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OF ANY COMIC MAGAZINE

ON SALE EVERY
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Captain Marvel

ADVENTURES

NO. 19 JAN. 1

A FAWCETT PUBLICATION

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STARRING
CAPTAIN
MARVEL
WITH
MARY
MARVEL
THE SHAZAM GIRL

Be a RADIO Technician



J. E. Smith, President, National Radio Institute. Established 27 years. He has directed the training of more men for the Radio Industry than anyone else.

I Train Beginners at Home for Good Spare Time and Full Time Radio Jobs
More Now Make \$30 \$40 \$50 a Week Than Ever Before

Here's your opportunity to get a good job in a busy wartime industry with a big peacetime future! There is a shortage today of trained Radio Technicians and Operators. If you're in a rut, worried because your present job will not last—find out about RADIO!

Mail the coupon. I will send you FREE my 64-page, illustrated book, RICH REWARDS IN RADIO. It describes many fascinating types of Radio jobs; tells how N.R.I. trains you at home in spare time; how you learn by building and testing your own Radio Circuits with SIX BIG KITS OF RADIO PARTS I send!

Many Beginners Quickly Learn to Make \$5, \$10 a Week Extra in Spare Time

Many N.R.I. Students make extra money fixing Radios in spare time while learning. I send EXTRA MONEY JOB SHEETS that tell how to do it!

Right now probably in your neighborhood, there's room for more spare and full time Radio Technicians. The Radio repair business is booming, because no new Radios are being made. Many spare time Technicians are starting their own FULL time business... making \$30, \$40, \$50 a week!

Other Radio trained men take good-pay jobs with Radio Broadcasting Stations. Many more are needed for Government jobs as Civilian Operators, Technicians. Radio manufacturers employ trained Technicians to help fill Government wartime orders. Aviation, Commercial, Police Radio and Loud-speaker Systems are live, growing fields. And think of the NEW jobs Television, Frequency Modulation, and other Radio developments will open after the war! I give you the Radio knowledge required for jobs in these fields.

How my "50-50 Method" Paves the Way to Bigger Pay

My "50-50 Method"—half building and testing Radio Circuits, half learning from interesting illustrated lessons—is a tested, proved method. Before you know it you are "old friends" with the miracle of Radio. You run your own spare time shop, fix the Radios

of your friends and neighbors—get paid while learning!

A Great School Helps You Toward The Rich Rewards of Radio

I've seen my method help thousands jump their pay. It is a time-tested, practical way to prepare for a full-time Radio job paying up to \$50 a week. Instead of struggling along by yourself, you "team up" with an organization that knows how to help beginners get started.

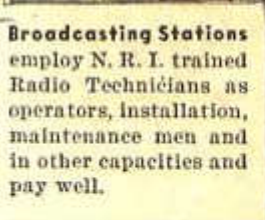


EXTRA PAY IN ARMY, NAVY, TOO

Men likely to go into Army service, soldiers, sailors, marines, should mail the coupon now! Learning Radio helps men get extra rank, extra prestige, more interesting duties, MUCH HIGHER PAY. Also prepares for good Radio jobs after service ends. Hundreds of service men now enrolled.



Set Servicing pays many N. R. I. trained Radio Technicians \$30, \$40, \$50 a week. Others hold their regular jobs and make \$5 to \$10 extra a week in spare time.



Broadcasting Stations employ N. R. I. trained Radio Technicians as operators, installation, maintenance men and in other capacities and pay well.



Radio Operators find good jobs with Government Departments, Shipping Companies and in Commercial Aviation; opportunities are increasing in these fields.



I Trained These Men

\$10 a Week in Spare Time

"I repaired some Radio sets when I was on my tenth lesson. I really don't see how you can give so much for such a small amount of money. I made \$100 in a year and a half, and I have made an average of \$10 a week—just spare time." JOHN JERRY, 1126 Mariposa St., Denver Colorado.



\$200 a Month in Own Business

"For several years I have been in business for myself making around \$200 a month. Business has steadily increased. I have N.R.I. to thank for my start in this field." ARLIE J. FROEHNER, 300 W. Texas Ave., Goose Creek, Texas.



Lieutenant in Signal Corps

"I cannot divulge any information as to my type of work, but I can say that N.R.I. training is certainly coming in mighty handy these days. (Name and address omitted for military reasons.)"



THIS FREE BOOK HAS HELPED HUNDREDS OF MEN MAKE MORE MONEY



Find out What N. R. I. Can Do for You

MAIL THE COUPON for my FREE 64-page book. It is packed with Radio facts, things you never knew about opportunities in Broadcasting, Radio Servicing, Manufacturing, other Radio fields.

You'll read complete descriptions of my Course—"50-50 Method"—6 Experimental Kits—Extra Money Job Sheets. You'll see the fascinating jobs Radio offers and how YOU can train at home. You'll read many letters from men I trained telling what they are doing, earning. No obligation. Just MAIL THE COUPON

J. E. SMITH, President, Dept. 2NN5, National Radio Institute, Washington, D. C.

FREE TO MEN WHO WANT BETTER JOBS

J. E. SMITH, President, Dept. 2NN5
 National Radio Institute, Washington, D. C.

Mail me FREE without obligation, your 64-page book "Rich Rewards in Radio." (No salesman will call. Write plainly.)

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To help us maintain high standards of wholesome entertainment in our comics publications, we have enlisted the aid of the distinguished individuals whose names are given above.

Fawcett Publications, Inc., is happy to have the co-operation of these advisors whose names are known to every parent and child. I am sure that our readers will profit by the connection of Mrs. Roosevelt, Admiral Byrd, Dr. Dafoc and Father Tynan with this magazine.

W. H. Fawcett, Jr.
PRESIDENT



ALL THE POWERS OF THE GREATEST MEN IN THE HISTORY OF THE WORLD HAVE BEEN GATHERED TOGETHER AND PLACED IN THE HANDS OF THE BOY REPORTER **BILLY BATSON**. WHEN HE PRONOUNCES THE NAME **SHAZAM** - HE BECOMES IN A BLINDING FLASH OF LIGHTNING THE MIGHTY **CAPTAIN MARVEL**. THEN WHEN EVIL IS DEFEATED AND JUSTICE AGAIN ESTABLISHED MARVEL REPEATS THE WORD AND CHANGES BACK TO BILLY! SO AMAZING IS THE CHANGE THAT MOST PEOPLE NEVER REALIZE WHAT HAS HAPPENED!

**CAPT. MARVEL
PRESENTS:**



CAPT. MARVEL AND THE DEPARTMENT STORE PHANTOM! PAGE 4



CAPT. MARVEL AND THE EDUCATION OF MARY MARVEL! PAGE 21



CAPT. MARVEL AND HIS ACHILLES HEEL! PAGE 34



CAPT. MARVEL BATTLES THE EGO EXCHANGER! PAGE 54

PLUS **THE HILARIOUS
CAPTAIN KID! PAGE 47**

AND A **THRILLING SHORT
STORY! PAGE 44**

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CAPT. MARVEL

FOLKS, ONCE IN A BLUE MOON A MYSTERY POPS UP THAT STUMPS EVEN CAPTAIN MARVEL! SUCH WAS THE CASE OF THE DEPARTMENT STORE PHANTOM... AN INVISIBLE SOMETHING THAT MADE THINGS WALK AND TALK AND BECOME ALIVE! BUT CAPTAIN MARVEL IS NEVER STUCK TOO LONG. HE ALWAYS GETS TO THE BOTTOM OF THINGS!



BILLY BATSON VOLUNTEERS TO GO ON AN ERRAND FOR MR. MORRIS, OWNER OF STATION WHIZ

WHERE'S STEAMBOAT? I NEED THESE THINGS FROM MASSEY'S DEPARTMENT STORE, BILLY!

I'LL GO, MR. MORRIS. I HAVE TIME BEFORE MY NEXT NEWS BROADCAST.

OH, THERE'S STEAMBOAT! TAKE HIM ALONG, BILLY!

JES' ONE MORE SNAP!

YOU AND THAT CAMERA! C'MON SHOPPING WITH ME, STEAMBOAT!

ACROSS THE STREET FROM EACH OTHER ARE THE CITY'S TWO LARGEST DEPARTMENT STORES...

LOOKS LIKE MASSEY'S HAS LOTS MORE BUSINESS THAN DUNKEL'S THIS YEAR!



AND
THE

PHANTOM OF THE DEPARTMENT STORE



THAT FACT ALSO BOTHERS THOSE
IN THE OFFICES OF DUNKEL'S.

ER-MR. DUNKEL!
THE CROWDS ARE
ALL GOING INTO
MASSEY'S...

SHUT UP!
HAVEN'T I GOT
EYES OF MY
OWN? MY
BUSINESS WILL
BE POOR THIS
CHRISTMAS SEASON
UNLESS...



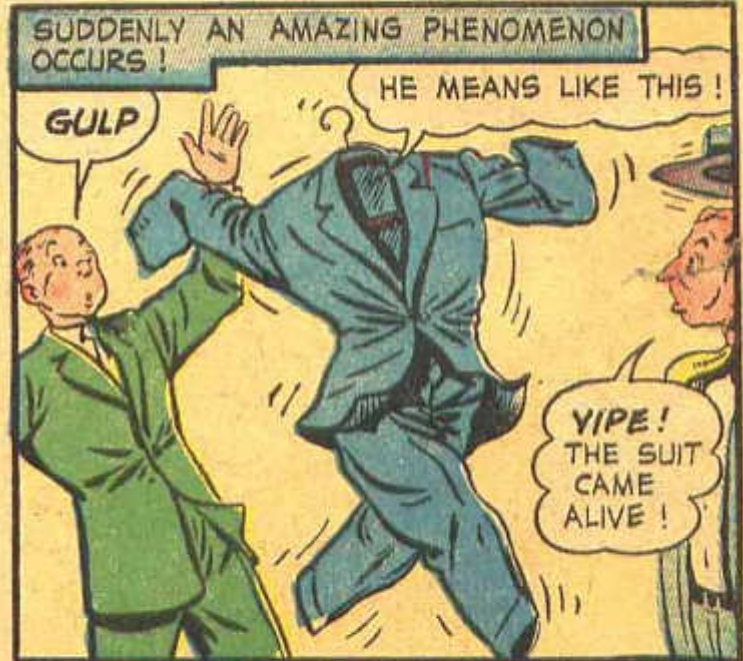
UNLESS I DO
SOMETHING ABOUT
IT! HERE, GET ME THIS
LIST OF THINGS AND
MEET ME DOWNSTAIRS
IN FIVE MINUTES, UNDER-
STAND ??

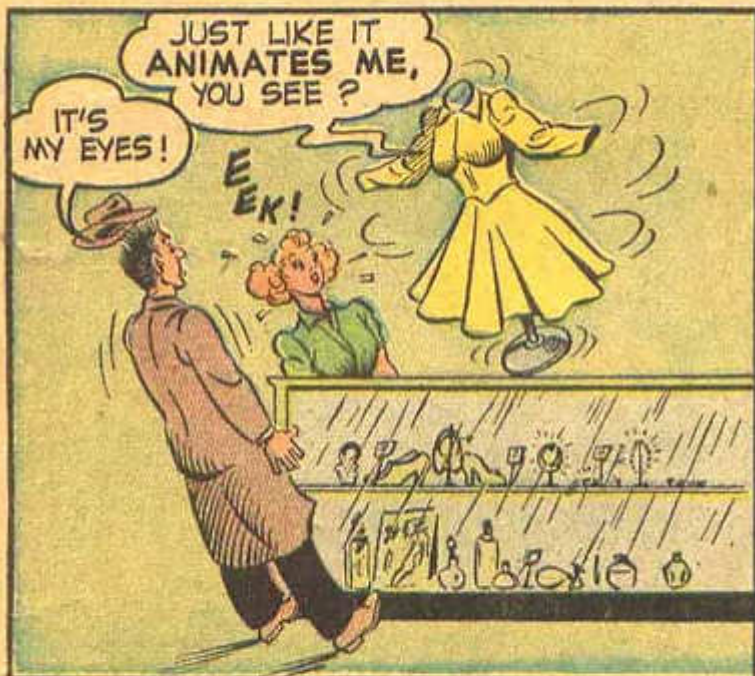
YES
SIR!



LATER, AT THE BACK
ENTRANCE OF MASSEY'S-









ARE YOU HURT, SIR?

NO, BUT IN ANOTHER SECOND THAT HORRIBLE THING WOULD HAVE CRACKED MY SKULL!



IT TALKS! IT MOVES! I CAN'T BE IMAGINING IT!

OH! YOU WANT TO FIGHT, EH?



FIRST TIME I EVER FOUGHT A WIRE DUMMY - BUT HERE GOES!

WHAM!

CRASH!



JUST WIRE AND METAL - NOTHING MORE! HMMM - WELL, THERE'S NO ONE AROUND SO---

SHAZAM!



CAPTAIN MARVEL VOICES THE MAGIC WORD AND---

BOOM



ONCE MORE BILLY APPEARS AS BEFORE---

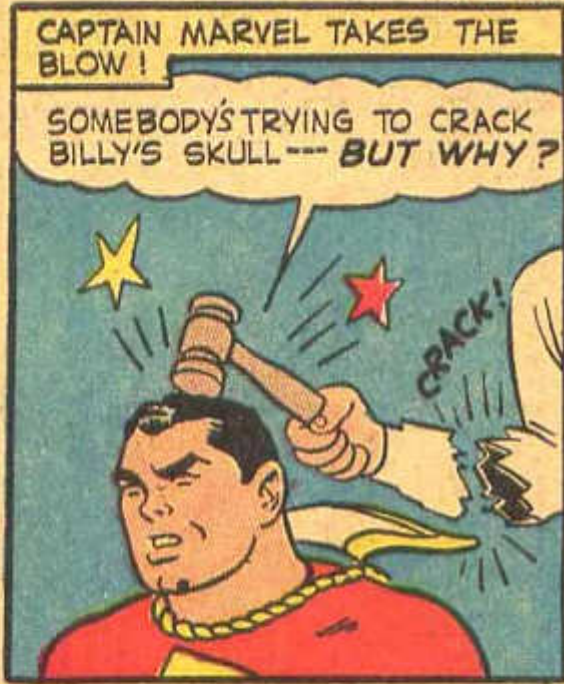
HOLY MOLEY! WHAT A MYSTERY! IT SEEMS TO HAVE SCARED MOST EVERYONE OUT OF THE STORE, TOO, EXCEPT THIS STORE SANTA CLAUS!

MERRY CHRISTMAS, MY BOY!





BLAM!



CAPTAIN MARVEL TAKES THE BLOW!

SOMEBODY'S TRYING TO CRACK BILLY'S SKULL--- BUT WHY?

CRACK!



MISTUH MAHVEL! GOOD THING YOU IS HERE! DAT DUMMY DONE COME ALIVE AN SWUNG DE HAMMER!

WHA?

THE PHANTOM! HE'S HERE AGAIN!



THE INVISIBLE PHANTOM HAS BEEN REPORTED EVERYWHERE--- MAKING THINGS MOVE, TALK,---AND NOW IT'S TRYING TO COMMIT MURDER! -- OH--OUR BUSINESS IS RUINED! CAN YOU HELP US, CAPTAIN MARVEL?

I'LL TRY! PHANTOM-- HMMM!



MEANWHILE, THE PHANTOM ACTS AGAIN!

I DISMISS THE "PHANTOM" THOUGHT IMMEDIATELY. IT MUST BE A MAN! BUT HOW DOES HE DO IT?

LOOK OUT! THAT STEEL ANVIL!



KLANK!

WHAT ANVIL? DON'T DISTURB ME---I'M THINKING. WHO IN THIS STORE IS PLAYING THE PART OF THE PHANTOM? HOW? BY WHAT TRICKS?



BUT WAIT! WHO'S HIDING BEHIND THAT PILLAR?



SO THERE IS A HUMAN AGENCY BEHIND ALL THIS! I SAW A PERFECTLY HUMAN FOOT BEHIND THIS PILLAR---!!



GONE! BUT THERE HE GOES— INTO THE FURNITURE DEPARTMENT!

YOU'LL NEVER CATCH THE PHANTOM! HA, HA!



GOING TO LEAD ME A CHASE, EH?



HERE I AM!

NO, HERE!

HA-HA-THE PHANTOM IS EVERYWHERE AND NOWHERE!

HERE!



YOU'RE RIGHT THERE— BEHIND THAT CABINET!



I'LL NAB HIM ON THE OTHER SIDE— BUT QUICK!

CRASH!





I LOST THE TRAIL!
GUESS THAT'S ALL I
CAN DO AT PRESENT.
SHAZAM!

THE WILD CHASE HAS
LED TO NOTHING!



I HAVE TO BRING
THAT STUFF BACK
FOR MR. MORRIS.
AND MY NEXT NEWS
BROADCAST IS DUE
IN A FEW MINUTES!



CAPTAIN MARVEL TOLD
ME THE PHANTOM SLIPPED
AWAY FROM HIM, MR. MASSEY.

I'M LOST!
IF CAPTAIN
MARVEL CAN'T
TRAP HIM WHO
CAN?



THANKS, BILLY!
BUT WHERE'S
STEAMBOAT?



HERE AH IS! CHRISTMAS
ONLY COMES ONCE A YEAR---
THANK HEBBEN!



THANKS FOR
DOING MY
SHOPPING!

YOU AM WEL-
COME, MR. MORRIS
NOW AH'S G'WINE
DEVELOP MAH CAN-
DID CAMERA SHOTS!

AND I'M DUE
FOR
MY
BROAD-
CAST!

---ONE MORE ITEM. THERE'S A MYSTERIOUS **PHANTOM** CAUSING HAVOC IN MASSEY'S DEPARTMENT STORE, AND TRYING TO SCARE AWAY BUSINESS. BUT, FOLKS, DON'T SHY AWAY ---- **BECAUSE CAPTAIN MARVEL IS GOING TO BE ON THE JOB!**

IN HIS NEWS BROADCAST, BILLY DOES HIS BEST TO SMOOTH THINGS FOR THE TROUBLED MR. MASSEY AND HIS STORE.

HMMM---! I HAVE TO THINK OF SOME WAY TO TRAP THE **PHANTOM!**

MISTAH BILLY! COME SEE MAH PICTURES!

ONE PICTURE SEIZES BILLY'S INTEREST!

HOLY MOLEY! STEAMBOAT, HOW DID YOU GET THIS PICTURE?

DAT? I DUNNO! I JEST SNAPS PICTURES ALL OVER DE PLACE, AN' HOPES TO GET GOOD ONES!

YOU CAUGHT OUR **PHANTOM!** THIS SHOWS HE DID ALL HIS TRICKS WITH A **BIG MAGNET!** NOW I CAN TRAP HIM. ER--I MEAN CAPTAIN MARVEL CAN! AND I HAVE A WONDERFUL IDEA---TOMORROW, CAPTAIN MARVEL IS GOING TO TAKE A JOB AT MASSEY'S DEPARTMENT STORE.

???

AT MASSEY'S DEPARTMENT STORE THE NEXT DAY, A NEW CLERK IS HIRED FOR THE CHRISTMAS RUSH!

EXPERIENCE? NO-- ER---PUT ME ANYWHERE, MR. MASSEY!

HMMM---YOU LOOK RATHER BIG AND CLUMSY. BUT I NEED A CLERK IN THE TOY DEPARTMENT. COME ALONG.

CAPTAIN MARVEL, DEPARTMENT STORE CLERK!

WELL, I'M READY
FOR BUSINESS!



HE SEES AN INTERESTING ITEM AMONG THE STOCK.

---AND READY FOR THE
PHANTOM TOO--WITH
THIS LITTLE COMPASS!



AND THE PHANTOM STRIKES SUDDENLY--- IN THE TOY DEPARTMENT!

HA, HA! THE PHANTOM
BEGINS ANOTHER DAY OF
TERROR IN MASSEY'S DE-
PARTMENT STORE! MY
MAGNET WORKS ON ANY-
THING WITH IRON OR
STEEL IN IT!

