MY SECRET NEW DYNAFLEX METHOD CAN BUILD YOU A MAGNIFICENT NEW HE-MAN-MUSCLED BODY IN JUST TEN MINUTES A DAY—WITH ABSOLUTELY NO WEIGHTS—NO BAR-BELLS—NO EXERCISE AT ALL!

Yes! If the girls LAUGH at you now when you take off your shirt—they’ll be breaking down the doors to get dates with you—once they’ve seen the rugged DYNAFLEX BODY I can give you! I’ll build you a tough strong massive body—shoulders clad with solid inches of he-man BRAWN. I’ll give you bulging biceps, trip-hammer fists, power-packed legs, and a chest that will have you popping the buttons off your shirt with pride!

(—says MIKE MARVEL, “Builder of Champion Bodies”)

ARE YOU ASHAMED OF YOUR BODY NOW?

When—YOU'RE FLAT—take a good look in the mirror. Do you see a soft, flabby, affairs-of-the-moment, body? Do you see weak and sullen muscles, that the girls will never notice? Do you see a body that will never attract a strong man?

RELAX OR NOT—can add solid muscle!—the rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, rigid, 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NEVER, WITHIN THE MEMORY
OF MAN, WAS THERE A "CLASS"
SUCH AS THIS / NEVER WAS
"THERE A "TEACHER" SUCH AS
PROFESSOR X / AND NEVER WERE THERE
"STUDENTS" SUCH AS THE...

ATTENTION,
X-MEN! THIS IS
PROFESSOR X
CALLING! REPEAT:
THIS IS
PROFESSOR X
CALLING?

YOU ARE ORDERED
TO APPEAR AT ONCE!
CLASS IS NOW
IN SESSION!
TARDINESS WILL
BE PUNISHED!

THE ANGEL
REPORTING, SIR!

ICYMAN
RIGHT ON
SCHEDULE, SIR!

THE BEAST
IS HERE, SIR!

Written by:
STAN LEE
Drawn by:
JACK KIRBY
Inked by:
PAUL REINMAN
Lettered by:
S. ROSEN

AND NOW, PREPARE YOURSELF FOR ONE OF THE MOST EXCITING READING EXPERIENCES OF YOUR LIFE! FOR YOU ARE ABOUT TO ENTER THE FASCINATING, UNPREDICTABLE WORLD OF... THE X-MEN!
C’MON, ANGEL! LET’S TILT THE PROFESSOR’S CHAIR BACK AND MAKE HIM MORE COMFORTABLE.

WITH PLEASURE, CYCLOPS, OLD MAN! WE WANT THE PROFESSOR COMFORTABLE WHILE HE PUTS US THROUGH OUR PACES!

HEY, BEAST, COME HERE! I WANNA SHOW YOU A NEW STUNT I LEARNED WITH MY FROSTING POWER!

LEGO MY ARM, YOU BLASTED WALKING ICICLES! YOU WANT ME TO FREEZE TO DEATH?!

BRRR! I DON’T MIND ICE CUBES, BUT I LIKE ‘EM IN A COKE, NOT TICKLIN’ MY ARM.

HA! WITH ALL YOUR SUPER-POWERS, YOU GUYS ARE JUST A BUNCH OF SOFTIES! CAN’T EVEN STAND A REFRESHIN’ DOSE OF FREEZIN’ ICE CUBES!

SOFTIES, ARE WE?? JUST WAIT ‘TILL MY ARM THAWS OUT! I’LL MAKE YOU EAT THOSE WORDS, LITTLE FELLA!

Yeah? You and what other army?

Hold it, lads! No fighting during class, remember?

Thank you, Angel! And now, it is time to begin your lessons! The Beast will be first! Prepare to operate the training machine, Cyclops!

Yes, sir! Professor! Everything is ready!

Allow me to congratulate all of you! You are receiving my thoughts perfectly! Soon, there will be no need for me to speak aloud to you at all!

And now, Beast… Grab the taut wire above you with your toes! You have exactly a second and a half! Go!

I can do this in my sleep by now!
EXCELLENT! NOW SPIN AROUND! FASTER! FASTER! PRETEND AN ENEMY IS SHOOTING AT YOU! YOU MUST MAKE YOURSELF AN IMPOSSIBLE TARGET.

AND NOW, AT MY COMMAND, RELEASE YOURSELF FROM THE TAUT WIRE AND EXECUTE MANEUVER "G"! YOU HAVE EXACTLY THREE SECONDS.

GO!

THREE SECONDS EXACTLY! WELL DONE, BEAST!

NOW FOR YOUR BALANCE DRILL! STEADY... STEADY! SLACKEN THE TENSION, CYCLOPS!

TOO FAST! YOU'RE SWAYING TOO MUCH! RECOVER... QUICKLY! NOW LAND ON YOUR FEET BEFORE THE ROD SNAPS BACK! CAREFUL...

