

SPIDERMAN
SPECIAL

TWICE
AS MANY
PAGES!

TWICE
AS MANY
THRILLS!

MARVEL
COMICS
GROUP

25¢

IND.

5

NOV

KING-SIZE SPECIAL!

APPROVED
BY THE
COMICS
CODE
AUTHORITY

the AMAZING SPIDER-MAN



AT LONG LAST...
THE PARENTS OF PETER PARKER!

the AMAZING SPIDER-MAN

AT LAST! THE PARENTS OF PETER PARKER!



THE AMAZING SPIDER-MAN!

"THE PARENTS OF PETER PARKER!"



MY SPIDER SENSE TINGLING LIKE MAD! IT MEANS-- I'M ABOUT TO BE ATTACKED!

AMONGST THE SILENT SHADOWS OF THE MYSTERIOUS CASBAH, IN FAR-OFF ALGERIA, A STEALTHY, SUPER-POWERED FIGURE GRIMLY SEARCHES FOR-- BUT, WAIT! IT WILL ALL BE REVEALED TO YOU IN GOOD TIME! RIGHT NOW, SPIDEY SENSES DANGER-- AND SO OUR SAGA BEGINS--

WARNING!!
WHEN YOU FINALLY MEET OUR SCURRILOUS SUPER-VILLAIN, PREPARE YOURSELF FOR ONE OF THE BIGGEST SURPRISES OF THE YEAR!

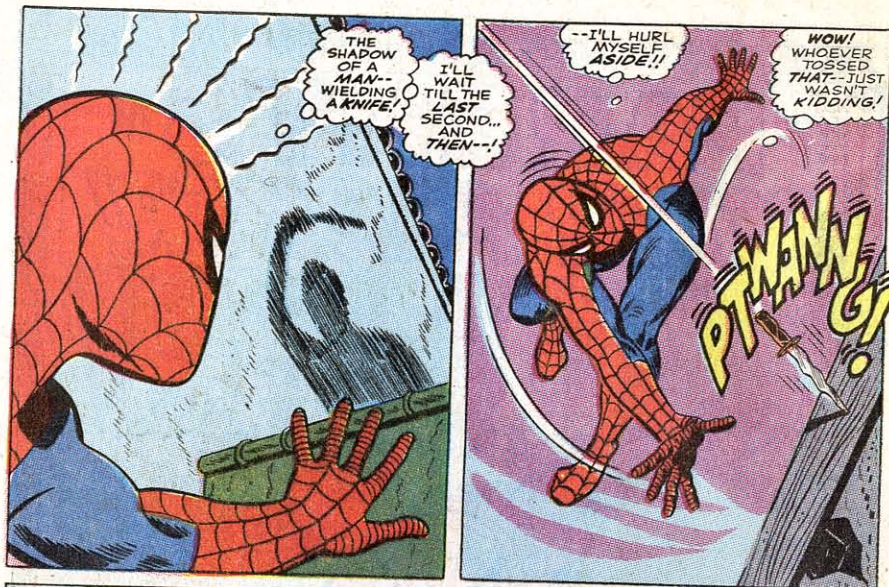
PHANTASMAGORICALLY PRODUCED BY:
SMILIN' STAN LEE and LARRY LIEBER

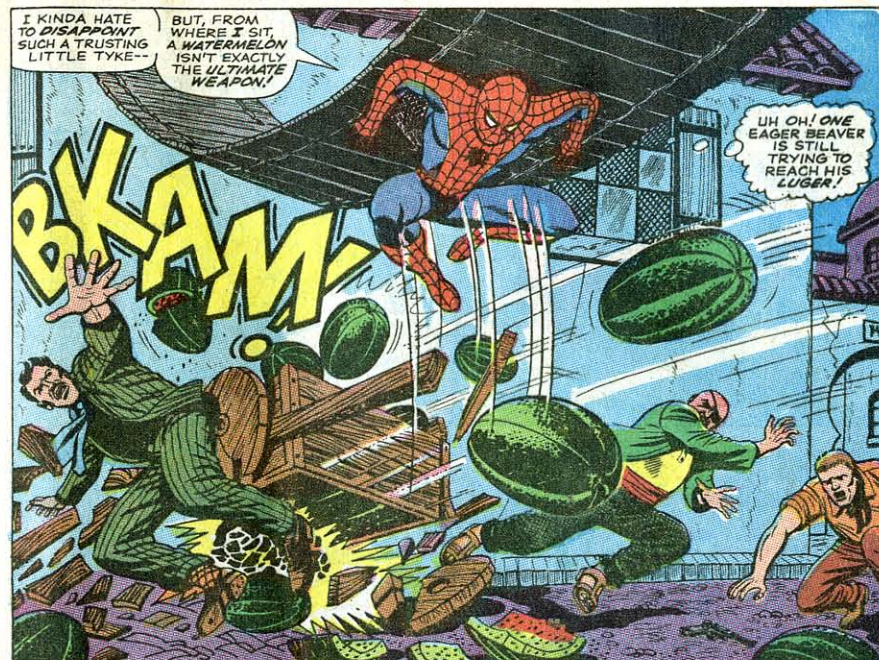
EMBELLISHED BY:
MICKY DEMEO

LETTERED BY:
ARTIE SIMEK

JAZZY JOHNNY ROMITA, CHAOTIC CONSULTANT

THE AMAZING SPIDER-MAN is published by NON-PAREIL PUBLISHING CORP. OFFICE OF PUBLICATION: 625 MADISON AVENUE, NEW YORK, N.Y. 10022. SECOND CLASS POSTAGE PAID AT NEW YORK, N.Y. AND AT ADDITIONAL MAILING OFFICES. Published monthly except November, semi-monthly. Copyright © 1968 by Non-Pareil Publishing Corp., Marvel Comics Group, all rights reserved, 625 Madison Avenue, New York, N.Y. 10022. Vol 1, No. 5, November, 1968 issue. Price 12¢ per copy. No similarity between any of the names, characters, persons and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. Printed in the U.S.A. by World Color Press, Inc., Sparta, Illinois 62286. Subscription rate \$1.75 and \$2.25 Canada for 12 issues including postage. Foreign subscriptions \$3.25. Prices do not include King Size Special November Issue.





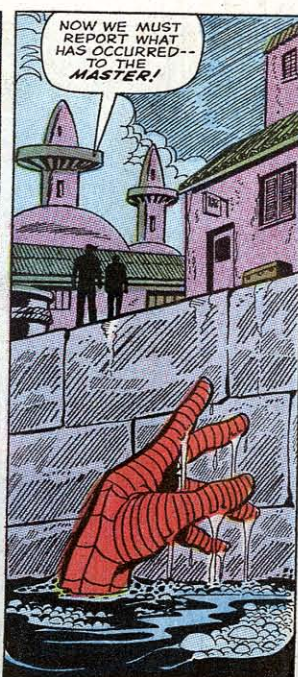




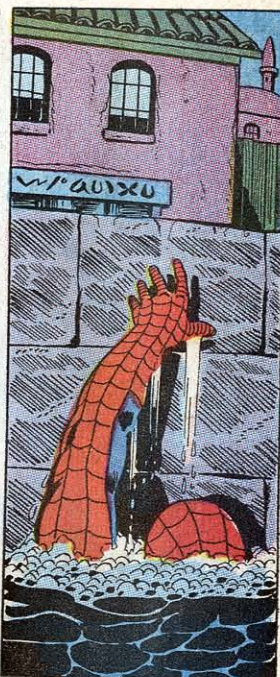
HE IS FINISHED!

WE ARE TRULY FORTUNATE!

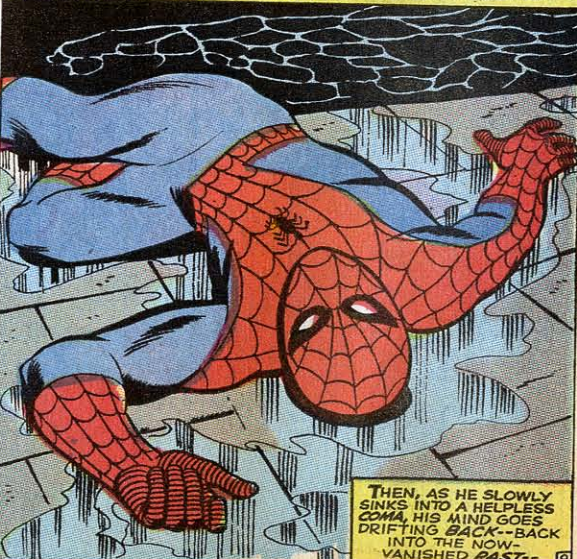
HE WAS A MOST DANGEROUS ENEMY!



NOW WE MUST REPORT WHAT HAS OCCURRED-- TO THE MASTER!



STUNNED AND WEARY, HIS HEADTHROBBING WITH THE IMPACT OF A THOUSAND ANVILS, SPIDEY LIES ALONG THE LIP OF THE CANAL AS THE SILENT SHADOWS OF EVENING SWIRL CRAZILY ABOUT HIM--



THEN, AS HE SLOWLY SINKS INTO A HELPLESS COMA, HIS MIND GOES DRIFTING BACK--BACK INTO THE NOW-- VANISHED PAST--

--BACK TO THAT ONE TRAUMATIC MOMENT--JUST A FEW SHORT DAYS AGO--WHEN IT ALL BEGAN--WHEN HE MOVED A TRUNK INTO THE BASEMENT AT THE REQUEST OF HIS DOTTING AUNT MAY--!



CAREFUL, PETER DEAR! I WOULDN'T WANT YOU TO STRAIN YOURSELF!

DON'T WORRY, AUNT MAY! I CAN HANDLE IT!

THEN, IT HAPPENED! THE RICKETY TRUNK BEGAN TO SLIP DOWN THE STAIRS--AND, IN AN EFFORT TO STOP IT, PETER PARKER SUDDENLY LUNGED OUT--GRIPPING IT WITH ALL HIS AMAZING STRENGTH--



I GRABBED IT TOO HARD! I TORE THE LOCK FROM ITS HINGES-- WITH MY BARE HAND!

IF AUNT MAY HAD BEEN WATCHING--HOW COULD I EVER EXPLAIN TO HER--ABOUT MY POWER??

I'VE GOT TO PICK EVERYTHING UP AND THEN REPAIR THE LATCH SOMEHOW--BEFORE SHE'S AWARE OF IT.

SHE MUST HAVE BEEN SAVING THESE MEMENTOS IN THE ATTIC FOR YEARS! OLD LETTERS-- SOLIDERS-- PHOTOGRAPHS-- SOME OF THEM YELLOW WITH AGE! THIS PHOTO--AND THAT NEWSPAPER CLIPPING! THE MAN'S FACE--HE LOOKS LIKE--ME!



THE NAME-- RICHARD PARKER--! NO WONDER HE LOOKS LIKE ME!! HE'S GOT TO BE-- MY FATHER!!

NEWS SERVICE... JUNE '49
RICHARD PARKER AND WIFE KILLED IN PLANE CRASH IN ALGERIA
PARKER PRIME SUSPECT IN SPY PLOT AGAINST THE UNITED STATES
INCriminating EVIDENCE FOUND UPON HIS BODY
U.S. Embassy Refuses Comment
Congress Demands To Know 'Who Did They Betray Their Country'

BUT--THE NEWSPAPER CLIPPING!! IT CAN'T BE TRUE, IT--IT CAN'T BE!!



ALL MY LIFE--I'VE WONDERED--WANTED TO KNOW--WHO MY PARENTS WERE!! AND NOW-- AT LAST-- I KNOW--!!

THEY WERE BOTH-- TRAITORS!!

THEN--THIS IS WHY AUNT MAY HAS KEPT IT FROM ME--ALL THESE YEARS!!



(PAT. PENDING)

LOOK WHAT'S HAPPENING TO THE HANDSOME MUSCULAR MEN ON MUSCLE BEACH, CALIFORNIA!

