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37  
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# WHAT IF... WOLVERINE HAD BEEN LORD OF THE VAMPIRES DURING

## INFERNO?



30TH  
ANNIVERSARY  
1962 1992



THE AMAZING  
SPIDER-MAN

**TIME**  **QUAKE**  
PART THREE OF FIVE







-- THE THIRD OF THE FOUR NEXI! WHOM YOU TIME KEEPERS ARE PLEDGED TO DESTROY?!

WAS NOT YOUR DESTRUCTION OF THE MENACING NEXUS IN ONE TIMELINE ENOUGH TO SAFEGUARD YOUR OWN?

WE CAN TAKE NO CHANCES WITH OUR VERY EXISTENCE HERE AT THE CITADEL AT THE END OF TIME, UATU.

TRUE, WE OBLITERATED ONE NEXUS...

... BUT THE FIRST NEXUS WE ATTEMPTED TO DISPOSE OF SURVIVED, AS YOU YOURSELF OBSERVED.

PLEASE ATTEMPT TO UNDERSTAND, WATCHER, THAT WE ARE NOT "EVIL" ENTITIES.

NEITHER ARE WE "GOOD," WHATEVER THAT TERM MAY BE DEEMED TO MEAN.

WE ARE SIMPLY INTERESTED, LIKE ALL INTELLIGENT BEINGS, IN OUR OWN SURVIVAL, ABOVE ALL ELSE.

WE ARE MERELY ATTEMPTING TO RECTIFY THE ERROR WE MADE WHEN WE MADE THAT BUNGLER IMMORTUS ONE OF OUR CUSTODIANS-- PAWNS, REALLY--

--AND HIS ACTIONS OVER THE YEARS, \* ALL SECRETLY INTENDED TO INFLUENCE THE MUTANT NEXUS KNOWN AS THE SCARLET WITCH, EVENTUALLY BROUGHT ABOUT A SHOWDOWN WITH THE AVENGERS WEST COAST..

-- AND FORCED US TO INTERVENE PERSONALLY-- IMMOBILIZING IMMORTUS IN LIMBO, TO AVOID POTENTIALLY DEVASTATING CONSEQUENCES TO THE ENTIRE MULTIVERSE.

AND MOST PARTICULARLY TO OURSELVES, OF COURSE.

\*AS REVEALED IN AWC#62, EVERY IMMORTUS APPEARANCE FROM AVENGERS#10 ONWARD HAS BEEN PART OF THIS COSMIC PLOT! --NO LIE!--CRAIG





OF COURSE.

DO NOT SEEK TO JUDGE US, WATCHER.

NOT EVEN THE LIVING TRIBUNAL, JUDGE OF JUDGES, WOULD PRESUME TO DO THAT.

WE MIGHT HAVE BEEN ABLE TO SPARE THE OTHER TWO NEXI, IF OUR ATTEMPT TO ELIMINATE BOTH THE OTHERS HAD GONE AS PLANNED...



BUT THE NEXUS NAMED FRANKLIN RICHARDS WAS SAVED BY THE ACTIONS OF THE FANTASTIC FIVE OF THE EARTH INTO WHICH HE WAS JUST BEING BORN...

...AND NOT EVEN OUR SUCCESS IN GETTING AORVAC TO WIPE OUT THE NEXUS-VISION IN ONE 22ND-CENTURY REALITY, DESPITE THE BEST EFFORTS OF THE COSMIC AVENGERS AND THE GUARDIANS OF THE GALAXY, COULD FULLY MAKE UP FOR OUR EARLIER FAILURE.

WHAT IS MORE, THE DR. DOOM AND IRONDROID OF THOSE TWO UNIVERSES VANISHED FROM THEIR RESPECTIVE TIMELINES--A FACTOR EVEN WE CANNOT EXPLAIN.

THUS, WE MUST ANNIHILATE THE TWO REMAINING NEXI--JUST TO BE ON THE SAFE SIDE, YOU UNDERSTAND.

SO--THE TIME KEEPERS STILL DO NOT KNOW IT WAS THE MYSTERIOUS ROBED WHISPERER WHO CARRIED OFF DOOM AND IRONDROID.

NOR SHALL I ENLIGHTEN THEM.



STILL, THEY SEEM SO SURE OF THEMSELVES. THEY WILL HARDLY MIND SATISFYING MY CURIOSITY...



AND WHO IS THE NEXUS YOU MEAN TO ELIMINATE IN THE THIRD ALTERNATE REALITY?

ONE OF WHOM WE BELIEVE YOU KNOW IN YOUR OWN.

ANOTHER MUTANT, AS IT HAPPENS--JEAN GREY, BY NAME.

NOW, MAY WE SUGGEST YOU DO WHAT YOU DO BEST--AND SIMPLY WATCH.

AND I DO.



YET, THE FIRST IMAGE I SEE IS THAT OF JEAN GREY'S CLONE--  
MADELYNE PRYOR, NOW BECOME THE GOBLIN QUEEN.

AND WITH HER--  
THE GENETIC  
MUTATION KNOWN  
AS MISTER  
SINISTER!

IN THIS  
REALITY,  
THEN, IT IS  
THE TIME  
KNOWN TO  
MANKIND AND  
MUTANTS  
ALIKE AS--  
"INFERNO!"\*

--I TELL YOU,  
DAUGHTER--  
DRACULA HAS  
RUINED ALL  
MY PLANS.

DRACULA IS  
DEAD,  
"FATHER"--

--TWICE  
DEAD, IN  
FACT.

MOST  
RECENTLY, AT  
THE HAND OF  
WOLVERINE.

\*SEE UNCANNY  
X-MEN #240-  
243.--CRAIG

DRACULA HIMSELF MAY BE GONE, TRUE--  
BUT BECAUSE OF HIS INTERVENTION,  
THE X-MEN AND ALL OTHER MUTANTS  
HAVE BECOME VAMPIRES--

--A SITUATION WHICH  
HAS SERIOUSLY UPSET  
MY BEST-LAID PLANS.

BUT WHAT CAN YOU DO ABOUT IT?

TO THAT, THE VIRTUALLY  
LIMITLESS AMOUNT OF  
INFORMATION I CONTROL  
HAS GIVEN ME THE ANSWER.

THE DARKHOLD-- THAT  
ELDRITCH BOOK WHICH CONTAINS  
THE FABLED MONTESI FORMULA--  
IS KEPT IN THE MANSION  
OF THE LATE DR. STRANGE.

