



BONUS: CONTINUING THE  
BLOCK-BUSTING  
ORIGIN OF  
CYCLOPS!

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BY THE  
COMICS  
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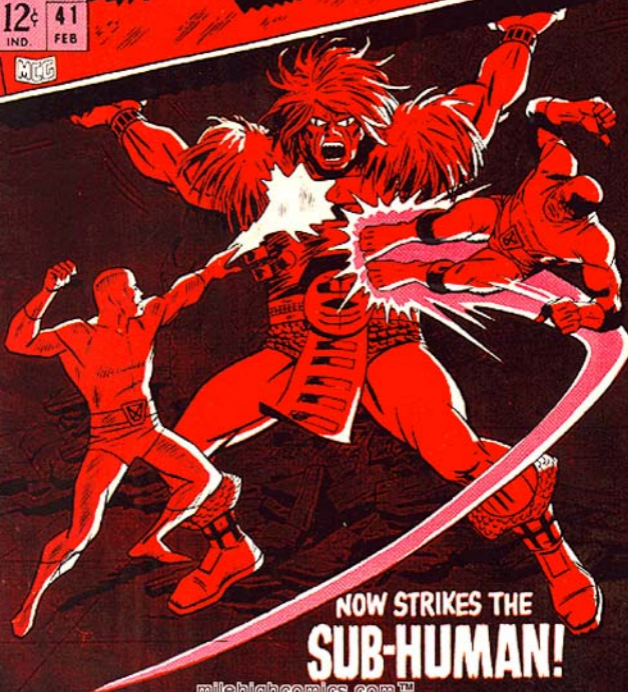


*the*

# X-MEN

MARVEL  
COMICS  
GROUP

12¢ 41  
IND. FEB



NOW STRIKES THE  
SUB-HUMAN!

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

# "NOW STRIKES...THE SUB-HUMAN!"

**MIDNIGHT!**  
...AND A ROLLING,  
RUMBLING *SUBWAY*  
TRAIN SPEEDS THRU  
THE LABYRINTHINE  
TUNNELS THAT WIND  
BENEATH THE STREETS  
OF THE SPRAWLING  
CITY, WHEN  
SUDDENLY...

WHAT IN...?  
DIRECTLY  
AHEAD OF  
US...!!

SOME WEIRD,  
TOWERING  
FIGURE APPEARED  
OUT OF NOWHERE...  
RIGHT IN THE MIDDLE  
OF THE TRACKS!

## FACE FRONT!

'CAUSE *STAN LEE'S*  
CREATIVE COMBO OF  
*ROY THOMAS* AND  
*DON HECK* HAS  
DONE IT AGAIN!!

DONE WHAT? DON'T BOTHER  
ASKING *GEORGE TUSKA*,  
INKER, OR *SAM ROSEN*,  
LETTERER... 'CAUSE THEY'LL  
NEVER TELL!

AND, WITH THAT  
STARTLED OUT-  
BURST FROM AN  
AMAZED TRAINMAN,  
OUR PULSE-POUND-  
ING EPIC BEGINS...





I'VE THROWN ON THE BRAKES... HARD!

BUT, WE'LL NEVER STOP... IN TIME!

**SKREEEEEEE!**



THEN, IN THE LAST SICKENING SECOND BEFORE IMPACT...!

STILL MOVING... AND THE TRAIN'S ALMOST ON TOP OF HIM! I ...

**THAT FACE!!**

IT'S NOT... HUMAN!



THE NEXT MOMENT, EVEN MORE ASTONISHINGLY...

IT...IT'S IMPOSSIBLE! THAT THING BRACED ITSELF... AND STOPPED THE TRAIN!

WE'RE BEING THROWN OFF THE TRACKS!

MONSTER ATTACKS ME! BUT... I WILL SMASH IT!

**PUNCH!**



AND NOW, IF YOU'VE ALREADY GUESSED WHO'S RIDING THE BESIEGED TRAIN... GIVE YOURSELF ONE NO-PRIZE, AND HANG ON...!

WHAT'S HAPPENING UP AHEAD? WE STOPPED SO SUDDENLY...!

I WISH I KNEW, ZELDA!

YOU AND ME BOTH, MR. MCCOY!

...WHICH MEANS THAT I'M AS EAGER TO TAKE A LOOK... AS OL' HANK IS!

BUT HOW CAN WE GET AWAY WITH THE GIRLS HERE, UNLESS...?



THEN, ALMOST INSTANTANEOUSLY...

THE LIGHTS... THEY'RE GONE!

THAT'S OUR GOLDEN OPPORTUNITY, LAD!

I'LL RACE YOU TO THE DOOR, OL' BUDDY!



I DON'T LIKE LEAVING THE GALS ALONE LIKE THAT... BUT THAT'S SHOW BIZ!

IT'S LUCKY THAT THE PROF TAUGHT US HOW TO GET AROUND IN THE DARK!

A SIMPLE MATTER OF USEFULLY EMPLOYING YOUR EARS, BOBBY!

BUT NOW, INTO YOUR COSTUME... POST HASTE!

