



MARVEL
COMICS
GROUP **12¢**

the AMAZING SPIDER-MAN

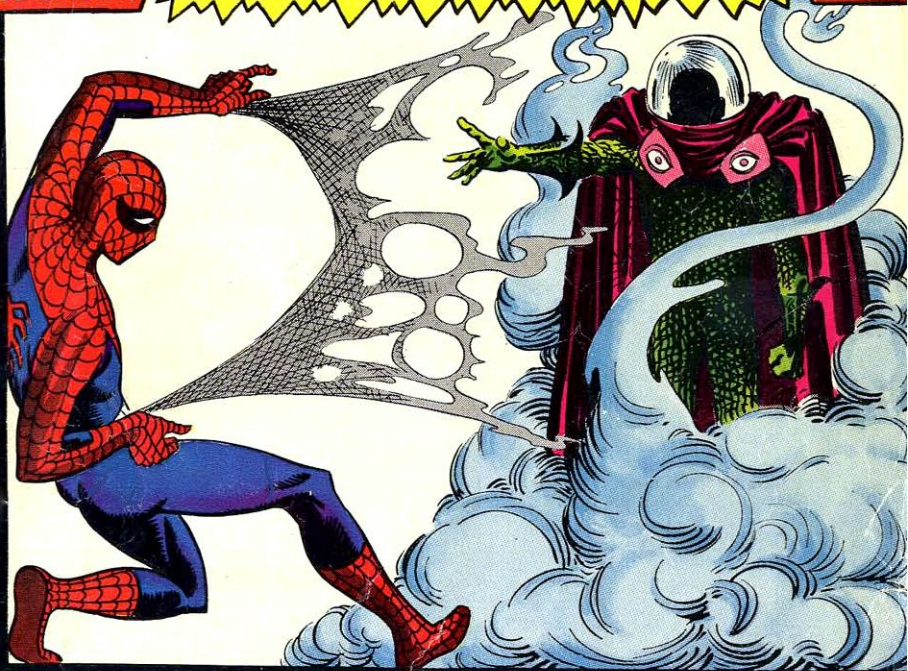
IND. BY THE
COMICS
CODE
AUTHORITY

13
JUNE

WE'VE DONE IT!
WE'VE CREATED
THE GREATEST
VILLAIN OF ALL
FOR OL' SPIDEY!

"MYSTERIO!"

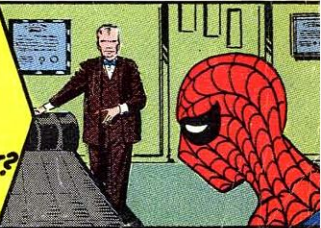
WHO,
OR
WHAT
IS
HE?



WHAT'S
THIS??
SPIDER-MAN
TURNING
TO CRIME??
YOU'RE IN
FOR A REAL
SHOCK!



EVER SEE A
COMIC MAG
SUPER-HERO
TAKE HIS
TROUBLES
TO A
PSYCHIATRIST?
YOU WILL
NOW!



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simple principle makes airplanes fly and teaches us to make moving objects move quickly and easily. Other books give you Bernoulli's Law, molecular action and other confusing terms. By the time you got to the experiment, if there was one, you wouldn't understand it. Here you read a simple explanation, do the experiment and then learn the technical terms, so you learn naturally, by doing, without memorizing anything. This has worked for many people who thought they were more hopeless than you may think you are.

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"THE MENACE OF... MYSTERIO!"

CAN WE BELIEVE OUR EYES?
HAS THE AMAZING SPIDER-MAN
TURNED TO CRIME?

THE EDITORS SINCERELY FEEL THAT
THIS MAY WELL BE ONE OF THE MOST
GRIPPING TALES OF THE YEAR!

PRESENTED WITH PRIDE BY
ONE OF THE MOST FAMOUS
TEAMS IN COMICS:

STAN LEE, AUTHOR
STEVE DITKO, ARTIST
LETTERED BY: ART SIMEK



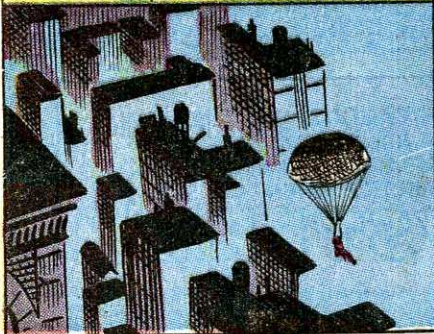
BEFORE VERY LONG, YOU ARE ABOUT
TO MEET A STARTLINGLY DIFFERENT
BREED OF ARCH-VILLAIN! EXPECT
THE UNEXPECTED WHEN YOU SEE...

"MYSTERIO!"

OUR TALE BEGINS WITH THE SHOCKING SUD-
DENNESS OF A SUMMER STORM, AS WE SEE...



SECONDS LATER, HIDDEN BY A SLOW, ROLLING FOG WHICH SPREADS OVER THE CITY, BLOTTING OUT THE MOONLIGHT, THE COLORFUL FIGURE DRIFTS SILENTLY TO THE GROUND, USING A HASTILY-IMPROVISED PARACHUTE MADE OF THIN, STRONG WEBBING!



THEN, AFTER THE WATCHMEN HAVE FREED THEMSELVES...



THE NEXT DAY, SCENES LIKE THIS TAKE PLACE ALL OVER THE NATION...

READ ALL
ABOUT IT!
SPIDER-MAN
WANTED BY
POLICE!

IT'S
UNBELIEVABLE!
WHY WOULD
HE DO IT?

HE
PROBABLY
DECIDED
TO CASH IN
ON ALL HIS
SUPER
POWERS--
THE
CRUMMY
CROOK!

MY CHILDREN
HAD ALWAYS
ADMIRERD
HIM! THIS
WILL BE
SUCH A SHOCK
TO THEM!

IT'S A
GREAT
SHOCK
TO ALL
OF US!

HE MUST BE
NUTS IF HE
THINKS HE CAN
GET AWAY
WITH A ONE-
MAN CRIME
WAVE, NO
MATTER **HOW**
POWERFUL
HE IS!

THE POLICE
WILL SURE HAVE
A TOUGH JOB
GETTING HIM!
BUT THEY'LL
DO IT, SOONER
OR LATER!

AND, IN THE OFFICE OF J. JONAH JAMESON, PUBLISHER OF *NOW MAGAZINE* AND THE *DAILY BUGLE*...

FIND ALL THE OLD EDITORIALS I WROTE, ACCUSING SPIDER-MAN OF BEING A MENACE! I WANT TO **REPRINT** THEM NOW, SO PEOPLE CAN SEE HOW **RIGHT** I WAS!

I CAN'T **BELIEVE** THIS OF SPIDER-MAN! I STILL REMEMBER HOW HE ONCE SAVED MY LIFE...!

* SPIDER-MAN #11 - EDITOR.

