

# MINDGAMES! MINDGAMES!





HUR-RY, HUR-RY,  
HUR-RY! COME  
ONE, COME ALL  
T' THE GREATEST  
LITTLE SHOW  
ON EARTH!

WE GOT T'RILLS  
AN' CHILLS, SIGHTS  
T' BEDAZZLE THE  
EYE AN' FREEZE  
THE HEART!

TICKETS  
\$5



BANSHEE? A  
CARNIVAL  
BARKER??? AND  
THOSE POSTERS  
BEHIND HIM--!

FROM THE PICTURES I'VE  
SEEN, THEY COULD BE  
THE NEW X-MEN, BUT  
I'M NOT SURE.

I SUPPOSE I  
SHOULD HAVE  
TAKEN TIME OUT  
TO MEET THEM,  
BUT LIFE IN THE  
AVENGERS HAS BEEN  
SO NECTIC LATELY,  
I HAVEN'T HAD  
THE CHANCE.



I THINK I'LL NOSE AROUND  
QUIETLY FOR A WHILE. IF  
THESE ARE THE X-MEN, I'D  
PREFER KNOWING WHAT'S  
GOING ON-- WHO'S BEHIND  
THEIR TURNING INTO CARNIVAL  
FREAKS-- BEFORE I  
MAKE MY MOVE!

AND IF THESE AREN'T THE  
X-MEN, I'LL SIMPLY STEAL  
AWAY INTO THE NIGHT AND  
CHECK CEREBRO FOR  
MALFUNCTIONS.

LOOKS  
PRETTY  
MEAN,  
DON'T  
HE?

AW, GRAMPS,  
I BET HE AIN'T  
SO TOUGH.

MANAGER OF THE  
XUKON

JACKIE



FIVE DOLLARS I'M ASKIN', AN' THE SHOW'S CHEAP AT THE PRICE! YOW-ZER! YOW-ZER! YOW-ZER!

IT'S THE BARGAIN OF A LIFETIME F'R YOUNG AN' OLD, AN' IF YE PASS IT BY YE'LL BE REGRETTIN' IT TILL YOUR DYIN' DAY!

GODDESSES WE HAVE, AN' DEMONS, TOO, A MAN-BEAST FROM THE YUKON AND A MAN O' STEEL! ALL INSIDE THE MIDWAY, AN' ALL F'R THE MEASLY PRICE O' FIVE DOLLARS!

TS  
O



THAT COULD HAVE BEEN WOLVERINE. THIS TELEPORTING CHARACTER COULD BE NIGHTCRAWLER. I MEAN, THERE CAN'T BE TWO LIKE HIM IN THE WORLD... CAN THERE?!

IF I COULD ONLY BE CERTAIN--!

YEARRRGH!!

FEEEK!

ICK! HE STINKS! HEY, MARTY, I HEARD A CAT YELL LIKE THAT ONCE, WHEN MOMMA STEPPED ON HIS TAIL.



JIM-BOB, THAT IS ONE GODDESS I WOULDN'T MIND BUNKIN' IN THE BOONDOCKS WITH, KNOW WHAT I MEAN?

BET SHE BLEACHES HER HAIR.

NOW THAT IS WHAT I CALL A TOTAL WOMAN!

POOR KID. NO MATTER WHO SHE IS, SHE SHOULDN'T HAVE TO PUT UP WITH THIS. FROM THE STORIES I'VE HEARD, THOUGH, STORM WOULDN'T.

SO WHAT DOES THAT PROVE? I STILL DON'T HAVE ANYTHING CONCRETE -- AND I CAN ONLY GO SO FAR WORKING ON HUNCHES.

OK, LORNA -- WHAT HAVE YOU GOTTEN THIS LITTLE BEASTIE INTO?

"SHE WAS FRANTIC WHEN SHE PHONED FROM SCOTLAND. HAVOK HAD BEEN KIDNAPED AND SHE'D BEEN UNABLE TO GET ANY ANSWER WHEN SHE CALLED THE X-MEN FOR HELP.

