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# X-MEN



**MAGNETO TRIUMPHANT!**



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!**™

CHRIS CLAREMONT / JOHN BYRNE / TERRY AUSTIN / BRUCE PATTERSON / M. TITUS / J. SHOOTER  
AUTHOR / PENCILER / INKER / LETTERER / COLORIST / EDITOR

THE GENTLEMAN'S NAME IS MAGNETO, A MAN THE NEW X-MEN HAVE FOUGHT ONCE BEFORE IN THEIR BRIEF CAREERS.

HE BEAT THEM HANDS DOWN.

I'M A MAN OF MY WORD, MUTANTS. I SWORE I WOULD DESTROY YOU.

AND I SHALL!

**MAGNETO TRIUMPHANT!**

#X-MEN #104  
— Jim

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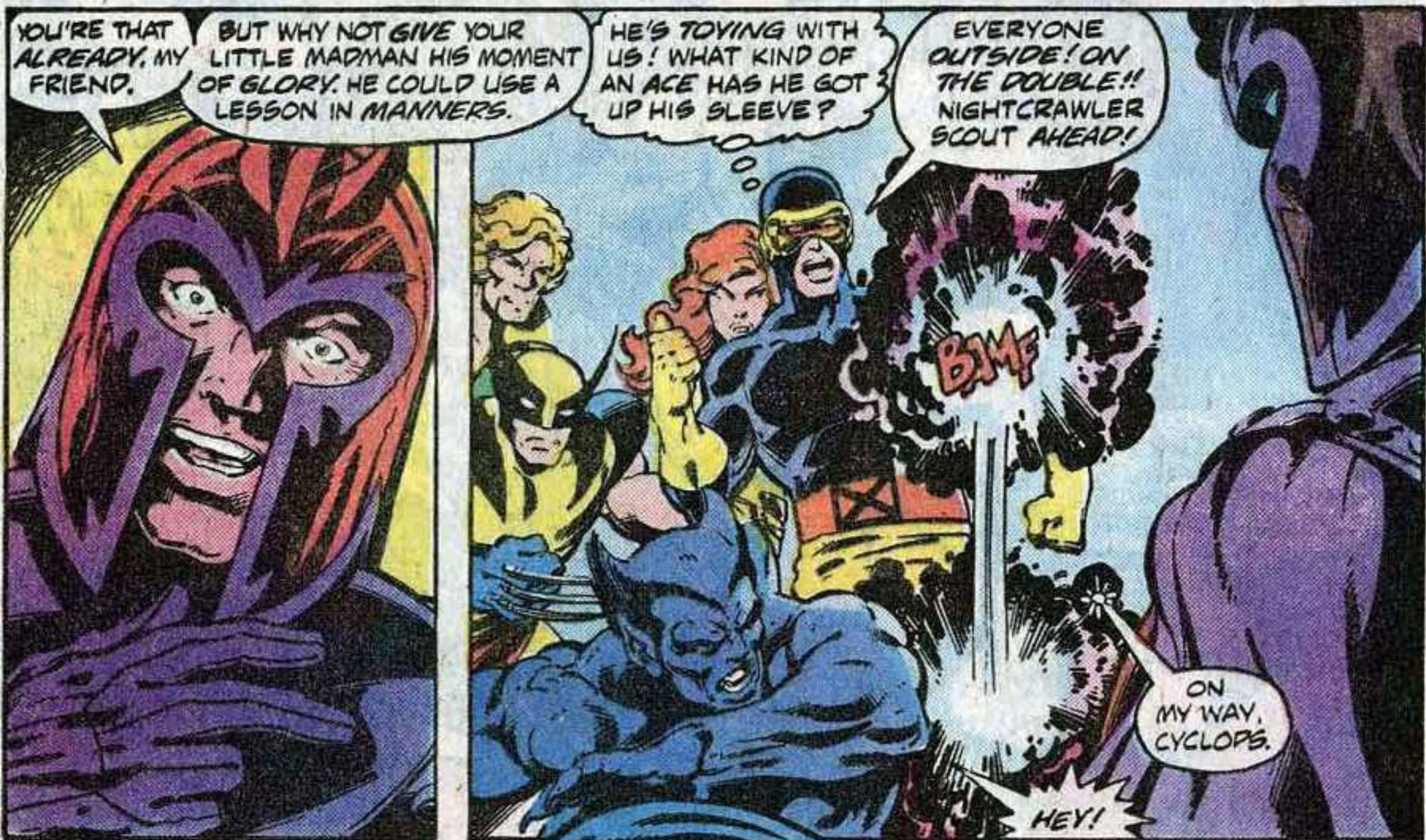


BULL!

YOU ONLY WON LAST TIME, BUCKET-HEAD, 'CAUSE CYCLOPS TURNED CHICKEN AN' MADE US RUN!

BACK OFF, WOLVERINE-- THAT'S AN ORDER!

IF MAGNETO GOADS US INTO AN ATTACK, WE'RE AS GOOD AS DEAD.



YOU'RE THAT ALREADY, MY FRIEND.

BUT WHY NOT GIVE YOUR LITTLE MADMAN HIS MOMENT OF GLORY. HE COULD USE A LESSON IN MANNERS.

HE'S TOYING WITH US! WHAT KIND OF AN ACE HAS HE GOT UP HIS SLEEVE?

EVERYONE OUTSIDE! ON THE DOUBLE!! NIGHTCRAWLER SCOUT AHEAD!

ON MY WAY, CYCLOPS.

HEY!



ACH-- NEIN!!

CYCLOPS, THAT SCREAM! IT'S NIGHTCRAWLER!

I'M AFRAID, X-MEN, YOUR NIGHT OF SURPRISES HAS ONLY JUST BEGUN.



TAKE CARE O' THE  
DOOR, COLOSSUS!  
WE'VE GOT T' GET  
OUT THERE!

AS GOOD AS  
DONE, BANSHEE!

DO NOT  
FEAR, FRIEND  
NIGHTCRAWLER.  
WE ARE...

**SKRAKT!**

...COMING.

SAINTS ABOVE,  
WHAT'S HAP'NIN'  
HERE?!?

HOW THE BLAZES  
SHOULD I KNOW?!  
JUST GET ME OFF  
THIS VERDAMMT STAIR  
BEFORE IT BREAKS!

IT'S MADNESS, THEY TELL THEMSELVES.  
ONLY A MINUTE AGO, THEY WERE ON  
THE GROUND.

NOW THEY'RE  
MILES HIGH, THE  
CIRCUS WAGON  
HURLING THROUGH  
THE MIDNIGHT SKY  
LIKE A ROCKET

GOT YOU!

ABOUT  
TIME,  
TOO.

LEIBER GOTT,  
COLOSSUS, I ALMOST DIDN'T  
GRAB THE STEPS IN TIME.

BE  
CALM, KURT.  
YOU ARE  
SAFE NOW.

THE ELF IS SAFE, BIG  
FELLA-- BUT BUCKET-  
HEAD AIN'T!

IF YOU WANT ME  
MADMAN, HERE I AM.  
I DEFY YOU TO DO  
YOUR WORST.

BUB, THAT'S  
MUSIC TA  
MY EARS.





WOLVERINE--  
DON'T

YOU CRAZY LOON--FOR ONCE IN YOUR MISBEGOT-  
TEN LIFE, THINK BEFORE YOU ACT. WE'RE TEN MILES  
UP, MAN! WHOSE POWER D'YOU THINK GOT US HERE,  
AND KEEPS US ALIVE?!

BANSHEE AND  
STORM CAN'T  
CARRY ANYONE;  
THERE ISN'T ENOUGH  
AIR UP HERE TO SUPPORT  
THEIR POWERS. AND EVEN IF  
THEY COULD, WE'D ALL  
FREEZE LONG BEFORE WE  
REACHED THE GROUND.

FACE IT,  
SHORTCAKE,  
THE BALL'S IN  
MAGNETO'S  
COURT. LET HIM  
MAKE THE NEXT  
MOVE.

"WHY?" CYCLOPS ASKS, AFTER  
WOLVERINE RELUCTANTLY SHEATHES  
HIS CLAWS. "WHY US, MAGNETO?  
WHY NOW?"



"I TOLD YOU, CYCLOPS,  
UNFINISHED BUSINESS.  
AFTER LEAVING MUIR  
ISLE, I WAS DISTRACT-  
ED FROM MY GOAL  
BY SOME MINOR  
ALTERCATIONS WITH  
CAPTAIN AMERICA AND  
DOCTOR DOOM.\* BUT  
EVENTUALLY I MADE  
MY WAY TO XAVIER'S  
MANSION...

"...ONLY TO FIND IT DESERTED.  
IT WAS OBVIOUS THAT SOME-  
THING HAD HAPPENED. THE  
QUESTION WAS... WHAT?

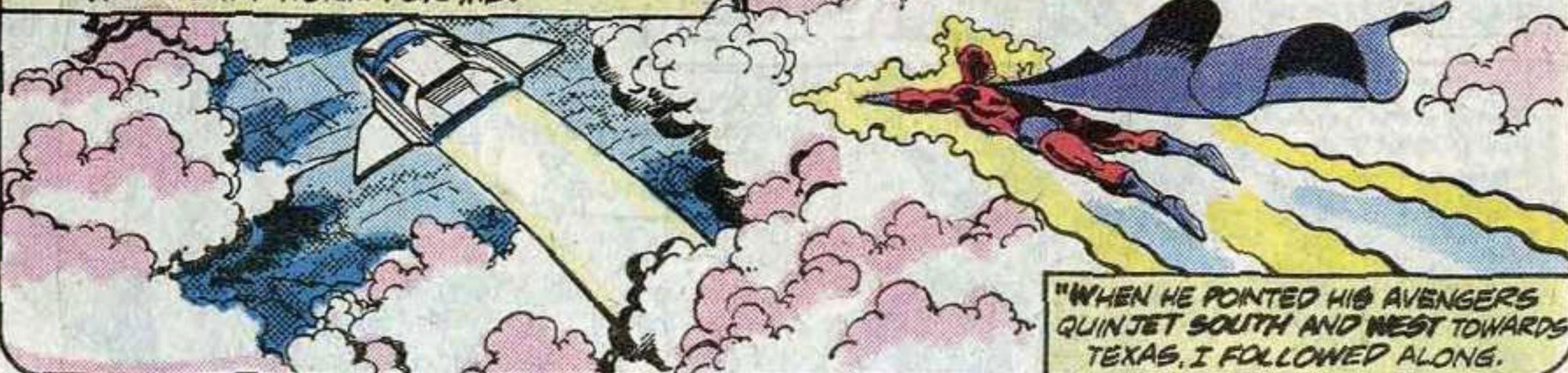


"AND WHO WAS  
RESPONSIBLE?"

"THE BEAST'S  
SUDDEN ARRIVAL  
INTERRUPTED  
ME BEFORE I  
COULD BEGIN TO  
TRACK YOU DOWN.



"HIS DEMEANOR SUGGESTED THAT HE NEEDED  
TO FIND YOU URGENTLY, SO I DECIDED TO LET  
HIM DO MY WORK FOR ME.



"WHEN HE POINTED HIS AVENGERS  
QUINJET SOUTH AND WEST TOWARDS  
TEXAS, I FOLLOWED ALONG.



"MY CURIOSITY GREW AS THE BEAST LED ME TO A SMALL, PROVINCIAL CIRCUS. I WONDERED, BRIEFLY, IF THE RINGMASTER WAS INVOLVED."



"WHOEVER IT WAS, HE SEEMED TO HAVE A DELIGHTFUL SENSE OF THE ABSURD."

"EVEN I, HOWEVER, WAS TAKEN ABACK WHEN I DISCOVERED THAT BANSHEE HAD BECOME A CARNIVAL BARKER--"



"--AND MOST OF THE REST OF YOU, SIDE-SHOW FREAKS."

"THE BEAST MADE AN EXCELLENT STALKING HORSE, DRAWING EVERYONE'S ATTENTION WHILE I STAYED IN THE BACKGROUND AND WATCHED WHAT DEVELOPED."



"A MOB OF CIRCUS ROUSTABOUTS-- LED BY YOU, CYCLOPS-- SOON CORNERED MY UNKNOWNING ALLY."

"THEY BEAT HIM WITHIN AN INCH OF HIS LIFE BEFORE DRAGGING HIM TO THEIR LEADER."



MESMERO!

"MESMERO TURNED HIS HYPNOTIC POWERS ON THE BEAST, MEANING TO ENTHRALL HIM AS HE HAD THE REST OF THE X-MEN. AT THAT POINT, I'D SEEN ENOUGH."

FOR ALL HIS VAUNTED POWER, MESMERO WAS LESS THAN NOTHING TO ME. A MAGNETIC FORCE BLAST TOOK CARE OF BOTH HIM AND THE BEAST.

OH, MY ACHING HEAD. GEE, MAGGIE, I THOUGHT YOU AN' ME WUZ BEST BUDDIES.

YOU THINK, TOO MUCH, BEAST.

HAD THE REST OF YOU NOT FREED YOURSELVES FROM MESMERO'S CONDITIONING, THOUGH, I'D HAVE DONE IT FOR YOU.









I AGREE, MAJOR. THE PROBLEM IS, I SEE IT, TOO,

UNA CARETA-- SOME KIND OF WAGON, PAINTED LIKE IT'S PART OF A CIRCO, A CIRCUS. AND FLYING AT SEVENTY THOUSAND FEET.

IT'S HEADING DUE SOUTH CLIMBING AND PULLING AWAY FROM US AS IF WE WERE STANDING STILL.



WANT TO TRY TO SHOOT IT DOWN?

HOW?! WE DON'T CARRY A MISSILE FAST ENOUGH TO CATCH IT!

DIOS MIO! JORGE, LOOK! SOMETHING'S BEING THROWN OUT THE BACK!



IT'S A MAN--DROPPING TOWARDS THE AMAZON JUNGLE AS GENTLY AS A FEATHER.

NOTIFY JAGUAR CONTROL. TELL THEM WE... AH, LOST THE UFO BUT ONE OF ITS CREW HAS ...UH, BAILED OUT.

WE'LL FOLLOW HIM DOWN. CONTROL CAN SEND HELICOPTERS TO PICK HIM UP. AND THEN, MY FRIEND, WE WILL FLY HOME AND GET VERY, VERY DRUNK.



MEANWHILE, ABOARD THE WAGON...

YOU--MONSTER! EVEN IF MESMERO WAS YOUR MOST HATED ENEMY...

...TO CALLOUSLY HURL HIM TO HIS DEATH--!

YOU UNDER-ESTIMATE MY POWERS, YOUNG WOMAN. I AM CONTROLLING MESMERO'S DESCENT. HIS LANDING WILL BE PAINFUL, BUT THAT'S NO MORE THAN HE DESERVES.



YOU ARE MY OLDEST FOES, X-MEN. MY BITTEREST DEFEATS HAVE BEEN AT YOUR HANDS.

IF ANYONE HAS EARNED THE RIGHT TO DESTROY YOU, IT IS I.

