

**MARVEL**  
**COMICS**  
CELEBRATING  
**30**  
YEARS OF  
**X**  
**MEN**

**THE UNCANNY**

# X-MEN

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APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY



**FATAL**  
**ATTRACTIONS**  
AN OFFER OF  
**SALVATION...**  
**...A BETRAYAL**  
**MOST**  
**BITTER!**



SOMETHING LESS  
THAN FIVE MINUTES  
AGO...

... THE ACOLYTES,  
FAITHFUL FOLLOWERS  
OF THE MUTANT MASTER  
OF MAGNETISM, MAGNETO--  
LEARNED THE TRUTH  
ABOUT THE "DEATH" OF  
THEIR PERSONAL SAVIOR.

TO THE UNFORTUNATE  
REGRET OF FABIAN  
CORTEZ-- THEY ALSO  
LEARNED OF HIS PART  
IN THE AFFAIR.

DEATH IS  
TOO GOOD  
FOR HIM!

I AGREE,  
BROTHER--  
WE SHOULD  
SEE THAT  
HE SUFFERS  
FIRST!

UNDISCIONE,  
CARBIL?! I  
ORDER YOU  
TO--!

SHUT-UP, CORTEZ--  
YOU'RE IN NO POSITION  
TO DEMAND ANY-  
THING!

WE'RE NO  
LONGER YOUR  
MINDLESS  
FLOCK! SAVE  
YOUR BREATH--

-- FOR THE  
SCREAMS I  
INTEND TO  
TEAR FROM  
YOUR LUNGS!

THEY DIDN'T  
TAKE IT WELL.



WITH MY ABILITY TO EXTEND ANOTHER MUTANT'S POWER, IT'S A SIMPLE MATTER FOR ME TO EXTRICATE MYSELF FROM UNUSCIONE'S PSYCHIC GRIP!

WERE THAT IT WERE ONLY AS SIMPLE TO DIVEST YOURSELF OF THE CRIMES YOU'VE COMMITTED AGAINST MAGNETO--OUR LORD AND SAVIOR.



THAT IS THE *THIRD* TIME IN AS MANY MINUTES YOU PEOPLE HAVE ECHOED SUCH ACCUSATIONS!

HAVE THE MONTHS WE SPENT TOGETHER--CONTINUING MAGNETO'S WORK ON BEHALF OF MUTANTKIND--MEANT *NOTHING* TO YOU PEOPLE?

AFTER EVERYTHING WE'VE BEEN THROUGH... WHY ARE YOU SO WILLING TO TAKE THE WORD OF A STRANGER OVER MINE?!



PERHAPS, CORTEZ, IT IS BECAUSE THEY SENSE WHAT YOU ALREADY KNOW IN YOUR HEART. THAT I AM NOT A "STRANGER" AT ALL.

RATHER, I AM THE VOICE OF MAGNETO!

I AM EXODUS-- SO NAMED BY MAGNUS HIMSELF--

-- FOR I AM THE GUIDE BY WHICH MUTANTS WILL RISE FROM THE GENETIC QUAGMIRE THAT IS HUMANITY. I OFFER A SOJOURN UNTO PARADISE FOR ALL THOSE WHO ARE FAITHFUL... IN THOUGHT AND DEED... TO MAGNETO'S CAUSE.

WHILE IT WAS NOT MY INTENT TO RUIN YOUR SUBTERFUGE, PER SE -- I REGRET IT WAS NECESSARY IN ORDER THAT I MIGHT MAKE MY OWN INTENTIONS CLEAR.



HE TOLD US YOU TRIED TO KILL MAGNETO-- LEAVING HIM TO DIE ON A ASTEROID M! \*

YOSH...?

DISSIPATING THE AIR AROUND YOU IS THE LEAST OF THE HORRORS I SHOULD VISIT UPON YOU FOR HAVING BETRAYED OUR TRUST!

\* X-MEN #3-84.



PARDON, AMELIA BUT MAGNUS IS A FORGIVING MAN, CAPABLE OF GREAT KINDNESS.

HE BARES NO ILL WILL TOWARDS FABIAN FOR THE MAN'S AMBITION-- AND NEITHER SHALL WE.



NOW AS WE DISCUSSED, PREPARE YOURSELVES, CHILDREN OF MAGNUS.

PREPARE YOURSELVES FOR THE ASCENSION.

RELUCTANTLY --

... TAKING CORTEZ'S DREAM OF THE LEADERSHIP OF THE ACOLYTES WITH THEM.

-- EAGER TO EXTRACT THEIR VENGEANCE --

-- THEY TURN TO GO --



I SPENT MONTHS OF MY LIFE CULTIVATING THOSE-- THOSE SHEEP-- TO WORK ON MY BEHALF!

I GAVE THEM A PURPOSE-- I GAVE THEM SOMETHING TO BELIEVE IN!

YOU HAVE NO RIGHT TO WALK IN HERE AND--

ON THE CONTRARY, I HAVE EVERY RIGHT.



IT IS CALLED DESTINY, CORTEZ.

IT IS CALLED... POWER.



JUST SO WE ARE CLEAR WHEN WE MEET AGAIN IN THE FUTURE, IF IT WERE UP TO ME--

-- I WOULD HURL YOU INTO OBLIVION LIKE THE INSIGNIFICANT FLEA THAT YOU ARE.

AS IT IS, MAGNUS HAS DECIDED YOU SHOULD SUFFER...



... SLOWLY.

A VICTIM OF SOMEONE ELSE'S LEGACY.



IT HAS ONLY HAPPENED TWICE BEFORE IN HIS LIFE...

... THAT CHARLES XAVIER HAS NOT RECOGNIZED THE REFLECTION IN THE MIRROR.

LONG BEFORE HE'D EVER HEARD THE WORD MUTANT, IT WAS PAINFULLY CLEAR HIS INCREDIBLE MIND SET HIM APART FROM THOSE AROUND HIM.

ALONE IN THE CROWD.

THE FIRST WAS ON THE AFTERNOON HE REALIZED-- WITH STARTLING CERTAINTY-- HE WAS DIFFERENT FROM ANYONE ELSE HE'D EVER KNOWN.

THE SECOND TIME WAS WHEN HE WOKE ON A WINDSWEEP MORNING IN FAR-OFF TIBET...

... AND REALIZED HE WOULD NEVER WALK AGAIN.

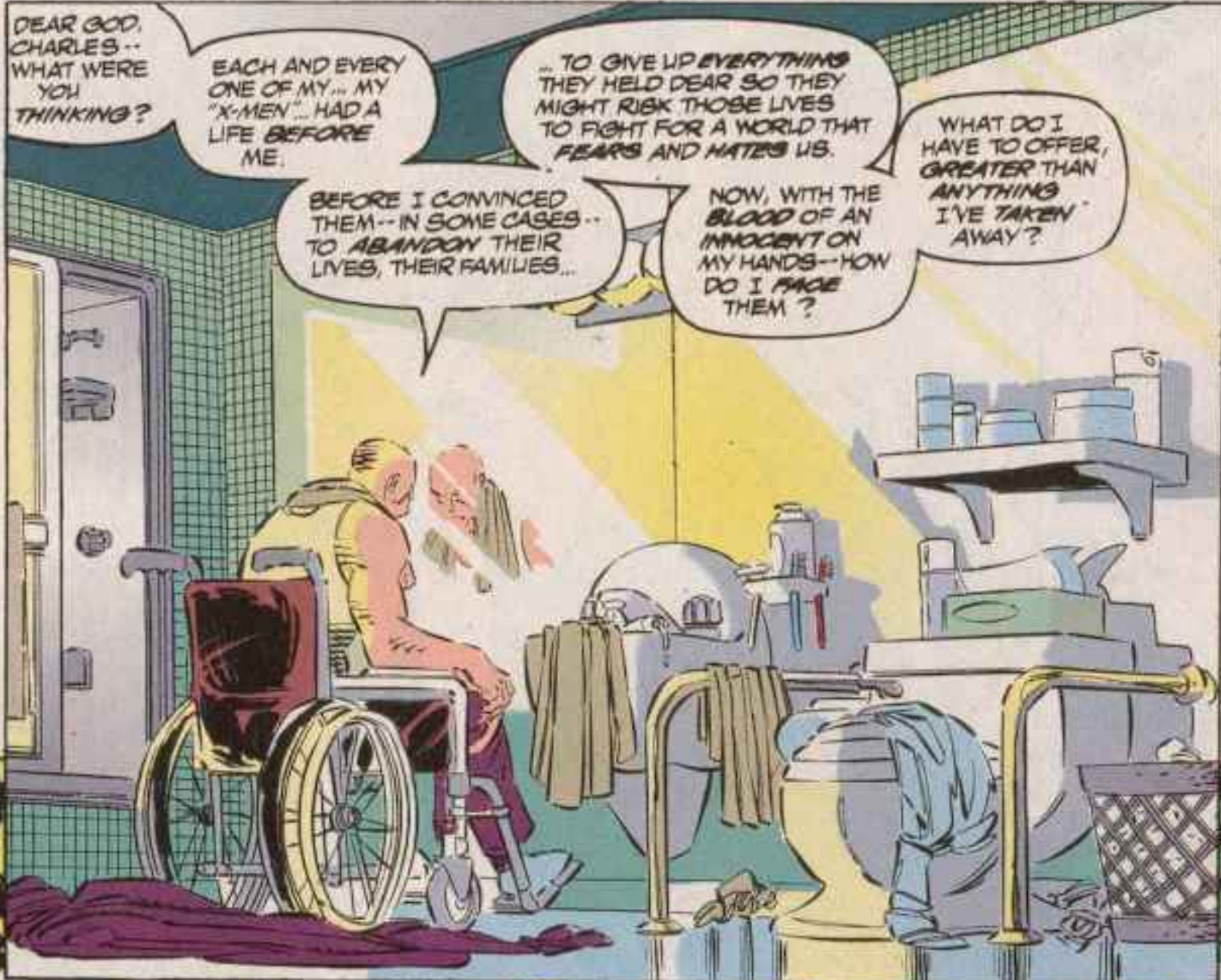
WHILE THE FACE WAS THE SAME, HE FELT-- FOR A TIME-- THAT HE WAS SOMEHOW LESS THAN A PERSON FOR HIS HANDICAP.

FOR ON THIS MORNING, HE HAS TO BURY ILLYANA RASPUTIN...

FINALLY, ON THIS MORNING, IT IS ANOTHER EMOTION THAT HAS TWISTED AND CONVORTED HIS FEATURES... BOTH INSIDE AND OUT.

... AN INNOCENT CHILD WHO TRUSTED HIM.

ON THIS DAY, HIS IS A FACE MARRIED BY FAILURE.



DEAR GOD, CHARLES -- WHAT WERE YOU THINKING?

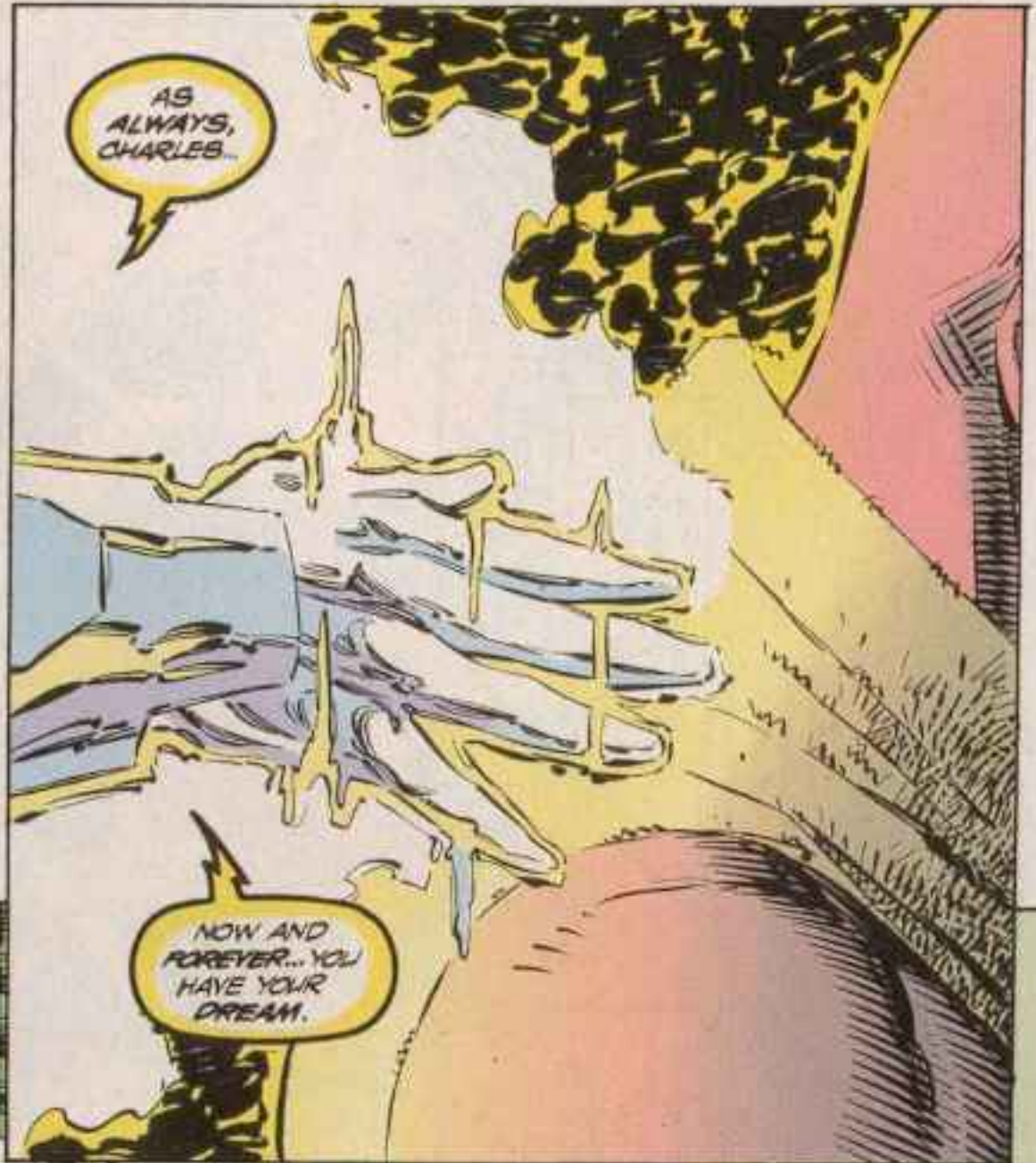
EACH AND EVERY ONE OF MY... MY "X-MEN"... HAD A LIFE BEFORE ME.