WITH **ONE TWIST**, IN JUST **ONE SECOND**, They're Adding Inches of Muscles, To Their Arms, Chest, Shoulders. **WHY NOT YOU?**

The "007" TWISTER is turning them on—even the Girls! From one end of Muscle Beach to the other, muscular things are popping up everywhere you go! The handsome, fun-going attractive fellows are twisting with the "007" TWISTER to add up to 2" on their arms, 4" on their chest, besides muscularizing their waists and building vigorous legs. They are giving the more than 500 muscles in their bodies a thorough going-over—to build power—rugged vigor—herculean muscular size, because they need he-man muscles—for surfing, swimming and lifting girls overhead with one arm! They know that one twist of the "007" TWISTER makes their muscles come alive with VIGOR...POWER...for Super Happenings! Don't you just read this ad—JOIN THE FUN!—SHAPE UP!—And What Shape You'll Be In!

MUSCLES—ARE FOR REAL MEN!
See For Yourself What Super-Happenings You're In On When You Start Twisting With the "007" TWISTER and Build Your Own Muscular Go-Go, Action-Packed Body—all in the privacy of your own home!



THE BODY BEAUTIFUL LOOK IS CREATED WITH THE "007" TWISTER! Beauty—Muscularize—Give Your Body the Tough and Rugged Muscular Look of a Muscle Beach He-Man!

DOES YOUR BODY LOOK MUSCLE-STARVED? Then become this new breed of wildcat!

Be my guest—use the "007" TWISTER and in 5 minutes doesn't convince you that you too can easily toughen up and put yourself in this exciting, dramatic Muscle Beach setting, return it for a full refund? Fair? My "007" TWISTER is Tough—Durable—Elegant, made of chromed-steel tubing with easy to hold rubber grippers. As you take it in your hands, the very first twist of its shiny coils will make every muscle in your body COME ALIVE with Vigor and Power! It gently coaxes your arms, chest, back and legs into Super-Muscle Happenings, adding inches of rugged muscle all over your body! It makes you Shape Up—Toughen Up—Muscle Up FAST...the Muscle Beach Way! So start going with the youthful, fun-loving crowd now—bring some Muscle Beach excitement into your life—by ordering your "007" TWISTER today! IT'S GUARANTEED TO PRODUCE RESULTS—OR MONEY BACK! THIS IS A LIMITED OFFER AND AVAILABLE ONLY THROUGH THIS COUPON—SO HURRY!

FREE!

THIS 128-PAGE BOOK—to help you Muscle Up to a bigger, better, more "cut-up" body! Contains 15 exciting courses with over 200 photos of the champs in muscle building action! A \$5 value—it's yours FREE—just for ordering the "007" TWISTER! Get your copy NOW!



THE ROMANTIC LOOK IS CREATED BY THE "007" TWISTER!



ONLY \$998
Postpaid

Comes with FREE illustrated course of instructions.

My Personal Guarantee: YOU MUST BUILD A MUSCLE BEACH "SUPER-HAPPENING" MUSCULAR BODY OR RETURN THE TWISTER FOR EVERY PENNY BACK! ORDER NOW!

CALIFORNIA, MUSCLE BEACH—BODYBUILDER

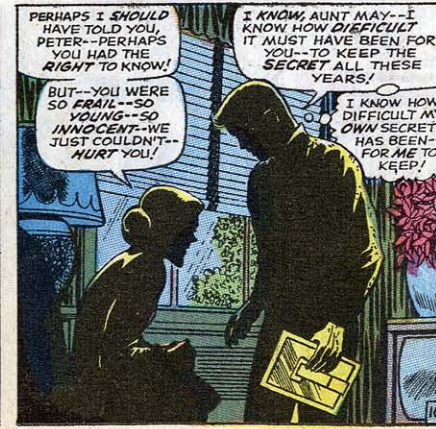
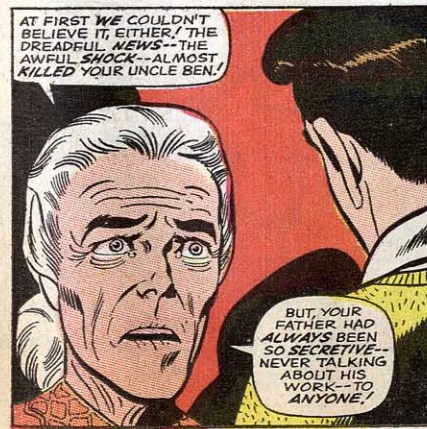
JOE WEIDER
531-32nd Street
Union City, N.J. 07087

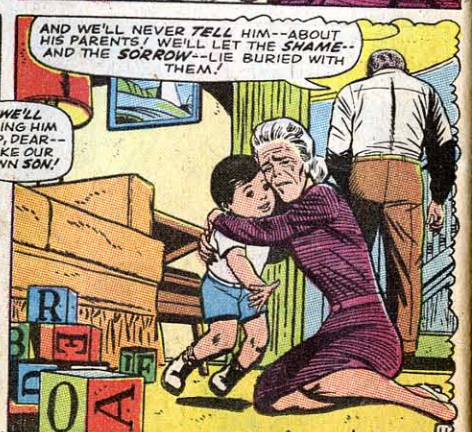
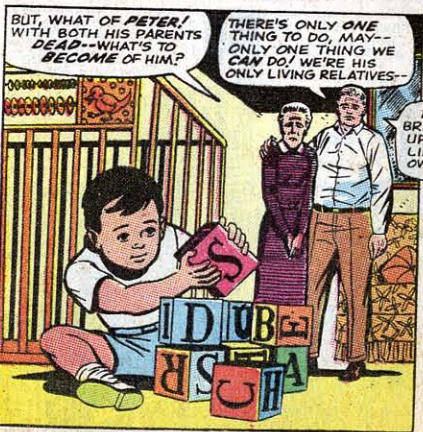
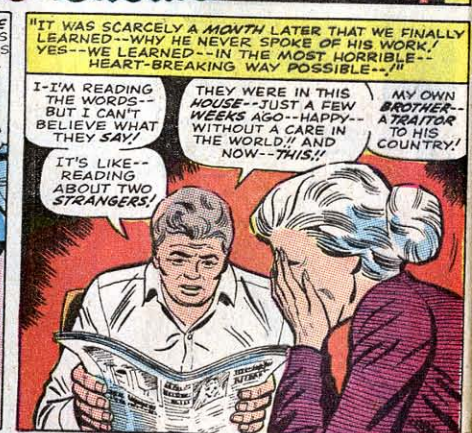
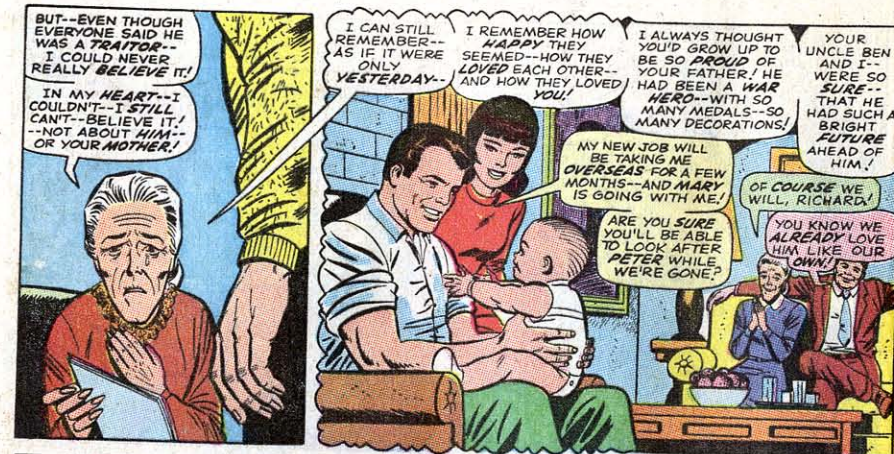
Dept. 83-108 PT

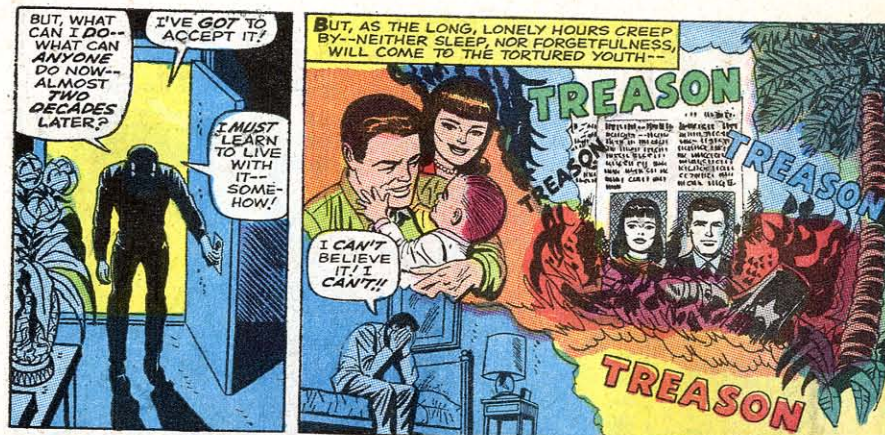
Dear Joe:

I want to bring the excitement of Muscle Beach into my life and make my muscles "come alive" with Super Happenings, too! Enclosed is \$9.98—rush me the "007" along with free instructions and the FREE muscle building book. I understand that if I am not completely satisfied, I may return the TWISTER for a full refund.

NAME _____ (Please print clearly) AGE _____
ADDRESS _____
CITY _____ STATE _____ ZIP _____







CONTINUED AFTER NEXT PAGE

TM & © 2006 MARVEL

THIS CANDY BAR CAN HELP YOU GAIN LOTS...OF WEIGHT!



"stop being skinny"

says Frank Zane, "Mr. North America". M-M-M GOOD! I solved my "Skin and Bones" stuff by eating this scrumptious Weight-Gain Candy Bar... made of raw sugar, honey, coconut, carob powder, wheat germ and other tasty ingredients. Try it for fast weight gains--you'll be smacking your lips, too--as you watch your weight go up and up and up. WHY NOT START NOW?"

FREE!

I'll send you my free weight-gaining course, loaded with secrets on how to eat for still faster weight gains--and full of simple exercises to turn your new weight into solid muscle. Shows you how to become a vigorous athlete and become popular with the girls. It's my way of saying "thank you" for ordering my "Weight-Gaining" Bars and putting an end to your "skin and bones" stuff!

12 CRASH-WEIGHT Bars with Free Course only
\$3.95

JOE WEIDER
"Builder & Trainer of Champions" since 1936--with over 2,000,000 successful students the world over.

"MUNCH--AND GAIN WEIGHT--MAIL TODAY!"

JOE WEIDER Dept. 83-108K4
531-32nd St., Union City, N. J. 07087

Dear Joe:

Okay, like Chuck Sipes and Frank Zane I want to start eating CRASH-WEIGHT bars to help get rid of my skinny body. Also, I promise to follow your course if I want to build muscles, gain weight faster! Send me the order of CRASH-WEIGHT bars checked below. I promise to eat them regularly as outlined in your booklet.

☐ Box of 12 Crash-Weight Candy Bars--\$3.95
☐ Box of 24 Crash-Weight Candy Bars--\$8.95

NAME _____
ADDRESS _____
CITY _____ STATE _____ ZIP _____
MONEY BACK GUARANTEE

TM & © 2006 MARVEL



I'M IN LUCK! THERE'S A JOB FOR ME--DOWN BELOW!

SOMEONE SNEAKING OUT OF THAT JEWELRY STORE--WITH A HEAVY SATCHEL!



IT'S ALMOST TOO EASY-- BUT AT LEAST IT'S SOMETHING TO DO!

SOMETHING TO TAKE MY MIND OFF-- THE TERRIBLE THING I'VE JUST LEARNED!

SPIDER-MAN!



WHY DON'T YOU RUN? WHY DON'T YOU TRY TO GET AWAY?

CALL YOUR ACCOMPLICES! LET THEM TACKLE ME-- ALL OF THEM!

WHY SHOULD I RUN? --WHAT ACCOMPLICES?? ARE YOU MAD?



DON'T TRY TO TRICK ME--IT WON'T WORK! IF YOU'RE UP TO SOMETHING, I'LL PUT YOU ON ICE BEFORE YOU CAN TRY IT!

THAT'S THE LAST BURGLARY YOU'LL EVER PULL IN THIS TOWN!

BURGLARY?? WHAT BURGLARY?? IT'S MY STORE--I WAS JUST WORKING LATE! PUT ME DOWN, YOU FOOL!



