLANS, HE WAS UNABLE TO PREVENT HIS ESCAPE! HENCE THESE HEADLINES IN THE BUGLE...

DAILY BUGLE FINAL EDITION

DR. OCTOPUS ESCAPES FROM SPIDER-MAN!



PHILADELPHIA, PA. (I.P.)

ONCE AGAIN, THE MYSTERIOUS SPIDER-MAN HAS INTERFERED WITH POLICE AND ALLOWED A DANGEROUS CRIMINAL TO GET AWAY SCOT FREE!

HOW MUCH LONGER IS THIS MASKED NUISANCE TO BE PERMITTED TO MAKE A COMPLETE MOCKERY OF JUSTICE AND TO UNNITLY KEEP A SIXTH OUT OF ALL THE POLICE IN ALL OF THE ENTIRE DISTRICT OF...



SPIDER-MAN... OVERRATED CRIME-FIGHTER!

DR. OCTOPUS... STILL AT LARGE!

THAT'S THE GAL HE HIRED TO FILL IN TILL BETTY RETURNED FROM PHILADELPHIA!

WAIT! YOU CAN'T DO THIS! I NEED A SECRETARY! COME BACK!

YOU DON'T NEED A SECRETARY--YOU NEED A PSYCHIATRIST!



NOW THAT BETTY'S BACK, I'LL CHANGE TO PETER PARKER! I CAN'T WAIT TO SEE HER--TO TALK TO HER...

MR. JAMESON, HAS PETER PARKER BEEN IN LATELY WITH ANY PHOTOS?

NO! I HAVEN'T SEEN HIM, HE'S PROBABLY TOO LAZY TO WORK... JUST LIKE EVERYONE ELSE I GET STUCK WITH!



READING THE NEWS ITEM, WHICH WAS OBVIOUSLY WRITTEN BY ORDER OF PUBLISHER J. JONAH JAMESON WHO HATES SPIDER-MAN, THE ANGRY ADVENTURER DECIDES TO PAY JAMESON A VISIT...

IF I PUT OUT A FOREST FIRE SINGLE-HANDED, I'LL BET JONAH WOULD RAP ME FOR WASTING TOO MUCH WATER! SAY! WHAT'S GOING ON IN HIS OFFICE?

I QUIT! NOBODY COULD WORK FOR A TYRANT LIKE YOU!



HMMH/BLAMED EMPLOYEES! THEY EXPECT TO BE TREATED WITH KID GLOVES, JUST BECAUSE I SHOULDED AT HER...

HELLO, MR. JAMESON! I'VE RETURNED--THAT IS, IF YOU STILL WANT ME?

BETTY BRANT! IF I WANT YOU? DON'T JUST STAND THERE, GIRL--GET TO WORK!



MINUTES LATER...

BETTY! GOSH, I'M GLAD TO SEE YOU! I'VE BEEN WAITING TO HEAR FROM YOU...

OUT, PARKER! THIS IS AN OFFICE, NOT A SOCIAL CLUB! YOU CAN COME IN HERE WHENEVER YOU HAVE A SET OF EXCLUSIVE NEWS PHOTOS FOR ME, AND NOT BEFORE! NOW GET!

I'LL SEE YOU LATER, PETER! CALL ME AT HOME!



CONTINUED AFTER NEXT PAGE

THE GREEN BERET

WEAR YOUR OWN GREEN BERET

ONLY \$1.00



Kids, now you can wear your own GREEN BERET. Made of 100% finest quality felt the GREEN BERET offered in the ad is our own tribute to these splendid fighting men and can be yours. Fitted with its own elastic headband, it fits all sizes and gives a real dash, exciting effect to all youngsters. Adds realism and authenticity to all war games.

Now, you can be sure to be the leader of your own "special forces" when the "enemy" attacks. Makes all the other guys and gals look up to you. Only \$1.00. + 25¢ shipping charges. Simply fill out coupon below and get set for real fun and adventure.

MONEY BACK GUARANTEE

Royal Advtg. Corp.
Lynbrook, N.Y.

Dept 748

Rush me my Green Beret at once, I understand if I am not thrilled and delighted, I may return it for prompt refund of my full purchase price.

I enclose \$1.00 + 25¢ shipping charges.

NAME _____

ADDRESS _____

CITY & STATE _____

History of GREEN BERET

The Special Forces was established in 1952. Every Special Forces man is a fine paratrooper and in addition specialized in at least two of the following: demolition, communication, medic, language, or engineering. All are experts in the use of conventional weapons and hand to hand combat. Their training includes boxing, wrestling, Karate and Judo. They are unsurpassed in guerrilla tactics. A GREEN BERET rests atop President Kennedy's grave along with hats of the Army, Navy and Air Force.

NOW... FEAR NO MAN! DON'T BE BULLIED!

TURN YOUR HANDS INTO "EXPLOSIVE" DEFENSE MECHANISM!

You can lick your weight in tigers as a skilled FEARLESS MASTER OF ORIENTAL FIGHTING ARTS

PHYSICAL STRENGTH NOT NEEDED! JUDO... KUNG FU...

KARATE... YAWARA, etc., included!



Don't be pushed around any longer or walk the streets in fear. Meet brute force quickly to destroy attackers with lightning, instantaneous disablement that makes you victor over thugs twice your size! In a flash--with your BARE HANDS and almost NO PHYSICAL STRENGTH you can disarm, knock down and render attackers harmless with your mastery of the POWERFUL, ORIENTAL FIGHTING arts. We will PROVE IT to you at our risk.

ONE MASTER SYSTEM now combines all the BEST self-defense techniques of Ju-Jitsu, Karate, Judo, Yawara, Kung Fu and other Oriental methods into a master system that shows how to turn your entire body into a POWERFUL fighting machine in six seconds after attack. You become master against knives, clubs, guns, surprise attacks by two or three thugs, rear attacks, etc. Turn the tables on savages, burglars, bums, etc. protect yourself and loved ones from mugging, burglars, violence on the streets. You'll master Oriental tricks that give you the top advantage because you're skilled in using pressure zones, KARATE punches, Kung Fu kicks and paralyzing blows that can disable any attacker! You'll have attackers screaming for mercy as you drive them to their knees with the best secrets of many self-defense methods.

OVER 240 ACTION PICTURES make every movement so easy to learn that the very first day you can amaze your friends with your new-found power. Step-by-step in the privacy of your own home you'll discover how to quickly:

- ★ Turn 16 parts of your body into a weapon
- ★ Disarm deadly weapons from attackers
- ★ 27 vital body points that disable
- ★ Escape chokes from front or rear
- ★ Break holds, body locks, arm grasps
- ★ Use nerve zones to paralyze

Everything you should know to give you the confidence you MUST HAVE in order to protect yourself is revealed in your complete lesson manual of "Forbidden Oriental Fighting Arts".

