

APPROVED
BY THE
COMICS
CODE
AUTHORITY

the X-MEN

MARVEL
COMICS
GROUP

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"RE-ENTER:
THE
MIMIC!"

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

"Re-enter: THE MIMIC!"

NOPE, MARVELITE... YOU HAVEN'T MISSED AN ISH! WONDROUS WERNER JUST DECIDED TO START THIS WAY-OUT YARN IN THE MIDDLE... AND WHO ARE WE TO SAY HIM NAY? (BUT, DON'T DESPAIR... WE'LL FILL YA IN AS WE GO ALONG, TIGER...)

THE LAST TIME WE FOUGHT, YOU BEAT ME BY TRICKERY!* BUT, THAT ISN'T GONNA HAPPEN AGAIN!

HE'S BACK... AND, HE SEEMS STRONGER... MORE DANGEROUS THAN EVER!

MAYBE YOU CAN IMITATE ALL OUR POWERS, MIMIC... BUT I'M BETTIN' WE CAN STILL TAKE YOU!

DON'T GET OVER-CONFIDENT, BOBBY! REMEMBER... HE ALSO POSSESSES WINGS, LIKE THE CON-VALESCENT ANGEL!

YOU MUST DEFEAT HIM, MY X-MEN! FOR, I SENSE THAT THERE IS MUCH MORE AT STAKE HERE THAN MERE PRESTIGE!

IF IT'S A BATTLE ROYAL YOU WANT, MISTER... YOU'VE GOT IT! YOU'LL HAVE TO DEAL WITH THE FOUR OF US!

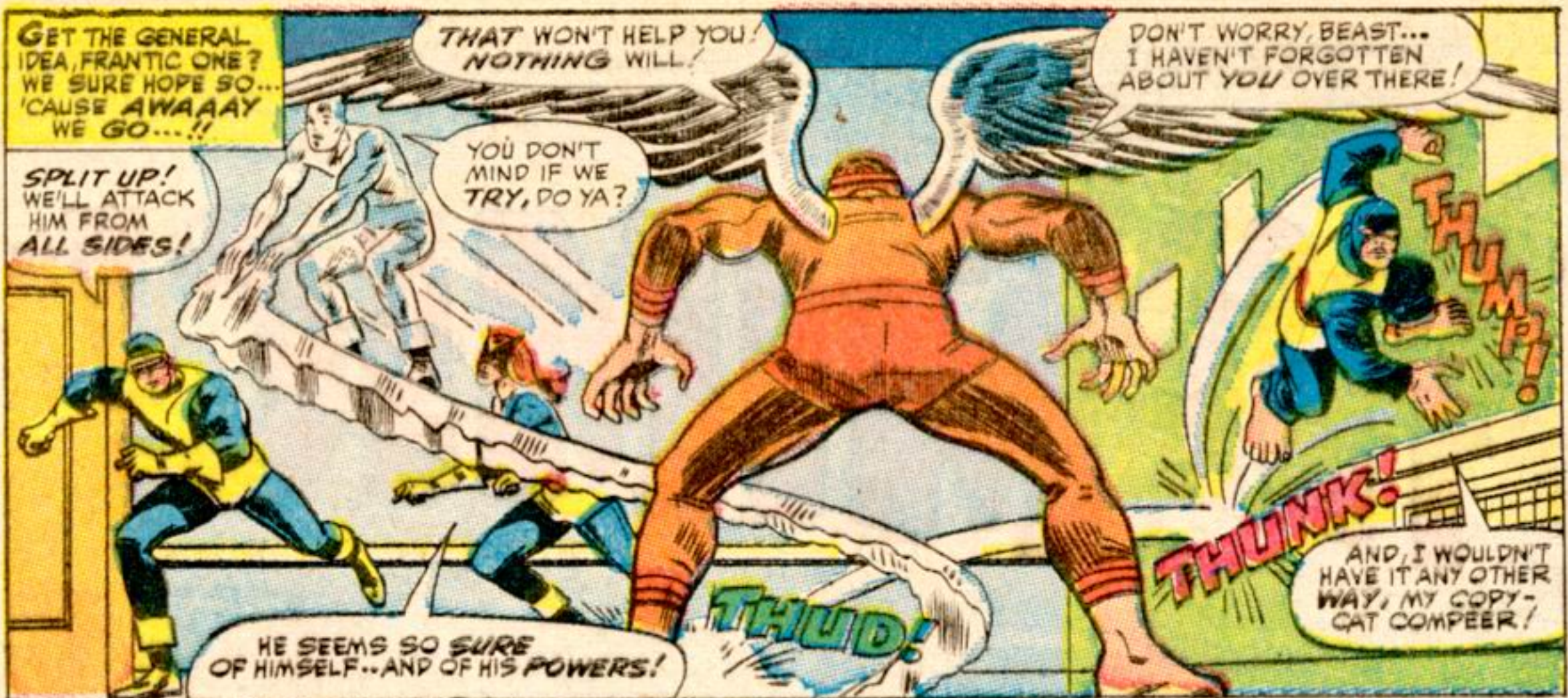
WHY DO YOU THINK I'M HERE, CREEP? LET'S GET AT IT... I AIN'T GOT ALL DAY!

AND NOW, HASTILY, BEFORE WE FORGET 'EM AMIDST THE PULSATIN' PANDEMONIUM TO FOLLOW, IT'S CREDITS TIME:

EDITED BY STAN LEE
SCRIPTED BY ROY THOMAS
DRAWN BY WERNER ROTH
INKED BY DICK AYERS
LETTERED BY SAM ROSEN
(WOULDJA BELIEVE ARTIE SIMBK?)

*WAY BACK IN ISH #19... OUR LATE, GREAT X-MEN EPIC!
... SENTIMENTAL SMILEY.

THE X-MEN is published by CANAM PUBLISHERS SALES CORP. OFFICE OF PUBLICATION: 625 MADISON AVENUE, NEW YORK, N. Y. 10022. SECOND CLASS MAIL PRIVILEGES AUTHORIZED AT NEW YORK, N. Y. ADDITIONAL ENTRY AT Meriden, Conn. Published monthly. Copyright ©1966 by Canam Publishers Sales Corp., all rights reserved, 625 Madison Avenue, New York, N. Y. 10022. Vol. 1, No. 27, December, 1966 issue. Price 12c per copy. Subscription rate \$1.75 and \$2.25 Canada for 12 issues including postage. Foreign subscriptions \$3.25 in American funds. 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. Printed in the U.S.A. by The Eastern Color Printing Co., Waterbury 20, Conn. Martin Goodman, Publisher.



GET THE GENERAL IDEA, FRANTIC ONE? WE SURE HOPE SO... 'CAUSE AWAAAAY WE GO...!!

THAT WON'T HELP YOU! NOTHING WILL!

DON'T WORRY, BEAST... I HAVEN'T FORGOTTEN ABOUT YOU OVER THERE!

SPLIT UP! WE'LL ATTACK HIM FROM ALL SIDES!

YOU DON'T MIND IF WE TRY, DO YA?

HE SEEMS SO SURE OF HIMSELF... AND OF HIS POWERS!

THUD!

THUNK!

AND, I WOULDN'T HAVE IT ANY OTHER WAY, MY COPY-CAT COMPEER!



BUT, EVEN AS THE AGILE HANK MCCOY IS IN MID-LEAP...

I'LL PUT THE KIBOSH ON YOU WITH YOUR BUDDY ICEMAN'S TRUMP CARD, YOU OVER-RATED CLOWN!

WHOOOPS!

KPLANG!

I WAS CARELESS! I THOUGHT HE'D DIRECT HIS EFFORTS AT ME... NOT THE WALL!



OH...! I HOPED I COULD TELEKINETICALLY SLOW DOWN HANK'S CAREENING... BUT I COULDN'T ACT FAST ENOUGH!

UHHH!

KRAASH!

IT CAN ONLY BE BECAUSE I'VE BEEN SO BUSY AT COLLEGE... AND HAVEN'T HAD TIME TO PRACTICE WITH THE OTHERS!



MEANWHILE, ANOTHER MIGHTY MUTANT HAS ENTERED THE FANTASTIC FRAY...

YOU CAN LEAP JUST LIKE THE BEAST AGAIN! IT'S ALMOST LIKE FIGHTING ONE OF US!

YOU MISSED, CYCLOPS! YOU'LL TEAR UP YOUR WHOLE SCHOOL BEFORE YOU LAY THOSE BEADY LITTLE EYES ON ME!

ZOT!

WE MUST BE SUBCONSCIOUSLY PULLING OUR PUNCHES... AND NOT REALIZING IT!



THEN, SUDDENLY, AN OVERWHELMING MENTAL COMMAND RINGS OUT...

CEASE YOUR STRUGGLING, MY X-MEN! THE MIMIC COMES AS A FRIEND... NOT AS A FOE!

IT'S THE PROFESSOR!

BUT, WHY SHOULD HE TELL US TO STOP FIGHTING?

I'M DEAD CERTAIN HE DIDN'T, BOBBY... IT'S ANOTHER OF THE MIMIC'S RUSES!

THIS TIME, THOUGH, WE'RE NOT BITING!

SO... YOU REMEMBER THAT I HAVE XAVIER'S TELEPATHIC ABILITY, HUH?

WATCH MARVEL SUPER-HEROES ON TV



BUT, BEFORE ICEMAN CAN EVEN DESCEND FROM HIS LOFTY PERCH...

KUH-BLANG!

THE KETTLE... IT EXPLODED!

OF COURSE! WHAT'D YOU EXPECT?

LIKE YOU SAID... I'VE STILL GOT THE EYE-BLASTING POWER OF CYCLOPS!

OKAY, PLAYMATES... FUN TIME'S OVER! YOU'VE HAD IT!

I WAS GONNA ENJOY WALTZIN' AROUND WITH YOU TWO FOR A WHILE... BUT, YOU GOT ME MAD!

BOBBY... LOOK OUT! HE'S LEAPING YOUR WAY..!

NO USE WARNIN' HIM, LADY... HE'S GOT NO PLACE TO GO!

HUH? I MISSED!!

THE NAME OF THE GAME IS TEAM-WORK, MIMIC! ICEMAN KNEW I'D CATCH HIM IF HE SIMPLY LET GO!

DON'T WASTE YOUR BREATH EXPLAINING, JEANIE! A GRAND-STANDER LIKE HIM CAN'T EVEN SPELL TEAMWORK!

BUT, DURING THE SPLIT-SECOND THAT THE YOUNGEST X-MAN IS SUSPENDED...

THOK!

OOOOF!!

SORRY TO CONTRADICT YOU, FROSTFACE... BUT I'M A ONE-MAN TEAM... AS YOU'RE ABOUT TO LEARN!

THE MIMIC TURNED IN MID-AIR... COMBINING ANGEL'S FLIGHT WITH THE AGILITY OF THE BEAST!

HE'S DEFEATED THEM ALL... AND NOW, ONLY I AM LEFT TO STOP HIM!

THEN, DESCENDING TO EARTH AND MOVING WITH OMINOUS, MEASURED TREAD... THE FORMIDABLE FIGURE OF THE MIMIC DRAWS NEARER, EVER NEARER, TO A CORNERED MARVEL GIRL... AS AN ANGUISHED PROFESSOR X CRIES OUT...

MIMIC... WAIT! DON'T HARM HER! REMEMBER... THIS WAS MERELY A TEST OF STRENGTH!

KEEP YOUR SCALP ON, CHROME-DOME... I SAID I WOULDN'T HARM ANY OF YOUR MUTANT DO-GOODERS... AND I WON'T!

BUT, I'M GONNA PROVE WHO'S TOP DOG IN THIS KENNEL... AND I'M GONNA DO IT... NOW!

I'LL NEVER SURRENDER! AND, AS LONG AS ONE OF US IS STILL STANDING...

BUT... I'M GETTING WEAKER! WHAT'S HAPPENING TO ME..?

DON'T YOU KNOW, YOU LITTLE FOOL? I'M USING ONE OF XAVIER'S TELEPATHIC BOLTS ON YOU...

CONTINUED AFTER NEXT PAGE

SCANT SECONDS LATER, HELPLESS BEFORE ONE WHO POSSESSES THE MENTAL PROWESS OF THE X-MEN'S MENTOR, JEAN GREY CRUMPLES TO THE FLOOR...

CAN'T... FIGHT BACK... ANY MORE! GETTING DROWSY... SO VERY DROWSY...



HAA! THAT'S THE LAST OF 'EM! I'VE WON!

