



the X-MEN

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MARVEL COMICS GROUP 12¢

AT LAST!! THE X-MEN COME FACE-TO-FACE WITH "the BROTHERHOOD of EVIL MUTANTS"

Featuring: THE RETURN OF THE DREADED MAGNETO!



X-MEN! THE MOST UNUSUAL TEEN-AGERS OF ALL TIME!!

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THE MOST UNUSUAL
TEEN-AGERS OF
ALL TIME!

"the BROTHERHOOD of EVIL MUTANTS!"

YOU ARE GAZING AT A SIGHT WHICH FEW HOMO SAPIENS HAVE EVER BEEN PRIVILEGED TO WITNESS... THE AWESOME DANGER ROOM WHERE PROFESSOR XAVIER TRAINS HIS HOMO SUPERIOR MUTANT STUDENTS FOR THE DANGERS WHICH AWAIT THEM!

FASTER,
HANK!
AND BEWARE
OF
SUDDEN
TRAPS!

WOW! THE BEAST
IS REALLY GETTING
THE FULL TREAT-
MENT THIS TIME!

THE TEST HAS
LASTED FIFTY SECONDS
SO FAR! HOW MUCH
MORE CAN HANK
MCCOY TAKE?

I'VE MANAGED
TO DODGE
EVERYTHING THE
PROFESSOR COULD
THROW AT ME!
BUT THE WORST
IS STILL AHEAD!

SENSATIONAL SCRIPT BY:
STAN LEE
DYNAMIC DRAWINGS BY:
JACK KIRBY
IMAGINATIVE INKING BY:
PAUL REINMAN
LEGIBLE LETTERING BY:
ART SIMEK



A **POWER MACE!** GOT TO GRAB THIS OVERHEAD RING--!!

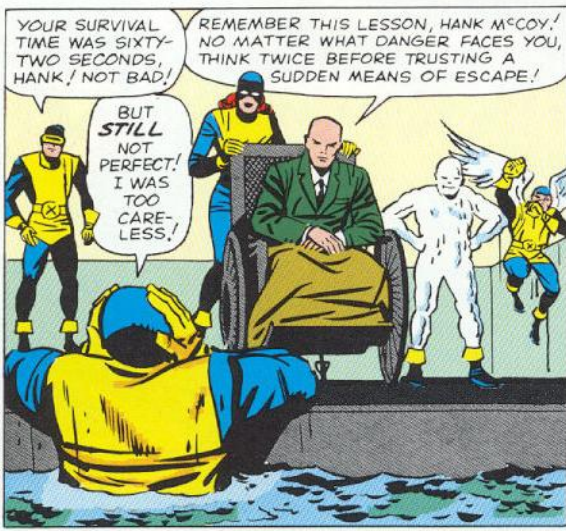


A **NEW TRAP--** FALLING DISCS! MY ONLY HOPE IS TO KEEP ZIG-ZAGGING!



THIS ROPE WILL GET ME OVER THE WATER OBSTACLE AHEAD--

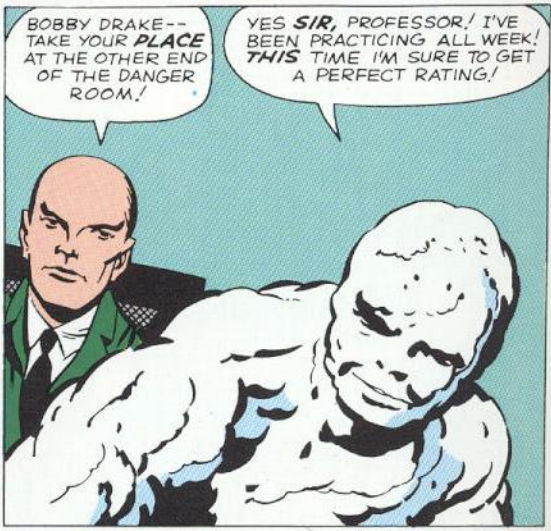
NO! I WAS TOO CARELESS-- IT **ISN'T** A ROPE! ONLY A CAMOUFLAGED STRIP OF PAPER!



YOUR SURVIVAL TIME WAS SIXTY-TWO SECONDS, HANK! NOT BAD!

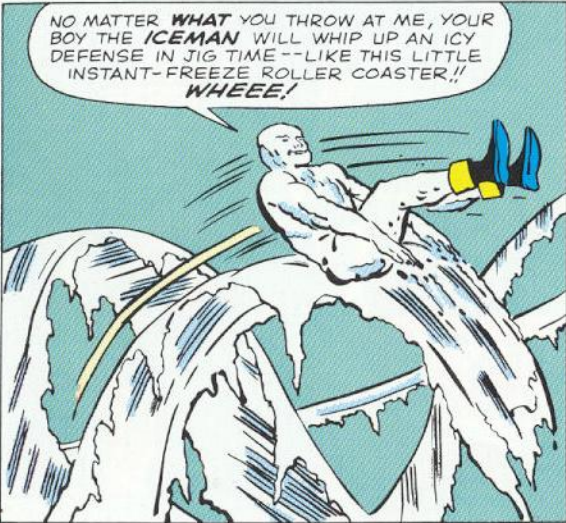
REMEMBER THIS LESSON, HANK MCCOY! NO MATTER WHAT DANGER FACES YOU, THINK TWICE BEFORE TRUSTING A SUDDEN MEANS OF ESCAPE!

BUT STILL NOT PERFECT! I WAS TOO CARELESS!

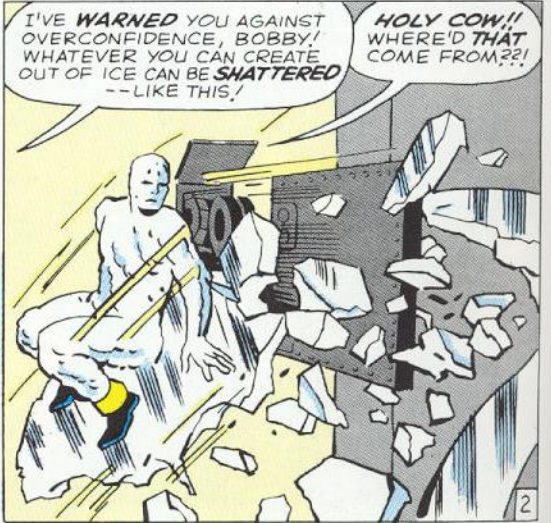


BOBBY DRAKE-- TAKE YOUR **PLACE** AT THE OTHER END OF THE DANGER ROOM!

YES **SIR**, PROFESSOR! I'VE BEEN PRACTICING ALL WEEK! **THIS** TIME I'M SURE TO GET A PERFECT RATING!



NO MATTER **WHAT** YOU THROW AT ME, YOUR BOY THE **ICEMAN** WILL WHIP UP AN ICY DEFENSE IN JIG TIME--LIKE THIS LITTLE INSTANT-FREEZE ROLLER COASTER!! **WHEEE!**



I'VE **WARNED** YOU AGAINST OVERCONFIDENCE, BOBBY! WHATEVER YOU CAN CREATE OUT OF ICE CAN BE **SHATTERED**--LIKE THIS!

HOLY COW!! WHERE'D THAT COME FROM??!

DON'T WASTE TIME WONDERING! THAT'S A RED HOT CAULDRON BELOW YOU! **PROTECT YOURSELF!**

ONLY ONE CHANCE-- IF I CAN DO IT IN TIME--!!



WHEW! NOTHING LIKE A FROZEN POLE VAULT IN THE NICK OF TIME!

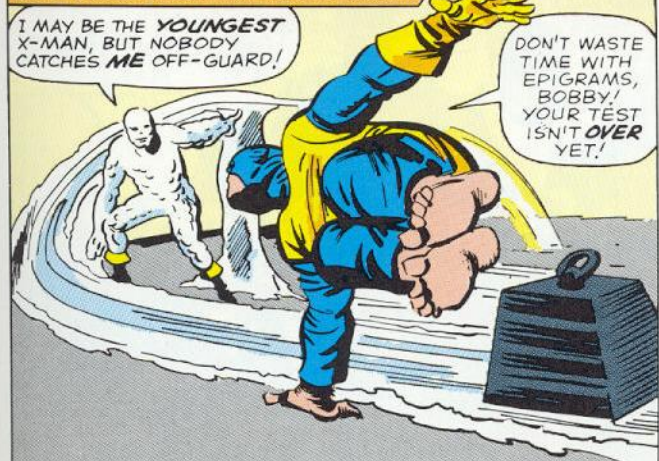


LOOK SHARP, SON! AN ENEMY WILL NOT WAIT FOR YOU TO RECOVER, YOUR BALANCE! **BEAST!** YOU KNOW WHAT TO DO!

DON'T JUST STAND THERE, LITTLE CHUM! UNLESS YOU'RE BUCKING FOR A MONUMENTAL HEADACHE!



IN A SPLIT-SECOND, THE ICEMAN CREATES A SMALL, SMOOTH SLIDE WHICH CATCHES THE HUGE WEIGHT AND SENDS IT CAREENING BACK TOWARDS THE FAST-MOVING BEAST!



