

MARVEL
PSR 452

CLAREMONT

PARK

SIBAL

UNCANNY X-MEN



DIRECT EDITION



7 59606 02461 2 FBS

\$2.25 US \$3.25 CAN

MS
24

CHANGE IS COMING. A NEW BREED OF MAN HAS EMERGED. THEY ARE THE CHILDREN OF THE ATOM, HOMO SUPERIOR, INDIVIDUALS GIFTED WITH STRANGE AND FANTASTIC ABILITIES SIMPLY BY VIRTUE OF THEIR GENETIC MAKEUP.



PREVIOUSLY



For the first time, the X-MEN encounter the Lords Cardinal of the infamous HELLFIRE CLUB, a group of billionaires (some mutants, some not) whose goal is to become the secret Ruling Powers of the globe. Among them, SEBASTIAN SHAW (the BLACK KING) and EMMA FROST (the WHITE QUEEN). Unknown to these two, and the X-Men, Shaw's personal assistant (his mutant mentat) TESSA is in reality a double agent working clandestinely for CHARLES XAVIER.



Sebastian Shaw has proclaimed himself Lord Imperial and has begun reconstituting its Lords Cardinal. His goal is to reassert the Club's power and influence. For his White Queen, he chooses English banker COURTNEY ROSS. And in turn, Courtney selects her own warrior White Princess, the international terrorist (and longtime X-Men adversary) VIPER. Sage (formerly Tessa) seems aware of his plans yet does nothing to alert her teammates.



Back at their XAVIER INSTITUTE headquarters, the Uncanny team is caught up in a series of mutant-related killings in Manhattan's notorious DISTRICT X. The culprit is a young mutant, designated X-23—a 15-year-old girl with adamantium blades and other striking similarities to WOLVERINE. After their run-in with X-23, the X-Men contact Sage to relay the past events. Sage, though, is standing in front of the abandoned Hellfire Club headquarters. She breaks contact with the X-Men, removes her X-Men uniform, and walks into the Hellfire Club, wearing her old Hellfire Club ensemble.

CHASING HELLFIRE!

STAN LEE PROUDLY PRESENTS THE UNCANNY X-MEN!

PART
1
OF
3

BY
CHRIS
CLAREMONT
& ANDY
PARK

ONCE UPON A TIME
THIS BUILDING
REPRESENTED WEALTH
AND POWER ALMOST
BEYOND IMAGINATION.

IT WAS THE PLAYGROUND
OF THE ULTIMATE RICH.

NO ONE'S
BEEN HERE FOR
AN AGE.

JON
SIBAL
WRITER

JUSTIN
PONSOR
COLORIST

VC'S CHRIS
ELIPOPOULOS
LETTERS

STEPHANIE MOORE
& SEAN RYAN
ASSISTANT EDITORS

MIKE
MARTS
EDITOR

JOE
QUESADA
EDITOR IN CHIEF

DAN
BUCKLEY
PUBLISHER

IT'S NAME TOLD YOU ALL
YOU NEEDED TO KNOW
ABOUT THE MEMBERS
AND THEIR "IDEALS."

IT WAS THE HOUSE
OF HELLFIRE.

LOOK AT THE
PEDESTRIANS.
ORNO, NOBODY
WANTS TO BE
HERE.

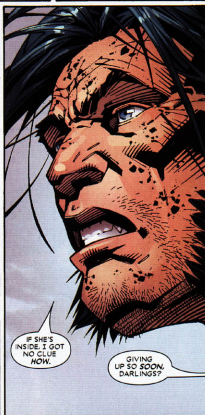
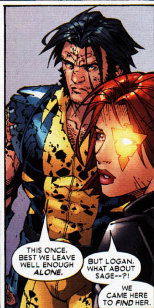
THEY CROSS
FIFTH AVENUE
RAATHER THAN PASS
DIRECTLY IN FRONT
OF THE CLUB.

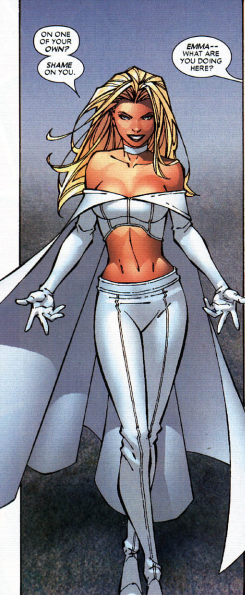
ANY IDEA
WHY?

URBAN
LEGENDS, MOSTLY.
SOMETHING NASTY
HAPPENED.

WORLD WORE
UP ONE DAY. CLUB
WAS LOCKED UP
TIGHT. PRETTY MUCH
END OF STORY.

I'M
GLAD.





ON ONE
OF YOUR
OWN?
SHAME
ON YOU.

EMMA--
WHAT ARE
YOU DOING
HERE?



SURPRISINGLY
ENOUGH, STORM, I'M
HERE TO HELP.

ISN'T THAT
WHAT X-MEN
DO FOR ONE
ANOTHER?

I USED TO BE
WHITE QUEEN OF
THE HELLFIRE CLUB.
THIS BUILDING WAS
MY DOMAIN.



BUT NOW IT'S THE
EXCLUSIVE PROVINCE OF
MY FORMER COUNTERPART,
THE BLACK QUEEN--
SELENE.



I WON'T
BORE YOU WITH
DETAILS. SUFFICE
IT TO SAY, SHE'S
IMPRISONED IN THE
CATACOMBS.



AS FOR
FOLLOWING SAGE,
WOLVERINE--I MIGHT
BE ABLE TO HELP.

THERE
ARE SECRETS KNOWN
ONLY TO THE LORDS
CARDINAL, AFTER ALL...

...OR
YOU'RE NOT
AFRAID.



STOP PLAYING GAMES.
EMMA, TELL US ALL YOU
KNOW!



UNHAND
ME, GIRL.

MAKE
ME.



AS A MEMBER OF THIS TEAM, MARVEL GIRL, I EXPECT BETTER OF YOU.

BUT AS FOR YOU, EMMA, AS CO-HEAD OF THE XAVIER INSTITUTE--

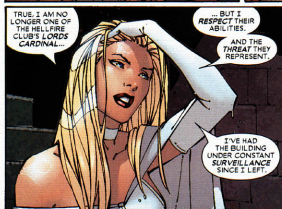


--DON'T YOU DARE GET ME STARTED!



YOU'RE RIGHT, STORM. I--

--I'M SORRY.



TRUE, I AM NO LONGER ONE OF THE HELLFIRE CLUB'S LORDS CARDINAL...

... BUT I RESPECT THEIR ABILITIES.

AND THE THREAT THEY REPRESENT.

I'VE HAD THE BUILDING UNDER CONSTANT SURVEILLANCE SINCE I LEFT.



THAT'S HOW I KNEW WHERE SAGE WENT.



AND AS FOR FOLLOWING--?



NOT A PROBLEM.

THIS IS A GLOBAL TRANSMAT SYSTEM, LINKED TO ALL THE CLUBS WORLDWIDE.

IT ALLOWS THE LORDS CARDINAL TO TRAVEL MORE... DISCREETLY.



THOUGHT YOU SAID YOU QUIT.

A LADY LIKES TO TAKE A KEEPSAKE, LOGAN.



IT'S ACTUALLY BUILT INTO THE BUILDING NEXT DOOR, NOT PART OF THE CLUB AT ALL.

THAT'S WHY IT'S STILL UNAFFECTED BY THE CLUB'S DETERIORATION. TRUST ME, IT'S QUITE SECURE.

YOU CAN REMOVE THE "CIVILIAN" ILLUSION NOW, RACHEL.

SURE THING, BOSS.



THIS SHOULD TAKE US WHERE SAGE WENT.

UNLESS, OF COURSE, SHE CHANGED THE SETTINGS.

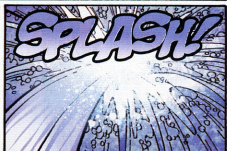


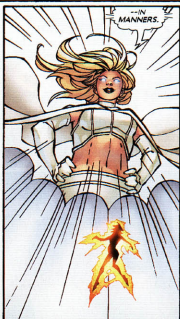
POOR FOOLISH HEROES... SAGE WAS NEVER THE ONE YOU HAD TO WORRY ABOUT.

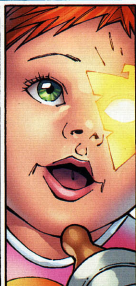
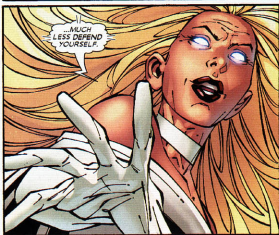
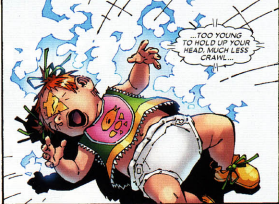


LIKE LIONS TO THE SLAUGHTER, SO SUPREMELY SELF-CONFIDENT.

SO UTTERLY DOOMED.



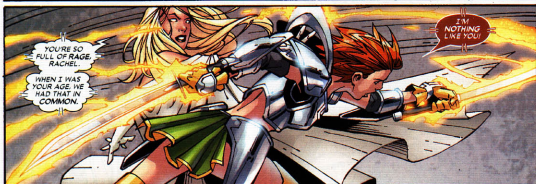








WHY
CAN'T THEY
BE BOTH?



YOU'RE SO
FULL OF RAGE,
RACHEL.

WHEN I WAS
YOUR AGE, WE
HAD THAT IN
COMMON.

I'M
NOTHING
LIKE YOU!



HOW
OBVIOUS.

PRIMAL
EMOTIONS CAN
BE FUEL FOR OUR
POWERS.

