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MARVEL® COMICS GROUP



THE UNCANNY

X-MEN™

**CRY...
D'SPAYRE!**



**GUEST
STARRING
THE
MACABRE
MAN-THING!**

Cyclops. Storm. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS — feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

Stan Lee
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Even in death...

THE DOCTOR WAS HONEST, AND AS GENTLE AS A PERSON CAN BE WHEN SHE TELLS AN OLD FRIEND THAT HE'S GOING TO DIE.

DIAGNOSIS: CANCER-- INOPERABLE, INCURABLE. PROGNOSIS: EVER-INCREASING ENFEEBLEMENT OF PHYSICAL AND MENTAL FACULTIES, EVER-INCREASING PAIN, DEATH WITHIN A YEAR.

FROM THE HOSPITAL, JOCK FORRESTER CAME HERE TO THE SWAMP HE'D KNOWN AND LOVED SINCE CHILDHOOD, TO MAKE THE MOST IMPORTANT DECISION OF HIS LIFE: TO FIGHT THIS DISEASE-- AND PRAY THAT SOME MIRACLE MIGHT SAVE HIM-- OR END THINGS, QUICKLY, CLEANLY, IN HIS OWN WAY, HIS OWN TIME.

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JOCK DOES NOT REALIZE THAT, THE MOMENT HE ENTERED THIS GLADE, HIS DECISION WAS MADE FOR HIM.

NEARBY, UNNOTICED IN THE SHADOWS, SOMETHING STIRS ONCE, THIS WAS A BIOLOGIST NAMED TED SALLIS...



OH, MARY MY DARLING, WHY COULDN'T I HAVE DIED WITH YOU? I WANTED TO.

WHY NOW, LORD? WHY... THIS WAY? IT... IT'S SO UNFAIR!



...TRANSFORMED BY A FREAK ACCIDENT INTO A MINDLESS, MISSHAPEN MOCKERY OF HUMANITY CALLED THE MAN-THING.



HE IS AN EMPATH.

HE RESPONDS TO THE EMOTIONAL RESONANCES OF THE BEINGS AROUND HIM--NEGATIVE--AND VIOLENT--EMOTIONS CAUSE HIM PAIN, FEAR THE WORST PAIN OF ALL, DRAWN BY JOCK'S SORROW, HE MEANS TO END IT--IF NECESSARY, BY DESTROYING THE SOURCE.



BUT, AS HE APPROACHES THE MAN, HIS ATTENTION IS SNAGGED BY A PATCH OF OILY BLACK SMOKE SWIRLING ACROSS THE GROUND.

ITS TENDRILS REACH TOWARDS JOCK--THE ELDRITCH CLOUD RADIATING AN ALMOST PALPABLE AURA OF EVIL--



--AND THE MAN RESPONDS.



DO IT,
HUMAN!

YES!
DO IT!



LEE...
I...

BLAM!

TRIUMPHANT, MALEFIC LAUGHTER FILLS THE GLADE--
SILENCING EVERY LIVING THING WITHIN EARSHOT--

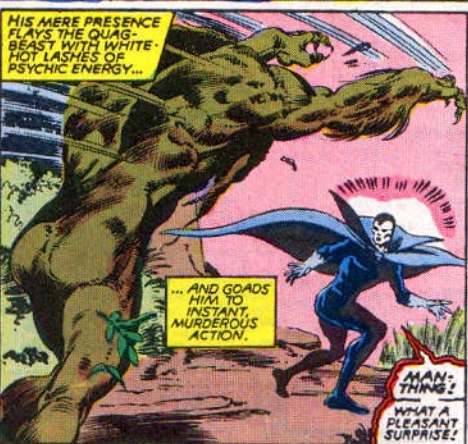


--AS THE DARKLING CLOUD
FLOWS CARESSINGLY OVER,
AND THROUGH, JOCK
FORRESTER'S BODY, BE-
FORE FINALLY COALESCING
INTO THE FORM OF...



...D'SPAYRE!

HE IS A DEMON,
THE EMBODIMENT
OF THE U-TIMATE
EVIL...



HIS MERE PRESENCE
FLAYS THE QUAG-
BEAST WITH WHITE-
HOT LASHES OF
PSYCHIC ENERGY...

... AND GOADS
HIM TO
INSTANT,
MURDEROUS
ACTION.

MAN-
THING!

WHAT A
PLEASANT
SURPRISE!



FOOL!

HAVE YOU FORGOTTEN HOW I ALMOST DESTROYED YOU WHEN LAST WE MET?*

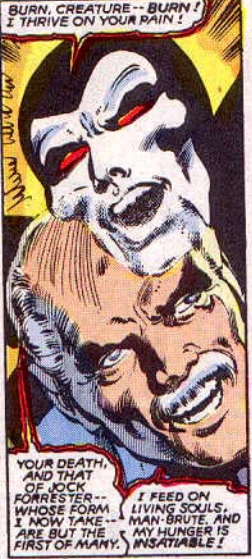
*IN MARVEL TEAM-UP #68 -- LOUISE.

WHATEVER KNOWS FEAR BURNS AT THE MAN-THING'S TOUCH...



INSTANTLY, IMPOSSIBLY, THE MUCK-MONSTER EXPLODES INTO FLAMES.

