



MARVEL  
COMICS  
GROUP **12¢**

# the AMAZING SPIDER-MAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

**32**  
JAN

IND.

WITH HIS  
AUNT MAY GRAVELY ILL  
IN THE HOSPITAL, SPIDER-  
MAN **FIGHTS** AS  
NEVER BEFORE!

## "MAN ON A RAMPAGE!"





# EXCLUSIVE FUN PRODUCTS BY MAIL

## CYCLE PUTTER



Really dress up your BIKE. Sounds just like a Motor Bike. Made of heavy plastic and steel. No. 8023...Only 39c

## SQUIRT FLOWER



When your friend tries to smell it all he'll get is a face full of water. Comes complete with long rubber hose and bulb. No. 3013...Only 25c



## TRICK BASEBALL

It bounces cockeyed, it curves, it dips, it's impossible to catch. It's sure to set all the kids on the block chasing after it. There's a barrel of fun in every bounce of this amazing baseball. No. 4020.....50c



## PRANKSTER WHISTLE

Greatest gag in years. Just place inside any tail-pipe and watch the fun. As soon as he starts the car it will sound as if the whole motor fell out. It's a panic, but completely harmless. No. 7021.....75c

## SPIDER RING

This jumbo Rubber Spider with moving eyes comes attached to an adjustable metal ring and is sure to scare everybody. Large size 4 1/2" x 4 1/2". Made of flexible rubber. No. 4006...Only 45c



## WHOOOPS

Looks like someone lost their lunch. Place it on the floor and wait for your first unsuspecting victim to walk in—ugh. Better catch him before he faints. No. 9016.....Only .75



**LOUD NOSE BLOWER**  
Blow your nose and it will sound like the roof caved in. Fits right in your handkerchief out of sight. No. 6018...only 20c



## PEPPER GUM

Hi Pal, have a piece of gum. Once he starts chewing you better have a glass of water ready. Completely harmless but a million laughs. No. 5008...15



## JIU-JITSU



This is one of the most popular

books on the art of self defense. Now you needn't back away from anyone. Many illustrations show you how to defend yourself from bullies. We also include "FREE" a book on strong man stunts. No. 4003.....Only \$1.00



## JOY BUZZER

Shake hands and watch your friend jump 6 feet high. Completely harmless. No. 7005.....50



## MAGIC ROCKS

**MAGIC ROCKS** — Colourful large 'pellets.' "Plant" them with the magic solution using the planting tweezers. They will grow within a short time. Terrific for underwater effects. No. 1022.....Only \$1.00



## WHOOPEE CUSHION

Place this under any cushion. Gives out a loud Bronx Cheer. Very embarrassing but loads of laughs. No. 8010.....Only .50



## SURPRISE PACKAGE

If you are willing to take a chance, we guarantee you more than your money's worth, filled with surprises. No. 8002...50



## GROW LIVE MONSTERS!

ONLY \$1.00

## GROW LIVE MONSTERS

**SCARIEST LIVING** Sensation of the century. 2 Monsters in full colour. Comes complete with space astronomer and full accessory kit. Will grow green monster hair right before your eyes. Complete kit. No. 8001.....Only \$1.00



## SILVER SKULL RING

Heavy Mexican silver ring with the raised face of skull and inlaid red ruby eyes. Feels good and looks real impressive. Adds heft to your hands. No. 3019.....\$1.00



## X-RAY-SPEX

A wonderful illusion to fool your buddies. Put them on, now is that really his skull you see inside his head? Prove to him you can see through anything. No. 7014.....\$1.00



## BIKE SPEEDOMETER

Now you can tell how fast you are going. Registers speeds up to 50 miles per hour. New built-in compass also shows in what direction you are travelling. Fits any bicycle. Attaches in seconds. No. 3017...only 75c



## SILENT DOG WHISTLE

This whistle can not be heard by any human, but your pet will hear it blocks away. Everyone will be amazed when he comes running as soon as he hears his own private whistle. No. 1009 Only \$1.00

## FLY IN ICE

A plastic ice cube that looks like the real thing, only with a fly inside. Just place this in someone's drink when he isn't looking—ugh. No. 3011.....Only .45

## ELBARR DIST. DEPT. G.K. 20 Weston, Ont.

RUSH ME THE ITEMS LISTED BELOW. If I am not 100% delighted, I may return any part of my purchase after the 10 day free trial for full refund.

ITEM No. NAME OF ITEM HOW MANY TOTAL PRICE


☐ I enclose ..... plus 15c postage and shipping in cash, cheque or money order.

NAME .....

ADDRESS .....



# THE AMAZING SPIDER-MAN!

PREPARE YOURSELF FOR A STARTLING SURPRISE!  
YOU AND SPIDEY ARE ABOUT TO MEET ONE OF HIS  
MOST POWERFUL FORMER FOES, AS THE TEEN-AGE  
WEB-SPINNER PLUNGES INTO BATTLE, WITH EVERY  
TICK OF THE CLOCK BRINGING HIM CLOSER TO --  
**DEFEAT!**

UNDER THE SEA IT  
STANDS--THE HIDDEN  
HEADQUARTERS OF THE  
MASTER PLANNER, WHOSE  
BAND OF STRANGELY-  
GARBED CRIMINALS WE  
MET LAST ISH! LET'S  
LISTEN IN...

AM I ALWAYS TO BE  
PLAGUED BY THAT  
SNIVELLING SPIDER-MAN?  
IF NOT FOR HIS ACCURSED  
INTERFERENCE, I WOULD  
NOW POSSESS THE RADIO-  
ACTIVE MATERIAL I SO  
DESPERATELY NEED!

BUT, HE'LL NEVER  
RUIN MY PLANS  
AGAIN! HIS NEXT  
ATTEMPT WILL  
BE HIS LAST!

\* SHOWN, IN ALL ITS  
GLORY, LAST ISH!  
REMEMBER?-- STAN.

"MAN ON A  
**RAMPAGE!**"

SCRIPT \* EDITING BY:  
STAN LEE  
PLOT \* ILLUSTRATION BY:  
STEVE DITKO  
LETTERING \* KIBITZING BY:  
ARTIE SIMEK







AND THEN, NED LEEDS, THE YOUNG REPORTER WHO HAS ASKED BETTY BRANT TO MARRY HIM, ENTERS THE SCENE...

PETER, YOU'RE NOT BEING FAIR TO BETTY! SHE DESERVES AN ANSWER FROM YOU!

NED, PLEASE DON'T INTERFERE!

NOW'S MY CHANCE TO MAKE HER ANGRY AT ME!



BUTT OUT, CREEP! I DON'T OWE BETTY ANYTHING! WE HAD A FEW LAUGHS TOGETHER, THAT'S ALL, MAYBE I'VE OUTGROWN HER!

PETER--!

WHAT'S GOTTEN INTO YOU, FELLA? SOUND-- DIFFERENT!



IT'S EASY FOR HIM TO BE CALM! HE DOESN'T LOVE A GIRL WHO'D HATE HIM IF SHE LEARNED ABOUT HIS SECRET IDENTITY!

I'VE GOT TO MAKE HER HATE ME! A CLEAN BREAK IS THE BEST THING FOR ALL OF US!

LOOK, PARKER, WHY DON'T WE TALK THIS OVER CALMLY?

HANDS OFF, LEEDS! I'VE MORE IMPORTANT THINGS TO DO!



BUT YOU KNOW HOW I FEEL ABOUT BETTY! IF YOU'RE NOT INTERESTED, WHY DON'T YOU JUST SAY SO, AND--

PETER! STOP IT!

I'M SICK OF PEOPLE TRYING TO TELL ME WHAT TO DO! NOW GET LOST!

