

X-MEN

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BY THE
COMICS
CODE
AUTHORITY



MARVEL
COMICS
GROUP



TWILIGHT OF THE MUTANTS!

THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME!!

THE X-MEN in "TWILIGHT OF THE MUTANTS!"

CYCLOPS

MARVEL GIRL

ANGEL

ICEMAN

BEAST

THE INVADER... HE WHO CALLS HIMSELF **ERIK THE RED**... HAS CRACKED OUR OUTER DEFENSES! AND WITH OUR GLORIOUS LEADER, **MAGNETO**, A TEMPORARY INVALID...

...WE CANNOT PERMIT THE INTRUDER ANOTHER **STEP FORWARD!** THIS MENACE TO OUR NOBLE MUTANT LORD MUST BE **DESTROYED!**

PERHAPS, BOASTFUL ONE, YOU HAVE NEVER READ THAT MOST PRACTICAL RECIPE FOR ROAST CHICKEN WHICH BEGINS... **FIRST, CATCH A CHICKEN!**

THE RECIPE FOR THIS DELECTABLE DISH!
TAKE ONE WELL-SEASONED EDITOR--**STAN LEE**
AND ONE HALF-BAKED WRITER...**ARNOLD DRAKE**
SPRINKLE LIBERALLY WITH ART BY...**DON HECK**
and **WERNER ROTM**
STIR IN A GENEROUS AMOUNT OF INKING BY...**JOHN TARTAGLIONE**
COVER THE WHOLE MESS WITH LETTERING BY...**SAM ROSEN!**

NOW WE SHALL SEE WHO IS THE HUNTED... AND WHO THE HUNTER! OBSERVE...

...AS YOUR DREAM OF CONQUEST BEATS ITSELF AGAINST THE WALL OF REALITY!

BWACK!

ENOUGH!

EYEWUFF!

ATTACK! ONE AT A TIME OR IN UNISON! USE ANY METHOD AND ALL WEAPONS AT YOUR COMMAND! BUT... HE... MUST... NOT... PREVAIL!

TOO LATE, DREAMER! AS YOU SEE, YOUR ILLUSION SHATTERS INTO TEN THOUSAND PIECES... BEFORE YOUR EYES! AND IF THAT IS NOT PROOF ENOUGH---

CRRACK!

WA-WA-WIAM!

BA

...SEE HOW THEY FALL BEFORE MY OWN MUTANT MIGHT... IN WHOLESALE LOTS!

FOOL! YOU ARE OUT-NUMBERED ONE HUNDRED-FOLD! AND I AM MESMERO!

WHEN I RESORT TO MY OWN PSYCHIC SUPER-POWERS, YOU ARE DOOMED, WRETCHED ONE!

YOUR LOGIC DOES NOT ESCAPE ME! I CAN NOT DESTROY YOU ONE BY ONE, BUT... I CAN BRING YOUR ENTIRE UNDERGROUND NEST DOWN AROUND YOUR EARS!

STAND YOUR GROUND, SOLDIERS OF MAGNETO! OUR OWN SUPERNATURAL POWERS CAN TURN BACK THIS DISASTER!

A SINGLE SHOT OF MUTANT ENERGY, WELL AIMED, BEGINS A WILD CHAIN REACTION...

CRACK!

KWOOM!

RUM-BUM-BOOM!

NO! WE HAVE WAITED TOO LONG! THE DIE IS CAST! THERE IS NOTHING TO DO BUT...

KROOOM!!

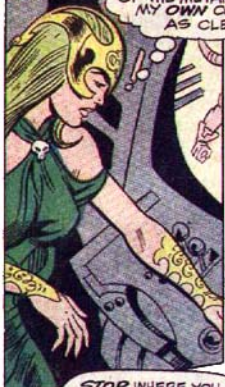
RUN FOR YOUR LIVES! IF WE DO NOT DIE AMID THE DEBRIS, OUR ESCAPE WILL STILL BE COMPLETELY SEALED! RUN! RUN!!!

