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IT'S COME AT LAST! THE MOMENT WE'VE BEEN WAITING FOR! WE ARE LOOKING AT THE UNCANNY X-MEN, ACCOMPANIED BY PROFESSOR XAVIER, AS THEY POSE BEFORE AN AUTOMATIC CAMERA ON THEIR GRADUATION DAY! BUT, PERHAPS THEIR SMILES WOULD NOT COME SO EASILY IF THEY COULD SUSPECT THE INCREDIBLE DANGERS THEY WILL SOON BE FACING!
THEN, AFTER THE MEMORABLE PHOTO HAS BEEN SNAPPED...

PROFESSOR, I'VE BEEN WAITING FOR A CHANCE TO TELL YOU HOW MUCH I APPRECIATE ALL YOU'VE DONE FOR ME--AND FOR ALL OF US.

NONSENSE, SCOTT! ALL I DID WAS TAKE THE TALENT ALL OF YOU ALREADY HAD AND CHANNEL IT IN THE RIGHT DIRECTION! YOU YOUNGSTERS DID ALL THE WORK!

BUT WITHOUT YOU, WE'D HAVE REMAINED MISFITS, IN A WORLD THAT COULD NEVER UNDERSTAND US--WITH NO PURPOSE, NO GOALS!

PERHAPS WE SHOULD SEND A PHOTO TO MAGNETO, WITH A SUITABLE INSCRIPTION, SUCH AS: "ALWAYS THINKING OF YOU!"

NOW THAT THE CEREMONY IS OVER, I'LL BEST RETURN TO MY CHAIR--

LET ME HELP YOU, SIR.

THANK YOU, JEAN, YOU'VE MASTERED YOUR TELEKINETIC POWER PERFECTLY!

JUST AS ALL OF YOU HAVE MASTERED YOUR MUTANT POWERS TO MY COMPLETE SATISFACTION, THERE IS NOTHING MORE THAT I CAN TEACH YOU!

SAY PROF--I JUST NOTICED--MY DIPLOMA'S A BLANK! THERE'S NO WRITING ON IT!

NATURALLY, MY UNCOMPREHENDING FRIEND! IT WAS JUST A PROP FOR THE PHOTO! YOU WOULDN'T EXPECT A DIPLOMA WHICH REVEALS TO THE WORLD THAT YOU ARE A FULL-FLEDGED X-MAN, WOULD YOU?

AS A MATTER OF FACT, I DO HAVE DIPLOMAS FOR YOU WHICH TESTIFY THAT YOU'RE SUCCESSFULLY COMPLETED YOUR NORMAL PREP SCHOOL CURRICULUM--AS INDEED YOU HAVE DONE!
AND YOU MUST STILL KEEP YOUR X-MEN IDENTITIES SECRET, FOR THE WORLD OF ORDINARY HUMANS IS NOT YET READY TO ACCEPT YOU.--

AND NOW, I SHALL NOT BORE YOU WITH LONG SPEECHES, BUT I MUST TELL YOU THIS--YOU ARE EACH MORE THAN MERE HOMO SAPIENS--YOU ARE THE FORERUNNERS OF HOMO SUPERIOR--SUPERIOR MAN! YOU EACH HAVE A PRICELESS EXTRA MUTANT POWER TO BE USED FOR THE GOOD OF HUMANITY--

YOU HAVE MANY UNFINISHED TASKS WHICH I MUST NOW TURN MY ATTENTION TO! SO, I MUST LEAVE YOU FOR A WHILE! BUT, BEFORE I DO, I SHALL APPOINT ONE OF YOU AS GROUP LEADER, TO ACT IN MY BEHALF TILL I RETURN...

FAREWELL??!

MEANWHILE, IN A LONELY RAMSHACKLE MANSION WHICH STANDS HIGH UPON A WINDY HILL, HALF-HIDDEN AT THE EDGE OF TOWN, ANOTHER CONVERSATION TAKES PLACE...

DON'T FLATTERY YOURSELF, MASTERTWINS! YOU KNOW I DID NOT COME TO SEE YOU!

WELLL, WELLL! IF IT ISN'T THE BEAUTIFUL BUT HAUGHTY SCARLET WITCH! TO WHAT DO I OWE THE HONOR OF THIS VISIT?

WANDA, YOU ARE A FOOL! WITH YOU BE-SIDE ME, WE COULD ACCOMPLISH ANYTHING! TOGETHER, OUR POWER MIGHT EVEN EXCEED MAGNETO'S!

YOU LIE! YOU HAVE NO REAL POWER--MERELY THE GIFT OF CREATING ILLUSIONS! BUT, I CARE NOT FOR POWER! ONCE I HAVE PAID MY DEBT TO MAGNETO, I HOPE TO LEAVE THIS DREADFUL BAND--TO BE FREE AT LAST!

MAGNETO HAS SUMMONED ME! WHERE IS HE?

HE HASN'T ARRIVED YET! BUT, WHILE WE'RE ALONE, I HAVE SOMETHING TO SAY TO YOU, MY LOVELY ONE!

NOTHING YOU CAN SAY WOULD INTEREST ME--AND YOU KNOW IT!

BUT SEE WHAT I COULD DO FOR YOU! AT THE SLIGHTEST GESTURE, I GIVE YOU PALACES TO RESIDE IN--I CAN SURROUND YOU WITH LUXURY!

WHAT MATTERS IF IT IS MERELY AN ILLUSION? IT WILL ALWAYS SEEM REAL TO YOU!

NO! WITH YOU, EVEN A PALACE WOULD SEEM LIKE A NOVEL TO ME!
THEN I CAN OFFER YOU TRAVEL WITH THE SNAP OF A FINGER, WE COULD BE IN EUROPE, ON AN OPEN-AIR TERRACE, OVERLOOKING THE RIVIERA, OR THE SWISS ALPS...

ENOUGH! YOU WEARY ME WITH YOUR EMPTY IMAGES! WHEN WILL MAGNETO ARRIVE??

MAGNETO! MAGNETO! AM I ALWAYS TO BE PLAGUED BY THAT NAME?? HE DOESN'T FEEL ABOUT YOU AS I DO! HE HAS NO EMOTIONS -- NO HEART --

STAY BACK! THE VERY SIGHT OF YOU IS REPUGNANT TO ME!

