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X-MEN
"the BROTHERHOOD of EVIL MUTANTS!"

YOU ARE GAZING AT A SIGHT WHICH FEW HOMO SAPIENS HAVE EVER BEEN PRIVILEGED TO WITNESS... THE AWESOME DANGER ROOM WHERE PROFESSOR XAVIER TRAINS HIS HOMO SUPERIOR MUTANT STUDENTS FOR THE DANGERS WHICH AWAIT THEM!

Faster, Hank! And beware of sudden traps!

The test has lasted fifty seconds so far! How much more can Hank McCoy take?

I've managed to dodge everything the Professor could throw at me, but the worst is still ahead!

Sensational Script by: Stan Lee
Dynamic Drawings by: Jack Kirby
Imaginative Inking by: Paul Reinman
Legible Lettering by: Art Simek
A POWER MACE! GOT TO GRAB THIS OVERHEAD RING!!

A NEW TRAP--FALLING DISCS! MY ONLY HOPE IS TO KEEP Zig-Zagging!!

THIS ROPE WILL GET ME OVER THE WATER OBSTACLE AHEAD--

NO! I WAS Too CARELESS--IT ISN'T A ROPE! ONLY A CANOUIED STRIP OF PAPER!

YOUR SURVIVAL TIME WAS SIXTY-TWO SECONDS, HANK NOT BAD!

REMEMBER THIS LESSON, HANK McCoy! NO MATTER WHAT DANGER FACES YOU, THINK TWICE BEFORE TRUSTING A SUDDEN MEANS OF ESCAPE!

Bobby Drake--TAKE YOUR PLACE AT THE OTHER END OF THE DANGER ROOM!

YES SIR, PROFESSOR! I'VE BEEN PRACTICING ALL WEEK! THIS TIME I'M SURE TO GET A PERFECT RATING!

NO MATTER WHAT YOU THROW AT ME, YOUR BOY THE ACESMAN WILL WHIP UP AN Icy DEFENSE IN JIG TIME--LIKE THIS LITTLE INSTANT-FREEZE ROLLER COASTER!! WHEEE!

I'VE WARNED you AGAINST OVERCONFIDENCE, BOBBY! WHATEVER YOU CAN CREATE OUT OF ICE CAN BE SHATTERED--LIKE THIS!

HOLY COW!! WHERE'D THAT COME FROM??!
DON'T WASTE TIME WONDERING! THAT'S A RED HOT CAULDRON BELOW YOU! PROTECT YOURSELF!

ONLY ONE CHANGE--IF I CAN DO IT IN TIME--!!

WHEN-- NOTHING LIKE A FROZEN POLE VAULT IN THE NICK OF TIME!

LOOK SHARP, SON! AN ENEMY WILL NOT WAIT FOR YOU TO RECOVER YOUR BALANCE! BEAST! YOU KNOW WHAT TO DO!

DON'T JUST STAND THERE, LITTLE CHUM! UNLESS YOU'RE BUCKING FOR A MONUMENTAL HEADACHE!

RELAX, MUSCLE-BOUND! THIS TIME I'M READY FOR YOU!

IN A SPLIT-SECOND, THE ICEMAN CREATES A SMALL, SMOOTH SLIDE WHICH CATCHES THE HUGE WEIGHT AND SENDS IT CAREENING BACK TOWARDS THE FAST-MOVING BEAST!

I MAY BE THE YOUNGEST X-MAN, BUT NOBODY CATCHES ME OFF-GUARD!

DON'T WASTE TIME WITH EPHEMERA, BOBBY! YOUR TEST ISN'T OVER YET!

NO SOONER HAS HANK MCCOY UTTERED THOSE WORDS, THAN A SUDDEN BLAST OF STEAM STRIKES THE UNSUSPECTING ICEMAN FROM THE WALL BEHIND HIM!

HEY! MY ICY PROTECTIVE COATING IS MELTING AWAY!

LOOKS LIKE I REALLY BLEW THE BIT THAT TIME, SIR!

