



MARVEL  
COMICS  
GROUP

12¢ 34  
IND. JULY

# the X-MEN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY



**"WAR"**  
IN A WORLD OF  
DARKNESS!

**X-MEN!** THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME!

# "WAR -- IN A WORLD OF DARKNESS!"

**PROFESSOR X HAS BEEN CAPTURED!!**

THOSE FIVE WORDS ALONE SUFFICE TO EXPLAIN THE FEELING OF NAMELESS DREAD WHICH HANGS LIKE A TAPESTRY OF FEAR OVER X-MEN HQ! BUT, FOR SUCH AS THESE, TO DREAD IS NOT TO DESPAIR...

**FEATURING:**  
THE MATCHLESS MALEVOLENCE OF THE MACABRE **MOLE MAN** AND THE RUTHLESS ENTITY KNOWN AS **TYRANNUS!**

WE'LL FIND THE PROFESSOR -- WE'VE GOT TO! UNFORTUNATELY, WHOEVER ABDONDED WITH HIM ALSO HAD TIME TO WRECK OUR JUST-REPAIRED CEREBRON.

IT WOULD APPEAR TO BE OPEN SEASON ON MUTANT-LOCATING MACHINES!

STILL HANK THAT CONFIRMS OUR THEORY THAT FACTOR THREE IS COMPOSED LARGELY OF EVIL MUTANTS!

THEY WANTED TO MAKE CERTAIN THAT WE DON'T FIND THEM -- BEFORE THEY'RE READY TO MAKE THEIR BID FOR WORLD CONQUEST!

AND, IF THEY SUCCEED IN SOMEHOW GAINING PROFESSOR XAVIER'S KNOWLEDGE, THEY MIGHT JUST MAKE IT!

**STAN LEE**  
PROUDLY PRESENTS  
A PANORAMIC PANOPLY  
OF PACE-SETTING PINNACLES:

A NEW KIND OF  
SCRIPTING SUPREMACY BY:  
**ROY THOMAS!**

A NEW HEIGHT IN  
ARTISTIC ACCOMPLISHMENT BY:  
**DAN ADKINS!**

THE SAME OLD  
LETTERING BY:  
**J. FELDMANN**

WELL, AT LEAST THE MANUAL-LABOR PART OF OUR TASK IS FINISHED!

AND FOR THAT, ICEMAN AND THE ANGEL CAN'T BE OF ANY HELP! SO YOU TWO MIGHT AS WELL TURN IN!

ALL THAT REMAINS IS A FEW HOURS OF COMPLICATED WIRING!

LOOK, IF YOU'RE TRYING TO SAY THAT BOBBY AND I CAN'T PULL OUR WEIGHT--

USE YOUR HEAD, MAN! I JUST DON'T WANT ALL FIVE OF US BLEARY-EYED IF FACTOR THREE DECIDES TO ATTACK AGAIN!

SCOTT'S RIGHT, WARREN!

NOW, YOU AND BOBBY HAVE A BITE TO EAT AND GET SOME REST-- BEFORE I TAKE YOU OVER MY KNEE TELEKINETICALLY!!

YOU TALKED US INTO IT, JEANIE-- AND HOW!

GOOD! THEN, I CAN GET BACK TO COLLEGE!

BUT, AS THE OTHERS RETIRE TO THE KITCHEN FOR A WELL-DESERVED SNACK--

THAT BATTLE WITH THE JUGGERNAUT PUT US ALL ON EDGE! I SHOULD HAVE BARKED AT ANGEL LIKE THAT!

HE UNDERSTANDS, SCOTTY-- BELIEVE ME!

ALL THAT MATTERS IS THAT WE FIND THE PROFESSOR-- BEFORE IT'S TOO LATE!

AS ROUSINGLY RECOUNTED LAST ISH!-- SMILY SMILY.

THE NEXT MOMENT HOWEVER, CYCLOPS STRIDES FROM THE ROOM, AND--

WARREN-- I WANTED TO APOLOGIZE FOR PULLING RANK ON YOU! GUESS I'M TIRED MYSELF!

SCOTT'S SO THOUGHTFUL-- SO SELFLESS! MAYBE THAT'S WHY I LOVE HIM SO!

FORGET IT, PAL! I WAS OUT OF LINE!

WAKE ME WHEN YOU'RE DONE, AND I'LL STAND WATCH!

SOME TIME LATER, AS A WEARY JEAN GREY ENTERS HER ROOM AT METRO COLLEGE--

HELLO, CAROLE! JUST GETTING IN FROM A LATE DATE?

YES! BY THE WAY, TED ROBERTS WANTS YOU TO CALL HIM

HE SAID IT WAS TERRIBLY URGENT!

OH? IT'S A TOLL CALL!-- SO, I'LL USE THE PAY PHONE!

AND SO--

I KNOW TED SUSPECTS I'M MARVEL GIRL!

HE MUST HAVE HEARD OF OUR BATTLE WITH THE JUGGERNAUT-- AND BE AFRAID THAT I WAS HURT!

WHEN HE ANSWERS-- WHAT SHALL I SAY TO HIM?

YET, EVEN THE LOVELY MUTANT UNPREPARED FOR THE WORDS SHE ACTUALLY HEARS...

JEAN! THIS IS TED -- I'M AT MY BROTHER'S RESEARCH LABS!

RALPH'S BEEN CAPTURED! YOU'VE GOT TO GET THE X-MEN OVER HERE -- TO HELP ME RESCUE HIM!

BUT, WHAT HAPPENED? AND, WHY DO YOU THINK I CAN REACH THE X-MEN??



PLEASE, JEAN-- I'VE NO TIME TO EXPLAIN! JUST TRY TO GET THEM HERE-- RIGHT AWAY!!

TED! ARE YOU THERE, TED?

HE HUNG UP! AND, HE'S HARDLY THE KIND TO PLAY A STUNT. JUST TO GET ME TO REVEAL MY SECRET IDENTITY!

IF HE SAYS HIS BROTHER, RALPH WAS CAPTURED IT MUST BE TRUE! BUT, --CAPTURED BY WHOM??



THUS IT IS THAT, SCANT SECONDS AFTERWARD...

NUTS! NO USE TRYING TO SLEEP-- NOT WHILE THE PROFESSOR'S IN DANGER! I --

THE PHONE! BUT, WHO'D BE CALLING AT THIS HOUR?

RRRRRIING!