MAGNETO!!

CRASH!

MAGNETO!!

YES -- MAGNETO!! THE ONE WHO CAN SNUFF OUT YOUR TREACHEROUS LIFE AS EASILY AS I'D SNUFF OUT A CANDLE! MAGNETO -- THE ONE YOU HAVE SWORN ALLEGIANCE TO!

FORGIVE ME!! I MEANT NO HARM! YOU KNOW I AM LOYAL TO YOU!

BAM! LOYALTY IS FOR HOMO SAPIENS!! I EXPECT NO LOYALTY! I ONLY DEMAND FEAR -- AND BLIND OBEDIENCE!!

THAT NOISE!! WHAT HAPPENED?? WANDA-- ARE YOU ALRIGHT??

YES, MY BROTHER! DO NOT WORRY!
Remember, before we can find a way to conquer and rule the inferior humans who inhabit our planet, we must first defeat their self-styled protectors—the accursed X-Men! And I have devised a new plan to destroy them!

Hah! I knew you would strike back again, master! Mighty Magneto fears nothing!

Silence, Toad! Keep your cackling comments to yourself till I am done!

While back at the X-Men's secret school... Scott, would you accompany me to the west wing?

Certainly, sir!

Strange! This is the one section that had been "off-limits" to us...

I imagine that you have long wondered what is kept in this darkened, locked section of the school.

Yes sir! We have all been curious about it for months!

Then, after the lights are turned on...

Gosh! What is all that??

Something I've been working on for a long, long time! You are the only other person who will share my secret!

It is actually a complex E.S.P. machine which I call Cerebro from the Latin "Cerebrum"—meaning the brain.

Its sole purpose is to aid in detecting new mutant brain waves—to help us to locate other mutants—both good and evil!!

*E.S.P.: Extra-Sensory Perception—* Editor.

Continued after next page
BOYS! MEN! I'LL HELP YOU MASTER YUBIWAZA

--- 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, fast, easy picture way or it costs you nothing.

WHAT YUBIWAZA CAN DO FOR YOU IN JUST A FEW SECONDS

11:00 P.M.--You return from dance. Hoodlums throw insulting remarks to your date.

11:06 P.M.--They attack you. You quickly roll your fingers over, he sweeps his arm behind his back.

11:06 P.M. PLUS 7 SECONDS--You are up.

EASY--And you're ready to show off, too, through clever, easy, and effective defenses that will stand you in good stead.

The VITAL Decision is TO SHOW. Which shall it be to play "chicken" by running away? OR be a "hothead" and be beaten up? Use your Yubiwazanow and be prepared to train with Yubiwaza to send your attackers flying.

I'M A 5-Degree Holder of the Black Belt--Symbol of High Excellence in the Japan Self-Defense Technique that uses WEAPONS BARE HANDS. I spent years in Japan learning these little-known SECRETS. The most amazing of all the Self-Defense techniques that I've found is contained in my book YUFBIWAZA. It is the name of a fantastic system of Self-Defense that makes use of all the natural power of your body and an attack with your hand. It can be used in self-defense, or as a weapon against an attacker. It is known in many parts of the world.

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These wires lead directly to my private office, transmitting all E.S.P. data as soon as it is received.

But, sir, why do you need that machine? I thought you could detect other mutants by the power of your brain alone!

True, Scotty! I personally have little need for such apparatus, but, while I am gone, the one who replaces me will find it most useful.

The one... who replaces you??

My decision stands.

Exactly! I have decided that you, the X-Man known as Cyclops, shall be group leader until I return.

Me?? But, sir - the Beast is a better scholar while Angel is more aggressive, and -

But it is you who possesses the rare quality of leadership!

And so, early the next morning...

Imagine! No duties for us "Ol' Grads" today! Let's have a real celebration.

Too bad the professor can't join us - but he's already left.

It's a pleasure to be divested of the encumbrance of our X-Men uniforms.

I wish you'd learn to speak English, Hank!

Hey, let's go find Scotty boy!

The light's on in the professor's study! Let's see if - Scotty!

Behind the prop's desk!

I just remembered - professor Xavier said he'd choose a group leader -

Of course! It was the logical selection!

Congratulations, Cyclops!

Thank you! Come in please!

I want you to know that I didn't ask for this assignment. In fact, I didn't desire it. I had been thinking of leaving the X-Men.

Leaving the X-Men?? Why, Scotty?

You know how I fear the power beam which emanates from my eyes -

I shudder to think what would happen if it ever accidentally gets out of my control! I had hoped to visit various doctors - to seek a cure.

But, the professor convinced me it is my duty to remain - to use my power against all evil - no matter how I dread the task.
WE KNOW HOW YOU FEEL, SCOTTY! AND WE'RE WITH YOU ALL THE WAY, PAL?

OH, SCOTT--WE ALL UNDERSTAND! BUT YOU MADE THE RIGHT DECISION. WE'VE STUDIED TOGETHER SO LONG WORKED SO HARD--WE JUST CAN'T SPLIT UP NOW!

THE WAY SHE LOOKS AT HIM! HOW CAN HE BE SO UNMOVED? CAN'T HE SEE HOW SHE FEELS ABOUT HIM?

WHY NOT JOIN US, SCOTTY? IT MIGHT BE GOOD THERAPY FOR YOU!

I'D LIKE NOTHING BETTER THAN TO BE WITH YOU--BUT I MUST REMAIN HERE, TO LOOK AFTER THINGS! THE PROFESSOR WOULD WANT IT THIS WAY! I HOPE YOU ALL HAVE--A GOOD TIME!

OKAY THEN, SCOTTY! IF ANY EVIL MUTANTS COME KNOCKING AT THE DOOR, GIVE US A WHISTLE!

WE'LL BE BACK BEFORE DINNER, SCOTTY!

I KNOW THE COOLEST LITTLE COFFEE SHOP IN GREENWICH VILLAGE, WITH THE DREAMIEST WAITRESS!

WELL THEN, LEAD ON, MAG-DUFF!

