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JAN

MARVEL® COMICS GROUP



THE UNCANNY

X-MEN™



DD

Stan Lee
PRESENTS...

TRANSFIGURATIONS!

POSSIBLY THE LAST STAND
OF THE UNCANNY
X-MEN!



EXPLOSIVE
DECOMPRESSION!

WE'RE BEING
SUCKED OUT
INTO SPACE!!

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THE INTERNAL HATCHES HAVE ALREADY SEALED TO PROTECT THE REST OF THE SHIP--WE'RE TRAPPED IN HERE! LUCKILY, THE HANGAR BAY IS SO LARGE, IT'LL BE A WHILE BEFORE ITS ATMOSPHERE FULLY VOIDS. WE'LL HAVE TIME TO ACT.

THE WIND IS TERRIFIC-- LIKE BEING CAUGHT IN A TWISTER!

COLOSSUS-- SHIFT TO ARMOR! BLOCK THE HOLE WITH YOUR BODY! DON'T LET ANYONE BE SWEEP PAST!

I WILL DO MY BEST, CYCLOPS.

AS HE RELEASES HIS HANDHOLD, PETER RASPUTIN TRIGGERS HIS BODY'S LIGHTNING TRANSFORMATION FROM FLESH AND BLOOD...

...TO ORGANIC STEEL, BECOMING IN THE PROCESS LARGER, STRONGER, MORE MASSIVE.

I MUST GAUGE MY MOVE PERFECTLY.

DESPITE THAT, HE IS CARRIED ALOFT AS EASILY AS A SCRAP OF PAPER.

THE SLIGHTEST MISTAKE WILL SEND ME HURTLING INTO SPACE, WHERE EVEN MY ARMORED FORM CANNOT LONG SURVIVE.

WHUNFFF!

I AM HERE, TOVARISCH!

BUT I DO NOT KNOW HOW LONG I CAN STAY!

NIGHTCRAWLER, TELEPORT WITH LILANDRA TO THE BRIDGE!

ACTIVATE THE DAMAGE CONTROL SYSTEMS!

BAMF

WITH A BURST OF SMOKE AND FLAME, AND THE "BAMF" OF IMPLoding AIR-- UNHEARD IN THE DIN-- THE GERMAN-BORN X-MAN VANISHES...

... TO INSTANTLY REAPPEAR ON THE VESSEL'S COMMAND DECK.

THIS STUNT FELT AWFUL THE FIRST TIME WE TRIED IT, NIGHTCRAWLER.

IT HASN'T IMPROVED WITH AGE.

MY APOLOGIES, EMPRESS, I'M NOT MYSELF THESE DAYS.

BUT THEN, WHO AMONG US IS ?

THE WORDS ARE JAUNTY, BUT THERE'S AN UNDERTONE OF BITTERNESS AND DESPAIR THAT LILANDRA UNDERSTANDS ONLY TOO WELL.

SCREEEEEEEE!

THE REPAIR SYSTEMS HAVE FAILED.

WE'LL HAVE TO KEY IN EACH FUNCTION MANUALLY.

I'LL DIVERT MORE AIR TO THE HANGAR. THAT SHOULD BUY US THE TIME WE NEED.

WHY BOTHER? WE'RE ONLY POSTPONING THE INEVITABLE. WE ARE DOOMED, LILANDRA.

PERHAPS, MY FRIEND. BUT WOLVERINE COULD BE WRONG.



WE HAVE TO PLUG THAT BREACH!

WOLVERINE, CUT LOOSE A CHUNK OF THE DECK!

THE BLADES ARE ADAMANTIUM-- UNBREAKABLE, RAZOR-KEEN, RETRACTABLE INTO BIONIC HOUSINGS IN HIS FOREARMS--



BUT AS LILANDRA TRIES TO MAINTAIN PRESSURE IN THE BAY--SO THE X-MEN WILL HAVE AIR TO BREATHE--THE WIND SUDDENLY INTENSIFIES.

YANKING WOLVERINE FREE.

...THEY MOVE THROUGH STEEL AS BASILY AS AIR.



BRACE YOURSELF, COMRADE. THIS WILL HURT.

SAME GOES FOR YOU, BUDDY.

MY SKELETON'S LACED WITH ADAMANTIUM. REMEMBER. IT DON'T BREAK.



MEANWHILE,
BACK ON EARTH...

AT THE MANSION
WHICH ONCE
HOUSED PROFESSOR
XAVIER'S SCHOOL
FOR GIFTED
YOUNGSTERS... AND
SERVED AS SECRET
HEADQUARTERS
FOR THE X-MEN, THE
TEAM OF MUTANT
HEROES FOUNDED
BY XAVIER...

...A LOVELY SUMMER
AFTERNOON IS PASSED
BY STEVIE HUNTER,
MOIRA MAC TAGGERT
AND ILLYANA
RASPUTIN, COLOSSUS'
YOUNGER SISTER.

ANY
WORD?

NONE.

I FEEL A BIT GHOULISH
ENJOYING MYSELF--
KNOWING THAT THE X-MEN
COULD BE DEAD, OR WORSE.

SO DO I, BUT IT'S
BEEN WEEKS SINCE
THEY WERE
KIDNAPPED. AN'
HARSH AS IT SOUNDS,
LIFE MUST GO ON.

I'M GLAD O' YUIR
COMPANY, STEVIE. THIS
PLACE WAS TURNIN'
INTO A MAUSOLEUM--
AN' BIDDIN' FAIR T'
DRIVE ME AN' THE
CHILD DAFT.

HOW'S CHARLES
TAKING THINGS?

NOT WELL. OCH,
LASS, YOU SHOULDA
SEEN HIM WHEN
WE FIRST MET.
WHAT A MAN!

I FEAR HE'S
NEVER REALLY
RECOVERED FROM
THE LOSS O'
HIS LEGS.