... TO GIVE UP EVERYTHING THEY HELD DEAR SO THEY MIGHT RISK THOSE LIVES TO FIGHT FOR A WORLD THAT FEARS AND HATES US.

WHAT DO I HAVE TO OFFER, GREATER THAN ANYTHING I'VE TAKEN AWAY?

BEFORE I CONVINCED THEM -- IN SOME CASES -- TO ABANDON THEIR LIVES, THEIR FAMILIES...

NOW, WITH THE BLOOD OF AN INNOCENT ON MY HANDS -- HOW DO I FACE THEM?



AS ALWAYS, CHARLES.

NOW AND FOREVER... YOU HAVE YOUR DREAM.



GREETINGS, MY LOVE.

YOUR PAIN -- YOUR DEVASTATION -- HAS REACHED ACROSS THE GALAXY TO EMBRACE MY SOUL IN A GRIP OF ICE.

AND WHILE MY RESPONSIBILITIES TO THE SHI'AR EMPIRE DEMAND MY PRESENCE --

-- PLEASE ALLOW THIS HOLOGRAPHIC IMAGE TO OFFER WHAT LITTLE SOLACE SPACE AND DISTANCE MIGHT ALLOW.

LILANDRA...

MAJESTRIX LILANDRA OF THE HOUSE OF NERAMAN!

... SOVEREIGN OF THE VAST SHI'AR EMPIRE... THE ONE TRUE LOVE OF CHARLES XAVIER'S LIFE.

I'M AFRAID I FALL FAR SHORT OF BEING WORTHY OF YOUR KINDNESS



PLEASE, CHARLES, TELL ME WHAT HAPPENED?

I'VE LOST ONE OF MY OWN -- ONE OF MY CHILDREN OF THE ATOM.

UNLIKE THUNDERBOLT, OR CYPHER... WARLOCK...

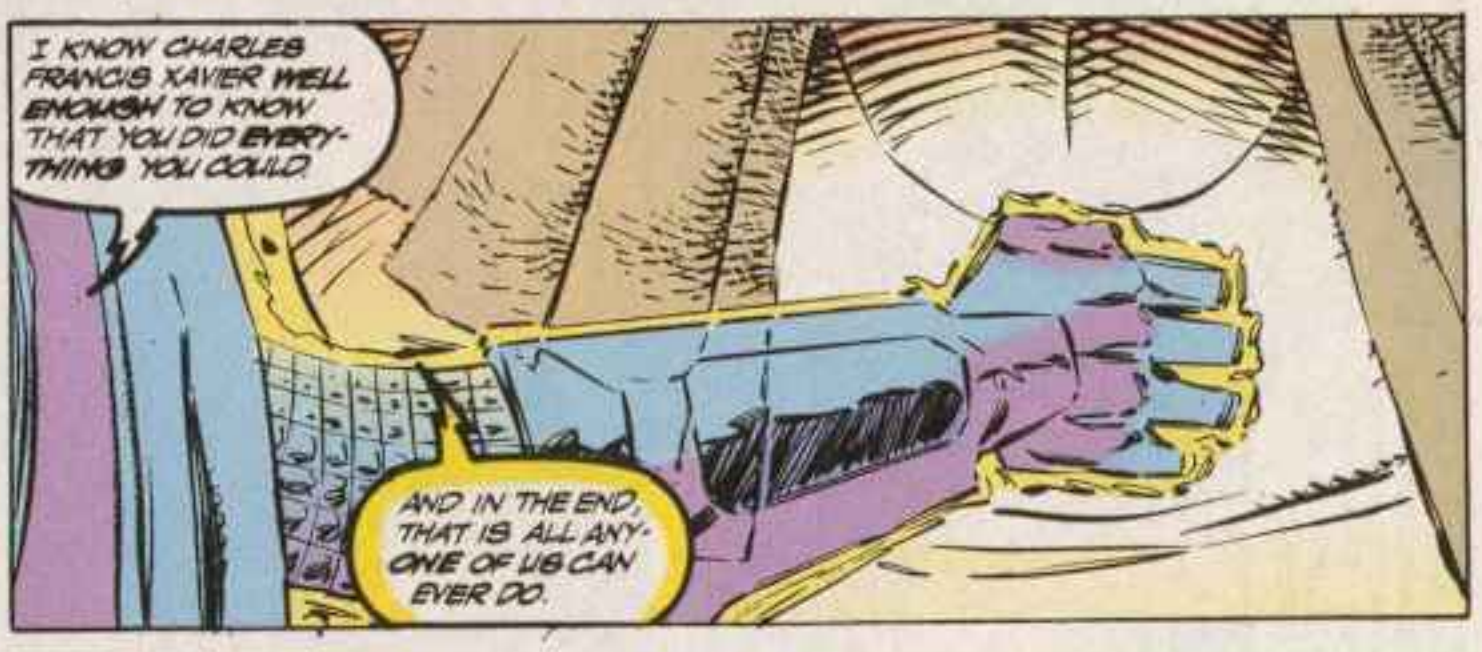
... ILLYANA WAS A CHILD WHO HAD EVERY RIGHT TO BELIEVE IN ME AND...

... I FAILED HER.



WHILE I DO NOT KNOW THE SPECIFICS, MY LOVE... I DO KNOW YOU COULD NOT POSSIBLY HAVE FAILED HER HERE...

... IN YOUR HEART.



I KNOW CHARLES FRANCIS XAVIER WELL ENOUGH TO KNOW THAT YOU DID EVERYTHING YOU COULD

AND IN THE END, THAT IS ALL ANY ONE OF US CAN EVER DO.



I'M AFRAID THE--  
TECHNICIANS CAN  
NNNOT-- MAINTAIN  
THIS TRANNISS-  
MMISSION ANY  
LONGER--

--WANTED YOU TO  
KNOW THAT WHATEVER  
YOU'RE EXPERIENCING--



YOU'RE  
NOT GOING  
THROUGH

IT  
ALONE.



NOT ALONE,  
LILANDRA?

I HAVE BEEN ALONE SINCE  
THE DAY I REALIZED I WAS  
DIFFERENT... AND THAT MY  
MUTATION MEANT I HAD A  
RESPONSIBILITY.

I POSSESSED A POWER  
WHICH ALLOWED ME UN-  
HAMPERED ACCESS  
TO ANY MIND ON THE  
PLANET... THEIR HOPES  
AND FEARS.

THEIR PAIN AND  
SORROWS THEIR  
SECRETS AND  
THEIR LIES.

IN ORDER TO MAINTAIN  
MY SANITY, I HAD TO  
SHUT DOWN-- CLOSE  
OFF-- A LARGE PORTION  
OF MY MIND.

NOT UNLIKE  
CUTTING OFF AN  
ARM TO SAVE THE  
ENTIRE BODY.

NO, MY LOVE...  
I WILL ALWAYS  
BE... ALONE.



EVEN THOSE WHOM I  
ALLY MYSELF WITH--  
BOTH HUMAN AND  
MUTANT-- OFTEN DO  
SO FROM A DIS-  
TANCE.

MY MUTANT UNDER-  
GROUND CONSISTS OF  
PEOPLE WHO UNDER-  
STAND THERE ARE  
DANGERS WHICH TRAN-  
SCEND RACIAL  
BOUNDARIES.



PEOPLE WHO  
DEPEND ON ME  
NOT TO ALLOW  
THIS INEVITABLE  
CONFRONTATION  
TO END LIKE  
EVERY OTHER.

PEOPLE  
WHO... I  
WILL NOT  
FAIL.



UNDERGROUND

NETO  
OCOLS

UNDERGROUND

THE  
MAGNETO  
PROTOCOLS

UNDERGROUND

THE  
MAGNETO  
PROTO





A LONG TIME AGO...

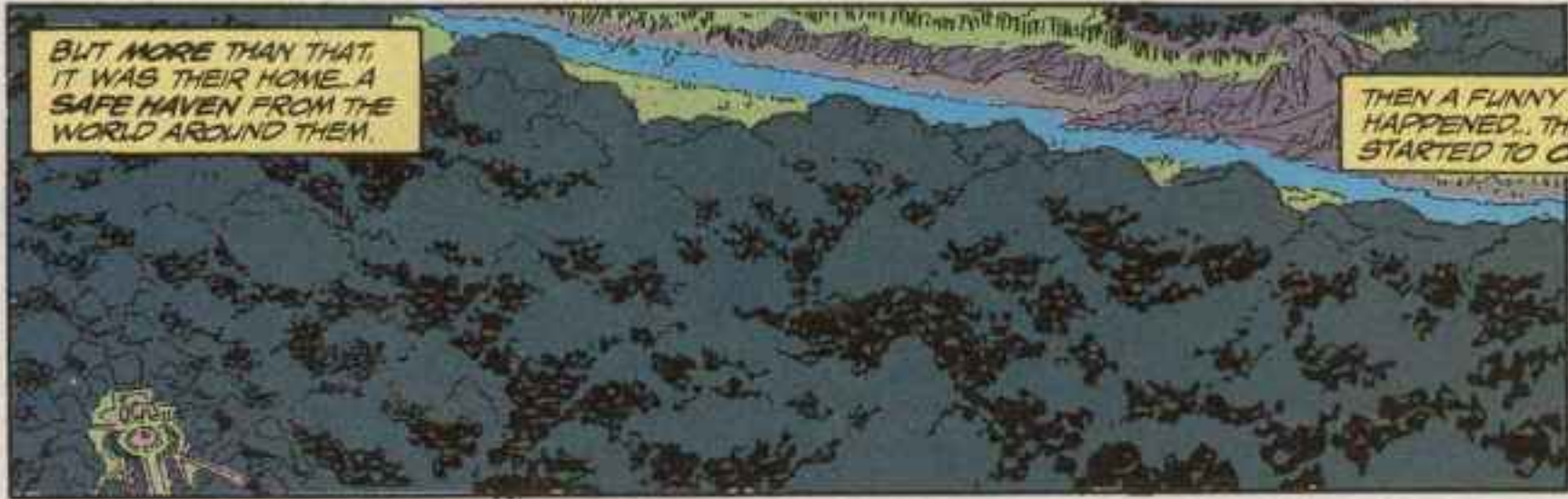
...ONE MIGHT ARGUE A LIFETIME AGO...

... THIS WESTCHESTER ESTATE NEAR THE HAMLET OF SALEM CENTER LIVED UP TO ITS NAME AS PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS.



A RELATIVELY NORMAL ESTATE ON A NOW-DESCRIPT COUNTRY ROAD...

... IT HAS SERVED AS A TRAINING GROUND FOR YOUNG PEOPLE POSSESSED OF MUTAGENIC ABILITIES.



BUT MORE THAN THAT, IT WAS THEIR HOME. A SAFE HAVEN FROM THE WORLD AROUND THEM.

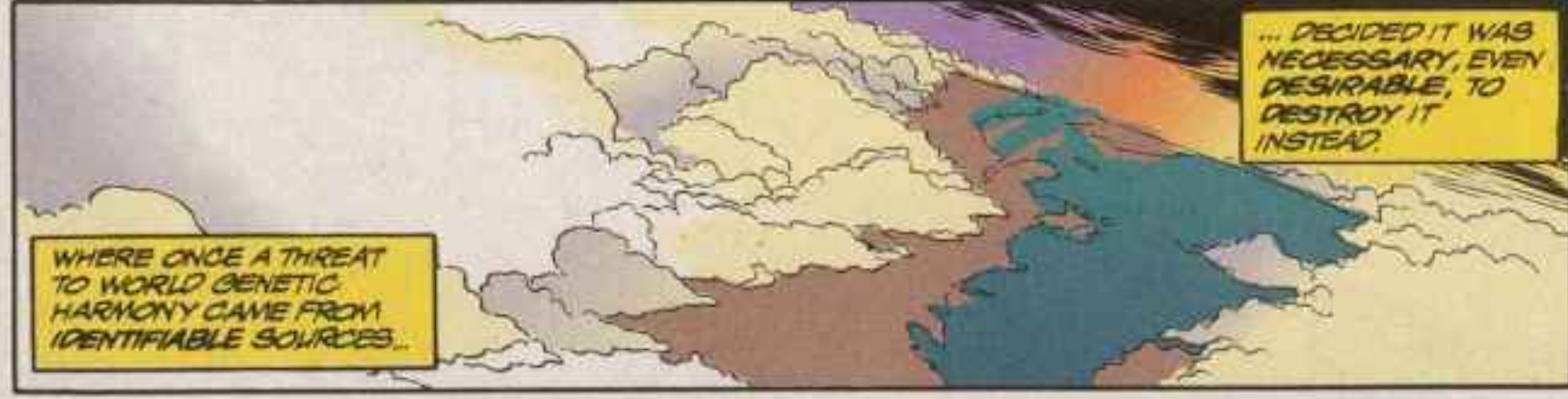
THEN A FUNNY THING HAPPENED... THE WORLD STARTED TO CHANGE.