FAST RESULTS GUARANTEED at no risk to you--if you act now! These methods must work for you as they have worked for thousands OR PAY

30 DAY FREE TRIAL MUST PROVE IT!

NOTHING. Fourth Degree Black Belt Master, Wallace W. Reumann (one of the greatest living authorities on the Oriental martial arts) has taught many of these secrets to police officers, soldiers, sailors and marines from coast to coast. A special version is even being used by American GUERRILLA WARFARE experts overseas. Now, here's your chance to master the entire system in five evenings at home for a lifetime of protection--ALL AT NO RISK TO YOU!

SPECIAL 30 DAY TRIAL must convince you that you can TURN YOUR BARE HANDS INTO EXPLOSIVE DYNAMITE... LICK YOUR WEIGHT IN TIGERS... OR PAY NOTHING! Every minute you delay you run the risk of bodily harm to yourself and your loved ones. Be smart! Send \$3.98 today for the complete Oriental Fighting Arts program and put it to the test. If you're not delighted with your new-found POWER thirty days from now--return the program and your money back, no questions asked. You have NEW POWER TO GAIN, nothing to lose by mailing the coupon below, now. Tomorrow may be too late.

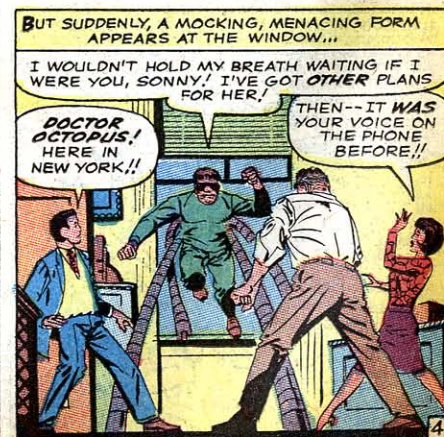
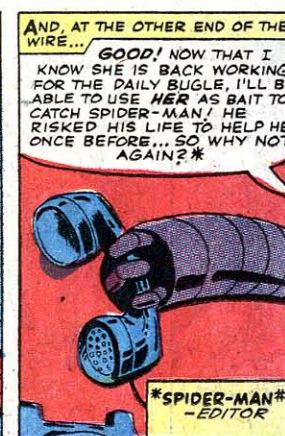
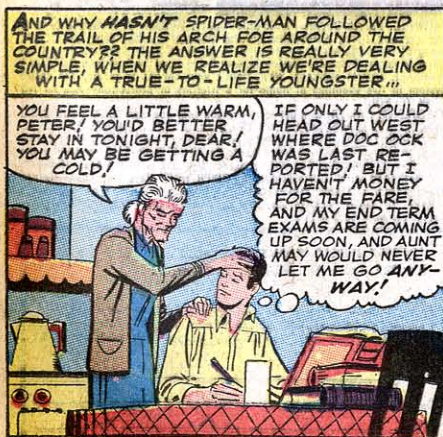
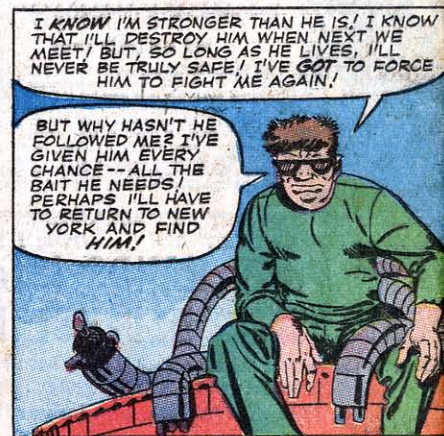
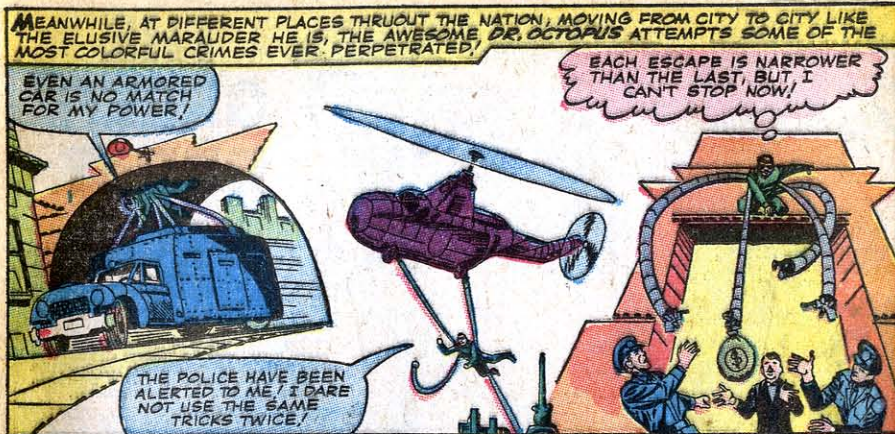
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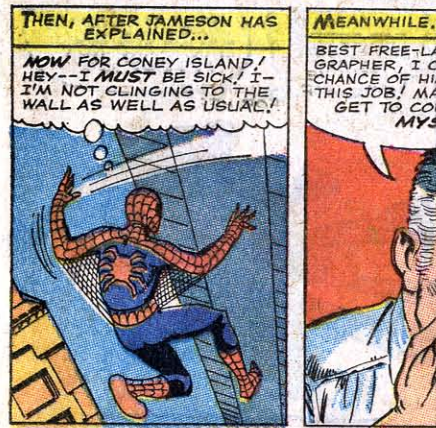
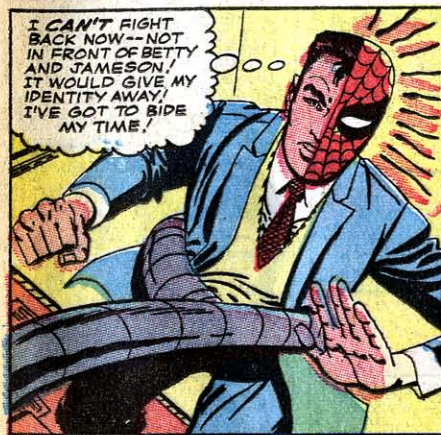
☐ Make me a master of the Forbidden Oriental Fighting Arts. I enclose \$3.98 under your 30-day MONEY-BACK Guarantee. I promise to use these secrets only for self-defense, never as an aggressor.

Name _____

Address _____

City _____ State _____ Zip _____





THE PHOTOGRAPHER ISN'T HERE YET, HE'D BETTER SHOW UP, OR HE'LL LIVE TO REGRET IT!

PERHAPS IF I KEEP PRYING AT THE KNOT WITH MY LONG FINGERNAILS, I CAN FREE MYSELF WHILE DR. OCTOPUS ISN'T LOOKING!



AND, ENTERING THE PARK AT THAT MOMENT...

