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DETAILS INSIDE

THE UNCANNY

X-MEN

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CODE
AUTHORITY
TM



THE DAY
KITTY PRYDE
LEAVES
THE X-MEN,
IS THE DAY
THE X-MEN
FALL!

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STAN LEE
PRESENTS:

THE UNCANNY X-MEN!™

CHRIS
CLAREMONT
WRITER

JIM SHERMAN, BOB McLEOD
and JOSEF RUBINSTEIN
ARTISTS

TOM
DRZECHOWSKI
LETTERER

BONNIE
WILFORD
COLORIST

LOUISE
JONES
EDITOR

SUZANNE
GAFFNEY
REPRINT ER

TOM
DeFALCO
EDITOR IN CHIEF

X-MEN MINUS ONE!

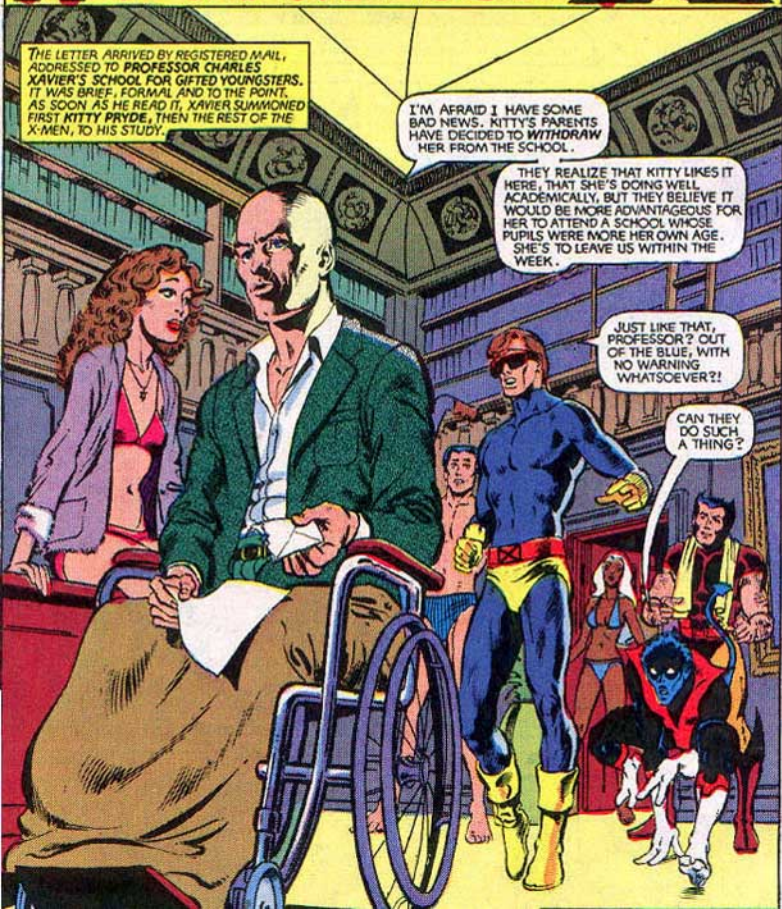
THE LETTER ARRIVED BY REGISTERED MAIL, ADDRESSED TO PROFESSOR CHARLES XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS. IT WAS BRIEF, FORMAL AND TO THE POINT. AS SOON AS HE READ IT, XAVIER SUMMONED FIRST KITTY PRYDE, THEN THE REST OF THE X-MEN, TO HIS STUDY.

I'M AFRAID I HAVE SOME BAD NEWS. KITTY'S PARENTS HAVE DECIDED TO WITHDRAW HER FROM THE SCHOOL.

THEY REALIZE THAT KITTY LIKES IT HERE, THAT SHE'S DOING WELL ACADEMICALLY, BUT THEY BELIEVE IT WOULD BE MORE ADVANTAGEOUS FOR HER TO ATTEND A SCHOOL WHOSE PUPILS WERE MORE HER OWN AGE. SHE'S TO LEAVE US WITHIN THE WEEK.

JUST LIKE THAT, PROFESSOR? OUT OF THE BLUE, WITH NO WARNING WHATSOEVER?!

CAN THEY DO SUCH A THING?



THEY ARE HER PARENTS, NIGHTCRAWLER.

THEIR ACTIONS ARE PERFECTLY WITHIN THEIR RIGHTS. I THINK THEY ARE MAKING A MIS TAKE BUT IF THEIR MINDS ARE MADE UP, THERE IS NOTHING WE CAN DO TO PREVENT IT.

YOU COULD AT LEAST TRY!

KITTY!

KITTEN-- WAIT!

PHASING THROUGH FURNITURE, PEOPLE, THE DOOR-- CHOKING BACK SOBS OF GRIEF AND RAGE-- KITTY RACES FROM THE ROOM.

LET HER GO, STORM. YOU TOO, COLOSSUS. FOR THE MOMENT, I BELIEVE KITTY WOULD RATHER BE LEFT ALONE.

I GOT A SIMPLE SOLUTION, CHARLEY.

I MAY HAVE INDULGED IN SUCH TACTICS IN THE PAST, WOLVERINE, BUT NO MORE. TO DELIBERATELY MANIPULATE A SENTIENT MIND...

... WOULD MAKE ME NO BETTER THAN THE VILLAINS WE OPPOSE.

SO YOU'RE JUST GONNA LET THE KID GO.

WHY NOT USE YER TELEPATHIC POWERS TO MAKE THE KID'S FOLKS "CHANGE" THEIR MINDS?

"WOLVERINE," XAVIER SNAPS, "WE HAVE NO CHOICE!"

MEANWHILE, ON THE SECOND FLOOR-- AND IN THE RESIDENTIAL WING-- OF THE VENERABLE MANSION...

