

Chapter 1

The breadth and width of reality is inconceivable, even to those with the powers of a god. Time and space shift forever, and what seems impossible to you, is commonplace in some other world. So it is, with this world, were things you think to be separate are subtly combined to create something new. So this story begins, not in the present, but in the past...

22 Years Ago, 40 miles north of Topeka, Kansas

Charles Xavier rarely enjoyed a drive in the country. His doctoral studies in both genetics and psychology kept him extremely busy. However the same studies also gave him the knowledge that everyone needed to occasionally relax, so he had decided to drive across the country. A quiet trip, to a simpler way of life, away from the often too numerous minds of campus life. For unbeknownst to his friends and teachers, Charles was a telepath. His powers, and his examination of them, lead him to believe a new branch of humanity was emerging. A branch with special abilities unknown to most people. And history showed that people who were different were often persecuted. But this time the persecuted would be able to defend themselves, with potentially horrific results.

Charles shook his head. Worrying about the future was for another time. He was on vacation.

Five hundred thousand miles above the Earth, a small craft dropped out of hyperspace. Its technology protected it from the primitive satellites orbiting the planet. To them, it was a small asteroid, not even large enough to cause an alarm. The ship's thrusters fired, taking it into the atmosphere.

A sonic boom roused Xavier from his nap. He looked up to see a bright spark streaking across the sky. He watched the meteor, until it disappeared behind a grove of trees. He watched the grove, waiting for the explosion, but it never came. The entire rock must have burned up just short of the ground. He stood, stretching, and contemplated his next move. The afternoon was still young, and his tank was full. He could probably make Lincoln by nightfall. But as he walked back to his car, something stopped him dead in his tracks. He could here an infant crying, but could not see anyone or sense an adult mind. Fearing how an infant could end up in the middle of an empty field, the student began jogging towards the voice. Something was odd, the voice was coming from the direction of the trees, from where the asteroid had been heading. The cries intensified, and Xavier picked up the pace. After making his way through the stand, he was met by a

fantastic sight. The ground was ripped apart, as though a plane had crashed. But the craft at the end of the trail was unlike anything he had seen before, unless you counted those old sci-fi shows. The telepath approached the device carefully. It was sleek, and silver, and the nose bore a strange symbol, almost like an 'S' inside a pentagon. Even more odd, the ship did not seem warm. He put his hand near it, afraid to actually touch it. But nothing occurred, and the young man was emboldened. He brushed the craft gently, but it was enough. A bright light engulfed him, and Charles suddenly wasn't in Kansas anymore.

The Planet Krypton, 46.7 Solar cycles prior

Jor-El looked at the young man before him. He looked Kryptonian, which was one reason why Jor-El had chosen this world.

"I am Jor-El, of Krypton," he addressed the Human, "This ship bears, Kal-El, my son and the last son of this dying world. Raise him well, for he is our final hope, and perhaps, yours as well."

Charles shuddered as the telepathic signal cut off. His powers had let him see and understand more than any other human would have. This child would have great power, enough to save this world, or destroy it. Much like his own mutant sub-species, Kal-El would have to be taught how to fit in and use his abilities with wisdom and compassion.

The ship had opened, revealing an infant. Like the image of his father, the boy looked perfectly human. He was wrapped in a blue blanket, bearing the same symbol as the nose of the vessel. Charles gently lifted the boy, finding it hard to believe this child was an alien, the last of his race.

"I can't call you Kal-El," Xavier said, as much to himself as the baby, "But what should your name be. David... Scott..." Suddenly Charles had a flash, almost like a mind from another universe touched his. Clark.

"Clark," he pondered aloud. The baby gurgled happily and smiled.

"Clark it is then," Charles told the infant, "You'll be my son, Clark Xavier."

Chapter 2

Time moves ahead, to the next critical juncture in the lives of Charles and Clark Xavier.

15 Years Ago, in a modest mansion just outside Westchester, New York

Charles Xavier looked up into the eyes of the man he had earlier that day thought of as a friend.

“Eric, you’re mad,” He stated.

Eric Magnus Lehnsherr was approaching the age of 60, but looked closer to Charles’ own 31 years. Perhaps it was his mutant power, the power of magnetism, which had preserved him. He floated inches above the ground, wearing some sort of scarlet, metal armor and helmet. He gestured, and the steel bars that had previously been the frame of a chair wrapped tightly around Xavier’s limbs, and lifted him to the wall.

“Mad, Charles,” Eric said, “Not at all. I am simply practical. I have experienced first hand how Homo Sapiens treat each other over minor differences. Is it such a stretch to think they will treat us the same way?”

“Perhaps,” Charles answered sternly, “But if you force them to see us as monsters, you don’t give them the chance to accept us as equals.”

Magnus chuckled, “Equals, Charles? We are not their equals. We are superior to them in every way, physically, mentally, and morally.”

“You suggest making all of humanity your slaves,” Charles lashed out, “but claim to be morally superior.”

“I can see you will not be convinced,” Eric’s voice hardened.

“No, but you will,” Xavier reached out with his mind, only to find a void where Lehnsherr should have been.

“Don’t be naïve, Charles,” Eric smirked, “Did you think in all the time we spent creating Cerebro to enhance your powers, that I wouldn’t find a way to defend against them?” He tapped the helmet gently.

“I think we are done here, Charles,” Magnus’s voice grew suddenly harsh, and Xavier let out a groan as the metal bars tightened around him.

“NO!!!!” a young voice screamed, and Clark Xavier rushed into the room. Magneto paused, looking at the crying child.

“Uncle Eric, why are you hurting daddy?” Clark asked, sniffing.

“Your daddy is making a mistake that will hurt many people,” Eric answered, as gently as he could, “I have to stop him.”

“No!” Clark shouted, “My daddy doesn’t hurt people, he helps them. You’re the one hurting people!”

Clark ran across the room and kicked Lehnsherr in the shin, but with strength far beyond that of a normal 7 year old. Magnus reflected that, but for his armor, his leg might have been broken.

“I had thought you might join me,” Eric’s voice was harsh again, “But now, I think not.” He gestured again, and a table dismembered itself to trap the child. Clark was lifted up the wall beside Charles.

“Eric, let him go,” Charles pleaded, “He’s only a boy.”

Magnus shook his head no.

“I’ve seen what children in his position become,” Eric whispered. He then clenched his hand into a fist, constricting the metal.

Young Clark didn’t cry out. Instead his eyes narrowed, and he stared at Magnus’s head. The air between them distorted, and the master of magnetism yelped in surprise as his helmet grew quite hot.

“You,” he growled, and another metal fragment struck Clark in the head, knocking him out-cold. Magneto floated over to the child, frowning.

“Such a pity,” he scowled.

'MAGNUS,' Charles' voice screamed, but not through the air. The heat had destroyed the delicate balance of materials in the helmet, leaving him open to the telepath. Magneto flew back to the ruined window, even as Xavier struggled to gain a purchase in his mind.

“Another time then,” he hissed as he flew away.

Clark Xavier woke a few minutes later. He slithered and stretched out of the metal bonds, and rushed to his father.

“Daddy,” Clark teared up, “Are you OK?”

“Yes,” Charles lied, “Now run get Moria so she can cut me out.”

As Clark ran off, Charles indulged himself in a few tears of his own. He could no longer feel his legs...

Chapter 3

Truth is an oddity. It is both subjective and absolute. In everyone's life, there are truths we learn, that shake our world. This moment has come, for Clark Xavier.

6 Years ago, Xavier's Institute for Gifted Youth, Westchester, New York

Clark surveyed the battlefield with dismay. Time was short, and everything seemed to be going wrong. Remy and Bobby were thoroughly subdued, and in seconds he would be engaged...

"Clark, I'm open!" Kurt's shouted as he slipped past Hank. Clark nodded, and passed to his teammate. Kurt rotated even as he caught the ball, and took his shot. The ball seemed to be on target, but as it neared the basket, it veered slightly off course. With a "BAMF" Kurt Wagner reappeared right next to the ball, snatched it from the air and slammed it home.

"Kurt!" Scott Summers shouted, walking away from Clark, "This was supposed to be a no powers game."

"Ja, ja," the German mutant responded, "but the Professor is coming, so the game was over anyway."

"Besides," Jean added, walking over to Scott from courtside, "Kurt's shot would have went in, if it wasn't for Ororo's gust of wind."

The African mutant blushed and grinned sheepishly.

"All right, all right," Scott relented, chuckling, "But next time, no powers, OK."

Remy and Hank both noticed Clark's smile slip as Jean took Scott's hand. But he recovered quickly as Xavier reached their side of the court.

"What's up, Dad?" Clark asked, "New student?"

"No, actually, I was hoping to talk to you alone, Clark." The elder Xavier answered, "Could you come with me."

The chair Charles Xavier sat in turned, and hovered off. Even after 9 years, seeing his father like that pained him; but at the same time the telepathically controlled, hoverchair Forge had built amazed him. That Forge could build something so far beyond the norm of Human technology was incredible. But the 16 year old would soon learn that 'Human' technology had little to do with it.

As Clark followed him deeper into the institute, Professor X felt his doubts resurface. Was now the right time? Could he handle it? But he knew that every day the risk increased. Hank McCoy was scanning each of the students in turn, both to understand mutation better, and to have their DNA on record. And what if Clark were injured...

His concerns were interrupted by Clark.

"Are we going to Forge's lab?" he asked.

"No, but the lab is on the way."

They proceeded the rest of the way in silence. It only took a few minutes to reach Forge's lab, and the vault beyond.

"Clark, this is going to be hard." Charles started, "But you must accept that what I am about to tell you is the truth."

"OK..." worry crept into the young man's voice.

"Clark," Xavier started, "You are not a mutant."

"But... Dad, my powers."

"You are quite powerful," Xavier conceded, "But look at the other students. All them have a few powers that are closely related. Your powers are many, and varied." Xavier opened the vault, and led Clark inside.

"What are you saying?" the teen asked.

"Clark, you are not my biological son. In addition, you are not a Human."

The lights came up, illuminating the spacecraft.

"What? No..."

"It's true Clark. You are a being from another planet. You always wondered why we had technology beyond even the government, this is part of the reason." Xavier put a hand on his son's shoulder, "But that doesn't change who you are."

"Oh, and who am I then?" the Kryptonian's tone was harsh.

"You are my son, and a good person."

"Why? Why are you doing this to me?"

"Clark, you need to know. For so many reasons."

"I..." Clark looked away, "I need to be alone for a while."

And before the telepath could even think to say anything, he was gone.

"Clark, is something wrong?"

The young man looked down from the tree at Jean. Her face was open, but worried. He smiled, a little.

"You're the telepath..." he started.

"...you tell me," she finished with him, then continued, "It doesn't take telepathy to see something's wrong. Do you want to talk?"

Clark floated down from the tree, and settled to the ground, leaning against it.

"Have you ever had your life turned upside down?" he asked. She sat down beside him.

"Yeah," her eyes clouded over, "The first time my telepathy manifested was when my best friend was hit by a car. I was inside her mind as she died. I almost went with her."

"Jean, I..."

"It's not something I share a lot," she cut him off, "I almost lost my mind. If the Professor hadn't found me, I probably would have."

She smiled again, and took his hand.

"So I can relate to having your world destroyed."

"I'mmmm..." he struggled. How much should he tell her? Would Dad want the others to know? How would they react to him?

"I'm adopted," he finally said, "Professor Xavier just told me he isn't my biological father." 'Or even the same species,' he thought to himself.

"Clark," Jean was sympathetic, "I know it must be hard, but maybe you should talk to Kurt. He was also adopted."

"There's more," he admitted, "but you have to promise not to tell anyone. Not even Scott or Ororo."

"Alright," she seemed worried again. Her answer was a little slow, but he believed her.

"Dad says I'm an alien."

"You mean..."

"Yes, a being from another planet."

"Clark, he must be joking with you," she laughed. But Clark's dark visage stopped her.

"He wasn't. He was dead serious. He even had a ship."

"Wow," Jean laughed again, this time in amazement, "Clark, that's incredible. That's so cool. So are you supposed to be an invasion force, like Goku?"

"Jean," Clark laughed, "That's a TV show. This is real."

"But I made you smile," she winked at him.

Clark blinked, then started laughing. Not a chuckle, but a deep belly guffaw, full of joy and relief. Maybe this wasn't so bad after all.

"Do you wanna see it?" he asked.

"What? The ship? Sure!"

He lifted her gently, and ran back toward the mansion.

"Hello Clark, Jean," Charles Xavier was still waiting in the vault when they arrived. His face was initially creased with worry and fear, but seeing the look on Clark's face, he relaxed.

"Are you feeling better," he asked, privately thanking god for pretty teenage girls.

"Yeah," Clark suddenly turned sheepish, "I'm sorry Dad. I know this must have been tough on you."

"You are taking this better than I expect," Charles smirked.

"Well, my life is already far from normal, so I guess this is just another little twist."

"Would you like to meet your biological parents?" the Professor asked carefully.

"Yes!" he stepped away from Jean, then stopped, "Wait, how?"

"The ship contains a telepathic transmitter. It has a message for you."

"Is it safe?" the teen walked slowly towards the ship.

"It communicated with me when I first found you, and Forge has examined it. I believe it is safe."

"How?" Clark looked at the ship with a new sense of wonder.

"Simply touch the ship."

"Clark," Jean reached out, then took her hand back, "Professor, can I..." She seemed unable to finish the question.

"That is up to Clark."

"If you want to," the young alien said, extending his own hand. She took it, hesitantly. Then she nodded, and together, they touched the ship.

The Planet Krypton, 46.7 Solar cycles prior

"Kal-El," the man started, "I am your father, Jor-El..."

Jean squeezed Clark's hand lightly.

Chapter 4

In many cultures, when a child reaches adulthood, he or she chooses a name. Names possess great power, a power which cannot be denied.

5 and 1/2 years ago, Xavier's Institute for Gifted Youth, Westchester, New York

"Clark, why have you summoned us?" Hank asked. Clark paused as he looked at the newly graduated doctor. One of Hank's recent experiments had left him blue, and furry. Not unlike Kurt. But Clark still wasn't adjusted to the change. As the team settled into their seats, the Kryptonian answered.

"We need nicknames," he replied.

"Nicknames?" Kurt and Bobby blurted out at the same time.

"OK, then aliases. Or super hero identities," the younger Xavier elaborated, "The point is we know the Professor has been training us, in part, to combat meta-human terrorism. If we start doing fieldwork, we need things we can call each other. Names that conceal our identities."

"He has a point," Ororo added, "If I were to shout 'Scott' in the heat of battle, it might attract unwanted attention from civilians."

"Hmm, but what kind of names?" Hank thought out loud.

"Something short and descriptive." Scott stated, "Like Ororo can control the weather, so she could be 'Storm'."

"Storm," Ororo tasted the word, "I like it."

"Back in da Big Easy," Remy entered the conversation, "I was called Gambit."

"Right," Clark said, "I think we should each come up with our own name, but the rest of the group can veto it. Agreed?"

There was a rumble of assent, and everyone began typing.

A short time later, they reconvened.

"Let's go around the room," Clark suggested, "Scott?"

"I was thinking about Cyclops," Scott said, "Since my visor makes me look like I only have one eye. Any problems?" When no one objected, he looked to his right.

"Call Bobby Drake, The Iceman," Bobby pontificated.

"Great Val Kilmer," Kurt chuckled, "But drop the 'the'."

"Ok," Clark struggled to keep a straight face. "Ororo?"

"I believe I shall stay with Storm."

"And I'll use Gambit," Remy said when everyone looked at him.

"I was considering 'Beast'," Henry McCoy continued.

"Are you sure?" Jean asked, "It seems a little insulting."

"It fits. And is it any worse than the Fantastic Four's 'Thing'?" he countered.

"I guess not," she conceded.

"OK, Beast it is," Clark typed in the name, "Kurt?"

"Nightcrawler."

"Cool," the newly named Cyclops sounded impressed.

"Jean?"

"Phoenix," she answered. That gave everyone pause.

"I was hoping for Marvel Girl," Iceman joked.

"Are you sure?" Scott asked, "I'm not sure it suits your talents."

"Maybe not," Jean agreed, "But something about it just feels right."

Clark and Ororo both nodded. Something about it fit.

"That just leaves you, Clark," Beast pointed out.

"What about 'Krypton'?"

Jean gave him a sideways glance, his heritage was still their secret. But the others burst out laughing, to various degrees.

"Krypton!" Bobby roared, "Sounds like something a geek would name his dog!"

"Honesly, Clark" Remy chortled, "Where you come up wit dat?"

"Fine, fine," Clark relented, "That would seem to be a group veto. But then what do you suggest?"

"You have so many abilities," Storm commented, quickly growing thoughtful, "Heat and X-ray vision, flight, super-strength, super-speed, super-senses, super-endurance..."