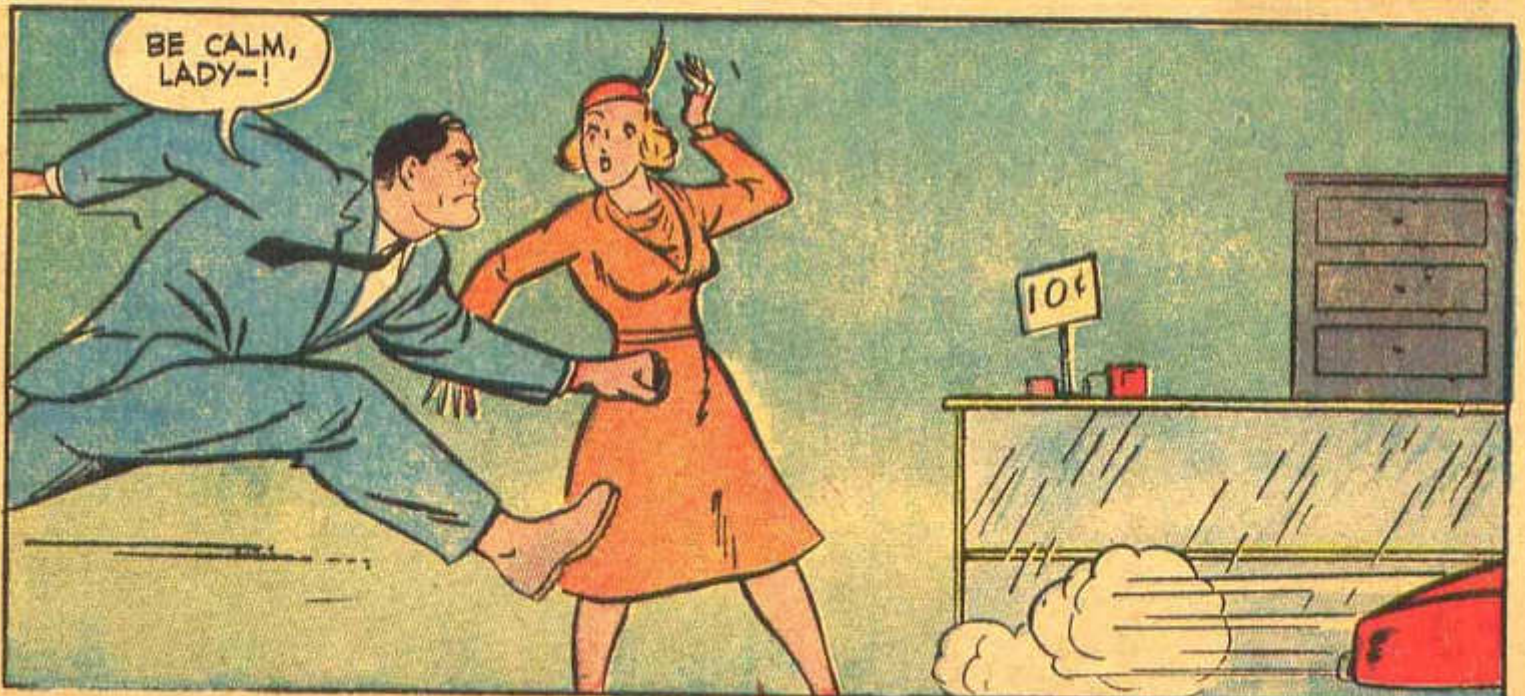


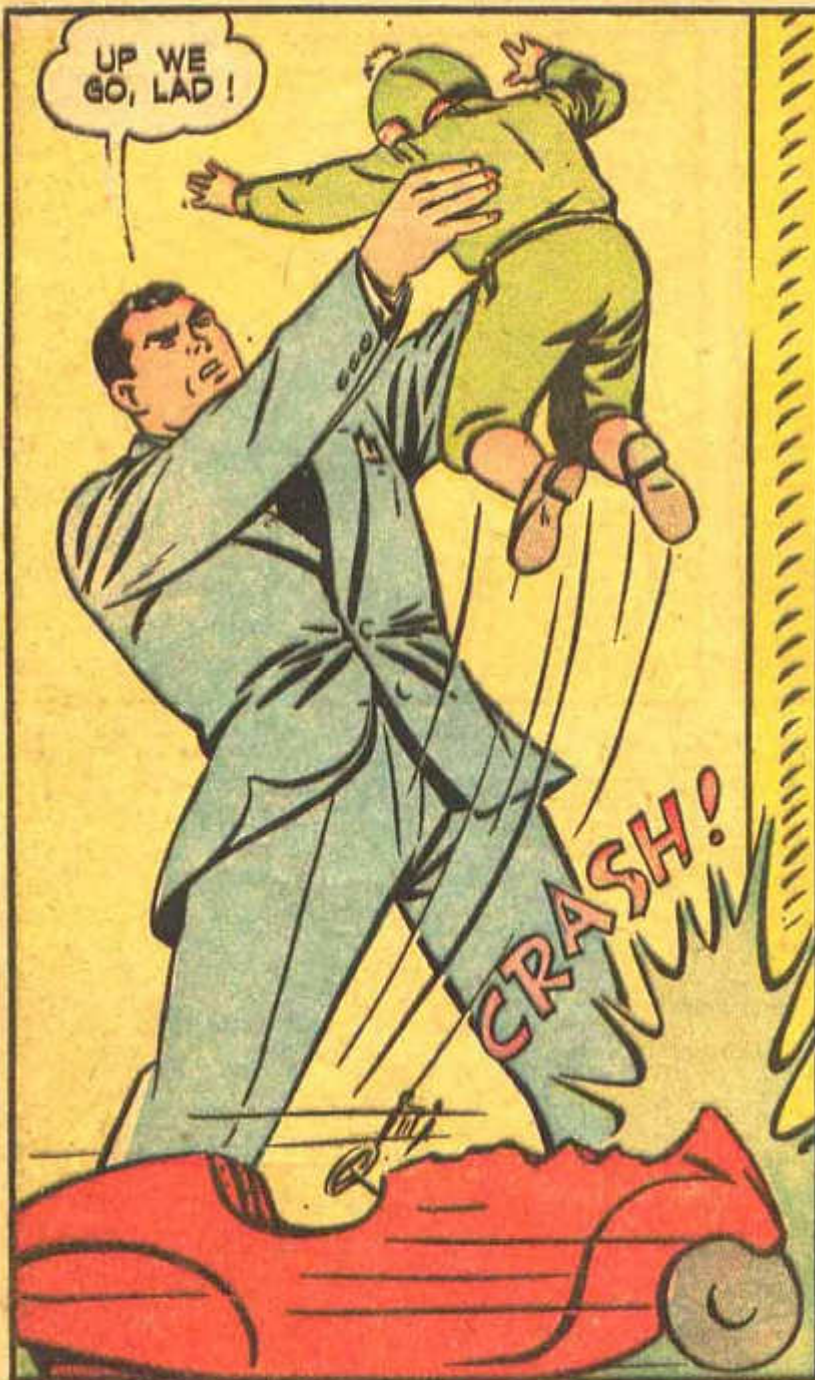
EEK! MY CHILD!
HE'LL CRASH AGAINST
THAT PILLAR!
HELP!

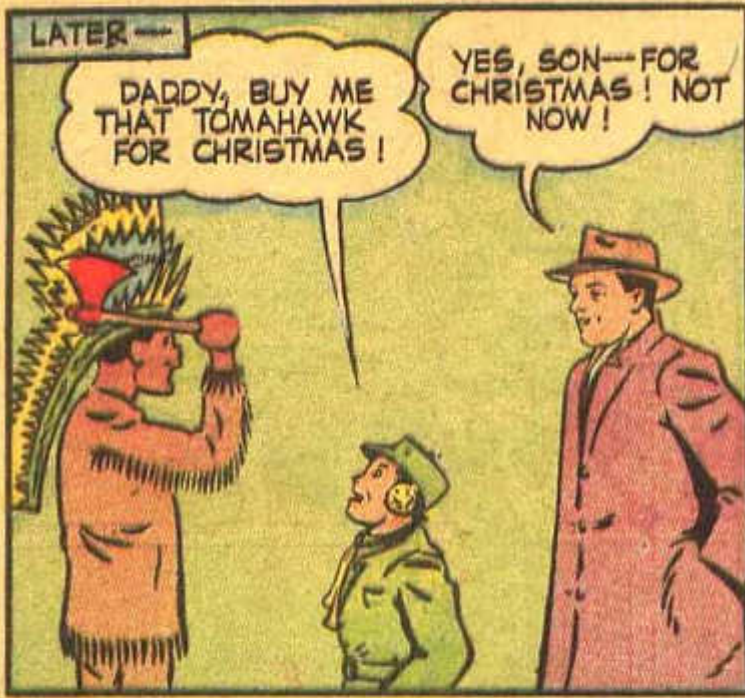
HELP!
MAMMA-
HELP!



BE CALM,
LADY--!





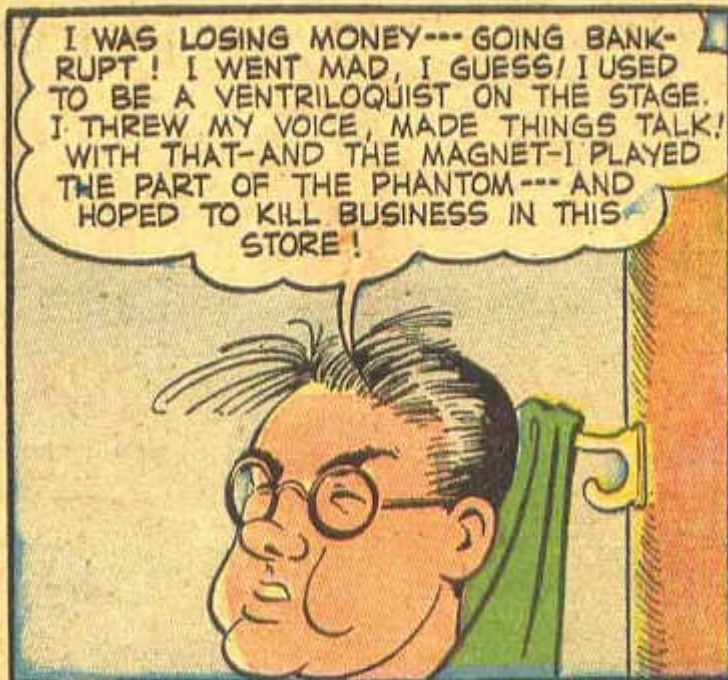






WHY, IT'S DUNKEL-
OWNER OF THE DE-
PARTMENT STORE
ACROSS THE STREET.
OUR BITTEREST BUS-
INESS RIVAL!

SO HIS GAME
WAS TO RUIN YOUR
BUSINESS---AND
PICK IT UP FOR HIM-
SELF!



I WAS LOSING MONEY---GOING BANK-
RUPT! I WENT MAD, I GUESS! I USED
TO BE A VENTRILOQUIST ON THE STAGE.
I THREW MY VOICE, MADE THINGS TALK!
WITH THAT-AND THE MAGNET-I PLAYED
THE PART OF THE PHANTOM---AND
HOPED TO KILL BUSINESS IN THIS
STORE!



HE ISN'T TOO MUCH TO
BLAME, POOR FELLOW!
I'LL BUY HIS BANKRUPT
STORE AND PAY HIM A
GOOD PRICE. WHEN HE
GETS OUT OF JAIL, HE
CAN MAKE A NEW START
IN LIFE!

THAT'S THE REAL
CHRISTMAS
SPIRIT, MR.
MASSEY!



LET'S ALL REMEMBER THAT,
FOLKS! CHRISTMAS COMES
BUT ONCE A YEAR---LET'S
MAKE THE MOST OF IT!

WOW! THERE SURE ARE A LOT OF YOU WHO WANT TO HEAR CAPTAIN MARVEL ON THE RADIO!

So many thousands of cards have been flooding into Captain Marvel's office in New York that even he can't answer them all individually; so he's thanking you all right here and now—



So many of you sent me post cards saying that you'd like to hear me over your local radio stations that I just haven't had time to answer each and every one personally. I sent out those copies of America's Greatest Comics to the 500 whose cards arrived first, and to all the others—Thanks a million!
Your friend
Captain Marvel

CAPTAIN MARVEL

FOLKS HERE'S
BIG NEWS!



CAPTAIN MARVEL IN
HIS OWN COMICS
MAGAZINE WILL
NOW BE COMING AT
YOU

**EVERY THIRD
FRIDAY!**

And with the first New
Year's issue there'll be
a special

SURPRISE

... a double-peachy
gift for everyone who
buys CAPTAIN MARVEL
ADVENTURES
DON'T MISS IT!

START THE NEW
YEAR RIGHT WITH
CAPTAIN MARVEL!

CAPTAIN MARVEL

AND THE TRAINING OF MARY MARVEL

DON'T BE FRIGHTENED, MARY! JUST REMEMBER ALL THE INSTRUCTIONS I GAVE YOU!

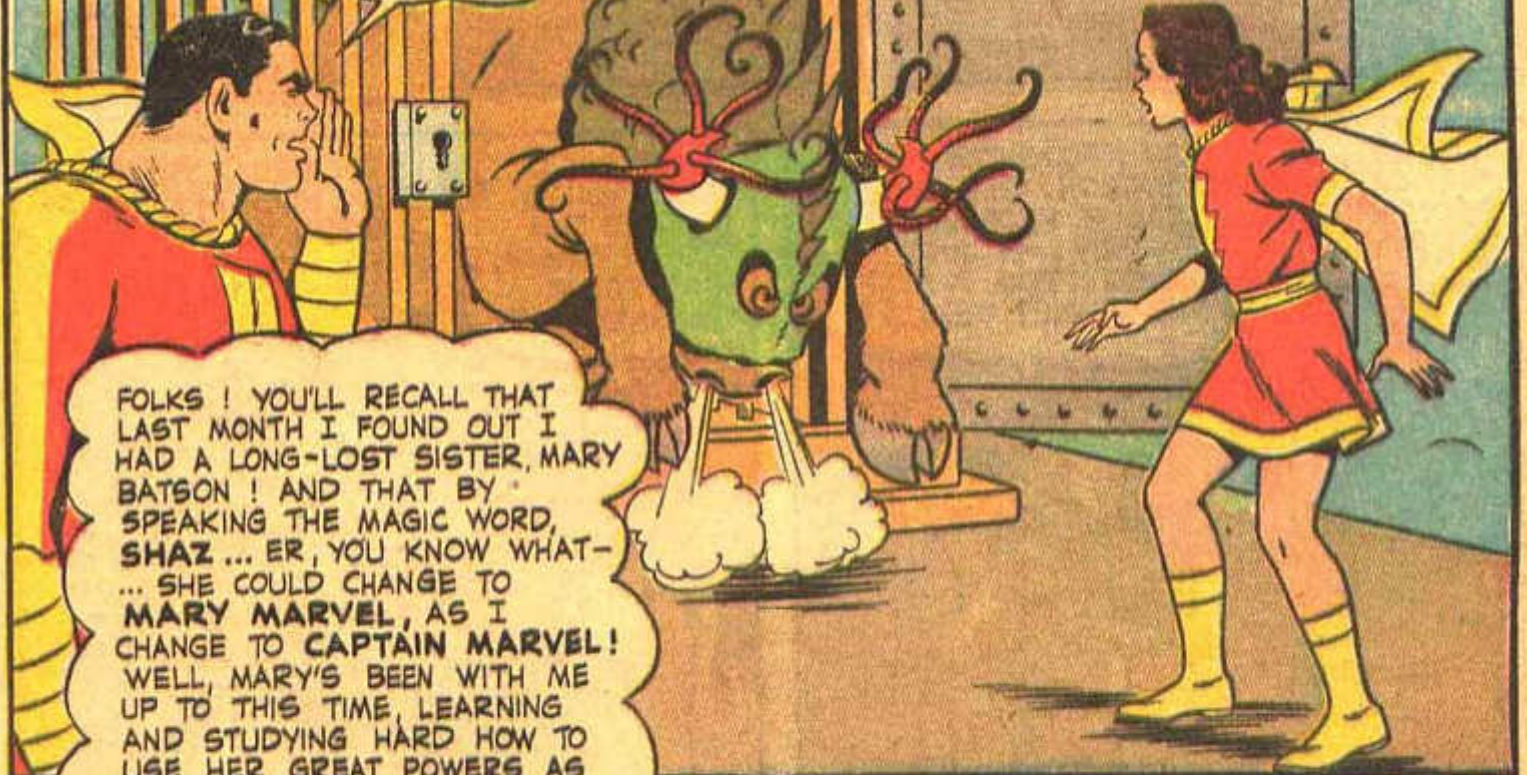
FOLKS! YOU'LL RECALL THAT LAST MONTH I FOUND OUT I HAD A LONG-LOST SISTER, MARY BATSON! AND THAT BY SPEAKING THE MAGIC WORD, SHAZ ... ER, YOU KNOW WHAT ... SHE COULD CHANGE TO MARY MARVEL, AS I CHANGE TO CAPTAIN MARVEL! WELL, MARY'S BEEN WITH ME UP TO THIS TIME, LEARNING AND STUDYING HARD HOW TO USE HER GREAT POWERS AS MARY MARVEL TO FIGHT EVIL, AS CAPTAIN MARVEL DOES AND I THINK YOU'LL AGREE WITH ME, AFTER YOU READ THIS STORY, THAT MARY MARVEL IS ALL SET TO FORGE HER OWN CAREER---AND IT'S GOING TO BE JUST AS SPARKLING AS CAPTAIN MARVEL'S!

YES SIR!

BILLY BATSON IS STILL OVERWHELMED BY THE THOUGHT OF HAVING A SISTER, MARY BATSON, WHOM HE FOUND LAST MONTH.

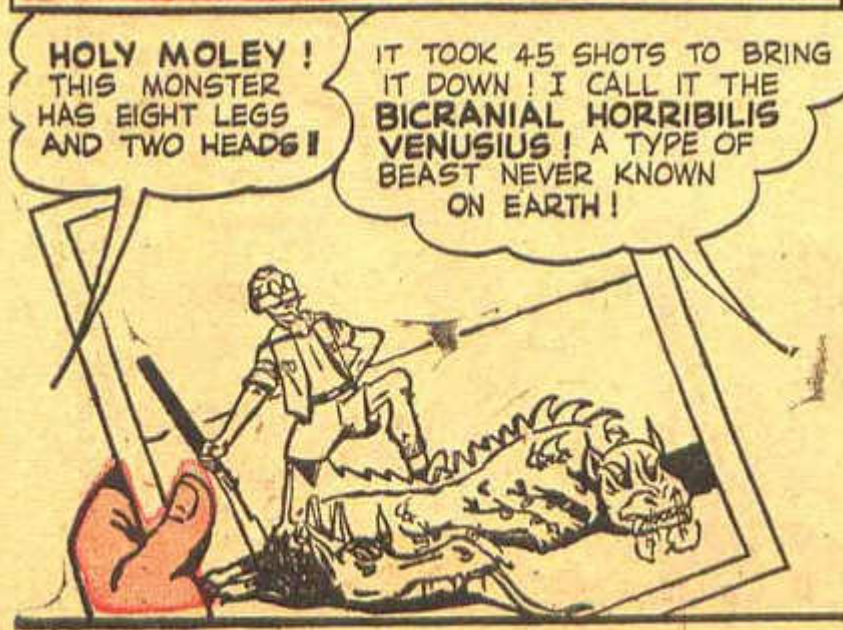
GOSH, MARY! I CAN STILL HARDLY BELIEVE I HAVE A SISTER!

YOU'D BETTER STOP STARING AT ME, BILLY, AND STUDY THE SCRIPT FOR YOUR NEXT NEWS BROADCAST!





THE PHOTO DISCLOSES A NAMELESS BEAST OF HORROR, OF THE FAR-AWAY WORLD OF VENUS!



EXCITEDLY, BILLY LOOKS THROUGH ALL THE PHOTOGRAPHS OF THE ASTOUNDING TRIP TO ANOTHER WORLD!





... FOR AS MARY UTTERS IT THERE IS A BURST OF DEAFENING THUNDER AND A FLASH OF MAGIC LIGHTNING...



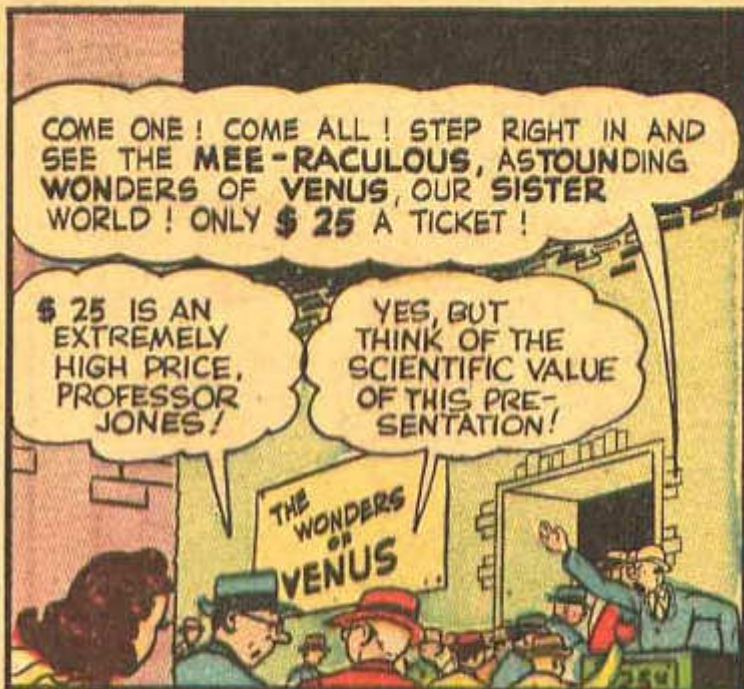
... AND MARY BATSON BECOMES MARY MARVEL!