TOO BAD, SON! BUT YOU MUST REMEMBER NEVER TO CONSIDER A MISSION COMPLETED UNTIL YOU HAVE THOROUGHLY CHECKED EVERY POSSIBLE SOURCE OF DANGER!

DON'T CRY IN YOUR OVALTINE, JUNIOR! I'LL HANG YOU UP TO DRY WHILE WE ALSO CONTINUE WITH THE TESTS!

THE ANGEL MAY BE CONCEITED, SMALL FRY--BUT YOU'VE GOT TO ADMIT I'VE SOMETHING TO BE CONCEITED ABOUT!

BOY!! ONE OF THESE DAYS--!!!

LEGGO! KNOCK IT OFF, YOU CONCEITED FLYING FREAK!
I'm ready now, Professor!

Wait your turn, Angel! Marvel Girl! Lower Bobby to the floor—via telekinesis—gently.

Well done, Jean! And now, that was not your test—this is—raise the lid of that box carefully, and remove what is inside! You may proceed...

Excellent, Jean! You have learned to focus your telekinetic power so accurately that you did not jar the box itself, and now...

Oh, Professor—It's a birthday cake!

Yes, my dear! A little surprise for you all, from your proud task-master! It has been exactly one year since our class began and I felt the date should be celebrated.

Hmmpf! If this had happened during my test, the cake would have exploded when I touched it.

Maybe you just don't live right, Junior?

Here, Jean—allow me to cut you a piece of cake— IN MY OWN WAY!

Why, thank you, Cyclops! But that's a bit like using an elephant gun to kill a house fly!

But now we leave Professor Xavier's school for gifted youngsters, and turn our attention to another group of mutants who are also seated at a table! But what a world of difference we shall find between these two super-human groups!

Dad! Must you chomp your food like that? My sister happens to be at the table, you obnoxious fool!

It's alright, Professor. Don't get into another fight on my account!

If the toad is trying to sell the most lovely Scarlet Witch, I'll put a stop to that!

If you have the manners of a pig, you might as well have the appearance of one, also!

Your little tricks didn't bother me, Mastermind! Remember, I know they are only hypnotic illusions!
I'VE HAD ENOUGH! I FIND YOUR ILLUSIONS AS REPULSIVE AS THE TOAD'S TABLE MANNERS!

HAAH! YOU ARE SPUNKY, MY LITTLE WITCH! I LIKE THAT IN A FEMALE! SOME DAY, I MAY EVEN DECIDE THAT YOU WOULD BE A WORTHY MATE FOR MASTERMIND!

HOW DARE YOU SPEAK TO ME THAT WAY? I'D SOONER DIE THAN MARRY YOU!

WANDA! DON'T POINT YOUR FINGER AT HIM! YOU KNOW THAT ALWAYS CAUSES A DISASTER TO OCCUR!

DO NOT CONCERN YOURSELF, PIETRO! I WOULD NOT WASTE MORE THAN A TRIPLE OF MY POWER ON SUCH AS HIM!

SO! YOU TRY TO MAKE A LAUGHING STOCK OUT OF MASTERMIND, DO YOU? YOU'LL LIVE TO REGRET THIS, MY FINE SORCERESS!

I'LL NOW CREATE AN ILLUSION SO REALISTIC THAT IT WILL DRIVE YOU TO THE POINT OF RAVING MADNESS!!

QUICKSILVER! TO MY SIDE!!

I'VE WARNED YOU NEVER TO THREATEN MY SISTER!!

THE SCARLET WITCH AND I REMAIN HERE TO SERVE THE LEADER— NOT TO BE TAUNTED BY A BLACK-HEARTED FRIEND LIKE YOU!

CAREFUL, PIETRO! SEE HOW HIS EYES ARE BLAZING WITH HATRED!

HE DOES NOT FRIGHTEN ME, WANDA! I'LL PUT MY SPEED AGAINST HIS POWER OF CREATING ILLUSIONS ANY TIME!