UHHHH!



AND, ON THE OTHER SIDE OF THE DOOR, WE FIND...

WHAT IN BLAZES IS GOING ON OUT THERE?!



SORRY, MR. JAMESON! I GUESS I JUST GOT CARRIED AWAY!

PARKER! I NEVER THOUGHT OF YOU AS THE VIOLENT TYPE! WHAT ARE YOU DOING HERE, ANYWAY?

I - EH- BROUGHT YOU SOME NEWS PHOTOS!



THAT'S THAT! BETTY MUST DESPISE ME NOW! NEVER KNOWING HOW MUCH I REALLY LOVE HER-- OR HOW MUCH TOUGHER THIS IS FOR ME!

AFTER ALL, SHE'LL PROBABLY END UP MARRYING NED AND FORGET ABOUT ME!

BUT, I'LL CARRY A TORCH-- FOREVER!

ALL RIGHT-- LET'S SEE THE PHOTOS!



YOU CALL *THESE* NEWS PHOTOS?? JUST A FEW SHOTS OF SOME STRIKERS PICKETING A DEPARTMENT STORE! YOU'RE SLIPPING, PARKER!

I KNOW IT! WITH AUNT MAY IN THE HOSPITAL, I HAVEN'T BEEN ABLE TO DO ANYTHING RIGHT!



CAN'T USE 'EM! DON'T WASTE MY TIME UNLESS YOU HAVE SOMETHING GOOD!

YOU OLD SKIN-FLINT! YOU'VE FORGOTTEN ALL THE GREAT EXCLUSIVES I GAVE YOU IN THE PAST!



DON'T JUST STAND THERE! THIS ISN'T VISITORS' DAY! GOODBYE!





CONTINUED AFTER NEXT PAGE



**MORE  
TRIUMPHS  
FOR  
MARVEL!**



*And,  
THE MOST  
EXCITING  
SURPRISE  
OF THE  
DECADE...  
THE  
KING-  
SIZE  
SENSATION  
**YOU**  
DEMANDED!!*

THE  
MOST-REQUESTED  
UNABRIDGED  
EDITIONS OF OUR  
EARLIEST MARVEL  
MASTERWORKS--  
TO HELP YOU  
COMPLETE YOUR  
COLLECTION!





# TREASURE CHEST OF FUN



**BUILD A BODY OF STEEL**  
Start Seeing Results in Just 30 Days  
Pocket gym will develop your chest, biceps, triceps, neck, back, shoulder, stomach, and legs. In just 30 days, you'll begin to earn the respect of all your friends—the admiration of all the girls. You'll keep fit, healthy, and fear no one! Compactly made of heavy elastic rubber.  
No. 001 .....Only \$1.00



**THROW YOUR VOICE**  
Your chance to be a ventriloquist. Throw your voice into trunks, behind doors, and everywhere. Instrument fits in your mouth and out of sight. Fool teacher, friends, family. Free book on "How to Become a Ventriloquist."  
No. 2137 .....25¢



**ATOMIC LAMP**  
Mysterious! Eerie! This light bulb actually lights up in your hand! No wires! No electricity! But only you know the secret.  
No. 459 .....\$1.25



**WHOOPEE CUSHION**  
Place it on a chair under a cushion, then watch the fun when someone sits down! It gives forth embarrassing noises. Made of rubber, and inflatable. A scream at parties and gatherings.  
No. 247 .....50¢

## X-RAY SPECS

An Hilarious Optical Illusion \$1.00

Scientific optical principle really works. Imagine—you put on the "X-Ray" Specs and hold your hand in front of you. You seem to be able to look right through the flesh and see the bones underneath. Look at your friend. Is that really his body you "see" under his clothes? Loads of laughs and fun at parties.  
No. FL7 .....\$1.00



Pen Size—Clips On

**Secret Spy Scope**  
Magnifier. This exciting new 6-power wide field magnifier is cleverly concealed in a pen-sized pocket scope that lets you "peek" to your hearts content. So handy for Sporting Events, Counter-spying and Girl Watching. Also contains a 30-power full microscope to thrill any naturalist. Not a toy, but a real instrument. Full money back guarantee if not delighted. Only \$2.98.  
Item No. F59 .....\$2.98



## BEST NEW GAGS & NOVELTIES

**BAG OF TRICKS** 1—Smoke from fingertips. 2—Pea under shell trick. 3—Snapper trick. 4—Spill-less open bottle trick. ALL ONLY \$1.00  
**SECRET BOOK SAFE** Looks like real book but conceals safe with combination. ONLY \$1.98  
**SECRETS OF HYPNOSIS** Book tells you how this mysterious art can be easily mastered by anyone. ONLY .75¢  
**UNION GUM** Looks like regular gum but tastes like—UGH—ONIONS pack of 5 slices. ONLY .20¢  
**BOOMERANG** Throw it at target. If you miss it comes back for another try. Great fun. ONLY .75¢  
**TRICK BASEBALL** Bounces cockeyed. Curves and dips like crazy so it can't be hit. ONLY .60¢

## Monster-Size MONSTERS

A full 6 feet tall in authentic full color and so very life-like you'll probably find yourself talking to them. We have those two all-time favorites—spine-chilling Frankenstein, and the mad vampire Dracula.

No. F17 .....\$1.00 plus 25¢ shipping charges



**JOY SUZZER**  
The most popular joke novelty in years! With up and wear it like a ring. When you shake hands, it almost raises the victim off his feet with a "shocking sensation!" Absolutely harmless.  
No. 239 .....Only 50¢



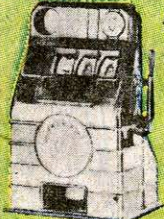
**MINIATURE SECRET CAMERA**  
Precision camera so small, it fits in cigarette pack. Weighs 2½ ounces and takes 10 pictures per roll. Precision ground lens and time expose shutter. Can be hidden anywhere. Complete with free roll of film.  
No. 788 .....\$1.00 & Rolls Film .75¢



**YOU, TOO, CAN BE TOUGH**  
Master Jiu Jitsu and you'll win any fight. This book gives all the grips, blocks, etc. which are so effective in counter-attack. FREE book on how to perform strong man stunts also included.  
No. 224 .....\$1.00

## SNOW MATCHES

When someone asks you for a match, offer him one of these. Instead of a flame, he's got a regular snowstorm.  
No. 382 .....20¢



## JACK POT BANK

A Dime-operating Jack Pot Bank that works just like the one armed bandit in Las Vegas. Just deposit the dime and spin the handle. Reels spin and look like the real stuff. Dimes are removable. This game should not be used for gambling purposes, only for fun.  
No. 2060 .....1.98



**FINGER CHOPPER**  
Chop a cigarette in two in either hole. Put finger in top hole and cigarette in lower. The cigarette is cut, but your finger is unharmed. Full instructions.  
No. 222 .....\$1

## SURPRISE PACKAGE

Are you willing to take a chance? We won't tell you what you get, but because you're willing to gamble, we'll give you more than your money's worth.  
No. 678 .....Only 50¢



We cannot ship orders under \$1.00

**HONOR HOUSE PRODUCTS CORP.,** Dept. 77GK12  
Lynbrook, N.Y.

Rush me 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. HGW

ITEM # | NAME OF ITEM | MANY | TOTAL PRICE


Add 15¢ for postage and handling on all orders.

☐ I enclose in full payment. The Honor House Products Corp. will pay postage.  
☐ Send C.O.D. I will pay postman on delivery plus a few cents postage.

NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

8mm

## MOTION PICTURE PROJECTOR with Automatic Rewind

Now enjoy color or black and white movies right in your own home. This precision-engineered projector is sturdily-built of steel with two-tone baked enamel finish. It has an adjustable fine-focus lens system and automatic rewind. It can be used with home movies or standard 8mm commercial films. Operates on standard flashlight "D" batteries (batteries not included).  
Item No. 461 .....\$9.98





ALL THE WAY HOME, THE HEAVY-HEARTED TEENAGER FIGHTS TO KEEP CONTROL--BUT WHEN THE DOOR SHUTS BEHIND HIM AT LAST...

I'VE ALWAYS FELT I WAS PARTLY RESPONSIBLE FOR THE DEATH OF UNCLE BEN, BECAUSE HE WAS KILLED BY A CRIMINAL WHOM I DIDN'T CATCH!



AND NOW--AUNT MAY!

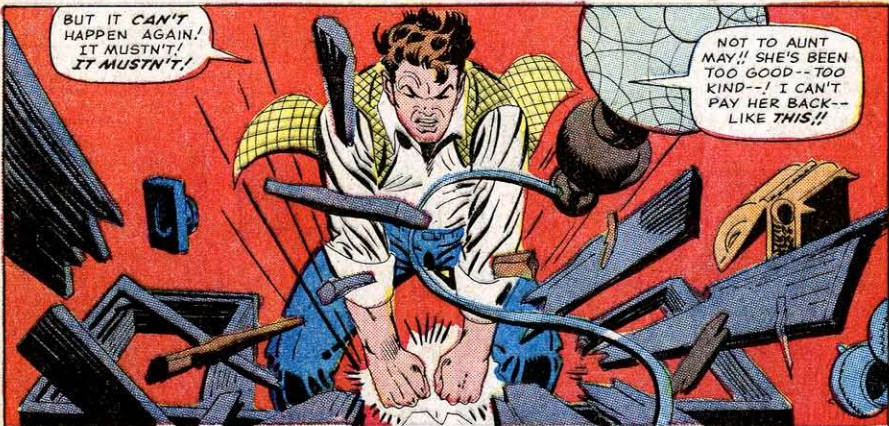
THE TWO PEOPLE I'VE LOVED MOST IN THE WORLD--WHO WERE LIKE MY OWN FATHER AND MOTHER TO ME--!



YET, THEIR LOVE FOR ME--THEIR KINDNESS TO ME--HAS BROUGHT THEM NOTHING BUT--TRAGEDY!



BUT IT CAN'T HAPPEN AGAIN! IT MUSTN'T! IT MUSTN'T!



NOT TO AUNT MAY!! SHE'S BEEN TOO GOOD--TOO KIND--! I CAN'T PAY HER BACK--LIKE THIS!!

THERE *MUST* BE SOME WAY TO SAVE HER! THERE *MUST* BE! AND, I'LL FIND IT! SOMEWHERE SOMEHOW--I'LL FIND IT!

NO MATTER WHAT THE COST--I'LL SAVE HER!



THERE'S *ONE* MAN WHO MIGHT HELP! DR. CONNORS! HE'S A SPECIALIST IN THIS FIELD!

IF ONLY I CAN REACH HIM! THE LAST I REMEMBER, HE WAS STILL IN FLORIDA!!



\*HE WAS ALSO KNOWN AS--THE LIZARD! IN SPIDER-MAN #6, RIGHT? --STAN.

PHONE CALL FOLLOWS PHONE CALL IN A FRANTIC, FRENZIED SERIES, UNTIL...

WHAT'S THAT? HE MOVED! BUT, YOU HAVE A FORWARDING ADDRESS--!

WHAT IS IT? EVERY MINUTE COUNTS!

IN NEW YORK!! WHERE--??!



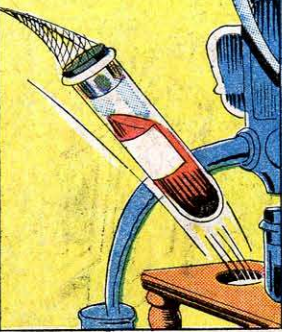


LATER, AT THE HOSPITAL LAB...

THERE IS WHAT I'M AFTER! CONNORS CAN'T HELP ME WITHOUT IT!



GOT IT! THE TEST TUBE CONTAINING AUNT MAY'S BLOOD SAMPLE!



NOW TO RUSH IT TO DOCTOR CONNORS AS FAST AS POSSIBLE!



AND, AFTER A DAZZLING, SPIDER-SWIFT JOURNEY OVER THE CITY'S ROOFTOPS...

DR. CONNORS! I NEED YOUR HELP! DO YOU REMEMBER ME?

SPIDER-MAN! HOW COULD I EVER FORGET YOU? WITHOUT YOUR AID, I'D STILL BE A CREATURE OF THE SWAMPS -- FEARED AND HUNTED BY MY FELLOW MEN!



ASK ME ANYTHING! IF IT'S WITHIN MY POWER, I'LL DO IT FOR YOU!

A--FRIEND OF MINE-- HAS BEEN STRICKEN WITH RADIOACTIVITY OF THE BLOOD!

DO YOU REMEMBER THE RESEARCH WHICH GAVE YOU LIZARD CHARACTERISTICS? COULD YOU USE THAT KNOWLEDGE TO HELP MY FRIEND?



I CANNOT PROMISE YOU SUCCESS! THERE IS STILL SO MUCH SCIENCE DOESN'T KNOW!

BUT-- YOU'LL TRY!??

OF COURSE I WILL!



I'VE READ OF A NEW SERUM, CREATED ON THE WEST COAST-- CALLED 150-36! IF IT IS AS POTENT AS CLAIMED, IT MIGHT HELP US GREATLY!

THEN ORDER IT! YOU MUST LEAVE NO STONE UNTURNED!



DON'T WORRY ABOUT THE COST! I'LL RETURN WITH ENOUGH EXPENSE MONEY!

VERY WELL! I'LL PHONE THE COAST AND TRY TO OBTAIN SOME IMMEDIATELY! I WON'T FAIL YOU, SPIDER-MAN!









MEANWHILE, AT THE HIDDEN HEAD-QUARTERS OF DR. OCTOPUS, ALIAS THE MASTER PLANNER...

GOOD NEWS! WE JUST LEARNED OF A SHIPMENT OF 150-36 ARRIVING FROM THE WEST COAST!

IT'S JUST THE THING I NEED TO CARRY OUT MY RESEARCH! WHAT A STROKE OF LUCK!



USE EVERY AVAILABLE MAN! DON'T LET ANYTHING STOP YOU! I MUST HAVE THAT SERUM!

EVERYTHING IS ARRANGED! WE WILL NOT FAIL!



I HEARD OF 150-36 SOME MONTHS AGO, WHEN IT WAS MERELY IN THE DEVELOPMENT STAGE! IT COULD BE THE ONE VITAL KEY TO MY EXPERIMENTS!

AND FATE IS PLACING IT WITHIN MY GRASP!



LATER THAT DAY, AFTER THE LANDING OF A CROSS-COUNTRY JET...

DR. CONNORS MUST WANT THIS SERUM PRETTY BAD TO PAY SUCH A HIGH PREMIUM PRICE FOR ITS DELIVERY!



THOX!

WE'LL TAKE THAT!

GOOD WORK! I GOT IT!



NOW, LET'S GET OUT OF HERE-- WHILE WE CAN!

NO! NO! COME BACK! YOU MUSTN'T--!



SECONDS LATER, AT THE LABORATORY OF DOCTOR CONNORS...

WHAT'S THAT?! THE SERUM-- STOLEN AT THE AIRPORT!!

YOU SAY THE DESCRIPTION FITS THE MASTER PLANNER'S GANG...!

HE GOT THE SERUM??!