WHOEVER IT IS, THEY'D BETTER HAVE A GOOD EXCUSE!



AND MARVEL GIRL HAS PRECISELY THAT! FOR, A FEW MINUTES LATER...

MOVE, BOBBY! JEAN SAID IT WAS URGENT!

OH WELL, I WAS TIRED OF COUNTIN' SHEEP, ANYWAY!

BUT, WHAT ABOUT SCOTTY AND HANK?



WE WON'T DISTURB THEM UNLESS WE HAVE TO! CEREBRO'S GOTTA BE FIXED!

WHEN! WE REALIZE OUR STORY IS JUMPING AROUND FRANTICALLY, FAITHFUL ONE-- BUT, BEAR WITH US! ANY PAGE NOW, WE'LL SETTLE DOWN TO A DEAD HEAT!

BEFORE LONG, IN A SECLUDED AREA NEAR MISTRO COLLEGE...

HOP ABOARD, JEANIE! WE GOT HERE AS FAST AS WE COULD!

IT'S A GOOD THING OUR PLANE IS EQUIPPED WITH AN AUTO-GIRO HOVERING DEVICE -- SINCE OUR KOPTER GOT SMASHED!

STILL, I'D BETTER GET ON AS FAST AS POSSIBLE!!

WE DON'T WANT ANY LATE-NIGHT STROLLERS TO FIND OUT THAT MARVEL GIRL IS ONE OF THE CAMPUS CO-EDS!



SOON, THE SMALL JET PLANE IS STREAKING ABOVE THE WATERS OF LONG ISLAND SOUND-- NOT TO MENTION THE GROUNDS OF THE FAST-GROWING **ROBERTS RESEARCH, INC.**...

YOU KNOW, BOYS, IT JUST OCCURRED TO ME--RALPH WAS ON TV THE OTHER DAY, TALKING ABOUT A NEW GOVERNMENT PROJECT!

COULD FACTOR THREE HAVE DECIDED TO CAPTURE HIM, TOO?

I DON'T KNOW, JEAN! I JUST WANT TO GET TO THE BOTTOM OF THIS--SO WE CAN CONCENTRATE ON FINDING THE PROFESSOR!

IT SEEMS LIKE JUST YESTERDAY THAT RALPH ROBERTS HAD AMNESIA-- AND ATTACKED US AS THE COBALT MAN!

AND NOW, HIS BROTHER SAYS HE'S IN SOME KINDA DANGER! I WONDER WHAT IT COULD BE!

ACTUALLY, IT WAS SEVERAL WEEKS AGO-- IN X-MEN #31! --STICKLER, STAM.

THEN, A FEW MINUTES LATER...

THE X-MEN! THANK HEAVEN YOU'VE COME! BUT, THERE ARE ONLY THREE OF YOU!

THE OTHERS WILL BE HERE IF WE NEED THEM, TED! NOW, WHAT--?

YOU'VE GOT TO HELP ME! RALPH-- HE'S GONE-- TAKEN AS A PRISONER TO THE CENTER OF THE EARTH!

HUH? SLOW DOWN A BIT, FELLA!

YEAH! MAYBE YOU'D BETTER START THE STORY FROM SCRATCH!

ALRIGHT-- BUT, WE DON'T HAVE MUCH TIME! IF RALPH DOESN'T DO WHAT HE'S TOLD BY TYRANNUS-- HE'LL BE KILLED BEFORE WE CAN RESCUE HIM!

TYRANNUS? WE'VE HEARD RUMORS OF A GUY BY THAT NAME-- THE RULER OF A WORLD BENEATH THE EARTH! BUT, WE THOUGHT THEY WERE LEGENDS--

AND, I'M TELLING YOU THEY'RE TRUE! TYRANNUS EXISTS!

WE AGREED I WOULDN'T SPEAK MUCH-- TO PROTECT MY IDENTITY! YET, TED'S SO UNNERVED-- HE HARDLY NOTICES ME!

LET ME TELL YOU WHAT HAPPENED! THEN, MAYBE YOU'LL BELIEVE ME!

AS YOU KNOW RALPH'S EXPERIMENTS DEAL MAINLY WITH COBALT--AND HIS ATTEMPTS TO CREATE EVER-STRONGER ALLOYS OF IT!

WELL, JUST LAST WEEK HE MADE A SCIENTIFIC BREAKTHROUGH!



"BECAUSE HE KNEW I WAS INTERESTED, HE CALLED ME AT METRO THIS AFTERNOON--AND, A FEW HOURS LATER, I ARRIVED HERE..."



LOOK, LITTLE BROTHER! EVEN THAT POWERFUL LASER BEAM HAS NO EFFECT ON MY SUPER-COBALT ALLOY!

IT'S MANY TIMES STRONGER THAN STEEL--AND ITS MELTING POINT IS TWICE THAT OF NORMAL COBALT!

THEN--WHAT YOU SAID ON TV IS TRUE!

WITH A SHIP BUILT OF THAT STUFF-- YOU COULD TRAVEL TO THE EARTH'S CORE!

"WHAT I DIDN'T KNOW--WHAT I COULDN'T SUSPECT--WAS THAT, AT THAT VERY MOMENT, THE INCREDIBLE HAD HAPPENED! THE EARTH'S CORE--WAS COMING TO US..."



HURRY, YOU MINDLESS DOLT!

IN THAT BUILDING IS THE ONE WE HAVE COME SO FAR TO CAPTURE!

WE HEAR AND OBEY, EXCELLENCY!

"EVEN AS RALPH AND I TALKED, THE SILENT FIGURES DREW EVER CLOSER! THEN, SUDDENLY, WE HEARD THE SOUND OF GUNFIRE NEARBY..."



IT'S ONLY A MATTER OF TIME UNTIL-- WHAT'S THAT??

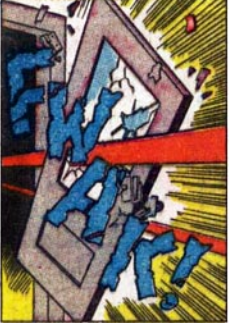
SHOOTING-- JUST OUTSIDE THE LAB!!

SOME ENEMY AGENTS MUST BE AFTER YOUR ALLOY!

THEY'RE BATTLING YOUR GEAR!! WE'VE GOT TO ESCAPE--WITH THE SAMPLE!!

YES--IF ONLY THE DOOR WILL HOLD FOR A FEW SECONDS--!