HERE, I'VE GOT IDENTIFICATION! EVERYONE IN THE NEIGHBORHOOD KNOWS ME!

WHY AREN'T YOU OUT CATCHING REAL CRIMINALS--INSTEAD OF PICKING ON INNOCENT STOREKEEPERS?

HE MEANS IT! HE'S REALLY ANGRY!

AND--I GUESS HE HAS EVERY RIGHT TO BE!

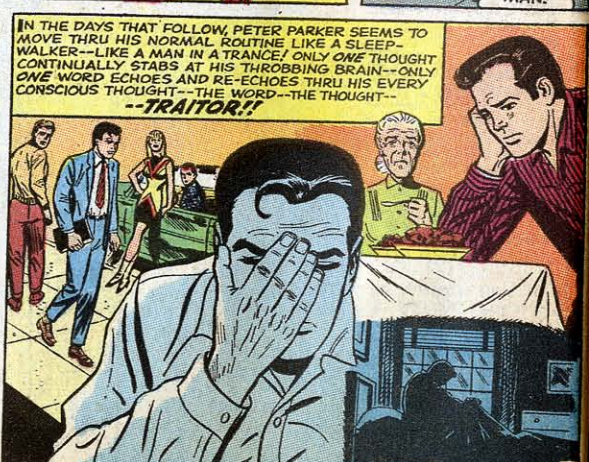
I WAS ABOUT TO ROUGH UP AN INNOCENT MAN!



THEN, SECONDS AFTER CHECKING OUT THE IRATE JEWELER'S CREDENTIALS--

IF I KNEW WHO YOU ARE BEHIND THAT MASK, I'D SUE YOU, YOU HOT-HEADED MENACE!

OKAY, OKAY! KEEP YOUR SHIRT ON! NOBODY'S PERFECT!



IN THE DAYS THAT FOLLOW, PETER PARKER SEEMS TO MOVE THRU HIS NORMAL ROUTINE LIKE A SLEEP-WALKER--LIKE A MAN IN A TRANCE! ONLY ONE THOUGHT CONTINUALLY STABS AT HIS THROBBING BRAIN--ONLY ONE WORD ECHOES AND RE-ECHOES THRU HIS EVERY CONSCIOUS THOUGHT--THE WORD--THE THOUGHT--

--TRAITOR!!

AND I KNOW YOU'VE GOT ALL KINDS OF SWINGIN' SKY-SHIPS!

IT MUST BE IMPORTANT! OL' WEB-HEAD'S NOT THE TYPE TO ASK FOR FAVORS!



I'LL COME RIGHT TO THE POINT! I NEED A LIFT-- TO THE NEAR EAST!

AND I KNOW YOU'VE GOT ALL KINDS OF SWINGIN' SKY-SHIPS!

IT MUST BE IMPORTANT! OL' WEB-HEAD'S NOT THE TYPE TO ASK FOR FAVORS!

SO THAT'S IT, EH?



YOU MAY JUST BE IN LUCK, MY FRIEND! IF I AM, IT'LL BE THE FIRST TIME THIS YEAR!

I WAS ASKED TO CHECK OUT A NEW TWO-MAN GYRO-CRUISER DEVELOPED BY TONY STARK'S COMPANY!

IT'S SUPPOSED TO HAVE AN 8,000-MILE NON-STOP RANGE!

HOW DOES THAT GRAB YOU?

WHAT ARE WE WAITING FOR?



CARE TO TELL ME WHAT IT'S ALL ABOUT? IF YOU SHOULD NEED A HELPING HAND--

I APPRECIATE THAT--BUT THIS IS STRICTLY A ONE-MAN JOB!



UNTIL, AT LAST, HE REALIZES--

I CAN'T GO ON LIKE THIS--!

I CAN'T SPEND THE REST OF MY LIFE NOT KNOWING-- NEVER REALLY BEING SURE!



I'VE GOT TO FIND OUT FOR MYSELF! I'VE GOT TO GO TO ALGERIA!!

THERE MUST BE SOMEONE WHO'LL REMEMBER--SOMEONE WHO WAS INVOLVED WITH MY PARENTS--WHO CAN TELL ME THE TRUTH!

AND, WHEREVER HE IS--I'VE GOT TO FIND HIM!

HIGH SCHOOL DIPLOMA THROUGH HOME STUDY



English I
General Math
World History
Algebra
Geography
Health and Safety



English II
American History
Plane Geometry
Biology
General Science
Astronomy-Geology



English III
Bookkeeping I
Bookkeeping II
Physics
Solid Geometry-Trig.



English IV
Psychology
Chemistry
Economics
Civics

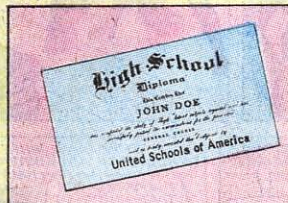


Languages
Latin
Spanish
French

EACH TEXTBOOK CONTAINS ILLUSTRATIONS, MAPS AND EXAMS.
PREPARE FOR G.E.D. TESTS, EQUIVALENCY, I.Q., COLLEGE
ENTRANCE EXAMS OR FOR SELF BETTERMENT.

PURCHASED BY: POVERTY OFFICES • V. A. HOSPITALS • BOARDS OF EDUCATION
STATE DEPARTMENTS • PUBLIC AND PRIVATE SCHOOLS

Prepared by twenty-eight of the nation's leading educators, the high school-level courses contained in these five books have been proven to meet the educational needs of every ambitious person. Especially geared to the demands of the home study individual, the text is concentrated and condensed, including only that information essential to the comprehension of the subject.



RESIDENT and CORRESPONDENCE
CREDIT FOR HIGH SCHOOL
WORK COMPLETED
Take up where you left
off or complete a
4-year course in
2 years or less.



UNITED SCHOOLS OF AMERICA
P. O. BOX 456 DEPT 2300
NORTH MIAMI, FLORIDA 33161

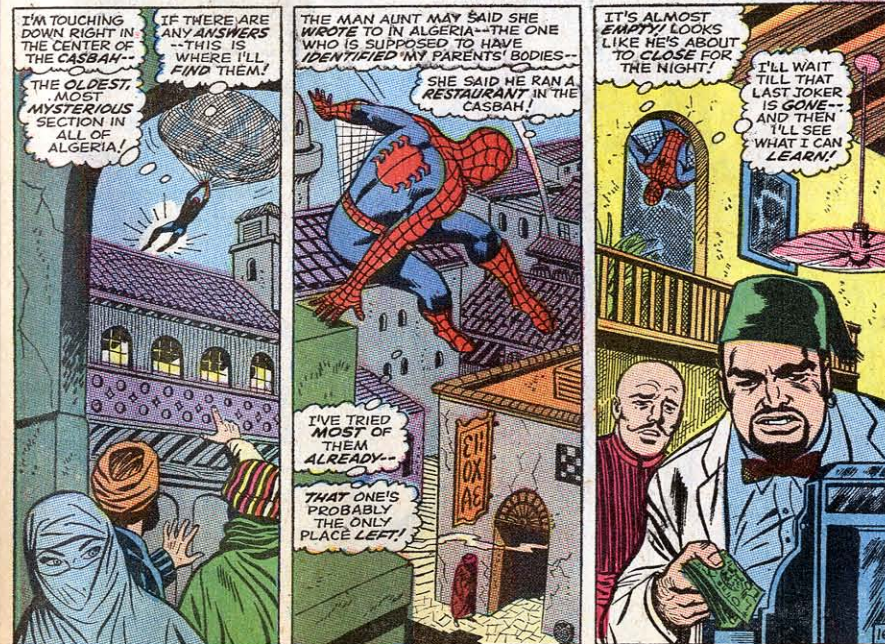
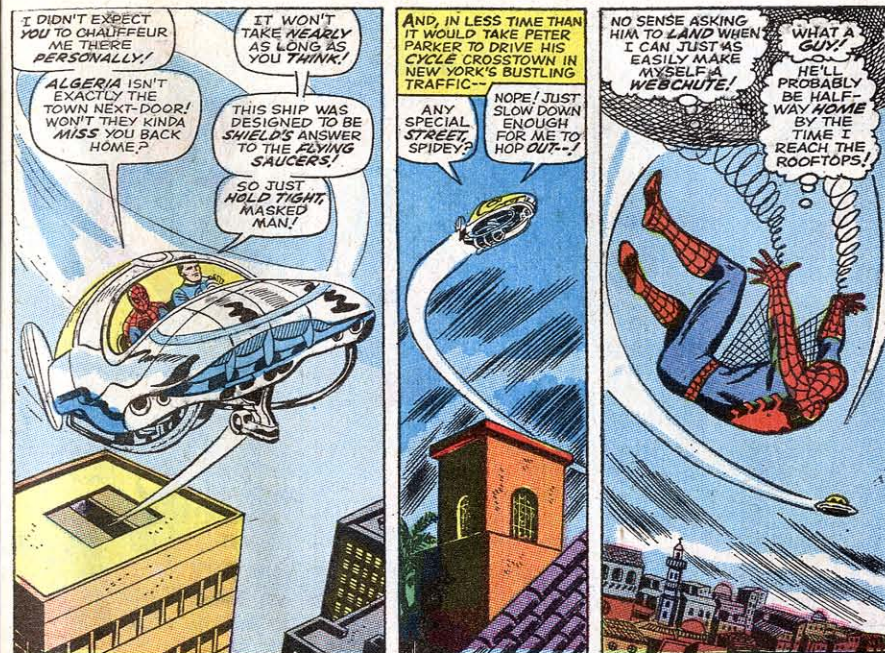
PLEASE RUSH FREE HIGH SCHOOL BOOKLET

NAME _____ AGE _____
ADDRESS _____ APT. No. _____
CITY _____ ZIP _____ STATE _____

NO OBLIGATION — WE'RE GLAD TO SEND IT!

MAIL THIS COUPON
NOW !!

SEND FOR
FREE BOOKLET





NOW'S MY CHANCE!

HOLD IT, MISTER! YOU'VE STILL GOT A LIVE ONE IN THE JOINT!

BY THE BEARD OF THE PROPHET!!

A COSTUMED BEING-- CLINGING TO THE WALL AND CEILING LIKE A HUMAN INSECT!



LIKE A FUN-LOVING SPIDER, TO BE EXACT!

GLAD YOU SPEAK ENGLISH! IT'LL SAVE US BOTH A LOT OF TIME!

FIRST, DROP THAT POP-GUN-- THEN WE'LL TALK!



MEANWHILE, IN THE STREET OUTSIDE, A HARD-EYED LOTTERER OVERHEARS THE COMMOTION WITHIN--

DO NOT HARM ME-- PLEASE! I WILL GIVE YOU--WHATEVER MONEY I HAVE--!

I DON'T WANT YOUR MONEY, FRIEND!

JUST KEEP IT DOWN TO A WHISPER, HUH?



NOW I WANT YOU TO THINK BACK--BACK TO THE EARLY DAYS AFTER WORLD WAR TWO--!

THERE WAS A PLANE CRASH-- TWO AMERICANS WERE KILLED! THE OWNER OF A RESTAURANT IDENTIFIED THE BODIES!

IT WAS I! IT WAS I! I REMEMBER CLEARLY!



I KNEW THEM--BECAUSE THEY HAD DINED HERE MANY TIMES! EVERYONE KNEW HE WAS A SPY--WORKING FOR A MASTER OF INTRIGUE, WHOSE HEAD-QUARTERS WERE IN THIS VERY CITY!

THAT'S WHAT I WANT-- THE ONE HE WORKED FOR? WHO WAS HE?? TALK!!

I CANNOT GIVE YOU HIS NAME-- BUT I KNOW THE ADDRESS VERY WELL.

PERHAPS IT IS THERE YOU CAN FIND WHAT YOU SEEK!



THE ADDRESS THEN! LET ME HAVE IT!



BUT, EVEN AS SPIDEY RECEIVES THE INFORMATION HE CRAVES--

THE MASTER MUST BE WARNED!

THAT WEBBING WILL DISSOLVE IN A FEW MINUTES AND YOU'LL BE FREE AGAIN!

I JUST WANT TO BE SURE THAT YOU DON'T ALERT ANYONE BEFORE I REACH THERE!



