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COMICS
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the X-MEN

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5
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SUSPENSE!
ALL IN THE MAGNIFICENT
MARVEL MANNER!!**

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FIGHTING BEST, WHEN THEY LEARN:

**"The ANGEL is
TRAPPED!"**



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and his
EVIL MUTANTS,
MORE DANGEROUS THAN EVER,
STRIKE AGAIN!

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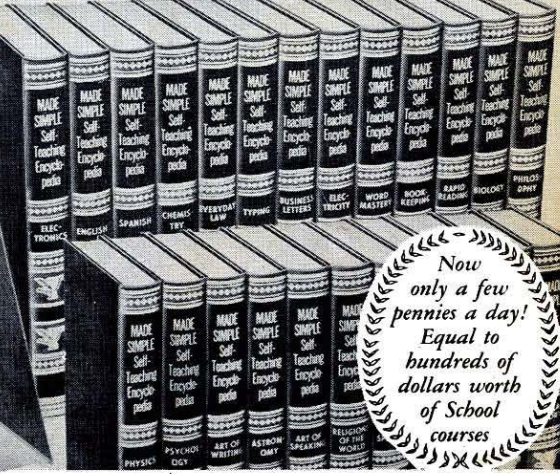
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X-MEN
THE MOST UNUSUAL
TEEN-AGERS OF
ALL TIME!

"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 HEAD-
QUARTERS...

SPELL-BINDING
STORY BY:
STAN LEE

DAZZLING
DRAWING BY:
JACK KIRBY

INKING: **PAUL
REINMAN**
LETTERING: **S. ROSEN**



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! ICEMAN 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 ICEMAN!



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

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

SLOWLY, JEAN... YOU'VE 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... 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, ICEMAN! FROM NOW ON WE WILL BE ALONE, FOR THE FIRST TIME... WITHOUT THE PROFESSOR TO GUIDE US AND HELP US!

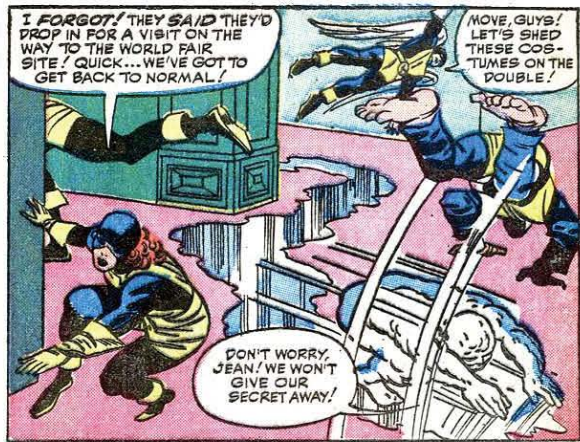
HE'S SPENT COUNTLESS HOURS TRAINING US TO USE OUR POWERS, JEAN! NOW, WE'VE GOT TO PROVE WE WERE WORTHY OF THAT TRAINING!



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!





MOMENTS LATER, AFTER INTRODUCING HER "FELLOW STUDENTS"...

A REAL PLEASURE MEETING YOU, MR. AND MRS. GREY! WE'RE SORRY PROFESSOR XAVIER CAN'T BE WITH US, BUT HE'S, EH, UNAVOIDABLY DETAINED!

I UNDERSTAND, MY BOY! I FEEL I KNOW YOU ALL SO WELL! THE PROFESSOR WRITES TO US EVERY WEEK, TELLING OF YOUR PROGRESS! HE IS CERTAINLY A WONDERFUL MAN!

WHEN HE FIRST ASKED IF JEAN COULD ATTEND YOUR SCHOOL, WE WERE A BIT HESITANT! BUT THEN, WHEN WE WERE CONTACTED BY WASHINGTON, D.C., RECOMMENDING YOUR COURSE SO HIGHLY, WE KNEW IT WAS THE BEST THING FOR OUR DAUGHTER!



AND WE WERE SO IMPRESSED TO LEARN THAT SOME OF YOUR COURSES ARE CLASSIFIED TOP SECRET BY THE GOVERNMENT!

OH, WHAT INTERESTING SUN-GLASSES! I'VE NEVER SEEN THAT TYPE...

NO! DON'T TOUCH THEM!! I-I'M SORRY, MA'AM... IT'S JUST THAT I HAVE A SLIGHT EYE INFECTION! I'M SURE YOU UNDERSTAND!



MUST CHANGE THE SUBJECT QUICKLY, LEST WE AROUSE THEIR SUSPICIONS!