THEY'VE GONE! AND HERE I SIT--ALONE! NOW, FOR THE FIRST TIME, I CAN REALIZE HOW IT MUST HAVE BEEN FOR THE PROFESSOR, ALL THOSE LONG MONTHS--ALWAYS APART--ALWAYS ALONE...

SLOWLY, THOUGHTFULLY, THE X-MAN KNOWN AS CYCLOPS SLIDES THE TOP PANEL OF HIS DESK BACK, REVEALING AN ARRAY OF COMPLEX ELECTRONIC CONTROLS...

NOW TO LISTEN TO THE STEADY DRONE OF CYBERNO'S 'VOICE'... BEEP! BEEP! BEEP! BEEP!

--UNABLE TO LEAVE MY POST UNLESS AN ALARM IS SOUNDED--AND YET, DREADING THE MOMENT I HEAR THAT ALARM, FOR IT CAN ONLY MEAN--THE MENACE OF--MAGNETO!

BEEP! BEEP! BEEP! BEEP!

MEANWHILE, AT A NOISY CARNIVAL AT THE EDGE OF TOWN...

THIS IS THE ONE PLACE I CAN APPEAR IN PUBLIC WITH IMPUNITY! ALL WHO SEE ME THINK I AM MERELY ANOTHER COSTUMED PERFORMER!

SIDE SHIN

SIDE SHIN

SIDE SHIN
HERE HE IS, FOLKS! THE ONE, THE ONLY THE UNBELIEVABLE BLOB! STAND BACK NOW -- GIVE HIM ROOM!

HE IS THE ONE I SEEK!

ONCE THE BLOB PLANTS HIS FEET ON THE GROUND, NOTHING CAN BUDGE HIM! GO AHEAD, JUMBO -- PULL!

HE IS PULLING! IF HE PULLS ANY HARDER, THAT CABLE WILL SNAP!

MEDICAL SCIENCE IS UNABLE TO EXPLAIN THE BLOB! HIS SKIN IS SO TOUGH THAT IT CAN WITHSTAND -- BUT SEE FOR YOURSELVES, FIRE!

HELL BE KILLED!

NO HE WON'T! I'VE SEEN THIS ACT BEFORE!

WHUMP!

SEE? HIS BODY CUSHIONS THE IMPACT LIKE A LARGE PILLOW!!

I WAS RIGHT! THAT IS NO MERE HUMAN -- HE IS A MUTANT! WHAT A VALUABLE ADDITION HE WILL BE TO MY POWERFUL BAND OF HOMO SUPERIORS!!

WITH ONE SUCH AS HIM ON OUR SIDE, WE SHALL BE IMMEASURABLY STRONGER THAN THE UNSUSPECTING X-MEN!

WHAT'S UP, RUBE?

BLOB? I DESIRE TO SPEAK WITH YOU!

SILENTLY, ONE OF THE MOST POWERFUL MUTANT MINDS ON EARTH BEGINS TO PROBE THE BLOB'S BRAIN...

STRANGE! THERE IS A MENTAL BLOCK THERE! I CANNOT PENETRATE HIS MIND!
Hey! Who in Sam Hill are you, Mac? What are you doin' with my performer?

I am -- Power!!

But you may call me -- Magneto!! Mark that name well, Homo sapien -- soon you, and all your inferior kind shall pay it homage!

I don't know what your game is, Mac, but if it's a fight you want, you came to the right place!

Fool! You still do not comprehend the awesome force you are daring to challenge!

Seconds later, in answer to the time-honored carny battle cry, a group of husky roustabouts charge the mighty mutant!

Let's get that costumed nut!

But, before they can reach Magneto -- no one may touch the Master!

Like a human bouncing cannonball, the incredible high-jumping toad leaps back and forth, up and down, scattering the dazed roustabouts like tenpins, with speed and agility second only to that of the beast!

Magneto must never be harmed!!

Then, before the stunned carny men can regroup their forces, a speeding, careening, lightning-swift figure races thru them so quickly that only a hazy blur can be seen!!

Hey! What's goin' on here!

Look out! There's another one!
Possessed of a speed many times greater than any normal Homo Sapien could hope to attain, the Mutant Quicksilver startles and confuses the stunned humans.

And then...

NEW! Look what happened to my stake driver!!

MINE TOO! We must be dreaming!!

IT AIN'T POSSIBLE! He's so fast you can hardly see him!

This aint a dream!! It's a livin' nightmare!

OUTTA NOWHERE -- A VOLCANO -- ERUPTIN' RIGHT ON THE CARNY GROUNDS!!

SO! You call my great powers mere illusions, do you? I see how they throw an entire group of fighting men into sheer panic, my lovely!

But you cannot throw those accursed images everywhere at once! Even now some roustabouts are approaching from behind this wagon!

Thrown off balance by the surprise attack, Mastermind momentarily loses control of his illusions, and runs in panic...

Grabe those two! They're in league with the others.

My own HEX power is enough to save us! All I need do is cause continual mishaps to befall our attackers.

Quiet, you shameless coward!

HOLD IT UP, YOU GUYS! Don't chase 'em anymore! They're too much for us!!

CONTINUED AFTER NEXT PAGE
PLAY 1964 BIG LEAGUE
BASEBALL GAMES

Easy to play, real thrilling, exciting baseball with STRAT-O-MATIC. 400 big league players perform according to their actual abilities and your managerial decisions. You, the manager, call all strategy moves for all 20 major league teams.

You, the manager, not only decide lineups, insert pinch-hitters, pinch-runners, and relief pitchers, play your infield "in or deep," and make defensive changes at any time, but also call for the sacrifice, steal, hit-and-run, and squeeze-play. All strategy moves are possible with STRAT-O-MATIC.

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Each player has truly individual qualities. He slumps and goes into hot streaks, performs heroics and commits errors. With STRAT-O-MATIC all qualities of a ballplayer are realistic.

For example, in batting Dick Stuart will be among the leaders in both homers and strikeouts. Albie Pearson will be among your batting average leaders, but will hit less homers than the average ballplayer.

In pitching, Warren Spahn will display brilliant control, be difficult to hit, but will yield as many "gopher" balls as the average major league pitcher.

In fielding, Willie Mays will make catches which other outfielders would fail to make. Bill Mazeroski will make fewer errors and take away more would-be base hits than other second basemen. In base running, and stealing also, all players will perform realistically.

