

MARVEL
COMICS
GROUP

DOUBLE-SIZED ISSUE!

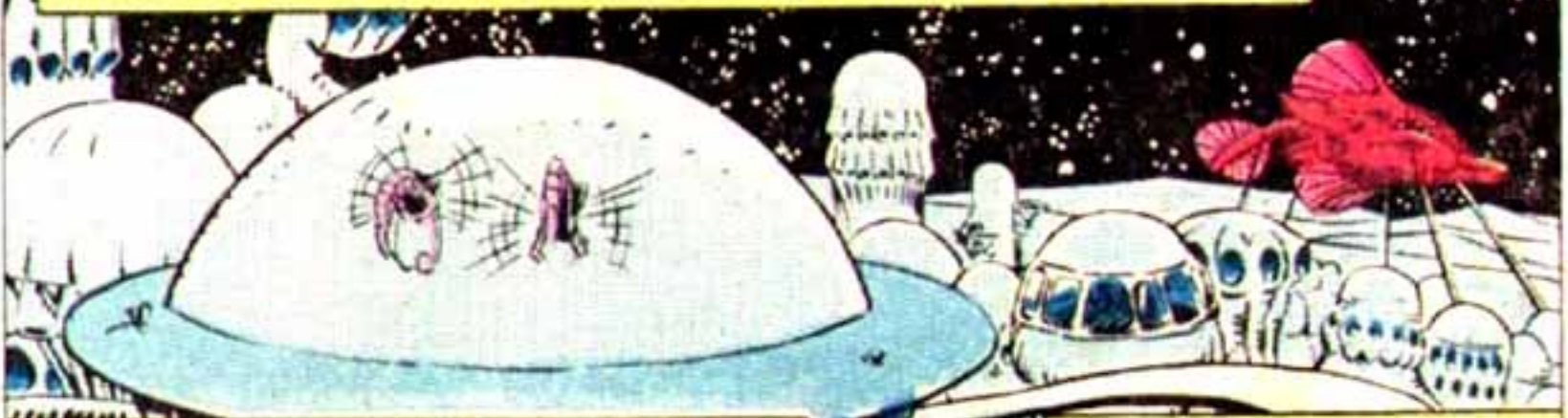


\$1.00 166
U.K. 50p FEB
CAN. \$1.25

X-MEN



THERE IS NO DAWN ON MADRIZAR, FARTHER FROM THE SUN THAN PLUTO IS FROM SOL. THE SKY REMAINS THE SAME, DAY AND NIGHT-- ETERNAL, INFINITE DARKNESS, STREWED WITH THE MAJESTIC ARRAY OF STARS THAT FORM THE CORE OF THE MILKY WAY GALAXY.



THIS WAS A COLD, DEAD WORLD, UNTIL THE BROOD PUNCHED MONSTROUS GEO-THERMAL PITS DOWN TO THE PLANETARY CORE, WHOSE HEAT THEN WARMED THE SURFACE CRUST AND MELTED THE FROZEN ATMOSPHERE.

THEY MODIFIED THE AIR TO MAKE IT FIT TO BREATHE AND BUILT AN IMPREGNABLE FORTRESS. AND THEN, WHEN ALL WAS READY, THEY WENT HUNTING.

THEIR PREY: THE ACANTI--



-- GREAT, GENTLE, SENTIENT BEINGS WHO LEGEND SAYS HAVE ROAMED THE SPACEWAYS SINCE CREATION.

A PRIME SPECIMEN, HUNT-MASTER-- SEE HOW IT STRUGGLES. THE BEAST WILL SERVE US LONG AND WELL.

WE INFECTED IT WITH THE SLAVER VIRUS WHEN WE MADE INITIAL CONTACT. ALREADY, MOST OF ITS HIGHER REASONING CENTERS -- ITS CONSCIOUS MIND AND SELF-AWARENESS -- HAVE BEEN DESTROYED.



SOON NOW, THE BEAST WILL BE COMPLETELY TRACTABLE.

SLAVE-MASTER, HAS THERE BEEN ANY FURTHER WORD ON THOSE ACCURSED TERRANS-- THE X-MEN?



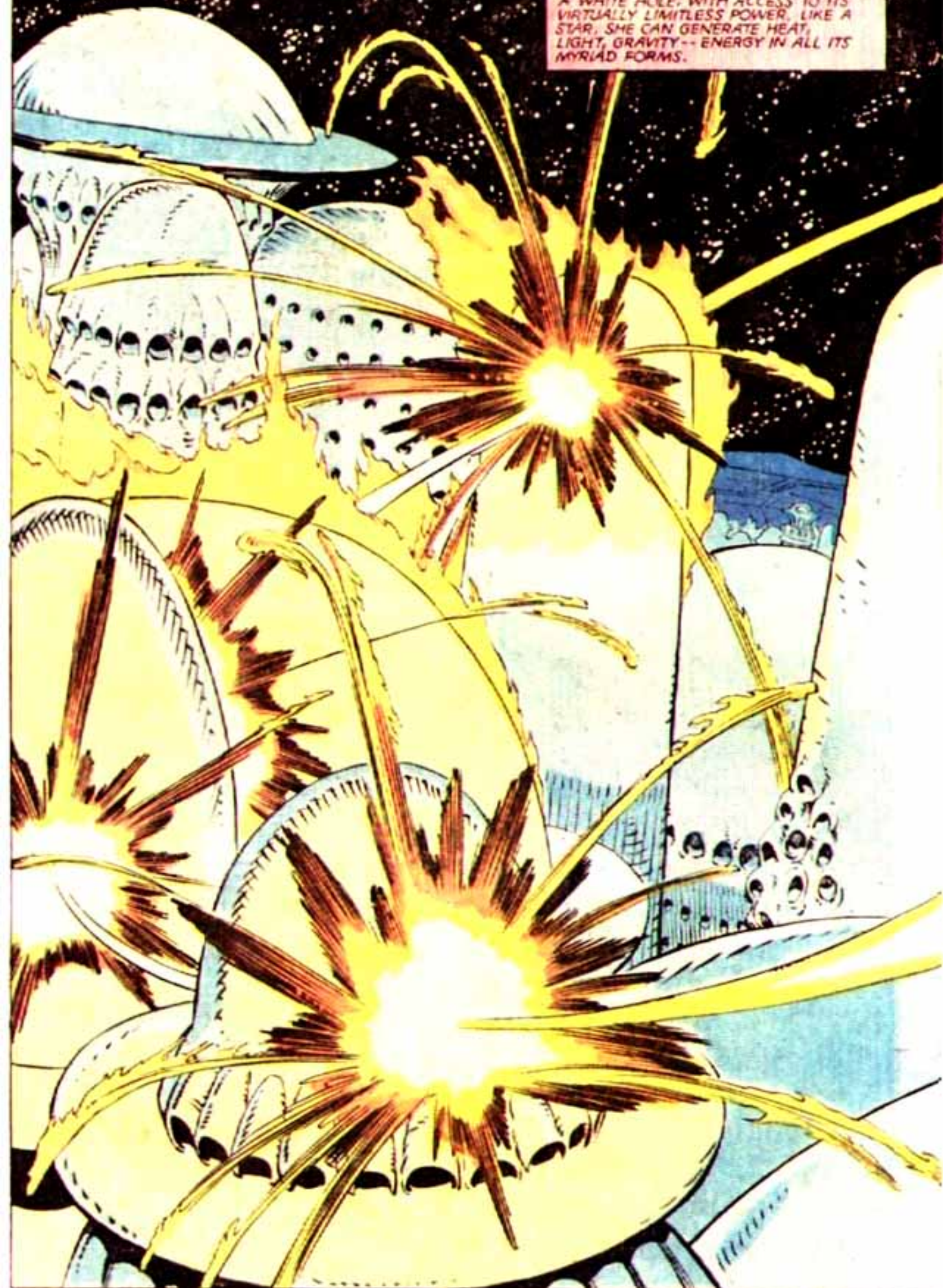
NOTHING SINCE THEIR ESCAPE. BUT THEIR FATE IS AS CERTAIN AS THAT OF YOUR ACANTI CAPTIVE.

HUNT-MASTER-- LOOK!

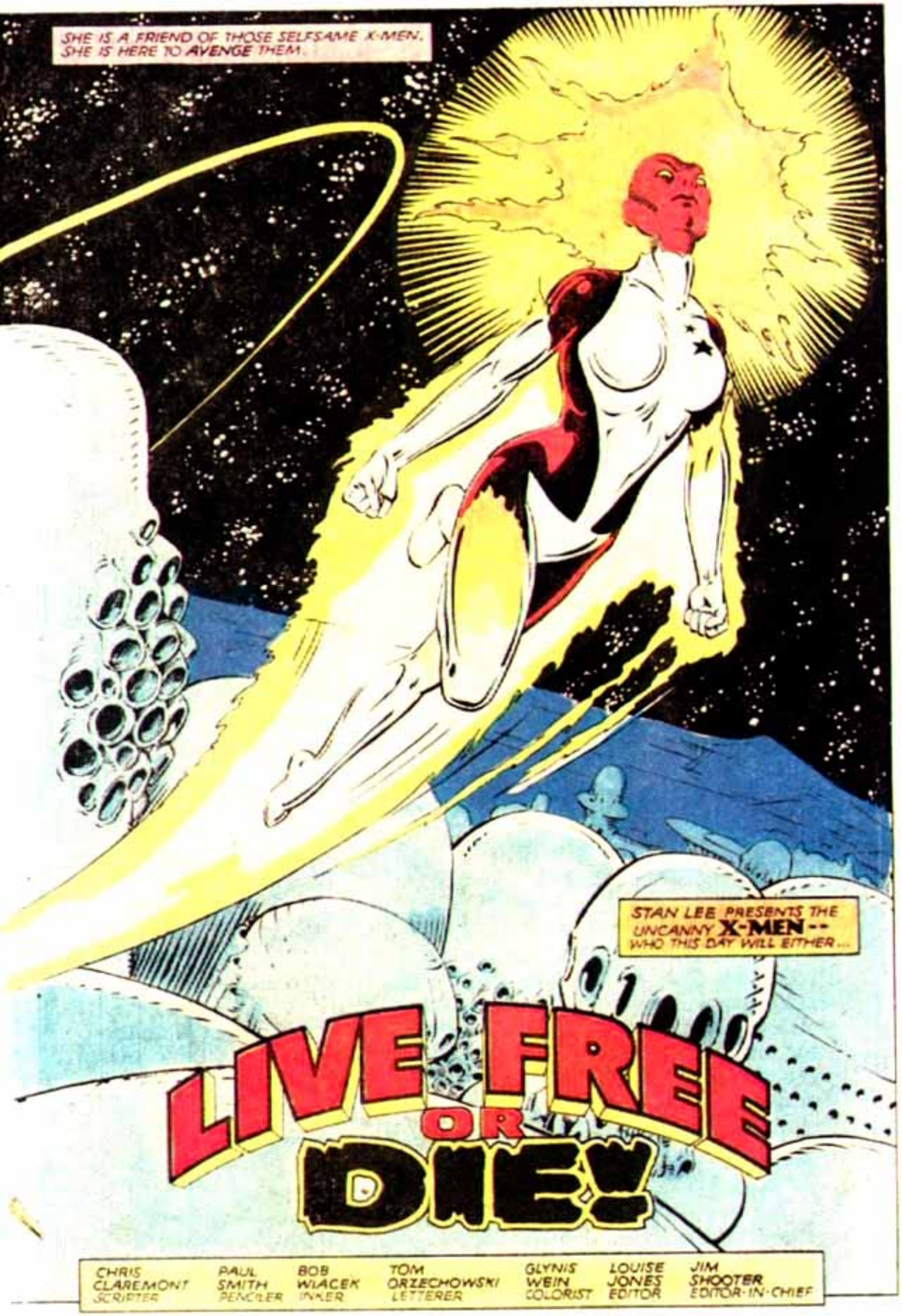
THAT LIGHT-- WHAT DOES IT MEAN?! WHAT IS HAPPENING??!

THE ANSWER IS AS SPECTACULAR
AS IT IS FINAL.

HER NAME IS BINARY. AND IN A VERY
REAL SENSE, SHE IS ONE WITH THE
UNIVERSE-- LINKED BODY AND SOUL TO
A WHITE HOLE, WITH ACCESS TO ITS
VIRTUALLY LIMITLESS POWER. LIKE A
STAR, SHE CAN GENERATE HEAT,
LIGHT, GRAVITY-- ENERGY IN ALL ITS
MYRIAD FORMS.



SHE IS A FRIEND OF THOSE SELF-SAME X-MEN.
SHE IS HERE TO AVENGE THEM.



STAN LEE PRESENTS THE
UNCANNY X-MEN --
WHO THIS DAY WILL EITHER...

LIVE FREE OR DIE!

