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THIS MARVEL[®] COMIC COULD
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(DETAILS INSIDE)

SPECIAL DOUBLE-SIZE ISSUE!

X-MEN



PHOENIX MUST DIE!



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 NEVER 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.

THIS DRAMA'S FINAL ACT IS ABOUT TO BEGIN. BEFORE IT IS ENDED, THESE YOUNG MUTANTS WILL BE PUT TO THE ULTIMATE TEST. IF THEY ARE FOUND WANTING, THE ENTIRE UNIVERSE MAY WELL PAY THE PRICE.

THE FATE OF THE

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.



PHOENIX!

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!



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 BROTHER FROM SINGLE-HANDEDLY DESTROYING THE UNIVERSE. *

IS THIS HOW YOU REPAY HER?!

*CLASSIC #108-108.



WE HAD NO QUARREL WITH PHOENIX THEN. CYCLOPS, SHE SEEMED A BENEFICENT 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 BENEFICENT. SHE HAD BEEN TRANSFORMED 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.



JEAN...
...COULD YOU?
DID YOU?

OH, GLADIATOR DEAR
SISTER-- I HAVE NO
WORDS TO COMFORT YOU.
TO EASE YOUR TORMENT...

AND IF THAT
GLADIATOR SAYS
IS TRUE-- PART
OF ME DOES
NOT WISH TO
FORGIVE ME,
JEAN

I FELT IT ALL HAPPEN, THROUGH THE
PSYCHIC RAPPORT I SHARE WITH JEAN... BUT
I DIDN'T UNDERSTAND-- I DIDN'T BELIEVE IT.
AS DARK PHOENIX, SHE KILLED WITHOUT
MERCY OR REMORSE.

BUT NOW, SHE'S
JEAN GREY AGAIN--
AND THE MEMORY OF
WHAT SHE DID
IS ALMOST MORE
THAN SHE CAN
BEAR.

No...
No...



MUCH AS I PERSONALLY
WOULD WISH THINGS
OTHERWISE, X-MEN--
AS EMPRESS, I HAVE
NO ALTERNATIVE

SURRENDER HER-- OR
SUFFER THE CONSEQUENCES.



NO! LILANDRA-- YOU'RE
SPEAKING OF DARK
PHOENIX! THAT ENTITY
NO LONGER EXISTS!
PROFESSOR XAVIER
EXORCISED THAT EVIL
PART OF JEAN'S SELF!

HER POWER IS UNDER CONTROL!
SHE IS AS SHE WAS BEFORE SHE
EVER EVEN BECAME PHOENIX--
SHE'S NO THREAT TO YOU, YOUR
EMPIRE OR THE UNIVERSE!

SHE'S
SUFFERED ENOUGH!
LET HER
BE!

"SUFFERED,"
EARTHLING?! TELL
THAT TO THE SPIRITS
OF D'BAR! DEAD--
WHO CRY OUT FOR
VENGEANCE!



BE SILENT,
LORD
CHAMBERLAIN!

WHAT WAS UNDONE
ONCE, MAY BE UNDONE
AGAIN, SO LONG AS
PHOENIX EXISTS-- IN
ANY FORM, AT ANY
POWER LEVEL-- SHE
IS A DEADLY THREAT
TO ALL THAT LIVES.

I AM SORRY,
CYCLOPS. I
KNOW YOU
ARE SINCERE
-- BUT THE
RISK IS TOO
GREAT.

WARRIORS--
TAKE HER!



LILANDRA-- WAIT!
JEAN GREY
ARIN' NN
HAELAR!

FOR
JEAN GREY'S
LIFE--

--I
CHALLENGE
YOU TO A
DUEL OF
HONOR!

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

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

MAJESTRIX, 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.

WELL, EMPRESS? DO YOU ACCEPT?

AND SO, AFTER A COMMUNICATIONS INSTA-LINK HAS BEEN ESTABLISHED BETWEEN LIL ANDRA'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 TERRANS ARE A STUBBORN BREED-- BUT HONORABLE. THEIR WORD CAN BE TRUSTED.

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

NOR DO I, AK'ILL, EMPRESS OF THE SKRULLS...

PROVIDED THAT THE X-MEN ARE NOT PERMITTED TO WIN.

