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BEGINNING SEPT. 12th ON NBC
SPIDER-MAN
AND HIS AMAZING FRIENDS!



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CODE
AUTHORITY

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TM

the **AMAZING SPIDER-MAN**

**SUDDENLY...
THE SUPER-APES!**



ALL-NEW THRILLS AND
CHILLS AS SPIDER-MAN
DARES THE WRATH OF THE...
RED GHOST!

TM & © 2006 MARVEL

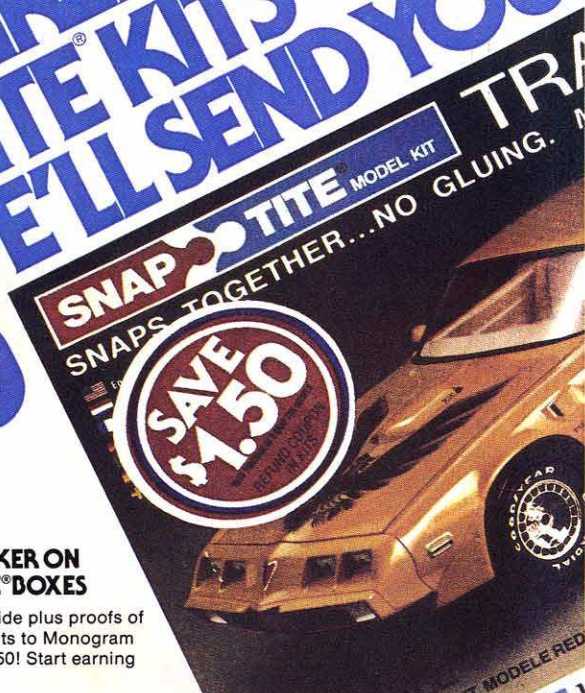
BUY THREE SNAP TITE® KITS AND WE'LL SEND YOU \$1.50

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While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN®

A BALMY SEPTEMBER EVENING ON THE CAMPUS OF EMPIRE STATE UNIVERSITY, AND MOST OF THE STUDENT BODY HAS LONG SINCE HEADED HOMEWARD.

BUT THERE ARE TWO FIGURES CROSSING THE QUADRANGLE TO-NIGHT, ONE OF THEM IN A VERY UNORTHODOX FASHION: GRADUATE STUDENT AND TEACHING ASSISTANT, PETER PARKER...

...A.K.A. THE AMAZING SPIDER-MAN!

LOOKS LIKE I'M NOT THE ONLY ONE DOING THE AFTER-HOURS BIT! THAT'S ROGER HOCHBERG, A FELLOW GRAD, HEADING TOWARD THE LIBRARY ANNEX.

THOSE ARCHIVES ARE OFF-LIMITS TO MOST STUDENTS--BUT HOCHBERG'S SUCH AN ALBERT EINSTEIN HE'S GOT HIS OWN KEY!

IT'S TOO BAD THAT-- OUTSIDE THE CONFINES OF ACADEMIA-- NO ONE'LL GIVE THE POOR GUY THE KEY TO THE MEN'S ROOM. LET ALONE BE HIS FRIEND!

NIGHT OF THE APE!

O'NEIL * DeMATTEIS * ROMITA, JR. * MILGROM * PARKER, Letters * DeFALCO * SHOOTER
PLOT SCRIPT PENCILS INKS WEIN, colors EDITS KIEBITZ

THE AMAZING SPIDER-MAN® Vol. 1, No. 223, December, 1981. (U.S.P.S. 540-030) Published by MARVEL COMICS GROUP, James E. Galton, President, Stan Lee, Publisher, Michael Hobson, Vice-President, Publishing, Milton Schiffman, Vice-President, Production, OFFICE OF PUBLICATION: 575 MADISON AVENUE, NEW YORK, N.Y. 10022. Controlled Circulation postage paid at New York, NY and at additional mailing office. Published monthly. Copyright: 1981 by Marvel Comics Group, a division of Cadence Industries Corporation. All rights reserved. Price 50¢ per copy in the U.S. and Canada. Subscription rate \$6.00 for 12 issues. Canada, \$7.00. Foreign, \$8.00. Printed in the U.S.A. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue), and the distinctive likenesses thereof, are trademarks of the MARVEL COMICS GROUP. Postmaster: Send address changes to Subscription Dept., Marvel Comics Group, 575 Madison Avenue, New York, N.Y. 10022.