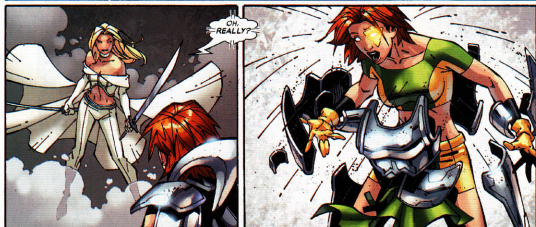


BUT ONLY
IF PROPERLY
CONTROLLED.

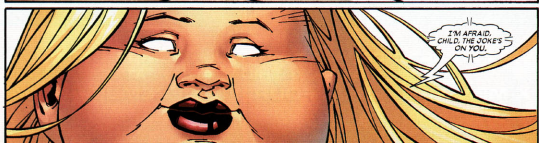
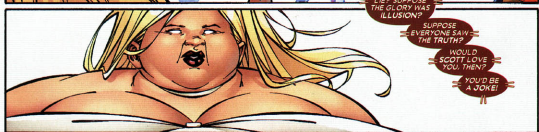
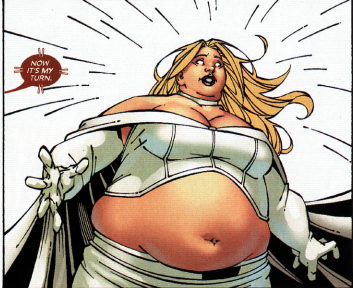
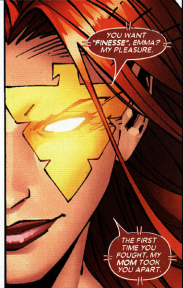
YOU
HAVE NO
FINESSE.



I DO
JUST FINE,
YOU SLAG!



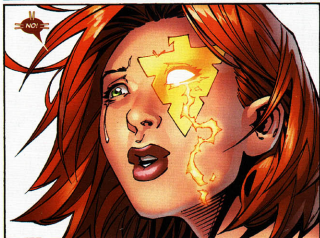
OH,
REALLY?



WHAT?

I TAKE PRIDE
IN MY BODY. AS
IN MY MIND.
WHAT WOMAN
WOULDN'T?

BUT I
AM FAR MORE
THAN THAT.



I HAVE NO
SECRETS FROM
SCOTT.

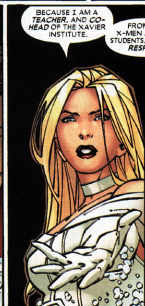
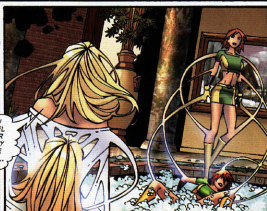
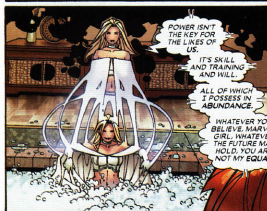
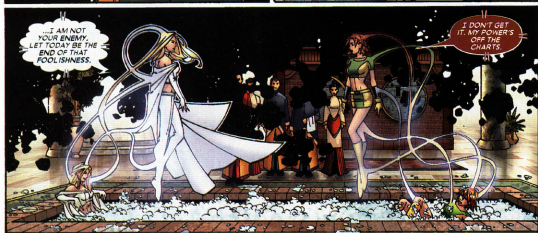
AND BELIEVE ME,
THE WARTS IN MY SOUL
ARE FAR MORE HIDIOUS
THAN ANYTHING YOU
CAN IMAGINE FOR
MY BODY.

YET HE
LOVES ME
STILL.

HOW'S
THAT FOR A
MIRACLE?

IT'S NOT
FAIR!

IT'S NOT
FAIR!!





HOW'D I
EVER LET YOU
TALK ME INTO
THIS?

I'M SURPRISED,
AS WELL. YOU
CLEAN UP "PRETTY
WELL," RACHEL.

I
FEEL--!

PUT THOSE
THOUGHTS OUT OF
YOUR MIND.



The
Lords Cardinal
of the
Hellfire Club
request
the pleasure of the
White Queen
at a private auction

THIS IS A
JUNGLE. YOU
ARE EITHER
PREDATOR OR
PREY.

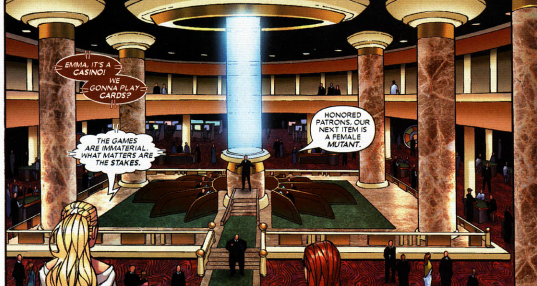
SAGE BROUGHT
US HERE FOR A
PURPOSE. AS USUAL,
SHE'S BEING TOO
COY FOR WORDS.

WE FIND WHAT
THAT PURPOSE IS.
WE DEAL WITH IT.
WE DEAL WITH
HER.

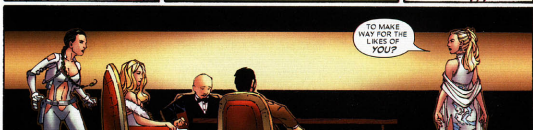
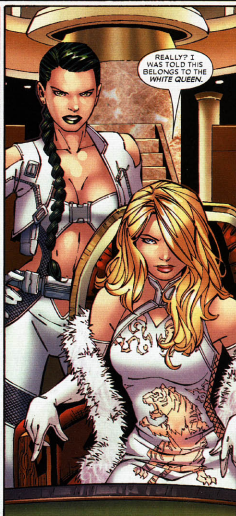
TO THAT END,
I AM ONCE MORE--
JUST FOR TODAY--THE
WHITE QUEEN.

AND YOU, MY
WARRIOR WHITE
PRINCESS!













I'VE GOT
MOM'S TEMPER,
SURE WISH I HAD
HER BRAINS.

I TOTALLY
BLEW IT WITH
EMMA.

I'M ALWAYS
HURLING MYSELF
INTO THINGS.

LIKE I KNOW
NOTHING'LL
HAPPEN TO
ME.



OR
I DON'T
CARE.

BUT THIS
ISN'T ABOUT
ME.

MAJOR
PSI-DAMPERS
OPERATING DOWN
HERE. I'VE GOT
NO LINK WITH
EMMA.



IT TAKES ALL
I'VE GOT JUST
TO MAINTAIN MY
"INVISIBILITY."



I CAN'T USE
TELEPATHY.

I'LL HAVE
TO SEARCH
THIS PRISON
ON FOOT!



SO SWEET,
SO FULL OF
LIFE!

YOU ARE
ALL THAT I
REMEMBER,
RACHEL.

MY MOST
EXQUISITE
OBJECT OF
DESIRE.

THROUGH
YOU SHALL
SELENE BE
REBORN!

MEANWHILE...

SPLUMPT!

OH, LOOK, ORORO,
WE'VE LANDED IN
ANOTHER SEWER.

OH, JOY!

WE'RE IN
PARIS.

CINQUIÈME
ARRONDISSEMENT,
NEAR THE RUE
DANTE.

WHAT CAN I
SAY? MY BODY
INSTINCTIVELY
KNOWS WHERE
I AM.

I CAN'T
GET LOST.

WHAT
ABOUT EMMA
AND RACHEL?

SOMEHOW,
WE BECAME
SEPARATED.

LOGAN--
ARE YOU ALL
RIGHT?

KOFF KOFF
KOFF

GET US
OUTTA HERE.
RO!

LOGAN,
WHAT--?!

TELEPORT US CLEAR,
NIGHTCRAWLER--

-NOW!

BOOM!

BOOM!

Bishop?!

I'LL HAVE
YOUR HEART FOR
THIS, YOU BACK
STABBING—!

BOOM!

NEXT:
Royal Flush

X-MAIL

NOVEMBER 2004

X-MEN TITLES

UNCANNY X-MEN 452: Chris Claremont and guest artist Andy Park bring you a new tale of the infamous Hellfire Club!

EXILES 54: The Exiles versus...a danish?!

ALPHA FLIGHT 9: The past is our future and the future is now as Alpha Flight jumps the time stream to stop the death of an old ally!

GAMBIT 4: An unexpected tragedy!

X-MEN THE END 5: The final story of the X-Men continues!

STARJAMMERS 6: The exciting conclusion!

SABRETOOTH 3: The fur flies as Sabretooth takes on Sasquatch!

DISTRICT X 7: Brand-new story arc! Bishop must solve the mystery of a terror under the streets!

X-FORCE 4: Guest-starring Deadpool!

EMMA FROST 17: A stunning revelation about Emma's new best friend!

X-MEN 164: The mind-bending conclusion to the battle with the new Brotherhood of Mutants!

NEW X-MEN 7: Brand-new story arc! Could the Xavier Institute be...haunted?

ROGUE 5: The truth about the mysterious new man in Rogue's life is revealed!

CABLE/DEADPOOL 9: The Six Pack become a thorn in everyone's side!

JUBILEE 3: Jubilee is caught between a rock, a hard place, and rival L. A. gangs!

WOLVERINE 22: The awesomeness continues with Mark Millar and John Romita Jr.!

EXCALIBUR 7: Professor X and his team take on Dark Beast!

MYSTIQUE 21: Crosses and doublecrosses are the order of the day...so will Mystique end up on top?

NIGHTCRAWLER 3: Kurt and Amanda make a very disturbing discovery...but will it be too late?

ASTONISHING X-MEN 7: First issue of a new story arc from Whedon and Cassaday!

Welcome back to X-Mail. This time, we're still hearing your responses to "Guess Who's Back in Town"—next time, we'll look forward to your feedback on the arrival of X-23!