THERE'S SILENCE NOW, GRIM AND UNCOMFORTABLE, AS THE WAGON MOVES FARTHER AND FARTHER SOUTH--LAND'S END AT CAPE HORN GIVING WAY TO THE STORM-SWEPT WATERS OF THE DRAKE PASSAGE.



AND THEN, THEY'RE OVER LAND AGAIN, THE BLEAK, DESOLATE EXPANSE OF SNOW AND ICE THAT IS THE SEVENTH OF EARTH'S CONTINENTS--ANARCTICA!

THE X-MEN HAVE NO IDEA WHERE THEY ARE OR WHERE THEY'RE GOING AS THE WAGON SKIMS MILE AFTER MILE OF TRACKLESS WASTE.

FINALLY, THE WAGON BEGINS A STEEP DESCENT TOWARDS ONE OF THE MANY VOLCANOS THAT LINE THE CONTINENTAL RIM. MOST ARE EXTINCT.

THIS ONE IS NOT.

BEFORE ANYONE CAN REACT, THEY'RE INSIDE THE CRATER, DROPPING SWIFTLY TOWARDS THE LAVA POOL. THERE'S TIME FOR ONE THOUGHT: IS THIS HOW MAGNETO PLANS TO FINISH US OFF?!

THEN, WITH A SOUND-LESS SPLASH, THE WAGON HITS THE LAVA...

...AND DROPS BENEATH THE SURFACE.

ALL ABOARD, SAVE MAGNETO HIMSELF, ARE MORE THAN A LITTLE SURPRISED TO FIND THEMSELVES STILL ALIVE AS THE WAGON HEADS UNERRINGLY FOR A CERAMIC STEEL DOME SET IN THE FLOOR OF A SECONDARY FISSURE.

THE DOME OPENS, THE MOLTEN LAVA KEPT AT BAY...

...BY A BUBBLE OF MAGNETIC FORCE SIMILAR TO THE ONE THAT'S BEEN PROTECTING THE WAGON. AFTER COMING HALF-WAY 'ROUND THE WORLD, THE X-MEN'S JOURNEY IS ALMOST OVER.

MAGNETO ENDS IT WITH A BANG.

GODS--THE WAGON!

WELCOME TO MY HUMBLE HOME, X-MEN.

I HOPE YOU LIKE IT--BECAUSE YOU WON'T BE LEAVING.

HOME IT MAY BE, BUT THIS UNDERGROUND COMPLEX IS FAR FROM HUMBLE. BURIED A MILE BENEATH THE ICE CAP, IT COVERS AN AREA OF FIVE SQUARE MILES, ONE OF A NUMBER OF SIMILAR INSTALLATIONS MAGNETO HAS SCATTERED THROUGHOUT THE GLOBE.

DRAWING ITS POWER DIRECTLY FROM THE EARTH'S CORE, THE COMPLEX IS TOTALLY SELF-SUFFICIENT AND VIRTUALLY IMPREGNABLE, A MASTERPIECE OF AUTOMATED TECHNOLOGY THAT WOULD DO TONY STARK OR REED RICHARDS PROUD.



THE X-MEN, HOWEVER, KNOW NONE OF THAT.

AT THE MOMENT, THEY HAVE MORE PRESSING CONCERNS.



HE'S MADE HIS MOVE, EXACTLY AS I FIGURED HE WOULD. HAD NO CHANCE TO ALERT THE OTHERS...



I'VE GOT TO START THINGS OFF MYSELF AND WORK EVERYONE ELSE IN AS WE GO ALONG.

I HATE TO DISILLUSION YOU, MAGNETO, BUT ZAP-PING US ISN'T GONNA BE THAT EASY.

TAKE HIM, COLOSSUS!



IT WILL BE MY PLEASURE, CYCLOPS.

AN IMPRESSIVE PUNCH, COLOSSUS, BUT MY SHIELDS HAVE WITHSTOOD STRONGER.

AND HAVE YOU SO SOON FORGOTTEN THAT AGAINST ME--



--YOUR ARMORED FORM MAKES YOU THE WEAKEST X-MAN?!



NOT BAD, MAGGIE, BUT LET'S SEE YOU TRY THAT STUNT WITH THE GENUINE, GUARANTEED NON-FERROUS BEAST.

KAWA-BONGA, SWEET-UMS!

I'VE SOMETHING BETTER IN STORE FOR YOU, AVENGER.

NAMELY, A MULTI-KILOVOLT STATIC CHARGE.



AARRRRGH!!





YOU POOR, BENIGHTED FOOL! SINCE MY RESURRECTION AT THE HANDS OF ERIC THE RED, MY POWERS HAVE BEEN AT THEIR PEAK!

NO FORCE ON EARTH CAN STAND AGAINST ME!

\*X-MEN #104--JIM.



'S'ALL... RI... STORM... ONLY HURTS WHEN I... I ...LAFFFFF



I DAREN'T TRY A DIRECT ATTACK. THE LAST TIME I DID, MAGNETO HURLED MY LIGHTNING BOLTS BACK AT ME.

ANYTHING LESS THAN MY FULL STRENGTH WON'T DO ANY GOOD.



BUT IF I SHOULD LOSE CONTROL, I MIGHT KILL HIM. IS THAT SO WRONG, THOUGH? HE HAS SWORN DEATH-- AND WORSE-- AGAINST ME AND MY FRIENDS.

"AND YET... I HAVE SWORN NEVER TO KILL."

A BLIZZARD RIPS UP OUT OF NOWHERE AROUND MAGNETO, THE BITTER COLD AND HUNDRED-KNOT WINDS SLICING THROUGH TO THE VERY MARROW OF HIS BONES.



A NORMAL MAN WOULD HAVE BEEN BATTERED UNCONSCIOUS IN SECONDS.

YOU... ALMOST HAD ME, MY DEAR. YET AT THE LAST INSTANT, YOU HELD BACK.

THAT WAS A FATAL MISTAKE.



ESPECIALLY WHEN YOU CONSIDER THAT EXTREME COLD ACTUALLY ENHANCES MY MAGNETIC POWERS--

--TURNING ME INTO A LIVING SUPER-CONDUCTOR.

UNNNGNH!



HE'S DOING IT TO US AGAIN...

...TAKING OUR BEST SHOTS AND THEN SMASHING US DOWN.





IF I HAD ANY SENSE, I'D STAY HIDDEN IN THE SHADOWS. AFTER ALL, I'M NO MORE THAN A GLORIFIED ACROBAT.

MAGNETO'S DECKED BEAST, STORM AND COLOSSUS. WHAT CHANCE DO I HAVE?!

EH?



SO WHO SAID I WANTED TO LIVE FOREVER--!

WHOU-U-UOFF!!



NIGHTCRAWLER!

VILLAIN, WHAT ARE YOU DOING TO HIM?!

MERELY HURLING HIM UP AT THE SAME RATE I BRING YOU DOWN, COLOSSUS. ANY OBJECTIONS?



HE MEANS US TO COLLIDE IN MID-AIR! AT THIS SPEED, HITTING MY ARMORED BODY WILL BE LIKE CRASHING INTO A BRICK WALL.

KURT WILL BE KILLED!

BUT THIS HIGH ABOVE THE FLOOR--IF I CHANGE TO HUMAN FORM, WILL I SURVIVE THE FALL?



MY FRIEND'S LIFE IS AT STAKE. I HAVE NO CHOICE.

STUNNED THOUGH HE IS BY THE IMPACT, PETER RASPUTIN STILL MANAGES TO MAKE THE BEST OF A BAD LANDING. CUSHIONING KURT WAGNER'S BODY WITH HIS OWN.



NO BONES ARE BROKEN, NO PERMANENT DAMAGE DONE, BUT BOTH MEN WILL BE OUT COLD FOR QUITE A WHILE.

FIVE DOWN, THREE TO GO.

THAT'S THE TRUTH, BOYO--AN' NONE OF US ARE LIGHT-WEIGHTS!





I'VE COME TOO FAR TO BE BEATEN NOW, BANSHEE-- BY YOU OR ANYONE!

EEEEEE



WHAT'S THIS, THEN? IS HE TRYIN' T' FUSE THOSE LITTLE FLAKES O' IRON T' ME BODY AGAIN?\*

\*AS IN X-MEN #104-- JIM.



SORRY, MAGGIE-ME-LAD, BUT BANSHEE'S TOO OLD AN' CAGEY A BIRD T' BE SNARED THE SAME WAY TWICE.



AH, BANSHEE-- MAGNETO IS NOT SUCH A FOOL AS TO PUT ALL HIS FAITH IN A SINGLE STRATEGEM.

LORD IN HEAVEN, HE'S WARPIN' ME SCREAM BACK AT ME--!

WALLS VIBRATIN'... LOW-FREQUENCY SONICS...

...MIND--ENTIRE BODY--FEEL LIKE I'M ...TEARIN' APART--!!



DAMN!

WE'RE SUPPOSED TO BE A TEAM. AS A TEAM, I DOUBT THERE'S A VILLAIN ALIVE WHO COULD BEAT US, INCLUDING MAGNETO!

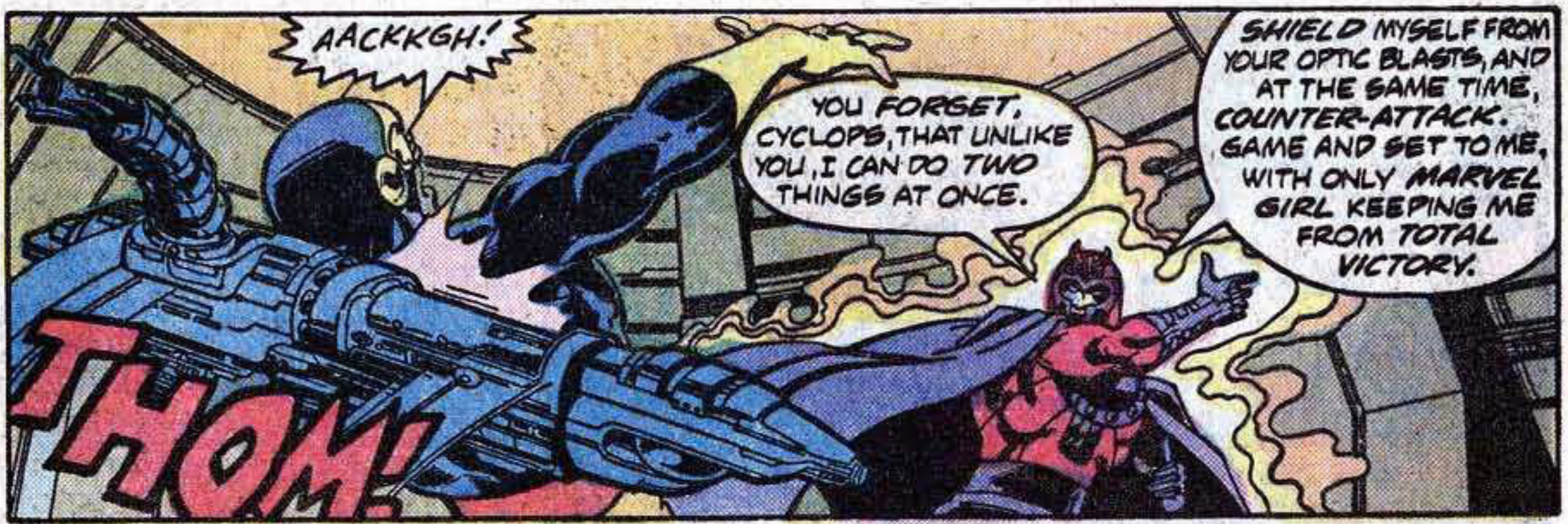
YOUR OPTIC BLASTS ARE AS STRONG AS EVER CYCLOPS, BUT THIS TIME I'M READY FOR THEM.



SO WHAT HAPPENS? EVERYONE GOES OFF AND ATTACKS ONE-ON-ONE.

NO COORDINATION, NO STRATEGY-- NO BRAINS!





AACKKGH!

YOU FORGET, CYCLOPS, THAT UNLIKE YOU, I CAN DO TWO THINGS AT ONCE.

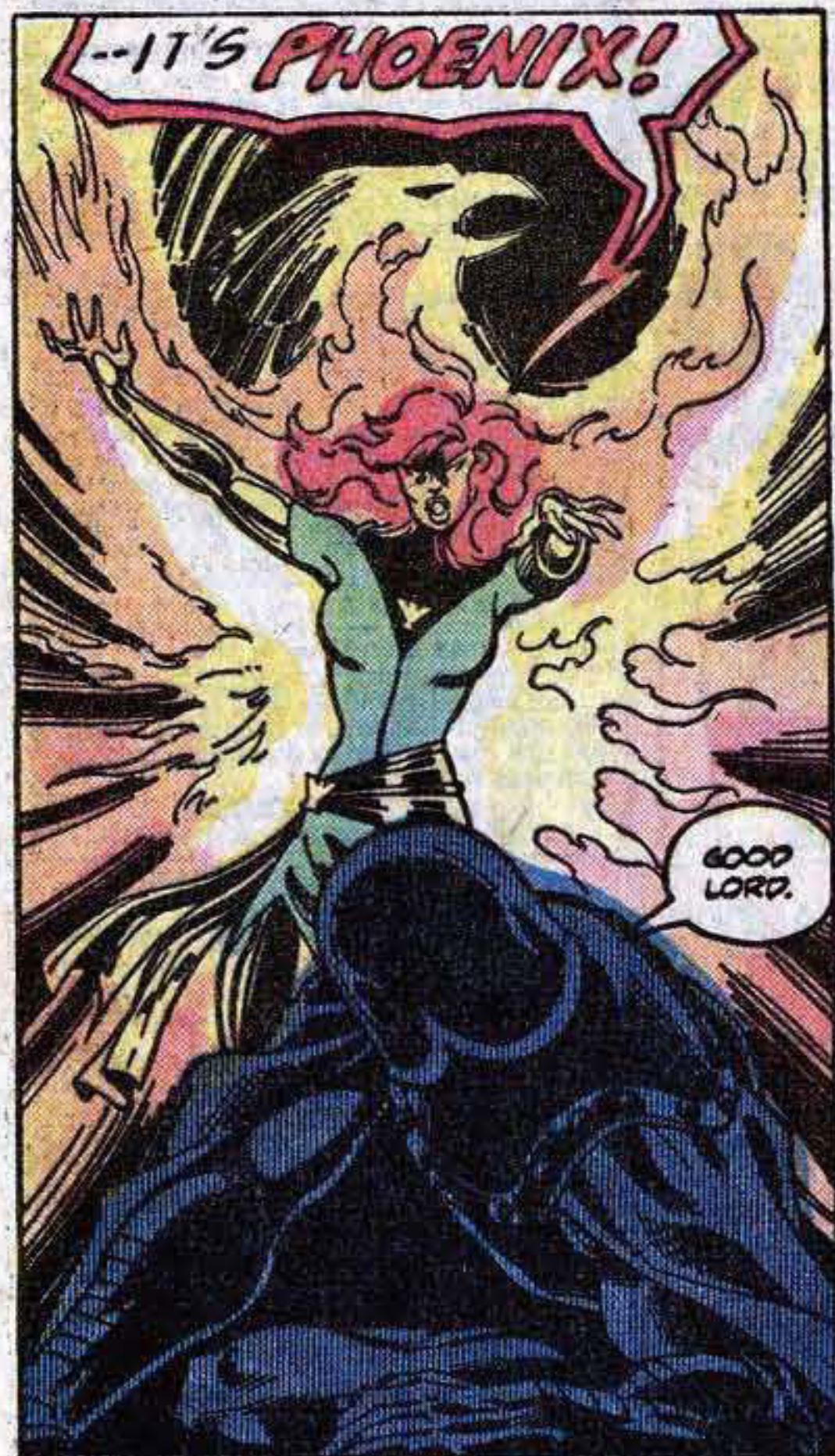
SHIELD MYSELF FROM YOUR OPTIC BLASTS, AND AT THE SAME TIME, COUNTER-ATTACK. SAME AND SET TO ME, WITH ONLY MARVEL GIRL KEEPING ME FROM TOTAL VICTORY.