BILLY BATSON IS NO LONGER THE ONLY PERSON WHO IS GIVEN MAGIC POWERS BY THE USE OF THE WORD SHAZAM.



I'M GOING TO STOP THAT LECTURE! OH, I DO HOPE I DON'T BUNGLE THIS! IT'S THE FIRST TIME I'VE GONE OUT ALONE, WITHOUT CAPTAIN MARVEL TO HELP ME!



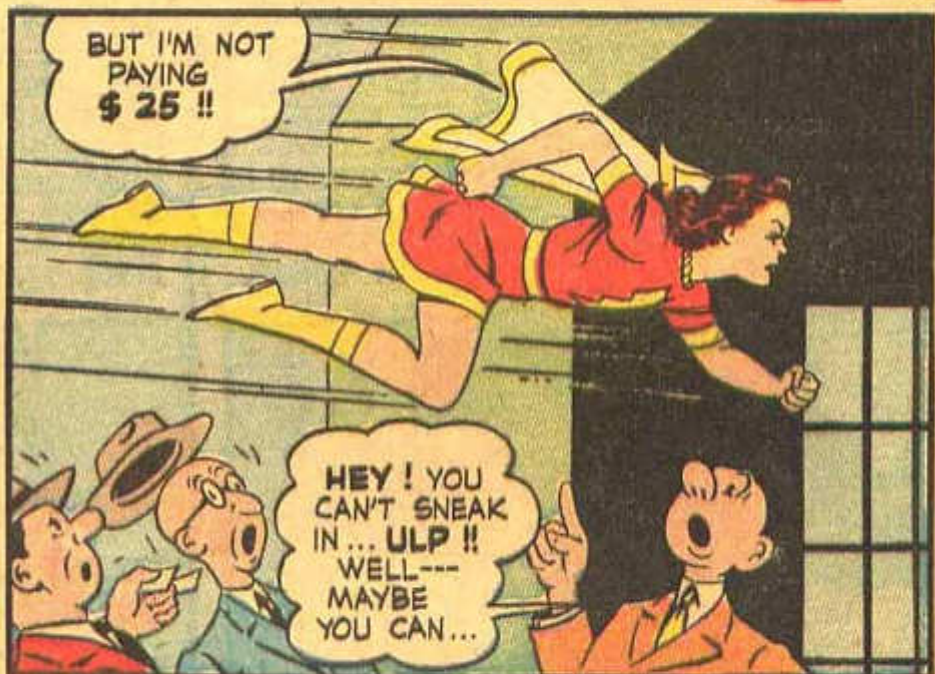
COME ONE! COME ALL! STEP RIGHT IN AND SEE THE MEE-RACULOUS, ASTOUNDING WONDERS OF VENUS, OUR SISTER WORLD! ONLY \$ 25 A TICKET!

\$ 25 IS AN EXTREMELY HIGH PRICE, PROFESSOR JONES!

YES, BUT THINK OF THE SCIENTIFIC VALUE OF THIS PRESENTATION!

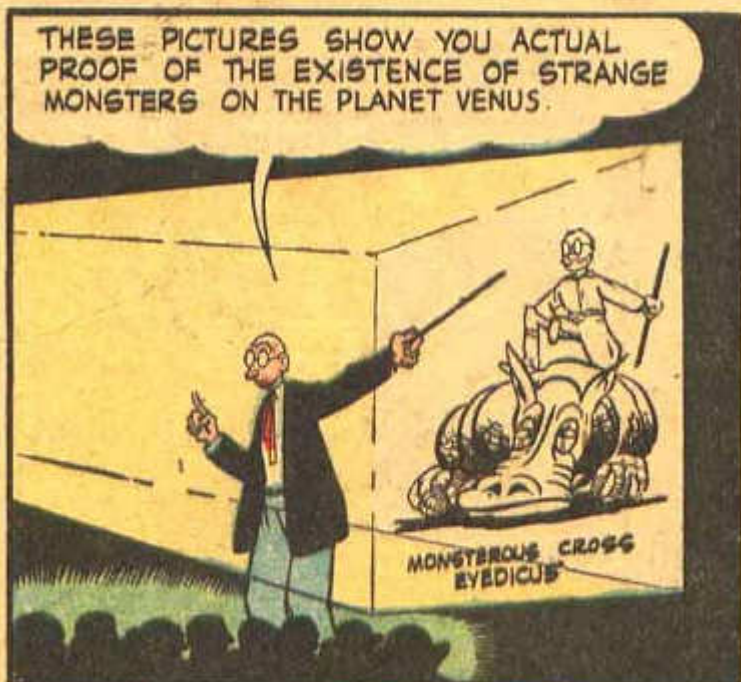


\$ 25 A TICKET! THE ROBBERS! I'M GOING IN---



BUT I'M NOT PAYING \$ 25 !!

HEY! YOU CAN'T SNEAK IN... ULP!! WELL--- MAYBE YOU CAN...



THESE PICTURES SHOW YOU ACTUAL PROOF OF THE EXISTENCE OF STRANGE MONSTERS ON THE PLANET VENUS.

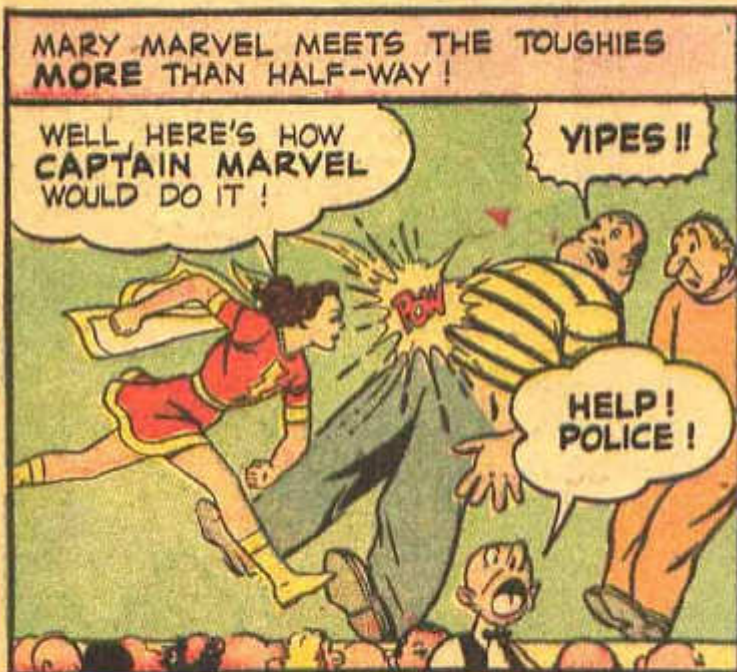
MONSTEROUS CROSS EYEDICUS



AND AS FINAL PROOF, HERE IS PROFESSOR GREASELEY... WHO SHOT THE ANIMAL!

HOORAY!

YEA!





HOW CAN YOU SAY THAT AGAINST THE FAMOUS PROFESSOR VAN RYNE ?

TAKE THE GIRL TO JAIL ! SHE DESERVES IT !



I GUESS I DIDN'T DO IT LIKE CAPTAIN MARVEL AFTER ALL ! I SLIPPED UP SOMEWHERE ! BUT I WON'T GO TO JAIL ---

EXERTING HER GREAT STRENGTH, MARY MARVEL BREAKS THE HANDCUFFS !



---AND DARTS AWAY !

HEY ! YOU'RE RESISTING ARREST ! I'LL SHOOT YOU DOWN !

I CAN LAUGH AT THE BULLETS, TOO ! BUT OH DEAR ! I FEEL JUST LIKE A CRIMINAL MAKING A GETAWAY FROM THE SCENE OF HIS CRIME !



OH, HOW CAN I FACE BILLY AND ADMIT I FAILED ? BUT I HAVE TO... SHAZAM !!



AND A VERY CRESTFALLEN MARY BATSON REPORTS TO HER BROTHER !

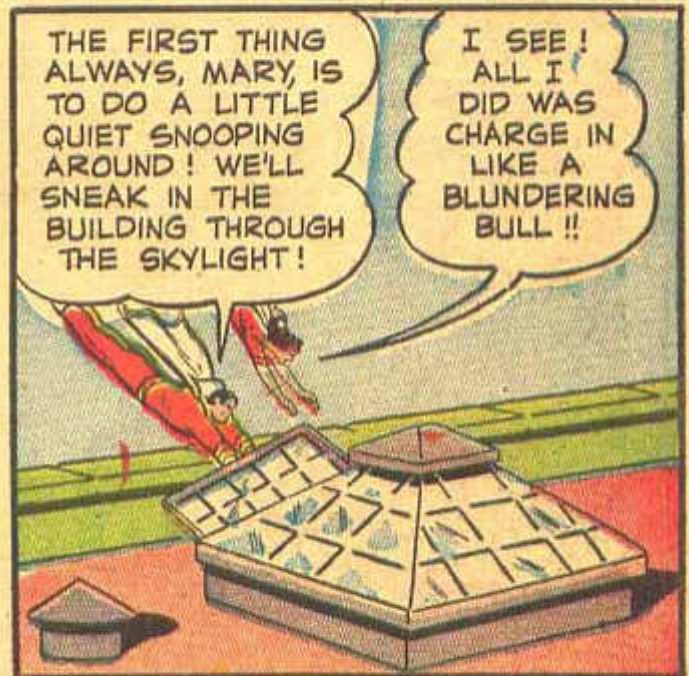
BACK ALREADY, SIS ! HOW DID IT COME OUT ?

TERRIBLE, BILLY ! JUST TERRIBLE !



OH, BILLY ! I'M SO ASHAMED ! SOB ! I BUNGLED THE WHOLE THING ! I JUST MADE A FRIGHTFUL MESS OF IT !!

THERE, THERE ! IT CAN'T BE THAT BAD ! NOW BRACE UP, AND TELL ME WHAT HAPPENED !







OH, HOW TERRIBLE!
ALL THIS TIME I'VE
BEEN USING MY SCIENTIFIC
REPUTATION TO UPHOLD
THAT IMPOSTOR!



LOOK OUT,
HIS
HENCHMEN--!!

HENCHMEN?
WHERE?



OH, YES, THERE ARE
SOME HENCHMEN, IT
SEEMS!



YOU MEAN, THERE
WERE SOME
HENCHMEN!

BUT WHERE'S
THEIR RING-
LEADER,
GREASELEY?

THE WORLD'S MIGHTIEST PAIR MAKE SHORT
WORK OF THE ATTACKERS...



ENRAGED, THE EXPOSED
CHARLATAN SWINGS OPEN
THE CAGE OF THE "VENUSIAN"
BEAST.

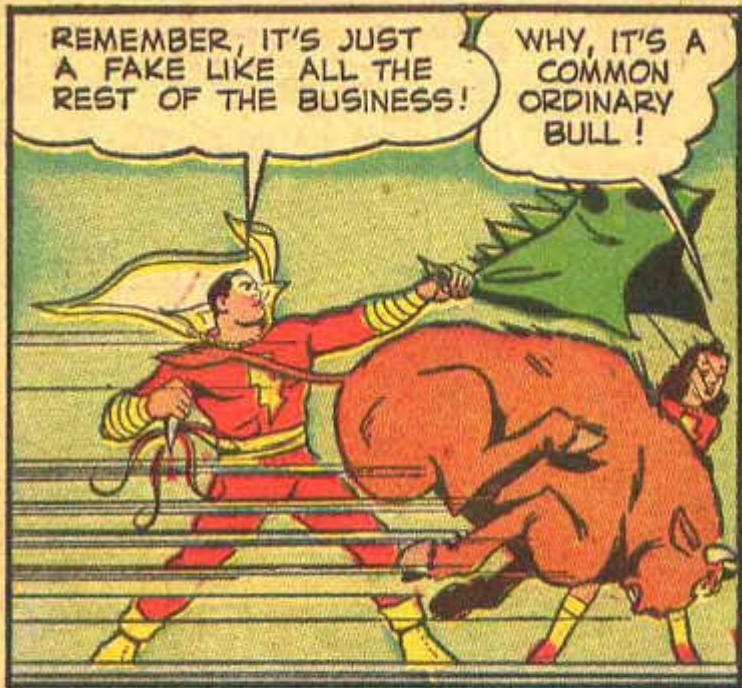
LET'S SEE YOU STOP
THIS, YOU TWO RED
CHISELERS!

GRRRR!
SNORT



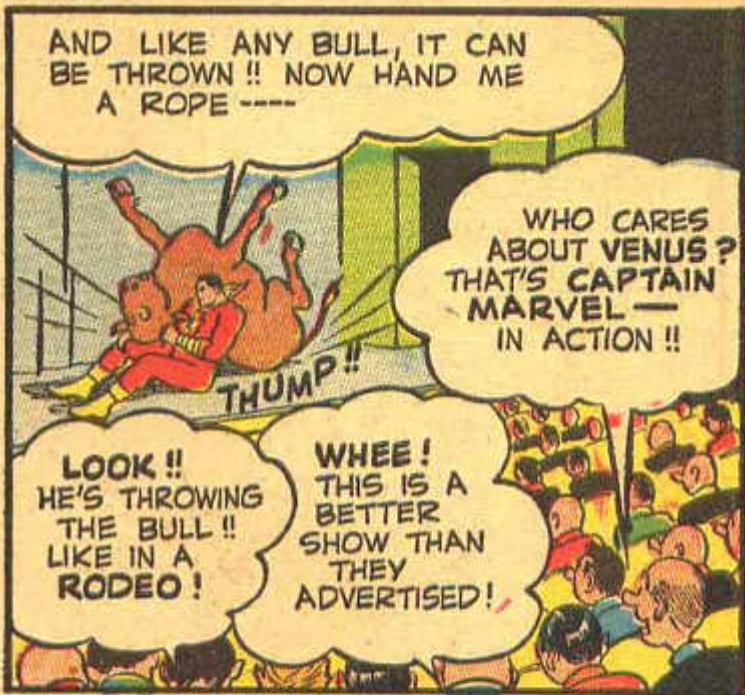
OH! THAT
FRIGHTFUL
MONSTER!

STEADY,
MARY!!



REMEMBER, IT'S JUST A FAKE LIKE ALL THE REST OF THE BUSINESS!

WHY, IT'S A COMMON ORDINARY BULL!



AND LIKE ANY BULL, IT CAN BE THROWN !! NOW HAND ME A ROPE ----

WHO CARES ABOUT VENUS? THAT'S CAPTAIN MARVEL — IN ACTION !!

LOOK !! HE'S THROWING THE BULL !! LIKE IN A RODEO!

WHEE! THIS IS A BETTER SHOW THAN THEY ADVERTISED!



IN THE MEANTIME, GREASELEY AND HIS GANG HAVE SLIPPED AWAY!

GREASELEY GOT AWAY !!

BUT I KNOW WHERE HE WENT! HE HAS A LABORATORY WHERE HE KEEPS THOSE...ER...VENUSIAN ANIMALS!



C'MON, WE'LL GET HIM !! WHICH WAY, PROFESSOR?

DEAR ME! WE ARE LEVITATING THROUGH THE AIR! TO THE RIGHT, CAPTAIN MARVEL!



I'VE LEARNED A LOT, CAPTAIN MARVEL! WHAT DO WE DO NOW --- JUST CRASH INTO THE PLACE AND GRAB GREASELEY?

NO, MARY, HE'D SEE US COMING AND DESTROY THE EVIDENCE WE WANT AGAINST HIM!



WE WHISK AROUND THE CORNER AND LET THE PROFESSOR GO IN ALONE!

DEAR ME! WHERE DID THEY VANISH TO ?? WELL, I WILL GO IN AND CHASTISE THAT SCOUNDREL, GREASELEY!



AND WE SAY..... SHAZAM!

SHAZAM!



BOOM!



AND AS BILLY AND MARY, TWO INNOCENT KIDS, WE CAN SNOOP AROUND AND SEE WHAT'S WHAT!

YOU THINK OF EVERYTHING, BILLY!

BUT A SIGHT OF HORROR MEETS THEIR EYES INSIDE THE LABORATORY HIDE-OUT OF GREASELEY!



SUPERO OCTURUSO

HELP! HELP!

LOOK, BILLY!

GREASELEY! ONE OF HIS BEASTS CAUGHT HIM!

BILLY RUNS FORWARD, TO HELP, READY TO YELL HIS MAGIC WORD, BUT...



HOW HORRIBLE! I'LL HELP HIM! SHAZ... MMFFF!

WE GOT CAPTAIN MARVEL'S BOY, PAL! BILLY BATSON!

BILLY! WAIT!



HA, HA! THESE ARE JUST RUBBER FAKES! FELL RIGHT INTO MY TRAP, DIDN'T YOU, BRAT?



BUT MARY BATSON DID NOT RUSH INTO THE TRAP!

I SAW IT WAS A RUBBER FAKE RIGHT AWAY! I TRIED TO WARN BILLY! BUT IT WAS TOO LATE! BUT NOW...

SHAZAM!



THE MIGHTY WORD BRINGS FORTH MIGHTY MARY MARVEL!



**DON'T MISS
YOUR SHOT AT THE**

AXIS!



**TO SCORE A BULL'S-EYE
BUY U.S. WAR
BONDS *and* STAMPS
EVERY DIME HELPS!**

CAPT. MARVEL

AND HIS ACHILLES HEEL

- SOLOMON - WISDOM
- HERCULES - STRENGTH
- ATLAS - STAMINA
- ZEUS - POWER
- ACHILLES - COURAGE
- MERCURY - SPEED

CAPTAIN MARVEL POSSESSES ALL THE GOOD QUALITIES OF THESE HEROES OF HISTORY, INCLUDING THE COURAGE OF ACHILLES, BUT DOES HE, BY SOME MISCHANCE, ALSO POSSESS THE WEAKNESS OF ACHILLES - THE FAMOUS ACHILLES HEEL? IS IT POSSIBLE THAT THIS MIGHTY, INVINCIBLE CHAMPION HAS ONE SOFT SPOT - ONE DEFECT THAT MAKES POSSIBLE HIS DESTRUCTION? THE HEELS OF NAZI GERMANY CONCEAL A SINISTER PLOT AGAINST THE WORLD'S MIGHTIEST MORTAL - AND HIS ACHILLES HEEL!

KEEP SHOOTING, BOYS! YE FIND A VITAL SPOT YET!



IN BERLIN, IN THE OFFICES OF THE ESPIONAGE HIGH COMMAND, HANGS A CHART THAT BRINGS NO CHEER TO NAZI HEARTS.

BLITZEN! HOW CAN WE SABOTAGE AMERICA? DOT AWFUL CAPTAIN MARVEL HASS CAPTURED MOST OF OUR SPIES!

UND DER REST ARE SCARED TO DEATH TO TRY SOMEDINGS!

VON-SCHNITZ
ERIC-HIMMEL
OTTO-LIBURG
CARL-SANDZ
HEIN-EGEL
AND SEIBENBURG
OTTO-KERUSCHALL
VON-NUTZ
CAPTURED BY
CAPTAIN
MARVEL



DERE ISS ONLY VON DING LEFT TO DO. VE MUST SEND DER FUEHRER HIMSELF TO AMERICA!

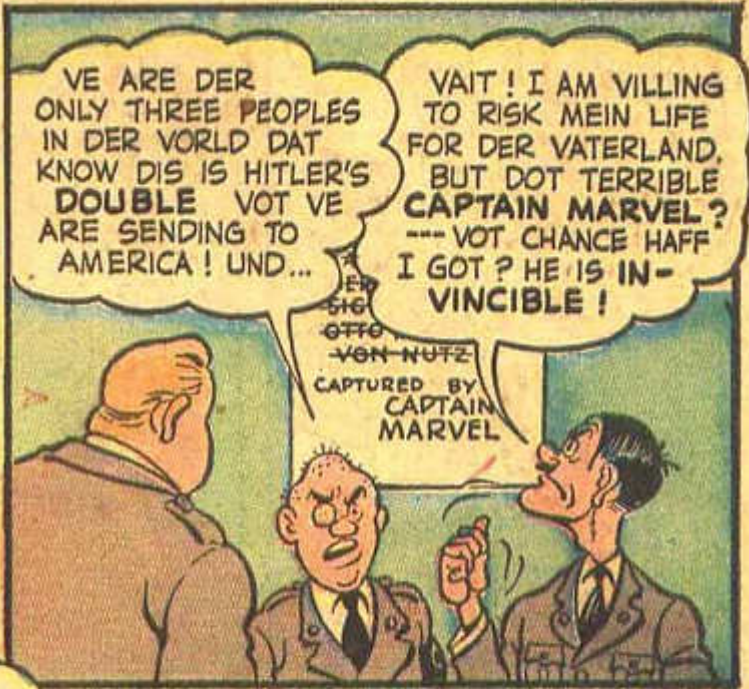
JA! HE VILL INSPIRE OUR MEN IN AMERICA TO GREATER DEEDS! HERE HE COMES NOW!