"Super, super, super," Phoenix mumbled, while Strom listed, "How about 'Superman'?"

A hush settled over the room. Almost as with Phoenix, something felt right about the name, like it was destiny.

"Wow," Scott said again, "That's perfect, Jean."

"Really?" Clark was unsure, "It doesn't seem too... egotistical?"

"On someone else, maybe," Beast said, "But you're just to nice. Besides, it wasn't your idea."

"Alright," he submitted to destiny, "And what about the team? What should we call our little group?"

"That's obvious," Nightcrawler said, "We are the X-Men!"

Chapter 5

Time moves ever forward, and the young must test themselves against the perils of the real world.

3 Years ago, Washington, DC

"Are you sure this joker's gonna show?" Wolverine asked, popping and retracting his claws again.

"He'll show," Clark answered, staring at the proceedings. The X-Men were mingling with the crowd outside the Capital Building.

"The Sentinel Act is a slap in the face of Charles' attempts at mutant equality," Cyclops added, "And a threat to meta-humans all over the country. There's no way Magneto will let this pass."

The President tapped on the microphone gently, to test it. The assembled members of the House and Senate settled into their chairs, and all eyes turned to the leader of the free world.

"We are here today to sign the Sentinel Act into law," President Thompson paused to let the crowd cheer, then continued, "Too long have we lived in fear of mutants. With the passage of this bill, mutants become subject to the law, just like normal people!"

The crowd cheered again, and Logan snorted.

"I think he actually believes that," Logan sounded incredulous.

"He probably does," Storm whispered.

"Shh," someone in the crowd hissed.

"The Sentinel robots will enable law enforcement to deal with mutants, and other meta-humans, on equal terms."

"Oh, I doubt they will be equal, Mr. President," a new voice boomed. Hundreds of heads turned in unison. Floating above the crowd was a man in scarlet armor, and six large metal spheres.

"Magneto," Superman growled.

"But perhaps we can test it," Magneto added. The already confused and skittish crowd dispersed as Magneto and his weapons descended. Soon only the X-Men were left on the

lawn, and the Secret Service was trying to evacuate the President and other politicians. But Magneto thwarted their attempts, turning the dais and chairs into a massive metal cage. The spheres landed, and opened.

"Mr. President, I'd like you to meet my Acolytes," he introduced each mutant as he or she exited a sphere, "Quicksilver, Blob, Witch, Toad, Pyro, and Havok."

"Alex," Scott gasped as his brother stepped out of the orb.

"Summon the Sentinels," Thompson ordered.

"Magneto," Cyclops shouted, "Stop this. You'll only make matters worse!"

"No, Cyclops," Havok shouted, "He'll save us from them."

"And here are the guests of honor," Magneto remarked glibly as a dozen of the 20 foot tall robots landed, surrounding both the X-Men and the Acolytes.

"Surrender, mutants," The machines spoke in unison. Magneto didn't react for a second, then simply said, "Wanda."

The mutant known as Witch stepped up to the master of magnetism; and put her left hand on his right shoulder. Extending her own right hand into the air, she shouted:

"MACHINA PRAEPOSTERUS!"

And lightning shot from her fingers. Everyone ducked, but to no purpose. Each of the bolts flew straight at one Sentinel. Not straight as in directly to, but as in an unnaturally straight line. The bolts also turned in mid air, forming perfect right angles.

"Oh no," Beast said as the electricity finally met the robot.

"What?" Superman asked.

"That's not just lightning," the mutant genius answered, "those are circuit boards."

Phoenix turned, and locked her eyes on Witch.

"Scott, she's reprogramming the Sentinels," she warned. But before her statement was completed, the light show ended, and the Sentinels launched again.

"She combined their powers," Jean elaborated, "And sent the Sentinels to attack New York."

"Superman, Phoenix, Storm, Nightcrawler," The X-Men's field commander ordered, "Stop those Sentinels. We'll handle the Acolytes."

Clark nodded, and Kurt jumped onto his back as the fliers began pursuit....

Chapter 6

Concurrently, over the Atlantic Ocean, North East of Washington DC

The Sentinels were faster than Jean... err... Phoenix and Storm, but Superman knew he could catch them. He just didn't know if he and Nightcrawler could take all 12.

"We can't let them escape," he said to Kurt, "We'll have to head them off, and hope we can stall until the ladies catch up."

"I'm with you," Nightcrawler agreed.

'Jean,' he thought as loud as he could, 'We're going to try and stop them, catch up when you can.'

She nodded, and Superman accelerated. In seconds they were in front of the Sentinels, Kurt perched on Clark's shoulder like some odd parrot.

"Surrender, robots," Clark demanded sternly. Kurt grinned. But the Sentinels did not stop, moderating their formation only enough to avoid them.

"I don't think they got it," Kurt deadpanned.

"Then, why don't we try again?"

3 more seconds, and the heroes were in the machines' flight path again. This time, Superman said nothing. He simply grabbed the lead Sentinel by the arm, and swung it into its wingman. Kurt teleported onto one of the other Sentinels. This time the robots stopped.

"Hostile activities noted. Entering defense mode. Two life signs detected, one mutant, one unknown."

Each Sentinel pointed its right arm at Superman, and fired an energy blast at him. The Kryptonian deftly dodged, but the twelve beams were 2 too many. Struck once in the stomach and once in the head, Superman began to fall.

"Hey, what am I? Chopped liverwurst?" Kurt asked, and kicked the Sentinel he was riding in the head.

"Oww!" The acrobat groaned, "Then how about this?" He grabbed hard onto the Sentinel's shoulder plate; then with a BAMF moved to another robot, taking the large metal piece with him. The weight almost pulled him off balance, and he wisely dropped it into the ocean.

That got the Sentinels' attention, and they began to fire at Kurt, apparently oblivious to what he was standing on. Unfortunately their aim was precise enough that Nightcrawler was in more danger the Sentinel he was perched upon. He jumped off the robot, and 'ported to another. But he knew he couldn't keep this up forever.

Suddenly, one of the Sentinels was bisected, as Superman's heat vision cut it in two. The right dropped from the sky, while the left turned to target the Kryptonian.

"You've got to be kidding me," Clark groaned. But before the Sentinel's firing resumed, a lightning bolt struck the exposed shoulder of Nightcrawler's initial target; while a telepathic tug ripped the insides out of the halved machine. Both fell from the sky.

"Targets re-assessed," the Sentinels stated, "Initiating attack pattern zero, eight, zero...."

Lightning splayed across the Sentinel, but it continued to chase Storm, undeterred.

"Their armor appears to be grounded," she shouted.

"Nightcrawler, can you 'port off more of their armor?" Superman asked, dodging another beam.

"I... Don't... Know..." the German mutant was rapidly teleporting to various spot on his current ride. That Sentinel was beginning to fail from all the shot that hit it where Kurt had been. As it fell from the sky, Kurt moved back to Clark's back.

"Taking the shoulder pad was real hard," he continued, catching his breath, "They are connected if not truly one piece. And it was really heavy."

"Try something smaller," Superman turned his head to fire a blast of heat vision. A Sentinel lost half of a hand.

"I'll try," Nightcrawler pondered, and with a BAMF he was on another robot's back.

Of the original dozen robots, 8 remained, though 3 of them had minor to moderate damage. The problem wasn't whether they would win, it was how long would it take. Scott's half of the team was outnumbered, and Magneto alone would have probably posed a challenge to them.

Phoenix was slowly crushing one of the machines, while two others peppered her TK shield with energy blasts. Superman's enhanced vision could see the sweat forming on her forehead, and he knew she needed an assist. With surgical precision, he melted the arm off one of his adversaries, and reversed course to catch the limb. He then threw it side arm at one of Jean's foes, sending it reeling, and putting a huge dent in its head. With some of the pressure relieved, Phoenix exerted the extra force to finish crushing the

Sentinel into something the size of a VW Bug. As she released her psionic grip, the mass of metal dropped from the sky.

'5 down,' Clark thought.

'Make that six,' he amended as Storm and Nightcrawler shut down another one.

Working from Superman's suggestion, Nightcrawler had resumed his rapid teleporting all over one Sentinel at a time. But now, each time he jumped, he took a small part of the robot with him. Then Storm would take advantage of the gaps, and fry the robot's circuits with a blast of rain and blast of lightning. A second machine quickly fell to their teamwork.

Superman turned back to his one armed-pursuer. A quick sweep of X-ray vision told him where the robot's heart was. Briefly going super-sonic, he exploded through its chest, and emerged holding its main CPU and hard drive in his hands. Sentinel number 8 went to Davy Jones' locker.

The last four Sentinels fell in quick succession. Phoenix shredded another target; while Storm blasted two more Kurt had weakened for her. Now that he knew where to aim, it was a simple matter for Superman to shut down the last with another shot of heat vision.

"Come on," Clark said, even as Kurt reappeared on his back again, "we have to get back to the others."

Chapter 7

Concurrently, over the Atlantic Ocean, North East of Washington DC

Superman's pupils dilated as he strained to see what was occurring with the rest of the team. As his eyes focused, he could see it was not going well. Beast was struggling with some plants Witch was magically manipulating, while Wolverine was absorbing many of Quicksilver's blows. Gambit's explosive cards kept missing the agile Toad. And Iceman and Pyro, and Havok and Cyclops had paired off, their powers essentially canceling each other out. And Magneto just floated regally above it all, not bothering to get involved.

But the fight took a turn for the worse. Beast missed one critical vine, and was quickly too entangled to move. Toad managed to spit a glob of something into Iceman's face, knocking to the ground, and at least blinding him. And Blob charged from behind a limousine, and slammed into Cyclops. The huge mutant took another step, and lifted a massive foot over the fallen X-Man's skull.

"Scott," Clark shouted, and increased his speed. Everything he was seeing seemed to slow down as he passed the speed of sound. Agonizingly, centimeter by centimeter, he watched the Blob's foot descend.

'Not... fast... enough...' Superman strained to go faster, but knew he wouldn't make it.

"One chance," he thought, and cut loose with a huge heat vision attack. Unlike Scott's graviton optic blasts, Clark's heat vision didn't have any impact; and he knew from past experience the Blob was fireproof. But he was still human...

Fred Dukes shrieked in surprise as the front of his costume exploded. Blob stumbled backwards, way from Cyclops, beating the smoldering remains of his shirt. He grimaced as he overcame the primal fear of fire.

"Pyro," Blob growled.

"Hey," the flame controller lifted his hands, "Was'n me, mate."

"Then who?" Blob looked around.

"That would be me," Superman proclaimed as he stopped. Storm and Phoenix pulled in quickly behind him. Phoenix quickly freed Iceman from Toad's excretion, while Nightcrawler 'ported Wolverine and Beast away from their foes.

'Jean, Bobby,' Scott ordered through the telepathic link Phoenix established, 'Take Magneto. Clark...'

'No Scott,' Superman interrupted, 'Magneto is mine.'

'But...'

"Magneto. Is. Mine," This time he said it out loud.

'Fine,' Cyclops shrugged, 'Then Iceman and Storm, I want you two to...'

Clark blocked out the signal as he floated across the lawn.

"Uncle Eric," he scolded Magneto, "You are not helping mutants."

"Clark, you are still so naïve. The Sentinel act would have doomed us all."

"NO!" Superman countered passionately, "You've just proven that the Sentinels are no real threat, but that the reasoning behind the law was justified."

Magneto shook his head as if slapped, then recovered. His eyes narrowed.

"So you think you can stop the Master of Magnetism?"

"We'll have to see," Superman countered, firing a blast of heat vision at Magneto. But Magneto was ready, and an abandoned news van intercepted the heat beams. Superman then charged Magneto, but was knocked to the ground by another automobile.

The car rolled to the side as Clark gently pushed it off. Superman floated to his feet. As he took a step towards Magneto, the mutant began his next assault.

Having shredded a pair of BMWs while his foe was down, Magneto now shot thousands, millions of tiny needles at Superman. The barrage pushed Clark backwards, and each successive spike hurt a bit more than the one before. Superman reflexively covered his face with his arms, and when the last metal shard struck his left forearm, it pierced not only the costume, but also the flesh underneath. A few drops of blood rolled down, but Superman plucked the offending metal out, and the wound closed over.

"So, you can be hurt," Magneto observed.

"All that for one little sliver?" Superman noted, "It doesn't seem practical."

"But even you need to breathe," Magneto gestured, and the shards flew again, but this time they clung to Superman. Magnus lifted three more cars, and crashed them into Clark, cocooning him in metal. Undeterred, Superman struggled to walk towards Magneto. The Master of Magnetism snatched another car, then another news van, then a limousine. With each mass of metal, Superman's pace slowed, until the combined pressure of the weight and Magneto's power stopped him.

"So much for 'Superman'," Magneto sneered, ignoring the sweat running down his brow. He kept pushing the iron inwards, as the Kryptonian struggled to break free. Superman's movement slowed...

The metal around Clark's face erupted away from the expanding, superheated liquid underneath. The heat vision shifted, softening the metal around Superman's body, and freeing it from Magneto's control.

"Liquid iron doesn't respond well to magnetism," the hero observed as he pulled himself free of the metal. The villain snarled in response, and another car flew into the semi-molten mass. The heat equalized, and Magneto regained his hold on it. Superman had nearly reached Magnus when he was subdued again, but this time the steel stayed away from his face. The mutant continued to press the metal down, forcing Superman to take ever shallower breathes. He tried to fire his heat vision, but the iron twisted his head so he was facing the President instead. Still, Magneto gasped from the effort needed to turn Superman's head.

His options limited, Superman left the ground. Magneto was holding his body still, but he didn't need his muscles to fly. He hovered a few feet above the ground, and rotated so he was facing his enemy. He almost fired, but his head was again wrenched out of position. Superman began to rotate again, but Magneto forced him to the ground. A trail of blood left Magneto's nose from the strain, and the Master of Magnetism landed, not having the power to keep flying. But the villain grinned savagely.

"A few more seconds," he boasted, "And you will pass out from lack of air."

"You... forgot..." Superman gasped, "one... thing..."

"What?"

"I'm... not..."

BRAKT! The scarlet light and graviton energy of Cyclops' optic blast struck Magneto hard in the chest, spinning him away.

"Alone." Superman finished. Magneto's concentration broken, he took a deep breath and ripped the metal off his body.

The rest of the battle had gone poorly for the Acolytes. Quicksilver, Witch, and Havok were unconscious. The large ice 'bowl' he slid around in effectively negated Blob's powers. Toad was desperately trying to stay away from Beast and Nightcrawler, while Gambit's exploding cards kept putting out Pyro's fires. Wolverine severed the pumps on Pyro's flamethrowers; and the Australian mutant was knocked out by Gambit's staff.

Storm began to pelt Magneto with hail. He erected a magnetic force field, but it quickly collapsed under Cyclops and Superman's combined fire. Retreating, he turned towards

the cage that held the majority of the US government, determined not to have this a total loss. But Phoenix was already positioned between Magneto and the President, and Eric realized he could not get past her before Cyclops, Storm, or Superman rendered him unconscious. Magnus fired a magnetic pulse, barely pushing all his enemies away, and fled at incredible speed. He vanished before anyone could think to pursue.

Superman fell to his knees, still breathing heavily. After a few seconds, and with the help of Wolverine, Superman regained his feet. Storm dispersed her clouds, and the afternoon sun restored the Kryptonian's strength. Superman floated over to the cage, and carefully melted a door.

"What are you going to do to us?" a Senator asked, in obvious terror. Wolverine snarled, but Cyclops waved him back.

"Nothing," Superman answered. His charm and openness seemed to calm the politicians.

"We are here to help," Jean added.

"Mr. President," Clark called as the Secret Service ushered Thompson away. The guards formed tightly around the President, but he waved them off.

"Before you sign the Sentinel Act," Superman handed him the hard drive he had ripped from the Sentinel, "you might want to have your people take a look at that. And also consider carefully what happened today..."

Five days later, Xavier's Institute for Gifted Youth, Westchester, New York

The X-Men had assembled. They watched the monitor closely as the President took the podium.

"Many of you were outraged," Thompson began, "when I vetoed the Sentinel Act three days ago. So I am here to explain."

"I exercised this veto with the full agreement of both the House and Senate. We discovered that the Sentinel robots were not programmed to be meta-human police, but rather vigilante assassins. Their programming would have had them kill a mutant child for stealing bread, even if the child surrendered. This programming is amoral and un-Constitutional, and is so deeply integrated into the Sentinels it could not be removed."

"But more importantly, I was shown that mutants are not substantially different than we are. Some are criminals, other are heroes. And most just want to live normal, peaceful lives. With that in mind, Congress and I are working together to create a meta-human police force..."

Wolverine shut off the TV.

"He just lost the election," Logan noted.

"Probably," Cyclops nodded, "But at least the Sentinel Act is dead."

