

## Prologue, Part 1

Navsegda. The Russian word roughly translates to forever. Navsegda Mountain is the secret facility where Mother Russia sends her worst criminals to be forgotten. Navsegda also contains any mutants or super-villains who are too powerful or dangerous for a normal prison. And amidst the mass murders, war criminals, and meta-human megalomaniacs, was a single farm-boy.

Piotr Rasputin was one of the few inmates at Navsegda with his own cell. This was because he had nearly killed both of his previous cellmates. To be fair, he was acting in self-defense. Known to Russians as the hero Colossus, with ties to the X-Men, Rasputin was naturally unpopular with the other inmates. But how does a farmer and part-time hero get sent to Russia's best prison?

Piotr's greatest joy was his younger sister, Illyana. And when she died, a casualty of the Skrull War, he went mad with grief. He blamed his government for not fighting better. He blamed the X-Men for not coming to his aid. And he blamed himself. After the war ended, Piotr turned to alcohol. At first, he drank alone, but in time, he found it easier and less judgmental to go to a bar. With his size and fame, came drunken challengers. Piotr welcomed the battles as an outlet for his anger and grief. He was arrested for fighting a number of times, but always ultimately released.

Until one fight got ugly. Piotr had changed into his armored form, causing the brawl to further escalate. In the end, Colossus accidentally killed three people, and burned down the bar. At his sentencing hearing, Rasputin was deemed too strong, too dangerous for any other prison; and he was sent to Navsegda.

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"Why are you here?" a deep voice echoed through Colossus's cell. The Russian mutant's head shot up, and he glanced around the empty room.

\*I must be losing my mind,\* he commented to himself. (\*Translated from Russian)

"With your power you could easily escape," the voice spoke again, "Why are you here?"

"There is no use in escaping," Colossus decided to humor his insanity, and switched to English, "I would be hunted down. And I can't destroy those responsible for Illyana's death."

"Who?" the voice oozed dark sympathy, "Who cause her death?"

"The X-Men!" Colossus roared, "They claim to be my friends, but when I needed them, where were they!"

"I can help you," a pair of red eyes materialized in the corner opposite Piotr, "I can make you stronger. I can give you allies. We can destroy the X-Men."

"What do I do for this," Colossus's eyes narrowed.

"Break out of this place. Pledge your allegiance to me, and all you seek will be yours. That, and more. Join me."

Piotr Rasputin stood. Drawing himself up to his full 7 feet, he looked into the glowing eyes. Colossus closed his own eyes and nodded, once.

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\*Rasputin is escaping,\* a guard shouted. (\*Translated from Russian)

The compound shook as the steel mutant tore through another wall. The bark of AK-47s filled the night, occasionally punctuated by a dying scream. After Colossus breached the outer wall, he was knocked back by the energy cannons of two prototype tanks. He tried to stand, but the continuous fire drove him to his knees. Then an odd red flash struck one of the tanks, disintegrating it. The lone tank could not keep the fallen hero down, and Colossus grabbed a large section of the wall, and hurtled it into the vehicle. All opposition gone, Colossus disappeared into the night.

## **Prologue, Part 2**

"So let's see if I got this right," Sabertooth snarled, "You'll amp up my powers; more strength, quicker reflexes, even better senses, quicker regeneration, all that. And in addition, I get the special coating. And I've gotta do in return is kill anyone you tell me to?"

"And spare those few I deem worthy," the dark voice verified, "that is correct."

"I'm in," Sabertooth growled, his teeth bared in a vicious grin. He reached up and shook his new ally's hand. The mastermind gestured to his ship, and Victor Creed followed him on board.

## Prologue, Part 3

Underneath New York City, there is a whole other world. Various tribes struggle to survive in the sewers and subways, abandoned tunnels and natural caverns. Among these groups are the Morlocks, mutants who are unable to pass as 'normal' humans. Using their powers to acquire what they need to survive, the Morlocks make their home in an abandoned bomb shelter, deep beneath Manhattan.

Sen-dep was one of the most exotic Morlocks, and one of the most powerful. Externally, she appeared to lack sensory organs. No eyes, no ears, no hair. Even her tongue was totally smooth. Despite that, her senses functioned far better than those of any normal human. She could 'see' in 360 degrees and in total darkness. She could hear more frequencies, and all of her other senses were far more acute than average. But her true power was the one that mirrored her appearance, the one from which she derived her name. Sen-dep could turn off the six senses (sight, hearing, taste, smell, touch, and balance) of any animal within around 20 feet of her. It wasn't perfect, only lasting for as long as she was in range, and it would only dull the acuity of those beings with extraordinary senses. But she could choose which senses to turn off and which to leave on.

On that crisp, spring night, Sen-dep was happy to return below ground. The wind was biting, foreshadowing a stormy summer. And like most times she went above ground, Sen-dep had been sent to steal, a task she did not like or enjoy. But it was necessary for their survival, and she was their best thief. As she lugged the grocery bags through the subway maintenance tunnel, she saw a shadow behind her. She slowed briefly to get a better look, but as the one shadow clarified into three large shadows, she decided she didn't care. She picked up her pace, trying to determine if they were following her. Just her luck, they were. She broke into a run briefly, then skidded to a halt, and gently set the bags down on a dry ledge. Turning to face her stalkers, she smoothly drew her combat knife and small caliber pistol. The three people... beings had stopped and were partially hidden by an outcropping from the damaged wall.

"I know you are there," she proclaimed, "Come out."

The three large shapes detached themselves from the wall, but she still could not see them, as though they lacked solid form, and color. Except that the largest shadow had glowing red eyes, and this being addressed her.

"Renee Grayson, better known as the Morlock Sen-dep," the smooth, dark voice began, "Haven't you lived long enough, in these dank tunnels? Haven't you suffered enough at the hands of small minded flat-scans, and those who protect them?" Reflexively, Sen-dep's right knuckles brushed the three long scars on her left arm, a token from when Callisto had lead the Morlocks to try to take over part of the city above. She had engaged Wolverine when the X-Men had appeared to stop them.

"Come with me," the shadow continued, "And we will destroy this corrupt, foolish world. With my help, you can move the blindness from their minds to their eyes. Forever. And then, all your Morlock brothers and sisters can walk in the sun."

Sen-dep shook her head, "Revenge, destruction, they aren't the answer. And even if they were, I'm not stupid enough to side with some insane villain who will be easily defeated by the Fantastic Four, the Avengers, or the X-Men."

At the "X-Men" the shadow on the right grunted angrily.

"Unfortunately, this was merely a courtesy. You will serve me. Famine, bring her."

The right shadow stomped towards her. Renee emptied her clip into him, but he did not seem to notice. She tried to stab him, but he grabbed her arm before the knife was anywhere near him. At his touch, pain ripped through Sen-dep's body. She wanted to scream, but found she could not move. She could only watch, and listen, helpless, as her attacker lifted her now rigid body, and carried her away...

## Prologue, Part 4

James Madrox was once again walking home from school alone, but not alone. Instead there were nine identical copies of him in a loose formation.

17-year-old Jim was the focus of much bullying at school, and not just for his mutant powers. Tall, skinny, and a bookworm, Jim might have been the 'classic' nerd, were it not for the genetic mutation that earned him the nick-name "Copy-Cat." His mutant power let him split into nine separate beings. He could split and merge by act of will; however sometimes surprise or impact would cause him to split reflexively. So while Jim was the butt of many jokes, he never had to worry about physical threats; most bullies weren't willing to fight 9 on 1 or 2.

But today had been different. Four of Madrox's least favorite classmates had decided they were going to team up to take on the 'mutie'. Fortunately Jim did have a few friends; the jerks hadn't been so confident when the captain of the girl's softball team had joined their target, carrying an aluminum bat. Even though they had "changed their minds", Copy-Cat stayed split, knowing they might try to ambush him before he got home. And even if they didn't, they'd find some way to make him pay.

"Maybe you... umm we... should join the baseball team. Then we'd have access to the equipment shed," number 6 suggested.

"We're already our own team," 2 and 7 chimed in.

"Oh, there are better ways to make them suffer," a gentle voice stated. The Jims stopped, looking around for the source of the voice. A young woman stepped out from behind one of the oaks in Mr. Lee's yard. She was slight, a foot or more below his own 6'3" frame, but her toned and voluptuous body sent a shiver through his teenage hormones. She was wearing the sort of skintight clothing you normally saw on the Avengers, and a hood concealed all of her face above the mouth.

"What do you mean?" the original asked suspiciously, and the other eight tensed slightly.

"What if instead of 9, there were 20 of you? Or 50? What if you could be your own army?" She took a step forward; her hands open in front of her, to show she meant no harm.

"My powers don't work that way," he shook his head, "I've tried, but 9 is my limit."

"But it doesn't have to be," she brushed past number 3, and the duplicate shivered, "I... represent someone. He has the ability to enhance mutations. He can make you; what's the phrase; 'better than you were before. Better, stronger, faster.'"

The teen imagined hundreds of himself, ruling the school. No one dared say anything about him.

"That's tempting," he agreed, "But what's in it for your boss."

"He hates to see mutants oppressed by normals. And he is studying mutation; he wants to know how your powers work."

"OK," the teen smirked, merging back into one, "count me in."

"You won't regret it," she purred, leading him into the shadows.

## Chapter 1

Clark looked around the yard, taking in the faces of the new students. The Hulk and his wife were guest lecturing at Michigan Technological University, so Clark had volunteered to take Bruce's place in Wolverine's "skill beats size and strength" demonstration. Of course, this meant Clark also had to act at 'normal' speed, and pretend he didn't have any skills... But it was a fun demo, and the students always seemed to enjoy it.

As Clark tumbled roughly over Logan's shoulder, one of the students caught his eye. She was one of the 'older' new students, 17 or 18 instead of 12 or 13. She had sharp green eyes, and her auburn hair was split in the middle by a shock of white. Under the karate gi Logan insisted all his student wear, she also wore a black, turtleneck unitard, complete with gloves. So this was the infamous Rogue, the mutant with the ability, or curse, to absorb the powers and memories of everyone she touched. She was watching them with a trained eye.

Clark lost track of the girl as he hit the ground and Wolverine rolled on top of him, his hand pulled back for a killing blow. For a brief second, there was a feral glimmer in Logan's eyes, but the mutant blinked it away, and hopped off of Clark, helping his teammate stand.

"And that is how skill can beat raw power," Logan stated gruffly, meeting each student's eyes. When his gaze met Rogue's she raised her hand.

"What is it, kid?" the elder mutant grunted.

"But it wasn't really a valid engagement, was it," despite the phrasing, Rogue was not asking a question. Wolverine's eyes narrowed, but he said nothing, so she continued.

