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WIN A *Columbia* TEN-SPEED
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DETAILS INSIDE



THE UNCANNY

X-MEN™



AND NOW FOR
SOMETHING
COMPLETELY
DIFFERENT!

A Fine Token
The Kid Rescan



71486102461

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EVEN BY THE X-MEN'S STANDARDS, THIS HAS NOT BEEN THE BEST OF TIMES. TRUE, THEY'VE JUST SURVIVED A RUTHLESS ASSAULT BY THE VILLAINOUS HELLFIRE CLUB, * BUT IN THE PROCESS, THE VENERABLE MANSION WHICH HOUSES PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS -- AND WHICH ALSO DOUBLES AS THE SECRET HEADQUARTERS OF THE TEAM OF MUTANT SUPER-HEROES FOUNDED BY XAVIER -- SUFFERED CONSIDERABLE DAMAGE.

HOW CONSIDERABLE IS ONLY
JUST BECOMING APPARENT.

WHERE DO YOU
WISH THIS PILE
OF WRECKAGE
PLACED, CYCLOPS?

*LAST ISH--L.

DOWN BY THE
BOATHOUSE,
COLOSSUS, WE'LL
SORT THROUGH
IT-- AND TRY TO
DETERMINE WHAT'S
SALVAGEABLE--
WHEN THIS MESS
IS COMPLETELY
CLEARED OUT.

HURRY BACK, PETEY.
THERE'S A WHOLE
HECKUVA LOT MORE
WHERE THAT CAME
FROM. EVEN BY MY
STANDARDS, THIS
WAS A SCRAP TO
REMEMBER.

THE UNCANNY X-MEN™ Vol. 1, No. 153, January, 1982. (U.S.P.S. 539-950) Published by MARVEL COMICS GROUP, James E. Galton, President, Stan Lee, Publisher, Michael Hobson, Vice-President, Publishing, Milton Schiffman, Vice-President, Production. OFFICE OF PUBLICATION: 575 MADISON AVENUE, NEW YORK, N.Y. 10022. Controlled Circulation postage paid at New York, NY and at additional mailing office. Published monthly. Copyright © 1981 by Marvel Comics Group, a division of Cadence Industries Corporation. All rights reserved. Price 60¢ per copy in the U.S. and Canada. Subscription rate \$7.20 for 12 issues. Canada, \$8.20. Foreign, \$9.20. Printed in the U.S.A. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE UNCANNY X-MEN (including all prominent characters featured in the issue), and the distinctive likenesses thereof, are trademarks of the MARVEL COMICS GROUP. Postmaster: Send address changes to Subscription Dept., Marvel Comics Group, 575 Madison Avenue, New York, N.Y. 10022.

HIS SUPER-STRONG ARMORED FORM EASILY HANDLING THE MASSIVE, UNWIELDY LOAD, COLOSSUS HEADS ACROSS THE BACK YARD-- WHILE, BEHIND HIM, CYCLOPS USES HIS OPTIC FORCE BLASTS AND WOLVERINE THE RETRACTABLE, RAZOR-SHARP ADAMANTIUM CLAWS BUILT INTO HIS HANDS, TO BEGIN WORK ON ANOTHER PILE.



EXCELLENT, COLOSSUS.

THE CLEAN-UP GOES SLOWLY, PROFESSOR, BUT I BELIEVE WE WILL BE FINISHED TOMORROW.

BESIDE THE POOL, CAROL DANVERS-- A FORMER AVENGER WHO RECENTLY LOST HER SUPER-POWERS, NOW XAVIER'S PATIENT-- MINISTERS TO THE X-MEN'S LEADER, STORM.

OUCH! SORRY, I DIDN'T MEAN TO FLINCH. MY WHOLE HEAD IS SORE. WHERE WAS I-- OH, YES! THE WHITE QUEEN SWITCHED PERSONAS WITH ME, SO THAT HER CONSCIOUSNESS WAS IN MY BODY AND MINE IN HERS. WHEN THE X-MEN BATTLED THE HELLFIRE CLUB, I HAD NO CHOICE BUT TO FIGHT HER AS I WOULD ANY OTHER VILLAIN.



SOUNDS GRIM.

* FOR DETAILS, SEE AVENGERS ANNUAL #10--L.

IT WAS. THE HELLFIRE CLUB WAS ROUTED-- BUT MY BODY PAID THE PRICE. I ACHE, WHILE THE WHITE QUEEN ESCAPED VIRTUALLY UNSCATHED.



SOMEHOW, IT DOESN'T SEEM QUITE FAIR.

PROFESSOR, I'VE FINISHED MY INSPECTION TOUR. I THOUGHT I'D TELEPORT AND GIVE YOU THE NEWS IN PERSON RATHER THAN OVER THE INTERCOM OR BY HAVING YOU READ MY MIND.



THINGS ARE AS BAD AS WE FEARED.

THE DANGER ROOM, THE PRIME COMPUTER AND ONE WING OF THE HOUSE ARE A TOTAL LOSS. THE HANGAR COMPLEX AND OUR "BLACKBIRD" AIRCRAFT SUFFERED MINIMAL DAMAGE.

PROFESSOR, WE CANNOT EFFECT REPAIRS BY OURSELVES. WE LACK THE TOOLS, THE RAW MATERIALS, THE EXPERTISE. WHAT ARE WE TO DO?



THE BEST WE CAN, NIGHT-CRAWLER, WITH WHAT WE HAVE.

HE'S QUITE RIGHT, THOUGH. OUR PHYSICAL-- AND FINANCIAL-- RESOURCES HAVE BEEN STRAINED TO THE BREAKING POINT, AND AT THIS MOMENT, I SEE NO VIABLE SOLUTION.



A SUDDEN SHOUT FROM ABOVE HERALDS THE APPEARANCE OF THE TEAM'S YOUNGEST MEMBER, KITTY PRYDE, AS SHE PHASES THROUGH THE ROOF.



PETER!

GOOD EVENING, KATZCHEN. I'VE NOT SEEN YOU ALL DAY. WHERE HAVE YOU BEEN KEEPING YOURSELF?

I'VE BEEN WORKING, KURT-- HARD!-- JUST LIKE YOU GUYS!

PETER, IT'S ILLYANA'S BEDTIME. ARE YOU GOING TO TUCK HER IN OR AM I?



I SHALL BE UP DIRECTLY, KATYA, AS SOON AS I'VE WASHED AND CHANGED CLOTHES.

OKAY. DON'T BE LONG.

AFTER DOING THAT AND TRANSMUTING HIS BODY FROM ORGANIC STEEL TO ORDINARY FLESH AND BLOOD, PETER RASPUTIN SOON JOINS HIS LITTLE SISTER IN HER ROOM.



< WHAT TROUBLES YOU, LITTLE SNOWFLAKE? >

< I AM FRIGHTENED, PIOTR NIKOLIEVITCH. THE BAD THINGS THAT HAPPENED, WILL THEY HAPPEN AGAIN? WILL BAD PEOPLE COME TO HURT YOU AND ME?? >

< DON'T BE SCARED, ILLYANA. WE'LL PROTECT YOU. >

< PETER, WHY DON'T YOU TELL HER A STORY? THAT ALWAYS MADE ME FEEL BETTER WHEN I WAS A KID. >



AND HOW MANY MONTHS AGO WAS THAT?

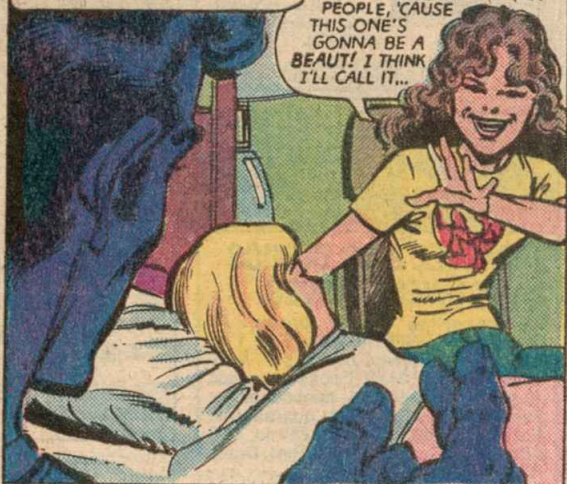
NEVER YOU MIND! YOU AIN'T SO OLD YOURSELF, BUSTER!