DON'T STOP YOUR PRELIMINARY EXPERIMENTING! I'LL BE BACK-- WITH THE SERUM!

THIS TIME THE MASTER PLANNER HAS GONE TOO FAR! WHEREVER HE IS-- WHOEVER HE IS-- I'LL GET HIM!

MY MONEY'S ON YOU, MISTER! GOOD LUCK!



CONTINUED AFTER NEXT PAGE





# MONSTER

## S-I-Z-E MONSTERS

**FULL 6 FT.  
TALL  
IN AUTHENTIC COLOR  
ONLY  
\$1.00**

Just imagine your friends' shock when they walk into your room and see the "visitor", standing around . . . as BIG as life, Frankenstein and Dracula — as awful and sinister as any wild dream. . . . . A full 6-foot tall in chilling full color on durable 80-pound stock, and so life-like you'll probably find yourself talking to them. Won't you be surprised if they answer! Just send \$1 plus 25¢ to cover postage and handling for each monster you want. Money back if not satisfactorily horrified.

### 10-DAY FREE TRIAL

Honor House Prod. Corp.  
Dept. 77MS12 Lynbrook, N. Y.  
Rush me my 6-ft. tall monsters. Send me:  
☐ Frankenstein ☐ Dracula  
I enclose \$1 plus 25¢ for postage and handling for each. If I don't get shivers of delight, I can return my purchase within 10 days and you will refund the full purchase price.

Name \_\_\_\_\_  
Address \_\_\_\_\_



## 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 suggestions 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:

HYPNOTIC-AIDS, A-114 95 Madison Avenue • New York 16, N.Y.

**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!



**HYPNOTIC AIDS SUPPLY CO. A-114**  
95 Madison Avenue • New York 16, N.Y.

Enclosed \$1.00 Send Hypno-Coin

Name \_\_\_\_\_  
Address \_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_

only —  
**\$1.00**  
ppd.

**MAIL  
TODAY**











MEANWHILE, AT THE HOSPITAL...

I WAS AFRAID OF THIS!  
SHE'S GETTING WEAKER--  
SLIPPING INTO A COMA...



AND THERE IS  
NOTHING MORE  
THAT WE CAN DO  
FOR HER!



SHE IS PUTTING  
UP A VALIANT  
FIGHT-- SHE  
HAS A  
TREMENDOUS  
WILL TO LIVE!

BUT NOW, HER  
FATE IS IN  
THE HANDS  
OF A POWER  
FAR GREATER  
THAN OURS!



AND, IN ANOTHER PART OF THE CITY, SPIDER-MAN  
CARRIES ON THE FIGHT AS ONLY HE CAN--!

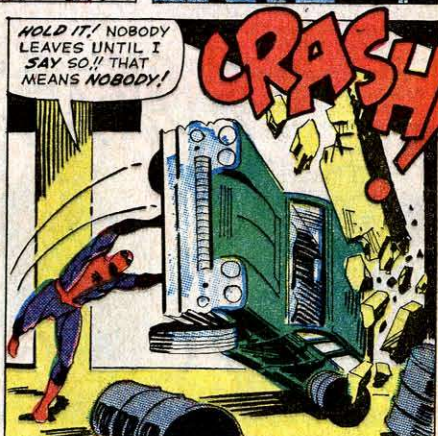
A HOT CAR RING! MAYBE THEY  
KNOW SOMETHING ABOUT THE  
MASTER PLANNER!

IT'S SPIDER-MAN!  
LET'S GET OUTTA  
HERE!

I HEARD  
THAT HE'S  
BEEN  
TEARIN' UP  
THE CITY  
LATELY!  
BUT--WHY??



HOLD IT! NOBODY  
LEAVES UNTIL I  
SAY SO!! THAT  
MEANS NOBODY!



H-HE RIPPED OUT THE WHOLE  
BLAMED STAIRCASE!!

GET BACK DOWN  
THERE! I'VE GOT  
SOME QUESTIONS  
--AND YOU BETTER  
HAVE THE  
ANSWERS!



AND DROP THOSE GUNS  
BEFORE I REALLY  
GET MAD!! I'M THRU  
TREATING YOU PUNKS  
WITH KID GLOVES!

M-MAYBE WE BETTER  
DO LIKE HE SAYS!!

I HEAR YA  
TALKIN',  
CHARLIE!





**BUT, AFTER LONG MINUTES OF RELENTLESS QUESTIONING...**

**IT'S NO USE! THESE DIME-A-DOZEN CROOKS DON'T KNOW ANY MORE ABOUT THE MASTER PLANNER THAN I DO!**



**WHILE, IN HIS LAB, DR. CONNORS DOES SOME SOUL SEARCHING OF HIS OWN...**

**EVEN IF SPIDER-MAN DOES BRING ME THE SERUM, WE STILL CAN'T BE SURE IT WILL BE SUCCESSFUL!**

**THERE'S NO WAY OF KNOWING WHETHER IT WILL ASSIMILATE WITH MY OWN POTION UNTIL WE TRY IT!**



**AND SO, THE SECONDS FATEFULLY TICK BY, UNTIL...**

**BLAST IT! ANOTHER BLIND ALLEY! THIS PLACE IS DESERTED!**



**I'M RAPIDLY RUNNING OUT OF PLACES TO SEARCH!**

**NO! WAIT! MY SPIDER SENSE IS REACTING TO SOMETHING--!**



**SOMETHING UNDER THE FLOOR HAS CAUSED THE REACTION! IT MIGHT BE A TRAP DOOR!**



**IT IS! I CAN SENSE THE RELEASE MECHANISM!**

**VOICES! THERE'S SOMEBODY BELOW ME!**

**WHAT HAVE I STUMBLED ONTO THIS TIME?**



**AND THEN, THE ELATED WEB-SPINNER SEES--**

**THE MASTER PLANNER'S MEN!! I'VE FOUND THEM!**



**LOOK! UP ABOVE!!**

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





CONTINUED AFTER NEXT PAGE



"Sorry, we hire only  
high school graduates"



# NOW YOU CAN FINISH HIGH SCHOOL AT HOME

*Win a diploma in your spare time...qualify for a better job*

**D**ON'T be held back from bigger pay and more opportunity just because you don't have a high school diploma. You can now finish high school at home—during your spare hours—without loss of a single day from your present job.

The Wayne High School Program makes home study easy and interesting. You receive individual assignments from experienced instructors who are directly concerned with your progress. You are a class of one—you take everything at your own pace, so you are neither hurried nor slowed down. And in addition to basic high school subjects which qualify you for a diploma, you have a choice of practical vocational subjects which help you get started in one of many profitable fields. Wayne's flexible study plan permits you to shape your program so that it exactly fits your personal needs.

If you've had enough of just working in a rut—if you want to make up rapidly for lost time—if you want to know the feeling of pride and confidence that comes with saying "Of course, I'm a high school graduate," then you should find out right away what Wayne study can do for you. *The cost is remarkably low.*

## Mail coupon for free illustrated booklet

If you are 17 or older and not now in school, send for the free illustrated booklet "How to Finish High School at Home." It contains important and surprising facts about the earnings and success opportunities of high school graduates. It will also give you full details of the Wayne High School Program and the courses it offers you. Mail the coupon now to Wayne, 417 South Dearborn, Chicago, Illinois 60605.



## WAYNE SCHOOL

Dept. 49-501, 417 S. Dearborn, Chicago, Illinois 60605

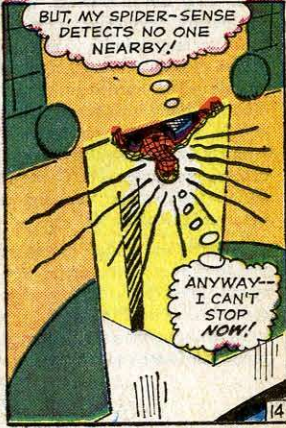
Please send me your free illustrated booklet "How to Finish High School at Home" which contains full information about high school study and opportunities for high school graduates.