The above are just some of STRAT-O-MATIC's highlights. For the entire story, mail coupon for a colorful FREE BROCHURE containing full detailed information and FREE STRAT-O-MATIC SAMPLES. Don't delay. Write today!

HERE'S YOUR * SEASON'S PASS *
to hundreds of Big League ball games.

Mail coupon now for free sample offer.

Send exciting FREE STRAT-O-MATIC Baseball Game offer and samples by return mail.

Strat-O-Matic Game Co., Inc. Box 541, Great Neck, N.Y.
Minutes later, Magneto and his Mutants are finally alone with the Blob...

I offer you a chance to join my band; you can be one of us, to share our triumph over Homo Sapiens!

Mister, I don't know who you are, or what you want—but I don't need any of you!

Stop! Consider your words! If you are not with us—then we must treat you as an enemy!

Suddenly, an irresistible magnetic impulse affects the utility pipes directly underground, and they snap to the surface with titanic force!

Fool! Be grateful, I have only designed to use a fraction of the limitless magnetic power which I possess!

And then, a capricious fate enters the picture, as the force of impact jars loose part of the mental block which Professor X had previously put over the Blob's memory...

I remember now! I'm a mutant! The X-Men are my enemies! They were afraid I'd join Magneto! But I will—I will join him!!

* SEE X-MEN #3
"Beware the Blob!!"
---Editor.

At that very instant, at X-Men headquarters, a siren begins to howl like a banshee as the name of the Blob lights up under the others on a master control panel!

Known Hostile Mutants

Magneto
Toad
Master-Mind
Nick Silver
Et Witch
Blob
Unknown

The Siren!! The Blob's name—bursting into light! It can only mean one thing—!

His memory has returned! He's joined the evil mutants!

The Professor is gone! It's up to me to take command, I dare not fail!

I've got to contact the others! I'll check their destinations in the sign-out book, I can reach the Angel thru his car radio...
Meanwhile, at a Greenwich Village coffee shop, the Beast and Iceman are enjoying a taste of the Bohemian side of New York...

How about that jazz combo, Hank? It's so far out that they'll be fired if anyone can understand the melody.

Do you like the Zen poetry Bernard is reading, Big Boy?

Poetry? I assumed he was checking a housewife's shopping list aloud.

He is! That's what makes him a genius!

Perhaps, Bobby! But at the moment, my most vexing problem is this pair of tight brogans I'm wearing! The agony is excruciating!

Take'em off, neighbor! In this place nobody'll even notice!

Ahh, what a blessed relief!!

Ulp! I spoke too soon! Are those real, or is it some kinda gag?

Say! Dig that crazy paper-weight?

Don't move, stranger! I've got to make a sketch of those feet! They should be immortalized on canvas!

Wait till Bernard sees them! He'll write a new poem immediately!

This could start a whole new cult—well, call ourselves barefoot beats!

Hail to the new leader! King of the barefoot beats!

Free coffee for everybody! Those feet will put us on the map.

I appreciate these accolades, but I think you're all totally bereft of sanity!

Not only does he have the world's greatest feet, but he talks, too!

It looks as though your broad-shouldered buddy has made a hit with the crowd, Bobby!

That's right, Zelda! And while everyone is marching around, I'd like a few words with you, pretty girl. You know if you twist my arm, I think I could learn to like you!
Then how come I hardly ever see you in here?

It's not my fault, Zelda—I'm a real busy guy!
And you're gonna be a lot busier, Romeo! Scott wants to see us—on the double!

Wait, Bobby! Who's he? Where are you going? Who's Scott??

Didn't you know? He's a super-powered mutant!
Oh well, ask a silly question.

Let's go, Hank! It's a red alert! Get with it, fella!

Warren! You're like manna from heaven to me! I thought I was inexorably trapped here!

Huh? What? What'd ya say??

That wasn't too wise, Hank! Someone might suspect your secret identity after a stunt like that!

Not in that place, Angel! Those far-out characters wouldn't be inclined to suspect anything unless it were normal!

And, as the X-Men prepare to muster their forces for battle, Magneto and his mutants also make last minute preparations...

This factory belongs to me! I have kept it for just such a time as this!

Danger—Keep Out!

Now that we are ready, we shall issue our challenge to the X-Men.

Yeah! Yeah! I don't even need all of you! I can handle those overrated weaklings by myself!

Don't be a fool! They've beaten all of us in the past! Me, I want all the help I can get!

Continued after next page
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AND, AS THE AMAZING TEEN-AGERS REACH THEIR HEADQUARTERS... QUICK! THE BLOB HAS JOINED FORCES WITH MAGNETO!

WHOOPS! TOO FAST! MY SHIRT, SHOES, AND SOCKS PROZE UP TOO, AND CRACKED CLEAN OFF!!

GOSH! AND ZELDA ALWAYS LIKED THAT OL' SHIRT!

COME ON, YOU TWO! LET'S NOT KEEP SCOTT WAITING!

HENRY P. MCCOY! YOU'VE GOT YOUR NERVE RUNNING AHEAD OF ME LIKE THAT! I DIDN'T HEAR YOU EVER HEAR OF LADIES FIRST??

BUT OF COURSE, JEAN, MY SWEET! IN THE SAME PLACE THAT I HEARD TIME AND TIDE WAIT FOR NO MAN!!

WELL, IT SEEMS THAT EVEN THE SCHOLARLY BEAST HAS TO BE TAUGHT SOME MANNERS NOW AND THEN!

HMMM! TO PARAPHRASE AN OLD Cliche -- NEVER UNDER-ESTIMATE THE TELEKINETIC POWER OF A WOMAN!

MOVE IT, ALL OF YOU! MAGNETO'S CONTACTING US! THIS IS IT!!

X-MEN! I INTEND TO PUT THE ENTIRE CITY UNDER MY CONTROL! I CHALLENGE YOU TO STOP ME! YOU CAN FIND ME WAITING AT THE FOLLOWING ADDRESS--
AND, A SHORT TIME LATER--

THEY'VE COME! IT'S THE X-MEN'S HELICOPTER! I'LL CRUSH THE FOOLS LIKE FLEAS! I'LL--

YOU'LL DO NOTHING--EXCEPT WHAT I ORDER YOU TO! RIGHT NOW YOU WILL REMAIN STANDING THERE TO SERVE AS BAIT FOR MY TRAP!

