



MARVEL
COMICS
GROUP

12¢
IND.

38
MAR



THE AVENGERS



"IN OUR MIDST...AN IMMORTAL!"

THROW YOUR VOICE



Throw your voice into trunks, behind doors, everywhere. Instrument fits in your mouth and out of sight. Fool teacher, friends and family. Free book on "How to Become a Ventriloquist." No. 137 _____ 25¢

MAGIC CARDS

Deck is marked and stripped. Can be read from the back but looks like ordinary deck. With instructions for 10 terrific tricks. No. 183 _____ \$1.98

SURPRISE PACKAGE

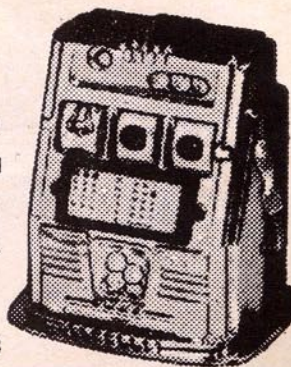


Are you willing to take a chance? We won't tell you what you get, but because you're willing to gamble, we'll give you more than your money's worth. Only 50¢

No. 678 _____

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. 20601.98



UNBEATABLE SELF DEFENSE MADE EASY

KETSUGO ONLY \$1.00



The powerful choice secrets of: Karate, Aikido, Ate-Waza, Judo, Yawara, Jiu Jitsu, Savate

REDUCE ANY ASSAILANT TO CRINGING HELPLESSNESS IN SECONDS

Learn by yourself in just one week. No matter how small you are you can walk with confidence—fear no man.

No. 224 _____ \$1.00



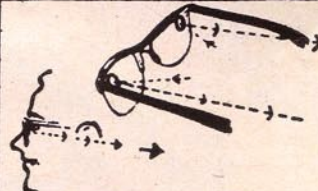
AMAZING MINIATURE RADIO

This tiny, feather weight radio operates without batteries, without tubes, but brings you years of listening pleasure. There's nothing to wear out, nothing to replace. No. 044 _____ \$2.98

SILENT DOG WHISTLE



This whistle can't be heard by human ears, but Rover can hear it half a mile away. Your dog will understand that this whistle is for him alone. Be amazed how quickly he responds. No. 701 _____ \$1.00



SEE BEHIND GLASSES

A specially treated pair of sunglasses with secret mirrors that enable you to see behind you without anyone knowing you're watching. Really comes in handy at times. No. 30 _____ 75¢

TREASURE CHEST OF FUN

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

WORMS

Drop these seemingly innocent pellets into a glass of water and magically a worm will appear. Can you imagine the look of horror on your victims face? It's harmless. No. 612 _____ 15¢



ONION GUM

Yes—Looks like real chewing gum but tastes like... like... ONIONS! Its too funny! 12 slices to a pack. No. 281 _____ 20¢

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
6 Rolls Film 98¢

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¢



The most popular joke novelty in years! Wind 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¢

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



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 spinning after it. There's a barrel of fun in every bounce. No. 158 _____ 50¢

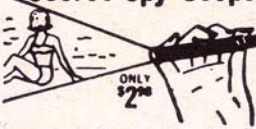


TRICK BLACK SOAP

Ordinary looking piece of soap. Victim washes face and gets blacker and blacker. When he gets a look in the mirror, he'll be shocked. Harmless. No. 575 _____ Only 25¢

Pen Size—Clips On Your Pocket-6-Power 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

Secret Spy Scope



Honor House Prod. Corp. Dept. 77GK 02 Lynbrook, N.Y.

Rush me the items listed below. If I am not 100% satisfied, I may return any part of my purchase after 10 days Free Trial for full refund of purchase price.

Item	Name of Item	How Many	Total Price

☐ I enclose _____ in full payment. Same guarantee.
☐ Send C.O.D. I will pay postman on delivery plus C.O.D. and shipping charges.

Name _____

Address _____

N.Y. State residents please add 2% sales tax.

Sorry, we cannot ship orders for less than \$1.00
Kindly add 15¢ for postage and handling to all orders.

THE MIGHTY AVENGERS!

"IN OUR MIDST... AN IMMORTAL!"

Featuring--
HERCULES--

THE PEERLESS
PRINCE OF POWER!!
(WE COULDN'T FIGURE A WAY
TO SQUEEZE HIM INTO THE
SPLASH PANEL-- BUT WAIT!!
YOU GET TO PAGE FOUR!
HOO-BOY!)

WE RETURNED ONLY MINUTES
AGO FROM EUROPE--AND
ALREADY, HAWKEYE AND
GOLIATH ARE RENEWING
THEIR OLD QUARREL!

NOT IF
CAPTAIN
AMERICA
CAN HELP
IT, WANDA!
AND, I CAN!

EDITED FOR EVERYMAN
BY **STAN LEE**
SCRIPTED FOR SOMEBODY
BY **ROY THOMAS**
PENCILED FOR POSTERITY
BY **DON HECK**
INKED FOR IMMORTALITY
BY **GEORGE BELL**
LETTERED FOR A LIVING
BY **ARTIE SIMEK**

BUTT OUT, WING-
HEAD! THIS IS
STRICTLY BETWEEN
MAN-MOUNTAIN
HERE AND ME!

YOU HEARD
THE MAN, CAP!
I'LL SHRINK
DOWN TO
NORMAL SIZE
SO IT'LL BE
A FAIR
FIGHT--

BUT, I'M FED UP
WITH HAVING THIS
TWO-BIT BOW-
STRINGER KEEP
NEEDLIN' ME--
JUST BECAUSE
I DON'T WANT
BLACK WIDOW
IN THE AVENGERS!

GET THE PICTURE, FRANTIC
ONE? OKAY, THEN YOU'RE READY
TO BEGIN! BUT, A WARNING:
DON'T FORGET YOUR SCORECARD!
YOU'LL NEED ONE TO KEEP
TRACK OF ALL THE GLADIATORIAL
GOINGS-ON IN OUR LATEST
EMBRYONIC EPIC! AND, WE
KID THEE NOT!



HOLD IT, AVENGERS! PLAYTIME'S OVER!

PARTNER, YOU SURE GOT A WAY OF MAKIN' A POINT!

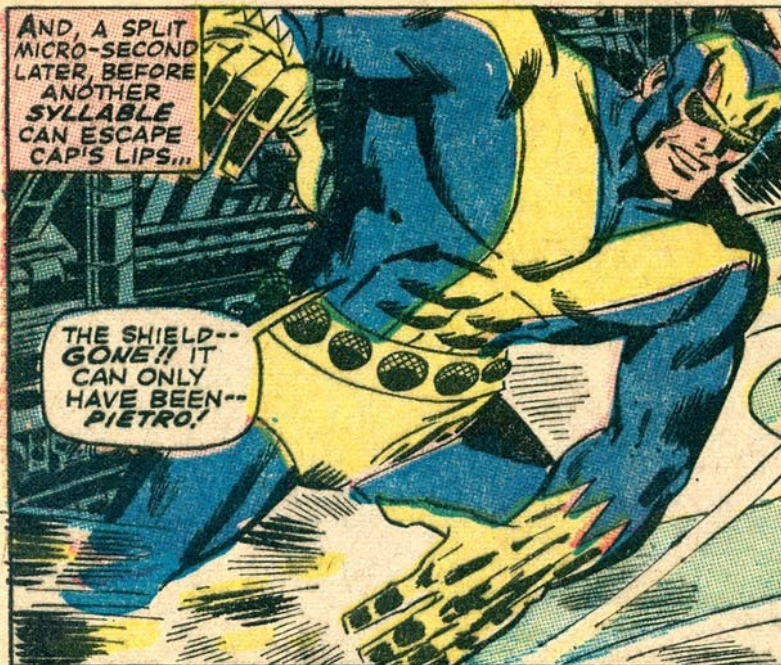
DON'T LEAN TOO HARD, CAP! EVEN THAT SHIELD OF YOURS ISN'T GIANT-PROOF!

GOLIATH GRABBED YOUR SHIELD OUT OF THE AIR! HIS REFLEXES ARE ALMOST AS FAST AS MINE!

SAY THE WORD, CAP, AND I'LL RETRIEVE IT FOR YOU--QUICKSILVER STYLE!

ALRIGHT, PIETRO--YOU'RE ON! I'LL NEED THAT HUNK OF METAL IF I WADE IN BETWEEN THOSE TWO--AND IT LOOKS LIKE I MIGHT HAVE TO!

BESIDES, I'M CURIOUS TO SEE IF YOUR SUPER-SPEED POWERS HAVE BEEN COMPLETELY RESTORED!



AND, A SPLIT MICRO-SECOND LATER, BEFORE ANOTHER SYLLABLE CAN ESCAPE CAP'S LIPS...

THE SHIELD--GONE!! IT CAN ONLY HAVE BEEN--PIETRO!

WELL, CAP--NOW DO YOU BELIEVE I'M AS FAST AS EVER?

YOU KNOW IT, FELLA! GET SET TO MAKE THOSE TWO PRIMA DONNAS SIMMER DOWN!

UH OH!--SOUNDS LIKE OL' WINGHEAD'S GONNA BLOW HIS CORK IF WE DON'T COOL IT!

WHAT SAY WE SETTLE OUR BEEF AT THE ROUND TABLE, HIGH-POCKETS?



THAT'S FINE BY ME, SONNY! DEAL THE CARDS ANY WAY YOU WANT--I'M BETTING I STILL COME OUT ON TOP!

FUNNY--I CAN'T PINPOINT ANY ONE REASON WHY I DON'T WANT BLACK WIDOW IN THE AVENGERS--BUT, SOMEHOW, I CAN'T SHAKE MY HUNCH THAT HER ADMISSION NOW WOULD BE A DISASTROUS MISTAKE!

IF YOU TWO ARE DONE SQUABBLING, LET'S GET DOWN TO BUSINESS!

CHECK--AND THE FIRST ITEM ON THE LIST IS THE BLACK WIDOW! I MOVE WE MAKE HER A MEMBER... NOW!



YOU'RE OUT OF LINE, HAWKEYE! JAN IS THE CHAIRMAN FOR THIS SESSION--AND SHE HASN'T STARTED THE MEETING YET!

THANKS, HANK! BUT, I DON'T THINK WE SHOULD BEGIN UNTIL THE BLACK WIDOW IS HERE!

WHICH REMINDS ME, HAWKEYE--WHY HASN'T NATASHA ARRIVED?

SHE, UH, MUSTA BEEN DELAYED! DON'T WORRY--SHE'LL SHOW ANY SECOND!

BUT, UNKNOWN TO THE ASTONISHING ARCHER, EVENTS ARE ABOUT TO MAKE A LIAR OF HIM... AS, ELSEWHERE IN THE SPRAWLING MANHATTAN JUNGLE...

IN MY CONCERN FOR OTHER THINGS, I DID NOT NOTICE THE TIME!



FORTUNATELY, MY WIDOW'S WEB LINE WILL TAKE ME TO THE AVENGERS FASTER THAN ANY TAXI OR SUBWAY!

THIS IS THE DAY I HAVE LONG AWAITED-- WHEN HAWKEYE HAS PROMISED TO MOVE FOR MY ELECTION AS AN AVENGER!

SURELY, I WILL BE ACCEPTED-- FOR, WAS IT NOT I WHO DEFEATED THEIR ALIEN FOE CALLED IXAR?*

* LAST ISH, WHERE ELSE? --SUCCINCT STAN.

IF ONLY THEY HAVE NOT LEARNED THAT I RESCUED THEM BY VIOLATING THEIR SACRED AVENGERS CODE!

BUT, THE TIME IS PAST FOR WORRY! I SHALL KNOW SOON ENOUGH!

THERE-- ONLY A FEW BLOCKS AHEAD-- IS THEIR HUGE MANSION!



STRANGE --A THICK FOG SEEMS TO HAVE SETTLED AROUND IT!

THEN, SECONDS LATER, AS THE FORMER SPY QUEEN PLUNGES INTO THE HEAVY, OPPRESSIVE FOG...



HOW COULD SUCH A MIST HAVE SURROUNDED ONLY AVENGERS HEAD-QUARTERS-- UNLESS--?

WAIT! THAT HEAVY SCENT--!

SOME SORT OF... GAS... IS MIXED WITH THE FOG!



MAKING ME DROWSY... CAN'T STAY AWAKE! I'LL... FALL...

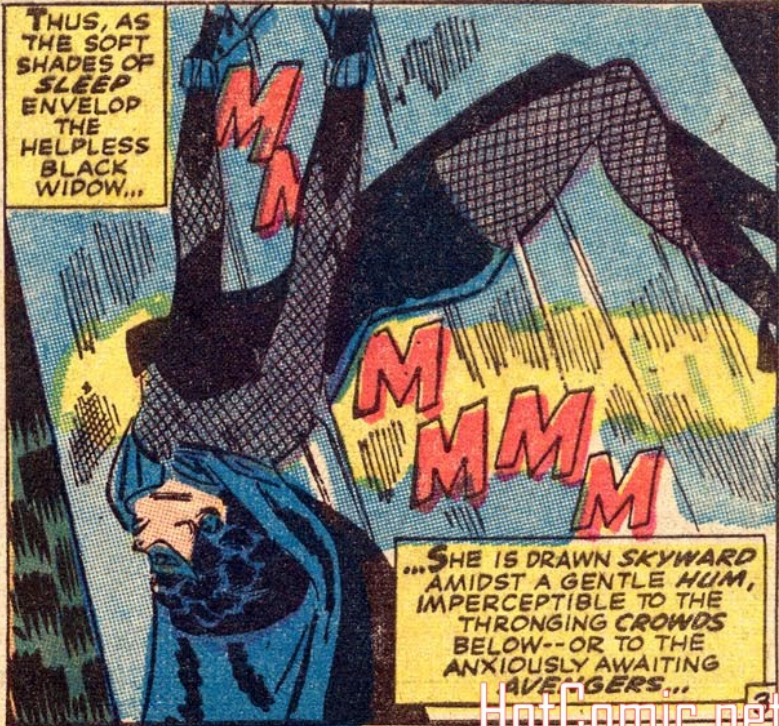
HOWEVER, FATE HAS NOT YET DECREED THE DEATH OF THE BEAUTIFUL NATASHA! FOR, AT THAT MOMENT, IN A NOISELESS VEHICLE HIDDEN IN A CLOUDBANK OVERHEAD, A COMMAND IS GIVEN...



FIRE VACU-RAY! THE BLACK WIDOW MUST BE SAVED-- AT ALL COSTS!

LUCKILY, WE KNEW SHE WOULD COME HERE AT THIS HOUR, SO WE COULD INTERCEPT HER WITH OUR MORPHEUS-MIST!

THUS, AS THE SOFT SHADES OF SLEEP ENVELOP THE HELPLESS BLACK WIDOW...



...SHE IS DRAWN SKYWARD AMIDST A GENTLE HUM, IMPERCEPTIBLE TO THE THRONGING CROWDS BELOW-- OR TO THE ANXIOUSLY AWAITING AVENGERS...

AND NOW, WE MUST MOMENTARILY AVERT OUR EYES FROM THE SILENT PLIGHT OF THE LOVELY NATASHA-- AND TURN THEM TOWARDS THE TOWERING PEAK OF A TIMELESS MOUNTAIN, WHERE ARE HEARD THE CLAMOROUS SOUNDS OF TURBULENT COMBAT--!

HAVE AT THEE, GOD OF WAR! THE MATCHLESS MACE OF HERCULES SHALL SOON MAKE THEE CRY--HOLD, ENOW!

THWANG!

NOT SO, THOU BOASTFUL, BLUSTERING BUFFOON!

MY ARMOR-- TEMPERED BY THE SKILLED HEPHAESTUS HIMSELF-- SHIELDS MY HEAD FROM THY MOST TELLING BLOW!

THY WORDS RING TRUE!

BUT, NO MASK OF METAL GUARDS THY JAW, COWARDLY ONE!

NOW, WE CLOSE ON EVEN TERMS, ARES! MY MACE AGAINST THY FLAIL-- MY SINEWS AGAINST THINE!

AND, KNOW THEE THAT NONE MAY STAND AGAINST THE GOOD RIGHT ARM OF THE PRINCE OF POWER!

BWOK!

KAK!

HE SPEAKS THE TRUTH! EVEN NOW, MY MUSCLES SEEM TURNED TO WATER!

WHAT? THOU DAREST CALL ARES--GOD OF THE NOBLE ART OF BATTLE-- A BASE COWARD?

AYE! WHAT OTHER NAME BE THERE FOR ONE WHO SHEATHED HIS SWORD WHEN THE HORDES OF PLUTO DID THREATEN HERCULES?*

*VERILY, THOU SAWEST IT ALL IN THOR #129! --SEFULCHRAL STAN,

SO-- THOU SPEAKEST NOT, BUT WOULD SEEK TO VANQUISH THE LION OF OLYMPUS WITH A HASTILY FLUNG SHIELD!

A FEW SECONDS MORE, AND HERCULES SHALL WREAK UPON ME A FEARFUL VENGEANCE!

MORE MARVEL MASTERPIECES...



**NOW
ON SALE!**

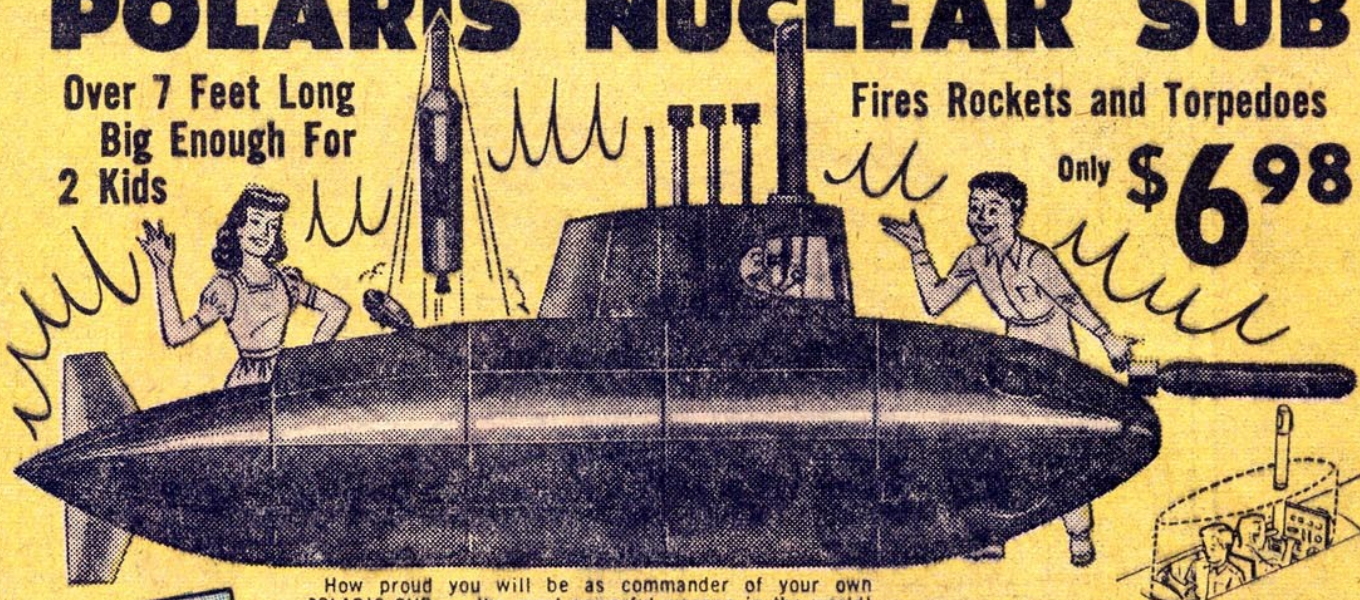


POLARIS NUCLEAR SUB

Over 7 Feet Long
Big Enough For
2 Kids

Fires Rockets and Torpedoes

Only \$6⁹⁸



FEATURES

- Over 7 feet long
- Seats 2 kids
- Controls that work
- Rockets that fire
- Real periscope
- Firing torpedoes
- Electrically lit instrument panel

How proud you will be as commander of your own POLARIS SUB — the most powerful weapon in the world! What hours of imaginative play and fun as you and your friends dive, surface, maneuver, watch the enemy through the periscope and fire your nuclear missiles and torpedoes! What thrills as you play at hunting sunken treasures in pirate waters and exploring the strange and mysterious bottom of the deep ocean floor!