"Ah mean, Superman is a lot faster than that, and he can fly. And judging by his stance, and how he hit the grass, he's more skilled than he let on."

"Yeah, well, the Blob wasn't exactly willing to come here and get his butt kicked; so you'll just have to take my word that this is effective," Wolverine growled, "Now pair up so you can try it."

As he turned back to Clark, he muttered something about know-it-all kids under his breath.

"She's sharp, that one," Clark whispered.

"Yeah. Got a huge chip on her shoulder, too," Wolverine nodded, "Gonna stay and watch?"

"Can't, I've got French papers to grade."

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Charles Xavier watched Wolverine's class from the window of his office. Though he felt the other presence, he did not acknowledge it at first. When it became clear the intruder would neither leave, nor make the first move, Professor X finally spoke.

"What can I do for you, Stephen?" he asked, his voice tinted with a hint of bitterness.

Only a slight shimmer around Doctor Strange's form indicated he was not really present. Instead, the Sorcerer Supreme was projecting his image, to speak to his old acquaintance.

"I know I am not welcome here, Charles," the wizard began, "but it is imperative I speak with you."

"I no longer hold that grudge," Charles countered, glancing only briefly at his legs. His voice slightly warmer, he repeated his original question.

"An ancient evil has been freed," Strange informed the telepath, "An evil I believe the X-Men will be forced to confront."

Strange walked to Xavier's desk, and 'sat' in the chair opposite Charles. Taking a deep breath, he explained.

"I should start at the beginning, around four thousand years past. An army rode out of the deepest desert, quickly conquering Egypt. At the head of this army was a being known as Apocalypse. Based upon the description, I suspect he may have been the world's first mutant. He wielded incredible powers, including the ability to enhance others. You may have heard of his four generals, the legendary Four Horsemen of Apocalypse? Well, according to my source, they had been the leaders of the four bandit tribes at the core of Apocalypse's army. He gave them incredible powers, and in return they served him."

Strange stopped suddenly, and said, "Forgive me, Charles, something requires my attention for a moment." With that, Strange's image froze, almost as though he were a paused video.

"I apologize", the mystic projection started to move again, "My associate, Mr. Hall needed my help with the elixir he is working on. Where was I?"

"Apocalypse and his Four Horsemen had conquered Egypt," Charles offered.

"Ah, yes. He drove the Pharaoh into exile, and added the remains of Egypt's armies into his own. But this conquest was not enough to sate his thirst, and he turned his eyes north and to the east."

"And that was where he made his mistake. He underestimated the communications and alliances of the times. So as he moved north, out of the Arabian Peninsula, he was met

by the combined armies of Greece, India, and China. Even with the powers of himself and his Horsemen, Apocalypse's army could not stand against such vast number and varying strategies. The Pharaoh and the last of his guard rode with the three armies, teaching them how Apocalypse fought. They drove the tyrant back into Egypt, where his armies began to fall apart..."

"I am curious, Stephen," Charles interrupted, "How do you know all this?"

"That will become clear shortly. Apocalypse was eventually captured, but to their dismay, they discovered they could not kill him. So my distant predecessor, the first Sorcerer Supreme, stepped in. He would not, or perhaps could not, destroy Apocalypse, so instead he sealed the villain away. With Apocalypse gone, the Pharaoh's own wizards were able to strip the Horsemen of their enhanced abilities. And at the end, that Sorcerer Supreme recorded the events, so his inheritors might be ready, were the shield ever broken."

"And it has been?" Charles concluded.

"Yes. A piece of the Skrull ship destroyed over Europe damaged the physical anchor of the seal, allowing Apocalypse to break free. However I have only become aware of this in the last few days, and contacted you once I had confirmed that the monster again walks the Earth."

"But why come to me... to the X-Men? Your premonition aside, couldn't you simply recast this spell."

Strange shook his head, "I am not on Earth; or at least not our Earth. And while my powers allow me to talk to you directly, if I were to invoke the incantations to return me home, I would arrive six months after the spell is cast. Such are the oddities of dimensional travel. Also, even if I was there... The sealing spell was cast on a weakened Apocalypse. Though the Pharaoh could not kill Apocalypse, he did try. I fear attempting to seal Apocalypse at full strength would prove futile."

Professor X nodded gravely, "Thank you for the warning."

"Charles, my spell is ending. Please, be careful. This is a threat beyond anything your X-Men hav..."

Before he could finish the clichéd warning, the Sorcerer Supreme faded from Xavier's view.

## Chapter 2

The video terminal 'rang'. Since few people had a connection to the X-Men's system, this usually meant trouble. Gambit was the first into the command center. The screen was flashing:

TRANSMISSION FROM AVENGERS/SUPERGIRL

A grin split the Cajun's face as he settled into the chair, and triggered the link-up.

"Darlin', you jus had to see..." the glib and charming opening died on his lips. Supergirl looked frantic, and was bleeding from a cut over her right eye. She was piloting one of the Avenger's Quinjets, and from what Gambit could see off the cockpit, the rest of the team was in even worse shape.

"Gambit," she gasped, "Thank God. We need the X-Men to come to the mansion, ASAP. Especially Beast, and Hulk. They... Please hurry."

Even as her transmission cut out, Gambit slammed his fist down on the alarm button.

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With more than half the team out for various reasons, the X-Men's response team consisted of Beast, Superman, Phoenix, Gambit, Wolverine, and Professor X. Storm had been visiting family in Tennessee, and was flying to DC to join them. Neither Bruce nor Betty had answered, meaning Hulk had likely left his comm at the inn while they were lecturing. Nightcrawler, Dazzler, Sunspot, Wolfsbane, Cyclops, Shadowcat, Forge, and Husk had all been contacted, but were too distant to arrive any time soon.

As the X-Jet landed, Jarvis was already waiting on the tarmac. At first, Superman had been surprised to learn the Avengers had a butler, but he had quickly learned that 'butler' did not even begin to describe the myriad of talents Edwin Jarvis had, or the services he provided the Avengers.

"Professor Xavier," the Brit hurried over to the mutants as the disembarked, "Mistress Carol informed me she had asked for your assistance. Thank you for coming so quickly."

"What happened, Mr. Jarvis?" Charles asked as his team followed Jarvis into the mansion.

"I'm not sure," the butler grimaced, "The team was dealing with a supposed insurrection in Egypt. But the rebels were not known to have any meta-human allies or leaders. But they must have, given the odd nature of the injuries."

"Odd how?" Superman asked.

"Some members of the team seem to have lost most or all of their senses. And even more strange, Captain America and Magneto have been turned to metal!"

Jarvis ran an ID card through a scanner, opening the elevator to the lower level.

"Captain Britain was partially turned to metal; and according to Supergirl, he was in terrible pain, so bad it caused him to pass out. Goliath and Quicksilver have severe, if more mundane, injuries. And Mystique was taken prisoner... Frankly, I am surprised, and quiet thankful, that Supergirl had the presence of mind to call the X-Men for assistance."

"Thank god," Supergirl exclaimed again, as the X-Men entered the medical bay, "Beast you have to help Goliath first. Sabertooth cut him up, bad. He said he is using his powers to shrink the tissue around the wounds, to slow the bleeding. But if the blood loss is too great and he loses control..." The medical mutant nodded, and began to examine the size shifter.

Superman looked around the room. Quicksilver was on another bed, covered in bruises and minor scrapes; as though he had suffered a severe beating. Captain Britain was on a third bed; his legs and lower torso had been turned to metal. Both he and Quicksilver were out cold. Witch and Wasp were sitting in two of the chairs, and neither had reacted to the entrance of the X-Men. Superman guessed they had been stripped of their senses, as Jarvis said. Iron Man was still fully armored, and was not moving. Clark approached to Golden Avenger.

"Tony," he asked quietly, "what happened?"

Stark didn't answer.

"Jarvis, was he... turned to metal?" Clark asked, at a more normal volume.

"STEVE, IS THAT YOU?" Iron Man suddenly shouted.

"No," the butler rubbed his ears, "He has been robbed of his senses, but for some reason retained a small amount of hearing. He said he wasn't going to move for fear of accidentally activating one of his weapons."

"Tony," Clark said loudly, directly into Iron Man's 'ear', "It's Clark. I'm going to take your armor off."

"Professor?" there was both confusion and fear in Gambit's voice, "Magneto... He's moving..."

The elder Xavier hovered over to his metallic counterpart. Sure enough, Magneto's body was moving, very slowly.

"Are you in there, old friend?" Charles asked. The telepath touched to iron form, trying to reach Magnus's mind. Though Magneto's now attached helmet might have stopped telepaths at a distance, it served no purpose when there was direct, physical contact. After a few seconds, Professor X withdrew his hand.

"Magneto and Captain America are still alive," he pronounced, "But they are in intense pain. Also Magneto can still access his powers, but is being very careful moving his body, lest he do damage that would remain after we change him back."

The X-Men let out a collective sigh of relief. Having finished freeing Tony Stark from Iron Man, Clark settled him into a chair, then turned his attention to Supergirl.

"Carol," he stated, "You need to tell us what happened."

The young heroine nodded, and began to recount her tale.

## Chapter 3

Carol Danvers, a.k.a. Supergirl, collapsed into a chair like a limp noodle. She had been running on adrenaline for almost 3 hours, and now that she was no longer alone, the energy flooded from her body. She wanted to cry, then sleep, then cry some more. But she couldn't. Due to her powers, and more than a little luck, she was the only member of the Avengers still functional, and she had to bring the X-Men up to speed.

"You've heard of Pharaoh's Throne, right?" She started, "The Egyptian revolutionaries, who want to return to the 'old ways', you know a god-king Pharaoh, worshipping Ra and Osiris, and them. They'd been peaceful so far, but one of Mystique's contacts leaked that they've been stockpiling high tech weapons. Supposedly some Skrull weapons recovered from the downed mothership, and some they bought from Hydra. Raven and Tony did some investigating, and they found some... odd energy signatures at Pharaoh's Throne's base. They also witnessed some targeting drills. We spoke to the Egyptian government, and they were more than happy to let us go in and confiscate the guns, and whatever else they might have"

"But it was a trap. When we arrived, the camp was empty. But not like they left. It was like they disappeared. Weapons, tools, and even their clothes were lying on the ground, as though everyone had just ceased to exist. As we investigated, and began to gather the contraband, Iron Man and I both heard someone approaching. There were four of them, riding horses. Well, all but one. And they weren't horses. They were like... Nightmares. You know; evil, fiery horses from fantasy stories? They had wicked fangs sticking out of their mouths, and when the beasts snorted, it was a puff of smoke and fire."