< COULD KATYA TELL IT, PLEASE. I LIKE HER STORIES BEST. >

< AFTER A REQUEST LIKE THAT, HOW CAN I REFUSE? I'M GLAD THE PROFESSOR TELEPATHICALLY TAUGHT US ALL RUSSIAN! >

< LESSEE... YEAH-- OH, YEAH! >

< HOLD ONTO YOUR HATS, PEOPLE, 'CAUSE THIS ONE'S GONNA BE A BEAUT! I THINK I'LL CALL IT... >



KITTY'S FAIRY TALE

THE PLAYERS:



KITTY PRYDE
as
PIRATE KITTY



KURT WAGNER
(NIGHTCRAWLER)
as
(under protest)
a B.A.M.F.



PETER RASPUTIN
as
COLOSSUS,
her true love



LOGAN
(WOLVERINE)
as
the FIEND
WITH
NO NAME



The SR-71 "BLACKBIRD"
as
LOCKHEED THE DRAGON



SCOTT SUMMERS
as
the NOBLE PRINCE



CHARLES XAVIER
as
the WIZARD



JEAN GREY
(PHENIX)
as the
ENCHANTED
PRINCESS



ORORO (STORM)
as
the GENIE



ONCE UPON A TIME, IN THE CALIPHATE OF NYU YORK, THERE LIVED A YOUNG WOMAN NAMED PIRATE KITTY!

SHE WAS KNOWN THROUGHOUT THE LAND...

TOGETHER WITH HER STALWART COMPANION-- AND TRUE ET. FRIEND-- COLOSSUS.

THEY WERE LOVED BY THE POOR AND DOWNTRODDEN, IN WHOSE DEFENSE THEY FOUGHT, AND HATED BY THE RICH, CRUEL OPPRESSORS OF THE COMMONERS.

MANY WERE THE ATTEMPTS TO CAPTURE THEM.

THEY'RE SURROUNDING US, COLOSSUS. LET'S TAKE THE HIGH ROAD WHILE IT'S STILL OPEN.



AND SPECTACULAR WERE THEIR ESCAPES.

COLOSSUS COULD MAGICALLY TRANSFORM HIMSELF INTO A MAN OF STEEL.



WHEN HE DID, HE POSSESSED THE STRENGTH OF AN ARMY!

AND HE KNEW HOW TO USE IT, TOO.



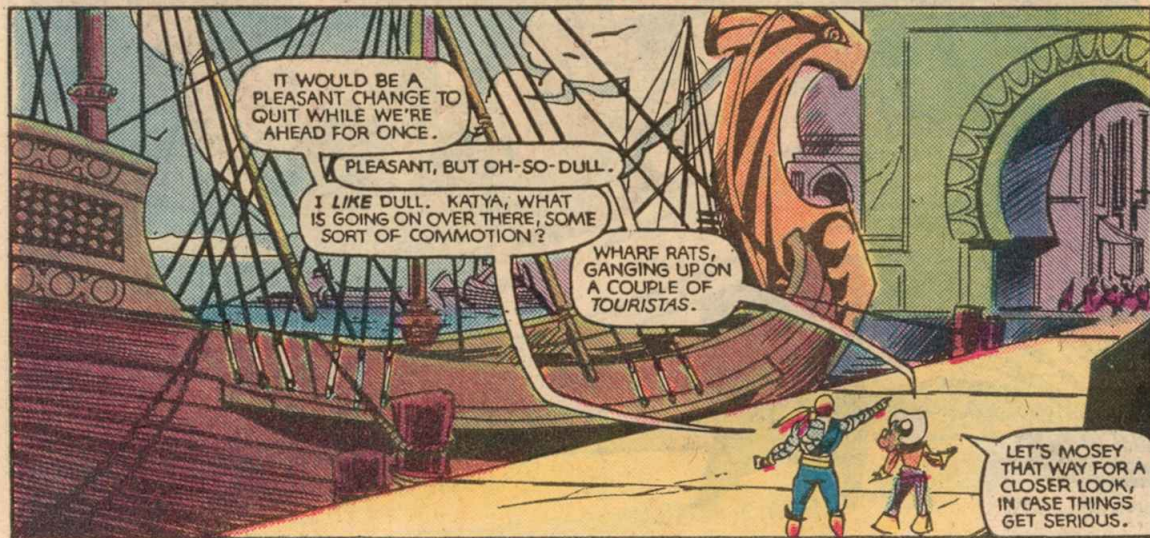
HE'S TOPPLED THE WALL! THE WAY IS BLOCKED!

LATER, DOWN BY THE DOCKS...



THIS IS A BIG, BRIGHT, WONDERFUL CITY, BUT I THINK WE ARE RAPIDLY WEARING OUT OUR WELCOME.

TIME TO UP ANCHOR, hm...?



IT WOULD BE A PLEASANT CHANGE TO QUIT WHILE WE'RE AHEAD FOR ONCE.

PLEASANT, BUT OH-SO-DULL.

I LIKE DULL. KATYA, WHAT IS GOING ON OVER THERE, SOME SORT OF COMMOTION?

WHARF RATS, GANGING UP ON A COUPLE OF TOURISTAS.

LET'S MOSEY THAT WAY FOR A CLOSER LOOK, IN CASE THINGS GET SERIOUS.



LOST YER WAY, GENTLEMEN? THAT'S TOO BAD--FER YOU!

LET US PASS, PLEASE. WE ARE SIMPLE TRAVELLERS. WE COME IN PEACE.

WELL, LA-DE-DAH, LISTEN TO THE YOUNGSTER TALK. YE'LL DEPART IN PIECES, YA SCUT, LESS'N YA HAND OVER YER GOLD.



I WARN YOU, SIR. I AM A WIZARD. WE BOTH POSSESS POWERS --UNNGH!

ME, TOO, BALDY!

POW!



BY ALL THE GREAT GODS, THE YOUNG ONE'S EYES SPOUT FIRE! HE'S A DJINN, A DEMON!

PIN HIS HEAD, ROAK, SO THE FIRE CAN'T TOUCH US, THEN SLIT HIS THROAT.

AYE! THEN WE'LL SEE IF DEMONS CAN BLEED--AND DIE!



IT'LL BE A PLEASURE -- OWW!

HEY, LEGGO MY ARM!



YYYYYY!

IF YOU INSIST, TOVARISCH HAPPY LANDINGS!



IT'S PIRATE KITTY AND COLOSSUS! RUN!

A SENSIBLE DECISION. MAKE AN EVEN MORE SENSIBLE ONE--

--DON'T COME BACK!

THOSE WHARF RATS WILL NOT BOTHER YOU AGAIN. YOUR COMRADE SEEMS TO HAVE, er, LOST HIS BALANCE.

HE IS A WIZARD, AND MY FRIEND.



LET'S STRAIGHTEN HIM OUT, COLOSSUS--GENTLY DOES IT.

ARE YOU HURT, SIR?

ONLY MY PRIDE.



I AM NOT USED TO PHYSICAL COMBAT.

THEN WHAT ARE YOU DOING IN THIS MOST DANGEROUS PART OF TOWN?



WE SOUGHT TO HIRE A BOAT.



I AM XAVIER, MASTER OF THE ARTS ARCAINE.

YOU MAY CALL MY LORD, CYCLOPS. IN HIS OWN LAND, HE IS A PRINCE, A MIGHTY WARRIOR, A JUST RULER. WE ARE ON A QUEST.

NOT LONG AGO, IN A DESPERATE ATTEMPT TO SAVE CYCLOPS AND HIS REALM FROM DESTRUCTION, MY APPRENTICE--HIS BELOVED PRINCESS JEAN-- ALLIED HERSELF WITH PRIMAL UNIVERSAL FORCES. SHE WAS VICTORIOUS, BUT IN THE PROCESS SHE WAS CORRUPTED BY THE DARK SIDE OF HER SOUL...

"... TRANSFORMED INTO A BEING OF ABSOLUTE EVIL."

