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WHAT IF... CABLE HAD DESTROYED THE X-MEN?

**PART ONE
OF TWO!**



30TH
ANNIVERSARY
1962 1992



THE AMAZING
SPIDER-MAN

TAVERN-ON-THE-GREEN, IN NEW YORK'S CENTRAL PARK...

-- PERHAPS IF WE ARRANGE TO HAVE HANK JOIN THE AVENGERS ONCE MORE, THE POSITIVE VISIBILITY WOULD BE WELCOME.

YOU REALLY THINK THAT'S NECESSARY, PROFESSOR?

WE LIVE ON A RAZOR'S EDGE OF PUBLIC TOLERANCE, SCOTT.

MUTANTS ARE TOO LATE-- TOO EMBROILED IN OUR OWN CONCERNS.

NEVER HAS THIS BEEN MORE DANGEROUS, IF WE DO NOT--

SHREEEEEEEE

TH- THAT NOISE--! AGONIZING--!

IT'S AIMED AT US, JEAN! ITS CONSTANTLY-CHANGING SONIC FREQUENCY PREVENTS US FROM CONCENTRATING -- FROM USING OUR MENTAL POWERS!

BUT WHY, PROFESSOR--?!

SCOTT SUMMERS WOULD KNOW THE ANSWER TO HIS QUESTION IF HE WAS NOT DISTRACTED FROM SEEING THE SECOND PROJECTILE--

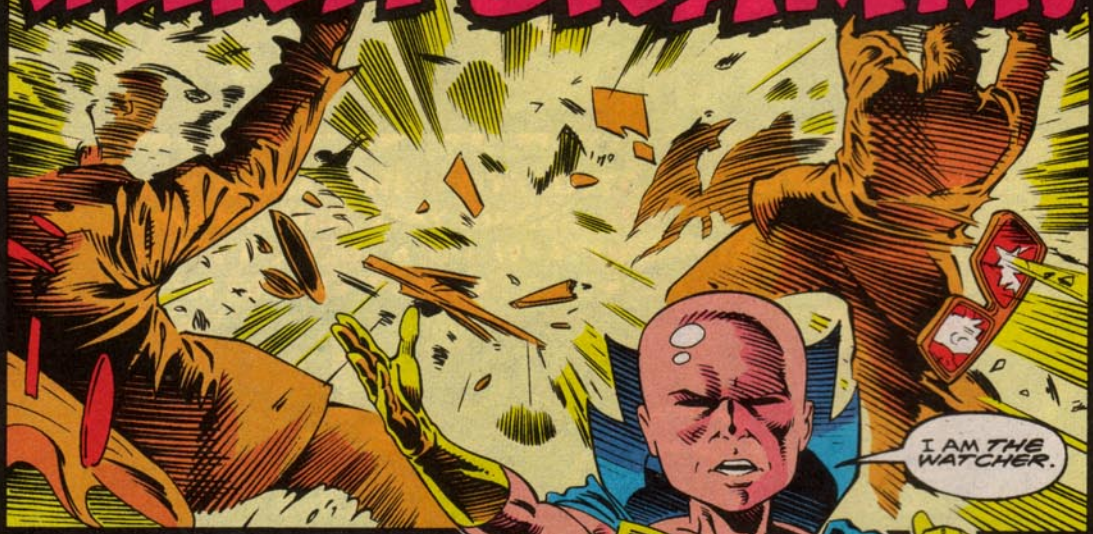
-- COMES TO REST BY HIS FEET --

SKASH

-- WHICH SKIMS THROUGH THE RESTAURANT --

-- AND --

WHRA-BRAMM!



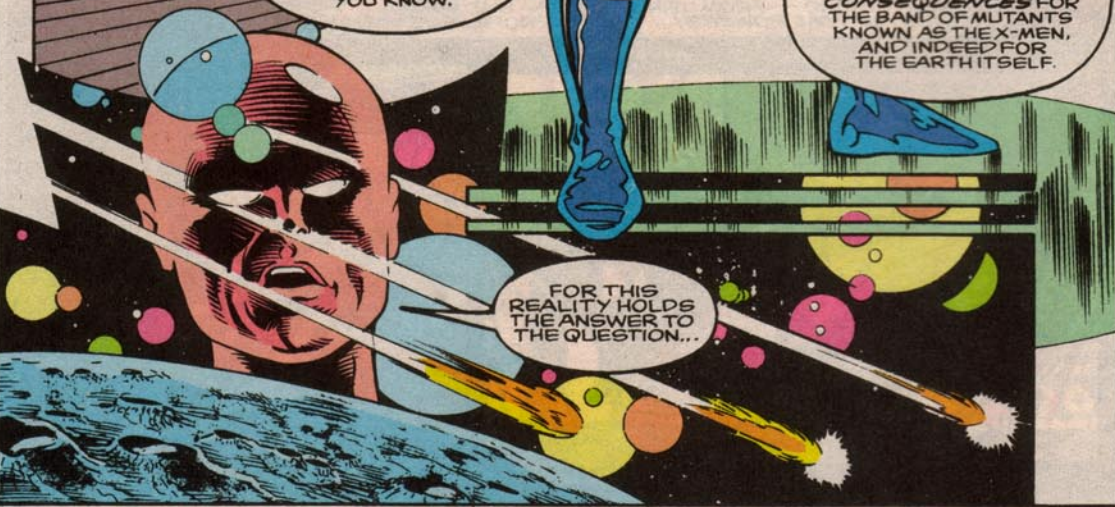
I AM THE WATCHER.

MINE IS THE POWER -- AND THE RESPONSIBILITY -- TO OBSERVE ALL THAT HAS BEEN, ALL THAT WILL BE.



BUT MORE, I ALSO WATCH WHAT MIGHT HAVE BEEN, IN THE NUMBERLESS ALTERNATE REALITIES WHERE THE EVENTS OF HISTORY DIVERGED FROM THOSE YOU KNOW.

THIS IS ONE SUCH REALITY -- WHERE EVENTS WILL UNFOLD THAT HAVE GRAVE CONSEQUENCES FOR THE BAND OF MUTANTS KNOWN AS THE X-MEN, AND INDEED FOR THE EARTH ITSELF.



FOR THIS REALITY HOLDS THE ANSWER TO THE QUESTION...

Stan Lee
PRESENTS:

...WHAT IF CABLE HAD DESTROYED THE X-MEN?

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LOOK!
THAT MAN--
FLEEING
THE SCENE!

HE MUST
BE THE BOMBER!
BUT WHY--WHY
WOULD SOMEONE
DO THIS?

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-- TO THE ANSWER TO THAT QUESTION, WE MUST DELVE INTO THIS REALITY'S RECENT PAST--

-- TO A TURNING POINT IN THE LIFE OF PROFESSOR CHARLES XAVIER, FOUNDER OF THE UNCANNY X-MEN.

IN THE WORLD YOU KNOW, HE WAS CAPTURED BY ALIEN SKRULLS AND USED AS A WEAPON AGAINST THE SH'AR EMPIRE OF HIS BELOVED LILANDRA.



IN THIS REALITY, HE ESCAPES, AND DECIDES TO ABSENT HIMSELF FROM THE IMPERIAL POWER- STRUGGLE BY RETURNING TO EARTH EARLY.