Name.....Age.....

Address.....County.....

City & State.....Zone or Zip No.....









A SPOTLIGHT--  
SHINING ON  
THAT VIAL!

IT MUST BE THE STOLEN  
ISO-36-- BUT IT LOOKS  
TOO TEMPTING-- TOO  
EASY! IT **MUST** BE A  
TRAP!



THEN SUDDENLY, UNEXPECTEDLY, A SHARP, HIGH-  
VOLTAGE **ELECTRIC SHOCK** HITS THE SPIDER-  
POWERED CRUSADER WITH STAGGERING FORCE--!

--UNHHH!-- EVERYTHING'S SPINNING!--  
CAN'T HOLD ON! FALLING--!!



BUT, BEFORE THE DAZED, STRICKEN  
YOUTH CAN REACH THE GROUND, A  
HIDDEN DOOR SLIDES OPEN AS FOUR  
SUPER-POWERFUL LIVING TENTACLES  
LASH OUT--!

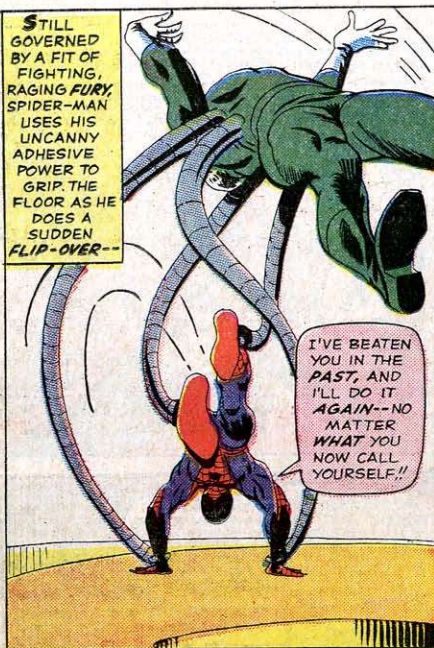
SO, SPIDER-MAN-- WE MEET  
AGAIN! BUT, **THIS** TIME, ALAS, IT  
SHALL BE OUR **FINAL** ENCOUNTER!  
NEVER AGAIN WILL YOU INTERFERE  
WITH THE PLANS OF THOSE WHO  
ARE YOUR **SUPERIOR!!**

DOCTOR OCTOPUS!!  
THEN-- IT'S YOU WHO  
ARE THE **MASTER**  
PLANNER!!

ONE OF MY  
**STRONGEST**  
FOES-- AND YET,  
I **MUST** DEFEAT  
HIM-- FOR THE  
SAKE OF  
**AUNT MAY!**



STILL GOVERNED BY A FIT OF FIGHTING, RAGING FURY, SPIDER-MAN USES HIS UNCANNY ADHESIVE POWER TO GRIP THE FLOOR AS HE DOES A SUDDEN FLIP-OVER--



I'VE BEATEN YOU IN THE PAST, AND I'LL DO IT AGAIN--NO MATTER WHAT YOU NOW CALL YOURSELF!!

YOU ARROGANT FOOL! YOU'RE FIGHTING ON MY TERMS NOW! YOU HAVEN'T A CHANCE HERE, AGAINST ME!

WE'LL SEE ABOUT THAT!



I KNEW HE'D HAVE TO RELEASE HIS GRIP ON ME IN ORDER TO USE HIS ARMS TO SAVE HIMSELF!

I SHOULD HAVE SUSPECTED THAT HE'D BE THE MASTER PLANNER-- SINCE ALL HIS CRIMES DEALT WITH THE THEFT OF ATOMIC AND RADIOACTIVE MATERIAL!



SO YOU'RE LASHING OUT AT ME WITH YOUR ARMS AGAIN! GOOD! IT'S JUST WHAT I EXPECTED YOU TO DO!

YOU'RE BLUFFING! THERE'S NO WAY YOU CAN COPE WITH MY FLEXIBLE, CLUTCHING ARMS--  
-UNHHHHH!-

KEEP TALKING, BIG MAN--AND I'LL JUST PRACTICE A LITTLE KNOT-TYING WHILE YOU DO!

HE'S TOO STRONG! HE'LL FREE HIMSELF IN SECONDS! BUT, AT LEAST I GAINED SOME BREATHING TIME!



AND I'VE MADE HIM LOSE THE ADVANTAGE OF SURPRISE!

CONTINUED AFTER NEXT PAGE



## STAMPS

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TOTAL VALUE \$7.00 \$2.98 -ALL FOR ONLY

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THEN, AFTER DOC OCK HAS FREED HIMSELF, AS SPIEY PREDICTED...

I NEVER SAW HIM FIGHT LIKE THAT! HE'S LIKE A **TIGER!!**



HE MUST BE BEATEN QUICKLY--DECISIVELY--SO I CAN GET THE SERUM TO CONNORS IN TIME!



IF YOU EXPECT TO WRAP THOSE TIN TENTACLES OF YOURS AROUND ME AGAIN, **FORGET IT!**

I'M CALLING THE TUNE FROM HERE ON IN!



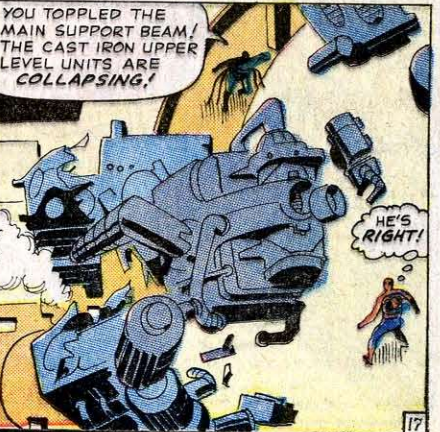
THERE'S NO WAY TO FIGHT HIM--NO WAY TO STOP HIM! HE'S LIKE A RAGING HUMAN DREAD-NAUGHT!! I'VE GOT TO **ESCAPE!**



YOU'RE NOT GETTING AWAY--THAT SERUM WILL BE **MINE**--AND YOU'RE MY SAFE PASSAGE **OUT** OF HERE!



YOU TOPPLED THE MAIN SUPPORT BEAM! THE CAST IRON UPPER LEVEL UNITS ARE **COLLAPSING!**





EVERYTHING'S FALLING ON  
TOP OF US!! WE'LL BE  
KILLED!!

**RRROOOM!!**

NO!! NOT NOW!  
I'VE GOT TO  
SURVIVE!! GOT  
TO BRING THAT  
SERUM TO  
CONNORS!!

SECONDS LATER, AFTER THE REVERBERATIONS  
HAVE CEASED IN THE VAST, RUBBLE-FILLED  
CHAMBER...

CAN'T SEE DOC  
OCK! DON'T KNOW  
WHAT HAPPENED  
TO HIM! EVERY-  
THING IS SO QUIET--  
SO STILL!

I'VE GOT TO  
GET OUT NOW!  
NO BONES SEEM  
TO BE BROKEN--!

BUT THEN, THE WEARY YOUTH  
HEARS AN OMINOUS RUMBLE  
ABOVE HIM... AND, AS HE TURNS  
HIS HEAD, HE SEES...

THE LARGEST IRON  
UNIT OF ALL--  
BEGINNING TO  
SLIDE DOWN  
TOWARDS ME!! IT  
MUST OUTWEIGH  
A LOCOMOTIVE!!  
I'LL BE CRUSHED!!