GOOD!! NOW, AS THE ROD BEGINS TO SAG, MAINTAIN YOUR BALANCE... ON ONE FINGER! HOLD IT! HOLD IT!

WHEN... HOW'D I DO, SIR?

YOU'LL RECEIVE YOUR GRADE TOMORROW! ALL RIGHT, ANGEL... IT'S YOUR TURN.

ARE YOU RECEIVING MY THOUGHT CLEARLY? GOOD! NOW, BE SHARP... TODAY WE TEST YOUR WING REFLEX! YOU DARE NOT MAKE A MISTAKE!

MISTAKES ARE FOR HOMO SAPIENS, SIR... NOT THE ANGEL!
DON'T BE OVERCONFIDENT, ANGEL! YOU ALMOST SINGED YOUR WING ON THAT UNEXPECTED FLAME JET.

GOOD! YOU AVOIDED THE SECOND OBSTACLE WITH SECONDS TO SPARE!

SSSSS!

YEAH! NOW I'M GETTING WARMED UP!

FIRST TIME I EVER FLEW THE SPANNER WITHOUT A SLIP!

WHAAAA... WHAT'S THIS??

I WARNED YOU AGAINST OVERCONFIDENCE. THIS Sudden Sound Concussion Is TO TEST YOUR SURVIVAL ABILITY! YOU MUST NOT FALL TO THE GROUND!

HOLD ON, ANGEL! FLAP YOUR WINGS! KEEP FLAPPING... DON'T STOP! YOU CAN DO IT, BOY! YOU MUSTN'T FALL!

THAT WAS A CLOSE ONE, SIR! BUT I THINK I'M ALL RIGHT NOW.

YES, YOU'RE BEGINNING TO MASTER THE HOVERING MANEUVER... IT MAY SOME DAY SAVE YOUR LIFE THAT WILL BE ALL NOW!
Professor, when are you gonna stop taking it easy with me? Just because I'm a couple years younger than the others? Now am I ever gonna graduate at this rate?

Some things cannot be rushed, Iceman! You may have five minutes of free play, doing what you wish.

Well, if he's gonna treat me like a kid, I'll act like a kid. I'll need a carrot, and some buttons.

At least I'll get a few laughs out of this.

Iceman: forgets I can read his thoughts clearly. Beast, stand ready. We will test his reflexes within ten seconds!

Ta-ta-ta-taaa! Look at me... I'm a snowman.

He is completely off-guard! Now, Beast, hurl that ball.

Watch yourself, Iceman! This thing is no soap bubble.

I'm gonna go stand on someone's lawn if I don't get something to do around here pretty soon.

Hot diggity! A test for me at last, okay? I'll just form a little ice shield out of my frozen breath, and then...

Right back at you, partner.

Good work, Iceman! Your reflexes are astonishing for a sixteen year old!
Right in the ol' pocket, kid! Hey, maybe we'll challenge the Harlem Globetrotters some day, eh?

Silence, Beast! The lesson is not yet over! Cyclops is still to be tested!

Look, you two clowns... be more careful next time! That bowling ball just missed the professor by a whisker! That kind of horseplay isn't funny!

Quit grandstandin', Cyclops! We know what we were doin'! And the prof knows we don't want him to get hurt any more than you do!

Cyclops! Attention!! This is your test. Assume the beast and iceman are your enemies! Put them out of action, without causing serious injury!

As you say, sir!

Slowly, silently, cyclops adjusts the small lever at the side of his head. Shield? And, as he does so, his eye visor opens wider and wider... until...

You're the oldest, beast, so you're first!

Yeow!

Hey, turn down that blasted visor of yours, Willya? You almost knocked me clean through the wall!

Sorry, Beast! I just wanted to show the professor what I can do!

And now for the iceman! You're wasting your time, Junior... that ice-cube shield can't block out my energy ray!

Maybe not, but it'll sure slow it down a lot!

Continued after next page...
FREE WITH ANY PURCHASE
LINCOLN PENNY ALBUM
(WE PAY UP TO $150 WHEN IT'S FILLED)

ANY ITEM IN THIS GROUP (A)
(all different dates)
A-2 Ind. cents (pre-1909) $1
B-3 nickels (pre-1913) $1
C-1 quarter (pre-1916) $1
D-2 dimes (pre-1916) $1
E-4 nickels (pre-1938) $1
T-currency from 10 country $1
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4 INDIAN CENTS IN ALBUM
Getting scarcer each year! 4 different scarce Indian cents in special album.

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H-1 2c piece $2
J-1 2c piece $2
K-4 dimes (pre-1916) $2
L-3 quarters (pre-1916) $2
M-1 dimes (pre-1891) $2
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TURN-OF-CENTURY TYPE SET
Indian cent, V-Nickel, Barber Dime, Quarter, Half encased in attractive covered holder.

