

MARVEL

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X-MEN[®]

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193
MAY



GALA
100TH
ANNIVERSARY
ISSUE OF THE
ALL-NEW-ALL-
DIFFERENT
X-MEN!

JRJR0684

MUIR ISLE.

AS HE ROUNDS THE HEADLAND, BEGINNING THE LAST, LONG STRETCH TO HOME AND HEARTH, SEAN CASSIDY'S THOUGHTS ARE ON THE STITCH IN HIS RIGHT SIDE, AND THE BITTER COLD PRE-DAWN AIR SLICING DEEP INTO HIS LUNGS, AND THE LOOK ON HIS LADY LOVE'S FACE WHEN SHE SEES HER CHRISTMAS PRESENT. HE CIRCLES THE ISLAND EVERY MORNING, A TEN-MILE RUN, AND TODAY HE'S MAKING SUPERB TIME, POSSIBLY HIS PERSONAL BEST.

HE'S TIRED, BUT HE FEELS LIKE HE CAN GO ON FOREVER, IN ALL HIS ROUGH AND TOUGH, HELTER-SKELTER LIFE, HE'S NEVER BEEN HAPPIER, OR MORE AT PEACE WITH HIS PAST.

HOKAHEY!

WHA-UNNNNNH?!

SO, OF COURSE, HE GETS NAILED.

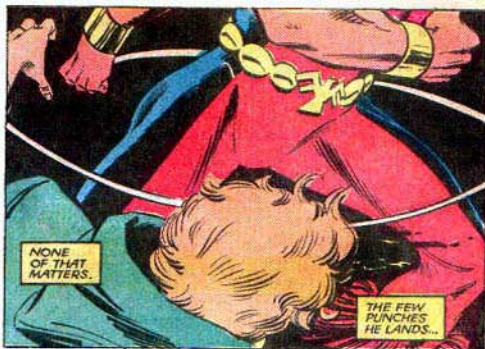


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WARHUNT 2

YEARS AGO, SEAN WAS A TOP OPERATIVE FOR INTERPOL--THE INTERNATIONAL POLICE AGENCY--AND LATER, AS BANSHEE, A SUPER HERO, FIRST FREELANCE, THEN AS A MEMBER OF THE UNCANNY X-MEN.

HE LEARNED TO FIGHT FROM SOME OF THE NASTIEST MEN IN THE BUSINESS AND ALTHOUGH OFFICIALLY RETIRED, HE'S KEPT HIMSELF IN SUPERB SHAPE.



NONE OF THAT MATTERS.

THE FEW PUNCHES HE LANDS...

...DON'T EVEN SLOW HIS ASSAILANT DOWN.



WHO?! WHO COULD IT BE?!!

HIS SKILL AN' POWER --THEY'RE ON A PAR WITH WOLVERINE!

DON'T YOU RECOGNIZE ME, IRISH? I'M HURT, HOW QUICKLY SOME FORGET...

...THE ONES THEY'VE MURDERED!

IMPOSSIBLE!

JOHNNY, IT CAN'T BE YOU-- I SAW YOU DIE!



THEN I'M A GHOST.

AND UNLESS YOUR PRECIOUS TEAMMATES DO PRECISELY WHAT I SAY--

--YOU'LL BE ONE, TOO.

KRAK!



ON THIS VERY SAME MORNING, 3000 MILES SOUTH AND WEST OF THE ATLANTIC, IN THE BELLY OF WHAT MANY CONSIDER THE GREATEST CITY ON EARTH.

... CHARLES XAVIER DRAGS HIMSELF BACK TO CONSCIOUSNESS, OUT OF A NIGHTMARE JUMBLE OF PAIN AND BLOOD AND FACES-HEARTS-MINDS CONSUMED WITH HATRED.

IT'S AN EFFORT TO OPEN HIS EYES, AND A LONG TIME BEFORE THE IMAGES MAKE ANY SENSE.

CALLISTO?!

H'LO, CHARLES.



WHERE... AM I?

MY PLACE.

WHAT DO YOU MEAN?!

I'D REST EASY, IF I WERE YOU, ALL THINGS CONSIDERED, YOU'VE HAD A PRETTY ROUGH NIGHT.



WHY AM I HERE-- WHERE ARE MY CLOTHES?!!

GOOD GRIEF, WOMAN, WHAT HAVE YOU DONE TO ME?!!

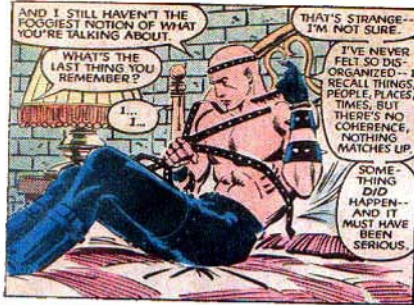


SAVED YOUR LIFE, FOR STARTERS.

BUT YOU DON'T HAVE TO THANK US OR ANYTHING-- WE MORLOCKS' JUST LOVE BEING TAKEN FOR GRANTED.

BY THE WAY, I THINK YOUR NEW LOOK'S A DISTINCT IMPROVEMENT.

THAT MAKES ONE OF US.



AND I STILL HAVEN'T THE FOGGIST NOTION OF WHAT YOU'RE TALKING ABOUT.

WHAT'S THE LAST THING YOU REMEMBER?

I...
I...

THAT'S STRANGE-- I'M NOT SURE.

I'VE NEVER FELT SO DIS-ORGANIZED-- I RECALL THINGS, PEOPLE, PLACES, TIMES, BUT THERE'S NO COHERENCE, NOTHING MATCHES UP.

SOME-THING DID HAPPEN-- AND IT MUST HAVE BEEN SERIOUS.



I ALWAYS ADMIRER YOUR GIFT FOR UNDERSTATEMENT.

LAST NIGHT, YOU WERE BEATEN NEARLY TO DEATH. ONE OF MY PEOPLE FOUND YOUR BODY AND DRAGGED YOU UNDERGROUND. THE HEALER RESTORED YOU TO A SEMBLANCE OF HEALTH.

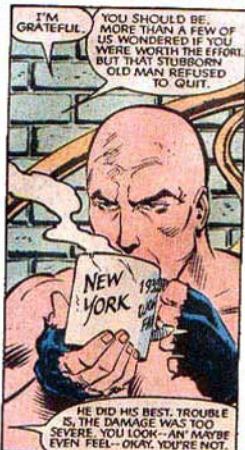


"SEMBLANCE?"

CLINICALLY, CHUM, YOU WERE CROAKED ON ARRIVAL. THE HEALER BROUGHT YOU BACK.

1939
WORLDS
FAIR

TROUBLE IS, HE WASN'T EXACTLY IN TIP-TOP SHAPE HIMSELF-- HE'S BEEN UNUSUALLY BUSY LATELY-- SAYING YOU PRETTY NEAR DID HIM IN. IT'LL BE MONTHS BEFORE HE'LL BE ABLE TO HELP ANYONE ELSE.



I'M GRATEFUL.

YOU SHOULD BE. MORE THAN A FEW OF US WONDERED IF YOU WERE WORTH THE EFFORT. BUT THAT STUBBORN OLD MAN REFUSED TO QUIT.

HE DID HIS BEST. TROUBLE IS, THE DAMAGE WAS TOO SEVERE. YOU LOOK-- AN' MAYBE EVEN FEEL-- OKAY, YOU'RE NOT.



YOU'VE GOT TO GIVE YOUR BODY A DECENT CHANCE TO FINISH THE JOB. THAT MEANS TAKING THINGS REAL EASY. ANY EXTRAORDINARY PHYSICAL-- OR ESPECIALLY PSYCHIC-- EXERTION...

...AND YOU'RE HISTORY.



I DIDN'T KNOW YOU CARED, CALLISTO.

THE HEALER CARED. I PROMISED I'D GIVE YOU A FAIR CHANCE.

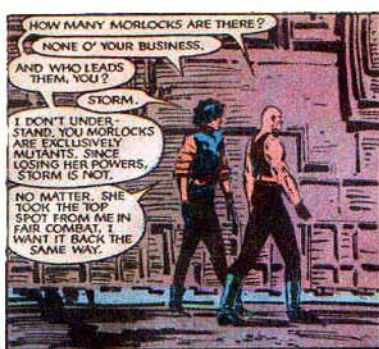
SO THIS IS THE "ALLEY," MOST IMPRESSIVE. I'VE HEARD THE X-MEN'S DESCRIPTIONS BUT I'M GLAD FOR THE OPPORTUNITY TO SEE IT MYSELF-- THOUGH I WOULD HAVE PREFERRED GENTLER CIRCUMSTANCES.

ANY OTHER TIME, CHARLEY, WE WOULDN'T HAVE LET YOU NEAR THE PLACE. WE MAY ALL OF US BE MUTANTS, BUT WE AIN'T FRIENDS.

IT'S HUGE!

THAT'S FOR SURE-- THE MAIN TUNNEL'S BURIED A MILE BENEATH THE SURFACE AN' RUNS THE LENGTH OF MANHATTAN, WITH BRANCH LINES OUT TO JERSEY, STATEN ISLAND, LONG ISLAND AND UPSTATE.

WE'VE EVEN GOT A TERMINUS RIGHT BY YOUR PROPERTY.



HOW MANY MORLOCKS ARE THERE?

NONE O' YOUR BUSINESS.

AND WHO LEADS THEM, YOU?

STORM.

I DON'T UNDER-
STAND, YOU MORLOCKS
ARE EXCLUSIVELY
MUTANTS. SINCE
LOSING HER POWERS,
STORM IS NOT.

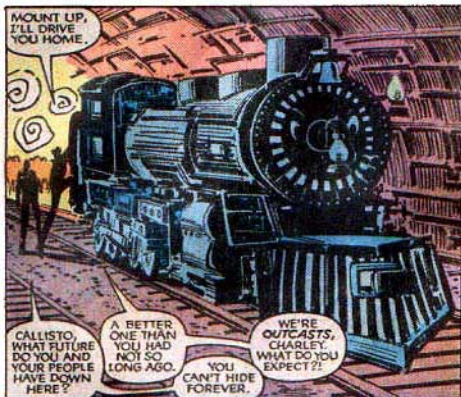
NO MATTER, SHE
TOOK THE TOP
SPOT FROM ME IN
FAIR COMBAT. I
WANT IT BACK THE
SAME WAY.



UNTIL SHE REGAINS
THOSE POWERS-- OR
DIFFERENT ONES--
OR DIES, SHE'S
STILL BOSS.

THAT MEANS
WE PLAY BY
HER RULES!

AN' ANYONE WHO
THINKS DIFFERENT!
ANSWER TO ME!



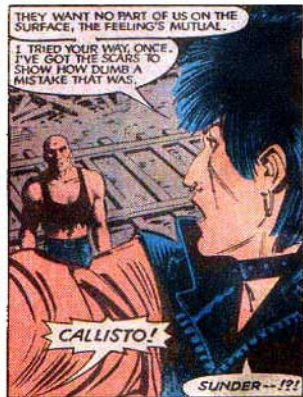
MOUNT UP,
I'LL DRIVE
YOU HOME.

CALLISTO,
WHAT FUTURE
DO YOU AND
YOUR PEOPLE
HAVE DOWN
HERE?

