

60c 163
NOV
02481

MARVEL® COMICS GROUP



THE UNCANNY

X-MEN



RESCUE MISSION

A STAN LEE PRESENTATION--
STARRING THE UNCANNY X-MEN!

ORIGINALLY
PRESENTED IN
UNCANNY
X-MEN #163.

SHE SHRIEKS. SHE HOWLS.
SHE SOBS. BUT THE
TORMENT NEVER ENDS.

OUR SUBJECT--WHOSE PERSONAL
IDENTIFICATION IS **CAROL DANVERS**--
IS A BIPEDAL HOMINID, FEMALE, LEVEL
TWO ON THE STANDARD EVOLUTIONARY
SCALE. HER COMPANIONS, THE **X-MEN**,
ARE **MUTANTS**--GENETIC DEVIANTS
FROM THEIR RACIAL NORM, ENDOWED
WITH EXTRAORDINARY PHYSICAL
AND MENTAL ABILITIES.

THAT IS WHY WE OF THE **BROOD**
ACQUIRED THEM AS HOST FORMS
FOR THE PROGENY OF OUR GREAT
MOTHER. DURING THE FINAL META-
MORPHOSIS, EACH HATCHLING WILL
ABSORB THE POWERS AND GENETIC
POTENTIAL OF ITS HOST.

HOWEVER, THIS CREATURE
IS AN ANOMALY. NEITHER
MUTANT NOR BASELINE
HUMAN, HER DNA MATRIX
IS **UNIQUE**.

CHRIS CLAREMONT
SCRIPTER
DAVE COCKRUM/BOB WIACEK
ARTISTS

JOE ROSEN
LETTERER
JONES
EDITOR

BOB SHAREN
COLORIST
GAFFNEY
REPRINT
EDITOR

DEFALCO
EDITOR
IN CHIEF

AT THE MOMENT, TO HELP DETERMINE THE FULL RAMIFICATIONS OF OUR FINDINGS...

... WE ARE SUBJECTING HER TO EVOLUTIONARY MODIFICATION.



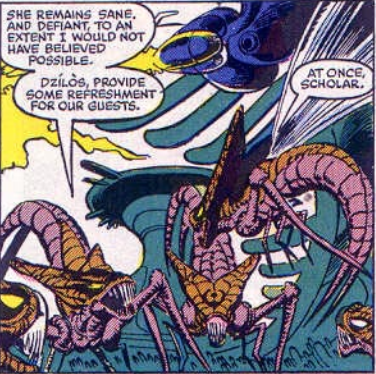
HER PHYSICAL FORM WE CAN ALTER AT WILL. WHAT HAS PROVEN MOST FASCINATING IS HER PSYCHIC RESISTANCE.

THOUGH SHE IS EXPERIENCING SUPPOSEDLY UNENDURABLE PAIN, SHE REMAINS AWARE OF ALL THAT TRANSPIRES.

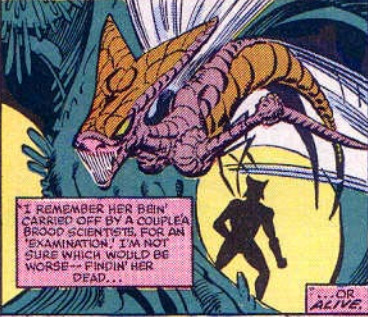
SHE REMAINS SANE, AND DEFIANT, TO AN EXTENT I WOULD NOT HAVE BELIEVED POSSIBLE.

DZÍŁÓŚ, PROVIDE SOME REFRESHMENT FOR OUR GUESTS.

AT ONCE, SCHOLAR.

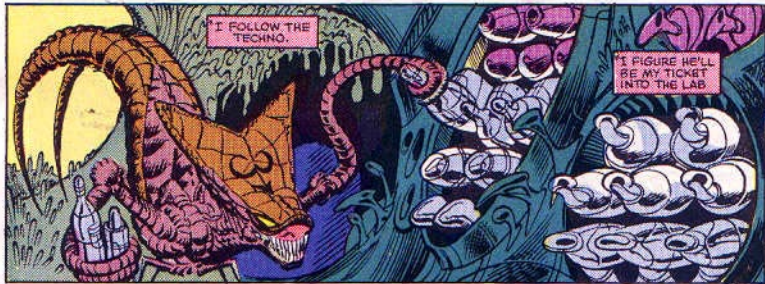


"IT'S TAKEN ME THE BETTER PART OF A DAY AN' A NIGHT TO REACH THE SLEAZOID CITY, THE FIRST FAMILIAR SCENT I TAG IS CAROLS. SHE'S IN A LAB COMPLEX.



"I REMEMBER HER BEIN' CARRIED OFF BY A COUPLE BROOD SCIENTISTS, FOR AN 'EXAMINATION'. I'M NOT SURE WHICH WOULD BE WORSE-- FINDIN' HER DEAD...

...OR ALIVE.



I FOLLOW THE TECHNO.

I FIGURE HE'LL BE MY TICKET INTO THE LAB



THE LUMINATORS-- THEY'VE GONE OUT!

WHAT IS HAPPENING?! WHO IS THERE?!