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RECORD YOUR VOICE AT HOME
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FEATURES:
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MAKE YOUR OWN RECORDS ANYWHERE
Kids—now you can cut your own records at home. Sing, tell jokes, record secret conversations, speeches, all your favorite records and music, and it's all ready to play back instantly. Put your voice on records, or a pair, or Max & Dad's and then play it back at home, parties, gatherings, or whenever your family and friends gather.

IT'S FUN—IT'S REVOLUTIONARY—IT'S ELECTRONIC
You receive complete recording equipment, including recording arm and head, microphone, tracking disc, cutting needles, and full supply of blank records. It all attaches to your phonograph, and it's all set to record and play records anywhere. You can turn it on and off, and record to your phonograph, and it all attaches to your phonograph, and it's all set to record and play records anywhere. It includes all the supplies you need to make your own records.

10 DAY FREE TRIAL
Don't delay! Order now! Use this exciting recorder for parties, gatherings, recording sessions, and just plain fun for 10 full days. Test it in your own home, and if you're not 100% delighted, simply return for prompt refund of the full purchase price. Only $6.98 plus shipping charges.

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Honor House Products Corp. Dept. RL-99 Lynbrook, New York
Rush my Voice Recorder at once. If I am not 100% delighted after 10 day free trial, I may return the merchandise for prompt refund of full purchase price.

SEND 2 FOR OUR ILLUSTRATED CATALOG that shows prices we pay for all U.S. coins!

SEND 1 FOR OUR ILLUSTRATED CATALOG that shows prices we pay for all U.S. coins!
Hey!! That's not fair! You're openin' that cotton-pickin' visor of yours wider!

Iceman, for the kind of career we're training for, there's no such word as "fair."

Now protect yourself! My energy beam is smashing through!

This is one day I shoulda stood in bed!

Okay... turn that blamed beam off, Willya?

Angel! Beast! Join Iceman! Try to subdue Cyclops!

Thanks, Prof! I could use a little help!

It is not for your sake alone, lad! A few minutes of rough-house is good for all of you... to help you let off some steam.

Then, suddenly, minutes later, a sharp commanding thought pierces the brain of each of the four rampaging youths...

Enough! The lesson is over. We must turn our energies to different matters. Return to your places... at once!

Stunned by the force and explosive power of Professor Xavier's mental command, the X-Men recoil and draw back. Their friendly free-for-all completely forgotten.

Whew! He almost bowled me over with that one!

Let's simmer down and see what happens next!

I congratulate you all! You have mastered reading my thoughts perfectly, and now I shall return to normal speech communication.

You may be interested to learn that at this very moment I sense a taxi approaching our main gate. Within that vehicle is a new pupil... a most attractive young lady!
You're right, sir! Wow! She's a real living doll! A red head! Look at that face... and the rest of her! All of a sudden, I'm in no hurry to graduate from this place!

I'm glad, too! Who needs the extra competition from Iceman? I wonder what super-human powers she possesses? She looks normal enough!

Well, let's go in and change, so we don't scare her when she first sees us!

A girl... big deal! I'm glad I'm not a wolf like you guys!

Come in, my child! I am Professor Xavier! I am glad you received my message!

It all seemed so strange, Professor, and so... mysterious! I was to tell no one but my parents that I'm coming here... and you didn't describe the course of study!

What kind of school is this, sir? I have a right to know!

I think you already suspect, Miss Grey! You see, I can read your thoughts quite clearly... and I know all about your unusual "talent"!

You, Miss Grey, like the other four students at this most exclusive school, are a mutant! You possess an extra power... one which ordinary humans do not! That is why I call my students... X-Men, for extra power!

And here they are now! Allow me to present them to you! From left to right we have Hank McCoy, known to us as the Beast! Bobby Drake, known as Iceman! Slim Summers, our human Cyclops! And Warren Worthington the third, who is called the Angel! Boys, this is Miss Jean Grey! She will be known as Marvel Girl!

Welcome to the X-Men, Miss Grey!
HOW COME HE'S CALLING YOU MARVEL GIRL, MISS GREY? WHAT POWER DO YOU HAVE?

SHE HAS ONE VERY OBVIOUS POWER... THE POWER TO MAKE A MAN'S HEART BEAT FASTER!

Y'KNOW SOMETHING, WARREN, IF I HAD YOUR LINE, I'D SHOOT MYSELF!

YOU'LL LEARN MORE ABOUT ME, BOYS, IN TIME!

WELL, NO TIME LIKE THE PRESENT! CYMON, SLIM, BRING THE LITTLE LADY A CHAIR!

HANK, I'LL BRING HER THE WHOLE ROOM OF FURNITURE IF SHE ASKED ME!

THAT'S REALLY NOT NECESSARY, SLIM!

TH... THE CHAIR! IT SLID OUT OF MY HANDS!

YIYIYIYI! HOLY SMOKE! WHAT'S GONNA HAPPEN?]

