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X-MEN
THE MOST UNUSUAL
TEEN-AGERS OF
ALL TIME!

"TRAPPED:
ONE X-MAN!"

Featuring: THE RETURN OF THE EVIL MUTANTS!

LAST ISSUE, WHILE
BATTLING MAGNETO
AND HIS EVIL MUTANTS,
PROFESSOR XAVIER WAS
INJURED AND SEEMED
TO HAVE LOST HIS
GREAT MENTAL POWERS!
NOW, THE SADDENED
X-MEN RETURN TO
THEIR HEADQUARTERS....

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NEVER HAVE YOU, THE READING
PUBLIC, BEEN SO INSTANTLY
FASCINATED BY A GROUP OF
SUPER-POWERFUL VILLAINS AS
LAST ISSUE, WHEN YOU MET
MAGNETO'S EVIL MUTANTS!
NOW, WE PRESENT THEM
AGAIN... MORE EXCITING, MORE
UNPREDICTABLE, MORE
DANGEROUS THAN EVER!!
AND NOW, LET'S JOIN THE X-MEN AS THEY RETURN TO THEIR SCHOOL BUILDING. ICED MAN FINDS THE DOOR LOCKED, AND...

I CAN'T GET MY KEY UNLESS I DEFROST! HEY, CYCLOPS... I CAN USE YOU!

HIT THE KEYHOLE WITH THAT POWER BEAM OF YOURS TO UNLOCK THE DOOR, HUH? HEY! NOT SO FAST! IF YOU MISS THE DOOR, IT'S GOODBYE ICED MAN!

BOY! IT'S GOOD TO BE BACK AGAIN! IF ONLY THE PROFESSIONAL WAS OKAY!

I'LL LIFT HIM INTO HIS SITTING ROOM! IT'S THE EASIEST WAY!

SLOWLY, JEAN... YOU'RE ALL THE TIME IN THE WORLD! DON'T JOSTLE HIM!

LET ME REMOVE HIS JACKET BEFORE YOU PUT HIM DOWN! YOU DID AN EXEMPLARY JOB, MARVEL GIRL!

NOW... SET HIM DOWN GENTLY!

I'VE CHECKED THE ENTIRE BUILDING! EVERYTHING'S AS WE LEFT IT! WE HAVEN'T BEEN DISCOVERED YET!

IT SURE SEEMS STRANGE TO SEE HIM SLEEPING THAT WAY, JUST LIKE ANY NORMAL HOMO SAPIENS! IT MAKES ME FEEL SO... ALONE...

I KNOW WHAT YOU MEAN, ICED MAN! FROM NOW ON WE WILL BE ALONE, FOR THE FIRST TIME... WITHOUT THE PROFESSOR TO GUIDE US AND HELP US!

HE'S SPENT COUNTLESS HOURS TRAINING US TO USE OUR POWERS, JEAN! NOW, WE'VE GOT TO PROVE WE WERE WORTHY OF THAT TRAINING!

WE'VE GOT TO CONTINUE HIS FIGHT AGAINST THE EVIL MUTANTS! BUT WITHOUT HIM TO LEAD US IT'LL BE AN UPHILL JOB, HANK!

WE CAN'T REMAIN LEADERLESS! PERHAPS WE SHOULD WAIT! I HEAR A SOUND IN THE DRIVEWAY! A CAR IS APPROACHING!
I forgot! They said they'd drop in for a visit on the way to the World Fair site! Quick... we've got to get back to normal!

No... it appears to be... it is... it's Marvel Girl's parents!!

Move, guys? Let's shed these costumes on the double!

Don't worry, Jean! We won't give our secret away!

I'll only take me a few seconds to defrost and change from Iceman to plain Bobby Drake!

It's great the way the Professor developed this harness to hide my wings under a suit!

So once again the Angel becomes that devil-may-care young blue-blood Warren Worthington the Third!

I'm always relieved when I can divest myself of my costume! Actually, I don't really care for the identity of the Beast!

I much prefer being Hank McCoy, Honor Student... although my fate never lets me remain that way for long!

I wonder if anyone would dare come near quiet Scott Summers if they knew that when I remove my protective glasses, the destructive power beam of Cyclops is unleashed upon the world!

As far as any of our parents know, we are all students at a progressive private school... and actually, that much is true!

But, being normal Homo sapiens, how could Mom or Dad understand that their daughter, Jean Grey is really Marvel Girl!

Hello, Jean dear! We've only a few minutes, but we did want to visit you!

Mother? Dad? What a wonderful surprise!
THE FLOOR JUST SNAPPED UP... TO TEST THE BEAST’S AGILITY!

GRABBING THE TRAPEZE MAY SAVE ME!

IT WAS THE WRONG MOVE! THE TRAPEZE WAS A DUMMY... IT SNAPPED! THE BEAST WOULD HAVE LEAPED TO THE OTHER SIDE OF THE ROOM. WHAT'S THIS??

A GIANT IRON ROLLER RUSHING TOWARDS ME! I CAN'T DODGE IT THE WAY THE BEAST MIGHT! ONLY TIME FOR ONE THING...

HATE TO DESTROY THAT EXPENSIVE PIECE OF APPARATUS WITH MY POWER BEAM... BUT I HAD NO OTHER CHOICE! NONE OF US ARE AS QUICK ON OUR FEET AS THE BEAST!

THEN, AS THE REMAINING MINUTES OF THE TEST PERIOD TICK BY... MY POWER BEAM IS GROWING WEAKER! IF THE TEST DOESN'T END SOON I'LL NEVER HAVE TO WORRY ABOUT MENACING INNOCENT PEOPLE WITH MY EYES AGAIN!

But fortunately for Scott Summers... and for the world at large... the test does soon end! And the automatic lock mechanism unlatches the door...

IT'S OVER! LUCKLY THE DANGER ROOM IS SOUND-PROOFED! JEAN'S PARENTS COULDN'T HAVE HEARD ANYTHING!