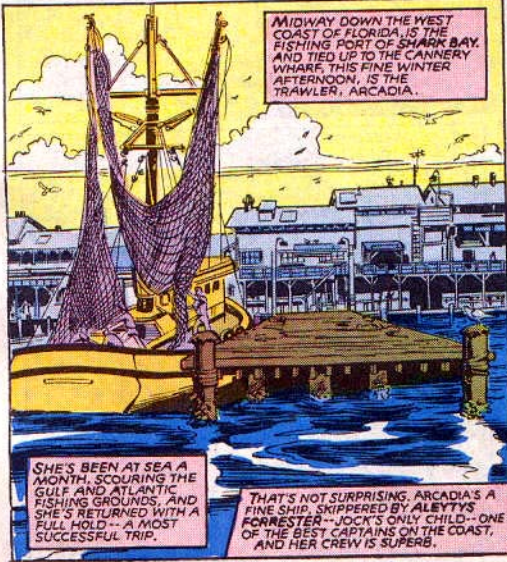
...AND D'SPAYRE CAN MAKE YOU FEEL ABSOLUTE TERROR!



BURN, CREATURE-- BURN! I THRIVE ON YOUR PAIN!

YOUR DEATH, AND THAT OF JOCK FORRESTER-- WHOSE FORM I NOW TAKE-- ARE BUT THE FIRST OF MANY.

I FEED ON LIVING SOULS, MAN-BRUTE, AND MY HUNGER IS INSATIABLE!



MIDWAY DOWN THE WEST COAST OF FLORIDA, IS THE FISHING PORT OF SHARK BAY. AND TIED UP TO THE CANNERY WHARF, THIS FINE WINTER AFTERNOON, IS THE TRAWLER, ARCADIA.

SHE'S BEEN AT SEA A MONTH, SCOURING THE GULF AND ATLANTIC FISHING GROUNDS, AND SHE'S RETURNED WITH A FULL HOLD-- A MOST SUCCESSFUL TRIP.

THAT'S NOT SURPRISING. ARCADIA'S A FINE SHIP, SKIPPED BY ALEYTYS FORRESTER-- JOCK'S ONLY CHILD-- ONE OF THE BEST CAPTAINS ON THE COAST, AND HER CREW IS SUPERB.



THE LATEST ADDITION TO THAT CREW IS SCOTT SUMMERS--

--WHO, UNTIL RECENTLY, WAS ALSO KNOWN AS CYCLOPS, LEADER OF THAT TEAM OF MUTANT SUPER-HEROES, THE X-MEN.

AFTER THE DEATH OF HIS BELOVED JEAN GREY, SCOTT TOOK A LEAVE OF ABSENCE. SIX WEEKS AGO, HIS WANDERINGS BROUGHT HIM TO SHARK BAY, ON IMPULSE, HE SIGNED ABOARD ARCADIA. HE HASN'T REGRETTED IT.

BUT, THOUGH HE'S WORKED AS LONG AND HARD AS ANY OF HIS FELLOW CREWMEN, HE STILL FEELS LIKE AN OUTSIDER, A STRANGER.

HEY, SCOTTY, HOW COME-- RAIN OR SHINE, NIGHT OR DAY-- YOU ALWAYS WEAR THEM SHADES?

DOCTOR'S ORDERS, PAOLO.

MY EYES... ARE UNUSUALLY SENSITIVE TO LIGHT.

KEEP AWAY! THESE RUBY QUARTZ LENSES ARE THE ONLY THINGS THAT KEEP MY DEADLY OPTIC BLASTS IN CHECK.

NO KIDDIN'!

IT'S ALMOST DARK. MIND IF I TAKE A GANDER AT YOUR GLASSES? I NEVER BEEN LENSES LIKE YOURS.

TOUCHY, AIN'TCHA, SON.

SEEMS TO ME YOU NEED TO BE TAKEN DOWN A PEG OR THREE-- AN I'M JUST THE MAN TO DO IT!

PAOLO, PLEASE-- I DON'T WANT A FIGHT.

I WAS JUST ASKIN' THE KID A CIVIL QUESTION, LEE. I DIDN'T MEAN NO HARM. I SURE WEREN'T LOOKIN' FER NO SCRAP.

HEY! BREAK IT UP, YOU TWO-- NOW!

WHY'D YOU HIRE HIM, ANYWAY?

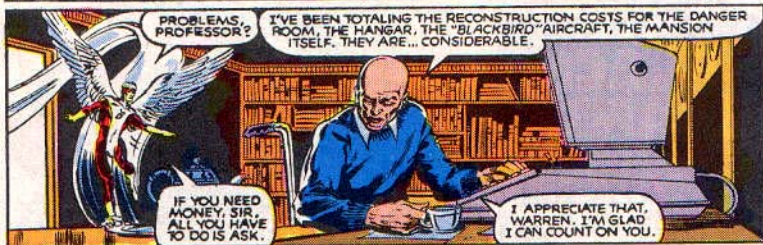
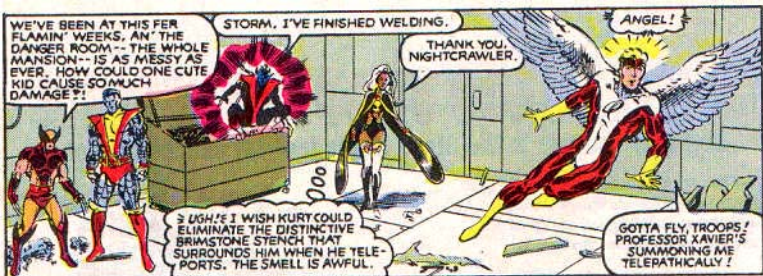
'CAUSE HE'S BEAUTIFUL, PAOLO. AN' I'M TIRED OF SEEING NOTHING BUT YOU GUYS' UGLY MUGS.