IT'S ALMOST TOO MUCH TO HOPE FOR--

THAT I'LL STILL FIND WHAT I WANT-- AFTER ALL THESE YEARS!

BUT, NO MATTER WHAT-- I MUST CHECK IT OUT!



AND THEN--IN THE MOST DESOLATE SECTION OF THE CASBAH--

MY SPIDER-SENSE--IT'S TINGLING LIKE MAD!

IT MEANS-- I'M ABOUT TO BE ATTACKED!



REMEMBER THAT SCENE? YOU SHOULD!--IT'S THE ONE WITH WHICH WE OPENED OUR TALE! AND NOW, LET'S RETURN TO THE PRESENT ONCE MORE--AS A BONE-WEARY SPIDER-MAN BEGINS TO REGAIN CONSCIOUSNESS--

I--REMEMBER NOW! THAT SHOT-- THE FALL INTO THE CANAL--AND THEN--I BLACKED OUT--AFTER CLIMBING TO SAFETY!



LET'S SEE-- WHERE WAS I HEADING?

OH YES! THE ADDRESS--FROM THE RESTAURANT OWNER!

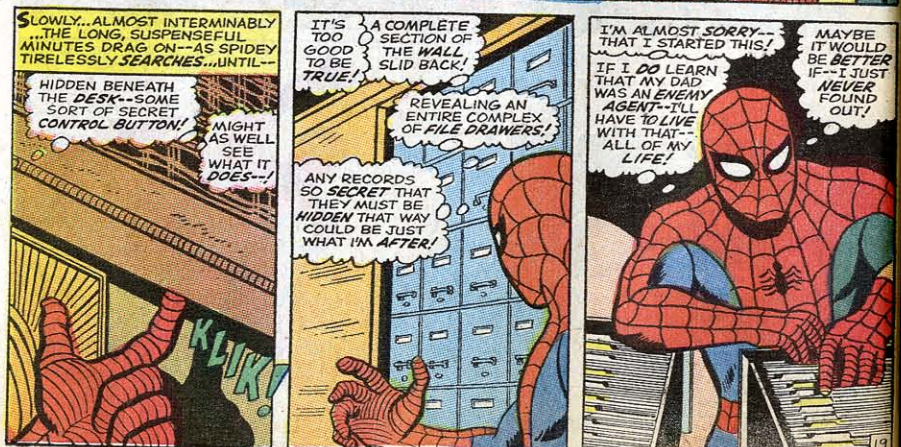
I WAS AMBUSHED BY THOSE ASSORTED THUGS BEFORE I COULD REACH THERE!



IT MEANS I MUST BE ON THE RIGHT TRACK!

THEY JUMPED ME BECAUSE SOMEONE TIPPED THEM OFF!

AND NO ONE WOULD HAVE BOTHERED-- UNLESS I WAS ON TO SOMETHING!



CONTINUED AFTER NEXT PAGE

WORK CLOTHES "BARGAIN"... 2 PANTS 2 SHIRTS

MEN! GET 2 COMPLETE WORK OUTFITS For Only **\$3.45**

SAVE UP TO 80% Free Gift WITH EVERY ORDER

2 PANTS & 2 SHIRTS

This GIANT work clothes bargain SAVES you up to 80% on original cost of 2 complete outfits! You receive 2 shirts and 2 pairs of pants for only \$3.45. These garments are made of top-quality materials, washed and sterilized, completely reconditioned to give you long-wearing service! Pants sizes: 28 to 44 waist; 28 to 38 inseam. Shirt sizes: 14 to 18 collar. Your choice of Blue, Tan, Green, or Gray. Send coupon TODAY! YOU TAKE NO RISK. Wear outfits 10 days, if not completely satisfied simply return for prompt refund.

ALL 4 PIECES ONLY \$3.45

10 DAY FREE TRIAL! MONEY BACK IF NOT SATISFIED

MAIL ORDER MART DEPT. MKSW
175 W. 9th St., Bklyn, N. Y. 11231

Enclosed find \$1.00 deposit. Send me 2 complete work outfits. I'll pay postman C.O.D. balance, plus postage.

SIZES 28-36 ... \$3.45 SIZES 38-44 ... \$3.95

WAIST SIZE	PANTS INSEAM	COLLAR SIZE

Circle 1st & 2nd color choice: BLUE TAN GREEN GRAY

NAME _____

ADDRESS _____

CITY _____ ZONE _____ STATE _____

☐ Save C.O.D. fees--Send full payment plus 75¢ postage.

ELECTRONIC COMPUTER BRAIN

- EDUCATIONAL
- FUN AT PARTIES
- SOLVES RIDDLES
- EVEN TELLS FORTUNES

ONLY \$4.99

ADDS--SUBTRACTS--MULTIPLIES--MEMORIZES

Digi Comp I is a miracle of the modern space age. It is an actual working digital computer that is designed simply and visually to demonstrate the apparatus hidden within the circuits of the giant brains of today. You will be able to add, subtract, multiply--solve problems--solve riddles--even check out Dad's bank balance and see that it is right. This magnificent little machine will shift, complement, carry, memorize, count, compare and sequence.

TRAIN IT TO DO YOUR BIDDING

Digi Comp I can even be trained for fun such as fortune telling, etc. And, think how amazed all your friends will be when you solve problems of missile countdown, satellite re-entry and missile checkout. Designed in plastic, this mechanical analog of a binary computer is 12" x 3 1/2" x 4" and is open so its fascinating operation can be viewed. In kit form, it can be assembled in less than one hour and is complete with all parts, assembly chart and full 28-page operations manual which shows how to check the unit out, program problems, solve riddles and try experiments. A wonderful project for school also.

Full 12" x 3 1/2" x 4", it is open so complete operations can be viewed.

30 DAY FREE TRIAL

Try Digi Comp I in your home for 30 days free. Have fun putting it together, and have fun and excitement solving problems, riddles, telling fortunes and studying space age miracles. If you don't agree with us that this is the most exciting new development in modern research, then simply return for full refund. But don't delay--fill in coupon now. Only 4.98 + 63¢ shipping charges.

Money Back Guarantee

Royal Advertising Corp.
Lynbrook, New York
Dept. 974

Rush me my Electronic Computer Brain at once. I understand if I am not 100% delighted, I may return it for prompt refund of my purchase price.

I enclose \$4.98 + 63¢ shipping charge. Same guarantee.

I enclose \$1.00 deposit. Balance C.O.D. I will pay postman on delivery plus C.O.D. and shipping.

NAME _____

ADDRESS _____

BUT, I'VE COME TOO FAR TO STOP NOW! IF THIS IS THE HEADQUARTERS OF AN ANTI-AMERICAN SPY RING--AND IF THEY--**WAIT!!**

I'VE FOUND WHAT I'M LOOKING FOR!

--WHAT I PRAYED I WOULD FIND!

HERE--IN THE MEMBERSHIP FILES--SOME SORT OF IDENTIFICATION CARD--

AND I FOUND IT IN A FOLDER, LABELLED RICHARD PARKER!

ON THE BACK OF IT--HIS NAME--AND HIS SIGNATURE!

THEN IT IS TRUE! IT WAS ALWAYS TRUE! MY OWN FATHER--WAS A TRAITOR TO HIS COUNTRY--

HE WAS IN THE EMPLOY OF AN ENEMY SPY ORGANIZATION!



SO SHOCKED IS SPIDER-MAN BY WHAT HE HAS FOUND--SO TOTALLY ABSORBED IN THE MATTER AT HAND--THAT HE IS COMPLETELY OBLIVIOUS TO THE MUFFLED FOOTSTEPS BEHIND HIM, UNTIL--

SOMEONE HAS ENTERED THE ROOM!

MY SPIDER-SENSE WAS TINGLING--BUT I DIDN'T EVEN NOTICE!

GUESS I'D BETTER TURN, AND--

YOU!!

WELL, WELL! DOES SPIDER-MAN HIMSELF WISH TO JOIN THE RED SKULL'S INTERNATIONAL RING OF MASTER SPIES AND SABOTEURS?

OR, HAVE YOU ANOTHER REASON FOR INVADING MY SANCTUM AND DARING TO SEARCH MY PRIVATE FILES?!!

20

THIS SINKS IT! IF MY FATHER WORKED FOR HIM--THEN HE DESERVED HIS FATE!

I'VE HEARD ABOUT YOU--READ ABOUT YOU--EVER SINCE I CAN REMEMBER!

BUT, FROM ALL THE ACCOUNTS OF HOW DANGEROUS YOU ARE, I'D HAVE GUESSED YOU'D BE TEN FEET TALL--AND ABOUT AS BROAD AS THE HULK!

AND I WOULD HAVE THOUGHT THAT YOU WOULD BE FAR MORE FORMIDABLE-LOOKING YOURSELF, SPIDER-MAN!

WHY, COMPARED TO MY ACCURSED ARCH-ENEMY, CAPTAIN AMERICA, YOU'RE NO MORE THAN A SPINDLY SCARECROW!

I'LL EFFORTLESSLY DESTROY YOU--WITHOUT THE NECESSITY OF SULLYING MY HANDS!



21



HE IS AS COLD-BLOODED AS THEY SAY!

HE DOESN'T EVEN KNOW WHY I'M HERE--AND HE COULDN'T CARE LESS!

HE'LL TRY TO FINISH ME AS CASUALLY AS HE'D SWAT A FLY!

MY AGENTS REPORTED THAT THEY HAD LEFT YOU *LIFELESS*, AT THE BOTTOM OF THE CANAL!

THIS TIME I'LL ENSURE THAT THERE IS NO DOUBT ABOUT YOUR FATE!

COME, SANDOR! YOUR MASTER COMMANDS!

SNAP!



SANDOR, ALAS, IS UNABLE TO SPEAK!

BUT, DO NOT FEAR! I'M CERTAIN YOU WILL FIND HIM DULL!



THE SKULL MUST THINK I'LL BE A PUSHOVER!

LUCKY FOR ME, HE DOESN'T REALLY KNOW THE EXTENT OF MY POWERS!

ALTHOUGH, COME TO THINK OF IT, I DON'T KNOW HIS, EITHER!



SANDOR, YOU CLUMSY FOOL! YOU LUNGED MUCH TOO SLOWLY!

WOULDTA BELIEVE I MOVED TOO FAST?



THAT IS BETTER, SANDOR!

AS YOU KNOW--I DO NOT TOLERATE MORE THAN ONE FAILURE!

UH OH! THAT'S WHAT I GET FOR DAY-DREAMING!



AND NOW, CURLY--IT'S MY TURN!

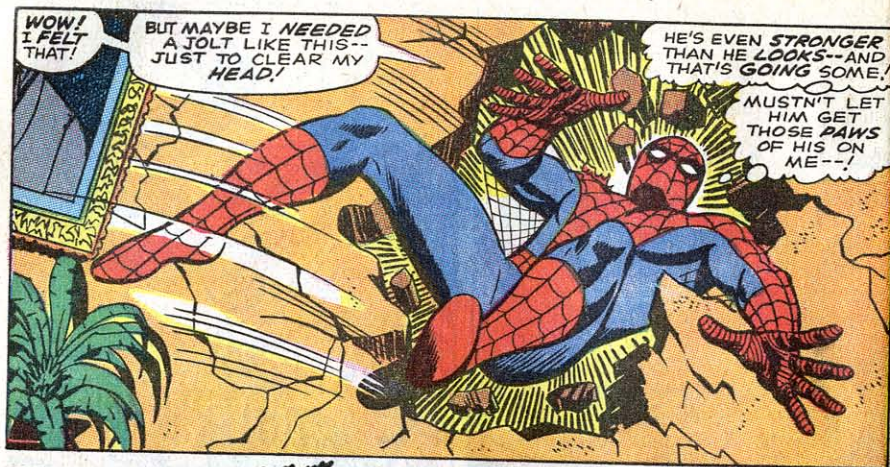
HEY! THAT'S NOT SUPPOSED TO LEAVE YOU STILL STANDING!!



I'M STILL SO SHOOK-UP ABOUT MY FATHER, THAT I'M NOT HITTING ON ALL CYLINDERS!

BUT I'D BETTER GET WITH IT AGAIN--AND SOON!

WELL DONE, SANDOR! NOW YOU MAY FINISH THE JOB!