"At least..." Clark said thoughtfully.

Chapter 8

Pain comes in many forms. But most would agree, that pain of the heart surpasses pain of the body...

2 years, 3 months ago, Xavier's Institute for Gifted Youth, Westchester, New York

"... Happy Birthday, dear Claaa-aaaarrk," the X-Men sang, in joyous cacophony, "Happy Birthday to you."

"Now, make a wish," Kitty encouraged. Clark closed his eyes, and blew very, very gently. The candles went out easily.

"So, what did you wish for?" Scott asked. Clark's eyes briefly settled on Jean, who was passing out the cake as Logan cut it. Then he quickly looked over at Scott.

"You know I can't tell you," Clark joked, with a touch of worry, "Otherwise, it won't come true."

Scott laughed in agreement, and went to get a piece of cake. Kurt moved in closer, and whispered, "They've been apart for 7 months now. You should make your move."

Clark smiled sadly, "Scott's my oldest friend. I can't do that to him."

Nightcrawler sighed, and rejoined the party.

Same time, Tallahassee, Florida

"Are you certain, Irene," Mystique asked. The mutant psychic grinned ironically.

"Absolutely, Raven," the mutant known as Destiny touched the box again, "This will bring Superman to his knees."

Mystique opened the box again, and her evil smirk was lit by an unhealthy, green glow...

5 hours later, Xavier's Institute for Gifted Youth, Westchester, New York

A loud noise shocked Clark out of his dreams. He strained his ears, and was able to make out speech in the loud buzz.

"Come get me Superman," a familiar voice taunted.

"Mystique," Clark was into his uniform and out the window in seconds. He quickly traced the noise to the forest just outside the perimeter fence. He landed cautiously. Superman knew this had to be some sort of trap. Mystique wasn't the type to turn herself in. But with all the problems she had caused, he had to risk it.

"Hello, Clark," Raven Darkholme stepped out into the moonlight.

"I'm guessing you didn't wake me in the middle of the night to talk Mystique," Clark said evenly, "What do you want?"

"I have a gift for you," she purred, "It is your birthday."

The shape-shifter tossed a small, ornamental box to the X-Man. He stared at it, but the lead lining stopped him from viewing the contents.

"Go on," she urged, "Open it." He carefully cracked the box, and an odd green light slipped out.

Superman doubled over in pain, and dropped the box. The box came fully open, and a chunk of glowing green rock slipped forth. Clark fell to his knees, trying to figure out what was happening. Mystique walked over, and picked up both the box and the rock. She threw the box into the brush, and held the rock closer to Superman.

"So, it does work," she laughed at his pain. She tried to kick him, but Clark managed to catch her leg, and tossed her away.

"Still some fight in you," she snarled as they both regained their feet, "But that won't last long," she turned and addressed the woods, "Will it, Cain?"

"Payback time," Juggernaut growled as he stomped into the small clearing.

Back at the Institute

Jean Grey awoke with a start. She had been dreaming she was a bird, flying through space, when an image of Clark in pain had broken her sleep. She and Clark shared a special telepathic bond. She could always 'hear' his thoughts more easily than anyone else. Jean wanted to attribute it to the telepathic message from the Kryptonian ship, but she, Clark, the Professor, Beast, and Forge, had all spoken with Jor-El at various times and in various groups, and neither she nor the Professor had an extra sensitivity to anyone else.

Her musing was broken by another stab.

'Is Clark dreaming?' she wondered. She decided she had better check. She wrapped a robe tight, as she left her room. Four doors down, and her gentle knock received no answer. She opened the door, only to find the room empty, and the window open.

"Jean?"

The psychic jumped as Logan said her name. She exhaled roughly, and turned to face him.

"What are you doing up?" she asked.

"Some loud screech," he answered, taking a swig off his beer, "Rahne heard it too, and I can't imagine Clark missed it. Where is he?" Wolverine looked past her into the empty room.

Jean shook her head, then gasped as she felt another stab of pain.

"I think he's in trouble, Logan," she said.

"Nah, Clark can take care..." his denial trailed off as he noted the look on her face.

"Wait here," Logan instructed, "I'll get Chuck."

But she was already gone...

Clark felt that last punch break ribs. He was trying to dodge, but in his weakened state, the best he could manage was to soften the blows. He had tried what he hoped would be one good punch, but the Juggernaut had laughed it off. And Superman knew Juggernaut was toying with him, taking revenge for prior defeats. And with Mystique slithering around with that strange rock, sapping his strength, it was only a matter of time before Cain finished it, killing the son of his hated brother.

"Enough playing," Mystique growled, as a desperate blast of heat vision narrowly missed her, "Kill him before someone finds us."

"Too late," a harsh voice boomed. All three looked up, and saw Phoenix descending on them. Fire seemed to dance around her eyes, and despite the robe and nightgown, there was something horrifying about her.

"GET AWAY FROM HIM," she screamed. Her TK burst hurtled Juggernaut through a number of trees.

"Clark," she spoke gently in his mind, 'what happened?'

The mental answer was not words, but images; and Phoenix turned on Mystique.

"Mine," she growled, taking the green rock from the villainess. At the same time she ripped off Juggernaut's helmet, and crushed it around the green stone.

Instantly Superman felt stronger, and some of the pain faded. Jean landed next to him, ignoring the fleeing villains.

"Are you alright?" she asked gently, looking him up and down in grave concern.

"I'll be better come sun up," he laughed, then winced, clutching his side, "But I'll live."

Blue eyes met green, and he asked, "How did you know? How did you find me?"

"I could feel your pain," she whispered, "I just knew you were in trouble. We have a connection." She drew closer, losing herself in his eyes. But he quickly turned away, masking it with a pained cough. Jean sighed, then shook her head firmly.

"How long have you been in love with me, Clark?" she asked directly. He looked up at her in surprise, and started to deny it. But he knew it was futile to lie to a telepath.

"You're the telepath..." he started glibly, but trailed off.

"5 years, 7 months, and 8 days," he whispered, "Since the day you came to the Institute. You were the most beautiful girl I had ever seen. You still are." He smiled up at her.

"But it wasn't just that. In your eyes, and the way you carried yourself. You had this compassionate strength, like you had been to the abyss and back, and you wanted to protect everyone else from that." He gently touched her face.

"But I saw the way Scott looked at you, and at dinner that night you asked me about him. Scott is my best friend, so I buried my feelings, so far and so deep that even Dad would never find them."

"Scott and I aren't together," she admonished.

"Not now," he countered, "But you've broken up before. And even if you never get back together, I can't do that too him." He looked deep into her eyes, "I just can't."

She nodded, and turned away. He could hear the tears fall from her face.

"Oh, screw it," he declared. Clark took Jean into his arms, and kissed her. But more so, he set his love free, and felt it returned through the bond he now recognized. Suddenly, his eyes widened, and he took a step back.

"Scott," he gasped. And even Jean heard the thrashing of brush and trees as Cyclops stormed away.

Wolverine stepped forward.

"Obviously, we're a bit late," he quipped, sheathing his claws. Clark started to go after Scott, but Logan stopped him.

"Give him a while," the elder mutant counseled.

The next day, in Forge's Lab

"So what is it?" Charles Xavier asked, looking at the green rock on the view screen.

"We're calling it Kryptonite," Forge answered.

"Krypton, because it's from Clark's home planet," Beast added, "and 'ite' because it's a meteorite."

"How do you know it came from Krypton?" Clark asked, holding Jean's hand. Most of the X-Men were present for the briefing, only Cyclops and Wolverine were missing.

"There is a virus fused to the rock," Forge answered, "The virus corresponds to Kryptonian DNA."

"A virus? Is it contagious?" Shadowcat asked, worried.

"Now, hold on," Beast held up his hand, "We'll get to that."

"As you all know, Clark is from a planet called Krypton," Forge began. Not long after the Sentinel Incident, an encounter with the High Evolutionary had revealed to the team that Superman wasn't human. After that he had confided the truth with them. They took it surprisingly well. "A planet that was destroyed. Clark is the only survivor."

"But why?" Kitty butted in again, "If they had the technology to save Clark, why no-one else."

"The Eradicator Virus," Clark answered, with growing understanding.

"Right," Beast continued, "The AI known as the Eradicator created a virus to prevent Kryptonians from leaving the planet. Anyone who did experienced great pain, and weakness, and eventually death. But Jor-El created a serum that could be given to an expectant mother, so her child would be immune to the virus."

"He gave the first batch to Lara," Charles added, "And was not able to synthesize any more before the planet died."

"Which brings us back to the Kryptonite," Forge stated, "The explosion fused the Eradicator Virus into the normal rocks, and also irradiated them. As a result, the radiation from these rocks has the same properties of the virus."

"Any being with Kryptonian physiology exposed to the radiation will feel pain and weakness, and eventually die," Clark concluded.

"Correct," Beast agreed, "But to answer Kitty's earlier question, the virus is dead, and could only infect Kryptonians other than Clark anyway."

"So, dese rocks are radioactive," Gambit asked dubiously.

"Yes," Forge explained, "but only in the slightest way. You'd have to carry one on your person for 8 or 9 years before you began to experience any RAD poisoning."

"So I have to watch out for this," Clark said, "Since at least Mystique and Juggernaut know."

"We'll all watch out," Scott said from the doorway, "We're a team, that's what we do." The others nodded, and the meeting ended.

After the other trickled out, Scott and Clark faced off.

"Scott, I'm so sorry," Clark pleaded. Summers tried look angry for a second, but failing, burst into laughter.

"Wow, you got it sooooo bad," Scott laughed, "Clark, I'm not mad. I was, but I'm not now. I know you've been backing off for all these years, so I have no right to stop you now."

"Besides," Cyclops winked behind his shades, "I've been seeing Kitty for two months now."

"And you didn't tell me," Clark exclaimed, in mock outrage, "You're darn right you can't be mad at me..."

Chapter 9

The past always returns. And all fathers hope their sons may succeed where they failed.

1 Year, 4 Months ago, Xavier's Institute for Gifted Youth, Westchester, New York

Charles Xavier's sleep was restless. Something in his memories threatened to overwhelm his dreams, and the telepath resisted.

"Charles Xavier," he awoke as a voice said his name. Confused, he looked around his room, but could see no one. Focusing his honed mind, he recaptured the sound of the voice. It was familiar to him, but it took him a minute to remember the source. When the realization came, it shook him to the core.

"Jor-El," Professor X said aloud. But how? Was it just a dream, or was the Kryptonian ship calling to him. Previous the messages had seemed to be simply recordings, barely acknowledging the viewers, and never calling them by name.

Now fully wake, and his mind racing, Charles decided to go to the ship.

The elder Xavier was only moderately surprised to find Clark and Jean waiting outside the vault.

"He called to you also, didn't he?" Clark not so much asked as said. Charles nodded.

"But what does this mean?" Henry McCoy yawned as he entered the room, "Jor-El's messages have never addressed us by name before."

"I don't know," Professor X responded.

"Well, with Forge in Toronto," Jean noted, "This is all of us."

"Not quite," Logan noted, walking into the room with Ororo. Scott, Kitty, and Kurt followed.

"You guys interfaced with the ship, too?" Clark boggled.

"I have not," Storm responded, "But nevertheless, I heard a voice call my name, and felt drawn here."

"What is going on?" Kurt asked.

"I guess there is only one way to find out," Clark said. He placed his hand on the scanner, and the vault opened. The ship was no longer resting on the floor, but floated several inches in the air, and glowed with a gentle light.

"Are you sure this is safe?" Kitty asked no one in particular.

"Who knows," Clark shrugged, "It's never hurt us in the past."

"We will have to trust Jor-El's good intentions," Charles added, "And our own talents."

In unison, the X-Men reached out and touched the ship.

The Planet Krypton, 46.7 Solar cycles prior

"Greetings Kal... Clark," Jor-El said, "And greeting to the rest of the X-Men."

"So this is your other old man?" Logan asked.

"More than they ever suspected," Jor-El answered for Clark, "As I think you are all growing to realize, I am not simply a recorded message. Rather, I am what you might call an Artificial Intelligence. I am a limited copy of Jor-El's memories and personality."

"Limited?" Scott asked, "Limited, how?"

"I only contain Jor-El's memories for the last five years of his life, and certain other memories pertinent to Kal-El and the destruction of Krypton. Which is why I have summoned you here."

Jor-El walked over to a couch and sat down.

"Prior to this, I have not told you how Krypton was destroyed. I let you believe it was a natural disaster. But my programming dictates that one the day of Ka...Clark's Kryptonian majority, I should inform him of the whole story. Based on my contact with Charles and Henry, I have decided you should all know."

"Shortly before Clark's birth, Krypton was invaded by a race known as the Skrulls," as Jor-El spoke, the windows changed. The tranquil landscape became images of a great battle, "They wanted Krypton for a base in their other ongoing struggles. However, the Eradicator's near endless supply of defensive drones proved too much for them, and within 3 lunar cycles, they were forced to leave Krypton. Unfortunately, the Skrulls are a vengeful race. They could not have Krypton, and they were determined not to allow us to ally with their other enemies. Their parting shot was a weapon that caused a nuclear reaction in Krypton's core."

"Examining the abandoned Skrull technology, I discovered the effect on my planet. We had less than a solar cycle before the chain reaction destroyed Krypton. I took my evidence to the Council of Elders and the Eradicator, but the Eradicator claimed my conclusions were exaggerated, and the Elders chose to believe it."

"So I devoted myself to creating this ship, a way to save the only Kryptonian who could leave the planet; my own son," another Jor-El appeared in the background, working on the ship, then crying with his wife, "I adapted a prototype deep space probe, and installed a stasis pod and this interface. And only 9 days after he was born, Lara and I sent our son into the depths of space."

"But why are you telling us this now," Clark asked, "Why bring the team here to see this?"

"As I said, I examined the what the Skrulls left behind," Jor-El answered, "Including a severely damaged command ship. Its logs contained detailed information about the Skrull invasion of Krypton. It also had plans for future Skrull military targets."

The team tensed, almost expecting what came next.

"Based on what I learned, I believe in the next 2 to 6 of your years, the Skrulls will attack Earth..."

Chapter 10

People in positions of power often meet as adversaries. But even the worst of enemies can become allies, or even friends, in the right circumstances.

7 Months ago, over Northwestern Minnesota

Superman flew languidly beside the X-Jet. He, Cyclops, Jean, Kitty, Logan, and Ororo were returning from their combination vacation and recruiting mission in Seattle, the newest students in tow. It was a quiet, sunny afternoon, and Clark was enjoying flying.

A familiar noise, far below, caught the Kryptonian's attention. He triggered his com as he broke formation.

"Guys," Superman said, "There's something I want to check out. I'll catch you back at the manor."

"Probably going to pick you flowers again," Logan growled, "Makes the rest of us look bad."

Kitty giggled, and Jean blushed slightly. But as she turned to look out the window, the feelings she got from her fiancé were not romantic. They were curious, and slightly worried.

2 Seconds later, a large forest, Minnesota

The Incredible Hulk paused. He was unsure what to make of the black clad Human that had fallen from the sky, and was now floating in front of him. The puny thing was far enough away, and relaxed enough that the Hulk didn't immediately attack, but Humans were always trouble, and the Hulk was prepared to spring.

"I'm only here to talk," Superman said, holding up his hands. He could hear the Hulk's muscles clenching, and see the subtle shifts in the monster's posture. Clark hoped to stop this before it became a brawl.

Oh, the Hulk had heard that line before. This floating Human ('Mutant?' Banner suggested from somewhere) was obviously some sort of trap. And the Hulk hated traps.

"Hulk smash puny mutant," the behemoth roared, diving for Superman. The punch rattled the X-Man's teeth, and knocked him to the ground.

"Obviously not the right opening line," Clark noted, rolling away as the Hulk tried to jump on him. Superman decided to play defensive, dodging and blocking the Hulk's blows. But like so many other things, this simply enraged the gamma titan further, and soon Superman's arms were stinging and bruised from blocking punches. In response he took his speed up another notch, and was able to easily avoid the Hulk's fists.

That only made the Hulk madder, and though his berserker strength increased, his speed and accuracy did not. The puny mutant was mocking him, dodging his blows like that. He would show the X-Man what it meant to mess with the Hulk...

Despite what many people assume, the Hulk is not stupid. He might not be the most articulate or book-smart individual, and he may be something of a berserker, but he still maintains more than a glimmer of his alter-ego's genius.

Superman realized this as he bumped into a tree, and then took a full gut punch from his opponent. The Hulk had managed to steer him into a denser part of the forest, limiting his ability to dodge. As another blow clipped his shoulder, Clark knew he would have to either fight back, or flee. Fleeing would be the safe, smart choice, but just leaving the Hulk here was a bad idea, and running away did not sit well with the X-Man.

"Sorry about this," Superman said charging forward. His uppercut threw the gamma monster back. The Hulk got to his feet, and gave Superman a new look.