HE'D GIVE HIS MUTANT POWERS--
HIS VERY SOUL-- T' BE WI' THE
X-MEN RIGHT NOW. T' LEAD THEM.
HE WAS BORN T' BE A HERO. BUT
INSTEAD HE MUST STAY BEHIND
WHILE OTHERS BATTLE IN HIS
STEAD.

HE CHAFES AT
THA' RESTRICTION.

I FEEL SOME-
THING OF THE
SAME SENSE OF
LOSS WHEN-
EVER I GO TO
THE BALLET...

...AND THAT SAME
DESPERATE WILLING-
NESS TO PAY ANY
PRICE TO RETURN
TO WHAT I WAS.
IT'S NOT AN EASY
THING TO COPE
WITH.

AYE. IN CHARLEY'S CASE, THINGS ARE
MADE WORSE BY HIS BELIEF THA' HE'S
FAILED THE X-MEN AS HE DID
JEAN GREY...

...AND THA'
THEY'LL
SUFFER THE
SAME FATE.

KEEP AN EYE ON ILLYANA, WILL YOU, WHILE I'M INSIDE TALKIN'
T' CHARLES?

SURE --
AHARR!

STEVIE!

"M'OKAY. JUST A SPASM. IT'LL PASS.

I WAS IN AN ACCIDENT, YEARS AGO. SHATTERED MY KNEE. DOCS FIXED IT VIRTUALLY GOOD AS NEW. I CAN WALK. I CAN EVEN DANCE, A LITTLE, IN CLASS.

THE ONLY THING I CAN'T DO IS PERFORM.

NO GREAT LOSS. I S'POSE. NO WORSE THAN LOSING YOUR SOUL.

CHARLES...

I'VE A LETTER FROM **REED RICHARDS**, O' THE FANTASTIC FOUR, CONCERNIN' A YOUNG VIET-NAMESE GIRL, **XI'AN COY MANH**-- CODE-NAMED "**KARMA**." SHE'S EVIDENTLY A MUTANT.

HER CONTROL OVER HER ABILITIES IS SELF-TAUGHT. DR. RICHARDS BELIEVES THERE'S A DEFINITE POSSIBILITY O' THINGS GETTIN' OUT O' HAND. HE'D APPRECIATE YUIR HELP.

NO.

AS YOU WISH.

NO ARGUMENT, MOIRA? I'M SURPRISED.

WE'VE FOUGHT ENOUGH THESE PAST WEEKS, CHARLES. I'M DONE W/ SCREAMIN', AN' BREAKIN' MY HEART TRYIN' T' BUDGE AN IMMOVABLE OBJECT.

IT'S YOUR LIFE. YOU MAY LIVE IT AS Y' PLEASE.

YOU?

FORTUNATELY FOR THE GIRL, THERE ARE OTHER OPTIONS.

PERHAPS, WE'VE BEEN ASSOCIATES IN MUTANT RESEARCH SINCE BEFORE YOU FOUNDED THE X-MEN. I DARESAY I COULD DO A FAIR JOB.

BUT I WAS THINKIN' MORE ALONG THE LINES O' **MAGNETO**-- IF WE CAN FIND HIM--OR **EMMA FROST'S MASSACHUSETTS ACADEMY**.

ARE YOU INSANE, WOMAN?! **MAGNETO** IS THE X-MEN'S GREATEST FOE AND MS. FROST'S COHORTS IN THE HELLFIRE CLUB ARE ALMOST AS BAD!

YOU'D TURN THAT CHILD OVER TO VILLAINS--EVIL MUTANTS?!

RYE! BECAUSE WI' THEM, SHE'LL HAVE THE BEST POSSIBLE OPPORTUNITY T' LEARN HOW TO COPE WI' HER ABILITIES!



SHE WON'T BE CONDEMNED BEFORE SHE'S BLOODY BEGUN!

IS THAT THE ONLY CHOICE: THEM OR ME?



MOIRA, YOU AREN'T BEING FAIR. I CANNOT BRING ANOTHER CHILD INTO THIS PLACE, ONLY TO SEE HER DESTROYED. THE X-MEN ARE MY FAMILY-- I LOVE THEM AS I WOULD MY CHILDREN-- YOU'VE NO CONCEPTION OF HOW MUCH IT HURTS TO LOSE THEM...

OH NO?



FORGIVE ME, MOIRA. I DIDN'T MEAN... I DIDN'T THINK...

ABOUT PROTEUS, CHARLES. MY SON. A ROGUE MUTANT, AS WICKED AS THEY COME. HE MURDERED A HALF-DOZEN PEOPLE AN', IN THE END, THE X-MEN AN' I HAD NO ALTERNATIVE BUT TO KILL HIM.



IF I'D SWALLOWED MY PRIDE-- AN' MY SHAME-- AN' TURNED TO YOU FOR HELP...

... THINGS MIGHT HA' TURNED OUT DIFFERENTLY.

DON'T SENTENCE KARMA TO A SIMILAR FATE.



ONE LAST THING, CHARLES. PROTEUS WAS MY BOY.



HE COULD HA' BEEN OURS.

HE SITS IN SILENT DARKNESS AFTER SHE LEAVES, WATCHING THE SUNSET, EMOTIONS AND MEMORIES RUNNING RIOT WITHIN HIM AS HIS MIND LOOKS BACK ON YOUNGER, HAPPIER DAYS-- WHEN HE AND MOIRA WERE IN LOVE-- TO CONSIDER WHAT WAS, AND WHAT MIGHT HAVE BEEN.



HE THINKS OF HIS OATHS, AS TEACHER AND PHYSICIAN...

... AND OF A GIRL HE'S NEVER MET...

... WHOSE LIFE IS IN HIS HANDS.

THEN, AT LAST, A DECISION IS MADE-- A RUBICON CROSSED-- AND HE REACHES OUT FOR REED RICHARDS' LETTER, AND THE TELEPHONE.



A SHI'AR SHUTTLE...