MESMERO AND THE OTHER LOYAL TROOPS OF MAGNETO HAVE BEEN TRAPPED BY THE ONE CALLED ERIK THE RED, AND NOW HE APPROACHES THIS CHAMBER!

I AM CERTAIN ICEMAN DID NOT LIE TO ME WHEN HE SPOKE OF MAGNETO'S EVIL HISTORY! BUT, EVEN SO, I HAVE LITTLE CHOICE LEFT TO ME!

THE MAN IS MY FATHER! EVIL AS HE MAY BE, I CAN NOT FORGET THAT HIS BLOOD RUNS IN MY VEINS! I MUST DEFEND MAGNETO WITH MY VERY LIFE!

HIS GOAL IS CLEAR... TO OVERPOWER MAGNETO AND MAKE HIMSELF EMPEROR OF THE MUTANTS! I WISH MY OWN COURSE WERE AS CLEAR!



STOP WHERE YOU ARE! I AM THE DAUGHTER OF MAGNETO! THE POWER THAT IS HIS IS ALSO MINE TO COMMAND!

ADVANCE ONE MORE STEP AND I SHALL HAVE TO KILL YOU! DO NOT MAKE ME DO THIS THING, ERIK THE RED! I WILL BE TRULY SORRY --- BUT YOU WILL BE NO LESS DEAD!

DO YOU THINK IT IS THAT SIMPLE TO TURN YOURSELF INTO A COLD-BLOODED KILLER? NEVER MIND--

--I DID NOT COME HERE TO DEBATE MORALITY! I HAVE SOMETHING IMPORTANT TO TELL YOU!



THEN SPEAK AT THIS DISTANCE! I HAVE GREATER FAITH IN THE SPACE THAT SEPARATES US THAN I DO IN YOUR WORD!

THEN HEAR THIS! I HAVE NOT COME...
...TO MENACE MAGNETO! HE IS MY INSPIRATION AND PERSONAL IMAGE OF PERFECTION! I COME... TO JOIN HIM!



WHAT?!

I I AM AT A LOSS! ALL THAT I CAN DO IS DISCUSS THIS WITH MAGNETO HIMSELF!



...THERE IS, FATHER! BUT THE QUESTION REMAINS, CAN WE TRUST HIM? OR...

...IS THIS SOME SORT OF TRAP?



NO! THE ONLY VIABLE QUESTION IS... HAVE WE ANY CHOICE? AND, HOBBLING AS I AM AT PRESENT, I SAY WE HAVE NONE! ACCEPT HIS WORD! AT THE VERY LEAST...IT SHALL BUY US TIME!



SO...MAGNETO HAS DECIDED TO TRUST ME! BUT WHAT OF YOU? IT SEEMS THAT YOU STILL HARBOR DEEP QUESTIONS ABOUT MY MOTIVES! WELL, BE THAT AS IT MAY, I MUST DEMAND...

...FULL ALLEGIANCE FROM THIS MOMENT FORWARD! NOT ALONE FROM YOU, BUT FROM THOSE MISERABLE FORCES THAT ARE SEALED IN THE OUTER CHAMBER!

HE WILL ACCEPT IT, BELIEVE ME! BETWEEN YOUR WORD... AND MY POWER... HE HAS NO CHOICE!



I HOPE YOU ARE RIGHT, ERIK! THERE HAS BEEN ENOUGH BLOOD SHED WITHIN THESE HALLS! I AM SICK WITH IT!



UNTIL MAGNETO RECOVERS, I AM YOUR LEADER!

I WILL ACCEPT THAT! BUT AS FOR MESMERO...



LET US BEGIN, THEN! FIRST, WE MUST FREE MESMERO AND HIS TROOPS FROM THEIR RUBBLE PRISON! THEN THE NEW CONDITIONS MUST BE MADE CLEAR TO HIM! THAT SHALL BE MY TASK... SO THAT IT IS DONE WITHOUT ANGER!

SO LONG AS HE KNOWS THAT I AM THE ONE WHO CALLS THE TUNE, I DON'T CARE HOW IT IS DONE! LEAD ON, BEAUTEOUS LADY!