AND, TO INSURE THIS, OUR REPRESENTATIVES ARE REQUIRED TO MONITOR THE BATTLE.

MY LEIGE, NO! I MUST STAND BESIDE THIS MISBEGOTTEN 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.

PROFESSOR XAVIER HAD NO RIGHT TO ISSUE THAT CHALLENGE IN ALL OUR NAMES WITHOUT CONSULTING US...

... BUT IT DID BUY US TIME TO CONSIDER OUR ALTERNATIVES... WHETHER WE WANT TO FIGHT FOR HER.

HOW CAN WE LET ONE OF OUR OWN BE CONDEMNED WITHOUT A FAIR TRIAL -- OR ANY TRIAL AT ALL?

EASY, BEAST.

YOUR COURAGE AND LOYALTY DO YOU CREDIT, BEAST.

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

I AND THE OTHER 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.

I WISH I FELT AS CONFIDENT ABOUT THE REASON FOR THIS DUEL. I ONCE THOUGHT I WOULD DEFEY THE DEVIL HIMSELF FOR JEAN. NOW... I'M NOT SO SURE.

AS A CHILD, IN THE CIRCUS, I KNEW PEOPLE WHO HAD SURVIVED THE HOLOCAUST -- THE NAZI DEATH CAMPS. I STILL CANNOT FORGIVE THE BUTCHERS RESPONSIBLE FOR THOSE ATROCITIES. HOW THEN CAN I FORGIVE JEAN?!

I WISH I KNEW WHAT TO DO, WHICH WAY TO CHOOSE. PERHAPS A SHOWER WILL HELP ME DECIDE. THE WORKOUT CERTAINLY ISN'T DOING MUCH GOOD.



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...



FUN? OH, WHAT'S THE USE... TRY THOUGH I MIGHT, I CAN'T GET JEAN FROM MY MIND!

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 TELEPORTED TO SAFETY.



NO PROBLEM. I NEEDED THE EXERCISE. I'VE BEEN WARREN WORTHINGTON THE THIRD -- BOY BILLIONAIRE -- 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 DOUBTS WHERE I DIDN'T EXPECT TO FIND ANY. IN A FEW HOURS, WE'RE SUPPOSED TO FIGHT FOR JEAN -- AND I DON'T KNOW YET IF I CAN, AND THAT, KURT... THAT HURTS.

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



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

I AIN'T SCARED OF DYIN'-- NEVER HAVE BEEN, IT'LL HAPPEN TO ME ONE DAY, WHETHER I WANT IT TO OR NOT. SO WHY WASTE TIME WORRYIN' ABOUT IT.



AS FOR ANYTHING ELSE-- SHOOT, THERE AIN'T MUCH FOR A MAN WITH UNBREAKABLE ADAMANTIUM BONES AN' RAZOR-SHARP ADAMANTIUM CLAWS TO BE SCARED OF.

STILL... I'VE GOT A BAD FEELING ABOUT THIS FIGHT.



NOBODY UNDERSTANDS JEANNIE LIKE I DO-- THAT SHE'S BECOME TWO SEPARATE ENTITIES: JEAN GREY, AN' PHOENIX.



JEAN AIN'T A KILLER, SHE CAN'T BE HELD RESPONSIBLE FOR PHOENIX'S ACTIONS. BUT CAN THE PROFESSOR'E REALLY SPLIT THE TWO ENTITIES APART...

... SUPPRESSING PHOENIX AND LEAVING JEAN? I HOPE SO. BUT IF PUSH COMES TA SHOVE-- IF I HAVETA MAKE A CHOICE--



-- I STAND BY JEANNIE ALL THE WAY!

BEAST: IT'S BEEN A LONG TIME SINCE I LOST MY TEMPER LIKE THAT. BUT I'M NOT ABOUT TO BACK DOWN, EVEN IF I HAVE TO STAND ALONE.

THE LAW SEPARATES HUMANITY FROM ITS ANIMAL ANCESTORS.



AND, LIKE IT OR NOT, THE LAW PROTECTS EVERYONE-- GOOD, EVIL, VICTIM, CRIMINAL. IT HAS TO, OR IT-- AND CIVILIZATION-- AREN'T WORTH BEANS.