SOMEHOW, I'VE A PREMONITION THAT THIS IS A TASK FOR... THE X-MEN!

BUT, AS THE MUSCULAR-POWERED PAIR REACH THE FRONT OF THE DE-RAILED TRAIN...

KEEP BACK! NONE MAY APPROACH ME... AND LIVE!

**BOK!**

UNNNH! LOOK OUT, BOBBY!

LOOF!

EVIDENTLY, NO ONE EVER INFORMED HIM THAT VIOLENCE IS THE LAST REFUGE OF THE INCOMPETENT!

FORTUNATELY, WE WEREN'T FAR FROM A STATION... SO THAT THERE'S A MODICUM OF LIGHT FOR COUNTER-ATTACK PURPOSES!

**SLAM!**

OR... IS THAT FORTUNATE? HE'S SO UNBELIEVABLY GROTESQUE--!

GROTESK? YES... LET THAT BE MY NAME!

FOR THAT WHICH I WAS... I AM NO MORE!

THEN, AS THE MUSCULAR ARM OF THE PALE-SKINNED CREATURE UNCOILS WITH FRIGHTENING FORCE...



**THWAK!**

HOW LUCKY CAN AN APE-LIKE X-MAN BE?

NOT ONLY DO I GET HURLED BACKWARD LIKE A VIRTUAL RAG-DOLL--

BUT, I SEEM TO HAVE SUPPLIED MY AGSSAILANT WITH A BRAND NEW COGNOMEN!



I DON'T KNOW EXACTLY WHAT YOU'RE TALKIN' ABOUT, BEASTIE...

SO I'LL JUST FINISH OUR LITTLE PLAYMATE WITH AN ICE-BOOMERANG... WHILE YOU REGAIN YOUR BALANCE!

PUNY HUMAN WORM! DID YOU TRULY THINK THAT A PIECE OF ICE WOULD HARM ME?



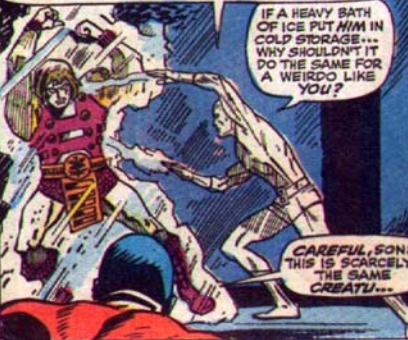
**SLAM!**

WELL, THE IDEA HAD KINDA CROSSED MY MIND!

AFTER ALL, IT WORKED PRETTY WELL AGAINST FRANKENSTEIN'S MONSTER!

AND SO IT DID... BUT THAT WAS LAST ISH! ... STAN THE MAN!

WHILE WE'RE AT IT, THAT GIVES ME ANOTHER LITTLE BRAINSTORM... OR SHOULD I SAY SNOWSTORM?



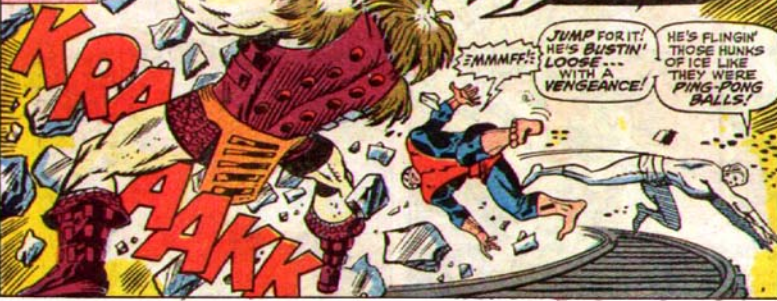
IF A HEAVY BATH OF ICE PUT HIM IN COLD STORAGE... WHY SHOULDN'T IT DO THE SAME FOR A WEIRDO LIKE YOU?

CAREFUL, SON! THIS IS SCARCELY THE SAME CREATU...



BUT THEN, EVEN BEFORE THE LOQUACIOUS BEAST CAN FINISH...

SCATTER! FALL BEFORE THE SHATTERING POWER OF HIM THAT YOU HAVE CALLED... **GROTESK!!**



**KRAAKK**  
**AAAKK**

EMMMFF!!  
JUMP FOR IT! HE'S BUSTIN' LOOSE... WITH A VENGEANCE!

HE'S FLINGIN' THOSE HUNKS OF ICE LIKE THEY WERE PING-PONG BALLS!



WAIT! HE SEEMS TO HAVE LOST HIS TASTE FOR FIGHTING! HE'S TURNING TAIL!

THANK HEAVEN FOR SMALL FAVORS, MY REFRIGERATED FRIEND!

MAYBE I CAN STILL... NUTS! NOT ENOUGH ICE POWER LEFT TO FREEZE HIM!

FOR, EVEN IF WE CAUGHT HIM... WHAT WOULD WE DO WITH HIM?



WAIT! HE RAN INTO THAT GAPING HOLE...THRU WHICH HE MUST HAVE ENTERED THE TUNNEL!

AND... HE'S SEALED IT AFTER HIM!