FIRST OFF, MAGNETO-- THE NAME ISN'T MARVEL GIRL ANYMORE--

WHAT IN THE NAME OF SANITY--???

I'M BEING... ASSAULTED ON MYRIAD LEVELS-- PHYSICAL AND PSYCHIC --BY POWER THAT RIVALS XAVIER'S!



--IT'S PHOENIX!

GOOD LORD.



WHAT NOW, OH MIGHTY MASTER OF MAGNETISM?! HOW CAN YOU EVEN HOPE TO STAND AGAINST ONE WHOSE POWER--

--IS BORN OF THE RAGING SUN ITSELF!?!?

I'M DOING IT! I'M FORCING MAGNETO BACK, BEATING HIM! FOR THE FIRST TIME IN HIS LIFE, HE ACTUALLY LOOKS SCARED!

HER POWER IS A SONG WITHIN HER, FILLING HER WITH A PRIMAL GLORY, AN UNHUMAN JOY THAT SHE'S BEGINNING TO ENJOY MORE AND MORE.



BUT EVEN AS THE SONG CRESCENDOS WITHIN HER, IT ABRUPTLY... ENDS.

WHAT'S HAPPENING???



MAGNETO'S FIGHTING BACK! I NEED MORE POWER!

BUT THERE'S NO MORE LEFT! I'VE REACHED SOME KIND OF LIMIT! BUT I THOUGHT I HAD NO LIMIT!

SHE FALTERS AND, SENSING HER WEAKNESS, MAGNETO STRIKES, SHAPING THE MAGNETIC FORCES OF THE EARTH ITSELF TO CREATE A "BOTTLE-EFFECT" AROUND PHOENIX--



-- THAT DRAWS HER LIFE-ENERGY OUT OF HER LIKE A SPONGE.

H-HUH???

MAGGIE'S PUTTIN' THE KIBOSH ON JEANNIE. SHE LOOKS LIKE SHE'S GOIN' DOWN FER THE COUNT!

GAME, SET AND MATCH, PHOENIX. EIGHT OF YOU ENTERED MY DOMAIN; EIGHT HAVE GONE DOWN TO DEFEAT BY MY HANDS.

NOT YET, BUB!



SHAKT!

MISSED HIM. BLAST IT! I ONLY CAUGHT HIS FLAMIN' CAPE!

MADMAN, THIS TIME YOU HAVE PUSHED YOUR LUCK TOO FAR.

YOU'RE VERY QUICK TO THREATEN PEOPLE WITH THOSE CLAWS, WOLVERINE.



MY-- HAND!

LET'S SEE HOW IT FEELS TO BE ON THE RECEIVING END FOR A CHANGE.



THEY'RE COMIN' CLOSER! AN' I CAN'T-- STOP-- 'EM!!

LUCKY FOR YOU, LITTLE MAN, I WANT YOU-- AND YOUR COMPANIONS-- ALIVE

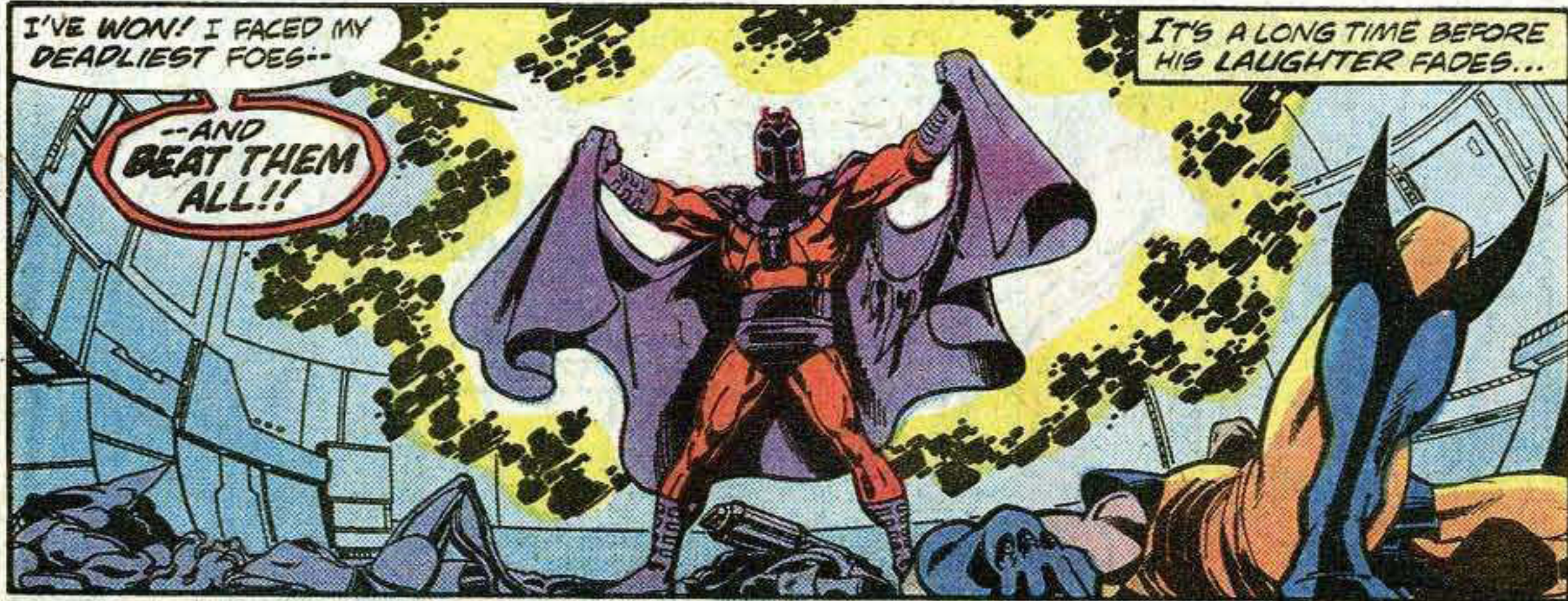
PLEASANT DREAMS, WOLVERINE.



SHAKT!

BROW!





I'VE WON! I FACED MY DEADLIEST FOES--  
--AND BEAT THEM ALL!!

IT'S A LONG TIME BEFORE HIS LAUGHTER FADES...



... AND A MUCH LONGER TIME BEFORE THE X-MEN AWAKEN.

NOT LONG AGO, CYCLOPS, YOU ASKED ME WHY? NOW, I'LL TELL YOU.

I AM A PROUD MAN, X-MEN. YOUR MENTOR, CHARLES XAVIER, AND MY TREACHEROUS CREATION, ALPHA, HUMBLER ME.\*

AT THEIR HANDS, I WAS REDUCED TO INFANCY! BUT EVEN THEN, DEEP WITHIN MY SOUL, I REMEMBERED WHAT I HAD BEEN--AND HATED WHAT I HAD BECOME. IN MY RAGE, I SWORE DARK AND BLOODY VENGEANCE AGAINST XAVIER AND THOSE HE LOVES BEST IN THE WORLD--YOU, X-MEN.

WHEN I WAS FIRST RESURRECTED, I DETERMINED TO KILL YOU ALL. BUT I'VE SINCE FOUND A... BETTER REVENGE.

\* DEFENDERS #16- JIM.



THIS IS NANNY. SHE WILL TEND YOUR EVERY NEED. IN ALL RESPECTS, YOU'LL FIND HER TO BE THE PERFECT MOTHER.

HELLO, CHILDREN. IT'S SO NICE TO MEET YOU. I HOPE WE SHALL ALL BE GREAT FRIENDS.



THIS COMPLEX WILL BE YOUR HOME AND PRISON, X-MEN-- THESE CHAIRS YOUR CELLS.

THEIR CIRCUITRY IS LOCKED INTO YOUR CENTRAL NERVOUS SYSTEM... BUT RATHER THAN BORE YOU WITH WORDS, I THINK A DEMONSTRATION IS IN ORDER.

TRY TO USE YOUR POWERS, X-MEN. TRY, SIMPLY, TO SPEAK. AND THEREIN WILL YOU FIND THE LAST OF THIS NIGHT'S ... SURPRISES.



ONE BY ONE THEY TRY, AND ONE BY ONE, THEY DISCOVER THEY CAN'T. THEIR MINDS ARE AS CLEAR AS EVER, BUT SOMEWHERE ALONG THE LINE, THEIR NEURAL CIRCUITS ARE BEING SCRAMBLED. THEIR MOVES ARE RANDOM, UNCOORDINATED, THE WORDS THEY TRY TO SPEAK EMERGING AS PRIMAL SOUNDS.



ONE BY ONE, THEIR FACES TWIST INTO MASKS OF HORROR AS THEY BEGIN TO REALIZE WHAT'S BEEN DONE TO THEM.



AN EYE FOR AN EYE, X-MEN.

YOU WILL NOT DIE, BUT YOU WILL SOON WISH YOU HAD. YOU WILL SUFFER AS I SUFFERED--TO BE AWARE OF WHO AND WHAT YOU ARE--

--TO EACH POSSESS YOUR POWERS IN THEIR FULLEST MEASURE, YET TO BE AS UNABLE TO USE THEM AS A SIX-MONTH OLD CHILD. TO BE... HELPLESS.

IF THERE IS A HELL, X-MEN, SURELY IT CANNOT BE MORE TERRIBLE THAN THIS.

**NEXT ISSUE: TRIUMPH and TRAGEDY!**



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RACONTEURS EMBELLISHER LETTERER COLORIST JIM SHOOTER, EDITOR-IN-CHIEF



"HE ATTACKED WITHOUT WARNING, SMASHING HIS WAY THROUGH THE DEFENSIVE PERIMETER AS IF IT WASN'T EVEN THERE."

"WITHIN MINUTES, THE MEN AND WOMEN OF THE ROYAL AUSTRALIAN AEROSPACE RESEARCH FACILITY HERE AT WOOMERA FOUND THEMSELVES FIGHTING A DESPERATE BATTLE FOR SURVIVAL--"

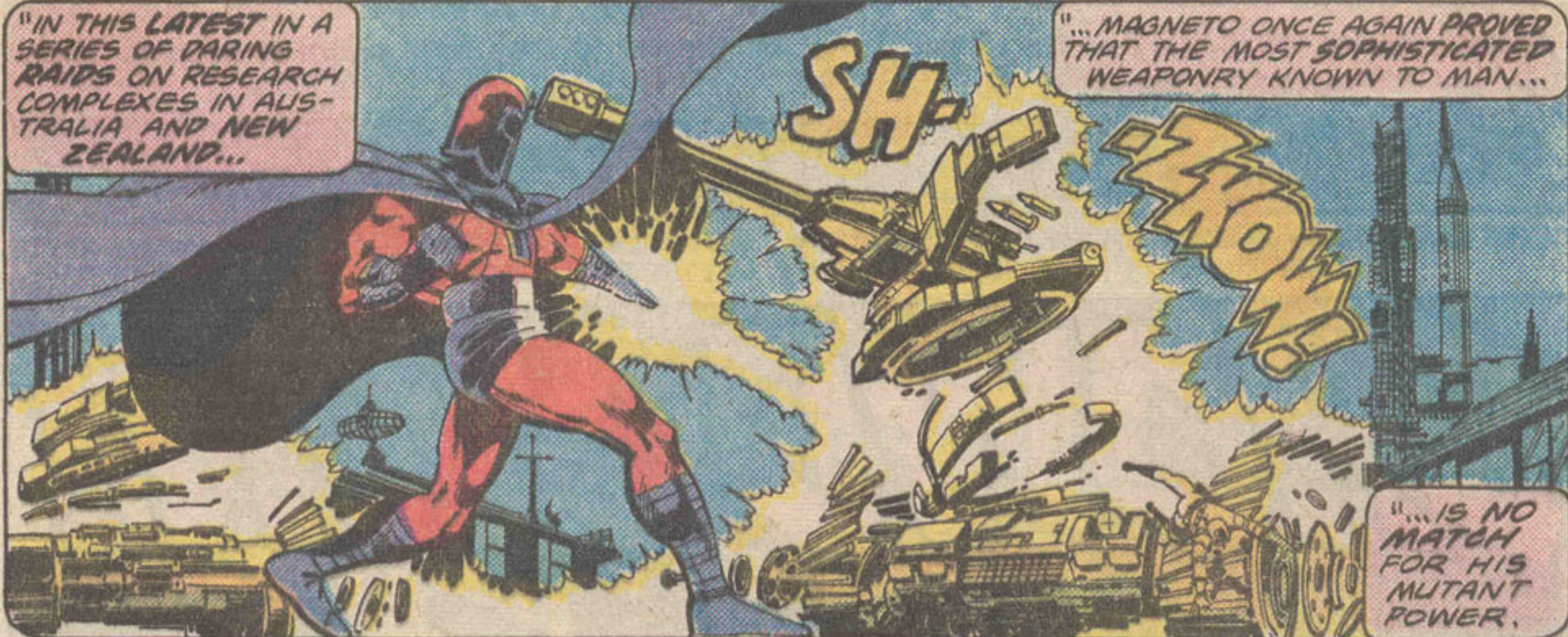
--AGAINST ONE OF THE DEADLIEST BEINGS IN THE WORLD TODAY!

**MAGNETO,**  
MASTER OF MAGNETISM!

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"IN THIS LATEST IN A SERIES OF DARING RAIDS ON RESEARCH COMPLEXES IN AUSTRALIA AND NEW ZEALAND..."



"...MAGNETO ONCE AGAIN PROVED THAT THE MOST SOPHISTICATED WEAPONRY KNOWN TO MAN..."

