



**MARVEL
COMICS
GROUP**

the X-MEN



APPROVED
BY THE
COMICS
CODE
AUTHORITY

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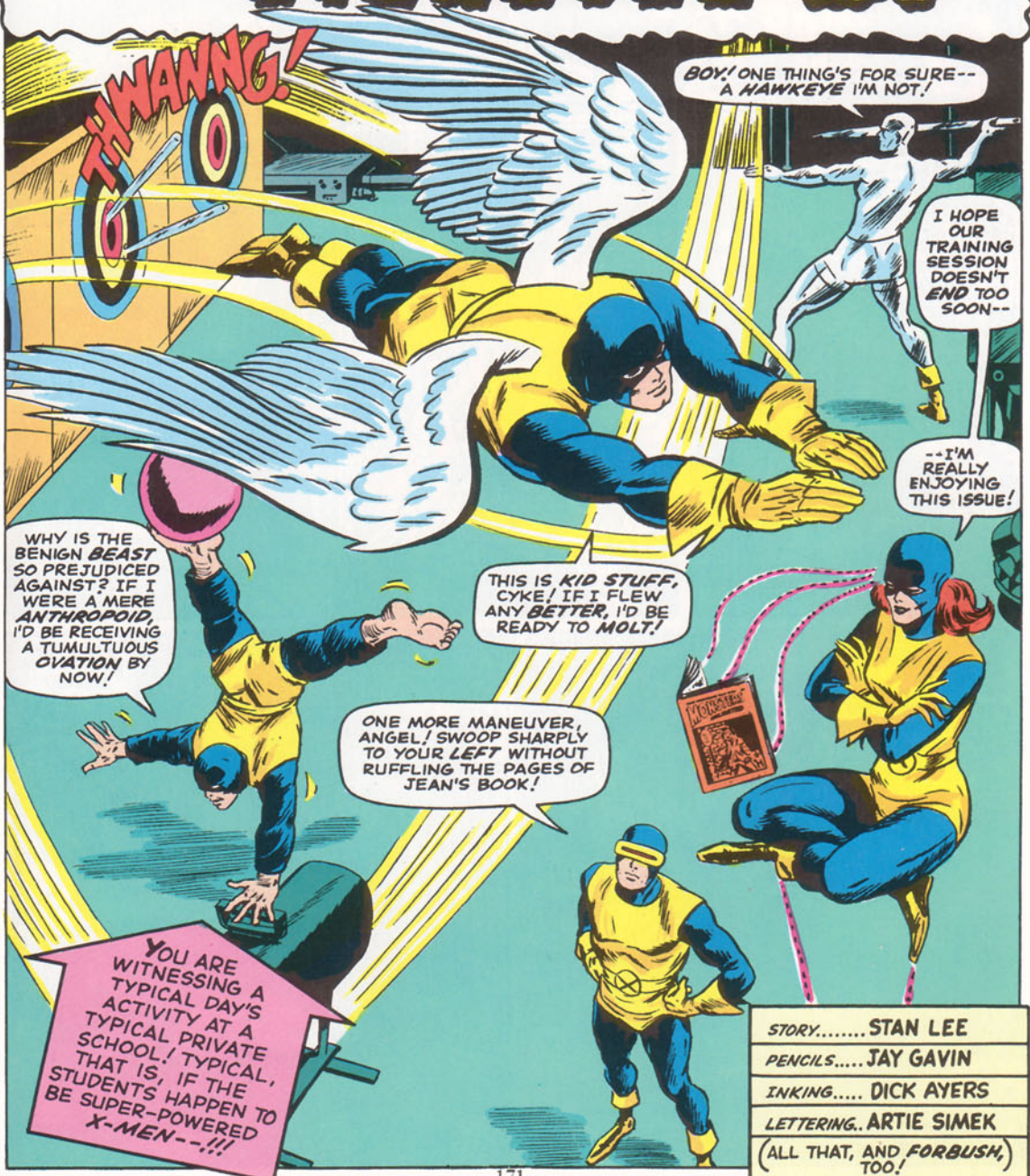
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IS THE MIMIC ANOTHER MUTANT?--OR, SOMETHING FAR WORSE??

X-MEN! THE MOST UNUSUAL FIGHTING TEAM *OF ALL TIME!*

LO! NOW SHALL APPEAR-- **THE MIMIC!**



THWANG!

BOY! ONE THING'S FOR SURE--
A HAWKEYE I'M NOT!

I HOPE
OUR
TRAINING
SESSION
DOESN'T
END TOO
SOON--

--I'M
REALLY
ENJOYING
THIS ISSUE!

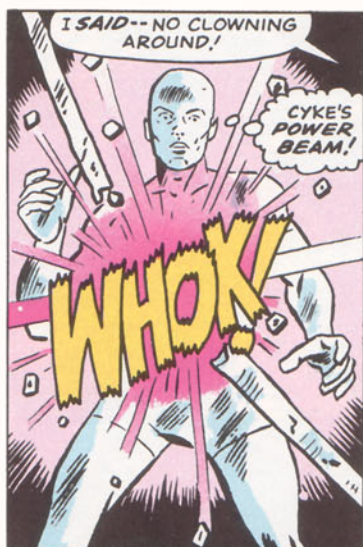
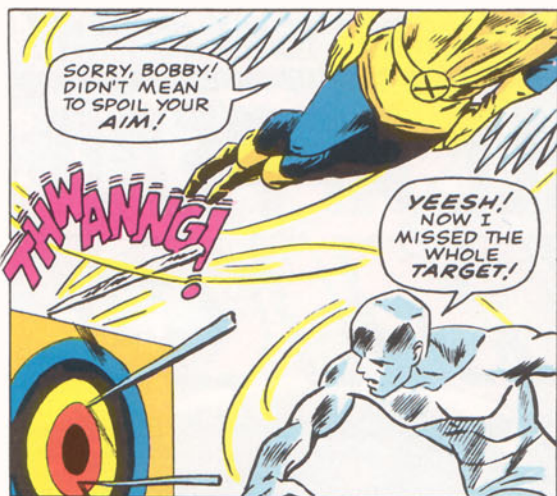
WHY IS THE
BENIGN BEAST
SO PREJUDICED
AGAINST? IF I
WERE A MERE
ANTHROPOID,
I'D BE RECEIVING
A TUMULTUOUS
OVATION BY
NOW!

THIS IS KID STUFF,
CYKE! IF I FLEW
ANY BETTER, I'D BE
READY TO MOLT!

ONE MORE MANEUVER,
ANGEL! SWOOP SHARPLY
TO YOUR LEFT WITHOUT
RUFFLING THE PAGES OF
JEAN'S BOOK!

YOU ARE
WITNESSING A
TYPICAL DAY'S
ACTIVITY AT A
TYPICAL PRIVATE
SCHOOL! TYPICAL,
THAT IS, IF THE
STUDENTS HAPPEN TO
BE SUPER-POWERED
X-MEN--!!!

STORY..... STAN LEE
PENCILS..... JAY GAVIN
INKING..... DICK AYERS
LETTERING.. ARTIE SIMEK
(ALL THAT, AND FORBUSH,
TOO!)



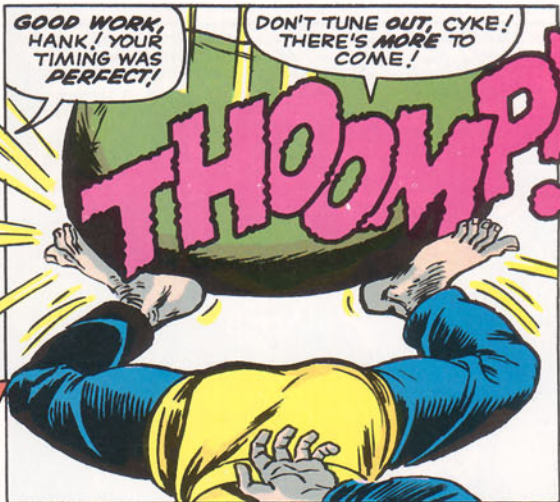


SO FAR, SO GOOD!

WHOO! THE TIMING SEQUENCE HAS BEEN ALTERED! AND IT'S BEEN SPEEDED UP!

MOVE, BEASTIE--LEST YOUR CELEBRATED CRANIUM BE CLOBBERED IN A MOST UNCEMERONIOUS MANNER!

FLAPP!



GOOD WORK, HANK! YOUR TIMING WAS PERFECT!

DON'T TUNE OUT, CYKE! THERE'S MORE TO COME!

THOOMP!



MERELY PROTECTING ONESELF IN A BATTLE IS NOT QUITE ENOUGH!

THE DEFENSE MUST BE TRANSFORMED INTO AN ATTACK! VOILA!

ZZING



SORRY, ANGEL! APPARENTLY I WAS OVER-ZEALOUS!

YOU CAN SAY THAT AGAIN!



JEAN! LOOK OUT!

DON'T WORRY--I'LL CHANGE ITS DIRECTION TELEKINETICALLY!

BUT WOULDN'T YOU KNOW IT?? I LOST MY PAGE!



LOOK ALIVE, HANK! THERE ARE MORE OBSTACLES TO COME--!

THUNK!

NO! THAT WILL BE ALL FOR TODAY!



PROFESSOR X!

I'VE BEEN WATCHING YOUR SESSION WITH GREAT INTEREST! YOU'VE DONE SPLENDIDLY, BUT I THINK YOU'VE HAD ENOUGH FOR ONE DAY!

BESIDES, I HAVE AN ANNOUNCEMENT FOR YOU!

FIRST, I'LL SHUT OFF ALL THE ELECTRONIC BOOBY-TRAPS!



AN ANNOUNCEMENT! IS THERE SOME NEW DANGER AWAITING US?

NO NEED TO LOOK SO GRIM, SCOTT! ALL MY ANNOUNCEMENTS AREN'T NECESSARILY HARBINGERS OF TROUBLE!

SINCE YOUR BOUTS WITH THE SENTINELS AND WITH MAGNETO IN THE PAST FEW MONTHS, I'VE BEEN WAITING FOR YOU TO BECOME FULLY RECOVERED AND TO ATTAIN YOUR FIGHTING PEAK AGAIN!

WE'RE AS FIT NOW AS WE'LL EVER BE, SIR!

I AGREE, HENRY--!



WOW! YOU SAID THE MAGIC WORD!

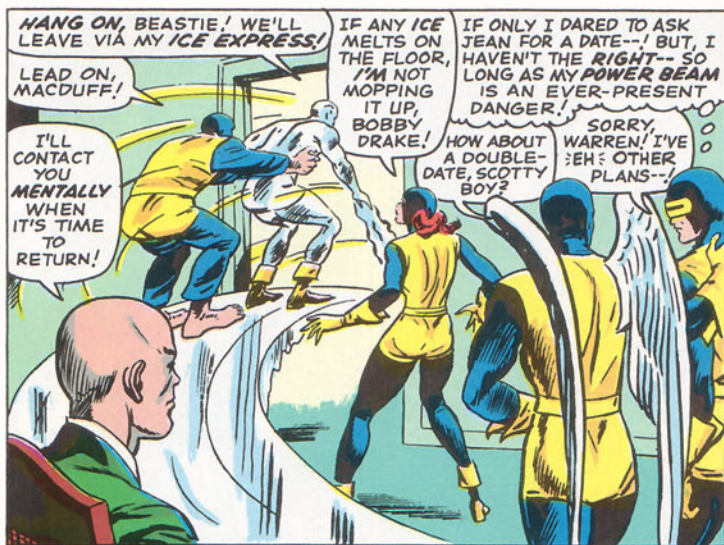
MMMM! TIME OFF! A CHANCE TO BUY NEW CLOTHES!

