

APPROVED
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COMICS
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MARVEL
COMICS
GROUP

the X-MEN



"IF
ICEMAN
SHOULD
FAIL!"

IT IS I WHO GIVE THE ORDERS! AND MY FIRST COMMAND IS--GAZE INTO MY EYES! NOW--YOU CANNOT TURN AWAY! YOU ARE HELD BY MAGNETIC ATTRACTION!



YOU ARE SUDDENLY VERY TIRED! THERE IS A GUEST ROOM AT THE HEAD OF THE STAIRS! YOU WILL OCCUPY IT!

HE IS RIGHT, DEAR! I FIND THAT I AM EXHAUSTED!

IT'S SO KIND OF YOU TO OFFER US YOUR HOSPITALITY, MR. MAGNETO!

THERE THEY SHALL REMAIN, UNTIL I AM READY TO SUMMON THEM AGAIN!



BUT, WITH THE ANGELS' PARENTS SAFELY LOCKED AWAY AND UNDER HIS MAGNETIC CONTROL, THE MEGALOMANIACAL MUTANT REMEMBERS ONE LAST DETAIL--!

MY VICTORY IS STILL NOT COMPLETE! THE ICEMAN IS AS YET UNACCOUNTED FOR!

BAH! WHY SHOULD I WORRY ABOUT HIM? HE IS THE YOUNGEST--AND THE MOST INEXPERIENCED OF ALL!

IF I WAS ABLE TO DEFEAT THE OTHER FIVE, WHAT HAVE I TO FEAR FROM THE WEAKEST OF THE LOT?!!



AND, EVEN AS MAGNETO SPEAKS, THE YOUNGEST OF THE FABLED X-MEN LIES IN HIS HOSPITAL ROOM-- STILL ON THE CRITICAL LIST-- STILL HOVERING DESPERATELY BETWEEN LIFE AND DEATH--



NURSE! WE CAN AFFORD TO WAIT NO LONGER! HE'S REACHED THE CRITICAL STAGE!

WE MUST TAKE A CHANCE AND APPLY THE NEW SULFA DRUG! WITHOUT IT, HE MAY NOT LAST OUT THE NIGHT!

QUICKLY, WOMAN! IS THE NEW LASER-INDUCED HYPODERMIC READY??

THEY NEED ME! --I MUST GO TO THEM-- THEY NEED ME--!

THEY'VE WORKED 'ROUND THE CLOCK TO COMPLETE IT IN TIME, DOCTOR! BUT, THEY WANTED ME TO WARN YOU-- IT'S NEVER BEEN TRIED BEFORE!



THERE'S ALWAYS A FIRST TIME, YOUNG LADY! JUST PRAY THAT IT WILL PENETRATE HIS INCREDIBLE SKIN!



BZZZZZZT

THEY NEED-- ME-- UHHH--

IT'S GETTING THRU! IT WORKS! THE LASER DID IT!



HE'S QUIET NOW! THE DELIRIUM HAS STOPPED!

THE NEXT FEW HOURS WILL TELL THE STORY!

IF THE DRUG WORKS, HE'LL BE ON THE WAY TO RECOVERY VERY SOON! IF NOT-- THERE IS NOTHING MORE-- THAT WE CAN DO!

CLICK!

POOR LAD! I WONDER WHY THE X-MEN HAVE FORSAKEN HIM!?

BUT, IF THE DEPARTING PHYSICIAN COULD LOOK INSIDE A GONDOLA RISING TOWARDS THE SUBSTRATOSPHERE, HE WOULD FIND THE ANSWER TO HIS QUESTION! FOR, THE X-MEN, ALAS, ARE THEMSELVES FORSAKEN--!



THE OTHERS ARE UNCONSCIOUS-- HELPLESS--!

WHILE I AM WITHOUT THE POWER OF MY MUTANT BRAIN, DUE TO THIS MENTAL-WAVE DISTORTER MAGNETO HAS FASTENED TO MY SCALP!

BUT, EVEN HE HAS OVERLOOKED ONE BASIC ITEM! MY ABILITY TO READ MINDS AND PROJECT MY THOUGHTS IS DUE TO THE COUNTER EGO WHICH I POSSESS!



EVEN NOW, THAT SAME COUNTER EGO IS PROBING THE DISTORTER-- APPLYING AS MUCH STRESS AND STRAIN TO IT AS IS HUMANLY POSSIBLE!

THE PAIN IS INCREASING BY THE SECOND! THE PRESSURE IS ALMOST UNBEARABLE! BUT I CANNOT STOP NOW! I DARE NOT STOP NOW!



THE MORE STRESS THAT I APPLY TO THE DISTORTER, THE MORE CHANCE THERE IS OF SMASHING IT! I CAN'T--LET MY OWN PAIN--HOLD ME BACK!



KA-BOK!



I DID IT! MY BRAIN IS UNSHACKLED!

ANGEL AND CYCLOPS ARE STILL UNCONSCIOUS -- BUT THE BEAST AND MARVEL GIRL ARE MERELY DAZED!

I'LL USE THE POWER OF MY OWN MIND TO SNAP HANK AND JEAN OUT OF IT! THEN, WE'LL ATTEND TO THE OTHERS!



HANK! THIS IS PROFESSOR X! WAKE UP!

JEAN! YOU ARE UNINJURED! YOU MUST OPEN YOUR EYES!

PROFESSOR! I JUST REMEMBERED -- MAGNETO IS ALIVE! HE'S RETURNED! I-I SAW HIM!

I KNOW, JEAN! HE TOOK US ALL BY SURPRISE, AND MANAGED TO IMPRISON US WITHIN THIS GONDOLA! WE'RE RISING HIGHER EVERY SECOND!

IT BEHOOVES US TO EVACUATE THIS CUBICLE BEFORE THE AIR IS DISSIPATED!

BUT OUR FIRST TASK AT HAND IS TO REVIVE SCOTT AND WARREN! YOU AND HANK SEE WHAT YOU CAN DO!



YOU'RE RIGHT, HANK, BUT FIVE HEADS ARE BETTER THAN ONE! WE'VE GOT TO UTILIZE ALL OUR POWER-- AND THAT MEANS SCOTT AND JEAN, TOO!

FIVE HEADS? ONE IS MISSING! WHAT ABOUT ICEMAN? DID HE EVADE MAGNETO'S TRAP?

HE'S STILL IN THE HOSPITAL, HANK! DON'T YOU REMEMBER? OH-- SCOTT IS REVIVING!

EASY, BEASTIE-BOY-- EASY! THE HEAD IS ATTACHED! IT'S NOT REMOVABLE!



IT LOOKS BAD, WARREN! WE'RE TOO HIGH FOR ME TO BLAST AN OPENING IN THE GONDOLA! WE'D LOSE OUR OXYGEN IN SECONDS!

BUT WE'RE DOOMED IF WE DON'T GET OUT!

PROFESSOR-- HOW DID MAGNETO DO THIS TO US?? THE LAST WE SAW OF HIM, THE STRANGER WAS TAKING HIM TO ANOTHER GALAXY-- FOREVER!*

WE'LL WORRY ABOUT THAT LATER, JEAN-- IF WE SURVIVE LONG ENOUGH!



YOUR TONE SEEMS TO IMPLY THAT OUR PLIGHT IS HOPELESS!

*IN THE UNFORGETTABLE ISH #11, REMEMBER?-- STAN.

MEANWHILE, BACK AT THE SCHOOL WHICH HE HAS TAKEN OVER, THE MIGHTY MAGNETO PUTS HIS MOST FANTASTIC PLAN INTO OPERATION! BY MERELY HARNESSING THE LIMITLESS MAGNETIC POWER HE POSSESSES, THE MAD MUTANT GOES TO WORK WITH A VENGEANCE IN THE LABORATORY OF PROFESSOR X--!

NO LONGER WILL I HAVE TO SEARCH FOR NEW MUTANTS!

AT LAST I HAVE THE MEANS TO BUILD A VAST ARMY OF THEM-- AN ARMY TO SERVE ONLY ME!

AND, IT HAS ALL BEEN MADE POSSIBLE BECAUSE FATE LET THE PARENTS OF AN X-MAN FALL INTO MY HANDS!

THEY ARE ASLEEP IN THE ROOM NEXT DOOR--LITTLE DREAMING HOW IMPORTANT THEY ARE TO MY PLANS!

FOR, KNOWING THAT THEY GAVE BIRTH TO A MUTANT, I SHALL SECRETLY ANALYZE THEIR BODY CELLS, AND DUPLICATE THEM--!

THUS, I'LL BE ABLE TO CREATE ADDITIONAL MUTANTS, USING THE SAME CELL PATTERNS! IT SHALL BE SIMPLICITY ITSELF!

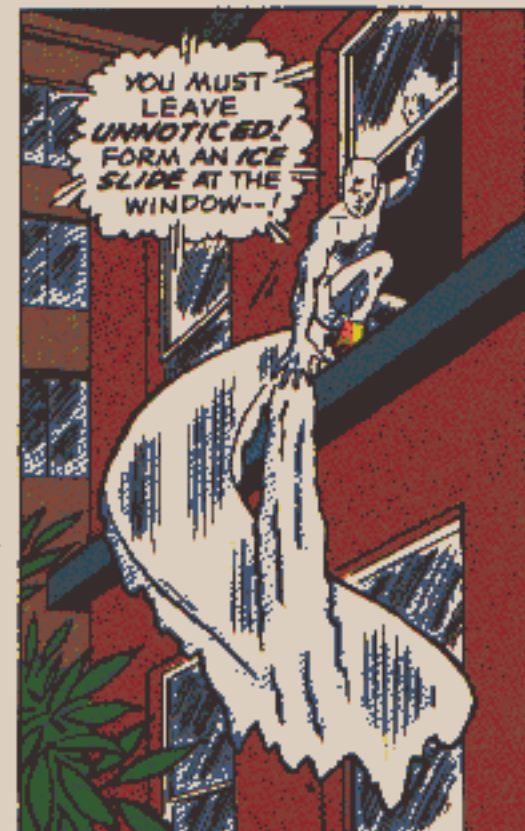
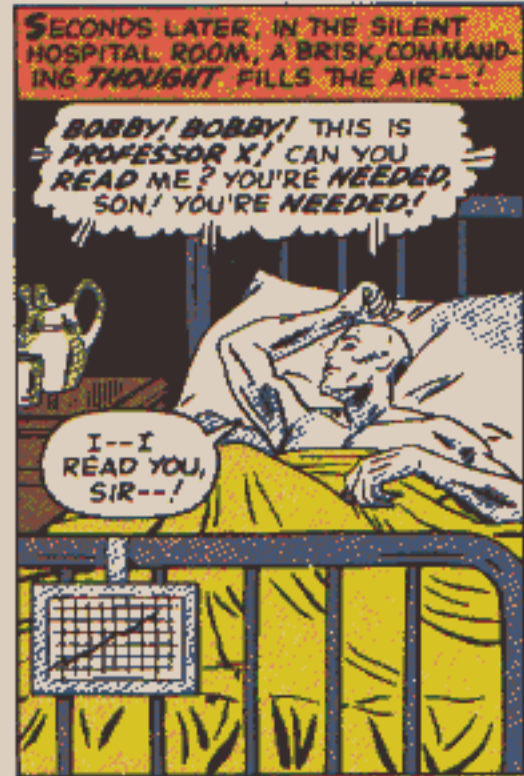
WHEN I AM DONE, MY ARMY OF MUTANT SLAVES WILL BE LARGE ENOUGH TO EASILY CONQUER ANY FORCE THAT MANKIND CAN THROW AGAINST IT!