NO SOONER HAS HANK MCCOY UTTERED THOSE WORDS, THAN A SUDDEN BLAST OF STEAM STRIKES THE UNSUSPECTING ICEMAN FROM THE WALL BEHIND HIM!



LOOKS LIKE I REALLY BLEW THE BIT THAT TIME, SIR!

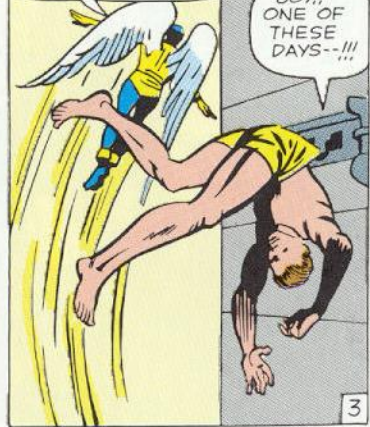
TOO BAD, SON! BUT YOU MUST REMEMBER NEVER TO CONSIDER A MISSION COMPLETED UNTIL YOU HAVE THOROUGHLY CHECKED EVERY POSSIBLE SOURCE OF DANGER!



DON'T CRY IN YOUR OVALTINE, JUNIOR! I'LL HANG YOU UP TO DRY WHILE WE ADULTS CONTINUE WITH THE TESTS!



THE ANGEL MAY BE CONCEITED, SMALL FRY-- BUT YOU'VE GOT TO ADMIT I'VE SOMETHING TO BE CONCEITED ABOUT!



I'M READY NOW, PROFESSOR!

WAIT YOUR TURN, ANGEL! **MARVEL GIRL!** LOWER BOBBY TO THE FLOOR-- VIA TELEKINESIS--GENTLY--



YES SIR!

WELL DONE, JEAN! AND NOW, THAT WAS NOT YOUR TEST-- **THIS** IS--RAISE THE LID OF THAT BOX CAREFULLY, AND REMOVE WHAT IS INSIDE! YOU MAY PROCEED...



EXCELLENT, JEAN! YOU HAVE LEARNED TO FOCUS YOUR TELEKINETIC POWER SO ACCURATELY THAT YOU DID NOT JAR THE BOX ITSELF! AND NOW...



OH, PROFESSOR -- IT'S A **BIRTHDAY CAKE!**

YES, MY DEAR! A LITTLE SURPRISE FOR YOU ALL, FROM YOUR PROUD TASK-MASTER! IT HAS BEEN EXACTLY ONE YEAR SINCE OUR CLASS BEGAN AND I FELT THE DATE SHOULD BE CELEBRATED!



HMMPH! IF THIS HAD HAPPENED DURING MY TEST, THE CAKE WOULD HAVE EXPLODED WHEN I TOUCHED IT!

MAYBE YOU JUST DON'T LIVE RIGHT, JUNIOR!

HERE, JEAN-- ALLOW ME TO CUT YOU A PIECE OF CAKE-- IN MY OWN WAY!



WHY, THANK YOU, CYCLOPS! BUT THAT'S A BIT LIKE USING AN **ELEPHANT GUN** TO KILL A HOUSE FLY!

BUT NOW WE LEAVE PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS, AND TURN OUR ATTENTION TO ANOTHER GROUP OF MUTANTS WHO ARE ALSO SEATED AT A TABLE! BUT, WHAT A WORLD OF DIFFERENCE WE SHALL FIND BETWEEN THESE TWO SUPER-HUMAN GROUPS!



TOAD! MUST YOU CHOMP YOUR FOOD LIKE THAT?? MY SISTER HAPPENS TO BE AT THE TABLE, YOU OBNOXIOUS FOOL!

IT'S ALRIGHT, PIETRO! DON'T GET INTO ANOTHER FIGHT ON MY ACCOUNT!

IF THE TOAD IS ANNOYING THE MOST LOVELY **SCARLET WITCH**, I'LL PUT A STOP TO THAT!

IF YOU HAVE THE **MANNERS** OF A PIG, YOU MIGHT AS WELL HAVE THE **APPEARANCE** OF ONE, ALSO!



YOUR LITTLE TRICKS DON'T BOTHER ME, **MASTERMIND!** REMEMBER, I KNOW THEY ARE ONLY HYPNOTIC ILLUSIONS!



I'VE HAD ENOUGH! I FIND YOUR ILLUSIONS AS REPULSIVE AS THE TOAD'S TABLE MANNERS!

HAH! YOU ARE SPUNKY, MY LITTLE WITCH! I LIKE THAT IN A FEMALE! SOMEDAY, I MAY EVEN DECIDE THAT YOU WOULD BE A WORTHY MATE FOR MASTERMIND!



HOW DARE YOU SPEAK TO ME THAT WAY?? I'D SOONER DIE THAN MARRY YOU!

WANDA! DON'T POINT YOUR FINGER AT HIM!! YOU KNOW THAT ALWAYS CAUSES A DISASTER TO OCCUR!



DO NOT CONCERN YOURSELF, PIETRO! I WOULD NOT WASTE MORE THAN A TRIFLE OF MY POWER ON SUCH AS HIM!

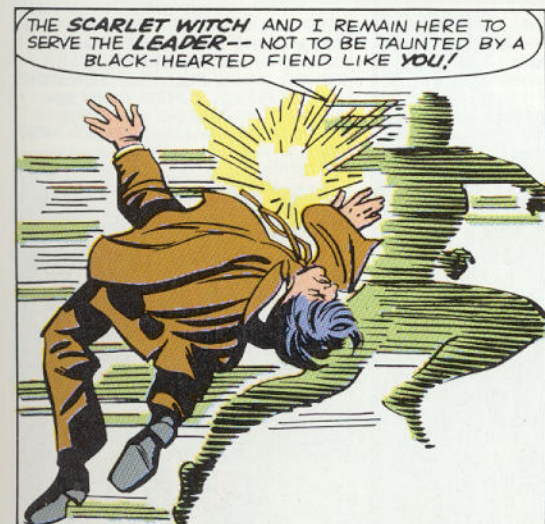
SO! YOU TRY TO MAKE A LAUGHING STOCK OUT OF MASTERMIND, DO YOU?? YOU'LL LIVE TO REGRET THIS, MY FINE SORCESSER!



I'LL NOW CREATE AN ILLUSION SO REALISTIC THAT IT WILL DRIVE YOU TO THE POINT OF RAVING MADNESS!!

QUICKSILVER! TO MY SIDE!!

I'VE WARNED YOU NEVER TO THREATEN MY SISTER!!



THE SCARLET WITCH AND I REMAIN HERE TO SERVE THE LEADER-- NOT TO BE TAUNTED BY A BLACK-HEARTED FIEND LIKE YOU!



CAREFUL, PIETRO! SEE HOW HIS EYES ARE BLAZING WITH HATRED!

HE DOES NOT FRIGHTEN ME, WANDA! I'LL PIT MY SPEED AGAINST HIS POWER OF CREATING ILLUSIONS ANY TIME!

YOU HAVE GONE TOO FAR, QUICKSILVER! I SHALL DESTROY YOU NOW AS EASILY AS I MIGHT DESTROY A MERE HOMO SAPIEN!!

DO IT! HA HA HA! DO IT! DESTROY EACH OTHER! THEN WHEN THE LEADER RETURNS THERE WILL BE ONLY THE TWO OF US! WE WILL RULE THE WORLD TOGETHER!!

THE LEADER!! I HAD FORGOTTEN ABOUT HIM!

DON'T GLOAT SO SOON, TOAD! THE SCARLET WITCH AND I WILL OUTLIVE ALL OF YOU! I PROMISE YOU THAT!

YOU ARE IN LUCK, QUICKSILVER! I SHALL SPARE YOU THIS TIME, BECAUSE THE LEADER FEELS HE STILL HAS NEED OF YOU!

THE LEADER! HE'S ALWAYS YOUR EXCUSE!

WHERE IS OUR GREAT LEADER? WHAT WONDROUS DEED CAN HE BE PERFORMING NOW, TO MAKE HOMO SAPIENS TREMBLE?!!



AS THOUGH IN ANSWER TO THE TOAD'S QUERY, WE ONCE AGAIN CHANGE OUR SCENE--THIS TIME TO THE OFFICE OF A LARGE SHIPPING LINE...

HAVE WE RECEIVED ALL THE BIDS YET FOR THAT OLD EX-CONVOY FREIGHTER WITH THE CANNONS ON HER DECK?

YES SIR! THE BIDS MAY BE OPENED NOW! THEY ARE ALL HERE!



AT THAT MOMENT, A TALL, AWESOME-LOOKING COSTUMED FIGURE ENTERS THE ROOM! THE IMPOSING FIGURE OF MAGNETO, THE MOST POWERFUL OF ALL THE EVIL MUTANTS!!

WHAT IS THE MEANING OF THIS INTERRUPT--OH! IT'S MAGNETO!!

I SHALL SPARE YOU THE NEED OF OPENING THOSE BIDS! THE FREIGHTER SHALL BE MINE!



A SIMPLE BAND OF MAGNETIC FORCE WILL KEEP YOU INSIDE THIS ROOM UNTIL I HAVE COMPLETED MY TASK!