CHRIS
CLAREMONT
SCRIPTER

PAUL
SMITH
PENCILER

BOB
WIACEK
INNER

TOM
ORZECOWSKI
LETTERER

GLYNIS
WEIN
COLORIST

LOUISE
JONES
EDITOR

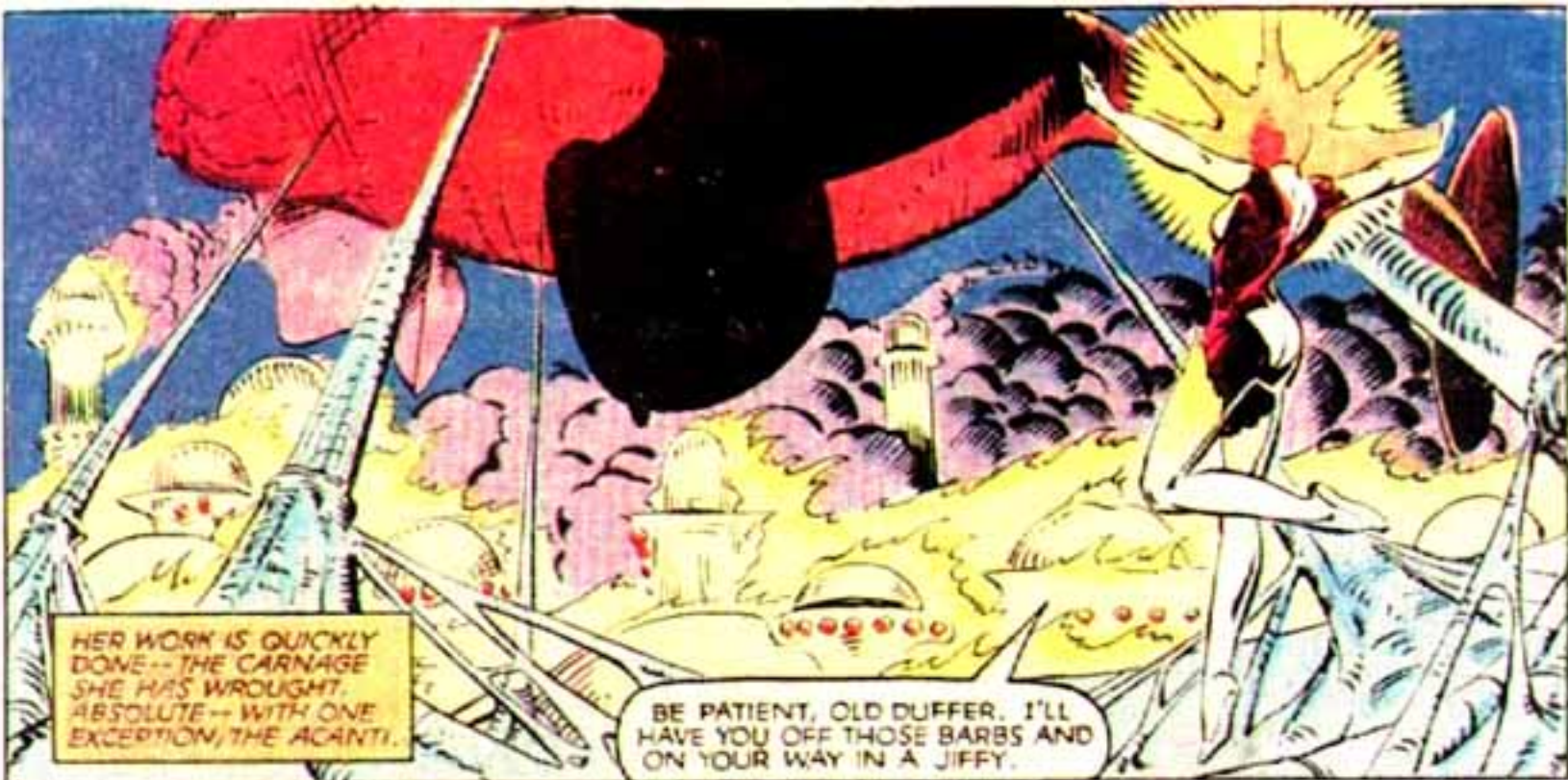
JIM
SHOOTER
EDITOR-IN-CHIEF

THE BROOD RESISTS...



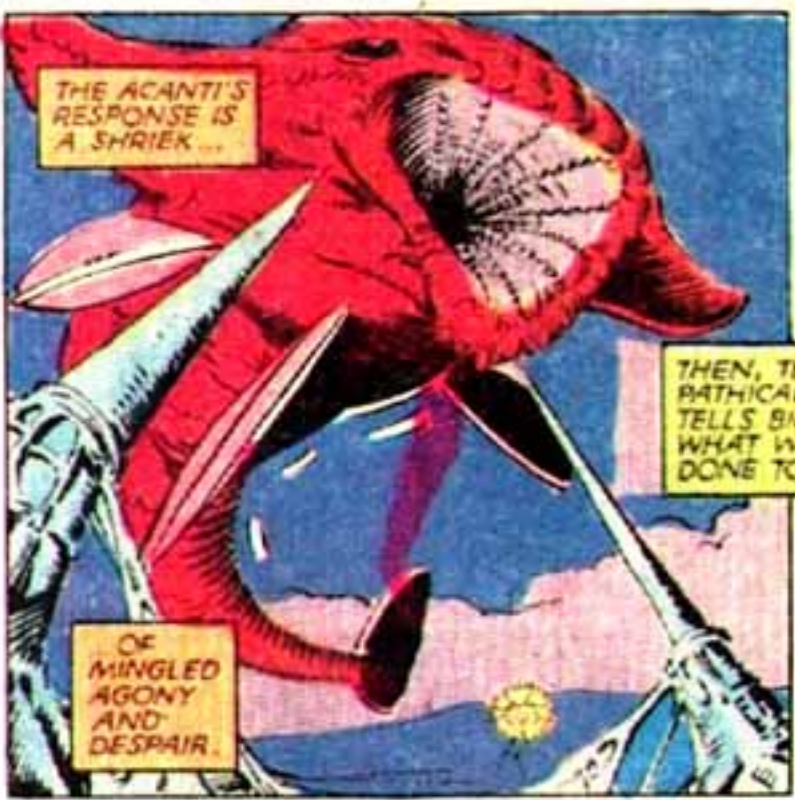
... FOR ALL THE GOOD IT DOES THEM.





HER WORK IS QUICKLY DONE-- THE CARNAGE SHE HAS WROUGHT. ABSOLUTE-- WITH ONE EXCEPTION, THE ACANTI.

BE PATIENT, OLD DUFFER. I'LL HAVE YOU OFF THOSE BARBS AND ON YOUR WAY IN A JIFFY.



THE ACANTI'S RESPONSE IS A SHRIEK...

THEN, TELE-PATHICALLY, SHE TELLS BINARY WHAT WAS DONE TO HER.

OF MINGLED AGONY AND DESPAIR.



THEY COMMUNICATE-- IN SONG! THIS ONE'S VOICE IS A RAGGED SHADOW OF ITS TRUE SELF, YET I'VE NEVER HEARD ANYTHING SO BEAUTIFUL.



RELEASING YOU WON'T DO ANY GOOD, WILL IT?



THE EFFECTS OF THE BROOD VIRUS ARE IRREVERSIBLE. THERE'S ONLY ONE WAY YOU CAN BECOME TRULY FREE.

IS THAT WHAT YOU WANT?

THE ANSWER IS YES, AND THE ACANTI'S WISH IS IMMEDIATELY GRANTED.



THAT'S ANOTHER LIFE THE BROOD OWES ME, ONE I WAS HELPLESS TO SAVE-- AS I WAS WITH THE X-MEN AND... MYSELF.

AT FIRST, AFTER MY METAMORPHOSIS INTO BINARY, I WAS ECSTATIC. I THOUGHT THAT AT LAST I'D FOUND MY HEART'S DESIRE.

BUT ALL I'VE DONE SINCE IS WHAT I DID BEFORE-- AS CAROL DANVERS-- FIGHT, KILL, SURVIVE. THERE'S NO JOY IN ME ANYMORE, ONLY GRIEF, AND HATE.

THE BROOD HELPED MAKE ME WHAT I AM. IT'S A MISTAKE THEY'LL LIVE TO REGRET.

GOING MY WAY?

HUH?!?

STORM!?!?

THIS IS WONDERFUL!
IT'S CRAZY! IT'S
IMPOSSIBLE!

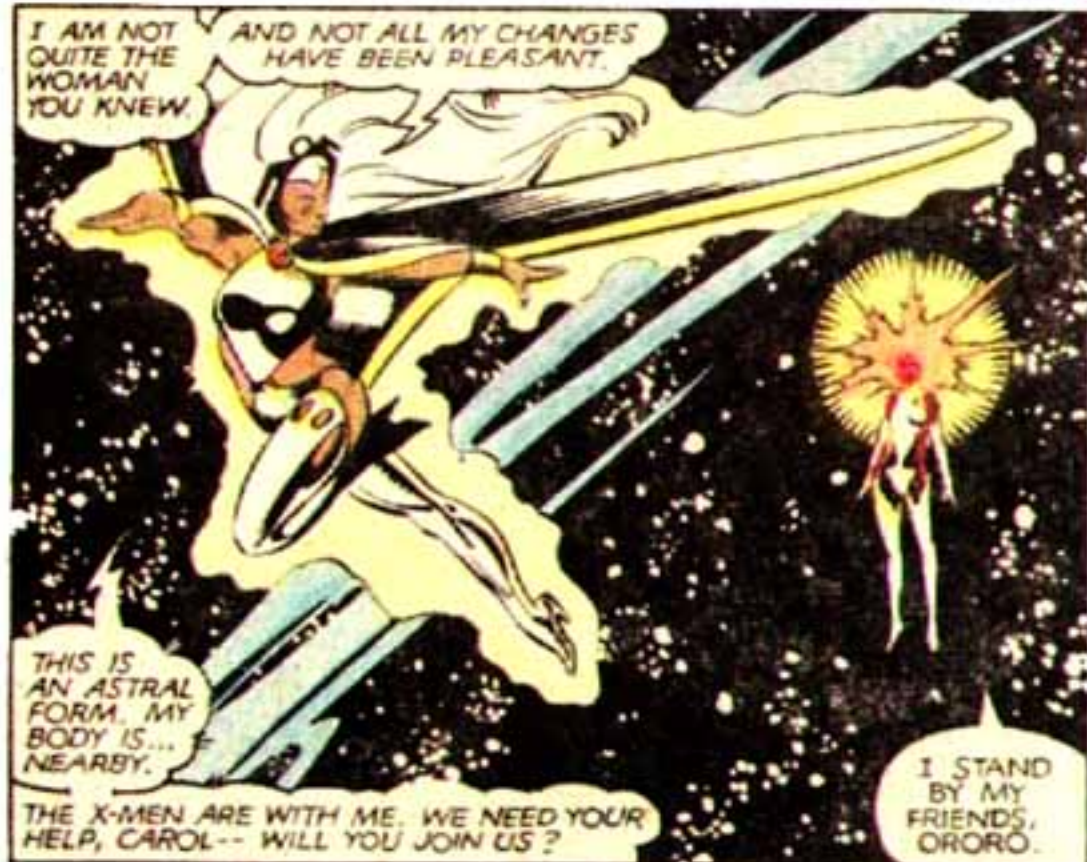


I THOUGHT I'D NEVER SEE YOU AGAIN--
THAT YOU'D EITHER BE DEAD OR TRANSFORMED
INTO A YOUNG QUEEN OF THE BROOD.

IN A SENSE, CAROL, I SUFFERED BOTH FATES. AND NEITHER.



EXPLAIN YOURSELF.
YOU'RE NO TELEPATH,
YET I HEAR YOUR
PROJECTED THOUGHTS.
AND HOW CAN YOU
SURVIVE, UNPROTECTED,
WITHOUT A PRESSURE
SUIT, IN DEEP
SPACE?



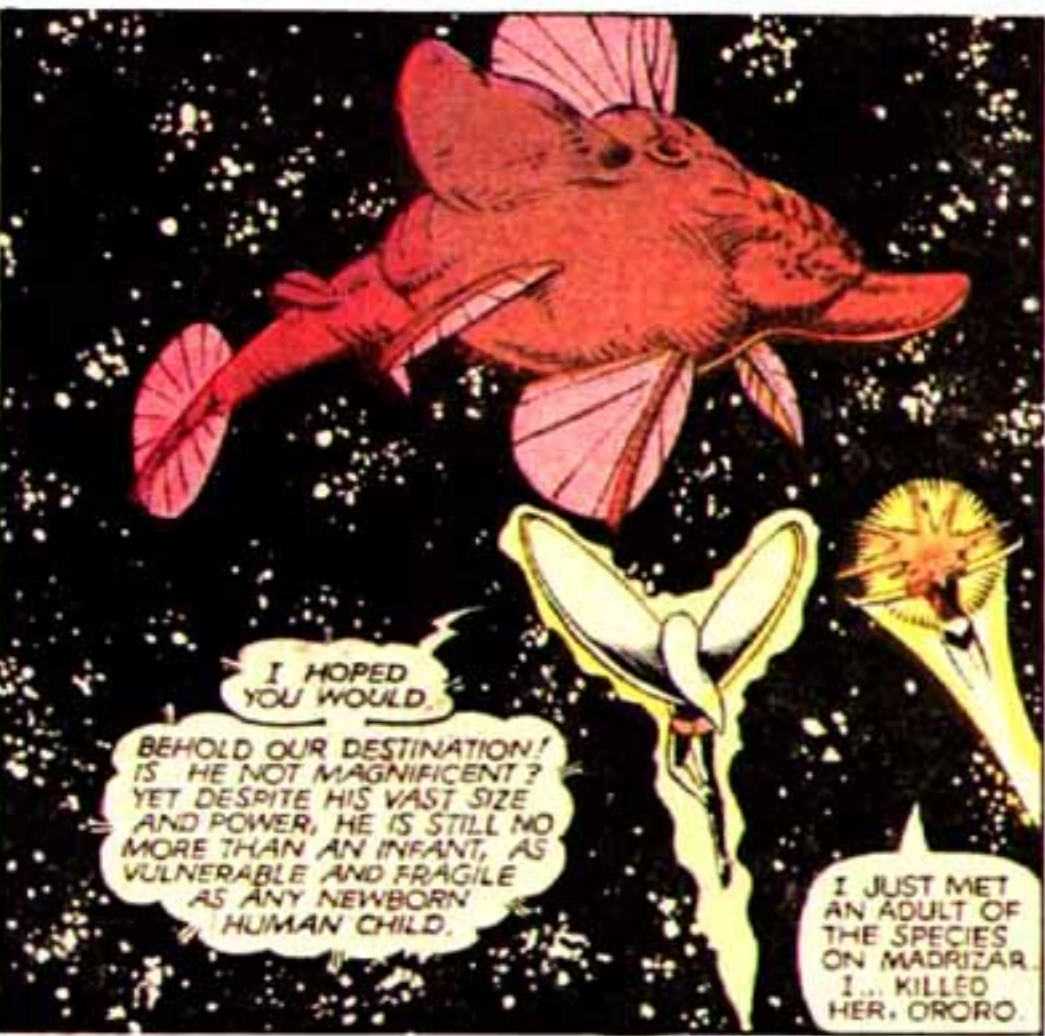
I AM NOT
QUITE THE
WOMAN
YOU KNEW.

AND NOT ALL MY CHANGES
HAVE BEEN PLEASANT.

THIS IS
AN ASTRAL
FORM. MY
BODY IS...
NEARBY.

THE X-MEN ARE WITH ME. WE NEED YOUR
HELP, CAROL-- WILL YOU JOIN US?

I STAND
BY MY
FRIENDS,
ORORO.



I HOPED
YOU WOULD.

BEHOLD OUR DESTINATION!
IS HE NOT MAGNIFICENT?
YET DESPITE HIS VAST SIZE
AND POWER, HE IS STILL NO
MORE THAN AN INFANT, AS
VULNERABLE AND FRAGILE
AS ANY NEWBORN
HUMAN CHILD.

I JUST MET
AN ADULT OF
THE SPECIES
ON MADRIZAR.
I... KILLED
HER, ORORO.



I HEARD HER DEATHSONG.
HAD YOU NOT, CAROL, I
WOULD HAVE--TO SPARE
HER FROM BECOMING
ONE OF THE BROOD'S
LIVING STARSHIPS.

Uh,
STORM--
IS THIS
PART OF
THE TRIP
REALLY
NECESSARY?

TRUST
ME, CAROL.
I WON'T
BITE.