IF JEAN WERE SATAN INCARNATE, I'D STILL GRANT HER THE FULL BENEFIT OF THE LAW!

AFTER ALL, WE ONLY HAVE LILANDRA'S WORD FOR WHAT HAPPENED AND THAT PHOENIX STILL EXISTS INSIDE OF JEAN. IF SHE WANTS JEAN'S LIFE, SHE SHOULD PROVE HER CASE IN A PROPER COURT-- BEYOND A REASONABLE DOUBT--



-- AND GIVE JEAN A CHANCE TO DEFEND HERSELF. LILANDRA'S EXERCISE IN RAW, NAKED POWER-- MIGHT MAKING RIGHT-- IS AS REPRESENTABLE IN ITS OWN WAY AS DARK PHOENIX'S...

AND I, FOR ONE, AM NOT GOING TO STAND FOR IT!

WELL, HELLLL--ZO!

I AM YOUR MASSEUSE, SIR. I HAVE BEEN SENT TO LOOK AFTER YOUR EVERY NEED.



OH, MY STARS AND GARTERS!

YaywwwWWWWNN!!

IS IT DAWN, ALREADY? HAVE I SLEPT THE WHOLE NIGHT THROUGH?

THE MOMENT OF TRUTH FAST APPROACHES. I KNOW DARK PHOENIX IS EVIL; I HAVE FELT HER POWER, YET, I ALSO KNOW JEAN GREY: I HAVE FELT HER LOVE. I OWE HER MY LIFE! WHEN WE X-MEN FOUGHT DARK PHOENIX, WE WERE NOT TRYING TO DESTROY HER...

BUT CURE HER WE FOUGHT OUT OF LOVE. THAT HAS NOT CHANGED.

TO LEAVE JEAN TO PHOENIX'S FATE NOW-- AFTER HAVING STRUGGLED SO HARD TO SAVE HER-- WOULD BE A DENIAL OF THAT LOVE. SUCH A BETRAYAL, I CANNOT-- I WILL NOT-- COMMIT.

HE CONCENTRATES -- AND IN THE BLINK OF AN EYE A BODY OF FLESH AND BLOOD AND BONE AND SINEW BECOMES ONE OF NIGH- INVINCIBLE ORGANIC STEEL!

STORM.

DAWN, ON EARTH, THAT IS MARKED BY THE ETERNAL BEAUTY OF A SUNRISE.

HERE, BY THE CHIME OF AN ALARM, I PREFER THE SUNRISE.

OH, FOR THOSE HAPPY DAYS WHEN I WAS SIMPLY OROO, WIND-RIDER.

I WAS ALONE, THEN.

I WAS FREE.

NOW, I AM NEITHER ALONE NOR FREE, AND RARELY HAPPY.

YET, I CHOSE TO JOIN THE X-MEN, TO LEAVE MY AFRICAN HOME OF MY OWN FREE WILL. THE X-MEN HAVE BECOME MY FAMILY, AND JEAN GREY THE BELOVED SISTER I NEVER HAD.

HOW IRONIC, DARK PHOENIX SYMBOLIZES ALL I ABHOR, BUT KNOWING THAT SHE IS JEAN, I FIND... THAT I CAN NO MORE DENY HER THAN I CAN MYSELF. I... LOVE HER. AS PART AND PARCEL OF THAT LOVE, I SHALL USE MY ELEMENTAL POWERS TO DEFEND HER TO THE DEATH.

TODAY'S CONTEST IS NOT A DUEL TO THE DEATH... BUT IN TRYING TO SAVE JEAN, ONE OF US... OR ALL OF US... MIGHT DIE...

AND I CAN'T HELP THINKING, WHAT IF LILANDRA'S RIGHT? SUPPOSE WE WIN TODAY, AND THEN THE PSYCHIC CIRCUIT BREAKERS THAT PROFESSOR XAVIER PLACED IN JEAN'S MIND FAIL?

DARK PHOENIX WILL BE FREE ONCE MORE, WITH THE WHOLE UNIVERSE AT HER MERCY, AND IT WILL HAVE BEEN OUR FAULT. I'VE BEEN WRESTLING WITH THIS PROBLEM-- THIS FEAR-- ALL NIGHT; I STILL DON'T HAVE AN ANSWER MAYBE THERE ISN'T ONE.