Dear X-Mail,

I'll start off by saying, as everyone else seems to say, that your book is amazing. The raw emotion displayed by the characters is both believable and almost easy to relate to.

Now, I just started reading this comic recently, and I must say, I'm loving, that's L-O-V-I-N-G, the chemistry between Nightcrawler and Storm (as shown in #448 and #449). I've always thought that Kurt and Ororo would make a good couple, even before X2 hit the theaters and struck up Kurt/Ororo rumors in the comic movie fan world. Before this book, I followed other X-Men titles but, much to my dismay, they just never hooked up. His peace with himself and her peace with nature made them the ideal couple in my mind.

Now for the suggestion part: one of my friends, who happens to own a comic book store, has informed me that the next **UNCANNY** comic out, #450, includes a love scene with Rachel and Kurt in it. WHAT? This just destroyed my day. Okay, so maybe not my whole day, but still...DO YOU KNOW HOW MANY PEOPLE YOU ARE LETTING DOWN, HERE, MY FRIENDS? There are a lot of us out there who'd like to see Kurt get with Ororo.

Anyways, thanks for listening to my whining...I mean, suggestions. You guys know I love you all, and although it would be VERY NICE for Ororo to be with Kurt, if it ends up that she is not, I will remain a loyal fan. (But that doesn't mean don't hook them up! I may still be a loyal fan, but I'll be a *saaaaad* loyal fan.)

Erin

Don't give up just yet, Erin—Kurt and Rachel may have shared a moment, but Ororo is hardly gone from Kurt's mind. Though you know how Ororo feels about the whole thing...she and Logan seem to be getting cozy recently...

Dear X-Mail,

Wow! I just got the first issue of "Guess Who's Back in Town" and it really got my attention. I was a bit disappointed when you left us off at a cliffhanger, though. I really hope Sage doesn't die...although, going by X-MEN: THE END, she lives and goes crazy. I've always liked Viper's character, but I hope the X-Men beat her! On your reply to a letter on Psylocke (she's always been my second favorite—Rogue's first, Shadowcat's third). I have to say—if you have good grammar, it means she could come back. That double negative means "there is coming back."

Alissa Groff

Very sharp observation, Alissa—though we'll have to see if it's borne out in Betsy's

case. And although it's true that Sage does indeed live to see another day, don't let an X-Man's presence in X-MEN: THE END make you think they're safe—that story is, after all, only a vision of a possible future and is by no means set in stone.

Dear X-Mail,

I'm a big fan of Chris Claremont and his work on **UNCANNY X-MEN**. So far, I've been generally pleased with his current run, especially the inventive escapes he comes up with so that the team can come out on top. However, I wanted to write this letter to let you know that I think it is/was a big mistake to write Cannonball out of the series. I'm probably not the first person, and I probably won't be the last to say that, either. In any event, I've always enjoyed the character, and I like how much he has changed and grown over the years, but honestly, I really think he has outgrown his association with X-Force. I remember reading that issue of X-FORCE years ago when Jeph Loeb was writing it, and Sam graduated from X-Force to the X-Men. I honestly remember thinking that was one of the best moves for that character. Actually, now that I think about it, there seems to be a recurring theme—Sam joins the X-Men for a while, but somehow always ends up getting sucked back into X-Force. You weren't able to stop the cycle this time, but first chance you guys get, bring Cannonball back to **UNCANNY X-MEN**.

Marquelon Sigler
Birmingham, Alabama

All we can say, Marquelon, is stick around—you might see Sam back with the X-Men again once X-FORCE has ended.

NEXT ISSUE:



STEPHANIE MOORE
SEAN RYAN
ASST. EDITORS

MIKE MARTS
EDITOR

JOE QUESADA
CHIEF

X-MAIL C/O MARVEL COMICS

10 EAST 40TH ST., NEW YORK, NY 10016

IF YOU DON'T WANT YOUR NAME AND ADDRESS PRINTED, PLEASE
LET US KNOW. LETTERS MAY BE EDITED FOR CONTENT AND LENGTH.

E-MAIL:
OFFICE@
MARVEL.COM
MARK E-MAIL
"OKAY TO
PRINT"

THE X-MEN IN PARIS!

MARVEL
PSR 453

CLAREMONT
PARK
SIBAL

UNCANNY X-MEN



DIRECT EDITION



7 59606 02461 2 FBS can

\$2.25 US \$3.25 CAN

CHANGE IS COMING. A NEW BREED OF MAN HAS EMERGED. THEY ARE THE CHILDREN OF THE ATOM, HOMO SUPERIOR, INDIVIDUALS BIFTED WITH STRANGE AND FANTASTIC ABILITIES SIMPLY BY VIRTUE OF THEIR GENETIC MAKEUP.

PREVIOUSLY

UNCANNY X-MEN



For the first time, the X-MEN encounter the Lords Cardinal of the infamous HELLFIRE CLUB, a group of billionaires (some mutants, some not) whose goal is to become the secret Ruling Powers of the globe. Among them, SEBASTIAN SHAW (the BLACK KING) and EMMA FROST (the WHITE QUEEN). Unknown to these two, and to the X-Men, Shaw's personal assistant (his mutant mentat) TESSA is in reality a double agent working clandestinely for CHARLES XAVIER.



Sebastian Shaw has proclaimed himself Lord Imperial and has begun reconstituting its Lords Cardinal. His goal is to reassert the Club's power and influence. For his White Queen, he chooses English banker COURTNEY ROSS. And in turn, Courtney selects her own warrior White Princess, the international terrorist (and longtime X-Men adversary) VIPER. Sage (formerly Tessa) seems aware of his plans yet does nothing to alert her teammates.



With the unexpected (and slightly unwelcome) assistance of Emma Frost (now co-Head of the Xavier Institute), the X-Men follow Sage's trail. Unfortunately, they're separated while attempting to use the Club's global transmat system, with MARVEL GIRL and Emma materializing in Hong Kong where they encounter Courtney Ross and Viper. An auction is taking place under the auspices of the Club. The commodities are young mutants—being sold as slaves.

The rest of the X-Men—STORM, NIGHTCRAWLER, BISHOP and WOLVERINE—find themselves in the sewers of Paris. No sooner do they arrive there, though, than Bishop suddenly turns against his teammates...

Uncanny X-Men (ISSN #1085-401X) No. 453, February, 2006. Published Monthly except semi-monthly in January, February, March, April, June, November and December by MARVEL COMICS, a division of MARVEL ENTERTAINMENT GROUP, INC. OFFICE OF PUBLICATION: 10 East 40th Street, New York, NY 10016. PERIODICALS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. © 2004 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. \$2.25 per copy in the U.S. and \$3.25 in Canada (GST #R127032852) in the direct market and \$2.99 per copy in the U.S. and \$4.25 in Canada (GST #R127032852) through the newsstand. Canadian Agreement #40009337. Printed in the USA. Subscription rate (U.S. dollars) for 12 issues U.S. \$27.00, Canada \$37.00, Foreign \$39.00. POSTMASTER: SEND ALL ADDRESS CHANGES TO Uncanny X-Men, C/O MARVEL SUBSCRIPTION DEPT. P.O. BOX 32 NEWBURGH, NY 12551. TELEPHONE # (800) 271-9158, FAX # (845) 946-7028. subscriptions@marvel.com, ALLEN LIPSON, Chief Executive Officer and General Counsel; AVI ARAD, Chief Creative Officer; ALAN FINE, President & CEO of Toy Biz and Marvel Publishing; GAN CARP, Director of Production; ELAINE CALLENDER, Director of Manufacturing; DAVID BOGART, Managing Editor; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Joe Maloney, Advertising Director, at 212-512-8504.

PARIS

BISHOP ISN'T FROM THIS TIME.



HE COMES FROM THE FUTURE, FROM AN ERA IN WHICH THE X-MEN HE SERVES WITH TODAY HAVE BECOME LEGENDS.



AS SUCH, HE HAS KNOWLEDGE THEY DON'T--ABOUT THE KIND OF WEAPONS THEY FACE, THEIR ADVERSARIES--

--AND ULTIMATELY EVEN THEIR FATE.



THAT'S WHY HE KEEPS THINGS SECRET.



STAN LEE PROUDLY PRESENTS THE UNCANNY X-MEN!

CARDINAL BETRAYAL

CHASING HELLFIRE!

PART
2-OF-3

BY
CHRIS
CLAREMONT
& ANDY
PARK

JON
SIBAL
INKER

JUSTIN
PONSOR
COLORS

VC'S CHRIS
ELIOPOULOS
LETTERS

STEPHANIE MOORE
& SEAN RYAN
ASSISTANT EDITORS

MIKE
MARTS
EDITOR

JOE
QUESADA
EDITOR IN CHIEF

DAN
BUCKLEY
PUBLISHER

HE CAN'T EVER GO HOME AGAIN
AND HE WONDERS CONSTANTLY IF
HIS ACTIONS IN THE PRESENT WILL
ERASE THAT FUTURE AND HOME
FROM EXISTENCE.

OR IF TIME IS MORE RESILIENT.
IF DETAILS MIGHT BE CHANGED
BUT NOT THE END RESULT. AND
IF THAT'S REALLY A GOOD THING.

WILL INTERFERING ALLOW
HIM TO PREVENT THE
TRAGEDIES TO COME, OR
SOMEHOW MAKE THEM
INFINITELY WORSE?





AS ALWAYS, IN
THE END, HE TRUSTS
HIS INSTINCTS.



AND HOPES--
PRAYS--FOR
THE BEST.



