



MARVEL
COMICS
GROUP

12¢ 38
IND. NOV

the X-MEN™



APPROVED
BY THE
COMICS
CODE
AUTHORITY



HUMANITY HAS NEVER SEEN MORE
AWESOME ARCH-FIENDS THAN...
THE BLOB AND **THE VANISHER**
HUMANITY HAS NEVER FACED A
DEADLIER DISASTER THAN
DOOMSDAY!



BONUS!
STARTING IN THIS
BLOCKBUSTER 15th...
A NEW SMASH SERIES...
**THE
ORIGINS
OF THE
X-MEN**

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

"The **SINISTER SHADOW** **OF... DOOMS DAY!**"

SUCCINCT SYNOPSIS OF THE MONTH:
THE UNCANNY X-MEN HAVE TAKEN OVER THE MOUNTAIN FORTRESS OF FACTOR THREE-- ONLY TO FIND THAT IT IS NOW DESERTED...

SO--YOU HAVE ESCAPED THE FATE TO WHICH I HAD SENTENCED YOU-- TO NO AVAIL!

FOR, NOTHING CAN PREVENT MY FORCES FROM BRINGING ABOUT A THIRD WORLD WAR-- IN WHICH THE INFERIOR RACE OF HOMO SAPIENS SHALL PERISH!

IT'S A GIANT VISUAL IMAGE OF THE MUTANT-MASTER... MOCKING US!!

WE MUST FIND A WAY TO STOP HIS BAD SCHEME--

THE MUTANT-MASTER-- THE SINISTER, FOREBODING KINSMAN OF FACTOR THREE FOR WHOM WE'VE SEARCHED THESE LONG, DESPERATE WEEKS!

BUT HE SEEMS SO SURE OF HIMSELF--SO RUTHLESSLY CONFIDENT!

YET, EVEN THOUGH WE'VE SEEN HIM FACE TO FACE, HE'S STILL AS MUCH OF AN ENIGMA AS EVER!

THAT'S THE WAY ALL WOULD-BE WORLD-BEATERS HAVE BEEN--UNTIL SOMEBODY TOOK THEM DOWN A PEG!

ENL'N' **STAN LEE** EDITS
AND ELSEWISE ENHANCES A
ROY THOMAS--DON HECK
SHIMMERING CHEF D'OEUVRE!

INKED BY: GINGERLY
LETTERED BY: ELFISH
GEORGE BELL **L.P. GREGORY**

THEN, AS THE LEERING IMAGE FADES...

STRANGE... EVEN THOUGH WE'RE FREE TO TRY TO STOP HIM, THE MUTANT-MASTER SEEMS COMPLETELY UNWORRIED!

YES! IT WAS ALMOST AS IF HE KNEW HE'D NEVER FIND HIM IN TIME!

--OR BE ABLE TO RESCUE PROFESSOR X OR THE BANSHEE FROM HIS GRASP!

AND HE MAY JUST BE CORRECT, GROUP...

--IF WE DON'T AVAIL OURSELVES OF THE NEAREST FACILITIES OUT OF HERE, THAT IS!

OR, TO REPHRASE MY COMMENT--THIS PLACE IS GOING TO BLOW UP!

HUH? WHAT MAKES YOU THINK?

SAVE IT FOR LATER, ANGEL!

IF HANK SAYS WE'RE IN DANGER, THAT'S GOOD ENOUGH FOR ME!

MOVE IT, X-MEN!

SWIFTLY, UNHESITATINGLY, THE TRAINED X-MEN FOLLOW THEIR DEPUTY LEADER'S ORDERS...

IT'S INDEED FORTUNATE THAT FACTOR THREE'S FLYING EGGSHELLS ARE AS SIMPLE TO PILOT AS OUR LATE, LAMENTED X-COPTER, EH, SCOTTY?

YES, HANK-- BUT WHAT ABOUT THAT HUNCH OF YOURS THAT THE ENTIRE MOUNTAIN WAS ABOUT TO EXPLODE?

YEAH, BEASTIE! WE'RE ALREADY LIFTING OFF FROM IT--AND IT'S STILL INTACT!

IT WAS FAR MORE THAN A MERE CONJECTURE, MY SKEPTICAL CHUMS!

MY COGENT CALCULATIONS WERE MADE ON THE BASIS OF THOSE MOST DEPENDABLE OF SENSORS--MY TALENTED TOOTSIES!

THEY DETECTED THE PRESENCE OF A BOMB--HIDDEN BENEATH THE VERY FLOOR!

WHAT? YOU MEAN WE RAN LIKE SCARED RABBITS BECAUSE OF YOUR ITCHIN' TOES?

NOTHIN' PERSONAL, BEASTIE--BUT, OF ALL THE HARE-BRAINED--!

THE NEXT EARTH-SHATTERING INSTANT, BEFORE THE INDIGNANT ICEMAN CAN FINISH--



UH--IS THERE ANY CHANCE OF STRIKIN' THAT LAST RE-MARK FROM THE RECORD?

NEVER MIND, BOBBY! WE'VE GOT MUCH MORE URGENT THINGS TO DO THAN KEEP SCORE!

JUST THE SAME, HANK--THAT SHOULD REMIND US TO PUT MORE FAITH IN THOSE FEET OF YOURS IN THE FUTURE!

