



**MARVEL**  
**COMICS**  
APR '02  
**X-MEN**  
DELUXE

**THE ASTONISHING**

# X-MEN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

**CHAPTER  
TWO**

AFTER XAVIER:  
**THE AGE OF  
APOCALYPSE**

She wants to call out to them.

Calm them.

Comfort them.

But the words don't exist.

For what could the young mutant known as ROGUE say to the panicked humans stampeding around her?

Each and every one of them is going to die.

Slaughtered by members of her race--

-- homo superior.

"Sorry" doesn't seem enough.



She came to the "city" once known as CHICAGO to attempt that which has never been done.

Along with a handful of her fellow X-MEN...

...she came to stop the cullings--

--the fullscale genocide of several thousand humans who had deluded themselves into believing they were insignificant in the eyes of the genetic overlord called APOCALYPSE, that they would be overlooked in his eugenics wave.



DAMN YOU, HOLOCAUST.

IT AIN'T ENOUGH FOR Y'ALL TO SIMPLY KILL THESE PEOPLE...

... YA HAVE T' TERRORIZE THEM FIRST?

SEND IN THE PROBES, BREAK THEIR SPIRIT--

--CALCULATE YOUR BODY COUNT.



IF 'N WE CAIN'T FIND A WAY TO CALM THESE PEOPLE, THEY'RE GONNA TRAMPLE THEMSELVES T' DEATH--

-- BEFORE WE GET THE CHANCE TO GET THEM CLEAR O' HEAH BEFORE THE REAPERS ARRIVE.

STAN LEE PRESENTS THE ASTONISHING X-MEN IN

# NO EXIT

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**NOOO!**

EH... SHIRO?!

NOT... AGAIN!

I... WILL... NOT...

...CANNOT...

...ALLOW IT!

**AIEEE!**

**SHFWOOSH!**

IT'S A MUTANT!

OH, GOD-- THEY'RE HERE ALREADY!

YO, SUNFIRE-- TONE DOWN THE HEAT, MON!

WE'RE SUPPOSED TO BE UNDERCOVER... AS IN "DON'T FRY THE NORMS WE'RE TRYING TO HELP!"

PROBABLY. HE'S NEVER BEEN THE MOST STABLE X-MAN.

AH SHOULD'DA' SAW THIS COMIN'!

WANT I SHOULD--?

HELPING THEM FLEE, MORPH...

...IS NO HELP AT ALL!

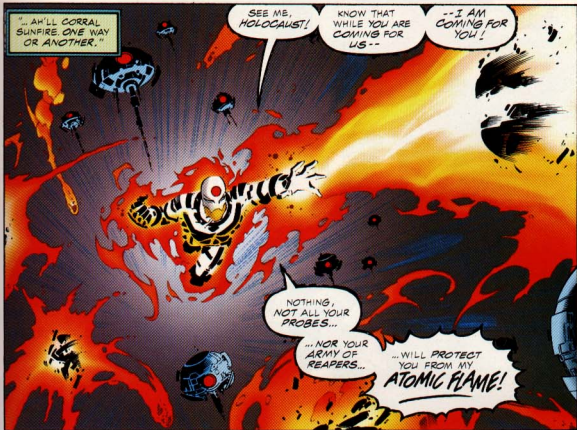
**FWOOSH!**

WE HAVE TO STOP HOLOCAUST...

... HERE ...

**Now!**

NO, BLINK. CONTINUE THE EVAC...



"... AH'LL CORRAL SUNFIRE ONE WAY OR ANOTHER."

SEE ME, HOLOCAUST!

KNOW THAT WHILE YOU ARE COMING FOR US --

-- I AM COMING FOR YOU!

NOTHING, NOT ALL YOUR PROBES...

... NOR YOUR ARMY OF REAPERS...

... WILL PROTECT YOU FROM MY **ATOMIC FLAME!**



RIGHT NOW, SHIRO--

-- HOLOCAUST AIN'T THE ONE WHAT NEEDS PROTECTIN'!