CAN HARDLY STAND--MY FEET FEEL LIKE RUBBER, OF ALL THE TIMES FOR ME TO GET A VIRUS ATTACK...



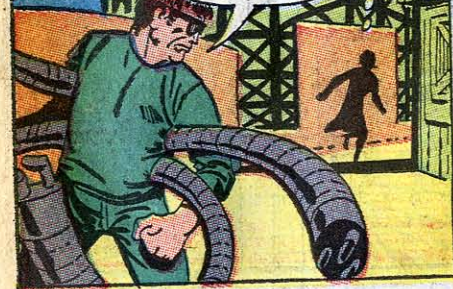
IF ONLY I DIDN'T FEEL SO WEAK! IF I COULD JUST LIE DOWN FOR--

WAIT! THERE HE IS! I'VE GOT TO GO THRU WITH IT NOW!



I DID IT! I'M FREE! NOW IF I CAN, JUST REACH THE STREET IN TIME!!!

SO! YOU THINK YOU CAN ESCAPE ME, DO YOU! THIS TIME I SHALL NOT BE SO FORGIVING!



HE'S REACHING FOR BETTY! IT'S NOW OR NEVER!

HOLD IT, OCTOPUS! I'M THE ONE YOU WANT--AND NOW I'VE GOT YOU!

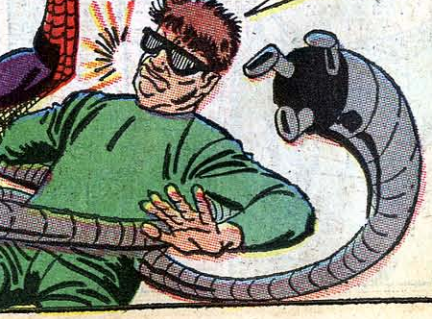


TOO WEAK FOR A LONG BATTLE, I'VE GOT TO KNOCK HIM OUT WITH THE FIRST PUNCH! IT'S MY ONLY CHANCE!

OH--NO! I TRIED MY BEST, BUT MY SPIDER STRENGTH IS GONE! IT WAS JUST A WEAK, MEANINGLESS PUNCH! HE HARDLY FELT IT!



WHAT SORT OF STUNT IS THIS, SPIDER-MAN? I KNOW YOU CAN HIT HARDER THAN THAT! IF THIS IS SOME SORT OF TRICK, IT'LL DO YOU NO GOOD--YOU WON'T BE GIVEN A SECOND CHANCE!



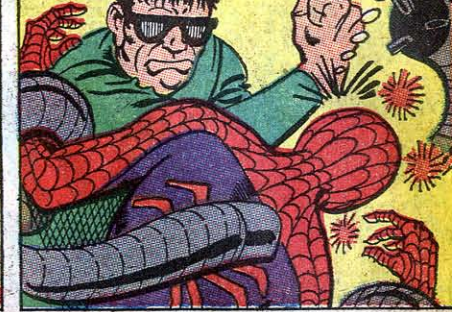
UGH! NEVER FELT A PUNCH LIKE THAT BEFORE! I'M REACTING LIKE ANY ORDINARY TEEN-AGER!!!

WHAT ARE YOU TRYING TO DO--FRUSTRATE ME??? FIGHT BACK, DO YOU HEAR!! DON'T WATER DOWN MY VICTORY BY MAKING IT TOO EASY!



THIS IS IMPOSSIBLE!! YOU'RE LIKE A HUMAN PUNCHING BAG!! WHAT'S HAPPENED TO YOU??

MY HEAD'S REELING!! ANOTHER BLOW LIKE THAT AND I'LL BE FINISHED! I'M HELPLESS!



HE'S ALMOST UNCONSCIOUS!! I CAN'T BELIEVE IT!!

HE DOESN'T EVEN STRUGGLE AS I TRY TO REMOVE HIS MASK! THERE CAN ONLY BE ONE ANSWER...



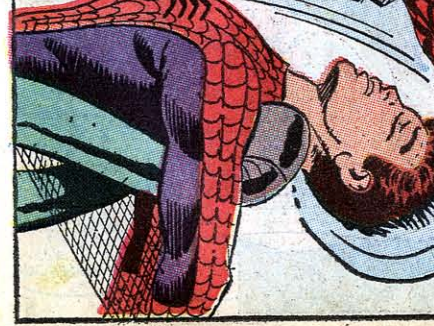
MR. JAMESON--LOOK! HE'S BEATEN SPIDER-MAN!

SO QUICKLY!! HOW? AND--WHERE'S PARKER? HE SHOULD BE PHOTOGRAPHING THIS!

IT IS DR. OCTOPUS! GOOD THING YOU CALLED US, MISS!



I SHOULD HAVE KNOWN!! IT ISN'T SPIDER-MAN, IT'S THAT WEAKLING BRAT, PETER PARKER!



PETER!! HE DID IT FOR ME!! OH, HE MIGHT HAVE BEEN KILLED!

THE FOOL! I ORDERED HIM TO TAKE PICTURES OF OCTOPUS--NOT TRY TO BE A HERO!

YOU MEAN YOU KNEW OCTOPUS WAS HERE??





BAH!! TAKE YOUR PUNY HERO!! HE'S OF NO INTEREST TO ME!! IT'S THE REAL SPIDER-MAN I'M AFTER!!



BEFORE ANYONE CAN RECOVER THEIR BALANCE, THE SUPER-AGILE DR. OCTOPUS DISAPPEARS INTO THE NIGHT...

I WAS SURE SPIDER-MAN WOULD SHOW UP! PERHAPS THE POLICE SCARED HIM OFF!

BUT I'LL FIND HIM SOONER OR LATER! I'LL NEVER REST TILL I'VE SMASHED HIM!



JAMESON, NEXT TIME YOU WITHHOLD INFORMATION FROM US, IT'LL GO HARD WITH YOU! IF YOU HAD TOLD US ABOUT THIS, WE WOULD HAVE SET A TRAP FOR OCTOPUS AND CAUGHT HIM BY NOW!

BUT YOU THOUGHT MORE OF AN EXCLUSIVE STORY THAN ANYTHING ELSE!



UH OH!! MY SPIDER-MAN OUTFIT!! THE POLICE MUST HAVE SENT IT TO AUNT MAY! SHE MUST HAVE SEEN IT! I'LL HAVE TO MOVE FAST!

PETER! DID I HEAR YOU MOVING AROUND UP THERE? I'M COMING UP! I WANT TO SPEAK TO YOU!