"The one who wasn't on a horse. I recognized him from the files as Sabertooth. But he was different. His face was more cat-like, with a slightly protruding snout. And he had bigger fangs, jutting out of his upper jaw/lip. He was bigger too, and his claws were longer. And he had bony blades sticking out of his elbows and knees. Except they weren't bone. The blades, the claws, the fangs, they were all metallic silver. If I had to guess, I'd say..."

"Adamantium," Wolverine interrupted.

"Yeah," she agreed, "Someone made him like you, Mr. Logan."

She paused there, seemingly stuck.

"And the other three?" Jean prompted gently.

"One of them was big. Almost as big as the Hulk. And he looked like he was made of metal. He could turn stuff he touched into metal too," she gestured at Captain America, and Magneto, "He's the one who did this to them. But unlike him, they weren't able to move afterwards. I managed to get Captain Britain away before the metal guy totally changed him."

"Colossus," Professor X commented, "I had heard he had broken out of prison."

"But he couldn't turn other things to steel before," Superman sounded puzzled. When he noticed Supergirl wilting, he asked her to continue.

"The third was a woman, kinda short but really curvy. She had this odd mask on; it made her look like she didn't have any ears. She didn't seem to do much."

"Did she have any eyes, Supergirl?" Storm asked as she was escorted in. She had been listening via her communicator.

"I couldn't tell. Maybe?" the young blond shrugged.

"I have heard from Callisto that Sen-dep is missing," Ororo informed the team, "Given Supergirl's description, and the Avenger's loss of senses; I would guess that she is that woman, and that her powers have been enhanced as well."

"And the last one," Carol started to talk faster, as if her mind was forcing out the memories, "The metal guy, Colossus, he called the last one 'War'. He's kinda tall, maybe over 6 feet; and a little skinny. But he made more of himself. A lot more. He's the one who beat up Pietro so bad. There were too many for even Quicksilver to outrun."

At this Supergirl lost her composure, and began to sob gently.

## Chapter 4

After a few minutes, and with some support from Gambit, and Storm, Supergirl recovered her composure. But before she could begin speaking again, an exhausted looking Beast shuffled over.

"I've done all I can for Goliath," he said, "He's stable for now... He'll probably be OK, but I'd better stay close just in case. I also checked Quicksilver. He has a number of bruises, and a cracked rib; but with his accelerated metabolism, he'll probably be fine, if a little sore, in a few hours."

"I know you are tired, Hank," Charles told him, "but we need you to check on the others."

"All right," the blue mutant nodded, "Though I'm not sure what I can do for them. I wish Bruce was here."

Superman nodded, and then his head lifted. In a flash of black and silver, he was gone.

"What da?" Gambit stared at the door.

Jean lifted her hand to her lips, feeling the fading warmth of Clark's goodbye kiss.

"He's going to try and get Henry some scientific reinforcements," she told them.

"Who?" Charles asked, "Even with Clark's speed, he can't get to Bruce in a reasonable time frame."

"Actually, he was heading more north east," Jean grinned.

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The sun had just set over the Big Apple. It was that magical time, for a few minutes the city seemed quiet and the night felt safe; before the nocturnal side of the city ramped up. Johnny Storm had left to meet the Hilton sisters at some club, and Ben was on a date with Ms Masters. That left Reed and Sue with a rare night alone. After reaffirming their marriage, they had settled down on the couch to watch the latest Julia Roberts film. And just after the opening credits, the buzzer sounded.

"Ignore it," Sue implored, snuggling deeper into her husbands arms. He happily complied. Then the buzzer rang again. It was outside normal business hours, so the receptionist was not available to answer it. Still, it was likely a fan, or a prank, so the couple continued to ignore the noise.

Then a different buzzer rang. By pressing a certain combination of buttons, an alternate signal was sounded. Only a few dozen people knew the code for that signal; and all of them were trusted to use it only in emergencies.

Mr. Fantastic disengaged from his wife, and stretched his arm to trigger the response button.

"What is it?" he asked, knowing his night off was likely over.

"Dr. Richards, it's Superman. We... that is the X-Men and the Avengers, need your help."

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On the way back to Washington, Superman told Mr. Fantastic and the Invisible Woman what he knew. Sue had created a transport 'vehicle' with her powers, with Clark providing the thrust. This let them travel at many times the speed of sound, but with relative comfort and the ability to converse.

"He turned them into metal..." Reed was saying, "But Colossus has never exhibited that power before, has he."

"No," Superman confirmed, "Though it is possible he had the ability and didn't use it. But we think that all four of them have had their powers enhanced."

"That could very well be," the scientist nodded, "Turning other organic material to metal, like he does his own flesh, would be a natural extension..."

The genius trailed off, deep in thought.

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Beast looked overjoyed as Jarvis escorted Mr. Fantastic into the medical lab.

"Dr. Richards, thank you for coming," Charles greeted him.

"When Superman shows up and says both the X-Men and Avengers need you, it's hard to say no," Reed replied. The elastic hero quickly joined his furry counterpart.

"Hank, what have you learned?" he asked.

"About Magneto and Captain America, precious little. I took nail and hair samples, they conform to our records of Colossus's organic steel. X-Raying them proved difficult, but they are intact. Internal structure is unchanged, other than their metallic transformation. According to the professor, their minds are still active. Magneto is even able to use his powers to a minor degree. Unfortunately all of that has left me without a single notion as to the process behind the change, or how to reverse it."

Beast paused, passing the clipboard to Fantastic, and picked up another.

"However, I've had slightly more success with Iron Man and the others who've lost their senses. They have a pathogen, neither viral or bacterial; and it seems to be the cause."

"Well..." The rest of the teams tuned out the techno-babble and medical jargon.

"What's out next step?" Superman asked no one in particular.

"I'd say we betta take down dese horsemen," Gambit said. The others nodded their agreement, but an odd look spread over Charles Xavier's face.

'Egypt, Horsemen, enhanced powers,' Charles Xavier thought to himself, 'It can't be a coincidence. It must be...'

"Dad?" Clark interrupted his train of thought, "What is it? You look... worried."

"I believe I may have some information related to these Horsemen," Charles said quickly, "But I need to check something. I'm going to use the X-Jet's computers. I will be back shortly."

As he hovered out of the medical bay, Dr. Strange's words from a month ago came back to him.

*You may have heard of his four generals, the legendary Four Horsemen of Apocalypse... he gave them incredible powers, and in return they served him.*

When he reached the X-Jet, he called up his notes on his discussion with Strange. He then patched the plane's communications into the phone system, and dialed Stephen Strange's private number. After two rings a familiar voice answered.

"This is the office of Dr. Stephen Strange," Wong answered, "The doctor is not currently in. Is there some manner I may assist you, or would you prefer to leave a message?"

'So he is out,' Xavier thought. Then he answered Wong's question, "Wong, this is Professor Charles Xavier. Dr. Strange and I spoke about a month ago..." The telepath paused, unsure how, or even if, Strange's assistant could help him.

"Ah, Professor Xavier," Wong's voice relaxed slightly, "The doctor said you might contact me. I have gathered his information on Apocalypse. Would you like me to email it to you or would you prefer a fax?"

"Ah," Charles stammered slightly, stunned by Wong and Strange's efficiency, "Email will be fine, thank you."

A few minutes later, Charles hovered back into the medical bay.

"I'm afraid my fears were correct," he informed his team, "We appear to be facing a very powerful mutant named Apocalypse..."

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"It does all seem to fit," Storm agreed, after Charles finished informing them what he had learned, "The enhanced powers, the 'Horsemen', Pharaoh's Throne wanting to return to the old ways."

"It don't change nothing," Wolverine growled, "We still gotta take them down."

"Yes, but we might want to wait for more of the team to arrive," Superman countered, "Since we don't have a clear picture of the extent of their powers."

"And don't forget, we need to rescue Mystique," Phoenix added. Wolverine seemed about to rebut, when Jarvis walked in at a brisk pace.

"I think you should see this," he stated, switching one of the monitors to a TV station.

"...ious effect has devastated crops and livestock throughout northern Africa and the Arabian Peninsula," the reporter on the scene was saying. He was standing before what appeared to be a wheat field, except that the 'wheat' was grey and shiny.

"Officials and local scientists are at a loss. No cause can be determined for this bizarre transformation. But one thing is for sure, if the region's food sources continue to change into metal, there will be widespread famine."

"So much fo waitin'," Gambit remarked.

"Yes, we cannot allow this to continue," Professor X noted.

"Mr. Jarvis," Superman turned to their de facto host, "Have there been any reports of people losing their senses?"

"Not as of yet," the butler answered, "but this metal food crisis does seem to be taking precedence."

"We need to go," Wolverine said again.

"Agreed," Superman took charge, "Beast, you need to stay here and keep working. Dad, I think you should stay too." Charles nodded.

"I'm coming," Supergirl stood, wiping off her face.

"Supergirl... Carol," Superman's voice softened, "I don't think that's a good idea. You haven't recovered from your last encounter. And Beast and Mr. Fantastic will need someone on hand who is familiar with the mansion."

"But," she started to protest, but Superman's eyes grew hard, and she decided not to push the issue, "All right."

"You aren't leaving me behind," the Invisible Woman stepped away from her husband.

"I wouldn't dream of it," Superman had seen the same look in her younger brother's eyes.

"Sue..." Reed looked ready to protest, but just said, "Be careful."

## Chapter 5

The X-Men's primary transportation is a modified SR-71 Blackbird; officially designated the XK-77, but affectionately referred to as the X-Jet. Thanks to Forge and some Kryptonian technology, the X-Jet can comfortably seat 15; has a cruising speed of mach 8; is invisible to all known detection platforms; and can still hold its own in a dogfight.

Even at 8 times the speed of sound, the trip lasted over an hour. And with each minute, the situation sank in a little more. The six of them were going to challenge a group that had defeated all ten of the Avengers. Invisible Woman had agreed to take orders from Storm, who served as the X-Men's field commander in Cyclops' absence. Gambit was rolling a pair of silver dollars over his knuckles, as he often did when he was nervous. Wolverine seemed to be meditating, but Clark suspected he was psyching himself up to face the enhanced Sabertooth. Superman and Phoenix sat in silence, hands clasped, pooling their mental and emotional strength.

"Susan," Storm suddenly said, "I want you to become invisible before we land. They will not be expecting you to be with the X-Men, and we should exploit that. Jean, we will need you to create a command link."

Both women nodded, and Superman lightly squeezed his fiancé's hand.

"Logan, I know ordering you to do anything else would be pointless, so I want you to deal with Sabertooth. Clark, you are probably the only one strong enough to face Colossus, so make him your priority. Remy, you take primary on the cloner, this so called War, and Sue back him up as much as you can without giving yourself away. As a Morlock, Sen-dep is my responsibility. Jean, should you have any left over focus, back up whoever might need it."