DAMN IT, IT ISN'T FAIR! AFTER ALL WE'VE BEEN THROUGH--AFTER ALL THE GOOD THAT JEAN'S DONE-- TO HAVE IT END LIKE THIS!

I GUESS THAT'S WHAT THE PEOPLE ON D'BARI THOUGHT, WHEN THEIR SUN EXPLODED.

AND IF OUR POSITIONS WERE REVERSED, WOULD I BE ACTING ANY DIFFERENTLY THAN SHE?

WHAT?! JEAN! YOU READ MY MIND!

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



I'VE BEEN A LEADER TOO LONG, I CAN SEE LILANDRA'S POSITION AS CLEARLY AS MY OWN.



I'D LIKE TO THINK, YES, IF VENGEANCE IS DEMANDED, LET GOD METE IT OUT, ME-- I'D RATHER ERR ON THE SIDE OF MERCY.



--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, AM I WORTH IT? I DESTROYED A WORLD-- IN MY MIND, I CAN STILL HEAR THE SCREAMS OF THE DYING-- AND IT FELT... GOOD! I DON'T WANT WANT THAT FEELING EVER AGAIN, AND YET-- I DO!

I KNOW. BUT TO GIVE UP--



--THAT'LL BE LIKE SAYING THAT DARK PHOENIX HAS WON. THAT YOU ARE EVIL. YOU'RE NOT?

JEAN, WHATEVER HAPPENS, KNOW THAT I LOVE YOU, AND I'LL STAND BY YOU.

AND I, YOU, SCOTT-- 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. 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.

MEANWHILE, ON THE FLAGSHIP'S TRANSPORTER DECK.

I JUST WANT TO TELL YOU THAT I'M FIGHTING FOR JEAN. I WON'T ASK ANY OF YOU TO JOIN ME-- I HAVEN'T THE RIGHT-- AND I WON'T THINK ANY THE LESS OF YOU IF YOU DECIDE NOT TO.

SCOTT, WE, uh, TALKED THIS OUT AMONGST OURSELVES BEFORE YOU GOT HERE. WE'RE ALL AGREED. WE'RE WITH YOU AND JEAN, TO THE END!

THANKS, WARREN. TH-THANKS, ALL OF YOU.



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.





I RECOGNIZE THIS PLACE FROM THE AVENGERS' FILES -- IT'S CALLED THE "BLUE AREA" OF THE MOON. THESE RUINS REACH DEEP BENEATH THE LUNAR SURFACE AND, SOMEHOW, THERE'S AN EARTH-NORMAL ENVIRONMENT EXTENDING ALL THROUGH THEM.

BEYOND THE TOP OF THE CRATER, THOUGH, YOU'RE IN OPEN SPACE-- A HARD VACUUM.

I'VE PSI-SCANNED THE CRATER, SCOTT. I CAN DETECT NO OTHER THOUGHTS. WE'RE ALONE HERE.

THAT WON'T LAST LONG. ON YOUR TOES, PEOPLE. I'VE BRIEFED YOU ON THE IMPERIALS WE'VE MET AND FOUGHT BEFORE...

...BUT THEY'VE ADDED SOME NEW MEMBERS. WE KNOW THEIR NAMES BUT NOTHING ABOUT THEIR POWERS. WE HAVE TO BE READY FOR ANYTHING.



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 MUST BE THE GUARD TELEPORTIN' DOWN!



I'LL TAKE A LOOK-SEE, CYKE.

ANGEL-- NO!

HAVE YOU FORGOTTEN-- WE'RE ON THE MOON-- COMPENSATE FOR THE LIGHTER GRAVITY, BEFORE--!

AND WHILE I'M AT IT-- MAYBE I'LL GET IN SOME FAST FIRST-LICKS BEFORE THE OPPOSITION GETS THEIR BEARINGS.



WHAT?!

SAARRRGHGH! :-

MY WINGS-- ONF SWEET TOOK ME OUT OF THE CRATER! THEY SHOULDN'T HAVE DONE THAT!