I COULD PREFER THAT YOU BE LITTERLY CHARMED BY MY IRRESISTIBLE PERSONALITY RATHER THAN MY OVER-SIZED PEDAL EXTREMITIES...

BUT, LIKE YOU SAID--WE'VE MORE IMPORTANT MATTERS TO WORRY ABOUT...

--SUCH AS WHETHER WE CAN HALT FACTOR THREE'S MAD SCHEME TO SET OFF A THIRD AND FINAL WORLD WAR!*

WHAT'S OUR NEXT STEP, MR. SURVIVALIST?

BACK TO THE SCHOOL, MR. MC COY! IT'S ALL WE CAN DO...

*AS MIND-STAGGERINGLY UNVEILED LAST ISH!
--SCORE-KEEPER STAN.

--UNTIL THE MILITANT-MASTER TIPS HIS HAND!

MEANWHILE, IN ANOTHER SECRET HQ, HALF A WORLD AWAY...

THOSE INFERNAL TEEN-AGERS MAY WELL HAVE ESCAPED FOR THE MOMENT, CHANGELING-- BUT THAT ALTERS NOTHING!

MY PLAN--TO SET EAST AGAINST WEST--MUST STILL BE CARRIED OUT ON SCHEDULE, BY OUR FELLOW SO-CALLED EVIL MUTANTS!

YES, SIRE! STILL, THERE IS ONE THING I DO NOT COMPREHEND...

HOW DID THE TWO MAGNO-DISCS COME TO BE LEFT-COMPLETED OPERATIONAL--- IN OUR BASE THAT EXPLODED?

FOOL! WHAT CAN SUCH THINGS MATTER? WE AIM AT NOTHING LESS THAN TO ESTABLISH MUTANT SUPREMACY OVER THE REMNANTS OF A WAR-TORN PLANET--

--AND YOU WASTE YOUR THOUGHTS ON INSIGNIFICANT TRIFLES!

HAVE A CARE, SIRE! NO MAN--OR MUTANT--CALLS THE CHANGELING A FOOL!

FOR, IMMOBILE AS YOU ARE, YOU CAN DO NOTHING WITHOUT MY HELP!

WAS IT NOT I WHO GATHERED OUR AGENTS-- FROM AMONG THE X-MEN'S GREATEST ENEMIES? DID I NOT--

HOLD YOUR TONGUE, KNAVE-- LEST I ABRUPTLY DISPOSE OF YOUR SERVICES--THUS!

BEHOLD HOW I ACTIVATE LETHAL, INVINCIBLE WEAPONS WITH JUST THE SLIGHTEST THOUGHT--

THEN, ASK YOURSELF IF ANY THAT LIVE ARE NECESSARY TO THE SUCCESS OF... THE MUTANT-MASTER!

THAT LASER! IT COULD HAVE OBLITERATED ME WHERE I STOOD!

HAN! I NEED NO PUNY MIND-READING POWERS TO SENSE THE STARK FEAR WHICH MY LITTLE DISPLAY HAS INSPIRED IN YOU!

REMEMBER--THOUGH YOU ARE A FELLOW MUTANT--WITH A POWER THAT MAY SOME DAY BE OF USE TO ME--

YOU ARE IN NO WAY THE EQUAL OF THE UNDISPUTED LEADER OF FACTOR THREE!!

NEVER BEFORE HAVE I SEEN HIM SO FURIOUS--SO MAD WITH THE THOUGHT OF HIS OWN SUPREMACY!

I MUST DIVERT HIM--LEST HE DESTROY EVEN ME!

IN NO WAY DID I MEAN TO CHALLENGE YOUR LEADERSHIP, MASTER!

I DESIRE MERELY TO SERVE OUR COMMON CAUSE--AND DESTROY THE RACE OF HOMO SAPIENS!

THEN, DO NOT FORGET TO SERVE OUR CAUSE--IS TO SERVE THE MUTANT-MASTER!

FOR, IT IS I WHO HAVE DESIGNED OUR MANY WEAPONS AND DEVICES--

--SUCH AS THIS MAMMOTH FLOATING SPHERE IN WHICH WE NOW AWAIT SUCCESS... UNDETECTED BY EVEN THE HUMANS' MOST MODERN RADAR!

"AND, IT IS MY MASTER PLAN THAT IS EVEN NOW BEING CARRIED OUT ON EARTH--AN INFALLIBLE PLOT WHICH SHALL SOON LEAD EAST AND WEST INTO A VENSEFUL, DESTRUCTIVE NUCLEAR WAR..."

"...A WAR THAT WILL MEAN THE END FOR ALL TIME OF THE CIVILIZATION OF HOMO SAPIENS!"

"THEN, THE DAY OF THE MUTANTS SHALL BE UPON US--AND HOMO SUPERIOR SHALL INHERIT THE EARTH--"

"--OR, TO BE MORE PRECISE, WHAT REMAINS OF THE EARTH!!"

AT THIS VERY INSTANT, THE BLOB AND THE VANISHER ARE PUTTING MY PLAN INTO OPERATION--WHILE MASTERMIND AND THE UNTOUCHABLE LINKS ARE STANDING BY!

SO, SPEAK NOT TO ME OF UNIMPORTANT DE-TAILS--SUCH AS HOW THE X-MEN ESCAPED THE OBLIVIO-RAY!

FOR, IF THEY DARE INTERFERE, CAN I NOT EASILY DE-STROY THEM--WITH WEAPONS SUCH AS THIS??