"I HOTFOOTED IT UP TO THE MANSION TO SEE WHAT I COULD DO. IF THE X-MEN WERE ON A MISSION, I COULD STILL USE CEREBRO TO FIND HAVOK.

"THE PLACE WAS DESERTED...

"... AND JUDGING FROM THE MAIL, HAD BEEN FOR QUITE A WHILE.

"... HAVING A GREAT TIME, WISH YOU WERE HERE -- CHARLES AND LILANDRA."

WHO'S LILANDRA?

CURIOSER, AND CURIOSER -- BEDS ARE UNMADE, EQUIPMENT LYING AROUND. FOOD'S HALF-COOKED, HALF-EATEN...

... ALMOST AS IF THEY'D DISAPPEARED BETWEEN ONE BITE AND THE NEXT.

I WONDER IF ALL THIS HAS ANYTHING TO DO WITH ALL THOSE VANISHING AVENGERS...?

"THE MORE I FOUND -- AND DIDN'T FIND -- THE LESS I LIKED IT. SOMETHING WAS VERY WRONG. I CHECKED CEREBRO, ONLY TO FIND THE SYSTEM COMPLETELY SHUT DOWN.

"LUCKILY, THERE WAS NO PERMANENT DAMAGE. I RE-STARTED THE COMPUTER AND FOUND THE X-MEN IN NOTHING FLAT.

I DON'T KNOW WHAT I EXPECTED WHEN I FLEW OUT HERE -- AFTER CALLING THE AVENGERS ABOUT HAVOK --

-- BUT MR. MIKE'S ONE-RING TRAVELLING TENT SHOW SURE WASN'T IT.

NOTHING MAKES SENSE, AND THE HARDER I TRY TO FIGURE THINGS OUT, THE CRAZIER IT ALL GETS.

THAT AERIALIST, FOR INSTANCE. SHE'S A REDHEAD; SHE COULD BE JEAN. BUT IF THAT POSTER OUTSIDE IS ANY INDICATION, SHE SURE ISN'T THE MARVEL GIRL I KNEW.

ALL AROUND THE BEAST, THE CROWD HOLDS ITS BREATH AS THE SLIM YOUNG WOMAN, FORTY FEET UP AND WORKING WITHOUT A SAFETY NET--



--CLIMAXES HER PERFORMANCE WITH AN INCREDIBLE TRIPLE SOMERSAULT. SHE REACHES FOR HER CATCHER...

...AND THE CROWD SCREAMS!

SHE MISSED!



GOTTA GET OUT THERE! SHE'LL BE KILLED!

WHAT THE--?!

BEFORE EVERYONE'S STUNNED, DIS-BELIEVING EYES, THE WOMAN FALLS, SEEMINGLY TO CERTAIN DEATH...



...AND THEN, AT THE LAST POSSIBLE SECOND, SHE SPREADS HER ARMS...

...AND FLOATS GENTLY DOWN TO EARTH.

LADEEZ AN' GENTLEMEN, LET'S HEAR A GRAND ROUND OF APPLAUSE FR--



-- MIZ DESTINY!

CALL HER WHAT YOU LIKE, BANSHEE, BUT AS FAR AS I'M CONCERNED, THE LADY'S NAME IS JEAN GREY.

I WAS WATCHING AS SHE FELL. THERE WERE NO HIDDEN WIRES--

--AND I'VE SEEN JEAN USE HER TELEKINETIC POWERS ENOUGH TO RECOGNIZE 'EM ANYWHERE.



I THINK IT'S TIME I MADE MY MOVE.

EXCUSE ME, "MS. DESTINY", MAY I COME IN?

THAT'S WHY THE DOOR'S OPEN, SPORT. I'M A LADY WHO LOVES TA MEET HER PUBLIC.

ONLY MAKE IT SHORT AN' SWEET, huh? I GOT A HEAVY DATE.



HUN?!