"BUT, BEFORE RALPH COULD FINISH--"



THE GUARDS ARE FINISHED! AND, THERE IS THE ONE WE SEEK!



TAKE HIM--ALIVE! HE SHALL BECOME MY SLAVE!!

"DESPERATELY, I RUSHED FORWARD, BUT..."



FOOL--YOU ARE OF NO VALUE TO ME!

'TIS THE OTHER WHO SHALL CONQUER A WORLD FOR TYRANNUS!

**BLINK!**

NO! YOU CAN'T-- UHHNNH!!

"I WENT DOWN FOR THE COUNT-- TO THE SOUNDS OF STRUGGLE IN A SEA OF VOICES..."



WE HAVE HIM, EXCELLENCY!

CAN'T ESCAPE! THEIR GRIPS ARE LIKE IRON!

OF COURSE! DO WE NOT DWELL BENEATH THE EARTH ITSELF?

NOW, COME -- TYRANNUS HAS USE FOR YOUR PRECIOUS NEW DISCOVERY!

FOR, WITH IT, I SHALL DEFEAT MY ARCH-FOE -- THE ACCURSED MOLE MAN!

GOT TO STAY AWAKE -- HELP RALPH!

BUT -- MY HEAD HURTS SO BAD! PASSING OUT...

THAT'S ALL I REMEMBER! THE GUARDS REVIVED FIRST -- AND WOKE ME!

SO -- I'VE FOULED UP AGAIN! GLASS-JAW ROBERTS -- OUT LIKE A LIGHT FROM ONE PUNCH!



DON'T BLAME YOURSELF, TED!

ONLY SOMEONE WHO WAS MORE THAN HUMAN COULD SURVIVE AT THE EARTH'S CORE! YOU DIDN'T HAVE A CHANCE!

WE MUTANTS JUST MIGHT, THO -- IF ONLY WE HAD A WAY OF GETTING THERE --

THAT'S JUST IT! YOU DO!!



WHATT LEAD US TO IT, PAL!

THEN AS THE GRIM FOURSOME HEAD FOR A HIGHLY RESTRICTED SECTION OF THE NEW BUILDING...



WHAT I DON'T GET, TED, IS WHY YOU CALLED THE X-MEN!

-- I'M AFRAID TYRANNUS MIGHT KILL RALPH IF A LARGE FORCE WENT AFTER HIM!

AFTER ALL, THE GOVERNMENT WAS A STAKE IN THIS! WHY NOT THE ARMY?

BUT A HANDFUL OF US MIGHT TAKE HIM BY SURPRISE!

TED STILL HARDLY LOOKS AT ME!

COULD I BE WRONG IN THINKING THAT HE SUSPECTS? AND YET --

HOWEVER, SECONDS LATER, ALL SUCH THOUGHTS ARE FORGOTTEN, AS ...

IT'S AN ATOMIC-POWERED EARTH-BORER -- FITTED WITH PLATES OF RALPH'S NEW SUPER-COBLALT!

HE SAID HE HADN'T TESTED IT YET -- BUT WE MUST TRY IT!

WE MUST!

STILL, HOW WILL WE FIND TYRANNUS -- AND RALPH?

SHE'S GOT A GOOD POINT THERE, TED!

I HOPE YOU'VE GOT AN EQUALLY GOOD ANSWER!



HOLY HANNAH! IF THAT'S WHAT I THINK IT IS -- !!

THE BORER'S EQUIPPED WITH GIZMOS DESIGNED TO LOCATE POWER SOURCES!

AND, MAYBE THEY'LL FIND TYRANNUS THE SAME WAY!

MOMENTS AFTERWARD, NOT FAR FROM THE LAB...

LOOK! I GOT A GEIGER COUNTER WHILE I WAITED FOR YOU--AND IT LED ME STRAIGHT TO THIS FIFTY-FOOT PIT!

TYRANNUS MUST HAVE GONE DOWN AT THIS POINT--AND FILLED MOST OF THE TUNNEL IN AFTER HIM!

BUT--WITH THE EARTH-BORER, MAYBE WE COULD OPEN IT UP AGAIN!

ONE THING'S FOR SURE--WE'VE GOTTA TRY!



FOR MUCH MORE THAN EVEN RALPH'S LIFE IS AT STAKE!

IF HIS CAPTOR LEARNS THE SECRET OF THAT SUPER-HARD ALLOY--HE MAY BE ENCOURAGED TO INVADE THE SURFACE WORLD!

I JUST CHECKED OUT THE SHIP, ANGEL! IT LOOKS PRETTY SIMPLE TO OPERATE--

BUT, IT'S ONLY GOT ROOM FOR A CREW OF THREE!

IT'S THE ONLY WAY, TED! YOU MIGHT NOT EVEN SURVIVE DOWN THERE!

ME STAY HERE? NOTHIN' DOIN'! I--

A CORPSE WON'T DO YOUR BROTHER ANY GOOD!

OKAY--I'LL PLAY IT YOUR WAY! BUT, I DON'T HAVE TO LIKE IT!



THEN, IN THE NEXT FEW FATEFUL MINUTES, WARREN WORTHINGTON'S AUTOMOBILE KNOW-NOW SERVES HIM IN GOOD STEAD...

THIS GO-BUGGY ISN'T EXACTLY MY MUSTANG--BUT, I THINK I'LL GET THE HANG OF IT FAST ENOUGH!

LIKE A CHARM, DRIVER-MAN! JUST ONE LITTLE QUESTION, IF YOU DON'T MIND--

I'LL KEEP YOU ADVISED ON DEPTH READING, SCOTT!

GOOD GIRL! HOW'S THE GEIGER-SCOPES WORKING, ICEMAN?

WHEN WE FIND TYRANNUS AND HIS PLAYMATES--THEN WHAT?!



DO UNTO OTHERS AS THEY WOULD DO UNTO YOU--ONLY DO IT FIRST!

ALRIGHT, PEOPLE--IT'S MOMENT-OF-TRUTH TIME! WHEN I PRESS THIS BUTTON--WE MOVE OUT!

3--2--1--

ZERO!



AT THE YOUNG MUTANT'S TOUCH, THE STRANGE VEHICLE LUMBERS FORWARD--OUT OF THE LAB--AND TOWARDS THE YAWNING CHASM...



SCOTTY--THE BORER'S GOIN' OVER THE EDGE TOO FAST!!