SHORTLY, AS THE TELEPATHIC MARVEL GIRL RECEIVES A MENTAL MESSAGE FROM CYCLOPS...

READY TO BEGIN OPERATION TWILIGHT! CONTACT THE OTHERS AND RENDEZVOUS AS PLANNED! MAINTAIN TIGHT SECURITY ALL THE WAY! GOOD LUCK, MARVEL GIRL!

ATTENTION, BEAST! CYKE ADVISES IT'S TWILIGHT TIME! DROP EVERYTHING AND REPORT TO PRE-ARRANGED RENDEZVOUS POINT!

I'M ON MY WAY, FAIR MAIDEN! I SHALL BE THERE IN THREE BOUNCES AND A SWOOSH! WHERE DEADLY DANGER MATERIALIZES, THERE GO I! WHICH MAKES ME EITHER ALL GUTS...OR PART NUTS!

DID YOU SEE THAT, MILDRED? A GUY FLYING UNDER THE BRIDGE! WITH WINGS YET!

MESSAGE RECEIVED, MARVEL GIRL! ONE'LL GET YOU TEN THAT I CAN FLAP MY WAY THERE BEFORE YOU CAN LEVITATE YOURSELF! TALLY-HO, GIRL!

HERMAN, HOW MANY TIMES HAVE I TOLD YOU NOT TO DRINK BEFORE DRIVING?

LATER, AS THE TRIO COMES TOGETHER WITH PRECISION TIMING...

HERE WE GO, X-PEOPLE! BUT I SURE FEELS STRANGE PREPARING FOR BATTLE WITHOUT ICEMAN!

YES, BUT CYKE WAS RIGHT! ONCE BOBBY LEARNED THAT THE GIRL HE'D BECOME FOND OF WAS REALLY MAGNETO'S DAUGHTER, HE HAD TO BE RULED OFF THE CASE!

QUITE! SPLIT LOYALTY IS NOT CONDUCTIVE TO TOTAL DEDICATION! BUT I WONDER WHERE THE LAD WENT AFTER HE SLAMMED OUT THE DOOR! AH WELL, NO TIME FOR SUCH CONJECTURE NOW!

...THERE CAN BE NO **DISPUTING** THIS POINT, MESMERO! UNTIL MY FATHER COMMANDS US AGAIN, ALL OF US SHALL OBEY ERIK THE RED!



IS THIS THE PAYMENT FOR THE TOTAL DEVOTION I LAVISHED UPON YOUR FATHER? AM I TO BE **CAST ASIDE** FOR THIS USURPER?

YET, IF MAGNETO SO COMMANDS, I HAVE **NO CHOICE!** FOR HE IS THE **ONE TRUE ARCHITECT** OF OUR DREAM OF DOMINATION!



YOU ARE **WISE** TO ACCEPT THIS FATE! NOW LEAD YOUR MEN IN A SCOUTING EXPEDITION OF THE OUTLYING AREAS! THE X-MEN WILL SURELY RETURN...AND WE MUST BE ON **TOTAL GUARD!**

IT SHALL BE DONE! BUT DO NOT MISTAKE MY FIDELITY TO **MAGNETO** FOR FEAR OF YOU!

WHEN THIS EMERGENCY HAS RUN ITS COURSE, YOU AND I SHALL PUT THIS ISSUE TO REST...THROUGH **DEADLIEST COMBAT!**

I AM NOT SATISFIED WITH HIS DECLARATION OF DEVOTION TO MAGNETO! IT IS BEST THAT I KEEP HIM UNDER CLOSE SURVEILLANCE!



DO WHAT YOU THINK **BEST!** I WILL REMAIN WITH MY FATHER AS HIS LAST LINE OF DEFENSE! ERIK...BE **CAREFUL!**

WHY DO I SENSE THAT HE IS **UN-LIKE** THE OTHERS OF THIS BAND? HE DOESN'T EXHUDE THE STRANGE EVIL VIBRATIONS THAT EVEN MY NEW-FOUND **FATHER** TRANSMITS!