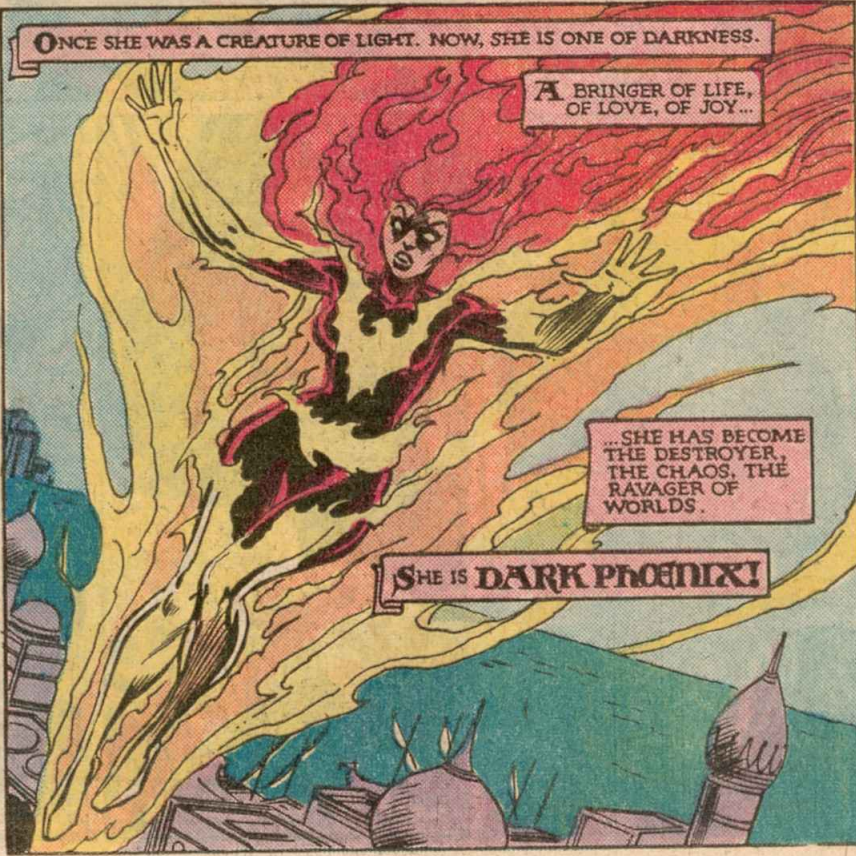
ONCE SHE WAS A CREATURE OF LIGHT. NOW, SHE IS ONE OF DARKNESS.

A BRINGER OF LIFE, OF LOVE, OF JOY...



'SCUSE ME, WIZ -- BUT WOULD THAT HAPPEN TO BE HER?

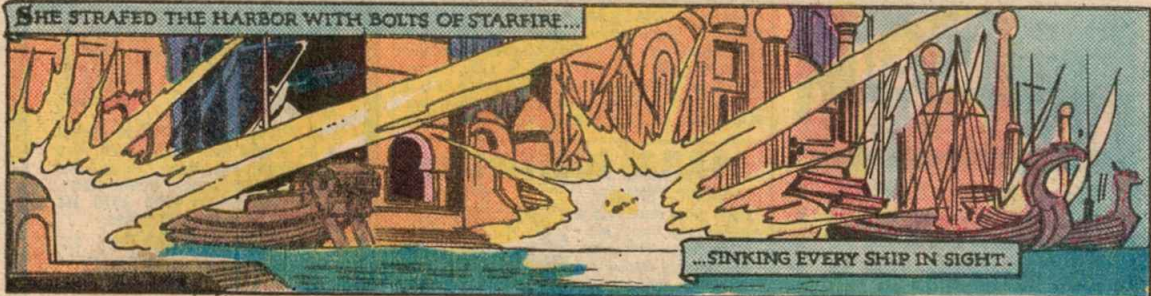
BRIGHT LADY PRESERVE US!



... SHE HAS BECOME THE DESTROYER, THE CHAOS, THE RAVAGER OF WORLDS.

SHE IS DARK PHOENIX!

SHE STRAFED THE HARBOR WITH BOLTS OF STARFIRE...



...SINKING EVERY SHIP IN SIGHT.

YOUR QUEST IS OVER, OLD MAN, ALMOST BEFORE IT'S TRULY BEGUN.



I DON'T LIKE THE SOUND OF THAT.

KNOW ANY GOOD DEFENSIVE SPELLS, WIZ?

I HAVE ASCENDED AS FAR ABOVE HUMANITY AS IT HAS ABOVE THE AMOEBA. I AM A GODDESS INCARNATE!

I TOLD YOU WHAT WOULD HAPPEN SHOULD YOU CONTINUE TO DEFY ME.



YOU CHOSE TO DEFY MY WARNING.

NOW PAY THE PRICE!



GET DOWN, PRINCE CYCLOPS! I WILL PROTECT--

AAHRR!



COLOSSUS!

I AM NOT HARMED, KATYA, THOUGH THE STARBOLT STAGGERED ME.

NEXT TIME, TIN MAN, IT WILL REDUCE YOU TO MELTED SLAG!

THERE WILL BE NO "NEXT TIME," MY LADY. YOUR REIGN OF TERROR IS ENDED!



NO!



IN THE BLINK OF AN EYE, BEFORE THE WIZARD CAN CAST HIS ENCHANTMENT, SHE WAS GONE, LEAVING UTTER DEVASTATION IN HER WAKE.



THIS ROUND GOES TO YOU, OLD MAN. BUT AS SURELY AS THE SUN SPINS THROUGH THE HEAVENS-- THERE WILL BE A RECKONING!

INDEED THERE WILL, MY CHILD. FOR ALTHOUGH IT MAY COST MY LIFE, I WILL PERSEVERE.

BUT, ALAS...

... WITH ALL THESE VESSALS SUNK, I MAY NEVER GET CLOSE ENOUGH TO USE IT.

LEAVE THAT TO ME.

PIRATE KITTY GESTURED, AND SUMMONED...

WHAT'S THAT, WIZ?



JEAN'S SOUL, HER TRUE SELF. THIS CRYSTAL IS THE ONLY WEAPON CAPABLE OF DESTROYING DARK PHOENIX.

... BUT NOTHING HAPPENED.

THIS IS GONNA BE HARDER THAN I THOUGHT.

Hmmmmmm...

WHAT IS SHE DOING? IS THE CHILD A SORCERESS?!

SHUSH, YOU TWO. I'M CONCENTRATING!

SOMETHING LIKE THAT. JUST WATCH. YOU'LL SEE.



THAT MAY BE THE CASE, BUT I GET THE FEELING SOMEONE IS NOT LISTENING.

... THAT IF "SOMEONE" KEEPS THIS UP...

... HE'S GONNA REGRET HE WAS EVER HATCHED.

I GET THE FEELING...



POWEEET!



ABOUT FLIPPIN' TIME! WHERE YOU BEEN, YOU BIG GALOOT?!

GOODNESS!

WHERE D'YE THINK, DARLIN'?
DOWN WHERE IT'S SAFE!

WELL, STRETCH YOUR WINGS,
LOCKHEED. I'VE GOT US A MISSION.



WHAT D'YE MEAN "US," COLEEN?
IF YE'VE TAKEN A JOB, THAT'S
YOUR PROBLEM. I WANT NO PART
OF IT. I AM RETIRED.

WATCH ME. I'M THE LAST O' ME KIND, DARLIN'. AN' EVERY TIME YE ASK ME
HELP, I'M THE ONE THAT SUFFERS F'R IT! ONLY LAST YULETIDE-- WHEN YE
SCRAPPED WITH THAT DEMON -- I WAS NEARLY TORN T' PIECES...

THE HECK YOU ARE!
YOU CAN'T RUN
OUT ON ME NOW!

... NOT T' MENTION BARBECUED IN ME OWN CAVE!