NO AIR! I CAN'T BREATHE! AND THE COLD-- FREEZING ME SOLID! GOT TO STAY... CONSCIOUS...



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... I ACTED WITHOUT THINKING, AS USUAL. UP HERE, MY WINGS WILL TAKE ME FARTHER, FASTER.

I'VE PULLED SOME DODO STUNTS IN MY DAY. THIS ONE'S RIGHT IN CHARACTER.

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 DOING. THERE ARE ONLY EIGHT OF US, WARREN.

WITH JEAN'S LIFE AT STAKE, WE CAN'T AFFORD ANY MISTAKES. YOU GOT AWAY WITH IT ONCE. DON'T PUSH YOUR LUCK.

CYCLOPS, WOLVERINE HAS SPOTTED THE IMPERIAL GUARD. THEY ARE NEARBY, HEADING THIS WAY!

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. 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. ORACLE MUST BE BLOCKING MY PROBES. I DON'T WANT TO PUSH TOO HARD. SHE MIGHT BE ABLE TO BACK-TRACK 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!!



YOU CANNOT HIDE FROM US, X-MEN; YOU CANNOT ESCAPE, AND NO MATTER HOW HARD YOU TRY, YOU WILL NOT WIN!

WE'LL SEE ABOUT THAT, ANGEL-- TAKE OFF!



THIS ALBINO LADY IS CALLED ORACLE. ACCORDING TO CYKE'S BRIEFING BEFORE WE BEAMED DOWN, SHE HAS PSI-POWERS LIKE MARVEL GIRL'S.

THE OTHER GUY IS SMASHER. I'LL HANDLE HIM.

NIGHT-CRAWLER AND JEANNIE CAN HANDLE THE LADIES.

ZARKS!



YOU GUYS HEAR THAT? CYKE'S FIRIN' HIS OPTIC BLASTS-- AT PRETTY NEAR FULL POWER, TOO.

SOUNDS LIKE THE FIGHT'S STARTED WITHOUT US.

ZARKS!



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.





PAVESTONES-- SHE'S HURLING THEM AT ME!

SO EASILY STAGGERED, EARTHQUAKE? A PITY-- I'VE ONLY JUST BEGUN TO SHOW YOU WHAT I CAN DO!

STORM IS CONCENTRATING ON EARTHQUAKE-- AND HASN'T YET NOTICED ME!



MY THROAT--
NARRGH!

THAT COULD PROVE TO BE A FATAL MISTAKE.

MY NEURO-WHIP SHOULD TAKE THE FIGHT OUT OF HER!



MANY THANKS, HUSSAR!

I CAN HANDLE THINGS FROM THIS POINT.

THIS X-MAN WILL GIVE US NO MORE TROUBLE, eh, HUSSAR?

FIRST-BLOOD TO THE IMPERIAL GUARD-- A GOOD OMEN!

NO!!



ELSEWHERE



WE'RE HOLDING OUR OWN...

... BUT THAT'S ABOUT IT.



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. ALL THE MANEUVERS I'VE LEARNED TO COUNTER AN AIRBORNE ATTACK, WERE WORKED OUT WITH STORM. ANGEL DOESN'T KNOW THEM, AND THERE'S NO TIME TO TEACH -- WHAT?!

ANGEL! LOOK OUT! ORACLE'S MOVING IN BEHIND YOU!



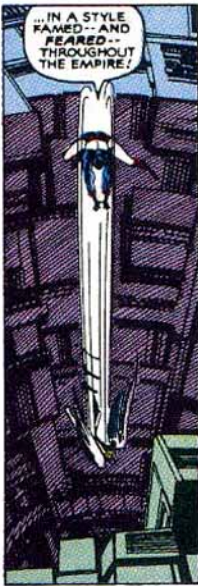
M-MY MIND -- EVERY...THING... SUDDENLY GONE ... BLOODY!

TOO LATE, NIGHTCRAWLER! I'VE STUNNED HIM!

