



**MARVEL
COMICS
GROUP**

**53
JUNE**

THE AVENGERS

APPROVED
BY THE
COMICS
CODE
AUTHORITY



**THE AVENGERS
VS. THE X-MEN!**
'NUFF SAID'

THE MIGHTY AVENGERS!™

"IN BATTLE JOINED!"

LET ALL WHO BEGIN THIS EPIC KNOW:

THE YOUNG MUTANT KNOWN AS CYCLOPS, LEADER OF THE MYSTERY-SHROUDED X-MEN, HAS ESCAPED FROM HIS CELL ON THE ISLAND FORTRESS OF MAGNETO--AND, HAVING DEFEATED QUICKSILVER IN PITCHED COMBAT*, SUDDENLY GAZES UPWARD, TO BEHOLD--

THE AVENGERS!!

LET'S JUST SAY IT AIN'T THE STRAWBERRY ALARM CLOCK,!

LOOK! THERE'S CYCLOPS--STANDING OVER THE FALLEN PIETRO! BUT WHY--?

THERE SHOULD BE NO REASON FOR YOU TO FIRE, HAWKEYE--

UNLESS THE YOUTH BEFORE US RESISTS,!

*PRESENTING THE NOW CLASSIC AVENGERS/X-MEN BATTLE THAT TOOK PLACE IN AVENGERS #53.

--RAGIN'RALF

PLUS
COLORS
BY
GINA
GOING

TAKE IT FROM STAN LEE, EDITOR, ROY THOMAS, WRITER, AND JOHN BUSCEMA, ARTIST--THIS ONE'S GONNA FLIP YA!!

ARTIE SIMEX, LETTERER!
GEORGE TUSKA, INKER AND
HAPPENED TO

AT LEAST, THAT'S WHAT





THE NEXT INSTANT, BY ONE OF THE UNCANNY COINCIDENCES WHICH EXIST IN REAL LIFE EVEN MORE ABUNDANTLY THAN IN FICTION, OUR FREE-FALLING FRIEND DOES INDEED BEHOLD AN ANGEL--



--THOUGH NOT PRECISELY THE KIND HE HAD IN MIND!

IT'S--
A GUY--
WITH
WINGS--
FLYING!

AND, HE'S
MOVIN'
LIKE A
ROCKET!

THEN, AS SUDDENLY AS IT APPEARED, THE AMAZING APPARITION VANISHES...

THAT SHOOK ME UP SO BAD I PANICKED AND OPENED MY CHUTE!

I'VE HEARD OF RAPTURE OF THE DEPTHS-- BUT NOT OF THE HEIGHTS!

MAN, IS THE CIVIL AERONAUTICS BOARD GONNA HEAR ABOUT THIS!

BUT, SINCE THIS MAG ISN'T CALLED SEYMOUR ISN'T CALLED SKY-DIVER, WHAT SAY WE CHANGE A BIT...



TRIED TO AVOID BEING SEEN-- BY FLYING AS HIGH AS I DARED!

IF MAGNETO LEARNS I'M GOING TO THE AVENGERS FOR HELP--

NO, IT'S TOO HORRIBLE TO CONSIDER!

YET, EVEN AS THE BIRD-LIKE X-MAN LANDS ATOP A CERTAIN WELL-KNOWN MANSION...

REEEE! LISTEN, HAWKEYE! THAT ALARM'S COMING FROM THE VEHICLE CENTER!

WE'VE GOT TO--

YOU MEAN YOU'VE GOT TO, MAN-MOUNTAIN!

IT'S PROBABLY ANOTHER A YOUR BUDDIES --LIKE THE GRAM REAPER!

...RESULTED IN THE LOSS OF 17 LIVES!

AND NOW, A WORD FROM OUR SPONSOR--!

AND, AS GOLIATH STOPS BY THE MODERNLY-EQUIPPED GYM...

LET'S GO, T'CHALLA--IF YOUR ARM'S FEELING UP TO PAR AGAIN!