SHAKE HANDS, BOTH OF YOU, AND GET BACK TO WORK. WE'VE GOT A BOAT TO UNLOAD.

HA HA HA HA HA

I'M SORRY, KID.

ME, TOO, PAOLO.



I'M SORRY, WOLVERINE! I DID MY BEST! I DIDN'T MEAN TO SMASH EVERYTHING!

MAYBE I SHOULD HAVE LET THAT MONSTER KILL ME!!

WITH A HEARTFELT SOB, KITTY PHASES THROUGH THE DANGER ROOM WALL--

--THROUGH THE WALLS OF THE HOUSE ITSELF-- TO MAKE HER SLOW, MISERABLE WAY DOWN TO THE LAKESHORE BEHIND THE MANSION.

Sniff?!
Brimstone?!
Night-crawler!

I THOUGHT YOU MIGHT BE COLD.

I BROUGHT YOUR PARKA.

THANKS.

LOOK, D'YOU MIND LEAVING ME ALONE? I DON'T FEEL MUCH LIKE COMPANY AT THE MOMENT.

I UNDERSTAND. FOR WHAT IT'S WORTH, I'M SORRY, WOLVERINE, ALSO.

WE NEVER MEANT TO HURT YOU, KITTY.

S'OKAY. I KNOW. I'M NOT HURT.

IN TRUTH, WE ALL COULDN'T BE MORE PROUD OF THE WAY YOU HANDLED YOURSELF. NONE OF US COULD HAVE DONE BETTER.

SHE HEARS, YET DOES NOT LISTEN. HOW COULD I HAVE BEEN SO UNTHINKING, SO... CRUEL?! DID I MEAN TO HURT HER, UNCONSCIOUSLY?

THOSE AREN'T EASY QUESTIONS, AND THEY HAVE IMPLICATIONS THAT THE YOUNG GERMAN-BORN MUTANT ISN'T AT ALL SURE HE WISHES TO CONFRONT. BUT HE KNOWS THAT SOONER OR LATER -- FOR HIS SAKE AS WELL AS KITTY'S -- HE MUST.

JOIN US FOR A ROUND OF "EIGHT BALL," SCOTTY?

AT THAT MOMENT, BACK IN THE SHANTY TAVERN...

DON'T MIND IF I DO, FRANK.



BUT, AS SCOTT SETS HIMSELF FOR SOME PRACTICE SHOTS...

WAY TO GO!

TAMPA BAY JUS' TIED THE STEELERS!

ALL EYES IMMEDIATELY GO TO THE BAR TV.



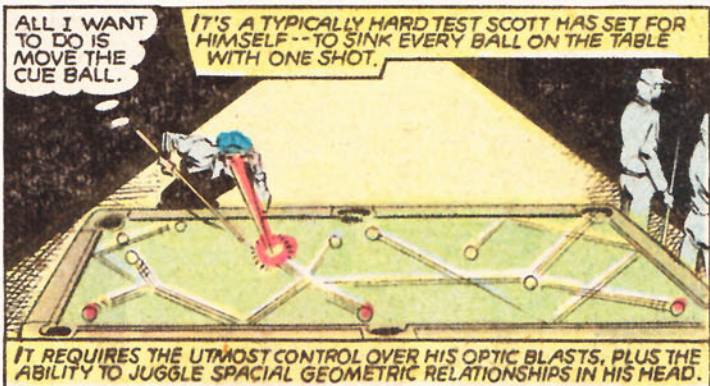
Hmmm -- SINCE NO ONE'S LOOKING MY WAY, I THINK I'LL USE THIS OPPORTUNITY TO GIVE MY OPTIC BLASTS A QUICK WORKOUT.

I HAVE TO BE CAREFUL ABOUT REMOVING MY GLASSES. IF I OPEN MY EYES EVEN THE MINUTEST FRACTION, THE BEAMS WILL FIRE-- WITH DEVASTATING EFFECT.



GENTLY.

TOO MUCH POWER WILL SMASH THE TABLE.



ALL I WANT TO DO IS MOVE THE CUE BALL.

IT'S A TYPICALLY HARD TEST SCOTT HAS SET FOR HIMSELF -- TO SINK EVERY BALL ON THE TABLE WITH ONE SHOT.

IT REQUIRES THE UTMOST CONTROL OVER HIS OPTIC BLASTS, PLUS THE ABILITY TO JUGGLE SPACIAL GEOMETRIC RELATIONSHIPS IN HIS HEAD.



CYCLOPS DOES BOTH SUPREMEPLY WELL.

Huh--???



I'M WARMED UP, GUYS. SHALL WE BEGIN?



SCOTT, I HATE TO INTERRUPT, BUT MY DAD WANTS ME TO COME OVER TO HIS PLACE IN CITRUSVILLE. I THINK SOMETHING'S WRONG.

IT'LL BE AN OVER-NIGHT TRIP. MIND KEEPING ME COMPANY?

Uh, NO, LEE. OF COURSE NOT.

I'M OBLIGED. LET'S GET GOING.

WITHIN THE HOUR, THEY'RE SCOOTING INLAND THROUGH THE EVERGLADES IN LEE'S AIRBOAT.

I SHOULD HAVE BROUGHT PAOLO. HE AND DAD ARE OLD PALS.

INSTEAD, I BROUGHT SCOTT. IT WAS SELFISH OF ME, I GUESS. BUT I FEEL COMFORTABLE -- AND GOOD -- WITH HIM. I WANT TO KNOW HIM BETTER. I WANT HIM TO KNOW ME BETTER.