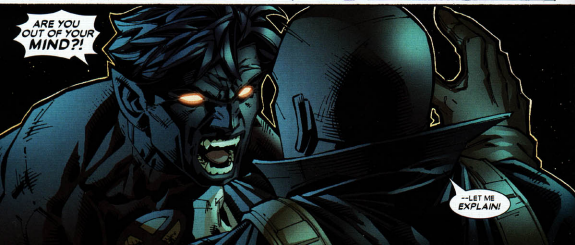
BISHOP--
W-WHAT DID
YOU DO?!



WHAT
DID YOU
DO?!

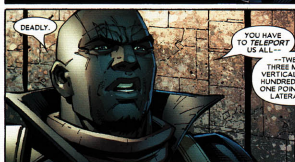
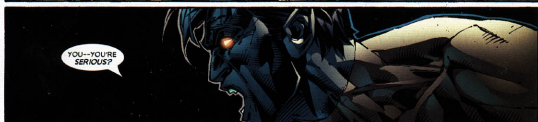
NIGHTCRAWLER--

--KURT--



ARE YOU
OUT OF YOUR
MIND?!

--LET ME
EXPLAIN!





THIS IS THE
FRIGIDARIUM
OF THE MUSEUM
AT CLUNY.

THE ANCIENT
ROMAN BATHS
WHERE THE BOULEVARD
ST. GERMAIN MEETS RUE
ST. JACQUES.

HOW
DO YOU
KNOW...?



I NEVER
GET LOST.

SOMEHOW MY
BODY ALWAYS
KNOWS WHERE I
AM AND WHAT
TIME IT IS.

THAT, PLUS A
LOT OF STUDYING
AND A REALLY GOOD
MEMORY.

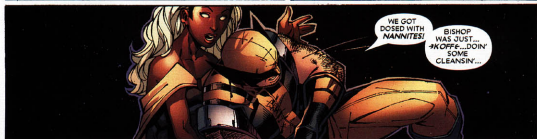


SO WHY DID
YOU HAVE TO
SHOOT US?

WHY D'YA
FLAMIN' THINK,
ELF?



KOFF KOFF
GACKH
KOFF



WE GOT
DOSED WITH
NANNITES!

BISHOP
WAS JUST...
*KOFFE...DOIN'
SOME
CLEANSIN'...



LOGAN, IS
THERE ANYTHING
WE CAN DO FOR
YOU?

NOPE...
...JUST HAVE
TO RIDE THINGS
OUT TILL MY HEALIN'
FACTOR DEALS WITH
THE INFECTION.



AS SOON AS WE MATERIALIZED, I REALIZED THE CATACOMBS WERE THICK WITH MICROBIALS.

LOGAN'S HEALING FACTOR TIPPED HIM OFF, AND I PUT THINGS TOGETHER FROM THERE. MY OWN BODY IS RESISTANT TO NANNITES.



YOU COULDN'T HAVE WARNED US?

NO TIME. I HAD TO NEUTRALIZE THE SPORES AND GET US CLEAR BEFORE WE WERE COMPROMISED ANY FURTHER.

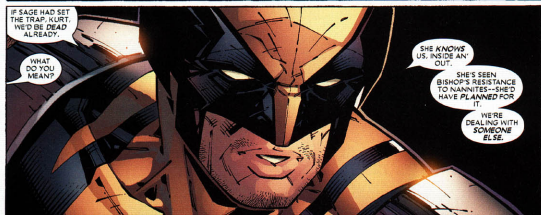
AS IT IS, WHOEVER SEEDED THOSE TUNNELS KNOWS WE'RE IN PARIS.



SAGE, PRESUMABLY... WORKING FOR THE HELLFIRE CLUB?

WELL, THAT'S THE OBVIOUS CONCLUSION—BUT THIS DOESN'T FEEL LIKE HER.

YOU SURE YOU'RE NOT LETTING YOUR FEELINGS CLOUD YOUR JUDGMENT?



IF SAGE HAD SET THE TRAP, KURT, WE'D BE DEAD ALREADY.

WHAT DO YOU MEAN?

SHE KNOWS US, INSIDE AN' OUT.

SHE'S SEEN BISHOP'S RESISTANCE TO NANNITES—SHE'D HAVE PLANNED FOR IT.

WE'RE DEALING WITH SOMEONE ELSE.



SUPER HEROES™ at YOUR DOOR*



"Westfield has long been, and continues to be, my favorite mail order place to get comics."

- Tim F.,
Somerville, MA

Westfield Customer
for over 13 years

*Super Hero™ comics,
toys, games, dvds & more
delivered to your door
every month!

WestfieldComics.com
Astonishing Service since 1979

8608 University Green • PO Box 620470 • Middleton, WI 53562-0470



MARVEL, The Astonishing X-Men and the distinctive likenesses thereof are trademarks of Marvel Characters, Inc., and are used with permission.
© 2004 Marvel Characters, Inc. All rights reserved. www.marvel.com This ad is produced under license from Marvel Characters, Inc. Super Heroes is a co-owned registered trademark.

HONG KONG

HIGH
CARD WINS,
EMMA.

AND SINCE
COURTNEY
DREW THE ACE
OF SPADES...

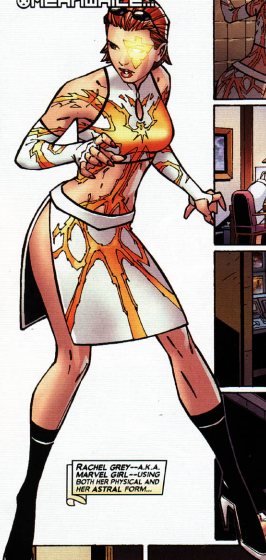
...YOU
BELONG
TO US.

IN THIS
GAME, VIPER,
JOKERS ARE
WILD.



IT'S
A TIE.

MEANWHILE



RACHEL GREY--A.K.A. MARVEL GIRL--USING BOTH HER PHYSICAL AND HER ASTRAL FORM...



...QUICKLY AND THOROUGHLY SEARCHES THE GIANT FORTRESS CASINO...



...FOR FURTHER SIGNS OF THE MUTANTS BEING SOLD AT AUCTION HERE AS SLAVES.



HER TELEPATHY MASKS HER PRESENCE FROM ANYONE SHE MEETS, EVEN THOSE WATCHING ON THE SECURITY MONITORS.

AS FOR LOCKED DOORS, NOT A PROBLEM.



SHE SIMPLY TAPS INTO THE THOUGHTS OF THE PEOPLE INSIDE.

FOR BETTER...

EWWWWW

...OR FOR WORSE.



OW!



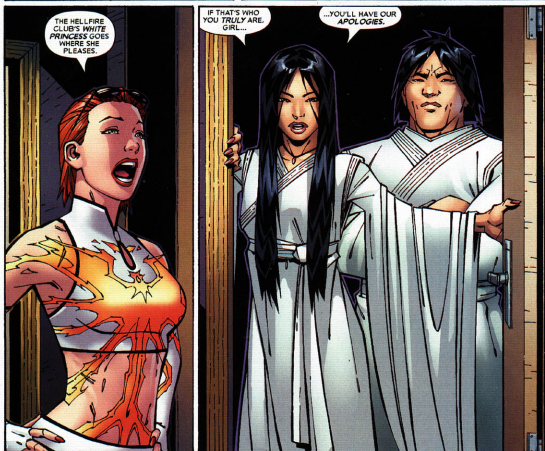


THAT--
HURT!

THIS IS A SERIOUS
PSI-SHIELD--I'M NOT
SURE EVEN PROFESSOR
XAVIER COULD BREACH
IT!

WHAT ARE THEY
HIDING?!

YOU ARE NOT
SUPPOSED TO BE HERE! THIS
AREA IS RESTRICTED.



THE HELLFIRE
CLUB'S WHITE
PRINCESS GOES
WHERE SHE
PLEASES.

IF THAT'S WHO
YOU TRULY ARE,
GIRL...

...YOU'LL HAVE OUR
APOLOGIES.



BUT UNTIL WE
SORT THINGS
OUT, YOU
STAY.

I DON'T
THINK SO.

AHH!

WHO
SAID YOU
HAD A
CHOICE?



BACK IN PARIS.

I GUESS I
JUST HAD A
HANKERIN' FOR A
GOOD CUP OF
COFFEE.

**I'M IN
PUBLIC AS
MYSELF!**

YOU
SEE ANYONE
NOTICING?

IT STILL
MAKES ME
NERVOUS...

ELF, YOU
REALLY SHOULD
GET OUT MORE
OFTEN.

(054) 333-3410

I HATE YOU.

WORLD
WOULD BE A
BETTER PLACE.

SO, LOGAN...YOU
HAVE SUCH FAITH IN
SAGE. WHY?

I'M LIKE 'RO
AN' BISHOP--I
DON'T WANT IT
TO BE HER.

WHY?

CUZ SHE
REMINDS ME
TOO MUCH
OF ME.

DAMAGED
GOODS WITH A
LOT OF SCARS
ON HER SOUL
THAT AIN'T HER
FAULT.





EQUALLY NATURAL. IT WAS FUN.

YOU GUYS WERE TEAMMATES IN EXCALIBUR, EVER FEEL THAT WAY BACK THEN?



NO... SHE'S CHANGED. I'VE CHANGED.

BUT YOU DON'T KNOW WHERE IT'S GOING.



WE WERE...PLAYING IN THE DANGER ROOM. THINGS GOT A LITTLE CARRIED AWAY...

I'M A FOOL FOR MAKING SO MUCH OF IT.

WHAT IS IT WITH X-MEN?!



WE'LL TACKLE MAGNETO OR EVEN GALACTUS WITHOUT A SECOND THOUGHT, BUT HEAVEN FORBID ANY OF US, MAN OR WOMAN, CAN ASK SOMEONE OUT ON A FLAMIN' DATE!