WOW!
I FELT
THAT!

BUT MAYBE I NEEDED
A JOLT LIKE THIS--
JUST TO CLEAR MY
HEAD!

HE'S EVEN STRONGER
THAN HE LOOKS--AND
THAT'S GOING SOME!
MUSTN'T LET
HIM GET
THOSE PAWS
OF HIS ON
ME--!

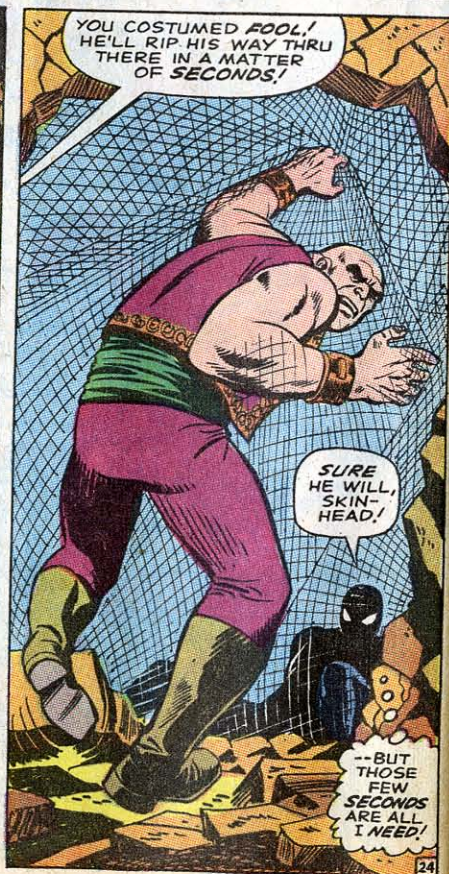


SURELY YOU
DON'T
EXPECT TO
STOP
SANDOR
WITH SOME
FLIMSY
PIECES OF
WEBBING?

THWIP!

TO TELL
YOU THE
TRUTH,
THE IDEA
DID KINDA
GRAB ME!

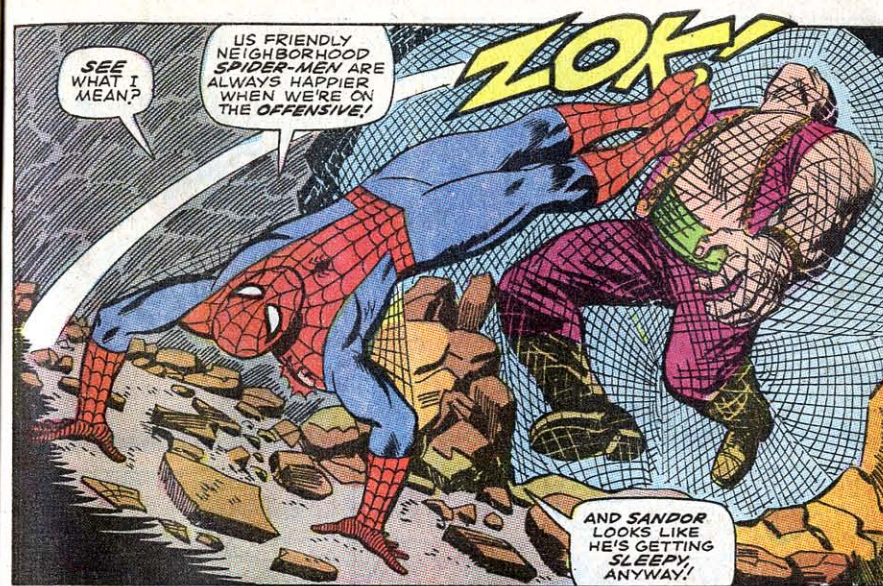
THAT'S IT,
SANDY--JUST
A LITTLE BIT
CLOSER--



YOU COSTUMED FOOL!
HE'LL RIP HIS WAY THRU
THERE IN A MATTER
OF SECONDS!

SURE
HE WILL,
SKIN-
HEAD!

--BUT
THOSE
FEW
SECONDS
ARE ALL
I NEED!



SEE
WHAT I
MEAN?

US FRIENDLY
NEIGHBORHOOD
SPIDER-MEN ARE
ALWAYS HAPPIER
WHEN WE'RE ON
THE OFFENSIVE!

ZOK!

AND SANDOR
LOOKS LIKE
HE'S GETTING
SLEEPY,
ANYWAY!



SO I
WOULDN'T
WANNA
KEEP HIM
AWAKE
FOR THE
WORLD!

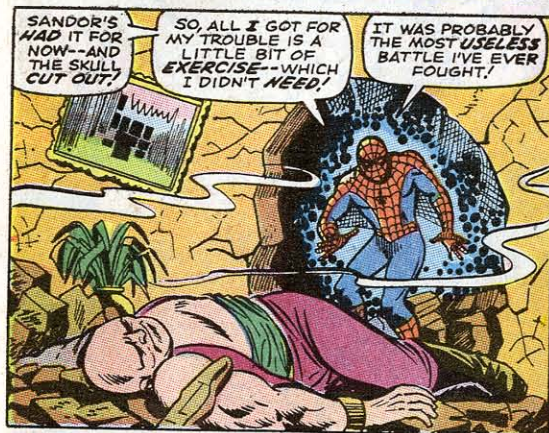
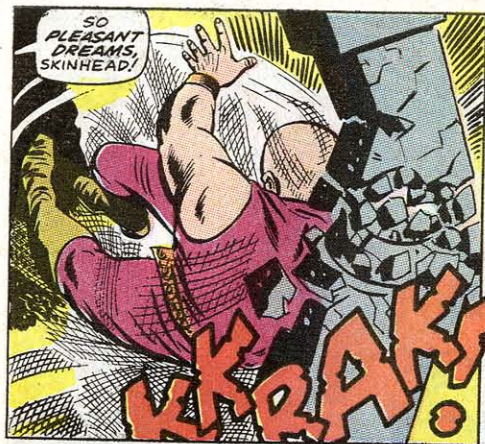
FAK

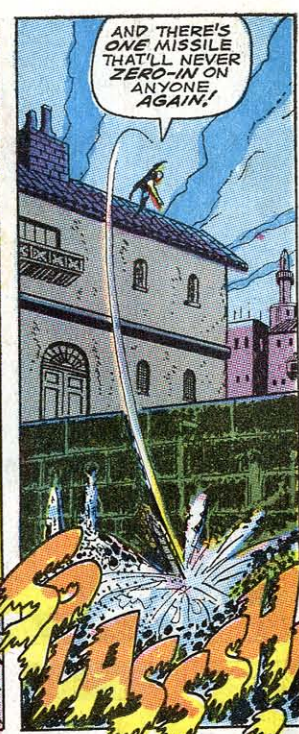


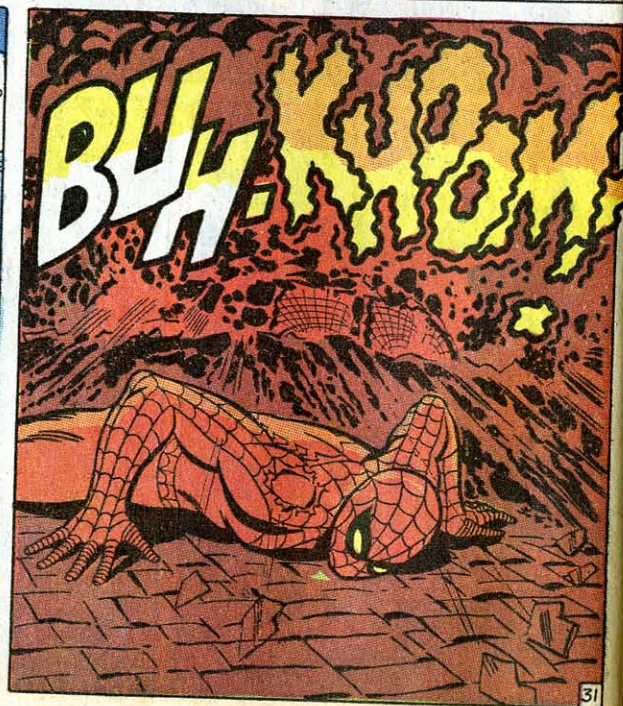
AFTER ALL,
HE'S JUST
A GROW-
ING BOY--



AND FAR BE IT
FROM ME TO
KEEP HIM UP
PAST HIS
BEDDIE-TIME!









CONTINUED AFTER NEXT PAGE



LOOK, FELLOWS!
You Can Win Your Choice of
Neat Prizes **FREE** Regularly
PLUS AS MUCH AS \$100 to \$500 CASH
EVERY WEEK!

If You're a Boy 12 Years Old or Older, You Can Be a Happy, Prosperous GRIT Salesman

Join over 30,000 boys who win dandy FREE Prizes and make as much as \$1.00 to \$5.00 and even more, selling GRIT to friends, neighbors, relatives and others, every week. Everyone is eager to buy GRIT from you at only 15¢ a copy, because it contains World News, Sports, Women's Features, Children's Page, Popular Comics, Games, Puzzles, Exciting Fiction.

GRIT Sells for 15¢ a Copy... You Keep 5¢ Profit!

Yes, 5¢ out of every 15¢ you take in is yours to keep. Sell only 20 copies a week, and you make \$1.00 profit each week, \$52.00 in a year... plus valuable Prizes you win FREE regularly! We'll help you get started now, in a profitable business of your own. Mail the Coupon TODAY!

Over 30,000 Boys Make Money and Get Dandy Prizes Without 1¢ Cost

We'll send you GRIT right away, by mail, along with many valuable selling helps. You pay ONLY for the copies you sell until you know how many to order. Like 30,000 other boys, 12 or older, you'll find selling GRIT is easy, fun—and profitable!

MAIL THIS COUPON TODAY!

If coupon is already torn out, print your name, address, age and date of birth and mail it to:

GRIT Department MC 108
Williamsport, Penna. 17701

Papers sent only to boys in Continental U. S.

GRIT PUBLISHING CO.,
Williamsport, Pa., 17701

PLEASE PRINT

Dept. MC 108

Send my first bundle of papers, selling helps and prize offers.

Name _____

Are You a Boy? _____ Age _____ Date Born _____ Year _____

In Care of _____

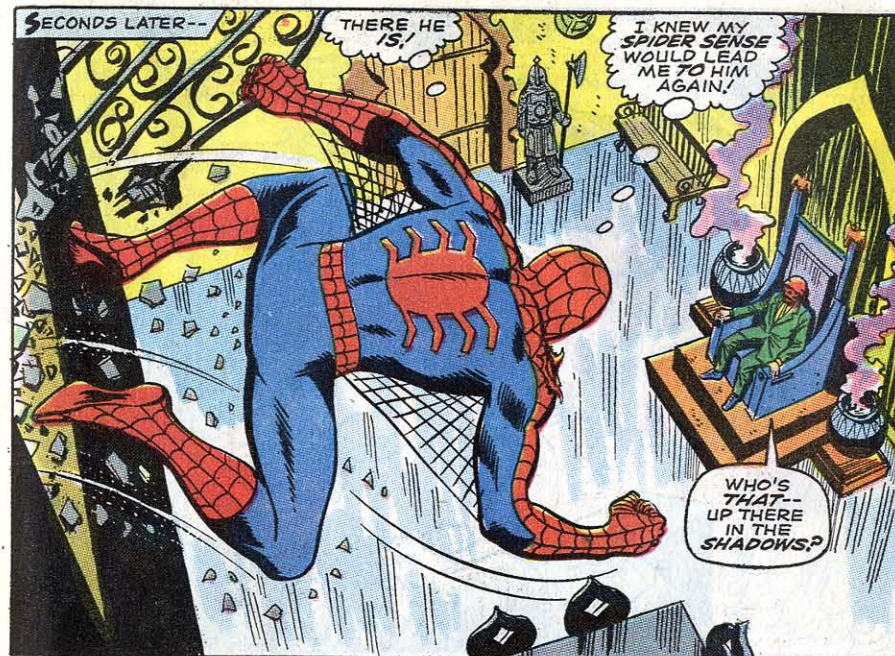
Street and No. _____ R.F.D. _____

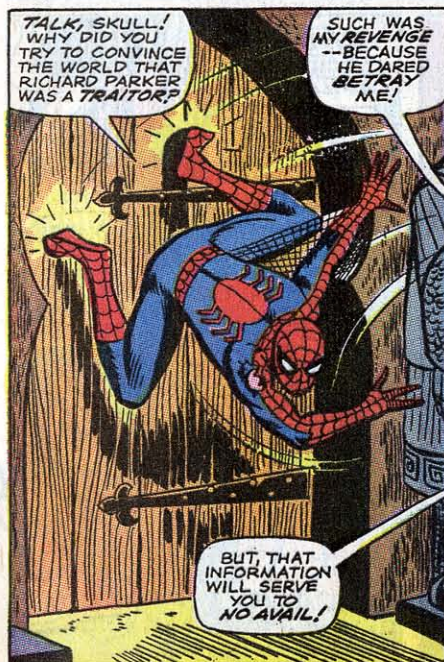
Post Office _____ State _____

Zip Code No. _____

Print Your
Last Name
Plainly Here

--	--	--	--	--	--	--	--	--	--





CONTINUED AFTER NEXT PAGE

SHOP BY MAIL

COMIC BOOKS FOR SALE NEW LIST New Low Prices

50,000 on hand. The complete Marvel Group from 1961-1968. Also original Capt. America, Human Torch, etc. from 1939-1949. • We also buy comics. Send a list of the ones you are selling.

