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MARVEL® AND DC® PRESENT™

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THE UNCANNY X-MEN™ AND THE NEW TEEN TITANS®

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AND NOW A WORD (OR TWO) FROM
KITTY PRYDE...



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Apokolips... A New.



LOOK ABOUT YOU,
METRON. BEHOLD THE
PROMETHEAN GIANTS--
A RACE AS GREAT, INTELLECTS
AS POWERFUL, AS OUR
OWN. THEY TRIED TO
BREACH THE WALL.

FOR THEIR
ULTIMATE
FOLLY, THEY
PAID THE
ULTIMATE
PRICE.

YET YOU
WOULD FOLLOW
IN THEIR
FOOTSTEPS.

FORTY MILES FROM MANHATTAN, NEAR THE TOWN OF SALEM CENTER, NEW YORK, LIES A SPRAWLING ESTATE THAT-- TO THE WORLD AT LARGE-- IS THE HOME OF A VERY EXCLUSIVE, VERY RECLUSIVE PRIVATE ACADEMY: PROFESSOR CHARLES XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS.

APPEARANCES CAN BE DECEIVING.

XAVIER'S STUDENTS-- LIKE THE PROFESSOR HIMSELF-- ARE MUTANTS, GIFTED WITH EXTRAORDINARY POWERS AND ABILITIES AND FORGED INTO A TEAM OF SUPER-HEROES, THE **UNCANNY X-MEN**!

HERE, IN THE MANSION'S DANGER ROOM, THEY HONE THEIR VARIOUS SKILLS, AS INDIVIDUALS AND A TEAM. THIS EVENING'S WORKOUT INVOLVES COLOSSUS, WOLVERINE AND NIGHTCRAWLER.

I'M TELLIN' YOU GUYS, LIFE WAS EASIER IN THE FLAMIN' ARMY!

HEY, CHARLEY-- HOW MUCH LONGER DO WE HAVETA DO THIS ?!

UNTIL YOU GET IT RIGHT, WOLVERINE.

AND, FOR THE UMPTENTH TIME, CALL ME "PROFESSOR."

SURE THING, CHUCK.

HEADS UP, ELF. LET'S SHOW THE MAN THE "ALLEZ - OOP" VARIATION.

DOWN ON THE FLOOR, NIGHTCRAWLER VANISHES IN A CHARACTERISTIC BURST OF SMOKE AND FLAME...

BAMF

... TO REAPPEAR INSTANTLY, DIRECTLY IN WOLVERINE'S PATH.

GOT YOU! AND AROUND YOU GO-- ALLEZ-OOP!

ONE OF THESE DAYS, MEIN FREUND, YOU'LL PUSH HERR PROFESSOR TOO FAR.

I'VE BEEN A REBEL ALL MY LIFE, PAL.

I LIKE IT TOO MUCH TO CHANGE.

I RESPECT CHARLEY-- OTHERWISE I WOULDN'T BE HERE-- BUT THAT DOESN'T MEAN I HAVE TO TREAT HIM TOTALLY SERIOUSLY.

SCRATCH ONE FLAME GUN, TROOPS!

UH-OH! HUNTER MISSILES--

"-- VECTORIN' STRAIGHT FOR COLOSSUS!"

WOLVERINE CAROMS OFF THE WALL IN AN INTERCEPT TRAJECTORY...

... EXTENDING RAZOR-KEEN ADAMANTIUM CLAWS FROM THEIR HOUSINGS IN HIS ARMS AND HANDS.

TRUTH TO TELL, HE DOESN'T MUCH LIKE THEM.

COLOSSUS, MEANWHILE, MERELY STANDS HIS GROUND. IN THIS ARMORED FORM, HIS BODY IS COMPOSED OF HIGH-INVULNERABLE ORGANIC STEEL. THE MISSILES DON'T EVEN SCRATCH HIS SKIN.

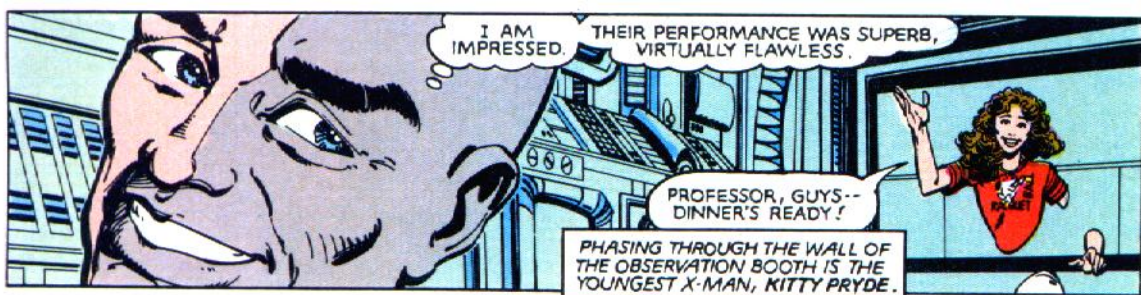
NIGHTCRAWLER ALSO PRESENTS A RIDICULOUSLY EASY TARGET...

... WAITING UNTIL THE LAST POSSIBLE MOMENT...

... BEFORE TELEPORTING TO SAFETY, LEAVING THE MISSILES TO DESTROY NOT HIM, BUT THEIR OWN LAUNCHER.

BUT HE KNOWS HOW TO USE THEM SUPREME-
LY WELL.

BAMF



I AM IMPRESSED.

THEIR PERFORMANCE WAS SUPERB, VIRTUALLY FLAWLESS.

PROFESSOR, GUYS-- DINNER'S READY!

PHASING THROUGH THE WALL OF THE OBSERVATION BOOTH IS THE YOUNGEST X-MAN, KITTY PRYDE.



XAVIER TELEPATHICALLY RELAYS HER SUMMONS TO THE REST OF THE TEAM.

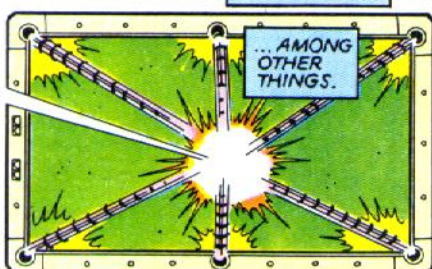


IN THE GAME ROOM IS SCOTT SUMMERS-- WHO, AS CYCLOPS, WAS THE GROUP'S FOUNDING MEMBER.



HE POSSESSES OPTIC BLASTS-- IRRESISTIBLE FORCE BEAMS, HELD IN CHECK SOLELY BY RUBY QUARTZ LENSES.

THE BEAMS CAN LEVEL A SKYSCRAPER...



... AMONG OTHER THINGS.



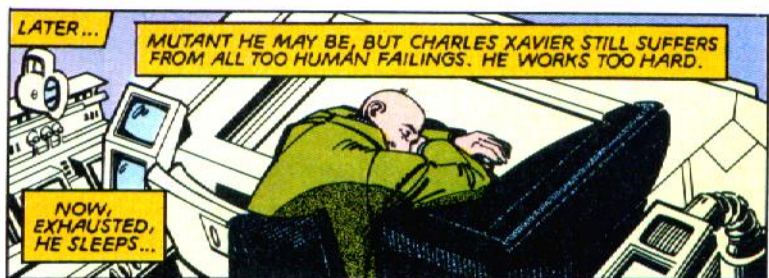
UPSTAIRS, IN HER ATTIC ROOM, ORORO-- STORM-- CURRENT LEADER OF THE X-MEN, TENDS TO HER BELOVED PLANTS. SHE'S AN ELEMENTAL, ABLE TO MANIFEST AND CONTROL ALL ASPECTS OF THE WEATHER.

KITTY WORKED LONG AND HARD ON THE MEAL AND BENEATH HER BLASE FACADE, SHE'S SCARED STIFF. SUPPOSE HER FRIENDS HATE IT? SUPPOSE SHE INADVERTANTLY POISONS THEM?! SHE ENVISIONS A BILLION THINGS GOING WRONG, BUT...



YOU MEAN YOU GUYS LIKED IT? REALLY?

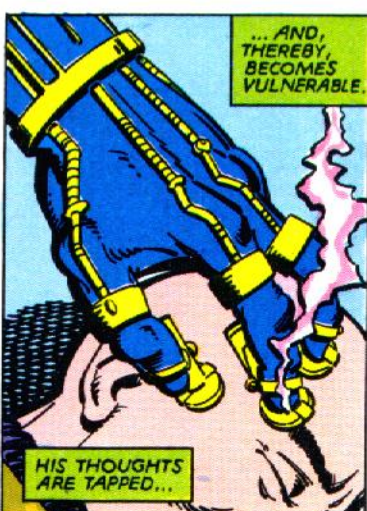
WOW!



LATER...

MUTANT HE MAY BE, BUT CHARLES XAVIER STILL SUFFERS FROM ALL TOO HUMAN FAILINGS. HE WORKS TOO HARD.

NOW, EXHAUSTED, HE SLEEPS...



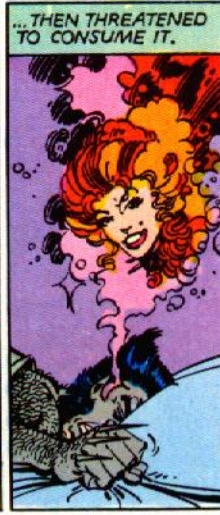
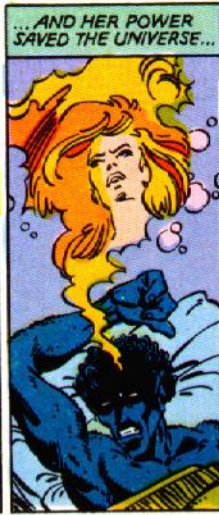
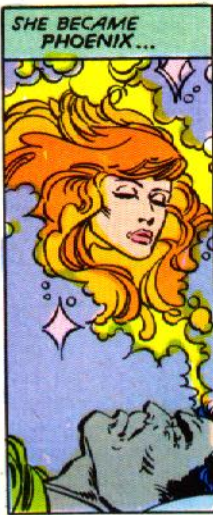
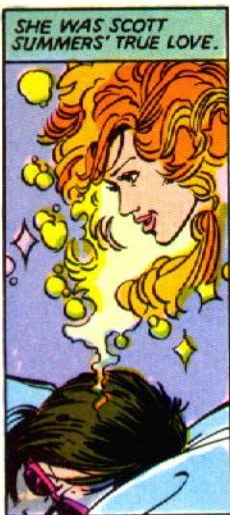
... AND, THEREBY, BECOMES VULNERABLE.

HIS THOUGHTS ARE TAPPED...




...THE ESSENCE OF HIS MEMORIES DRAWN FORTH.

HER NAME IS JEAN GREY. SHE WAS AN X-MAN.



FROM EACH X-MAN, MEMORIES ARE DRAWN...

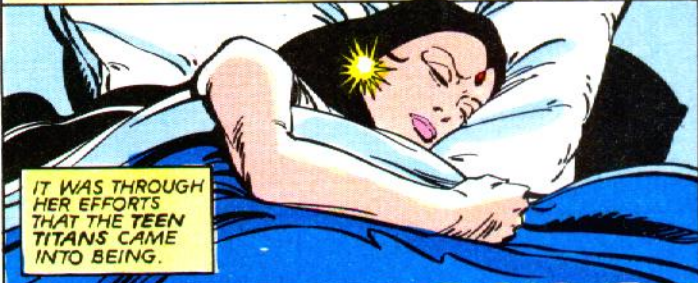




NEW YORK HAS ALWAYS BEEN A CITY OF LAND-MARKS, THE LATEST OF WHICH CAN BE FOUND ON AN ISLE IN THE EAST RIVER--TITANS TOWER, HOME OF A BAND OF SUPER-POWERED TEENAGERS.


THOUGH IN EXISTENCE ONLY A COMPARATIVELY SHORT TIME, THE TEAM HAS GARNERED A FORMIDABLE REPUTATION.

THIS IS RAVEN, CHILD OF A HUMAN WOMAN AND AN OTHER-DIMENSIONAL DEMON LORD. SHE IS AN EMPATH, A HEALER.




IT WAS THROUGH HER EFFORTS THAT THE TEEN TITANS CAME INTO BEING.

SHE SLEEPS NOW... AND DREAMS.



IN THOSE DREAMS, HER SOULSELF SOARS AMONG THE STARS, AT PEACE WITH ITSELF.

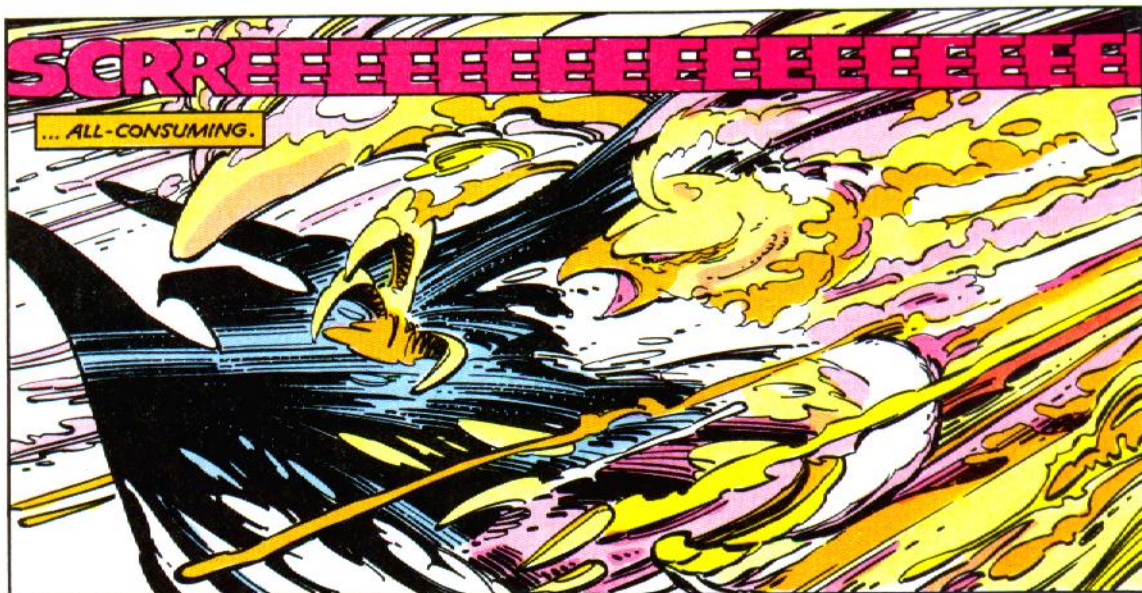
IT IS A RARE, TRANQUIL INTERLUDE AND RAVEN REVELS IN IT.



THEN, SUDDENLY, LIGHT FLARES IN THE CELESTIAL DARKNESS--



--BLINDING, PREDATORY, INSATIABLE...



SHE IS CAST INTO THE ABYSS, WHERE HER FATHER, TRIGON, WAITS, LAUGHING, TO CLAIM HER.

FIRST TO ANSWER HER CALL IS STARFIRE-- PRINCESS KORIAND'R OF TAMARAN.

BY X'HAL, I'VE NEVER HEARD SUCH A CRY!

WERE YOU ATTACKED?!

SHE WAKES, SCREAMING.

RAVEN, ARE YOU ALL RIGHT?!! WHAT'S THE MATTER?!

IT WAS... A DREAM, KORIAND'R...

SOON...

... THEN I SAW THE EARTH TRANSFORMED INTO A BURNING WASTELAND, ITS PEOPLE STRIPPED OF THEIR... HUMANITY!

IT WAS ONLY A DREAM, THOUGH. IT WASN'T REAL.

STARFIRE, SOMETIMES MY DREAMS COME TRUE. I HAVE A RANDOM PRESCIENT ABILITY WHICH OCCASIONALLY ALLOWS ME GLIMPSES OF THE FUTURE. SUPPOSE THIS WAS ONE OF THOSE?!

HEY, WHAT'S COOKIN', DOLLS? IS RAVEN OKAY?

SHE HAD A NIGHTMARE, GARFIELD.

TOO MUCH MEDITATION, MOST LIKELY.

THE DOMINANT IMAGE WAS A WOMAN-- A... GODDESS-- SHROUDED WITHIN A MAJESTIC BIRD OF FIRE.

SOUNDS NEAT! KEEP TALKIN', RAVEN. I'LL USE MY SHAPE-CHANGING POWERS TO GIVE KORY AN IDEA OF WHAT IT LOOKED LIKE.

THE BIRD, ANYWAY.

PHOENIX!

H-HEY!!

G-GARFIELD-- **CHANGELING**-- OH, FORGIVE ME, MY FRIEND. WHEN I SAW THE PHOENIX, THE EVIL ONE, I... I... LOST CONTROL.

HEY, NO PROBLEM. NO MORE BIRD IMPRESSIONS, OKAY?

DO NOT LAUGH.

IN MY WARRIOR'S RAGE, I COULD HAVE SLAIN YOU.

RAVEN, PRAY THAT WHAT YOU SAW WAS A DREAM. FOR IF IT IS REAL, IF THAT IS OUR FUTURE...

...THEN THE EARTH, THE UNIVERSE ITSELF, MAY WELL BE DOOMED.

A STARBOLT FLASHES FROM HER HAND TO THE COMMUNICATIONS CONSOLE, TO ACTIVATE THE TITANS RED ALERT.

IT'S THE GROUP'S HIGHEST PRIORITY SIGNAL, TO BE ANSWERED IMMEDIATELY.

MINUTES LATER, ON THE NEW JERSEY TURNPIKE...

RELAX, VINCE. I'LL LOSE 'EM.

NO, YOU WON'T, HARRY.

HUH?! WHO SAID THAT?!

WHO SAID WHAT?!

HARRY, YOU'RE SLOWIN' DOWN! WHY ARE YOU SLOWIN' DOWN?!

IT AIN'T ME, VINCE. IT'S THE CAR!

DON'T JUST STAND THERE-- DO SOMETHING! QUICK!

I CAN'T.

WHY NOT?!

SOMEONE SWIPE OUR ENGINE!

Sigh.

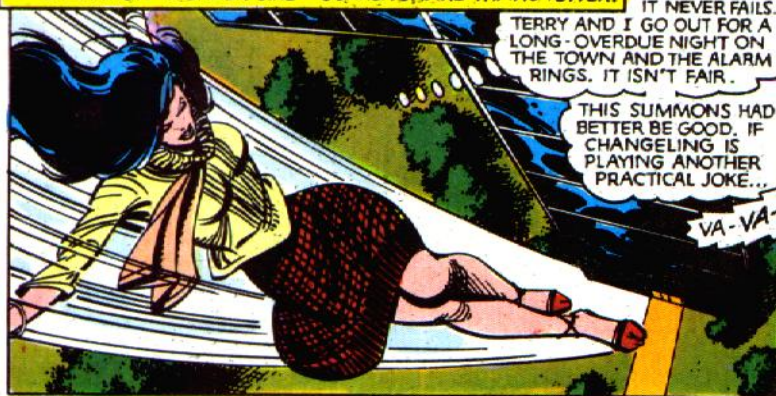
FLOOR THIS SUCKER, HARRY. THE COPS ARE RIGHT BEHIND US.

I ALWAYS KNEW MY SEMESTER OF AUTO SHOP...

...WOULD COME IN HANDY SOMEDAY.

AND KID FLASH STREAKS ACROSS TWO RIVERS AND MANHATTAN ISLAND IN THE LITERAL BLINK OF AN EYE.

DONNA TROY-- WONDER GIRL-- SOARS TOWARD TITANS TOWER.



IT NEVER FAILS. TERRY AND I GO OUT FOR A LONG-OVERDUE NIGHT ON THE TOWN AND THE ALARM RINGS. IT ISN'T FAIR.

THIS SUMMONS HAD BETTER BE GOOD. IF CHANGELING IS PLAYING ANOTHER PRACTICAL JOKE...

VA-VA-YOOM!

TALK ABOUT YOUR BASIC SIGHT FOR SORE EYES! WOW!!

PUT A LOCK ON IT, GAR. I'M NOT IN THE MOOD.

THREATS, ALWAYS THREATS. DOESN'T ANY ONE LOVE ME FOR MY SPARKLING PERSONALITY?

WE WOULD, CHANGELING...

... IF YOU HAD ONE.

ARG!

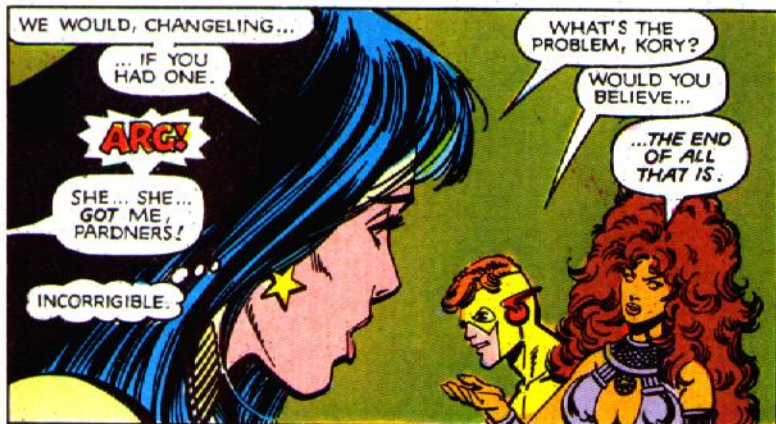
SHE... SHE... GOT ME PARDNERS!

INCORRIGIBLE.

WHAT'S THE PROBLEM, KORY?

WOULD YOU BELIEVE...

...THE END OF ALL THAT IS.



MIDTOWN MANHATTAN.

HIS NAME IS VICTOR STONE--

HE'D RATHER BE HUMAN.

WHOO-EE! WHAT A MESS!

THIS USED TO BE A SKYSCRAPER-- 'TIL IT GOT TRASHED BY THE X-MEN.

MEDIA DESCRIBES 'EM AS OUTLAWS. I WONDER WHY THE TITANS HAVE NEVER TANGLED WITH 'EM?

5TH ST. MADISON

--CYBORG-- A CYBERNETIC ORGANISM...

... A SUPER-POWERED SYNTHESIS OF MAN AND MACHINE.



UPON CYBORG'S ARRIVAL, RAVEN'S STORY IS ONCE MORE QUICKLY TOLD...

THAT STILL DON'T EXPLAIN WHY STARFIRE TRIED TO THROTTLE CHANGELING--THOUGH LORD KNOWS WE'VE ALL WANTED TO AT ONE TIME OR OTHER.

THANKS A LOT.

WAIT! ONE OF US IS STILL MISSING!

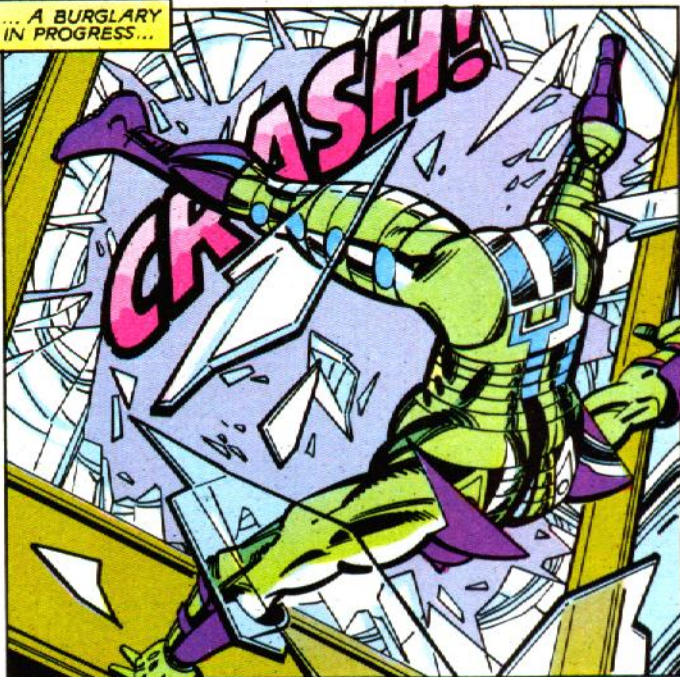
WHERE IS ROBIN?! WHY HAS HE NOT ANSWERED THE CALL?!



GOTHAM CITY...

...S.T.A.R. LABORATORIES...

... A BURGLARY IN PROGRESS...



BENNY'S TIP WAS RIGHT ON THE MONEY.



INTER-GANG IS BACK IN ACTION.

I'M GLAD THERE WERE ONLY A HANDFUL OF THEM IN ON THIS ROBBERY-- THEY WERE TOUGH! BUT SOMETHING ABOUT THE WAY THEY MOVED... ISN'T QUITE RIGHT.

C'MON, FELLA-- OFF WITH THE MASK. I WANT TO GET A LOOK AT YOUR...