WITH A MERE THOUGHT HE ACTIVATES THE SHOCK-RAY--ONE OF THE SPHERE'S MANY DEFENSES!

ITS SONIC WAVES PERMEATE THE CHAMBER--FILL MY HEAD LIKE DEAFENING THUNDER!

PLEASE, SIRE--TURN IT OFF!

RUMMMMMMM

THEN, AS THE DEVICE IS SUDDENLY SILENT...

THAT SHOULD BE ENOUGH TO ENSURE YOUR LOYALTY!

MY LOYALTY TO OUR CAUSE NEEDS NO SUCH DISPLAY, MASTER!

PERHAPS NOT--BUT I LEAVE NOTHING TO CHANCE! ERRORS ARE FOR MERE MEN--NOT ONE SUCH AS I!

TRUE, SIRE!

THAT IS WHY, IN A MATTER OF HOURS, THE EARTH SHALL BELONG TO FACTOR THREE!

AND NOW, CHANGELING, IT IS TIME WE CONTACTED THE BLOB AND THE VANISHER BEHIND THE IRON CURTAIN--TO ASCERTAIN THAT ALL GOES WELL!

IS THAT WISE, MASTER? WHAT IF SOMEONE INTERCEPTS--?

WHAT? DO YOU AGAIN QUESTION MY WILL, FOOL?

NO, SIRE! I SHALL DO AS YOU BID!

THUS, SECONDS LATER, THE ENigmatic CHANGELING--WHOSE MYSTERIOUS POWER IS KNOWN ONLY TO HIMSELF AND THE FEARSOME ENTITY CALLED THE MUTANT-MASTER--STANDS BEFORE A TOWERING RADIO GENERATOR...

THE BLOB REPORTS THAT ALL HAS GONE ACCORDING TO PLAN, SIRE!

EXCELLENT! THEN, YOU MAY LEAVE ME--AT ONCE!

THE MASTER GROWS MORE INTOLERABLY ARROGANT WITH EACH PASSING MINUTE!

WE MUTANTS AGREED TO SERVE HIM OUT OF HATRED FOR NORMAL HUMANS--BECAUSE OF THEIR FEAR AND HOSTILITY TOWARDS US!

YET, HAVE WE MERELY EXCHANGED OUR ROLES AS OUTCASTS--FOR THOSE OF SLAVES?

BUT, WE SHALL CONSIDER THAT LATER--WHEN THE WORLD OF HOMO SAPIENS LIES IN SMOLDERING, RADIOACTIVE RUINS!

FOR THOSE HAM RADIO ADDICTS IN OUR EVER-LOVIN' AUDIENCE, WE MIGHT POINT OUT THAT THIS GENERATOR WORKS ON A SPECIAL ULTRA-HIGH FREQUENCY ALDIBLE ONLY TO DOGS AND EVIL MUTANTS!
--SCIENCE-MINDED STAN.



THEN, AFTER THE BROODING SECOND-IN-COMMAND HAS DEPARTED...

THE FOOL IS RESENTFUL--
RESENTFUL--
BUT HE SUSPECTS NOTHING!

NOR SHALL HE--UNTIL IT IS MUCH, MUCH TOO LATE!



AND, EVEN IF HE DID--IT WOULD AVAIL HIM NAUGHT!

NOT HE--NOR ALL THE EVIL MUTANTS ALIVE--
COULD STAND AGAINST SUCH POWER AS I POSSESS--



--SHEER, UNBRIDLED POWER WHICH COULD SMASH THEM AS EASILY AS I DEMOLISH THAT PIECE OF WORN-OUT EQUIPMENT!

FOR, WHEN THE MUTANTS RULE THE WORLD--I SHALL RULE THE MUTANTS!!

TAH-TAH



I CAN HARDLY BELIEVE IT!

SO IT WOULD SEEM! FUNNY THAT CEREBRO SHOULD PICK OF THOSE TWO SETS OF RADIO SIGNALS JUST NOW!

AT LEAST, NOW WE KNOW WHERE TO GO!

AND, AS AN ITEM OF NECESSARILY SECONDARY IMPORTANCE, WE MUST THEN TRY TO LOCATE THE MUTANT-MASTER!

WHAT A STROKE OF LUCK!

WE'VE GOT TO HURRY-- IF WE'RE TO HAVE A CHANCE TO PREVENT A NUCLEAR HOLOCAUST!

WE CAN ONLY HOPE THAT, WHEN WE DO, THE PROFESSOR AND THE BANSHEE ARE STILL ALIVE!



EXACTLY SIXTY SECONDS LATER.

GOOD THING WE'VE GOT THESE EGG-SHAPED BABIES!

EVEN MY HIGH-FLYIN' WINGS WOULDN'T GET ME BACK TO EUROPE IN TIME!

IF ONLY WE DIDN'T HAVE TO SPLIT INTO GROUPS-- DIVIDING OUR POWERS--!



DON'T LET IT WORRY YOU, JEANIE! WE'VE GOT ALL THE POWER ANY SELF-RESPECTING SUPERHERO TEAM COULD WANT!

WHO NEEDS SCOTTY'S OPTIC BEAMS--AND BOBBY'S ICE BLASTS--WHEN WE'VE GOT HANK'S FANTASTIC FEET ON OUR SIDE?

MANY THANKS FOR THE VOTE OF CONFIDENCE MY FEATHERED FRIEND!