I'M COUNTING ON ITS SUCTION-TIPPED TREADS TO HOLD US, BOBBY!

IF THEY DON'T--



BUT WE ARE DESTINED NEVER TO HEAR THE ANGEL'S DIRE FOREBODINGS-- FOR THE NEXT MICROSECOND...

FOR LONG, ANXIOUS MINUTES, THE UNIQUE CRAFT MOVES DOWNWARD--EVER DOWNWARD--AT A STEADY, DELIBERATE RATE! THEN, SUDDENLY--

UH OH! LOOK ALIVE, CREW! ACCORDING TO THE 'SCOPE, TYRANNUS' SHIP MUSTA LEVELED OFF HERE!

YET WE'RE ONLY TWENTY MILES DOWN! AND-- WAIT! LOOK AHEAD!

WE'VE BURST INTO A LARGE CAVERN!

STOP ADMIRIN' THE VIEW--AND DO SOMETHING!

WE'RE HEADIN' SHACK-DAB TOWARDS THE BIGGEST STALAGMITE I EVER SAW!

YOU DID IT, WARRY!!

THOSE NUTTY TREADS-- THEY'RE HOLDING!

HOLY HANNAH! EVEN THE LASER WON'T TAKE OUT ALL OF THAT BABY FAST ENOUGH!

BRACE YOURSELVES, X-MEN! WE'RE GONNA HIT!!!

**SKRAK!**

AND, HIT THEY DO! YET, SCANTS MOMENTS LATER, THREE UNHARMED FIGURES SCRAMBLE FROM THE ONLY SLIGHTLY-DAMAGED EARTH-BORER...

THIS CAVERN IS HUGE--SEEMINGLY ENDLESS! IT MUST EXTEND FOR MILES-- UNSUSPECTED BY THE EARTH ABOVE!

A LAND OF PERPETUAL TWILIGHT--YET BATHED IN AN EERIE, EMERALD GLOW! IT'S LIKE ANOTHER WORLD!

YEAH--ONE STRAIGHT OUT OF A JULES VERNE YARN!

NOW I KNOW HOW ALICE FELT WHEN SHE FELL DOWN THAT RABBIT-HOLE! WHAT IS THIS PLACE, ANYWAY!

THAT ISN'T ALL, BOBBY! TAKE A PEAK AT THE JOBS OUR FRONTAL LASERS IS DOING!

IT'S BLASTING THROUGH THE DIRT AND ROCKS AHEAD LIKE THEY WERE COWBERS!

YOU ARE ON THE OUTER EDGE OF THE MANTLE, FOOLS--A LAYER COMPOSED OF MAGNESIUM AND SILICATES!

I HOPE ITS DECOR PLEASURES YOU--FOR, YOU SHALL NEVER LEAVE HERE--ALIVE!

WH--? WHO'S THAT? WHERE--?

IT MUST BE-- TYRANNUS!!

OVER THERE-- ON THAT BOULDER!

WHAT?? YOU DARE CALL ME BY THAT ACCURSED NAME?

FOR THAT, YOU SHALL PERISH SLOWLY-- AFTER YOU CRY OUT FOR MERCY!

THAT RAY! IT HITS A LARGE ROCK IN FRONT OF ME--AND DISINTEGRATED IT!

THAT'S MORE, IF WE DON'T SPLIT IT MIGHT JUST DO THE SAME TO US!

YET--IF HE ISN'T TYRANNUS-- THEN WHO IS HE?

**ZZIT!**

ONE FAR MIGHTIER THAN HE--WHOM HE WILL SOON CALL MASTER! I AM-- THE MOLE MAN!

AND, IT PLEASURES ME THAT MY VOICE SHALL BE THE LAST THING YOU HEAR!

UNNNH! HE MISSED! THANKS FOR THE LIFT, GAL!

JUST ONE CHANCE! IF I CAN TAKE HIM-- ZERO IN ON HIM FROM THE SIDE--!

MY PLEASURE, ICEMAN!

**PHAT!**

AND...

IT WORKED! I GOT HIM--BEFORE HE COULD FIRE THAT POPGUN AGAIN!

YOU DARE TO LAY YOUR HANDS ON HIM WHO SHALL SOON BE RULER OF THE EARTH?

BUT THEN, AS THE VIOLENTLY STRAINING MOLE MAN BREAKS AWAY FROM ANGEL'S GRIP...

COME, MY SUBJECTS! PROTECT YOUR BELOVED RULER FROM THESE INTRUDERS!

HURRY, YOU WITLESS NON-ENTITIES--OR YOUR PUNISHMENT SHALL BE BEYOND DESCRIPTION!

UNOH! WHAT'S HE CALLING IN NOW--THE SECOND STRING??

MISTER, YOU GURE DO A LOT OF DARING! I ALMOST FEEL I OUGHTTA SAY "MOTHER MAY I?"

WELL, WADDAYA KNOW!  
I WAS RIGHT!

BUT, WHAT A SECOND  
STRING! THOSE FOUR  
CHARACTERS LOOK LIKE  
THE NIGHT-SHIFT FROM  
THE UGLY FACTORY!

AND, THEY'RE  
SURE NOT HERE  
TO GIVE US THE  
KEYS TO  
THE CITY!

KILL THE  
INVADERS--  
AS THE MASTER  
COMMANDS!

AS LONG AS YOU'RE  
HOSTILE ANYWAY--  
I MIGHT AS WELL  
ATTACK!

THE BEST DEFENSE,  
AND ALL THAT!

KILL HIM!  
WE ARE  
FOUR AGAINST  
ONE!

YET, IT IMMEDIATELY BECOMES APPARENT THAT THE BANEFUL  
BEINGS HAVE SOMEWHAT MISFIGURED THE ODDS...

**WHAM!**

FIRST, THEY  
RUSHED ALL  
OF US--THEN,  
WHEN HE MOVED,  
ONLY WARREN!

THESE CREATURES  
SEEM ALMOST  
MINDLESS--  
WHICH MAY  
ENABLE US TO  
BEAT THEM!

BUG-EYED MONSTERS, FOR  
YOU UNINITIATED ONES OUT  
THERE! --STAY THE SCIENCE-  
FICTION FAN.

NOT ONLY THAT, GAL!  
THEY'RE ABOUT AS  
SHORT ON BRAIN AS  
THEY ARE ON BRAIN!

STILL, SON, THAT ICE-PAK  
OF YOURS OUGHT TO TAKE  
CARE OF THAT ONE!