IT LOOKS LIKE YOUR FIRST DUTY AS A FULL-FLEDGED AVENGER WILL BE TO HELP STOP A HOUSEBREAKING!

STILL, I'M BETTING IT'S NO COMMON SECOND-STORY MAN WE'VE TRAPPED!

ALL SORENESS FROM MY SLIGHT WOUND IS GONE, MY FRIEND!

LEAD THE WAY! THE PANTHER FOLLOWS!

SECONDS LATER, AS A METAL WALL PANEL SLIDES BACK, IT REVEALS--

HOLY HANNAH! WE'VE HIT THE JACKPOT!

IT'S ONE OF THE X-MEN--

THE ANGEL!

OKAY--SO AS A BURGLAR, I MAKE A GOOD ELEPHANT!

NOW TURN OFF THESE BLASTED BEAMS--THEY'RE SINGING MY WINGS!

YOU'VE GOT IT, SON!

NOW, WHAT'S YOUR BEEF?

FOR THE MOMENT, WE'LL ASSUME THAT YOU WERE JUST IN TOO MUCH OF A HURRY TO KNOCK--AND THAT YOU WEREN'T TRYING TO SNEAK UP ON US...

ALWAYS--EVERYWHERE THE X-MEN GO--THE SAME MADDENING DISTRUST OF MUTANTS!

SOMETIMES I THINK QUICKSILVER HAD THE RIGHT IDEA--

--WHEN HE SIGNED BACK UP WITH MAGNETO!

QUICKSILVER? MAGNETO? THOSE ARE TWO FOR WHOM WE'RE SEARCHING!

DO YOU KNOW WHERE THEY ARE?

DO I KNOW WHERE--?

MISTER, I'M NOT SURE WHO YOU'RE SUPPOSED TO BE IN THAT HALLOWEEN ZOOT-SUIT--

BUT, IF YOU WANT SOMEBODY TO LEAD YOU TO MAGNETO AND HIS CREW--I'M YOUR BOY!

AND, THAT CREW STILL INCLUDES WANDA AND PIETRO!

YOU JUST MADE YOURSELF A DEAL! BUT NOW--?

I'LL EXPLAIN WHILE WE'RE WINGIN' ABOVE THE ATLANTIC, GOLIATH!

WE'VE GOTTA MOVE OUT!



JUST LET ME WHISPER
A LITTLE MESSAGE
INTO THIS INTERCOM
FIRST...NAMELY--

**AVENGERS
ASSEMBLE!**

BY THE WAY,
ANGEL-- I AM
T'CHALLA,
ALSO CALLED
THE PANTHER!

I JOINED
THE
AVENGERS
ONLY A FEW
DAYS AGO!

CHARMED!
BUT, 'SCUZE
ME IF I
SAVE MY
CONGRATS--

TILL I SEE
IF YOU SURVIVE
YOUR BAPTISM
OF FIRE!



THEN, AS A
PORTION OF
THE ROOF
SPRINGS
OPEN...

I
JUST
GOT
HERE,
HANK--

--AND
HAWKEYE
SAID
YOU
MIGHT
NEED
US!

NUTHIN'
ON THE
BOOB TUBE
BUT SOAP
OPERAS,
ANYWAY!

YOU'RE
A FAKER,
BOW-
SLINGER...
AND I
KNOW IT!

I SAW YOU
DOGGING
MY FOOT-
STEPS--
TO SEE IF
I NEEDED
HELP!