HEIL HITLER!

ACH, FRITZ! HAFF YOU FORGOTTEN OUR PLAN? DIS IS ONLY VUN OF DER FUEHRER'S DOUBLES! NATURALLY VE CAN'T SEND HITLER HIMSELF!



VE ARE DER ONLY THREE PEOPLES IN DER WORLD DAT KNOW DIS IS HITLER'S DOUBLE VOT VE ARE SENDING TO AMERICA! UND...

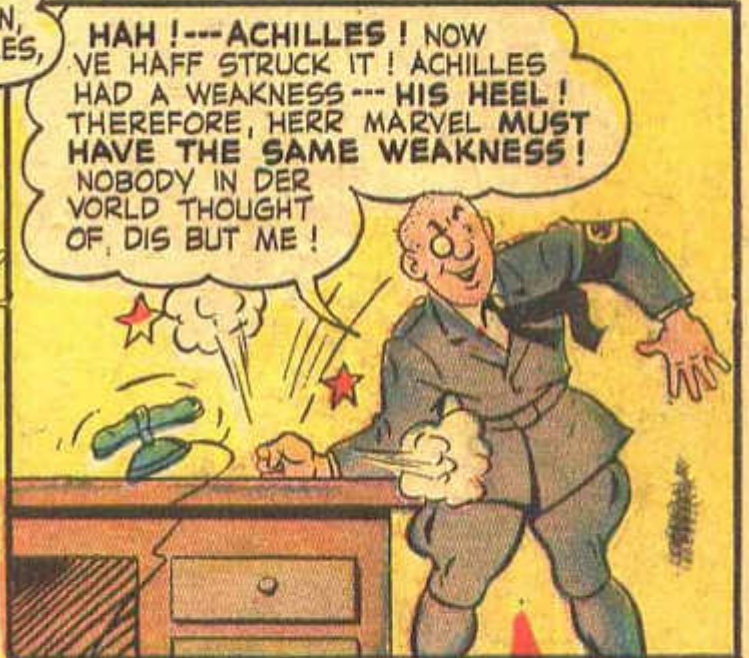
VAIT! I AM VILLING TO RISK MEIN LIFE FOR DER VATERLAND, BUT DOT TERRIBLE CAPTAIN MARVEL? --- VOT CHANCE HAFF I GOT? HE IS INVINCIBLE!

ER SIG OTTO VON NUTZ CAPTURED BY CAPTAIN MARVEL



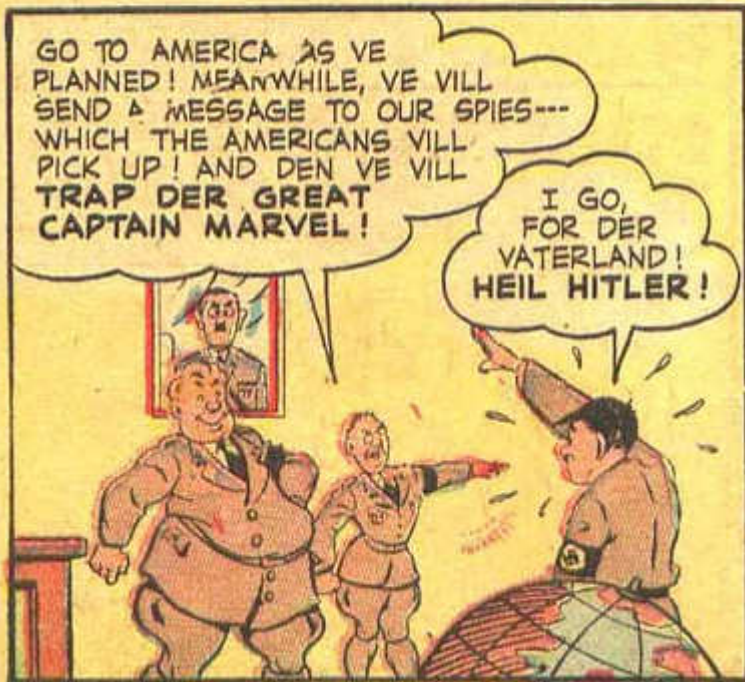
BAH! HE CAN'T BE DOT GOOD! HE MUST HAVE A WEAKNESS!

WEAKNESS? HE HAS DER WISDOM OF SOLOMON, DER STRENGTH OF HERCULES, DER COURAGE OF ACHILLES...



HAH! --- ACHILLES! NOW VE HAFF STRUCK IT! ACHILLES HAD A WEAKNESS --- HIS HEEL! THEREFORE, HERR MARVEL MUST HAVE THE SAME WEAKNESS! NOBODY IN DER WORLD THOUGHT OF, DIS BUT ME!

WELL KNOWN TO THE ESPIONAGE CHIEFS ARE ALL THE GREAT AND SPECIAL POWERS OF CAPTAIN MARVEL SO OFTEN USED AGAINST THEM!



GO TO AMERICA AS VE PLANNED! MEANWHILE, VE VILL SEND A MESSAGE TO OUR SPIES --- WHICH THE AMERICANS VILL PICK UP! AND DEN VE VILL TRAP DER GREAT CAPTAIN MARVEL!

I GO, FOR DER VATERLAND! HEIL HITLER!

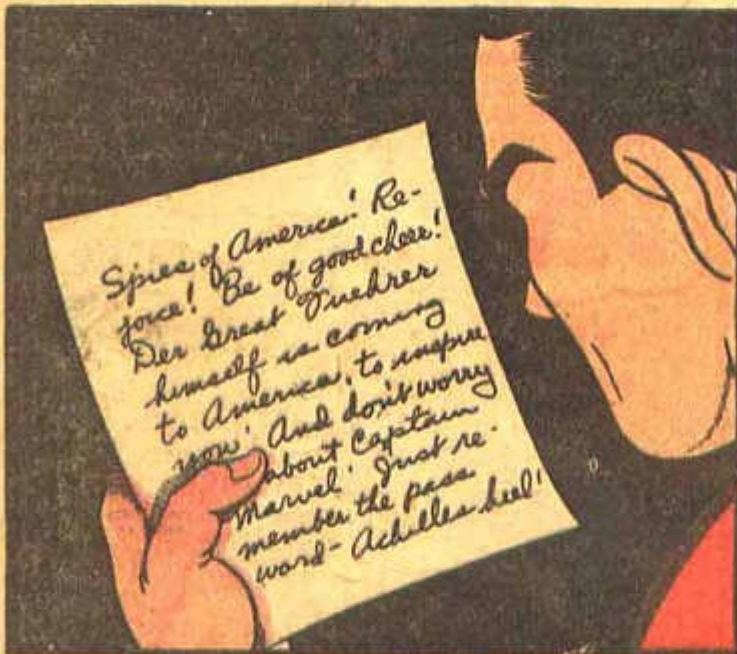


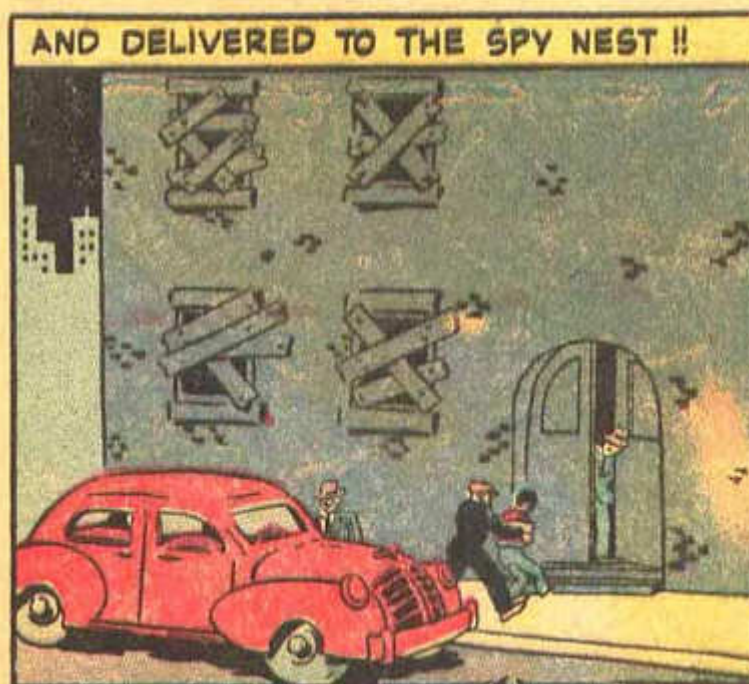
LATER, AT THE SHORT-WAVE LISTENING POST OF STATION WHIZ, WHERE BILLY BATSON SPENDS PART OF HIS TIME AS A VOLUNTEER OPERATOR, A CODED MESSAGE COMES IN...

XY-23 4 X 56 HL- OZ-KT RY 10- CO 659 RL-

SHORT WAVE LISTENING - POST -

A SECRET CODE! I'LL TAKE IT ALL DOWN!





THUNDEROUS LIGHTNING ROCKS THE BUILDING TO ITS VERY FOUNDATIONS!



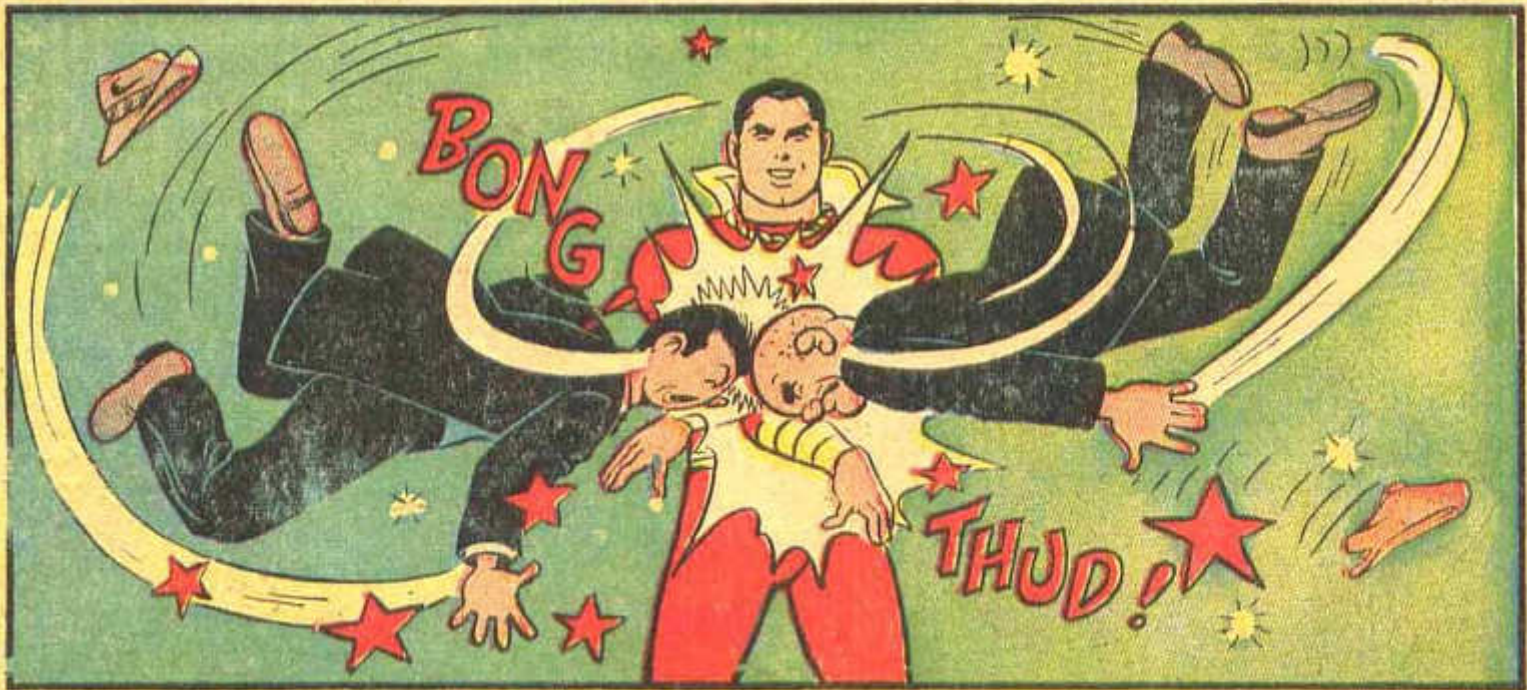
WELL, GENTS, I'M HERE! I SENT BILLY BATSON AWAY—WHAT'S COOKING?



CAPTURE HIM! HOLD HIM DOWN! THEN WE MUST FIND HIS ACHILLES HEEL --- HIS WEAKNESS!



HOLD ME DOWN, EH?





THE OTHERS QUICKLY BIND THE RED TERROR!

SO THIS AMERICAN PIG ISN'T SO POWERFUL AFTER ALL! HA, HA!

YOU'VE --- PUFF... GOT ME, BLITZENWITZ! GUESS I WAS OVER-RATED!



BUT HOW DO VE KNOW WHICH HEEL IT ISS?

VE TRY BOTH OF THEM! HOW IS HE TAKING THIS?



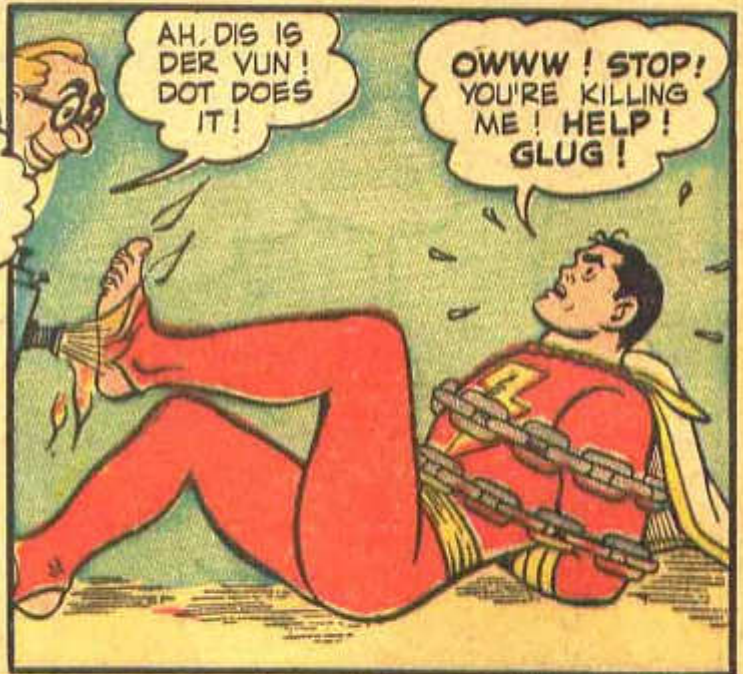
HE DON'T SEEM TO BE BOTHERED! TRY DER ODDER HEEL!

THAT FLAME IS REALLY BARELY TICKLING ME, BUT I'LL HAVE TO PRETEND IT'S KILLING ME!



AH, DIS IS DER VUN! DOT DOES IT!

OWWW! STOP! YOU'RE KILLING ME! HELP! GLUG!



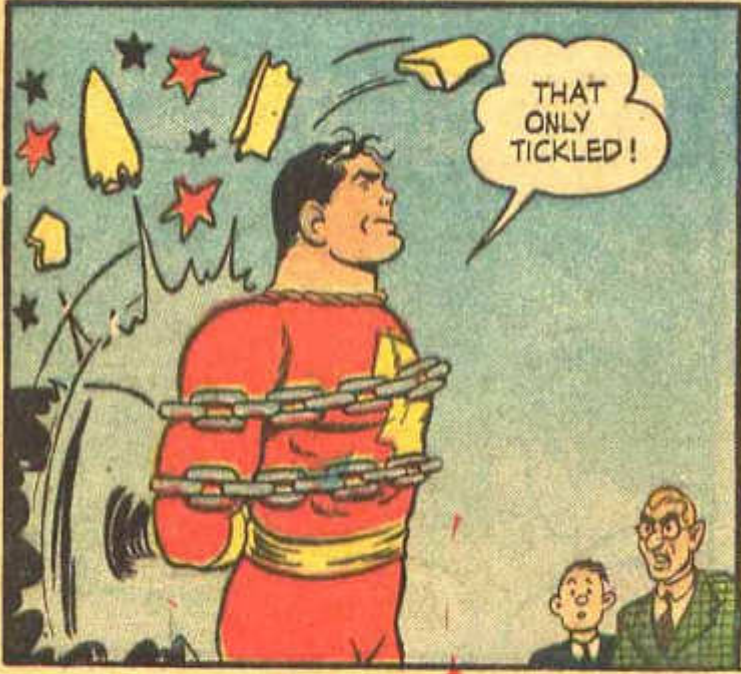
GRIND HIM UP IN THE CONCRETE MIXER NOW!

NO... DON'T! IT MIGHT DESTROY ME!

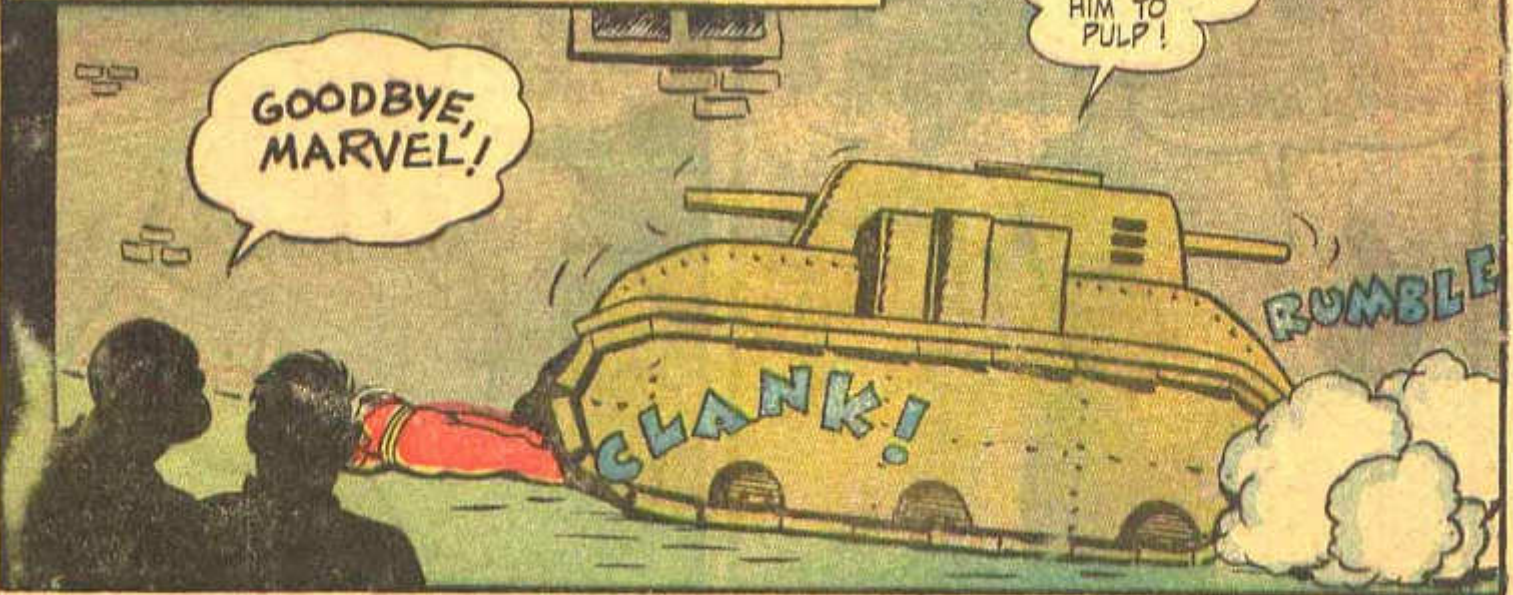


CLANK!
GRIND!

BUT CAPTAIN MARVEL SURVIVES THE MACHINE, AS HE HAS SURVIVED MANY OTHER AGENCIES OF DEMOLITION!



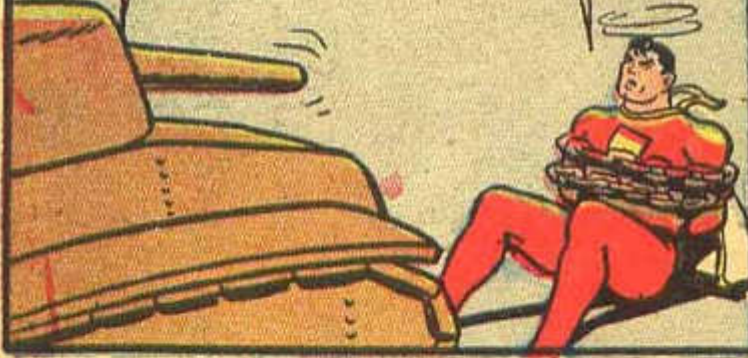
AND IN A HUGE, THUNDERING TANK, BLITZENWITZ RIDES ROUGH-SHOD OVER THE FORM OF CAPTAIN MARVEL!