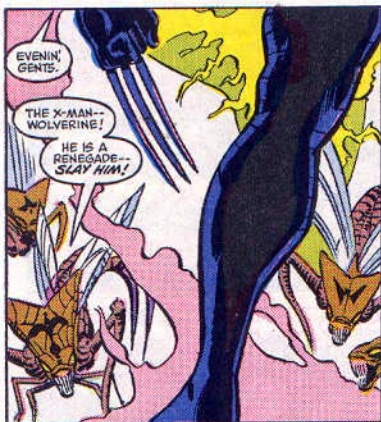
FOR WHAT IT'S WORTH, BUB--

-- THE NAME IS WOLVERINE!



THE SUCKER FIGHTS--

-- FOR ALL THE GOOD THAT DOES HIM.



EVENIN', GENTS.

THE X-MAN-- WOLVERINE!

HE IS A RENEGADE-- SLAY HIM!



BUB--

-- I WAS HOPIN' YOU'D SAY THAT.



MY CLAWS ARE PURE ADAMANTIUM-- THE STRONGEST METAL KNOWN-- RAZOR-KEEN, RETRACTABLE INTO MY FOREARMS. MY SKELETON'S LACED WITH THE SAME STUFF, MAKIN' MY BONES VIRTUALLY UNBREAKABLE.

WHAT CLASSES ME AS A *MUTANT*, THOUGH, IS MY BODY'S NATURAL ABILITY TO HEAL ANY WOUND, CURE ANY DISEASE, EXTENSIONS O' THAT BASIC TALENT GIVE ME FANTASTICALLY KEEN SENSES AN' ABILITIES. I'M FAST, STRONG, AGILE -- HELL ON WHEELS.

DEFINITE ASSETS IN MY LINE O' WORK.



TECHNICALLY, I'M A SUPER HERO, ONE O' THE GOOD GUYS.

BEFORE THAT, I WAS AN AGENT, CANADIAN SECRET SERVICE.

BEFORE THAT, A COMMANDO.



'BY BIRTH, TRAININ', CHOICE, I'M A WARRIOR--

-- THE BEST THERE IS--

-- AS THIS CROWD QUICKLY LEARNS.

EASY, DARLIN'. YOU'VE HAD A ROUGH RIDE, BUT I THINK YOU'RE GONNA BE OKAY.

FIRE... BURNING WITHIN ME-- SO BRIGHT, SO... BEAUTIFUL. LOGAN-- HELP ME!

"I DON'T KNOW HOW.

"I'VE BEEN LYIN', O' COURSE, CAROL ISN'T ALL RIGHT.

"SHE KNOWS IT.

"SHE LOOKS NORMAL, BUT APPEARANCE DON'T MATTER BEANS.

"HER SCENT'S NO LONGER HUMAN. THAT SCARES US BOTH.

"BUT WE'RE PROFESSIONALS WITH A JOB TO DO. SO WE COPE AS BEST WE CAN.

THAT'S TWICE I OWE YOU MY LIFE, LOGAN.

WHO'S COUNTIN'?

WE GOTTA ROLL, CAROL, BEFORE SOMEONE NOTICES OUR LITTLE FRACAS.

FINE WITH ME.

STRANGE, AFTER ALL THE SLEAZOIDS PUT ME THROUGH, YOU'D THINK I'D BE WEAK, PHYSICALLY SHOT TO PIECES, BUT I FEEL BETTER THAN I HAVE IN AGES, LITERALLY BURSTING WITH ENERGY.

LET'S HOPE IT LASTS, DARLIN'. 'CAUSE WE'LL SURE NEED IT BEFORE WE'RE THROUGH.

LOGAN, DO YOU THINK WE HAVE A CHANCE?

DOES IT MATTER?

NO, I SUPPOSE NOT.

MEANWHILE --

-- BACK ON EARTH, ON A SPRAWLING ESTATE SOME FORTY MILES FROM NEW YORK CITY, A MANSION IS BEING REBUILT. UNTIL RECENTLY, IT HOUSED PROFESSOR CHARLES XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS, AND SERVED AS HOME AND SECRET HEADQUARTERS OF THE X-MEN.

THE SILENT SPARKLE OF A TRANSPORTER HERALDS THE ARRIVAL OF TWO FIGURES ON THE LAWN. THEY'RE EXPECTED.

ALEX!
CORSAIR!

HI,
LORNA.

THE YOUNG WOMAN IS LORNA DANE, THE YOUNG MAN, ALEX SUMMERS -- MUTANTS, LOVERS, PART-TIME X-MEN. THE OTHER MAN IS ALEX'S FATHER -- CHRISTOPHER SUMMERS, FORMER MAJOR USAF, NOW, AS CORSAIR, HE LEADS A BAND OF INTER-STARLAR FREE-BOOTERS, THE STARBAMMERS.

WHAT'S
THE NEWS?

LOUSY.

THE X-MEN AND EMPRESS
LILANDRA HAVE BEEN
KIDNAPPED.

LILANDRA'S SISTER,
DEATHBIRD, IS MAKING
A BID TO SEIZE THE SH'AR
THRONE. THAT WHOLE GALACTIC
EMPIRE IS COMING APART AT
THE SEAMS, AS EVERYONE
CHOICES SIDES. EVIDENTLY,
DEATHBIRD ALLIED HERSELF
WITH A RACE OF ALIENS
FROM BEYOND KNOWN
SPACE, THE BROOD.

THE PRICE OF THEIR
AID WAS? THE X-MEN'S
LIVES.