HE FINDS HIS FORMER CHARGES IN DIRE STRAITS.

HE USES HIS UNPARALLELED MENTAL POWERS TO REPAIR AS MUCH OF THE DAMAGE AS HE CAN.

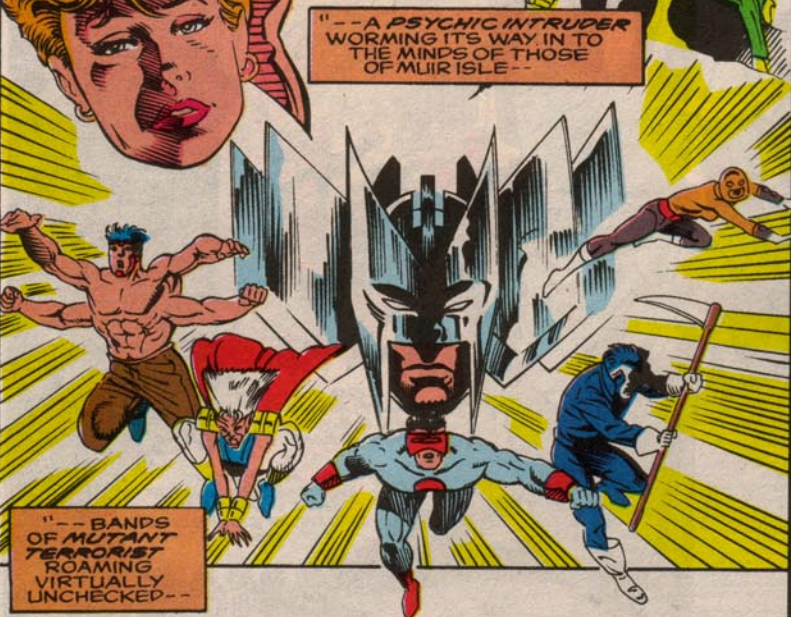
"NAVOK A VICTIM OF GENOSHAN BRAIN-WASHING-- DAZZLER AND COLOSSUS AMNESIACS--"



-- THE MANSION DESTROYED-- ROGUE AND LONGSHOT MISSING-- STORM REGRESSED TO CHILDHOOD--

-- THE ONCE-PROUD X-MEN FORCED TO Huddle IN AN UNDERGROUND RUN--

"-- A PSYCHIC INTRUDER WORMING ITS WAY IN TO THE MINDS OF THOSE OF MUIR ISLE--"



"-- BANDS OF MUTANT TERRORIST ROAMING VIRTUALLY UNCHECKED--"



-- THIS IS HOW YOU PROTECT MY LEGACY? --



HMF! BIG TALK FROM A GUY WHO COULDN'T BE BOTHERED TO STAY ON THIS PLANET!

YOU TELL 'IM, WOLVIE!

SHH JUBILEE!

OF ALL THE INSULTING--!

TROUBLE IS, PSYLOCKE-- HE'S RIGHT.

I THOUGHT I COULD TRUST YOU TO CARRY ON IN MY ABSENCE, BUT I WAS CLEARLY WRONG. THAT MAY BE A HARSH JUDGMENT TO HEAR--

-- BUT WE ARE LONG PAST TIME FOR KID GLOVES.

YOU HAVE ALLOWED EVENTS TO SPIRAL OUT OF CONTROL-- ALLOWED OUR ENEMIES TO PAINT US AS VILLAINS AND WORSE-- AND TAKEN NO ACTION TO STOP IT!

ARE YOU BLIND TO THE TRUTH OF OUR SITUATION?

FOR EVERY DAMAGING ACT PERPETRATED BY MUTANTS, WE MUST SHOW HUMANITY-- IMMEDIATELY AND DRAMATICALLY--

-- THAT WE ARE CAPABLE OF HELPING THEM AS WELL, EVERY TIME, WITHOUT FAIL.

YOU HAVE LET US SLIP SO FAR BACKWARD-- RECOVERY MAY NOT BE POSSIBLE!



I'D LIKE TO HAVE SEEN HIM DO BETTER!

SECONDED, DRAKE!

IT WASN'T LIKE WE WERE SITTING AROUND TWIDDLING OUR THUMBS!

YEAH!

THE ASSEMBLED MUTANTS GRUMBLE AMONG THEMSELVES AT XAVIER'S CRITICISMS--

-- BUT NO ONE STEPS FORWARD TO CHALLENGE HIM DIRECTLY, UNTIL --

IT'S YOUR HYSTERICAL DEVOTION TO APEASEMENT THAT'S DOOMING THE MUTANTS!

CABLE, I CONSIDER YOU AS MUCH A MENACE AS MAGNETO EVER WAS EVERY TIME YOU TAKE PUBLIC ACTION, YOU SET THE MUTANT CAUSE BACK DECADES.

THAT'S A CROCK, XAVIER-- AND DEEP DOWN, EVEN YOU KNOW IT!

CABLE!

IT'S TIME WE STOPPED ACTING LIKE HUMANITY'S PETS-- AND TOOK A STAND FOR OURSELVES!

ACCORDINGLY, I AM REVOKING YOUR STEWARDSHIP OF THE NEW MUTANTS-- EFFECTIVE IMMEDIATELY!

WHAT--?!

YOU CAN'T DO THAT, SIR!

CABLE STUCK BY US-- AFTER THE X-MEN AND X-FACTOR BOTH DESERTED US!

WE'RE NOT GOING TO DESERT HIM NOW.

THERE'S NO TIME FOR THIS-- WE MUST NOT PROVIDE A DIVIDED FRONT!

X-MEN-- IF CABLE WILL NOT SURRENDER TAKE HIM BY FORCE!

EASY, WOLVERINE NO FIGHTING UNLESS WE HAVE TO.

SNIKT!



WHAT DO WE DO, CABLE?

THEY CALLED THIS FIGHT 'RICTOR.'

WE'RE LEAVING. ANYONE GETS IN OUR WAY--

--GO THROUGH THEM!

IN MOMENTS, THE BATTLE IS JOINED.

WE DON'T WANT TO HURT YOU, CANNONBALL!

YE'D DO BEST TO WATCH OUT FOR YOURSELF, ARCHANGEL!



TAKE THAT, COPYCAT!

I HAD THIS LOOK FIRST!

BUT FOR ALL THE X-MEN'S NUMERICAL SUPERIORITY--

--THEY HOLD BACK.

