



② MARVEL COMICS

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THE UNCANNY

X-MEN<sup>®</sup>





THE UNCANNY  
**X-MEN**<sup>®</sup>

Presented by  
**STAN LEE**



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# THE X-MEN

FIRST OF ALL, let's get one thing straight. I'm not writing this as Stan Lee, Publisher, or Editor-in-Absentia, or even Honorary Living Legend! Nossir! These wondrous words are lovingly being written by an unabashed, unwavering fan of Claremont, Byrne and Austin! Speaking as a typical reader, I just wanna give you my own gut-level feelings about one of the greatest comicbook sagas ever presented—the startling chronicle of Dark Phoenix!

It'll come as no surprise to you to learn that The X-Men is one of Marvel's most popular and best-selling series, and has been so for years. And, if you've been faithfully following the adventures of Professor's Xavier's gregarious little groupies, then you surely know the reason why.

Never in the history of comicdom have there been stories more filled with human interest, believable characterization, and far-out fantasy combined with stark, shattering realism. Never have hard-hitting action-packed adventures been more skillfully intertwined with exciting philosophical concepts and provocative moral issues. And never has any series more accurately symbolized the mighty Marvel credo—"Anything can happen—the more surprising the better—but it must be realistic, it must be dramatic, it must be exciting, and above all, it must be intelligent!"

Sure, any writer can say, "Hey, here's something the fans aren't expecting. Let's do it 'cause it'll be a surprise." But that's the easy way out. One of the reasons the landmark sagas of Claremont, Byrne, et al., are so great is because they don't toss surprises at you for the sake of keeping you off-balance. Every new, daring development in every X-Man thriller is the logical result of what has gone before.

The ultimate fate of Phoenix was one of the most traumatic, unexpected events in the history of illustrated series. Fans throughout the world still debate its many ramifications in heated discussion and arguments. And, if you wanna know the true measure of this series' amazing impact, even in the Bullpen itself the arguments still continue!



Of course, one of the most important qualities that Chris and John have been able to bring to our marvelous mutant magna-series (I can't bear to call such powerful masterworks "mini-series") is the element of flesh-and-blood characterization. If Phoenix didn't seem real, if she wasn't as believable to you as the girl next door, if you didn't feel you knew her, you understood her, you cared for her—then her startling destiny would have meant nothing to you; you'd have shrugged it off and reached for another Twinkie.

(You'll notice, of course, that I refer to Phoenix' fate, or destiny, without telling you what it actually is. There's a reason for that. It just occurred to me that somewhere in the universe there may actually be a culturally-deprived unfortunate who hasn't yet read, or heard about issue #137 of the X-Men. 'Tis for the benefit of that improbable individual that I dare not prematurely reveal the wonderment that yet awaits thee!)

Still, the greatness of the X-Men is exemplified by more than the fate of one of its stars. Have you ever thought of the storylines themselves? I'm constantly amazed by the sheer complexity of the plots, by the way each single element dovetails so perfectly into the whole, by the way we the readers are shown countless seemingly unrelated facts and incidents, and then, as the story progresses, every random thread is cleverly joined together until there are no loose ends. The plotting and conceptualizing are as skillful, as innovatively brilliant as that which you'll find in any award-winning motion picture or best-selling novel. Nuts! Why pussyfoot around? Let's not speak with forked tongue! They're a lot *better* than you'll find in most of today's books or movies!

But let's change the subject before Capricious Claremont and Burgeoning Byrne suspect I'm trying to butter 'em up for a free subscription!

Let's talk about the treats you've got in store for you in the pages that lie ahead. For starters, you'll witness the first time the bedazzling Dazzler has ever guest-starred in the X-Men. And this is no mere token appearance. The gorgeous Dazz is very much a part of the action, the drama, and the cataclysmic chain of events which are destined to shake the superhero world. You'll also see the first appearance of another of Marvel's most unique and empathetic characters, the youthful and extravagantly appealing Kitty Pryde. This is the neophyte Kitty, still discovering her own fantastic powers, still confused and bewildered by the role she seems destined to play in a conflict she cannot fully com-



prehend. And there's more, much more! You'll see the return of the Beast, the Angel, Lilandra, the gorgeous Majestrix Shi'ar who must battle the man she most loves!

Sheesh! It isn't fair. I could go on yappin' all day, but why merely hint at the brain-blasting thrills in store for you when you can read 'em yourself on the pages that follow? And if it sounds like I'm being noble by cutting this intro short to let you get to the real stuff, forget it! I'm just thinking of me! I'm itchin' to re-read these sagas myself! So let's go, mutie-lover! Wonderment beckons, and the universe entire will be our arena! The best still lies ahead!

Excelsior!

*Stan*





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THE UNCANNY

# X-MEN

SAVE US FROM  
THE *KNIGHTS*  
OF HELLFIRE!





Cyclops. Storm. Banshee. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, **MUTANTS**—feared and hated by the world they have sworn to protect. These are the **STRANGEST** heroes of all!

Stan Lee  
PRESENTS:

# THE UNCANNY X-MEN!™

## GOD SPARE THE CHILD...

IT'S ALWAYS HARD TO BID FAREWELL TO THOSE YOU LOVE. FOR THE X-MEN-- GATHERED ON THE RAIN-SLICK LANDING PAD BEHIND MOIRA MAC-TAGGERT'S MUIR ISLAND MUTANT RESEARCH CENTRE-- IT'S HARDER THAN MOST...

...BECAUSE THEY NEVER KNOW IF THIS FAREWELL WILL BE THEIR LAST.

THE "BLACKBIRD'S" FUELED AND CHECKED OUT, SEAN.

I GUESS IT'S TIME WE'RE ON OUR WAY.

AYE. IT'S BEEN GOOD HAVIN' THE LOT O' YE HERE THESE PAST FEW DAYS-- AFTER THAT BATTLE WITH PROTEUS,\* WE ALL NEEDED A REST--

-- I'M SORRY TO SEE YE GO, CYCLOPS.

\*LAST ISSUE-- ROG.

By CHRIS CLAREMONT and JOHN BYRNE with  
TERRY AUSTIN | TOM ORZECZOWSKI | BOB SHAREN | ROGER STERN | JIM SHOOTER  
INKER | LETTERER | COLORIST | EDITOR | Ed.-IN-CHIEF

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I'M SORRY YOU'RE NOT COMING WITH US, SEAN. ARE YOU SURE YOU WON'T RECONSIDER YOUR DECISION TO LEAVE THE X-MEN?

UNTIL ME SONIC SCREAM HEALS... IF IT EVER DOES-- THE BANSHEE IS OF NO REAL USE T' YE, BOYO. AN'... I'M NEEDED MORE HERE.

WHEN WE DESTROYED PROTEUS, BOTH MOIRA'S SON AN'... HER HUSBAND DIED AS WELL. SHE KNOWS WE HAD NO CHOICE-- BUT, STILL, THAT KIND OF HURT GOES DEEP. SHE'LL BE A LONG TIME RECOVERIN', AN' SHE CAN'T DO IT ALONE.

I UNDERSTAND. I WISH YOU WELL. BOTH OF YOU.

JAMIE, NOW THAT WE'RE SHY AN X-MAN, WE COULD SURE USE YOU.

I APPRECIATE THE OFFER, CYCLOPS, BUT MY ANSWER'S STILL NO.

I MAY BE "MADROX THE MULTIPLE MAN," BUT AT HEART, I'M STILL JUST A KANSAS FARM BOY. I'M GOING TO STAY ON MUIR ISLAND AND HELP SEAN AND MOIRA RUN THE LAB.

ALEX, LORNA...

I'M SORRY, TOO, SCOTT. AS HAVOK AND POLARIS WE MAY BE SUPER-POWERED MUTANTS, BUT ALEX SUMMERS AND LORNA DANE AREN'T X-MEN.

IF YOU EVER NEED US, JUST CALL AND WE'LL COME RUNNING.

BUT, OTHERWISE, WE WANT TO LIVE AS NORMAL A LIFE AS POSSIBLE.

GOOD FOR YOU, LITTLE BROTHER. I HOPE, WHATEVER HAPPENS, YOU AND LORNA WILL BE HAPPY.

AND I HOPE THE SAME FOR YOU AND JEAN, SCOTT.

MINUTES LATER, A SHRILL JET-SCREAM SHATTERS THE SILENCE OVER MUIR ISLAND, AND SIX UNIQUE YOUNG PEOPLE BEGIN THEIR LONG JOURNEY HOME.

TAKE CARE, X-MEN!

AN' MAY YE BE IN HEAVEN A HALF-HOUR AFORE THE DEVIL KNOWS YE'RE DEAD!



THEIR NAMES ARE AN UNSUNG ROLL OF HONOR: NIGHTCRAWLER, CYCLOPS, WOLVERINE, COLOSSUS, STORM, PHOENIX. IN MANY WAYS, THEY ARE THE BEST HUMANITY HAS TO OFFER. AND, FOR THE MOMENT, ALL IS WELL IN THEIR MADCAP, HELTER-SKELTER WORLD.

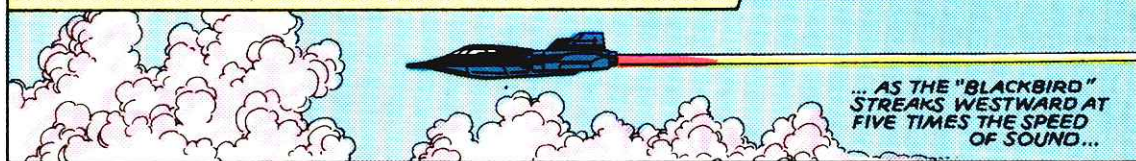
NONE ARE AWARE THAT IT IS MERELY THE CALM BEFORE THE HOLOCAUST.

MINE WAS THE HAND THAT SLEW PROTEUS. I KNOW HE WAS EVIL INCARNATE, THAT IT WAS HIS LIFE OR MOIRA'S...

BUT DOES THAT MAKE WHAT I DID... RIGHT?



THERE'S NO ANSWER TO PETER RASPUTIN'S ANGUISHED THOUGHTS, ONLY DOUBTS ABOUT HIS LIFE AS THE X-MAN COLOSSUS THAT GNAW INSATIABLY AT HIS HEART AND SOUL...



... AS THE "BLACKBIRD" STREAKS WESTWARD AT FIVE TIMES THE SPEED OF SOUND...

... RAPIDLY OVERTAKING A LARGER, SLOWER CORPORATE JETLINER MARKED WITH THE STYLIZED LOGO OF NEW YORK'S LEGENDARY HELLFIRE CLUB.



THE PAINT ON THAT JET'S HULL IS AS BLACK AS THE HEART OF ITS ONLY PASSENGER. FOR THE PAST FEW MONTHS, HE'S GONE BY THE NAME OF JASON WYNGARDE, AND WORN THE FACE OF A GENTLEMAN ROGUE. HE'S ALSO TAKEN GREAT PAINS TO BECOME THE MOST IMPORTANT PERSON IN JEAN GREY'S LIFE.



EACH TIME, IT BECOMES EASIER TO TOUCH JEAN'S MIND -- AS OUR PSYCHIC RAPPORT GROWS EVER CLOSER -- AND WHY NOT?

I'M MERELY GIVING HER A TASTE OF SOME OF HER INNERMOST-- FORBIDDEN--NEEDS AND DESIRES.

WITHIN HER ANGEL'S SOUL-- AS IN ALL OUR SOULS-- LURKS A DEVIL, A YANG COUNTERPART TO THE SURFACE YIN.



"ALL I'M DOING IS FREEING THAT NEGATIVE PART OF HER 'SELF' FROM ITS MORAL CAGE."

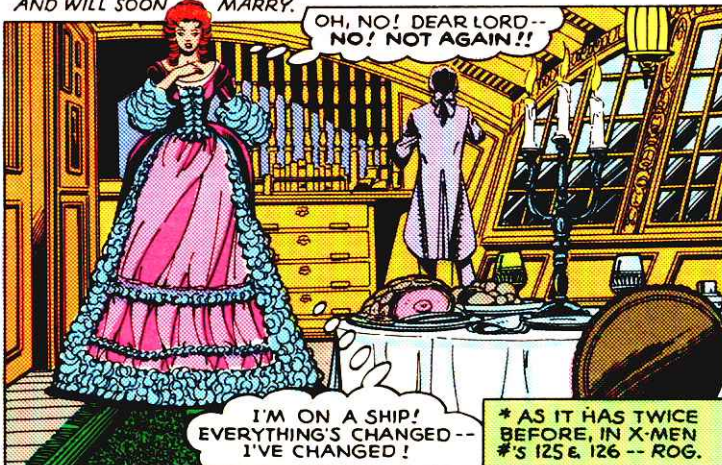
WYNGARDE SMILES-- CONCENTRATES-- AND, MILES AWAY...



... JEAN GREY'S WORLD SUDDENLY TURNS TOPSY-TURVY.



WHEN AT LAST SHE OPENS HER EYES, THE "BLACKBIRD" AND HER FRIENDS ARE GONE. FOR HER, TIME HAS APPARENTLY SLIPPED BACKWARDS TWO HUNDRED YEARS\* AND SHE IS ONCE MORE LADY JEAN GREY, NOW EN ROUTE TO AMERICA WITH THE MAN SHE LOVES AND WILL SOON MARRY.



OH, NO! DEAR LORD--  
NO! NOT AGAIN!!

I'M ON A SHIP!  
EVERYTHING'S CHANGED --  
I'VE CHANGED!

\* AS IT HAS TWICE  
BEFORE, IN X-MEN  
#S 125 & 126 -- ROG.

HIS NAME IS JASON WYNGARDE. HE'S A KNIGHT OF THE REALM, AND THE MOST MAGNIFICENT MAN SHE HAS EVER KNOWN.



IS ANYTHING AMISS, JEAN? I  
THOUGHT I HEARD YOU CRY OUT.

I KNOW WE'VE HAD  
A ROUGH PASSAGE,  
MY DARLING, BUT  
WE'LL SOON BE  
IN NEW YORK.

AND THEN  
YOU'LL  
BE MINE,  
FOREVER!



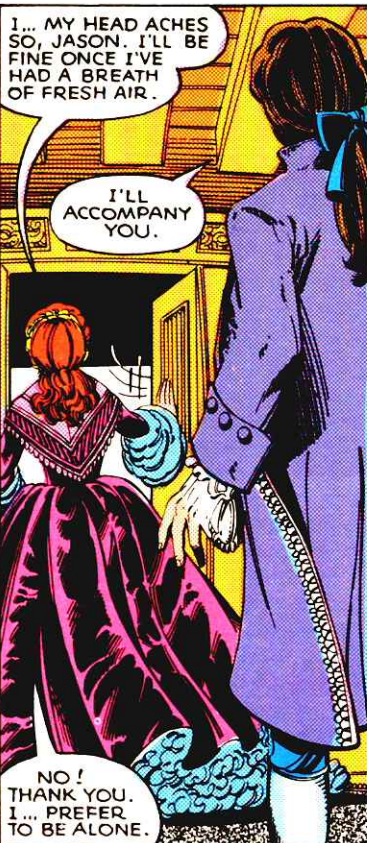
YES, JASON. OH, YES...

NO! WHAT AM  
I DOING?!

THE EMOTIONS  
HE STIRS WITHIN  
ME-- SO INTENSE--  
MUST BREAK AWAY...  
WHILE I CAN!

I... MY HEAD ACHES  
SO, JASON. I'LL BE  
FINE ONCE I'VE  
HAD A BREATH  
OF FRESH AIR.

I'LL  
ACCOMPANY  
YOU.



NO!  
THANK YOU.  
I... PREFER  
TO BE ALONE.

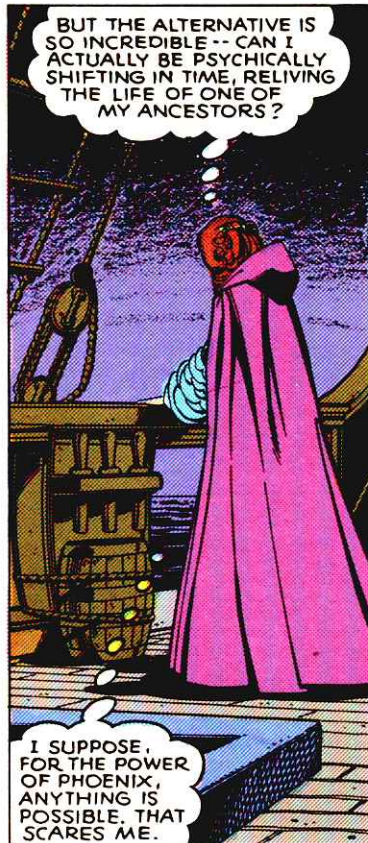
DESPERATELY, HER TELEPATHIC  
POWERS SCOUR THE SHIP, BUT  
THEY ONLY CONFIRM WHAT HER  
SENSES HAVE ALREADY TOLD HER.  
THIS IS REALITY.

I THOUGHT THESE  
TIMESLIPS WERE  
CAUSED BY PROTEUS'  
REALITY-WARPING  
POWER.

IT SEEMS  
I WAS  
MISTAKEN.

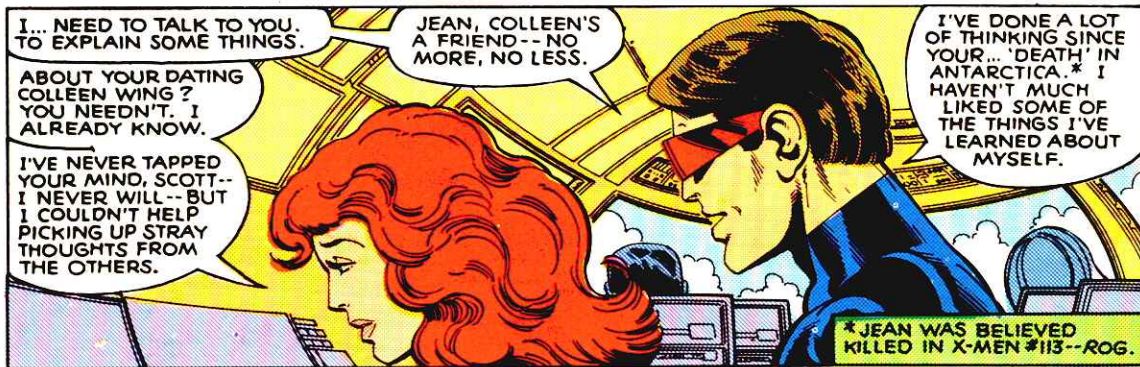


BUT THE ALTERNATIVE IS  
SO INCREDIBLE -- CAN I  
ACTUALLY BE PSYCHICALLY  
SHIFTING IN TIME, RELIVING  
THE LIFE OF ONE OF  
MY ANCESTORS?



I SUPPOSE,  
FOR THE POWER  
OF PHOENIX,  
ANYTHING IS  
POSSIBLE. THAT  
SCARES ME.







THEY SPEND THE REST OF THE FLIGHT TOGETHER-- SOMETIMES TOUCHING, SOMETIMES KISSING...

... BUT MOSTLY JUST TALKING WITH AN EASE THEY'D NEVER KNOWN BEFORE, THEIR DIALOGUE CONTINUING EVEN AFTER CYCLOPS TAKES THE "BLACKBIRD'S" CONTROLS TO BEGIN THE DESCENT TO THE X-MEN'S HOME/SCHOOL/HEADQUARTERS.

BECAUSE OF THE TELEPATHIC RAPPORT SHE'S ESTABLISHED BETWEEN THEM, JEAN IS THE FIRST TO REALIZE THAT SOMETHING'S WRONG...

CYKE, WHAT'S UP?!

INTRUDER ALERT, WOLVERINE! SENSORS HAVE PICKED UP SOMEONE INSIDE THE HOUSE. THE READINGS ARE ALL SCRAMBLED, THOUGH--

-- CAN'T TELL IF IT'S FRIEND OR FOE.

... AS CYCLOPS SUDDENLY SKIDS THE SLEEK AIRCRAFT INTO A SILENT TOUCHDOWN DIRECTLY BEHIND THE MANSION, INSTEAD OF AT THE X-MEN'S HIDDEN LANDING FIELD, OVER A MILE AWAY.

"SO WE'RE GOING TO ASSUME IT'S TROUBLE!"

AS THINGS TURN OUT, HOWEVER...

... IT'S QUITE THE OPPOSITE.

PROFESSOR XAVIER-- YOU'RE BACK!

IN THE FLESH, STORM.

GREETINGS, MY X-MEN. IT IS SO VERY GOOD TO SEE YOU AGAIN-- TO KNOW THAT YOU ARE ALL ALIVE AND WELL.

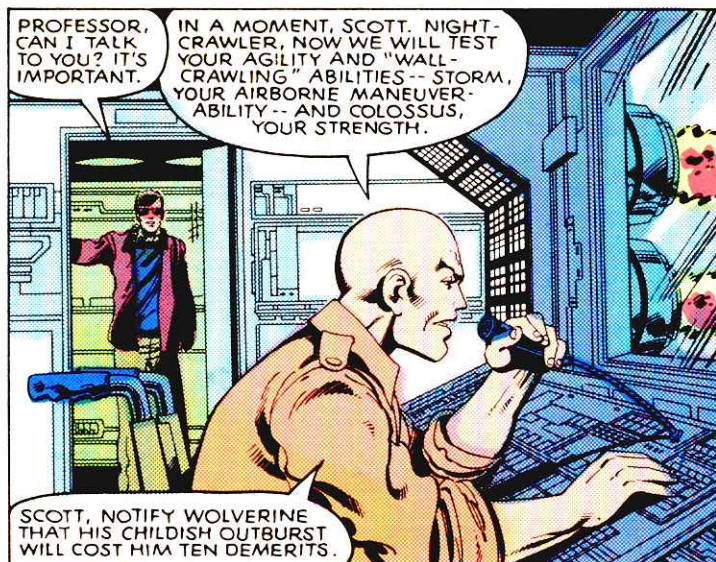
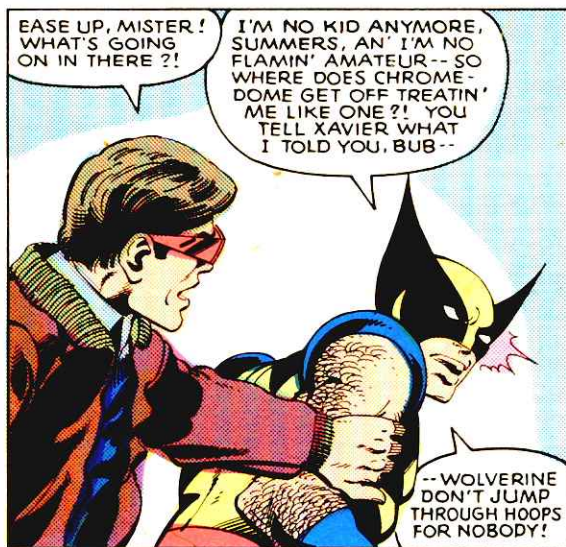
CHARLES XAVIER TRIES TO CONTINUE, BUT WORDS FAIL HIM.

OVER THE YEARS SINCE HE FOUNDED THE X-MEN, HE HAS COME TO REGARD HIS YOUNG MUTANT CHARGES-- BOTH OLD TEAM AND NEW-- MORE LIKE HIS CHILDREN THAN HIS STUDENTS.

LOOKING AT THEM NOW, HE REALIZES JUST HOW GLAD HE IS TO BE HOME, SURROUNDED BY THOSE HE LOVES.



THE DAYS THAT FOLLOW ARE QUIET,  
LAZY-- PERFECT FOR RELAXATION  
AND... REFLECTION...

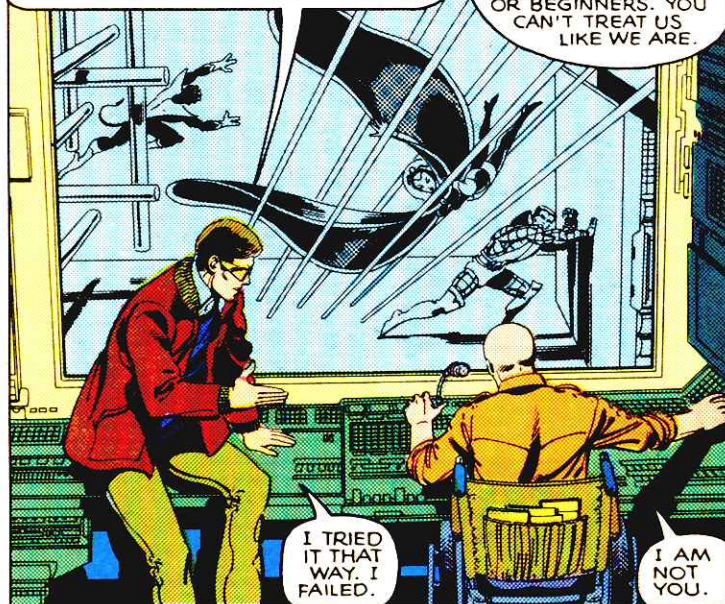




TEN-- OR TEN THOUSAND, PROFESSOR-- I DOUBT THEY'LL MEAN ANYTHING TO HIM. WOLVERINE'S A GROWN MAN, WITH YEARS OF EXPERIENCE AND TRAINING IN THE USE OF HIS POWERS. THE SAME IS TRUE FOR STORM, MYSELF, AND JEAN.

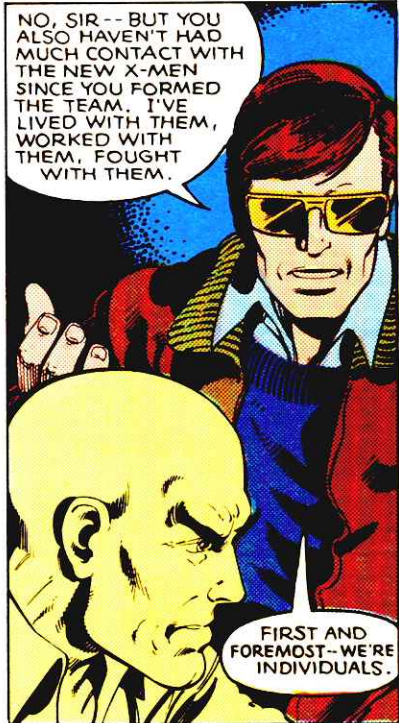
THE ORIGINAL X-MEN WERE TEEN-AGERS-- WITH NO IDEA HOW TO COPE WITH THEIR MUTANT ABILITIES. WE'RE NOT TEEN-AGERS-- OR BEGINNERS. YOU CAN'T TREAT US LIKE WE ARE.

NO, SIR-- BUT YOU ALSO HAVEN'T HAD MUCH CONTACT WITH THE NEW X-MEN SINCE YOU FORMED THE TEAM. I'VE LIVED WITH THEM, WORKED WITH THEM, FOUGHT WITH THEM.



I TRIED IT THAT WAY. I FAILED.

I AM NOT YOU.



FIRST AND FOREMOST--WE'RE INDIVIDUALS.

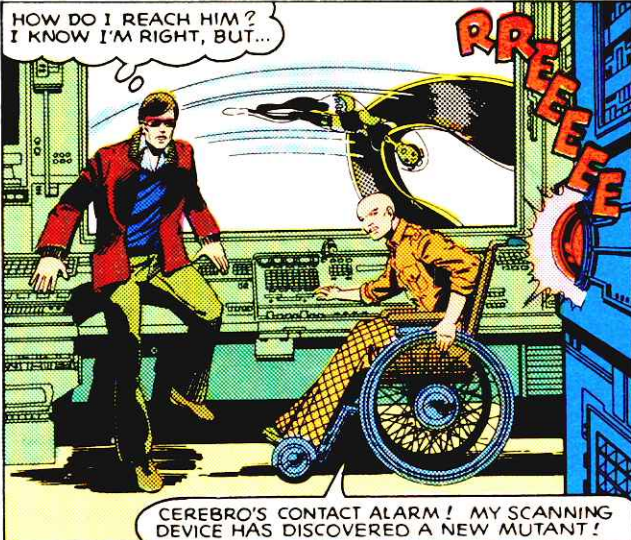
WE CAN'T MESH INTO THE SAME KIND OF TEAM AS THE ORIGINAL X-MEN, BECAUSE WE'RE NOT THE SAME KIND OF PEOPLE.

FORGIVE MY BLUNTNESS, SCOTT, BUT TO ME THAT BETOKENS A FAILURE OF LEADERSHIP ON YOUR PART. THIS... ANARCHY IS A RESULT OF YOUR FAILURE TO TEACH THESE MUTANTS HOW TO BE A TEAM.

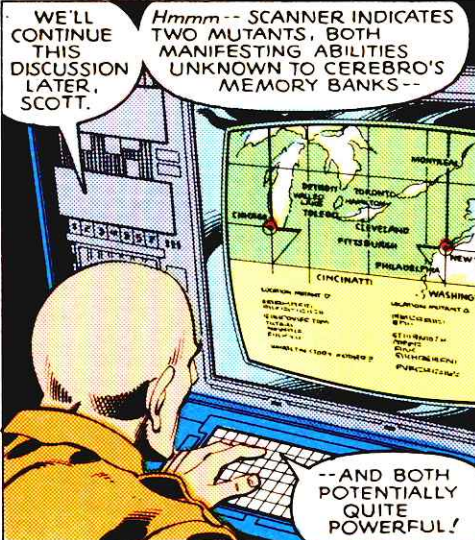
PROFESSOR... WE ARE A TEAM!

QUIET! YOU'RE CORRECT, I HAVE BEEN REMISS IN MY DUTIES. I HAVE NOT TAUGHT THE NEW X-MEN-- IN PART BECAUSE I TRUSTED YOU TO TAKE THAT RESPONSIBILITY. THAT LAPSE WILL BE SPEEDILY RECTIFIED.

HOW DO I REACH HIM? I KNOW I'M RIGHT, BUT...



CEREBRO'S CONTACT ALARM! MY SCANNING DEVICE HAS DISCOVERED A NEW MUTANT!

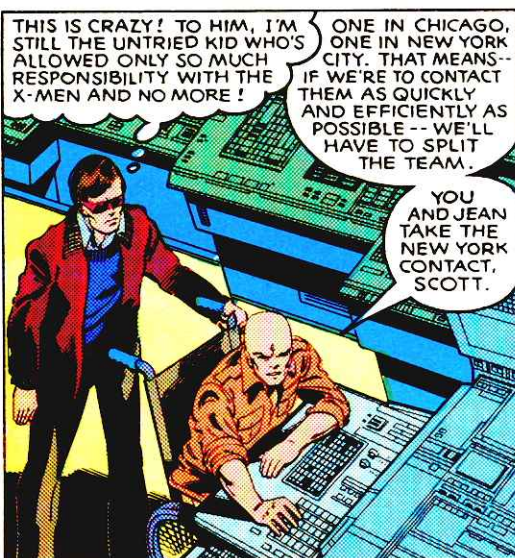


WE'LL CONTINUE THIS DISCUSSION LATER, SCOTT.

Hmmm-- SCANNER INDICATES TWO MUTANTS, BOTH MANIFESTING ABILITIES UNKNOWN TO CEREBRO'S MEMORY BANKS--

--AND BOTH POTENTIALLY QUITE POWERFUL!





THIS IS CRAZY! TO HIM, I'M STILL THE UNTRIED KID WHO'S ALLOWED ONLY SO MUCH RESPONSIBILITY WITH THE X-MEN AND NO MORE!

ONE IN CHICAGO, ONE IN NEW YORK CITY. THAT MEANS-- IF WE'RE TO CONTACT THEM AS QUICKLY AND EFFICIENTLY AS POSSIBLE-- WE'LL HAVE TO SPLIT THE TEAM.

YOU AND JEAN TAKE THE NEW YORK CONTACT, SCOTT.

I'LL TAKE COLOSSUS, STORM AND WOLVERINE OUT WITH ME TO CHICAGO. I WANT TO SEE HOW THEY OPERATE IN THE FIELD.



MOST IMPRESSIVE, GENTLEMEN.

POOR XAVIER. IF ONLY HE KNEW...

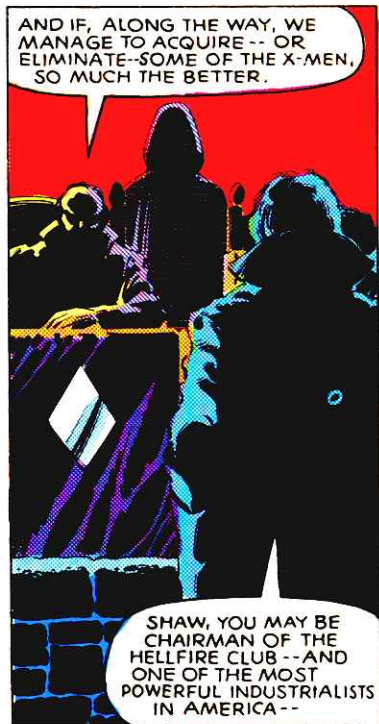


... THAT THE HELLFIRE CLUB HAS A TAP ON HIS PRECIOUS CEREBRO, AND THAT EVERY SCRAP OF DATA IN ITS MEMORY BANKS IS OURS FOR THE ASKING. YOUR MAN, WARHAWK, DID HIS BUGGING WORK WELL. \*

WHAT'S YOUR NEXT MOVE, SHAW?

WE'LL CONTACT THOSE MUTANTS, JUST AS XAVIER PLANS TO -- ONLY THE HELLFIRE CLUB WILL GET THERE FIRST. AND RECRUIT THEM -- BY HOOK OR BY CROOK.

\* FOR THOSE OF YOU WHO WONDERED WHO SICKED WARHAWK ON OUR MERRY MUTANTS BACK IN X-MEN #110, AND WHY-- WELL, NOW YOU KNOW -- ROG.



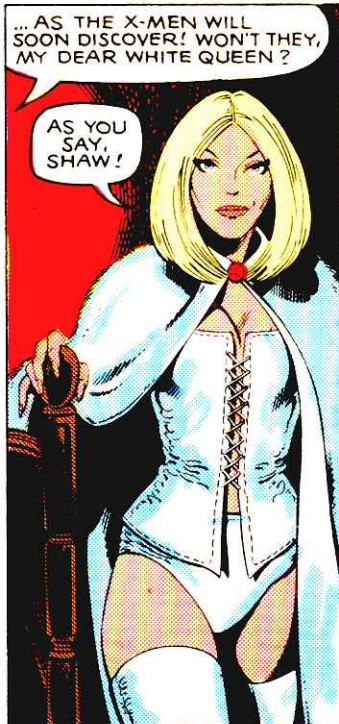
AND IF, ALONG THE WAY, WE MANAGE TO ACQUIRE-- OR ELIMINATE-- SOME OF THE X-MEN, SO MUCH THE BETTER.



-- BUT IF YOU THINK THE X-MEN ARE GOING TO BE PUSH-OVERS, THINK AGAIN! FAR BETTER MEN THAN YOU HAVE PLEDGED THEIR DESTRUCTION...

... YET THE X-MEN ARE STILL HERE. THEY ARE DANGEROUS!

SO ARE WE, WYNGARDE...



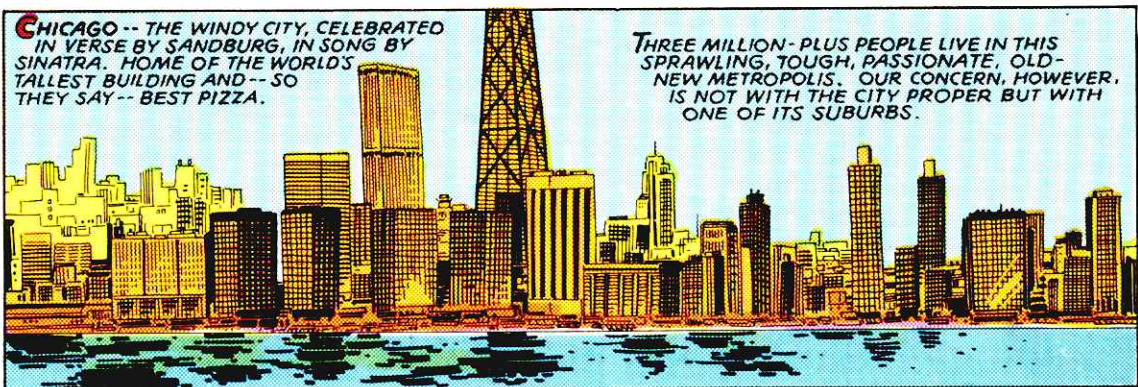
... AS THE X-MEN WILL SOON DISCOVER! WON'T THEY, MY DEAR WHITE QUEEN?

AS YOU SAY, SHAW!

SHAW, YOU MAY BE CHAIRMAN OF THE HELLFIRE CLUB -- AND ONE OF THE MOST POWERFUL INDUSTRIALISTS IN AMERICA --



**CHICAGO**-- THE WINDY CITY, CELEBRATED IN VERSE BY SANDBURG, IN SONG BY SINATRA. HOME OF THE WORLD'S TALLEST BUILDING AND--SO THEY SAY-- BEST PIZZA.



THREE MILLION-PLUS PEOPLE LIVE IN THIS SPRAWLING, TOUGH, PASSIONATE, OLD-NEW METROPOLIS. OUR CONCERN, HOWEVER, IS NOT WITH THE CITY PROPER BUT WITH ONE OF ITS SUBURBS.

SPECIFICALLY, **DEERFIELD**-- LOCATED ROUGHLY 25 MILES NORTHWEST OF THE LOOP-- WHERE, ON CENTRAL AVENUE, THIS FINE SUMMER AFTER-NOON...



... **KATHERINE PRYDE** IS HEADING HOME FROM DANCE CLASS. SHE'S 13 YEARS OLD, GOING ON FOURTEEN--

-- AND HER WORLD IS SLOWLY FALLING APART.



HI, MOM!  
HI, DAD!

KITTY, COME IN HERE A MOMENT, WILL YOU?

KITTY, THIS IS **Ms. FROST**. SHE REPRESENTS A VERY GOOD SCHOOL IN MASSACHUSETTS...

HELLO, KATHERINE. I'M SURE WE'RE GOING TO BE GREAT FRIENDS.

HI.

ARE YOU ALL RIGHT, PRECIOUS? YOU'RE HOME AWFULLY EARLY.

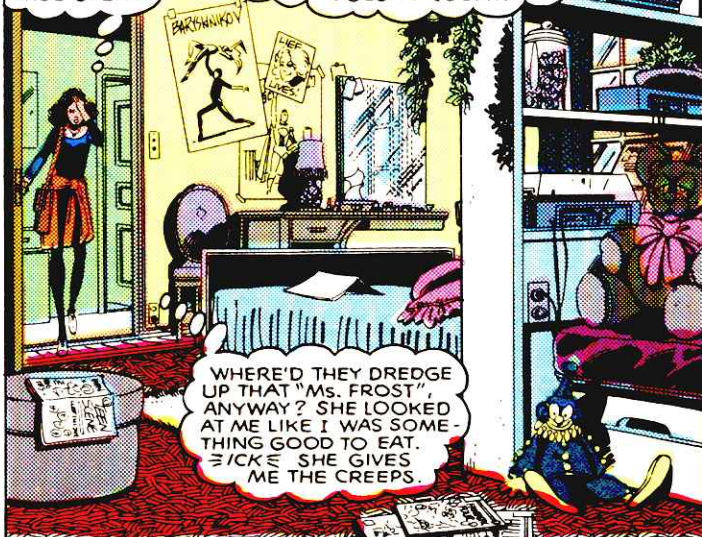


I HAD ANOTHER ONE OF THOSE DARN HEADACHES.

YOU GO UPSTAIRS AND LIE DOWN. I'LL BRING YOU SOME ASPIRIN IN A MINUTE.

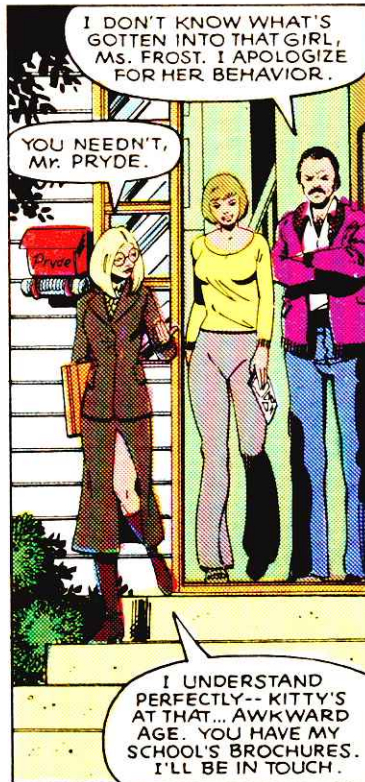
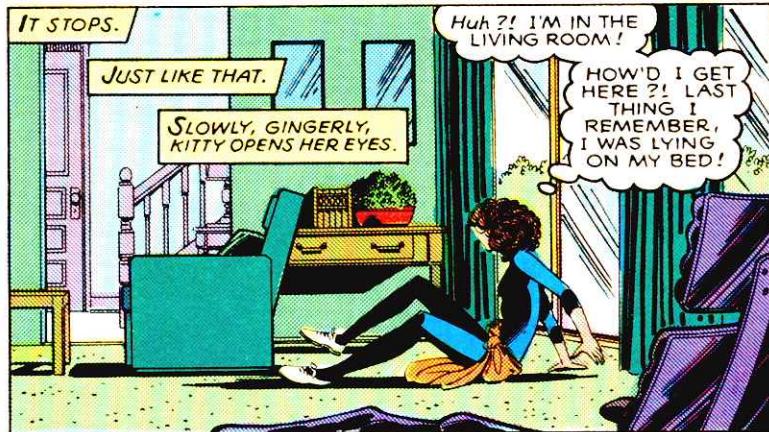
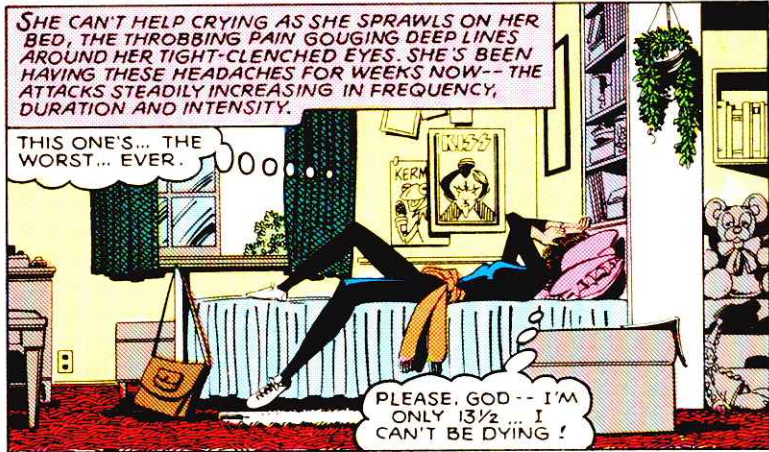
I DON'T NEED ASPIRIN, MOM. I NEED A NEW HEAD-- THIS ONE'S ABOUT TO BUST WIDE OPEN!

