

MARVEL

THE UNCANNY

X-MEN

60c **190**

U.K. 30p
CAN. 75c

FEB

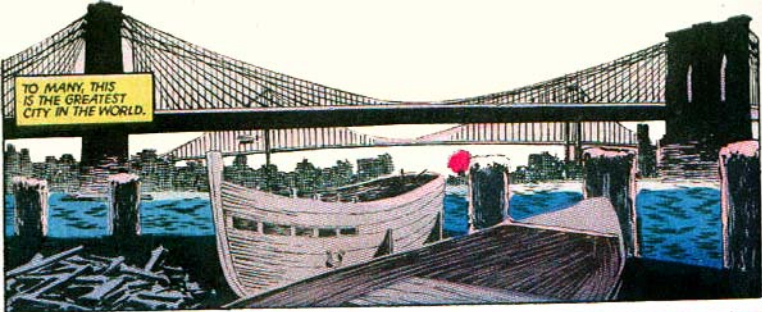
SCREAM,
XAVIER,
SCREAM!

...AND THE
WORLD!

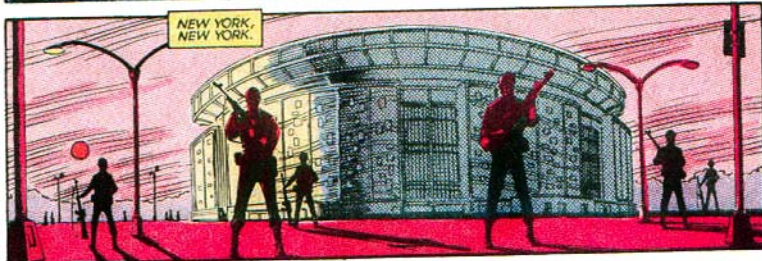
THROUGH YOU I
SHALL RULE
THE X-MEN...

PLUS GUEST STARS
SPIDER-MAN
AND
THE AVENGERS!

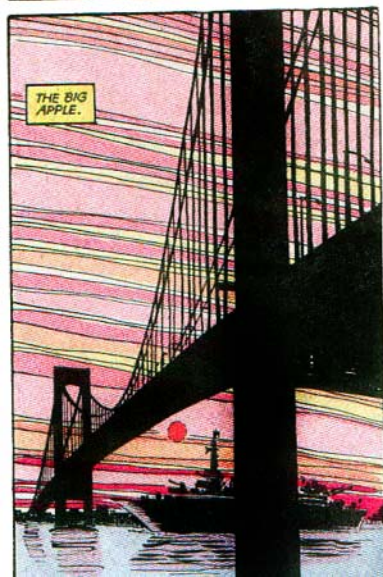




TO MANY, THIS IS THE GREATEST CITY IN THE WORLD.



NEW YORK, NEW YORK.



THE BIG APPLE.



IT IS A PLACE UNLIKE ANY OTHER.

THE STATUE OF LIBERTY

AND NEVER
MORE SO
THAN TODAY.

An Age Undreamed Of

STAN
LEE
PRESENTS





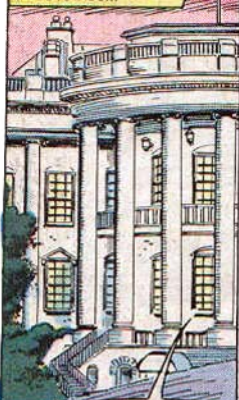
★ STARRING
the UNCANNY
X-MEN

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TWO HUNDRED MILES TO THE SOUTH, IN A CITY SOMEWHAT SMALLER, BUT EQUALLY WELL-KNOWN-- IN A HOUSE WHOSE OCCUPANT HOLDS THE FATE OF THE PLANET IN HIS HANDS...



I'M VALERIE COOPER, SPECIAL ASSISTANT TO THE PRESIDENT'S NATIONAL SECURITY ADVISOR. I'LL BE CHAIRING THIS MORNING'S MEETING.

THE ENERGY CURTAIN APPEARED JUST AFTER MIDNIGHT, IN THE CITY HALL NEIGHBORHOOD OF LOWER MANHATTAN.



WITHIN AN HOUR, IT HAD SPREAD TO ENCOMPASS THE ENTIRE ISLAND, ESTABLISHING-- AND HOLDING-- ITS CURRENT POSITION.

OUR MILITARY RECONNAISSANCE SATELLITES HAVE DETERMINED THAT EVERYTHING WITHIN THE CURTAIN-- ANIMATE AND INANIMATE-- HAS BEEN REGRESSED TO THIS BARBARIAN STATE, TRANSLATED INTO ITS EQUIVALENT HISTORICAL ANALOGUE.



POLICE BECAME CIVIC GUARDS, GUNS-- SWORDS, CARS-- HORSES AND CHARIOTS.

"AS THAT FINAL EXAMPLE INDICATES, WE'RE TALKING ABOUT FUNDAMENTAL-- SCIENTIFICALLY IMPOSSIBLE-- REORGANIZATIONS IN THE STATE OF MATTER AND REALITY.



"THE BARRIER IS PERMEABLE. TROOPS EASILY PENETRATED IT..."

"... BUT THE MOMENT THEY DID, THEY WERE TRANSFORMED. WE HAVEN'T HEARD FROM THEM SINCE.



"EVIDENTLY, THEY LOST ALL MEMORY OF THEIR TRUE IDENTITIES AND THE WORLD THEY CAME FROM.

NONE OF THOSE AFFECTED VOLUNTARILY WISH OR ATTEMPT TO LEAVE THE ISLAND, BUT SOME HAVE INADVERTENTLY CROSSED BACK THROUGH THE BARRIER, SINCE THAT HAPPENS MOSTLY ON THE RIVERS, WE'VE ORDERED OUR NAVAL UNITS TO KEEP CONSTANT WATCH FOR ANYONE IN THE WATER.



EVIDENTLY, THOSE PEOPLE REMEMBER THEIR EXPERIENCE-- THOUGH SOME DON'T QUITE BELIEVE IT. OUR INTERROGATION OF THEM HAS GIVEN US A FAIR IDEA OF WHAT'S HAPPENING IN MANHATTAN.

THE CITY IS RULED BY A WIZARD NAMED KULAN GATH.

WITHIN HIS BARRIER, A DIFFERENT SET OF NATURAL LAWS APPLY. MAGIC--SORCERY--WORKS.

AS THIS SATELLITE SURVEILLANCE PHOTO REVEALS, HE IS NOT A BENEVOLENT MONARCH. HIS LAWS ARE ENFORCED BY A CADRE OF SUPER-BEINGS CALLED MORLOCKS. THE SLIGHTEST INFRACTION OF THEM IS PUNISHABLE BY SUMMARY EXECUTION.