BUT, THEY  
KEEP COMIN'!  
NOTHING SEEMS TO  
SCARE 'EM--OR MAKE  
THEM RETREAT!

ANGEL!  
ICEMAN!  
THE MOLE MAN'S  
ESCAPING!

MR. 3-D GOGGLES  
DECIDED HE'D SKIP OUT  
WHEN THINGS DIDN'T GO  
HIS WAY, HUHT?

CMON! I'M BETTING  
WE CAN CATCH HIM  
--AND FIND OUT WHAT  
CONNECTION HE HAS  
WITH TYRANNUS!

CAREFUL,  
BOTH, OF YOU!  
REMEMBER  
--WE'RE ON HIS  
HOME  
GROUND!

HAN! IT DOESN'T  
MATTER HOW  
CAREFUL THOSE  
SURFACE FOOLS  
ARE!

IF THEY FOLLOW  
ME, THEY WILL HAVE  
DEFEATED  
THEMSELVES  
--JUST AS I  
PLANNED!

MOMENTS LATER, AS THE PURSUING TEENAGERS ROUND A BEND IN THE TWILIGHT GLOOM...



THE MOLE MAN'S GONE... VANISHED!

HE PROBABLY KNOWS THIS PLACE LIKE THE BACK OF HIS HAND! HE COULD BE ANYWHERE!

YET, HE ACTED LIKE HE WANTED US TO FOLLOW HIM!

AND THIS UNDERGROUND STREAM HE LED US TO-- WHAT'S THAT MIST RISING FROM IT?

IT MAKES ME FEEL... STRANGE!

SUDDENLY... CAN'T SEEM TO REMEMBER... WHY WE CAME HERE--OR EVEN WHERE WE ARE!

IN FACT, WHO AM I? AND... WHO ARE YOU TWO?

I... I DON'T KNOW, EITHER! IT'S AS IF I JUST CAME INTO EXISTENCE!

IN A SENSE YOU DID, FEMALE-- WHEN YOU BREATHED THE MAGIC MISTS OF THE RIVER LETHE!!



BUT NOW, WHILE YOU DIGEST THE SIGNIFICANCE OF THAT FATEFUL REMARK FROM STAGE RIGHT-- WHAT ABOUT RALPH ROBERTS, THE MAN WHOM THE ILL-STARRED TRIO SET OUT TO RESCUE?

FUNNY YOU SHOULD ASK, FRANTIC ONE...

WORK FASTER, SLAVE! SOON, MY LONG-STANDING RIVALRY WITH THE ACCURSED MOLE MAN SHALL BE AT AN END!

RECENTLY, HE DEVELOPED A GIANT ROBOT OF SOLID DIAMOND--SQ. I MUST HAVE ONE COATED WITH YOUR NEW, EVEN STRONGER SUPER-COBALT ALLOY!

AND, IF I DON'T COOPERATE WITH YOU--I'LL BE DESTROYED!

THEN, I HAVE NO CHOICE! BUT I WARN YOU--MY NEW ALLOY HAS NOT YET BEEN TESTED OVER LONG PERIODS!



SILENCE, FOOL--AND ACTIVATE MY ROBOT!

AH--IT MOVES! MY INDESTRUCTIBLE CREATION LIVES!

YES--AND MAY THE LORD HAVE MERCY ON US ALL!

TYRANNUS LEFT ME NO CHOICE BUT TO OBEY HIM--OR DIE! HIS ROBOT WAS ALREADY COMPLETED--NEEDING ONLY A COATING OF MY SUPER-HARD COBALT AS ARMOR!

BUT, HE DOESN'T KNOW ONE THING...



JUST THEN, THE COMMANDING VOICE OF TYRANNUS RINGS OUT!!!

LET THE ROBOT HALT! I SHALL USE HIM LATER--WHEN THE INVENTION OF MY FOE ATTACKS!

NOW THAT I'VE DONE YOUR DIRTY WORK--LET ME GO!

WAY! LATER, I SHALL INVADE YOUR WORLD--AND YOU CAN EQUIP AN ARMY OF INVINCIBLE WARRIORS FOR ME!

NEVER! I'LL DIE FIRST!

THAT, TOO, CAN BE ARRANGED IMPETUOUS ONE!

WHILE, NOT FAR ABOVE...

THE NEXT SECOND, BEFORE AN ANGRY RALPH ROBERTS CAN LEAP FORWARD!!!

SO--YOU WOULD DARE LIFT YOUR HAND AGAINST THE PRESENCE IMPERIAL!?

FOR THAT, YOU SHALL KNOW THE DARK DARKNESS OF THE ROYAL DUNGEON--UNTIL YOU SWEAR ALLEGIANCE TO ME! TAKE HIM AWAY!

DON'T HOLD YOUR BREATH WHILE YOU'RE WAITING PAL!

COME, PRISONER--WHILE YOU YET CAN!

GOT TO PLAY ALONG--HOPE FOR A CHANCE TO ACT!



SOON, AS THE TWO INTREPID X-MEN COMPLETE THEIR PERILOUS DESCENT...



MEANWHILE, LET'S LOOK IN ON THE NOT-TOO-DISTANT CASTLE OF THE MACABRE MOLE MAN--

...WHERE IT WOULD APPEAR, A TRIO OF MIXED-UP MUTANTS HAVE BECOME WILLING GUESTS-- OF A SORT--



BEHOLD, MY MINIONS, THE MOLE MAN'S NEWEST CREATION-- A 30-FOOT DIAMOND ANDROID!

NO KNOWN METAL CAN HARM IT-- WHILE ITS SWORD SMASHES MY FOE'S STRONGEST DEFENSES WITH EASE!

IT'S IMMENSE-- TERRIFYING!!

WE'RE FORTUNATE TO BE YOUR LOYAL SERVANTS, MASTER!

HAN! THE RIVER LETHE-- WHICH CAUSES MEN TO FORGET THEIR VERY IDENTITIES-- HAS EVER BEEN DEEMED A MYTH BY THE SURFACE MULTITUDES!

HOW IRONIC THAT NOW, THRU ITS MYSTERIOUS MISTS, I HAVE GAINED CONTROL OF THREE X-MEN-- WHILE USING AN OXYGEN MASK TO AVOID FALLING UNDER ITS SPELL MYSELF!

HEED MY WORDS, SLAVES! FOR MANY DAYS, MY DIAMOND CREATURE HAS WRECKED NAVOCS UPON MY ENEMY'S FORCES!