I CANNOT FAIL! BY MEANS OF THIS SELECTOR PANEL, I CAN EVEN CONTROL THE TYPE OF MUTATION I DESIRE! NOTHING CAN HALT MY MARCH TOWARDS WORLD DOMINATION NOW!

AND, AT THAT MOMENT, IN A SMALL GONDOLA, DRIFTING HIGHER AND HIGHER INTO THE LONELY SUBSTRATOSPHERE...!



WHILE MARVEL GIRL PREPARES TO FOCUS HER KINETIC POWER AT THE GONDOLA'S FLOOR, I'LL ATTEMPT TO MENTALLY LOCATE MAGNETO, AND SEE WHAT HE'S DOING!



TRY YOUR KINETIC POWER, JEAN! PERHAPS YOU CAN PUSH US DOWN AGAIN!

I'LL KEEP WATCH OUT HERE-- TO SEE IF IT WORKS!

BUT, WHAT IF I CAN'T DO IT, PROFESSOR?

IT'S GOT TO WORK, JEAN! THE OXYGEN CAN'T LAST MUCH LONGER IN HERE!

THOU KIDS US NOT, SCOTTY!

SILENCE, PLEASE!

PROFESSOR! WHAT IS IT? I-I NEVER SAW YOU LOOK SO SHOCKED BEFORE!

IT'S THE ANGEL'S PARENTS! MAGNETO HAS CAPTURED THEM!

MY MOM AND DAD!?? NO! IT CAN'T BE! NOT THEM! EASY, WARREN! GET A GRIP ON YOURSELF! WE'LL FIND A WAY TO SAVE THEM-- AND OURSELVES!

BUT HOW? HOW?

ICEMAN IS THE KEY! BACK AWAY, ALL OF YOU! I MUST THINK! NOW--!

SECONDS LATER, IN THE SILENT HOSPITAL ROOM, A BRISK, COMMANDING THOUGHT FILLS THE AIR--!

BOBBY! BOBBY! THIS IS PROFESSOR X! CAN YOU READ ME? YOU'RE NEEDED, SON! YOU'RE NEEDED!

I--I READ YOU, SIR--!

I CAN TELL THAT THE SULFA DRUG HAS HELPED YOU! BUT YOU'RE STILL WEAK! DON'T TRY TO TALK-- JUST FOLLOW MY ORDERS...!

LEAVE YOUR BED! SLOWLY-- CAREFULLY--

YOU MUST LEAVE UNNOTICED! FORM AN ICE SLIDE AT THE WINDOW--!

NOW, EXTEND THE SLIDE AS YOU GO-- OVER THE ROOFTOPS -- TOWARDS THE SCHOOL! GOOD! GOOD!

THEY NEED ME! THEY NEED ME!

I CONTACTED HIM! HE'S ON THE WAY!

BUT, WHAT CAN HE DO? HOW CAN HE FIGHT MAGNETO-- OR SAVE US-- ALL ALONE?

HE MAY BE THE YOUNGEST, BUT HE'S STILL AN X-MAN! LET'S WAIT AND SEE!

MEANWHILE, HOW IS JEAN DOING?

OUR ASCENT HAS HALTED! WE'RE NOT GOING ANY HIGHER!

I-I-I'VE ENOUGH POWER TO STOP US FROM RISING -- BUT I CAN'T FORCE THE GONDOLA DOWN!

HOLD HER STEADY THEN! TRY NOT TO SPEAK-- WE MUST CONSERVE OUR OXYGEN!

I'LL COMMUNICATE WITH YOU TELEPATHICALLY NOW! I'M ABOUT TO PROJECT MY THOUGHTS DOWNWARD AGAIN, TO PROBE AT THE MIND OF MAGNETO HIMSELF!

PERHAPS BY SCANNING HIS MEMORY, I CAN LEARN HOW HE ESCAPED FROM THE STRANGER!

THEN, IN AN EFFORT TO RELAX HIS TENSE, WORRIED, FELLOW CAPTIVES WHILE ICEMAN ENTERS THE FRAY, THE PROFESSOR RELATES THE IMAGES WHICH HE CAN DETECT IN MAGNETO'S MIND...

FOR MONTHS, I'VE ENDURED THE HUMILIATION OF BEING THE STRANGER'S PRISONER ON THIS DESERTED, FORSAKEN PLANET!

IT'S NOT DESERTED, MASTER! I'M HERE WITH YOU!

SILENCE, TOAD... YOU SNIVELLING, SPINELESS, FAWNING FOOL!

WE'VE BEEN ALLOWED TO ROAM AT WILL, BECAUSE THE ENTIRE PLANET IS A PRISON FOR US! BUT IT WON'T REMAIN SO MUCH LONGER!

IT'S LIKE AN INTER-GALACTIC MUSEUM, WITH RELICS FROM EVERY PART OF THE UNIVERSE!

BUT, IT'S THE GRAVEYARD OF OLD SPACESHIPS THAT INTERESTS ME THE MOST!

THIS IS WHERE THE STRANGER HAS UNDERESTIMATED ME! HE KNOWS THE ATOMIC PILES OF THESE SHIPS ARE OLD AND USELESS...

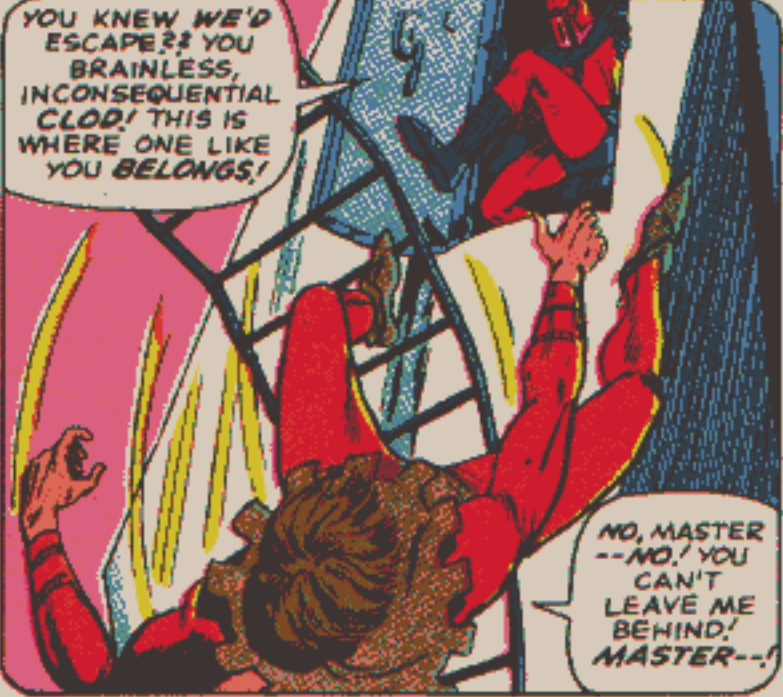
...USELESS TO ANYONE-- EXCEPT MAGNETO!

HEE HEE! NOW I UNDERSTAND, MASTER! WITH THE STRANGER GONE TO SURVEY OTHER WORLDS, THIS IS OUR CHANCE TO ESCAPE!

PRECISELY! AT THE WAVE OF A HAND, I TRANSFORM THE IRON GATE AROUND THIS SHIP INTO A LADDER THAT WILL GRANT ME ACCESS TO THE HATCH ABOVE!

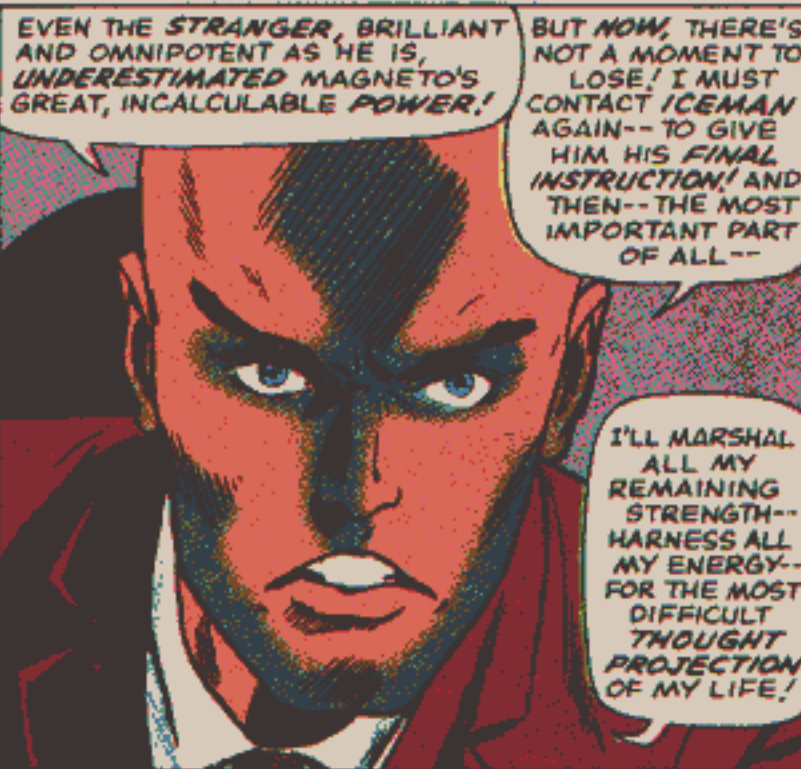
AS FOR THE ATOMIC POWER PLANT, I CAN ACTIVATE IT IN SECONDS BY MEANS OF MY MATCHLESS MAGNETIC POWER!

I KNEW IT, MASTER! I KNEW WE'D ESCAPE! NOBODY CAN IMPRISON MAGNETO!



YOU KNEW WE'D ESCAPE?? YOU BRAINLESS, INCONSEQUENTIAL CLOW! THIS IS WHERE ONE LIKE YOU BELONGS!

NO, MASTER--NO! YOU CAN'T LEAVE ME BEHIND! MASTER--!