DEATHBIRD
DELIVERED, AND THE BROOD IMMEDIATELY
TOOK THEM TO THEIR
HOMEWORLD. WHEREVER THE
BLAZES THAT IS. HEAVEN
ONLY KNOWS THEIR FATE.

MY BROTHER, MY FRIENDS-- THEY
COULD BE DEAD, OR WORSE--

-- AND THERE'S
NOT A BLASTED
THING I CAN DO TO
HELP THEM !!



AN ENERGY BOLT-- ARE WE UNDER ATTACK?!

CORSAIR REACTS AUTOMATICALLY, WITH THE SPEED OF THOUGHT, USING THE PHASING JEWELS ON HIS GLOVES TO SUMMON HIS HAND WEAPONS. IN A SPLIT-SECOND, HE'S READY FOR ACTION.



SORRY, DAD. MY FAULT. FALSE ALARM.

I UNDERSTAND, SON. WE ALL NEED TO BLOW OFF SOME STEAM.



YOU SEEM T' BE A MITE NERVOUS, MAJOR.

BETTER NERVOUS THAN DEAD, DR. MACTAGGERT.

GOOD POINT. MIGHT I ASK, YUIR PLANS?!

MY SON HAS BEEN KIDNAPPED. I INTEND TO RESCUE HIM, OR AVENGE HIM.



ALEX'LL WANT TO GO WITH YOU.

I WON'T LET HIM, MUCH AS I'D LIKE HIM BY MY SIDE. IF ANYTHING HAS HAPPENED TO SCOTT, OR HAPPENS TO ME, AT LEAST ALEX WILL BE SAFE

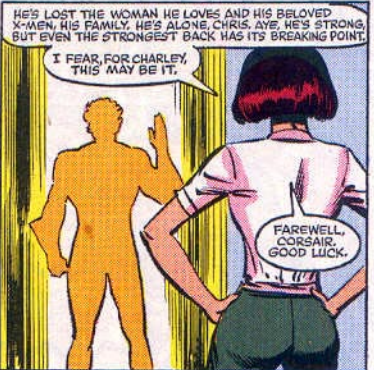
ALSO, THIS WILL BE A KILLING MISSION, I'M USED TO THAT. ALEX ISN'T. I DON'T WANT HIM TO LEARN.



WE'LL BE WARPING OUT OF ORBIT AS SOON AS I BEAM UP. I WANTED TO SAY GOOD-BYE TO YOU AND PROFESSOR XAVIER.

CHARLES ISN'T HERE, HE'S TAKING THIS VERY HARD, CHRIS-- NOT SO MUCH THAT THE X-MEN ARE IN DANGER, BUT THAT, FOR ALL HIS POWER, HE WAS AND IS UNABLE TO DO ANYTHING ABOUT IT.

HE'S A STRONG MAN, MOIRA. HE'LL RECOVER.



HE'S LOST THE WOMAN HE LOVES AND HIS BELOVED X-MEN, HIS FAMILY. HE'S ALONE, CHRIS. AYE, HE'S STRONG, BUT EVEN THE STRONGEST BACK HAS ITS BREAKING POINT.

I FEAR, FOR CHARLEY, THIS MAY BE IT.

FAREWELL, CORSAIR. GOOD LUCK.

A GALAXY AWAY, SCOTT SUMMERS--
ALEX'S OLDER BROTHER--RUNS FOR
HIS LIFE.

A BROOD HUNTING
CADRE--BUT THAT'S
IMPOSSIBLE!

ISN'T IT? WHAT IS THIS
PLACE--NOT THE EARTH,
THAT'S FOR SURE--WHERE
THE DEVIL AM I?

SO HARD TO REMEMBER...
AND NONE OF THOSE MEMORIES
MAKE ANY SENSE. THE BROOD ISN'T
GIVING ME A CHANCE TO SORT
THINGS OUT, EITHER.

EACH TIME MY OPTIC BLASTS KAYO
ONE OF THEM, ANOTHER HUNTER
POPS UP TO TAKE HIS PLACE.

I HOPE THE REST OF THE
X-MEN ARE ALL RIGHT--
IF THEY'RE IN THE GAME
FIX, WE-- EH?!!

SCOTT--
CYCLOPS--
OVER
HERE!

IN A
MINUTE,
STORM--

--AS SOON
AS I'VE
TAKEN CARE
OF BUSINESS!

WELCOME, SISTER. WE HAVE
BEEN EAGERLY AWAITING YOU.

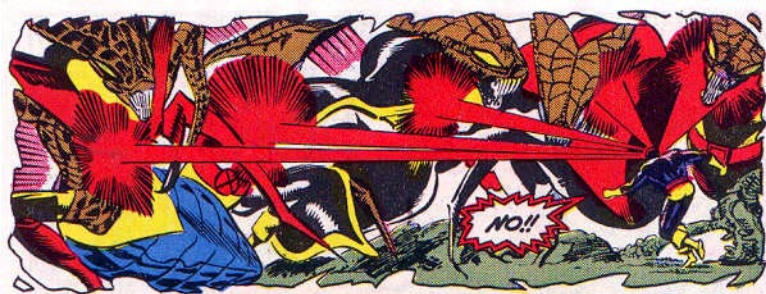
NO!

HE TURNS TOWARDS
HIS FRIENDS AND
TEAM-MATES...