A BETTER
ONE THAN
YOU HAD
NOT SO
LONG AGO.

YOU
CAN'T HIDE
FOREVER.

WE'RE
OUTCASTS,
CHARLEY.
WHAT DO YOU
EXPECT?!



THEY WANT NO PART OF US ON THE
SURFACE, THE FEELING'S MUTUAL.

I TRIED YOUR WAY, ONCE.
I'VE GOT THE SCARS TO
SHOW HOW DUMB A
MISTAKE THAT WAS.

CALLISTO!

SUNDER--?!



ANNALEE'S KIDS--
SOMEBODY SHOT
'EM, CAL--

--MURDERED
'EM IN COLD
BLOOD!!



SEE,
XAVIER--
SEE!

THAT'S THE REALITY OF A MUTANT'S
EXISTENCE! WE'LL ALWAYS BE TARGETS--
EVEN BABIES WHO NEVER DID ANYONE
HARM!

I GAVE MY WORD TO
ORORO-- MORLOCKS'LL
CO-EXIST WITH HUMANITY
IN PEACE. BUT IF THEY
WON'T LEAVE US ALONE,
IF THEY START HUNTING
US, IF THEY WANT A
RACE WAR--

--THEN, BY
ALL I HOLD
HOLY, THEY'LL
GET ONE!

THE ROCKY MOUNTAINS, JUST WEST OF COLORADO SPRINGS...

I'M HERE, BIG BROTHER, LIKE I PROMISED.

SMUGGLING BANSHEE INTO THE COUNTRY WAS EASIER THAN I FIGURED.

TELL ME, IS THIS A PIECE OF THE PLANE YOU FLEW TO YOUR DOOM?



I REMEMBER WHEN XAVIER BROUGHT YOUR BODY HOME. HE TOLD OUR PARENTS THEY SHOULD BE PROUD OF YOU, THAT YOU'D DIED BRAVELY, AS AN APACHE SHOULD.

I TRIED TO TAKE YOUR PLACE, JOHN, BUT NOTHING I'VE DONE HAS MADE A DIFFERENCE.

THEY BREATHE, THEY EAT AND MOVE, BUT THERE'S NO MORE LIFE IN THEM. GRIEF HAS MADE THEM HOLLOW SHADOW-SELVES. BANSHEE COULD HAVE SPARED THEM THAT.

HE COULD HAVE SAVED YOU-- BUT HE DIDN'T.



IT'S XAVIER, THOUGH, WHO LURED YOU FROM YOUR FAMILY-- WITH HIS SNAKE'S TONGUE AND ACCURSED PSI- POWERS.

I BLAME HIM FOR YOUR DEATH...

... AND I MEAN TO MAKE HIM PAY!



THOSE SOUNDS-- --ROULETTE-- --EMPATH!!

SOME HIKE, JIMMY! WE THOUGHT WE'D NEVER CATCH YOU!

WHAT DO YOU WANT, WHY HAVE YOU COME?!



TO HELP, DUMMY.

SURELY, THUNDERBIRD, EVEN YOU ARE NOT STUPID ENOUGH TO BELIEVE YOU CAN DEAL WITH THE X-MEN BY YOURSELF.

WHAT I BELIEVE, SPANIARD...

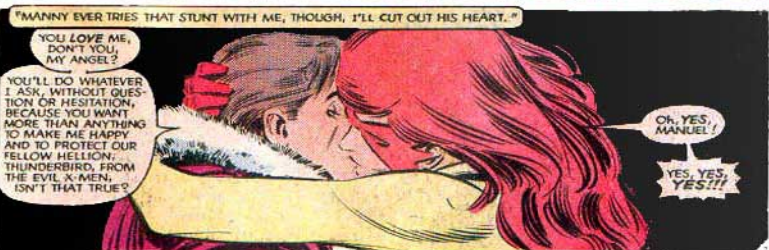
... AND CHOOSE TO DO ABOUT IT, ARE MY CONCERNS, NO ONE ELSE'S.



WE ARE HELLIONS, COMPADRE, AND THEREFORE-- AS OUR ESTEEMED LADY MENTOR, THE WHITE QUEEN, IS SO FOND OF REMINDING US-- SUPPOSED TO LOOK AFTER OUR OWN.

THIS IS A PERSONAL MATTER BETWEEN ME AND XAVIER.

DON'T INTERFERE.



PROFESSOR CHARLES XAVIER'S
SCHOOL FOR GIFTED YOUNGSTERS --

--HOME AND SECRET HEADQUARTERS OF BOTH THE X-MEN
AND XAVIER'S NOVICE STUDENTS, THE NEW MUTANTS--

...ONE OF WHOM IS UNDERGOING
A SPECIAL TRAINING SESSION IN
THE DANGER ROOM.

GAME'S TAG,
CANNONBALL --
AM YOU'RE IT!

THE PLEASURE,
WOLVERINE ...

...IS ALL MINE!!

SAM GUTHRIE'S INITIAL TARGET IS
THE X-MEN'S NEWLY APPOINTED
TEAM LEADER, NIGHTCRAWLER...

...WHO SIMPLY TELEPORTS
OUT OF THE WAY.

HEADS UP, COLOSSUS-- BOY'S
COMIN' YOUR WAY!

BAMF

NO PROBLEM, TOVARISCH, MY
ARMORED FORM
CAN WITHSTAND
HIS STRONGEST
BLOW.

CAN OUR
YOUNG
COMRADE
SAY THE
SAME?!

POW!

FORTUNATELY, WHENEVER SAM BLASTS, HIS BODY BECOMES VIRTUALLY INVULNERABLE...



...ALTHOUGH HIS IMPACT WITH THE WALL...



...KNOCKS THE BREATH OUT OF HIM.

SURPRISINGLY, HE DOESN'T SEEM TO MIND.



PETER, YOU DOPE! TOUCHING CANNONBALL'S THE SAME AS BEING TAGGED!

NOW YOU'RE ON HIS SIDE!

I AM SORRY, KITTY.



NOT GOOD ENOUGH, BUB.

THIS MAY BE A GAME, BUT IN BATTLE...

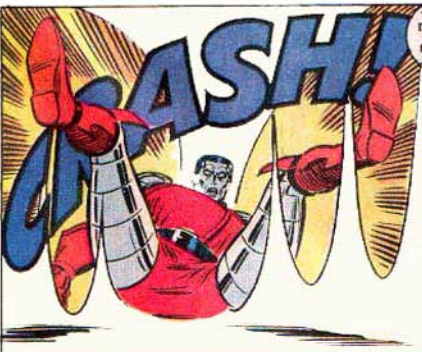
...THAT KIND'A CARE-LESSNESS COULD COST...



...SOMEONE'S LIFE!

WOLVERINE-- YOUR CLAWS-- BE CAREFUL!

TIMBERRR!



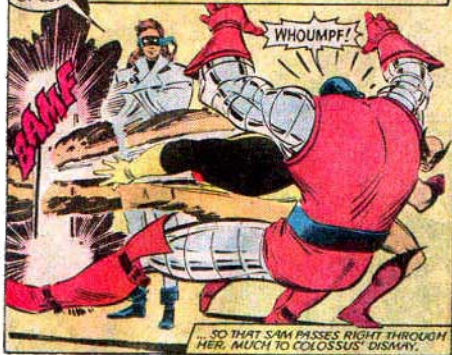
THE POOR DEAR LAD-- HE FALL DOWN, GO BOOM!

SEEMS TO ME LIKE SOMEBODY HERE...

... REALLY AIN'T GOT THEIR MIND ON THEIR WORK...

UNLIKE THE REST OF US...

ON SILENT CUE FROM WOLVERINE--WHOSE ENHANCED SENSES SIGNALLED CANNONBALL'S APPROACH--
--NICHCRAWLER TELEPORTS AND KITTY PRYDE PHASES--



WHOUMPF!

...SO THAT SAM PASSES RIGHT THROUGH HER, MUCH TO COLOSSUS' DISMAY.

WATCHING FROM THE OBSERVATION BOOTH ARE A TEAMMATE OF SAM'S, DOUG RAMSEY, AND RACHEL SUMMERS, THE NEWEST X-MAN-- TOGETHER WITH KITTY'S PET DRAGON, LOCKHEED.

THIS IS EMBARRASSING, SAM'S TEAM IS GETTING CREAMED!

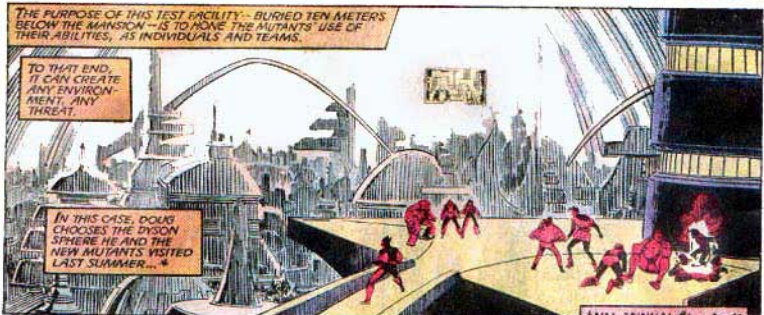


TIME, I THINK, WE SPICED UP THE EXERCISE.

THE PURPOSE OF THIS TEST FACILITY--BURIED TEN METERS BELOW THE MANSION--IS TO HONE THE MUTANTS' USE OF THEIR ABILITIES, AS INDIVIDUALS AND TEAMS.

TO THAT END, IT CAN CREATE ANY ENVIRONMENT, ANY THREAT.

IN THIS CASE, DOUG CHOOSES THE DYSON SPHERE HE AND THE NEW MUTANTS VISITED LAST SUMMER...*



*NM ANNUAL #1--AnnN.

...MANIFESTING ITS "OWNER," ROCK MEGASTAR LILA CHENEY, AND THE FREEBOOTING WARRIOR VRAKANIN THEY FOUGHT THERE.



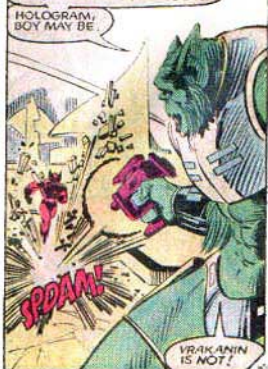
CUTE MOVE, RAMSEY, GIVIN' US TWO CANNONBALLS TO CONTEND WITH, BUT THAT ONE'S GOT NO SCENT--



--HE'S AN ILLUSION!

JEST, TERRANEN, ON YOU IS.

HOLOGRAM, BOY MAY BE.



VRAKANIN IS NOT!



FURBALL MISSED ME -- BUT HE NAILED THE BRIDGE!

RELAX, WOLVIE -- AH GOT YOU.

WHAT ABOUT THE KID?!

GUTHRIE? NOWHERE IN SIGHT.



S'PRISE, ROGUE!

GOTCHA BOTH! AH'M DOIN' ALL RIGHT!!

SURE WISH THE PROF COULD SEE THIS--!



I HATE TO INTERRUPT, CHILDREN.

... BUT I BELIEVE THIS LITTLE LOST LAMB BELONGS TO YOU.

CALLISTO?!

PROFESSOR XAVIER?!

GOOD MORNING, STUDENTS.