YOU'RE ONLY MAKIN' A BAD SITUATION WORSE!



LISTEN, AH KNOW--

**NO-- YOU DON'T KNOW!**



NO ONE KNOWS WHAT HOLOCAUST AND HIS FATHER HAVE COST ME!

NO ONE.



SUGAH, I HATE T'HAVE T'DO THIS...

... BUT YA HAVE GOT TO POWER DOWN --

-- EVEN IF  
AM HAVE T'DO  
IT MYSELF!

It is  
something she  
rarely ever  
does --

-- and  
with good  
reason.

By using  
her own tactile-  
triggered ability  
to siphon SUNFIRE'S  
atomic flame...

...she understands  
this particular act  
is not without  
its repercussions.

WHOA.  
THE GOOD  
NEWS IS, IT  
WORKED.  
C'MON,  
PEOPLE!

SHOW'S  
OVER!  
KEEP  
HEADING EAST  
ALONG THE RIVER  
BED!

THE  
BAD NEWS  
IS--

-- SUNFIRE  
HAS NEVER  
BEEN THE MOST  
FILLED ENCHILADA  
ON THE LUNCH  
TRAY.

HOW'S ROGUE  
GOING TO DEAL  
WITH HANGING  
OUT IN HIS  
HEAD?



FOR SOMEONE  
RADIATIN' SO  
MUCH HEAT--

-- HIS HEART ...  
... HIS SOUL ...  
... ARE  
LIKE  
ICE?!

AS IF HIS  
INSIDES  
WERE...

... DEAD?

Were  
that but  
true--

-- then the  
memories which  
plague SHIRO  
YOSHIDA--

-- every day  
of his life, and  
every hour of  
that day--

-- would have no  
more power over  
SUNFIRE.

As it is, he can  
still smell the dead  
who were his family  
and friends.

He can feel  
his arms pinned  
by NEMESIS.

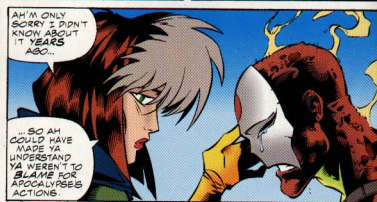
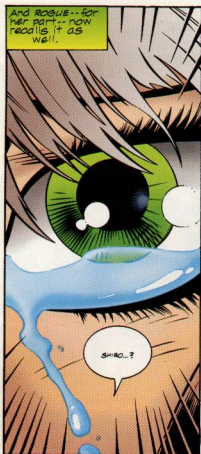
He can  
taste the  
blood--

-- gasp  
for air--

-- see APOCALYPSE'S  
grinning death's  
head--

-- and remember  
his own lungs  
filling with liquid  
crimson...







WESTCHESTER  
COUNTY.

Once, the estate of  
a family called XAVIER.  
The last member of  
that family died two  
decades ago.

Currently, it is a  
place where dreams  
go to die.

Were he to  
allow himself  
the luxury of  
introspection--

--ERIK LEHNSHERR  
might acknowledge this  
is but one of a  
handful of quiet  
moments in his  
life.

A life that  
was forever  
altered on the  
day CHARLES  
XAVIER passed  
from this  
world--

--leaving the  
man called  
MAGNETO to  
carry on--

THERE  
YOU ARE!

HIDING WHILE YOUR  
X-MEN ARE SCATTERED  
AROUND THE GLOBE,  
RISKING THEIR LIVES  
WHILE YOU--

SILENCE,  
BISHOP.

YOU'LL  
WAKE LITTLE  
CHARLES.

YOU'LL  
WAKE MY  
SON.

I'M  
SORRY, I  
DIDN'T--

NO,  
BISHOP..

... I'M THE ONE WHO SHOULD BE APOLOGIZING... TO MY CHILD.