LEE'S ATTRACTED TO ME. I WISH I KNEW HOW TO HANDLE THIS. I LIKE HER ...

... BUT I DON'T WANT TO GET INVOLVED. WITH ANYONE. NOT YET.

HERE WE ARE, THE ANCESTRAL HOMESTEAD.

I'M IMPRESSED.

DAD WORKED LIKE A DOG TO GIVE MOM AN' ME THE GOOD LIFE.

THEN, WHEN THE TIME CAME TO REAP THE FRUITS OF HIS LABOR, MOM DIED.

HE NEVER GOT OVER THAT. HER DEATH LEFT A VOID IN HIS HEART THAT NOTHING SINCE HAS EVER REALLY FILLED.

I ... KNOW THE FEELING.

DAD, IT'S LEE! I'M HOME!

WITH COMPANY, I SEE!

YOU LOOK WELL, ALEYTYS-- BUT A BIT THIN.

I'VE BEEN AT SEA. ALL WORK. NO FOOD.

HOW'S BY YOU, POP?

"POP" KILLED HIMSELF THIS MORNING.

I HELPED HIM DO IT.

WHAT?! NO!!

HOW'S?

LEE!

MY FATHER, SCOTT-- WHAT'S HAPPENED TO HIM?

I DON'T KNOW. BUT I SUGGEST WE GET OUT OF HERE-- FAST!



YOU ARE IN MY DOMAIN, HUMANS!

YOU WILL LEAVE WHEN I AM DONE WITH YOU, NOT BEFORE!

AROUND THEM, REALITY WARPS INSIDE-OUT...

NOW, CHILDREN, THE FUN BEGINS.

WHO-- WHAT-- ARE YOU?!

WHAT DO YOU WANT WITH US?!

I AM D'SPAYRE!

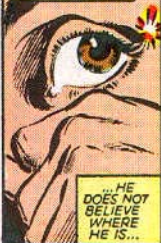
AND I WANT ALL YOU ARE CAPABLE OF GIVING!

HE LAUGHS.

AND SCOTT FINDS HIMSELF...

...STRUCK BLIND, DEAF, AND DUMB.

WHEN HIS SENSES CLEAR...



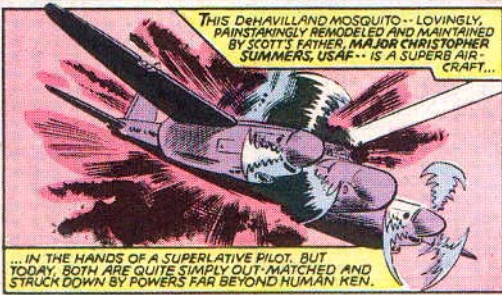
... HE DOES NOT BELIEVE WHERE HE IS...

...OR WHO HE IS, OR WHAT IS HAPPENING TO HIM. YET, HE KNOWS THIS IS TRUTH.



ANN, GET THE KIDS INTO THEIR 'CHUTES!

THIS DeHAVILLAND MOSQUITO-- LOVINGLY, PAINSTAKINGLY REMODELED AND MAINTAINED BY SCOTT'S FATHER, MAJOR CHRISTOPHER SUMMERS, USAF-- IS A SUPERB CRAFT...



... IN THE HANDS OF A SUPERLATIVE PILOT, BUT TODAY, BOTH ARE QUITE SIMPLY OUT-MATCHED AND STRUCK DOWN BY POWERS FAR BEYOND HUMAN KEN.

...AS D'SPAYRE'S SPELLS TRANSFORM THE FORRESTER HOME INTO A MILE-HIGH OBSIDIAN TOWER THAT-- LIKE ITS MASTER-- RADIATES SO MALIGN AN AURA THAT BOTH SCOTT AND LEE FIND THEIR SENSES LITERALLY DROWNING IN A MIASMA OF PURE DESPAIR.

HORROR-STRUCK, SCOTT STACES FACE TO FACE WITH MEMORIES HIDDEN FROM HIM FOR OVER HALF HIS LIFE. THE MAN SCREAMS. THE TEN YEAR OLD BOY TRIED HIS BEST TO BE BRAVE.

THE WOMAN IS HIS MOTHER, ANN. THE BOY BESIDE HIM, HIS SIX YEAR OLD BROTHER, ALEX.

MOM, WHAT ABOUT YOU AN' DAD?!

WE'LL FOLLOW YOU, MY DARLINGS. AS QUICK AS WE CAN!

I-- WE-- LOVE YOU BOTH!

WITH THAT, KATHERINE ANN SUMMERS SHOVS HER CHILDREN OUT THE HATCH.



A FEW SECONDS LATER, THE MOSQUITO BLOWS UP.

SCOTT HEARS THE EXPLOSION, BUT HE DOES NOT LOOK BACK. HE PULLS THE RIPCORD, AS HIS FATHER TAUGHT HIM, WRAPPING ARMS AND LEGS TIGHTLY AROUND ALEX SO THE SHOCK OF THE CANOPY OPENING WON'T YANK HIS BROTHER OUT OF HIS GRASP.

THE PARACHUTE FUNCTIONS PERFECTLY.



BUT SCOTT HADN'T COUNTED ON FLAMING DEBRIS FROM THE MOSQUITO SETTING IT ON FIRE.

THE GROUND SEEMED SO CLOSE A MOMENT AGO. NOW IT LOOKS TERRIBLY FAR AWAY.

THEY FALL...