DON'T BE ALARMED, BOYS. I JUST THOUGHT I'D SAVE YOU THE TROUBLE!

NOW, THEN, PROFESSOR, I BELIEVE WE CAN CONTINUE OUR INTERVIEW, AS YOU WERE SAYING...

I DON'T GET IT, SIR! WHAT HAPPENED TO THAT MOVING CHAIR? PERHAPS YOU'LL BETTER DEMONSTRATE A BIT MORE, JEAN!

VERY WELL, SIR! ALL MY LIFE I'VE HAD TO CONCEAL THIS POWER, OF MINE...

NOW, I MUST ADMIT IT'S A PLEASURE TO BE ABLE TO PRACTICE TELEPORTATION OPENLY, WITHOUT FEAR OF BEING DISCOVERED, OBSERVE THAT BOOK!

BY THE POWER OF THOUGHT, I AM ABLE TO MOVE OBJECTS AT WILL!

BUT IT GETS BORING AFTER A WHILE, SO I'LL RETURN THE BOOK... LIKE THIS!
THANK YOU, JEAN! AND NOW LET ME TELL YOU MORE ABOUT MY SCHOOL...

I WAS BORN OF PARENTS WHO HAD WORKED ON THE FIRST ATOMIC PROJECT LIKE YOURSELVES, I AM A MUTANT... POSSIBLY THE FIRST SUCH MUTANT! I HAVE THE POWER TO READ MINDS, AND TO PROJECT MY OWN THOUGHTS INTO THE BRAINS OF OTHERS!

BUT, WHEN I WAS YOUNG, NORMAL PEOPLE FEARED ME, DISTRACTED ME! I REALIZED THE HUMAN RACE IS NOT YET READY TO ACCEPT THOSE WITH EXTRA POWERS! SO I DECIDED TO BUILD A HAVEN... A SCHOOL FOR X-MEN!

HERE WE STAY UNGUARDED BY NORMAL HUMANS, AS WE LEARN TO USE OUR POWERS FOR THE BENEFIT OF MANKIND... TO HELP THOSE WHO WOULD DISTRUST US IF THEY KNEW OF OUR EXISTENCE!

DUE TO A CHILDHOOD ACCIDENT, I MYSELF MUST REMAIN IN THIS CHAIR, BUT THROUGH A MASTER CONTROL PANEL I HAVE MANY DEVICES AT MY COMMAND... AND THROUGH MY MIND, I AM ALWAYS IN TOUCH WITH MY X-MEN!

AND NOW, I LEAVE YOU TO GET TO KNOW EACH OTHER BETTER!

LET ME BE THE FIRST TO WELCOME YOU TO THE X-MEN! BEAUTIFUL Mmmm!

HANK! TAKE YOUR PAWS OFF HER!

OH!

FOR THE LOVE OF PETE!

OH, BOY! WHAT A GAL! I HOPE SHE KEEPS THAT BIG APE UP THERE FOREVER!

DON'T WORRY, WARDEN! I'M NOT EXACTLY HELP-LESS, AS YOU CAN SEE!

HEY, C'MON! HAVE A HEART! I WAS ONLY TRYING TO BE FRIENDLY!

A FELLA COULD GET DIZZY UP HERE! LEMME DOWN, HUH? THIS IS EMBARRASSING!

THERE! YOU'RE DOWN!

OOOFF!!

WHUH!

VERY WELL, I'LL LET YOU DOWN!
I hope I wasn't too rough on the poor dear.

Jean, what I've wanted to ask is just what exactly is our mission, sir?

Jean, there are many mutants walking the Earth... and more are born each year.

Not all of them want to help mankind... some hate the human race, and wish to destroy it. Some feel that the mutants should be the real rulers of Earth. It is our job to protect mankind from those, from the evil mutants!

At that very moment, just such a mutant prepares to strike in a secret laboratory near Cape Citadel.

The moment is at hand.

All my months of preparation and planning will now pay off!

The human race no longer deserves dominion over the planet Earth. The day of the mutants is upon us.

The first phase of my plan shall be to show my power... to make Homo sapiens bow to Homo superior!

The mightiest rocket of all is about to be launched! Using maximum security precautions, the government feels nothing can prevent its successful flight.

But here, miles from the launching site... the miraculous Magneto, alone, shall make a mockery of their greatest effort!

Continued after next page...
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CATALOG PRICE 75¢—BUT YOURS FREE to get names for our mailing list

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Get your FREE packet of coins and money—plus $100,000 in Confederate "money" as your bonus—together with lists of popular coins available, and other interesting offers on approval. Just send coupon now, with 10¢ to help cover shipping, to:

LITTLETON COIN CO., Dept. MC-8
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INSTANT LIVE SEA ANIMALS
just add water... you've got INSTANT LIFE

It's true. Now, right before your eyes—in just 24-72 hours—a happy troupe of hundreds of playful tumbling sea-monkeys (exotic Saskatchewan Brine Shrimp) that are more fun than a sea full of seals. Amaze both children and adults as you watch the comic antics of these fantastic underwater sea clowns. Day and night you'll see them chase each other in a playful game of hide and seek. The loser gets caught by the tail and is spun in a dizzy circle. See the "showoffs" turn somersaults underwater... see the ticklish ones scratch each others' backs. Watch them cavort singly or glide gracefully in formation creating your own underwater circus.