I SHALL WASTE NO MORE TWE IN USELESS COMBAT WITH YOU, MEN OF THE OUTER WORLD!

BUT, WHEN NEXT WE MEET, BEWARE OF... GROTESK!

HOLY COW! WE WERE TOO BUSY FIGHTING FOR ME TO NOTICE WHAT A LOUD, BOOMING VOICE HE HAS!



THE BETTER TO TERRIFY YOU WITH, MY DEAR ICEMAN!

WE'D BETTER WORRY ABOUT THAT LATER, PAL! I SEE LIGHTS COMING FROM THAT STATION UP AHEAD!

E UHH! WHEN THAT CHARACTER SEALS A PASSAGEWAY... IT STAYS SEALED!

IT MUST BE SOME SUBWAY POLICE... THAT HEARD THE SOUNDS OF THE FIGHT!



YOUR NIMBLE MIND DOES YOU CREDIT, MR. DRAKE! IT WOULD BE UNSEEMLY FOR THE EXEMPLARY X-MEN TO BE SEEN JUST NOW!

YEAH!! ESPECIALLY IF OUR GIRLS HAPPEN TO HAVE NOTICED WE'VE CUT OUT ON 'EM!

THEN LET'S CUT BACK IN... WITH ALL DELIBERATE SPEED!



I STILL DON'T UNDERSTAND, LOVER-BOY...

JUST WHAT HAPPENED TO YOU WHEN THE LIGHTS WENT OUT?

WHY, ZEL, I THOUGHT WE'D BEEN ALL THRU THAT ALREADY!

I DID WHAT ANY RED-BLOODED, ALL-AMERICAN BOY WOULD DO WHEN HE'S ALONE IN A DARKENED TRAIN WITH THE LOVE OF HIS LIFE!

NAMELY, I WENT LOOKIN' FOR A MATCH, NATCH!



WHAT ABOUT YOU, MR. MCCOY?

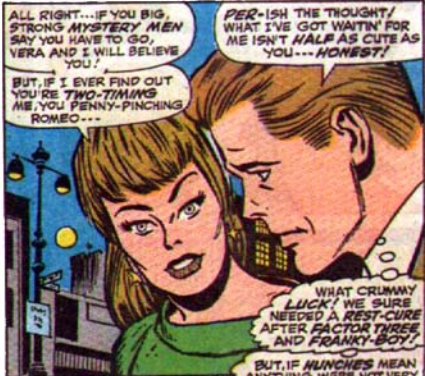
I DON'T HEAR FROM YOU FOR WEEKS... AND THEN, YOU SUDDENLY ANNOUNCE YOU'RE CUTTING OUR DATE SHORT!

BELIEVE ME, FAIR VERA, WORDS CANNOT SUFFICE TO EXPRESS MY SINCERE REGRET!

YOU'LL JUST HAVE TO TRUST ME WHEN I SAY... SOMETHING CAME UP!

SUCH AS A 6'5" ANTHROPOIDAL ABORIGINE... WITH UNBELIEVABLE STRENGTH!

PROFESSOR XAVIER WILL WANT TO KNOW ABOUT HIM... WITHOUT DELAY!



ALL RIGHT... IF YOU BIG, STRONG MYSTERY MEN SAY YOU HAVE TO GO, VERA AND I WILL BELIEVE YOU!

BUT, IF I EVER FIND OUT YOU'RE TWO-TIMING ME, YOU PENNY-PINCHING ROMEO...

PER-ISH THE THOUGHT! WHAT I'VE GOT WAITIN' FOR ME ISN'T HALF AS CUTE AS YOU... HONEST!

WHAT CRUMMY LUCK! WE SURE NEEDED A REST-CURE AFTER FACTOR THREE AND FRANKY-BOY!

BUT, IF MUNCHIE'S MEAN ANYTHING, WE'RE NOT VERY LIKELY TO GET ONE!



MEANWHILE, ELSEWHERE IN DARKENED CAVERNS BENEATH THE CITY...

MUST REMEMBER NOW I CAME HERE... WHO I AM...



BUT... THE HUMANS I FOUGHT... GAVE ME A NAME WHICH FITS ME NOW...

YET, I SEEM TO RECALL... I WAS NOT ALWAYS LIKE THIS!


MUST KEEP TRYING TO REMEMBER!





"YES...NOW IT BEGINS TO COME BACK TO ME! THE CIVILIZATION WE ONCE KNEW...THE GREAT, THRIVING METROPOLIS WHICH SPREAD THROUGHT THE ENLESS CAVERNS BELOW THE SURFACE..."


"THOUGH NONE FROM ABOVE COULD HAVE KNOWN IT, WE HAD EXISTED THERE SINCE TIME OUT OF MIND..."



"...FIGHTING OUR UNENDING, INNUMERABLE WARS..."

"...SMASHING ALL OTHER RACES WHICH OPPOSED US..."


"...YET ALWAYS IN TOTAL IGNORANCE OF AN EVEN LARGER WORLD OVER OUR VERY HEADS!"