"Little mutant hit hard," the Hulk conceded, "But Hulk hit HARDER!!!"

'I've moved from puny to little,' Superman mused as he crashed through a 200 year old oak, 'It's a start.'

"Alright, Hulk," Superman said, wiping the blood away from his split lip, "If violence is the only way to get through to you, then violence you'll get."

The Kryptonian left the ground, and flew at the Hulk. He floated around the huge green fist, and peppered his foe with dozens of quick punches to the chest and stomach. Clark flew past Banner, and the behemoth followed him into the lighter forest.

Superman shook out his hands, to relieve the numbness. Obviously, he could not beat the Hulk with physical blows, so he had to try another approach. As he maneuvered through the woods, he grabbed a twenty some foot log. Glancing back behind him, Superman slowed to let the Hulk catch up. Unfortunately, the Hulk had also picked up a log, which he hurled at the flying hero. Caught unaware, Superman tumbled to the ground again; but he was quick to stand before the Hulk could pin him. Clark grabbed his fallen tree again, and the far end exploded into flames with a dose of heat vision. Clark swung the flaming log between them, hoping the inferno would keep the Hulk at bay.

"Hulk not 'fraid of fire," the titan sounded insulted. He grabbed the flame log, and ripped it from Superman's hands. He ground it out like a giant cigar, then hurled the stump back at Superman. But the X-Man fired his heat vision again, and the wooden missile exploded. When the smoke cleared, the Hulk was surprised to see Superman was gone.

"Hah," the Hulk exhaled, "Mutant tough."

"Thank you," Superman said from behind the Hulk. Hulk started to turn, but Superman grabbed him in a full nelson, and took off into the sky.

"I wonder," Clark asked, "How far you'd have to fall before it would knock you out?"

Suddenly, the Hulk quit struggling to get free.

"3000 feet? 1 mile?" Superman continued, "Or maybe... I'm guessing you probably need a lot of air. As it turns out, I don't. So I'll just take you high enough that you pass out." The Hulk started to struggle again. "Or are you ready to talk?"

"Hulk ready," he answered. Superman went into a shallow dive, and set the Hulk down. He landed close by and eyed the titan carefully.

"You dangerous," the Hulk looked up at Superman, "You strong like Hulk, but smart like Banner. What you want with Hulk?"

"Actually, I wanted to offer you sanctuary. A place where you will have friends, and you won't always be running from the government."

The Hulk's green eyes narrowed, appraising Superman...

Chapter 11

And so it begins...

December 7th, 2003, 11:48 AM EST, Xavier's Institute for Gifted Youth, Westchester, New York

Cain Marko walked through the titanium gates of the Xavier institute. The electrified metal bars didn't even slow him. The disruption set alarms blazing, and the automated defenses sprang to life. His arms crossed in front of his chest, the Juggernaut marched through the energy cannons, nets, and various other weapons. He trudged ever forward, seemingly oblivious to the destruction rained upon him. He did not shout challenges and threats. He did not crush the cannons, but walked carefully around them. Only when he reached the mansion, and was confronted by two figures did he react.

"I surrender," Marko told Superman and the Hulk, an odd edge on his voice, "Do what you want to me, just please, help her."

The Juggernaut unfolded his arms to show them a broken and bleeding Mystique.

"Professor," the Incredible Hulk triggered his communicator, "You and Hank had better get up here, something strange is going on."

"What could have done this to her?" the now helmet-less Juggernaut asked. Clark and Jean were in the observation room with him; half guarding, half comforting Cain, while they all watched Beast try to save the shapeshifter.

"She told me the first time she fought you," Cain told his nephew, "She hit you so hard she broke eleven bones in her hand. And it only took her a few seconds to morph them back together. She can heal almost as fast as Wolverine..."

"I'm wondering the same thing," Professor X agreed, his hoverchair floating into the room, "Tell me Cain, what do you know about what happened to Raven."

"She was infiltrating the White House," the Juggernaut started, slumping into one of the reinforced chairs, "You know President Kelly is trying to bring back the Sentinel Act, right? Well, Mystique got a job as an intern, ya know, watching the President, and his cronies, learning the security system, all that stuff she does." He grinned slightly.

"Indeed," Charles agreed, "Please continue."

"Tonight... well, last night now, she was gonna break in. See what she could learn without all those prying eyes. Shoulda been a quick job, in, copy the files, out. When she didn't show up for the rendezvous, I got worried. After about 20 minutes, I tried her cel. When she didn't answer I knew something had to be up. So I had it traced. I found her like this."

"And you brought her here," Clark said, carefully.

"I figured you guys were the only ones who'd help her. Maybe the only ones who can help her."

They settled into silence, and watched Beast work. Nightcrawler, Cyclops, and Hulk all stopped in briefly to check on things.

Finally Beast stepped back and removed the surgical mask. Dr. McCoy walked into the waiting room, drained of all energy.

"I think she's going to make it," he told them. Juggernaut head dropped, with a sigh of relief.

"I've stopped the bleeding, and set her broken arm. If she makes it through the night with no more blood loss, she will be fine."

A scream emanated from the surgical gallery, then another. Mystique was awake, and was struggling to get free of the restrains and medical instruments. All five of them rushed into the other room. Hank quickly began checking the instruments, while Jean restrained Raven with a gently TK field.

"Raven," Juggernaut rushed to the other side of the bed, trying to get her attention, "Raven, relax, it's okay."

"Cain," her face wrinkled in concentration, then she finally seemed to see the rest of the room, "Xavier? How? Why?" She gave Marko an angry glare.

"He brought you here for help," Charles informed her, "If he hadn't you would have died."

Mystique's eyes narrowed, but then she took a deep breath, and most of the anger and hatred eased from her face.

"This is probably the best place," she said cryptically. Then her eyes widened, and became a more pale shade. She looked carefully around the room, and finally back to Professor X.

"We need to talk, Charles. But first, I want to see each of your X-Men. One at a time, but with you four and Cain staying with me."

"I don't underst..." the elder Xavier began, but Mystique cut him off.

"You'll understand later. For now, just do it. Bring me my son, first."

Charles nodded slowly, then sent a quick telepathic message to Clark. The younger Xavier also nodded, then stepped into the hall. Bruce, Kurt, Scott, and Kitty were all waiting there, though the Hulk was nodding off, and Shadowcat was snoring and drooling on Cyclops' lap.

"Kurt," Bruce awoke with a snort when Clark spoke, "Mystique wants to see you. Bruce, Scott, can you get the rest of the team."

The German mutant stretched as he stood, and Summers half saluted as he and Banner jogged off.

The interviews were short, and simple. One X-Man would come in, Mystique would look him or her over, pronounce them fine, and after a warning not to say anything, they left. It took a while, and most of them waited in the hall, curious as to what was occurring. Remy quickly dragged Bruce and Bobby into a game of poker. Finally, as Storm left, the Wolverine entered the medical room last.

"Why'd you drag me down here in the middle of the night," Wolverine growled as he entered the room. Then his eyes fell on Mystique, and his claws popped. With a feral yell, he hurled himself at the bed-ridden metamorph. Superman was already in Wolverine's path; the claws shredded Clark's uniform, but bounced off his chest.

Clark instantly knew something was wrong. Although not entirely out of character, Wolverine's reaction was a little extreme. But there was more. Having been on the receiving end of Logan's claws before, Clark knew what it felt like; and this wasn't it. And also, Logan smelled different...

Acting on instinct, Superman shifted his vision into X-Ray mode. Staring down at his teammate, he was only slightly surprised to see...

"No Adamantium," he said aloud, "This isn't Wolverine!"

The imposter snarled, and slid out of the Kryptonian's grip. Suddenly an odd weapon appeared in the fake's hand, and he fired at Mystique. Fortunately, Juggernaut was already on the move, and the beam struck him with no effect. Phoenix gestured, and 'Wolverine' slammed into the wall. The spy dropped his gun as he lost consciousness. The weapon was smashed as the Hulk and Nightcrawler rushed into the room. They surveyed the room, then relaxed slightly.

"Bruce, will you and Scott take 'Wolverine' to the Danger Room, and watch him. It should serve as a temporary holding cell, until we can determine what is occurring."

The Incredible Hulk draped the spy over his shoulder. "Scott," he was heard to say as the door closed.

"Alright, Raven," Charles instructed, "You've seen all my students, and your fears appear to be valid. Now, what is going on? What happened to you in the White House?"

"I was discovered," she answered, glancing at Cain, "By the Vice-president and his Secret Service detail. But it wasn't really them. Maybe it's a special sense I have, or just experience from duplicating others, but I could tell they were fakes. Just like I could tell Wolverine was an imposter even before he attacked me."

She paused, and Cain set a hand on hers. She nodded and resumed, "They attacked me. They didn't ask why an intern was there so late, or try to arrest me. I guess they could tell I wasn't what I appeared either. They had weapons like the one 'Wolverine' had. The guns, they did something odd to me. It hurt, more than anything I can describe. I fled, but they followed. Outside the White House perimeter, they broke off pursuit." She looked down at her arms, "They probably didn't think I'd survive. I wandered for a while, and eventually passed out. I woke up here."

"Dad, is it..." Clark was cut off by Charles' look.

"I think we need to go and talk to our imposter," Professor X said, "Raven, will you be alright here with Cain?"

"Fine," she rolled her eyes.

"I'm going to stay here as well," Beast said, "All this stress can't be helping your wounds."

Mystique shrugged, but it seemed she was slightly relieved.

"Who are you?" Charles Xavier's voice boomed into the Danger Room. The fake Wolverine looked up at the command center, and grimaced.

"Come on, Chuck," he sounded annoyed, "You've known me for 13 years; I've been on your little team for 5."

"You might have been able to fool us so far," the Professor conceded, "But you are not Logan. Two different sources confirm it."

"I don't know what Mystique told you, Chuck, but you know you can't trust her."

"Who are you?" This time there was a telepathic push with the question.

The imposter began to laugh. No longer using Logan's voice, the laugh was high, cruel, and mocking. Slowly, his face began to wilt, and collapse.

"telepathic suicide device," it mocked, "you could never probe my mind. you are too little, too late. we've already won..."

The spy finally melted into an orange sludge.

"So," Scott asked, "Where's the real Wolverine?"

No one could answer...

Chapter 12

December 7th, 2003, 9:13 AM EST, Xavier's Institute for Gifted Youth, Westchester, New York

Charles Xavier and Jean Grey were met by expectant gazes as they entered the 'War Room'.

"We couldn't find him," Phoenix said as she sat down next to Superman.

"Even working together, and with Cerebro boosting your power?" Cyclops asked.

"Vat does that mean Professor?" Kurt continued, "Is Logan dead?"

"Not necessarily," the elder Xavier answered, "He could simply be unconscious."

"Or shielded," Clark mused aloud, "If these shapeshifters can create a 'telepathic suicide device', they might also be able to build a system to block telepathy."

"Den why not use dat in der spies?" Gambit countered.

"I'm no Forge, but I think it would be simpler to build a device to detect something, like radiation or telepathy, than it is to build something to block it."

"Who cares?" Mystique shouted, "Why are we wasting time looking for Wolverine?"

"Two reasons," Charles responded, "First, there may be a specific reason why Wolverine was replaced. And second, if we find Logan, we find our enemies."

"Fine, fine," Raven backed down, "Then how do we find him?"

This statement gave the X-Men pause, but finally Cyclops spoke up.

"Good, old-fashioned detective work," Summers said, "We figure out when was the last time we know the real Wolverine was here, and work from there..."

December 9th, 2003, 11:01 AM EST, 70 miles north of Calgary, Alberta, Canada

Wolfsbane paused, and sniffed the air again.

"It's a good thing Logan has such a pungent aroma," she growled, "After 5 months, most trails would be long gone."

Superman nodded, and X-rayed the snow.

"Harley tracks," he confirmed, "Wolverine was here,"

After some conversation, and a little telepathic prodding, the X-Men determined Wolverine must have been taken during his most recent 'vacation' to the Canadian wilderness. Now Wolfsbane, Superman, and Phoenix were following his trail on the ground, while the Storm kept the weather quiet. The remainder of the team circled overhead in the X-Jet, waiting for news. Rahne loped off, following the trail only she could smell.

"Wait," Clark suddenly said, stopping her. He peered intently at the ground, then continued, "Logan stopped here and got off his bike. It looks like he was sneak..."

"Superman," Phoenix interrupted, an odd look on her face, "There's something wrong with that mountain."

"Guys," Superman triggered his communicator, "Can someone go online, and get a information about this area. Jean says there's something strange about that mountain."

"I'll tell you what's strange," the Hulk's voice came back a few minutes later, "Geological surveys say there shouldn't be a mountain there..."

"And Wolverine probably knew that," Clark concluded, "Scott, bring her down, while we get a closer look. I want to get in X-Ray range."

Superman was staring intently at the mountain when the rest of the team arrived. Phoenix was next to him; her eyes squinted. And Wolfsbane was a third of the way up the mountain, sniffing the air.

"So why are we out here?" Mystique grumbled, shivering in the cold.

"This is not a mountain." Superman responded, "Its composition appears to be granite, but my X-Ray Vision can't penetrate it."

"Also, it is a telepathic dead zone," Jean added, "The space under the snow just doesn't exist on a mental plane."

"Huh?" Juggernaut grunted. Iceman shrugged.

"The snow under your feet, and the air around you, it doesn't have a mind. But it still exists to my telepathy. I can tell there is empty space with no thoughts there. But this mountain, it's like a void. It's just not there."

"Dan what do we do?" Gambit asked.

"Clear away the snow. Get a look at what's underneath."

Storm began to blow the snow away, while Iceman froze giant chunks solid, which Superman, Hulk, or Juggernaut could move out of the way. The peak was small, and was quickly uncovered.

"Well, it's a mountain," Mystique quipped, "What a surprise."

"Now vat?"

"Now we need a door," Superman noted, "And since there doesn't appear to be one, we'll just have to make our own."

Superman's heat vision struck the 'rock', but to no effect. The Kryptonian increased the power to his maximum, and was barely able to melt through.

"Scott," Clark groaned, "A little help?"

Cyclops set his visor to the narrowest beam, and began to cut the other edge. Slowly, they made their cuts come together, forming a crude rectangle. The Hulk then dug his fingers in, and ripped the 'door' out. The backside of the 'rock' was a sort of strange orange metal, and the portal opened into some sort of hall. As they peered in, Phoenix fell to her knees, and Superman was instantly kneeling beside her.

"Jean, are you OK?" he asked, helping her to her feet.

"Yeah," she mumbled, "It's just, I was probing that thing so intently, that when I was able to break through, I instantly touched all the minds in there..."

"Alright, X-Men," Cyclops ordered, "Let's move."

The Hulk had ripped a large panel from the wall, and was using it to shield his teammates from the Skrulls' energy weapons. The team was moving steadily forward, with Cyclops and Gambit disabling Skrull warriors from behind their cover. Meanwhile Iceman and Juggernaut had found an inventive way to cover the rear. Iceman simply filled the passageway with ice, while every so often; Juggernaut would tear off a panel and set it up to be covered in the ice. A large raven flew past the Skrulls and the Hulk, and landed near Phoenix and Superman.

"Only 7 more soldiers, and we'll have a straight shot to this room Jean's guiding us to," Mystique said, returning to her normal form, "But I couldn't get the door to open."

"Storm, Superman," Cyclops shouted, "Help us pin them down. Hulk, I want a fastball special with Beast and Wolfsbane on my mark. Nightcrawler, follow them."

The Kryptonian and the Weather Witch moved to the edge of the 'shield' and added their firepower to that of Cyclops and Gambit. Storm managed to electrify one of the aliens, and the others were suddenly taking more cover, and fewer shots.

"Now!"

The Hulk kicked the wall plating away, and threw one X-Man with each hand. Even as Beast landed on a confused Skrull, Nightcrawler BAMFed to the end of the hall, and with a quick series of teleports, disarmed all the warriors. After that, it was a simple matter for Hank and Rahne to knock out the rest. The rest of the team quickly followed, and Iceman continued to close the path behind them.

Storm tried to trigger the touch pad beside the door, but nothing happened.

"Maybe it's DNA triggered," Nightcrawler suggested. Hulk grabbed one of the unconscious Skrulls, and slapped his hand on the pad. Nothing happened.

"Maybe it's locked from the inside," Cyclops said, "Phoenix, is there anyone in there?"

"Yes," her eyes widened again, "4 Skrulls, and a number of unconscious, unfocused minds."

"Shadowcat," Cyclops ordered, "Take Superman in there, and see if you can't convince them to open the door."

The phasing mutant nodded, and grabbed the Kryptonian's hand, and pulled him through the wall. A few seconds later, the door slid open.