DOUGLAS, WOULD YOU RETURN THE ROOM TO NORMAL, PLEASE?!



I'LL LET MYSELF OUT. BE SEEN'N YOU, CHARLEY, CIAO, ALL.

FAREWELL, CALLISTO-- AND THANK YOU.

=?!?!

LOOKS LIKE YOU HAD AN ADVENTUROUS NIGHT, PROF.

Ahem!

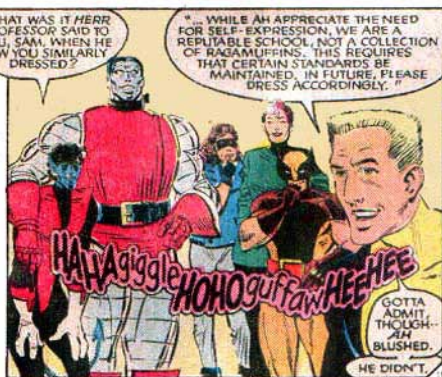
I'M TOLD, ROGUE, IT, uh, HAD ITS MOMENTS.



IF YOU'LL EXCUSE ME...

CUTE OUTFIT, SIR!

Sigh!



WHAT WAS IT HERR PROFESSOR SAID TO YOU, SAM, WHEN HE SAW YOU SIMILARLY DRESSED?

"... WHILE AH APPRECIATE THE NEED FOR SELF-EXPRESSION, WE ARE A REPUTABLE SCHOOL, NOT A COLLECTION OF RAGAMUFFINS. THIS REQUIRES THAT CERTAIN STANDARDS BE MAINTAINED. IN FUTURE, PLEASE DRESS ACCORDINGLY."

HA! HA! GIGGLE HOHO! GUFFAW HEEHEE

GOTTA ADMIT, THOUGH-- AH BLUSHED.

HE DIDN'T.

MID-ATLANTIC...

WHEN LAST I TRIED TO LEAVE NEW YORK, A DEMON SORCERER TRANSFORMED THE CITY AND ALL ITS PEOPLE INTO THEIR ANCIENT-- BARBARIC-- EQUIVALENTS, AN ADVENTURE NONE BUT I AND A FEW OTHERS EVEN REMEMBER.

I FOUND MYSELF RECAST AS A WARRIOR PRINCESS AND SORCERESS.

EVEN NOW, I FIND IT HARD TO BELIEVE I AM REALLY HERE AND THAT, WITHIN THE WEEK, I SHALL BE IN AFRICA, I AT LAST SHALL BE HOME.

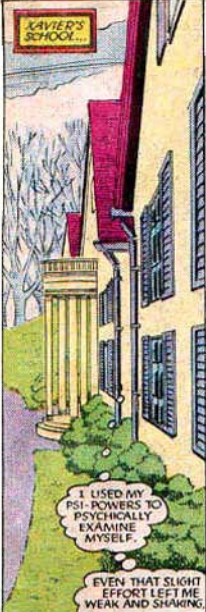
IN X-MEN #'s 190 or 191 -- Ann N.

WAS THAT BECAUSE-- BEFORE MY POWERS WERE STOLEN FROM ME-- I WAS A MUTANT, LEADER OF THE X-MEN...

OR IS THERE SOME DEEPER MEANING-- GASP???

MOUNTAINS-- BUT LIKE NONE I'VE EVER SEEN!





XAVIER'S SCHOOL...

I USED MY PSI-POWERS TO PSYCHICALLY EXAMINE MYSELF.

EVEN THAT SLIGHT EFFORT LEFT ME WEAK AND SHAKING.

MY CONDITION IS AS BAD AS CALLISTO SAID.

I'M LIKE A BROKEN TOY THAT'S BEEN GLUED BACK TOGETHER, ONLY THE GLUE HASN'T SET. UNTIL IT DOES, THE TOY IS VULNERABLE.

I STILL CAN'T REMEMBER BEING ATTACKED, OR WHO WAS RESPONSIBLE. IF THE CAUSE IS TRAUMATIC AMNESIA-- BROUGHT ON BY MY INJURIES-- I MAY NEVER KNOW.

IT'S ALMOST EMBARRASSING-- A TELEPATH, FOUNDER OF A BAND OF SUPER HEROES, BEING MUGGED. JUST LIKE NORMAL PEOPLE.

I'M IN NO SHAPE TO LEAD THE X-MEN, THAT'S CERTAIN. I'LL HAVE TO CURTAIL MY TEACHING AS WELL.

LIKE IT OR NOT, I'VE NO CHOICE BUT TO TAKE A VACATION-- EH??

OWWWWWW!!!

SUCH... PAIN-- CAUGHT ME BY SURPRISE!



I ACHIE... IN THE VERY CORE OF MY BONES.

YES... NIGHT-CRAWLER?

NO, I'M... FINE. YOU MERELY CAUGHT ME AT AN... AWKWARD MOMENT.

TROUBLE? THE SITUATION ROOM?? SUMMON THE X-MEN, I'LL BE THERE... DIRECTLY.



I SHOULD HAVE SENSED KURT'S ALARM-- THROUGH THE RAPPORT I SHARE WITH ALL MY STUDENTS-- LONG BEFORE HE CALLED BUT I HADN'T AN INKLING.

MY HEAD HURTS SO, IT'S IMPOSSIBLE TO CONCENTRATE -- I CAN BARELY HEAR HIS THOUGHTS, NO MATTER HOW HARD I TRY.

IF I WISHED ABSOLUTE PROOF OF THE SERIOUSNESS OF MY SITUATION, THIS IS IT.



SOON, HOWEVER...

JAMES PROUDSTAR--

I'VE MET THE CREEP-- HE'S ONE OF THE WHITE QUEEN'S HELIONS.

X-MEN, I'VE TAKEN BANISHEE PRISONER.

IN 24 HOURS, I PLAN TO KILL HIM.

-- THUNDERBIRD'S YOUNGER BROTHER!

I'VE HIDDEN HIM SOMEWHERE INSIDE CHEYENNE MOUNTAIN.

YOU WANT HIM, COME GET HIM, I'LL BE WAITING.



THAT'S THE COMPLETE TAPE OF HIS MESSAGE. DR. MACTAGGERT, ON MUIR ISLE, HAS CONFIRMED BANSHEE'S DISAPPEARANCE.

TO THROW OFF THE SCENT, THUNDERBIRD FAKED A NOTE FROM SEAN, SAYING HE'D BE AWAY A FEW DAYS. MOIRA NEVER SUSPECTED ANYTHING WAS WRONG.



THE LAD'S PURPOSE IS OBVIOUS. HE BLAMES US FOR HIS BROTHER'S DEATH.

HE MEANS TO HAVE HIS REVENGE.

NICE PLOY, I'LL GIVE THE KID THAT--NO MATTER WHAT WE DO, WE'RE NAILED.



TO SAVE OUR FRIEND, WE'VE GOTTA PENETRATE MORAD HEADQUARTERS--ONE OF THE MOST HEAVILY DEFENDED MILITARY INSTALLATIONS IN THE WORLD.

YOU CAN BET, THE MOMENT WE SHOW OURSELVES, WE'LL TRIGGER EVERY ALARM IN THE PLACE. WE'LL BE FIGHTING THE AIR FORCE AS WELL AS THE INDIAN.

EVEN IF WE WIN--AN' RESCUE BANSHEE-- WE'LL STILL LOSE, 'CAUSE OUR REP WILL BE IN THE MUD.



THIS CAPER COULD MAKE US OUTLAWS--IN FACT AS WELL AS NAME.

COULDN'T WE EXPLAIN, ASK FOR HELP?

TAKE TOO LONG, PUN'KIN. BESIDES, WHO'D LISTEN?

WOLVIE, WHAT'RE YOU SAYING--THAT WE SHOULD ABANDON SEAN?!!

NOPE. X-MEN LOOK AFTER THEIR OWN--YOU SHOULD KNOW THAT BETTER'N MOST.



I JUST WANT EVERYONE TO KNOW THE STAKES.

ONE STEP AT A TIME, MY FRIEND. WE'LL SEE TO OUR FRIEND FIRST, THEN WORRY ABOUT THE CONSEQUENCES.



DO WHAT'S NECESSARY TO PROTECT THE ESTATE AND THE NEW MUTANTS WHILE WE'RE AWAY. I WANT US AIRBORNE WITHIN THE HOUR.

CHEYENNE MOUNTAIN...

-- CODE-NAMED VALHALLA --

-- NERVE-CENTER OF THE NORTH AMERICAN AIR DEFENSE COMMAND...

... WHICH IS RESPONSIBLE FOR SHIELDING THE UNITED STATES FROM ANY FORM OF AIR OR SPACE-BORNE ATTACK.

THE X-MEN HAVE BEEN HERE BEFORE-- WHEN THE COMPLEX WAS SEIZED BY COUNT NEFARIA AND HIS ANI-MEN, AND THE WORLD HELD FOR RANSOM.

JOHN PROUDSTAR DID PREVENTING NEFARIA'S ESCAPE.

FOR A BRIEF TIME AFTERWARDS, THE X-MEN WERE ACCLAIMED AS HEROES. BUT, ALL TOO SOON, THE OLD SUSPICIONS, THE OLD FEARS, RESURFACED. TRUST FADED, FRIENDS FELL SILENT-- AND THE MUTANTS WERE ONCE MORE ALONE...

... WITH NO ONE TO COUNT ON BUT THEMSELVES.

PROFESSOR, I'M IN.

PROFESSOR, I AM

I SENSE KITTY'S THOUGHTS-- BUT NOT WELL ENOUGH TO COMPREHEND THEM.

RACHEL, FORM A PSILINK, PLEASE, BETWEEN MYSELF AND THE X-MEN.

HECK! VIVA TIME TO BREAK RAY IN ON A NEW JOB-- I HOPE THE PROF KNOWS WHAT HE'S DOING.

HE'S BEEN ACTING WEIRD EVER SINCE CAL BROUGHT HIM HOME. DID THE MORLOCKS DO SOMETHING TO HIM?!

WHEW!

GLAD TO SEE YOU, FUZZY-ELF!

WORRIED ABOUT ME, LIEBCHEN? I'M FLATTERED-- I CONFESS, I WAS A LITTLE NERVOUS MYSELF. BUT THE PSILINK ENABLED ME TO "SEE" THIS ROOM THROUGH YOUR EYES...

... WHICH ENABLED ME TO TELEPORT SAFELY.

KEEP WATCH, KATZCHEN, WHILE I FERRY THE OTHERS OVER.

IN LESS THAN A MINUTE, THE JOB IS DONE.

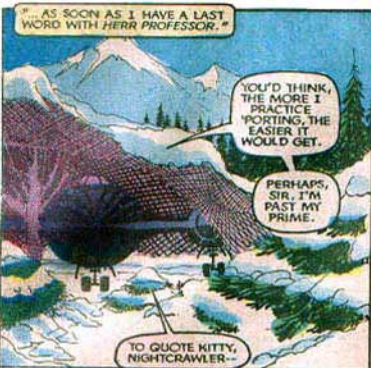


KURT!

ARE YOU OKAY?!

FINE--ONCE I CATCH MY BREATH.

I'LL BE BACK, KAMERADEN...