BUT MIGHTY CAPTAIN MARVEL STILL LIVES---
STILL BREATHES!

HE'S TOO WEAK TO
GET UP ANY MORE! ONE
GOOD EXPLOSIVE SHELL
WILL BLAST HIM TO
ETERNITY!

OH!! ... GASP!
... FEEL TERRIBLE!
HURT BAD... I'M
DONE FOR!

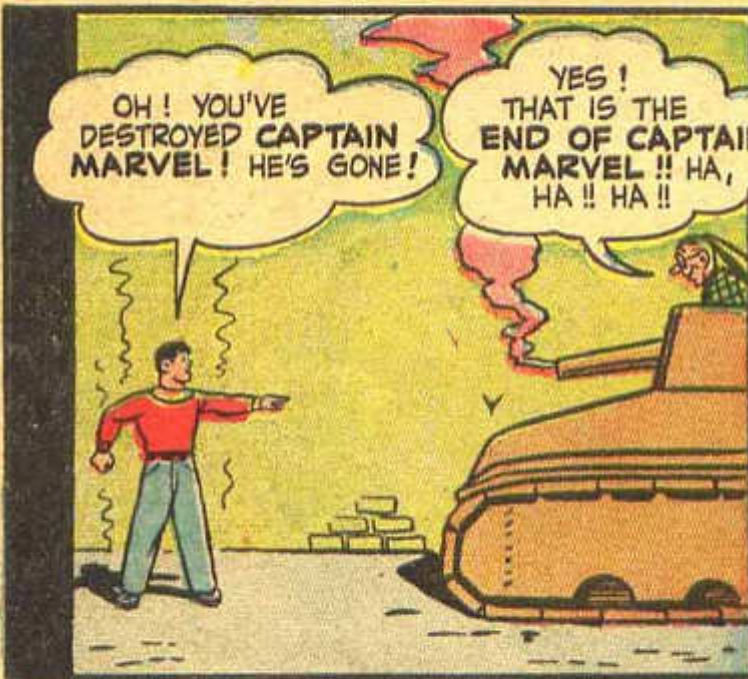


AT THE SAME MOMENT THAT THE DEADLY CANNON
FIRES, MAGIC THUNDER AND LIGHTNING BURST
FORTH!



OH! YOU'VE
DESTROYED CAPTAIN
MARVEL! HE'S GONE!

YES!
THAT IS THE
END OF CAPTAIN
MARVEL!! HA,
HA!! HA!!



A KNOCK AT THE DOOR, AND AN IMPORTANT
FIGURE STRIDES IN!

HEIL HITLER!

ACH-
TUNG!



I HAVE COME TO
INSPIRE YOU! I UNDER-
STAND THAT YOUR MORALE
IS LOW! YOU ARE IN
FEAR OF THIS
CAPTAIN MARVEL...

NOT
ANYMORE,
FUEHRER! WE
HAVE KILLED
HIM!

IS THAT SO?
SHAZAM!!



ONCE MORE CAPTAIN MARVEL APPEARS---
AS GOOD AS NEW!!

KILLED ME,
EH? GUESS
AGAIN!





I WAS JUST STALLING FOR TIME BEFORE....



... AND PRETENDED TO HAVE AN ACHILLES HEEL, WHICH I HAVEN'T....



... IN ORDER TO GET THIS HEEL!

HALLUP!! LET ME GO! I'M NOT HITLER... JUST A DOUBLE OF HIM



NOT HITLER! JUST A DOUBLE?

HA-HA! YOU ARE STUNG, CAPTAIN MARVEL!



WHAT?? NOT THE REAL FUEHRER?

SEE HOW YOUR OWN BELOVED FUEHRER LIES TO YOU, TRICKS YOU, FOOLS YOU? THAT'S THE KIND OF A LEADER YOU'VE GOT--A CHEAT! AND WHEN THIS STORY CIRCULATES AMONG OTHER SPIES, IT'S SURE GOING TO HELP MORALE... HELP IT GO DOWN!!!



WELL, FOLKS, I GUESS THAT PROVES CAPTAIN MARVEL HAS NO ACHILLES HEEL--- NO WEAKNESS AT ALL! EXCEPT ONE--- A WEAKNESS FOR CHASING DOWN CRIME AND EVIL!

The WIZARD'S MARK

BY
JIM
KJELGAARD

SLADE lay so still that a striped chipmunk, that had fled in terror when Slade climbed Big Horn Knob, ventured out from his den and began to scratch about within six feet of the recumbent man. Slade's eyes were fixed on the banks of the Tame River, and on the figure of Joe Carson, who was casting about in an open meadow there.

Slade shivered, and his heart began to pound a little faster. He was frightened... so frightened his eyes swiveled for a moment.

Carson squatted in the grass, and sat for five minutes with his eyes fixed on the ground. Slade watched him intently. That was the place where he had taken the shoes from his horse and let him wander.

There was a hodge-podge of interlaced tracks that no eye should be able to decipher. But Carson rose and walked a quarter of a mile up the meadow—directly to the place where Slade had put his horse's shoes back on.

A fine sweat bathed Slade's forehead as he watched Carson cross the river, and come back. Slade had ridden his horse to the farther bank, then backed him to this one and through the meadow to the shelter of the woods. That was his master trick. If it didn't work...

It didn't. Carson trotted along the tracks to the place where Slade had turned his horse about and ridden him forward again. The chipmunk dived back into its den as Slade skulked away from the rock. He knew now exactly what he had to do. He had to kill Carson... If he had known Joe Carson was in the country, he never would have shot the two guards who were taking the payroll up to the Croesus mine.

But he hadn't known. Carson

was supposed to be in Arizona, where he was a deputy sheriff... and Slade had been confident of his ability to hide a trail from any other tracker. Slade crawled down into a small gully, stood up, and started to run.

Craven fear gnawed at him, and his face was constantly bathed in sweat. In addition to being a wizard on a trail, Carson was also a wizard with a rifle. Slade had seen him shoot turkeys out of the air, and had watched him drop running antelope at impossible distances. He knew that he would have to kill Carson with the first shot. If he did not, he was a dead man himself. Just *one* miss—and Carson would get Slade dead center!

But, if he went on, he could make no trail that Carson could not follow. So he could not go on; he had to kill Carson.

SLADE reached his tethered horse, who was impatiently switching away flies, and snatched his rifle from its scabbard. In wild haste he ran down his back trail until he came among a grove of huge, gray-trunked beech trees. He forced himself to slow down, fought for some measure of calmness.

Even if he kept trotting it would take Carson at least half an hour to reach this place, and it had taken Slade only five minutes to get the rifle. Slade threaded a cautious way among the trees, seeking the best place for his intended ambush. And at length he found it.

A huge tree—the largest Slade had ever seen—sent knotted, octopus-like roots crawling in all directions. Slade dropped behind one, and found that it was high enough to conceal his body.

From it, also, he could get a

commanding view of a sun-lit, treeless valley up which Carson must come if he stayed on the trail.

Slade slipped the safety catch on his rifle, and trained it over the root...

A minute passed, five minutes. But Slade was not conscious of passing time. Every nerve and every sense was concentrated into one tense, taut thing that awaited only the appearance of Joe Carson.

And, presently, Carson appeared! Walking straight into death to be spat out at him from Slade's rifle.

Carson swung along with his eyes never still, seeing everything. His rifle swung from his right hand. Slade drew a fine bead on Carson's heart, and his finger tightened on the trigger!

He did not press it—not yet. He had only one shot, and that one had to be certain. If he missed, Carson would certainly kill him. Carson had never been known to miss a shot... The closer he got, the surer Slade would be.

Then Carson stopped, and looked directly at Slade. In that nerve-wracking second before he squeezed the trigger, Slade knew that he had been seen and identified.

At Slade's shot, Carson pitched to his knees. Almost instantly his own rifle was at his shoulder. Slade dropped behind the root, sick with craven fear. His shot had only wounded Carson!

Carson's gun began to speak, and five shots in quick succession thudded into the beech tree behind whose big root Slade crouched. Slade whimpered, and cowered as low as he could while Carson continued to shoot. Carson's shots became spaced farther apart, sometimes came in bursts of

two or three and sometimes there was a minute or more between each shot.

Desperately wounded, he probably had some crazy idea that he'd die trying...die shooting the criminal he stalked.

Slade counted more than fifty shots. Then Carson's gun was silent. Carson had fallen unconscious!

After ten minutes, Slade cautiously raised his head over the root. Carson was sprawled full-length, with his hat tilted back on his head and his gun beside him. A great elation seized Slade. He drew a careful bead and shot the half-dead Carson through the head. Carson's head jerked spasmodically, and Slade pumped five more bullets into it.

HE WAS even more elated now, and calm. Carson was dead, and nobody else could possibly know whose trail he had been following. He, Slade, had achieved a master stroke! He opened his saddle bags to make sure that the twenty thousand dollars in greenbacks he carried there was safe. Then he mounted and rode away...

For a full mile he rode with no attempt to hide his trail. When he came to a trail that wild horses used to travel to and from a water hole, he rode another mile up it. There he stopped, pulled the shoes from his horse, and rode in the opposite direction to the water hole.

Five shaggy little broncos thundered away as he approached. Slade stripped the saddle and bridle from his horse and turned it loose.

The horse would either join the wild bunch or else go back to the J Bar Ranch from which Slade had stolen it. It made no difference which—another tracker would catch only the horse. Slade was safe and free and his arch enemy, the deputy sheriff, was certainly dead.

Slade shouldered the saddle and bridle and started up a

steep, treeless, rock-lined slope. There were patches of moss among the rocks. But he either jumped over them or walked around them. The rocks would hold no sign of tracks, would tell nobody that Slade had passed this way. Only Carson knew and Carson would never follow another trail.

Reaching the top of the slope, Slade walked carefully to a sluggish little rock-bottomed creek. He waded up the creek to its source, and struck straight off through the pine forest that started there.

Five miles farther on he came into a small clearing in the center of which was a peeled log cabin. A hobbled white horse grazed beside it. Slade made certain that no one was at home.

Then he caught the horse, saddled and bridled it. He took two fox and three coyote pelts from a hanger in the cabin and draped them over the saddle. Mounting, he rode straight to a travelled road and turned boldly down it.

He waved to a passing teamster, and chuckled to himself when the man waved back. Teb Slade was coming in from his Otter Creek trap-line on schedule, with his usual amount of pelts, and he had a witness to prove it!

Three hours later Slade rode up to his own home cabin. He took the saddle and bridle from his horse, and turned him out to graze. The money he thrust behind a loose stone in the cabin's fire place.

SLADE was cooking his breakfast the next morning when he heard a horse come up to the cabin. Unconcernedly, Slade went on with his task. The door was pushed open, and Sheriff George Deaver came in. Slade glanced up, and said casually:

"Out early, ain't ya, George? What's on yer mind?"

The sheriff grunted noncommittedly, glumly. For a moment he stared through the window. Then, "Slade, Joe Carson was on the trail of the Croesus mine

payroll bandit yesterday, and got bushwhacked. We brought him in. But I'm out to get whoever got him, and I want your help."

"Joe Carson, huh?" Slade said. "You bet I'll go along! Joe grub-staked me once when I needed it bad. Just wait until I grab a bite to eat. Wonder what dirty coyote could've done it?"

The sheriff didn't answer.

"Anybody got any idea who swiped the payroll from the Croesus? Killer leave any signs?"

"The killer? Nope. No signs."

His breakfast eaten, Slade caught and saddled his horse. He rode behind Deaver down to the Tame River, and across it to the Gulley up which Carson had come yesterday.

When he came to the place where Slade had shot Joe Carson, the sheriff swung from his saddle. Slade dismounted, and turned around to look squarely into Sheriff Deaver's gun. Deaver said quietly:

"I brought you here so you could show me exactly how you did it, Slade."

"Did what?" Slade blustered. "Carson told me you shot him," Deaver broke in.

"Carson was dead!" Slade flared. "Carson couldn't've told you nothin'!" He tried to check himself. But he had already spoken.

Slade forced his eyes to follow a flick of the sheriff's hand. His breath caught in his throat, and his knees threatened to collapse under him.

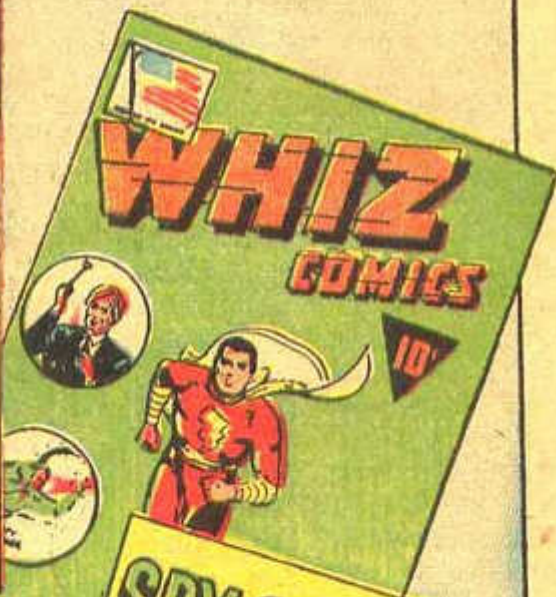
Standing out plainly on the trunk of the beech tree behind which he had crouched, written there as only Joe Carson's bullets could have written them, were these words:



The End

GO GET THE MARVEL GANG

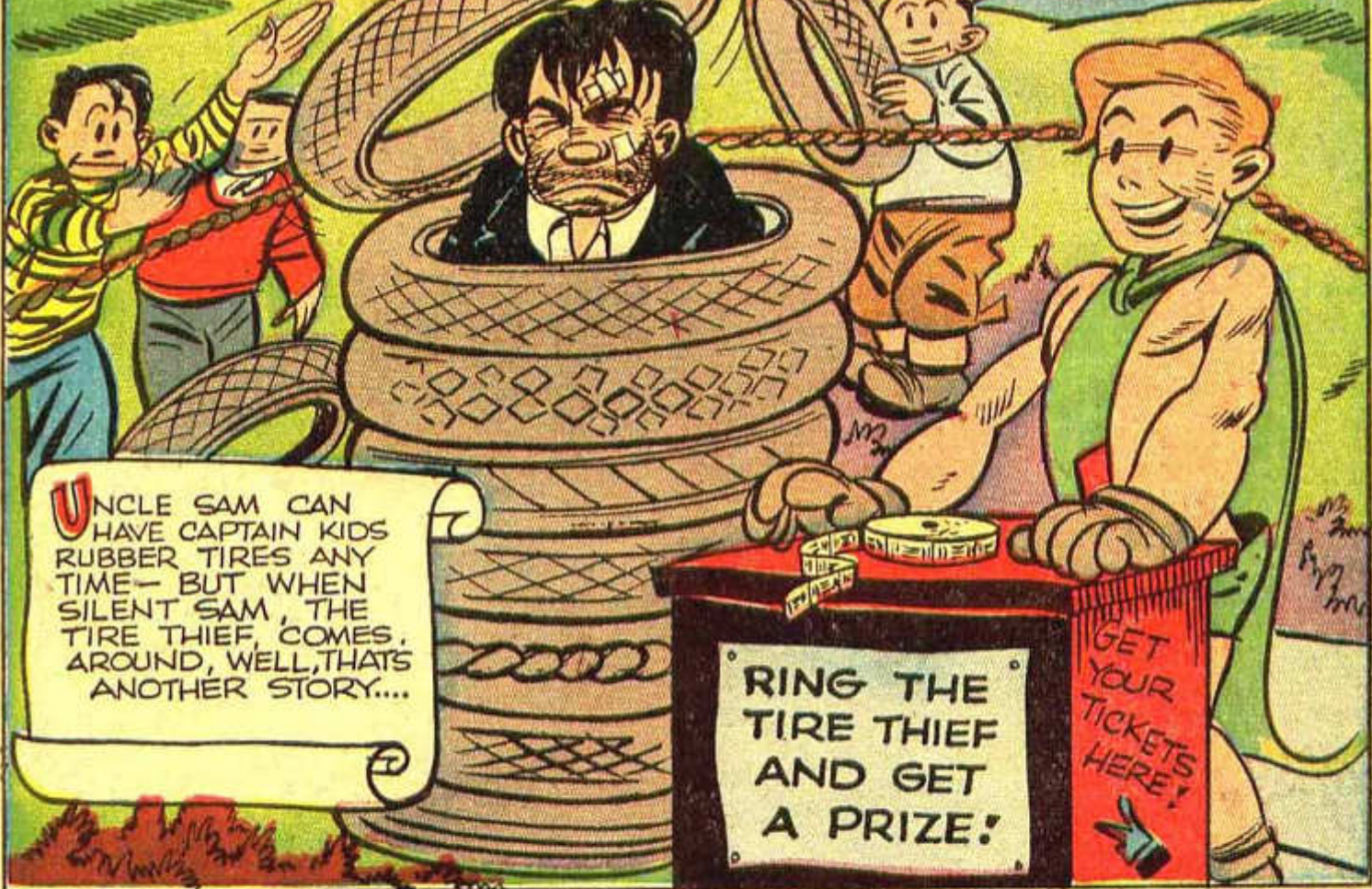
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WATCH FOR THESE GREAT MAGAZINES NOW APPEARING AT YOUR FAVORITE NEWSSTAND GET THEM TODAY



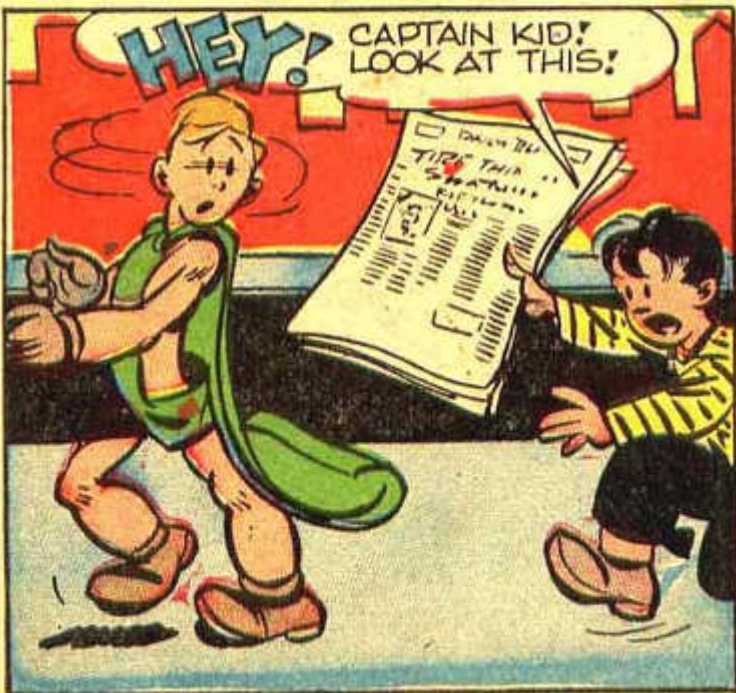
CAPTAIN KID



UNCLE SAM CAN HAVE CAPTAIN KIDS RUBBER TIRES ANY TIME— BUT WHEN SILENT SAM, THE TIRE THIEF, COMES AROUND, WELL, THAT'S ANOTHER STORY....

RING THE TIRE THIEF AND GET A PRIZE!

GET YOUR TICKETS HERE!