BUT ALL THOUGHTS OF ROGER HOCHBERG ARE PUSHED ASIDE AS THE WALL-CRAWLER SWINGS OFF TOWARD THE CHEMISTRY LAB...



IT'S A SHAME HE CAN'T LINGER A FEW MOMENTS LONGER, AND FOLLOW HIS FELLOW STUDENT INTO THE LAB ANNEX.



THEN HE WOULD SEE THE MYOPIC LOOK ON ROGER'S FACE WIDEN IN CHILD-LIKE WONDER AS HE GAZES UP AT THE SEEMINGLY-ENDLESS STACK OF RARE VOLUMES AND FIRST EDITIONS...

...AND HE WOULD NO DOUBT REALIZE...

...THAT OTHER HUMAN BEINGS AREN'T THE ONLY FRIENDS A MAN CAN HAVE.

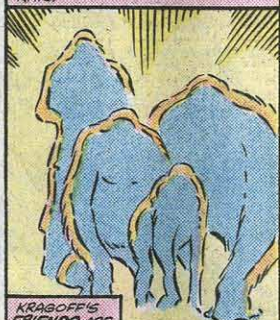


THAT SIMPLE AXIOM CAN BE APPLIED TO MANY PEOPLE...



...INCLUDING THE GENTLEMAN PRESENTLY MATERIALIZING BEHIND ROGER.

HIS NAME IS IVAN KRAGOFF FORMER SOVIET SCIENTIST--THE WORLD'S GREATEST AUTHORITY ON COSMIC RAYS.



KRAGOFF'S FRIENDS ARE LOYAL, STOOD-SHOULDERED SIMIANS.

IN OTHER WORDS, SAY HELLO TO...

THE RED GHOST AND HIS SUPER-APES!



OH!
OH...
MY!

ROGER, OF COURSE, DOESN'T SAY HELLO.



HE DOES WHAT ANY RATIONAL BEING WOULD DO WHEN CONFRONTED BY SUCH A BIZARRE SIGHT...

HE RUNS--SCREAMING IN A BLIND PANIC!



OF ALL THE CURSED LUCK! WHO WOULD HAVE EXPECTED TO FIND SOMEONE HERE AT *THIS* HOUR?

DON'T JUST STAND THERE GAWKING, MY PETS--



—GET HIM!

CONSIDERING ROGER HAS JUST RUN HIMSELF RIGHT INTO A CUL-DE-SAC...



...HE SHOULD PROVE VERY EASILY "GOT"!

NO--PLEASE--WHATEVER YOU ARE--

--DON'T HURT ME!

THE APE'S SOLE REPLY IS A SUB-GUTTURAL GRUNT...



...AND AN AWESOME DISPLAY THAT PROVES BOTH HIS UNBELIEVABLE STRENGTH...

...AS WELL AS HIS LITTLE DIS-REGARD FOR THINGS LITERARY!



UNFORTUNATELY, IN PULLING DOWN THE MASSIVE BOOK-CASE, THE GORILLA HAS ALSO RIPPED APART SOME ELECTRICAL WIRING...

... AND STARTED A BLAZE THAT QUICKLY GROWS TO FORMIDABLE PROPORTIONS!

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LOTS OF FUN AND FLAVORS!

Ten Life Savers flavors are hidden below.

How fast can you find them?
On your mark...get set...go!

Life Savers® Roll Candy and Lollipop flavors appear forward, backward, and diagonally. Circle the flavors as you find them. The first one is done for you. The answers are below.

P	G	O	G	R	A	P	E	S	P	T	Q
E	L	T	D	N	H	O	M	R	O	A	S
P	I	K	O	I	D	H	I	J	Q	N	A
O	R	A	N	G	E	O	L	R	D	G	O
M	O	D	N	K	O	P	D	G	O	E	S
I	O	S	T	R	A	W	B	E	R	R	Y
N	T	K	N	P	O	D	E	S	L	I	L
T	B	C	S	O	P	M	O	A	P	N	R
C	E	P	O	R	M	Q	F	J	S	E	O
O	E	D	B	L	S	E	O	D	P	O	M
Y	R	R	E	H	C	D	L	I	W	C	B
B	U	T	T	E	R	S	C	O	T	C	H

ANSWERS: LIME, ORANGE, PEPPERMINT, BUTTERSCOTCH, WILD CHERRY, LEMON, STRAWBERRY, TANGERINE, GRAPE, AND ROOT BEER.

Get this Life Savers Pencil Case!