KULAN GATH ALSO PRACTICES HUMAN SACRIFICE, ON A MONSTROUS SCALE. HIS VICTIMS ARE EXCLUSIVELY...

... CHILDREN.



REPEATED ATTEMPTS TO CONTACT AVENGERS MANSION, THE BAXTER BUILDING HEADQUARTERS OF THE FANTASTIC FOUR AND SHIELD'S NEW YORK FIELD OFFICE HAVE FAILED.

WE HAVE, HOWEVER, MANAGED TO SIGHT A NUMBER OF SUPER-BEINGS--WHICH, ALONG WITH THE EYEWITNESS ACCOUNTS OF ESCAPEES, HAVE CONFIRMED THAT THOSE HEROES, TOO, HAVE BEEN TRANSFORMED.



THESE ARE WHO WE'VE MANAGED TO IDENTIFY SO FAR. FOR SOME REASON, SPIDER-MAN SEEMS UNAFFECTED; WE'VE NO IDEA WHY.

THIS... SPELL... DOESN'T ALTER PERSONAL RELATIONSHIPS OR MEMORIES--FRIENDS REMAIN FRIENDS, FAMILIES--FAMILIES, THE AVENGERS--A BAND OF WARRIOR HEROES.

IT'S JUST THEIR EXTERNAL REALITY THAT IS DIFFERENT. THEIR POWERS AND LIVES ARE NOW DEFINED IN TERMS OF THE AGE THEY'RE LIVING IN. THEY BELIEVE THE WHOLE WORLD IS JUST LIKE MANHATTAN.



... THEY MAY WELL BE RIGHT.



DR. COOPER, YOU HAVE MUTANTS-- THAT OUTLAW GROUP, THE X-MEN-- LINED UP THERE ALONG WITH THE AVENGERS AS HEROES!

WHAT'S THE IDEA?! WHY, ONE OF THEIR MEMBERS-- THAT GIRL, ROGUE-- IS A KNOWN CRIMINAL!

FILTHY MUTIE VERMIN-- THIS WHOLE MESS IS PROBABLY THEIR FAULT-- THEY OUGHT'A BE STAMPED OUT, ONCE AND FOR ALL!

WHAT DO YOU SUGGEST, JACK, THAT WE HERD THEM INTO CONCENTRATION CAMPS? TEST EVERYBODY IN THE COUNTRY-- MAYBE THE ENTIRE WORLD-- AND DISPOSE OF WHOMEVER DOESN'T MEASURE UP?

THE THREAT EXISTS, GENERAL. IGNORING IT WON'T MAKE IT GO AWAY.

HUMANITY IS IN A FIGHT FOR ITS VERY SURVIVAL.

MOST OF YOU ARE TOO YOUNG TO HAVE LIVED THROUGH WORLD WAR II-- OR WHAT THE NAZIS DID. IT'S CALLED THE HOLOCAUST FOR GOOD REASON.

I WAS 20 WHEN WE LIBERATED BUCHENWALD...

...AND I'LL CARRY THE MEMORY OF THAT AWFUL DAY WITH ME TILL I DIE.

LAST NIGHT, I SAW SOME PIP-SQUEAK RACIST TV COMMENTATOR TALKING IN TERMS THAT WOULD HAVE MADE ADOLF HITLER PROUD-- TELLING HIS AUDIENCE TO BE ON THE LOOKOUT FOR MUTIES, AND IF ANY ARE FOUND...

... AMONG FRIENDS OR FAMILY OR EVEN YOUR OWN CHILDREN, TO GET RID OF THEM!

IS THAT WHAT WE WANT FOR OURSELVES AND OUR POSTERITY?? IS THAT WHAT OUR COUNTRY'S COMING TO??!

GENTLEMEN!

THIS ISN'T HELPING. THE PARAMOUNT THREAT WE FACE IS ON THAT SCREEN, BECAUSE THE UNITED NATIONS IS IN NEW YORK, EVERY COUNTRY ON THE GLOBE IS INVOLVED. THEY'RE LOOKING TO US, MY FRIENDS.

RIGHT NOW, THE FATE OF THE WORLD MAY WELL DEPEND ON THOSE MUTANT "VERMIN..."

...WHO HAVE NO REASON TO HELP AND EVERY REASON TO WISH US HARM. PERHAPS, IF THEY GIVE US A SECOND CHANCE, WE CAN CHANGE THAT. I HOPE-- I PRAY-- SO, WITH ALL MY HEART.

SHE WAKES ACHEY AND OUT OF SORTS...

...FROM A FITFUL SLEEP SHOT THROUGH WITH STRANGE AND TERRIBLE DREAMS

SHE SENSES A FUNDAMENTAL WRONGNESS SHE DOES NOT UNDERSTAND AND CANNOT EXPLAIN...

... BUT IS IT WITHIN HER ...

... OR THE WORLD AROUND HER ?

ALL SEEMS AS IT SHOULD BE-- HAS EVER BEEN-- YET IT DOES NOT.

ORORO!

WHO DARES--?!



SUNDER--
OF THE
VIZIER'S
GUARD!



I AM CALLISTO,
CAPTAIN OF
THAT GUARD.

I HAVE A
WARRANT,
MY LADY,
ORORO,
FOR YOUR
ARREST.

ON WHAT CHARGE?!
I HAVE DONE NOTHING!



YOUR EXISTENCE DISPLEASES
MY MASTER, **KULAN GATH**.
THAT IS SUFFICIENT.

CONSIDERING YOUR
REPUTATION, I EXPECTED
MORE RESISTANCE.
I'M DISAPPOINTED.

IS THE IRON
HOT,
SUNDER?



IT'LL DO,
CAL.

SPLENDID.

THIS SLAVE-
COLLAR'S
FOR YOU,
WIND-
RIDER--



--TO BRAND
YOU FOR
ALL TIME.



CLOSE IT 'ROUND
HER NECK, SUNDER,
BEFORE THE METAL
COOLS.

NO!



YRPAARRGH!

THE BRAZIER SET THE DECK ALIGHT! MOST OF THE CREW AND GUARD SHOULD BE TOO BUSY WITH THAT FIRE...



...TO WORRY ABOUT ME.

I'LL MOVE MORE EASILY WITHOUT THESE SILK PANELS ENTANGLING MY LEGS-- BUT WHERE TO GO?! THE FLAMES ARE BETWEEN ME AND THE WHARF, AND CALLISTO IS SURE TO HAVE MORE WARRIORS ASHORE-- WHOOPS!



HE CUT THROUGH THOSE HALYARDS! THE WEIGHT OF THE BOOM IS PULLING THEM UPWARDS!