...AS SOON AS I HAVE A LAST WORD WITH HERR PROFESSOR."

YOU'D THINK, THE MORE I PRACTICE 'PORTING, THE EASIER IT WOULD GET.

PERHAPS, SIR, I'M PAST MY PRIME.

TO QUOTE KITTY, NIGHTCRAWLER--



--GIVE ME A BREAK.

I DON'T LIKE THE IDEA OF LEAVING YOU ALONE.

KURT, I WAS A SOLDIER BEFORE YOU WERE BORN. I'LL MANAGE.

OUR "BLACKBIRD" AIRCRAFT IS CLOAKED AGAINST ALL SENSOR SCANS, AND SHOULD MY PSI-POWERS FAIL--

I'LL HAVE LOCKHEED TO PROTECT ME.

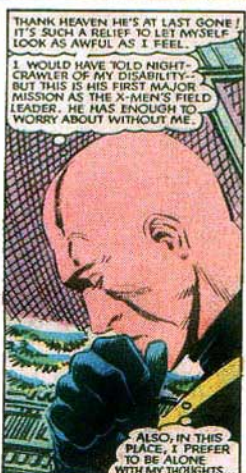


I APPRECIATE YOUR CONCERN, BUT IT IS QUITE UNNECESSARY.

GOOD LUCK--AND HURRY HOME.

AUF WIEDERSEHEN!

BAMF!



THANK HEAVEN HE'S AT LAST GONE! IT'S SUCH A RELIEF TO LET MYSELF LOOK AS AWFUL AS I FEEL.

I WOULD HAVE TOLD NIGHTCRAWLER OF MY DISABILITY-- BUT THIS IS HIS FIRST MAJOR MISSION AS THE X-MEN'S FIELD LEADER. HE HAS ENOUGH TO WORRY ABOUT WITHOUT ME.

ALSO, IN THIS PLACE, I PREFER TO BE ALONE WITH MY THOUGHTS...



--AND MEMORIES. I WAS IN TELEPATHIC CONTACT WITH THUNDERBIRD WHEN HE DIED. I'VE ALWAYS WONDERED IF THERE WAS SOMETHING I COULD HAVE DONE, SOME WAY TO SAVE HIM.

I'VE HAD BLOOD ON MY HANDS, I WANT NO MORE-- ESPECIALLY FROM THOSE WHO TRUST ME.

X-MEN, I'M ACTIVATING THE PORTABLE CEREBRO-- IT WILL AMPLIFY MY POWERS ENOUGH TO LOCATE BANSHIEE, NO MATTER HOW WELL HE MAY BE HIDDEN.

HOWEVER, RIGHT OUTSIDE, HER PRESENCE MASKED BY A PPSCREEN BUILT INTO HER HELLIONS UNIFORM...



BLACK DISK, CHROME DOME--



--IN YOUR CASE, THE WORST OF LUCK!



AND, ABOARD THE "BLACKBIRD"...

SHORT-CIRCUIT-- SYSTEMS FEEDBACK--??!

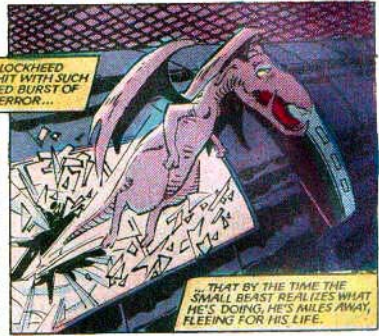
AHRRGH!

XAVIER'S BELLOW OF AGONY...



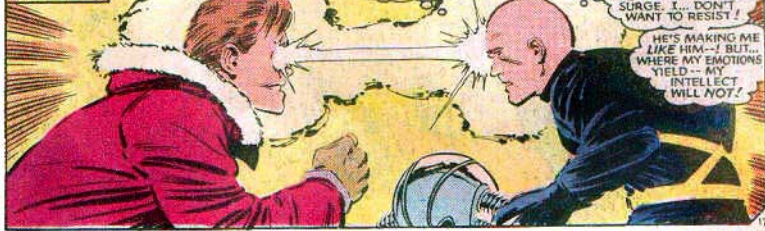
...WAKES KITTY'S DRAGON, IN TIME TO SEE EMPATH'S HURRIED ENTRANCE--

-- BUT BEFORE LOCKHEED CAN ACT, HE'S HIT WITH SUCH A CONCENTRATED BURST OF PURE, PRIMAL TERROR...



THAT BY THE TIME THE SMALL BEAST REALIZES WHAT HE'S DOING, HE'S MILES AWAY, FLEEING FOR HIS LIFE.

FLUSH WITH THAT INITIAL VICTORY, ANJEL TURNS ON XAVIER...



FROM KITTY'S DESCRIPTION, THIS MUST BE EMPATH!

HIS STRENGTH IS FORMIDABLE, AND MINE AT LOW EBB-- MY HEAD IS REELING FROM THAT POWER SURGE. I... DON'T WANT TO RESIST!

HE'S MAKING ME LIKE HIM--! BUT... WHERE MY EMOTIONS YIELD-- MY INTELLECT WILL NOT!

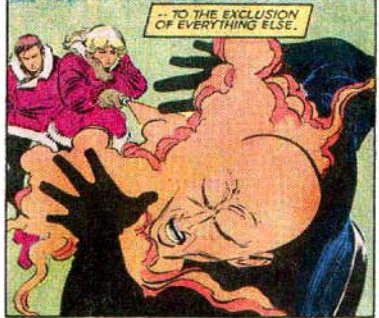
SLOWLY, GRIMLY, INEXORABLY, THE TIDE OF BATTLE TURNS.



HAD XAVIER BEEN HIS NORMAL SELF, IT WOULD HAVE BEEN NO CONTEST.

IN HIS CURRENT, SEVERELY WEAKENED STATE, UNFORTUNATELY, HE FINDS HIMSELF FORCED TO DEVOTE ALL HIS PSYCHIC FACULTIES TO THE FIGHT.

-- TO THE EXCLUSION OF EVERYTHING ELSE.



LOOKS LIKE HE HAD YOU ONNA ROPES, MANNY.

POOR GUY DIDN'T NOTICE ME TILL IT WAS TOO LATE-- HIS BAD LUCK.

HE WON'T BE OUT LONG-- BUT THAT SHOT OF NERVE GAS'LL KNOE HIS PSI-POWERS FOR A FULL DAY.



PROFESSOR--?!? HE'S UNDER ATTACK-- I CAN'T SENSE HIS THOUGHTS, SOMETHING'S HAPPENED--!!

I'LL 'PORT--!

IT'S TOO RISKY, YOU'RE TOO WEAK-- I'LL GO!



RACHEL, I'M IN THE "BLACK-BIRD." CAN YOU HEAR ME?!

LOUD AND CLEAR, KITTY.

RELAY THIS TO NIGHTCRAWLER-- IT'S BAD, THE PROFESSOR'S ALIVE BUT UNCONSCIOUS-- THERE'S... THERE'S NO SIGN OF LOCKHEED, OR WHOEVER AMBUSED THEM--

--AND ALL THE SENSORS, ESPECIALLY CEREBRO, HAVE BEEN TRASHED BEYOND REPAIR.



MINUTES LATER... I SHOULD HAVE KNOWN.

I SHOULD HAVE ANTICIPATED--!

KURT, DON'T BLAME YOURSELF.

I'M IN CHARGE, SHADOWCAT, IT'S MY RESPONSIBILITY! WOULD CYCLOPS OR STORM HAVE MADE SUCH A MISTAKE? I NEVER SHOULD HAVE LEFT HIM.

BUT YOU DID, IT'S DONE, YOU'RE STILL BOSS, ELF-- --WHAT'S OUR NEXT MOVE?!

RACHEL, YOU'RE OUR BACK-UP TELEPATH. SCAN FOR BANSHEE-- YOU SHOULD BE ABLE TO DETECT HIM, EVEN WITHOUT CEREBRO'S AID.

NO.

WHAT--???

NO!

THAT'S WHAT I DID-- IN MY ERA-- BUT HOW CAN I TELL THEM, TELL ANYONE?! I WAS A HOUND. THE GOVERNMENT FORCED ME TO USE MY PSI-SKILLS TO HUNT DOWN MUTANTS.

A FEW THEY CAPTURED--

-- BUT MOST WERE KILLED!

STRANGERS-- FRIENDS-- FAMILY-- SLAUGHTERED LIKE ANIMALS--

-- BECAUSE OF ME!

BY THE WHITE WOLF!

RACHEL...???

I HOPE SHE'LL BE OKAY, LOGAN.

DEFINE THE TERM, PUN'KIN.

RAY'S GOT SECRETS-- MEMORIES-- PROBABLY GUILTS-- THAT'RE TEARING HER APART. LIKE SOME WHO SURVIVED THE HOLOCAUST, SHE MAYBE FEELS ASHAMED FOR HAVING LIVED, AN' FOR THE PRICE SHE PAID TO DO IT. THAT'S A HURT LIKE OF WHICH WE CAN'T IMAGINE.

SHE'LL EITHER COME TO TERMS WITH IT, OR BE DESTROYED.

CAN'T WORRY ABOUT HER NOW, THOUGH, KIT. BANSHEE'S GOT PRIORITY. I'VE SPOTTED HIS SCENT.

THE TRAIL IS IMPOSSIBLY FAINT, BUT WOLVERINE FOLLOWS IT WITH EASE...

KITTY PHASING THE TWO OF THEM DEEP INTO THE MOUNTAIN COMPLEX...

... TAKING OCCASIONAL HURRIED DETOURS ALONG THE WAY AROUND ANYONE THEY FIND IN THEIR PATH.

NIGHTCRAWLER'S REALLY UPSET. HE SO WANTS TO DO WELL-- BUT I KEEP WISHING STORM WERE HERE.

WE MAKE DO WITH WHAT'S AT HAND, DARLIN'-- WE GOT NOBODY BETTER.

THAT'S COMFORTING.

QUIT WORRYIN'!

IT'S A WASTE OF EFFORT, AN' WE GOT NONE TO SPARE.

BAMBAHILE...

YOU LOOK AFTER THE PROFESSOR, ROGUE.

PROUDSTAR INTIMATED HE WOULD FACE US ALONE-- I DON'T BELIEVE THAT'S TRUE. WE COULD BE UP AGAINST THE HELLIONS, OR EVEN THE HELLFIRE CLUB ITSELF! WHICHEVER, WE CAN'T AFFORD TO TAKE ANY MORE CHANCES.

STAY ALERT-- AND BE CAREFUL! MAINTAIN CONTACT THROUGH OUR RADIO COMLINK.

COLOSSUS, HOW IS RACHEL?

SEE FOR YOURSELF, TOVARISCH.

WHAT HAPPENED TO HER, KURT? WHAT DID SHE SEE, WHAT DID SHE EXPERIENCE IN HER WORLD OF THE FUTURE TO LEAVE SUCH AWFUL SCARS?!

FORGIVE ME, MY FRIEND, BUT AT THE MOMENT I'M MORE CONCERNED WITH OUR OWN FUTURE.

WHY ARE YOU SO ANGRY?!

LOOK AT US! WE'VE BARELY BEGUN THIS MISSION--

-- AND ALREADY OUR MOST CRUCIAL TEAMMATES HAVE BEEN CRIPPLED, OUR FORCES SPLIT!