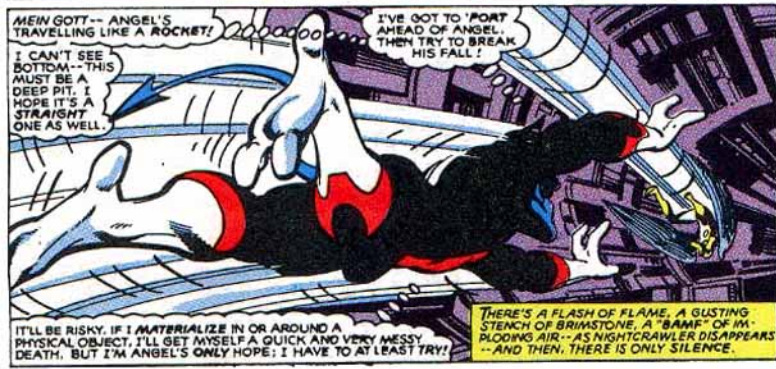


AND WHILE THIS ANGEL BEING IS HELPLESS...

...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 "BAAM" 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'! I
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, BUT
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.

"WITHOUT WARNING, X-MAN,
YOU MIGHT FIND YOURSELF HURLED
INTO YOUR WORLD'S PRIMORDIAL
PAST...



*... OR INTO THE FARTHEST
REACHES OF ITS FUTURE,
OR WORSE.

* RETURN
HERE AT YOUR
OWN RISK,
WOLVERINE.*

POP!

IT'S A LONG TIME BEFORE VULNERABLE MOVES -- BEFORE HE'S EVEN SURE WHERE HE IS...

BUB, YOU GOT ONE HECKUM WAY OF SAYIN' "NO TRESPASSINS." 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 RAKOR, TERRAN -- A SKRULL WARRIOR!

I AM YOUR DEATH!



WANNA BET?!



ZAP!

JUST BECAUSE MY SKRULL ALLY IS TOO TERRIFIED TO DEFEND HIMSELF X-MAN, DOES NOT MEAN THAT HE IS COMPLETELY HELPLESS.

AT LEAST, NOT SO LONG AS HE HAS A KREE WARRIOR TO PROTECT HIM.

BE THANKFUL I DID NOT LEAVE YOU TO YOUR FATE, SKRULL. WE WERE MEANT TO BE OBSERVERS HERE, NOT COMBATANTS.



YOU!



YOU SAVED ME, KREE-- YOU?!!

THAT INSULT, I WILL NOT ENDURE!

HALA--!



MEANWHILE...

I DON'T BELIEVE IT. I'VE LOST ANGEL!

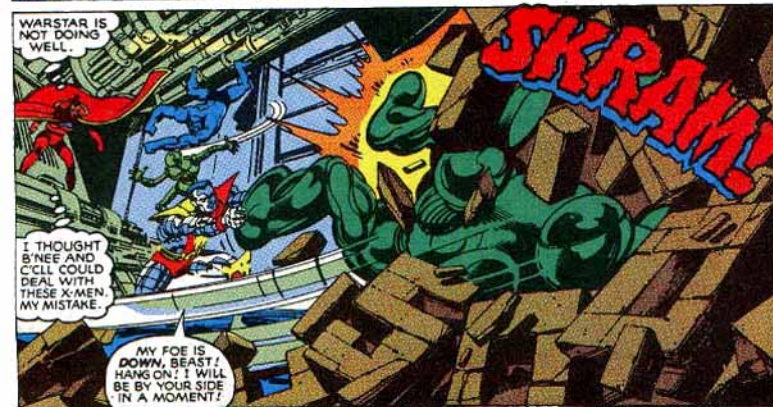
HE SHOULD HAVE DROPPED RIGHT INTO MY ARMS, YET, DURING THE SPLIT-SECOND IT TOOK ME TO TELEPORT, HE **DISAPPEARED!**

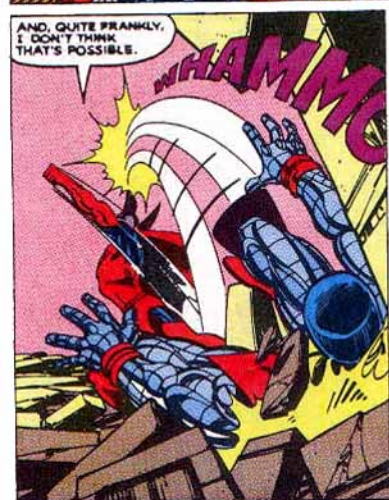
I'VE BEEN SEARCHING FOR HIM, BUT THESE CATACOMBS HAVE MORE TWISTS AND TURNS THAN ARCADE'S MURDERWORLD.