... THAT DOUBLES AS BOTH PRIVATE SCHOOL AND SECRET HEADQUARTERS OF XAVIER'S TEAM OF MUTANT SUPER HEROES, THE UNCANNY X-MEN...

... KITTY PRYDE REACHES HER BEDROOM.

AND THE TEARS SHE'S BEEN FIGHTING TO HOLD BACK EVER SINCE SHE SAW HER PARENTS' LETTER FINALLY BURST FORTH.

HOURS LATER...

KITTY, ARE YOU ALL RIGHT? YOU DIDN'T COME DOWN FOR SUPPER.

'M'NOT HUNGRY.

KITTEN?

WOULD YOU LIKE TO TALK?

NO.

IT ISN'T LIKE YOU TO SULK.

I UNDERSTAND, KITTEN.

'M'NOT SULKING. I JUST WANT TO BE LEFT ALONE.

WELL, I DON'T!

KITTY!

GODDESS ABOVE, HER PHASING CAN BE AS DISCONCERTING AS NIGHT-CRAWLER'S ABILITY TO TELEPORT!

I'M HAPPY WITH THE X-MEN, HAPPIER THAN I EVER WAS BACK HOME IN DEERFIELD-- AND I DIDN'T THINK THAT WAS POSSIBLE! WHY DO MY FOLKS WANT TO SCREW THAT UP?!

AND DO YOU HAVE ANY IDEA WHERE THEY'RE SENDING ME?! TO THE MASSACHUSETTS ACADEMY, ORORO--

--WHOSE HEADMISTRESS IS EMMA FROST-- THE WHITE QUEEN OF THE HELLFIRE CLUB!



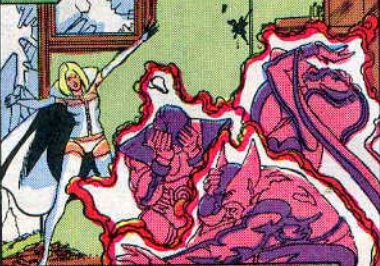
YOU REMEMBER HER, DON'T YOU?!



I ... REMEMBER ...

FOR MONTHS, ORORO HAS TRIED DESPERATELY TO FORGET.

SHE, WOLVERINE AND COLOSSUS HAD ACCOMPANIED XAVIER TO THE CHICAGO SUBURB OF DEERFIELD TO CONTACT A YOUNG MUTANT HIS SENSORS HAD DISCOVERED. THAT MUTANT WAS KITTY. BUT THE X-MEN WEREN'T THE ONLY ONES INTERESTED IN HER.



WITHIN HOURS OF THEIR ARRIVAL, THEY WERE AMBUSHED AND CAPTURED BY THE WHITE QUEEN, WHILE KITTY, THEIR ORIGINAL TARGET, ESCAPED.

EMMA FROST WAS A TELEPATH.

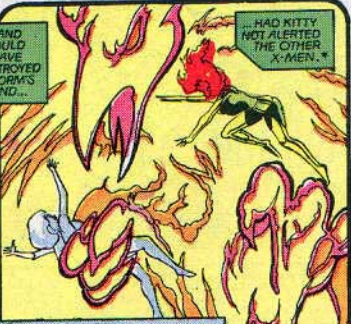


SHE USED HER ABILITIES TO INTERROGATE HER PRISONERS...



... AND WOULD HAVE DESTROYED STORM'S MIND...

... HAD KITTY NOT ALERTED THE OTHER X-MEN.*



*SEE X-MEN #'S 129-131 -- LOUISE.

WE ASSUMED THAT THE WHITE QUEEN HAD BEEN SLAIN DURING HER PSIONIC DUEL WITH PHOENIX. BUT IF SHE SOMEHOW SURVIVED... oo

MY HANDS--TREMBLING. AFTER ALL THIS TIME, MERELY THINKING OF WHAT HAPPENED... TERRIFIES ME. I FELT SO VULNERABLE IN THE WHITE QUEEN'S HANDS-- FOR THE FIRST TIME SINCE CHILDHOOD, COMPLETELY HELPLESS.

THE PROFESSOR WILL HAVE TO TELEPATHICALLY EXAMINE KITTY'S PARENTS, TO ENSURE THEY AREN'T ACTING UNDER THE QUEEN'S INFLUENCE.

KITTY, HARD AS IT MAY BE TO ACCEPT, YOUR PARENTS ARE ONLY DOING WHAT THEY THINK IS BEST FOR YOU.

THAT'S A CROCK, ORORO. THEY'RE SPLITTING UP AND THEY WANT ME OUT OF THE WAY WHILE THEY DO IT-- WHY D'YOU THINK THEY SENT ME HERE IN THE FIRST PLACE?!

IF THEY REALLY CARED, I'D BE HOME WITH THEM AND WE'D BE A REAL FAMILY AGAIN!



NOW WHO'S BEING SELFISH?
KITTY, THINGS CHANGE. PEOPLE CHANGE. WHAT IS REAL ONE DAY IS NOT ALWAYS REAL THE NEXT.

THEY'RE MY FOLKS, ORORO! IF THEY DIDN'T LOVE EACH OTHER, WHY'D THEY GET MARRIED, WHY'D THEY HAVE ME?? IF I CAN'T DEPEND ON THAT REALITY--

--WHAT CAN I DEPEND ON?!

KITTY'S WORDS CUE ANOTHER MEMORY-- FAR OLDER, FAR MORE PAINFUL. ORORO WAS FOUR WHEN SHE SAW HER PARENTS KILLED. TOO YOUNG TO KNOW GRIEF THAT CAME YEARS LATER -- HER STRONGEST EMOTION WAS A SENSE OF BETRAYAL...

...AT THE WANTON DESTRUCTION OF THE ORDER AND SANCTITY OF HER WORLD.

I WISH I KNEW, KITTEN.