...ONLY TO HAVE HIS GREET-
ING BECOME A STRANGLING
CRY OF HORROR AND DENIAL.

WHAT HAVE
YOU DONE WITH
THE X-MEN?!

MY DEAR CYCLOPS,
WE ARE THE X-MEN.



NO!!

SCREAM DENIALS 'TIL YOUR LUNGS BURST AND YOUR HEART CRACKS, CYCLOPS, THEY WILL CHANGE NOTHING.

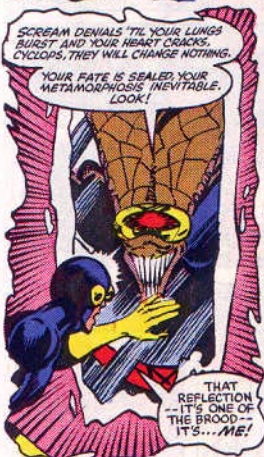
NOT AS YOU ARE, HUMAN-- BUT AS YOU WILL SOON BECOME.

NO POWER IN THE UNIVERSE CAN SAVE YOU.

YOUR FATE IS SEALED, YOUR METAMORPHOSIS INEVITABLE. LOOK!

OUR GREAT MOTHER IMPLANTED AN EGG WITHIN YOU.

FANGS AND CLAWS TEAR AT HIM, STRIPPING AWAY HIS HUMANITY...



THAT REFLECTION -- IT'S ONE OF THE BROOD -- IT'S... ME!



EVEN NOW, IT GROWS, IT THRIVES.



...REVEALING THE YOUNG QUEEN NESTLING IN HIS SOUL.

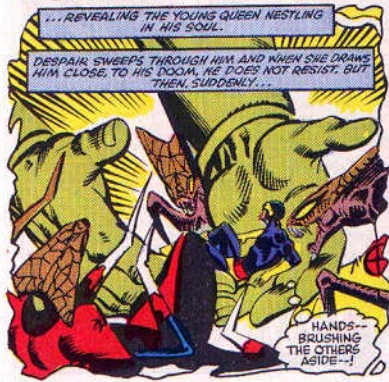
DESPAIR SWEEPS THROUGH HIM AND WHEN SHE DRAWS HIM CLOSE, TO HIS DOOM, HE DOES NOT RESIST, BUT THEN, SUDDENLY...

P-PROFESSOR XAVIER--?!

SUCH AID WAS GIVEN WHEN I FIRST TRAINED YOU, CYCLOPS. THEREIN LIES YOUR SALVATION.

AM I LOSING MY MIND?! AM I ALREADY INSANE?!

HELP ME!



HANDS-- BRUSHING THE OTHERS ASIDE--!



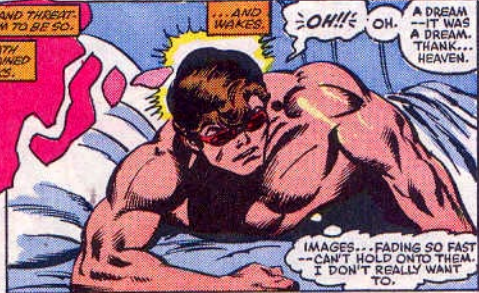
THE IMAGE IS A PHANTOM, HE REALIZES.

ALL THE IMAGES ARE PHANTOMS, REAL--AND THREATENING--ONLY SO LONG AS HE ALLOWS THEM TO BE SO.

XAVIER IS THE MOST POWERFUL TELEPATH ON EARTH. FROM THE BEGINNING, HE TRAINED THE X-MEN TO RESIST PSYCHIC ATTACKS.

... AND WAKES.

OH!! OH. A DREAM--IT WAS A DREAM. THANK... HEAVEN.



IMAGES... FADING SO FAST--CAN'T HOLD ON TO THEM. I DON'T REALLY WANT TO.

THE SKY-- SO MANY MOONS. WE'RE A LONG WAY FROM HOME.

MEMORY TELLS ME WE'RE SUPPOSED TO BE ON LILANDRA'S THRONeworld, BUT THIS LOOKS NOTHING LIKE THE PROFESSOR'S DESCRIPTIONS.

STORM...?



CYCLOPS DRAWS ON ALL HIS LEARNED, ON COURAGE PROVEN ON SCORES OF BATTLEFIELDS, ON STRENGTH HE NEVER KNEW HE POSSESSED...

SHE'S IN A TRANCE. I DON'T WANT TO DISTURB HER--THAT COULD PROVE DANGEROUS FOR BOTH OF US-- BUT I THINK I'D BETTER.

I REMEMBER OUR BEING HONORED FOR RESCUING LILANDRA--YET OUR CLOTHES ARE IN TATTERS, AND MY NIGHTMARE INDICATES SOME SORT OF PSYCHIC CONFLICT. IF SOMEONE IS MANIPULATING OUR MINDS...

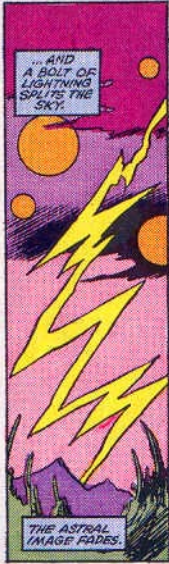


HE STEPS FORWARD, THEN FREEZES AS BEFORE HIS DISBELIEVING EYES...