THEIR ENEMIES, NO LONGER CONTENT TO SIMPLY DOMINATE MUTANTS --

--OPTED INSTEAD TO KILL.

THEIR ADVERSARIES, WHO ONCE THOUGHT IT WAS ENOUGH TO TOLERATE HUMANITY...



WHERE ONCE A THREAT TO WORLD GENETIC HARMONY CAME FROM IDENTIFIABLE SOURCES...

... DECIDED IT WAS NECESSARY, EVEN DESIRABLE, TO DESTROY IT INSTEAD.



... NOW THE DANGER IS EVERYWHERE.

TODAY, FOR EXAMPLE, THE GREATEST THREAT TO FACE EVERY LIVING BEING ON THE PLANET EARTH...

... DOES NOT CURRENTLY RESIDE ON THIS PLANET AT ALL.



MY APOLOGIES, CHILDREN.

FOR I AM AFRAID I CANNOT SAVE YOU ALL.



IN MY YOUTH, I BELIEVED I COULD RESCUE EACH OF YOU FROM THE ARROGANCE, THE IGNORANCE, THE SHEER CRUELTY THAT OTHERS CALL "HUMANITY."

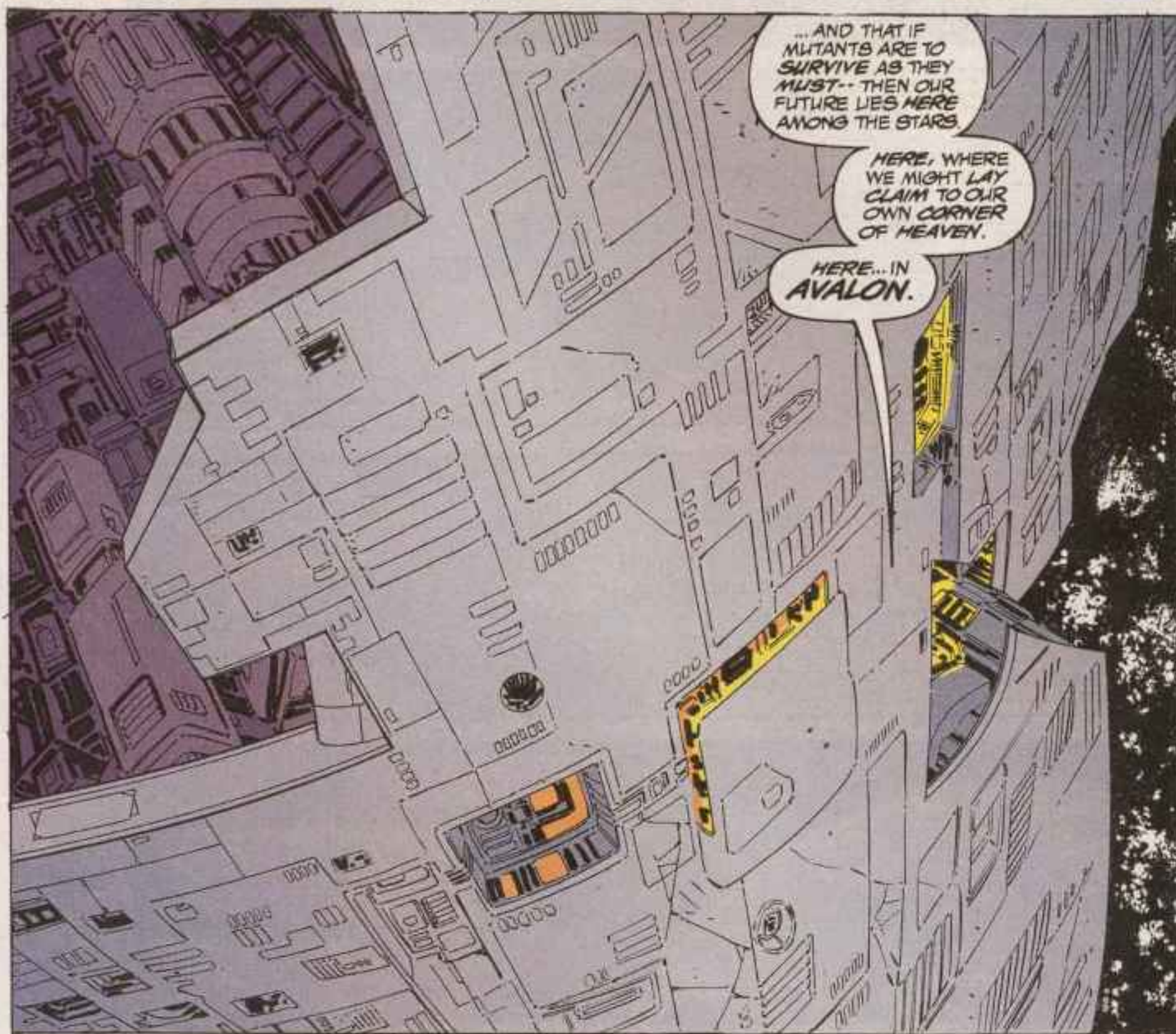
I WAS CONVINCED THAT PHYSICAL STRENGTH--

--MORAL COURAGE--

--WOULD BE ENOUGH.

I WAS WRONG.


I REALIZE NOW THAT EARTH, FOR THE MOMENT, IS DOOMED...



... AND THAT IF MUTANTS ARE TO SURVIVE AS THEY MUST-- THEN OUR FUTURE LIES HERE AMONG THE STARS

HERE, WHERE WE MIGHT LAY CLAIM TO OUR OWN CORNER OF HEAVEN.

HERE... IN AVALON.



THERE WAS A TIME WHEN THIS MAN WOULD HAVE SCOFFED AT THE THOUGHT OF TALKING TO HIMSELF.

BUT THAT TOO HAS CHANGED.

IT MAY HAVE CHANGED ON THE NIGHT HE "DIED" ON A FLAMING ASTEROID AS IT PLUNGED INTO EARTH'S ATMOSPHERE...

... WHEN THE ACOLYTE CALLED CHROME TRANSMUTED THIS MAN'S CRITICALLY WOUNDED BODY INTO OMMIUM--

--INSURING HE'D SURVIVE THE FIERY CRASH TO EARTH.

HIS BENEFACTOR DIED, SO THAT HE MAY LIVE.

BUT FAR MORE LIKELY IT ALL CHANGED ON THE NIGHT, DECADES EARLIER, WHEN HE LOST THE ONE GREAT LOVE OF HIS LIFE...

... THE ONLY THING HE EVER TRULY CREATED IN A LIFE THAT HAS SINCE, IT SEEMS, BEEN ABOUT NOTHING MORE THAN DEATH AND DESTRUCTION.

TRUE, IT IS DESTRUCTION IN THE SAME WAY A BLANK CANVAS IS SCARRED BY A SWATH OF PAINT...

... BUT IT IS DESTRUCTION NONETHELESS.

THAT MUCH, AT LEAST... HIS NEED TO DESTROY IN ORDER TO CREATE...

... FOR BETTER OR FOR WORSE...

... HAS NOT CHANGED.

"THERE WAS SO MUCH I HAD TO SHOW YOU, ANYA." HE WHISPERED TO THE EMPTY VESSEL HE CLUTCHED TO HIS CHEST--

-- AS IF TRYING TO BREATHE LIFE INTO HER AGAIN THROUGH THE SHEER FORCE OF HIS INDOMITABLE WILL.

LONG BEFORE HE'D BECOME MAGNETO, MASTER OF MAGNETISM...

EVEN BEFORE HE CHOSE THE NAME MAGNUS...

... HE WAS ERIC LEHNSHERR, A MAN NOT UNLIKE ANY OTHER OF HIS TIME.

A YOUNG VICTIM OF THE CONCENTRATION CAMP WHICH CLAIMED HIS FAMILY--

-- A BOUT OF HEPATITIS DELAYED THE MANIFESTATION OF HIS MUTANT POWERS UNTIL WELL INTO ADULTHOOD.

POWERS WHICH SPURTING SAVAGELY FROM HIS CHEST ON THE NIGHT A PANICKED CROWD PREVENTED HIM FROM RESCUING HIS FIRST-BORN DAUGHTER.

IN THAT MOMENT OF HIS DARKEST DESPAIR, DESTINY CONSPIRED TO SPARE THE WORLD OF FIRE NEXT TIME.

"AS I RETURN YOU TO THE EARTH," HE WHISPERED IN A VOICE RAVAGED BY LOSS, "SO DO I BURY MY HOPE--MY HEART, MY FUTURE.

"FOR HOW CAN I--HOW CAN ANYONE--FIND A PLACE IN A WORLD WHERE NOT EVEN THE INNOCENTS ARE SAFE?"

HIS DAUGHTER DEAD--HIS WIFE HAVING ABANDONED HIM OUT OF FEAR--HE HAD NO REASON TO GO ON.

UNTIL MAN, ONCE AGAIN, PROVIDED HIM WITH ONE.

THE SOLDIERS HAD BEEN SEARCHING FOR HIM SINCE THE PREVIOUS DAWN--

-- SHORTLY AFTER THEY'D COME ACROSS THE REMAINS OF A SMALL VILLAGE, SOME SIXTY KILOMETERS TO THE EAST--

... A TOWN REDUCED TO A MASS GRAVE BY THE SINGLE MOURNFUL CRY OF A MAN WHO WAS ONCE A FATHER.

A MAN WHO WAS ONCE A MAN.

THEY WERE CONVINCED THEY COULD AMBLUSH HIM.

BRING HIM DOWN.

BRING HIM TO JUSTICE.

THEIR JUSTICE.

HUMAN JUSTICE.

THEY WERE FOOLS.

"HOW

"DARE

"YOU...?!"

"BY THE POWER INVESTED IN US BY THE AUTHORITY OF GOD AND MAN--" SAID THE SOLDIER...

"-- WE'RE ARRESTING YOU FOR ATROCITIES AGAINST HUMANITY."

"... FOR I HAVE BEEN A VICTIM OF THE WHIMS-- THE CRUELITIES--

"-- THE ATROCITIES OF 'MAN' SINCE THE MOMENT...

"... OF MY BIRTH.

"BUT NOW, I HAVE BEEN REBORN...

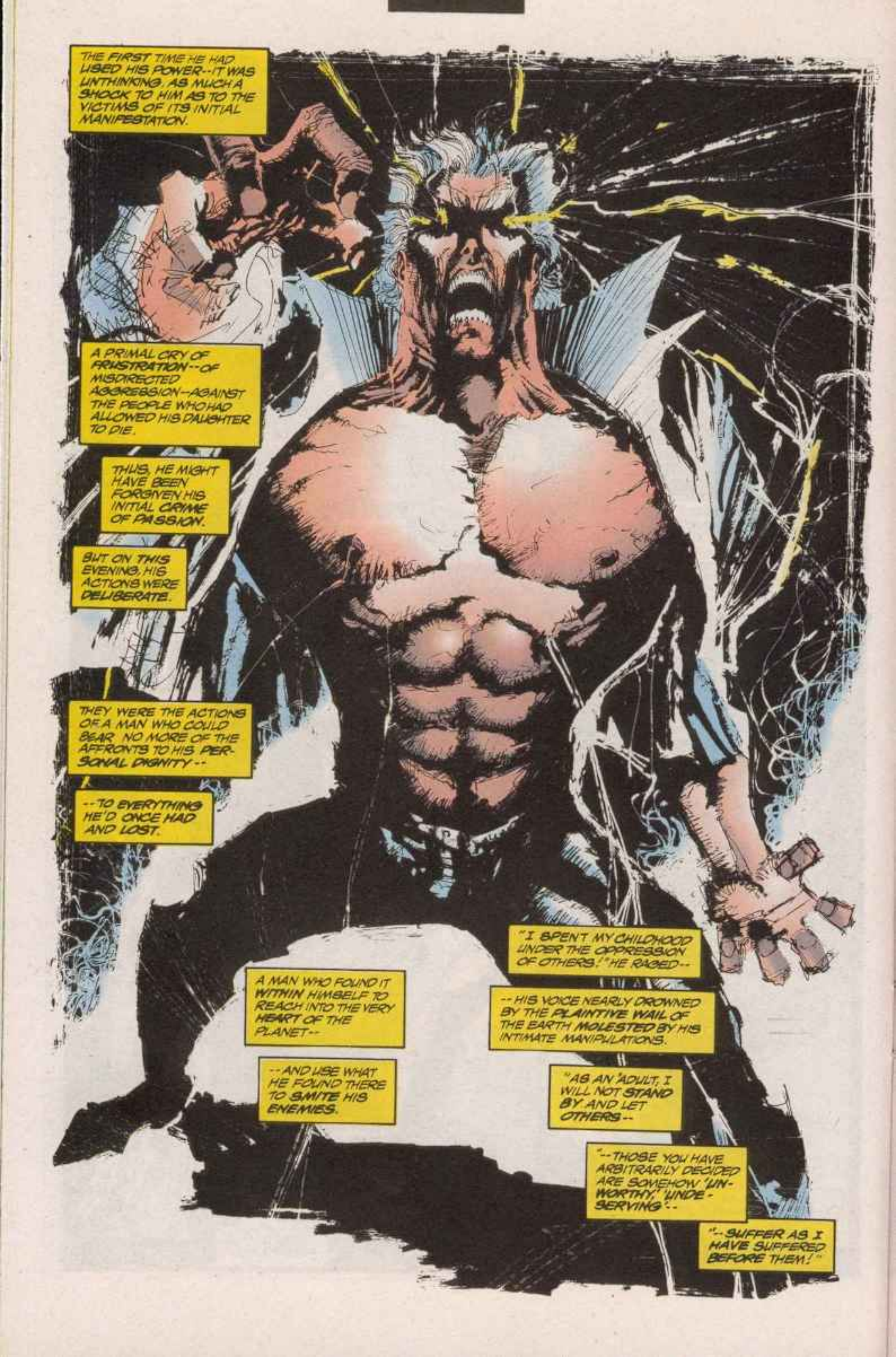
"NEVER

"... IN A BODY THAT IS NOTHING BUT POWER!