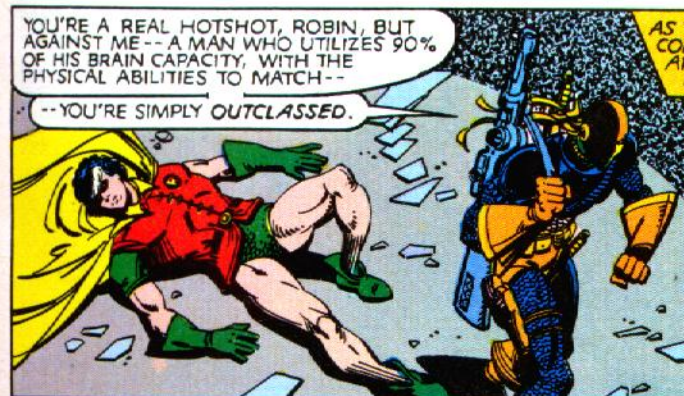
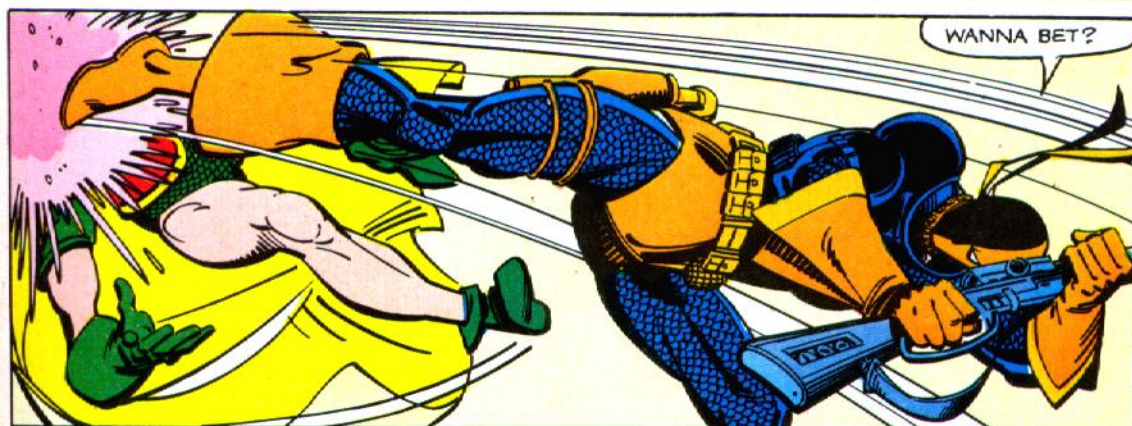
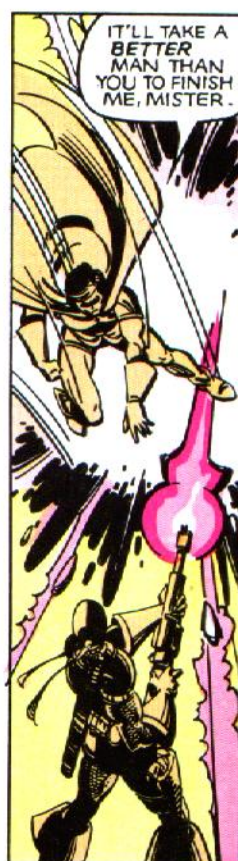


... FACE.

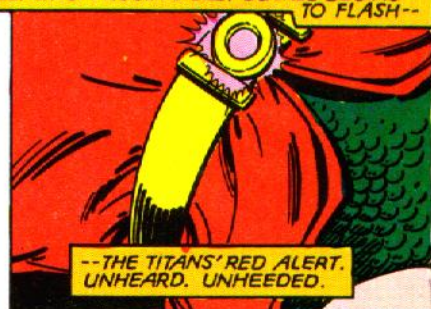
GOOD LORD!



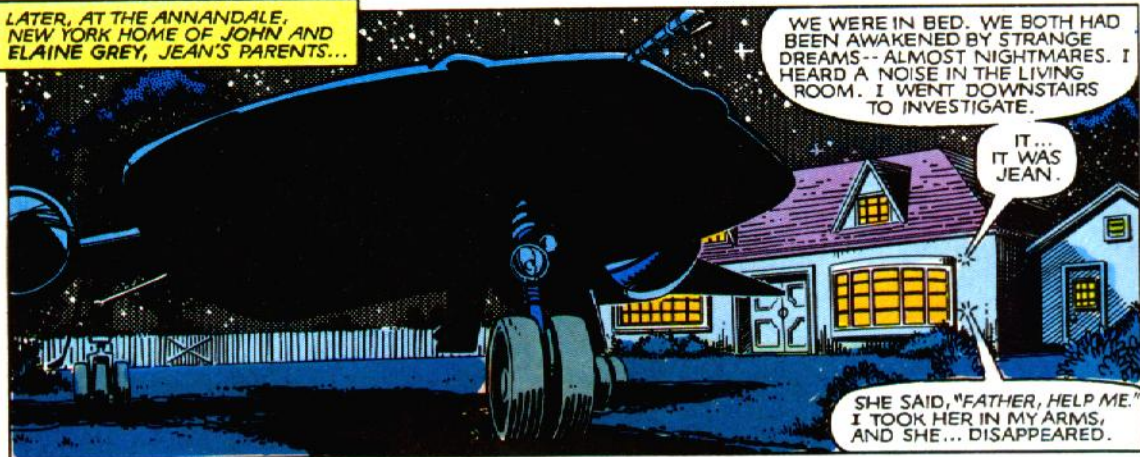
WHO-- WHAT-- IS THIS?!



AS TERMINATOR TURNS TO COLLECT HIS UN-CONSCIOUS COLLEAGUES AND THE SCIENTIFIC APPARATUS THEY CAME HERE TO STEAL, A BEEPER ON ROBIN'S BELT BUCKLE BEGINS TO FLASH--



LATER, AT THE ANNANDALE, NEW YORK HOME OF JOHN AND ELAINE GREY, JEAN'S PARENTS...



WE WERE IN BED. WE BOTH HAD BEEN AWAKENED BY STRANGE DREAMS--ALMOST NIGHTMARES. I HEARD A NOISE IN THE LIVING ROOM. I WENT DOWNSTAIRS TO INVESTIGATE.

IT...
IT WAS
JEAN.

SHE SAID, "FATHER, HELP ME."
I TOOK HER IN MY ARMS,
AND SHE... DISAPPEARED.

THAT IS WHAT HAPPENED
TO YOU, SCOTT,
NIGHT WAHR?

VIRTUALLY
THE SAME,
NIGHT-
CRAWLER.

WHAT DOES
THIS MEAN?!
MY WIFE AND
I DEMAND AN
EXPLANATION,
CYCLOPS--YOU
OWE US THAT
MUCH, AT
LEAST!

YOU
TOLD US
JEAN WAS
DEAD!

IS SHE OR
ISN'T SHE?!

SHE WAS DISINTEGRATED BEFORE MY
EYES, PROFESSOR. AS I UNDERSTAND
IT, THAT'S DEATH.

BUT, AS PHOENIX,
JEAN HAD TAPPED INTO A PRIMAL
UNIVERSAL FORCE--SHE WIELDED
VIRTUALLY INFINITE POWER. CAN
SUCH A BEING TRULY DIE? I
DON'T KNOW. I'M NOT SURE
I WANT TO.

ALL THAT'S
CERTAIN IS THAT
SOMETHING IS
HAPPENING.

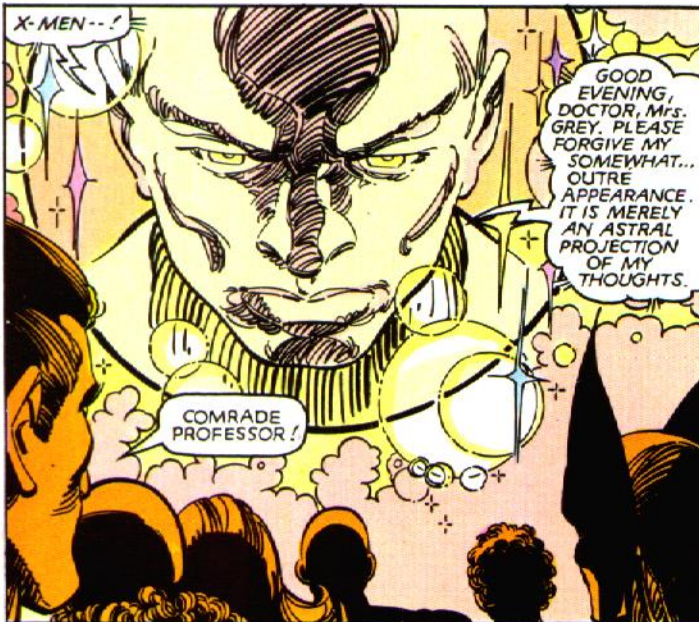
EACH OF US HAD NIGHTMARES. PROFESSOR
XAVIER BELIEVES IT WAS SOME FORM OF
PSYCHIC ATTACK. AND YOU AND I SAW AN
APPARITION, HEARD A WARNING...

CYCLOPS,
YOU X-MEN
DEAL WITH
THIS SORT
OF THING
AS A
MATTER OF
COURSE.

I-- WE-- ONLY
WANT TO KNOW
ABOUT OUR CHILD.

IT ISN'T FAIR, ORORO. TO LOSE HER, TO
GRIEVE, TO FINALLY RECOVER FROM THAT
GRIEF-- ONLY TO HAVE THE WOUNDS
TORN OPEN AGAIN.

WHY?! FOR
PITY'S SAKE--
WHY?!?



X-MEN--!

GOOD EVENING, DOCTOR, MRS. GREY. PLEASE FORGIVE MY SOMEWHAT... OUTRE APPEARANCE. IT IS MERELY AN ASTRAL PROJECTION OF MY THOUGHTS.

COMRADE PROFESSOR!

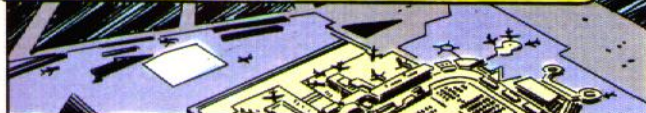


WHAT NEWS, CHARLES?

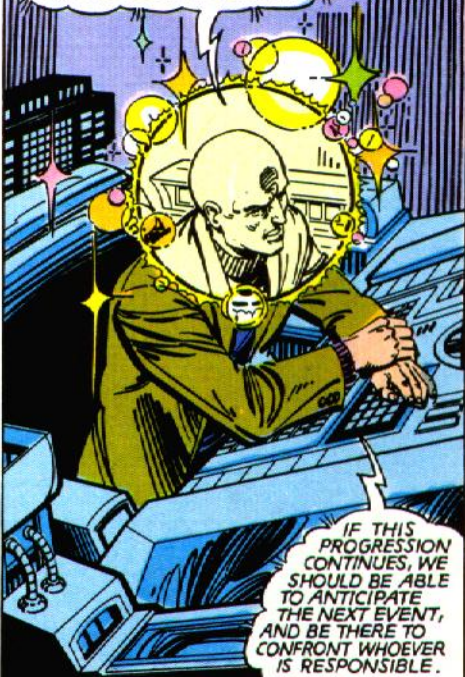
I'VE SEARCHED TELEPATHICALLY, AND WITH OUR MUTANT-DETECTING CEREBRO COMPUTER SYSTEM, BUT THERE IS NO TRACE OF JEAN.

I HAVE, HOWEVER, DISCOVERED SOMETHING THAT MAY BE OF VALUE.

"THROUGHOUT THE EVENING, MYSTERIOUS INCIDENTS HAVE OCCURED, BEGINNING AT KENNEDY AIRPORT...



THE TIMING OF THESE EVENTS COINCIDES WITH OUR DUAL APPEARANCES OF PHOENIX. MORE IMPORTANTLY, THEY OCCURED IN PLACES WHERE SHE MANIFESTED HER POWER.



IF THIS PROGRESSION CONTINUES, WE SHOULD BE ABLE TO ANTICIPATE THE NEXT EVENT, AND BE THERE TO CONFRONT WHOEVER IS RESPONSIBLE.



SOUNDS GOOD TO ME. THAT'S A SUCKER I'M LOOKIN' FORWARD TO MEETIN'.

YOU OKAY, CHARLEY? YOU'RE LOOKIN' A LITTLE RAGGED.

YOUR CONCERN IS APPRECIATED, WOLVERINE. THE EFFORT-- AND STRAIN-- ARE CONSIDERABLE...

BUT I HAVE HANDLED WORSE.

TAKE CARE, X-MEN. I WILL BE IN TOUCH.

STILL LATER...

ROBIN!

IS HE
OKAY,
RAVEN?!

HE HAS BEEN
BADLY BEATEN,
WALLACE.

NICE
NEIGHBORHOOD.

WATCH IT,
GREENIE.
I LIVE IN A
NEIGHBOR-
HOOD
LIKE THIS.

CAN YOU
HELP HIM?

I SHALL
DO MY
BEST.

DICK'S MORE THAN A MATCH FOR ANY
GANG OF CROOKS. THE OPPOSITION
MUST HAVE BEEN PRETTY IMPRESSIVE.

IT...
WAS.

STILL...
HURTS,
TOO.

HE'S IN
ROUGH
SHAPE,
WORSE
THAN HE
LETS ON-
eh?!

RATS!

BEAT IT,
CREEPS!
ROBBIE
ISN'T ON
TONIGHT'S
MENU!

SQUEEE

REST, ROBIN. LET MY EMPATHIC POWERS HEAL YOU.

I'M ALL RIGHT NOW,
RAVEN. REALLY. THANKS.

WHO
AMBUSHED
YOU, DICK?

THE TERMINATOR.

HOW'D YOU GUYS
KNOW I WAS IN
TROUBLE?

WE
DIDN'T.

STARFIRE
SOUNDED
THE TITANS
RED
ALERT.

WHEN YOU
DIDN'T SHOW,
WE CAME
LOOKIN'
FOR YOU.

THE RED ALERT-- WHY?!

I HAVE SEARCHED THE CITY, MY FRIENDS. THERE IS NO SIGN OF THE EVIL ONE.

HUH?!

WHAT'S SHE TALKING ABOUT?!

BEATS ME-- BUT I GOT A FEELIN'...

...THINGS ARE ABOUT TO GET REAL COMPLICATED.

YOU CALLED US ALL TOGETHER, KORY.

AS YOU KNOW, I AM NOT OF YOUR WORLD. TO SAVE MY HOME PLANET, **TAMARAN**, FROM DESTRUCTION, I WAS GIVEN TO OUR ANCIENT FOES, THE CITADEL, AS A SLAVE. I WAS BEING TRANSPORTED BY TROGARR, COMMANDER OF THE GORDANIAN WARSHIP, Q' ST'R, TO MY NEW OWNER.

I LEARNED OF **PHOENIX** JUST PRIOR TO MY ESCAPE TO EARTH-- AND JOINING THE TEEN TITANS.

"WE WERE CONTACTED-- AS WERE ALL THE MAJOR STAR-FARING RACES-- BY **LILANDORA**...

"...EMPRESS OF THE **SHI'AR**, A GALACTIC STATE EVEN THE CITADEL RESPECTS.

"SHE TOLD US OF AN EARTH-WOMAN WHO HAD ONCE SAVED THE UNIVERSE AND WHO NOW, DRIVEN INSANE BY HER IMMENSE POWER, WOULD SURELY DESTROY IT.

"WE WATCHED IN AWE AND HORROR AS **PHOENIX** MADE A STAR GO SUPER-NOVA, CONSUMING ITS PLANETARY SYSTEM AND FIVE BILLION INHABITANTS.

"A **SHI'AR** BATTLE CRUISER INTERCEPTED HER...

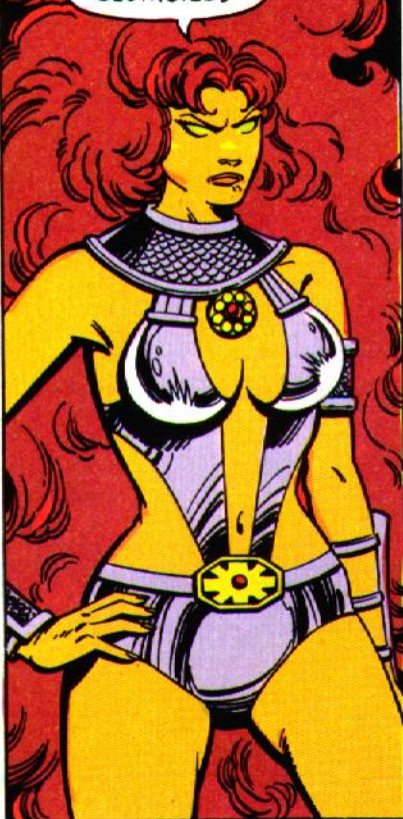
"SHE WAS HUNGRY, YOU SEE. THE STAR WAS SUSTENANCE TO HER. THAT **D'BARI** DIED IN THE PROCESS WAS IRRELEVANT.

"...AND SHE BLEW IT OUT OF SPACE.

LILANDRA PLEDGED TO END THE THREAT OF PHOENIX FOREVER. SOON AFTER, SHE REPORTED THE EVIL ONE SLAIN.

RAVEN'S DREAM INDICATES OTHERWISE.

MY FRIENDS, THE CHAOS-BRINGER MUST BE FOUND. SHE MUST BE DESTROYED!



KORIAND'R, YOUR RAGE, YOUR HATRED-- THEY ARE AGONY TO ME!

FORGIVE ME, RAVEN. WE OF TAMARAN ARE A PASSIONATE RACE. OUR EMOTIONS ARE NOT EASILY CONTROLLED.

KORY, COSMIC MENACES ARE A LITTLE OUT OF THE TITANS' LEAGUE. PERHAPS WE SHOULD NOTIFY THE JUSTICE LEAGUE OR THE AVENGERS...?



AND WHAT ABOUT THE TERMINATOR?? IF WONDER GIRL'S FELLOW AMAZONS HADN'T SAVED ME, I'D BE DEAD NOW, THANKS TO HIM!

BUT YOU ARE ALIVE, GAR. THE PEOPLE OF D'BARI ARE NOT.

IF PHOENIX IS LEFT UNCHECKED, ENTIRE PLANETS WILL DIE. PERHAPS EVEN-- THE UNIVERSE!



I ASK YOUR HELP. SHOULD YOU DENY ME, I'LL PROCEED ON MY OWN.

WE'RE TITANS, STARFIRE. WE STICK TOGETHER, WE'LL TRACK DOWN PHOENIX!

IF WE FIND HER, FINE. IF NOT, WE TACKLE THE TERMINATOR. FAIR ENOUGH?



I ACCEPT YOUR TERMS, ROBIN, AND THANK YOU--

--WITH ALL MY HEART!

mmmmmmmmmm??!!!!

FIGURES. I'M THE ONE THE TERMINATOR ALMOST KILLED. ROBIN'S THE ONE WHO GETS KISSED.



THEY DON'T CALL HIM THE "TEEN WONDER" FOR NOTHING.

EVENUALLY...

WHEW!

A WOMAN CODE-NAMED PHOENIX USED TO BE AFFILIATED WITH THE X-MEN. IT'S A SLIM LEAD, BUT AS GOOD A PLACE AS ANY TO START OUR SEARCH.

... INTERRUPT THIS PROGRAM FOR A SPECIAL NEWS BULLETIN...



EXPLOSIONS HAVE LEVELLED THE FROST INDUSTRIES RESEARCH FACILITY IN CHICAGO, ILLINOIS...

ELSEWHERE...

THE PURPOSE OF THEIR
LABOR IS UNKNOWN TO
THEM. EACH WORKER
IS TOLD PRECISELY
ENOUGH TO ENABLE
HIM TO DO HIS JOB,
NO MORE THAN THAT.

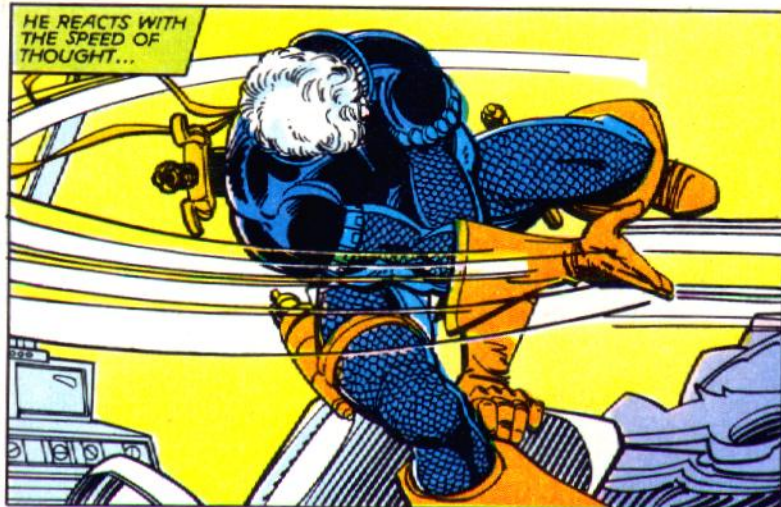
INDEED, THROUGHOUT
THIS VAST LABYRINTHINE
NETWORK OF CAVERNS
AND TUNNELS, ONLY
ONE PERSON WONDERS
WHAT IT'S ALL ABOUT--

-- SLADE WILSON -- AKA, DEATHSTROKE THE
TERMINATOR -- THE MOST EXPENSIVE
MERCENARY / ASSASSIN IN THE WORLD ...

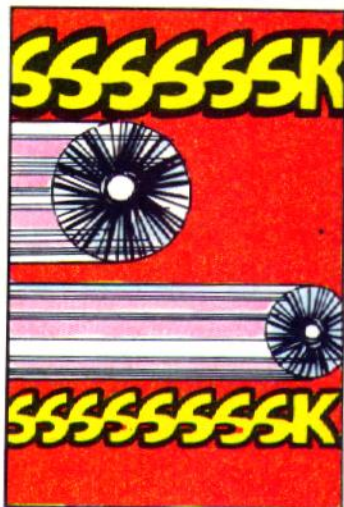
... AND WORTH EVERY PENNY.

KTIK!

MY
CHAMPAGNE!



HE REACTS WITH THE SPEED OF THOUGHT...



... AND A SKILL AND ACCURACY THAT ARE BEYOND BELIEF.



THAT WAS MY LAST BOTTLE OF DOM PERIGNON, '71. IT'S IRREPLACABLE.

PEACE, HUMAN. I WAS-- heh, heh-- MERELY CURIOUS TO DISCOVER HOW FORMIDABLE YOU -- heh, heh-- TRULY ARE.

NOW YOU KNOW.



A PITY IT'S THE LAST LESSON YOU'LL EVER LEARN.

GREAT ONE! SEE HOW THIS ANIMAL THREATENS YOUR LOYAL SUBJECTS!

WHY DO YOU TOLERATE HIS PRESENCE?! WE HAVE NO NEED OF HUMANS!

THAT'S PRETTY BRAVE TALK, SON-- ALL THINGS CONSIDERED.



HE IS HERE BECAUSE I WISH IT SO. HE IS USEFUL TO ME, RAVOK, AS ARE YOU. BUT SUCH USEFULNESS-- LIKE MY PATIENCE-- IS FINITE.

DO NOT PUSH YOUR LUCK TOO FAR, EITHER OF YOU.

TERMINATOR, TAKE YOUR CADRE TO THE FINAL SIPHON POINT. YOU KNOW WHAT TO DO THERE.



RAVOK, YOUR OBJECTIVE IS THE X-MEN. I WANT THEM ALIVE AND UNDAUNTED. IS THAT UNDERSTOOD?

RAVOK THE RAVAGER SHALL NOT FAIL, MY DREAD LORD!

THE X-MEN ARE AS GOOD AS TAKEN!

THE
X-MANSION...

...WITHIN
THE HOUR...

WOLVERINE'S CONCERN WAS JUSTIFIED. XAVIER HAS BEEN DRIVING HIMSELF TOO HARD ALL EVENING -- TAXING HIS ADMITTEDLY PRODIGIOUS ABILITIES TO THEIR LIMITS AND FAR BEYOND -- AND THE INHUMAN STRAIN HAS AT LAST TAKEN ITS TOLL.

ONCE MORE, HE SLEEPS.

BUT THIS
TIME, HE
REMAINS
ON GUARD.

WHO--?!

YOUR REIGN
OF TERROR
IS OVER,
EVIL ONE!

THE MOMENT
OF YOUR
DEATH IS
AT HAND!

KRAKOW!

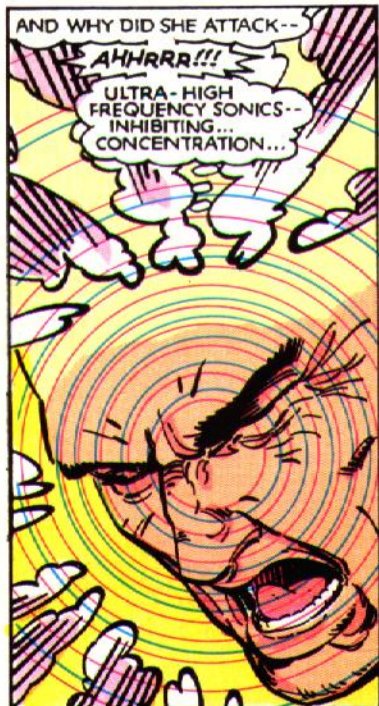
UNGNH!