DRIFTING AIMLESSLY THROUGH THE SAME NEBULA THAT ENSHROUDS LILANDRA'S IMPERIAL YACHT, Z'REEE SHAR.

ABOARD, ORORO-- WHO, AS STORM, IS LEADER OF THE X-MEN-- SICK AT HEART BECAUSE SHE HAS BETRAYED HER TRUST BY DESERTING HER FRIENDS...



...STRICKEN TO HER SOUL BY THE REASON FOR THAT BETRAYAL.

WHAT AM I TO DO?!



A LIFE GROWS WITHIN ME, AN EGG IMPLANTED BY THE MOTHER QUEEN OF THE BROOD. IT HAS JOINED ITS ESSENCE TO MINE. IT SPREADS THROUGH ME BODY AND SOUL, LIKE SOME LOATHSOME DISEASE, CORRUPTING EVERYTHING IT TOUCHES, RESHAPING ME IN ITS OWN IMAGE.

IF UNCHECKED, IT WILL CONSUME ME, I WILL DIE. IT WILL LIVE IN MY PLACE.

BUT IT IS NOT A DISEASE, IT IS A SENTIENT BEING.



AND AS THE X-MAN, STORM-- AS THE "GODDESS," ORORO-- I AM CONSECRATED TO LIFE, SWORN TO PRESERVE IT AT ALL COSTS.

THIS CREATURE IS EVIL-- BUT DOES THAT GIVE ME THE RIGHT TO DESTROY IT? BUT IF I DO NOTHING, I WILL BE DESTROYED-- AND THIS ABOMINATION UNLEASHED UPON THE UNIVERSE.

I FACE... TWO PATHS.



ONE PRESERVES MY BELIEFS-- THOUGH IT MEANS MY DEATH AND PROBABLY THAT OF COUNTLESS OTHERS BESIDES. THE ALTERNATIVE MAY SAVE ME-- BUT WHAT THEN OF MY SOUL, OF THE BELIEFS THAT GIVE EXISTENCE MEANING?

GODDESS, I AM SO FAR FROM HOME. I FEEL SO LOST, SO ALONE. BLESSED LADY, HEAR MY PLEA! I BEG YOU--

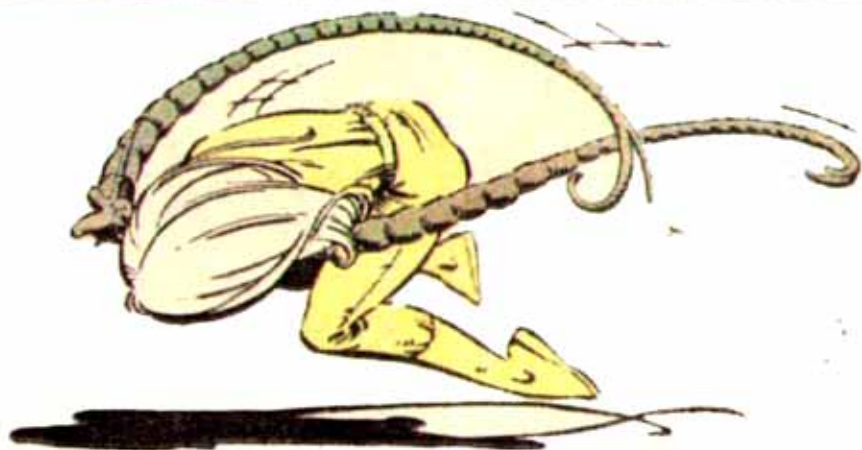
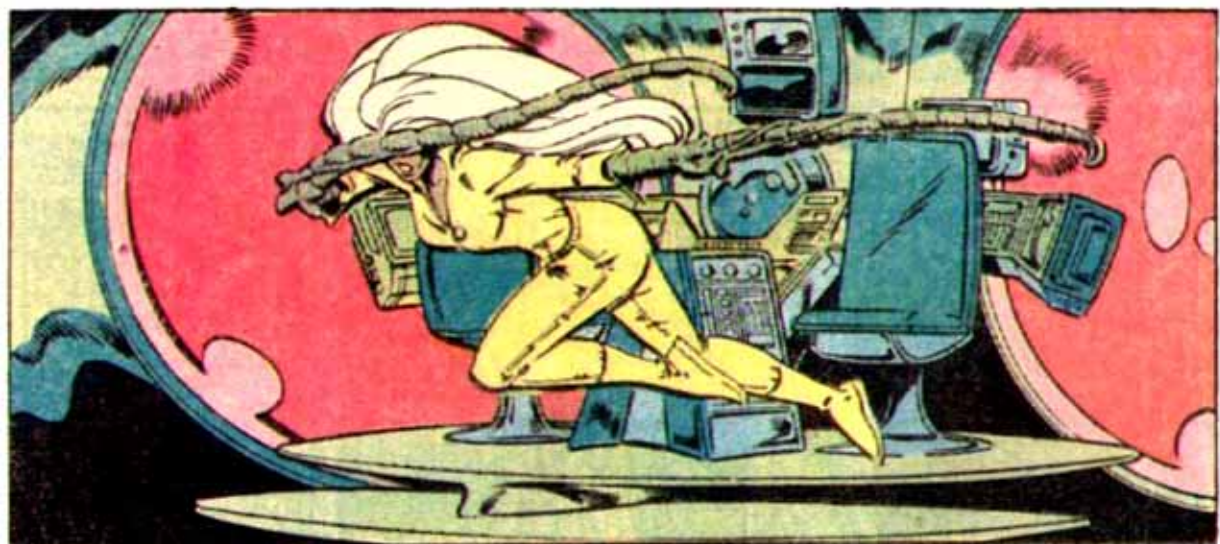
--HELP ME!!



Ek--?!
MY
HANDS--?!!