WITHIN THE HOUR, IT SHALL MAKE ITS FINAL, CONCLUSIVE ATTACK-- WITH THE THREE OF YOU BY ITS SIDE-- UPON THE STRONGHOLD OF TYRANNUS!



TYRANNUS!? HOW FAMILIAR THAT NAME SEEMS TO ME--!

IF ONLY WE COULD REMEMBER--!

IT SEEMS SOMEHOW CONNECTED TO A MISSION-- BUT WHAT BUSINESS HAVE SLAVES WITH A MISSION?

THEIR MINDS ARE TOO STRONG! I MUST ACT QUICKLY-- TO PRESERVE MY PRECARIOUS HOLD ON THEM!

YOU NEED ONLY KNOW THAT YOU ARE MY BONDSMEN-- AND THAT TYRANNUS IS YOUR FOE BECAUSE HE IS MINE!



NOW, WATCH-- AND WITNESS THE INVINCIBLE POWER AT MY FINGERTIPS!

THE NEXT SECOND, THE AWESOME MECHANICAL GIANT SEEMS TO LIVE-- TO FEEL-- TO HATE!!



OBSERVE! MY THOUGHTS HAVE BECOME HIS THOUGHTS-- MY BRAIN, HIS BRAIN!

WHAT POWER ON EARTH COULD STAND UP TO THAT?

THEN, AT THE MEREST TOUCH OF A BUTTON, THE GLEAMING ENGINE OF DESTRUCTION BECOMES ONCE MORE A MOTIONLESS STATUS...



NOW THAT YOU KNOW THE FULL EXTENT OF MY MIGHT, IT IS TIME FOR YOU TO STRIKE--FOR THE GREATER GLORY OF THE MOLE MAN!

MY EVERY COMMAND SHALL BE INSTANTLY RELAYED TO YOU THRU THE ANDROID--AND YOU SHALL UNHESITATINGLY OBEY IT!

WE EXIST ONLY TO SERVE YOU, MASTER!

YOUR FOES ARE OUR FOES!

WE FIGHT-- FOR THE MOLE MAN!

GOOD! THEY REMAIN FULLY MY SUPER-POWERED PAWNS!

YET, I WONDER WHERE THE OTHER X-MEN ARE?!

AS A MATTER OF FACT, WE'D KIND'A LIKE TO KNOW THAT OURSELVES! AND SO, WITH A MYSTIC WAVE OF THE MIGHTY MARVEL MAGIC WAND...

HMMM... OUR COLLEAGUES APPARENTLY WENT NO FURTHER IN THE EARTH-BORER THAN THEY COULD SKID!

STRANGE... BECAUSE THE SHIP SEEMS HARDLY DAMAGED!



LET'S CLIMB INSIDE, AND SEE WHAT WE CAN FIND OUT!

SCANT MOMENTS LATER...



I WAS RIGHT! THE CONTROLS RESPOND PERFECTLY!

THEN, WE'LL CONTINUE OUR SEARCH IN THIS ARMORED BABY!

THE BAREFOOT BEAST'S TENDER TOOTSIES THANK YOU, SCOTTY BOY!

BUT, SCARCELY ARE THE PURPOSEFUL PAIR UNDER WAY--WHEN THEY COME UPON AN EERIE SUBTERRANEAN SPECTACLE--BUT, ONE WHOSE SIGNIFICANCE THEY CANNOT BE EXPECTED TO GRASP...

"THE LEGENDARY, ALL-BUT-FORGOTTEN RIVER CALLED... LETHE!"

THAT UNDERGROUND STREAM LOOKS UNUSUAL, CYKE! WHAT SAY WE EXAMINE IT FURTHER?

LATER, HANK! THE SEVERAL SETS OF TRACKS WE SAW LED PAST IT--AND THAT'S JUST WHERE WE'RE GOING!

HANG ON TO YOUR WATER-WINGS, SON! HERE'S WHERE WE FIND OUT IF THIS THING FLOATS!

THUS, INSIDE THE SEALED EARTH-BORER, THE TWO LUCKY MUTANTS AVOID THE SINISTER FATE WHICH HAS BEFALLEN THEIR FELLOW X-MEN...

...WHILE AT A SITE NOT FAR AWAY,  
ANOTHER FIGURE APPROACHES  
A SECOND SMALL BODY OF WATER--  
THE FORMIDABLE FIGURE OF TYRANNUS!

BEFORE I SEND MY COBALT  
WARRIOR INTO COMBAT, I  
MUST FIRST SIP THE WATERS  
OF THIS FABLED POOL!

IN OUR LAST ENCOUNTER,  
THE MOLE MAN CAPTURED  
THESE GROUNDS--AND  
THEREBY ALMOST  
DEFEATED ME!

FOR, I CANNOT  
LIVE WITHOUT DRINKING  
DAILY FROM THE FOUNTAIN  
OF YOUTH!

AS CLAMOROUSLY CHRONICLED  
IN ASTONISH #60--OR DID  
WE SAY THAT ALREADY?  
--INSECURE STAN,

ERE LONG, I SHALL DRINK THIS  
PRECIOUS LIQUID ON THE SURFACE,  
FROM WHICH I WAS BANISHED  
CENTURIES AGO!

YET, NO SOONER HAS TYRANNUS RETURNED TO HIS OWN THRONE ROOM, WHEN...

EXCELLENCY!  
THE DIAMOND CREATURE  
AGAIN ATTACKS OUR  
CITADEL--THIS TIME,  
MORE FIERCELY  
THAN EVER!

BUT, THIS TIME, TYRANNUS  
IS PREPARED FOR ITS  
ONSLAUGHT!

SUMMON  
THE CAPTIVE  
SURFACE-  
DWELLER  
TO ME!

HURRY, FOOL! WE  
DARE NOT  
DELAY!

AND, IT WOULD APPEAR THAT TYRANNUS KNOWS WHEREOF HE SPEAKS!  
FOR, AT THIS VERY MOMENT, IN THE MOUNT WHICH SURROUNDS THE  
DARKNESS-ENSHROUDED PALACE...

THEN, A FEW HEARTBEATS LATER...

SO THAT'S WHY  
YOU NEEDED MY  
SUPER-  
COBALT!

WHAT ELSE  
COULD STAND  
A CHANCE  
AGAINST A  
ROBOT OF  
DIAMOND?