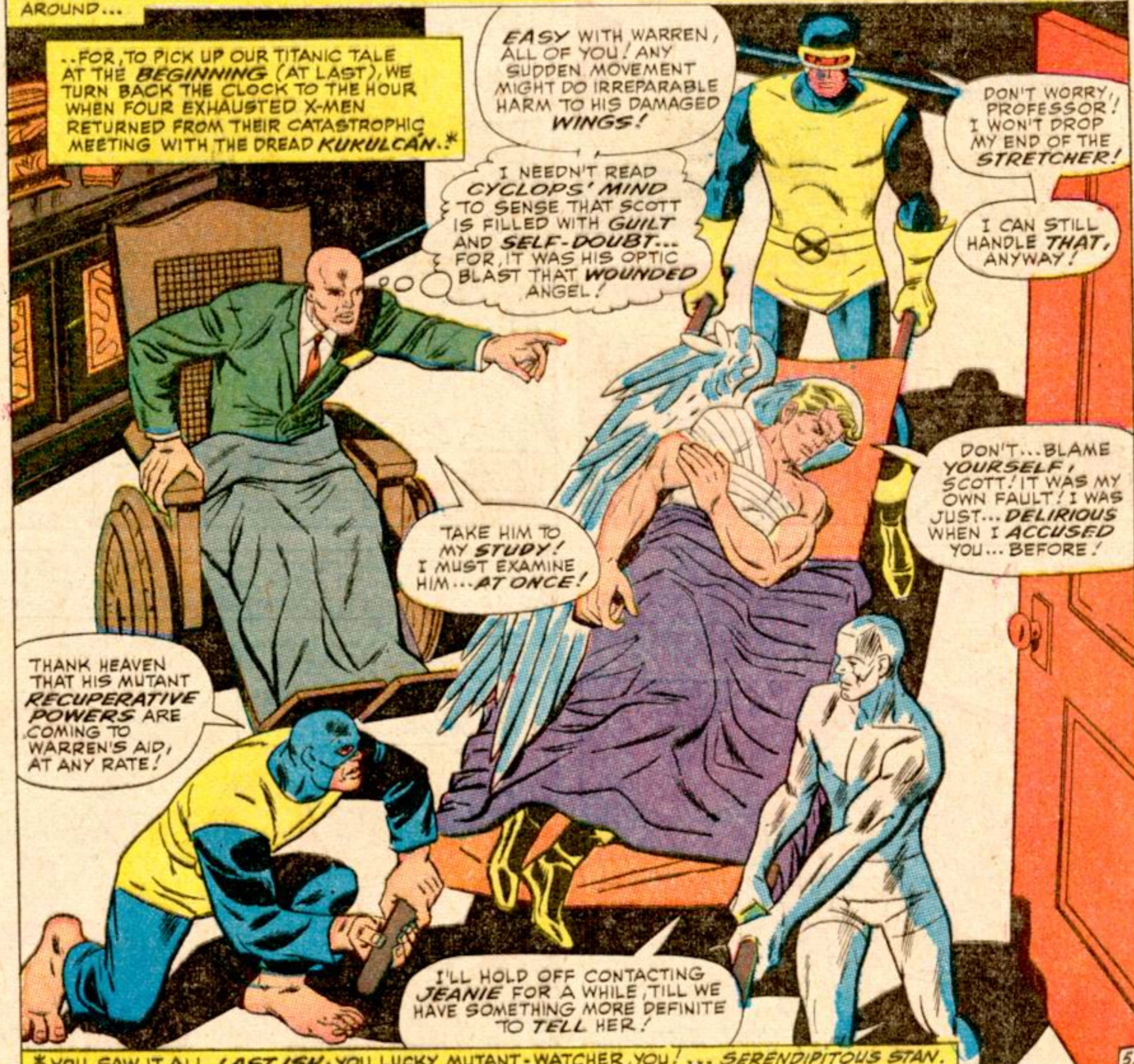
I TOOK ON THE WHOLE LOT OF 'EM WITH THEIR OWN SUPER-POWERS... AND I MADE 'EM SAY UNCLE!



FROM NOW ON, NOTHING AND NOBODY IN THE WORLD WILL STOP... THE MIMIC!!

MORE CONFUSED THAN EVER? OKAY, PUSSYCAT... IF YOU'VE STAYED WITH US THIS LONG, YOU DESERVE AN EXPLANATION OF HOW AND WHY THE MALEVOLENT, MIND-STAGGERING MIMIC HAS RETURNED... NOT TO MENTION WHERE OUR MISTREATED MUTANTS PICKED UP THEIR NEW THREADS AND SUNDRY RELATED ITEMS! SO, STICK AROUND...

...FOR, TO PICK UP OUR TITANIC TALE AT THE BEGINNING (AT LAST), WE TURN BACK THE CLOCK TO THE HOUR WHEN FOUR EXHAUSTED X-MEN RETURNED FROM THEIR CATASTROPHIC MEETING WITH THE DREAD KUKULCAN.*



EASY WITH WARREN, ALL OF YOU! ANY SUDDEN MOVEMENT MIGHT DO IRREPARABLE HARM TO HIS DAMAGED WINGS!

I NEEDN'T READ CYCLOPS' MIND TO SENSE THAT SCOTT IS FILLED WITH GUILT AND SELF-DOUBT... FOR, IT WAS HIS OPTIC BLAST THAT WOUNDED ANGEL!

DON'T WORRY, PROFESSOR! I WON'T DROP MY END OF THE STRETCHER!

I CAN STILL HANDLE THAT, ANYWAY!

DON'T... BLAME YOURSELF, SCOTT! IT WAS MY OWN FAULT! I WAS JUST... DELIRIOUS WHEN I ACCUSED YOU... BEFORE!

TAKE HIM TO MY STUDY! I MUST EXAMINE HIM... AT ONCE!

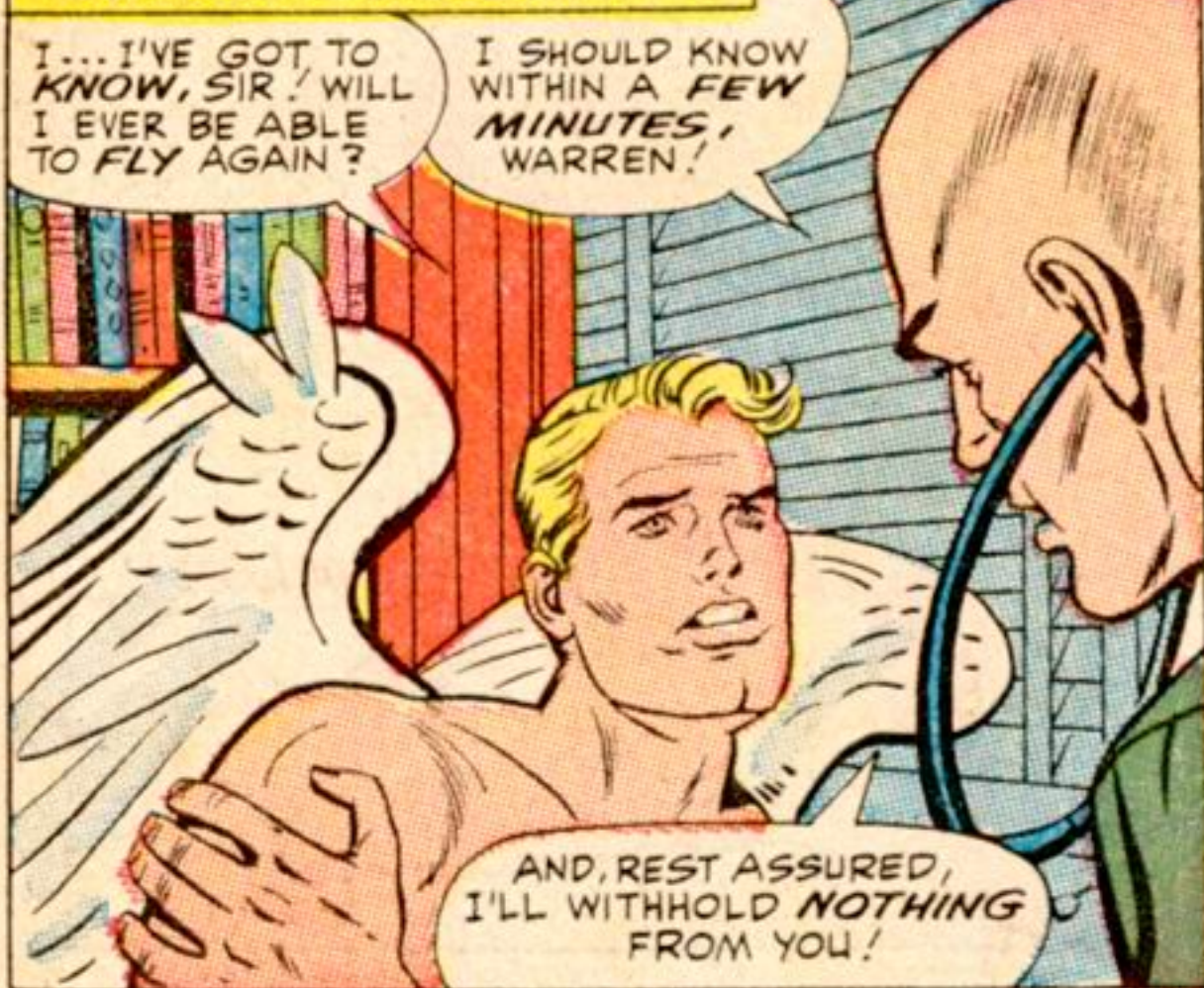
THANK HEAVEN THAT HIS MUTANT RECUPERATIVE POWERS ARE COMING TO WARREN'S AID, AT ANY RATE!

I'LL HOLD OFF CONTACTING JEANIE FOR A WHILE, TILL WE HAVE SOMETHING MORE DEFINITE TO TELL HER!

* YOU SAW IT ALL LAST ISH, YOU LUCKY MUTANT-WATCHER, YOU! ... SERENDIPITOUS STAN.

WATCH MARVEL SUPER-HEROES ON TV

SOON, BEHIND THE CLOSED DOOR OF PROFESSOR X'S SANCTUM SANCTORUM...

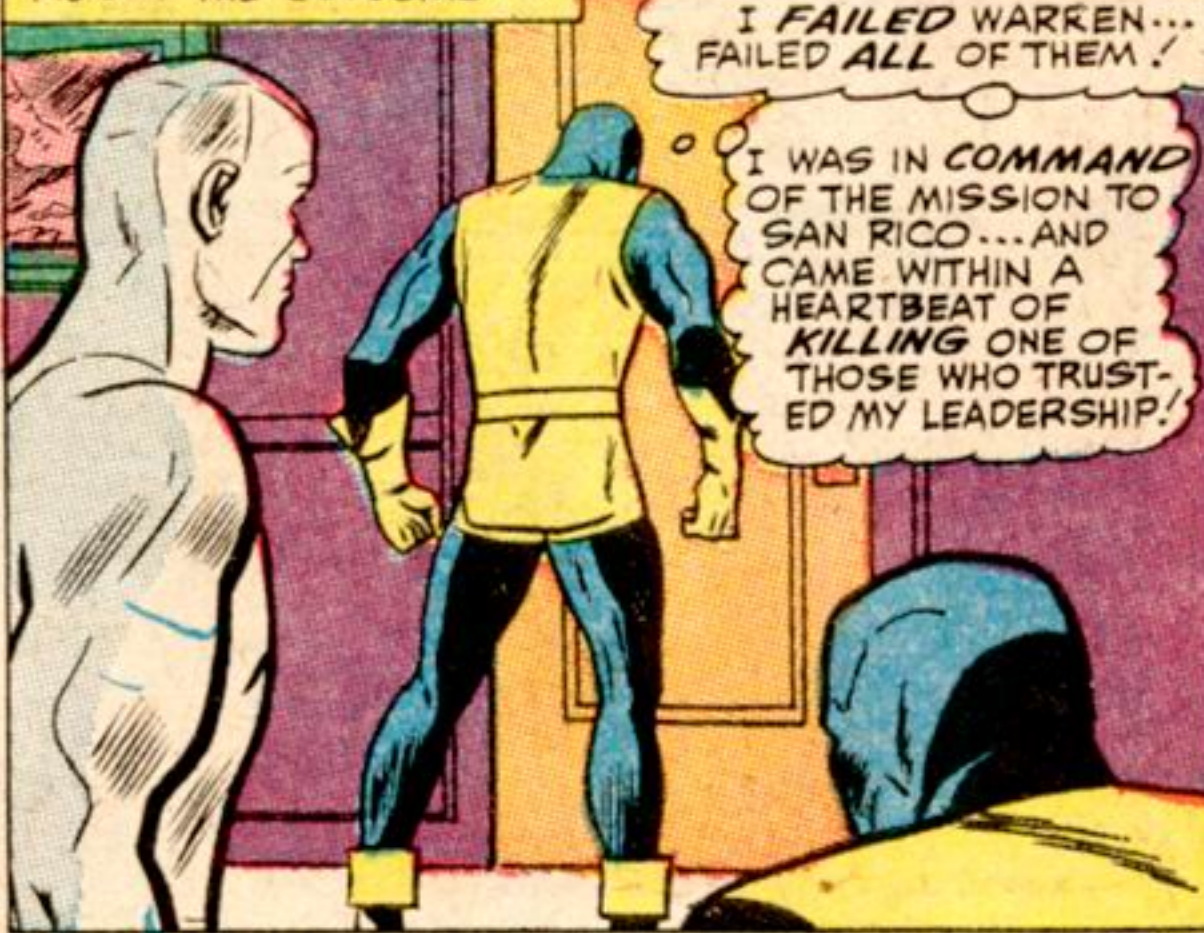


I... I'VE GOT TO KNOW, SIR! WILL I EVER BE ABLE TO FLY AGAIN?