I GUESS MOM AN' DAD ARE SERIOUS ABOUT SPLITTIN' UP, IF THEY'RE TALKIN' ABOUT SENDIN' ME AWAY TO SCHOOL. I'VE TOLD 'EM I DIDN'T WANT TO GO-- I LIKE IT IN DEERFIELD, ALL MY FRIENDS ARE HERE-- BUT WHAT I WANT DOESN'T COUNT.



WHERE'D THEY DREDGE UP THAT "MS. FROST", ANYWAY? SHE LOOKED AT ME LIKE I WAS SOMETHING GOOD TO EAT. ~~EICK~~ SHE GIVES ME THE CREEPS.









THE FATHER LIKES MY SCHOOL-- THE MOTHER DOES NOT. I'LL HAVE TO MAKE SURE HIS VIEW PREVAILS.

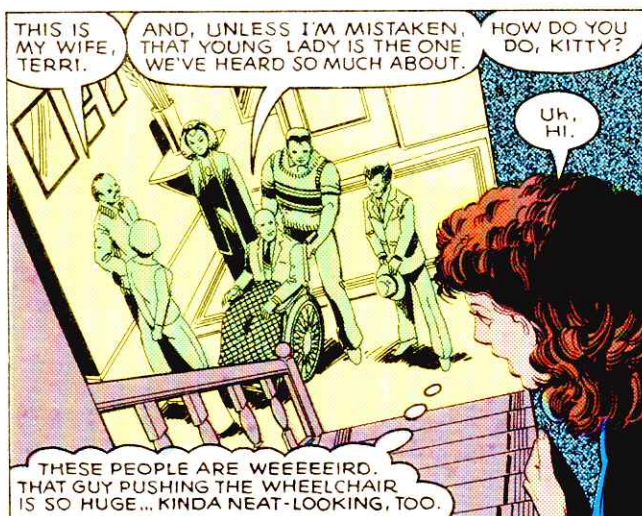
WELL, LOOK WHO'S HERE-- XAVIER AND THREE X-MEN. RIGHT ON SCHEDULE.

NICE LOOKIN' FRAIL. SOMETHIN' ABOUT HER SCENT, THOUGH-- RAISES THE HACKLES ON MY NECK. WONDER WHY?

MR. PRYDE, I'M CHARLES XAVIER...

Oh, YES-- FROM THE "SCHOOL FOR GIFTED YOUNGSTERS." PLEASED TO MEET YOU, PROFESSOR.

I'M CARMEN PRYDE, FOLKS. COME ON IN.



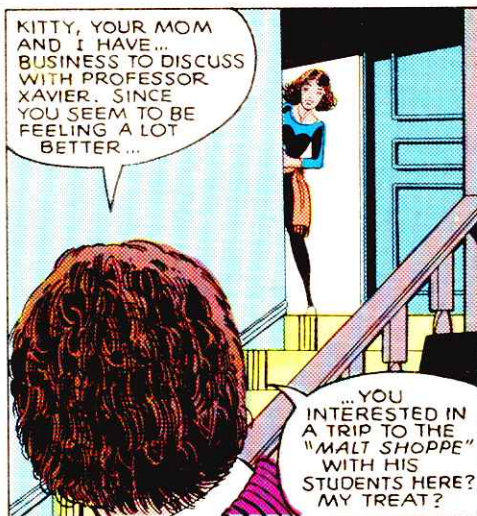
THIS IS MY WIFE, TERRI.

AND, UNLESS I'M MISTAKEN, THAT YOUNG LADY IS THE ONE WE'VE HEARD SO MUCH ABOUT.

HOW DO YOU DO, KITTY?

Uh, HI.

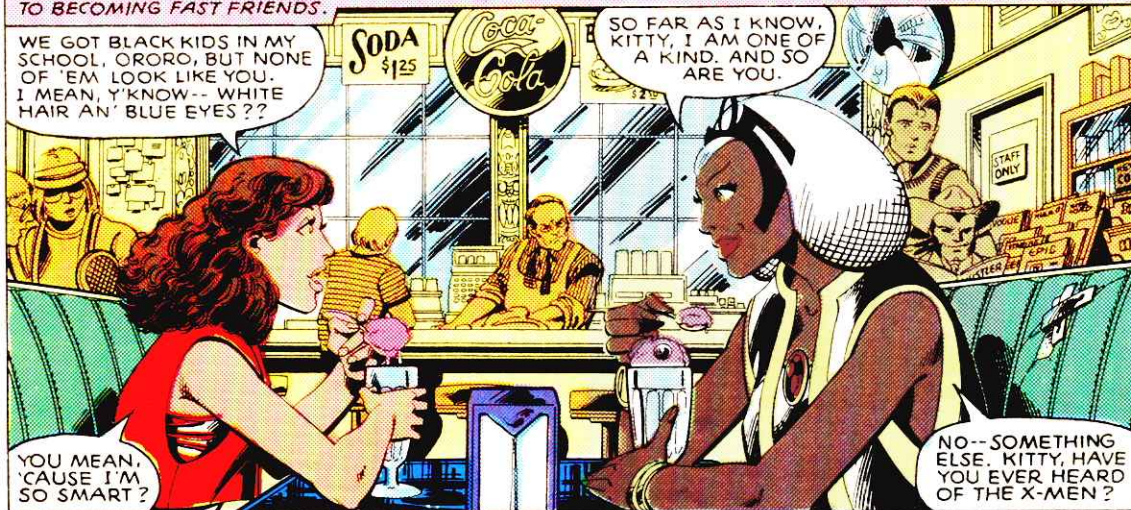
THESE PEOPLE ARE WEEEEEEIRD. THAT GUY PUSHING THE WHEELCHAIR IS SO HUGE... KINDA NEAT-LOOKING, TOO.



KITTY, YOUR MOM AND I HAVE... BUSINESS TO DISCUSS WITH PROFESSOR XAVIER. SINCE YOU SEEM TO BE FEELING A LOT BETTER...

...YOU INTERESTED IN A TRIP TO THE "MALT SHOPPE" WITH HIS STUDENTS HERE? MY TREAT?

AND SO, A REAL QUICK CHANGE, AN EIGHT-BLOCK WALK AND A TRIPLE-SCOOP, "SOOPER-DOOPER" ICE CREAM SODA LATER, A KID FROM MIDDLE AMERICA AND AN AFRICAN "GODDESS" ARE WELL ON THE WAY TO BECOMING FAST FRIENDS.



WE GOT BLACK KIDS IN MY SCHOOL, ORORO, BUT NONE OF 'EM LOOK LIKE YOU. I MEAN, Y'KNOW-- WHITE HAIR AN' BLUE EYES??

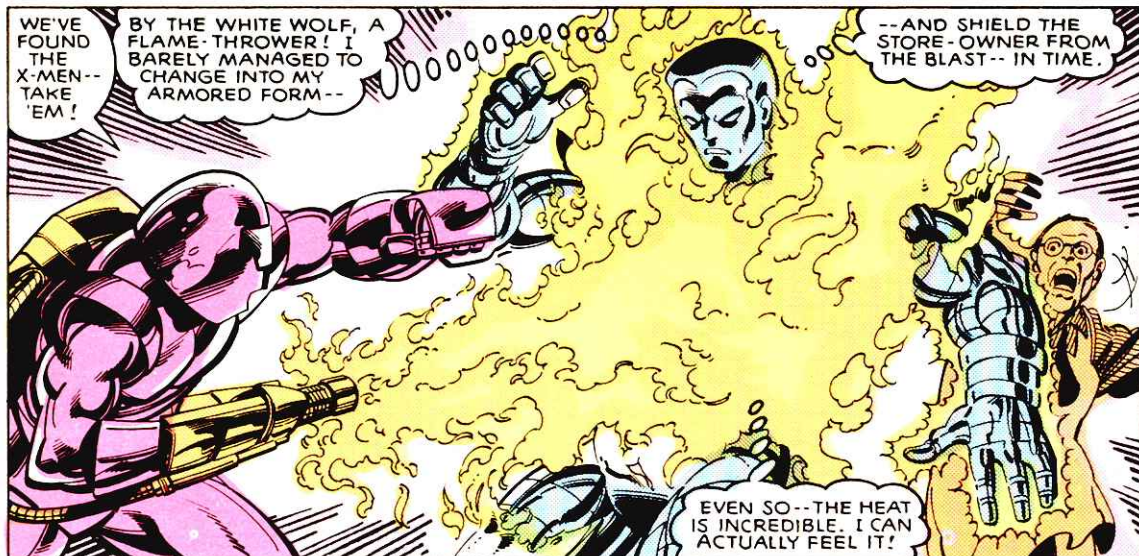
SODA \$1.25  
Cola

SO FAR AS I KNOW, KITTY, I AM ONE OF A KIND. AND SO ARE YOU.

YOU MEAN, 'CAUSE I'M SO SMART?

NO-- SOMETHING ELSE. KITTY, HAVE YOU EVER HEARD OF THE X-MEN?





WE'VE FOUND THE X-MEN-- TAKE 'EM!

BY THE WHITE WOLF, A FLAME-THROWER! I BARELY MANAGED TO CHANGE INTO MY ARMORED FORM--

--AND SHIELD THE STORE-OWNER FROM THE BLAST-- IN TIME.

EVEN SO--THE HEAT IS INCREDIBLE. I CAN ACTUALLY FEEL IT!



FELLAS-- I DUNNO WHO YOU ARE, AN', FRANKLY, I COULDN'T CARE LESS--

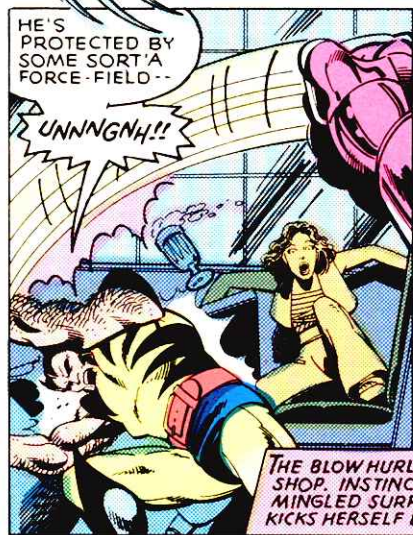
--BUT RIGHT NOW, YOU'RE THE ANSWER TO THE WOLVERINE'S PRAYERS!

AND, AT WOLVERINE'S COMMAND, GLEAMING ADAMANTIUM CLAWS POP OUT OF THE BACK OF HIS HANDS.



I'VE BEEN SPOILIN' FER A DECENT ROUGHHOUSE. I'M OBLIGED TO YOU CLOWNS FOR -- HEY!

MY CLAWS-- I DIDN'T EVEN TOUCH THE CREEP!



HE'S PROTECTED BY SOME SORT-OF FORCE-FIELD--

UNNGNGH!!



THAT KICK SENDS HER A LOT FARTHER THAN SHE'D ANTICIPATED.

YYIIII--!!

THE BLOW HURLS WOLVERINE THE LENGTH OF THE SHOP. INSTINCTIVELY-- AND WITH A YELP OF MINGLED SURPRISE AND FEAR-- KITTY PRYDE KICKS HERSELF BACKWARDS TO GET OUT OF THE WAY.



I... I'M OUTSIDE. I... PUSHED MYSELF... RIGHT THROUGH THE WALL. BUT-- THAT'S IMPOSSIBLE!

FEEL SO... TIRED... DIZZY-- NEVER FELT THIS WAY BEFORE. WANT TO STAY... AWAKE...

... BUT... CANNNN'T... \*



AND, INSIDE WHAT'S LEFT OF THE "MALT SHOPPE"...

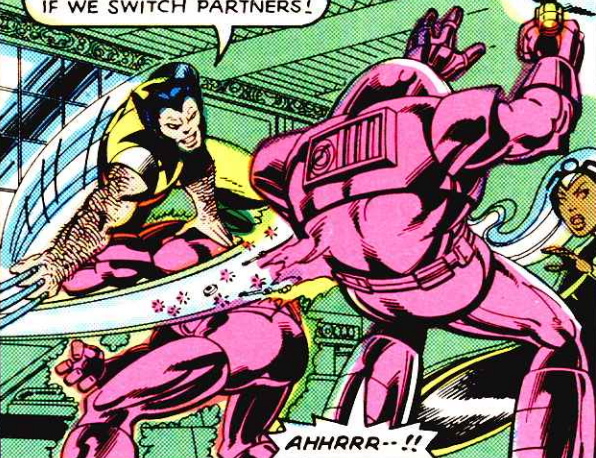
KITTY'S GONE! SHE MUST HAVE SLIPPED AWAY WITH THE STORE-OWNER AND THE OTHER CHILDREN. GOOD-- I'M GLAD SHE'S SAFE.

I WISH I COULD SAY THE SAME FOR ME. I'M HITTING THIS VILLAIN WITH ALL MY ELEMENTAL POWERS-- WIND, RAIN, LIGHTNING-- YET, FOR EVERY ATTACK, HE HAS A DEFENSE.

WOLVERINE AND COLOSSUS DON'T SEEM MUCH BETTER OFF.

STORM-- LISTEN UP! EACH O' THESE GONZOS SEEMS EQUIPPED TO COUNTER OUR SPECIFIC POWERS.

LET'S SEE WHAT HAPPENS IF WE SWITCH PARTNERS!



WOLVERINE'S IDEA WORKED! I'LL HANDLE COLOSSUS' FOE, THEN SEE IF MY LIGHTNING BOLTS CAN AFFECT THE LAST MAN'S FORCE FIELD.



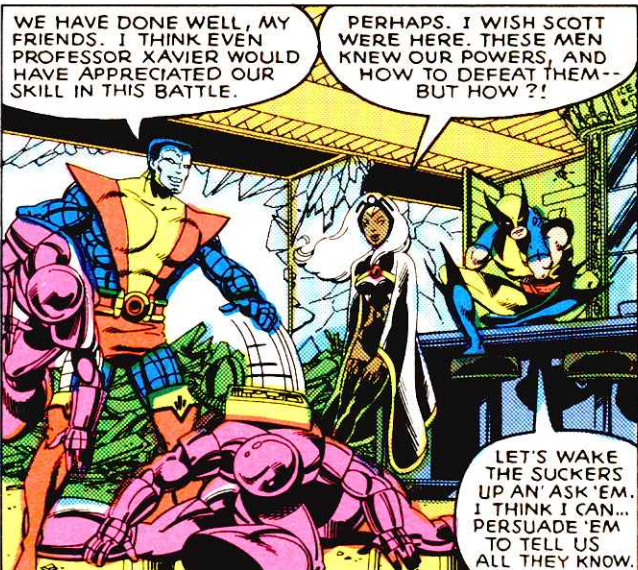
COLOSSUS FINISHES THE JOB.

PLEASANT DREAMS, TOVARISCH.



WE HAVE DONE WELL, MY FRIENDS. I THINK EVEN PROFESSOR XAVIER WOULD HAVE APPRECIATED OUR SKILL IN THIS BATTLE.

PERHAPS. I WISH SCOTT WERE HERE. THESE MEN KNEW OUR POWERS, AND HOW TO DEFEAT THEM-- BUT HOW?!

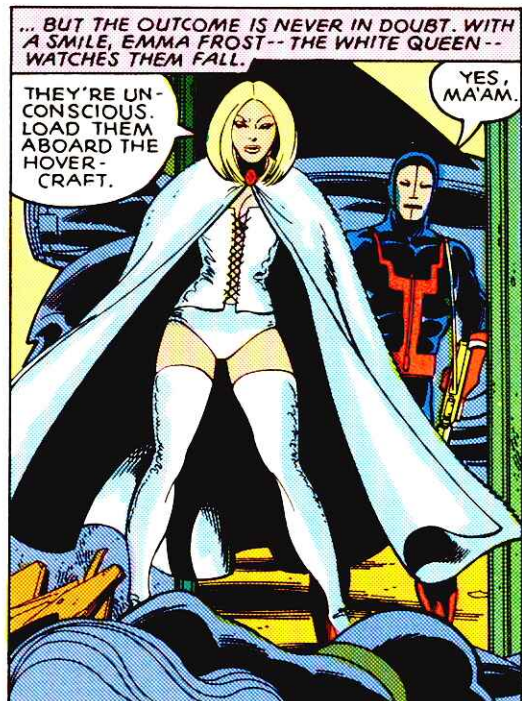






SUDDENLY... TELEPATHIC FORCE BOLT-- ASSAULTING OUR MINDS! SO... POWERFUL!

THEY FIGHT THE MENTAL AMBUSH USING PSYCHIC TECHNIQUES TAUGHT THEM BY PROFESSOR X AND PHOENIX...



... BUT THE OUTCOME IS NEVER IN DOUBT. WITH A SMILE, EMMA FROST-- THE WHITE QUEEN-- WATCHES THEM FALL.

THEY'RE UNCONSCIOUS. LOAD THEM ABOARD THE HOVER-CRAFT.

YES, MA'AM.



WYNGARDE WAS RIGHT-- THESE YOUNG PEOPLE KNOW THEIR BUSINESS.

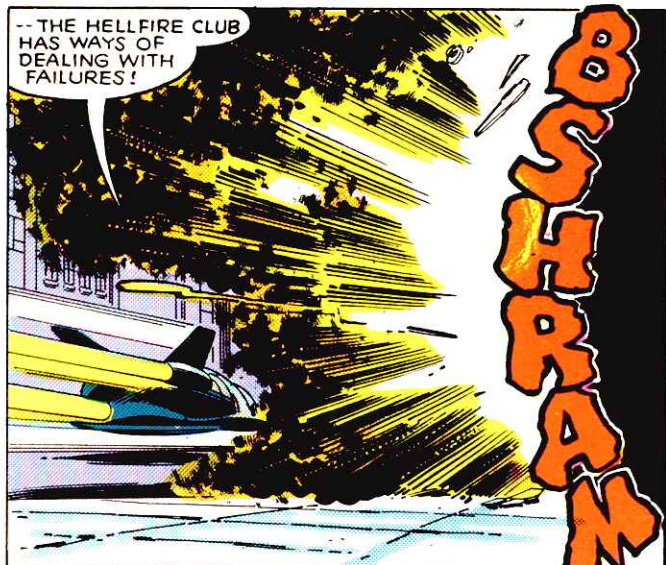
BUT THE HELLFIRE CLUB KNOWS EVERY FACET, EVERY PARAMETER, OF THEIR MUTANT POWERS: THEIR STRENGTHS, THEIR WEAKNESSES. HOW THEY FIGHT, HOW THEY THINK. THAT GIVES US AN UNBEATABLE EDGE.



LET'S GO. AFTER WE TURN THESE PRISONERS OVER TO THE LAB, WE'LL GO AFTER XAVIER HIMSELF, AND SEE IF WE CAN'T MAKE THIS A CLEAN SWEEP OF THE X-MEN.

YES, MA'AM. BUT WHAT ABOUT OUR THREE ARMORED UNITS? WE LEFT THEM INSIDE, AND--

Oh. DON'T WORRY ABOUT THEM, CUTLER--



-- THE HELLFIRE CLUB HAS WAYS OF DEALING WITH FAILURES!



THOSE MEN HAD POWER AND TRAINING SUFFICIENT TO DEFEAT THE X-MEN WITHOUT MY HELP. THEY BOTCHED THEIR JOB, AND NOW THE EXPLOSIVE CHARGES IN THEIR ARMOR HAVE REWARDED THEM FOR THEIR... "HANDY WORK".

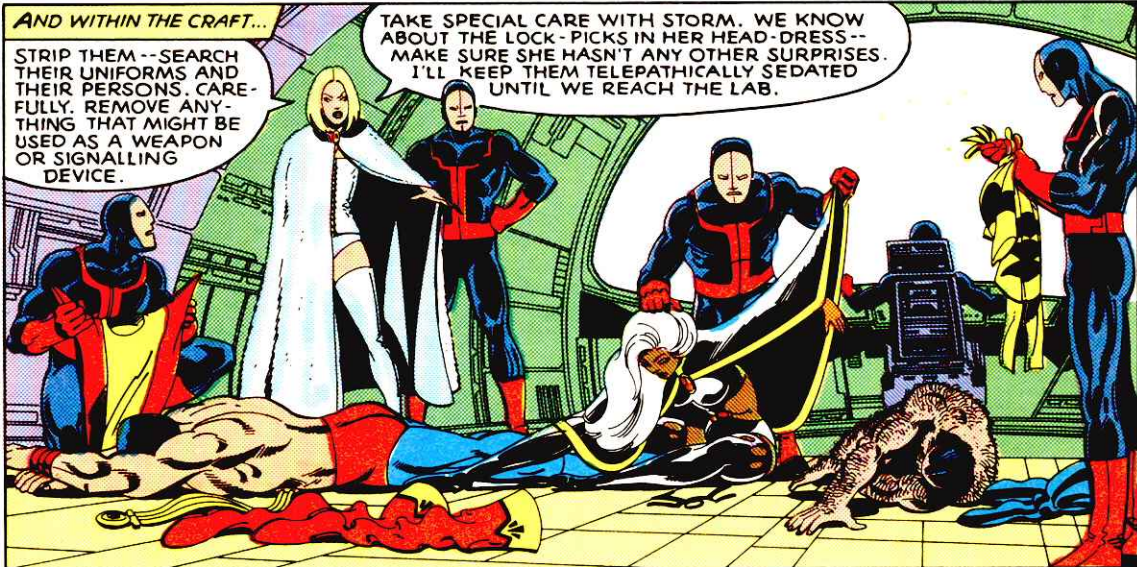
DON'T ACT SO SHOCKED, CUTLER! WE PAY GOOD WAGES, WE EXPECT OUR MONEY'S WORTH.

STAYING ON BACK ROADS TO AVOID DETECTION, THE HOVERCRAFT MAKES ITS WAY SWIFTLY DOWN THE LAKE SHORE TOWARDS ITS BASE-- A MASSIVE INDUSTRIAL PARK ON THE OUTSKIRTS OF CHICAGO.

AND WITHIN THE CRAFT...

STRIP THEM--SEARCH THEIR UNIFORMS AND THEIR PERSONS. CAREFULLY. REMOVE ANYTHING THAT MIGHT BE USED AS A WEAPON OR SIGNALLING DEVICE.

TAKE SPECIAL CARE WITH STORM. WE KNOW ABOUT THE LOCK-PICKS IN HER HEAD--DRESS--MAKE SURE SHE HASN'T ANY OTHER SURPRISES. I'LL KEEP THEM TELEPATHICALLY SEDATED UNTIL WE REACH THE LAB.



WHAT ABOUT THE GIRL--THE PRYDE KID?

SHE ESCAPED IN THE CONFUSION. THE X-MEN WERE ALWAYS OUR PRIMARY TARGET. NOW THAT WE HAVE THEM, SHE'LL KEEP.

WHEN WE WANT HER, WE KNOW WHERE TO FIND HER.

ACTUALLY, TO FIND KITTY, ALL THE WHITE QUEEN NEEDS TO DO IS TURN AROUND.

I DID IT! I CONCENTRATED--AN' I'M WALKIN' RIGHT THROUGH THIS WALL FROM THE REAR COMPARTMENT!

I FEEL TINGLY ALL OVER--BUT NOT AS TIRED AS THE LAST TIME. AN' MY HEADACHES ARE ALL GONE!

OH, NO! THAT CREEPY MISS FROST AND HER GOON SQUAD ARE HOLDING THE X-MEN PRISONERS. WHY... WHY DID I DECIDE TO SNOOP AROUND IN HERE?!

I... I GOTTA HELP 'EM, BUT HOW??? THESE GUYS HAVE GUNS--AND SUPER-POWERS.

AN' I'M... ALL ALONE.

NEXT

DEBUT OF THE

Dazzler!





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**MARVEL® COMICS GROUP**

# THE UNCANNY

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AUTHORITY



TA

**THE DRAMATIC DEBUT OF THE**

# DAZZLER!



02

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Cyclops, Storm, Nightcrawler, Wolverine, Colossus, Children of the atom, students of Charles Xavier, MUTANTS — feared and hated by the world they have sworn to protect. These are the STRANGEST heroes at all!

STAR LINE  
PRESENTS:

# THE UNCANNY X-MEN!

# Dazzler

ON LAM STREET, IN LOWER MANHATTAN —  
AT ITS FINEST, AND MOST ONE OF THE  
SLEETEST AND MOST FASHION CENTERS IN NEW  
YORK, THE BUILDINGS ARE COULDED NOW.  
COLUMBIAN HALL, CONSUMED AND DESTROYED TO  
LIVE HERE FLEET, THAT

IT'S HARDLY THE BEST  
OF NEIGHBORHOOD  
WHERE YOU'D EXPECT  
TO SEE A ROCK-ROCK  
AT ALL. EVERY  
ONE CAUGHT BY THE  
SILENTLY FLEET.

WELL, FOR  
BETTER OR  
WORSE, WE'VE  
ARRIVED.

ARE YOU  
SURE SCOTT?

CHARLIE  
CLAYBANK  
WRITER

JOHN  
BROWN  
EDITORIAL  
ON-PLANT

FRANK  
MULLIN  
PUBLISHER

JOHN  
MULLIN  
EDITOR

JOHN  
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JOHN  
MULLIN  
EDITOR



CONSIDERING THAT THEY REMEMBERED THEY DON'T LAUNCH THAT WE'RE COMING TO DELAND STREET UNTIL LATE THIS AFTERNOON, IT'S MORE THAN A LITTLE INTERESTING TO DISCOVER THAT THEIR X-GEN ARE STILL MATING.

ALL RIGHT, AS YOU KNOW, OUR MUTANT DETECTOR, CREEBER, PICKED UP TWO STRONG CONTACTS. PROFESSOR XAVIER AND THE OTHER X-MEN WENT TO CHECK OUT THE ONE IN CHICAGO. LEAVING US THE ONE IN NEW YORK.

CREEBER INDICATED OUR MUTANT WAS ON THE MOVE ALL DAY... UNTIL A COUPLE OF HOURS AGO, WHEN HE FINALLY SETTLED DOWN. HERE.

I DON'T SEE WHY YOU TWO ARE SO NERVOUS. THIS IS MY KIND OF NEIGHBORHOOD: LOTS OF SHADOWS, AND A LOT OF THINGS TO CLIMB ON.

CONTACT CONFIRMED... SPECIFIC DATA TO FOLLOW. SENSORS ON ALL SYSTEMS ACTIVE. THE HAZARD THREAT ALARM... SCOTT SUMMERS, A.K.A. CYCLOPE, TEAM LEADER. MUTANT ABILITY: SOLAR-INDUCED OPTIC BEAM. "I NEED FROM HIS EYES, CONTROLLED IN PART BY HIS RUBY QUARTZ VISION.

JERRY GALT, A.K.A. MARVEL GEL, A.K.A. RADIATION EXTRACTION. HIGH-LEVEL TELEKINESIS / TELEKINETIC.

OUR POTENTIAL UNKNOWN THREATS WITH EXTREME CARE.

MUST REMEMBER, A.K.A. SCOTT SUMMERS.

EXTRAORDINARY ATHLETIC ABILITIES -- AIDED BY UNUSUALLY DEXTEROUS HANDS AND FEET, AND A PRISHING TAIL. ALSO, SUBJECT CAN TELEPORT OVER SMALL DISTANCES, AND BECOMES NEARLY INVULNERABLE IN DEEP SHADOW.

ALERT THE ATTACK FORCE. WE'LL STRIKE AS SOON AS WE GET THE WORD FROM BASE. THOSE POOR GELS WON'T KNOW WHAT HIT 'EM.



ALL INFORMATION IS COMPLETELY UNCLASSIFIED BY THE ARCHIVES.



NIGHTCRAWLER IS, FOR OBVIOUS REASONS, THE IS AS FAR AS YOU GO.

STAY OUT HERE AND KEEP AN EYE ON THE ROAD. YOU SEE OR HEAR ANYTHING FURRY. LET ME KNOW-- FAST!

REACTING-THROU, SCOTT T



JUST GIVING CARPENTER IN MY OLD AGE. JEAN, WE DO THIS WAY.

YOU'VE BEEN ON ROAD OVER SPACE POSSIBLY FOR A RETURNED.

I KNOW, I GUESS I'D GOTTEN USED TO BEING ON MY OWN. TO BEING FOR X-GEN MY OWN WAY. BUT I'VE MADE MISTAKES-- BUT TO AVOID, EVERYTHING I'VE DONE IS WRONG. GET ON.



I KNOW, I GUESS I'D GOTTEN USED TO BEING ON MY OWN. TO BEING FOR X-GEN MY OWN WAY. BUT I'VE MADE MISTAKES-- BUT TO AVOID, EVERYTHING I'VE DONE IS WRONG. GET ON.

THOSE PEOPLE SEEM TO BE DOING MORE THAN WE DO.

SECRETLY, INSIDE



HEAVENLY WHAT A STENCH! I'LL BET THE PLACE HADN'T BEEN CLEANED SINCE IT WAS BUILT.

DO YOU HAVE ANY IDEA WHAT WE'RE LOOKING FOR?

NOT REALLY. OUR MUTANT COULD BE MALE OR FEMALE, YOUNG OR OLD. WE HAVEN'T A CLUE TO ITS ABILITIES. ALL WE'RE SURE OF IS THAT IT'S A SINGLE PERSON, VERY POWERFUL, AND SOMEWHERE IN THIS... CLUB.



JEAN AND I GOT MY BUTT BORED. FORCE IN AN ALICE-POOR, BUT-ARE THAT STING THE SENSE. TURN AT THE CORNER, AND WE'VE POSSIBLY FOUND THE MATHS ROOM. IT'S PROBABLY TO SAY IN ANYTHING LESS THAN A SHOW.

WELL, WE JEAN, IS TWO WHERE OLD ESCAPE GO TO BE?

AUTOMATICALLY, JEAN JAMPS INTO A TELEPHONE KIOSK WITH SCOTT, USING THE HAND-LINE TO COMMUNICATE WITH HIM IN COMPLETE PRIVACY.



FROM THE FORK, BOTH JARVIS REALIZE THAT THE DISCO ISN'T A VERY NICE ONE.

WHAT KIND OF VILLAIN ARE WE GOING TO FIND IN A PLACE LIKE THIS?

OH, WELL... HE WON'T KNOW TILL WE FIND HIM. OR HER, OR IT. I THINK WE'LL GO EITHER IF WE DON'T GO. JEAN, YOU SORT THE FACED WITH YOUR PSI-POWERS.

I'LL USE MY HOPPER.

THERE'S A MARIO COOPER-BUILT AND DISGUISED WITH ALL THE DATA THE MAIN LIGHT RECORD ABOUT OUR INSTANT.

THE MOMENT I COME ANYWHERE NEAR HAS, THE WATCH ALARM WILL START BEEPING.

FROM THE SCENE WITH YOUR PSY-POWERS, I THAT'S BASED SAID THAN COME, SCOTT. I CAN'T SCREEN OUT EVERYONE'S THOUGHTS. SOME OF THE IMAGES I'M RECEIVING ARE SO... VILE.

BUT, I CAN HANDLE THAT. MOST OF ME ALMOST FIND THOSE THOUGHTS ATTRACTIVE.

AND, WHILE SCOTT AND JEAN SCOPY, CAREFULLY SEARCH THE STREET, ANOTHER CAR SHOWS AND HIDES IN HERE SOMEWHERE ELSE.



HE'S NOTICED THE SILVER TRUCK PARKED ACROSS THE STREET, OF COURSE...

AND, FORTUNATELY IT A MOMENT LATER, AFTER ALL, NOW IS HE TO KNOW THAT, INSIDE THE CITY.



WE'RE READY TO GO, AND, THANKS... WE CAN HIT 'EM ANYTIME.

EXCELLENT. NOW, THE ONLY THING YOU IS PROUD OF YOU.

ONLY A FEW BLOCKS DOWN FROM SURFACE FROM ANOTHER ANOTHER STORIES A BUILDING STORY... (AND THE DAY-- IS FAR LESS INNOCENT THAN IT APPEARS.



THIS IS THE... (AND THE DAY-- IS FAR LESS INNOCENT THAN IT APPEARS.



FOR 100 YEARS, IT HAS BEEN ONE OF AMERICA'S OLDEST, MOST EXCLUSIVE PRIVATE CLUBS. ITS MEMBERSHIP LIST READS LIKE A "WHO'S WHO" OF THE NATION'S SOCIAL, POLITICAL, AND ECONOMIC ELITE.



BUT WITHIN THE CLUB IS AN INNER CIRCLE OPEN ONLY TO A SELECT FEW—AN INNER CIRCLE WHO SEE THE CLUB AS AN AVENUE TO ACQUIRING POWER.

ONE MEMBER OF THIS INNER CIRCLE IS A MAN JEAN GEEB HAS COME TO KNOW AS JORDAN WYNKLEB.

JEAN: TWO OF THE X-MEN WHO JEAN LOVED ARE THE DEADDEST. MARCH BACK—BEHIND—MARCH BACKWARD. MEMBERS OF THE TEAM. THEY'RE NOT TO BE TAKEN LIGHTLY.



NEITHER IS *DESTRUCTION CLUB*.

I DON'T BUILD A BILLION DOLLAR EMPIRE FROM NOTHING BY MAKING MISTAKES. WYNKLEB. ON BY UNDERESTIMATING MY OPPONENTS.



WE'VE DONE NOTHING WELL AGAINST THE X-MEN SO FAR.

YES, BUT TO CAPTURE THEM ALL YOU'LL BELIEVE IT. SHOW WHEN I SEE IT.



IN THE MEANTIME, I'LL CONTINUE TO WORK ON SUBVERTING MR. GEEB...

...AND GATHERING HER—OR HER OWN FEEL WELL—INTO OUR FOLD.



HOW IS YOUR PLAN PROGRESSING, BY THE WAY? DO YOU THINK YOU HAVE A CHANCE OF SUCCESS?

NOT THINK, SHAW... I KNOW THE YOUNG LADY HASN'T REALIZED IT YET, BUT SHE'S WINE—BODY AND SOUL!

AS YOU SAID, I'LL BELIEVE IT WHEN I SEE IT.



NO SOONER ARE WYNKLEB AND DEATHED, THAN...

GOOD EVENING, SHAW.

EXACT! HOW FARES MY DARLING WIFE, SHAW? IS ALL WELL IN CHICAGO?



ENJOY HOURS OF ACCESS TO THE REST, IN A MASSIVE INDUSTRIAL COMPLEX ON THE OUTSKIRTS OF THE WINDY CITY. SAME GOES FOR WHITE GUYS — WINKING BACK HER HEAD AND LAUGHING.

IT COULDN'T BE BETTER, AS YOU CAN SEE, COLDESTAR, WINTERMAN, STORMER, AND THE X-MEN'S METHOD. CHARGED XAVIER HANDLES, ARE ALL QUITE HELPLESS.

XAVIER IS UNDER ELECTRO-SLEEP CONTROL, WHILE THE MURDERER HELDS BABY INTO THEIR CAGES, KEEP THE OTHERS FROM USING THEIR POWERS.

VERY GOOD! WHAT ABOUT THE NEW-BORN BABY SCOUTS?

SHE... WAS THE ONE THAT GOT AWAY. HER NAME IS KATHYDINE PRYDE. SHE'S A CHILD. WE DON'T YET KNOW HER POWERS.

WE NEEDN'T WORRY ABOUT HER, THOUGH. I THINK I CAN... PERSUADE HER FATHER TO ENROLL HER IN MY GLASSBORO'S ACADEMY. AFTER ALL, IT IS ONE OF THE MOST PRESTIGIOUS PRIVATE SCHOOLS IN THE COUNTRY.

AND ONCE SHE'S THERE, SHE'S OBLIVIOUS FOR THE TAKING!

AS THE TWO VILLAINS SAID, NO ONE IN THE MULTIFLOOR CHAMBER NOTICED A SUDDEN, EIGHT-FT-6 IN THE AIR...

THAT MARKED THE UNDERDOOR ENTRANCE OF KUTTY PRYDE.

I DID IT AGAIN!

I THOUGHT REAL, MAAD... AND I WALKED RIGHT THROUGH THAT WALL, LIKE IT WASN'T EVEN THERE! IT GETS EASIER EACH TIME I DO IT, TOO!

OHAY, I'VE BRACK MY WAY INTO HERE...

...WHAT THE HECK DO I DO NOW???



**CRAY HOLDS DEAD. IT HAD SPURRED LIFE JUST ANOTHER ORDINARY DAY IN THE LIFE OF A BOY WHO WOULD HAVE FALLEN ASHORE, HER PARENTS HERE CALLED HIM SON, AND WITH PARENTS WHO WERE BLESSED BY A SENSE OF STRAIGHT THINKING, FROM COLORADO HIDEOUTS.**



HIS OBJECTIVE TO THE CLERGY -- HEAVY REVEREND  
LATER ARRIVED TO TRY TO SECURE HIS FISHING  
"SCHOOL FOR GIFTED YOUNGSTERS" -- WAS CLING  
THE OPPOSITE, HOWEVER HIS SPOOKY, COLLOQUIAL  
AFTER 1950



The four young people were laughing for  
 almost 2000 ft. at a nearby, small, lake -- while  
 the other four stayed on the muddy, swampy --  
 nearly 1000 ft. wide, at least 50 ft. deep, in the  
 lake.



UNTIL, WITHOUT WARNING, THE WHITE GUARDS  
SILENTLY ATTACKED THEM AND MADE THEM  
OUT. WHITE MEN GOING CARRIED THE LANCET  
ARMY AROUND A BATTING BOMBARDIER.



I COULD'VE HAD MY HEAD  
EXAMINED, THINKING I CAN  
FIGHT THE MONSTER ALL BY  
MYSELF BUT THE DOCTOR  
TO DO SOMETHING.



FROM WHAT I'VE  
HEARD, ONCE THEIR CRIMES  
ARE DONE WITH THE EARTH,  
THEY'LL BE COMING  
AFTER ME."



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WHO? T. KITTY?

SEEMINGLY...

KEEP IT DOWN FOR CATHERINE! OUT LOUD! I DON'T WANT YOU TO HEAR WHAT I DO!



I DON'T KNOW... IT'S TO GOOD TO BEHOLD!

THE SPARKER FIELD MUST BE AFFECTING MY MIND... AS WELL AS MY POWERS... WHEN WE WERE CAPTURED, WE WERE SEARCHED TO THE SKIN. THEY TOOK MY LOCKERS, BUT...

WHAT? THEY ACCUSED THIS TAG WORKED INTO THE FABRIC OF MY COSTUME!



MR. PROCT-- THERE'S SOMEBODY BY THE CAGES! IT'S A HED!



KITTY, TAKE THIS! SEND A TELEPHONE AND CALL THE NUMBER. I'M GIVING YOU TELL WHOLEST ADVISERS WHAT'S HAPPENED.

RUN FOR IT, LITTLE ONE! GET OUT OF HERE!



KITTY RUSHES FOR THE BACK OF THE ROOM, HEADING AWAY FROM THE EXIT DOORS. THE WHITE GUARD AGENTS IN HOT PURSUIT...



YOU'RE WASTING YOUR TIME! YOU'VE GOT TO BE QUICK! YOU'VE GOT TO BE QUICK! YOU'VE GOT TO BE QUICK! YOU'VE GOT TO BE QUICK!

THAT WITHOUT BREAKING STRIDE KITTY SAID AN INSTINCTIVE DEEP BREATH... AND DROVE THROUGH THE DOORS!



RIGHT?

THAT'S WHY THE GUARD AGENTS... SHE DROVE US AWAY FROM THE DOORS!

CRENS! BY THE TIME THEY REACH THE LEVEL BELOW THE GEL, COLLECT ANYWHERE...

SEAL THE COMPLEX! ORGANIZE SEARCH TEAMS! I WANT KITTY REVEAL ROUND-- AT ONCE!









WILT THOU, JASON, HAVE THIS WOMAN TO BE THY WEDDING WIFE? WILT THOU LOVE HER, CHANGEST HER, HONORST AND KEEPEST IN CHASTITY, AND IN HEALTH AND FORTUNE, ALL OTHERS, KEEP HER ONLY UNTO HER, SO LONG AS YE BOTH SHALL LIVE?



I WILL.

WILT THOU, LADY JEAN, HAVE THIS MAN...?

OH, YES! YES!!

JOHN PAUL, AND CAROLINE, WERE GLORIOUS WITH AN ELEGANT, DAZZLING COAT. THE JEWELRY HONORED THE CELEBRITY...



I PRODUCE THAT THEY BE MAN AND WIFE! SEE, YOU HAVE KISS THE BRIDE.

YOU'RE ALIVE FROM BRIDAL, SOUND TO ME TILL THE END OF TIME!

WEDD, I SHOULD NOT HAVE IT ANY OTHER WAY!

MARRIAGE, GENTLEMEN - LADIES -- ON THE BELIEF OF GOD... I GIVE YOU THIS MAN TO YOUR BLACK QUEEN!



A LONG, LONG, LONG!!

THE BURNED, BRICKWORK CHURCH WEDD EXPLODES WITH CHARGE, BUT JOHN HEARS NONE OF THEM...



AS EVERY FIBER OF HER BEING IS DESTROYED BY A PHYSICAL AND EMOTIONAL TORN MARE, THE LINE OF WHICH SHE HAS NEVER KNOWN.



AS IT BEGINS TO FALL, THE TERROR ENDS.

WITNESS



SCOTT  
LIT AND  
RESEARCH

BUT FROM SO I REALIZED I WAS NOT EVEN CLOSE WHAT HAPPENED TO MYSELF I DID AN ANCESTOR OF MINE HARRY AN ANCESTOR OF MY GRANDFATHER'S T. AND THAT CERTAINLY — THOSE DISTRICTS WERE MADE UP OF NEGROES

HILL 0-6 177

1000000

I'VE NEVER SEEN HER  
ACT LIKE THAT--IT WAS  
AS IF SHE WANTED JEAN  
AT ALL. ONLY SOMEONE  
WHO LOOKED LIKE HER

Figure 1

LARRY AN' GERRILYN—  
HENCE THE HONEY YOU  
ALL BEEN SAYING'S SWEET

**DAZZLER!**

The room should be dry and painted by the time the subject is ready to be placed in the machine. Any electric wiring



A group of developers, headed by a Microsoft developer, is developing a software that prints in color, with 3D and motion to make a real-looking 3D effect.