MIRACLE OF LIFE

Right before your eyes these genuine live sea animals burst forth from "magic" powder eggs, which will remain alive as long as eight years. You can raise an entire troupe in an ordinary glass jar using just tap water. It's so easy... just empty the package into a jar or fish bowl; add water and you have created "instant life." You can have a whole sea brood to give as gifts or sell if you wish.

SEE THEM OBEY YOUR SILENT COMMANDS

Darken the room and watch them follow a flashlight or candle beam forwards, backwards, sideways or around like a pack of happy kids playing follow the leader. Order now.

MAIL TODAY FOR FREE COINS AND MONEY

LITTLETON COIN CO., Dept. MC-8
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Please rush me FREE packet of coins and money—plus $100,000 in Confederate "money"... lists of popular coins available... and other interesting offers on approval. Enclosed is 10¢ to cover shipping.

Name... (Please Print Plainly)
Address...
City... Zone... State...

SEE THEM CHANGE COLOR

Mail this coupon and we'll send you 3 colors of sea-monkeys—white, pink and red. These are their natural colors. Yet, with a drop of vegetable food dye in their water, you can change the color of these little sea-monkeys as often as you wish. Make them green, blue, purple, yellow or any other hue or shade without harming them. This dye will enable you to see their internal organs and how their life processes function.

MONEY BACK GUARANTEE

BARGAIN CO. (Dept. MC-8), 101 East 32nd St., New York. Rush me my "magic" eggs for hatching live sea animals at once. If you are not 100% delighted, I may return it for prompt refund of my purchase price.

[Boxes for options:]
- I enclose $3.00 plus 25c shipping charge for one order.
- SAVE 50c. I enclose $2.00. Send double order for hatching two live sea circuses.

Name...
Address...
City... Zone... State...
AHHH! I CAN FEEL THE IRRESISTIBLE WAVES OF PURE MAGNETIC ENERGY SURGING FROM ME! NOW, BY EXERTING EVERY IOTA OF POWER, I CAN DIRECT THAT ENERGY UPWARD...

...UNTIL IT STRIKES THE SPEEDING MISSILE, CAUSING IT TO CHANGE DIRECTION... TO FALTER... TO LOSE ALTITUDE!

***TO BE COMPLETELY, IRREVOCABLY DESTROYED!!

GENERAL, EVERY PHASE OF THE LAUNCHING WAS A-OKAY! THERE CAN ONLY BE ONE EXPLANATION... THE BIRD WAS TAMPERED WITH!

BUT HOW? EVEN A MICROBE COULDN'T HAVE PENETRATED OUR TOP SECRET SECURITY MEASURES!

THE NEXT DAY, THE SHOCKING NEWS IS TRANSMITTED TO A STARTLED PUBLIC...

INCREDIBLE! IT'S ALMOST AS THOUGH A DESTRUCTIVE GHOST IS RUNNING AMOK AT THE CAPE!

EXTRA! EXTRA! ANOTHER MISSILE FAILS! EXTRA!

DAILY GLOBE
FINAL
SIXTH TOP SECRET LAUNCHING FAILS AT SEA!
PHANTOM SABOTEUR STRIKES AGAIN!

BUT THE WORST IS YET TO COME! LATER THAT AFTERNOON, AT THE HEAVILY GUARDED FENCE SURROUNDING THE LAUNCHING SITE...

KEEP THAT GUN DON'T IT, BIT. IT'S QUIVERING THAT WAY? W-WE'RE NOT MOVIN' IT BY ITSELF!

SOMEONE LIKE A LIVING THING, THE MACHINE GUN LEAPS INTO THE AIR, SPINS AROUND, AND BEGINS TO FIRE WILDLY IN ALL DIRECTIONS!

RUN FOR COVER!! THE GUN IS OUT OF CONTROL!!
But the machine gun is not the only thing that suddenly, maddeningly seem to go amok!

Run! The tank is moving by itself! Gangway!

Swish!

Clank!

Clank!

Within seconds, the entire installation is alarmed, as emergency measures are swiftly brought into play! And then...

Sound the alarm! Condition red! Alert the Pentagon!

General! Look! Above us... in the sky!

Appearing as though by magic, over the heads of the astonished troops, huge letters take shape... composed of the dust particles from the air itself, skillfully magnetized into a message by the unseen mutant!

Surrender the base or I’ll take it by force! Magneto

Magneto? Who... what is Magneto? Is someone playing a grim prank?