I SHOULD KNOW WITHIN A FEW MINUTES, WARREN!

AND, REST ASSURED, I'LL WITHHOLD NOTHING FROM YOU!

THEN, AS THE MULTI-TRAINED MIND OF CHARLES XAVIER BEGINS ITS THOROUGH EXAMINATION, A YOUTH WAITS OUTSIDE WHO IS, IF POSSIBLE, EVEN MORE ANXIOUS ABOUT THE OUTCOME...



I FAILED WARREN... FAILED ALL OF THEM!

I WAS IN COMMAND OF THE MISSION TO SAN RICO... AND CAME WITHIN A HEARTBEAT OF KILLING ONE OF THOSE WHO TRUSTED MY LEADERSHIP!

AND, WHAT OF JEAN... THE GIRL I LOVE? I HAD PLANNED TO TELL HER OF MY FEELINGS WHEN I RETURNED!

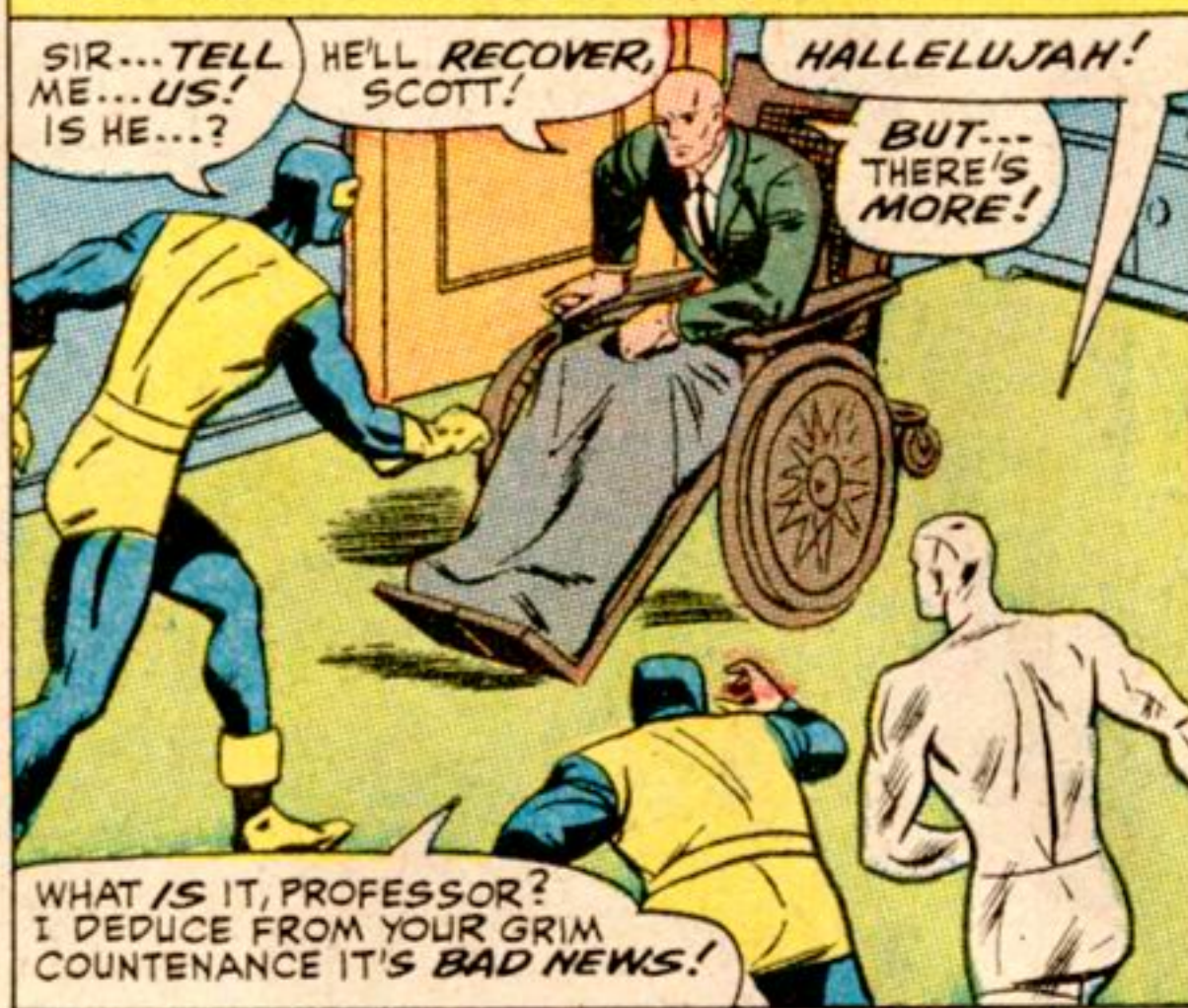
BUT NOW, WILL I EVER BE ABLE TO CONVINCE HER... AND MYSELF... THAT, SUBCONSCIOUSLY, I DIDN'T WANT ANGEL ELIMINATED... AS A RIVAL?

CYKE MUST BE GOING THROUGH TORTURE, HANK! CAN'T WE...?

NO, BOBBY... THERE ARE SOME THINGS A MAN MUST FACE... ALONE!



WITH LEADEN STEP, THE HOURS GO PAST SLOWLY... ALMOST IMPERCEPTIBLY! FINALLY, AFTER WHAT SEEMS AN ETERNITY OF TIME, THE DOOR OPENS AND THE PALE, TIRED FIGURE OF PROFESSOR XAVIER EMERGES...



SIR... TELL ME... US! IS HE...?

HE'LL RECOVER, SCOTT!

HALLELUJAH!

BUT... THERE'S MORE!

WHAT IS IT, PROFESSOR? I DEDUCE FROM YOUR GRIM COUNTEenance IT'S BAD NEWS!

YES, HANK, I'M AFRAID YOU'RE CORRECT! THE TENDONS AND LIGAMENTS WHICH CONTROL WARREN'S WINGS WERE SEVERELY JOLTED BY THE OPTIC BLAST!

I'VE GIVEN HIM A SEDATIVE FOR NOW! BUT, UNLESS HE RECEIVES COMPLETE REST... HE MAY LOSE FOREVER HIS POWER OF FLIGHT!



AND, WORST OF ALL... WHILE YOU WERE GONE TO SAN RICO... I RECEIVED WARNING THROUGH CEREBRO OF A NEW MUTANT MENACE... ONE WHICH MAY BE THE GREATEST WE HAVE EVER ENCOUNTERED...

YET, IT COMES AT A TIME WHEN OUR FIGHTING STRENGTH IS AT ITS LOWEST EBB!

BUT, THE PRECISE MEANING OF THE PROFESSOR'S PORTENTOUS WORDS MUST WAIT FOR THE PRESENT... AS WE SWITCH OUR SCENE TEMPORARILY TO METRO COLLEGE...



... WHERE LOVELY JEAN GREY, UNAWARE OF THESE STARTLING DEVELOPMENTS, IS ENJOYING A TRACK TRAINING SESSION!

COME ON, TED... RUN! YOU CAN DO IT!



THE NEXT MOMENT...

HE WON! I KNOW IT'S ONLY A PRACTICE RUN, BUT NOTHING'S THRILLED ME THIS WAY SINCE I LEFT THE X-MEN!



AND, LATER...

A NEW SCHOOL RECORD! AND, HE HAS NO MUTANT POWERS TO HELP HIM AS WE ALWAYS DID!



IT'S FUNNY HOW, SINCE I MET TED, I DON'T MISS BEING MARVEL GIRL QUITE SO MUCH!

MAYBE I WASN'T CUT OUT TO BE A SUPER-HEROINE AFTER ALL!

ATTABOY ROBERTS! YOU'RE A REAL TRIPLE-THREAT MAN!



DON'T YOU EVER GET TIRED, LAD?

HOW COULD I, JEAN, GAL, WITH YOU IN MY CORNER ROOTIN' FOR ME? JUST WAIT'LL THE NEXT TIME WE TANGLE WITH EMPIRE STATE U.!

WOULDN'T MISS IT FOR THE WORLD! NOW, GOT TIME TO BUY A GIRL A BIG ORANGE DRINK?

JUST THREE MORE LAPS, DOLL, AND YOU'RE ON! DON'T GO 'WAY, NOW!

DON'T WORRY... I WON'T!



A SHORT TIME AFTER, AS THE YOUNG COUPLE STROLL ACROSS THROUGH THE AUBURN LEAVES TOWARD THE STUDENT CENTER...

TED, I... I HOPE YOU WON'T THINK I'M PRYING... BUT I'VE NOTICED HOW HARD YOU DRIVE YOURSELF IN YOUR ATHLETICS. IS THERE SOME SPECIAL REASON..?

TO TELL THE TRUTH, THERE IS... THOUGH YOU'RE THE FIRST PERSON EVER TO NOTICE IT!

I DON'T GENERALLY LIKE TO TALK ABOUT IT... BUT, SOMEHOW, I FEEL YOU'RE SOMEONE SPECIAL!



IT CONCERNS MY OLDER BROTHER, RALPH! NO MATTER WHERE I GO... WHAT I DO... I'M ALWAYS IN HIS SHADOW! I...

WAIT... WHAT'S THAT? IT SOUNDED LIKE AN EXPLOSION!

AND... IT CAME FROM THE CHEMISTRY BUILDING...!



WITHIN THIRTY SECONDS, THE SPRINTING PAIR ARRIVE AT THE SCENE OF THE BLAST, IN TIME TO SEE...

LOOK... THEY'VE GOT THE GUY WHO WAS CAUGHT IN THE EXPLOSION!

EASY, MAN... YOU JUST INHALED A LITTLE TOO MUCH SMOKE!

HOLY HANNAH... IT'S CAL RANKIN! REMEMBER, JEANIE? I INTRODUCED HIM TO YOU THE OTHER DAY!

YES, I REMEMBER! I HOPE HE'S NOT HURT!

AS IF I COULD EVER FORGET THE ONE WE ONCE CALLED... THE MIMIC!

CAL... ARE YOU ALL RIGHT? SAY SOMETHIN', FELLA!

THE LOOK IN HIS EYES... AS IF HE WERE NO LONGER A COLLEGE STUDENT... BUT THE MIMIC ONCE MORE!

THAT BLAST... IT BROUGHT BACK MY MEMORY! AND, THAT'S NOT ALL...!

YEAH, YEAH, I'M OKAY! I JUST GOOFED! DON'T BUG ME, HUH?

WHAT? LOOK... I WAS JUST TRYIN' TO HELP...!

I DON'T NEED HELP... FROM YOU OR ANYBODY... EVER AGAIN!

LET HIM GO, TED!

GOTTA PLAY IT COOL... TILL I FIGURE OUT JUST WHAT I'M GONNA DO!

I DON'T KNOW WHY... BUT I'M SURE CAL'S REGAINED HIS MIMICKING POWERS! I CAN FEEL IT!

SEE WHY YOU SHOULD NEVER DOUBT A WOMAN'S INTUITION, TIGER? AND, AS IF COMPLICATIONS AREN'T PILING UP FAST ENOUGH FOR OUR MERRY MUTANTS, IN A HIDDEN LAB NOT FAR AWAY...

TOO OFTEN IN THE PAST, THE PUPPET MASTER HAS BEEN THE PAWN OF MEN OF GREATER PHYSICAL STRENGTH THAN HE! BUT, THAT TIME IS PAST!

FOR HERE, IN MY NEW SANCTUARY, I SHALL PERPETRATE THE GREATEST VILLAINY OF ALL!

THEN, LIKE THE ULTIMATE SCULPTOR THAT HE IS, THE EVIL PUPPET MASTER BEGINS TO FORM HIS LATEST VICTIM...

IT WAS A FORTUNATE DAY IN THE ANNALS OF CRIME WHEN I DISCOVERED THIS RADIO-ACTIVE CLAY, WHICH GIVES ME COMMAND OVER ANYONE WHOSE IMAGE I CREATE!

AND YET, THE ONE THING WHICH I DESIRE MOST OUT OF LIFE HAS THUS FAR BEEN ALWAYS DENIED ME...

REVENGE! REVENGE ON THE ACCURSED QUARTET WHO HAVE EVER BLOCKED MY PATH... THE RELENTLESS GROUP KNOWN AS... THE FANTASTIC FOUR!

THIS TIME, HOWEVER, VICTORY IS SURELY WITHIN MY GRASP! EVEN NOW, MY NEWEST PUPPET IS NEARLY FINISHED!