WITH  
MY SUPERIOR  
POWERS,  
I SHALL  
REACH THAT  
TOME--

--READ THE ANCIENT FORMULA  
WHICH STRANGE WAS DECIPHERING  
BEFORE LOGAN KILLED HIM--

--AND THEREBY  
DESTROY ALL  
VAMPIRES, IN ONE  
TRIUMPHANT  
INSTANT!

MOSTLY  
GLADLY,  
"FATHER"...

WAIT HERE  
FOR  
MY RETURN!

... PARTICULARLY SINCE THE DEMON NASTIR'H  
AND I HAVE FAR MORE IMAGINATIVE PLANS FOR  
THE EARTH THAN MISTER SINISTER COULD  
EVER CONCEIVE...

OH YES,  
GOBLIN  
QUEEN...

...DON'T  
WE,  
NASTIR'H?

OH  
YESSSSSSSS!



WATCH WITH ME, NOW,  
MISTER SINISTER RACING  
THROUGH SUBTERRANEAN  
SEWERS TOWARD  
THE LATE WIZARD'S  
BLEECKER STREET ABOVE.

-- THOSE WHO  
ARE  
WATCHING HIM.

AND WATCH,  
AS WELL--

SUDDENLY,  
THE HANGING  
BATS  
TRANSFORM INTO  
UNDEAD  
MUTANTS--

-- THE-NEVER-MORE--  
APTLY-NAMED  
**X-TERMINATORS!**

SO--YOUR  
NEW LORD HAS  
STRANGE'S HOUSE  
GUARDED FROM  
ALL DIRECTIONS,  
DOES HE?

STOP  
HIM!  
KILL  
HIM!  
WOLVERINE  
HAS  
COMMANDED!

NOT MANY DAYS AGO, ALL  
THE X-TERMINATORS WERE TRUE  
CHILDREN, WITH CHILDREN'S  
NAMES: RUSTY, RICTOR, BOOM BOOM,  
SKIPS, AND WIZ KID.

NOW, AS VAMPIRES,  
THEY ARE MERELY  
DEADLY TRAVESTIES  
OF CHILDHOOD--



-- BUT THEIR PREY  
HAS NOT COME  
UNPREPARED.

YET HIS  
BLASTS DO  
NOT DRIVE  
AWAY THE  
REMAINING  
VAMPIRES.

INSTEAD, THEY MOVE  
WITH FLUID SWIFTNESS  
TO SURROUND HIM  
FROM ALL SIDES.

INSTEAD--

ACTUALLY, IT  
IS THE UNDEAD  
MORLOCK KNOWN AS  
CALIBAN HE STRIKES  
FIRST, WITH A BEAM  
OF PURE SUNLIGHT  
RELEASED WITH  
CONCUSSIVE ENERGY.

-- THEY  
ATTACK!

WHAT WAS  
THIS ONE'S  
NAME AGAIN?

OH, YES--  
RUSTY  
COLLINS.

WELL, RUSTY-- THAT WAS, THERE  
ARE MORE THINGS THAN LIGHT  
ALONE WHICH WILL SLAY A VAMPIRE.

THERE IS  
SILVER,  
FOR  
EXAMPLE.

PERHAPS EVEN  
THE MYSTERIOUS  
MISTER SINISTER  
HAS A FEW  
LINGERING QUALMS  
ABOUT FIGHTING  
UNDEAD CHILDREN.

AND, SINCE YOU WERE ALREADY  
DEAD, AND MERELY SERVING  
AN UNLIVING MASTER-- PERHAPS  
YOUR EXECUTIONER IS REALLY  
DOING YOU A FAVOR--

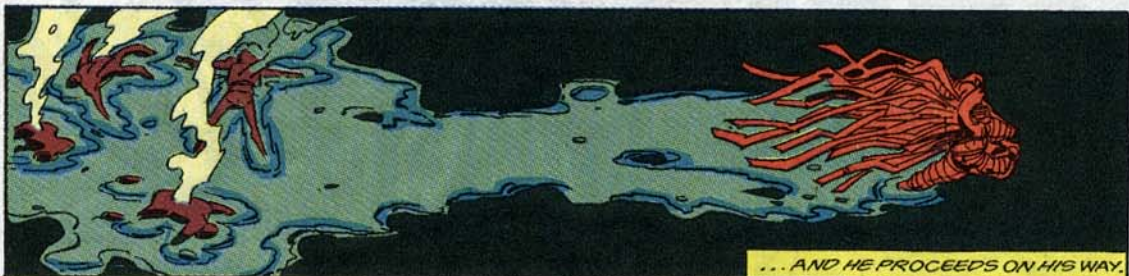
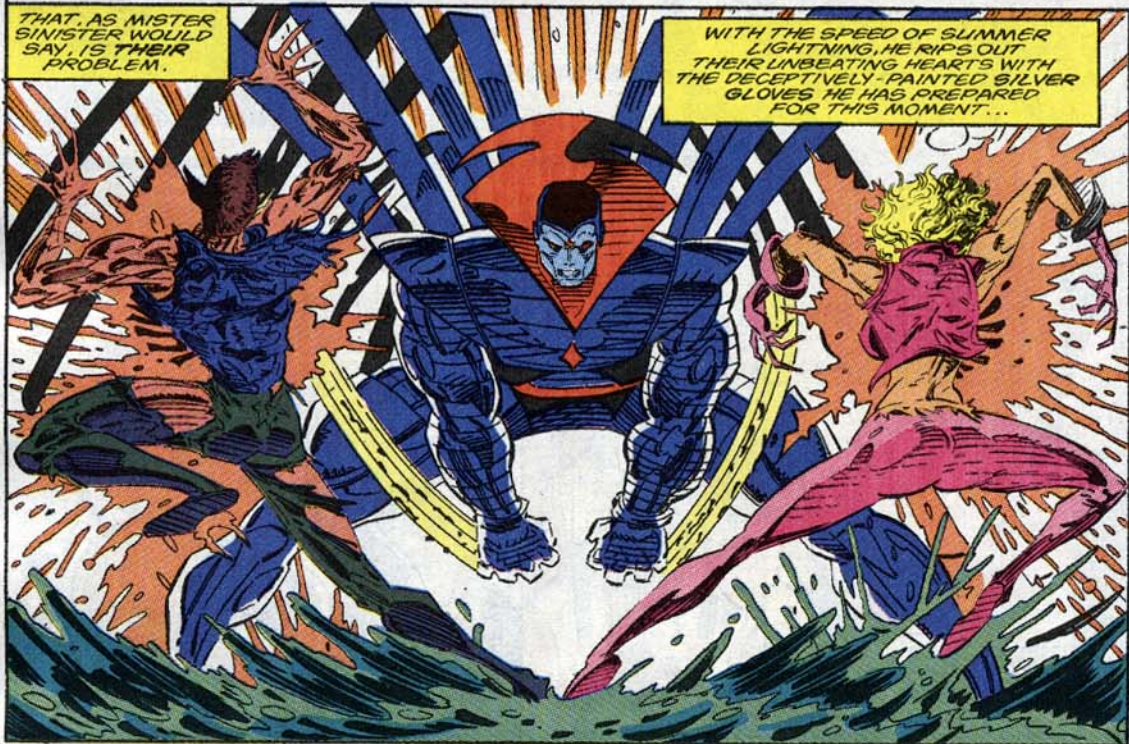


-NOT THAT  
THE LATE  
BOOM BOOM  
AND RICTOR  
WOULD SEE  
IT THAT  
WAY.