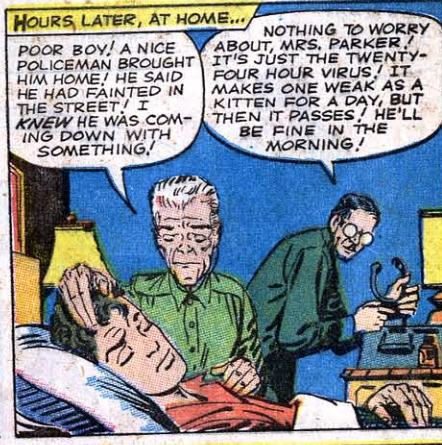
I RECEIVED A STRANGE COSTUME FROM THE POLICE THIS MORNING--AND I HEARD WHAT REALLY HAPPENED TO YOU LAST NIGHT! HOW COULD YOU POSSIBLY TAKE SUCH A CHANCE, IMPERSONATING THAT DREADFUL SPIDER-MAN!!

LOOK, AUNT MAY, I'M SORRY, I'LL NEVER DO IT AGAIN! HERE, I'M GONNA TAKE THAT SILLY COSTUME OUT AND BURN IT! HOPE SHE DOESN'T SUSPECT I'VE STUFFED THIS BUNDLE WITH RAGS! I'M WEARING MY COSTUME UNDER MY SUIT!



OH, PETER--PETER! YOU DEAR, FOOLISH, WONDERFUL BOY!! WHY DID YOU DO IT?? IF ANYTHING HAD HAPPENED TO YOU--!!

I BETTER NOT YELL AT PARKER NOW, IN FRONT OF THE POLICE! THEY'RE ANGRY ENOUGH AT ME NOW! THIS SURE WAS ONE BIG FLOP!! HE'LL BE ALRIGHT, MISS! WE'LL SEE THAT HE GETS HOME SAFELY! HE'S A PRETTY BRAVE KID, IMPERSONATING SPIDER-MAN AND TACKLING DR. OCTOPUS LIKE THAT!



HOURS, LATER, AT HOME...

NOTHING TO WORRY ABOUT, MRS. PARKER! IT'S JUST THE TWENTY-FOUR HOUR VIRUS! IT MAKES ONE WEAK AS A KITTEN FOR A DAY, BUT THEN IT PASSES! HE'LL BE FINE IN THE MORNING!

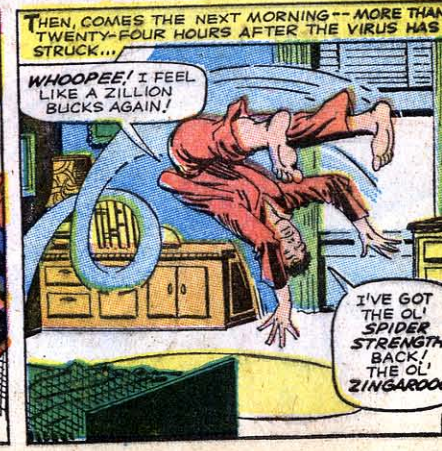
POOR BOY! A NICE POLICEMAN BROUGHT HIM HOME! HE SAID HE HAD FAINTED IN THE STREET! I KNEW HE WAS COMING DOWN WITH SOMETHING!



AS PETER SLEEPS, HIS REST IS BROKEN BY A TROUBLED DREAM...

WHAT ARE YOU? SOME KINDA NUT OR SOMETHING?? YOU SHOULD HAVE YOUR HEAD EXAMINED FOR APPEARING AS SPIDER-MAN WHEN YOU WERE SO WEAK! YOU KNOW THAT VIRUSES ARE THE ONE THING EVEN YOUR SPIDER STRENGTH CAN'T RESIST!

BUT--I WAS SO WORRIED--ABOUT BETTY--SO WORRIED--



THEN, COMES THE NEXT MORNING--MORE THAN TWO--FOUR HOURS AFTER THE VIRUS HAS STRUCK...

WHOOPEE! I FEEL LIKE A ZILLION BUCKS AGAIN!

I'VE GOT THE OL' SPIDER STRENGTH BACK! THE OL' ZINGARDOO!



LATER, AT SCHOOL...

HEY, LOOK! HERE COMES THE BIG "HERO"!! FEARLESS PARKER, IN THE FLESH!!

I KNEW IT! FLASH! I'LL NEVER LET ME LIVE IT DOWN!

PETER, WE ALL HEARD ABOUT LAST NIGHT!! WHY DID YOU EVER TRY TO IMPERSONATE SPIDER-MAN??



IF YOU DON'T MIND, LIZ--I'D RATHER NOT TALK ABOUT IT!

BUT I THINK IT WAS THE MOST WONDERFUL THING I'VE EVER HEARD OF!

AW, QUIT KIDDIN', LIZ! EVERYONE KNOWS PARKER NEVER EXPECTED TO REALLY BUMP INTO OCTOPUS! HE WAS JUST TRYIN' TO SHOW OFF--FOR KICKS!



LET ME TELL YOU SOMETHING, FLASH THOMPSON! AS FAR AS I'M CONCERNED, PETER PARKER PROVED HE HAS ENOUGH COURAGE TO MATCH HIS BRAINS! AND AS FOR YOU, MY DEAR EX-BOY FRIEND, YOU'VE GOT NEITHER!!

HOLY SMOKE! WHAT CHANGED LIZ ALLEN? SHE NEVER EVEN KNEW I WAS ALIVE!!

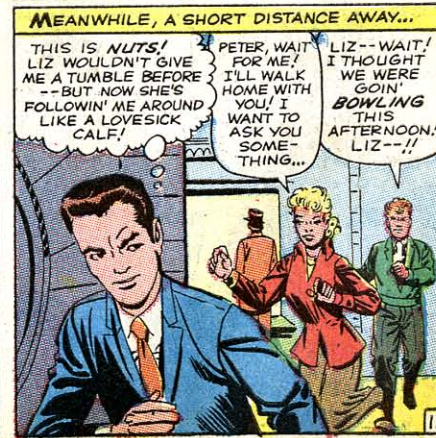
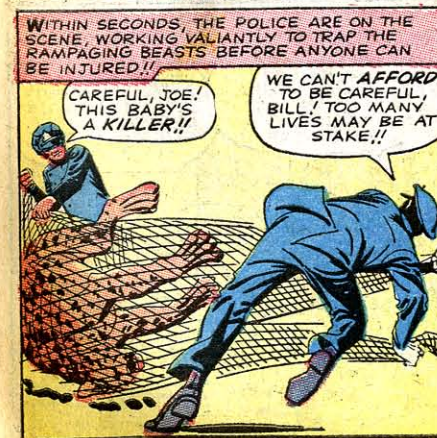
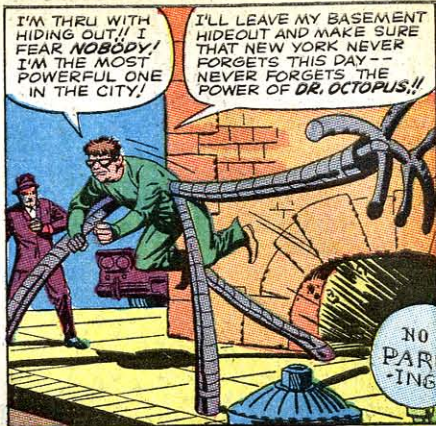
GOSH, LIZ!! WHAT'RE YOU MAD AT ME FOR??