IT IS THE IRRESISTIBLE ICON OF ONE WHOSE TRUE NAME I KNOW NOT... BUT, THAT IS OF NO IMPORTANCE!

FOR, WHAT I DO KNOW IS... THAT HE IS THE SECRET LEADER OF THE POWERFUL X-MEN!*

* HE LEARNED THIS FROM THE MAD THINKER IN F.F. #28, NO? YES! ... SMART-GUY STAN.

WATCH **MARVEL** SUPER-HEROES ON TV

AND NOW, MY NEWEST PUPPET IS READY... READY TO GIVE ME INSTANTANEOUS SWAY OVER THE MUTANTS' MENTOR!

THEN, THEY SHALL STRIKE AT THE HATED FANTASTIC FOUR, IN MY NAME!

FOR, HE WHO CONTROLS THE MYSTERIOUS PROFESSOR X, CONTROLS THE X-MEN!

BUT, AS THE MENTAL IMPULSES BEGIN TO SURGE FROM THE PUPPET MASTER INTO THE IMAGE OF CLAY...

UHHNN! THE DOLL... IT'S BECOMING CHARGED... AS IF WITH ELECTRICITY!

THE FEEDBACK IS TOO GREAT... I CAN'T HOLD IT!

IT CAN ONLY BE THAT MY WOULD-BE VICTIM HAS ERECTED A PSYCHIC SHIELD AGAINST SUCH ATTACKS SINCE OUR LAST ENCOUNTER! THE PUPPET IS USELESS TO ME!

BUT, I SHALL SEEK ANOTHER TO SERVE ME... ONE WHO HAS NO SUCH MENTAL DEFENSES!

FOR, MY VENGEANCE WILL BE DENIED NO LONGER!

MEANWHILE, IN A LITTLE-KNOWN PRIVATE SCHOOL IN WESTCHESTER COUNTY, ONE OF THE MOST POTENT MINDS ON OUR PLANET IS IN THE MIDST OF AN INFINITELY PRECARIOUS TASK, WHEN ...

SIR... WHAT IS IT? YOU'RE SO PALE!

IT'S... NOTHING! IT WILL PASS! THE DANGER IS OVER NOW!

BUT, FOR THE SHADOW OF A SECOND, SOME OUTSIDE FORCE TRIED TO POSSESS MY BRAIN!

HOWEVER, THERE IS NO TIME TO DWELL ON THAT NOW!

AH, EXCELLENT, ICEMAN! YOUR TOUCH HAS COOLED THIS PLASTISTHENE TUBING, REDUCING ITS SIZE SO THAT I CAN INSTALL IT MORE EASILY!

ALAS, THERE ARE NO ACCOLADES TO SPARE FOR THE STEADFAST BEAST, WHOSE PEERLESS BRAUN HOLDS THIS CYLINDER IN PLACE?

EACH OF YOU IS VITAL TO THE CAUSE OF THE X-MEN, HANK... AS YOU WELL KNOW!

SCOTT... INCREASE THE ULTRA-MAGNETIC SPLICER READING BY 3.2 DEGREES... SO THAT THE TWO CYLINDERS MAY BE JOINED!

SPLICER SET AT 3.2, SIR!

AND, PRECISELY THIRTY SECONDS LATER...

THE DEVICE IS ASSEMBLED, PROFESSOR... AND LIFTED INTO PLACE BY THOSE SUPER-TENSILE CABLES! BUT, YOU STILL HAVEN'T TOLD US ITS FUNCTION!

IT'S A MULTI-FREQUENCY BOOSTER... THE LATEST ADJUNCT TO CEREBRO!

AH, I SEE! THEN IT'S DESIGNED TO INCREASE CEREBRO'S POWER... SO THAT THE NEW MUTANT MENACE CAN BE PIN-POINTED!

BOY! TALK ABOUT LOOKIN' FOR TROUBLE...!



LOOKING FOR TROUBLE? I SUPPOSE YOU'RE RIGHT, BOBBY!

AND YET, AS LONG AS THERE ARE EVIL MUTANTS ABROAD IN THE WORLD, THE X-MEN MUST REMAIN VIGILANT!

IT'S BEEN SOME TIME SINCE WE LAST DISCOVERED A MUTANT THREAT...AND NOW, I THINK I KNOW WHY!



WHY, PROFESSOR? CAN YOU TELL US?

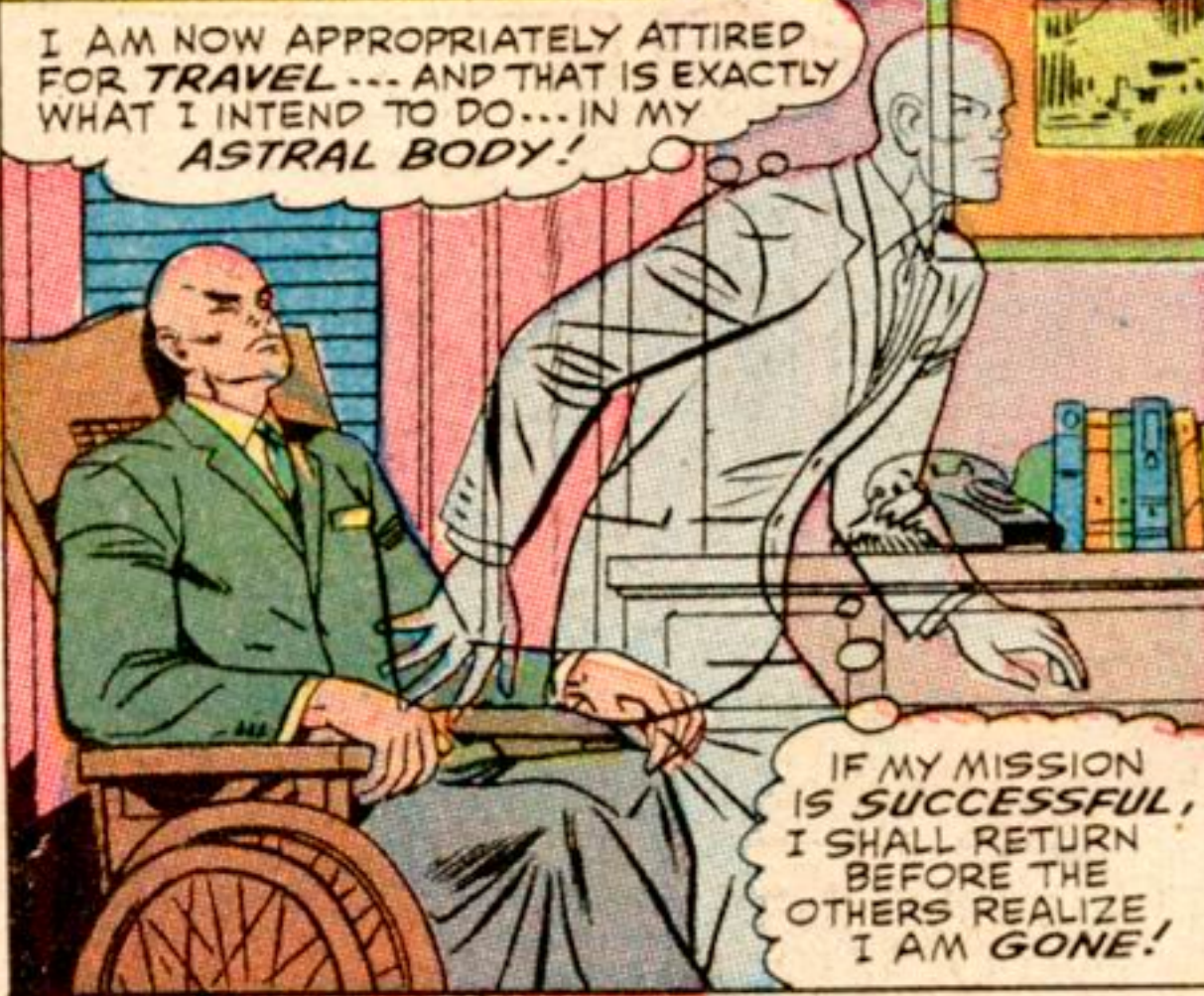
NOT YET, CYCLOPS...NOT UNTIL I HAVE PROOF POSITIVE THAT MY FANTASTIC THEORY IS CORRECT!

IN THE MEANTIME, I MUST BE ALONE...AND UNDISTURBED... SO, YOU MAY SPEND THE NEXT FEW HOURS AS YOU WISH!

NOW THAT'S THE KINDA TALK I CAN APPRECIATE!

MY SENTIMENTS TO A "T" LAD!

THEN, AS SCOTT GOES TO TEND TO THE WOUNDED ANGEL...AND HANK AND BOBBY DEPART FOR THE HEART OF THE CITY...CHARLES XAVIER SEEKS THE SECLUSION OF HIS OWN ROOM, AND SOON...



I AM NOW APPROPRIATELY ATTIRE FOR TRAVEL...AND THAT IS EXACTLY WHAT I INTEND TO DO...IN MY ASTRAL BODY!

IF MY MISSION IS SUCCESSFUL, I SHALL RETURN BEFORE THE OTHERS REALIZE I AM GONE!

THE NEXT INSTANT, WITH THE MEASURELESS SPEED OF THOUGHT ITSELF, THE ETHEREAL FORM OF PROFESSOR X SOARS ACROSS THE MIGHTY ATLANTIC...



WARREN AN INVALID... JEAN AWAY AT COLLEGE... AND SCOTT UNSURE OF HIMSELF... AND, ALL AT WHAT MAY WELL BE OUR TIME OF DIREST PERIL!

I MUST LOCATE ADDED STRENGTH FOR THE X-MEN...IN CASE MY DREADED THEORY PROVES TRUE!

AT THAT MOMENT, IN A SMALL VALLEY SOMEWHERE IN CENTRAL EUROPE, WE FIND THE PAIR WHO ARE THE SPECIFIC OBJECT OF THE PROFESSOR'S QUEST...



MY CONTROL IS NOW AS UNFALTERING AS MY SPEED, MY SISTER!

I CAN NOW KEEP PACE PRECISELY WITH YOUR TRAINED FALCON!

AND, MY OWN POWERS ARE NO LESS RESTORED, PIETRO!

...FOR THESE ARE TWO ERSTWHILE FOES OF THE X-MEN... QUICKSILVER AND HIS SISTER WANDA, THE SCARLET WITCH... UNSEEN, FOR LO, THESE MANY MONTHS!



GOOD! THEN, BEFORE LONG, WE MAY RETURN TO... BUT, WHAT IS WRONG, WANDA?

I... I DO NOT KNOW, MY BROTHER! IT IS AS IF I SENSE A PRESENCE... SOME UNSPEAKING VOICE WITHIN MY VERY MIND!

NOW, I MYSELF FEEL IT! WHAT CAN IT BE?

DO NOT BE ALARMED, WANDA AND PIETRO! IT IS I... PROFESSOR XAVIER, LEADER OF THE X-MEN!

THE X-MEN? WELL DO I REMEMBER OUR EPIC BATTLES WITH THEM... WHEN WE WERE UNWILLING TOOLS OF MAGNETO AND HIS VILE BROTHERHOOD!*

THIS TIME, I COME TO INVITE YOU TO FORGET OLD QUARRELS... AND TO JOIN OUR GROUP AGAINST A COMMON THREAT!

JOIN YOU? BUT, THAT IS IMPOSSIBLE...

* AS SEEN IN X-MEN #4... AND ABOUT A ZILLION ISSUES THEREAFTER! --SCHOLARLY STAN

WANDA SPEAKS FOR US BOTH! ONCE, OUR FONDEST DESIRE WOULD HAVE BEEN TO BECOME X-MEN! BUT NOW, WE ARE FULL-FLEDGED AVENGERS...

AND, IT IS EVER AS AVENGERS THAT WE SHALL STAND... OR FALL!

WELL SPOKEN, PIETRO! I WISH YOU BOTH GOOD FORTUNE... AND SHALL TROUBLE YOU NO FURTHER!

I WONDER... DID WE MAKE THE RIGHT CHOICE?

BUT, THAT IS A QUESTION FOR ANOTHER TIME... ANOTHER STORY! JUST NOW, OUR SCENE SHIFTS ABRUPTLY TO MIDTOWN NEW YORK CITY, AS...

EAHEM! MAY I OFFER YOU A SUMPTUOUS FRANK-FURTER, VERA... IN TOKEN OF GRATITUDE FOR YOUR FORGIVENESS OF MY ABRUPT DEPARTURE FROM OUR LAST DATE?

YOU MAY... ONLY, WHO SAID YOU'RE FORGIVEN YET?

YOU'RE ON, SPORT!

HOW ABOUT YOU, ZELDA? I'LL EVEN THROW IN A CHERRY SODA, JUST TO SNOW YOU!