FOR IF EVERYTHING YOU TELL ME IS TRUE-- IN ORDER TO RECREATE THIS WORLD IN ITS PROPER IMAGE-- HIS IS BUT ONE LIFE THAT WILL BE SACRIFICED AS A RESULT.

I WILL TELL YOU RIGHT NOW...

... I DON'T KNOW IF I WILL BE ABLE TO DO THAT.

BUT I'VE EXPLAINED AS BEST I COULD, HES.

-- HES NOT-- RIGHT. NONE OF THIS IS-- RIGHT.

HE WAS CREATED-- THIS WORLD WAS CREATED-- BY SOME KIND OF COSMIC ACCIDENT.

TELL ME, HAVE YOU EVER HAD A CHILD?

NO.

NO, I DIDN'T BELIEVE YOU HAD. FOR IF YOU KNEW WHAT IT WAS LIKE--

--TO HOLD A LIFE IN YOUR HANDS--

--TO FEEL HIS BREATH UPON YOUR CHEEK--

--TO HOLD HIM THROUGH THE NIGHT AND PROMISE HE'LL WAKE IN THE MORNING...

... THEN PERHAPS YOU'D KNOW THAT A CHILD IS PURE LOVE.

AND LOVE IS NEVER AN ACCIDENT.

TOMORROW, AS YOU SAY, THIS WORLD MIGHT HAVE TO DIE...

... PLEASE, GIVE ME TONIGHT TO SAY GOOD-BYE TO MY SON.







The remains of MANHATTAN.

Stronghold of the genetic overlord called APOCALYPSE.

SEE AMAZING X-MEN #1--BOB

ENOUGH!

I WILL NOT ABIDE ANOTHER AFFRONT TO MY RULE!

ABYSS SHOULD HAVE STOPPED THE X-MEN'S MOMENTUM IN MAINE--\*

--YET THE EURASIAN HIGH COUNCIL'S SENTINELS ARE NONETHELESS EVACUATING HUMANS BY THE THOUSANDS!



I HAVE TOLERATED MAGNETO AND HIS PATHETIC RESISTANCE FOR TOO LONG!

REX?!



SIR?



HOW DOES YOUR SEARCH FOR THE X-MEN'S BASE?

HONESTLY?

THAT DEPENDS ON HOW MUCH LONGER YOU'D LIKE TO LIVE!



THAT SHOULD BE THE RESULTS FROM OUR SCANS NOW, MILORD.

PING  
PING  
PING

YES!!



ON SCREEN.

ACCORDING TO AN ANALYSIS OF BLINK'S TRANS-SPATIAL TRAJECTORY--

-- THEY ARE LOCATED IN THE DEAD ZONE FORMERLY LABELED WESTCHESTER.

SPECIFICALLY, THE FORMER RESIDENCE OF--

-- I SEE, SOME LONG-DEAD MAN BY THE NAME OF CHARLES XAVIER.

OF COURSE-- IN SOME PERVERSE, TWISTED WAY, IT ALL MAKES SENSE

ALL THESE YEARS MAGNETO AND HIS MUTANT MASSOTS HAVE BEEN HIDING DIRECTLY UNDER MY NOSE!

PREPARE MY ENTOURAGE, REX ...

... I'LL BE HANDLING THIS PERSONALLY!

VERY GOOD, SIR.





CHICAGO.

WHAT'S LEFT OF IT.

FROM UP HERE, THE CITY ALMOST LOOKS... PEACEFUL.

IN AN EMPTY, TRAGIC SORT O' WAY.



BUT IT ISN'T EMPTY YET, MR. CREED.

AND WITH HOLOCAUST MAKING HIS WAY HERE, WE HAVE TO GET THESE PEOPLE CLEAR.

S' FUNNY, PUP-- THAT'S WHY I ASKED YA UP HERE.

I WANTCHA TO --



PLEASE

PLEASE PLEASE PLEASE DON'T ASK ME.

YOU WANT ME TO TELEPORT YOU TO HIM, DON'T YOU?