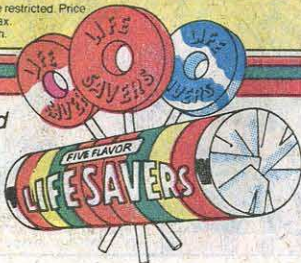
Kids! This terrific Life Savers Pencil Case can be yours! Along with your name and address, just send in 1 Life Savers Roll Candy wrapper, or 3 Life Savers Lollipops, wrappers and \$1.00 to: **Life Savers Pencil Case, P.O. Box 7870, Stratmar Station, Bridgeport, CT 06650.**

Offer available in USA except where taxed, prohibited, or otherwise restricted. Price includes postage and handling. Connecticut residents to add 7½% sales tax. Allow 8 weeks for delivery. Offer good through March 31, 1982. Do not send cash.

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Life Savers Roll Candy and Lollipops.

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and lots of fun things
to do!**





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[This is not a misprint]

As part of an advertising campaign to promote the sale of gold jewelry we will ship from our corporate vault to the address of every reader who returns this printed notice before Midnight, December 31, a 16-inch solid 14K gold chain for the sum of only \$8 plus \$2 shipping and handling. There is no further monetary requirement. [Each chain is composed entirely of solid 14K gold, including the clasp, and will be accompanied by a Certificate of Authenticity to that effect.] This advertising notice is being placed simultaneously in other publications. If you see it in more than one publication, please let us know, as this information is helpful to us. Should you wish to re-

turn your chain you may do so at any time to the address below and receive a full refund. There is a limit of one (1) chain to any address, but if your request is postmarked before Dec. 22, you may request up to 5 chains. No request will be accepted past the dates noted above. *Your uncashed check will be returned if postmarked later than those dates.* Please enclose this *original* notice with your request (copies not accepted). Send your name and address (please print) together with \$8 plus \$2 shipping and handling for each gold chain to: **ABERNATHY & CLOSTER, LTD., Gold Chain Campaign, Dept. 721-3, Box 1310, Westbury, N.Y. 11590.** (A84080)

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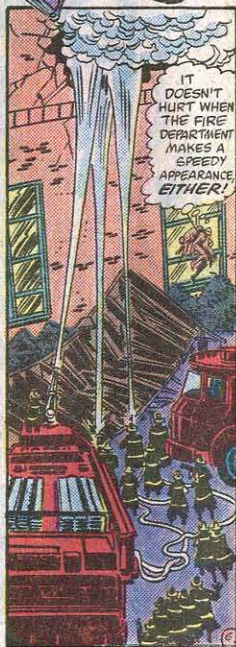
☐ Male

☐ Female

Please Print Your Last Name Plainly Below

Signature of Parent
or Guardian







--AFTER WE HAVE LOCATED THAT STUDENT WHO BLUNDERED ACROSS OUR PATH!

MY PRESENCE IN THIS COUNTRY-- LET ALONE THIS CITY-- MUST REMAIN A SECRET!

AND THE ONLY WAY IT **WILL** REMAIN A SECRET--

--IS THROUGH THAT YOUNG IDIOTS BLOODY DEATH!

NOT A VERY PLEASANT THOUGHT.

BUGLE

ALL THE MORE REASON TO TAKE LEAVE OF THE RED GHOST AND COMPANY--AND TURN OUR ATTENTION HERE--

--TO THE EVER-BUSTLING OFFICES OF THE NEW YORK DAILY BUGLE...

WHERE WE FIND FREE LANCE PHOTOGRAPHER PETER PARKER...

...IN THE MIST OF A SOMEWHAT LUCRIOUS CONVERSATION...

A MONKEY? THAT CAN CHANGE ITS SHAPE?

I KNOW IT SOUNDS SILLY, MR. PAUNCHOLIT--

BUT THEN, THE CONCEPT OF GROWN MEN IN LONG UNDERWEAR FLYING THROUGH THE AIR SOUNDS SILLY, TOO-- AND THIS TOWN'S SEEN ITS SHARE OF THEM!



I'VE BEEN BANGING A TYPEWRITER HERE FOR THIRTY YEARS, PETER-- I'VE SEEN IT ALL! NOTHING SOUNDS SILLY TO ME ANYMORE.

AS FOR YOUR MONKEY--



--WOULD ONE OF THESE BEAUTIES FIT THE BILL?

UH-- CAN I BORROW THIS FILE FOR A WHILE, MR. PAUNCHOLITO?

BE MY GUEST.



WELL, YOU'RE NOT MY GUEST, PARKER-- THIS IS A CITY ROOM, NOT A READING ROOM!