LOOK OUT, GIRLS! HERE I COME!

HAD A LITTLE VACATION!

LEAVE US NOT WASTE A MINUTE, BOBBY BOY!

THE PROF IS RIGHT! THEY'VE EARNED IT!



HANG ON, BEASTIE! WE'LL LEAVE VIA MY ICE EXPRESS!

LEAD ON, MACDUFF!

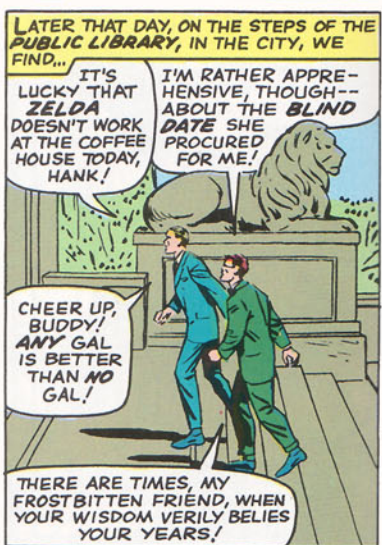
I'LL CONTACT YOU MENTALLY WHEN IT'S TIME TO RETURN!

IF ANY ICE MELTS ON THE FLOOR, I'M NOT MOPPING IT UP, BOBBY DRAKE!

IF ONLY I DARED TO ASK JEAN FOR A DATE--! BUT, I HAVEN'T THE RIGHT-- SO LONG AS MY POWER BEAM IS AN EVER-PRESENT DANGER.

HOW ABOUT A DOUBLE-DATE, SCOTTY BOY?

SORRY, WARREN! I'VE :EH: OTHER PLANS--!



LATER THAT DAY, ON THE STEPS OF THE PUBLIC LIBRARY, IN THE CITY, WE FIND...

IT'S LUCKY THAT ZELDA DOESN'T WORK AT THE COFFEE HOUSE TODAY, HANK!

I'M RATHER APPREHENSIVE, THOUGH-- ABOUT THE BLIND DATE SHE PROCURED FOR ME!

CHEER UP, BUDDY! ANY GAL IS BETTER THAN NO GAL!

THERE ARE TIMES, MY FROSTBITTEN FRIEND, WHEN YOUR WISDOM VERILY BELIES YOUR YEARS!

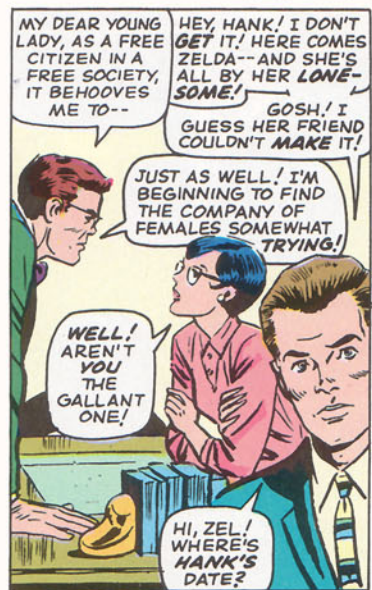


ZELDA'S NOT HERE YET! WE MIGHT AS WELL CASE THE OTHER CHICKS!

IF IT'S ALL THE SAME TO YOU, I'LL JUST PERUSE THE TANTALIZING TOMES I SEE BEFORE ME!

"OUR FRIENDS, THE BEASTS!" A MOST PROPITIOUS TITLE!

IF YOU HAVEN'T NOTICED, THESE BOOKS ARE FOR PRE-SCHOOL AGE CHILDREN!



MY DEAR YOUNG LADY, AS A FREE CITIZEN IN A FREE SOCIETY, IT BEHOOVES ME TO--

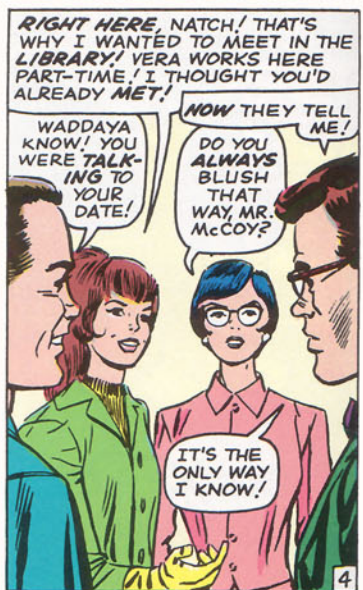
HEY, HANK! I DON'T GET IT! HERE COMES ZELDA-- AND SHE'S ALL BY HER LONESOME!

GOSH! I GUESS HER FRIEND COULDN'T MAKE IT!

JUST AS WELL! I'M BEGINNING TO FIND THE COMPANY OF FEMALES SOMEWHAT TRYING!

WELL! AREN'T YOU THE GALLANT ONE!

HI, ZEL! WHERE'S HANK'S DATE?



WADDAYA KNOW! YOU WERE TALKING TO YOUR DATE!

RIGHT HERE, NATCH! THAT'S WHY I WANTED TO MEET IN THE LIBRARY! VERA WORKS HERE PART-TIME! I THOUGHT YOU'D ALREADY MET!

NOW THEY TELL ME!

DO YOU ALWAYS BLUSH THAT WAY, MR. MCCOY?

IT'S THE ONLY WAY I KNOW!

HAVE YOU EVER NOTICED HOW DANGER CAN APPEAR WHEN YOU LEAST EXPECT IT? FOR EXAMPLE, AS OUR FAR-OUT FOURSOME LEAVES THE LIBRARY...

OH DEAR! THERE'S CALVIN RANKIN COMING TOWARDS US!

IS HE A BOY FRIEND OF YOURS, VERA?

NO! BUT HE'S BEEN WANTING TO BE, AND--HE'S SO HOT-TEMPERED!

SO, YOU DIDN'T HAVE TIME FOR A DATE WITH ME TODAY-- BUT HERE YOU ARE ARM-IN-ARM WITH THAT CREEP!

BOY! IS MR. RANKIN HEADIN' FOR A FAT LIP!

IF YOU'RE REFERRING TO ME--!

I DON'T HAVE TO ANSWER TO YOU FOR ANYTHING, CALVIN!

JUST BECAUSE I'VE HELPED YOU LOCATE THE BOOKS YOU WANTED ON MINE ENGINEERING, THAT DOESN'T MEAN YOU CAN TELL ME WHOM TO DATE!

OH NO??

ALL RIGHT, SON! WE ARE NO LONGER AMUSED!

NOBODY ASKED YOU TO BUTT IN! I'LL KNOCK YOU CLEAR BACK TO SQUAREVILLE!

HEY! I NEVER SAW ANY-ONE DODGE SO FAST BEFORE!

BUT THEN, AS HANK MCCOY SWINGS EASILY, NOT WANTING TO TAKE UNFAIR ADVANTAGE OF HIS ENRAGED FOE, HE IS ASTONISHED TO SEE--

HE SIDE-STEPPED MY BLOW AS EFFORTLESSLY AS I HAD OUT-MANEUVORED HIM!

BUT NOBODY IS AS AGILE AS THE BEAST!

NOBODY NORMAL, THAT IS!

HAH! MISSED ME BY A MILE!

CALVIN! HANK! STOP IT! THERE'S NO NEED FOR A COMMON STREET BRAWL!

IT CAN'T BE! HE'S LEAPING AROUND LIKE-- THE BEAST!

NOW THAT I KICKED MY SHOES OFF, I'LL REALLY GO TO TOWN!

IT'S INCREDIBLE! HE ACTUALLY POSSESSES MY POWERS!

BUT I DON'T DARE USE THEM MYSELF--IT WOULD MEAN REVEALING MY X-MAN IDENTITY TO THE GIRLS!

AND THEN, THE CROWNING HUMILIATION--!



SWEET DREAMS, STUPID!



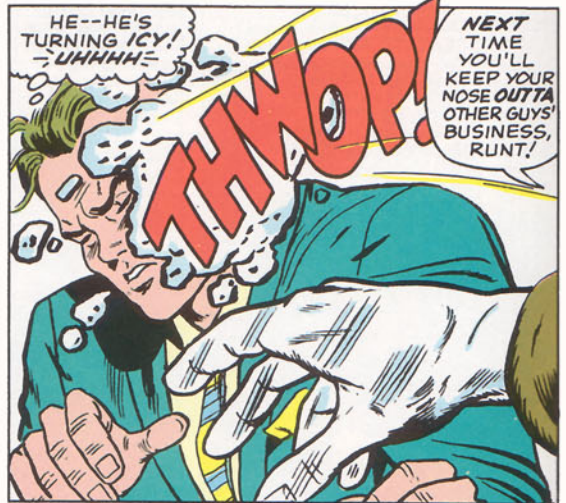
THAT'LL TEACH YA TO STAY AWAY FROM MY GIRL!

ALL RIGHT, TOUGH GUY! YOU HAD YOUR INNING! NOW IT'S MY TURN AT BAT!

HEY! DID YOU GUYS SEE WHAT HAPPENED OUT THERE?

YEAH! SOME KINDA FIGHT!

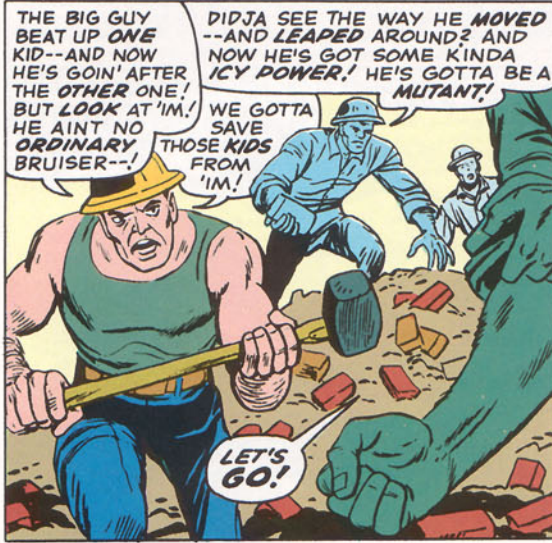
THAT WAS NO ORDINARY FIGHT, PAL!



HE--HE'S TURNING ICY! UHHHHE!

THWOP!

NEXT TIME YOU'LL KEEP YOUR NOSE OUTTA OTHER GUYS' BUSINESS, RUNT!

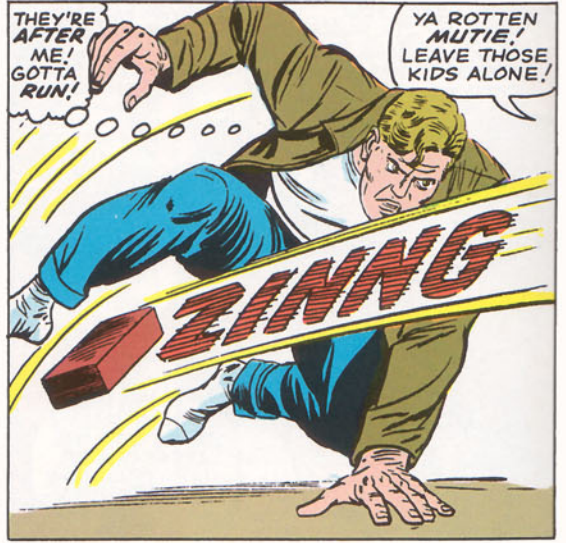


THE BIG GUY BEAT UP ONE KID--AND NOW HE'S GOIN' AFTER THE OTHER ONE! BUT LOOK AT 'IM! HE AINT NO ORDINARY BRUISER--!

DIDJA SEE THE WAY HE MOVED --AND LEAPED AROUND? AND NOW HE'S GOT SOME KINDA ICY POWER! HE'S GOTTA BE A MUTANT!