NO!!



MY PSIBOLT STOPPED HER-- BARELY-- BUT THE EFFORT HAS WEAKENED ME.

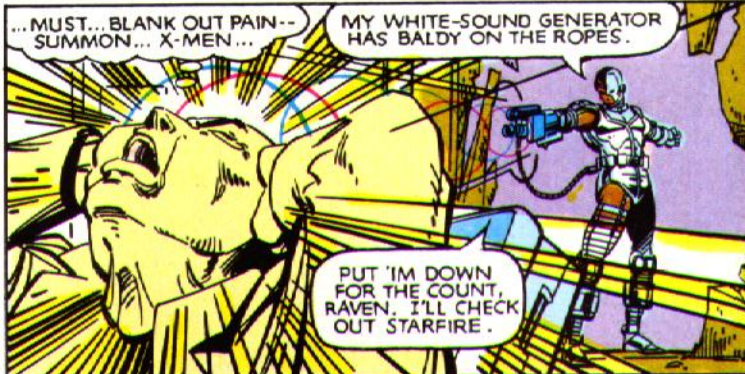
AT FIRST GLANCE, I MISTOOK HER FOR JEAN-- BUT SHE'S JUST A CHILD. WHO IS SHE?!



AND WHY DID SHE ATTACK--

AHHRRR!!!

ULTRA-HIGH FREQUENCY SONICS-- INHIBITING... CONCENTRATION...



...MUST... BLANK OUT PAIN-- SUMMON... X-MEN...

MY WHITE-SOUND GENERATOR HAS BALDY ON THE ROPES.

PUT 'IM DOWN FOR THE COUNT, RAVEN. I'LL CHECK OUT STARFIRE.



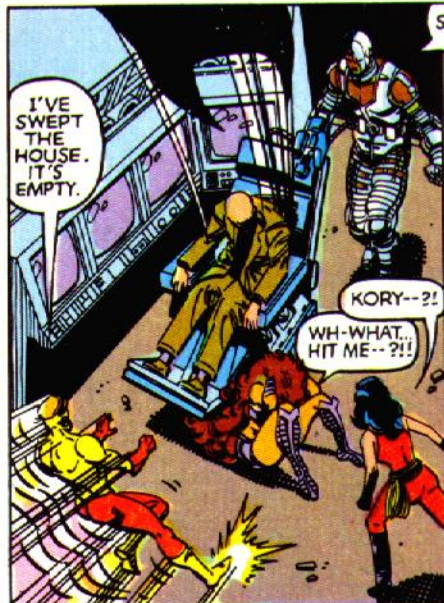
SHUT OFF YOUR DEVICE, VICTOR! HE IS A TELE-PATH! I HEAR HIS SCREAMS--FEEL HIS PAIN--IN MY MIND! IT IS TEARING ME APART AS WELL!

GOOD LORD!



YOU UNDER-ESTIMATE OUR FOE, MY FRIEND. HIS WILL IS STRONG. EVEN NOW, HE RESISTS YOUR ASSAULT, AND MINE.

BUT EVEN SUCH POWER AS HIS CANNOT RESIST MY SOUL-SELF.



I'VE SWEEPED THE HOUSE. IT'S EMPTY.

KORY--?!

WH-WHAT, HIT ME--?!!



SOMETHIN' BUGGIN' YOU, ROBBY?

NOT MUCH, CYBORG. ONLY BREAKING AND ENTERING, CRIMINAL TRESPASS, VANDALISM, ASSAULT, POSSIBLY ATTEMPTED MURDER!

CRIMES, TITANS-- COMMITTED BY US!

PEOPLE, BEING TEEN TITANS DOESN'T GIVE US ANY SPECIAL STATUS. WE HAVE TO OBEY THE LAW JUST LIKE EVERYONE ELSE. AND PLAY BY THE RULES.

KORY, YOU CAN'T SIMPLY SMASH INTO PEOPLES' HOMES AND ATTACK THEM LIKE YOU DID. IN THIS LAND, A PERSON IS INNOCENT UNTIL **PROVEN GUILTY**.

OUR WAYS MAY SEEM STRANGE-- EVEN FOOLISH-- TO YOU, BUT IF YOU WANT TO REMAIN A TITAN, YOU HAVE TO HONOR THEM.

RICHARD, I SENSE NO EVIL IN THIS MAN-- ONLY A DEEP, ABIDING SADNESS. THOSE SAME EMOTIONS PERMEATE THE HOUSE.

COULD WE HAVE MADE A MISTAKE?

NO, RAVEN-- NO!!

PHOENIX WAS AN X-MAN, AND ROBIN TRACED THE X-MEN TO THIS PLACE.

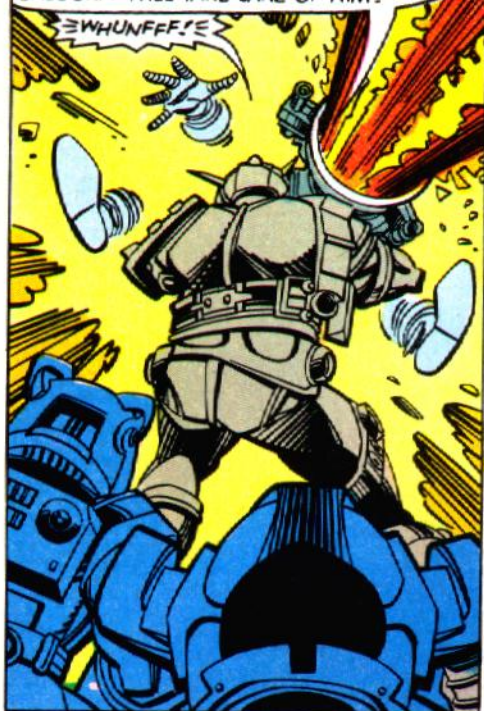
BOOM!!

BUT, KORY, THAT'S NO REASON TO ASSUME...

WHAT THE BLAZES--???

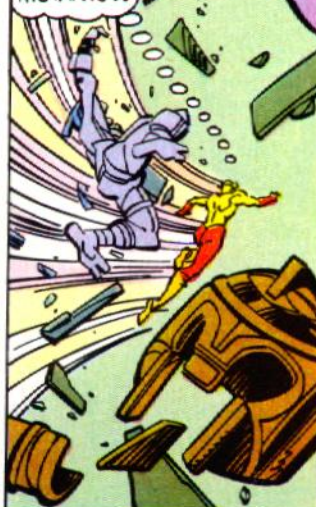
SHOCK COMMANDOS-- ATTACK!!

REMEMBER THE BRIEFING! THIS ARMORED ONE MUST BE COLOSSUS! MY DYN-BLAST BAZOOKA WILL TAKE CARE OF HIM!



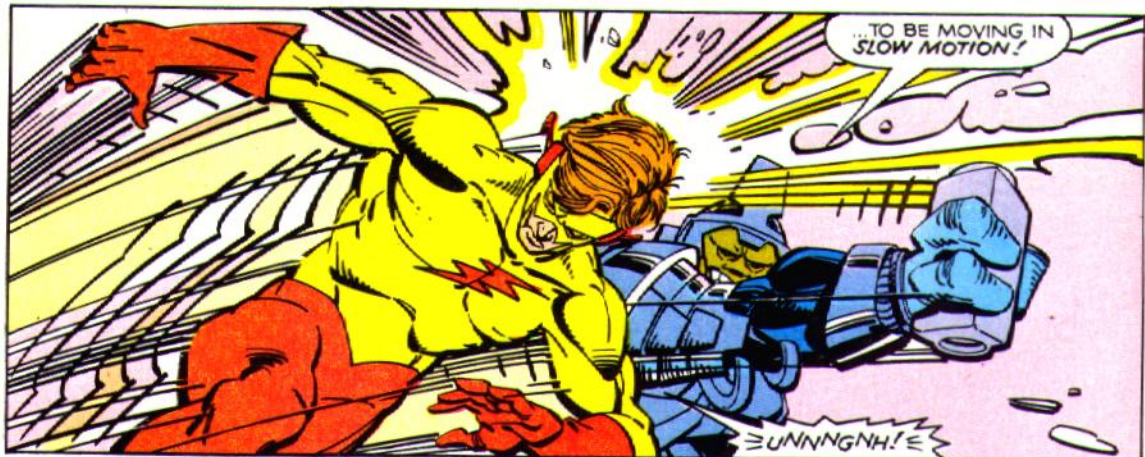
THESE CREEPS THINK WE'RE THE X-MEN! BUT WHO THE HECK ARE THEY?! WHERE DO THEY COME FROM?!

AND WHAT DO THEY WANT WITH THAT GANG OF OUTLAW MUTANTS?!

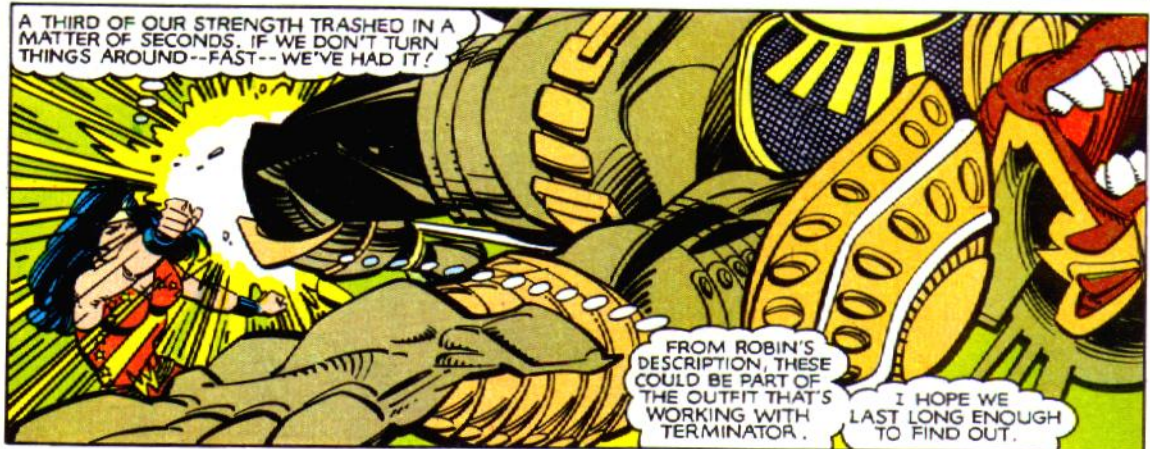


A SPEEDSTER! THE TAPES MADE NO MENTION OF HIM. HE MUST BE A RECENT ARRIVAL.

NO MATTER. WITH THE TWIST OF A DIAL, I CAN INCREASE THE EFFICIENCY OF MY BATTLESUIT TO THE POINT WHERE THE YOUTH NOW APPEARS TO ME...



A THIRD OF OUR STRENGTH TRASHED IN A MATTER OF SECONDS. IF WE DON'T TURN THINGS AROUND--FAST--WE'VE HAD IT!

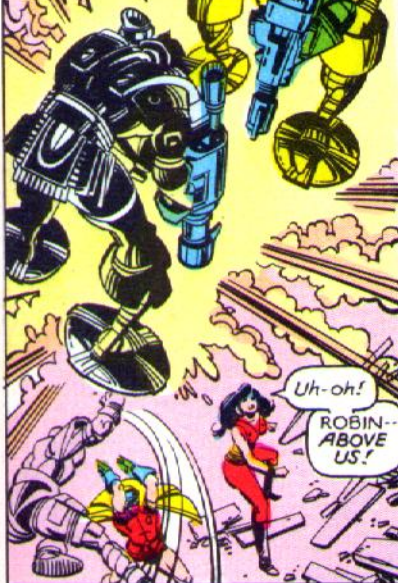


FROM ROBIN'S DESCRIPTION, THESE COULD BE PART OF THE OUTFIT THAT'S WORKING WITH TERMINATOR.

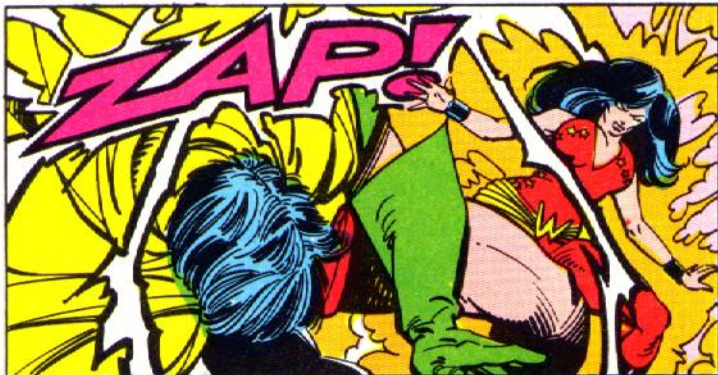
I HOPE WE LAST LONG ENOUGH TO FIND OUT.

PHASING CIRCUITS-- IN!

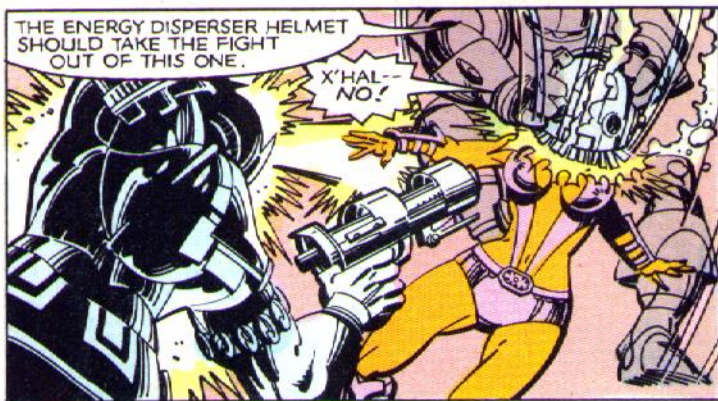
HAH! OUR
ARRIVAL VIA
OUR TELEPORT
DISCS HAS
CAUGHT THE
HUMANS
UNAWARES!



Uh-oh!
ROBIN--
ABOVE
US!



THE ENERGY DISPERSER
HELMET
SHOULD TAKE THE FIGHT
OUT OF THIS ONE.



X'HAL--
NO!

WE ARE BEATEN!
BUT--SO QUICKLY,
SO EASILY! I
MUST SEND MY
SOUL-SELF TO
SUMMON--

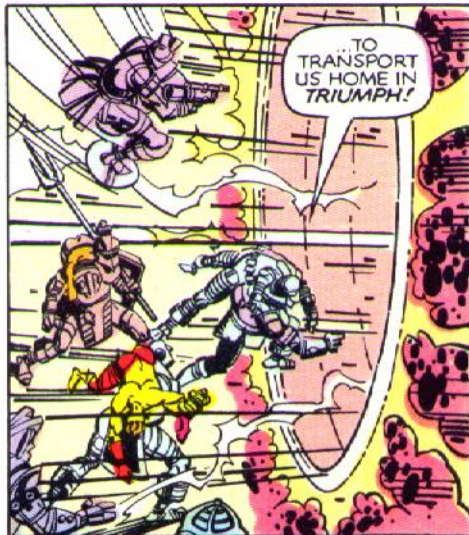
--ARRRGH!



MY ELECTRO-
LANCE
NEUTRALIZED
THE LAST
OF THEM.
COLLECT THE
PRISONERS...



...WHILE I
SUMMON THE
BOOM TUBE...



...TO
TRANSPORT
US HOME IN
TRIUMPH!

IN THE CONFUSION, THEY MISSED ME-- BUT
WHAT CAN
I DO?!



WAITAMINNT! I'M A **SHAPE-CHANGER**. I CAN'T MIMIC
PEOPLE, ONLY ANIMALS-- BUT SINCE THESE CREEPS
AREN'T HUMAN, I MAY BE ABLE TO DO IT. I'LL TAG
ALONG, LEARN ALL
I CAN, TRY TO
FREE THE OTHERS...



THE STRAIN IS MURDEROUS, BUT BECAUSE GAR LOGAN IS A HERO, HE ENDURES--
AND HURRIES TO JOIN THE COMMANDO TEAM AS THEY VANISH FROM THE EARTH.

MORNING...

...ON A CERTAIN
REMOTE BUTTE IN
NEW MEXICO,
WHERE, LONG
AGO-- IN GENTLER,
HAPPIER DAYS--
SCOTT SUMMERS
AND JEAN GREY
CONSUMMATED
THEIR LOVE...

MOVE IT,
CLOWNS! WE
HAVEN'T GOT
ALL NIGHT!

WE'VE BEEN USING THESE PSI-PHONS TO ABSORB
PHOENIX'S RESIDUAL PSYCHIC ENERGY WHEREVER SHE
USED HER POWER -- FROM ANTARCTICA TO CHICAGO
TO HERE. THIS IS THE LAST, AND BIGGEST, MODULE.

THE BIG MAN IS GATHERING
A HECKUVA LOT OF RAW
POWER. I WONDER WHAT
HE'S GOT IN MIND?

GOTTA LIGHT, BUB?

WHO CARES -- JUST SO,
WHEN THIS CAPER'S OVER,
HE REMEMBERS HIS
FRIENDS. NAMELY, ME.

SURE.

I'M IMPRESSED. I DIDN'T THINK *ANYONE* COULD GET THE DROP ON ME. YOU SHOULD HAVE STRUCK WHILE YOU HAD THE CHANCE, FELLA. THAT BIT OF BRAVADO WILL COST YOU.

WHAT--?! I MISSED!

TOO BAD. I DIDN'T.

NICE MOVE, WOLVERINE.

WE ARRIVED TOO LATE TO CATCH THEM AT FROST INDUSTRIES IN CHICAGO.

BASED ON THEIR PATTERN, THIS *HAD* TO BE THEIR NEXT OBJECTIVE.

COLOSSUS, PUT THAT DEVICE OUT OF COMMISSION!

AS GOOD AS DONE, TOVARISCH.

WHAT ARE THESE CREATURES DOING HERE?! WHAT PURPOSE DO THEY SERVE?!

THIS IS WHERE SCOTT AND JEAN WERE HAPPIEST-- THE LAST, IDYLIC INTERLUDE BEFORE HER TRANSFORMATION TO DARK PHOENIX AND HER... HER DEATH. HOW DARE THEY DESECRATE IT!

AS STORM'S CYCLONE DISARMS THE PARA-DEMONS AND SWEEPS THEM AWAY...

Aa!i!...

...KITTY PRYDE PHASES INTO ACTION.

Eh--???

SURPRISE, SWEET'UMS!

WHY CAN'T YOU PICK ON SOMEONE YOUR OWN SIZE?

DANKÉ SHOEN, KATZCHEN.

A PERFECT DISTRACTION.

ANYTIME, NIGHTCRAWLER.

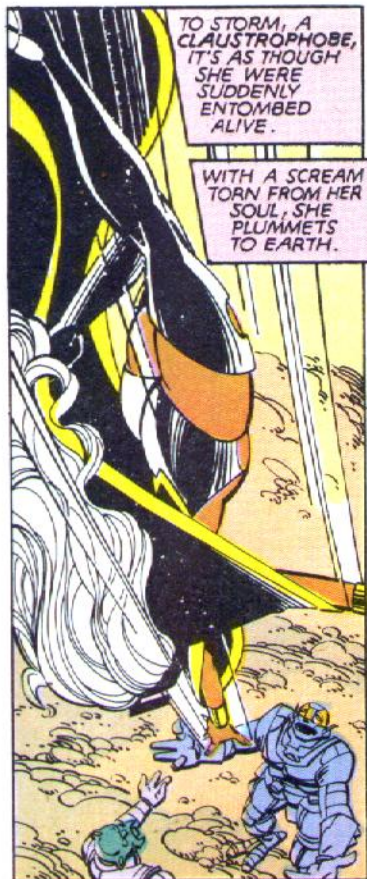
THE X-MEN! WE DIDN'T COUNT ON THEIR INTERVENTION. BUT THAT'S WHY THE BIG MAN HIRED ME, TO DEAL WITH THE UNEXPECTED.

THOSE MUTANTS ARE CERTAINLY LIVING UP TO THEIR REPUTATION. THEY'VE GOT MY PARA-DEMONS ON THE RUN. IF NOT FOR MY SUPER-FAST REFLEXES, WOLVERINE'S PUNCH WOULD HAVE KAYO'D ME.

BUT IT DIDN'T. AND HE DIDN'T TAKE A SECOND LOOK TO MAKE SURE.

A FATAL MISTAKE.

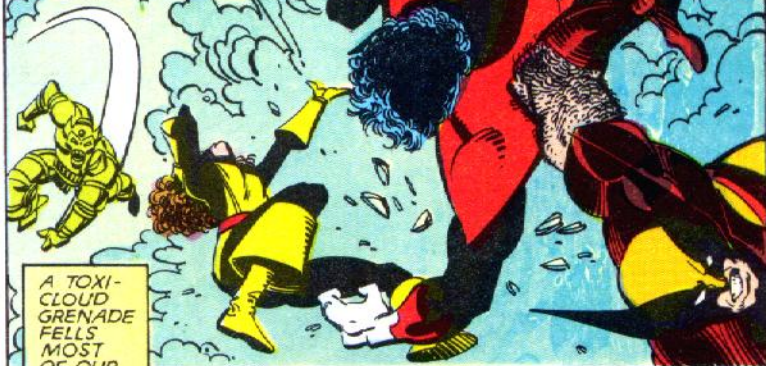
HIS RIFLE FIRES A FEAR RAY, CAPABLE OF HEIGHTENING ITS TARGET'S INNERMOST TERRORS TO THEIR ULTIMATE EXTENT.



TO STORM, A CLAUSTROPHOBE, IT'S AS THOUGH SHE WERE SUDDENLY ENTOMBED ALIVE.

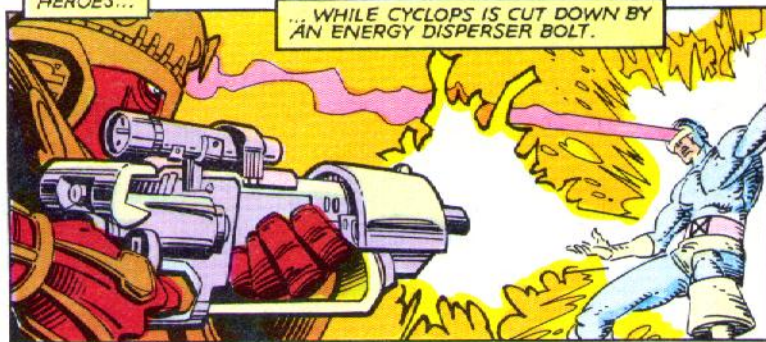
WITH A SCREAM TORN FROM HER SOUL, SHE PLUMMETS TO EARTH.

FOLLOWING THEIR LEADER'S EXAMPLE, THE DEMONS RALLY -- AND SUPERIOR NUMBERS, SUPERIOR TECHNOLOGY, SOON SHIFT THE TIDE OF BATTLE IN THEIR FAVOR.

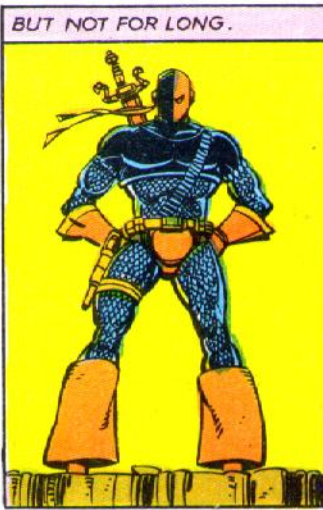
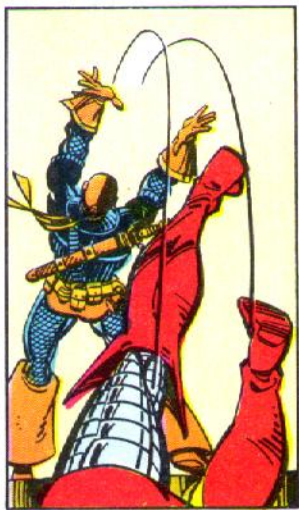
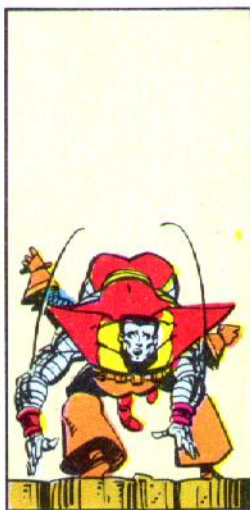


A TOXI-CLOUD GRENADE FALLS MOST OF OUR HEROES...