WE'D ENJOY SHOWING YOU OUR BUILDING, MR. AND MRS. GREY! THIS IS OUR GYM! WE'RE GETTING NEW EQUIPMENT NEXT WEEK!

OH, I WONDERED WHY IT WAS SO EMPTY!

CLEVER OF HANK! HE COULDN'T VERY WELL ADMIT THAT THIS IS OUR DANGER ROOM, WHERE WE TRAIN!



AND NOW, IF YOU'D LIKE TO SEE OUR LUNCHROOM, AND STUDY HALL...

WAIT!! DON'T SHUT THAT DOOR!



TOO LATE! THEY FORGOT ABOUT ME! THE DOOR'S TIME LOCK HAS ME TRAPPED INSIDE!

BUT THE "DANGER APPARATUS" IS SET ON AUTOMATIC! THAT MEANS THE TESTING DEVICES WILL BEGIN TO OPERATE ANY SECOND!



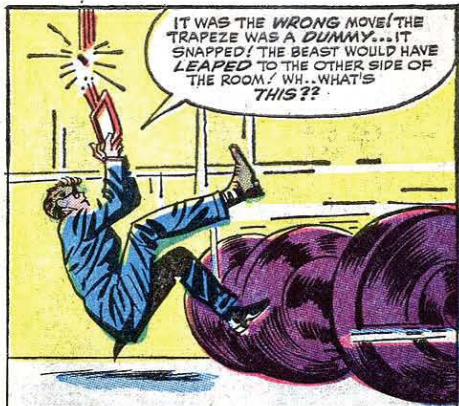
THEY'VE STARTED! IT WAS THE BEAST'S TRAINING PERIOD NEXT! THESE ARE HIS SPECIAL SURVIVAL PROBLEMS! CAN I HANDLE THEM?





THE FLOOR JUST
SNAPPED UP...TO TEST
THE BEAST'S AGILITY!

GRABBING THIS
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! WH...WHAT'S
THIS??



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

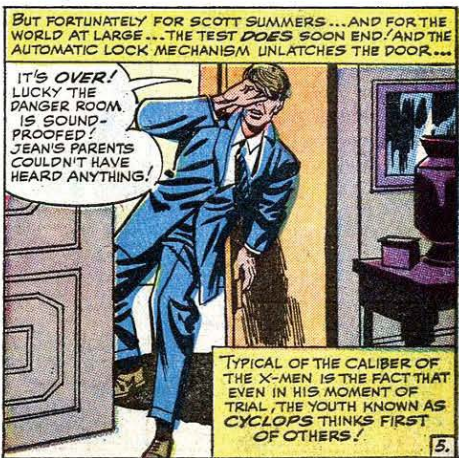


HATE TO DESTROY
THAT EXPENSIVE PIECE
OF APPARATUS WITH
MY POWER BEAM...
BUT I HAD NO OTHER
CHOICE! **NONE** OF
US ARE AS QUICK ON
OUR FEET AS THE
BEAST!



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!**
LUCKY THE
DANGER ROOM
IS SOUND-
PROOFED!
JEAN'S PARENTS
COULDN'T HAVE
HEARD ANYTHING!

TYPICAL OF THE CALIBER OF
THE X-MEN IS THE FACT THAT
EVEN IN HIS MOMENT OF
TRIAL, THE YOUTH KNOWN AS
CYCLOPS THINKS FIRST
OF OTHERS!



LATER...

SUCH A LOVELY SCHOOL! AND WHAT FINE CLEAN-OUT 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! AWAITING 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 HEAD-QUARTERS, 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!

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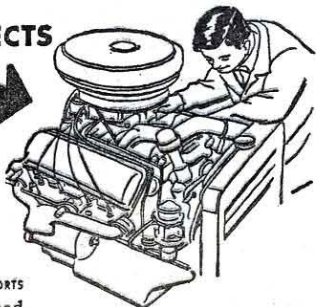
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...to help you bridge the gap between theory and practice—to lead you from lessons to engines in easy stages



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If you are worried about a layoff, low pay, or dim prospects, read this information printed in a Chicago newspaper: "Unemployment may be a national problem, but the troubles in segments of the auto industry are exactly the opposite. Jobs are going begging. Good jobs. Ones paying well and offering better-than-expected freedom from layoffs. There are perhaps 300,000 openings to be filled in cities and towns across the country..."