LOOK, SCOTT! IT'S THE Blob! Let's go and annihilate him!

NO! IT'S TOO QUIET! I DON'T LIKE IT! LET'S HOVER HERE FOR A MOMENT UNTIL WE CAN SPOT THE OTHERS!

SO! THEY'RE EMPLOYING CAUTION, ARE THEY?? WELL, THE PATIENCE OF MAGNETO IS WEARING TOO THIN TO WAIT! I'LL BRING THEM DOWN!

LOOK OUT! THE SHIP IS FALLING APART!

I'VE GOT TO FLY CLEAR, THEN CATCH AS MANY AS I CAN BEFORE THEY FALL!!

YOU CAN'T SAVE US ALL, ANGEL. I'VE A BETTER IDEA--!

I MUST ADMIT TO BEING TEMPORARILY DEVOID OF ANY SUGGESTIONS!

HELP! I'M FALLING!!

MOVING WITH BREATH-TAKING SPEED, ICEMAN CREATES A QUICK FROZEN ICE SLIDE, LARGE ENOUGH TO BREAK THEIR FALL!

HAPPY LANDINGS, KIDS!

BOBBY! YOU SAVED US!

NOW THAT THE OTHERS ARE OKAY, I'LL JUST GRAB THIS FALLING ROTOR BLADE AND WRAP IT AROUND THE Blob's UGLY HEAD! STAY WHERE YOU ARE, DIAPERS...I'LL BE RIGHT WITH YOU!!

GOOD WORK, BOBBY!
But, the powerful blade snaps to shreds at the first impact against the Blob's uncanny flesh!

A lot of good that piece of tin will do you! You're fighting the Blob now--the one enemy you can't ever beat!

There's no one the X-Men can't beat, Mister--and don't you forget it! We proved that once, the last time we met--uhh!

Sure--but you had Professor X's brain to help you! Now he isn't here--and once I get my hands on something, nothing can pry them loose!

-Are you aware that you talk almost as much as I do, Blob? Although your vocabulary is neither as varied nor as erudite!

Whup!

The Beast's attack would have bowled over a hippo, but the Blob took it! Now he's got them both! Perhaps I can make him release them by raising him telekinetically--

I warned you--nothing can break my grip--nothing!

Not even the weak attempt of Marvel Girl!

Jean! You shouldn't have strained yourself against impossible odds like that. Leave him to me now. Only my power beam can beat him!

Boy! You've got one qualification for a group leader, Scotty! You've sure got confidence!

It's useless! His feet stick to the ground--pulling it up with him-I can't raise him any higher!
But, the evil Magneto chooses that very instant to launch his previously-prepared attack!!

Everything is perfect! They've been decoyed into the right position! Now I'll magnetically release my waiting torpedos!!

**KEEP OUT**

Cyclops!! They've launched torpedos at us!! Quick— you've got to destroy them with your power beam!!

I can't Bobby! If my beam hits them, they'll detonate—finishing us all. There's only one thing to do—

Create a curved ice tube—quick!! The way you've done in practice sessions!!

I read you, leader man! Why didn't I think of this??!

Whoops! There's one that got away!! But I'll just put some ice wheels around it, like this!! Now watch—!!

Neat, eh? It just rolls harmlessly away!

Bobby! Look out—behind you!!
Moving with the speed of thought, the dynamic Cyclops blasts a hole under Iceman's feet, deep enough for Bobby to drop below the path of the deadly missiles! "Oww wah!! Duck--Duck--!

They're too fast--too clever for my torpedos! But, if I can get them within reach of you, Blob--!

I told you I could handle them! Just get them over to me--let me get my hands on all of them!!

But, unlike the Blob, the quick-thinking Beast has his wits to rely on, as well as his strength--!

I'll concede your superiority in an arm-wrestling match--but let's see how you cope with some sudden mud in your eye!

Taken unawares, the slower-witted Blob releases his unbreakable grip as he follows the natural impulse to rub his eyes!

Wha--?? Can't see!! Got to get the mud out of my eyes!!

But, instead of racing out of reach of the Blob, the Beast once more makes an unexpected move, while his gargantuan opponent is still off-balance--!

Eureka! I thought this maneuver would succeed!

Even you can't maintain your stance when dealt a blow which you haven't prepared yourself for!

Blast the luck! Those X-Men never seem to know when they're beaten! I'll shield myself from the Angel with a flying torpedo barrier!

Continued after next page
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--BUT DON'T FORGET THAT THE ANGEL HAS BEEN TRAINED TO DODGE TARGETS WHICH MOVE EVEN FASTER THAN THESE!

WOW! A PUNCH FROM HIM IS LIKE BEING KICKED BY A MALADJUSTED HEAVY!

QUICKSILVER IS SO FAST THAT NONE OF US CAN STOP HIM!

PERHAPS--BUT I CAN CERTAINLY KEEP HIM ON THE RUN WITH BOLTS FROM MY POWER BEAM!!

HEADS UP, BEAST! I'LL TRY TO DRIVE HIM INTO YOUR ARMS!!

HE'S STILL TOO FAST! HE CAN TURN ON A DIME!!

BUT HERE!! I CAN HOLD HIM SPINNING IN THE AIR, TELEKINETICALLY!! HURRY--SOMEONE GET UNDER HIM AND CATCH HIM!!

LET ME DO IT, CYCLOPS!

MY BROTHER IS TRAPPED!! I'VE GOT TO FREE HIM WITH MY HEX POWER!!

NO, YOU LITTLE FOOL! DON'T DISTRACT THEM! I WANT THEM GATHERED IN ONE GROUP, LIKE THAT!!
But Magneto's command comes too late! Hit with the Scarlet Witch's hex power, the Beast and Cyclops cannot stop themselves from colliding into each other!

**THUMP!**

Ohhh!

I'm free! Nothing will ever catch me now!

But, so unimaginably swift is Quicksilver, that even the combined efforts of all the X-Men are not enough to capture the speeding mutant!