RECOGNIZE THIS **FINITE TRUTH**, MY DAUGHTER! **NEITHER** IS WORTHY OF OUR TRUST! HENCE-FORTH, YOU AND I CAN TRUST ONLY ONE ANOTHER! THAT IS OUR FATE... TO RULE THE WORLD IN **LOVELY SUPREMACY!**



THERE THEY GO... MESMERO AND HIS **FUN-LOVING COBRAS!** NOW'S OUR CHANCE! WE CAN...

...FINISH THEM OFF RIGHT NOW... BEFORE THEY KNOW WHAT'S HIT THEM! LET'S GO, FRIENDS!

NO! CYCLOPS WORKED OUT THIS OPERATION TO THE **LAST DETAIL!** WE'LL STICK TO THAT SCHEDULE!



IS THAT WHAT I HAVE TO LOOK FORWARD TO UNTIL THE END OF TIME... A LOVE-LESS LIFE OF IMPERIOUS SWAY BESIDE THIS STRANGE MAN?

BE CAREFUL, MY CHILD... FOR I AM AWARE OF YOUR MOST **SECRET MUSINGS!**



HOLD! WHO DARES INVADE THE SACRED LAIR OF THE ALL-POWERFUL MAGNETO?

YIIII! WE'VE BEEN SPOTTED! PREPARE FOR ATTACK!



WHO IS IT? FIGURES IN THE SHADOWS! CAN'T MAKE HIM OUT!

LOOK AGAIN, CHUM! YOU'VE GOT A SMALL SURPRISE COMING!



SACRE BLEU! OUR NOBLE COMRADE IN ARMS! THE ONE...THE ONLY...THE ORIGINAL...

CYCLOPS! OH, IT'S SO GOOD TO SEE YOU! YOU DID IT... YOU INFILTRATED THE HEART OF THE EVIL MUTANT'S OPERATION!

EVEN BETTER! I TOOK OVER THE WHOLE MOB... TEMPORARILY, AT LEAST!



ALL RIGHT, ANGEL... YOU KNOW WHAT TO DO! LET'S GET OUR SPIDER'S WEB READY FOR MESMERO'S FLIES!

YOU BET! AND I BROUGHT JUST THE RIGHT THREAD FOR THAT WEB JOB!



THIS REEL OF COPPER TAPE, PROPERLY LINED ALONG THE FLOOR, IT BECOMES A PART OF THE FLOOR DESIGN!

BUT, THIS RANDY CONDUCTOR OF ELECTRICITY IS THERE FOR MORE THAN INTERIOR DECORATING PURPOSES, EH?

AND ONCE THEY'RE DISPOSED OF, THE WORLD WILL BE RID OF ITS WORST THREAT SINCE THE BUBONIC PLAGUE!



WHEN THE UNSUSPECTING MESMERO AND HIS MEN RETURN, 1,000 VOLTS OF ELECTRICITY WILL COURSE THROUGH THAT INNOCENT-LOOKING FLOOR DESIGN!

I LIKE THE IRONY OF BAGGING THESE MISERABLE NIGHTS WITH THEIR OWN HOUSE CURRENT!

BUT THE FEET PRODUCING THAT APPROACHING SOUND, THOUGH UNSEEN BY THE X-MEN, BEAR A FAMILIAR FORM...

WAIT TILL THE OTHERS HEAR WHAT I LEARNED ABOUT LORNA IN HER HOME TOWN! ESPECIALLY CYKE... HE'LL REALLY EAT CROW!

HOLD IT! I HEAR THEM APPROACHING! HERE IT... GOES!

HANK! DO YOU SEE WHAT I SEE! TELL ME I'M WRONG, BUDDY!


I CAN'T... BECAUSE IT'S TRUE! THAT'S NOT MESMERO... IT'S BOBBY HIMSELF! CYKE... STOP! DON'T PULL THAT SWITCH!



CYKE CUT THE POWER THE MOMENT BOBBY HIT THE COPPER TAPE, SO THE IMPACT WAS REDUCED!