I CAN'T STOP IT--BUT, MAYBE I CAN SLOW IT DOWN WITH MY WEBBING!!



IT'S NO USE!  
IT'S LIKE TRYING TO STOP A BATTLESHIP WITH A SLINGSHOT!!

I-I CAN'T GET OUT OF THE WAY IN TIME--!



BUT, BY TWISTING AND TURNING CAREFULLY, I MIGHT PLACE MYSELF UNDER THAT SMALL HOLLOWED-OUT AREA!!



I DID IT! I SAVED MYSELF FROM BEING CRUSHED--BUT, EVEN MY GREAT STRENGTH CAN'T LIFT THIS THING OFF ME!



I SEE THE VIAL OF SERUM--JUST AHEAD OF ME! BUT IT MIGHT AS WELL BE ON ANOTHER PLANET!

I CAN'T REACH IT FROM HERE--AND, EVEN IF I COULD, WHAT GOOD WOULD IT DO?



I CAN'T BEAR THE THOUGHT OF FAILING AUNT MAY--THE WAY I ONCE FAILED UNCLE BEN--!

WAIT!  
WHAT'S THAT--??



DROPS OF WATER--FALLING FROM THE CEILING!



IT'S A SLOW LEAK, BUT IT'S GETTING FASTER! EACH DROP SEEMS TO BE GETTING BIGGER!! IF IT DOESN'T STOP--!!!

...THE WHOLE RIVER WILL COME SURGING THRU!





AND, WHILE THE COSTUMED TEEN-AGER FUMES AT HIS SEEMINGLY HOPELESS PREDICAMENT, MAY PARKER SLOWLY SINKS DEEPER AND DEEPER INTO HER COMA, ONE FAINT WORD SOFTLY CROSSING HER LIPS...



WHILE, DIRECTLY ACROSS TOWN, ANOTHER MAN SILENTLY WAITS-- AND WONDERS--



AS, MANY FATHOMS BENEATH THE SURFACE OF THE SEA...



BUT, BEHIND THE BOLTED DOOR, UNSUSPECTED BY THE MASKED CRIMINALS, SPIDER-MAN FUMES IN HELPLESS RAGE AS THE DROPS OF WATER FALL EVER FASTER--EVER LARGER--FASTER--LARGER--FASTER--LARGER--!!!



NOTE: OUR LETTERS SECTION APPEARS AFTER NEXT PAGE...



# NOW ... FEAR NO MAN! DON'T BE BULLIED! TURN YOUR HANDS into "EXPLOSIVE" DEFENSE MECHANISM!

You can lick your weight in **TIGERS** as a skilled FEARLESS MASTER OF ORIENTAL FIGHTING ARTS  
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KARATE ... YAWARA, etc., included!



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FAST RESULTS GUARANTEED at no risk to you—if you act now! These methods must work for you as they have worked for thousands OR PAY

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PRECISE PUBLICATIONS Dept. FO-6  
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Hi Gang! Let's face it, I'm a Marvel Mad-  
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## MARVEL BULLPEN BULLETINS!

### MORE NUTTY NEWS AND NOTES FROM ONE MARVEL MADMAN TO ANOTHER!

**"WE GOOFED AGAIN! DEPARTMENT"**—Remember how we tried to change our name to Marvel Pop-Art Productions? Well, although some of you went along with us, we never realized how many thousands were intensely loyal to the name Marvel Comics! Your mail, phone calls, and telegrams bowed us over! So, once again we fell on our red faces—and, from now on, we're the Marvel Comics Group once more—SO BE IT!

**SCOOP!** It's artist-switching time again! Dashing DON HECK takes over the penciling chores on Agent of Shield for this ish, after which JACK KIRBY, the king himself, will carry on in following issues! Meanwhile, artistic ADAM AUSTIN tries his hand at IRON MAN this month, leaving DON more time to concentrate on some of the greatest AVENGERS epics of all! And wait'll you see which strip Darlin' DICK AYERS will soon be doing! Hoo-Boy!

**THE SEASON'S BIGGEST SURPRISE!** Here's the best-kept secret of the year! We have a brand new 25¢ giant-sized quarterly sensation on sale this month! It's called MARVEL COLLECTOR'S ITEM CLASSICS, and it'll be like having a fabulous Annual four times a year! Our first ish, on sale now, features the full-length thrillers you have most requested from the earliest days of the FANTASTIC FOUR, SPIDEY, ANT MAN, and TALES OF ASGAR! This is your chance to build up a priceless library of Marvel masterworks! 'Nuff said!

**"DIDJA KNOW? DEPARTMENT"**—Didja know that SOL BRODSKY, Stan's talented, ever-popular production chief, is a crackerjack penciller and inker in his own right? But, due to Marvel's backbreaking schedule, the poor guy hardly has time to write his own name these days! But, maybe later on . . . Didja know that HENRY PYM makes a brief and surprising guest appearance in one of our mags this month! (Just to show we haven't forgotten about him.) Which one? Aw, that would be telling! Didja know that fabulous FLO STEINBERG, our Gal Friday, has been winning popularity polls in colleges all over the country? But they can't have her! We saw her first! And, didja know that our peerless publisher, merry MARTY GOODMAN, is not only one of the greatest guys in the biz (any biz!) but also one of the nation's top amateur golfers! (And, despite what you might have heard, it's not true that Stan caddies for him on his day off!)

**THE WRAP-UP!** Fellow Marvelites are always asking us which is our best selling title, so we might as well level with you right now. We can't decide! Each and every one of our super-hero mags, including SGT. FURY, hits the sales jackpot! We don't know if there's ever been a success story like this in the history of publishing before—and we're not sure exactly what it is that we're doing right—but this you can bet on—we're not gonna stop! (How can we? They won't let us take a day off!) Gotta go now—we just heard that someone forgot to face front! See ya next ish!

### THE MIGHTY MARVEL CHECKLIST A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now

**FANTASTIC FOUR** #46: Black Bolt, the most startling new super-character of all! Plus, startling secrets of the Inhumans! More than ever, the F.F. are truly the greatest!

**AVENGERS** #23: Has Captain America broken away for good? See what happens when the mighty Avengers face a different foe, with totally different powers! It's sheer dynamite!

**X-MEN** #15: "Prisoners of the Master Mold" will show you better than any words of ours why we HAD to make this power-packed mag a monthly! Never have the desperate teenagers fought more gloriously! And talk about ACTION—!

**DAREDEVIL** #11: The exploits of the Man Without Fear are now also published monthly, and even that may not be enough for you after you've thrilled to "A Time To Unmask." Warning—the ending will leave you breathless!

**THOR** #123: The story you never expected to see! Odin himself is attacked, while a universe trembles! And don't dare miss seeing what happens to Loki—only Marvel would dare!

**SUSPENSE** #73: If Adam Austin's new artwork on Iron Man isn't enough, Captain America wants you with him when the second Sleeper awakes! Don't let 'em Cap down, hear!

**STRANGE TALES** #140: Agent of Shield features "The End of Hydra!" Dr. Strange presents "The Pincers of Power!" We must be nuts to only charge 12¢!

**ASTONISH** #75: Sub-Mariner finishes his quest, while the Hulk finally finds a trap that his limitless strength cannot break! It'll really grab you!

**SGT. FURY** #25: This one is packed with surprises! You'll meet one of Captain America's old enemies as Fury faces a danger different from any he's ever known! You'll never forget "Every Man My Enemy!"