Later, such a lovely school! And what fine clean-cut youngsters! It was a most pleasant visit!

We should be proud of our daughter! Imagine winning a free scholarship to a great school like that!

But as Mr. and Mrs. Grey drive off, they fail to notice a silent, brooding figure who slowly walks past the mysterious complex of school buildings...

Sorry we couldn't say hello to Professor Xavier! He's such a charming man!

He has more than charm, dear! Something about him gives a person a feeling of confidence in him... he almost seems to know what you're thinking!

I would like to know what the school's connection with the government is? Perhaps they're teaching a special secret science course... Oh, well, I suppose we'll find out some day!

And as the car drives away, the lone pedestrian stops, searching, seeking, probing the neighborhood with cold merciless unblinking eyes...

For this is the evil mutant known as Mastermind with power to create images so real that all who see them believe in them! Mastermind, who owes his allegiance to Magneto, leader of those who plan to take dominion of earth from the human race!

It's no use! The X-Men are too well hidden! No matter where I search there is no trace of them!

Then, operating a small magnetic device on his wrist, Mastermind contacts his leader...

Results still negative, Magneto! Waiting further orders!

Return at once! We shall try a different plan! That is all!

Then, moments later, in a lonely field...

It's lucky that all of Magneto's planes operate on magnetic energy! There's no chance of anyone hearing them!

Take me back to headquarters, Quicksilver! I have decided to return!

You don't fool me, Mastermind! I was tuned in to your wavelength! It was Magneto who decided... as always!

Continued after next page
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Minutes later, the silent ship reaches a jagged asteroid, circling the Earth. But, upon drawing near, we see that it is more than just a simple asteroid... much, much more!

Quicksilver to Asteroid M! Request permission to land! Over!

Asteroid M to Quicksilver! Permission granted! Follow landing plan B.

Within seconds, two dramatic figures step through the airlock...

They're here, Magneto! I'll go and welcome them!

Look out! It's that brainless Toad!

Did you find them? Did you destroy the X-Men? Tell me, tell me!!

Moving at dazzling speed, the mutant called Quicksilver easily avoids the Toad's unorthodox "greeting," but the slower-moving Mastermind is not so fortunate!

Blast that unbearable freak! He'll pay for this?

At a single gesture from the angry mutant, an image is created--an illusion which seems so real that it stops the Toad in his tracks.

C-can't move! I'm all wrapped up in a heavy cloth. I get me out of here!! HELP!!

Then, as the Toad's hysterical cry reaches the ears of... Magneto...

Mastermind!! Dispel your illusion! Instantly! At the command of Magneto!!
SILENCE, BOTH OF YOU! WE HAVE MORE IMPORTANT PROBLEMS THAN YOUR OWN PETTY BICKERING!

IT'S THEIR FAULT, THEY'RE ALL FAILURES! ONLY I AM TRULY LOYAL TO YOU, MASTER!

I WILL TELL YOU IN MY OWN GOOD TIME! MEANWHILE, YOU BE SILENT, DO YOU UNDERSTAND, TOAD??

Y-YES, MASTER! WHATEVER YOU SAY, MAGNETO!

I SAY FORGET THE X-MEN! WE ESCAPED THEM ONCE... THEY WON'T BOTHER US AGAIN!

I AGREE WITH MY BROTHER QUICKSILVER! WE SHOULD...

QUIET! REMEMBER YOUR PLACE! NOT EVEN THE SCARLET WITCH NOR QUICKSILVER CAN DICTATE TO MAGNETO. ONLY I MAKE THE DECISIONS FOR OUR BAND!

SO LONG AS THE X-MEN LIVE... SO LONG AS THEY ARE SWORN TO PROTECT MANKIND... THEN WE ARE NEVER TRULY SAFE! ONLY THEY STAND BETWEEN US AND THE CONQUEST OF THE HUMAN RACE!

AND REMEMBER... THE HUMANS ARE YOUR SWORN ENEMIES! THEY WOULD DESTROY YOU IF THEY COULD!

WE REMEMBER! YOU NEVER LET US FORGET THAT, DO YOU?

NEVER!! AND NOW FOR MY PLAN! I SHALL USE THE TOAD TO TRAP THE X-MEN! COME HERE, YOU SNIVELLING DOLT!

ME, MASTER? WH-WHAT DO YOU WANT ME TO DO? TELL ME!!
OF COURSE I'LL TELL YOU AND IF YOU FAIL... IF YOU MAKE ONE CARELESS MISTAKE... YOU'LL FACE THE WRATH OF MAGNETO, MOST POWERFUL OF ALL THE MUTANTS!

NEVER FORGET THAT... ANY OF YOU!!

BOY! WHAT A GROUCH! THAT GUY THINKS IT'S A SIN TO SMILE OR HAVE ANY FUN!

DON'T TAKE UNBRACE AT CYCLOPS, BOBBY! HE CAN'T ALTER HIS PSYCHOLOGICAL MAKE-UP!

POM IN, HANK! I'VE SOME HOT CHOCOLATE! WAIT'LL YOU SEE THIS RACE!

LOOK! THERE'S THE FELLA I WANTED YOU TO SEE! HE'S BRINGING UP THE REAR! DON'T TAKE YOUR EYES OFF HIM!

WHAT'S SO SPECIAL ABOUT HIM? HE'S THE SLOWEST ONE OF ALL! HE RUNS TERRIBLY!

IT'S NOT HIS RUNNING THAT'S IMPORTANT! KEEP WATCHING... YOU'LL SEE WHAT I MEAN ANY SECOND NOW!

NOT LONG AFTERWARDS, BACK AT PROFESSOR XAVIER'S SCHOOL...

SAY, SCOTT... THERE'S A GREAT TRACK MEET ON TV... HOW ABOUT WATCHING IT WITH US?