WE GOTTA SAVE THOSE KIDS FROM 'IM!

LET'S GO!



THEY'RE AFTER ME! GOTTA RUN!

YA ROTTEN MUTIE! LEAVE THOSE KIDS ALONE!



WITH THE SPEED OF THOUGHT, THE UNCANNY CALVIN RANKIN CREATES AN ICE SHIELD BETWEEN HIMSELF AND HIS ATTACKERS...!

THAT'LL HOLD 'EM OFF TILL I GET AWAY!

HIS POWERS--THE SAME AS THE BEAST'S --AND AS MINE! IT CAN'T BE-- AND YET --IT IS! HOW? HOW?



BUT, THE WAY THEY'RE HOUNDING HIM--JUST LIKE PROFESSOR X SAID HUMANS WOULD HOUND US IF WE EVER REVEALED OURSELVES! I DON'T DARE TIP MY HAND BY GOING AFTER HIM!

MADE IT! THEY'LL NEVER GET ME NOW!

GOWAN--YELL AND THREATEN ALL YA WANT TO! I'M BETTER'N ANY OF YA!



LOOK AT 'EM MILLING AROUND --WONDERING WHAT TO DO NEXT, THE WEAK FOOLS!

I'M NOT AFRAID OF ANY OF THEM!



SAY! WAIT A MINUTE! THEY CALLED ME A MUTANT!

BUT--I SEEM TO REMEMBER --TWO OF THE X-MEN HAVE THOSE POWERS!



THAT'S IT! I'VE DONE WHAT NO ONE'S EVER BEEN ABLE TO DO BEFORE!

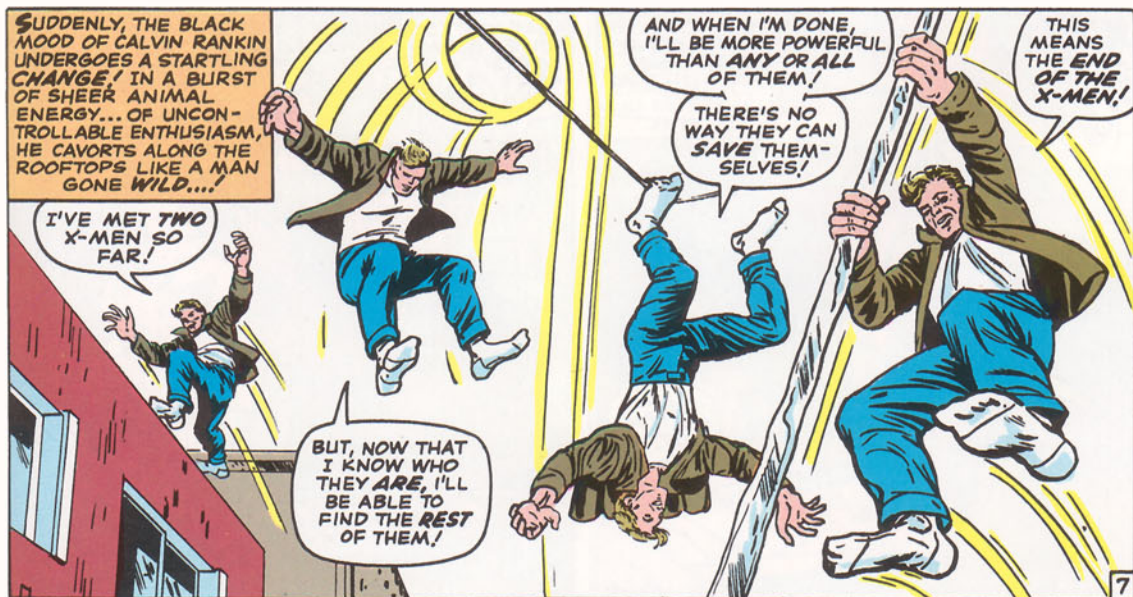
I'VE MANAGED TO DISCOVER THE NORMAL IDENTITIES OF TWO REAL X-MEN!

THAT'S WHO I WAS FIGHTING-- THE BEAST AND ICEMAN!



AND THEY THINK I'VE REALLY GOT THE SAME POWER AS THEM!

THEY DON'T EVEN SUSPECT MY REAL SECRET! NOBODY DOES!



SUDDENLY, THE BLACK MOOD OF CALVIN RANKIN UNDERGOES A STARTLING CHANGE! IN A BURST OF SHEER ANIMAL ENERGY... OF UNCONTROLLABLE ENTHUSIASM, HE CAVORTS ALONG THE ROOFTOPS LIKE A MAN GONE WILD...!

I'VE MET TWO X-MEN SO FAR!

AND WHEN I'M DONE, I'LL BE MORE POWERFUL THAN ANY OR ALL OF THEM!

THERE'S NO WAY THEY CAN SAVE THEMSELVES!

THIS MEANS THE END OF THE X-MEN!

BUT, NOW THAT I KNOW WHO THEY ARE, I'LL BE ABLE TO FIND THE REST OF THEM!



THEN, FINALLY--

WHEW!-- I'M BUSHED! THAT WAS SOME WORKOUT! BUT, I GOT MYSELF ALL OVER-HEATED!

I'LL WHIP UP SOME ICE TO COOL OFF WITH!



OH, NO! I CAN'T DO IT!-- ONLY A FEW DROPLETS--AND EVEN THEY'RE MELTING AWAY!

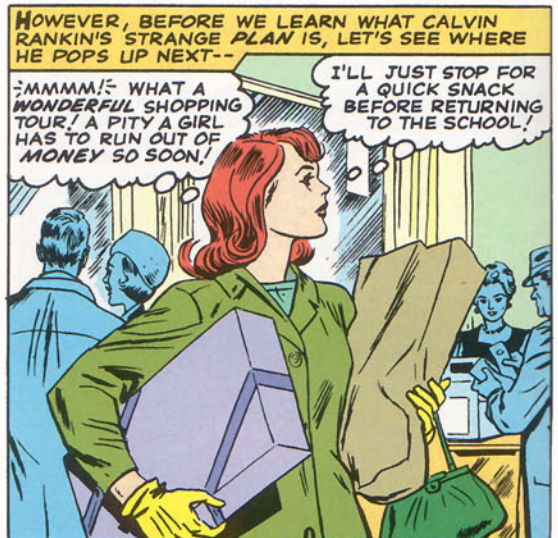
I SHOULD HAVE KNOWN! MY POWERS HAVE VANISHED!



IN MY EXCITEMENT, I FORGOT THAT MY POWERS ONLY LAST FOR A SHORT TIME-- ONLY WHILE I'M NEAR THE ONE I'M MIMICKING!

I'VE GOT TO REGAIN THOSE POWERS--AND MORE! I MUST --TO CARRY OUT MY PLAN!

THUMP!



HOWEVER, BEFORE WE LEARN WHAT CALVIN RANKIN'S STRANGE PLAN IS, LET'S SEE WHERE HE POPS UP NEXT--

MMMM!-- WHAT A WONDERFUL SHOPPING TOUR! A PITY A GIRL HAS TO RUN OUT OF MONEY SO SOON!

I'LL JUST STOP FOR A QUICK SNACK BEFORE RETURNING TO THE SCHOOL!



BETTER RUSH IF I WANT A TABLE!

OH! I'M SORRY! I DIDN'T SEE YOU WITH THAT TRAY!

BOOM!

HEY! WATCH IT!

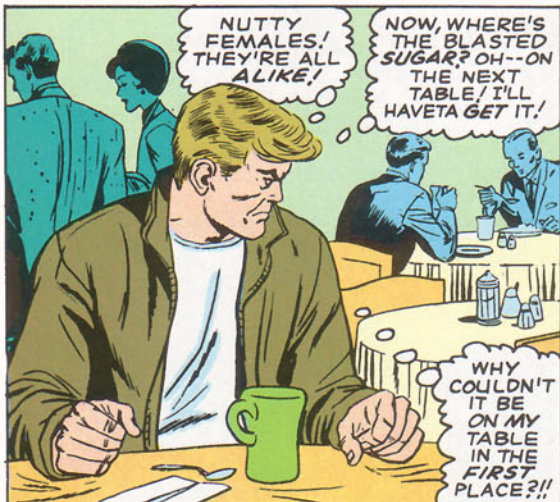


NEXT TIME LOOK WHERE YOU'RE GOING! IF YOU WEREN'T A GIRL, I'D PASTE YA ONE!

AND IF I WEREN'T A LADY, I'D TELL YOU WHAT I THINK OF YOUR MANNERS!

I'VE NEVER SEEN SUCH A NASTY-TEMPERED SPECIMEN!

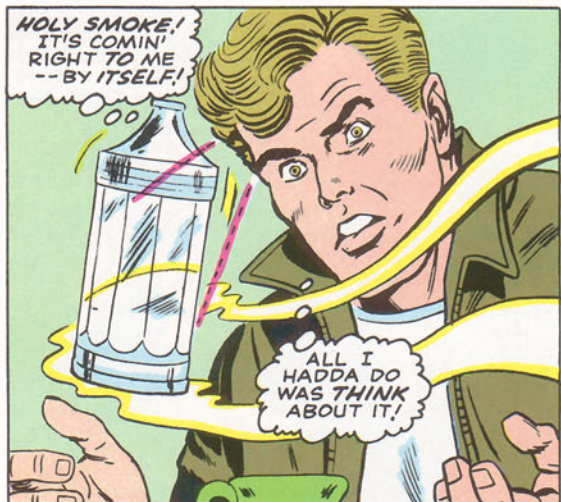
IF I WEREN'T AFRAID OF REVEALING MY IDENTITY, I'D TELEKINETICALLY TOSS HIM INTO A POT OF STEW!



NUTTY FEMALES! THEY'RE ALL ALIKE!

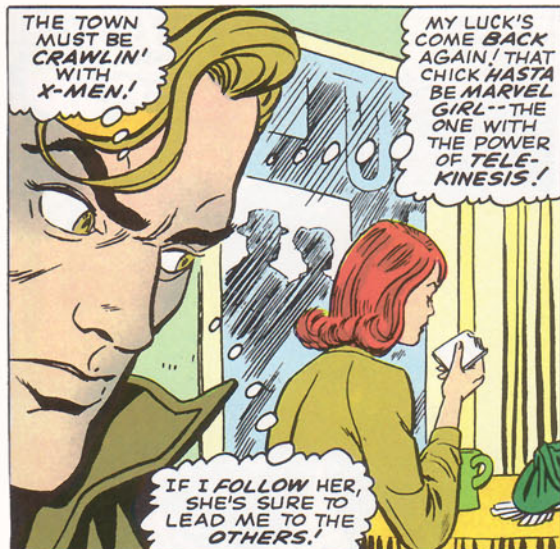
NOW, WHERE'S THE BLASTED SUGAR? OH--ON THE NEXT TABLE! I'LL HAVETA GET IT!

WHY COULDN'T IT BE ON MY TABLE IN THE FIRST PLACE?!!



HOLY SMOKE! IT'S COMIN' RIGHT TO ME -- BY ITSELF!

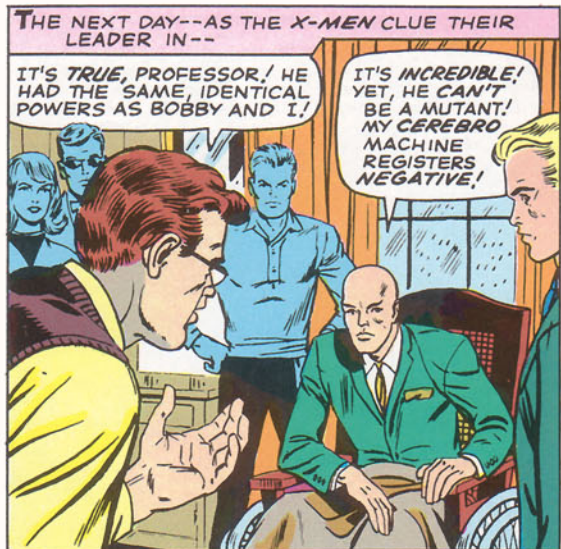
ALL I HADDA DO WAS THINK ABOUT IT!