### THE MYSTERY IS SOLVED!

Remember when we asked you to guess what was in the mysterious mailing tube last ish? Well, here's the answer! Marvel's newest mail order miracle! A LIFE-SIZE, FULL-COLOR SPIDEY PIN-UP! And, as if this isn't enough, we have dozens of OTHER life-size pin-ups in preparation right now!

You'll find the coupon for your 6-foot high pin-up elsewhere in this ish! And we didn't just put it there for show! Dig?



### LET'S MEET 25 MORE M.M.M.S. MEMBERS:

Steve Beeman	Frank Chadwick
Lavalas, Md.	Ottawa, Ill.
Bill Smith	Ricci Campo
Pittsburgh, Pa.	Trenton, N.J.
Kerry Johns	Father Alex J. Rakowski
Rocky River, Ohio	Chicago, Ill.
Douglas Ahrens	Thomas O'Dowd
Hutchinson, Kansas	Willmetts, Ill.
Paul Smith	John Other
Shreveport, La.	Benton, Ark.
Jesse Medina	Doug Estridge
Los Angeles, Calif.	Berea, Ky.
Michael W. Walker	Sally Price
Callinville, Va.	Cottonwood, Calif.
Dennis Makowski	William Holowaka
Detroit, Mich.	Rochester, New York
John O'Conner	J. Sampson, Jr.
Chicago, Ill.	Maryville, Ohio
Jim Half	John J. Stuemppig
Roselle Park, N.J.	Green Bay, Wisc.
Jimmy Glover	Ted Holdahl
Fl. Lauderdale, Fla.	San Francisco, Calif.
Mark Brank	John Gregory Sheryl
Lodi, Calif.	Atlanta, Ga.
	Bill Sturk
	Garden City, Mich.



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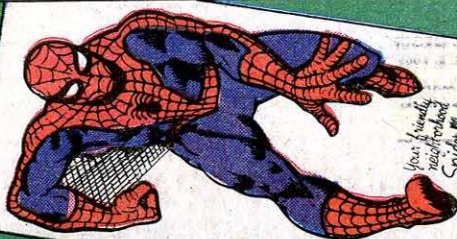
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# THE SPIDER'S WEB

SEND YOUR LETTERS TO:

THE MARVEL COMICS GROUP, SECOND FLOOR 625 MADISON AVE., NEW YORK, N.Y. 10022

Dear Stan and Steve,

Wonderful! Fantastic! Astonishing! Of course I'm talking about *Spider-Man* #28! Naturally with a miraculously drawn cover and a superbly written story it couldn't be anything else. There! Now that I've buttered you up, I have some complaints. First of all — **THE AVENGERS!** We took a vote at school and we decided that Spider-Man belongs in the group. Then everyone (except J. J. J.) would like him, and the Avengers would have the strength they need. The second thing we agreed on is that we should tell you to quit publishing those dad-blasted continuations! It keeps us in suspense too long, and besides, we like to enjoy your stories, from start to finish, without waiting. Last, but not least, what happened to Giant Man? First you kicked him out of the Avengers, then booted him from **ASTONISH!** What are you anyway? A giant hater? Or maybe Spider-Man put you up to it, to get rid of the Spidey? Oh well, you can't win 'em all!

David W. Banks, 1912 West 3rd Street  
Williamsport, Pa.

Judging by some of the pan mail we receive, Davey, we can't win any of 'em! But, dry your pink little eyes, chum! You'll catch a glimpse of Hank and Jan in one of our other mags next month! And if you have to buy them *all* before you find them, who's complaining?

Dear Stan and Steve,

Come now, Stan, you're losing your touch. I'm referring to issue #28 of *Spider-Man*. Here you have the makings for a terrific villain, and you make him look like a cheap fraud. Why? Because Spidey finishes him off in a 10-minute fight! All in all, the rise and fall of the Molten Man lasted about 30 minutes. Give us the old stories where villains lasted a few days (i.e.: Spideys #9, #13, #15 to name a few). Another thing: you often claim a baddy to be "the greatest threat to Spidey ever" but, in the battle, our web-spinner is joking, therefore showing that he's not really too worried over the threat of being annihilated! However, Stan, these are your only flaws. Marvel forever!

Michael Fallis, P.O. Box 663  
Salem, Mass.

Amen! Amen! As for Spidey wise-cracking in moments of duress, Mike, we always thought it added an extra zing to the yarns! But, if enough other web-spinners agree with you, then he'll be a real souppuss from now on! Satisfied?

Dear Stan and Steve,

I just had to write and tell you how good *Spider-Man* #28 was. The plot was great as always, and the art lived up to the new title of "Pop Art Productions" (naturally). And those scenes of Spidey fighting the Molten Man in the dark were really great. There was just one thing wrong (and I'm not the only one who'll say so I betcha) — Liz Allen became Liz Hilton all of a sudden! Keep up the good work.

Les Sorialli, 1219 Elm Street

Peekskill, N.Y.

What good work? You mean like getting our last names wrong? We're sorry about that, Leo — in fact, we apologize to the zillion other sharp-eyed spider-philas who wrote to tell us about the same monumental mistake! As for our art living up to our "Pop Art Productions" title, we hope it'll live a lot longer, because as you probably know, we're just the plain ol' Marvel Comics Group again! In fact, the only thing you can be *sure* about, where Marvel is concerned, is that you can't be *sure* of anything!

Dear Stan and Steve,

What can I say after reading the *Spider-Man Annual* #2? I'm flabbergasted. The book was well worth the waiting for! An ultra-attraction cover by the master of the pencils, inks, and square heads — a 20-page story that could make Brand X cry by Stan Lee, the master of the

typewriter, editing, and forgetting everything from Bruce Banner to the fact that frolicsome Iron Man goes kaput if he takes off the Iron T-shirt. Honestly though, instead of thinking that "The Wonderful World of Doctor Strange" was a Spider-Man story featuring the dainty Doctor, it was more like a Dr. Strange story featuring Spidey! Alas, I'm still as mixed up as ever! Even though I have every Spider-Man to date, and *Amazing Fantasy* #15 as well, I truly enjoyed your selections of stories, and am very happy to see that you did not cut them. As usual, your Gallery of Villains was superb. Thank you for such a wonderful annual! Peter Mancuso, 33 Hubbard Avenue  
Freeport, New York

You're excruciatingly welcome, Petey! In fact, it's time once again for us to mention that we always feel a little bit embarrassed when you great guys and gals thank us for our Marvel mags! Just between us, it's *we* who should thank you for keeping us in business by buying 'em — and for keeping our spirits up by raving about 'em! And right here, in full view of the entire reading public, we want to say that we do thank each and every one of you — despite our clownin' around, we appreciate your loyalty and friendship more than we can ever tell! And, on this particular subject, there can never be 'nuff said!

Dear Stan and Steve,

I am writing to tell you how much I really loved the *SPIDER-MAN ANNUAL*! Also, take a bow — you're famous! I didn't think anybody else belonged to the M.M.M.S. until I heard on WLS, a Chicago radio station, this message said by Art Roberts, a disc jockey: "... and say hello to the Merry Marvel Marching Society. They're still marching..." I was so thrilled I had to write to tell you about it! I still can't get over it! You must have mighty proud, loyal fans!

Len Olson, 1128 Clarence

Oak Park, Ill. 60304

Sure we do, Len! The only thing that bugs us right now is that Ed Sullivan hasn't yet invited us to do some baton-twirling on his show! But, maybe he's too shy to ask...