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A well-known auto executive says that 250,000 more auto mechanics are needed. "We know of one manufacturer alone who needs nearly 60,000 mechanics for its dealerships," he adds. Obviously, now is the time to train for a better job, high pay, steady work! Train at home, in spare time for a bright future as an auto mechanic. Learn by practicing the easy CTI way. It's fast too.

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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!



WITHIN SECONDS, TWO DRAMATIC FIGURES STEP THROUGH THE AIR-LOCK...

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 MASTER-MIND 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!

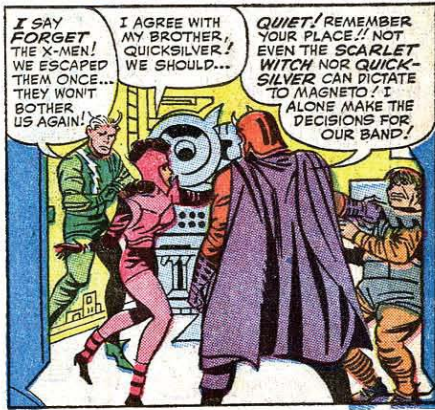
C-CAN'T MOVE! I'M ALL WRAPPED UP IN A HEAVY CLOTH! GET ME OUT OF HERE!! HELP!!

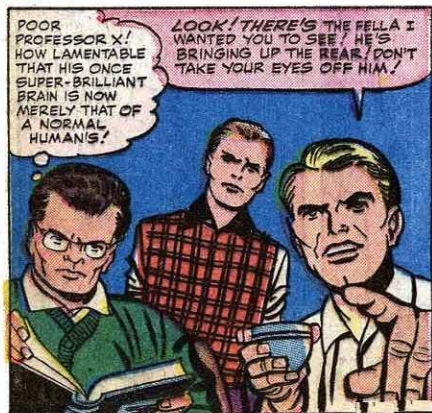


THEN, AS THE TOAD'S HYSTERICAL CRY REACHES THE EARS OF... MAGNETO...

MASTERMIND!! DISPEL YOUR ILLUSION! INSTANTLY! AT THE COMMAND OF MAGNETO!!







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!



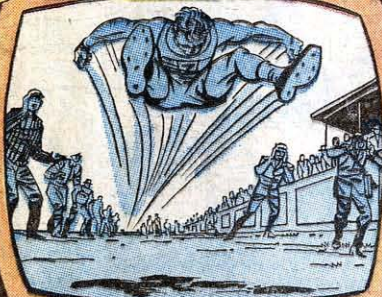
A FEW MINUTES LATER...

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 INCREPULOUS!

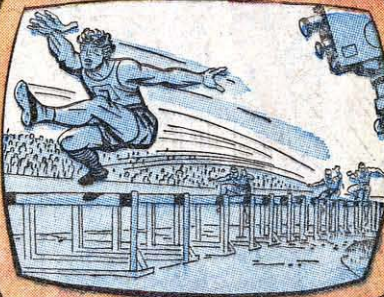


HE'S COMPETING IN EVERY EVENT! WOW!! A BROADJUMP LIKE THAT WILL MORE THAN DOUBLE THE WORLD RECORD!



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! 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 RESPIRE!

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!

THIS ICE-WALL WON'T HOLD THEM BACK FOREVER!



I... I CAN'T STAY ALOFT WITH HIM MUCH LONGER!

WE'VE ONLY ONE RECOURSE... RUN!!

CONTINUED AFTER NEXT PAGE

BOYS! WIEN!

Mike Marvel

ARE YOU WEAK, ALWAYS TIRED, LACK PEP?

Whether you're thin and scrawny, or sagging with unsightly fat—my secret DYNAPLEX method will cram pep, vigor and red-blooded vitality into your puny, exhausted body. Once DYNAPLEX makes you a two-tisted dynamo of manly beauty, rippling with power, glowing with masculine appeal—you'll be bursting with get-up-and-go. Man, you'll be really ALIVE—tinkling with zest and zip-piercing energy—for the first time in years!

PROOF!

"I tried two other systems, before my buddy told me about DYNAPLEX. It really works—and how! I've put two inches of solid muscle on my biceps, three inches on my chest. It's a like magic!"
L. C. New York City
"I never thought you could build terrific muscles without exercises or weights. Started DYNAPLEX two weeks ago, and am building a great physique."
E. G. Detroit, Mich.
"DYNAPLEX is the best yet. Only three weeks, and I have more dates than I can handle! I am telling all my pals about DYNAPLEX."
F. S. Chicago, Ill.

ARE YOU ASHAMED OF YOUR BODY NOW?