TRACK MEET! PROFESSOR X HAS LOST HIS POWERS! WE DON'T KNOW WHEN THE EVIL MUTANTS WILL STRIKE NEXT AND ALL YOU HAVE ON YOUR JUVENILE MIND IS A TRACK MEET?!

OKAY! OKAY! I CAN TAKE A HINT!

AND DON'T COME BACK UNTIL YOU GROW UP!!
THERE!! THERE HE GOES!! LOOK AT THAT!! DID YOU EVER SEE ANYTHING LIKE IT?? HE'S BEEN WINNING EVERY EVENT BY HOPPING OVER THE OTHERS!

A FEW MINUTES LATER...

YOU'RE RIGHT, WARREN! IT'S UNCANNY! NO NORMAL PERSON COULD MAKE A LEAP LIKE THAT!!

LOOK AT THE CROWD! THEY CAN'T BELIEVE THEIR EYES! EVEN THE PEOPLE ON THE FIELD ARE INCREDULOUS!

HE'S COMPETING IN EVERY EVENT! WOW... A BROADJUMP LIKE THAT WILL MORE THAN DOUBLE THE WORLD RECORD!

OKAY... TELL ME! ARE YOU THINKING WHAT I'M THINKING??

OF COURSE! THERE'S NO OTHER ANSWER... HE'S A MUTANT... LIKE WE ARE... HE HAS TO BE!

AND LOOK AT THE CROWD! THEY'RE LIVID WITH RAGE! JUST LIKE PROFESSOR X ALWAYS WARNED US... NORMAL HUMANS FEAR AND DISTRUST ANYONE WITH SUPER-MUTANT POWERS!

THEY'RE CALLING HIM "FAKE"! THEY FEEL IT MUST BE A TRICK OF SOME SORT... THEY WANT TO BELIEVE THAT... IT MAKES THEM FEEL LESS INFERIOR!

WE CAN'T JUST LEAVE HIM THERE TO FACE THE WRATH OF THE MOB ALONE! SHUT OFF THE SET! LET'S MOVE!

HANK'S RIGHT! IF HE'S A FELLOW MUTANT, WE'VE GOT TO HELP HIM!

WE'VE GOT TO HELP ANYONE WHO'S IN TROUBLE! THAT'S OUR OATH!
But what about the Professor??

Don't worry about me, my dear! I'll be all right here. I just remember... I can't follow you mentally! I won't be able to help you!

We'll do okay, sir! We'll make you proud of us... you'll see!

Meanwhile, at the stadium nearby, the mob grows angrier by the minute...

The races were all phony! Let's teach that fraud he can't trick us!

We'll make him tell us how he did it! It has to be some kind of hoax!

Then, just as the shouting crowd is about to close in...

Hey! Wha...??

Don't squirm, fella! You're heavy enough!

He's too heavy! The angel can't fly far enough with him! I'll have to hold the crowd back to give him a respite!

Take a breather, angel! I'll act as a buffer for you!

Thanks, Beast! I can use the break!

Then, as the angel takes to the air again...

The car won't help us, Marvel girl! The crowd is pressing in from all sides! We can't run them down!

What will we do? We can't let that mutant be taken from us!

I... I can't stay aloft with him much longer!

We've only one recourse... run!

This ice-wall won't hold them back forever!

Continued after next page
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SEEING THE STRANGE, COLORFUL FIGURES RACING TOWARDS THEM, THE CROWD FALLS BACK FOR A MOMENT IN SHOCK, GIVING THE X-MEN AND THEIR FELLOW MUTANT A CHANCE TO GET CLEAR.

HOP IN... QUICKLY! HOLD THE DOORS OPEN! THIS WAS A VERITABLE HAIRSPRAY ESCAPE!

THere's A SUBWAY STATION JUST AHEAD... HURRY!!

ALL CLEAR! ONCE WE'RE IN THE TRAIN WE'LL BE SAFE!

L-LOOK! LOOK WHO IT IS!!

SEE HOW EVERYONE IS STARING AT US!

Ignore it, Marvel Girl! We paid our fare just like anyone else!

there's Something Vaguely Familiar About you, my Friend! Something Disturbingly Familiar!

Impossible! I never met you, before!

waIT! NOW I KNOW! THE WAY you HOPPED! ONLY ONE MUTANT HAD THAT ABILITY... THE EVil ONE CALLED THE TOAD!

DON'T, BEAST! you'll HURT HIM... SAY! IT IS THE TOAD!

Blast you! I almost HAD you Fooled!

But you can't Hold me! I'll escape from all of you!

It Must have been Magneto's Scheme To FIND our HEADQUARTERS. He would've succeeded if we had taken the Toad back with us! Get him...
DON'T BE ALARMED! THERE'S NO PLACE HE CAN HOP TO WHERE I CAN'T FLY AFTER HIM!

YOU'RE RIGHT, ANGEL! BUT JUST TO PLAY SAFE, I'LL SLOW HIM UP A LITTLE... LIKE THIS!

HAH! ClUMSB FOOl... YOu MISSED ME!

THAT WAS THE IDEA, PLAYMATE! I WANTED MY ICE DISC TO HIT THE FLOOR IN FRONT OF YOU... PRETTY NEAT, EH?

WHY DON'T YOU ANSWER ME? UNLESS YOU'D RATHER KEEP SPINNING AROUND THAT WAY! BETTER GET HIM, ANGEL... HE MUST BE DIZZY ENOUGH BY NOW!

NICE TRY, TOAD... BUT YOU DON'T REALLY THINK YOU COULD BEAT THE X-MEN, DID YOU?

SUDDENLY, AT THAT SPLIT SECOND, A STARTLING INCIDENT OCCURS! THE HUGE CLOCK IN THE MIDDLE OF THE STATION FLIES APART... AS THOUGH UNDER THE CONTROL OF SOME MIGHTY, WRAITHFUL MAGNETIC POWER!