HOURS AND HOURS OF ADVENTURE

Sturdily constructed of 200 lb. test fibreboard. Comes complete with easy assembly instructions. Costs only \$6.98 for this giant of fun, adventure and science. (Because of the POLARIS SUB's giant size we must ask for 75c shipping charges.)

MONEY BACK GUARANTEE

Order today and we will rush your POLARIS NUCLEAR SUB to you. Use it for 10 full days. If you don't think it is the greatest ever—the best toy you ever had—just send it back for full purchase price refund.

10 DAY FREE TRIAL

HONOR HOUSE PROD. CO. DEPT. 77PS02
LYNBROOK, NEW YORK

Rush me my POLARIS NUCLEAR SUB. I can use it for 10 days and if I am not delighted return it for full purchase price refund.

☐ SEND IT PREPAID. I enclose \$6.98 plus 75c to help cover shipping charges.

☐ SEND IT C.O.D. I enclose \$1 good-will deposit and I will pay postman \$5.98 on delivery plus C.O.D. postage.

NAME

ADDRESS

CITY

ZONE

STATE

N.Y. State residents please add 14c sales tax

BOYS 12 or older Sell GRIT in your spare time

for CASH PROFITS and FREE PRIZES

Many of the more than 30,000 boys selling GRIT

MAKE \$1 to \$5 WEEKLY in a few hours

PRIZES

GRIT Salesman
are Winning
Regularly
Include

WRIST WATCHES

RADIOS

MODELS

SPORTS

EQUIPMENT

BIKE

ACCESSORIES

CAMPING

NEEDS

RODS and REELS

CAMERAS

GAMES

and many more

GRIT will help you get started in a profitable business of your own

Just use the coupon to ask us to. You will receive papers, supplies and selling information. You pay only for the papers you sell until you know how many to order.

You have nothing to lose—and look what you gain. You'll make cash profits—win dandy prizes—and receive valuable training operating your own business which will be helpful to you through the years to come.

GRIT is the popular publication in more than 1,000,000 homes every week. You'll find it easy and fun to sell.

GRAB THIS
BIG OPPORTUNITY

GRIT

sells easily
for 15c

YOU'LL MAKE

5¢ PROFIT

on every copy
you sell

also

every copy
counts toward
a prize



Print Name and Address Below

GRIT PUBLISHING CO., Williamsport, Pa. 17701

MC 2-7

Send my first bundle of papers, selling helps and prize offers.

Name

In Care of

Street and No.

RFD

Post Office

State

ZIP Code No.

Are You a Boy?

Age

Date Born

Year

Print Your
Last Name
Plainly Here

--	--	--	--	--	--	--	--	--	--

If you are
a boy
12 or older

Mail This Coupon Today

YET, BEFORE HERCULES CAN STRIKE THE FATEFUL BLOW...



NO! WHAT SHIMMERING VISION DOTH GLEAM BEFORE MINE EYES?

IS IT SOME MESSENGER FROM ZEUS--A HARBINGER OF MY FATHER'S WRATH BECAUSE I DO BATTLE ARES AGAINST HIS COMMAND?

BUT, NAY--FOR, THE HERALDS OF ZEUS COME NOT IN THE FORM OF FEMALES! SPEAK, WOMAN--WHAT DOST THOU ON THIS LONELY CRAG FAR FROM OLYMPUS?

I HAVE JOURNEYED FROM FABLED ASGARD, MY LORD HERCULES--TO WITNESS THIS CLASH OF TEMPESTUOUS TITANS!

IN THE HALLOWED HALLS OF ODIN, THE GODS CALL ME... THE ENCHANTRESS!*

*LAST SEEN IN AVENGERS#22! (AND THAT'S POSITIVELY OUR LAST FRANTIC FOOTNOTE THIS ISH!)--SINCERE STAN,

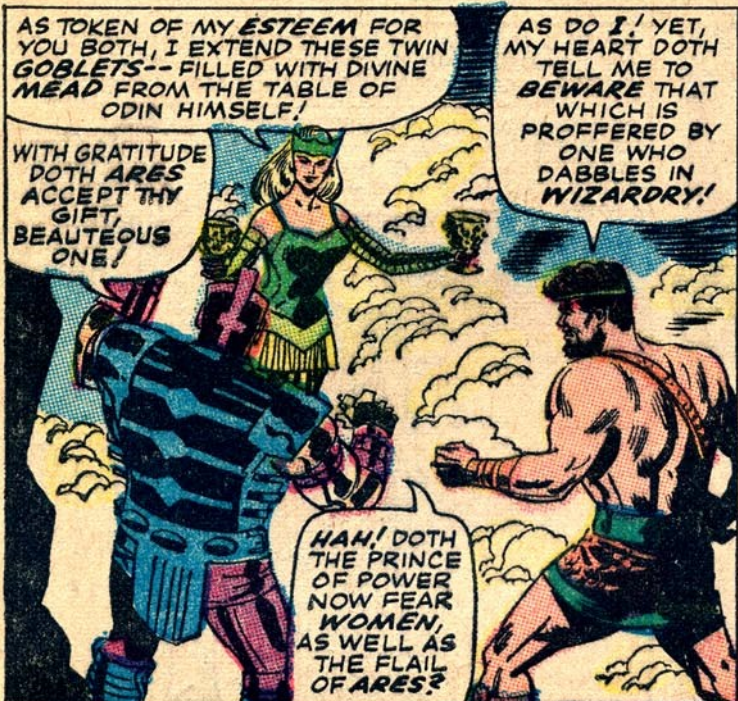


AS TOKEN OF MY ESTEEM FOR YOU BOTH, I EXTEND THESE TWIN GOBLETS-- FILLED WITH DIVINE MEAD FROM THE TABLE OF ODIN HIMSELF!

WITH GRATITUDE DOTH ARES ACCEPT THY GIFT, BEAUTEIOUS ONE!

AS DO I! YET, MY HEART DOTH TELL ME TO BEWARE THAT WHICH IS PROFFERED BY ONE WHO DABBLES IN WIZARDRY!

HAN! DOTH THE PRINCE OF POWER NOW FEAR WOMEN, AS WELL AS THE FLAIL OF ARES?



BEHOLD--I DRAIN MINE OWN GOBLET FIRST, TO PROVE THERE BE NO BASE TRICKERY!

DRINK, HERCULES! NO HARM SHALL BEFALL THEE!

THE WORD OF AN ASGARDIAN --OF ONE WHO HATH SUPPED WITH MIGHTY THOR--

--IS BOND ENOW FOR HERCULES!

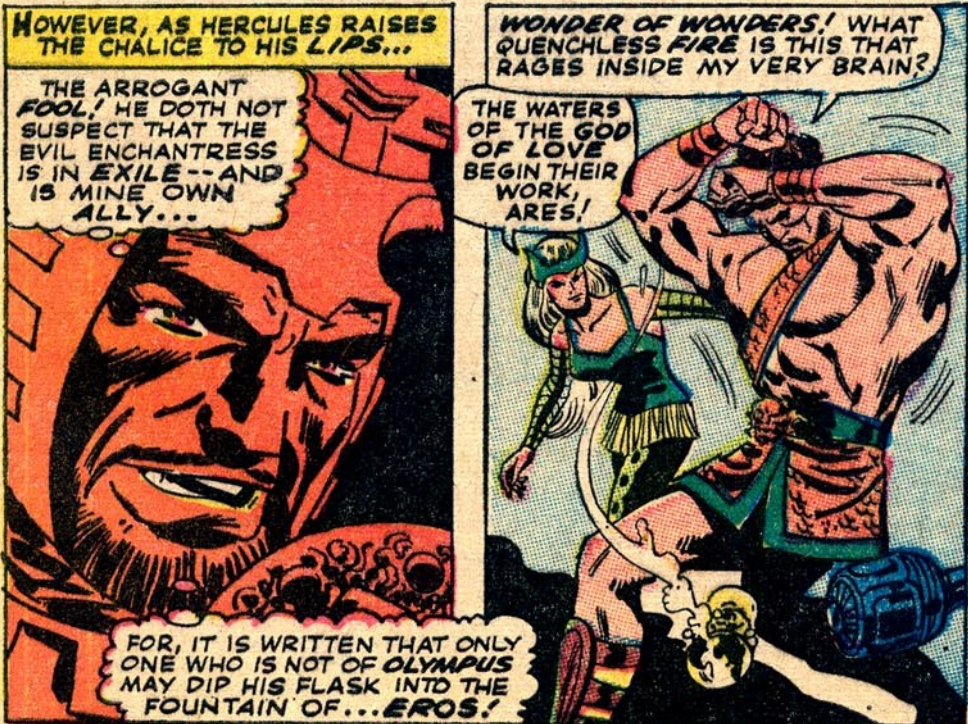


HOWEVER, AS HERCULES RAISES THE CHALICE TO HIS LIPS...

THE ARROGANT FOOL! HE DOTH NOT SUSPECT THAT THE EVIL ENCHANTRESS IS IN EXILE--AND IS MINE OWN ALLY...

WONDER OF WONDERS! WHAT QUENCHLESS FIRE IS THIS THAT RAGES INSIDE MY VERY BRAIN?

THE WATERS OF THE GOD OF LOVE BEGIN THEIR WORK, ARES!



FOR, IT IS WRITTEN THAT ONLY ONE WHO IS NOT OF OLYMPUS MAY DIP HIS FLASK INTO THE FOUNTAIN OF...EROS!

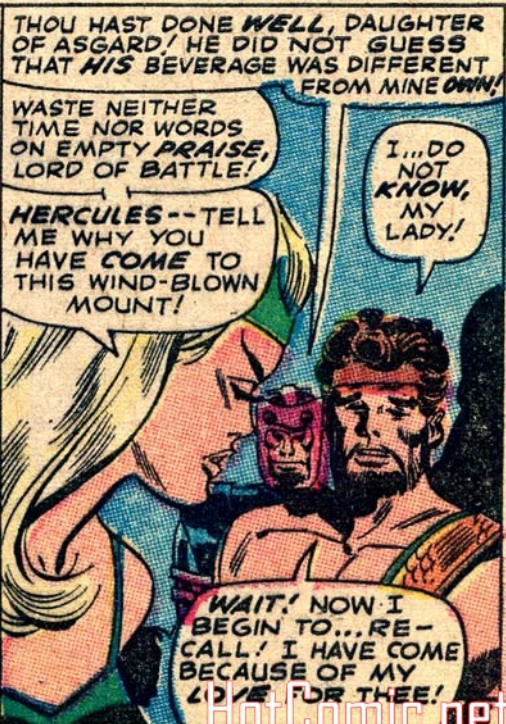
THOU HAST DONE WELL, DAUGHTER OF ASGARD! HE DID NOT GUESS THAT HIS BEVERAGE WAS DIFFERENT FROM MINE OWN!

WASTE NEITHER TIME NOR WORDS ON EMPTY PRAISE, LORD OF BATTLE!

HERCULES--TELL ME WHY YOU HAVE COME TO THIS WIND-BLOWN MOUNT!

I...DO NOT KNOW, MY LADY!

WAIT! NOW I BEGIN TO...RE-CALL! I HAVE COME BECAUSE OF MY LOVE FOR THEE!





BEHOLD, ARES, HOW THE ENCHANTRESS KEEPS HER WORD! HE WHO HAS CONQUERED KINGS AND SONS OF KINGS IS BUT A HELPLESS SLAVE... OF LOVE!

AYE...YET, HOW I DO LONG TO SLAY THAT OVERBEARING BRAGGART!

STAY THY HAND, OLYMPIAN--REMEMBER OUR COMPACT! HERCULES... IS MINE!



FEAR NOT--THE GOD OF WAR SHALL NOW RETURN TO TELL MIGHTY ZEUS THAT HIS FAVORED SON HATH RENOUNCED HIS GODLY HERITAGE... FOR THE LOVE OF AN ASGARDIAN!

HOW THE TOWERING SPIRES OF OLYMPUS SHALL SHAKE WITH THE MONUMENTAL RAGE OF A FATHER SCORNE!

WHILE I SHALL USE MY NEWFOUND SERVANT...AS AN INSTRUMENT OF REVENGE!



BUT, HOLD--HERCULES BEGINS TO STIR! IT IS TIME THAT I CAST A SPELL... TO HURL YOU BACK TO OLYMPUS!

MY VERY BRAIN DOOTH SEETHE...--YET I CANNOT REMEMBER... WHY!

AND NOW, LET THE PLAY BEGIN-- THE DRAMA THAT SHALL WITNESS MY AWESOME VENDETTA AGAINST THE AVENGERS!

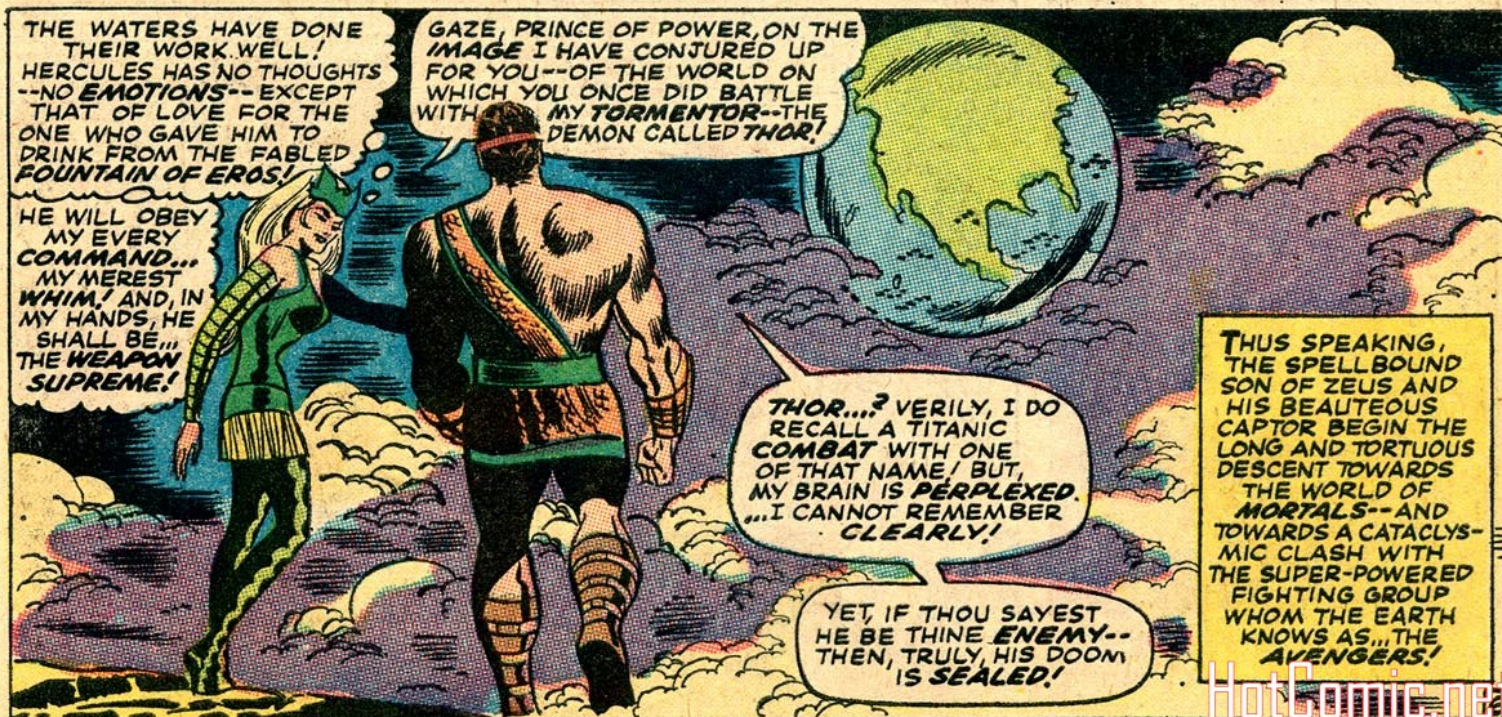
FZAP!



DWELL NOT ON THOUGHTS OF YOUR DISTRESS, MY LORD! THINK RATHER OF THE ENCHANTRESS--AND OF THOSE WHO HAVE WRONGED HER!

WRONGED THEE? BY THE CLOVEN HOOVES OF PAN, SPEAK BUT THE NAMES OF THOSE WHO HAVE OFFENDED HER WHOM HERCULES LOVES...

AND, AS SURELY AS OLYMPUS STANDS--THEY SHALL BE DESTROYED!



THE WATERS HAVE DONE THEIR WORK WELL! HERCULES HAS NO THOUGHTS--NO EMOTIONS--EXCEPT THAT OF LOVE FOR THE ONE WHO GAVE HIM TO DRINK FROM THE FABLED FOUNTAIN OF EROS!

HE WILL OBEY MY EVERY COMMAND... MY MEREST WHIM! AND, IN MY HANDS, HE SHALL BE... THE WEAPON SUPREME!

GAZE, PRINCE OF POWER, ON THE IMAGE I HAVE CONJURED UP FOR YOU--OF THE WORLD ON WHICH YOU ONCE DID BATTLE WITH MY TORMENTOR--THE DEMON CALLED THOR!

THOR...? VERILY, I DO RECALL A TITANIC COMBAT WITH ONE OF THAT NAME! BUT, MY BRAIN IS PERPLEXED...I CANNOT REMEMBER CLEARLY!

YET, IF THOU SAYEST HE BE THINE ENEMY--THEN, TRULY, HIS DOOM IS SEALED!

THUS SPEAKING, THE SPELLBOUND SON OF ZEUS AND HIS BEAUTEIOUS CAPTOR BEGIN THE LONG AND TORTUOUS DESCENT TOWARDS THE WORLD OF MORTALS--AND TOWARDS A CATACLYSMIC CLASH WITH THE SUPER-POWERED FIGHTING GROUP WHOM THE EARTH KNOWS AS...THE AVENGERS!

MEANWHILE, AN INDESCRIBABLE DISTANCE AWAY, THE UNSUSPECTING AVENGERS CAN WAIT NO LONGER FOR THE TARDY **BLACK WIDOW**...

IRON MAN AND THOR HAVE SENT WORD THAT THEY CAN'T ATTEND THIS SPECIAL SESSION!

WE'RE INSTRUCTED TO PROCEED WITH-OUT THEM--AND THAT THEY'LL ABIDE BY OUR DECISION!

SEE? THAT MEANS THEY'VE GOT NO OBJECTIONS TO 'TASHA BECOMIN' AN AVENGER!

PERHAPS NOT, HAWKEYE--BUT, WHY DO WE NEED YET ANOTHER MEMBER IN OUR GROUP?

BECAUSE I SAY SO, THAT'S WHY, PIETRO! ARE YOU GONNA START BUGGIN' ME THE SAME WAY MAN-MOUNTAIN IS?

SIMMER DOWN, PARTNER! BEFORE WE VOTE ON ADMITTING THE BLACK WIDOW, WE HAVE TO CONSIDER EVERY ANGLE!

HOW ABOUT THIS FOR AN ANGLE, CAP? I'M GETTING HUNGRY!

NUTS! BY THE TIME WE GET AROUND TO LETTIN' 'TASHA JOIN, SHE'LL BE OLD ENOUGH TO RETIRE!

I AGREE WITH JAN, HAWKEYE! PERHAPS A LITTLE FOOD--AND A LITTLE TIME--ARE WHAT WE NEED TO CONSIDER OUR DECISION!

BESIDES, DURING OUR DINNER, THE **BLACK WIDOW** MAY ARRIVE TO SPEAK ON HER OWN BEHALF!

OKAY, YA TALKED ME INTO IT! WE CAN GRAB A COUPLE A **BURGERS** ACROSS THE STREET!

BUT THEN, WE GOTTA GET DOWN TO CASES!

AGREED! MEETING RECESSED!

SOON, LEAVING ONE OF THEIR NUMBER BEHIND IN CASE OF EMERGENCY, A DISCREETLY DISGUISED QUINTET DESCENDS TO STREET LEVEL...