POP THE QUESTION, GET AN ANSWER, DEAL WITH IT, AN MOVE ON.



EASY FOR YOU TO SAY.



LOGAN-- THE SKY!

LOOKS LIKE RO'S GETTIN' HER ANSWERS...

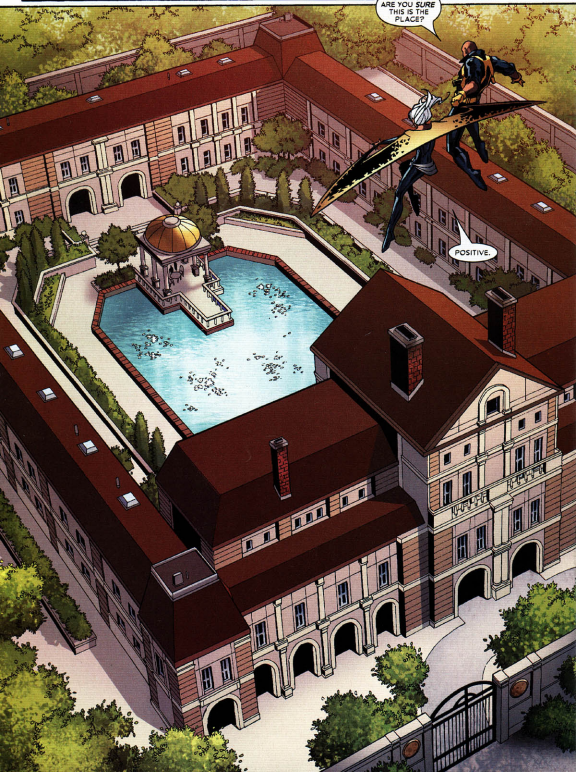
...AND SHE AIN'T HAPPY.

⊗MEANWHILE...

A FEW MINUTES AGO.

ORORO:
ARE YOU SURE
THIS IS THE
PLACE?

POSITIVE.







GUYS, I KNOW WHAT THIS LOOKS LIKE...

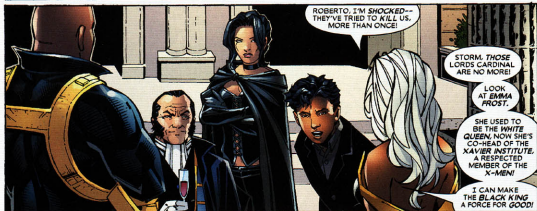
...BUT THE HELLFIRE CLUB BRINGS TOGETHER SOME OF THE WEALTHIEST AND MOST INFLUENTIAL PEOPLE ON THE PLANET.



THE KIND OF PEOPLE WHO CAN BE OF IMMENSURABLE HELP TO MUTANTS.

BUT I THOUGHT YOU'D REJOINED CABLE'S CAUSE-- WITH X-FORCE.

I HAVE. A MAN CAN'T HAVE MORE THAN ONE PROJECT?



ROBERTO, I'M SHOCKED-- THEY'VE TRIED TO KILL US. MORE THAN ONCE!

STORM, THOSE LORDS CARDINAL ARE NO MORE!

LOOK AT EMMA FROST.

SHE USED TO BE THE WHITE QUEEN, NOW SHE'S CO-HEAD OF THE XAVIER INSTITUTE, A RESPECTED MEMBER OF THE X-MEN!

I CAN MAKE THE BLACK KING A FORCE FOR GOOD!



HONG KONG

MY APOLOGIES FOR PULLING YOU OUT THE WAY I DID.

WE COULDN'T RISK YOU SPOILING THE PLAN.



NO OFFENSE, BUT WHEN IT COMES TO SLAVERY, I'M A BORN SPOILER.

THEN WE HAVE AT LEAST THAT MUCH IN COMMON.

I'M PAUL HARK--RED LOTUS.



RACHEL GREY--MARVEL GIRL.



WHAT'S THIS ALL ABOUT?

I'M WORKING WITH COURTNEY ROSS AND VIPER TO HELP PUT THESE SLAVERS OUT OF BUSINESS.



Nothing is off limits. Nothing is impossible. Drive any vehicle. Use any weapon. Destroy anything and everything. You are a mercenary in a completely interactive battlefield environment and the only rule is this: there are no rules.

CALL IN

HIJACK

ANNIHILATE

BUY

BURN

BOMB

DESTROY

SABOTAGE

BETRAY

SHIPE

CAPTURE

MERCENARIES

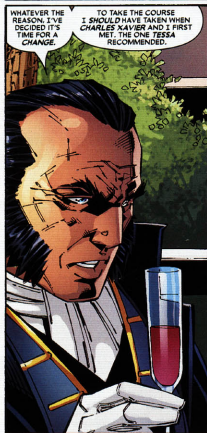
PLAYGROUND OF DESTRUCTION™



PlayStation.2



LucasArts and the LucasArts logo are registered trademarks of Lucasfilm Ltd. Pandemic and the Pandemic logo are registered trademarks and/or trademarks of Pandemic Studios, LLC in the United States and/or other countries, respectively. © 2004 Lucasfilm Entertainment Company Ltd. and Pandemic Studios, LLC. All rights reserved. Microsoft, Xbox, and the Xbox logo are either registered trademarks or trademarks of Microsoft Corporation in the U.S. and/or other countries and are used under license from Microsoft. "PlayStation" and the "PS" Family logo are registered trademarks of Sony Computer Entertainment Inc.





THERE'S
A GROWING
INTERNATIONAL
TRADE IN MUTANTS.
WE PLAN TO CLOSE
IT DOWN.



OUT OF THE
KINDNESS OF
YOUR HEART?

ENLIGHTENED
SELF-INTEREST.



SO WHAT'S IN THIS
FOR COURTNEY?

SHE HELPS SHAW,
AND HE SPONSORS HER
AS WHITE QUEEN.

AND THIS
IS A GOOD
THING?

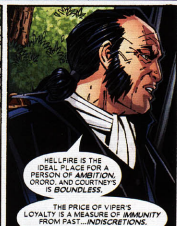


WE'VE BEEN TRADING ON THE
REPUTATION OF THE CLUB TO INFILTRATE
THE SLAVER NETWORK. THAT'S WHY
COURTNEY ROSS AND VIPER ARE
IN HONG KONG.

WE'RE
ON THE BRINK
OF VICTORY--
IF YOU LET US
DO OUR JOB.



BERTO, THINK
OF WHO YOU'RE
TALKING ABOUT! WHAT
MAKES YOU THINK THEY
CAN BE TRUSTED?



HELLFIRE IS THE
IDEAL PLACE FOR A
PERSON OF AMBITION.
ORORO, AND COURTNEY'S
IS BOUNDLESS.

THE PRICE OF VIPER'S
LOYALTY IS A MEASURE OF IMMUNITY
FROM PAST...INDISCRETIONS.



SHAW, SHE
NEARLY NUKED
LONDON!



AND NOW SHE
WISHES TO REDEEM
HERSELF--JUST AS
I DO.

ORORO, DO YOU THINK THE
LIVES WE SAVE WILL CARE
IF THEY'RE RESCUED BY
CRIMINALS INSTEAD OF
HEROES? WHAT MATTERS IS
THE DEED, NOT WHO
CLAIMS CREDIT.



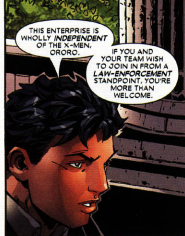
DID
YOU CLEAR
THIS WITH
CYCLOPS?



I RUN A
MULTI-BILLION-
DOLLAR EMPIRE,
ORORO.

I THINK
I CAN MAKE
DECISIONS ON
MY OWN.







SPLENDID!
UTTERLY
SPLENDID!

NOW THIS IS
A SIGHT WORTH
WAITING FOR...



SHAME ON YOU,
SEBASTIAN.

DID YOU REALLY
BELIEVE YOU COULD
RECONSTITUTE THE
LORDS CARDINAL AND
NOT INCLUDE ONE OF
YOUR OLDEST, DEAREST
COMPANIONS...

DONALD
PIERCE?!

SUCH A PITY
THAT NEITHER YOU,
NOR THESE X-MEN,
NOR YOUR PRECIOUS
PET CANDIDATE ROYALS
WILL LIVE LONG
ENOUGH...

...TO
REGRET YOUR
MISTAKE.

NEXT:
*Cardinal
Law!*

MARVEL
PSR 454

CLAREMONT

PARK

SIBAL

UNCANNY

X-MEN



DIRECT EDITION



45411

7 59606 02461 2 FBSan

\$2.25 US \$3.25 CAN



THE MATRIX HAS ONLY JUST BEGUN TO GIVE UP ITS SECRETS.

T H E

MATRIX

O N L I N E

THE CONTINUING STORYLINE OF THE MATRIX GOES MASSIVELY MULTI-PLAYER. AN INTELLIGENT MISSION SYSTEM. ONGOING INPUT FROM THE WACHOWSKI BROTHERS. REALISTIC AND INTENSE FIGHTING IN WIRE-FU AND BULLET-TIME. AND THE CHANCE TO ALTER MATRIX HISTORY FOREVER.

STARRING: LAURENCE FISHBURNE, MONICA BELLUCCI, HAROLD PERRINEAU, NONA GAYE, LAMBERT WILSON, COLLIN CHOU, MARY ALICE, HARRY LENNIX, AND TANVEER ATWAL. MUSIC BY: DON DAVIS. PRODUCED BY: MONOLITH PRODUCTIONS. DIRECTED BY: THE WACHOWSKI BROTHERS.

RATING PENDING



Visit www.esrb.org
for updated rating
information.