"I AM SERVING NOTICE ON YOUR PRECIOUS HUMANITY...

"... THAT I WILL NEVER YIELD

"DO NOT... SPEAK TO ME OF 'AUTHORITY'..." HE CHOKED...



THE FIRST TIME HE HAD USED HIS POWER--IT WAS UNTHINKING, AS MUCH A SHOCK TO HIM AS TO THE VICTIMS OF ITS INITIAL MANIFESTATION.

A PRIMAL CRY OF FRUSTRATION--OF MISDIRECTED AGGRESSION--AGAINST THE PEOPLE WHO HAD ALLOWED HIS DAUGHTER TO DIE.

THIS, HE MIGHT HAVE BEEN FORGIVEN HIS INITIAL CRIME OF PASSION.

BUT ON THIS EVENING, HIS ACTIONS WERE DELIBERATE.

THEY WERE THE ACTIONS OF A MAN WHO COULD BEAR NO MORE OF THE AFFRONTS TO HIS PERSONAL DIGNITY--

--TO EVERYTHING HE'D ONCE HAD AND LOST.

A MAN WHO FOUND IT WITHIN HIMSELF TO REACH INTO THE VERY HEART OF THE PLANET--

--AND USE WHAT HE FOUND THERE TO SMITE HIS ENEMIES.

"I SPENT MY CHILDHOOD UNDER THE OPPRESSION OF OTHERS!" HE RAGED--

-- HIS VOICE NEARLY DROWNED BY THE PLAINTIVE WAIL OF THE EARTH MOLESTED BY HIS INTIMATE MANIPULATIONS.

"AS AN ADULT, I WILL NOT STAND BY AND LET OTHERS--

--THOSE YOU HAVE ARBITRARILY DECIDED ARE SOMEHOW 'UNWORTHY,' 'UNDESERVING'--

--SUFFER AS I HAVE SUFFERED BEFORE THEM!"

IN THAT  
MOMENT...

...THE MOMENT HE  
USED HIS POWER  
TO FORCE ONE  
SOLDIER TO SLAY  
HIS COMRADES--

--THE WORLD LOST  
ONE OF ITS MOST  
VALUABLE RE-  
SOURCES.



IT LOST THE HEART  
AND SOUL OF ERIC  
LEHNSHERR...

...AND FOUND IN  
ITS PLACE AN  
ENTITY KNOWN  
AS MAGNETO.



IN THE SILENCE THAT  
FOLLOWED, ALL THAT  
WAS LEFT OF WHAT  
HAD GONE BEFORE  
WAS THE BLOOD OF  
STRANGERS...

...THE REMAINS  
OF A LITTLE  
GIRL...

... AND THE  
SHADOW  
OF A MAN...



I DON'T WANT TO DO THIS, CHARLES--

-- RATHER, I HAVE TO.

I MUST BE STRONG, BECAUSE YOU AND YOUR X-MEN ARE TOO WEAK TO DO THAT WHICH MUST BE DONE!

FOR THIS REASON-- ABOVE ALL OTHERS-- HAVE I BEEN SPARED FROM THE SWEET SURRENDER THAT IS OBLIVION... THE COLD EMBRACE THAT IS DEATH... AGAIN AND TIME AGAIN.

FOR NO MATTER WHAT HAPPENS TO YOU AND ME, THE WELFARE OF THE CHILDREN IS PARAMOUNT.

WHETHER THEY BE THE INNOCENT, LIKE ILLYANA, DOUG AND ANYA BEFORE THEM--

-- THE LOST, SUCH AS MY ACOLYTES--

... OR THE MISGUIDED, LIKE THE FOOLS YOU COUNT AMONG THE X-MEN--

... THEY NEED TO BE PROTECTED! THEY NEED TO BE AWAKENED FROM THE DREAM IN WHICH YOU'VE LULLED THEM!

WHETHER YOU ADMIT IT OR NOT, THEY NEED--

**MAGNETO!**

THOUGH THE WORDS ECHO OFF THE EMPTY WALLS OF AVALON-- THE THOUGHTS THEY CONVEY, THE VERY EMOTIONS-- CAN BE FELT AS FAR AWAY AS THE EARTH BELOW.

FOR WHILE NEITHER MAN WOULD ADMIT IT, PROFESSOR XAVIER AND MAGNETO ARE TWO SIDES TO THE SAME COIN...

... TWO MEN CONVINCED THEIR WAY IS MUTANT-KIND'S ONLY HOPE.



MEANWHILE...



... THOSE SAME MUTANT POWERS EXPOSE US TO WONDERS UNTOLD -- OFTEN FORCING US TO LOOK AT LIFE IN ALL ITS MYRIAD DIVERSITY WITH OUR EYES WIDE OPEN...

... CHALLENGING US TO ENJOY EVERY DAY -- EVERY MOMENT OF OUR LIVES.

SUCH AS TAKING ADVANTAGE OF YOUR WEATHER MANIPULATING ABILITIES TO SNAG US SOME PERSONAL TIME ?

A GUILTY PLEASURE, I CONFESS.

WEIRD, ISN'T IT?

UP HERE, TOGETHER -- JUST YOU AND ME, AGAIN -- IT'S AS IF NOTHING'S CHANGED SINCE I LEFT THE X-MEN.

BUT IT HAS, KITTEN.

AND THEREIN LIES THE KEY TO OUR SURVIVAL. OUR VERY SANITY.

FOR NATURE HAS A WONDROUS WAY OF CHANGING EVERYTHING ABOUT US. MOTHER EARTH HERSELF IS IN A PERPETUAL STATE OF MOTION.

FOR EVERY ACTION WE TAKE, SUCH AS MY MANIPULATING THE WIND AND STORM --

-- THE BRIGHT LADY CAN BE TRUSTED TO ACT UPON IT, EXERTING HER OWN WILL ON OUR BEHALF. AND WE, IN THE END, MUST MARVEL AT HER WISDOM... AND HER GLORY.

A DRAMATIC RENDITION OF "EVERY CLOUD HAS A SILVER LINING..." ?

TELL ME, ORORO... WHERE IS THE "GLORY" IN ILLYANA'S DEATH? OR DOUG'S FOR THAT MATTER?

OR JOHN PROUDSTAR'S ?

SOMETIMES A CLOUD IS JUST A CLOUD... AND WE SUFFER UNDER ITS SHADOW.



BUT THE SHADOW PASSES, KITTEN.

IT PASSES.

FOR A MOMENT, THERE ARE NO WORDS BETWEEN THEM...

... NO LOST YEARS.

FOR A MOMENT, THEY ARE AGAIN TWO FRIENDS BASKING IN THE SUNLIGHT--

-- SEIZING THE DAY, FORGETTING THEIR MUTUAL BORROW.



THEN, REALITY INTRUDES...

... AGAIN.

WHA--?!  
PETER--  
**NO!**



WHAT ARE YOU DOING?!

I WOULD THINK, KATYA, THE ANSWER IS OBVIOUS.

I AM GETTING ON WITH MY LIFE.

RATHER...  
... WHAT PASSES FOR A "LIFE" WITHOUT MY SISTER... MY BROTHER... MY PARENTS.



THE XAVIER MANSION IS BUT ONE OF MANY TREASURES HIDDEN AMONG THE DENSE FORESTRY THAT MAKES UP WESTCHESTER'S HUDSON RIVER SHORELINE.

CONSIDER, FOR EXAMPLE, THE HOLLOWED REMAINS OF SALEM CENTER'S FIRST MISSION HOUSE OF WORSHIP --

-- LOCATED IN A CLEARING DIRECTLY ABUTTING THE X-MEN'S GROUNDS.

ONCE IT WAS A PLACE WHERE PILGRIMS, PRINCES AND PAUPERS CAME TO WORSHIP...

...AND TWO GOVERNORS CAME TO WED.

THOUGH LONG SINCE ABANDONED, IT IS HERE THAT THE CHILDREN OF THE ATOM HAVE COME TO BURY THEIR FALLEN...

I'M A LITTLE VAGUE ON THIS ENTIRE "MEMORIAL SERVICE," BANSHEE.

THE GIRL IS DEAD... WHAT MORE IS THERE THAN THAT?

ACHHH, QUITE THE SENTIMENTAL LAD YE ARE.

ARE YOU BEING SARCASTIC?

AYE, AREN'T YE?

OR ARE YE GOING TO TELL ME THAT IN YOUR FUTURE, LIFE JUST GOES STEAM-ROLLING ON AHEAD...

... THAT NOBODY TAKES THE TIME TO MOURN THE PASSING OF A FRIEND?

YE MAKE IT ALL SO TEMPTING -- SUCH A WARM AND TENDER PLACE -- IT'S A WONDER YE MADE THE BACKWARDS TREK IN THE FIRST PLACE.

YOU BOUND AS IF YOU DO NOT BELIEVE I AM FROM YOUR FUTURE, SEAN.



PERHAPS I SHOULD TELL YOU WHAT LITTLE I KNOW OF YOUR FATE?

HOW IT WAS LONG RUMORED AMONGST THE HALLS OF THE XSE THAT YOU WERE THE LAST HOPE, THE CUSTODIAN, OF THE NEXT GENERA--

AND PERHAPS I SHOULD GO LEAP IN FRONT OF A BUS, BISHOP.

THEN ALL YUIR LITTLE STORIES FROM THE FUTURE-- YUIR BEST LAID PLANS-- WILLNAE MEAN MUCH OF ANY THING, EH?



MAKE NO MISTAKE, BISHOP, I BELIEVE YE ARE FROM THE FUTURE--

-- I JUST DON'T THINK YE ARE FROM MINE.

YE SAY YUIR FROM A DARK PLACE, A TOMORROW WHERE NO ONE KNOWS HOW TO DREAM-- OR STRIVE FOR A BETTER WAY.

WHERE YE DON'T EVEN KNOW WHAT IT IS TO MOURN THE PASSIN' OF A PRECIOUS LIFE.



IF I BELIEVED THAT THAT WAS THE FACE OF TOMORROW--

-- THE REST O' US AND ME, WOULD BE FOOLS TO GO ON.



AND THOUGH THE X-MEN ARE A GOODLY NUMBER OF THINGS, SON...

... WE ARE NAE FOOLS.

ONE HOUR LATER,  
AS THE NOON SUN  
SHINES HIGH OVER-  
HEAD--

I CHOOSE TO  
BELIEVE THAT ILLYANA  
IS LOOKING DOWN  
UPON THIS ASSEMBLAGE  
OF HER FRIENDS AND  
FAMILY--

-- AND IS ELATED TO  
SEE YOU ALL HERE, DRAPED  
IN THE COLORS WORN IN THE  
DEFENSE OF A DREAM IN  
WHICH SHE WAS ENGAGED  
FOR ALMOST HALF HER  
LIFE.

A LIFE THAT, WHILE  
TRAGICALLY SHORT,  
WAS FILLED TO OVER-  
FLOWING WITH ENOUGH  
CONTRADICTIONS TO  
FILL SEVERAL LIVES.

A LIFE IN CONSTANT  
STATE OF TURMOIL.

BURDENED BY DEVONS  
NOT OF HER OWN MAKING--  
SHE REMAINED AN  
ANGEL AT HER CORE.

FRIGHTENED BY THE DARKNESS  
WHICH HAD, FOR A TIME, GRIPPED  
HER SOUL-- SHE WAS BRAVE  
ENOUGH TO STOKES THE EMBERS  
OF LIGHT THAT SMOLDERED IN  
HER HEART...AWAITING AGAINST  
GREAT ODDS TO BLAZE BRIGHT  
ONCE MORE.

AND BLAZE IT DID,  
MY FELLOW X-MEN,  
FOR ILLYANA TRIUMPHED  
AGAINST THE DARK...  
AND INNOCENCE RE-  
TURNED HOWEVER  
BRIEFLY.

SO, TOO, MUST  
WE LEARN FROM  
HER EXAMPLE,  
MY FRIENDS.

SHE TAUGHT US  
TO CLING TO LIFE  
WITH BOTH HANDS,  
TO WREST WHAT  
HAPPINESS WE CAN  
FROM EACH AND  
EVERY MOMENT OF  
OUR LIVES.

IF WE CAN TAKE  
HER LESSONS TO  
HEART, ILLYANA  
WILL NEVER TRULY  
DIE.  
SHE WILL LIVE  
WITHIN EVERYONE  
OF US UNTIL WE  
BREATHE OUR LAST.