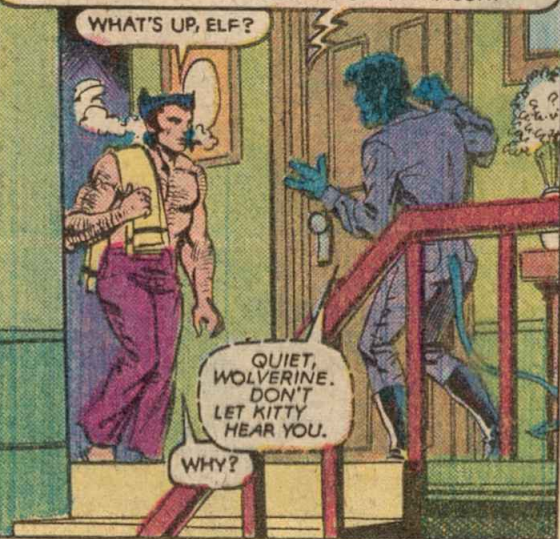
HE
WAS
TRYING
TO
KILL
ME!

THAT'S NO EXCUSE.

LISTEN, LUMMOX, IF YOU THINK
YOU'RE GONNA EMBARRASS ME
IN FRONT OF COLOSSUS' AN'
EVERYBODY--!

THE DISCUSSION
WAS FIERCE AND
TO THE POINT, THE
OUTCOME NEVER
TRULY IN DOUBT...

... AS PIRATE KITTY'S ELOQUENCE-- AND WELL-REASONED
ARGUMENTS-- FINALLY SWAYED THE GIANT DRAGON.



WHAT'S UP, ELF?

QUIET, WOLVERINE.
DON'T
LET KITTY
HEAR YOU.

WHY?



WHISPER, BLAST IT! SHE'S
TELLING ILLYANA A BEDTIME
STORY, AND IT IS MAGNIFICENT!

LISTEN, AND
JUDGE FOR
YOURSELF.

IT BETTER BE GOOD,
FUZZY, 'CAUSE I FEEL
PRETTY SILLY STANDIN'
HERE-- AND I DON'T
LIKE TO FEEL SILLY.

THEY FLEW ALL THROUGH THE NIGHT, FOLLOWING DARK PHOENIX'S TRAIL ACROSS THE CONTINENT, THEN OUT OVER THE GREAT WESTERN OCEAN.

SO YOUR APPRENTICE COULDN'T HANDLE THE POWER SHE ABSORBED, HUH, WIZ.

IT ISN'T QUITE THAT SIMPLE, MISTRESS KITTY. JEAN POSSESSED THE ABILITY TO WIELD THE POWER--



--ELSE IT WOULD HAVE DESTROYED HER OUTRIGHT.

BUT TO ALL THINGS-- ALL CREATURES-- ARE THEIR PROPER SEASONS. THE PHOENIX-FORCE IS MEANT TO BE USED BY AN... ADULT. ON THAT COSMIC SCALE, HOMO SAPIENS AS A RACE IS NO MORE THAN AN INFANT.

AS WELL, THERE EXISTS WITHIN EVERYONE A DARK SIDE, TO BALANCE AND GIVE MEANING TO THE LIGHT.



BECAUSE JEAN LACKED THE "COSMIC AWARENESS", THE MATURITY OF SELF...

...TO PROPERLY CONTAIN THE PHOENIX-FORCE, IT DISRUPTED THE BALANCE WITHIN HER SOUL, AND THE DARK SIDE GAINED ASCENDANCY.



THAT ESSENTIAL BALANCE MUST BE RESTORED. I ONLY PRAY THAT WE ARE NOT ALREADY TOO LATE, THAT HER TRANSFORMATION IS NOT IRREVERSIBLE.

I HATE LIKE TH' DICKENS TO INTERRUPT Y'R COLLOQUY...



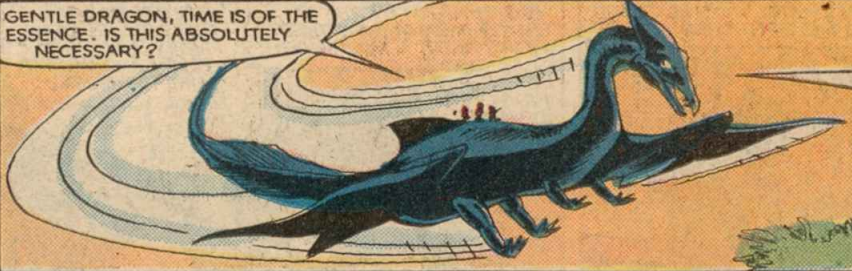
I'LL BET YOU DO.

SMART MOUTH KID. YE'LL GET Y'RS.



ANYWAY, I'M TIRED AN' I'M HUNGRY, SO I'M CALLIN' A BRIEF R-'N'-R -- REST-AN'-REFUELIN'-- STOP.

GENTLE DRAGON, TIME IS OF THE ESSENCE. IS THIS ABSOLUTELY NECESSARY?



GENTLE WIZARD, IF YE'RE IN SUCH A TEARIN' HURRY, YE CAN ALWAYS SWIM THE REST O' THE WAY.

LOCKHEED'S GONE HUNTING, KITTY, AND I'M GOING EXPLORING. WANT TO COME?

THANKS, COLOSSUS, BUT I FEEL PRETTY BUSHED. I'M GONNA CATCH SOME "Z'S".



BIGTHINGS!

HUSH, PINI! THEY'LL HEAR YOU!

THEY'RE LEAVING THE GIRL ALONE! GREAT!!

MINUTES LATER, KITTY WAS ENJOYING A NIFTY--AND VERY NAUGHTY-- DREAM WHEN SOMETHING FLOPPED OUT OF NOWHERE ON TO HER STOMACH.

Hmnh...? WHUZZAT...?

HUH!?!

I'M NO GIRL. I'M A PIRATE. AND I'M DREAMING. THIS IS TOO RIDICULOUS TO BE REAL.

Humph! PRETTY SMART TALK--

--FROM A LADY WHO RIDES A DRAGON!

BAMF

HEY!!

WHAT THE HECK ARE YOU?!?

I'M A BAMF! AND YOU'RE A GIRL!

WANT TO MAKE BEAUTIFUL MUSIC TOGETHER, LEIBCHEN?

Ach, I DON'T KNOW WHETHER TO DIE OF EMBARRASSMENT, OR STRANGLE KITTY.

GRIN AN' BEAR IT, BUB. I THINK SHE PEGGED YOU JUST RIGHT.

'RORO, CAROL, TAKE A PEW AN' LISTEN-UP. KITTY'S SPINNIN' THE SWEETEST YARN SINCE "CASABLANCA."

PHEW!

WHAT A STINK! WHERE'D YOU GO, FELLA? AND WHY'D YOU COME BACK?

OH, WE CAN TELEPORT. IT'S EASY, AND FUN! I CAME BACK BECAUSE I'M IN LOVE.

WITH YOU!

Sigh.

YIKES!!

GIRL!

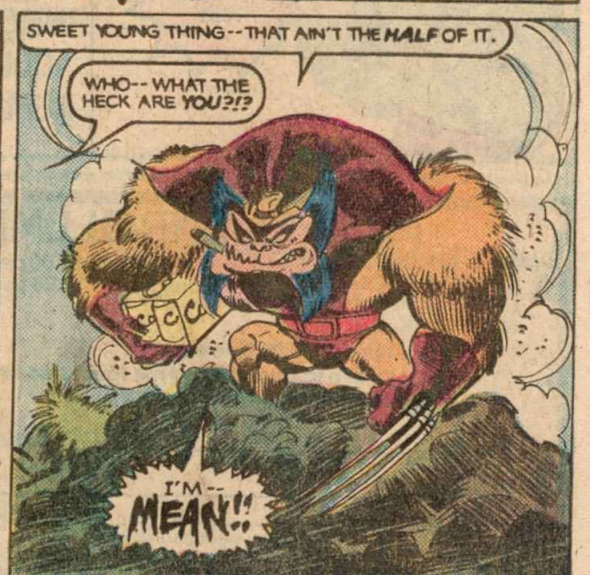
WHERE?!

MINE!

I SAW HER FIRST!

TOUGH!







HAH! KITTY MAY HAVE "PEGGED" ME, MEIN FREUND, BUT SHE SKEWERED YOU.

WHAT'S A MATTER, ELF-- JEALOUS?

WE WOULDN'T MISS IT FOR THE WORLD, CAROL. IT HAS BEEN TOO LONG SINCE THESE HALLS HAVE HEARD THE SOUND OF LAUGHTER.