THE TOWN MUST BE CRAWLIN' WITH X-MEN!

MY LUCK'S COME BACK AGAIN! THAT CHICK HASTA BE MARVEL GIRL--THE ONE WITH THE POWER OF TELEKINESIS!

IF I FOLLOW HER, SHE'S SURE TO LEAD ME TO THE OTHERS!



THE NEXT DAY--AS THE X-MEN CLUE THEIR LEADER IN--

IT'S TRUE, PROFESSOR! HE HAD THE SAME, IDENTICAL POWERS AS BOBBY AND I!

IT'S INCREDIBLE! YET, HE CAN'T BE A MUTANT! MY CEREBRO MACHINE REGISTERS NEGATIVE!



COULDN'T CEREBRO BE WRONG, SIR?

IMPOSSIBLE! IT WILL RESPOND TO THE PRESENCE OF A MUTANT WITHIN A HUNDRED-MILE RADIUS OF HERE! BUT, WE MUST LEARN HIS SECRET!

THE DOORBELL! IT'S HIM! I CAN MENTALLY CONFIRM HIS PRESENCE! ADMIT HIM, HANK!

R-R-R-RING

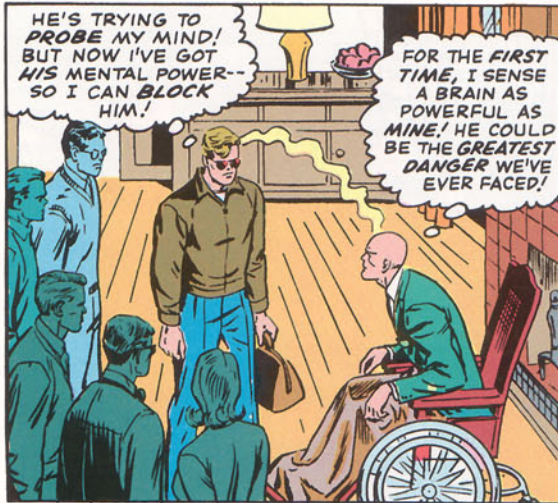


AND SO... HI, I'M SORRY FOR THE WAY I TANGLED WITH YOU YESTERDAY! I CAME TO APOLOGIZE-- AND TO ASK IF I CAN JOIN YOU!

THAT DECISION IS THE PROFESSOR'S PREROGATIVE! COME IN!

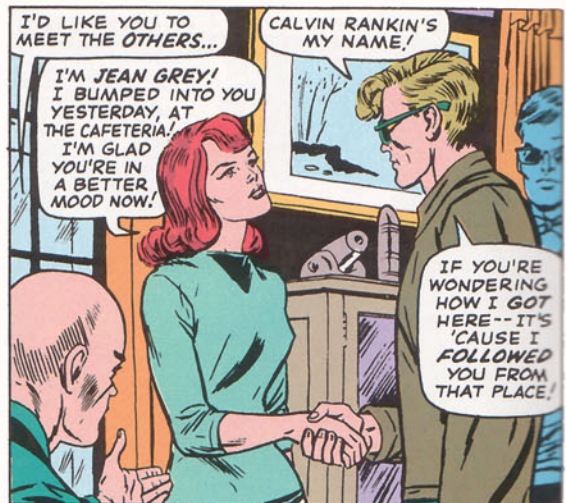
THE FOOL! HE THINKS I MEAN IT!

HE KNOWS WHO WE ARE!



HE'S TRYING TO PROBE MY MIND! BUT NOW I'VE GOT HIS MENTAL POWER-- SO I CAN BLOCK HIM!

FOR THE FIRST TIME, I SENSE A BRAIN AS POWERFUL AS MINE! HE COULD BE THE GREATEST DANGER WE'VE EVER FACED!



I'D LIKE YOU TO MEET THE OTHERS...

CALVIN RANKIN'S MY NAME!

I'M JEAN GREY! I BUMPED INTO YOU YESTERDAY, AT THE CAFETERIA! I'M GLAD YOU'RE IN A BETTER MOOD NOW!

IF YOU'RE WONDERING HOW I GOT HERE-- IT'S 'CAUSE I FOLLOWED YOU FROM THAT PLACE!



THEN, AFTER SCOTT SUMMERS HAS INTRODUCED HIMSELF...

A GLOW! APPEARING BEHIND HIS SMOKED GLASSES! AS THOUGH HIS EYES HAVE SUDDENLY BEEN ENDOWED WITH A POWER LIKE MINE!

GLAD TO SEE YA, SUMMERS! MAYBE A LOT MORE GLAD THAN YOU SUSPECT!



WARREN WORTHINGTON III, HUH? PUT IT THERE, PAL!

HE'S GOTTA BE THE ANGEL!!

I FEEL A SWELLING STARTING TO APPEAR ON MY BACK! LIKE WINGS GETTING READY TO SPOUT!

HELLO, RANKIN!



WE MUST PLAY ALONG WITH HIM-- ACT AS THOUGH WE TRUST HIM-- UNTIL WE LEARN THE EXTENT OF HIS POWER!

HI, DRAKE! I REMEMBER YOU, ALL RIGHT!

GOOD! I FEEL AS THOUGH I CAN ICE UP AGAIN, ANY TIME I WANT TO!

I DIDN'T LIKE YOU WHEN WE MET YESTERDAY--

--AND I HAVEN'T CHANGED MY MIND A BIT TODAY!

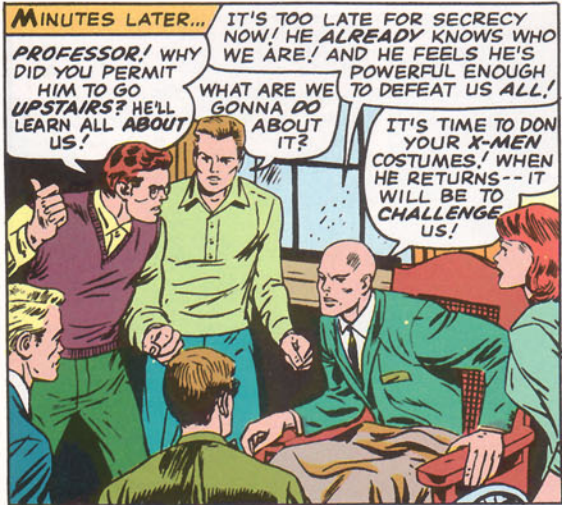


MY SENTIMENTS EXACTLY, RANKIN! I CAN'T FATHOM WHY YOU'RE HERE, BUT I SUSPECT YOUR MOTIVES ARE LESS THAN ALTRUISTIC!

THAT'S ENOUGH, HANK! REMEMBER--CALVIN RANKIN IS A GUEST!

BUT AN UNINVITED ONE, SIR!

NONE OF 'EM TRUST ME! BUT SO WHAT? IT'S TOO LATE FOR THEM TO SAVE THEMSELVES NOW!

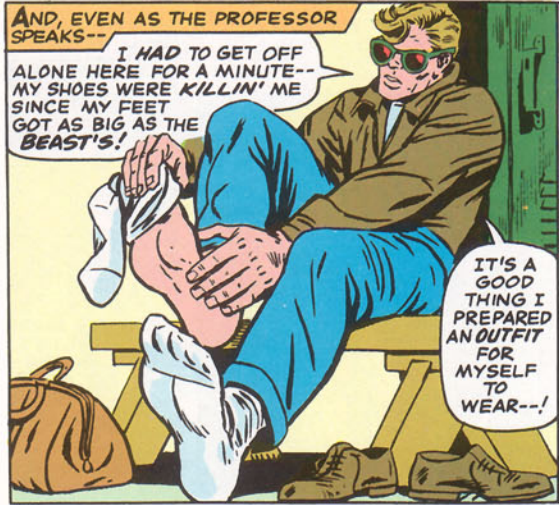


MINUTES LATER... PROFESSOR! WHY DID YOU PERMIT HIM TO GO UPSTAIRS? HE'LL LEARN ALL ABOUT US!

IT'S TOO LATE FOR SECRECY NOW! HE ALREADY KNOWS WHO WE ARE! AND HE FEELS HE'S POWERFUL ENOUGH TO DEFEAT US ALL!

WHAT ARE WE GONNA DO ABOUT IT?

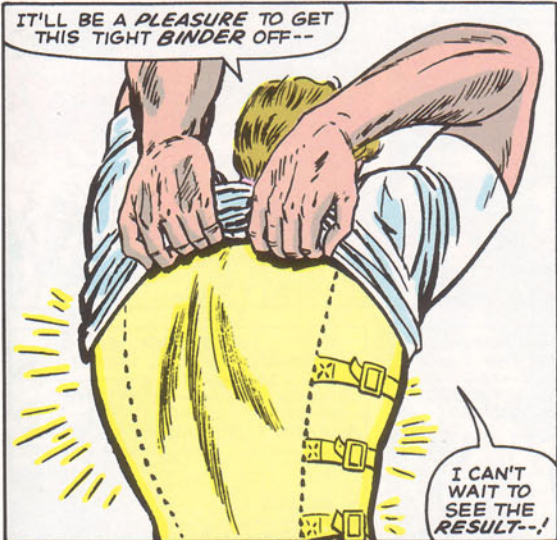
IT'S TIME TO DON YOUR X-MEN COSTUMES! WHEN HE RETURNS-- IT WILL BE TO CHALLENGE US!



AND, EVEN AS THE PROFESSOR SPEAKS--

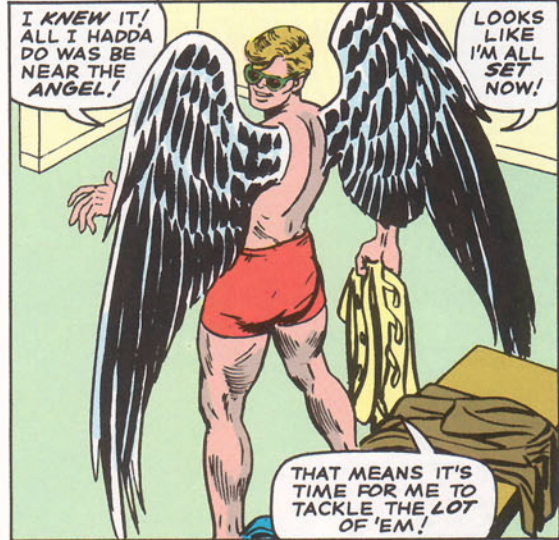
I HAD TO GET OFF ALONE HERE FOR A MINUTE-- MY SHOES WERE KILLIN' ME SINCE MY FEET GOT AS BIG AS THE BEAST'S!

IT'S A GOOD THING I PREPARED AN OUTFIT FOR MYSELF TO WEAR--!