"AND THOSE WHO ARE CALLED HUMAN'S KNEW NO MORE OF US... EXCEPT WHEN OUR CEASELESS WARFARE BURST THE VERY MOUNTAINS ASUNDER..."

"THUS WERE BORN WHAT MEN HAVE NAMED... VOLCANOES!"

"THEN, ONE DAY YEARS AGO, IN THE TEEMING AREA WHICH FORMED THE EXACT CENTER OF OUR MIGHTY SUBTERRANEAN EMPIRE..."



"THE TIME HAS COME... TO ASCEND THE MYSTERIOUS SHAFTS WHICH LEAD TO THE OUTER WORLD!"

"WE MUST LEARN IF THERE ARE OTHERS LIKE US... CREATURES WHOM WE CAN CONQUER!"

"ALL HAIL KING KRONO! WE MUST HAVE SLAVES!"

"ALL HAIL KING K...!"

"BUT, THE NEXT FATAL, FEARFUL MOMENT... THE EARTH ITSELF SEEMED TO STRIKE OUT AGAINST US... AS A DEAFENING SOUND WAS SUDDENLY HEARD..."

**BUH-ROO!**



"AND, IN THAT SINGLE, SHATTERING INSTANT... THE ENTIRE WORLD AS WE KNEW IT CAME CRASHING DOWN ABOUT US..."

WAIT, MY PEOPLE!  
DO NOT RUN... YOU  
MUST NOT PANIC!

I--PRINCE GOR-TOK--  
COMMAND YOU TO STAND  
YOUR GROUND AGAINST  
WHOEVER ATTACKS US!

# KRUMMBLE!

IT IS  
NO USE,  
MY PRINCE!

EVEN THE  
SON OF  
KING  
KRONO  
CANNOT--  
AAARRH!--

"THEN, AS THE VIOLENT TREMBLING ABRUPTLY CEASED... I, WHO HAD BEEN PRINCE OF A GREAT PEOPLE... CALLED OUT TO THE PITIFUL REMNANT WHO SURVIVED..."

DO NOT DESPAIR, MY SUBJECTS!  
WE SHALL DISCOVER WHO HAS  
SO TREACHEROUSLY  
ATTACKED US IN  
THIS WAY...

AND WE  
SHALL  
MERCILESSLY  
DESTROY  
THEM!

FOR, THERE ARE  
OTHER CITIES  
OF OUR NUMBERLESS RACE...  
THROUGH THE MILLION  
CAVERNS OF THIS PLANET!

"BUT THEN, IN THE WAKE OF THE MIGHTY BLAST CAME... THE SICKNESS! THE ILLNESS THAT SPREAD LIKE CAVE-FIRE... THROUGH ALL THE CITIES OF MY DOOMED RACE!"

"AND, ONE OF THE  
LAST TO GO WAS  
MY OWN PRINCESS  
...THE LOVELY INGAR!"

YES... NOW I FULLY REMEMBER  
THOSE FEAR-FILLED DAYS... WHICH  
I NOW KNOW WERE BROUGHT UPON  
MY PEOPLE BY THE HATED CREATURES  
OF THE OUTER WORLD!

YET, EVEN SO... WHAT GOOD DOES THAT KNOWLEDGE DO ME... AS I WANDER THROUGH MEASURELESS CAVERNS BENEATH THEIR TEEMING CITIES?

I, WHO WAS ONCE FAR  
MORE, AM NOW LESS  
THAN HUMAN! I AM...  
GROTESK-- THE  
SUB-HUMAN!

BUT IT WAS THE HUMAN'S  
ATOMIC RADIATION  
THAT MADE ME SO...  
THAT KILLED MY  
FATHER--MY PRINCESS--  
ALL MY ONCE-PROUD  
RACE!

FOR I AM... ALONE!  
AND ALONE I SHALL  
EVER REMAIN!

BUT, I WAS CHANGED  
BY THE RADIATION...  
CHANGED, AS THOUGH  
FATE DECREED THAT  
ONE OF MY RACE SHOULD  
SURVIVE TO WREAK AN  
AWESOME REVENGE!

AND, THIS I  
SWEAR... I,  
WHO WAS  
ONCE A  
PRINCE...

--THAT, IN DYING,  
I SHALL FIND  
A WAY TO  
DESTROY THE  
OUTER WORLD  
WITH ME!



AND NOW, WITH THAT PULSATING PRONOUNCEMENT RINGING IN YOUR SHELL-SHOCKED EAR...---

IT'S TIME TO DROP IN ON PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS...

ALL RIGHT, CYCLOPS...IT'S YOUR TURN! LET'S SEE WHAT YOU CAN DO!

USE YOUR OPTIC BEAM...AT ITS MOST NARROW... TO NUDGE OPEN THE LOCK ON THAT DOOR!

YES, SIR!

THE PROFESSOR SEEMS TENSE... SHORT-TEMPERED TODAY!

IS IT THE STRAIN HE'S BEEN UNDER LATELY... OR IS IT SOMETHING ELSE?

I SAID TO NUDGE IT, SCOTT...NOT SMASH IT TO BITS!