PROFESSOR, SCOTTY, JOIN THE PARTY.

NOW I'VE DOWNED A BREW, IT'S TIME FER BUSINESS.

I HAD FEELIN'S FER JEANNIE, BUB, AN' SHE FER ME. YOU STOLE HER-- AN' YOU'RE GONNA PAY!

ARE YOU SURE WE CAN'T TALK ABOUT THIS? PRINCE, WHAT'S GOING ON HERE?!

THE FIEND THOUGHT HIMSELF MY RIVAL FOR JEAN. HE NEVER ACCEPTED HER LOVE FOR ME. BE WARNED, PIRATE KITTY, HE IS NOT ONE FOR TALK.

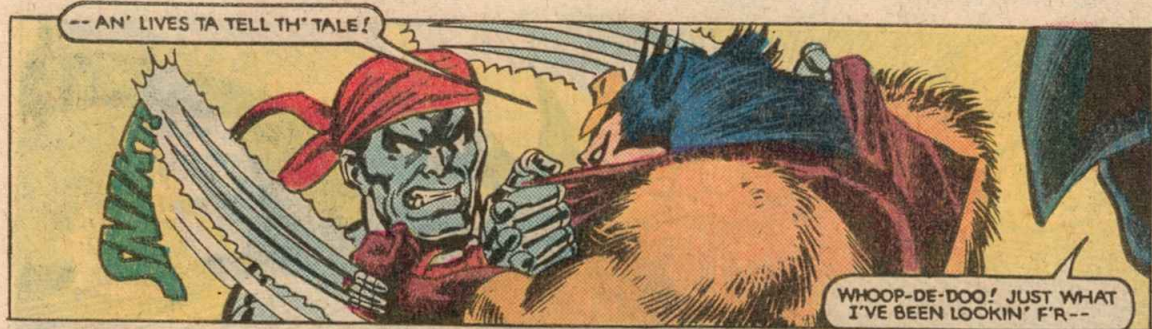
DARN STRAIGHT. OUTTA MY WAY, SHORT-STUFF.

IF YOU KNOW ANY PRAYERS, PRINCE...

... I SUGGEST, TOVARISCH, THAT YOU SAVE YOUR PRAYERS FOR YOURSELF. YOU WILL NEED THEM.

KATYA IS MY FRIEND. YOU HARM HER AT YOUR PERIL.

OH, YEAH? NO ONE LAYS HANDS ON ME, BUB--



-- AN' LIVES TA TELL TH' TALE!

WHOOOP-DE-DOO! JUST WHAT I'VE BEEN LOOKIN' F'R--



--DESSERT!



EEEEYOW!

DO YOU MIND?!!

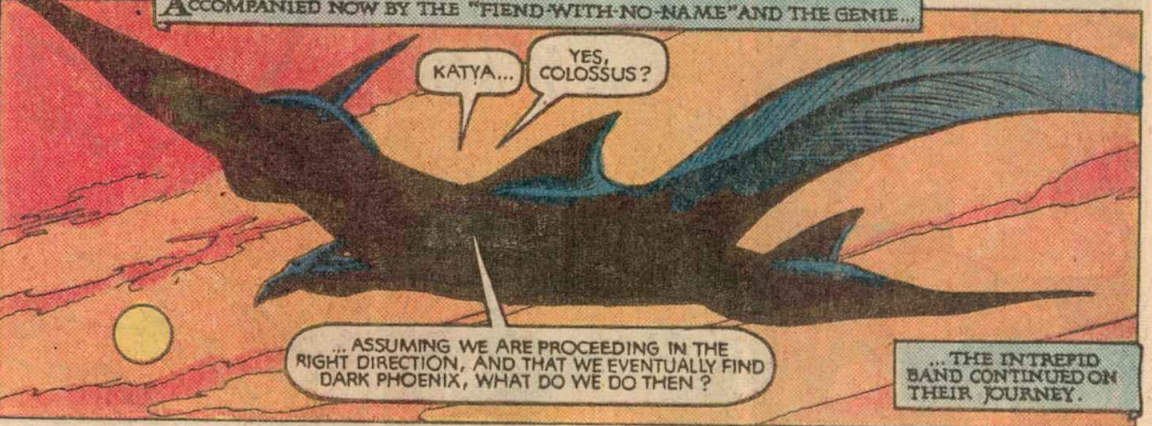


C'MON, DARLIN' INDULGE ME. PLEASE. HE LOOKS SOOOO TASTY.

BEHAVE YOURSELF, LOCKHEED!

AND THAT GOES TRIPLE FOR YOU, FUZZY. OR ELSE.

ACCOMPANIED NOW BY THE "FIEND WITH NO NAME" AND THE GENIE...

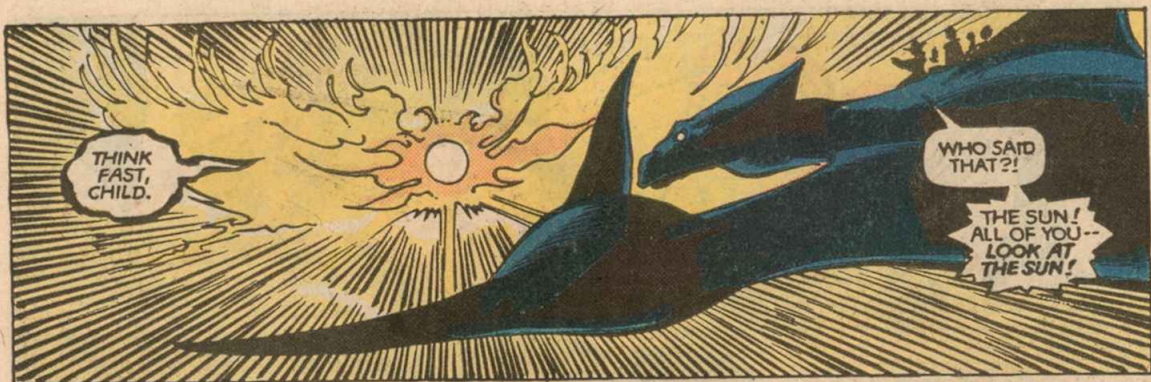


KATYA...

YES, COLOSSUS?

... ASSUMING WE ARE PROCEEDING IN THE RIGHT DIRECTION, AND THAT WE EVENTUALLY FIND DARK PHOENIX, WHAT DO WE DO THEN?

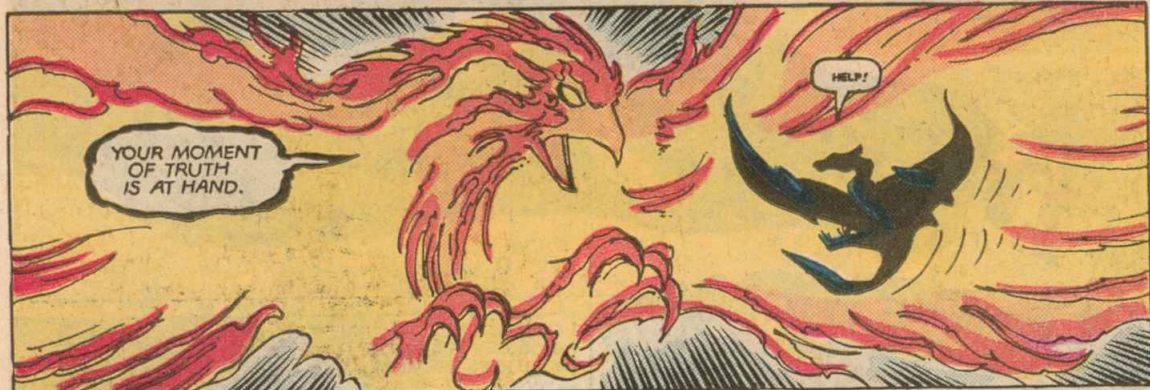
... THE INTREPID BAND CONTINUED ON THEIR JOURNEY.



THINK FAST, CHILD.

WHO SAID THAT?!

THE SUN! ALL OF YOU-- LOOK AT THE SUN!



YOUR MOMENT OF TRUTH IS AT HAND.

HELP!



CAN ANY POWER EVER HOPE TO RIVAL HERS? OR STOP HER?