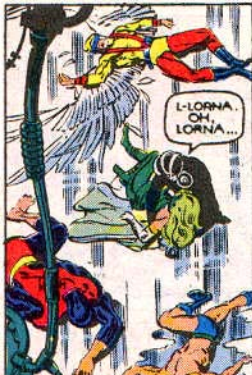
...AND CYCLOPS AWAKES TO FIND HE'S...

...SOMEWHERE ELSE.

I--REMEMBER! MOM, DAD, ALEX-- ALL OF IT! I REMEMBER!!



WAIT! WHAT GIVES?! I... I'M IN COSTUME???



L-LORNA. OH, LORNA...



AND, ECHOING THROUGH THE VAST UNDER-GROUND COMPLEX...

HE CAN HEAR THE LEAD-FOOTED APPROACH OF THEIR MURDERERS.



ALEX... ?

SCOTT, I... I LOVED HER, NOW SHE'S...



M-MY VISOR... THIS IS MY OLD COSTUME! AND... I KNOW THIS PLACE! IT'S THE MOUNTAIN HEAD-QUARTERS OF LARRY TRASK!

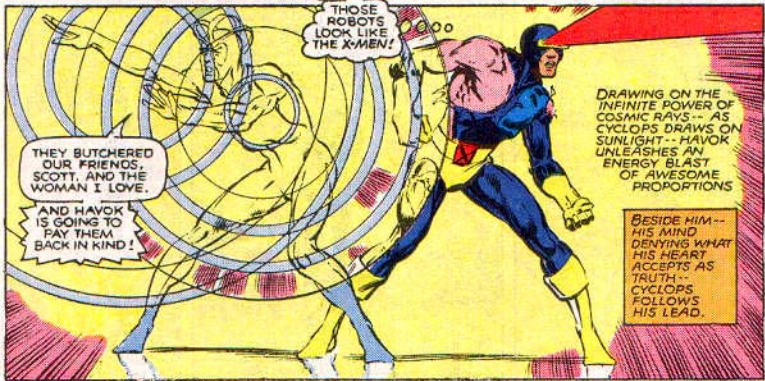
WHAT IS HAPPENING TO ME??!

HE STANDS SURROUNDED BY THE ORIGINAL X-MEN. ALL SAVE HIS BROTHER, ALEX-- THE SUPER HERO HAVOK-- ARE DEAD.



SENTINELS!!

AM I DREAMING?? AM I INSANE??!



THOSE ROBOTS LOOK LIKE THE X-MEN!

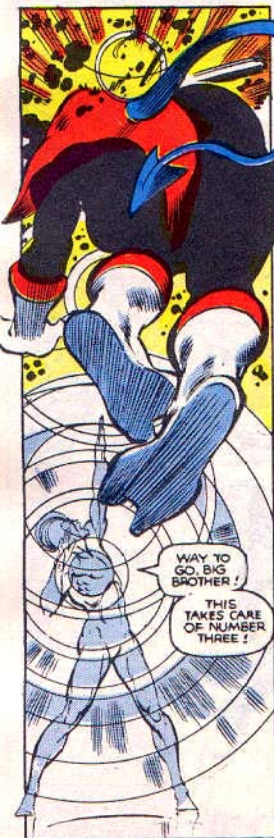
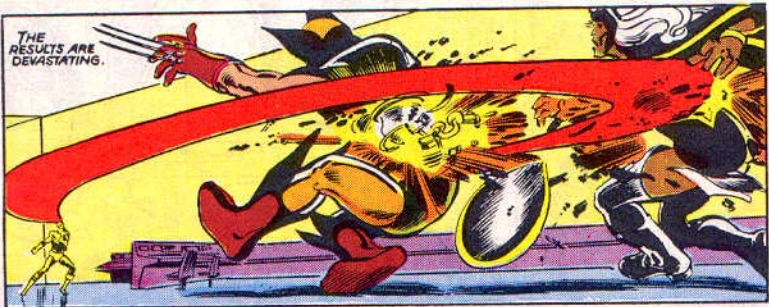
THEY BUTCHERED OUR FRIENDS, SCOTT, AND THE WOMAN I LOVE.

AND HAVOK IS GOING TO PAY THEM BACK IN KIND!

DRAWING ON THE INFINITE POWER OF COSMIC RAYS... AS CYCLOPS DRAWS ON SUNLIGHT-- HAVOK UNLEASHES AN ENERGY BLAST OF AWESOME PROPORTIONS

BESIDE HIM-- HIS MIND DENYING WHAT HIS HEART ACCEPTS AS TRUTH-- CYCLOPS FOLLOWS HIS LEAD.

THE RESULTS ARE DEVASTATING.



WAY TO GO, BIG BROTHER!

THIS TAKES CARE OF NUMBER THREE!



ALEX, WATCH YOUR BACK!

SENTINEL-- COLOSSUS-- DON'T!

AAHHHRRR!



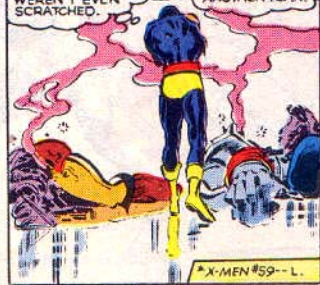
ALEX!!

EVEN AS CYCLOPS FIRES, HE KNOWS HE'S TOO LATE.

THIS MAKES NO SENSE. I REMEMBER WHAT HAPPENED WHEN WE FOUGHT LARRY TRASK'S SENTINELS. *ALEX WAS HURT, NOT KILLED, AND THE REST OF THE X-MEN WEREN'T EVEN SCRATCHED.