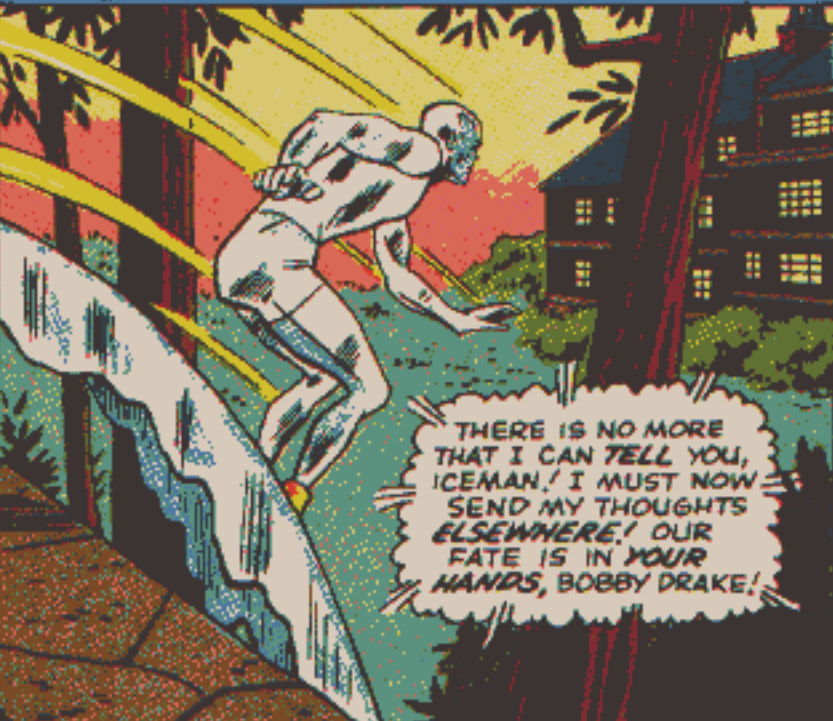


EVEN THE STRANGER, BRILLIANT AND OMNIPOTENT AS HE IS, UNDERESTIMATED MAGNETO'S GREAT, INCALCULABLE POWER!


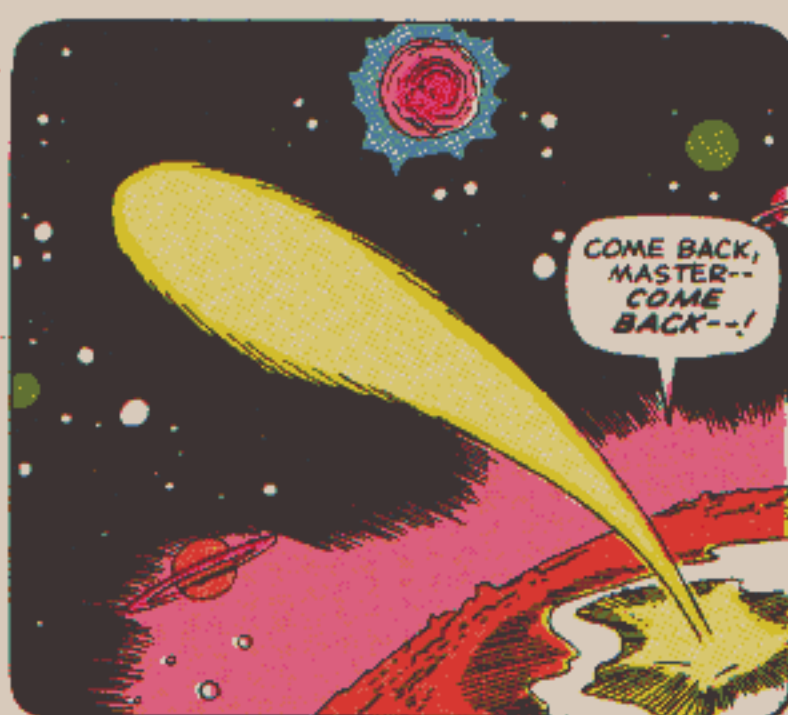
BUT NOW, THERE'S NOT A MOMENT TO LOSE! I MUST CONTACT ICEMAN AGAIN-- TO GIVE HIM HIS FINAL INSTRUCTION! AND THEN-- THE MOST IMPORTANT PART OF ALL--

I'LL MARSHAL ALL MY REMAINING STRENGTH-- HARNESS ALL MY ENERGY-- FOR THE MOST DIFFICULT THOUGHT PROJECTION OF MY LIFE!

AND, MINUTES LATER, AN ICY, CRYSTALLINE FIGURE GLIDES NOISELESSLY OVER THE WALL OF "PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS"!



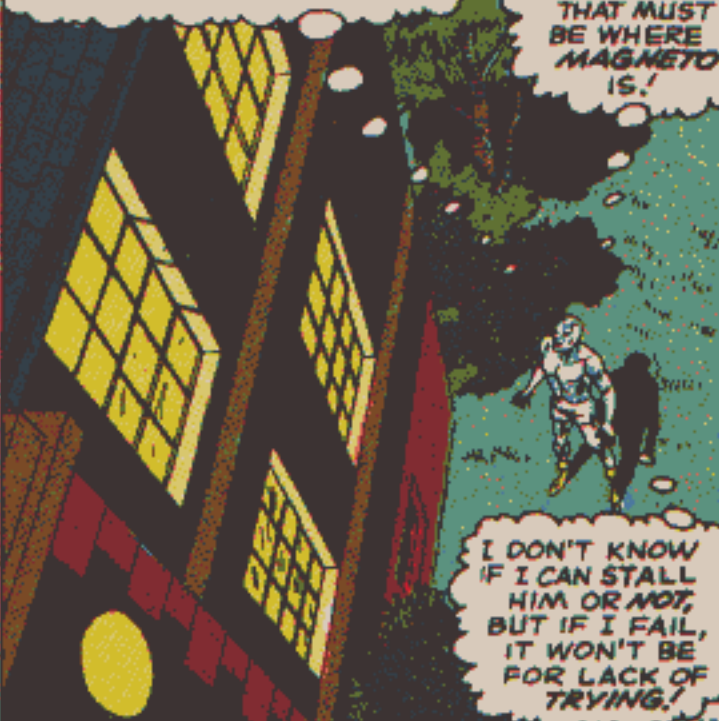
THERE IS NO MORE THAT I CAN TELL YOU, ICEMAN! I MUST NOW SEND MY THOUGHTS ELSEWHERE! OUR FATE IS IN YOUR HANDS, BOBBY DRAKE!



AS FOR THE REST OF YOU-- DO NOT SPEAK-- DO NOT MOVE-- WE MUST NOT WASTE ONE PRECIOUS IOTA OF OUR REMAINING OXYGEN--!

BUT, PROFESSOR-- HOW CAN WE EXPECT ICEMAN TO SUCCEED AGAINST MAGNETO WHEN WE'VE ALL FAILED??

BOBBY WILL HAVE ONE ADVANTAGE-- HE KNOWS WHO THE ENEMY IS! NOW SILENCE, ALL OF YOU!



I STILL FEEL KINDA WOZZY-- BUT THIS IS NO TIME TO START PAMPERING MYSELF!

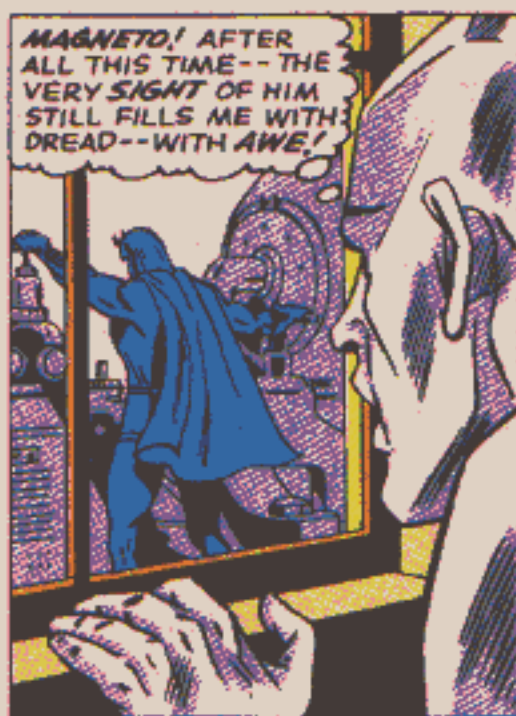
THERE'S A LIGHT ON IN THE LAB! THAT MUST BE WHERE MAGNETO IS!

I DON'T KNOW IF I CAN STALL HIM OR NOT, BUT IF I FAIL, IT WON'T BE FOR LACK OF TRYING!



FIRST OFF, A LITTLE CLIMB CAN'T BOTHER A FELLA WHO CAN BUILD HIMSELF AN ICE LADDER!

I CAN HEAR HIM MOVING --UP ABOVE!



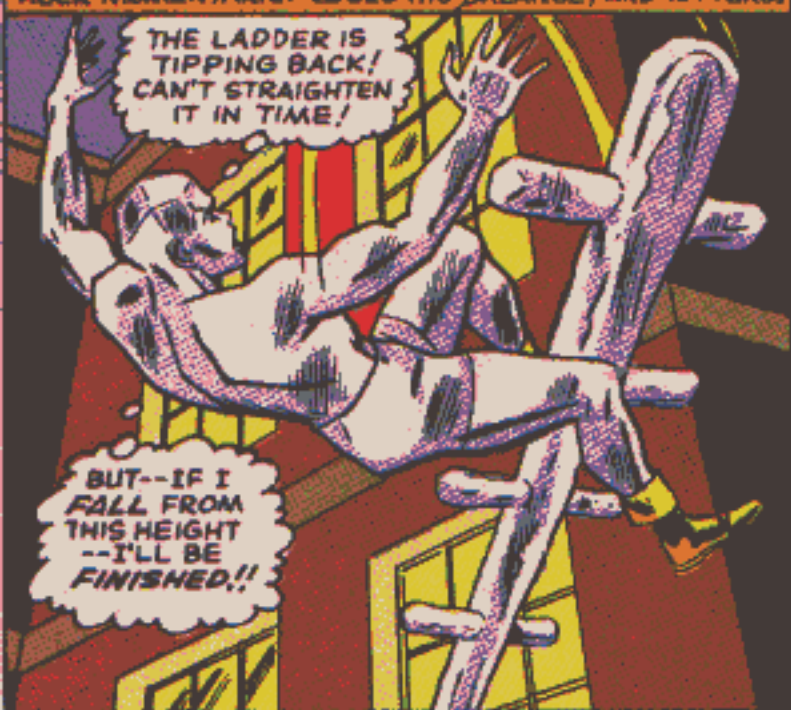
MAGNETO! AFTER ALL THIS TIME-- THE VERY SIGHT OF HIM STILL FILLS ME WITH DREAD--WITH AWE!



THERE'S ALMOST NO LIMIT TO HIS POWER! WITH HIS STRENGTH, HIS BUILT-IN MAGNETISM, HE CAN ACCOMPLISH ANYTHING!

AND YET, I'VE GOT TO OVER-COME HIM-- SOME-HOW!