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The desert morning was quiet. But none of the X-Men were trite enough to say it was 'too quiet'. Because it wasn't. The light winds shuffled the sand, and there were no animals or machines to make any noise. The quiet was fine and normal for the middle of the desert. It would have been peaceful, had they not known the Avengers had lost a battle here 'yesterday', and they would likely be fighting for their lives soon.

"So, were are dey?" Gambit asked, scuffing the sand with his staff.

Superman's eyes narrowed, as he looked through the sand dunes, and off into the distance.

"There," he stopped, looking due east, "There's some kind of structure. It looks ancient, but inside it is reinforced with some sort of metal my X-ray vision can't pierce."

"If we hurry, maybe we can catch them by surprise," Jean suggested.

"I'm afraid it's too late for that," a sinister voice stated. A large man shimmered into being, hovering above the dune. His skin was a deep blue, and there was not a hair on him. He was garbed as a traditional pharaoh, right down to the kopsesh at his left hip. But worst of all were his eyes. Vicious and cruel, they glowed with a harsh red light.

"My five warriors will make sure you never reach my lair," Apocalypse informed them.

"Five," Logan grunted, "I thought it was four Horsemen."

"Indeed, it seems my generals have become a legend unto themselves. But when I selected my new warriors to fit that mold, I discovered that my agent of Death works better on foot. So rather than only have three 'Horsemen', I acquired another."

As he said this, his five warriors crested the hill, and they all recognized the 'fourth' Horseman...

"Mystique," Storm and Superman gasped, almost in unison.

"No more," Apocalypse countered, "Now she is my Horseman, Deceit"

Apocalypse gestured, and his warriors charged the X-Men.

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'Jean, you will have to deal with Mystique,' Storm ordered through the telepathic link, 'Break Apocalypse's mind control if you can. Otherwise, try not to hurt her too badly.'

Jean nodded. Creating the mental link was not difficult, especially since she was familiar with most of the individuals. But the link did require some of her attention and energy. And Mystique's brain had always been tough to read. Now she had to maintain communications, mind scan Mystique, and keep an eye and ear open, in case one of their opponents got too close.

Wolverine and Sabertooth stalked closer to one another. Logan's lip curled at the adamantium covering his nemesis's claws and the new blades jutting from his elbows and knees.

"I always knew you were jealous, Creed," Wolverine chided, "But copying my look?"

"It's Death now, runt," Sabertooth smirked, showing his adamantium fangs, "and my style is far better than yours."

Wolverine leapt at Death, leading with his claws. As Logan buried the blades in his foe's chest, Creed brought his knee up. The X-man twisted away just in time to avoid being

decapitated, but Death still scored a wicked cut on Wolverine's chest. Even as Wolverine's wound started to close, he noticed Death's lacerations were already gone. Death slashed, and Wolverine blocked. Death countered by curling his fingers, and raking the flesh and muscle from Logan's forearm, exposing adamantium bone.

"That the best you got, runt?" Death mocked, even as his foe's arm began to regenerate. Wolverine growled, and launched himself at his archenemy again.

Gambit's first full house knocked back War's front line. Most of them suffered serious injuries, but the dead and maimed were absorbed by the less damaged, resulting in only a quarter of the duplicates, but all of them fully healthy. The army continued to advance, and this time the Cajun had to use two straights to clear his personal space.

"Keep it up," War barked, "You'll run out of cards eventually. I'll never run out."

Gambit merely grimaced, and slipped another pack out of one of the secret pockets in his overcoat.

Storm hovered closer to Sen-dep. The Morlock responded by lifting her gun (something much larger than the 22 she used to carry, Storm briefly noted) and firing a trio of shots at the X-Woman. Storm countered with a wall of wind, knocking away two of the bullets, and slowing the third enough that it was stopped by her armored costume. But even though it did not penetrate, the impact hurt, and Storm could feel the bruise spreading over her right breast.

"Renee, why are you doing this?" she asked, stopping her approach.

"I have lived long enough, in those dank tunnels. I have suffered enough at the hands of small minded flat-scans, and those who protect them," Sen-dep said, but her voice was almost mechanical, as if reading from a script, "And you can address me as Pestilence."

Storm launched a tiny bolt of lightning, but Pestilence easily dodged.

"Aww, Ororo still wants to protect the poor, pathetic Morlock," this time Pestilence's voice was full, and dripping with venom, "Sentimental fool."

Pestilence opened fire again, and this time Storm hovered out of the way. Anxious not to hurt her former charge, Storm wrapped her in a curtain of fog.

"Acute though your senses maybe," Storm informed her, "even you cannot see through a solid wall."

"And you can't see at all," Pestilence hissed. Even as she said that, blackness began to cloak Storm's eyes. And she could no longer feel the wind on her face.

"Now who's poor and pathetic," Pestilence laughed, "If I had just shut off your senses, you would have retreated. So I left you alone, so you would get close enough, and stay long enough for my plague to take..."

Storm missed the rest of the taunt as her hearing vanished as well. Trapped within her own mind, Storm began to panic. Her claustrophobia took hold, only worse. As least locked in a box, you could feel the wall, and smell your own sweat. In her mind, there was nothing. She began to fly straight up (or so she hoped), her instincts telling her to get away from Sen-dep, even though her rational mind knew that had not helped the Avengers.

Invisible Woman had been using Gambit's distraction, sneaking through War's army, so she could knock out the original on the horse. They hoped that would make the duplicates disappear. But then she saw Storm lose it.

'Jean,' Sue thought, 'Change of plans. I'm going to try to take out Pestilence, first.'

The force field wrapping her body made her invisible, but she had also learned she could do other things with it, including flying. The Invisible Woman lifted off the ground and charged Pestilence. The villainess had relaxed, and was 'watching' Storm, with her gun draped casually over her shoulder. Or so Richards thought, until Pestilence gently squeezed the trigger, and bullet struck the field covering her face.

"Your invisibility doesn't work on me," Pestilence announced, "I don't even have any eyes."

Superman floated towards Colossus.

"Why are you doing this, Peter?" the hero asked.

"Peter Rasputin died with his sister Illyana," the metal voice echoed from his throat, "Now, there is only Famine."

Then suddenly, he was gone. Superman crashed to the ground, as something struck him from behind. Clark turned, to see Famine and his steed towering over him. Superman dodged the hooves, and retreated to a safe distance, and prepared to charge Famine again. But Famine appeared beside him again, and this time the Russian mutant grabbed him. His left hand wrapped around Superman's left shoulder, while his right hand gripped the hero's wrist. With a quick tug, he ripped the arm off Superman's uniform, exposing bare flesh. He dropped the 'cloth' and clamped his right hand on Superman's forearm.

Clark nearly bit his tongue, as he swallowed a primal scream. Pain poured through his body, and as he watched, the steel transformation began to spread back up his arm.

Fighting through the pain, he drew back his right arm, and fired a bone shattering punch at Famine. The blow rattled Superman, but knocked Famine off his horse, and clear of Superman.

Instantly the pain stopped, and after a few seconds the metal flaked away, revealing normal flesh.

"How," the villain growled as he stood, "The others could not even move from the pain."

"I've felt worse," Superman answered, "And it appears my regeneration beats your metal."

"We'll see if you can regenerate when your whole body is steel."

Famine remounted the Nightmare. Superman decided he could no longer hold back, and fired his heat vision at his former ally. For a second, Famine seemed trapped, and began to glow red-hot. Then he vanished again, and Superman felt a hand push on his back. Superheated, Famine burned through Superman's costume and pressed his hand against the bare skin beneath. Gritting his teeth as his body began to change again, Clark flipped forward, bringing his heel up under Peter's chin. Famine was knocked back again. This time the Nightmare teleported alone, appearing next to its fallen master. Superman's eyes widened in realization.

"Finally figured it out?" Famine asked as he once again saddled up, "My speed is not so great, so my master gave me a mount that can not only fly, but teleport. You cannot hope to win."

Gambit looked at his last hand. It was garbage, no pairs, nothing higher than a 9, and all four suits. Not that it impacted his powers in any real way, just the gambler in him liked to hit the opponent with a hand that was hard to beat. As he threw the last of his charged cards, he slipped his quarterstaff out of its holster, and clicked the button, extending it to full length.

Seeing he was out of cards, the War clones charged Gambit. Remy held his ground, sweeping his staff quickly side to side to keep them at bay. But War quickly adapted to that trick; one grabbed hold of the staff, ignoring the broken ribs to rob the X-Man of his weapon. Sand flew into the air as the rest of the army ran into the now clear space around Gambit. But this inspired Gambit; he dived forward, rolling between Wars into a clear space.

"Oh, please," the Wars mocked in stereo, "Quicksilver had the same fancy moves, and was a lot faster. And we beat him to a pulp. Without your cards, you don't stand a chance."

Gambit smirked at them.

"Appears you don't know how my powers work," the Cajun informed them, "Da cards are just a personal flair. I can charge up anything dat ain't alive." As he said this, the closest duplicates saw some sand spill from his fists.

"Oh s..." the front line began to exclaim something, but were cut off as Gambit unleashed a fist full of dust, shredding them. He spun, and hurtled the second handful at the group behind him. Finishing his spin, he landed in a crouched position. He placed both hands on the desert sands, and sent out waves of his energy. Sand exploded by the ton, and hundreds of Wars died. For the first time since the start of the fight, the faces of the teen turn super-villain showed fear.

Inside of her head, Storm cowered in abject terror. Being trapped in her mind was so far beyond being merely locked in a box. She could do nothing to escape. She would live out her days here, trapped and alone.

"Ororo," a voice suddenly said. Storm covered her 'ears' fearing she was losing her mind.

"Ororo," the voice repeated her name. But this time Storm recognized the voice.

"Jean?" she asked tentatively. As the X-Men's field leader 'looked around' her mind, the image of Phoenix faded into view.

"Ororo," Jean helped her friend to stand, "I'm going to try something. But I will need you to relax. And if it works, you'll have to have someone else deal with Deceit, I will be too busy."

"Alright, Jean," no longer alone, Storm was able to settle her nerves. She took a deep breath and concentrated on the mental image of her friend.

With Ororo's mind more ordered, Jean broadened the mental link. Phoenix took in all the sensory information from her other teammates and fed it too Storm.

Suddenly Storm could see and hear again. It was not exactly like normal and for the first few seconds it was a bit nauseating, but it was good enough. Reorienting herself, the weather witch took stock of the battlefield. The most of the X-Men and Horsemen were engaged; but now that Deceit was not battling Phoenix in her mind, the shapeshifter and her Nightmare were galloping towards Wolverine and Death. Storm carefully put a bolt of lightning in front of Mystique, causing her horse to buck to a stop. The blue mutant turned her eyes upwards. With a hiss, she pulled the Nightmare's head around, and they took to the sky, heading for Storm.