PDF GENERATED BY PDFELEMENT.COM

WOW! I KNOW  
LITTLE ABOUT  
CHICKS, BUT  
THIS LADY IS  
GOOD!

ANY WATCH--THE ALARMING BLEEDING--THE ANNOYING--CENSURE SCANNER--HAD FINALLY--FOUNDED--OUR--PAIN--SOLUTION.

000-07 6-13-85

CURTAIN, THE NIGHT IS STILL QUIET AND, FOR RIGHT NOW, NO ONE'S ASLEEP. BUT, HE'S WONDERING HOW MUCH LONGER JOOT AND JENNY ARE GOING TO LAST...

## BRANDING

1. **Customer Name**  
 2. **Address**  
 3. **Phone Number**  
 4. **Product Details**  
 5. **Price**  
 6. **Quantity**  
 7. **Total**  
 8. **Remarks**

















HE'S CAPTIVATED! I DON'T WANT TO "BATTLE" HIM SO HARD-- I'VE NEVER INTENTIONALLY USED MY POWERS TO HURT ANYONE BEFORE. I DON'T KNOW.

THE COMPUTER DIDN'T LIE, SARA-- YOU ARE POWERFUL.

SHADE--THE OTHER ONE!



CONSIDER YOURSELF LUCKY ANY REMAINS OF YOUR MIND WERE LEFT!

I KNOW THE LIFE OF A DISCO QUEEN WOULD BE EXCITING-- BUT THIS IS RIDICULOUS!

GOT TO KEEP MOVING! I DON'T KNOW WHAT THAT TAP BEAM IS AND I'D RATHER NOT FIND OUT!



DADDY'S TAP BEAM REACHED THE GROUND WITH THE GUN AND I CRUMBLER.

I'M FREE TO USE MY POWERS AGAIN!

THANKS, PROBABLY.



IT WAS GETTING A LITTLE HARD TO BREATHE IN THERE.

YOU TRY-BLATED TERRORS HAVE HAD YOUR CHANCE-- NOW IT'S THE WOMEN'S TURN!

AND WITH THE SUPPORT OF MY PRODIGY, I'VE GOT YOU-- THE WRESTLER! MAAAAAHHHHH! MAAAAAHHHHH! MAAAAAHHHHH! MAAAAAHHHHH! MAAAAAHHHHH! MAAAAAHHHHH! MAAAAAHHHHH! MAAAAAHHHHH! MAAAAAHHHHH! MAAAAAHHHHH!



AS I EXPECTED, THE ARMOR BOUNDED MOST OF THE FORCE OF MY SHOTS SO THAT I WAS CHANNELLING SO MUCH ENERGY INTO SO TIGHTLY FOCUSED A BEAM IT KNOCKED THEM SILENTLY.

THAT NOISE-- NIGHTCRAWLER!

SOMEONE ANYBODY-- GIVE ME A HAND!







I WAS GOING TO  
MAKE JEAN TELL  
RACIALLY INTERMARRIED  
ONE OF THOSE  
STORIES

THE 2001-2002 season, I believe, has been the best in the history of the game. The weather was perfect, the food was great, the service was excellent, and the overall atmosphere was just what we needed. We had a great time and we hope to go back soon.

BUT AND A MIND -- PREOCCUPIED WITH A HOST OF FAR MORE PRESSING CONCERNS -- DIDN'T REGISTER IT  
 NORMAL, ONE DAY, HE WILL REMEMBER -- AND ACT UPON IT -- AND HE HESITATED THAT NIGHT.

By noon, however, it was well on its way late. For now, for the moment --

— **STUDY:** **REPORT** **1** **ANALYSIS** **2** **CONCLUSION** **3** **RECOMMENDATION** **4** **CONCLUSION** **5** **RECOMMENDATION** **6** **CONCLUSION** **7** **RECOMMENDATION** **8** **CONCLUSION** **9** **RECOMMENDATION** **10** **CONCLUSION** **11** **RECOMMENDATION** **12** **CONCLUSION** **13** **RECOMMENDATION** **14** **CONCLUSION** **15** **RECOMMENDATION** **16** **CONCLUSION** **17** **RECOMMENDATION** **18** **CONCLUSION** **19** **RECOMMENDATION** **20** **CONCLUSION** **21** **RECOMMENDATION** **22** **CONCLUSION** **23** **RECOMMENDATION** **24** **CONCLUSION** **25** **RECOMMENDATION** **26** **CONCLUSION** **27** **RECOMMENDATION** **28** **CONCLUSION** **29** **RECOMMENDATION** **30** **CONCLUSION** **31** **RECOMMENDATION** **32** **CONCLUSION** **33** **RECOMMENDATION** **34** **CONCLUSION** **35** **RECOMMENDATION** **36** **CONCLUSION** **37** **RECOMMENDATION** **38** **CONCLUSION** **39** **RECOMMENDATION** **40** **CONCLUSION** **41** **RECOMMENDATION** 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IT'S CYCLOPS, ANGELO, NIGHTCRAWLER AND BATMAN TO THE RESCUE. BUT WILL THEY REACH CHICAGO IN TIME TO SAVE KITTY PRYDE? FIND OUT IN...

# "RUN FOR YOUR LIFE!"



# X-MAIL

c/o MARVEL COMICS GROUP  
575 Madison Avenue  
New York, New York 10022

ROGER STERN  
EDITOR  
JIM SALICRUP  
ASSISTANT EDITOR

Dear X-Friends:

X-MEN #124 arrived yesterday, the first issue of my subscription, and the first thing I noticed was the cover (as usual). I was awed. Dave and Terry outdid themselves.

However, the inside issue was not up to par. The low point of the comic for me was the story. Now, Chris, you know I'm one of your biggest fans, but "He only laughs when I hurt" was just too rushed. I'm sure both you and John wanted the story to be a three-parter, but why didn't you go with that? You could have slowed the pace, allowed the tension and trauma of the Colossus/Proletarian dilemma to develop, working in some subplots (which were noticeably lacking — especially Spider-Man), and just made the story a superior work.

On the other hand, John turned in his best artwork so far (although at times, the figures looked somewhat distorted. For example, Cyclops on Page 10, panel 1, or on page 30, panel 2) and his grip on the character of Arcade is obvious. All of page 2 was superb; panels 1, 3 & 5 surpass superb. John, keep up the fantastic job (and, lest Terry think I've forgotten him, let me say that his inking gives John's art its impact.)

Finally, I'm afraid I must disagree with Kathy Smith. *Don't clear up the mystique about Wolverine!* Let us piece together Wolverine's origins, his background, his personality and his character. Let us learn only as much as the actual X-Men learn. We all know Wolverine was a loner (until joining the group), so it would be unrealistic to have him spill his guts all at once. However, *do put an end to the affair between him and Jean.* Now that you've introduced Mariko, let her become Wolverine's love interest and leave Jean to Scott (and vice versa).

Regardless, I love the X-Men and I love what the three of you are doing with them. Don't let it stop.

Bob Bull  
315 Meadow Ct.  
Ft. Atkinson, WI 53538

As you have no doubt seen by now, Bob, we've pretty much done what you said regarding the Wolvie/Scott/Jean triangle, and we also agree wholeheartedly with your feelings about Wolverine; we, too, think it's better if his origins remain a mystery (possibly because Claremont hasn't figured them out yet!). On the other hand, though we understand your reaction to the "Arcade" storyline, we stand by our decision to make it a 2-parter. Things may indeed have been rushed, but we felt it more important to get our crew of mixed-up mutants out of Murderworld and reunited as quickly as possible; after all, they'd been separated for over a year and some of our readers — not to mention a certain very tall editor-in-chief — were starting to get a little antsy. So far as Arcade is concerned, we — like him — will have to content ourselves with a simple, "Better luck next time."

Dear Chris, John, Terry, Tom, Glynis, Roger & Jim,

You continue to surprise me. I was very depressed after reading X-MEN #122. Oh-oh, I thought, here it is: the inevitable turn for the worse. No book can stay so good for so long and 122 is the beginning of the long slide downhill. It really was an awful issue. The characterization had completely crowded out the normal dialogue. It was like a parody of the excellence of the earlier issues. Yuk.

Then you saved the day with X-MEN #'s 123 & 124. Chris, those two issues are the best of the entire new X-MEN run so far. You even succeeded in making me LIKE Arcade. I've never seen such a totally modern villain, such a completely believable madman. Arcade didn't convince me in his initial appearance in

MTU #'s 65 & 66, but here he completely hogged the limelight. Any chance of him getting his own book (I am not kidding)? The X-Men were at their best here — 3-dimensional without being maudlin and obviously still severely lacking in teamwork-efficiency, but that is a very useable plot element: the growing dissatisfaction about their lack of teamwork. I'm shiverish about excessively praising artists. If enough people do it, they tend to leave comics and to concentrate on Serious Business like Art. Trouble is, the foursome of John, Terry, Tom and Glynis DESERVE excessive praise. You are creating a new kind of comicbook art. Not psychedelic, not ultra-realistic, but something far better. Some kind of magnificent mutant hybrid of the two. I am at a loss for words. Don't ever stop.

A nice thing about the future of the comic: you've got oodles of interesting leads lying about. Betsy and Amanda, how do they fit in? The past of Colossus and Nightcrawler, practically untouched. Jamie Madrox, will he be given a chance to do his stuff again? Something I would really like to see: an ordinary social call from Spider-Man; no villains, just a developing of the friendship between him and the X-Men. Jean's sister. Individual members from Alpha Flight, Etcetera, etcetera, etcetera...

Since the X-Men will be reunited pretty soon and since that solves a lot of the interior aloofness of the X-Men (they are all so maniacally individualistic), could we have some mingling with the rest of the Marvel Universe? Yes, I know the X-Men have always been the outsiders of Marvel, but this team is a trick that is too good to keep up your sleeve. Howabout Spider-Woman, the Avengers and the FF, for starters? Chris? Chris? You still there? Oh well, nice try.

Ivo Steyn  
Loosdrechtseweg 4  
1215 JW Hilversum  
The Netherlands

One thing about this crazy book — it's a stamp collector's joy. In the last five-odd years (good grief, has it really been that long??), we've gotten letters from the four corners of the globe — North and South America, Europe, Africa, Asia, Australia and darn near everywhere in between. It does our hearts proud to know X-MEN has an appeal outside our own proverbial backyard. Thanks, Ivo — John, Terry, Tom Orzechowski and Glynis Wein, not to mention the Cheerful One himself appreciate all the praise they get.

## SPECIAL NOTE FOR ART LOVERS!

Our old buddy Sal Quartuccio has just put together a great new portfolio that all of you X-MEN enthusiasts, FANTASTIC FOUR followers, and just-plain-majestic Marvelites are going to love! It's called **THE ART OF JOHN BYRNE**, and it's 64 pages of full-tilt fantasmagoria from full-color cover to full-color cover... and there's a full-color center-spread that'll knock your eyes out! John has personally imagined an all-new 25-page comics story especially for this portfolio! Plus, there are dozens of brand-new illustrations by John of your favorite Marvel Super-Stars (some of them inked by the ever-talented Terry Austin)... an introduction into the weird world of John Byrne by Roger Stern... an insider's afterword by Chris Claremont... a checklist of John's comics work... and more! And it's all available now for only \$8.00 (postage included!) from: S.Q. Productions/ P.O. Box 7/ Dyker Heights Station/ Brooklyn, NY 11228.

This is one you won't want to miss! 'Nuff said?

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THE UNCANNY

# X-MEN™

PRISONERS  
OF THE  
WHITE  
QUEEN!





# RUN FOR YOUR LIFE!



CYCLOPS



PHOENIX



COLOSSUS

THE TIME IS  
VERY EARLY  
SUNDAY  
MORNING.  
THE PLACE, A  
BACK-ALLEY  
IN CHICAGO,  
JUST OFF THE  
LOOP.

LOTS OF TIMES  
TONIGHT, KITTY  
PRYDE THOUGHT  
SHE'D GIVEN HER  
PURSUERS THE  
SLIP -- BUT EACH  
TIME, THEY'D  
FOUND HER  
AGAIN.



WOLVERINE



STORM



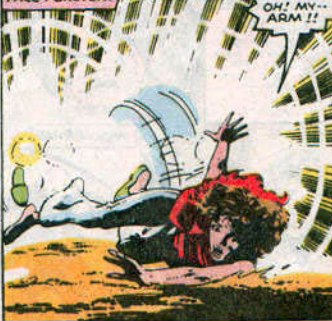
NIGHTCRAWLER



IN THE LAST FEW HOURS, SHE'S DISCOVERED RESERVOIRS OF STRENGTH WITHIN HERSELF SHE NEVER KNEW EXISTED. SHE'S TAPPED THEM ALL.

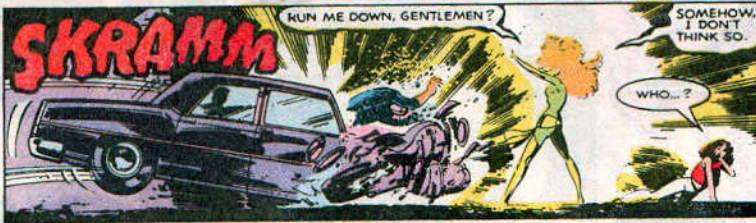


BUT SHE'S ONLY 13½. SHE CAN'T KEEP UP THIS PACE FOREVER.

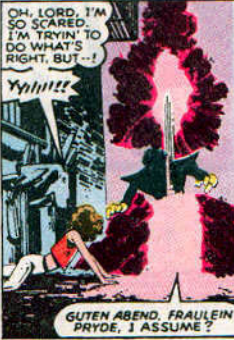


THE KID AIN'T MOVIN'. I THINK WE GOT HER.

HEY! WHAT IN HEAVEN'S NAME IS THAT?!!



THAT WOMAN JUST WAVED HER ARMS, AN' THAT CAR STOPPED LIKE IT HAD HIT A BRICK WALL!



#LAST ISSUE--BOB.



AS NIGHTCRAWLER SCRAMBLES UP THE SIDE OF THE BUILDING, RUSHING HIS YOUNG CHARGE TO SAFETY, CYCLOPS AND THE WOMAN CALLED DAZZLER JOIN PHOENIX IN THE ALLEY BELOW.

I TRUST YOU'LL THINK TWICE ABOUT HOUNDING MUTANTS IN THE FUTURE.

PHOENIX, ARE YOU ALL RIGHT?!

NEVER FELT BETTER, CYCLOPS.

WOW! CYCLOPS SAID PHOENIX'S TELEKINETIC POWERS WERE IMPRESSIVE, BUT I NEVER DREAMED...

COMPARED TO THIS, MY MUTANT ABILITY TO CREATE FANCY LIGHTSHOWS IS NOTHING!

WHAT HAVE YOU DONE?! I TOLD YOU TO STOP THAT CAR, NOT TURN IT INTO INSTANT JUNK!

YOU DIDN'T FEEL THE GIRL'S STARK TERROR, SCOTT, OR THE THOUGHTS OF THE KILLERS CHASING HER. I'M A TELEPATH... I DID.

THESE... ANIMALS GOT NO MORE THAN THEY DESERVED.

I THOUGHT I'D SEEN JEAN IN EVERY CONCEIVABLE MOOD, BUT THIS IS NEW.

CYCLOPS, GET UP HERE! FAST!

HM?! IT'S NIGHTCRAWLER! JEAN, GIVE US A LIFT!

WITH A NOD AND A SMILE, PHOENIX WRAPS HER COMPANIONS IN A TELEKINETIC ENERGY FIELD...

AND TAKES OFF.

WHAT'S WRONG, NIGHTCRAWLER? WHERE'S THE GIRL?!

GOOD QUESTION. SHE BROKE AWAY FROM ME WHEN WE LANDED...

... AND DOVE RIGHT THROUGH THE ROOF!



WELL, THEN SHE'S DEFINITELY THE NEO-MUTANT PROFESSOR XAVIER AND THE OTHER X-MEN CAME TO CHICAGO TO FIND.

JEAN, CAN YOU TRACK HER TELEPATHICALLY?

YES.



GOOD. YOU'RE THE MOST NORMAL-LOOKING OF US. YOU'LL HAVE TO HANDLE THE INITIAL CONTACT.



PSYCHOKINETICALLY REARRANGING THE MOLECULES OF HER PHOENIX COSTUME INTO A SET OF STREET CLOTHES...

...JEAN BEGINS HER SEARCH OF THE WAREHOUSE LOFT.



SOMEONE'S COMING -- MUSTN'T MAKE A SOUND!

THAT'S THE RIGHT IDEA, KITTEN-- EXCEPT AGAINST A MIND-READER LIKE ME YOUR THOUGHTS STAND OUT LIKE A BEACON.

TELL ME, WHAT'S A NICE KID LIKE YOU DOING IN A PLACE LIKE THIS?

OH!!



EASY, KITTY, EASY -- THERE'S NOTHING TO BE AFRAID OF. YOU'RE AMONG FRIENDS.

I'M JEAN GREY, ONE OF THE X-MEN. REMEMBER, YOU PHONED US FOR HELP.

X-MEN?

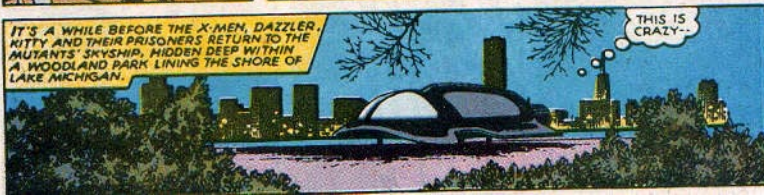


KITTY HESITATES FOR A MOMENT-- AND THEN, SHE COLLAPSES INTO JEAN'S ARMS, ALL OF THE ACCUMULATED TERRORS OF THE LAST TWELVE HOURS POURING OUT OF HER.

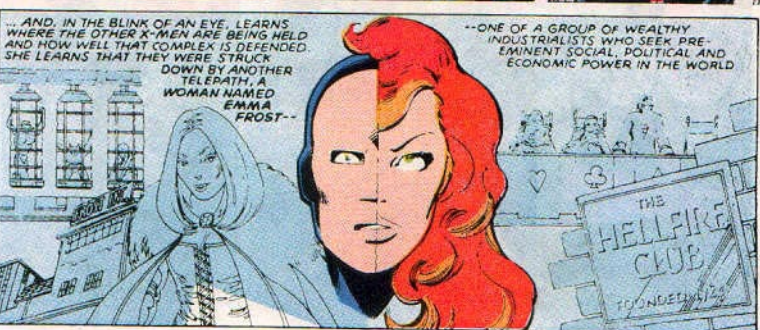


IT'S A WHILE BEFORE THE X-MEN, DAZZLER, KITTY AND THEIR PRISONERS RETURN TO THE MUTANTS' SKYSHIP, HIDDEN DEEP WITHIN A WOODLAND PARK LINING THE SHORE OF LAKE MICHIGAN.

THIS IS CRAZY--









THE HELLFIRE CLUB?!  
BUT -- IN MY TIMESLIPS,  
THE PSYCHIC FLASH-  
BACKS I'VE  
EXPERIENCED  
LATELY,--

-- I'VE FOUND MYSELF  
LIVING THE LIFE OF AN  
ANCESTOR WHO WAS  
MARRIED TO A MEMBER OF  
THAT CLUB-- A MAN NAMED  
JASON WYNGARDE!

B-BUT I'VE RECENTLY MET A MODERN-  
DAY JASON WYNGARDE WHO'S A DEAD  
RINGER FOR MY ANCESTOR'S HUSBAND.  
WHAT DOES IT ALL MEAN? IS IT  
COINCIDENCE, OR -- ?

ARE YOU  
OKAY,  
JEAN?

OH! Ah -- I'M FINE,  
SCOTT. I HAVE THE  
INFORMATION YOU NEED.

IT'S AN HOUR OR SO BEFORE DAWN -- THE SKY STILL DARK,  
THE CITY STREETS QUIET AND DESERTED ON THIS AVERAGE  
SUNDAY MORNING -- WHEN A NONDESCRIPY CAR PULLS UP  
TO THE MAIN GATE OF FROST ENTERPRISES.

THE VEHICLE IS AS UNREMARKABLE  
AS ANY PRODUCED BY DETROIT'S  
AUTOMAKERS, EXCEPT THAT EARLIER  
PHOENIX REDUCED IT TO SO MUCH  
SCRAP METAL.

HERE COMES SAL.  
I WONDER IF THEY  
FOUND THE KID?

PAYDIRT, M'MAN!  
THAT LITTLE BRAT  
GOT AWAY-- BUT I  
FIGURE WHAT WE  
CAUGHT WILL  
MORE'N MAKE  
UP FOR THE  
LOSS.

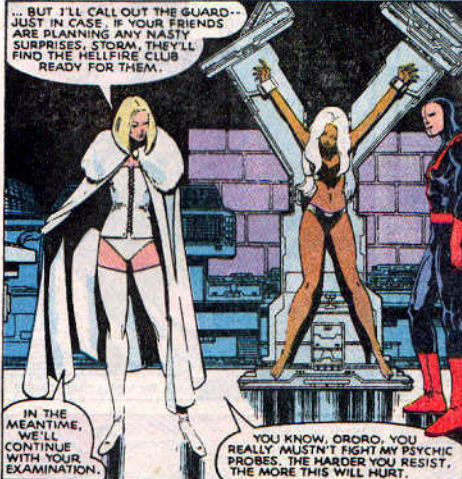
THE X-MEN!  
HOW'D YOU  
DO IT, SALLY?

I'LL TELL YA LATER,  
ELTON, OVER A BREW.  
RIGHT NOW, ALL I  
WANNA DO IS  
GET THESE MUTIES  
UNDER LOCK AN'  
KEY.

THE REST OF THE X-MEN --  
CAPTURED?! MOST  
IMPRESSIVE, ESPECIALLY  
SINCE SALVATORE'S TEAM  
WAS NOT EQUIPPED TO  
TANGLE WITH THEM.

EVERY-  
THING  
LOOKS  
NORMAL  
ENOUGH...

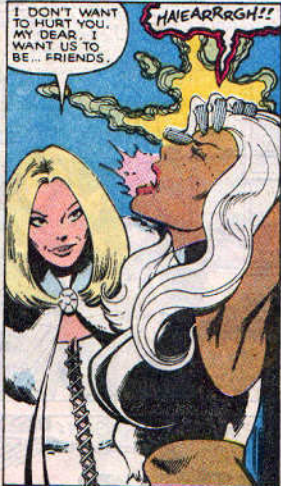




... BUT I'LL CALL OUT THE GUARD-- JUST IN CASE. IF YOUR FRIENDS ARE PLANNING ANY NASTY SURPRISES, STORM, THEY'LL FIND THE HELLFIRE CLUB READY FOR THEM.

IN THE MEANTIME, WE'LL CONTINUE WITH YOUR EXAMINATION.

YOU KNOW, ORORO, YOU REALLY MUSTN'T FIGHT MY PSYCHIC PROBES. THE HARDER YOU RESIST, THE MORE THIS WILL HURT.



I DON'T WANT TO HURT YOU. MY DEAR. I WANT US TO BE... FRIENDS.

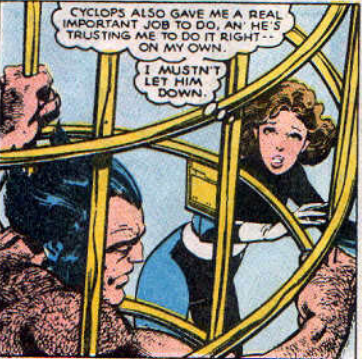
HAIEARRGH!!



BUT WHILE ALL EYES ARE ON THE X-MEN COMING IN THE FRONT OF THE COMPLEX, NO ONE NOTICES KITTY PRYDE SNEAKING IN THE BACK... IN A STYLE ALL HER OWN.

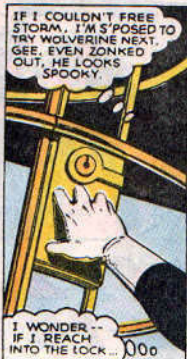
OH, MY GOSH! ORORO'S GONE!

GOT TO STAY COOL! CYCLOPS SAID IT'S OKAY TO BE SCARED, SO LONG AS I DON'T LET MY FEAR FOUL ME UP.



CYCLOPS ALSO GAVE ME A REAL IMPORTANT JOB TO DO, AN' HE'S TRUSTING ME TO DO IT RIGHT-- ON MY OWN.

I MUSTN'T LET HIM DOWN.



IF I COULDN'T FREE STORM, I'M S'POSED TO TRY WOLVERINE NEXT. GEE, EVEN ZONKED OUT, HE LOOKS SPOOKY.

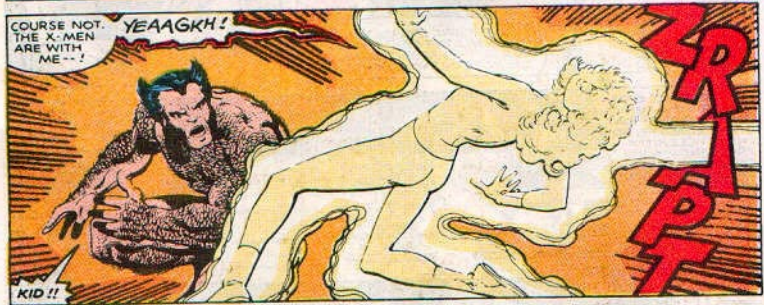
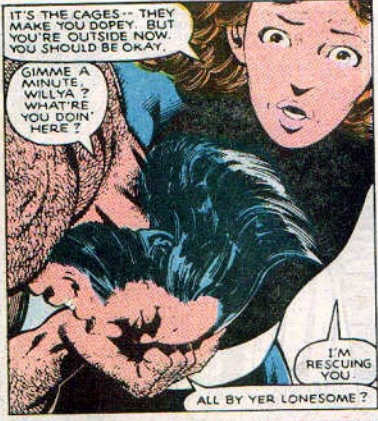
I WONDER-- IF I REACH INTO THE LOCK...



... MAYBE I CAN GIMMICK IT-- YOW!

ALL I DID WAS TOUCH IT, AN' IT POPPED OPEN! WHAT'D I DO?!







AND, WHILE RAZOR-SHARP ADAMANTIUM CLAWS SPRING FROM WOLVERINE'S HANDS, AT THE FRONT OF THE ADMINISTRATION BUILDING...

THERE'S SAL'S CAR. OUR BACK-UPS HAVEN'T ARRIVED YET, CAM-- THINK WE CAN HANDLE IT?

JACKO, YOU KEEP FRETtin' LIKE THAT, YOU'LL GIVE YOURSELF AN ULCER. STAY ON YOUR TOES, AND FOLLOW MY LEAD.

ANY OF THOSE MUTIES SO MUCH AS TWITCHES, BLOW 'EM OUT OF THEIR SOCKS.

I GOT A SPECIAL DELIVERY FOR THE WHITE QUEEN, CAM.

SO I GATHER, WE GOTTA KEEP YOUR PASSENGERS ON ICE A WHILE LONGER, SAL, TILL THEIR ESCORT SHOWS UP. MS. FROST AIN'T TAKIN' ANY CHANCES.

SHE'S ROLLIN' OUT THE BIG GUNS FOR THESE FREAKS.

LOOKS LIKE WE'VE REACHED THE END OF THE LINE, JEAN.

I'M IN TELEPATHIC CONTACT WITH NIGHTCRAWLER AND DAZZLER. SCOTT-- AS I AM WITH YOU. EVERYONE'S READY.

GOOD-- 'CAUSE THE FIREWORKS ARE ABOUT TO START.

SUDDENLY, CYCLOPS LOOKS UP, OPENS HIS RUBY QUARTZ VISOR WIDE-- AND AN AWESOME, IRRESISTIBLE BEAM OF PURE FORCE BLASTS OUT FROM HIS EYES.

KRAKOW

THESE OPTIC BLASTS ARE BOTH SCOTT SUMMERS' MUTANT POWER AND HIS PRIVATE CURSE, FOR THEY CANNOT BE CONTROLLED-- SAVE BY HIS VISOR OR SPECIAL RUBY QUARTZ GLASSES.

STILL, THEY'RE VERY USEFUL IN A FIGHT.

BEFORE THE GUARDS HAVE RECOVERED FROM THE SHOCK OF CYCLOPS'S BLAST, DAZZLER MOVES INTO ACTION, DRAWING ON ALL THE SOUNDS AROUND HER, AND CONVERTING THEM INTO RADIANT ENERGY...

...SHE CREATES A LIGHT SHOW, SO INTENSE AND BEAUTIFUL, THAT THE GUARDS' MINDS CAN'T COPE WITH IT! IN OTHER WORDS--



--THEY'RE DAZZLED!

TAKE OFF,  
X-MEN! YOU  
KNOW WHAT  
TO DO!

AS SHE'S DONE  
BEFORE, PHOENIX  
MIND-LINKS  
CYCLOPS WITH  
THE REST OF THE  
TEAM, KEEPING  
THEM ALL IN  
CONSTANT TOUCH.

THIS TIME, STRANGELY ENOUGH, CYCLOPS FINDS THAT  
THE PROCESS MAKES HIM FEEL... UNCOMFORTABLE.

I CAN'T GET OVER HOW  
EASILY JEAN REASSEMBLED  
THAT CAR WITH HER  
TK POWERS...

AND THEN  
MANIPULATED THAT  
UNCONSCIOUS DRIVER  
LIKE HE WAS NO MORE  
THAN HER PUPPET. EVERY  
WORD, EVERY MOVE, CAME  
FROM HER. AND SHE  
PULLED IT OFF WITHOUT A  
HITCH, WITHOUT STRAIN.

I SHOULD BE  
PROUD OF HER--  
INSTEAD, I'M...  
FRIGHTENED.

WHAT--? THE ALERT SIREN!  
WE'RE UNDER ATTACK!

IT'S THE  
X-MEN!

OBVIOUSLY,  
YOU FOOL!

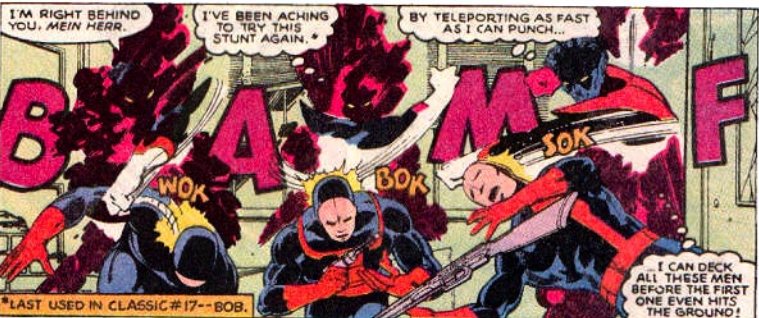
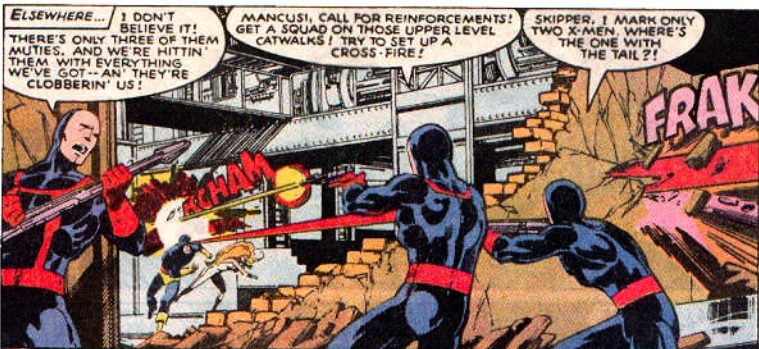
DON'T JUST STAND THERE! YOU  
AND YOUR MEN ARE SUPPOSED TO  
BE THE BEST COMBAT TROOPS  
MONEY CAN BUY. HERE'S YOUR  
CHANCE TO PROVE IT.

USE ANY MEANS  
YOU HAVE TO--ONLY  
STOP THE X-MEN!

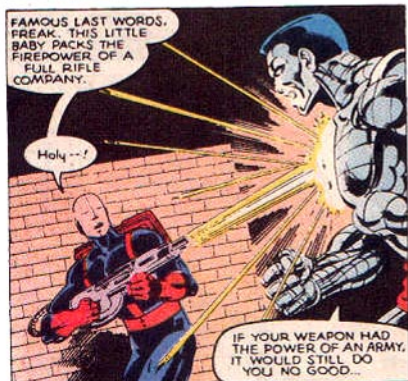
IT SEEMS YOUR  
FRIENDS' "TROYAN  
HORSE" GAMBIT  
HAS PAID OFF.  
STORM.

BUT CYCLOPS AND THE  
OTHERS HAVE A LONG WAY  
TO GO BEFORE THEY REACH  
THIS LAB. THAT'S MORE THAN  
ENOUGH TIME TO TEACH YOU--  
AND THEM-- A LESSON  
THEY'LL NEVER FORGET.

















HER  
POWER IS  
A SONG  
WITHIN  
HER...

... A PASSION BEYOND  
HUMAN COMPREHENSION.  
SHE IS MORE ALIVE THAN  
SHE HAS EVER BEEN-- AS SHE  
SMASHES THROUGH THE WHITE  
QUEEN'S PSYCHIC DEFENSES  
WITH CONTEMPTUOUS EASE.



AND YET SHE KNOWS  
THIS IS NOTHING  
COMPARED TO WHAT  
SHE FELT WITHIN  
THE GREAT  
M'KRANN CRYSTAL.

BIRD--  
ENERGY  
CONSTRUCT--  
IS DRAINING  
MY STRENGTH.  
MY VERY...  
LIFE-FORCE!

ONLY ONE  
CHANCE... MUST  
CHANNEL... ALL  
REMAINING POWER...  
INTO TELEPATHIC  
PSI-BOLT...

THE WHITE  
QUEEN  
STRIKES...



... WITH DEVASTATING EFFECT!

WHAT THE--?!

CYKE, THAT  
BUILDING IS  
WHERE 'RORO'S  
SCENT'S BEEN  
LEADIN' US!



I WAS HIT BY A FLASH OF PAIN  
FROM JEAN-- THROUGH THE  
MIND-LINK-- AN INSTANT BEFORE  
THE EXPLOSION. SHE MUST HAVE  
BEEN IN THERE WITH STORM!  
THE BLAST-- IT LEVELED THE  
ENTIRE BUILDING!

DAZZLER,  
KEEP KITTY  
BACK! THE  
REST OF  
YOU, GIVE  
ME A HAND!



JEAN CAN'T BE  
DEAD-- I'D FEEL  
IT! I'M CALLING  
YOU, LADY--  
ANSWER ME!  
JEAN! JEAN!



CYCLOPS' FRANTIC MENTAL CRY IS ANSWERED ALMOST IMMEDIATELY-- THOUGH NOT QUITE IN THE WAY HE EXPECTED.



Unglaublich.

GOOD LORD.

JEAN! STORM!

RELAX, CYCLOPS. WE'RE BOTH NONE THE WORSE FOR WEAR. I'M...AFRAID THE WHITE QUEEN WASN'T SO LUCKY.



IT'LL TAKE MORE THAN A COLLAPSING BUILDING TO DO ME IN. BUT IT WAS SWEET OF YOU TO BE SO CONCERNED!

WELL DONE, MY X-MEN!

PROFESSOR X!

I KNEW I WAS RIGHT IN HOLDING BACK AND PLAYING OBSERVER! NOW, LET'S BE ON OUR WAY BEFORE THE AUTHORITIES ARRIVE!

AND SO, QUICKLY, QUIETLY...



NINE MUTANTS MAKE THEIR WAY OUT OF THE COMPLEX. SUNRISE FINDS THEM ON CENTRAL AVENUE, IN DEERFIELD, IN FRONT OF KITTY PRYDE'S HOUSE.

ALL IN ALL, MY X-MEN, I AM MOST PLEASED WITH THE WAY YOU HANDLED YOURSELVES.

NICE O' YOU TO SAY SO, CHUCK.



DAZZLER, YOU HAVE SEEN SOMETHING OF THE LIFE THE X-MEN LEAD. ARE YOU SURE YOU WON'T JOIN US?

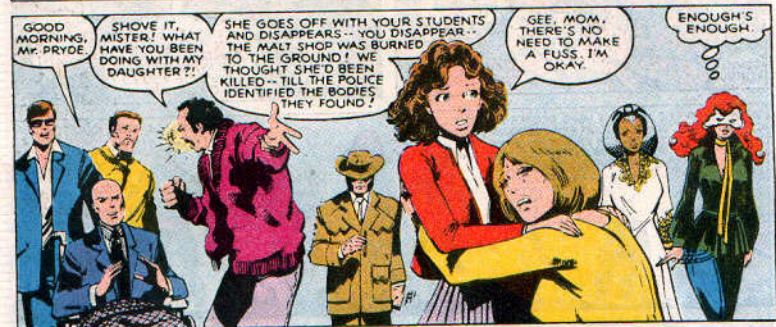
I APPRECIATE THE OFFER, PROF--

-- BUT WORLD-SAVIN' AIN'T MY STYLE. I PREFER THE EXCITEMENT I GET ON STAGE, SINGIN' MY HEART OUT TO AN AUDIENCE THAT REALLY DIGS ME.

SEE YA, FOLKS. KEEP IN TOUCH.









JEAN, YOU DIDN'T--!  
JUST DOING WHAT COMES NATURALLY.

I KNOW YOU DON'T APPROVE OF ME-- OR THE PROFESSOR-- USING OUR PSI-POWERS LIKE THIS SCOTT...



... BUT KITTY'S FATHER WASN'T ABOUT TO LISTEN TO REASON. SO, TO SPARE EVERYONE A LOT OF UNNECESSARY GRIEF, I MODIFIED HIS AND HIS WIFE'S MEMORIES A LITTLE.

NO HARM DONE-- AND THERE'S AN END TO IT.

WE HAVE BRUNCH-MAKINGS IN THE 'FRIDGE. YOU'RE ALL WELCOME TO JOIN US.



IT WILL BE OUR PLEASURE... CARMEN.

SCOTT, DID JEAN DO WHAT I THINK SHE DID?

SHE USED HER TELEPATHIC ABILITIES AGAINST AN INNOCENT PERSON'S MIND, SOMETHING THAT USED TO BE AN ANATHEMA TO HER.



ORORO, YOU WERE IN THAT LAB WHEN SHE FOUGHT THE WHITE QUEEN. WHAT WAS IT-- WHAT WAS SHE-- LIKE?

NOT HUMAN. WHEN SHE USES HER POWER-- AS PHOENIX-- THERE IS A FEROCITY ABOUT HER... AND A GRANDEUR... SHE HAS CHANGED SO MUCH.

YET... SHE HASN'T CHANGED AT ALL.



AH, MAYBE WE'RE IMAGINING THINGS!

YOU DON'T BELIEVE THAT. WE BOTH SENSE A WRONGNESS ABOUT HER.



THERE IS A DARK SIDE TO THE PHOENIX THAT COULD CONSUME HER! IT'S ALMOST AS IF SOMETHING-- OR SOMEONE-- WAS MANIPULATING HER, HELPING THAT WRONGNESS TO GROW! IF THAT IS THE CASE, WE MUST FIND OUT WHO OR WHAT IS DOING THIS... BEFORE IT IS TOO LATE!

**AND HELLFIRE IS THEIR NAME!**



**JIM SALICRUP**  
EDITOR  
**BOB BUDIANSKY**  
ASSISTANT EDITOR

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THE UNCANNY

# X-MEN™



SHE'S THE  
LAST ONE!  
THE HELLFIRE  
CLUB HAS  
DEFEATED  
THE X-MEN!







































































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THE UNCANNY

# X-MEN™



TM

ALL OF THE X-MEN HAVE FALLEN  
BEFORE THE MIGHT OF THE  
HELLFIRE CLUB—ALL EXCEPT ONE!

**WOLVERINE  
LASHES OUT!**























































JUNE  
#134 40c

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THE UNCANNY

# X-MEN

THE HELLFIRE CLUB  
HAS TRANSFORMED  
PHOENIX INTO THEIR  
**BLACK QUEEN!**  
ARE THE X-MEN  
TOO LATE TO SAVE  
HER? —OR  
THEMSELVES?!



HEROES  
AND  
HELLFIRE



# TOO LATE, THE HEROES!

MINUTES AGO, CYCLOPS-- WITHOUT ANY WARNING WHATSOEVER-- COLLAPSED HERE IN THE UPSTAIRS STUDY OF NEW YORK'S LEGENDARY HELLFIRE CLUB. HE LIES SO STILL, BARELY BREATHING, THAT HIS FELLOW X-MEN THINK HE IS DEAD. BUT THEN...

STORM!  
COLOSSUS! LOOK!  
CYCLOPS IS  
ALIVE!

THE WAY I FEEL RIGHT NOW, NIGHT-CRAWLER, I WISH I WASN'T.

I TRIED TO CONTACT JEAN, THROUGH THE PSYCHIC RAPPORT SHE AND I NOW SHARE, TO FREE HER FROM MASTERMIND'S MENTAL CONTROL-- BUT HE ANTICIPATED MY MOVE. WE MET AND FOUGHT ON THE ASTRAL PLANE...

... AND I LOST. HE "KILLED" MY ASTRAL FORM AND THE SHOCK OF THAT PSYCHIC MURDER ALMOST FINISHED MY PHYSICAL BODY AS WELL.

I TRUST YOU'VE LEARNED YOUR LESSON, CYCLOPS.

JEAN GREY BELONGS TO THE HELLFIRE CLUB, BODY AND SOUL, NOW AND FOREVER!



THESE HELPLESS PRISONERS OF THE HELLFIRE CLUB ARE THE UNCANNY X-MEN. THEIR MUTANT POWERS NEUTRALIZED BY INHIBITOR BONDS.

NORMALLY, OUR HEROES LOOK LIKE THIS:

COLOSSUS.

STORM.

NIGHTCRAWLER.

CYCLOPS.

BUT, THANKS TO MASTERMIND'S POWER OF ILLUSION, THEY LOOK LIKE THREE SOLDIERS IN GEORGE WASHINGTON'S CONTINENTAL ARMY AND A TURN-OF-CENTURY SLAVE...

...TO THIS WOMAN, THE BLACK QUEEN OF THE HELLFIRE CLUB.

-- BETTER KNOWN AS PHOENIX.

SHE ISN'T. HER TIME-SLIPS ARE ONLY AN ILLUSION...