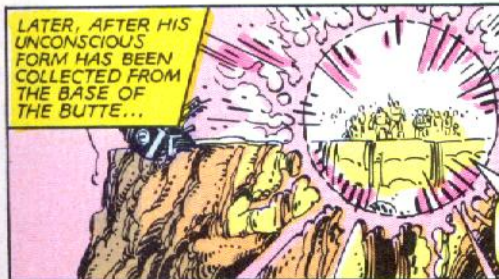
... WHILE CYCLOPS IS CUT DOWN BY AN ENERGY DISPERSER BOLT.



SOON, ONLY COLOSSUS IS LEFT.



BUT NOT FOR LONG.



LATER, AFTER HIS UNCONSCIOUS FORM HAS BEEN COLLECTED FROM THE BASE OF THE BUTTE...



TERMINATOR, SHOULD WE NOT REBUILD THE PSI-PHON?

NO TIME. WE'RE BEHIND SCHEDULE. THE BIG GUY'LL HAVE TO BE CONTENT WITH WHAT HE'S GOT.

CONSIDERING WHO OUR PRISONERS ARE -- I DON'T THINK HE'LL MIND.

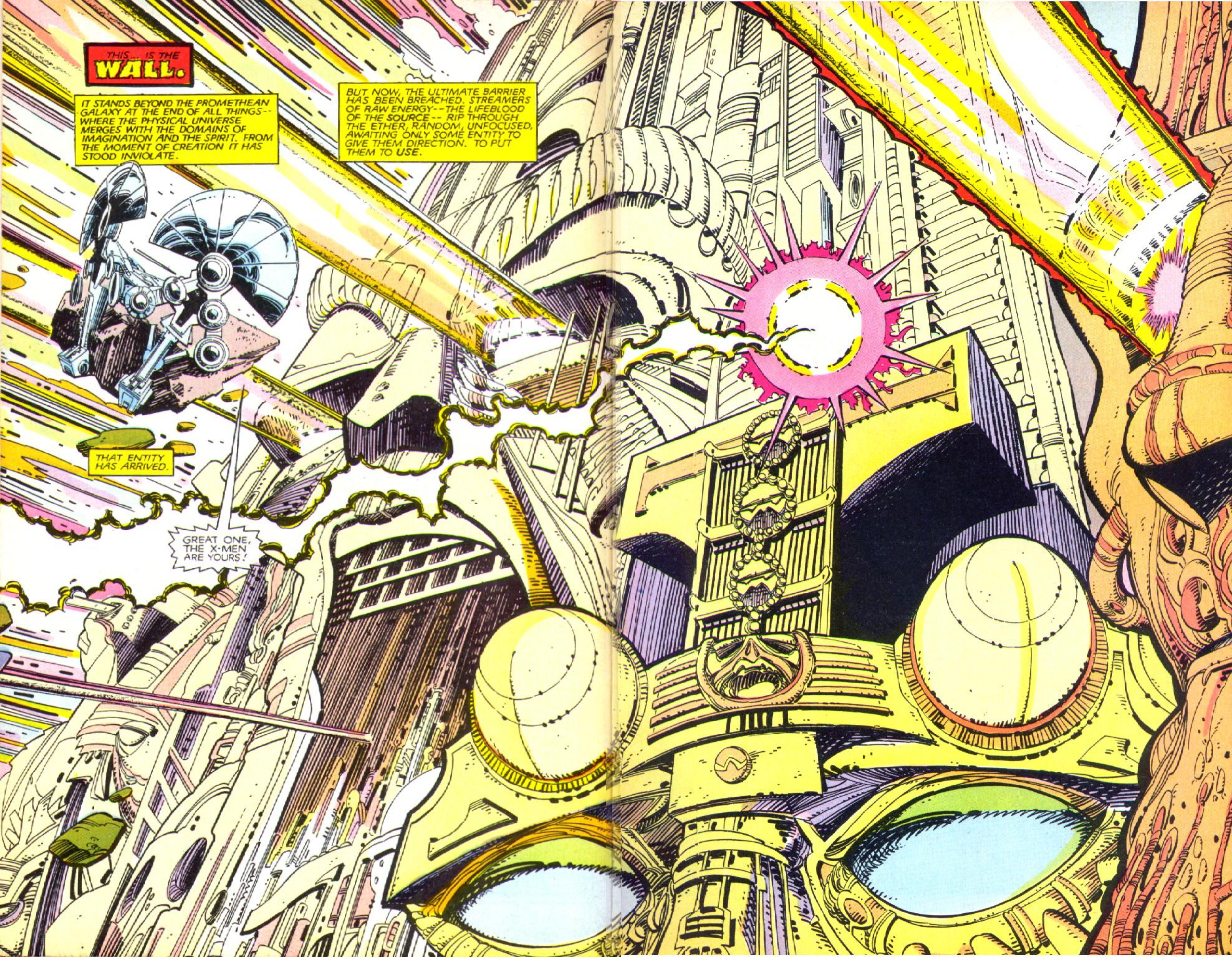
THIS... IS THE
WALL.

IT STANDS BEYOND THE PROMETHEAN
GALAXY AT THE END OF ALL THINGS--
WHERE THE PHYSICAL UNIVERSE
MERGES WITH THE DOMAINS OF
IMAGINATION AND THE SPIRIT. FROM
THE MOMENT OF CREATION IT HAS
STOOD INVIOLENT.

BUT NOW, THE ULTIMATE BARRIER
HAS BEEN BREACHED. STREAMERS
OF RAW ENERGY-- THE LIFE BLOOD
OF THE SOURCE-- RIP THROUGH
THE ETHER, RANDOM, UNFOCUSED,
AWAITING ONLY SOME ENTITY TO
GIVE THEM DIRECTION. TO PUT
THEM TO USE.

THAT ENTITY
HAS ARRIVED.

GREAT ONE,
THE X-MEN
ARE YOURS!





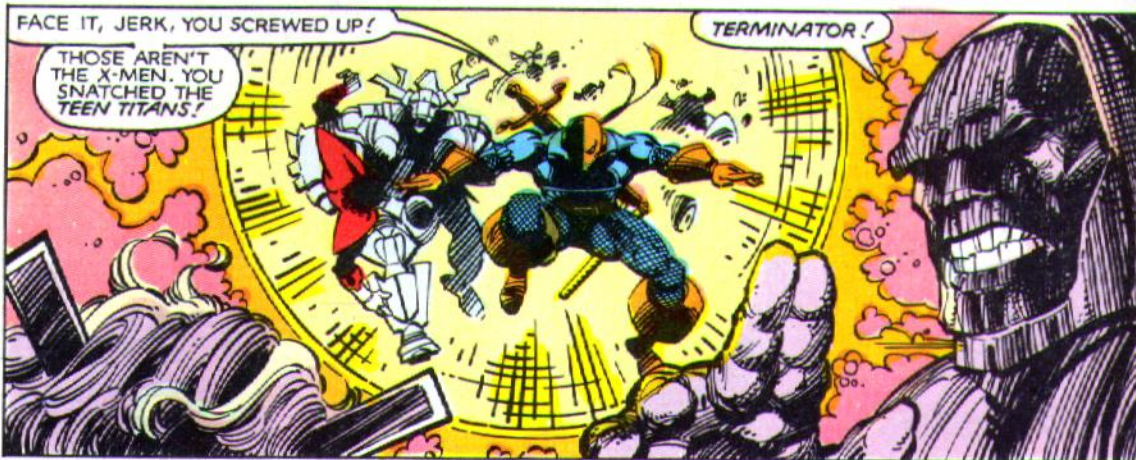
IF THIS IS
YOUR IDEA
OF A JOKE,
RAVOK...

... I AM NOT
AMUSED.



THESE OTHER
CREATURES ARE
UNKNOWN
TO ME.

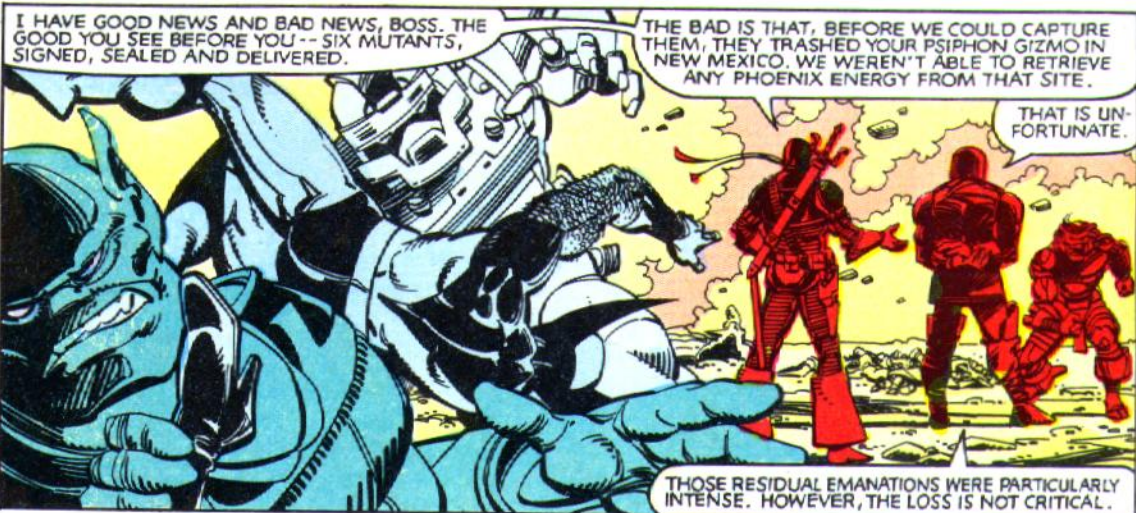
DREAD LORD,
THEY WERE AT
THE X-MEN'S
DWELLING!
THEIR
DESCRIPTIONS
AND ABILITIES
MATCHED...



FACE IT, JERK, YOU SCREWED UP!

THOSE AREN'T
THE X-MEN. YOU
SNATCHED THE
TEEN TITANS!

TERMINATOR!



I HAVE GOOD NEWS AND BAD NEWS, BOSS. THE
GOOD YOU SEE BEFORE YOU -- SIX MUTANTS,
SIGNED, SEALED AND DELIVERED.

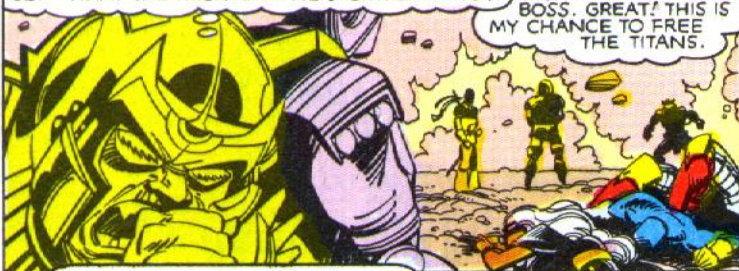
THE BAD IS THAT, BEFORE WE COULD CAPTURE
THEM, THEY TRASHED YOUR PSIPHON GIZMO IN
NEW MEXICO. WE WEREN'T ABLE TO RETRIEVE
ANY PHOENIX ENERGY FROM THAT SITE.

THAT IS UN-
FORTUNATE.

THOSE RESIDUAL EMANATIONS WERE PARTICULARLY
INTENSE. HOWEVER, THE LOSS IS NOT CRITICAL.

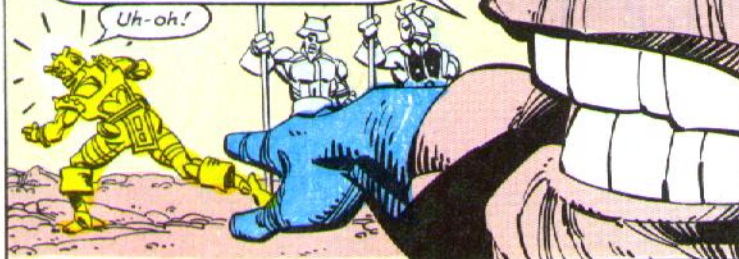
THE MORE I SEE AND HEAR, THE MORE SCARED I GET-- WHAT THE HECK HAVE WE STUMBLED INTO?!

EVERYONE'S ATTENTION'S ON THE BOSS. GREAT! THIS IS MY CHANCE TO FREE THE TITANS.



BY THE WAY, RAVOK-- SINCE WHEN ARE MY PARA-DEMONS COLORED A BRIGHT EMERALD GREEN?

Uh-oh!



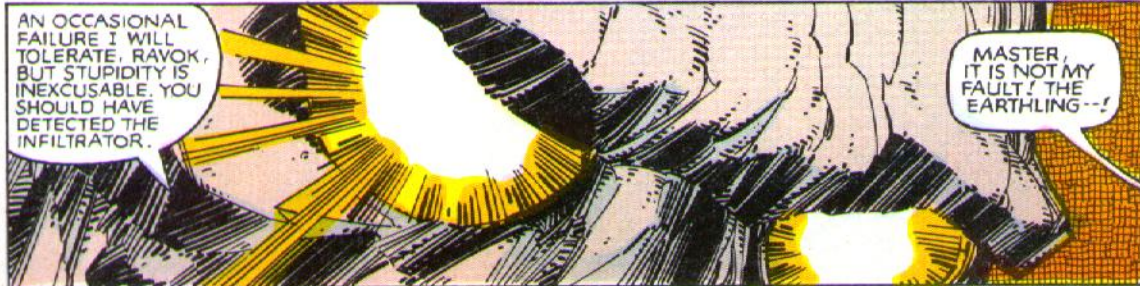
I THOUGHT SOMEONE WAS MISSING FROM THE TITANS PILE.

PLEASANT DREAMS, CHANGELING.



AN OCCASIONAL FAILURE I WILL TOLERATE, RAVOK, BUT STUPIDITY IS INEXCUSABLE. YOU SHOULD HAVE DETECTED THE INFILTRATOR.

MASTER, IT IS NOT MY FAULT! THE EARTHLING--!



OF COURSE. YOUR KIND MUST EVER BLAME YOUR OWN INCOMPETENCE...

I HAVE LOOSED MY OMEGA EFFECT.

...ON OTHERS. IT IS TOO LATE FOR SUCH PLOYS, RAVOK.

MASTER-- NO!!



I TRUST, TERMINATOR, THIS DEMONSTRATION HAS NOT BEEN LOST ON YOU.



IN TIME, OUR HEROES
RECOVER CONSCIOUSNESS.

ALL IMMEDIATELY
WISH THEY HADN'T.

ROBBY?!

I HEAR YOU, GAR.

THANK GOODNESS. I HATE
SAVING THE UNIVERSE BY MY-
SELF.

I THINK STARFIRE'S GOT
THE X-MEN PEGGED
WRONG. THEY WERE
CAPTURED, JUST LIKE US.
AND TERMINATOR KEEPS
REFERRING TO THEM AS
HEROES. I BET 'CHA
THEY'RE NO PART
OF THIS.

FUDGE! I'M FOCUSING ALL MY
CONCENTRATION BUT I CAN'T
PHASE THROUGH THESE CLAMPS.

I'M
STUCK--
BUT
WHY?!

FROZEN VALENCES, MY
DEAR. THERE ARE NO
SPACES BETWEEN THE
ATOMS OF YOUR MANACLES
FOR THOSE OF YOUR BODY
TO SQUEEZE THROUGH.

YOU!!

YOU'RE
THE THING
FROM MY
NIGHT-
MARE!
YOU'RE
REAL!

I AM INDEED!
ADULTS DENY ME,
BUT CHILDREN
KNOW ME FOR
WHAT I AM.

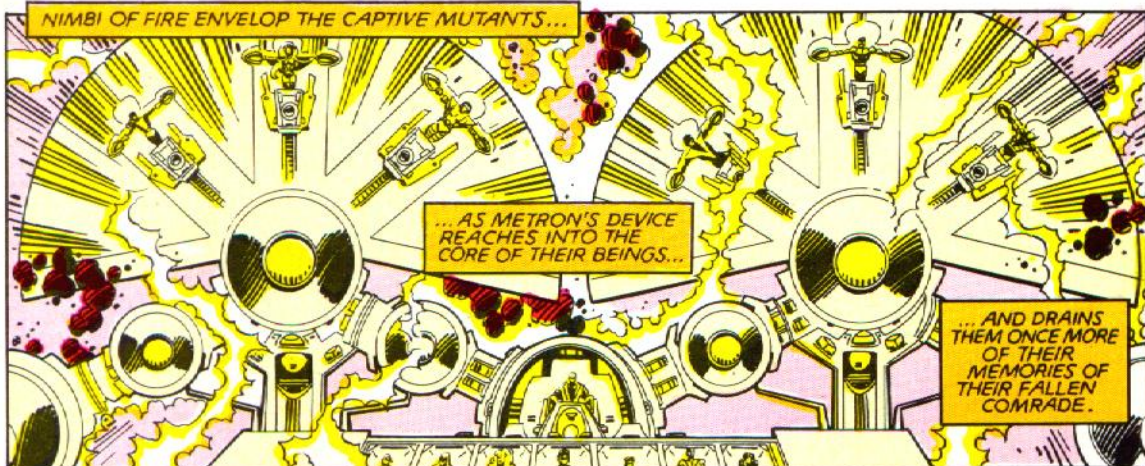
THAT MAKES THEM DANGEROUS, AND
WORTHY TO BE CHERISHED. FOR IN THEIR
INNOCENCE LIES THE UNIVERSE'S SALVATION,
AND IN THE LOSS OF THAT INNOCENCE,
MY ULTIMATE VICTORY!

ALL IS IN READINESS. THE FINAL
MOMENT IS AT HAND.

ACTIVATE THE
PSYCHON-WAVE!

WE HEAR,
DREAD LORD--
AND OBEY!!

NIMBI OF FIRE ENVELOP THE CAPTIVE MUTANTS...



... AS METRON'S DEVICE
REACHES INTO THE
CORE OF THEIR BEINGS...

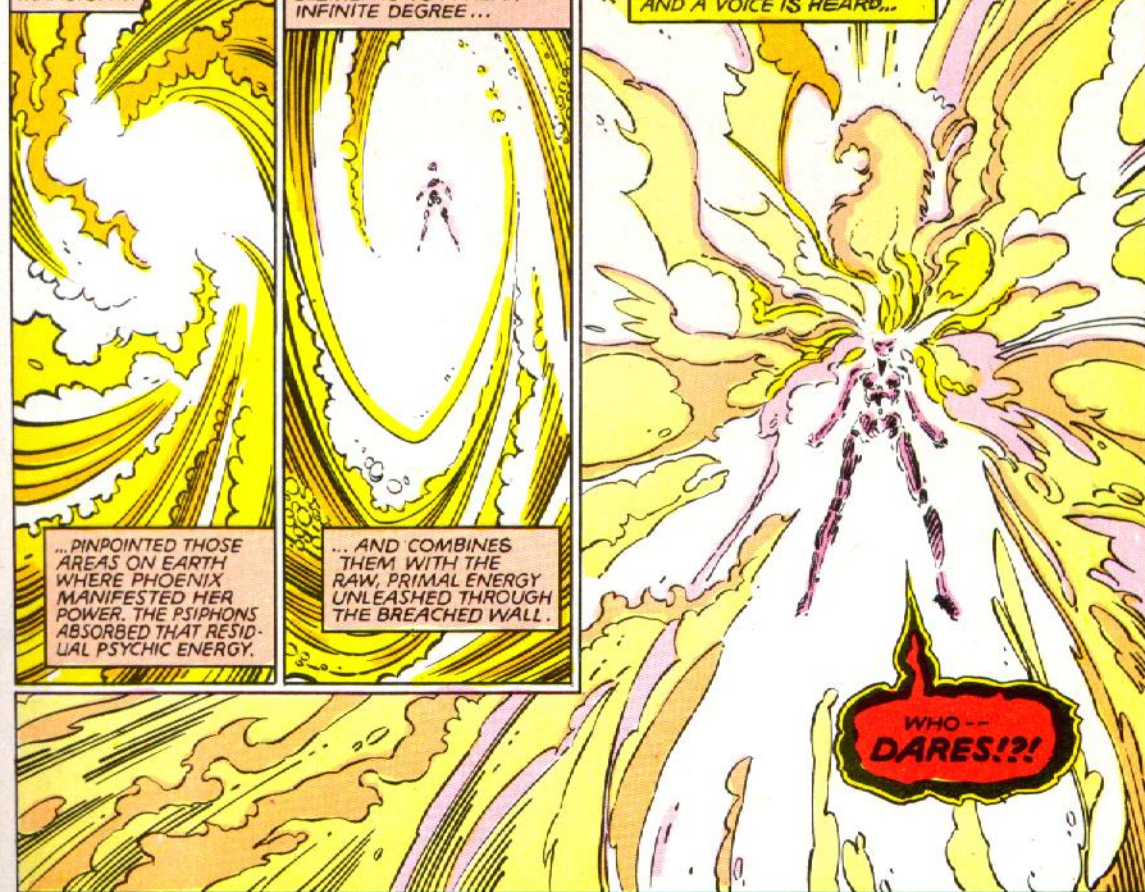
... AND DRAINS
THEM ONCE MORE
OF THEIR
MEMORIES OF
THEIR FALLEN
COMRADE.



EMOTIONS TAPPED
EARLIER AT THE X-MEN'S
MANSION...

FINALLY, THE PSYCHON-
WAVE AMPLIFIES THOSE
ELEMENTS TO A NEAR-
INFINITE DEGREE...

LIGHT FLARES... BRIGHTER
THAN THE BRIGHTEST STAR,
AND A VOICE IS HEARD...



... PINPOINTED THOSE
AREAS ON EARTH
WHERE PHOENIX
MANIFESTED HER
POWER. THE PSIPHONS
ABSORBED THAT RESID-
UAL PSYCHIC ENERGY.

... AND COMBINES
THEM WITH THE
RAW, PRIMAL ENERGY
UNLEASHED THROUGH
THE BREACHED WALL.

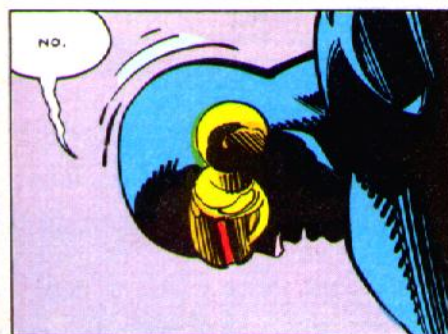
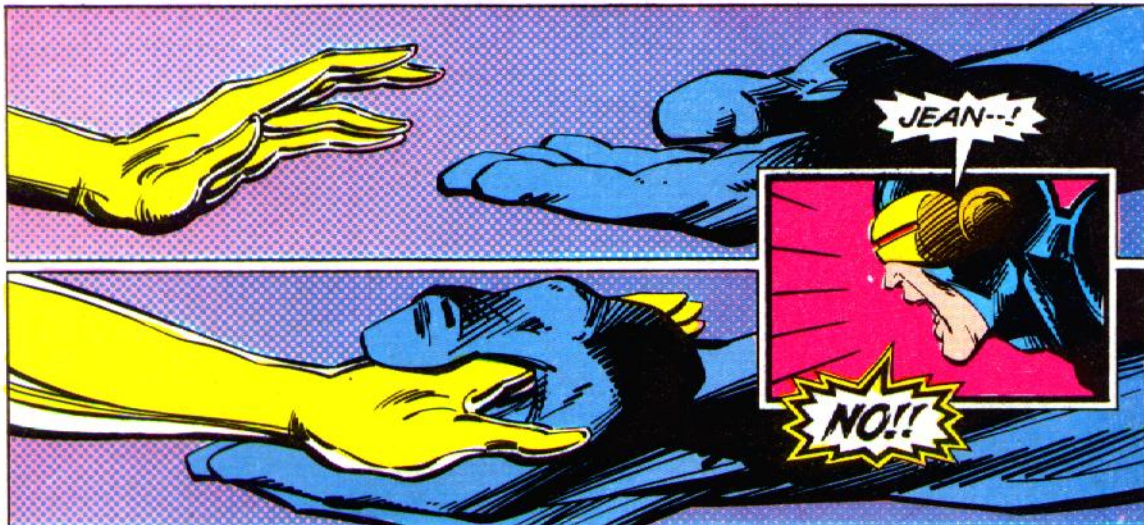
WHO--
DARES!?!