**LET'S GET
CRACKING!**

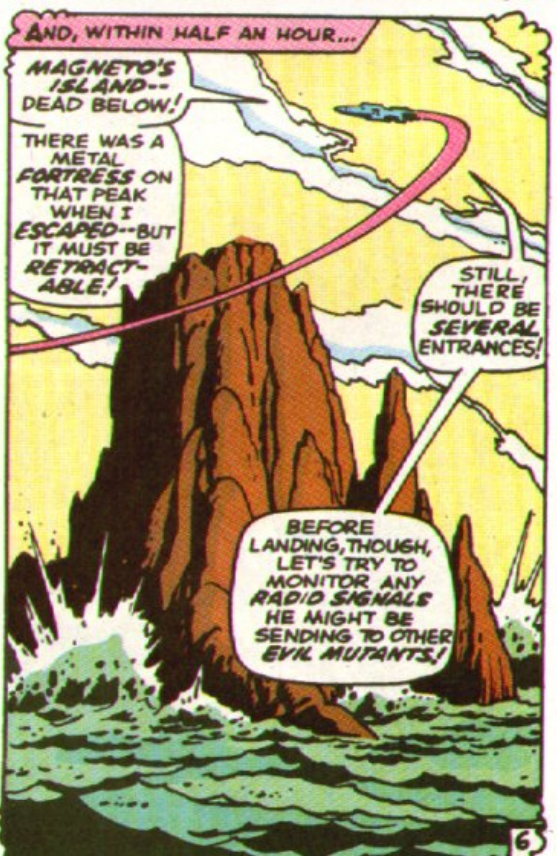


NEXT, NOISELESS ENGINES DESIGNED BY
TONY STARK COME TO LIFE--AND THE
COLORFUL QUINTET IS AIRBORNE...

NOW, ANGEL, IF ONLY
YOU CAN LOCATE
THAT ISLAND
YOU MENTIONED--

I SHARE A FEW OTHER
QUALITIES WITH BIRDS
BESIDES MY WINGS,
AVENGER--INCLUDING MY
SENSE OF DIRECTION!

DON'T WORRY
--WE'LL FIND
IT!



AND, WITHIN HALF AN HOUR...

**MAGNETO'S
ISLAND--
DEAD BELOW!**

THERE WAS A
METAL
FORTRESS ON
THAT PEAK
WHEN I
ESCAPED--BUT
IT MUST BE
RETRACT-
ABLE!

STILL,
THERE
SHOULD BE
SEVERAL
ENTRANCES!

BEFORE
LANDING, THOUGH,
LET'S TRY TO
MONITOR ANY
RADIO SIGNALS
HE MIGHT BE
SENDING TO OTHER
EVIL MUTANTS!





SHEESH! WHY DIDN'T YA SAY SO?

MY SPANKIN' NEW I-SPY SPECIAL OUGHTTA BE JUST WHAT THE SAWBONES ORDERED!

LET'S SEE WHAT IT PICKS UP WHEN I SHOOT IT INTO THAT PHONY-LOOKIN' CREVICE--!



ALMOST AT ONCE...

FEAST YOUR CONTACT LENSES ON THAT, PEOPLE!

PIETRO-- AND CYCLOPS --YAKKIN' IT UP LIKE OL' ARMY BUDDIES!

IF THAT DOESN'T PROVE THE X-MEN HAVE JOINED MAGGY'S LITTLE SEWIN' CIRCLE-- NUTHIN' WILL!*

*NOW, AT LAST, YOU KNOW THE STARTLING SECRET OF THAT ARROW ON PAGE 9, PANEL 5, OF THIS MONTH'S X-MEN! 'NUFF SAID!

-- SOOTH-SAYIN' STAN.



ALL RIGHT, ANGEL--HERE'S WHERE WE PART COMPANY FOR A WHILE!

BUT, WE'LL SEE YOU LATER, HEAR?

THAT YOU WILL, AVENGER...

PERHAPS WHEN YOU LEAST EXPECT IT!

AND NOW, WITH THOSE OMINOUS BON MOTS HANGING IN THE AIR, OUR RHAPSODIC RECAP COMES TO AN END--AS WE RETURN TO THE FOREBODING PRESENT, AND--AT LONG LAST-- BEHOLD OUR VENGEFUL VILLAIN...