YOU HAVE GONE TOO FAR, QUICKSILVER! I SHALL DESTROY YOU NOW AS EASILY AS I MIGHT DESTROY A MERE HOMO SAPIEN!!

CONTINUED AFTER NEXT PAGE
TWO MORE TRIUMPHS FOR MARVEL!

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DO IT! HA HA HA! DO IT, DESTROY EACH OTHER! THEN WHEN THE LEADER RETURNS THERE WILL BE ONLY THE TWO OF US! WE WILL RULE THE WORLD TOGETHER!!

THE LEADER!! I HAD FORGOTTEN ABOUT HIM.

DON'T GLOAT SO SOON, TOAD! THE SCARLET WITCH AND I WILL OUTLIVE ALL OF YOU! I PROMISE YOU THAT!

YOU ARE IN LUCK, QUICKSILVER! I SHALL SPARE YOU THIS TIME, BECAUSE THE LEADER FEELS HE STILL HAS NEED OF YOU!

THE LEADER! HE'S ALWAYS YOUR EXCUSE!

WHERE IS OUR GREAT LEADER? WHAT WONDROUS DEED CAN HE BE PERFORMING NOW, TO MAKE HOMO SAPIENS TREMBLE?!!

AS THOUGH IN ANSWER TO THE TOAD'S QUERY, WE ONCE AGAIN CHANGE OUR SCENE—THIS TIME TO THE OFFICE OF A LARGE SHIPPING LINE...

HAVE WE RECEIVED ALL THE BIDS YET FOR THAT OLD EX-COBBY FREIGHTER WITH THE CANNONS ON HER DECK?

YES SIR! THE BIDS MAY BE OPENED NOW! THEY ARE ALL HERE!

At that moment, a tall, awesome-looking costumed figure enters the room! The imposing figure of MAGNETO, the most powerful of all the evil mutants,!

WHAT IS THE MEANING OF THIS INTERRUPTING ON IT'S OWN?

I SHALL SPARE YOU THE NEED OF OPENING THOSE BIDS! THE FREIGHTER SHALL BE MINE!

A SIMPLE BAND OF MAGNETIC FORCE WILL KEEP YOU INSIDE THIS ROOM UNTIL I HAVE COMPLETED MY TASK!

SIR—WHO IS HE? WHAT IS THIS POWER HE HAS?

SECONDS LATER...

THIS VESSEL WILL SUIT MY PURPOSES PERFECTLY!

MAGNETO DEFIED MANKIND BEFORE—BUT WE WERE SAVED THEN BY THE X-MEN!*

AND THEN, INCREDIBLE AS IT SEEMS, THE ONE MIGHTY MUTANT, UTILIZING IMPRESSIBLE POWER TO ITS FULLEST, OPERATES EVERY COMPLICATED CONTROL FROM THE BRIDGE OF THE FREIGHTER—MAGNETICALLY—WITH BRILLIANT PRECISION!

CLANG
A short time later, on a routine long-range test flight, the sharp-eyed Angel sees the armed vessel cruising below...

That ship seems deserted—and yet it's moving at top speed!

Thus the two colorful mutants come within yards of each other, though neither suspects the other's presence! And then, a few hours later, back at the study of Professor X...

You may applaud if you wish, Jean! I'm back!

I'll be ready for your progress report in a moment, Angel!

What is it, sir? Something wrong with my tests? I feel perfectly well—!

Your heartbeat is satisfactory—blood pressure normal—just one thing disturbs me—!

What is it, sir? Something wrong with my tests? I feel perfectly well—!

Minutes later...

And that's about it, sir! Except for sighting the ship with no crew, a pretty uneventful flight!

An unmanned ship, propelled by remote control! Strange—i was unaware of any nautical artillery tests at the present time!

Here is your lab equipment, sir!

No, it is not you, Warren! It is that freighter, I seem to sense something wrong—something strangely ominous about it! Call it a hunch if you will—!
Meanwhile, on a lonely, uncharted island in the Atlantic...

IT'S THE LEADER! HE'S BACK! HE'S BACK! AND HE HAS A DESTROYER!