SHE WILL  
HAVE WON HER  
BATTLE.

AMEN.

AND WITH THOSE FINAL  
WORDS, THEY'D LIKE  
TO BELIEVE THE  
SERVICES HAVE CON-  
CLUDED.

THAT THE  
HEALING  
CAN BEGIN.

UNAWARE THAT  
HIGH ABOVE--

-- AND CLOSING  
FAST--

-- THE END  
IS UPON  
THEM.



OH, SAM...

AH KNOW, KITTY.

WE'VE BEEN THROUGH THIS BEFORE -- BUT IT DON'T GET ANY EASIER, DOES IT?

I DO NOT UNDERSTAND WHY WE INDULGE IN THIS MASOCHISTIC "MOURNING PROCESS" -- WHEN WE SHOULD BE ADDRESSING THE RECENT ASSAULT ON CABLE. \*

DON'T LOOK AT ME, SHATTERSTAR...

MAYBE SAMMY DOESN'T THINK IT'S ANY OF THE X-MEN'S BUSINESS.

\* SEE X-FORCE #25 -- BOB

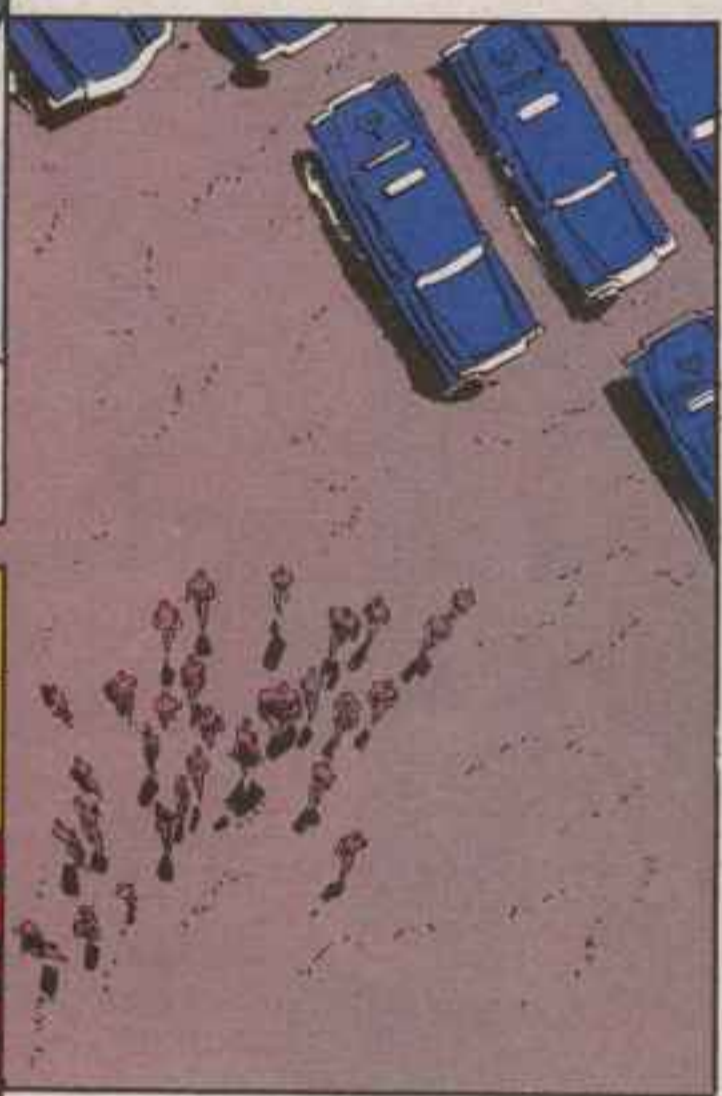


OR MAYBE HE'S BEEN DISTRACTED, FERAL.

LOSING A FRIEND CAN DO THAT TO YOU. NOW, TELL ME...

... WHO -- EXACTLY -- WAS RESPONSIBLE FOR THIS ATTACK ON X-FORCE 6 LEADER?

AND WHY DO I GET THE FEELING I'M NOT GOING TO LIKE THE ANSWER?



PETER?

A MOMENT, SON.

I JUST WANT YOU TO KNOW HOW TERRIBLY SORRY I AM.



ARE YOU... BIR?

WHY DO I DOUBT THAT?





IS IT BECAUSE I HAVE TROUBLE BELIEVING ANYTHING YOU SAY?

WHEN YOU ASKED ME TO LEAVE THE UST-CROYNSKI COLLECTIVE-- \*

-- YOU SAID -- AND I REMEMBER THE WORDS AS IF YOU SAID THEM ONLY YESTERDAY -- "POWER SUCH AS YOURS BELONGS TO THE WORLD, PETER -- TO BE USED FOR THE GOOD OF ALL!"

ORORO...

...I THINK SOMETHING'S BREWING.



ON NOTHING MORE THAN YOUR WORD, I LEFT MY FAMILY -- MY LIFE -- AND DIDN'T LOOK BACK. I THRILLED TO THOSE WORDS, PROFESSOR. THEY MADE ME PART OF A LARGER WHOLE.

NEVER ONCE DID I FALTER -- DID I QUESTION -- THE VALIDITY -- THE COST -- OF YOUR DREAM!

NO, GODSPOTIN XAVIER -- I DID NOT FAIL YOU.

YOU -- YOU AND YOUR DREAM -- FAILED ME!



WORSE IT FAILED ILLYANA.

AND FOR THAT -- I WILL NEVER FORGIVE YOU.

\*GIANT-SIZE X-MEN#1--BOB



PETER! HOLD ON. YOU'RE--

--ABSOLUTELY RIGHT, SON.

HOW FORTUNIOUS FOR EVERYONE...

... THAT I HAVE CHOSEN THIS MOMENT TO RETURN!

FOR IT IS OBVIOUS THAT AT LEAST SOME OF YOU NOW UNDERSTAND WHAT I HAVE KNOWN FOR YEARS!

IF MUTANTS-- AS A RACE-- ARE TO SURVIVE, WE MUST STOP CONCERNING OURSELVES WITH THE ACCEPTANCE OF HUMANS...

... AND INSTEAD CONCENTRATE ON THE THREATS FACING HOMO SUPERIORS!

**MAGNETO?!**

THEN WHAT WE FEARED WAS TRUE--

-- YOU'RE ALIVE!!

HOW OBSERVANT, CYCLOPS.

NO. I OBVIOUSLY DID NOT "DIE" DURING THE FALL OF ASTEROID M.

THANKS TO YOU, X-MEN, I WAS CRITICALLY WOUNDED-- AND WOULD SURELY HAVE GONE THE WAY OF ALL FLESH IF NOT FOR ONE OF MY ACCOLYTES, WHO SACRIFICED HIMSELF FOR ME.

I SPENT MONTHS TENDING TO MY WOUNDS, CONTENT TO SIT BACK AND WATCH AS THE GENETIC FACTIONS OF THE PLANET TORE EACH OTHER APART.

STRIFE, APOCALYPSE, MR. SINISTER, THE LIPSTARTS, THE DARK RIDERS, THE MOST RECENT INCARNATION OF THE BROTHERHOOD OF EVIL MUTANTS...

... AND YOU X-MEN, X-FORCE, X-FACTOR RESPONDING IN EVER-MORE DESPERATE KIND HOW FRACTURED YOUR DREAM HAS BECOME, CHARLES.

IT PROVIDED ME WITH HOURS OF AMUSEMENT AS I AWAITED THE MOMENT OF MY RETURN-- INTENT, AS I WAS, TO WADE THROUGH THE BODIES OF THE MUTANT CIVIL WAR AND TAKE MY PLACE AS LEADER OF THE SURVIVORS.

AS IT IS, UNEXPECTED DEVELOPMENTS NECESSITATED I TAKE A MORE ACTIVE ROLE AS SAVIOR TO MY GENETIC BRETHREN.

CRASHING  
A FUNERAL  
MAGSTER?

TRES  
TRACKY.

ROBERT IS RIGHT--  
HAVE YOU BECOME SO  
INTIMATE WITH THE  
CONCEPT OF DEATH THAT  
YOU NO LONGER RESPECT  
THE PASSING OF OTHERS?

ON THE  
CONTRARY,  
STORM.

I AM HERE  
**BECAUSE OF**  
MY RESPECT FOR  
THOSE WHO HAVE  
GONE BEFORE ME--  
AND TO PREVENT  
OTHERS FROM  
SHARING THEIR  
FATE.

I AM HERE TO OFFER  
EACH OF YOU SANCTUARY  
FROM THE COMING FIRE-  
STORM OF DEATH THAT  
WILL SOON RAISE ACROSS  
THIS PLANET.

I'VE RETURNED TO  
OFFER YOU AN  
ALTERNATIVE TO  
THE GENOCIDE  
OF OUR PEOPLE.

I'M HERE  
TO OFFER  
YOU...

... SALVATION.

BELIEVE HIM, SON OF XAVIER-- JUST AS WE, WHO HAVE COME TOGETHER FROM THE FOUR CORNERS OF THE WORLD, HAVE ACCEPTED THAT MAGNUS IS OUR ONLY HOPE.

HE LIVES! MAGNETO LIVES, JUST AS EXODUS CLAIMED!



PRAISE BE TO MAGNETO-- HIS WORD IS OUR LAW.

THE ACOLYTES?! JEAN, HOW DID THEY--

--POSSIBLY GET THIS CLOSE?! MAGNETO MUST SOMEHOW BE USING HIS ELECTRO-MAGNETIC POWERS TO JAM MY PSIONIC POWERS.

IT IS BUT ONE OF THE ARSENAL OF POWERS THAT ARE MY FATHER'S TO COMMAND, CYCLOPS!

BUT NEVER BEFORE TO THIS DEGREE, PIETRO...

WELL, DON'T GO GETTIN' TOO EXCITED, KIDS-- HE AIN'T GONNA BE STAYING FOR LONG.



STAY CALM, WOLVERINE. UNTIL WE KNOW WHAT WE'RE UP AGAINST.

...YOU'RE THE DROP-DEAD-LAST PERSON I WANT SLUGGING IT OUT WITH MAGNETO!

YOU WOULD DO WELL TO HEED SCOTT'S ADVICE, LOGAN.

MY NEAR DIS-CORPORATION WITHIN EARTH'S E.M. FIELD HAS LEFT ME MORE POWERFUL THAN EVEN I IMAGINED.

ARSHH!

FORCED MY CLAWS TO RETRACT?!

MAGNETO--!

ERIC, PLEASE... THERE'S NO NEED FOR THIS!

I AM NEEDED, XAVIER-- TO LEAD OUR PEOPLE TO A BETTER WORLD!

THEY-- WE-- NEED TO TRAVEL FROM THIS PLACE OF DEATH AND DECAY...

... AND CAN NO LONGER BE HAMPERED BY THE CONVENTIONS OF MAN.

ANY MORE THAN I CAN ALLOW YOU AND YOUR PATHETIC KINDRED SPIRITS TO HANDICAP MY EFFORTS TO SAVE YOU DESPITE YOURSELVES!

STORM, MA'AM-- AH CAIN'T MOVE!

HE IS MAGNETICALLY GRIPPING THE IRON FIBERS IN OUR BLOOD SAMUEL.

WHILE WE ARE STILL POSSESSED OF OUR ABILITIES, WE HAVE NO WAY OF CONSCIOUSLY ACCESSING THEM.

AND IF THOSE POWERS ARE IN-VOLUNTARY?!

THERE IS NO NEED FOR YOU TO ATTACK, X-MEN... FOR I DID NOT COME TO ENGAGE YOU IN BATTLE.

RATHER, I HAVE COME TO HELP YOU... TO HELP ALL MUTANTS.



BUT IN ORDER TO DO THIS--I MUST DEMAND TOTAL LOYALTY FROM THOSE WHO COUNT THEMSELVES AMONG MY FOLLOWERS.

SENYAKA-- ISN'T IT?

YES, M'LORD. WORDS CANNOT EXPRESS THE JOY WHICH SWELLS MY HEART TO OVERFLOWING SEEING YOU STILL WALK IN OUR MIDSTS.

I ONLY HOPE YOU WILL CONTINUE TO ALLOW ME TO SERVE YOU AS I HAVE IN YOUR ABSENCE.



YOU DID MUCH MORE THAN "SERVE," ACOLYTE-- YOU ENGAGED IN THE GENETIC CLEANSING OF DOZENS OF INNOCENT PEOPLE! \*

SICK AND DYING HUMANS WHO WERE OF NO THREAT TO ANYONE!

AND THESE ACTS WERE COMMITTED IN YOUR NAME, FATHER-- YOU ARE ULTIMATELY RESPONSIBLE FOR THE HEINOUS CRIMES!

\* X-FACTOR #92--BOB



"CRIMES," MY SON-- IS IT A CRIME TO PUT AN ANIMAL OUT OF ITS MISERY?

WHAT YOU WITNESSED WAS THE TOSSING OF THE GAUNTLET-- THE FIRST SIGN OF MUTANTS TAKING THE INITIATIVE TO FREE THEMSELVES FROM THE HUMAN'S OPPRESSION AT LAST!

HAD I NOT BEEN IN THE ANTARCTIC, GATHERING MY STRENGTH, RENEWING MYSELF IN BODY AND SOUL-- I WOULD HAVE GIVEN MY ACOLYTES MY BLESSING.



BUT I DID NOT.

AND WHILE YOUR ZEAL IS ADMIRABLE, SENYAKA, ORDER MUST EVER BE MAINTAINED.