BUT JASON WYNGARDE IS MERELY A FAÇADE. HE IS ACTUALLY...

IN REALITY, SHE IS JEAN GREY, AN X-MAN--

AT THE MOMENT, SHE BELIEVES SHE'S PHYSICALLY SHIFTING IN TIME, RELIVING THE LIFE OF AN 18TH-CENTURY ANCESTOR.

... CAUSED BY A MAN JEAN KNOWS AS JASON WYNGARDE.

... MASTERMIND-- THE MUTANT MASTER OF ILLUSION!

MASTERMIND AND THESE THREE MEN ARE MEMBERS OF THE HELLFIRE CLUB'S INNER CIRCLE-- A SUPER-SECRET, SUPER-EXCLUSIVE CLUB WITHIN THE CLUB. THEIR GOAL-- TO RULE THE WORLD.

DONALD PIERCE, CYBORG-- PART HUMAN, PART SUPER-POWERED MACHINE.

HARRY LELAND-- MUTANT.

SEBASTIAN SHAW, CHAIRMAN OF THE INNER CIRCLE-- ALSO A MUTANT.



AS THE INNER CIRCLE'S CHEERS OF VICTORY ECHO THROUGH THE ROOM, A STRANGELY SOMBER JEAN GREY SLOWLY, DELIBERATELY LOOKS FROM FACE TO FACE -- HER GAZE LINGERING ON WYNGARDE'S, LINGERING FAR LONGER ON CYCLER'S'S

WHEN, AT LAST, SHE TURNS AWAY, THERE IS NO MERCY IN HER EYES.

ELSEWHERE IN THE BUILDING, THE GREAT AND WEALTHY AND POWERFUL OF AMERICA, WHO COMPRISE THE HELLFIRE CLUB'S MEMBERSHIP, ARE CELEBRATING THE CLUB'S LATEST ANNIVERSARY, UNAWARE OF THE DRAMA BEING PLAYED OUT IN THE ROOM ABOVE THEIR HEADS.

WHILE, OUTSIDE ON THE STREETS, NEW YORK REELS UNDER THE ONSLAUGHT OF A BRUTAL MIDWINTER GALE.

IT'S BEEN RAINING HARD SINCE BEFORE DAWN, AND THE WATER LEVEL IN THE SEWERS HAS BEEN RISING STEADILY ALL DAY -- TOWARDS A THICK SHEAF OF POWER CABLES, WHOSE INSULATION WAS SLASHED OPEN BY WOLVERINE WHEN HE AND HIS FELLOW X-MEN INFILTRATED THE CLUB.

\* SEE X-MEN #132  
PAGE 10, PANELS 6 & 7  
-- BOB THE DEVIOUS.

AND, SPEAKING OF THE SHORTEST, FEISTIEST X-MAN...

SHAW, WHAT'S THAT COMMOIN IN THE HALL?!

I DON'T KNOW. I GAVE STRICT INSTRUCTIONS THAT WE WEREN'T TO BE DISTURBED.

EVENIN', FOLKS--  
THE NAME'S WOLVERINE!

YOU AN' ME GOT BUSINESS--  
AN' ALL THE FLUNKIES IN  
CREATION AIN'T GONNA  
KEEP ME AWAY!

LELAND, YOU UNMIGTIGATED  
FOOL! YOU SWORE TO ME  
THAT WOLVERINE DROWNED!

MAGNIFICENT! THIS IS MY CHANCE TO FINISH SHAW AS LEADER OF THE INNER CIRCLE-- AND THEN, MOVE IN TO TAKE HIS PLACE!

YOUR MAN, LELAND, MAY HAVE BOTCHED HIS JOB, SHAW-- BUT I WON'T!

BLACK QUEEN-- STOP WOLVERINE!

THAT, JASON, WILL BE A PLEASURE.

MORE OF ONE THAN YOU CAN POSSIBLY IMAGINE.

CRIPES! JEAN'S CLOBBERIN' ME WITH A TELEKINETIC ZAP!

JEANNIE-- WHAT'RE YA DOIN'?

JEAN-- DON'T!

AT THE SAME MOMENT, WHILE ALL EYES ARE ON WOLVERINE...

HUH?!

BINK!

THAT VOICE -- JEAN'S VOICE, HER PRESENCE, INSIDE MY MIND. SHE'S RE-ESTABLISHED OUR PSYCHIC RAPPORT! I CAN HEAR HER, FEEL HER. SHE'S SO... BEAUTIFUL -- SHINING LIKE A STAR.

SHE'S BROKEN MASTERMIND'S HOLD ON HER -- AND NOW, SHE'S TELEKINETICALLY FREED ME AS WELL... ALL I HAVE TO DO --

--IS OPEN MY EYES!

GNNNGNH!

GOT ONE, BY THE SOUND OF IT! BUT HOW MANY MORE TO GO?

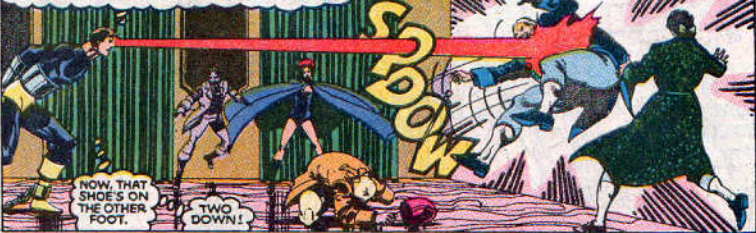
WHAK!

I HAVE TO BE CAREFUL. JEAN'S GUIDING ME WITH A TELEPATHIC VIEW OF THE ROOM, BUT UNTIL I FIND MY RUBY QUARTZ VISOR, I HAVE ONLY LIMITED CONTROL OVER MY DEADLY OPTIC BLASTS.

IF I MAKE EVEN THE SLIGHTEST MISCALCULATION, I COULD BREAK SOMEONE'S ARMS -- OR WORSE.



WHEN THEY AMBUSHED US, SHAW AND HIS INNER CIRCLE STARTED BY THROWING US OFF-BALANCE BY HITTING US SO HARD AND SO FAST, THAT BY THE TIME WE KNEW WHAT WAS GOING ON, WE WERE BEATEN.



NOW, THAT SHOE'S ON THE OTHER FOOT.

TWO DOWN!



OH MY!

GO, WOLVERINE!

JEANNIE! YOU'RE WORKIN' ON THE SIDE O' THE ANGELS AFTER ALL! NICE--SNEAKY--MOVES, LADY, YOU'RE A WOMAN AFTER MY OWN HEART.

I KNOW, I WISH I WASN'T.

NEVER SAY DIE, eh, CYCLOPS? WE BEAT YOU X-MEN ONCE. WE CAN DO SO AGAIN.



YOUR VAUNTED OPTIC BLASTS MEAN NOTHING TO A MAN CAPABLE OF ABSORBING ALL FORMS OF KINETIC ENERGY. THE HARDER YOU HIT ME--WITH ANYTHING--THE STRONGER I GET!

HEY, LELAND! LAST TIME WE TUSSELED, YOU NEARLY TRASHED ME.



YOU OWE ME A REMATCH, BUB, AN' I'M HERE TA COLLECT. WITH INTEREST!

\* X-MEN #132 BLUSHING BOB.

WHO SAID I WAS GOING TO HIT YOU, SHAW?

WHAT--?! THE FLOOR!!



HAPPY LANDINGS!







HEADS UP, TUBBY! AN' SAY YER PRAYERS!

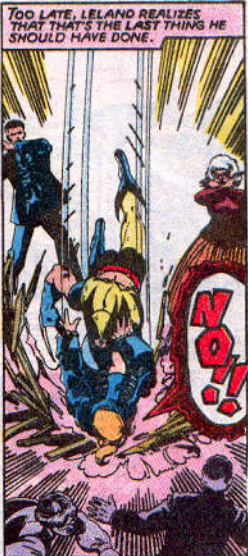
IT'S A MANIAC!

CALL THE POLICE-- HURRY!



DESPERATELY, INSTINCTIVELY, HARRY LELAND LASHES OUT WITH HIS MUTANT POWER, INCREASING WOLVERINE'S MASS GEOMETRICALLY AS HE FALLS.

NO!



TOO LATE, LELAND REALIZES THAT THAT'S THE LAST THING HE SHOULD HAVE DONE.



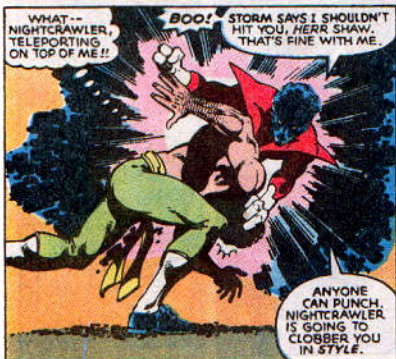
AT THAT MOMENT, IN ONE OF THE MANY SECRET PASSAGES THAT HONEYCOMB THIS VENERABLE MANHATTAN TOWNHOUSE...

CYCLOPS IS A BORN LEADER, AS GOOD AS I EXPECTED. HE FOUND ONE OPENING, ONE FLAW IN OUR DEFENSES, AND IN A MATTER OF SECONDS HE HAD US ON THE ROPES. I LIKE THAT.



BUT HE HAD HELP-- AND I'VE AN UNCOMFORTABLE FEELING I KNOW FROM WHAT SOURCE. WYNGARDE'S PUPPET, I FEAR, HAS CUT HER STRINGS.

IF THAT'S TRUE, I PITY THE PUPPET MASTER.



WHAT-- NIGHTCRAWLER, TELEPORTING ON TOP OF ME!!

BOO!

STORM SAYS I SHOULDN'T HIT YOU, HERR SHAW. THAT'S FINE WITH ME.

ANYONE CAN PUNCH, NIGHTCRAWLER IS GOING TO CLOBBER YOU IN STYLE.



FOR ALL SHAW'S MUTANT STRENGTH, HE'S STILL ONLY HUMAN. HE'S VULNERABLE TO TEMPERATURE SHIFTS. SO, IF I USE MY ELEMENTAL POWERS TO SURROUND HIM WITH A FIELD OF EXTREME COLD-- A MICRO-BLIZZARD-- I SHOULD BE ABLE TO FREEZE THE FIGHT OUT OF HIM.

WITH A SLIGHT ASSIST FROM STORM, MY FRIEND.

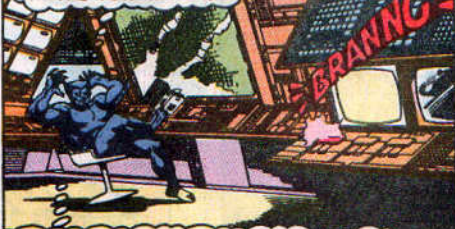
FOUR BLOCKS UP FIFTH AVENUE, IN AN EQUALLY IMPOSING STRUCTURE THAT HAPPENS TO BE THE HEADQUARTERS OF THE WORLD'S MIGHTIEST SUPER HERO TEAM, WE FIND...



GOOD BOOK--CAN'T WAIT TO SEE THE MOVIE.

...ONE HANK MCCOY-- ALSO KNOWN AS THE BEAST-- ONCE AN X-MAN, NOW AN AVENGER, HOLDING THE FORT ALL BY HIMSELF. .

INTERESTING THEORY, TOO-- THOUGH IT'S MORE UP PROFESSOR XAVIER'S ALLEY THAN MINE. I OUGHT TO PAY HIM AND THE X-MEN A VISIT.



IT'S FUNNY-- AFTER ALL THIS TIME, THERE'S STILL NO ONE AS CLOSE TO ME AS THE X-MEN. I HAVE LOTS OF PALS, BUT NO... FRIENDS. I BELONG HERE WITH THE AVENGERS, AND YET...

...AND YET...

WHOOOPS!

THE ALARM! IT'S OUR HOOK-UP TO THE N.Y.P.D.



PROBABLY NOTHING-- BUT CHECKING IT OUT SURE BEATS TALKING MYSELF THROUGH A SCENE OF "AS THE WORLD TURNS". BUM-MER!

THAT'S THE SPIRIT, MCCOY. HIDE YOUR FEELINGS BEHIND A FLIP, DEVIL-MAY-CARE FACADE.

IF YOU'VE BECOME A LONER, WHO'S TO BLAME, THE OTHERS-- OR YOU?



POLICE APB  
HELLFIRE CLUB  
REPORTS  
ATTACK BY  
GROUP BELIE  
TO BE X-MEN

Oh, NO!  
THAT  
CAN'T BE!  
THE X-MEN  
ON A  
RAMPAGE?!

THERE HAS TO BE A REASON. AVENGERS PROCEDURE SAYS I SHOULD SOUND AN ALERT, SUMMON EVERY MEMBER WHO'S IN TOWN.



BUT WHAT THEN? DO WE TRASH THE X-MEN?

FOR LONG MOMENTS, HE STARES AT THE SCREEN, HIS MIND FLASHING BETWEEN HIS OLD LIFE AND HIS NEW...



ERASE  
TAPE  
ERASE

THEN, HANK MCCOY COMES TO A DECISION-- AND MAKES A FINAL, RATEFUL CHOICE. AS HE LEAVES, HE DOESN'T LOOK BACK.





ELSEWHERE...

"ROUND  
AND  
ROUND  
AND  
ROUND  
YOU  
GO..."

ENJOYING YOURSELF,  
HERR SHAW? I AM!

I HATE TO  
BURST YOUR  
BUBBLE.  
NIGHT-  
CRAWLER--

THAP

-- BUT YOUR SWASHBUCKLING  
OVERCONFIDENCE WILL BE  
THE DEATH OF YOU!

JUST BECAUSE  
I HAVE SUPER-  
POWERS DOESN'T  
MEAN I'VE  
FORGOTTEN HOW  
TO FIGHT.

GUHFFF!

AN ACADEMIC POINT, VILLAIN.  
NIGHTCRAWLER HAS DONE HIS  
PART-- AS I WILL NOW  
DO MINE.

Eh?!  
STORM!

BY HEAVEN, IT'S  
GOTTEN SO COLD!  
THE WEATHER-  
WITCH IS FREEZING  
ME TO DEATH!

OH!!

I'M  
WEAKENING  
BY THE  
SECOND--  
ALMOST NO  
TIME LEFT  
TO ACT!

THWAA!

SHE'S DOWN, BUT NOT OUT. AND  
THIS BLASTED COLD HAS LEFT ME  
TOO DRAINED-- TOO WEAK--  
TO FINISH HER.

MY BODY  
FEELS... AS IF  
IT'S BEEN  
TURNED TO  
ICE!

I WANT TO STAY--  
TO FIGHT--  
BUT I DARE NOT.





Y'KNOW, CYKE, WE GOTTA STOP MEETIN' LIKE THIS.

WOLVERINE!

CRIPES, HE STARTLED ME! I WAS ON GUARD-- EXPECTING TROUBLE--YET HE CREPT RIGHT UP BEHIND ME WITHOUT MY NOTICING!

YOU LOOK OKAY, WHAT HAPPENED TO LELAND?

DON'T ASK.

IF THAT MEANS WHAT I THINK IT DOES, PROFESSOR X IS GOING TO HAVE A FIT.

FIND NIGHTCRAWLER AND STORM. WE'RE GETTING OUT OF HERE.

TOO BAD I HATE LEAVIN' A FIGHT HALF-FINISHED.

BUT YOU'RE THE BOSS.

SHE STANDS MOTIONLESS, A SHADOW AMONG SHADOWS, FEELING DARK FIRE CONSUME HER SOUL. HER FACE IS SUPERNALLY CALM. HER FACE LIES.

JEAN GREY IS TERRIFIED-- MORE AFRAID NOW THAN SHE'S EVER BEEN--

--BECAUSE SHE KNOWS WHAT IS HAPPENING TO HER. AND SHE CANNOT STOP IT.

THE HELLFIRE CLUB DID ITS BEST-- AND IT WASN'T GOOD ENOUGH.

I'VE LOST MY TELEPATHIC TAP ON JEAN'S MIND. THAT MEANS SHE MUST HAVE BROKEN MY CONTROL-- BUT HOW? I ANTICIPATED EVERY CONTINGENCY.

SHE LAUGHS TO HERSELF. THE MAN IS SUCH A FOOL. SHE WILL ENJOY WHAT HAPPENS NEXT.

AND, REALIZING THAT, SHE WEEPS.

YOU MADE A MISTAKE, JASON. YOU 'SLEW' THE MAN I LOVED BEFORE MY EYES. INSTEAD OF SEVERING MY LAST CONNECTION WITH THE X-MEN, THAT ACTED LIKE A BUCKET OF ICE WATER IN MY FACE.

INSTEAD OF ENSLAVING ME FOREVER, YOU SHOCKED ME AWAKE. YOU SET ME FREE.

TOO LATE.

NO! I COMPENSATED FOR THAT REACTION--MY POWER SHOULD HAVE...

YOUR POWER IS NOTHING!





DO YOU HAVE ANY IDEA WHAT YOU'VE DONE--  
WHAT FORCES YOU'VE SET IN MOTION??!

JEAN--NO! PLEASE!

AAGKGH!

YOU CAME TO ME WHEN I WAS VULNERABLE.  
YOU FILLED THE EMOTIONAL VOID WITHIN ME. YOU  
MADE ME TRUST YOU-- PERHAPS EVEN LOVE YOU--

--AND ALL  
THE WHILE,  
YOU WERE  
USING ME!



JEAN--NO MORE--  
I BEG YOU!

YOU'RE  
KILLING  
ME!

I INTEND  
TO DO A  
LOT WORSE  
THAN THAT,  
MASTER-  
MIND.

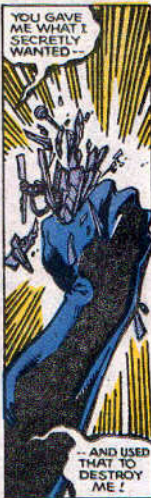
BUT, FIRST,  
I WANT TO  
KNOW HOW  
YOU REACHED  
INTO MY MIND.  
YOU'RE AN  
ILLUSIONIST,  
NOT A  
TELEPATH.



M-MINDTAP MECHANISM--  
WHITE QUEEN'S DESIGN  
ALLOWED ME TO PROJECT  
ILLUSIONS DIRECTLY  
INTO YOUR MIND...

...AS WELL AS  
MONITOR YOUR  
THOUGHTS...

USE A TELEPATH TO  
ENSNARE A TELEPATH--  
INGENIOUS. THIS DEVICE  
ENABLED YOU TO TAILOR  
YOUR ILLUSIONS TO FIT  
MY MOST PRIVATE  
FANTASIES--THE REPRESSED,  
DARK SIDE OF MY SOUL.



YOU GAVE  
ME WHAT I  
SECRETLY  
WANTED--

--AND USED  
THAT TO  
DESTROY  
ME!



IT'S ONLY FAIR  
THAT I RETURN  
THE COMPLIMENT.

THROUGH  
ME, YOU  
SOUGHT  
POWER.



VERY WELL, THEN, I'LL  
GRANT YOUR WISH.

NO.



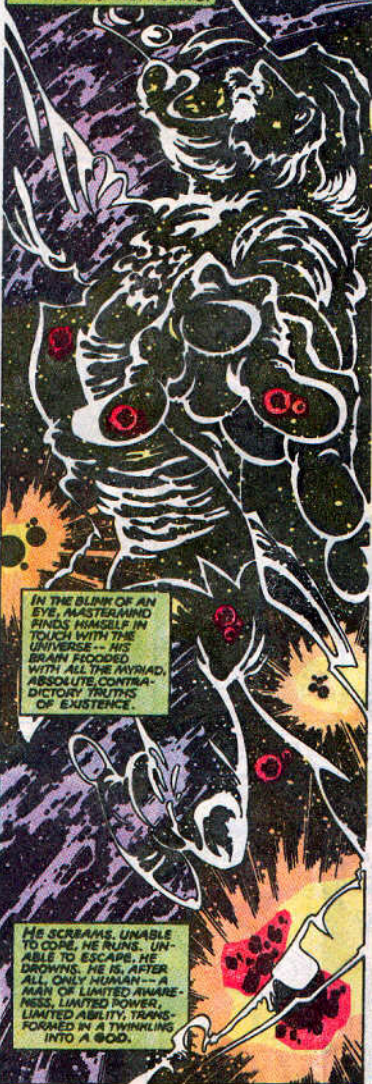
I'LL GIVE YOU POWER,  
JASON WYNGARDE--

P-PLEASE  
--NO!



--SUCH AS NO LIVING  
BEING HAS EVEN  
DREAMED OF.

AT JEAN'S TOUCH, HIS MIND EXPANDS TO THE SPEED OF THOUGHT, RACING INSTANTLY FROM ONE SIDE OF REALITY TO THE OTHER, THROUGH ALL THE INFINITE REACHES OF SPACE AND TIME.



IN THE BLINK OF AN EYE, MASTERMIND FINDS HIMSELF IN TOUCH WITH THE UNIVERSE-- HIS BRAIN FLOODED WITH ALL THE MYRIAD, ABSOLUTE, CONTRA-DICTORY TRUTHS OF EXISTENCE.

HE SCREAMS, UNABLE TO COPE, HE RUNS. UNABLE TO ESCAPE, HE DROWNS. HE IS, AFTER ALL, ONLY HUMAN-- A MAN OF LIMITED AWARENESS, LIMITED POWER, LIMITED ABILITY, TRANSFORMED IN A TWINKLING INTO A GOD.

SOME PEOPLE CAN HANDLE THE EXPERIENCE.



SOME PEOPLE CAN'T.



ENJOY YOUR "TRIP", JASON. YOU WON'T BE COMING BACK.



IN A WAY, I ENVY YOU. YOU'RE AT PEACE.

PHOENIX DOESN'T KNOW THE MEANING OF THE WORD.

THE OSSIDIAN FLAMES BURN BRIGHTER WITHIN HER, AND, IN THE DISTANCE, SHE HEARS MUSIC-- A SYMPHONY OF POWER LONG- SOUGHT AND WELL- REMEMBERED.



TRANSFIXED BY AN UNHUMAN JOY, HER BURNING SOUL SPREADS ITS WINGS AND SOARS TOWARD A DESTINY THAT WILL NO LONGER BE DENIED.



I'VE BEEN SEARCHING ALL OVER FOR YOU. ARE YOU ALL RIGHT?

SCOTT--

I... I...

SOMETHING'S WRONG! SHE'S DAMPING DOWN THE PSYCHIC RAPPORT WE SHARE-- HIDING FROM ME!

MASTERMIND WAS UP HERE-- IS HE--?!!

STILL CONTROLLING ME? NO. I... TOOK CARE OF HIM.

WHAT'S THE MATTER? JEAN, TALK TO ME-- LET ME HELP!

YOU CAN'T HELP, MY LOVE. NO ONE CAN.

JEAN-- WAIT!

ALL PRESENT, CYKE-- WHAT NOW?

WE RUN FOR IT, SHORT-STUFF!

I'M RECEIVING MULTIPLE MENTAL IMPRESSIONS-- THE POLICE ARE CLOSING IN ON THIS BUILDING, AND THEY MEAN TO ARREST THE X-MEN.

IF THEY CAPTURE US, YOU CAN BET SHAW AND THE HELLFIRE CLUB WILL MAKE ANY CRIMINAL CHARGES STICK. SO, LET'S SCOOT!

THIS MOMENT IS YOURS, X-MEN. ENJOY IT WHILE YOU CAN.

BECAUSE, BEFORE I'M FINISHED, YOU'LL BE KNOWN THROUGHOUT THE LAND-- THROUGHOUT THE WORLD--

--AS PUBLIC ENEMY NUMBER ONE!

WHY WON'T JEAN LET ME REACH HER-- ON ANY LEVEL? WHAT IS SHE SO AFRAID OF?!

NOTHING MUCH I CAN DO ABOUT IT NOW-- AT LEAST, UNTIL WE'RE SAFELY ON OUR WAY. ONCE WE'RE AIRBORNE, THOUGH, AND THE PRESSURE'S OFF, THEN MAYBE SHE'LL TALK TO ME.

CYCLOPS TOUCHES A CONTROL STUD ON HIS WRISTWATCH...

...AND, WITHIN SECONDS, THE X-MEN'S SKYCRAFT RISES TO THE SURFACE OF THE CENTRAL PARK RESERVOIR.

ONE QUICK  
GETAWAY,  
COMING UP!

I WONDER IF I'M OUT OF MY  
DEPTH THIS TIME WITH JEAN.  
I LOVE HER, I KNOW SHE'S  
HURTING-- BADLY-- DEEP  
INSIDE. I WANT TO HELP HER--  
BUT I DON'T KNOW HOW!

ALL MY SKILL AS LEADER OF  
THE X-MEN, ALL THE POWER OF  
MY OPTIC BEAMS-- AREN'T  
WORTH A BLASTED THING!

ORORO, WHAT TROUBLES  
SCOTT? HE SEEMS SO...  
DRIVEN, ALL OF A  
SUDDEN-- LIKE A  
MAN POSSESSED.

I KNOW,  
PETER. WE'RE  
ALL ALIVE  
UNHURT--FREE.  
YOU'D THINK  
THAT WOULD  
MAKE HIM  
HAPPY.

OH, SCOTT--  
YOUR MIND'S  
AN OPEN  
BOOK TO ME.  
I KNOW YOUR  
FEELINGS, YOUR  
THOUGHTS--  
WHAT YOU'RE  
TRYING TO DO--

--BUT IT'S TOO LATE, MY  
DARLING, FOR ME, FOR US,  
FOR... EVERYTHING.

SHE REELS UNDER  
THE IMPACT OF  
MORE SENSATIONS  
THAN SHE HAS  
NAMES FOR...

...AS HER SONG  
OF POWER  
BUILDS TO ITS  
INEVITABLE  
CRESCENDO.

I THINK THE SOONER I GET JEAN  
TO PROFESSOR X, THE BETTER.

WE LEFT HIM IN  
NEW MEXICO, AT  
ANGEL'S MOUNTAIN-  
TOP CHALET. IF I  
FIREWALL THE THROTTLES,  
THIS CRATE SHOULD BE  
THERE IN A COUPLE  
OF HOURS.

HERE COME THE BOYS IN BLUE--  
NEW YORK'S FINEST-- BETTER  
LATE THAN NEVER.

WE OUGHT'A  
BE FLATTERED.  
LOOKS LIKE  
THEY ROUNDED  
UP AN ARMY  
TA TAKE US ON.

AGAINST AN ARMY, WOLVERINE,  
YOU WOULD HAVE AT LEAST A  
HOPE OF SURVIVAL.

AGAINST  
ME, YOU HAVE  
NONE.

GODS OF  
THE EARTH  
AND AIR!

JEANNIE?!

WHAT--?!  
OH, NO--  
NO!





**NEXT** **DARK PHOENIX I**



Chris and John:

The X-Men are truly a study in pathos. Nowhere else in Marvel Comics have I seen such assiduous depictions of what it is like to be an outcast, and rarely have the adventures of this band of outcasts struck so deep a chord in me. Not since "The Lords of Light and Darkness!" in MARVEL TEAM-UP ANNUAL #1 has this pathos been so intense. The "Proteus Saga" (as I call X-MEN #'s 125-128) was an incredible 68-page epic, and when it ended there was that profound sense of sorrow, loss, and great relief — just like when those pseudo-Hindu Gods met their demise in MTU ANNUAL #1. Something incredible died, and its death can only be attended by intense sadness and immense relief. Tremendous pathos was invoked in both cases.

Enough praise (for now). I do feel that the final battle, no matter how colorful, was fraught with clichés. It was so obvious that Phoenix and Colossus posed grave threats to Proteus that I was sure those "Masters of Creativity," Claremont and Byrne, would take another approach. Nevertheless, the battle even then proved to be quite dramatic and enjoyable. I hoped to see those masters of finesse and subtlety, Nightcrawler and Banshee (will his power ever regenerate?), do more than they did.

Additionally, to call Proteus "Master of Reality" is a bit too dramatic and slightly inaccurate. Reality is our perceptual consensus. Proteus merely warped the fabric of space-time so rapidly and intensely that his victims (never foes — always victims) could not change their perceptions or consensus in time. True, John A. Wheeler — Einstein's successor in Relativity Theory and coiner of the term, "black hole" — has believed that the fabric of space-time is the substrate of the Universe, but examine the powers of Proteus closely: the basic properties of space-time never changed. Proteus' power seemed to decline with distance (the inverse-square law) like any other energetic source; otherwise, he would've been the God he thought he was, instead of being a murderously powerful, sophisticated "relativity" villain.

But he was evil — reekingly evil. It was good to see him resoundingly defeated. Keep up the great work.

Kelth L. Partain  
1851 S. 106 E. Pl.  
Tulsa, OK 74128

Uh-huh! And here, Byrne and I thought that all we were doing was building a dynamite story-line around an equally nifty villain. Who would have thunk that we'd be getting knee-deep into Relativity and Universal Field Theory? Pretty hairy stuff for a writer whose primary academic claim to fame is a Bachelor's Degree in Acting. Responding to your criticisms, though, Keith — while remaining ever grateful for your fulsome praise — it's true that not everyone in the X-Men got equal play in the climactic battle. We tried to give everyone their moment, but we were less successful with some characters — Polaris, for example — than with others. In part, it was because we ran out of room and because of the way the visual structure evolved in John's head as he penciled the story. Also, the reason Colossus provided the final victory for the team was because John and I both felt that, after 35-odd issues, his time had more than come. Stick around, too, Keith, and you'll see our big tin-plated Russian do more of the same in the future.

Dear X-Folk,

The Proteus storyline is finally over and done with. It's been almost three years since he first showed up and I, for one, am glad it's finished. This storyline has taken far too long to resolve, and, hopefully, that won't happen with the Mastermind story.

There were some problems with the latest issue. For one thing, no matter how Chris explains it, you can't change an inanimate, unliving storefront into living bees, or living anything for that matter. It is absolutely impossible. The second major point was Cyclops' stunt with Wolverine. Cyclops' beam, which hammered through the ground to reach Banshee, and has gone through other nasty things besides, should've at the very least, knocked Wolverine unconscious and not just bruised him. However, this issue had

its good points as well. The last scene with Colossus was handled very well, and John's art work looked good throughout. Try to be a little more consistent next time on the writing.

Joel D. Cochran  
Rich Hall, Box 1310  
277 Babcock St.  
Boston, MA 02215

Proteus has the power to manipulate reality — whatever that is — any way he likes. That means either transforming organic materials into inorganic, or vice versa. The Molecule Man has been doing stunts like that for years, and no one's complained! Regarding Wolverine — what gave you the idea that Cyclops used the same force to slow Wolverine's descent that he used to free Banshee. You forget, he can control his beams. So, he used just enough power to brake Wolverine's fall, secure in the knowledge that Wolverine's unbreakable adamantium skeleton would protect the short guy from serious injury. He would not have tried this stunt with Nightcrawler or a normal human-type person.

Dear Mutantes (that's moo-tawn-tays):

Christopher, Christopher, Christopher. Though the entire ish of X-MEN #128 was indeed smooth and probably the best, in my opinion, you have ever done, you still left out one very important detail. Jason Wyngarde and Jean's fantasies induced by him were completely omitted from this ish. Why? You undoubtedly aren't going to just drop that sub-plot, and yet to just all of a sudden pick it out of the air and continue on with it won't seem right. You have usually been the master at the sub-plot, but I must confess I have my doubts as to how you're going to handle this!! Good luck.

Question: Banshee, who is terribly, terribly in love with Moira, would have killed Proteus when he shot him instead of just winging him. (I know that was a statement! Here's the question!) Why didn't Banshee indeed kill Proteus? Why endanger Moira's life (and that of Wolverine) when he had the power to put an end to Proteus' killing spree?

Anyway, pick up the pieces of Jason Wyngarde and I'll see you in thirty.

Todd "Yes-It's-me-The-Kid" Benedict  
Seattle, WA (The Evergreen State)

If you read this issue, Todd, pieces are indeed all that's left of Jason Wyngarde to be picked up. Heh, heh, heh — boy, does he get what's coming to him. As for why he put in no appearances in issues #127 and 128 — purely space considerations. At that point, Proteus took priority — and even then, we couldn't fit in all the stuff we wanted to.

ANSWER: Banshee missed because he's a lousy shot; after all, when you've got a sonic scream, what d'you need with guns? See you in 30!

—chris claremont

AT LAST! MARVEL  
PRESENTS AN ALL-NEW  
WESTERN HERO  
DESTINED TO BECOME  
A LEGEND!  
WHATEVER YOU DO--  
DON'T MISS  
MARVEL PREMIERE  
# 54, FOR--

THE COMING OF  
★ CALEB ★  
HAMMER





15P 135  
JULY  
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THE UNCANNY

X-MEN



DEFEATED BY  
**DARK  
PHOENIX!**





















































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THE UNCANNY

**X-MEN**™

**CHILD OF  
LIGHT AND  
DARKNESS!**

*THE FINAL PHASE  
OF THE PHOENIX!*

DON'T MISS THIS  
**SPECIAL ISSUE**  
CONTAINING MORE  
SHOCKS AND SURPRISES  
THAN EVER BEFORE!

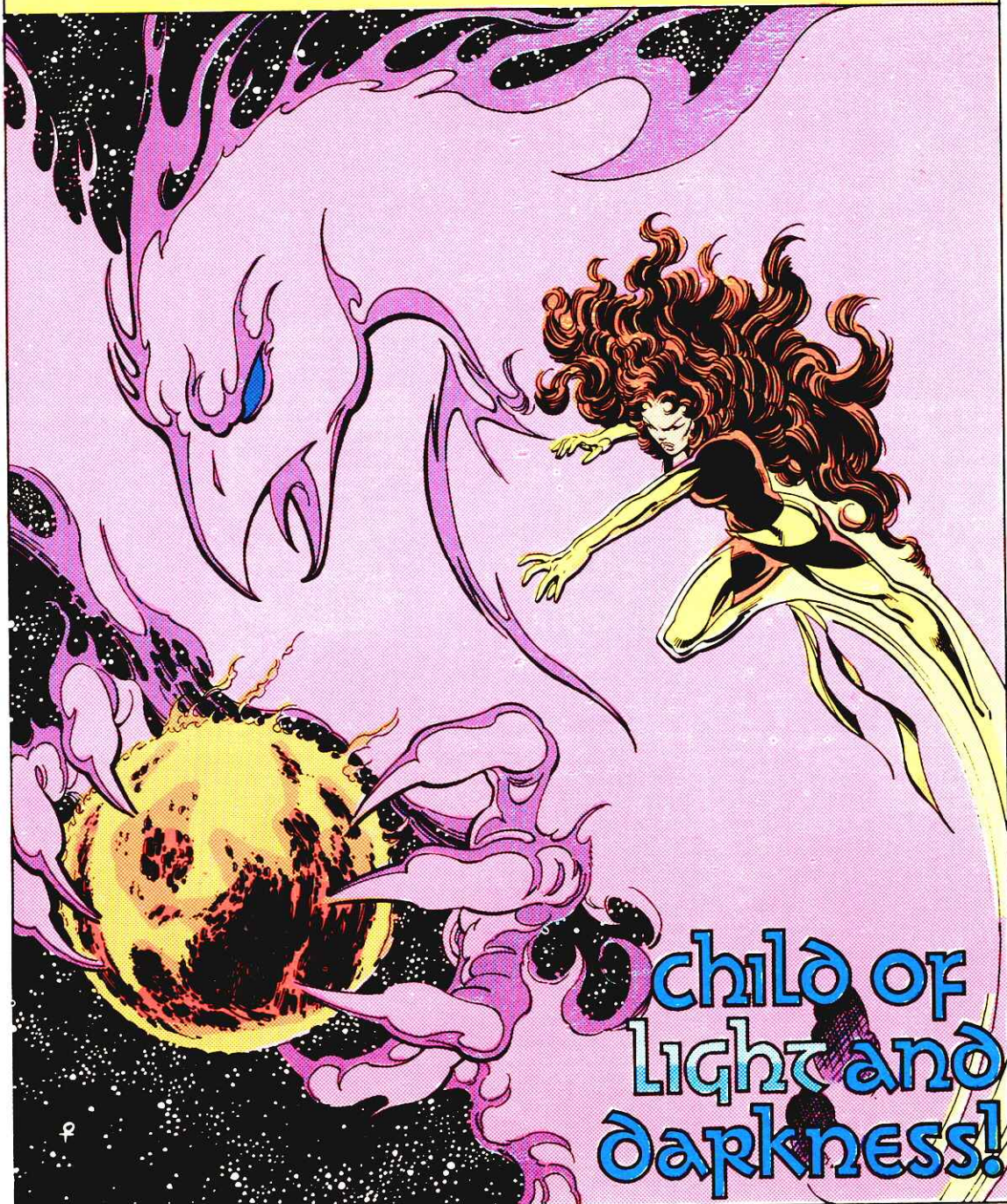




Cyclops. Storm. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS — feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

Stan Lee  
PRESENTS:

# THE UNCANNY X-MEN!™



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**IMPERIAL CENTER-- RULING SEAT OF A GALACTIC EMPIRE LOCATED HALFWAY ACROSS THE KNOWN UNIVERSE FROM EARTH...**

SEE, MY FRIENDS!  
THE **PHOENIX-ENTITY** APPROACHES  
HER HOMEWORLD,  
SOL 3-- **EARTH!**

FELLOW MINISTERS--  
RISE AND HAIL  
**LILANDRA**,  
MAJESTRIX  
SHI'AR!

THIS EMERGENCY  
MEETING OF HER  
GRAND COUNCIL IS  
NOW IN SESSION.

THANK  
YOU,  
ARAKI.

HONORABLE BEINGS, WE  
NOW FACE A THREAT THE  
LIKE OF WHICH THE SHI'AR  
EMPIRE-- INDEED, THE  
ENTIRE UNIVERSE-- HAS  
NEVER KNOWN.

BESIDE IT, EVEN  
**GALACTUS** MAY PALE  
TO INSIGNIFICANCE.  
TO FEED HIS  
INFERNAL HUNGER,  
HE CONSUMES  
WORLDS.

TO FEED  
HERS, **PHOENIX**  
MAY CONSUME  
**ALL THAT**  
**EXISTS.**

TUOKS'ENHAAMIN,  
BEGIN THE BRIEFING.

UPON ARRIVING IN IMPERIAL SPACE,  
AS ALL CAN SEE IN THIS HOLOGRAM  
FIELD, THE **PHOENIX-ENTITY** PLUNGED  
INTO THE HEART OF **D'BARI**, A  
MAIN SEQUENCE,  
G-TYPE STAR.

IN A MATTER  
OF SECONDS,  
SHE ADVANCED  
IT TO **SUPER-  
NOVA** STAGE.

\*THE  
RESULTANT  
STELLAR  
EXPLOSION  
DESTROYED  
NOT ONLY  
D'BARI, BUT  
ITS INHABITED  
PLANETS  
AS WELL.\*

AFTER LEAVING D'BARI,  
**PHOENIX** WAS INTERCEPTED  
BY OUR NEWEST, MOST  
POWERFUL BATTLE  
CRUISER. THE SHIP  
ATTACKED...

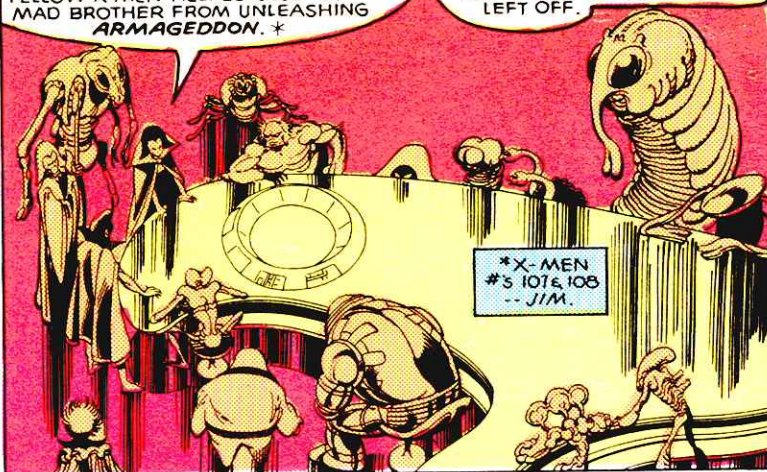
... AND WAS  
DESTROYED AS  
QUICKLY, AS EASILY,  
AS COMPLETELY,  
AS THE STAR.\*

\*SEE LAST  
ISH-- JIM.



WHEN I FIRST MET PHOENIX, SHE WAS A TERRAN FEMALE NAMED JEAN GREY, A BENEFICENT ENTITY. SHE AND HER FELLOW X-MEN HELPED STOP MY MAD BROTHER FROM UNLEASHING ARMAGEDDON. \*

NOW, IT SEEMS, THE CHILD IS BENEFICENT NO LONGER. I FEAR AS WELL THAT SHE MEANS TO PICK UP WHERE MY BROTHER LEFT OFF.



MINISTERS, IF THE EMPIRE-- IF THE UNIVERSE-- IS TO SURVIVE...

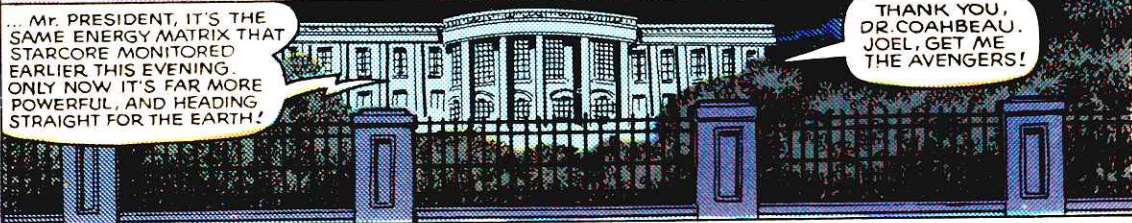
... PHOENIX MUST BE DESTROYED.



AT THAT MOMENT, ON EARTH, IN A MANSION KNOWN THROUGHOUT THE WORLD...

... MR. PRESIDENT, IT'S THE SAME ENERGY MATRIX THAT STARCORE MONITORED EARLIER THIS EVENING. ONLY NOW IT'S FAR MORE POWERFUL, AND HEADING STRAIGHT FOR THE EARTH!

THANK YOU, DR. COAHBEAU. JOEL, GET ME THE AVENGERS!