THE AVENGERS HAVE TAKEN THE BAIT!

THEY'VE LET THE ANGEL LEAD THEM HERE--JUST AS I WANTED!

A FEW MINUTES MORE--AND THEY SHALL BE IN MY POWER!

BUT, MASTER... WHAT IF YOUR INGENIOUS PLAN FAILS?

AFTER ALL, THEY FOUND THE MONITOR I PLANTED ON THE ANGEL BEFORE WE LET HIM ESCAPE!



YOU BRAINLESS, COWERING CALIBAN!

DON'T YOU REALIZE THAT I DESIRED THEM TO FIND IT?

NOW, THEY AND THE X-MEN--WHO MIGHT OTHERWISE BE ALLIES-- WILL BE AT EACH OTHER'S THROATS!

L-LOOK-- THERE ON THE SCREEN! THEY'RE COMING CLOSER--!







AND, AT THAT PRECISE *INSTANT*, ON ANOTHER LEVEL...



THAT IS
WHAT I
WANTED
TO
HEAR!

THE AVENGERS
ARE DIS-
GRUNTLED--
AT ODDS WITH
EACH OTHER!

THUS, NOW
IS THE
TIME FOR
MAGNETO
TO STRIKE!

THE SCARLET WITCH--
WHO HAS GONE LOOKING
FOR HER USELESS BROTHER
--THINKS THAT I WISH
ONLY TO CAPTURE HER
FORMER FELLOW
AVENGERS!

WHEN, IN
REALITY, I
LURED THEM
HERE--TO
DESTROY
THEM!

AND THE
INCREDIBLE
INSTRUMENT
OF MY
REVENGE
SHALL BE...

THE
X-MEN!!



YOU WILL HAVE THE X-MEN
KILL THE AVENGERS? A PLAN
AFTER MY OWN HEART, MASTER!

BUT HOW
WILL YOU
DO IT,
MASTER?
NOW?

I DID NOT
EXPECT YOU
TO COMPREHEND,
FOOL!

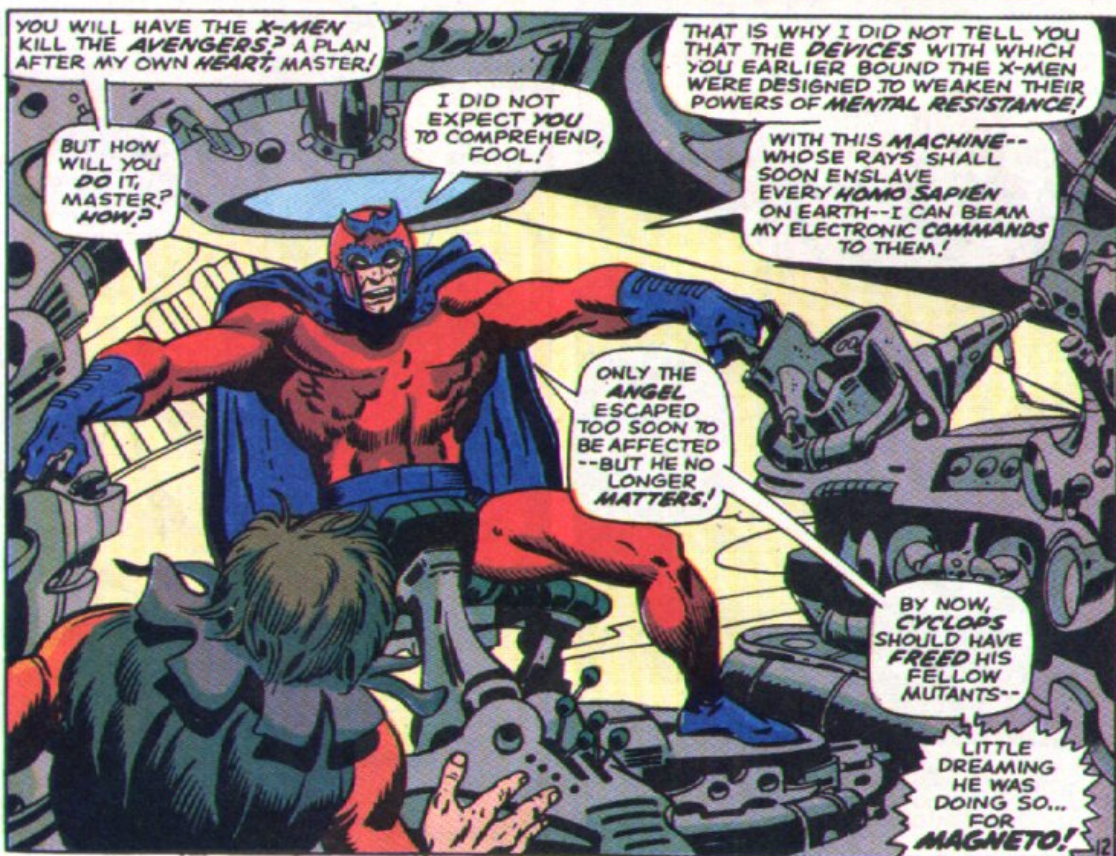
THAT IS WHY I DID NOT TELL YOU
THAT THE DEVICES WITH WHICH
YOU EARLIER BOUND THE X-MEN
WERE DESIGNED TO WEAKEN THEIR
POWERS OF MENTAL RESISTANCE!