... ENERGY COALESCEs AROUND ORORO INTO THE FORM OF ONE OF THE CREATURES FROM HIS NIGHTMARE. THE YOUNG QUEEN SMILES AT HIM...



... AND A BOLT OF LIGHTNING SPLITS THE SKY.



THE ASTRAL IMAGE FADES.



THAT... WAS STORM'S DOING, IS SHE DREAMING, TOO, LIKE I WAS?

WHAT DOES ALL THIS MEAN?! WHAT'S BEEN DONE TO US?!
I HAVE TO WAKE HER!



ORORO...?
SCOTT?
WHY... WHY AM I WEEPING?



I AM LOST-- BEREFT OF MY SELF-- AND... AT WAR WITH MYSELF, WITHOUT KNOWING WHY.
I WISH I HAD MORE THAN WORDS TO OFFER, ORORO.
ESPECIALLY WHEN THOSE WORDS SOUND HOLLOW AND MEANINGLESS.



I'VE BEEN SCARED BEFORE, BUT THIS IS DIFFERENT, IT'S AS IF WE'RE ALREADY BEATEN, THAT-- REGARDLESS OF WHAT WE DO OR HOW HARD WE TRY--
--THERE'S NO HOPE.

WE HAVE TO FIND THE OTHERS, BUT WHERE DO WE GO FROM THERE? EVEN IF WE ESCAPE FROM THIS CITADEL, HOW DO WE GET OFF-PLANET?

CYKE O' BUDDY, THAT'S THE LEAST OF OUR PROBLEMS.

LOGAN! CAROL!

WOLVERINE-- YOUR SKIN!

IT AIN'T A PRETTY STORY, DARLIN, AN' IT CAN WAIT. TOP PRIORITY IS HAULIN' OUR TAILS OFF THIS ROCK, PRONTO!



I'M OPEN TO SUGGESTIONS.
SIMPLE-- WE SWIPE LILANDRA'S YACHT.

IT'S HERE!!

NOT QUITE.



"THE SLEAZOID CITY IS BUILT INTO THE CARCASS O' ONE O' THEIR LIVIN' STARSHIPS. THE SKELETON'S SO FLAMIN' BIG, ITS BONES REACH ABOVE THE BREATHEABLE ATMOSPHERE. LIL'S YACHT IS MOORED TO THE TOP O' ONE OF THE MAIN RIBS.

"WE REACH IT, WE TAKE IT, WE GONE."

THE QUARTET GOES TO SUMMON THE TEAM'S OTHER MEMBERS AND...

CYCLOPS, I AM CONFUSED, DESPITE ALL YOU HAVE TOLD ME, I STILL PERCEIVE THIS AS LILANDRA'S PALACE. IT MAKES ME UNCOMFORTABLE TO SNEAK ABOUT, AS IF WE WERE IN SOME ENEMY'S CAMP.

WE ARE IN THE ENEMY'S CAMP, PETER, TRUST ME.

COLOSSUS, KITTY AND NIGHTCRAWLER STILL PERCEIVE ILLUSION, NOT REALITY. THAT COULD CAUSE PROBLEMS IF WE HAVE TO FIGHT.

THIS WAY, CYKE. LIL'S SCENT'S STILL STRONG.

THANK GOODNESS FOR WOLVERINE'S TRACKING ABILITIES. WITHOUT THEM, WE'D BE LOST FOREVER IN THIS MAZE.

I HATED SPLITTING THE TEAM, BUT I HAD NO ALTERNATIVE. WHILE WE FIND LILANDRA, IT'S UP TO STORM'S GROUP TO STEAL THE YACHT.

I WISH I KNEW WHAT WAS BOTHERING WOLVERINE. IT HAS SOMETHING TO DO WITH HIS WEIRD SKIN PATTERNING, BUT HE WON'T TALK ABOUT IT.

FASCINATING. THESE CORRIDORS DON'T APPEAR TO BE CONSTRUCTED, BUT THE RESULT OF SOME NATURAL, ORGANIC PROCESS.

TO ME, THEY FEEL LIKE NORMAL HALLWAYS.

AND WHEN I TOUCH THE WALLS, I FEEL METAL.

I SHOULD TELL CYKE ABOUT THE EGGS THE X-MEN ARE HOSTING, BUT I CAN'T. NOT YET. AN' HOW DO I TELL HIM THE REST--

--THAT MY BODY'S HEALING FACTOR DESTROYED THE EGG IMPLANTED IN ME, THAT I'M FINE.

SUPPOSE THERE'S NO CURE FOR THE OTHERS--WHAT THEN'S DO I WATCH MY FRIENDS TRANSFORM INTO SLEAZOIDS?

OR DO I KILL THEM?

TUNNEL BRANCHES, CYKE. LEFT ONE LEADS TO LIL. RIGHT ONE-- CRIPES, WE HIT THE JACKPOT!

THE QUEEN'S DOWN THERE-- THE BROOD'S GREAT MOTHER! WE NAIL HER, WE'LL CRIPPLE THE WHOLE OUTFIT!

LEAVE HER BE, WOLVERINE. THAT ISN'T WHY WE'RE HERE.

THIS IS NO TIME FOR YOUR FLAMIN' NAMBY-PAMBY RULES, SUMMERS! THIS IS WAR!