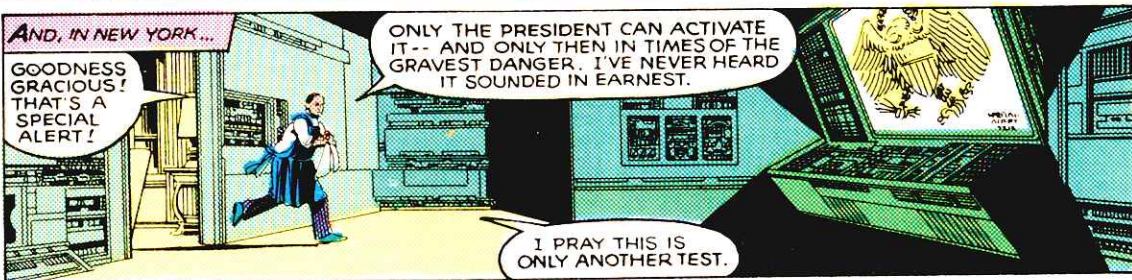


AND, IN NEW YORK...

GOODNESS GRACIOUS! THAT'S A SPECIAL ALERT!

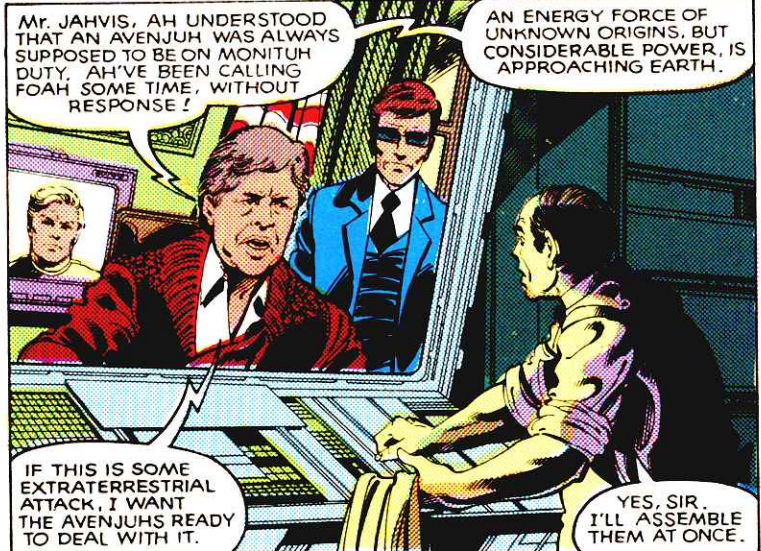
ONLY THE PRESIDENT CAN ACTIVATE IT-- AND ONLY THEN IN TIMES OF THE GRAVEST DANGER. I'VE NEVER HEARD IT SOUNDED IN EARNEST.

I PRAY THIS IS ONLY ANOTHER TEST.



MR. JAHVIS, AH UNDERSTOOD THAT AN AVENJUH WAS ALWAYS SUPPOSED TO BE ON MONITUH DUTY. AH'VE BEEN CALLING FOAH SOME TIME, WITHOUT RESPONSE!

AN ENERGY FORCE OF UNKNOWN ORIGINS, BUT CONSIDERABLE POWER, IS APPROACHING EARTH.



IF THIS IS SOME EXTRATERRESTRIAL ATTACK, I WANT THE AVENJUHS READY TO DEAL WITH IT.

YES, SIR. I'LL ASSEMBLE THEM AT ONCE.

AFTER THE TRANSMISSION ENDS...

MASTER BEAST WAS ON MONITOR DUTY. THERE'S NO SIGN OF A STRUGGLE-- SO I DOUBT HE WAS KIDNAPPED. BUT NO MESSAGE FROM HIM, EITHER.

WHAT HAPPENED TO HIM?? WHERE COULD HE HAVE GONE??





ANSWER: THE BEAST, ANSWERING CYCLOPS' SECRET CALL FOR HELP, HAS RETURNED TO HIS OLD ALMA MATER, PROFESSOR CHARLES XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS-- SECRET HOME AND HEADQUARTERS OF THE UNCANNY X-MEN.



BEFORE HE JOINED THE AVENGERS, HANK MCCOY WAS A CHARTER MEMBER OF THIS MUTANT TEAM. TONIGHT HE DISCOVERED THAT OLD LOYALTIES DIE VERY HARD.

BY GEORGE, I'VE GOT IT!

GOT WHAT, HANK?

YOUR BASIC MNEMONIC SCRAMBLER. SLAP THIS ON JEANNIE'S HEAD AND SHE SHOULDN'T BE ABLE TO THINK A COHERENT THOUGHT, MUCH LESS READ MINDS OR THROW TELEKINETIC FORCE BOLTS.



I'VE NEVER HEARD SUCH PAIN IN CYCLOPS' VOICE SOON NOW WE WILL HAVE TO FIGHT THE WOMAN HE LOVES-- PERHAPS TO THE DEATH. THAT KNOWLEDGE IS EATING HIM UP INSIDE.

SCOTT, I...

JUST A SEC. STORM.

I CAN'T OPEN MY EYES, EVEN THE TINIEST FRACTION, UNTIL I'VE PUT ON MY SPECIAL RUBY QUARTZ GLASSES, OR MY OPTIC BLASTS COULD PUNCH A TRUCK-SIZED HOLE IN THE WALL.



I'VE HAD TO BE THIS CAREFUL SINCE BEFORE I JOINED THE X-MEN. I'LL HAVE TO STAY THIS CAREFUL TILL THE DAY I DIE.

ORORO WANTS TO HELP ME, TO COMFORT ME. BUT I CAN'T GIVE IN. NOT YET. IF I GIVE FULL REIN TO MY FEELINGS, I'LL... SHATTER.

FOR JEAN'S SAKE, AS MUCH AS EVERYONE ELSE'S, I HAVE TO STAY STRONG... IN CONTROL.



MEANWHILE, IN THE MANSION'S DANGER ROOM, THE REST OF THE X-MEN WORK OUT WITH A MACHINE WHOSE BLADES WHIRL ABOUT THE ROOM AT VARYING HEIGHTS AND DEADLY SPEED.

I AVOIDED BEING CRUSHED BY TELEPORTING ONTO ONE OF THE BLADES AND RIDING IT...

...BUT YOU MUST STOP THE "SUPER SPANNER" COLOSSUS, BEFORE ITS SPINNING BLADES CRUSH BOTH YOU AND WOLVERINE!

I AM TRYING TO, NIGHT-CRAWLER!



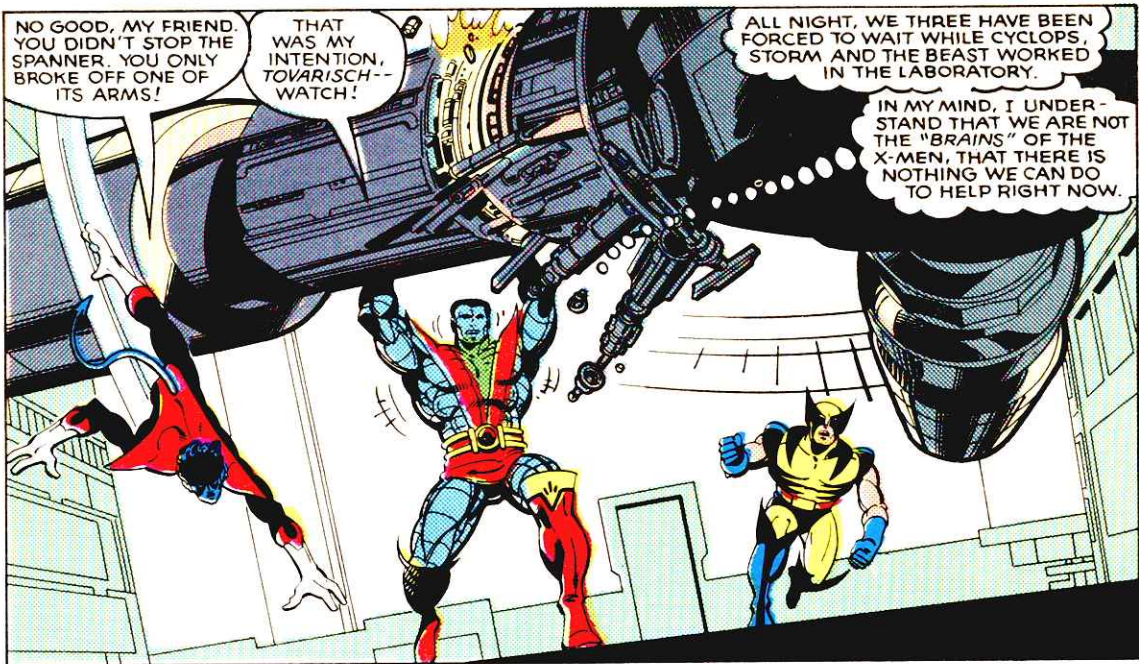


NO GOOD, MY FRIEND. YOU DIDN'T STOP THE SPANNER. YOU ONLY BROKE OFF ONE OF ITS ARMS!

THAT WAS MY INTENTION, TOVARISCH-- WATCH!

ALL NIGHT, WE THREE HAVE BEEN FORCED TO WAIT WHILE CYCLOPS, STORM AND THE BEAST WORKED IN THE LABORATORY.

IN MY MIND, I UNDERSTAND THAT WE ARE NOT THE "BRAINS" OF THE X-MEN. THAT THERE IS NOTHING WE CAN DO TO HELP RIGHT NOW.



BUT IN MY HEART, I AM SEETHING! MY PATIENCE IS ALMOST GONE. THIS WAITING IS DRIVING ME MAD!



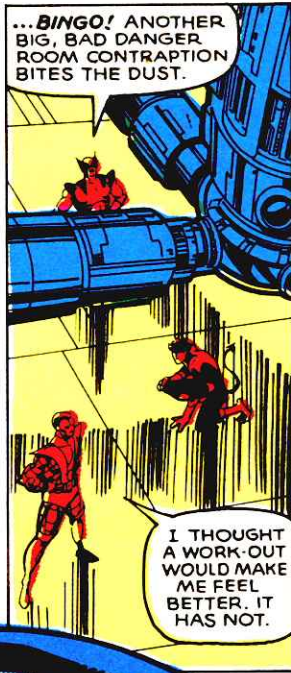
THERE, WOLVERINE! I HAVE SMASHED THE SPANNER'S MOTOR!

BEAUTIFUL, PETEY! ALL I HAVETA DO IS EXTEND MY RETRACTABLE, UNBREAKABLE ADAMANTIUM CLAWS...



...JAM THE GEARS AN'...

...BINGO! ANOTHER BIG, BAD DANGER ROOM CONTRACTION BITES THE DUST.



I THOUGHT A WORK-OUT WOULD MAKE ME FEEL BETTER. IT HAS NOT.

I KNOW WHAT YA MEAN, PAL. JEANNIE WAS-- IS-- SPECIAL TA ME, TOO. I'M WORRIED ABOUT HER, ABOUT WHAT MAY HAPPEN IN THE NEXT FEW HOURS.

SHE TRASHED US ONCE. \* SHE'LL PROBABLY DO IT AGAIN. BUT THAT DON'T MEAN WE GIVE UP.

SHE IS OUR FRIEND, PETER. MORE THAN OUR FRIEND. COME WHAT MAY...

...WE MUST FIGHT TO SAVE HER.



\*LAST ISH --JIM.



ANNANDALE-ON-HUDSON, NEW YORK--  
A SLEEPY LITTLE COLLEGE HAMLET SOME  
50 MILES (AS THE PROVERBIAL CROW  
FLIES) NORTHWEST OF THE X-MEN'S  
MANSION/HEADQUARTERS.



SHE LEFT  
HERE YEARS  
AGO TO  
BECOME  
THE X-MAN,  
MARVEL  
GIRL.

THIS HOUSE ON  
ANNANDALE ROAD  
IS WHERE JEAN GREY  
WAS BORN, WHERE  
SHE GREW UP.



SHE RETURNS AS--  
dark phoenix.

FOR A TIME, THE YOUNG GODDESS  
STANDS, UNMOVING, IN THE  
FRONT YARD, WONDERING WHY  
SHE CAME BACK HERE.

THEN...



THE LOOK, THE SMELL, THE FEEL OF EVERYTHING IS FAMILIAR, UNCHANGED. AND YET, THESE MEMORIES AND  
EXPERIENCES NOW SEEM TO BELONG TO SOMEONE ELSE.



THIS IS JEAN  
GREY'S HOME,  
NOT DARK  
PHOENIX'S.

JEAN GREY IS A GENTLE, LOVING WOMAN  
WHO CARED SO MUCH FOR THOSE SHE  
LOVED THAT SHE DEFIED DEATH ITSELF TO  
SAVE THEM. PHOENIX IS A DESTROYER OF  
WORLDS WHO CARES ONLY FOR HERSELF.



YET JEAN  
GREY IS DARK  
PHOENIX.

SHE WAS ONCE ALL THAT IS GREAT IN HUMANITY.  
SHE HAS BECOME ALL THAT IS TERRIBLE.



WHO'S THERE?!

WOULD YOU  
BELIEVE, THE  
WICKED WITCH  
OF THE WEST?

Eh?!  
THAT  
VOICE!  
IT CAN'T  
BE--!

JEAN!!



THIS IS FANTASTIC! MY GOODNESS, GIRL, WE HAVEN'T HEARD FROM YOU IN WEEKS! WHY DIDN'T YOU WRITE OR CALL?!

OH, NO! PLEASE, NO! MY TELEPATHIC POWER IS SO SENSITIVE, I CAN'T BLOCK OUT DAD'S THOUGHTS. HE'S AN OPEN BOOK TO ME! NOTHING'S SECRET, NOTHING'S SACRED, ANYMORE!

ELAINE! SARAH! COME DOWNSTAIRS! LOOK WHO'S HERE!

HIYA, LITTLE SISTER. LONG TIME, NO SEE!

WOW! MOM WASN'T KIDDING, JEAN. YOU **HAVE** CHANGED!

IT'S THE SAME WITH MOM AND SARAH, TOO! I CAN'T HELP READING THEIR MINDS!

IT'S WONDERFUL TO SEE YOU, DEAR.

I WAS... IN THE NEIGHBORHOOD. I THOUGHT I'D DROP IN.

THAT COSTUME...! IT'S TRUE, THEN, WHAT MOM TOLD ME? YOU **ARE** SOME KIND OF SUPER HERO.

YOU LOOK THIN, JEAN. ARE YOU EATING ENOUGH?

I'M FINE, MOM.

I'M **NOT** FINE! GET OUT OF MY MIND, ALL OF YOU! GET OUT! **GET OUT!!**

I NEVER SHOULD HAVE COME HERE. I CAN "READ" MOM'S LOVE FOR ME, HER CONCERN. BUT BENEATH THAT, ON A PRIMAL LEVEL -- BURIED SO DEEPLY SHE PROBABLY ISN'T EVEN AWARE THE FEELING EXISTS -- SHE'S SCARED OF ME.

IT'S AWFULLY LATE FOR AN IMPROMPTU VISIT, JEAN. IS ANYTHING WRONG?

DAD'S WORRIED ABOUT ME, BUT HE'S AS EDGY AS MOM.

AND SARAH'S **TERRIFIED**. SHE HAS TWO KIDS. SHE KNOWS NOW THAT I'M A MUTANT. SHE'S WONDERING IF THEY'RE MUTANTS TOO -- IF THEY'LL TURN OUT LIKE ME.

WELL, WHAT'S SO WRONG WITH THAT?! I AM DARK PHOENIX. I AM **POWER INCARNATE!**

I HOLD THE FATE OF THE UNIVERSE IN MY HANDS!





CAN'T HELP MYSELF! DON'T WANT TO, ANYMORE! I'M REACTING TO THEIR THOUGHTS, NOT THEIR WORDS!

YOU FEAR ME, ALL OF YOU, AND WITH GOOD REASON! WHAT I DO TO THIS PLANT...

... I CAN JUST AS EASILY DO TO YOU!

GOOD GRIEF!

SHE -- SHE TURNED IT INTO CRYSTAL!



WHO ARE YOU?! WHAT ARE YOU?! IN HEAVEN'S NAME, WHAT DO YOU WANT FROM US?!

I AM WHAT I AM.

I WAS YOUR DAUGHTER.

NO!

YOU'RE NOT MINE -- NOT ANY PART OF ME! I DENY YOU! I CAST YOU OUT!



DAD, NO! PLEASE!

WATCH YOUR TONE WITH ME, OLD MAN. YOU DANCE WITH DEATH -- AND WORSE THAN -- EH?

THAT FOG! WHERE DID IT COME FROM?!



IT'S NOT NATURAL -- THE LOCALE AND SEASON ARE ALL WRONG FOR THIS KIND OF PEA-SOUPER. STORM IS A WEATHER-WITCH--

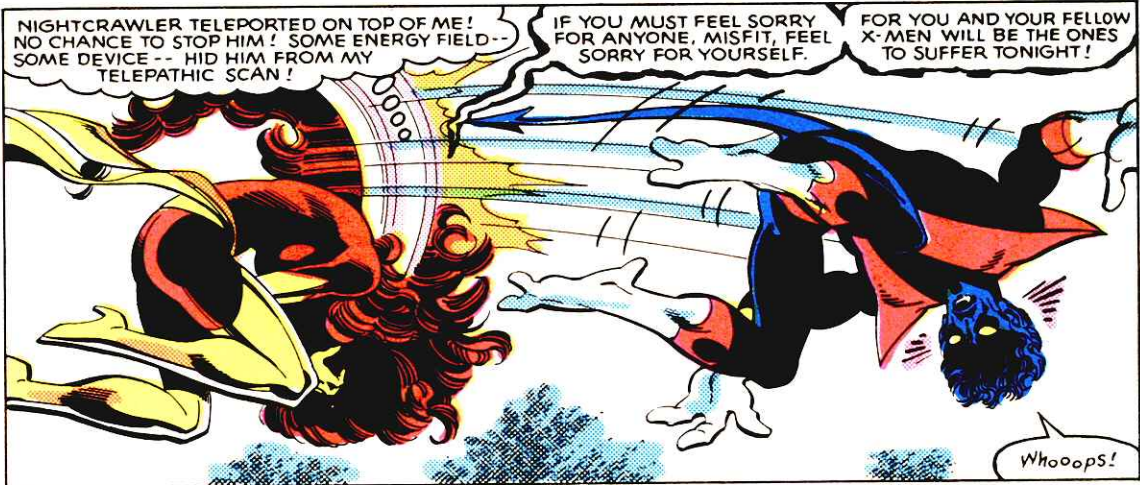
-- THIS IS PROBABLY HER DOING. STRANGE, THOUGH, I CAN'T SPOT HER, OR ANY OF THE OTHER X-MEN, TELEPATHICALLY.



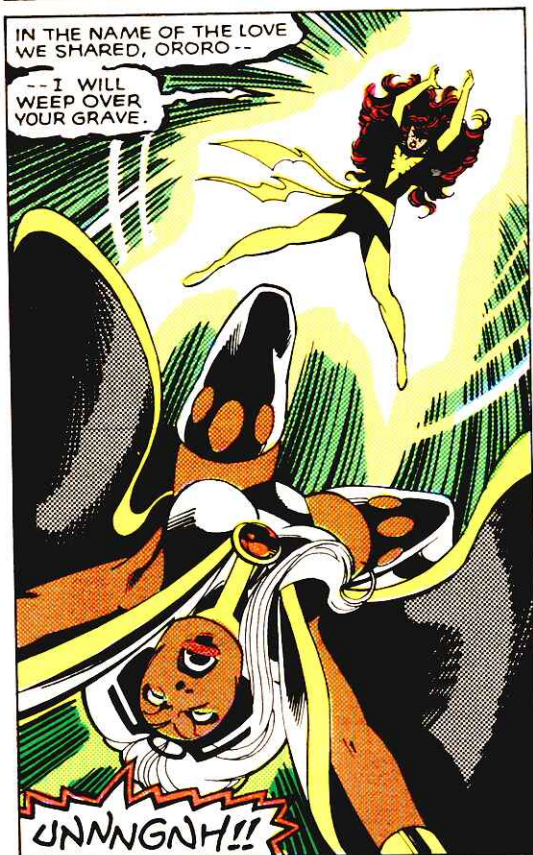
SURPRISE, LEIBCHEN. I'M SORRY -- TRULY SORRY -- THINGS MUST TURN OUT THIS WAY...

... BUT, AS THE SAYING GOES, IT'S FOR YOUR OWN GOOD.







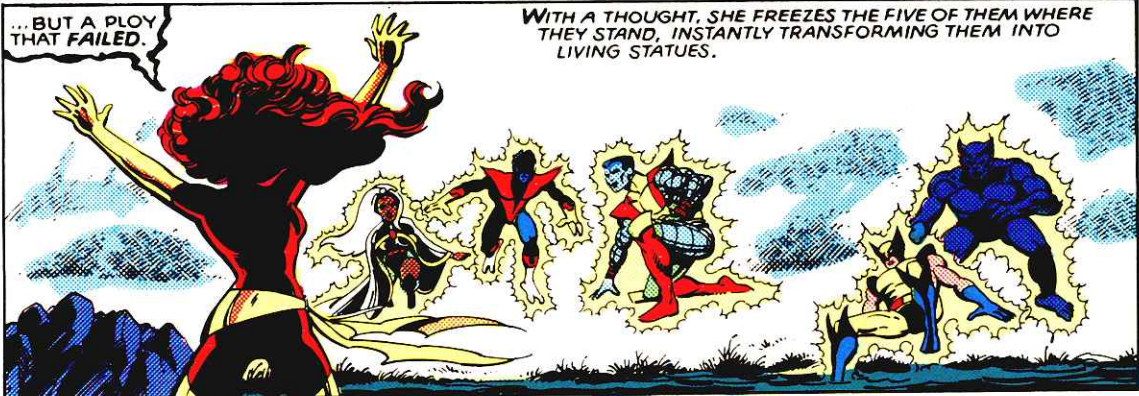








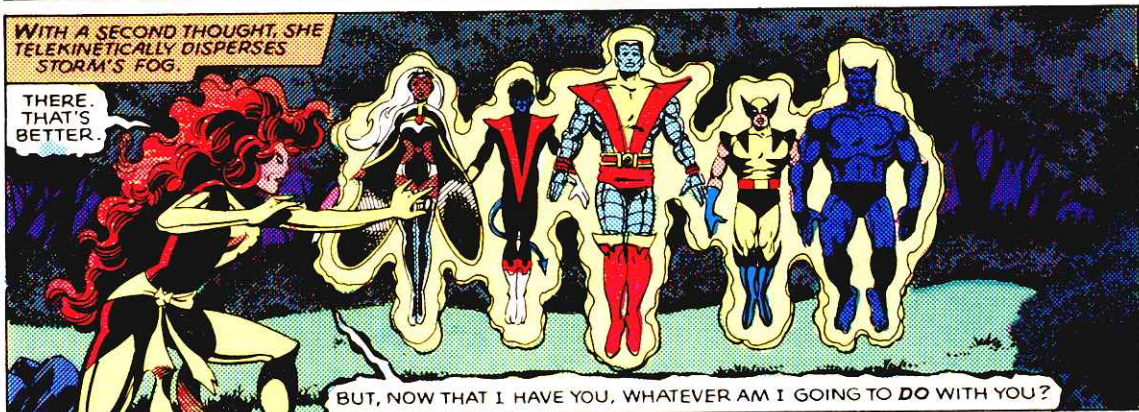
...BUT A PLOY  
THAT FAILED.



WITH A THOUGHT, SHE FREEZES THE FIVE OF THEM WHERE  
THEY STAND, INSTANTLY TRANSFORMING THEM INTO  
LIVING STATUES.

WITH A SECOND THOUGHT, SHE  
TELEKINETICALLY DISPERSES  
STORM'S FOG.

THERE.  
THAT'S  
BETTER.



BUT, NOW THAT I HAVE YOU, WHATEVER AM I GOING TO DO WITH YOU?

JEAN, IF THERE  
IS ANYTHING  
**HUMAN**  
REMAINING  
WITHIN YOU...

THERE  
ISN'T.



...HEAR ME!  
REMEMBER  
WHAT YOU WERE,  
WHAT YOU MEANT  
TO US AND WE,  
TO YOU. I...

HUSH,  
COLOSSUS.

YOUR  
APPEAL IS  
HEARD --  
AND  
**DENIED.**

ANY LAST  
THOUGHTS,  
"LITTLE  
BROTHER,"  
BEFORE  
FINAL  
SENTENCE  
IS PASSED?

AIIIEARRGH!



STOP IT,  
JEAN.

CYCLOPS!



I WAS  
WONDERING  
WHEN YOU'D  
TURN UP.







IT DOESN'T  
HAVE TO.  
TRUST ME.  
LET ME  
HELP--

JEAN!!

OH!!

PROFESSOR  
XAVIER???

WHAT  
HAVE YOU  
DONE!?!?

WHILE YOU DISTRACTED  
HER, I WAS ABLE TO  
APPROACH AND **MIND-  
BLAST** PHOENIX. I-I  
HAD NO ALTERNATIVE.

YOU HEARD  
OUR "MENTOR,"  
MY LOVE,  
AWAY WITH  
YOU!

SURRRGH!!

NOW STAND  
ASIDE--AT  
ONCE! I DO  
NOT WISH  
YOU TO BE  
HURT.

MEDDLING  
OLD FOOL--

-- YOU  
HAVE JUST  
SIGNED  
YOUR **DEATH  
WARRANT!**

PERHAPS, PHOENIX.  
BUT I AM IN PART  
**RESPONSIBLE** FOR  
WHAT HAS HAPPENED  
HERE. THOUGH IT  
MAY COST ME  
MY LIFE--

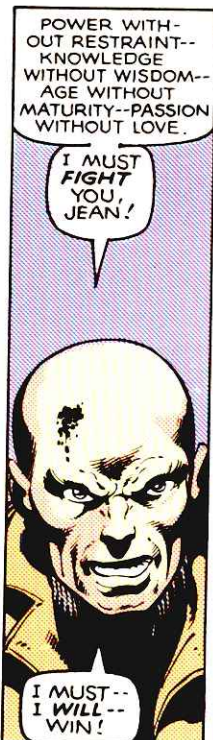
-- I WILL  
PUT IT  
RIGHT.

WHY, PROFESSOR, YOU  
SOUND ALMOST **GUILTY**--  
AS WELL YOU SHOULD! YOU  
UNLEASHED MY LATENT  
TELEPATHIC ABILITY. YOU  
SET IN MOTION THE  
CHAIN OF EVENTS THAT  
CREATED FIRST  
PHOENIX--

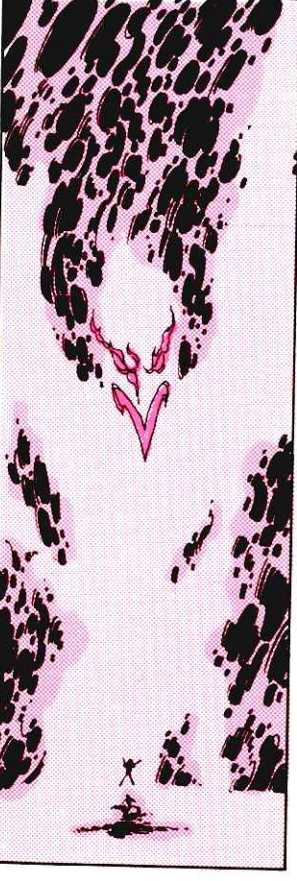
-- AND THEN,  
**DARK  
PHOENIX!**

BEHOLD  
YOUR  
CREATION,  
CHARLES  
XAVIER!





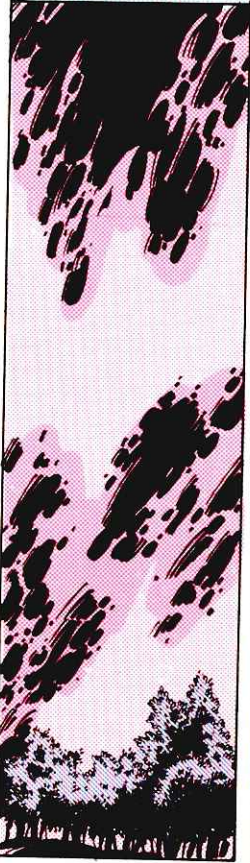
THE PHOENIX RISES, THE PSI-WAR BEGINS! THE INSANE YOUNG TELEPATH...



... VERSUS HER TEACHER ...



... IN A DEATH-DUEL BETWEEN THE STRONGEST MUTANT MINDS ON EARTH.



THE STRUGGLE IS EPIC--



--WAGED SIMULTANEOUSLY ON ALL THE INFINITE PLANES OF EXISTENCE.





NOT LONG AGO, YET FOR JEAN, A LIFETIME AGO, PHOENIX BOUND A ROGUE NEUTRON GALAXY WITHIN A STASIS-FIELD OF LIVING ANTI-ENERGY, THEREBY PREVENTING THAT ULTIMATE BLACK HOLE FROM DESTROYING THE ENTIRE UNIVERSE.

NOW, IN MUCH THE SAME WAY, CHARLES XAVIER SEEKS TO BIND DARK PHOENIX ONCE MORE...

... WITHIN AN UNBREACHABLE NETWORK OF PSIONIC CIRCUIT BREAKERS.

THE END COMES SUDDENLY. ONE MOMENT, THE PHOENIX-EFFECT IS LIGHTING UP THE COUNTRYSIDE LIKE A SMALL SUN.

THE NEXT, JEAN GREY COLLAPSES TO THE GROUND LIKE A PUPPET WITH ITS STRINGS CUT.

JEAN!!

WOULD... HAVE LOST-- BUT I... SENSED JEAN... FIGHTING HER PHOENIX-SELF... HELPING ME...

BLESS YOU, CHILD. I AM ... SO PROUD OF YOU...

JEAN? SHE'S SO STILL. I'M NOT EVEN SURE SHE'S ALIVE. I WANT HER TO LIVE--

-- BUT WHAT IF SHE HASN'T CHANGED? WHAT IF SHE'S STILL DARK PHOENIX?!

I'LL LOVE HER JUST THE SAME.

FOR BETTER, WORSE, RICHER, POORER, SICKNESS, HEALTH-- TILL DEATH DO US PART.

HI.

IF I DIDN'T KNOW BETTER, I'D SAY THOSE THOUGHTS I JUST PICKED UP SOUNDED LIKE A PROPOSAL.

THEY DID, DIDN'T THEY?

WHAT DO YOU SAY, RED?

H-HI, YOURSELF.

I SAY, YES!





NEXT ISSUE: THE END OF AN EPIC -- A 35-PAGE MASTERWORK!

The **FATE** of THE PHOENIX!



# X-MAIL

c/o MARVEL COMICS GROUP  
575 Madison Avenue  
New York, New York 10022

JIM SALICRUP  
EDITOR  
BOB BUDANSKY  
ASSISTANT EDITOR

With this issue, Chris Claremont celebrates his fifth anniversary of placing the X-Men in all sorts of life-threatening, heart-throbbing situations. Congratulations, Chris, and how about showing some mercy and giving our merry mutants a break, huh? No? Well, if Chris wants to make the next five years even more exciting than the last (admittedly a near-impossible but certainly worthwhile goal) we're not about to argue.

—Jim and Bob

Dear Chris,

I'm fascinated — Jason Wyngarde's subtle invasion into Jean's psyche, the secret scheme of the Hellfire Club, and the introduction of Kitty Pryde and the Disco Dazzler all have me scouting the comic book racks at the Rexall.

Are you really giving the Dazzler her own series? If so, make sure that you develop her character more fully, and make her powers more than a blinding light show. Use solid light as a power; have her possess other types of light or rays: ultra-violet, laser, etc. Have room for humor: no one can figure how her electricity bill is so low; she develops her own pictures with red light, etc. She has a lot of potential — she's riding the disco fad, she's tough, and she's got a highly visual power.

I'm even more thrilled about Kitty Pryde, however. She's young, unsure of how to handle her power, and most amazing of all: she's not pretty! I like that skinny, flat-chested kid. I like her suburban corniness and her resourcefulness against the White Queen. One request: please don't call her "Cute Kitty Pryde" again — her lack of beauty is good; don't ruin it by giving her the cutes. Her power doesn't seem too dramatic — both the Red Ghost and the Vision have it, and she's only used it defensively. Expand her abilities and find her a place in the X-Men. Make her an X-Man in training; that allows her to learn the ropes and keep the Professor's purpose of helping young mutants.

Kitty's youth and the relative normalcy of her home life will add a refreshing contrast to the other X-Men. Dealing with her parents' divorce has real potential and is also new ground in the Marvel Universe. Her friendship with Ororo is touching, and should be developed more fully. A crush on Peter, and his awkwardness in handling it would be fun. More importantly, Kitty Pryde is growing up from a sheltered child to a young woman who has to face the existence of evil in the world. Hers is the powerful portrait of a scared child who is forced to be a heroine.

Make it happen, Chris.

Julie St. Germaine  
6515 Pardall Rd. #8  
Isla Vista, CA 93017

Stick around for a couple of more issues, Julie, and you'll see it happen — because, as of X-MEN #138, Kitty Pryde makes her long-awaited, eagerly-anticipated reappearance. What happens after that is anyone's guess. Regarding Dazzler — I'll forward your suggestions to Tom DeFalco, who's handling the writing chores on that book. From where we sit, it looks like the Dazzler's off to a — dare I say it — "dazzling" start; it will be interesting to see where she goes from there.

Amis;

Yin and yang; the duality of human nature. The Taoists know of it. It is a basic tenet of Vulcan philosophy. Even Christianity acknowledges this in its own irrational manner.

And so, Chris Claremont is showing us the conflict between the light and the dark within the psyche of Jean Grey. This conflict is but an example of what each of us must deal with in order to acquire any sort of psychological and philosophical maturity. The conflict personified by Jean Grey is a sad comment on the nature of this human world of ours because, though we know that Jean will triumph over the darkness, billions of us will not.

Gary L. Day  
526 North 19th Street  
Philadelphia, PA 19130

An interesting — albeit depressing — point-of-view, Gary. And a sentiment we appreciate — I think. But whoever said Jean would triumph?

Gentlemen,

For quite a while now, the X-MEN has been making a policy of Bigger and Better Things. It isn't just Byrne's art (too good to be true) or Claremont's smooth scripting — not entirely. The range of characters and settings (How long since they've adventured in New York? Heck, they don't just go to Japan or the Hebrides, they go to *Calgary*!), the pace, the humanity in the characters — all create an atmosphere. Every issue proves that, mutant or not, these are real people I even liked Arcade. Sure, he's fun. He is also a madman illustrating the childish insanity of violence — whether it is Iranian embassies or the jungles of Vietnam, or among even heroes like the X-Men... The "fun," the attractiveness, is part of that evil.

But I am writing for another reason. I like Jason Wyngarde. This is archetypal stuff, straight from the gothics — Zastrozzi in an SF setting. Another side of evil; not mindless, as with Arcade, or socio-political as with, say, Magneto or Dr. Doom, but personal...very personal. The sense of dangerous sexuality, Phoenix's inability to understand what is happening to her and her consequent fear, even her refusal to discuss the matter with the other X-Men, makes this plot very intriguing indeed.

Another thing about the X-Men: this seems to be the only Marvel comic that is free of sexual stereotype or bias. The women do not act like men. They are not aggressively, defensively feminist. They are not sex objects, or cowards, or perpetual hostages. Instead, you have made them individuals, and I heartily approve.

Elizabeth Holden  
211 Sunnyside Ave.  
Ottawa, Ontario K1S 0R4 Canada

We do our best, Elizabeth; and, succeed or fail, at least we all know we tried. One of the elements about the X-MEN that most impresses me is that it's a book that always seems to bring out the very best in the people who work on it. And our readers — like you, and the hundreds of others whose letters regrettably won't see print because of our lack of space — reciprocate in kind, matching our enthusiasm for the book with their own. They don't always agree with what I or Dave have done — or with what John and I are doing now — and they don't always like it, but they care. And that caring makes all the difference in the world.

NEXT ISSUE: The end of an epic, something that we've been building towards for almost four years, a story so dramatic that it takes a double-sized, 34-page issue to tell it. What's it about? The title says it all. Be here in 30, true believers, to learn:

"THE FATE OF THE PHOENIX!"

—Chris Claremont

## SPECIAL ANNOUNCEMENT

An Unabashed Plug, actually, to alert Marvelites everywhere that Smilin' Stan Lee himself will be making one of his rare (these days) convention appearances at this year's PHRINGERCON. For the uninitiated, *PhringeCon* will be held at the Adams Hotel in beautiful downtown Phoenix, July 11-13, 1980. Besides Stan, there will be other Bullpenners, including the X-Men's star writer Chris Claremont, some of the biggest names in Science Fiction, and a host of nifty exhibits and activities. Write to Greg Shirey, PhringeCon, Inc., P.O. Box 1072, Phoenix, Arizona 85001 for details about admissions prices and accommodations. Check it out!

—Jim Shooter



**AT LAST! LEARN THE  
REAL REASONS WHY JEAN  
GREY HAD TO DIE!!**

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CAN. \$2.25

**1**  
APR

# PHOENIX™

## THE UNTOLD STORY

**FEATURING  
THE ORIGINAL,  
UNCENSORED,  
NEVER BEFORE  
PUBLISHED  
CONCLUSION TO  
THE SAGA OF  
PHOENIX!!**

BYRNE  
AND  
AUSTIN

**PLUS EXCLUSIVE INTERVIEWS  
WITH JIM SHOOTER,  
JOHN BYRNE, TERRY AUSTIN,  
AND CHRIS CLAREMONT.**





# PHOENIX™

## THE UNTOLD STORY

### "SHE'S DEAD, JIM!"

BY EX-X-MEN EDITOR

JIM SALICRUP

This ain't no **What If** story. When issue #137 of **THE X-MEN** was conceived, **Jean Grey**, the virtually all-powerful super mutant called **Dark Phoenix**, survived at the end of the story, albeit in an altered state. However, all-powerful Editor in Chief, **Jim Shooter** had a problem with that particular ending. After all, he wondered, hadn't nasty ol' **Dark Phoenix** destroyed a star which set off a chain reaction which resulted in wiping out an entire planet of cute, little fuzzy creatures? Had I, as then-editor of **THE X-MEN**, become so evil, so heartless that I would condone such senseless cosmic violence by letting **Ms. Grey** off with what amounted to a slap on the wrist? Had I turned into **Dark Salicrup**, destroyer of fuzzy creature-filled worlds? No. Not really. My excuse? Two simple words. As **Steve Martin** would say in an embarrassing situation like this, "I forgot."

Fortunately Big **Jim** hadn't forgot. He's not Editor in Chief around here for nothing, ya know! Working with **Chris Claremont** and **John Byrne**, along with **Louise Jones**, who was scheduled to take over the editing chores with issue #138, **Jim** helped come up with the dramatic and powerful tale which finally finished off **Dark Phoenix**. They did a sensational job! What we're presenting here in this special edition is that same story but with its original ending. It's something we've never done before. It's kinda like how Hollywood is restoring lost footage to many screen classics. But as far as official Marvel continuity is concerned, the events shown in this version never happened! Not even in an alternate reality. **Phoenix** is still dead.

So long live **Phoenix**! Despite all our efforts, **Phoenix** has developed a huge cult following which refuses to let her rest in peace. Showing her die wasn't enough. Showing her buried wasn't enough. In an issue of **THE FANTASTIC FOUR** I edited, **John Byrne** even placed the Great Refuge, the legendary home of the **Inhumans**, on top of her lunar grave site and that still wasn't enough! In a recent long-running storyline in **THE X-MEN**, **Chris** had many fans believing that **Jean Grey** had, in fact, returned. Despite the outcome of that story, many still believe **Dark Phoenix** will live again. Didn't **Jean Grey** become **Phoenix** by sacrificing her life to save the **X-Men** in the first place? Isn't returning from the dead the very reason she's called **Phoenix**? If nothing else, **Phoenix** still lives in the hearts and minds of all those who loved her. Just ask **Jim Shooter**. The poor guy can't even go to a comic book convention without being besieged by her countless fans' requests to bring her back alive.

What will be the final outcome of all this controversy? How do I know? Check out the round table interview elsewhere in this issue to see for yourself how confused we are around here at mixed-up Marvel. If you think, after reading the **Dark Phoenix Tapes**, that we have any idea what we're doing, let alone what we'll be doing in the months to come, then tell us! We'd like to know!

PHOENIX™ Vol. 1, No. 1, April, 1984. Published by MARVEL COMICS GROUP, James E. Galton, President, Stan Lee, Publisher, Michael Hobson, Vice-President, Publishing, Milton Schiffman, Vice-President, Production. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. Reprint material originally published in X-MEN #137, copyright © 1980 by Marvel Comics Group. All new material copyright © 1983 by Marvel Comics Group, a division of Cadence Industries Corporation. All rights reserved. Price \$2.00 per copy in the U.S. and \$2.25 in Canada. 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. This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. All prominent characters featured in the issue, and the distinctive likenesses thereof, are trademarks of the MARVEL COMICS GROUP.

Seventeen years ago, this month, Stan Lee and Jack Kirby chronicled the first adventure of one of the strangest super hero teams ever created — and a *legend* was born! Today, Chris Claremont, John Byrne and Terry Austin proudly celebrate that anniversary and reaffirm that legend!

Stan Lee  
PRESENTS:

# THE UNCANNY X-MEN!™

I AM-- THE  
WATCHER!