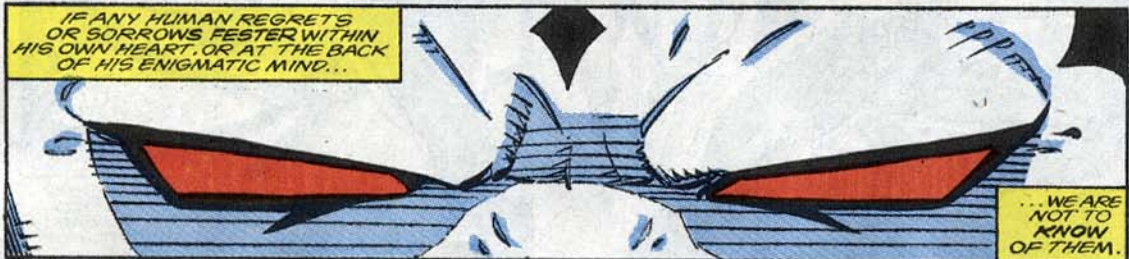
THAT, AS MISTER  
SINISTER WOULD  
SAY, IS THEIR  
PROBLEM.

WITH THE SPEED OF SUMMER  
LIGHTNING, HE RIPS OUT  
THEIR UNBEATING HEARTS WITH  
THE DECEPTIVELY-PAINTED SILVER  
GLOVES HE HAS PREPARED  
FOR THIS MOMENT...



... AND HE PROCEEDS ON HIS WAY.

IF ANY HUMAN REGRETS  
OR SORROWS FEETER WITHIN  
HIS OWN HEART, OR AT THE BACK  
OF HIS ENIGMATIC MIND...



... WE ARE  
NOT TO  
KNOW  
OF THEM.



NASTIR'H...

S'YM...

PREPARE  
THE BEGINNING  
OF --  
INFERNO!

MEANWHILE  
IN THE WORLD  
BETWEEN WORLDS  
KNOWN AS LIMBO,  
WHICH WAS ONCE  
THE DOMAIN OF  
IMMORTUS...

AS EVER, BOTH  
DEMONS, WHILE  
PRETENDING TO  
OBEY THE GOBLIN  
QUEEN, IN  
REALITY HAVE  
THEIR OWN  
HIDDEN AGENDAS.

NASTIR'H DREAMS  
OF THE TIME WHEN  
HE WILL KILL  
THE GOBLIN QUEEN  
AND BECOME  
THE MOST  
POWERFUL DEMON  
ON EARTH...

...WHILE S'YM  
WISHES TO GET  
HIS HAND ON  
THE SWORD OF  
ILYANA, SO THAT  
HE MAY BECOME  
RULER OF LIMBO.

"AH, BUT A DEMON'S  
REACH SHOULD  
EXCEED HIS GRASP."  
AS YOUR POET  
BROWNING ONCE  
SAID (MORE OR  
LESS), "OR WHAT'S  
A HADES FOR?"

STILL, BOTH  
ENTITIES COMPLY  
WITH THEIR  
MISTRESS'S  
WISHES--

--AND WITHIN  
A HEARTBEAT,  
HORDES OF  
DEMONS HAVE  
GATHERED,  
READY TO DO  
HER GRIM  
BIDDING.





**INFERNO!**

IT WAS AN  
APTLY-NAMED  
MOMENT IN TIME,  
WHEN FORCES  
FORGED IN FEAR  
AND FIRE WERE  
LOOSED UPON  
THE WORLD--

-- WHEN MANKIND  
TREMBLED WITH DREAD,  
NEVER KNOWING FROM  
INSTANT TO INSTANT  
WHERE SAFETY LAY,  
AND WHERE  
THE MURDEROUS MAW  
OF DEATH MIGHT OPEN  
WIDE TO ENGLUF IT.

IT IS NO  
DIFFERENT IN  
THIS ALTERNATE  
REALITY, WHOSE  
MEN AND WOMEN  
ARE AS REAL AS  
THOSE IN  
YOUR WORLD.

IF YOU COULD WISH THEM  
ANYTHING-- ANYTHING IN  
THE UNIVERSE-- AT  
THIS MOMENT, IT WOULD BE  
THAT THEY WERE NOT.



IN HIS UNDERGROUND LAIR, WOLVERINE,  
LORD OF THE UNDEAD, SOON LEARNS  
THAT THE TERRORS HE HAS UNLEASHED  
UPON THE EARTH HAVE A FEARSOME  
RIVAL...

SO, MYSTIQUE--  
DESTINY-- MY OWN  
PRIVATE POACHING-  
GROUND IS BEING  
INVADIED BY DEMONS  
FROM LIMBO, IS IT?

YES,  
MY LORD.

WILL YOU  
SEND FORTH  
A SPECIAL  
FORCE OF  
YOUR LOYAL  
LEGIONS,  
MASTER?

NOT ON  
YOUR  
UN-LIFE,  
DARLIN'.

THE WHOLE HUMAN RACE  
IS NOW JUST MY OWN  
PERSONAL HERD  
OF CATTLE--

-- AND THIS  
IS ONE MUTANT  
VAMPIRE WHO  
DOESN'T CARE  
MUCH FOR  
RUSTLERS!

COME ON,  
X-VAMPIRES--

OLD LOGAN IS  
GONNA LEAD THIS  
LITTLE MODERN-DAY  
NECKTIE PARTY  
HIMSELF!

--LET'S  
PARTY!



FOR UNTOLD CENTURIES, WHOLE SEGMENTS OF THE HUMAN RACE HAVE LIVED IN MORTAL FEAR OF THE MYSTERIOUS CREATURES THEY CALL-- VAMPIRES.