I SHALL RIDE ONE TO THE MAST-HEAD.



AND PRAY THE CAPTAIN BROUGHT NO ARCHERS.

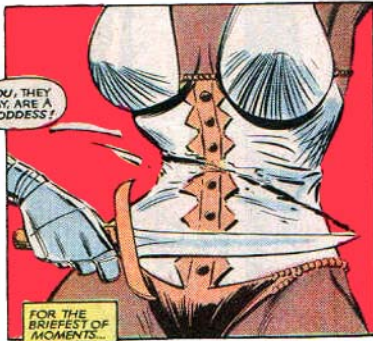
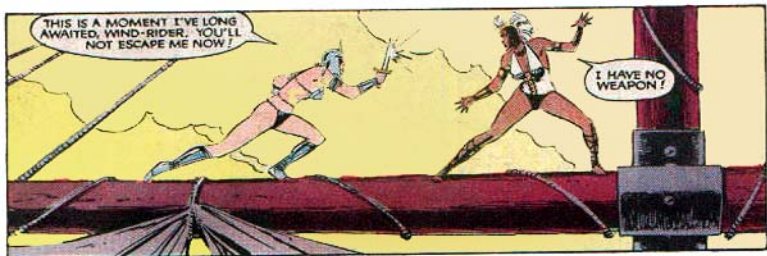
THE REST OF YOU STAY OUT OF THIS!

THE WITCH IS MINE!



MY MASTER WOULD'VE PREFERRED YOU ALIVE, OROD.

BUT I THINK HE'LL SHED NO TEARS WHEN I PRESENT HIM WITH YOUR CORPSE INSTEAD!





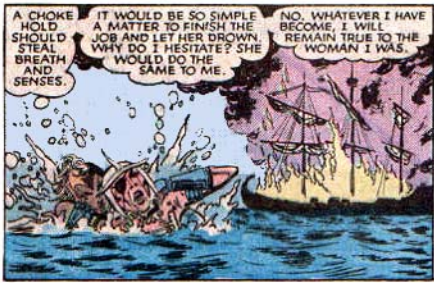
FOOL! YOU'LL KILL US BOTH!

PERHAPS.



I MADE SURE CALLISTO BORE THE BRUNT OF THE IMPACT.

SHE IS STUNNED, BUT I DOUBT SHE WILL REMAIN SO LONG.



A CHOKE HOLD SHOULD STEAL BREATH AND SENSES.

IT WOULD BE SO SIMPLE A MATTER TO FINISH THE JOB AND LET HER DROWN. WHY DO I HESITATE? SHE WOULD DO THE SAME TO ME.

NO, WHATEVER I HAVE BECOME, I WILL REMAIN TRUE TO THE WOMAN I WAS.



THE CURRENT-- TOO STRONG TO RESIST-- SWEEPING US TOWARDS MID-RIVER.

GOOD. I WISH TO BE AS FAR FROM THE WIZARD AND HIS GUARDS AS-- BLESSED GODDESS!?!



I AM MYSELF AGAIN--

-- BUT... I WAS NO LESS SO BEFORE.

A MONSTROUS LIE -- YET THE TRUTH! WHAT MANNER OF BEING COULD DO SUCH A THING -- AND WHY?!



CALLISTO SPOKE OF A SORCERER NAMED KULAN GATH-- IS THIS HIS DOING?!

AND WHAT OF THE X-MEN WHO WERE IN MANHATTAN LAST NIGHT?! WERE THEY CURSED AS WELL?!

WHAT HAS HAPPENED TO THEM?!!

YOU SEE, MY DEAR
DR. STRANGE,
HOW EASY IT IS...



...HOW
MUTABLE
HUMAN
FLESH CAN
BECOME.

AMONG MY PEOPLE, CHARLES XAVIER IS A
FORMIDABLE WIZARD, WHOSE MENTAL POWERS
FAR OUTSTRIP MY OWN.



BUT MY MASTER
SPELL CAUGHT
HIM BY SURPRISE,
AS IT DID YOU. BE-
FORE EITHER OF
YOU KNEW WHAT
WAS HAPPENING,
IT REMADE YOUR
METROPOLIS INTO
A REALM WHERE
MY POWER AND
WILL REIGN
SUPREME!



ONLY THOSE WITH MYSTIC
POWERS ARE A THREAT TO
ME AND OF THEM, YOU
ALONE, MAGE, POSSESSED
THE INSIGHT AND ABILITY
TO RESIST THE MASTER
SPELL AND THE STRENGTH
TO GIVE ME PAUSE.



EVERYONE ELSE, SAVE THE
ACCURSED MAN-SPIDER, HAS
BEEN TRANSFORMED BY MY
ENCHANTMENT, THEY ARE ALREADY
UNDER MY INFLUENCE-- SO THAT
NO MATTER HOW VALIANTLY THEY
STRUGGLE, THE FINAL VICTORY
WILL EVER BE MINE. HE ALONE WAS
SPARED, HE ALONE IS FREE TO KNOW
THE TRUTH-- YET THAT KNOWLEDGE
WILL NOT SAVE HIM, IT WILL ONLY
MAKE HIM SUFFER ALL THE MORE!

BY THE TIME YOU
BECAME AWARE OF
THE DANGER, YOU
WERE MY PRISONER...

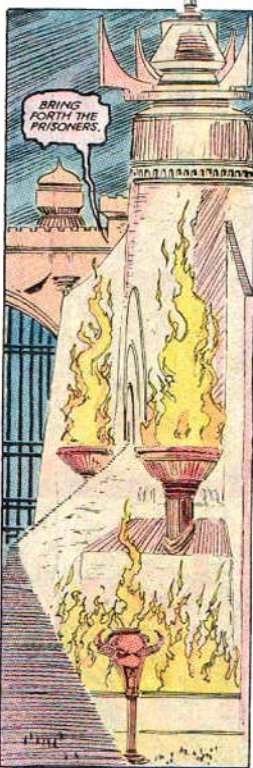
... AND QUITE,
QUITE
HELPLESS.

THE OTHER, LESSER
WIZARDS-- ALONG WITH
THOSE WHO POSSESS
FANTASTIC PHYSICAL
POWERS, SUCH AS THE
MUTANT X-MEN AND
THE AVENGERS-- WILL
BE OFFERED A CHOICE:
SERVE ME...

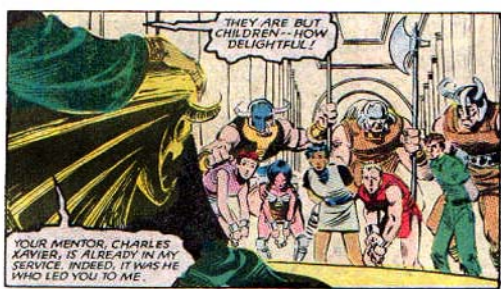
... OR
DIE.