TRUE,  
ROBERTS!  
WE WERE  
SORELY  
BESIEGED...

BUT NOW, SEE  
HOW THE GLITTERING  
ANDROID TURNS!

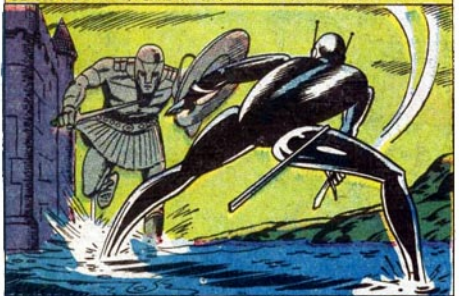
...A FLASHING  
BLADE OF SOLID  
DIAMOND  
SLICES THROUGH  
A DOOMED  
WATCH-TOWER...

SWAK!

KLUNK!



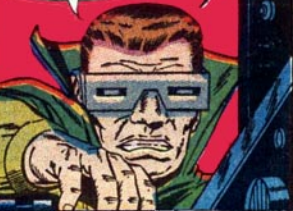
AND, TURN IT DOES--AS ITS ELECTRONICALLY-ACTIVED EYES  
BEHOLD A GIGANTIC, FEARSOME APPARITION THUNDERING ITS WAY...



THE INFERNAL TYRANNUS  
HAS DEVISED SOME MECH-  
ANIZED WARRIOR OF HIS  
OWN!

YET, DIAMOND IS THE  
HARDEST OF SUBSTANCES!  
HOW CAN MY FOE HOPE  
TO WIN?

STILL, I SHALL  
ORDER MY THREE  
MUTANT SLAVES  
TO STAY BACK--  
IN CASE THE  
IMPOSSIBLE  
HAPPENS!



BUT, THE NEXT MOMENT, AS TWO MAMMOTH  
FORMS CLASH FOR THE FIRST TIME...



...IT SPEEDILY BECOMES CLEAR THAT  
THE IMPOSSIBLE IS HAPPENING!!



BACK--  
EVER STRICKEN  
DIAMOND  
ANDROID  
IS DRIVEN BY  
THE COBALT  
WARRIOR  
--AS THE  
CATAPANIC  
SOUNDS OF  
COMBAT ECHO THRU  
THE TWILIGHT  
CAVERNS--



HARDER, YOU  
BRAINLESS BRUTE--  
HARDER!! TYRANNUS  
MUST HAVE VENGEANCE  
FOR THE INDIGNITIES  
SUFFERED AT THE  
HANDS OF THE  
MOLE MAN'S MUTE  
MONSTER!

BUT, AS THE DIAMOND ROBOT FALLS--THE INSENTIENT VICTIM OF A STRONGER, MAN-MADE ALLOY--AN UNEXPECTED FORCE ENTERS THE FRAY...

WE MUST DESTROY THE WARRIOR ANDROID--FOR THE HOLE MAN!

AND YET, THE STRANGE TELEKINETIC POWERS I POSSESS, CANNOT TOPPLE IT!

WHAT WE CAN'T DO BY SHEER STRENGTH, WE MUST ACCOMPLISH BY OTHER MEANS!

TRY TO HOLD THE MONSTER BACK--WHILE I PURSUE MY PLAN!

THOUGH THE HIGH-FLYING ANGEL DOES NOT REMEMBER HIS TRUE IDENTITY, HE STILL RETAINS HIS PREVIOUS KNOWLEDGE--AND SO...

OUR Foe SEEMS TO SEE ELECTRONICALLY--WITH SOME SORT OF BUILT-IN RADAR!

IF SO, THEN MAYBE THIS HANDFUL OF MUD AND ROCKS WILL DO WHAT THE DIAMOND CREATURE COULD NOT!

THEN, AS THE WINGED MURKIN FLIES DANGEROUSLY CLOSE TO HIS PREY...

YOU TWO STAY BACK! THE ANDROID IS MINE!

MUST ATTACK WITH SPLIT-SECOND TIMING! IN OTHER WORDS--

NOW!

I DID IT! I GOT SO CLOSE THAT ITS BLADE CAN'T REACH ME!

BUT, HE'LL SHAKE ME OFF IN A MOMENT! MUST HOPE THIS METAL-LADEN MUD DOES THE TRICK!

INSTANTS LATER, AS THE ANGEL HAS SOARED TO A PLACE OF SAFETY...

THE ROBOT WAS BLINDED--AS I HOPED--BY THE MAGNESIUM AND SILICATES IN THE MUD!

IT FELL INTO THAT LAVA-HEATED PIT! BUT, WHAT MADE IT EXPLODE??

BOUH!

WHILE, FROM A VANTAGE POINT ABOVE, TYRANNUS WONDERS THE SAME THING...

HOW COULD MERE HEAT DESTROY MY ANDROID -- WHEN DIAMOND COULD NOT -- UNLESS --?

HE REALIZES THAT I SABOTAGED IT -- BY MIXING SUBSTANCES WITH LOW HEAT RESISTANCE INTO ITS COBALT ARMOR!

IF I DON'T ACT FAST -- I'M A DEAD MAN!



OKAY, WORLD-BEATER -- LET'S SEE HOW GOOD YOU ARE WITHOUT A TEN-TON ROBOT TO BACK YOU UP!

I'M A BIT PAST MY COLLEGE BOXING PRIME -- BUT, I'M BETTING I CAN STILL TAKE YOU!

WOK!

SUNNNNIE HURRY, YOU WITLESS FOOLS!



AND, BEFORE RALPH CAN MAKE HIS ESCAPE...

WE HAVE HIM, EXCELLENCY!

MAYBE SO -- BUT YOU DON'T HAVE MY SUPER-COBALT FORMULA!

AND YOU NEVER WILL!

PERHAPS -- BUT, YOU SHALL NOT LIVE TO BOAST OF YOUR ACTIONS!



MEANWHILE, ALMOST DIRECTLY BELOW...

THAT RAY BLAST -- IT MUST HAVE COME FROM TYRANNUS HIMSELF!

HE'S IN THAT TOWER -- WITH ONLY A HANDFUL OF TROOPS!

WE MUST CAPTURE HIM -- AS WE WERE COMMANDED!



THUS, STILL UNDER THE INFLUENCE OF THE MISTS OF LETHE, THE TRIO ATTACK...

WHO ARE YOU -- AND WHY DO YOU FIGHT FOR THE MOLE MAN?