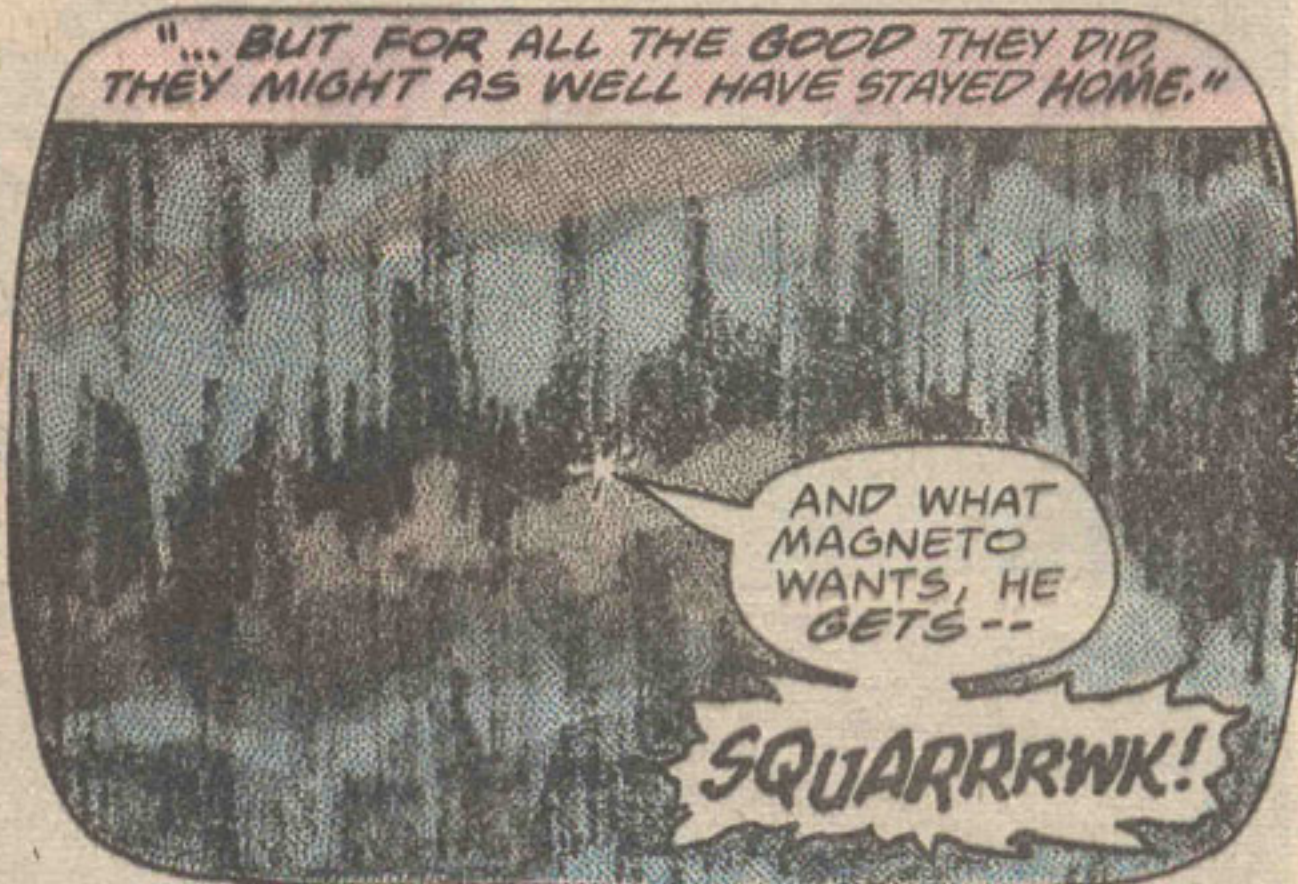
"...IS NO MATCH FOR HIS MUTANT POWER."

"SOME OF THE FINEST TROOPS IN THE AUSTRALIAN ARMY DID THEIR BEST..."



ANOTHER SCANNER?! MY WORK REQUIRES PRIVACY, HUMANS.

"...BUT FOR ALL THE GOOD THEY DID, THEY MIGHT AS WELL HAVE STAYED HOME."



AND WHAT MAGNETO WANTS, HE GETS --

SQUARRRWK!

IT'S BEEN SIX HOURS SINCE MAGNETO STRUCK, AND MANY FIRES HERE ARE STILL RAGING OUT OF CONTROL.



WOOMERA FLIGHT CENTER HAS BEEN DESTROYED. AUTHORITIES REFUSE TO SPECULATE ON WHAT MAGNETO HAS STOLEN. IT'S POSSIBLE THAT THEY MAY NEVER KNOW.

IN THE PAST, SUPER-VILLAINS SUCH AS MAGNETO HAVE BEEN SUCCESSFULLY OPPOSED BY GROUPS OF SUPER-HEROES.

UNFORTUNATELY, OF THOSE GROUPS, THE FANTASTIC FOUR AND THE CHAMPIONS HAVE DISBANDED, THE AVENGERS ARE UNDER VIRTUAL HOUSE ARREST BY ORDER OF THE AMERICAN GOVERNMENT...

...AND THE X-MEN, WHO DEFEATED MAGNETO WHEN HE ATTACKED CAPE CITADEL...\*

...SEEM TO HAVE VANISHED OFF THE FACE OF THE EARTH.

THIS IS JOHN CHEEVER, BBC NEWS, WOOMERA, AUSTRALIA.



\* X-MEN #1 -- ROG.



KIRINOS, IN THE CYCLADES ISLANDS, OFF SOUTHERN GREECE.

CHARLES XAVIER FOUND THIS PEACEFUL ISLE YEARS BEFORE, WHEN HE WAS BUMMING AROUND THE MEDITERRANEAN, TRYING TO MAKE SENSE OF WHY MOIRA HAD LEFT HIM.

NOW, HE'S BROUGHT TO KIRINOS A WOMAN HE LOVES AS MUCH AS HE ONCE LOVED MOIRA MACTAGGERT:

LILANDRA, PRINCESS MAJESTRIX OF THE SHI'AR, AND HEIR TO THE THRONE OF A GALAXY-SPANNING EMPIRE.

I'M BEGINNING TO ENJOY MY 'TEMPORARY EXILE.' TRUE, EARTH IS PRIMITIVE COMPARED TO IMPERIAL CENTER--

--BUT BEING WITH CHARLES MAKES A DIFFERENCE.

I CANNOT CONCEIVE OF LIVING MY LIFE WITHOUT HIM.

YET, SOMEDAY-- POSSIBLY SOON-- I MUST--UNLESS HE WILL RETURN TO THE EMPIRE WITH ME.

CHARLES, ARE YOU WELL?

WHAT?

WHAT'S WRONG, MY LOVE? YOU'VE BEEN TENSE ALL WEEK.

IT'S THE X-MEN, LILANDRA.

I'VE LOST MY TELEPATHIC RAPPORT WITH THEM.

THERE COULD BE A LOGICAL, NATURAL EXPLANATION.

OR THEY COULD BE IN DEADLY DANGER, IF I ONLY KNEW.

"WHERE ARE THEY, LILANDRA? WHAT'S HAPPENED TO MY X-MEN?!"

THE ANSWER LIES HALF A WORLD AWAY, BENEATH THE FROZEN WASTELAND THAT MEN CALL--ANTARCTICA.



IT'S JUST PAST DAWN  
ON THE SURFACE, THE  
BEGINNING OF A NEW  
DAY.

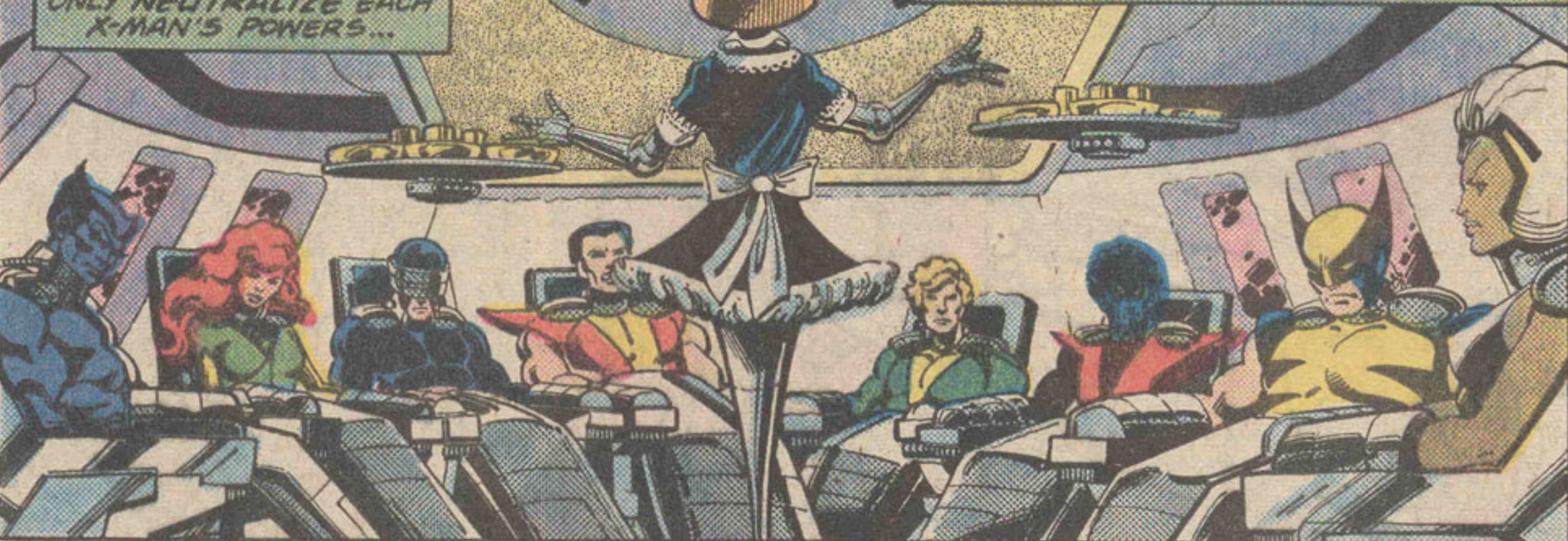
FOR THE X-MEN, THOUGH, IT'S THE BEGINNING OF  
THE LATEST CHAPTER OF A NEVER-ENDING NIGHTMARE.

GOOD MORNING,  
CHILDREN. AND HOW  
ARE WE FEELING  
TODAY, HM?

NO ONE ANSWERS. THEY COULDN'T--  
EVEN IF THEY WANTED TO--MAGNETO'S  
SEEN TO THAT.

THEIR PRISON CHAIRS NOT  
ONLY NEUTRALIZE EACH  
X-MAN'S POWERS...

...THEY ALSO REDUCE THEIR PHYSICAL ABILITIES  
TO THOSE OF SIX-MONTH OLD INFANTS. THEIR  
MINDS ARE UNIMPAIRED, BUT THEIR BODIES  
ARE HELPLESS--THE X-MEN'S WELL-BEING,  
THEIR VERY LIVES, TOTALLY DEPENDENT ON  
THEIR ROBOT "NANNY."



NAUGHTY WOLVERINE! IF  
YOU KEEP SPITTING UP YOUR  
FOOD, YOU SHALL MAKE  
NANNY VERY CROSS  
WITH YOU.

NNNARRGHMURGHLL

OH, DON'T CRY,  
POPPET. NANNY  
DIDN'T MEAN  
IT. NANNY  
LOVES YOU.

BATH AND MASSAGE FOR  
YOU TODAY, CYCLOPS.

GOD--  
THAT VOICE!  
LIKE A MARSH-  
MALLOW  
SOAKED IN  
HONEY.

THERE MUST  
BE A WAY  
OUT OF THIS!

OH, BEAST, YOU'VE SUCH MAR-  
VELLOUS, SILKY FUR. YOU ARE  
A JOY TO BRUSH.

I'VE AN IDEA.  
WOULD YOU  
LIKE BOWS  
FOR YOUR  
HAIR? I'LL  
SEE IF I  
CAN FIND  
SOME.

I MUST  
BE OFF,  
CHILDREN.

I'LL BE BACK AT LUNCHTIME. AND  
THIS AFTERNOON, BEFORE YOUR NAPS,  
I'LL READ YOU A NICE STORY.

I THINK  
I'LL  
SCREAM.

LUNCHTIME.  
THREE HOURS  
TILL THEN, MAY-  
BE FOUR.







COMPLICATED LOCK--A DESIGN I'VE NEVER SEEN BEFORE. AND I'M SO OUT OF PRACTICE.



MUST REMEMBER ACHMED'S TRAINING AND TAKE THIS ONE STEP AT A TIME.

ACHMED EL-GIBAR WAS THE SELF-STYLED MASTER THIEF OF CAIRO WHEN SOME OF HIS URCHINS FOUND HER IN A BACK-ALLEY A FEW WEEKS AFTER HER PARENTS HAD BEEN KILLED.\*



HE TOOK HER IN.

\* SEE X-MEN # 102 -- ROG.

SOMETHING'S HAPPENING--I CAN TASTE IT. IF THERE WERE ONLY SOME WAY I COULD HELP--?!



JJMM-MARRGH!

POOR SCOTT. HE SOUNDS LIKE HE'S IN AGONY.

USED TOO MUCH PRESSURE. TUMBLERS ARE INCREDIBLY DELICATE--CAN'T FORCE THEM...



...AND THEY'RE SET IN A SEQUENCE. THE SLIGHTEST MISTAKE AND I'LL HAVE TO GO BACK TO SQUARE ONE.

WITHIN A YEAR, SHE WAS THE FINEST BEGGAR IN CAIRO, BUT ACHMED WANTED MORE FROM HER.



HE TRAINED HER, DAY AND NIGHT, UNTIL SHE COULD OPEN ANY LOCK, UNDER ANY CONDITIONS, IN RECORD TIME.



UNDER IDEAL CONDITIONS, THIS LOCK WOULD BE A CHALLENGE, BUT NOW--?!

YOU ARE BOUND, AND THIS DOOR WILL BE LOCKED AND BOLTED WHEN I LEAVE. I CANNOT HELP YOU, CHILD, AND I CAN NO LONGER PROTECT YOU.

IF YOU ARE STILL HERE WHEN I RETURN, YOU ARE NOT THE PUPIL I THOUGHT YOU WERE.



AND YOU WILL DESERVE YOUR FATE. FAREWELL, ORORO.

ALMOST FINISHED--ACHMED, YOU'D BE PROUD OF ME TONIGHT--NO!



OH, NO!!







IS ANYTHING THE MATTER, CHILDREN? I THOUGHT I HEARD SOMEONE CRY OUT.

NANNY!

MUST KEEP HER ATTENTION ON ME ... PRAY SHE DOESN'T NOTICE THE LOCK-PICK--OH, I WAS SO CLOSE!

MMMMMMWAAHH!



STORM, YOU'VE KNOCKED YOUR HEAD-DRESS OFF.

POOR THING. NO WONDER YOU'RE SO UPSET.



DON'T CRY, POPPET. NANNY WILL PUT THINGS RIGHT, JUST YOU WATCH.