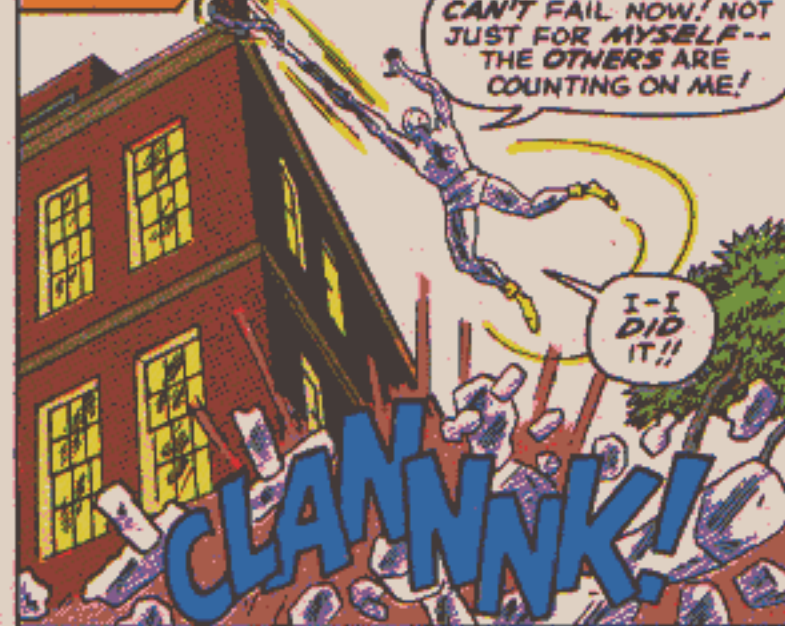
BUT, IN HIS WEAKENED CONDITION, THE VALIANT TEEN-AGER MOMENTARILY LOSES HIS BALANCE, AND TOTTERS!



THE LADDER IS TIPPING BACK! CAN'T STRAIGHTEN IT IN TIME!

BUT--IF I FALL FROM THIS HEIGHT --I'LL BE FINISHED!!

DESPERATELY, USING EVERY OUNCE OF STAMINA, EVERY BIT OF SKILL HE POSSESSES, ICEMAN WHIPS A THIN, FROZEN CABLE TOWARDS THE ROOFTOP-- SNAGGING THE EDGE AT THE FINAL, FATEFUL SECOND--!

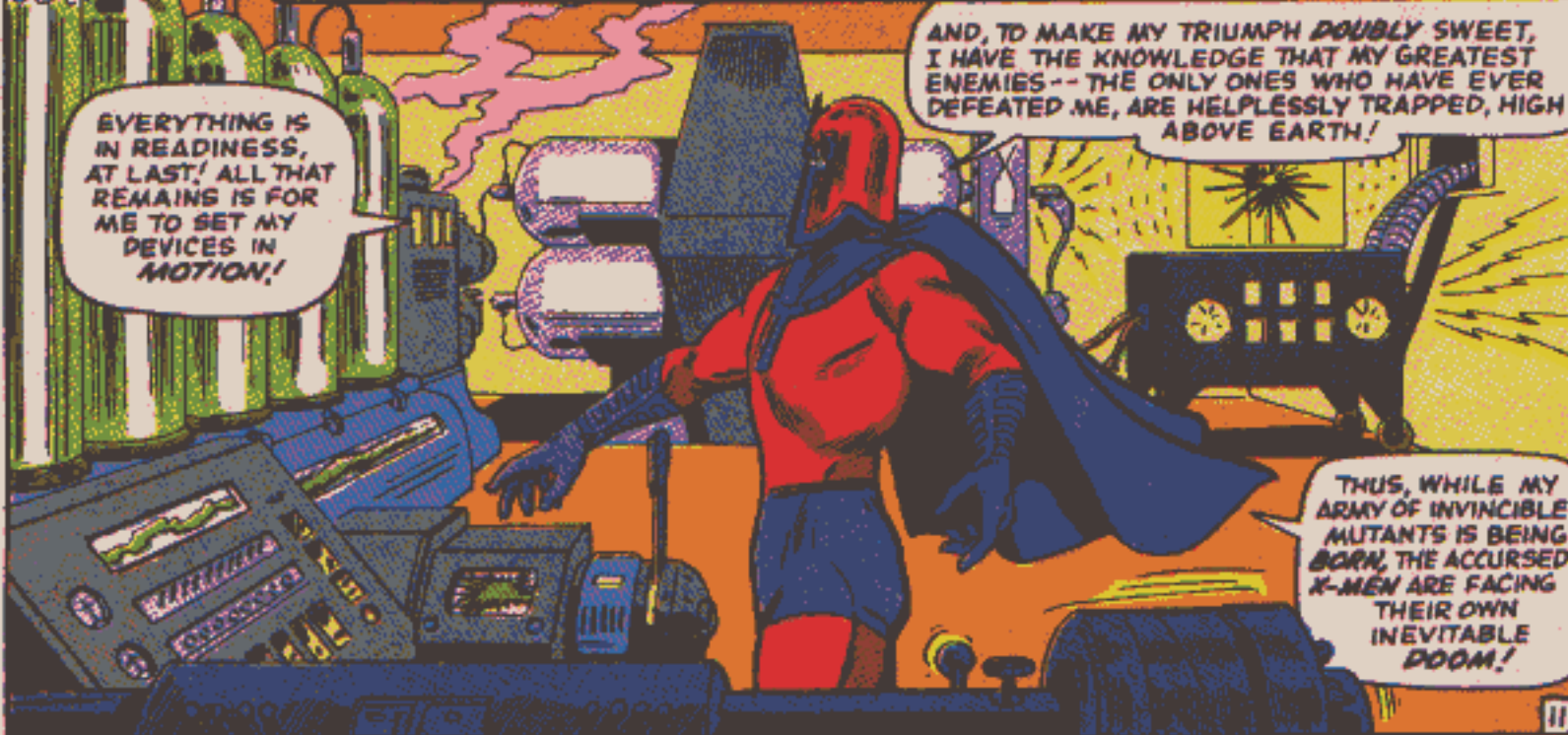


CAN'T FAIL NOW! NOT JUST FOR MYSELF-- THE OTHERS ARE COUNTING ON ME!

I-I DID IT!!

CLANNNK!

WHILE INSIDE THE BUILDING, MAGNETO IS SO CONFIDENT OF HIS OWN SECURITY-- SO WRAPPED UP IN HIS INCREDIBLE EXPERIMENTATION, THAT HE HEARS NOTHING-- PERCEIVES NOTHING, SAVE WHAT OCCURS WITHIN THE WALLS OF HIS LABORATORY--!



EVERYTHING IS IN READINESS, AT LAST! ALL THAT REMAINS IS FOR ME TO SET MY DEVICES IN MOTION!

AND, TO MAKE MY TRIUMPH DOUBLY SWEET, I HAVE THE KNOWLEDGE THAT MY GREATEST ENEMIES-- THE ONLY ONES WHO HAVE EVER DEFEATED ME, ARE HELPLESSLY TRAPPED, HIGH ABOVE EARTH!

THUS, WHILE MY ARMY OF INVINCIBLE MUTANTS IS BEING BORN, THE ACCURSED X-MEN ARE FACING THEIR OWN INEVITABLE DOOM!



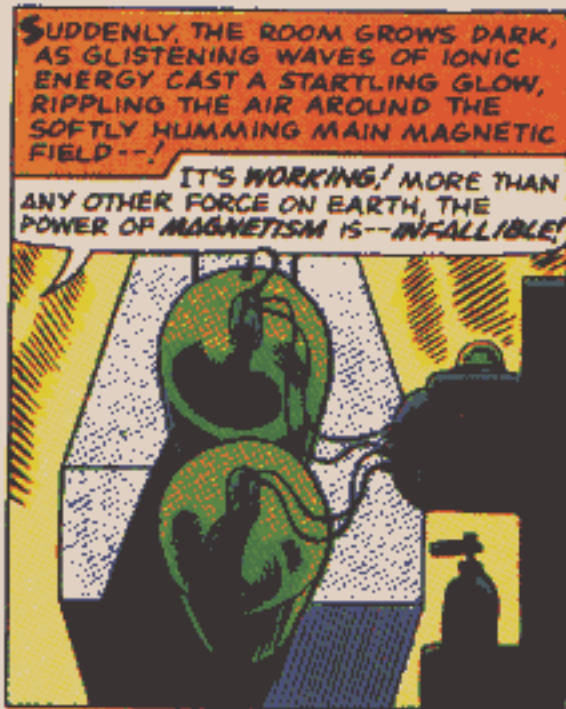
AND NOW TO BEGIN!

BY MEANS OF MY SELECTOR PANEL, I'LL ACTUALLY CONTROL THE SIZE AND THE STRENGTH OF THE MUTANTS I CREATE!



THEY'LL BE THE SUPERIOR OF ANY HUMAN ON EARTH!

ONLY THE MATCHLESS POWER OF MAGNETO WILL EXCEED THEIR OWN!



SUDDENLY, THE ROOM GROWS DARK, AS GLISTENING WAVES OF IONIC ENERGY CAST A STARTLING GLOW, RIPPLING THE AIR AROUND THE SOFTLY HUMMING MAIN MAGNETIC FIELD--!

IT'S WORKING! MORE THAN ANY OTHER FORCE ON EARTH, THE POWER OF MAGNETISM IS--INFALLIBLE!

AND NOW, MY MUTANT PRODUCTION LINE IS BEGINNING TO TAKE FORM! FROM ORIGINAL CONCEPTION TO FINAL CREATION, THE PROCESS IS PERFECT! SUPER-POWERFUL SLAVES OF MAGNETO--EACH LIKE AN ARMY UNTO HIMSELF--!!!

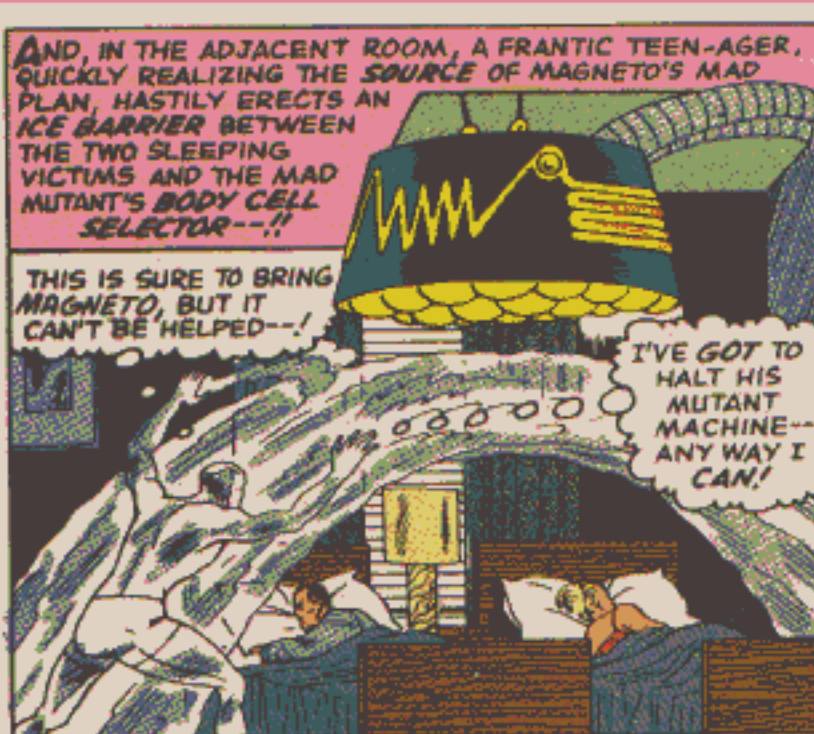


I'LL CONTINUE TO PRODUCE THEM-- IN THE TENS--HUNDREDS--THOUSANDS--MILLIONS-- UNTIL THEIR NUMBER IS INCALCULABLE!! THEY'LL OVER-RUN THE EARTH--CONQUERING ALL-- IN THE NAME OF MAGNETO!!