After taking a deep cut to the cheek and nearly being disemboweled, Wolverine settled down. Tapping into his samurai training, he calmed his mind and began to fight with

skill instead of rage. Playing the fight slightly defensive, he determined he was still a match for 'Death'. If anything Creed seemed more consumed by his anger and hatred, and Logan turned this to his advantage.

As he kept Death busy, Logan noticed movement out of the corner of his eye. A slight dread filled him when he glanced to see Deceit charging him. She had been a tough foe as plain Mystique, and fighting the two of them at once was not a pleasant thought. But he was rescued when Storm fired some lightning at Deceit, switching the Horseman's target.

"Still just you and me," Logan grunted, blocking another stab, and countering with a light cut to the shoulder.

Sue Richards felt another bullet blossom against her force field. Although she was thankful Pestilence wasn't using an energy weapon, the weapon had much more impact than a normal ballistic weapon. The bullets were huge, at least 55 caliber; and were traveling much faster than normal. Invisible Woman had also noticed the gun wasn't ejecting shell casings, though it still barked like a normal gun.

Pestilence dodged I-Woman's next energy stab. The heroine kept flying around her. The Horseman continually wheeled her Nightmare around, determined not to be flanked. She guessed her supposedly unseen opponent was waiting for her to run out of bullets. Well Pestilence was waiting too, but she was growing annoyed.

"Why aren't you blind yet!" she shouted, firing a random burst, "I can see you, so why can't I infect you!"

Richards said nothing. She merely stretched her force field again, taking another swing at her enemy.

Superman was stuck. He had been playing 'Tag' with Famine for a few minutes, trying to move fast and random enough that his foe's mount could not teleport too close. He did not want to hurt 'Famine', in case Colossus was being mind controlled like Mystique/Deceit; but it appeared he might not have a choice.

'If only I could get rid of the Nightmare,' Superman thought to himself. Without the ability to teleport, Famine would be a sitting duck. However, the beast itself was the source of the teleportation, which meant physical attacks were out. And it had not seemed to care when its rider had been superheated. Not surprising, considering the smoke it snorted and the flames that surrounded its hooves when it flew.

'That's it,' Clark realized, 'It's a creature fire. So it probably won't like cold. Maybe none of them will.'

'Storm,' this time Superman directed his thoughts outward, through the telepathic link, 'Can you drop the temperature? I'd be willing to bet these horses won't like the cold.'

Ororo nodded mentally, and began to drop the temperature. Superman then darted closer to Famine, and loosed a gust of his super-cold breath on the metallic mutant and fiery horse.

The Nightmare let out an angry whiny, and suddenly they were gone. Superman heard them appear to his left, and rotated away from them, exhaling again. They pair vanished again, but this time reappeared 50 yards straight ahead of the Kryptonian.

"Nyet!" Pestilence barked, "We must get close enough to hit him!"

But by this point the other Nightmares were prancing and bucking, as they began to notice the rapidly chilling air.

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Phoenix nearly lost the link as a bizarre and angry buzz blasted through the Astral plane. For a few seconds the ether around her hummed. And then, just as suddenly as it came, the odd event was gone.

Gambit felt he had War on the ropes, but was never the less shocked when his opponents broke and ran. A few hundred feet away, I-Woman was equally surprised when Pestilence suddenly became calm, and turned her Nightmare away. But the two heroes quickly realized their foes were not retreating, they were regrouping. Before the X-Man or Fantastic Girl could slow their pursuit, War and Deceit passed one another.

Without turning, the eyeless Horsewoman pointed her gun at her invisible opponent, and fired three shots. But only after the bullets hit, did Sue Richards realize their true purpose, to mark her location. Suddenly the Hordes of War were upon her, the closest battering her shield, and the ones further back throwing sand to mark her location. I-Woman tried to fly away, but a half-dozen War clones grabbed her, and almost a hundred clones grabbed them. Sue gave up flying, to focus on keeping her force field as strong as possible.

As soon as he saw Pestilence charging him, Gambit reversed his charge and let his handfuls of energized sand fly. But the former Morlock's mount nimbly avoided the exploding cloud, and was upon him. Instantly Gambit's senses began to close, and he scurried to grab another fistful of silicon ammo.

"Please, you won't use that," Pestilence taunted, "You won't hit me, but you might hit one of your friends."

Storm's vision suddenly tilted and her blast of wind was nowhere near Deceit. The African mutant shook her head, and fired lightning at her opponent. But once more, the attack missed. The Storm noticed Pestilence and Gambit, and she knew why she was missing. Without Gambit's sensory input, the picture Phoenix was sending her was lopsided. She tried to adjust, but missed again.

Phoenix sent Gambit a mental order to drop the sand. As he complied, she telekinetically snatched him to safety. Fortunately, Gambit did not panic as Storm had. But Jean lacked the energy to supply Gambit's sight and hear. Nor did she try, she could see that her transmissions to Storm were not fairing well, and trying to do two at once would only make it worse.

"Why are you doing this, Raven?" Storm's voice sounded odd to her 'ears', "You were an Avenger?"

"Was I?" Deceit asked, her voice free of sarcasm, "I am a mercenary, Storm. I always have been. Stark Industries' generous salary, the chance to train with Captain America, governmental immunities, access to all those secrets... Being an Avenger was very lucrative."

Storm grimaced, and fired lightning again; but with her artificial senses, she missed the tightening of Mystique's eyes, and the slight twinge of sadness in her voice...

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Superman knew they were in trouble. Gambit was out of the fight, and Phoenix was quickly tiring from the strain of being Storm's link to the outside. And without Gambit's vision to balance out the view, Storm couldn't hit the broad side of the proverbial barn. I-Woman was in trouble, and he and Wolverine were only holding their own. And War was spreading his clones towards them.

With no other options apparent, Clark broke away from Famine, and charged the War clones surrounding Sue. Scattering them like bowling pins, he made room for her to retreat.

'Sue, Jean, get everyone out of here,' he ordered through the link, 'I'll keep them busy until you're out of range.'

With a telepathic nod, his fiancé scooped up Gambit and Wolverine and flew them back towards the X-Jet.

## Chapter 6

The X-Jet was already over the Atlantic when Superman caught up with them. Wolverine opened the outer hatch, and then resumed his angry pacing. I-Woman was piloting the jet, with Phoenix feeding her Storm's knowledge of the controls.

Clark let out a sigh, and Logan charged him.

"Why'd we run, bub?" Logan growled up at him. Normally Clark would have let his volatile friend vent, but this time he was in no mood.

"Why? WHY?" Clark almost shouted back, "Remy and Ororo are both disabled, and Jean was on the verge of collapse from trying to keep Storm viable. I couldn't find any way to take out Famine, and you weren't doing any better with Death. And a few more seconds, War would have taken out both you and Mrs. Richards. If I had waited any longer, we'd all be captured. Or worse."

Superman stepped away from Wolverine, so his combination sigh/exhale would not be right in Logan's face. Calmer, he continued.

"Instead we are not in bad shape," Clark explained, "No one has been turned to metal; and if we are lucky, Hank and Dr. Richards will have come up with a way to restore Pestilence's victims. We have better intel, so we can gather the rest of the team and go in with a clearer picture of our opponents."

"So," this time, Superman was neither angry nor calm, but authoritative, "You should save that rage for the Horsemen. We will be seeing them again, soon."

Wolverine grinned savagely; and with a curt nod, returned to his seat.

"Mrs. Richards," Clark addressed the Invisible Woman, "What's are ETA on the Avenger's Mansion?"

"46 minutes," she answered, "And please, call me Sue."

"Thank you," he walked over to the secondary comm panel, and punched in the Avengers connection.

"Avengers Mansion, be advised, we have wounded."

But all that met his transmission was ominous static.

## Chapter 7

Every passing minute brought them miles closer to the Avenger's base. And despite this, there continued to be nothing but static when the X-Men tried to establish contact. Thus, with each passing minute their worry grew.

It was just after noon, EST, when the modified Blackbird landed at the large mansion just outside Washington DC. As they disembarked, there was no sign that anyone was aware of their arrival. The mansion's defenses were not activated, but the door was locked; and no one appeared to admit them. His already bad mood worsened, Logan popped his claws and stepped forward. But before he could cut into the faux wood and armored glass, Clark placed his hand on his shoulder. Wolverine turned back with a snarl, and Clark shook his head.

"I'd rather not have to fight my way past the security system," he said, "Let's try a few other things, first."

Wolverine lowered his arm, and Clark turned to Jean. She had already closed her eyes.

"There is some sort of telepathic barrier around the mansion," she said, and then opened her eyes, "It feels like the Professor, but I can't get through."

"Project me," the Kryptonian said, "into the astral plane. He's more familiar with my mind."

She nodded, and wrapped her arms around him. She placed her head against his, temple to temple, cheek to cheek.

Instantly, the defiant mansion, and the tense forms of Storm and Gambit were gone. Instead, Clark Xavier stood on the bizarre landscape of the Astral Plane, the domain of pure thought. Jean was still in his arms, but the rest of the team were only ghostly shades. The sky was a million colors, swirled together, and the stone under their feet was purple and gold. And in place of the mansion was a giant dome of gleaming Adamantium.

"That's some defense, Dad," Superman commented. Phoenix disengaged, except she continued to hold onto his hand. As he looked down, he noticed his usual black X-Man uniform was gone. Instead he wore a blue unitard, with the emblem of House El in yellow and red blazed across his chest. Around his neck, Clark felt the pull of a cape.

"What's this?" he asked Jean, flourishing the red cloth trailing him. Her own costume was unchanged.

"You're not experienced enough to control your appearance," she smiled slightly, "This could be something from you unconscious. Or maybe what another you wears in an

alternate dimension." She looked him up and down suggestively, "Just be thankful you aren't naked."

Clark gave her a smoldering gaze, but then shook his head, "Now's not the time."

Superman and Phoenix approached the dome. As one they reached out and touch the smooth surface.

"Dad," Clark said, "It's Clark. Open up, we need to know what's happening. Why isn't anyone answering the 'phone'? Did something happen?"

The surface of the dome shifted and shimmered, and out of it melted the face of Charles Xavier. There were lines of strain around the 'eyes' of Professor X's 'face'. When the metallic face opened its eyes, they were flesh.

"Jean," Charles' voice was exhausted, "I am sorry I did not answer you earlier. But your psi-pattern can be more easily duplicated than Clark's."

"What is all of this, Dad?" Clark asked again, "Why isn't someone answering the comm? And why isn't anyone letting us into the mansion?"