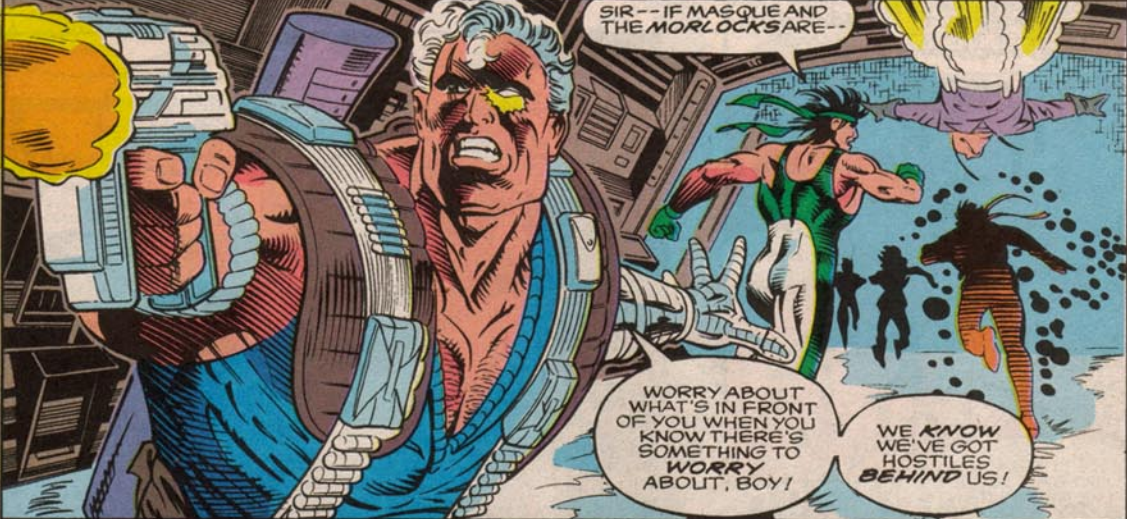
WHETHER THEY DO SO OUT OF UNWILLINGNESS TO HARM FRIENDS--

--THE RESULTS ARE THE SAME.



WE'RE CLEAR!
INTO THE MORLOCK TUNNELS-- ALL OF YOU!

--OR SYMPATHY FOR THE NEW MUTANTS' POSITION--



SIR-- IF MASQUE AND THE MORLOCKS ARE--

WORRY ABOUT WHAT'S IN FRONT OF YOU WHEN YOU KNOW THERE'S SOMETHING TO WORRY ABOUT, BOY!

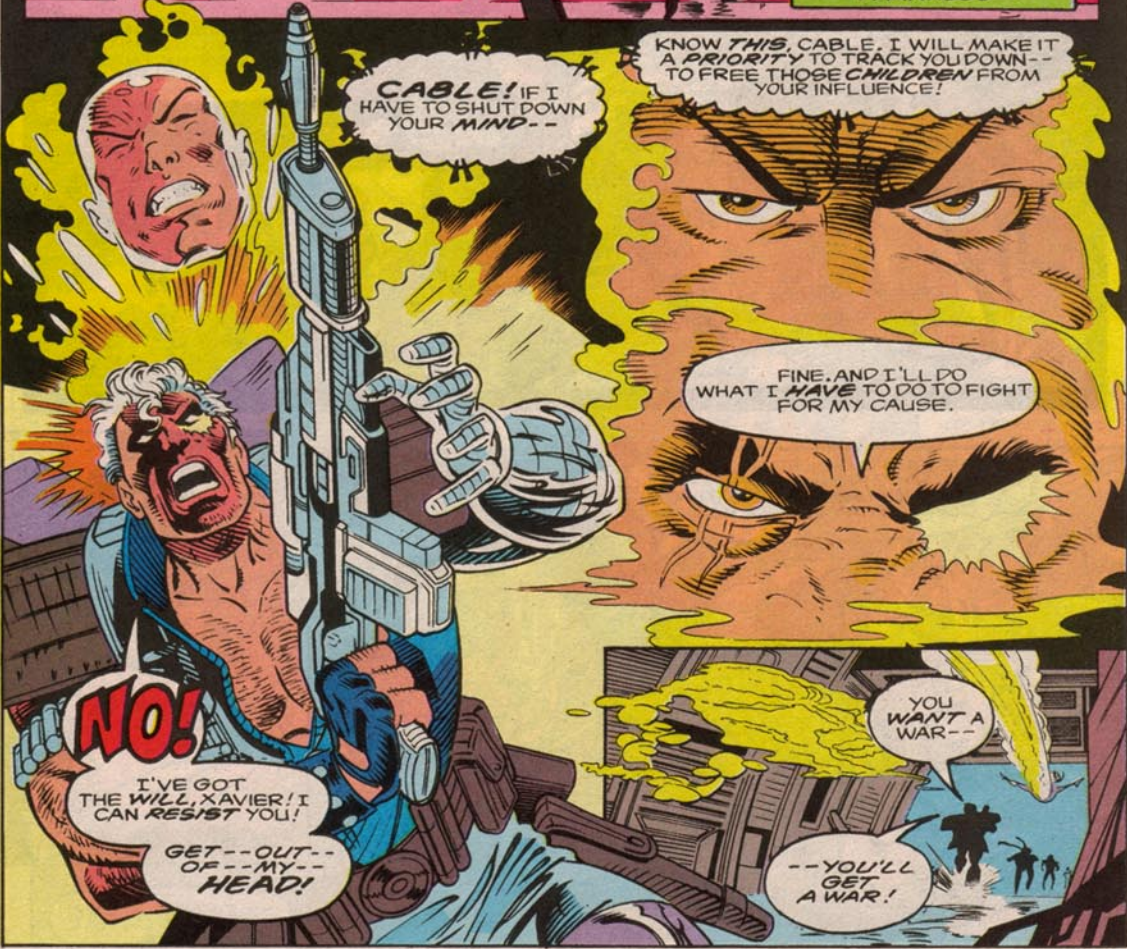
WE KNOW WE'VE GOT HOSTILES BEHIND US!



I'LL BRING DOWN THE ENTRANCE TO THE TUNNEL-- COVER OUR RETREAT!

YES, SIR!

BUT AS THE NEW MUTANTS FLEE INTO DARKNESS--



CABLE! IF I HAVE TO SHUT DOWN YOUR MIND--

KNOW THIS, CABLE. I WILL MAKE IT A PRIORITY TO TRACK YOU DOWN-- TO FREE THOSE CHILDREN FROM YOUR INFLUENCE!

FINE, AND I'LL DO WHAT I HAVE TO DO TO FIGHT FOR MY CAUSE.

NO!

I'VE GOT THE WILL, XAVIER! I CAN RESIST YOU!

GET--OUT--OF--MY--HEAD!

YOU WANT A WAR--

--YOU'LL GET A WAR!

LOOKS LIKE CABLE'S A TOUGHER NUT TO CRACK THAN CHARLEY THOUGHT!

PUT A SOCK IN IT, LOGAN.



UHH!

IS IT REALLY SO BAD TO LET THE NEW MUTANTS STAY WITH CABLE, PROFESSOR?

THEY HAVEN'T BEEN DOING SO--

DO NONE OF YOU UNDERSTAND? HAVE I SPENT MY LIFE TEACHING YOU IN VAIN?!

WE MUTANTS SURVIVE ONLY BY HUMANITY'S SUFFERANCE-- FOR ALL OUR POWER, SHOULD THEY TURN AGAINST US, WE ARE DOOMED.

AND YET YOU CONTINUE TO ACT AS IF--!



SIGH: SCOTT, JEAN-- ATTEND ME.