MEANWHILE, AN ANGRY DR. OCTOPUS RIPS THE NEWSPAPERS TO SHREDS IN A FIT OF SAVAGE FURY...

THEY'RE MAKING A LAUGHING STOCK OF ME!! SAYING THAT I WAS FOOLED BY A TEEN-AGER!

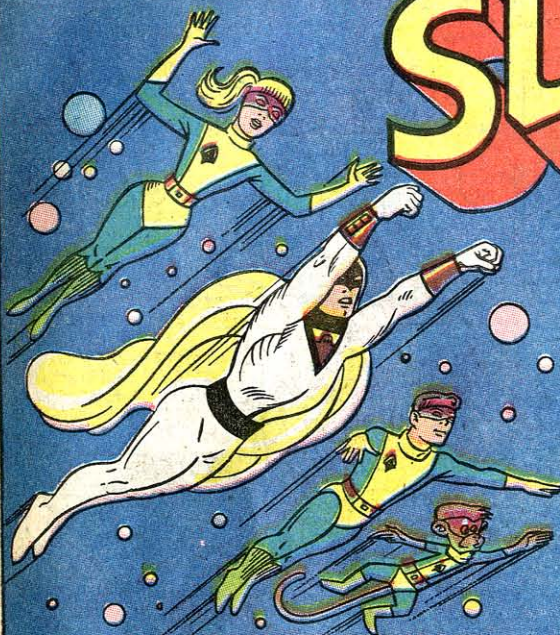
WELL, THEY'LL ALL BE LAUGHING OUT OF THE OTHER SIDES OF THEIR MOUTHS BEFORE I'M THRU WITH THEM!



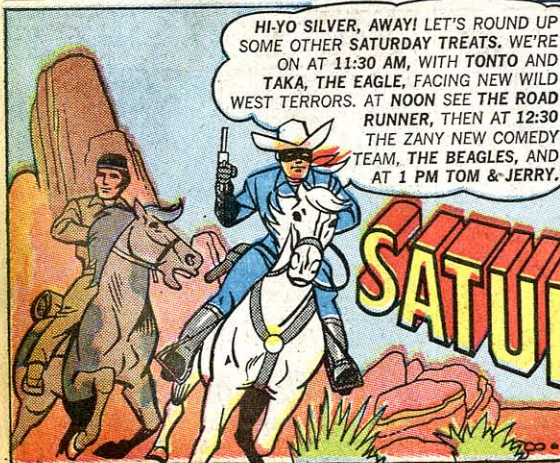
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SEE THE NEW

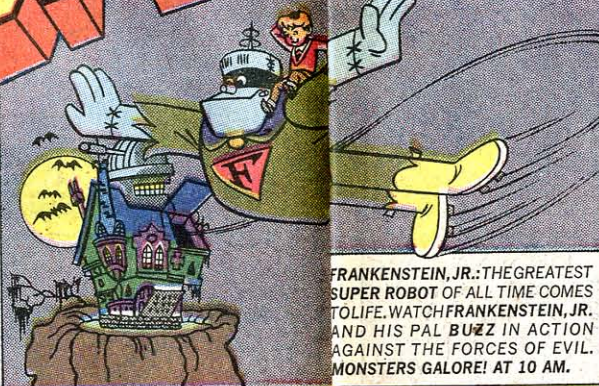
SUPERHEROES



THE SPACE GHOST: WITH JAN, JAYCE AND BLIP, SPACE GHOST PATROLS OUTER SPACE. SCIENCE FICTION THRILLS AND CHILLS AT 10:30 AM.

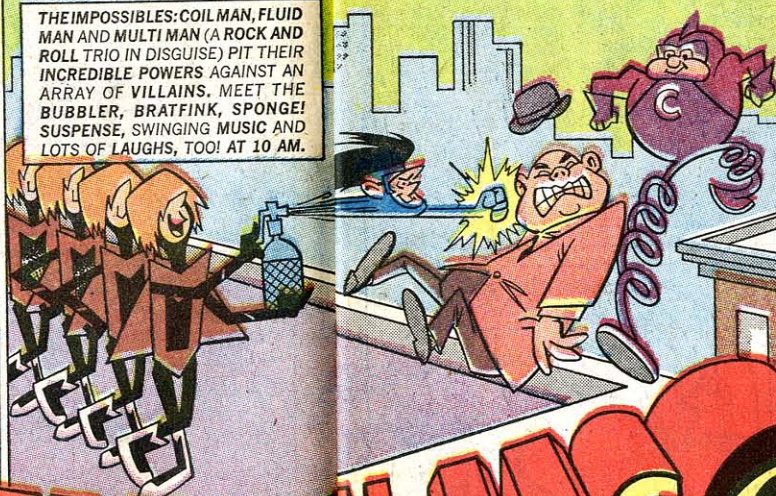


HI-YO SILVER, AWAY! LET'S ROUND UP SOME OTHER SATURDAY TREATS. WE'RE ON AT 11:30 AM, WITH TONTO AND TAKA, THE EAGLE, FACING NEW WILD WEST TERRORS. AT NOON SEE THE ROAD RUNNER, THEN AT 12:30 THE ZANY NEW COMEDY TEAM, THE BEAGLES, AND AT 1 PM TOM & JERRY.



FRANKENSTEIN, JR.: THE GREATEST SUPER ROBOT OF ALL TIME COMES TO LIFE. WATCH FRANKENSTEIN, JR. AND HIS PAL BUZZ IN ACTION AGAINST THE FORCES OF EVIL. MONSTERS GALORE! AT 10 AM.

THE IMPOSSIBLES: COIL MAN, FLUID MAN AND MULTI MAN (A ROCK AND ROLL TRIO IN DISGUISE) PIT THEIR INCREDIBLE POWERS AGAINST AN ARRAY OF VILLAINS. MEET THE BUBBLER, BRATFINK, SPONGE! SUSPENSE, SWINGING MUSIC AND LOTS OF LAUGHS, TOO! AT 10 AM.



GREAT KRYPTON, KIDS! LOOK AT THE FUN AND EXCITEMENT CBS IS SENDING YOU ON SATURDAY! CAPTAIN KANGAROO AT 8 AM ... MIGHTY MOUSE PLAYHOUSE AT 9 ... UNDERDOG AT 9:30 ... AND AT 11 SEE MY AMAZING NEW ADVENTURES WITH SUPERBOY AND KRYPTO, THE SUPERDOG.