WITH THIS MACHINE--
WHOSE RAYS SHALL
SOON ENSLAVE
EVERY HOMO SAPIEN
ON EARTH--I CAN BEAM
MY ELECTRONIC COMMANDS
TO THEM!

ONLY THE
ANGEL
ESCAPED
TOO SOON TO
BE AFFECTED
--BUT HE NO
LONGER
MATTERS!

BY NOW,
CYCLOPS
SHOULD HAVE
FREED HIS
FELLOW
MUTANTS--

LITTLE
DREAMING
HE WAS
DOING SO...
FOR
MAGNETO!





MOMENTS LATER, HAVING BOUND THE UNCONSCIOUS **QUICKSILVER** UNTIL HIS LOYALTIES ARE MADE CLEAR--ENTER OUR AWESOME **ASSEMBLERS**, ONLY TO BE GREETED BY A STARTLINGLY STRIDENT CRY--

**KILL THEM!
KILL THE
AVENGERS!**

WITH THE
MOST
PALPITATING
PLEASURE,
DEPUTY
LEADER!

WELL, THAT SETTLES THE MATTER
OF WHETHER OR NOT THE **X-MEN**
HAVE JOINED FORCES WITH
MAGNETO!

PERHAPS,
HANK...

YET, THERE
IS SOME-
THING
UNNATURAL
HERE!

I CAN
SENSE IT!

WHILE YOU'RE **SENSIN'**,
CHUM, THE REST OF US
BETTER BE **FIGHTIN'!**

THIS AINT
GONNA BE A
TAFFY
PULL!

**PANTHER
--WATCH
OUT!**

**THE BEAST
IS READY
TO LEAP--!**

THE BEAUTEIOUS **WASP** HAS EXTREMELY
PERCEPTIVE **EYESIGHT!**

STILL, THAT
WILL SCARCELY
SUFFICE TO--
--**MMFF!**--

NOW, LET US
SEE IF YOUR
PHYSICAL
PROWESS CAN
MATCH IT!

I THINK
YOU'LL FIND,
MY ARDUOUS
ANTAG-
ONIST,
THAT IT,
TOO--

YOUR VOCABULARY IS
EXTREMELY IMPRESSIVE,
MY YOUNG FRIEND...

--IS BEYOND
REPROACH!

MEANWHILE, THE OTHER AVENGERS HAVE THEIR OWN PROBLEMS...

ZAK!

OH--! CYCLOPS MADE THE CEILING DROP ON HANK!