Pal—do YOURSELF a favor! Take a good long look in a mirror. Do you see a puny, starved body—scrawny arms—lank shoulders—a lanky stomach and skinny legs? Do they laugh and grin when you take off your shirt? BELIEVE IT OR NOT—I can add solid pounds of rippling, sleekly he-man MEAT to your body. I can take those lank arms and PACK EVERY inch with explosive virile MALE MUSCLES. I can take that caved-in chest and build on six rugged inches of strong sleek MAN-SIZED BRAWN. I can take that scrawny frame with GIANT RIPPING DYNAPLEX MUSCLES that will have them gasping with awe and admiration! And with NO tiring exercise. NO high-priced bar-bells or gym equipment!

FREE! "SECRETS OF BEING ATTRACTIVE!"

Fellows! Mail the coupon now, and receive Mike Marvel's FREE GIFT to you. This exciting and informative book, discloses a secret method for developing a new, almost MAGNETIC way of being attractive and popular. It tells you the people clustering around you breathlessly, what does he have so exciting? But we don't tell you the answer! We give you a GIFT from Mike Marvel. Fill out and mail the coupon NOW!

Yes! If they LAUGH at you now when you take off your shirt—they'll be amazed—once they've seen the rugged DYNAPLEX BODY I can give you! I'll build you a tough 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")

In my classes this same course of Instruction would cost \$170.00.

Or is your problem a body sagging with soft rolls of unhealthy, handsome FAT? Puny muscles—sagging stomach—bloated face—arms heavy with layers of BUBBLE? Are you ASHAMED to go to the beach and let them see your "FAT-MAN PHYSIQUE"?

If so, wake up fellas! THIS IS IT! You'll need all that fat to give you a lean virile DYNAPLEX BODY, armored with a sheath of hard toned and some muscle. I can build you into a healthy, streamlined HERCULES—bursting with dynamic manly strength. I'll give you a pair of rock-hard midsection—legs muscled like coil steel springs. I can pack solid DYNAPLEX into your fists and give you a rugged handsome build brimful of the masculine SUPER-BODY APPEAL. And with NO starvation diets—NO fattening calisthenics—NO expensive health-foods!

HOW DYNAPLEX BUILDS BEAUTIFUL BODIES

DYNAPLEX is the modern miracle of body-building. It takes no tiresome exercises, "crash" diets, protein foods, and no weights or bar-bells. DYNAPLEX is the amazing discovery of a West German Doctor whose research into the Science of Strength found a thrilling new way to build GIANT BRAWNY MUSCLES in ten minutes a day. With DYNAPLEX you "flex" each muscle, and it contracts in a way that is more effective than if you exercised that muscle 20, 30, even 100 times the old-fashioned way. With DYNAPLEX you get bigger results in ten minutes than after hours of grunting and groaning, hefting heavy weights.

DYNAPLEX coaxes each muscle in your body to bring out its found, steeply fullness and satiny asymmetry. DYNAPLEX packs that muscle with glowing vibrant new strength and energy—FAST! In ten minutes a day I can cover your bony frame with healthy rippling muscles—give you a deep, powerful chest—solid shoulders and iron wrists—tough, slim midsection—and trim, steel-sprung legs—simply turn "DYNAPLEXING" each muscle once a day! There's nothing wrong with the bar-bell and weight-lifting method, but why bother? Why waste time and money, why sweat and strain your way to a streamlined SAISON-STRONG BODY—when you can do it better—bigger—faster—easier with the DYNAPLEX SECRET?

Mike Marvel System, Dept. 363, 285 Market Street, Newark, N. J.

MAIL MONEY SAVING NO RISK FREE TRIAL COUPON NOW

Check as many of the box as you want HERE—Complete System \$1.98.

- ☐ Lose fat, be trim and solid
- ☐ Build deep brawny chest, bulging with vigorous strength
- ☐ Lose fat, be trim and solid
- ☐ Mold mighty back, broad beefy shoulders
- ☐ Build muscle on skinny wrists and arms
- ☐ Develop crushing grip, two-fisted punch-power

MIKE MARVEL-SYSTEM, Dept. 363, 285 Market Street, Newark, New Jersey.

Okay, Mike! Here's \$1.98. Send me your COMPLETE (nothing else—buy later) new secret of DYNAPLEX, to win a HERCULES-HE-MAN BODY in just ten minutes a day. Rush my copy of the DYNAPLEX SYSTEM and my free gift book "Secrets of Being Attractive" on my money-back guarantee. If I don't develop a splendid physique and become more popular you will refund my money in full.