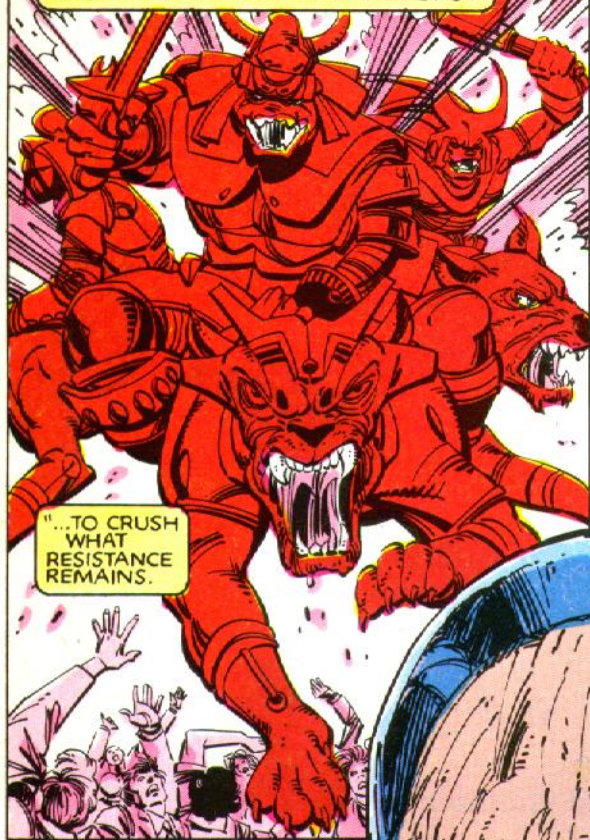
WHO
SUMMONS **Dark
phoenix?**

I...

DARKSEID!



"INTO THAT CHAOS, I WILL SEND MY
DOG CAVALRY AND MY PARA-DEMONS..."



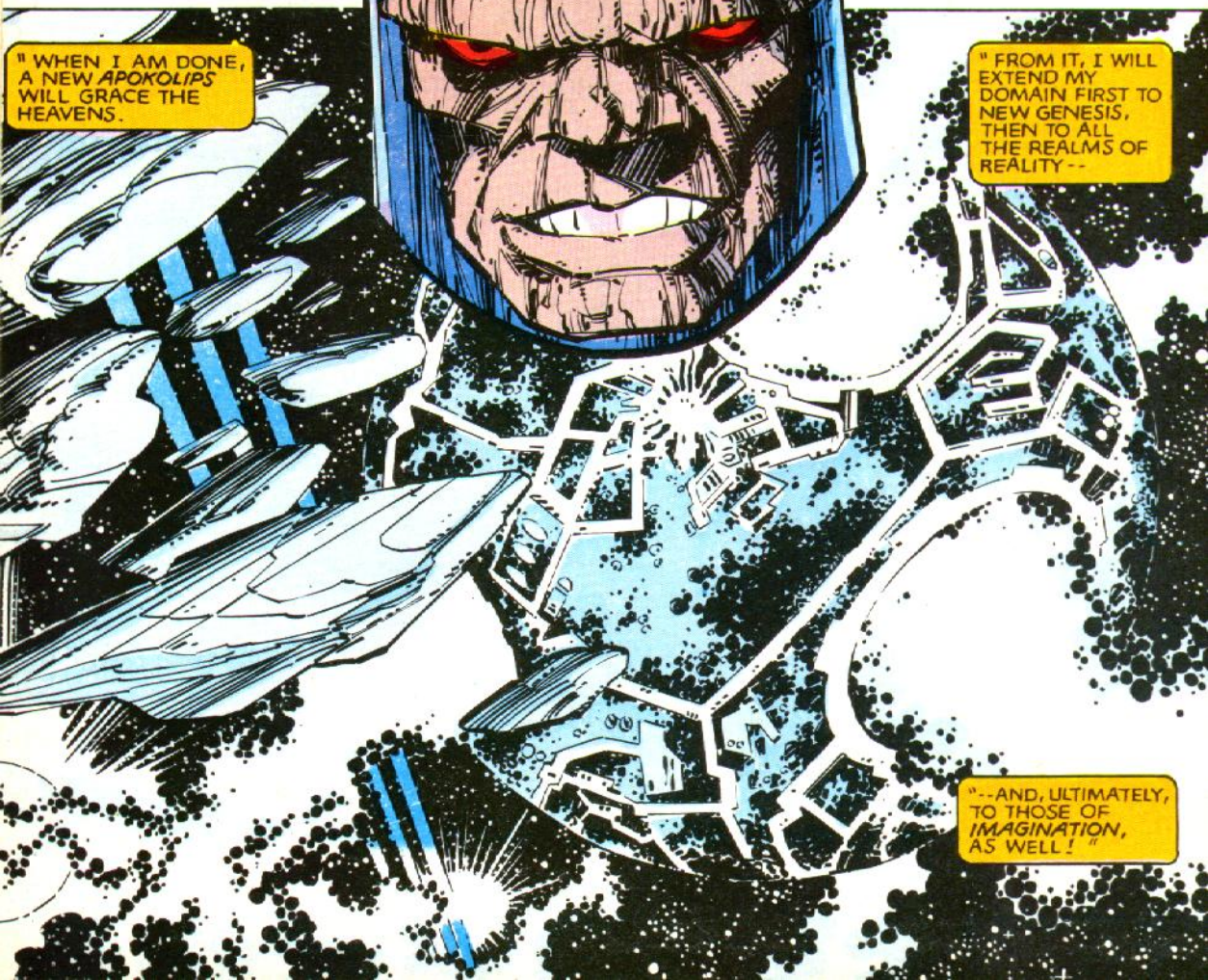
"...TO CRUSH
WHAT
RESISTANCE
REMAINS."

"THE FACE OF THE WORLD
WILL CHANGE. MOUNTAINS
WILL BE LEVELED, THE
LANDSCAPE SHATTERED BY
EARTHQUAKES AND
VOLCANOES. THE SEAS
THEMSELVES WILL BOIL
AWAY. LIFE ITSELF--EVEN THE
POTENTIAL FOR LIFE--WILL END."



"THOSE OF YOUR
SPECIES LUCKY
ENOUGH, **TOUGH**
ENOUGH, TO SURVIVE--
THE MOST RUTHLESS,
THE MOST CRUEL--
WILL FORM THE
NUCLEUS OF MY
SERVITOR CLASS--
THE **LOWLIES**."

"WHEN I AM DONE,
A NEW **APOKOLIPS**
WILL GRACE THE
HEAVENS."



"FROM IT, I WILL
EXTEND MY
DOMAIN FIRST TO
NEW GENESIS,
THEN TO ALL
THE REALMS OF
REALITY--"

"--AND, ULTIMATELY,
TO THOSE OF
IMAGINATION,
AS WELL!"



LOUSY--
MURDERIN'--
SCUM?

MOST
IMPRESSIVE,
CONSTRUCT.
THOSE
BONDS
SHOULD
RENDER
YOU INERT,
YET STILL
YOU MOVE.

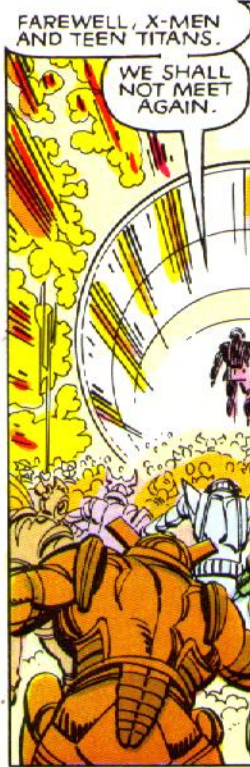
IF I
WERE--!



BE THANKFUL YOU ARE NOT, VICTOR
STONE. OUT OF HUNGER, I CONSUMED
A STAR. OUT OF RAGE...



ENOUGH,
MY DEAR.
WE HAVE
BUSINESS
ELSEWHERE.



FAREWELL, X-MEN
AND TEEN TITANS.

WE SHALL
NOT MEET
AGAIN.



THE RESTRAINTS --THEY VANISHED
THE MOMENT DARKSEID DID.

BAD AS IT WAS
FOR US, GIRL, I
THINK IT WAS
A LOT WORSE
FOR THE MUTIES.

OUCH!
I ACHIE
ALL
OVER.

HEY! RAVEN,
YOU OKAY?!



DARKSEID--

I--I FELT NO EMPATHIC
RESONANCES FROM HIM,
VICTOR. HE HOLDS HIM-
SELF UNDER SUCH ABSOLUTE
CONTROL THAT NOT EVEN
THE SLIGHTEST PARTICLE IS
ALLOWED TO ESCAPE. HIS
SOUL IS AN EMOTIONAL
VOID, AN EMPATHIC BLACK
HOLE AND HIS STRENGTH,
HIS POWER, IS MONSTROUS.
I WAS TERRIFIED I WOULD
BE SUCKED IN-- TO BE
TRAPPED FOREVER!

HEADS UP,
TITANS.



WE'VE GOT
COMPANY!

INTRODUCTIONS ARE QUICKLY EXCHANGED, THE FIRST, TENTATIVE STEPS TOWARD FRIENDSHIP MADE.

UNDER THE CIRCUMSTANCES, STRANGERS THOUGH WE ARE, I SUGGEST AN ALLIANCE.

MY SENTIMENTS, EXACTLY.

I'M CYCLOPS.

ROBIN. PLEASUED TO MEET YOU.

GEE, THAT GREEN GUY LOOKS ABOUT MY AGE.

HE'S KIND'A CUTE, TOO.

THERE IS, IN STORM, AN INNER SERENITY-- A BEAUTY AND NOBILITY OF THE SPIRIT-- THAT REMINDS ME OF AZAR. YET HER COMPANION WOLVERINE POSSESSES A CAPACITY FOR VIOLENCE GREATER EVEN THAN KORIAND'R'S.

AROUND HIM, I MUST FOREVER BE ON MY GUARD, LEST HIS INNER FURY STRIKE ME DOWN.

Hmm! I SPOOK THE BIRD LADY. I WONDER WHY?



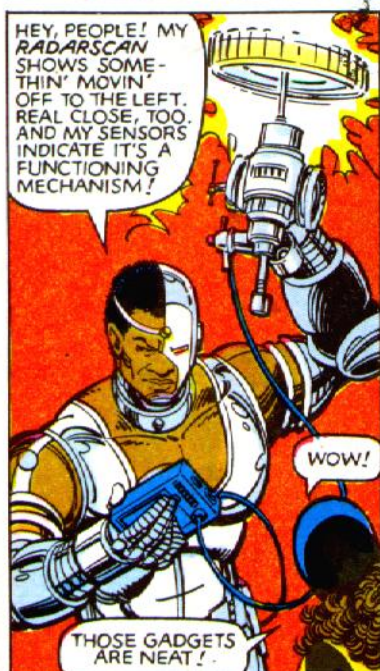
I DON'T LIKE THIS. WORKIN' WITH KIDS AIN'T MY STYLE.

AS IF I HAD A CHOICE.

CYKE, THE AIR'S GETTIN' THINNER.

HE'S RIGHT. WE'RE LOSIN' ATMOSPHERE.

I FIGURE WE'VE GOT ABOUT AN HOUR LEFT.



HEY, PEOPLE! MY RADARSCAN SHOWS SOMETHIN' MOVIN' OFF TO THE LEFT. REAL CLOSE, TOO. AND MY SENSORS INDICATE IT'S A FUNCTIONING MECHANISM!

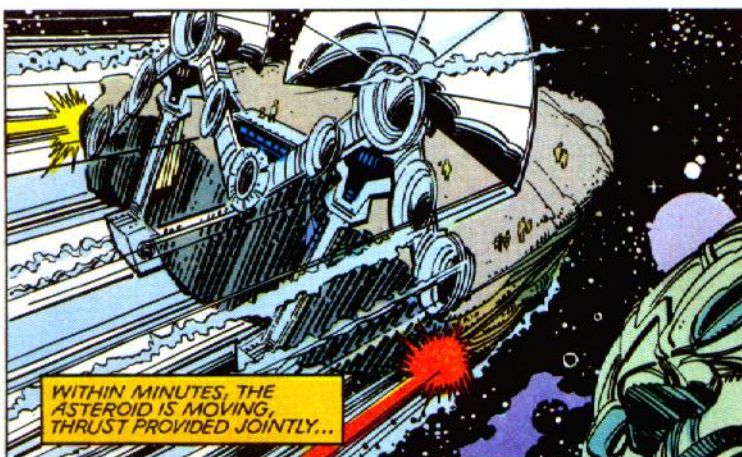
WOW!

THOSE GADGETS ARE NEAT!



I'M RECEIVING A TELEPATHIC "BEACON" FROM CYBORG'S ARTIFACT, AS WELL. I SENSE A LIFE FORCE, BUT NO CONSCIOUS THOUGHT. IS IT A BEING, A MECHANISM-- BOTH?

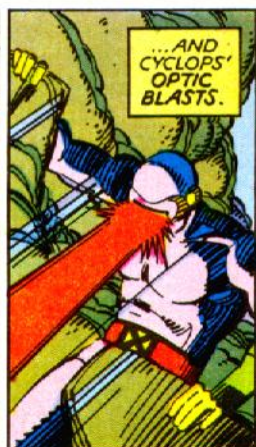
PLOT OUR COURSE, CYBORG. AND LET US GET UNDERWAY.



WITHIN MINUTES, THE ASTEROID IS MOVING, THRUST PROVIDED JOINTLY...



...BY STARFIRE'S STARBOLTS...



...AND CYCLOPS' OPTIC BLASTS.



SOON...

A CHAIR?! ALL THAT WORK, FOR A CRUMMY CHAIR?!!

I'LL USE MY EXTENSOR ARM TO HAUL IT IN!



FOR ALL THE GOOD IT'LL DO US.

I'M SORRY, PROF. I'VE DONE MY BEST, BUT I HAVEN'T A CLUE HOW TO MAKE THIS BABY WORK.

DO YOU HAVE A REAL NAME, CHANGELING?

MINE'S KITTY.

YOUR STEEL PAL'S A RUSSIAN?

AND I AM AFRICAN, KID FLASH. IS THAT IMPORTANT?

FASCINATING. I AM CONVINCED THE CHAIR IS A MECHANISM--AND FUNCTIONING--BUT IT IS BASED ON PRINCIPLES SO ALIEN TO TERRESTRIAL SCIENCE AS TO BE AKIN TO *MAGIC*.



KITTY, huh? MY NAME'S GAR.

NICE NAME.

YOURS, TOO. THINGS SOUND PRETTY GRIM.

YEAH. I WISH I WAS HOME.

GARFIELD!



YIKES!

KITTY--?!



KITTY!
--THE CHAIR
--WHERE'D
IT GO??!

THE QUESTION HAS HARDLY BEEN UTTERED, WHEN...



THEY'RE BACK!

H-HI, GUYS!

WE DIDN'T MEAN IT, HONEST!

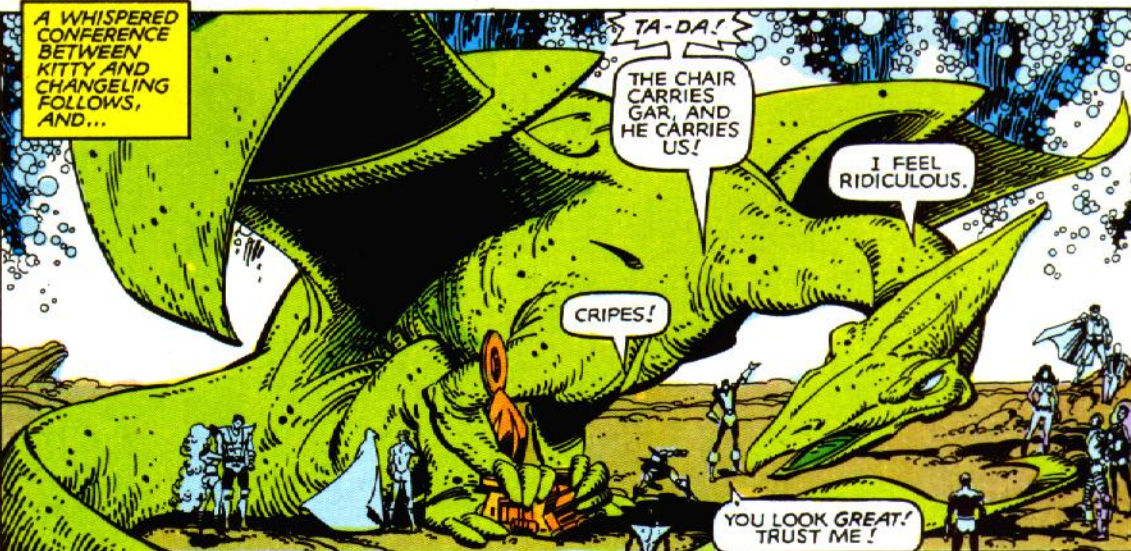
ALL I DID WAS WISH!

OF COURSE! THE CHAIR IS CONTROLLED TELEPATHICALLY--BY THOUGHT!



IT APPEARS SO, PROFESSOR. BUT HOW ARE WE ALL GOING TO FIT ON THAT CHAIR?

A WHISPERED CONFERENCE BETWEEN KITTY AND CHANGELING FOLLOWS, AND...



TA-DA!

THE CHAIR CARRIES GAR, AND HE CARRIES US!

I FEEL RIDICULOUS.

CRIPES!

YOU LOOK GREAT! TRUST ME!

KITTY HAD CHANGELING TRANSFORM INTO "LOCKHEED THE DRAGON." I THOUGHT THAT WAS OUR SPECIAL CHARACTER, OUR... SECRET.

SHE SEEMS VERY ATTRACTED TO CHANGELING-- I DID NOT THINK THAT WOULD UPSET ME SO.

< PIOTR NIKOLIEVITCH, YOU ARE ACTING LIKE A FOOL! >

Oh, WONDERFUL--

*TRANSLATED FROM THE RUSSIAN-- L.

--A NEW LANGUAGE I CAN LEARN!

< LENIN'S GHO -- >

--mmmMNNN!

Hmmnn.

FRAULEIN-- SPRECHEN SIE DEUTSCH?

HUMPH! THE HUSSY! AND PETER'S ENJOYING IT, TOO!

SORRY ABOUT THIS, SIR. STARFIRE ABSORBS LANGUAGES THROUGH PHYSICAL CONTACT.

SOMETIMES SHE, er, GETS CARRIED AWAY.

THE SOONER WE'RE ALL CARRIED AWAY FROM HERE, ROBIN...

...THE BETTER.

TRY TALKING WITH AN IRISH ACCENT, GAR. YOU'LL FEEL BETTER.

NO WAY, JOSÉ!

CYCLOPS, IS SOMETHING THE MATTER?

JUST... THINKING, WONDER GIRL.

JEAN EARNED HER PEACE, DARKSEID. WHETHER YOUR CREATURE IS TRULY HER, OR SOME ARCAINE FACSIMILE, IS IRRELEVANT. YOU HAD NO RIGHT TO RESURRECT PHOENIX.

OR TO VIOLATE US IN THE PROCESS.

IF IT TAKES ETERNITY, DARKSEID, I'LL FIND YOU. AND WHEN I DO-- FOR WHAT YOU'VE DONE THIS NIGHT--

--YOU'LL PAY!

NEW YORK CITY

CYBORG, DO
YOU REQUIRE
ASSISTANCE?

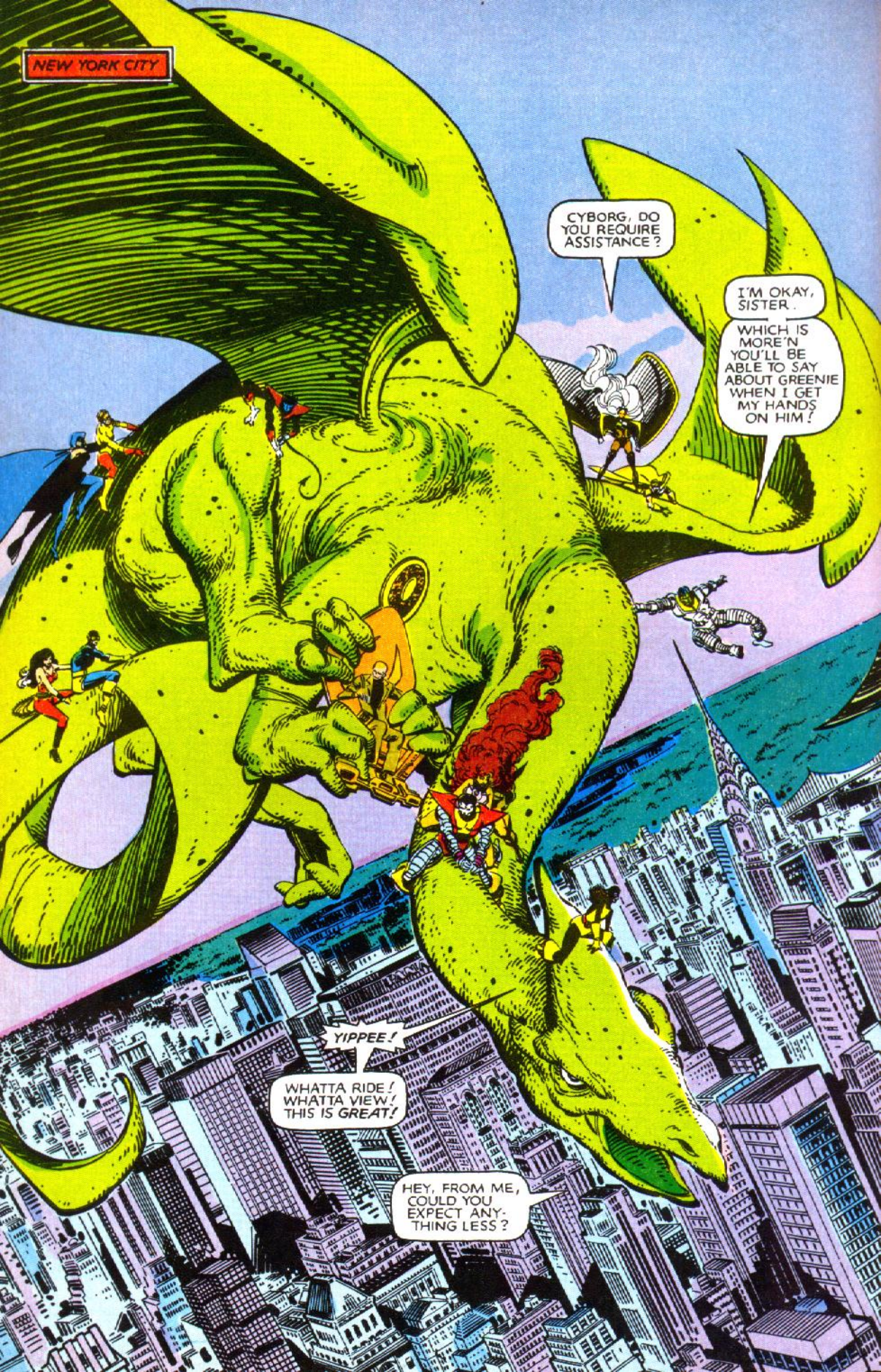
I'M OKAY,
SISTER.

WHICH IS
MORE'N
YOU'LL BE
ABLE TO SAY
ABOUT GREENIE
WHEN I GET
MY HANDS
ON HIM!

YIPPEE!

WHATTA RIDE!
WHATTA VIEW!
THIS IS GREAT!

HEY, FROM ME,
COULD YOU
EXPECT ANY-
THING LESS?



THE METER'S RUNNING, PROFESSOR-- WHERE DO WE GO FROM HERE?

UPTOWN, CHANGELING.

PHOENIX POSSESSES A UNIQUE PSIONIC MATRIX, EVIDENTLY, SINCE SHE BELIEVES ME DEAD, SHE IS NOT BOTHERING TO SHIELD HER MIND. THAT PSYCHIC TRAIL SHOULD LEAD US TO HER AND DARKSEID.

CENTRAL PARK.

EVERY SUMMER, THE NEW YORK PHILHARMONIC TOURS THE CITY, GIVING FREE OPEN-AIR CONCERTS. EACH SEASON OPENS HERE ON THE GREAT LAWN, THE PERFORMANCE CULMINATING IN TCHAIKOVSKY'S "1812 OVERTURE," COMPLETE WITH AN ACCOMPANYING FIREWORKS DISPLAY...

... WITNESSED TONIGHT BY AN AUDIENCE OF WELL OVER A HALF-MILLION PEOPLE.

OVERHEAD...

YOU'RE SMILING, WOLVERINE. WHAT'S SO FUNNY?

NOTHIN'. EV'RY-THING. I'M A SCRAPPER, STARFIRE. I LOVE A GOOD FIGHT, AN' THIS LOOKS TO BE ONE O' THE BEST.

I DON'T MIND DYIN', JUST SO I GET A FAIR SHOT AT DARKSEID FIRST.

PROFESSOR-- I SENSE AN EMPATHIC VOID-- DARKSEID IS BELOW US!

BUT WE DARE NOT ATTACK. ALL THOSE INNOCENT PEOPLE IN THE PARK--!

WE HAVE NO ALTERNATIVE, RAVEN. WE DARE NOT WAIT. THIS ONCE, WE DO NOT HAVE THE LUXURY OF CHOOSING BETWEEN GOOD AND EVIL...

... BUT BETWEEN THE LESSER OF TWO EVILS.

THE WORLD, THE UNIVERSE-- THE FUTURE-- ARE AT STAKE, CHILD. IF THESE PEOPLE-- AND WE OURSELVES-- MUST PERISH TO SAVE THEM...

... THEN SO BE IT.