I'M FRIGHTENED, ORORO.

WILL... WILL YOU EVER STOP LOVING ME?

Oohhhh, my darling-- PERHAPS WHEN I DIE.

LIFE IS VERY LONELY, KITTY.

TO LIVE IT WELL, YOU MUST BE STRONG ENOUGH TO TRUST, TO RISK, TO... FORGIVE. YOUR PARENTS DO LOVE YOU.

I S'POSE. I HURT, ORORO.

YOU'RE GROWING UP.

A DISCREET CHECK BY XAVIER CONFIRMS THAT CARMEN AND TERRI PRYDE ARE INDEED ACTING ON THEIR OWN. OVER THE DAYS THAT FOLLOW, KITTY HAS SEVERAL TEARFUL, IMPASSIONED PHONE CONVERSATIONS WITH THEM, BUT THEY REMAIN ADAMANT. THEY TRULY BELIEVE THAT THIS IS THE RIGHT MOVE, ONE THAT SHOULD AT LEAST BE TRIED.

MORE THAN ONCE, KITTY NEARLY TELLS THEM OF THE HELLFIRE CLUB, AND EMMA FROST'S CONNECTION WITH IT. BUT THAT WOULD MEAN HAVING TO TELL THEM OF THE X-MEN AS WELL, AND KITTY REFUSES TO COMPROMISE HER FRIENDS AND TEAMMATES.

MONDAY MORNING, BRIGHT AND EARLY, SHE'S READY TO LEAVE.

WE CAN SEND YOUR FURNITURE AFTER YOU, OR HOME TO DEERFIELD.

NO. KEEP IT HERE. I INTEND TO VISIT YOU GUYS EVERY CHANCE I GET.

LIKE IT OR NOT, PROFESSOR, I'M AN X-MAN. YOU WON'T BE RID OF ME SO EASILY.

FAREWELL, CHILD.

AS AN X-MAN, SPRITE...

... YOU'RE ONE OF THE BEST.

IN A BURST OF SMOKE AND FLAME, NIGHT-CRAWLER TELEPORTS OFF THE PORCH.

AUF WIEDERSEHEN, KÄTZCHEN. TAKE CARE.

YOU, TOO, FUZZY-ELF.

SO LONG, WOLVERINE.

PUN'KIN, TO MY FRIENDS, THE NAME'S LOGAN.

THANKS... LOGAN.

I AM, NOT VERY GOOD AT WRITING LETTERS, IT IS DIFFICULT FOR ME TO EXPRESS MY THOUGHTS AND FEELINGS ON PAPER...

...BUT, FOR YOU, KITTY, I WILL TRY.

THAT IS, IF YOU WISH TO HEAR FROM ME.

THERE'S HARDLY ANYONE I'D RATHER HEAR FROM MORE.

G'BYE, PETER!

ALL SET, KITTY?

I GUESS, BUT WHERE'S ORORO, SCOTT? ISN'T SHE GOING TO SEE ME OFF?

UPSTAIRS, IN STORM'S ATTIC... IT BECAME SO NATURAL TO THINK OF KITTY AS MY OWN DAUGHTER, IT'S A SHOCK TO REMEMBER THAT SHE ISN'T.

IT HURTS TO SEE HER GO.

WITH A THOUGHT, STORM SUMMONS A WIND...

TO LIFT HER THROUGH HER SKYLIGHT...

... AND DOWN TO HER FRIENDS.

PROFESSOR, I WOULD ASK A FAVOR. MAY I DRIVE KITTY TO HER NEW SCHOOL?

YEAH!

I HAVE NO OBJECTIONS, SCOTT?

IT'S FINE WITH ME. IT'LL BE A LONG TRIP, THOUGH, AND POSSIBLY A DANGEROUS ONE. DO YOU WANT COMPANY, ORORO?

I CAN MANAGE, THANK YOU.

WITH BRAVE SMILES ALL AROUND...

...THE X-MEN USHER THEIR YOUNGEST MEMBER INTO XAVIER'S VINTAGE ROLLS-ROYCE...

... AND WATCH IT PULL AWAY.

DON'T CRY, KITTEN. THIS ISN'T THE END OF THE WORLD. NOT REALLY.

ISN'T IT? THEN HOW COME I FEEL...

THEY REACH THEIR DESTINATION-- THE CITY OF SNOW VALLEY, DEEP IN MASSACHUSETTS' MAGNIFICENT BERKSHIRE MOUNTAINS -- BY MID-AFTERNOON.

AFTER OUR LAST TUSSELE WITH THE HELLFIRE CLUB, I DID A LOT OF RESEARCH ON THE PEOPLE WE FOUGHT. EMMA FROST OWNS MOST OF THE LAND AROUND HERE AND CONTROLS MOST OF THE LOCAL INDUSTRIES. SHE'S FILTHY RICH.

... LIKE I'LL NEVER SEE ANY OF YOU AGAIN?

THEY'RE ALL FILTHY RICH. THEY DON'T NEED TO BE CRIMINALS. THEY DO IT FOR KICKS.

THEY'RE SICK.

I CAN'T ARGUE WITH THAT.

WHAT DO YOU THINK OF THE ACADEMY? THE GROUNDS ARE BEAUTIFUL.

THE CAMPUS IS PERFECT. THE STUDENTS ARE PERFECT. I HATE IT. I KNOW THE PROFESSOR WANTED ME TO DRESS NICELY...

... TO MAKE A GOOD IMPRESSION, BUT I WISH I'D WORN MY OLDEST, MOST FRAYED, MOST COMFORTABLE PAIR OF JEANS. EVERYONE I SEE LOOKS ALIKE-- A SCHOOL OF PREPPY ZOMBIE CLONES. YUCK!