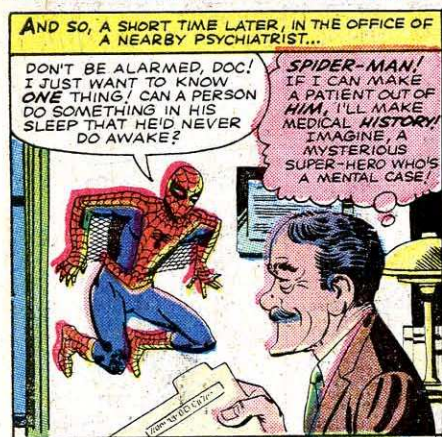
AND NOW, THE MOMENT WE'VE BEEN WAITING FOR! LET'S VISIT SPIDER-MAN HIMSELF-- IN HIS EVERYDAY IDENTITY AS PETER PARKER, TEEN-AGE STUDENT...

THIS IS IMPOSSIBLE!
IT'S INSANE, I KNOW
I DIDN'T COMMIT THAT
CRIME! AND YET--
THOSE WITNESSES!
THAT EVIDENCE!

IT COULDN'T HAVE BEEN AN IMPOSTER! NOBODY ELSE CAN SHOOT A WEB AS I DO- OR CLIMB SHEER WALLS THE WAY I CAN WITH MY SPIDER POWER!!

THERE'S
ONLY ONE
OTHER
ANSWER--
BUT IT'S
TOO
AWFUL TO
THINK
ABOUT--

AM I BECOMING
A **SPLIT-**
PERSONALITY??
LIKE DR. JEKYLL
AND MR. HYDE??
PERHAPS--
PERHAPS I DID IT
IN MY **SLEEP--**
WITHOUT
KNOWING?!!





DON'T TRY TO TAKE ADVANTAGE OF ME BECAUSE I'M SO SOFT-HEARTED! THE ANSWER IS **NO!** UNLESS--YOU WANT TO SELL ME THE SECRET OF **HOW** YOU TAKE THOSE GREAT CRIME PHOTOS OF YOURS?



NO DICE!

I **KNOW** YOU MUST HAVE SOME SORT OF SPECIAL CAMERA--!!



IMAGINE IF I EVER TOLD HIM I WEAR IT IN MY BELT--WHEN I'M DRESSED AS **SPIDER-MAN**, SWINGING OVER THE CITY ON MY WEB!

THANKS FOR **NOTHING**, MR. JAMESON!

FINALLY...

I **KNOW** I SHOULDN'T DO THIS WHILE THE WHOLE CITY IS HUNTING FOR **SPIDER-MAN!**

BUT THE ONLY WAY I CAN GET THE MORTGAGE MONEY FOR AUNT MAY IS TO TAKE SOME NEWS PIX WHICH JJJ WILL PAY ME FOR!



IF I'M **LUCKY**, I MAY SPOT A CRIME BEING COMMITTED WHILE I SWING THRU TOWN...



LOOK! IT'S **SPIDER-MAN!**

AFTER HIM!

CALL THE **POLICE!**

DON'T LET HIM GET AWAY!



IT'S WORSE THAN I **THOUGHT!** THE PUBLIC **HATES** ME NOW!



AND THE TERRIBLE THING ABOUT IT IS-- I DON'T KNOW IF THEY'RE **RIGHT!**

I CAN'T MAKE THE MONEY I NEED--AND I MAY BE COMMITTING CRIMES WITHOUT **KNOWING** IT! **BOY!** LIFE SURE IS A BOWL OF **CHERRIES!**



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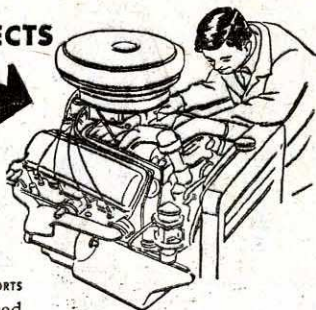
Training for Big Pay **MADE SIMPLE!**

A quick new way to get into Auto Mechanics



30 JOB EXPERIENCE PROJECTS

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



"Good Auto Industry Jobs Go Begging"

—A FAMOUS CHICAGO NEWSPAPER REPORTS

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..."

Learn by practicing at home

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.

You get instruments and tools



THE PORTABLE VISO-ANALYZER

Another CTI "first". Called "the most versatile of all trouble-shooting instruments" by a leading trade magazine. You will use it to detect failures in the electrical system. A great time and work saver.

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As part of its practical training program, CTI sends you 30 Job Experience Projects. These exclusive projects make it easy for you to make the transition from lessons to repairs. You learn by practicing, gain skill in the use of tools and test instruments, acquire useful experience that builds your confidence. CTI shop projects do away with low-pay apprenticeship—get you into the top pay bracket much more quickly.

Go in business—Earn more money

America needs 25,000 more auto repair shops! There are opportunities in almost any community to go in business for yourself, gain independence, earn more money than ever. Many CTI graduates own their shops—and most of them started in their back yards.

Diesel or Body-Fender instruction

Diesel or Body-Fender instruction is provided by CTI in addition to the complete course in Auto Mechanics. No extra charge for this training. Only CTI offers you this generous choice.

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**BEFORE YOU
TURN PAGE—
BE SURE TO
MAIL TODAY—
FACTS FREE!**

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Many CTI students begin fixing cars after a few lessons. They earn extra money—which helps pay tuition, buys extra equipment. At the same time, these students become skillful and experienced in the use of tools and instruments. All this is a result of CTI's practical home study lessons. And now, in addition, you get 30 Job Experience Projects.

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Letters from students prove value of CTI training. Read these unsolicited testimonials: "Am now a senior auto mechanic. Made \$800 during training."—Ronald Wharton, Md. "Started a small business in my garage. Now have two part-time helpers."—John Reed, Cal. "Am proud I finished course. Have two job offers."—Barden Vance, Ind. "Am working as a mechanic and earn twice what I used to. Made \$25 a week as I trained."—Jerome Slowik, Ill. "Have three job offers. Made \$170 as a student."—Willie Cooper, Fla. "Have started my own tune-up and brake shop. Am earning about \$50 a week more than before."—G. Guntz, Cal. You can do as well.

First get the facts—Then decide

Imagine—over 250,000 jobs waiting for auto mechanics! Isn't it worth your while to look into your opportunities? Just mail coupon. No obligation.

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Send me your opportunity booklet, Make Big Money in Auto Mechanics. Also, Sample Lessons. Both FREE.

Name _____ Age _____

Address _____

City _____ Zone _____ State _____



THE NEXT DAY, ON THE WAY TO HIGH SCHOOL...

I DON'T KNOW WHAT TO WORRY ABOUT FIRST! PAYING THE MORTGAGE, OR WONDERING IF I'M A SLEEP-WALKING CRIMINAL?!!

PETER! WAIT FOR ME!

I'VE BEEN WANTING TO SHOW YOU MY NEW HAIRDO! DO YOU LIKE IT?

SURE, LIZ! IT'S REAL NICE!

OF ALL TIMES TO HAVE TO TALK ABOUT A GAL'S HAIR!