THE X-MEN DON'T KILL, LOGAN.

GENTLEMEN, I SUGGEST YOU POSTPONE YOUR DISCUSSION.

WE HAVE COMPANY!

COLOSSUS, ARMOR UP!

THE HUMANS ARE TO BE TAKEN ALIVE--AND HARMED AS LITTLE AS POSSIBLE!

I'LL HAVE THE HEARTS OF WHOEVER DISOBEYS!

WITH A THOUGHT THE YOUNG RUSSIAN TRANSFORMS HIS BODY FROM FLESH AND BLOOD...

...TO ORGANIC STEEL--SUPER-STRONG, WELL-NIGH INVULNERABLE--

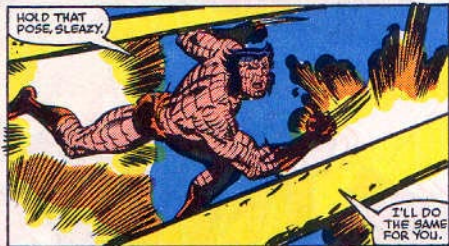
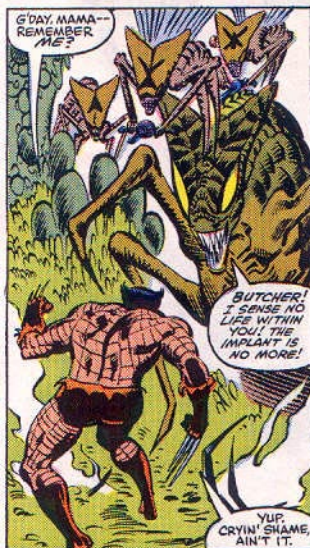
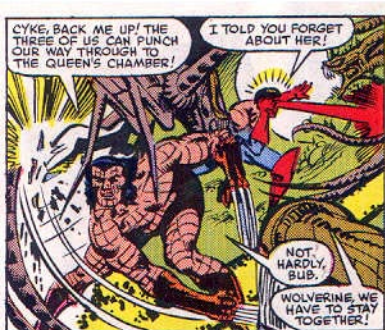
--AND THE FIGHT BEGINS.

IT ISN'T THE BROOD'S STYLE TO HOLD BACK--WHY ARE THEY DOING IT? WHAT MAKES US SO VALUABLE?!

THEIR TACTICS GIVE US A TREMENDOUS ADVANTAGE. IF THEY'D HIT US WITH THEIR USUAL FEROCITY, SHEER WEIGHT OF NUMBERS WOULD HAVE OVERWHELMED US.

MY BLASTER WON'T DO MUCH GOOD HERE. YOU GUYS HOLD THE FORT--

--I'LL SPRING LILANDRA!



LEAVE THEM TO US, TOVARISCH.

NICE SHOOTING, MAJESTY.

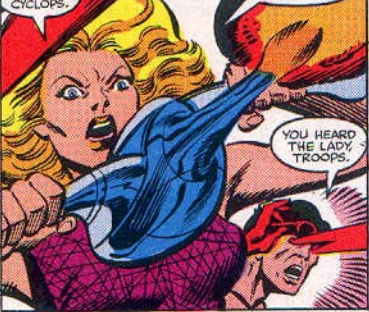
THE SHI'AR ARE WARRIORS, TOO, CAROL-- AND OUR PROWESS CONQUERED A GALAXY.



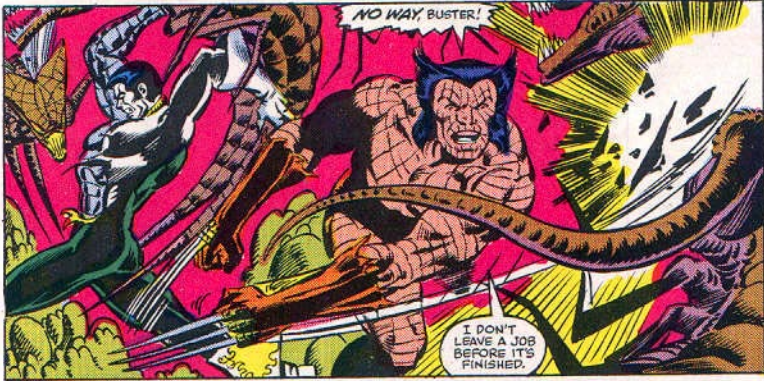
THE BROOD WILL RUE THE DAY THEY CHOSE ME FOR A FOE-- AS WILL MY RENEGADE SISTER.

WE HAVE WHAT WE CAME FOR, CYCLOPS.

I SUGGEST A STRATEGIC WITHDRAWAL.



YOU HEARD THE LADY, TROOPS.



NO WAY, BUSTER!

I DON'T LEAVE A JOB BEFORE IT'S FINISHED.

HOW 'BOUT I CARRY YOU OUT, MISTER.

YOU'RE WELCOME TO TRY.

STAYING HERE COULD FINISH US ALL!



WE'RE AS GOOD AS DEAD ALREADY, THANKS TO THE QUEEN. AT LEAST KILLING HER BALANCES THE SCALES!

DO WHAT YOU LIKE, CYKE-- I'M STAYIN'!

ELSEWHERE...

IT IS GOOD TO FLY ONCE MORE, BUT THERE ARE ROUGH EDGES TO MY POWERS THAT DISTURB ME. I AM NO LONGER IN HARMONY WITH MYSELF OR THIS WORLD.