—PERSONAL NOTE FROM SMILIN' STAN: I can't remember whether I've already done this or not, but just to be on the safe side, I'll do it again! I want to personally thank Jim Sanders and the rest of the gang at COLUMBIA UNIVERSITY for devoting an entire program of their great F.M. radio show "Gabbest" to our Marvel mags! It was fun being your guest on that lively show, and it's still hard to believe that three hours could ever pass so quickly—and so enjoyably! (Especially since it was originally only supposed to be a one-hour show!) I'm still not sure whether I talk too much, or you guys and gals at Columbia listen too hard — but either way, it was a blast! For those of you who missed the fun over WKCR, Jim assures us he'll rebroadcast the show at some future date, and we'll announce it here so those of you within listening range can tune in. (End of free plug!)

Dear Stan and Steve,

The *Spider-Man Annual* has gone on sale sooner than you anticipated. It hasn't been advertised in any of your other books — it hasn't even been mentioned in the current issue of Spider-Man. And I've had it for over a week! Oh, well. I'll say right now that it certainly fulfilled my expectations and then some. The sincerity of Dr. Strange ("May the Vishanti watch over thee") and Spider-Man's jocularly ("And may your amulet never tinkle") provide a colorful contrast. However, I wouldn't extend this beyond guest appearances. Dr. Strange is 'way out of his league teaming up with Spider-Man, and Spider-Man is 'way out



of his league teaming up with Dr. Strange. It is interesting to compare Steve's artwork in the reprints with his work in the Dr. Strange saga. He has really come a long way during the last two and a half years. By the way, I've also noted a similar development in the letters pages. You used to print the letters in bold type; now you print the replies in bold type. No doubt about it . . . as you guys get better and better, you get more conceited."

Bill Hine, 470 Glendale Road  
North Wilbraham, Mass.

You'd prefer us to get more conceited as we grow worse and worse, perhaps? Well, Billy boy, to each his own!



Dear Stan and Steve,

My son and I have been fans of yours for a couple of years now, and your depicting of the Lizard struck us both as original. I'm sort of a part time mask maker and I was fascinated by the way you thought up the idea of the Lizard — he's so original. I decided to make a mask, hands and feet, and dress up for the Mardi Gras parade which we have down here every year, and I want you to know that the Lizard costume I made won "first prize." I am sending you a picture of the costume. As you will notice I didn't make a tail, but I made a mask out of foamed latex and the hands and feet out of latex also, borrowing the doctor's coat from a doctor I know. I hope you won't mind my using your idea of the "Lizard" and I also hope you'll print the picture in your Spider-Man magazine, as my son and his school chums would get a big kick out of it. And I would, too.

Leo U. Renaud, 509 Lameuse St.  
Biloxi, Miss.

We got a kick out of it also, Leo, so that makes it unanimous! By the way, we're negotiating with a manufacturer right now who wants to produce the outfits our costumed kooks wear and sell them in stores throughout the country! If he can do 'em as well as you did, we may cinch the deal. If we do, we'll clue you all in later on.



Dear Stan and Steve,

Everybody has a girl but Doc Strange. I've got the perfect girl for him. Victoria Bentley. Let Doc S. teach her all that sorcery stuff. She was featured in Strange Tales #114. The Spider-Man Annual was good, but there were not enough special features. The first annual was much better. I think the "Wonderous Worlds of Doctor

Strange!" was really good. I liked the cover of *Spider-Man* #28. Let's have more like it. Oh, the story was good too. Why don't you bring John Jameson back and have him like Spidey? Then J.J.J. could get Spidey for breaking up the family. When you have the election for officers of the M.M.M.S., I would like to run for Vice-President and my friend Paul Rujstaez would like to run for President. Now that you have one big club why don't you have fan clubs? There could be an F.F. fan club, Spider-Man fan club, and so on. You could charge 25¢ (with a special low price for M.M.M.S. members) and you could have a small button and membership card. Last of all why don't you have models like other comic companies do?

Jeff Williams, 1563 Brookcrest Dr.  
Hamilton, Ohio

We're thinking of making models right now, Jeff, but don't wanna discuss it till the whole thing is wrapped up! As for all those extra fan clubs you asked for — *cheee!* The 4 M's and an S keep us busy enough! If we had more mail to read, or membership lists to file, we'd have to forget our mags and just stick to the fan club business! (Not that our competitors would mind!) Anyway, at the rate we're going, by the time we have our election, you and John might be too old to run! (But, you can always be honorary MMS elder statesmen! Howzat?)

Dear Stan and Steve,

Have you ever considered the close ideological connection between your "Spider-Man" and the Dadaist-Pop Art movement? The socially and psychologically conscious Spiderman, albeit still somewhat adolescently naive, who worries about alienation and questions his role as a superhero, who has financial and emotional problems, who knows and feels his own limitations, and who allows himself subjective thoughts and reactions to the world around him, unlike the unrealistically objective and impervious Brand X-type hero. What better way to advance the message of Dadaism and Pop Art, than through this mock-serious commentary on modern American values and current new breed of Freud-oriented adventure fantasy indulged in by every young person in the country. Your perception and sense of humor are, I can assure you, greatly appreciated, and are the reason for your success among intellectuals as well. For, whether you realize it or not, your "Spider-Man" has become the "Hipster Man's Playboy Magazine." While Hefner has capitalized on the boyhood dreams of many men to consider themselves suave and sophisticated, "Spider-Man" calls up a different, a much more realistic and subtle kind of sophistication; it caters to the young thinking man's need to consider himself also a man of action. He can identify with Peter Parker, he is drawn into the story, and can actually perform, through the pages of your mag, the various acts of derring-do that have occupied his fantasy world, but have up to now been reserved for those aloof, inert and all-too-perfect super-heroes who, for a long time now, have been failing to capture the active imagination of the "new consciousness." There's a little of "Spider-Man" in all of us, and we are grateful for your recognition of the fact. Stay as wonderfully innocent as you are; we hope you never lapse into that easy slickness which would destroy the marvelous sense of conflict shown in your comics, and along with it, that surely intentional bumbling and adolescent awkwardness which is the greatest part of your charm. Betty Ann Lopate, 1383 Nostrand Ave.  
Brooklyn, New York

How about that!!! Here's a chick who spends her 12¢ and ends up getting fodder for a psychological dissertation! Betty Ann, we think you're great — and let us know what you'll charge to psychoanalyze the gang in the bullpen when you get a chance! Okay, pussycat?

— No need for a big ballyhoo about our next ish. It's scripted by Stan and drawn by Steve, and it reintroduces Kraven, the Hunter! If that's not enough to make you storm the newsstands, then nothing else we say can do the trick! So, till we meet again, keep your web fluid in a safe place—you know how quickly the stores run out of it! Face front!



# 204

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### 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.

Don Golemba of Detroit is another. He stepped up from railroad worker to the styling department of a big automobile company—by showing his work with the School. Now he helps design new-car models.

Pat Browning wanted to escape from her dull typing job to something creative. Soon after studying with us, she was promoted to full-time artist with the same firm—at much more money.

With the right training, Wanda Pickulski gave up her typing job

to become fashion artist for a local department store.

Eric Ericson worked in a garage while he studied art at night. Today he is a successful artist, earns seven times as much, and is building a new home for his family.

Long before Albert Dorne started looking for people who like to draw, they came to him for advice and help. Since he alone could help only 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

### America's 12 Most Famous Artists

Norman Rockwell Fred Ludekens  
Jon Whitcomb Ben Stahl  
Al Parker Robert Fawcett  
Stevan Dohanos Austin Briggs  
George Givens Harold Von Schmidt  
Peter Helck Albert Dorne

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."

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To find others with art talent worth developing, the Famous Artists created a 12-page talent test. Thousands paid to take this test, but now the School offers it free and grades it free. Men and women who do well on the test—or can offer other evidence of art talent—may enroll in the School. But there's no obligation. Simply mail the coupon below.

### Famous Artists Schools Studio 777, Westport, Conn.

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