"Because no-one can find their way to the door," the elder mutant sighed, "And even if we could, we wouldn't. Whatever took the senses of Wasp and the others is contagious. All of us are now without senses, at least for the most part."

"What do you mean?" Jean's forehead wrinkled in confusion.

"Just as Iron Man retained a small amount of hearing, Hank has retained a tiny amount of smell and touch. And Dr. Richards is able to maintain his senses by constantly reshaping his sensory organs, though I understand it is not pleasant. But still, we have quarantined the mansion."

"Unfortunately, that's unnecessary," Clark told him, "Remy and Ororo were also infected, so by now we are all exposed. And it doesn't explain this." He gestured at the Adamantium dome.

"A few hours ago, there were some odd events in the Astral Plane," Xavier explained, "I thought it best to protect us, in case it was some sort of telepathic probe."

"I noticed it too," Jean added, "In the middle of our battle, right around the time War and Pestilence decided to switch opponents..."

"Is it possible Apocalypse has some sort of telepathic ability?" Clark pondered.

"We can discuss it once you are inside," Charles instructed, "If you are infected, we should get you inside. I will see if Mr. Fantastic can make it to the door."

With that, the face melted back into the dome, and Phoenix returned her fiancé to his body.

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In order to communicate, Phoenix and Professor X brought all of the assembled heroes into the Astral Plane. Even there, Magneto and Captain America appeared metallic, but at least they were able to move and communicate, albeit slowly.

"This is bad," Tony Stark stalked around the table. Charles had created the illusion of a conference room, to prevent the chaos of the Astral Plane from interfering.

"Both the Avengers and the X-Men lost to this Apocalypse," he continued, his business suit suddenly becoming an earlier version of the Iron Man armor, "The though no-one has been killed yet, most of us are out of the fight. And it's only a matter of time until you four are insensate too."

"I doubt it," Superman countered, "My healing factor should take care of this virus..."

"It's not really a virus," Mr. Fantastic interrupted, "It has some properties of both a virus and bacterium, but is different from them also."

"Anyway," Superman grinned at the scientist's attention to detail. He guessed Reed only beat Hank by a microsecond, "I'm tough to infect, and in the past I've been resistant to Sen-dep's powers. Same applies to Wolverine. And unless I miss my guess, Invisible Woman is also protected."

Sue Richards nodded, "She couldn't get through my force field, so I've kept it up, just in case."

"And as for Phoenix," Beast started, and the two Doctors exchanged a conspiratorial glance, "We had been working on a... vaccine. It wasn't done when we were hit, but the reaction period should be complete. Since Jean isn't symptomatic yet, it might still protect her. And if it does..."

"We can provide it to the rest of the team, and effectively neutralize Pestilence," Captain America concluded.

"I'm not sure I approve of using Jean as a guinea pig," Superman frowned at the scientists.

"It's fine, Clark," the redhead took her fiancé's hand in hers, "We have to try this."

"I suggest we move quickly," Magneto said, slowly, "Before it is too late for Jean, and before the Horsemen make their next move..."

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Death had come to Xavier's Institute. And yes, he rode a pale horse. Though Death did not use his Nightmare in battle, he still had the demonic mount. It still served for intimidation and travel.

"Are you sure you can get us in, Raven?" he asked. She turned back and glared at him.

"Raven Darkholme is gone," she hissed, "I have burned to many bridges for this chance. So do **not** call me that, *Creed*."

She practically punched the last button, and the hidden doorway in the cliff slid open.

Rogue had ignored lights out, and was out of bounds. Neither infraction was out of the ordinary on its own, but together they were stretching the limits of the teen's defiance and curiosity. But that wasn't the odd part. What was truly unusual was that the generally antisocial girl wasn't alone.

Sam "Cannonball" Guthrie and Garfield "Changeling" Pike" were both a year younger than Rogue, but both had also been at Xavier's longer, and knew better the punishments they could receive. Still, both followed the attractive young woman, for obvious, teenage reasons.

"Are you sure about this?" Gar's voice cracked slightly, and he glanced around nervously.

"Quit yere whinin'," the girl snapped, "The team is gone, and the Babysitters aren't gonna catch us."

She sneered the word 'Babysitters'; it was a derogatory slang term the students used to refer to Angel and Zone, the only two mutant teachers at Xavier's who were not also X-Men. Rumor had it the only reason they were kept around was to keep the students in line when the X-Men were away.

Rogue led her two admirers past the Danger Room, onto the balcony overlooking the hanger.

"See," she proclaimed triumphantly, gesturing to the place where the X-Jet normally sat, "They aren't here."

"But," Sam pointed too, to the other open spots, where three of the X-Men's five helicopters normally were, "Some of them left yesterday."

Rogue waved this off, "Ah already knew that. Scott and Kitty were going to her sister's wedding; Bruce and Betty are lecturing at some college; and Kurt, Rahne, Robert, and

Ali were going to help clean up the Muir Island compound. It got clipped by hurricane Carlos."

"How," Changeling's green face filled with confusion and awe, "How could you know that?"

Rogue's face clouded over and she looked at her hands.

"Ah..." her confidence wavered, "Ah learned a few things. Ah... picked up some computer hacking skills."

Then she noticed they weren't paying attention to her anymore.

"You heard it too?" Gar whispered to Sam. The blond mutant nodded. Both were staring at the maintenance fall that lead to the cliffs outside.

"Death!" Deceit's voice was a sharp whisper, "Do you want to give us away?"

"Relax," Death's voice was a smooth purr, and by no means quiet, "The X-Men aren't here."

"Idiot," she hissed quietly, "Only half the team was there. What if the rest are here?"

"They wouldn't have brought only half the team," he growled, his good humor vanishing, "not after we beat the Avengers. The rest of the X-Men are either not available, or in no shape to fight. Either way, this will be easy."

The Horsemen emerged into the hanger, only to find three students staring at them.

"Ma?" Rogue gasped, at the same instant as Gar croaked, "Mom?" After a half a second, Deceit looked more surprised then both of them together.

"You two," she stuttered, "Both here?"

But Cannonball was the first to move. He flew at the wall at supersonic speed, and his impact triggered the alarms. Death started towards him with a snarl, but Deceit's arm snaked out and grabbed him.

"We can't stay! Do you want to fight dozens of mutant students and the automated defenses? Even we aren't that strong. We have to escape before we are trapped."

He glared back at her, his face darkened with suspicion. Then his head snapped in a nod, and he grunted "Fine." As one, they turned back and disappeared down the hall. Both Rogue and Changeling started to chase after them, but Cannonball blasted in front of the pair.

"Are you both nuts?" he shouted, "That's Mystique and Sabertooth!"

As his words sank in, so did their own, and each turned to stare at the other...

Rogue and Changeling were still staring at each other thirty seconds later, when Nightcrawler, Sunspot, and Wolfsbane appeared with a loud BAMF! For a second Kurt appeared ready to pass out, but then he saw the three students, and pulled himself together.

"You three," Robert De'Costa was already stalking towards them, glaring, "What are you doing here? And at this time of night?"

"Never mind that" Rogue pointed down the exit passage, "Mystique and Sabertooth were here!"

Kurt looked dubious, and Robert looking ready to explode; but Rahne tested the air, and before she had taken her third sniff, she shifted into her hybrid form.

"It's true," the Scottish mutant growled, "They were here not more than a minute ago."

"I'll stay with the children," Nightcrawler instructed, "You two check it out. And be careful."

After they were alone, Wagner turned back to the students.

"Now, vat are you three doing down here?" Nightcrawler asked, much more calmly than Sunspot, "Rogue, you've been warned..."

"It's not her fault," Cannonball blurted out.

"Oh?" Nightcrawler didn't sound convinced.

"YEAH," Changeling shouted, after Guthrie elbowed him in the side, "We heard Rogue had snuck down here before, and we umm..."

"Talked her into showing us the X-Jet," Cannonball finished.

"Never the less..." Kurt's attempt at discipline was cut off as Sunspot and Wolfsbane returned.

"They were already gone," Rahne informed him, shifting back to her human form.

"But Creed left his calling card," Sunspot added, "Some huge claw marks in the wall."

"I did not think he could cut metal," Nightcrawler mused. But before he could continue on that line of thought, Sunspot had wheeled back to the three students.

"As for you," he started...

-----

300 some miles away, Deceit and Death were crossing the Atlantic Ocean, when the world was suddenly sucked away. Instead, they were standing in the temple of Apocalypse, facing their irate master.

"You have failed me," the villain's voice was even, but there was a very threatening undercurrent.

"We had no choice, master," Deceit dropped to her knees, speaking loudly into the ground, "That child set off the alarm. If we had stayed, we might have been killed, or worse, captured. With the alarms active, there would have been the defenses, as well as whoever might have been at home."

"So it was prudence, not cowardice?" Apocalypse's voice was not accusing, he sounded honestly curious.

"Of course," Deceit answered. Death snorted. Apocalypse eyed his second, and then grinned openly.

"Then it was good you were there, Deceit," his evil voice sounded amused, "As Death knows neither fear nor caution. And were he captured, it might prove our undoing."

Deceit said nothing, so Apocalypse continued, "Return home. Now that they know of our interest, we will need a new plan."

He gestured, and Deceit's mind was thrown out of the pocket in the Astral plane, back to her own body.

"Now," the ancient mutant turned his gaze to Death, "What is your interpretation?"

"Two of those kids seemed to think Raven is their mother," Creed growled, "And she hesitated. For a second, I thought she might break your control."

Apocalypse's eyes flared with a red fire, but he did not unleash his fury. He took a ragged breath, and nodded.

"I must unfortunately agree. That is why I pretended to accept her lies; to punish her might loosen my grip. I cannot afford to lose her. Not yet."

"So why did you want that Cerebro gizmo, anyway?" Death asked, apparently unafraid of his master.

"Cerebro increases the range and power of Charles Xavier's telepathy. It also allows him to detect mutants, an ability outside his normal powers. As you know, I require close, eye to eye contact to enhance and enslave a person."

"And you think that with Cerebro, you might be able to change that." Creed's wicked grin sent silver flashes across the 'room'.

"A simplification," Apocalypse smirked, slightly, "But basically correct."

"So we're gonna try again." Creed stepped away from the wall, his eyes full a sadistic delight.

"Oh yes..."

-----

Rogue, Changeling, and Cannonball sat in the War Room, quietly awaiting their doom. At first, they had been hopeful. Nightcrawler and Dazzler were both known to be soft on punishments. And Wolfsbane refused to discipline the students, saying it wasn't her place. Sunspot would always rant and rave, but ultimately let the kids off easy; he seemed to feel guilty for yelling at them. They four X-Men had brought them to the War Room to discuss what had happened, and what would be done with them. The trio had wisely said nothing, and tried to look ashamed; even though they were all anxious to get back and gloat.