General, what does it mean? You saw that machine gun... that tank... rampaging out of control! This is no joke, Colonel.

‘They are startled! Good! The element of surprise is in my favor!’

But they’re making no move to surrender! Perhaps they need another demonstration of my power!

I’ll direct my magnetic impulses into this energizer, to increase their power, and then I’ll leave the helpless Homo Sapiens with no room for doubt!
An instant later, invisible waves of pure, powerful magnetic energy flow irresistibly into an under-ground silo where one of democracy's silent sentinels wait, at the ready!

And then, manipulated by a sinister intelligence, many hundreds of yards away, the magnetic force lifts the silo head, activating the mighty missile!!

Demonstrating a power which the human brain is almost unable to comprehend, Magneto causes the grim rocket to fall into the sea many miles from shore, next to an unmanned target ship.

But still, the thought of surrender never crosses the minds of the fighting-mad base personnel!

Sergeant! Order the guard doubled at every missile control center. Any rocket deemed a menace is to be destroyed instantly!

Some power beyond our understanding is affecting our weapons! We must find this Magneto!

General, look! That commotion at the main gate! It seems that he has found us first!

Hold it, Mac! If you're lookin' for a masquerade party, you've come to the wrong place. Beat it!

Well said, guard! What a pity you have no power to back up such impressive words! Your puny weapons cannot stop me!

They can't! Eh? One little burst over your head will surely change your mind?

Hey! Wha-what gives? The gun won't fire! The trigger seems locked in place!

I can't even lift my gun. It feels like it weighs a ton!

CONTINUED AFTER NEXT PAGE...
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Illustrated: 1804 silver dollar — 19,000 minted, only 12 accounted for—where are the rest?
Now I'll merely alter my magnetic waves from positive to negative, so that they will repel anything that comes within range! Nothing can touch me as I walk to my objective!

We can't stop him. Call for reinforcements!

I'm way ahead of ya, pal!

But the additional reinforcements are equally powerless to stop the one-man invasion of the strategic base!

It... it's like he's got an invisible barrier 'round him, ruling us away.

There! By simply narrowing my magnetic waves all around the lesser humans, I can keep them confined to that area until I reach their officer-in-command!

And finally...

Hold it, men!

Wrong, general! I have all the time in the world! And now, I, the miraculous Magneto, claim this entire installation... in the name of homo superior!!

That does it! Take him, men! He'll show him that...

Wha... what's that? We can't move out of this small area. It's like being encircled by an invisible living fence!

That "living fence" as you call it is the symbol of my great power. It is a mighty shield of magnetic energy!

And so I have now accomplished my first objective! Gentlemen, Cape Citadel is mine!
Meanwhile, in a dormitory room at the world's most exclusive private school, Jean Grey is absorbed with her reflection in the full-length mirror...the reflection which reveals the new Marvel Girl!

Where did the doll go? Oh...there she is! Wow! Looks like she was poured into that uniform!

Suddenly, the youngsters' bantering is forgotten as a sharp commanding thought registers in the brain of each of them!

Attention, X-Men! This is Professor Xavier! Report to my study immediately...you have fifteen seconds! No excuses will be tolerated!

Wow! Did all of you receive that mental blast?
And now! It sounded like a trumpet's blare! Let's go!

A crisis has occurred at Cape Citadel, which leads me to believe the first of the evil mutants has made his appearance! This will be your baptism of fire; you are to go to the Cape...and defeat him!

You again! Honestly! Can't a girl have any privacy around here?

Easy, gorgeous! We were just passing by! Don't go gettin' mad!

I commend you for your punctuality!

You're speaking aloud! That means it's important!

I have just heard a bulletin on the radio which concerns you!

I never saw the professor like this before...so grim, so intense!

Yaybo!! Action at last! Gangway!

Cape Citadel! Whatever the menace is, it must involve our missiles!

Wonder who the mutant baddie is?

Hah! I can get ready faster than the rest of you! All I have to do is ice up and put on my boots!
As for me, it'll be a pleasure to get out of this harness I have to wear!

having a pair of wings can be more trouble than you'd guess!

These restraining belts of mine keep my wings from bulging under my suit, but after a while they feel like I'm wearing a straitjacket!

AHHH! That's more like it. Now I feel like myself again. Now the Angel is ready to spread his wings ... and fly!

But the time has not yet come for the Angel to fly. Instead, the band of super-human teenagers are driven to the airport in Professor Xavier's specially-built Rolls Royce, with its dark-tinted windows!

Boy! It musta taken a heap of green stamps to buy a chariot like this!

No joking, please! Concentrate on your mission! Review your powers! Your foe is certain to be highly dangerous!

Minutes later, in the Professor's remote-control private jet, the X-Men and Marvel Girl are winging towards Cape Citadel, at nearly the speed of sound!

You mean the Professor is guiding this plane from the ground... by thought impulses?! It's unbelievable!