Fall in behind me now! The battle line is drawn—we're all together in a body—just as Magneto's mutants are—this is it—the final attack!

Well done, Pietro! I knew they could not catch you, my beloved brother!

But, before another move can be made, the gargantuan Blob expands his enormous bulk until the block of ice which confined him shatters with a deafening roar!

**BAROOM!**

You have used every power you possess against me, and failed! Now, it's my turn—but with this one difference—the Blob shall not fail!

Wait! Don't make me blast you with my power beam! Stop! We've no reason to fight! Why should you serve Magneto? He's only using you—

He's not stopping, Scott!
AT LAST! THEY'RE ALL IN ONE GROUP! NOW MY TORPEDOS CAN FINISH THEM ALL OFF!

BUT-- THE BLOB!! HE'S THERE WITH THEM, TOO!!

THAT'S HIS HARD LUCK! HE'S SERVED HIS PURPOSE!!

NO!! YOU CAN'T! YOU MUSTN'T!!

LOOK OUT! I'LL SHIELD YOU, JEAN!

QUICK-- BEHIND THE BLOB-- ALL OF YOU!!

MAGNETO!! NO! DON'T STOP!! OHAAAHH!

SECONDS LATER...

IT'S ALMOST INCOMPREHENSIBLE! HE TOOK THE FULL BLAST OF THREE TORPEDOS, AND WAS MERELY KNOCKED OFF HIS FEET!

IT'S IRONIC! ONE OF OUR MOST DEADLY ENEMIES SHIELDED US FROM A FATAL BLAST.

WHILE HIS OWN ALLY WAS WILLING TO LET HIM DIE WITHOUT A SECOND THOUGHT.

STAY BACK, JEAN! THERE'S NO TELLING WHAT HE'LL DO NEXT.

I HAD EVERYTHING FIGURED PERFECTLY! BUT THE BLOB SPOILED MY PLAN! HE WAS IN THE WAY! AGAIN I'VE FAILED!!

MAGNETO, I KNOW YOU SAVED MY LIFE ONCE-- AND BECAUSE OF THAT, I OWE YOU MY ALLEGIANCE! BUT I CAN'T TAKE ANY MORE OF THIS SENSELESS CARNAGE -- I CAN'T!!

REALIZING HE IS IN DANGER OF WEAKENING THE HOLD HE HAS OVER HIS MUTANT BAND, MAGNETO MAKES A SUDDEN GESTURE, AND ONE OF THE MOST UNIQUE VEHICLES ON EARTH APPEARS...

QUICK! INTO THE MAGNA-CAR-- ALL OF YOU! THIS DAY HAS NOT BEEN A TOTAL LOSS, FOR I HAVE LEARNED ONE THING--
PROFESSOR X WAS NOT WITH THEM TODAY— NOT EVEN MENTALLY, ELSE I WOULD HAVE SENSED HIS BRAIN WAVES! THAT MEANS THE X-MEN FIGHT ALONE NOW! THEREFORE, I SHALL PLAN MY STRATEGY DIFFERENTLY FOR OUR NEXT BATTLE!

WAIT! THE SCARLET WITCH— SHE'S ABROAD ALSO!

YOU'RE RIGHT, AND HER BROTHER QUICKSILVER! SOMEHOW, I CAN'T BRING MYSELF TO BELIEVE THAT THEY ARE AS EVIL AS THE OTHERS!

PALS? THE Blob HAS NO PALS! I REALIZE THAT NOW!

WHY DON'T YOU JOIN US? WE'VE NO NEED TO BE ENEMIES!

CYCLOPS! THEY'RE GETTING AWAY!

NOT THIS TIME! I'LL BLAST THEM TO THE GROUND!

YOU COULD RECEIVE X-MAN TRAINING, AND PERHAPS, IF YOU QUALIFY—

NO! I'M THRU WITH MUTANTS—THRU WITH FIGHTING OTHER PEOPLE'S FIGHTS! I'LL NEVER TRUST ANYONE AGAIN!

I SEEM TO REMEMBER SOMETHING THE PROFESSOR ONCE SAID—LONG AGO—

THERE ARE GOOD MUTANTS, AND BAD MUTANTS, AND THERE ARE ALSO SOME WHO HATE BEING MUTANTS— SOME WHO TURN AWAY FROM THE GREAT RESPONSIBILITY THEIR POWER IMPOSES UPON THEM!

I'VE NO HATE LEFT IN ME! I'M JUST HUNGRY, I'M GOING BACK TO THE ONLY PLACE WHERE I BELONG— TO THE CARNY! I'VE LIVED A SIDESHOW FREAK— AND THAT'S HOW I'LL DIE!

RIDICULOUS AS IT MAY SEEM, I ALMOST FIND MYSELF PITTING THAT TRAGIC HUMAN BEHEMOTH.

I SURE HOPE HE NEVER CHANGES HIS MIND! I WOULDN'T WANNA HAVE TO FIGHT HIM AGAIN!

SCRATCH ONE WHIRLIGIRD, X-MEN! THIS WRECKAGE IS BEYOND REPAIR!

WE'LL HAVE TO PHONE FOR A TAXI! UH- OH— I HAVEN'T ANY CHANGE IN MY POCKETS— IN FACT— NO POCKETS!

KNOW SOMETHING? WE'RE GONNA FEEL LIKE NUTS WALKING ALONE THRU THE STREETS LIKE THIS!

HAVE NO FEAR— ANGEL'S HERE! I'LL FLY AHEAD AND HAIL A TAXI FOR US!

WHILE YOU'RE AT IT, BORROW THE FARE! YOUR GROUP LEADER'S BROKE!

THE END

AND SO ANOTHER X-MAN ADVENTURE BECOMES HISTORY. BUT, WILL WE SEE MORE OF MAGNETO'S EVIL MUTANTS? WILL WE SEE NEW DANGER AND SURPRISES? WILL WE? ARE YOU KIDDING?? NOW, TO ALL YOU HAPPY X-MAN FANS— SO LONG... TILL NEXT ISSUE!