AND IT WAS THE ORIGINAL TEAM. STORM, COLOSSUS -- THE OTHER NEW X-MEN -- WOULDN'T JOIN FOR OVER ANOTHER YEAR.

SOMEONE MUST BE PLAYING MIND GAMES-- TRYING TO DRIVE ME MAD.



*X-MEN #59--L.

YOU IGNORE THE OBVIOUS, BIG BROTHER.

OH, NO.

THAT YOU REALLY, TRULY ARE MAD.



ON THE OTHER HAND, THIS COULD BE REALITY.

SUPPOSE OUR CONSCIOUSNESS, SCOTT--OUR SOULS...



...HAD BEEN TRANSPLANTED INTO THE SENTINELS' FORMS?

SUPPOSE, SUB, THAT BY DESTROYING THEM...



... YOU KILLED US.



IT SEEMS ONLY FAIR THAT WE RETURN THE COMPLIMENT.

SAY YER PRAYERS, SUCKER!



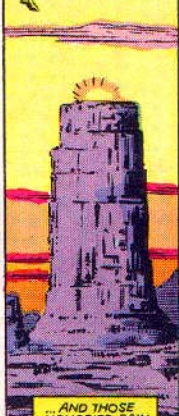
HE SCREAMS...
... AS HIS FRIENDS RIP HIM TO PIECES.

YET, WHEN THE AGONY SUBSIDES, AND HIS EYES SLOWLY OPEN, HE FINDS THAT HE IS WHOLE AGAIN.



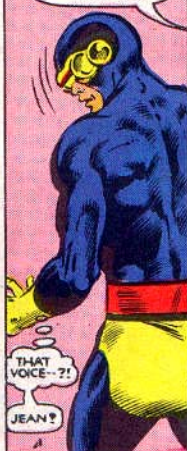
IN FLESH, IF NOT IN SPIRIT.

THIS NEW LOCALE IS ALSO ACHINGLY FAMILIAR. IT BRINGS INSTANT MEMORIES...



... AND THOSE MEMORIES, PAIN.

YOU'VE BEEN UP HERE FOR HOURS, DARLING. TIME FOR A BREAK.



THAT VOICE--?!
JEAN!

TERRIFIED, HE TURNS TO FACE HIS HEART'S DESIRE... A WOMAN HE THOUGHT DEAD-- LOST FOREVER... THE MISSING PART OF HIS SOUL.

JEAN..?!

HE BELIEVES NOW-- BECAUSE SHE WANTS TO BELIEVE.

THIS IS INCREDIBLE-- FANTASTIC!

HUSH, NO QUESTIONS, MY LOVE. NO WORDS. THIS IS OUR MOMENT. LET'S NOT WASTE IT.

WHAT THE--?!! WE'RE IN A CHURCH!

OF COURSE, YOU PROPOSED, DIDN'T YOU?

UNLESS... YOU'VE CHANGED YOUR MIND.

NO.

I'M GLAD.

HE'S WEARING A TUXEDO OVER HIS COSTUME.

...JUST AS HE ACCEPTS HER METAMORPHOSIS FROM MARVEL GIRL...

...TO PHOENIX...

...TO THE BLACK QUEEN...

...TO DARK PHOENIX.

STRANGELY, HE ACCEPTS THIS--AS HE AND JEAN GREY START UP THE AISLE--

WE'VE ARRIVED, BELOVED...

... AT THE MOMENT OF TRUTH.

YOU'VE KNOWN ME IN ALL MY INCARNATIONS, DARLING. WHICH OF US DID YOU LOVE THE BEST?

I...

BE CAREFUL, SCOTT. THE WRONG ANSWER...



... WILL COST YOU DEARLY.

I LOVED-- I LOVE-- YOU.



OF COURSE YOU DO. SHALL WE CONTINUE?



THIS HAS TO BE A DREAM. I SAW JEAN DIE.

YET, SHE DIED ONCE BEFORE THAT, AND RESURRECTED HERSELF. ** WHY NOT AGAIN?

*X-MEN #137, **X-MEN #101--L.



... I NOW PRONOUNCE YOU MAN AND WIFE.

CYCLOPS, YOU MAY KISS THE BRIDE.



AS PHOENIX, JEAN'S POWER WAS ALMOST LIMITLESS, SHE SAVED THE ENTIRE UNIVERSE FROM DESTRUCTION. * IS IT SO IMPOSSIBLE TO BELIEVE THAT SHE COULD THEN SAVE HER OWN LIFE?

DEARLY BELOVED, WE ARE GATHERED HERE...

*X-MEN #105--L.



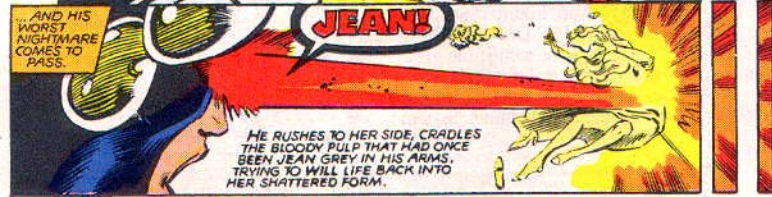
THANK YOU, PROFESSOR.

JEAN-- MY VISOR! WHAT ARE YOU DOING?!

I WANT TO SEE YOUR FACE, THAT'S ALL. YOU HAVE A GOOD FACE.

OPEN YOUR EYES, SCOTT. NOTHING WILL HAPPEN.

HE DOES AS SHE BIDS HIM...



... AND HIS WORST NIGHTMARE COMES TO PASS.

JEAN!