ANGEL!! LOOK OUT!! THOSE METAL PIECES ARE FLYING TOWARDS YOU LIKE BULLETS!

WHEW! GOOD THING THE PROFESSOR GAVE ME SO MUCH AGILITY PRACTICE IN THE PAST!

AND THEN, ONE OF THE MOST AWESOME OF ALL LIVING MENACES APPEARS ON THE SCENE... THE MERCILESS MAGNETO!!

THE TOAD ALONE IS NO MATCH FOR THE X-MEN... BUT MAGNETO IS!
At a gesture from the evil Mutants, one of the heavy iron train gates rose above the speechless crowd...

And races through the air, trapping the angel within a quickly-formed iron cage...

Hold onto the Toad, Cyclops! I'll get under the angel and try to wrest those iron bars from him when he falls!

Be careful, Beast. Only Magneto could be responsible for all this... and we've never fought him before with the help of Professor X.

But, there are still more evil Mutants to contend with... such as the Scarlet Witch, who directs her incredible hex power at a man standing near the onrushing beast...

Hey! Wh-what made my suitcase snap open that way??

Look out!
Can't stop myself...
Oof!

Meantime, Mastermind has chosen the Iceman as his special target...

Holy smoke... a dozen masterminds surrounding me! It must be an illusion! But how do I know which one is real??

Well, there's one way to find out! I'll make myself an ice club... take a swing, and see who falls.

But, before the Iceman can complete his attack, he is engulfed by a clinging cloud which seems to stifle his movements...

Even though I know it's another illusion, it's blinding me just as much as if it were real!

But, then, Marvel Girl dramatically enters the fray...

I'll keep you so busy that you won't have time for any more illusions, Mastermind.

No! Don't let me fall!

CONTINUED AFTER NEXT PAGE
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But then things happen with dazzling speed. The lightning-swift Quicksilver attacks Cyclops from behind, freeing the Toad! Shocked, Marvel Girl turns away from Mastermind to come to Cyclops' aid...

Run, Toad! I'll handle Cyclops!!

Oh, no! I mustn't let Cyclops be injured!!

Hah! I'm safely free of the girl's power!

But Cyclops is far less helpless than it would appear...

Don't worry about me, Marvel Girl! I'm not letting go of the Toad! And Quicksilver won't hang around when I aim my power beam his way!

Blast it! I didn't realize he could use his power beam while I was holding his arms. I've got to get out of range!

However, while the X-Men worry about the safety of each of their members, things are quite different among Magneto's evil mutants!!

Forget the Toad! Run!

Quick Silver! Hurry... follow us!

They've abducted the Angel! Using him as a hostage, Magneto will have an insurmountable advantage over us!

The Beast is gaining on us. Quick, Mastermind... we need an illusion!

He'll never reach us! I'll stop him with...

This...
At that very instant, a charging rhinoceros seems to come hurtling through the astonished crowd... a wild beast which exists only in the imaginations of those affected by mastermind's uncanny power...

The crowd is panicking! I can't get past without injuring someone! Marvel Girl! Can you lift me over them via telekinesis? I'll try!

Oohh, no... you're too heavy! Can't lift you far enough!

Meantime, outside the terminal, a magnetically-powered ship silently descends to Earth...

And by the time the crowd within has dispersed...

They're getting away!

I couldn't reach them in time! They've abducted the angel! I've failed!

Don't reproach yourself, beast! We're all to blame! But this battle isn't over yet!

A short time later, at magnet's asteroid, orbiting above the Earth...

Tell me where the X-Men's headquarters is, Angel! Once I find Professor X, I'll set you free!

I'll tell you only one thing, Mister... don't hold your breath waiting for me to crack!

You young fool! Do you think I'll let you thwart me now? Only death will free you from me! You'll have to talk!

Magneto! You can't mean that! You never told me that we would ever descend to murder!!
SPARE ME YOUR WEAK WHIMPERINGS, GIRL! I WILL STOP AT NOTHING TO ACHIEVE MASTERY OF EARTH... AND ONLY THE X-MEN STAND IN MY WAY!

I'VE GOT TO HOLD OUT! NO MATTER WHAT HE DOES TO ME, I MUSTN'T BETRAY THE OTHERS! NOT EVEN IF I PAY FOR MY SILENCE WITH MY LIFE!!

IN THE MOMENTS THAT FOLLOW, MAGNETO SUBJECTS THE TIGHT-LIPPED ANGEL TO HIS OWN UNIQUE FORM OF BRAINWASHING!

THOSE FLASHING LIGHT BEAMS WON'T HARM HIM PHYSICALLY, BUT THEY'LL PREVENT HIM FROM RESTING SO LONG AS HE'S HERE!

AND IT'S ONLY A MATTER OF TIME BEFORE THOSE HIGH-PITCHED MIGRENS BECOME SO UNBEARABLE TO HIS EARS THAT HE'LL TELL ME ANYTHING I WANT TO KNOW!

FLYING TO THE CEILING WON'T HELP YOU, ANGEL! I CAN SEAL MY DEVICES BEHIND THAT METAL DOOR WHILE THE NOISE CONTINUES UNABATED!

I MUSTN'T WEAKEN! NO MATTER WHAT... I MUSTN'T WEAKEN!

WHAT MANNER OF MAN IS THE ANGEL? WHAT IS THE SECRET OF PROFESSOR X'S TRAINING? WHY CAN'T I BREAK HIS WILL? WHY DOES HE RESIST ME?!

AND AS THE HOURS TICK SLOWLY BY...

LOOK! SOMETHING SEEMS TO BE WRONG WITH HIM! SEE HOW HIS TREMBLING!

I'VE GOT TO RETURN TO MAGNETO! I MUST RETURN!

HE KEEPS MUMBLING TO HIMSELF... IT'S ALMOST AS THOUGH HE'S IN A VIRTUAL TRANCE! LIKE A MAN POSSESSED!