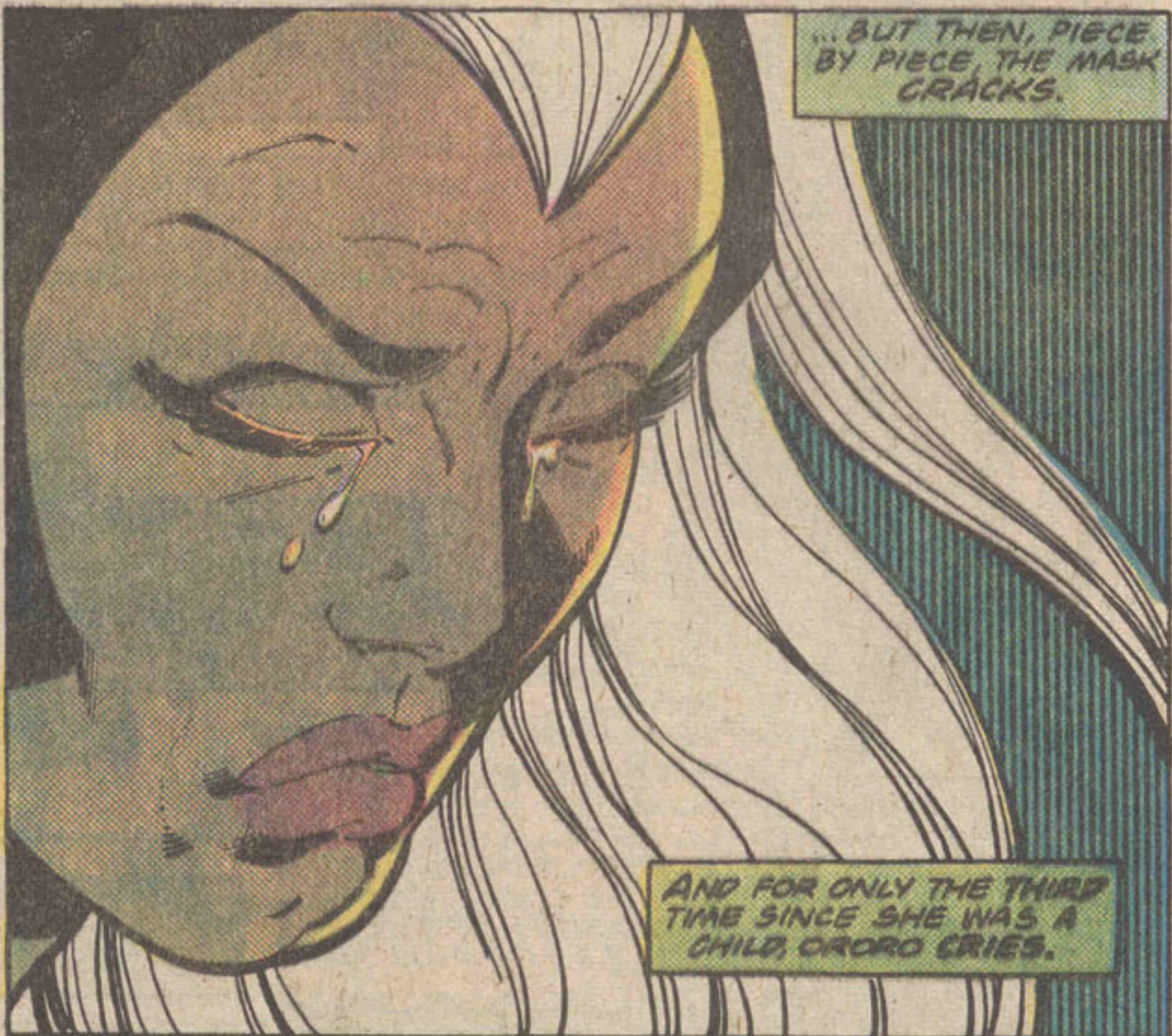
THERE WE ARE.



I'LL FIND SOME PINS AND WE'LL SEE IF WE CAN'T FIX THAT ON A BIT MORE SECURELY.

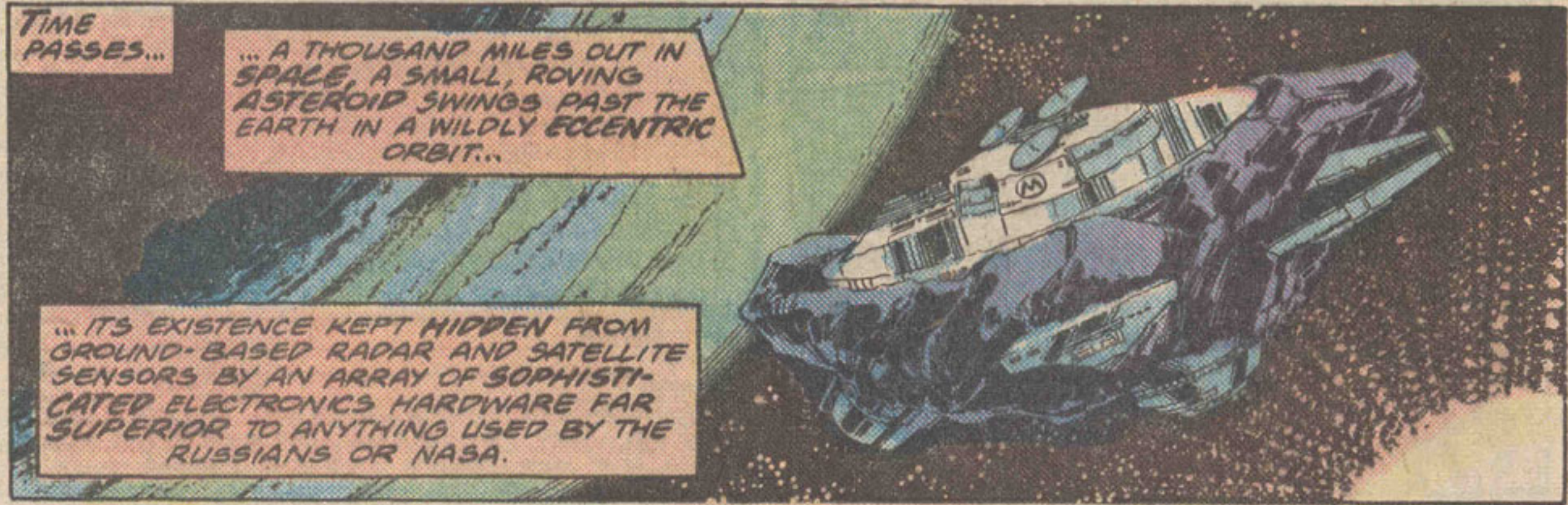
UNTIL THEN, WHY DON'T YOU HAVE A NICE, LITTLE NAP.

STORM'S FACE IS IMPASSIVE AS NANNY ROLLS AWAY...



... BUT THEN, PIECE BY PIECE, THE MASK CRACKS.

AND FOR ONLY THE THIRD TIME SINCE SHE WAS A CHILD, ORORO CRIES.



TIME PASSES...

... A THOUSAND MILES OUT IN SPACE, A SMALL, ROVING ASTEROID SWINGS PAST THE EARTH IN A WILDLY ECCENTRIC ORBIT...

... ITS EXISTENCE KEPT HIDDEN FROM GROUND-BASED RADAR AND SATELLITE SENSORS BY AN ARRAY OF SOPHISTICATED ELECTRONICS HARDWARE FAR SUPERIOR TO ANYTHING USED BY THE RUSSIANS OR NASA.



THE ROCK MEASURES ROUGHLY A CUBIC MILE AND THOUGH IT'S NOT LISTED ON ANY CHART, IT HAS A NAME: ASTEROID M.

PING!

IT IS MAGNETO'S HOME.

HM--?!

THERE'S SOME SORT OF MINOR SYSTEMS MALFUNCTION AT MY ANTARCTICA COMPLEX. ODD, I WONDER WHY NANNY HASN'T REPAIRED IT?

IT COULD BE NOTHING, BUT IT'S BEST TO TAKE NO CHANCES. THAT BASE IS STILL VITAL TO ME...

IN THE PAST, MY POWERS WERE SO DILUTED BY MY DEFEATS...

...THAT I NO LONGER HAD THE STRENGTH EVEN TO RETURN TO MY ASTEROID BASE, LET ALONE REBUILD IT. \*

THANKS TO ERIC THE RED, THAT HAS CHANGED. I AM STRONG BEYOND BELIEF, MY POWER UNTAINTED BY TIME OR WASTED BATTLES.

...AND MUCH OF THE DATA IN ITS COMPUTER MEMORY BANK IS IRREPLACEABLE.

\* AFTER ITS DESTRUCTION IN X-MEN #5 -- ROG.

ONCE I'VE FINISHED WORK ON MY ASTEROID, I'LL HAVE AN IMPREGNABLE FORTRESS FROM WHICH I WILL TEACH ALL MANKIND THAT MAGNETO IS TRULY MASTER OF THE WORLD!

THIS IS THE CRITICAL TIME, THOUGH. MY RESOURCES ARE SPLIT BETWEEN THE ASTEROID AND MY TERRESTRIAL BASES.

...SHOULD ALSO BE WHEN I AM MOST VULNERABLE TO ATTACK.

THIS SUDDEN MALFUNCTION-- COULD IT HAVE BEEN CAUSED BY THE X-MEN?!

IT'S IRONIC-- THAT THE MOMENT WHEN THE CULMINATION OF MONTHS OF WORK IS AT HAND...

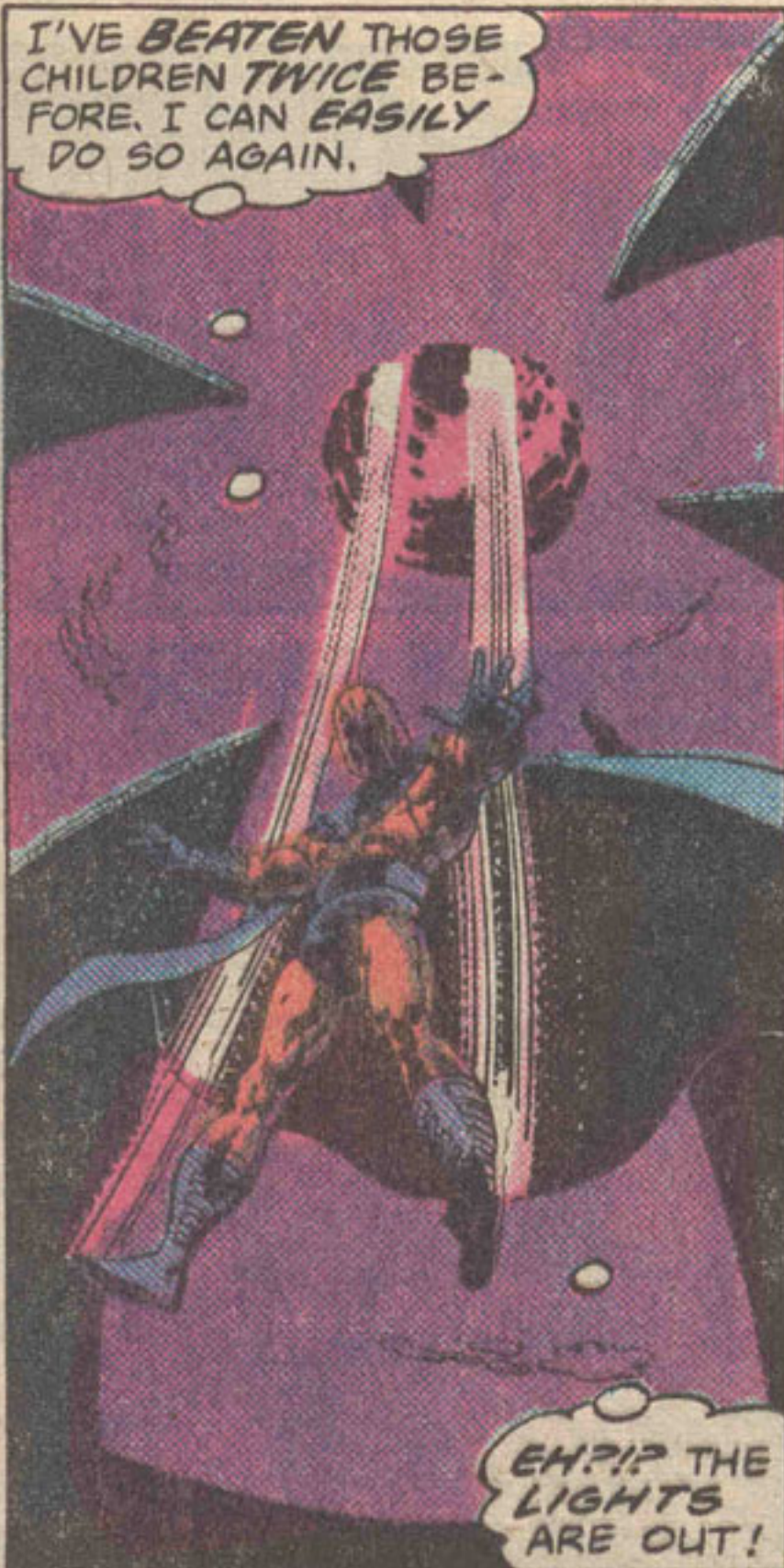
IMPOSSIBLE! THERE ARE A SCORE OF ALARM SYSTEMS IN THE COMPLEX-- ALL SET TO GO OFF IF THOSE CURSED MUTANTS BROKE FREE.



EVEN IF THEY HAVE ESCAPED MY NEURAL SHACKLES, I HAVE NOTHING TO WORRY ABOUT.



I'VE BEATEN THOSE CHILDREN TWICE BEFORE. I CAN EASILY DO SO AGAIN.



EH?!? THE LIGHTS ARE OUT!

I'M NOT USED TO THIS PLACE IN THE DARK. IT WILL TAKE ME A MOMENT TO GET MY BEAR--WHAT'S THAT NOISE?!?



NANNY--?!? ROLLING FULL SPEED IN A CIRCLE?!?

AH, NANNY, I THOUGHT I BUILT YOU BETTER THAN THIS.

NO LIGHTS--NOW A DAMAGED ROBOT. THE X-MEN ARE MORE RESOURCEFUL THAN I GAVE THEM CREDIT FOR.