NAME _____ AGE _____

ADDRESS _____

CITY _____ ZONE _____ STATE _____

Outside USA: Send International Money Order or cash. Great Britain: \$1.98 is about 16 shillings. For air mail delivery, send 1 pound.

SECRET NEW DYNAPLEX 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!

STRONG-MAN BODY THAT'S ADMIRABLE!

Be honest. Down deep you KNOW you envy the boy with the virile, magnificent build. Every man and boy secretly desires a broad brawny back, a solid man-muscled chest, handsome he-man shoulders, arms rippling with tough, steely sinews, a narrow waist, slim hips and springy power-packed legs. To be a fellow with TWO-FISTED BIG MUSCLE APPEAL... they only laugh at skinny guys or "fatso".

Let me give you a glowing new body, brimming over with energy and irresistible bulges of solid muscle on your chest—he-man appeal. I can build three inches of beef and brawn on your shoulders. I will mold you a handsome super-body of terrific strength, give you a crushing grip. Legs crammed with steel springs. A lean taut rock-solid punch-proof midsection. Pack your body with energy and stamina that will help make you popular.

GIVE ME TEN MINUTES A DAY—THAT'S ALL!

After DYNAPLEX, you'll be able to roll up your sleeve and admit and admit and admit for the first time in your life, you'll be PROUD of your manly build. Yes, pal, say goodbye to your weak, baby frame—read, for adventure and romance with a solid physique that glows and vibrates with virile he-man appeal. You'll be really proud to have people see and hear of you. You'll be a crowd magnet at the beach or gym. And when the fellows stare with envy and jealousy—when friends crowd around to squeeze your ironiceps—touch your bulging brawny chest—when they ask in amazement HOW you did it—tell them about the Magic Secret of DYNAPLEX!

Your Pal,
MIKE MARVEL

"Builder of Champion Bodies"

YOU PAY ONLY

\$1.98

COMPLETE

Nothing Else To Buy

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...





AT A GESTURE FROM THE EVIL MUTANTS, ONE OF THE HEAVY IRON TRAIN GATES RISES 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-OUT THE HELP OF PROFESSOR X!!



BUT, THERE ARE STILL MORE EVIL MUTANTS TO CON- TEND 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 SURROUND- ING 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...

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, MASTER- MIND!

NO!! DON'T LET ME FALL!



CONTINUED AFTER NEXT PAGE

LOOK!

A stylized illustration of a hand holding a sign that reads "LOOK! Boys Wanted TO SELL GRIT". The sign is tilted and has a rough, torn edge. The text is in a bold, sans-serif font. The word "LOOK!" is at the top, followed by "Boys Wanted" in a larger font, and "TO SELL GRIT" at the bottom. The background is a light gray with a subtle grid pattern.

SPENDING MONEY! PRIZES!

**5 CENTS PROFIT YOURS
ON EVERY COPY SOLD.**

30,000 Boys Selling Each Week Know

**It's Fun
It's Easy**

You Can Make \$1 to \$5 Every Week in a Few Hours

Fellows!

Earn all the spending money you want. GRIT is popular in 900,000 homes. It is easy to sell. You get FREE PRIZES in addition to the money you make. You also gain valuable business experience to help you become a successful man. I'll be glad to help you get started in this business of your own.

Pay only for copies sold until you know how many to order. Papers will be sent immediately.

START NOW EARNING BIG CASH PROFITS AND FREE PRIZES

**Print Name and Address Below*

If You Are a Boy 12 Years Old or Older

GRIT PUBLISHING CO., Williamsport, Pa.

MC-46

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

**In an Envelope or
Pasted on a Post Card**

Print Your _____

Last Name _____
Plainly Here _____

HYPNO-COIN
NEW - POCKET SIZE INVENTION
HELPS HYPNOTIZE IN MINUTES
IT MUST WORK FOR YOU OR MONEY BACK!

Hold the HYPNO-COIN in front of the person you want to hypnotize. Then, gently vibrate the plastic lens. This sets the hypnotic pattern into a whirling motion. A motion that is so fascinating, it captures and rivets your subject's eyes to the "Hypno-Coin".

Now, proceed to give your hypnotic suggestion and commands. Get this amazing hypnotic aid complete with a FREE revealing booklet of secrets and instructions. It tells you what to say and do, how to command and re-hypnotize with the snap of a finger, how to thrill and amaze them with hypnotic stunts, feats of strength and memory, etc. Get the COIN Booklet and large illustrated catalog for only \$1.00 ppd. Sent in a plain wrapper, Money back if not delighted!