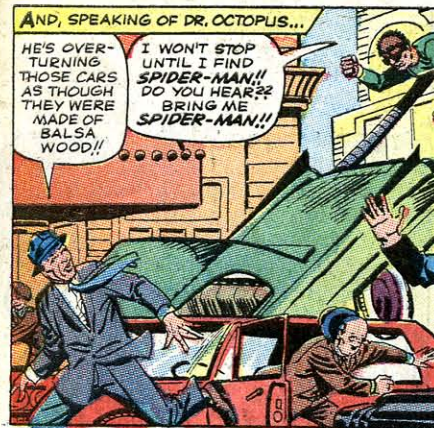


DINO BOY: SEE DINO BOY BATTLE PREHISTORIC HORRORS IN THE MYSTERIOUS LOST VALLEY WITH UGH, THE CAVEMAN, AND BRONTY, THE BABY DINOSAUR. 10:30 AM.

SATURDAYS ON CBS

STARTING
SEPTEMBER 10
BRAND NEW
COLOR CARTOONS

ALL TIMES EASTERN AND PACIFIC DAYLIGHT TIME. CHECK TELEVISION LISTINGS IN YOUR AREA.



WATCHING FROM A WINDOW AT THE DAILY BUGLE BUILDING, WE FIND --

WELL, WELL!! SO SPIDER-MAN FINALLY CAME OUT OF HIDING AT LAST!! UNLESS IT'S THAT IDIOTIC PETER PARKER AGAIN!!

DON'T SAY THAT, MR. JAMESON! IT MUSTN'T BE PETER--IT JUST MUSTN'T!!



BUT JAMESON AND BETTY BRANT ARE BOTH RIGHT! IT IS THE REAL SPIDER-MAN... AND IT'S ALSO PETER PARKER--ALTHOUGH THIS TIME NOBODY SUSPECTS THE TRUTH!!

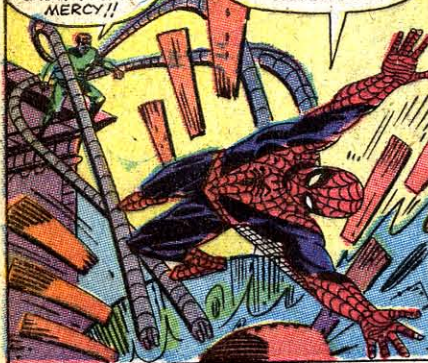
OCTOPUS!! YOU'VE BEEN ASKING FOR ANOTHER TANGLE WITH ME-- AND NOW YOU'RE GONNA GET IT!

SPIDER-MAN!! AT LAST!!



THIS TIME, YOU WEB-SHOOTING FREAK, I'LL SHOW YOU NO MERCY!!

WHAT DO YOU MEAN THIS TIME?? A FLORENCE NIGHTINGALE YOU'VE NEVER BEEN!



AND, A FEW STORIES BELOW--

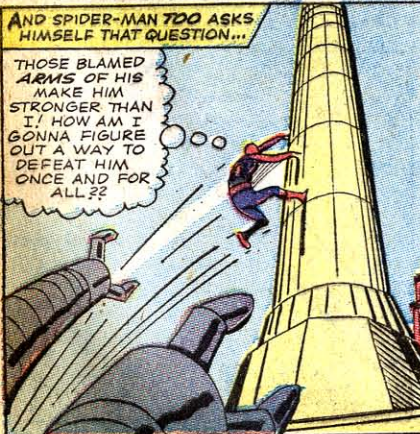
BLAST HIM! THAT'S THE REAL SPIDER-MAN, ALL RIGHT!! PARKER WOULD NEVER HAVE HAD THE NERVE TO SOAK ME THAT WAY!

OHH, MISTER JAMESON!! DR. OCTOPUS IS SO MUCH BIGGER -- SO MUCH MORE VICIOUS! WHAT CHANCE WILL SPIDER-MAN HAVE??



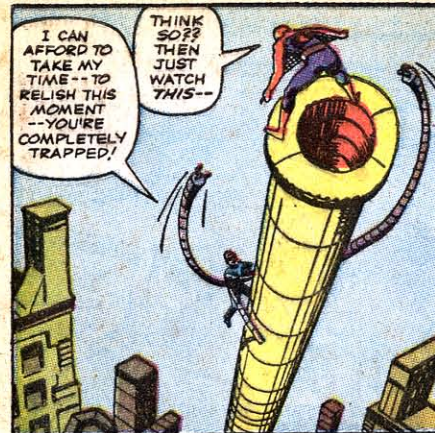
AND SPIDER-MAN TOO ASKS HIMSELF THAT QUESTION...

THOSE BLAMED ARMS OF HIS MAKE HIM STRONGER THAN I! HOW AM I GONNA FIGURE OUT A WAY TO DEFEAT HIM ONCE AND FOR ALL??



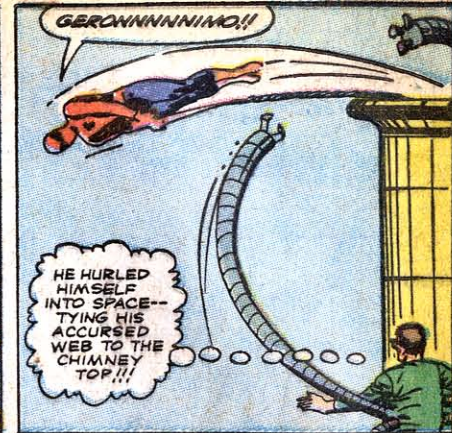
WELL, ONE THING'S FOR SURE--I'D BETTER COME UP WITH AN ANSWER PRETTY DARN FAST!

I'VE GOT YOU NOW! YOU'VE NO PLACE TO RUN!!



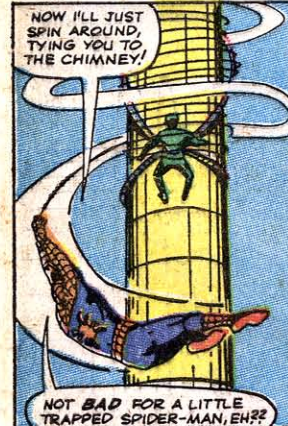
I CAN AFFORD TO TAKE MY TIME--TO RELISH THIS MOMENT--YOU'RE COMPLETELY TRAPPED!

THINK SO?? THEN JUST WATCH THIS--



GERONNNNNNIMO!!

HE HURLED HIMSELF INTO SPACE-- TRYING HIS ACCURSED WEB TO THE CHIMNEY TOP!!!



NOW I'LL JUST SPIN AROUND, TYING YOU TO THE CHIMNEY!

NOT BAD FOR A LITTLE TRAPPED SPIDER-MAN, EH??