AND J. JONAH JAMESON DOESN'T PAY HIS STAFF GOOD MONEY TO SIT ON THEIR FAT DUFFS!

OH? WHEN DID YOU START PAYING GOOD MONEY, JONAH?

NBC SUPER STAR SATURDAY ROW!

WHAT HAS SMURFS &
SPACE STARS &
SPIDER-MAN & A
SUPER POWER
HOUR?

THERE'S EXCITING NEW FUN IN '81!

© HANNA-BARBERA PRODUCTIONS, INC. SEPT. 8-9, 1981.

SMURFS

Who are the "biggest" little creatures on TV? The Smurfs! Those famous, fun-loving adventurers, striving to uphold their "true-blue" spirit of love & happiness! Will Papa Smurf & the gang outsmart the evil wizard Gargamel? Smurf-tainly!



© HANNA-BARBERA PRODUCTIONS, INC., 1981.

THE FLINTSTONE COMEDY SHOW

Stone-age shenanigans with those Bedrock buddies, Fred & Barney, and all their pals!

THE KID SUPER POWER HOUR WITH SHAZAM

© FILMATION ASSOCIATES, 1981. © D.C. COMICS FILMATION, 1981.

Where can teenagers fly? At Hero High! They're "super-missions impossible" facing and off—campus! And who's the mightiest mortal? Captain Marvel!



© HANNA-BARBERA PRODUCTIONS, INC., 1981.

SPACE STARS

Crazy cosmic travelers zoom into far-out action! Space Ghost! The Herculooids! Teen Force! Astro and the Space Mutts.

New!

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SPIDER-MAN AND HIS AMAZING FRIENDS

Villains beware... Spider-Man is here! The world's most popular hero spins a beautiful Fire, Star and more!



THE DAFFY/ SPEEDY SHOW

Thrills are quick & wacky with Daffy, Speedy and their friends!

© WARNER BROS., INC., 1981.



BULLWINKLE

The moose is loose! Hilarious escapades with Rocky and the whole comical crew!



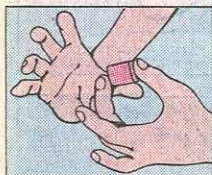
Consult local listings.

STARTING SEPTEMBER 12!!

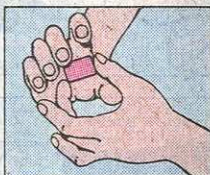
The magic in gum is Bubble Yum.[®]



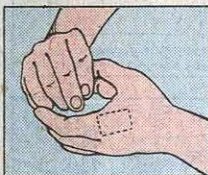
Try this magic trick with your next piece.



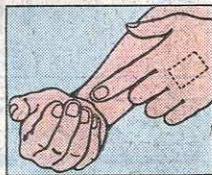
Hold the Bubble Yum between the thumb and middle finger of your left hand.



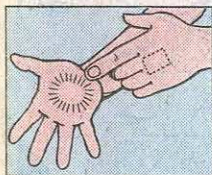
Pretend to grab it with your right hand while you really drop it into the palm of your left hand.



Keep the fingers of your right hand loose as if they had the gum.



Point with the left hand while you secretly hold the gum in your palm.



Say "Presto chango!" and open your right hand to show that the Bubble Yum has magically disappeared.



Then you can make the Bubble Yum disappear the easy way—and try the number one taste.

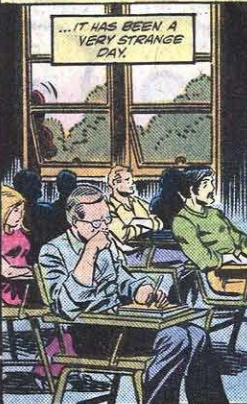




MORE-THAN-SLIGHTLY BE-FUDDLED, ROGER HEADS ON TO CLASS.



BETWEEN THE FIRE IN THE ANNEX (THE DETAILS OF WHICH REMAIN CLOUDED IN HIS MIND) AND HIS SUDDEN OFFER OF FRIENDSHIP.



...IT HAS BEEN A VERY STRANGE DAY.

AND IT'S ABOUT TO GET STRANGER.

GOOD WORK, MY PET. THAT IS INDEED OUR QUARRY.



I DO NOT KNOW WHY HE HAS NOT STEPPED FORWARD AND IDENTIFIED US-- BUT WE CANNOT AFFORD TO WAIT AND FIND OUT.

THIS BOY MUST DIE.



AND HE WILL DIE--

--TONIGHT.

BOYLAN HALL. 8:12 P.M.