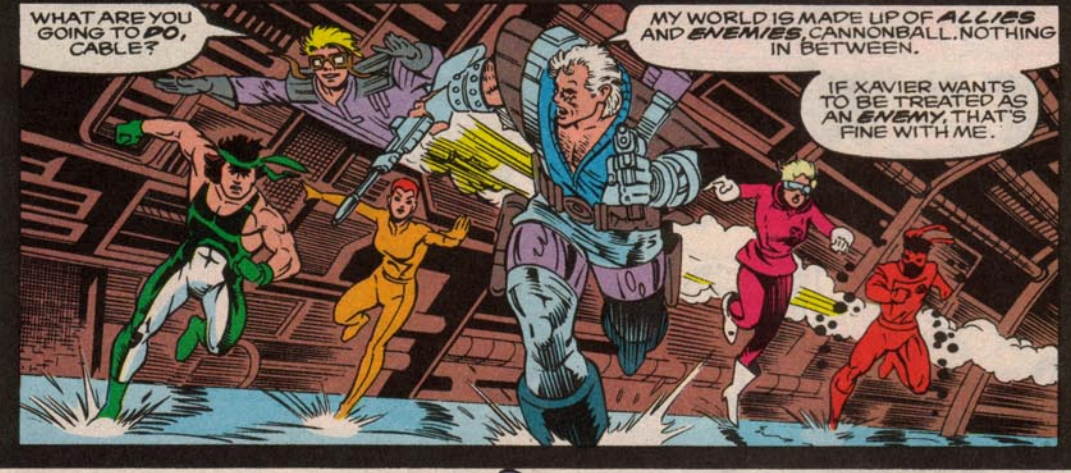
WE MUST PLAN.



WHAT ARE YOU GOING TO DO, CABLE?

MY WORLD IS MADE UP OF ALLIES AND ENEMIES, CANNONBALL. NOTHING IN BETWEEN.

IF XAVIER WANTS TO BE TREATED AS AN ENEMY, THAT'S FINE WITH ME.



THE FIRST THING TO DO WHEN YOU FACE WITH AN ENEMY THAT OUTNUMBERS YOU IS TO SOW CONFUSION IN THEIR RANKS--

--AND BELIEVE ME--

-- I KNOW JUST HOW TO DO THAT.



WE HAVE ALREADY SEEN WHAT HAPPENS NEXT.

IN THE WAKE OF THE DEATHS OF PROFESSOR XAVIER, CYCLOPS AND MARVEL GIRL, EARTH'S MUTANT HEROES GATHER ONCE MORE.

MANY OF THEM DID NOT UNDERSTAND XAVIER'S ABRUPTNESS ON HIS RETURN TO EARTH, BUT THAT LESSENS THEIR FEELINGS FOR HIM NOT A BIT.

THEY COME TO HONOR THREE GREAT SOULS WHO LED THEM, CARED FOR THEM, LIVED WITH THEM AND DIED FOR THEM.

THEY COME OUT OF RESPECT--

--AND FOR A COUNCIL OF WAR.

YOU ALL SAW THE NEWS REPORTS-- HEARD WHAT THE BYSTANDERS SAID, IT WAS CABLE.

WE FIND HIM.
HE DIES.
END OF STORY.

I DISAGREE, WOLVERINE.

PROFESSOR XAVIER-- SCOTT-- JEAN-- THEY WERE OUR DEAREST FRIENDS. BUT THEY WOULD NEVER WANT TO SEE BLOOD SHED IN THEIR NAMES.

CABLE MUST PAY, YES.

-- BUT OUT OF JUSTICE, NOT VENGEANCE.

WE MUST BRING HIM IN-- ALIVE.

I CAN'T GO ALONG WITH THAT, STORM.

HOW CAN YOU TALK OF JUSTICE--?! JEAN, SCOTT AND THE PROFESSOR WERE FAMILY TO US-- AND THAT PSYCHO KILLED THEM!

NO SLAPS ON THE WRIST THIS TIME. CABLE DIES.

YOU SAID IT, WARREN. X-FACTOR STANDS WITH WOLVERINE.

BUT ARCHANGEL--

NOT THE BEAST, ANYWAY.

NOT ALL OF THEM.

I'M AS TORN UP ABOUT THIS AS ANYONE--

-- BUT MURDER-- EVEN IN THE NAME OF RETRIBUTION-- WAS NEVER THE PROFESSOR'S WAY.

I'M WITH STORM.

AND SLOWLY, SILENTLY, GRIMLY-- THE INDIVIDUAL MUTANTS MAKE THEIR CHOICES.

THEY DRIFT TO ONE SIDE OR THE OTHER-- TO STORM'S CAMP OR WOLVERINE'S--

-- NOT SPEAKING, NOT MEETING THE EYES OF THEIR COMRADES--

-- UNTIL --





IS THIS WHAT IT COMES DOWN TO, MY FRIENDS? IS THIS IT?

CHARLES XAVIER'S DREAM DIES WITH HIM-- AND THE TEAM HE FOUNDED TEARS ITSELF APART BEFORE HE'S COLD IN THE GROUND?

WOLVERINE?
LOGAN?!

SORRY, 'ORO-- TWO EULOGIES A DAY IS MY LIMIT.



KEEP WHAT'S LEFT OF THE MANSION WARM FOR US-- THIS IS A ONE-TIME DEAL.

AS SOON AS WE'RE FINISHED WITH OUR CABLE-HUNT, WE'LL BE BACK.

YEAH!

THE MUTANT MISTRESS OF WEATHER WATCHES THEM GO, PRAYING THAT SHE AND HER TEAM FIND CABLE BEFORE THEY DO-- THAT JUSTICE WILL SUPERSEDE VENGEANCE.

BUT SHE DOES NOT GET THE CHANCE.

FOR IT IS NOT ONLY THE MUTANT HEROES WHO ARE DRASTICALLY AFFECTED BY THE DEATHS. WHERE THE X-MEN AND THEIR ALLIES SEE TRAGEDY--

-- THEIR ENEMIES SEE OPPORTUNITY!

SOON, STORM'S FOLLOWERS ARE FIGHTING TO PREVENT A GENOSHAN INCUSSION INTO UNITED STATES TERRITORY--

BUT THE X-MEN CANNOT BE EVERYWHERE-- AND THE FORCES OF CHAOS AND DESTRUCTION ARE MANY...

STRIKE, AVENGERS!

THE SCARLET WITCH MUST BE FREED!



THIS IS AMERICA. YOU FASCIST! YOU'VE GOT NO RIGHT TO SPREAD YOUR HATRED HERE!

WE HAVE THE RIGHT TO DO WHATEVER WE WANT-- WHEN IT COMES TO SUBHUMAN CREATURES LIKE YOU!

NEVER, ASGARDIAN! SHE-- AND IN TIME, ALL MUTANTS-- SHALL SERVE APOCALYPSE--

-- JUST AS SURELY AS DO MY RIDERS OF THE STORM!

IN MANHATTAN, THE MUTANT TERRORISTS KNOWN AS FENRIS STRIKE--

SHOCKED?
ANGRY?
BITTER?

YOUR HOMES
DESTROYED?
FRIENDS DEAD
OR WOUNDED?

BLAME IT
ON THE X-MEN,
HUMANS!
ULTIMATELY--

--THIS IS
THEIR
DOING!

--AND PREDICTABLY, INEVITABLY,
THE FLAMES OF RAGE AND FEAR ARE
FANNED INTO AN INFERNO!