YOU'RE ASKING ME TO HELP YOU COMMIT SUICIDE.



I AIN'T DOIN' NO SUCH THING.

I'M JUST TRYIN' TO BUY ROBUE AND THE REST O' YA SOME TIME IS ALL.

I KNOW ME AND KYLE CAN'T STOP HOLOCAUST ON OUR OWN-- BUT WE CAN GIVE THE REST O' YOU A CHANCE...

I...

...I'VE NEVER TOLD ANYONE THIS BEFORE.

BUT SOMETIMES LATE AT NIGHT-- I PRAY.









Instantaneously...

**BLINK!**

I DON'T BELIEVE THIS... INDIANAPOLIS, INDIANA?

OF ALL THE CITIES LEFT STANDIN' IN WHAT USED TO BE THE UNITED STATES--

--AND HOLOCAUST PICKS... INDIANAPOLIS TO CULL?

MEANS HE'S EITHER PLAYIN' HIS VERSION OF A GAME...

...OR THERE'S A SPECIFIC REASON.



SO WHY DON'T I THINK I'M GONNA LIKE THE ANSWER EITHER WAY?



C'MON, KID--



--RISE AND SHINE!



GOOD BOY.

NOW, STAY ALERT...



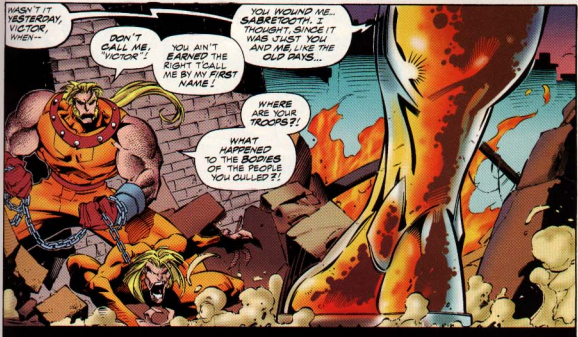


FFFST?!

WHAT IS IT, KYLE-- YA GOT SOMETHIN'?

ROOPL!

YOU'RE GETTING OLD, OLD MAN.



WASN'T IT YESTERDAY, VICTOR, WHEN--

DON'T CALL ME, 'VICTOR'!

YOU AIN'T EARNED THE RIGHT T'CALL ME BY MY FIRST NAME!

YOU WOUND ME... SABRETOOTH. I THOUGHT, SINCE IT WAS JUST YOU AND ME, LIKE THE OLD DAYS...

WHERE ARE YOUR TROOPS?!

WHAT HAPPENED TO THE BODIES OF THE PEOPLE YOU CALLED?!



FODDER, IF YOU MUST KNOW.

THE "SURVIVORS" HAVE BECOME GENETIC RAW MATERIAL FOR MY INFINITE PROCESSING PLANT.

SINCE YOU'RE GOING TO DIE ANYWAY, I CAN TELL YOU IT'S TWENTY MILES DUE NORTH OF HERE.



I ORDERED MY "PEOPLE" TO DROP OFF THE BODIES--

LET ME GET THIS STRAIGHT.

THE PROCESSIN' PLANT-- THE ONE WHAT FUELS ALL O' YOUR INFINITES...

...IS RIGHT UP THE ROAD?



EXACTLY. INFORMATION YOU'LL BE TAKING TO YOUR GRAVE.



'CHU GET ALL THAT, KID?

CHEE HEE HEE...



RUN,  
KYLE--  
--LIKE  
THE WIND!

?!

WHA--?!  
IS THIS  
SOME KIND  
OF TRICK?!  
IS WILD  
CHILD POSSESSED  
OF SOME LEVEL  
OF INTELLIGENCE  
?!

FOOM!

FBM! FBM! FBM! FBM!



LET'S JUST  
SAY HE'S MORE  
OF A MAN THAN  
YOU ARE --

--AND  
LEAVE IT  
AT THAT!

"STOP  
YOU"?

NAH.