HELP HIM, HAWKEYE!

I'LL BE GLAD TO, LADY--AS SOON AS I ZAP THE ICEMAN INTO DREAM-LAND!

THERE! THAT OUGHTTA-- HUH??

JUST A COMMON, GARDEN-VARIETY ICE SHIELD, ROBIN HOOD!

SPLIK!

YOU SEE, I'M GONNA DELAY YOUR HELPIN' OUT YOUR BUDDY-- LIKE, FOREVER!

THEN, THE PANTHER WILL ANSWER JAN'S CALL--IN A MOMENT!

UNNNHHH!

WHY ALL THE SUDDEN CONCERN FOR ONE OVER-GROWN BIO-CHEMIST?

DIDN'T IT EVER OCCUR TO ANYBODY THAT A TEN-FOOT AVENGER CAN TAKE REASONABLY GOOD CARE OF HIM-SELF?

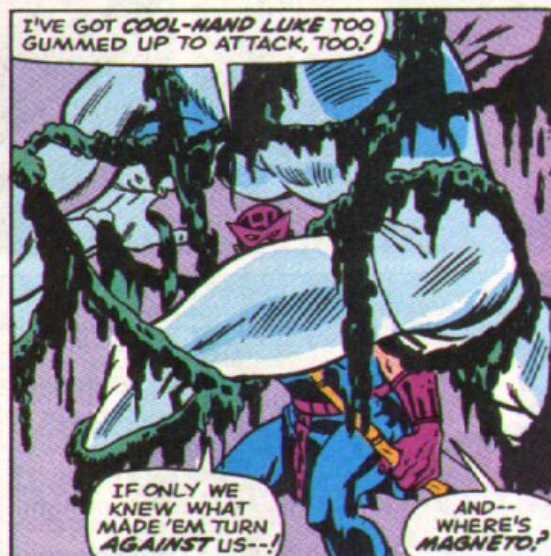
I THOUGHT YOU WERE --FINISHED--!

BUT, ONE FULL-INTENSITY EYE-BLAST WILL PUT ME BACK ON TOP AGAIN!





IN THE MEANTIME, T'CHALLA'S TEAMMATES HAVE MADE THEIR OWN INDIVIDUAL DISCOVERIES OF THE ROAD TO VICTORY...





WH--? THE ANGEL!

BUT, THE AVENGERS LEFT YOU BOUND--HELPLESS!

FAR FROM HELPLESS --AS YOU JUST WITNESSED!

THEN, WE'LL SEE HOW YOU FARE AGAINST MAGNETO!

KILL HIM, MASTER-- BEFORE HE CAN FLEE!



I'VE DONE ENOUGH FLEEING LATELY TO LAST A LIFETIME, THANKS!

INSTEAD, I THINK I'LL ATTACK FOR A CHANGE--

BLOK!



AND, JUST SO YOU DON'T START FEELING NEGLECTED, TOADY--!

NO--NO! AIEEE!

FWOOM!



BUT, THE YOUNG MUTANT POSSESSES NOT THE SHEER POWER TO STAGGER MAGNETO FOR LONG--AND, AS HE RISES--

I JUST KNOW YOU'RE DYING FOR AN EXPLANATION TO ALL THIS, MAGGY!

SO MAYBE WE SHOULDN'T TELL YOU WE GUESSED THE BUG ON ANGEL WAS A PLANT--

AND WE TIED HIS HANDS LOOSELY!

THEN, THE TINY WASP WHISPERED OUR PLAN INTO HIS EAR--AND TOLD HIM TO FOLLOW US!

LATER, WE PRETENDED TO QUARREL--TO LURE YOU INTO A RASH, ILL-TIMED ATTACK!



VERY PROUD OF YOURSELVES, AREN'T YOU, MY FRIENDS!

BUT, YOU MADE YOUR FATAL MISTAKE WHEN YOU BROACHED MAGNETO IN HIS LAIR--