WHAT NUTTY TIMING! FOR MONTHS LIZ WOULDN'T GIVE ME A TUMBLE, BUT SINCE I'VE BEEN DATING BETTY, LIZ HAS GOTTEN A CRUSH ON ME!

YOU LOOK UPSET, PETER! IS ANYTHING WRONG?

WOW! IS THAT QUESTION THE UNDERSTATEMENT OF THE YEAR!!

NAW, EVERYTHING'S GREAT, LIZ! IF IT GETS ANY BETTER I'LL SHOOT MYSELF!

OH, PETER! I ALWAYS KNEW YOU HAD A GREAT SENSE OF HUMOR!

MEANWHILE, A FEW YARDS AWAY...

QUIT KIDDIN' FLASH! YOU DON'T REALLY THINK SPIDER-MAN IS INNOCENT, DO YOU?

YOU'RE DARN RIGHT I DO! LET ME TELL YOU--

HEY! LOOK AT THAT!! WOW--WEEE!

GOSH, LIZ, I ALMOST DIDN'T RECOGNIZE YOU! YOU'RE BEAUTIFUL NOW!

REALLY, MISTER THOMPSON?? AND WHAT WAS I BEFORE, PRAY TELL??

POOR FLASH! HE ALWAYS SAYS THE WRONG THING!!

MEANWHILE, AT J. JONAH JAMESON'S OFFICE...

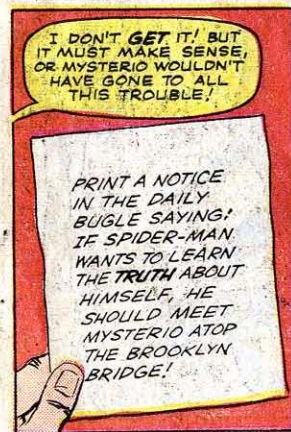
WHAT DID YOU CALL THIS MEETING FOR, J.J.?

SOME NUT SENT ME A NOTE SAYING HE COULD GET RID OF SPIDER-MAN SINGLE-HANDED! I TOLD HIM TO COME UP HERE AND PROVE IT!

LOOK AT THE DOOR...!

I AM MYSTERIO!

WHAT A GET-UP! HE'S CORNER-LOOKING THAN SPIDER-MAN!



THE NEXT DAY...

DID YOU SEE THAT NOTICE IN THE *BUGLE* TODAY? I WONDER WHO MYSTERIO IS?

I DON'T KNOW, BUT ANYONE WITH SUCH A CORNY NAME MUST BE A *PHONY!*

THIS MAY BE THE CHANCE I'VE BEEN WAITING FOR! MAYBE MYSTERIO KNOWS WHAT'S BEHIND THE "SPIDER-MAN CRIME WAVE"! I'VE GOT TO MEET HIM!



WITHIN MINUTES, ONE OF THE WORLD'S MOST FAMOUS, MOST CONTROVERSIAL COSTUMED FIGURES APPROACHES THE BROOKLYN BRIDGE IN HIS OWN AMAZING MANNER...

I HOPE THE WHOLE THING ISN'T JUST A GAG-- BUT I CAN'T AFFORD *NOT* TO CHECK IT OUT!



I'VE GOT TO MOVE CAUTIOUSLY, IN CASE IT'S A TRAP! BUT HOW CAN IT BE?? THERE'S NO ONE IN SIGHT!



AND THEN, SUDDENLY--UNEXPECTEDLY--A FIGURE APPEARS!!

I AM *MYSTERIO!* I AM THE ONE WHO WILL, SINGLE-HANDEDLY, DESTROY SPIDER-MAN!

IT *WASN'T* A GAG! BUT IF THAT COSTUMED CLOWN THINKS I'M A SITTING DUCK, HE'S GOT ANOTHER THINK COMIN'!



I DON'T KNOW WHAT YOUR *GAME* IS, MYSTERIO, BUT--*HEY!*

OVER-CONFIDENT FOOL! MY POWER IS GREATER THAN *YOURS!*



SEE HOW EASILY I CAN AVOID YOUR ATTACK WHILE SPRINGING BEHIND YOU AND LAUNCHING ONE OF MY OWN!

OH...HH...



BUT, HAVING THE PROPORTIONATE STRENGTH AND AGILITY OF THE INVERTEBRATE FOR WHOM HE HAS NAMED HIMSELF, SPIDER-MAN QUICKLY RECOVERS AND THEN... WHAT'S WRONG, MYSTERIO?? I DON'T HEAR YOU BRAGGING NOW!

HOW DOES HE KEEP HIS BALANCE THAT WAY WITHOUT FALLING?? I'LL BET HIS SHOES ARE MAGNETIZED!



WELL, I'LL JUST GRAB HIM AND-- HOLY COW! HE DODGED ME AGAIN!

DID YOU THINK YOU COULD BEAT MYSTERIO WITH ONE MEASLY BLOW?!!



THAT'S WHAT I GET FOR PULLING MY PUNCH BECAUSE I WANT TO TAKE HIM ALIVE!

WELL, IF A WALLOP CAN'T BEAT YOU, LET'S SEE WHAT A WEB CAN DO!



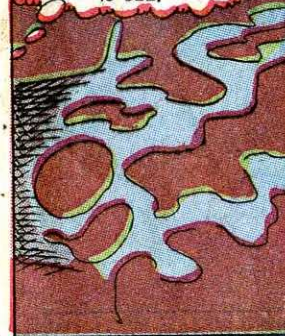
I TOLD YOU MY POWER WAS GREATER! NOW WATCH ME PROVE IT!



I DON'T GET IT!! AT ONE GESTURE HE SEEMS TO BE STOPPING MY WEB IN MID-AIR!



THE WEB IS DISSOLVING-- VAPORIZING!! AS THOUGH IT'S BEEN SPRAYED WITH A FINE CHEMICAL MIST, TOO SMALL FOR THE EYE TO SEE!



TOO BAD, SPIDER-MAN! YOUR PUNY LITTLE BAG OF TRICKS IS ALMOST EXHAUSTED! BUT THERE IS NO LIMIT TO MY POWERS! SEE HOW EASILY I CAN ELUDE YOU ANY TIME I DESIRE!





CONTINUED AFTER NEXT PAGE

BOYS! MEN!

Mike
Marvel

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.

Or is your problem a body sagging with soft rolls of unhealthy, stomach-fat? Flabby muscles—sagging, stomach-bloating, flabby arms heavy with layers of BLUBBER? Are you ASHAMED to go to the beach and let them see your "FAT-MAN PHYSIQUE"? If so, wake up fellas! THIS IS IT! I will peel off that fat and give you a lean virile DYNAFLEX BODY, armored with a sheath of hard tough hand-some muscle. I can build you into a healthy, streamlined HERCULES—bursting with dynamic mighty strength. I'll give you built rock-hard midsection—legs muscled like coil steel springs. I can back solid DYNAMITE into your fists and give you a rugged handsome lean trim full of the magnetic SU and BODY APPEAL. And with NO starvation diets—NO fatiguing calisthenics—NO expensive health foods!