FOR A FAR SHORTER TIME, POPULATIONS HAVE TREMBLED AT THE MERE MENTION OF A MORE MODERN PHENOMENON: "MUTANTS."

TONIGHT, AS MANY OF THOSE WHO ONCE WERE HUMANITY'S SECRET PROTECTORS EMERGE FROM SEWER HOLES, SUBWAY ENTRANCES, AND DARK ALLEYWAYS TO FIGHT THE DEMONS OF INFERNO--

-- CAN MANKIND BE BLAMED IF IT DOES NOT KNOW WHICH SIDE TO CHEER FOR?

FOR NO MATTER WHICH SIDE TRIUMPHS-- HOMO SAPIENS MAY WELL BE THE ULTIMATE LOSERS.



THE DEMONS ARE  
A HARDY LOT.

THEY HAVE BEEN THE SCOURGE  
OF WORLDS BEYOND WORLDS  
AND HAVE TURNED TO THE EARTH  
AS MERELY THE LATEST  
CONQUEST AMONG MANY.

THEY WERE  
WRONG.

SUNSPOT.

DAZZLER.

NIGHTCRAWLER.

BUT FOR EVERY MUTANT  
WHO FALLS, SEVERAL  
DEMONS ARE DESTROYED.

SLOWLY AT FIRST, THEN  
MORE SWIFTLY, THE TIDE  
BEGINS TO TURN--

--UNTIL IT IS  
CLEARLY THE  
X-VAMPIRES  
WHO STAND ON  
THE EDGE OF  
VICTORY'S  
HEADY CLIFF.

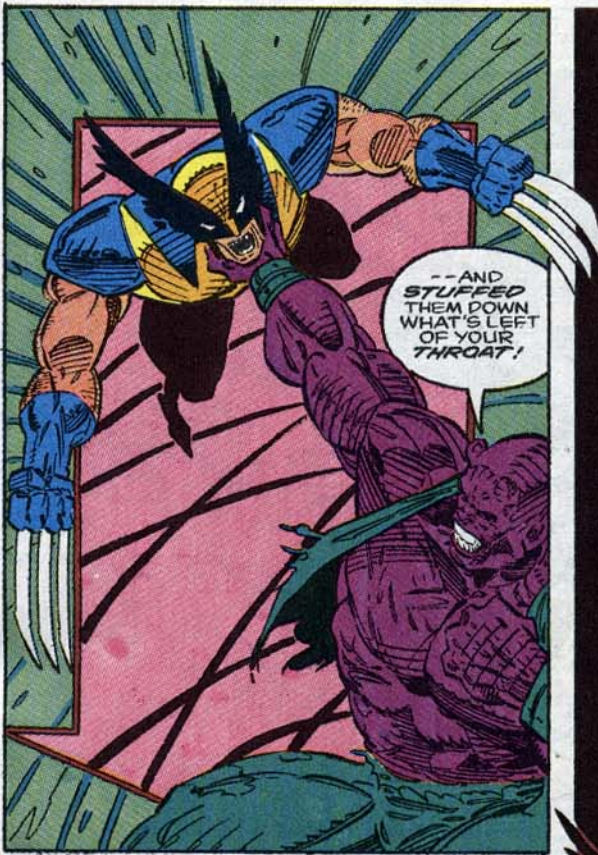
IN THIS PITCHED  
BATTLE BETWEEN  
SUPERNATURAL  
FORCES, MORE  
THAN ONE MUTANT  
VAMPIRE DIES  
THE DEATH FROM  
WHICH EVEN  
THE UNDEAD  
DO NOT RISE.

ALL RIGHT,  
S'YM--JUST  
YOU AN' ME  
NOW, BUB!

WHERE'S BIG  
DADDY NASTIR'H--  
OR DON'T HE WANT  
TO DIRTY  
HIS PAWS?

I WILL DEAL  
WITH NASTIR'H,  
YOU MUTANT MUCUS.  
AFTER I HAVE TORN  
YOUR ADAMANTIUM  
CLAWS OUT BY  
THEIR ROOTS--





--AND STUFFED THEM DOWN WHAT'S LEFT OF YOUR THROAT!



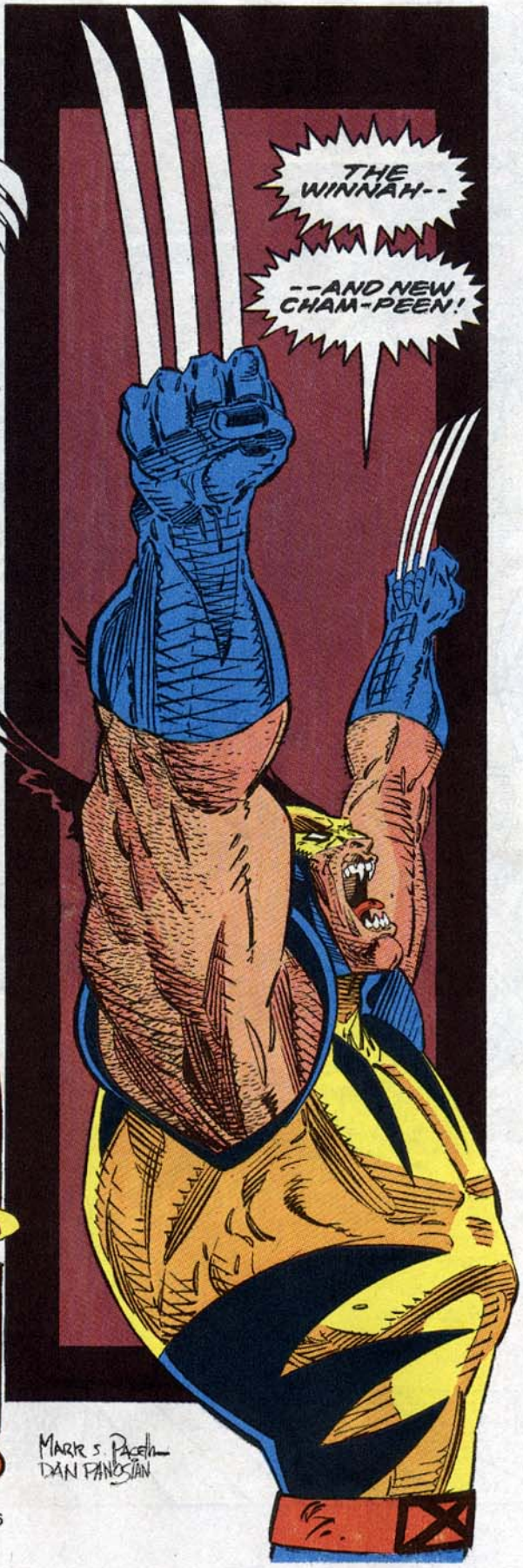
MISTER--

YOU'RE GONNA GET IT--



--IN THE NECK!