STOP YOUR SNIVELLING, TOAD! INFORM THE OTHERS THAT I WANT TO SEE THEM!

BUT MASTER--I HAVE MUCH TO TELL YOU! THEY QUARRELED AMONG THEMSELVES! THEY TRIED TO FIGHT EACH OTHER! I STOPPED THEM MYSELF BECAUSE THE TOAD IS LOYAL TO YOU!

MASTERMIND! IS WHAT HE TELLS ME TRUE?!

OH, I WOULDN'T CALL IT A FIGHT, MAGNETO! MERELY A DIFFERENCE OF OPINION!

DON'T BELIEVE HIM, MASTER? I WAS HERE! I HEARD THEM! HE TRIED TO HARM THE SCARLET WITCH!

YOU LOATHSOME GARGOYLE! I'LL GET YOU FOR THIS!!

WHAT?!! YOU DARE SAY THAT IN MY PRESENCE?! HAVE YOU FORGOTTEN THAT OUR PERSONAL FEELINGS ARE NOTHING?! IT IS THE PLAN THAT IS ALL-IMPORTANT!!

QUICKSILVER!! WITCH!! I WANT TO SPEAK TO YOU!

LOOK, MAGNETO--YOU DON'T SCARE US! I'M TAKING MY SISTER AWAY FROM HERE!

NO! YOU CANNOT LEAVE! HAVE YOU FORGOTTEN--YOU, MOST OF ALL, WHAT YOU OWE ME!!

HE IS RIGHT, PIETRO! I MUST REMAIN AND SERVE HIM--UNTIL MY DEBT IS REPAID!

THEN I TOO SHALL STAY, WANDA--TO WATCH OVER YOU!

HAVE YOU FORGOTTEN THAT DAY, NOT LONG AGO, WHEN I FIRST CAME TO YOUR VILLAGE IN THE HEART OF EUROPE? HAVE YOU FORGOTTEN HOW THE SUPERSTITION VILLAGERS CALLED YOU A WITCH BECAUSE OF YOUR MUTANT POWER?!

WE KNOW YOU! YOU HAVE THE EVIL EYE!

NO! NO! PLEASE--

SHE IS A SCARLET WITCH HER POWER MUST BE DESTROYED!
To save you, keeping the maddened crowd back by means of my magnetic power! You must never forget that! Never!

Come no further, Homo Sapiens!!

Whoever you are—I love you my life!

Remember, we are Homo Superior! We are born to rule the Earth! The humans must be our slaves! They are our natural enemies—and together, with our superhuman powers, we can conquer them all!

I'm still not sold, Magneto! But, as long as my sister stays here, I'll go along with you! I've no love for humans, either!

Why should we love the Homo Sapiens? They hate us—fear us because of our superior power!

That is why we hide on this fortified isle, waiting for the time to strike—to take control of Earth from them!

Days later, many miles away on the mainland...

Incredible! One lone freighter attacking an entire South American nation! Who would dare? Who, except for the ones in hiding—the evil mutants!!

...And now that we have our ship, we shall launch our first attack! The five of us, alone and unaided, shall conquer an entire nation—as a test of our supreme power!

And then, throughout the lonely building which houses the most unusual teenagers of all time, a vibrant, commanding thought reverberates thru every room and corridor...

Red Alert Red Alert Red Alert
I was half-way across the practice field when the prof's summons almost bowled me over!

Rustle those wings, Flyboy! It's a red alert!

Well, well! Which one are you—Huntley or Brinkley?

Say, what's happened to the professor? Quiet! He must be asleep!

He's not sleeping, little friends—he's in a trance! You're right, Beast! We mustn't wake him!

Listen! You can hear him whispering! He's communicating with someone—mentally!

I knew you were trying to contact me, Magneto! I will never tell where I am, but we can meet on a mental plane! Send me your thoughts, and I will amplify them...

AND THIS BEGINS THE WORLD'S STRANGEST MEETING—BETWEEN THE WORLD'S MOST POWERFUL HOMO SUPERIORS....