I'M... SORRY, SIR!

BLAST IT! I WAS THINKING ABOUT THE PROFESSOR...AND USED TOO MUCH POWER!

AND NOW, WHAT ABOUT YOU, WARREN? YOUR TEST IN EVASION TACTICS IS SCHEDULED NEXT!

REMEMBER...YOU'RE TO FLY WITH YOUR HANDS AT YOUR SIDE...AS AN EXERCISE IN AERIAL MANEUVERABILITY!

YES, SIR! HOW'S THIS?

EXCELLENT, ANGEL! YOU DODGED THOSE FORCE BEAMS WHILE FLYING AT ALMOST FULL SPEED!

GOOD! MAYBE THAT'LL TAKE SOME OF THE HEAT OFF POOR SCOTTY!

AFTER ALL, ANYBODY CAN MAKE A MISTAKE!

AND SO THEY CAN... FOR, THE NEXT SECOND...

WHOOOSH!

WH...? TREMENDOUS SUCTION! IT CAUGHT ME BY SURPRISE!

CAN'T STOP...! BEING PULLED INTO THAT DUCT!

RESCUE HIM WITH YOUR LEVITATIONAL POWERS, MARVEL GIRL... QUICKLY!

FASTER...FASTER!

I'M...DOING MY BEST, PROFESSOR!

THAT'S NOT GOOD ENOUGH... NOT YET!

IN HIS PRESENT STATE, ANGEL'S HELPLESS...AT THE MERCY OF ANY ENEMY!

THEN, AS THE LOVELY MUTANT COMPLETES HER SIMULATED RESCUE...

IT TOOK YOU EIGHT SECONDS TO PULL THE ANGEL AWAY FROM THAT SUCTION TUNNEL!

IF AN EVIL MUTANT HAD BEEN OPERATING IT, YOU WOULD BOTH HAVE BEEN AT HIS MERCY FOR THAT TIME...

...AND YOU WOULD BOTH HAVE BEEN DESTROYED!

AREN'T YOU BEING A BIT HARD ON JEAN AND WARREN, PROFESSOR?

AFTER ALL, YOU CAN'T EXPECT PERFECTION...

BUT I CAN, SCOTT... AND I DO! IN OUR SWORN ROLES, ANYTHING LESS THAN PERFECTION... IS VIRTUAL SUICIDE!

I... I SUPPOSE YOU'RE RIGHT, SIR!

SURE HE'S RIGHT, JEAN GAL... AS ALWAYS!

GREETINGS AND SALUBRIOUS SALUTATIONS, GROUP!

HANK-- AND BOBBY!

I TRUST THAT YOUNG MASTER DRAKE AND I ARE NOT INTRUDING UPON SOME TETRAGONAL TETE-A-TETE!

YOU'VE BEEN WARNED NEVER TO ENTER THE DANGER ROOM IN YOUR CIVILIAN CLOTHES!

TRUE, SIR... BUT, COMPARED TO OUR TUMULTUOUS TIPINGS, THAT'S A TRIFLING INCIDENTAL!

THERE'S NO SUCH THING, HENRY P. MCCOY, AS A "TRIFLING INCIDENTAL"... WHEN ONE IS A MEMBER OF A TEAM SUCH AS OURS!

RULES ARE MADE TO BE OBEYED... FOR, ANY DEVIATION FROM THEM MAY SPELL DISASTER, AS I'VE WARNED YOU COUNTLESS TIMES!

UHP! WE'RE... SORRY, PROFESSOR XAVIER!

APOLOGY ACCEPTED! BUT, GIVE YOURSELVES EACH TWO DEMERITS... WHICH MEANS NO TRIPS TO THE CITY FOR A MONTH!

BUT... PROFESSOR...!

NOW, I HAVE OTHER MATTERS TO ATTEND TO... IN MY STUDY!

THAT'S ENOUGH, HANK!

IF YOU'VE ANYTHING TO TELL ME, IT MUST WAIT UNTIL TOMORROW!

JEAN! ACCOMPANY ME, PLEASE... I'D LIKE A WORD WITH YOU IN PRIVATE!

I'M COMING, PROFESSOR!

HE'S SO COLD... SO STERN TONIGHT! AND, ONLY I CAN EVEN GUESS AT PART OF THE REASON WHY!



**BUT, MOMENTS LATER, IT IS A FAR DIFFERENT CHARLES XAVIER WHO CONFRONTS A PUZZLED MARVEL GIRL...**

I'M SORRY I GOT A BIT CARRIED AWAY, JUST NOW, JEAN!

I KNOW, SIR, AND YET...

STILL, IT'S ESSENTIAL THAT THE X-MEN ACT AS A PERFECT TEAM... NOW, MORE THAN EVER!

...IF ONLY YOU'D TELL THE OTHERS WHAT YOU RECENTLY TOLD ME...

**NO, JEAN! YOU'LL HAVE TO TRUST MY JUDGMENT! THE OTHER X-MEN MUST KNOW NOTHING OF... THAT MATTER!**

AND NOW, ARE YOU READY TO CONTINUE OUR EXPERIMENTS?