STILL, I'LL WITHHOLD MY OWN COGENT COMMENTS UNTIL LATER--

--IF THERE IS A LATER!



I KNOW WARREN AND HANK ARE JUST PUTTING ON A SHOW FOR MY BENEFIT-- SO THAT I WON'T WORRY ABOUT SCOTT!

BUT I CAN'T HELP WONDERING... IF I'LL EVER SEE THE ONE I LOVE... AGAIN..!

NO!! I MUSTN'T ALLOW MYSELF TO CONSIDER THE POSSIBILITY THAT WE MIGHT FAIL!

WE MUST SUCCEED! WE MUST!!

AND, SUCH IS THE MIND-STAGGERING SPEED OF FACTOR THREE'S FANTASTIC AIRCRAFT THAT, IN AN INCREDIBLY SHORT TIME, THE MUTANT TRIO HAS ARRIVED AT A CERTAIN LOCATION IN EASTERN EUROPE...

IT'S AMAZING! WE FLEW HERE SO FAST THAT NO EXISTING RADAR COULD POSSIBLY HAVE DETECTED US!

THAT'S ALL TO OUR ADVANTAGE, JEANIE! OTHERWISE, WE'D HAVE BEEN DENIED ENTRANCE AS DEFINITELY UNDESIRABLE ALIENS!

YET, WE'RE ACTUALLY HERE TO SAVE THE ENTIRE HUMAN RACE--

INCLUDING OUR ANTI-CAPITALISTIC COMRADES!

AND, IT'S NOT GONNA BE EASY TO DO!

MY RECONNAISSANCE FLIGHT REVEALED THAT THAT MEDIEVAL CASTLE OVER THERE IS GUARDED LIKE FORT KNOX!

"WHAT'S MORE, THERE'S A TOP-SECRET CONFERENCE GOING ON-- COMPOSED OF EVERY MILITARY BIG WIG EAST OF CHECKPOINT CHARLIE..."



"IF ANYTHING WERE TO HAPPEN TO THEM-- IT COULDN'T HELP SMELLING LIKE AN AMERICAN PLOT!"

"YET, WE KNOW THAT-- SOME-- NOW-- FACTOR THREE HAS PLACED A POWERFUL BOMB ON THE PREMISES-- TIMED TO EXPLODE ANY MINUTE NOW..."



"AND WHEN IT DOES-- IT MAY SIGNAL THE END OF MANKIND!!"

"SPECIAL NOTE: YOUR EVER-BLABBIN' BULLPEN JUST HADDA PRESENT THIS CUTAWAY DRAWING OF THE MENACING DEVICE-- SO YOU'D KNOW WE WEREN'T PUTTIN' YOU ON!
-- STODDIE STAN."

OUR ONLY HOPE IS TO CRASH THE CONFERENCE AND FIND THE BOMB--

--BEFORE IT'S TOO LATE-- FOR EVERYONE!!



YET, IT SEEMS IMPOSSIBLE! IF ONLY WE KNEW WHERE IT WAS!

THIS IS SCARCELY THE TIME FOR WISHFUL THINKING, MISS GREY! WE'VE GOT TO ACT-- NOW!

THEN, WITH THE GLIDING GRACE OF A SWIFT FALCON, THE ANSEL STREAKS SKYWARD, AND...

I MAY BE A SLOWPOKE COMPARED TO THOSE FLYING EGGSHELLS...

BUT I THINK I MOVED FAST ENOUGH TO GET US UP HERE UNSEEN!



I'M WORRIED ABOUT HANK! HE WAS TOO HEAVY TO CARRY...

HOLD IT! I JUST SAW SOMETHING MOVE-- DOWN THERE IN THE SHADOWS!

WHILE, A FEW DOZEN FEET BELOW...

TWO COSTUMED FIGURES-- ONE OF WHOM HAS WINGS!



THEY CAN ONLY BE ENEMIES! I MUST BRING THEM DOWN--!

I REALLY HAVEN'T THE TIME TO EXPLAIN THE PRECISE REASONS FOR MY REQUEST, FRIEND...

BUT, I'D RATHER PREFER THAT YOU DIDN'T!



SHHHH!

HOWEVER, EVEN THE ABILITY OF THE BEAST CANNOT STOP THE FALLING WEAPON FROM ACCIDENTALLY FIRING...



UH OH! THAT BRIEF BURST SHOULD BE SUFFICIENT TO AROUSE THE LOCAL GENDARMES--!

AND, UNFORTUNATELY, THE APE-LIKE X-MAN HAS GUESSED CORRECTLY...



SHOTS! SOMEONE IS ATTEMPTING TO KILL OUR MILITARY LEADERS!

THERE! THAT MASKED INTRUDER STANDING OVER A FALLEN GUARD--!

TAKE NO CHANCES! WOUND HIM-- AND CAPTURE HIM FOR QUESTIONING!

HE IS ONLY ONE MAN!

"ONE MAN"? RATHER, THE BATTLING HANK P. MCCOY IS ONE X-MAN-- AND THAT IS QUITE ANOTHER THING, INDEED!



WHY? HE FIGHTS LIKE A WILD BEAST!

MAY I CONSIDER THAT A SOMEWHAT LEFT-HANDED COMPLIMENT?

GET HIM! HE IS A PAID ASSASSIN FOR THE WESTERN POWERS!