I AM AS HIGH AS I CAN GO, MY FRIENDS, THE REST IS UP TO YOU.

WE ARE STILL MILES BELOW THE YACHT, TELEPORTING THAT DISTANCE BY HIMSELF COULD BE A STRAIN FOR NIGHTCRAWLER.

CARRYING KITTY-- SMALL THOUGH SHE IS-- MAY PROVE MORE THAN EITHER OF THEM CAN BEAR.

IF SO, WE ARE DOOMED.

BAMF

WITH HIS CHARACTERISTIC BURST OF SMOKE AND FLAME, NIGHTCRAWLER DISAPPEARS.

A MOMENT LATER...

ZZZAP

GODDESS!

A BROOD PATROL CRAFT!

I MUST KEEP IT AWAY FROM THE YACHT. I'LL DRAW IT AFTER ME INTO THE LOWER ATMOSPHERE, THEN CREATE WILD WEATHER PATTERNS TO BLIND ITS SENSORS.

TAKE A DEEP BREATH, KATZCHEN.

THAT SHOULD BUY KITTY AND NIGHTCRAWLER THE TIME THEY NEED.

MADE IT-- BARELY. DON'T UNDERSTAND-- I WAS GETTING MORE USED TO CARRYING PASSENGERS. I COULDN'T MAINTAIN CONCENTRATION. WE WERE... NEARLY TRAPPED IN TRANSITION.

SHE HAS ONLY MINUTES TO REACH THE AIRLOCK AND PULL ME INSIDE...

I HAVE A FIRM GRIP ON THE HULL. NOW SCOOT INSIDE, MY GIRL-- AND FOR PITY'S SAKE, HURRY!

... BEFORE I FREEZE TO DEATH-- OR SUFFOCATE!

I APOLOGIZE IN ADVANCE FOR THE ROUGH RIDE.

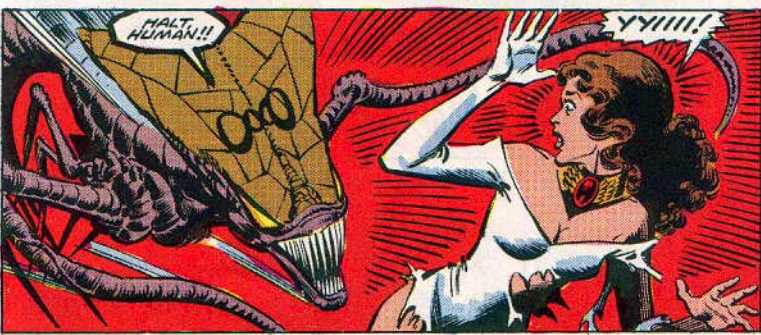


BRRRRR!

IT WAS FRIGID OUT THERE-- POOR NIGHT-CRAWLER-- EVEN WITH HIS FURRY SKIN, THAT COLD MUST BE BRUTAL. IF ONLY HE COULD HAVE TELEPORTED ABOARD.

BUT HE CAN ONLY 'PORT TO PLACES HE CAN SEE. OR THOSE HE KNOWS INTIMATELY. DARN, I WISH I COULD PHASE MORE THAN JUST MYSELF. I COULD HAVE BROUGHT HIM IN WITH ME.

THERE'S THE AIR-LOCK.



HALT, HUMAN!!

YIIII!!



YIELD, OR SUFFER THE CONSEQUENCES!

A SLEAZOID!

ORORO AND WOLVERINE TOLD ME ABOUT THEM, BUT I NEVER IMAGINED THEY'D BE SO HORRIBLE!

WATCH IT! HE'S GOOD WITH THOSE STINGERS!

MY ORDERS ARE TO TAKE YOU ALIVE, X-MAN.



THEREFORE, MY VENOM WILL MERELY STUN YOU, BUT THE EFFECT, THOUGH TRANSITORY, IS MOST UNPLEASANT.

I CAN'T WASTE TIME SPARRING WITH THIS CREEP, NIGHTCRAWLER NEEDS ME!

YOU ARE TRAPPED, ALIEN.

THAT'S WHAT HE THINKS. HE MUST NOT HAVE SEEN ME PHASE THROUGH THE HULL.

I STILL RECALL EVERYTHING PROFESSOR X TAUGHT ME ABOUT THE SHIP. THEIR AIRLOCKS ARE ALL BASED ON A COMMON DESIGN--THE OUTER HATCH WON'T OPEN UNLESS THE INNER ONE IS CLOSED, AND VICE VERSA.

THAT'S MY NEXT MOVE. ONCE KURT'S OKAY, THEN WE'LL TACKLE THIS SLEAZOID.

TUN X-MEN #155 --L-

THE CONTROLS ARE BEHIND ME--SHOOT, THE INNER HATCH IS LOCKED LIKE WE FIGURED, IT CAN'T BE OPENED FROM THE OUTSIDE.

OH, NO--I WASN'T FAST ENOUGH FREEING THE LOCK! THE SLEAZOID'S COMING AFTER ME!

PLEASE, DOOR, CLOSE IN TIME-- PLEASE!

YOUR GAME IS AMUSING, CHILD, BUT I WEARY OF IT.