ARE YOU WEAK, ALWAYS TIRED, LACK PEPS?

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

PROOF!

"I tried two other systems, before my buddy told me about DYNAFLEX. It really works—and how! I've put two inches of solid muscle on my biceps, three inches on my chest. It's like magic!"
"I never thought you could build terrific muscles without exercises or weights. Started DYNAFLEX two weeks ago, and am building a great physique."
E. G., Detroit, Mich.
"DYNAFLEX is the best yet. Only three weeks, and I have more dates than I can handle! I am telling all my pals about DYNAFLEX."
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—bony shoulders—a flabby 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, steely he-man MEAT to your build. I can take those skeleton arms and PACK EVERY INCH with explosive virile MAN-MUSCLE. I can add six rugged inches of strong sleek MAN-SIZED BRAWN. I can clothe your skinny frame with GIANT RIPPLING DYNAFLEX MUSCLES that will have them gasping with awe and admiration! And with NO string 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. Discover a secret method for developing a new, almost MAGNETIC way of being attractive and popular. At parties, at dances, at the beach—you will have the people clustering around you breathlessly, while they will say, "that was the answer is in this exciting new book, your pal Mike Marvel." Cut out and mail the coupon NOW!

Outside USA? Send International Money Order or cash. Great Britain: \$1.98 is about 15 shillings. For air mail delivery, send 1 pound.

MY SECRET NEW DYNAFLEX METHOD

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

STRONG-MAN BODY THAT'S ADMIRABLE!

Be honest. Down deep you KNOW you envy the way the girls magnificently admire 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 springs, power-packed legs. Be a fellow with TWO-PISTED 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 inches of solid muscle on your chest—he-man appeal. I can build this inch 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 make me popular.

GIVE ME TEN MINUTES A DAY—THAT'S ALL!

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☐ I see fat, be trim and solid

☐ Build deep body-building course

☐ Bulging with vigorous strength

☐ Lean, fat, be trim, strong handsome

☐ Mold mighty body—broad beefy shoulders

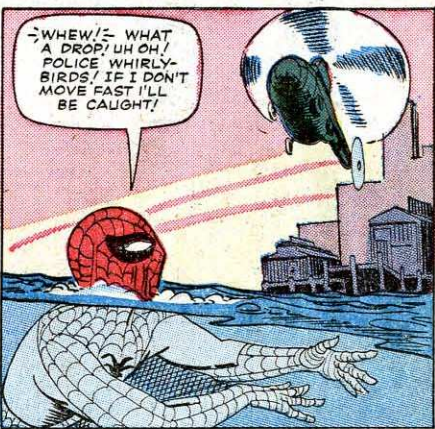
☐ Build muscle on a skinny wrists and arms

☐ Develop crushing grip, iron-fisted punch-power

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ADDRESS _____

CITY _____ ZONE _____ STATE _____
(Please Print)



THE NEXT DAY, CROWDS LINE FIFTH AVENUE AS A MOTORCADE DRIVES BY, LED BY A HAPPILY WAVING COSTUMED FIGURE...

MYSTERIO DESERVES THIS PARADE! AT LAST WE HAVE SOMEONE WHO CAN BEAT SPIDER-MAN!

HOORAY FOR MYSTERIO! SPIDER-MAN WON'T DARE PULL ANY MORE CRIMES IN THIS CITY NOW!



AND AMONG THE TEEN-AGERS WATCHING THE PARADE, WE FIND...

STILL THINK SPIDER-MAN'S SO GREAT, FLASH?

DARN RIGHT I DO! MYSTERIO'S JUST A BIG PUBLICITY HOUND, IF YOU ASK ME! MY DOUGH IS STILL ON SPIDER-MAN!

Y'KNOW SOMETHING, FLASH? YOU'RE NOT AS DUMB AS YOU LOOK! IN FACT, YOU'RE OKAY, FELLA!



LOOK, PUNY PARKER, I DON'T NEED COMPLIMENTS FROM YOU! AND WHILE WE'RE TALKIN', I WANNA WARN YOU TO STAY AWAY FROM LIZ ALLAN! SHE'S MY GIRL FRIEND!

REALLY? TOO BAD SHE DOESN'T SEEM TO THINK SO! BUT DON'T WORRY, BRIGHT EYES, YOU CAN HAVE HER!



A SHORT TIME LATER, AT THE OFFICE OF J. JONAH JAMESON...

I WANT THE MEMBERS OF MY STAFF TO MEET MYSTERIO, THE MAN WHO BEAT SPIDER-MAN!

MYSTERIO IS A REAL CRIME-FIGHTER! HE'S NOT AFRAID TO MEET PEOPLE AND TO BE INTERVIEWED AS THAT COWARDLY SPIDER-MAN WAS!



AND ONCE MYSTERIO HAS DEFEATED SPIDER-MAN FOR GOOD, HE WILL REVEAL HIS TRUE IDENTITY EXCLUSIVELY TO MY NEWSPAPER! IT'LL BE THE SCOOP OF THE CENTURY FOR ME! RIGHT, MYSTERIO?

RIGHT! JUST SO LONG AS YOU REMEMBER THE MONEY YOU PROMISED ME!

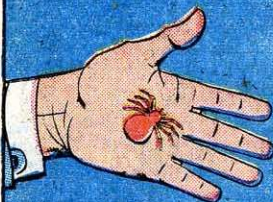


MYSTERIO, I WANT YOU TO MEET PETER PARKER! DON'T LET HIS AGE FOOL YOU! DESPITE HIS YOUTH, HE'S THE BEST PHOTOGRAPHER I'VE GOT! I'LL EXPECT HIM TO TAKE SOME GREAT PICTURES OF YOUR NEXT FIGHT WITH SPIDER-MAN!

I'LL TRY NOT TO DISAPPOINT YOU-- BOTH OF YOU!

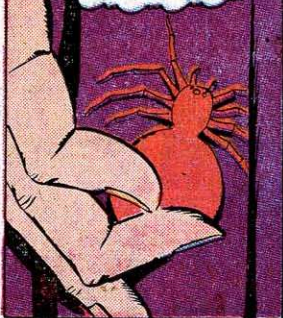


BUT, UNNOTICED BY ANYONE IN THE ROOM, PARKER'S LEFT HAND CONTAINS A SMALL ELECTRONICALLY TREATED SPIDER PIN*



*THE SAME TYPE OF DEVICE USED IN SPIDER-MAN #11, WHICH ENABLED HIM TO TRACK THE GETAWAY CAR OF DR. OCTOPUS! — EDITOR.

WHILE NO ONE IS PAYING ATTENTION, I'LL JUST SLIP MY LITTLE SPIDER DEVICE IN THE FOLDS OF MYSTERIO'S CLOAK... LIKE THIS!



NOW I'LL BE ABLE TO TRACE HIS MOVEMENTS! THERE'S MORE TO MYSTERIO THAN MEETS THE EYES! AND I'M GONNA FIND OUT WHAT IT IS!