LET'S LEAVE HIM ALONE! LET HIM TALK! WE'LL SEE WHAT HE DOES!

MAGNETO! I'VE GOT TO RETURN TO MAGNETO!

DON'T LET HIM GO TOO FAR FROM US! IT MAY BE A RUSE! WE CAN'T AFFORD TO BE DUPED!

EASY, BEASTIE! HE WON'T GET AWAY FROM US!

GOSH, HE'S LIKE A GUY IN A TRANCE! IT'S REAL CREEPY!

MAGNETO! I'VE GOT TO RETURN TO MAGNETO!

IF IT'S NOT A TRICK, HE MAY LEAD US TO MAGNETO!

IN CASE MAGNETO IS SCANNING US WITH SOME SORT OF MAGNETIC SPY DEVICE!

WE CAN'T SET THE ROAD FREE... BUT WE CAN'T TAKE HIM TO OUR HQ!

IN CASE MAGNETO IS SCANNING US WITH SOME SORT OF MAGNETIC SPY DEVICE!
LOOK! He had a hidden magnetic communicator under his sock! He's contacting Magneto with it!

AND MAGNETO GOT THE MESSAGE! Here comes a drone pick-up capsule... from above the clouds!

QUICKLY! We've got to enter it with the Toad! Even if it's a trap, we can't afford to shirk! It may be our one chance to find the Angel!

AND WHEN WE DO FIND HIM, WE MUST PRAY THAT OUR POWER IS MORE THAN A MATCH FOR THE EVIL MUTANTS!

THERE'S MAGNETO'S HIDEOUT!! THAT ASTEROID ABOVE US!! THE CAPSULE IS BEING DRAWN TO AN OPENING BY A BAND OF MAGNETIC FORCE!!

Seconds later...

TOAD!! How'd you escape the X-Men?? How'd you get here??

I... had... to... come...

Did you hear that?? They weren't expecting him! It's not a trap! It's go!!

FORGIVE THIS UNSEEMLY INTRUSION, MASTERMIND! BUT BEING WELL-BEHAVED LITTLE X-MEN, WE HATED TO TAKE OUR DEPARTURE WITHOUT SAYING GOOD-BYE!

ATTACK ME, WILL YOU?? LET'S SEE HOW WELL YOU FIGHT NOW... WHEN YOU FEEL YOUR LEGS TURNING TO DOUGH!

DON'T LET HIM STOP YOU, BEAST! IT'S JUST ANOTHER OF HIS ILLUSIONS!

MY BRAIN IS AWARE OF THAT... BUT I STILL CAN'T MOVE MY LEGS!
SHOULDN'T HAVE LOST MENTAL CONTACT, MASTERMIND. MY REFLEXES ARE FASTER THAN YOURS!

IF YOU THREATEN ONE X-MAN, YOU THREATEN US ALL! THAT GUN WILL NEVER MENACE US AGAIN!

QUICK, TOAD... TO MAGNETO! WE CAN'T FIGHT THEM ALONE!

TO MAGNETO!! Hooray! The LEADER will SAVE US! THE LEADER CAN DO ANYTHING!

MAGNETO!! RIGHT BEHIND US! IT'S THE X-MEN!

QUIET, YOU EMOTIONAL FOOL! I'VE HEARD THE ENTIRE THING! EVEN NOW I'M ARRANGING FOR THEIR FINAL DEFEAT!

BY MEANS OF THIS MAGNETIC INTENSIFIER, I HAVE INCREASED MY MAGNETIC POWER SO THAT I CAN MENTALLY CONTROL ANY METAL PORTION OF THIS ASTEROID! I'LL TURN MY ENTIRE HEADQUARTERS INTO A GIANT FLOATING DEATH TRAP!

AND TRUE TO HIS WORD, THE NEXT INSTANT... CYCLOPS!! LOOK OUT! THAT PIECE OF METAL SHEETING IS DROPPING ON YOU AS THOUGH IT HAS A MIND OF ITS OWN!

MMEEF! CAN'T SEE... I'M ABLE TO BREATHE... BUT CAN'T USE MY POWER RAY!!

T-T-I CAN'T TEAR IT OFF... IT'S TOO STRONG! I'LL TRY MY OWN MENTAL POWER...

BUT BEFORE SHE CAN MAKE A MOVE...

ALL THESE THINGS HAPPENING... CONFUSING ME...

BEEEP!

CANT CONCENTRATE? CANT USE THE POWER OF MY BRAIN!

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Dear Stan and Jack,

I just finished reading "Beware of the Blob," and I think it is great, wonderful, stupendous, fabulous! The first issue of the X-MEN made me think that they were another type of F.F. Boy, was I wrong! If you keep up the terrific artwork and story, I will be hooked for good.

Carl Phillips, 1122 Nelchina St.
Anchorage, Alaska

But if we slip just a little bit we'll lose you, huh? Boy, see can't EVER relax!

Dear Stan and Jack,

I really think you are the greatest ever! You may be conceited but you sure can write good stories and your artwork is the best! All your mags are brilliant—I love them! I have just one question concerning the X-MEN—how did they get together? I know the Professor is very smart and how did he find them? After all, extra-special kids don't grow on trees. You made the same goof with Dr. Strange—not telling us how he got going until he had been out for months.

Mary Ann McClain, 1410 Donald
Royal Oak, Mich.

Sure, it took US that long to figure it out! Anyway, we'll keep explaining from issue to issue, in our usual confused way!

Dear Stan and Jack,

In regard to Jerry Johnson's letter saying that the Beast is a copy of the Thing—well, it's just not true. Besides being strong he has acrobatic skills such as walking up walls, walking on ropes, swinging on bars, etc. (which I would like to see the Thing do!)

John Spotts, 9 Windsor Lane, Box 70
Clifton Heights, Pa.