OVER-- WHELM HIM BY SHEER FORCE OF NUMBERS!

WE HAVE ALREADY DONE THAT, COMRADE CAPTAIN!

ALTHOUGH YOU WOULD HARDLY NOTICE IT!

MEANWHILE, FROM AN UNSeen VANTAGE POINT A SHORT DISTANCE AWAY...



EVEN THE BEAST CANT HOLD OUT FOR LONG AGAINST SO MANY!

YOU KNOW WE CANT, JEAN... NOT IF HANK'S SACRIFICE IS TO HAVE ANY MEANINGS!

I KNOW THAT OUR PLAN WAS FOR HIM TO DISTRACT THE GUARDS-- BUT CANT WE--?

WE'VE GOT TO GET TO THOSE MILITARY BRSS, AND--

LOOK-- STRAIGHT AHEAD OF US!



IT'S THE VANISHER-- AND THE BLOB-- WITH A HANDFUL OF HOODED CREEPS!

BRASH FOOLS! DID YOU REALLY THINK TO THWART FACTOR THREE?

TRY TO GET AROUND 'EM, GAL-- WHILE I MAKE LIKE HORATIO AT THE BRIDGE!

SKIP THE FANCY WORDS, VANISHER! I'VE GOT A SCORE TO SETTLE WITH THOSE PANTY-WAIST PLINKS--

--AND I'M SETTLIN' IT RIGHT NOW!

AT THIS PULSATING POINT, FAITHFUL ONE, WE REGRET THAT WE MUST MOMENTARILY INTERRUPT OUR SENSE-SHATTERING NARRATIVE--BUT WE THOUGHT THAT, AFTER LO, THESE MANY ISSUES, IT WAS TIME THAT WE HEARD FROM A DECIDEDLY IMMOBILIZED PROFESSOR X--

YOU'RE MAD, CHANGELING--OR WHATEVER YOU CALL YOURSELF! BOTH YOU AND THE SELF-STYLED MUTANT-MASTER WILL SURELY FAIL!

YOUR FAITH IN YOUR OVERRATED PROTEGES IS MOST TOUCHING, MY DEAR PROFESSOR!

BUT WE HAVE WARNED OUR MUTANT AGENTS TO BE READY FOR THEM--AND THEIR INTERFERENCE WILL ONLY BRING THEM... DEATH!

THEY SHALL NOT EVEN LIVE TO SEE THE ATOMIC ARMAGEDDON WHICH YOU SEE MIRRORED ON OUR PREDICTO-SCOPE!

MY X-MEN WILL STOP YOUR INSANE PLAN TO PUNGE THE EARTH INTO NUCLEAR WAR!

STILL, ONE THING FUZZLES ME! IF THE ENTIRE PLANET BECOMES A RADIOACTIVE RUIN--EVEN THE MUTANTS ARE DOOMED TO DIE!

YOU RECKON WITHOUT THE SCIENTIFIC WIZARDRY OF FACTOR THREE, FOOL!

LOOK HOW SIMPLE IT WAS TO DESIGN A DEVICE WHICH ALLOWS YOU TO HEAR AND SPEAK--YET BE OTHERWISE HELPLESS!

YOU AND THE ACCURSED BANSHEE WERE ALLOWED TO LIVE ONLY SO THAT YOU MAY WITNESS OUR ULTIMATE TRIUMPH!

THEN, YOU TOO MUST BE DISPOSED OF!

IT IS YOU WHO ARE TRULY THE FOOL, CHANGELING!

HARK MY WORDS--THE ONE YOU CALL THE MUTANT-MASTER MEANS TO BETRAY YOU...AS SOON AS THE HUMANS ARE DESTROYED! HE--> OOOFF!!

YOU LIE, BLASPHEMOUS ONE! NOW, BE SILENT--BEFORE I EXECUTE YOU AT ONCE!

WHAKK!

JUST THEN, WITHOUT WARNING...

YOU SHALL EXECUTE NO ONE, LACKEY! IT IS ONLY FOR THE MUTANT-MASTER TO DECIDE WHO IS TO LIVE--AND WHO TO DIE!

DO NOT SEEK TO GATHER MORE POWER TO YOURSELF--LEST YOU INCUR MY ALL-CONSUMING WRATH!

IT'S THE MASTER! I FORGOT THAT HIS MOBILE PLATFORM ALLOWS HIM TO MOVE ABOUT ALMOST AS FREELY AS I!

PARDON, SIRE! DO NOT ACTIVATE YOUR DEADLY WEAPONS AGAINST ME! I MERELY--

YOU ARE MERELY AMBITIOUS, UNDERLINGS--A QUALITY WHICH I DETEST IN THOSE WHO SERVE ME!

NOW BEGONE--FOR I DESIRE TO WORK IN THIS CHAMBER UNDISTURBED BY YOUR CLAMOROUS CHATTER--UNTIL OUR AGENTS REPORT THAT OUR PLAN HAS SUCCEEDED!

AT THAT VERY MOMENT, AS A WHIMSICAL FATE WOULD HAVE IT... TWO OTHER UNUSUAL X-MEN ARE HAVING THEIR OWN PARTICULAR PROBLEMS...

WHAT IN BLAZES ARE YOU TWO TALKING ABOUT?