MARIE S. PAGEL  
DAN PANOSIAN



THE WINNAH--

--AND NEW CHAM-PEEN!



WHILE, BACK IN THE WORLD CALLED LIMBO...

THAT  
ACCURSED  
FOOL  
SY'M!

I SHOULD NEVER  
HAVE AGREED TO  
AN ALLIANCE  
WITH HIM--

BUT NOW, HE  
HAS LEFT THE WAY  
OPEN FOR THE  
X-VAMPIRES TO  
PERHAPS INVADE  
MY OWN  
DIMENSION.

--NOT THAT  
EITHER OF US  
INTENDED TO *HONOR*  
OUR AGREEMENT  
WHEN THE TIME CAME,  
OF COURSE.

YOUR ENTIRE  
FORM IS  
QUAKING.

COULD IT BE  
THAT THE GREAT  
NASTIR'H IS  
AT HEART,  
A COWARD?

BEWARE,  
WOMAN! MY  
PATIENCE IS A  
SHALLOW  
POOL!

AND WHAT WILL BE  
YOUR EXCUSE FOR  
NOT TAKING ME TO  
TASK, DEMON--

--WHEN I CONCUR  
WITH THE GOBLIN  
QUEEN'S ASSESSMENT  
OF YOUR COURAGE?

I DARE,  
NASTIR'H.

I--

WHAT?  
WHO  
DARES--?



--DORMAMMU,  
MASTER OF  
THE DARK  
DIMENSION!



-- WHICH WILL SET  
AFLAME YOUR SOMBER  
WORLD OF SHADOWS!



FOOL! I WAS  
BORN ONE OF  
THE FALTIME, WHOSE  
VERY BEINGS BLAZE  
WITH IMMORTAL  
INCANDESCENCE!

A MOTH MIGHT  
AS SOON HOPE TO  
SNUFF OUT THE  
SWIRLING SUN!

I HAVE STOOD BY,  
IN MY OWN UNIVERSE,  
FOR AS LONG AS I  
COULD ENDURE IT--

--WATCHING SOME  
MINOR DEMON WHO  
THOUGHT HIMSELF  
READY TO PLAY  
THE STAKES OF  
THE GODS!

AT LAST,  
I DECIDED  
I MUST  
INTERFERE.

YOU SHOULD HAVE  
REMAINED IN YOUR  
OWN BENIGHTED  
SPHERE,  
DREAD ONE.

YOU LORD IT  
OVER  
DARKNESS,  
PERHAPS--

--BUT MINE  
IS AN INFERNO  
OF LIGHT  
AND FIRE--



AND NOW, MY DEAR-- MAY I  
SUGGEST AN ALLIANCE BETWEEN  
THE TWO OF US, INSTEAD?

WITH MY NEMESIS DR. STRANGE  
DEAD, THE WAY IS CLEAR FOR US  
TO RULE A VIRTUAL ARCHIPELAGO  
OF WORLDS AND WONDERS, STRING  
OUT LIKE PRICELESS PEARLS  
ACROSS THE THROAT OF  
THE MULTIVERSE--



--GOBLIN QUEEN,  
AND THE DARK  
DIMENSION'S  
UNDISPUTED LORD!

YOU TALKED  
ME INTO IT.



THUS, ONE MOMENT,  
THE X-VAMPIRES OF  
THIS EARTH ARE  
EXULTING IN  
THEIR TRIUMPH--

WE'VE GOT THOSE  
NASTIES ON THE RUN,  
FELLOW DEADIES!

THE NEXT, A PORTAL YAWNS--LIKE  
AN EYE BLINKING OPEN FROM OUT  
OF NOTHINGNESS--AND VAST, HULKING  
SHAPES POUR THROUGH IN  
SAVAGE PROFUSION:

THE MINDLESS  
ONES--FRESH FROM  
THEIR MEANINGLESS YET  
UNENDING  
SELF-DESTRUCTIVE  
WARFARE IN A SIDE-  
POCKET OF  
DORMAMMU'S REALM.

ANOTHER INSTANT,  
AND THESE IN TURN  
ARE FOLLOWED BY  
OTHER DEMONS  
FROM THE DREAD  
ONE'S DARK  
DIMENSION.

EXHAUSTED BY THEIR  
HARD-WON VICTORY  
OVER NASTIR'H'S DEMONS,  
THE UNDEAD MUTANTS  
REEL BEFORE THIS  
NEW ONSLAUGHT--

AND NO STAKE THROUGH  
THE HEART--NO BEHEADING--  
EVER DESTROYED A VAMPIRE  
MORE DECIDEDLY THAN DO THE  
RAYS EXUDED FROM THEIR  
NIGH-BRAINLESS HEADS--

-- BEGINNING WITH  
THE ONE CALLED  
CANNONBALL.





BUT HE IS FAR FROM THE LAST TO FALL.

WITNESS THIS ENTITY, DEFIANT TO THE LAST.

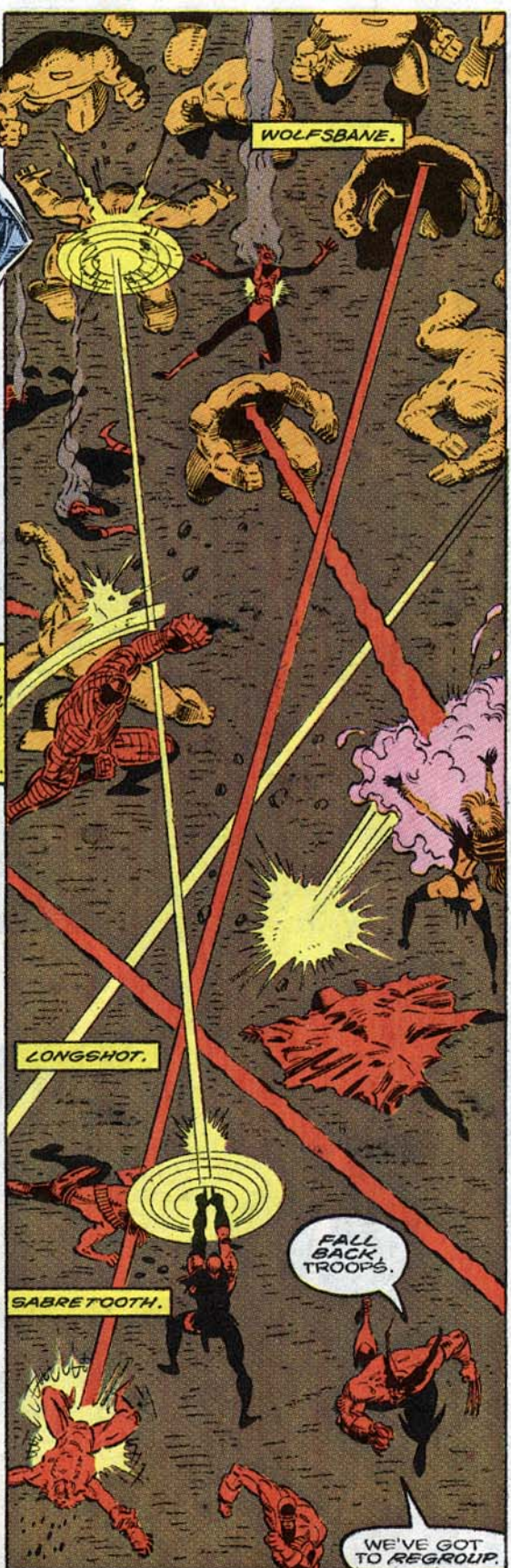
NOT LONG AGO, HE WAS BOBBY DRAKE, ALSO KNOWN AS ICEMAN.