DOMINATING THE CAMPUS-- AND INDEED, THE ENTIRE VALLEY-- IS THE SCHOOL'S ADMINISTRATION BUILDING.

WELCOME, KATHERINE. WE'VE BEEN EXPECTING YOU.

COME WITH ME, DEAR. WE'LL GET YOU SQUARED AWAY. YOUR FRIEND CAN WAIT FOR YOU IN THIS LOUNGE.

I SHOULD HAVE BEEN MORE HONEST WITH KITTY-- AND WITH SCOTT. I SHOULD HAVE TRUSTED HIM WITH MY APPREHENSIONS, AS KITTY TRUSTED ME WITH HER FEARS.

I'VE BEEN HALF-EXPECTING AN ATTACK SINCE WE LEFT THE MANSION. BUT THAT MAKES NO SENSE. THE HELL-FIRE CLUB WOULD NOT BE SO FOOLISHLY, UNNECESSARILY BRAZEN.

WHY SHOULD THEY BE? AS FAR AS KITTY'S CONCERNED, THEY'VE WON. SHE'S COMPLETELY IN THEIR POWER.

PERHAPS WOLVERINE WAS RIGHT. WE SHOULD HAVE DONE ANYTHING TO PREVENT THIS.

THAT'S RIGHT, OROO. YOU SHOULD HAVE.

EMMA FROST!

LIGHT FLARES STAR-BRIGHT IN THE ROOM...

SOON AFTER THAT...

ARE YOU "SQUARED AWAY," KITTEN?

YEAH, PRETTY MUCH.

I SENSE SOMEHOW THAT THINGS ARE NOT QUITE SO AWFUL AS YOU ANTICIPATED.

NAH. THEY'RE WAITING 'TIL YOU LEAVE BEFORE WHEELING OUT THE RACK AND THUMBSCREWS.

I MUST LEAVE, YOU KNOW.

IT'S A LONG TRIP HOME, OROO. WANT SOME COMPANY?

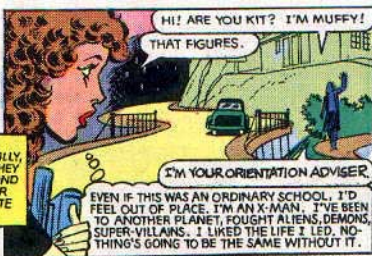
...AND HEADS LOOK UPWARDS IN CONFUSION AND ALARM AS A PEAL OF THUNDER RUMBLES ACROSS THE CLOUDLESS SKY.

Ah, SILLY GOOSE, I WOULD FLY WITH YOU TO THE ENDS OF THE EARTH IF I COULD.

BE BRAVE, MY DEAR ONE. AND REMEMBER, SHOULD YOU EVER NEED THE X-MEN OR... ME, AS A FRIEND-- YOU HAVE BUT TO CALL.

THERE IS NO SMILE THIS TIME-- BRAVE OR OTHERWISE-- ONLY A FIERCE EMBRACE THAT NEITHER OF THEM WANTS TO BREAK.

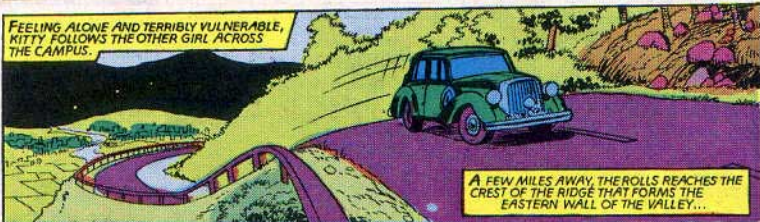
BUT EVENTUALLY, SADLY, THEY PART-- AND GO THEIR SEPARATE WAYS.



I DON'T FIT HERE. I DON'T BELONG.

C'MON, I'LL SHOW YOU TO YOUR DORM.

FEELING ALONE AND TERRIBLY VULNERABLE, KITTY FOLLOWS THE OTHER GIRL ACROSS THE CAMPUS.



... AND SUDDENLY SWERVES OFF THE ROAD, COMING TO A SCREECHING, SKIDDING STOP ON THE SHOULDER.

I'M PROBABLY TOO CLOSE TO THE ACADEMY-- KITTY MIGHT SEE WHAT I'M DOING-- BUT I DON'T CARE.

I'VE WAITED TOO LONG-- PLANNED AND WORKED TOO HARD-- FOR THIS MOMENT.

AND IN THIS, AS IN ALL THINGS, MY PLEASURE WILL NOT BE DENIED!



WHEN SHE STEPS FROM THE CAR, THE SKY IS CLEAR, THE AIR STILL-- A LOVELY MID-SUMMER'S EVENING.

"BLOW WINDS AND CRACK YOUR CHEEKS. RAGE, BLOW! YOU CATARACTS AND HURRICANES, SPOUT TILL YOU HAVE DRENCHED OUR STEEPLES, DROWNED THE COCKS, YOU SULPHUROUS AND THOUGHT-EXECUTING FIRES, VAUNT COURIERS OF OAK-CLEAVING THUNDER-BOLTS, SINGE MY WHITE HEAD!" *

*KING LEAR, ACT 3, SCENE 2
-- LIBRARIAN LOUISE.

FOR A MOMENT, NOTHING HAPPENS, AND SHE BEGINS TO FEEL LIKE A FOOL. THEN ...

... IN A MATTER OF SECONDS ...

KRAWWW!

A WIND--SWEEPING ME INTO THE AIR!

THIS IS MAGNIFICENT!

POWER COURSES THROUGH ME LIKE FIRE! EVERY FIBER OF MY BEING IS ALIVE, AWARE. I'VE NEVER FELT SUCH GLORIOUS SENSATIONS.

AND THE STORM I CREATED-- I DON'T PERCEIVE IT AS CLOUDS AND THUNDER AND LIGHTNING, BUT AS PATTERNS OF ENERGY. I... I'M A LIVING PART OF IT!