Clark dropped the Skrull scientist, and went with the rest of the team to examine the room. Or rather, most of the rest of the team, Bobby iced over the door, and he and Ororo remained by it, on guard.

"So where are all these unconscious minds?" Mystique mocked. The room was filled with technological equipment, but was empty but for the three unconscious guards, and the one cowering scientist.

"There," Superman pointed at a wall, covered in instrument panels, "There's something behind the wall."

Phoenix walked over to the wall, and triggered one of the buttons. Most of the wall slid down, revealing hundreds of tanks, each one containing what appeared to be a human, in a yellow suspension.

"Logan," Rahne shouted, rushing over to the tank that contained her mentor, "We have to get him out of there."

"Just a second," Scott said, "Are we sure it's really him."

Superman stared at the tank for a second.

"He still has a faint heartbeat," he noted, "Bones are adamantium. And his cell structure is human. It's him."

"Fine, but how do we get him out," Mystique was the sarcastic voice of reason, "Just breaking the glass might kill him."

"We ask him," Beast countered in a most unpleasant tone, pointing to the Skrull, "Even if he has a telepathic kill switch, like the spy did; we can just rip off fingers."

He then turned to the others and winked. The scientist let out a little 'eep', and cowered even further into the corner.

"Hank, you are such a brute," Storm rolled her eyes, "We can simply freeze his head so the device won't work, and then Phoenix can shred his memories at her leisure."

At this point the timid alien stood up.

"i help, i help," he said in stilted English, "i set humans free."

"Logan first," Cyclops instructed. Clark understood his reasoning. If the Skrull betrayed them, Wolverine had the best shot at surviving. Under the careful watch of Beast, the scientist freed the mutant.

"Let's see who else we got," Gambit began wandering around the vessels, looking at their captives.

"The Vice-president, we knew dat. Oo, dis one da Russian premiere. And Tom Brokaw. Hey, its da Rock. No wonder he don't win da title!"

"How do you choose which people to replace?" Shadowcat asked.

"i not involved," he answered, seemly relieved that she wasn't threatening him, "i just keep the originals. but i know your friend was a mistake. he find this base, so we need to replace him."

A short time later, all 71 captives were free, but, except for Logan and a few professional athletes, none were really able to move.

"How do we get them all out of here?" Nightcrawler asked. There were some thumps outside the door, and Bobby was creating another layer of ice.

"Kurt, 'port Ororo back to the X-Jet so she can get it prepped," Clark said in a sly tone, "I have an idea..."

Skrulls fell like bowling pins as Cyclops' optic blast exploded through the door and cleared the hall. Just behind the beam were Hulk and Juggernaut, carrying a large metal container. Superman had fused a number of wall plates together, so the captives could be comfortably carried. Cyclops and Gambit stood at the front of the device, shooting Skrulls over the Hulk's shoulders. Iceman stood at the back, prepared to 'chill out', as he put it, any Skrulls who appeared behind them. And Superman and Phoenix floated on either side, steadying the device and helping clear the way.

However none of the Skrulls seemed stupid or brave enough to get in the way of the giant 'train', and the X-Men escaped with little trouble. They left the Skrull base, and quickly arrived at the modified Blackbird. They loaded everyone onboard, and took off before the Skrulls could pursue.

Chapter 13

The Vice-President had apparently regained the use of his legs, because he walked, unsteadily, into the cockpit.

"You are the X-Men, right?"

"Yup," Wolverine answered as he pulled on his gloves.

"Well, you have to get me back to the White House. We have to tell the President."

"I'm afraid we can't do that," Cyclops informed him.

"Wha... Are you kidnapping me?"

"Mr. Smith, please sit down," Superman directed the VP to one of the open chairs, and sat next to him.

"Sir, you know the Skrulls have replaced you." The VP nodded. "Well, it's a safe bet that the imposter already knows you've been freed, and is taking steps to prevent your return. It would be unsafe to return you without some way to prove you are who you are. Also, this administration is not fond of mutants. If we try to take you back, they'll try to shoot us down."

James Smith nodded again.

"So what do we do?" he asked.

"We're going to take you back to our base," Superman answered, "Then we'll put our heads together and try to find a way to reveal these alien imposters. Could you do me a favor, sir?"

The VP looked surprised, and shrugged, "Probably, what would you like?"

"Can you go back, and talk to the others? Tell them what's going on, and keep them calm."

Smith smiled. "Sure."

"Thanks."

"Well done, Clark," Ororo commented after the VP left.

"Thanks," he returned to his seat next to Jean, "But how do we do it? How do we reveal that the government has been infiltrated by shapeshifting aliens?"

Silence settled over the cockpit as the X-Men contemplated that dilemma.

December 9th, 2003, 7:19 PM EST, Xavier's Institute for Gifted Youth, Westchester, New York

Cyclops landed with typical skill. Professor X and Betty Ross Banner were waiting for them.

"Please everyone," Xavier told the recent captives, "If you would go with Mrs. Banner and Dr. McCoy, we would like to give you a brief medical exam to make sure the Skrulls did not do any lasting damage."

As Hank and Betty lead the various world leaders, celebrities, and Wolverine off, the rest X-Men gathered around the Professor.

"This is bad," Iceman said, shivering, "They've got agents in place in every nuclear power in the world."

"And da worst part," Gambit added, "Is we don' know if dey got other bases with other captives."

"What we need is a way to detect them." Superman noted.

"No, we need a way to uncover them, to force them to change shape," Cyclops pontificated, "Otherwise, it's our word against theirs."

"We should go sit down," Professor X instructed, "Forge is waiting for us in the war room. We can plan out next step there."

Forge was tinkering with a small device when they entered the room.

"Is it ready?" Professor X asked.

"Almost," the Amerindian mutant answered, "I'll need some information from Clark, Raven, and Logan, to calibrate it."

"What is it," the Hulk asked, settling into his seat.

"It's a Skrull detector. It works on genetics, pheromones, and skeletal structure. The eyepiece will tell you if someone you are looking at is a Skrull in disguise."

"That's all well and good," Scott butted in, "But we can't use that to prove anything. They'll just say that it's a trick."

"Scott is correct," Xavier grimaced, "We need a way too force the Skrulls to revert to their true form."

"What about cold?" Kitty offered, "They are reptilian."

"I don't think so," Ororo answered, "The temperature in their base was at 54 degrees. If they are comfortable with that as room temperature, I doubt cold will force them to change."

"Maybe heat, then?" Nightcrawler suggested, "It works on Mr. Fantastic."

Mystique snorted, and more than one X-Man glared at her.

"Do you have something to offer, Raven?" Charles said, blandly.

"Muscle relaxants," she grunted. At the confused looks she received, she explained.

"Look, for me changing shape is like making a fist. You use your muscles to close your fingers, but once they're in that position, they'll tend to stay that way, until you actively unclench the fist. So if the Skrulls are anything like me, an attack like heat, or cold, or electricity won't cause them to change back. Even knocking them out won't do it all the time. But if you make them lose control of their muscles, they'll revert."

"Well," Forge thought aloud, "I think Hank and I should be able to create a gaseous muscle relaxant, based on the DNA of the fake Wolverine, and Jor... the other information."

Charles look stopped Forge from saying Jor-El's name. But unfortunately, Mystique seemed to catch that something was hidden.

"We'll want to test it first," Superman pointed out...

December 12th, 2003, 10:10 PM EST, A Hilton Hotel in Cincinnati, OH

Phoenix's telekinetic bubble landed gently on the roof.

"Are you guys sure about this?"

"Don't worry, Mr. Johnson," Superman told the wrestler, "Nightcrawler will be right above you, and Phoenix and I can be there in a microsecond if something goes wrong."

"If something goes wrong?" the wrestler asked incredulously, "I'm going to confront an alien who, has taken my place, knows I might be coming, and has unknown skills and weapons. I'm testing an experimental gas that might force it to change back to its real shape. What could possibly go wrong?"

"Mr. Johnson, you don't have to do this. You volunteered when we asked, but if you are having second thoughts..." Superman tried to keep the impatience out of his voice.

"No. Look, lets just do this."

Nightcrawler put a hand on the wrestler's shoulder, and teleported inside the locked door of the roof access stair. Time was critical, the captives had managed to piece together part of the Skrull plan from what they had heard. A group of the Skrulls, disguised as the Thing for sure, and other meta-human heroes, would assassinate the President. That would leave the fake VP in charge, and create a backlash against metas.

"The Skrull is in his room," Superman informed them, X-raying through the ceilings, "Room 807."

The mutant and the athlete moved quickly down the stairs, and after receiving the all clear from Superman, ran down the hall. They reached the door, unseen, and Nightcrawler 'ported them inside.

"What the..." The fake shouted, then trailed off.

"You," the alien hissed, "They said you had been rescued. But I didn't think you were foolish enough to come here."

"It doesn't MATTER what you think!" the original shouted, charging the copy. The wrestler knocked the imposter to the floor, and pinned him. The shapeshifter tried to morph and stretch his way free, but the athlete's skill kept him down. Still, the human's face began to shine from the strain.

"If you don't mind," he grunted at the mutant. Nightcrawler nodded, and set off the gas bomb, filling the room with a dense, pink mist. A confused look formed on the imposter's face. But as his skin turned green, and his form shifted, the confusion became fury. The Skrull continued to struggle, but without the ability to change shape, and with his muscles too relaxed to be of any physical use, he was trapped. They bound the alien with the sheets.

"Now what?" Johnson asked, sitting on the bed.

"Ve take him back to the institute," the German answered, "And you can either stay here and resume your life, or come back with us."

"Of course, if I stay here, they might come after me again."

"Probably. They'll want to know just how much you know, and where their spy is."

"Well, if you can spare a couple of those Skrull Detector things, I'll take my chances here."

Kurt nodded. They had expected this.

"Here," he handed the sports entertainer a small case, "4 of the detectors, and 2 of the gas bombs. And a communicator, in case you need some help."

"Thanks, man," he shook Nightcrawler's hand, "to all you guys, for everything."

72 minutes later, back at the Institute

"So now what?" the Vice-President asked, staring down at the prisoner in the Danger Room.

"Now we contact the Fantastic Four, and start watching the White House." Cyclops answered.

December 15th, 2003, 12:00 PM EST, The White House, Washington, DC

The President, Vice-President, and their families and staffs were all beginning to decorate the White House Christmas tree. The children were laughing, and the Secret Service agents were even smiling, however slightly. But everyone turned at a loud thump, then another. Two giant masses dropped from the sky, and landed in front of the guards.

"It's clobberin' time™," the Thing shouted, throwing Secret Service agents out of the way.

"Hulk smash!" the purple pantsed brute shouted, throwing Sabertooth; who had been riding on the Hulk's shoulder, straight at the President.

BAMF. Kurt Wagner almost passed out from the effort of bringing Superman, the Hulk, and Juggernaut with him. Superman caught Sabertooth before he reached the President, and Robert Kelly goggled as the two Hulks fought, and Juggernaut protected him from the Thing.

"What is going on here?" he shouted.

"Just a second, Mr. President," Cyclops answered as Phoenix landed him, Beast, Gambit, and Storm in a defensive position around the first family. The Vice-President had started to retreat suddenly, but a wall of ice stopped him cold.

Superman grabbed 'Sabertooth' and threw him into 'Hulk'. Then the real Banner picked up both, and jumped just in front of the leader of the free world. Juggernaut turned, and tossed 'Thing' on top of the pile, then clumped over to stand guard. With a nod from Cyclops, Beast released the gas.

As they breathed in the gas, the would-be assassins resumed their true forms. And so did the Vice-President, his two Secret Service guards, and the President's Press advisor. But the last four were still up and more or less motile, and tried to attack the President. The X-Men quickly shut them down.

"I ask again," Kelly sounded quite angry, as he watched the pile of aliens grow to seven, "What is going on here?"

"It's simple, Bob," the VP said as he and Charles Xavier 'walked' up, "These Skrulls want to take over the Earth. And the X-Men just saved your life..."

Shaking his head in confusion, the President let himself be lead inside, for a full explanation.

December 18th, 2003, 9:48 AM EST, Xavier's Institute for Gifted Youth, Westchester, New York

The X-Men were having a video meeting with the President Kelly and Vice President Smith.

"We've found 17 more Skrull agents in the White House and the Capital," Kelly was saying, "We doubt that's all of them, so we're keeping the Skrull Detectors handy."

The President took a deep breath. What came next would be very hard for him.

"I owe you X-Men, more than I can imagine. You probably saved the whole planet."

"Not yet," the elder Xavier answered, "With the Skull agents revealed and captured, I fear it is only a matter of time, before we are faced with a full invasion..."

Chapter 14

The Skrull invasion began 6 days after the failed assassination attempt. 5 giant Skrull motherships had appeared in the sky and launched thousands of fighters. New York repelled the attack with ease, thanks to the shields of Four Plaza. And though they lacked the advantage of Reed Richards technology, Washington DC, Chicago, Los Angeles, London, and Moscow had also fared well. Some countries had rejected the President's advice, and Paris, Baghdad, and Brasilia were in ruins. The rest of the world fared somewhere in between. The Germans had mostly stopped the attack on Berlin, but a lucky shot had started a fire that did more damage than the bombings. Tokyo Tower had been destroyed (to no one's surprise), and Akihabara was gone, but the rest of Tokyo was fine. And then the ground battles had started.

December 22nd, 2003, Washington, DC

"Stand your ground," Superman shouted, "We can't let them take the Pentagon or the White House!"

The X-Men were assisting in the defense of Washington DC, and had been thrust into leadership roles. Superman and his army battalion were positioned between I-395 and the Pentagon, trying to stop the Skrulls northward advance.

Clark was faced with a dilemma. He did not kill. His father had told him never to kill unless he had no other option. And with the breadth and depth of his powers, he always seemed to have another option. But this was a time of war, and the normal rules didn't apply. Any Skrull soldier he didn't kill would probably continue to be a combatant, especially with the Skrulls' technology, and regeneration via morphing. And more important, he wanted to kill them. These alien monsters had destroyed his birth planet, and were now attacking his home world. Still Clark knew killing was a slippery slope. If he could justify killing these intelligent beings, how much of a stretch would it be to Humans...

'You can only be yourself,' Jean thought to him, sensing his struggle, 'You can find another way.'

Hundreds of Skrulls bellowed in unison, as their weapons were reduced to molten slag in their hands. The superheated metals burned away skin and muscle, and fused to bone. The alien soldiers would live, but hopefully would never be able to fight again.

'See,' Phoenix smiled, telepathically, 'Another way.' She picked up one of the Skull 'tanks', and smashed into another one.

On the other side of the Potomac, Cyclops and Storm were leading the anti-aircraft gunners; protecting the White House from Skrull flyers. Storm had created a thick, cold,

electrified wall of clouds to the east. The few Skrulls who had risked it had come out in bad shape, and the rest seemed to be avoiding the obstacle.

To the north, the Army simply watched in amazement as Hulk and Juggernaut had a contest to see who could create the bigger pile of unconscious or dead Skrulls. Unfortunately, the Skrulls quickly grew unwilling to play that game.

"Nightcrawler," Cyclops asked as another of his SAM stations was destroyed, "How much longer?"

"We've got one site left," the teleporter answered, "Maybe 10 minutes."

'Great,' Superman groaned inwardly. On the battlefield, 10 minutes might as well be 10 hours. Especially when you are out-numbered four to one, and the enemy has better weapons. And each energy bolt hurt a little more than the one before. Phoenix sent him some mental support, and Superman returned his attention to alternately freezing/shattering and melting Skrull weapons.

"Guys," Cain's voice over the communicator was punctuated by M-16 fire, "Hulk took a headshot from one of those tanks. He's breathing, and nothing looks broken, but he's out. I could use some backup."

"Wolverine." The mutant looked up from literally disarming a Skrull.

"You're not serious, Blue," Logan growled, looking at Clark's outstretched hand.

"Juggernaut needs you more than we do," Superman shrugged, "And this is the fastest way to get you there."

One mother of all 'Fastball Specials' later, and Juggernaut had his help.

Time seemed to slow to infinity, but at the end of eternity, Gambit's voice came across the comm.

"OK, we ready to go," the Cajun mutant reported.

'Alright,' Superman ordered his troopers via Phoenix's telepathic link, 'Lets finish this.'

Almost as the signal was sent, and volley of enemy fire struck the Kryptonian, and he fell from the sky. Their leader and strongest weapon down, the southern lines began to break, and many ran. Phoenix shouted at them to hold their positions, and a few turned back, but most continued to retreat.

"Cyclops," Phoenix reported over the military radio, "Superman is down and the soldiers are panicking."

"Fall back across the river," he ordered.

"But we'll lose the Pentagon!"

"No choice. If you don't you'll lose the whole platoon, and the Pentagon will still be theirs."

