

LILA PALOOZA

A CELEBRATION OF MUTANTS & MUSIC

Previously in X-Men '92...

Lilapalooza – a momentous outdoor music festival headlined by Lila Cheney – is thrown into chaos when Upstart Fabian Cortez uses Cheney's teleportation ability against her, and launches the mutant rocker and the X-Men (with S.W.O.R.D. director Abigail Brand and robot bounty hunter Death's Head in tow) across the cosmos, landing them on an unknown planet in the farthest reaches of space. Once there, they encounter the X-BROOD, a small collective of mutant-born Brood exiled from their hive and being hunted by the Shi'ar Imperial Guard who intend to eradicate them.

Back on Earth, the U.S. government has deployed its own team of mutant heroes, X-Factor, to investigate the X-Men's disappearance. They're soon joined by Professor Xavier and several of his students in their search for clues into the heroes' whereabouts. Xavier identifies Cortez as the one responsible for the attack on Cheney, but before they're able to follow up on the lead, a small group of radical concert-goers led by ADAM X, the X-TREME, pick a fight with the "sellouts" of X-Factor.

Elsewhere, Fabian Cortez arrives at the secret headquarters of the Upstarts to collect his points from the Gamesmaster, only to discover Andreas and Andrea Von Strucker have been captured by two mysterious strangers waiting in the shadows...



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GIZA, EGYPT.

NEGOTIATIONS WITH LORD N'ASTIRH WENT POORLY.

LIMBO REFUSES TO JOIN OUR CAUSE. THEY WILL STAND WITH NEITHER MUTANT NOR HUMAN. WE ARE ALONE.

I CAN NO LONGER DELAY THE INEVITABLE. WE MUST ACT QUICKLY, FOR OUR ENEMY DRAWS NEAR!

LORD APOCALYPSE!

BUT WHAT OF THE X-GAME?



...AND YOU BRING ME MORE "TROUBLING NEWS"?

FINE. ENLIGHTEN ME--BUT FIRST...

...I WOULD LOOK UPON YOUR TRUE FACE...

...NOT REMOVE THEM FROM THE BATTLE ENTIRELY.

WHAT OF THE OTHER UPSTARTS?





WE ARE NO LONGER ALLOWED SUCH LUXURIES. THE DAYS OF **WINNERS** AND **CHAMPIONS** ARE BEHIND US. THE ONLY TITLE WORTHY OF FIGHTING FOR NOW IS **SURVIVOR**.

VERY WELL, MY LORD, BUT... I HAVE SOME TROUBLING NEWS.



THE BARRIERS BETWEEN DIMENSIONS ARE CRUMBLING BECAUSE OF THE ACTIONS OF YOUR **UPSTARTS**--EVEN DEMONS FLEE IN **TERROR**...



...**MYSTIQUE**.

FABIAN CORTEZ SENT THE X-MEN INTO **DEEP SPACE** WITH NO WAY OF RETURNING.



HMM. QUITE THE FEAT, I ADMIT. BUT MY CONTEST'S PURPOSE WAS TO WEED OUT **WEAKNESS** AND HONE THE **X-MEN** INTO THE **SAVIORS** WE NEED...



FITZROY AND SHAW HAVE GONE SILENT. THE VON STRUCKERS AND CORTEZ... I FOUND EVIDENCE OF **FOUL PLAY** IN OUR GAME ROOM.



"TROUBLING NEWS" INDEED. MUTANTKIND'S GREATEST **FOE** DRAWS NEAR. IF THE X-MEN CAN'T SAVE **THE WORLD**...

"...THEN WHO AMONG US CAN?"

FASCINATING-- AND BRILLIANT, IF I MAY SAY SO.

THANKS, PROFESSOR. IT'S CRUDE, BUT THIS AMPLIFIED POWER SIGNATURE SCANNER SHOULD DO THE JOB.



FORTUNATELY FOR US, LILA'S TELEPORTATION LEAVES A VERY DISTINCTIVE ENERGY TRAIL. WITH THE SATELLITE UPLINK IN PLACE, WE SHOULD BE ABLE TO LOCATE THE X-MEN...

...BUT IT'LL TAKE TIME. LILA'S POWERS WORK ON A GALACTIC SCALE. MIGHT BE DAYS BEFORE WE KNOW WHERE THEY ARE.

I'M SORRY, PROFESSOR.



DON'T BE, FORGE. MY STUDENTS ARE RESOURCEFUL AND RESILIENT. I HAVE EVERY CONFIDENCE THAT--



BOOM

DID YOU FEEL THAT?

YES, AND... IS THAT SCREAMING?



AHHH
GET 'EM OFF ME!
WHY ARE YOU SO
DISGUSTING,
MAN!

HERE'S A TIP,
ADAM--DON'T COVER
YOURSELF IN METAL BEFORE
YOU PICK A FIGHT WITH
THE MISTRESS OF
MAGNETISM!

CAN'T WE
TALK THIS
OUT?!

NO!

YOU SAY
SURRENDER! I
SAY MUTANT
EQUALITY
NOW!

FOR
THE LOVE
OF--WE'RE
NOT HERE TO
ARREST YOU,
DIMWIT!

THIS IS
WORSE THAN THE
WESTCHESTER
WARS!

NO KIDDING!
AT LEAST I
KNEW WHAT THEY
WERE FIGHTING
ABOUT BACK
THEN!