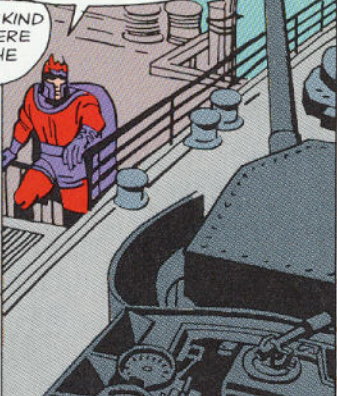
SIR--WHO IS HE?? WHAT IS THIS POWER HE HAS??

MAGNETO DEFIED MANKIND BEFORE-- BUT WE WERE SAVED THEN BY THE X-MEN!*

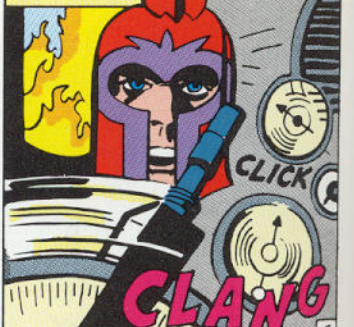


SECONDS LATER...

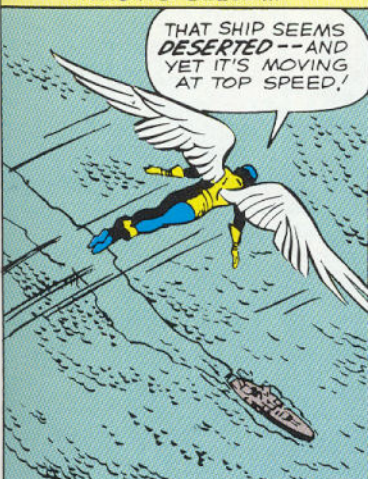
THIS VESSEL WILL SUIT MY PURPOSES PERFECTLY!



AND THEN, INCREDIBLE AS IT SEEMS, THE ONE MIGHTY MUTANT, UTILIZING HIS IRRESISTIBLE POWER TO ITS FULLEST, OPERATES EVERY COMPLICATED CONTROL FROM THE BRIDGE OF THE FREIGHTER--MAGNETICALLY--WITH BRILLIANT PRECISION!

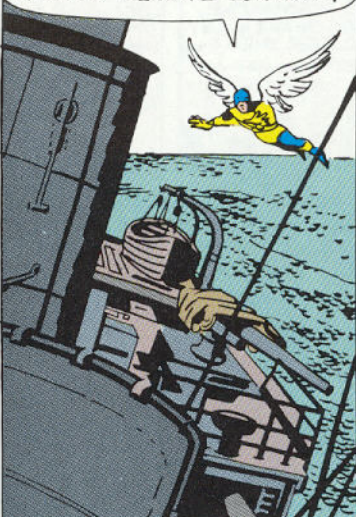


A SHORT TIME LATER, ON A ROUTINE LONG-RANGE TEST FLIGHT, THE SHARP-EYED ANGEL SEES THE ARMED VESSEL CRUISING BELOW...



THAT SHIP SEEMS DESERTED--AND YET IT'S MOVING AT TOP SPEED!

IT'S AN OLD VINTAGE FREIGHTER! MIGHT BE A TARGET SHIP OPERATED BY REMOTE CONTROL!

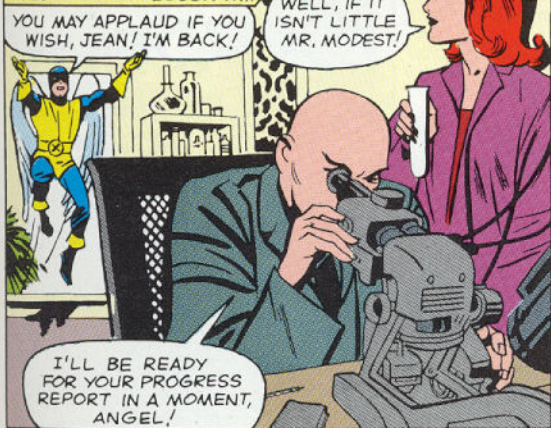


I'D BETTER LEAVE THE AREA BEFORE THEY START ZEROING IN ON IT!!

SOMETHING JUST FLEW BY! BUT NO SOUND OF ENGINES-- MUST HAVE BEEN A SEAGULL!



THUS THE TWO COLORFUL MUTANTS COME WITHIN YARDS OF EACH OTHER, THOUGH NEITHER SUSPECTS THE OTHER'S PRESENCE! AND THEN, A FEW HOURS LATER, BACK AT THE STUDY OF PROFESSOR X...



YOU MAY APPLAUD IF YOU WISH, JEAN! I'M BACK!

WELL, IF IT ISN'T LITTLE MR. MODEST!

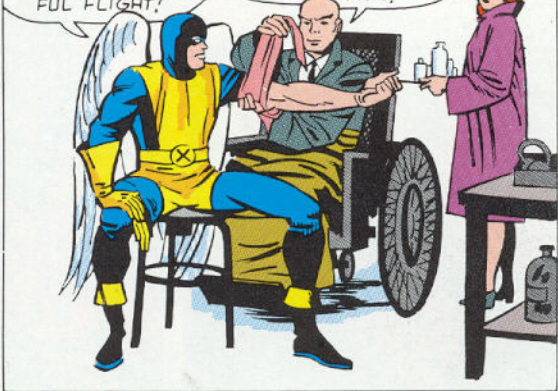
I'LL BE READY FOR YOUR PROGRESS REPORT IN A MOMENT, ANGEL!

MINUTES LATER...

...AND THAT'S ABOUT IT, SIR! EXCEPT FOR SIGHTING THE SHIP WITH NO CREW! A PRETTY UNEVENTFUL FLIGHT!

AN UNMANNED SHIP, PROPELLED BY REMOTE CONTROL! STRANGE-- I WAS UNAWARE OF ANY NAUTICAL ARTILLERY TESTS AT THE PRESENT TIME!

HERE IS YOUR LAB EQUIPMENT, SIR!



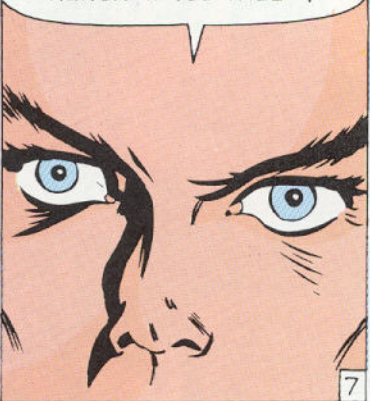
YOUR HEART-BEAT IS SATISFACTORY --BLOOD PRESSURE NORMAL--JUST ONE THING DISTURBS ME --!!



WHAT IS IT, SIR?? SOMETHING WRONG WITH MY TESTS? I-I FEEL PERFECTLY WELL--!



NO, IT IS NOT YOU, WARREN! IT IS THAT FREIGHTER! I SEEM TO SENSE SOMETHING WRONG-- SOMETHING STRANGELY OMINOUS ABOUT IT! CALL IT A HUNCH IF YOU WILL--!



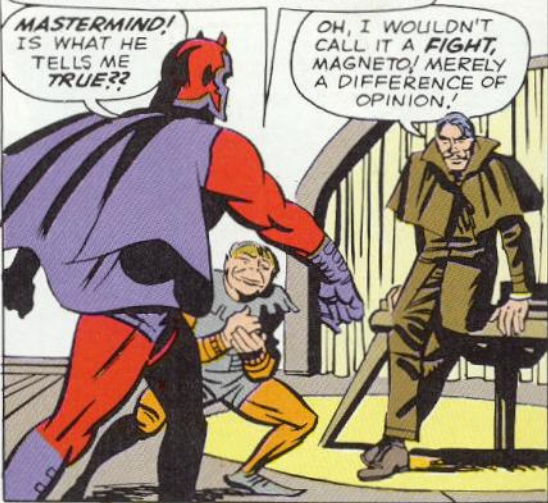
MEANWHILE, ON A LONELY, UNCHARTED ISLAND IN THE ATLANTIC...



IT'S THE LEADER! HE'S BACK! HE'S BACK! AND HE HAS A DESTROYER!

STOP YOUR SNIVELLING, TOAD! INFORM THE OTHERS THAT I WANT TO SEE THEM!

BUT, MASTER-- I HAVE MUCH TO TELL YOU! THEY QUARRELED AMONG THEMSELVES! THEY TRIED TO FIGHT EACH OTHER! I STOPPED THEM MYSELF! BECAUSE THE TOAD IS LOYAL TO YOU!



MASTERMIND! IS WHAT HE TELLS ME TRUE??

OH, I WOULDN'T CALL IT A FIGHT, MAGNETO! MERELY A DIFFERENCE OF OPINION!



DON'T BELIEVE HIM, MASTER! I WAS HERE! I HEARD THEM! HE TRIED TO HARM THE SCARLET WITCH!

YOU LOATHSOME GARGOYLE! I'LL GET YOU FOR THIS!!