MERELY BY CONCENTRATING, I CAN SHAPE THESE AWESOME NATURAL FORCES TO MY WILL!

...EXPERIMENTING WITH EVERY FACET OF HER ELEMENTAL POWERS--

-- DOING WHATEVER SHE PLEASES--

-- TOTALLY HEEDLESS OF THE CONSEQUENCES.

LAUGHING DELIGHTEDLY, SHE SOARS INTO THE HEART OF THE TEMPEST, AND PLAYS WITH IT LIKE A CHILD WITH A NEW TOY...

WHEN SHE LEARNS ALL SHE THINKS SHE NEEDS TO, SHE TRIES TO SEND THE STORM AWAY...

...ONLY TO DISCOVER-- LIKE THE MAN WHO GRABBED THE TIGER'S TAIL-- THAT SUCH FORCES ARE MORE EASILY SET IN MOTION THAN RESTRAINED.

SHE ACCEPTS THE CHALLENGE, PITCHING HER HUMAN WILL AGAINST THE POWER OF NATURE GONE WILD.

THE STRUGGLE LEAVES HER EXHAUSTED, BUT AT ITS END...

IN THOSE LAST FEW MINUTES, I NEARLY LOST CONTROL. I MUST REMEMBER THAT I CANNOT CREATE SUCH EFFECTS OUT OF NOTHING. I MANIPULATE NATURAL WEATHER PATTERNS AT A FANTASTICALLY ACCELERATED RATE.

THAT REQUIRES ABSOLUTE PRECISION, TOTAL CONCENTRATION. IF I EVER LET THINGS GET OUT OF HAND--

--THE RESULTS COULD BE DEVASTATING.

...ALL IS ONCE ACHIEVED AS IT SHOULD BE.

STILL, THE EXPERIENCE WAS EXTRAORDINARY, THE ULTIMATE SENSUAL THRILL.

FOR A TIME, I BECAME ONE WITH THE EARTH ITSELF!

BUT ENOUGH OF THESE GAMES. I DID NOT BECOME STORM FOR MY OWN AMUSEMENT.

I HAVE WORK TO DO.

"... TO THE HELLFIRE CLUB."

SECONDS LATER, IN A VENERABLE MANSION ON NEW YORK CITY'S ULTRA-FASHIONABLE FIFTH AVENUE...

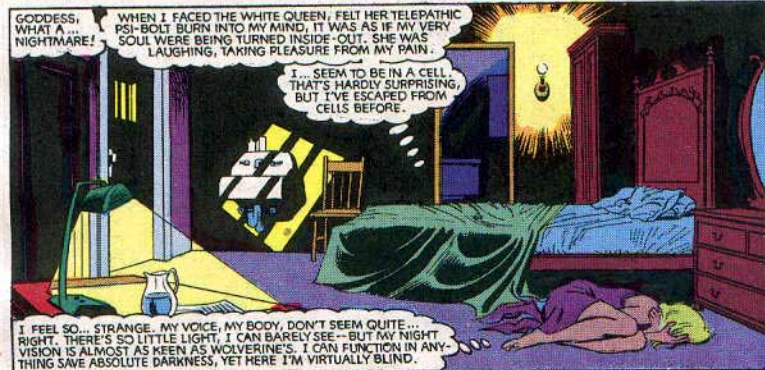
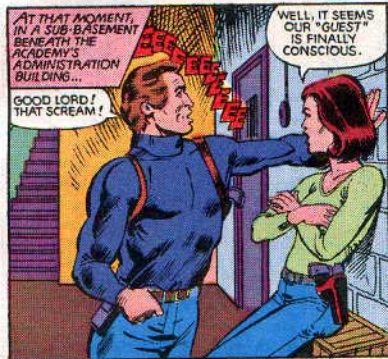
SEBASTIAN SHAW, HERE.

GOOD EVENING, SEBASTIAN. THIS IS ORORO. I'VE JUST DELIVERED KITTY PRYDE TO THE MASSACHUSETTS ACADEMY AND I THOUGHT I'D RING AN... OLD FRIEND. YOU DON'T MIND.

... I ASSUME ALL IS GOING TO PLAN.

NOT AT ALL. JUDGING FROM RECENT WEATHER REPORTS IN YOUR VICINITY...

MOBILE OPERATOR, I SHOULD LIKE TO MAKE A PERSON-TO-PERSON CALL...

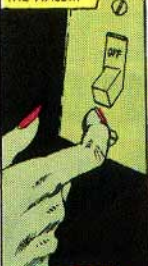


I'LL TRY TO GENERATE SOME BALL LIGHTNING.

NOTHING'S HAPPENING! NO MATTER HOW HARD I TRY, I CAN'T UTILIZE ANY OF MY ELEMENTAL POWERS! WHAT HAS THAT WITCH DONE TO ME?!



SLIDING HER HANDS ALONG THE WALL...



...SHE FINDS A LIGHT SWITCH...

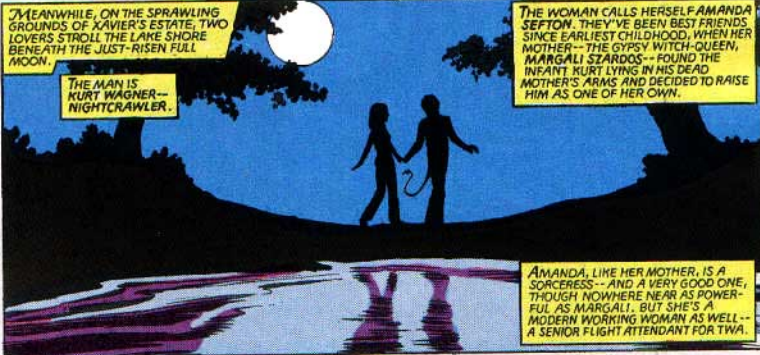
... AND LEARNS, FROM HER REFLECTION IN THE MIRROR BEFORE HER, THE ANSWER TO HER ANGUISHED QUESTION.