ONCE MORE, THE MOBIUS CHAIR DOES ITS JOB...

... INSTANTLY TRANSPORTING
OUR SUDDENLY SOMBER
HEROES FAR UNDERGROUND.

DELIGHTFUL.

WHY CAN'T VILLAINS'
HIDEOUTS EVER BE
SOMEWHERE NICE,
LIKE TAHITI?

PERHAPS, CHANGELING, BECAUSE IF THEY
LIVED IN SO BEAUTIFUL A SETTING, THEY
WOULD NOT WISH TO BE VILLAINS.

I CAN'T SCENT THE OPPOSITION, CHARLEY.

I "HEAR"
THEIR
THOUGHTS,
WOLVERINE.
NONE ARE
CLOSE AT
HAND.

TOO
BAD.

DARKSEID'S PLAN REQUIRES
A MECHANISM. WE'RE NO
MATCH FOR HIM AND PHOENIX,
BUT IF WE DESTROY HIS
DEVICE, THAT SHOULD BUY
ENOUGH TIME TO SUMMON
EVERY SUPER-HERO
ON EARTH...

MY HANDS-- SHAKING! MY
CLAUSTROPHOBIA WAS UNDER
CONTROL--UNTIL TERMINATOR'S
RAY BROUGHT BACK ALL MY
CHILDHOOD TERRORS,
STRONGER THAN EVER.

YOU OKAY,
ORORO?

NO, SCOTT, I AM
TERRIFIED!

BUT I SHALL
COPE.

THAT'S
THE
SPIRIT.

SOON...

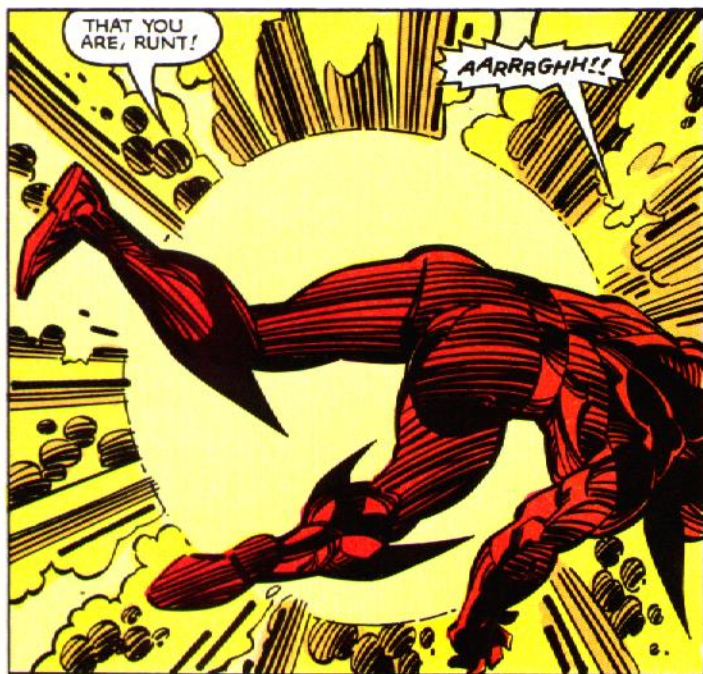
THERE ARE
SO MANY
SMELLS, I
CAN'T SORT
'EM OUT.

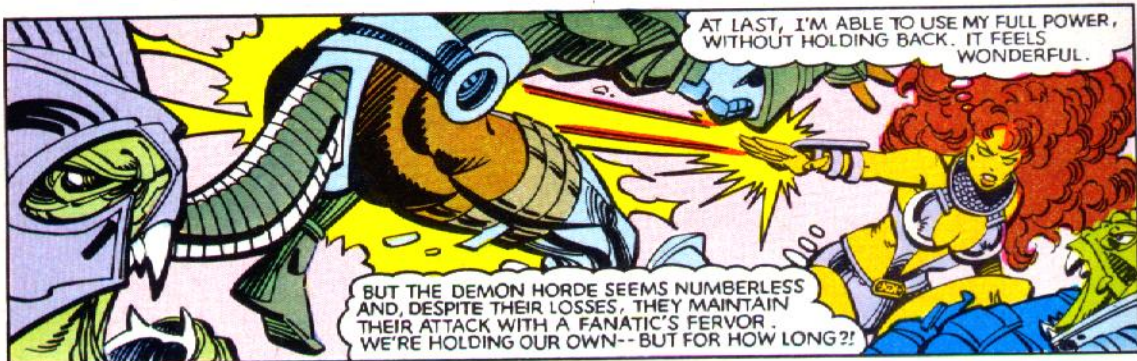
DON'T
SWEAT
IT, KID.
I CAN.

KITTY SAYS YOUR
NAME'S LOGAN.
SO'S MINE. THINK
WE'RE RELATED?

KITTY TALKS
TOO FLAMIN'
MUCH.

HUSH
UP, BOY.
WE'RE
GETTIN'
CLOSE...





AT LAST, I'M ABLE TO USE MY FULL POWER, WITHOUT HOLDING BACK. IT FEELS WONDERFUL.

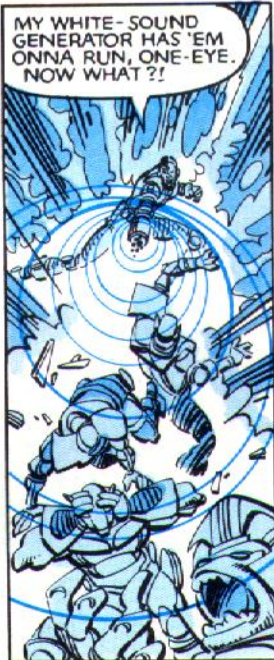
BUT THE DEMON HORDE SEEMS NUMBERLESS AND, DESPITE THEIR LOSSES, THEY MAINTAIN THEIR ATTACK WITH A FANATIC'S FERVOR. WE'RE HOLDING OUR OWN-- BUT FOR HOW LONG?!



WE CAN'T STAY HERE, CYCLOPS.

I AGREE.

PROFESSOR, PHASE-SHIFT YOUR CHAIR OUT OF HERE! CYBORG, CLEAR US SOME ROOM!



MY WHITE-SOUND GENERATOR HAS 'EM ONNA RUN, ONE-EYE. NOW WHAT?!



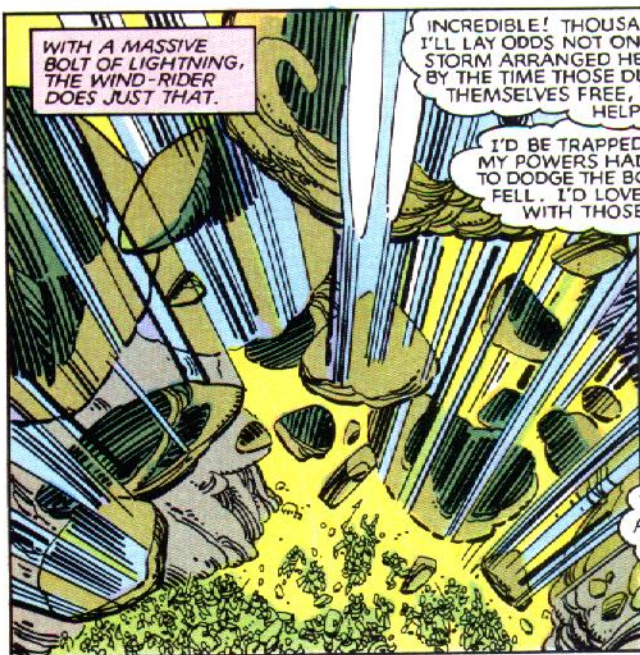
I'LL BLAST US AN ESCAPE ROUTE TO THE LOWER LEVELS.

AND, CYBORG, WE ALL HAVE NAMES.

I'D PREFER IT IF YOU USED THEM.



"STORM, BRING DOWN THE ROOF!"



WITH A MASSIVE BOLT OF LIGHTNING, THE WIND-RIDER DOES JUST THAT.

INCREDIBLE! THOUSANDS OF TONS OF ROCK, AND I'LL LAY ODDS NOT ONE PARA-DEMON WAS KILLED. STORM ARRANGED HER AVALANCHE TO TRAP THEM. BY THE TIME THOSE DUMMIES RECOVER AND DIG THEMSELVES FREE, THEY'LL BE TOO LATE TO HELP DARKSEID.

I'D BE TRAPPED WITH THEM IF MY POWERS HADN'T ENABLED ME TO DODGE THE BOULDERS AS THEY FELL. I'D LOVE A REMATCH WITH THOSE HEROES...



...BUT I'D BETTER ALERT THE BIG GUY FIRST.



THE
X-MEN
AND THE
TEEN
TITANS.

I STRANDED THEM ON THE FAR
SIDE OF THE UNIVERSE. HOWEVER
DID THEY MANAGE TO SURVIVE,
MUCH LESS RETURN?

I GROSSLY UNDERESTIMATED
THEIR ABILITIES. THEY MAY
INDEED PROVE WORTHY
FOES AFTER ALL.

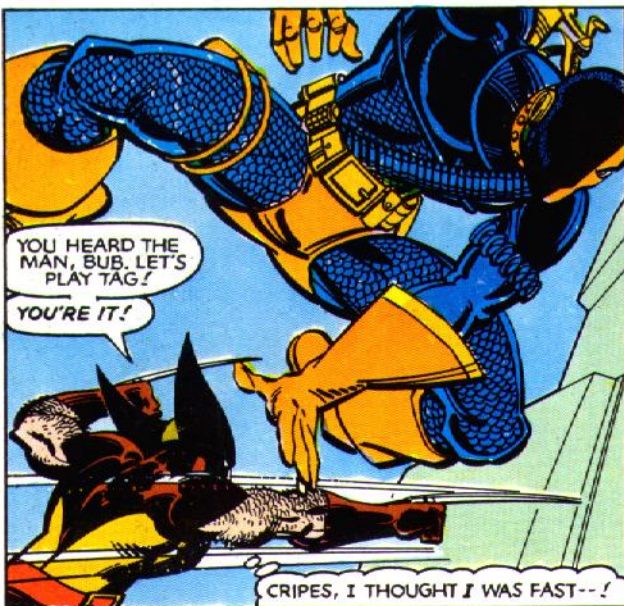


DARKSEID! WE GOT TROUBLE!

I AM AWARE OF OUR
GUESTS, TERMINATOR.
IT IS YOUR FUNCTION
TO KEEP THEM...
AMUSED...



...UNTIL MY
WORK IS DONE.



YOU HEARD THE
MAN, BUB. LET'S
PLAY TAG!

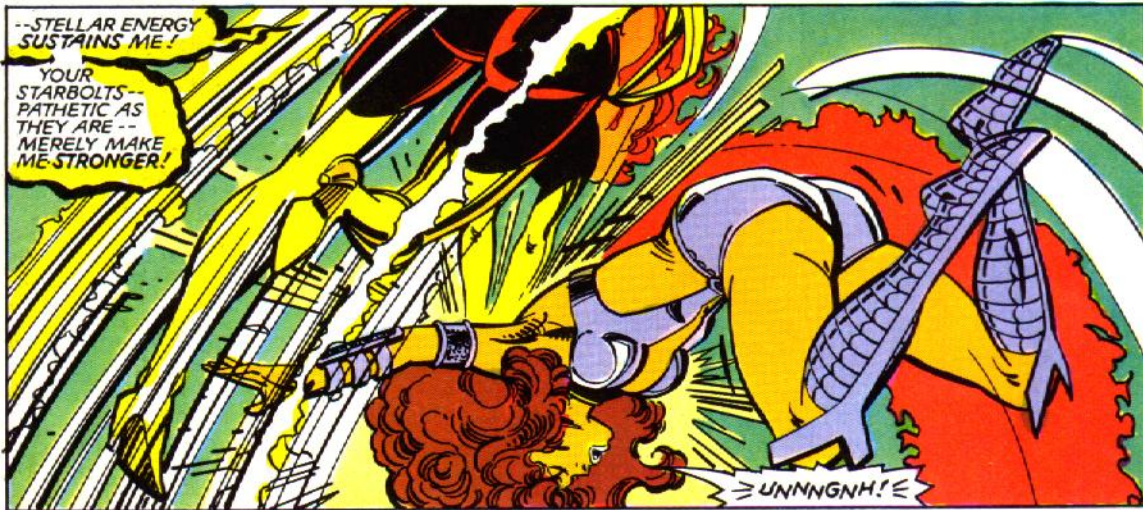
YOU'RE IT!

CRIPES, I THOUGHT I WAS FAST--!



I STRIKE FOR THE PEOPLE
OF D'BARI, EVIL ONE!
FOR VENGEANCE!
FOR JUSTICE!

FOOLISH
CHILD--



--STELLAR ENERGY
SUSTAINS ME!

YOUR
STARBOLTS--
PATHETIC AS
THEY ARE--
MERELY MAKE
ME STRONGER!

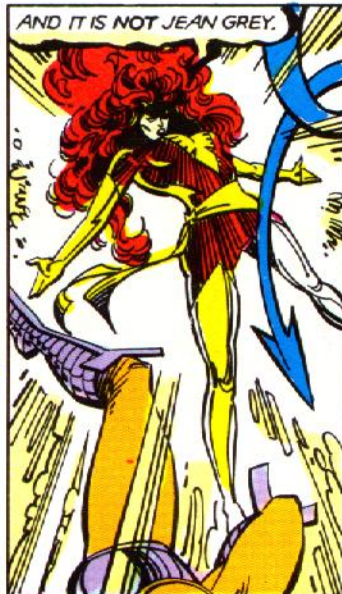
UNNNNGH!



JEAN--
FOR THE
LOVE OF
HEAVEN--
REMEMBER
WHO YOU
ARE!

STOP THIS, I BEG YOU!

I KNOW
WHO--
AND
WHAT--
I AM,
NIGHT-
CRAWLER.



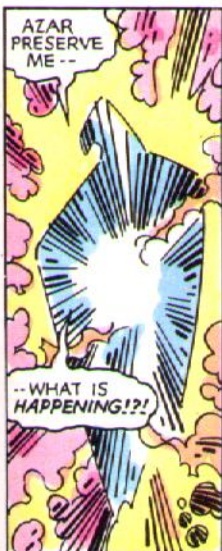
AND IT IS NOT JEAN GREY.



NEVER HAVE I BEHELD
A CREATURE OF SUCH
CONSUMMATE EVIL!

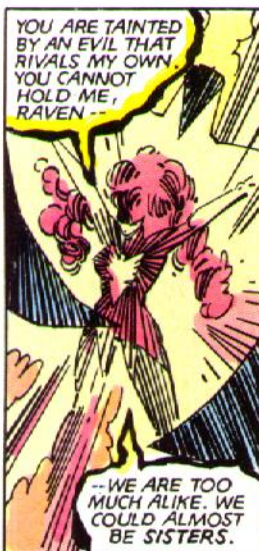
AH! NOW THE
HALFBREED
EMPATH ENTERS
THE LISTS.

MY SOUL-
SELF WILL
END YOUR
RAMPAGE,
PHOENIX.



AZAR
PRESERVE
ME--

--WHAT IS
HAPPENING!?!



YOU ARE TAINTED
BY AN EVIL THAT
RIVALS MY OWN.
YOU CANNOT
HOLD ME,
RAVEN--

--WE ARE TOO
MUCH ALIKE. WE
COULD ALMOST
BE SISTERS.

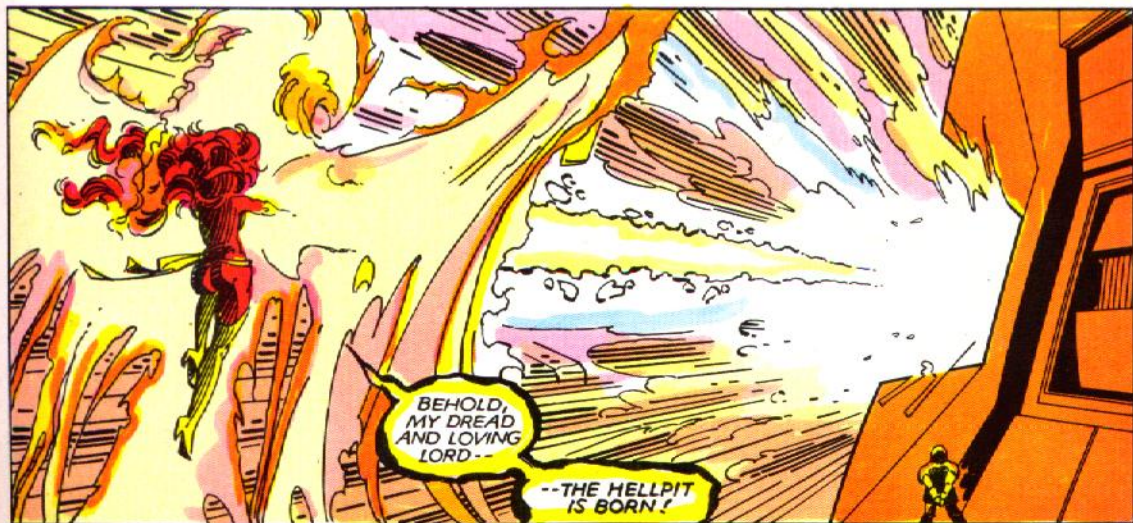


NO!!



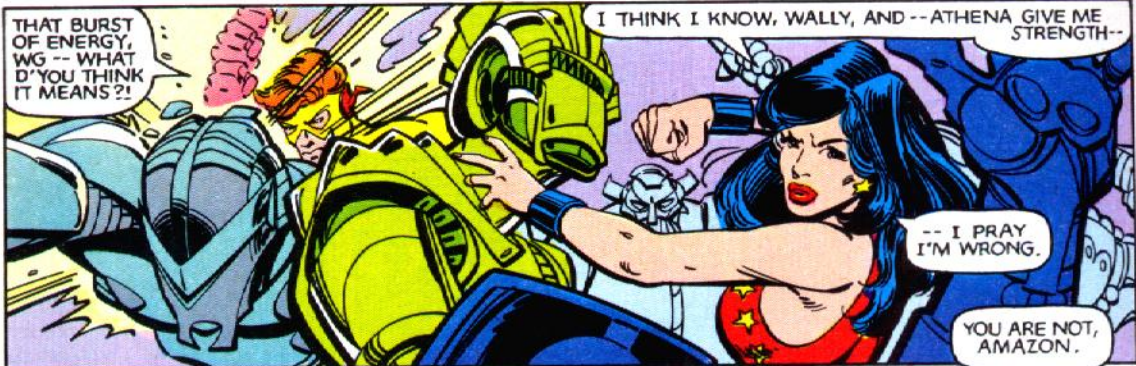
ENOUGH,
PHOENIX.

THE
MOMENT
IS AT HAND.
STRIKE.



BEHOLD,
MY DREAD
AND LOVING
LORD--

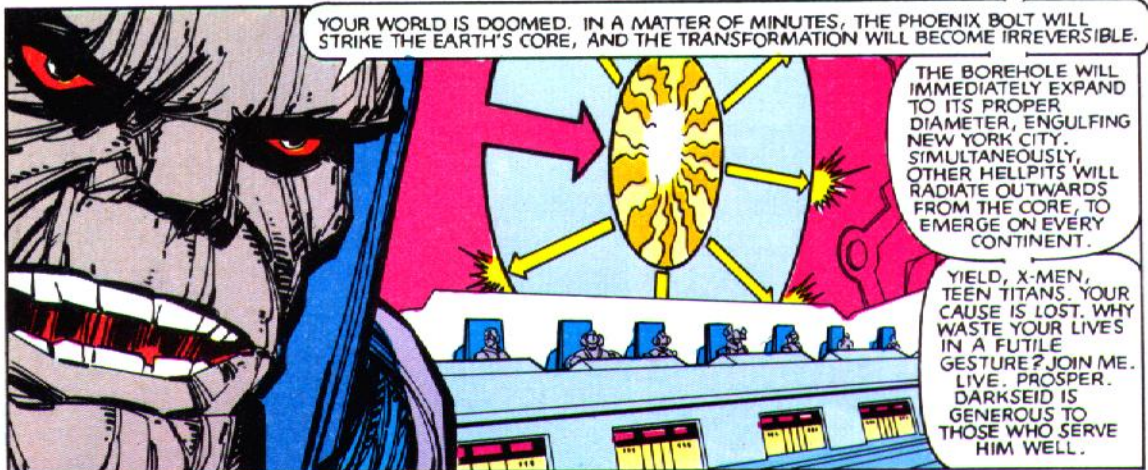
--THE HELLPIT
IS BORN!



I THINK I KNOW, WALLY, AND -- ATHENA GIVE ME STRENGTH--

-- I PRAY I'M WRONG.

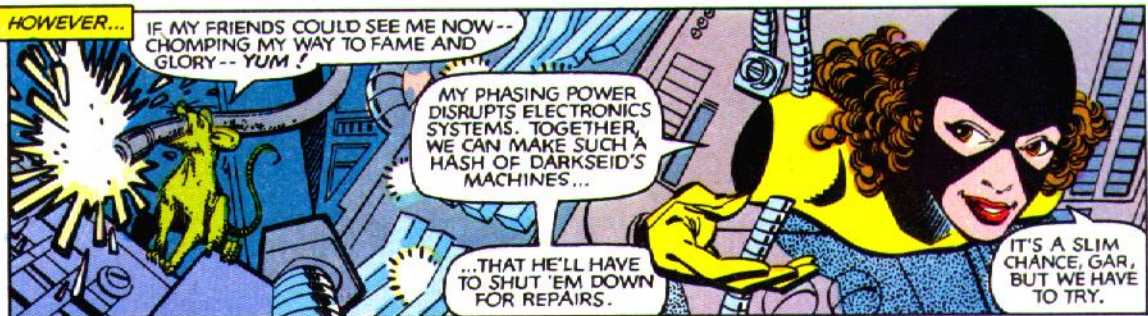
YOU ARE NOT, AMAZON.



YOUR WORLD IS DOOMED. IN A MATTER OF MINUTES, THE PHOENIX BOLT WILL STRIKE THE EARTH'S CORE, AND THE TRANSFORMATION WILL BECOME IRREVERSIBLE.

THE BOREHOLE WILL IMMEDIATELY EXPAND TO ITS PROPER DIAMETER, ENGULFING NEW YORK CITY. SIMULTANEOUSLY, OTHER HELLPITS WILL RADIATE OUTWARDS FROM THE CORE, TO EMERGE ON EVERY CONTINENT.

YIELD, X-MEN, TEEN TITANS. YOUR CAUSE IS LOST. WHY WASTE YOUR LIVES IN A FUTILE GESTURE? JOIN ME. LIVE. PROSPER. DARKSEID IS GENEROUS TO THOSE WHO SERVE HIM WELL.



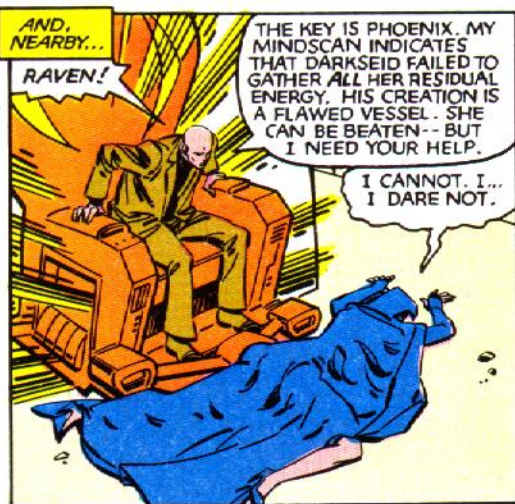
HOWEVER...

IF MY FRIENDS COULD SEE ME NOW-- CHOMPING MY WAY TO FAME AND GLORY-- YUM!

MY PHASING POWER DISRUPTS ELECTRONICS SYSTEMS. TOGETHER, WE CAN MAKE SUCH A HASH OF DARKSEID'S MACHINES...

...THAT HE'LL HAVE TO SHUT 'EM DOWN FOR REPAIRS.

IT'S A SLIM CHANCE, GAR, BUT WE HAVE TO TRY.

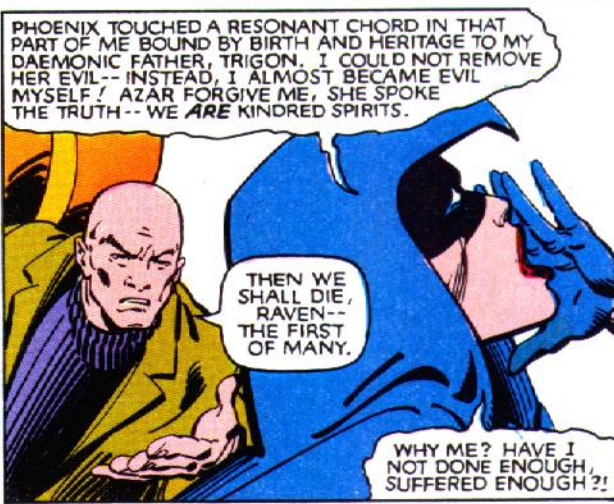


AND, NEARBY...