Also, his linguistic prowess is virtually incalculable!

Let's see bashful Benjamin make something of THAT!

Dear Stan and Jack,

I like the Homo Superior and Homo Sapiens bit in the X-MEN. It tends to give the magazine something besides just "good guys vs. bad guys."

Kenny Crowe, 339 College St.
Lynchburg, Va.

Like we always say: In OUR mags, you can't tell the good guys from the bad guys without a scoreboard!

Dear Stan and Jack,

I don't care WHO says they won't last 6 issues! I know a great comic when I see one, and the X-MEN are great! Of course the biggest surprise of the third ish was the way you built up the personality of each. You gave the personality to the Beast that I thought you'd give the Angel, and vice versa! I knew you'd start getting great characterizations soon, and when you did—WOW! Now they're undoubtedly the best group you have at Marvel! Let's face it—the X-MEN are a smash success with the best heroes and the best artist and writer!

Jim Rostow, 906 Beale St.
South Bend, Ind.

And, if you ask us, the best FANS also! Many thanks, Jimmy!

Dear Stan and Jack,

As for FF #18 and #20—Wow! Stupendous! But now that you've printed X-MEN I'm going to faint! That means it's GREAT! We're going to form an X-MEN Fan Club over here!

Miguel Motta, Isabel de Aguilar St.
Fayardo, Puerto Rico

Good idea, Miguel—but don't admit any evil mutants!

Dear Stan and Jack,

I want to congratulate you on the X-MEN. It is the best magazine I have ever read. When I read issue #1 about Magneto, there wasn't a doubt in my mind that it was going to be the greatest magazine ever published. In issue #2 you introduced the Vanisher. The greatest surprise in that issue was the power of Professor X! In issue #13 of the F.F. Special Announcements Section you predicted that, within a year the X-MEN will be one of your most successful mags. You won't have to wait a year to convince me that they're wonderful! I know that already!

Earl Lamb, 912 Whitney Ave.
Albany, Ga.

Okay, Earl, that settles the X-MEN! Now see we've got to start all over again with DAREDEVIL! Wotta life!

SPECIAL ANNOUNCEMENTS SECTION:

Beginning with this ish, the big two, FANTASTIC FOUR and SPIDER-MAN now become the big five, including THE X-MEN, THE AVENGERS, and SGT. FURY! That's right, from now on ALL the Marvel feature-length mags will contain letters pages—until we crack!

But to make it a little easier on us, we'll limit these new letters sections to only ONE page, so please keep your correspondence brief-agreed?

As soon as this letters page goes to press, Stan and Jack will begin work on possibly one of their most important collaborations—FANTASTIC FOUR #28 (on sale the beginning of April) which features the X-MEN as guest stars! This story will be so different, so unique, that we're sure it will be discussed for a long time to come, and of course we hope that all of you X-MEN x-perts will read it and enjoy it.

Incidentally, DAREDEVIL #2 (also on sale early in April) features one of Spider-Man's most colorful foes—ELECTRO! Inasmuch as D.D. will probably be meeting the X-Men sooner or later, we're anxious to know how you like the mag. 'Nuff said?

Next ish of X-MEN features—GUEST STARS! SUPER-VILLAINS! And Marvel's own unusual brand of off-beat SURPRISES! So, till then we remain, telekinetically yours...

Stan and Jack!
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THE ASTEROID ACTS LIKE ITS ALIVE! WE'VE GOT TO HELP MARVEL GIRL!

IT'S MAGNETO! HE'S CONTROLLING EVERY BIT OF METAL THROUGH HIS AMAZING MENTAL POWERS! WE'VE GOT A FIGHT ON OUR HANDS!

THEN, AS IF TO PROVE THE BEASTS WORDS, TINY FLAME JETS SHOOT OUT TOWARDS ICEMAN, BEGINNING TO MELT HIS PROTECTIVE COATING OF ICE!

WHERE'S THIS COMING FROM?? QUICK! HURL YOUR ICE BOLTS AT THE WALL.... NOW!!

THE ICEMAN OBEYS INSTINCTIVELY, AND IN THE NEXT SECOND...

YOU DID IT! YOU FROZE THE FLAME JETS! I COMMEND YOU, MY FRIGID FRIEND!!

AND I THANK YOU, OL' BOOKWORM BUDDY!!

DON'T WORRY, PRETTY PARTNER! I'LL FREE YOU FROM THOSE GIZMOS BY COATING 'EM WITH ICE AND CRYSTALLIZING THEM.... LIKE THIS!

AND I'LL HAVE THAT PIECE OF METAL OFF YOU IN A TRICE, CYCLOPS! JUST EXCUSE MY DISHRAZ HANDS, IF YOU WILL!

THEY'VE ESCAPED ALL MY TRAPS, BUT IT WILL DO ihnen NO GOOD! AT THE PRESS OF A BUTTON, I'LL SEAL THEM IN THAT SECTION....

AND NOW, I'LL BLAST THEM RIGHT OUT OF THE AIR LOCK! FAREWELL, X-MEN....

BAH! DO YOU THINK YOUR WEAK WORDS CAN MYSTIFY MAGNETO?!

WHAT...? YOU WITCH! YOU PUT A HEX ON MY CONTROL PANEL! YOU'VE SHORT-CIRCUIT ED IT!

YOU DARE DEFY THE WILL OF MAGNETO?!

YOU'LL DO NOTHING TO MY SISTER WHILE QUICKSILVER LIVES!!

NO, MAGNETO! YOU CAN'T! YOU MUSTN'T!!
You think you can stop me?? You think you can stand up to Magneto, the most powerful mutant of all?!!

I'll do what I have to in order to protect my sister, Wanda... remember that!

Be careful, Pietro! I fear we are still no match for him.

But, we are destined never to know what might have happened next. For at that instant, a mighty force beam blasts the door right off its hinges!