THE MUSIC OF GRAHAM PARKER BLARES FROM FOUR MASSIVE QUADROPHONIC SPEAKERS.

A HUNDRED VOICES BUZZ, CHATTER, GIGGLE, AND SHRIEK.

THE AIR IS PREGNANT WITH A SWEET, SHOKY SCENT.



AND, INTO THIS MODERN-DAY BAC-CHANAL STRIDE...

... TWO FLIN GUYS.

I THINK THIS IS A MISTAKE, PETER. I DON'T FIT IN WITH THESE PEOPLE.

I FEEL STURD OUT OF PLACE

JUST RELAX, ROGER. YOU'LL SEE--



--YOU'RE GONNA HAVE THE BEST NIGHT OF YOUR LIFE

WELL--WILL YA LOOK WHAT THE WIND BLEW IN?

WE MIGHT AS WELL SPLIT. THIS PARTY'S GOIN' DOWNHILL FROM HERE.



BUT SOME SEE THE NEW ARRIVALS AS HARBINGERS OF BETTER TIMES TO COME...

HEY, MIA-- LISTEN, I'VE GOT A GREAT IDEA. I SEE MISTER PERSONALITY OVER THERE...



STARTING SEPT. 12

Your favorite cartoon shows are com

CBS SATUR

TOON

8:00 The Kwicky Koala Show

NEW

Start the day a whole new way.



All times are Eastern Time.

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8:30 Trollkins

NEW



©1981 Ha

10:30 The Popeye And Olive Oyl Show



Uncover new adventures when Popeye goes Stone Age and Olive joins the army.

Popoey and related characters owned by King Features Syndicate, Inc. ©1981 King Features Syndicate, Inc. All other materials owned by Hanna-Barbera Productions, Inc. ©1981 Hanna-Barbera.

11:00 BLACKSTAR



12:30 The Tom & Jerry Comedy Show



zig, zag, and zoom with the classiest cat and mouse game in town.

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1:00 The New Fat A



In The News

ate minute news comes between each show to let you know what, in the world, is going on.

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IT ALL ADDS UP TO SAT

ing back and brand new ones are coming on.

DAY MORNING

TIME



wild world of
strange little
characters.

©1981 Warner Bros. Inc.

9:00 The Bugs Bunny Road Runner Show



reat yourself next,
to close encounters
with the looney
bin's best.

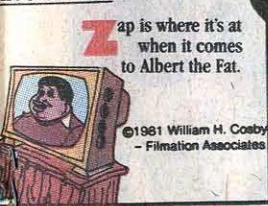
©Warner Bros. Inc. 1981



Reach into a black
hole and encounter
an awesome universe
on the other side.

©Copyright 1981
Filmation Associates

Albert Show



ap is where it's at
when it comes
to Albert the Fat.

©1981 William H. Cosby
- Filmation Associates

11:30 The Tarzan Lone Ranger



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used by Filmation by permission. ©1981 Edgar Rice Burroughs.

Discover new
adventures with
two of the
greatest heroes
fantasy has
ever known.
©1981 Lone Ranger
Television, Inc.

Zorro Adventure Hour



ction keeps coming in the new
adventures of the legendary Zorro.

©Copyright 1981 Filmation Associates

1:30 30 Minutes

Explore controversial subjects with a
half hour of hard-hitting reports.

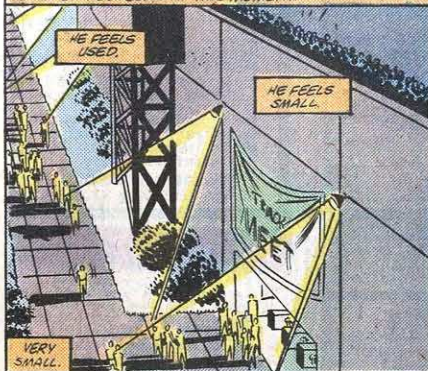
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*Starting Sept. 19

MURDZLL ON CBS



QUESTIONS OF RIGHT AND WRONG MEAN PRECIOUS LITTLE TO ROGER HOCHBERG AT THIS MOMENT.



HE FEELS USED.

HE FEELS SMALL.

VERY SMALL.

HANDS TREMBLING, STOMACH A KNOT OF TWINING MUSCLES, HE WALKS... **THROUGH** THE CROWD-- BUT NOW MORE THAN EVER...



...NOT OF IT.

HE NEEDS SHELTER, SECURITY, COMFORT, AND THERE IS ONLY ONE PLACE WHERE HE CAN FIND THESE THINGS IN ABUNDANCE.