THEN, AS PETER LEAVES JAMESON'S OFFICE...

I'M GLAD TO SEE YOU SMILING AGAIN, PETER! ARE YOU CELEBRATING SPIDER-MAN'S DEFEAT, ALSO?

NOT EXACTLY, BETTY!



IN FACT, I'M NOT SO SURE THAT SPIDER-MAN HAS BEEN DEFEATED! WELL, I HAVE TO RUSH NOW! SEE YOU LATER...

YOU'RE NOT SURE--?? BUT...



HMM! HE'S NEVER BEEN SO ANXIOUS TO LEAVE ME BEFORE! CAN HE HAVE MET ANOTHER GIRL? I'VE NOTICED A PRETTY BLONDE WITH HIM OCCASIONALLY...



OH, STOP IT, BETTY BRANT! YOU'RE BECOMING JEALOUS!

WHILE BEHIND THE DOOR TO JAMESON'S OFFICE...

I SHALL LEAVE YOU NOW, JAMESON! IN MY OWN MANNER! FAREWELL--TILL NEXT TIME!



HE'S GONE! FOR HEAVEN'S SAKE, J.J.J., HOW DOES HE DO IT?

WHO CARES? THE IMPORTANT THING IS THAT I'VE FINALLY FOUND SOMEONE WHO CAN BEAT SPIDER-MAN! I FEEL LIKE CELEBRATING!



BUT JAMESON MIGHT NOT FEEL SO TRIUMPHANT IF HE COULD SEE A DRAMATIC FIGURE ON A NEARBY ROOFTOP WAITING TO RECEIVE THE ELECTRONIC SIGNAL FROM HIS HIDDEN SPIDER PIN!



AH, MY SPYING DEVICE IS BEGINNING TO REGISTER NOW!

CONTINUED AFTER NEXT PAGE



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WITHIN MINUTES, A PIERCING SPIDER SIGNAL FLASHES IN THE NIGHT OUTSIDE OF A TV MOVIE STUDIO BUILDING...



HOLD IT, MYSTERIO! WE'VE SOME UNFINISHED BUSINESS TO TAKE CARE OF!

SPIDER-MAN! HOW--??

YOU DIDN'T THINK I'D LET YOU CHOOSE THE TIME AND PLACE FOR OUR NEXT FIGHT, DID YOU?

BAH! IT DOESN'T MATTER WHERE WE BATTLE! I CAN BEAT YOU HERE AS I DID ON THE BRIDGE BEFORE!



ALL I NEED DO IS CREATE MY CONCEALING MIST, WHICH MAKES YOU UNABLE TO SEE ME!



AND WHICH ALSO DULLS YOUR SPIDER SENSE SO YOU CAN'T BE PREPARED FOR MY BLOWS!



DO I MAKE MYSELF CLEAR, SPIDER-MAN??



OR DO YOU WANT STILL MORE PROOF?? I CAN DO THIS ALL DAY!



OKAY, I GET THE MESSAGE! I CAN'T COPE WITH YOUR BAG OF TRICKS, BUT ADMIT ONE THING-- IT WAS YOU WHO COMMITTED THOSE CRIMES, DISGUISED AS ME, WASN'T IT?



OF COURSE! ONLY I HAVE THE GENIUS TO IMITATE-- IN FACT, TO IMPROVE UPON, YOUR OWN POWERS!



"I MIGHT AS WELL TELL YOU THE WHOLE STORY... FOR I SHALL SEE TO IT THAT YOU NEVER TELL ANYONE ELSE! I USED TO BE A MOVIE STUNT MAN-- AND THEN I BECAME A SPECIAL EFFECTS MAN FOR TV MOVIES! I DESIGNED ALL SORTS OF COSTUMES, AND PROPS! THEN, I GOT THE IDEA OF IMITATING YOU!"



"I SPENT MANY LONG WEEKS STUDYING ALL YOUR POWERS, ALL YOUR ABILITIES--EVERYTHING THAT WAS KNOWN ABOUT YOU! I WAS SURE I COULD DUPLICATE YOUR FEATS!"

WHATEVER SPIDER-MAN DOES NATURALLY, I'LL FIND A WAY TO DO ARTIFICIALLY!



"USING ALL THE SKILL I HAD ACQUIRED DESIGNING MOVIE PROPS, I MADE A GUN WHICH FIRED A NYLON CORD RESEMBLING YOUR OWN WEB! I DESIGNED SHOES AND GLOVES WITH SPECIAL SUCTION CUPS, ENABLING ME TO CLING TO WALLS!"



MY SUCTION CUPS WORK! FROM A DISTANCE NO ONE WILL KNOW I'M NOT REALLY SPIDER-MAN!

"MY PLAN SEEMED PERFECT! I COULD COMMIT ALL SORTS OF CRIMES, AND YOU WOULD GET THE BLAME! BUT THEN I GOT A STILL GREATER IDEA! I WOULD CREATE A SEPARATE IDENTITY FOR MYSELF! I'D CALL MYSELF MYSTERIO! AND THEN I'D BATTLE YOU! WHEN I DEFEATED YOU, I'D BE A NATIONAL HERO--FOR NO ONE WOULD KNOW THAT MYSTERIO IS BOTH THE CRIMINAL AND THE CONQUEROR!"

"MY HELMET IS BASED ON THE PRINCIPLE OF YOUR EYE PIECES! I CAN SEE OUT, BUT NO ONE CAN SEE IN!"

"I CREATED A FINE SPRAY MADE OF SPECIALLY TREATED ACID WHICH WAS FOR THE SOLE PURPOSE OF DISSOLVING YOUR WEB IF YOU SHOULD EVER USE IT AGAINST ME!"

"THE BOTTOMS OF MY BOOTS CONTAIN CHEMICAL SMOKE EJECTORS, AS WELL AS MAGNETIC PLATE SPRINGS WHICH ENABLE ME TO DUPLICATE YOUR OWN AMAZING LEAPS!"



EVEN MY NAME--MYSTERIO--WAS CREATED TO INSTILL AWE AND FEAR IN THE HEARTS OF MY ENEMIES!

I WAS ABLE TO SEE YOU WITHIN MY PROTECTIVE CLOUD BECAUSE I HAVE A BUILT IN SONAR DEVICE WHICH AIDS ME AT THE SAME TIME AS IT TAMS YOUR OWN SPIDER SENSE!

AND NOW, I SHALL DISPOSE OF YOU FOREVER!

DON'T COUNT ON IT, BIG MOUTH! I'VE GOT TO STAY AROUND LONG ENOUGH TO GIVE THIS TAPE RECORDER TO THE POLICE AND PROVE MY INNOCENCE!

A MINIATURE RECORDER!! BAH! IT WILL DO YOU NO GOOD! I'LL DESTROY IT--AFTER I'VE DEFEATED YOU!



BUT, IN A SPLIT-SECOND, SPIDER-MAN FLIPS BACKWARDS, OUT OF THE SPREADING MIST!