TWO DOGS AND A DOUBLE HELPIN' OF SUDS! THAT'LL BE A DOLLAR EVEN, CHARLIE!

UH, ZEL... I'M NOT SURE JUST HOW TO BREAK THIS, BUT I SEEM TO HAVE SPRUNG A HOLE IN MY POCKET, AND...

SAY NO MORE, DIAMOND JIM! YOU'RE LUCKY YOU'RE GOING WITH A WORKING GAL!

WHEN I GO OUT WITH YOU, I ALWAYS BRING ALONG MY BILLFOLD!

MEANWHILE, THE USUALLY LOQUACIOUS HANK IS HAVING HIS OWN PROBLEMS...

NOW, ABOUT THOSE WALK-OUTS, MR. MCCOY...

YOU MUST ENDEAVOR TO UNDERSTAND, BEAUTEOUS ONE! THE FACTORS WHICH CONTROL MY LIFE ARE MANY AND VARIED!

CIRCUMSTANCES! EVENTS! THE TUG AND SWAY OF HISTORY! ER, UM...

I SOMEHOW SENSE YOU ARE UNIMPRESSED BY MY VERBAL VIRTUOSITY!

THEN, SUDDENLY... EXIT SWEET TALK AND RECRIMINATIONS... ENTER ACTION!

CLAAANG!

LISTEN! THERE GOES AN ALARM BELL!

AND, THOSE TWO MEN, RUNNING OUT OF THAT BANK! IT MUST BE A ROBBERY!

A TRULY ASTUTE DEDUCTION, FEMALE...

IT'S TIME FOR THE X-MEN TO LEND A HAND.. BUT, HOW?

THE NEXT MOMENT, THE BEAST'S UNVOICED QUERY IS ANSWERED, AS...

COME ON, ZEL... WE DON'T WANT TO MISS ALL THE **EXCITEMENT!**

POLICE!
TWO ARMED MEN JUST ROBBED THE BANK... AND RAN THROUGH THAT ALLEY!

HANK!

I'M WITH YOU, HANK!

BESIDES, THE X-MEN NEED ALL THE GOOD PRESS THEY CAN GET!

HMMM... IT BEHOVES US TO LEND A HAND IN THIS IMPENDING CRISIS!

PRECISELY THIRTY SECONDS LATER...

I SURE HOPE WE SET A **NEW RECORD** FOR SNAGGING THOSE CROOKS!

OTHERWISE, HOW'LL WE EXPLAIN OUR DISAPPEARING ACT TO THE **GIRLS?**

BUT, LOOK AHEAD!

ELEMENTARY, MY DEAR ICEMAN! WE'LL EMPLOY SUPER-HERO EXCUSE NUMBER **EIGHT...** WE GOT LOST IN THE **CROWD!**

HOLY HANNAH! IT LOOKS LIKE **SPIDER-MAN** BEAT US TO THE PUNCH!

HEY, WEB-SLINGER... ARE THOSE THE TWO THUGS WHO HELPED UP THE **BANK** A COUPLE'A MINUTES AGO?

KLIK!

FIRST CLUE, SHERLOCK... THEY'RE NOT **SIMON AND GARFUNKEL!**

SCARCELY THE **GREGARIOUS** TYPE, IS HE? WE MAY AS WELL **DEPART...**

NO, HANK! I'VE NO TIME TO EXPLAIN, BUT YOU TWO MUST ASK **SPIDER-MAN** TO JOIN THE **X-MEN...** AT ONCE!

YEESH! I CAN'T IMAGINE WHAT THE **PROF** WANTS WITH THAT **WALL-CRAWLER...** BUT, MINE IS NOT TO REASON **WHY!**

HOLD UP, SPIDER-MAN! WE'D LIKE A **WORD** WITH YOU!

WHAT PARTICULAR **WORD** DID YOU HAVE IN **MIND?**

OL' J. JONAH'S FROTHIN' AT THE MOUTH FOR THE **PIX** I SNAPPED... AND I DON'T WANNA KEEP HIM AN' HIS **MONEY-BELT** WAITING!

YOUR **FLIPPANCY** IS **ILL-ADVISED, SON...**

WE MERELY WISH TO INVITE YOU TO SWELL THE RANKS OF THE **X-MEN!**

HUH? ME... AN **X-MAN?** SORRY, CHARLIE... I WAS JUST THROUGH THE WHOLE **RUSH-WEEK** BIT WITH THE **AVENGERS!** *

THEN, YOU'RE **DECLINING** OUR SOLICITOUS PROPOSITION?

CONGRATS, BOY GENIUS... THE **KEWPIE DOLL** IS YOURS!

HOW D'YA LIKE THAT! YOU'D THINK WE ASKED 'IM TO SIGN UP WITH THE **MAFIA!**

* IN **SPIDEY SPECIAL #3**, NATCH!... **BLOW-YOUR-OWN-HORN** STAN.

I'LL FILL YOU IN ON THE **REASONS** SOMETIME, BUT JUST NOW I'M NOT IN THE **MOOD!**

IT'D BE **GREAT** TO TEAM UP WITH A GROUP MY OWN AGE... BUT FATE SEEMS TO HAVE MEANT ME TO BE A **LONER!**

NOW, PARDON MY **BACK...** I'M LATE FOR A **TARANTULA CONVENTION!**

I **KNEW** WE'D GET NOWHERE WITH THAT **WEBHEAD!**

WHO KNOWS? MAYBE HE **MOON-LIGHTS** FOR **CANDID CAMERA!**

BUT, WHY WAS HE SHOOTIN' **PICTURES** OF THOSE **HOODS?**

WE'D BETTER GET BACK TO OUR **DATES!**

WATCH MARVEL SUPER-HEROES ON TV

SOON, AS POLICE CART OFF THE WOULD-BE ROBBERS...



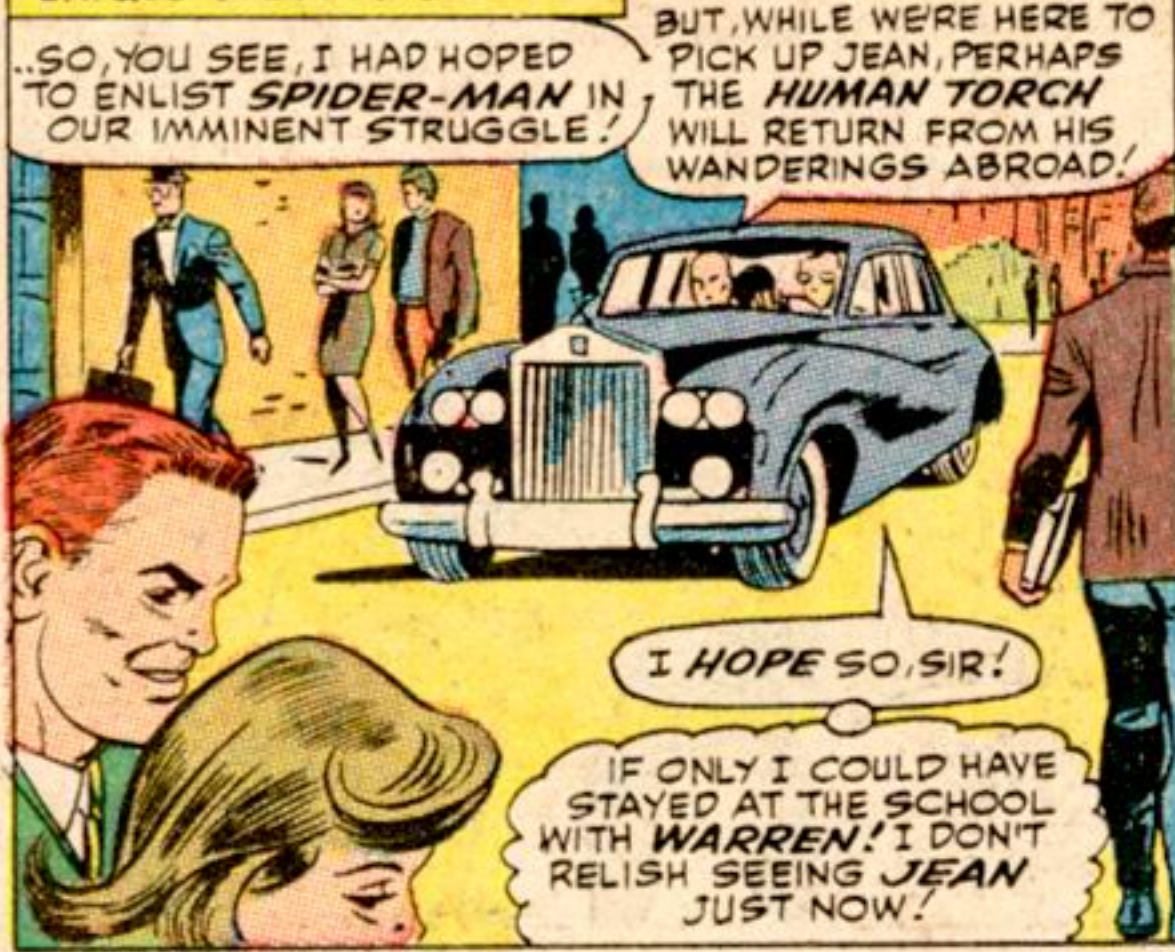
AND WHERE WERE YOU DURING ALL THE ACTION... INSIDE A TRASHCAN?

I WASN'T... BUT MY SHARK-SKIN SUIT SURE WAS!

WE MOST HUMBLLY BEG YOUR RESPECTIVE INDULGENCES, LADIES...

NEVER MIND, HANK! EVEN IF YOU EXPLAIN, WE'LL NEVER UNDERSTAND YOU!

THE NEXT AFTERNOON, A SLEEK LIMOUSINE BRINGS TO METRO COLLEGE A QUARTET OF RELATIVELY UNIQUE VISITORS...



..SO, YOU SEE, I HAD HOPED TO ENLIST SPIDER-MAN IN OUR IMMINENT STRUGGLE!

BUT, WHILE WE'RE HERE TO PICK UP JEAN, PERHAPS THE HUMAN TORCH WILL RETURN FROM HIS WANDERINGS ABROAD!

I HOPE SO, SIR!

IF ONLY I COULD HAVE STAYED AT THE SCHOOL WITH WARREN! I DON'T RELISH SEEING JEAN JUST NOW!

BUT, AS THE JET-BLACK ROLLS-ROYCE PULLS UP BY THE GIRLS' DORMITORY, TWO WATCHING EYES GLARE... INTENT..



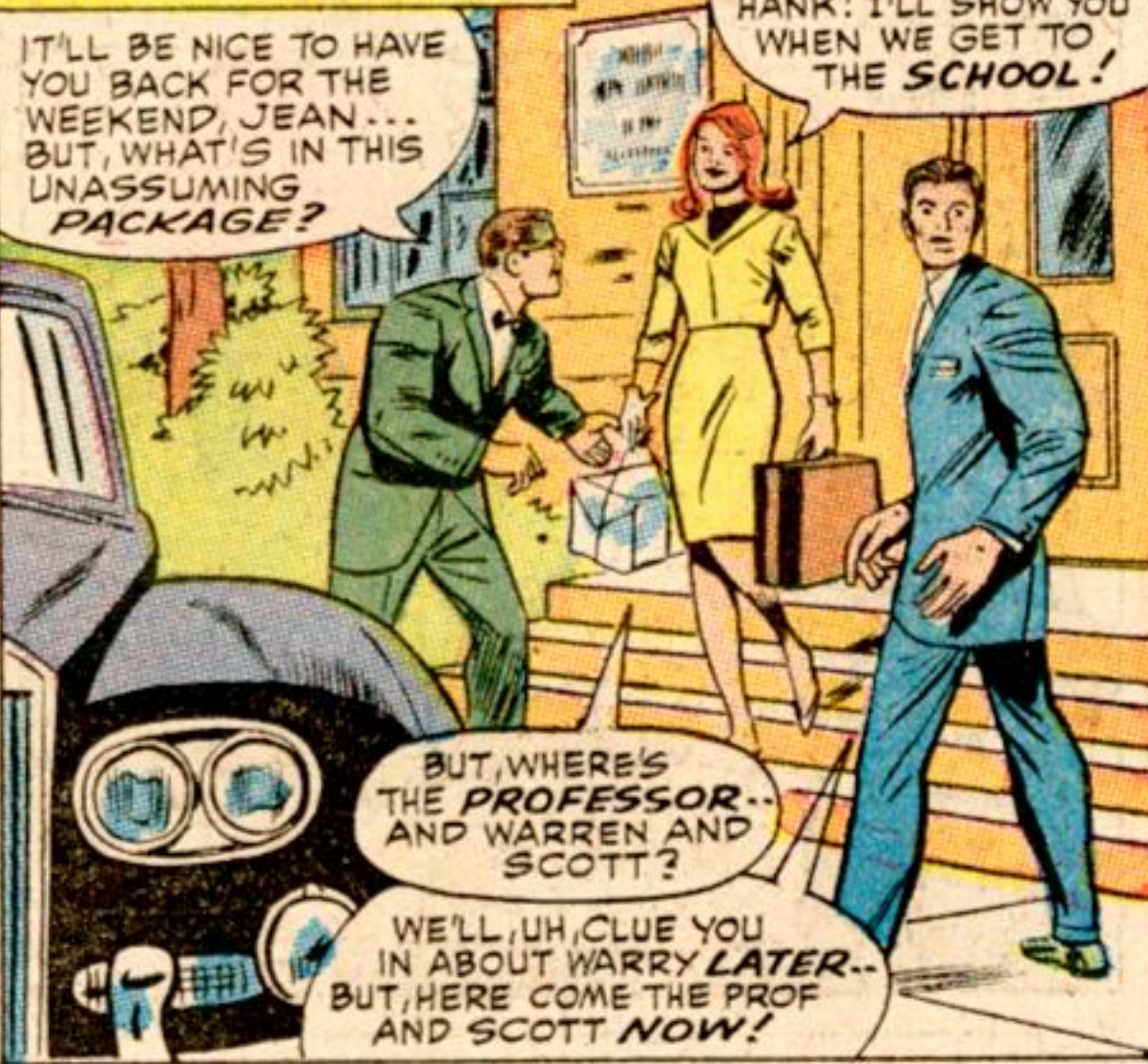
SO...THEY'RE HERE! I KNEW THEY'D COME, SOONER OR LATER!