SEGA



www.thematrixonline.com

Saga is registered in the U.S. Patent and Trademark Office. SEGA and the Sega logo are either registered trademarks or trademarks of Sega Corporation. All Rights Reserved. Developed by Monolith Productions, Inc. MONOLITH and the Monolith logo are trademarks of and © Monolith Productions, Inc.

TM and © Warner Bros. Entertainment Inc. THE MATRIX ONLINE characters, names and all related indicia are trademarks of and © Warner Bros. Entertainment Inc. 2004. WBIE LOGO: TM & © Warner Bros. Entertainment Inc. (s05)

CHANGE IS COMING. A NEW BREED OF MAN HAS EMERGED. THEY ARE THE CHILDREN OF THE ATOM, HOMO SUPERIOR, INDIVIDUALS GIFTED WITH STRANGE AND FANTASTIC ABILITIES SIMPLY BY VIRTUE OF THEIR GENETIC MAKEUP.

PREVIOUSLY



For the first time, the X-MEN encounter the Lords Cardinal of the infamous HELLFIRE CLUB, a group of billionaires (some mutants, some not) whose goal is to become the secret Ruling Powers of the globe. Among them, SEBASTIAN SHAW (the BLACK KING) and EMMA FROST (the WHITE QUEEN). Unknown to these two, and to the X-Men, Shaw's personal assistant (his mutant mentat) TESSA is in reality a double agent working clandestinely for CHARLES XAVIER.

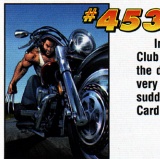


Sebastian Shaw has proclaimed himself Lord Imperial and has begun reconstituting its Lords Cardinal. His goal is to reassert the Club's power and influence. For his White Queen, he chooses English banker COURTNEY ROSS. And in turn, Courtney selects her own warrior White Princess, the international terrorist (and longtime X-Men adversary) VIPER. SAGE (formerly Tessa) seems aware of his plans yet does nothing to alert her teammates.



With the unexpected (and slightly unwelcome) assistance of Emma Frost (now co-Head of the Xavier Institute), the X-Men follow Sage's trail. Unfortunately, they're separated while attempting to use the Club's global transmat system, with MARVEL GIRL and Emma materializing in Hong Kong where they encounter Courtney Ross and Viper. An auction is taking place under the auspices of the Club. The commodities are young mutants—being sold as slaves.

The rest of the X-Men—STORM, NIGHTCRAWLER, BISHOP and WOLVERINE—find themselves in the sewers of Paris. No sooner do they arrive there, though, than Bishop suddenly turns against his teammates...



In Paris, Storm, Bishop, Nightcrawler and Wolverine learn that the Hellfire Club may be on the side of the angels, working to disrupt the slaver network under the direction of the newly-named Black King, ROBERTO DACOSTA, the X-Men's very own SUNSPOT! But before negotiations can get underway, the X-Men are suddenly attacked by the renegade White King of the previous regime of Lords Cardinal, the mutant-hating super-cyborg, DONALD PIERCE!

Uncanny X-Men (ISSN #1063-401X) No. 454, March, 2005. Published Monthly except semi-monthly in April, August and December by MARVEL COMICS, a division of MARVEL ENTERTAINMENT GROUP, INC. OFFICE OF PUBLICATION: 10 East 40th Street, New York, NY 10016. PERIODICALS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. © 2005 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, or other institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. \$2.25 per copy in the U.S. and \$3.25 in Canada (GST #R127032892) in the direct market and \$2.99 per copy in the U.S. and \$4.25 in Canada (GST #R127032892) through the newsstand; Canadian Agreement #A969557. Printed in the USA. Subscription rate (U.S. dollars) for 12 issues: U.S. \$27.00; Canada \$30.00; Foreign \$20.00. POSTMASTER: SEND ALL ADDRESS CHANGES TO Uncanny X-Men, C/O MARVEL SUBSCRIPTION DEPT., P.O. BOX 30 HENRIEVILLE, NY 12091. TELEPHONE # (800) 271-9166, FAX # (845) 366-7005. subscriptions@marvel.com. JIM ARAD, Chief Creative Officer; ALAN FINE, President & CEO of Toy Biz and Marvel Publishing; DAN CARR, Director of Production; ELAINE CALLENDER, Director of Manufacturing; DAVID BOGART, Managing Editor; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Joe Maimone, Advertising Director, at jmaimone@marvel.com or 212-678-8534.



STAN LEE PROUDLY PRESENTS THE UNCANNY X-MEN!

CARDINAL LAW

CHASING HELLFIRE!

PART
3
OF
3

BY
CHRIS
CLAREMONT
& ANDY
PARK

LIKE ALL MEMBERS OF THE
HELLFIRE CLUB, DONALD
PIERCE IS OBSCENELY RICH.

IT'S NEVER BEEN
ENOUGH.

THIS IS A
PRECISION
OPERATION. I'LL
TOLERATE NO
LOOSE ENDS.

HE WAS BORN HUMAN, BUT
OVER THE YEARS HAS USED
BIONIC ENHANCEMENTS
TO GIVE HIM PHYSICAL
CAPABILITIES ON A PAR
WITH THE MUTANTS HE
SO PERVERSITY HATES.

THE THING ABOUT
PIERCE IS, HE RARELY
LIKES TO GET HIS
HANDS DIRTY.

MORRY
HOLLOWELL
COLORS

VC'S CHRIS
ELIOPOULOS
LETTERS

STEPHANIE MOORE
& SEAN RYAN
ASSISTANT EDITORS

MIKE
MARTS
EDITOR

JOE
QUESADA
EDITOR IN CHIEF

DAN
BUCKLEY
PUBLISHER



WHENEVER POSSIBLE,
HE ENGAGES HIRED HELP.

THE
CLEANING
CREW.

SAGE GAVE US
A BRIEFING ON
THEM, WEEKS
AGO.

THEY ARE
BASELINE
HUMAN--NO
POWERS.

ZAKOW!

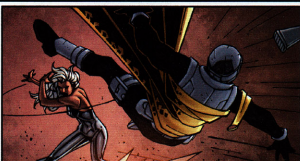
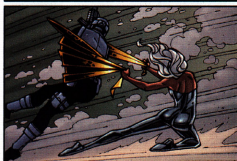


BUT THEIR
EQUIPMENT
MAKES
THEM OUR
EQUALS.

GOT THAT
RIGHT!



DAKKA DAKKA DAKKA



LOOKS CAN KILL

JENNIFER GARNER

ELEKTRA

TWENTIETH CENTURY FOX AND REGENCY ENTERPRISES PRESENT IN ASSOCIATION WITH MARVEL ENTERPRISES, INC. A NEW REGENCY/WORSHIPFUL DAY PRODUCTION A ROB BOWMAN FILM "ELEKTRA" JENNIFER GARNER
GORAN VISOKIC WILL YUN LEE GARY HIGGINS TAGAWA AND TERENCE STAMP WRITTEN BY CHRISTOPHE BUCK PRODUCED BY DAVE JOHNSON DIRECTED BY KEVIN FEIGE EXECUTIVE PRODUCERS KEVIN STITT & C. PRODUCED BY GABRIEL MURRAY EDITOR GILL FOLEY
EXECUTIVE PRODUCERS STAN LEE MARK STEVEN JOHNSON BRENT O'CONNOR PRODUCED BY ZAK PENN WRITTEN BY ARNON MILCHAN GARY FOSTER AVI ARAD DIRECTED BY ROB BOWMAN

JANUARY 14



SPECIAL TRAILER CALLED ON DVD OF SPIDER-MAN
www.elektramovie.com





BRAVA,
STORM...

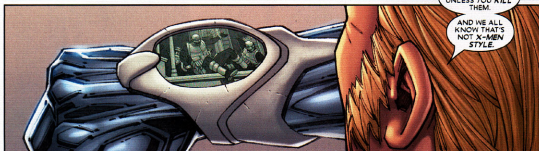
...BUT THEN,
FROM THE LEADER
OF THE X-MEN, I
EXPECT NO LESS.



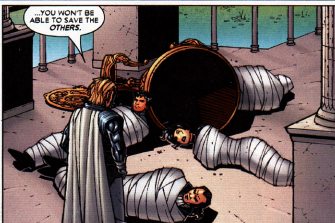
SADLY, YOU'RE
WASTING YOUR
TIME.

MY CLEANING
CREW WON'T QUIT,
UNLESS YOU KILL
THEM.

AND WE ALL
KNOW THAT'S
NOT X-MEN
STYLE.



EVEN IF YOU
MANAGE TO
SURVIVE, MY
DEAR...



...YOU WON'T BE
ABLE TO SAVE THE
OTHERS.



AHHH, SEBASTIAN. DID YOU REALLY BELIEVE
I'D LET YOU SEIZE CONTROL OF HELLFIRE
UNCHALLENGED?

THE
QUESTION
IS, DO I MIND
BEFORE I
KILL?

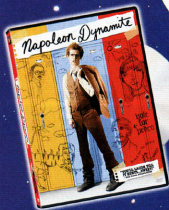


AND OF
COURSE, WHO
GOES FIRST?

PEACE ON EARTH.



SWEET DVD FOR ALL.



DANG! BUY MY DVD DECEMBER 21!
IT'S GOT, LIKE, AN INFINITY OF EXTRAS.



YOUR GOALS
ARE GREAT, PAUL,
BUT I GOTTA
TELL YA...

...WORKING WITH
COURTNEY ROSS AND
VIPER IS CRAZY! THEY'RE
PART OF THE HELLFIRE
CLUB! THEY--

WE ARE NONE
OF US ANGELS
RACHEL.

WE'RE JUST
WORKING ON
THEIR SIDE. IS
ALL.