IT'LL BE A PLEASURE TO GET THIS TIGHT BINDER OFF--

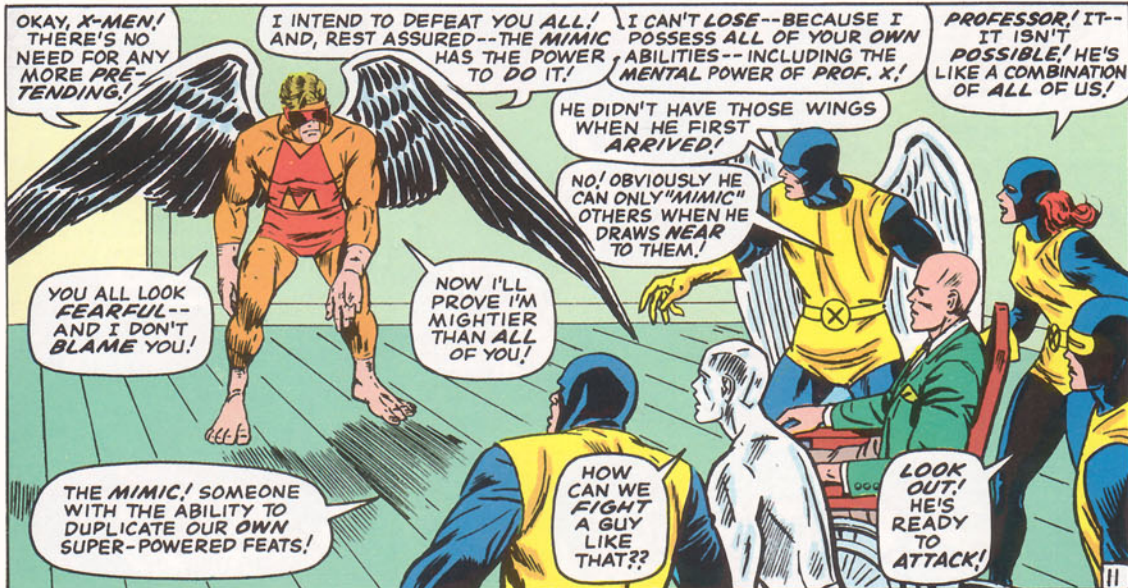
I CAN'T WAIT TO SEE THE RESULT--!



I KNEW IT! ALL I HAD TO DO WAS BE NEAR THE ANGEL!

LOOKS LIKE I'M ALL SET NOW!

THAT MEANS IT'S TIME FOR ME TO TACKLE THE LOT OF 'EM!



OKAY, X-MEN! THERE'S NO NEED FOR ANY MORE PRE-TENDING!

I INTEND TO DEFEAT YOU ALL! AND, REST ASSURED--THE MIMIC HAS THE POWER TO DO IT!

I CAN'T LOSE--BECAUSE I POSSESS ALL OF YOUR OWN ABILITIES--INCLUDING THE MENTAL POWER OF PROF. X!

PROFESSOR! IT-- IT ISN'T POSSIBLE! HE'S LIKE A COMBINATION OF ALL OF US!

HE DIDN'T HAVE THOSE WINGS WHEN HE FIRST ARRIVED!

NO! OBVIOUSLY HE CAN ONLY "MIMIC" OTHERS WHEN HE DRAWS NEAR TO THEM!

YOU ALL LOOK FEARFUL-- AND I DON'T BLAME YOU!

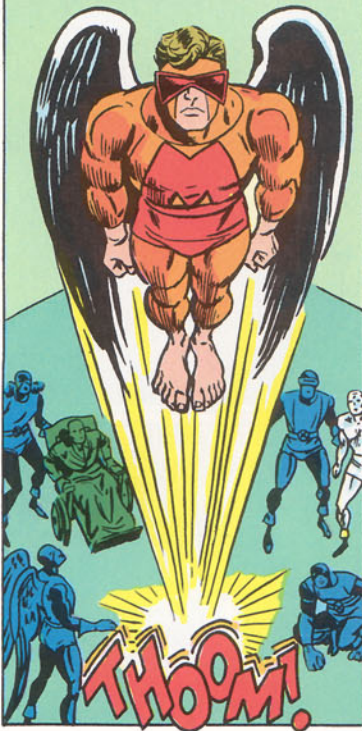
NOW I'LL PROVE I'M MIGHTIER THAN ALL OF YOU!

THE MIMIC! SOMEONE WITH THE ABILITY TO DUPLICATE OUR OWN SUPER-POWERED FEATS!

HOW CAN WE FIGHT A GUY LIKE THAT??

LOOK OUT! HE'S READY TO ATTACK!

THEN, SUDDENLY, THE MIMIC HURTLING UPWARD, PROPELLED BY A LEAP OF BEAST-LIKE AGILITY--



THOOM!

INSTANTLY, A MENTAL COMMAND FROM PROFESSOR X RINGS OUT--



ANGEL! I DON'T KNOW WHAT HE'S PLANNING-- BUT STOP HIM!

IT'LL BE A PLEASURE, SIR!

BUT, BEFORE THE HIGH-FLYING ANGEL CAN REACH HIS PREY, THE MIMIC REVERSES HIMSELF IN FLIGHT, AND...



HAH! UNLIKE YOU, I'VE GOT MORE THAN A PAIR OF WINGS!

BAM!

--UNHHHH!-- HE ATTACKED THE WAY THE BEAST WOULD-- IF HANK COULD ALSO FLY!



WHO'S NEXT? I'LL TAKE YOU ONE AT A TIME, OR ALL AT ONCE!

JEAN! STOP ANGEL'S FALL-- TELEKINETICALLY!

ICEMAN! KEEP THE MIMIC AT BAY WITH AN ICE JAVELIN-- WHILE I TRY TO SINGE HIS WINGS.

GOTCHA, CYKE!



DID YOU FORGET-- I HAVE THE SAME POWER--AND THE SAME DEFENSES--AS YOU DO!

BOOM!

HE MIMICKED MY POWER BEAM TO SHATTER THE JAVELIN-- AND STOPPED MY OWN BEAM WITH AN ICE SHIELD!

WHAP!



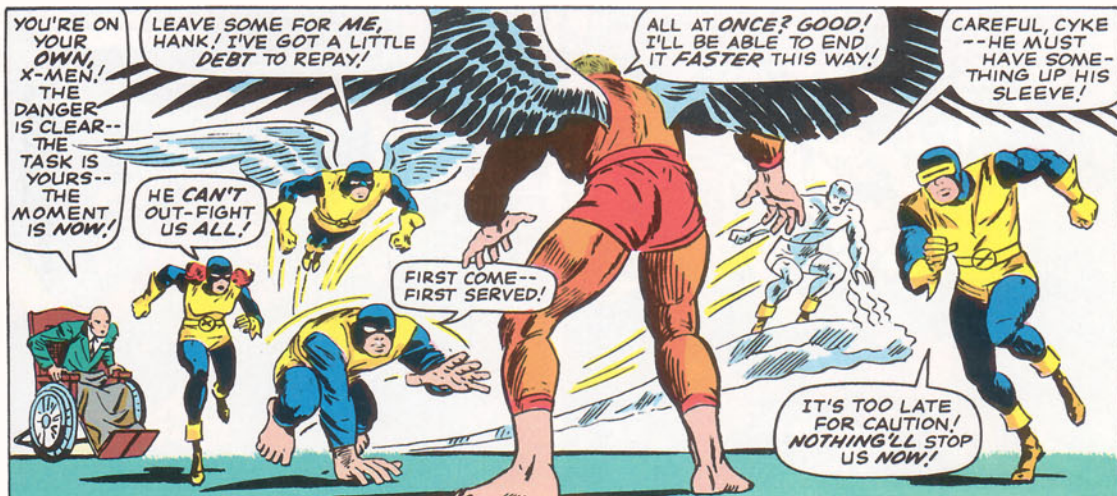
HE'S LANDING! HE THINKS WE'RE BEATEN!

STAY BACK, ALL OF YOU! I'LL TACKLE HIM --ALONE!

NO! HE'S TOO STRONG-- TOO UNPREDICTABLE! YOU MUST FIGHT AS A TEAM!

HAH! THANKS FOR YOUR POWERS, X-MEN--!

NOW I'M GONNA USE 'EM TO DEFEAT THE WHOLE LOT OF YOU!



YOU'RE ON YOUR OWN, X-MEN! THE DANGER IS CLEAR-- THE TASK IS YOURS-- THE MOMENT IS NOW!

LEAVE SOME FOR ME, HANK! I'VE GOT A LITTLE DEBT TO REPAY!

ALL AT ONCE? GOOD! I'LL BE ABLE TO END IT FASTER THIS WAY!

CAREFUL, CYKE --HE MUST HAVE SOMETHING UP HIS SLEEVE!

HE CAN'T OUT-FIGHT US ALL!

FIRST COME-- FIRST SERVED!

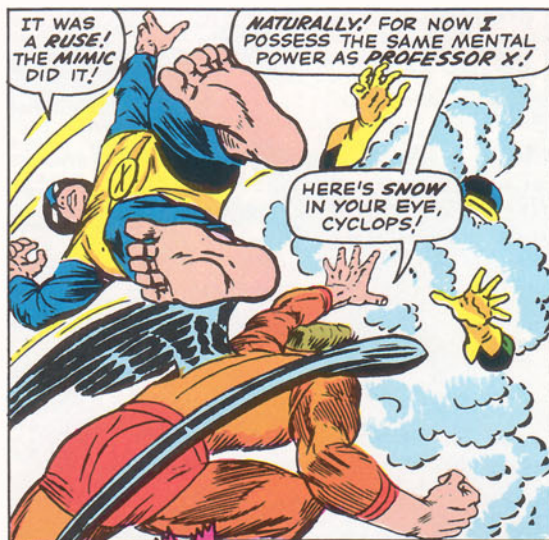
IT'S TOO LATE FOR CAUTION! NOTHING'LL STOP US NOW!



BUT SUDDENLY, A SHARP MENTAL COMMAND IS HEARD--

X-MEN! HALT! BEHIND YOU-- QUICK! LOOK BEHIND YOU!

BEHIND US?? WHERE? WHAT CAN IT BE??



IT WAS A RUSE! THE MIMIC DID IT!

NATURALLY! FOR NOW I POSSESS THE SAME MENTAL POWER AS PROFESSOR X!

HERE'S SNOW IN YOUR EYE, CYCLOPS!



AND SOME HAIL IN YOURS, MIMIC! NO MATTER HOW MANY POWERS YOU HAVE, YOU CAN'T BE EVERYWHERE AT ONCE!

THUM
BAM!

UNHH!

A MOST EFFECTIVE MANEUVER, BOBBY! AND NOW, ALLOW ME TO PERFORM THE COUP DE GRACE!



IT WOULD APPEAR THAT THE TIME HAS COME FOR OUR MOMENT OF TRUTH, MR. RANKIN!

HOLD ON, HANK! I'LL TRY TO TOPPLE HIM BY APPLYING TELEKINETIC FORCE TO HIS LEGS!

I'VE GOT TO KEEP REMINDING MYSELF WE'RE NOT ATTACKING ONE OF US WHEN WE FIGHT THE MIMIC!



HOW ABOUT THAT! WE BEAT HIM!

AND IN RECORD TIME, TOO!

A MOST EXEMPLARY EXAMPLE OF X-MEN PROWESS!

HAVE YOU HAD ENOUGH, MISTER RANKIN?

I DON'T LIKE IT! HE STILL LOOKS DANGEROUS TO ME!

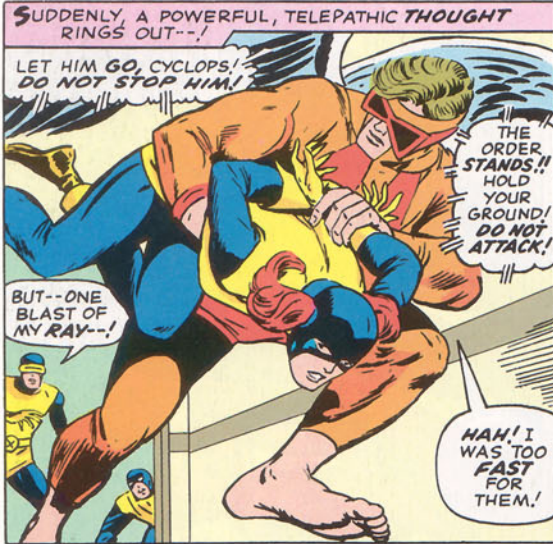
YOU'RE RIGHT, SCOTT!