AS OFFICER-OF-THE-DAY, IT'S MY DUTY TO MONITOR ALL OUR INCOMING INFORMATION!

I'VE ASKED JARVIS, THE BUTLER, TO FIX ME A HAM-AND-CHEESE SANDWICH TO TIDE ME OVER!

ONLY NATASHA AND I KNOW THAT SHE DEFEATED IXAR BY THREATENING HIS LIFE--SOMETHING THE OTHERS WOULDN'T GO FOR!

IS THAT WHY SHE HASN'T SHOWN? DOES SHE FIGURE SHE ISN'T WORTHY TO BE AN AVENGER?

BUT, UNKNOWN TO HAWKEYE, THE **TRUE** REASON FOR THE **BLACK WIDOW**'S LATENESS IS OF A LESS **SUBTLE** NATURE...

WHERE AM I? OH YES--NOW I REMEMBER! THAT GAS... PUT ME TO SLEEP!

I'M INSIDE SOME HUGE CHAMBER--AND, MY CAPTORS ARE STANDING RIGHT BESIDE ME!

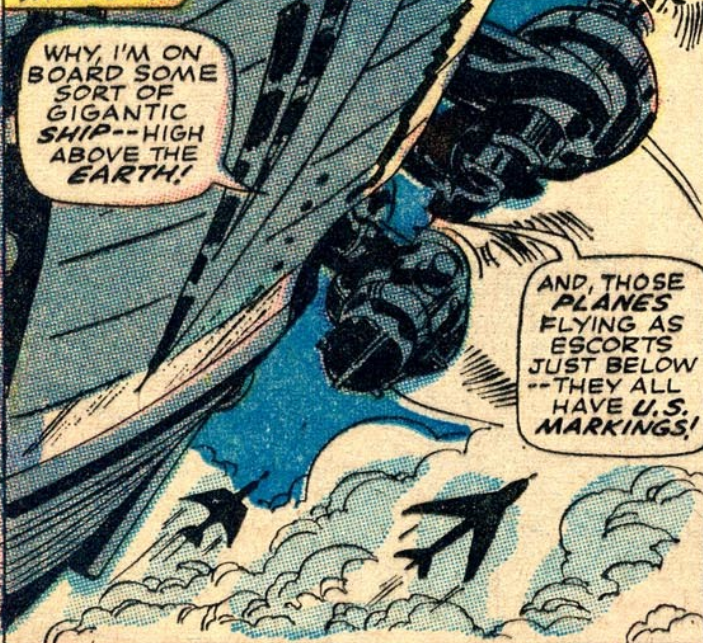
SUDDENLY, WITH THE SPEED OF HER VENOMOUS NAMESAKE, THE FABULOUS FEMME STRIKES--!

UH OH! LOOK OUT, JOE! SHE'S AWAKE--AND MAD AS A HORNET!

YOU'RE TELLIN' ME! COOL IT, LADY--YOU GOT US ALL WRONG!

NO, FOOL--RATHER, IT IS YOU WHO ARE WRONG--IF YOU THINK THE LIKES OF YOU CAN HOLD THE **BLACK WIDOW**!

THEN, AS SHE HURLS THE TWO ASSAILANTS AWAY, NATASHA MOMENTARILY GLANCES THRU A NEARBY WINDOW...



WHY, I'M ON BOARD SOME SORT OF GIGANTIC SHIP--HIGH ABOVE THE EARTH!

AND, THOSE PLANES FLYING AS ESCORTS JUST BELOW--THEY ALL HAVE U.S. MARKINGS!

YOU JUST PASSED YER EYE CHECK-UP, LADY! WE'RE ON YOUR SIDE--SO STOP POINTIN' THEM LOADED CHARM BRACELETS AT US, HUH?

NO MATTER WHO YOU ARE--UNHAND ME, OR FEEL THE WRATH OF THE BLACK WIDOW!



USE CAUTION, COLONEL FURY! SHE'S LISTED ON OUR FILES AS EXTREMELY DANGEROUS!

YOU CALLED HIM-- COLONEL FURY?

THEN--YOU ARE THE MAN WITH WHOM I SPOKE BY TELEPHONE RECENTLY--THE DIRECTOR OF THE ORGANIZATION CALLED SHIELD!

RIGHT ON BOTH COUNTS! I SAID WE'D BE IN TOUCH, DIDN'T I?

BUT, WHY DID YOU CONTACT ME... IN SUCH AN UNORTHODOX MANNER?

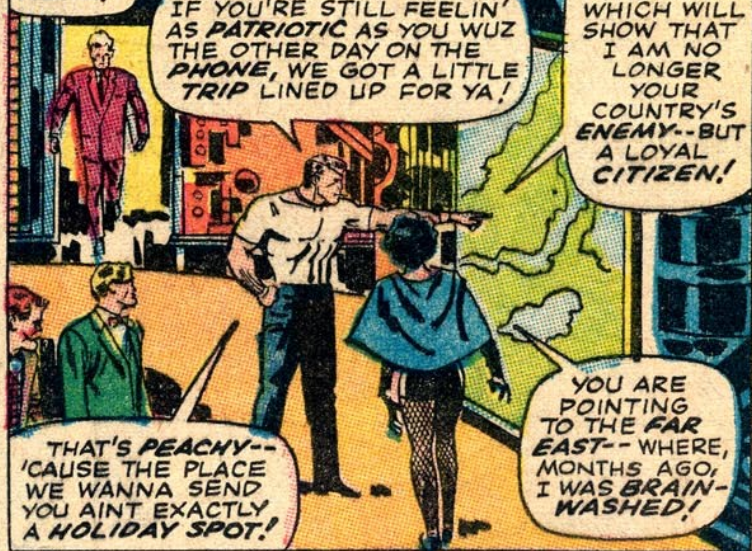
THINGS HAPPEN PRETTY FAST AMONG THE CLOAK-AN'-DAGGER SET, WIDOW! WE AINT GOT TIME FOR ENGRAVED INVITES!



WE'RE CRUISIN' A FEW MILES ABOVE NEW YORK--AN' WE SENT OUT ONE'A OUR HOVERCRAFT BECAUSE THAT WUZ THE FASTEST WAY TO GET YA HERE!

IF YOU'RE STILL FEELIN' AS PATRIOTIC AS YOU WUZ THE OTHER DAY ON THE PHONE, WE GOT A LITTLE TRIP LINED UP FOR YA!

AS I TOLD YOU THEN, COLONEL, I WILL DO ANYTHING WHICH WILL SHOW THAT I AM NO LONGER YOUR COUNTRY'S ENEMY--BUT A LOYAL CITIZEN!



THAT'S PEACHY--'CAUSE THE PLACE WE WANNA SEND YOU AINT EXACTLY A HOLIDAY SPOT!

YOU ARE POINTING TO THE FAR EAST--WHERE, MONTHS AGO, I WAS BRAIN-WASHED!

RIGHT, LADY! NOW FOR THE DETAILS--BUT REMEMBER, NOBODY CAN KNOW ABOUT YOUR MISSION, NOT EVEN THAT BOW-SLINGIN' BOY-FRIEND OF YOURS!

ATTAGIRL! YOU'LL MAKE A SECRET AGENT YET!

IF SHE NEEDS ANY HELP, FURY, COUNT ME IN!

SHUDDUP, YA OL' WALRUS!

I... UNDERSTAND! I SHALL TELL... NO ONE!



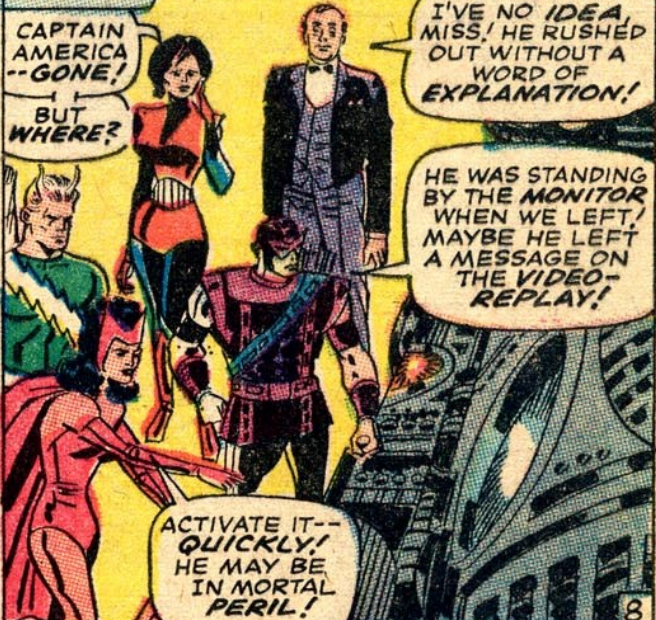
OH, HAWKEYE... HAWKEYE! HOW CAN I TELL YOU--THAT I MUST LEAVE YOU ONCE MORE?

AND, AT JUST THIS MOMENT, 20,000 FEET BELOW, FIVE AVENGERS RETURN AT THEIR BUTLER'S CALL, TO FIND...

CAPTAIN AMERICA--GONE! BUT WHERE?

I'VE NO IDEA, MISS! HE RUSHED OUT WITHOUT A WORD OF EXPLANATION!

HE WAS STANDING BY THE MONITOR WHEN WE LEFT! MAYBE HE LEFT A MESSAGE ON THE VIDEO-REPLAY!



ACTIVATE IT--QUICKLY! HE MAY BE IN MORTAL PERIL!

CONTINUED AFTER NEXT PAGE



Second Chance for **HIGH SCHOOL** *Drop-Outs to get* **DIPLOMAS**

**FREE Booklet gives you all the facts
on this easier, modern way to finish
high school at home...in spare time**

Now you don't have to go back to school! Instead school comes to you.

Here's an easier, modern way for anyone over 17 to finish high school at home — with just a few hours a week of spare-time study.

Streamlined Teaching for Busy People

This new, streamlined program is offered by Academy for Home Study. It was planned especially for working men and women who need a high school diploma to get ahead and can't take time out to go back to classroom study. It offers all these advantages:

- Full credit for previous schooling
- Easy-to-read text books
- Qualified teachers • Friendly help
- Short assignments
- True-false multiple-choice tests

A high school diploma means a lot today — in prestige and in cash! It can be your key to:

- A better job • Higher pay
- Greater social opportunities
- More security — for you, your family

**Mail coupon today
for your free Booklet**

U.S. government figures show the average high school graduate earns \$70,000 more in a lifetime than the person who didn't finish high school.

High school graduates move ahead faster in their work. They get first crack at the interesting jobs. And they move in social circles that are closed to the person who dropped out of school.

So why make it hard for yourself to "get the breaks" . . . when it's so easy to finish high school the Academy spare-time way?

Get the Full Story—FREE!

Send for Academy's FREE booklet. It tells you the whole story of this time-saving way to earn your high school diploma . . . and the better life that goes with it!

Discover how you can finish high school in less time than you ever dreamed! Fill out and mail the coupon below. There's no cost, no obligation. Mail it TODAY!

ACADEMY FOR HOME STUDY

6355 N. Broadway, Dept. 62-906 Chicago, Illinois 60626

Please rush your FREE illustrated booklet on your easier, spare-time, home-study plan to finish high school. No cost and no obligation.



Name _____ Age _____

Address _____

City & State _____

County _____ Zip No. _____

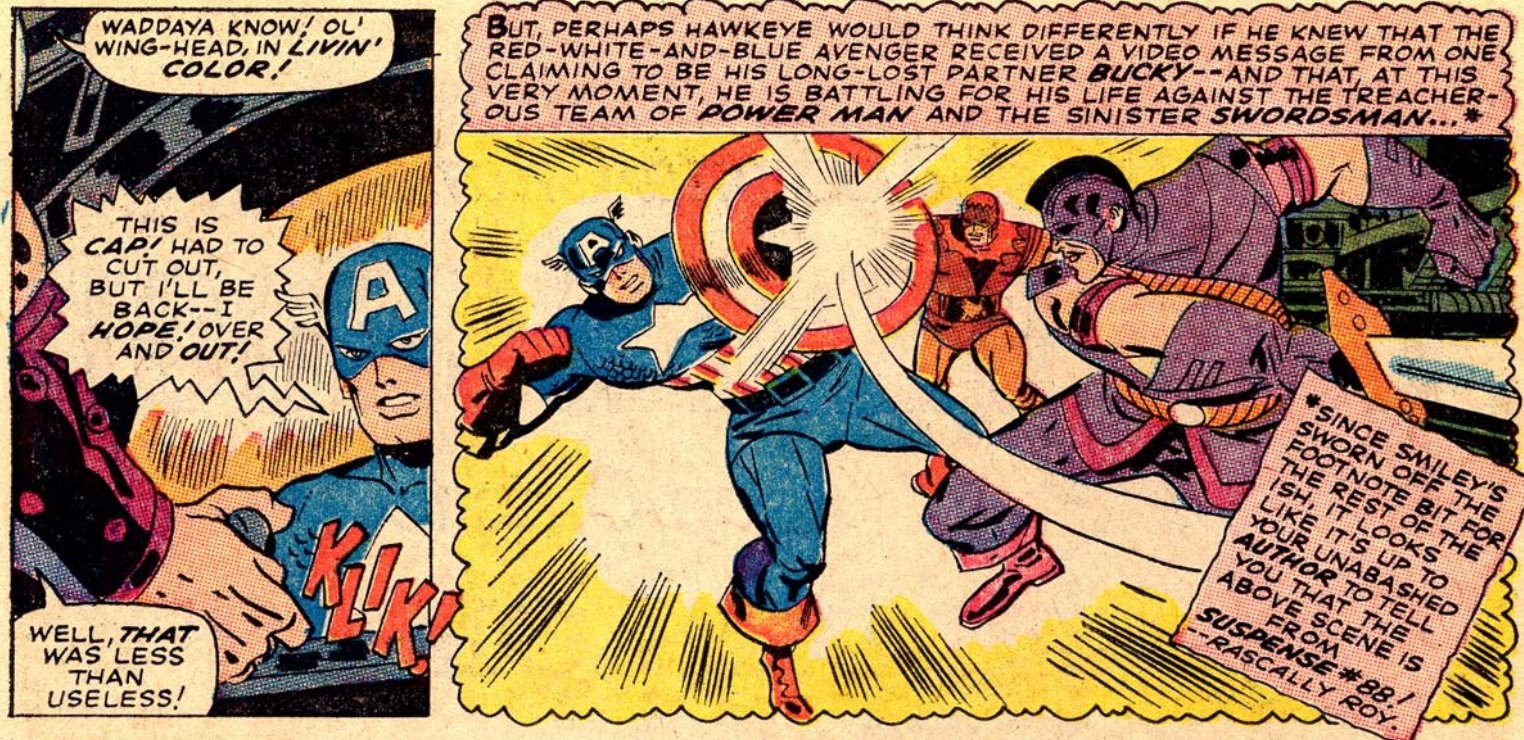
HotComic.net



WADDAYA KNOW! OL' WING-HEAD, IN **LIVIN' COLOR!**

THIS IS **CAP!** HAD TO CUT OUT, BUT I'LL BE BACK--I **HOPE!** OVER AND OUT!

WELL, THAT WAS LESS THAN USELESS!



BUT, PERHAPS HAWKEYE WOULD THINK DIFFERENTLY IF HE KNEW THAT THE RED-WHITE-AND-BLUE AVENGER RECEIVED A VIDEO MESSAGE FROM ONE CLAIMING TO BE HIS LONG-LOST PARTNER **BUCKY**--AND THAT, AT THIS VERY MOMENT, HE IS BATTLING FOR HIS LIFE AGAINST THE TREACHEROUS TEAM OF **POWER MAN** AND THE SINISTER **SWORDSMAN**...*

*SINCE SMILEY'S SWORN OFF THE FOOTNOTE OFF THE REST OF THE SH, IT LOOKS LIKE IT'S UP TO YOU UNABASHED AUTHOR TO TELL ABOVE THAT THE SCENE IS FROM **SUSPENSE #88!** --RASCALLY ROY.



AS, IN AVENGERS HQ...

EVIDENTLY, CAP LEFT ON SOME HIGHLY **PERSONAL** MATTER!

IT MUST BE **IMPORTANT**--OR HE'D NEVER HAVE LEFT HIS POST BEFORE HE WAS **RELIEVED!**

BUT--WE CAN'T VOTE ON **BLACK WIDOW'S** ADMISSION UNLESS **ALL MEMBERS' VOTES** ARE ACCOUNTED FOR!

I MIGHT'A **KNOWN** YOU'D ALL LOOK FOR SOME KIND OF **OUT!** AND, THANKS TO CAP, YOU'VE GOT ONE!

BE **FAIR**, HAWKEYE! YOU KNOW OUR **RULES!** CAN'T YOU SEE--?

ALL I SEE IS THAT I'VE BEEN PLAYED FOR A **SUCKER**--BY **JOKERS** WHO'RE SUPPOSED TO BE MY **FRIENDS!**

SAVE YOUR **ANGER**, MY IMPETUOUS ARCHER, FOR A CAUSE WHICH IS NOT **LOST...**



NATASHA, BABY--WHERE'VE YOU BEEN? WE'VE BEEN **WAITIN'** FOR--

YOU NEED WAIT **NO LONGER!** I AM LEAVING AMERICA! WITHIN THE HOUR, I SHALL BE... **GONE!**

GONE? WHERE?



I CANNOT TELL YOU MY EXACT DESTINATION...EXCEPT THAT IT LIES BEHIND THE **BAMBOO CURTAIN!**

NO-- YOU CAN'T, 'TASHA! YOU SAID YOU WERE **THRU** WITH THOSE **CREEPS--FOREVER!**

CAN ANYONE EVER TRULY ESCAPE HIS PAST--WHILE HE YET **LIVES?**



NOW, **HOLD ON** A MINUTE, NATASHA! THERE MUST BE MORE TO THIS THING THAN MEETS THE **EYE!**

I MAY NOT BE A CHARTER MEMBER OF YOUR **FAN CLUB**, WIDOW--BUT, I NEVER HAD YOU FIGURED FOR **SELLIN' OUT!** WHAT GIVES?

DO NOT QUESTION ME, GOLIATH! THIS IS NOT YOUR CONCERN--

MAYBE IT'S NONE A HIS BUSINESS, NATASHA-- BUT IT SURE IS MINE!

I'M THE GUY THAT'S IN LOVE WITH YOU, REMEMBER?

I CAN'T BELIEVE IT! BLACK WIDOW-- GOING BACK BEHIND THE BAMBOO CURTAIN!

WELL, GET USED TO THE IDEA, WANDA-- 'CAUSE I'M BEGINNIN' TO THINK THE LADY MEANS WHAT SHE SAYS!

REST ASSURED THAT I DO, AVENGER! AS FOR YOU, HAWKEYE-- FORGET ANY FOOLISH THOUGHTS OF ROMANCE BETWEEN US!

FOR, IT WAS FATED NEVER TO BE!

I HAD TO TELL HAWKEYE THAT LIE! OTHERWISE, HE MIGHT HAVE FOLLOWED ME-- AND, I COULD NOT LIVE IF ANY HARM SHOULD COME TO HIM!

THUS, IT IS ALL FOR THE BEST! AT LEAST, THAT IS WHAT I MUST TELL MYSELF!

OKAY, WIDOW--WE'RE CONVINCED! NOW, WHY DON'T YOU HOT-FOOT IT BACK TO YOUR MURDEROUS CHUMS?

THEY'VE PROBABLY GOT A LIGHT BURNIN' IN THE WINDOW!

HANK-- HOW COULD YOU BE SO CRUEL?

FOR ONCE, I'M WITH GOLIATH! I MUST'VE BEEN OUTTA MY TREE, THINKIN' THAT A LEOPARD LIKE YOU COULD CHANGE HER SPOTS!

YOU'RE TRESPASSIN', SISTER! THIS PLACE IS FOR AVENGERS ONLY!

OH, 'TASHA-- 'TASHA...

VERY WELL! I SHALL DEPART-- AND BOTHER YOU NO MORE!

SLAM!

WELL, NOW THAT SHE'S GONE, I CAN SPEAK FREELY! I HAVE SOME AVENGER BUSINESS TO PROPOSE...