N-NO-- PLEASE--

WE'VE NEVER
HARMED YOU--

WH-WHY
WON'T YOU
LEAVE US
A-ALONE?!

YOU'RE
MUTIES,
FREAK--

-- THAT'S
CRIME
ENOUGH!

IT HAPPENS
AROUND
THE GLOBE--

HA HA! NOW IS
THE TIME, MY LOYAL
TROOPS!

NOW IS THE TIME FOR
ZALADANE TO
EXTEND HER EMPIRE
BEYOND HER BORDERS
OF THE SAVAGE
LAND!

THESE
PATHETIC FOOLS
FALL BEFORE
OUR MIGHT--

-- BUT THEY
ARE ONLY
THE FIRST!

--IN THE STREETS OF NEW YORK--

YOUR INACTION IN THE CAUSE OF MUTANT FREEDOM BRANDS YOU ENEMIES OF THE CAUSE, FANTASTIC FOUR--

--AND THE MUTANT LIBERATION FORCE SENTENCES YOU TO DEATH!

AH-AH! BACK TO YOUR HIDEY-HOLES, MORLOCKS! THE GUMMINT'S PAYIN' US TO KEEP THESE NICE PEOPLE SAFE--

--AN' IF WE GET TO BUST YOUR HEADS DOIN' IT-- THAT'S JUST A BONUS!



YOU'RE FOOLS, BLOB-- ALL OF YOU!
THESE SHEEP YOU GUARD HATE AND FEAR YOUR FREEDOM FORCE JUST AS MUCH AS THEY DO US!

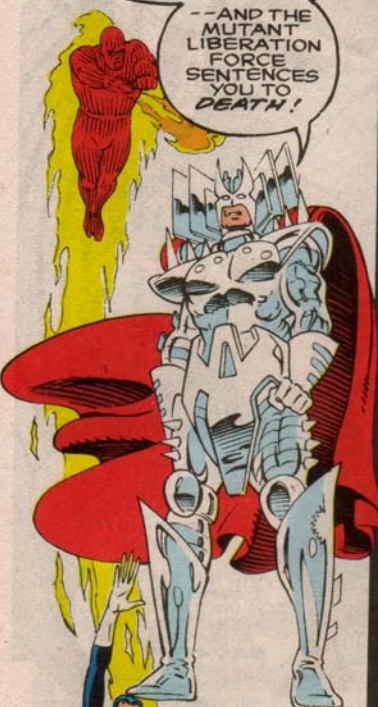
-- AND IN THE SHADOWED CORRIDORS OF POWER --

THE GOVERNMENTS OF FRANCE, EGYPT AND COLOMBIA HAVE BEEN DESTABILIZED BY ANTI-MUTANT RIOTING, SAUL.

IF WE MOVE NOW-- CONSOLIDATE OUR POWER--



--THE EXTERNALS WILL RIDE THIS WAVE OF VIOLENCE TO UTTER VICTORY!



YEAH?

WELL, BEFORE YOU DO US IN, STRYFE, YOU GOTTA TELL ME--

-- DOES DOC DOOM KNOW YER RAIDIN' HIS WARDROBE?

AND STILL THE RIPPLES SPREAD

THE SHADOW KING BASKS IN THE RAMPANT HOSTILITY AND FEAR-- AND HIS LEGION OF CORRUPTED SLAVES GROWS.

SEBASTIAN SHAW SEEKS ADVANTAGE--

I SMELL MONEY, TESSA!



GET ME THE PRESIDENT--

--IT'S TIME WE TALKED ABOUT PROJECT WIDEAWAKE ONCE MORE.

MR. SINISTER WIDENS HIS AMBITIONS--

NASTY BOYS-- BRING ME THE HEADS OF ROXXON OIL, THE P.T.L. CLUB AND THE BOY SCOUTS OF AMERICA.

AND TO THINK I WAS GOING TO LIMIT MYSELF TO CONTROLLING A SINGLE SENATOR--!

BUT BEYOND ALL THE SCHEMES AND THE VIOLENCE, THERE IS THE MASS OF HUMANITY--

I ALWAYS SAID MUTANTS WERE JUST PEOPLE-- LIKE ANYONE ELSE.

BUT NOW, WELL...

I SAY KILL 'EM ALL!

PUT A BOUNTY ON THEIR HEADS AN' LET US HUNT 'EM DOWN! TAKE BACK THIS WORLD FOR REAL FOLKS!



-- IS BEING PUSHED TO THE BREAKING POINT.

-- A HUMANITY WHOSE TOLERANCE, UNDEPENDABLE AT BEST--



PEACE, ONCE LOST, IS NOT EASILY REGAINED.

THEY KILLED HIM-- THEY KILLED MY SON!

WHY WON'T SOMEBODY DO SOMETHING?!

AND WHERE ARE THOSE WHO ONCE SAFEGUARDED THAT PEACE?

THE ONCE-DERELICT BASE OF THE MUTANT-HUNTING SENTINELS, IN THE ADIRONDACK MOUNTAINS...

SO SUNSPOT'S GONE WHO CARES?

DOMINO HERE'S WORTH FIVE OF THAT LITTLE QUITTER-- MAYBE TEN.

MAYBE TWENTY.

GLAD TO HAVE YOU ABOARD, MA'AM.

YOU WON'T SAY THAT AFTER ONE OF MY TRAINING SESSIONS-- BUT THANKS.

ANYONE ELSE WANT TO DEFECT? RICTOR? BOOM BOOM?

WE'RE STICKING, CABLE. WE DON'T CONDONE MURDER--



-- NOT EVEN YOURS, BUT ONCE THIS TURMOIL IS OVER, WE'RE GOING TO HAVE US A LITTLE --

SHRABRAM!

I KNEW IT!

WHEN THE MINI-CEREBRO PICKED UP READINGS THROUGH THIS PLACE'S CRACKED SHIELDS--

ENOUGH TALK, HAVOK! WE FOUND 'EM! AN' THAT MEANS--

--IT'S PAYBACK TIME!!



COMPUTER! BODYSLIDE BY SIX! COORDINATES--

FORGET IT, MURDERER! I DON'T KNOW WHAT THAT JABBER MEANS--

--BUT THAT COMPUTER JUST CRASHED!

SHRACK

FORMATION "G", TEAM!
TAKE 'EM HARD AND FAST-- AND PROTECT CABLE!

WHAT IS IT, SAM?

--A SINGLE LITTLE FIGURE SLITS THROUGH!

WHAT KIND OF HOLD DOES CABLE HAVE OVER YOU? TELL US, SO WE CAN--

DON'T WASTE YOUR BREATH, ARCHANGEL! IT'S DRUGS, OR BRAINWASHING-- MAYBE SOME SORT OF MUTANT CHARISMA POWER--

THEY'RE GOOD, CABLE-- THEY SHIELD YOUR COWARDLY BUTT LIKE PROS.

BUT I'M BETTER, AND NOW--

--IT'S YOU AND ME-- TO THE DEATH!

MAYBE WE JUST DON'T LIKE BEING TREATED LIKE BABIES-- LIKE WE'RE NOT FIT TO MAKE OUR OWN CHOICES!

EVER THINK OF THAT YOU NINJA TRAMP?!

BUT AS THE MELEE ERUPTS IN EARNEST--

ANY TIME, LOGAN!