BUT LET'S SEE  
ABOUT FINISHIN'  
THE JOB WAGNE'D  
STARTED ON YOU  
ALL THOSE YEARS  
AGO.

BY THE WAY, DID  
I FORGET TO MENTION  
HOW MUCH I LIKE YER  
NEW LIFE-SUPPORT  
ARMOR?

THIS IS  
MADNESS-- YOU  
CAN'T POSSIBLY  
BELIEVE YOU  
CAN STOP ME  
ON YOUR  
OWN?!

SMACK!

BRAKT!





YOUR SAD, LITTLE TAUNTS SERVE NO PURPOSE!

I HAVE... ADJUSTED TO MY CURRENT STATE!



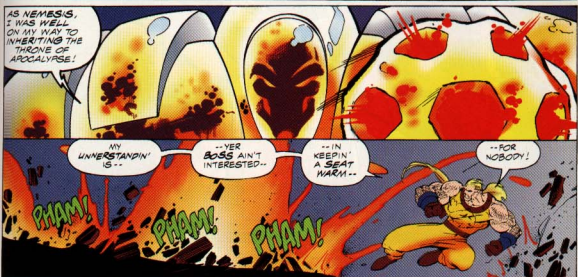
**BHAM!**

I'M ACTUALLY GETTIN' UNDER HIS SKIN--WHAT THERE IS OF IT.

YEAH...  
"YA SEEM 'ADJUSTED'."

'COURSE, PROBABLY THE FIRST TIME IN YEARS ANYBODY THOUGHT T'MIX IT UP WITH HIM.

WATCH IT, VIC--YER STARTIN' TO ENJOY THIS.



AS NEMESIS, I WAS WELL ON MY WAY TO INHERITING THE THRONE OF APOCALYPSE!

MY UNNERSTANDIN' IS--

--YER BOSS AIN'T INTERESTED--

--IN KEEPIN' A SEAT WARM--

--FOR NOBODY!

**PHAM!**

**PHAM!**

**PHAM!**



HE'S ABOUT SURVIVAL OF--

EH?

YA SET ME UP, DIDNJA?



YES, I DID.



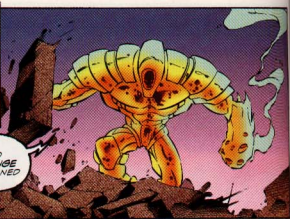
YOU WANT TO FULLY APPRECIATE THE IRONY OF IT ALL ?



I WAS ORIGINALLY CONTENT TO MERELY BE A "NEMESIS"...

...AN ADVERSARY, A SOURCE OF IRRITATION.

UNTIL MAGNETO FELT THE NEED TO RUIN ME AS REVENGE FOR SOME IMAGINED SLIGHT!



"IMAGINED SLIGHTS!?"

YA KILLED HIS DAUGHTER!\*

BUT SHE WAS THE FIRST TO DIE AT MY HANDS--HE SHOULD HAVE CONSIDERED THAT AN HONOR!



HOLOCAUST--

...YOU ARE ONE SICK PUPPY!

SKRAKKT!

X-MEN CHRONICLES #1--808



ODD... FROM WHERE I STAND, YOU'RE THE ONE WHO ISN'T LOOKING WELL.



TELL ME, SABRETOOTH--

--HEALING FACTOR ASIDE--

...DO YOU BLEED INTERNALLY MUCH?



NOW, I'VE GOT THINGS TO DO.

WHY DON'T YOU BE A GOOD LITTLE CAT...

... AND CURL UP..

... AND... ?



# RRRINORR!

He hears the growl as if it is thunder upon a distant horizon--

-- smiling to himself as he recognizes the noise is coming from... within.

In the five years he's been with the X-MEN...

...there has always been a side of him he was holding back.

Until now.

IF I'M CHECKIN' OUT, HOLOCAUST...

DON'T EVEN...  
...PRETEND...

I AIN'T TAKIN' YA WITH ME!

# KOAKKY!