BUSINESS? AT A TIME LIKE THIS?

YAK ABOUT ANYTHING YOU WANT, ALL A YA! I'VE HAD IT WITH THE "AVENGERS ASSEMBLE" BIT!

I'M CUTTIN' OUT OF THIS COMBO--FOR GOOD!

HAWKEYE! SURELY--YOU DO NOT REALIZE WHAT YOU'RE DOING!

BUT I DO, WANDA! FOR THE FIRST TIME IN A LONG TIME, I KNOW JUST WHAT I'M DOIN'!

HERE--KEEP THIS CRUMMY BOW AS A PRESENT FOR THE NEXT SAP YA SHANGHAI!

WAIT, HAWKEYE! I--I'M COMING WITH YOU!

SUDDENLY, I CAN'T STAND IT IN THIS ROOM ANY LONGER!

SUIT YOURSELF, JAN! BUT, BRING ALONG YER TRANSISTOR RADIO...

'CAUSE I SURE WON'T BE MUCH COMPANY TONIGHT!

HAWKEYE "JAN" WAIT!

THEN, AS THE DOOR SHUTS BEHIND HAWKEYE AND THE WASP...

THIS IS TRULY THE BLACKEST DAY IN THE HISTORY OF THE AVENGERS!

YES, MY BROTHER-- IF, INDEED, THE AVENGERS STILL EXIST!

A SHORT TIME LATER, TWO FORMIDABLE FIGURES MATERIALIZE ON THE ROOF OF THE AVENGER MANSION...

AH--TOO MANY DAYS HAVE PASSED SINCE HERCULES HATH WALKED AMONGST MORTALS, AND SAVORED THE SWEET SOUND OF THEIR ADORATION!

BUT, FORGET NOT, MY LORD, THE TRUE PURPOSE OF THIS JOURNEY--

REVENGE! REVENGE UPON THOSE WHO HAVE HERETOFORE DEALT HARSHLY WITH... THE ENCHANTRESS!

FEAR NOT--HERCULES SHALL AVENGETHINE HONOR!

A FEW MOMENTS AFTERWARD, DIRECTLY BELOW...

THEN YOU DON'T BELIEVE NATASHA PLANS TO DEFECT, HANK?

NO, PIETRO! SHE MUST HAVE SOMETHING ELSE UP HER WEBBED SLEEVE... SOMETHING SHE WANTS TO KEEP FROM HAWKEYE!

BUT, BECAUSE I GOADED HER INTO LEAVING, OUR AMOROUS ARCHER PICKED UP HIS MARBLES AND WALKED OUT--AND SO DID JAN!

WAIT! THAT SOUND--

THE NORTH WALL-- SOMETHING IS SMASHING THRU IT!

KRAK!

THEN, AS THREE PAIRS OF EYES FALL ON THE MENACING INTRUDER...

HAN! ONLY A TRIO OF THINE ENEMIES ARE PRESENT TO MEET THEIR DOOMS, MY LADY! SURELY, THEY SHALL NOT DETAIN US LONG!

DESTROY THEM, MY PRINCE--BEFORE THEY CAN ATTACK US!

UH OH! I DON'T KNOW WHO THAT BULGING-MUSCLED BOZO IS-- BUT HE SURE ISN'T HERE TO SELL GIRL SCOUT COOKIES!

SMASH THE FAST-MOVING ONE FIRST-- THEN DEAL WITH THE GIANT! THE FEMALE SHALL BE MINE!

I SHALL SQUASH HIM LIKE A FLEA--!

UHHNN! HE HATH STRUCK ME-- AND FLED-- FASTER THAN MINE EYE CAN FOLLOW!

BUT, IT MATTERS NOT! FOR, SUCH PUNY BLOWS ARE LIKE DROPS OF RAIN TO MIGHTY HERCULES!

HERCULES?!

THE WOMAN WITH HIM IS THE ENCHANTRESS, GOLIATH! WE FOUGHT HER BEFORE--WHILE YOU WERE ON LEAVE!

BE CAREFUL, MY BROTHER!

STAND BACK! IT IS QUICKSILVER WHO WILL FACE THE NEWEST OF HER EVIL HIRELINGS!

IT CAN'T BE HERCULES! HE IS ONLY... A MYTH!

TASTE THOU THE HAMMERING FISTS OF HERCULES-- AND THEN SAY HE IS NAUGHT BUT THE STUFF OF LEGEND!

BY MY BEARD! THE STRIPLING HATH THE SPEED OF HERMES! AGAIN, HE HATH ELUDED ME!

SKRUNK!

EVEN MY SORCERESS' SPELLS CAN SLOW QUICKSILVER DOWN ONLY THE MEREST FRACTION!

BUT, SURELY HE CANNOT PREVAIL AGAINST THE MIGHTIEST OLYMPIAN OF ALL!

HANK-- HELP PIETRO! YOU MUST!

NO, MY SISTER! OUR FRIEND KNOWS I WISH TO FIGHT ALONE!

IF I FAIL-- THEN IT WILL BE GOLIATH'S TURN!

SWAK!

INSOLENT FOOL! WOULDST THOU SEEK TO TURN THY VERY DEATH-STRUGGLE INTO A GAME?

SUDDENLY, BEFORE THE METEORIC MUTANT CAN DODGE...

THE FLEET-FOOTED MORTAL HATH PAUSED BUT A SECOND! YET, 'TIS TIME ENOW FOR HERCULES!

THOK!

WITH ONE SWEEP OF MINE ARM, I SHALL END THIS FARCE!

NOW--SNUFF OUT HIS LIFE AS IF 'TWERE BUT A CANDLE!

NO--NO!

HOLD IT, WANDA! HE'S STILL CONSCIOUS! HE'S GETTING UP--!

AND NOW--THE FINAL BLOW!

HE'S... RIGHT OVER ME! MUST MAKE MY MOVE--NOW!

CAN SUCH WONDERS BE? HE IS GONE-- IN THE MEREST TWINKLING OF AN EYE!

WHOOOSH!

YES--BUT, IF HIS GREAT FIST HAD STRUCK ME SQUARELY, THE FORM OF QUICKSILVER WOULD NEVER HAVE RISEN AGAIN!

HERCULES, YOU BUMBLING OAF!
IS THIS HOW YOU SHOW YOUR
LOVE FOR ME--BY LETTING MY
TORMENTORS GO UNPUNISHED?

SO THAT'S IT! THOR TOLD
US HOW HE AND
HERCULES FOUGHT--BUT
PARTED AS FRIENDS!

IF OUR HERK'S THE REAL
THING, HE MUST HAVE
FALLEN FOR THE EN-
CHANTRESS...AND SHE'S
USING HIM AGAINST
US!

WE SHALL
SEE HOW
SHE LIKES
MY HEX
POWER!

FOOLISH FEMALE!
WOULD YOU MATCH
YOUR MORTAL ABILITIES
WITH THOSE OF AN
ASGARDIAN?

JUST THEN, AS FATE WOULD HAVE IT...

WANDA--NO!
EVEN YOU
CANNOT HOPE
TO STAND
AGAINST A
GODDESS!

CONCERN
FOR THE
SAFETY
OF HIS
SISTER
DOTH
SLACKEN
THE SWIFT
ONE'S PACE!

AND, IT IS
WRITTEN, ONLY
THE FOOL
FAILS TO STRIKE
WHEN HIS FOE
IS WEAKEST!

SO--NOW STRIKES THE PRINCE
OF POWER!

THESE SINEWS OF
METAL--FROM YON
STRANGE DEVICE--
SHALL BE THE LASH
OF HERCULES...AND
BRING THE INSOLENT
MORTAL TO HIS KNEES!

RRRIID!

HE PLANS TO USE
THOSE STEEL CABLES
AS A WHIP AGAINST
ME! BUT, I CAN EASILY
SIDESTEP THEM...

HOWEVER, EVEN THE FASTEST OF THE AVENGERS
DOES NOT POSSESS SPEED ENOUGH TO AVOID WHAT
HAPPENS NEXT!

BOOM!

THE
MACHINE'S
EXPLO--
UNNH!

THE
FLEET-
FOOTED
MORTAL
SHALL
ELUDE
ME...NO
MORE!

HAH! TRULY,
THE GODS OF
OLYMPUS DO
SMILE ON
HERCULES
THIS DAY!

THEN,
SUDDENLY,
A GASPING
SCREAM
IS HEARD...

PIETRO--
MY
BROTHER!
HE IS HURT!
I MUST GO
TO HIM!

SAVE YOUR TEARS FOR
YOURSELF, SCARLET WITCH!
SOON, YOU SHALL JOIN
HIM--IN DEATH!



NORMAN ROCKWELL—America's most beloved artist. He is a founder and member of the Guiding Faculty of the Famous Artists Schools.

into good artists. Albert Dorne asked, "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?"

He suggested a new kind of art 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 created 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, they developed a wonderful way to give each student personal correction and advice all through his training.

The famous artists with the School are not surprised at the success of their students. The opportunities open to successful artists today are enormous. The School continually gets calls from all over the country asking for practical well-trained students—not geniuses—who can step into full-time or part-time art jobs. And practical, thorough training is what the School offers.

Famous Artists Talent Test

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 and grades it free. Men and women who do well on the test—or 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 5252, 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 and information about •

• your courses. •

•

• Mr. } _____ Age _____ •

• Mrs. } _____ •

• Miss } ◀ Circle one and please print •

• Street _____ •

• City _____ •

• State _____ Zip _____ •

• •

"We're looking for people who like to draw"

says **NORMAN ROCKWELL**

Today hundreds of men and women who never thought they could be artists are working at easels and drawing boards, making pictures and getting well paid for it. They all can thank a group of famous artists who have devoted much of their time and talent to helping others find success in art.

Some of the People the Famous Artists Have Helped

Carl Koch was an 18 year old apprentice in a Chicago art studio when he enrolled. Today he prepares ads for such companies as General Motors and Firestone—has won five gold medals.

Howard Sanden of Minneapolis took the Course while still in high school. He is now a successful artist—last year he and his wife traveled through Europe and the Middle East on important art assignments.

Paul Sullivan enrolled at 14. His Famous Artists training helped him work his way through college.

Stan Bowen, father of three children, was trapped in a dull, low-paying job. By studying with FAS he

became a sought-after illustrator, has opened his own studio.

With Famous Artists training Rosemary Roberts was hired by a top department store as an artist—with a big chance to advance.

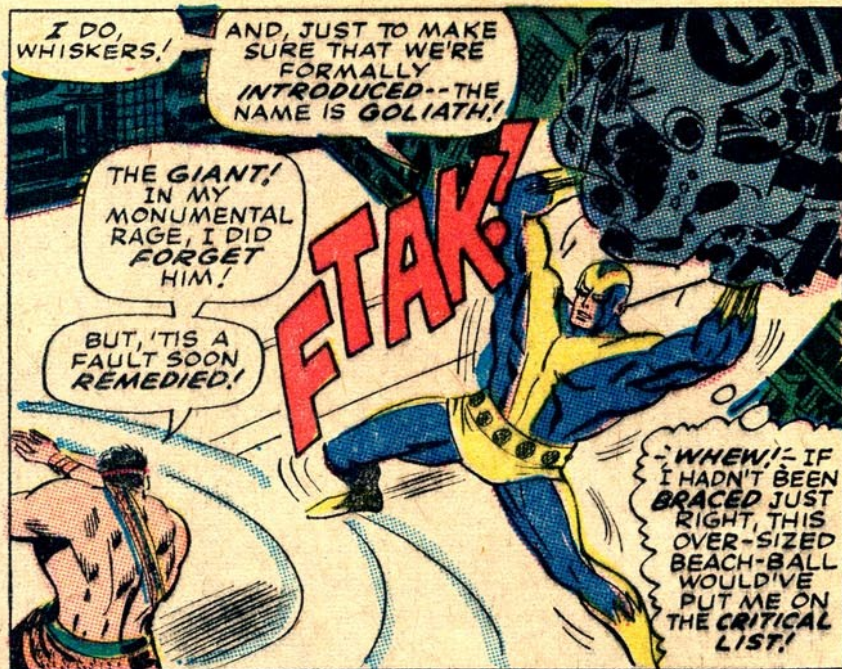
Oregon housewife Helen Tryk lives 150 miles from the nearest big city. But she does fashion illustration, has her own studio, runs an art workshop, does portraits.

A Plan to Help Others

It started over 18 years ago when a group of America's most successful artists—men like Albert Dorne, Norman Rockwell, Jon Whitcomb, Al Parker and Stevan Dohanos—met in New York City. They knew that all over America there were people who liked to draw who could be turned

FOUNDING FACULTY OF FAMOUS ARTISTS SCHOOLS

NORMAN ROCKWELL	FRED LUDEKENS
JON WHITCOMB	BEN STAHL
AL PARKER	ROBERT FAWCETT
STEVAN DOHANOS	AUSTIN BRIGGS
GEORGE GIUSTI	HAROLD VON SCHMIDT
PETER HELCK	ALBERT DORNE



YET, AGAIN THOU STRIVEST TO RISE! NEVER HAVE MINE EYES BEHELD SUCH A MORTAL!

A PITY THOU ART DOOMED... DOOMED BY THINE ACTIONS AGAINST THE BEAUTEIOUS ENCHANTRESS!

HIT MY HEAD... WHEN I LANDED! BUT... MUST KEEP FIGHTING!

NOW, FEEL THE FULL MIGHT OF THE FABLED FISTS OF HERCULES!

BOK!!

OOOOF!!

WHAM!!

HAH! EVEN THE REGAL THUNDER GOD HIMSELF WOULD HAVE BEEN STAGGERED BY THE FORCE OF SUCH A BLOW!!

BUT MEANWHILE, WHAT OF THE FRANTIC WANDA, WHO HAS RUSHED TO THE SIDE OF HER FALLEN BROTHER?

THANK HEAVEN-- HIS SPEED PROTECTED HIM, SO THAT HE WAS MERELY STUNNED BY THE EXPLOSION!

WAIT-- BEHIND ME--!

ARISE, MORTAL-- AND MEET YOUR FATE!

OHH... SHE'S HURLING A POWERFUL SPELL AT ME! MUST FIGHT BACK...

ONLY SECONDS AGO, I SENT OUT AN AVENGERS ALERT! IF ONLY THE OTHERS HEAR IT AND RETURN!

IF NOT, THIS MAY WELL BE-- THE END OF THE AVENGERS!

DO YOUR WORST, SCARLET WITCH! NOTHING CAN SAVE YOU NOW!

AND, INDEED, IT SEEMS AS IF THE SPINE-CHILLING PRONOUNCEMENT OF THE EVIL ENCHANTRESS MAY BE TRUE! FOR, AT THAT PRECISE INSTANT, IN A WELL-KNOWN CHINESE RESTAURANT ON 55TH STREET...

I HOPE THE PORK LO MEIN IS PREPARED TO YOUR TASTE, SIR!

IT ALWAYS IS! WANT ANYTHING ELSE, NA--ER, JAN?

NO, I--I GUESS I'M NOT REALLY TOO HUNGRY, HAWKEYE!

WHAT'S WRONG WITH ME? HANK PYM ACTED LIKE A BIG, FAT STUFFED SHIRT WHO DESERVED TO BE WALKED OUT ON-- AND YET...

SUDDENLY, JAN'S REFLECTIONS ARE RUDELY INTERRUPTED, AS...

WADDAYA KNOW! MY RING'S VIBRATIN'-- WE'RE GETTIN' A "Y'ALL COME" SIGNAL FROM THE AVENGERS!

WELL, OL' HAWKEYE DOESN'T PLAY THAT GAME ANY MORE-- AND, IF YOU'RE SMART, YOU'LL STAND 'EM UP, TOO!

BUT-- WHAT IF THEY'RE IN SOME KIND OF DANGER?

NUTS! THOSE CREEPS YELL "AVENGERS ASSEMBLE" EVERY TIME SOMETHIN' GOES WRONG WITH THE POP-UP TOASTER!

SURE, I'D SLAP ON THAT OFF-PURPLE MASK AND COME RUNNIN'-- IF I FIGURED THE OTHERS WERE REALLY IN A JAM!

I SUPPOSE YOU'RE RIGHT, HAWKEYE! AFTER ALL, WE JUST LEFT THEM AT AVENGERS HQ...

BUT, I THINK THEY'RE JUST CRYIN' WOLF! AND, THIS IS ONE LITTLE LOST LAMB THAT'S GONNA STAY LOST!

WHAT MENACE WOULD DARE CONFRONT THEM THERE?

NOW THAT IRONY TIME IS OVER, LET'S SHIFT OUR SCENE BACK, AND LEARN THE ANSWER TO LOVELY JAN'S RHETORICAL REMARK...

MY SPELL CAUSES THE VERY MOLECULES OF THE AIR TO BECOME ELECTRIFIED! BEG FOR MERCY--AND PERHAPS I SHALL SPARE YOU!

NEVER!

SHE CAUGHT ME OFF GUARD! BUT, I CAN STILL UTILIZE MY OWN HEX POWER... AT THE FLOOR!

AND, THE NEXT SECOND...

THE HEX--IT RICOCHETED INTO THE MACHINERY!

I MUST LEAP OUT OF THE PATH OF THAT FALLING DEBRIS!

KWOOOON!

UNHHH!

SOME OF THE FLYING METAL SHORT-CIRCUITED THE VIDEO-MONITOR--CAUSING IT TO BLOW UP!

IF ONLY THE ENCHANTRESS WAS CLOSE ENOUGH TO BE KNOCKED UNCONSCIOUS--!

HOWEVER, BEFORE WANDA CAN ACT...

IMPERTINENT MORTAL! WOULD YOU SEEK TO DEFEAT A GODDESS--AN IMMORTAL OF ASGARD?

NOW, NOTHING BUT YOUR COMPLETE DESTRUCTION SHALL SATISFY ME!

WHILE, ON THE OTHER SIDE OF THE SPACIOUS CHAMBER...

LET THIS BE A LESSON TO YOU, HERK, OLD BOY!

NEVER COUNT YOUR GOLIATHS BEFORE THEY'RE SCRATCHED!

THOU SPEAKEST BUT TO BOLSTER THINE OWN SAGGING SPIRITS, MOUNTAINOUS ONE!

BUT, THE PRINCE OF POWER HATH FELT THE FORCE OF THY BLOW--AND KNOWETH THAT THY STRENGTH BE SWIFTLY FAILING!

UNFORTUNATELY -- HE JUST HAPPENS... TO BE RIGHT!



350 KRAZY LABELS
Gummed
Assorted crazy signs. Rat Finks and Nutty Savings
\$1.00
KRAZY LABELS BOX 1225-MC NEWARK, N.J.

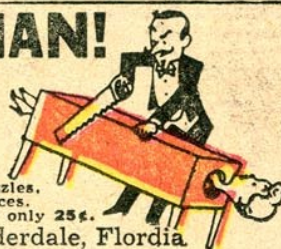


BIKE DECALS
Over 50 flashy, colorful picture decals to dress up your bike, models, luggage, etc.
50 for \$1.00
BIKE DECALS BOX 1225-MC • NEWARK I, N. J.

1000 TRICKS

BE A MAGICIAN!

Mystify — astonish others. Have fun. Be the life of the party. Make money in spare time too! Rush 25¢ now—today for this \$1.00 Giant Deluxe 160-Page Magic and Fun Catalog. Loaded with Magic, Pocket Tricks, Mysteries, Illusions, Secrets, Mindreading, Hypnotism, Party Stunts, Joker's Novelties, Puzzles, Brainbusters, Books, etc. Low prices. Illustrated! Send name, address and only 25¢.



Vick Lawston, Dept MC 27, NE Fifth Ave., Ft. Lauderdale, Florida

— BEAUTIFUL TOPICAL COLLECTION —

Includes Olympic sports stamps, wild animals, bicolor triangles, colorful birds, outer space stamps, Poland kitten stamp, and others. 10¢ with approvals. Sunny Stamps, Dept. #53-A, Fruitport, Michigan 49415.

LOOK — GIANT PHILIPPINE

stamp, plus New Zealand, Cuba and others. Only 5¢ with U.S. or foreign approvals. Earl Thompson, 5448 Odell St., St. Louis 9, Mo.