And then Cyclops entered the room, and their hearts collapsed. Scott Summers was a stickler for the rules; and was unlikely to be swayed by the 'trauma' they had suffered, or any types of apologies, tears, or pleading. They would be lucky to see the light of day before their graduation.

But Cyclops had looked only briefly looked at them before pulling the rest of the team into the hall. As the door slid shut, Gar looked ready to cry.

"Oh, we are sooooo dead," he whined, "He wouldn't even talk in front of us. Maybe he wants to kick us out."

"Ah doubt it," Rogue calmly sank into Gambit's chair, "The Xaviers would never stand for that. More likely they don't want us to hear why the rest of the team is gone, and why Ma... Mystique and Sabertooth broke in." Then she jumped to her feet and padded over to the door, straining to listen.

-----

"So you don't know why we were recalled either?" Katherine Pride, a.k.a. Kitty, a.k.a. Shadowcat was obviously upset.

"Nein," Nightcrawler shook his head, "Just that daer was an emergency call from the Avengers. But it must have something to do with my mutter's presence here earlier."

"But why would Mystique break in?" Cyclops pondered out loud, "And why would she be with Sabertooth?"

"What the heck is going on?" Sunspot snapped, punching the wall, "Where is everyone, and why aren't they answering?"

-----

Superman's body was flying the X-Jet back to Westchester, but his mind was literally somewhere else. Thanks to a little telepathic musical chairs, Ororo was using Clark's body, while his mind waited with Jean in the Astral Plane. Next to Cyclops, Storm was their best pilot, and access to Superman's senses prevented her from feeling claustrophobic. And Clark was able to share his strength with his lover, while they waited to see if the vaccine would work...

-----

Cyclops had just finished wringing every detail of the evening's adventure out of the trio. Changeling and Cannonball looked exhausted, but Rogue maintained a defiant gaze.

"you have to admire her," Wolfsbane whispered to Nightcrawler and Dazzler, 'i doubt i could still stare down Cyclops like that.'

"Now," Cyclops started again, "As for your punishment, I think no more trips to town is a good start..."

He trailed off as Cerebra's soft voice announced, "XK-77 landing sequence engaged. Clear the external bay and hanger areas."

"Finally," Kitty sighed, "Come on, Scott." She grabbed her lover's arm and pulled him through the wall. Sunspot triggered the door, and the rest of the X-Men followed.

"I think you should wait here," Kurt advised as he left. Gar nodded, but neither Sam nor Rogue responded.

"1... 2... 3..." Rogue began counting as soon as the door slid shut.

"What are you doing?" Cannonball asked angrily, but she ignored him.

"29... 30..." After carefully counting off thirty seconds, the rebellious young woman stood, and tiptoed towards the door.

"What are you doing?" Changeling echoed, "Nightcrawler told us to stay here."

"No, he didn't," she twanged spritely, "He said he thought we should wait here. That's not an order. And Ah did wait."

She hit the door button, and quietly headed for the hanger. At the end of the hall, she paused to see if the boys would follow her again. To her slight dismay, they didn't.

"wimps," she dismissed them under her breath. Hearing voices again, she picked up her pace.

-----

"You look like hell, Clark," Scott stated as he stepped onto the tarmac. And he meant it. The only time the 'Man of Steel' had ever looked worse was after his near death encounter with the Skrull Planet Killer. Clark's eyes were sunken and shadowed, and his uniform was partially shredded across his upper left side.

"What happened?" Dazzler's voice was concerned.

"I'll explain on the way," he told them, "Scott, you'll have to fly."

Their faces filled with confusion, and both Wagner and De Costa began to question him.

"On the way," Clark reiterated, "Time is not with us, and we have a stop to make." He paused, and looked around deliberately.

"Bruce and Betty aren't back?"

"Nein," Kurt answered, "Ve have not seen them, and number 4 is still out."

Clark sighed deeply, "He must have his comm off. And Husk?"

"Traveling by bus. She won't be back for at least eight hours.

"And we can't wait for them," Clark stepped away from the hatch, and finished, "While you prep the jet, I'm going to grab another costume."

Clark walked at normal, human speed to the locker room, and the others boarded the plane, leaving it open for him. Thus, none of them noticed a slim shadow slip aboard.

-----

"What a revoltin' development," Ben Grimm snarled. Johnny Storm dropped his head and sighed. The Thing said that so much, it was almost clichéd.

"Superman shows up," Ben rewound the tape again, "And then Reed and Sue take off without so much as a note.

"Ben, they can take care of themselves," the Human Torch hated being forced to stay calm and rational; it didn't fit him at all. But with Thing the way he was, he didn't have a choice, "Dr. McCoy probably just had some astounding discovery to show Reed."

"And you think Sue would go along?" Grimm's big orange finger poked a bigger hole in that theory.

"Hmm, girl's night with the X-Babes, or sitting here alone," Johnny countered, pretending to be honestly pondering it.

"Yeah, maybe," Grimm conceded, "But that still doesn't explain why Supes used the emergency buzzer. He's too... not you... to be irresponsible like that."

The Torch blushed, and sighed again. He'd never live down giving Giselle the emergency code. Even if she had used it for a legitimate emergency... But he was saved from another trip down memory lane as the alarms went off.

"Now what?" Johnny blazed over to the control panel. Neither was overly surprised to see the X-Jet landing on 4 Plaza's rooftop helipad. A few seconds later, they barred Superman's path into the building.

"Alright, X-Man," Thing poked Superman in the chest, "What'd ya do with Reed and Susie!"

Superman had to take a deep breath to avoid 'removing' the Thing's hand from him.

"They asked me to come get you. I'll tell you what I can on the way," Clark answered slowly and carefully.

Without another word, he turned and returned to the jet. The Human Torch shrugged, and the two remaining members of the Fantastic Four followed him.

-----

"Hmm," Spiderman mused, putting one last loop of webbing around Bullseye, "The X-Men's jet leaving the Fantastic Four's HQ. That's somethin' you don't see every day.... Sorry."

The web-slinger apologized to his companion; but Daredevil had stopped beating Shocker, and was 'watching' the plane fly away.

"I wonder what's up," Spidey continued. Then his mind flashed to home, where a hot pad was waiting for his battered ribs, and a hotter redhead was waiting for his battered soul. As his fist landed in the face of Vulture, knocking out the last member of the New Sinister Six (or was it the New New Sinister Six? He had lost track...), he exclaimed, "Oh, never mind."

"See you around, horn-head," he shouted as he webbed back toward Brooklyn. Daredevil grinned ever so slightly, and began his own path home.

## Chapter 8

Even as Death and Deceit failed their mission, the other three Horsemen were set to their own task. They had been sent to New York, where Pestilence would lead them into the sewers.

"You are sure he's down here," War grimaced as he looked down at the muck around his ankles.

"Oh yes," Pestilence shivered, "There is an area of the sewers... Everyone who survives down here knows not to go there. I could kill Deceit for suggesting this."

Based on Mystique knowledge of the Avenger's files, Apocalypse had chosen this mass murderer to join his growing army.

*"But what about the 'Four Horsemen'?" Famine had asked.*

*"That is a flatscan legend," Apocalypse had answered, "The only reason I limited myself to four generals, was because they were the only beings worthy of enhancement. Now, there seem to be many who are worthy; and some of your are worth an entire army alone."*

"I met him once," she shivered again, "He was wandering far a field. I was at the edge of the Morlock's territory. I tried to shut off his senses, but I only dulled him. But I got lucky. My ability amused him, so he let me go."

She lapsed into silence, and they trudged slowly through the ick. After perhaps a mile, Pestilence stopped before a tunnel that looked more like a natural cave than a sewer tunnel. Though it was dry, it was also unlit, meaning they would shortly be in total darkness. Famine and War donned triangular green glasses to compensate for their inferior vision. And once they had prepared, Pestilence lead them into the den of the beast.

Time seemed to flow differently in the dark and echoing chasm. It could have been seconds or days since the Horseman had left the man-made tunnel. Finally, she signaled for them to stop. In their odd green vision, the boys could see... see something shaped almost like a man, but with what appeared to be fingers, or short tendrils sprouting all up and down his arms and shoulders.

"You are either brave AND stupid, or crazier then I am," the creature spoke. Its voice was high pitched, and twittering with insanity, "and either way I am intrigued. Why have you sought me out?"

"Our master would have you," Famine rumbled. Pestilence shot him a silencing look.

"I'm not sure I swing that way," the villain cackled, "Unless the remade Morlock here is your master."

Pestilence started, she had not thought he would remember her. But before they could answer, the lunatic continued.

"Yes, little sight-stealer," he purred, "I remember you, and can tell you have been made stronger. And that is the reason I don't kill you for Rust Boy's rudeness. I'm guessing this offer will include making me stronger, too."

He leaned forward, tapping his clawed fingers together.

"If your boss can make me strong enough to overcome the Spider, we might just be able to work something out. So, please, SIT!"

A high, keening laughter filled the chamber, and the Horseman sat in obvious unease...

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The young woman walked home, alone. She had gone to the mall with her friends, but they had decided to go into a certain store. As she had stood by the entrance, watching them, the manager had stepped forward and caught her eye. She knew she was banned from this store. She had caused some damage, though it hadn't been her fault. A loud scream had made her lose control of her mutant power, and she had destroyed a few thousand dollars worth of merchandise. The owner had agreed not to prosecute her, if she never entered the shop again.

"It sucks, doesn't it?" a quiet voice snapped her out of her reverie, "Losing control."

She stopped, just before bumping into the young man who had startled her. She paused to study him. He was tall, and skinny, but the t-shirt he wore showed arms that were chiseled. And though he was around her age, he had an aura of confidence, and danger. He was oddly compelling.

"Um, what?" she stammered.

War smiled down at the young woman. After their success in New York, Famine and Pestilence had escorted their newest 'recruit' back to Egypt. But War was given one more task. One more, like himself, to bolster their ranks. And the girl was attractive, making the job much more enticing.

"I said, 'It sucks'," War answered with what he hoped was a gentle smile, "Losing control of your powers, having to deal with the hang-ups of flat-scans."

"Yeah..." she smiled back, she paused again, puzzled, "Umm, what's a flat-scan?"

"A norm, a blip, or if you are into that, a 'Muggle'," Madrox elaborated with a grin, "You know, Homo Sapiens Standard... a non-mutant."

"But," she blushed and drew back, "I'm not a mutant. I'm just..." She trailed off, unsure how he knew, or how she could deny it.