WHAT'S A MATTA, HANDSOME? CAT GOT'CHER TONGUE?





IN RETROSPECT, HOWEVER, THAT MAY HAVE BEEN A TACTICAL NO-NO.

SCOTT'S CALL SEEMS TO HAVE DRAWN A CROWD.

JUKIE-- WHAT IS THAT THING?

WHO CAYUHS, BRUNO? HE'S A SNOOPUH...

AN' THE BOSS SAYS WE GOTTA PUT ALL SNOOPUH'S DOWN... HAHD!



SHEE-OOT! IT AIN'T HUMAN!

WILLIS, YOU DUMB CLUCK! YOU WENT AN' LEFT THE GRILLA CAGE OPEN AGIN!

SORRY, CHARLIE--OR WHATEVER YOUR NAME IS-- BUT YOU'RE WRONG.

WHAT YOU GOT HERE IS A 100% BONAFIDE, CARD-CARRYIN' AVENGER...

...WHO SEEMS TO HAVE THIS KNACK FOR GETTING INTO SCRAPS.



AN AVENJUH--?!? TAKE HIM-- ANY WAY YOU CAN! IT'S BACK TO THE SLAMMUH FOAH SURE IF HE ESCAPES!

HOW, JUKIE?! HE JUMPS HIGHER'N THE HULK!

NOT QUITE, PAL, BUT I'M NOT COMPLAINING.



BLAST! THESE GOONS ARE SPROUTING LIKE WEEDS! EVERYWHERE I TURN, I RUN INTO MORE OF 'EM.

IF I CAN GET OUT OF THE LIGHTS, I THINK I CAN LOSE 'EM.

MOM, LOOK! ONE O' THE BIG MONKEYS GOT LOOSE.



THANKS, KID, MY EGO NEEDED THAT. DON'T YOU PEOPLE KNOW A SUPER HERO WHEN YOU SEE ONE?

UH-UH, CONEHEAD! NO GUNS!

SOOK!

AFTER ALL, WE WOULDN'T WANT ANYONE TO GET HURT.



I'M BOXED IN, AN' IF THAT CLOWN'S ANY INDICATION, THEY'LL HAVE RIFLES COVERING EVERY EXIT.

THERE'S STILL A SHOW GOING ON IN THE BIG TOP. I'VE GOT TO FIND A PLACE TO LAY LOW TILL IT LETS OUT.

AND THAT FREAK SHOW TENT-- MUCH AS I HATE TO ADMIT IT-- LOOKS MADE TO ORDER.



JUST IN TIME, METHINKS, AS THE POSSE THUNDERS BY. FROM THE SOUND OF IT, SCOTT'S IN THE LEAD.

I NEVER KNEW HE WAS SO BLOODTHIRSTY.

ASSUMING IT'S SCOTT SUMMERS TO BEGIN WITH, FOR ALL I REALLY KNOW, I'VE STUMBLERD ONTO A GANG OF DEAD RINGERS.



IF THAT IS SCOTT, THOUGH, THEN IT'S A SURE BET SOMEONE'S BEEN MUCKING AROUND WITH HIS MIND-- WITH ALL THE X-MEN'S MINDS.

SO WHAT AM I GOING TO DO ABOUT IT?



I CAN'T RISK HANDLING THIS ALONE-- ANY FORCE OR BEING CAPABLE OF ZAPPING THE X-MEN ISN'T ONE TO BE TAKEN LIGHTLY.

I WONDER WHO COULD IT BE?



WELL, WHAT'S IMPORTANT NOW IS GETTING SOME REINFORCEMENTS IN HERE ON THE DOUBLE. LIKE, FOR INSTANCE, THE REST OF THE AVENGERS.

NO NOISE OUTSIDE. I'D BETTER BE MOVING ON.



AND, AS HE COMPLETES THE THOUGHT, THE BEAST DOES INDEED START MOVING...

**BKAM!**

**KRRRIP!**

...THOUGH NOT QUITE IN THE MANNER HE'D ORIGINALLY INTENDED.