IN FACT, THANKS TO MY NEW
CREATION, XAVIER / CALIBAN, MY
LATEST RECRUITS HAVE ALREADY
ARRIVED, WITH THEIR AID-- PLUS
THAT OF THE MUTANT BEINGS
CALLED MORLOCKS, WHOM I
HAVE ALREADY ENSLAVED-- I SHALL
HAVE MY REVENGE AGAINST A
DEARLY HATED FOE, THE
ACCURSED HERO, MAN-SPIDER.





BRING FORTH THE PRISONERS.



THEY ARE BUT CHILDREN-- HOW DELIGHTFUL!

YOUR MENTOR, CHARLES XAVIER, IS ALREADY IN MY SERVICE, INDEED, IT WAS HE WHO LED YOU TO ME.



PROFESSOR'S PSI-POWERS SUMMONED NEW MUTANTS-- HE LURED FRIENDS AND SELF INTO A TRAP.

SELF-CONFUSED-- FRIENDS UNDERWENT PHYSIO-PSYCHOLOGICAL METAMORPHOSIS, WHY NOT SELF? INSUFFICIENT DATA-- OBSERVATION ANALYSIS CONTINUING.

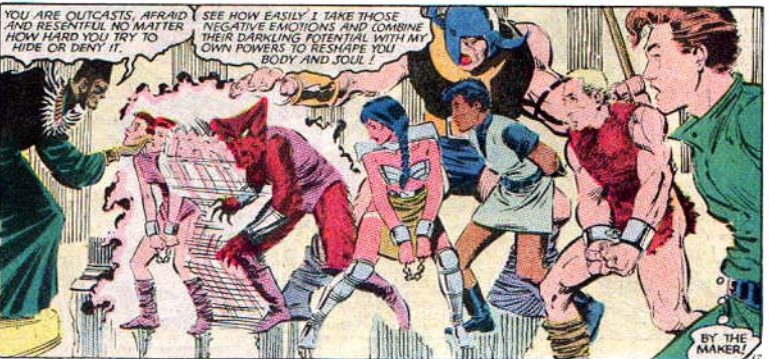


XAVIER INFORMS ME YOU ARE CALLED MUTANTS, FEARED AND HATED BY THOSE WHO LACK YOUR SPECIAL ABILITIES, THAT MAKES YOU MOST PRECIOUS TO ME.

I AM KULAN GATH...

SOON TO BE MASTER OF THE WORLD!

YOU-- AND YOUR FELLOW MUTANTS-- WILL PROVIDE THE NUCLEUS OF MY HELLHORDE!



YOU ARE OUTCASTS, AFRAID AND RESENTFUL NO MATTER HOW HARD YOU TRY TO HIDE OR DENY IT.

SEE HOW EASILY I TAKE THOSE NEGATIVE EMOTIONS AND COMBINE THEIR DARKLING POTENTIAL WITH MY OWN POWERS TO RESHAPE YOU BODY AND SOUL!

BY THE MAKER!

FORGIVE SELF, RAHNE. YOU WERE SELF'S FIRST FRIEND-- SELF OWES LIFE TO YOU.

SELF SHOULD HAVE ACTED SOONER! BUT THERE IS STILL TIME TO SAVE THE OTHERS!

THE FEATURES OF A HANDSOME YOUNG MAN VANISH, REPLACED BY WARLOCK'S TRUE APPEARANCE.

THOUGH HE IS AS MUCH A MUTANT AS HIS TEAMMATES.

... HE IS NOT HUMAN, NOR EVEN OF EARTH. A METAMORPH-- ABLE TO TRANSFORM HIS BODY INTO ANYTHING-- HE IS A TECHNO-ORGANIC BEING COMPOSED OF LIVING ELECTRONIC CIRCUITRY.

UNFORTUNATELY, FAST AS HE IS...

...KULAN GATH IS FASTER.

DANI, ROBERTO, SAM-- THEY CHANGE AS WELL!

SELF DARES NOT FIGHT.

THEY COULD DO SELF GRIEVOUS HARM-- WORSE. SELF MIGHT DO THE SAME TO THEM. BETTER TO FLEE...

AS SELF ALWAYS DOES, TO SELF'S ETERNAL SHAME.

THAT CREATURE'S TERROR AND LONELINESS IS AT LEAST AS GREAT AS ITS FELLOWS-- I SHOULD HAVE ENSLAVED HIM WITH EASE.

IT WAS UNAFFECTED BY MY MASTER SPELL AS WELL.

XAVIER-- COME FORTH!

1/ CALIBAN HEAR, DREAD LORD, AND OBEY.



EXPLAIN THAT CREATURE'S IMMUNITY.

CANNOT, POSSIBLY, IT IS WARLOCK'S ALIEN NATURE. HE IS NOT OF THIS WORLD.

FIND IT, AT ONCE!

NO.

CALIBAN WISHES TO OBEY.

BUT-- I DO NOT!



YOUR WILL, LITTLE MAN...

...IS AS FORMIDABLE AS ANY I'VE ENCOUNTERED.

IN YOUR OWN WORLD, YOUR PROPER TIME, YOUR TRUE IDENTITY, YOU MIGHT PROVE MY EQUAL.

BUT MY MAGICKS HAVE RESHAPED REALITY IN MY IMAGE! EVERYTHING-- EVERYONE-- IN IT IS MY CREATION!



I...

...HEAR.

I / CALIBAN... OBEY.



BUT, HIDDEN IN NEARBY SHADOWS...

CARELESS, AS EVER, KULAN GATH--



...YOUR ENCHANTMENT HAS NO EFFECT ON A SORCESSRESS...



WHO WAS OLD--HER POWER FEARED--WHEN THIS WORLD WAS IN ITS INFANCY.

LPTOWN...

A PAIR O' PRETTIES FOR THE WIZARD.

WON'T BE SO PRETTY ONCE HE'S DONE WITH 'EM. KIND OF A SHAME, DON'T CHA THINK, BUCKOS?

WE MEAN NO HARM--WE HAVE DONE NO WRONG--TO YOU OR YOUR MASTER.

LET US GO.

WE FOUGHT, RED, YOU LOST. TOUGH BREAK.

NOT SO HASTY, DOLT. NOT ALL MUCKOCH ARE AS HARD-HEARTED AS CALLISTO. YOU BE NICE TO US, SWEET-UMS.

MAYBE WE'LL BE NICE TO YOU.