"I WON'T BITE?!?"

REMEMBER THOSE CHANGES I MENTIONED? THIS IS THE MOST DRAMATIC.

I AND THIS ACANTI HAVE BECOME--

-- ONE AND THE SAME BEING!

THERE IS LILANDRA'S YACHT, Z'REEE SHAR. I HAVE TELEPATHICALLY ALERTED EVERYONE ABOARD OF OUR ARRIVAL. THEY ARE EAGER TO SEE YOU.

I'LL BET THEY ARE, CONSIDERING HOW WE PARTED.

I DIDN'T MEAN TO BLAST OUT THROUGH THE HULL. I WAS KINDA CRAZY. AND BY THE TIME I RECOVERED MY SENSES, I WAS TOO FAR FROM THE SHIP, LOST IN THE NEBULA THAT ENVELOPED IT. I FELT LOUSY.

NO HARM WAS DONE.

I'M GLAD OF -- ORORO, THAT MEMBRANE! COULD IT BE -- ?!

ME?

CONSIDER IT A LEGACY OF ONE OF MY... LESS PLEASANT MOMENTS.

A QUEEN EMBRYO WAS IMPLANTED IN YOU -- IN EVERY X-MAN -- BY THE BROOD'S MOTHER QUEEN. DID YOURS HATCH?

IT TRIED TO.

COME, THE OTHERS ARE WAITING.

SIX LOST SOULS: ONE ALIEN, LILANDRA, EXPATRIATE RULER OF THE GALAXY-SPANNING SH'AR EMPIRE, AND FIVE HUMAN-- CYCLOPS, COLOSSUS, KITTY PRYDE, WOLVERINE AND NIGHTCRAWLER-- MUTANTS, GIFTED WITH ABILITIES THAT SET THEM APART FROM THE REST OF THEIR SPECIES, FORGED INTO A TEAM OF UNSUNG OCCASIONALLY OUTLAW HEROES KNOWN AS THE X-MEN.



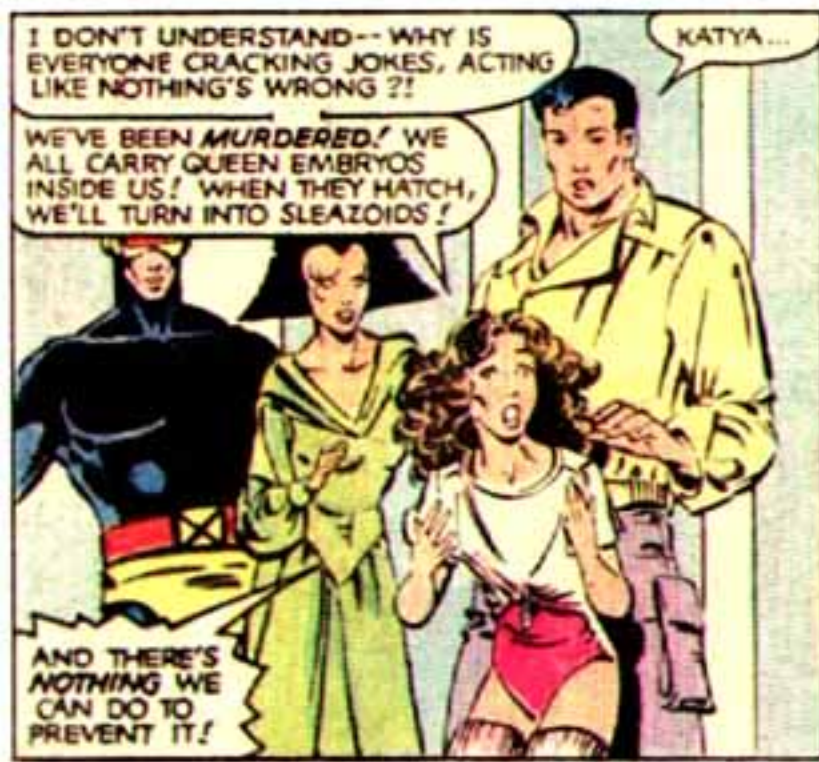
WE HAD SOME PRETTY HAIRY MOMENTS, THANKS TO YOU, CAROL.

YEAH, NOTHIN' LIKE AN EXPLOSIVE DECOMPRESSION T' REALLY LIVEN UP A DAY.

NEXT TIME, I'LL BE MORE CAREFUL.

AND TAKE THE SUSPENSE AND FUN OUT OF OUR LIVES? PERISH THE THOUGHT.

*SEE OUR LAST TWO ISSUES--L.



I DON'T UNDERSTAND-- WHY IS EVERYONE CRACKING JOKES, ACTING LIKE NOTHING'S WRONG??

WE'VE BEEN MURDERED! WE ALL CARRY QUEEN EMBRYOS INSIDE US! WHEN THEY HATCH, WE'LL TURN INTO SLEAZOIDS!

KATYA...

AND THERE'S NOTHING WE CAN DO TO PREVENT IT!



SHE IS RIGHT, MY FRIENDS.

PARTLY, COLOSSUS. BUT Y'KNOW, KITTEN, WHEN THINGS ARE UNBEARABLE-- AS THEY ARE NOW-- SOMETIMES THE ONLY WAY T'COPE IS BY LAUGHIN'.

MAYBE WE CAN'T STOP THESE TRANSFORMATIONS -- 'CEPT BY DYIN'-- BUT WE CAN MAKE SURE THE SLEAZOIDS NEVER PULL THIS STUNT WITH ANYONE ELSE.



YOU MENTIONED THIS BEFORE! WOLVERINE-- A SUICIDE ATTACK ON THE BROOD HOMELAND?

WHY NOT, CYCLOPS? SINCE WE ARE ALREADY DOOMED, WE HAVE NOTHING TO LOSE. IF WE KILL THEIR MOTHER QUEEN...



YOU WOULD ACCOMPLISH NOTHING.

THE STAKES HERE ARE FAR HIGHER THAN MERE VENGEANCE.



ARE YOU SUGGESTING WE BOW TO THE INEVITABLE AND ACCEPT OUR FATE? EASY FOR YOU TO SAY, STORM--YOU DESTROYED YOUR EMBRYO.

I OFFER A CHANCE TO RETURN TRUE TO OUR HERITAGE AND IDEALS-- TO SAVE LIVES RATHER THAN WANTONLY DESTROY THEM.

"FOR AS LONG AS LIFE HAS EXISTED IN THIS UNIVERSE, THERE HAVE BEEN ACANTI-- ROAMING INTERGALACTIC SPACE IN THEIR ENDLESS PURSUIT OF KNOWLEDGE, SERENADING THE STARS THEMSELVES, DOING NONE HARM.

"IF THE ACANTI ARE BENIGN, THE BROOD ARE THEIR OPPOSITE. THEIR ORIGIN IS UNKNOWN. THEY CAME TO THE MILKY WAY AGES AGO-- PERHAPS FLEEING SOME COSMIC CATASTROPHE OR A WAR THEY HAD LOST.

"TO THEM, THE ACANTI-- WITH THEIR NATURAL ABILITY TO FLY FASTER THAN THE SPEED OF LIGHT-- WERE A GODSEND.

"BUT THERE EXISTS IN NATURE A CRUEL SYMMETRY-- A NECESSARY BALANCE BETWEEN ALL THINGS, POSITIVE AND NEGATIVE, LIGHT AND DARK, GOOD AND EVIL.

"WHY BUILD A STARSHIP WHEN YOU CAN ENSLAVE ONE? ESPECIALLY ONE THAT ALLOWS YOU TO SUSTAIN YOURSELF BY CONSUMING ITS LIVING FLESH.

"IN THAT FIRST TERRIBLE HUNT, FATE DEALT THE ACANTI A VICIOUS HAND. AMONG THOSE STRICKEN BY THE SLAVER VIRUS WAS THE PROPHET-SINGER-- LEADER OF THE ACANTI, CARETAKER OF THE SOUL OF THE ENTIRE RACE.

"SO LONG AS HE LIVED, THE ACANTI COULD NOT, DID NOT, DESERT HIM. BUT EVEN HIS EVENTUAL DEATH DID NOT END THEIR TORMENT.

"NORMALLY, WHEN THEY DIE, ACANTI HURL THEMSELVES INTO THE HEART OF A STAR. IN THE CASE OF THE PROPHET-SINGER, THIS IS ESSENTIAL...

"...FOR UNLESS HIS BODY IS CONSUMED, THE ACANTI RACIAL SOUL-- CARRIED IN HIS CHARGE-- CANNOT BE RELEASED, TO BE PASSED ON TO HIS SUCCESSOR. AND WITHOUT THAT SOUL, THE ACANTI AS A RACE CANNOT SURVIVE. HOWEVER, WHEN THE PROPHET-SINGER DIED, THE BROOD GROUNDED HIM ON THIS SYSTEM'S THIRD WORLD-- AND TURNED HIS ROTTING CORPSE INTO THEIR THRONE CITY.

"THE SOUL REMAINS TRAPPED WITHIN THE CARCASS-- AND THE ACANTI REMAIN BOUND TO IT. DOOMED IF THEY LEAVE, DOOMED IF THEY REMAIN."

"THEN, AFTER AEONS IN BONDAGE, THE SURVIVORS-- THE PITIFULLY FEW ACANTI WHO HAD MANAGED TO ELUDE THE BROOD HUNTING CADRES-- WERE SWEEP BY A BURST OF HOPE. A PROPHET-SINGER, THE FIRST IN GENERATIONS, HAD BEEN CONCEIVED."

"BUT BEFORE THE BABY COULD COME TO TERM, HIS MOTHER WAS INFECTED WITH THE SLAYER VIRUS, RATHER THAN RISK HER SON'S INFECTION AND POSSIBLE ENSLAVEMENT..."

"... SHE GAVE PREMATURE BIRTH."

"IT WAS SHE WHOM YOU FOUND ON MADRIZAR, CAROL, HER LIFE YOU BROUGHT TO A MERCIFUL END."

"BUT THE BABY HAD BEEN BORN TOO SOON. IT WAS TOO FRAGILE TO SURVIVE-- ITS MIND UNABLE YET TO COPE WITH THE DEMANDS PLACED UPON IT-- EVEN WITH THE AID OF ITS ADULT BRETHERN THAT WAS WHEN THE ACANTI FOUND ME, FLOATING THROUGH SPACE, IN THE LAST MOMENTS OF MY OWN LIFE."

"THEY BONDED ME INTO A PHYSICAL AND PSYCHIC RAPPORT WITH THE INFANT. I PROVIDE THE AWARENESS, THE CONSCIOUS DIRECTION-- THE... WILL -- NECESSARY TO SUSTAIN HIM, UNTIL HIS OWN MIND DEVELOPS SUFFICIENTLY TO HANDLE THAT RESPONSIBILITY."

"IN RETURN, HIS BODY'S NATURAL HEALING ABILITIES RESTORE MY BODY TO HEALTH."

THIS IS A CRITICAL PERSONAL BALANCE RESTORED. AS "GODDESS" AND WOMAN, I AM CONSECRATED TO LIFE, SWORN TO PRESERVE IT. YET I DESTROYED THE QUEEN EMBRYO IMPLANTED WITHIN ME.



NOW, HOWEVER, I HAVE AN OPPORTUNITY TO SAVE AN EQUALLY HELPLESS LIFE. TO GIVE INSTEAD OF TAKE.

AND WHAT I DO FOR ONE, THE X-MEN MIGHT DO FOR AN ENTIRE RACE.

IF WE CAN RELEASE THE SOUL, SO THAT IT CAN BE PASSED ON TO THIS CHILD, HE CAN THEN LEAD THE ACANTI TO SAFETY.



WHERE DO WE FIND THIS SOUL, 'ORO?

IN THE HEAD OF THE SKELETON, AT ITS BASE.

FIGURES. I BEEN THERE, DARLIN'-- SOME VERY NASTY CRITTERS CLAIM THAT TURF, BEINGS EVEN THE BROOD ARE SCARED OF.

IN THAT CASE, LOGAN, WE OUGHT TO FIT RIGHT IN.



MY FRIENDS, I AM TIRED OF RUNNING, AND OF BEING A VICTIM. IF I AM TO DIE, I WOULD PREFER TO DO IT FIGHTING FOR SOMETHING, RATHER THAN AGAINST.

LET US SAVE THE ACANTI, IF WE CAN.



CAN WE, GUYS? PLEASE?

I THINK WE'RE AGREED ON THIS. BUT HOW TO BEST ACCOMPLISH THAT OBJECTIVE?

SUPPOSE STORM AND BINARY CREATE A DIVERSION, TO DRAW AS MUCH OF THE BROOD'S ATTENTION, AND THE BATTLE FLEET, AS POSSIBLE, AWAY FROM THE PLANET. SIMULTANEOUSLY, THE REST OF US BEAM DOWN TO THE SKELETON TO MAKE A RUN FOR THE SOUL.



IF WE KEEP LILANDRA'S YACHT HERE INSIDE THE BABY, THE SHIP'S SHIELDS MASKING IT FROM BROOD SENSORS, THEY'LL HAVE NO IDEA THE X-MEN ARE INVOLVED. WE COULD FINISH THE JOB BEFORE THEY'RE EVEN AWARE OF US.

SOUNDS FEASIBLE. BUT I'D PREFER IT IF CAROL 'N' I DID THE DIRTSIDE WORK, WHILE YOU AN' THE OTHERS STAY UP HERE WITH STORM.

WHY?



BECAUSE WE'RE FREE OF THE IMPLANTS, CYKE. WE THREE ARE THE ONLY PEOPLE WE CAN TRUST.

YOU ALL SEEM NORMAL... BUT THAT COULD CHANGE. ANYTIME, ANYWHERE. IF IT'S IN THE MIDDLE OF THIS CAPER, IN A FIREFIGHT, IT COULD MAKE ALL THE DIFFERENCE.



SO WHY NOT COVER YOURSELF BEFORE YOU EVEN BEGIN? YOU'VE GOT CLAWS, WOLVERINE. USE 'EM! IF THAT'S HOW YOU FEEL--

--KILL US NOW!

THAT WAY, NEITHER YOU NOR WE WILL HAVE ANYTHING MORE TO FEAR!

THIS IS THE MOMENT I'VE BEEN WAITIN' FOR-- AN' DREADIN'. I CAN'T SAVE 'EM. I SWORE I'D SEE 'EM DEAD BEFORE I'D ALLOW THEIR METAMORPHOSIS INTO SLEAZ-C'IDS. EACH SECOND I DELAY INCREASES THE RISK THAT I'LL FAIL. SO WHY DO I HESITATE?



THEY'RE MY FRIENDS!



WELL, MISTER, WHAT'LL IT BE?

AN' BECAUSE THEY ARE MY FRIENDS. I OWE 'EM LIFE.