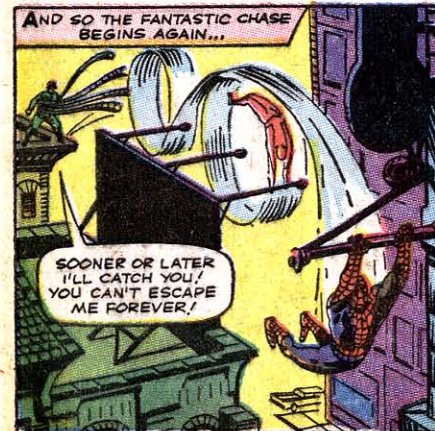


BUT, USING HIS INDESCRIBABLY POWERFUL ARMS, DR. OCTOPUS PUSHES HIMSELF FROM THE SMOKE STACK BEFORE THE WEB CAN BE COMPLETELY TIGHTENED AROUND HIM...

APPARENTLY I HAVE UNDERESTIMATED MY FAST-MOVING FOE...

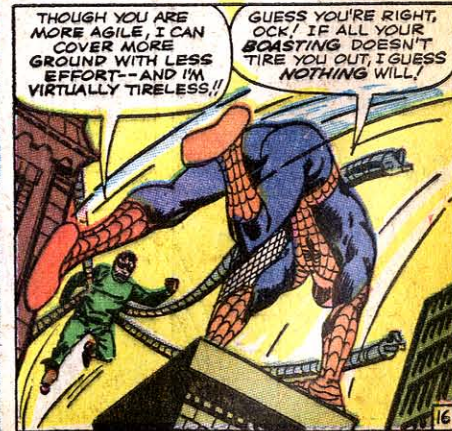


BUT I SHALL NOT BE GUILTY OF THAT MISTAKE A SECOND TIME!! THERE--BY LEANING TOWARDS THE CHIMNEY AGAIN, I MAKE THE SLACK PIECES OF WEBBING FALL AWAY...



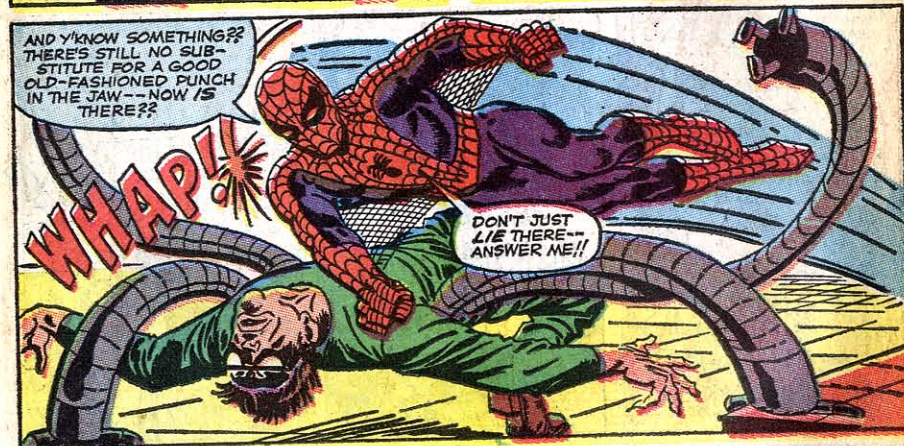
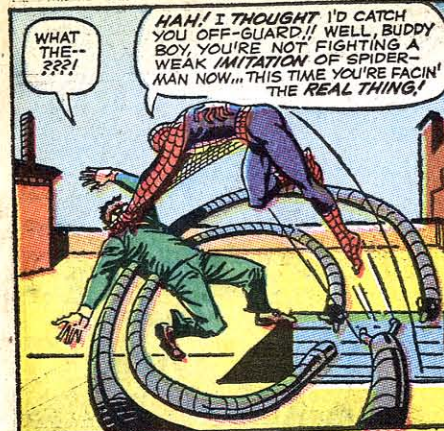
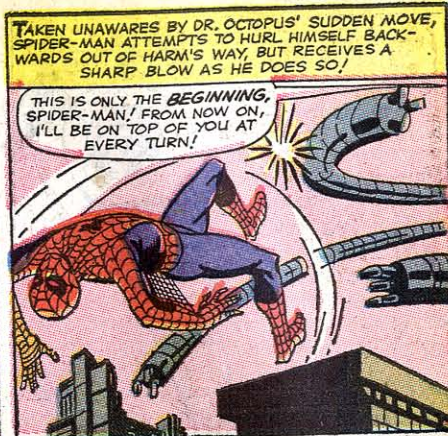
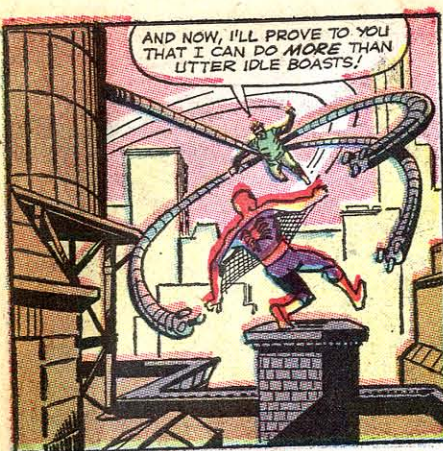
AND SO THE FANTASTIC CHASE BEGINS AGAIN...

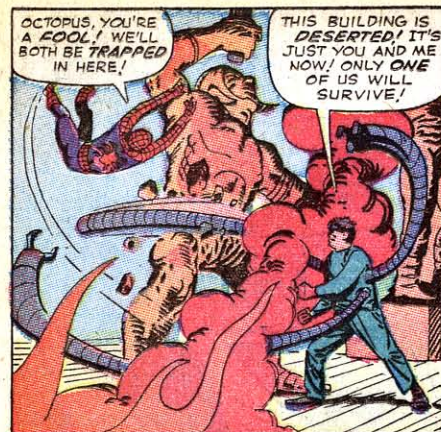
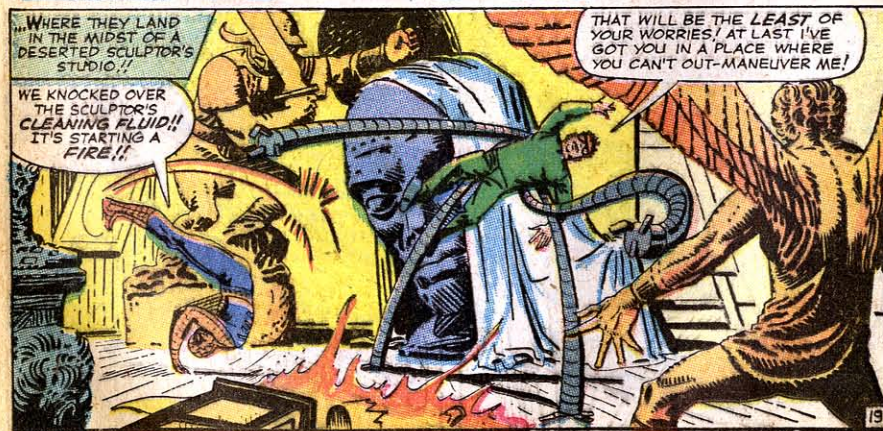
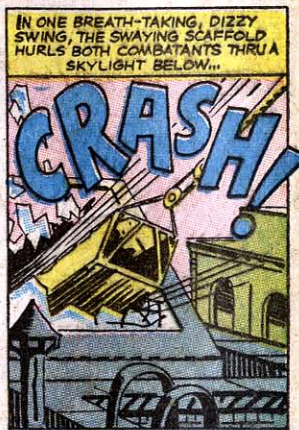
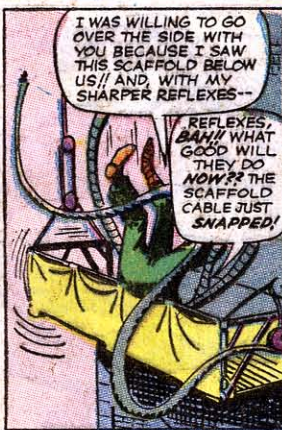
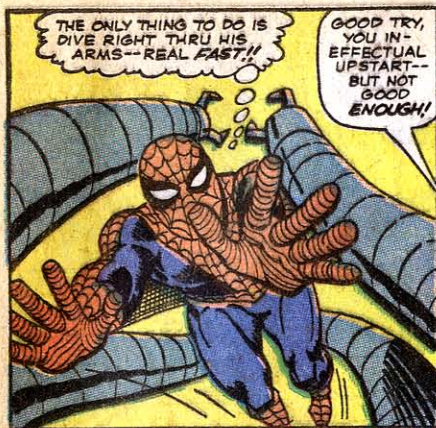
SOONER OR LATER I'LL CATCH YOU! YOU CAN'T ESCAPE ME FOREVER!