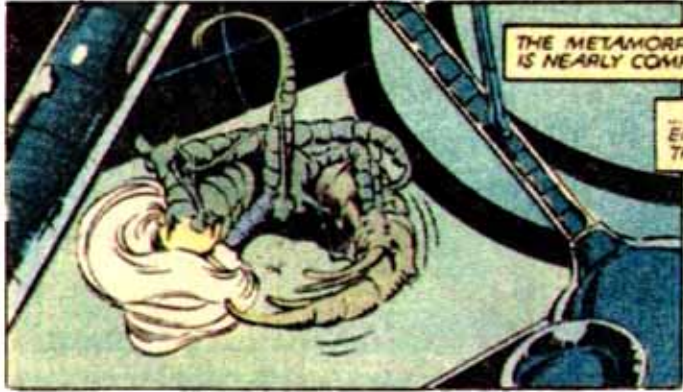
WHAT!?!

NNNOOOOOOOOO



THE METAMORPHOSIS IS NEARLY COMPLETE...

...WHEN THE SHUTTLE EMERGES FROM THE NEBULA...



THE LIGHT-- SO BRILLIANT, SO BLINDING-- WHAT CAN IT BE?

STARS!

FILLING THE SKY-- NOTHING BUT STARS!



I... I'M MYSELF AGAIN!

THIS MUST BE THE GALACTIC CORE. MILLIONS OF SUNS, CRAMMED INTO A RELATIVELY TINY VOLUME OF SPACE-- LIVING STARS, LIVING WORLDS, AND FROM EACH I DRAW BOTH SPIRITUAL AND MATERIAL SUSTENANCE.

THAT SUDDEN INFUX OF POWER CAUGHT THE EMBRYO OFF-GUARD AND ENABLED ME TO REVERSE THE TRANSFORMATION. I DOUBT I WILL BE SO FORTUNATE A SECOND TIME. THE EMBRYO'S INFLUENCE GROWS WITH EACH PASSING SECOND. EVEN HERE I CANNOT WITHSTAND IT FOR MUCH LONGER. IF I AM TO ACT...



I MUST DO SO NOW!



I FACE NOT TWO PATHS, BUT THREE.



OUT OF FEAR, I DENIED THE ONE I KNEW IN MY HEART THAT I WOULD TAKE.

I COULD NOT FACE THE X-MEN, TAINTED AS I WAS BY THE MONSTER WITHIN ME, AND SO I FLED. I WISH I COULD SEE THEM NOW, TO TELL THEM HOW MUCH I LOVE THEM ALL...

... TO BID THEM FAREWELL.

WITH A LAST LINGERING LOOK AT THE CELESTIAL GLORY ABOUT HER...



... STORM SUMMONS THE POWER OF THE ENTIRE CORE.

AND, FOR THE BRIEFEST OF MOMENTS, A NEW STAR SHINES IN THE FIRMAMENT.

THE PROCESS IS SURPRISINGLY SIMPLE, NO MORE ACTUALLY THAN SHE DOES WHEN SHE DRAWS ENERGY FROM THE EARTH TO MANIPULATE THE WEATHER -- BUT, IN THIS CASE, THINGS ARE MAGNIFIED TO AN UNIMAGINABLE DEGREE.

AS STORM HOPES, THE EMBRYO DOES NOT SURVIVE THE ORDEAL.



NEITHER DOES SHE.



ELSEWHERE...

ANOTHER DAY'S WORK, LILANDRA, AND WE SHOULD BE READY TO ROLL.

THE QUESTION IS, WHERE DO WE GO?

HOW 'BOUT BACK THE WAY WE CAME, TA FINISH WHAT WE STARTED.

TO SLEAZE WORLD? TO TAKE ON THE BROOD? SIX PEOPLE IN AN ARMED YACHT VERSUS AN ENTIRE RACE? YOU'RE TALKING SUICIDE, LOGAN.

WHAT'VE WE GOT TO LOSE? THE X-MEN ARE LIVIN' ON BORROWED TIME, ANYWAY. THE MOTHER QUEEN IMPLANTED AN EGG IN EACH O' US. BECAUSE O' MY MUTANT POWER-- MY BODY'S ABILITY TA HEAL ANY WOUND OR ILLNESS--THE ONE I GOT WAS ZAPPED.

BUT YOURS'RE HEALTHY, GROWIN'. SOONER OR LATER, THEY'LL MATURE. D'YOU WANT TO SIT AROUND AN' WAIT FOR THAT TA HAPPEN...

... OR PAY THE BROOD BACK FOR WHAT THEY'VE DONE?

I AM MAJESTRIX SHI'AR-- EMPRESS OF A WARRIOR RACE! I WILL SHOW THE BROOD THE IDENTICAL MERCY THEY HAVE GRANTED US.

FROM THIS MOMENT ON, WHEREVER I FIND THEM-- BE THEY HIGH-BORN OR LOW, ADULT OR CHILD--

--THEIR LIVES ARE MINE!

SOUNDS GOOD TA ME, DARLIN'.

AND... TO ME,

GOD HELP US ALL.

LATER... IT TOOK A LOT FOR SCOTTY TO ADMIT THOSE KIND-A FEELINGS-- THEY GO AGAINST EV'RYTHIN' HE BELIEVES IN, EV'RYTHIN' XAVIER TAUGHT HIM. IT'S A HARD THING TA TOSS AWAY YER IDEALS.

ME, I COULD NEVER AFFORD 'EM.



WHAT'S THIS--?! ELF-- PRAYIN'???

... IN NOMINE PATRI, ET FILII, ET SPIRITU SANCTI-- AMEN.

WHAT'S DOIN', BUB?



WHAT DOES IT LOOK LIKE?



INCONGRUOUS. I GUESS I NEVER FIGURED YOU FOR THE RELIGIOUS TYPE.

WHY, DON'T I LOOK THE PART?

I ADMIT I'M RARELY SEEN IN A CHURCH-- BUT I DRAW COMFORT FROM MY BELIEFS AND FROM PRAYER. SUCH COMFORT IS DEARLY NEEDED NOW-- BY US ALL.