OR A QUICK CLEAN DEATH



SNIKT!



NO!!



A DAY LATER...

...SEVEN BILLION MILES
CLOSER TO THE SUN...

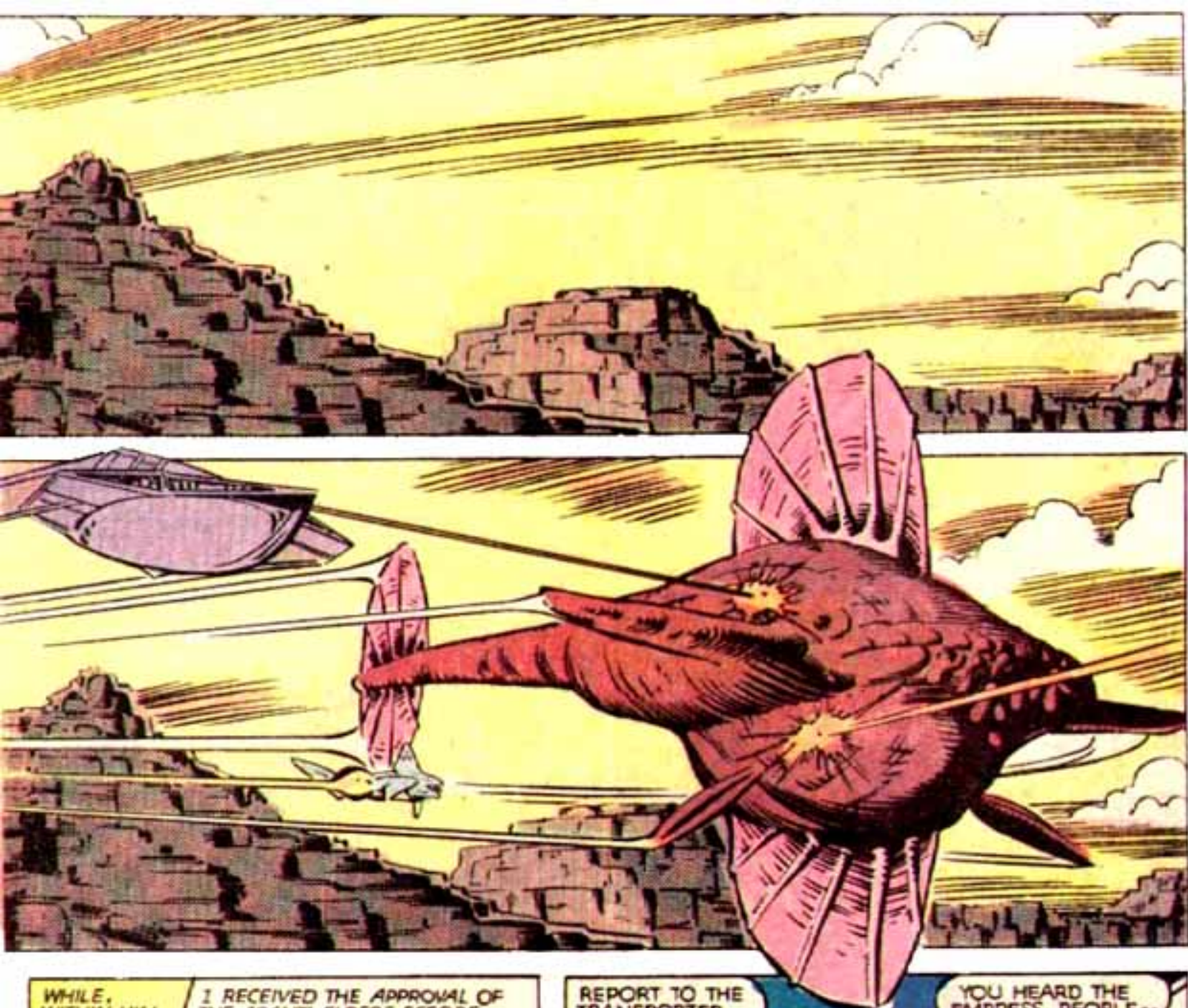
...THE EXPLOSION OF A MASSIVE SONIC BOOM HERALDS THE
PROPHET-SINGER'S ARRIVAL IN BROODWORLD'S ATMOSPHERE.

AN INTERCEPTOR SQUADRON-- A MIX, AS ARE ALL BROOD
UNITS, OF INORGANIC AND ORGANIC VEHICLES-- IMMEDIATELY
GIVES CHASE, BUT IT'S A FUTILE EFFORT. THEY CAN MATCH
NEITHER THE INFANT'S SPEED NOR HIS AGILITY.

IN A MATTER OF SECONDS, HE
REACHES THE SKELETON OF HIS
LONG-DEAD ANCESTOR.

THEN, WITH A
TAUNTING,
CONTEMPTUOUS
FLICK OF
THE TAIL...

THE ACANTI
SOARS
SPACEWARD.



WHILE, WITHIN HIM...

I RECEIVED THE APPROVAL OF THE ACANTI ELDERS BEFORE AGREEING TO SCOTT'S PLAN-- BUT SUPPOSE SOMETHING GOES WRONG? IF WE-- IF... I-- FAIL, IT WILL MEAN THE DESTRUCTION NOT ONLY OF THIS INNOCENT CHILD BUT OF ALL THE ACANTI'S HOPES AND DREAMS.

AND YET, WHAT REAL ALTERNATIVE HAVE WE?

NICE RIDE, DARLIN'

REMINDE ME TO PICK UP MY STOMACH ON THE WAY BACK.

REPORT TO THE TRANSPORTER ROOM, X-MEN.

IT'S TIME TO GO.

YOU HEARD THE EMPRESS, PEOPLE--

--MOVE OUT!

RELAX, BUB. WE KNOW WHAT TO DO.



HAVE YOU CHECKED YOUR CALCULATIONS, LILANDRA? ACCURACY IS ESSENTIAL. THE SLIGHTEST ERROR COULD MATERIALIZE US INSIDE THE PLANET OR HUNDREDS OF FEET UP IN THE AIR.

CYCLOPS! LILANDRA'S AN EMPRESS! YOU SHOULDN'T TALK TO HER LIKE THAT!

HMMH! I THOUGHT, WOLVERINE, MEIN FREUND, THAT YOU WERE OUR MASTER OF TACT AND DIPLOMACY.

CYCLOPS DOES SEEM TO BE TAKING HIS RESPONSIBILITIES RATHER SERIOUSLY.

SURE DOES, ELF.

I KNOW THE DANGERS, CYCLOPS, AND HAVE COMPENSATED FOR THEM.



IF YOU ARE AFRAID, STAY ABOARD.

I'M A CAREFUL MAN, MAJESTRIX.

I DON'T WANT ANY OF US HURT.

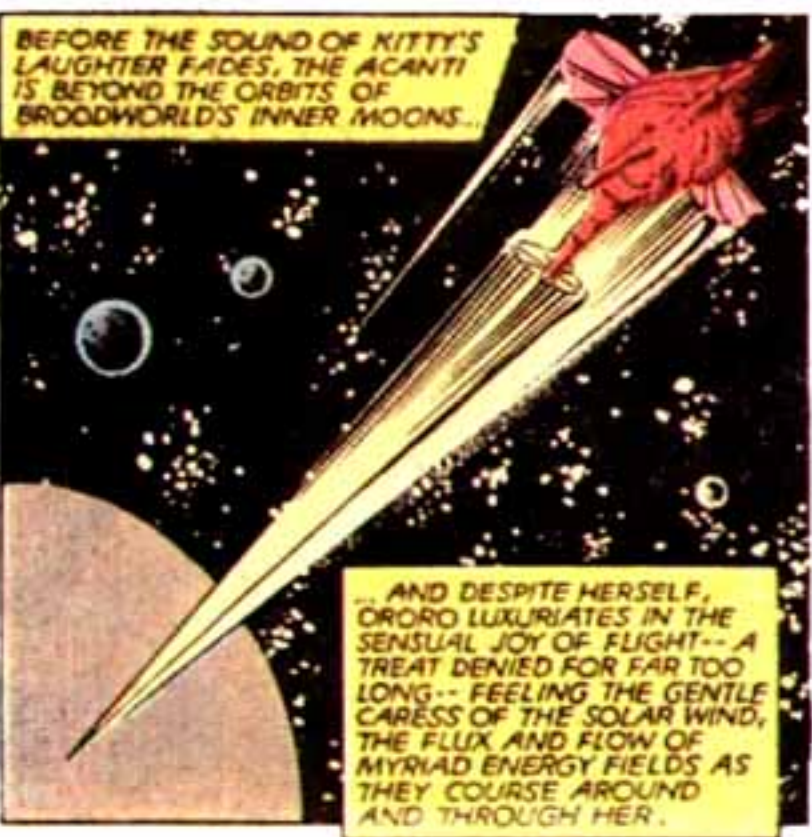


A SENTIMENT I, FOR ONE, WHOLE-HEARTEDLY SHARE.

ENERGIZE, SCOTTY! BEAM US DOWN!

HUH?? WHAT DID YOU SAY, KITTY?

≡Giggle!≡



BEFORE THE SOUND OF KITTY'S LAUGHTER FADES, THE ACANTI IS BEYOND THE ORBITS OF BROODWORLD'S INNER MOONS.

...AND DESPITE HERSELF, ORORO LUXURIATES IN THE SENSUAL JOY OF FLIGHT-- A TREAT DENIED FOR FAR TOO LONG-- FEELING THE GENTLE CARESS OF THE SOLAR WIND, THE FLUX AND FLOW OF MYRIAD ENERGY FIELDS AS THEY COURSE AROUND AND THROUGH HER.



A DISTURBANCE IN THOSE FIELDS DRAWS HER ATTENTION AFT-- AND SHE SMILES IN GRIM SATISFACTION.

THE BROOD HAVE TAKEN THE BAIT.

IN THE ROYAL HIVE, THE GREAT MOTHER IS QUICKLY APPRAISED OF THE SITUATION...

REVERED ONE, OUR SENSORS REVEAL THE TARGET AS AN ACANTI NEWBORN-- BUT THERE ARE ANOMALIES TO ITS BIOSCAN, I'VE NEVER SEEN ANYTHING LIKE THEM.

I HAVE, SHIP-MASTER. IT IS A PROPHECY-SINGER. ENSLAVE IT AND OUR HOLD ON THE ACANTI WILL TRULY BE UNBREAKABLE.

I WANT IT TAKEN ALIVE AND UNHARMED. AS IT SUFFERS, SO SHALL YOU.

MAJESTY, BEWARE! YOU ARE BEING DECEIVED!

WHO SPEAKS?!

DO YOU NOT RECOGNIZE ONE OF YOUR OWN PROGENY?

WHILE YOUR FLEET CHASES THE ACANTI WHELP...

...THE X-MEN HAVE DESCENDED TO THE PLANETARY SURFACE, BELOW THE THRONE CITY, IN AN ATTEMPT TO FREE THE STARSINGERS' SOUL!

NONE OF THEM CAN MONITOR MY TELEPATHIC COMLINK WITH YOU, AND THEY REMAIN UNAWARE THAT MY TRANSFORMATION HAS BEGUN. THEY STILL BELIEVE ME TO BE THEIR TRUSTED COMRADE. SHALL I SLAY THEM, BEFORE THEY SUSPECT?

NO! THEY ARE, AFTER ALL, YOUR BELOVED SISTERS.

MAINTAIN CONTACT, DAUGHTER. BE READY TO STRIKE WHEN I COMMAND.

HUNT-MASTER, ASSEMBLE A COMMANDO FORCE, THE FINEST WARRIORS-PRIME IN THE BROOD. WE LEAVE AT ONCE. I WILL LEAD.

I OFFER A CHOICE, HUNT-MASTER: FACE THEIR WRATH--

--OR MINE.

MAJESTY, THE X-MEN ARE IN THE CATACOMBS.

CREATURES EXIST THERE WHO PREY ON US AS WE DO UPON THE ACANTI.

MEANWHILE...

YUCK!

UNGLAUBLICH! THIS PLACE
SMELLS WORSE THAN IT LOOKS,
AND IT LOOKS AWFUL.

I WANT TO
GO HOME.

COLD FEET, WOLVERINE?
I DIDN'T THINK ANYTHING
COULD SPOOK YOU.

SMART
KID.

YOU WANT TO
MAKE SMART
REMARKS, BUB,
WAIT'LL WE'VE
MET THE
OPPOSITION.

WHERE DO WE
GO FROM HERE?

DOWN.

STORM TELEPATHICALLY
KEYED ME INTO THE
SOUL'S "SCENT." MY
ENHANCED SENSES ARE
ALREADY LOCKING IN ON IT

I WONDER
HOW ORORO'S
DOING?

I HOPE SHE
AND BINARY
ARE OKAY.

STAY CLOSE AN'
STAY READY. THE
PLANTS ARE JUST AS
DANGEROUS AS THE
ANIMALS, AN' THE
TWILIGHT DARKNESS
O' THESE TUNNELS
WORKS IN THEIR
FAVOR.

THEY CAN TAKE CARE O'
THEMSELVES, PUN'KIN, YOU
MAKE SURE YOU DO THE SAME.

AT THAT MOMENT, OUT IN SPACE...

WE ARE GAINING
ON THE INFANT,
SHIP-MASTER!

EXCELLENT. FOR ALL ITS ABILITIES, THE CHILD
LACKS THE ENDURANCE OF OUR ADULT VESSELS.

WEAPONER, AS SOON
AS WE ARE WITHIN
RANGE, OPEN FIRE.

NEW
CONTACT,
SIR!...

...MOVING BETWEEN US AND THE ACANTI!

IDENTIFY!

UNKNOWN, SIR! BUT ITS ENERGY
READINGS ARE OFF MY SCALE!


WHATEVER
THAT THING
IS, IT GLOWS--
LIKE A STAR!

BATTLE SCREENS TO MAXIMUM STRENGTH!
WEAPONER, BLAST IT OUT OF SPACE!


THE ORDERS
COME TOO LATE...

... AS DOES THE REALIZATION
THAT, THIS TIME, THE BROOD
ARE NOT HUNTERS, BUT PREY.






BINARY DRAWS
FIRST-BLOOD.



CAROL WAS TRAINED
AS A WARRIOR--
AS WERE WOLVERINE
AND LILANDRA.

KILLING IS
A FACT OF
THEIR LIVES,
A NECESSARY
REALITY.


TO ME,
THOUGH,
IT IS
ANATHEMA.



I HATE THE BROOD WITH
EVERY FIBRE OF MY BEING...

...YET STILL
I MUST FIND
ANOTHER
WAY.

ORORO'S PERCEPTIONS
SUBTLY ALTER THE
UNIVERSE WE SEE...