YOU JUST SUMMED IT UP IN A NUTSHELL, COLONEL! I KNOW IT'S HARD TO BELIEVE, BUT--

DO YOU REALLY EXPECT ME TO SWALLOW YOUR STORY ABOUT A PLAN TO INFILTRATE THIS BASE-- AND FIRE IRONIC MISSILES TOWARDS THE IRON CURTAIN?

HARD TO BELIEVE?

YOU'VE GOT TO BE KIDDING!



...IT'S TOTALLY ABSURD-- COMPLETELY BEYOND POSSIBILITY!

NOW, I'M GIVING YOU TEN SECONDS TO CLEAR OUT OF HERE-- OR I'LL HAVE YOU TOSSED IN THE STOCKADE FOR THE NIGHT!

YOU'RE NOT EXACTLY LEAVING US MUCH CHOICE, COLONEL...

IF YOU DON'T INVESTIGATE OUR STORY-- WE'LL HAVE NO CHOICE BUT TO START DESTROYING YOUR MISSILES!

MUST TRY TO BLUFF OUR WAY THRU! ACTUALLY, THERE ARE FAR TOO MANY MISSILES TO DESTROY... IN TIME...!



I'VE HEARD ENOUGH! GUARDS--HAVE THESE TWO LOCKED UP FOR THE NIGHT... WHILE I CALL THE PENTAGON ABOUT THIS!



COME ALONGS, YOU TWO, BEFORE-- HOLY HANNAH!

SORRY, SOLDIER, BUT YOUR PROCESS IS TOO SLOW!

COME ON, ICEMAN! WE'VE GOT TO ACT-- AND EXPLAIN LATER!

I'M WITH YOU, LEADER-MAN!

SUMMER! MY HANDS-- FROZEN SOLID!



THERE ARE TOO MANY GUARDS! SOMEBODY'S BOUND TO GET HURT!

WE'D BETTER TAKE THE SCENIC ROUTE OUT OF HERE-- FAST!

BRACK



HALT, BOTH OF YOU! I DON'T WANNA HAVE TO SHOOT! ?OOOFFIE

TO TELL THE TRUTH, I DON'T MUCH WANT YOU TO, PAL!

HOW'S THAT FOR AN EVER-LOVIN' CONSENSUS?



FLIP!

YET, EVEN AS THE DESPERATE TEENAGERS RUSH OUTSIDE...

WHAT DID YOU SAY, SIR? -- YEAH, I HEARD YOU RIGHT!

IT'S NUTTY-- A WHOLE BLASTED MISSILE BASE AGAINST TWO CRAZY KIDS IN COSTUMES!

OKAY, CHARLIE-- THE COLONEL SAYS WE'VE GOTTA STOP THOSE TWO GUYS OVER THERE-- NO MATTER HOW!



BRACKLE

BRACKA

IF THIS IS SOME KIND'A GAG, MAYBE A SHORT BURST'LL SCARE 'EM TO THEIR SENSES!

THE NEXT SECOND, A WITHERING BURST OF GUNFIRE RINGS OUT...

LOOK OUT, CYKE! THESE GUYS MEAN BUSINESS!

STILL, THEY'RE FIRING LOW-- GIVING US A SECOND CHANCE TO SURRENDER!

WE'VE GOT TO USE THAT BREAK--IF WE'RE GOING TO STOP THE EARTH FROM GOING UP IN SMOKE!

BRATTABRATTABRATTABRATTA

USE YOUR FULL POWERS BOBBY-- TO DESTROY ALL THESE MISSILES--

NOW!!

ZLAP!

WE'LL DO THE BEST WE CAN, SCOTTY! BUT THIS BASE IS HUGE-- THERE ARE HUNDREDS OF MISSILES HERE!

AND, THE MILITARY CONSIDERS US ENEMIES-- SO THEY'RE TOSSING EVERYTHING THEY'VE GOT AT US!

EVEN IF OUR POWERS MIGHT LAST LONG ENOUGH TO TAKE OUT ALL THE ROCKETS--

--WILL WE??

WE'VE GOT TO, LAD--OR DIE TRYING!

IF WE FAIL, FACTOR THREE WILL HAVE WON--AND THE HUMAN RACE IS FINISHED!!

BOOM!

MEANWHILE, THOUSANDS OF MILES AWAY, THREE OTHER MARVELOUS MUTANTS COULD MAKE THE VERY SAME STATEMENT JUST ABOUT NOW...

STAND ASIDE!
LET THE BLOB
TACKLE THEM!

THIS IS NO TIME FOR
PERSONAL VENGEANCE,
CLOWN!

QUICKLY, AGENTS--
DESTROY THE
X-MEN WITH
RAY BLASTS!

YES, VANISHER!

UH OH! DON'T
KNOW IF I CAN
REACH THEM IN
TIME!

I'LL BUY YOU THAT TIME,
ANGEL--WITH MY TELE-
KINETIC POWER!

ALMOST INSTANTANEOUSLY...



FWOOSH!

THAT
WOODEN
DOORWAY
STOPPED
THE FIRST
BLAST!

BUT, IT MAY
NOT SHIELD
US FROM THE
NEXT ONE!

THERE WON'T
BE A NEXT
ONE, LADY--

--NOT IF THE HIGH-FLYING
ANGEL HAS ANYTHING
TO SAY ABOUT IT!



CAN'T WASTE
ANY TIME ON
THESE
FACTOR
THREE
BOZOS!

I'VE GOT TO GET PAST THEM
ALL--IN TIME TO WARN THE
GENERALS IN THE CHAMBER
JUST BEYOND!