SEND 25¢ FOR MY LIST
HOWARD W. ROGOFKY
P.O. Box 1102 • Linden Hill Station
FLUSHING, N.Y. 11354

WE
SELL

OVER 95,000 MARVELS IN STOCK & OVER 60,000 FROM OTHER PUBLISHERS. SEND 50¢ FOR OUR GIANT 40 PAGE CATALOG TO GRAND BOOK CENTER, DEPT. M, 859 GRAND ST., BROOKLYN, N.Y. 11211. WE BUY COMICS. SEND TITLES, NUMBERS & DATES WITH A SELF ADDRESSED STAMPED ENVELOPE FOR A REPLY.

WE
BUY

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 K557 325 W. Jackson Blvd., Chicago 6, Ill.



Fox Mini Bike

DO IT YOURSELF
OR FULLY ASSEMBLED
FROM

\$79.50



12 MODELS
3 TO 5 HP

SEND \$1 FOR BIG CATALOG

Shows new 1968 line of the world's finest MINI-BIKES (most are licensable for street use), plus parts, accessories and plans. Big selection! Amazingly low prices! There's a Fox MINI-BIKE for everyone—from age 10 and adults.

EXTRA BONUS—Catalog shows radios, watches, walkie-talkies, cameras, models, tools, pool tables and many other items you can buy at practically wholesale prices.

FOX CORP., Box 797 M, Janesville, Wis. 53545

SHOP BY MAIL

Why Do You Read So Slowly?



Do you plod as you read?

A noted publisher in Chicago reports there is a simple technique of rapid reading which should enable you to increase your reading speed and remember more. Most people do not realize how fast, accurate reading can bring extra pleasure and success in everything they attempt to do.

According to this publisher, many people, regardless of their present reading skill, can use this method to improve their reading ability to a remarkable degree. Whether reading stories, books, or technical matter, it becomes possible to read long sentences at a glance . . . entire pages in seconds.

To acquaint the readers of this publication with the easy, self-training method, the company has printed full details in a new booklet, "How to Read Faster and Retain More," mailed free to anyone who requests it. No obligation. Simply send your name, address, and zip code to: Reading, 835 Diversey Parkway, Dept. 647-010, Chicago, Illinois 60614. A postcard will do.

1000 TRICKS

BEA MAGICIAN!

Mystify—astonish others. Have fun. Be the life of the party. Make money in spare time too! Rush 25¢ now—today for this \$1.00 Giant Deluxe 160-Page Magic and Fun Catalog. Loaded with Magic, Pocket Tricks, Mysteries, Illusions, Secrets, Mindreading, Hypnotism, Party Stunts, Joker's Moviettes, Funsters, Brainbusters, Books, etc. Low prices. Illustrated! Send name, address and only 25¢.



Vick Lawton, Dept MC 8 NE Fifth Ave., Ft. Lauderdale, Florida

FLOWING

PSYCHEDELIC

LIVING

WEIRD

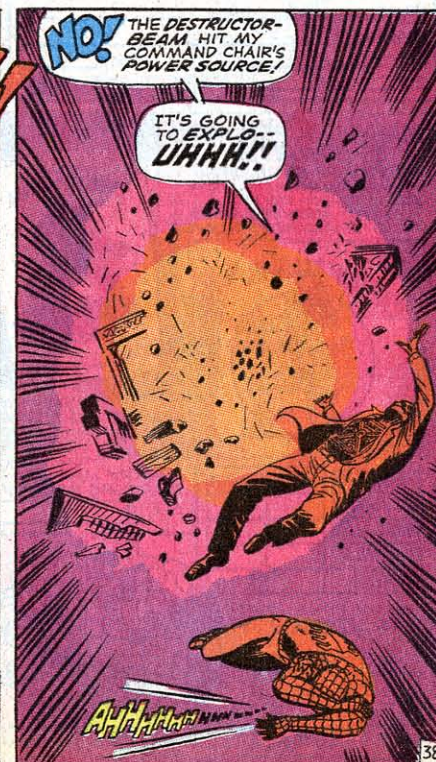
\$1.50

IN YOUR OWN HOME

See sights you have never seen before! Enter the psychedelic world of the Moore fantasia projected in your own home like the living, living light shows of today's discotheques. A visual accompaniment for today's new, way-out record sounds. Living patterns that must be experienced to be believed. Come dancing across your ceiling in a flowing, continual motion electrifying all that see. Like a hundred kaleidoscopes lighting up your room in an autolyptic fantasy for the ethereal, holy ones.

"LIVING LIGHTS"
Box 916-L, N. Hollywood, Calif. 91603
Price and one "Living Light" poster 1 each \$1.50
(plus 25¢ postage and handling for each package.)

Name _____
Address _____
City _____ State _____ Zip Code _____
☐ Deluxe Combination Kit. \$5.00 Ppd.



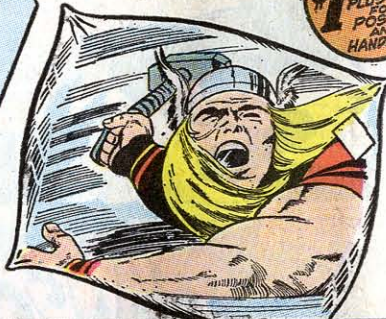
CONTINUED AFTER NEXT PAGE

IT'S BRAND NEW!! MARVEL'S SWINGIN' INFLATABLE PLASTIC PILLOWS!

INTRODUCING THE LATEST, MOST ORIGINAL MARVEL MERCHANDISING MASTERPIECES EVER... THREE DIMENSIONAL SUPER-HERO PLASTIC PILLOWS THAT CAN HOLD MORE WEIGHT THAN YOU CAN SHAKE A FORBUSH AT! YOU CAN BANG 'EM! TOSS 'EM! EVEN LET 'EM HANG LOOSE ON THE WALL! ...EITHER SPIDER-MAN OR THOR, IN FULL COLOR YET!



\$1.50
PLUS 15¢
FOR POSTAGE
AND HANDLING



I'D LIKE _____ SPIDER-MAN PILLOWS.
I'D LIKE _____ THOR PILLOWS.
TOTAL → _____

SEND TO:
MARVEL COMICS GROUP, DEPT. PP
625 MADISON AVE. N.Y.C. N.Y. 10022

NAME _____
ADDRESS _____
CITY _____ STATE _____
ZIP _____

SEND NO CASH! CHECK OR MONEY ORDER ONLY!

MARVEL SUPER-HERO
T-SHIRTS
ONLY \$2.00 EA. INCLUDING
POSTAGE AND HANDLING. WRITE
SIZE IN COUPON BELOW:
YOUTH - MEDIUM - LARGE
ADULT - SMALL - MEDIUM - LARGE



WE'VE ONLY GOT A
LIMITED SUPPLY.
FRANTIC ONES, SO RUSH
YOUR ORDER IN NOW!

The MERRY MARVEL
MARCHING
SOCIETY
MEMBERSHIP
KIT!

ALL NEW MEMBERSHIP KIT:
AN OFFICIAL RECORDING OF
M.M.M.S. SONG...
SWINGIN' STICKERS OF
EIGHT MARVEL HEROES
...A NUTTY NEW NOTE
PAD... A MARVEL MINI-
BOOK... AN M.M.M.S.
CERTIFICATE... YOUR OWN
MEMBERSHIP CARD...
ALL FOR ONLY \$1.00
PRESENT MEMBERS:
SEND US YOUR MEMBERSHIP
NUMBER AND WE'LL
SEND YOU NEW KIT FOR 75¢

T-SHIRTS	SIZE	QUANTITY
CAPT. MARVEL		
SPIDER-MAN		
THE HULK		
THOR		

MERRY MARVEL
MARCHING SOCIETY
KIT \$ _____



OKAY, MADMEN... HERE'S MY HARD-
EARNED CASH, WHICH I'M GIVING YOU AT:
M.M.M.S. MARVEL COMICS GROUP DEPT. A.J.
625 MADISON AVE. N.Y.C. N.Y. 10022

NAME _____
ADDRESS _____
CITY _____ STATE _____
ZIP _____

PLEASE: SEND NO CASH!
CHECK OR MONEY
ORDER ONLY!

ADD 20¢ EXTRA FOR EACH CANADIAN AND EUROPEAN ORDER! ALLOW 3-4 WEEKS FOR DELIVERY!

LATER, AN ACHING, PAIN-WRACKED
FIGURE SLOWLY STIRS--WAKENED BY THE
DEADLY PRODDING OF BLAZING FINGERS
OF FLAME--

THE PLACE
IS--
BURNING!

HAVE TO--
GET OUT OF
HERE--!



THE
SKULL
IS
GONE!

DID THE
FIRE GET
HIM--OR WAS
HE ABLE TO
MAKE HIS
ESCAPE?

IT DOESN'T MATTER!
I'VE GOT TO KEEP
SEARCHING--

THERE MUST BE
SOME PROOF OF
MY DAD'S
INNOCENCE HERE
SOMEWHERE!



HIS
CARD!
IT WAS
SINGED BY
THE FLAMES!

THE HEAT OPENED
SOME SORT OF
HIDDEN SEAM!
THERE'S ANOTHER
CARD--HIDDEN
INSIDE!

I'VE GOT TO
DISLODGE IT--
SEE WHAT
IT IS--!!



THIS IS IT--
THE PROOF I
NEED!!

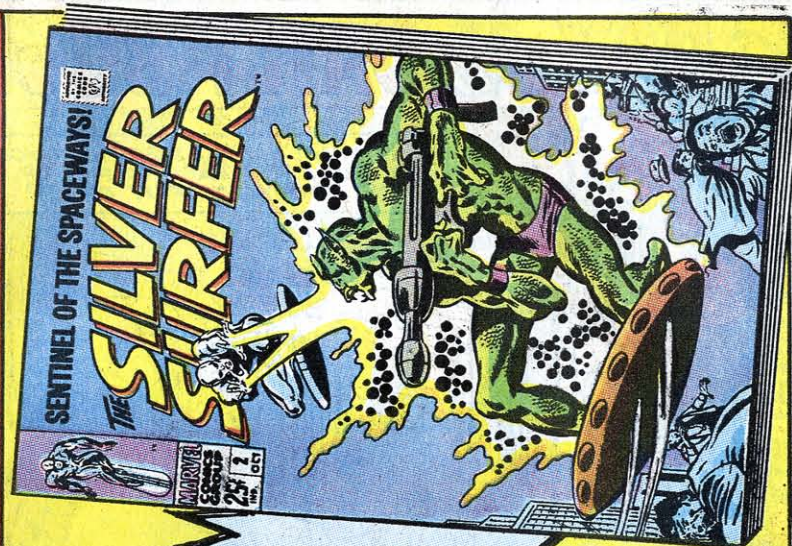
MY DAD'S CREDENTIALS--
AS AN AMERICAN COUNTER-
SPY, ANSWERABLE ONLY TO
THE U.S.A.!