HE RUSHES TO HER SIDE, CRADLES THE BLOODY PULP THAT HAD ONCE BEEN JEAN GREY IN HIS ARMS, TRYING TO WILL LIFE BACK INTO HER SHATTERED FORM.

THEN, HER CORPSE DISAPPEARS, THE CHURCH DISAPPEARS, AND HIS SOBS ARE ANSWERED BY... LAUGHTER.



I'VE ENJOYED PLAYING WITH YOUR MIND, SCOTT SUMMERS. NOW I SHALL DESTROY IT...

... WITH THE IRRESISTIBLE POWER OF D'SPAYRE!



CYCLOPS HAS KNOWN FEAR BEFORE. BUT THIS IS DIFFERENT--



-- AS HIS DEMON FOE REACHES THROUGH HIS MIND TO HIS SOUL AND SHRIVELS THEM BOTH.

IN TERROR, HE RUNS.



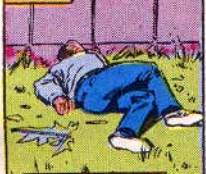
AND WHEN HIS HEADLONG FLIGHT TAKES HIM OUT A WINDOW, HALFWAY UP D'SPAYRE'S MILE-HIGH TOWER ...



... HE PRAYS THAT THE FALL WILL KILL HIM.

I THANK YOU FOR YOUR ENTERTAINMENT, "HERO." I HOPE YOUR LADY COMPANION SERVES ME AS WELL.

FOR A TIME, SCOTT DANCES ALONG THE EDGE OF OBLIVION, WANTING TO SLIP INTO THE ABYSS...



... YET REFUSING TO GIVE D'SPAYRE THAT SATISFACTION.

EVENTUALLY, HE WAKES-- SHAKING WITH RESIDUAL FEAR-- UNWARE OF WATER BUBBLING OMINOUSLY BEHIND HIM.



I... LIVE. I... FEAR-- NO!



D'SPAYRE MADE ME FEEL LIKE THIS. I CAN BEAT THIS. I MUST!

Eh?! THAT SLOSHING SOUND-- THE STENCH! GOOD LORD!

A MONSTER! I'LL DESTROY IT WITH MY OPTIC BLASTS!



"STOP IT! WHAT'S THE MATTER WITH ME?!"

AM I SO PANICKED THAT I'VE FORGOTTEN MY TRAINING? I NEVER UNLEASH MY BEAMS AGAINST ANY LESS THAN A DEFINITE FOE, A DEFINITE ATTACK.

THIS CREATURE ISN'T AFTER ME.

IT'S HEADING FOR D'SPAYRE'S TEMPLE.

BUT-- IS IT AFTER THE DEMON, OR LEE ?!

JUST THINKING ABOUT GOING BACK IN THERE SCARES ME SILLY, BUT I HAVE TO DO IT.

FIRST, THOUGH, I'VE GOT TO CHANGE INTO COSTUME.

I NEED THE ABSOLUTE CONTROL OVER MY OPTIC BLASTS THAT MY RUBY QUARTZ VISOR AFFORDS ME.

THAT SCREAM-- LEE !

WITH A CASUAL SWEEP OF HIS GREAT MOSSY ARMS...



...THE MAN-THING CLEARS A PATH INTO D'SPAYRE'S SANCTUM.

AH, MUCK-BEAST, WILL YOU NEVER LEARN?

LIGHT EXPLODES FROM D'SPAYRE'S HAND, TO INSTANTLY SCATHE THE SWAMP DWELLER IN ACID FLAMES.



IT'S A SIMPLE, AWFUL PROGRESSION. A TINY PART OF MAN-THING IS STILL HUMAN ENOUGH TO KNOW FEAR-- AND WHATEVER KNOWS FEAR, BURNS AT THE MAN-THING'S TOUCH.

THUS DOES D'SPAYRE...



...MAKE HIS EMPATHIC FOR DESTROY HIMSELF. CYCLOPS, SEEING THE BEAST IN AGONY...

...TRIES HIS BEST TO HELP...

... ONLY TO SEE THE DEMON APPEAR TO TELEPORT-- LIKE NIGHT-CRAWLER ALL AROUND THE ROOM...



...LAUGHING SADISTICALLY AS HE BLASTS THE QUAG-BEAST AGAIN AND AGAIN.

LEE? LEE?!!

SHE'S UN-CONSCIOUS!

FIEND! WHAT HAVE YOU DONE TO HER?!

THE SAME AS I DID TO YOU.

THOUGH I MUST ADMIT, CYCLOPS, THAT YOU HANDLED YOURSELF MUCH BETTER.

YOUR PRECIOUS EYE BEAMS MAY BE EFFECTIVE AGAINST A MORTAL FOE, YOUNGLING.

BUT D'SPAYRE IS IMMORTAL. PHYSICAL FORCE CANNOT HARM ME.

HE'S GONE. I WONDER WHY HE DIDN'T USE HIS FEAR ZAP ON ME THIS TIME? UNLESS-- FEAR ISN'T PRECISELY WHAT HE'S AFTER, BUT MERELY A MEANS TO AN END. HIS NAME ITSELF GIVES ME ONE CLUE.

AND-- DURING THE HALLUCINATIONS HE CREATED-- EVERY TRAGEDY WAS GEARED, NOT TO MAKE ME AFRAID, BUT TO MAKE ME LOSE HOPE.

IF THAT'S SO, THEN I THINK I KNOW HOW TO FIGHT HIM.