We forgot the X-Men! They've crashed through!

Get back, Wanda!! Take cover! It is that accursed Cyclops, and his power beam!

QuickSilver, listen to me! You're fighting for the wrong cause! Desert Magneto... join the X-Men!

I hate Magneto... more than anyone knows! But he once saved my sister's life! I must serve him!

But don't you see? He's making criminals out of you and the Scarlet Witch! If you join us, we could...

No more! I'll hear no more! You're trying to confuse us! You're not our friends, either! If you were, you wouldn't fight us! We can't trust anyone!

You were too careless! You came too near! Now I've got you!

Give up, QuickSilver! Don't make me use my power beam on you!

Quick! Put a hex on Cyclops! They're too close! It might hurt QuickSilver!

Meantime, the other X-Men desperately try to free the captured Angel, realizing that every second spent places them in still greater danger.

It's unbreakable glass, but I can feel it giving! Just a few more thumps may do it!
Hold it, Hank! Let me try it... my way! I can mentally hurl one of these heavy chemical tanks at the glass with even greater force!!

You did it! He can extricate himself now!

I knew you'd free me! But you're in grave peril. Magneto can turn the entire asteroid into one giant death trap!

The suspicion is beginning to dawn on us that his motives are not the friendliest!

But perhaps we can install some of the milk of human kindness in his... say what have we here?!

Don't let it throw you! It must be one of Mastermind's images... watch! I'll prove it!

And now, tall, dark, and gruesome, we've got a little settling up to do, so we might as well get started!

Hurry, Mastermind... don't let him get you! Too bad you can't hop away from your enemies like the toad!

No! No! Stay back!

But the sounds of conflict have reached Magneto's ears and so...

Stop your whining, Mastermind! My dart grenade will save you!

X-Men! Look out! It exploded into a thousand flying darts!!

They're faster than I thought! They all saved themselves by taking cover, but at least I slowed their attack!

Wait! That rumbling sound! Can it be what I think??
IT IS! THE ASTEROID IS BREAKING UP! DURING THE BATTLE SOMEONE MUST HAVE BRUSHED AGAINST SOME OF THE DETONATE BUTTONS! BUT, I SHALL TURN THIS TO MY ADVANTAGE!

SAVE ME, MAGNETO! I DON'T WANT TO DIE!

SILENCE, TOAD! IT IS THE X-MEN WHO SHOULD BE FEARFUL! THEY'RE THE ONES WHO ARE DOOMED!

FIRST, WE MUST GET THEM TOGETHER ON THE OTHER SIDE OF THE AIR LOCK!

AH! THERE'S Cyclops! I'LL START WITH HIM!

NO! BEFORE HE CAN USE HIS POWER BEAM!!

FORGIVE ME FOR ATTACKING YOU FROM BEHIND, BUT WE DON'T FIGHT BY ANY RULES!

THERE! STAY BEHIND THE AIR CHAMBER WITH YOUR WRETCHED PARTNERS! I LEAVE YOU TO EMPTY SPACE!!

MAGNETO, NO!! YOU'RE MAKING A MISTAKE!

IT'S NO USE, TOAD! HE DOESN'T HEAR YOU!

THE X-MEN AREN'T BEHIND THE AIR LOCK! THEY'RE STILL IN THIS SECTION WITH US!

THEN WE'LL FINISH THEM LATER! AT LEAST THE CYCLOPS WILL NEVER BOTHER US AGAIN!

BUT THE X-MEN NEVER DESERT ONE OF THEIR OWN, AND SO...

I'VE GOT TO FLY TO SCOTT BEFORE THAT SECTION CRUMPLES BENEATH HIM AND HE PLUNGES TO EARTH!

WAIT! I'LL HELP YOU!

THERE! I FASHIONED A TUBULAR ICE BRIDGE FOR YOU... IT'LL PROTECT YOU BOTH FROM THE BITTER COLD--OUT THERE!!
Scott! Scotty boy! Do you hear me? I'm coming, fella! Hang on!

You're okay, now, partner! But we're still not in the clear. Both sections are starting to split apart!

Seconds after the X-Men again join forces, the satellite, already weakened by the stresses it has undergone, breaks free of its orbit in one final explosion!

But, before drifting out into airless space, it launches a silent, magnetically-powered escape ship... containing five weary but triumphant X-Men!

Then, as the teenagers reach safety...

Magnetor and his mutants must still be up there... it's returning for them...

If the evils of mutants survived, this was only the second round! They'll be more dangerous than ever!

And so will we, Jean! We proved our mettle today! By ourselves!

Finally, upon returning to their school, I'll give the professor our report...

I never lost it! I only pretended to. After our first battle with the evil mutants!

No need to, Scotty. I was with you all the time... listening to your thoughts!

But... why, sir? Remember, this is a school! And you can't graduate from any school without passing your final exam! Well, you've all just taken your final exam... just as I planned it!

And I'm proud to say that you've all passed. With flying colors. You've proven you can think and act for yourselves. Your training period is over! Congratulations, my X-Men!

Editor's note: Now that their training is ended, even greater dangers await them. For the strange saga of the X-Men is just beginning! Stan and Jack have a million surprises in store for you... so be with us next 19! See you then!
BOYS! MEN! I’LL HELP YOU MASTER

— says N.J. FLEMING — YUBIWAZA MASTER

"YUBIWAZA IS THE SECRET, AMAZINGLY EASY ART OF SELF-DEFENSE THAT TURNS JUST ONE FINGER OR YOUR HANDS INTO A POTENT WEAPON OF DEFENSE—WITHOUT ANY BODILY CONTACT..."

In just 2 hours after you receive "YUBIWAZA" you will be on your way to being an invincible Yubiwaza Master, at home, this Fast, EASY picture way or it costs you nothing.