GEORGIE, THAT'S CRAZY! HE SAID HE'S AN AVENGER! SUPPOSE HIS PALS COME LOOKIN' FOR HIM!

I MEAN, IF THE BEAST FOUND US, THEY CAN, TOO.

I KNOW, TRY TELLIN' THAT TA THE BOSS.

BILLIE-BOY, IT'S ALMOST LIKE HE WANTS THE AVENGERS TA COME.



BOSS, IT'S GEORGIE. WE GOT THE BEAST.

NOK!

NOK!

EXCELLENT. BRING HIM IN.



HELLO, BEAST. IT'S BEEN A LONG, LONG TIME.

Y-YOU--!!



MESMERO!!

OF COURSE. WHO ELSE COULD HAVE CONCEIVED OF SUCH A DELICIOUS REVENGE AGAINST HIS MOST HATED FOES?

I SNARED MARVEL GIRL IN GRAND CENTRAL STATION. IN THE CONFUSION OF THE RUSH HOUR CROWD, SHE DIDN'T REALIZE HER DANGER TILL IT WAS TOO LATE.

SURPRISED, ARE YOU? DID YOU THINK THAT AFTER ALL THIS TIME I'D FORGOTTEN ABOUT YOU AND YOUR FELLOW X-MEN? HARDLY, BEAST.

YOU'LL NEVER GET AWAY WITH THIS!

WHO'S TO STOP ME?

SHE GAVE ME ACCESS TO XAVIER'S MANSION, AND FROM THERE THE X-MEN FELL LIKE DOMINOS. AN INSTANT'S EYE CONTACT WAS ALL I NEEDED TO ENTHRALL EVEN THE STRONGEST OF THEM.



AS I WILL NOW ENTHRALL YOU, BEAST.

MESMERO'S EYES BEGIN TO GLOW AMID THE DARKNESS OF HIS CARAVAN, AND HANK MCCOY FEELS HIS UNIVERSE SLIPPING OUT FROM UNDER HIM.

...BY THE SOUND OF A CHAIN SNAPPING.



AT THAT SAME MOMENT, ACROSS THE CIRCUS LOT, THE MIDNIGHT SILENCE IS BROKEN...

TINK!

THE STRAIN IS MURDEROUS--



...AS IMAGES EXPLODE AGAINST THE MIASMIC FOG ENSHROUDING HIS MIND.

--THE LINKS AND SHACKLES FORGED OF THE HARDEST STEEL MONEY CAN BUY, GUARANTEED UNBREAKABLE-- YET WOLVERINE NEVER YIELDS...

THE FIGHT HAS SPARKED A RESPONSE DEEP WITHIN HIM, A PRIMAL, ELEMENTAL NEED THAT'S BEEN AT THE CORE OF WOLVERINE'S BEING ALL HIS LIFE.



AKT!

SHK-

A NEED TO BE FREE!



WHAT THE... FLAMIN'...? WHERE AM I?!?



LAS' THING I 'MEMBER WUZ... WUZ... JEANIE WITH SOME GREEN-SKINNED DUDE... HIS EYES LIKE FIRE, BURNIN' INTA MY HEAD...

I NEED SOME ANSWERS, AN' THIS BOZO LOOKS LIKE JUS' THE GUY T' GIVE 'EM T' ME.



SING, CANARY, 'FORE I COUNT T' FIVE--OR I POP MY CLAWS.

YOU-- YOU'RE BLUFFIN'!

ONE. FOUR. FI...

I'LL TALK! I'LL TALK!

A FEW MINUTES LATER, IN JEAN GREY'S CARAVAN...



SOME NIGHT, huh, JEANNIE?

YEUCCHH!

JUST THINKIN' ABOUT THAT FUZZY FRUIT-CAKE GIVES ME THE SHIVERS, Y'KNOW? AND HE SAID HE KNEW ME!