... EMPTY SPACE, BRIGHT STARS,
SOLID PLANETS --

-- BECOME A
MULTI-COLORED
PANORAMA
FILLED WITH
CONSTANTLY-
SHIFTING
PATTERNS OF
ENERGY...



... PRIMAL NATURAL FORCES WHICH STORM SHAPES AS A SCULPTRESS
DOES HER CLAY. IT ISN'T EASY. IN SPACE, THE ELEMENTS ARE MUCH
MORE POWERFUL THAN IN A PLANETARY ATMOSPHERE, THE STRENGTH
REQUIRED TO MANIPULATE THEM CORRESPONDINGLY GREATER.

SHE GOES BLIND WITH PAIN-- SENSES
AN AWFUL TEARING DEEP WITHIN AS
HER STILL-HEALING HUMAN BODY IS
PUSHED FAR BEYOND ITS LIMITS--
YET SHE DOES NOT RELENT.

AT HER COMMAND,
LIGHTNING FLARES
STAR-BRIGHT IN
THE DARKNESS, TO
STUN A BROODSHIP
AND ALL ABOARD.

WHILE, IN THE CATA-COMBS...

...NIGHTCRAWLER SKITTERS ALONG THE WALLS, TELEPORTING IN AND OUT OF HARM'S WAY, USING HIS ACROBAT'S AGILITY TO HANDLE AS MANY FOES AS POSSIBLE.

COLOSSUS, HIS ARMORED FORM COMPOSED OF SUPER-STRONG, HIGH-INVULNERABLE ORGANIC STEEL, RESORTS TO BRUTE FORCE.

WOLVERINE USES HIS CLAWS.

KITTY TRIES TO HELP, THEN SUDDENLY DISCOVERS SHE HAS TROUBLES OF HER OWN.

Y'ILLP!

FOR AN INSTANT, SHE'S TOO SCARED TO REACT.

THEN, HER TRAINING TAKES OVER...

AND SHE PHASES THROUGH THE WALL, OUT OF THE CREATURE'S GRASP.

IN THE GENERAL MELÉE, HER ABRUPT DEPARTURE GOES UNNOTICED.

THIS IS ONLY THE BEGINNIN', CYKE. THINGS GET HAIRIER, THE DEEPER WE GO.

YOU WANT TO QUIT, LITTLE MAN -- BE MY GUEST.

WHAT GIVES?! HE AN' I'RE SNIPIN' LIKE WE DID IN THE OLD DAYS, WHEN WE HATED EACH OTHER'S GUTS.

AN' TALK ABOUT ROLE-REVERSAL -- I'M S'POSED T' BE THE PSYCHO-KILLER AN' HIM THE BOSS. BUT HE'S SCRAPPIN' LIKE A BERSERKER AN' LEAVIN' ME T' CALL THE SHOTS.



ELSEWHERE ...

OWW!

NEXT TIME, I REALLY MUST WATCH WHERE I'M PHASING

I SLIPPED NOT ONLY THROUGH THAT CREEPY-CRAWLY--UGH!-- BUT THROUGH THE WALL IT WAS BASHING ME AGAINST. I MAY FLY THROUGH THE AIR WITH THE GREATEST OF EASE --

-- BUT MY LANDINGS LEAVE A BIT TO BE DESIRED.

WHERE AM I?

NOW THAT'S AN ORIGINAL LINE.

BOH!

MY GOSH!

SLEAZOID SKELETONS -- SCATTERED ALL OVER THE PLACE. PICKED CLEAN, TOO. Uh-oh -- SOME OF THE BONES ARE SHINY. THEY MUST HAVE BEEN PRETTY RECENT KILLS.

THIS IS A NEST, WITH EGGS IN IT, AND ONE OF 'EM'S CRACKED OPEN.

GREAT.

THOSE SLEAZOIDS LOOK RIPPED TO SHREDS. IF WHATEVER LIVES HERE CAN DO THAT TO THEM, I SHUDDER TO THINK OF WHAT IT COULD DO TO ME.

SO WHY STICK AROUND TO FIND OUT?

...BLISSFULLY UNAWARE THAT SHE'S BEING WATCHED...

...AND FOLLOWED.

USING HER PHASING POWER TO LITERALLY WALK ON AIR, KITTY HEADS FOR THE NEAREST EXIT...

IN SPACE, BINARY'S VALIANT EFFORT HAS BEEN FOR NAUGHT AS SHE IS OVERWHELMED BY THE SHEER NUMBER OF BROODSHIPS.



SHE'S STUNNED!

USE THE SNARE LINES TO BIND HER! WE'LL FLOOD HER SYSTEM WITH THE SLAVER VIRUS! ONCE SHE'S COMPLETELY UNDER OUR CONTROL...



...WE'LL BRING HER BEFORE THE MOTHER QUEEN, TO BE USED AS A ROYAL HOST!



WITH CAROL NEUTRALIZED, THE BROOD'S CONCENTRATING THEIR FIRE ON ME--AAII!

I'M HIT!

A... MINOR WOUND-- BUT I CANNOT AFFORD ANOTHER. IF THIS CHILD IS TO SURVIVE, I... I MUST FLEE.



DOST THOU RECOGNIZE YON ENERGY PATTERNS, CHRISTOPHER?

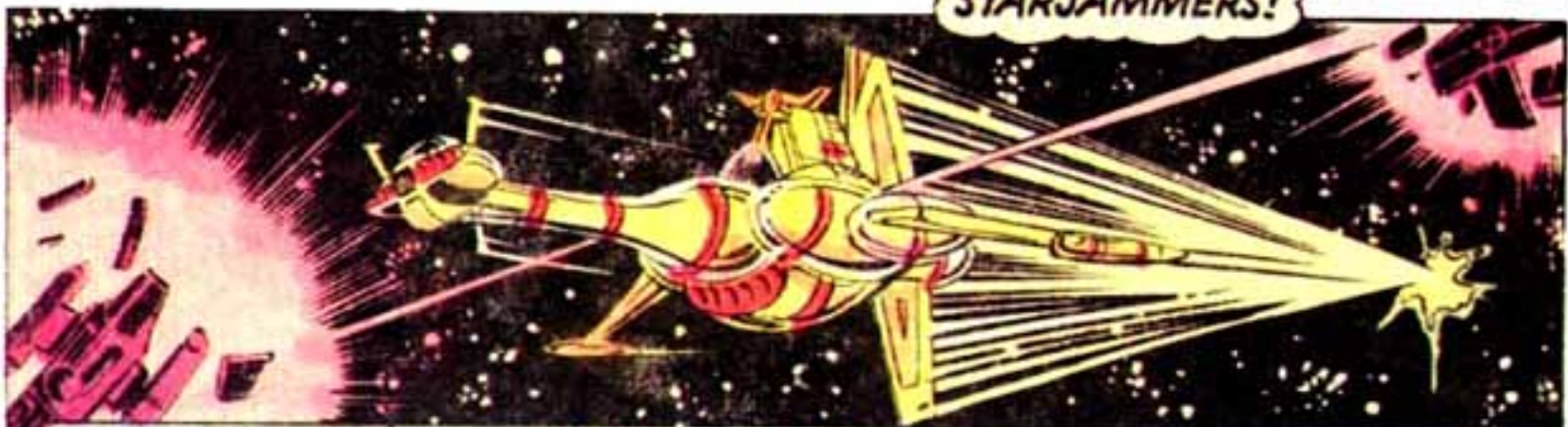
I CERTAINLY DO. ALERT THE OTHERS, RAZA. TELL THEM I THINK OUR QUEST IS NEARLY OVER.



Eh--?! A SPACECRAFT, MAKING THE DOWNSHIFT TRANSITION OUT OF WARP SPACE-- MY ACANTI EYES CAN ACTUALLY SEE IT HAPPENING!

THAT SHIP-- I KNOW IT!

THE STARJAMMERS!



THE GREAT STARSHIP-- MANNED BY A CREW OF INTERSTELLAR FREEBOOTERS-- HAS BEEN SEARCHING FOR THE X-MEN FOR WEEKS. TRUE TO FORM, THEY'VE ARRIVED IN THE PROVERBIAL NICK OF TIME.

THAT IS, TO SAVE STORM.

CYKE, WHERE'S KITTY?! I HAVEN'T SEEN HER IN A WHILE!

SHE KNEW THE RISKS, AND ACCEPTED THEM.

BUT IF YOU'RE SO CONCERNED, WOLVERINE, WHY DON'T YOU GO LOOK FOR HER.

I WISH I COULD, BUB-- BUT I GOT MORE IMPORTANT PROBLEMS. THE LONGER THIS FRACAS GOES ON, THE WORSE CYKE'S SHOOTIN' GETS-- HE'S MISSIN' ALL BUT THE EASIEST TARGETS-- LIKE HIS MIND KNOWS HOW TO USE HIS OPTIC BLASTS, BUT HIS BODY'S FORGOTTEN. HIS INSTINCTS ARE GONE!

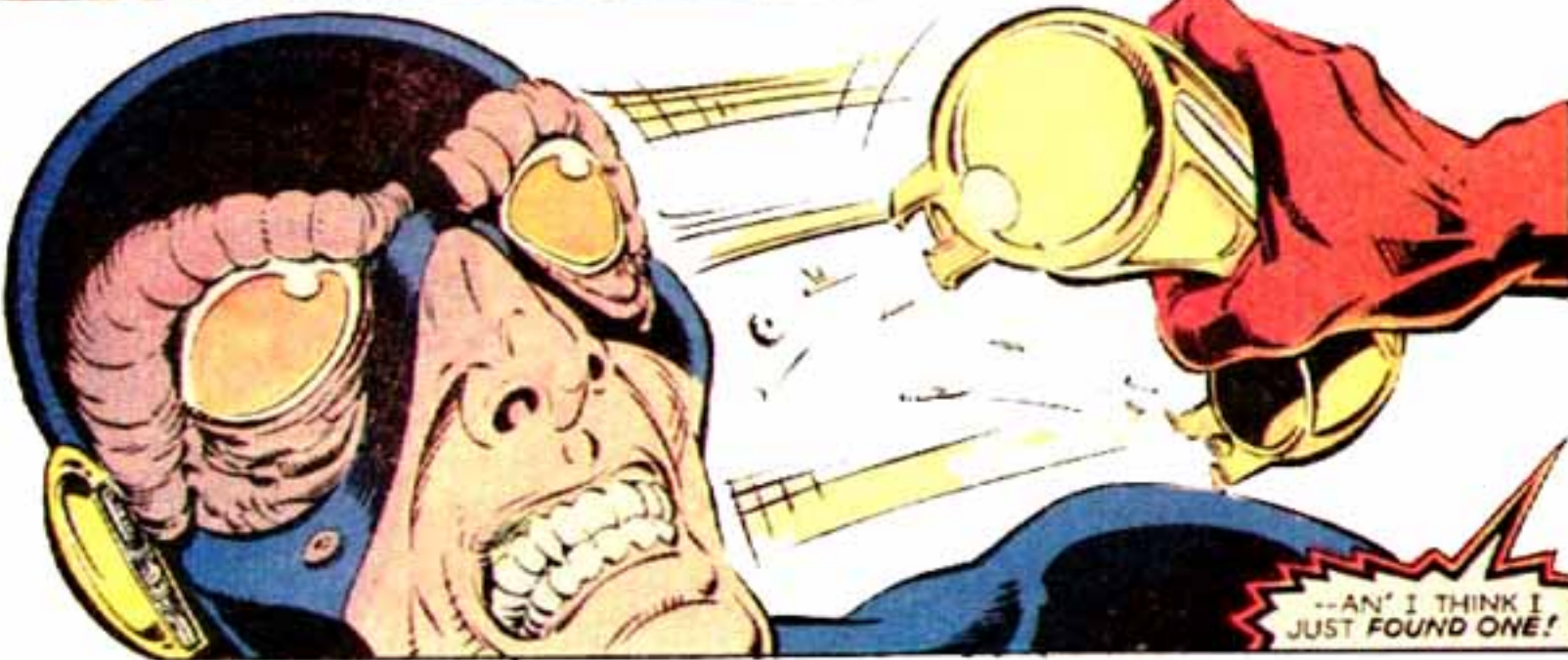
IF I COULD ONLY CATCH HIS SCENT, THAT'D CLINCH MY SUSPICIONS-- BINGO!



WOLVERINE! WHAT ARE YOU DOING?!

YOU MADMAN-- I'M NOT THE ENEMY!

WRONG, BUB. I'VE BEEN WORRYIN' SINCE WE STARTED ABOUT A TRAITOR IN THE GROUP--



--AN' I THINK I JUST FOUND ONE!



YOUR DISCOVERY WILL NOT SAVE YOU, HUMAN.

THE SAME TRANSFORMATION WHICH CLAIMS ME --

--WILL SOON CLAIM YOU ALL!