THE ANNEX, PETS: OUR PREY IS HEADING FOR--



--THE ANNEX! THAT'S WHERE HE'S GOT TO BE!

I DON'T KNOW WHAT I'M GONNA SAY TO HIM WHEN I FIND HIM--

--BUT I GOT ROGER INTO THIS--

--AND I CAN'T JUST LET HIM RUN OFF AND RETREAT BACK INTO HIMSELF!



HE'S GOT TO--

UH-OH. THERE GOES MY DANGER SENSE.



AND THERE GOES THE REASON WHY.

IT'S THE RED GHOST-- AND HIS FLURRY STOOGES!

AND, MUCH AS I HATE TO ADMIT IT--



I KNOW JUST WHERE THEY'RE GOING... AND SPIDEY'S GONNA BE THERE!

THE ENTRANCE LIGHT SEEMS DIMMER THAN USUAL TONIGHT, BUT THAT COULD BE A REFLECTION OF ROGER'S MENTAL STATE.

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		137	
102-109	3.00 ea.	131-135	.75 ea.
		138	.75



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ROBERT BELL
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GRAND PRIZE DRAWING!

TEN-SPEED FORMULA 10 BY

Ten Bikes Given Away This Month! No Purchase Necessary!

To enter: Send your name, address, age and sex on a postcard only to: Dept. 9, Marvel Comics, 575 Madison Avenue, New York, NY 10022. All entries must be received by November 30, 81 in order to be eligible for the sweepstakes drawing. Enter as often as you like but each entry must be mailed on a separate postcard. Drawing will be held the week of December 6, 1981. Winners will be selected in a random drawing from all entries received by Marvel and all decisions are final. Taxes, if any, are the sole responsibility of the prize winner. Only one prize to a family. Odds of winning will be determined by the number of entries received. All prizes will be awarded. Winners may be required to sign an affidavit of eligibility and release from liability. Sweepstakes open to all residents of the U.S., except employees and their immediate families of Marvel Comics Group, Columbia Bike Co., and their subsidiaries, affiliates, advertising and promotion agencies, print and production agencies. Void where prohibited or restricted by law. All Federal, State and local regulations apply. Please allow up to six weeks for delivery for prize. For a list of winners, send a separate, stamped self-addressed envelope to: Marvel/Columbia Bike Winners, Dept. 9, Marvel Comics, 575 Madison Avenue, New York, NY 10022

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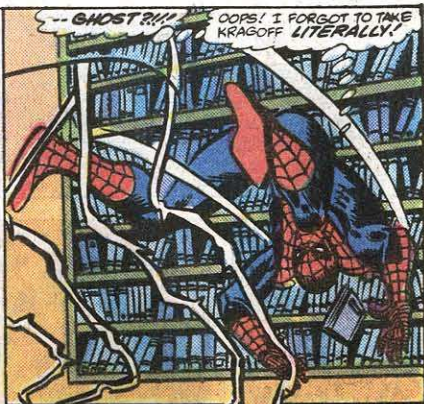
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AND IS THAT WHY HE FEELS SUCH DREAD AS HE ENTERS THE VAULTED HALL?

IS IT JUST HIS INNER ANGUISH COLORING THE OUTER WORLD?

OR IS IT SOMETHING...





...THE GHOST'S EVER-READY ORANG-UTAN SEIZES THE ADVANTAGE, USING ITS MAGNETIC POWERS TO LIFT SPIDEY UP--





ALTHOUGH THESE APES DEPEND UPON THE RED GHOST FOR GUIDANCE, THEY ARE NOT STUPID...



...AND SO IT DOESN'T TAKE THE ULTRA-POWERFUL GORILLA LONG TO FIGURE OUT THAT...



...WHAT GOES UP...



...MUST COME DOWN!
MY WEBBING DIDN'T HAVE TIME ENOUGH TO DRY! IF I HADN'T BEEN SO CLOSE TO THE GROUND, I WOULD'VE BEEN ONE SQUASHED SUPER HERO!

I'M BE-GINNING TO THINK I'M IN TROUBLE HERE!



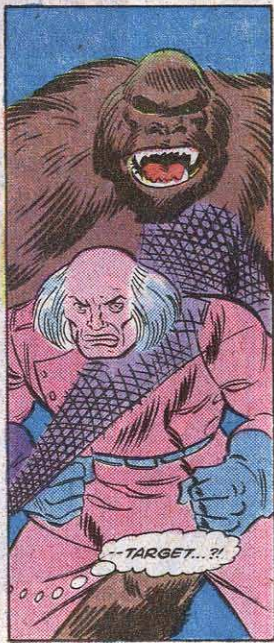
"NOTHING I DO SEEMS TO SLOW THESE BEASTIES DOWN!"