Clean Foggy Eyes

Float away dust, dirt, other irritants with refreshing LAVOPTIK Eye Wash. Soothes, relieves itching and burning. LAVOPTIK Eye Wash, eye cup included, all druggists or send \$1.00 to Lavoptik, 383 Blair Ave., St. Paul, Minn. 55103.

1001 THINGS YOU CAN GET FREE

Available free by writing to different manufacturers, associations, etc. List tells you where to get hundreds of \$\$\$ worth of Free Samples, Informative Books, Maps, Pictures, Posters, Stamps, Gifts, Foreign Coins, etc. Send 50¢ for list. SPECIAL 3 LISTS \$1.00 THINGS FREE

COMPLETE LIST For Only **50¢**

• P.O. BOX 1225-MC • NEWARK I, N. J.

SONG IDEAS WANTED



Write with active, Professional songwriters with publisher contacts. Records made. Share royalties.

HITS WRITTEN BY OUR PAST & PRESENT STAFF:
LET THE LITTLE GIRL DANCE — BILLY BLAND
PRETTY LITTLE ANGEL EYES — CURTIS LEE
WHAT A SURPRISE — JOHNNY MAESTRO
HOMER — THE BELMONT'S • PLUS MANY OTHER HITS!

Send Material NOW for FREE Examination
SONGWRITERS' ASSOCIATES

Studio 9 236 W. 55 St. at Broadway, NY 19, NY

Aerospace Action and Performance

REAL FLYING MODELS

ROCKETS!

Flights up to 2500 ft.

GET A HEAD START IN THE RACE FOR SPACE

BE A ROCKETEER

Learn as you build and fly
Feel the satisfaction and thrill of "blast-off" for your first "bird"



30 exciting new rocket kits from 6" to 24"

ALL MODELS GOOD FOR MANY FLIGHTS

Dozens of plans and designs

ORDER A KIT TODAY
IDEAL STARTER KIT



- ASTRON ALPHA — 12" long, easy to assemble
Complete kit — all parts, 2 engines, design booklet, FREE catalog plus electric launcher kit with batteries. ORDER #BS-60... \$6.00
- ALPHA KIT — without launcher All other items included. ORDER #BS-20... \$2.00

ILLUSTRATED COLOR CATALOG, 25¢

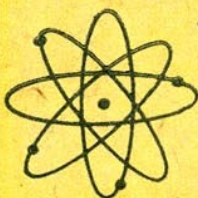
80 exciting pages; 30 rocket kits, launchers, rocket cameras, nose cones, body tubes, fins, payload sections, engines, finishing supplies.

For speedier handling, address to Dept 39-5

ESTES INDUSTRIES

PENROSE, COLORADO 81240

ELECTRONIC COMPUTER BRAIN



- EDUCATIONAL
- FUN AT PARTIES
- SOLVES RIDDLES
- EVEN TELLS FORTUNES

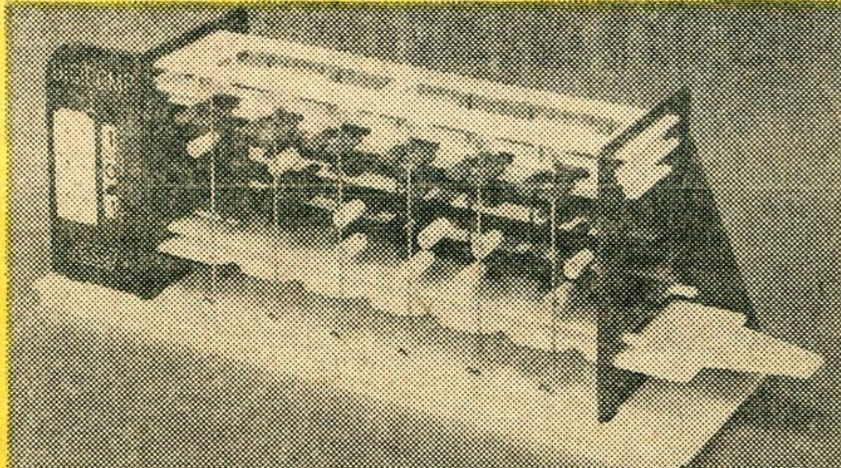
ONLY **\$4.99**

**ADDS — SUBTRACTS —
MULTIPLIES — MEMORIZES**

Digi Comp I is a miracle of the modern space age. It is an actual working digital computer that is designed simply and visually to demonstrate the apparatus hidden within the circuits of the giant brains of today. You will be able to add, subtract, multiply—solve problems—solve riddles—even check out Dad's bank balance and see that it is right. This magnificent little machine will shift, complement, carry, memorize, count, compare and sequence.

TRAIN IT TO DO YOUR BIDDING

Digi Comp I can even be trained for fun such as fortune telling, etc. And, think how amazed all your friends will be when you solve problems of missile countdown, satellite re-entry and missile checkout. Designed in plastic, this mechanical analog of a binary computer is 12" x 3½" x 4" and is open so its fascinating operation can be viewed. In kit form, it can be assembled in less than one hour and is complete with all parts, assembly chart and full 28-page operations manual which shows how to check the unit out, program problems, solve riddles and try experiments. A wonderful project for school also.



Full 12" x 3½" x 4", it is open so complete operations can be viewed.

30 DAY FREE TRIAL

Try Digi Comp I in your home for 30 days free. Have fun putting it together, and have fun and excitement solving problems, riddles, telling fortunes and studying space age miracles. If you don't agree with us that this is the most exciting new development in modern research, then simply return for full refund. But don't delay—fill in coupon now. Only \$4.98 + 63¢ shipping charges.

Money Back Guarantee

Royal Advertising Corp.
Lynbrook, New York
Dept. 805

Rush me my Electronic Computer Brain at once. I understand if I am not 100% delighted, I may return it for prompt refund of my purchase price.

I enclose \$4.98 + 63¢ shipping charge. Same guarantee.

I enclose \$1.00 deposit. Balance C.O.D. I will pay postman on delivery plus C.O.D. and shipping.

NAME.....

ADDRESS.....

SHOP BY MAIL

Now You Can Be TALLER Instantly!

By at least 2 full inches with amazing new invisible "LIFTEE" HEIGHT INCREASE PADS

Are you handicapped in your social contacts because of a short appearance... tired of being called short? Now, at last you need not suffer this embarrassment any longer with the aid of "LIFTEE", the new amazing HEIGHT INCREASE PADS. Simply slip these invisible pads in any pair of shoes. New step into them and add 2 inches in height. THE SAME HEIGHT INCREASE AS EXPENSIVE HEIGHT INCREASING SHOES, for a fraction of the cost to give you new poise and self-confidence—a key to success and romance. No one will suspect that you are wearing them—but what an impressive difference they make! These LIGHTWEIGHT FOAM RUBBER AND CUSHION CORK PADS fit securely without gluing and interchangeable in any shoes. "LIFTEE" is scientifically designed for real walking comfort and an aid to better posture. "LIFTEE" is worn by thousands of smart men and women in all walks of life. Durable and shock absorbing. State man's or woman's shoe size.

SEND NO MONEY! Free 10 Day Trial!
Pay postman on delivery, only \$1.98 plus postage per pair of "LIFTEE" HEIGHT INCREASE PADS. Or send only \$1.98 with order and we pay postage. 10 DAY TRIAL MUST SATISFY OR MONEY WILL BE REFUNDED. THE LIFTEE CO. • Dept 152 Box 608 Church Street, N.Y.C. 8

DOG WHISTLE

You adjust pitch. Easy for long distance hearing. Save steps. Save your voice.

FREE—Stainless steel neck bead chain. Always handy. Worth around neck.

STABRYM-147-47-8th Av., Whitestone, N.Y.

Rush \$1 MONEY BACK GUARANTEE

How to WRITE, SELL and PUBLISH YOUR OWN SONGS

Learn how to write songs correctly. How to get them recorded. How to sell and promote them. Secrets and methods used by professionals. Information FREE.

ACE PUBLISHING, BOX 64-E BOSTON 1, MASS.

"Gag" CARTOONS PAY BIG MONEY!

Learn at home in spare time — professionally — how and where to sell. Send \$50¢ to cover cost of mailing and handling for SAMPLE LESSON and complete details. State age.
HAL EVANS SCHOOL, Box 57 Brookfield, Ill. Dept. T3



POEMS WANTED

TO BE SET TO MUSIC
Send one or more of your best poems today for FREE EXAMINATION. Any subject. Immediate Consideration.
PHONOGRAPH RECORDS MADE
CROWN MUSIC CO.
49 W. 32 St., Studio 11, New York 1

Ram Jet Engine

Jet Engine Burns Gas

Powerful continual thrust for models, experiments, thrill! Operates by itself or drives model car, boat, plane, etc.
LOWEST PRICED GAS ENGINE. Ram Jet principle. No moving parts. Easy starting. Runs on regular gasoline. 6" long. Use two for double power.
2 for \$3.75 Complete. Each... \$1.50
JOHNSON SMITH CO., Dept 155, DETROIT 7, MICH.

PLAY GUITAR IN 7 DAYS OR MONEY BACK

TOP GUITARIST ED SALE'S famous 66 page secret system worth \$3.00 teaches you to play a beautiful song the first day and any song by ear or note in seven days! Contains 52 photos, 87 finger placing charts, etc., plus 110 popular and western songs, (words and music); a \$1.00 Chord Finder of all the chords used in popular music; a \$3.00 Guitarist Book of Knowledge.
Total Value \$7.00—Now Only \$2.98

SEND NO MONEY! Just your name and address; pay postman \$2.98 plus C.O.D. postage. Or send \$3.00 with order and I pay postage. (Sorry, no C.O.D. outside Continental U.S.A.—please remit with order).
ED SALE, Studio 195-B, Aven By the Sea, N.J.

SEE everything on your TELEVISION in thrilling COLORS!



Sensational COLOR-V filter screen instantly changes dull, dreary black & white pictures to brilliant, eye-filling colors. Attach it yourself in a few seconds. You, your family, your friends will really enjoy the color effects which, while not to be confused with genuine color TV will afford a wonderful treat to the eyes! SEND NO MONEY. pay postman \$2.98 plus C.O.D. and postage charges, or remit with order and we will ship COLOR-V postpaid. Mention screen size when ordering.
SUPERIOR PRODUCTS, Dept. MC-3
34 East 12th St., New York 3, N.Y.

RARE STAMP FREE

Also new packet Aden to Urundi, with Kennedy, Triangles, Space, Sports, Ships, Dogs, Cats, Reptiles, plus others. All free. Send 10¢ for mailing.
Empire Stamp Co., Dept. MC, Toronto, Canada

NEW AFRICAN STAMP COLLECTION—Including Burundi, Guinea, Mali, Rwanda, Togo and others. A colorful addition to your collection. 10¢ with approvals. Capital Stamps, Dept. #53B, Ferrysburg, Michigan 49409.

EXCITING! 100 YEAR OLD U.S.!
Fam. Americans, Presidents, Airmail, Comems. Flag stamps WITH APPROVALS. Valuable Premium to new applicants for 10c.
METROPOLITAN STAMPS
Box 312Z, Jackson Heights, N. Y.

U.S. STAMPS FREE!

Yours FREE—bargain of 50 diff. U.S. Sent "On Approval" ALL U.S. Stamps incl. ALL U.S. Commemoratives. Also all Foreign Sets and Singles, all Roosevelt, Coronations, etc. Try our "Superior Approvals", literature incl. Send 10¢ for handling.
GLOBUS STAMP CO., INC.
NEW YORK, N. Y. 10010. Dept. 323

BIG MONEY IN COMIC BOOKS
WE WILL PAY YOU \$200.00
for 6 comics & up to \$50.00 each for over 5000 back issue comic books priced in the ARGOSY COMIC BOOK PRICE GUIDE. Was \$5.00. Now only \$1.98 —with purchase of Comic Book Price Guide —BATMAN CHECK LIST—(\$1.00 separately) —BIG LITTLE BOOK PRICE GUIDE (\$1.00 value) —ARGOSY CATALOG—(\$5.00 separately) for everything! (\$7.50 total value for \$1.98!)
ARGOSY, 6613 Hollywood Blvd., Dept. MC-3, Hollywood, Calif. 90028

POEMS WANTED SONGS & RECORDS

Opportunity open in booming music business. America's largest studio wants to see your material. No special training needed. Write words as you feel them. We'll tell you if they qualify. All types needed: ballad, R&R, sacred, rhythm & blues, western, etc. Examination and advice absolutely free. Send poems to: Five Star Music Masters—Dept. 3, 6 Beacon St., Boston 8, Mass.

New Way to Big Pay!

LEARN AIR CONDITIONING REFRIGERATION & HEATING

Want big money? A better job or a business of your own? Learn Air Conditioning, Refrigeration & Heating. Over 20,000 new mechanics needed yearly. C.T.I. sends 25 kits. You build a refrigeration system (see picture at right). Many students earn as they learn. Mail coupon now for valuable FREE booklet.

COMMERCIAL TRADES INSTITUTE Dept. MC 267
1400 Greenleaf Avenue • Chicago, Illinois 60626

NAME _____ AGE _____
ADDRESS _____
CITY _____ STATE _____ ZIP _____

Accredited Member National Home Study Council

STAMPS

STAMP COLLECTING OUTFIT

A packet of worldwide stamps, 9 Triangles, 2 Diamonds, animals, insects, flowers, ships, man-in-space, New African Nations, etc. Plus a packet of hinges, perforation gauge and millimeter scale, watermark detector. ONLY 25¢. Plus, stamps from our Approval Service: Buy what you want or none and return those not wanted in 10 days.
L. W. BROWN, Dept. NMC, Marion, Mich. 49665

THOUSANDS OF BEAUTIFUL STAMPS

1¢ each and up — Why pay more when you can get the best for less. Write today for approvals.
PENNY STAMP SERVICE, Orange, Cal. 92669

BETTER U.S. APPROVALS

To introduce our BETTER U.S. APPROVALS we offer 15 of the most wanted U.S. stamps, including a Columbian, Bi-Cents, Army-Navy, Famous American, Airmail and other Commems. for only 10c.
OCEAN STAMPS, BOX 64-D, BROOKLYN 29, N.Y.

111 DIFF. BONANZA 10¢

Includes Indonesia Agriculture set of 4 Plus, 2 Rocket stamps, Scout, Triangle, St. Pierre Bird, Antarctica, Malaria, others ONLY 10¢ with Approvals.
TRU-VALUE, Box 2935, Santa Fe Springs, Cal. 90670

TRIPLE OFFER 10¢

10 diff. Luxembourg plus colorful unused commem. collection ONLY 10¢ with approvals. EXTRA!... United Nations Stamps used on all our mail.
SUNLIGHT STAMP CO., Box 1259-F, New York 17, N.Y.

20 DIFFERENT TRIANGLES 25¢

NO APPROVALS SENT
Picture Stamps, Box 46193-MC, Hollywood, Cal. 90046

Bargain U.S. Miniature Sheets

FIPEX Tipex Cipex Ashville four miniature sheets used for \$1.00. If you ask for our bargain priced U. S. approvals, TriBoro, 38 Park Row, N. Y. 10038.

50 YEARS OLD

15 different U.S. stamps at least 50 years old—10¢ with low priced U.S. Approvals
JAXON STAMP COMPANY
510 Avenue L—Brooklyn 30, N. Y.

U.S. COMMEMORATIVES

Collection containing 33 different selected copies. This amazing offer only 10¢ to introduce our low price U.S. approvals. White, 516 Ave. L, Dept. 2-67 Brooklyn 30, N.Y.

AMERICANS ON FOREIGN STAMPS

Presidents Kennedy, Roosevelt, Lincoln, U.S. Spaceman, Princess Grace & Others. 10¢ with approvals. Roseland Stamps, Dept. #53, Spring Lake, Michigan 49456.

OLD COMIC BOOKS, COINS & STAMPS

Comics bought, sold, traded. Send \$1 for lists. Replica \$3 Bill, 10¢ with Coin or Stamp approvals. List of PRICES WE PAY for Coins, 50c, Comics \$1. Buza Novelties, Box 4164-MC Milwaukee, Wis. 53210

225 STAMPS FOR ONLY 10¢

THIS MAMMOTH VALUE INCLUDES STAMPS WORTH UP TO 25¢! ALSO APPROVALS. WRITE TODAY!

MYSTIC STAMP CO Camden 3, New York

UNITED STATES & FOREIGN STAMPS

34 Diff. US Xmas Seals.....	50	100 Diff. World Wide.....	20
Obsolete US Navy Ship Env.	35	Belgium Hexagon Stamp.....	35
7 Diff. First Day Covers.....	1.00	British Colonies Packet.....	25
Old US Stampless Env.....	1.00	Env. from "Christmas Is".....	1.25
5 Diff. Old US Postcards.....	1.00	4 Diff. FipeX Triangles 1956.....	20
1952 "United Nations" FDC.....	50	1948 Iceland Olympic Stp.....	35
33 Diff. Presidents Illus.....	25	Set of Israel Coin Stamps.....	25
12 Diff. Confederate Facs.....	25	3 Diff. Round Stamps.....	30
Postcard from "Hell".....	50	Sheet 8 Diff. Space Stps.....	25
Dog Team Card of Alaska.....	50	Vatican-Trant Set C'plete.....	3.00

SPRUCELAND M21, P.O. Box 106, PLAINFIELD, MASS. 01101

THOU FIGHTEST ON! TRULY,
THY COURAGE DOH OUTSTRIP
THY REASON!

YIELD, MORTAL...
AND MAYHAP I
CAN PERSUADE
THE ENCHANT-
RESS TO
SPARE THY
LIFE!

I'M AN AVENGER,
FELLA! WE DON'T
KNOW HOW TO
GIVE UP!

OR--DO WE? WHY
DOESN'T CAP SHOW--
OR HAWKEYE? HAS
THAT ARCHER REALLY
WASHED HIS HANDS
OF THE AVENGERS?

THEN, AS AN ALL-ENSHROUDING
DARKNESS BEGINS TO CLOSE,
OVER THE TOWERING TITAN'S
EYES...

AT LEAST...
JAN IS SAFE!
BUT--WHERE IS
SHE?

AND, WHERE
WAS SHE
--WHEN I
NEEDED
HER?

MY MIND... WONDERING!
GOT TO MUSTER ENOUGH
STRENGTH... FOR ONE
LAST CRACK AT HERCULES
--OR WE'RE ALL FINISHED!

NO USE! I'M...
TOO WEAK TO
KNOCK HIM
OUT--!

WHOM!

WONDER BEYOND
WONDERS! WITH
THINE EXPIRING
BREATH, THOU
STRIKEST OUT AT
HIM WHO HATH
VANQUISHED THEE!

BUT, GIVE HERCULES A MERE
MOMENT TO REGAIN HIS
FOOTING, AND--

NO! THERE
IS NO NEED
FOR FURTHER
BATTLE! THE
GIANT
COLLAPSES!

CAN'T
STAND UP...
ANY
LONGER...
EVERY-
THING
GOING
BLACK--!

THE HEART OF HERCULES IS
DEEPLY GRIEVED THAT THE
HONOR OF THE ONE HE LOVES
REQUIRES THE DEATH OF ONE
SO BRAVE!

FOR, BY THE
MAJESTY OF
MIGHTY
OLYMPUS, THE
GIANT'S VALOR
DID EXCEED
EVEN HIS
MIGHTY SIZE!

YET, WHAT
MAN CAN
HOPE TO
DEFEAT...
A GOD?

AND, EVEN AS THE SON OF
ZEUS SPEAKS, THE TIDE OF
MYSTICAL BATTLE IS ALSO
TURNING AGAINST THE
DESPERATE WANDA...



GOLIATH...
HAS FALLEN!
AND, WITH
EACH MOMENT,
I GROW
WEAKER!

AH--THIS IS
THE INSTANT
WHICH I HAVE
AWAITED! I
NEED ONLY CAST
ONE FINAL SPELL--
AND VICTORY IS
MINE!

THEN, THERE IS A JOLTING FLASH
OF MENTAL ENERGY--AS THE LAST
OF THE SCARLET WITCH'S PSYCHIC
DEFENSES ARE TORN AWAY, LEAVING
ONLY--A VULNERABLE HUMAN BEING...