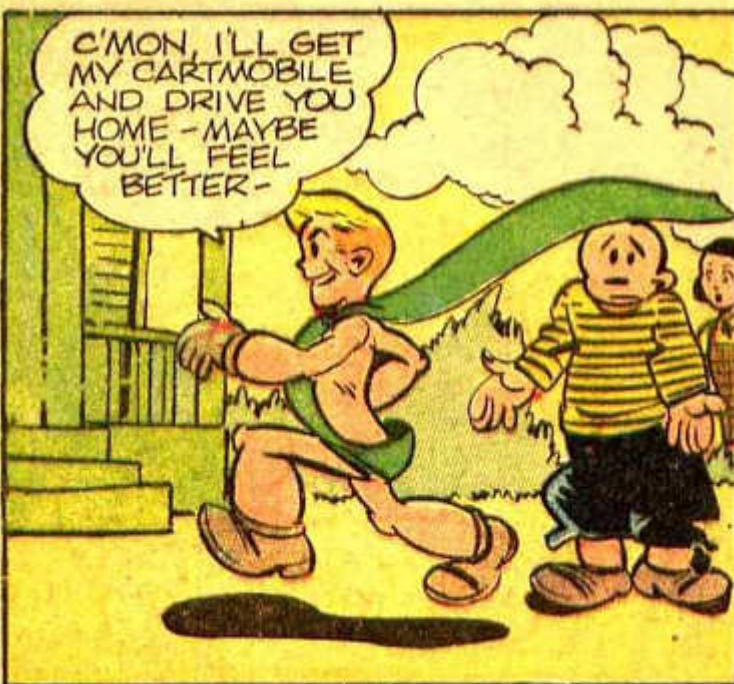
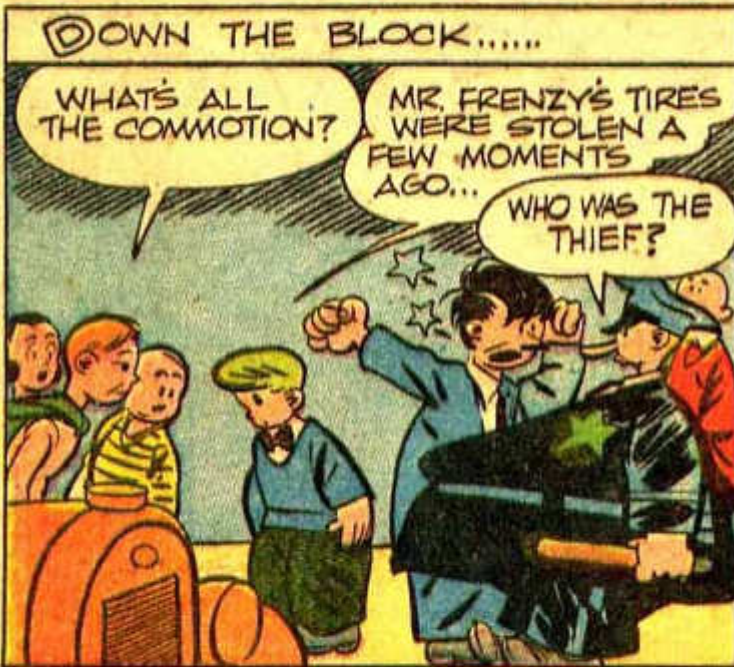
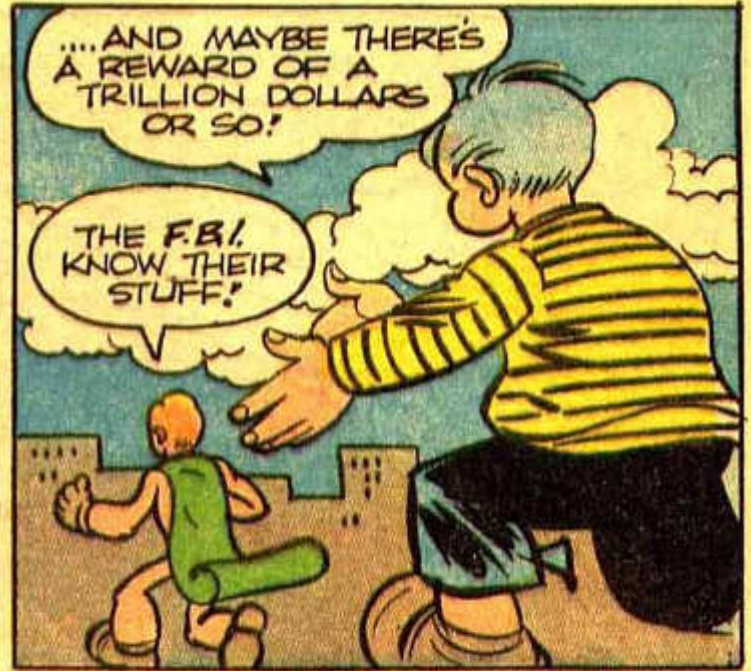


HEY! CAPTAIN KID! LOOK AT THIS!



AIN'T THAT SOMETHING, HUH?

DAILY BLAH
TIRE THIEF IN SWATVILLE
FIFTY TIRES STOLEN IN TWO DAYS
POLICE BAFFLED

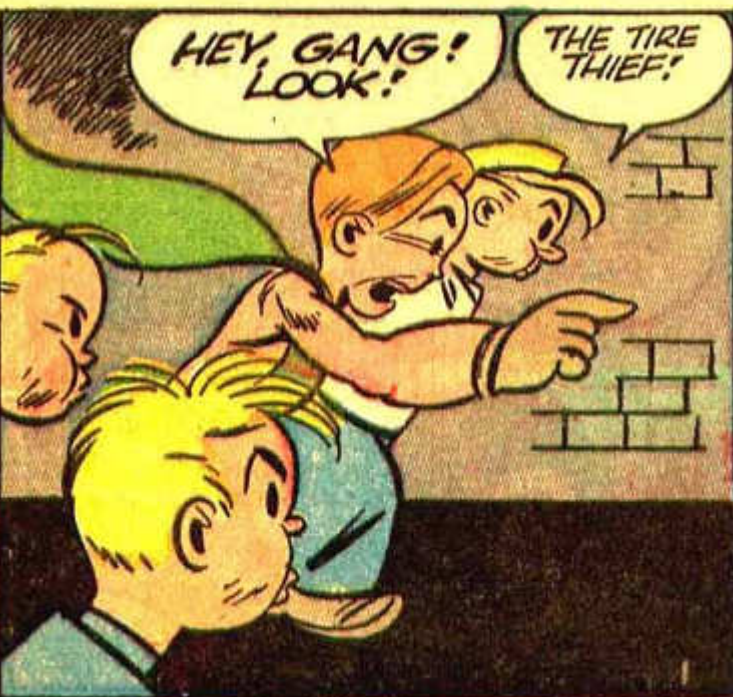


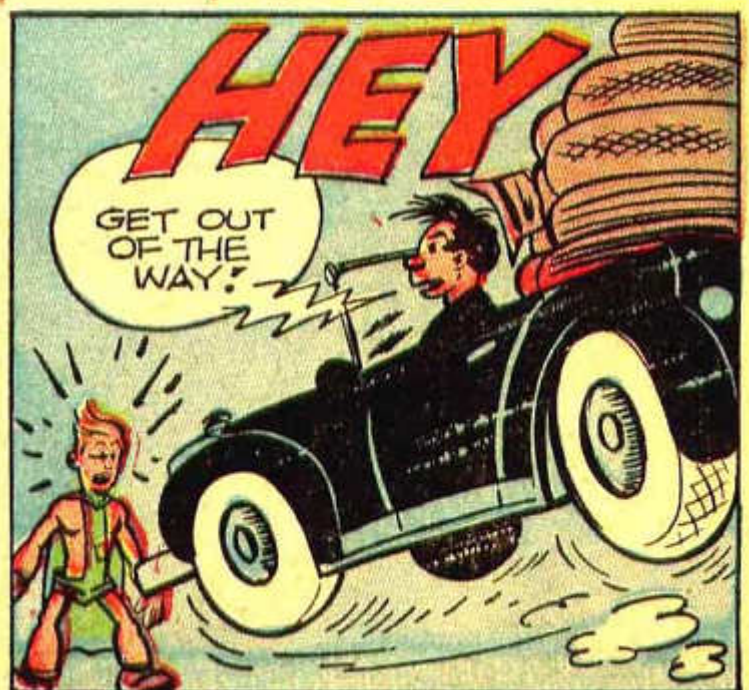
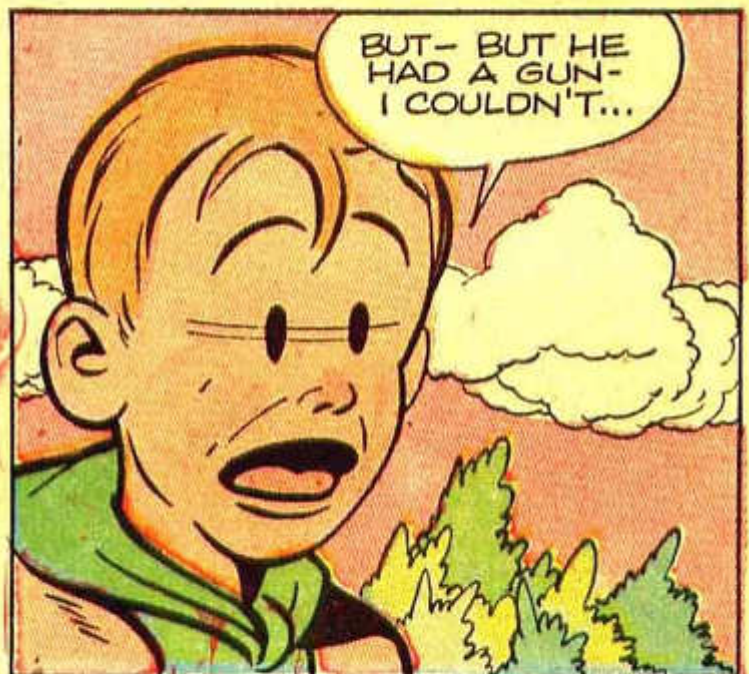


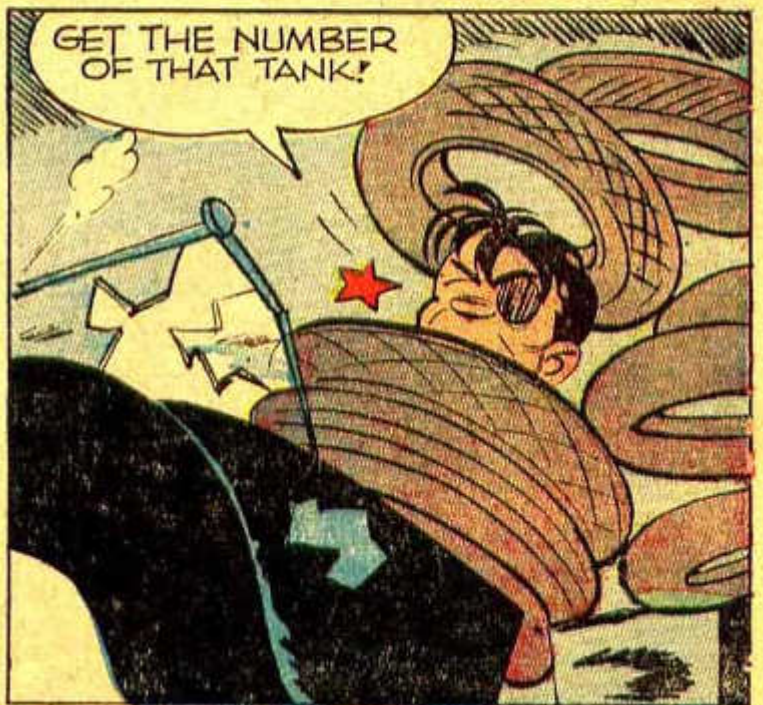
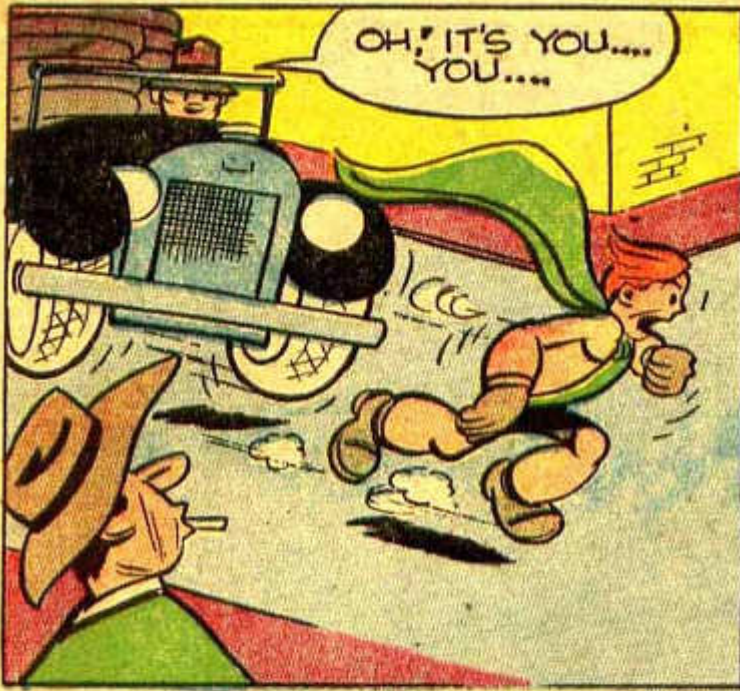
MEANWHILE, SILENT SAM IS HARD AT WORK REMOVING TIRES FROM PARKED AUTOMOBILES.....

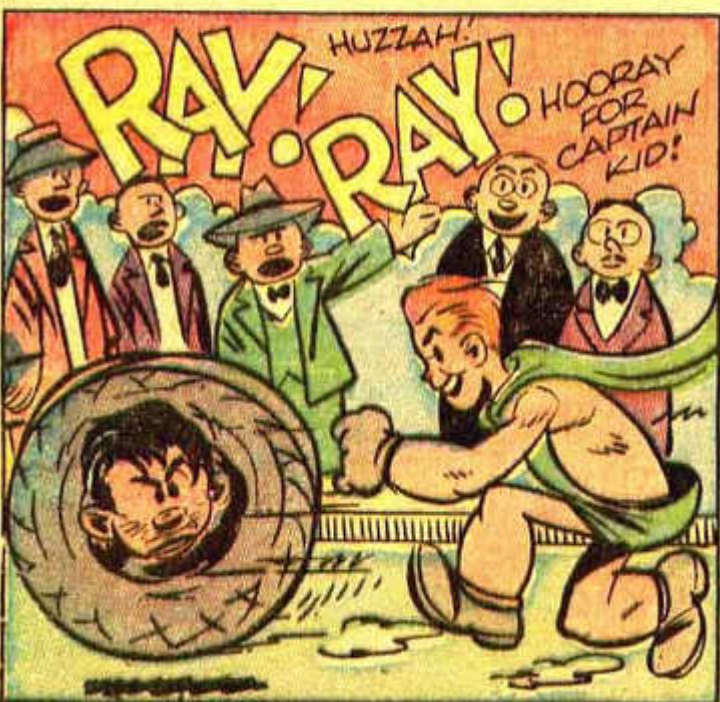
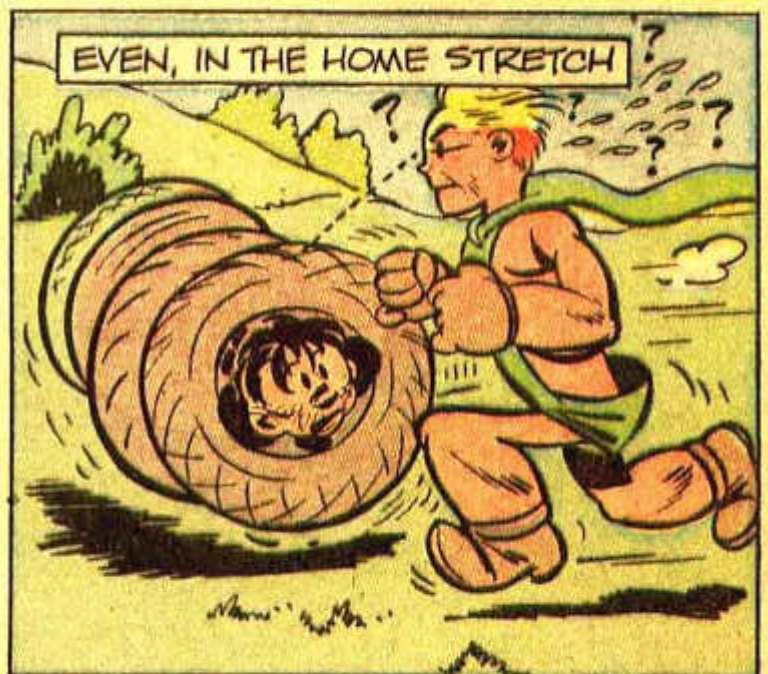


BACK TO CAPTAIN KID...











GET YOURS AT YOUR FAVORITE NEWSSTAND.

STATEMENT OF THE OWNERSHIP, MANAGEMENT, CIRCULATION, ETC., REQUIRED BY THE ACTS OF CONGRESS OF AUGUST 24, 1912, AND MARCH 3, 1933 OF CAPTAIN MARVEL ADVENTURES, published every four weeks at Louisville, Ky., for October 1, 1942.

State of Connecticut)
County of Fairfield) ss.

Before me, a Notary Public in and for the State and county aforesaid, personally appeared Gordon Fawcett, who, having been duly sworn according to law, deposes and says that he is the Business Manager of CAPTAIN MARVEL ADVENTURES and that the following is, to the best of his knowledge and belief, a true statement of the ownership, management (and if a daily paper, the circulation), etc., of the aforesaid publication for the date shown in the above caption, required by the Act of August 24, 1912, as amended by the Act of March 3, 1933, embodied in section 537, Postal Laws and Regulations, printed on the reverse of this form, to-wit:

1. That the names and addresses of the publisher, editor, managing editor, and business managers are: Publisher, Fawcett Publications, Inc., Greenwich, Conn.; Editor, Red Hood, East Rockaway, L. I., N. Y.; Managing Editor, Ralph Ditch, New Rochelle, N. Y.; Business Manager, Gordon Fawcett, Stamford, Conn.

2. That 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 one per cent 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 firm, company, or other unincorporated concern, its name and address, as well as those of each individual member, must be given.) Fawcett Publications, Inc., Greenwich, Conn.; W. H. Fawcett, Jr., Norwalk, Conn.; Marlow Ragg, Tulsa, Okla.; Roger Fawcett, Larchmont, N. Y.; Gordon Fawcett, Stamford, Conn.; Roscoe Kent Fawcett, Greenwich, Conn.; Allan Adams, Greenwich, Conn.; W. H. Fawcett Trust, Greenwich, Conn.; Roscoe Fawcett Trust, Minneapolis, Minn.; John Fawcett, Los Angeles, Calif.; Virginia Lee Buckley, Santa Barbara, Calif.; Fawcett Publications, Inc., Greenwich, Conn.

3. That the known bondholders, mortgagees, and other security holders owning or holding 1 per cent or more of total amount of bonds, mortgages, or other securities are: (If there are none, so state.) None.

4. That the two paragraphs next above, giving the names of the owners, stockholders, and security holders, if any, contain not only the list of stockholders and security holders as they appear upon the books of the company but also, 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, is given; also that the said two paragraphs contain statements embracing 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; and this affiant has no reason to believe that any other person, association or corporation has any interest direct or indirect in the said stock, bonds, or other securities than as so stated by him.

5. That the average number of copies of each issue of this publication sold or distributed, through the mails or otherwise, to paid subscribers during the twelve months preceding the date shown above is (This information is required from daily publications only.)

GORDON FAWCETT,
Business Manager,

Sworn to and subscribed before me this 28th day of September, 1942.

[Seal] LILLIAN M. HUSLEY,

Notary Public

Her commission expires February 1, 1943.

Captain MARVEL

HOW WOULD YOU LIKE TO HAVE POSSESSION OF CAPTAIN MARVEL'S BODY---EVEN FOR JUST FIFTEEN MINUTES? WOULDN'T IT BE WONDERFUL TO SOAR AWAY IN THE BODY OF THE WORLD'S MIGHTIEST MORTAL? WELL, IT HAPPENED TO A COUPLE OF PEOPLE---AN EXPERIENCE THEY'LL NEVER FORGET TO THEIR DYING DAY! IT ALL HAPPENED THROUGH A QUEER LITTLE INVENTION CALLED THE EGO EXCHANGER!



HEY!
COME BACK
WITH MY
BODY!

AND THE
EGO

EXCHANGER

LOOK
GRANDPA!
IT'S CAPTAIN
MARVEL!

NO 'TISN'T,
SONNY! IT'S
SOMEBODY
ELSE!

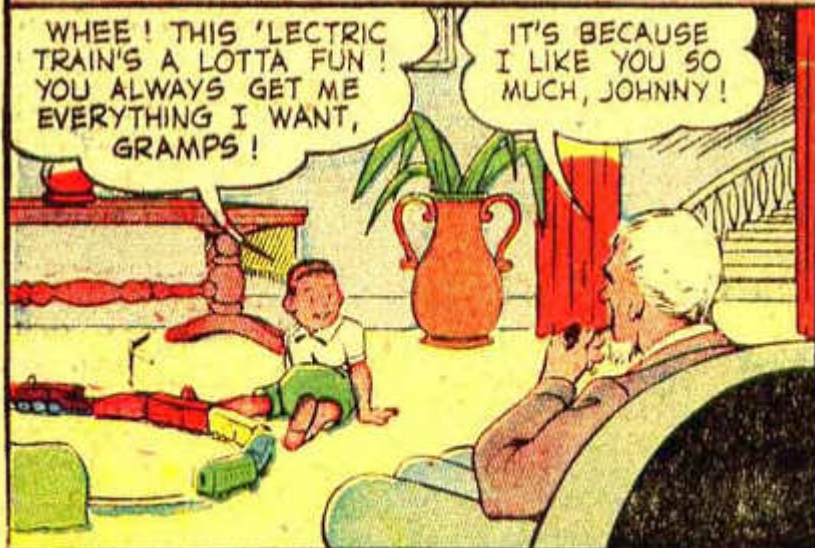
IN A FINE OLD MANSION LIVE A FINE OLD MAN, AND A FINE YOUNG BOY--GRANDPA WILLIS AND HIS GRANDSON, JOHNNY.