PERHAPS NOT, COLOSSUS. BUT WE MUST AT LEAST TRY.

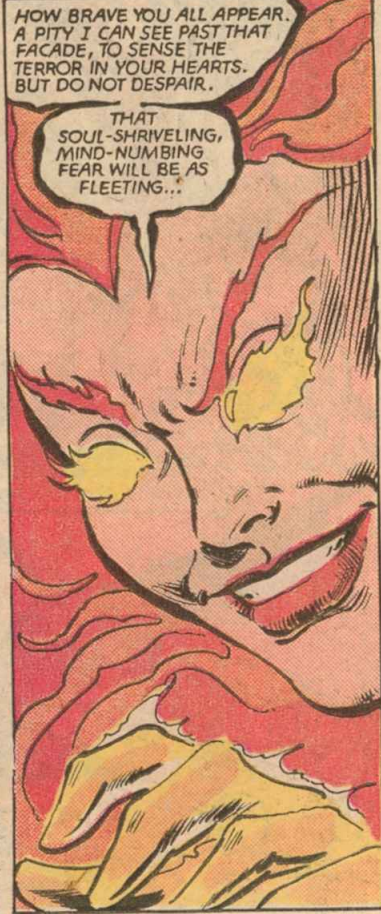
GEE, I HOPE SHE'S FRIENDLY.



HOPE SPRINGS ETERNAL, LITTLE ONE-- ESPECIALLY IN THE MOST HOPELESS OF SITUATIONS.

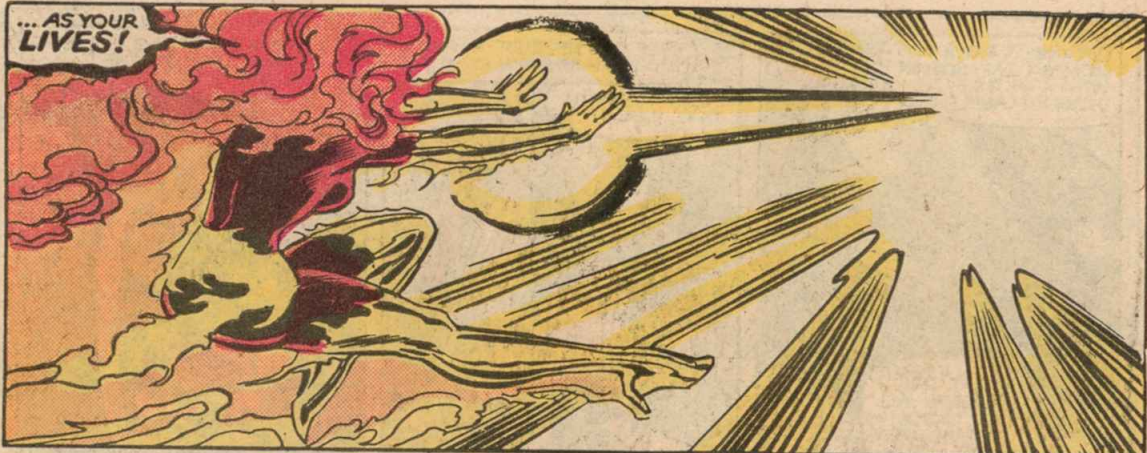
JEANNIE???

WOW!!



HOW BRAVE YOU ALL APPEAR. A PITY I CAN SEE PAST THAT FACADE, TO SENSE THE TERROR IN YOUR HEARTS. BUT DO NOT DESPAIR.

THAT SOUL-SHRIVELING, MIND-NUMBING FEAR WILL BE AS FLEETING...



... AS YOUR LIVES!



NOT DEAD. I AM IMPRESSED.

I SUSPECT, XAVIER...

MY MYSTIC SHIELDS HELD AGAINST HER INITIAL ATTACK. BUT I FEAR THEY-- AND WE-- WILL NOT SURVIVE A SECOND.

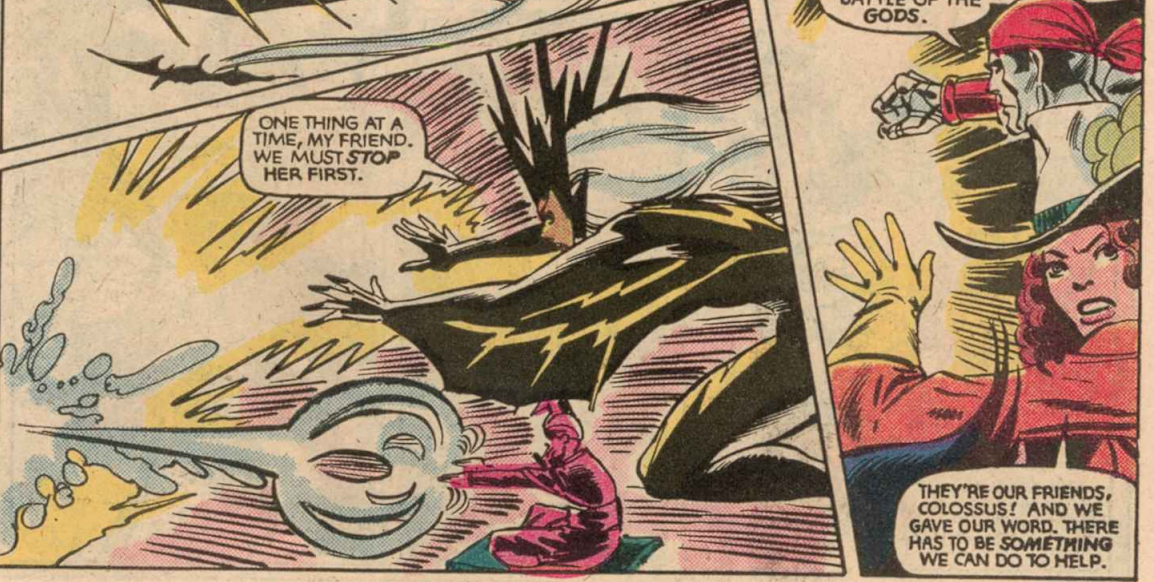
... THAT THIS IS YOUR DOING. CONSIDER IT YOUR SWAN SONG.



IN THAT CASE, WIZARD...

... LET US TAKE THE FIGHT TO HER!

WIND-RIDER, REMEMBER THAT WITHIN THE SOUL OF THE DEMON LIES THE TRUE SELF OF ONE WE CHERISH. JEAN IS NOT RESPONSIBLE FOR HER ACTIONS AS DARK PHOENIX. WE MUST SPARE HER IF WE CAN.



ONE THING AT A TIME, MY FRIEND. WE MUST STOP HER FIRST.

SUDDENLY, KATYA, I FEEL VERY SMALL AND QUITE USELESS. WE ARE WITNESSING A BATTLE OF THE GODS.

THEY'RE OUR FRIENDS, COLOSSUS! AND WE GAVE OUR WORD. THERE HAS TO BE SOMETHING WE CAN DO TO HELP.

LOCKHEED, MOVE IN CLOSE AN' ZAP PHOENIX WITH A SHOT OF DRAGONFLAME!

YE'RE DAFT, COLLEEN. ALL THAT'LL DO IS MAKE HER MAD AT ME.

KEEP THIS UP, BUSTER, AN' YOU'LL MAKE ME MAD AT YOU.

I CAN LIVE WITH THAT, DARLIN'.

RELAX, KIDDO.

I THINK I CAN GIVE THIS OVER-GROWN LIZARD ALL THE INCENTIVE HE NEEDS TA DO HIS DUTY.

Huh?

OH, NO! FIEND-- DON'T!



GOOPS!

KITTY AND THE OTHERS--

--THEY'RE FALLING!

BUT I CAN EASILY SAVE THEM.

THE GENIE'S SPELL ENVELOPED KITTY AND HER COMPATRIOTS...

WHAT'S HAPPENING? I--I FEEL... FUNNY!

YOU DUMMY!

HE HATES THAT!

...WITH SOMEWHAT EXTRA-ORDINARY RESULTS.

WINGS! I--WE-- HAVE WINGS! MINE... ARE OF METAL... AND YOURS, KATYA...

STINK!

WHAT KIND OF WINGS ARE THESE FOR PIRATE KITTY, SCOURGE OF THE SEVEN SEAS. YUCK!