WE ARE HIS LOYAL SERVANTS -- HE IS OUR MASTER!

THE ANGEL! THANK HEAVEN!

YET -- WHY DOES HE SAY HE'S THE SLAVE OF TYRANNUS' FOE?



MY LEVITATIONAL POWER BROUGHT US HERE! NOW TO STOP TYRANNUS!

WHILE YOU DO, I'LL IMMobilize THESE LOVELIES!

CAN'T MOVE! THE GIRL IS HOLDING ME -- SOMEHOW!



MEANWHILE, HAVING REACHED THE NEARBY STRONGHOLD OF THE MOLE MAN, CYCLOPS AND THE BEAST ARE PURSUING PLANS OF THEIR OWN...

THE OTHER X-MEN'S TRACKS LED HERE-- AND, NOTHING'S KEEPING US OUT!

BUT GENTLY, LAD--GENTLY!

REMEMBER --VIOLENCE IS THE LAST REFUGE OF THE INCOMPETENT!



MOMENTS LATER, INSIDE...

WHAT HAPPENED TO YOUR POLICY OF NON-AGGRESSION, MR. McCOY?

YOU FORGET MY ALTERNAIVE ADAGE, MR. SUMMERS...

A FOOLISH CONSISTENCY IS THE HOBGOBLIN OF LITTLE MINDS!

WHATEVER THESE GOONS ARE PROTECTING MUST BE BEHIND THAT DOOR!

OPTIC-BLASTS DO YOUR DUTY!



AND, INDEED, THE MUTANTS' DEPUTY LEADER WAS NEVER RIGHTER...

WHAT--WHO'S THAT? HAVE MY X-MEN SLAVES RETURNED--?

NO-- WAIT! IT'S TWO MORE OF THEM! KEEP BACK!!

PTHOZZ



WHAT FOR? AND LET YOU REACH THAT GUN TO MOW US DOWN?

YOU KNOW A LOT ABOUT JEAN AND THE OTHERS --SO, YOU'RE COMING WITH US!



THEN, WITH A SLIGHTLY DAZED MOLE MAN IN TOW AS HOSTAGE, THE INTREPID PAIR ARE OFF ONCE MORE ON THEIR DESPERATE MISSION...

I TELL YOU, YOUR FELLOW X-MEN ARE MY ALLIES--IN MY BATTLE AGAINST THE EVIL TYRANNUS!

YOU MUST BELIEVE ME-- I MEAN THE OUTER WORLD NO HARM!

SORRY, MOLEY-- BUT WE'VE SEEN THE FANTASTIC FOUR'S FILE ON YOU, SO IT'S NO NO DICE!

NOW, DIRECT US TO TYRANNUS --OR ELSE!



FROM THE LOOKS OF THINGS, THERE'S BEEN A REAL BATTLE ROYAL GOING ON HERE! I--ANGEL! WHAT'RE YOU--?

YOU'VE DARED LAY HANDS ON THE MASTER! FOR THAT, YOU MUST DIE!

I FORGOT! THE MOLE MAN SAID THE OTHERS ARE UNDER THE SPELL OF THE RIVER LETHE!

LOOK OUT, SCOTTY! HE'S TRAVELING WITH ENOUGH VELOCITY TO DEMOLISH YOU--!

DON'T WANT TO HURT WARREN! MUST STOP HIM WITHOUT USING MY OPTIC BLASTS!





MAYBE THIS WILL SLOW YOU DOWN LONG ENOUGH FOR ME TO TRY OUT THIS SPRAY-GUN OF MOLEYS!

OHNNH--MY HEAD!

GOT HIM! BUT, IF HE DIDN'T HAVE AMNESIA, HE'D HAVE MANAGED TO SIDE-STEP ME!

THWIP!

WAK!



NOW TO SEE IF THE MOLE MAN TOLD THE TRUTH ABOUT THAT MISTE OF LETNE BUSINESS!

IF HE DID, THIS ANTIDOTE RAY HE CONCOCTED FOR US SHOULD--

WHERE AM I? GOTTA GET UP-- FIND THE PROFESSOR!

IT WORKED! HE'S COMING AROUND!



I ADMIT DEFEAT, SURFACE-HUMANS! RELEASE ME--AND YOU MAY DEPART UNHARMED!

THIS IS HARDLY YOUR DAY FOR DICTATING PEACE-TERMS, FRIEND!



THEN, DO YOUR WORST, FOOLS! A MONARCH DOES NOT FEAR TO DIE!

WE'RE NOT AS MERCILESS AS YOU, TYRANNUS! BUT, WE DO HAVE AN IDEA ABOUT WHAT TO DO WITH YOU AND THE MOLE MAN!

LET'S JUST CALL IT... A LITTLE SOMETHING TO FORGET US BY!

PERSONALLY, I'D JUST AS SOON FORGET THEM!

NO--NOT THAT! YOU WOULD NOT DARE--!



SHORTLY THEREAFTER, AS THE EARTH-BORER HEADS SPEEDILY SURFACEWARD...

MAYBE THIS ISN'T THE THING TO SAY RIGHT NOW--

BUT, IT'S BEEN TWO DAYS SINCE WE HAD ANY SNUF-EYE, CREW!

43 HOURS, 27 MINUTES--TO BE PRECISE, LAD!

WE STILL MUST DEAL WITH THE FACT THAT RALPH'S BROTHER SEEMS TO KNOW OUR ALTER EGOS!

YET, THAT CAN WAIT--TILL AFTER OUR SHOWDOWN WITH FACTOR THREE!

THANK HEAVEN THOSE TWO WARLORDS DIDN'T LEARN THE SECRET OF MY INVINCIBLE ALLOY!

I ONLY HOPE YOUR SOLUTION ENDS THEIR THREAT--PERMANENTLY!



WHILE, IN THE ETERNAL TWILIGHT FAR BELOW...

IF ONLY I KNEW MY NAME--OR HOW I CAME TO THIS FORSAKEN PLACE--!

SOMEHOW--SOMEWHERE-- I RECALL AN ANTIDOTE TO THIS PLAGUE OF A BLACKENED MEMORY!

BUT, I CANNOT REMEMBER! PERHAPS--IT WAS ONLY A DREAM--!

WOULDTA BELIEVE... SPIDER-MAN IS AN AGENT OF-- FACTOR THREE? THE X-MEN DO-- NEXT ISN'T! NUFF SAID!