SUCH A NOBLE OFFER, FROM SUCH NOBLE MEN.

IT SEEMS ALMOST A SHAME...

...TO STEAL YOUR LIVES AND SOULS.

THE STREET-- IT'S COME ALIVE!

I CAN'T MOVE!!

MY DOING.

BUT FEAR NOT, I SHAN'T KEEP YOU PRISONER LONG.

WE MEET AGAIN, DEAR CHILDREN, BUT I'LL WAGER-- THANKS TO THAT IDIOT KUL AN GATH'S SPELL-- NEITHER OF YOU REMEMBERS.

PRINCESS AMARA, LADY RACHEL-- I AM SELENE!

HOBOKEN--JUST ACROSS THE HUDSON RIVER...

HOW DO YOU FEEL, CALLISTO?

FURIOUS. I HATE OWING MY LIFE TO YOU.

BUT THERE WEREN'T WORDS TO DESCRIBE MY FEELINGS FOR KULAN GATH. NOBODY-- NOBODY TURNS ME AND MINE INTO TOYS!

WHAT THEN DO WE DO ABOUT IT?

DOOR'S LOCKED. THE FEDS MUST MEAN TO KEEP US ON ICE TILL THEY'RE READY TO INTERROGATE US.

STORM, CALLISTO--?

A PSICALL-- BUT WHO--?!

SELENE!

HER CLOTHES--THEY ARE REMINISCENT OF THE GARB WORN BY THE HELLFIRE CLUB'S BLACK QUEEN!

I AM USING RACHEL'S TELEPATHIC ABILITIES TO PROJECT MY THOUGHTS...

WITCH, IF YOU HAVE HARMED HER--?

I HAVE NOT. LET THERE BE PEACE BETWEEN US, WIND RIDER. I NEED YOUR AID.

THE ENSORCELMENT OF YOUR CITY IS THE WORK OF AN OLD AND DEADLY FOE.

IF HE IS NOT STOPPED, AND SOON, HIS SPELL WILL BECOME IRREVERSIBLE-- AND WILL SPREAD FROM THIS SOURCE TO ENGULF THE ENTIRE PLANET!

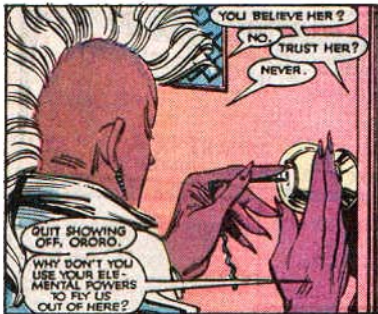
WILL YOU ALLOW THAT, OR WAS I WRONG IN MY ESTIMATION OF YOUR COURAGE AND SENSE OF DUTY?!

HIS SPELL MADE ME A SLAVE, SWEETHEART. ONCE I CROSS HIS BARRIER, I'LL REVERT-- I WON'T BE MUCH USE TO YOU THEN.

YOU'LL REMEMBER THE ESSENCE OF OUR CONVERSATION-- THAT KULAN GATH IS AN EVIL WHICH MUST BE DESTROYED...

... AND THAT SELENE IS EVER YOUR FRIEND AND ALLY.

I CAN REMEDY THAT SOMEWHAT, BY USING MY OWN SORCERY TO PROTECT YOU FROM HIS INFLUENCE. AND WHILE YOU WILL FORGET THIS MODERN WORLD AND YOUR ROLES IN IT...



YOU BELIEVE HER?
NO. TRUST HER?
NEVER.

QUIT SHOWING OFF, ORORO.
WHY DON'T YOU USE YOUR ELEMENTAL POWERS TO FLY US OUT OF HERE?



THEY NO LONGER EXIST, CALLISTO.
HOW?? WHAT HAPPENED?!

THAT IS NOT IMPORTANT.
IT IS TO ME.

I DID NOT KNOW YOU CARED.

YOU WON MY PLACE IN FAIR COMBAT AS LEADER OF THE MORLOCKS.



I WANTED TO TAKE IT BACK THE SAME WAY. THAT MEANS NOTHING IF YOU'RE JUST A HUMAN.

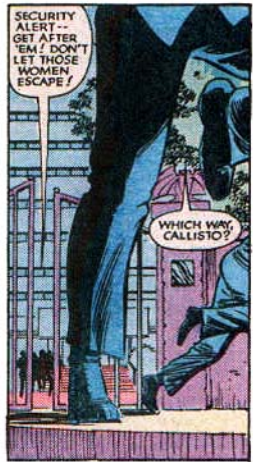
MORE IMPORTANTLY, WE TAKE CARE OF OUR OWN. IF SOMEONE DID THIS TO YOU -- AND YOU DON'T TAKE HIS LIFE --

-- I WILL.



HEY, YOU TWO-- HOLD IT! STAY WHERE YOU ARE!!

RUN!



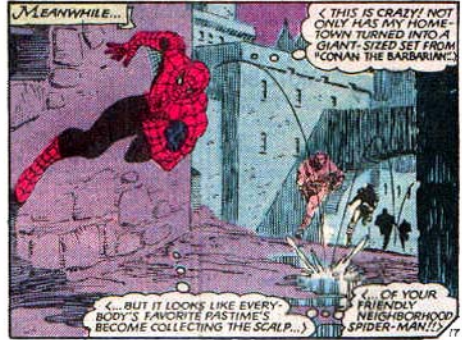
SECURITY ALERT-- GET AFTER 'EM! DON'T LET THOSE WOMEN ESCAPE!

WHICH WAY, CALLISTO?!



DOWN THE LADDER. ONCE WE'RE IN THE SEWERS, THEY'LL NEVER CATCH US!

OUR MORLOCK TUNNELS EXTEND TO THIS SIDE OF THE RIVER. WE'LL USE THEM TO CROSS BACK INTO MANHATTAN.



MEANWHILE...

< THIS IS CRAZY! NOT ONLY HAS MY HOMETOWN TURNED INTO A GIANT-SIZED SET FROM 'CONAN THE BARBARIAN'...

<... BUT IT LOOKS LIKE EVERYBODY'S FAVORITE PASTIME'S BECOME COLLECTING THE SCALP...>

<... OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!!>



< I'M MOVING AS FAST AS I CAN, BUT I'M NOT SHAKING THESE GUYS. WHAT GIVES? >

< MAYBE I'LL HAVE BETTER LUCK IN A CROWD. >

< GANGWAY! >

WHAT THE DEVILS?!



< OH, GREAT, NOBODY SPEAKS ENGLISH ANYMORE. >

< THE LANGUAGE SOUNDS AWFULLY FAMILIAR, THOUGH-- I'VE HEARD IT BEFORE BUT-- >
 WHOOPS! ?