THE IMPRISONED MUTANTS
HERE WILL BE RESCUED AND
THE SLAYERS BROUGHT
TO JUSTICE...

...YOU
HAVE MY
WORD.

DON'T MAKE
PROMISES
PRECIOUS YOU
CAN'T KEEP.

PAUL--?!

NOT PAUL,
CHILD. AT LEAST.
NOT FOR MUCH
LONGER...

YOU HAVE A
GIFT, RACHEL. FOR
LEADING ME TO THE
FINEST PREY.

SELENE?!
BUT I THOUGHT--

HOW SWEET.
AFTER ALL
THIS TIME, YOU
REMEMBER
ME!

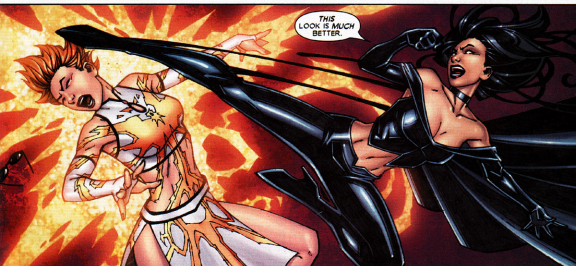


LET HIM GO.

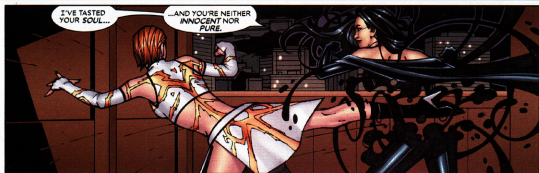


MAKE ME.

WHITE IS SO NOT YOUR COLOR, RACHEL.



THIS LOOK IS MUCH BETTER.



I'VE TASTED YOUR SOUL...

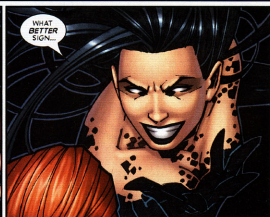
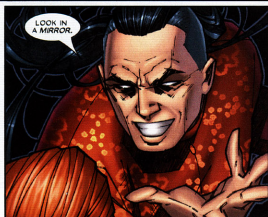
...AND YOU'RE NEITHER INNOCENT NOR PURE.



LIKE ME, YOU'RE BEST DIPPED IN SHADOW--



--AND BLOOD!



KEANU REEVES
CONSTANTINE

KEANU REEVES

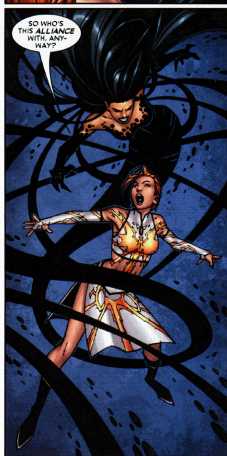
CONSTANTINE

[illegible]

FEBRUARY 18

www.sandalsresorts.com All Rights Reserved

[illegible]



WHO ARE YOU?



**MYSTIC
MICROSCOPIC
CONQUERER**

**YOU CAN USE THE POWER OF THE MINISH CAP TO GET SMALL
AND UNLOCK CLUES ON YOUR QUEST TO SAVE HYRULE.
THE LEGEND OF ZELDA®: THE MINISH CAP.
ONLY FOR GAME BOY ADVANCE.**



Mild Fantasy Violence

GAME BOY ADVANCE SP

PARIS

THE BOULEVARD
ST. GERMAIN AND
THE RUE ST.
JACQUES...

THAT'S
ALL OF 'EM,
ELF.



MEIN GOTT--
WOLVERINE--

--DID
YOU HAVE
TO?

TEN MIKE-MIKE
PULSE RIFLES,
NIGHTCRAWLER

ONE DECENT
BURST TURNS THIS
WHOLE BLOCK INTO
A CRATER.

PLUS
MILSPEC
COMBAT
ARMOR.

THIS MISSION
WAS ENGAGE AND
ANNIHILATE.

U.S.

YOU
COULDN'T
HAVE FOUND
ANOTHER
WAY...?

THEY
PULLED
THE GUNS,
KURT.

THERE WASN'T TIME TO DO ANYTHING LESS.

WEATHER'S STILL NASTY.

SIRENS. DO YOU HEAR? THE POLICE--!

WE'LL EXPLAIN
LATER.

I'M THINKIN' MAYBE STORM'S IN TROUBLE, TOO.

BAMF

0000000000000000000000000000000000

**GUNS DON'T
KILL PEOPLE.
THREE-QUARTER
INCH HOLES
IN THE HEAD
KILL PEOPLE.**

THE PUNISHER

ORIGINAL STORY BY GARTH ENNIS AND JIMMY PALMIOTTI



"...DISHING OUT PUNISHMENT HAS
NEVER BEEN MORE FUN." - GAMEDAILY



"...TIGHT CONTROLS, SLICK GRAPHICS...
AND MORE SCRIPTED VIOLENCE THAN
EVEN WE THOUGHT POSSIBLE." - IGN



OVER 100 UNIQUE WAYS TO PUNISH CRIME.
"...THE WAY YOU CAN INTERROGATE
YOUR ENEMIES IS JUST AMAZING."
- THEPUNISHER.COM

www.thq.com/punisher



PlayStation 2



Visit www.esrb.org
for updated rating
information.

MARVEL



THQ

www.thq.com

©2004 THQ Inc. MARVEL, The Punisher and the detective likeness(es) thereof are trademarks of Marvel Characters, Inc. and are used with permission. ©2004 Marvel Characters, Inc. All Rights Reserved. www.marvel.com. The Punisher is produced under license from Marvel Characters, Inc. Volition, Inc.®, THQ and their respective logos are trademarks and/or registered trademarks of THQ Inc. All Rights Reserved. Developed by Volition, Inc. All other trademarks, logos and copyrights are property of their respective owners. "PlayStation" and the "PS" Family logo are registered trademarks of Sony Computer Entertainment Inc. Microsoft, Xbox, and the Xbox logos are either registered trademarks or trademarks of Microsoft Corporation in the United States and/or other countries and are used under license from Microsoft.





WILL YOU
NEVER LEARN,
LOGAN?

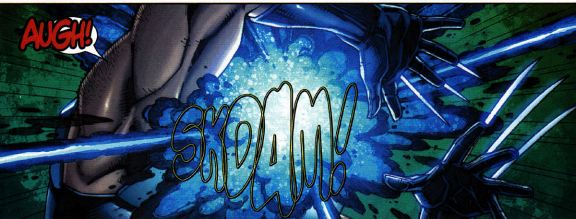


THE BEAUTY
OF BEING A
CYBORG IS THAT,
UNLIKE YOU
MUTANTS...



WOOSH!

I
CAN ALWAYS
UPGRADE.



AUGH!



YOU'VE JUST BEEN HIT WITH
COMBAT NANNITES, WOLVERINE.
CONFIGURED TO YOUR SPECIFIC
GENOME—MUCH LIKE THOSE
IN THE SEWERS!

FIRST THEY
EAT YOUR EYES.
SO YOU'RE QUITE
BLIND.

THEN, THEY'LL
FOLLOW THE OPTIC
NERVE AND START
FEASTING ON YOUR
BRAIN.



THEY'RE
DESIGNED TO
OVERCOME YOUR
HEALING
FACTOR.



FASCINATING
EXERCISE, DON'T
YOU THINK?



WHICH WILL PROVE
TRIUMPHANT--

--NATURE, OR
TECHNOLOGY?



WHAT NOW,
TRYING TO
CATCH MY
SCENT?

SORRY,
BUT THIS BODY
DOESN'T HAVE
ONE.



AND AS
FOR YOUR
PRECIOUS
CLAWS...?



...TWO CAN
PLAY AT THAT
GAME!

HONG KONG

THIS IS YOUR
DESTINY.

NOW AND
FOREVER, SWEET
RACHEL....

...YOU ARE
MINE!

YOU
THINK?

WH-WHAT'S
HAPPENING?!

THIS
CANNOT
BE--!

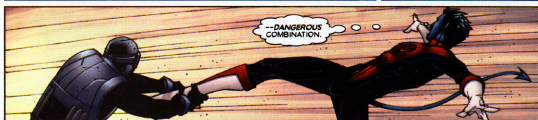
I'VE BEEN A
SLAVE BEFORE,
SELENE. NEVER
AGAIN!

YOU AND
ME, SORCERESS,
WE'RE DONE!

IMPOSSIBLE!

HONEY, MY
VERY EXISTENCE
DEFINES THE
TERM.

I BREAK
ALL THE
RULES.



"YOU'RE GOIN' DOWN B%#&*!"

AVP

ALIEN VS. PREDATOR

INCLUDES AN
ALL-NEW BEGINNING
NEVER SHOWN IN THEATERS



THE ULTIMATE BATTLE
ON DVD JANUARY 25

DVD SPECIAL FEATURES INCLUDE



COMPLETE AVP COMIC BOOK
COVER COLLECTION



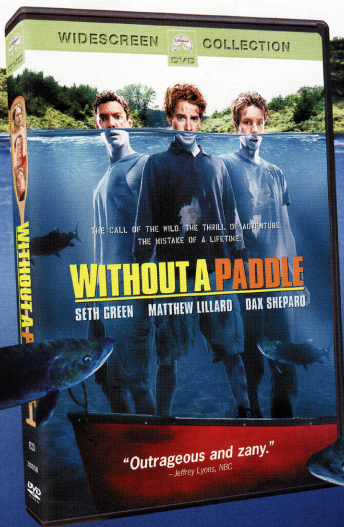
© 2004 Twentieth Century Fox Home Entertainment, Inc. All Rights Reserved. "Twentieth Century Fox," "Fox" and other associated logos are the property of Twentieth Century Fox Film Corporation.