THAT'S WHY HE WAS
MURDERED! HE'D BEEN
FIGHTING THE ENEMIES
OF OUR COUNTRY--
FIGHTING NAZIS AND
FASCISTS--AS A SECRET
DOUBLE AGENT!





TWO MORE TRIUMPHS FOR MARVEL...!



Now on SALE!

a DAY at the DAILY BUGLE



FREE!

Giant Stallion Mural
Full Color Masterpiece

FREE!



KING OF THE STALLIONS 16" x 20" Mural

SUPERB, ORIGINAL OIL PAINTING REPRODUCTION—YOURS FREE
WHEN YOU PURCHASE THESE 4 MAGNIFICENT THOROUGHBREDS

\$1 ALL FOUR PRINTS IN GLORIOUS \$1
COLOR ONLY ONE DOLLAR

Imagine hanging these superb masterpieces in your home or office. The small illustrations here cannot possibly show you the beauty and majesty captured by the artist ...only when you see them can you appreciate their beauty and grandeur. Never before has there been such a sensational art offer! Order NOW, get your giant mural free!

OFFER WILL NOT BE REPEATED

Order immediately: such an incredible offer will be made only once. Use handy offer form, send just \$1 plus 25¢ postage and we will send you all four plus your Giant Mural FREE. You must be delighted or return for full money back. Offer will not be repeated.



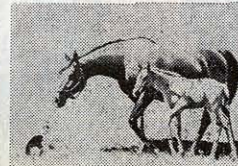
Aristocracy Lady



Pride 'O Duchess



Fascinator Empress



Lady Gallant

4 Magnificent Thoroughbred Paintings.
Yours As Large As 9" x 12" Full Color Reproductions.
Ideal for Home or Office or As Gifts.

COLONIAL STUDIOS, Dept. KH — 35

20 Bank Street, White Plains, New York 10606

Please send me the 4 full color Thoroughbred prints for just \$1 plus 25¢ postage AND MY GIANT MURAL FREE. Full money back guarantee if I am not delighted.

Enclosed is \$..... Cash, Check or Money Order

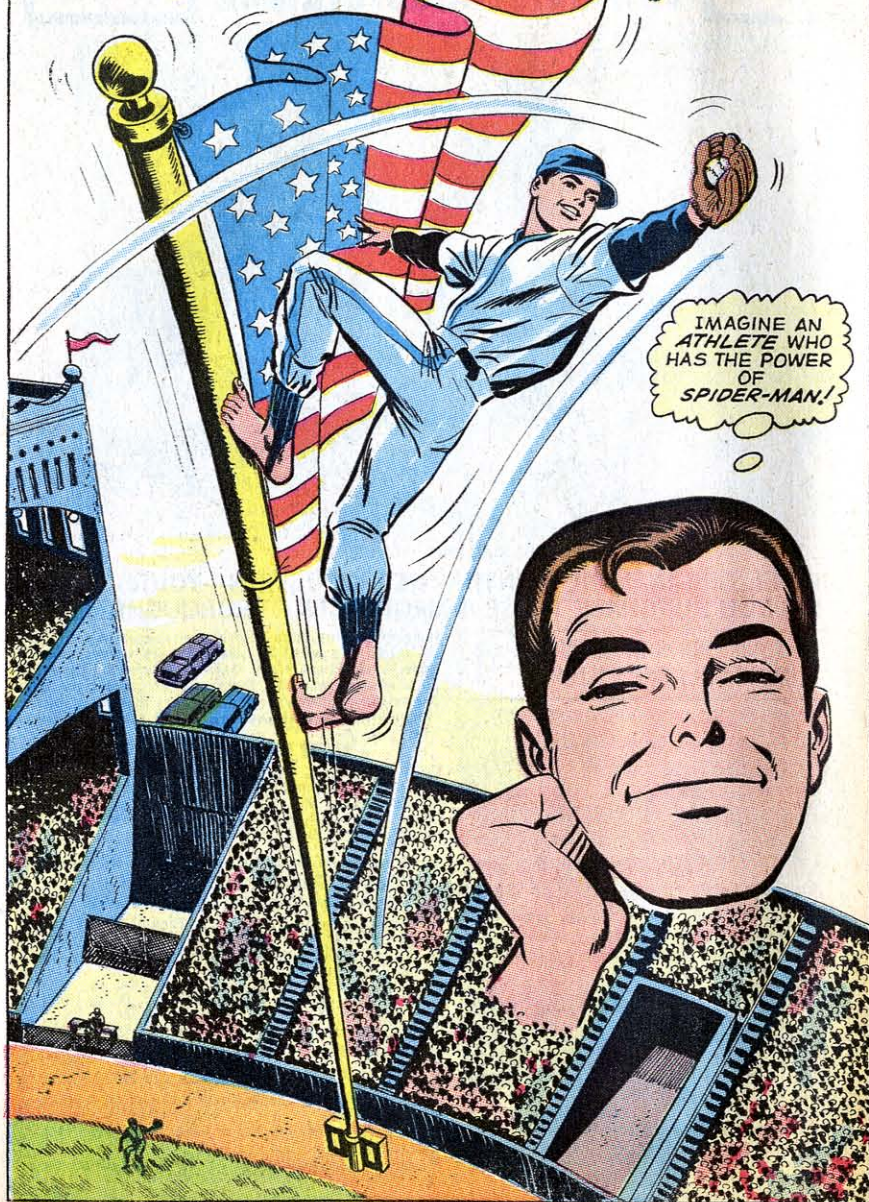
NAME..... (Please Print)

ADDRESS.....

CITY..... STATE..... ZIP.....

SAVE! SPECIAL OFFER: Order 2 sets of all 4 prints for only \$2. The extra sets make perfect gifts, and you get a FREE Mural with each extra set!

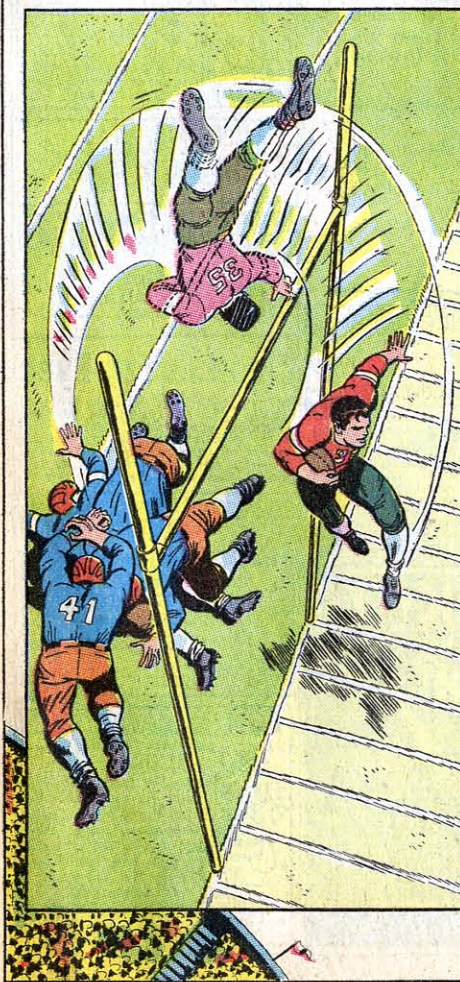
PETER PARKER, THE



IMAGINE AN
ATHLETE WHO
HAS THE POWER
OF
SPIDER-MAN!

SUPER SPORTS STAR!

EVER WONDER WHAT A REAL SUPERHERO DREAMS OF WHEN HE DAYDREAMS? WELL, WE'RE NOT SURE, BUT IF **WE** WERE MR. PARKER, WE'D GET A CHARGE OUT OF PICTURING OURSELVES IN THE WORLD OF SPORT!



...AND, CAN YOU JUST PICTURE OL' PETE IN THE **HUNDRED-YARD DASH**--A **SWIMMING MEET**--OR A **WEIGHT-LIFTING CONTEST**?!!

SEE? EVEN THE **BULL-PEN** CAN DAYDREAM!

SHOP BY MAIL



FREE!

The Secrets of Muscle Power!

You can have powerful muscles like these. Add inches to your arms, shoulders, chest and build your muscle power in just three minutes a day! Your power will actually increase 4% every week—be 50% stronger in just four months. It can happen to you!

Now: Now you can measure your daily progress with our unique pressure gauge.

Write for free full-color 24-page brochure showing the amazing TENSOLATOR® in action and other valuable aids. (Enclose 25¢ to cover postage and handling.) Write to: Thoylo Corporation, Dept. CM-4, 509 Fifth Ave., New York, N.Y. 10017.

MARVEL COMIC CHECK LIST & PRICE LIST

32 Page Pocket Size Booklet .25¢

We Buy and Sell

ROBERT BELL, 45-55 45th ST., WOODSIDE, N.Y. 11377



I'm 11 Years Old... and I Sell \$75.00 to \$100.00 a Week

writes Carl B. Rudd, Jr. Exceptional Blair Dealer of Ohio Says Carl: "I am very proud to have the opportunity to sell Blair Products. In the 2 1/2 months I have worked, I have bought my clothes and saved over \$200.00. Now have my business built up and sell \$75.00 to \$100.00 a week!"

Boys! Girls! If You'd Like the Chance to Make Good Money and Get Premiums, Too Send for Big Display Outfit!

your FREE TRIAL! Like Carl Rudd, you, too, may become a Blair Dealer and offer folks in your neighborhood famous Blair Quality Products—over 200 Food Products, Flavorings, Condiments, Household Items every home needs and uses every day. We'll send you big money-making Display Outfit containing full-size products worth \$5.00 at retail price—for FREE TRIAL. Show this Offer to friends, neighbors, and take easy, fast orders. No experience needed to make good money after school, weekends, just spare time! And you get valuable Premiums besides the cash you make!

SEND NO! Just print name, address, age on coupon, mail it today for FREE TRIAL. **MONEY!** money-making details, sent for Free Trial.

BLAIR, Dept. 272DW Lynchburg, Virginia
Rush Display Outfit, full-size Blair Products, complete money-making plan, Premium offers—For Free Trial.

Name.....Age.....
Address.....
City.....State.....Zip.....

POEMS WANTED

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. Examination and advice absolutely free. Send poems to: Five Star Music Masters—Dept. 26, 6 Beacon St., Boston 6, Mass.

ROCKETS

FLY INTO THE EXCITING WORLD OF SPACE SCIENCE & MODEL ROCKETRY.

LaserX



Centuri

SHOP BY MAIL

TOO SKINNY?



NEW SCIENTIFIC DISCOVERY HELPS YOU PUT ON WEIGHT
Put on weight with Health Aids Tablets
Improve your figure and looks by adding a few pounds and inches in the right places. Don't be skinny because of bad eating habits. Gain as much weight as you like.

Guaranteed safe for Men, Women, Teen-Agers
Health Aids tablets are packed with pounds gaining calories, Vitamin, Iron, Minerals, and other nourishing ingredients, to help you put on weight. Satisfaction Guaranteed or return tablets for refund.

Send money with your order and save yourself the costs of the c.o.d. and postage fees.

100 Tablets.....\$2.98
200 Tablets.....\$4.98
300 Tablets.....\$7.50

RUSH YOUR ORDER NOW
HEALTH AIDS CO. DEPT. MC 620
BOX 1, RUGBY STA., BROOKLYN, N.Y. 11203

FREE COMIC LIST FREE
SEND STAMPED SELF-ADDRESSED ENVELOPE TO:
COMIC SALES CO. BOX M-352
BROOKLYN, N.Y. 11211

\$10,000 FOR \$1

SEND \$1.00 (PLUS 25¢ FOR SHIPPING AND POSTAGE) AND WE WILL SEND YOU \$10,000 DOLLARS IN CONFEDERATE CURRENCY.....\$50,000 SENT FOR \$3.00.....ALL BUNDLES INDIVIDUALLY WRAPPED.....AN INTRODUCTORY OFFER, MONEY BACK GUARANTEE
REBEL, Box 111, Piedmont, Mo. 63957

Clean Fuzzy Eyes

Bathe eyes with LAVOPTIK, the Medicinal Eye Wash. Floats away dust, dirt, other irritants. Aids natural healing. Makes eyes feel clear, look sparkling bright. For dependable eye comfort insist on genuine LAVOPTIK. Eye Wash with eye cup included, at your drugist. Satisfaction or your money back.