BUT, SUDDENLY--

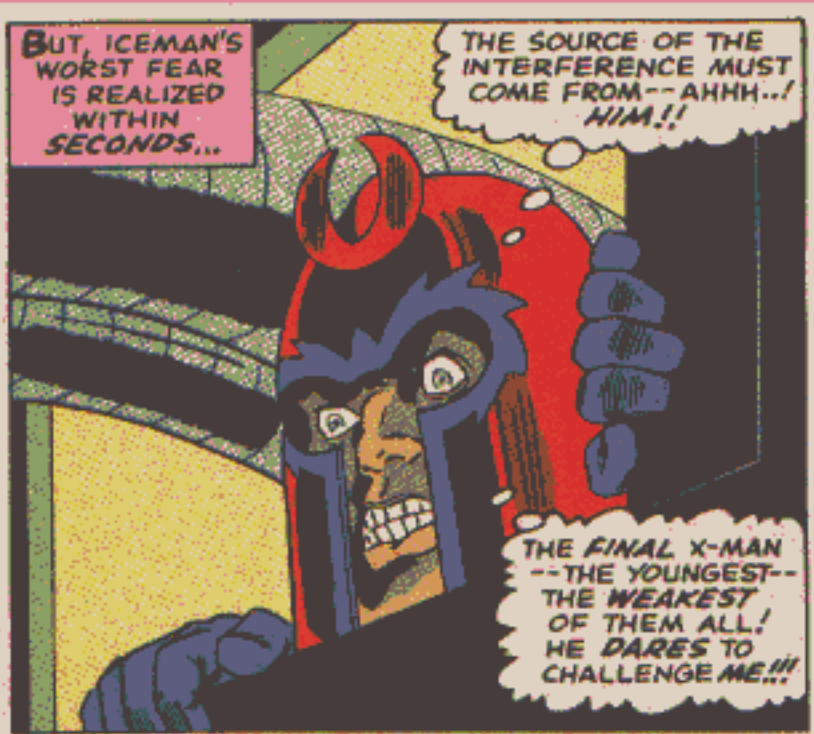
THE PROCESS HAS BEEN HALTED!! IT ISN'T POSSIBLE-- AND YET-- SOMEONE--OR SOMETHING-- IS FIGHTING ME!



AND, IN THE ADJACENT ROOM, A FRANTIC TEEN-AGER, QUICKLY REALIZING THE SOURCE OF MAGNETO'S MAD PLAN, HASTILY ERECTS AN ICE BARRIER BETWEEN THE TWO SLEEPING VICTIMS AND THE MAD MUTANT'S BODY CELL SELECTOR--!!

THIS IS SURE TO BRING MAGNETO, BUT IT CAN'T BE HELPED--!

I'VE GOT TO HALT HIS MUTANT MACHINE-- ANY WAY I CAN!



BUT, ICEMAN'S WORST FEAR IS REALIZED WITHIN SECONDS...

THE SOURCE OF THE INTERFERENCE MUST COME FROM-- AHHH...! HIM!!

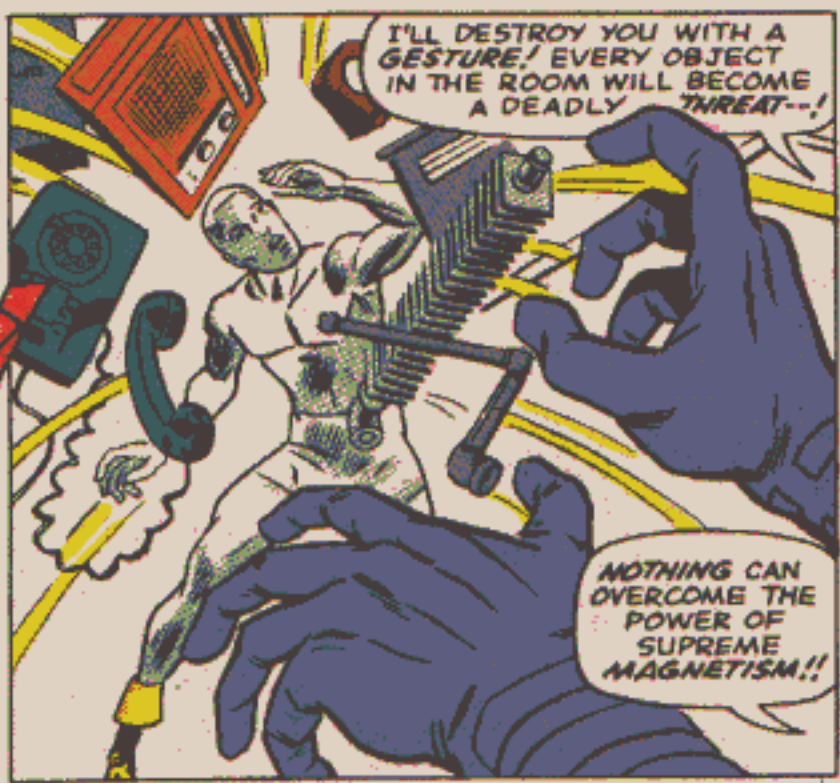
THE FINAL X-MAN --THE YOUNGEST-- THE WEAKEST OF THEM ALL! HE DARES TO CHALLENGE ME!!!



ICEMAN!! YOUR FOOLHARDY TAMPERING WITH MY MASTER PLAN WILL AVAIL YOU NOTHING-- EXCEPT YOUR OWN CERTAIN DESTRUCTION!

SLAM!!!

I KNEW HE'D COME AFTER ME! BUT AT LEAST I'VE STOPPED HIM FOR NOW!



I'LL DESTROY YOU WITH A GESTURE! EVERY OBJECT IN THE ROOM WILL BECOME A DEADLY THREAT--!

NOTHING CAN OVERCOME THE POWER OF SUPREME MAGNETISM!!



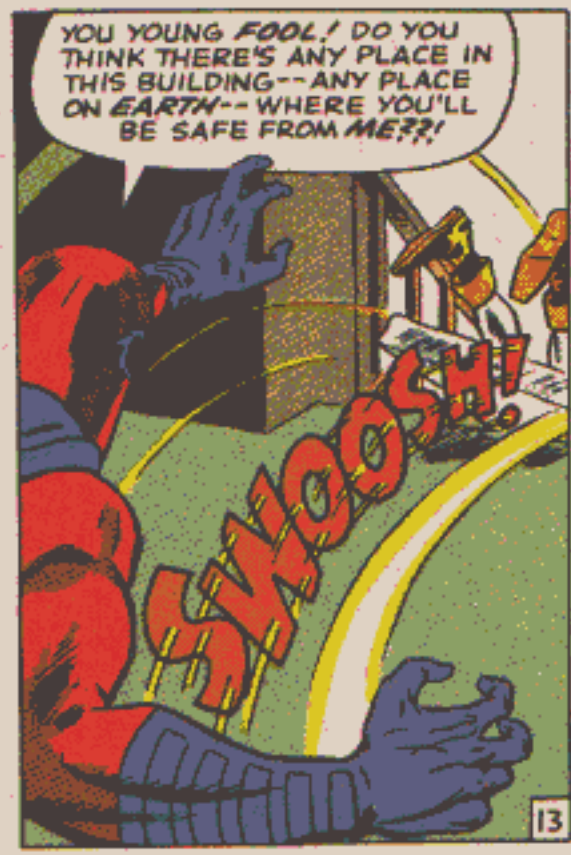
NO? HOW ABOUT A QUICKLY FORMED ICE SHIELD, BRAGGART?

SWOOSH!!!

BUT THIS WON'T HOLD HIM OFF FOR LONG! I'VE GOT TO MOVE FAST!



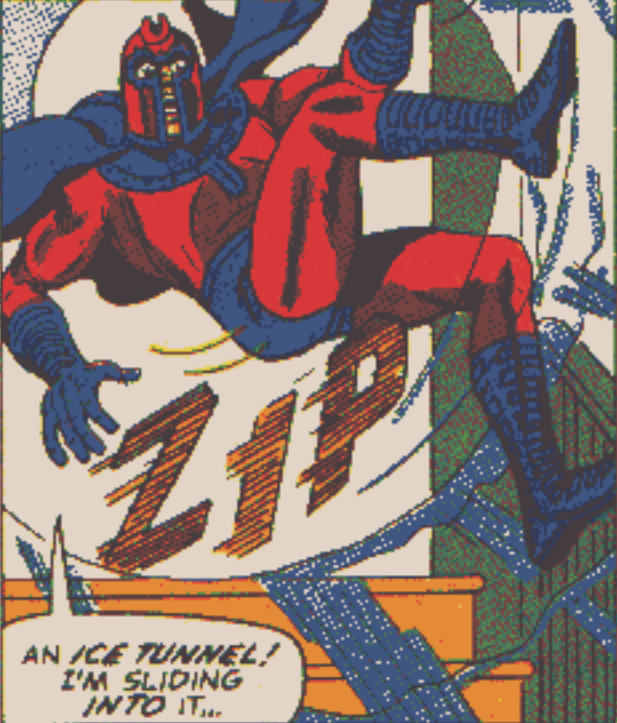
WHILE HE'S BLINDED BY HIS OWN FLYING OBJECTS, I'LL USE MY SHIELD AS A SLED AND TAKE OFF!



YOU YOUNG FOOL! DO YOU THINK THERE'S ANY PLACE IN THIS BUILDING-- ANY PLACE ON EARTH-- WHERE YOU'LL BE SAFE FROM ME???

SWOOSH!!!

BUT, BEFORE MAGNETO CAN MAKE ANOTHER MOVE...



**AN ICE TUNNEL!
I'M SLIDING INTO IT...**

IT WORKED! NOW HE'LL HAVE TO FOLLOW ME DOWN INTO THE TRAP I'VE SET FOR HIM! HE WON'T BE ABLE TO USE HIS MAGNETIC POWERS WHILE HE'S OFF-BALANCE!

YOU'RE ONLY DELAYING THE INEVITABLE! YOU CAN'T HOLD ME OFF MUCH LONGER!



