



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!

A TALE OF TRIUMPH AND TERROR CRAFTED BY
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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, NIGHTCRAWLER, I WISH I WASN'T.

I TRIED TO CONTACT JEAN, THROUGH THE PSIONIC 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-COAT SLAVE...



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

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



-- BETTER KNOWN AS PHOENIX.

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



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

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



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

... 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 CYCLOPS'.



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 MID-WINTER 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 -- SNEAKY SALICRUP.

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



SHAW, WHAT'S THAT COMMOTION 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 UNMATTIGATED 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 PSIONIC 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 FREEING 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?

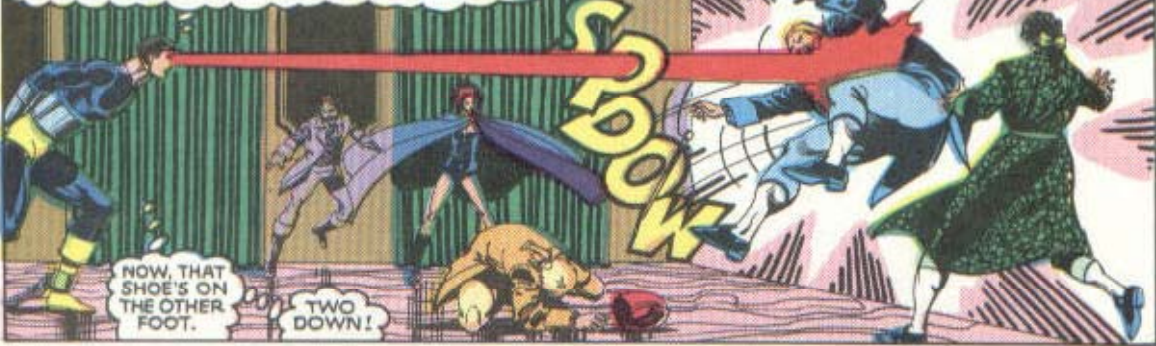
WFLAK



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!



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.



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

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

*X-MEN #132--SCORE-KEEPER SALICRUP.



OH, MY?



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!



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.

NO!!



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 ... WHOOPS!

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 BELIEVED 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, FATEFUL CHOICE. AS HE LEAVES, HE DOESN'T LOOK BACK.

MEANWHILE...

ON YOUR KNEES, YOU BOLSHIEVIK BUFFOON!

I DO NOT BELIEVE THIS!

I AM STRUGGLING WITH ALL MY MIGHT, YET PIERCE IS FORCING ME BACK. HE HAS LEVERAGE ON MY HANDS. HE IS -- HURTING ME!

I HAVE FELT PAIN BEFORE, AND I HAVE FACED DEFEAT, BUT I HAVE NEVER SURRENDERED.

YOU SPEAK AS THOUGH I WAS LESS THAN HUMAN, PIERCE.

I DO NOT KNOW YOU. I HAVE NEVER THOUGHT ILL OF YOU, THREATENED YOU, HARMED YOU. YET YOU WOULD SLAY ME -- FOR NO OTHER REASON THEN THAT I AM A MUTANT?!

WHAT--?! MY-- ARM!!

CRACK!

I AM PROUD OF WHO AND WHAT I AM, LITTLE MAN. MY HUMANITY IS NOT IN THE OUTWARD FORM I WEAR--

-- BUT IN MY SOUL!

CAN YOU SAY THE SAME?

AHHRRR!!

YES, CURSE YOU! I MAY ONLY BE HALF-A-MAN, BUT I'M MORE HUMAN THAN YOU'LL EVER BE -- FREAK!!

LIVE WIRES IN ... MECHANICAL ARM -- ELECTRICAL ARC BLINDED ME!

IT TAKES A FEW SECONDS FOR COLLOSSUS TO RECOVER--

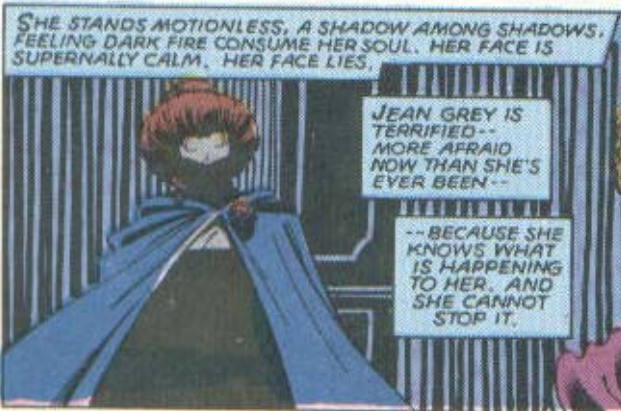
-- BUT WHEN HIS EYES FINALLY CLEAR ...

PIERCE IS GONE!

I EXPECTED HIM TO ATTACK ME WHILE I WAS HELPLESS, BUT HE RAN AWAY INSTEAD. I MUST HAVE DAMAGED HIM MORE BADLY THAN I THOUGHT.









YOU--!!

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



JEAN!

TRANSFIXED BY AN UNHUMAN JOY, HER BURNING SOUL SPREADS ITS WINGS AND SOARS TOWARDS 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!

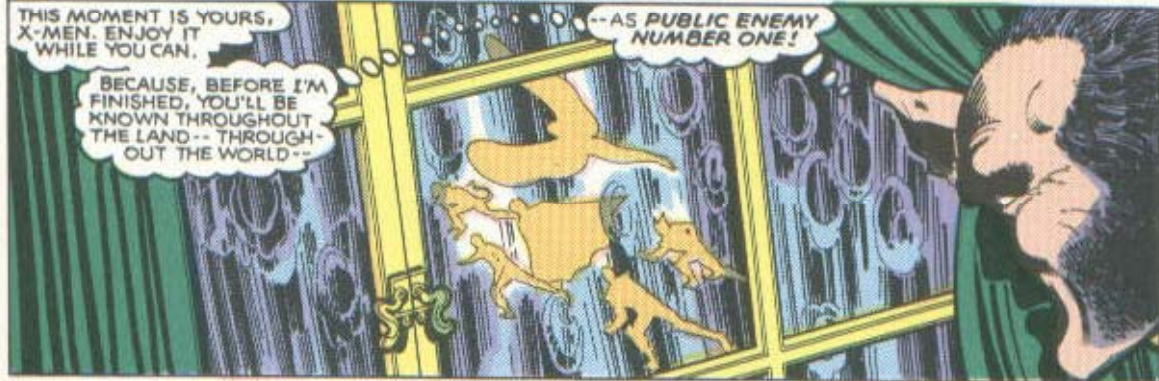


ALL PRESENT, CYKE-- WHAT NOW?

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.

--AS PUBLIC ENEMY NUMBER ONE!

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



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!

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.

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.

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!



HEAR ME, X-MEN!

NO LONGER AM I THE WOMAN YOU KNEW!

I AM FIRE! AND LIFE INCARNATE! NOW AND FOREVER--

--I AM Phoenix!



NEXT

DARK PHOENIX I