< BLESS YOU, SPIDEY-SENSE. THE LATEST IN A HOPEFULLY NEVER-ENDING SERIES OF TIMELY WARNINGS. >

< I DON'T DARE HIT BACK TOO HARD. THESE AREN'T REAL VILLAINS-- JUST ORDINARY PEOPLE-- VICTIMS. SOME OF 'EM MIGHT EVEN BE MY FRIENDS. >



< HEY, I'D KNOW THOSE EARS ANYWHERE-- THAT'S CANNON-BALL! >

< I'M BEING CHASED BY THE NEW MUTANTS!! >

*WHOM SPIDEY MET IN MUTL ANNUAL #6-- Alan K.



THAT GAILY CAPARISONED ADVENTURER IS PUTTING UP AN ADMIRABLE STRUGGLE, MILADY, AGAINST CONSIDERABLE ODDS.

MY DARLING EROS. I THOUGHT YOUR CREDO WAS TO MAKE LOVE, NOT WAR.

EVERY RULE NEEDS ITS EXCEPTION, DEAR JANET. AND THE WARRIOR'S COURAGE SHOULD EARN HIM A BETTER FATE THAN THE WIZARD'S DUNGEON.

EROS, THEY HAVE HIM!



< SO MUCH FOR MY BEING A NICE GUY. >

< I'M TRYING SO HARD NOT TO HURT THESE KIDS, I'M GETTING CLOBBERED. >

< AND NOW, WHEN I NEED THEM MOST, MY STRENGTH-- MY POWERS-- ARE DESERTING ME! >

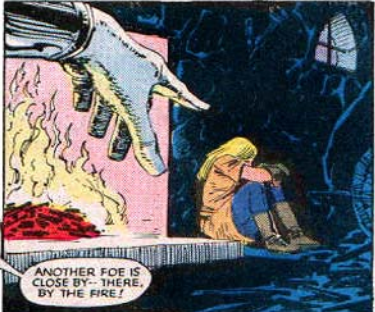


IT IS AS THE MASTER PROMISED. KULAN GATH'S MAGIC -- CHANNELLED THROUGH US -- HAS BROUGHT HIS HATED ENEMY LOW.

<<'KULAN GATH???' BUT THAT'S IMPOSSIBLE!>>

<<'SO? WHAT'S HAPPENED TO NEW YORK, IF THIS MEANS WHAT I THINK IT DOES, I'M IN BIG TROUBLE!>>

HOLD! THE MASTER'S ORACLE, XAVIER, SPEAKS TO ME!



ANOTHER FOE IS CLOSE BY-- THERE, BY THE FIRE!



SHE'S JUST A GIRL. LEAVE HER ALONE.

HIS SHIELD MARKS HIM AS A CAPTAIN.

SO? STAND ASIDE, LOU-- WE'RE ON THE WIZARD'S BUSINESS!



AND IF I REFUSE?

YOU AND YOUR COMPANIONS DEFY OUR DREAD LORD AT YOUR PERIL.

BRING ME THEIR HEADS!



A BRAWL-- THE PERFECT END TO A PERFECT EVENING, eh, SWEETHEART?!

ONLY IF WE WIN, NIGHTCRAWLER.

FOR SHAME ROGUE-- TO HAVE SO LITTLE FAITH-- WHEN HAVE WE EVER LOST?

ALWAYS A FIRST TIME, SUGAR.



KTHOOM!

COLOSSUS AND SUNDER?!!

AS IS QUITE COMMON UNDER SUCH CIRCUMSTANCES...



...THINGS QUICKLY GET OUT OF HAND.

MEANWHILE...



THERE IT IS, OUR MOMENT OF TRUTH.

SCARED?

VERY.

MAKES TWO OF US.

YOU OKAY, YOU DON'T LOOK SO GOOD.

IT IS THE WOUND YOU GAVE ME-- BUT I CAN MANAGE.

IT IS A SHAME FATE CAST US AS RIVALS, CALLISTO.

BREAKS MY HEART, BLUE-EYES.



SHALL WE?

EMERGING A STEP LATER FROM THE BARRIER ARE A HARD-BITTEN MERCENARY WARRIOR...



...AND A SORCESS-PRINCESS OF A HOUSE THAT WAS OLD BEFORE THE DAWN OF HISTORY, RESTORED TO PERFECT HEALTH BY SELENB'S ENCHANTMENT.

REGRETTABLY...

IN THE NAME OF KULAN GATH...

...SLAY THEM!!



AT ROUGHLY THE SAME MOMENT, BACK AT THE TAVERN...



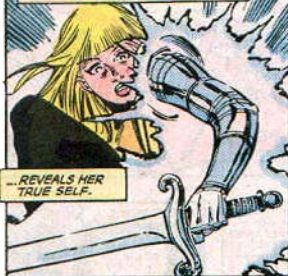
REBEL SCUM, YOU ARE DOOMED!

THE LAD MAY HAVE A POINT, MY FRIEND. WE'RE CERTAINLY OUTNUMBERED.

MY TRIBE ALWAYS HAS BEEN, NIGHTCRAWLER, YET WE'VE NEVER BEEN BEATEN.

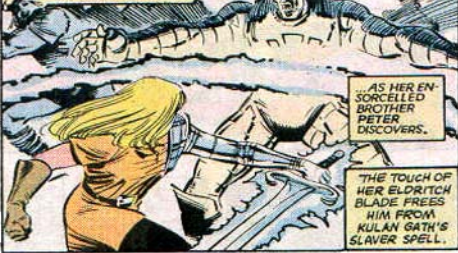
SO LONG AS WE LIVE, WE HAVE HOPE.

HOWEVER, ALL BUT FORGOTTEN IN THE MELEE, THE SCULLERY GIRL WHO WAS ITS CAUSE...



...REVEALS HER TRUE SELF.

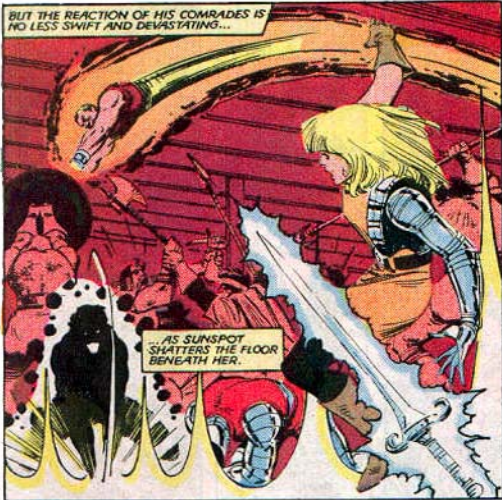
THE SOULSWORD IS THE ULTIMATE EXPRESSION OF ILYANA RASPUTIN'S POWER AS A SORCESS. NO MAGICKAL ENTITY OR SPELL CAN WITHSTAND IT...