SINCE HIS RECENT DEATH AND UNHOLY RESURRECTION, HE WOULD PERHAPS BETTER BE CALLED ICE-VAMPIRE.

NO MATTER.

HE PERISHES AGAIN--FOR THE FINAL TIME--

--AS DO OTHERS:



WOLFSBANE.

LONGSHOT.

SABRETOOTH.

FALL BACK, TROOPS.

WE'VE GOT TO REGROUP.









I CHECKED IT  
OUT OF THE LIBRARY  
OF THE LATE  
*DR. STRANGE*--AND  
WITH IT, I CAN  
EITHER DESTROY  
YOU FEW REMAINING  
VAMPIRES--

--OR, ON  
THE CONTRARY,  
GRANT YOU  
GREATER  
POWER THAN  
EVER!

THE CHOICE  
IS YOURS...

...THOUGH I  
SUGGEST YOU  
MAKE IT  
QUICKLY.

WHAT'S  
THE CATCH,  
BUB?

THERE'S  
ALWAYS  
A CATCH!

QUITE SIMPLE, REALLY.  
I DON'T WANT THE EARTH  
TO FALL INTO THE HANDS OF  
*DORMAMMU* AND HIS ATTENDANT  
DEMONS ANYMORE THAN  
YOU DO.

SO I WILL  
SAVE IT--  
AND YOU--

--BUT ONLY  
IF YOU WILL  
AGREE TO BE  
EXILED FROM  
EARTH--  
FOREVER!

YOU HAVE  
FIVE  
SECONDS  
TO DECIDE.

I WOULD  
GREATLY  
APPRECIATE  
IT, HOWEVER,  
IF YOU COULD  
DO SO IN  
THREE.

THOSE ARE  
THE MINDLESS  
ONES I HEAR  
GALLUMPING  
TOWARD US,  
AFTER ALL.



IT DON'T EXACTLY TAKE AN *EINSTEIN* TO  
FIGURE OUT OUR OPTIONS, DOES IT?



ALL RIGHT,  
SINISTER--

--SHOW ME  
THE DOTTED  
LINE!



ONE VAGUELY LATINESQUE INCANTATION LATER, THE X-VAMPIRES ARE BOUND, EVEN SOULLESS AS THEY ARE, TO THE MYSTERIOUS MR. SINISTER.

A SECOND ONE--

--AND THEY ARE SUDDENLY INFUSED WITH A NEW DARK AND UNHOLY ENERGY BEYOND EVEN WHAT THEY HAD KNOWN BEFORE.

LET'S GO, SWEETIES! IT'S TIME FOR ROUND TWO--

--AND THERE AIN'T GONNA BE NO THIRD ROUND!



SOON, IN HIS DARK DOMAIN,  
DORMAMMU BECOMES AWARE OF  
A SHIFT IN FORTUNES...

INCREDIBLE!  
THE TIDE IS  
TURNING  
AGAINST  
MY FORCES--

--EXCUSE ME,  
GOBLIN QUEEN--  
AGAINST  
OUR FORCES.

I DETECT ELDritch ENERGIES WHICH I  
THOUGHT NO ONE ON EARTH CAPABLE OF COMMANDING,  
NOW THAT DR. STRANGE IS DEAD.

WHAT  
ENERGIES,  
ALLY?

ENERGIES THAT ARE  
AS OLD AS THE  
BEGINNINGS  
OF TIME  
ITSELF, WOMAN.

THE ENERGIES  
OF **CHTHON**,  
THE ELDER  
GOD!

DREAD ONE!

THE MUTANT VAMPIRES  
HAVE BEGUN TO  
INVADE THE DARK  
DIMENSION!

WHAT?  
SOUND THE  
COUNTERATTACK  
AT ONCE!

OF COURSE!  
SOMEONE HAS  
BREACHED STRANGE'S  
DEFENSES--AND  
ACQUIRED HIS BOOK--  
THE DARKHOLD!  
I MUST--

THIS  
SACRILEGE  
MUST BE  
AVENGED!

BUT ANGRY WORDS ALONE--EVEN THOSE OF  
DORMAMMU--CANNOT STAND AGAINST THE  
MARAUDERS WHO POUR INTO HIS DOMINIONS!

FOR THE SURVIVORS ARE SOME  
OF THE MOST POWERFUL OF  
THE X-VAMPIRES--COLOSSUS,  
ROGUE, HAVOK, ARCHANGEL--

--LED BY WOLVERINE,  
HIS ADAMANTIUM CLAWS  
POWERED BY A FIERCE  
MUTANT VITALITY NOW  
ENHANCED BY THE  
DARKHOLD'S BLACK MAGIC.

BITE THE BIG ONE, UGLY!



NEVER LET IT BE SAID,  
HOWEVER, THAT THE  
DREAD DORMAMMU  
IS ONLY A  
CONSTITUTIONAL  
MONARCH.