Only you and your X-Men stand between the mutants and world conquest! What will you do? Do you fight? For you, too, are a mutant!!!

We must use our powers to bring about a golden age on Earth—side by side with ordinary humans!

Never! The humans must be our slaves! They are not worthy to share dominion of earth with us. You have made your choice—forevermore we are mortal foes!

The X-Men will stop you, Magneto! It will be mutant against mutant—to the death, if need be! But mankind must be saved!

Look! He woke himself up!!

Professor! We couldn't help overhearing—was that—Magneto??

You know we're with you till the end, sir!

This time Magneto won't escape us!

CONTINUED AFTER NEXT PAGE
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THE MOMENT I HAVE DREADED IS AT HAND! MAGNETO IS PREPARING HIS ALL-OUT OFFENSIVE AGAINST MANKIND! WE MUST INSURE THAT HE NEVER SUCCEEDS!

MEANWHILE, OFF THE COAST OF SANTO MARCO, THE EVIL MUTANTS FINISH THEIR SHELLING OF THE TINY REPUBLIC, FIRING INTO THE HILLS BEHIND THE CITY, TO SHOW THEIR POWER! SANTO MARCO WILL BE MINE BEFORE NIGHTFALL! THEY HAVE NO FORCE TO OPPOSE US!

SANTO MARCO WILL BE MINE BEFORE NIGHTFALL! THEY HAVE NO FORCE TO OPPOSE US!

NOTHING CAN STOP YOU, MAGNETO!! YOU WERE BORN TO RULE!!

AT FIRST, THE PROUD PEOPLE OF SANTO MARCO PREPARE TO OFFER STAUNCH RESISTANCE--UNTIL THEY SEE--

LOOK! MARCHING THRU THE STREETS!!!

IT IS NOT POSSIBLE!

WE CANNOT FIGHT THEM!!! WE MUST SURRENDER!!

RUN FOR YOUR LIVES!! IT IS AN ENTIRE ENEMY ARMY!!

WE ARE LOST! THEY APPEARED AS THOUGH--BY MAGIC!!

HEE HEE HEE! THEY DO NOT DREAM THAT THE ARMY IS JUST AN ILLUSION!

WELL DONE, MASTER-MIND! CONTINUE THE ILLUSION UNTIL I HAVE THE ENTIRE REPUBLIC UNDER MY CONTROL!

IT'S INCREDIBLE! IF I DIDN'T KNOW BETTER I TOO WOULD SWEAR I'M GAZING AT A REAL FLESH AND BLOOD ARMY!!

BUT IS IT NECESSARY TO PLANT SUCH FEAR IN THE HEARTS OF THE PEOPLE, MAGNETO?

OF COURSE! HUMANS ARE LIKE SHEEP! THEY RESPOND TO CERTAIN STIMULI--AND FEAR IS ONE OF THE MOST POTENT!
Within a short time, Magneto seizes the reins of government, and loses no time in forming a real army modelled after the imaginary one created by Mastermind...

We must get off the street! It is nearly curfew time!

The borders of the once-free little nation are closed—and all roads leading in and out of the captive state are heavily-patrolled!

Hmmm... an American professor and some students on a good-will visit from America...

We have orders to admit such visitors. The leader feels they can be fooled into thinking he is a kind and beloved ruler!

Halt! In the name of Magneto! Show your identification!

You may pass!

While within the presidential building, which Magneto has converted into an imperial palace...

He dare try to arouse the people against me?! Take him to the dungeon!

I like the brand of 'justice' you hand out, Magneto! I'll show Homo Sapiens that we are their rightful masters!

Silence! They're here—The X-Men! I can sense it! The mental emanations of their leader are so strong that I feel them in my brain!

See to it that Quicksilver, the Scarlet Witch, and the Toad are prepared! We'll let the X-Men come to us—like flies entering a spider's trap!

And, a short distance away from Magneto's palace...

Is it time for us to get into uniform now, sir?

Yes! There is no need for further delay! Magneto must have detected our presence by now!