WHEN THE RIVERS OF THIS PLANET ROAR WITH THE BLOOD OF HUMANS--

-- WHEN THE EARTH OPENS TO SWALLOW WHOLE ALL THOSE WHO OPPOSE ME--

-- ALL THIS WILL BE DONE ON MY WORD AND MINE ALONE...



...THE WORD OF MAGNETO!

LEIBER GOTT! MAGNETO HAS BOUGHT INTO HIS ROLE AS "SAVIOR."

IN THE PARLANCE OF THE LAND, HE HAS BEEN READING HIS OWN PRESS RELEASES.

THIS IS A MAN WHO DEATH CANNOT STOP, KURT.

HE, LIKE, PULPED THE GUY WITH HIS OWN COILS...

IS IT ANY WONDER HE BELIEVES HE IS THE GOD HIS FOLLOWERS PROFESS HIM TO BE?

WE'RE TALKING FOUR-STAR GROSSNESS!

DO NOT WEEP FOR THIS PATHETIC MAN, FOR I HAVE NOT SLAIN HIM...

... RATHER HE HAS BEEN LIBERATED FROM THE ENSLAVEMENT THAT WAS HIS LIFE.



TRUST ONE WHO HAS DIED AND RISEN AGAIN--

--DEATH HAS A WAY OF PUTTING EVERYTHING INTO PERSPECTIVE.

ALLOW ME TO SHARE WHAT I HAVE LEARNED. KNOW YOU ALL, THE TIME FOR GAMES--

... FOR CHOOSING SIDES...

... FOR DEBATING THE ALLEGED MORALITY OF OUR ACTIONS...

... FOR QUESTIONING MY ULTIMATE AUTHORITY...

... HAS PASSED!

FROM THIS DAY FORWARD, ALL THOSE WHO DO NOT STAND WITH ME-- WHETHER MUTANT OR NOT-- CAN BE COUNTED AMONG MY ENEMIES!



THOSE WHO ARE NOT WILLING-- WHO CANNOT FIND THE STEEL IN THEIR SOULS TO JOIN ME IN THE SANCTUARY I CONSTRUCTED HIGH ABOVE THE EARTH...

... SENTENCE THEMSELVES TO WALLOW IN THE MASS GRAVE THAT IS THE DESTINY OF THIS PLANET!

BEHOLD NOW-- SALVATION! BEHOLD NOW-- AVALON!



IT CAN BE SEEN AS FAR AWAY AS NEW YORK CITY. AN IMMENSE STRUCTURE -- BUILT OF A TECHNOLOGY NOT YET SEEN ON THIS PLANET...

... COMES SILENTLY DOWN FROM THE STARS. ITS SHADOW ALONE THROWS SEVERAL MILLION PEOPLE INTO PRETER-NATURAL DARKNESS.

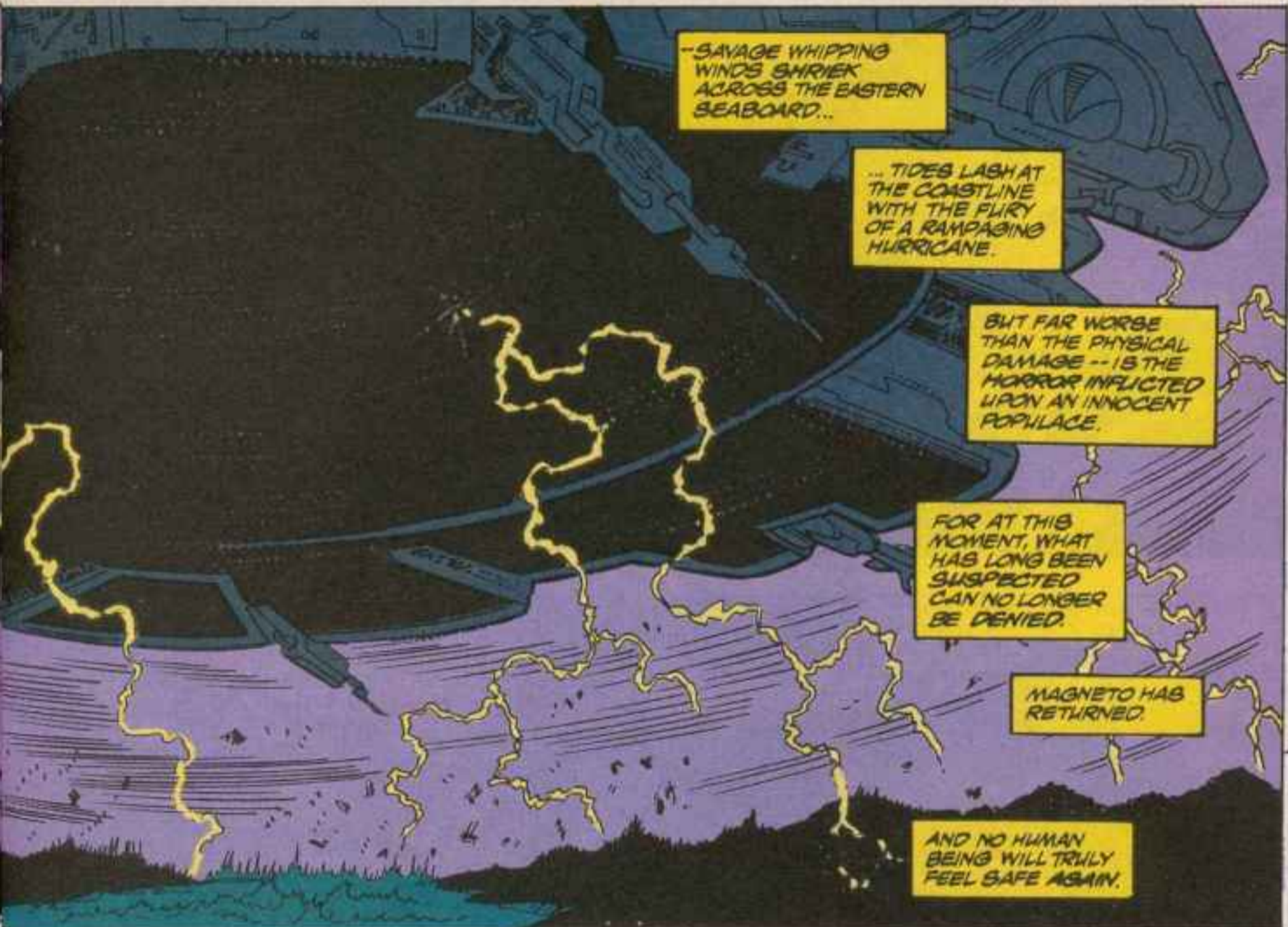


ITS EFFECTS, HOWEVER, CAN BE FELT TO THE VERY FARTHEST REACHES OF THE GLOBE.

THE HAVOC CAUSED BY THE LEVIATHAN THAT IS AVALON'S SUDDEN PRESENCE-- ITS VIOLATION OF EARTH'S ELECTRO-MAGNETIC FIELD-- WILL MAR THE LANDSCAPE...

... WILL RAVAGE THE CITIZENRY OF THE PLANET... FOR WEEKS TO COME.

AS THE INTENDED FUTURE HOME TO ALL MUTANTS TEARS AND SHREDS ITS WAY THROUGH THE ATMOSPHERE--



... SAVAGE WHIPPING WINDS SHRIEK ACROSS THE EASTERN SEABOARD...

... TIDES LASH AT THE COASTLINE WITH THE FURY OF A RAMPAGING HURRICANE.

BUT FAR WORSE THAN THE PHYSICAL DAMAGE -- IS THE HORROR INFLICTED UPON AN INNOCENT POPULACE.

FOR AT THIS MOMENT, WHAT HAS LONG BEEN SUSPECTED CAN NO LONGER BE DENIED.

MAGNETO HAS RETURNED.

AND NO HUMAN BEING WILL TRULY FEEL SAFE AGAIN.

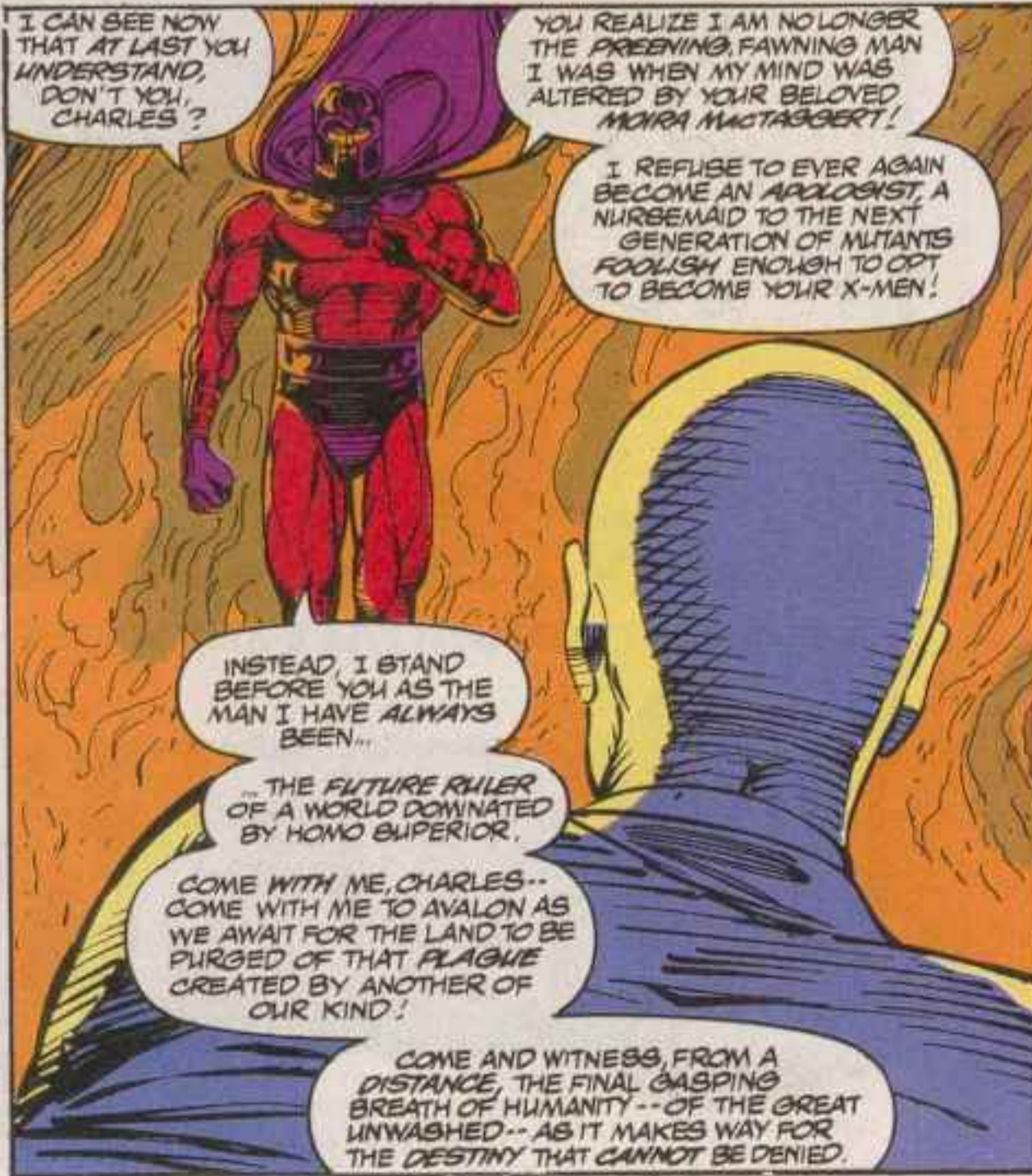


IT'S NOT A HAVEN... IT'S A FORTRESS!

LADEN DOWN WITH SH'AR WEAPONRY HE COULD ONLY HAVE APPROPRIATED DURING HIS TIME WITH THE X-MEN.

DEAR GOD IN HEAVEN...

... WHAT HAVE I DONE?



I CAN SEE NOW THAT AT LAST YOU UNDERSTAND, DON'T YOU, CHARLES?

YOU REALIZE I AM NO LONGER THE PREEVING, FAWNING MAN I WAS WHEN MY MIND WAS ALTERED BY YOUR BELOVED MOIRA MACTAGGERT!

I REFUSE TO EVER AGAIN BECOME AN APOLOGIST, A NURSEMAID TO THE NEXT GENERATION OF MUTANTS FOOLISH ENOUGH TO OPT TO BECOME YOUR X-MEN!

INSTEAD, I STAND BEFORE YOU AS THE MAN I HAVE ALWAYS BEEN...

... THE FUTURE RULER OF A WORLD DOMINATED BY HOMO SUPERIOR.

COME WITH ME, CHARLES-- COME WITH ME TO AVALON AS WE AWAIT FOR THE LAND TO BE PURGED OF THAT PLAGUE CREATED BY ANOTHER OF OUR KIND!

COME AND WITNESS, FROM A DISTANCE, THE FINAL GASPING BREATH OF HUMANITY-- OF THE GREAT UNWASHED-- AS IT MAKES WAY FOR THE DESTINY THAT CANNOT BE DENIED.



EXODUS, BEGIN NOW THE ASCENSION.

OBSERVE, CHARLES, AS I TAKE THESE FROM YOU...

... AN ALMOST DOZEN MUTANTS, FREE FROM THE BONDS OF THE PERVERSE ALTRUISM IN WHICH YOU'D SEEK TO ENTOMB THEM.