THEN, MOVING WITH THE COMBINED SPEED AND AGILITY OF THE ANGEL AND BEAST THEMSELVES--

STAY BACK-- ALL OF YOU!

HE'S SEIZING MARVEL GIRL!



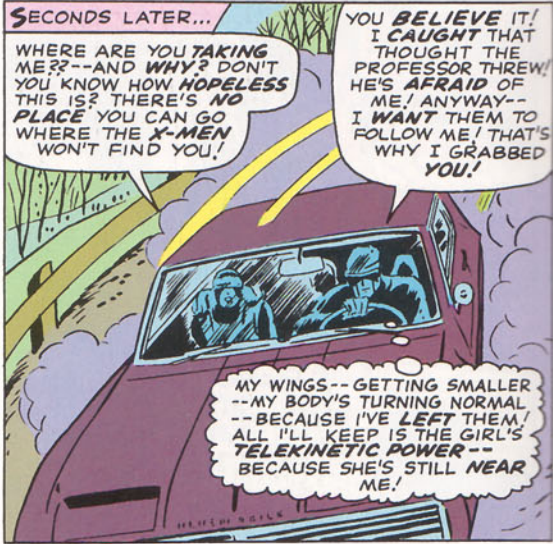
SUDDENLY, A POWERFUL, TELEPATHIC THOUGHT RINGS OUT--!

LET HIM GO, CYCLOPS! DO NOT STOP HIM!

THE ORDER STANDS!! HOLD YOUR GROUND! DO NOT ATTACK!

BUT--ONE BLAST OF MY RAY--!

HAH! I WAS TOO FAST FOR THEM!

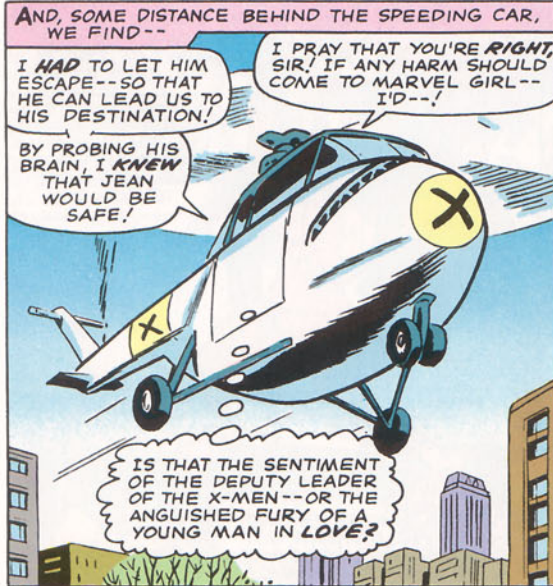


SECONDS LATER...

WHERE ARE YOU TAKING ME??--AND WHY? DON'T YOU KNOW HOW HOPELESS THIS IS? THERE'S NO PLACE YOU CAN GO WHERE THE X-MEN WON'T FIND YOU!

YOU BELIEVE IT! I CAUGHT THAT THOUGHT THE PROFESSOR THREW! HE'S AFRAID OF ME! ANYWAY-- I WANT THEM TO FOLLOW ME! THAT'S WHY I GRABBED YOU!

MY WINGS-- GETTING SMALLER --MY BODY'S TURNING NORMAL --BECAUSE I'VE LEFT THEM! ALL I'LL KEEP IS THE GIRL'S TELEKINETIC POWER -- BECAUSE SHE'S STILL NEAR ME!



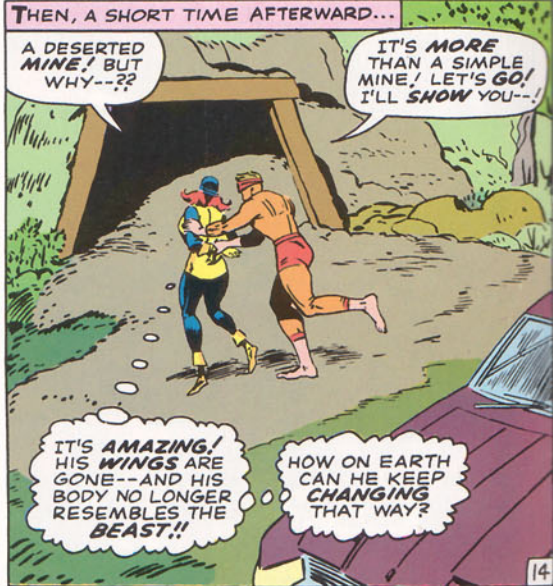
AND, SOME DISTANCE BEHIND THE SPEEDING CAR, WE FIND--

I HAD TO LET HIM ESCAPE-- SO THAT HE CAN LEAD US TO HIS DESTINATION!

I PRAY THAT YOU'RE RIGHT, SIR! IF ANY HARM SHOULD COME TO MARVEL GIRL-- I'D--!

BY PROBING HIS BRAIN, I KNEW THAT JEAN WOULD BE SAFE!

IS THAT THE SENTIMENT OF THE DEPUTY LEADER OF THE X-MEN-- OR THE ANGUISHED FURY OF A YOUNG MAN IN LOVE?



THEN, A SHORT TIME AFTERWARD...

A DESERTED MINE! BUT WHY--??

IT'S MORE THAN A SIMPLE MINE! LET'S GO! I'LL SHOW YOU--!

IT'S AMAZING! HIS WINGS ARE GONE-- AND HIS BODY NO LONGER RESEMBLES THE BEAST!!

HOW ON EARTH CAN HE KEEP CHANGING THAT WAY?

SOON, DEEP WITHIN THE MINE, JEAN GREY IS ASTONISHED TO FIND--

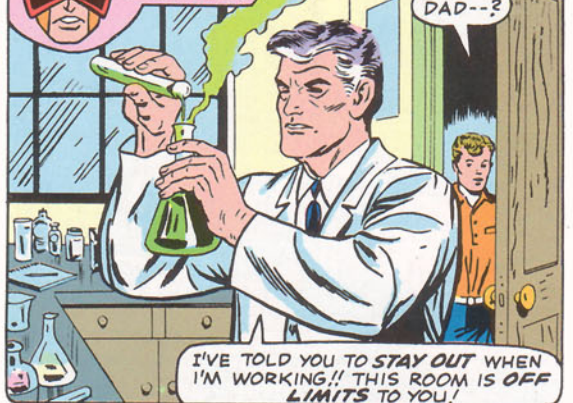
LIVING QUARTERS!! IT'S A PLACE FOR SOMEONE TO LIVE-- IN COMFORT --AND IN SECRET! BUT FOR WHAT PURPOSE??

WHILE WE WAIT FOR THE X-MEN TO FIND ME, I'LL TELL YOU A LITTLE STORY --!

THEN, PERHAPS YOU'LL FINALLY UNDERSTAND THE SECRET OF THE MIMIC!



"IT'S THE STORY OF A YOUNG BOY WHOSE FATHER WAS A SCIENTIST, WORKING ON A STRANGE, DANGEROUS EXPERIMENT, ... MORE DANGEROUS THAN ANY OF THEM DREAMED!"



I'VE TOLD YOU TO STAY OUT WHEN I'M WORKING!! THIS ROOM IS OFF LIMITS TO YOU!

"BUT, THE BOY WAS YOUNG--FOOLISH--AND DEFIANT! ONE DAY, WHEN HIS FATHER WAS OUT ON AN ERRAND, HE TRIED TO SATISFY HIS YOUTHFUL CURIOSITY-- AND THEN--

OH! I KNOCKED OVER A BEAKER--!



GAS!! FILLING THE AIR ALL AROUND ME!! CAN'T STOP BREATHING IT IN--!

"COUGHING, GASPING, HIS EYES SMARTING, HE CAREFULLY CLEANED UP THE LAB AND THEN LEFT! BUT, IN THE MONTHS AND YEARS THAT FOLLOWED, STRANGE THINGS BEGAN TO HAPPEN, MORE AND MORE FREQUENTLY--!

I DON'T GET IT! BLACKIE'S THE SCHOOL BOXING CHAMP --AND I'M A DUD! BUT I'M FIGHTING AS GOOD AS HE IS!!

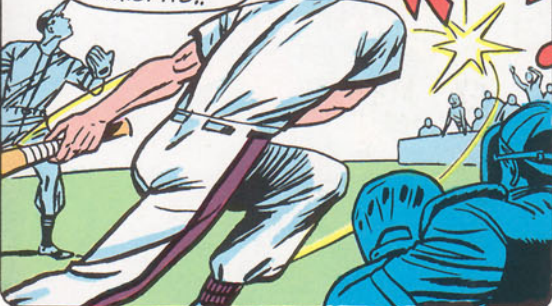
LATELY, WHENEVER I'M NEAR ANYONE, I SEEM ABLE TO DO WHATEVER THEY CAN DO!



"IT WAS THAT WAY ALL THRU SCHOOL! HE WAS AS GOOD AS THE BEST ATHLETES-- SO LONG AS HE WAS NEAR TO THEM! THERE WAS NOTHING HE DIDN'T EXCEL AT! AND, AS HIS ABILITY GREW, SO DID HIS ARROGANCE-- AND HIS CONCEIT!"

THAT'S YOUR FIFTH HOMER-- IN FIVE TIMES AT BAT!!

NATURALLY! IT'S NOT HARD WHEN YOU'RE PLAYING AGAINST A BUNCH OF NO-TALENT MISFITS!!



"EVEN WHEN HE WAS IN CLASS, HE ALWAYS SEEMED TO KNOW AS MUCH AS THE TEACHER! EVENTUALLY, THE DISLIKE WHICH THE OTHER STUDENTS HAD FOR HIM TURNED TO DISTRUST-- THEN TO ACTUAL SUSPICION-- AND FEAR--!

I TELL YOU, THERE'S SOMETHING SCARY ABOUT THE WAY HE'S GOOD AT EVERYTHING!

YOU'RE RIGHT! IT REMINDS YOU OF A ROBOT OR SOMETHING!! HE'S LIKE A MACHINE!

I NEVER HEARD OF ANYONE BEING TOPS AT EVERY SPORT-- AND GETTING STRAIGHT A'S IN EVERY SUBJECT-- WITHOUT EVEN TRYING!



I SHOULD WORRY WHAT THEY THINK OF ME! I'M BETTER'N ALL OF THEM! THEY'RE JUST JEALOUS OF ME, THAT'S WHAT!

"BUT, THE BOY'S FATHER FINALLY BECAME AWARE OF WHAT HAD HAPPENED! HE KNEW MEN WOULD SOME DAY RISE AGAINST HIS SON--AND SO HE TOOK HIM TO A LONELY CAVE..."

WE WILL LIVE HERE UNTIL I'VE FOUND A WAY TO HELP YOU!

IF ONLY MY POWERS WOULD BE PERMANENT --AND NOT LEAVE ME WHEN I'M NO LONGER NEAR THE ONE I'M MIMICKING!

"FOR MONTHS THEY HID IN THE CAVE WHILE THE SCIENTIST BUILT A MACHINE--ONE WHICH WOULD MAKE THE BOY'S POWER LAST FOREVER! BUT THE MACHINE DRAINED SO MUCH CURRENT, THAT IT SHORT-CIRCUITED EVERY FUSE IN THE COUNTY--!"