WOULD THIS HAVE HAPPENED IF STORM OR CYCLOPS WERE IN CHARGE?!

PROFESSOR XAVIER TRUSTED YOU TO ASSUME THEIR PLACE. HE WOULD NOT HAVE DONE SO IF HE DID NOT THINK YOU WORTHY!

BESIDES, AS I RECALL, BOTH ORORO AND SCOTT MADE THEIR SHARE OF MISTAKES. ALL THAT IS ASKED-- OF ANY OF US-- IS OUR BEST.

BUT SUPPOSE, PIOTR NIKOLIEVITCH, THAT BEST ISN'T GOOD ENOUGH?

THE WAR ROOM...

HERE COMES TODAY'S TOUR!

JUST WHAT WE NEED-- YAWWWWWWWW!

AS YOU CAN SEE, THIS IS THE HEART OF THE ENTIRE CHEYENNE MOUNTAIN COMPLEX...

BO-RING!!! MY GEOMETRY HOMEWORK IS MORE EXCITING THAN THIS STUPID RAP. HEY, MANNY, WHEN'S SOMETHING GONNA HAPPEN?!

THIS IS REALLY NEAT!

YOUR IMPATIENCE, DEAR JENNIFER, IS ABOUT TO BE REWARDED.

BY MY RECKONING, OUR FOES SHOULD BE WELL WITHIN THIS COMPLEX. IT'S TIME WE GAVE THEM THE WELCOME THEY DESERVE.

I'M CERTAIN THEY'RE WEARING ALL SORTS OF DEVICES TO PREVENT THEIR BEING DETECTED.



WOULDN'T IT JUST BE THEIR BAD LUCK...

... IF, ALL OF A SUDDEN, THOSE GADGETS DIDN'T WORK.



INTRUDER ALERT!!

GENERAL MORRISON, SCANNERS SHOW UNAUTHORIZED PERSONNEL THROUGHOUT THE MOUNTAIN-- READINGS INDICATE THEY POSSESS SUPER-POWERS--

-- SIR, THEY'RE MUTIES!



SPLENDID, ROULETTE--NOW I'LL USE MY EMPATHIC ABILITY TO INTENSIFY THE GENERAL'S NATURAL CONCERN...

... INTO A FULL-BLOWN PANIC!

SOUND A SECBOT ALERT!

COMMAND SANCTIONS THE USE OF TERMINAL FORCE.



"THEIR ORDERS ARE TO SHOOT TO KILL!"



IS THIS FOR REAL?

YOU'RE IN NO DANGER.

WHY CAN'T WE LEAVE?

THE WAR ROOM IS THE SAFEST PLACE TO BE.

THEY'RE JUST PUTTING ON A SHOW.

PLEASE REMAIN CALM.

ENJOYING YOURSELF, JENNIFER?

YOU KNOW ME, PAL--

THERE'S SO MUCH CONFUSION. NO ONE'LL NOTICE ME SLIP AWAY.

I HOPE I DO WELL--MANUEL'S COUNTING ON FIRESTAR, HE TOLD ME-- AND I SO WANT TO MAKE HIM AND ESPECIALLY MISS FROST PROUD OF ME.

-- I JUST LOVE RATTLING PEOPLE'S CHAINS--THE CRAZIER I MAKE 'EM, THE BETTER!

MEANWHILE, AT THE BASE OF THE GIANT COMPLEX...

BINGO--
THERE'S
IRISH!

GREAT-- BUT
WHERE ARE
WE?!

BUFFER SPACE BETWEEN THE COMPLEX
AND THE MOUNTAIN. THOSE BIG SHOCK
ABSORBERS ARE DESIGNED TO CUSHION
THE BASE AGAINST THE IMPACT OF A NUCLEAR
NEAR-MISS.



BANSHEE'S ALIVE, WOLVIE,
BUT UNCONSCIOUS!



HE'S BEEN BEATEN
PRETTY BADLY!

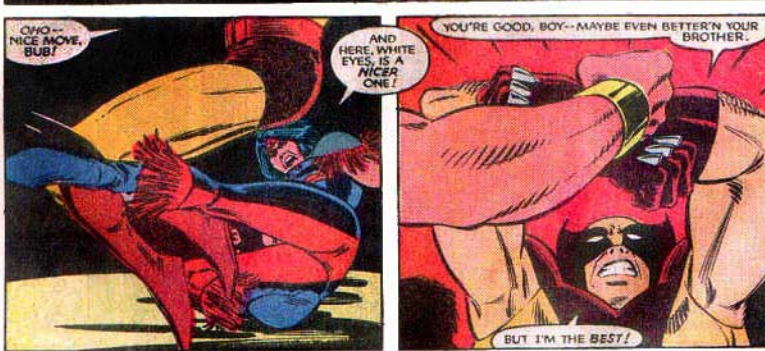


I'LL LAY ODDS,
DARLIN'--

--THIS'S THE
CREEP THAT
DID IT!

STEP OUTTA
THE SHADOWS,
PUNK! FIGHT
LIKE A MAN--

--F'IR
ONCE.



OH--
NICE MOVE,
BUB!

AND
HERE WHITE
EYES, IS A
NICER
ONE!

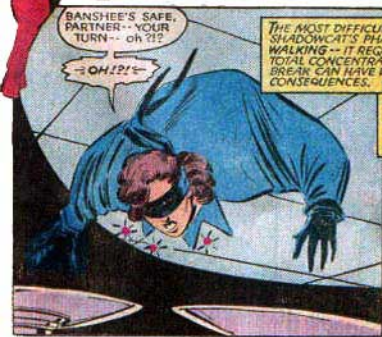
YOU'RE GOOD, BOY--MAYBE EVEN BETTER'N YOUR
BROTHER.

BUT I'M THE BEST!



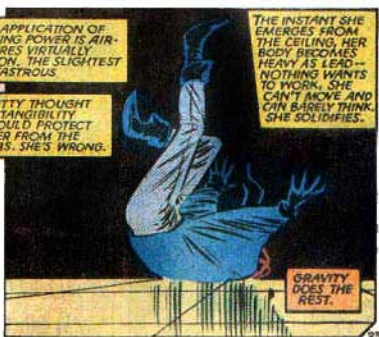
I PHASED BANSHEE
FREE OF HIS CHAINS,
WOLVIE!

I KNOW YOU CAN'T HEAR ME,
SEAN, BUT HANG ON! WE'LL
HAVE YOU OUT OF THIS
MESS IN A JIFFY!



THE MOST DIFFICULT APPLICATION OF SHADOWCAT'S PHASING POWER IS AIR-WALKING-- IT REQUIRES VIRTUALLY TOTAL CONCENTRATION. THE SLIGHTEST BREAK CAN HAVE DISASTROUS CONSEQUENCES.

KITTY THOUGHT INTANGIBILITY WOULD PROTECT HER FROM THE GAS. SHE'S WRONG.



KITTY--?!!

WHY DID YOU COME BACK, GIRL?! OF ALL THE DUMB, AMATEUR MOVES--!

HE'S DISTRACTED--

...NOW'S MY CHANCE TO CUT LOOSE...

...WITH EVERYTHING I'VE GOT!

SPAK!

ALTHOUGH THE X-MAN FALLS, IT'S THUNDERBIRD WHO CRIES OUT IN PAIN-- HE'D FORGOTTEN ABOUT WOLVERINE'S ADAMANTIUM-LACED BONES, AND HIS HAND FEELS AS IF HE'S JUST PUNCHED A STEEL BEAM. INDEED, IT'S A MINOR MIRACLE NOTHING'S BROKEN.

IF I'D HAD A NORMAL SKELETON, THAT PUNCH'D HAVE KAYO'D ME-- PROBABLY BROKEN MY JAW, THE BOY CAN HIT!

TOO BAD HE'S ON THE WRONG SIDE.

HE CAN WAIT, THOUGH--

--TILL I HAIL KITTY OUTSIDE.

LHM-OH-- VISION'S BLURRING-- HANDS STARTING TO SHAKE-- GAS IS GETTIN' TO ME, TOO!

STUFF'S SO DEADLY, EVEN MY HEALING FACTOR CAN'T HANDLE IT, I STOP MOVIN' ...

... I'M DEAD.

LOOK AT THE FOOL -- BY CHOOSING TO HELP THE GIRL, HE'S DOOMED HIMSELF FOR SURE!

WHY AREN'T I GLAD?! I SHOULD BE CHEERING-- ISN'T THIS WHAT I WANT, WHAT I'VE TRAINED AND WORKED FOR?!!

TO AVENGE MY BROTHER, I SWORE THE DEATHS OF ALL THE X-MEN-- SO XAVIER WOULD SUFFER AS MY PARENTS HAVE-- BEFORE I FINALLY TOOK HIS LIFE AS WELL.

ALL I HAVE TO DO IS SEAL THIS ESCAPE HATCH AND THE DEED IS DONE--
-- BUT I CAN'T--
-- I CAN'T!!



WHAT'S THE MATTER WITH ME?! WHY IS MY TRIUMPH TURNING TO ASHES?!

TRUE, THESE ARE X-MEN, BUT THEY HAD NOTHING TO DO WITH JOHN'S DEATH-- THE GIRL WASN'T EVEN A MEMBER, THEN. HOW CAN I SLAUGHTER AN INNOCENT?!

DOESN'T HONOR DEMAND IT? I THOUGHT SO-- BUT I'M NO LONGER SURE.



IF I GOT THEM OUT IN TIME, FRESH OXYGEN AND THE ANTIDOTE FROM THAT FIRST AID LOCKER SHOULD COUNTERACT THE EFFECTS OF THE GAS.

BUT WHAT'S BECOME OF ME-- WHERE DO I GO, WHAT'LL I DO?! I SHOULD HAVE SLAIN THEM, BUT I COULDN'T-- BECAUSE I'M A COWARD!

I'VE DISGRACED MYSELF AS AN APACHE AND A MAN-- I'VE BETRAYED MY BROTHER! THERE'S ONLY ONE WAY TO MAKE AMENDS--

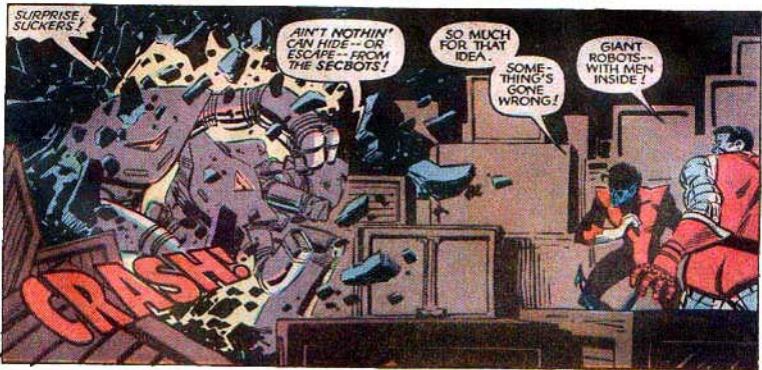
--BY SLAYING JOHNNY'S MURDERER, CHARLES XAVIER!



MEANWHILE... WHAT'S THAT?!