WHAT?!! YOU DARE SAY THAT IN MY PRESENCE!! HAVE YOU FORGOTTEN THAT OUR PERSONAL FEELINGS ARE NOTHING?!! IT IS THE PLAN THAT IS ALL-IMPORTANT!!



QUICKSILVER!! WITCH!! I WANT TO SPEAK TO YOU!

LOOK, MAGNETO-- YOU DON'T SCARE US! I'M TAKING MY SISTER AWAY FROM HERE!



NO! YOU CANNOT LEAVE! HAVE YOU FORGOTTEN-- YOU, MOST OF ALL, WHAT YOU OWE ME??

HE IS RIGHT, PIETRO! I MUST REMAIN AND SERVE HIM -- UNTIL MY DEBT IS REPAID!

THEN I TOO SHALL STAY, WANDA-- TO WATCH OVER YOU!



"HAVE YOU FORGOTTEN THAT DAY, NOT LONG AGO, WHEN I FIRST CAME TO YOUR VILLAGE IN THE HEART OF EUROPE? HAVE YOU FORGOTTEN HOW THE SUPERSTITIOUS VILLAGERS CALLED YOU A WITCH BECAUSE OF YOUR MUTANT POWER?"

WE KNOW YOU! YOU HAVE THE EVIL EYE!

NO! NO! PLEASE--

SHE IS A SCARLET WITCH! HER POWER MUST BE DESTROYED!

"IT WAS I WHO SAVED YOU, KEEPING THE MADDENED CROWD BACK BY MEANS OF MY MAGNETIC POWER! YOU MUST NEVER FORGET THAT! NEVER!"

COME NO FURTHER, HOMO SAPIENS!!

WHOEVER YOU ARE-- I-I OWE YOU MY LIFE!



REMEMBER, WE ARE *HOMO SUPERIOR!* WE ARE BORN TO *RULE THE EARTH!* THE HUMANS MUST BE OUR SLAVES! THEY ARE OUR NATURAL ENEMIES-- AND TOGETHER, WITH OUR SUPER-HUMAN POWERS, WE CAN CONQUER THEM ALL!

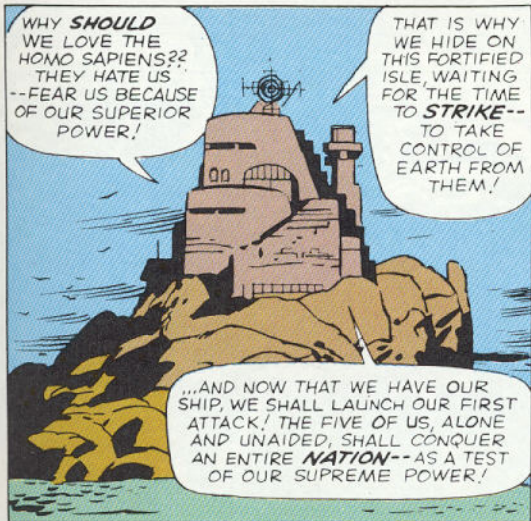
I'M STILL NOT SOLD, MAGNETO! BUT, AS LONG AS MY SISTER STAYS HERE, I'LL GO ALONG WITH YOU! I'VE NO LOVE FOR HUMANS, EITHER!



WHY SHOULD WE LOVE THE HOMO SAPIENS?? THEY HATE US --FEAR US BECAUSE OF OUR SUPERIOR POWER!

THAT IS WHY WE HIDE ON THIS FORTIFIED ISLE, WAITING FOR THE TIME TO STRIKE-- TO TAKE CONTROL OF EARTH FROM THEM!

...AND NOW THAT WE HAVE OUR SHIP, WE SHALL LAUNCH OUR FIRST ATTACK! THE FIVE OF US, ALONE AND UNAIDED, SHALL CONQUER AN ENTIRE NATION-- AS A TEST OF OUR SUPREME POWER!



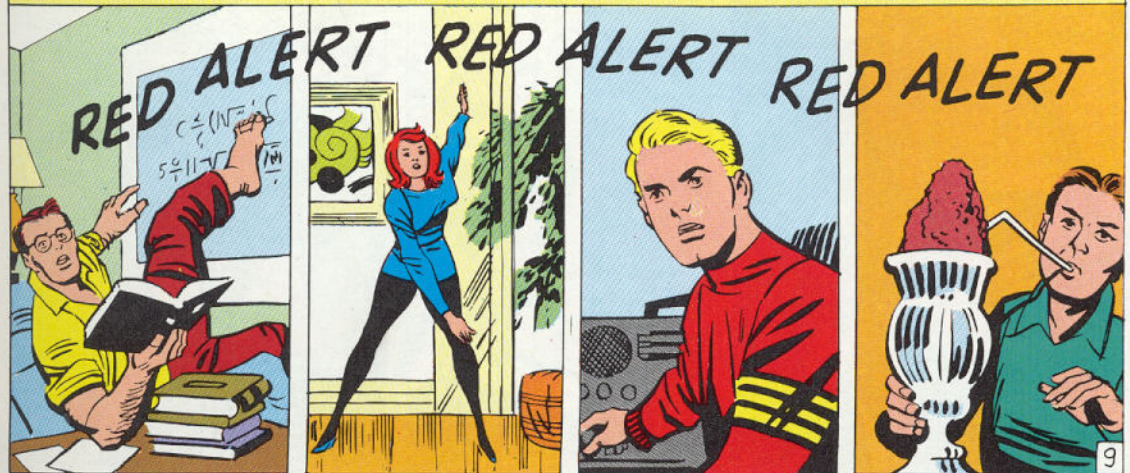
DAYS LATER, MANY MILES AWAY ON THE MAINLAND...

INCREDIBLE! ONE LONE FREIGHTER ATTACKING AN ENTIRE SOUTH AMERICAN NATION! WHO WOULD DARE?? WHO, EXCEPT FOR THE ONES IN HIDING-- THE EVIL MUTANTS!!



AND THEN, THROUGHT THE LONELY BUILDING WHICH HOUSES THE MOST UNUSUAL TEEN-AGERS OF ALL TIME, A VIBRANT, COMMANDING THOUGHT REVERBERATES THRU EVERY ROOM AND CORRIDOR...

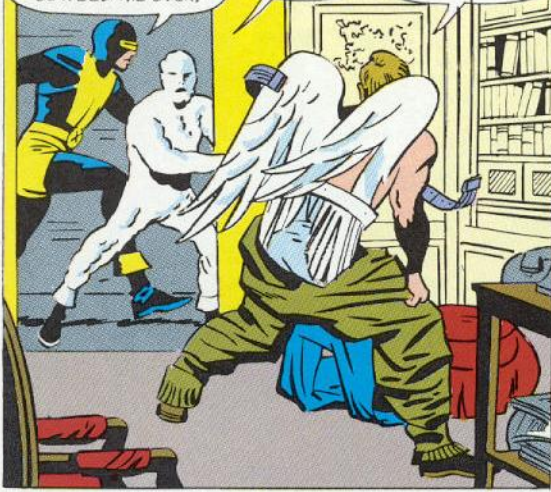
RED ALERT RED ALERT RED ALERT



I WAS HALF-WAY ACROSS THE PRACTICE FIELD WHEN THE PROF'S SUMMONS ALMOST BOWLED ME OVER!

RUSTLE THOSE WINGS, FLYBOY! IT'S A RED ALERT!

WELL, WELL! WHICH ONE ARE YOU-- HUNTLEY, OR BRINKLEY?



SAY! WHAT'S HAPPENED TO THE PROFESSOR?

QUIET! HE MUST BE ASLEEP!

HE'S NOT SLEEPING, LITTLE FRIENDS-- HE'S IN A TRANCE!

YOU'RE RIGHT, BEAST! WE MUSTN'T WAKE HIM!



LISTEN! YOU CAN HEAR HIM WHISPERING!! HE'S COMMUNICATING WITH SOMEONE-- MENTALLY!

I KNEW YOU WERE TRYING TO CONTACT ME, MAGNETO!! I WILL NEVER TELL WHERE I AM, BUT WE CAN MEET ON A MENTAL PLANE! SEND ME YOUR THOUGHTS, AND I WILL AMPLIFY THEM...



AND THUS BEGINS THE WORLD'S STRANGEST MEETING -- BETWEEN THE WORLD'S MOST POWERFUL HOMO SUPERIORS...

ONLY YOU AND YOUR X-MEN STAND BETWEEN THE MUTANTS AND WORLD CONQUEST! WHY?? WHY DO YOU FIGHT US?? FOR YOU TOO ARE A MUTANT!!

BUT I SEEK TO SAVE MANKIND, NOT DESTROY IT!



WE MUST USE OUR POWERS TO BRING ABOUT A GOLDEN AGE ON EARTH-- SIDE BY SIDE WITH ORDINARY HUMANS!

NEVER! THE HUMANS MUST BE OUR SLAVES! THEY ARE NOT WORTHY TO SHARE DOMINION OF EARTH WITH US! YOU HAVE MADE YOUR CHOICE-- FOREVERMORE WE ARE MORTAL FOES!