BUT SUDDENLY, AN IMMENSE, IMMOVABLE
FORM SEEMS TO MATERIALIZE IN
WARREN'S AERIAL PATH...



NOT SO FAST,
SONNY BOY!
NOTHIN' GETS
PAST... THE
BLOB!!

THWUM!

WAAAAH! WHERE'D
HE COME FROM? HE
WASN'T THERE A
MOMENT AGO--!

VANISHER--MUST
HAVE TELEPORTED
HIM SOMEHOW--!



SO, YOU WANNA GET INTO THE
ACT TOO, RED RIDING HOOD!

WELL, GO
AHEAD--
FOR ALL THE
GOOD IT'LL
DO YOU!

WRACK!

HE'S AS
INVULNERABLE
AS EVER!

BUT, AT
LEAST THE
ANGEL
GOT AWAY!



THANKS, GAL! I'LL
TRY TO MAKE
MYSELF WORTH
YOUR TROUBLE!

FOR INSTANCE, I'LL
START BY MAKING
A LITTLE COLLECTION--
OF RAY BLASTERS!

STOP HI--
UNNNHHH!

AN INSTANT LATER...

THOSE SLIMS ARE TOO COMPLICATED FOR ME TO OPERATE AT A SECOND'S GLANCE--

SO, I'LL JUST TOSS EM OUT THE WINDOW-- WHERE THEY WON'T DO ANYBODY ANY GOOD!



ATTACK, ALL OF YOU-- BEFORE HE CAN TURN AROUND--!

TOO LATE! HE MOVES TOO SWIFTLY!



I MAY NOT BE ANY QUICKSILVER-- BUT NOBODY EVER ACCUSED ME OF BEING A SLOWPOKE, EITHER!

I WONDER WHERE THE BEAST IS!! IF HE WAS ALL RIGHT, HE SHOULD BE HERE BY NOW!

WHILE ONLY A FEW FEET AWAY...

DON'T EXPECT MERCY, MARVEL GIRL, JUST BECAUSE YOU'RE A WOMAN! I'LL--

BLAST IT--I MISSED!



YOU DIDN'T THINK I WAS GOING TO ROSE FOR YOU, DID YOU?

I DODGED THAT BLOW-- BUT ONLY BECAUSE I'VE IMPROVED MY LEVI-TATIONAL SKILLS SINCE LAST WE MET!

YET, THIS IS GETTING US NOWHERE-- AND TIME IS RUNNING OUT!

AND, WHILE THE DESPERATE ANGEL MOMENTARILY PAUSES TO CONSIDER THE SAME FRIGHTENING FACT--

TURN AROUND, YOU WINGED FREAK!
I WANT TO SEE THE LOOK ON YOUR FACE WHEN I GAS YOU!



I NEVER DENY MY PANTING PUBLIC THE CHANCE TO GET A GLIMPSE OF ME, VANISHER--

--BUT I HOPE YOU WON'T MIND IF, JUST THIS ONCE, I TAKE A RAIN CHECK!



STAND STILL, YOU-- SUNNHHH!

JUST AS I HOPED! I MANAGED TO UPSET HIM-- SO THAT HE WAS GASSED BY HIS OWN WEAPON-- BEFORE HE HAD TIME TO TELEPORT HIMSELF AWAY!

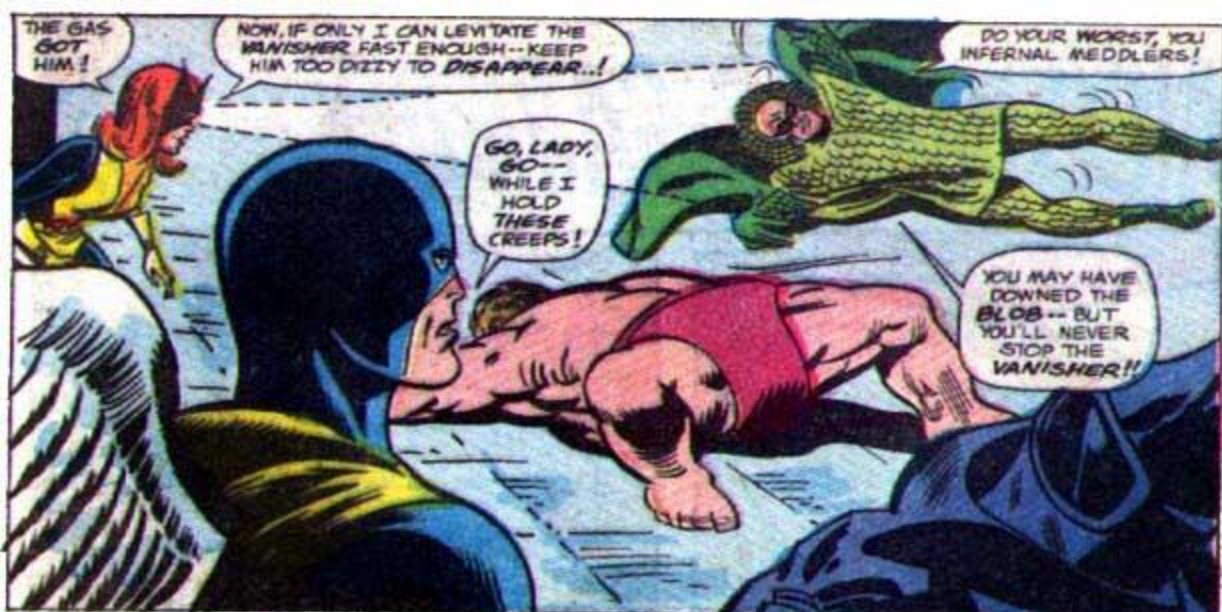
AND, MARVEL GIRL ALSO MAKES USE OF THE UNEXPECTED WIND-FALL...