HE MAY BE RIGHT! BUT I'VE NO OTHER CHOICE! IF I DON'T STOP HIM, MANKIND WILL BE IN GREATER DANGER THAN IT'S EVER KNOWN!

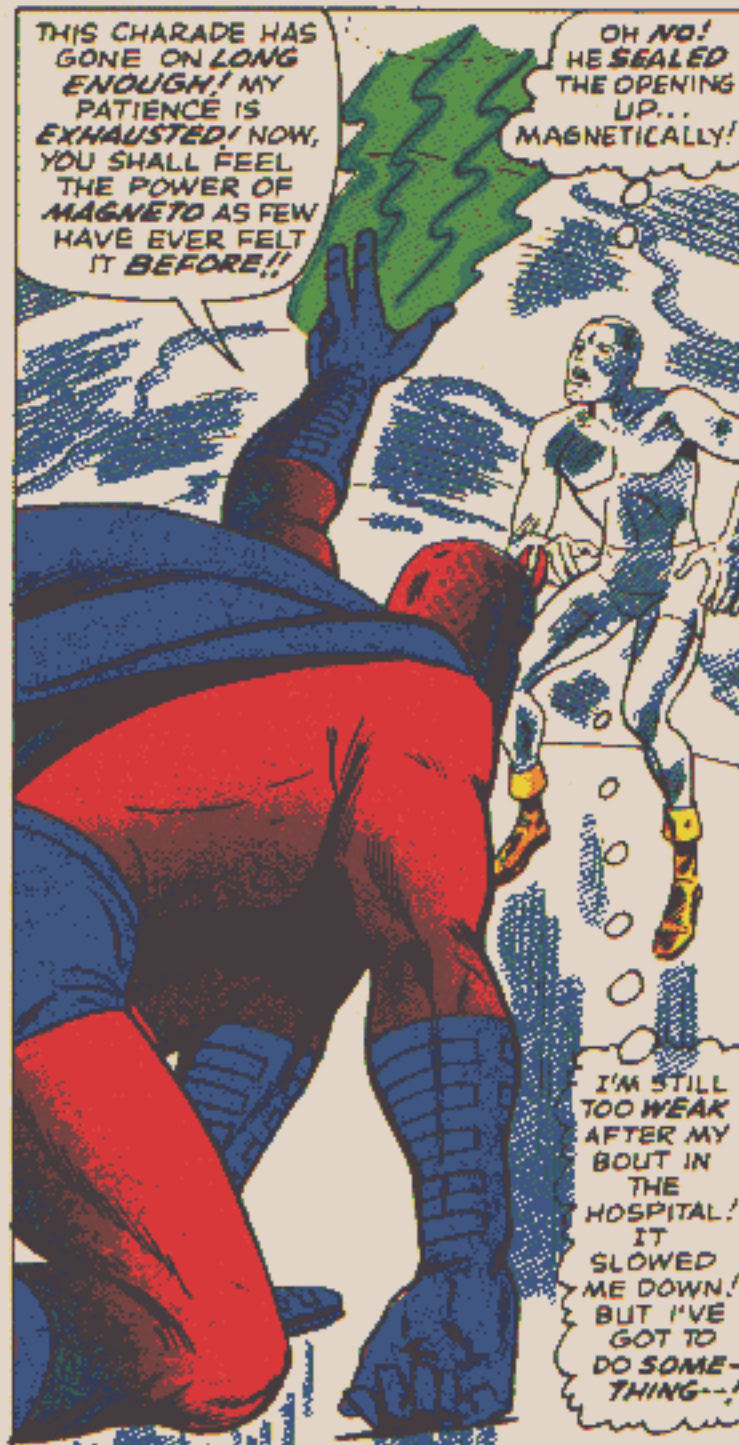
I DID IT! I GOT HIM INTO THE IGLOO I BUILT, OUTSIDE THE SCHOOL!

NOW TO ESCAPE THRU THE OPENING I PREPARED FOR MYSELF!



THIS CHARADE HAS GONE ON LONG ENOUGH! MY PATIENCE IS EXHAUSTED! NOW, YOU SHALL FEEL THE POWER OF MAGNETO AS FEW HAVE EVER FELT IT BEFORE!!

OH NO! HE SEALED THE OPENING UP... MAGNETICALLY!



I'M STILL TOO WEAK AFTER MY BOUT IN THE HOSPITAL! IT SLOWED ME DOWN! BUT I'VE GOT TO DO SOMETHING--!

BUT, THE MIGHTY MUTANT MENACE TAKES IN THE SITUATION AT A GLANCE, AND, BEFORE ICEMAN CAN EFFECT HIS ESCAPE--!

AND, AS OUR SENSATIONAL SAGA REACHES ITS SPINE-CHILLING CLIMAX...

ICEMAN IS IN DESPERATE DANGER! WE CAN DELAY NO LONGER--!

MARVEL GIRL! STAND BACK! ONLY THE POWER OF CYCLOPS CAN BRING US TO EARTH IN TIME!

HIS FORCE BEAM? HOW CAN THAT DO IT?

CAN'T CATCH MY BREATH! OXYGEN--ALMOST DEPLETED! HAVE WE-- ENOUGH TIME--?

WE'LL MAKE TIME! WHAT SHALL I DO, PROFESSOR?

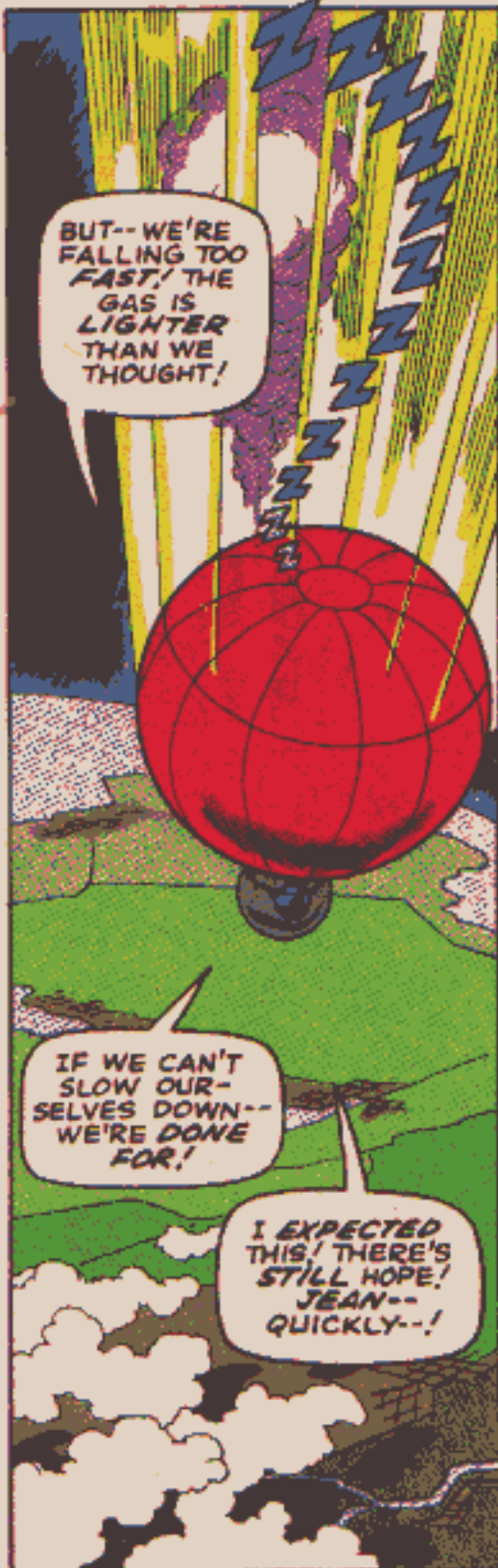
FOCUS YOUR BEAM ON PRECISELY THE SPOT I AM MENTALLY INDICATING!

PERFECT! NOW --CONDENSE IT TO PINPOINT INTENSITY! YOU MUST MAKE THE SMALLEST POSSIBLE HOLE IN THE GAS BALLOON ABOVE US!

I UNDERSTAND! JUST ENOUGH TO ALLOW THE GAS TO LEAK OUT SLOWLY, SO WE DON'T HAVE A FATAL CRASH! HERE GOES--!



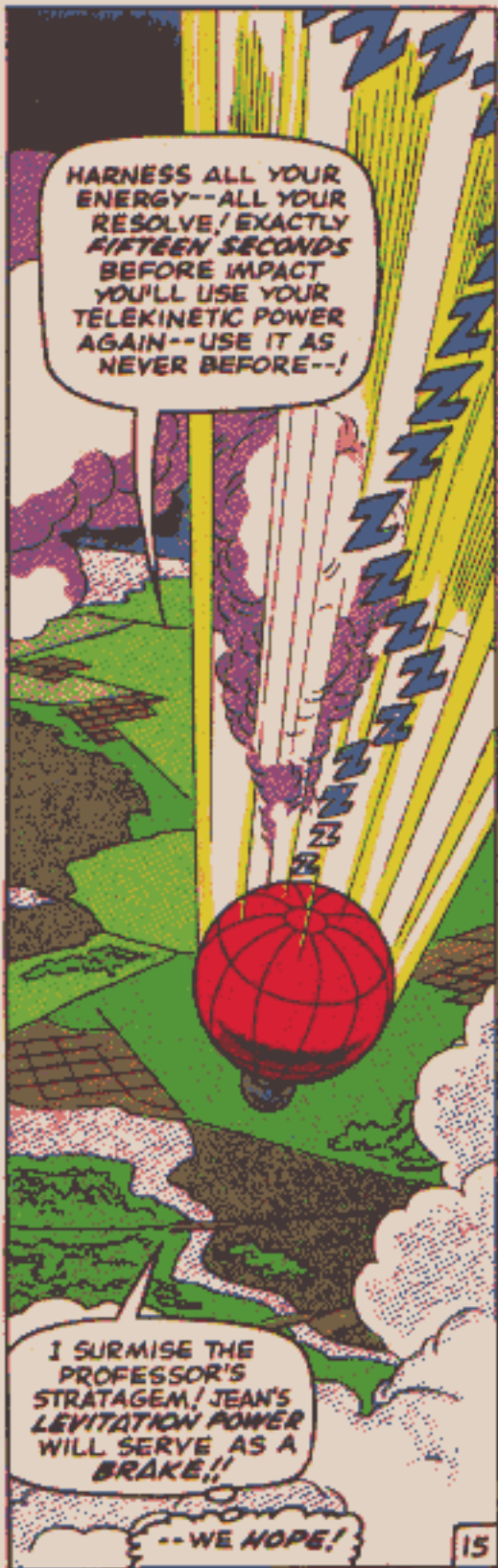
YOU DID IT, SCOTTY! THE PROFESSOR WAS RIGHT! WE'RE STARTING TO DESCEND!



BUT-- WE'RE FALLING TOO FAST! THE GAS IS LIGHTER THAN WE THOUGHT!