UNNNNGH!E

WHUNNEFF!E



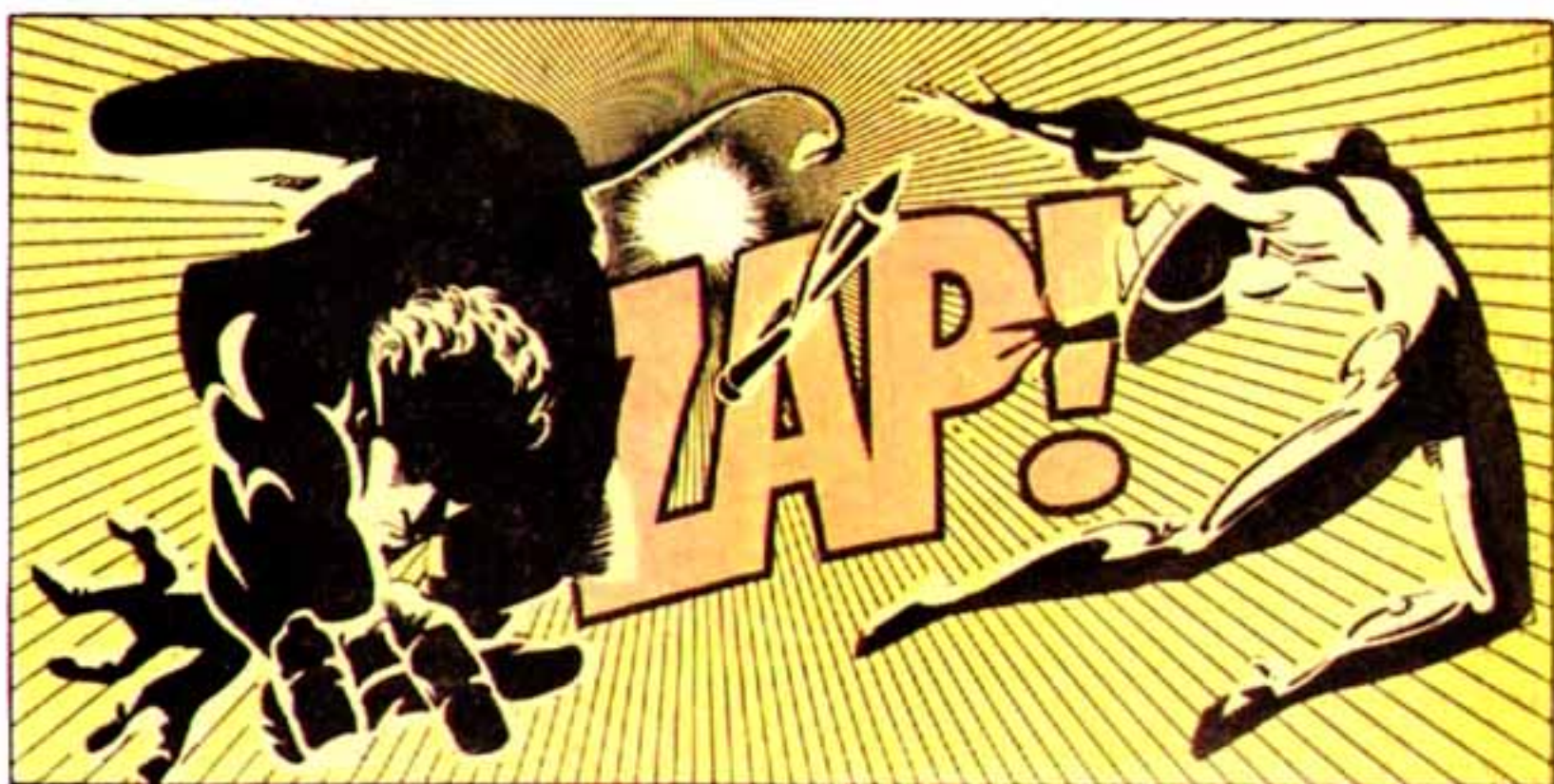
CYCLOPS-- HE'S BECOME ONE OF THE BROOD!

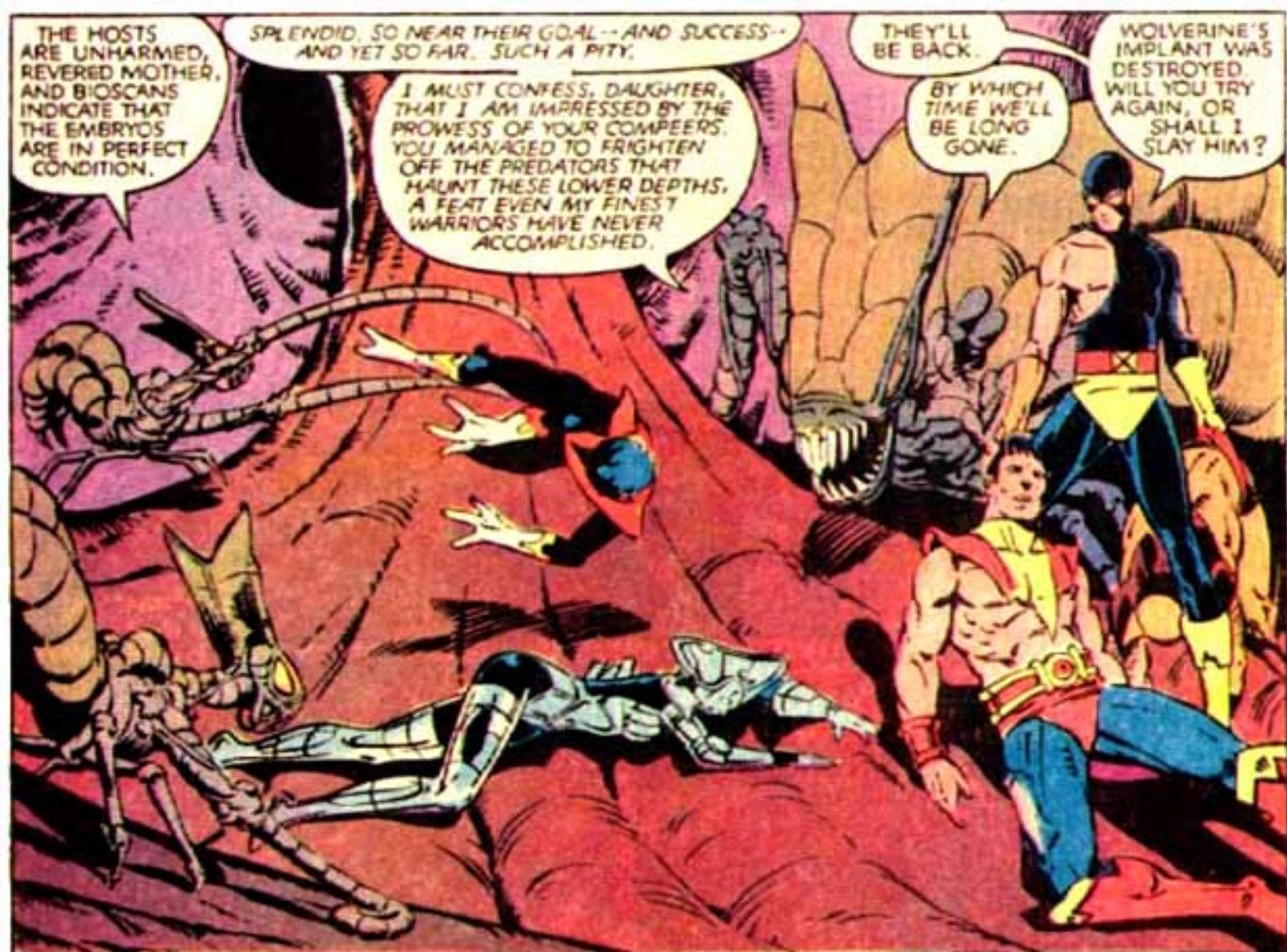
HIS METAMORPHOSIS HAS GIVEN HIM VOLUNTARY CONTROL OVER HIS OPTIC BLASTS, AND A MUCH WIDER ARC OF FIRE.

COLOSSUS AND WOLVERINE ARE OUT OF ACTION. USE YOUR TELEPORT ABILITY TO KEEP HIM OCCUPIED, NIGHTCRAWLER. I AND MY ENERGY SWORD WILL DO THE REST.



NO, MAJESTRIX, I'M AFRAID YOU WON'T.





THE HOSTS ARE UNHARMED, REVERED MOTHER, AND BIOSCANS INDICATE THAT THE EMBRYOS ARE IN PERFECT CONDITION.

SPLENDID, SO NEAR THEIR GOAL--AND SUCCESS--AND YET SO FAR. SUCH A PITY.

I MUST CONFESS, DAUGHTER, THAT I AM IMPRESSED BY THE PROWESS OF YOUR COMPEERS. YOU MANAGED TO FRIGHTEN OFF THE PREDATORS THAT HAUNT THESE LOWER DEPTHS, A FEAT EVEN MY FINEST WARRIORS HAVE NEVER ACCOMPLISHED.

THEY'LL BE BACK.

BY WHICH TIME WE'LL BE LONG GONE.

WOLVERINE'S IMPLANT WAS DESTROYED. WILL YOU TRY AGAIN, OR SHALL I SLAY HIM?



NO, TO BOTH. HIS BODY'S MUTANT IMMUNE SYSTEM WILL AUTOMATICALLY ATTACK THAT EGG AS IT DID THE FIRST. AND I WANT THE PLEASURE OF KILLING HIM MYSELF. I SHALL EAT HIM ALIVE--HE WILL WATCH AS I CONSUME EACH SUCCULENT MORSEL.

FOR THE SERVICE YOU HAVE DONE ME, DAUGHTER, YOU MAY SHARE IN THE FEAST.

HUNT-MASTER, PREPARE THE PRISONERS FOR TRANSPORT. AS SOON AS WE RECAPTURE THE YOUNGLING, KITTY--

-- WE WILL ASCEND TO THE ROYAL HIVE.



SPEAKING OF KITTY...

SHE'S WONDERING IF LEAVING THE NEST WAS SUCH A GOOD IDEA.

THERE ARE SLEAZOIDS EVERYWHERE! THESE TUNNELS ARE FULL OF 'EM!



I'VE BEEN ON THE RUN SINCE THEY SPOTTED ME. DON'T KNOW HOW MUCH LONGER I CAN KEEP UP THIS PACE.



I THINK I'M LOST, TOO.
WNGNUMFF!



I COULDN'T PHASE!

I MUST BE SO TIRED I CAN'T FOCUS THE PROPER CONCENTRATION!

OH, NO! THE SLEAZOIDS--!

HERE, BROTHERS!



IT WAS A MAGNIFICENT HUNT, BUT THE PRIZE IS AT LAST OURS!

AS A TRIBUTE TO YOUR COURAGE, LITTLE ONE, WE WOULD ORDINARILY FEAST ON YOUR LIVING HEART...

... BUT THE GREAT MOTHER WISHES YOU RETURNED TO HER ALIVE AND UNHARMED. PITY.



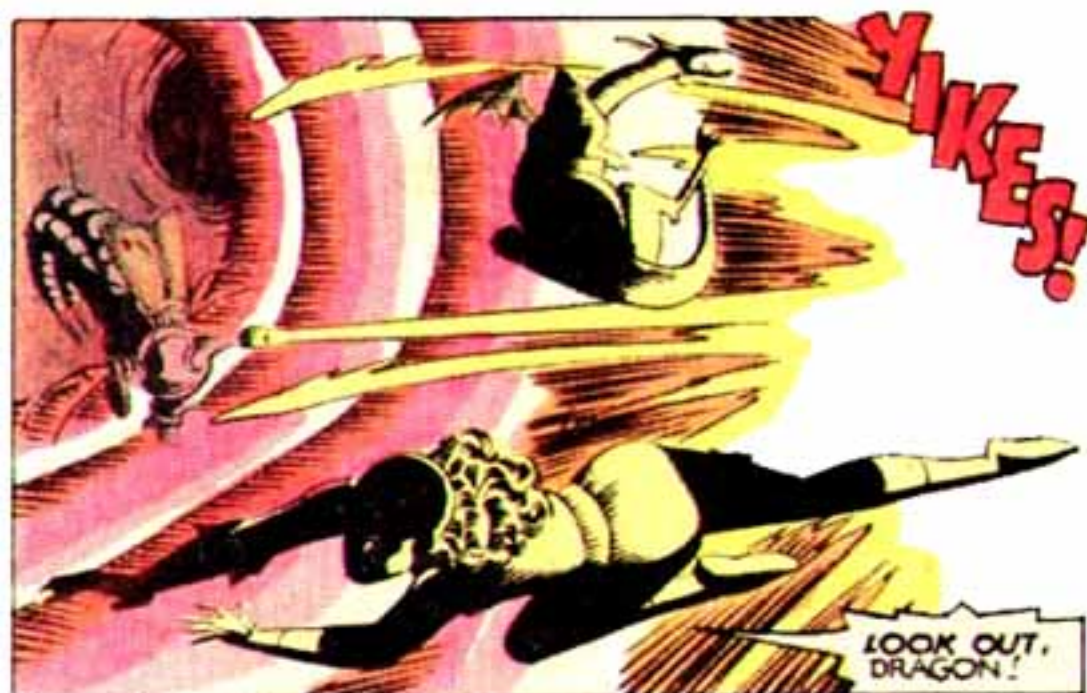
Ahem.

WHAT WAS THAT?!



BY THE BLACK NEBULA!!





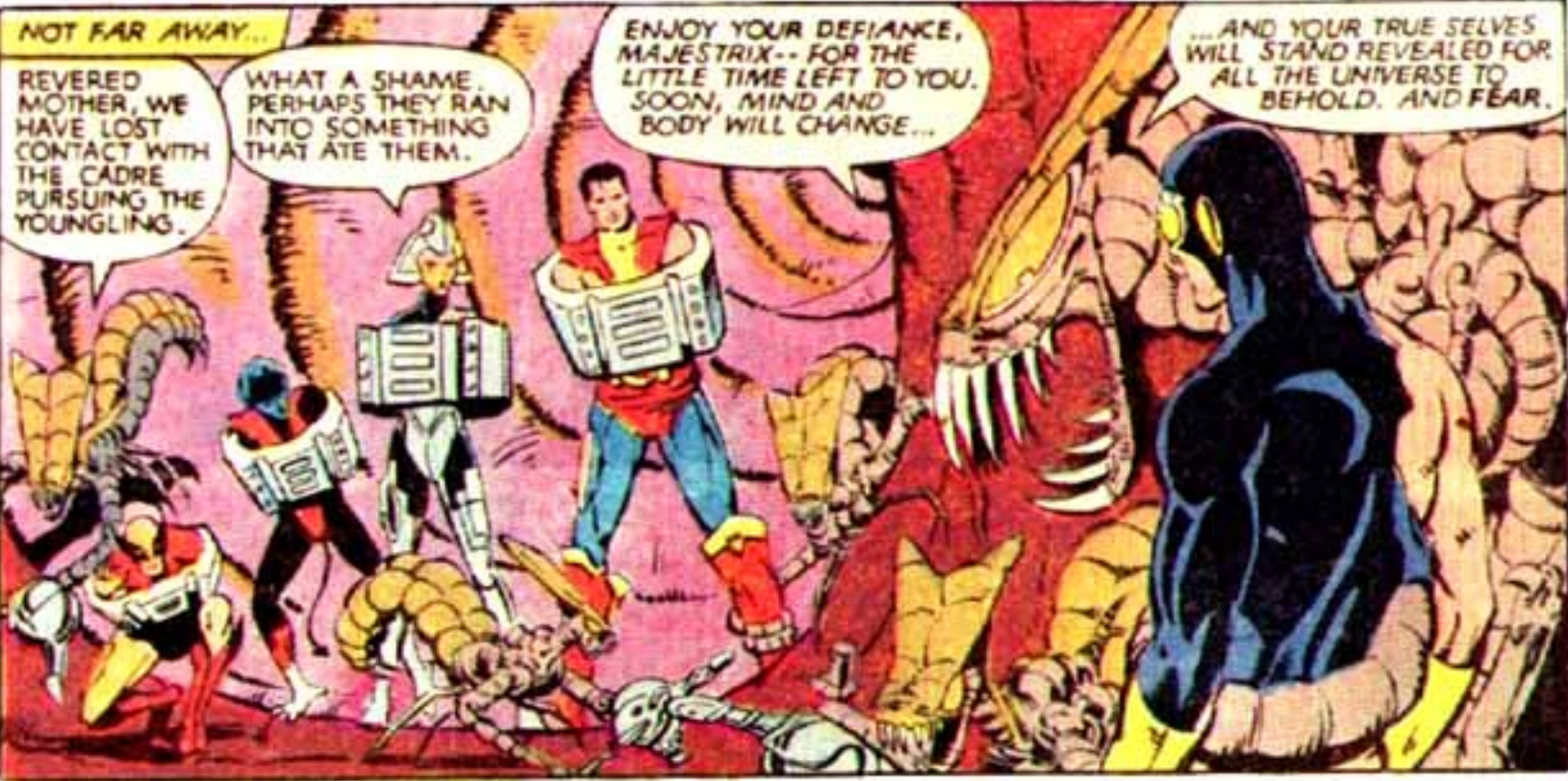
NOT FAR AWAY...