THE X-MEN WILL STOP YOU, MAGNETO! IT WILL BE MUTANT AGAINST MUTANT-- TO THE DEATH, IF NEED BE!! BUT MANKIND MUST BE SAVED!

LOOK! H-HE WOKE HIMSELF UP!!



PROFESSOR! WE COULDN'T HELP OVER-HEARING! WAS THAT-- MAGNETO??

YOU KNOW WE'RE WITH YOU TILL THE END, SIR!

THIS TIME MAGNETO WON'T ESCAPE US!





THE MOMENT I HAVE DREADED IS AT HAND! MAGNETO IS PREPARING HIS ALL-OUT OFFENSIVE AGAINST MANKIND! WE MUST INSURE THAT HE NEVER SUCCEEDS!



MEANWHILE, OFF THE COAST OF SANTO MARCO, THE EVIL MUTANTS FINISH THEIR SHELLING OF THE TINY REPUBLIC, FIRING INTO THE HILLS BEHIND THE CITY, TO SHOW THEIR POWER!

SANTO MARCO WILL BE MINE BEFORE NIGHTFALL! THEY HAVE NO FORCE TO OPPOSE US!

NOTHING CAN STOP YOU, MAGNETO!! YOU WERE BORN TO RULE!



AT FIRST, THE PROUD PEOPLE OF SANTO MARCO PREPARE TO OFFER STAUNCH RESISTANCE-- UNTIL THEY SEE --

LOOK! MARCHING THRU THE STREETS--!!

IT IS NOT POSSIBLE!

WE CANNOT FIGHT THEM!! WE MUST SURRENDER!



RUN FOR YOUR LIVES!! IT IS AN ENTIRE ENEMY ARMY!

WE ARE LOST! THEY APPEARED AS THOUGH-- BY MAGIC!!



HEE HEE HEE! THEY DO NOT DREAM THAT THE ARMY IS JUST AN ILLUSION!

WELL DONE, MASTER-MIND! CONTINUE THE ILLUSION UNTIL I HAVE THE ENTIRE REPUBLIC UNDER MY CONTROL!

IT'S INCREDIBLE! IF I DIDN'T KNOW BETTER, I TOO WOULD SWEAR I'M GAZING AT A REAL FLESH AND BLOOD ARMY!!



BUT IS IT NECESSARY TO PLANT SUCH FEAR IN THE HEARTS OF THE PEOPLE, MAGNETO?

OF COURSE! HUMANS ARE LIKE SHEEP! THEY RESPOND TO CERTAIN STIMULI-- AND FEAR IS ONE OF THE MOST POTENT!

WITHIN A SHORT TIME, MAGNETO SEIZES THE REINS OF GOVERNMENT, AND LOSES NO TIME IN FORMING A REAL ARMY MODELLED AFTER THE IMAGINARY ONE CREATED BY MASTER-MIND...



WE MUST GET OFF THE STREET, IT IS NEARLY CURFEW TIME!

THE BORDERS OF THE ONCE-FREE LITTLE NATION ARE CLOSED--AND ALL ROADS LEADING IN AND OUT OF THE CAPTIVE STATE ARE HEAVILY-PATROLLED!



HALT! IN THE NAME OF MAGNETO! SHOW YOUR IDENTIFICATION!

HMMM... AN AMERICAN PROFESSOR AND SOME STUDENTS ON A GOOD-WILL VISIT FROM AMERICA!



WE HAVE ORDERS TO ADMIT SUCH VISITORS! THE LEADER FEELS THEY CAN BE FOOLED INTO THINKING HE IS A KIND AND BELOVED RULER!

YOU MAY PASS!

WHILE, WITHIN THE PRESIDENTIAL BUILDING, WHICH MAGNETO HAS CONVERTED INTO AN IMPERIAL PALACE...



HE DARED TRY TO AROUSE THE PEOPLE AGAINST ME??! TAKE HIM TO THE DUNGEON!

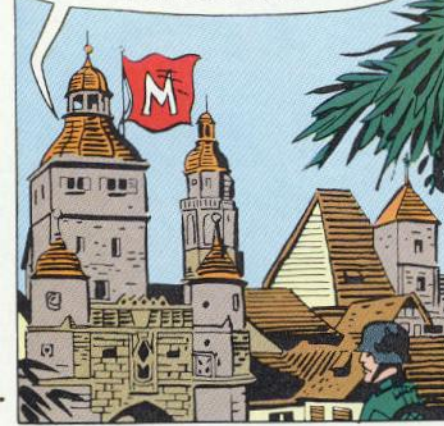
I LIKE THE BRAND OF "JUSTICE" YOU HAND OUT, MAGNETO! IT'LL SHOW HOMO SAPIENS THAT WE ARE THEIR RIGHTFUL MASTERS!



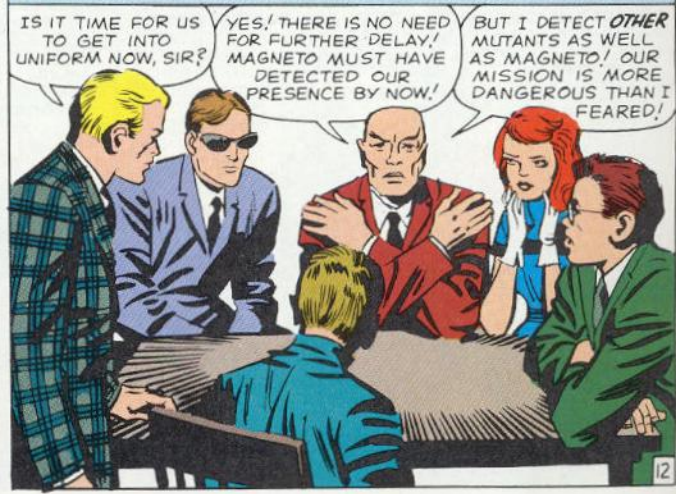
SILENCE! THEY'RE HERE-- THE X-MEN! I CAN SENSE IT! THE MENTAL EMANATIONS OF THEIR LEADER ARE SO STRONG THAT I FEEL THEM IN MY BRAIN!!



SEE TO IT THAT QUICKSILVER, THE SCARLET WITCH AND THE TOAD ARE PREPARED! WE'LL LET THE X-MEN COME TO US--LIKE FLIES ENTERING A SPIDER'S TRAP!



AND, A SHORT DISTANCE AWAY FROM MAGNETO'S PALACE...



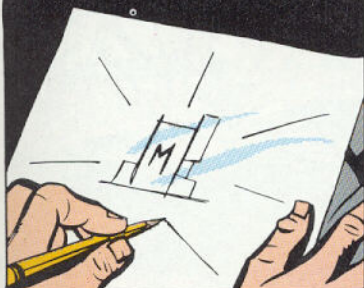
IS IT TIME FOR US TO GET INTO UNIFORM NOW, SIR?

YES! THERE IS NO NEED FOR FURTHER DELAY! MAGNETO MUST HAVE DETECTED OUR PRESENCE BY NOW!

BUT I DETECT OTHER MUTANTS AS WELL AS MAGNETO! OUR MISSION IS MORE DANGEROUS THAN I FEARED!

THEN, TAKING PENCIL IN HAND, THE GIFTED LEADER OF THE UNCANNY X-MEN PREPARES THEIR BATTLE PLAN...

THIS IS HOW MAGNETO WILL BE ATTACKED! YOU WILL EACH APPROACH HIS HEADQUARTERS IN A DIFFERENT WAY!



HANK, YOU'LL BE THE FIRST!

FORGIVE MY OVER-ZEALOUSNESS, GROUP, IF I DON'T LINGER OVER A LONG GOODBYE!



IT IS A WASTE OF TIME GUARDING MAGNETO! WHO WOULD DARE ATTACK THE LEADER?

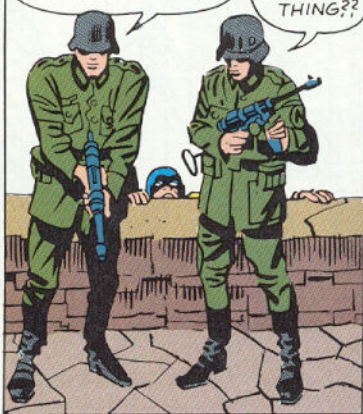


YOU ARE RIGHT! ALL OTHERS TREMBLE AT THE SOUND OF THE LEADER'S NAME!



STRANGE HOW HE TOOK OVER OUR ENTIRE GOVERNMENT-- SO SUDDEN, WITHOUT FIRING A SHOT!

LISTEN! DID YOU JUST HEAR SOMETHING??



FORGIVE THE INTRUSION, GENTS! I'M JUST AN INCURABLE PARTY-CRASHER!



BUT, MAGNETO HAS ALREADY ALERTED HIS OWN LOYAL MUTANTS, AND BEFORE THE BEAST CAN RECOVER HIS BALANCE, THE HIGH-JUMPING TOAD STRIKES!!

WHA---???

HAH! I HAVE STRUCK THE FIRST BLOW! HOW PROUD THE LEADER WILL BE!



BUT THE BEAST'S POWERFUL FINGERS SLAM AGAINST THE SIDE OF THE STONE RAMPART, AND THEN...