THIS, THEN, IS
TRULY...
THE END!

BUT, EVEN AS
MY VISION FADES,
I SEE SOMETHING
SMALL--RACING
TOWARDS HERCULES...

AND, THE PRINCE OF POWER SEES IT, TOO...

WHAT MANNER OF CREATURE IS THIS WHICH SKIRTS PAST MY HEAD?

JUST CALL ME THE WASP! IF YOU'VE DONE ANYTHING TO HARM HANK--!

DON'T PRESS THE PANIC BUTTON, JAN! THEY'RE ALL STILL BREATHIN'!

I'M NOT SURE JUST WHAT'S GOIN' ON AROUND HERE-- BUT, I'M BETTIN' THAT MUSCLE-BOUND BOZO AINT FROM THE PEACE CORPS!

NOW, THANKS TO YOUR DELAYIN' ACTION, I'VE GOT TIME TO GRAB MY LONG-LOST BOW!

FOOL! YOU AND THE WASP ARE THE WEAKEST OF THE AVENGERS!

WHAT CAN YOUR PUNY ARROWS ACCOMPLISH AGAINST THE ENCHANTRESS...AND MIGHTY HERCULES?

FIRST POWER MAN--AND NOW A GUY CALLED HERCULES! YOU SURE KNOW HOW TO PICK 'EM, LADY!

BOTH OF YOU-- REACH FOR THE SKY, LIKE GENE AUTRY USETA SAY!

THAT'S FAR ENOUGH, YOU WOULD--BE LEGEND--OR YOU'VE HAD IT!

WHAT? YOU DARE TO THREATEN THE SON OF ZEUS WITH AN ARROW?

TALK ABOUT WHISTLIN' IN THE DARK! ALL I HAD TIME TO GRAB IS ONE CRUMMY UNTESTED SULFUR ARROW--AND I'M NOT EVEN SURE IF IT'LL EXPLODE!

THEN, AS THE ANGERED DEMI-GOD ADVANCES CLOSER--EVER CLOSER--TO THE BELEAGUERED ARCHER...

OH, WELL-- HERE GOES NOTHIN'!

THAT BLINDING LIGHT! AND-- THE SMELL OF BRIMSTONE!

BRIMSTONE? NO--IT MUST NOT BE,* FOR, IT IS WRITTEN THAT A SECOND EXPOSURE TO BRIMSTONE... SHALL UNDO MY SPELL USING THE WATERS OF EROS!

MY BRAIN FEELS --AS IF SOME DREAD SPELL WERE BEING LIFTED FROM ME!

NOW I REMEMBER! A BATTLE WITH CUNNING ARES--AND THEN, TWO GOBLETS OF WATER... FROM THE ENCHANTRESS!

*BUT, IT IS--'CAUSE BRIMSTONE AND SULFUR ARE THE SAME THING! --SCIENTIFIC STAN.

HEY! THAT BEATNIK WITH BICEPS IS STARTIN' TO TALK LIKE HE'S THE REAL HERO!

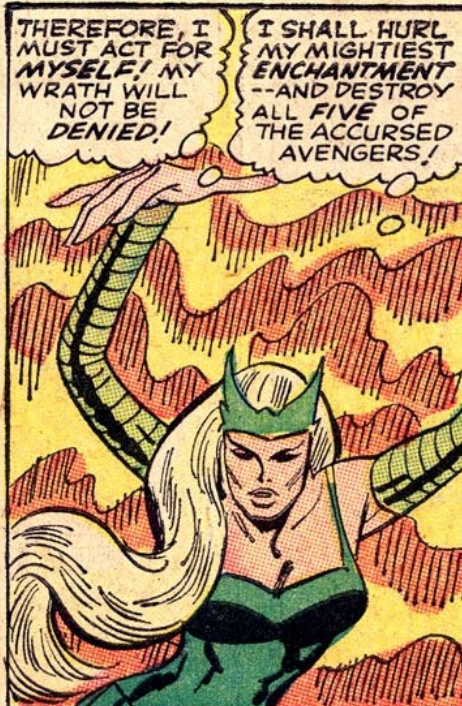


RASH MORTAL! DOST THOU DOUBT THE IDENTITY OF THE LION OF OLYMPUS?

BUT--YOUR FORGIVENESS, ARCHER! FOR, IN TRUTH, I WAS BEWITCHED--AND DID ACQUIT MYSELF AS THINE ENEMY!

I'LL BE--! THE SONUVAGUN MEANS IT!

HERCULES IS FREE OF MY SPELL! NO MORE SHALL HE STRIKE FOR LOVE OF THE ENCHANTRESS!



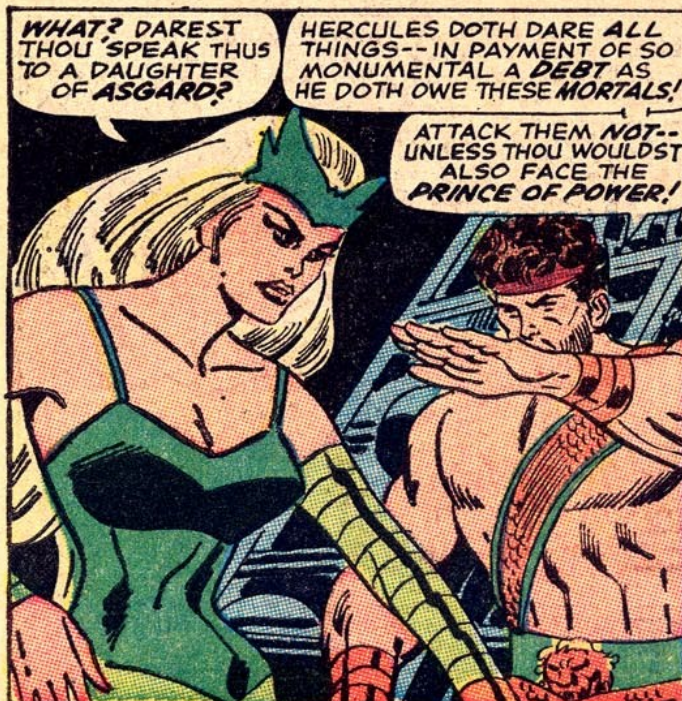
THEREFORE, I MUST ACT FOR MYSELF! MY WRATH WILL NOT BE DENIED!

I SHALL HURL MY MIGHTIEST ENCHANTMENT--AND DESTROY ALL FIVE OF THE ACCURSED AVENGERS!



SUDDENLY, A STRIDENT VOICE RINGS OUT...

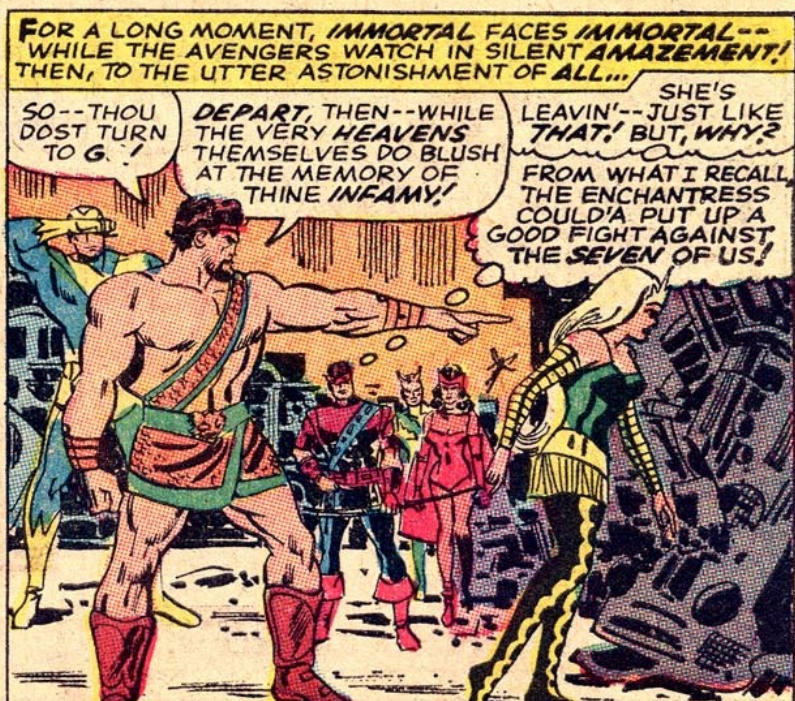
HOLD, GODDESS--HERCULES DOTH COMMAND IT!



WHAT? DAREST THOU SPEAK THUS TO A DAUGHTER OF ASGARD?

HERCULES DOTH DARE ALL THINGS--IN PAYMENT OF SO MONUMENTAL A DEBT AS HE DOTH OWE THESE MORTALS!

ATTACK THEM NOT--UNLESS THOU WOULDST ALSO FACE THE PRINCE OF POWER!



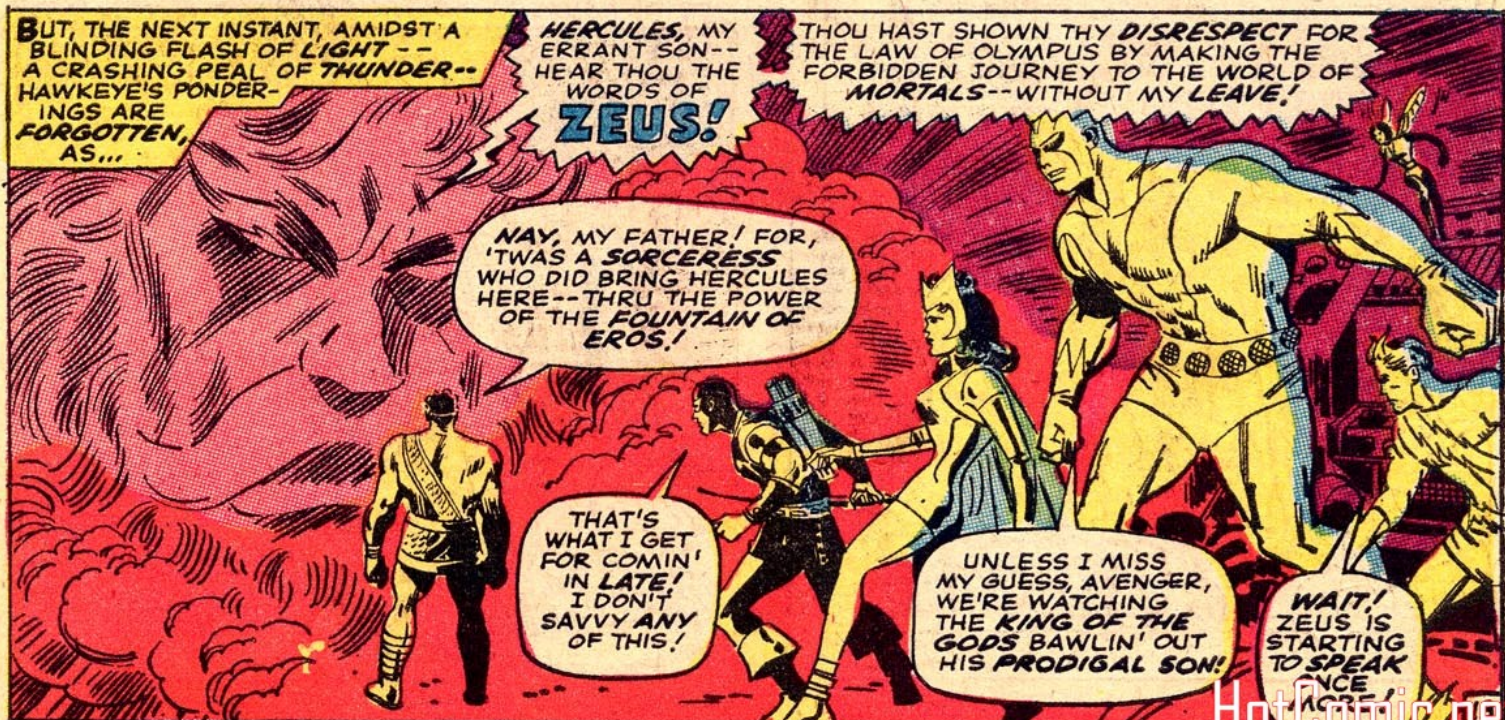
FOR A LONG MOMENT, IMMORTAL FACES IMMORTAL--WHILE THE AVENGERS WATCH IN SILENT AMAZEMENT! THEN, TO THE UTTER ASTONISHMENT OF ALL...

SO--THOU DOST TURN TO G?

DEPART, THEN--WHILE THE VERY HEAVENS THEMSELVES DO BLUSH AT THE MEMORY OF THINE INFAMY!

SHE'S LEAVIN'--JUST LIKE THAT! BUT, WHY?

FROM WHAT I RECALL, THE ENCHANTRESS COULD'A PUT UP A GOOD FIGHT AGAINST THE SEVEN OF US!



BUT, THE NEXT INSTANT, AMIDST A BLINDING FLASH OF LIGHT--A CRASHING PEAL OF THUNDER--HAWKEYE'S PONDERINGS ARE FORGOTTEN, AS...

HERCULES, MY ERRANT SON--HEAR THOU THE WORDS OF ZEUS!

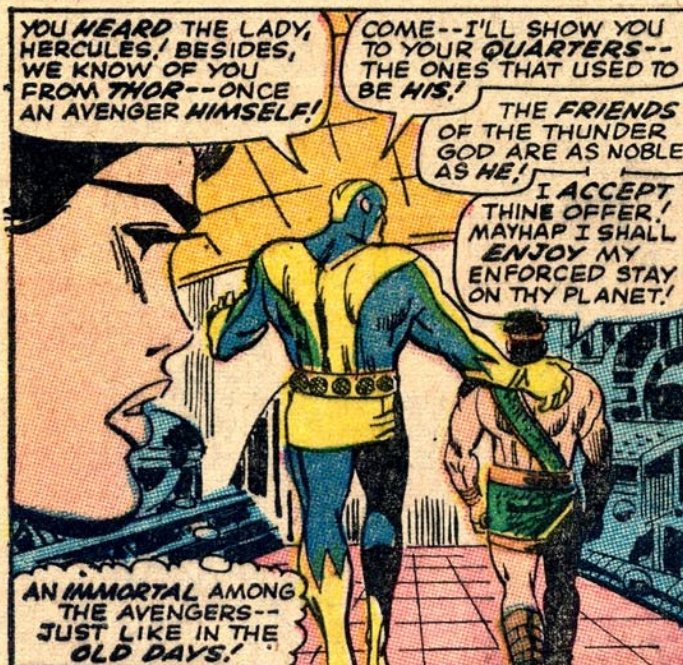
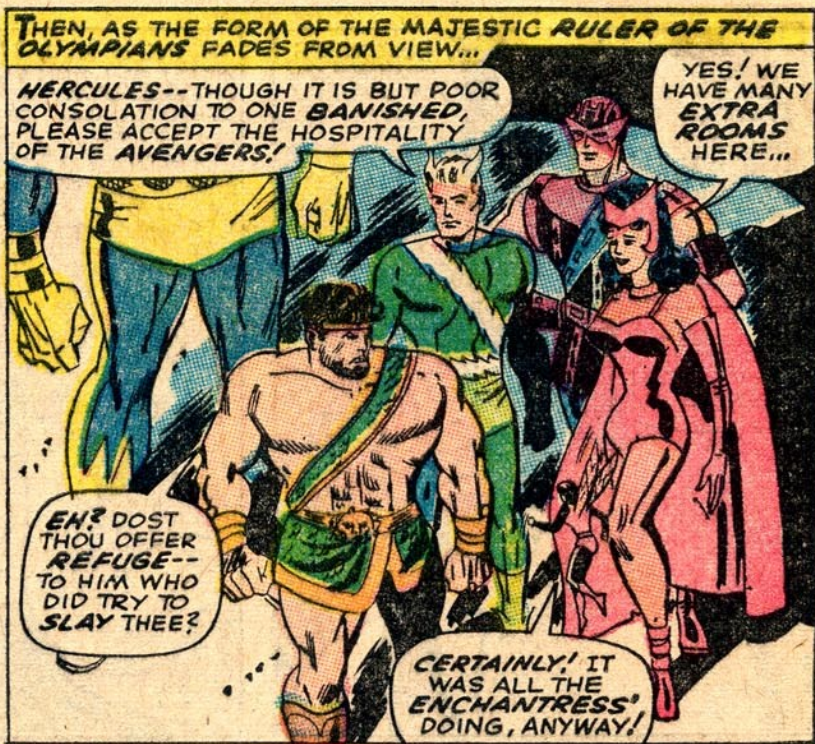
THOU HAST SHOWN THY DISRESPECT FOR THE LAW OF OLYMPUS BY MAKING THE FORBIDDEN JOURNEY TO THE WORLD OF MORTALS--WITHOUT MY LEAVE!

NAY, MY FATHER! FOR, 'T WAS A SORCERESS WHO DID BRING HERCULES HERE--THRU THE POWER OF THE FOUNTAIN OF EROS!

THAT'S WHAT I GET FOR COMIN' IN LATE! I DON'T SAVVY ANY OF THIS!

UNLESS I MISS MY GUESS, AVENGER, WE'RE WATCHING THE KING OF THE GODS BAWLIN' OUT HIS PRODIGAL SON!

WAIT! ZEUS IS STARTING TO SPEAK!





WE'LL PAY YOU \$10,000.00 FOR THIS LINCOLN PENNY

THAT'S RIGHT... a Lincoln cent minted less than twenty five years ago is worth \$10,000.00! Coins do NOT have to be old to be valuable! Don't send any coins until you get our valuable coin catalog (\$1) that shows what WE PAY for ALL coins!



AND WE'LL PAY
\$350.00 FOR THIS CENT
(MINTED LESS THAN
15 YEARS AGO!)

YOU CAN GET
\$300.00 FOR THIS DIME
(MINTED LESS THAN
25 YEARS AGO!)



32 page
hobby
booklet
sent with
every
order.

WILL SEND YOU
\$2000.00 FOR THIS SILVER
DOLLAR (MINTED LESS
THAN 75 YEARS AGO!)



TREASURE HUNT!

We want to buy ALL coins, current and obsolete that are scarce and rare! Just identify the valuable ones with our catalog (\$1) and send them to us... your check goes out immediately! Just look at the prices we'll pay for certain coins: Certain...

Gold coins before 1933.....	\$ 900.00
Silver dollars before 1935....	\$2000.00
Dimes before 1945	\$1000.00
Cents before 1956	\$ 200.00
Half dollars before 1956	\$ 225.00
Quarters before 1956	\$ 100.00



DO NOT SEND ANY COINS until you receive our illustrated U.S. coin catalog (\$1) which shows prices WE PAY for all U.S. coins.

CENTRE COIN CO. 13831-M Ventura Bl.,
Sherman Oaks, Cal. 91413

Rush me your U.S. coin catalog. I enclose \$1 which is refundable if I am not completely satisfied:

Name _____

Address _____

City _____ State _____ Zip _____

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
PHYSICAL STRENGTH NOT NEEDED! JUDO... KUNG FU...

KARATE... YAWARA, etc., included!



Don't be pushed around any longer or walk the streets in fear. Meet brute force quickly to destroy attackers with lightning, instantaneous disablement that makes you victor over thugs twice your size! In a flash—with your BARE HANDS and almost NO PHYSICAL STRENGTH you can disarm, knock down and render attackers harmless with your mastery of the POWERFUL, ORIENTAL FIGHTING arts. We will PROVE it to you at our risk.

ONE MASTER SYSTEM now combines all the BEST self-defense techniques of Ju-Jitsu, Karate, Judo, Yawara, Kung Fu and other Oriental methods into a master system that shows how to turn your entire body into a POWERFUL fighting machine in six seconds after attack. You become master against knives, clubs, guns, surprise attacks by two or three thugs, rear attacks, etc. Turn the tables on savages, quickly!

FEAR NO BULLY... protect yourself and loved ones from mugging, burglars, violence on the streets. You'll master Oriental tricks that give you the top advantage because you're skilled in using pressure zones. KARATE punches, Kung Fu kicks and paralyzing blows that can disable any attacker! You'll have attackers screaming for mercy as you drive them to their knees with the best secrets of many self-defense methods.