WHAT YUBIWAZA CAN DO FOR YOU IN JUST A FEW SECONDS

11:05 P.M. — You return from dance. Rivals throw insulting remarks to your date.
11:06 P.M. — They attack you with fists and batons. You counterattack with YUBIWAZA: The VITAL Decision is YOUGS to make. Which shall it be? To play it "chicken" by running away? Be a "hunchback" and be beaten up?

I'M A 2-DEGREE HOLDER OF THE BLACK BELT — SYMBOL OF HIGH PROFESSIONALISM IN THE JAPANESE SYSTEM OF SELF-DEFENSE WHICH USES NO WEAPONS BUT BARE HANDS. I spent many years in Japan learning these little-known SECRETS. The most amazing effective all of Self-Defense techniques that stand out in ALL WORK AMONG AMAZING new techniques — all yours to have if you ACT NOW. YUBIWAZA is the name of a fantastic system of self-defense techniques that makes use of an easy-to-learn knowledge of vital body parts and the techniques of the use of just ONE Finger or your entire hand to counteract and/or overcome any violent attack. It is commonly known that wish the aid of YUBIWAZA you will not be afraid of invading young men — and girls — with only a few hours of training, turn back 2, 3 and even 4 attackers temporarily DISABLING ONE, putting another to flight, making a third wild with pain, while the fourth back his opponent to stop.

NOW YOU TOO CAN LEARN YUBIWAZA! The experts in Japan, who know and teach these ONE-FINGER techniques have explained that YUBIWAZA is a centuries-old system of self-defense which has developed over the centuries to be effective that outsiders were never instructed in its use. The system was restricted by Japanese who were not to apply these methods only in times of danger and attack by an aggressor. Many of the very techniques in Yubiwaza, book, once highly guarded secrets of the ancient Samurai warriors never shown to outsiders — FIRST TIME.

"I WEIGHT ONLY 98 LBS. — YET I CAN PARALYZE A 200 POUND ATTACKER WITH JUST A FINGER BECAUSE I KNOW YUBIWAZA!"

— says Yoshie Imanishi — Pretty Japanese wife of N.J. Fleming — Yubiwaza Master

"I can make him say "uncle" quickly with the help of YUBIWAZA. MASTER EVERY SITUATION!"

Make no mistake, the world is being invaded by people who think nothing of sticking a knife into the ribs, or attacking people with their fists, in order to get what they want. People of self-defense, not relying on knowledge, not their muscle or strength, but depend on technique — weight or size are just a factor. YUBIWAZA can disarm and disable your opponent in seconds. You can also use YUBIWAZA to help yourself in a fight — behind-no matter how big he is or what his weight. Instantly you know WHERE to attack, and how. You learn the body's major vulnerable points, the defense or your own superior complex, the balance of strengths and weaknesses — this knowledge can help you in any accident or quarrel or any fight with your personal weapons which can simple or complicated.

TWO FREE GIFTS! If you order NOW, I'll include without extra charge 2 free gifts: your very own copy of HOW TO EASILY OVERCOME AND MASTER AN INFERIORITY COMPLEX, BASHFULNESS AND SHYNESS — YOU PAY ONLY $1.98. Nothing Else To Buy — PACKED WITH GRAND ILLUSTRATIONS BY YUBIWAZA AND HIS WIFE YOSHIE.

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Town_________State
He's Looking for People Who Like to Draw

Today hundreds of men and women who never thought they could be artists are working happily at easels and drawing boards, making pictures, and getting well paid for it. They all can thank Albert Dorne, a famous artist who devotes almost his full time to helping other people become artists.

Some of the people Dorne has helped
Herb Smith was a payroll clerk. Soon after he started studying with us, he landed an art job with a large printing firm. This was four years ago; today he's head artist for the same firm.

John Busketta is another. He was a pipefitter’s helper in a big gas company. Today he still works for the same company, but as an artist in the advertising department, with a big increase in pay.

Harriet Kuzniewski was bored with an “ordinary” job before she heard of Albert Dorne. Today she does high-style fashion illustration in New York.

With the right training, Wanda Pickulski gave up her typing job to become fashion artist for a local department store.

John Whitaker of Memphis was an airline clerk two years ago. Recently he won a national cartooning contest and was signed to do a newspaper comic strip.

Long before Albert Dorne started looking for people who like to draw, they came to him for advice and help. Since he alone could only help a few of these people he called together America’s most successful artists—men like Norman Rockwell, Jon Whitcomb, Stevan Dohanos and Al Parker.

A Plan to Help Others
He said: “All over America, there are people who like to draw, who could be turned into good artists. 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? I’m suggesting a new kind of 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 spent several years creating 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, the famous artists developed a wonderful way to give each student personal correction and advice all through his training.

Albert Dorne is not surprised by the success of his students. “The art field is growing. We keep getting calls from all over the country, asking us for practical, well-trained students who can step into full-time or part-time art jobs.”

Famous Artists Talent Test
To find others with art talent worth developing, the famous artists created a 12-page talent test. Thousands paid $1 for this test, but now the School offers it free and will grade it free. If you show talent on the test, you will be eligible for training by the School. No obligation. Simply mail coupon. It might be your first step to an exciting, well-paid career in art.

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America's 12 Most Famous Artists

<table>
<thead>
<tr>
<th>Name</th>
<th>Nationality</th>
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<tbody>
<tr>
<td>Norman Rockwell</td>
<td>USA</td>
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<tr>
<td>Jon Whitcomb</td>
<td>USA</td>
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<tr>
<td>Ben Stahl</td>
<td>USA</td>
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<td>Al Parker</td>
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<td>Robert Pewitt</td>
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<td>Stevan Dohanos</td>
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<td>George Giusti</td>
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<td>Peter Heck</td>
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<td>Harold Von Schmidt</td>
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<tr>
<td>Albert Dorne</td>
<td>USA</td>
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</tbody>
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Famous Artists Schools
Studio 7223, Westport, Conn.

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

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