AND NOW I HAVE THE UNCOMFORTABLE FEELING THAT I'M LOST.

Hmm -- IT SEEMS I'M NOT ALONE DOWN HERE. THIS FRAULEIN IS ONE OF THE IMPERIAL GUARD. I BELIEVE SHE'S CALLED MANTA, AND I'LL LAY ANY ODDS THAT THEY ARE BEHIND ANGEL'S VANISHING ACT.





...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 IRRESISTIBLE 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 OUTCOME IS IN DOUBT, AS SHOCKWAVES FROM THE SKYSCRAPER'S 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 L'ANDRA'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 REINFORCEMENTS 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.

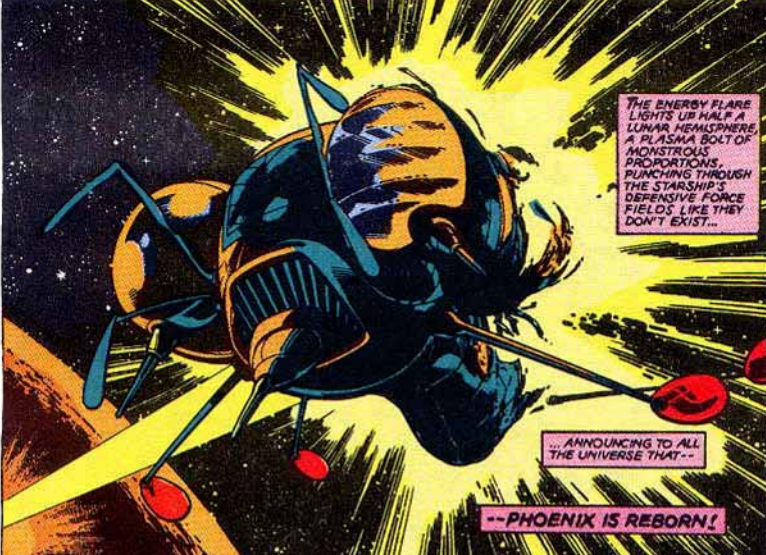


TODAY, THEY WILL PROVE IT-- BEYOND ALL SHADOW OF A DOUBT.



MAJESTRIX-- SOMETHING IS HAPPENING! OUR INSTRUMENTS ARE REGISTERING OFF THEIR SCALES!

NO! SHARRA AND K'YTHRI-- NO!!



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.



OH, JEAN -- NO!

EH?! PROFESSOR X, CONTACTING ME TELEPATHICALLY!

CYCLOPS, ATTACK PHOENIX NOW! WHILE SHE IS STILL COMPATIVELY 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.

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.

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 I LIKE IT OR NOT, IT'S US-- AN' MAYBE ALL HUMANITY-- OR HER!

WOLVERINE, WHAT ARE YOU DOING?!

VARIOUS 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, PRETTY.

BECAUSE O' THAT LOVE, I MIGHT HESITATE. IT HAPPENED BEFORE. I AM! WE ALMOST GOT KILLED AS A RESULT. THIS TIME, THAT'S A RISK WE CAN'T AFFORD TO TAKE.

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.

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 THINGS-- JEAN GREY AND PHOENIX... SEPARATE... UNIQUE... BOUND TOGETHER. I, 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!

THE CHOICE WAS NEVER YOURS TO BEGIN WITH.

TELEKINETIC FORCE BOLT--! I CAN'T MOVE!

YOU OF ALL PEOPLE SHOULD KNOW HOW I FEEL, THROUGH THE PSIONIC RAPPORT WE SHARE.

JEAN-- **WAIT!?** YOU'RE NOT GIVING US ANY CHOICE!

YOU SEE, SCOTT? I TOLD YOU.

JEAN TO PHOENIX-- A PROGRESSION AS INEVITABLE AS DEATH.

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 A PHOENIX. HER POWER SAVED THE ENTIRE UNIVERSE FROM EXTINCTION, YET SHE WAS HOULDED 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.