IF YOU WANTED TO SEE CABLE STAND TRIAL, WE MIGHT BE ON YOUR SIDE, X-MEN!

BUT EXECUTION-- NOT A CHANCE!

YOU'RE A FINE BUNCH TO TALK, CANNONBALL!

NOT THAT IT MATTERS. THIS LITTLE DONNYBROOK'S JUST SMALL POTATOES--

"--AND THE MAINEVENT'S OUT OF OUR HANDS!"



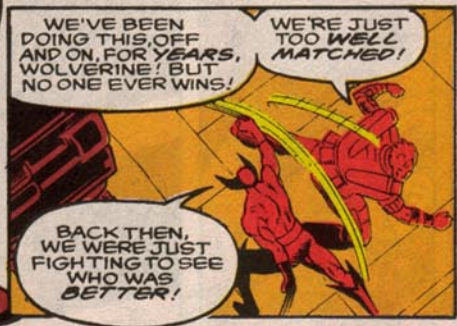
WHANGG



SHOOOSH



BRANGG



WE'VE BEEN DOING THIS, OFF AND ON, FOR YEARS, WOLVERINE! BUT NO ONE EVER WINS!

WE'RE JUST TOO WELL MATCHED!

BACK THEN, WE WERE JUST FIGHTING TO SEE WHO WAS BETTER!



THIS TIME--



--IT'S SERIOUS!

CHURR



WHAT A...
BLUNCH OF
AMATEURS...

XAVIER WAS...
A WIMP... BUT HE
WAS WORTH... THE LOT
OF YOU... PUT
TOGETHER...



SHUT UP! YOU'RE
NOT FIT TO--

WHAT ARE
YOU... GONNA DO...?
KILL ME?



XAVIER... AT LEAST
HAD... THE COURAGE
OF HIS CONVICTIONS...
BUT YOU...

...YOU LET *PERSONAL*
FEELINGS... GET IN
THE WAY... OF THE JOB...
...AND THE X-MEN...
...ARE... PAYING
THE... PRICE...



DEAD
BUT WHAT
DID
HE MEAN--



-- THE X-MEN ARE PAYING THE PRICE?!
DON'T LET UP, X-MEN! WE MUST DRIVE THE MUTANT LIBERATION FRONT FROM THE MANSION GROUNDS!

THIS IS MADNESS! WE'VE BEEN BATTLING VIRTUALLY NON-STOP SINCE THE FUNERAL!

ARE THERE ANY OF OUR ENEMIES WHO HAVEN'T CHOSEN THIS MOMENT TO STRIKE AT US?!

LET'S SEE, COLOSSUS, THERE'S THE OGRE-- AND METOXO THE LAVA MAN--

--BUT OTHER THAN THAT--



HOW CAN YE JOKE AT A TIME LIKE THIS BEAST?!

WE ALL SHARE YOUR GRIEF, SIRYN! I LOST MY BELOVED MEGGAN AT THE SAME TIME YOU LOST BANSHEE.

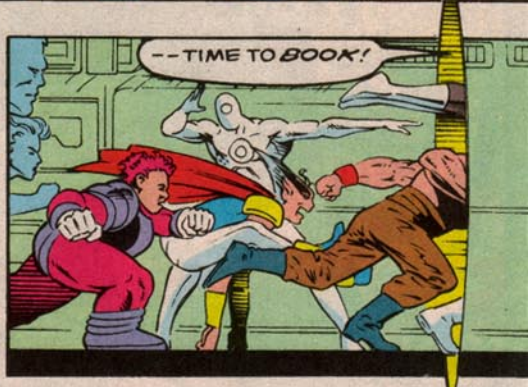
--AND THAT, CAPTAIN BRITAIN WON'T FORGIVE OR FORGET!!

THESE MONSTERS KILLED M' FATHER-- AN' THEY'RE GOIN' TO PAY!



OH!!

GOSH, LOOK AT THE TIME! M.L.F.-- WE'VE DONE OUR JOB HERE--



--TIME TO BOOK!



GONE--AS ABRUPTLY AS THEY APPEARED!

I HATE TELEPORTERS. NO OFFENSE, NIGHTCRAWLER.

SO--TIED! HOW CAN WE GO ON--?

ZIM TEUFEL! HEADS UP, X-MEN--

"-- IT'S TIME FOR THE NEXT DANCE!"

PATHETIC.

WEAK. EXHAUSTED. BEATEN.

FOR THE GLORY OF ZALADANE, MY SWAMP MEN--

--SLAY THEM!

TAKE HEART, X-MEN! WE HAVE DEFEATED ZALADANE BEFORE--

-- WE CAN SURELY DO SO AGAIN!



ACTUALLY, STORM-- DIDN'T ZALADANE PRETTY MUCH HAND YOU YOUR HEADS THE LAST TIME? AND BY THE WAY-- SHE'S NOT ALONE.

FENRIS IS WITH HER!

SHAVAMM

AS IS THE HELLFIRE CLUB!

AN' WE AIN'T GIVIN' UP-- TILL YOU'RE ALL DEAD!



OH FABULOUS!

ANYBODY GOT ANY BAD NEWS?!



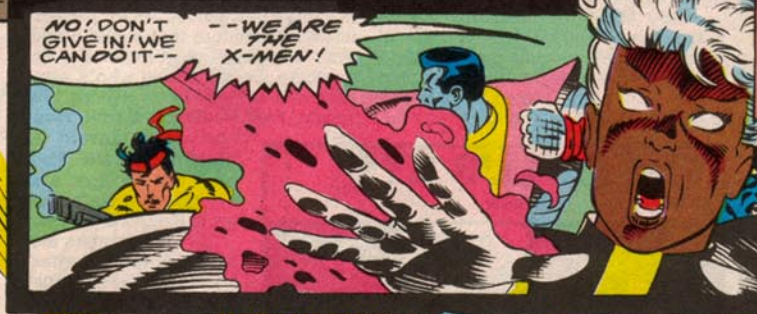
THE X-MEN ARE BEIEGED FROM ALL SIDES. THEIR COURAGE HAS BEEN GREAT THESE LAST WEEKS, AND THEIR TENACITY UNMATCHED.



BUT THEY CANNOT GO ON FOREVER.

THEY ARE TOO MANY, STORM--

--AND I FEAR WE ARE TOO WEAK!