BETTER HANG ON HERE, HENRY, OLD BOY! IT'S A LONG WAY TO THE BOTTOM!





DON'T GO AWAY, LITTLE FRIEND! I'LL CLIMB BACK UP AND WE CAN GET TO **KNOW** EACH OTHER BETTER!



HE'S TOO STRONG! I'LL BOUNCE THESE ROCKS DOWN AT HIM, TO STOP HIM FROM REACHING THE TOP!

DON'T BOTHER, TOAD! THE **MASTERMIND** WILL SHOW YOU HOW TO HANDLE HIM...

SUDDENLY, THE CREVICES WHICH THE BEAST HAS DUG OUT IN THE MOLDY STONE WALLS SEEM TO **VANISH**-- TO BE REPLACED BY A SMOOTH, GLASSY AREA WHICH PERMITS NO POSSIBLE GRIP...



CAN'T HOLD ON!!

SO SHOCKED IS THE HEAVY-LIMBED X-MAN, THAT HE LOSES HIS BALANCE AND BEGINS TO PLUNGE HELPLESSLY DOWN...

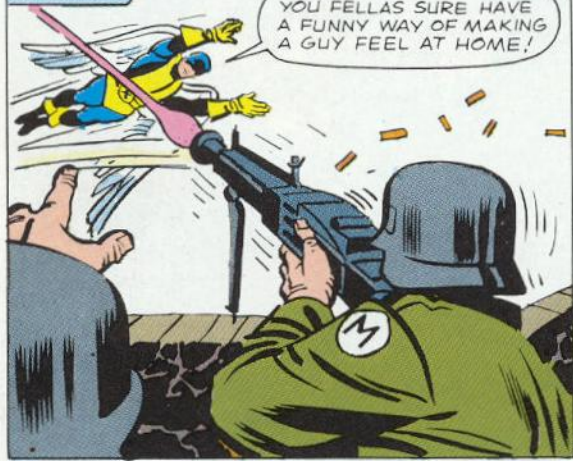


YOU SEE, TOAD? THERE ARE TIMES WHEN A **CLEVER ILLUSION** CAN BE MORE EFFECTIVE THAN MERE BRUTE STRENGTH!!



HE THOUGHT THE WALLS HAD TURNED TO GLASS!! THE **FOOL!**

THEN, AT THE OTHER SIDE OF THE CASTLE, THE SOUND OF GUNFIRE IS HEARD, AS THE NEXT X-MAN ATTACKS...



YOU FELLAS SURE HAVE A FUNNY WAY OF MAKING A GUY FEEL AT HOME!



BOY! I'D LIKE TO BE THE ONE WHO SELLS THEM THEIR BULLETS!! I'D GET RICH OVERNIGHT!

I CAN OUTMANEUVER THEIR CLUMSY SHOOTING, BUT THE NOISE IS GETTING ON MY SENSITIVE NERVES!

SO I'LL JUST PUT A STOP TO IT-- LIKE THIS!

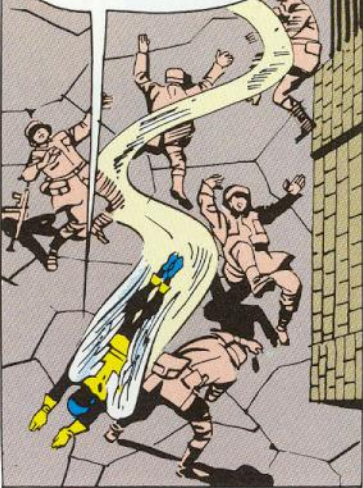


LOOK OUT! HE DROPPED THAT HIGH-TENSION WIRE TOWARD OUR METAL GUNS, AND--OWW!

DROP YOUR GUN--OR YOU'LL BE ELECTROCUTED!!



CAN'T WASTE ANY MORE TIME OUT THERE! OH MAGNEEEEEETO-- WHERE ARE YOU??



YOU ARE FAST, WINGED ONE, BUT NOT AS FAST AS QUICKSILVER!

HOLY SMOKE! WHERE'D YOU COME FROM??



THE PROF WAS RIGHT! THERE ARE OTHER MUTANTS!

THAT'S IT --WEAR YOURSELF OUT!



OKAY, I'M CONVINCED! YOU'RE A LOT FASTER THAN ME!

BUT SPEED ISN'T THE ONLY THING THAT COUNTS!



NO? SHOW ME SOME THING BETTER!

MANEUVERABILITY, FOR ONE THING! TOO BAD YOU COULDN'T AVOID HITTING THAT WALL, SPEEDY!

=UGH!!=





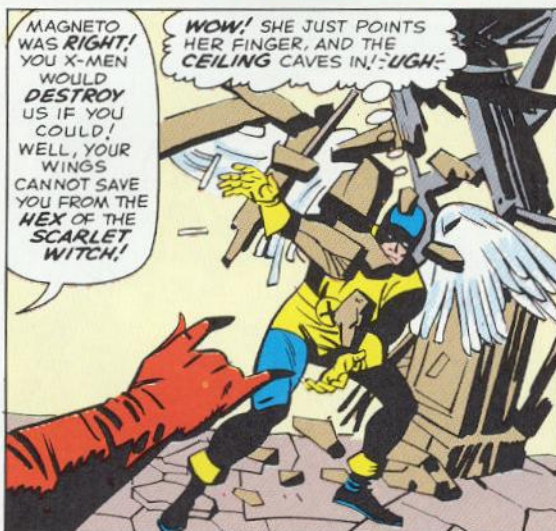
HMMM, HE'S KNOCKED OUT! LUCKY FOR ME! HE WAS A LITTLE TOO FAST FOR COMFORT!



QUICKSILVER!! OH NO--NO! IF HE'S HARMED YOU--!!

SAY! WHAT DO YOU THINK HE WAS TRYING TO DO TO ME, LADY?!!

WOW! WHAT A DISH!! IF SHE'S AN EVIL MUTANT, I WANT AN APPLICATION BLANK!



MAGNETO WAS RIGHT! YOU X-MEN WOULD DESTROY US IF YOU COULD! WELL, YOUR WINGS CANNOT SAVE YOU FROM THE HEX OF THE SCARLET WITCH!

WOW! SHE JUST POINTS HER FINGER, AND THE CEILING CAVES IN! -UGH-



BY THE TIME THE ANGEL RECOVERS FROM THE FALLING MORTAR, HE FINDS...

NO NEED TO WORRY, PIETRO! I STOPPED THE ONE CALLED ANGEL!

AND NOT A SECOND TOO SOON! OHH--MY HEAD--!!

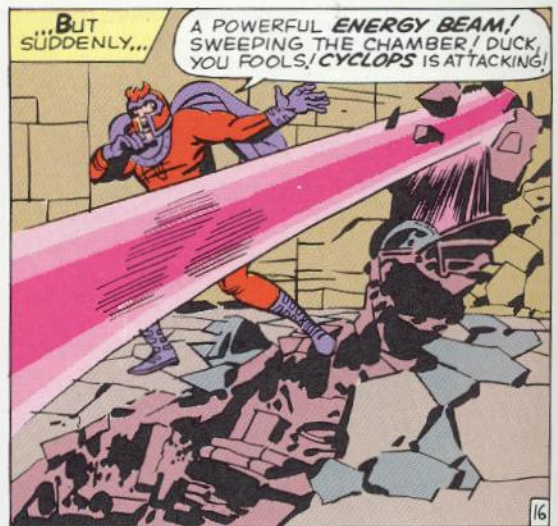
QUICK, SEND FOR THE LEADER! THIS ONE WILL TROUBLE US NO MORE!



AND, MINUTES LATER...