I LOVE 'EM.

THAT FIGURES.

THIS CHAIR IS MAGNIFICENT. NOT ONLY CAN I FLY, BUT IT MAGICALLY ENABLES ME TO SEE THROUGH THE BLINDFOLD THAT CONTAINS MY ACCURSED "EYES OF DEATH".

NOT TOO SHABBY, HIGHNESS.

WE CAME HERE TO DO A JOB, TROOPS--



-- AN' NOW THAT WE'VE GOT THE MEANS TO DO IT, WHAT'RE WE WAITING FOR?!



HOLD IT, FUZZBALL! YE AN' ME HAVE A SCORE T' SETTLE.

THE DRAGON!



HEY, FELLA, NO HARD FEELIN'S, RIGHT? I WUZ JUST DOWN' MY BIT FER THE CAUSE, Y'KNOW?



OWW!

ME, TOO, MIDGET.

HAPPY LANDIN'S!



WHO DARES?!

WHO ELSE, BABE?

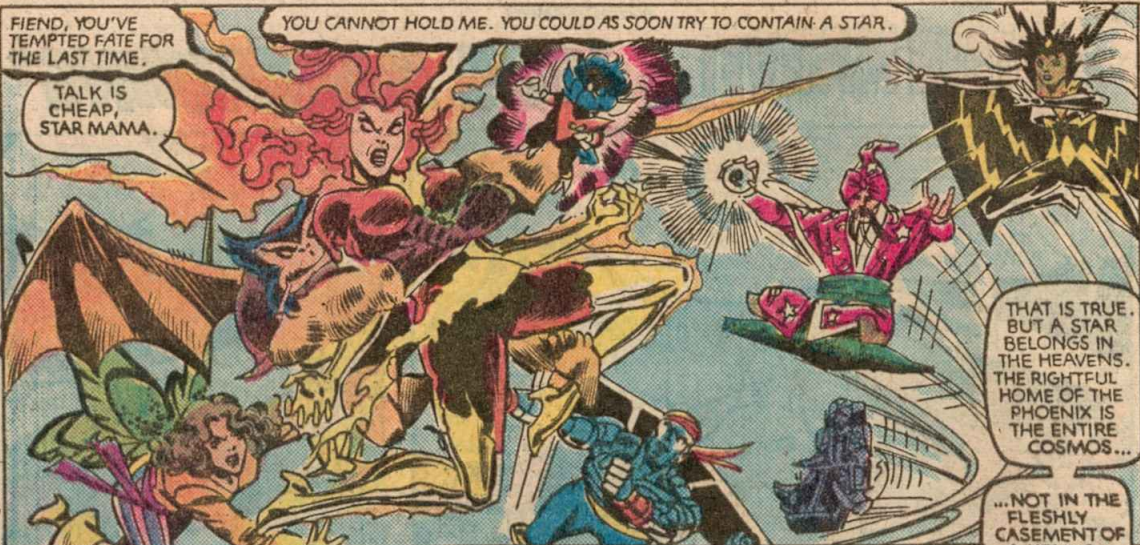
FIEND, YOU'VE TEMPTED FATE FOR THE LAST TIME.

YOU CANNOT HOLD ME. YOU COULD AS SOON TRY TO CONTAIN A STAR.

TALK IS CHEAP, STAR MAMA.

THAT IS TRUE. BUT A STAR BELONGS IN THE HEAVENS. THE RIGHTFUL HOME OF THE PHOENIX IS THE ENTIRE COSMOS...

...NOT IN THE FLESHLY CASEMENT OF A YOUNG WOMAN.



YOU HAVE DONE ENOUGH. IN THE NAME OF MERCY-- IN THE NAME OF LADY JEAN--

-- BE FREE.



"BE GONE!"

PROPELLED BY THE WIZARD'S AND THE GENIE'S WILLS-- SUSTAINED BY THE PRINCE'S LOVE--

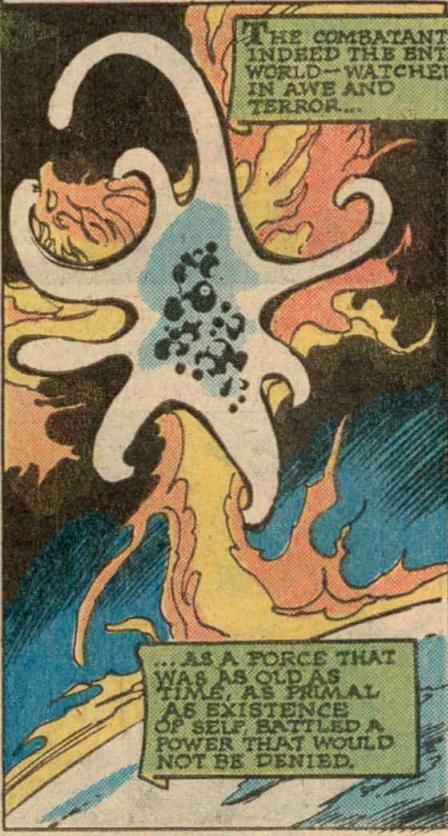
--A LANCE OF BLINDING ENERGY SPEARED INTO THE HEART OF THEIR FOE.



THE WOMAN DISAPPEARED, TRANSFORMED INTO ITS TRUE SELF--

--A HUGE, MAJESTIC FIREBIRD.

AND BATTLING IT, THE SOUL-SELF OF THE WOMAN IT HAD POSSESSED.



THE COMBATANTS-- INDEED THE ENTIRE WORLD-- WATCHED IN AWE AND TERROR...

... AS A FORCE THAT WAS AS OLD AS TIME, AS PRIMAL AS EXISTENCE OF SELF, BATTLED A POWER THAT WOULD NOT BE DENIED.

JEAN HAD FOUGHT THIS BATTLE ONCE AND LOST...

... SHE DOES NOT FAIL.

BELOVED!

MY EYES! WHEN THE PHOENIX LEFT YOU, THE CURSE ON THEM WAS LIFTED. MY LADY... JEAN... ARE YOU...?

ALIVE, LION OF MY HEART? AYE.

AND VERY, VERY WELL.

...AND INNOCENT LIVES HAD PAID THE PRICE.

GIVEN A SECOND CHANCE...

LOCKHEED FLEW OUR HEROES-- EVEN FIEND ONCE KITTY TALKED HIM INTO IT--

--BACK TO THE PRINCE'S LAND, WHERE THE LOVERS WERE MARRIED, AND THEY ALL LIVED HAPPILY EVER AFTER.

SHE IS ASLEEP.

YEAH. MY STORY MUST HAVE REALLY WOWED HER, C'MON, LET'S TIPTOE OUT OF HERE.

WHAT DID YOU THINK OF IT?

NIGHTCRAWLER? OH, NO!

TRUTH, KATZCHEN!

SURE, NIGHT-CRAWLER.

-- WE THOUGHT IT WAS GREAT.

ESPECIALLY THE ENDING.

THANK YOU.

TO BE HONEST, KITTY--

THERE ARE MYRIAD DIMENSIONS, AN INFINITE NUMBER OF ALTERNATE REALITIES. SOMEHOW, SCOTT KNOWS, THE LOVERS DID, INDEED, LIVE HAPPILY EVER AFTER. AND FOR THAT, HE IS CONTENT.

NEXT REUNION WITH THE STARJAMMERS!

BULLPEN BULLETINS

HELLO, AGAIN...

A few months ago, I proudly announced that by popular demand, the Bullpen Bulletins page was back — and it was, for two whole months. Then a small problem developed. Due to a tiny little miscalculation and a great big miscommunication, we suddenly discovered that we had sort of overcommitted our ad space for a few months. The result? No Bullpen Page until things were set right. Well, folks, finally we've got it all straightened out, this time for sure! I absolutely, unequivocally guarantee that there will be a Bullpen Bulletins page each and every issue from now on... so will the fans holding Roger Stern hostage please let him go, or at least remove the bamboo shoots from under his fingernails?

OWARD!

Though this column will appear in print in October, it is about 1:30 A.M., August 19th as these words flow like molasses from my Eberhard Faber #2 onto this yellow legal pad. How, then, can this be late? Are we really working that far a head of our publishing date? Must be. They wouldn't make me stay up all night writing this if they didn't really need it. I'm here today at 9 A.M. Would they? Hmm.