Sorry no C.O.D.s Send to:
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only —

\$100
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MAIL
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Enclosed \$1.00 Send Hypno-Coin

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THRILL AND AMAZE THEM at parties and gatherings with fascinating hypnotic feats of memory, stunts, and exhibitions!

BONUS
Free!

Booklet of revealing secrets & instructions and large illustrated catalog with order!

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 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!

KEEP YOUR EYE ON HIM! WATCH WHERE HE RUNS!

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!



ONLY MY GREAT SPEED IS SAVING ME FROM THOSE POWERFUL BLASTS! ANY ONE OF THEM COULD PUT ME OUT OF THE FIGHT!!

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! WE HAVE THE ANGEL! I'LL SWAP HIM FOR THAT HIGH-JUMPING FOOL ANY DAY!

QUICKSILVER! 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 HURLING THROUGH THE ASTONISHED CROWD ... A WILD BEAST WHICH EXISTS ONLY IN THE IMAGINATIONS OF THOSE AFFECTED BY MASTERMIND'S UNCANNY POWER...

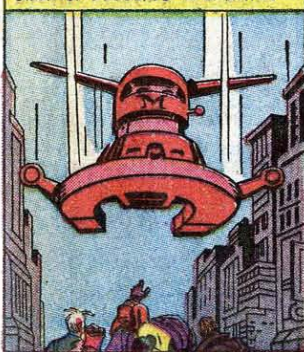


THE CROWD IS PANICKING! I CAN'T GET PAST WITHOUT INJURING SOMEONE! MARVEL GIRL! CAN YOU LIFT ME OVER THEM VIA TELEKINESIS??

I'LL TRY! OHHH, NO... YOU'RE TOO HEAVY! CAN'T LIFT YOU FAR ENOUGH!

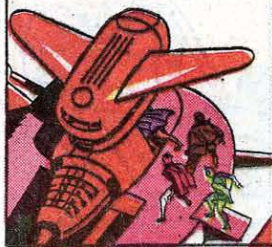


MEANTIME, OUTSIDE THE TERMINAL, A MAGNETICALLY-POWERED SHIP SILENTLY DESCENDS TO EARTH...



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 THE BATTLE ISN'T OVER YET!



A SHORT TIME LATER, AT MAGNETO'S ASTEROID, ORBITING ABOVE THE EARTH...

TELL ME WHERE THE X-MEN'S HEADQUARTERS IS, ANGEL! ONCE I FIND PROFESSOR X, I'LL GET 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 SIRENS 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!

AND AS THE HOURS TICK SLOWLY BY...

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 ???!

MEANWHILE, AT A DESERTED PIER ON THE EAST RIVER...

WE CAN'T SET THE TOAD FREE... BUT WE CAN'T TAKE HIM TO OUR HQ, IN CASE MAGNETO IS SCANNING US WITH SOME SORT OF MAGNETIC SPY DEVICE!

LOOK! SOMETHING SEEMS TO BE **WRONG** WITH HIM! SEE HOW HE'S 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! HE SEEMS OBVIOUSLY TO OUR PRESENCE... LIKE A MAN POSSESSED!!

LET'S LEAVE HIM ALONE! LET HIM TALK! WE'LL SEE WHAT HE DOES! IF IT'S NOT A TRICK, HE MAY LEAD US TO MAGNETO!

MAGNETO! I'VE GOT TO RETURN TO MAGNETO! SOMETHING IS **LEADING** ME TO HIM! I CANNOT RESIST!

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

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

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



LOOK! HE
HAD A
HIDDEN
MAGNETIC
COMMUNI-
CATOR
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!!

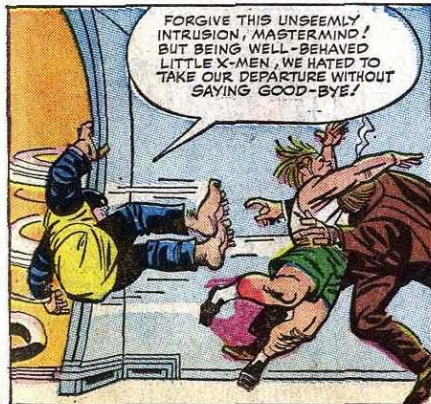


SECONDS LATER...

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! LET'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!



BUT YOU'LL FIND THAT THIS IS NO ILLUSION!

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 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!



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

I... 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...

CAN'T CONCENTRATE! CAN'T USE THE POWER OF MY BRAIN!