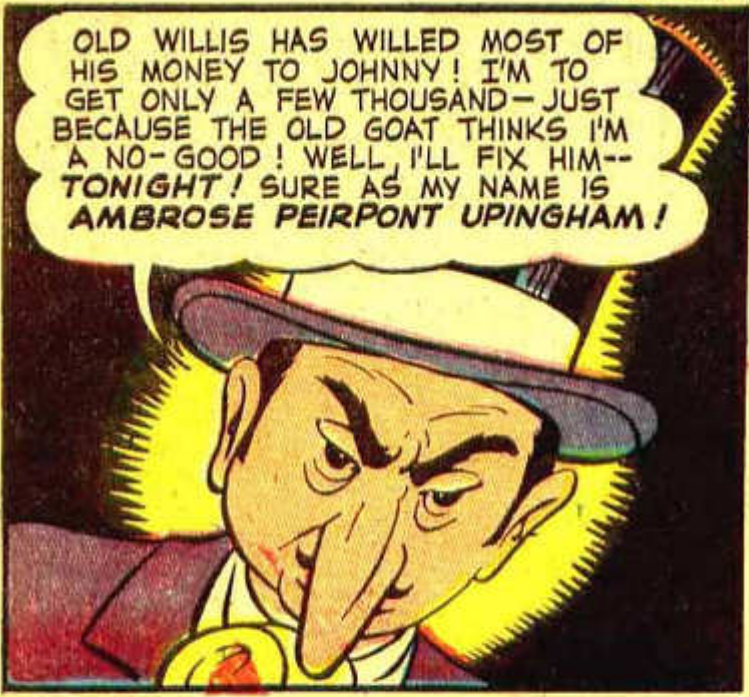
WHEE! THIS 'LECTRIC TRAIN'S A LOTTA FUN! YOU ALWAYS GET ME EVERYTHING I WANT, GRAMPS!

IT'S BECAUSE I LIKE YOU SO MUCH, JOHNNY!

BUT THERE ALSO LIVES IN THIS FINE MANSION A BAD YOUNG NEPHEW!

THERE THEY ARE AGAIN--TOGETHER! ALWAYS TOGETHER!





OLD WILLIS HAS WILLED MOST OF HIS MONEY TO JOHNNY! I'M TO GET ONLY A FEW THOUSAND—JUST BECAUSE THE OLD GOAT THINKS I'M A NO-GOOD! WELL, I'LL FIX HIM—TONIGHT! SURE AS MY NAME IS AMBROSE PEIRPONT UPINGHAM!

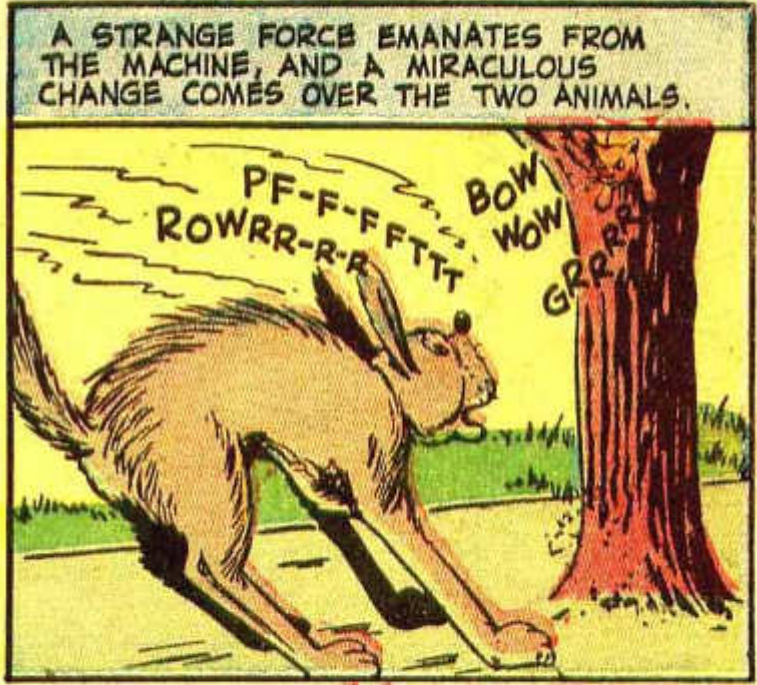


THE BAD YOUNG NEPHEW UNWRAPS A PACKAGE HE HAS BROUGHT.

I BOUGHT THIS INVENTION FROM A DOWN-AND-OUT INVENTOR. HE CALLED IT THE EGO EXCHANGER! ITS RAYS ARE SUPPOSED TO CAUSE A PERSON'S EGO, OR MIND, TO SWITCH WITH SOMEONE ELSE'S! THE EFFECTS LAST FIFTEEN MINUTES!



WONDER IF IT WORKS? I'LL TRY THE EGO-EXCHANGER ON THAT CAT AND DOG!



A STRANGE FORCE EMANATES FROM THE MACHINE, AND A MIRACULOUS CHANGE COMES OVER THE TWO ANIMALS.

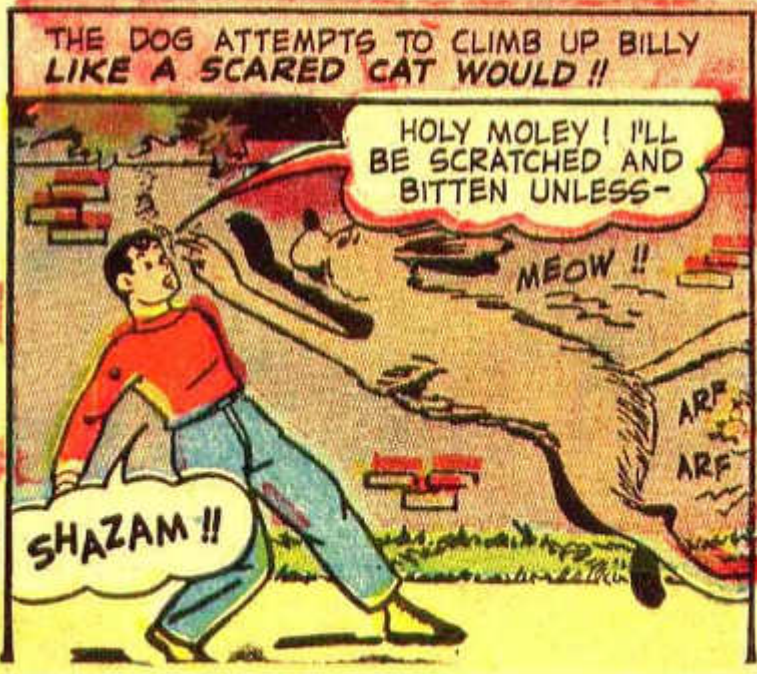
PF-F-FFTT ROWRR-R-R BOW WOW GRRRR



MEANWHILE, BILLY BATSON AND STEAMBOAT ARE OUT FOR AN EVENING STROLL.

MISTAH BILLY! LOOK! DAT DOG AM MEOWIN' LAK' A CAT! AN DAT CAT AM BARKIN' LAK A DOG!

MEOW R-R-R! ARF!



THE DOG ATTEMPTS TO CLIMB UP BILLY LIKE A SCARED CAT WOULD!!

HOLY MOLEY! I'LL BE SCRATCHED AND BITTEN UNLESS—

MEOW!! SHAZAM!! ARF ARF



CAPTAIN MARVEL TAKES THE PLACE OF BILLY!

OH, IT'S YOU, CAPTAIN MAHVEL!

YES, STEAMBOAT! AND YOU WERE RIGHT! THIS DOG AND CAT HAVE HAD THEIR IDENTITIES SWITCHED! BUT HOW WAS IT DONE? WHO DID IT?



HEH-HEH-HEH! THE EGO EXCHANGER WORKS PERFECTLY! HEH-HEH!

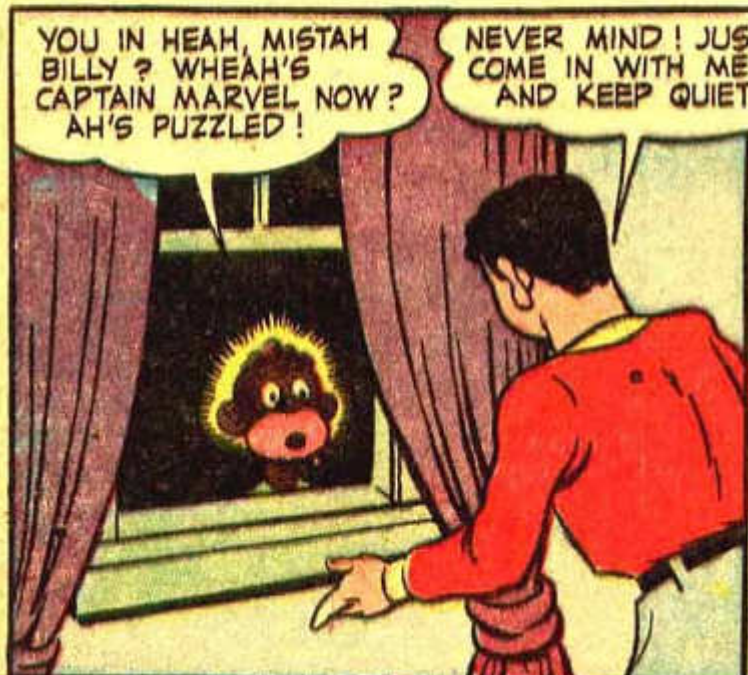
HEAR DAT DIRTY LAUGH? SOMEBODY IN DERE MUSTA DONE IT!



EGO EXCHANGER, EH? I'M GOING TO GET TO THE BOTTOM OF THIS!



HE'S GONE! I'D BETTER SCOUT AROUND AS BILLY- HE'S SMALLER- SHAZAM !!



YOU IN HEAH, MISTAH BILLY? WHEAH'S CAPTAIN MARVEL NOW? AH'S PUZZLED!

NEVER MIND! JUST COME IN WITH ME AND KEEP QUIET!



HAH! NOW TO GET THAT OLD FOOL, WILLIS! AND THAT BRAT, JOHNNY! BUT I WISH MY LAWYER'D HURRY-AH! THERE'S THE DOOR BELL!

RING-G RING G



IS EVERY-
THING SET,
UPINGHAM?

YOU BET IT IS,
BARTON!



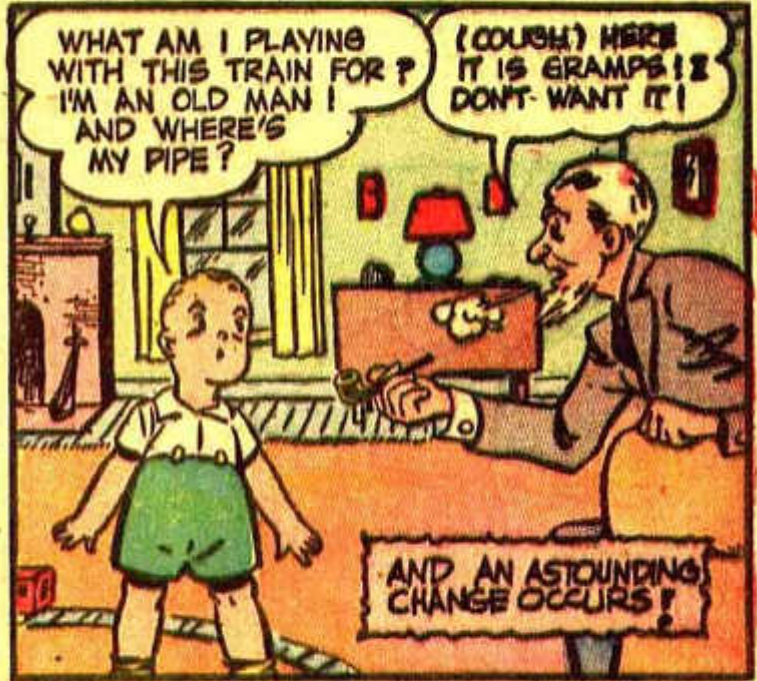
WITH THIS EGO
EXCHANGER I'M
GOING TO GET GRANDPA
WILLIS' MONEY FOR MY-
SELF! YOUR CUT WILL
BE \$ 50,000!

HOW DOES
IT WORK?



HA-HA! JUST
WATCH! NOW GRANDPA
WILLIS AND JOHNNY
WILL EXCHANGE
EGOS!

A MYSTERIOUS RAY
PLAYS OVER THE
UNSUSPECTING PAIR-



WHAT AM I PLAYING
WITH THIS TRAIN FOR?
I'M AN OLD MAN!
AND WHERE'S
MY PIPE?

(COUGH) HERE
IT IS GRAMPS! I
DONT-WANT IT!

AND AN ASTOUNDING
CHANGE OCCURS!



GOLLY, THIS ELECTRIC
TRAIN IS FUN!

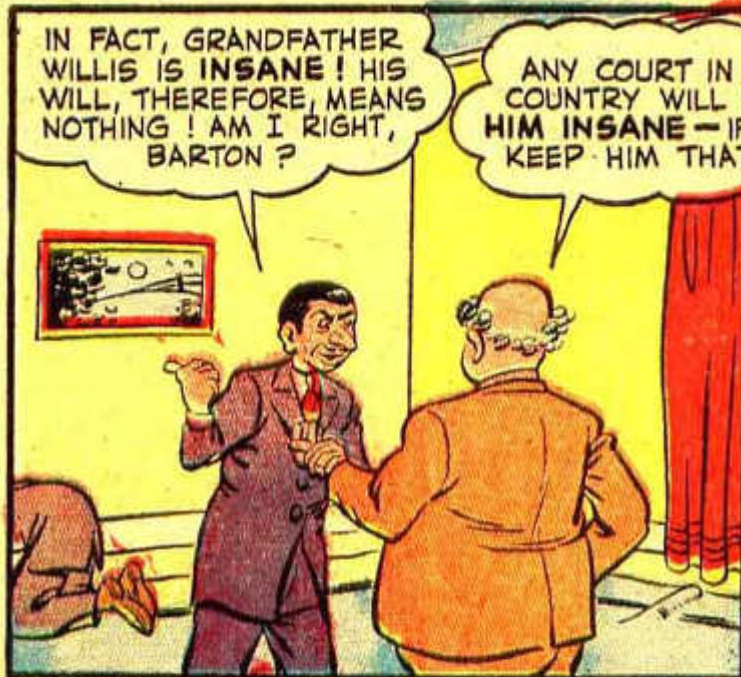
WHEN I WAS A
BOY, WE DIDN'T
HAVE ELECTRIC
TRAINS!



HELLO, MISTER!
WANNA PLAY ELECTRIC
TRAIN WITH ME?

POOR OLD SOUL!
I KNEW HIS MIND
WAS SLIPPING!
HEH-HEH!

COMPLETELY
CHILDISH!



IN FACT, GRANDFATHER WILLIS IS **INSANE!** HIS WILL, THEREFORE, MEANS NOTHING! AM I RIGHT, BARTON?

ANY COURT IN THE COUNTRY WILL **DECLARE HIM INSANE** - IF YOU CAN KEEP HIM THAT WAY!

BUT BILLY, IN CONCEALMENT, HAS HEARD EVERYTHING!

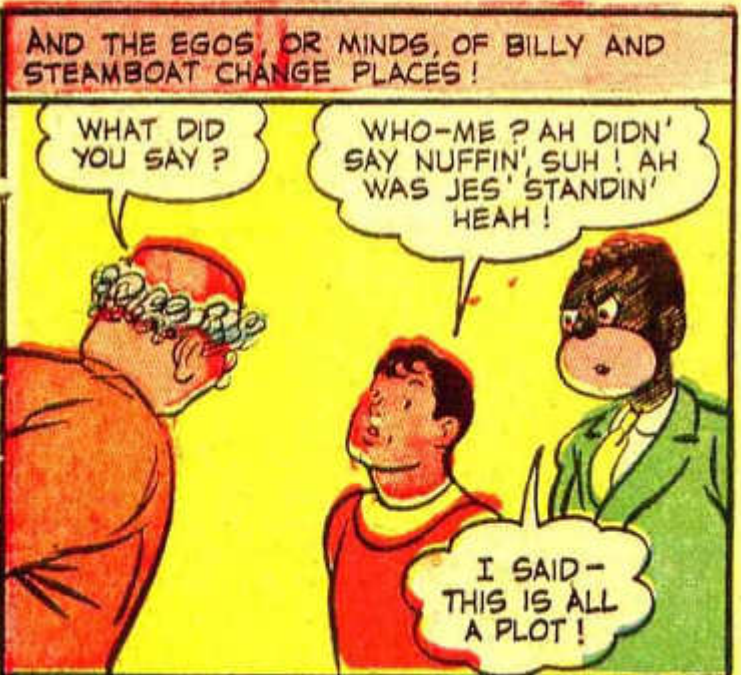
SO THAT'S IT! UPINGHAM WANTS POOR OLD GRANDPA WILLIS DECLARED INSANE - SO THAT HIS WILL CAN BE **BROKEN!** I'VE GOT TO PUT A STOP TO THIS, SOMEHOW!



HOLD ON! GRANDPA WILLIS IS **NOT INSANE!** IT'S ALL A PLOT BY YOU TWO CROOKS WITH THAT **EGO EXCHANGER!**



SMART BRAT, AREN'T YOU? HAVE A DOSE OF IT, YOURSELF!

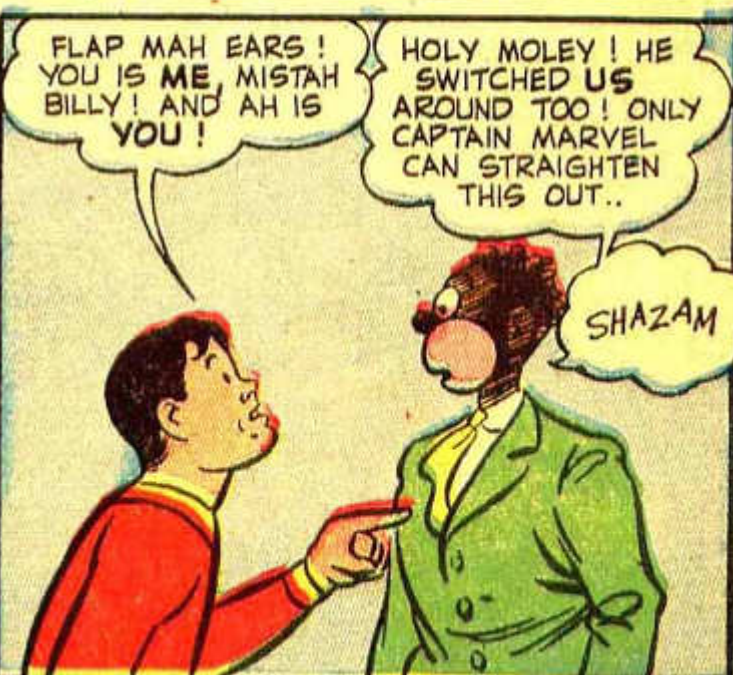


AND THE EGOS, OR MINDS, OF BILLY AND STEAMBOAT CHANGE PLACES!

WHAT DID YOU SAY?

WHO-ME? AH DIDN' SAY NUFFIN', SUH! AH WAS JES' STANDIN' HEAH!

I SAID - THIS IS ALL A PLOT!



FLAP MAH EARS! YOU IS ME, MISTAH BILLY! AND AH IS YOU!

HOLY MOLEY! HE SWITCHED US AROUND TOO! ONLY CAPTAIN MARVEL CAN STRAIGHTEN THIS OUT..

SHAZAM

LOOK CLOSELY, DEAR READER ! IT IS STEAMBOAT WHO YELLS THE MAGIC WORD, BUT OF COURSE IT IS BILLY WHO CHANGES.



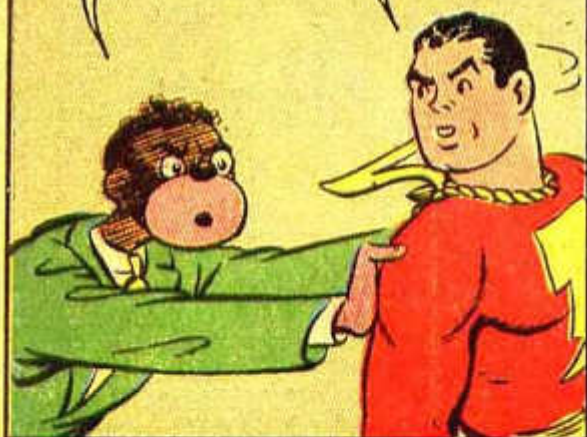
AND YET, WHAT KIND OF A MARVEL IS THIS ? FOR HE STILL HAS THE EGO--OR MIND, OF STEAMBOAT !