IF WE CAN'T SLOW OURSELVES DOWN-- WE'RE DONE FOR!

I EXPECTED THIS! THERE'S STILL HOPE! JEAN-- QUICKLY--!



HARNESS ALL YOUR ENERGY--ALL YOUR RESOLVE! EXACTLY FIFTEEN SECONDS BEFORE IMPACT YOU'LL USE YOUR TELEKINETIC POWER AGAIN--USE IT AS NEVER BEFORE--!

I SURMISE THE PROFESSOR'S STRATAGEM! JEAN'S LEVITATION POWER WILL SERVE AS A BRAKE!!

-- WE HOPE!

AND, A FEW FRANTIC SECONDS LATER...

IT WORKED! JEAN BROKE OUR FALL!! THE TIMING WAS PERFECT!

THE PROFESSOR'S RECORD IS STILL PERFECT! HE'S NEVER FAILED US YET!

THUP!

BUT--WE'RE STILL IMPRISONED IN THIS STIFLING GONDOLA--!

NOT FOR MUCH LONGER, LADY! WE'RE CLOSE ENOUGH TO THE GROUND NOW-- I NEEDN'T FEAR USING MY POWER BEAM--!

QUICKLY, CYCLOPS! ICEMAN IS TRAPPED! HE NEEDS US!

HANG ON, BOBBY BOY!! YOU CAN DO IT, KID!! HANG ON! WE'RE ON THE WAY!

ZAP

THERE HE IS! STRAIGHT AHEAD!

HURRY! YOU MUST CREATE A DIVERSION! ANYTHING TO MAKE MAGNETO TURN AWAY--!

FAREWELL, ICEMAN! WITHIN SECONDS, MY IRRESISTIBLE MAGNETIC POWER SHALL MELT YOU INTO A CRUMPLED, LIFELESS-- WHA--?? THE X-MEN!!

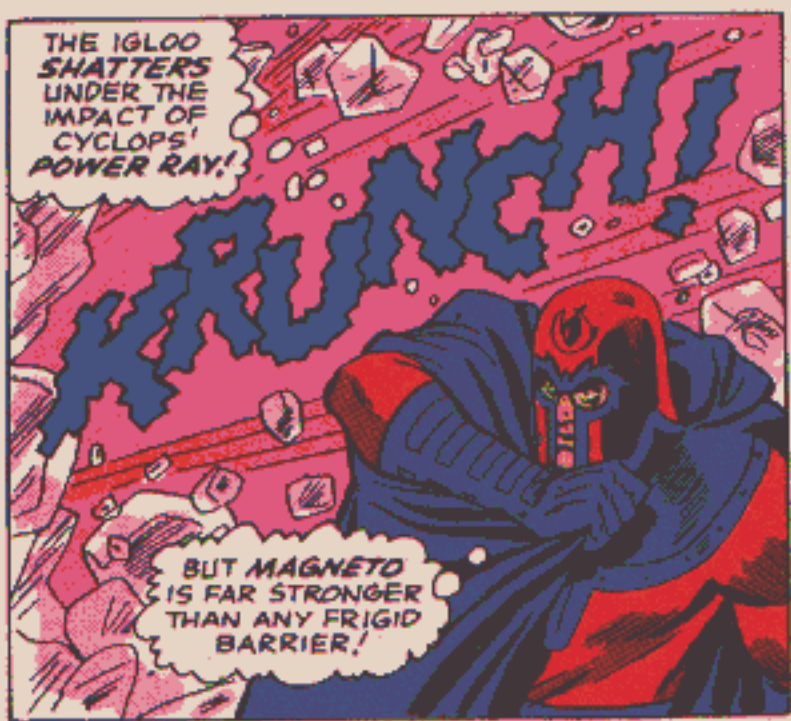
BOBBY! SHUT YOUR EYES! SHIELD YOUR FACE! NOW, KID-- NOW!

LET 'IM HAVE IT, CYKE! WE'RE ALL WITH YOU!

ICEMAN'S ALIVE! WE'RE JUST IN TIME!

MAGNETO! YOU'VE JUST DELIVERED YOUR LAST EPITHET!! YOU'LL NEVER UTTER ANOTHER THREAT AGAIN!

I KNEW THEY'D COME! I KNEW IT! I KNEW IT--!



THE IGLOO SHATTERS UNDER THE IMPACT OF CYCLOPS' POWER RAY!

BUT MAGNETO IS FAR STRONGER THAN ANY FRIGID BARRIER!



I AM WELL AWARE THAT IT WILL BE LONG MINUTES BEFORE YOUR POWER BLAST RETURNS TO FULL STRENGTH-- AFTER SUCH A DRAIN UPON IT!

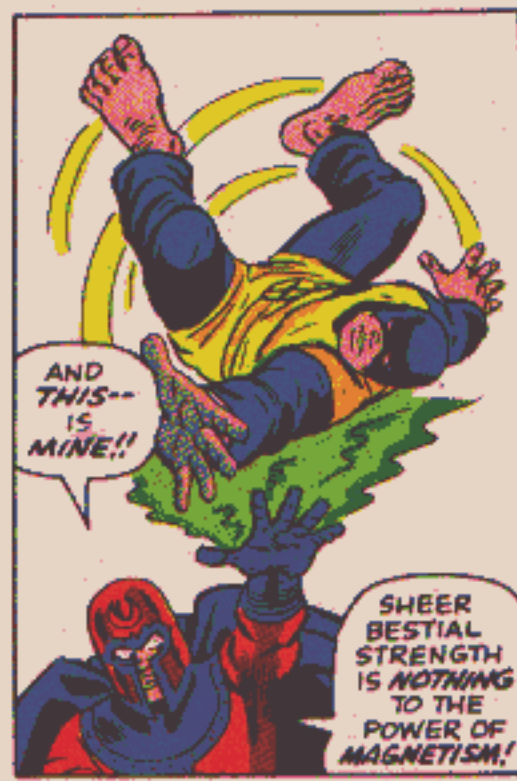
THUS, IT IS THE POWER OF MAGNETO THAT SHALL NOW TURN THE TIDE!

X-MEN--PREPARE FOR YOUR FINAL FATE--!



EVERYONE PREPARES IN HIS OWN FASHION, YOU MAGNETIC MISANTHROPE!

PERSONALLY, THIS IS MY WAY OF ANTICIPATING THE INEVITABLE!



AND THIS-- IS MINE!!

SHEER BESTIAL STRENGTH IS NOTHING TO THE POWER OF MAGNETISM!



BUT, LET NO MAN THINK THAT WITHOUT HIS POWER, MAGNETO IS NOT STILL THE EQUAL OF ANY!



GOOD WORK, BEAST! YOU HELD HIM OFF LONG ENOUGH FOR MY FORCE BEAM TO REACH PEAK INTENSITY AGAIN!

BUT YOU SHALL NOT USE IT, CYCLOPS!

BACK--ALL OF YOU--OR ICEMAN DIES!

NO!!

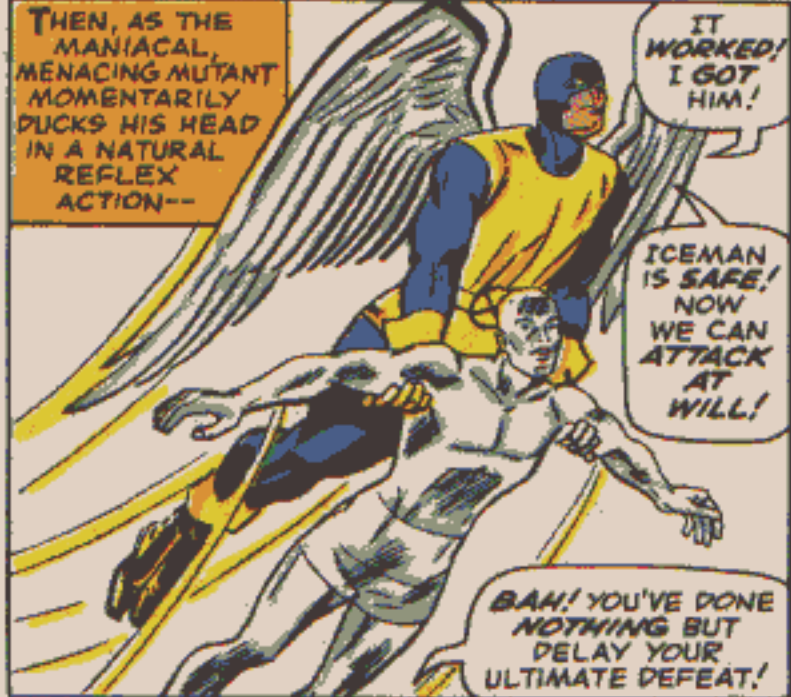


GET HIM! YOU CAN DO IT-- IF YOU WORK TOGETHER!! I DON'T MATTER! I'LL GIVE MY LIFE-- GLADLY-- TO RID THE WORLD-- OF HIM!!



BRAVE WORDS, ICEMAN--BUT UTTERLY MEANINGLESS! I WOULD SACRIFICE ANY-ONE TO ACHIEVE MY AIMS--BUT YOUR FELLOW X-MEN ARE TOO--WHA--? THE ANGEL!

YOU THINK WE'RE TOO TIMID TO TAKE CHANCES? THIS IS THE SECOND TIME YOU'VE UNDERESTIMATED US --AND IT'LL BE THE LAST!