YES, PROFESSOR!

GOOD! FOR, EVEN WE CANNOT BE CERTAIN HOW UNIMAGINABLY VITAL THEY MAY BE...

**WHILE, IN ANOTHER ROOM...**

IS IT JUST ME... OR HAS THE PROFESSOR BEEN EXTRA TENSE LATELY... MORE DEMANDING THAN EVER?

YOU'RE NOT JUST CHIRPIN', JUNIOR BIRDMAN!

WHAT WAS IT YOU WANTED TO SAY TO HIM, HANK?

HUH? OH... IN MY EGO-DEFLATED STATE, I ALMOST FORGOT!

SETTLE BACK, LITTLE BUDDIES... WHILE I RELATE A REAL BELIEVE-IT-OR-NOT...!

**HOWEVER, SINCE WE'VE ALREADY HEARD THAT ONE, LET'S SWITCH TO A SCENE AT ARCHER COLLEGE, IN THE HEART OF MANHATTAN...**

SURELY, DR. HUNT, YOU DON'T EXPECT US TO ACCEPT WHAT YOU'VE JUST TOLD US!

IT'S TRUE... EVERY WORD OF IT!

AND, I'M PREPARED TO PROVE WHAT I SAID... HERE AND NOW!

BUT... TO CREATE EARTH TREMORS... WITH A MACHINE CALLED A NUCLEAR OSCILLOTRON?

IT'S IMPOSSIBLE... AND YOU KNOW IT!

**DO I? THEN, GIVE ME YOUR UNDIVIDED ATTENTION FOR A FEW MINUTES, MY SKEPTICAL FRIENDS...**

...AND I'LL PROVE TO YOU THAT EVEN A COLLEGE BOARD OF TRUSTEES CAN BE MISTAKEN!

ALL RIGHT, DR. HUNT... IN VIEW OF YOUR PAST ACCOMPLISHMENTS!

BUT, IF YOU CAN'T PRODUCE A MILD EARTH TREMOR, YOU'RE TO STOP DISCUSSING YOUR FAR-FETCHED THEORIES IN YOUR CLASSES!

FAIR ENOUGH!

**THUS IT IS THAT, SECONDS AFTERWARD, IN A DARKENED CAVERN FAR BELOW THE CITY...**

ANOTHER EARTH TREMOR!

**RRUMMMM**

YET, I CAME HERE... OF ALL PLACES WHERE ONCE MY PEOPLE DWELT... BECAUSE THERE ARE NO EARTHQUAKES HERE!

THEY MERELY REMIND ME OF THE ACCURSED DISTURBANCES CAUSED BY THE SURFACE-DWELLERS... WHICH DESTROYED MY RACE...

...AND OF MY OWN HELPLESSNESS THIS FAR IN WREAKING A JUST VENGEANCE UPON THEM!

FOR, WHAT HARM DOES IT DO TO DESTROY A FEW OF THEIR VEHICLES, WHEN...?

JUST THEN...

WHAT IS THAT?

RRRRRUMMBBL!

YET ANOTHER SLIGHT TREMOR!

IT CANNOT BE MERE CHANCE! THEY MUST BE DIRECTED AT ME... BY THE OUTER WORLD!

AND, IF THAT BE SO, I SHALL SEEK OUT ITS CAUSE!

THEN, I SHALL SMASH THAT CAUSE...AND ITS CREATORS!

BUT... WAIT! PERHAPS THAT FATE WHICH DOOMED MY PEOPLE HAS DECREED THAT THE HOUR OF MY REVENGE IS AT HAND!

PERHAPS I MAY USE THE SURFACE-DWELLER'S DEVICE... WHATEVER IT MAY BE... TO DESTROY THE EARTH AND ITS MASSES...

...THOUGH I MYSELF MUST PERISH IN THE HOLOCAUST!

MEANWHILE, BACK AT ARCHER COLLEGE...

WHAT? RUBBISH!!

ALL RIGHT, DR. HUNT... YOU'VE PROVED YOUR POINT!

BUT, IN SO DOING... YOU MAY HAVE HERALDED THE END OF THE EARTH!

IS IT, DOCTOR? ARE YOU POSITIVE?

"IF YOUR SO-CALLED NUCLEAR OSCILLOTRON CAN CAUSE MINOR EARTH TREMORS, HOW DO YOU KNOW YOU MIGHT NOT ONE DAY ACCIDENTALLY START A DREADFUL CHAIN REACTION?"



"...ONE WHICH MIGHT TEAR THIS PLANET APART AT ITS VERY CORE?"

RIDICULOUS, MR. CHALMERS!

WE'LL DISCUSS THIS LATER!

MY INVENTION IS TO BE USED ONLY TO BENEFIT MANKIND... IN WAYS WE CAN NOT YET DREAM OF!

MEANWHILE, I SUGGEST WE HAVE THE MACHINE MOVED TO A PLACE WHERE IT CAN BE CLOSELY GUARDED!

AGREED, GENTLEMEN!