"HERE THEY COME AGAIN-- COURTESY OF THAT SHAPE-SHIFTING BABOON!"



AND HERE'S GHOOSTY-- RIGHT ON CUE--

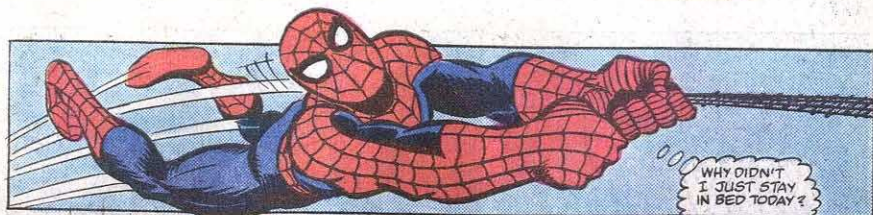
AND RIGHT ON--



--TARGET...?!



AW, NO-- MY WEBBING WENT RIGHT THROUGH 'IM! AND NOW MISTER MUSCLES HAS GOT IT!

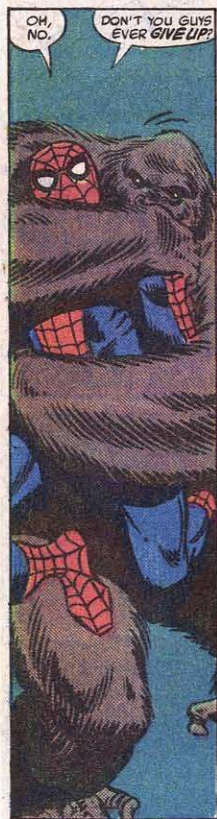




AND AS
FOR BEING
"OUTCLASSED"...



--TRY THIS ON
FOR SIZE, CHEETAH!



OH,
NO.

DON'T YOU GUYS
EVER *GIVE UP*?



SURRENDER IS NOT IN THE
RED GHOST'S VOCABULARY,
MAN-SPIDER! ESPECIALLY
NOT WHEN VICTORY IS SO
CERTAIN -- SO CLOSE!

NOW,
PECTOR--



--USE YOUR MAGNETIC
GIFT TO CARRY THEM INTO
THAT NEARBY STADIUM!

TRACK
MEET
EMPION

"SINCE HE HAS ALREADY
EXPOSED MY PRESENCE, I
WANT THIS JACKANAPES'
DEFEAT TO BE PUBLIC!
I WANT TO SEE HIM HU-
MILIATED BEFORE THOU-
SANDS OF HIS COUNTRY
MEN!"



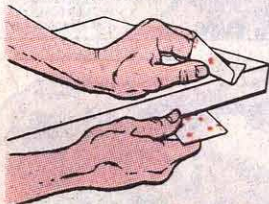
BOOM!

"I WANT HIM... *CRUSHED*
IN BOTH SPIRIT AND BODY!"