LISTEN! THE WARNING SIGNAL! SOMEONE IS COMING!

ACCORDING TO THE RADIO, PEOPLE ARE SUSPICIOUS OF WHAT'S BEEN HAPPENING HERE! THEY KNOW THERE ARE POWERFUL MACHINES OPERATING, BUT DON'T KNOW WHY!

BEEP...BEEP...BEEP... BEEP...BEEP...BEEP...

THEY'VE TRACED THE SOURCE OF THEIR POWER BREAKDOWN TO OUR CAVE! AN ANGRY, FEAR-CRAZED MOB IS CAPABLE OF ANYTHING!

WE'VE GOT TO PROTECT OURSELVES! I'LL DETONATE THE MAIN EXPLOSIVE CACHE, SEALING OFF THE MINE ENTRANCE!

IF ONLY THEY'D WAITED A LITTLE LONGER--IT WOULDN'T HAVE MATTERED!

"BUT, IN SETTING OFF THE EXPLOSIVES, THE SCIENTIST UNDERESTIMATED THE FORCE OF THE BLAST, AND--HE WAS UNABLE TO ESCAPE IN TIME--!"

BOOM!

"HOURS LATER, AFTER THE MOB HAD FINALLY DISPERSED, THE SON DUG HIMSELF TO FREEDOM-- HIS HEART POUNDING WITH AN UNQUENCHABLE DESIRE FOR VENGEANCE--!"

I'LL MAKE THEM PAY FOR WHAT HAPPENED TO YOU, DAD! EVEN THOUGH YOUR MACHINE WAS BURIED UNDER ALL THE DEBRIS, I'LL FIND SOME WAY TO REACH IT AGAIN--!

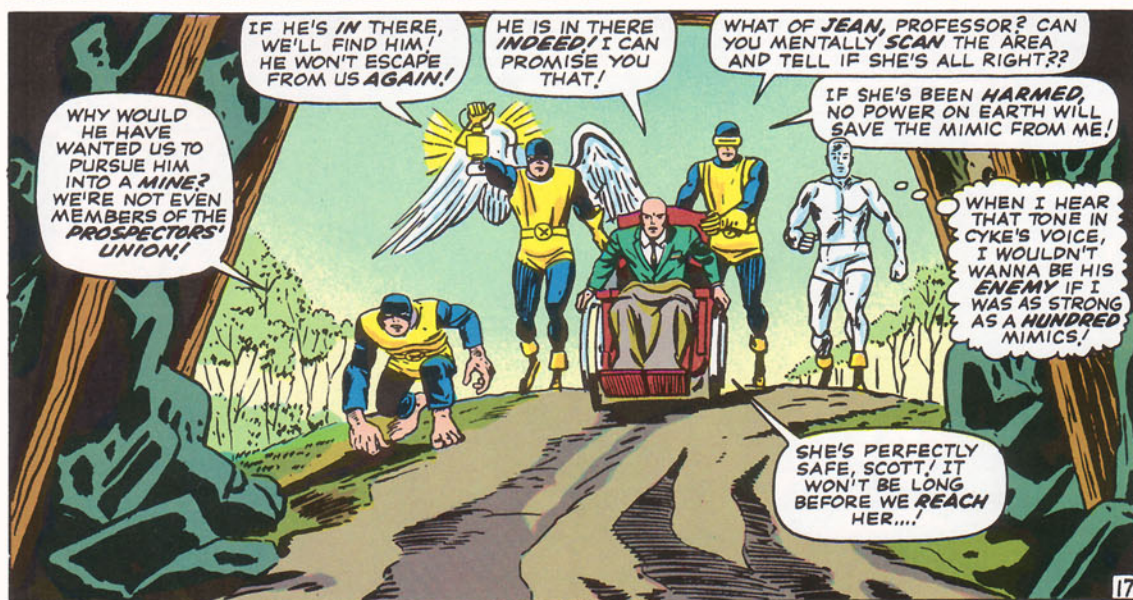
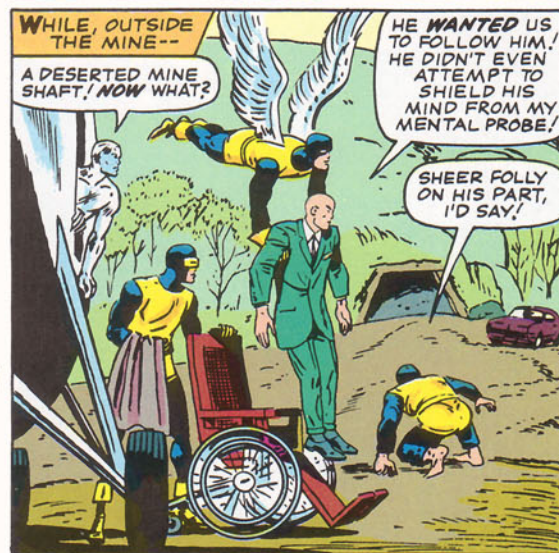
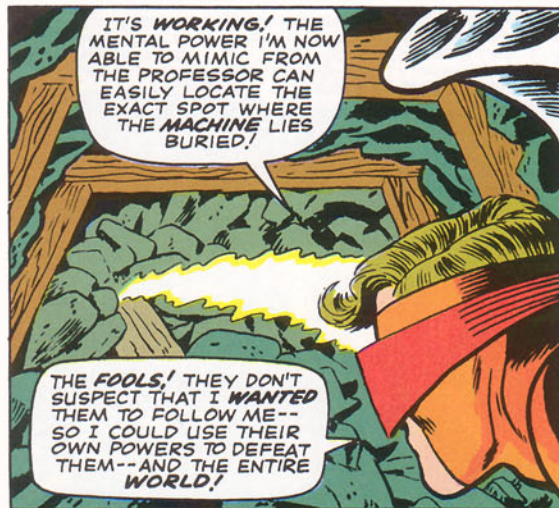
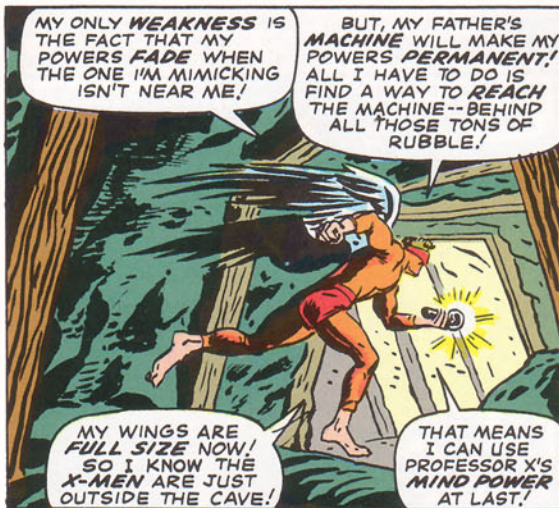
--AND WHEN I DO, I'LL BECOME THE MIGHTIEST MAN IN THE WORLD! I'LL GAIN THE POWER OF EVERYONE I MEET--AND I'LL KEEP ALL THAT POWER--FOREVER!

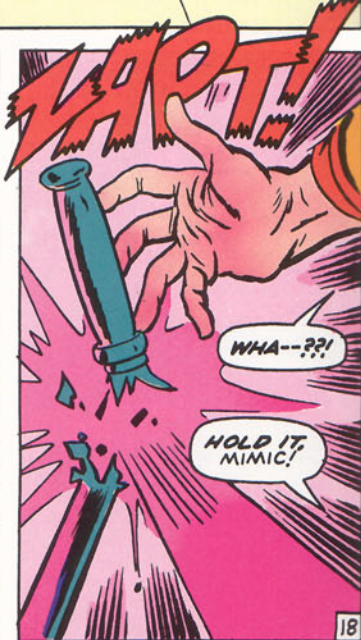
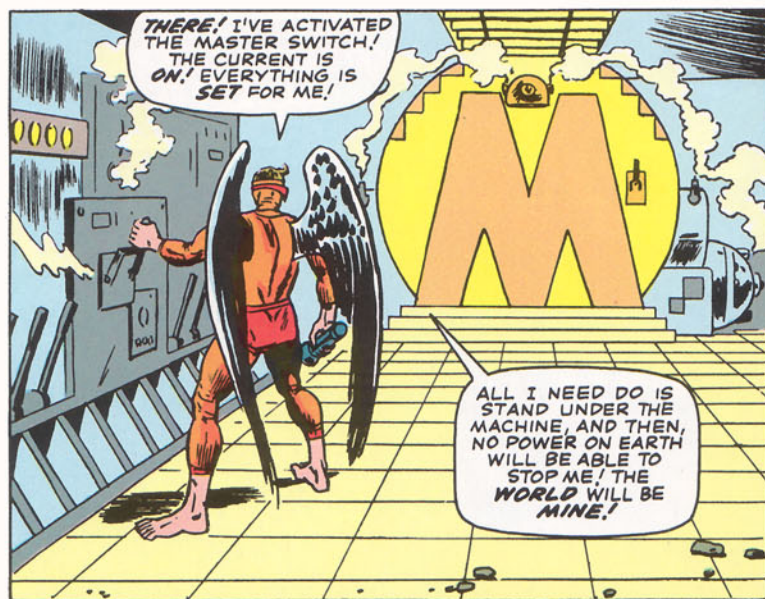
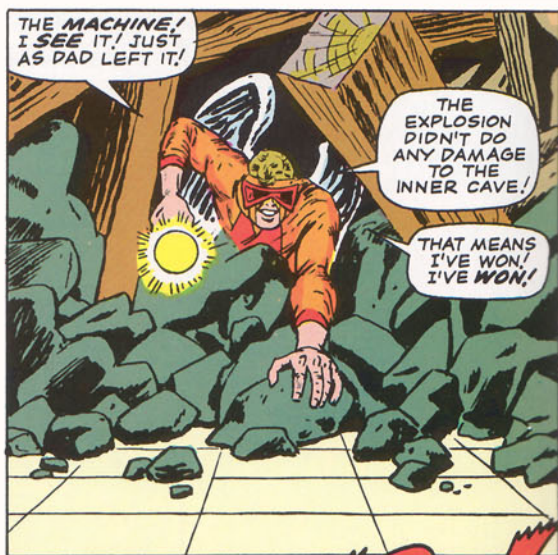
THEN-- YOU WERE THAT BOY! AND YOU WANT THE X-MEN TO FOLLOW YOU HERE, SO YOU CAN TRICK THEM INTO REACHING THE MACHINE FOR YOU!

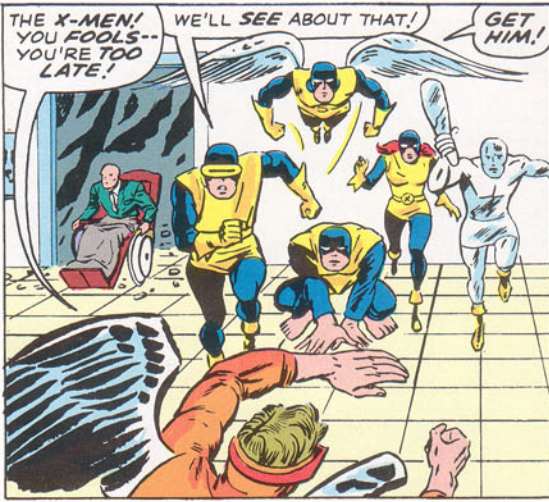
RIGHT! AND YOU'RE THE BAIT THAT WILL BRING THEM TO ME!

AHHH! MY WINGS ARE BEGINNING TO SPILT AGAIN! THAT MEANS THEY'RE GETTING CLOSER!

IT'S TIME TO GREET THEM NOW--AS I OPEN THE DOOR TELEKINETICALLY WITH THE POWER I'VE MIMICKED FROM YOU!