NOTE: OUR LETTERS SECTION APPEARS ON THE NEXT PAGE...
Let's visit the X-MEN

Dear Stan and Jack,

I have never before written a fan letter to any magazine, comic or otherwise, but I felt impelled to do so now in the interest of one of your best characters. Please do not write out Professor Xavier from your X-Men! He is by far the best character in the series. His performances against the Vanisher and the Blob were outstanding, and I should think would have convinced anyone that he definitely belongs among the X-Men permanently. My husband is no comic magazine reader but he has become a regular reader of the X-Men. He's instructed me to warn you that if Professor Xavier is no longer featured, he will never buy the book again. I have been reading comic magazines for as long as they have been in existence as we know them, and yours are really unusual. Their unique appeal, of course, is mainly the marvelous characterizations. The actions and reactions of your heroes are apt, amusing, and convincing. If the opinion of a comparatively elderly reader (I am 33 years old and have never felt apologetic about my interest in comic magazines) is of any value, your Marvel Group of comics is the best literature in its field. With thanks for many entertaining hours—

Mrs. Laura Frankland, White Head
Grand Manan, New Brunswick, Canada

YIPE! No sooner do we send poor Professor X on his merry way than we receive the above letter! Well, take heart, Mr. and Mrs. Frankland—we haven't seen the last of ol' high forehead! He'll keep popping up in X-Men issues. The characters seem to do, when you least expect him!

Dear Stan and Jack,

Give each X-Man a separate costume. Often the mutants who the X-Men are fighting are more colorful than the X-Men themselves! Another fan told me this and I think he's right. Separate costumes would make the X-Men much more exciting than they already are. Well, keep up the good work. I think that you've really got something here with the X-Men. It's the best mag that you've got at Marvel and the only thing that may be able to beat it is your new mag Daredevil.

Jim Rossow, 806 Beale St.
South Bend, Ind.

It's okay with us, Jimmy—as long as we keep it in the family! (The Marvel family, that is!) As for separate costumes, how do you feel about it out there in Marvel land?

Dear Stan and Jack,

"The Angel is Trapped" was a great story and I was glad to see Cyclops getting in the act more than usual. He's the best of the X-Men mainly because he's more sensible than the others and doesn't seem like a teenager. I don't care too much for most of your teenage heroes, mainly the Torch.

Jerry Phillips, 16714-F So. Yukon Ave.
Torrance, Cal.

Is it because you don't like teenagers, Jerry? Or because you don't like the way WE portray teenagers? Anyway, Cyclops thanks you, and the Torch says "Govan back to Yancey Street!"

Dear Stan and Jack,

Here in Bangkok, Thailand, we get X-Men, Avengers, FF, Spider-Man and other members of the Marvel cast. I can hardly wait to see what happens in the X-Men stories. Keep up the good work, for we here in Thailand appreciate your fine stories!

Frederic Phuan, U.S. Embassy,
165 Rajadamri Rd., Bangkok, Thailand

Much obliged, Fred! And, as for your impatience to see what happens in our yarns, we've heard from other readers that even after you READ them it's usually tough to figure out what in blazes was going on!

Dear Stan and Jack,

The X-Men are great, wonderful and stupendous. They are different from any other comic group. Every time I finish one I feel as though my brain has been drained of all its power! I just sit there in a trance for a while. #5 was the best yet what with Professor X and the final exam. I feel the X-Men will rise to new heights in the Marvel Age of Comics. Everybody's talking about Beatlesmania!—it should be Marvelmania!

Larry Walters, 3589 N.W., 53rd
Oklahoma City, Okla.

Heck—we always thought it WAS!

Dear Stan and Jack,

The X-Men is my favorite. The cover of the May issue was very striking! The thing that appeals to me most about the X-Men is when they're in costume, training in the Danger Room. I really like that bit. The Brotherhood of Mutants (with the exception of Mastermind) consists of pretty corny characters (and even cornier dialogue) but the way they operate is alright. Anyway, I wish they'd finally get captured once, even if they escape later. By the way, if the Scarlet Witch is scarlet, how come she's always green on the cover? Taking away Iemanja's boots, as far as I'm concerned, was a mistake. He looks ridiculous without them. And Hank (Beast) McCoy looks just as ridiculous with those glasses and his hair the way it is. The rest of the X-Men are okay. I'm dying to see Scott (Cyclops) Summers show some affection for Marvel Girl. It kills me the way you guys put off these romances, so how about it? Have Scott take her on a date or something. I sincerely hope that X-Men will continue to be published for a long time. They're probably your most original group yet.

Rocky Middlyett, 1327 West Devers St.
West Covina, Cal.

Sometimes we change a costume's color on the cover just to balance the design a bit, Rocky! As for the X-Men dating, have a heart, pal! Give 'em some PRIVACY!

SPECIAL ANNOUNCEMENTS SECTION:

—Before we go any further, we want to know one thing—Have you read our big new Annuals yet? If not, don’t waste another minute—they won’t remain on sale much longer! As if you didn’t know, they are:

FANTASTIC FOUR #5—SPIDER-MAN #1—and MARVEL TALES #—(We won’t discuss our MILLIE THE MODEL ANNUAL in this section—sorry!)

Okay, now down to business! All those in favor of Scotty being Professor X’s deputy leader of the X-Men say “Aye.” All those opposed write and tell us about it! However, we’ll take a guess right now—it most of you will say “Aye!” We’ll print the result later on.

—Next question—are you getting fed up with seeing so much of Magneto’s merry mutants—or do you want lots more? There’s a lot of strong feeling on both sides so we’re anxious to take a count!

—NEXT ish of X-MEN (which we haven’t finished yet at the time of this writing) will contain a few surprises—and we’ll try to drag in an unexpected guest star or two! So be sure to be with us—you KNOW how lonely we get!
BOYS! MEN!

MIKE MARVEL

MY SECRET NEW DYNAFLEX METHOD

CAN BUILD YOU A MAGNIFICENT NEW HUMAN-MUSCLED BODY IN JUST TEN MINUTES A DAY—with absolutely NO weights—NO bar-bells—NO EXERCISE AT ALL!

Yes! If they LAUGH at you now when you take off your shirt—they'll be amazed—once they've seen the rugged DYNAFLEX 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 $110.00.