WAAL, BUS MAH BRITCHES ! AH IS CAP'N MAHVEL !

DO SOMETHING ! MOP UP THOSE CROOKS !

HUH ? WHUT YO' ALL SAY MIST' BILLY ? AH MEAN, MIST' STEAMBOAT ? AH MEAN--- GOLLY, WHUT DOES AH MEAN ?



BUT STEAMBOAT, IN CAPTAIN MARVEL'S MIGHTY BODY, FINALLY DOES SWING INTO ACTION !



AH GUESS DIS AM DE WAY CAPTAIN MAHVEL WOULD DO IT ! WILLIKINS ! AM AH STRONG !

YOU TOO, UPINGHAM ! HOW'M AH DOIN' ?

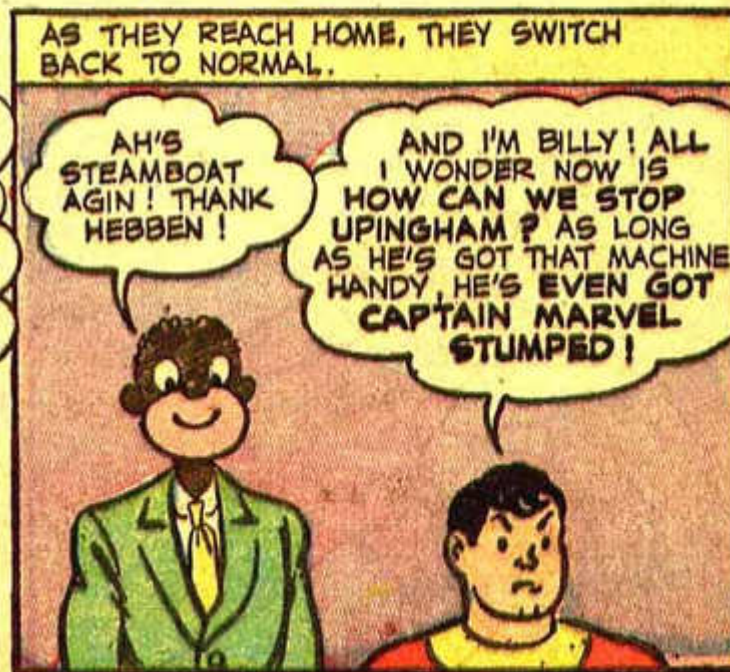
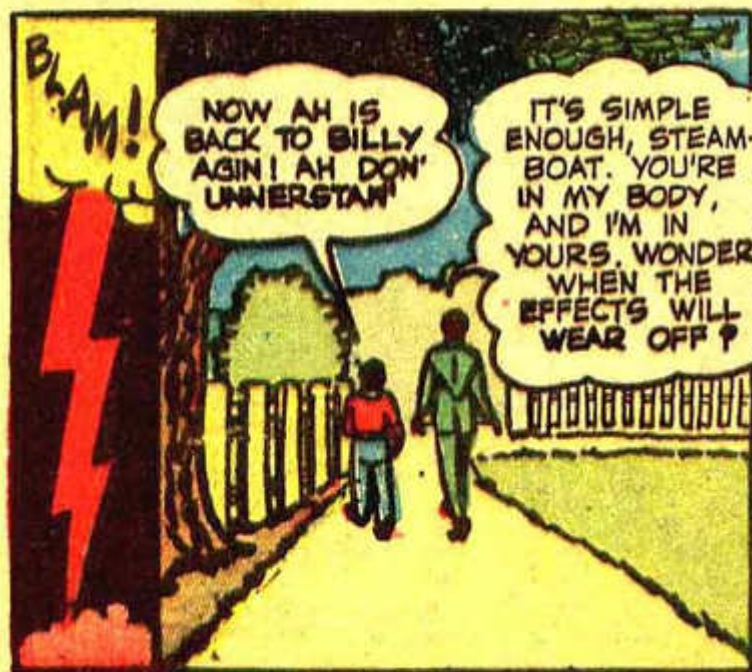
FINE ! KEEP IT UP !



STOP ! YOU BIG BULLY ! DO YOU KNOW I CAN HAVE YOU ARRESTED FOR ASSAULT AND BATTERY ?



HUH ? AH NEVAH THOUGHT OF THAT ! AH'D BETTAH LET Y'ALL ALONE !

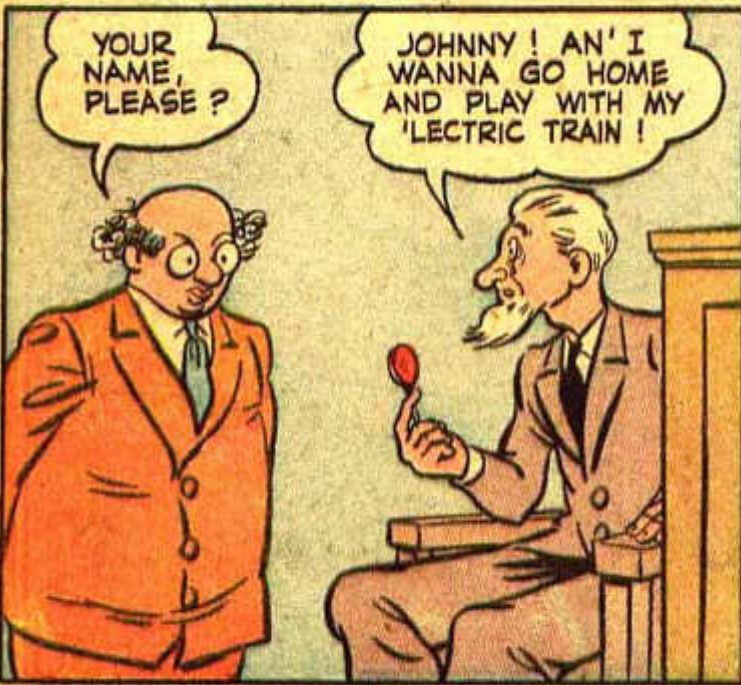




ORDER IN THE COURT! WILLIS WILL NOW TAKE THE STAND!



HA-HA! THE OLD GOAT WILL BE PROVEN INSANE IN FIVE MINUTES. I'VE KEPT HIM AND JOHNNY SWITCHED IN EACH OTHER'S BODIES ALL THE TIME, AND I HAVE THE MACHINE HERE, IN CASE THAT CAPTAIN MARVEL SHOWS UP!



YOUR NAME, PLEASE?

JOHNNY! AN' I WANNA GO HOME AND PLAY WITH MY 'LECTRIC TRAIN!



YOU SEE JUDGE? HE'S IN HIS SECOND CHILDHOOD! THEREFORE HIS WILL SHOULD BE DESTROYED, AND MY CLIENT, UPINGHAM, SHOULD INHERIT THE ESTATE!

HM-M-M! MOST STRANGE!



A SPECTATOR IN THE CROWD LEAVES--NONE OTHER THAN BILLY BATSON!

BUT WHERE'S JOHNNY HIMSELF? I'VE GOT TO WORK FAST TO SAVE POOR OLD GRANDPA WILLIS!



SHAZAM!

I'VE GOT TO BREAK THIS CASE! I'LL FIND THE BOY'S BODY WITH GRANDPA'S EGO !!



LET ME OUT, DAGNABBIT! LET ME OUT, SOMEBODY!

HE'S LOCKED IN THAT ROOM!

CAPT. MARVEL HASTENS TO THE WILLIS MANSION



YOU'RE GRANDPA WILLIS, AREN'T YOU... IN JOHNNY'S BODY?

YES! AND MY WORTHLESS SCHEMING NEPHEW KEEPS ME LOCKED UP HERE!



NOT ANY MORE, HE WON'T! WE'RE GOING TO COURT, AND MAKE UPINGHAM SWITCH YOUR EGO BACK TO YOUR OWN BODY!



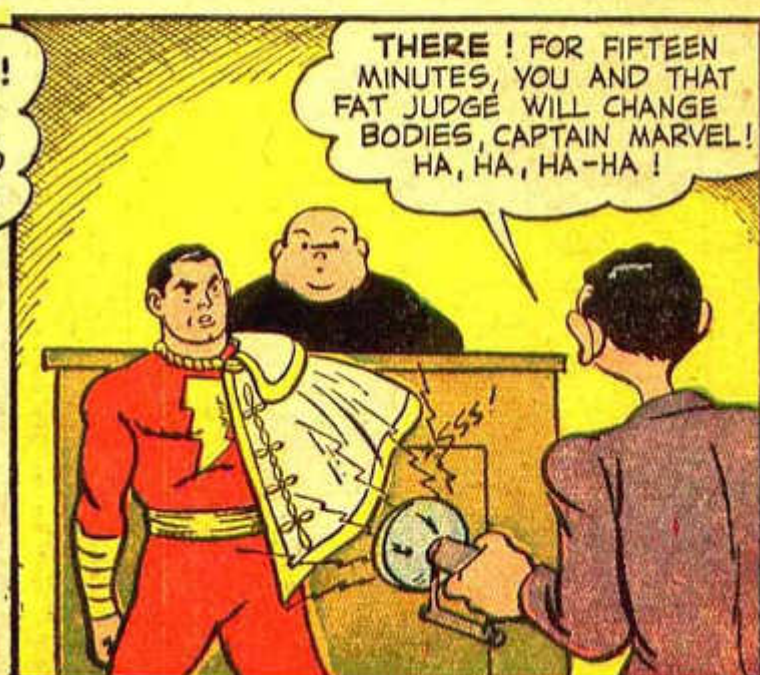
IN THE JUDGMENT OF THIS COURT, WILLIS IS INSA--- ???

YOUR HONOR, WAIT!



UPINGHAM IS CROOKED! THIS IS A DEEP-LAID PLOT AND---

WHY YOU--! MY MACHINE WILL FIX YOU, JUST AS IT DID LAST TIME!



THERE! FOR FIFTEEN MINUTES, YOU AND THAT FAT JUDGE WILL CHANGE BODIES, CAPTAIN MARVEL! HA, HA, HA-HA!



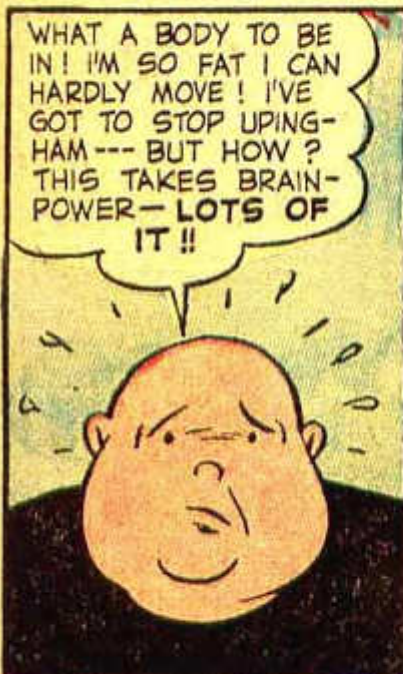
WHY---
WHY--- I'M
CAPTAIN
MARVEL!

AND MY EGO, THAT OF
CAPTAIN MARVEL, IS IN
THE JUDGE'S BODY!



WHOOOPS!
I LIKE BEING
CAPTAIN MARVEL!
BEFORE-I WAS BIG
AND FAT-NOW I
CAN WHISK AROUND
LIKE A DREAM!

AND WHO WOULDN'T LIKE
BEING IN THE BODY OF
THE WORLD'S MIGHTIEST
MAN?



WHAT A BODY TO BE
IN! I'M SO FAT I CAN
HARDLY MOVE! I'VE
GOT TO STOP UPING-
HAM--- BUT HOW?
THIS TAKES BRAIN-
POWER- LOTS OF
IT!!



I'VE GOT
IT!

AND THAT TAKES
CARE OF CAPTAIN
MARVEL! HE MIGHT
HAVE BEAT ME UP,
BUT NOW HE'S
ONLY AN OLD
FAT MAN! HA-
HA-HA-!



WELL, I'M IN THE
JUDGE'S BODY AND I CAN
STILL SIT ON YOU TILL
THE REAL JUDGE
COMES BACK!

UGH!
OOF!



I'LL TAKE YOUR
MACHINE! HEY, YOUR
HONOR, COME BACK
FOR YOUR BODY!

WHAT?
SO
SOON?



THERE! I'M
CAPTAIN MARVEL
AGAIN-IN BOTH
MIND AND
BODY!

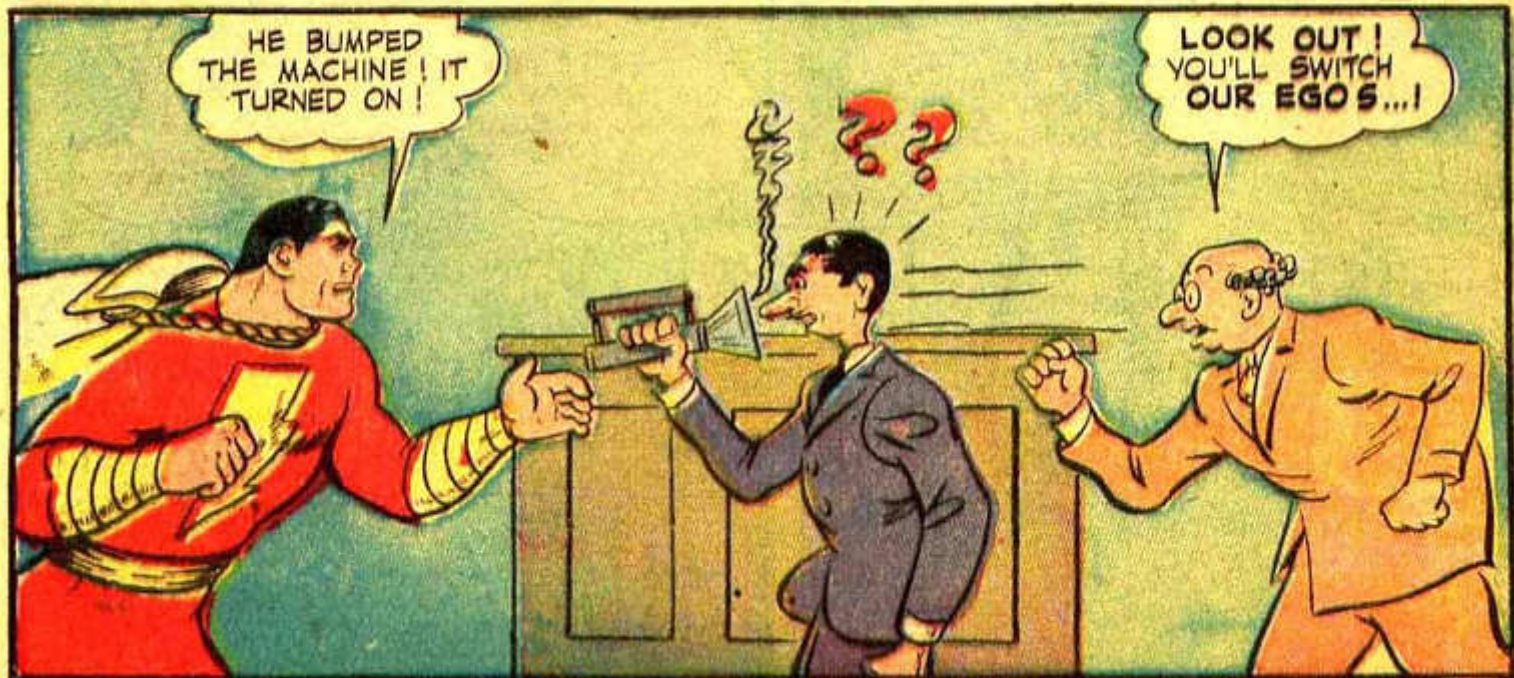
AND I'M RIGHT
BACK WHERE I
WAS AGAIN!

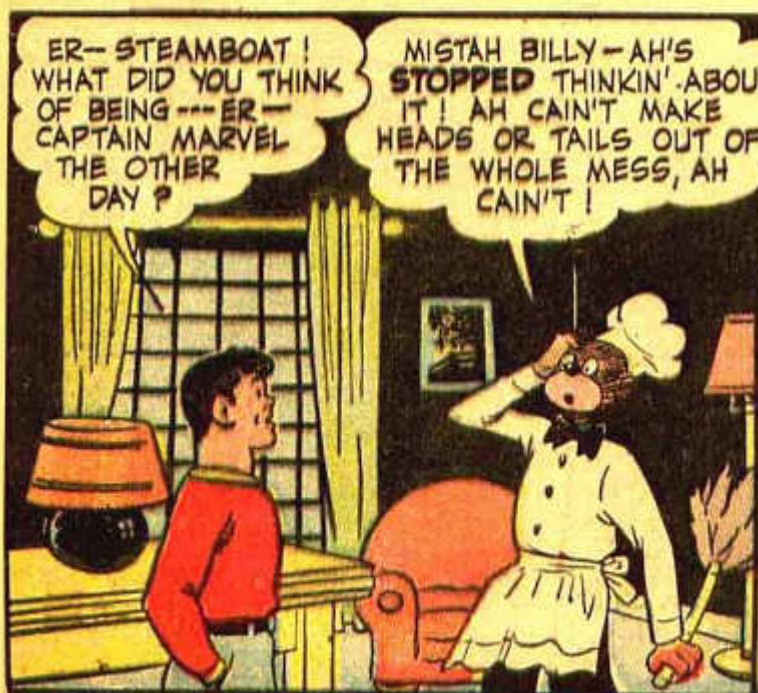
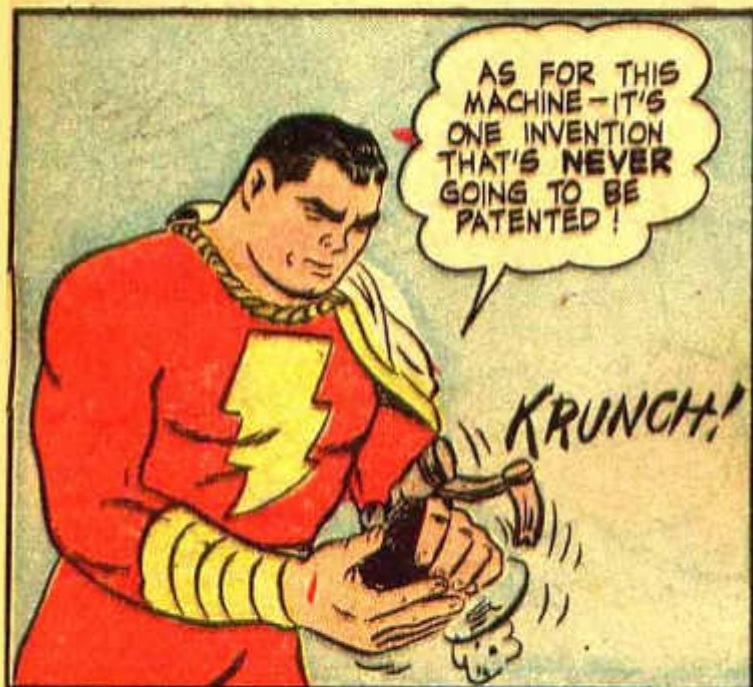
AW
SHUCKS!

QUICKLY THE
MACHINE IS
USED TO RE-
TURN MARVEL
TO HIS OWN
BODY.



MISSING CAPTAIN MARVEL, THE RAY GOES ON TO STRIKE GRANDPA WILLIS AND JOHNNY.





**THE STARS
OF THE COMICS
CAN BANG
THE
AXIS...**



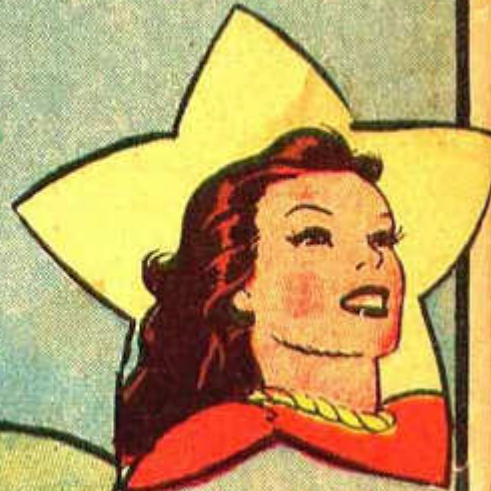
CAPT. MARVEL



CAPT. MARVEL JR.



SPY SMASHER



MARY MARVEL



CAPT. MIDNIGHT



BULLETMAN

**AND SO
CAN YOU!**

**LET'S STAMP OUT THE
AXIS! BUY ALL THE
WAR STAMPS AND
BONDS YOU CAN!**

FOR VICTORY



**BUY
UNITED
STATES
WAR
BONDS
AND
STAMPS**

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THEY'RE SWELL!

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