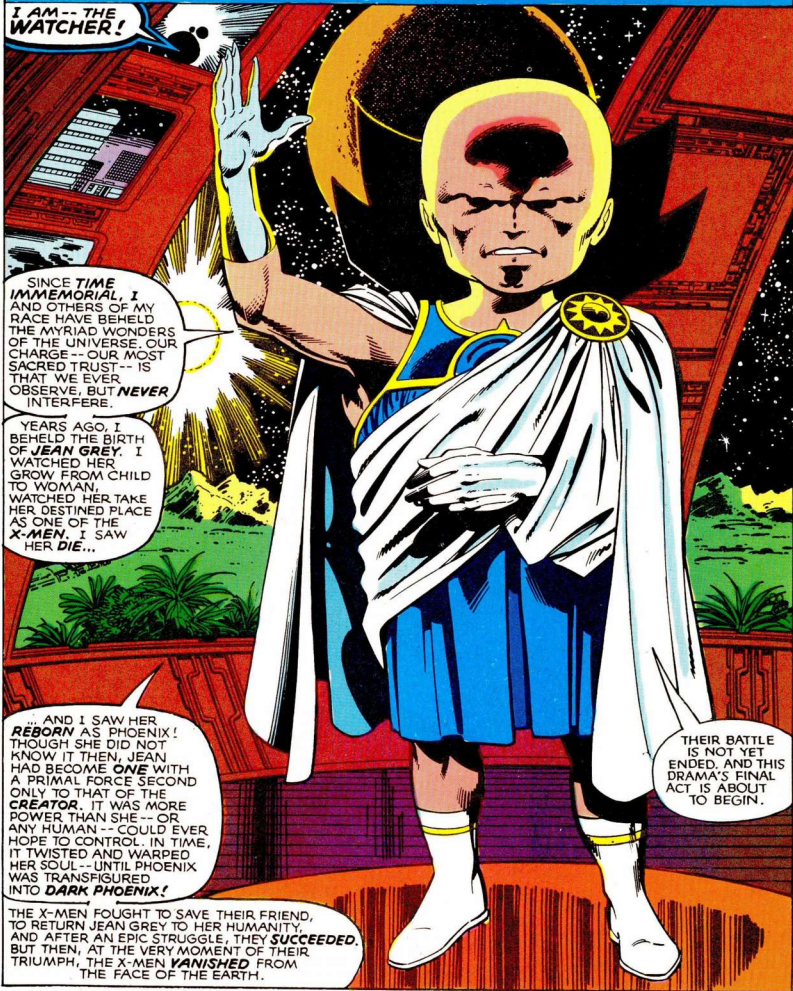
SINCE TIME  
IMMEMORIAL, I  
AND OTHERS OF MY  
RACE HAVE BEHELD  
THE MYRIAD WONDERS  
OF THE UNIVERSE. OUR  
CHARGE--OUR MOST  
SACRED TRUST-- IS  
THAT WE EVER  
OBSERVE, BUT *NEVER*  
INTERFERE.

YEARS AGO, I  
BEHELD THE BIRTH  
OF *JEAN GREY*. I  
WATCHED HER  
GROW FROM CHILD  
TO WOMAN,  
WATCHED HER TAKE  
HER DESTINED PLACE  
AS ONE OF THE  
*X-MEN*. I SAW  
HER *DIE*...

... AND I SAW HER  
*REBORN* AS *PHOENIX*!  
THOUGH SHE DID NOT  
KNOW IT THEN, JEAN  
HAD BECOME *ONE* WITH  
A PRIMAL FORCE SECOND  
ONLY TO THAT OF THE  
*CREATOR*. IT WAS MORE  
POWER THAN SHE--OR  
ANY HUMAN-- COULD EVER  
HOPE TO CONTROL. IN TIME,  
IT TWISTED AND WARPED  
HER SOUL--UNTIL PHOENIX  
WAS TRANSFIGURED  
INTO *DARK PHOENIX*!

THE X-MEN FOUGHT TO SAVE THEIR FRIEND,  
TO RETURN JEAN GREY TO HER HUMANITY,  
AND AFTER AN EPIC STRUGGLE, THEY *SUCCEEDED*.  
BUT THEN, AT THE VERY MOMENT OF THEIR  
TRIUMPH, THE X-MEN *VANISHED* FROM  
THE FACE OF THE EARTH.

THEIR BATTLE  
IS NOT YET  
ENDED, AND THIS  
DRAMA'S FINAL  
ACT IS ABOUT  
TO BEGIN.





# THE FATE OF THE PHOENIX.

A MOMENT AGO, THEY HAD BEEN ON EARTH.

WHAT HAPPENED?!

WHERE THE DEVIL ARE WE?!

LET ME PUT IT THIS WAY, CYKE--

-- I DON'T THINK WE'RE IN KANSAS ANYMORE.

CUTE, BEAST, REAL CUTE. BUT WHO ARE THESE... PEOPLE?! WHAT DO THEY WANT WITH US?!

WE'RE SURROUNDED BY ARMED AND ARMORED WARRIORS, ANGEL, SO I DOUBT IT IS ANYTHING GOOD.

PROFESSOR XAVIER, I DO NOT UNDERSTAND. WE WERE IN THE GARDEN OF JEAN'S PARENT'S HOUSE...

AND, NOW, WE ARE ON THE CARGO DECK OF A SHI'AR IMPERIAL DREADNOUGHT. I RECOGNIZE IT. THIS IS THE FLAGSHIP OF LILANDRA'S GRAND FLEET!

AND IF IT IS HERE, THEN LILANDRA-- THE WOMAN I LOVE-- CANNOT BE FAR...!

X-MEN! HEED THE WORDS OF GLADIATOR, PRAETOR OF THE IMPERIAL GUARD!

YOU STAND IN THE PRESENCE OF LILANDRA-- MAJESTRIX SHI'AR, EMPRESS!

YOUR FATE IS IN HER HANDS!

CHRIS CLAREMONT • JOHN BYRNE  
WRITER-CO-PLOTTERS-PENCILER

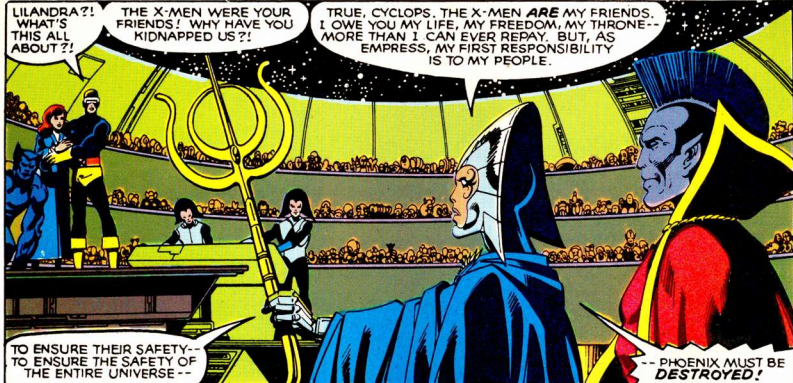
TERRY AUSTIN  
INKER

TOM ORZECOWSKI, letterer  
GLYNIS WEIN, colorist

JIM SALICRUP & LOUISE JONES  
EDITORS

JIM SHOOTER  
EDITOR in CHIEF





LILANDRA?!  
WHAT'S  
THIS ALL  
ABOUT?!

THE X-MEN WERE YOUR  
FRIENDS! WHY HAVE YOU  
KIDNAPPED US?!

TRUE. CYCLOPS. THE X-MEN **ARE** MY FRIENDS.  
I OWE YOU MY LIFE, MY FREEDOM, MY THRONE--  
MORE THAN I CAN EVER REPAY. BUT, AS  
EMPRESS, MY FIRST RESPONSIBILITY  
IS TO MY PEOPLE.

TO ENSURE THEIR SAFETY--  
TO ENSURE THE SAFETY OF  
THE ENTIRE UNIVERSE --

-- PHOENIX MUST BE  
**DESTROYED!**



PHOENIX?!  
ME?!  
**WHY?!?**

AS I RECALL, LILANDRA,  
PHOENIX STOPPED YOUR WACKO  
BROTHER FROM SINGLE-  
HANDEDLY DESTROYING  
THE UNIVERSE. \*

IS THIS HOW YOU  
REPAY HER?!

\*X-MEN #108 -- JIM.



WE HAD NO QUARREL WITH PHOENIX  
THEN, CYCLOPS. SHE SEEMED A  
**BENEFACTANT** ENTITY, THOUGH WE  
SUSPECTED THE FULL EXTENT OF  
HER POWER -- AND **FEARED**  
IT -- WE DID NOTHING.

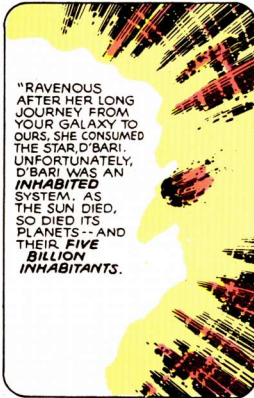
WE BELIEVED --  
**I BELIEVED** --  
THAT JEAN COULD  
COPE WITH HER  
NEAR-INFINITE  
ABILITIES. I  
WAS WRONG.

GLADIATOR --  
CONTINUE.



WHEN PHOENIX RETURNED TO  
SHI'AR SPACE, SHE WAS NO LONGER  
BENEFACTANT. SHE HAD BEEN TRANS-  
FORMED INTO THE BLACK ANGEL OF  
LEGEND -- **CHAOS-BRINGER** --

-- RAVAGER OF WORLDS.



"RAVENOUS  
AFTER HER LONG  
JOURNEY FROM  
YOUR GALAXY TO  
OURS, SHE CONSUMED  
THE STAR D'BARI.  
UNFORTUNATELY,  
D'BARI WAS AN  
**INHABITED**  
SYSTEM. AS  
THE SUN DIED,  
SO DIED ITS  
PLANETS -- AND  
THEIR **FIVE  
BILLION  
INHABITANTS.**

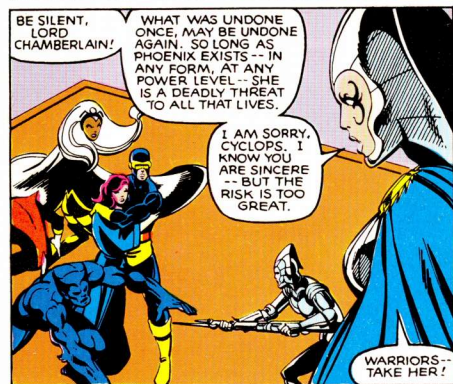


"A SHI'AR WARSHIP INTERCEPTED  
PHOENIX, AND FOUGHT HER.

"SHE DESTROYED IT,  
AS WELL, BEFORE  
RETURNING TO EARTH. " \*

\* SEE X-MEN #135 -- JIM.





MAGNIFICENT, CHARLES. YOU LEARNED MUCH ABOUT THE SHI'AR DURING YOUR TOO-BRIEF STAY ON MY HOMEWORLD. THE "ARIN'NN HAE'LAR" IS THE ONE CHALLENGE THAT CANNOT BE REFUSED.

CHARLES, MY BELOVED, HAD THE FATES WEAVER A DIFFERENT TAPESTRY. WE MIGHT HAVE HAD THE STARS. INSTEAD, WE FACE NOTHING BUT THE ASHES OF DYING DREAMS.

WELL, EMPRESS? DO YOU ACCEPT?

MAJESTIC, THE KREE AGREED THAT THIS PHOENIX-ENTITY BE EXPUNGED. NOTHING WAS SAID OF ANY "DUEL OF HONOR."

EXCUSE ME, CHARLES. IT SEEMS I MUST CONSULT WITH MY... ALLIES.

AND SO, AFTER A COMMUNICATIONS INSTA-LINK HAS BEEN ESTABLISHED BETWEEN LILANDRA'S FLAGSHIP AND THE THRONEWORLDS OF THE KREE AND SKRULL EMPIRES-- FEUDING GALACTIC STATES AS ANCIENT AND MIGHTY AS THE SHI'AR ...

...THE X-MEN WILL FIGHT, REGARDLESS. THESE TERRAN "SUPER-HEROES" ARE A STUBBORN BREED-- BUT HONORABLE, TOO. THEIR WORD CAN BE TRUSTED.

THE SUPREME INTELLIGENCE OF THE KREE HAS NO OBJECTION TO THIS DUEL.

NOR DO I, RK'LL, EMPRESS OF THE SKRULLS...

... PROVIDED OUR REPRESENTATIVES ARE PERMITTED TO MONITOR THE BATTLE.

MY LEIGE, NO? I MUST STAND BESIDE THIS MIS-BEGOTTEN MATE OF A MUDWORM?! YOU ASK TOO MUCH OF ME!

THEN STAY BEHIND, SKRULL! THE PETTY BICKERING BETWEEN YOUR TWO RACES DOES NOT CONCERN ME

I AM HERE FOR ONE REASON: TO END FOREVER THE THREAT OF PHOENIX. HINDER ME IN ANY WAY, ALIEN--

--AND YOUR LIFE IS FORFEIT!



YOUR GAMBIT WAS SUCCESSFUL, CHARLES. I ACCEPT YOUR CHALLENGE.

I PRAY YOU WILL NOT LIVE TO REGRET WHAT YOU'VE DONE THIS DAY.

WE'VE FACED TOUGHER ODDS, LADY-- AND COME OUT ON TOP.



WE SHALL SEE, ANGEL.

NEITHER YOU NOR THE BEAST ARE X-MEN ANY LONGER. THIS IS NOT YOUR FIGHT. YOU ARE FREE TO GO, IF YOU WISH.

WELL, GEE, NOW THAT YOU MENTION IT, LIL, I DID LEAVE SOME COOKIES BAKING IN THE OVEN.

BE SEEING YOU-- ULLP!

WE'LL BOTH STAY.

YOUR COURAGE AND LOYALTY DO YOU CREDIT, X-MEN.

YOU WILL HAVE A DAY TO REST, TO RECOVER YOUR STRENGTH, TO PREPARE.

THE DUEL BEGINS AT DAWN.

JEAN GREY.

ONLY HOURS AGO-- IS THAT ALL? --AS DARK PHOENIX, I HELD THE WHOLE UNIVERSE IN THE PALM OF MY HAND.

FOR A WHILE, I WAS ALMOST GOD.

I WAS TERRIBLE-- YET BEAUTIFUL. AN ANGEL. I DIDN'T WANT THAT AWESOME POWER. I DIDN'T MEAN TO DO WHAT I DID.

BUT I DID IT JUST THE SAME.

NOW, THE TIME HAS COME TO PAY THE PRICE.

GOD... MERCIFUL GOD, HELP ME. GIVE ME STRENGTH.

MILADY?

Eh?!

IS THIS THE GARMENT YOU REQUESTED?

IT IS. IT LOOKS FINE. LEAVE IT THERE, PLEASE. I'LL LET YOU KNOW IF THERE ARE ANY PROBLEMS.

I'D LIKE TO BE ALONE.



**NIGHTCRAWLER.**

FOR ALL ANGEL'S BRAVADO, I'VE A NASTY FEELING THIS MAY BE THE BATTLE WHERE OUR LUCK RUNS OUT.

I AND THE OTHER NEW X-MEN HAVE FOUGHT THE IMPERIAL GUARD BEFORE. HE HAS NOT. THEY'RE ALIEN SUPER-BEINGS, WITH ABILITIES AS VARIED AND POWERFUL AS OUR OWN. THE LAST TIME WE MET, IT TOOK A MINOR MIRACLE FOR US TO DEFEAT THEM.

BUT THEN AGAIN, MIRACLES SEEM TO BE THE X-MEN'S STOCK IN TRADE. WHO KNOWS, WE MIGHT PULL OFF AN UPSET AT THAT.

WHATEVER HAPPENS, THOUGH, AT LEAST I'LL BE IN TIP-TOP SHAPE. THIS OBSTACLE COURSE IS GIVING ME THE BEST WORKOUT I'VE HAD IN AGES. I'VE GOT TO REMEMBER THE LAYOUT -- THEN TRY TO RECREATE IT IN THE DANGER ROOM BACK HOME...

... ASSUMING, OF COURSE, I MAKE IT BACK HOME.



I COULD TELEPORT TO THE FLOOR -- BUT I THINK I'LL RUN DOWN THE WALL INSTEAD. IT'S MORE FUN.

EAT YOUR HEART OUT, SPIDER-MAN! ANYTHING YOU CAN CLIMB, I CAN CLIMB BETTER...



>WHOOPS!<

THE WALL IS A FRICTIONLESS SURFACE!

MY TOES AND FINGERS CAN'T GET A GRIP!



RELAX, CRAWLER, I'VE GOT YOU!

ANGEL!

THANKS! IT REALLY WASN'T NECESSARY. I COULD HAVE JUST AS EASILY 'PORTED TO SAFETY.



NO PROBLEM. I NEEDED THE EXERCISE. I'VE BEEN WARREN WORTHINGTON THE THIRD TOO MUCH LATELY.

THE HIGH-FLYING ANGEL, ON THE OTHER HAND...



... IS A WEE BIT OUT OF SHAPE.

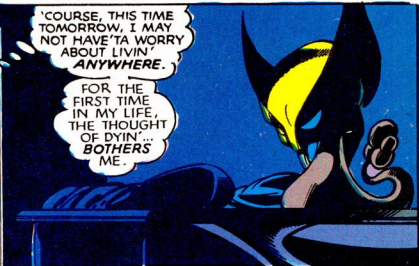
YOU SOUND SAD.

DO I? PERHAPS IT'S BECAUSE I'VE DISCOVERED, ALMOST TOO LATE, THAT BEING THE ANGEL IS A PART OF MY LIFE I DON'T WANT TO LOSE.





NICE DIGS. AN OKAY PLACE TO SPEND THE NIGHT-- BUT I'D GO BATTY IF I WAS FORCED TO LIVE HERE.



'COURSE, THIS TIME TOMORROW. I MAY NOT HAVE TA WORRY ABOUT LIVIN' ANYWHERE.

FOR THE FIRST TIME IN MY LIFE, THE THOUGHT OF DYIN'... BOTHERS ME.



I AIN'T SCARED.

AIN'T MUCH FOR A MAN WITH UNBREAKABLE ADAMANTIUM BONES AN' RAZOR-SHARP ADAMANTIUM CLAWS TO BE SCARED OF.

SNIK!



IT'S THAT, ALL OF A SUDDEN, I GOT LOOSE ENDS IN MY LIFE.

UNFINISHED BUSINESS. SOMEONE WHO CARES FOR ME-- WHO LOVES ME--

-- AS MUCH AS I LOVE HER.



MARIKO YASHIDA.

I WONDER IF I'LL EVER SEE HER AGAIN?

ONE WAY OR THE OTHER, I'LL KNOW SOON ENOUGH.



**BEAST:** WARREN, MY OLD FRIEND, YOU ARE A **DUNCE!** LILANDRA OFFERED US AN OUT, A CHANCE TO RETURN TO EARTH...

... A CHANCE FOR ME TO CALL THE AVENGERS-- AND JUST ABOUT EVERY OTHER SUPER-HERO I COULD GET MY HANDS ON-- FOR HELP.



AND YOU **BLEW** IT FOR ME. NOBLE, AMIGO, BUT **DUMB!** IN THE OLD DAYS, YOU WERE LOTS BETTER AT PICKING UP MY VERBAL CUES.

SO IT GOES. THE HAND'S DEALT.

ALL WE CAN DO IS PLAY IT OUT AS BEST WE CAN.



HELLLL - LO !

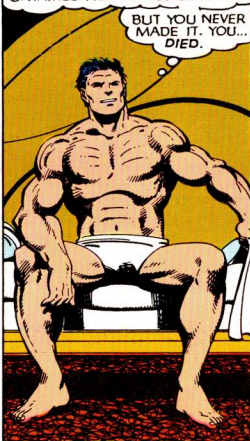
I AM YOUR MASSEUSE, SIR. I HAVE BEEN SENT TO TAKE CARE OF YOU.

WOW!

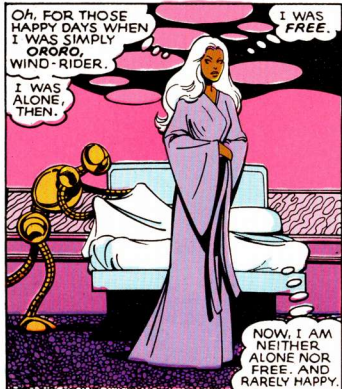
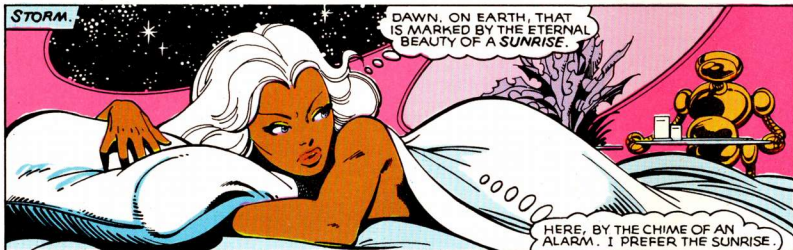




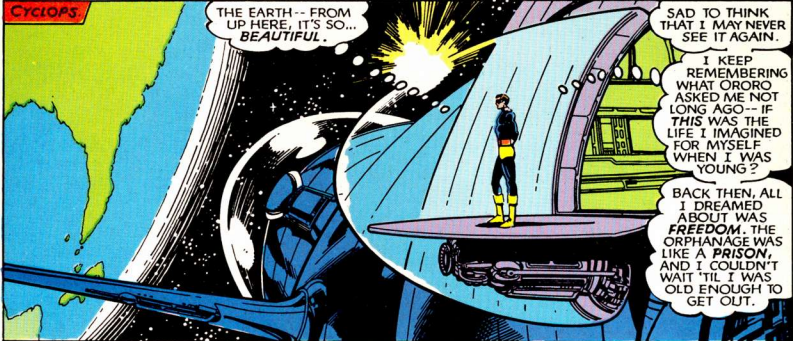
Oh, MY BROTHER, IF YOU COULD SEE ME NOW. YOU WERE THE **COSMONAUT**, MIKHAIL. I WAS THE FARM BOY. YOU WERE TO BLAZE NEW TRAILS INTO THE VAST, UNTAMED WILDERNESS OF SPACE.



TODAY, I, TOO, MAY DIE. I HOPE, MIKHAIL, THAT I MEET MY END WITH HALF THE COURAGE THAT YOU MET YOURS.







THE EARTH-- FROM  
UP HERE, IT'S SO...  
BEAUTIFUL.

SAD TO THINK  
THAT I MAY NEVER  
SEE IT AGAIN.

I KEEP  
REMEMBERING  
WHAT ORORO  
ASKED ME NOT  
LONG AGO-- IF  
THIS WAS THE  
LIFE I IMAGINED  
FOR MYSELF  
WHEN I WAS  
YOUNG?

BACK THEN, ALL  
I DREAMED  
ABOUT WAS  
**FREEDOM**. THE  
ORPHANAGE WAS  
LIKE A **PRISON**.  
AND I COULDN'T  
WAIT 'TIL I WAS  
OLD ENOUGH TO  
GET OUT.

IN A WAY, NOTHING'S REALLY  
CHANGED. I SIMPLY EXCHANGED  
THE STRUCTURE OF A STATE  
ORPHANAGE FOR THAT OF  
XAVIER'S SCHOOL-- EXCEPT  
THAT, IN THE X-MEN, **I**  
WAS IN CHARGE.



I NEVER  
THOUGHT  
OF THINGS  
LIKE THIS  
BEFORE.

I GUESS THAT SAYS SOME-  
THING ABOUT THE DIFFER-  
ENCE BETWEEN GETTING  
OLDER... AND **GROWING UP**.  
I'VE DONE THE FIRST--



--IT'S  
ABOUT TIME  
I DID THE  
SECOND.

ALL THINGS CONSIDERED, MY  
DARLING, I THINK YOU  
TURNED OUT REAL FINE.

WHAT?! JEAN!  
YOU READ MY MIND!



I NO LONGER  
HAVE THE POWER  
OF PHOENIX,  
SCOTT--

--BUT I'M STILL  
A **TELEPATH**. AND  
WE STILL SHARE  
OUR **PSYCHIC**  
**RAPPORT**.

YOU'RE  
DRESSED AS  
**MARVEL**  
**GIRL**--  
WHY?!

I'M NOT SURE--NOSTALGIA? PRIDE? I  
STARTED AS MARVEL GIRL, AND THAT'S  
HOW I'LL **FINISH**.



SCOTT, THERE'S ANOTHER  
DIFFERENCE BETWEEN THAT  
ORPHANAGE-- I **HATE** WHAT  
THAT PLACE DID TO YOU--AND  
THE X-MEN. AN **IMPORTANT**  
DIFFERENCE.

HERE, YOU FOUND **FRIENDS**.

PEOPLE WHO CARE FOR YOU, WHO **LOVE** YOU.



WHATEVER  
HAPPENS,  
KNOW THAT...  
I LOVE  
YOU.

AND I, YOU--  
WITH ALL  
MY HEART.



LATER...

IT'S BEEN NEARLY EIGHT YEARS SINCE APOLLO 17, THE LAST LUNAR MISSION. MANY BELIEVE MAN WILL NOT WALK ON THE MOON AGAIN BEFORE THE TURN OF THE CENTURY, IF EVEN THEN. THAT WOULD BE A SHAME, AND A TERRIBLE WASTE.



IT TOOK AMERICA'S ASTRONAUTS THREE DAYS TO MAKE THE JOURNEY FROM EARTH TO MOON. LILANDRA'S FLAGSHIP DOES IT IN MINUTES.

AND, ON THAT SPACECRAFT'S TRANSPORTER DECK...

I WISH YOU LUCK, GLADIATOR. I'D LIKE TO THINK THAT, UNDER OTHER CIRCUMSTANCES, WE MIGHT HAVE BEEN FRIENDS. THERE'S SO MUCH WE COULD LEARN FROM YOU -- YOUR PEOPLE -- FIGHTING LIKE THIS SEEMS SO STUPID...

...YET FIGHT WE MUST. I WISH YOU LUCK AS WELL, CYCLOPS.

I HAVE RARELY FACED SO HONORABLE A FOE.

THE X-MEN AND THE IMPERIAL GUARD WILL FIGHT UNTIL ONE TEAM OR THE OTHER IS DEFEATED. IF THE X-MEN WIN, THOSE WHO SURVIVE WILL BE SET FREE. IF MY IMPERIALS WIN...

... PHOENIX -- JEAN GREY -- IS OURS, TO DO WITH AS WE WILL. WILL YOU ABIDE BY THESE TERMS, CYCLOPS?

WE WILL.  
YOU HAVE OUR WORD ON THAT.

I WISH YOU WELL, X-MEN. TODAY, I MUST PLAY THE ROLE OF EXECUTIONER -- YET I WOULD GIVE ANYTHING TO BE FIGHTING BY YOUR SIDE.

BEAM THEM DOWN, TECHNICIAN.

THE X-MEN FACE HOPELESS ODDS, MAJESTRIX...

... BUT THEY ARE EXCEPTIONAL BEINGS. SUPPOSE... THEY WIN?

THEY WILL NOT WIN, ARAKI.

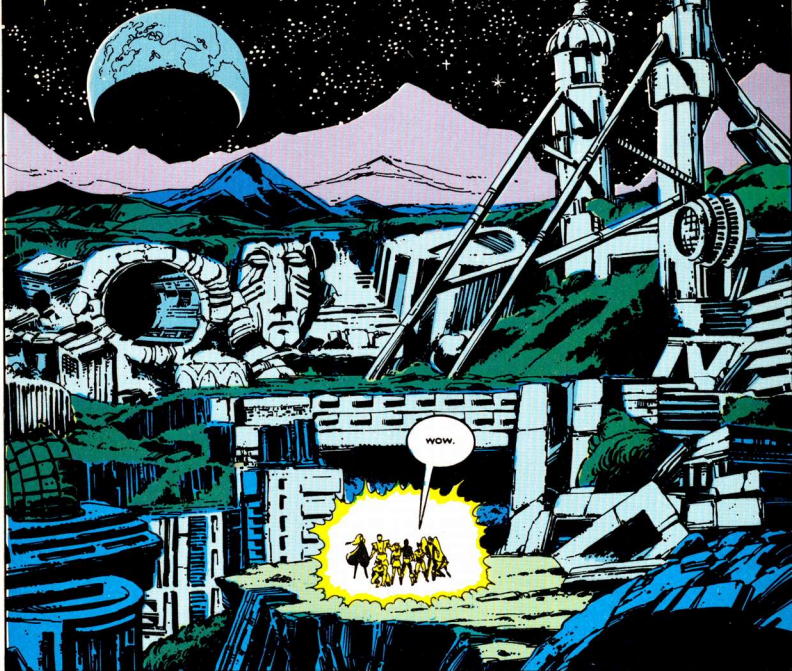
YOU HAVE MY WORD ON THAT.



CHAPTER  
TWO:

A TASTE OF

# ARMAGEDDON!



I RECOGNIZE THIS PLACE FROM THE AVENGERS' FILES-- IT'S CALLED THE "BLUE AREA" OF THE MOON. SOMEHOW, THERE'S EARTH-NORMAL ENVIRONMENT TO THE TOP OF THE CRATER.

BEYOND THAT, YOU'RE IN OPEN SPACE-- A HARD VACUUM.

THESE RUINS-- I HAVE NEVER SEEN ANYTHING SO OLD!

I'VE PSI-SCANNED THE CRATER, SCOTT. WE'RE ALONE HERE.

THAT WON'T LAST LONG.

ON YOUR TOES, PEOPLE. THE IMPERIAL GUARD COULD ARRIVE ANYTIME. WE'VE GOT TO BE READY FOR THEM.

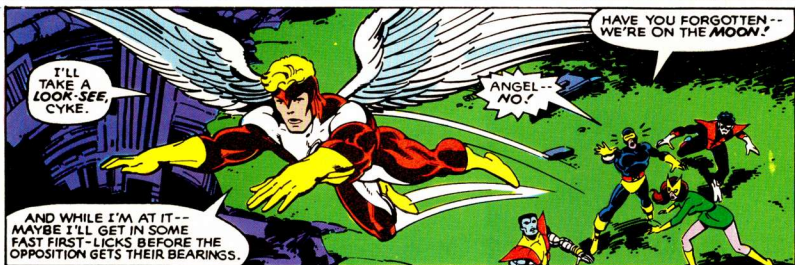




HOLD IT! NOW I'M PICKING UP MULTIPLE TELEPATHIC IMPRESSIONS! THEY JUST POPPED INTO "VIEW"!

THERE, JEANNIE!

THAT FLASH O' LIGHT ON THE FAR SIDE O' THE CRATER!



I'LL TAKE A LOOK-SEE, CYKE.

ANGEL-- NO!

HAVE YOU FORGOTTEN-- WE'RE ON THE MOON!

AND WHILE I'M AT IT-- MAYBE I'LL GET IN SOME FAST FIRST-LICKS BEFORE THE OPPOSITION GETS THEIR BEARINGS.



SO WHAT--?!

≡AARRRGKGH!≡

MY WINGS-- ONE SWEEP TOOK ME OUT OF THE CRATER! THEY SHOULDN'T HAVE DONE THAT!

NO AIR-- CAN'T BREATHE!



HE'S MOVING, CYCLOPS-- TRYING TO BREAK HIS FALL! HE'S STILL ALIVE!

I'LL CATCH HIM!

BE CAREFUL, STORM! I DON'T WANT YOU FLYING OFF INTO SPACE, AS WELL!



THE LIMITED ENVIRONMENT WITHIN THIS CRATER WILL MAKE IT HARD FOR ME TO EFFECTIVELY USE MY ELEMENTAL POWERS. I WON'T HAVE SUFFICIENT ATMOSPHERIC "TOOLS" TO WORK WITH.

GO LIMP, ANGEL! I HAVE YOU!

MUCHAS GRACIAS, STORM. I FEEL LIKE I JUST STEPPED NAKED INTO AN ARCTIC BLIZZARD.

I'VE PULLED SOME DODO STUNTS IN MY DAY. THIS ONE'S RIGHT IN CHARACTER.



HE SOUNDS SO BITTER, SO  
UNLIKE HIS NORMAL SELF.

YOU MADE A MISTAKE,  
ANGEL, THAT IS ALL.

I HAVE  
A KNACK  
FOR DOING  
THAT.

WARREN!  
HOW DO  
YOU--?!

FEEL,  
SCOTT?  
D-U-M-B.  
I SCREWED  
UP.

NEXT TIME, BUDDY,  
THINK-- WHERE YOU  
ARE, WHAT YOU'RE  
DOING. THERE ARE  
ONLY EIGHT OF US,  
WARREN.

WE CAN'T  
AFFORD ANY MISTAKES.  
YOU GOT AWAY WITH  
IT ONCE. DON'T  
PUSH YOUR LUCK.

CYCLOPS--  
COMPANY IS  
COMING.

DO WE  
MAKE A  
STAND,  
BOSS?

WHEN WE'RE READY,  
WOLVERINE, AND  
ON OUR TERMS.

WE'LL START WITH **HIT-AND-RUN**  
TACTICS, TO THROW THE  
IMPERIALS OFF-BALANCE  
AND WHITTLE DOWN  
THEIR FORCES.

FOR NOW, WE SPLIT UP. PHOE-- I MEAN,  
MARVEL GIRL-- WILL USE A **MINDLINK** TO  
KEEP US ALL IN TOUCH. WE'VE GOT THESE  
RUINS, BEAST; LET'S USE 'EM TO  
OUR BEST ADVANTAGE.

Oh, GOODY! I JUST LOVE  
PLAYING HIDE-N-SEEK!

ANY TELEPATHIC SIGN  
OF THE IMPIES, JEAN?

I'M AFRAID NOT, WARREN. THEY'RE  
BLOCKING MY PROBES. I DON'T  
WANT TO PUSH TOO HARD; THEY  
MIGHT BE ABLE TO **BACKTRACK**  
THE SCAN TO US.

GOOD MOVE,  
JEAN-- uh-oh!

THIS PLAZA'S WIDE OPEN--  
ALMOST NO COVER. A PERFECT  
PLACE FOR AN AMBUSH.

TAKE THE POINT,  
NIGHTCRAWLER.

AS YOU COMMAND, FEARLESS LEADER.



BUT, BEFORE THE GERMAN- BORN  
MUTANT CAN EVEN TAKE A STEP...



WATCH  
OUT!

SCOTT!!



THAT WAS A  
WARNING SHOT,  
X-MEN! YIELD-- OR  
MY NEXT BOLT OF  
STARFIRE WILL  
BURN YOU TO  
ASHES!

IN A WORD,  
STARBOLT--  
NUTS!



THIS ALBINO LADY IS  
CALLED ORACLE.  
ACCORDING TO CYKE'S  
BRIEFING BEFORE WE  
BEAMED DOWN, SHE  
HAS PSI-POWERS  
LIKE MARVEL GIRL'S.

FOOLS--  
YOUR  
FATE IS  
SEALED!

PROMISES,  
PROMISES!

ZARK!



YOU GUYS HEAR THAT?  
CYKE'S FIRIN' HIS OPTIC  
BLASTS-- AT PRETTY  
NEAR FULL POWER, TOO.

SOUNDS LIKE  
THE FIGHT'S  
STARTED  
WITHOUT US.

MY FRIENDS, SHOULD WE  
NOT GO TO THEIR AID?

WE SHOULD NOT,  
COLOSSUS-- MUCH AS  
WE'D LIKE TO. FOR THE  
MOMENT, CYKE'S  
TEAM IS ON ITS OWN,  
JUST AS WE ARE.

DON'T WORRY,  
THOUGH, THERE  
ARE PROBABLY  
MORE THAN  
ENOUGH  
VILLAINS TO  
GO 'ROUND.



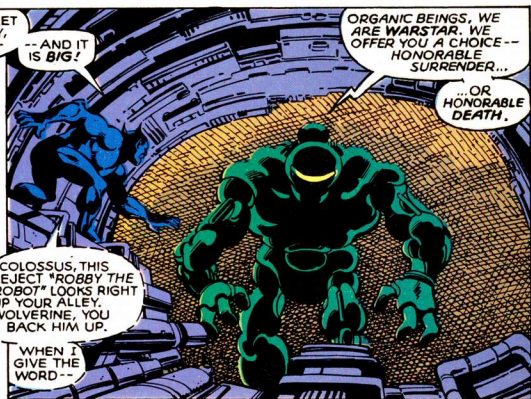
SEE  
WHAT I  
MEAN?

WE HAVE MET  
THE ENEMY,  
X-MEN--

-- AND IT  
IS BIG!

COLOSSUS, THIS  
REJECT "ROBBY THE  
ROBOT" LOOKS RIGHT  
UP YOUR ALLEY.  
WOLVERINE, YOU  
BACK HIM UP.

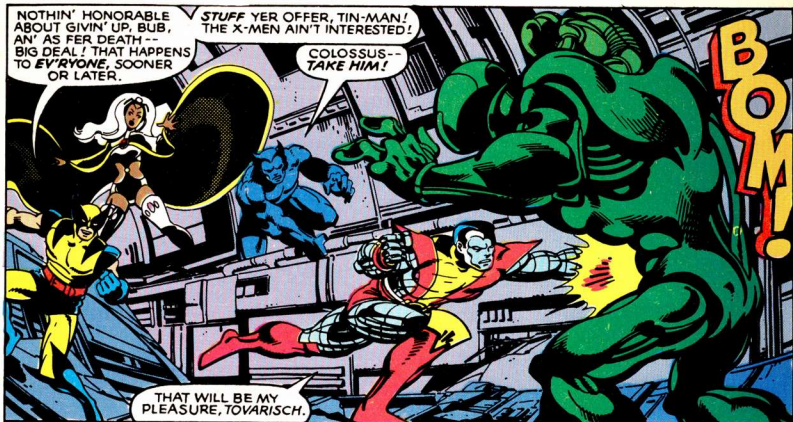
WHEN I  
GIVE THE  
WORD--



ORGANIC BEINGS, WE  
ARE WARSTAR. WE  
OFFER YOU A CHOICE--  
HONORABLE  
SURRENDER...

OR  
HONORABLE  
DEATH.







CAUGHT YOU!

THIS IS GETTING TO BE A HABIT, YOU KNOW-- SNATCHING X-MEN FROM THE BRINK OF DOOM.

YUP--AN', AS EVER, 'RORO, I'M OBLIGED.

WE'VE FALLEN A PRETTY FAIR PIECE.

THAT WE HAVE, AND FLYING BACK TO THE OTHERS WON'T BE EASY, EITHER. IT TAKES ME FAR MORE CONCENTRATION THAN USUAL TO GENERATE WINDS HERE, AND MANIPULATE THEM.

WOLVERINE, LOOK!

THAT BUILDING-- IT'S PURE CRYSTAL!

IT'S TOTALLY UNLIKE THE RUINS AROUND IT, AND IT SEEMS BRAND NEW.

GUESS WHAT, STORM, IT'S GOT A WATCH-DOG TOO!

I AM CALLED EARTHQUAKE, MAMMALS--

--BEHOLD THE REASON WHY!

THE GROUND--??

CAN'T KEEP MY BALANCE!

HOLY--??! OROOO--!!

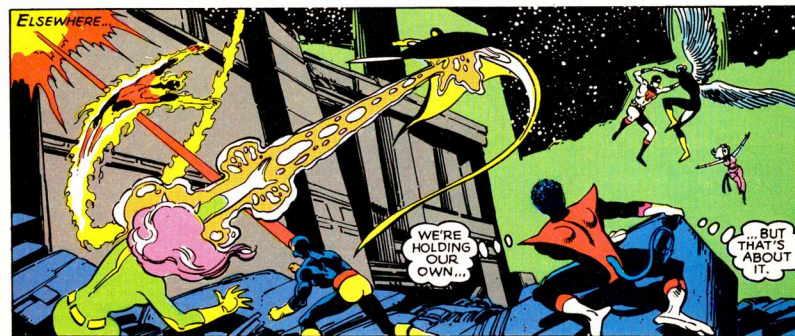
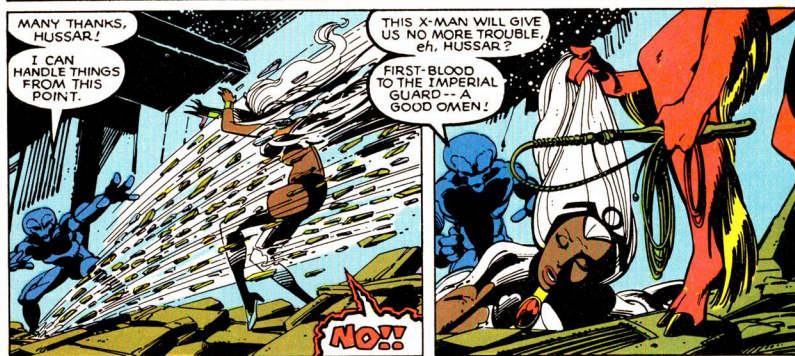
WOLVERINE!

HE-- FELL RIGHT THROUGH THAT WALL? AND HIS VOICE-- IT SOUNDED ALMOST ... AFRAID!

YOU-- EARTHQUAKE! YOU CLAIM TO CONTROL THE EARTH BENEATH OUR FEET!

LEARN NOW, VILLAIN, THAT STORM CONTROLS THE WIND AND RAIN-- ELEMENTS THAT GRIND THE EARTH DOWN TO POWDER!







OUR POWERS AND TACTICAL SKILLS ARE PRETTY EVENLY MATCHED-- EXCEPT THAT ALL OF OUR FOES CAN FLY.

CYCLOPS AND JEAN CAN STRIKE AT LONG-RANGE, AND ANGEL CAN FIGHT THEM IN THEIR ELEMENT.

BUT I'M JUST A GLORIFIED ACROBAT. MY AGILITY COUNTS FOR LITTLE HERE--AND THE BATTLE IS SO QUICK-MOVING, I HAVEN'T HAD A CHANCE TO TELEPORT INTO ACTION-- WAS ?!!

ANGEL! LOOK OUT! ORACLE'S MOVING IN BEHIND YOU!



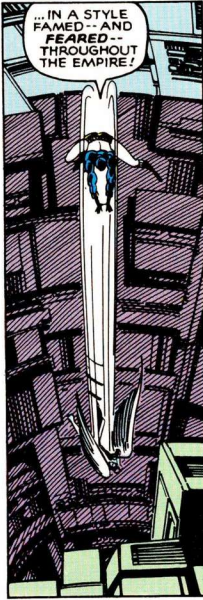
M-MY MIND-- EVERY...THING... SUDDENLY GONE ...BLOOEY!

TOO LATE, NIGHTCRAWLER! I'VE STUNNED HIM!



AND WHILE THIS ANGEL BEING IS HELPLESS...

...SMASHER WILL FINISH HIM OFF...



...IN A STYLE FAMED-- AND FEARED-- THROUGHOUT THE EMPIRE!

MEIN GOTT-- ANGEL'S TRAVELLING LIKE A ROCKET!

I CAN'T SEE BOTTOM--THIS MUST BE A DEEP PIT. I HOPE IT'S A STRAIGHT ONE AS WELL.

I'VE GOT TO PORT AHEAD OF ANGEL. THEN TRY TO BREAK HIS FALL!

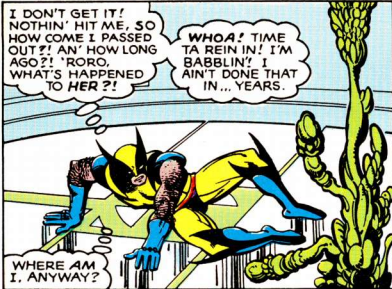


IT'LL BE RISKY. IF I MATERIALIZE IN OR AROUND A PHYSICAL OBJECT, I'LL GET MYSELF A QUICK AND VERY MESSY DEATH. BUT I'M ANGEL'S ONLY HOPE-- I HAVE TO AT LEAST TRY!