NO! GODDESS-- NO!!

MEANWHILE, ON THE SPRAWLING GROUNDS OF XAVIER'S ESTATE, TWO LOVERS STROLL THE LAKE SHORE BENEATH THE JUST-RISEN FULL MOON.

THE MAN IS KURT WAGNER-- NIGHTCRAWLER.



THE WOMAN CALLS HERSELF AMANDA SEFTON. THEY'VE BEEN BEST FRIENDS SINCE EARLIEST CHILDHOOD, WHEN HER MOTHER--THE GYPSY WITCH-QUEEN, MARGALI SZARDSO-- FOUND THE INFANT KURT LYING IN HIS DEAD MOTHER'S ARMS AND DECIDED TO RAISE HIM AS ONE OF HER OWN.

AMANDA, LIKE HER MOTHER, IS A SORCERESS-- AND A VERY GOOD ONE, THOUGH NOWHERE NEAR AS POWERFUL AS MARGALI. BUT SHE'S A MODERN WORKING WOMAN AS WELL-- A SENIOR FLIGHT ATTENDANT FOR TWA.

IT'S BEEN MONTHS SINCE THEY LAST SAW EACH OTHER.



AND NEITHER OF THEM MEAN TO LET THIS PRECIOUS TIME...

... GO TO WASTE.



THE MOMENT IS PERFECT.

AND, TRUE TO FORM, FLEETING.

OH!! AN ENERGY BOLT! FIND COVER, MANDA! WE'RE UNDER AT--

UNNGH!!

KURT!

SENSORS MARK TWO CONTACTS. MALE IS MALE X-MAN, IDENT-CODEX NIGHTCRAWLER.

MOTHER COULD REDUCE THAT THING TO MELTED SLAG WITH A GESTURE, BUT THE SPELLS I'VE BEEN TAUGHT AREN'T EFFECTIVE AGAINST MATERIAL, REAL WORLD OBJECTS--ESPECIALLY THOSE MADE OF COLD IRON.

SKRAMM!

FEMALE'S READINGS ARE ANOMOLOUS, AND UNKNOWN TO MEMORY-PRIME. CAPTURE OF BOTH SUBJECTS

SQUARBUK!

A FORCE BEAM FROM THE HOUSE! IT MUST BE CYCLOPS, FIRING A FULL POWER OPTIC BLAST!

BUT HOW DID HE KNOW WE WERE IN TROUBLE?!

'MANDA, ELF, YOU GUYS OKAY?!

I'M FINE, WOLVERINE, BUT KURT'S UNCONSCIOUS!

HEAD FOR THE HOUSE. WE'RE TOO VULNERABLE OUT HERE. I'LL LUG THE ELF. MOVE, DARLIN'!

IF YOU FEEL A SLIGHT TINGLE INSIDE YOUR SKULL, THAT'LL BE CHARLEY--USIN' HIS PSI-POWERS TO KEEP TRACK OF US.

WHEN WE'RE IN RANGE, HE KEEPS A CONSTANT LOW-LEVEL RAPPORT WITH ALL THE X-MEN. THAT'S HOW HE KNEW YOU TWO WERE UNDER ATTACK. 'MANDA, WHAT'RE YOU STARIN' AT? WHAT'S WRONG?!

THAT ROBOT, WOLVERINE--



--IT DIDN'T COME ALONE!

WHAT ARE THEY, WOLVERINE? WHAT DO THEY WANT WITH US?

THEY'RE SENTINELS, SWEETHEART--MECHANICAL MUTANT-HUNTERS. AN', MORE OFTEN THAN NOT, ASSASSINS AS WELL.

SHOOT! CYKE'S ZAP BEAM DIDN'T EVEN SCRATCH THAT SUCKER'S PAINT!

IN A SECRET CONTROL CENTER FAR BENEATH THE HELLFIRE CLUB, SEBASTIAN SHAW MONITORS AND CONTROLS THE PROGRESS OF HIS MECHANIC CREATIONS.

WE'VE RUN A SCAN ON WOLVERINE, SIR. HIS BONES ARE LACED WITH ADAMANTIUM, MAKING THEM ESSENTIALLY UNBREAKABLE. HE ALSO POSSESSES ADAMANTIUM CLAWS...

...WHICH EXTEND THROUGH OPENINGS IN THE BACKS OF BOTH HANDS FROM HOUSINGS BUILT INTO HIS FOREARMS.



NEUTRALIZE HIM QUICKLY, TECHNO-- BUT KEEP HIM ALIVE! HARRY LELAND HAS... PLANS FOR THAT PIPSQUEAK PSYCHOPATH.



CABLES! I'M CAUGHT!

NO PROBLEM, MANDA.



I'LL HAVE YOU LOOSE IN THE PROVERBIAL JIFFY!

WOLVERINE, I HAVE COME TO HELP.

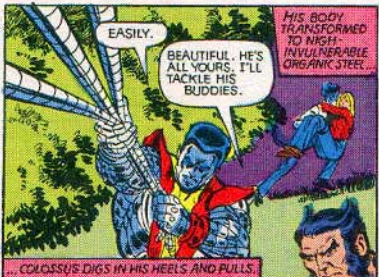
GLAD TO SEE YOU, COLOSSUS.

HEY! SOUNDS LIKE THE ELF'S WAKIN' UP!

Uh...uh...



KURT, GET YOUR LADY OUTTA HERE! PETEY, CAN YOU POLISH OFF THIS SENTINEL?



EASILY.

BEAUTIFUL. HE'S ALL YOURS. I'LL TACKLE HIS BUDDIES.