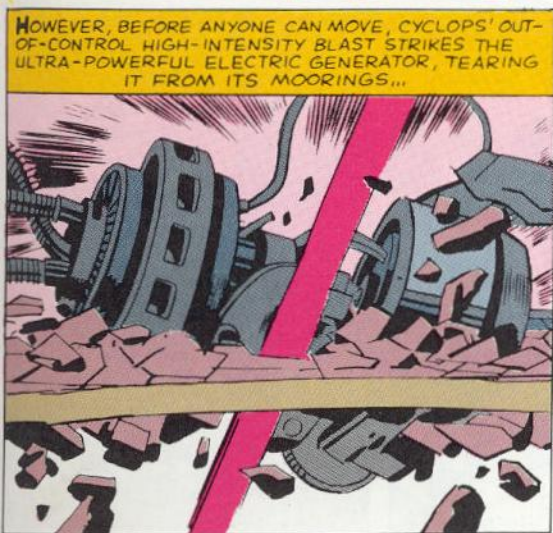
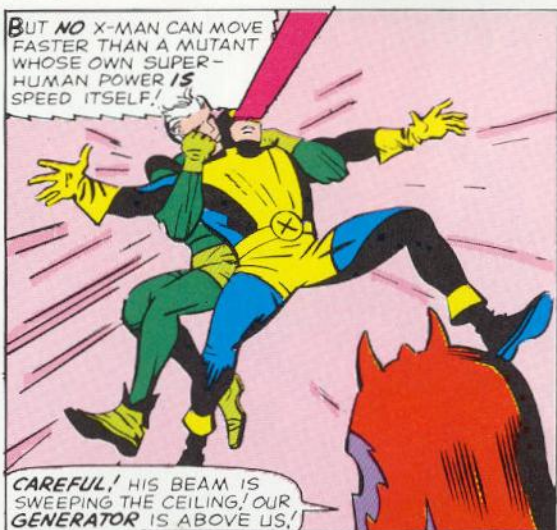
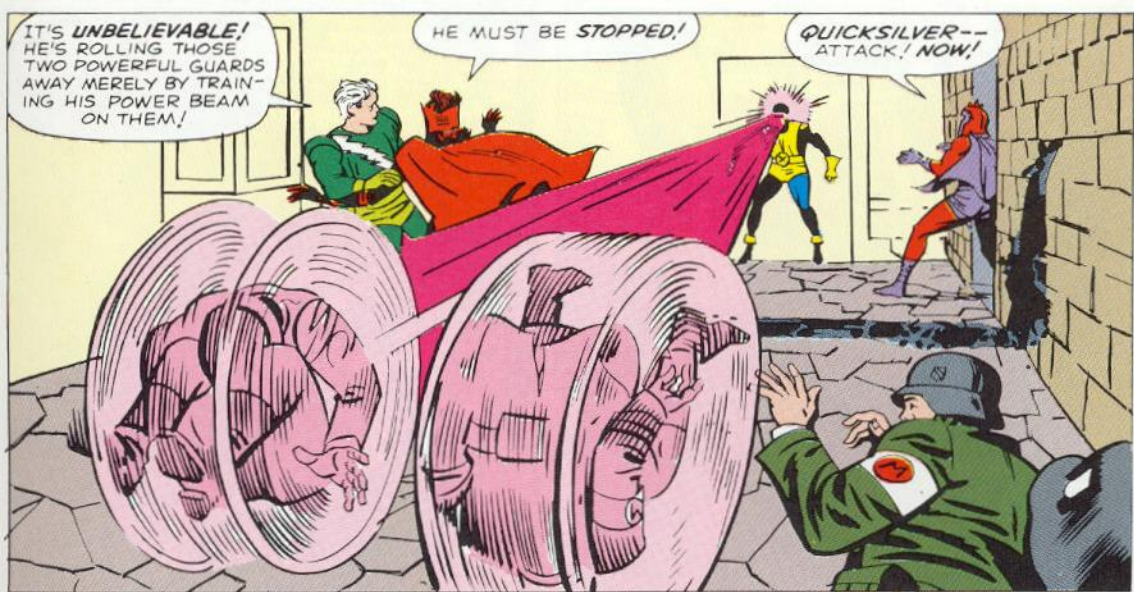
AHH, YOU GOT THE ONE WITH WINGS! GOOD! GOOD!

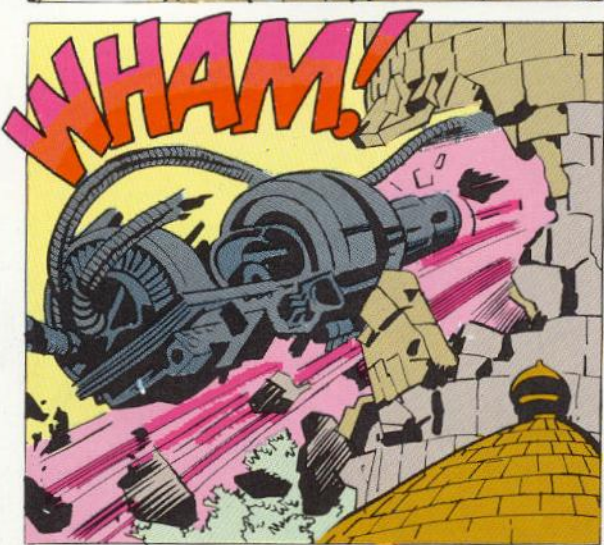
WE'LL GET THEM ONE AT A TIME UNTIL THE X-MEN ARE NO MORE!



...BUT SUDDENLY...

A POWERFUL ENERGY BEAM! SWEEPING THE CHAMBER! DUCK, YOU FOOLS! CYCLOPS IS ATTACKING!





MINUTES LATER, AFTER UNTYING THE ANGEL...

THAT'S IT, BOBBY BOY! THE ICE IS REVIVING HIM!

HE'S COMING TO NOW! MAN, HE MUSTA USED **SOME** BLAST TO SEND THAT GENERATOR CLEAN THRU THE WALL!



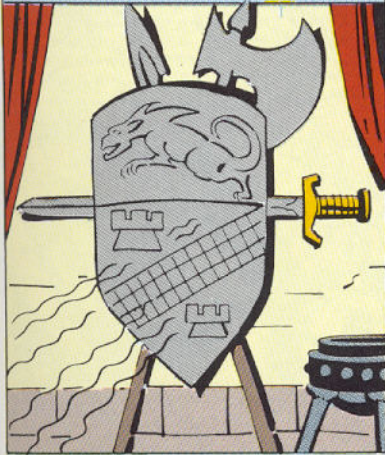
OKAY--NOW LET'S FIND THE OTHERS! AND **ESPECIALLY** THAT RAT, MAGNETO!

MAYBE YOU BETTER TAKE IT EASY FOR A WHILE, CYCLOPS...

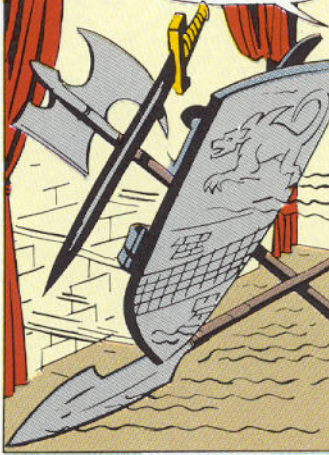
DON'T WORRY ABOUT ME, ICE-MAN! SAVE YOUR CONCERN FOR **QUICKSILVER!** HE'S GONNA NEED IT WHEN I CATCH HIM!



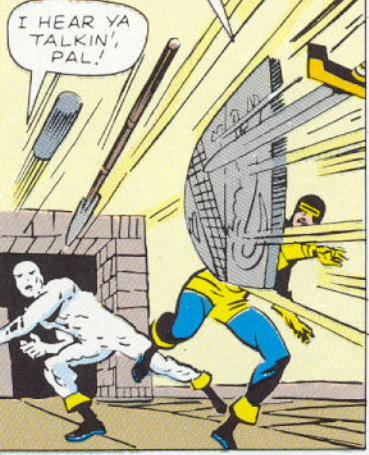
SUDDENLY, A WALL PLAQUE AND THE WEAPONS BENEATH IT BEGIN TO QUIVER STRANGELY...



AND THEN... **LOOK OUT, YOU GUYS!** LOOK WHAT'S GOIN' ON!



DUCK, BOBBY! WE'RE IN THE LINE OF FIRE!



I HEAR YA TALKIN', PAL!

WEAPONS--FLYING THRU THE AIR AT US! IF I DIDN'T KNOW BETTER, I'D SUSPECT **MARVEL GIRL--!**

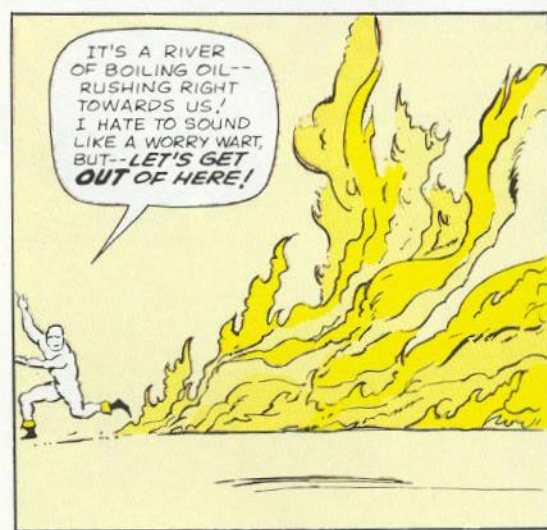


BUT, WARREN WORTHINGTON THE THIRD HAS HIT THE NAIL RIGHT ON THE HEAD, FOR...

LUCKY FOR ME YOU SAW ME FALLING AND LOWERED ME TO THE GROUND THRU TELEKINESIS, LITTLE FRIEND! BUT--WHAT ARE YOU DOING NOW?

OH, MY GOODNESS! I-I THOUGHT IT WAS **MAGNETO'S MEN,** COMING AFTER US!







H-HOW DID YOU DO IT, SIR??

QUITE SIMPLE! I SENSED YOUR PANIC AND CAME AFTER YOU! THERE WAS REALLY **NO** BOILING OIL--IT WAS BUT AN **ILLUSION**, CREATED BY ONE OF THE MUTANTS TO KEEP YOU PRISONER HERE!

WE WERE **FOOLS**--DECEIVED BY A HYPNOTIC TRICK OF SOME SORT!