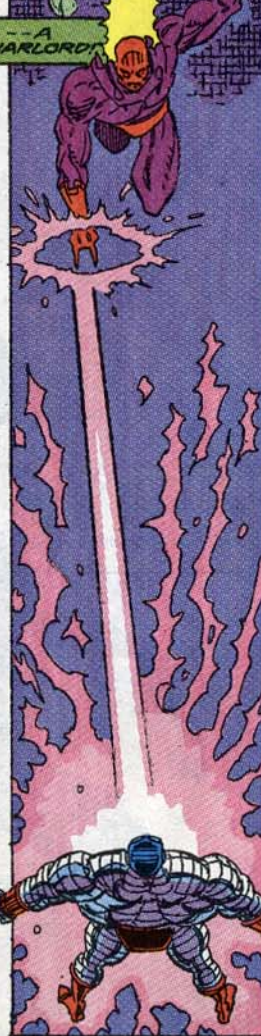
RATHER, HE IS  
AN EXHORTER--

--A LEADER--

--AND, WHEN  
NECESSARY--



--A WARLORD--



NOR IS THE FORMER  
MADELYNE PRYOR  
A MERELY TITULAR  
SOVEREIGN.

THE GOBLIN QUEEN  
DARES SET HER FOOT  
AS FAR AS  
DORMAMMU OR ANY  
OF HIS DEMONS--

...TILL SHE  
COMES UPON  
THE ONE  
X-VAMPIRE  
WHO CAN  
MATCH  
HER IN  
FIERCENESS  
AND FURY.



JEAN  
GREY,  
ONCE  
MARVEL  
GIRL--

--LATER PHOENIX--

--THE MUTANT FROM WHOM  
MADELYNE PRYOR WAS  
ORIGINALLY CLONED!

GOBLIN QUEEN AND VAMPIRE  
STAND FACE TO FACE-- EACH  
KNOWING THAT ONLY ONE OF  
THEM CAN SURVIVE THIS  
MONUMENTAL MEETING...





... AND IT IS AT THAT PRECISE INSTANT THAT A MYSTERY-SHROUDED FIGURE APPEARS--

-- BUT ONLY TO ONE AMID THE FRAY.

JEAN GREY...

TIME STANDS STARK-- STILL AS HER ASTRAL BODY IS PULLED FROM HER PHYSICAL SELF--

... AND SHE HEARS A BRIEF LITANY NOT UNLIKE THAT WHICH DR. DOOM AND IRONDROID HEARD BEFORE HER, ON TWO ALTERNATE REALITIES.

YOU MUST DEFEAT WOLVERINE'S FORCES-- FOR IF THE X-VAMPIRES LOSE, DORMAMMU WILL SWALLOW NOT ONLY THE EARTH, BUT YOUR ENTIRE UNIVERSE.

THERE IS BUT ONE WAY TO TOTALLY DEFEAT DORMAMMU-- AND YOU KNOW WHAT IT IS!

YES, BUT I-- I WON'T DO IT!



IT'S TOO-- HORRIBLE!

THE WHISPERER DOES NOT ANSWER... KNOWING THAT, DEEP WITHIN, JEAN GREY'S ONCE-HUMAN MIND, HE HAS MADE HIS POINT.

THIS, THE UNKNOWN ONE SENDS HER ASTRAL SELF BACK TO HER CORPOREAL FRAME...

... KNOWING FULL WELL THAT SHE WILL DO-- WHAT SHE HAS TO DO.



SHE WILL BECOME AGAIN THE ENTITY KNOWN AS--





# PHOENIX

THE PHOENIX FORCE  
HAS BEEN A SHATTERER  
OF WORLDS--  
A DESTROYER  
OF MULTITUDES--

-- AND TO ONCE MORE  
SHARE HER BODY WITH  
IT IS A TERRIFYINGLY  
PAINFUL EXPERIENCE, EVEN  
FOR ONE WHO HAS  
TRANSMOGRIFIED INTO  
A VAMPIRIC STATE.

BUT THE EARTH  
IS JEAN GREY'S  
WORLD-- EVEN IF  
ONLY FOR A LITTLE  
TIME MORE--

-- AND SO SHE OPENS  
HERSELF AS A COSMIC  
CHANNEL FOR THIS  
MOST POWERFUL  
OF ENERGIES--



-- AND SO  
DISINTEGRATES  
THE GOBLIN  
QUEEN, AS IF  
SHE WERE  
A DRY LEAF IN  
A FOREST  
SUDDENLY  
A FLAME.



THEN JEAN GREY-- THE PHOENIX  
RISEN FROM HER OWN ASHES--  
TURNS ON DORMAMMU--



--AND THE LIGHT  
ANNIHILATES THE  
DARKNESS--

--FOREVER.

WE--HAVE  
WON, LORD  
WOLVERINE.

PERHAPS WE  
MUST NOW GO  
INTO EXILE FOR  
ALL TIME--BUT  
STILL WE WON!

YOU WASTE  
WORDS IN  
SPEAKING TO  
LORD WOLVERINE,  
JEAN GREY.

HE IS  
GONE--

--VANISHED  
INTO THIN AIR,  
IN THE VERY  
MOMENT OF  
YOUR TRIUMPH!

IT MAY COME AS A SCANT SURPRISE  
TO THOSE WHO HAVE FOLLOWED THE  
PROGRESS OF THE TIME KEEPERS'  
ANTI-NEXUS CAMPAIGN TO LEARN  
WHERE THE VAMPIRE LOGAN HAS GONE.

LIKE IT OR NOT--  
HE IS NOW BETWEEN  
THE WORLDS, IN THE  
HANDS OF THE ENIGMATIC  
WHISPERER--

--FOR A PURPOSE WHICH  
NEITHER HE NOR I CAN  
YET FATHOM.



WHILE, ON EARTH, WITH THE X-VAMPIRES NOW GONE INTO EXILE, A MASSIVE FIGURE AFFECTIONATELY TOUCHES THAT WHICH WILL SOON TAKE THEIR PLACE...

AH! MY PRECIOUS CLONE TANKS...!

YOU AND I WILL RE-CREATE JEAN GREY AND ALL THE X-MEN, IN THEIR PRE-VAMPIRIC FORM, FROM TISSUE SAMPLES I HAVE STOLEN OVER THE YEARS.

THUS, THIS TIME, THE MUTANTS-- AND THROUGH THEM THE FUTURE-- WILL TRULY BELONG TO MR. SINISTER!

WHILE, IN THE CITADEL AT THE END OF TIME, I MAKE SOLD TO CHALLENGE MY TRIO OF HOSTS...

JEAN GREY WILL BE CREATED ANEW-- AND THE NEW JEAN GREY, BY HER VERY NATURE, WILL BE AS MUCH THAT WORLD'S NEXUS AS WAS THE ORIGINAL.

WAIT! NOW ONE OF YOU IS VANISHING--!