But I detect other mutants as well. As Magneto! Our mission is more dangerous than I feared.
THEN, TAKING PENCIL IN HAND, THE GIFTED LEADER OF THE UNCANNY X-MEN PREPARES THEIR BATTLE PLAN...

HANK, YOU'LL BE THE FIRST!

FORGIVE MY OVER-ZEALOUSNESS, GROUP, IF I DON'T LINGER OVER A LONG GOODBYE!

IT IS A WASTE OF TIME GUARDING MAGNETO; WHO WOULD DARE ATTACK THE LEADER?

THIS IS HOW MAGNETO WILL BE ATTACKED! YOU WILL EACH APPROACH HIS HEADQUARTERS IN A DIFFERENT WAY!

YOU ARE RIGHT! ALL OTHERS TREMBLE AT THE SOUND OF THE LEADER'S NAME!

STRANGE HOW HE TOOK OVER OUR ENTIRE GOVERNMENT--SO SUDDEN, WITHOUT FIRING A SHOT!

LISTEN! DID YOU JUST HEAR SOMETHING??

FORGIVE THE INTRUSION, GENTS! I'M JUST AN INCURABLE PARTY-CRASHER!

BUT, MAGNETO HAS ALREADY ALERTED HIS OWN LOYAL MUTANTS, AND BEFORE THE BEAST CAN RECOVER HIS BALANCE, THE HIGH-JUMPING TOAD STRIKES!!

HAH! I HAVE STRUCK THE FIRST BLOW! HOW PROUD THE LEADER WILL BE!

WHAA-??

BUT THE BEAST'S POWERFUL FINGERS SLAM AGAINST THE SIDE OF THE STONE RAMPART, AND THEN... BETTER HANG ON HERE, HENRY, OLD BOY! IT'S A LONG WAY TO THE BOTTOM.

CONTINUED AFTER NEXT PAGE
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Suddenly, the crevices which the beast has dug out in the moldy stone walls seem to vanish—to be replaced by a smooth, glassy area which permits no possible grip...

So shocked is the heavy-limbed X-Man, that he loses his balance and begins to plunge helplessly down...

You see, Toad? There are times when a clever illusion can be more effective than mere brute strength.

He thought the walls had turned to glass!!! The fool!!

Then, at the other side of the castle, the sound of gunfire is heard, as the next X-Man attacks...

You fellas sure have a funny way of making a guy feel at home!

Boy! I'd like to be the one who sells them their bullets!!! I'd get rich overnight!
I can outmaneuver their clumsy shooting, but the noise is getting on my sensitive nerves!

So I'll just put a stop to it—like this!

Look out! He dropped that high-tension wire toward our metal guns, and—Owww!

Drop your gun—or you'll be electrocuted!!

Can't waste any more time out there! Oh Magneeeeeeed—where are you??

You are fast, winged one! But not as fast as Quicksilver!

Holy smoke! Where'd you come from??

The prof was right! There are other mutants!

That's it—wear yourself out!

Okay, I'm convinced! You're a lot faster than me!

But speed isn't the only thing that counts!

Maneuverability, for one thing! Too bad you couldn't avoid hitting that wall, Speedy!

No? Show me something better!
MAGNETO WAS RIGHT! YOU X-MEN WOULD DESTROY US IF YOU COULD! WELL, YOUR WINGS CANNOT SAVE YOU FROM THE NEXUS OF THE SCARLET WITCH!

WOW! SHE JUST POINTS HER FINGER AND THE CEILING CAVES IN! UGH!

BY THE TIME THE ANGEL RECOVERS FROM THE FALLING MORTAR, HE FINDS...

NO NEED TO WORRY, PIETRO! I STOPPED THE ONE CALLED ANGEL.

AND NOT A SECOND TOO SOON! OHN-MY-HEAD!!!

QUICK, SEND FOR THE LEADER, THIS ONE WILL TROUBLE US NO MORE!

AND, MINUTES LATER...

AHH, YOU GOT THE ONE WITH WINGS! GOOD! GOOD!