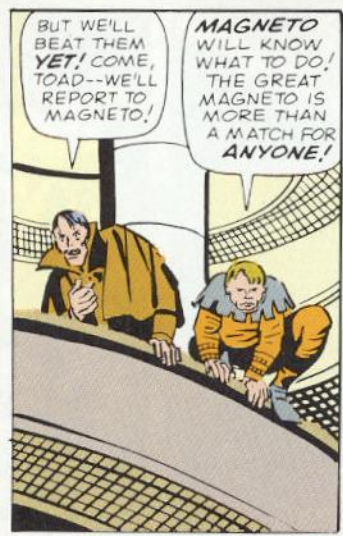
DO NOT REPROACH YOURSELVES! REMEMBER, THE EVIL MUTANTS ARE AS POWERFUL AS WE... AND WILL STOP AT **NOTHING** TO DEFEAT US, AND TO GAIN CONTROL OF MANKIND!

NOW THAT **YOU'RE** HERE, SIR, THIS IS **IT!** WE'LL FIND **MAGNETO**--AND FINISH HIM OFF!



BUT, WATCHING THE X-MEN FROM A PEEP-HOLE IN THE WALL, A BALEFUL EYE GLEAMS WITH NAKED HATRED AND FRUSTRATION...

BLAST IT! IF NOT FOR THEIR LEADER, THEY'D STILL BE CRINGING HELPLESSLY IN MUTE FEAR BEHIND MY MASTERFUL ILLUSION!



BUT WE'LL BEAT THEM **YET!** COME, TOAD--WE'LL REPORT TO MAGNETO!

MAGNETO WILL KNOW WHAT TO DO! THE GREAT MAGNETO IS MORE THAN A MATCH FOR ANYONE!



MAGNETO, THE X-MEN ARE STILL AT LARGE, AND...

SILENCE! I KNOW WHAT HAS OCCURRED! STAND ASIDE! I AM PREPARING THE ULTIMATE TRAP FOR THEM!



I AM WIRING TWO **BOMBS!** ONE WILL BE PLACED AT THIS DOOR, TO BOOBY-TRAP IT AND DESTROY THEM WHEN THEY ENTER!

AS FOR THE OTHER, THAT ONE WILL BE A **NUCLEAR BOMB**, CAPABLE OF BLOWING UP THIS ENTIRE **NATION!**



WE WILL FLEE NOW! IF THE SMALLER BOMB DOESN'T STOP THE X-MEN, THE **LARGE** ONE WILL--TAKING ALL OF SANTO MARCO!

BUT WHAT ABOUT ALL THE INNOCENT PEOPLE THAT WILL BE KILLED??

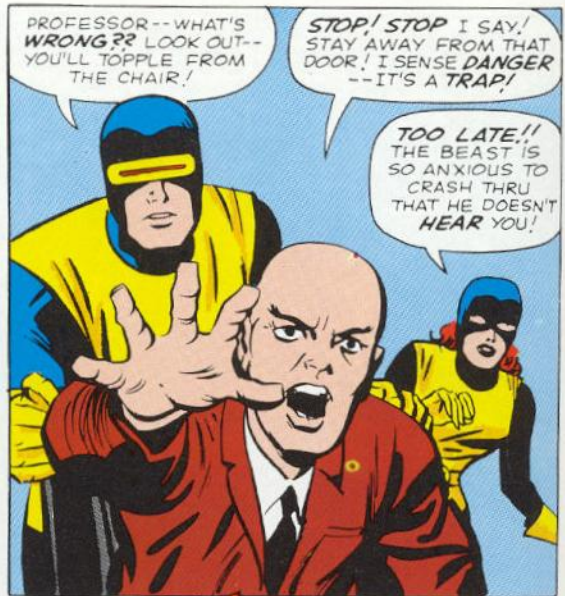
HAVE I NOT TOLD YOU-- THEY ARE MERELY HOMO SAPIENS--THEY WOULD KILL **US** IF THEY COULD! WE ONLY FIGHT IN SELF DEFENSE!



MEANWHILE, NOT SUSPECTING THE TERRIBLE TRAP WHICH AWAITS THEM, THE FIGHTING-MAD X-MEN RACE UP THE RAMP TOWARD THE TOWER CHAMBER...

WE'VE SEARCHED EVERYWHERE ELSE-- MAGNETO MUST BE HERE IN THE TOWER!

THERE'S A DOOR UP AHEAD! HE'S PROBABLY HIDING BEHIND IT!



PROFESSOR--WHAT'S WRONG?? LOOK OUT-- YOU'LL TOPPLE FROM THE CHAIR!

STOP! STOP I SAY! STAY AWAY FROM THAT DOOR! I SENSE DANGER -- IT'S A TRAP!

TOO LATE!! THE BEAST IS SO ANXIOUS TO CRASH THRU THAT HE DOESN'T HEAR YOU!



SOMEBODY STOP THE PROFESSOR! HE HURLED HIMSELF FROM THE CHAIR!

I'VE NO OTHER CHOICE! MUST PROTECT MY X-MEN,!!!

HEY! WHA---???

HE'LL BE KILLED!



WHOOOM!



THEY HAD THE DOOR BOOBY-TRAPPED!! THOSE ROTTEN KILLERS!

KEEP BACK-- MY POWER BEAM IS OPERATIONAL AGAIN! I'M GONNA BLAST THAT DOOR TO ASHES!!

LET GO, BOBBY-- I'M OKAY! BUT WHAT ABOUT THE PROF??

HE'S STILL CONSCIOUS... BUT HE'S DELIRIOUS! AND HIS EYES-- THEY ARE SO GLAZED!



CYCLOPS' POWER BEAM!! THAT MEANS THE FIRST BOMB FAILED! RUN-- I'VE ACTIVATED THE NUCLEAR BOMB! IN TEN MINUTES THIS WILL BE A WASTELAND!

MAGNETO LEAVES **NOTHING** TO CHANCE! THIS ESCAPE SLIDE LEADS TO THE FREIGHTER -- AND TO SAFETY ON THE OPEN SEA!



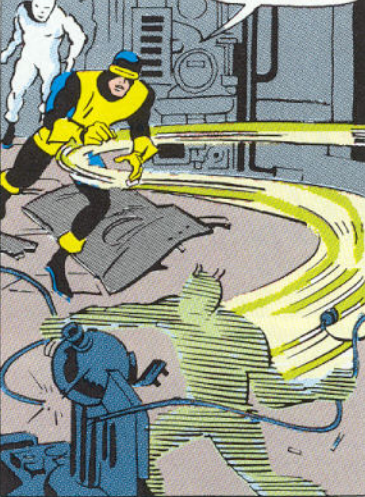
I CAN'T BELIEVE MAGNETO WILL LET ALL THOSE INNOCENT PEOPLE BE HARMED! I JUST CAN'T!

FOLLOW ME, QUICKSILVER! EVERY SECOND COUNTS!



NO! THERE IS ONE THING I MUST DO FIRST! NO MATTER **WHAT** THE CONSEQUENCES!

LOOK! ANOTHER BOMB-- SET TO GO OFF!



QUICKSILVER JUST DESTROYED THE FUSE! HE SAVED US!

WAIT! COME BACK--!



NO! ALTHOUGH I COULD NOT ALLOW A NATION TO BE DESTROYED, MY PLACE IS STILL WITH **THEM!**

YOU ARE THE BETRAYERS OF HOMO SUPERIOR! EXPECT NO MERCY NEXT TIME WE MEET!



LET 'EM GO, SCOTT! THE **PROF** NEEDS US NOW!

PROFESSOR X! I ALMOST FORGOT!

HOW IS HE? HIS BRAIN SEEMS TO BE AFFECTED!



HE'S ALIVE-- BUT SOMETHING **TERRIBLE** HAS HAPPENED!

HIS BRAIN?? BUT-- THAT'S HIS GREATEST WEAPON!

LEAVE ME! I'M NO GOOD TO YOU ANY MORE! THE EXPLOSION DEADENED MY MUTANT MENTAL POWER! I CAN NO LONGER READ MINDS-- OR THROW MY THOUGHTS! GO AFTER THE EVIL ONES--FORGET ME!



FORGET YOU, SIR? NEVER! WE CAN'T DESERT YOU WHEN YOU NEED US THE MOST!

THERE GOES THE FREIGHTER! IT'LL BE OUT OF SIGHT SOON! THEY'VE GOTTEN AWAY!



BUT THEY'LL NEVER BE REALLY FREE, FOR NO MATTER **WHERE** THEY GO... AS SOON AS THEY SHOW THEMSELVES, THE **X-MEN** WILL ATTACK!

IF THE PROFESSOR NEVER REGAINS HIS POWER, WE'LL BE ON OUR **OWN** NEXT TIME! BUT-- ARE WE STRONG ENOUGH WITHOUT HIM?



HE TRAINED US-- NOW WE MUST PROVE **WORTHY** OF THAT TRAINING! WE SHALL NOT FAIL HIM!

THE END

LEADERLESS-- FORCED TO FEND FOR THEMSELVES-- CAN THE FIVE MUTANT TEEN-AGERS MEET A RENEWED THREAT BY THE POWERFUL EVIL MUTANTS?? DON'T MISS OUR NEXT GREAT ISSUE!