GEEZ, I BETTER RUN! I'M LATE FER MY DATE WITH THE BOSS.

WH--?!

SKASH!

FREEZE IT, JEANNIE! YOU AIN'T GOIN' NOWHERE!



WHO ARE YOU?! WHAT DO YOU WANT?!? YOU KEEP AWAY FROM ME, HEAR--? KEEP AWAY!

SLIM-- HELP!!

NAME'S WOLVERINE, JEAN. I'M ONE O' THE X-MEN. JUST LIKE YOU ARE.

ALL YA GOTTA DO IS REMEMBER.

BACK OFF, SHRIMP! YA WANNA MESS WITH MISS GREY, YOU'RE GONNA HAVETA GO THROUGH SLIM SUMMERS FIRST!



MY PLEASURE, BUB.



C'MERE, BABE. YOU AN' ME ARE GONNA HAVE WORDS.

HEY, THERE AIN'T NO NEED YA BE ROUGH, Y'KNOW? I WON'T SCREAM OR NOTHIN' I'LL DO WHATEVER YA WANT.

ONLY DON'T HURT ME PLEASE

LADY, I WISH THERE WAS SOME OTHER WAY...



BUT THERE AIN'T.

I BROKE OUTTA MY HYPNOTIC TRANCE BY REACTIN' T' THINGS ON A GUT, INSTINCTIVE LEVEL...

SWAK!

A PART O' ME BURIED SO DEEP EVEN MESMERO'S POWER COULDN'T TOUCH IT.



NOW I GOTTA MAKE JEANIE DO THE SAME, DOWN INSIDE, WE'RE A LOT ALIKE-- EVEN IF SHE DON'T KNOW IT YET. I'M GAMBLIN' THESE SLAPS'LL SCRAMBLE HER HEAD ENOUGH T' BRING THAT PART O' HER T' THE SURFACE.

BROW!



C'MON, JEANIE, REACT! REAC--!

OK, GEEZ.

STOP!



DON'T YOU HIT ME, LITTLE MAN!

DON'T YOU EVER HIT ME LIKE THAT AGAIN!

ZRAKOW!

UNNGH!



Who--???

WOLVERINE!

LORD, WHAT'S HAPPENING...???



WOLVERINE-- ok, I'M SO SORRY-- ARE YOU ALL RIGHT?!

I'M BANGED UP SOME, BUT I'LL LIVE.

SHOOT, LADY, YOU PACK A MEAN ZAP.

HELP ME UP, WILLYA? WE GOTTA USE YER POWERS T' FREE THE REST O' THE X-MEN.

"AN' THEN, BABE, WE GOT US SOME SCORES T' SETTLE."



IMPOSSIBLE!

I'M USING MY FULL STRENGTH, YET STILL THE BEAST RESISTS MY HYPNOTIC POWERS!

CAN'T WIN 'EM ALL, ek... MESSY?

CAN'T HOLD OUT MUCH LONGER. SKULL FEELS LIKE IT'S ABOUT TO BURST.



IF ONLY HE'D... EASE OFF A LITTLE, I THINK I COULD... BUST LOOSE!

BOSS! BOSS! THE OTHER FREAKS-- THE X-MEN-- THEY'VE GONE CRAZY! THEY'RE TRASHIN' EVERYTHIN' IN SIGHT WE CAN'T HOLD 'EM BACK!



WHAT--?!!?



BONK

SEE WHAT I MEAN, MESMERO? YOUR "GRAND DESIGN" FOR VENGEANCE IS TURNING OUT TO BE A HOUSE OF CARDS.

AND HERE'S WHERE A CERTAIN BASHFUL, BLUE-EYED, BLUE FLURRED BON VIVANT DOES HIS BIT--

--TO HELP BRING THAT HOUSE DOWN AROUND YOUR EARS!

YOU'VE HAD YOUR BEST SHOT, PAL. NOW IT'S MY TURN.

Oh, MY LORD...

PUT UP YER DUKES!