YOU SHOULD TRY IT, LOGAN. WHO KNOWS, YOU MIGHT LIKE IT.

I DID, IN THE ARMY. A MISTAKE.



I BELIEVE IN NOTHIN'-- NEVER HAVE, NEVER WILL.

WHAT MATTERS IS WHAT I CAN SEE, HEAR, SMELL, TASTE, TOUCH--

--TANGIBLE THINGS, PHYSICAL THINGS. REALITY. THE REST IS IMAGINATION.



AND YOU HAVE NO USE FOR THAT?

NOPE.

I AM SORRY, MY FRIEND.



I NEVER REALIZED HOW UTTERLY, INESCAPABLY ALONE YOU MUST BE-- WITH NOTHING TO HOLD ONTO BUT YOURSELF. MORE ALONE THAN I -- DESPITE MY OUTRE APPEARANCE -- COULD EVER BE.

I AIN'T ALONE, BUB-- I GOT YOU.

C'MON. LESSEE IF THEY GOT ANY BREW ON THIS BUCKET.



LATER STILL, IN KITTY'S CABIN...

SHE'S THE YOUNGEST X-MAN, 14 YEARS OLD--

-- A BIRTHDAY HAVING PASSED WHILE SHE WAS IN SPACE, WITHOUT HER KNOWING--

-- AND SHE'S COME A LONG WAY FROM HER HOMETOWN OF DEERFIELD, ILLINOIS.

SHE WONDERS IF SHE'LL EVER SEE IT AGAIN.

IN FRONT OF THE OTHERS, SHE TRIED TO LOOK AS BRAVE AS SHE COULD. BUT IN THIS CABIN, BY HERSELF, THE TEARS CAME AND WOULDN'T STOP UNTIL, AT LAST, EXHAUSTED EMOTIONALLY AND PHYSICALLY...

SHE FINALLY FELL ASLEEP...

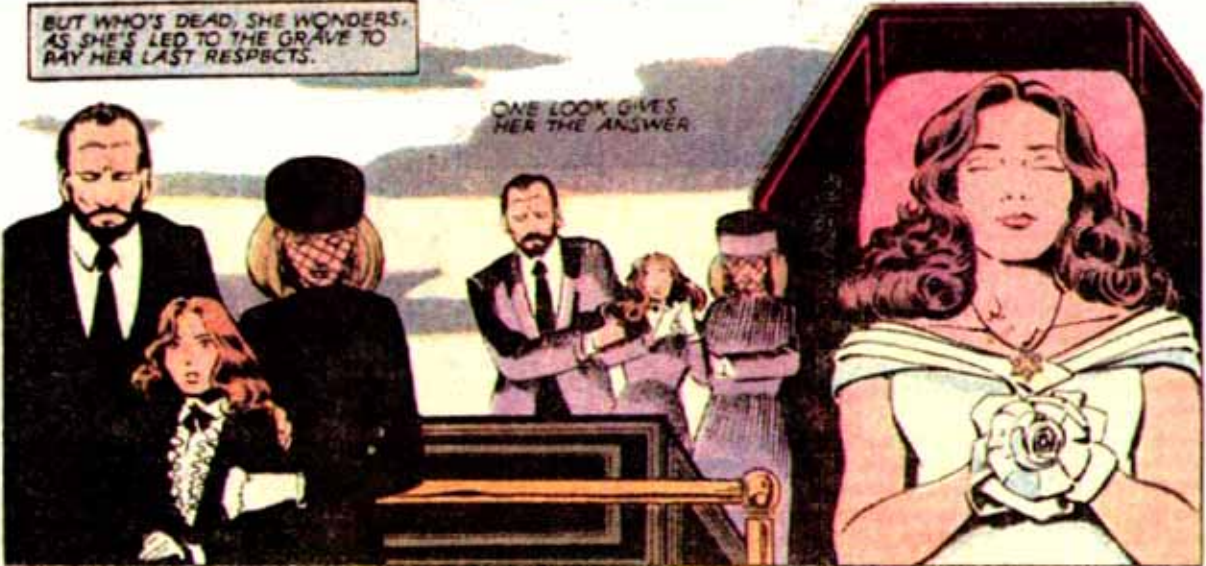
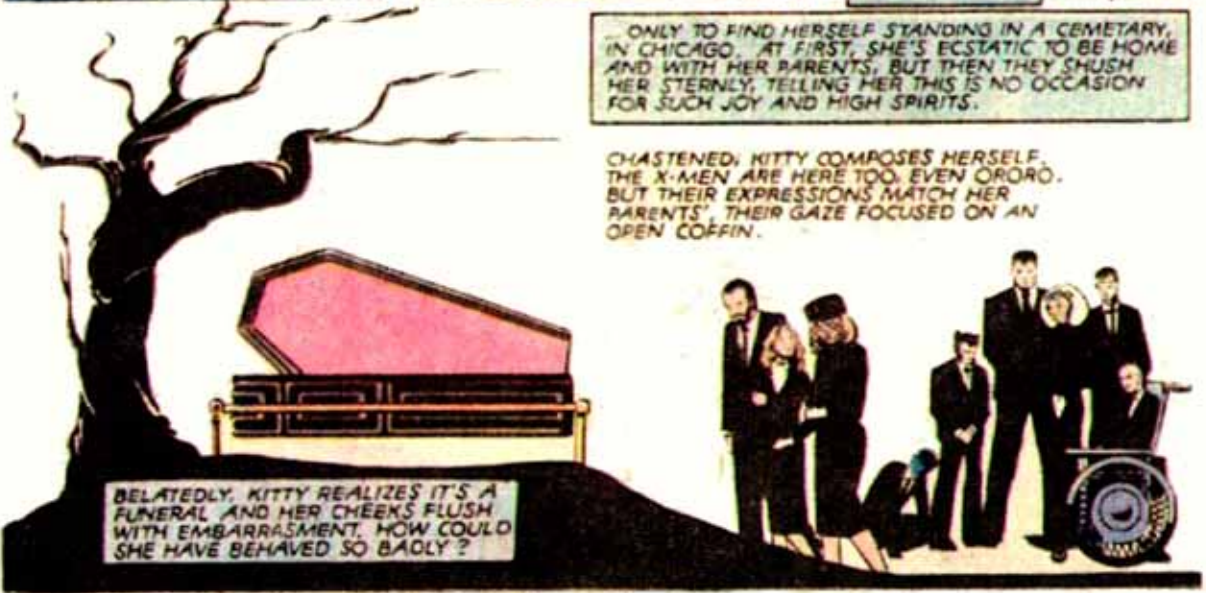
... ONLY TO FIND HERSELF STANDING IN A CEMETARY, IN CHICAGO. AT FIRST, SHE'S ECSTATIC TO BE HOME AND WITH HER PARENTS, BUT THEN THEY SHUSH HER STERNLY, TELLING HER THIS IS NO OCCASION FOR SUCH JOY AND HIGH SPIRITS.