WE'LL GET THEM ONE AT A TIME UNTIL THE X-MEN ARE NO MORE!

BUT SUDDENLY...

A POWERFUL ENERGY BEAM! SWEEPING THE CHAMBER! DUCK, YOU FOOLS, CYCLOPS IS ATTACKING!
IT'S UNBELIEVABLE! HE'S ROLLING THOSE TWO POWERFUL GUARDS AWAY MERELY BY TRAINING HIS POWER BEAM ON THEM!

HE MUST BE STOPPED!

QUICKSILVER--
ATTACK! NOW!

THEN, AS CYCLOPS BEGINS TO SCAN THE ROOM, WITH HIS AWESOME BEAM...

MAGNETO DUCked UNDER IT-- GOT TO MOVE FASTER!

BUT NO X-MAN CAN MOVE FASTER THAN A MUTANT WHOSE OWN SUPERHUMAN POWER IS SPEED ITSELF.

CAREFUL! HIS BEAM IS SWEEPING THE CEILING! OUR GENERATOR IS ABOVE US...

HOWEVER, BEFORE ANYONE CAN MOVE, CYCLOPS' OUT-OF-CONTROL, HIGH-INTENSITY BLAST STRIKES THE ULTRA-POWERFUL ELECTRIC GENERATOR, TEARING IT FROM ITS MOORINGS...

...AND ONE MILLION VOLTS OF DEADLY CURRENT RUN WILD THRU THE CASTLE, MENACING ALL WITHIN!

RUN! IF THE CURRENT HITS US-- WE'RE DOOMED!
SHUT YOUR EYES, FAST! I'M GOING TO TRY A DESPERATE GAMBLE!

I'VE GOT TO USE MY FORCE BEAM RIGHT THRU THE WALL--TO GET AT THAT GENERATOR AND STOP IT SOMEHOW!

NO TIME TO UNTIE YOU, ANGEL! WE'LL BE FRIED IN ANOTHER FEW SECONDS!

WHAM!

Cyclops! You did it! You blasted the generator clean thru the wall!

Holy smoke! He collapsed from the strain! Now we're both helpless! I'm tied up, and he's unconscious.

While directly outside the castle...

Uh oh! If that contraption falls on me, it'll be "goodbye Iceman!"

Lucky I practiced creating a quick-freeze ice slide when I was clowning with the beast back at school. I didn't think it would save my life so soon, though!

The others must still be trapped above! Better make a frozen ladder for myself and see if I can help!
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Minutes later, after untying the Angel...

That's it, Bobby boy! The ice is reviving him!

He's coming to now, man. He musta used some blast to send that generator clean thru the wall!

Okay--now let's find the others! And especially that rat, Magneto!

Maybe you better take it easy for a while, Cyclops...

Don't worry about me, ice-man. Save your concern for Quicksilver! He's gonna need it when I catch him!

Suddenly, a wall plaque and the weapons beneath it begin to quiver strangely...

And then, you guys! Look what's going on!

Duck, Bobby! We're in the line of fire!

I hear ya talkin', pal!

Weapons--flying thru the air at us! If I didn't know better, I'd suspect Marvel Girl--!

But, Warren Worthington the third has hit the nail right on the head, for...

Lucky for me you saw me falling and lowered me to the ground thru telekinesis, little friend! But--what are you doing now?

Oh, my goodness! I thought it was Magneto's men coming after us!
I'M SORRY, BOYS! I DIDN'T REALIZE...

OKAY, GORGEOUS! NO HARM DONE! SAY WHERE'S THE PROF?

LAST I SAW, HE WAS OUTSIDE THE CASTLE! DON'T WORRY. HE CAN TAKE CARE OF HIMSELF!

Perhaps he can, Scott—but I'm beginning to have doubts about our ability in that department.

So far, we've used up a lot of time and energy, and accomplished nothing! Hank's right! We don't even know where Magneto ran off to!

Hey! Save the philosophy for later—we're in the soup again! Look what's comin'—!!

It's a river of boiling oil—rushing right towards us! I hate to sound like a worry wart, but—let's get out of here!