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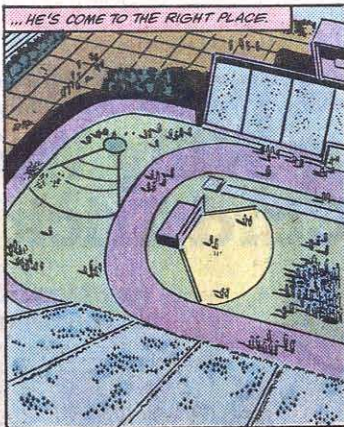
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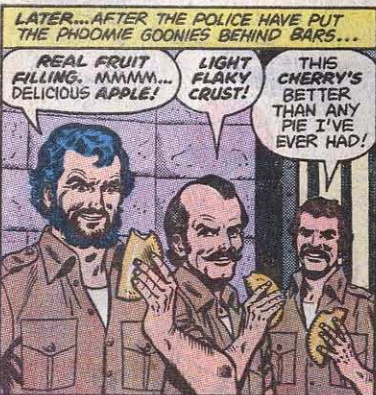
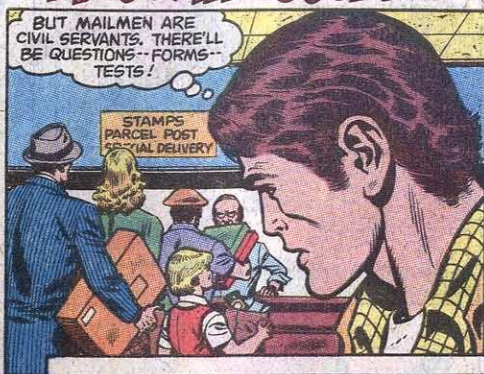
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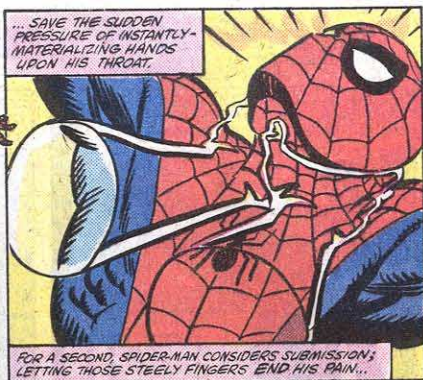
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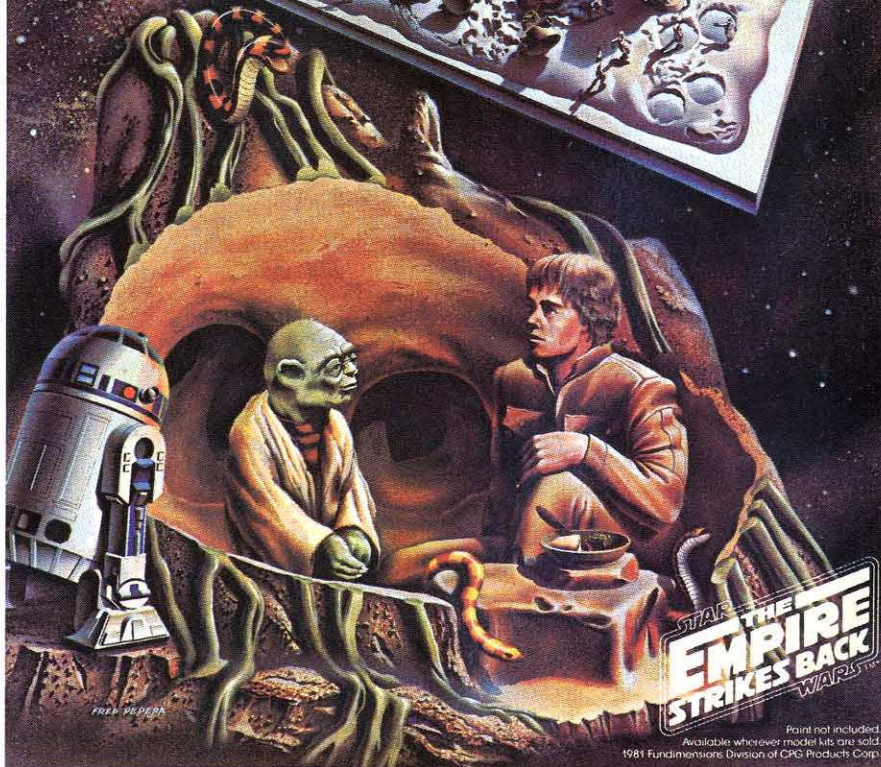
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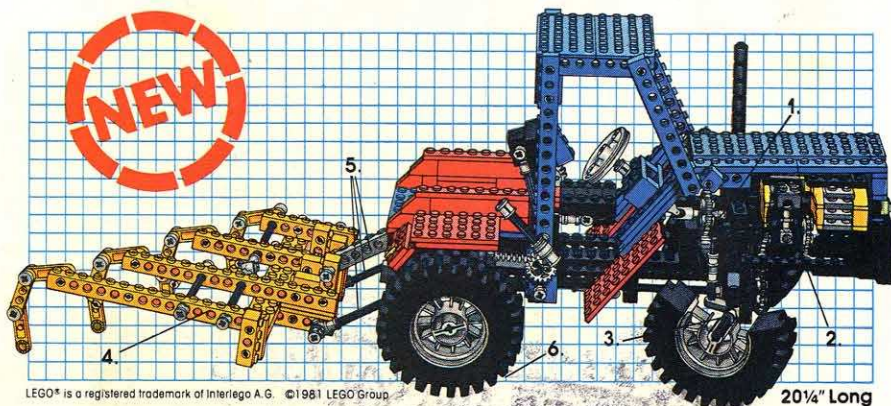
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**DEFINITELY NOT
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