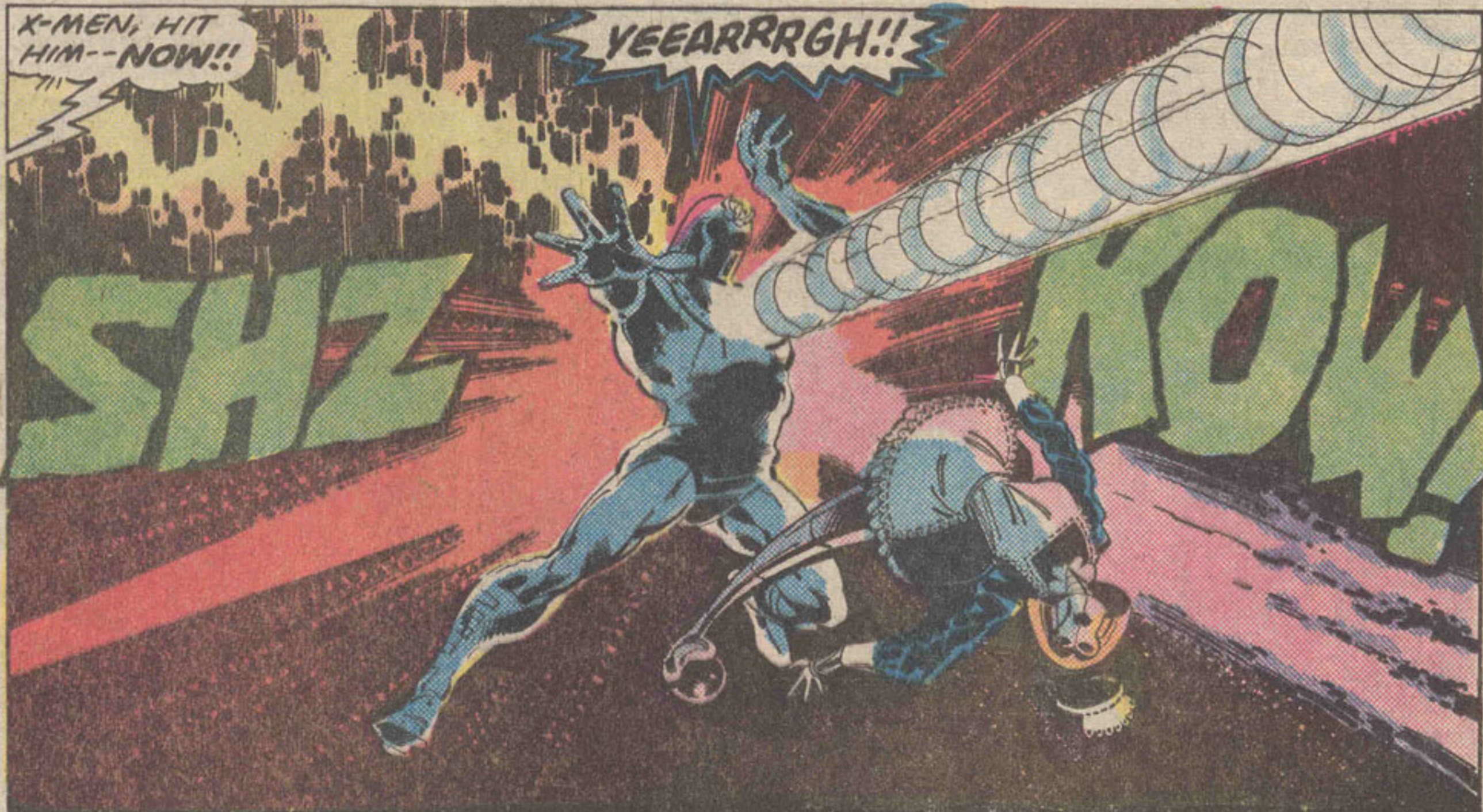
I'LL ACT AS IF NOTHING'S AMISS, LET THEM MAKE THE FIRST MOVE--BEFORE I SMASH THEM DOWN.

THE LAST LAUGH WILL BE MINE.



X-MEN, HIT HIM--NOW!!

VEEARRRGH!!



KOW!





I WAS READY, BRACED FOR THEIR ATTACK...

...BUT THAT WAS ALMOST MORE THAN I COULD HANDLE.

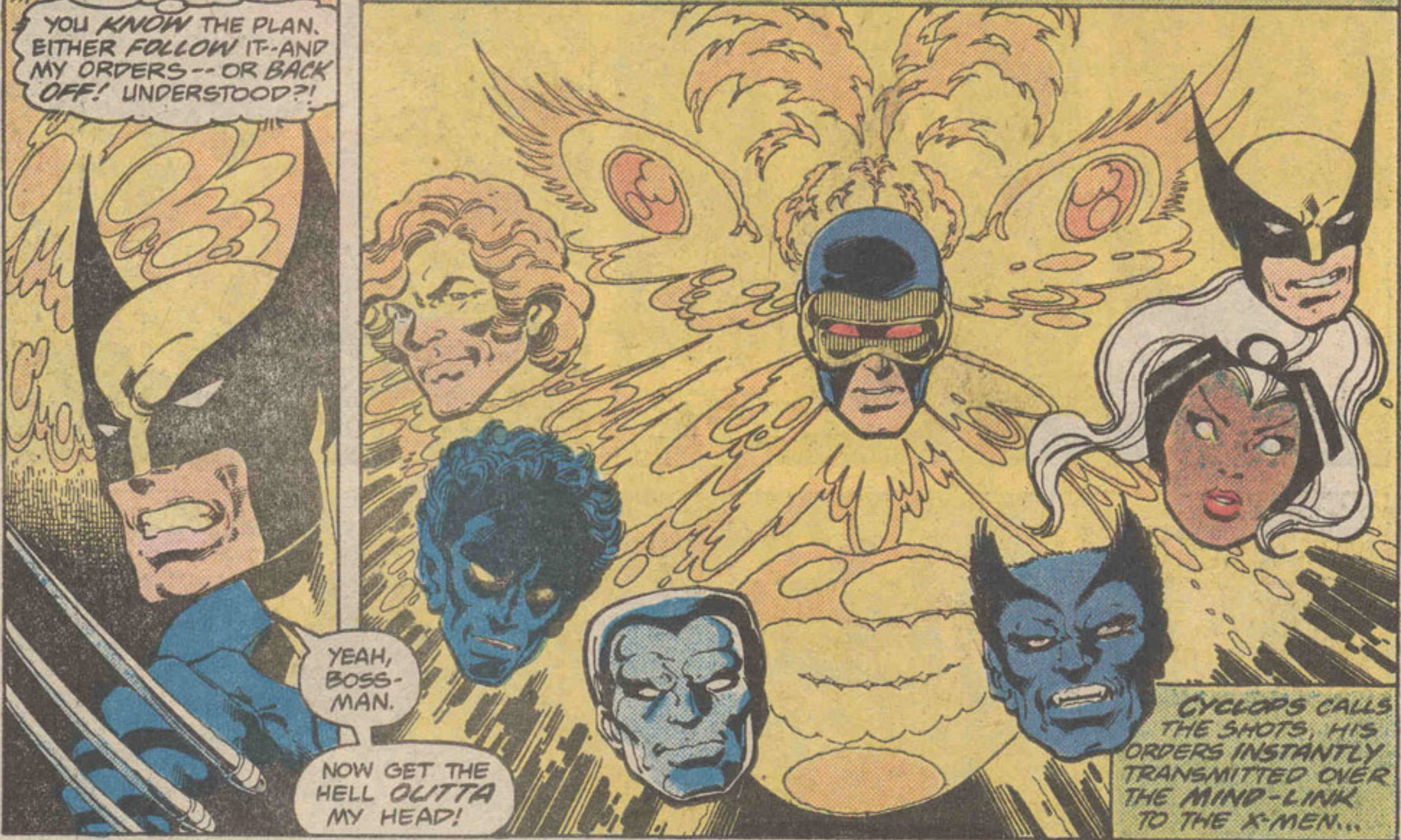
HE'S DOWN, TROOPS!

AND WOLVERINE'S GONNA MAKE SURE HE STAYS THAT WAY!

NO, WOLVERINE! YOU CAN'T REACH HIM BEFORE HE RECOVERS.

YOU KNOW THE PLAN. EITHER FOLLOW IT--AND MY ORDERS--OR BACK OFF! UNDERSTOOD?!

CYCLOPS CATCHES THE ANGER BEHIND WOLVERINE'S PARTING THOUGHT, BUT HE IGNORES IT AS PHOENIX REACHES OUT AND TELEPATHICALLY LINKS THE X-MEN'S MINDS WITH HIS.



YEAH, BOSS-MAN.

NOW GET THE HELL OUTTA MY HEAD!

CYCLOPS CALLS THE SHOTS, HIS ORDERS INSTANTLY TRANSMITTED OVER THE MIND-LINK TO THE X-MEN...



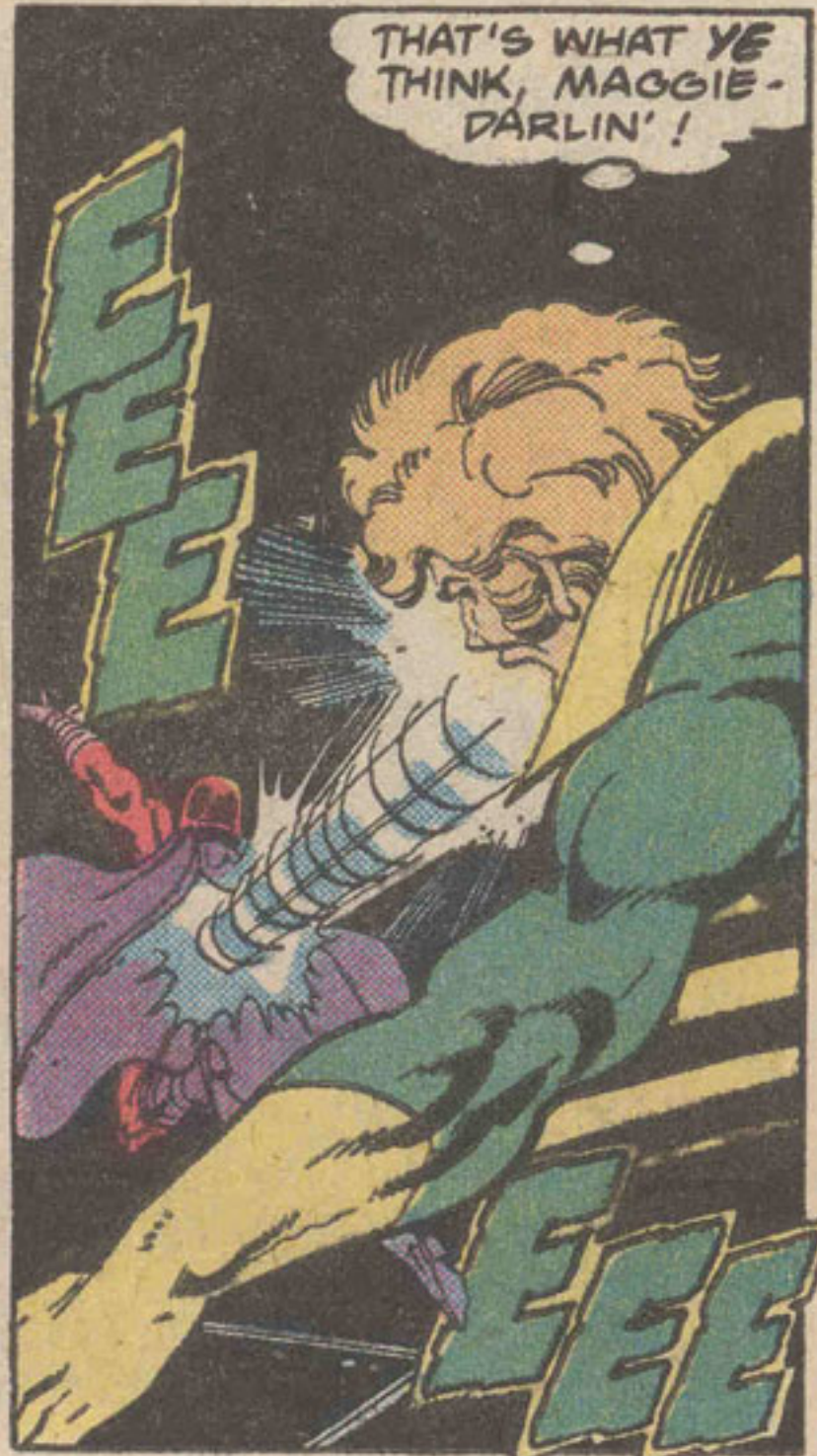
CYCLOPS WANTS ME TO DRAW ALL THE HUMIDITY OUT OF THE AIR AROUND MAGNETO...



"I DON'T KNOW IF I CAN DO IT."