Look! Doll... when you join the X-Men, you realize nothing's unbelievable!

A short time later, at the cape...

Cease firing! It's useless!

We haven't anything in our arsenal that'll penetrate Magneto's magnetic force field!

To all intents and purposes, he's in full control of the installation, while we're on the outside, looking in!

With due respect, General, I represent the X-Men! Perhaps we can help!

X-Men?!! What the...?
Look, we're having enough trouble with one guy in a cornball costume! Now, who or what are the X-Men?

No time to explain, sir! I respectfully request you to hold your fire for fifteen minutes while my partners and I go into action!

All right! We're nothing to lose! But I feel like a damned fool!

You won't regret it, sir! X-Men... attack!!

Hey! What's going on? It's freezing! All of a sudden!

Sorry, men! I'll be out of here in a second, and then you can warm up again! I'm saving my real big freeze for whoever's hiding behind that force field.

At last we'll have a chance to use all the training the professor gave us!

Lil' a-walking snowman! A guy with wings flyin' above us! Wha... what's next?!

You'll see in a sec, soldier, when I play leap frog over you!

Sorry, boy! I'm in a hurry, and this is the easiest way to clear a path for myself.

Finally, the first of the X-Men reaches the force field; and...

Use your energy beam at greater power! That magnetic field is stronger than it seems, Cyclops!

Gosh, the professor is still in touch with us, mentally, despite the distance between us!

Yes, sir, professor! I'll increase the beam's intensity right now!

I'm getting through! That's what was needed... a natural counterforce to batter the unnatural magnetic field.
AND NOW, I'LL SWITCH TO MAXIMUM POWER! I CAN ONLY MAINTAIN THIS PRESSURE FOR A FEW SECONDS, BUT... AHH!

BEHIND THE FORCE FIELD, THE NATURAL ENERGY FEEDBACK WEAKENS THE STARTLED MAGNETO!

SOME POWER IS ATTACKING ME! SOME POWER AS SUPER-HUMAN AS MY OWN!

I WAS STAGGERED BECAUSE I WAS UNPREPARED FOR ANY SUCH ONSLAUGHT BUT NOW THAT I'M FORWARNED, I CAN DEFEAT ANY FOE... NO MATTER HOW SUPER-HUMAN HE MAY BE!

BUT MAGNETO IS SOON TO LEARN THAT HE HAS MORE THAN ONE FOE TO CONTEND WITH. HE HAS THE FIGHTING BAND OF X-MEN.

CYCLOPS ALMOST KNOCKED HIMSELF OUT, BUT HE GOT US IN HERE. NOW LET'S PROVE WE CAN CARRY THE BALL!

LOOK SHARP, X-MEN! YOU ARE FACING A DANGEROUS ENEMY.

AHHH! NOW I SEE MY ANTAGONISTS! FIVE COSTUMED YOUTHS! SURELY ALL THEIR POWERS PUT TOGETHER CAN BE NO MATCH FOR MINE!

BUT I WILL LET THE BASE'S HUNTER MISSILES DO MY FIGHTING FOR ME! THEY WILL HUNT THE FIVE DOWN, ATTRACTION BY THEIR BODY HEAT.

AND SO, AT THE PRESS OF A BUTTON, MAGNETO UNLEASHES FIVE OF THE MOST SOPHISTICATED WEAPONS EVER CREATED... ALL ZEROED IN ON THE X-MEN!

CONTINUED AFTER NEXT PAGE...
**Grog Grows Own Tail**

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SPIDER-MAN!

SURPRISED?

HEY! WHA--?

SEE WHY I'M CALLED THE SANDMAN!

HOW CAN SPIDER-MAN DEFEAT A FOE WHO CANNOT BE INJURED? DON'T DARE MISS...

"NOTHING CAN STOP...\" THE SANDMAN!"
THE FIRST TARGET FOR THE MERCILESS MISSILES IS THE ANGEL, FLYING CLOSEST TO THEM.

IT'S NO USE! THEY'RE TOO FAST! GAINING ON ME...

HANG ON, ANGEL! I CAN HELP YOU... WHILE THEY'RE STILL WITHIN RANGE!

GOT TO DODGE THEM, SOMEHOW!

JUST AS THE HUNTER MISSILES ARE ATTRACTED BY HEAT, SO ARE THE ICEMAN'S ICE GRENADES ATTRACTED BY THE MISSILES' SPEED, AND SO...

THESE ICE GRENADES MUST NOT MISS! THEY'RE THE ANGEL'S ONLY CHANCE!

BULL'S EYE!

IT WORKED! THE ICE COVERED THEIR NOSES, PREVENTING 'EM FROM EXPLODING!

NOW, WITH THEIR GUIDANCE SYSTEMS KNOCKED OUT, THEY'VE GOT TO DROP TO THE GROUND!