AT THAT SELF-SAME INSTANT, IN WESTCHESTER COUNTY...

UH OH! THE PROF'S BACK... AND WE'RE UP PAST LIGHTS OUT TIME!

DON'T WORRY ABOUT THAT! I'VE SOMETHING MUCH MORE URGENT ON MY MIND!

I WANT YOU TO RE-LOCATE FOR ME... THE SUB-HUMAN CALLED GROTESK!

HUH? BUT, SIR... HOW DID YOU...?

YOU FORGET HOW EASILY I CAN READ YOUR THOUGHTS, BOBBY?

ALL OF YOU WILL RETURN TO THE SPOT WHERE THE STRANGE BEING WAS FIRST SEEN... ALL OF YOU BUT MARVEL GIRL!

YES SIR! LET'S GO, CREW!

ICEMAN AND I SHALL BE IN OUR COSTUMES IN A TRICE, SCOTTY!

WHAT'S WITH THE PROFESSOR'S SUDDEN INTEREST IN JEAN?

COULD IT POSSIBLY BE THAT HE'S... IN LOVE WITH HER... JUST AS I AM?

SOON, HOWEVER, THERE IS NO TIME FOR SUCH PONDERINGS... AS, IN A CERTAIN SUBWAY TUNNEL...

GIVE IT ALL YOU'VE GOT, BEASTIE!

YOU'VE GOT TO LOOSEN IT, HANK... SO MY EYE BEAMS CAN DO THE REST!

I'M STRAINING... TO CAPACITY... DEPUTY LEADER!

BUT THERE'S A LIMIT... EVEN TO WAIT!

BY GEORGE, I'VE GOT IT!

SPRAAK!

GOOD WORK, MR. MCCOY! AND NOW...

...I THINK I CAN FORCE IT THE REST OF THE WAY... WITHOUT USING UP ALL OF MY OPTIC POWER!

THERE SHE BLOWS!

HANK... WHAT...? WHY DID YOU LEAP-FROG OVER ME JUST THEN?

IF GROTESK IS INSIDE HERE, LOQUACIOUS LEADER, I WANT TO ASSURE MYSELF OF FIRST DIBS AT HIM!

BUT... HE'S NOWHERE IN SIGHT! AND THERE GOES ANGEL!

FIRST COME, FIRST SERVED, TWINKLE-TOES!

THEN, AS THE X-MEN ENTER THE OMINOUS, CRUMBLING RUINS...

AMAZING! SOME ALIEN CIVILIZATION MUST HAVE EXISTED HERE... BENEATH OUR VERY FEET!

AND NOW, IT LIES IN DESOLATE DECAY... AS IF ABANDONED FOR YEARS!

WHAT'S MORE, HANK, IT SEEMS TO EXTEND AS FAR AS THE EYE CAN SEE!

BUT, WHERE'S WARREN? HE'D BE NO MATCH FOR GROTESK... EVEN IF HE FOUND HIM!

THERE HE IS... SWOOPING AROUND LIKE A LITTLE LOST CANARY!

HAH! WHILE YOU THREE WERE PLODDING ALONG, I'VE SEARCHED EVERY INCH OF THIS PLACE...

...UP TO A POINT JUST AHEAD WHERE IT'S REALLY SEALED OFF!

AND, IT APPEARS OUR WEIRDO FRIEND HAS FLOWN THE COOP!

SOON, WHEN THE ANGEL'S VIEWS HAVE BEEN CONFIRMED...

I REALIZE, KIND GIRLS, THAT THE OLFACTORY PROCESSES ARE NOT CURRENTLY HELD IN HIGH ESTEEM BY LESSER LIGHTS THAN I...!

BUT, MY SENSE OF SMELL TELLS ME THAT GROTESK WAS HERE... AND RECENTLY!

THEN, WE'VE GOT TO TELL THE PROFESSOR WE'VE FOUND HIS LAIR!

NO GOOD, LEADER-MAN! I TRIED CONTACTING HIM ALREADY...

AND THERE'S TOO MUCH RADIOACTIVITY TO USE OUR WRIST-RADIOS!

YET, WHY DOESN'T THE PROFESSOR CONTACT US... AS HE COULD EASILY DO BY MENTAL TELEPATHY!

YOUR GUESS IS AS GOOD AS MINE, HANK!

MAYBE THERE'S SOMETHING ABOUT THIS PLACE THAT BLOCKS HIS MENTAL POWERS... OR MAYBE HE'S GOT OTHER THINGS ON HIS MIND!

IN EITHER CASE, WE'VE GOT TO GET IN TOUCH WITH HIM... SOMEHOW!

ANGEL, YOU AND ICEMAN GET BACK TO THE SCHOOL... WHILE THE BEAST AND I WAIT HERE!

YEAH, BUT THEN IF THAT OVER-GROWN MOP-HEAD COMES BACK, WE'LL MISS ALL THE FUN!

THERE'S NO FUN IN STORE FOR ANY OF US, BOBBY... AND YOU KNOW IT!