NOT *THIS* TIME, MYSTERIO! REMEMBER ONE THING-- *YOUR* POWER IS ARTIFICIAL-- BUT *MINE* IS NATURAL!!



AND I'LL BET ON *MY* NATURAL SPIDER POWERS *ANY* TIME!

I'VE GOT TO CIRCLE AROUND-- TRY TO FIND HIM WITHIN THE MIST!



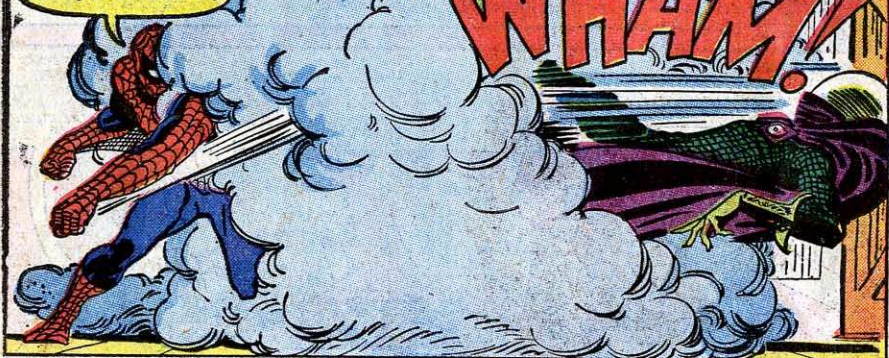
HAVE TO KEEP MOVING *FAST!* CAN'T LOSE THE ADVANTAGE!

HE'S NOT HERE-- OR HERE! BUT HE'S GOT TO BE NEARBY!



IF I KEEP SWINGING, THEN SOONER OR LATER I'LL-- AHHH! I WAS RIGHT! THERE HE IS!

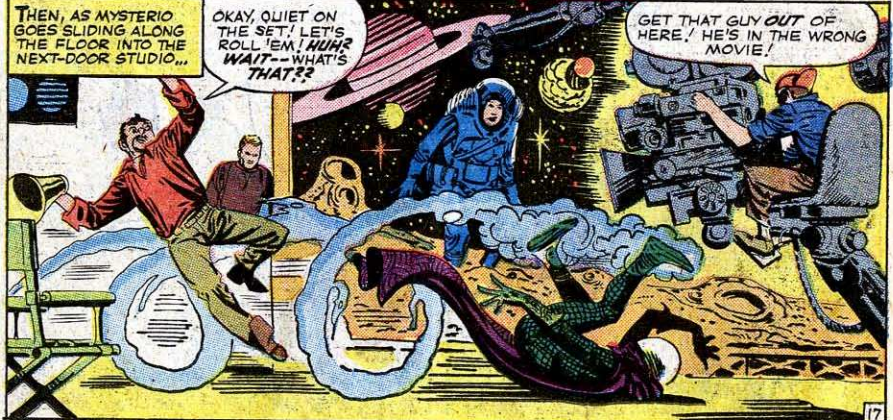
WHAM!



THEN, AS MYSTERIO GOES SLIDING ALONG THE FLOOR INTO THE NEXT-DOOR STUDIO...

OKAY, QUIET ON THE SET! LET'S ROLL 'EM, AHH? WAIT-- WHAT'S THAT??

GET THAT GUY OUT OF HERE! HE'S IN THE WRONG MOVIE!







CONTINUED AFTER NEXT PAGE



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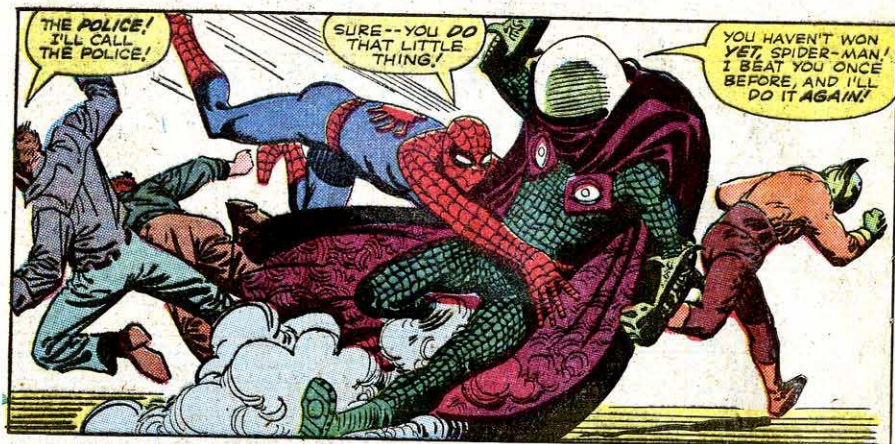
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THE POLICE!
I'LL CALL
THE POLICE!

SURE--YOU DO
THAT LITTLE
THING!

YOU HAVEN'T WON
YET, SPIDER-MAN!
I BEAT YOU ONCE
BEFORE, AND I'LL
DO IT AGAIN!



USING YOUR
LITTLE SMOKE
ROUTINE
AGAIN, EH?

I'LL SAY *ONE*
THING FOR YOU,
MYSTERIO--YOU
NEVER LEARN!



YOUR CONCEALING SMOKE
SCREEN WON'T HELP YOU!
WHILE I CAN USE MY SPIDER
SENSE! AND YOU CAN'T STOP
ME FROM USING IT IF I
SMASH YOUR JAMMER--
LIKE *THIS!*



AND NOW, I'LL DO YOU
THE BEST FAVOR OF ALL--
I'LL FINISH THIS OFF
QUICKLY, SO THAT YOU
WON'T GET TOO BORED!



I MUSTN'T FORGET TO
TAKE MY AUTOMATIC
CAMERA WHICH I HUNG
ON A PIECE OF WEBBING
UP HERE TO CATCH ALL
THE ACTION!

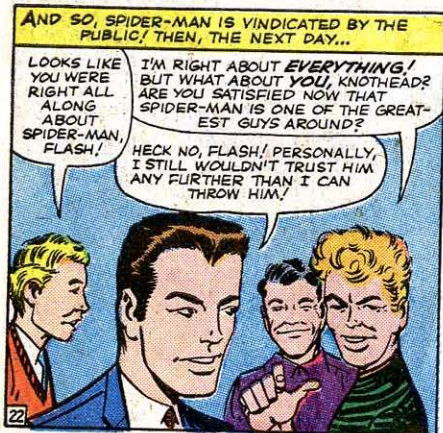


I'LL FASTEN IT SECURELY
TO MY BELT CONTAINER
AGAIN! IT'S LIKE MONEY
IN THE BANK TO ME!



AND NOW, ONE LAST
PLUNGE INTO MYSTERIO'S
CLOUD OF MIST, AND I'LL
WRAP THIS THING UP FOR
GOOD!







SPIDER'S WEB

Please address
your letters to:
THE SPIDER'S WEB
Third Floor
655 Madison Ave.
New York 21, N. Y.