CYCLOPS DRAWS ON A MOST PERSONAL, PAINFUL MEMORY-- HIS FIRST SIGHT OF DARK PHOENIX-- GAMBLING THAT HIS DESPAIRING FEAR OF HIS TRANSFIGURED LOVE WILL DRAW D'SPAYRE TO HIM.



HIS EMOTIONS ARE NOT FEIGNED. INDEED, THEY ARE SO REAL SO INTENSE, THAT THEY ATTRACT MAN-THING.

BUT D'SPAYRE REACHES SCOTT FIRST.



MORE FOOL HE.



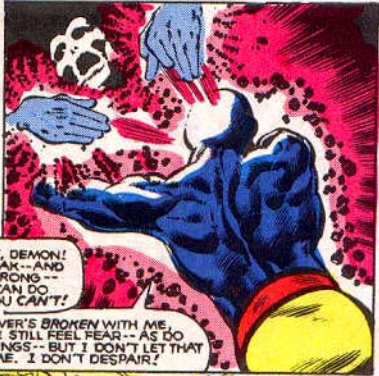
GOT YOU!!



YOU CANNOT HOLD ME, HUMAN! OR DEFEAT ME!

THEN ESCAPE, DEMON! IF I'M SO WEAK--AND YOU'RE SO STRONG-- SURELY YOU CAN DO THAT. BUT YOU CAN'T!

YOUR POWER'S BROKEN WITH ME D'SPAYRE. I STILL FEEL FEAR-- AS DO ALL LIVING THINGS-- BUT I DON'T LET THAT FEAR RULE ME. I DON'T DESPAIR!

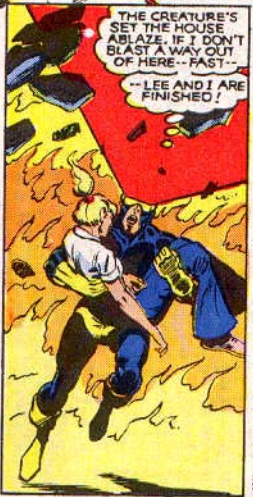


MAN-THING!
I SENSE NO FEAR IN HIM-- ONLY A REFLECTION OF THE COURAGE AND STRENGTH EMANATING FROM CYCLOPS! MY POWERS NO LONGER AFFECT HIM!



THE SWAMP MONSTER'S SET D'SPAYRE AFIRE!

IT'S TEARING THE DEMON APART!



THE CREATURE'S SET THE HOUSE ABLAZE. IF I DON'T BLAST A WAY OUT OF HERE-- FAST--

-- LEE AND I ARE FINISHED!



MADE IT!

UNNNNNH...

...SCOTT, MY DAD... ME...?

EASY, LEE. YOU'RE SAFE NOW. YOU'RE GOING TO BE ALL RIGHT.

D'SPAYRE! I FORGET IT, IF THEY'RE STILL INSIDE THAT HOLOCAUST, THEY'RE BOTH DEAD. LEE AND I CAME CLOSE-- TOO CLOSE-- TO JOINING THEM.



THE DEMON'S FATAL MISTAKE WAS ATTACKING ME THROUGH MY MEMORIES OF JEAN. THROUGH HER, I FACED THE BEST AND WORST OF HUMANITY. I LEARNED THE TRUE MEANING OF COURAGE-- AND OF LOVE.

YIELDING TO YOU, D'SPAYRE WOULD HAVE BEEN THE ULTIMATE DENIAL-- AND BETRAYAL-- OF THAT LOVE.

ONCE I REALIZED THAT...

... I KNEW I'D DIE BEFORE I'D LET YOU HAVE THAT KIND OF VICTORY. AT THAT MOMENT, YOU WERE BEATEN.

SCOTT LEAVES WITHOUT A BACKWARD GLANCE, QUICKLY CHANGING FROM COSTUME TO STREET CLOTHES BEFORE RUSHING LEE IN THE AIRBOAT TO COUNTY HOSPITAL. THERE, THE DOCTORS TELL HIM SHE'LL BE FINE. HE'S... GLAD.



BY DAWN, THE FIRE IS OUT...



THE MAN-THING RISES, WHOLE AND UNHARMED.



THE SWAMP GAVE HIM BIRTH. THE SWAMP SUSTAINS HIM.



SO LONG AS HE REMAINS WITHIN ITS VAST CONFINES, HE IS VIRTUALLY IMMORTAL.

HE PAUSES, SEEKING SOME SENSE OF D'SPAYRE AND, FINDING NONE, DEPARTS. FOR A TIME, SILENCE REIGNS.

THEN, SOFT MALEFIC LAUGHTER BREAKS THE STILLNESS...

... TO ECHO OUT ACROSS THE FACE OF THE WORLD.



... THE HOUSE REDUCED TO SMOLDERING REMAINS, THEN, AMID THE ASHES...

TRUE, HE WAS TRAPPED IN THE HEART OF THE FIRE. TRUE, IT CONSUMED HIM AS IT DID THE MANSION, BUT THE QUAG-BEAST WAS CREATED AS MUCH BY SORcery AS SCIENCE.

JOCK FORRESTER'S HOUSE WAS BUILT WITHIN THE SWAMP. SO, WHEN THE FIRE INCINERATED MAN-THING, THE SWAMP RESURRECTED HIM. AS IT HAS DONE BEFORE AND WILL DO AGAIN.

... SO LONG AS THERE IS HOPE, IT MUST BE BALANCED... BY DESPAIR, WE CAN REDUCE HIM FOR A TIME, BUT WHILE THERE IS LIFE ITSELF, HE WILL EXIST... DAKIMH THE ENCHANTER.