REVERED MOTHER, WE HAVE LOST CONTACT WITH THE CADRE PURSUING THE YOUNGLING.

WHAT A SHAME. PERHAPS THEY RAN INTO SOMETHING THAT ATE THEM.

ENJOY YOUR DEFIANCE, MAJESTRIX-- FOR THE LITTLE TIME LEFT TO YOU. SOON, MIND AND BODY WILL CHANGE...

...AND YOUR TRUE SELVES WILL STAND REVEALED FOR ALL THE UNIVERSE TO BEHOLD. AND FEAR.



THAT MOMENT IS NEARER THAN YOU THINK.

AARRGH!

M-MOTHER-- I HURT! MAKE IT STOP, PLEASE!

ENDURE, DAUGHTER. IT IS YOUR HOST BODY...



...RESISTING THE METAMORPHOSIS... GRAGKGH!

MY OPTIC BLASTS -- THEY'RE OUT OF CONTROL!



SLEAZOIDS DON'T HAVE EYELIDS. SCOTTY CAN'T BLOCK THE BEAMS NOW -- 'CEPT WITH HIS HANDS--

--AN' THE EMBRYO'S TOO INEXPERIENCED AN' PANICKED T' THINK O' THAT.

I GOT A CHANCE T' MAKE A MOVE.



WOLVERINE! I'VE KILLED HIM!



NOT HARDLY, BUB
I MOVED SO A GLANCING BLOW FROM THOSE BEAMS O' CYKE'S WOULD TRASH MY SHACKLES.



IF I'D CAUGHT A FULL BLAST, I'D O' BEEN NOTHIN' BUT PULP AN' ADAMANTIUM BONES. IT WAS AN ALL-'R-NOTHIN' LONGSHOT-- MY KIND'A GAMBLE--



-- AN' IT PAID OFF!
GOTTA MOVE FAST-- HE'S GETTIN' THINGS BACK UNDER CONTROL.



BOY'S IN AGONY. I KNOW HOW HE FEELS.



KRAK

* WOLVERINE UNDERWENT HIS OWN FORTUNATELY UNSUCCESSFUL METAMORPHOSIS IN X-MEN #162 -- L.

WISH I COULD PUT HIM OUTTA HIS MISERY-- BUT, FOR THE MOMENT, HE'S MORE USE T' ME ALIVE.

WARRIORS-- YIELD OR I POP MY CLAWS ON THE QUEEN AN' CYCLOPS BOTH.



WHAT SHALL WE DO, HUNT-MASTER?

BURN THE MAMMAL!

WE DARE NOT!



DROP THE WEAPONS, CREEPS--



--OR SHE DIES!



SMART MOVE.

NOW RELEASE THE X-MEN.



THE X-MEN COVER CYCLOPS' EYES WITH HIS VISOR, WHILE THE SHACKLES ARE USED TO BIND THE BROOD WARRIORS, WHO ARE THEN LEFT BEHIND AS OUR HEROES CONTINUE ON THROUGH THE CATACOMBS, UNTIL...



WE'VE ARRIVED, TROOPS.

I MARK KITTY'S SCENT--AN' A SLEAZOID'S-- BOTH HEADIN' INTO THAT CAVERN.



YOU NEEDN'T WORRY ABOUT THE WARRIOR, WOLVERINE. THE SOUL JUDGED HIM AS IT DOES ALL WHO BEHOLD IT...

KITTY... ???



... AND FOUND HIM WANTING.

HEY, PUN'KIN, YOU ALL RIGHT ?

SURE. IT'S JUST THAT WHAT I... SAW TAKES A LITTLE GETTING USED TO.

THE WARRIOR TURNED TO CRYSTAL, LOGAN, RIGHT BEFORE MY EYES. I FELT SO STRANGE THEN, I THOUGHT THE SAME THING WOULD HAPPEN TO ME, BUT IT DIDN'T.



AND YOU WEREN'T SCARED EVEN A BIT !

KATYA, I AM PROUD OF YOU !



ARE YOU KIDDING? I WAS PETRIFIED.

HEY! PETER, PUT ME DOWN! = Giggles ! =

THAT SOUNDS MORE LIKE MY FAVORITE KITTEN.

IT IS GOOD TO HEAR YOU LAUGH.



I'M GLAD I'M STILL ABLE TO. I FIGURE I WASN'T AFFECTED BECAUSE I'M STILL FUNDAMENTALLY HUMAN. BUT MAYBE WE'D BETTER LEAVE THE QUEEN OUTSIDE.

BY THE WAY, ANYONE SEE A LITTLE... CRITTER FLYING AROUND HERE?

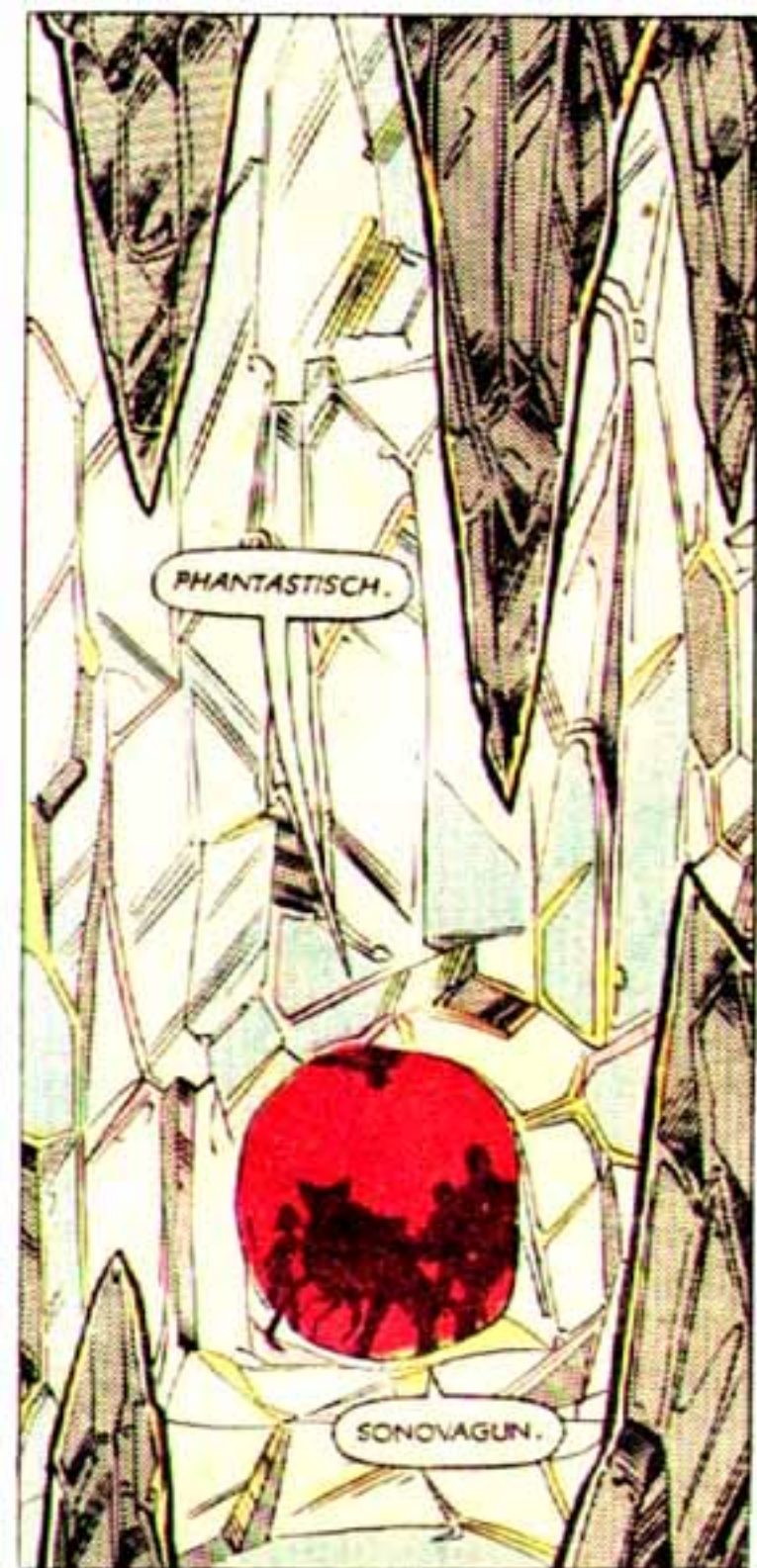
NOPE. WHY?

Oh... NOTHING IMPORTANT.



X-MEN, YOU ARE FLESH OF MY FLESH. WHERE YOU GO...

...SO SHALL I.



PHANTASTISCH.

SONOVAGUN.



CAN YOU FEEL THE LOVE, GUYS? WE'RE STRANGERS--ALIENS--YET THE SOUL WELCOMES US.

WELCOMES YOU, PERHAPS, YOUNGLII-J--



--BUT I SENSE ONLY A HATRED AS DEEP AND ABIDING AS MY OWN.

BY THE WHITE WOLF!
COMRADES, LOOK AT THE CRYSTAL BENEATH THE QUEEN!



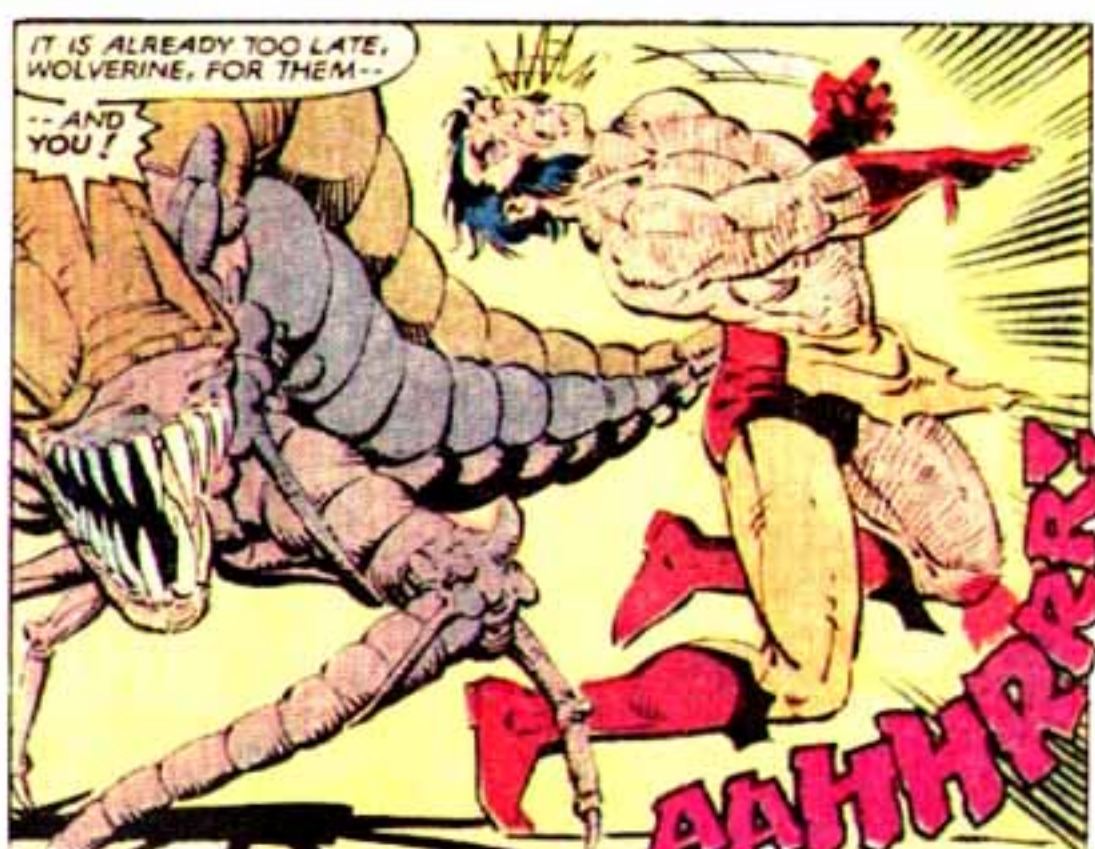
FASCINATING. EVIDENTLY, I AM CAPABLE OF CORRUPTING EVEN THIS HOLY OF HOLIES.



AND SO, IT SEEMS, ARE MY CHILDREN.

NO!

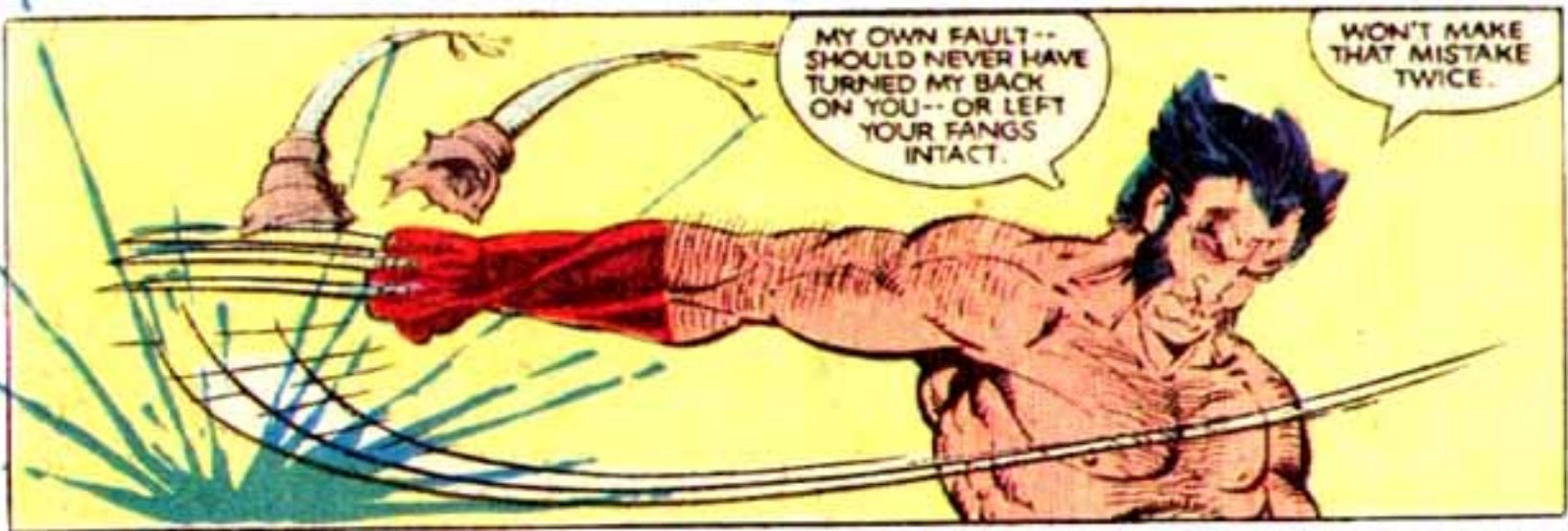
OUTTA HERE, EVERYBODY--BEFORE IT'S TOO LATE!