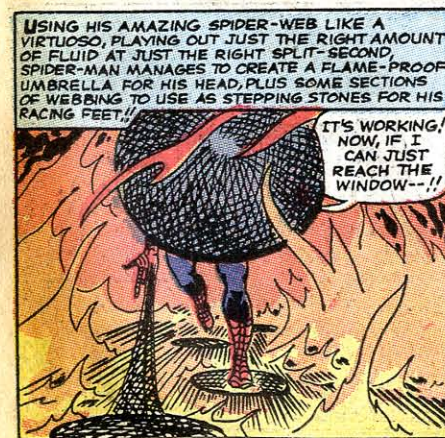
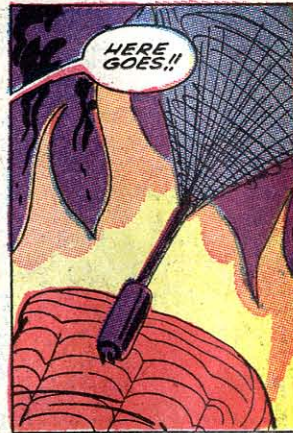
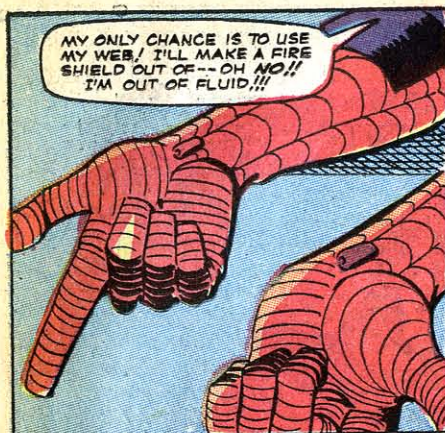


THOUGH YOU ARE MORE AGILE, I CAN COVER MORE GROUND WITH LESS EFFORT--AND I'M VIRTUALLY TIRELESS!!

GUESS YOU'RE RIGHT, OCK! IF ALL YOUR BOASTING DOESN'T TIRE YOU OUT, I GUESS NOTHING WILL!









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A PRECISION 35MM ENLARGER... horizontal type with two condensing lenses and 2" f/11 projection lens. Produces quality enlargements up to 8" x 10". Contact Print frames measures up to 3 1/2" x 4 1/2". 3 Plastic Developing Trays, Neon SafeLight, Tray Thermometer, Film Clips, Developing Chemicals, Printing and Enlarging Paper and Darkroom Handbook. Make quality enlargements for 6¢. Make prints for only 2¢. (Available as a Separate Unit for \$9.95 Postpaid)

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NORMAN ROCKWELL—America's most beloved artist. He is a founder and member of the Guiding Faculty of the Famous Artists Schools.

“We’re looking for people who like to draw” says **NORMAN ROCKWELL**

Today hundreds of men and women who never thought they could be artists are working at easels and drawing boards, making pictures and getting well paid for it. They all can thank a group of famous artists who have devoted much of their time and talent to helping others find success in art.

Some of the People the Famous Artists Have Helped

Carl Koch was an 18 year old apprentice in a Chicago art studio when he enrolled. Today he prepares ads for such companies as General Motors and Firestone—has won five gold medals.

Howard Sanden of Minneapolis took the Course while still in high school. He is now a successful artist—last year he and his wife traveled through Europe and the Middle East on important art assignments.

Paul Sullivan enrolled at 14. His Famous Artists training helped him work his way through college.

Stan Bowen, father of three children, was trapped in a dull, low-paying job. By studying with FAS he

became a sought-after illustrator, has opened his own studio.

With Famous Artists training Rosemary Roberts was hired by a top department store as an artist—with a big chance to advance.

Oregon housewife Helen Tryk lives 150 miles from the nearest big city. But she does fashion illustration, has her own studio, runs an art workshop, does portraits.

A Plan to Help Others

It started over 18 years ago when a group of America's most successful artists—men like Albert Dorne, Norman Rockwell, Jon Whitcomb, Al Parker and Stevan Dohanos—met in New York City. They knew that all over America there were people who liked to draw who could be turned

into good artists. Albert Dorne asked, “Why can’t we give these people the training they need—including all the trade secrets and know-how we’ve learned over the years?”

He suggested a new kind of art school—a home study art school—that would give talented people the best professional art training, no matter where they live.

The famous artists agreed. Taking time from their busy careers, they created a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 “here’s-how” illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, they developed a wonderful way to give each student personal correction and advice all through his training.

The famous artists with the School are not surprised at the success of their students. The opportunities open to successful artists today are enormous. The School continually gets calls from all over the country asking for practical well-trained students—not geniuses—who can step into full-time or part-time art jobs. And practical, thorough training is what the School offers.

Famous Artists Talent Test

To find others with art talent worth developing, the Famous Artists created a 12-page talent test. Thousands paid to take this test, but now the School offers and grades it free. Men and women who do well on the test—or offer other evidence of art talent—may enroll in the School. But there’s no obligation. Simply mail the coupon below.

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• **Famous Artists Schools**
• **Studio 5149, Westport, Conn.**

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