BIKE DECALS

Over 50 flashy, colorful pictures for decals to dress up your bike. \$0.99 each, \$1.00 each.

BUNNY DECALS

One Dozen Assorted Signs to Dress Up Your Car Windshield, Luggage, Tool Box, Locker, etc.

350 KRAZY LABELS

Ass'd. Multi Signs Stamped Label Stick-Ons
"DECALS" P.O. BOX 1725-MC NEWARK 1, N.J.

FUN 'N MAGIC PAC

ALL THIS ONLY \$1.00 (Reg. \$2 Value)

Diminishing Cards, "I" Puzzles, Lover's Fun Cards, Back Seat Drivers License, Ventrilo Wonder Voice Thrower, Smallest Playing Cards, Swiss Warbler, Screaming Eagles Decal, Amazing Age Cards and Two Card Monte.

Cash-Check-Money Order
ELBEE COMPANY - DEPT. 1
P.O. Box 7408 - San Antonio, Texas 78207
1,500,399 Tricks, Jokes, Novelties

NOW IN FULL COLOR!

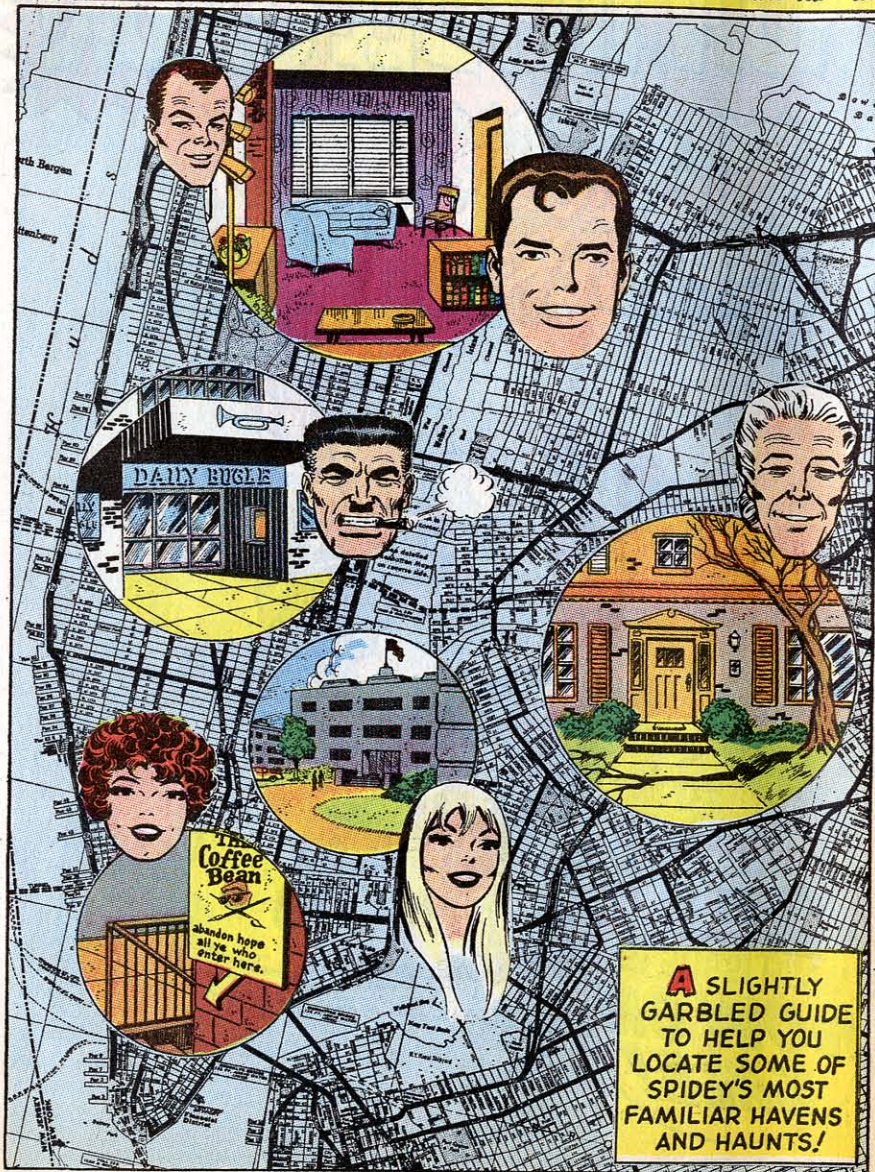
THE SPECTACULAR SPIDER-MAN

35c NOV. 40c IN CAN 1966



THE 2ND SMASH ISSUE IS NOW ON SALE!

WHERE IT'S AT!



MOST POWERFUL AIRPLANE

The XB-70A Valkyrie is the most powerful airplane in the world. This delta (triangular) winged experimental bomber weighs 265 tons (530,000 pounds) and is 196 feet long. The distance from wing tip to wing tip (wing span) is 105 feet. It has flown at speeds of Mach 3.0 or 2,000 M.P.H., and as high as 70,000 feet. The Valkyrie gets its power from six turbojet engines, which have a total thrust or driving force of over 180,000 pounds.



GO-POWERFUL CHEERIOS KID

The Cheerios Kid gets go-power from Cheerios! Like you, he needs a fresh supply of energy every day. And, a breakfast with Cheerios and milk is packed with muscle-building protein and energy for go-power. Get yourself Go. Get Cheerios!



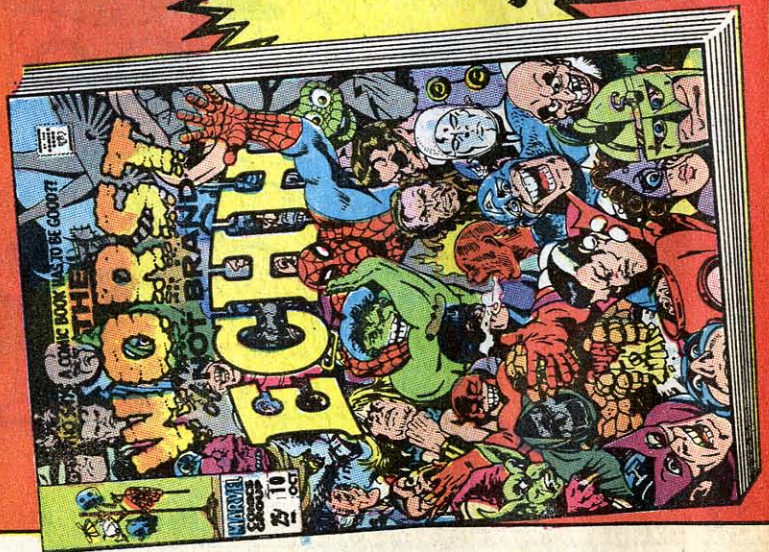
GENERAL MILLS



TWO MORE TRIUMPHS FOR MARVEL...!



Now on SALE!



YOU MUST HAVE WONDERED...HOW WE CREATE ALL THE STORIES AND ART FOR *THE AMAZING SPIDER-MAN*...HERE IS A TYPICAL HONEST-AND-TRUE SITUATION FROM WHICH HIS ADVENTURES EVOLVE...

HERE WE GO-A-PLOTTING!

NOTHING HAS HAPPENED FOR 3 1/2 MINUTES...WITH GROWING CONCERN, THE CREATORS WAIT FOR INSPIRATION...

GOOD OL' SMILEY



LARRUPIN' LARRY

JAZZY JOHNNY

NO CREDITS FOR THIS ONE 'CAUSE NOBODY WILL TAKE THE BLAME!

*THE RECORD FOR NOTHING HAPPENING WAS 4,003 MINUTES IN 1965--WHEN STAN THE MAN WAS TRANSFIXED (DURING A STORY CONFERENCE FOR THE MIGHTY THOR) BY THE APPARENT POWERS OF LEVITATION OF J. KIRBY (WHO HAD SAT UPON MR. LEE'S CIGAR!).



I GOT IT!

I KNEW I'D GET IT... I LOVE GREEN SOUR-BALLS, BUT THEY ALWAYS GIVE ME HEARTBURN!



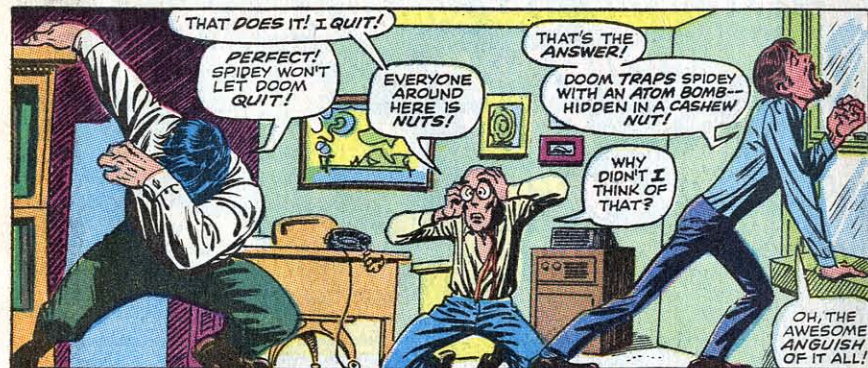
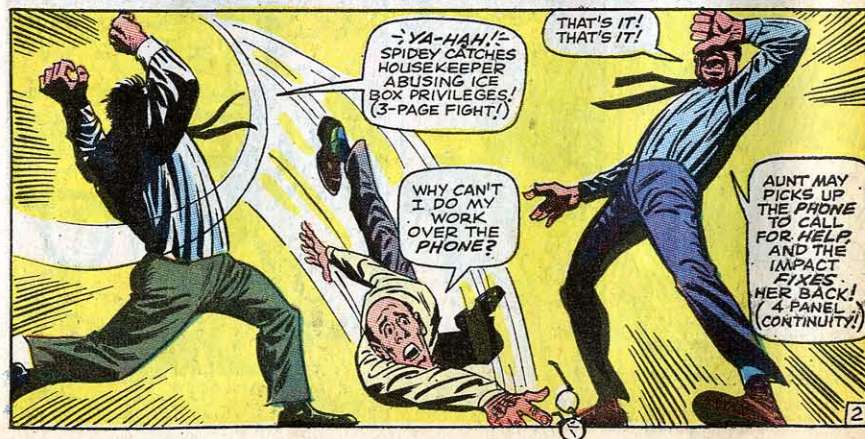
THAT'S IT!!-BRILLIANT! WHAT A GREAT EVERYDAY HUMAN EXPERIENCE! (FIRST PAGE) AUNT MAY HAS HEART-BURN! SPIDEY MUST GET HER GREEN PILLS!



OH--THIS IS TERRIBLE!

WHAT'S TERRIBLE?!!

NOW I GOT A SOUR BALL STUCK IN MY THROAT!





Norman Rockwell—America's most beloved artist. He is a founder and member of the Guiding Faculty of the Famous Artists School.

'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 Kock 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—recently 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.

Kathleen Gironda of Indiana, Pennsylvania, was an 18-year-old salesgirl in a department store. She still works for a department store, but now it's as an advertising artist and fashion illustrator.

With Famous Artists training James Ryan, formerly a clerk, has become an illustrator at Hughes Aircraft—and turns out a steady stream of well-paying free-lance artwork in his spare time.

Oregon housewife Helen Tryk lives 150 miles from the nearest big city. But she does fashion illustration, has her own studio, runs an art work shop, 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 sufficient evidence of art talent—may enroll in the School. But there's no obligation. Simply mail the coupon below.

Famous Artists School

Studio A-59 39
Westport, Conn. 06880

I would like to find out whether I have art talent worth developing. Please send me, without obligation, your Famous Artists Talent Test and information about your courses.

Mr. ☐
Mrs. ☐
Miss ☐ ← Circle one and please print

Street _____

City _____

State _____

Age _____ Zip _____

Accredited by the Accrediting Commission
National Home Study Council

Founding Faculty of the Famous Artists School

Norman Rockwell	Fred Ludekens
Jon Whitcomb	Ben Stahl
Al Parker	Robert Fawcett
Stevan Dohanos	Austin Briggs
George Giusti	Harold Von Schmidt
Peter Helck	Albert Dorne

TM & © 2006 MARVEL