Dear Stan and Steve,

Your latest creation AMAZING SPIDER-MAN has aroused my interest in comics for the first time in years. I'm forced to agree with your own somewhat conceited opinion that he's the best in comics today. I have one other observation to make. I don't believe you are getting a correct tabulation of the popularity of your stars. As you are relying entirely on fan mail to supply these facts, this could prove misleading.

Charles E. Smith
231 E. 56th
Long Beach, Calif.

Well, there ARE more scientific methods! We could always toss a coin!

Dear Stan and Steve,

I've read F.F. and didn't write to you. I've read THOR and didn't write. I've read X-MEN which was tremendous and yet I still didn't write. But SPIDER-MAN has really got me. I've never read a better comic book. I don't think you should team him up with anyone. Spider-Man is the greatest thing ever to spin a web. I think that he should go into combat with the following: X-Men, Hulk, Iron Man, and Thor. Why don't you make Spider fight the Blob. Steve Alexander
Box 379, So. Anderson Dr.
Tullahoma, Tenn.

Give him time, Steve! He'll tackle everyone from the Blob to Uncle Wiggily!

Dear Stan and Steve,

While I was attending college, I occasionally bought a comic book to relieve the tensions of academic pressures. I found most of these to be repetitive and gradually tedious. Only the comics in the Marvel Group were continuously stimulating and exciting. My first experience with a Marvel comic was seeing the F.F. billed as the "World's Greatest Comic!" This was a challenge that I could not resist. However, I was amazed to find that bold statement not only true but an understatement. To date the F.F. is only rivaled by its cousin publication, the Amazing Spider-Man. I have followed the exploits of Peter Parker since issue #1. I feel that his romance with Betty Brant is an excellent touch to an already fine magazine. Don't break them up. And don't give Peter an impenetrable barrier between him and Betty such as Thor has. I do think that Peter should be a little older by now, and that you might promote him to college. One more question on Spider-Man—if his blood contains whatever it was that gave him his powers and he transfused some of his blood to Aunt May, will Aunt May have some traces of spider powers in the future? Please don't make Aunt May into a Spider-Woman. Somehow I just can't picture her in a purple and red costume swinging from a spider web. Please put out a Spider-Man Annual. I am sure they will sell like insect repellent in the summer time. But don't have Peter's classmates knocking him because he is brainy. Today the egghead gets more respect than the musclehead. In my former high school Pete would probably have been a B.M.O.C.

Rosalind Rogoff
26 Elizabeth Road
New Rochelle, N. Y.

Y'know, Rosey, that gives us an idea! It's something to think about! Let's see now—Aunt May in costume as Spider-Woman—Hmmm...

Dear Stan and Steve,

You're all a bunch of jerks. I haven't been reading your mags long but long enough to see how you operate. You start off by putting out good mags and when you've got everybody really interested, you let go with the flubs. Example: you start with SPIDER-MAN #7—a great, great story, then comes #8—a good story with good features, and then #9—the flub! Fair story, poor art (Ditko should send for that course), and finally, you leave us hanging in the air. I've noticed this in many of your mags such as Journey into Mystery #100. It was a good story with a dumpsville ending. You're getting so conceited that "great," "amazing," etc. appears on every page. Only one good thing I can say for you and that is your villains are super as well as your costumes. But if you bums don't get busy, I'm going back to your competitors!

John Yandell
2135 E. 14th St.
Tulsa, Okla.

Going BACK? You sound like you're never LEFT 'em, Johnny boy!

Dear Stan and Steve,

I'm somewhat of a newcomer to SPIDER-MAN but I think he's great! And I mean wonderful! Issue #9 was rather sad with Peter's Aunt May being sick and all but, still, the story was very good. I enjoyed the plot. Don't let Aunt May die, please! It would ruin everything!

Marcelaine Wininger
31 West
Park City, Ky.

We're sure she'd agree with you, Marcy.

Dear Stan and Steve,

How about another battle between Spidey and the Human Torch? In my opinion the Torch can wipe up the floor with Spider-Man! Remember the F.F. Annual? Spidey would have been splattered all over New York if he hadn't run away!

Charles J. Goering, Jr.
43-07 42nd St.
Sunnyside 4, N. Y.

Gosh, Charley, if you prefer a roughneck like the Torch to a nice, gentle lad like Spidey, that's YOUR business!



Dear Stan and Steve,

I think Spider-Man is a great comic. A friend of mine got me started on reading it and I've read every issue since. I enjoyed all of them except #3. (Spider-Man vs. Dr. Octopus) Everyone said how good #3 was, but I think it was crummy. The one thing wrong with your comic is Ditko's art. He draws Spider-Man and the super villains fine, but the way he draws people makes them look like they have some rare disease!

Steve Gillespie
2037 Howard St.
Omaha 2, Nebr.

They have! It's called "Ditko-itis."

CONTINUED...

Dear Stan and Steve,

Was just sitting here in the barracks doing nothing and spotted a copy of SPIDER-MAN on a buddy's rack. Curiosity and a lack of entertainment compelled me to open your magazine and read it. Instead of the usual superhero who is never wrong and is indestructible, I was glad to see a down-to-earth human. (Spider?) Passed it along in the squad, and everybody enjoys it. There is still a long line waiting to read it. Looking forward to the next ish.

1/Cpl. Charles M. Wisniewski

#15 USMC, H&S. 1-3, S-2

c/o FPO, San Francisco, Cal.

Your letter made us happy, C.W. Almost as happy as if each squad member bought his OWN copy!



Dear Stan and Steve,

I never thought a comic was worth 12¢ until I read SPIDER-MAN. I'm speechless after each one. I think your comics are as good as you say, as a matter of fact, I think you're modest! Would you please publish your mags twice a month because I spend all my time waiting, biting my nails, hoping I won't miss the next Spider-Man mag. I'd also like to say that X-MEN and the AVENGERS are the greatest!

Jody Morine
28 Columbus Ave.
Brentwood, N. Y.

The greatest WHAT??

Dear Stan and Steve,

Phooey to you! I mean you have a great mag. That's the trouble. You have no hearts. Think of all the other mags—how do you think the poor people that work for them make a living! No kidding though, I have been a fan right from the start of the Marvel Age. Your mags are MARVELOUS!

Hal Cox
1945 Amis Ave.
Las Cruces, N. Mex.

Thanks, Hal! But we saw one of our competitors driving a Cadillac the other day! SOMEONE must be reading their mags!

Dear Stan and Steve,

How do you guys do it? Every ish gets better and better! Yes, even in the art work. Steve! I'm sorry about what I said before about how bad—not bad, just weird—your art work is. I realize now that you and only you can draw Spider-Man the way he should be drawn. Now back to the subject. In issue #7 I liked the way the Vulture made a comeback and the way Spider-Man finally knocked him off. Just as I was recovering from the action in #7 you hit me with #8. I like the way you set up the fight between Peter Parker and Flash. Even better was the way you had Peter shut Flash up. Your Spider-Man vs. Torch adventures are great. But even these great issues were overshadowed by #9. As the story went on I really felt that I was in the story, living it with Peter Parker instead of just being on the outside looking in—that's what makes Spider-Man so wonderful—his reality. Keep up the good work.