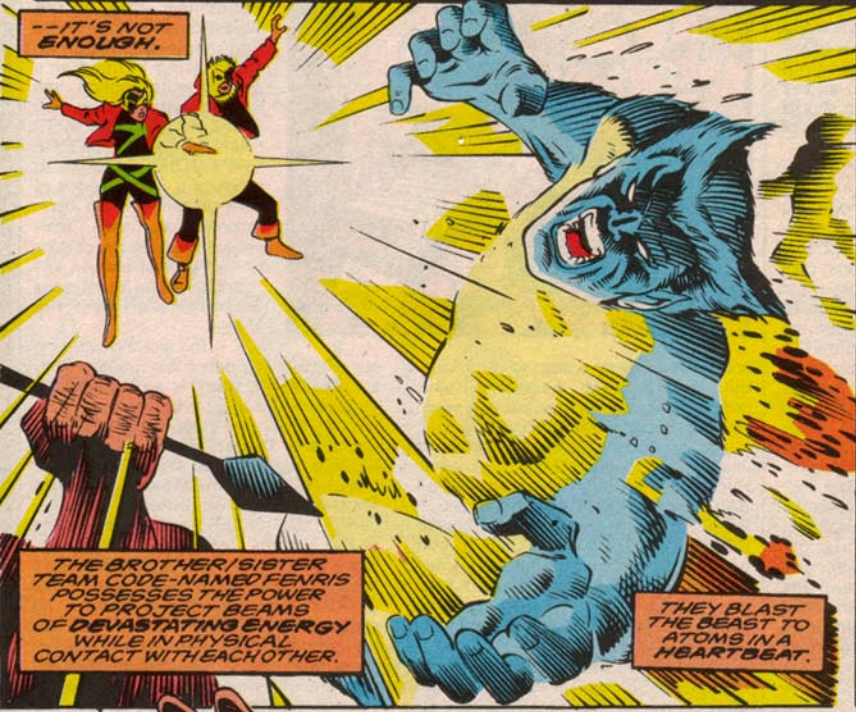


NO! DON'T GIVE IN! WE CAN DO IT--

--WE ARE THE X-MEN!

STORM'S UNQUENCHABLE SPIRIT HAS KEPT THE TEAM TOGETHER FAR BEYOND THE LIMITS OF PHYSICAL AND EMOTIONAL ENDURANCE.

BUT IN THE END--



--IT'S NOT ENOUGH.

THE BROTHER/SISTER TEAM CODE-NAMED FENRIS POSSESSES THE POWER TO PROJECT BEAMS OF DEVASTATING ENERGY WHILE IN PHYSICAL CONTACT WITH EACH OTHER.

THEY BLAST THE BEAST TO ATOMS IN A HEARTBEAT.



LIEBERGOTT! HANK!

YOU'RE THE MOST MANEUVERABLE, KURT-- AVENGE HIM!



GAZAI IS BLIND, MERCENARY-- BUT HIS PSYCHIC SENSES ALLOW HIM TO SEE MORE CLEARLY THAN THE EAGLES!

FIRE WHERE HE DIRECTS YOU-- AND A PRIZE WILL BE YOURS!

YOU GOT IT, BIG GUY!

AND AS NIGHTCRAWLER
MATERIALIZES--

HU--!

I STOLE
YOUR **POWER** WHEN
LAST WE CLASHED,
POLARIS-- BUT I SEE
YOU'VE SOMEHOW
REGAINED IT!

IT'S ONLY
FITTING, THEN,
THAT AT HIS
TIME--

GHHUUUUU...

RETREAT,
X-MEN! MUCH AS I
HATE TO ABANDON
THE MANSION--

-- I REFUSE
TO SACRIFICE
ANY MORE OF
YOUR LIVES!

-- THE BLAST
THAT KILLS HIM
IS ALREADY
ON ITS WAY.

-- I DRAIN
YOUR VERY
LIFE-ENERGY
ITSELF!



THEY'RE STILL
IN RANGE.

SHOULD
WE--?

LET THEM RUN.
LET THEM WALLOW
IN FEAR AND
DESPERATION.

WITH THEIR HOME
TAKEN FROM THEM--
THEIR FOES UNITED
AGAINST THEM--



-- THERE IS
NO PLACE FOR
THEM TO HIDE.

WHAT YOU SAID, LADY.

IT'S ALL SET. LET'S MOVE.

"-- AND THE BODY DIES."

WHA-
BA-

BRKOOOM!

ONE OF THE X-MEN'S ENEMIES, STEVEN LANG, SAID IT ONCE. CYCLOPS, MARVEL GIRL AND CHARLES XAVIER ARE THE HEART AND SOUL OF THE X-MEN.



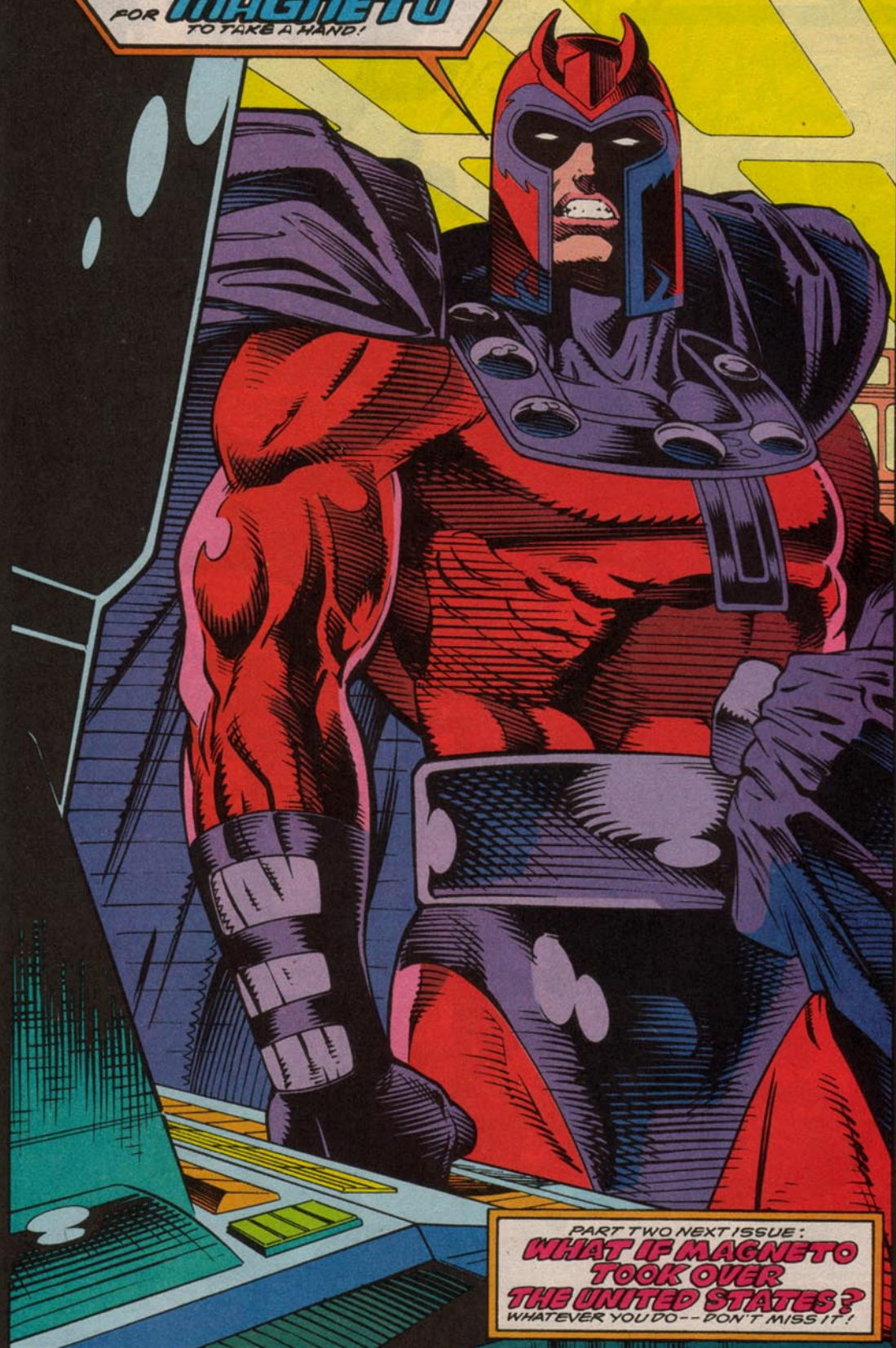
"CUT OUT THE HEART--"



IT'S THAT SIMPLE.