CHASTENED, KITTY COMPOSES HERSELF. THE X-MEN ARE HERE TOO, EVEN ORORO. BUT THEIR EXPRESSIONS MATCH HER PARENTS', THEIR GAZE FOCUSED ON AN OPEN COFFIN.

DELATEDLY, KITTY REALIZES IT'S A FUNERAL AND HER CHEEKS FLUSH WITH EMBARRASMENT. HOW COULD SHE HAVE BEHAVED SO BADLY?

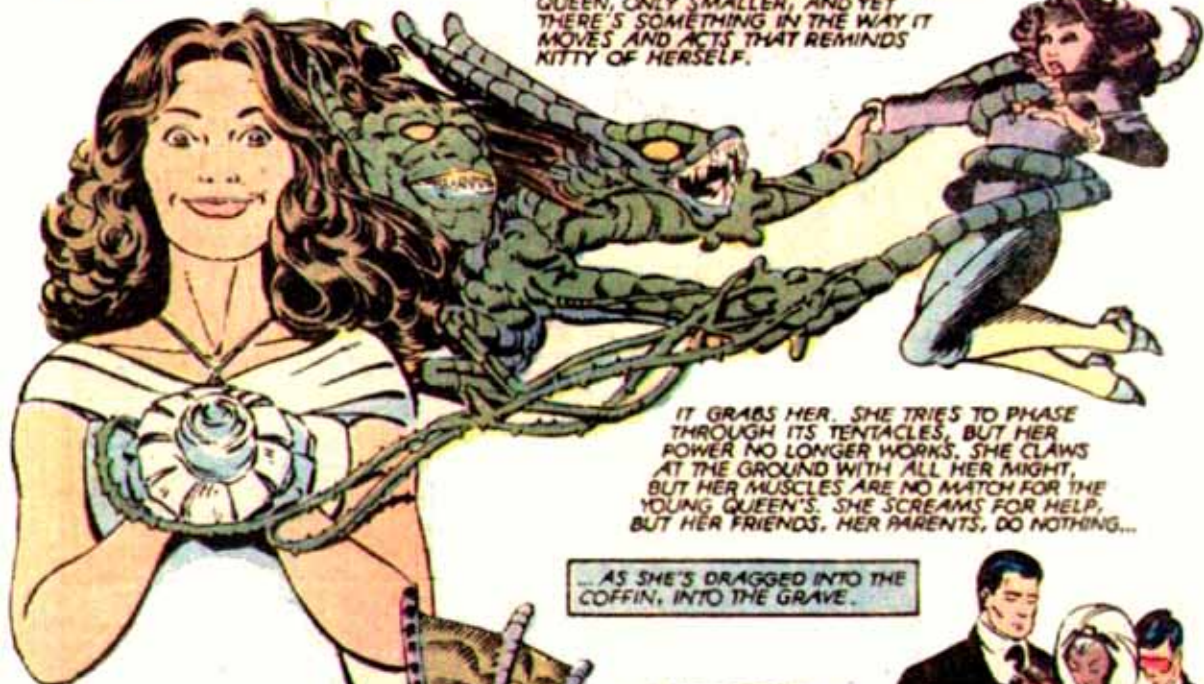
BUT WHO'S DEAD, SHE WONDERS, AS SHE'S LED TO THE GRAVE TO PAY HER LAST RESPECTS.

ONE LOOK GIVES HER THE ANSWER



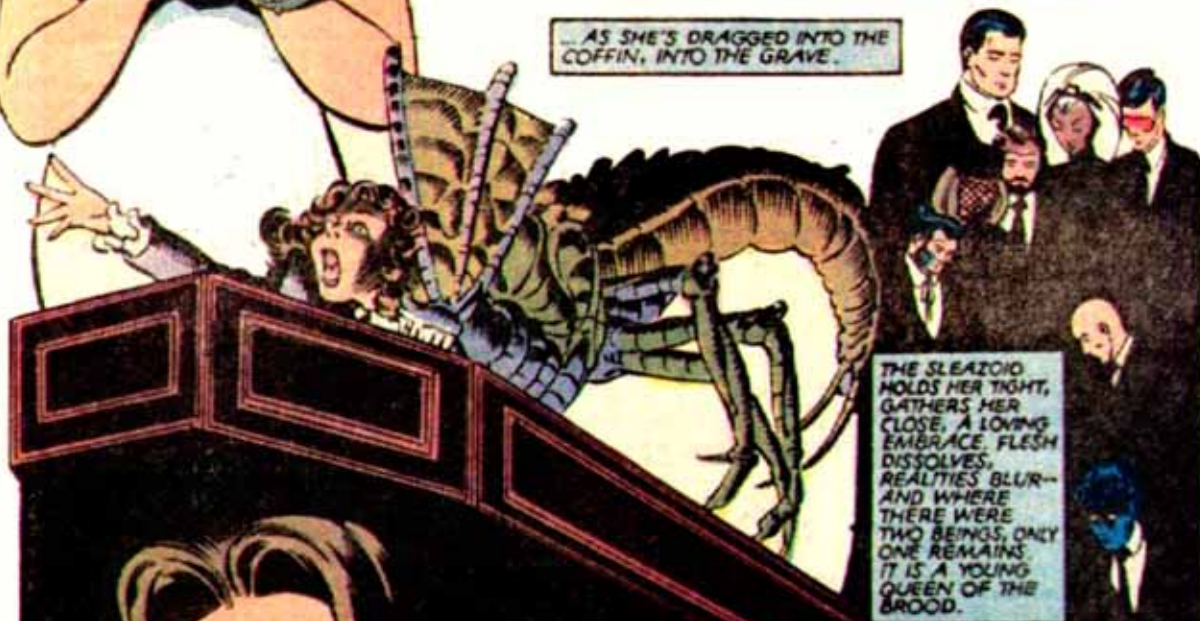
THE CORPSE OPENS ITS EYES AND SMILES...