NOW WHAT? EVERYTHING'S SET. IF I CYCLE THE AIRLOCK --AND PHASE-- I SHOULD BE ABLE TO HOLD ON WHILE THE EXPLOSIVE DECOMPRESSION VOIDS THE SLEAZOID FROM THE SHIP.

BUT-- THAT'D BE MURDER.

I--I CAN'T!

STAND AWAY FROM THE CONTROLS.

UH-UH, YOU GO BACK THE WAY WE CAME OR WE'RE BOTH DEAD.

YOU'RE BLUFFING. CALL ME.

WITH PLEASURE--
BY THE VOID!

YOU'VE BECOME
INTANGIBLE!

SURPRISE!

I'LL DUCK OUT TO THE CORRIDOR,
THEN BACK
IN HERE AFTER HE FOLLOWS ME. BUT THIS
IS TAKING SO MUCH TIME-- NIGHTCRAWLER'S
DYING!

KITTY LUNGES
FOR THE INGER
PLATE, PHASING
RIGHT THROUGH
THE GUARD. EN-
RAGED, HE TWISTS
FRANTICALLY IN
MID-AIR, IN A
DESPERATE, FUTILE
ATTEMPT TO
GRAB HER.

IN THE PROCESS, ONE OF
HIS FLAILING TENTACLES...

... SLAPS THE
CONTROL
PANEL.

THE 'LOCK
CYCLES.

AND HE
IS GONE.

I... I DIDN'T WANT THIS. I DIDN'T MEAN IT. I KNOW HE PROBABLY
DESERVED HIS FATE-- THAT HE'D HAVE KILLED ME WITHOUT
HESITATION-- THAT WOLVERINE WOULD SAY I DID RIGHT.

BUT I'M NOT WOLVERINE. AND... I
DON'T WANT TO BECOME LIKE HIM.

UNNNFF!!

WAS IT ALL FOR
NOTHING?! KURT'S
LIKE A BLOCK OF ICE,
FROZEN TO THE
MARROW! OH, LORD,
HEAR MY PRAYER--

--LET
MY FRIEND
LIVE!

MEANWHILE...

THE SHIP SHOULD HAVE BEEN OURS BY NOW, SCOTTY. WE SHOULD HAVE BEEN BEAMED UP.

I KNOW, CAROL. SOMETHING MUST HAVE GONE WRONG.

MURPHY'S LAW, BUB-- SOMETHING ALWAYS GOES WRONG.

STRIKE, MAMMAL!

BUT KNOW THAT MY LIFE IS NOT AS YOURS--NOR IS MY DEATH AT YOUR HANDS THE TRUE DEATH. IN THE END, I SHALL TRIUMPH!

WOLVERINE'S REACHED THE QUEEN!

LOGAN--NO!!

MY SENTIMENTS EXACTLY, LIL.

YOU ARE A FOOL, CYCLOPS. THIS TIME, WOLVERINE IS IN THE RIGHT. WE FIGHT A WAR AGAINST THE DEADLIEST OF ENEMIES. THERE IS NO PLACE HERE FOR CHIVALRY OR HONOR. ONLY DEATH, LIFE, DEFEAT, VICTORY.

'BYE, BABE.

WHAT THE FLAMIN'--!?!

THE ALIENS ARE DIS-APPEARING!

A TRANSPORTER!

IGNITION!

LIFT-OFF!!

AT FULL THRUST, THE FREE SHAR BOOSTS OUT OF SLEAZEWORLD'S ATMOSPHERE...

... AND AWAY FROM ITS SUN.

WAY TO GO, X-MEN! WE'RE HOME FREE, EH, LILANDRA?

FAR FROM IT, CYCLOPS. WE ARE STILL TOO DEEP WITHIN THE SOLAR GRAVITY WELL TO SHIFT INTO WARP SPACE. WHILE WE REMAIN AT SUBLIGHT VELOCITIES, WE ARE VULNERABLE.

IS YOUR YACHT ARMED?

YES, BUT WE ARE NO MATCH FOR A TRUE WARCRRAFT. OUR BEST HOPE LIES IN SPEED AND SURPRISE.

BUT THAT SURPRISE WILL NOT LAST. THE DISTANCES INVOLVED ARE TOO GREAT. WE MAY HAVE CAUGHT LOCAL PLANETARY DEFENSES OFF GUARD, BUT THE OUT-SYSTEMS UNITS WILL BE WAITING FOR US.

CYCLOPS! TEN MORE SECONDS-- FIVE, BUB-- AN' I COULDA HAD HER! IF YOU'D HELPED ME, SUMMERS, WE COULD HAVE FINISHED THE QUEEN AT THE START! AT LEAST THEN, WE'D HAVE ACCOMPLISHED SOMETHING!

WOLVERINE, WHY ARE YOU SO ANGRY? WHY DO YOU HATE THE QUEEN SO? I'M GLAD YOU DIDN'T KILL HER.

HE FACES HIS FRIENDS, HIS PAIN EVIDENT-- MISTAKEN BY THE X-MEN FOR BERSERKER RAGE WHEN IN REALITY IT IS GRIEF OVER WHAT HE ALONE KNOWS AND MUST NOW TELL. HE LOOKS AT EACH OF THEM IN TURN, AND BEGINS TO SPEAK, WHEN...

ALL GUNS-- OPEN FIRE!!

NEXT ISSUE: **BINARY STAR!**