NOW, GET CRACKING! THAT'S AN ORDER, X-MAN!



BUT, EVEN AS THE X-MEN MOVE INTO ACTION, ZERO HOUR FOR THE EARTH IS ALREADY DRAWING NEAR, AS...



YOU... SURFACE-DWELLER! WHERE IS YOUR WEAPON... THAT WHICH CREATED THE EARTHQUAKES WHICH DECIMATED MY PEOPLE?

IS THAT YOU, DR. HUNT? I WAS JUST CLEANING UP, AND... YIPES!

WH-WHAT IN HOLY HANNAH IS THAT??

WHAT CRAVEN COWARDS THESE DWELLERS IN THE OUTER WORLD BE!

THIS ONE COLLAPSES ... IN STARK FEAR OF ME!



AND YET... WELL MIGHT HE TREMBLE IN ABJECT FRIGHT BEFORE... GROTESK, THE SUB-HUMAN!

FOR, WHEN I FIND THE WEAPON I SEEK ... I SHALL OBLITERATE THIS VERY PLANET... AND ALL THAT DWELL UPON IT!



SOON, IN THE TOP-SECRET X-MEN HQ...



JEANIE! ARE WE GLAD YOU'RE STILL AWAKE!

WHERE'S THE PROFESSOR? WE'VE GOT TO TALK TO HIM!

THEN, AFTER THE BOYS HAVE RELATED THEIR RECENT DISCOVERY TO JEAN GREY...



AND, YOU WANT ME TO GO BACK WITH YOU... TO RENDEZVOUS WITH SCOTT AND HANK?

I... I'D LIKE TO COME ALONG... BUT I CAN'T!

CAN'T... OR WON'T, LADY? I DON'T THINK YOU'RE LEVELING WITH US!

THAT STORY ABOUT THE PROF CUTTING OUT WON'T HOLD WATER!

THINK WHAT YOU WANT TO, WARREN... I STILL CAN'T GO WITH YOU!



BUT, YOU MUST BELIEVE ME...! I'M TERRIBLY WORRIED-- WORRIED ABOUT YOUR SAFETY!

YEAH! IT SHOWS ALL OVER!

SHE ACTS DISTRACTED... LIKE HER MIND'S A MILLION MILES AWAY!

IT'S AS IF SHE AND THE PROFESSOR... NO LONGER CARE WHAT HAPPENS... TO THE OTHER X-MEN... OR TO MANKIND! (14)

AND TAKE IT FROM US, TIGER... RIGHT ABOUT NOW, THE EARTH COULD USE A BIT OF CARING, AS...

THE DEVICE WHICH CAUSED THE EARTH TREMOR WAS GONE... SO I RETURNED HERE!

BUT WHEN THE SURFACE-DWELLER I CAPTURED REVIVES, I SHALL...



WHAT KINDA CRAZY DREAM DID I HAVE?  
I...



SO, SNEVING ONE... YOU HAVE AWAKENED!

TELL ME WHERE YOUR WEAPON IS TO BE FOUND, OR...

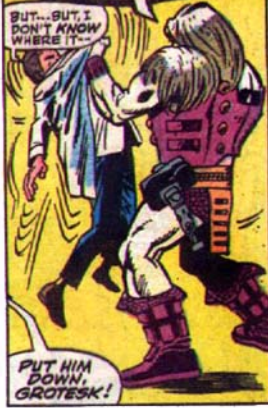
IT.. IT WASN'T A DREAM THAT I HAD, AFTER ALL...

IT'S HIM!

DO NOT SPEAK IN RIDDLES, WORM! TELL ME WHAT I WISH TO KNOW... OR I SHALL CRUSH YOU WITH MY BARE HANDS!

BUT... BUT, I DON'T KNOW WHERE IT...

PUT HIM DOWN, GROTESK!



SUPPENLY, AT THE TONE OF FEARLESS COMMAND IN THE UNEXPECTED VOICE, THE DENIZEN OF THE CAVERNOUS DEPTHS WHIRLS...

IT IS ONE WHOM I FOUGHT BEFORE... AND, HE HAS BROUGHT YET ANOTHER PUNY SURFACE-DWELLER WITH HIM... TO CHALLENGE ME--THE SUB-HUMAN!!



ONE.. TWO... OR A HUNDRED! IT MAKES NO DIFFERENCE! GROTESK SHALL DESTROY FIRST YOU...

... AND THEN... THE WORLD!!

YOU'VE SUMMED UP THE SITUATION MOST ADMIRABLY, YOU GORILLA-FACED GARGOYLE!

STAND ASIDE, CYCLOPS! THE BELLIGERENT BEAST HAS A BIT OF SCORE-SETTLING TO DO!

NO, HANK! WE ATTACK AS A TEAM!

WE'VE GOT TO HOLD HIM OFF... KEEP HIM AT BAY TILL THE OTHERS GET HERE!



NEXT ISH:

THE MIND-STAGGERING STORY YOU NEVER EXPECTED TO SEE... AND WE NEVER EXPECTED TO PRINT...  
"THE DEATH OF PROFESSOR X!"