THE TIME HAS COME--
FOR **MAGNETO**
TO TAKE A HAND!



PART TWO NEXT ISSUE:
**WHAT IF MAGNETO
TOOK OVER
THE UNITED STATES?**
WHATEVER YOU DO-- DON'T MISS IT!

WHAT NOW?

Editor—Craig Anderson

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

Assistant Editor—Lynaire Brust

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

Dear Craig:

I have to admit, until WHAT IF...? #38, I didn't think that your "TimeQuake" storyline was going to come together. Yet in one issue you got rid of the TimeKeepers (whom I thought were awful characters anyway), got your heroes together, and showed everyone that you can't keep a good time-traveling villain down. I should have guessed that Immortus wasn't gone forever after AVENGERS WEST COAST #62. Fooled me again. I hope you're proud of yourselves.

I do have a question for you. Why is an incredibly talented artist like Marshall Rogers not doing a regular title for Marvel? His work on the SIVLER SURFER comic was outstanding, but then he went off to do G.I. JOE and I haven't heard anything from him since he left that title. So, where has he been keeping himself?

Kevin Hall
5437-F Bradley Pines Circle
Sandston, VA 23150

Glad you liked Issue #38, Kevin. As for Marshall, he's been very busy doing work for various comic companies. We always look forward to those rare occasions when he has time to grace our pages with his peerless pencils!

Dear Marvel,

I would just like to say I've been enjoying the "TimeQuake" storyline, although I like multi-part stories based on one subject better. The Captain America, Spider-Man and Phoenix two-parters are the only two-part stories you've done so far and look how good they turned out! Here's some stories that would be interesting:

- 1.) What If... Wonder Man Married the Scarlet Witch?
- 2.) What If... Cable Never Led the New Mutants?
- 3.) What If... Adam Warlock Kept the Infinity Gauntlet?
- 4.) What If... Loki Didn't Die?

Also, I hate to point out such silly mistakes, but on the cover of WHAT IF...? #38 it should be "What If... Thor Was a Thrall of Seth?" and not "What If... Thor Was a Thrall of Seth!" What will your former English teachers think?

Aaron Bellise
3 Danielle Ct.
Suffern, NY 10901

We used the "I" instead of "?" to express excitement of course, Aaron! And if that's the only bad thing you can think of to say about issue #38, we guess we did a pretty good job! (Hey, do you think he bought it... nah, we don't either.)

Dear What Now?!

I would like to say that when I went into a

comic shop to buy "TimeQuake," I decided to pick up some past WHAT IF...? issues to read. I got issues #28 and 29. I have one thing to say to ya — "Fantastic!" I am not much of a fan of Captain America, but it was so great! When I was reading issue #28 I didn't like it because I thought Red Skull was Cap and I thought, "They made a big mistake; he wouldn't do this in a million years!" And, as I found out in issue #29, he didn't.

Also, please try this: "What If... Spider-Man Was Bitten by a Different Insect?" (Please be serious.)

Well, until some bald idiot dresses up in a blue cape, make mine Marvel.

Morgan Eisen
37 Glendon Rd.
Wood Hole, MA 02543

Gee, we guess you weren't at our annual office Halloween party, huh, Morgan? Oh well, you'll be reading about it in the Bullpen Bulletins page in no time! As for issues #28 and 29, thanks a lot! We always like to hear some praise heaped upon our past issues!

Dear What If? staff:

I have had an idea that has been buggin' me since the first time I picked up your book. First I'd like to say that the new over-all style of the book is great. WHAT IF...? featuring current events adds even more interest to your book. But, about this bug I've got: I've always thought the most powerful team in super hero history was the Defenders. Especially when it was comprised of Dr. Strange (Sorcerer Supreme), the Incredible Hulk (who got stronger as he got madder, making him potentially the most powerful character in any comic book), the Sub-Mariner (the Lord of the seven seas), and finally the Silver Surfer (the possessor of the Power Cosmic, not to mention that really cool surfboard.) Well, everyone knows they disbanded because of a curse put upon them — never to join forces again or else. What if the "or else" meant they would turn EVIL? Imagine the most powerful team of super heroes now turned into the most powerful team of super villains. Who could stop this awesome team? The Fantastic Four, the X-Men, the Avengers (both teams together, East and West Coasts), or would they be unstoppable? Would villains join them or fear them? Would the Earth be enough for them to control or would they need more? Would heroes and villains team up against this unmovable force?

I would love to see you unfold this plot into what I believe would be your best issue yet. Thanks for letting me get this out of my system. (Whew, I feel much better now.) Well, till the Silver Surfer starts using a skateboard, make mine Marvel!

Mandy Cardoso
(Address withheld by request)
Miami, FL

Okay, okay, Mandy, we get the message. We'll have to do a Defenders WHAT IF...? issue someday. And seeing as how the all-new SECRET DEFENDERS series is getting ready to burst through the doors of comic shops across the country, someday might be sooner than you think!

Dear Craig,

So far, you guys have done an excellent job on "TimeQuake." While the first three art jobs were good, the writing has been wonderful and consistent, and with issue #38, the art was nothing less than spectacular. Talk about service.

"What If... Thor Was a Thrall of Seth?" was a good story. Marshall Rogers and M.C. Wyman, two fine pencilers, turned out the best art job that WHAT IF...? has seen since before "What If... Phoenix Had Lived?" in issues #32-33. I haven't been too happy with all the issues, but this issue turned everything around. The inks by Sam DeLaRosa and Rodney Ramos were also well done, and beautiful art was the ultimate result. My highest regards to the art teams.

Roy Thomas and Jean-Marc L'Officier wrote a great script. This issue was a special treat since members of different realities all met: Thor, IronDroid, Dr. Doom and Wolverine. This tale is truly going to be monumental.

Keep up the great work, and I'll see you when we find out the shocking truth behind "TimeQuake," True Believer! (I'm getting to sound like Stan Lee, aren't I?)

Joey Marchese
PO Box 2165
Union, NJ 07083-2165

Well, that's a good aspiration to to say the least, Joey! We heartily approve. And, we hope you'll approve of the story we have coming your way in just thirty days...

NEXT ISSUE: The exciting conclusion! The Master of Magnetism unites Earth's mutant villains (and many of the mutant heroes) in the wake of the destruction of the X-Men. Storm, Wolverine and Cable are ready to stop him, but even they will be helpless to prevent the activation of the Sentinels as the mutant-bloodbath of "Days of Future Past" happens in the Marvel Universe of today! It's a devastating nationwide war that'll involve not only the mutants, but also the Avengers, the Fantastic Four and other heroes! Keep your eyes peeled for the end of the world as we know it when we present "What If... Magneto Took Over the U.S.A.?"