RAVEN!

THE KEY IS PHOENIX. MY MINDSCAN INDICATES THAT DARKSEID FAILED TO GATHER ALL HER RESIDUAL ENERGY. HIS CREATION IS A FLAWED VESSEL. SHE CAN BE BEATEN-- BUT I NEED YOUR HELP.

I CANNOT. I... I DARE NOT.



PHOENIX TOUCHED A RESONANT CHORD IN THAT PART OF ME BOUND BY BIRTH AND HERITAGE TO MY DAEMONIC FATHER, TRIGON. I COULD NOT REMOVE HER EVIL-- INSTEAD, I ALMOST BECAME EVIL MYSELF! AZAR FORGIVE ME, SHE SPOKE THE TRUTH-- WE ARE KINDRED SPIRITS.

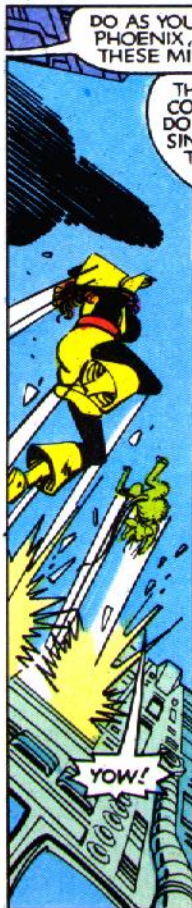
THEN WE SHALL DIE, RAVEN-- THE FIRST OF MANY.

WHY ME? HAVE I NOT DONE ENOUGH, SUFFERED ENOUGH?!



THE X-TITANS DON'T APPEAR TO BE INTERESTED IN SURRENDERING, DARKSEID.

I'M SO GLAD.



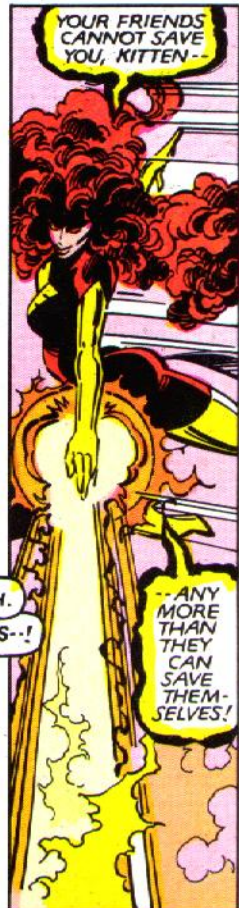
DO AS YOU WISH WITH THEM, PHOENIX, WHILE I DEAL WITH THESE MINOR DISTRACTIONS.

THE CHILDREN! YOUR COURAGE AND AUDACITY DO YOU CREDIT. BUT SINCE YOU HAVE CHOSEN TO FIGHT AS ADULTS, YOU MAY SUFFER THEIR FATE.

YOW!

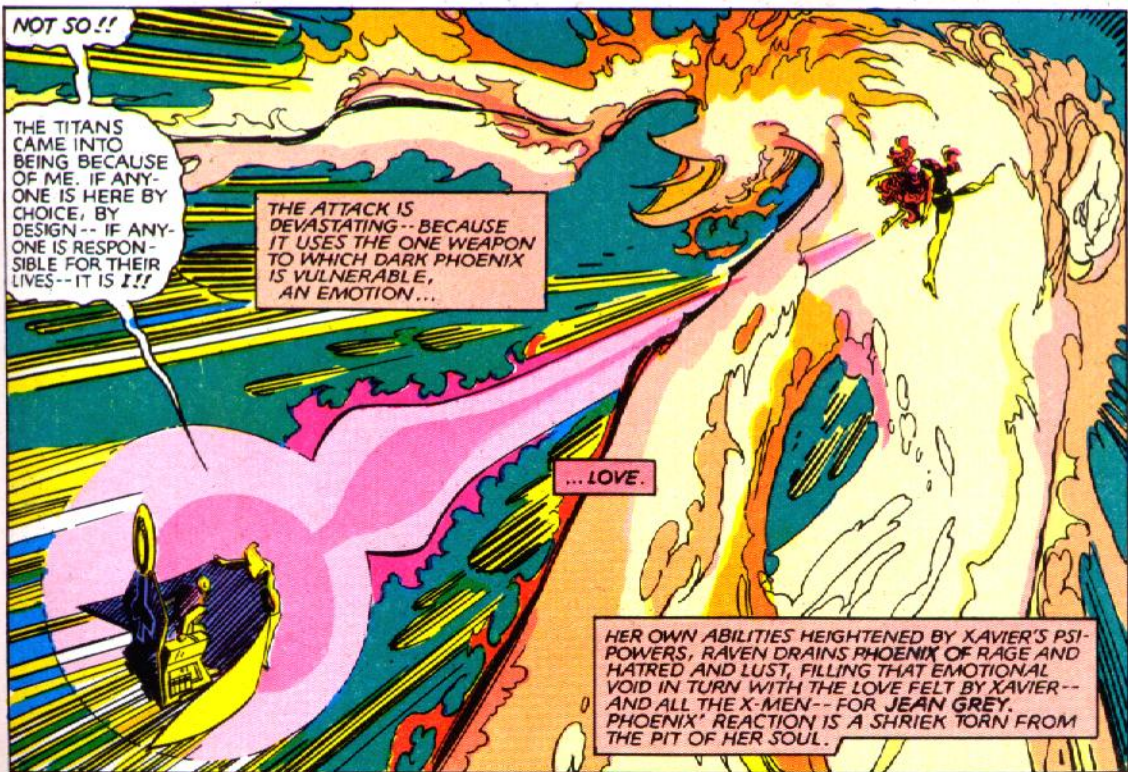


UH-OH. GUYS--!



YOUR FRIENDS CANNOT SAVE YOU, KITTEN--

--ANY MORE THAN THEY CAN SAVE THEMSELVES!



NOT SO!!

THE TITANS CAME INTO BEING BECAUSE OF ME. IF ANYONE IS HERE BY CHOICE, BY DESIGN-- IF ANYONE IS RESPONSIBLE FOR THEIR LIVES-- IT IS I!!

THE ATTACK IS DEVASTATING-- BECAUSE IT USES THE ONE WEAPON TO WHICH DARK PHOENIX IS VULNERABLE, AN EMOTION...

... LOVE.

HER OWN ABILITIES HEIGHTENED BY XAVIER'S PSI-POWERS, RAVEN DRAINS PHOENIX OF RAGE AND HATRED AND LUST, FILLING THAT EMOTIONAL VOID IN TURN WITH THE LOVE FELT BY XAVIER-- AND ALL THE X-MEN-- FOR JEAN GREY, PHOENIX' REACTION IS A SHRIEK TORN FROM THE PIT OF HER SOUL.



IT DOES NOT GO UNHEARD.

PHOENIX--?!!

HOLD STILL, YOU TWO. I'LL HAVE YOU OUT OF HARM'S WAY IN A JIFFY.



NICE SWING, BUB. SHAME IT DIDN'T CONNECT.

YOU KNOW THE OLD SAYING, SHORTY--

--IF AT FIRST YOU DON'T SUCCEED...



NO FOOLIN'.

WHAT'S CHARLES DOING TO PHOENIX?! SHE SOUNDS LIKE SHE'S IN AGONY. I KNOW SHE'S A CREATION OF DARKSEID-- THAT SHE CAN'T BE JEAN-- YET I FEEL HER PAIN AS I WOULD JEAN'S.

EVIL AS PHOENIX IS, I CAN'T BEAR TO SEE HER HURT.

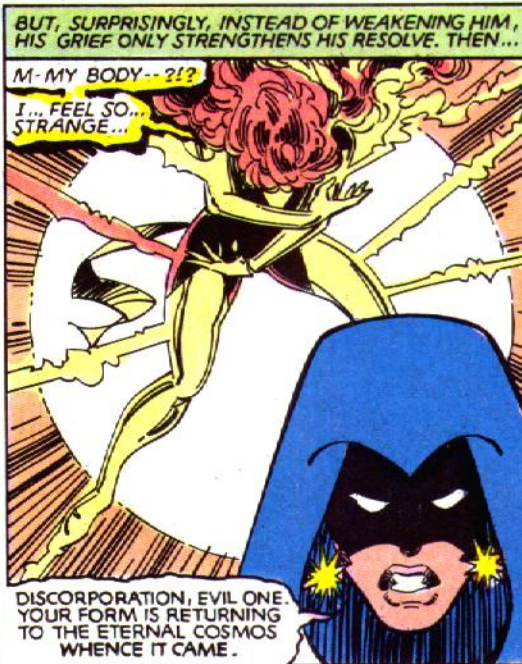


THE PSIWAR RAGES...

... XAVIER TORN AND TORMENTED...

... BY MEMORIES OF WHAT WAS...

... THOUGHTS OF WHAT MIGHT HAVE BEEN.



BUT, SURPRISINGLY, INSTEAD OF WEAKENING HIM, HIS GRIEF ONLY STRENGTHENS HIS RESOLVE. THEN...

M-MY BODY--?!!?

I... FEEL SO... STRANGE...

DISCORPORATION, EVIL ONE. YOUR FORM IS RETURNING TO THE ETERNAL COSMOS WHENCE IT CAME.

Huh?! PROFESSOR XAVIER'S VOICE--INSIDE MY HEAD!

ONLY DARK PHOENIX--WITH HER INSATIABLE DESIRE FOR SURVIVAL AT ANY COST-- COULD MAINTAIN THE DEGREE OF CONCENTRATION NECESSARY TO EXIST ON OUR PLANE OF REALITY. THE INSTANT THAT BELIEF WAS SHAKEN, EVEN SLIGHTLY, HER VERY EXISTENCE BEGAN TO UNRAVEL.

THAT GIVES ME AN IDEA!

PHOENIX--YOU NEED POWER TO SUSTAIN YOURSELF!



ABSORB THE PHOENIX-BOLT YOU SHOT INTO THE EARTH!

YES!

THAT WILL SAVE ME!



NO!! ULTIMATE VICTORY IS WITHIN MY GRASP! EVEN YOU WILL NOT BE PERMITTED TO THWART ME!



SO, BOY, YOU WISH A TEST BETWEEN YOUR POWERS AND MINE?

FORGET ABOUT HER, UGLY-- YOU'VE GOT PROBLEMS OF YOUR OWN!

WHOOFFF-- IT'S LIKE I JUST RAN INTO A MOUNTAIN-- BUT I TOPPLED HIM!



VERY WELL.

IT WILL BE THE FINAL LESSON-- FOR ALL OF YOU!

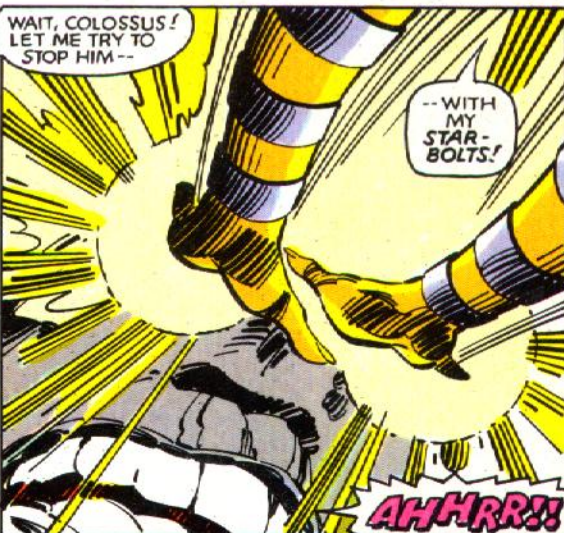
MY OMEGA EFFECT WILL EXPUNGE YOU, AS IF YOU HAD NEVER BEEN.

I WILL COVER HIS EYES! PERHAPS MY ARMORED BODY CAN BLOCK THE BEAMS!

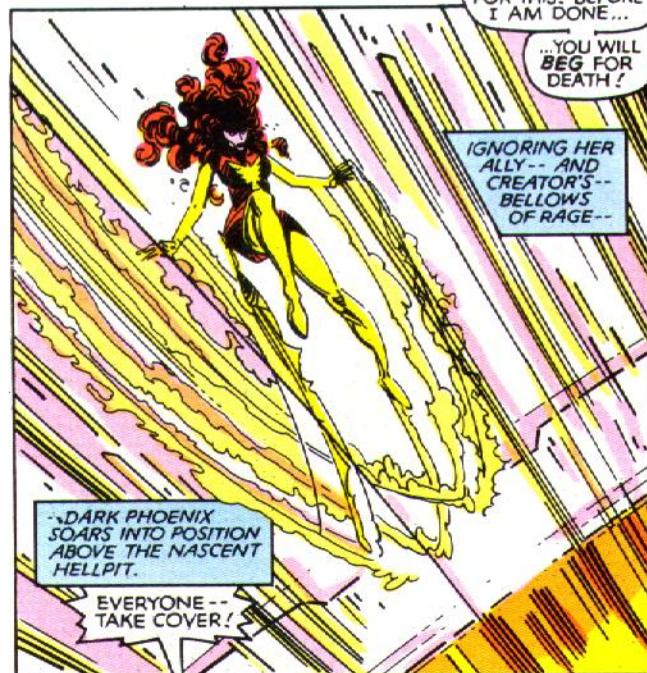
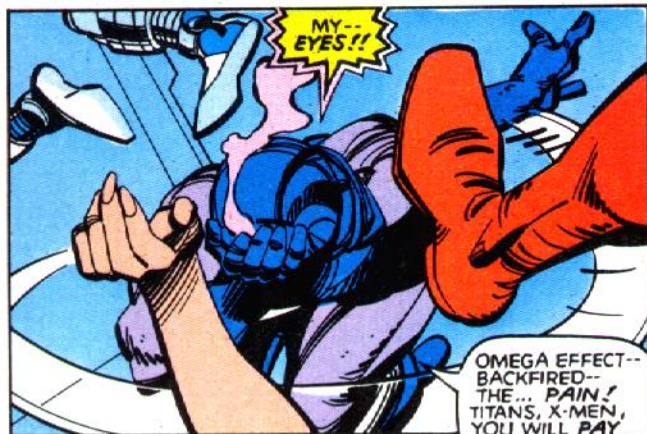


WAIT, COLOSSUS! LET ME TRY TO STOP HIM--

--WITH MY STAR-BOLTS!



AHHRR!!



PHOENIX IS VULNERABLE. IF I KEEP HAMMERING AT HER, SHE MAY WELL BREAK.

SHE GLOWS STARBRIGHT, AS SHE DRAWS HER ENERGY BACK INTO HER-- AND FOR AN INSTANT, XAVIER SEES HER AS SHE WAS TRULY MEANT TO BE:

... A GODDESS OF LIFE, PURE, TRANSCENDANT, INDESCRIBABLY BEAUTIFUL.



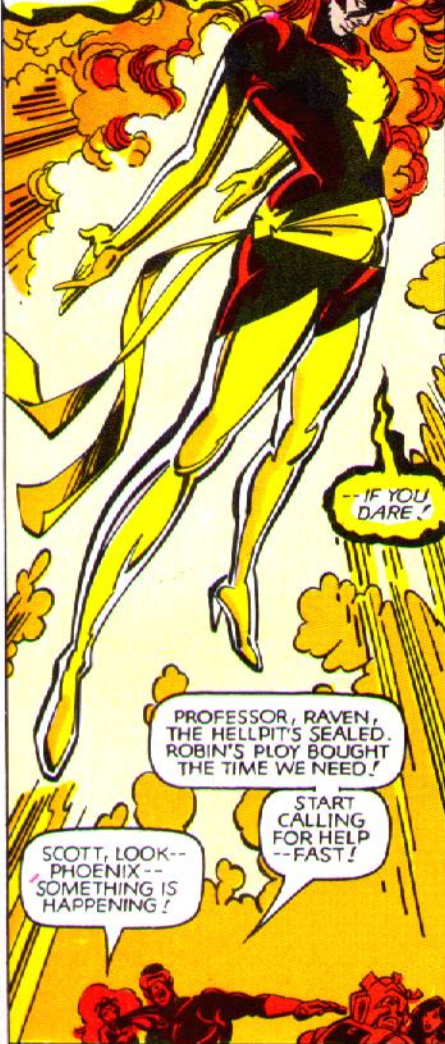
HE HEARS THE SYMPHONY OF POWER THAT TEMPTED JEAN GREY TO ULTIMATE HEIGHTS AND DEPTHS.

HE WEEPS. HE MOURNS.

BUT HE DOES NOT RELENT.

THEN, THE MOMENT PASSES, AND SHE BE-
COMES MORE THE ANGEL OF DEATH.

MY POWER
HAS BEEN
RESTORED
TO ME!
FACE ME NOW,
X-TITANS--



--IF YOU
DARE!

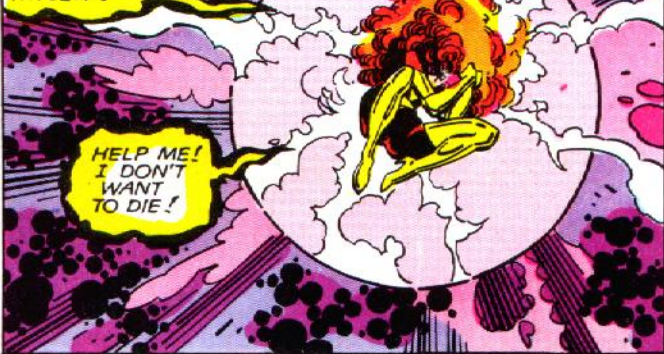
PROFESSOR, RAVEN,
THE HELLPIT'S SEALED.
ROBIN'S PLOY BOUGHT
THE TIME WE NEED!

START
CALLING FOR HELP
--FAST!

SCOTT, LOOK--
PHOENIX--
SOMETHING IS
HAPPENING!

IT-- IT WASN'T ENOUGH!

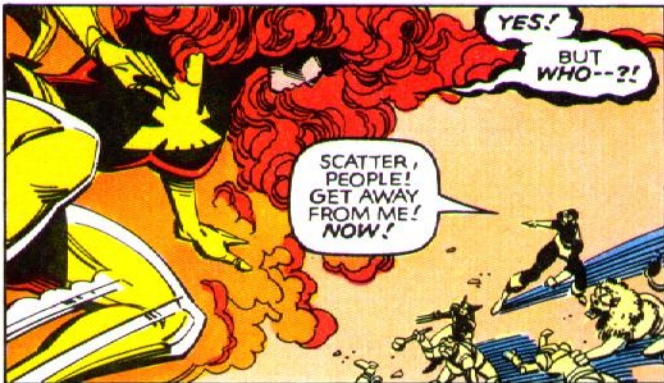
I'M FADING--
I CAN'T STOP
MYSELF!



HELP ME!
I DON'T
WANT
TO DIE!

AND YOU SHALL NOT!

THERE IS A WAY
TO PRESERVE
BOTH LIFE AND
POWER! TAKE A
PHYSICAL FORM--
THROUGH WHICH
YOUR ENERGIES
CAN BE
FOCUSED!



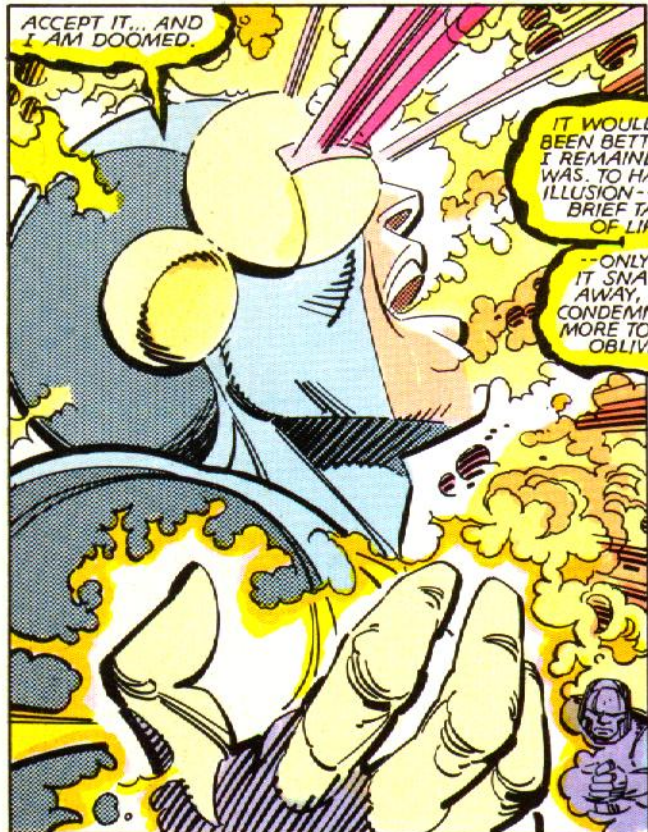
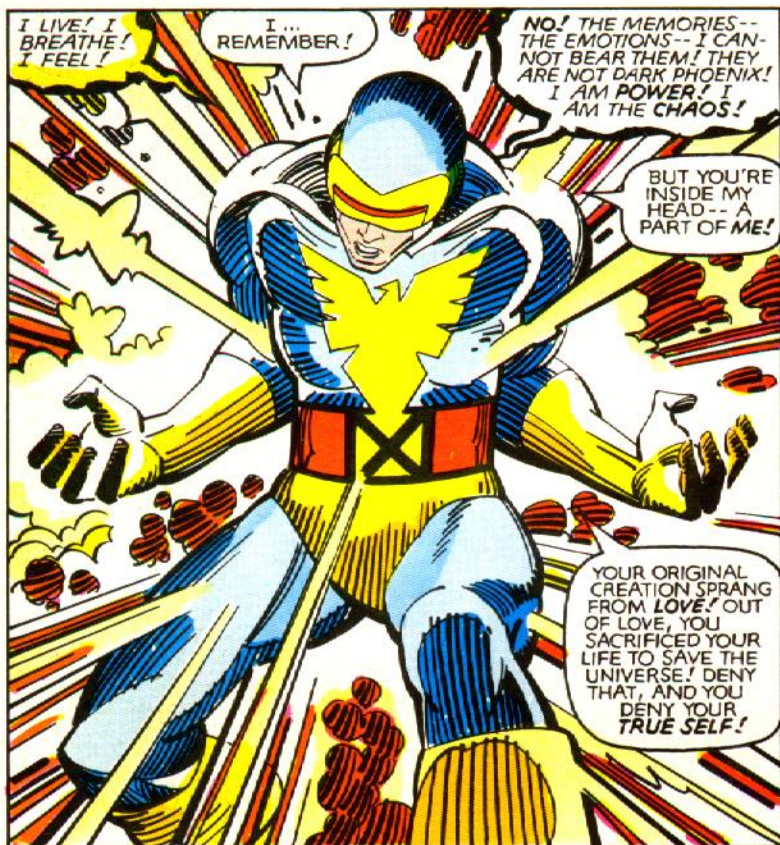
YES!
BUT
WHO--?!