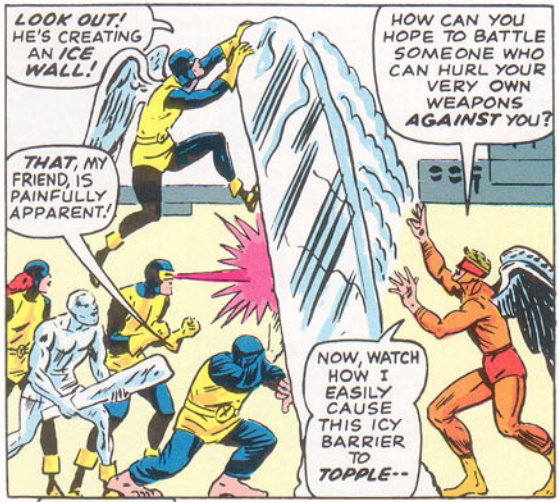




THE X-MEN! YOU FOOLS-- YOU'RE TOO LATE!

WE'LL SEE ABOUT THAT!

GET HIM!



LOOK OUT! HE'S CREATING AN ICE WALL!

HOW CAN YOU HOPE TO BATTLE SOMEONE WHO CAN HURL YOUR VERY OWN WEAPONS AGAINST YOU?

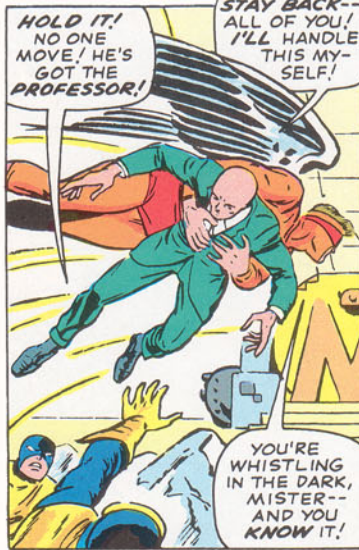
THAT, MY FRIEND, IS PAINFULLY APPARENT!

NOW, WATCH HOW I EASILY CAUSE THIS ICY BARRIER TO TOPPLE--



--AND SEIZE THE ADVANTAGE BY FLYING OVER ALL YOUR HEADS!

WHUMP!



HOLD IT! NO ONE MOVE! HE'S GOT THE PROFESSOR!

STAY BACK-- ALL OF YOU! I'LL HANDLE THIS MYSELF!

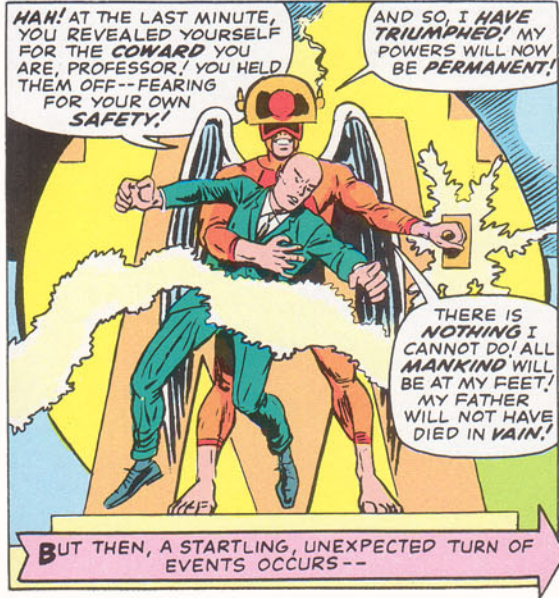
YOU'RE WHISTLING IN THE DARK, MISTER-- AND YOU KNOW IT!



BUT WE MUST ACT! IF HE USES THAT MACHINE--!

THERE'S NOTHING THEY CAN DO-- WHILE I HAVE YOU!

DON'T ATTACK! HE CAN'T WIN! YOU MUST TRUST ME!



HAN! AT THE LAST MINUTE, YOU REVEALED YOURSELF FOR THE COWARD YOU ARE, PROFESSOR! YOU HELD THEM OFF-- FEARING FOR YOUR OWN SAFETY!

AND SO, I HAVE TRIUMPHED! MY POWERS WILL NOW BE PERMANENT!

THERE IS NOTHING I CANNOT DO! ALL MANKIND WILL BE AT MY FEET! MY FATHER WILL NOT HAVE DIED IN VAIN!

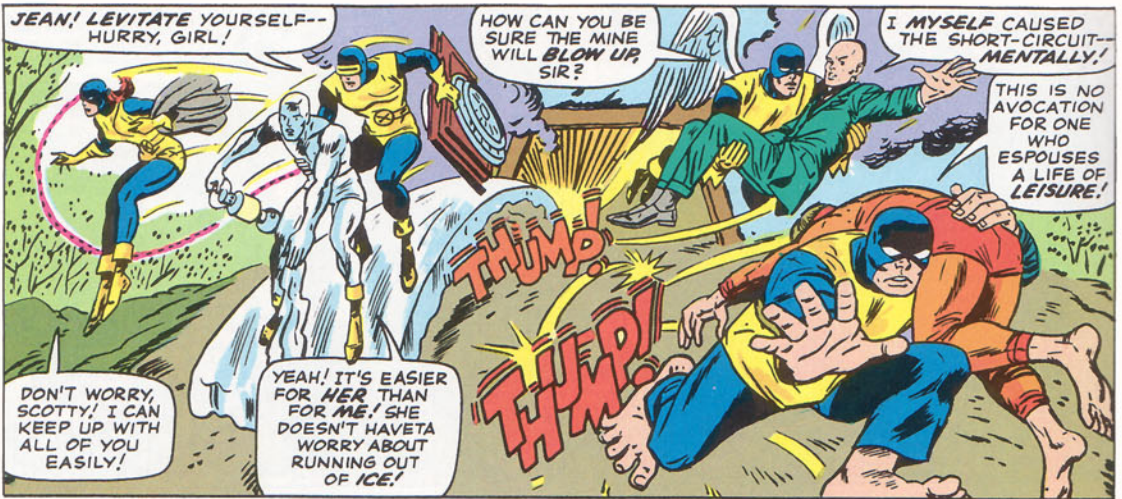
BUT THEN, A STARTLING, UNEXPECTED TURN OF EVENTS OCCURS--



THE MIMIC COLLAPSED! THIS ENTIRE PLACE WILL BLOW UP WITHIN MINUTES! I'LL GRAB THE PROFESSOR!

BEAST! QUICKLY! TAKE THE MIMIC! THIS ENTIRE PLACE WILL BLOW UP WITHIN MINUTES! WE'VE GOT TO ESCAPE!

BUT WHY? HOW? SOME TIME TO PLAY 20 QUESTIONS!



JEAN! LEVITATE YOURSELF-- HURRY, GIRL!

HOW CAN YOU BE SURE THE MINE WILL BLOW UP, SIR?

I MYSELF CAUSED THE SHORT-CIRCUIT-- MENTALLY!

THIS IS NO AVOCATION FOR ONE WHO ESPOUSES A LIFE OF LEISURE!

DON'T WORRY, SCOTTY! I CAN KEEP UP WITH ALL OF YOU EASILY!

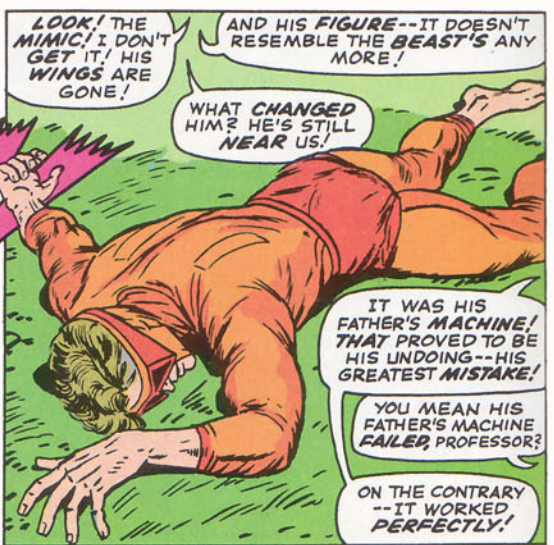
YEAH! IT'S EASIER FOR HER THAN FOR ME! SHE DOESN'T HAVETA WORRY ABOUT RUNNING OUT OF ICE!

THUMP!
THUMP!



WE MADE IT! WE'RE SAFE!

WHEW! TALK ABOUT THE NICK 'A TIME--!



LOOK! THE MIMIC! I DON'T GET IT! HIS WINGS ARE GONE!

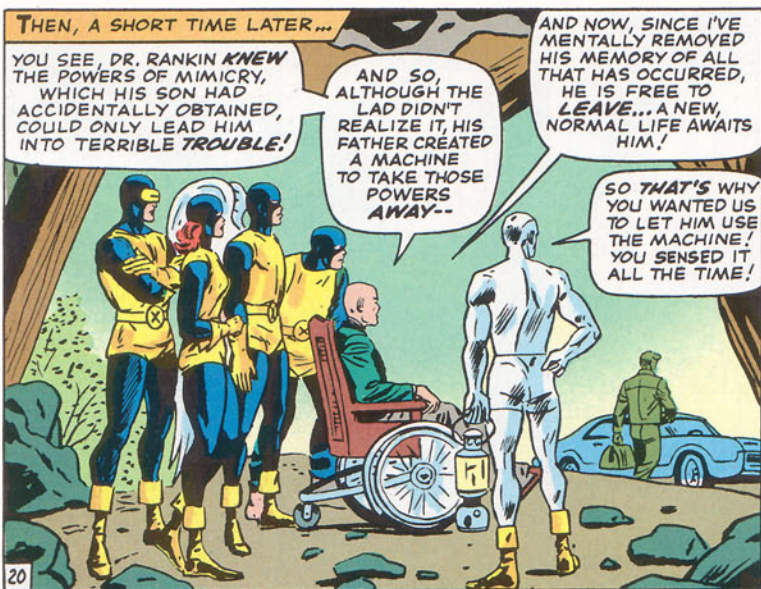
AND HIS FIGURE--IT DOESN'T RESEMBLE THE BEAST'S ANY MORE!

WHAT CHANGED HIM? HE'S STILL NEAR US!

IT WAS HIS FATHER'S MACHINE! THAT PROVED TO BE HIS GREATEST MISTAKE!

YOU MEAN HIS FATHER'S MACHINE FAILED, PROFESSOR?

ON THE CONTRARY --IT WORKED PERFECTLY!



THEN, A SHORT TIME LATER... YOU SEE, DR. RANKIN KNEW THE POWERS OF MIMICRY, WHICH HIS SON HAD ACCIDENTALLY OBTAINED, COULD ONLY LEAD HIM INTO TERRIBLE TROUBLE!

AND SO, ALTHOUGH THE LAD DIDN'T REALIZE IT, HIS FATHER CREATED A MACHINE TO TAKE THOSE POWERS AWAY--

AND NOW, SINCE I'VE MENTALLY REMOVED HIS MEMORY OF ALL THAT HAS OCCURRED, HE IS FREE TO LEAVE... A NEW, NORMAL LIFE AWAITS HIM!

SO THAT'S WHY YOU WANTED US TO LET HIM USE THE MACHINE! YOU SENSED IT ALL THE TIME!



I WONDER WHAT WOULD HAVE HAPPENED IF HE HAD GAINED THE POWER HE WANTED??

LUCKY FOR US--AND FOR THE WORLD-- WE'LL NEVER KNOW!

NEXT ISH: *The RETURN of UNUS! THE BLOB!* --AND THE MYSTERIOUS LUCIFER! 'NUFF SAID!