NOT LONG AGO, XAVIER-- I TRIED YOUR PATH...

... NOW I ASK YOU, MY OLDEST FRIEND, DO YOU HAVE THE COURAGE TO DO WHAT I HAD DONE?

ARE YOU WILLING TO WALK DOWN MY PATH FOR A TIME?





DO YOU TRULY BELIEVE YOU ARE ATTEMPTING ANYTHING ORIGINAL, MAGUS?

DON'T YOU REALIZE THERE IS LITTLE DIFFERENCE BETWEEN YOU-- AND THE SAME MONSTER RESPONSIBLE FOR THE DEATH OF YOUR PARENTS AND SISTER?

CAN'T YOU SEE YOU'VE BECOME WHAT YOU HATED MOST IN OTHERS?!

DO NOT DARE COMPARE ME TO ANY HUMAN, CHARLES! I SEEK TO RESCUE MY-- OUR-- PEOPLE! AND IF OTHERS MUST SUFFER BECAUSE OF THAT, I AM NOT RESPONSIBLE!



BISHOP--WHAT'S HAPPENING?

WHAT'S WITH THE WALKING LITE BRITE?

MY MUTANT ABILITY DOES NOT INCLUDE AN ON-OFF SWITCH, ROBERT.



I AUTOMATICALLY ABSORB ANY ENERGY DIRECTED AT ME, CHANNELING IT THROUGH ME--

--ANY ENERGY INCLUDING APPARENTLY MAGNETO'S.



WE BOTH KNOW MUTANTS ARE NOT LONG FOR THIS WORLD.

WHILE RECOVERING I, TOO, LEARNED OF STRYFE'S LEGACY. I HAVE BORNE SILENT WITNESS TO THE PASSING OF ALL WHO HAVE FALLEN FOR NO OTHER REASON THAN THEY ARE OF MUTANT BLOOD.

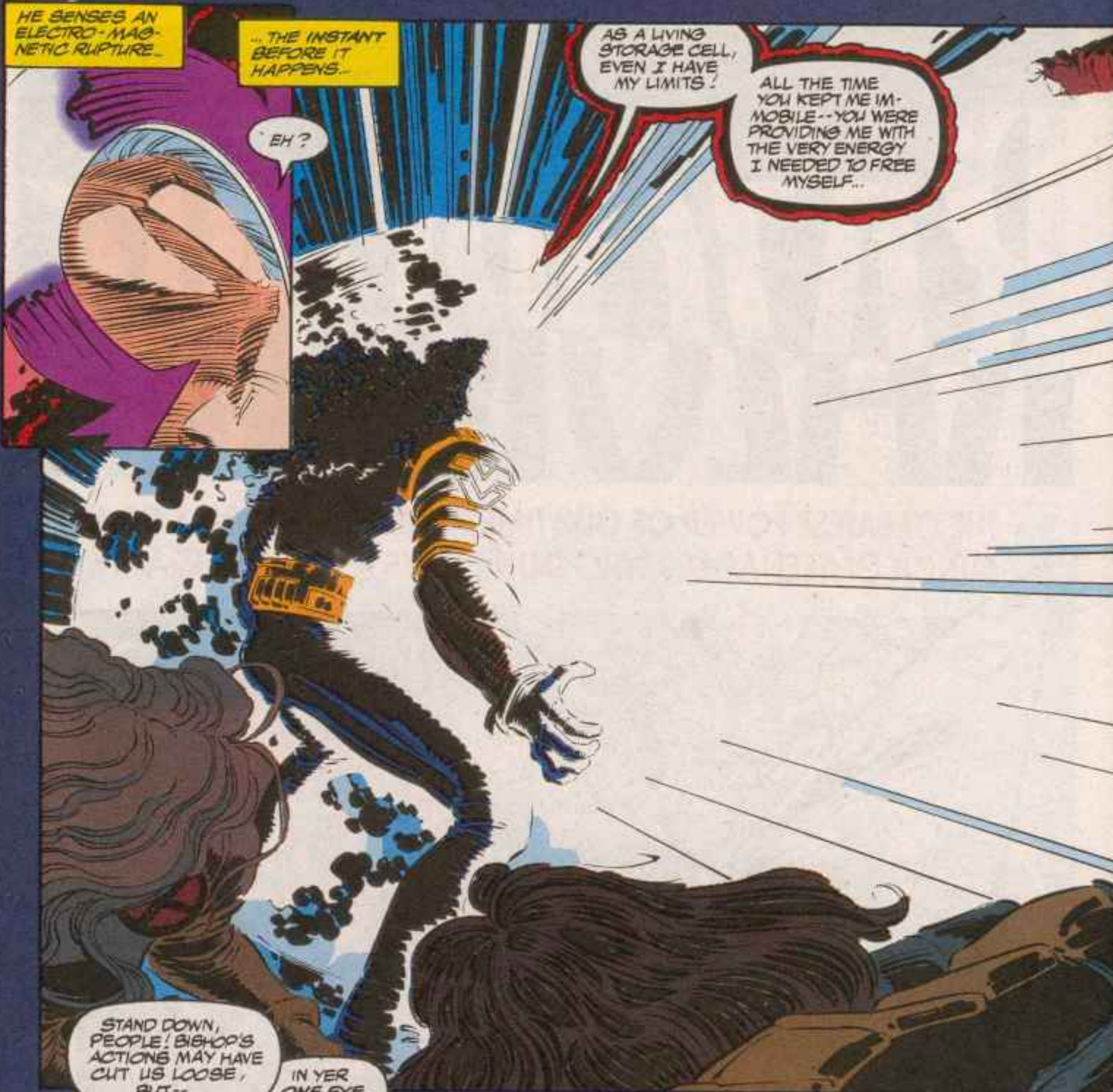
I HAVE WEPT FOR THOSE WHO HAVE DIED, AND WITH THOSE TEARS AN UNSPEAKABLE, UNSHAKABLE TRUTH WAS REVEALED TO ME.

AND I KNOW THAT IN YOUR HEART, YOU SHARE THE KNOWLEDGE--

-- THAT UNLESS WE, AS A RACE, TAKE ACTION THIS MOMENT..



"... ILLYANA WILL BE BUT THE FIRST OF SCORES OF INNOCENT VICTIMS TO DIE!"



HE SENSES AN ELECTRO-MAGNETIC RUPTURE...

...THE INSTANT BEFORE IT HAPPENS...

EH?

AS A LIVING STORAGE CELL, EVEN I HAVE MY LIMITS!

ALL THE TIME YOU KEPT ME IMMOBILE-- YOU WERE PROVIDING ME WITH THE VERY ENERGY I NEEDED TO FREE MYSELF...

STAND DOWN, PEOPLE! BISHOP'S ACTIONS MAY HAVE CUT US LOOSE, BUT--

IN YER ONE EYE, YA--



"... ENERGY I'M RETURNING TO YOU IN KIND!"

KRUNCH!



CYCLOPS HAS A POINT, GENTLEMEN. THE CLOSER WE GET, THE MORE LIKELY MAGNETO WILL ONCE AGAIN ASSERT HIMSELF UPON OUR BODY FUNCTIONS.

NEAR AS I KNOW THAT'S ILLEGAL IN MOST STATES.



UMMM, PROF... CAN YOU PROMISE ME WE'RE GONNA LIVE THROUGH THIS?

I MEAN, WE'RE TALKING THE BIG M HERE.

I CAN PROMISE IT WILL NOT BE FOR LACK OF TRYING, CHILD.



I HATE TO DO THIS, BISHOP-- BUT THAT 'AVALON' IS FILLED WITH FANATICS, AND ARMED TO THE TEETH WITH ENOUGH WEAPONS TO REDUCE NEW YORK TO A CINDER.

IN... DEED.

DO WHAT... YOU... MUST...

THIS--?!

THIS IS HOW YOU REPAY THE COURTESY I'VE EXTENDED TO YOU?!

**BOOM!**

HAVE YOU ALL BECOME SO BLIND TO THE HATRED IN THE EYES OF THE HUMANS--

-- HAVE YOU BECOME SO DEAF THAT YOU CANNOT HEAR THE PLAINTIVE PLEA OF YOUR BRETHREN CRYING FOR SALVATION?

THIS WORLD IS NO LONGER SAFE FOR MUTANTS WHILE STRYFE'S LEGACY COULD STRIKE ANY OF US AT ANY MOMENT!

DO THESE GENETIC DEAD-ENDS-- THESE HUMANS-- WHO LIVE IN RIGHTEOUS FEAR OF OUR GENETIC BIRTHRIGHT MEAN SO MUCH TO YOU--

-- DIE HERE AND NOW WITH THESE WORTHLESS HERDS OF HUMAN CATTLE GRAZING UPON A LAND THAT IS RIGHTFULLY OURS!

-- THAT YOU ARE WILLING TO FORFEIT YOUR OWN LIVES TO SAVE THEIRS?

FOR MAKE NO MISTAKE, X-MEN-- ALL THOSE WHO REFUSE TO JOIN ME...

BISHOP, ARE YOU CERTAIN YOU ARE UP TO THIS?!

WHAT IS YOUR LIMIT REGARDING THE NUMBER OF ENERGY SIGNATURES YOU CAN ABSORB AT ONE TIME?

AFRAID HAVOK... HAVE TO FIND OUT... TOGETHER!

THEN WE BETTER HURRY AND TAKE DOWN THE BIG M--

-- 'CAUSE, JUDGING BY THE WAY HOME BASE THERE IS GLOWING, HE'S ABOUT TO TURN ALL O' WESTCHESTER COUNTY INTO ONE BIG WARMED-OVER BURRITO!

ACTUALLY, IT WILL BE NOTHING MORE THAN A SMOLDERING CRATER-- A TESTAMENT TO THE WORLD THAT FOR EVERY LIFE CLAIMED BY STRYFE'S LEGACY...

... I WILL TAKE TEN THOUSAND HUMANS AS PENANCE.



MAGNETO--  
LISTEN TO  
YOURSELF!

STRYFE WAS A MUTANT  
SAME AS US-- YA CAIN'T  
BLAME HUMANITY FOR  
HIS DISEASE!

CAN'T I,  
ROGUE?

IT IS THAT VERY  
HUMANITY WHICH IS  
ALL THAT STANDS BETWEEN  
MUTANTS AND OUR DIVINE  
RIGHT TO LIVE AS WE  
PLEASE.

NONE OF THE MUTANT  
FACTIONS WOULD BE  
FIGHTING AMONGST  
OURSELVES--

STRYFE WAS MERELY  
THE FINGER UPON  
A TRIGGER LOADED  
AND AIMED AT  
MUTANKIND!

--IF NOT FOR THE FACT  
WE MUST DEFEND  
OUR VERY EXISTENCE  
FROM THOSE WHO WOULD  
SEE US DEAD!

AH M BORRY  
AH HAVE TO  
DO THIS,  
SUGAH--

--BUT NEAR'S AH  
CAN TELL, IT MAY BE  
THE ONLY WAY T'KISS  
SOME SENSE INTO  
YA.

?!

WHAT HAPPENED? AH  
WAS SUPPOSED TO  
ABSORB YOUR POWER!



YOU DID,  
AFTER A  
FASHION.

YOU ACTUALLY  
MANAGED TO  
STEAL A BIT--

--THE DIFFERENCE  
BEING, IT WAS NOT  
ENOUGH!

AS THE LINGERING  
MEMORIES THAT FLOAT  
UNBIDDEN THROUGH  
YOUR MIND--AT LEAST  
FOR THE MOMENT--  
SHOULD REVEAL  
TO YOU... I AM NO  
LONGER THE MAN  
I WAS!

I AM STRONGER  
THAN I HAVE EVER  
BEEN--EVER HAVE  
IMAGINED I  
WOULD ONE DAY  
BECOME.

STEAL HALF MY POWER,  
AND I STILL HAVE MORE  
THAN ENOUGH TO ELIMI-  
NATE ANYONE WHO SEEKS  
TO STOP ME FROM DOING  
WHAT I MUST TO SAVE  
MY PEOPLE!





BUT THANK YOU FOR THE KISS, NONETHELESS.

WOK

IT SERVED AS THE BRIEFEST-- THE SWEETEST REMINDER OF WHAT **MIGHT** HAVE BEEN...

... WHAT MAY YET BE IF ANY OF YOU WOULD ALL ACCEPT THE TRUTH...

... IF YOU WOULD AT LAST SEE THE WORLD THE WAY IT IS, RATHER THAN THAT WHICH YOU WOULD SO DESPERATELY LIKE IT TO BECOME!




UNTIL THEN, YOU ARE ALL BOUND BY YOUR OWN ARCHAIC MORAL CODE OF PEACEFUL CO-EXISTENCE BETWEEN HUMANS AND MUTANTS.

UNTIL THEN YOU ARE RESTRAINED BY YOUR CONFUSED BELIEF THAT ALL YOUR HARD WORK, ALL YOUR SACRIFICE WILL MAKE A BIT OF DIFFERENCE.



DO NOT WORRY ABOUT US, MAGNETO...

...FOR THE **TRUTH** HAS SET US FREE LONG AGO...!



AND AT THE HEART OF THAT TRUTH LIES A BITTER IRONY.

FOR YOU AND PROFESSOR XAVIER -- AND BY EXTENSION ALL WHO WEAR THE COLORS OF THE X-MEN -- ARE ALL FIGHTING FOR THE SAME CAUSE.

IT IS ONLY THE **METHODS** WE'VE CHOSEN TO ADOPT, IT APPEARS, THAT WILL SEPARATE US FROM YOUR ACOLYTES FOREVER.