OVER 240 ACTION PICTURES make every movement so easy to learn that the very first day you can amaze your friends with your new-found power. Step-by-step in the privacy of your own home you'll discover how to quickly:

- ★ Turn 16 parts of your body into a weapon
- ★ Disarm deadly weapons from attackers
- ★ 27 vital body points that disable
- ★ Escape chokes from front or rear
- ★ Break holds, body locks, arm grasps
- ★ Use nerve zones to paralyze

... Everything you should know to give you the confidence you MUST HAVE in order to protect yourself is revealed in your complete lesson manual of "Forbidden Oriental Fighting Arts" 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

30 DAY FREE TRIAL MUST PROVE IT!

NOTHING. Fourth Degree Black Belt Master, Wallace W. Reumann (one of the greatest living authorities on the Oriental martial arts) has taught many of these secrets to police officers, soldiers, sailors and marines from coast to coast. A special version is even being used by American GUERRILLA WARFARE experts overseas. Now, here's your chance to master the entire system in five evenings at home for a lifetime of protection—ALL AT NO RISK TO YOU!

SPECIAL 30 DAY TRIAL must convince you that you can TURN YOUR BARE HANDS INTO EXPLOSIVE DYNAMITE... LICK YOUR WEIGHT IN TIGERS.

OR PAY NOTHING! Every minute you delay you run the risk of bodily harm to yourself and your loved ones. Be smart! Send \$3.98 today for the complete Oriental Fighting Arts program and put it to the test. If you're not delighted with your new-found POWER thirty days from now—return the program and your money back, no questions asked. You have NEW POWER TO GAIN, nothing to lose by mailing the coupon below, now. Tomorrow may be too late.



PRECISE PUBLICATIONS Dept. F0-15
Box 322, Lenox Hill Sta., N. Y. 21, N. Y.

☐ Make me a master of the Forbidden Oriental Fighting Arts. I enclose \$3.98 under your 30-day MONEY-BACK Guarantee. I promise to use these secrets only for self-defense, never as an aggressor.

Name _____

Address _____

City _____ State _____ Zip _____

A BATTY BARRAGE OF BOMBASTIC BULLETINS; BURSTIN' WITH BI-PARTISAN BANTER, BARE-FACED BANALITY, AND UNABASHED BULL!

DIDJA KNOW? The Marvel Super-Heroes Show on TV is seen in far-off Australia, Japan, Uruguay, Canada, Venezuela, Puerto Rico, and even Kalamazoo! (Of course, none of those exotic places mentioned are far-off if you happen to live there—but, we're sure you get the idea!) As for the candid, capricious comments of our cavortin' critics-at-large—it seems that most merry Marvelites think it's a blast—and they're relieved that our crazy cartoons are reasonably true to the spirit of the mags themselves. As for us, we're going batty trying to keep up with all the shows. In some cities the program is presented five nights a week during the prime-time evening hours. In other cities, it's on the air three nights a week—and in some, it's shown during the afternoons. Some channels feature their own M.C.'s introducing the cartoons while some just put our fabulous little fables on the air without any other whoop-de-do. As for the ratings, we've learned that in most of the key cities where the show is presented, it's been clobbering all the opposition—thanks, no doubt, to the support of loyal Marvel-men everywhere! By the way, we still receive some mail from desperate devotees in areas where Marvel Super-Heroes is not yet televised, asking how they can compel their local channels to get with it. Since we're in the business of producing comic mags, and the TV end is something as new to us as it is to you, we can only suggest that those of you whose cities are still Marvel Super-Hero-less write to your favorite local channels and try to make 'em see the error of their ways! Although, at the rate TV stations thruout the free world are hopping on the madcap Marvel bandwagon, there may not be any culturally underprivileged cities left by the time this meritorious message sees print! And now—one last important point: If you've any cataclysmic comments about the show—anything you like, or loathe—send 'em on to your local station. Simply introduce yourself as one of Marvel's fabulous faithful and pour it on 'em. Just as your liltin' letters have been a truly vital factor in maintaining the quality of the mag you're now reading, so will they help to make our Marvel Super-Heroes Show the kind of TV fare you want it to be! If you like the show's announcer, or think he's for the birds—if you wanna discuss the hour at which it's televised, or the manner in which it's presented, or even if you just wanna write and say "Face Front!", take pen in hand and DO it, tiger—your local channel will love hearin' from you, and your Bullpen buddies won't haveta worry about you becoming inhibited! And now—on to other equally earth-shattering items:

DIDJA KNOW? Genial GENE COLAN bought himself a motorcycle a short while ago and chewed our ears off telling us how great it was. A few days later he came to the Bullpen with a couple of bandaged elbows and a sheepish expression. Today, he's riding around in a swiny little sedan once again, leaving the cycle bit for guys like Peter Parker and his ilk! After all, Spidey doesn't haveta worry about his drawing hand!

DIDJA KNOW? Speaking of bandages 'n stuff, someone over at Brand Echh must be sticking pins in a Marvel doll! Just a few weeks ago, Larrupin' LARRY LIEBER (Ol' Rawhide Kid himself) bent down to pick up an art eraser and suddenly sprained his sacroiliac when he straightened up! It meant a week of bed-rest for luckless Larry while ol' Rawhide had to fend for himself. Then, we no sooner got our little invalid on his feet again than whammo, Wild BILL EVERETT did practically the same thing to his sacroiliac while stepping off a bus! Bill is great on submarines, bucking broncos, and surf-boards—but those ordinary, slow-moving busses—yeesh! Anyway, Mr. Sub-Mariner was also flat on his back for a week while the rest of us spent our time making sure our hospitalization policies are all paid up! You never knew it was so dangerous producing comics, eh?

DIDJA KNOW? When Marvel hires a new art associate, we don't kid around—we get our money's worth. Step up and meet JOHNNY VERPOORTEN, our newest Bullpen backup man. Jumbo John is six feet, six inches tall, and tips the scales at a mere 290 pounds! (He thinks we latched onto him to do artwork for us—but wait'll he sees the costume we're making for him! All we have to do is trick him into it, and we'll have a new, ready-made super-hero to unleash upon mankind!)

DIDJA KNOW? Rascally ROY THOMAS just let the cat out of the bag, admitting that he gave up a scholarship to George Washington University just to write for Marvel! He would have studied world events at G.W.U., and might have ended up becoming a diplomat! However, knowing how the ol' rapsallion shoots his mouth off, he might also have accidentally started World War III—so, we figure mighty Marvel has saved humanity once more by keeping Mr. T. chained to his typewriter.

DIDJA KNOW? Jolly JACK KIRBY'S ears must be really burning. Every comics mag fan has his own personal favorite among all the artists employed by all the different companies—but, when it comes to the opinion of the pro's themselves—when it comes to naming the ARTISTS' ARTIST, there isn't even a contest! Every time the conversation here at the Bullpen gets around to artwork (and what ELSE is there to talk about?), you should hear the top men in the field lower their voices when the name of King Kirby comes up. It's generally agreed that, when you talk of super-hero illustration; of action drawing; of imaginative conceptions; of dynamic, double-barrelled drama; Marvel's many-faceted master simply has no peer! There is hardly a pro pencil-pusher in the field today who hasn't been influenced by Jolly Jack's memorable masterpieces—or by the constantly shattering impact of his creativity. Don't be embarrassed, Jack—this is just Stan's cornball way of telling you that it's been a ball all these years, pal—and the best is still ahead!

THE WRAP-UP!—We're plumb outta room, so hang loose and face front! Life's a swingin' symphony, and we don't wantcha to miss a note of it! 'Nuff said!

THE MIGHTY MARVEL CHECKLIST

Marvel-ous Mags On Sale Right Now!

FANTASTIC FOUR #61: The Sandman returns, more dangerous than ever—but, the big shocker is... the fearsome fate of Reed Richards! It'll stun you!

SPIDER-MAN #47: We can't wait till you see Jazzy Johnny Romita's version of Kraven the Hunter! And, remember the Green Goblin? Well—

X-MEN #30: Our marvelous mutants face the wondrous wizardry—or is it the super-scientific genius—of a foe aptly named... the Warlock!

DAREDEVIL #26: At last—the secret identity of the Masked Marauder revealed—plus the reappearance of the sensational, sinister, startling Stiltman!

THOR #138: See the God of Thunder battle the unbearable Ulik for the life of stunning Sif! And, wait'll you meet up with the mysterious, awesome Orikai!

STRANGE TALES #155: Nick Fury faces his greatest challenge—from within S.H.I.E.L.D. itself! As for Dr. Strange, the only way he can save Clea—is to lose her!

SUSPENSE #88: You'll never forget Iron Man's last-ditch combat with the Mole Man's legions! And, can Bucky really be alive again, as Cap battles Power Man and the Swordsman?

ASTONISH #90: The Sub-Mariner faces his most desperate defeat against the menace known as Byrrah! And, speaking of defeats, wait'll you see who the Hulk is up against!

SGT. FURY #40: Everybody's favorite Howlers set out to rescue a leader of the famous French Underground—only to find themselves caught in a deadly trap!

MARVEL COLLECTORS' ITEM CLASSICS #8: The F.F.! Ol' Shellhead! The Master of the Mystic Arts! And, the Jolly Green Goliath himself! Wotta way to start the new year!

FANTASY MASTERPIECES #7: The original Human Torch and Sub-Mariner—plus more Golden Age goodies with the one and only Captain America! And, just for good measure, three far-out fantasy favorites!

MARVEL TALES #7: Spidey—Thor—the Human Torch—and the wistful, wonderful Wasp! All in one mag—the biggest bargain since the Oklahoma Land Rush!



Let's meet 26 more M.M.M.S. members!

Ronald McDowell
Ventura, Cal.
Michael Maroney
Syracuse, N. Y.

Thomas Kellog
Denver, Colo.
George McMinn
Lansing, Mich.
Sakamoto
Honolulu, Hawaii
Barry Malkiel
Phila., Pa.

Mark Medici
Portland, Ore.
Gene Carlson
Los Angeles, Cal.
Robert Lieberman
Bronx, N. Y.
Dale Atchinson
Nashville, Tenn.

Paul Lyons
Spokane, Wash.
Michael Candy
Colo. Springs, Colo.
Rickle Arnalz
Bronx, N. Y.
Francis Kramer
Carmel, Pa.

Bob Appleton
Stanford, Cal.
Mark Bradshaw
Hays, Kansas
Betty Mayfield
Greenville, Ill.
Joan Balzer
E. Bryn Mawr, Penn.

Ricky West
Bronx, N. Y.
Mac MacLean
Stanford, Cal.
Bill Kremen
Palo Alto, Cal.
Dave Heil
Stanford, Cal.

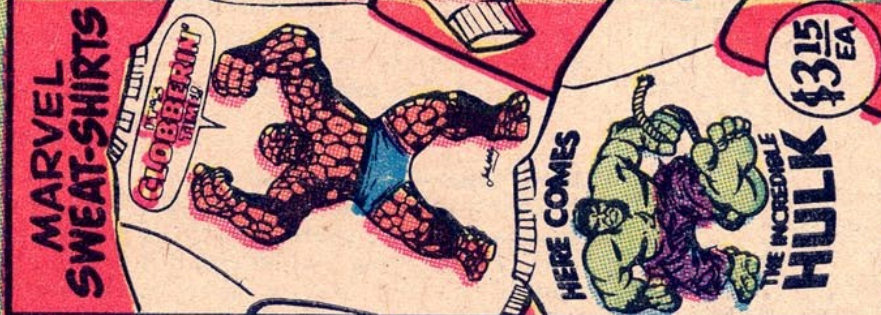
Gene Gavin
W. Haven, Conn.
Ed Duensing
Lake Jackson, Tex.
Jimmy Davis
Montgomery, Ala.
Walt Antipin
Syracuse, N. Y.

CHECK THESE GROOVY MARVEL GOODIES!!

MARVEL SUPER-HERO T-SHIRTS

only \$1.60 EA. PLUS 25¢ FOR POSTAGE AND HANDLING

WRITE SIZE IN COUPON BELOW
YOUTH - SMALL, MEDIUM, LARGE
ADULT - SMALL, MEDIUM, LARGE



CHARACTERS	SIZE	QUANTITY	PRICE @ \$1.60 EA.
1. FANTASTIC FOUR			
2. THE HULK			
3. DR. STRANGE			
4. THE AVENGERS			
5. SPIDER-MAN			
6. DAREDEVIL			
7. IRON MAN			
8. THOR			
9. X-MEN			
10. SGT. FURY			
TOTAL			

PLEASE SEND THING SWEAT-SHIRTS

PLEASE SEND HULK SWEAT-SHIRTS

CHECK SIZE
THING ☐ YOUTH ☐ ADULT
HULK ☐ YOUTH ☐ ADULT

TOTAL

PLEASE SEND STATIONERY KITS AT \$1.00 EA. OR 2 FOR \$1.60

TOTAL

PLEASE ADD 25¢ PER ITEM FOR POSTAGE AND HANDLING. PRINT CAREFULLY. ADD 20¢ EXTRA FOR EACH CANADIAN AND EUROPEAN ORDER. ALLOW 3 TO 4 WEEKS FOR DELIVERY.

NAME _____ ADDRESS _____ CITY _____ STATE _____ ZIP _____

SEND CHECK OR MONEY ORDER TO: MARVEL COMICS GROUP, DEPT. A.J., 625 MADISON AVE., NEW YORK, N.Y. 10022

STATEMENT OF OWNERSHIP, MANAGEMENT AND CIRCULATION

ACT OF OCTOBER 23, 1962, SECTION 4365, TITLE 39, UNITED STATES CODE

- Date of Filing: October 1, 1966.
- Title of Publication: THE AVENGERS.
- Frequency of Issue: Monthly.
- Location of Known Office of Publication: 625 Madison Ave., New York, N.Y. 10022.
- Location of the Headquarters or General Business Office of the Publishers: 625 Madison Ave., New York, N.Y. 10022.
- The names and addresses of the publisher, editor, and managing editor are: Publisher, Martin Goodman, 625 Madison Ave., New York, N.Y. 10022; Editor, Stan Lee, 625 Madison Ave., New York, N.Y. 10022; Managing Editor, None.
- The owner is: (If owned by a corporation, its name and address must be stated and also immediately thereunder the names and addresses of stockholders owning or holding 1 percent or more of total amount of stock. If not owned by a corporation, the names and addresses of the individual owners must be given. If owned by a partnership or other unincorporated firm, its name and address, as well as that of each individual must be given.) Vista Publications Inc., 625 Madison Ave., New York, N.Y. 10022; Martin Goodman, 625 Madison Ave., New York, N.Y. 10022.
- The known bondholders, mortgages, and other security holders owning or holding 1 percent or more of total amount of bonds, mortgages, or other securities (if there are none, so state) are: None.
- Paragraphs 7 and 8 include, in cases where the stockholder or security holder appears upon the books of the company as trustee or in any other fiduciary relation, the name of the person or corporation for whom such trustee is acting, also the statements in the two paragraphs show the affiant's full knowledge and belief as to the circumstances and conditions under which stockholders and security holders who do not appear upon the books of the company as trustees, hold stock and securities in a capacity other than that of a bona fide owner. Names and addresses of individuals who are stockholders of a corporation which itself is a stockholder or holder of bonds, mortgages or other securities of the publishing corporation have been included in paragraphs 7 and 8 when the interests of such individuals are equivalent to 1 percent or more of the total amount of the stock or securities of the publishing corporation.
- This item must be completed for all publications except those which do not carry advertising other than the publisher's own, and which are named in sections 132.231, 132.232, and 132.233, Postal Manual (Sections 4355b, 4355c, and 4356 of Title 39, United States Code).
 - Total No. Copies Printed (net press run): Average no. copies each issue during preceding 12 months: 423,601; single issue nearest to filing date: 484,581.
 - Paid Circulation: 1) Sales through dealers and carriers, street vendors and counter sales: Average no. copies each issue during preceding 12 months: 267,994; single issue nearest to filing date: 310,000. 2) Mail subscriptions: Average no. copies each issue during preceding 12 months: 2,000; single issue nearest to filing date: 2,000.
 - Total paid circulation: Average no. copies each issue during preceding 12 months: 269,994; single issue nearest to filing date: 312,000.
 - Free distribution (including samples) by mail, carrier or other means: Average no. copies each issue during preceding 12 months: 60; single issue nearest to filing date: 60.
 - Total distribution (sum of C and D): Average no. copies each issue during preceding 12 months: 270,054; single issue nearest to filing date: 312,060.
 - Office use, leftover, unaccounted, spoiled after printing: Average no. copies each issue during preceding 12 months: 153,547; single issue nearest to filing date: 172,521.
 - Total (sum of E & F—should equal net press run shown in A): Average no. copies each issue during preceding 12 months: 423,601; single issue nearest to filing date: 484,581.

I certify that the statements made by me above are correct and complete.

(signed) JOHN F. HAYES
(Business Manager)

The Merry

Marvel Marching Society



WE INVITE THOSE FEW HOLDOUTS WHO MUST HAVE BEEN VACATIONING IN SIBERIA TO JOIN NOW, AND CASH IN ON THE FRANTIC FUN!

Make out check or money order for \$1.00 to:

M.M.M.S. MARVEL COMICS GROUP
625 MADISON AVE., NEW YORK, N.Y. 10022

NAME _____

ADDRESS _____

CITY _____

STATE _____

ZIP _____

School, College or Occupation: _____

AVENGERS ASSEMBLE!

SEND YOUR
LETTERS TO:

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

Dear Stan, Roy and Don,

I have been putting off writing to you for quite a while. But, after reading a fan's letter in issue #34, I felt as if it were my duty as a Captain America lover to give an answer to him, and at the same time to express the thought of countless other Marvelites. The very thought of putting Cap out of action causes me to wince with pain. If ol' Winghead was put out to pasture, who would ramrod the glorious Avengers? Who would have all the years of experience that Cap has? Who would have the ability to take charge of a disastrous situation and turn it into ultimate victory? Who would have the courage to rush head-on into the clutches of a deadly super-foe, willing to sacrifice his own life in an effort to save the lives of his companions? I will tell you who. No one! No one person on the face of the earth has all those qualities plus the supreme quality—the talent defined as leadership. Nobody but Cap could have held a team as hot-headed as the Avengers together for so long. If awards for the best Avenger of all time are ever given out, I hope Captain America gets the whole set. Long live the Star-Spangled Avenger!

Bill Mallory, 308 W. 9th St.
Carrollton, Mo.

Thanks for a stirring defense of ol' Cap, William! We're sure everybody reading it must be mighty impressed — except Irving Forbush, who feels — If you can't say something nasty about someone, why bother saying anything at all?

Dear Stan, Roy and Don,

AVENGERS #35 is one of the worst you have published yet. Why? Because of that glory-hound Goliath. You might as well drop all the other Avengers out, and call this book "The Mighty Goliath". None of the others get any action. The Avengers used to be my favorite, and that was because of Captain America. He had enough courage and skill to win over any villains, but now Cap seems to have lost all his skills. I used to burst with pride to see Cap mopping the place up with those meanies. Cap had the skill of Daredevil and Spider-Man rolled into one. But now he just isn't Cap. Goliath is saving Cap and the rest of the Avengers in about every issue. I never thought I could dislike any of the Marvel greats until now. Everybody is always saying that Goliath is the mightiest of all the Avengers. Maybe so, but I say that Cap can handle him any day of the year. So until Cap gains his skills back, make mine Marvel!