PG-13

PARENTS STRONGLY CAUTIONED. SOME MATERIAL MAY BE INAPPROPRIATE FOR CHILDREN UNDER 13.



THREE GUYS. ONE MAP. NO CLUE.



DVD SPECIAL FEATURES:

- Commentaries by the cast and director
- 13 Additional Scenes
- Theatrical Trailer
- 6 MTV Interstitials

Murphy's Law Comes Home on DVD Jan. 11th.

Also Available On VHS.

PG-13

FOR DRUG CONTENT, SEXUAL MATERIAL,
LANGUAGE, CRUEL HUMOR AND SOME VIOLENCE

For more information on film ratings
go to www.filmratings.com.

www.paramount.com/homeentertainment

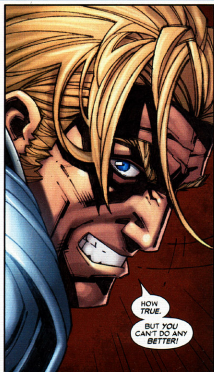
PARAMOUNT PICTURES PRESENTS A LIVE PICTURES PRODUCTION A STEVEN BRILL FILM "WITHOUT A PADDLE" SETH GREEN MATTHEW LILLARD DAX SHEPARD ETHERA CAMPLEY AND DONT REYNOLDS
WRITTEN BY CHRISTOPHER EGGY MUSIC BY JILL HARRIS JORDAN CROFT DESIGNER NICOLA DICKSON COSTUME DESIGNER JESSICA WILSON FISHING JACI PEXY PRODUCTIONS PRODUCED BY PERRY ANDERSON BLANK DIRECTOR OF PHOTOGRAPHY JONAH DAVIDSON
EXECUTIVE PRODUCERS RICHARD WANE ANDREW WASS PRODUCED BY JEFFREY LYTTON PRODUCED BY DONALD DELANEY EDITOR STEVE WOLF AND HARRIS GOLDBERG AND TOM MURPHY
COSTUME DESIGNER JAY LUGGOTT AND MATT HOUSE DIRECTED BY STEVEN BRILL

TM & Copyright © 2004 by Paramount Pictures. All Rights Reserved. A VIACOM COMPANY



TM, ® & Copyright © 2004 by Paramount Pictures. All Rights Reserved.
Date, art, availability and DVD special features subject to change without notice.





HONG
KONG



EMMA!

IT'S A
TRAP!

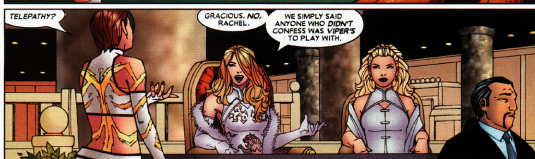


THAT WAS
THEIR INTENT,
ANYWAY.



NOW THEY KNOW
THE DIFFERENCE
BETWEEN AMBITION
AND REALITY.

AS SOON AS THE
POLICE ARRIVE, THEY
ALL PLAN TO MAKE A
FULL AND FRANK
CONFESSION.



TELEPATHY?

GRACIOUS, NO,
RACHEL.

WE SIMPLY SAID
ANYONE WHO DIDN'T
CONFESS WAS VIPER'S
TO PLAY WITH.



YOU KNEW WHAT WAS
HAPPENING? BETWEEN
SELENE AND ME?

OF
COURSE.

BUT YOU
COULD HAVE
HELPED!



I'M SORRY.
DID YOU REALLY
NEED IT?



SO WHY DID
SAGE SEND US
HERE, EMMA?

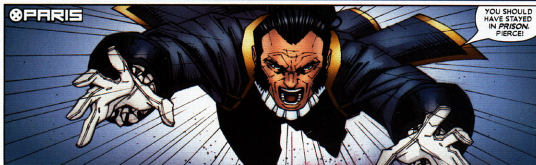
KNOWING HER
AS I DO, TO ENSURE
THAT WHATEVER HAPPENS
ELSEWHERE...

...THE MISSION
HERE WOULD BE
ACCOMPLISHED.



HAPPY ENDING THEN,
ALL AROUND?

SO IT
SEEMS.



PARIS

YOU SHOULD
HAVE STAYED
IN PRISON.
PERCE!



AND MISSED
THIS OPPORTUNITY
TO DEPOSE YOU,
SEBASTIAN?

YOUR
ARROGANCE
WAS ALWAYS YOUR
UNDOING...



...HAVE YOU
FORGOTTEN?
THE HARDER
YOU HIT ME...

...THE
STRONGER
I GET!



THAT WAS
JUST A TEASE,
SHAW.

I KNOW
EVERY FACET OF
YOUR PRECIOUS
POWER...



...MOST
ESPECIALLY, ITS
LIMITATIONS...



...AND
HOW BEST TO
OVERCOME
THEM.



YOU'RE
DONE.

YOUR REIGN
AS LORD IMPERIAL
IS OVER BEFORE IT'S
EVEN BEGUN!



THE ONLY
FUTURE AWAITING
YOU MUTANTS...

...IS
THAT OF THE
GRAVE!



I DON'T GO
DOWN WITHOUT
A FIGHT!

AND
WHEN I FIGHT,
PIERCE--





LEMMIE
BE, KURT.

QUIT'CHER
FUSSIN'. I'LL
HEAL JUST
FINE.

BUT THOSE
NANNITES... SUPPOSE
JUST THIS ONCE,
YOU'RE WRONG.



THEN WE'LL
CALL HIM
"ZATOICHI."

IT'S
THAT OR
SCREAM.
NOW
YOU'RE MAKING
JOKES.

HOW MUCH OF
THIS DO YOU THINK
WAS PLANNED?



YOU MEAN, WAS
THIS PIERCE'S TRAP
FOR SHAW...

...OR THE
OTHER WAY
AROUND?

JA,
SOMETHING
LIKE THAT.

ASK
SAGE.



LET
BISHOP
DEAL WITH
SAGE.

RIGHT
NOW, I'M TOO
ANGRY.

I'LL SAY AND
DO SOMETHING
WE'LL ALL
REGRET.

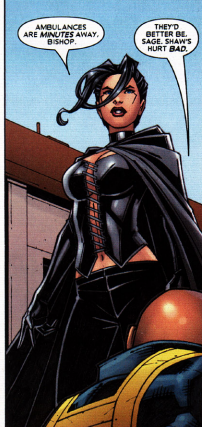
RO--?!



KURT, WE SURVIVE
BECAUSE OF
TRUST.

THAT TRUST IS
BASED ON THE
PRESUMPTION WE
ARE ALL WORKING
TOWARDS A
COMMON GOAL.

WITH SAGE,
SUDDENLY, I'M
NO LONGER
SURE.



AMBULANCES
ARE MINUTES AWAY,
BISHOP.

THEY'D
BETTER BE.
SAGE. SHAW'S
HURT BAD.



AS IF SHE
CARES.

YOU KNEW,
SAGE--YOU KNEW
THAT PIERCE WOULD
ATTACK!



GIVEN YOUR HISTORY, IT WAS
A LOGICAL AND INEVITABLE
RESPONSE.

YOU
DIDN'T WARN
ME!

NO.



ANOTHER
BETRAYAL...

WHAT A
FOOL I WAS,
TO TAKE YOU
BACK.

LIKE
TRUSTING A
SCORPION.



YOU WERE
WORTH SAVING--
ONCE.

THE MAN I KNEW
IN AFGHANISTAN,
WHO CHARLES XAVIER
EMBRACED AS A FRIEND,
WOULD HAVE SPIT
ON HELLFIRE.

I WOULD NOT
PERMIT SUCH A
MAN TO COME TO
SUCH AN END.



YOU, ON
THE OTHER HAND,
COULD END NO
OTHER WAY.

THIS
ISN'T OVER,
TESSA!



"TESSA" WAS THE NAME YOU GAVE ME.

I'LL MAKE MY OWN DESTINY!



THIS TIME, SEBASTIAN, CHOOSE WISELY.

SO, WHAT NOW?



ROBERTO DACOSTA TAKES SHAW'S PLACE AS LORD IMPERIAL.

WAS THAT THE PLAN ALL ALONG?



IT WAS A SCENARIO.

AS USUAL, SHAW MADE THE RIGHT MOVE FOR THE WRONG REASON. HE RECRUITED BERTO AS A COUNTER TO COURTNEY ROSS, ASSUMING THE BOY WOULD BE EASILY CORRUPTED AND CONTROLLED.



WHAT MAKES YOU THINK HE WON'T?

HE WON'T BE ALONE.

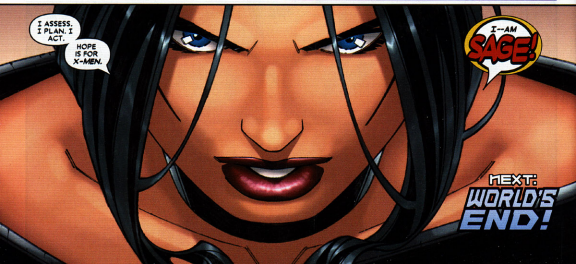
I LEFT XAVIER'S SIDE FOR SHAW BECAUSE I SAW THE SAME MOBILITY IN BOTH MEN. I THOUGHT I COULD HELP SHAW HOLD ONTO IT.



BUT THE DESIRE FOR POWER BECAME AN END UNTO ITSELF. HE... LOST HIMSELF.

BERTO IS FORGED FROM STRONGER STEEL.

YOU HOPE.



I ASSESS. I PLAN. I ACT.

HOPE IS FOR X-MEN.

I--AM SAGE!

NEXT:
WORLD'S
END!