AND I'M READY FOR THEM!

I DON'T SEE THE ANGEL WITH THEM... BUT, NO MATTER...

FOR, I CAN SENSE THAT MY MIMICKING ABILITY HAS RETURNED... STRONGER THAN EVER! AND, THAT MEANS IT'S TIME TO MAKE MY PLAY!

A FEW MINUTES LATER...



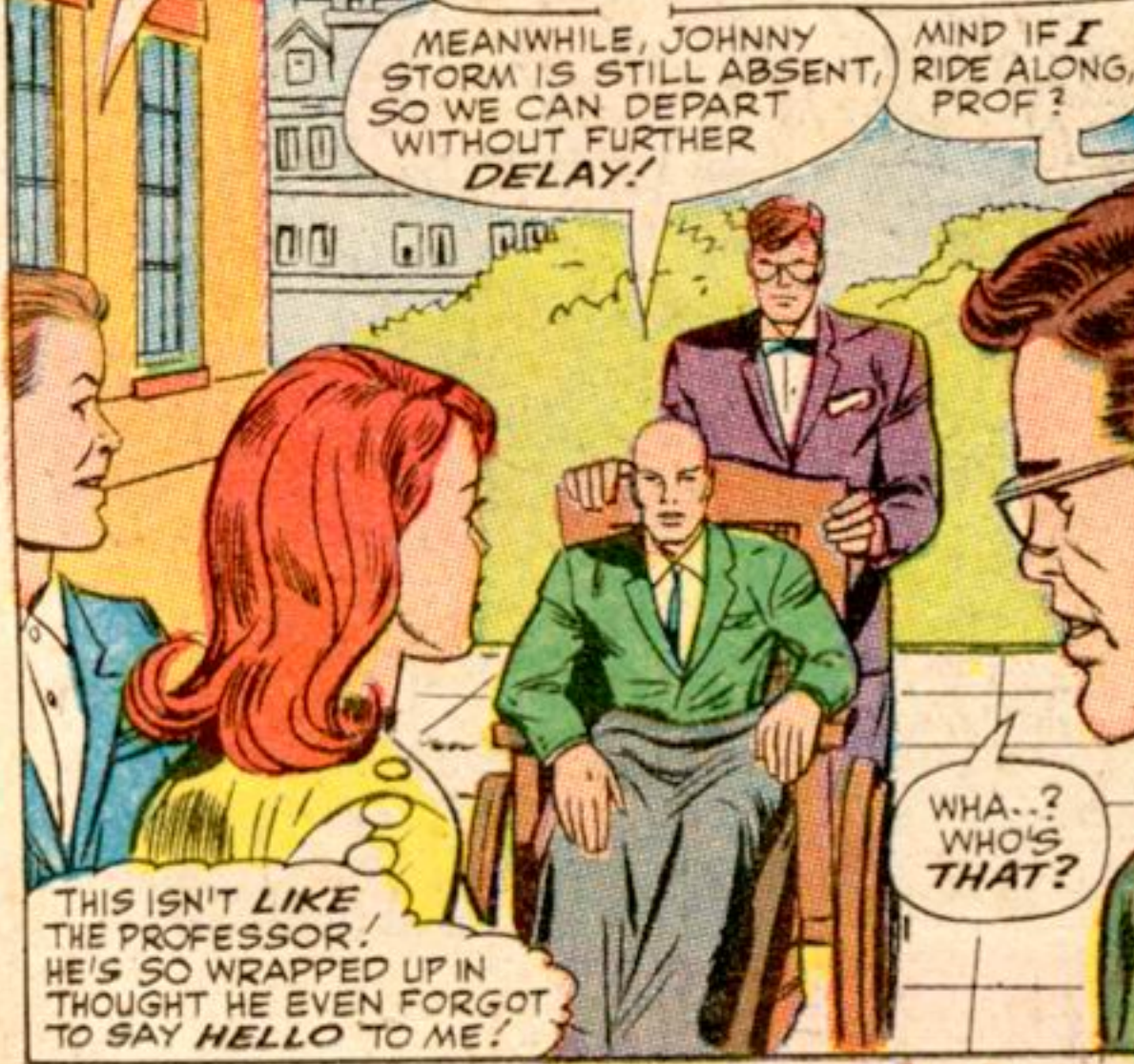
IT'LL BE NICE TO HAVE YOU BACK FOR THE WEEKEND, JEAN... BUT, WHAT'S IN THIS UNASSUMING PACKAGE?

IT'S A SURPRISE, HANK! I'LL SHOW YOU WHEN WE GET TO THE SCHOOL!

BUT, WHERE'S THE PROFESSOR.. AND WARREN AND SCOTT?

WE'LL, UH, CLUE YOU IN ABOUT WARRY LATER.. BUT, HERE COME THE PROF AND SCOTT NOW!

WHY THE LONG FACE, SCOTTY? THINGS CAN'T BE THAT BAD!



SCOTT AND I HAVE JUST HAD A LONG TALK, BOBBY.. WE'LL TELL ALL OF YOU ABOUT IT IN A LITTLE WHILE!

MEANWHILE, JOHNNY STORM IS STILL ABSENT, SO WE CAN DEPART WITHOUT FURTHER DELAY!

MIND IF I RIDE ALONG, PROF?

THIS ISN'T LIKE THE PROFESSOR! HE'S SO WRAPPED UP IN THOUGHT HE EVEN FORGOT TO SAY HELLO TO ME!

WHA...? WHO'S THAT?

JUST ME, X-MEN.. CAL RANKIN, THE MIMIC!



WHAT ARE YOU DOING HERE?

NEVER MIND THAT! LET'S RUSH 'IM!

I WAS RIGHT! CAL'S POWERS HAVE RETURNED... HE KNOWS WHO WE ARE AGAIN!

NO, BOBBY... HE'S DONE NOTHING AMISS! WE MUST LISTEN TO WHAT HE HAS TO SAY!

SPILL IT, MIMIC!. WHAT'S YOUR ANGLE THIS TIME?

CONTINUED AFTER NEXT PAGE

LIKE YOU AND THE LEADER-MAN, CYCLOPS, I'LL SAVE THE DETAILS FOR LATER! JUST NOW, I'VE GOTTA PUT ON MY SPECIAL **SPECS**...

I LEARNED THE SECRET OF STOPPING YOUR EYE-BEAMS MONTHS AGO, USING XAVIER'S MIND-TAPPING POWER!

THE NAME IS **PROFESSOR XAVIER TO YOU, RANKIN!**

DON'T TRY TO ORDER ME AROUND, ICEMAN!

REMEMBER... ONE SNOW-SLINGING EXHIBITION FROM THE **MIMIC**... AND YOUR PRECIOUS DUAL IDENTITIES ARE **KAPUT!**

THEN...WE'VE NO CHOICE BUT TO **ACQUIESCE!**

CORRECT, MCCOY! NOW, WHAT SAY WE HOP IN THE ROLLS?

EVEN IN EXTRA-LARGE SANDALS, MY BEAST-SIZE FEET COULD USE A **REST!**

MEANWHILE, THE IRRESISTIBLE SKEIN OF FATE DRAWS EVER MORE **TIGHTLY** ABOUT THE EXASPERATED X-MEN, FOR...

I HAVE SEEN **ENOUGH!** IT WAS TRULY FORTUNATE THAT I DECIDED TO TURN MY SCANNER ON METRO COLLEGE IN THE HOPES OF LOCATING THE **TORCH!**

FOR, IN SO DOING, I RE-DISCOVERED THE **X-MEN**... AND ONE WHO, THOUGH NOT A MUTANT, COMBINES ALL THEIR **POWERS!**

IT IS AS IF **DESTINY** HERSELF WERE FORCING THE FOOLS TO PLAY INTO MY HANDS!

GOOD! THE ONE CALLED THE MIMIC HAS BEEN ACCEPTED... ALBEIT **GRUDGINGLY** ...INTO THE MUTANT GROUP!

BY THE TIME THEY REACH A PLACE OF **PRIVACY**, I SHALL HAVE CREATED A PUPPET TO GIVE ME **SUPREMACY** OVER HIM!

THEN, HE SHALL DO **BATTLE** WITH THE X-MEN... AS THE TEST OF HIS **WORTH** TO ME!

A SHORT TIME LATER, AS THE STYMIED X-MEN ARRIVE BACK AT **PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS**...

SEE YA **INSIDE**, CREW! I'M GONNA GET INTO MY OWN COSTUME AND SHOW YOU CHARACTERS WHERE IT'S **AT!**

YOU'RE ALL **HEART**, MIMIC!

BESIDES, I CAN **SENSE** THE ANGEL'S PRESENCE!

ALREADY, I FEEL **WINGS** STARTING TO SPROUT ON MY **BACK!**

AND, INDEED, NO SOONER DOES CALVIN RANKIN STEP INSIDE THE **DOORWAY**, THAN...

HAH! THEY'RE TEARING THROUGH MY SHIRT LIKE KNIVES THROUGH **BUTTER!**

THAT **DID** IT! NOW I POSSESS THE ABILITIES OF **ALL** THE X-MEN AGAIN!

BUT, **THIS** TIME, THINGS ARE GONNA BE **DIFFERENT!** THIS TIME, I'M GONNA KEEP 'EM... FOR **GOOD!**

WATCH MARVEL SUPER-HEROES ON TV ←

MINUTES LATER, THE SUPER-POWERED X-MEN PREPARE FOR COMBAT...

SO THIS IS YOUR FELICITOUS SURPRISE, JEAN... YOU'VE REDESIGNED OUR COSTUMES!

I'M KINDA SORRY MY OWN RED BELT GETS ICED OVER!

I HOPED YOU'D LIKE THEM!

I WAS GETTING TIRED OF ALL THAT YELLOW IN THE OLD ONES...

I MUST ADMIT, THE RESULT IS A GRATIFYING INCREASE IN FREEDOM OF MOVEMENT!

THE ONLY THING IS, HOME ECONOMICS ISN'T EXACTLY MY STRONG POINT!

HEADS UP, EVERYONE... I HEAR THE PROFESSOR COMING!

THE NEXT SECOND, THE DOOR OPENS, REVEALING...

I HAVE AN ANNOUNCEMENT TO MAKE! CYCLOPS HAS ASKED ME TO BE RELIEVED OF HIS COMMAND OF THE X-MEN!

XAVIER TOLD ME OF AN IMPENDING MUTANT MENACE... AND HE KNOWS THAT THEY MAY NEED MY COMPOSITE POWERS!

THEREFORE, FOR THE PRESENT, HE'LL BE SUCCEEDED BY... CAL RANKIN!

PARDON ME, SIR... BUT YOU MUST BE JOKING!

AND HE KNOWS THAT I'D NEVER TAKE ORDERS FROM ANYBODY!

NO, BOBBY... THE MIMIC IS NOW DEPUTY LEADER OF THE X-MEN!

BUT, UNKNOWN EVEN TO THE MILDLY MALEVOLENT MIMIC, HE IS ABOUT TO RECEIVE ORDERS WHICH EVEN HE CANNOT RESIST...

I HAVE SEEN ENOUGH! IN ALLOWING THE MIMIC TO GAIN ALL THEIR ABILITIES, THE X-MEN HAVE PLAYED INTO MY HANDS!

FOR, THIS DOLL SHALL GIVE ME COMPLETE DOMINATION OF THE MIMIC... NOW!

SOON, THEY SHALL FIND THAT THE PUPPET MASTER IS FAR MORE DANGEROUS THAN ANY MUTANT!