BUT THERE IS STILL ONE MISSILE WHICH WAS NOT HIT... TOO FAR AWAY NOW FOR THE ICEMAN TO ATTACK!

CAN'T KEEP DODGING IT MUCH LONGER!
ANGEL! LOWER... FLY LOWER! COME TOWARDS ME! HURRY!

OKAY, BEAST! BUT WHAT...??

JUST WAIT AND SEE, PAL!

HAAH! GOT IT!

GOOD WORK, BEAST! NOW RELEASE IT! I'LL TAKE OVER NOW!

AND THEN, USING HER AMAZING TELEKINETIC POWER, MARVEL GIRL MENTALLY HURLS THE MISSILE INTO THE SEA, WHERE IT HARMLESSLY DETONATES UPON IMPACT!

Despite their seeming youth and inexperience, they are mighty antagonists! I must never again make the mistake of underestimating them! But I shall still prove to be their master!

THERE HE IS! I'VE FOUND HIM!! X-MEN, ATTACK!!

WRONG, YOU FLYING FOOL! IT IS I, MAGNETO, WHO HAVE FOUND YOU!

SEE HOW EASILY I CAN STOP YOUR FLIGHT BY MAGNETICALLY HURLING EVERY NEARBY OBJECT WHICH IS NOT BOLTED DOWN!
DON'T CONGRATULATE YOURSELF TOO SOON, MAGNETO! SEE HOW EASILY I CAN REMOVE YOUR MAGNETIZED JUNK, WITH MY ENERGY BEAM!

MUCH OBLIGED, CYCLOPS! MAGNETO CAN'T HAVE GONE FAR... LET'S FIND HIM NOW!

THEY ARE ALL TOGETHER NOW! GOOD! I'LL FINISH THEM OFF WITH ONE FELL SWOOP.

NOT ALL THOSE WITH MUTANT POWERS ARE FIT TO RULE THE EARTH! YOU MUST BE DESTROYED!

HEADS UP, X-MEN! HERE COMES TROUBLE!

CAN'T GET OUT OF THE WAY IN TIME! ONLY ONE THING TO DO! STAY CLOSE TOGETHER... I'LL COVER US WITH AN ICE Igloo SHIELD!

HE IGNITED THE ROCKET, FUEL! IT'S GONNA BLOW UP!!

NOW, WITH THEM OUT OF THE WAY, NOTHING REMAINS TO INTERFERE WITH THE MASTER PLAN OF THE MIRACULOUS MAGNETO!

WHAM!
THE HEAT IS SO INTENSE THAT EVEN I CANNOT GET CLOSE TO IT! I MUST WALK CAREFULLY AROUND IT.

THAT BEAM... FROM BENEATH THE GROUND!! WHAT... WHAT DOES IT MEAN?

IT MEANS YOUR FINISH, MAGNETO!

CYCLOPS CREATED A TUNNEL FOR US UNDER THE BLAST WITH HIS ENERGY BEAM... SAVING US FROM THE IMPACT! AND NOW...

YOU HAVEN'T DEFEATED ME YET! I CAN STILL ESCAPE YOU, FLYING BY MEANS OF MAGNETIC REPULSION.

UGH! HE CREATED ANOTHER MAGNETIC FORCE FIELD! I CAN'T FLY THROUGH!

DON'T WORRY, ANGEL! WE'LL BREACH IT IN NO TIME!

AND BREECH IT THEY DO! BUT BY THAT TIME...

HE'S GONE! BUT WHERE...

A MUTANT WITH HIS POWERS? HE COULD BE ANYWHERE! BUT AT LEAST WE'VE BEATEN HIM FOR. NOW!

YOUR BASE IS OPERATIONAL AGAIN, GENERAL! MAGNETO IS GONE.

UNCANNY! YOUR FIFTEEN MINUTES ARE NOT YET UP!

YOU CALL YOURSELVES THE X-MEN? I WILL NOT ASK YOU TO REVEAL YOUR TRUE IDENTITIES, BUT I PROMISE YOU THAT BEFORE THIS DAY IS OVER, THE NAME X-MEN WILL BE THE MOST HONORED IN MY COMMAND!

THANK YOU, SIR! AND SHOULD AMERICA'S SECURITY EVER AGAIN BE THREATENED, THE X-MEN WILL BE BACK!

WELL DONE, STUDENTS! YOU HAVE JUSTIFIED ALL OUR LONG HOURS OF TRAINING... ALL OUR SACRIFICES... ALL OUR DREAMS... AND NOW, RETURN TO ME, MY X-MEN!

YOU HAVE JUST FINISHED THE NEWEST MOST UNUSUAL TALE IN THE ANNALS OF MODERN MAGAZINES! BUT THE BEST IS YET TO COME! FOR FANTASY AT ITS GREATEST, DON'T MISS ISSUE #2 OF X-MEN, THE STRANGEST SUPER-HEROES OF ALL!
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