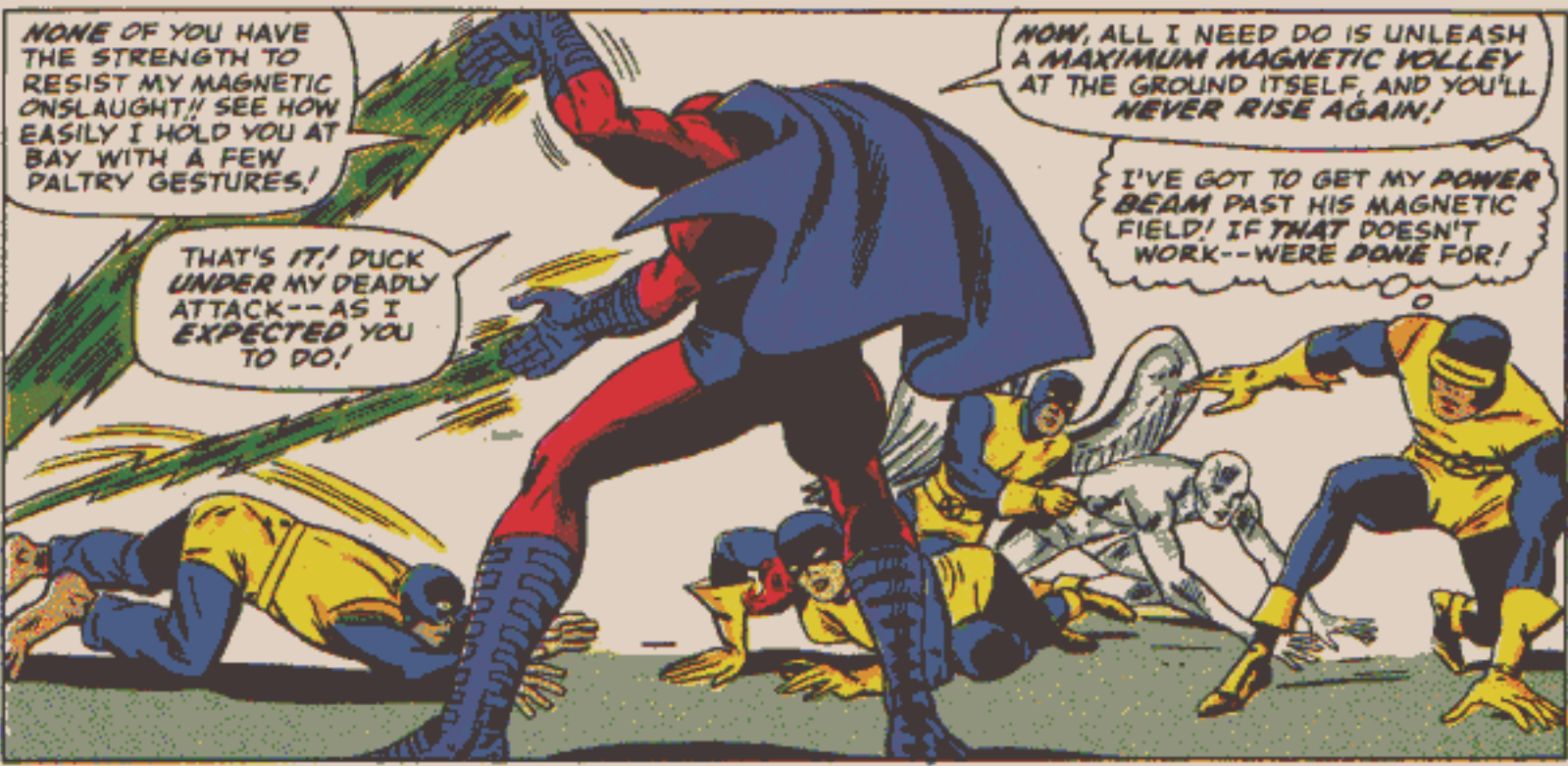


THEN, AS THE MANIACAL, MENACING MUTANT MOMENTARILY DUCKS HIS HEAD IN A NATURAL REFLEX ACTION--

IT WORKED! I GOT HIM!

ICEMAN IS SAFE! NOW WE CAN ATTACK AT WILL!

BAN! YOU'VE DONE NOTHING BUT DELAY YOUR ULTIMATE DEFEAT!



NONE OF YOU HAVE THE STRENGTH TO RESIST MY MAGNETIC ONSLAUGHT!! SEE HOW EASILY I HOLD YOU AT BAY WITH A FEW PALTRY GESTURES!

NOW, ALL I NEED DO IS UNLEASH A MAXIMUM MAGNETIC VOLLEY AT THE GROUND ITSELF, AND YOU'LL NEVER RISE AGAIN!

THAT'S IT! DUCK UNDER MY DEADLY ATTACK--AS I EXPECTED YOU TO DO!

I'VE GOT TO GET MY POWER BEAM PAST HIS MAGNETIC FIELD! IF THAT DOESN'T WORK--WE'RE DONE FOR!



NOW! IT'S NO GOOD! HE WAS EXPECTING IT!

HE'S REPELLING YOUR BEAM, CYKE! IT'S NOT STRONG ENOUGH!

YOU'VE GOT TO INCREASE THE INTENSITY --SOMEHOW!



BUT THEN, AN URGENT, COMMANDING VOICE RINGS OUT--!

STOP! DON'T FIGHT ANY LONGER!

IT'S THE PROFESSOR!!

HE--HE WANTS US TO GIVE UP!!

NOW MAGNETO SEES HIM! HE'S APPROACHING HIM! AND--THE PROFESSOR IS HELPLESS--!

AWH! NOW MY VICTORY SHALL BE COMPLETE!

YOU ARE THE MOST DANGEROUS FOE OF ALL! SO YOU MUST BE MY FIRST VICTIM!

IT'S YOU WHO SHALL BE THE VICTIM, MAGNETO!

LOOK ABOVE YOU--AND SEE YOUR FATE!

IT WON'T WORK! I CAN'T BE TRICKED SO EASILY!

IT'S NO TRICK, MADMAN! I KNEW THERE WAS ONE SURE WAY TO DEFEAT YOU--AND ONLY I COULD ACCOMPLISH IT! SO, WHILE MY VALIANT X-MEN HELD YOU AT BAY--



-- I SENT MY THOUGHTS OUT INTO THE INFINITE -- AND FINALLY FOUND THE ONE I SOUGHT--!

YOU WEREN'T LYING! IT--IT'S THE STRANGER! HE'S COMING FOR ME AGAIN!

HE MUSTN'T GET ME! HE MUSTN'T!



THEN-- THAT'S WHAT THE PROFESSOR MEANT BY THE MOST DIFFICULT THOUGHT PROJECTION OF HIS LIFE!

MAGNETO'S MAGNA-CAR WAS NEARBY! HE'S GONE!

BUT THE STRANGER CHANGED COURSE! HE'S GOING AFTER HIM!

I WONDER IF WE'LL EVER KNOW WHAT HAPPENS TO THEM?



I'D BETTER RECONNOITER AND-- EUREKA!!

WHAT'S TRANSPIRING IN THERE!

IT'S WARREN'S PARENTS! I PUT A PROTECTIVE ICE SHIELD OVER THEM! ARE THEY OKAY, HANK?

AS FAR AS I CAN TELL!



I'VE GOT TO SEE THEM! IF THEY'VE BEEN HARMED BY MAGNETO--!!!

THAT STEADY HUM! IT'S MAGNETO'S MUTANT-CREATING MACHINE!

NO SWEAT, WARREY! THEY'RE OKAY-- HONEST!

WE'VE GOT TO FIND IT-- AND SMASH IT!

IT'S DIRECTLY AHEAD, SCOTTY!

...HUMMMMMMM



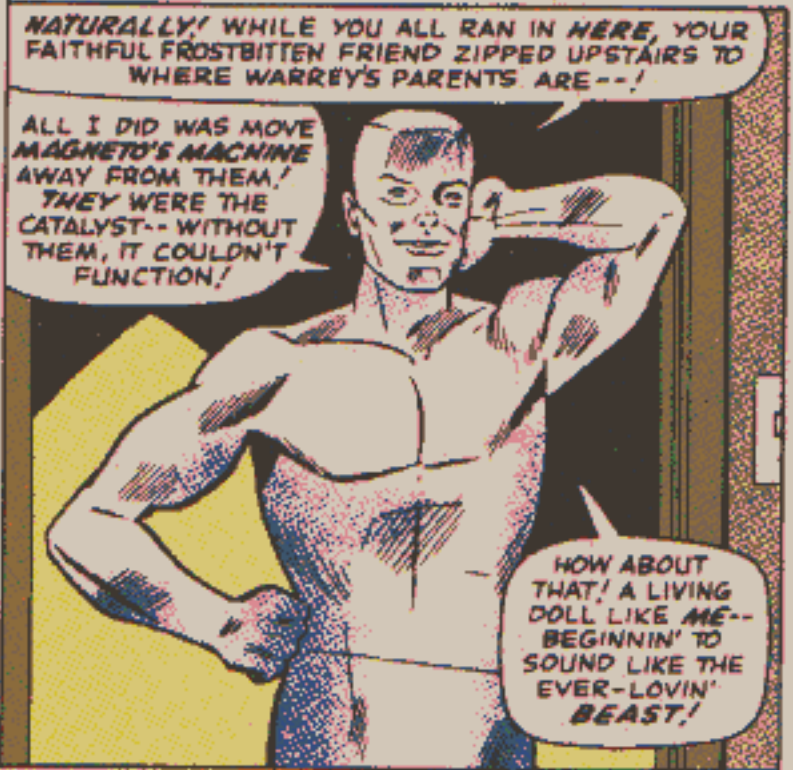
THE FIRST MUTANT HAS BEEN FORMED! HE'S ABOUT TO EMERGE!

THE CONTROL LEVER! GRAB IT!



BUT, BEFORE A HAND CAN REACH THE FATEFUL LEVER--!

THE ANDROID MUTANTS-- THEY'VE VANISHED --FADED AWAY TO NOTHINGNESS!



NATURALLY! WHILE YOU ALL RAN IN HERE, YOUR FAITHFUL FROSTBITTEN FRIEND ZIPPED UPSTAIRS TO WHERE WARREY'S PARENTS ARE--!

ALL I DID WAS MOVE MAGNETO'S MACHINE AWAY FROM THEM! THEY WERE THE CATALYST-- WITHOUT THEM, IT COULDN'T FUNCTION!

HOW ABOUT THAT! A LIVING DOLL LIKE ME-- BEGINNIN' TO SOUND LIKE THE EVER-LOVIN' BEAST!



THEN, WITH THE THREAT FINALLY OVER-- THE X-MEN SET TO WORK WITH A WILL, REPAIRING EVERYTHING REPAIRABLE-- AND CONCEALING EVERYTHING ELSE! THUS, WHEN MR. AND MRS. WORTHINGTON FINALLY AWAKE, THE NEXT MORNING...

MMMM MMM! THE MOST RESTFUL NIGHT'S SLEEP I'VE HAD IN A LONG TIME!

ME TOO, DEAR! STRANGE-- I CAN'T REMEMBER ANYTHING ABOUT LAST NIGHT! IT'S AS THOUGH SOMEONE SIMPLY ERASED THAT PART OF MY BRAIN'S MEMORY!

OH DEAR! WHAT A FOOLISH THING TO SAY!

BUT, I FEEL EXACTLY THE SAME WAY!

WE'RE BEGINNING TO SOUND LIKE THOSE SILLY SCIENCE FICTION STORIES WARREN USED TO THRIVE ON!



AND, A SHORT TIME LATER...

MOM! DAD! I COULDN'T WAIT FOR YOU TO WAKE UP! GOSH, IT'S GOOD TO SEE YOU!

OH, YOU'VE ALL RETURNED FROM YOUR FIELD TRIP! HOW NICE!

I'M GLAD YOU SCHEDULE THOSE FIELD TRIPS, PROFESSOR! YOUNG PEOPLE NEED A LITTLE EXERCISE NOW AND THEN!

THAT'S WHAT THE PROFESSOR ALWAYS TELLS US!

THEY CAN'T GET IN SHAPE FOR THE WORLD OUTSIDE BY BURYING THEMSELVES ONLY IN BOOKS, YOU KNOW!

I TRY TO KEEP THEM FROM GROWING SOFT AND FLABBY, MISTER WORTHINGTON!