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Be honest. Down deep you know you envy the boy with the virile, magnificent build. Every man and boy secretly desires a brawny back, a solid-man-muscled chest, hang-out biceps, and hands that can build you into a healthy, streamlined, hard-fighting sensation. But it's alluring to think of the great strength you would have if built-up BRAWN could be yours for a mere ten minutes a day.

GIVE ME TEN MINUTES A DAY

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After DYNAFLEX, you'll be able to roll up your sleeves and take off your shirt and, for the first time in your life, you'll be PROUD of your muscul".

Pick up the Ten-Minute DYNAFLEX Single Booklet. It shows you exactly what it does. It's simple, it's safe, it's easy. Just follow the directions and in ten minutes a day you'll be开始 building the body of your dreams.

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Fellows! Mail the coupon now, and receive MIKE MARVEL's FREE GIFT to you, this exciting DYNAFLEX method for developing a new, almost miraculously beautiful body. It contains the secret method for developing a body that will win you admiration and popularity! It shows you how to build a body that will make you feel good and look even better. Don't miss this exciting offer. Mail the coupon now!
Are you proud of your paycheck?
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You have been thinking of improving yourself. You would like to get a technical education, so that you can qualify for a better job and greater security. Why not consider the automotive field, one of America's greatest? Over 7 million cars and trucks are sold each year. These, added to the 57 million vehicles already in use, provide a rich source of rewarding jobs for trained mechanics. The pay is well above average, work is steady and opportunities exist in almost any community.

Train at home for a better job or your own business
You don't need a formal education or previous experience to master auto mechanics. You can learn at home by devoting a few hours each evening and weekend to training. CTI, one of America's foremost auto training schools, will send lessons that are easy to read and understand. You'll receive tools and instruments, as well as shop projects, to help you gain experience as you learn. You keep your present job and switch to your new occupation when you are ready.

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TREASURE CHEST OF FUN

WONDERFUL CRYSTAL WRIST RADIO RECEIVES BROADCASTS UP TO 50 MILES WITH ATTACHED ANTENNA WEAR IT LIKE A WATCH LISTEN IN LIKE A RADIO

Wow! A wrist radio like the one used by the famous detective character that really works. Yes, imagining receiving broadcasts up to about 50 miles, using the antenna attachment. Without attaching the antenna lead-in clip (which is included), to a substantial antenna such as the dial stop on a telephone, reception is limited to a few miles. Think what fun it will be to have your own personal wrist radio that actually permits you to listen to your own programs without disturbing others, and there are no batteries, no tubes—nothing to wear out. Makes detective and battle games seem more real, pretending to transmit messages, and getting help in the nick of time. Complete with private earphone.

No. 86

SURPRISE PACKAGE

Are you willing to take a chance? We will tell you what you get, but because you are willing to gamble, we'll give you more than your money's worth. Only 50c

No. 523

ONION CUM

Yes, looks like real chomking gum, but tastes like—OH! OH! It's too funny! 12 flavors to a pack.

No. 281

JOKE BOOK

Over 500 hilarious jokes, puns and gags. You'll have a collection of jokes that will keep your friends laughing for a long time. Clever jokes mean self-confidence and social success.

No. 221

WHOOPS!

Looks like somebody left their lunch. It's nauseatingly real. Lugh! We wrap it very carefully. It's no disgustingly real. It may not be nice, but it sure gets reaction. Naturally, it's made of realistic plastic.

No. 152

TRICK LOADED CIGAR

A cigar loaded with a trick spring. Cigar bursts when one third smoked and causes a panic.

No. 681

We cannot ship orders under $1.00

HONOR HOUSE PRODUCTS CORP.
Lynbrook, N.Y.

Rush the items listed below. If I am not satisfied I may return any part of my purchase after 10 days free trial for full refund of the purchase price.

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□ I enclose 100% in full payment. The Honor House Products Corp. will pay postage.

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IF YOU KNOW JUST 20 PEOPLE...

YOU CAN MAKE AT LEAST $50.00—MORE LIKELY $100.00 TO $200.00 IN YOUR SPARE TIME!

Everyone You Know Needs Christmas Cards and Everyone Loves Wallace Brown Cards

Do you know 20 people? Of course you do! Add up a half-dozen relatives, perhaps 5 neighbors, the butcher, the baker, the milkman, the grocer, your dentist, several friends and other tradespeople—and you've probably got a lot more than 20. So what are you waiting for? These folks alone can bring you in at least $50.00, probably $100.00 to $200.00 extra money in just a few hours spare time. And this is just a start! Almost everyone you know needs Christmas Cards, and when you show them the spectacular nationally famous 1964 Wallace Brown Line of Cards and Gift Items—it's love at first sight. They'll snap up 2,3,6 or more Christmas Card Boxes right on the spot. Keep up to 50¢ of every dollar you take in! This is the fun way to making money because it's so easy. We send you samples that do the selling for you. And, besides making money you'll save money on your own personal Christmas Cards, Gifts, Wrappings, etc. See for yourself without risking a penny. Mail coupon, you'll be glad you did!

GET FREE CATALOG, TOO!
Send Coupon Below

Be first in your neighborhood to cash in on this easy way to extra money with the 1964 Wallace Brown Line of Christmas Cards and Gift Items. Mail coupon this minute! You'll get 2 Christmas Card Assortments on approval. And Free Album of Name-Imprinted Personal Christmas Samples. Plus Free full-color catalog showing lots more money-makers, including many Christmas Assortments, Everyday Greeting Card Assortments, Decorated Stationery, Gift Wrappings, Household Items, etc. Everything you need to start making money at once—and we show you how.

FREE Album of Popular-Priced, Name-Imprinted PERSONAL CHRISTMAS CARDS

Thrift your friends and neighbors and make even MORE MONEY for yourself with custom-designed Special Value PERSONAL Christmas Cards at amazingly low prices—from only $1.95 to $3.95 for 25 cards with name imprinted! A large variety of exclusive, original designs for folks who want the finest quality in Personalized Christmas Cards at prices everybody can afford. It's so easy, too— they sell just by being shown! Just send the coupon for your FREE big, beautiful Album of actual samples of these fast-selling Special Value Personal Christmas Cards! Mail coupon TODAY for this exciting new Album!

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