Ralph Hensley, 1606 Carll St.
Cincinnati 25, Ohio

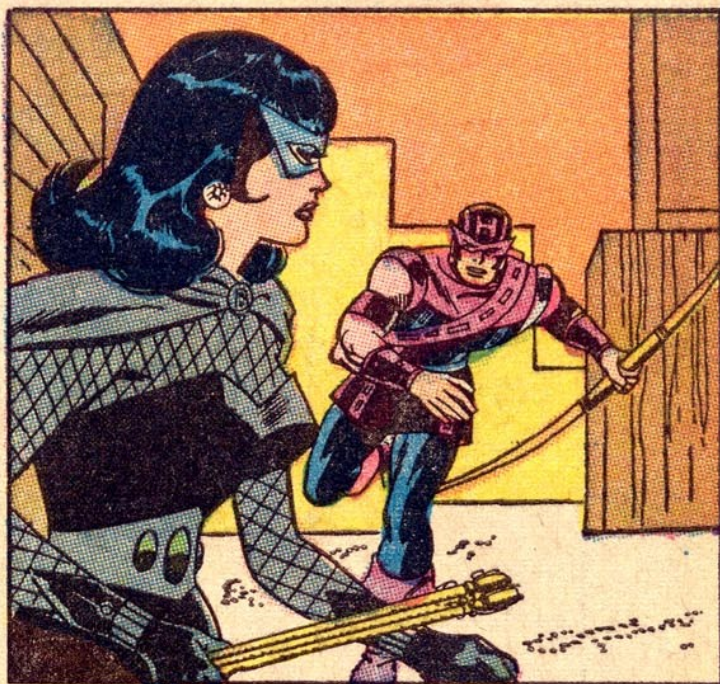
Well, at least you haven't defected to Brand Echh yet, Ralph—although it sounds to us like you're somewhat shaky! If we've been playing Golly up too much lately, we're sorry. It's just that he's been out of the Avengers for so long that he's probably become an eager beaver to make up for lost time! But, don't get the idea that we're downgrading Cap, pal—it's just that he's held the spotlight for quite a while and we're trying to play it fair. However, let's wait and hear what the rest of Marvel-dom has to say—okay?

Dear Stan, Roy and Don,

I think AVENGERS #35 was the finest that you've put out in a long time. It's great that High-Pockets is back to normal. It was really a surprise. I didn't think he was going to regain his power to change size for a long time. Now all you have to do is let the Black Widow join. That's right, I want you to let the Black Widow join. It's not a surprise, is it? She would make a great Avenger. One reason I want her to join is that almost every time the Avengers go on a mission, Hawkeye goes to see her after they come back, and she gets mad at him for not taking her. The reason is that if she joined the Avengers, she would go along and wouldn't get mad at Hawkeye and he'd be much happier. Goliath has Jan, and Hawkeye should have Natasha!

Vincent Bonham, 3807 Whitney
Detroit, Mich. 48206

Aww, Vince—if everybody had what he wanted, then there wouldn't be as much trouble. And, if there wasn't enough trouble, then everything would be all right. And, if everything was all right, it wouldn't be Marvel! And, if it's not Marvel, then don't complain to us, fella! However, we'll take your suggestion under serious advisement. We'll call a special session of our editorial board and try to come to a wise and sagacious decision. Then, after we've tossed the coin, we'll letcha know!



Dear Stan, Roy and Don,

You've done it again! AVENGERS #34 and #35 were absolute masterpieces! The Living Laser is stupendous. (Don't you think he resembles Iron Man's old foe, the Melter?) His falling for Jan was a good idea. Can't

gave Goliath something to fight for. I jumped with joy (would you believe I smiled?) when Goliath gained his size-changing powers back again. See that it stays that way! I won't forget to mention dynamic Don's artwork, which was great. I could tell the story was excellent because my brother (a real grouch) couldn't find a thing wrong with it. Keep up the great work!

Burt Penchansky, Box 145
Woodridge, N. Y.

We'll try, Burt—especially since we finally managed to make the grade with your brother! As for the lovable Laser resembling Iron Man's old foe—we can't resist the chance to toss in a free plug for TALES OF SUSPENSE #89, in which the mysterious Melter actually returns once again to menace ol' Shell-Head! And now, back to our sheeeew—

Dear Stan, Roy and Don,

I've just purchased AVENGERS #34, and have not even finished the first page. This stuff about "See the man in the strange costume. He is a bad man." has got to go! I know you guys like to kid around, but this is too much! So just write your usual stuff, and leave this "See Spot run. Run, Spot, run." business alone!

Dennis Hamer, 3702 N. 53 St.
Omaha, Nebr. 88104

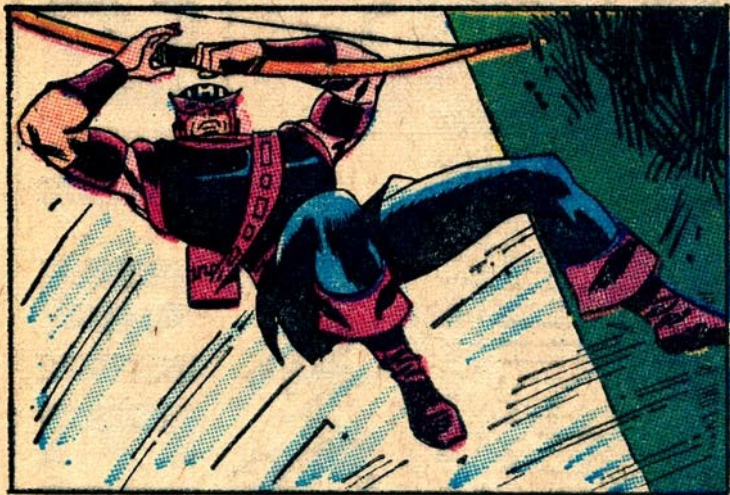
Who's that Spot cat, Den? What mag is he in? What color costume does he wear? He sounds real zingy to us! Thanks for the idea, ol' buddy—if we use him you can consider yourself no-prized! Now then—exactly what was it you were saying—?

Dear Stan, Roy and Don,

I have just finished reading AVENGERS #35 and its letters section, and I agree with the fan who said that there should be an AVENGERS ANNUAL. It should include all the Avengers in one big adventure such as the one in J. R. R. Tolkien's *The Lord of the Rings*. (I have a hunch that you have read this, Stan.) I doubt if it has ever occurred to you, but aren't you putting too many people in the Avengers? I know of an Echhy-type group that has too many people in their group, and it's a flop. So, in closing, let's have an Avengers Annual—not a "Special", mind you—but an Annual!

Jan Bertholf, 7410 Annanwood Ct.
Annandale, Va. 22003

It's all a matter of time, Jan! We'd like to do an AVENGERS "SPECIAL" (Nyahh!) as much as you'd like us to—but we're still so hard-pressed to meet our deadlines that we haven't been able to schedule it yet. However, nothing is really impossible (except remembering where we left off from story to story!)—so, be patient, frantic one—keep watching—and who knows? But, before closing, we wish you'd tell us—why do you prefer the word "Annual" to "Special"? You know how things like that worry us!



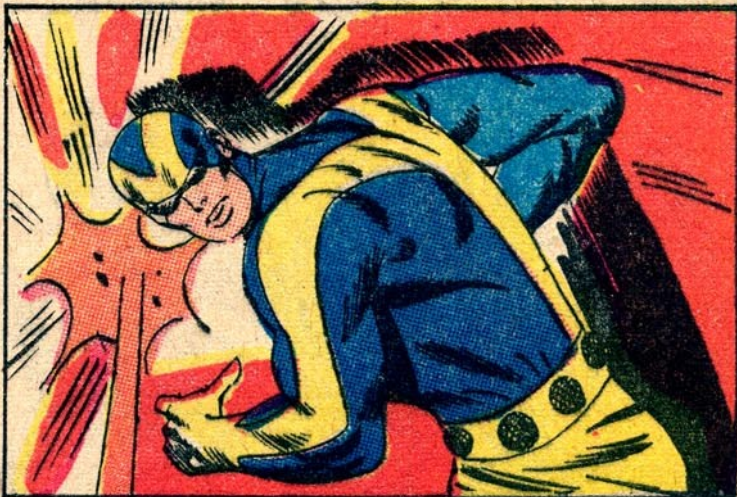
Dear Stan, Roy and Don,

I just finished reading AVENGERS #35—it was great! But I have to make a comment about one thing. What's Captain America doing in three mags? He's in SUSPENSE, AVENGERS, and FANTASY MASTERPIECES. Nobody else is in three mags—what gives?! Why don't you put Daredevil in the Avengers? He's just as good as Captain

America, even better. Put DD and Spidey together in F.M., or give Iron Man his own mag like old times. Well, until next issue, I hope to see DD or Spidey in one of the places now occupied by Cap.

Gary Striney, 100 Webster Ave.
W. Hazleton, Pa. 18201

Far be it from us to dash the hopes of a True Believer, Gary, so we'll make no comment about Cap at this time. But, you mentioned that Iron Man had his own mag at one time—and, just between us, we never knew about it! How about sending us the name and issue number? (Gosh, it's sure embarrassing to always query others for info about our own mags! But, like we always say—how ya gonna loin anything if ya don't ask?)



Dear Stan, Roy and Don,

What's the big idea? Where do you get your nerve? On page 4, panel 1 of AVENGERS #35, you have Goliath breaking into a basement and saying, "...It's wall-smashing time!" How can you imitate the beloved Thing's "It's Clobberin' Time" in such a crude, unthoughtful way? Boy! Some people... Panel 4, page 13 in the same story shows the Avengers hitting the water. So how come you put a "k" in "splash" and made it "splaksh"? I don't mind the "Ftoks" and the "Kthaks", but I think you've gone K-happy. Boy! Some people... And, also, I didn't know Cap had more than one shield. The first was disintegrated by laser beams on page 2, yet he was throwing it on page 12. Boy! Some people... Let me venture a guess as to the identity of the person Cap was confronted by in the last panel. I think it was the girl he met while battling Batroc in their first encounter. She is a Shield agent, sister of Cap's former girl. Of course, if I'm wrong, you'll probably hear me saying, "Boy! Some people..."

Loren Lieberthal, 401 E. 74th St.
New York, N. Y. 10021

Okay, Loren—thanks to you, it's no-prize time once more! A fully-automatic, battery-operated, solid-state n-p for the best explanation about how Cap regained his shield—and, we hope we get some good answers because we can't even remember the incident! (And we can't stop to re-read the yarn or we'll never have these two pages written in time to get 'em to the printer!) Or, in the time-honored words of Honest Irv, "Boy! Some people..."

NEXT ISH: One of our most vociferous super-villains has been skulking in the wings for months, waiting for an opportunity to strike! And so, in our next incredulous epic, the malevolent Mad Thinker lashes out once again! (What? You say he's an enemy of the F.F., not the Avengers? A mere technicality, pussycat! When merry Marvel creates a baddie, we go all the way—he hates everybody!) And, in addition, you'll get all these bonuses when you grab a copy of AVENGERS #39: more of the magnificently mighty Hercules; the apparent treason of the lovely Black Widow; and a trio of the roughhousing-est rogues that ever ambushed a team of super-doers! If you can think of a better way to celebrate the New Year, clue us in—you know how we all love a party!

200 ^{PC SET} **WORLD WAR II SOLDIERS**

2 ARMIES THE AMERICANS THE GERMANS

Only \$1.98

Relive the great battles of World War II. D Day, Remagen, Battle of the Bulge, the Battle of France, Paris recaptured, the Drive into Germany.

Made of unbreakable plastic. Scaled in full three dimension—each on its own base. The Americans in olive green, the Germans in field grey.

HERE'S WHAT YOU GET:

- | | |
|-------------------------------------|--------------------------|
| jeeps with ammo | bazooka loaders |
| cart moving wheels | machine gunners, prone |
| tanks (moving treads & gun turrets) | minesweeper men |
| soldiers—sharpshooters | kneeling soldiers |
| soldiers with mortars | charging men |
| rifleman | troop carriers, movable |
| grenade throwers | wheels, with men. |
| bazooka men - pill boxes | soldiers crouching |
| | officers with spyglasses |

200 PIECES IN ALL!
3-dimensional! Hours of Fun!

RUSH COUPON TODAY

Lucky Products, Inc., Dept. MG-2 No C.O.D.'s
Box 888 Westbury, L.I., N.Y.

Gentlemen: Herewith is my \$1.98. Send me 200 pc. set of World War II American & German Armies. If not fully satisfied, I may return merchandise for full refund.

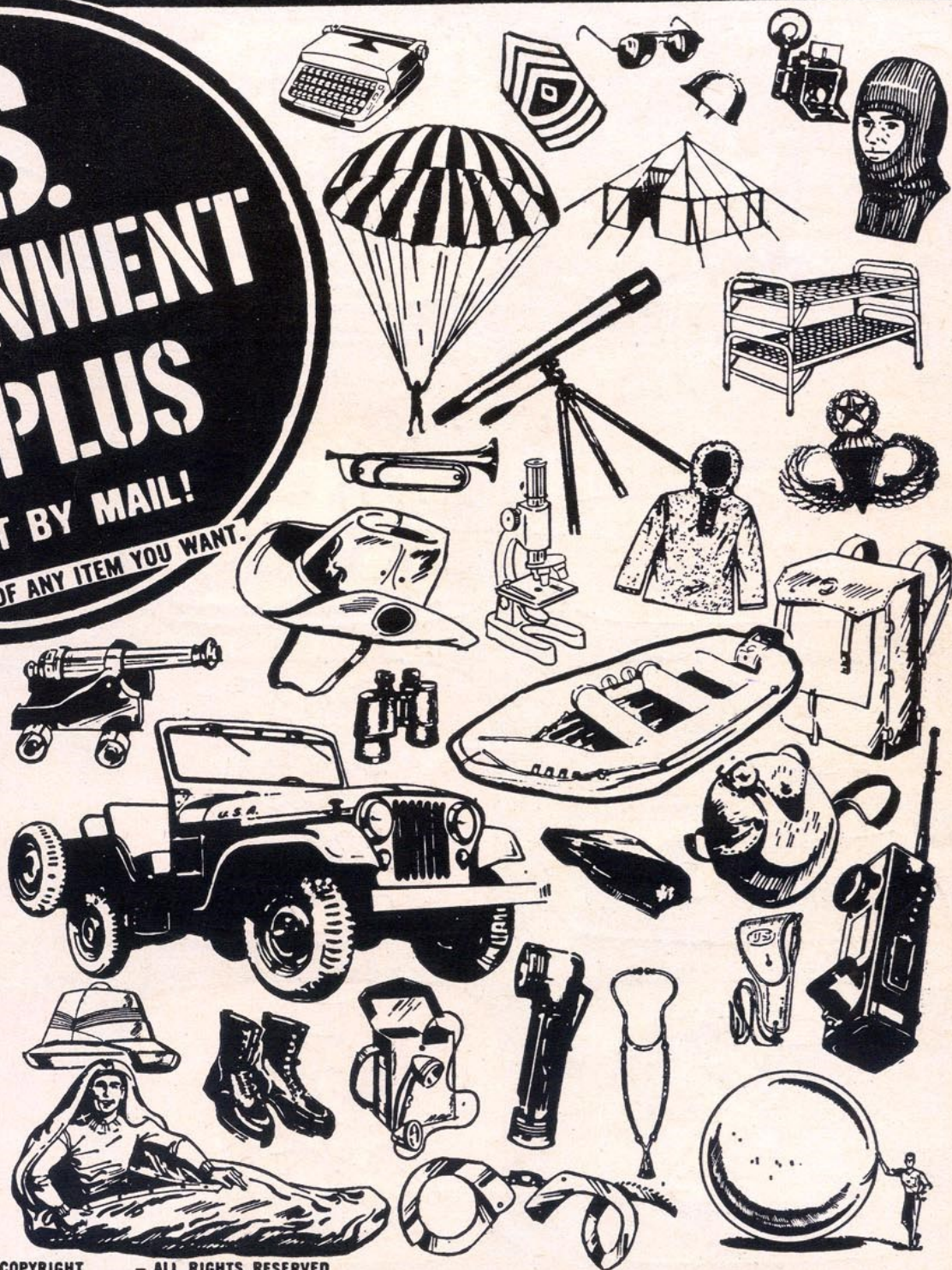
NAME _____
 ADDRESS _____
 CITY _____ ZONE _____ STATE _____
 For Canadian & Foreign orders: Intl. postal money order for \$2.50 each set.



IMAGINARY WAR SCENE SHOWN

SURE
DIRECT BY MAIL!
BUY ONE, TWO OR A DOZEN OF ANY ITEM YOU WANT.

AND Bunk Beds,
Life Rafts, Walkie Talkies,
Paratrooper
Boots, Flags, Sleeping
Bags, Cots, Phones,
Mine Detectors, Bugles,
Hand & Leg Irons,
Blankets, Bullet Proof
Vests, Flares, Cartridge
Belts, Ammo, Scopes,
Maps, Shovels, Canteens,
Saddles, First Aid
Supplies, Sunglasses,
Mess Kits, Haversacks,
AND HUNDREDS MORE
Minimum Orders As Low
As \$5.00 Acceptable



COPYRIGHT - ALL RIGHTS RESERVED

WORLD'S LARGEST SURPLUS CATALOG. PICTURES AND PRICES OF MORE THAN 500 ITEMS THAT YOU CAN ORDER DIRECT BY MAIL FOR AS LITTLE AS 2c AND 3c ON THE DOLLAR

Separate section with complete sources and information on how to buy direct from the government at amazingly low prices. Examples:

Jeeps—\$278.00	Typewriters—\$8.79
Boats—\$178.00	Airplanes—\$159.00
Bicycles—\$5.50	Generators—\$2.68
Telescopes—\$4.00	Elec. Motors—\$1.85
Truck Gen.—\$1.00	Refrigerators—\$5.00
Leather Boots—65c	Pass. Buses—\$208.00

ALSO listed are more than 1,000 places where you can see thousands of different surplus items and buy them right on the spot!

SURPLUS BARGAINS, DEPT. 702-2
605 THIRD AVENUE
NEW YORK 16, N. Y.

I enclose \$1.00. Send the combined catalog and directory immediately. I understand that my money will be refunded if I am not completely satisfied. Also I will receive a full refund with my first order of \$10.00 or more.

Name _____
(Please Print)

Address _____

City _____ State _____

FULL PURCHASE PRICE OF \$1.00 REFUNDED WITH FIRST ORDER. (1) \$10.00 OR MORE

Build these Aurora Hobby Kits of your favorite TV shows!



BATMAN \$1.49 (N)



ROBIN 98¢ (N)



BATMOBILE 98¢ (N)



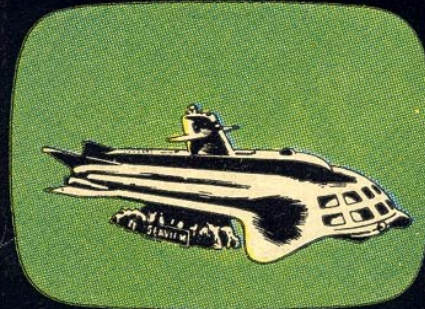
BATPLANE 98¢ (N)



ILLYA KURYAKIN 98¢ (U)



NAPOLEON SOLO 98¢ (U)



SEAVIEW 98¢ (C)



ZORRO 98¢ (D)



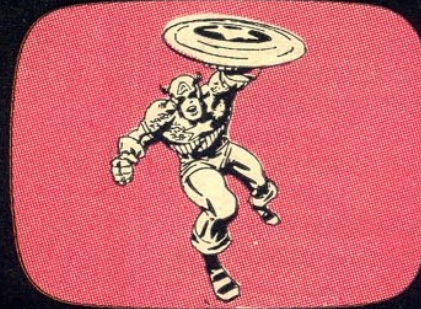
LOST IN SPACE \$1.98 (S)



THE HULK 98¢ (M)



SPIDERMAN 98¢ (M)



CAPTAIN AMERICA 98¢ (M)



SUPERMAN 98¢ (N)



SUPERBOY 98¢ (N)



WONDER WOMAN 98¢ (N)

They're here...exact replicas of Superman, Batman, The Men from Uncle...the whole gang! If you think they're great on TV, wait'll you see the Aurora models! What a collection! See which ones you're missing and get them now! Look for the Aurora TV model headquarters sign at your local hobby shop.

© 1966 AURORA PLASTICS CORP., WEST HEMPSTEAD, NEW YORK
The World's Largest Manufacturer of Hobby Products



(N) - 1966 National Periodical Pubs., Inc.
(M) - Marvel Comics Group
(D) - Walt Disney Productions
(U) - 1966 Metro-Goldwyn Mayer, Inc.
(S) - 1966 Space Productions
(C) - 1966 Cambridge Productions, Inc.