NO! KEEP IT AWAY--!

I MANAGED TO CONCENTRATE ENOUGH OF THE GAS AROUND THE BLOB-- TO KNOCK HIM OUT!

AND, NOT A MOMENT TOO SOON!



THE GAS GOT HIM!

NOW, IF ONLY I CAN LEVITATE THE VANISHER FAST ENOUGH--KEEP HIM TOO DIZZY TO DISAPPEAR...!

DO YOUR WORST, YOU INFERNAL MEDDLERS!

GO, LADY, GO--WHILE I HOLD THESE CREEPS!

YOU MAY HAVE DOWNED THE BLOB-- BUT YOU'LL NEVER STOP THE VANISHER!!



AND, THE CRIMSON-CLAD MUTANT IS AS GOOD AS HIS WORD--FOR, A SECOND LATER--

WHOOF!

HE'S GONE--JUST AS HE DID BEFORE THE PROFESSOR BLANKED OUT HIS MEMORY!



NEVER MIND THAT, GAL! WE'VE GOT TO HURRY-- WARN THOSE GENERALS! THEN--

UNNNHH!

BLANK

WARREN--WHAT-?



BUT, BEFORE THE COURAGEOUS MARVEL GIRL CAN ACT--

BROOM

THE HOODED AGENTS OF FACTOR THREE... THEY MUST HAVE BEEN... ANDROIDS!

THEY--THEY'RE EXPLODING...! CAN'T STAND...THE FORCE...!



THE EXPLOSIONS ARE RELATIVELY SMALL, CONTROLLED BLASTS--MERE ENOUGH TO FLOOR THE TWO STUNNED X-MEN! AND, MOMENTS AFTERWARD, AS THEY GUMBLE TO THEIR FEET, DAZED AND DEFENSELESS--

KEEP YOUR HANDS IN SIGHT, INTRUDERS!

DA! WE HAVE LITTLE MERCY FOR PAID ASSASSINS!

ASSASSINS??

DON'T YOU SEE? WE'RE THE ONLY ONES HERE BESIDES THE BLOB--SO THEY THINK WE'RE TRYING TO KILL THEIR MILITARY LEADERS!

ALL OF YOU--YOU'VE GOT TO LISTEN TO US! YOUR GENERALS ARE IN DANGER--TERRIBLE DANGER!!

NOT ANY MORE COMRADE--NOT SINCE WE HAVE CAPTURED YOU!!

IT'S NO USE, ANGEL! THEY'LL NEVER BELIEVE US--NEVER!

AND, I JUST REMEMBERED--THE BEAST! WHAT HAVE THEY DONE TO HIM?

QUICKLY, HOWEVER, THE HELPLESS PAIR LEARN THE LOCATION OF HANK P. MC COY-- BUT UNDER SOMEWHAT LESS THAN AUSPICIOUS CIRCUMSTANCES...

JEAN! WARREN! SO THEY'VE INCARCERATED YOU, AS WELL!

MY ONLY HOPE WAS THAT YOU TWO HAD ELUDED OUR LESS-THAN-HOSPITABLE HOSTS!

AND YET, WHO CAN BLAME THEM? TO THEM, WE'RE NOTHING BUT ENEMY ALIENS-- AND MASKED, AT THAT!

WHAT ABOUT YOUR STRENGTH, HANK? CAN'T YOU HANDLE THOSE BARS?

NEGATIVE, MY FEATHERED FRIEND! HOWEVER, WE HAVE ONE RELUCTANT ROOMMATE WHO CAN--!

WOULD YOU BELIEVE... THE BLOB!!

BUT HE'S AN AGENT OF FACTOR THREE-- LIKE THE VANISHER AND THOSE ANDROIDS!

STRANGE... EVEN THOUGH THERE'S A BOMB SOMEWHERE NEARBY... ABOUT TO EXPLODE...

--I CAN'T STOP THINKING ABOUT THOSE ANDROIDS-- AND WHY THE MUTANT-MASTER MASAED THEM-- EVEN FROM HIS MUTANT ALLIES!

MEANWHILE, FROM A POINT THOUSANDS OF MILES AWAY, SEATED BEFORE A VAST COMMUNICATIONS COMPLEX WHICH MONITORS THE X-MEN'S EVERY MOVE...

EXCEPT FOR THE CAPTURE OF THAT BUMBLING BLOB-- EVERY PART OF MY FLAWLESS PLAN IS GOING ACCORDING TO SCHEDULE!

WITHIN MINUTES, AN EXPLOSION WILL OCCUR BEHIND THE IRON CURTAIN-- WHILE A BRACE OF MISSILES WILL LIFT OFF FROM THE UNITED STATES!

AND, IN THAT FINAL, FEARFUL MOMENT, THE MUTANT-MASTER SHALL HAVE ACHIEVED... VICTORY!!

THE FATEFUL
NEXT ISH: FINALE!