YOU HAVE LOST A SECOND TIME OUT OF THREE, TIME KEEPERS...!

THE SITUATION FOR THE MULTIVERSE, I SENSE AT ONCE, HAS NOW BECOME CRITICAL...

AND SOMEWHERE FAR OFF, IN THE VAST HALLS OF THE ALL-IMPORTANT TIME VARIANT AUTHORITY...

EMERGENCY!

EMERGENCY!

EMERGENCY!

EMERGENCY!

TIMEQUAKE OF 22.8 MAGNITUDE ON THE SIMONWALT SCALE--

THIS COULD BE THE BIG ONE!

NEXT:  
"TIMEQUAKE" TREMOR!!--  
WHAT IF THOR HAD BECOME A THRALL OF SETH?





Editor—Craig Anderson

Assistant Editor—John Lewandowski

MARVEL COMICS GROUP—387 Park Avenue South—New York, New York—10016

Attention correspondents: All letters considered for publication must include your name and address, though we will withhold that information upon request.

Dear Craig,

Whoa! "What If... The Fantastic Four's Second Child Had Lived" was one of your most original and intriguing ideas yet! The second story in this issue was by far the best. Ron Marz has impressed the heck out of me with his work on SILVER SURFER, and here he supplies yet another TERRIFIC piece of work! I was, quite frankly, astonished that the story directly shows the interests of the people to be very different from the interests of the American government. My attitude toward Western governments isn't one of much trust, either, but I certainly did not expect such a view to be put forth in as firm a manner as it was done in this comic.

I realize that the American government of the Marvel Universe is not the same as in the real world, but it most assuredly draws parallels!

Thank you very much for this story. Oh, and great cover. It was by Tom Morgan, wasn't it?

Tue Sorenson  
Blytaekkerporten 135  
DK-2650 Hvidovre  
Denmark

You guessed it, Tue! That great cover was by none other than Tom Morgan and we were pleased as punch (whatever that means) that he did it, too. As for the statements on government that appeared in that issue, everyone is entitled to his/her opinion, but don't think that everyone follows any government blindly without seeing its faults. Even in Nazi Germany, not everyone believed Hitler was right.

Dear Watcher,

I have just read issue #30 and it's one of the best stories I ever read. I was at first just a Spidey and Punisher fan, but now I buy WHAT IF...? too.

To start off, the story was great and so was the art. On page 15, panel 2, and page 22, panel 2, the art was better than ever, probably the best I've ever seen.

In the second story it was a relief to find out that everyone was all right during the birth. Another unexpected event was the break-up of the Avengers. Even the Punisher was a good touch, but I think that there should have been a little more of him.

To sum it up, keep up the good work and here's an idea for you: "What If... The Watcher Became a Super Hero?" Pretty neat, huh?

Ben Kilmer  
32 Winter St.  
Troy, NY 12180

Glad you liked the story, Ben. But hey, if the Watcher were a super hero, he would be compelled to right all the wrongs that he sees in the different timelines, and that would really cause a mess! He IS a super BEING though. Try to be happy with that.

Dear Watchers,

Okay, I'll say it — WOW! Issue #30 was a great draw. I read WHAT IF...? once in a while, and when I saw the Fantastic Four, I immediately picked it up. The Fantastic Four often runs in your title, and I'm always interested in seeing what alternate reality is in store for the famous foursome.

You have done one heck of a job on this book. You don't usually get the big name artists, no offense, but still you come through with a good book. This story is really one of the best done on the Fantastic Four, and I've been reading FANTASTIC FOUR for quite some time. The fun part is knowing that even with all the hardships and death, they won't affect the main title and their characters. That title is proving interesting enough currently, but seeing as there is only one title, this "crossover" was quite enjoyable. Thanks.

Go ahead and print my address. I ain't scared.

Roger L. Anderson  
5166 S. Nicholson Ave.  
Cudahy, WI 53110

You are a brave, brave man, Roger.

Dear Watchers,

I've just finished reading issue #30. Now I've got to tell you I totally loved it. In the first story I loved the way Dr. Doom and Franklin were teamed up to zap little Susie into the Negative Zone. In the second story, I loved the way you kept readers hanging when Captain America busted into Gyrich's office. Question is, will you do double issues in #40 and #50?

Chris Fuller  
502 Washburn Ave.  
Edin, NC 27288

Well, Chris, we will be having more double-sized issues, and issues with more than one story in them, but we haven't set the specific issue yet. Issue #40 will not be double-sized, but it will feature "What If Storm Had Remained a Thief?" by Ann Nocenti, Steve Carr and Joe Rubinstein!

Dear Craig,

I've just finished reading issue #31. I'd like to compliment you on your superb work! The inking, the story and the cover were all excellent. I have also wondered what would've happened if Spider-Man had kept his cosmic powers. Well, this comic book really helped me see that.

On page 30, Mary Jane had her baby without the Watcher saying, "NINE MONTHS LATER," or one of those yellow boxes saying those exact words. So how did Mary Jane have her baby in probably one or two nights? My only solution is that the Cosmic powers had something to do with it! Now, try to figure that out! Thanks for an excellent comic.

Raymond Luu  
99 Abalone Way NE  
Calgary, Alberta  
T2A 6A1

Now that IS a stretch, Raymond. Don't worry, we didn't put Mary Jane's body through that little ordeal. Regular childbirth is painful enough.

Dear Watchers,

First, I'd like to say I enjoyed reading issue #31. I always wondered what Peter Parker's life would have been like if he kept his cosmic powers. I guess that was a "What If" that was destined to be. I've always enjoyed this book because you look at a storyline in another direction that keeps people satisfied and happy. Keep up the good work.

Secondly, I've been writing to Marvel Comics for years and not once has one of my letters been put in print! I just don't understand why? Must I send a fee, flowers and candy, a singing telegram? WHAT! Please tell me, I'd like to know.

Rahim Rahaman  
32126 Clawson  
New Haven, MI 48048

No, no, Rahim, Nothing so drastic. Bungee jumping from the top of the Empire State Building will be enough. (And before any of you out there take us seriously — WE'RE JUST KIDDING!) See, we printed your letter, so untie that rope from around your waist and see what we have coming up for you in just thirty...

**NEXT ISSUE: The Time Keepers proclaim that Odin must die! And, in an alternate reality in which Asgard has been conquered by the Egyptian gods, they set out to make that goal a reality! But the battle quickly escalates into a literal War Of The Gods, and the Timequake threatens the fabric of all reality! You dare not miss... "What If Thor Became a Thrall of Seth?"**