HIS BODY TRANSFORMED TO NIGH-INVULNERABLE ORGANIC STEEL.

...COLOSSUS DIGS IN HIS HEELS AND PULLS.

THE RESULTS ARE SPECTACULAR.

HAH! THE JUDO THROWS CYCLOPS TAUGHT ME WORK AS WELL AGAINST GIANT ROBOTS AS AGAINST PEOPLE!



KANG!

A-4, EXECUTE IMMEDIATE "STARFIRE" SEQUENCE TO IMMOBILIZE TARGET.

THAT LIGHT-- BLINDING!
MY-- EYES!!



THAT BLAST CAUGHT WOLVERINE FULL IN THE FACE. HIS ENHANCED, SUPER-SENSITIVE EYESIGHT MUST HAVE MADE HIM ESPECIALLY VULNERABLE TO ITS ATTACK.

I MUST PROTECT HIM UNTIL HE RECOVERS.

COLOSSUS-- PETEY-- I... I CAN'T SEE!



TARGET WOLVERINE IS HELPLESS. SENTINEL A-3 WILL APPREHEND TARGET AT ONCE.



FORGET IT, BUB!

I MAY BE BLIND, BUT MY OTHER SENSES ARE WORKIN' FINE! I DON'T NEED TO SEE YOUR UGLY FACE TO CUT IT TO RIBBONS. CAPICE, SUCKER?

SQUARRNK!!

WOLVERINE, LET ME BE YOUR EYES. I WILL GUIDE YOU WITH MY THOUGHTS.

WHERE'D THEY COME FROM, PROFESSOR?! I THOUGHT WE WERE DONE WITH SENTINELS FOR GOOD WHEN WE PUT STEPHEN LANG AND HIS "PROJECT ARMAGEDDON" OUT OF BUSINESS. *



I DO NOT KNOW, CYCLOPS.

IN ADDITION TO LEARNING THEIR CREATOR, WE MUST DISCOVER HOW THEY MANAGED TO BREACH THE SECURITY OF THIS ESTATE.

FEAR NOT, MUTANT, ALL WILL BE REVEALED IN DUE COURSE.

SCOTT--
THE ROOF!
LOOK OUT!

BEFORE EITHER MAN CAN REACT, THE ROBOT FLOODS THE ROOM WITH NERVE GAS AND THEY DROP, INSTANTLY RENDERED UNCONSCIOUS.

SIMULTANEOUSLY...

...A FAMILIAR VEHICLE TURNS OFF GRAYMALKIN LANE AND STARTS UP THE LONG, WINDING, TREE-LINED DRIVE LEADING TO THE HOUSE.

AH, SHAW, HOW TYPICAL OF YOU TO START WITHOUT ME.

DO YOU HOPE THAT YOUR PRECIOUS TOYS CAN DEFEAT THE X-MEN SINGLE-HANDEDLY, THEREBY RENDERING MY PLAN TO INFILTRATE THEM POINTLESS.

THE X-MEN HAVE FOUGHT THE SENTINELS BEFORE -- AND TRIUMPHED EVERY TIME.

I WISH YOU LUCK, MY DARLING, BECAUSE I THINK YOU'LL NEED IT.

BUT EVEN THE LONGEST WINNING STREAKS CAN'T LAST FOREVER.

ENERGY BOLT--
JUST MISSED ME?

LETTIN' XAVIER CUE MY MOVES WAS A MISTAKE. WHEN HIS DIRECTIONS WERE CUT OFF, IT LEFT ME BADLY OFF MY STRIDE.

YOUR POWER RIVALS OURS, COLOSSUS. THEREFORE, WE WILL NOT PERMIT YOU TO UTILIZE IT AGAINST US.

KROM!

COLOSSUS IS STUCK,
AT LEAST FOR THE MOMENT.

WOLVIE, 'MANDA, HEAD FOR THE
TREES. THE SENTINELS WILL HAVE
TROUBLE TRACKING AND
CAPTURING YOU THERE.

KURT,
WHAT
ABOUT
YOU?!

WITHOUT ANSWERING, NIGHTCRAWLER TELEPORTS TO
THE X-MEN'S ARMORY, STOCKED WITH MYRIAD VARIETIES
OF ESOTERIC, DEADLY WEAPONRY.

THIS CASE OF
PLASTIQUE SHOULD DO
THE TRICK NICELY.

THEN, TELEPORTING AS FAST AS HE
CAN, HE RETURNS TO THE FRAY...

SPACE-SHIFTING FROM
SENTINEL TO SENTINEL
FASTER THAN THE EYE CAN
FOLLOW, ATTACHING THICK
GOBS OF PLASTIC EXPLOSIVE
AND DETONATORS TO THEIR
JOINTS. START TO FINISH, THE
JOB TAKES NINE SECONDS.

HE'D SET THE
DETONATORS
FOR TEN.

ONE OF THE SENTINELS IS STILL MOVING! HIT THE DECK, EVERYONE! I'LL TAKE CARE OF IT!

HUH?! MANDA-- LOOK OUT!

WOLVERINE!

IT IS GOOD TO SEE YOU, STORM. I FEARED THE SENTINELS MIGHT TRY TO AMBUSH YOU ON THE ROAD!

WHY DID YOU ATTACK SO CARELESSLY, STORM? THE ROBOT WAS CRIPPLED. WE COULD HAVE FOUND SAFER WAYS TO DESTROY IT!

WOLVERINE'S HURT-- UNCONSCIOUS, IF HE HADN'T SHIELDED ME FROM THE EXPLOSION. I... I...

I'M SORRY, NIGHTCRAWLER. I SAW YOU IN PERIL. I SOUGHT ONLY TO HELP.