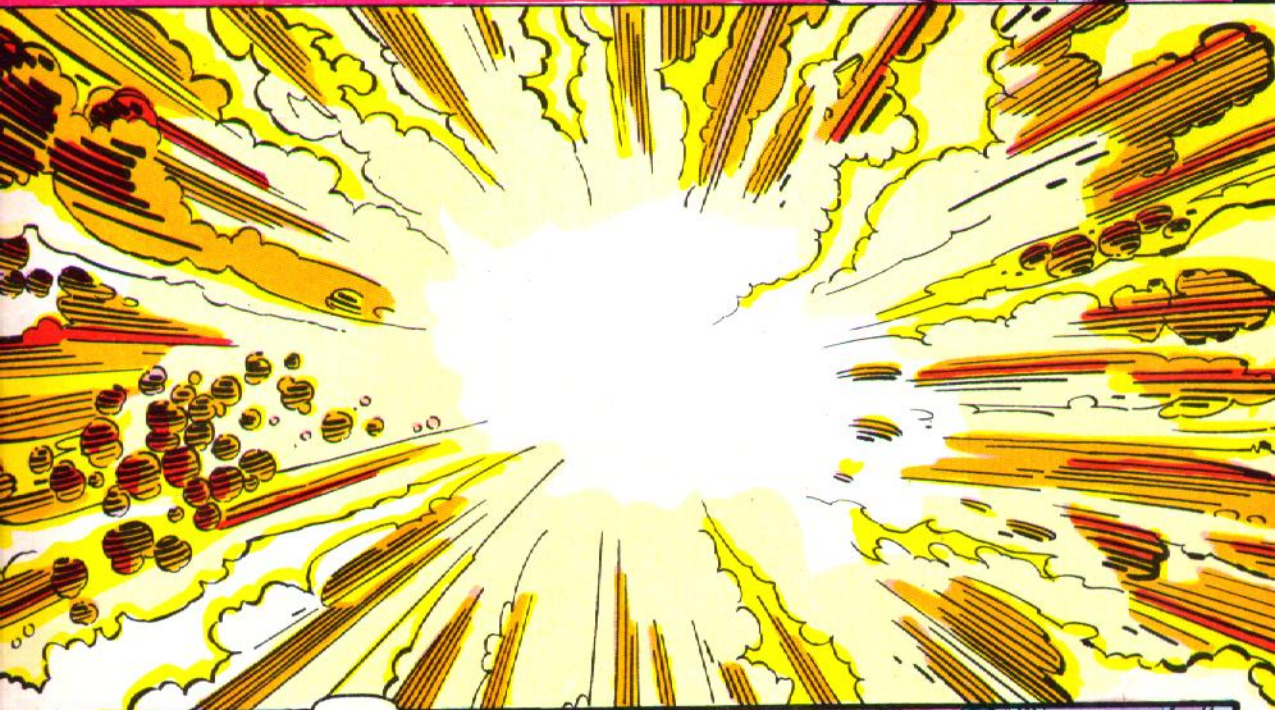
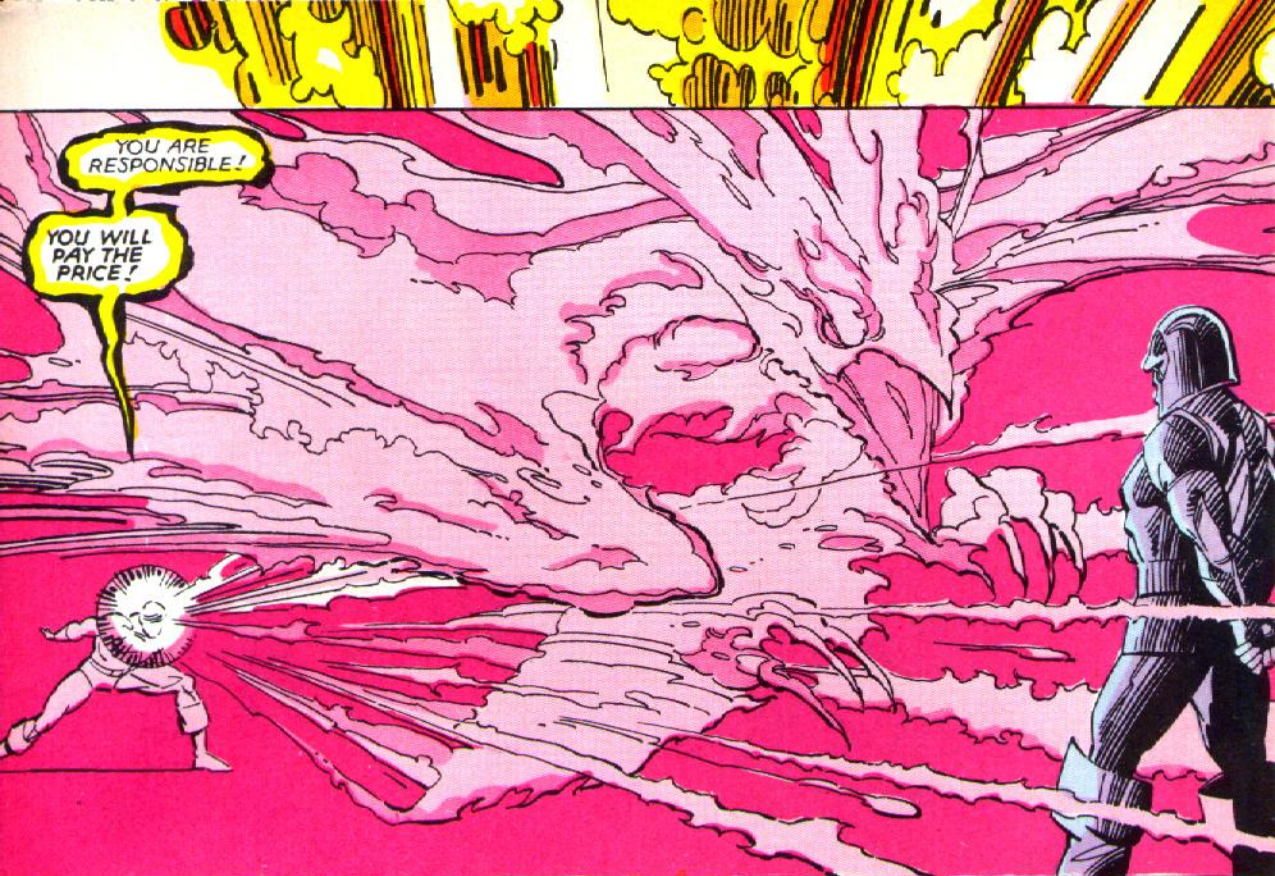
SCATTER,
PEOPLE!
GET AWAY
FROM ME!
NOW!



COME, MY
ONCE AND
FORMER
LOVE--

--EMBRACE
YOUR DESTINY!





IN THE PARK ABOVE, THE CONCERT REACHES ITS FINALE, THE "1812 OVERTURE" ITS EAGERLY AWAITED CLIMAX.

THERE GO THE FIREWORKS.

OOH!

LOOK! THAT!

WHEE!

INCREDIBLE!

YEAH!

DIG IT!

FAR OUT!

AAH!

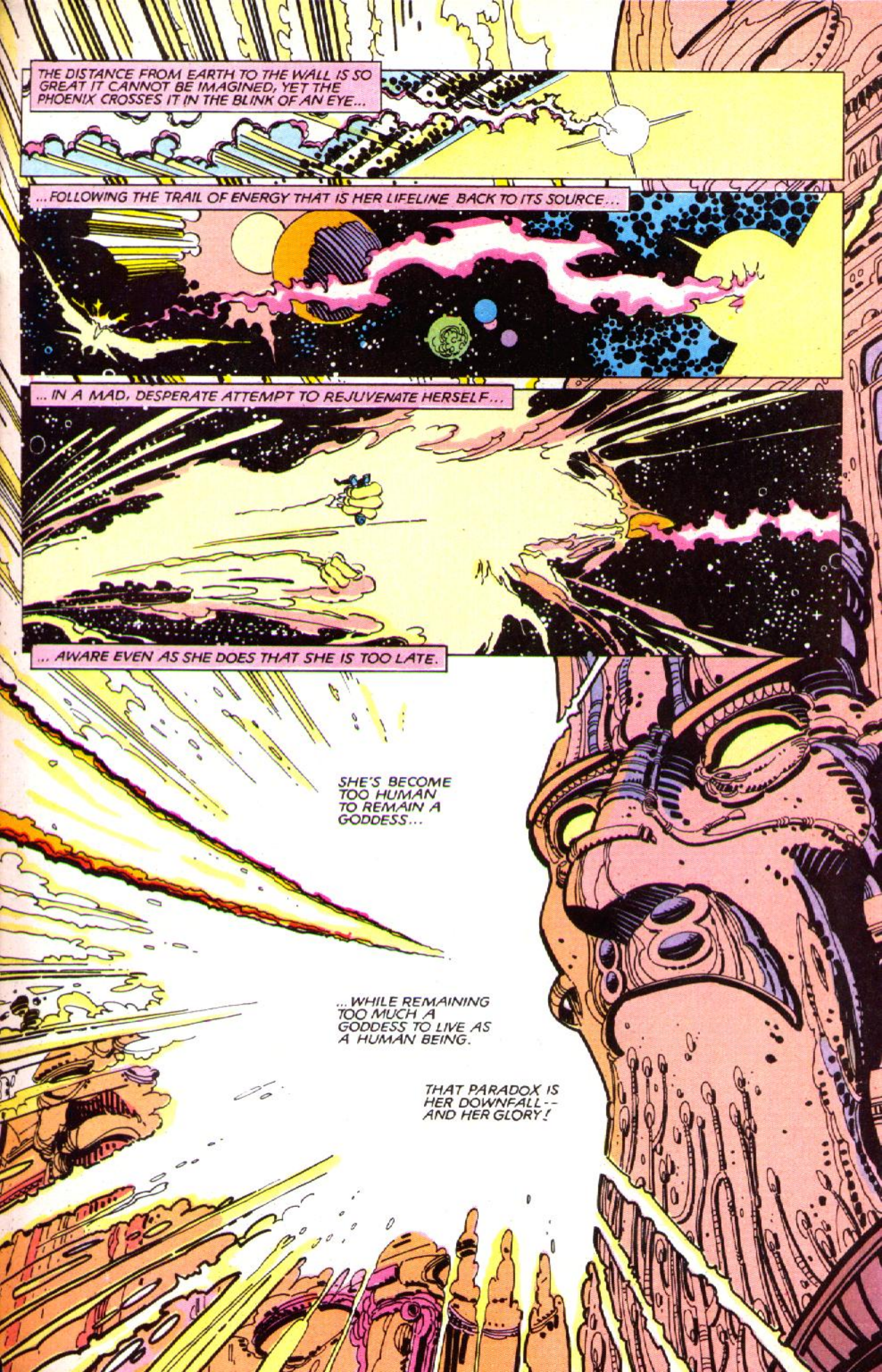
ALL RI!IGHT!

NEAT!

HEY!


THEN, AT THE CRESCENDO, ALMOST ON CUE...

WOW.

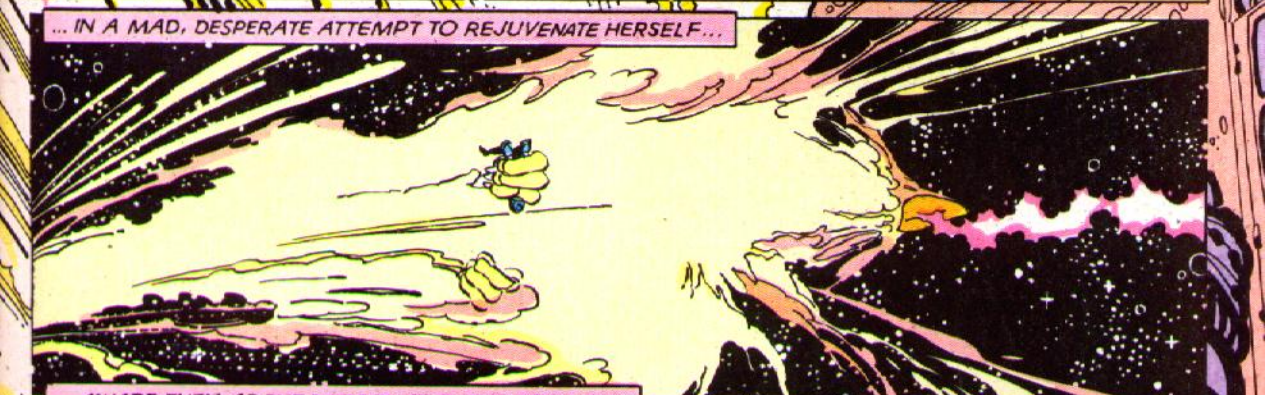


THE DISTANCE FROM EARTH TO THE WALL IS SO GREAT IT CANNOT BE IMAGINED, YET THE PHOENIX CROSSES IT IN THE BLINK OF AN EYE...

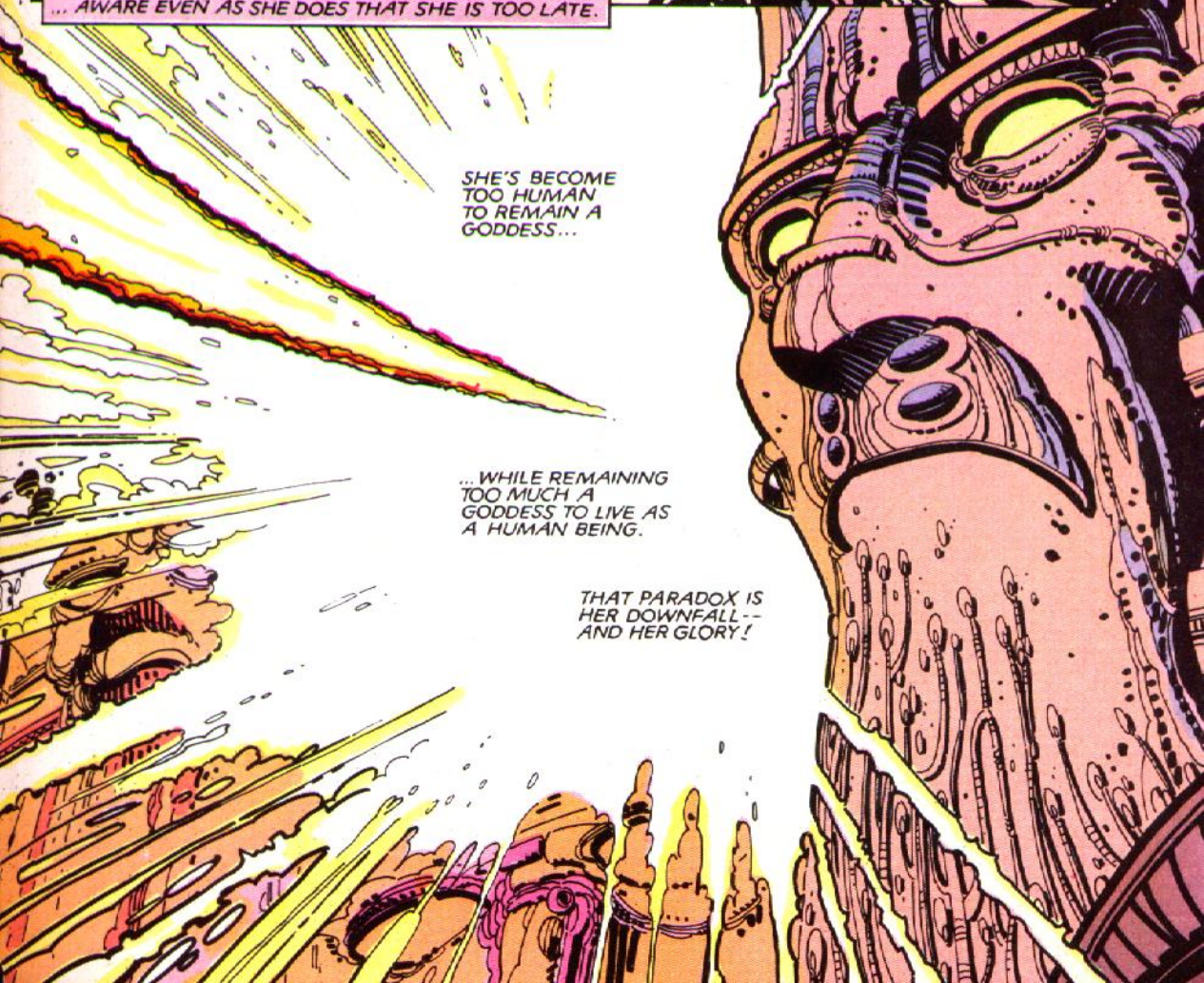
... FOLLOWING THE TRAIL OF ENERGY THAT IS HER LIFELINE BACK TO ITS SOURCE...



... IN A MAD, DESPERATE ATTEMPT TO REJUVENATE HERSELF...



... AWARE EVEN AS SHE DOES THAT SHE IS TOO LATE.



SHE'S BECOME TOO HUMAN TO REMAIN A GODDESS...

... WHILE REMAINING TOO MUCH A GODDESS TO LIVE AS A HUMAN BEING.

THAT PARADOX IS HER DOWNFALL -- AND HER GLORY!

THE CONCERT OVER,
AN AWED AND
WONDERSTRUCK
AUDIENCE...

...THOSE HEADING FOR THE WEST SIDE OF MANHATTAN PASSING BY
BELVEDERE CASTLE.

I STILL CAN'T
BELIEVE THAT
IT'S OVER,
THAT WE
WON.

RAVEN, I WAS
SO PROUD OF THE WAY
YOU FOUGHT PHOENIX.
I CAN GUESS WHAT
THAT MUST HAVE
COST YOU.

THANK YOU,
DONNA.

HOW IRONIC,
THOUGH, THAT
THE VERY
QUALITIES I FEARED
PHOENIX WOULD USE TO
CORRUPT ME, WERE WHAT
GAVE ME THE STRENGTH
AND COURAGE TO FACE HER
THAT SECOND TIME,
AND TRIUMPH.

...RELUCTANTLY
DRIFTS OUT
OF THE PARK,
HOMEWARD-
BOUND...

EVERY SENTIENT
BEING IS AN
AMALGAM OF
POSITIVE AND
NEGATIVE, RAVEN,
"GOOD AND EVIL."
OUR HUMANITY
DERIVES FROM THE
BALANCE STRUCK
BETWEEN THEM.

DARK PHOENIX WAS POWER ABSOLUTE-- EVIL
INCARNATE-- YET, SHE WAS HOLLOW. HER
POWER AND EVIL WERE ALL SHE HAD. PERHAPS,
BY MERGING WITH SCOTT, SHE REALIZED THAT
WHAT SHE WAS COULD NEVER EQUAL WHAT
SHE HAD ONCE BEEN. AND THAT
DESTROYED HER.

CAN THE
PHILOSOPHY, ELF,
AN' LET'S SCROUNGE
SOME BREW.

SAVIN' THE
UNIVERSE IS
THIRSTY WORK.

YOU LOOK TO THE
STARS, SCOTT. WHAT
DO YOU SEE?

DREAMS.
NIGHTMARES.

I WISH
THERE'D
BEEN
ANOTHER
WAY.

SO
DO I.

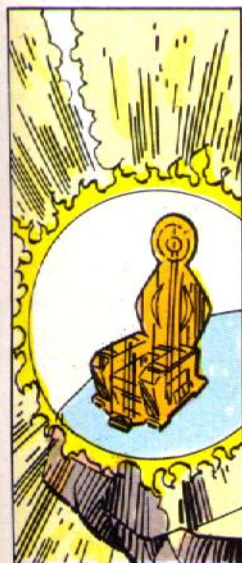
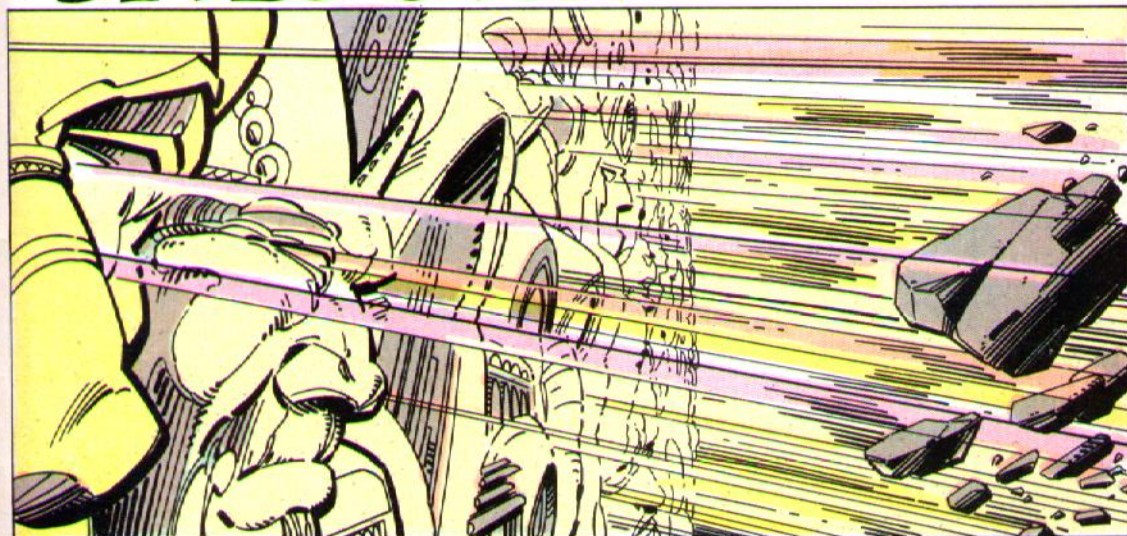
SCOTT,
ONE THING
PUZZLES
ME.

IF PHOENIX
WAS DARKSEID'S
CREATION --
IF SHE HAD NO
CONSCIOUS
EXISTENCE
PRIOR TO THAT
AWFUL MOMENT
AT THE WALL --

-- THEN WHO, WHAT, APPEARED TO US
AND TO THE GREYS, TO WARN US?

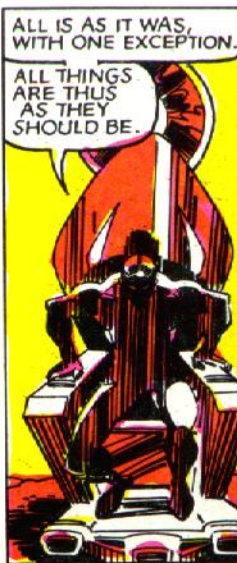


EPILOGUE



THE
WHEEL
TURNS.

THE WALL IS
SEALED, THE
BALANCE
RESTORED.



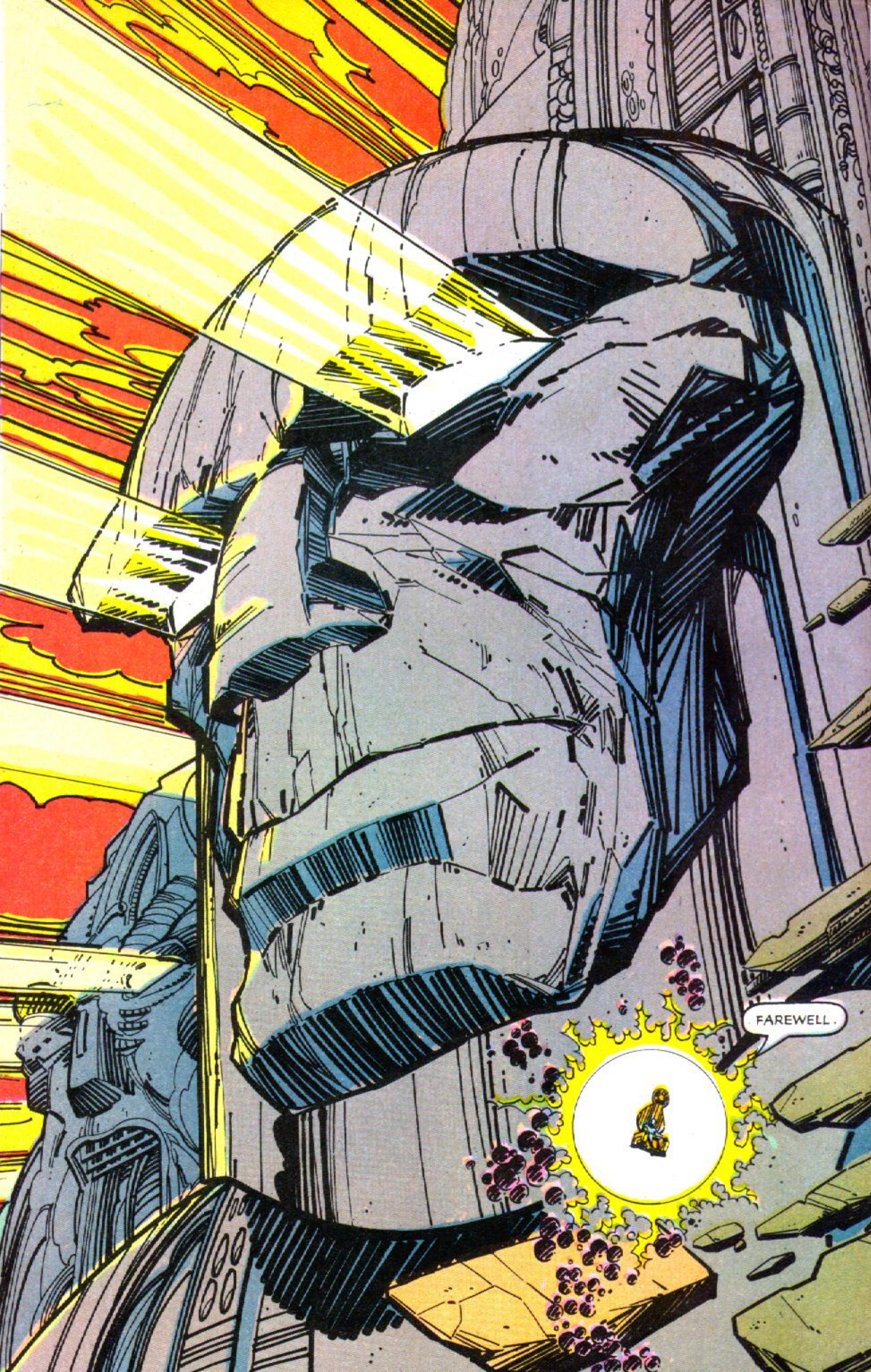
ALL IS AS IT WAS,
WITH ONE EXCEPTION.

ALL THINGS
ARE THUS
AS THEY
SHOULD BE.



MY THANKS, OLD FRIEND,
FOR REVEALING THE
ANSWER ...

...TO YET
ANOTHER
MYSTERY OF
THE
SOURCE.



FAREWELL.