David Catena
2601 Cambria Ave.
Windber, Pa.

Thanks for putting our minds at ease, Dave. We WONDERED who that extra fella was in some of the backgrounds of our last ish!

SPECIAL ANNOUNCEMENTS SECTION:

- Have you ever stopped to think how complicated the simplest little things can be? For instance—We decided to keep the letters pages in SPIDER-MAN because most of you wanted them. We've even added letters pages to X-MEN, the AVENGERS, and ol' SGT. FURY. BUT, when it comes time to write the special announcements section we go nuts trying to remember what we wrote in the OTHER mags so that we won't repeat ourselves in each column! We don't want to tell you all about the next ish of STRANGE TALES, for example, if we've already told you all about it in the F.F. letters page. So that means we have to start keeping lists and records of these things! And life used to be so simple!
- We listen to your beefs whenever we read the fan mail (like all the time)—so we hope you'll forgive us if we let OUR hair down once in a while like this. In fact, some day we may write a book about all the problems involved in turning out a comic magazine which the readers don't even suspect. The only thing is, the problems keep us so busy we'll never get the time to write the book!
- Well, now that everybody's thoroughly confused, here's our first announcement! You've probably noticed that we changed the title of JOURNEY INTO MYSTERY to THOR. And, to celebrate the change, we have a rather off-beat tale in THOR #104 (it rhymes, doesn't it?) entitled "Giants Walk The Earth!" Whether you like the story or not, you've got to admit the TITLE'S a doozy! It's on sale now, so don't make us feel we were wasting our time, huh?
- TALES TO ASTONISH #56, also on sale now, has an extra-long 18-page Giant-Man thriller in which the man of many sizes, together with the wonderful Wasp, battle a new super-foe called The Magician! The name's not too original, but the action's a mile a minute, and the Wasp is lovelier than ever! (That's for all you insect-lovers!)
- The latest STRANGE TALES features our great two-for-one line-up! The Human Torch battling The Plantman, who returns for more fun and games, plus Dr. Strange in a yarn entitled "Witchcraft in the Wax Museum!" (Let's see someone find fault with THAT comb!)
- As for TALES OF SUSPENSE, we've changed that title also—we'll refer to it as IRON MAN from now on, in honor of its powerful star, ol' bullet-head himself. And, believe it or not, we've redesigned his helmet AGAIN—just to keep you all on your toes! In answer to countless requests (about a half-dozen) the mysterious Mandarin is back to battle handsome Tony Stark, so do yourself a favor and don't miss it!



- FANTASTIC FOUR #27 is so terrific we almost have to tell you about it! All we have to say is that it features America's favorite hero-villain, the sensational Sub-Mariner, and also guest-stars Dr. Strange! Then, just for kicks, level-headed Reed Richards really blows his top in this one! If you don't run right out and buy it, Jack Kirby'll probably never talk to you again!
- But here's what you've been waiting for—(we hope!) The scoop about our next SPIDER-MAN! We're just starting to write and draw it now, so we can't guarantee it's great—BUT—the villain is called The Green Goblin! The evil Enforcers are back (remember them from ish #10?) and we even threw in that jolly ol' green giant, The Hulk, for good measure! The way it looks to us, even if it's bad it'll be good!! So look for SPIDER-MAN #14—it won't be hard to find—it'll be the one everybody's fighting for!
- And now, we've got to say "so long" till next ish! We're late for our meeting of the J. Jonah Jameson fan club!

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— says N.J. FLEMING — YUBIWAZA MASTER

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says Yoshie Imanami
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can make him say "uncle" quickly — with the help of YUBIWAZA!

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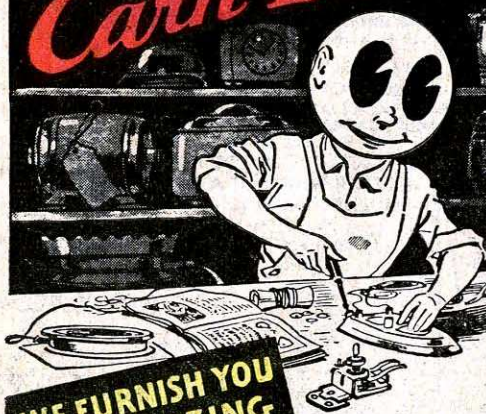
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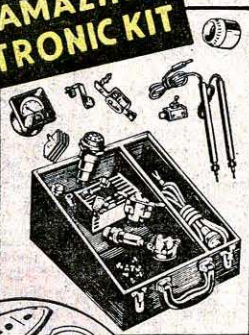
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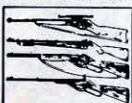
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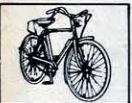
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Lancaster, Pa.
OUR 46th YEAR

MAIL ONE COUPON TODAY Give the Other to a Friend

AMERICAN SEED CO., Dept. 424, Lancaster, Pa.

Please send me your Big Prize Book and one order of 50 packs of American Seeds. I'll sell them at 15¢ a pack, send you the money and choose my prize. Send seeds checked.

☐ All Flower Seeds

☐ Mixed Vegetable and Flower Seeds

Name _____

Address _____

Town _____

State _____

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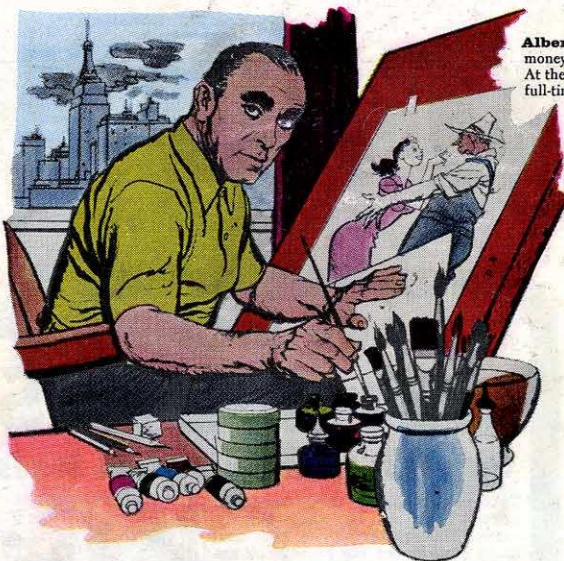
State _____



Skin Diving Swim Set



5 Power Field Glasses



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

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

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

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

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

A Plan to Help Others

He said: "All over America, there are people who like to draw, who could be turned into good artists. Why can't we give these people the training they need—including all the trade secrets and know-how we've learned over the years? I'm suggesting a new kind of school—a home-study art school

that would give talented people the best professional art training, no matter where they live."

The famous artists agreed. Taking time from their busy careers, they spent several years creating a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 "here's-how" illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, the famous artists developed a wonderful way to give each student personal correction and advice all through his training.

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

Famous Artists Talent Test

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

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 Helck	Albert Dorne