THERE'S A FLASH OF FLAME, A GUSTING STENCH OF BRIMSTONE, A "BAM!" OF IM-PLODING AIR--AS NIGHTCRAWLER DISAPPEARS--AND THEN, THERE IS ONLY SILENCE.



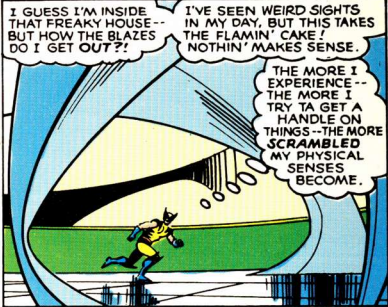
AT THAT MOMENT, IN ANOTHER PART OF THE CRATER...



I DON'T GET IT!  
NOTHIN' HIT ME, SO  
HOW COME I PASSED  
OUT?! AN' HOW LONG  
AGO?! 'RORO  
WHAT'S HAPPENED  
TO HER?!

WHOA! TIME  
TA REIN IN! I'M  
BABBLIN'  
AIN'T DONE THAT  
IN... YEARS.

WHERE AM I,  
ANYWAY?



I GUESS I'M INSIDE  
THAT FREAKY HOUSE--  
BUT HOW THE BLAZES  
DO I GET OUT?!

I'VE SEEN WEIRD SIGHTS  
IN MY DAY, BUT THIS TAKES  
THE FLAMIN' CAKE!  
NOTHIN' MAKES SENSE.

THE MORE I  
EXPERIENCE--  
THE MORE I  
TRY TA GET A  
HANDLE ON  
THINGS--THE MORE  
SCRAMBLED  
MY PHYSICAL  
SENSES  
BECOME.



THIS KEEPS UP  
MUCH LONGER,  
AN' IT'S GONNA  
DRIVE ME STARK,  
RAVIN'...

...CRAZY.

WHO -- WHAT ARE YOU???

I AM THE WATCHER.  
THIS IS MY DOMICILE.  
YOU ARE NOT  
WELCOME HERE,  
WOLVERINE.

I'M GETTIN' TIRED  
OF BEIN' BOUNCED  
AROUND LIKE THIS, BUB.  
YOU WANT A MAKE  
SOMETHIN' OF IT?!

"VERY WELL. IF WORDS WILL NOT  
PERSUADE YOU, LET ACTIONS'  
TAKE THEIR PLACE.



?!?!

"I AM PLEDGED NEVER TO  
INTERFERE IN THE LIVES AND  
AFFAIRS OF THE BEINGS WHOM  
I OBSERVE.



"HOWEVER, I AM  
PERMITTED TO MAINTAIN  
THE SANCTITY OF  
MY HOME.

"WITHOUT A THOUGHT, X-MAN, I  
CAN HURL YOU INTO YOUR  
WORLD'S PRIMORDIAL PAST...



"...OR INTO THE FARTHEST  
REACHES OF ITS FUTURE.



POP!

"RETURN  
HERE AT YOUR  
OWN RISK,  
WOLVERINE.  
YOU WILL NOT  
BE WARNED A  
SECOND TIME."



IT'S A LONG TIME BEFORE WOLVERINE MOVES -- BEFORE HE'S EVEN SURE WHERE HE IS...

BUB, YOU GOT ONE HECKUVA WAY OF SAYIN', "NO TRESPASSING." BUT... I GET THE MESSAGE.

MY GUTS, MY MIND -- MY SOUL -- EVERYTHING FEELS LIKE IT'S BEEN TURNED INSIDE-OUT.

WOLVERINE! THANK HEAVEN YOU'RE ALL RIGHT!

NOT EVEN PROTEUS MADE ME FEEL THIS SHAKY.

THAT'S A MATTER OF OPINION, BABE.

Huh?! SOMETHING'S WRONG! THIS LOOKS LIKE 'RORO, SOUNDS LIKE HER, ACTS LIKE HER...

...BUT MY INSTINCTS, MY SENSES, ARE TELLIN' ME, THIS AIN'T HER!

TROUBLE IS, AFTER WHAT THE WATCHER'S FUN-HOUSE RIDE DID TO MY INSIDES, CAN I TRUST THOSE FEELINGS?

ALWAYS HAVE BEFORE, BUT--

-- I GUESS THERE AIN'T NO "BUTS" ABOUT IT!

WOLVERINE, WHAT ARE YOU DOING??!

HOPIN' I DIDN'T JUST MAKE A BIG MISTAKE, LADY.

WHAM!

HER HANDS, AS I THREW HER, THEY WERE TIGHTENING ON MY NECK. STORM WAS STARTIN' TO STRANGLE ME!

IMPOSSIBLE! YOU COULD NOT HAVE SEEN THROUGH MY DISGUISE!

A SHAPE-CHANGER!

WHERE'D YOU COME FROM, BUB? YOU AIN'T ONE OF THE IMPERIAL GUARD!

I AM RAKSOR, TERRAN -- A SKRULL WARRIOR!

I AM YOUR DEATH!









I DOUBT I CAN FIND HIM ON MY OWN. BUT IF I STAY IN THE SHADOWS-- WHERE I'M ALMOST **INVISIBLE**-- AND FOLLOW MANTA...

...SHE MIGHT LEAD ME RIGHT TO HIM.

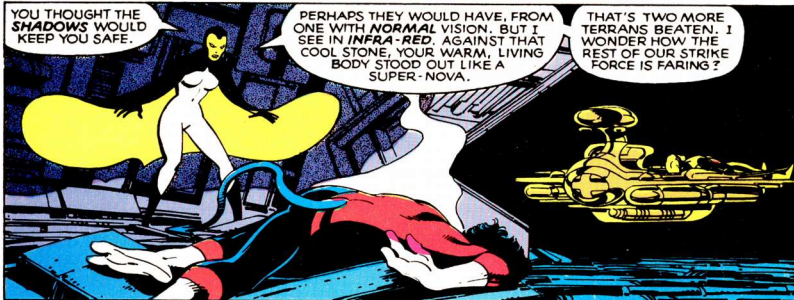
DON'T TRY TO HIDE FROM ME, NIGHT-CRAWLER--



WHAT?!. SHE SPOTTED ME-- BUT **HOW**?!?

-- IT WILL SIMPLY BE A WASTED EFFORT.

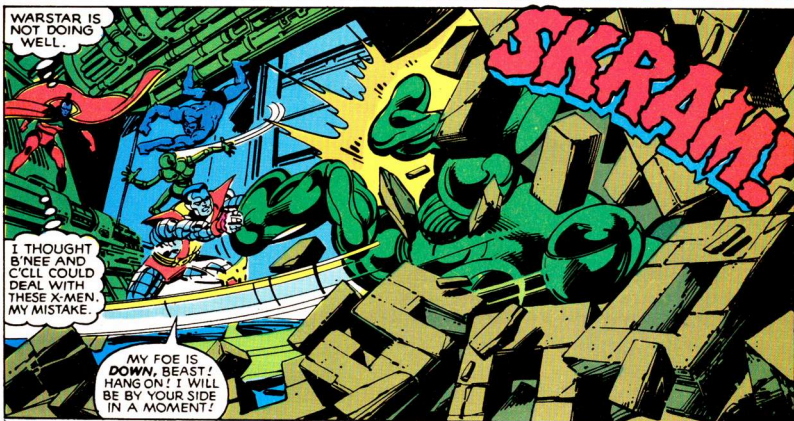
**YEEAHHHRRR!!**



YOU THOUGHT THE **SHADOWS** WOULD KEEP YOU SAFE.

PERHAPS THEY WOULD HAVE, FROM ONE WITH **NORMAL** VISION. BUT I SEE IN **INFRA-RED**. AGAINST THAT COOL STONE, YOUR WARM, LIVING BODY STOOD OUT LIKE A **SUPER-NOVA**.

THAT'S TWO MORE **TERRANS** BEATEN. I WONDER HOW THE REST OF OUR **STRIKE FORCE** IS FARING?



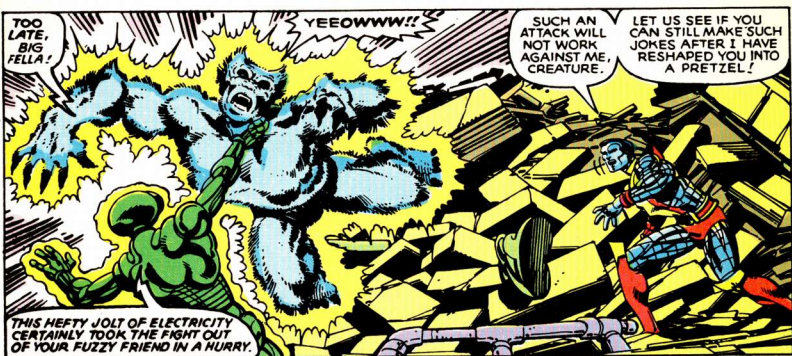
WARSTAR IS NOT DOING WELL.

I THOUGHT B'NEE AND C'LL COULD DEAL WITH THESE **X-MEN**. MY MISTAKE.

MY FOE IS **DOWN**, BEAST! HANG ON! I WILL BE BY YOUR SIDE IN A MOMENT!

**SKRAM!**



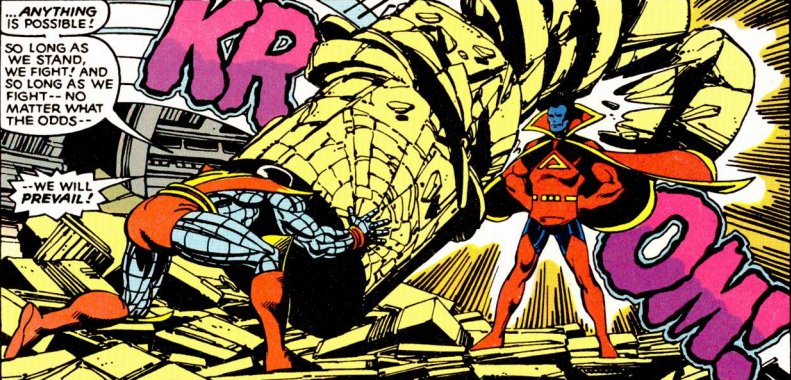




...ANYTHING  
IS POSSIBLE!

SO LONG AS  
WE STAND,  
WE FIGHT! AND  
SO LONG AS WE  
FIGHT-- NO  
MATTER WHAT  
THE ODDS--

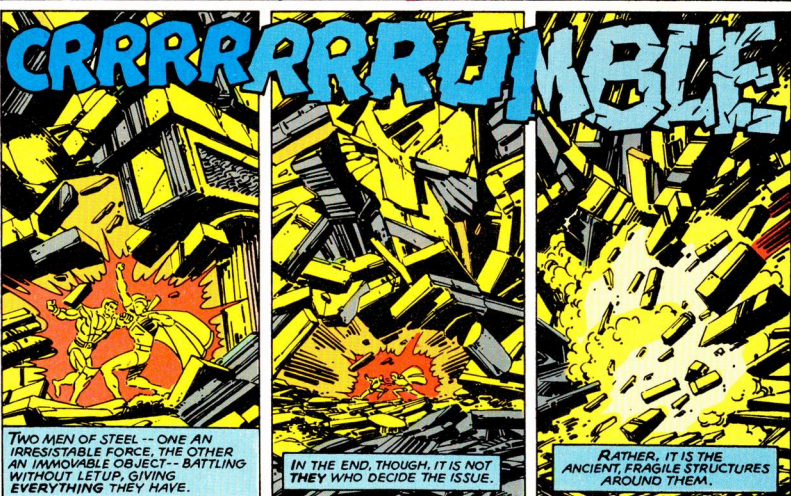
--WE WILL  
PREVAIL!



THEY STAND TOE-TO-TOE,  
NEITHER OF THEM YIELDING  
AN INCH AS THEY TRADE  
PUNCH AFTER PUNCH OF  
AWESOME POWER.



THEIR FIGHT IS  
BRUTAL-- A  
CLASH OF  
MODERN TITANS.



TWO MEN OF STEEL -- ONE AN  
IRRISISTABLE FORCE, THE OTHER  
AN IMMOVABLE OBJECT-- BATTLING  
WITHOUT LETUP, GIVING  
EVERYTHING THEY HAVE.

IN THE END, THOUGH, IT IS NOT  
THEY WHO DECIDE THE ISSUE.

RATHER, IT IS THE  
ANCIENT, FRAGILE STRUCTURES  
AROUND THEM.

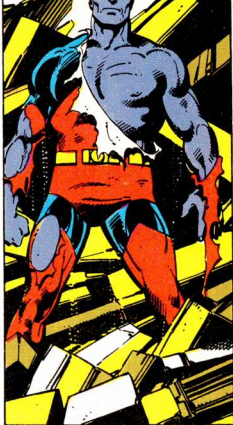


AT FIRST, THE OUT-  
COME IS IN DOUBT, AS  
SHOCKWAVES FROM  
THE SKYSCRAPERS'  
COLLAPSE THUNDER  
ACROSS THE GREAT  
CRATER, TO BE  
FOLLOWED MINUTES  
LATER BY AN  
UNNATURAL SILENCE.

THEN, AMID THE  
MOUNTAINS OF RUBBLE,  
A BOULDER MOVES...

... AND SLOWLY, PAINFULLY,  
RELENTLESSLY...

... THE VICTOR EMERGES.



AND, ON  
LILANDRA'S  
FLAGSHIP...



NO!

NO. NO. NO. NO. NO.

Oh, my X-MEN--  
I THOUGHT... I  
FELT... THAT YOU HAD  
A CHANCE. I NEVER  
DREAMED THINGS  
WOULD END LIKE  
THIS. FORGIVE ME,  
MY CHILDREN.

I KNOW  
I WILL  
NEVER  
FORGIVE  
MYSELF.

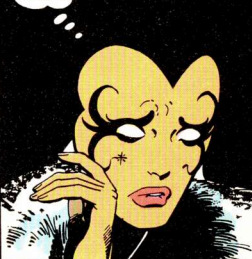
I WARNED YOU,  
CHARLES.

AS EACH X-MAN  
FALLS, ANOTHER  
PIECE IS CUT FROM  
YOUR HEART, AS  
ONE IS CUT  
FROM MINE.

I WANT TO COMFORT  
YOU, BE WITH YOU IN  
YOUR HOUR OF NEED...

...BUT I CANNOT.  
I AM EMPRESS.  
I MUST DO MY  
DUTY.

NO MATTER  
WHAT IT COSTS.





SCOTT, I'VE LOST TELEPATHIC CONTACT WITH ALL THE OTHER X-MEN! I THINK WE'RE THE ONLY ONES LEFT!

SO MUCH FOR MY BRILLIANT STRATEGY.

MY OPTIC BLASTS ARE MAKING THESE IMPERIALS KEEP THEIR DISTANCE. THEY'RE NOT REALLY ATTACKING US ANYMORE, JUST MARKING OUR POSITION UNTIL REENFORCEMENTS ARRIVE. THEN, WE'LL SEE FIREWORKS.

JEAN, WE HAVE TO LOSE THEM!

IN HERE!

THIS ALCOVE SHOULD HIDE US!

HOW?!

IT'S TOO SHALLOW TO DO US ANY GOOD. WE'LL BE SPOTTED IN AN INSTANT.

NOT AFTER I'VE USED MY TELEKINETIC TALENT TO COVER THE ENTRANCE WITH A WALL OF LUNAR DUST-- VOILÀ!

THERE THEY GO, NONE THE WISER.

WE'VE GOT BREATHING SPACE, SCOTT-- BUT, SOONER OR LATER, WE'LL HAVE TO COME OUT.

I KNOW.

THERE'S SO MUCH I WANT TO SAY TO YOU-- SO MUCH THAT I FEEL. I... DON'T HAVE THE WORDS.

WHERE I'M CONCERNED, IT'S THE THOUGHT THAT COUNTS. AND YOURS-- LIKE YOU--

--ARE BEAUTIFUL.

YOU'RE A SPECIAL MAN, SCOTT SUMMERS.

NO MORE SPECIAL THAN THE WOMAN I LOVE.

READY?

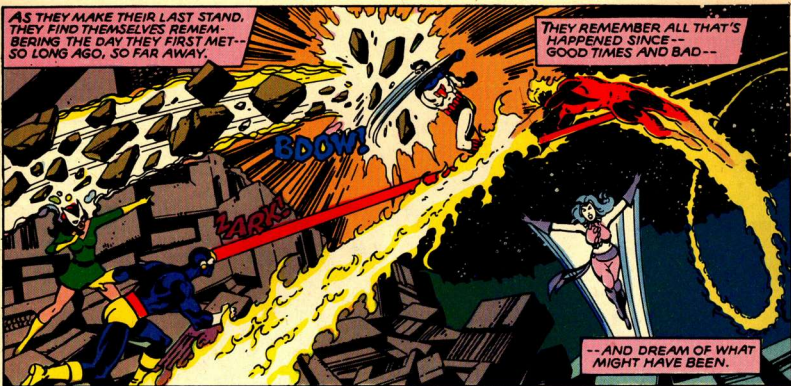
READY.

THEN... LET'S GO!



AS THEY MAKE THEIR LAST STAND, THEY FIND THEMSELVES REMEMBERING THE DAY THEY FIRST MET-- SO LONG AGO, SO FAR AWAY.

THEY REMEMBER ALL THAT'S HAPPENED SINCE-- GOOD TIMES AND BAD--

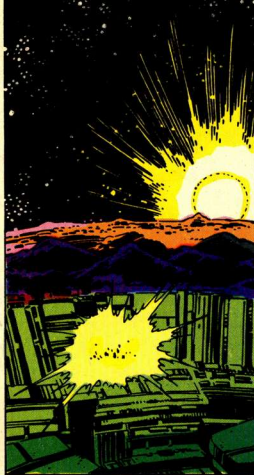


-- AND DREAM OF WHAT MIGHT HAVE BEEN.

ONCE UPON A TIME, THERE WAS A WOMAN NAMED JEAN GREY, A MAN NAMED SCOTT SUMMERS.

THEY WERE YOUNG. THEY WERE IN LOVE.

THEY WERE HEROES.



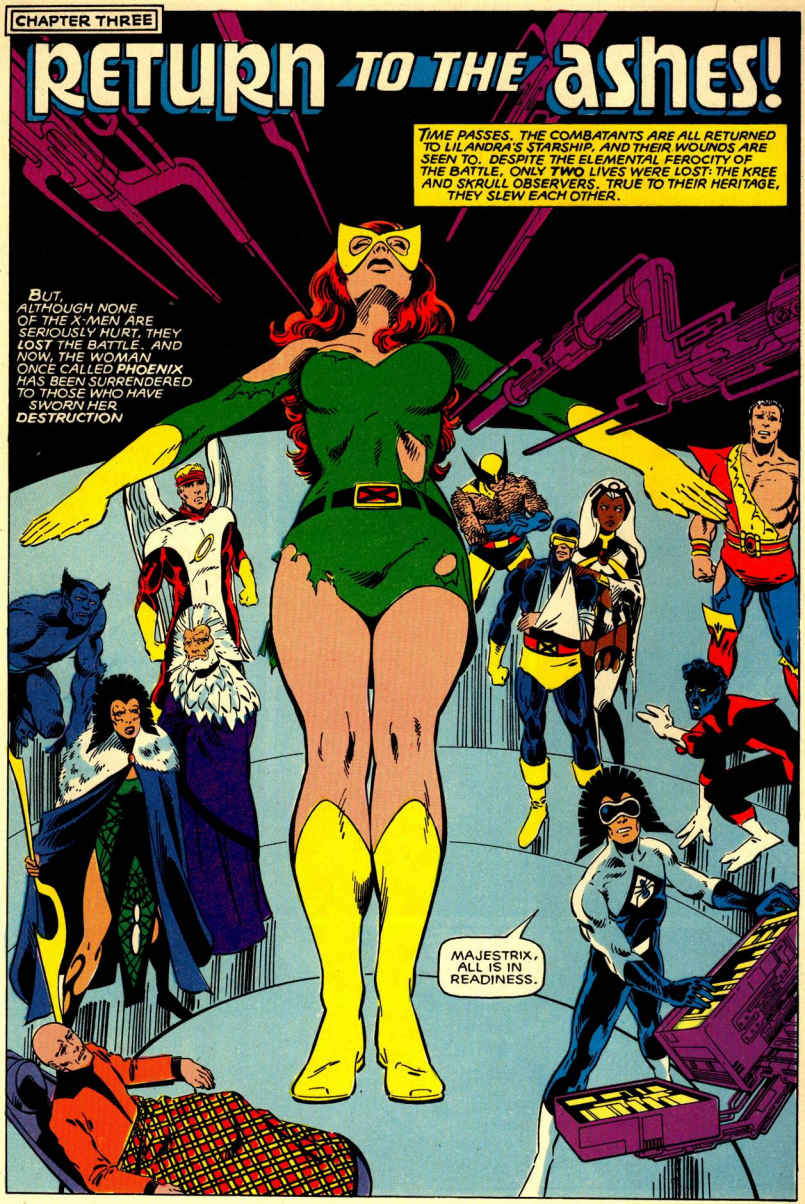


# RETURN TO THE ashes!

TIME PASSES. THE COMBATANTS ARE ALL RETURNED TO LILANDRA'S STARSHIP, AND THEIR WOUNDS ARE SEEN TO. DESPITE THE ELEMENTAL FEROCITY OF THE BATTLE, ONLY TWO LIVES WERE LOST: THE KREE AND SKRULL OBSERVERS. TRUE TO THEIR HERITAGE, THEY SLEW EACH OTHER.

BUT, ALTHOUGH NONE OF THE X-MEN ARE SERIOUSLY HURT, THEY LOST THE BATTLE. AND NOW, THE WOMAN ONCE CALLED PHOENIX HAS BEEN SURRENDERED TO THOSE WHO HAVE SWORN HER DESTRUCTION

MAJESTRIX, ALL IS IN READINESS.





ABOARD THIS SPACECRAFT ARE THE STRONGEST TELEPATHS IN THE EMPIRE. SURROUNDING JEAN GREY ARE *PSI-AMPLIFIERS*, WHICH WILL BOOST THEIR POWER A THOUSAND-FOLD AND MORE.

WE DO NOT INTEND TO KILL THE CHILD-- IN A SENSE, WE DARE NOT, BECAUSE WE DO NOT KNOW THE RELATIONSHIP BETWEEN JEAN'S *LIFE-FORCE* AND THE PRIMAL FORCES SHE USED TO BIND THE NEUTRON GALAXY. \* KILLING HER MIGHT SET IT FREE -- AND THEREBY DESTROY THE UNIVERSE.

INSTEAD, WE WILL PERFORM A *PSYCHIC LOBOTOMY*. WE WILL EXCISE THOSE PARTS OF HER BRAIN WHICH RELATE TO HER MUTANT ABILITIES. THIS, WE KNOW WE CAN DO WITHOUT RISK.

SHE WILL NO LONGER BE PHOENIX, NO LONGER BE MARVEL GIRL. SHE WILL BECOME -- AND, I PRAY, FOREVER REMAIN -- A *NORMAL HUMAN BEING*.

\*X-MEN  
# 108  
-- JIM.

WHY DON'T CHA GOUGE HER EYES OUT, WHILE YOU'RE AT IT?!

SHE'LL BE AS GOOD AS BLIND, DEAF, DUMB, RETARDED, PARALYZED -- YOU NAME IT! SHE'LL BE BETTER OFF DEAD!

I'M NOT LETTIN' YOU DO THIS!

WOLVERINE...

SUMMERS, SHE LOVES YOU -- SHE DIED FOR YOU, MAN! ARE YOU JUST GONNA LET THIS HAPPEN?! WE CAN STOP IT!

WE TRIED. WE FAILED.

SCOTT-- PLEASE!

WE GAVE OUR WORD, WOLVERINE.

YOU, ME, JEAN. EVERYONE, WE HAVE NO CHOICE.

ALL RIGHT, LILANDRA-- DO IT!

BEFORE I CHANGE MY MIND.

YOU HAVE YOUR INSTRUCTIONS, TECHNICIAN. CARRY THEM OUT.

A SWITCH IS THROWN AND ALMOST IMMEDIATELY, JEAN STARTS TO GLOW, AS A SCORE OF MINDS REACH INTO THE CORE OF HER BEING. THE WORK IS DELICATE, DEMANDING -- ONE SLIP, ONE MISTAKE, COULD SPELL DISASTER.



AND WHEN THE EXAMINATION IS COMPLETE, WHEN EVERY ASPECT, EVERY PATHWAY OF THE FANTASTIC NEURAL NETWORK THAT COMPRISES JEAN'S PSIONIC TALENT HAS BEEN CHARTED-- DOWN TO SUB-ATOMIC LEVELS-- THE PSYCHIC-SURGERY BEGINS.



ONE BY ONE--  
AN ATOM  
HERE, A STRAND  
OF MOLECULES  
THERE--



--THOSE  
PATHWAYS  
ARE  
BURNED  
AWAY.



SHE'S  
GLOWIN'--  
LIKE A  
STAR!

SO BRIGHT, IT  
HURTS. I CAN'T  
LOOK !



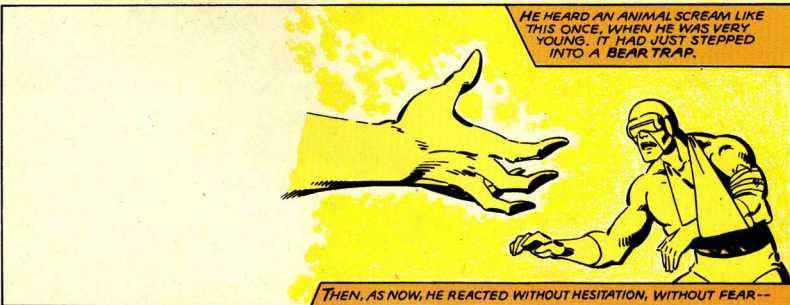
INSIDE MY OWN MIND, THROUGH  
THE RAPPORT WE SHARE, I CAN  
FEEL JEAN'S POWER DISSOLVING.

IT'S LIKE WATCHING  
SOMEONE DIE ...



... WHILE, AT THE SAME TIME,  
DYING YOURSELF.

OH, JEAN ...  
JEAN !



HE HEARD AN ANIMAL SCREAM LIKE  
THIS ONCE, WHEN HE WAS VERY  
YOUNG. IT HAD JUST STEPPED  
INTO A BEAR TRAP.

THEN, AS NOW, HE REACTED WITHOUT HESITATION, WITHOUT FEAR--



--REACHING OUT TO THE MAIMED CREATURE, TRYING HIS BEST TO EASE ITS HURT.



HER GRIP MAKES HIM WINCE WITH PAIN, YET HE ENDURES. SHE'S NEVER NEEDED HIS LOVE, HIS STRENGTH, MORE THAN SHE DOES NOW.



AND, AS HE HOLDS HER, THE RAPPORT THAT BOUND THEIR MINDS SLOWLY FADES AWAY TO NOTHING. WITHOUT JEAN'S TELEPATHIC POWER TO MAINTAIN IT...



UNTIL, FINALLY...

OUR RAPPORT--  
IT'S GONE!



SHE'S BREATHING--  
BARELY--  
BUT THAT'S ABOUT ALL.

SCOTT, IS SHE  
ALL RIGHT?!



HAVEN'T YOU  
ALREADY DONE  
ENOUGH?!





WHAT WAS DONE HERE **HAD** TO BE DONE, CYCLOPS.

I COULD NOT GRIEVE MORE FOR WHAT HAS HAPPENED IF JEAN WERE MY OWN DAUGHTER. BUT EVEN IF SHE HAD BEEN MY CHILD...

... I WOULD HAVE DONE **NOTHING** DIFFERENTLY.

JUST... LEAVE US ALONE, LILANDRA.

DON'T ASK FOR UNDERSTANDING-- NOT FROM ME, NOT YET. IT'S TOO SOON. THE WOUND'S TOO RAW.

C'MON, X-MEN...

FAREWELL, CYCLOPS.

MY THOUGHTS-- MY LOVE-- WILL BE WITH YOU ALL, ALWAYS.

... LET'S GET THE HELL OUT OF HERE.

THE DRAMA IS ENDED, THE TRAGEDY PLAYED OUT TO ITS FINAL CONCLUSION.

THE PLAYERS ARE ALL RETURNING TO THEIR RESPECTIVE HOMES-- THE X-MEN TO EARTH, LILANDRA TO IMPERIAL CENTER-- TO PICK UP THE PIECES OF THEIR LIVES.

I HAVE WITNESSED **MANY** CONFLICTS, YET RARELY HAVE I SEEN SUCH COURAGE, SUCH HONOR, SUCH NOBILITY, AS I SAW DISPLAYED THIS DAY BY THE X-MEN.

PHOENIX SYMBOLIZED THE POTENTIAL OF THE SPECIES-- BOTH FOR GOOD AND EVIL. THEY BEAR WITHIN THEM ALL THE SEEDS OF GREATNESS. AND LOOKING AT THE X-MEN, MY FRIEND...

... I THINK HUMANITY'S FUTURE MAY INDEED BE ONE OF SPLENDID PROMISE, AND POTENTIAL FULFILLED.

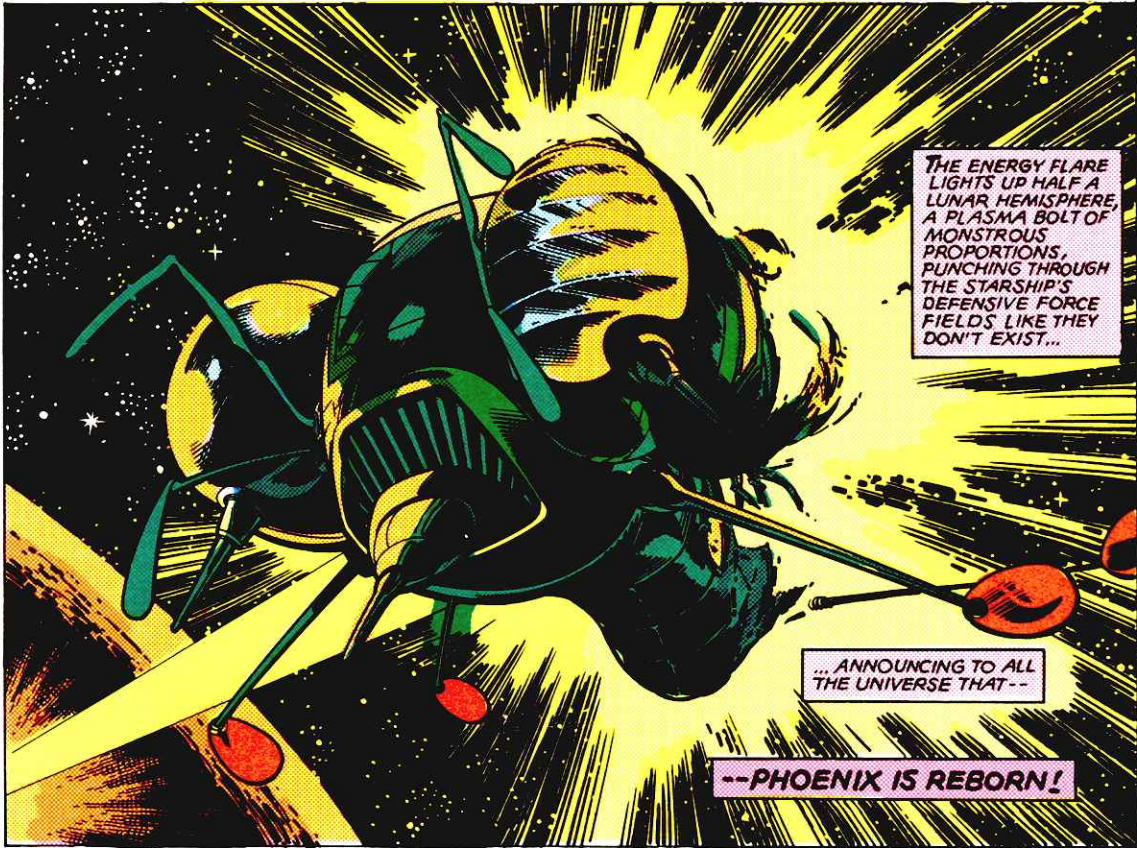
STATEMENT: I AM THE RECORDER.

OBSERVATION: THIS UNIT IS NOT PRECOGNITIVE. THE X-MEN-- AND THE HUMANITY THEY REPRESENT-- HOLD THEIR FUTURE IN THEIR OWN HANDS.

OBSERVATION: WATCHING IT UNFOLD SHOULD PROVE MOST INTERESTING.

**IF**





THE ENERGY FLARE LIGHTS UP HALF A LUNAR HEMISPHERE, A PLASMA BOLT OF MONSTROUS PROPORTIONS, PUNCHING THROUGH THE STARSHIP'S DEFENSIVE FORCE FIELDS LIKE THEY DON'T EXIST...

... ANNOUNCING TO ALL THE UNIVERSE THAT--

--PHOENIX IS REBORN!



AND, ABOARD THE GREAT DREADNOUGHT-- INSTANT, TOTAL CHAOS!

GRAB HANDHOLDS, EVERYONE! THE ARTIFICIAL GRAVITY'S GONE!

DAMAGE CONTROL-- REPORT! HOW BADLY ARE WE HIT?!



CAPTAIN-- ALERT THE GRAND FLEET! PLAN OMEGA!

IF WE FAIL IN OUR MISSION...

--TO ENSURE THAT PHOENIX IS DESTROYED!

... BURN THIS WORLD, THIS SYSTEM, THIS ENTIRE STELLAR CLUSTER! DO WHATEVER IS NECESSARY--



LILANDRA... IS RIGHT. THINGS HAVE GONE TOO FAR. I HAVE DONE ALL I COULD-- TOO LITTLE, FAR TOO LATE-- FOR JEAN.

NOW, I MUST ACT TO SAVE THE HUMAN RACE!

HEAR ME, MY X-MEN! HEAR ME!



IT HAPPENED SO FAST-- NO TIME TO STOP HERSELF, NO TIME EVEN FOR THOUGHT. SHE SAW CYCLOPS CUT DOWN, AND THE CRY OF SHOCK AND GRIEF AND TERROR THAT WELLED WITHIN HER SHATTERED THE PSYCHIC RESTRAINTS THAT PROFESSOR XAVIER HAD PLACED AROUND HER POWER.



A MILLION TONS OF MASONRY AND STEEL TOPPLE TOWARDS PHOENIX. SHE MANAGES TO SAVE HERSELF WITH A TELEKINETIC SHIELD, BUT THE IMPACT STILL HAMMERS HER TO HER KNEES.



HER POWER IS AWESOME, BUT, FOR THE PRESENT, IT HAS LIMITS, AND SHE HAS REACHED THEM.

OH, JEAN-- NO!

EH?! PROFESSOR X, CONTACTING ME TELEPATHICALLY!

CYCLOPS, ATTACK PHOENIX NOW! WHILE SHE IS STILL COMPARATIVELY WEAK!

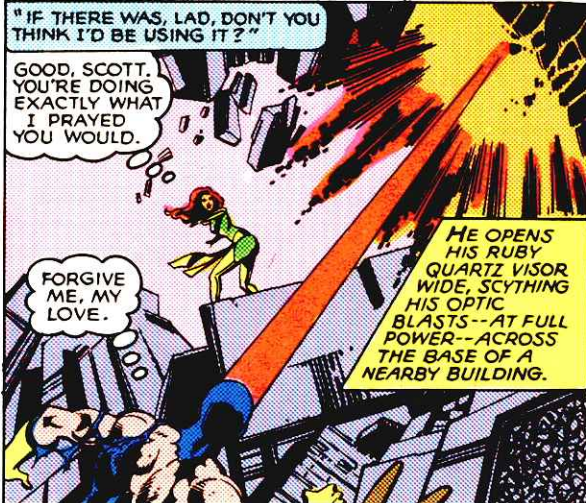


PROFESSOR, THERE HAS TO BE SOME OTHER WAY! PLEASE!

"IF THERE WAS, LAD, DON'T YOU THINK I'D BE USING IT?"

GOOD, SCOTT, YOU'RE DOING EXACTLY WHAT I PRAYED YOU WOULD.

FORGIVE ME, MY LOVE.



HE OPENS HIS RUBY QUARTZ VISOR WIDE, SCYTHING HIS OPTIC BLASTS--AT FULL POWER--ACROSS THE BASE OF A NEARBY BUILDING.

CYCLOPS-- PROFESSOR'S VOICE... INSIDE MY MIND... FORCING ME AWAKE...

JEAN'S BECOME PHOENIX AGAIN.

GODDESS, NO!

IT'S UP TO US TO STOP HER.



IS SUCH A THING POSSIBLE?

I DON'T KNOW, ORORO, BUT WE HAVE TO TRY.

WE HAVE TO KEEP HER OFF-BALANCE--MAKE HER USE UP HER POWER, BURN HERSELF OUT.

I... WILL DO WHAT I CAN.





STORM CONCENTRATES, AND THE AIR STIRS WITHIN THE HUGE CRATER, SWIRLING FASTER AND FASTER UNTIL-- LITERALLY IN THE BLINK OF AN EYE-- A TORNADO APPEARS AROUND PHOENIX, BATTERING HER MERCILESSLY.

NICE MOVE, 'RORO, BUT EVEN FROM HERE, I CAN SEE HOW BADLY YOU'RE HURT. YOU CAN'T KEEP UP THIS KIND OF PRESSURE FOR LONG.

I... "HEARD" PROFESSOR XAVIER... YELLING IN MY HEAD... WAKING ME UP... TELLING ME TO JOIN YOU... TO FIGHT...

I KNOW, MISFIT, HE PULLED THAT STUNT WITH ALL OF US.

DON'T YOU GUYS SEE? WE'RE NOT FACIN' JEANNIE ANYMORE, BUT PHOENIX! LIKE IT OR NOT, IT'S US-- AN' MAYBE ALL HUMANITY-- OR HER!

WOLVERINE, WHAT ARE YOU DOING?!

VARIATION ON A THEME, BUB. A "FASTBALL SPECIAL"-- ONLY IN THE MOON'S LIGHTER GRAVITY, I CAN PLAY PITCHER INSTEAD O' YOU.

I... LOVED THAT WOMAN, PETEY.

BECAUSE O' THAT LOVE, I MIGHT HESITATE. IT HAPPENED BEFORE, \* AN' WE ALMOST GOT KILLED AS A RESULT. THIS TIME, THAT'S A RISK WE CAN'T AFFORD TO TAKE.

\*LAST  
ISH--LJ.

IT'S UP TO YOU, COLOSSUS. YOU'LL PROBABLY ONLY HAVE ONE SHOT. MAKE SURE THAT WHEN PHOENIX GOES DOWN, SHE WON'T BE GETTIN' UP!

YOU ASK ME TO KILL, WOLVERINE-- SOMETHING I HAVE NEVER DONE.

WORSE, YOU ASK ME TO KILL A FRIEND.

I...

...I... CANNOT DO IT.

UNNNGN!~





WOW. YOU... **PULLED** YOUR PUNCH, PETER. AND EVEN SO... I'M SURPRISED MY HEAD'S STILL ATTACHED TO MY BODY. THANKS, THOUGH, FOR KNOCKING SOME "SENSE" BACK INTO ME.

NOW, FINALLY, I TRULY UNDERSTAND WHAT I AM, AND WHAT HAS TO BE DONE...



TWO BEINGS -- JEAN GREY AND PHOENIX... SEPARATE... UNIQUE... BOUND TOGETHER. A **SYMBIOTE**, PETER; NEITHER CAN EXIST WITHOUT THE OTHER.

PHOENIX PROVIDES MY LIFE-FORCE, WHILE I PROVIDE A LIVING FOCUS FOR ITS INFINITE POWER.

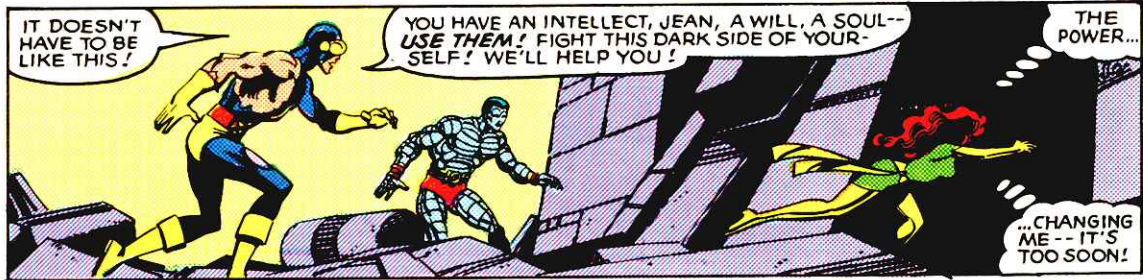


SO LONG AS I LIVE, THE PHOENIX WILL MANIFEST ITSELF THROUGH ME. AND SO LONG AS THAT HAPPENS, I'LL EVENTUALLY, INEVITABLY, BECOME **DARK PHOENIX**.

THE PHOENIX IS A COSMIC POWER. IT CAN NEITHER BE CONTAINED NOR CONTROLLED -- ESPECIALLY BY A HUMAN VESSEL. RETURN IT TO THE COSMOS WHICH IS ITS HOME.

**KILL ME!**

**NO!**



IT DOESN'T HAVE TO BE LIKE THIS!

YOU HAVE AN INTELLECT, JEAN, A WILL, A SOUL-- **USE THEM!** FIGHT THIS DARK SIDE OF YOURSELF! WE'LL HELP YOU!

THE POWER...

...CHANGING ME -- IT'S TOO SOON!



JEAN-- **WAIT!!**  
YOU'RE NOT GIVING US ANY CHOICE!



THE CHOICE WAS NEVER YOURS TO BEGIN WITH.

TELEKINETIC FORCE BOLT--! I CAN'T MOVE!

YOU SEE, SCOTT? I TOLD YOU.

JEAN TO PHOENIX TO DARK PHOENIX-- A PROGRESSION AS INEVITABLE AS DEATH.



YOU OF ALL PEOPLE SHOULD KNOW HOW I FEEL, THROUGH THE PSIONIC RAPPORT WE SHARE.

I'M **SCARED**, SCOTT. I'M HANGING ON BY MY FINGERNAILS. I CAN FEEL THE PHOENIX WITHIN ME, TAKING OVER. PART OF ME... **WELCOMES** IT.



YOU WANT ME TO FIGHT? I HAVE. I AM-- WITH ALL MY STRENGTH.