IT WILL BE FAR SHORTER THAN "FOREVER," CHILD!

FOR WITHIN THE HOUR THERE WILL BE NO "X-MEN," NO HUMANS TO PROTECT...

...THERE WILL BE ONLY A MASS GRAVE FOR WHICH ONLY A WORLD OF WALKING CORPSES SHALL MOURN!

LOFTY AMBITIONS, SIR.

THOUGH I'M AFRAID WE'RE NOT WITHOUT OUR OWN GAME PLAN.



IT'S CALLED SURVIVING, MAGNETO.

IT'S WHAT WE DO!



WE'RE IN A DOUBLE BIND HERE, PEOPLE!

MAGNETO IS HOLDING HIS BASE TOGETHER BY SHEER FORCE OF WILL!

THE GREATER THE STRAIN HE IS PLACED UNDER, THE MORE THE INTEGRITY OF THIS STRUCTURE SUFFERS!



IF IT CRASHES...

...IF WE CAN'T KEEP IT TOGETHER...

...THE DEVASTATION WILL BE UNTHINKABLE!



YET, IF WE DO NOT TAKE THE RISK... IF WE DO NOT STOP MAGNETO...

...AND DO NOT DISMANTLE THIS ORBITING FORTRESS...



...HOW MANY MORE LIVES WILL BE LOST IF WE DO NOT END IT HERE AND NOW?!

PERHAPS WE OWE IT TO THOSE PEOPLE-- TO OURSELVES-- TO FIND AN ALTERNATIVE TO THAT FATE?

I'VE KNOWN THIS MAN FOR YEARS-- AND WITNESSED THE COUNTLESS INDIGNITIES HEAPED UPON HIM...

...HAVE BEEN PRIVY TO EVERY AGONIZING STEP OF HIS STRUGGLE...

MUCH LIKE THE PROFESSOR HIS COMMITMENT TO HIS GOAL HAS NEVER FALTERED.

PERHAPS, HAD I HAD THE STRENGTH OF CONVICTION TO JOIN HIM EARLIER--

...A STRUGGLE WHICH, AS YOU POINTED OUT, IS SIMILAR TO OUR OWN IN CONTENT IF NOT IN EXECUTION!

--FOUGHT MORE AGGRESSIVELY FOR THE RIGHTS OF MUTANTS--

--I WOULD NOT BE HERE AT THE GRAVE OF MY SISTER.

WHAT I'M SAYING, MAGNETO, IS THAT IF YOU WILL HAVE ME--

--I WOULD LIKE TO JOIN YOU IN YOUR CHOSEN FLIGHT.

THERE IS NOTHING LEFT FOR ME HERE.

THERE IS... NOTHING LEFT... FOR ANY OF US.

WELCOME TO THE FOLD, PETER.

WELCOME TO... THE FUTURE.

DEAR GOD, PETER...

**NO!**

TELL ME SOMEBODY'S CONTROLLING HIS MIND!

FOR THE FIRST TIME IN MONTHS, LOGAN-- I FEEL I AM IN CONTROL!

TAKE YOUR PLACE AMONG THE OTHERS, COLOSSUS.

I AM GLAD YOU WERE ALIVE TO WITNESS THIS FINAL HUMILIATION, CHARLES.

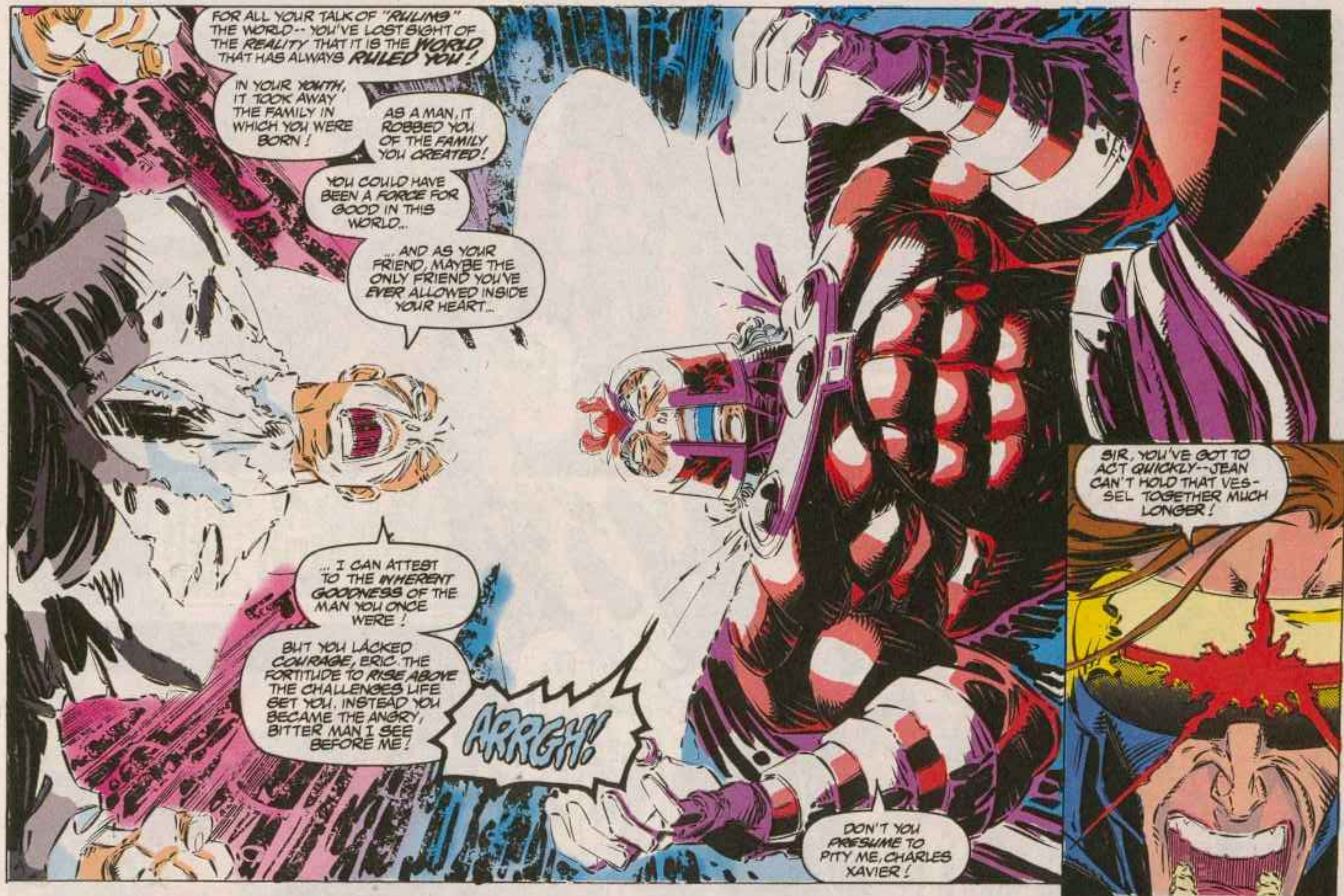
PERHAPS, BEFORE YOU DIE, YOU WILL REALIZE WHAT I HAVE ALWAYS KNOWN...

... THAT THE WEAK HAVE VIRTUALLY NO CHANCE OF EVER INHERITING THE EARTH!

I WILL JOIN YOU SHORTLY.

WEAKNESS, ERIC-- HAS ALWAYS BEEN A MATTER OF PERSPECTIVE.





FOR ALL YOUR TALK OF "RULING"  
THE WORLD-- YOU'VE LOST SIGHT OF  
THE REALITY THAT IT IS THE WORLD  
THAT HAS ALWAYS RULED YOU!

IN YOUR YOUTH,  
IT TOOK AWAY  
THE FAMILY IN  
WHICH YOU WERE  
BORN!

AS A MAN, IT  
ROBBED YOU  
OF THE FAMILY  
YOU CREATED!

YOU COULD HAVE  
BEEN A FORCE FOR  
GOOD IN THIS  
WORLD...

... AND AS YOUR  
FRIEND, MAYBE THE  
ONLY FRIEND YOU'VE  
EVER ALLOWED INSIDE  
YOUR HEART...

... I CAN ATTEST  
TO THE INHERENT  
GOODNESS OF THE  
MAN YOU ONCE  
WERE!

BUT YOU LACKED  
COURAGE, ERIC. THE  
FORTITUDE TO RISE ABOVE  
THE CHALLENGES LIFE  
SET YOU. INSTEAD YOU  
BECAME THE ANGRY,  
BITTER MAN I SEE  
BEFORE ME!

ARRGH!

DON'T YOU  
PRESUME TO  
PITY ME, CHARLES  
XAVIER!

SIR, YOU'VE GOT TO  
ACT QUICKLY--JEAN  
CAN'T HOLD THAT VES-  
SEL TOGETHER MUCH  
LONGER!

THEN IT IS CLEAR  
I WILL HAVE TO  
HELP HER --

-- BY USING MY  
MENTAL POWERS  
TO COMANDEER  
MAGNETO'S OWN!

THOUGH HE REALIZES THE  
RESULTING BIO-ELECTRIC  
FEEDBACK IS AGONIZING  
TO HIS STUDENTS...

... XAVIER ALSO KNOWS  
HE HAS NO CHOICE IF  
HE IS TO SAVE HIS  
CHARGES...

... AS WELL AS ALL  
THOSE PEOPLE  
THREATENED BY  
AVALON'S PRESENCE.

THERE ARE THOSE  
WHO CONSIDER US  
AMONG THE STRONGEST  
MUTANTS ON THE FACE  
OF THE PLANET...

... BUT WE BOTH  
KNOW BETTER  
THAN THAT,  
DON'T WE?

FOR YOU AND  
I BOTH STARTED  
AT THE SAME  
POINT IN OUR  
LIVES...

... BOTH BELIEVED  
WE COULD MAKE  
A DIFFERENCE  
IN THE LIVES OF  
THOSE AROUND  
US.

DO YOU REMEMBER  
WHAT HAPPENED THEN,  
ERIC?

DO YOU RECALL  
HOW ONE OF US  
KEPT THE PROMISE  
WE'D MADE TO  
THE OTHER?

THE PROMISE  
THAT OUR  
DREAM WOULD  
SURVIVE!



ONLY ONE OF US WAS TRUE TO OUR WORD.

FOR YEARS I CONVINCED MYSELF YOU WEREN'T TO BLAME FOR YOUR ACTIONS!

EACH CONFRONTATION, I HOPED WOULD BE OUR LAST--

-- BECAUSE I WAS SURE YOU WOULD COME TO YOUR SENSES!



I HAD TO BELIEVE IN YOU...

... IN ORDER THAT I COULD BELIEVE IN THE DREAM TO WHICH WE'D DEDICATED OUR LIVES!



THEN YOU'VE WASTED YOUR TIME, CHARLES-- FOR THE MAN WHO MADE THAT PROMISE

THE MAN WHO SHARED YOUR HOPES OF A BETTER WORLD

HASN'T EXISTED IN YEARS

IF HE EVER EXISTED AT ALL...



I REFUSE TO ACCEPT THAT!

JUST AS I REFUSE TO ALLOW YOU TO CONTINUE VENTING YOUR ANGER-- YOUR GRIEF-- YOUR DISILLUSIONMENT...

... ON THE WEAK AND DEFENSELESS PEOPLE OF THE WORLD!



IF YOU WILL NOT TAKE RESPONSIBILITY FOR YOURSELF, MAGNETO...

... THEN GOD HELP ME I WILL!

COMANDEERING MAGNETO'S POWERS WITH HIS OWN, THESE TWO MEN RISE ABOVE THE EARTH WITH AVALON IN THEIR PSIONIC THRALL.



A GENETIC CAIN AND ABEL...

... LOOKED FOREVER IN AN ETERNAL CONFLICT AS OLD AS THE FORCES OF GOOD AND EVIL.

AND WHEREAS MAGNUS WAS OFTEN GIVEN TO DISPLAYING THE FULL RANGE OF HIS POWERS--

-- PROFESSOR CHARLES XAVIER WAS ALWAYS LESS INCLINED.



UNTIL THIS MOMENT.



FORGIVE ME--

-- FOR WHAT I AM ABOUT TO DO.

AND WITH THAT, XAVIER MAGNETICALLY HURLS AVALON INTO SPACE...

... LACKING THE COURAGE, THE RESOLVE, TO TAKE THE LIFE OF THE MAN WHO HE KNOWS.



... WILL CERTAINLY RETURN..

... AND ONCE MORE THREATEN THE ENTIRE WORLD..



FOR A FRACTION OF A MOMENT--

--HE'D LIKE TO BELIEVE IT IS ALL OVER.



THE STRUGGLE.

THE MOTIVATION TO CONTINUE A FIGHT THAT IS HIS...



THE CONFLICT.

...AND MUCH MORE THAN HIS.



BUT HE KNOWS BETTER.

I'M HERE, CHARLES.



OF COURSE YOU ARE, WARREN.



I'D EXPECT NOTHING LESS--  
--FROM ANY OF MY X-MEN.

THE BATTLE CONTINUES IN X-MEN # 25!

DREAMS DIE!

A STAN LEE PRESENTATION

...FOR WHAT

I  
HAVE  
DONE

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On this, our 30th anniversary, we'd like to especially thank the following very talented gentlemen...Stan Lee, Jack Kirby, Len Wein, Dave Cockrum, John Byrne and Chris Claremont.



THE UNCANNY

# X-MEN

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