IT IS ALREADY TOO LATE, WOLVERINE, FOR THEM--

--AND YOU!

AAHRRR!



MY OWN FAULT--
SHOULD NEVER HAVE
TURNED MY BACK
ON YOU-- OR LEFT
YOUR FANGS
INTACT.

WON'T MAKE
THAT MISTAKE
TWICE.



TRUE, LITTLE MAN--
FOR YOU ARE
ABOUT TO DIE.



NOT... YET,
MAMA!

TOOK ONE
HECKUVA JOLT--
MAYBE MORE
VENOM THAN
MY SYSTEM
CAN HANDLE.



BUT I AIN'T
LETTIN' THAT
STOP ME, NOT
'TIL I'VE DONE...



A MAJESTIC
SIGHT,
IS IT NOT?

THE EMPATHIC RESONANCE
OF THEIR METAMORPHOSIS
ALREADY SATURATES
THIS CHAMBER.

AS THEY ARE CONSUMED, SO SHALL THE
ACANTI SOUL BE TRANSFORMED WITH THEM.
NO LONGER WILL WE HAVE TO HUNT THE
STARSINGERS. THEY WILL SERVE US
WILLINGLY-- BECAUSE ACANTI AND BROOD
WILL HAVE BECOME ONE!



OUR RULE WILL SPREAD ACROSS
THE STARS, OUR MANIFEST
DESTINY FULFILLED!

WANNA
BET?



FIRST
THEM,
QUEENIE.



THEN-- WITH MY
LAST BREATH,
IF NEED BE--

--YOU!



WHOA, SON! LET'S NOT BE TOO HASTY!

CAROL--!?!

QUIT PLAYIN' ABOUT, WOMAN! CAN'T 'CHA SEE WHAT'S HAP'NIN'?!



TRUST ME, LOGAN. I KNOW WHAT I'M DOING.

YOU LOOK AWFUL, OLD FRIEND.

FEEL... WORSE.



REST EASY, THEN. I'LL HAVE YOU ABOARD THE STAR-JAMMER...

... AND UNDER SIKORSKY'S CARE AS SOON AS I'M FINISHED HERE.

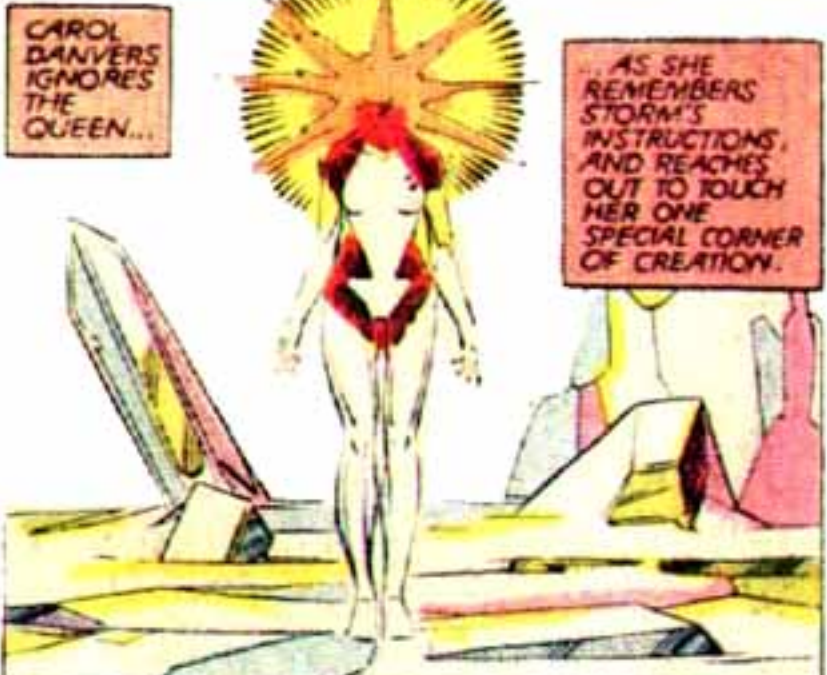
F'RGET ABOUT ME. SAVE... OTHERS, IF YOU CAN. SAVE... ACANTI!



HOW NOBLE, WOLVERINE.

SLAY ME, IF YOU CAN-- SLAY YOUR PRECIOUS X-MEN, TOO, FOR THEY CANNOT BE "SAVED" -- IT WILL AVAIL YOU NAUGHT. A FINAL ROYAL EMBRYO EXISTS. AND WHEN IT MATCHES--

--YOUR WORLD IS DOOMED!



CAROL DANVERS IGNORES THE QUEEN...

... AS SHE REMEMBERS STORM'S INSTRUCTIONS, AND REACHES OUT TO TOUCH HER ONE SPECIAL CORNER OF CREATION.

AS WOLVERINE AND THE QUEEN WATCH, CAROL BECOMES AN ELDRITCH CREATURE OF LIGHT AND FIRE, A LIVING STAR--



-- HER CELESTIAL RADIANCE REFLECTED AND AMPLIFIED BY THE CRYSTAL CAVERN -- UNTIL, FINALLY, SHE'S GENERATED ENOUGH POWER TO RELEASE THE ACANTI SOUL.



A BLINDING BOLT OF ENERGY RIPS UPWARD INTO SPACE...



... LEAVING IN ITS WAKE A SONG OF LONGING AND JOY AND ETERNAL LOVE.



AND THUS, AFTER UNTOLD AEONS...

... THE UNION OF SOUL AND LIVING PROPHETSINGER IS ONCE MORE COMPLETE.



THE ACANTI ARE AT LAST FREE.



OH...
... MY!

NOT BAD, IF I DO SAY SO MYSELF. BEATS MY LAST BIG STUNT ALL HOLLOW.

I'VE NEVER FELT SO WRECKED-- I CAN BARELY STAND-- BUT IT WAS WORTH IT.

*SEE X-MEN #164 -- LOUISE.



LOGAN... ? HOW'S BY YOU?

DARLIN', WE GOTTA STOP MEETIN' LIKE THIS.

SPOILSPORT.

CAROL -- THE... OTHERS! EVEN WITH THE SOUL FREE...



... WE CAN'T LET THEIR METAMORPHOSES BE COMPLETED.

IT'S A MOOT POINT, PARTNER. TAKE A LOOK.



I THINK THE SOUL TOOK CARE OF THINGS FOR US...

... BY PURGING THE SLEAZOID ELEMENTS FROM THEIR BODIES.

AND INSTEAD OF CORRUPTING THE ACANTI...

... IT SEEMS THE BROOD QUEEN WAS MADE AS PURE AS THAT WHICH SHE WAS SWORN TO DESTROY.



SUDDENLY...

TREMORS!

WHEN I UNLEASHED THE SOUL, I WAS PLAYING WITH FORCES ON A PRETTY COSMIC SCALE. THERE'S NO TELLING WHAT EFFECT THOSE KINDS OF PRIMAL STRESSES WILL HAVE ON THE PLANET.

BUT I SUGGEST WE DON'T STICK AROUND TO FIND OUT.

MY DRAGON...!



CORSAIR, D'YOU READ ME?

PERFECTLY, MY DEAR.

LOCK ONTO MY SIGNAL, AND PICK US UP. PRONTO!

YOU'RE ON YOUR WAY.



A MOMENT LATER, THE STARJAMMER'S TELEPORT BEAM REMOVES THEM FROM THE PLANETARY SURFACE.

I WANTED TO FIND HIM, TO MAKE SURE HE WAS OKAY, TO THANK HIM.

NOW I WON'T EVEN HAVE A CHANCE TO SAY GOOD-BYE.



A FEW MOMENTS AFTER THAT...

...SLEAZEWORLD ITSELF IS RATHER ABRUPTLY REMOVED FROM THE CELESTIAL STAGE.



SOMETIME LATER, IN THE STARJAMMER'S MEDICAL BAY...

WOLVERINE! NUMBSKULL, YOU ARE! UP, SHOULD NOT YOU BE!

GIVE IT A REST, WILLYA, SIKORSKY?

PHYSICIAN, YOURS, AM I CURSED TO BE! IF NOT YOU, MY ORDERS OBEY, THEN RESPONSIBILITY I DENY, YOUR HEALTH, THE STATE OF FOR!

YOU REALLY SHOULD BE IN BED, MEIN FREUND. IT WAS TOUCH AND GO FOR AWHILE-- YOU VERY NEARLY DIDN'T SURVIVE.

WHEN I'M SICK, I HAVE TO DO THINGS I DON'T LIKE, LOGAN --FOR MY OWN GOOD. SO SHOULD YOU.

I'LL TAKE MY CHANCES, ELF.

THAT'S TELLING HIM, KITTY!

BRAVE GIRL. YOU REALLY CARE FOR THE X-MEN, DON'T YOU, SCOTT?

THEY'RE MY FAMILY, DAD. AS MUCH, I SUPPOSE, AS THE STAR-JAMMERS HAVE BECOME YOURS.

SOMETHING BOTHERING YOU?

SLEAZEWORLD DESTROYING A PLANET, EVEN UNINTENTIONALLY, IS HARD TO LIVE WITH.

IT OUGHT TO BE-- EVEN WHEN IT'S INTENTIONAL.

YOU BALANCE THE LIVES SACRIFICED WHEN SLEAZE-WORLD DIED WITH THOSE THAT WOULD HAVE BEEN LOST HAD WE DONE NOTHING AND ALLOWED THE ACANTI TO CONTINUE TO BE HUNTED, THE BROOD TO EXPAND. AND YOU PRAY YOU DID THE RIGHT THING.

CORSAIR...

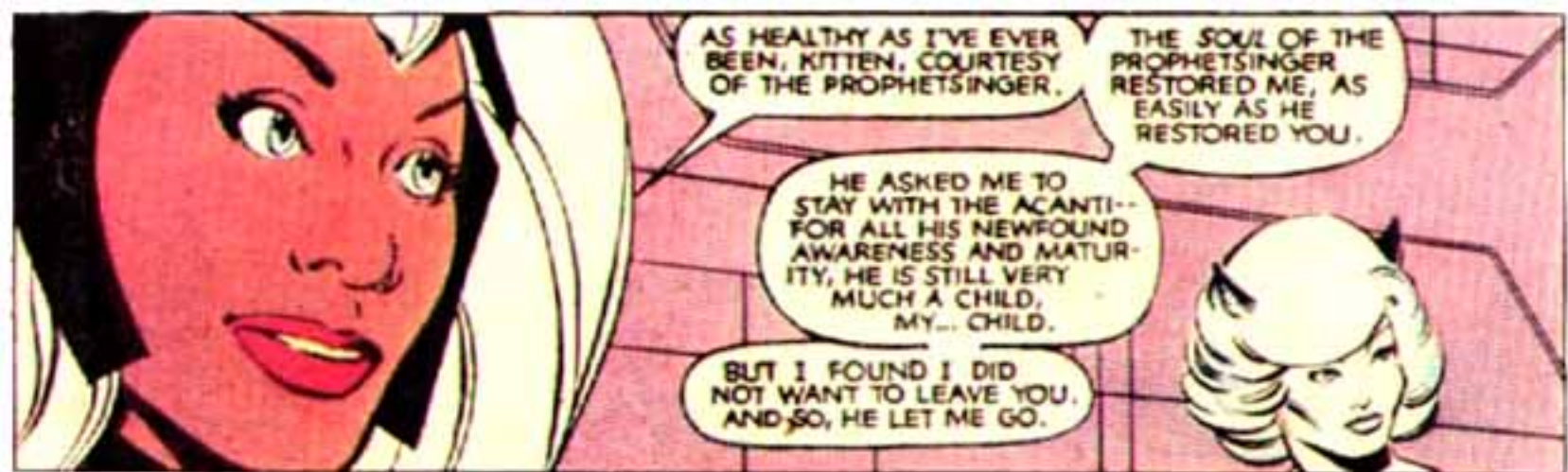
YES, HEPZIBAH?

SURPRISE.

HELLO.

ORORO!!

YOU'RE REAL AGAIN! YOU'RE ALIVE! YOU'RE OKAY!!



AS HEALTHY AS I'VE EVER BEEN, KITTEN, COURTESY OF THE PROPHETSINGER.

THE SOUL OF THE PROPHETSINGER RESTORED ME, AS EASILY AS HE RESTORED YOU.

HE ASKED ME TO STAY WITH THE ACANTI-- FOR ALL HIS NEWFOUND AWARENESS AND MATURITY, HE IS STILL VERY MUCH A CHILD, MY... CHILD.

BUT I FOUND I DID NOT WANT TO LEAVE YOU, AND SO, HE LET ME GO.



WE HAVE DONE WELL, MY FRIENDS.

DARN STRAIGHT!

ORORO, WILL WE EVER SEE THE ACANTI AGAIN?

PERHAPS, KITTEN, IN OUR DREAMS.

IF YOU ASK ME, THIS CALLS FOR A CELEBRATION!

YAH! BEEN TOO LONG SINCE DECENT PARTY WAS HELD ON THIS TUB.



I HATE TA SPOIL THINGS, PEOPLE...

... BUT IT AIN'T OVER YET.

WHAT DO YOU MEAN, LOGAN?

SURE, SOME BROOD CLANSHIPS ESCAPED, BUT WITHOUT THEIR QUEEN, THEY'RE NO GREAT THREAT.



BEFORE SHE DIED, THE QUEEN BOASTED ABOUT ANOTHER ROYAL EMBRYO, ONE THAT DIRECTLY THREATENED THE EARTH ITSELF.

I FIGURE THERE'S ONLY ONE PERSON WHO COULD BE HOSTING IT:



... CHARLES XAVIER.

TO BE CONCLUDED IN 30 DAYS -- AS THE X-MEN MEET THE NEW MUTANTS IN...

THE **GOLDBLOCKS** SYNDROME!