AND, EVEN AS THE SINISTER SCULPTOR SPEAKS...

FIRST, CAL, I THINK IT WOULD BE WISE IF YOU SPENT SOME TIME PRACTISING WITH...

UNNH... I... DON'T KNOW! FEEL... STRANGE...

MIMIC... WHAT IS IT? WHAT'S WRONG?

SUDDENLY, I COULD SENSE SOME AWESOME FORCE TAKING CONTROL OF HIM... THE SAME FORCE WHICH ATTACKED ME YESTERDAY!

THEN...

OKAY, SKINHEAD... SO YOU WANT ME TO PRACTICE WITH YOUR KIDDIE QUARTET, HUH?

I'LL PRACTICE, ALRIGHT... WHILE I MOP UP THE FLOOR WITH 'EM!

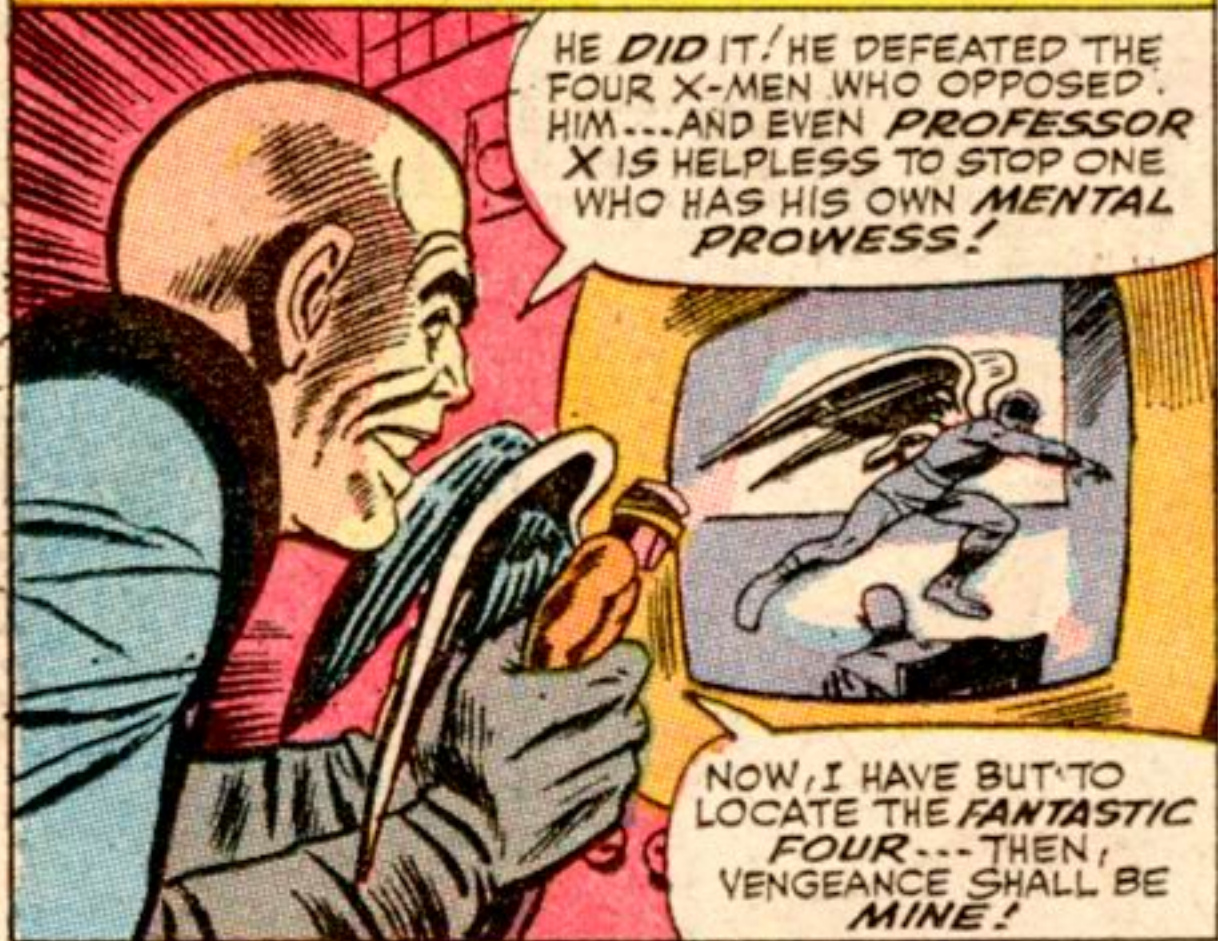
AND, WHEN I'M THROUGH, YOU'LL KNOW THAT NOBODY, BUT NOBODY, CAN ORDER AROUND... THE MIMIC!

HE'S CHANGED.. BECOME EVEN MORE AGGRESSIVE THAN BEFORE!

THE X-MEN MUST STOP HIM... BUT, CAN THEY?

HOLD IT, MARVELITE... THIS IS WHERE WE (AND YOU) CAME IN! (WE'LL PAUSE BRIEFLY WHILE YOU FRANTIC FORGETFUL ONES RE-READ THE FIRST FOUR PAGES OF OUR AMORPHOUS EPIC... BUT DON'T TAKE TOO LONG, HEAR?)

OKAY, FAITHFUL ONE...NOW THAT YOU UNDERSTAND JUST WHY THE UNAFFABLE MR. RANKIN HAS BEEN TILTING WITH OUR MERRY MUTANTS, IT'S PLOT TIME AGAIN...



HE DID IT! HE DEFEATED THE FOUR X-MEN WHO OPPOSED HIM...AND EVEN PROFESSOR X IS HELPLESS TO STOP ONE WHO HAS HIS OWN MENTAL PROWESS!

NOW, I HAVE BUT TO LOCATE THE FANTASTIC FOUR... THEN, VENGEANCE SHALL BE MINE!

BUT, AS THE MIMIC--OBEYING A SILENT COMMAND FROM HIS UNSEEN MASTER--TURNS TO DEPART FROM THE SCHOOL, A TELEPATHIC THOUGHT RINGS OUT...



CAL... YOU ARE IN THE MENTAL GRIP OF ANOTHER! YOU MUST TRY TO USE MY POWERS TO FIGHT BACK!

HUH? ARE YOU OFF YOUR ROCKER, XAVIER? THE MIMIC IS NOBODY'S STOOGES!

I'M JUST GOIN' OUT FOR... FOR A BREATH'A AIR! SEE YA AROUND!

SOON, AS THE REVIVING X-MEN SEEK AN EXPLANATION FOR THEIR UNACCUSTOMED FAILURE...



CYCLOPS WAS CORRECT, EARLIER... YOU WERE SUB-CONSCIOUSLY HOLDING BACK... AT MY ORDER!

IT WAS NECESSARY THAT YOU SEEM TO BE DEFEATED... SO THAT HE WHO MENTALLY CONTROLS THE MIMIC WOULD CEASE MONITORING OUR EVERY ACTION... AND THEREFORE BE CAUGHT OFF GUARD!

THEN... YOU KNOW WHO WAS BEHIND RANKIN'S ATTACK?

YES, SCOTT! CALVIN IS UNDER THE PSYCHIC SWAY OF... THE PUPPET MASTER!



HUH? WHAT ROCK HAS HE BEEN HIDING UNDER ALL THIS TIME?

I DON'T KNOW, BOBBY... BUT, I DO KNOW WHERE HE IS NOW! I TRACED HIS RADIOACTIVE BRAIN-WAVES TO A LOCATION NOT FAR AWAY!

I'M CERTAIN HE'S PLANNING SOME ENORMOUS CRIME... AND HE MUST BE STOPPED... QUICKLY!

AND SO, WITHIN BARE MINUTES...



REMEMBER, I'LL BE FOLLOWING YOUR EVERY MOVE FROM HERE, AS I ATTEMPT TO LOCATE CAL RANKIN!

WE'LL DO OUR BEST, PROFESSOR! IN OUR 'COPTER, WE SHOULD REACH THE PUPPET MASTER'S HIDEOUT IN NO TIME!

HOWEVER, UNKNOWN EVEN TO THE POTENT BRAIN OF CHARLES XAVIER, THE MIGHTY BUT MOORLESS MIMIC HAS SET UP A MENTAL SCREEN TO PREVENT HIS DETECTION... AND, AT THIS VERY MOMENT, OBSERVES THE DEPARTURE OF THE X-MEN...



GOT TO KEEP THEM IN SIGHT... SINCE I DON'T KNOW YET IF MY POWERS ARE PERMANENT! I SHOULD RETAIN ANGEL'S WINGS LONG ENOUGH TO FOLLOW THEM SOME DISTANCE!

IT'S NUTTY... I DON'T BEAR ANY LOVE FOR THOSE MUTANT MISFITS... BUT, I'M STILL NOT SURE WHY I STARTED THAT FIGHT WITH THEM!

NOTE: THIS MIGHT BE AS GOOD A PLACE AS ANY TO POINT OUT THAT THE PREDATORY PUPPET MASTER IS UNAWARE OF THE SOMEWHAT STRINGENT LIMITATIONS ON THE MIMIC'S ABSORBING POWERS! ... STICKLER STAN.

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MEANWHILE, YET ANOTHER UNEXPECTED ELEMENT ENTERS THE SUPER-CHARGED SCENE, AS...



I BEG OF YOU, WARREN... DON'T GO! I KNOW YOU DESIRE TO HELP THE OTHERS...

BUT, YOU'RE STILL NOT RECOVERED! AND, ANY INJURY AT THIS TIME...

I UNDERSTAND, SIR! STILL, I... MUST GO...



GOOD-BYE, PROFESSOR... I ONLY HOPE... I'M IN TIME TO HELP THEM!

WE'VE OCCASIONALLY THOUGHT OF WARREN AS FRIVOLOUS... —PERHAPS AN OVER-INDULGED ONLY SON...

STILL FEEL WEAK... DON'T KNOW IF I COULD FLY IF I TRIED! BUT, I'VE GOT TO DO SOMETHING...

LUCKILY, MY MUSTANG IS EQUIPPED WITH A DEVICE TO FOLLOW THE X-COPTER!

YET, NOW I SEE THAT HE IS PERHAPS THE BRAVEST X-MAN OF ALL!

YET, EVEN AS THE ANGEL'S SPEEDING VEHICLE RACES THROUGH THE ENVELOPING NIGHT, THE OTHER X-MEN ARE ALREADY APPROACHING THEIR GOAL...



IT MUST BE AROUND HERE SOMEWHERE!

THERE... THAT HALF-HIDDEN VIADUCT! IT MUST BE AN OUTER DISGUISE FOR THE PUPPET MASTER'S HQ! CAREFUL, HANK...

YOUR ADMONITION IS DULY NOTED!

GOOD OLD SCOTTY! HE CAN'T GIVE UP BEING DEPUTY LEADER EVEN WHEN HE TRIES!

BUT, THE BEAST AND HIS COURAGEOUS COLLEAGUES ARE SOON TO HAVE MORE URGENT MATTERS TO CONSIDER THAN SCOTT SUMMERS' MENTAL STATE, FOR...



MY ALARM! THAT CAN ONLY MEAN... THE X-MEN HAVE DISCOVERED MY WHEREABOUTS!

KLAANG!

I WAS CARELESS NOT TO HAVE MONITORED THEIR MOVEMENTS! BUT, NO MATTER...



FOR, IN FINDING ME, THEY HAVE PREMATURELY SEALED THEIR OWN DOOMS...

THIS, AS I TURN OFF THE ALARM SYSTEM, I SHALL ACTIVATE A PUPPET I DEvised AFTER MEETING THE MAD THINKER!

NOW, LET THE X-MEN COME FACE TO FACE WITH... THE DEFENDER!

AND, MOMENTS LATER, AMIDST THE WINDING CORRIDORS OF THEIR FOE'S LABYRINTHINE LAIR...