Hearing this, one of Cyclops' gunners lost it and began to fire randomly. Though he did manage to take down two Skrull ships, he was quickly out of ammo, leaving a gap in the anti-aircraft fire. Cyclops and Storm tried to pick up the slack, but this just left their own positions weakened. Two more stations quickly fell, and Cyclops was forced to order his own retreat.

Initially, Wolverine and Juggernaut were able to hold their ground, and when a soldier managed to rouse the Hulk, it looked like they were in good shape. But as Phoenix and Cyclops' teams lost ground, the northern division began to see more fire from the fringes. Dr Banner was able to slow their erosion with a Hulk-sized handful of grenades, but another Skrull tank unit hovered in, ending the second resurgence. Finally, the heroes were forced to provide cover as the army retreated.

Finally the three units converged in one large circle, and Beast was able to 'revive' Superman.

"We can't hold," Scott Summers shouted into the radio set, "We have to evacuate."

No one could hear the response he received, but Cyclops shouted back, "DC is already lost. All we can do now is save as many people as we can."

An angry noise was barely heard in the earpiece, and Cyclops gritted his teeth, "I'm not losing any of my people! The X-Men aren't part of the military; we don't have to take your orders! If you don't order the evac, we're going anyway; and what happens to these soldiers is on your head." The buzz died, and Scott took off the headset.

"They're sending the choppers," he said, exhaling in relief, "We have to hold for another 3 minutes. Beast, Wolverine, prep the jet and load the wounded. Storm, Iceman, Superman, Phoenix, the five of us need create as much chaos as we can, to cover the retreat."

These five heroes were almost always holding back, because of the sheer destruction they might cause. Now they stopped restraining. Storm held the south line her self, calling down two F5 class tornados and hundreds of lightning bolts. The Skrulls scrambled, and the African mutant did more damage to the city then the enemies; but she did keep them away. Iceman created giant walls of ice, and toppled them onto the Skrulls. Cyclops was the most precise, shooting planes and tanks, as well as whatever was behind them at the time. Phoenix and Superman were the most simple, both ripped up house-sized chunks of dirt, cement, and stone, and hurling them at the advancing aliens. The rest of the team

stayed back, dealing with any Skrulls the got through the gaps. When Superman heard the choppers coming, Cyclops and Storm turned their efforts to keeping them safe.

Most of the helicopters landed safely, and the evacuation proceeded with surprising speed and precision. After the pilots were again airborne, and safely on their way; the X-Men retreated to the X-Jet, and the last humans left Washington DC.

The Skrull Commander smiled to himself as he settled into the President's chair. He had captured the human's headquarters. All of their secrets would be laid bare. He was so proud of himself; he called off the pursuit of the escaping humans. They didn't matter. He laughed when it was reported the jet belonging to the abominations know as the X-Men had stopped and was hovering only a few clicks from the city. The humans were so sentimental. If only he could hear their laments...

"Three, two, one," Mystique counted.

Washington DC disappeared. In its place were a dozen towers of flame. A few seconds after the flash, a loud rumble could be heard; and a blast of air shook the modified Blackbird. Cyclops leveled the jet and the team watched the nations capital burn.

"How much was it again," Phoenix asked, a tear rolling down her cheek.

"100 tons of C4, twice as much plain old dynamite, 20000 gallons of napalm, and any grenades, C3, and anything else we could find," Shadowcat answered.

"We hurt them," Superman noted, "But now they're going to be mad."

Chapter 15

Following the loss of DC, the Skrulls turned their attentions on New York City. However, this was expected, and in fact, wanted. NYC had the Four Plaza (and the Fantastic Four with it), Stark Industries HQ, and S.H.I.E.L.D.'s base of operations. This, combined with the natural defenses, made it easier to defend than Washington, especially with many of the troops and equipment from Washington diverted there. But the Skrulls also had other targets in mind...

December 25th, 2003, 7:29 AM EST, Xavier's Institute for Gifted Youth, Westchester, New York

The X-Men were taking a rest for the holiday. But they were unable to relax. The Skrulls continued to apply pressure to New York, London, and Tokyo, but their other theaters of attack has fallen silent.

"It is like being in the eye of a hurricane," Ororo confided in Logan, "It is quiet now, but you know it is not over."

Most of the X-Men were up, having been awakened at the crack of dawn by the younger students of the Institute, eager to see what Santa had brought them. However Clark and Jean were still in bed, half asleep, trying to summon the mental strength to crawl out from under the covers. A knock at the door forced them to seriously consider rising.

"What?" Clark said, sounding more than a little grumpy.

"Clark, Jean," Charles Xavier's voice carried through the door, "You should get up. Sam and Amara have been asking for you, and Jubilee is eyeing your gifts like a hungry predator.

"All right, Professor" Ms Grey answered. They both pulled themselves from the large bed, and inviting down comforter. Jean couldn't help but notice the bruises across her fiancé's back. The Skrulls were finding way to hurt even those heroes, and villains, who were supposedly invulnerable. She put on the robe Clark had given her last night as an early gift. It was resplendent green silk, with a gorgeous phoenix across the back. She had given him similar robe, in cobalt blue, with the symbol of house El in red on the back. Decently garbed, they made their way down to the dining room.

The table had been removed to make way for the 30-foot white pine. Despite the war, Professor X had insisted they celebrate the holidays as usual. Now, bits of wrapping paper and ribbon were strewn about, and 'children' ages 9 to (however old Logan was) played with their new 'toys'. Even Cain and Raven, their guests, and temporary allies, seemed to be fitting in and enjoying themselves. Clark chuckled to himself as he noticed all of his gifts were wrapped in lead-lined paper.

Superman's head snapped up as he was reaching for his first gift. Jean felt the terror from him, even as he exclaimed, "Cerebra, engage Institute security, level 5."

The generators hummed to life, and the armor plating slid over the giant bay window. Everyone turned and looked at Superman, confused and a little scared.

"Clark, what..." Scott's question was cut off as the mansion shook from an attack.

"Skrulls," Superman said, "Thousands of them. Almost as many as attacked Washington."

Ororo let out a gasp, and Bruce whistled.

"Alright," Cyclops slipped into command mode, "Kitty, Kurt, Raven, Bobby, and Remy; get all the kids down to the hanger, and loaded. In case we need to evacuate..."

"Betty," the Hulk took his wife's hand, "You'd better go with them. To... umm... help keep the children calm."

"Alright," she smiled wryly at her husband, seeing through the obvious excuse. She kissed him on the cheek and added, "Be safe."

"Dad, you better go and take control of the security system. Your interface with Cerebro gives you the fastest control. And you can guide us best from there."

Charles Xavier nodded, and hovered out after the others. Nightcrawler and Shadowcat went upstairs to collect the stragglers, while the rest of the appointed guardians led the younger students to the elevator leading to the X-Men's headquarters.

After they had loaded and prepped the jet and both helicopters, Gambit and Iceman were instructed to get back upstairs A.S.A.P. They arrived to discover most of the team grouped in the entryway. Phoenix was using her TK shield to cover gaps in the armor covering the south facing windows, and Juggernaut was piling furniture over the holes in the north. Wolverine and Wolfsbane were shredding any Skrulls who came in through the front door. Storm and Cyclops were trying to deal with the Skrulls that came in through the second story, and Superman and Hulk were trying to keep the Skrulls who came in through the back from getting any shots on the team.

Things were not going well, Phoenix looked exhausted, and Wolfsbane and Wolverine were taking so many hits their healing abilities could barely keep up. Even Superman and Juggernaut were bleeding, though their wounds would have been insignificant, had they been anyone else.

Iceman was able to help Juggernaut close up the northern window, incasing the armor and dining set in a 6-foot thick wall of ultra-dense ice. Then both moved to provide similar assistance to Phoenix.

Gambit grabbed a pair of splintered table legs, charged them, and hurled them out the front door. Skrulls were torn apart by the explosions, but one got a lucky shot, and hit Gambit in the left shoulder. The Cajun mutant was thrown back into Cyclops, and as they both struggled to their feet, Gambit's arm hung limp at his side. This allowed a pair of the aliens to get a firm perch on the balcony, and Storm would have been killed, if Iceman and Juggernaut had not finished in just enough time for Phoenix to shift her shield to the weather witch.

Another explosion rocked the manor, and the northern ice barrier was blasted away. Beast was suddenly backed out of the dining room, and trio of Skrulls close behind.

"Fall back to the bunker!" Cyclops shouted. The X-Men retreated back down the corridor Gambit and Iceman had just arrived from. As they did, Gambit touched everything with his good arm, leaving plenty of traps for the Skrulls that followed. Superman followed last, acting as a shield, and disabling any Skrulls who were lucky enough to survive Gambit's powers. After all the others squeezed into the lift, Clark told them to go.

"I'll follow behind you and disable to elevator."

"Good," Scott agreed, "And Iceman, once he's down, fill the whole shaft."

After the elevator was on its way, Superman pried the doors open. He melted them together behind him, and began to fuse the tracks together just about the car. After everyone had exited, Clark crashed through the top of the car, and Bobby stepped back inside, firing ice up the hole.

'Dad, we can't stay here,' Clark told his father across the telepathic link Charles was using to direct the X-Men, 'Gambit is injured, Phoenix is exhausted, and we've taken down less than a quarter of the assault force. Juggernaut and I are already injured, and Wolfsbane's healing is beyond her limit.'

'I know, Clark,' Professor X answered, 'But we have to hold them as long as possible, otherwise they will simply shoot us down.'

Then they all received a flash through the link, Juggernaut watching the children play, not an hour earlier.

'No Charles, they won't,' Cain said/thought, 'You guys go, I'll hold them here.'

'Cain, no!' Mystique shouted back, 'You can't.'

'She's right,' Charles agreed, 'They have found a way to injure you. If you stay here you might die.'

'Probably,' Juggernaut admitted, 'But it's the only way. And I've got a lot too make up for...'

An explosion above told them the Skrulls were starting to break Iceman's barrier.

"You guys better go," Juggernaut said, taking up position in front of the elevator.

"No, uncle Cain," Superman said.

"Clark," there was an odd softness in the Juggernaut's voice, "I always hated it when you beat the tar out of me. But also, deep down, I was also kinda proud."

He turned suddenly and buried his fist deep in Superman's gut. The air flew out of the Kryptonian's lungs, and he collapsed. The Hulk met the Juggernaut's eyes for a moment, then Banner nodded, and picked up Superman.

"Let's go," Cyclops said, and the X-Men quickly retreated to the hanger.

Clark awoke to find himself strapped into a seat in the X-Jet, and his fiancé preventing him from moving. As the jet took off, he could hear in the distance.

"I'm the Unstoppable Juggernaut, and you're just paste!"

And as the plane streaked away from the ruins of Xavier's Institute, he heard Mystique sobbing, and saw a tear roll down his father's face.

Chapter 16

"Now what?" Iceman asked.

A deep silence had settled over the X-Men. The jet and two helicopters moved quickly away from the remains of the Institute. In one fell swoop they had lost much of their equipment, their home and belongs, and a powerful ally. Fortunately, Professor Xavier had had the presence of mind to have the Kryptonian ship loaded onto one of the choppers; they could not let that technology fall into Skrull hands.

"I... don't know," Cyclops said from the pilot's seat, "Obviously, we have to move on, but..."

He trailed off. The others fell silent, but Jean felt a stirring in Clark's heart. Iron fury, tempered into steel resolve.

"No." the younger Xavier said, lifting his head, "We don't just move on. We have to end this. And I think I know how. I have a plan. Scott, take us to Titanus, Nebraska. Dad, you and I have some calls to make."

Titanus, Nebraska was a small town with a big secret. It was home to the factory and storage facility behind the Sentinel Project. After then President Thompson had vetoed the Sentinel Act, the robots were kept under wraps here. According to Mystique, when President Kelly resurrected the act, production had begun on the Mark II Sentinel. Now the X-Men were on their way to the most dangerous place on Earth to be a mutant.

As they landed on the military airstrip, an Armed Forces escort met them. Most of the team remained with the children, while Superman, Phoenix, Professor X, Beast, Forge, Storm, and Hulk were lead inside.

"I'm trying to decide if I should be annoyed, or hopeful," President Kelly said as he met them, "You call me here, to a place you shouldn't even know about. But you also said you think you have a way to end the invasion."

"I think so, Mr. President," Superman said, shaking his hand, "But we should wait for..."

His statement was cut off by the sound of turbines winding down. A few moments later, a sergeant escorted two more gentlemen into the hanger.

"Mr. Stark, Mr. Richards, thank you for coming," Superman greeted them.

"I didn't want to leave New York," the hero known as Mr. Fantastic said, "But when the President and the infamous Professor Xavier call and say they need your help to end the war..." He shrugged.

"Please, call me Tony," the billionaire industrialist said, winking at Superman. Iron Man and Superman had teamed up on a few occasions, and Clark was one of the few people who knew that Tony Stark was the man inside Iron Man.

"So what's this plan?" the leader of the Fantastic Four asked.

"It involves what's hidden below us," Superman responded, "By my count there are 1194 Mark I Sentinels, and almost 3000 Mark IIs. I'm guessing they are not being used, because there was no time to reprogram them to only target the Skrulls, not meta-Humans."

The President looked a little sheepish, and cleared his throat.

"That's correct," Robert Kelly agreed, "Though we have people working on the problem, we aren't sure how much longer it will take. The tests haven't gone well."

"Which is why we need our other two allies," Superman said, as the hanger around them began to shake, "And unless I miss my guess, that's them now."

"Magneto," one the Secret Service shouted as the metal disk bearing Eric Lensherr and Wanda Maximoff floated into the hanger. The bodyguards closed around the President, and aimed their guns at the mutant terrorist. Tony Stark ducked behind Clark, readying his 'briefcase' and Mr. Fantastic stretched into a battle position. Magneto frowned, and with a gesture, ripped the guns for the hands of the Secret Service, and stuck them to the ceiling.

"Please," Superman held up his hands to calm both sides, "I asked Magneto to come here."

"So, just what is this plan," the President sounded quite impatient.

"Let's go below, out of the cold, so we can sit and discuss this," Superman suggested.

"As I'm sure everyone remembers, the original Sentinel Act was stopped, to some degree, because of the ease with which Magneto and Witch reprogrammed them," Superman reminded them, "So I was thinking they might be able to help get the Sentinel's ready to do battle with the Skrulls."

"Over the past three years, my powers have increased slightly," Magneto's smile was sad and ironic, "But I can't reprogram 4000 Sentinels."

"Not all at once," Superman conceded, "And not alone. But what if Jean used her telepathy to help Witch bond your powers? And what if you had Jean's TK and Storm's

lightning to help boost the power? And you would have the mental help of the Sentinel programming team."

Superman paused for a second to observe Magneto. His 'uncle' looked thoughtful.

"And they wouldn't need to be done all at once," the Kryptonian continued, "Because of the other part of the plan. Dr. Richards, Tony, Bruce, Forge, and the Sentinel hardware team will enter a mind link with Professor X. Together they will devise a quick and efficient way to modify 100 of the Sentinels."

"Modify how?" Reed leaned forward, intrigued.

"To act as a limited, one man space craft." Superman took a deep breath, and explained the rest of the plan.

"Half of the Sentinels will participate in the battles on Earth. The rest will attack the motherships. But all of those will serve as decoys or support vessels. The real goal will be the modified Sentinels. They will take a team of meta-humans to each mothership. There, the teams will disable and destroy the Skrull's power base. Then, the Sentinel ships will take them back to Earth."

"Whoa," the Hulk exhaled, "That's an ambitious plan."

"Brilliant," Magneto agreed, "And suicidal."

"Can we spare 100 superheroes?" Mr. Fantastic asked.

"Maybe not," Superman capitulated, "they might only be teams of 14 to 16. But I think with the Sentinels picking up the slack, we can spare enough to make it work."

Every seemed to settle into thought. Clark knew they were considering what could go wrong, and he began to doubt himself. Could a team of 14 heroes take on an entire Skrull mothership? What would happen if the Skrulls didn't go for the decoys? Still he felt pride and support from Jean; at least she bought it. The President opened his mouth with a frown, but before he could speak, Witch answered the hanging question.

"I'm in," she said firmly.

"Wanda..." Magneto was reproachful.

"No, father," she interrupted him, "It is a good plan. Otherwise we just sit and wait for them to bring in more ships, more troops."

Forge and Professor X were nodding, and the Hulk added his support.

"You've never steered me wrong before, Clark," Banner said, "except for that chili stand in Ft. Lauderdale. I'll do what I can."

"I have always wanted a chance to work with the legendary Forge," Tony grinned.

"Alright," the President half-smiled, "But if we are going to do this, we'll need some military advisors to help plan the assault, and devise the teams."

"We can't have this spread to far. The Skrulls can't find out our plan."

"Don't worry, I have someone very trustworthy in mind..."

Captain America briefly glanced at the motley crew, then saluted the President.