ALARMS?! BUT THEY CAN'T HAVE ANYTHING TO DO WITH US--!

LANGA LANGA WHOOPIWHOOPI!



SURPRISE, SUCKERS!

AIN'T NOTHIN' CAN HIDE-- OR ESCAPE-- FROM THE SECBOTS!

SO MUCH FOR THAT IDEA.

SOMETHING'S GONE WRONG!

GIANT ROBOTS-- WITH MEN INSIDE!

CRASH!



HOLD THE FORT, COLOSSUS-- DON'T LET THEM NEAR RACHEL--

--I'M GOING FOR REINFORCEMENTS!

BAMF!

DON'T BE LONG, NIGHTCRAWLER.

THESE ODDS MAY BE A BIT MUCH, EVEN FOR ME!



THIS QUICK ENOUGH FOR YOU?



TRY NOT TO HURT ANYONE-- THESE SOLDIERS AREN'T OUR ENEMIES--

--LHNNWFF!

THE HELMET'S LOCKED TIGHT-- I CAN'T DISLodge IT!



ZUM TEUFEL!?

CATCHWEB! THE MORE I STRUGGLE--

--THE TIGHTER IT GETS!

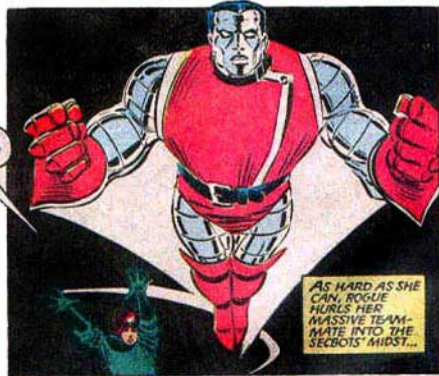
CAN'T BREATHE-- OR CONCENTRATE TO TELEPORT-- GRAYING OUT--



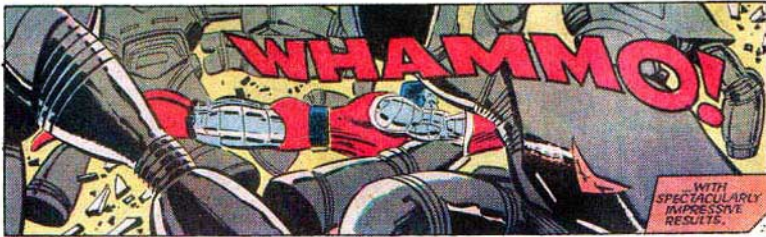
NIGHTCRAWLER HAS BEEN CAPTURED!

ROGUE, A FASTBALL SPECIAL, QUICKLY!

MY PLEASURE, BIG GUY!



AS HARD AS SHE CAN, ROGUE HURLS HER MASSIVE TEAMMATE INTO THE SECBOTS' MIDST...



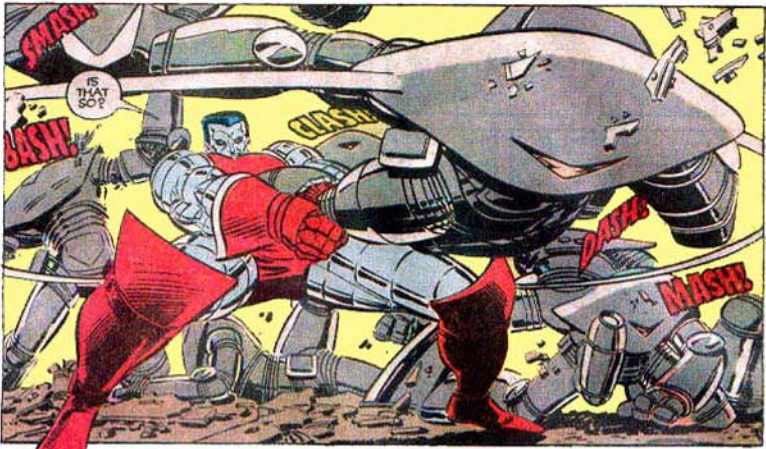
--WITH SPECTACULARLY IMPRESSIVE RESULTS.



I DON'T UNDERSTAND THE GENERAL'S ORDER, IT MAKES NO SENSE. I WAS HERE WHEN THE X-MEN SAVED OUR BUTTS FROM THAT NEFARIA BONZO.

THERE'S GOT TO BE AN EXPLANATION--AND MAYBE MY PRISONER CAN GIVE IT TO ME.

PILE ON, FELLAS--WE'VE NAILED THE TIN GUT BUT GOOD!



IS THAT SO?

BASH!

CLASH!

BASH!

MASH!



RAY-- SNAP OUT OF IT, GIRL, WE NEED YOU!

RACHEL!

NO USE, SHE CAN'T HEAR ME--OR WON'T.



SUDDENLY, WITHOUT WARNING...

OH, GOLLY--COLOSSUS IS EVEN BIGGER THAN I HEARD!

BUT MANUEL'S SAYS HE'S THE MOST DANGEROUS.

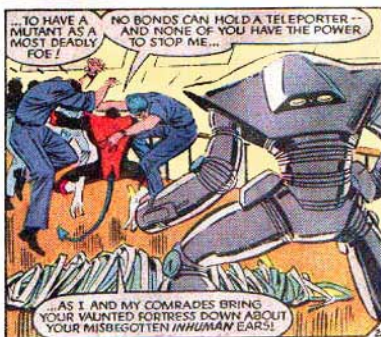
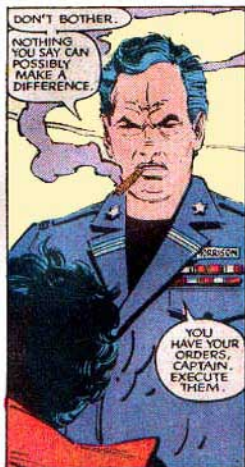
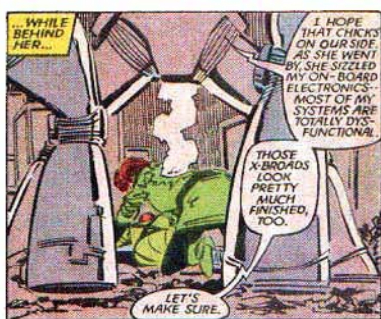


LENIN'S GHOST!?!

HE'S MY FIRST TARGET!

HEAT FLASH--FROM THAT GIRL--

GOTTA SHIELD RAY'S BODY WITH MY OWN--!



I COULD DESTROY THIS GIRL WITH A SINGLE BLOW.

BUT SHE IS SO YOUNG--

--SO MUCH LIKE MY BABY SISTER, ILLYANA-- HOW CAN I HARM HER?!

IF I DO NOT, THOUGH, SHE WILL DESTROY ME!

WHO ARE YOU, WHY ARE YOU ATTACKING US?!

I'M FIRESTAR--

AND YOU X-MEN STARTED THIS, EMPATH SAID SO-- YOU WANT TO HURT THUNDERBIRD, YOU HATE ALL US HELLIONS.

THAT-- IS NOT TRUE!

IT HAS TO BE, THE MAN I LOVE WOULDN'T LIE!

EXCEPT-- I FEEL... THIS IS WRONG.

I'M NOT EVIL. I DON'T WANT TO HARM ANYONE-- BUT IF I DON'T DO AS EMPATH SAYS, HE WON'T CARE FOR ME ANYMORE.

I'LL BE ALONE AGAIN, LIKE I WAS BEFORE-- I CAN'T BEAR THAT, I'D ALMOST RATHER DIE-- I'M SORRY, MUSTER, SO SORRY, BUT I HAVE TO DO THIS, I HAVE TO!

THERE'S PETEY!

HOPE HE'S OKAY-- THAT BRAT PROJECTS MICROWAVES THAT MUST BE MAKIN' A MESS OF HIS INSIDES.

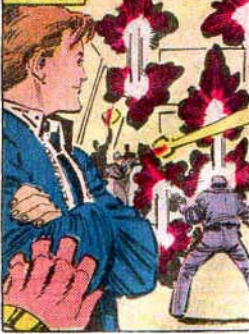
BUT NOT FOR LONG.

HE'S OUT-- BUT SO IS SHE, AN' AH'VE ABSORBED HER POWERS.

WISH AH DIDN'T HAVE TO HANDLE HER MEMORIES AS WELL. FIRESTAR'S A NICER KID THAN AH THOUGHT-- ABOUT AS CONFUSED AND LONELY AS CAN BE-- AN' WAY TOO DECENT TO PLAY AN ASSASSIN.

EMPATH'S RESPONSIBLE-- HE MUCKED WITH HER EMOTIONS, MADE HER BELIEVE SHE LOVED HIM, TURNED HER INTO HIS PUPPET, THE CREEP-- HE BETTER PRAY AH NEVER GET MY HANDS ON HIM!

IN THE WAR ROOM, EMPATH IS ENJOYING NIGHTCRAWLER'S MAD, FRANTIC, FUTILE STRUGGLE, PSYCHICALLY EGGING ON ALL THE COMBATANTS EVERY CHANCE HE GETS, WHEN TO HIS SURPRISE...



YOU?!

I TOLD YOU NOT TO INTERFERE!

I OUGHT TO RIP OUT YOUR BLACK, SADISTIC HEART--YOU'VE RUINED EVERYTHING!!



DESPERATELY, EMPATH TRIES TO CALM THUNDERBIRD...

... BUT THE OLDER BOY IS SO CONSUMED WITH RAGE, THE POWER HAS LITTLE EFFECT. IN FACT, WHEN THE APACHE REALIZES WHAT'S HAPPENING, IT ONLY MAKES HIM MORE ANGRY AND UNCONTROLLABLE.

NEITHER HELLION NOTICES A THIRD ENTRANT INTO THE FRAY...



UNTIL EMPATH FINDS HIMSELF YANKED DOWNWARDS THROUGH THE FLOOR.



YEAH!!!???

HEY, WOLVIE, BETCHA I JUST FOUND THE CREEP WHO'S BEEN CAUSING A LOT OF OUR TROUBLE.

YOU'RE EMPATH, RIGHT, KID?

PAY ATTENTION--YOU AN' I ARE GONNA HAVE US A LITTLE TALK.



I KNOW WHAT YOU CAN DO--YOU'VE BEEN PLAYIN' WITH PEOPLE'S HEADS ALL AFTERNOON.

I DARE YOU TO TRY IT WITH ME--COMMON, DO YOUR WORST. WHO KNOWS, IT MIGHT WORK, YOU MIGHT WORK YOURSELF ANOTHER SLAVE.

BUT IF IT DOESN'T--!



SNIKT!

HE FAINTED!



LIKE I FIGURED--NO GLITS.



WHAT HAVE I BEEN DOING?! THIS IS MADNESS!!

WAIT-- BEFORE I WENT BERSERK, I SAW EMPATH AND ROULETTE!

WAS THE BOY MANIPULATING MY EMOTIONS?! DID HE DO THE SAME TO THE GENERAL, IS THAT WHY THEY WANT US DEAD?!

WE'VE BEEN PLAYED FOR IDIOTS!

ONE MOMENT, YOUNG LADY-- I WANT A WORD WITH YOU!

THE MUTIE'S TAKEN THAT GIRL HOSTAGE!

BACK OFF, EVERYONE! WE DON'T WANT HER HURT!