BUT I CAN'T FORGET THAT I KILLED AN ENTIRE WORLD-- FIVE BILLION PEOPLE-- AS CASUALLY, AS UNTHINKINGLY, AS YOU WOULD CRUMPLE A PIECE OF PAPER. I WANT NO MORE DEATHS ON MY CONSCIENCE.

YOUR WAY, I'D HAVE TO STAY COMPLETELY IN CONTROL OF MYSELF EVERY SECOND OF EVERY DAY FOR THE REST OF MY IMMORTAL LIFE.

\* MAYBE I COULD DO IT. BUT IF I SLIPPED, EVEN FOR AN INSTANT, IF I ... FAILED...

... IF EVEN ONE MORE PERSON DIED AT MY HANDS ...

IT'S BETTER THIS WAY. QUICK. CLEAN. FINAL.

I LOVE YOU, SCOTT.

A PART OF ME WILL ALWAYS BE WITH YOU.

JEAN, NO. DON'T!

NO!

SCOTT!

JEAN!

YOU... **PLANNED** THIS, DIDN'T YOU?! FROM THE MOMENT WE LANDED ON THE MOON, YOU SHIELDED YOUR INTENTIONS FROM OUR RAPPORT, BUT JUST THE SAME I SHOULD HAVE GUESSED, I SHOULD HAVE REALIZED...

... THAT YOU COULD NOT BECOME DARK PHOENIX AND REMAIN TRUE TO YOUR **SELF**, THE JEAN GREY I KNEW, AND FELL IN LOVE WITH. SO, YOU TOOK STEPS TO ENSURE THAT, IF LILANDRA COULDN'T STOP YOU, YOU'D DO THE JOB YOURSELF.

YOU MUST HAVE PICKED THE MINDS OF THE KREE AND SKRULL OBSERVERS, LEARNED WHAT ANCIENT WEAPONS WERE HIDDEN HERE. THEN, YOU USED YOUR FIGHT WITH THE X-MEN TO DRAIN YOU OF ENOUGH ENERGY TO MAKE YOU VULNERABLE. AND, FINALLY, WHEN YOU WERE READY, YOU... YOU...

OH, JEAN...

JEAN...



**STATEMENT:** I AM THE RECORDER; A NON-CELLULAR HUMANOID, CREATED BY THE COLONIZERS OF RIGEL TO THINK AND TO RECORD. I HAVE OBSERVED ALL THAT HAS TRANSPIRED HERE, YET I DO NOT COMPREHEND THE MEANING OF THESE EVENTS.

MY HISTORICAL CIRCUITS INFORM ME THAT JEAN GREY WAS COUNTED A FORCE FOR GOOD ON EARTH. AS PHOENIX, HER POWER SAVED THE ENTIRE UNIVERSE FROM EXTINCTION. YET SHE WAS HOUNDED UNTO DEATH.

BECAUSE SHE WAS HUMAN.

INSUFFICIENT ANSWER, WATCHER. PLEASE ELUCIDATE FURTHER.

**INTERROGATIVE:**  
WHY?

ALL BEINGS CARRY WITHIN THEM A CAPACITY FOR GOOD AND EVIL. ALL OUR ACTIONS RESULT FROM THE INTERACTION OF THESE TWO FUNDAMENTAL FORCES.

THIS CHILD ACHIEVED A LEVEL OF POWER THAT PLACED HER AS FAR ABOVE HUMANITY-- ON THE EVOLUTIONARY SCALE-- AS THEY ARE ABOVE THE AMOEBA. SHE HAD ONLY TO THINK, AND THAT THOUGHT WOULD BECOME INSTANT REALITY

BUT THE PHOENIX IS ALSO A FORCE OF PRIMAL PASSION, AND *HOMO SAPIENS* IS STILL AS MUCH A CREATURE OF PASSION AS OF INTELLECT. SUCH PASSION IS BY ITS VERY NATURE SEDUCTIVE AND VIOLENT. JEAN COULD NOT HELP BUT RESPOND TO IT, BE CHANGED BY IT, AND IN TIME, OVERWHELMED.

OUR REASON MAKES US AWARE OF THESE FORCES AND LIKEWISE GIVES US THE RESPONSIBILITY OF CHOOSING BETWEEN THEM. REGRETTABLY, NOT ALL CHOICES ARE CLEAR-CUT, NOR ALL CONFLICTS OBVIOUS.

SO, SHE BRIEFLY BECAME THE DARK SIDE OF PHOENIX: THE BLACK ANGEL, CHAOS-BRINGER. YET, WHEN FACED WITH A CHOICE BETWEEN KEEPING HER GOD-LIKE POWER-- KNOWING SHE WOULD THEN WREAK DEATH AND DESTRUCTION ACROSS THE STARS-- AND DYING HERSELF, SHE CHOSE THE LATTER.

THAT IS WHAT MAKES HUMANITY VIRTUALLY UNIQUE IN THE COSMOS, MY FRIEND-- THIS EXTRA-ORDINARY CAPACITY FOR SELF-SACRIFICE...

... THIS ABILITY TO TRIUMPH OVER SEEMINGLY INSURMOUNTABLE OBSTACLES IF THE CAUSE BE JUST, KNOWING ALL THE WHILE THAT TO DO SO MEANS CERTAIN DEATH.

THE X-MEN DO NOT REALIZE IT-- THEY MAY NEVER REALIZE, OR ACCEPT IT-- BUT THIS DAY THEY HAVE WON PERHAPS THE GREATEST VICTORY OF THEIR YOUNG LIVES.

JEAN GREY COULD HAVE LIVED TO BECOME A GOD. BUT IT WAS MORE IMPORTANT TO HER THAT SHE DIE... A HUMAN.



# THE DARK PHOENIX TAPES



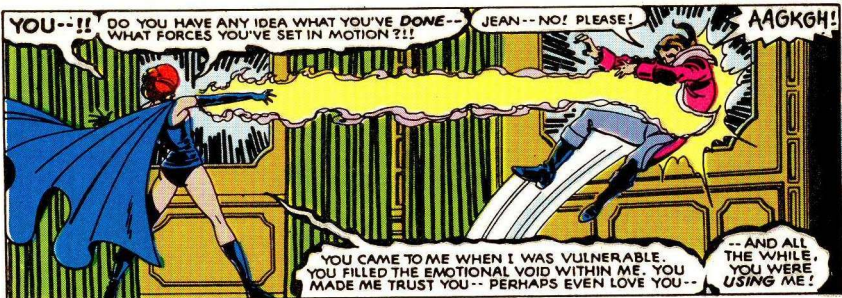
## A CANDID CONVERSATION

between JOHN BYRNE, penciller, JIM SHOOTER, editor-in-chief, CHRIS CLAREMONT, writer, JIM SALICRUP, former X-MEN editor, LOUISE JONES, present X-MEN editor, and TERRY AUSTIN, inker.

## ON PHOENIX

THE REASONS FOR HER DEATH, AND  
THE LIFE THAT COULD HAVE BEEN.





**Jim Shooter:** I suppose I'll start this because I'm the biggest. Basically we're here to discuss how all of this—the whole Phoenix saga—transpired.

**John Byrne:** And eat grapes! Who brought the grapes? Pass them over here. We're here to admit that these are comic books and sometimes we change our minds . . .

**Jim Shooter:** We didn't change our minds! The death of Phoenix is irrevocable!

**Louise Jones:** Sometimes our minds are changed whether we mean to or not.

**Jim Shooter:** That's not true.

**Jim Salicrup:** How did she become Dark Phoenix in the first place? I don't even remember.

**Jim Shooter:** This is how I remember it. Chris, and you, Jim Salicrup, and I went to lunch to discuss a *crazy* story that Chris had in mind wherein Phoenix was going to slowly, over the course of many issues, be corrupted by her power and become a great danger—a great threat. This being Marvel Comics, it wasn't going to be just a sham, it wasn't going to be something that was all resolved by some gimmick like red kryptonite or something. It was going to be a permanent change in her character—she was indeed going to become *evil*. We talked about it and came up with a plot which I thought was terrific. As always, I said, "Don't feel that you're bound by what we discussed here just because I'm involved with it. If you come up with better ideas, go with them. I'm just pleased to know what the general direction is." Then, I presume you went ahead, and as creative people are wont to do, came up with a few different ideas as you went along. So, one day, I was reading the make-readies or printer's proofs—readers might not realize this but I don't read every book before it goes to the printer. I feel that it's better to let all the creative people—editors, artists, and writers—do what they're doing without having the feeling that Big Brother's looking over their shoulders. I read the books after they're already printed, generally speaking, and if I have any comments or complaints I try to give them in the spirit of "well, here's what I think went wrong, try to make it better next time." I think that's a much better situation psychologically for creative people to work in. But, anyway, I was reading an X-Men make-ready, in which Phoenix destroyed an entire inhabited planet, and I didn't remember discussing anything like that at our lunch. It struck me that wiping out a planet was a major event and maybe just once I ought to look into what was happening and find out what was planned. And so, I came to you, Jim Salicrup, and I asked to see whatever work was in progress on upcoming issues of the X-Men. You showed me an issue that was just about ready to go out to the engraver, and you showed me an issue that was penciled and scripted and another issue which was plotted.

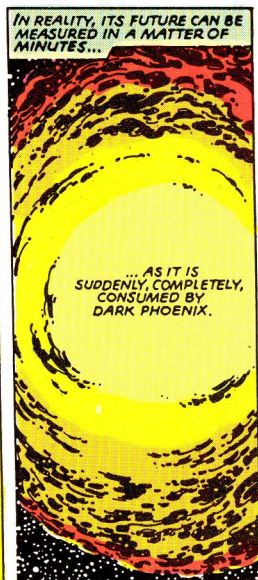
**John:** Right. At that point there would've been one ready to go and one penciled . . .

**Jim Shooter:** Anyway, I saw what was going to happen to Phoenix in issue #137, and I did not feel that it worked. I thought that it was out of character for the X-Men. I felt that it was a cop out. I had a big problem the way the story was resolved. I mean, this lady had wiped out an inhabited planet, then destroyed a starship full of





people . . . I was very unhappy with it. A lot of things went on right about then—it's not at all crystal clear in my memory—but I do remember getting together with Chris and asking him to change the story. We talked about various possible changes that could be made—because I felt that there had to be some *consequences* for the actions. I felt that the way the story was originally designed to end, it did not have enough consequences for what happened—it wasn't an ending. I found that the story was kind of . . . in a way, it wimped out. It ended with her being back with the X-Men, seemingly without much concern on their part about what she had done, which struck me as being out of character for them. Also, it didn't fulfill that original discussion that we'd had. As I said, I never asked for it to be fulfilled in exact detail, but I felt that what was done was a major departure. So, we had a few more discussions and Chris eventually came up with the ending of X-Men #137, as it finally saw print. As it turned out, it was probably the biggest event in comics in the last decade. I look back at it, and I feel that, one way



or another, we came up with a fantastic ending for a fantastic story. It's just a milestone in comics and it really put the world on notice that Marvel really does treat these characters as if they were alive. And, that there will be consequences and there will be logic ramifications for whatever happens, and that there is no limit to what may happen to our characters—right up to and including the death of one of the most popular characters we've had in many, many years. Okay, someone else's turn.

**Jim Salicrup:** Well, I remember vaguely most of what happened. I think I was editing eight or nine other titles at the time, including two other group books. Keeping track of all of it wasn't very easy but I do remember that even after that lunch we hadn't all agreed. I remember that at that time Mark Gruenwald had a "deathlist" up in his office with all these characters people had suggested to killed off. I was sort of against killing Phoenix on principle because too often characters are bumped off and years later someone might want to bring them back, and that sort of dilutes the effect of the first story. Although I don't think that's happened anymore since Jim's been around . . . I know I didn't want to have her killed. The thing was . . . who was it that wanted her killed, really?


**Chris Claremont:** Sterno.

**Jim Salicrup:** Roger Stern?

**John:** It was your final decision.







FOLLOWING THE LIGHT-- AT A COMPARATIVE SNAIL'S PACE-- COMES THE HEAT FLARE. THE INSTANT IT HITS, THE ATMOSPHERE AND OCEANS ON THE DAYSIDE BOIL AWAY, THE STEAM AND SUPERHEATED AIR WHIRLING AROUND THE GLOBE IN A FLAMING SHOCK-WAVE THAT OBLITERATES ALL IN ITS PATH.

**Chris:** You said, "I'm not going to do all this bad nastiness to her. I'm going to kill her." You mean *after* all this blew up, not from the very beginning?


**Jim Salicrup:** I remember Jim (Shooter) wanted . . . felt strongly about . . . a story where a long-established "good guy" Marvel character becomes a real villain, having done earlier stories in Marvel Comics where *bad* guys became good guys. I think that inclination sort of eventually led to some of the stuff Jim did in the Avengers with Yellowjacket, and I thought that was a good idea. I just wasn't sure about doing it in the X-Men.

**Chris:** I don't think he was . . .

**Jim Salicrup:** The other problem which I think started all this was even before Phoenix became Dark Phoenix. We were having this whole controversy about whether or not a character that was that powerful should even *be* in the X-Men.

**John:** I didn't like Phoenix since the word go. Because she instantly made the rest of the X-Men fifth wheels, you know? And she wasn't even an X-Man.

**Chris:** That, basically, was the whole creative conflict in a nutshell—which worked for the benefit of the book because John and I, coming at it from totally different directions, were able to mix . . .



THOSE FEW AWAKE ON THE NIGHTSIDE ARE TREATED TO A SPECTACULAR, ONCE IN A LIFETIME AURORA BOREALIS, BEFORE DEATH CLAIMS THEM.

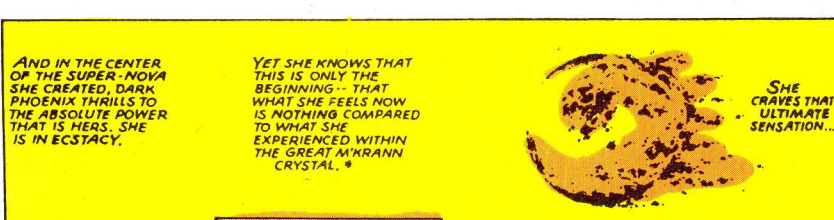
BUT HALF THE WORLD DIES IN ITS SLEEP. THEY ARE THE LUCKY ONES.

**Jim Shooter:** I have to say the difference in opinion you two had provided a unique energy to what was going on.

**Chris:** Exactly! Part of the conflict was, do we keep her, do we get rid of her, does she remain a hero, does she become a villain . . . ? I don't think, in terms of actually putting it in the story, we were ever sure until we actually came to the final moment . . .

**Jim Shooter:** Very existential . . . like a real person's story.

**Jim Salicrup:** I agree with Jim that everything came out, I think, for the best, but along the way there were these little twists and turns that became very confusing after a while. I even remember at one point, before you actually had seen the fateful make-ready, you, Jim, were giving a tour through the office and actually showed the penciled pages of that planet being blow up to someone, saying, "Gee, look at this." But, the consequences got turned into grey areas. My original view was, I think, more along the lines of the Exorcist, where, whatever was happening, it really wasn't her anymore. In the movie there's this little girl who's taken over and several people get killed, but by the end, when the demon's gone no one thinks, "Let's kill that murderous little girl." You know?



AND IN THE CENTER OF THE SUPER-NOVA SHE CREATED, DARK PHOENIX THRILLS TO THE ABSOLUTE POWER THAT IS HERS. SHE IS IN ECSTASY.

YET SHE KNOWS THAT THIS IS ONLY THE BEGINNING-- THAT WHAT SHE FEELS NOW IS NOTHING COMPARED TO WHAT SHE EXPERIENCED WITHIN THE GREAT M'KRANN CRYSTAL. \*

SHE CRAVES THAT ULTIMATE SENSATION...





**Chris:** But, you see, therein lay part of the basic conflict. Was the Phoenix inherently separate from Jean, was it a separate entity that moved in on her . . . ?

**Jim Salicrup:** I still don't know.

**Chris:** Or was it a part and parcel of her, herself . . . ?

**John:** That's not what I thought. I thought of Dark Phoenix as a tenant, which is why I had no problem having her waste a planet, then just sucking her out of Jean, having Jean just going home on her normal merry way.

**Chris:** Umm, Hummm . . .

**Jim Salicrup:** That's the only excuse I would have . . .



**John:** But, when you look at it, it was never played that way and then you get into problems. You can look at it as justification for genocide.

**Chris:** Yeah! Because I was coming at it from a totally diametrically opposed . . .

**John:** . . . which is the same problem I had with Galactus.

**Jim Shooter:** I read those issues carefully and I could see where Chris was going . . . and in some of what I thought were brilliantly written scenes, Phoenix was *torn* about whether or not to destroy her family and the X-Men. They were very well written scenes! Very strong scenes, which at the same time that they were intriguing and powerful, from my point of view they really kind of settled the issue that this is *her*. She spoke with one voice, and it seemed certain that she was *not* possessed. Frankly, until now, it never occurred to me that it might have been a possession. I don't know if anybody ever mentioned it back then, but, I believe this is the first time I heard or thought of that . . .

**John:** I never thought it was anything else. I even went to the point of suggesting to Chris that the moment she became Dark Phoenix she lose all thought balloons, so that we would clearly see that she was now somebody else, so far beyond us that her thoughts were beyond our comprehension.





**Chris:** The problem there was a technical one. I couldn't see any way to go into that as the writer.

**Jim Shooter:** Yeah, that does present a lot of problems sometimes. You end up very often getting into heavy captions and technical problems. That can be tough.

**Terry Austin:** At what point did Phoenix change from Phoenix becoming a super-villain to Phoenix being a hostess to the bad stuff, and then . . .

**Chris:** You see, you have to go back, in a sense, to what Dave and I had in mind when we first created her in issue #100. Our intent then was to create an X-Men analog, if you will, to Thor—someone who was essentially the first female cosmic hero. We thought at the time that we could integrate her into the book as well as Thor had been integrated into the Avengers. The problem with something like that is that it grew out of the synthesis between Dave and me.

**John:** You probably just both liked her too much.

**Chris:** Exactly. And the fact that we had, in a sense, *created* her gave me a degree of involvement that you, John, didn't have, coming in seven issues later.

**John:** Which is why I agitated to get her out of the book as quickly as possible—which is what we did!

**Chris:** I know, which is why I dug my heels on it as much as I did.

**John:** I think I'll make Wolverine the star of the book! NYAAH!

**Chris:** Yeah! Dave didn't like Wolverine. David liked Nightcrawler, and with you it's the other way around—and, pretentious as it sounds, that's both the blessing and the curse of a collaboration in comics because the synthesis changes with each change on the creative team.

**Jim Shooter:** But, that's the whole theory of Marvel Comics—the synergy that develops between a writer and an artist—and I think it *works*. I mean, those are outstanding issues.

**Chris:** On one level I look at those stories and it works, but deep down inside there is part of me that was in on the creation that still wishes there had been another way. It would be the same, I think, if a similar situation occurred, say, with Alpha Flight . . .

**John:** No, I'd kill 'em all . . .

**Chris:** Well, you have a certified vested interest in characters you create.

**Jim Shooter:** Okay, so, Louise, when you came in at the end of this . . .

**Chris:** Thursday afternoon, I recall.

**Louise:** Yep, it was after work . . .

**Chris:** I walked in and said I was going home to drink Jack Daniels and watch Flash Gordon on television.

**Louise:** Um . . .

**Jim Shooter:** Or drink Flash Daniels and . . .

**Chris:** It was an interesting evening . . .

**Jim Shooter:** You came in afterwards, Louise, so you saw this all with cold eyes. What did you think of all this nonsense?



**Louise:** I could see everyone's point of view. I had, myself, no creative problems with Phoenix as a possessed being. I could see that. I could also see it from your point of view, that if she were not a possessed being, then she was a mass murderer and was dangerous. I think that the main problem with her was that she was so powerful that I think she actually, as John said, made the rest of the group kind of redundant.

**Jim Shooter:** Your basic problem . . .

**Louise:** My biggest problem was trying to coordinate things and keep everyone from killing each other.

**Jim Shooter:** Your big problem was technical and human, basically.

**Louise:** Yes.

**Jim Shooter:** I have to say one thing again. I personally think, and I've said this many times, that having a character destroy an inhabited world with billions of people, wipe out a starship and then—well, you know, having the powers removed and being let go on Earth. It seems to me that that's the same as capturing Hitler alive at the end of World War II, taking the German army away from him and letting him go to live on Long Island. Now, I don't think the story would *end* there I think a lot of people would come to his front door with machine guns . . .

**Louise:** The story may not have gone that way given a chance . . .

**Jim Shooter:** That's one of the things we're here to discuss—What would have gone on given the chance. I didn't feel in what was discussed with me back then that it was being adequately dealt with—but I want to make it clear that it was less my *moral* problem with a character who was a mass murderer than it was a problem from a *story sense*. I didn't think the situation was being credibly addressed. I'm not here to say that I think mass murderers are a good idea, but it is possible to do a character that is a very evil character, and as a matter of fact, that was the original *intent*!

**Louise:** It was your original intent, but apparently, although you thought that some other people agreed to that, they didn't really!

**Jim Shooter:** That's not true! The idea was *presented* to me! I didn't come up with it!

**John:** The original intent, as it was given to me by Roger Stern, who preceded Jim Salicrup as editor on the book . . .

**Louise:** Chris never meant to make her a really evil character, I don't think.

**John:** . . . was to turn her into a bad villain.

**Louise:** But, you never meant to do that, did you, Chris? I can't imagine . . .

**John:** The original intent to turn her into a bad villain got lost for me about two-thirds of the way into when I suddenly started thinking we're doing this to Jean Grey with whom I've always been deeply involved . . .

**Louise:** Yeah!

**Chris:** YEAH!

**Chris:** I think that Chris felt the same way, I think that he just couldn't bring himself to make her truly evil.

**John:** My whole thought was make Phoenix evil and then suck Phoenix out of Jean.

**Louise:** But I don't think Chris could bring himself to do it.

**John:** I have a way to do that, we'll talk!







**Chris:** A little late now!

**John:** NO!

**Chris:** HUH?

**Louise:** I also think that the death gave it somewhat of a stronger story with a much stronger interest, I mean, artistically I think it worked out better this way.

**John:** Oh, I think so too.

**Chris:** Oh, I do too!

**Louise:** Although I think it broke a lot of hearts throughout the country, among them, I think, writers and artists and editors . . .

**John:** I think that issue #137 as it hit the stands is better than the "issue #137" this thing is going to be printed in.

**Jim Salicrup:** I do too!



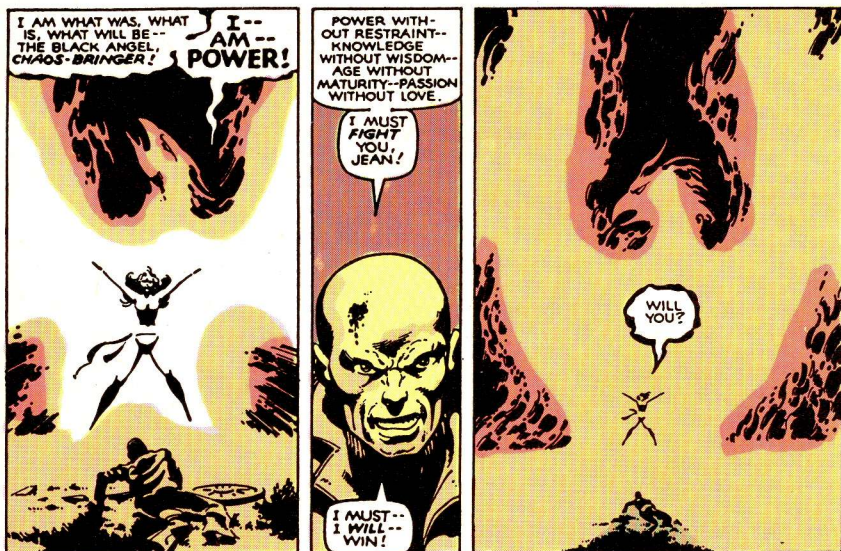
**Chris:** You know, I kinda look at everything up to the re-done six pages as a first draft. And, I think the advantages of the original printed version is that it was a second draft — that I had a moment to go back and look at the script and do what we rarely have a chance to do in comics — actually think about what you've written — to look at it impartially, which there almost never is any time to do.

**Jim Shooter:** I think that what we ought to do now is let Chris take it and run with it and talk a little bit about where you would have gone on from the story as it's printed in *this* book. What would have followed? The other people can chip in too!

**Chris:** You know, this may sound like a cop out, but, I think it's difficult for me to speak of that purely in isolation, because at that point in time John and I were, in a very real sense, true collaborators on the book. It was with very few exceptions, difficult, for me, anyway, to tell in the actual gestation of the book where one of us left off and the other began—because it involved one of us coming up with an idea and bouncing it off the other, and through this kind of two-thousand mile tennis match at considerably cheaper rates than we have today coming up with the story and story lines. I had a rough idea of where I wanted to take it, which was over the next year having her deal with what happened with what she did. From my point of view, I saw it as coming to terms with the fact that she killed 5 billion people—that she committed a crime for



which she can never atone, and yet she's still alive. The easy way out would be just to jump off a cliff, but she can't. She has to somehow put things right with herself, within herself. The ultimate end of it leading up to issue #150, would be that Magneto, having found out about this, would come in, kidnapping her, and offering her the power again, on the false assumption that he could control her. And the X-Men would come to her rescue. They'd be battling Magneto on one section of the asteroid M and she'd be in a room all by herself with Phoenix, the effect, the power, coming back, forced to make the choice—could I become a god again with all the power of a god, aware that in the process I may destroy living beings and planets, planetary systems, whatever, in order to survive? Or do I deny it, and remain this kind of, what is for her, shadow of a being?



**John:** This is in the “de-powered” version?

**Chris:** Yeah, the de-powered version.

**John:** Wherein she had lost *all* of her power and become Jean Grey as opposed to retaining even her Marvel Girl powers.

**Chris:** And, the idea was then that we'd end on a triumphant note as Jean proved her own heroism. See, the problem was with issue #137, is that if she is exclusively a victim, she never had a chance to become a hero — which would have been the ultimate upshot. She and Scott would have gone off and lived happily ever after and gotten married and that would have been the end.

**Terry:** After exploring all the questions of her trying to come to terms with the consequences of her actions and then being offered the power back—something that comes naturally to her like speaking comes naturally to any of us.

**John:** Duh . . .

**Terry:** With the exception of John. And then, her rejecting the power because she thought all of the questions through . . .

**John:** Okay, let's do it then! This'll be the first issue!

**Terry:** And then, maybe feedback from some type of Kirby do-hicky in the background that Magneto strapped her into, or something . . . that would have been more dealing with the questions, confronting the *issue*, if you will.

**Jim Shooter:** Which was my whole *point*—let's *confront* the issues! That was my whoooooole thing!

**Terry:** I am not satisfied with the second version of issue #137! I think it's a stronger issue than the one that we were going to do, but I still feel that we built up the Dark Phoenix and built, and built, and then in five pages it was, well, gone. It was too fast and I wasn't satisfied as a reader.







**Chris:** I think that what Terry's saying, in a sense, illustrates my point because what I outlined was the first blush. Terry looks at it and says, "Well, I get this impression." That's what would happen with John. He then would pick holes in it, or see the holes that I left in it, and run buses through them . . . and then we'd plug it up! And then I'd find holes in his version. You know, out of that, even though you started in one direction, you can very often end up somewhere completely different.

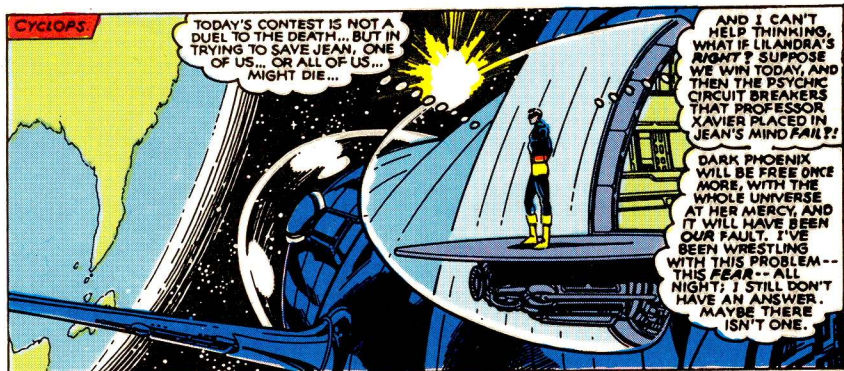
**Jim Shooter:** Well, right now, it's easy to look back and see all that. At the time I stated my objections, I didn't provide the answer. I said these are my objections, this is the problem, I don't care how you resolve it but I want it resolved! And, I think probably if we weren't all under deadline pressure and we'd had two more weeks to think about it we might have come up with something which is more like what you're saying. But, at that particular juncture I think we did well to come up with what we came up with. *You* did well. You came up with it . . .

**Chris:** Considering the time pressure . . . I mean, we had, basically 24 hours, 36 hours to think up the idea because John only had 3 days in his schedule to pencil it. There was no time to do anything else and there was no space. We couldn't delay it for an extra month, because of commitments to the distributors, to the direct sale market . . .

**John:** Yeah, I remember that. It almost became two issues!

**Jim Shooter:** Let's hear from the other half of the creative team.

**John:** I remember much the same as Chris, the whole business of Magneto and all that, building up to issue #150. The thing I have the most clear memory of is two different versions that eventually were distilled into that which was mentioned before. I wanted to depower her totally. You had said that she manifested her power when she was about ten, so I had said that the ideal thing would be to have had Xavier turn her brain back! Basically, till she was nine years old. Then, in the scenario that I had envisioned, the Phoenix, still an evil force, would have been kind of like this Bogey-Man that would pop out every once in a while. This is a scene that I pictured in my mind: Jean, now essentially retarded and living with







her parents is taken by her parents into town to see, just to date ourselves, "The Cat From Outer Space" was the movie I kept thinking of. . . . Two or three punks see her wandering by herself while her parents are buying the tickets and escort her into an alleyway. There's a brief scuffle and from the alley comes this horrendous flash which is the Phoenix out loose again. And we have to depower her again . . .

**Chris:** Little cinderized bad guys . . .

**John:** So Phoenix would pop out as a sort of "Jekyll and Hyde" thing. What you had suggested, Chris, actually was that Phoenix would apparently be destroyed on the battle on the moon and that three or four issues later would turn up as Jean back at her old apartment, saying here I am, I'm back, leave me alone, I don't want to talk about it, I don't want to hear about it, I'm just going to live my life. We sort of synthesized those . . .

**Chris:** . . . was she or wasn't she . . .

**John:** . . . which bubbled down into what eventually saw print, that we were going to depower her, but she was essentially going to be Jean and was going to live her life and wasn't going to be 9 years old.

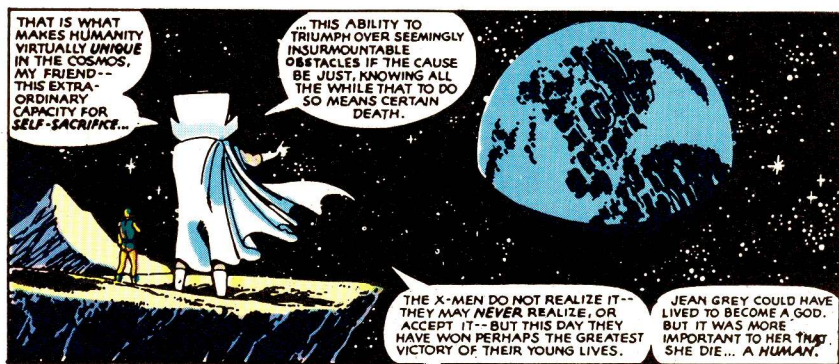
**Chris:** And come to terms with what she'd done. The first issue she was pretty much going to be basically in shock. "I know something awful happened on the moon, and I did something, but I can't remember it so I'm just going to go on."

**John:** All this, and settling down, and marrying Scott was a major turning point because obviously she was going to be the mother of Rachel . . .

**Jim Shooter:** That's essentially what Terry said. I never really thought about it because no one ever brought it up before, about in the 150th issue that you had it in the back of your minds someplace . . . quite possibly that she would have died *there* . . .

**Chris:** That was, I must confess, not in the back of my mind. I was still thinking in terms of happy endings.

**Terry:** One of the consequences of that story that might have been, seemed to have been that it would strengthen the character of Magneto. After fighting these guys since issue #1 directly or indirectly he caused the death of one of them. Boy . . . !



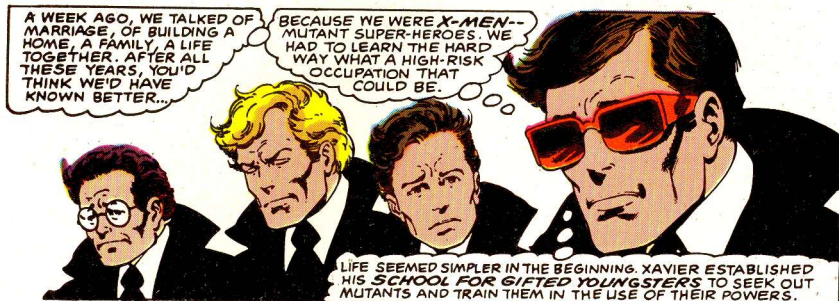


**Chris:** In a sense it would have been the confrontation with Kitty, but on a much stronger note.

**Jim Shooter:** Terry, are you sure you don't want to be an editor?

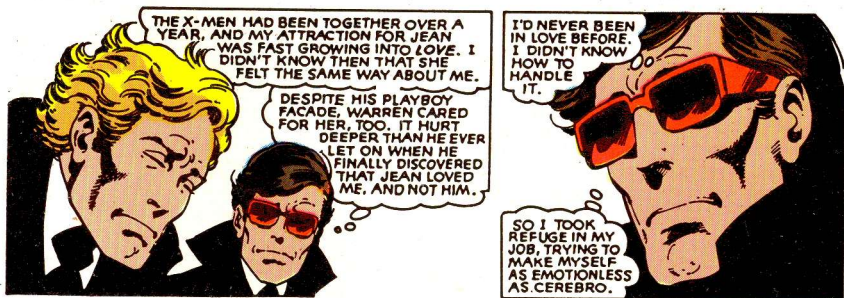
**John:** Why didn't you say any of this 4 years ago?

**Terry:** I was in Michigan at my parents' house when this was going on. I got a phone call, "Well, you know there's something happening here . . ."



**John:** I never thought of it in terms of Jean dying in issue #150. I just thought of it as just coming to terms with it and going off contentedly and being Jean and from that point on becoming essentially a background character. Scott's wife, as important to the story as the left front tire of the blackbird.

**Jim Salicrup:** I remember when Stan Lee in the Bullpen Pages always used to say that the stories just seemed to write themselves—and this one seemed to keep doing it over and over again on a daily basis. I remember one of the things that Chris and I agreed, we had originally planned a little humor feature in the back of the death of Phoenix issue explaining how we arrived at this story.



**Chris:** And doing it over again . . .

**Jim Salicrup:** 'Cause what would happen is, well, John had a very strong hand in the plotting, Chris was there writing away and each time someone looked at the pages again, new possibilities would present themselves. It reminds me of these children's books where you start reading the first chapter, and when you finish that, you have to make a decision . . . "go on to page 63 if you want to kill Phoenix."

**Jim Shooter:** Right. Choose Your Own Adventure™.

**Jim Salicrup:** Even when one page would come in, John may have had specific ideas of how the scripting would be handled, and you'd have ideas, but maybe when you sat down to write it you changed it again . . .

**Terry:** Do I take the rap for Phoenix dying?

**Jim Shooter:** Let's blame it on John! No actually, guys . . .

**Chris:** No actually, it was my decision . . .

**John:** No, it wouldn't have been necessary, if I hadn't had her eat a planet. That wasn't in the plot.

**Chris:** Yeah, it was! I wrote the plot! I typed it! It says it in the plot.

**John:** It says she eats a star!

**Chris:** That's right.

**Louise:** You didn't have to write, "and eleven billion asparagus people die with one horrible scream!"



**John:** I drew it!

**Louise:** Yeah, you could have said, "a couple of them stay alive."

**Terry:** Two or three of them . . .

**Chris:** They miraculously left the planet—!

**Jim Shooter:** Okay, this discussion could go on for the next hundred years.

**Chris:** Oh, God!

**Jim Shooter:** I'm sure that discussions like this *will* go on for quite some time! Not only here, but out among the readers and fans who care about these things as much as we do. So, I think this is a good place to end this, just blaming it all on John! Just kidding. Except about it being a good place to end this.

**Jim Salicrup:** I just wanted to add that even Tom Orzechowski and Glynis Wein were involved in the whole process—like, Tom would be calling in offering his ideas . . .

**Chris:** Actually, Tom's basic idea was, "you write too much, Chris, take some of it out!"

**Jim Shooter:** On that happy note, thank you all!

**Louise:** Great!

**Chris:** That was great.

**Louise:** Hey, Terry, you ought to be an editor!

**Terry:** Yeah, I'm good for it ten years later.

**Chris:** No, four years later.

**Louise:** In fact, Terry Austin, old friend, old buddy, how would you like to *write* a story . . . *any* story?

**Terry:** Bringing back Phoenix?  
The end.

PROFESSOR GREY, I SPEAK FOR ALL SHI'AR WHEN I SAY HOW... SORRY WE ARE AT YOUR DAUGHTER'S DEATH. YOUR GRIEF IS OURS.

THANK YOU, YOUR... MAJESTY. THAT'S VERY KIND.

SO LONG AS I RULE, SO LONG AS SHI'AR ENDURES, JEAN GREY'S NAME AND MEMORY WILL BE

SHE GAVE HER LIFE, THAT THE UNIVERSE MIGHT LIVE.

THINGS HAVE A WAY OF BALANCING OUT, THOUGH. WE'D FOUND A TRULY EVIL MUTANT IN PROTEUS. BUT SOON AFTER THAT WE FOUND A TRULY GOOD ONE-- INDEED, A POTENTIAL X-MAN --

--IN KITTY PRYDE.

SHE'S 13½. CUTE, BRIGHT, SPUNKY-- AND SHE WALKS THROUGH WALLS.

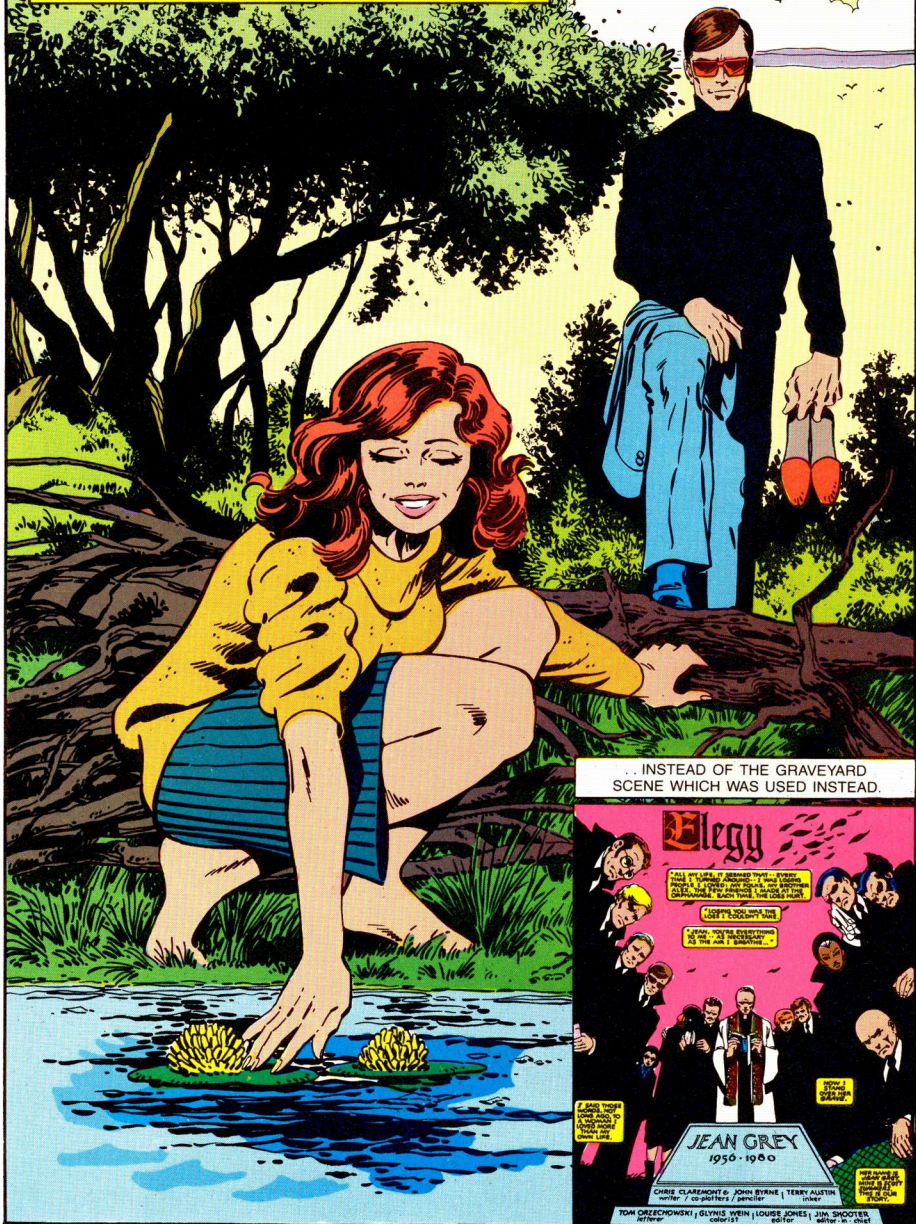


JEAN GREY  
1956 • 1980

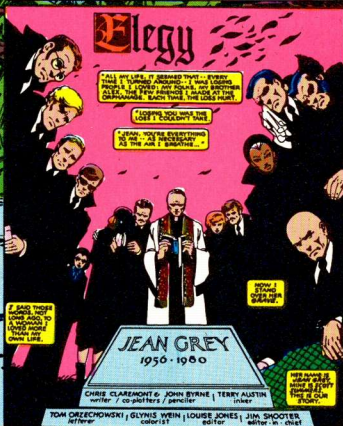


# BONUS FEATURE!

IF JEAN GREY HAD LIVED, X-MEN #138 WOULD HAVE  
BEGUN WITH THIS IDYLIC SPLASH PAGE . . .



... INSTEAD OF THE GRAVEYARD  
SCENE WHICH WAS USED INSTEAD.





# MARVEL SUPER HEROES **SECRET WARS**



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