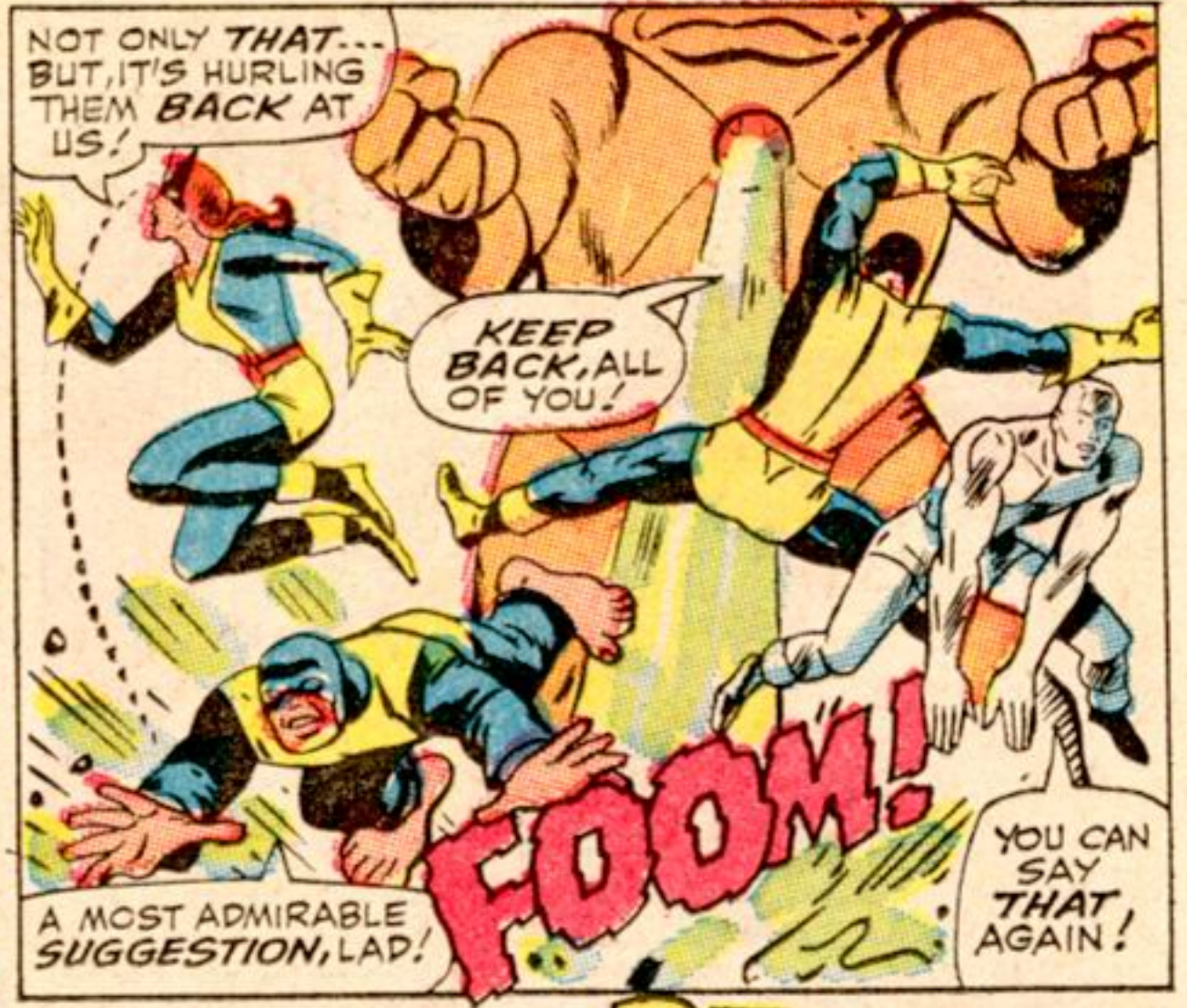
OHH.. WHAT IN HEAVEN..?

DON'T WORRY, JEAN... I SEE IT! IT'S SOME SORT OF INCREDIBLE ANDROID!

SCOTT... LOOK OUT!

I DIDN'T THINK IT WAS RINGO STARR!

WATCH **MARVEL** SUPER-HEROES ON TV





THEN, ASTONISHINGLY...

LOOK! IT'S ASSIMILATING THE ICE INTO ITS OWN BODY!

THAT'S JUST WHAT I FEARED MIGHT HAPPEN!

NOW YA TELL ME!



A MOMENT LATER...

IT DUPLICATES OUR POWERS...ALMOST LIKE THE MIMIC!

SPAK!

SHEESH! NOW IT'S TOSSIN' ICEBALLS AT US!

AND, WE DARE NOT GET WITHIN REACH OF ITS HUGE ARMS!



MAYBE NOT... BUT, THERE'S MORE THAN ONE WAY TO SKIN A CAT... OR TOPPLE AN ANDROID!

AH... THAT SHOULD DISPOSE OF OUR FLAT-FOOTED FRIEND!



AND, AS THE UNSPEAKING DEFENDER PLUNGES FROM SIGHT...

LUCKILY, THERE WAS A CAVE BENEATH THE FLOOR... INTO WHICH OUR PLAY-MATE COULD FALL!

MY GUESS IS, THE ANDROID IS TOO UNMANEUVERABLE...

IF HE HAS THAT THING, WHY DOES PUPPET MASTER NEED THE MIMIC?

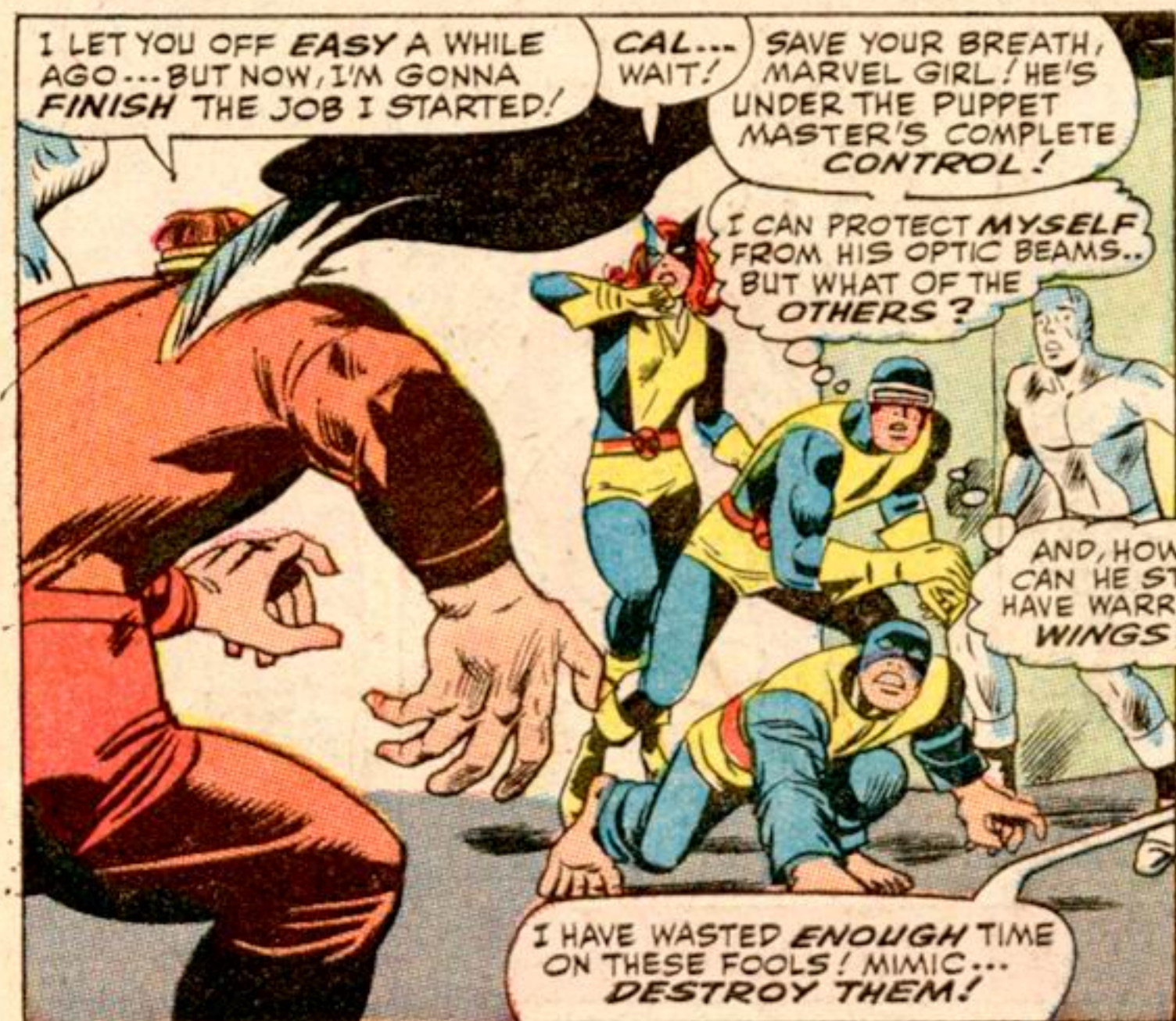


THE NEXT INSTANT...

AN ASTUTE DEDUCTION, CYCLOPS... THE LAST YOU SHALL EVER MAKE!

PUPPET MASTER!

NONE OTHER! AND, IF YOU'LL TURN AROUND, YOU'LL MEET ANOTHER OLD ACQUAINTANCE!



I LET YOU OFF EASY A WHILE AGO... BUT NOW, I'M GONNA FINISH THE JOB I STARTED!

CAL... WAIT!

SAVE YOUR BREATH, MARVEL GIRL! HE'S UNDER THE PUPPET MASTER'S COMPLETE CONTROL!

I CAN PROTECT MYSELF FROM HIS OPTIC BEAMS... BUT WHAT OF THE OTHERS?

AND, HOW CAN HE STILL HAVE WARREN'S WINGS?

I HAVE WASTED ENOUGH TIME ON THESE FOOLS! MIMIC... DESTROY THEM!



MEANWHILE, THE REASON FOR CAL RANKIN'S RETAINED WINGS IS NOT FAR AWAY... AS THE ONCE HIGH-FLYING ANGEL APPROACHES ON FOOT, HIS BODY ACHING WITH EACH PAIN-WRACKED STEP...

OUR 'COPTER'S NEARBY, SO THE REST OF THE X-MEN MUST HAVE GONE IN HERE! IF ONLY I DON'T PASS OUT...!

FOR, ONLY SECONDS AGO, I ALSO SAW THE MIMIC ENTER!

COULD IT BE THAT I'M... TOO LATE?

BUT, A SHORT DISTANCE AWAY, AN UNEXPECTED DEVELOPMENT HAS UPSET THE PUPPET MASTER'S CALCULATIONS, AS...

WHY DO YOU DELAY? DESTROY THEM... AT ONCE!

I... I CAN'T...!

DON'T WANT TO... KILL ANYONE! MUST FIGHT... FIGHT BACK!

BUT... HOW LONG CAN I... HOLD OUT?

THE MIMIC'S CONFUSED... BUT STILL HOLDING THE OTHERS AT BAY!

ANY SLIGHT MOVEMENT BY THEM... MIGHT BE ENOUGH TO MAKE HIM BLAST AWAY!

MIMIC... I ORDER YOU TO DESTROY THEM! YOU MUST OBEY ME!

THAT PUPPET... IT MUST BE THE SECRET OF THAT MADMAN'S CONTROL OVER RANKIN!

AND SO, SUMMONING ALL OF THE FORTITUDE BORN OF LONG, ARDUOUS HOURS OF X-MEN TRAINING, WARREN WORTHINGTON HURTTLES FORWARD...

I'M THEIR ONLY CHANCE! MUST SMASH THE DOLL... NOW!

NO... KEEP BACK, YOU FOOL! DON'T...!

IT'S ANGEL... HE'S CRUMPLING THE DOLL...!

NEXT, EVEN AS THE LUNGING X-MAN COLLAPSES TO THE FLOOR...

I... I FEEL AS IF I'M AWAKENING FROM A DREAM... A NIGHTMARE THAT ALMOST TURNED ME INTO A MURDERER!

AND THE ONE WHO SAVED ME WAS... THE ANGEL!

LOOK! CAL SEEMS TO BE COMING TO HIMSELF AGAIN!

THEN, ALL IS FORGOTTEN... SAVE CONCERN FOR A YOUTH WHOSE DEED OF VALOR, MAY HAVE COST HIM DEARLY...

WARRY BOY... ARE YOU OKAY?

YES, I'M FINE... NOW...

DON'T SPEAK, WARREN... YOU MUST REST!

BUT, HE'S GOING TO BE ALRIGHT! HE'S GOT TO!

UH-OH! I JUST NOTICED... THE ELUSIVE PUPPET MASTER HAS ESCAPED... AT LEAST FOR THE MOMENT!

BUT, WHAT'S WRONG WITH THE MIMIC? HE'S INNOCENT OF ANY WRONGDOING... YET, HE ACTS LIKE A MAN CONDEMNED!

CONDEMNED? YES... YES, I AM CONDEMNED!

I'M SENTENCED FOREVER TO LIVE ONLY IN THE SHADOW OF OTHER MEN'S POWERS... OTHER MEN'S ABILITIES! NOTHING IS TRULY... MINE!

IS THERE ANY TRUE HOME ON EARTH... IN THE UNIVERSE... FOR THE BEING THAT MEN CALL... THE MIMIC??

BUT, FOR THE MAGNIFICENT MIMIC AND HIS SUPER-POWERED GROUP, THERE IS TO BE LITTLE TIME FOR INTROSPECTION! FOR, NEXT ISH WILL BE HEARD... **THE WAIL OF THE BANSHÉE!**

DON'T MISS THIS TITANIC TALE OF ONE OF THE MOST MIND-SHATTERING MUTANT MENACES OF ALL!

WATCH MARVEL SUPER-HEROES ON TV