LEMME GO, LEMME GO!

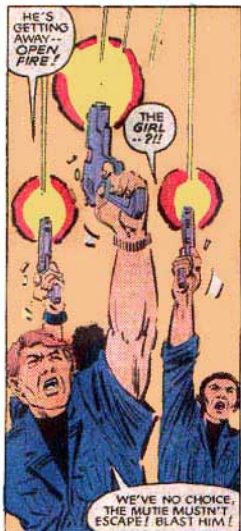


CERTAINLY, FRAULEIN.

NO!

THE STRAIN OF PORTING TOOK THE FIGHT OUT OF HER. I WISH OUR OTHER PROBLEMS COULD BE DEALT WITH AS EASILY.

EVEN WITHOUT EMPATH WARPING THEIR EMOTIONS, I DOUBT I CAN PERSUADE ANYONE HERE TO BELIEVE ME. TO THEM, THE X-MEN MUST SEEM LIKE SABOTEURS-- OR WORSE!



HE'S GETTING AWAY-- OPEN FIRE!

THE GIRL--?!

WE'VE NO CHOICE, THE MUTIE MUSTN'T ESCAPE! BLAST HIM!



YIAOUCU!

THIS IS A LITTLE TOO CLOSE FOR COMFORT! I'D BETTER MAKE TRACKS BEFORE THEY SEND SECBOITS INTO THESE VENTILATING DUCTS AFTER ME.

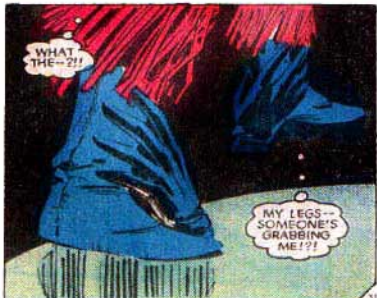
NO RESPONSE TO MY COMCALLS. THE OTHERS MUST BE HAVING AN EQUALLY ROUGH TIME. WHAT A MESS!



I DON'T BELIEVE IT, THIS IS A DISASTER, IT ISN'T WHAT I INTENDED AT ALL!

THANKS TO MY TEAMMATES --WHO SAID THEY WERE DOING IT FOR ME-- INNOCENT PEOPLE HAVE BEEN HURT, AND MAY YET BE KILLED, AND IT'LL BE MY FAULT!

MY PATH-- MY GOAL-- SEEMED SO CERTAIN, SO RIGHT, WHEN I BEGAN, HOW COULD EVERYTHING HAVE GONE SO TERRIBLY WRONG?!



WHAT THE--?!

MY LEGS-- SOMEONE'S GRABBING ME!?!



PRYDE?!? YOU WON'T GET ME SO EASILY, GIRL!



MISSED HIM, WOLVIE. SORRY.

HE WAS TOO DARN FAST.

NO SIGN OF NIGHT-CRAWLER OR ROULETTE, EITHER.



I HOPE THAT MEANS AT LEAST KURT GOT AWAY.

LET'S ASSUME HE DID AN' FOLLOW HIS EXAMPLE.

Y'KNOW, PROUDSTAR DIDN'T LOOK SO HOT-- HE WAS REALLY RANTING AT EMPATH-- I WONDER IF THIS IS WHAT HE MEANT TO HAPPEN? I MEAN, IF HE WANTED TO KILL US, WHY SAVE OUR LIVES?



WHO CAN SAY, DARLIN'-- THE ONLY THING FOR US TO DO IS SLOG AN' SCRAP OUR WAY TO THE FINISH, AN' MAKE SURE WE'RE AMONG THE SURVIVORS.

HEY, ISN'T THAT WHAT THE X-MEN DO BEST?

FROM THE FILES-- AND WHAT YOU GUYS TOLD ME ABOUT HIM-- JOHN PROUDSTAR WAS A PRETTY DECENT FELLA.

TOO BAD HIS KID BROTHER TURNED OUT SUCH A STINKER.



YUP.

JOHNNY WAS A LOT LIKE ME-- SHOOT?!?



MAKE A MOVE, MUTIES--

--AND WE'LL BE GLAD TO!



AT LAST, SLEEPING BEAUTY WAKES!

IT HAPPENS...

... MUCH AS WE MAY WISH--OR BELIEVE OTHERWISE...

DON'T MAKE FUN, ROGUE-- THAT ISN'T FAIR.

I... FAILED YOU.

NONE OF US ARE PERFECT...

HOW DO YOU FEEL, RACHEL?



MISERABLE-- BUT PHYSICALLY OKAY.

THEY CARE SO MUCH FOR ME-- THEY WANT TO HELP-- BUT HOW CAN I TELL THEM WHAT I WAS, WHAT I DID, WHY CAN'T I JUST FORGET?!!

OH MY GOSH-- LOGAN AND KITTY-- I SENSE THEIR THOUGHTS!

HARD-EDGED-- FEAR COLORED WITH PAIN-- THEY'RE TRAPPED! THEY'RE FIGHTING HARD, BUT THEY'RE OUTNUMBERED, THEY HAVEN'T A PRAYER!



IF YOU CAN TELEPATHICALLY "HEAR" THEM, RAY, YOU CAN LEAD US TO 'EM-- C'MON!

NO, ROGUE-- PLEASE, DON'T ASK THAT.

WHY?!! AT LEAST TELL US WHY?!!

I... I...

MORE LOUSY TEARS--!



NEVER MIND-- AH!! I'LL DO IT! TAKE MY HAND, GIRL, I'LL ABSORB YOUR POWERS!



IF I DO, ROGUE'LL KNOW MY SECRETS. IF I DON'T, FRIENDS WILL DIE!

RACHEL, YOU'RE ALL RIGHT--

--WHAT'S HAPPENED, WHAT'S WRONG?!

WOLVERINE AND SHADOWCAT ARE IN TROUBLE BUT THEY'RE DEEP WITHIN THE MOUNTAIN-- HOW CAN WE REACH THEM BEFORE IT'S TOO LATE?!



LEAVE THAT TO ME.

YOU CAN'T PORT BLIND--IT'S SUICIDE!

JA-- UNLESS I HAVE SOMEONE TO GUIDE ME.

BUT THE MENTAL IMAGE I HAVE OF THEIR LOCATION --IT'S SO VAGUE.

IF IT'S ALL WE HAVE, LIEBCHEN...

BUT YOU DON'T NEED TO ACCOMPANY ME. JUST FEED THE IMAGE INTO MY MIND.

IF YOU'RE WILLING TO TAKE THE RISK, FUZZY-ELF...



... THEN SO AM I!

THAT'S MY BRAVE GIRL!

I WISH!



LOOKS LIKE THERE'S HOPE FOR RED AFTER ALL.

PROUDSTAR'S STILL ON THE LOOSE, PETEY!

AH! I'LL COVER THE PROF!

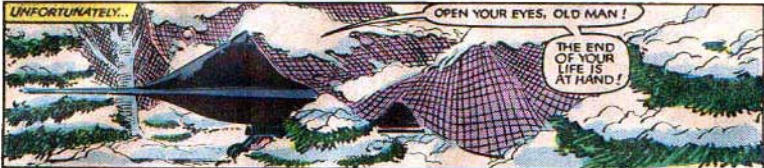


I WILL FOLLOW AS SOON AS NIGHTCRAWLER RETURNS.

UNFORTUNATELY...

OPEN YOUR EYES, OLD MAN!

THE END OF YOUR LIFE'S AT HAND!



YOU TRY ANYTHING, WHITE EYES, I'LL GUT YOU.

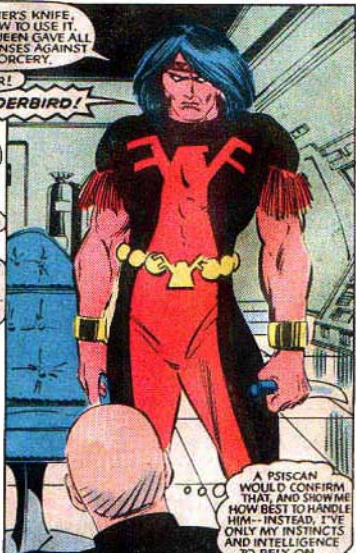
THIS IS MY BROTHER'S KNIFE, HE TAUGHT ME HOW TO USE IT, AND THE WHITE QUEEN GAVE ALL US HELLIONS DEFENSES AGAINST YOUR MIND SORCERY.

JAMES PROUDSTAR!

I'M THUNDERBIRD!

I... REMEMBER BEING GASSED-- SOMEHOW, IT HAS INHIBITED MY PSI-POWERS. I CAN NEITHER PROJECT THOUGHTS NOR PERCEIVE THEM-- I COULDN'T MINDSTRIKE THE BOY, EVEN IF I WANTED TO.

INTERESTING-- JAMES' BODY LANGUAGE, THE WAY HE'S HOLDING THAT BLADE-- BE-SPEAK A STRONG AND FUNDAMENTAL INNER CONFLICT, THE BOY SEEMS AT ODDS WITH HIMSELF. HE DESIRES MY DEATH, YET RESISTS.

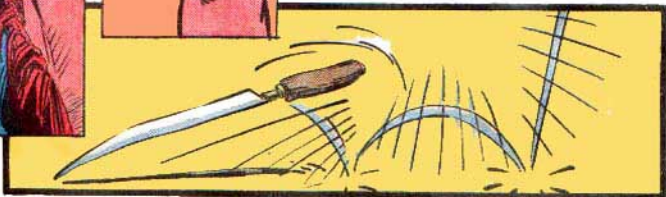
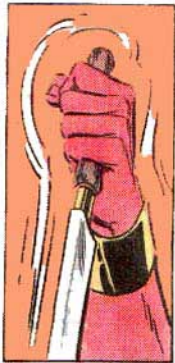
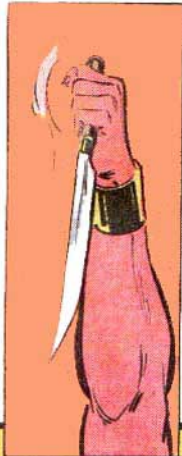
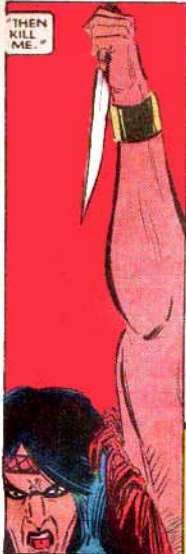


A PSISCAN WOULD CONFIRM THAT, AND SHOW ME HOW BEST TO HANDLE HIM-- INSTEAD, I'VE ONLY MY INSTINCTS AND INTELLIGENCE TO RELY ON.





"THEN
KILL
ME."



I... FAILED-- MY BROTHER--MYSELF!
I AM NO MAN, NO APACHE--

--ONLY A
CRAVEN
COWARD!

NOT SO,
JAMES--
NOT SO!



PROFESSOR!

AH GOT
FIRESTAR'S
POWERS,
YOU WANT
I SHOULD
INCINERATE
THE LITTLE
CREEP?



LEAVE HIM BE, ROGUE.

JAMES,
LISTEN
TO ME! A
COWARD?!