SCENES BEHIND THE COMICS #147

I may be the only writer in comics who can't type at all (hence the legal pad and pencil). This sure takes a long time. Helpful hint to would-be writers and everybody else: Learn to type, even if you have to resort to the Doug Moench technique. Doug, who writes MASTER OF KUNG FU and MOON KNIGHT brilliantly uses one finger to type out his plots and scripts. It's hard that way, but if you want to develop one really strong finger...

COMICS CONVENTIONS R US!

Summer is convention time, and the Mighty Marvel Creative Crew turned out in force for Phil Seuling's July 4th New York Convention, the Chicago Con in mid-July and the biggest of them all, the San Diego Comiccon at the end of July. At his "July Con," as it's commonly called, Phil Seuling hosted a splendid cocktail party for Comics Creators, as is his custom, during which a new record was established for the most lies told in one room. At the Chicago Con, between panel discussions, art auctions and on-stage interviews conducted with class and crisp professionalism by Con host Mike Gold, I found time to attend a nifty party at the home of the FANTASTIC FOUR's superstar artist/writer John Byrne and his beautiful wife Andrea (call her "Andy"), and also to co-host a bash with Archie Goodwin at Chicago's famous Lawry's restaurant, for thirty-two comics folk, including a bunch from the competition. Archie, as you undoubtedly know, is Editorial Director of EPIC ILLUSTRATED magazine, which you ought to go out and buy right now because it's great. (That's not a plug, that's good advice.) In sunny San Diego I met Allen Saunders, a legend in the syndicated strip business for his work on *Mary Worth*, *Steve Roper*, and other top strips, and got a chance to renew acquaintances with B. Kliban, of *Cat* fame, and Larry Niven, the author of *Ringworld* and other great works of science fiction. Most importantly, however, at each of the conventions, I got to talk to and listen to you folks. I learned a lot.

LIKE WHAT, CORNBALL?

Like how much people cared about the death of Phoenix back in X-MEN #137. At the time the story was published, several fans were actually moved to send flowers to the Marvel offices in honor of Phoenix. I was impressed then. Now, I'm deeply touched. It seems that our characters are as real to you as they are to us. Wow.

WHAT ELSE?

I learned that DAZZLER is the dark horse fan fave of 1981! That is to say, many fans seemed to be surprised that they like the book. I'm not. I'm surprised how much they like it. Most folks agreed that the concept of a beautiful, female character with no limit on her power is very intriguing, and that the battle-with-Galactus issue was the "convincer."

MORE...?

Sure. Later, though. Now, before I forget, I want to mention another Convention I'll be attending, the

Minneapolis Comics Convention, October 10 and 11 at the Hotel Leanington in Minneapolis (You thought maybe McKeesport?). For info, write: MPLS Comic Conventions, Box 3221 Traffic Station, Minneapolis, MN 55403.

I'll be mentioning other Cons from time to time as space permits. Give one a try, willya. It's a blast.

LOOSE END DEPARTMENT:

In the last Bullpen Bulletin page published I promised that Editor Dennis J.O'Neil would explain why his friends call him "El Jefe Del Mundo" or "Hel" for short. And so...

O'NEIL'S ORANGECRATE

Okay, I've got no choice. Jim Shooter promised an explanation of my title. No, not the title "editor" (of DAREDEVIL, MOON KNIGHT, POWER MAN & IRON FIST, MASTER OF KUNG FU, SPIDER-WOMAN and BIZARRE ADVENTURES... and no, we never do miss a chance for a plug). My other title. Since Shooter is huge enough to look menacing when he's doing nothing more scary than picking petunias — on weekends, he works as a shade tree — I'll comply. I was ambuling down a lower Manhattan street on my way to a mugging contest when this little man darted out from a doorway... little guy whose last bath had been in the Red Sea the day Moses parted it, dressed in clothing the Salvation Army had probably rejected. I thought, another New York weirdo. He said, "Hey, mein freund. You jefe del mundo, you know? You chief of the world, capeesh?" Well, obviously, I had been mistaken. Here was a sage, a prophet, a messenger from a higher power. His words had the simplicity of profound truth. Then he said, "Hey, jefe, you got any spare change?" But I was already walking away, wondering how to convince the rest of you people...

ANOTHER LOOSE END:

There's a new face in the Bullpen, and an introduction is in order. I'm too tired to strike up the band, and so, without fanfare...

MIGHTY MARVEL'S NEWEST EDITOR...

...is Tom DeFalco, who'll be working on AMAZING SPIDER-MAN, SPECTACULAR SPIDER-MAN, MARVEL TALES, TEAM-UP, GHOST RIDER, and WHAT IF...?. Tom brings an impressive and varied background to the job, having edited for years at Archie Comics, and having written virtually every character in comics, from Fred Flintstone to the Mighty Thor. Shortly before being pressed into service as an editor, he put in a tour of duty as a Marvel mainstay writer, turning in outstanding work on the DAZZLER, MARVEL TWO-IN-ONE, and TEAM-UP. Tom's list of accomplishments and credits goes on and on, but the best thing I can say about him is that he's smart enough to be home in his bed fast asleep now.

OUT OF SPACE ALREADY?

Thank Odin! It's 3:45 A.M.! Too late to go home. Might as well just curl up on the floor of the office here and try to catch a couple of hours sleep. I've got a busy day ahead, what with Bob Hall coming in to plot AVENGERS #219 with Editor Jim Salicrup and me. Let's see, that's the one where the Avengers finally catch up with Moonranger and... hmmm. Mustn't spill the beans.

What a glamorous life! What a hard floor!

NEXT MONTH:

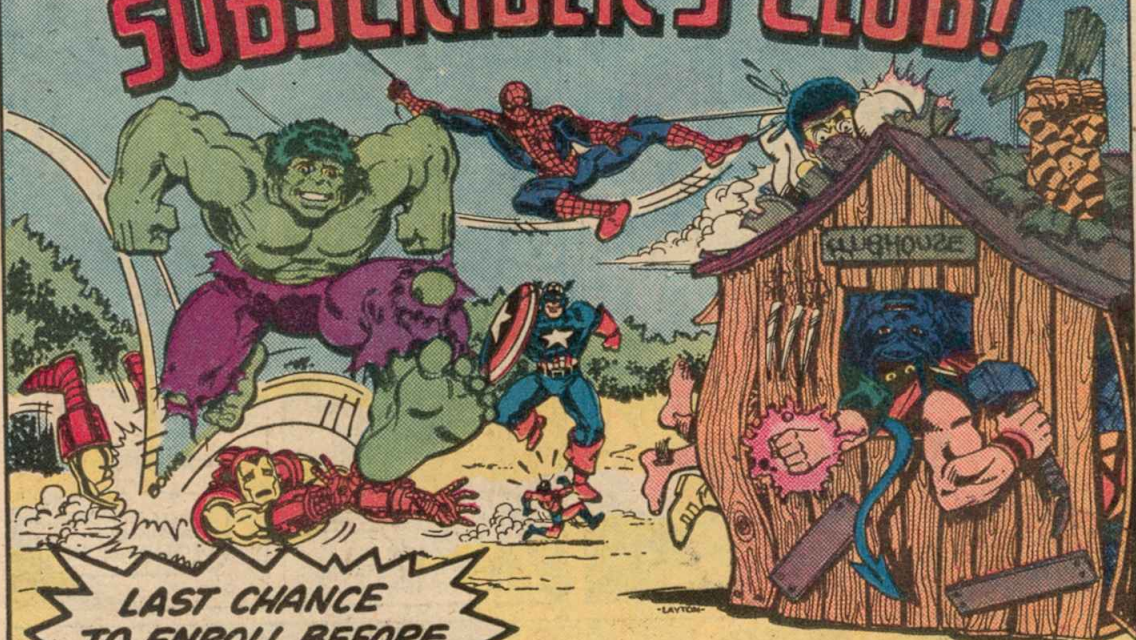
The least-requested feature of all time will appear on this page — an actual photo of me. Careful! If I hear any groans, I'll print two!

Shooter

SHOOTER



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