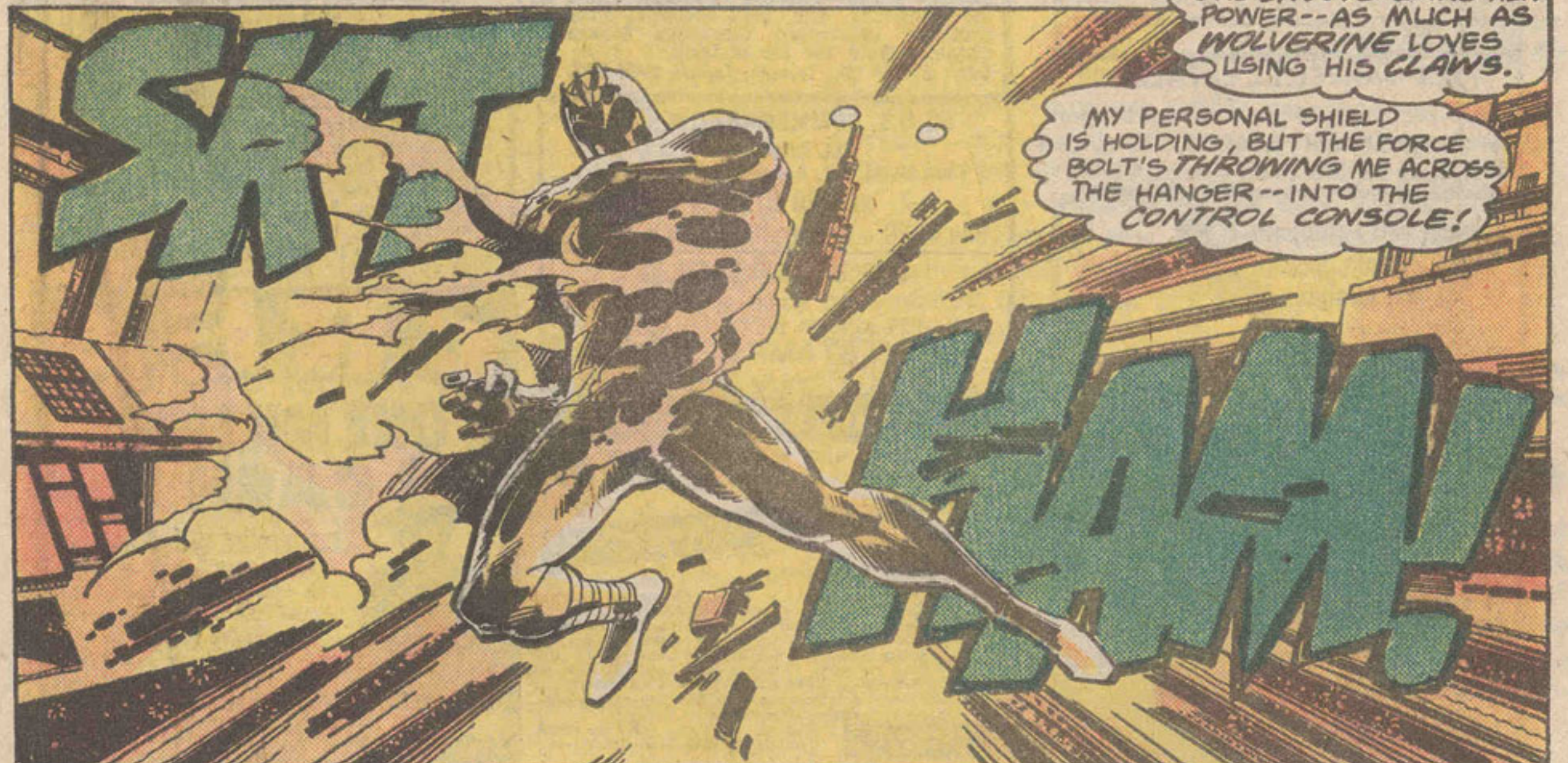
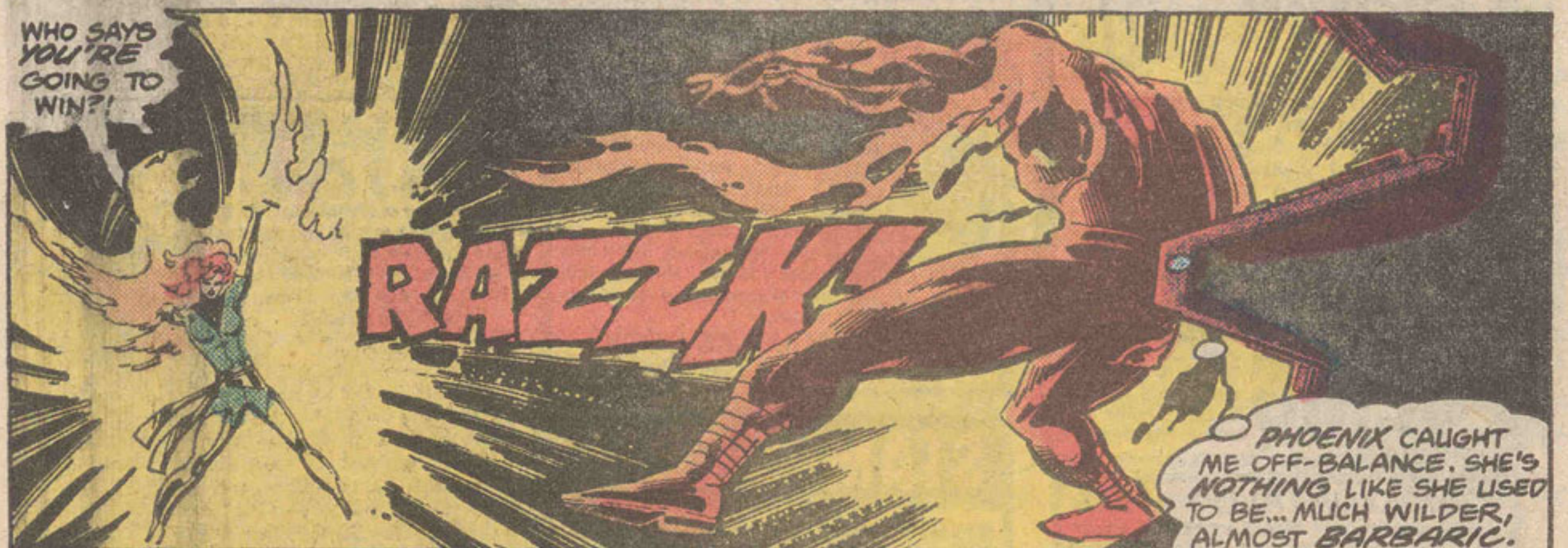
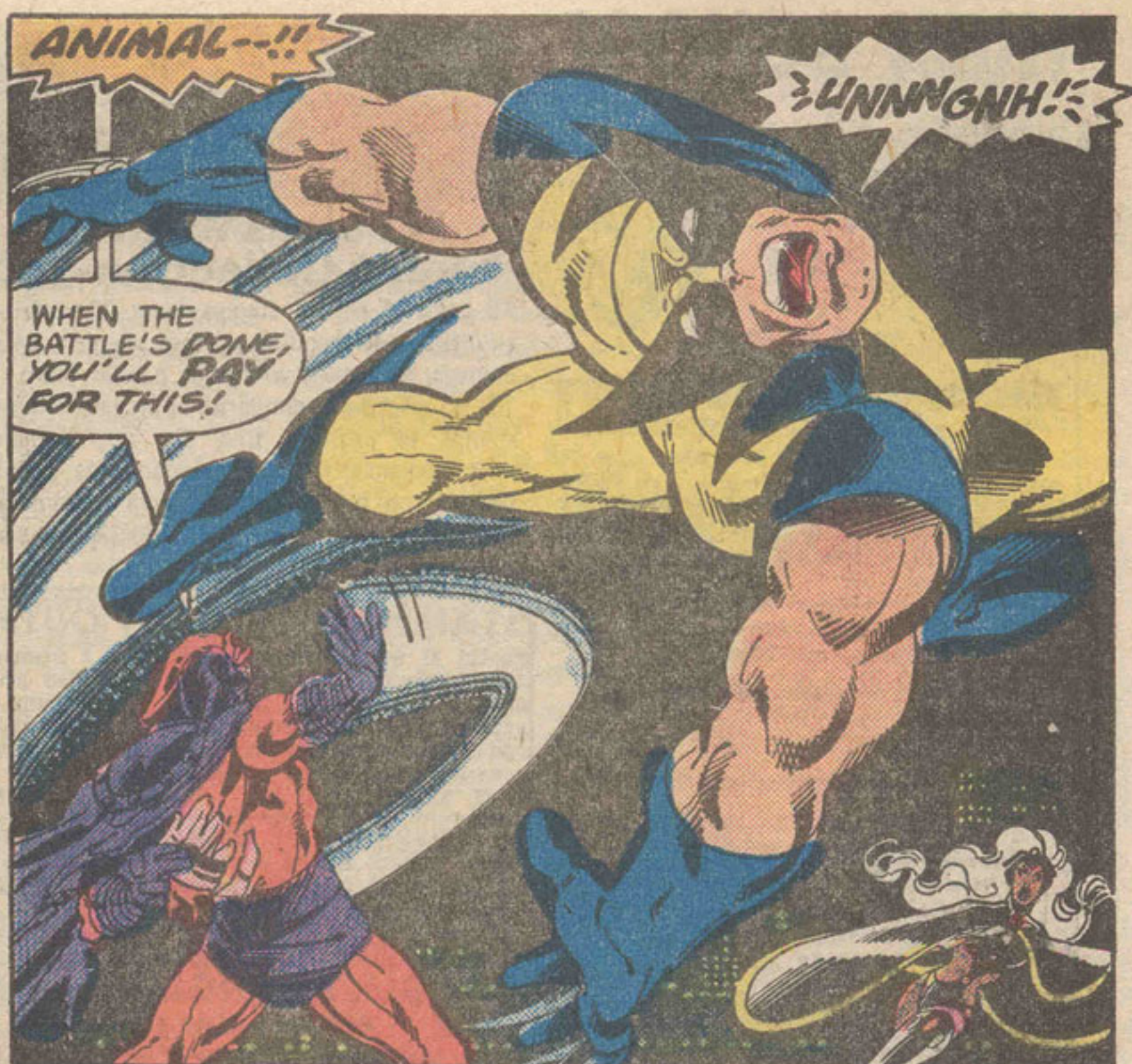
FOOLS! YOU'VE GIVEN ME TIME TO REGAIN MY STRENGTH!

...BUT THE STRAIN OF STARTING WORK OVER AGAIN WITH A SECOND LOCKPICK--THEN FREEING THE OTHERS--LEFT ME SO WEAK, I CAN BARELY STAND.



THAT'S WHAT YE THINK, MAGGIE-DARLIN'!







THEY'RE USING HIT-AND-RUN STRATEGY...GIVING ME NO OPPORTUNITY TO STRIKE BACK.



LORD, IT'S HOT ALL OF A SUDDEN.

I'M SWEATING LIKE A PIG. IS THIS PART OF THEIR PLAN?!

YOU'VE FACED THE OTHER X-MEN, VILLAIN. NOW IT IS MY TURN.



COLOSSUS!

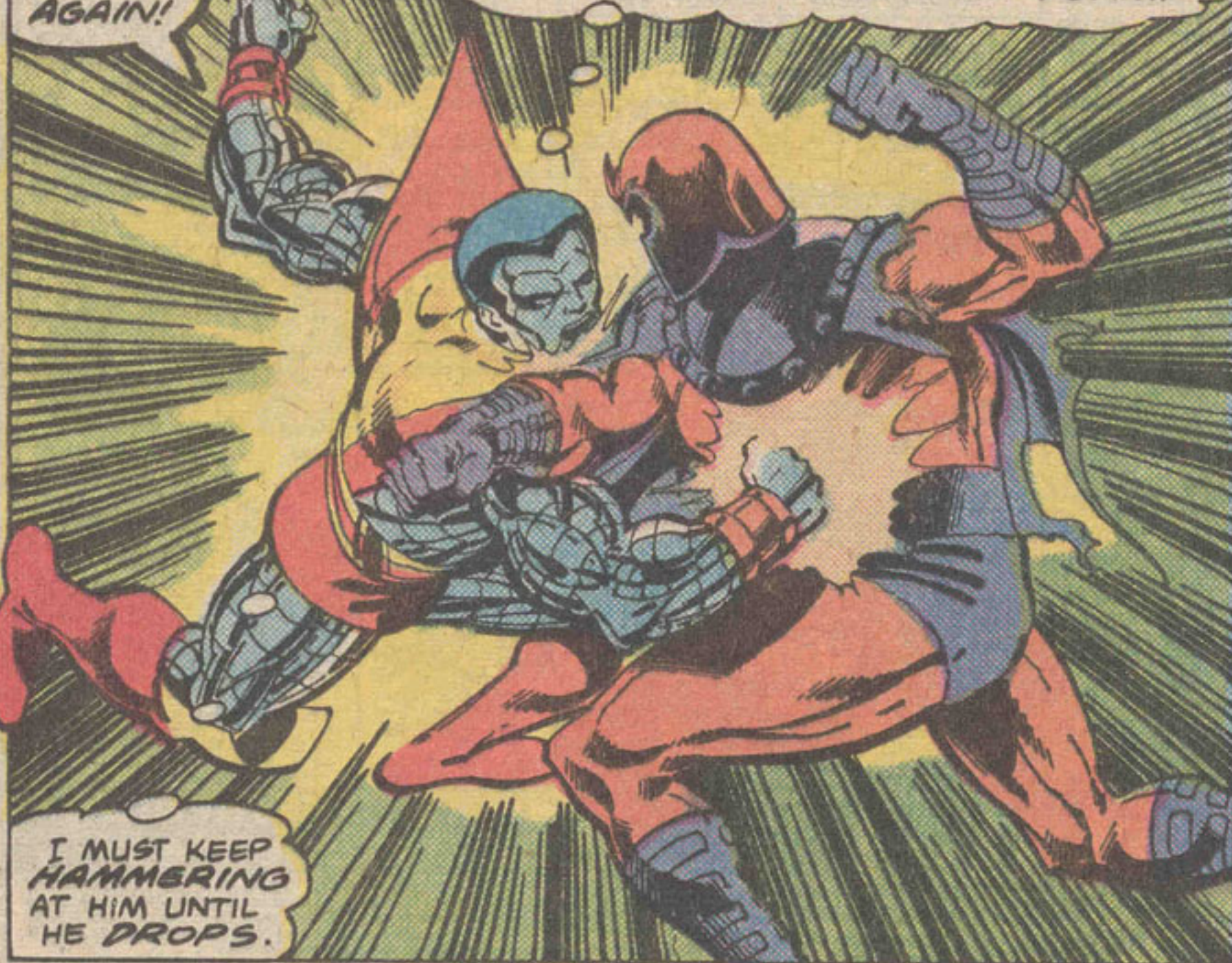
SIMPLETON! YOU ARE THE ONE MUTANT THEY SHOULD NEVER HAVE SENT--!



TWICE YOU HAVE USED ME AS A WEAPON AGAINST MY FRIENDS, MAGNETO.

IT WILL NOT HAPPEN AGAIN!

I MUST NOT ALLOW HIM EVEN A MOMENT'S PEACE, OR HIS MAGNETIC POWERS WILL GIVE HIM ABSOLUTE CONTROL OVER MY ARMORED FORM.



I MUST KEEP HAMMERING AT HIM UNTIL HE DROPS.

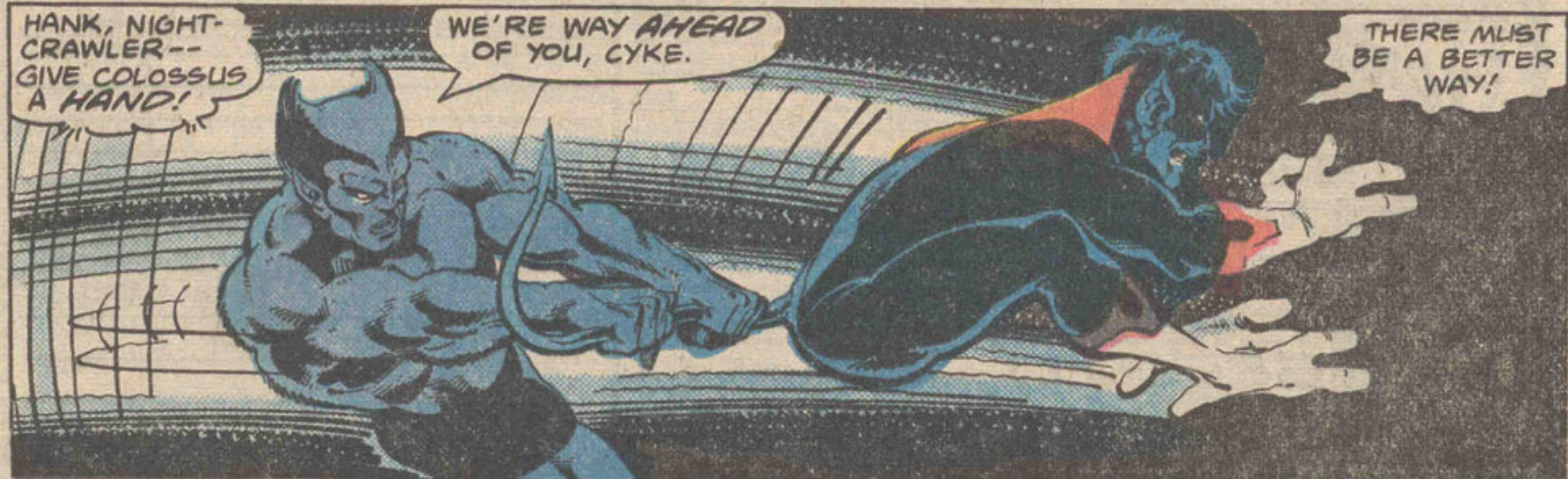
PETER--COLOSSUS--OF ALL THE STUPID STUNTS! I TOLD YOU TO STAY ON THE SIDELINES IN HUMAN FORM--WHY THE BLAZES DIDN'T YOU LISTEN?!