CONTINUED AFTER NEXT PAGE



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New York 21, N. Y.

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, we 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 but 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 be 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 scorecard!

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 #2 you introduced the Vanisher. The greatest surprise in that issue was the power of Professor X! In issue #22 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, Earle, that settles the X-MEN! Now 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—at least 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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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 THIS ENTIRE ASTEROID INTO ONE GIANT DEATH TRAP!!

THE SUSPICION IS BEGINNING TO DAWN ON US THAT HIS MOTIVES ARE NOT THE FRIENDLIEST!



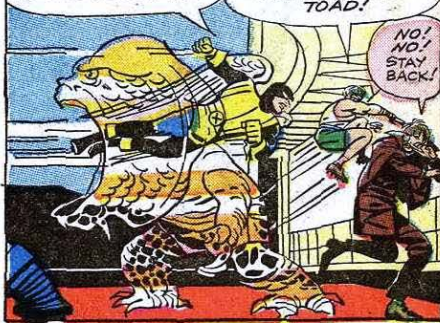
BUT, PERHAPS WE CAN INSTALL SOME OF THE MILK OF HUMAN KINDNESS IN HIS... SAY! WHAT HAVE WE HERE??!

DON'T LET IT THROW YOU! IT MUST BE ONE OF MASTER-MIND'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??!







SCOTT! SCOTTY BOY!
DO YOU HEAR ME? I'M
COMING, FELLA! HANG ON!



Y-YOU WERE
JUST IN TIME,
WARREN! THE
FRAGMENT
WAS CRUMBLING...
I COULD JUST
BARELY KEEP
FROM FALLING!!

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 AIR-
LESS SPACE, IT LAUNCHES A
SILENT, MAGNETICALLY-POWERED
ESCAPE SHIP... CONTAINING FIVE
WEARY BUT TRIUMPHANT X-MEN!

NOT A
SECOND
TOO
SOON!!



THEN, AS
THE TEEN-
AGERS
REACH
SAFETY...

IT'S
RISING
AGAIN... BY
REMOTE
CONTROL!

MAGNETO
AND HIS
MUTANTS
MUST
STILL
BE UP
THERE...
IT'S
RETURN-
ING FOR
THEM!



MAGNETO
CAN CONTROL
ITS COURSE
MENTALLY!
THERE'S NO
TELLING
WHERE
HE'LL LAND!

IF THE EVILS
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...

NO NEED TO,
SCOTT! I WAS
WITH YOU ALL
THE TIME...
LISTENING TO
YOUR THOUGHTS!

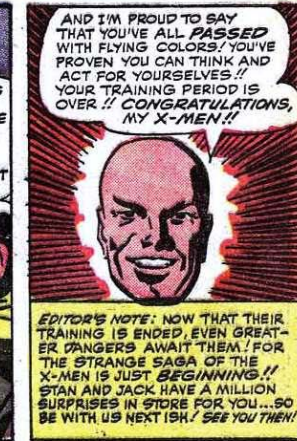
YOU MEAN...
YOU HAVE
YOUR MENTAL
POWER
BACK?!



I NEVER LOST IT! I ONLY
PRETENDED TO. AFTER OUR
FIRST BATTLE WITH THE EVIL
MUTANTS!

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 GREAT-
ER 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 ISK! SEE YOU THEN!

BOYS! MEN! I'LL HELP YOU MASTER

— says N.J. FLEMING — YUBIWAZA MASTER

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EASY—And I am now ready to show you, too, through clear, easy-to-understand photos, every secret, I guarantee to make you a YUBIWAZA specialist in hours or even every cent you paid will be refunded. You don't have to attend my school where I train beginners like you on your home with only a few minutes of practice a day. I'll show you how to defend yourself against hoodlums, bullies, "wise guys" and venal, vile delinquents who respect neither lives nor property. When you apply YUBIWAZA methods, you can cut an aggressor down with JUST ONE FINGER! You can disarm an opponent rushing you with his fists, a broken bottle, a revolver or any kind of bludgeon. You can turn an aggressor's attack into your advantage with only one finger or your bare hands. No matter how "hot" the action gets, YUBIWAZA keeps you "on top." You can apply simple pressure of your finger against any one of a dozen or more vital nerve centers of your opponent and watch his gun fall, his knife drop, his arm go limp while he himself sinks to the ground completely helpless and faint. If the neighborhood bully pushes you, you