THE DANGER IS OVER. COLOSSUS, TURN HUMAN AND CHANGE INTO CIVILIAN CLOTHES, IN CASE OUR NEIGHBORS OR THE POLICE COME CALLING, WONDERING WHAT'S BEEN HAPPENING HERE.

AS YOU WISH, STORM! **AHHRRR!!**

YOU'RE SO OBLIGING, MY YOUNG RUSSIAN COMRADE! YOU HAVE NO IDEA HOW MUCH I APPRECIATE THAT.

PLEASANT DREAMS, X-MEN. WHEN YOU RECOVER FROM THESE LOW-YIELD LIGHTNING BOLTS, YOU'LL ALL BE GUESTS OF THE HELLFIRE CLUB --FOR THE REST OF YOUR NATURAL LIVES!



ELSEWHERE...

THE HANDS ARE A BIT STIFF, BUT THE FINGERS NOT QUITE AS SENSITIVE, BUT EVEN THOUGH I'M TRAPPED IN EMMA FROST'S BODY...

CLICK

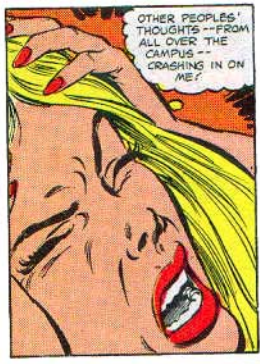
... I STILL REMEMBER MY SKILLS AS LOCKPICK.



THAT'S OPENED THE DOOR. NOW TO... DID YOU HEAR SOMETHINGS?

WHAT WAS THAT?! HOW DID I EVER GET PARTNERED WITH SUCH A JERK?

VOICES-- INSIDE MY HEAD!



OTHER PEOPLES' THOUGHTS--FROM ALL OVER THE CAMPUS-- CRASHING IN ON ME!



JANET-- THAT CRY!

I HEARD IT, HARVEY! BACK ME UP AND SET YOUR PISTOL ON STUN. REMEMBER OUR ORDERS: UNDER NO CIRCUMSTANCES IS OUR PRISONER TO BE HARMED.



WELL, SHE CERTAINLY DIDN'T GET TOO FAR. SHOVE HER BACK INSIDE HER CELL.

SHOULDN'T WE TAKE HER TO THE INFIRMARY? SHE LOOKS IN PRETTY BAD SHAPE. WHAT HAPPENED TO HER?

THE ANSWER IS SIMPLE. JUST AS THE WHITE QUEEN, IN ORORO'S BODY, POSSESSES ORORO'S ABILITY TO CONTROL THE ELEMENTS...



... SO, ORORO IN EMMA FROST'S BODY IS NOW A TELEPATH. THE SUDDEN ACCESSIBLE INFLUX OF PSYCHIC DATA IS OVERWHELMING HER, DRIVING HER INSANE.

GRAB HER, JANET.



WITH SPEED BORN OF DESPERATION, SHE RACES INTO THE NIGHT, FLEEING THE HUNDREDS OF MINDS WHOSE THOUGHTS AND FEELINGS CROWD HER OWN.

SHE'S GROWNING, LOSING TOUCH WITH HER UNIQUE ESSENTIAL SELF.



REALITY BLURS, TWISTS, RE-FORMS, AS ORORO BEARS BULLYBATION IN HER MEMORIES. SHE FLASHES BACK TO A LONG-AGO EVENING IN THE GREENWICH VILLAGE APARTMENT OF HER DEAREST FRIEND, JEAN GREY...

...WHO AS PHOENIX, WAS A FELLOW X-MAN.

JEAN, WILL YOU AT LEAST LET ME ASK FOR THINGS BEFORE YOU TELEKINETICALLY TOSS THEM AT ME?

IT TAKES A FEROCIOUS AMOUNT OF CONCENTRATION TO KEEP MY TELEPATHIC ABILITY IN LINE. SOMETIMES, IF I'M NOT CAREFUL...

CONCENTRATION... IS THE KEY. I MUST MAINTAIN A WALL... AROUND MY MIND... TO BLOCK OUT EVERYONE ELSE'S THOUGHTS.

I'M USED TO FOCUSING MY WILL... WHEN I CONTROL THE WEATHER, THE PROCESS IS SIMILAR--AND ...IT'S BEGINNING TO WORK!

DIDN'T YOU ASK I'M SORRY, ORORO.

... I GET PEOPLES' THOUGHTS AND WORDS CONFUSED.

AND IN KITTY PRYDE'S DORMITORY ROOM...

WHAT AM I GOING TO DO? I CAN'T RUN AWAY. I'D JUST BE SENT BACK HERE AND IF I HEADED FOR THE X-MEN, I'D GET PROFESSOR XAVIER IN TROUBLE.

I ALMOST WISH THE HELLFIRE CLUB WOULD MAKE A MOVE. THIS WAITING IS DRIVING ME LOONEY!

KITTY! ARE YOU ALL RIGHT?!

CRIPES! THE WHITE QUEEN!

I'VE HEARD OF GIVING A GIRL WHAT SHE WANTS, BUT THIS IS RIDICULOUS!

EVEN AS THE THOUGHT FLASHES ACROSS HER BRAIN...

...KITTY DIVES OFF THE BED, MEANING TO ANGLE THROUGH THE FLOOR AND ESCAPE...

CHILD--DON'T STOP!

KITTY!!

GODDESS FORGIVE ME, WHAT HAVE I DONE? WHEN I CALLED OUT TO HER, I SOMEHOW INSTINCTIVELY ACTED TO STOP HER AS WELL. MY... PSI-BOLT HIT HER WITH THE IMPACT OF A BRICK WALL.

I CAME TO SAVE THIS CHILD I LOVE--

--AND INSTEAD I MAY HAVE KILLED HER!

WUNNGFF!

TO BE CONCLUDED... IN E. THE HELLFIRE GAMBIT!