AT LEAST HE'S HOLDING HIS OWN SO FAR--THAT'S SOMETHING.

HANK, NIGHT-CRAWLER--GIVE COLOSSUS A HAND!

WE'RE WAY AHEAD OF YOU, CYKE.



THERE MUST BE A BETTER WAY!



ROUND AND ROUND HE GOES! **BON VOYAGE!** FUNNY, I THOUGHT FIGHTING ALONGSIDE THE X-MEN WOULD BE JUST LIKE OLD TIMES...



...BUT IT'S NOT.

**BAMF**

IN A FLASH OF FIRE AND BRIMSTONE, NIGHTCRAWLER DISAPPEARS...

...ONLY TO REAPPEAR MERE FEET FROM MAGNETO.



WAH-HOOO!!

I GOT HIS HELMET, COLOSSUS! PUT HIM DOWN FOR THE COUNT!

COMRADE, IT WILL BE MY PLEASURE!



LINGLAUBLICH! THAT PUNCH WOULD HAVE TORN A NORMAL MAN'S HEAD OFF--YET MAGNETO'S STILL ON HIS FEET.

CYCLOPS HAD THE RIGHT IDEA--WE KEEP MAGNETO OCCUPIED WITH HIT-AND-RUN ATTACKS WHILE STORM SUBTLY DEHYDRATES--EH?!?



THAT IS MOLTEN ROCK. WHAT'S IT DOING HE--?!

MEIN GOTT.

CYCLOPS-- ALL OF YOU! THE ROOF DOME--IT'S OPENING!



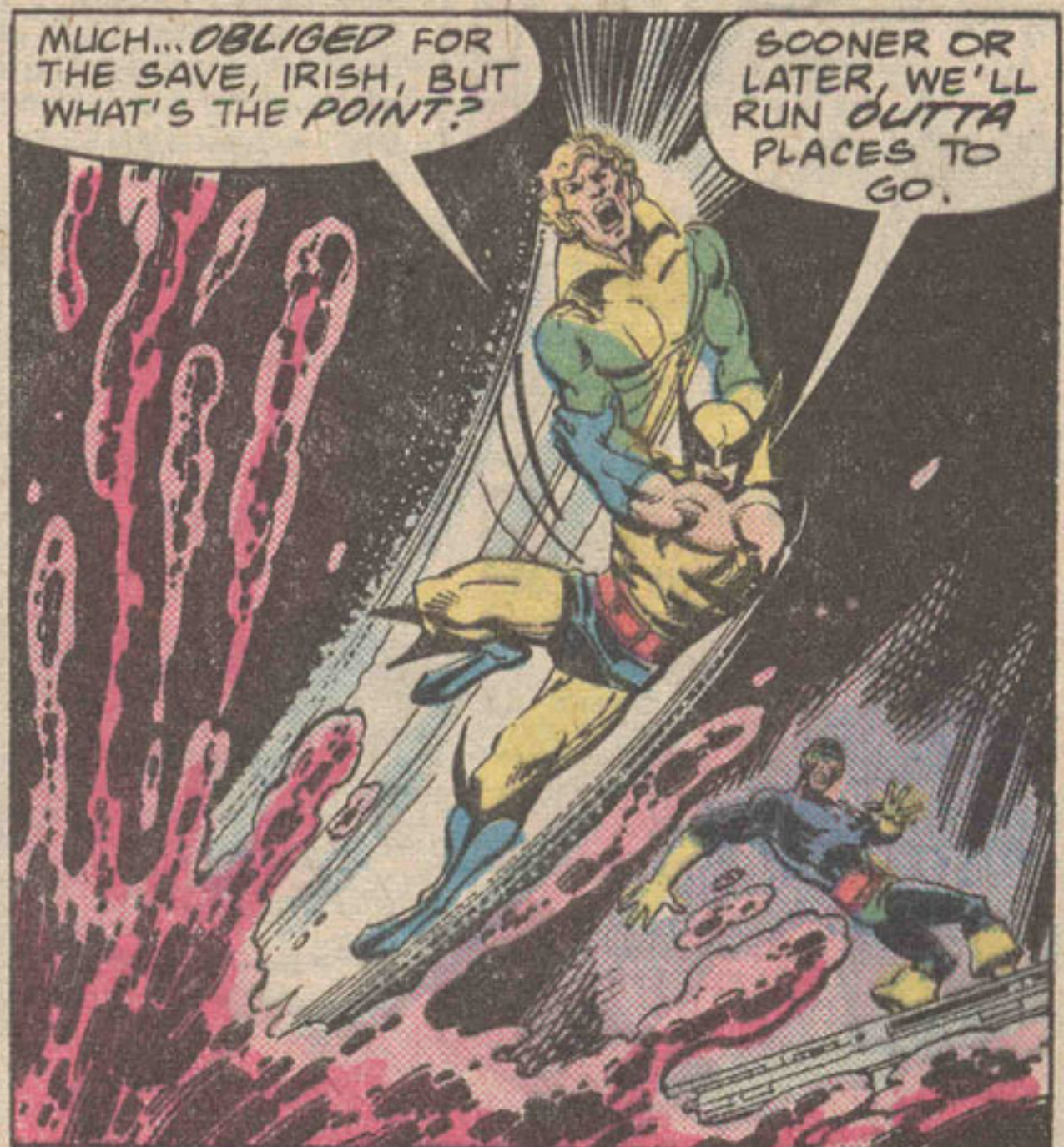
VILLAIN, WHAT HAVE YOU DONE?!

IF WE'RE DOOMED, X-MAN, THE BLAME IS YOURS!

PHOENIX' BLAST DESTROYED THE MAIN CONTROL CONSOLE. SYSTEMS ALL OVER THE COMPLEX ARE RUNNING WILD--AND YOU CAN'T DO A THING TO STOP THEM!









TILL THEN, SHRIMP, WE'RE ALIVE! AND WHILE WE'RE ALIVE--

--WE DON'T GIVE UP!

WATCH IT, JEANIE!!

HANK!

JEAN!

STORM, BANSHEE--HELP ME BLAST A CHANNEL THROUGH THIS LAVA FLOW! WE'VE GOT TO GET TO THEM!

CYCLOPS--THE ROOF IS CAVING IN!!

THE COMPLEX IS FILLING WITH LAVA. IT'S TIME I TOOK MY LEAVE.

I MUST MOVE FAST, WHEN THE LAVA REACHES THE THERMAL CONVERTERS AT THE BASE OF THE COMPLEX, THIS PLACE WILL GO UP LIKE KRAKATOA.

WHEN THAT HAPPENS, I PREFER TO BE ELSEWHERE.

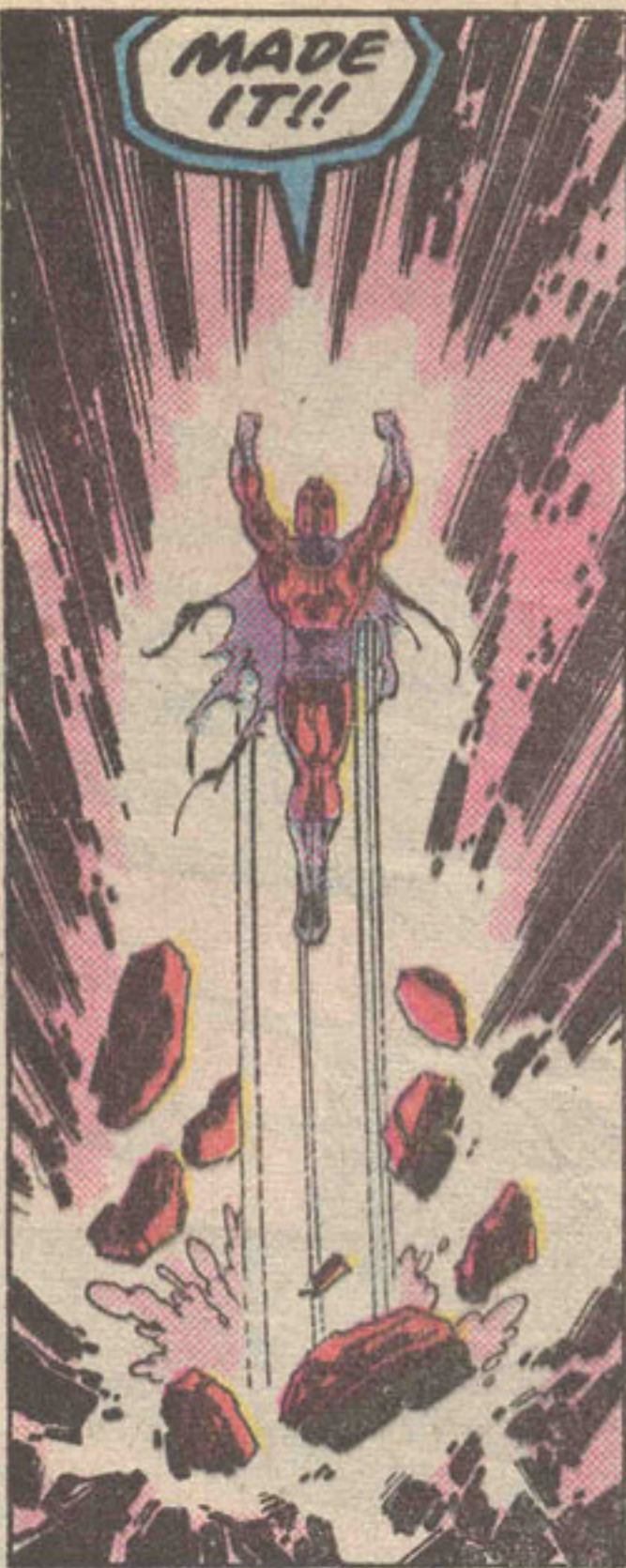
I SERIOUSLY UNDERESTIMATED THE X-MEN. SOMEHOW, CYCLOPS GOT THEM TO FIGHT AS A TEAM, INSTEAD OF INDIVIDUALS.

THEY HAD ROUGH EDGES, TRUE, BUT THEY WERE DANGEROUS.

GETTING TO THE SURFACE IS TAKING LONGER THAN I ANTICIPATED. I'M HURT--BROKEN RIBS, MAYBE WORSE.

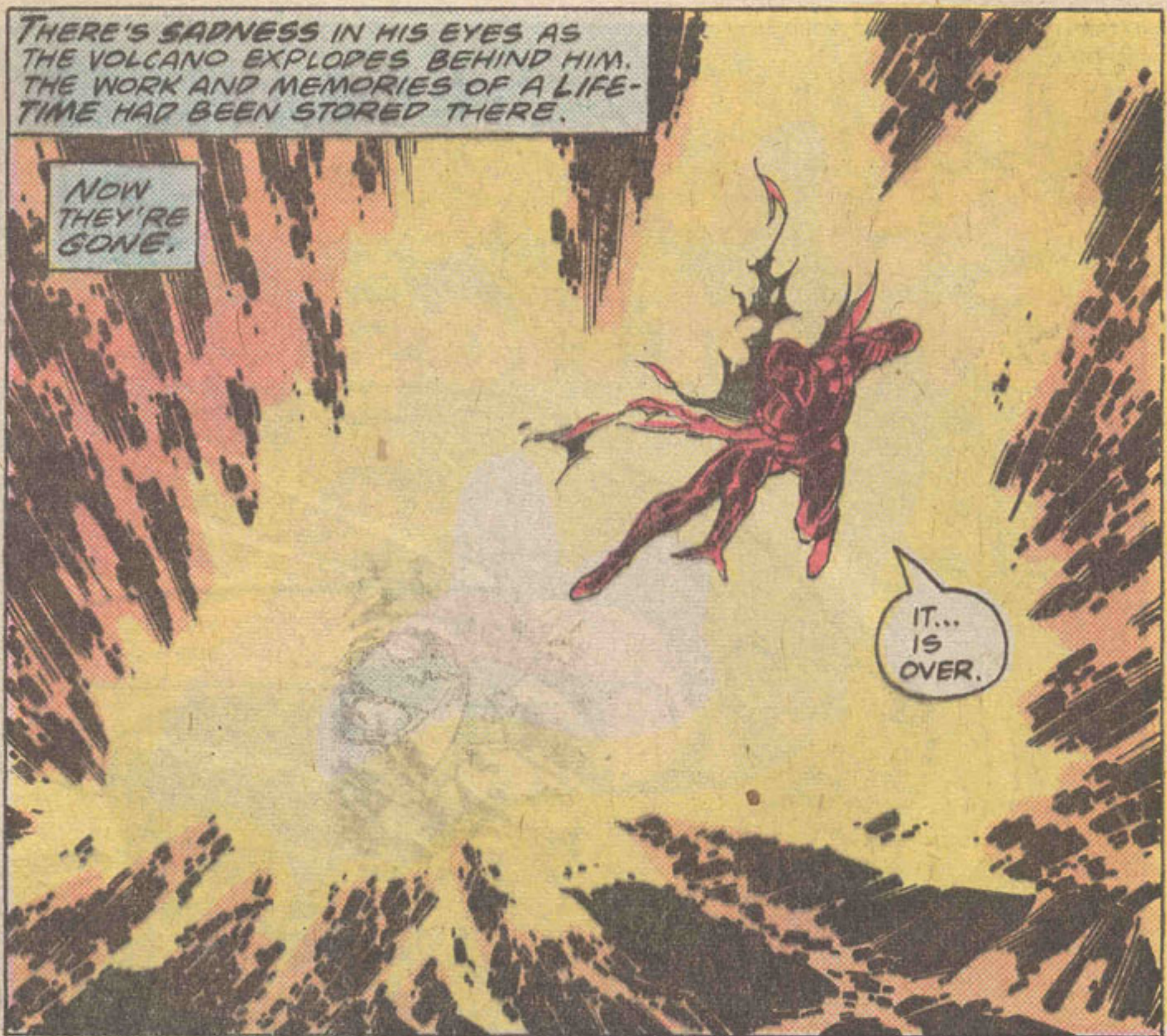
MUST CALL ON LAST RESERVES OF POWER--MAKE THE ULTIMATE EFFORT.





THERE'S SADNESS IN HIS EYES AS THE VOLCANO EXPLODES BEHIND HIM. THE WORK AND MEMORIES OF A LIFE-TIME HAD BEEN STORED THERE.

NOW THEY'RE GONE.



EVEN IN DEATH, X-MEN, YOU SEEK TO THWART MY PLANS. I AM ALIVE, BUT THANKS TO COLOSSUS--



FOR A TIME, THE ICE CAP IS SILENT--SAVE FOR THE VOLCANO'S BASSO RUMBLINGS AND THE SKIRLING HOWL OF THE WIND--AND THEN...