BUT HE STILL TOOK A PRETTY GOOD JOLT! A KID WHO WASN'T IN TOP CONDITION WOULD HAVE BEEN FINISHED BY IT!





YOU WERE ABOUT TO GUESS
QUITE ACCURATELY... IT IS I...
MESMERO! AND I HAVE SEEN
THE TRAP WHICH YOU LAID
FOR ME...

... CATCH YOUR OWN COHORT
IN ITS HIGH-VOLTAGE CLAWS! AND
NOW I KNOW WHAT I SHOULD HAVE
SUSPECTED FROM THE START...
ERIK THE RED IS THE **INFERNAL
CYCLOPS**... LEADER OF THE
X-MEN!

A LOT OF
GOOD THAT WILL
DO YOU, CREEP!
WATCH CLOSELY
WHILE I WIPE THE
FLOOR WITH YOUR
BOYS... AND
YOU!

QUICK,
BEAST... GET
ICEMAN TO
SAFETY! I'LL
HOLD THEM
OFF!

THEY'VE RUN IN
REINFORCEMENTS!
BUT I'LL PUT A RING
OF PSYCHIC ENERGY
AROUND THEM UNTIL
YOU'RE OUT OF
RANGE, BEAST!

THANK YOU
KINDLY,
MA'AM!

CRACK!

DON'T WASTE YOUR SHOTS
NOW, FELLOWS! I'LL BE
BACK IN A MOMENT, AS
SOON AS MY FRIEND IS
SAFE AND SOUND!

THEN WE CAN
ALL HAVE A **GAY
SAVOTTE**... DANCING
IN FULL ABANDON
TO A TUNE WHICH I
SHALL PLAY UPON
YOUR SKULLS...
WITH **BOTH FEET!**

THE BIRD MAN WILL NOT FLY HALF SO WELL WHEN HE MUST CARRY US WITH HIM!

AYE! LET US SEE HOW THE EAGLE SOARS WITH LEADEN WINGS!

THEY'RE NOT FAR FROM WRONG! BUT THE ONLY WAY TO STOP THESE GUYS IS TO KAYO MESMERO! THAT'S THE TICKET!

SHOT OF MUTANT ENERGY...BEARING RIGHT THROUGH ME! MESMERO...STRUCK FIRST!

COUNT AGAIN, MESSIE! ANGEL WILL STILL BE DOING DO-BADDERS WHEN YOU'RE CHIEF STOKER IN THE DEVIL'S BOILER ROOM!

AAARGH!



YOUR BODY CAN NOT LONG STAND THE IMPACT OF RAW MUTANT ENERGY! THIS IS YOUR FINAL MOMENT, ANGEL!

TWO CAN PLAY THAT GAME, MESMERO! AND THE BLADE EDGE OF MY THOUGHT WAVES!

LET US SEE HOW BRASH YOU ARE AS ALL THE FIRES OF VULCAN SEEK YOUR BRAIN!



...CUTS JUST AS DEEP AS ANYTHING YOUR EVIL ENERGIES CAN DO! LET'S SEE IF YOU CAN TAKE IT AS WELL AS YOU SPOON IT OUT!





BEHOLD, MY CHILD! ALL THESE YEARS OF CAREFUL PLANNING AND TRAINING...
...THREATENED BY MY MORTAL ENEMIES...
... THE X-MEN!

THEY WILL NOT REST UNTIL I AM UNDONE, AS WELL! AND ONLY YOU CAN PREVENT THAT!

HOW SAY YOU THEN, GIRL? WILL YOU LET ME BE TURNED INTO DRIEST DUST?

HOW COULD I SAY OTHERWISE? **WHATEVER** THE MAN IS...PROPHET OR MANIAC...HE IS **STILL** MY FLESH AND BLOOD! THE GENES WE SHARE COMMAND ME MORE THAN LAWS AND ETHICS!



ICE MAN! AND YOU'RE BOBBY AS WELL, AREN'T YOU?

BUT YOU'RE SO PALE AND WEAKENED? WHATVE THEY **DONE** TO YOU?