HEY, RELAX-- NO NEED TO BE THAT SCARED. I'M ONLY GONNA HIT YOU ONCE OR TWICE. OR THRICE. OR--



--AARRRRGH!!

YOU!

BUT-- IT C-CAN'T BE!

Ah, BUT IT IS, MESMERO



MEANWHILE, OUTSIDE...



AND THEY LIKE NONE OF IT.

...THE X-MEN ARE, INDEED, SETTling A FEW SCORES THANKS TO PHOENIX THEY REMEMBER EVERYTHING THAT'S HAPPENED TO THEM IN THE WEEKS THEY'VE BEEN IN MESMERO'S POWER.

THEY'RE OUTNUMBERED BETTER THAN EIGHT-TO-ONE BY MESMERO'S ROUSTABOUTS -- BOTTOM-OF-THE-BARREL BRUISERS GATHERED FROM THE CHEAP DIVES OF FOUR STATES.



BAMF

THESE BACK ALLEY MUSCLEMEN EXPECT THE FIGHT TO BE A MASSACRE.

THEY'RE RIGHT.

WOK!

BKOW!



ONLY THEY END UP BITING THE DUST.

HIT 'EM HARD, X-MEN--

ZBANG!

--AND HIT 'EM FAST! WE'VE GOT TO GET TO MESMERO BEFORE HE CAN SLIP AWAY!



HAVE NO FEAR, CYCLOPS--NONE OF THESE CREATURES WILL ESCAPE

BUT IF THESE MOTHERLESS SCUM HAVE GODS, THEY SHOULD THANK THEM WITH ALL THEIR CRAVEN HEARTS --

-- THAT THE X-MEN DO NOT BELIEVE IN KILLING.

EVEN SO, I AM SORELY TEMPTED!

YEAARRRH!

WE ALL ARE, STORM. WE ARE PEOPLE, YET MESMERO TREATED US AS THINGS, PUPPETS TO BE USED AND THROWN AWAY.

AND TO THINK I USED TO LOVE THE CIRCUS.

THAT'S THE LAST OF 'EM, CYCLOPS

ALL THAT'S LEFT IS MESMERO HIMSELF.

CYCLOPS! LYING ON THE FLOOR--!

IT'S THE BEAST, COLOSSUS.

I'M MINDPROBING HIM, CYCLOPS. BEAST'S OKAY, JUST UNCONSCIOUS.

THANKS, PHOENIX. ALL RIGHT, MESMERO, FUN-AND-GAMES ARE OVER.

DO YOU COME QUIETLY, OR DO WE TAKE YOU APART?

MESMERO--?!

GOOD LORD!

THOMP!

I SHOULDN'T WORRY ABOUT MESMERO, IF I WERE YOU, CYCLOPS.

SCOTT.

I SHOULD INSTEAD WORRY ABOUT SIMPLY SURVIVING TO SEE TOMORROW'S SUNRISE.

LENIN'S GHOST!

GODDESS OF THE EARTH AND AIR.

LORD, NO! WE'RE STILL NOWHERE NEAR READY.



GREETINGS, X-MEN.  
I TRUST YOU'RE ALL  
QUITE RECOVERED  
FROM MESMERO'S  
MINDGAMES.

WE HAVE  
UNFINISHED BUSINESS,  
YOU AND I. IF YOU'LL  
REMEMBER, WHEN LAST  
WE MET\*, I SWORE THAT  
NOT ALL YOUR POWERS  
NOR YOUR SKILLS WOULD  
SAVE YOU FROM MY  
WRATH--

--AND  
THEY SHALL  
NOT!

THIS TIME, THE  
FINAL VICTORY  
WILL BELONG TO--

--MAGNETO!

\*CLASSIC X-MEN  
#12--A.N.

NEXT ISSUE: TWO WORDS SAY IT ALL, TWO WORDS THAT COULD VERY WELL SOUND  
THE DEATH KNELL OF THE X-MEN!

# MAGNETO TRIUMPHANT!