...AS HER EN-SORCELLED BROTHER PETER DISCOVERS.

THE TOUCH OF HER ELDRITCH BLADE FREES HIM FROM KULAN GATH'S SLAVER SPELL.

BUT THE REACTION OF HIS COMRADES IS NO LESS SWIFT AND DEVASTATING...



...AS SUNSPOT SHATTERS THE FLOOR BENEATH HER.

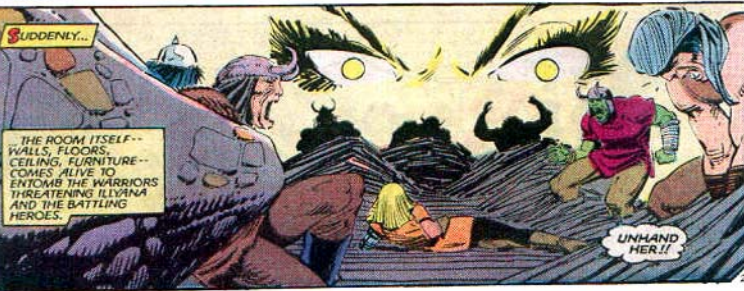
ORDINARILY, ILYANA WOULD SAVE HERSELF BY TELEPORTING TO LIMBO-- BUT THAT'S HER MUTANT POWER AND, THANKS TO KULAN GATH'S MASTER SPELL...



...SHE'S FORGOTTEN SHE POSSESSES IT.

SUDDENLY...

...THE ROOM ITSELF-- WALLS, FLOORS, CEILING, FURNITURE-- COMES ALIVE TO ENTOMB THE WARRIORS THREATENING ILYANA AND THE BATTLING HEROES.



UNHAND HER!!

OUR COMRADES--
SLAIN TO A MAN!

ONLY SLINDER'S
STRENGTH
SHATTERED OUR
PRISONS AND
SAVED US.

WE HAVE THE MAN-
SPIDER. THAT'S WHAT
KULAN GATH WANTED
MOST.

THESE
OTHERS CAN
WAIT!

THEY'RE GONE!
VANISHED!!
FLED!!!

YAY FOR US,
WE WIN!

I OWE YOU MORE THAN I CAN
EVER REPAY, LITTLE SNOWFLAKE
-- MY LIFE, MY VERY SOUL!

PIOTR
NIKOLIEVITCH--

WHAT ELSE WAS
A SISTER TO DO?

WHO CAME
TO OUR AID?!
AND WHY?!

SHE STRUCK WITH A
MERCILESS BRUTALITY
THAT MATCHED OUR FOES!

I AM SELENE--
THESE, MY CHILDREN:
AMARA AND RACHEL

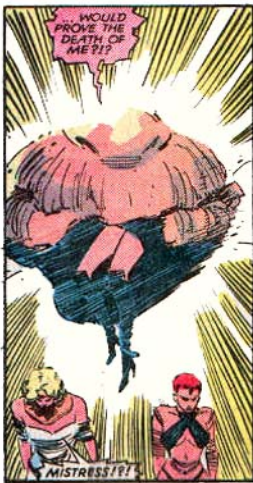
YOUR AGONIES
AT KULAN GATH'S
HANDS WOULD
DEFY DESCRIPTION.

I SAVED YOU
FROM THAT. IN
RETURN, I RE-
QUIRE YOUR AID
AGAINST THE
FOUL SPECTRE
WHO HAS SEIZED
YOUR CITY.

AH, SELENE,
WEREN'T YOU
ALWAYS SAYING
THAT OVER-
CONFIDENCE...

AND I WAS
FAR GENTLER
THAN THEY
WOULD HAVE
BEEN WITH YOU,
DEAR CAPTAIN,
IN SIMILAR
CIRCUMSTAN-
CES. AT LEAST,
THEIR END WAS
QUICK AND
RELATIVELY
PAINLESS.

Eh--?!



... WOULD PROVE THE DEATH OF ME???

MISTRESS!?!



WHAT AN UNEXPECTED PLEASURE-- TO MEET ONCE MORE SO HATED A FOE FROM THE OLD DAYS. AND REMOVE HER WITH SUCH CONSUMMATE EASE. YOUR PATHETIC REBELLION WILL PERISH WITH HER.

BUT I CAN-- AND WILL-- BE MERCIFUL TO THOSE CALLED MUTANTS. ABANDON YOUR SO-CALLED COMRADES WHO WOULD SOONER STAB YOU IN THE BACK THAN ACCEPT YOU INTO THEIR HEARTS AND HOMES. I OFFER THE WEALTH OF AGES, POWER, GLORY-- ALL THE PLEASURES YOU CAN IMAGINE.



IN RETURN FOR YOUR LOYAL SERVICE, DECIDE QUICKLY, MY FRIENDS. I SHALL NOT ASK AGAIN.

SORRY WE'RE LATE, SELENE. WHAT'S OUR NEXT MOVE?!



MINUTES LATER...

KROCH



ISHTAR'S GIRL?!

DREAD ONE-- THE REBELS-- THEY'RE ...



GONE?!? WHERE?!?!

I / CALIBAN DO NOT KNOW.

I / CALIBAN SEEK BUT CANNOT FIND.



WHAT A PITY.

COULD IT BE, DEAR KULAN, THERE ARE LIMITATIONS TO YOUR ABILITIES? THAT YOU ARE, PERHAPS, NOT QUITE SO OMNIPOTENT AS YOU LIKE TO THINK?!



YOU WOULD DO WELL, SLATTER, TO HOLD YOUR TONGUE, LEST I CARVE IT OUT.

AIEERRRGH!

TRUE, MY MASTER SPELL REQUIRES MUCH POWER AND CONCENTRATION, BUT THESE MUTANTS HAVE PROVEN MORE MIND SUSCEPTIBLE TO MY WILL. I SHALL MOLD THEM INTO THE MOST FEARSOME WARRIORS ANY WORLD HAS EVER SEEN!



ALREADY, WITH THE MORLOCKS AND XAVIER'S NOVICE STUDENTS, YOU'VE SEEN THE FIRST FRUITS OF MY GENIUS.

SEARCH THE CITY, MY PROUD BUTCHERS-- FROM ITS TOP-- MOST TOWER TO YOUR DARKEST MORLOCK CAVERN--

--I WANT THE REBELS IN THEIR GRAVES BY SUNRISE!



YOU'RE POSITIVE WE'RE SAFE, CALLISTO?