IT'S A LONG STORY, BUT IT WILL WAIT! I WENT TO YOUR HOME! QUESTIONED YOUR... **FOLKS!** READ THE NEWS-PAPER FILES!

THE NEWS-PAPERS? BUT WHY? AND YOU **KNOW** NOW THAT THEY'RE NOT MY **REAL** PARENTS!

THAT'S RIGHT! BUT NEITHER IS **MAGNETO!** HE'S CONNED YOU!



WHAT?!

I KID YOU **NOT!** YOUR PARENTS WERE KILLED IN A PLANE CRASH ONLY **WEEKS** AFTER YOU WERE BORN! YOUR FATHER'S SISTER AND HER HUSBAND...

... BROUGHT YOU UP! BUT THEY WERE **AFRAID** YOU'D BE HUNG UP WHEN YOU LEARNED YOU WERE ADOPTED SO THEY **NEVER** TOLD YOU! MAGNETO SPOTTED YOUR MUTANT POWERS...

...AND WHEN HE SNIFFED OUT YOUR **TRUE** STORY, HE SET OUT TO CONVINCE YOU THAT YOU WERE **HIS** DAUGHTER! I'VE GOT AFFIDAVITS TO SUPPORT IT ALL!



WAIT! WHERE ARE YOU GOING? **COME BACK!**

NO! I'VE GOT A SCORE TO SETTLE WITH MESMERO AND MY... **DARLING DAD!**

THEN I'M **NOT** THE QUEEN OF THOSE TWISTED BEINGS?

HOW **COULD** YOU BE, SWEETHEART? THERE'S NOT AN EVIL BONE IN YOU!

OH, BOBBY! YOU'VE LIFTED SUCH A CRUSHING **STONE** FROM MY SOUL!



A MOMENT LATER, IN THE EMPTY CHAMBERS OF MAGNETO HIMSELF...

TOO LATE, LOLLIPOPS! MAGNETO'S DONE A DISAPPEARING ACT! AND... LISTEN! A TAPED MESSAGE!

FAREWELL, MY NOBLE ADVERSARIES! ONCE MORE I HAVE MADE THE CRUCIAL ERROR OF UNDERRATING YOUR RESOURCEFULNESS! BUT, I PROMISE YOU IT SHALL NOT HAPPEN AGAIN! FOR... IN SIXTY SECONDS... YOU WILL BE BLOWN TO KINGDOM COME!

THAT'S ABOUT THE OLDEST TRICK IN THE BOOKS! HE BLUFFS US INTO CLEARING OUT OF HERE... WHILE HE WAITS OUTSIDE WITH A FISTFUL OF TNT!

NO! HE DID MINE THIS ENTIRE PLACE! I CAN SENSE IT! MENTAL VIBRATIONS REMAIN IN THE ROOM! RUN... ALL OF YOU!



OKAY, JEAN... OUR HATS ARE OFF TO YOUR MENTAL MAGIC! WITHOUT IT... OUR HEADS WOULD BE OFF!

REGARD OUR INVALIDED CONFRERE! HE HAS AN IMPRESSIVE TALENT FOR CHOOSING BEAUTIFUL NURSES!

IF YOU'RE RIGHT, MARVELOUS MISS, YOU'RE SAVING OUR SKINS! BUT IF YOU'RE WRONG... WE'RE RUNNING STRAIGHT INTO MAGNETO'S TRAP!

COMPETENT ONES, TOO, HANK! HE'S RECOVERING VERY QUICKLY!

FROM HERE ON, I EXPECT SEVERAL MINOR RELAPSES!

THIS IS ONE PARTICULAR CONVALESCENCE THAT I'M NOT GOING TO HURRY! IT'S TOO DARN MUCH FUN... RIGHT, LORNA?



RIGHT! NOW HOW ABOUT SOME MORE MUSCULAR THERAPY... AT THE FRISKOTEQUE?!

GATHER YE ROSEBUDS WHILE YE MAY, X-MEN! FOR, IN A SHORT WHILE, THE CRY WILL RING FORTH... 'CYCLOPS... WANTED, DEAD OR ALIVE!'