BECAUSE YOU COULD NOT FIND WITHIN YOURSELF THE
CAPACITY TO MURDER IN COLD BLOOD? BECAUSE YOU
REALIZED THAT TO DO SO WOULD NOT HONOR YOUR
BROTHER'S MEMORY, BUT DESECRATE IT?!

YOU HAVE NOTHING TO
BE ASHAMED OF. SUCH
SELF-KNOWLEDGE DOES
NOT COME EASILY-- TO
FACE AND ACCEPT IT
TAKES THE COURAGE
OF A WARRIOR-
BORN!

LATER...



FEDERAL AUTHORITIES HAVE INSTITUTED A NATION-WIDE MANHUNT FOR THE MUTANTS KNOWN AS THE UNCANNY X-MEN...



YOU WERE RIGHT ON THAT SCORE, WOLVERINE. OUR REPUTATION AS HEROES IS DEFINITELY PAST-TENSE.

SAM-- RELAX, WILL YA?!

THE X-MEN HAVE ENJOINED WORSE, NIGHTCRAWLER. THIS, TOO, SHALL PASS.

IT'S ALL OUR FAULT! I'M SO SORRY, I WISH I COULD DIE!

FIRESTAR'S HEART-BROKEN-- BUT THERE'S REALLY NOTHING ANY OF US CAN SAY OR DO TO MAKE THINGS BETTER.

AH'M UPSET, DANI-- AH'M ANGRY! EMPATH HAD NO CALL DOIN' THAT TO FIRESTAR. AH SWEAR, AH EVER SEE THAT TURKEY AGAIN, AH'LL RE-ARRANGE HIS SLUMMY FACE!



LOOK WHO AH FOUND!

ANYONE HERE 'BOUTS MISSIN' A...

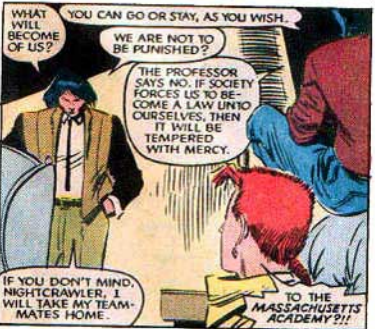


LOCKHEED! I WAS SO SCARED, I THOUGHT I'D NEVER SEE YOU AGAIN--!

CooOoOoo!!!

THANKS A LOT, ROGUE -- I REALLY OWE YOU!

MY PLEASURE, KIDDO.



YOU CAN GO OR STAY, AS YOU WISH.

WHAT WILL BECOME OF US?

WE ARE NOT TO BE PUNISHED?

THE PROFESSOR SAYS NO. IF SOCIETY FORCES US TO BECOME A LAW UNTO OURSELVES, THEN IT WILL BE TEMPERED WITH MERCY.

IF YOU DON'T MIND, NIGHTCRAWLER, I WILL TAKE MY TEAM-MATES HOME.

TO THE MASSACHUSETTS ACADEMY?!!



NOW WHO'S BEEN BRAIN-WASHED?!

IT IS WHERE I BELONG, ROGUE. I HAVE TRUE FRIENDS THERE-- NOT LIKE EMPATH AND ROULETTE-- I CANNOT ABANDON THEM.

I AM DONE WITH WALKING IN MY BROTHER'S FOOTSTEPS. I MUST FIND MY OWN PATH, MY DESTINY-- AND, FOR BETTER OR WORSE, THE ACADEMY IS WHERE I MUST BEGIN.



AND YOU, CHILD? YOU ARE WELCOME TO STAY WITH US.

THEY WEREN'T YOUR FAULT, ANGELICA.

EVEN AFTER ALL THE AWFUL THINGS I DID?

AND THEY CANNOT MASK YOUR GOOD HEART AND SOUL.

I'D LOVE TO, PROFESSOR--



-- BUT... I CAN'T. I'VE HAD ROTTEN CLASSMATES LIKE EMPATH BEFORE, KIDS WHO LOVED TO PICK ON ME-- BUT I'VE NEVER KNOWN ANYONE, 'CEPT MY DAD...

... AS KIND AS MISS FROST.

I CAN'T RUN OUT ON HER. IT'S SOMETHING ROULETTE OR EMPATH WOULD DO-- I DON'T WANT TO BE LIKE THEM.



I UNDERSTAND.

I PRAY THE WHITE QUEEN PROVES DESERVING OF SUCH TRUST.

SHOULD CIRCUMSTANCES CHANGE, HOWEVER, ANGELICA...



... YOU WILL ALWAYS HAVE A PLACE HERE.



WOULD IT HELP, SIR, IF I TURNED MYSELF IN, TOLD THE FEDS WHAT REALLY HAPPENED? MAYBE THAT'D GET YOU OFF THE HOOK?!

NOTHING IN CHEYENNE MOUNTAIN WAS DAMAGED THAT WAS NOT EASILY-- AND IMMEDIATELY-- REPAIRED.

THE NATION WAS NEVER IN DANGER JAMES-- AND YOU HAVE ENOUGH TO COPE WITH WITHOUT ADDING A POSSIBLE LIFETIME IN PRISON TO YOUR BURDENS.



EVERYONE DESERVES A SECOND CHANCE-- EVEN YOUR TEAMMATES, SEDATED AND SLEEPING UPSTAIRS, TO KEEP THEM OUT OF MISCHIEF-- THIS PERHAPS DOES NOT SERVE THE LAW BUT TO MY MIND IT WELL SERVES JUSTICE.

LEARN FROM YOUR MISTAKES, LAD, AND BE A BETTER MAN-- A MORE HUMAN BEING-- FOR IT, THEREIN LIES THE TRUEST, MOST FITTING MEMORIAL TO YOUR BROTHER'S SACRIFICE, AND THE MEANS TO PROVING YOURSELF WORTHY OF HIS NAME.

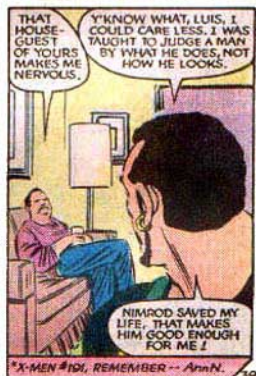
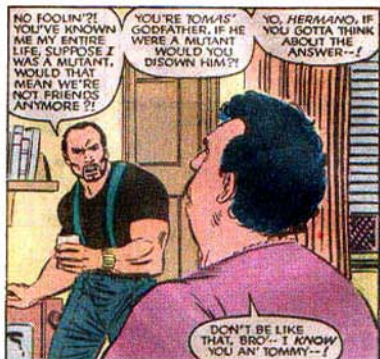


I'LL... TRY, PROFESSOR-- ... MY VERY BEST!

EPILOGUE



IN CONNECTION WITH THEIR UNPROVED ASSAULT ON THE CHEYENNE MOUNTAIN HEADQUARTERS OF NORAD...



OBSERVATION: PHYSICAL APPEARANCE DRAWS UNWANTED ATTENTION TO THIS UNIT, MAY JEOPARDIZE BOTH UNIT AND MISSION.

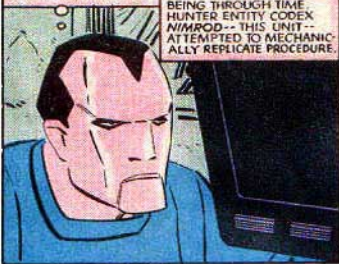
CONCLUSION: FEATURES AND BEHAVIOR MUST BE FURTHER MODIFIED TO BLEND MORE WITH INDIGENOUS POPULACE.

THOMAS RODRIGUEZ' COMPUTER SYSTEM IS PRIMITIVE-- VIRTUALLY NO MEMORY, WOEFULLY SLOW-WITTED, ARCHAIC IN DESIGN AND CONSTRUCTION--



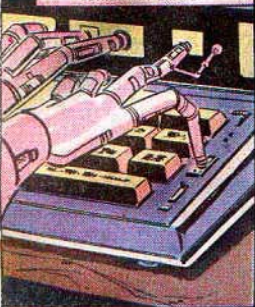
-- HOWEVER, MODERN ALLOWS THIS UNIT TO LINK WITH HIGHER-ORDER MAINFRAMES.

MUTANT ENTITY CODEX RACHEL SUMMERS ESCAPED TERMINATION BY SHIFTING HER PHYSICAL BEING THROUGH TIME HUNTER ENTITY CODEX NIMROD-- THIS UNIT-- ATTEMPTED TO MECHANICALLY REPLICATE PROCEDURE.



UNIT FOUND HIMSELF CAUGHT IN AN UNUSUAL ENERGY FLUX FOR WHICH MEMORY CELLS HAD NO ANALOGUE OR EXPLANATION, AND SWEEP TO THIS SPACE / TIME CONTINUUM.

INTERROGATION OF OTHER SYSTEMS REVEALS SIGNIFICANT ANOMALIES BETWEEN HISTORICAL DATA IN THIS UNIT'S FILES AND THEIRS, THE WORLD AS THIS UNIT REMEMBERS IT AND AS IT CURRENTLY EXISTS.



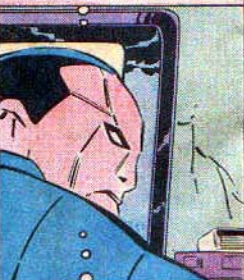
CONCLUSION: THIS UNIT MOVED CROSTIME AS WELL AS DOWN.

AND RESIDES ON AN EARTH THAT IS SIMILAR TO, BUT NOT HIS OWN.

QUERY: WHAT NEXT?



NIMROD'S PRIMARY PROGRAMMING IS TO DEFEND HUMANITY.



IN THIS UNIT'S ORIGIN TIME, FULFILLMENT REQUIRED THE EXTERMINATION OF MUTANTKIND. BUT DOES THE SAME HOLD TRUE HERE? IF THE OPERATIONAL PARAMETERS CHANGE, DOES THAT NOT ALSO CHANGE THE CONCLUSION?

INSUFFICIENT DATA FOR PROPER ANALYSIS-- MORE IS REQUIRED BEFORE FINAL DECISION.

... INTERRUPT THIS PROGRAM FOR A SPECIAL NEWS BULLETIN--

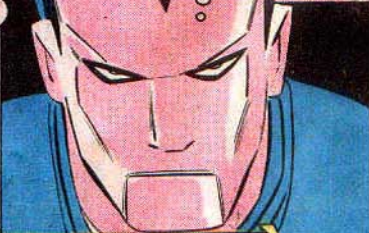
... THE SUPER-VILLAIN, JUGGERNAUT, HAS BEEN SIGHTED IN LOWER MANHATTAN. POLICE SWAT UNITS ARE ON THE ALERT AND THE AVENGERS HAVE BEEN NOTIFIED...

... STAY TUNED FOR FURTHER DETAILS.



THIS UNIT'S DUTY IS CLEAR-- NIMROD WILL LOCATE AND NEUTRALIZE THOSE ANOMALIES LABELLED AS OUTLAWS: THE JUGGERNAUT...

... AND THE UNCANNY X-MEN. THEY WILL BE TERMINATED.



TO LEN WEIN AND DAVE COCKRUM, WHO HAD THE DREAM... AND TOM ORTECHOWSKI AND GLYNIS WEIN, WHO'VE BEEN WITH US FROM THE VERY BEGINNING.