NOWHERE'S "SAFE," FUZZY, WHERE A WIZARD'S CONCERNED. BUT I FIGURE THIS HOLE'S AS GOOD AS WE'LL EVER GET.

THE TUNNELS ARE ALL Warded AGAINST THE SEEKER, XAVIER'S POWER AND THIS IS ONE ONLY I KNOW ABOUT.

ORORO, I'M WORRIED ABOUT THE GIRLS. SELENE TOUCHED THEIR SOULS. SHE'S A PART OF THEM-- AS THEY ARE OF HER-- KULAN GATH COULD USE THAT BOND AGAINST US.

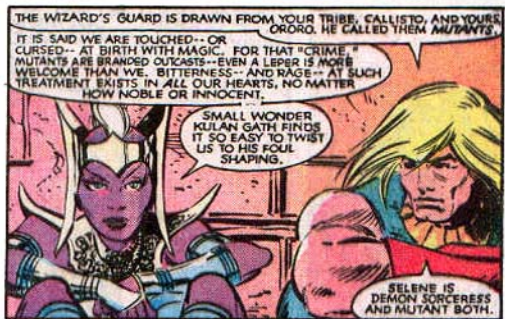
OR SELENE HERSELF COULD.

THE RISK MUST BE TAKEN, CALLISTO. WE NEED THEIR POWERS.



IF IT COMES TO A CHOICE, AMARA, WHICH SIDE--

WE HAVE NO CHOICE, RACHEL, NOT REALLY, NOT ANYMORE. FIRST, LAST, ALWAYS, WE SERVE SELENE.



THE WIZARD'S GUARD IS DRAWN FROM YOUR TRIBE, CALLISTO, AND YOUR ORORO. HE CALLED THEM MUTANTS.

IT IS SAID WE ARE TOUCHED-- OR CURSED-- AT BIRTH WITH MAGIC. FOR THAT "CRIME" MUTANTS ARE BRANDED OUTCASTS-- EVEN A LEPER IS MORE WELCOME THAN WE. BITTERNESS-- AND RAGE-- AT SUCH TREATMENT EXISTS IN ALL OUR HEARTS, NO MATTER HOW NOBLE OR INNOCENT.

SMALL WONDER KULAN GATH FINDS IT SO EASY TO TWIST US TO HIS FOUL SHAPING.

SELENE IS DEMON, SORCERESS AND MUTANT BOTH.



AS AM I, GOOD CAPTAIN, KNOWING THAT, WOULD YOU DEFEND ME AS YOU DID BEFORE?

AMONG MY PEOPLE, YOUNGSTER-- FOR WHOM I AM NAMED-- A PERSON IS JUDGED BY DEEDS. EVERYONE IS CREATED EQUAL-- FREE IN BODY AND SPIRIT-- WITH THE SAME RIGHT TO LIFE, LIBERTY AND THE PURSUIT OF HAPPINESS.

BUT I WARN YOU, SELENE AND KULAN GATH ARE TWO OF A KIND.



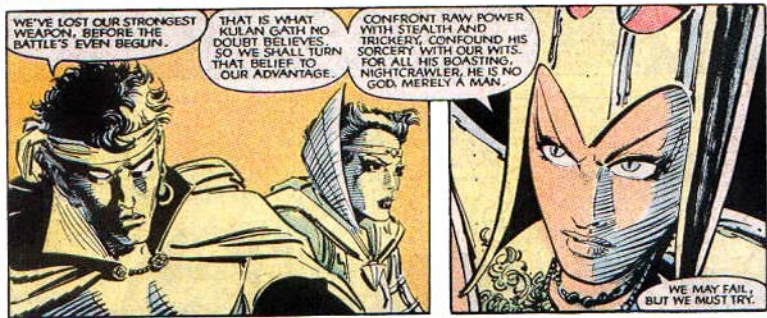
WE DON'T TRUST HER EITHER, CAP.

BUT WE NEED HER.

AS, I SUSPECT, SHE NOW DOES US, THE PARAMOUNT THREAT, HOWEVER, IS KULAN GATH, WHATEVER OUR SUSPICIONS OF SELENE, WE KNOW WHAT HE WILL DO-- ENSLAVE THE WORLD, CAPTAIN, INCLUDING YOUR PROUD AMERICA.

ONCE HE IS BEATEN, THEN WE CAN WORRY ABOUT HER.

ORORO, SHE MAY BE DEAD ALREADY-- OR WORSE.

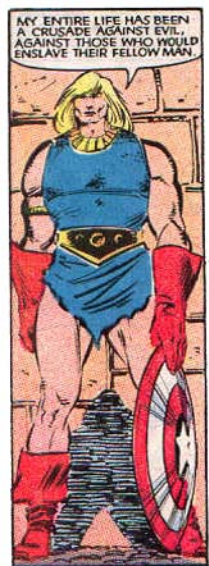


WE'VE LOST OUR STRONGEST WEAPON, BEFORE THE BATTLE'S EVEN BEGUN.

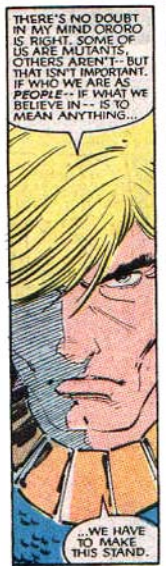
THAT IS WHAT KULAN GATH NO DOUBT BELIEVES SO WE SHALL TURN THAT BELIEF TO OUR ADVANTAGE.

CONFRONT RAW POWER WITH STEALTH AND TRICKERY, CONFOUND HIS SORCERY WITH OUR WITS. FOR ALL HIS BOASTING, NIGHTCRAWLER, HE IS NO GOD, MERELY A MAN.

WE MAY FAIL, BUT WE MUST TRY.



MY ENTIRE LIFE HAS BEEN A CRUSADE AGAINST EVIL, AGAINST THOSE WHO WOULD ENSLAVE THEIR FELLOW MAN.



THERE'S NO DOUBT IN MY MIND ORORO IS RIGHT. SOME OF US ARE MUTANTS, OTHERS AREN'T-- BUT THAT ISN'T IMPORTANT. IF WHO WE ARE AS PEOPLE-- IF WHAT WE BELIEVE IN-- IS TO MEAN ANYTHING...

...WE HAVE TO MAKE THIS STAND.



MY FRIENDS, IN THE NAME OF THOSE KULAN GATH HAS SLAIN AND MAY YET SLAY-- AND THE DREAMS HE'S TRAMPLED INTO NIGHTMARES-- LET THE WORD GO FORTH:

AVENGERS ASSEMBLE!

NEXT: RAIDERS OF THE LOST TEMPLE!