...AND THEN IT ISN'T HUMAN ANYMORE, IT'S A SLEAZOID-- LIKE THE MOTHER QUEEN, ONLY SMALLER, AND YET THERE'S SOMETHING IN THE WAY IT MOVES AND ACTS THAT REMINDS KITTY OF HERSELF.



IT GRABS HER. SHE TRIES TO PHASE THROUGH ITS TENTACLES, BUT HER POWER NO LONGER WORKS. SHE CLAWS AT THE GROUND WITH ALL HER MIGHT, BUT HER MUSCLES ARE NO MATCH FOR THE YOUNG QUEEN'S. SHE SCREAMS FOR HELP, BUT HER FRIENDS, HER PARENTS, DO NOTHING...

...AS SHE'S DRAGGED INTO THE COFFIN, INTO THE GRAVE.



THE SLEAZOID HOLDS HER TIGHT, GATHERS HER CLOSE, A LOVING EMBRACE. FLESH DISSOLVES, REALITIES BLUR-- AND WHERE THERE WERE TWO BEINGS, ONLY ONE REMAINS. IT IS A YOUNG QUEEN OF THE BROOD.

IT IS KITTY PRYDE.

NO!!

KATYA, KATYA, KATYA, DO NOT FEAR. IT IS ALL RIGHT...

... I AM HERE, I WILL PROTECT YOU ...

... SAKHHH, THERE'S A GIRL ...



P-PETER... ?

A BAD DREAM,
KITTY?

A DOOZY.

THEY HAVE BEEN
MAKING THE
ROUNDS LATELY.
NONE OF US ARE
SLEEPING WELL,
IF AT ALL.

YEAH, EXCEPT
THE REALITY
WHEN WE
WAKE IS JUST
AS BAD AS THE
NIGHTMARES.
MAYBE
WORSE.

WOULD YOU CARE TO TALK ABOUT IT? YOU MIGHT FEEL BETTER.

NO!

KATYA,
IT IS NO
CRIME
TO BE
AFRAID

I'M
NOT AFRAID!


OF COURSE
YOU AREN'T
MY ERROR.

PETER, I...
I DON'T
WANT TO DIE!


WHO
DOES?

PETER NIKOLIEVITCH
RASPUTIN, DON'T YOU
DARE LAUGH AT ME!

THIS ISN'T
FUNNY! THIS
ISN'T A JOKE!



IT IS EITHER LAUGH OR CRY, LITTLE ONE, AND I REFUSE TO DO THOSE MONSTERS-- THE BROOD-- THE HONOR OF TEARS.




PETER, DON'T YOU UNDERSTAND-- ARE YOU TOO STUPID OR JUST TOO SCARED TO ACCEPT THE TRUTH?

WE'RE GOING TO DIE!




D.A.
YES, KITTY, WE ARE.




WHAT YOU DO NOT COMPREHEND IS THAT WE ARE DYING FROM THE MOMENT OF BIRTH, INDEED FROM THE INSTANT OF CONCEPTION. CREATION BEARS WITHIN ITSELF THE SEEDS OF ITS OWN DESTRUCTION.

OUR LIVES ARE FINITE THINGS. WE LIVE OUR ALLOTTED SPAN AND ARE NO MORE, REGARDLESS OF WHAT WE MAY DO, HOW HARD WE TRY, THE BEST WE CAN HOPE FOR IS A BRIEF DELAY OF THE INEVITABLE.



IT IS SAD, EVEN CRUEL. BUT IT IS ALSO OUR MOST FUNDAMENTAL REALITY, TO BE FACED AND ACCEPTED.

DYING AFTER A LONG, FULL LIFE, OKAY, I GUESS. DYING IN BATTLE, OKAY, I CAN HANDLE THEM.



BUT TO END LIKE THIS... TO HAVE THIS ALIEN... THING INSIDE ME, GROWING LIKE A CANCER...



... KNOWING THAT I COULD TURN INTO A SLEAZOID AT ANY MOMENT--

-- PETER, IT'S MORE THAN I CAN BEAR!

I KEEP WONDERING, SUPPOSE WE DON'T REALLY DIE WHEN THE METAMORPHOSIS OCCURS, SUPPOSE SOME PART OF OUR AWARENESS SURVIVES IN THE SLEAZOID INCARNATION?

TO BECOME SO HORRIBLE A CREATURE IS AWFUL ENOUGH, BUT TO REMEMBER AT THE SAME TIME WHAT I WAS...

AGAIN, THERE ARE TEARS.

AGAIN, PETER COMFORTS HER UNTIL THE EMOTIONAL STORM PASSES.

THANKS, PETER. I REALLY NEEDED THIS.

ANY TIME.

GEE, I WISH I WAS OLDER.

SO DO I.