"Thank you for coming, Cap," Kelly returned the salute, then shook his hand, "I'll let Superman explain his idea, and then you guys can work out the details."

"I agree, for morale reasons, we can't spare the Fantastic Four," Rogers said, "But what about Spiderman. His danger sense could be quite handy in an unknown alien ship."

Six hours later, Clark and Steve were still talking strategy. Almost everyone else had drifted off to sleep, but Rogers and Xavier didn't seem to notice the passage of time. Cyclops was also sitting with them, but since they had gotten down to debating which super-beings to take, he had begun to drift off.

"Maybe, unless it's constantly going off from being on a enemy vessel."

"Good point. But his other powers are still handy."

"You boys have fun," Jean had come into the room, "I'm going to bed."

Clark kissed his fiancé, and told her, "Good night, Jean. I won't be too much longer."

"Sure," she gave him a knowing grin, "I'll see you in the morning."

"Quite a woman," Cap remarked as Phoenix left.

"Yup," Clark affirmed, "That's why she's going to be on my team."

Cap shook his head, "No can do. We can't have two people at your level on the same team. She will have to be on my team."

"I don't know if I want the world's greatest hero spending that much time with my bride to be," Clark teased.

"Well, maybe Cyclops' team, then. Now, back to Spiderman..."

Chapter 17

The combined fire from two Sentinels shredded the Skrull fighter. Superman watched the un-manned robot switch targets to another fighter, while his own ride continued on a basically straight line to the mothership. He glanced out with his X-Ray vision, making sure the rest of his team was coming through intact. Unfortunately they had not been able to find/convince/spare enough heroes/villains to fill out the teams. His own team, which he had reluctantly agreed to lead, consisted of himself, Wolverine, Nightcrawler, Iron Man, Dazzler, Toad, and Blob. In addition, each team was supported by a half-dozen Rangers, Seals or Green Berets. The soldiers were also trained explosives experts, and each carried 3 pounds amount of C4. Clark just hoped they would be enough to handle a ship full of Skrulls

A quarter of a world away, a Sentinel lurched oddly, then resumed course. Inside its oddly distended chest, the Incredible Hulk stopped trying to get comfortable, fearing he might rip through the robot's chest plate. Though the 12-foot robots were able to fit Clark's 6'3" frame easily, Bruce had almost a foot more height and triple the bulk of his next tallest teammate. Like Blob, additional modifications had been required to make room for Hulk. He did some of the breathing and meditation exercises the Professor had taught him, knowing the ride wouldn't be that much longer...

Captain America's team was the first to reach their target, and had the easiest time boarding, thanks to a little spell by Witch to enhance Shadowcat's power. Cap had originally been opposed to bringing the 19-year old mutant on the mission. But after learning that her phasing could disrupt electronics, he agreed, if she were on his team. So with her magically expanded phasing field, Captain America, Gambit, Shadowcat, Witch, Quicksilver, Destiny, Goliath, Black Cat, and the 6 Navy Seals were able to enter the space craft without blowing a hole in the side.

Superman watched Iron Man leave his Sentinel and cut a hole in the Skrull craft. Stark shaped the opening to fit the Sentinels' primitive airlocks. After they were all on board, Superman gently melted a wall panel over their 'exit', so the ship didn't depressurize, but they could still leave in a hurry.

"Team 1, active," Clark triggered the modified communicator.

"Team 4 is already moving," Beast answered back, "2 and 3 still in route and team 5 is inserting now. Good luck."

"We need to find the fastest way to the core," Superman stated, fishing for suggestions.

"OK," Toad bounded off down the hall, not waiting for anyone else.

"Wait for me!" Blob took off after him.

"Wait," Superman said weakly, but they were already gone.

"I'm not sure even Magneto'd miss those two," Wolverine quipped. Superman chuckled, and grinned appreciatively, but then shook his head no.

"As tempting as that is, that's not how I work," Superman said, "And besides, we can't risk them blowing up the ship while we're still on it. Nightcrawler, go bring them back, Wolverine, take a guard position in case those two attract any trouble."

"Iron Man," he continued, turning to the armored hero, "Forge gave you our translation program, right? So can you hack into the Skrull computers and get us a schematic?"

"I think so," Iron Man said, "But I'll need a terminal or some sort of connection."

"We'll hold here for Nightcrawler and our strays. Maybe they'll have seen one."

Over central Europe, team 5 was getting ready to move.

"Spiderman, take the lead," Magneto ordered, "Thor and Hawkeye, stay close behind him. Rhino and Meltdown, rear guard."

For a second Thor eyed Magneto warily, then complied. He did not like or trust the megalomaniac, but he respected Magneto's strategic talents as far outstripping his own. Otherwise he would not have agreed to follow Magneto, and keep an eye on him.

After a few tense minutes, Nightcrawler, Blob, and Toad returned. And fortunately, they did not appear to have attracted any undue attention.

"Eh, sorry, Supes," Toad shrugged. Superman just shook his head.

"Anyway did any of you see some sort of terminal or interface?" at the confused look on Blob's face, Superman added, "A computer?"

"Oh, hey," Blob brightened as he answered, "Yeah, I saw one around the corner there," he pointed down the hall, "as we went by."

"Alright, Blob you lead; and Iron Man, stay with him. Wolverine and Dazzler, watch our rear."

'Around the corner there' turned out to be almost a quarter mile down. But Blob was correct, there was what seemed to be a computer terminal

"Running translation matrix," Iron Man noted, looking over the odd buttons and symbols, "Hmm. OK."

Stark hit a few buttons, and the screen displayed an outline of the ship. The genius stared at the plans for a few seconds, then nodded his head.

"The primary generator is here. And the main weapon capacitor is here." He indicated two points fairly close together on the map, "If we take out the generator, they should only have enough power for flight, life support, and minimal defenses. And without that capacitor, they can't fire their planet killer."

"Do we split up?" Nightcrawler asked.

"No," Superman shook his head, "The targets are close enough together that we shouldn't need to. And I don't think we have the numbers to be combat ready, should we separate."

"Let's get moving," Wolverine growled, "Cover as much ground as we can before they figure out we're here."

Superman nodded, and indicated Iron Man should lead the way.

Captain America flashed a series of hand-signals, and the Marines took up defensive positions.

"Destiny," Cap addressed the blind mutant, "Can your powers find us a path to the target?"

"I can find many paths," Destiny replied, cryptic as always, "But yes, this path is known to me."

Quicksilver caught Gambit's gaze, then rolled his eyes. The Cajun grinned and shrugged.

"You might want to duck, Pietro," Destiny said.

"Huh?" Quicksilver grunted, confused. A second later, his sister smacked him in the back of the head.

"Ow."

Captain America sighed, and wondered if he was going to make it out of this.

"Move it, people," he barked.

"Beast, Team 2 reporting in," Phoenix's voice came in to the temporary HQ, "We ran into a patrol, but I don't think they had time to sound an alarm. But Pyro's down. I'm not sure he'll make it. Storm ordered Constrictor to take him back to the Sentinels...."

"Understood," Beast answered, "Keep us apprised."

Wolverine muttered something profane, as he gutted the last Skrull. The alarm klaxon filled their ears.

"Let's move before we have more company," Superman shouted.

"Umm, too late," Toad jumped behind Superman, letting the Kryptonian take the storm of energy blasts flying down the corridor. Clark spread his arms to catch as much fire as possible, and focused his vision on the small army slowly approaching them. Fortunately, in the rather confined passages of a spacecraft, there was a limit on the number of Skrulls that could fire, and the power settings of their guns.

"Dazzler, Colonel O'Neill," Superman ordered, "Help me lay down some... um... suppression fire. Iron Man, find us another way to the target." Then, more quietly he added, "Nightcrawler, get ready to 'port Wolverine and Toad down there to hit them close and from behind."

Blob also moved up to provide cover, as Dazzler and the soldiers returned fire. Iron Man called up his scan of the ship's design, and quickly reached a depressing conclusion.

"Superman," he reported, "Unless you want to cut through bulkheads, the only other routes take us back, past where we started..."

"OK, forward it is." Superman fired a quick blast of heat vision, disabling a trio of Skrulls. Iron Man, added his repulsor blasts, knocking a hole in the Skrull line.

"Nightcrawler, now."

"BAMF". Toad, Wolverine, and Nightcrawler began tearing into the Skrulls from behind. When the aliens tried to shift their attention, Superman and Iron Man increased their rate of fire. In a matter of minutes, the Skrulls were disabled or dead. But the alarm

was still sounding, and Superman could hear frantic movement elsewhere in the ship. After stripping the Skrulls of their equipment, they resumed their course.

Magneto held his hand out, as if physically supporting the magnetic shield that kept the Skrulls' attacks at bay. Energy beams pounded the field, but Magnus showed only the slightest bit of strain. But the defense was a double-edged sword; the Skrulls were held at bay, but Magneto's team couldn't attack either.

The stalemate was not to last. The Skrull squad leader barked an order, and five soldiers stepped to the front. Instead of Skrull energy rifles, each had an odd, wide barreled gun, connected by many tubes to a backpack. Even as the Earthlings recognized the devices, the new Skrulls launched a stream of thick, plasma flame at Magneto's wall.

The temperature quickly grew to dangerous heights, and the shield began to fade.

"My turn," Iceman said, stepping in front of Magneto. Extending both of his hands, the mutant began to form a barrier of ice. The temperature quickly dropped to more comfortable levels, but Iceman was forced to keep the ice constantly forming.

"Canst thou maintain this rampart?" Thor asked.

"Yup," Iceman grunted, "I can... keep this up until they run out of..."

His statement was cut off as an energy beam flashed through the ice.

"\$#@^," Doc Oc shouted as the beam narrowly missed him.

"Magneto, restore thy barrier," Thor instructed.

"I cannot," he admitted, "If I place the barrier outside of Iceman's it will be disrupted by the heat. And if I place it inside, I will block Iceman's power."

"Everyone just stay low," Spiderman suggested, "It's not like they can see where they're shooting."

As if too illustrate his point, a few more shots punched through, but were nowhere near anyone in particular.

"Great webhead," Rhino mumbled, "But what do we do now? Longer we wait; HEY!" The villain barked as he took a hit in the shoulder, "That stings!"

"I believe my Perissodactylic ally was trying to say that we will eventually be overrun," Doc Oc offered.

"Maybe frosty can open a small hole we can shoot through," Hawkeye suggested.

"No..." Iceman groaned, "If I open a hole, it will weaken the wall, and the fire will get..."

He never finished the sentence. An energy bolt struck him in the side of the head, knocking him to the floor. The ice immediately began to thin, and Magneto restored his own barrier.

"BOBBY!" Meltdown screamed, rushing to check on him. When she saw him, she turned away and vomited. Doc Oc ripped off Thor's cape, and covered the fallen mutant. The villain then checked Drake's pulse, and shook his head gently.

Thor roared, and hurtled Mjöltnir. Magneto shuddered as the enchanted hammer ripped through the barrier, but the Skrulls suffered worse. Mjöltnir blasted through the chest of one of the flamers, and ripped off the arm of another on the return flight. The fire and heat lessened, Magneto's energy field grew brighter, and the mutant mastermind was able to adapt as Thor threw again, and Hawkeye and Meltdown joined in. In a matter of seconds, there were no living Skrulls in the passageway.

"Thor, you are with me," Magneto barked, "The rest of you take Iceman back to the Sentinels, and leave."

"But," Spiderman started to protest.

"NOW!" Magneto's eyes glowed with an evil purple energy.

The rest of the team quickly hurried back the way they had come. But Thor stepped in front of Magneto, meeting his eyes with no fear.

"What of the plan?" the god asked.

"No more plan. You and I are going to tear this ship apart."

Thor's grin was almost as evil as Magneto's...

Despite the distance between them, Jean could feel Clark's frustration, and worry. And she mirrored it. Storm had had Constrictor and two of the Army Rangers carry Pyro back to the Sentinels. Hopefully, the soldier's first aid skills could keep the mutant alive until they could get him to a hospital. But 4 out of 14 was a big loss. At least they have not been discovered yet...

Storm waited patiently. She had ordered Wolfsbane and Wasp to perform reconnaissance, and hoped they could find an alternate route. Their initial path had

brought them close to what seemed to be a cafeteria; and the constant stream of Skrulls made sneaking by impossible. Also, Venom was growing impatient. The patrol that had injured Pyro had temporarily satiated his bloodlust; but watching the comings and goings of the enemy was tweaking the symbiote.

"Storm," Jean whispered, "Wasp has found a less... busy route."

"Good, call Wolfsbane," Storm commanded, "And tell Wasp we will meet her after Wolfsbane gets back." Having a telepath was quite useful.

The metallic walls rippled like water as Magneto and Thor floated through the ship. Behind them, a trailing of dead and dying Skrulls had Mjölnir's runes branded in their flesh. Explosions, caused by ignited fuels and plasma feedback, echoed through the ship.

Their course still led to the ship's main generator, but now it was a straight line, destroying anything in their way.

Gambit charged the deck of cards, and handed them to Quicksilver. The hypersonic mutant raced around the corner, and charged the Skrulls, veering off it the last possible nanosecond, placing two or three cards on each alien soldier. Faster than a speeding bullet, the Skrulls were bombed into oblivion.

"Good work," Captain America saluted them, "How far now, Destiny?"

"The path is short, and clear," She answered, "At least as far as the reactor."

"Alright, let's keep moving,"

The Incredible Hulk dug his fingers into the ceiling, and tore free the panel. Like a Frisbee™, he threw it side arm; bisecting the first two lines of Skrulls, and knocking down most of the rest. Cyclops and Havoc picked off the remaining aliens. Puck found one that was still mostly alive, and tossed him in front of White Queen. The telepath touched the alien's forehead.

"That way," she ordered.

"Does he know anything else?" Cyclops countered. With an imperious sigh, she touched the alien again.

"Yes. If this unit couldn't stop us, his leader intends to start using the 'big guns'."

"About time," Sabertooth growled.

"Speak for yourself," the Hulk said, wrapping a bandage around his left forearm, "If this is the small stuff, I'd rather avoid the big stuff."

"Agreed," Cyclops added in an authoritative tone, "Lets keep going."

Superman grabbed the Skrull exo-suit, and tore it in half. He flicked the pilot in the forehead, knocking her out. Dropping the armor, he returned his attention to the door. The alloy had resisted his heat vision, so he decided on the old fashioned approach. Planting his feet firmly, he drew back his right fist, and punched the offending barrier. The corridor shuddered, and Wolverine muttered some obscenities as he jumped to his feet. The second blow put a small dent into the armor plating. The third pulled the edges of the door away from the walls. And one final shot cleared the portal.

"Everybody, inside," Clark shouted, melting the arm of the exo-suit shooting at Blob. He and Iron Man provided cover as the others retreated. After the team was inside, Superman grabbed door, and slammed it back into place, and held it there.

"Wow," Iron Man gasped, staring at the Skrull generator, "Can I keep it?"

"Uhh, no," Superman grunted, struggling against the aliens pushing the other side of the door, "Turn it off, so we can blow it up."

"Translating," Stark hurried over to the controls, "Initiating shutdown..."

"Wolverine, please disable that door," Superman said inclining his head to the left. There were three doors into the engine room, the one Superman was blocking, one on his right and one on his left. The one on the right would take them to the main gun. But there were some ominous sounds coming from the corridor behind the left one, and Superman didn't want any more company.

"When... urgh... you guys get done ripping that thing apart, feel free to pile the rubble around this door," the Kryptonian grunted, struggling to keep the panel in place.

"Halt thy games, Magneto," Thor growled, ripping Mjölnir free of the Skrull mecha. The Master of Magnetism had been playing with the Skrulls; waiting until their weapons were ready to discharge, then wrenching them away to shoot another Skrull. Deciding the god was right, Magneto shredded the Skrulls weapons, and slammed them into the wall.

"We are almost there," Magneto reported through the communicator, "Have you exited the ship?"

"Yes," Doctor Octopus replied, "We are on our way back to Earth now."

Magneto nodded to himself and turned to Thor "And your hammer can take us back to Earth."

"By way of Asgard."

"Fine," the mutant pointed, "I can feel the energy of the generator. Time to finish this."

Superman melted the remains of the Skrull reactor into the gaps around the door panel.

"Team 1," he told Beast, "Main power is disabled, we are on our way to the planet killer."

"Good, team 2 is done, and team 4 is also nearing the cannon. Team 3 is running a little behind. But Clark, about team 5... Bobby's dead. And Magneto sent everyone but Thor back. I'd say he's not planning on disabling the ship anymore."

Superman's shoulders slumped.

"Understood," he sighed. As he shut off the communicator, an angry resolve filled his face.

"Let's go. We've got an invasion to end."

Magneto clenched his fist, and three of the Skrull armors compacted to the size of a basketball. He then thrust his fist sideways, and the trio of spheres smashed through another mecha.