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

says Yoshie Imanami
Pretty Japanese wife of N.J. Fleming — Yubiwa Master

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

Make no mistake! The world is crowded with anti-social enemies who think nothing of sticking a knife into the ribs . . . or attacking peace-loving citizens just for the fun of it . . . or molesting boys and girls shamelessly. There is a crying need for a system of self-defense that relies on KNOWLEDGE, not big muscles or strength . . . that depends on TECHNIQUE — not on weight or size of body . . . that is based on simple TRAINING—not on illegal possession of weapons. When you know YUBIWAZA you can disarm and disable your opponent in seconds. You can repel a mugger who grabs you from behind—no matter how big he is or how much he weighs. Instantly you know WHERE to attack, and how. You learn the body's major vulnerable regions, the defense or anti-attack position . . . and your body's personal weapons which you can apply to maximum advantage. I have jam-packed all I know about this amazing art into my Guide, which I have profusely illustrated and clearly explained. I take you step by step through the fundamentals of this amazing system so that you understand clearly and immediately how these effective principles work. You learn these tricks used by marines, police and G-men . . . how to floor any bully . . . how to throw vital spots that will make any attacker helpless. No matter whether you are big or small, strong or weak, you can overpower practically any opponent with lightning speed!

BECOME A NEW MAN!

Knowledge of YUBIWAZA will turn you into a NEW MAN even if you never actually have to use it! For you will become SELF-ASSURED through your ability to handle yourself. You will walk with a deter-

mined and confident air secure with the knowledge that NOTHING can frighten you . . . that you can deal with ANY man, ANY weapon, ANY situation—and that you can do all this with NO bodily contact. And you will win respect and admiration from everyone. Thousands of men of all ages have won confidence and respect by learning YUBIWAZA. YOU can do the same! You owe it to your own peace of mind . . . to your friends and loved ones—to be able to defend yourself in these days when attack may come at any time and place from hoodlums, criminals and delinquents. So mail coupon NOW for my COMPLETE instruction on YUBIWAZA. If you and your friends don't say that YUBIWAZA has made a NEW MAN out of you, every cent will be refunded!

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AND HIS WIFE
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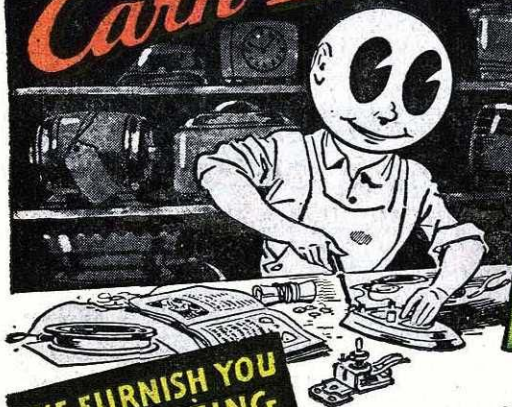
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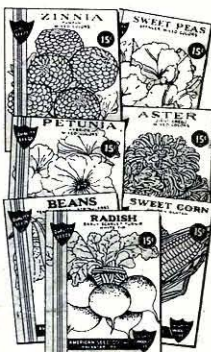
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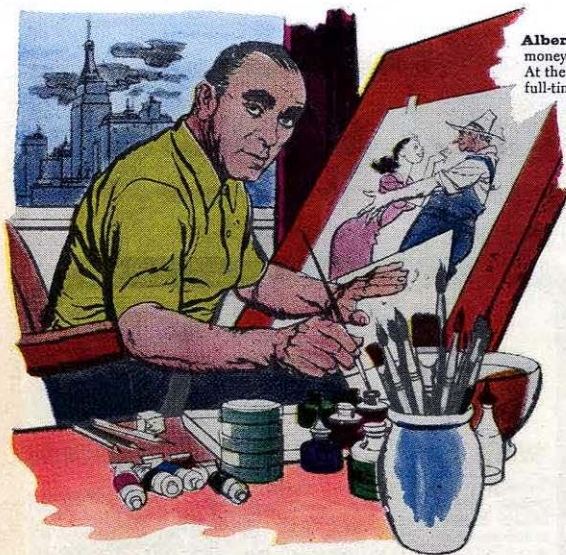
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Albert Dorne — probably the greatest money-maker in the history of commercial art. At the height of his career, he began a full-time search for people who like to draw.

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 Buskett 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.

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.

Mr. _____ Age _____
Mrs. _____
Miss _____ (please print)
Address _____

City _____ Zone _____

County _____ State _____

Accredited by the Accrediting
Commission of the National Home
Study Council, Washington, D.C.

America's 12 Most Famous Artists

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