If that hot stuff gets any closer to me, I'm gonna be an iceless iceman!

It's coming too fast—we can't out-run it, and look—there's a stone wall up ahead!

Can't use my energy ray yet—haven't fully regained my strength! We're trapped!

We can't end up like this! We've got to think of something! B-but what?

The flames have stopped coming closer! We're safe—for now! But we're locked in—can't get out—can't break free!

Then, suddenly, astonishingly—right in the midst of the deadly flames, they see—

Do not fear, my X-men; there is a way out!

Professor X!!!
QUITE SIMPLE! I UNDERSTOOD YOUR PANIC AND CAME AFTER YOU! THERE WAS NO BOILING OIL-- IT WAS BUT AN ILLUSION, CREATED BY ONE OF THE MUTANTS TO KEEP YOU PRISONER HERE!

WE WERE FOOLS-- DECEIVED BY A HYPNOTIC TRICK OF SOME SORT!

DO NOT REPROACH YOURSELVES! REMEMBER, THE EVIL MUTANTS ARE AS POWERFUL AS WE... AND WILL NOT STOP AT NOTHING TO DEFEAT US, AND TO GAIN CONTROL OF MANKIND.

NOW THAT YOU'RE HERE SIR, THIS IS IT! WE'LL FIND MAGNETO-- AND FINISH HIM OFF!

BUT, WATCHING THE X-MEN FROM A PEEP-HOLE IN THE WALL, A BAFFLING EYE BLEWS WITH NAKED HATRED AND FRUSTRATION...
BLAST IT! IF NOT FOR THEIR LEADER, THEY'D STILL BE BRINGING HELPLESSLY IN MUTE FEAR BEHIND MY MASTERFUL ILLUSION!

BUT WE'LL BEAT THEM YET! COME, TOAD-- WELL REPORT TO MAGNETO!

MAGNETO WILL KNOW WHAT TO DO! THE GREAT MAGNETO IS MORE THAN A MATCH FOR ANYONE!

MAGNETO, THE X-MEN ARE STILL AT LARGE, AND...

SILENCE! I KNOW WHAT HAS OCCURRED! STAND ASIDE! I AM PREPARING THE ULTIMATE TRAP FOR THEM!

I AM WIRING TWO BOMBS! ONE WILL BE PLACED AT THIS DOOR, TO BOOZE TRAP IT AND DESTROY THEM WHEN THEY ENTER!

AS FOR THE OTHER, THAT ONE WILL BE A NUCLEAR BOMB CAPABLE OF BLOWING UP THIS ENTIRE NATION!

WE WILL FLEE NOW! IF THE SMALLER BOMB DOESN'T STOP THE X-MEN, THE LARGE ONE WILL-- TAKING ALL OF SANTO MARCO!

BUT WHAT ABOUT ALL THE INNOCENT PEOPLE THAT WILL BE KILLED??

HAVE I NOT TOLD YOU-- THEY ARE MERELY HOMO SAPINGNS-- THEM WOULD KILL US IF THEY COULD! WE ONLY FIGHT IN SELF-DEFENSE!
Meanwhile, not suspecting the terrible trap which awaits them, the fighting-mad X-Men race up the ramp toward the tower chamber...

We've searched everywhere else—Magneto must be here in the tower!

There's a door up ahead! He's probably hiding behind it.

Somebody stop the professor! He hurled himself from the chair!

I've no other choice! Must protect my X-Men...

He'll be killed!

Stop! Stop! I say! Stay away from that door! I sense danger—it's a trap!

Too late! The beast is so anxious to crash thru that he doesn't hear you!

Whoom!

They had the door booby-trapped those rotten killers!

Keep back—my power beam is operational again! I'm gonna blast that door to ashes!

Let go, Bobby—I'm okay, but what about the professor? He's still conscious, but he's delirious! And his eyes—they are so glazed.

Cyclops' power beam! That means the first bomb failed! Run, I've activated the nuclear bomb! In ten minutes this will be a wasteland!
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