Thor stabbed outwards with Mjölnir, and spears of lightning shot from the enchanted hammer, impaling a dozen of the alien soldiers.

In a matter of seconds, the mutant and the god had eliminated all living Skrulls in the engine room. Magneto walked over to the giant machine, and placed his hand upon it. The Master of Magnetism closed his eyes, feeling the energies flowing through the device.

"If I disrupt the containment shields, the nuclear reactions will spread outwards," Magnus said, "The chain reaction should become irreversible before the reactor is too damaged to feed it."

"And after this reaction begins, I shall take us from this place," the deity confirmed.

"Yes... Will you need contact for the teleportation?"

"Only if thou wouldst accompany me."

Magneto's eyes narrowed dangerously for a moment, but then he smirked at the Thunder God.

"But your honor won't let you abandon me, whatever my past crimes."

"No, it will not," Thor committed, placing his hand on Magneto's shoulder and tightening his grip on Mjölnir. Staring intently at the reactor, Eric Lehnsherr twisted the energy fields within.

The fission containment buckled first, and the neutron beam began to split the molecules forming the reactor's lead-titanium lining. Picoseconds later, the fusion chamber failed, and its walls were forced into ever-larger atomic structures. After the first few reactions, the explosions began to spread; destroying any remaining trace of the containment fields. With nothing to contain them, the nuclear fireballs cascaded free of the engine, and into the space Magneto and Thor had just vanished from.

The Skrull ship fell from the sky over Italy, drifting south across the Mediterranean. The largest pieces crashed in Egypt, just south of the Great Pyramid at Giza.

"You're sure it's safe?" Cyclops asked.

"I'm not 100 percent clear on the physics," Hulk conceded, "But as near as Forge and I can determine, only massive heat would cause it to explode."

"Alright, stand back."

The X-Men's field leader faced the Skrull planet killer, and removed his visor. Instinctively, his teammates took another step back. Scott Summers opened his eyes, and enough energy to destroy a small mountain cut through the Skrull technology. And the wall beyond. And the wall beyond that.

"That was obscene," White Queen announced, disdainfully, "But it will suffice."

"Yup," Puck agreed, surveying the damage.

"OK, people, it's time to leave," Cyclops ordered, replacing his visor.

Iron Man fired his hand repulsors, plastering a group of Skrulls to the wall. Dazzler blasted through the squad behind them, and Blob barreled through the rest, leaving Wolverine and Toad to clean up the stragglers.

"Almost there," Superman commented, "Kurt, would you handle the door?"

"Ja," Nightcrawler squeaked out before he teleported away. A second later, he was back, his eyes wide as saucers.

"They are waiting for us," the German mutant confirmed.

"Fine, fine," Superman said, "How many?"

"Maybe twelve of the robot suits, and twice that is normal infantry."

"One last obstacle," the Kryptonian's hands closed into fists, "Let's make them sorry they came here."

The Skrulls 'invading' New York were in a bad spot. The defenders of the city had launched a counter offensive; and at the same time a battalion of giant robots attacked their rear flank. As they struggled to fight on two fronts, reports came in of attacks on the assault ships. Then, their air support dried up. Just when they thought the humans were out of tricks, things got worse.

Thor and Magneto appeared in the air above the Skrull army. His fury not fully spent, the mutant super-villain fired a magnetic beam into the Skrull army, killing thousands and carving a huge furrow into the Earth.

It was all too much for the aliens, who began to call for a retreat.

Superman crushed the shoulder of the last Skrull, leaving the alien mostly alive, but definitely unconscious.

"So this is how they destroy planets..." he looked over the device, "Well, now it's slag."

"WAIT," Iron Man jumped in front Superman, "Forge said overheating the capacitor would make it explode."

Superman nodded, and proceeded to rip the capacitor free from its housing. With a growl, he tore the device in half, and hurtled one half through the control panel. He then dropped the other part, and his shoulder slumped.

"Let's go home," he suggested, exhausted, "Nightcrawler, transport us back to the point of entry, one at a time. Take Iron Man first, just in case."

Kurt Wagner nodded, and 'ported Iron Man away in a puff of brimstone.

2.4 Hours later, US Military Mobile command, just outside New York City, New York

Superman took a deep breath, feeling the sun on his skin, and a weight off his shoulders.

"They're retreating," the President confirmed, "The 4 remaining ships have moved to a staging point beyond the Moon. And the aliens are getting off the planet as fast as the transports can take them. We've won."

"Congratulations Superman," Captain America offered his hand, "Your plan saved us..."

He was cut off by a sergeant at a monitor.

"SIR! Our deep space monitor satellite just picked up something coming from behind Mars. Configuration matches the Skrull mother ships. And, Mr. President... We are detecting a massive power build up."

"The Skrulls are a vengeful race," Superman quoted Jor-el aloud...

Chapter 18

"How long do we have?" President Kelly asked.

"Not sure, sir. 4, 5 minutes at the most."

Taking another deep breath, Superman lifted into the air.

"Clark, where are you going?" Charles Xavier asked, hovering towards his son.

"You know. I'm going to stop that planet killer. However I can."

"Do you honestly think you can stop a weapon made to destroy a planet?" Captain America asked, joining them.

"Maybe. It doesn't blow up the planet; it destabilizes it. So maybe the weapon isn't that powerful."

'And what if this weapon is different from the one that destroyed Krypton?' This time Professor X's query was telepathic.

"It doesn't matter... I'm the only one who can. I have to try."

Superman began to fly away, but Captain America stopped him.

"CLARK," Rogers shouted. Superman turned back, ready to argue, but Cap shouted, "CATCH," and tossed his shield to Superman.

"It's supposed to be indestructible," Rogers commented, "It might come in handy."

Superman nodded, and then saluted. Captain America returned the salute, and Superman was gone, faster than a speeding bullet.

Over the New Madrid fault, Missouri

Superman saw the Skrull ship settled in 2000 feet above a snow-covered cornfield. He raced toward the ship, as an orange glow formed around what most Humans would have called a satellite dish. Gripping the red, white, and blue shield firmly in his left hand, he pushed himself to go faster, praying he could reach the ship before it fired. The faster he flew, the slower everything else seemed to move. But it wasn't enough, and the orange beam emerged from the cannon.

Superman immediately changed course to intercept the attack. 100 feet... 200 feet... the beam shot ever closer to the Earth. Past the halfway point, just over 900 feet away from

the ground, Superman entered the path of the planet killer. Bracing himself and his borrowed shield, the Kryptonian flew into the beam.

"What's going on?" Magneto demanded. He had just arrived at the temporary base, carrying his team and Storm's in his magnetic bubble. Seeing the looks on everyone's faces, he went straight to Professor X.

"The Skrulls had a reserve ship," Charles Xavier answered, "We detected it on its way here, apparently charging its main gun."

"And Clark went to stop it," Jean whispered from behind Magneto.

"Yes. He felt he was the..." he trailed off as Jean flew away, "...only one who could."

"Of course he did," Magneto held out his hand, and his helmet flew into it, "Selfless fool."

Clark felt vaguely fortunate that the beam was coherent; as long as he held back part of it, he stopped the whole thing. Unfortunately, he had not stopped it. Pushing with all of his strength, he had only slowed it down. Where Captain America's shield didn't cover, he could feel his skin burn. Most of the upper part of his uniform was already gone. He had to find another way to fight back.

Pulling the shield down past his eyes, Superman unleashed the full fury of his heat vision. A strange hissing issued from the beam, and it slowed further, but Clark was still losing ground. Somewhat encouraged he moved the shield further off his face, until it was barely covering his left cheek, and blew a stream of super cold into the Skrull weapon. The odd noise grew slightly, but the planet killer continued to advance.

Suddenly the beam stopped, and Superman could feel an energy surrounding him, and something pushing Cap's shield into the beam.

'Need some help?' Phoenix asked, trying to make her mental voice sound unconcerned. Though he dared not turn his head, lest he lose the advantage of his heat vision, he could hear Jean's heartbeat, as well as another familiar heart. Then he understood Magneto was what was pushing on the shield.

His hope buoyed, Superman redoubled his efforts, flying as hard and fast as he could, straight into the beam. Thanks to Jean's telekinesis, it hurt less, and both Phoenix and Magneto were helping him to gain ground. As he pushed the beam back towards the ship, the buzz from the beam increased.

But the Skrulls were not without resources, and the ship's other weapons began to fire on Superman's allies. Magneto was caught totally by surprise, and the plasma bolts knocked him from the sky.

'Save him, Jean,' Clark thought, 'I've can hold this until you get back.'

With a mental nod, she raced down to catch the elder mutant. But with the support gone, Superman began to lose ground again. Now he noticed the Star and Stripes were gone from the shield, and the edges had started to soften. The adamantium alloy burned against his cheek. The energy column edged him back, and Clark knew he could not last much longer.

"No... you... don't..." he growled, pulling back his right arm.

With all his strength, he punched into the beam. The skin on his hand and arm blistered, but the noise from the beam increased, and the Skrull ship seemed to shake. Gritting his teeth against the pain, he drew back his arm again.

"This one is for Pyro!" This punch definitely rattled the spacecraft.

"And this is for Uncle Cain!" The blisters erupted, peeling off a layer of skin.

"And for Bobby!" The beam moved backwards.

"This is for the whole Earth!" An odd yellow area appeared in the beam around his fist.

"AND THIS ONE IS FOR KRYPTON!!" Grabbing the shield in both hands, he spun around and slammed the shield into the beam. As he dropped from the sky, he noticed the beam wasn't moving.

The beam cracked, and the buzz became unbearable, then suddenly stopped. The cracks spread up the beam, and behind them, the energy crumbled and dissipated. The cracks quickly reached the ship, which shuddered. As the last of the beam disappeared, an explosion at the base of the cannon blasted the ship in two. The halves were ripped to tiny pieces by dozens of other explosions. The remains of the Skrull ship fell from the sky.

After she set Magneto down, Phoenix felt her link with Superman go dead. Surrounded by an odd plume of fire, she flew faster than she ever had before. She found her lover in a small crater, covered in his own blood. The lump of metal that had been Captain America's shield rested on his chest. His heart was not beating.

"Clark... Clark, you can't... CLARK!!!!!" Jean Grey collapsed over the love of her life, sobbing.

Epilogue

July 4th, 2004, the Lincoln Memorial, Washington DC

The world's eyes were on the Lincoln Memorial. World leaders, super heroes, and veterans of the Skrull War had gathered to honor those who had fallen, and naturally, the press was there to cover it. And in the midst of all the people, was a large something covered with a giant white cloth.

The rebuilding of Washington was proceeding slowly, but miraculously, the Lincoln Memorial had surveyed the destruction of the city with only superficial damage. The X-Men and other heroes had repaired the edifice, without using any of their superpowers.

"Ladies and Gentlemen," President Robert Kelly began, "We are here today to honor the people who lost and gave their lives in the Skrull Incursion. So we will now unveil the Terran Resolve."

At the statement, Captain America set down his reforged shield, and pulled off the concealing cloth.

The Terran Resolve was a giant marble Cube, 70 feet on a side. It had almost too small too read words carved on it, in many different languages; and glowed with a soft yellow light.

"Carved on the four sides of the Resolve," the President explained, "are the names of the six hundred eighty five million, nine hundred twenty four thousand, eight hundred thirteen people murdered by the Skrulls. And on the top, are the names of the one million, two hundred four thousand, three hundred ninety seven brave men and women who gave their lives fighting back."

"The monument it not just for the United States. It will be place on the moon, where everyone can look up and see it's shining light. And so any alien invaders can see that humanity WILL defend itself!"

"And now, to take the Terran Resolve to the moon, I give you the person most responsible for ending the war, SUPERMAN!"

Clark stepped out from amongst the crowd of heroes. Though his heart had stopped briefly after stopping the Skrull beam, Magneto and Phoenix had provided CPR until his regeneration had kicked in. After seven months, the only sign of his brush with death was the blue-purple arc scar on his left cheek, made by Cap's shield. And even that was fading. By Beast's reckoning, in another two or three months it would be gone. And Clark wasn't sure if the was a good thing or not.

Settling his air supply into place, he grasped the cords wrapped around the cube, and floated into position above it. Looking down, three names immediately jumped out at him.

Pyro

Cain "Juggernaut" Marko

Robert "Iceman" Drake

Others were known too him, certainly. Sean "Banshee" Cassidy, Sergeant Sousuke Sagara, a hand full of others. But Juggernaut was his uncle, and Clark felt personally responsible for Pyro and Iceman. He felt a tear cross his face.

At the President's signal, Superman lifted the cube into the air, and began his flight to the moon.

July 6th, 2004, Xavier's Institute for Gifted Youth, Westchester, New York

The X-Men were having a party to remember their own. This was no somber occasion, but a joyous remembrance of friends and enemies alike.

"...and then Juggernaut got this weird look on his face and said 'Don't you mean 'Hulk Smash!''?", Superman heard Mystique finish, and Hulk, Hawkeye, Iron Man burst out laughing. He walked away, and heard Magneto conversing with Captain America.

"...so I convinced the Australian government, that Pyro's real name should remain off the resolve, to protect his family," Magneto explained. Then Captain America caught sight of Superman, and excused himself from Magneto.

"Clark, I was hoping to talk to you."

"What can I do for you, Steve?" The younger Xavier was wary, hearing something in Roger's voice and heartbeat.

"I don't know if you had heard, but the UN is sponsoring a meta-human defense squad."

"The Avengers, right." Clark suspected where this was going.

"Yes. I've been put in charge. We've assembled a good team. Iron Man, Hawkeye, Magneto, Quicksilver, Witch, and Wasp are all onboard. I'm still trying to convince Mystique and Captain Britain..."

"And you want me to join you," Clark finished. Steve nodded.

"I'm sorry, Steve, but my place is with the X-Men. If you need me for a specific mission, I'll do my best to help," Superman looked around, and suddenly felt a little better, "But this is where I belong..."

Post Script 1

The Planet Krypton, 46.7 Solar cycles prior

"Continue the launch, Lara," Jor-El rushed out of the lab, "I'll stall them."

He triggered the front door, and saw three Enforcement Officers. Sending two meant they expected trouble. Three was unheard of.

"Jor-El," the stocky, male officer didn't wait for any sort of greeting, "We are here to place you under arrest."

"For what crime?" Jor-El tried to sound confused.

The female officer read off the list, "Treason against the government, treason against science, and treason against the social order."

"Those are very serious charges," Jor-El frowned, "Are you sure you have..."

As the officers paused to consider, Jor-El flicked active his stun rod. With a pair of quick jabs, two of the enforcers went down. But the third managed a grazing shot before he was rendered unconscious. Grasping his left side, Jor-El retreated into his home. But before the door slid shut, a robotic hand interposed itself, and pushed the door out of its way.

"Eradicator," Jor-El hissed, "I knew I smelled your hand in this."

"Jor-El, I will not allow you to send your son from Krypton. At least, not alone."

"I knew it," the scientist growled, "You know Krypton is dying. But, why? Why refute my research?"

"I was created to promote order on Krypton. Knowing the planet was doomed would create wide spread panic." The robot vessel lurched slightly as another tremor hit the city."

"But you are also supposed to protect Krypton," Jor-El countered.

"And I shall. Your son is the only being that can leave the planet. I will take him to another world and create a new Krypton."

"No. You won't," Jor-El grinned in triumph as he heard the rocket blast away from the doomed world. The robot grabbed Jor-El, and lifted him into the air.

"Where did you send him?" it demanded, crushing his collarbone.

"Maybe I sent him the Shi'ar. The Empire is noble, and very accepting of aliens. Or perhaps Saiya. They are a 99.2% physical match, and a powerful race of warriors. Or there's Earth. Only a 98.4% physical match, but a young, vibrant world full of promise. Of course, the Shi'ar aren't fond of Kryptonians, thanks to you. And Saiya could be harsh. And the Humans are primitive, and not fond of aliens. Or there are thousands of other worlds... But you'll just have to figure it out yourself."

The robot dropped, Jor-El, and leaned over him.

"It doesn't matter," the Eradicator laughed, "Time is the one thing I have in infinite supply. If I can't find your son, I will find his children, or his grandchildren. Someday, I will control the blood of Krypton once more..."

Post Script 2

South/South-East of the Great Pyramid at Giza, Egypt

A piece of the Skrull ship plowed into the desert sands, until it struck something hard, an ancient stone obelisk, buried for thousands of years. The impact broke the sandstone shell, and had anyone been there to see it, they would have been shocked to see the core of the monument was an odd, blue, crystal. The winds blew away the sands, and the light of the morning sun touched the crystal. Under the golden rays, the crystal began to melt.

As the last of the ancient crystal melted away, the earth began to quake. A fissure opened up in the sands, revealing the door to an ancient tomb. And deep inside the tomb, the sarcophagus opened...