YOU'RE FOOLING, RIGHT? HUMORING THE KID, TO PERK UP HER SPIRITS?

I KNEW PRECISELY WHAT YOU MEANT, KATYA.

I HAVE NEVER BEEN MORE SERIOUS.

HOWEVER, LITTLE ONE, YOU ARE NOT OLDER.

IT... IT DOESN'T MATTER.

YES, IT DOES.

WHY?! WHEN YOU'RE DOOMED, WHAT'S THE POINT OF PLAYING BY SOCIETY'S STUPID RULES?!

THIS IS NOT THE PROPER TIME OR PLACE.

YOU NEVER KNOW. THE UNIVERSE IS FULL OF SURPRISES.

MOST OF 'EM NASTY--
-- PETER !

LOOK!!

BY THE WHITE WOLF!

ORORO?!!

LITTLE KITTEN...

LITTLE BROTHER...

...HOW GOOD IT IS TO SEE YOU.



YOUR TEETH, YOUR EYES-- THE MARKS OF A VAMPIRE!

THAT'S NOT RIGHT.



ARE YOU REAL? OR... A GHOST?

SHE'S GONE!



Phaugggg!

A BREWMEISTER, YOU AIN'T, BUB.

IT'S AN ALIEN FOOD SYNTHESIZER, WHAT DID YOU EXPECT?

THE MACHINE-- AND THE BEER-- SHOULD IMPROVE WITH PRACTICE.



I HOPE SO.

LOGAN... KURT...

HIYA, 'ORORO.

'CAUSE THIS STUFF DOESN'T EVEN RATE AS ROTGUT.



Huh ???

STORM?!

NIGHTCRAWLER--?!

I SAW, I HEARD-- BUT I DID NOT BELIEVE!



NOTHING. ROOM'S EMPTY.

WAS SHE EVER HERE? COULD BE YOUR CONCOCTION'S MORE POTENT THAN WE FIGURED.

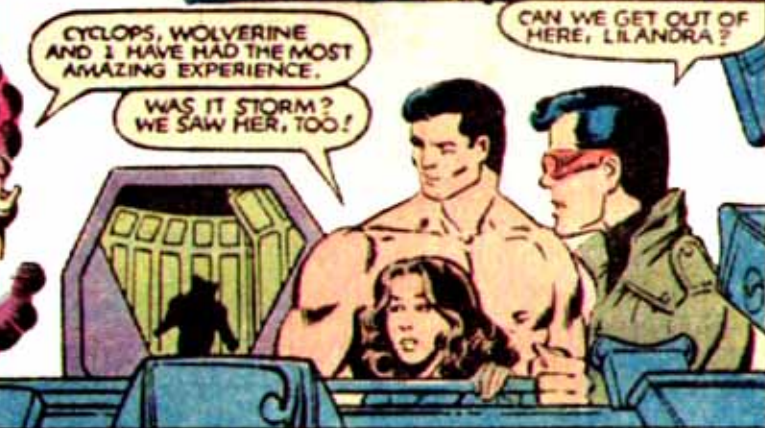
COULD BE WE'RE CRACKIN' UP.



BUT I FEEL FINE. SOBER. SANE.

THERE, MY FRIEND! SHE'S BACK!





RORO? RELAX, BABE, YOU'RE AMONG FRIENDS.

NO NEED TO BE SCARED.

WOLVERINE, IT'S A HOLOGRAPHIC PROJECTION, IT ISN'T REAL.

WRONG, BUB.

I THOUGHT SO TOO BUT MY SENSES TELL ME IT'S STORM. I'M FOLLOWIN' THEIR LEAD.

CRIPES, HER FEATURES ARE CHANGIN'-- GETTIN' OLDER!

MY BELOVED FRIENDS, FORGIVE THESE CLUMSY ATTEMPTS TO CONTACT YOU. I AM IMPROVING MY CONTROL WITH EXPERIENCE...

... BUT IT IS PROVING FAR MORE DIFFICULT THAN I IMAGINED.

VISUAL CONTACT!

CYCLOPS, IT'S ONE OF THE BROOD'S LIVING STAR-SHIPS!

WE'RE BEING SWALLOWED WHOLE!

FULL POWER TO THE ENGINES! THE REST OF YOU, ACTIVATE THE SHIP'S COMBAT SYSTEMS!

LET'S PUNCH OUR WAY OUT OF HERE, PRONTO!

TOO LATE.
THE CREATURE BROADCASTS A POWER FIELD THAT DAMPENS THE MATTER-ANTI-MATTER CORE. THE DRIVE IS INERT. SHIP'S WEAPONRY HAS BEEN RENDERED INOPERATIVE AS WELL.

THAT WAS FOR MY PROTECTION AS MUCH AS YOURS, LILANDRA.

I COULD NOT RISK YOUR INJURING THE ACANTI BEFORE I HAD AN OPPORTUNITY TO EXPLAIN.

AH! PRACTICE MAKES PERFECT, AT LAST. I MEANT TO LOOK LIKE THIS FROM THE START.

THERE IS NO CAUSE FOR ALARM.

STORM? ORORO-- IT IS YOU!
PLEASED TO SEE ME, KITTEN?

YES-- OH, YES!

I'D LIKE AN EXPLANATION, ORORO. WHAT HAPPENED TO YOU?

A GREAT DEAL, NOT ALL OF IT PLEASANT.

I AM NOT THE STORM YOU KNEW.

HOW CAN YOU BE SO SURE THIS STARBEAST-- "ACANTI," YOU CALLED IT-- WON'T HARM US?

WOW.

I KNOW HER AT LEAST AS WELL AS I KNOW MYSELF, SCOTT. BECAUSE SHE IS MYSELF.

THE ACANTI AND I-- ARE ONE.

IN 30 DAYS, THE X-MEN'S FINAL CONFRONTATION WITH THE BROOD, WHEREIN THEY'LL EITHER...
LIVE FREE, OR DIE!