"Oh," his voice became a touch harsh, "Then how did you blow up that store last week? Or that cheerleader's locker last month?"

She started to back away, and War forced himself to relax and smile again.

"But it's no crisis," he added, and then split into two, finishing in stereo, "I'm aa mmuttaannt ttoooo."

She froze, gaping at him, so he merged back together.

"Whoa," she whispered, then louder, "How?"

"Like I said, I'm a mutant. But I was shown how to control my powers."

"What, like the X-Men?" she asked, bitter, but a touch hopeful.

"Kinda," War forced himself to stay neutral, "But they have to go through normal school, too. The guys I'm with just worry about a person's special talents."

"And you think they could help me?" she took the bait, and War started to reel her in.

"Probably," he took out a business card and gave it to her, "I used to split whenever I was stressed out, but now it only happens when I want it too. You should give him a call tomorrow... unless you have some time now?"

The girl hesitated, and checked her watch. Her guardians thought she'd be at the mall for a few more hours, so that wasn't a problem. But was she really going to just follow some strange mutant she had just met? She glanced down at the card again; the address was close by, and in a good neighborhood. And she could take care of herself, right? After all, that was the problem; she kept breaking things by accident, and sometimes, on some level, by purpose.

"Ok," she agreed slowly, "But nothing funny. You know what I can do, if I have to."

"Of course," he placed a hand on her shoulder, and led her away...

## Chapter 9

Sue Storm Richards was waiting outside when the X-jet landed. Ben and Johnny hurried down the ramp to make sure she was ok. As Superman followed, his enhanced senses told him the Invisible Woman no longer had her low power shield active.

"I take it the serum worked on you too, Sue," Superman inwardly winced at his inadvertent rhyming.

"Yes," she answered, opening the door with the passkey Jarvis had given her, "Jean stayed inside to help them find a full cure."

As they entered the mansion, Clark 'felt' Sue surround them with a protective bubble.

"Don't want them to get infected," he commented/asked, quietly.

"No," she responded *sotto voce*, "Just in case."

"And where is Jean?" Scott asked suddenly.

"She's acting as Reed and Hank's eyes and hands," I-Woman answered, "They are hoping to adapt the vaccine into a full fledged cure."

"In that case, maybe she should stay here," Clark suggested.

'You aren't leaving me behind,' Jean's voice echoed in their skulls.

"Or not," he smiled ruefully. Kitty giggled at him, and De Costa gestured to indicate Clark was 'whipped'. That made both Kurt and Johnny chuckle. But the mirth fell away as they entered the medical bay, and saw the Avengers and other X-Men, insensate. All except Wolverine, who was on a medical table, undergoing some sort of analysis; and Phoenix, who was performing said analysis, with Beast and Mr. Fantastic each resting a hand on one of her shoulders.

"Great," Logan growled, sitting up and ripping probes off his chest and arms, "Now we can go."

"First, everyone needs their shots," Beast's voice sounded oddly hollow.

"And perhaps we should make sure everyone is filled in," Professor X added, "and that this time we have an adequate plan..."

"Fine, whatever," Wolverine growled as they were taken to the Astral Plane for one more conference.

## Chapter 10

Though the fading September had cooled the United States, the Egyptian desert was still sweltering. Cyclops piloted the X-Jet slowly over the sands, as Superman scanned for the structure he had seen before their last battle. As they crested another unassuming bluff, an energy bolt struck the plane. For a split second, the jet seemed to stall, and dropped almost 100 feet; but Scott managed to pull them back up.

"Forward shield down 38 percent," Nightcrawler reported, "And the impact was enough to damage the armor through the shield."

"There!" Superman pointed as another shot streaked towards them. Cyclops subtly diverted the jet, and the attack barely missed them.

"Dazzler," Scott barked at his copilot, "Return fire!"

"How?" she snapped back, "I can't even see what's shooting at us."

"I'll do it," Clark offered, drawing looks of surprise from his fellow X-Men. Superman generally avoided piloting or gunning, as he was more comfortable and effective using his own powers outside the jet.

"Alright," Cyke agreed after a second, and then instructed, "Kurt, drop the stealth field. It's obviously not helping, and we can use the power for the shields."

"Incoming," Superman warned again, and this time Cyclops dodged with ease. After Scott fixed their course, Clark opened fire. Though he could not see the source of the attacks either, he could track them further and quicker. His first shot hit the desert sands, but his second and third shots hit some sort of energy field; and he focused his efforts on that area.

With Cyclops' deft piloting and Superman's accurate gunnery, they quickly dropped the protective barrier of their target, revealing a partially buried temple. Finally able to see his targets, Superman took out the automatic guns with five bursts.

"Ready for deployment," Scott ordered, directing the fighter towards the descending entrance. Ben muttered something about leaving the military to stop taking orders, but everyone else just focused on the upcoming battle. Including an individual who was not supposed to be there...

-----

After the shelling they had taken on their way in, the heroes were surprised that they were not attacked on exiting the jet. Instead, the air was empty, and heavy; and the doorway stood open at the end of the descending stair. Even though it was obviously a trap, this was why they had come, and so the two teams charged into the temple. And a single

quiet shadow followed behind, entering just before the doors slammed shut, and managing to stay out of sight.

Inside the dimly lit antechamber, the Horsemen were waiting for them. Death was tracing out the ancient carvings in the walls, looking totally bored. Pestilence was pacing, and War was watching her with a mix of lust and apprehension. Famine stood like a statue, and did not even react to the X-Men and the Fantastic 4. And Deceit sat in a corner half concealed by the shadows at the edge of the room.

"It's about time," Death growled.

"Indeed," Apocalypse's voice echoed through the room, "We had begun to think you had lost your nerve.

"Huh," the Thing grunted, "You're hidin' from us, and we lost *our* nerve?"

"A simple ploy," the mastermind countered, "But why not?"

The blue-skinned giant shimmered into view, and appraised them. With blatant annoyance, Human Torch fired a lance of flame at Apocalypse; but the attack passed right through him.

"You think I am foolish enough to risk myself this early in the game?" he purred.

"So you are hiding!" Sunspot snapped.

"No," the hologram's eyes narrowed in anger, "I am waiting. If you can get past my warriors, I will be happy to face you."

"11 on five doesn't seem that hard," Cyclops' hand moved to his visor.

"Then what about 11 on 8? And on my terms?"

As the ancient mutant said that, the room began to rumble, and with dangerous speed, new walls split out of the walls and floor and ceiling, separating the heroes into smaller groups.

-----

Along with Cyclops, Dazzler, and Sunspot, Wolverine found he was trapped with Death. With a silent glare, he dove at his old enemy, only to slam into the wall.

"Oops," Creed snickered, "Looks like you don't get to fight me quite yet, runt. Maybe if you live long enough, you'll get another *stab* at me."

With a sly wink, the hologram disappeared, and another door slid open.

-----  
Phoenix was stunned that as the walls closed, her telepathic connections to the others were cut off; except for with Wolfsbane, who was in the small room with her. Her permanent link to Clark also remained, though it was dulled.

Clark could also sense his love. He could tell she was surprised, and a little worried. His eyes narrowed as he scanned the wall with his X-Ray vision; but there was some sort of energy field in the walls. He briefly considered breaking through the wall, but decided the risk was too great. So he would just play Apocalypse's game. Another pathway revealed itself, and Superman moved forward. Focused on what was ahead, and his senses disrupted slightly by the energy flowing around him, the Kryptonian failed to notice he was not alone.

-----  
The Invisible Woman, the Human Torch, and the Thing took some small solace that they were at least together. Of course that was grossly overshadowed by the fact that they had been separated from their allies, and were trapped in Apocalypse's lair facing unknown perils.

"Now what?" Torch asked, holding up a burning hand to dispel the darkness.

"I guess we move forward," I-Woman's answer was carefully balanced in between being a suggestion and an order. With a nod, Thing took point. But just as he passed out of the room into the passage, a noise stopped him. It was a high-pitched, and deeply disturbing laugh.

"Come on, it's a New York reunion," the voice cackled, "That's amusing, Pesty."

-----  
Nightcrawler reappeared right next to the ceiling. He latched onto the wall, and then 'ported back to the floor. Shadowcat grimaced as she thrust her arm into the wall, only to have it stopped.

"For two of the most mobile mutants in the world," Shadowcat pouted, "he sure stopped us easy enough."

"You didn't think Apocalypse would divide us if he didn't have a way to keep us separate," Nightcrawler pointed out.

"So what do you think he has in store for us?" she asked.

"Let us find out."

-----

Superman strode forward with false confidence. He was slightly anxious for himself, and what he might be facing. But he was more worried about what awaited his friends. But it was better not to let the Horsemen or their leader see that.

"Someone seems awfully sure ov heemself," Famine chided as Superman entered the moderately sized chamber. Clark noticed right away that the Horseman was without his Nightmare mount, and his suspicion grew.

"Well, we'll just have to take him down a few notches," Death growled, flanking the last son of Krypton.

"I don't know," Superman shrugged with an even grin, "Your boss must think it will take both of you, so my confidence can't be that unfounded."

"He's forgetting something," Creed licked his fangs in anticipation.

"And that would be?" the younger Xavier struggled to keep his voice arrogant.

"Mystique knew how to break you," the big Russian seemed almost excited, "And now ve oll know."

Superman almost tripped as a sudden wave of pain and weakness swept over him. He glanced back, to see Sabertooth opening his right hand to reveal a moderately sized chunk of Kryptonite...

-----

Phoenix shuddered and froze at her fiancé's sudden ache.

"Jean, what is it," Wolfsbane stopped and looked back at her sempai.

"Nothing," she lied, "Just whoever's fighting Superman got in a lucky shot."

Inwardly she tried to understand what she was receiving. It different from the usual sorts of attacks he suffered, and yet there was something familiar about it.

"Well," Rahne didn't seem to be buying it, "If we aren't going to try to go back, we'd better keep moving."

Phoenix nodded and resumed walking, still trying to remember this feeling.

-----

"Meltdown?" Kitty exclaimed in surprise when she saw who faced them, "Tabitha is that you?"

Wearing the garb of the Horsemen was an old friend. Tabitha 'Meltdown' Smith had briefly gone to school at Xavier's when she was sixteen. She had developed a close friendship with Iceman; but when she had tried to turn their relationship romantic, he had rebuffed her, in part because of their age difference. Soon after, she left Xavier's, claiming she wanted to pursue a more 'normal' life. It was not to be, however. Not quite 2 years later, Tabitha, now 18, was recruited for the assault on the Skrull battleships. She took the chance to reunite with Bobby, only to witness his brutal death. The trauma left her unable to control her powers, but she rejected an offer to return to Xavier's Institute.

But the slender blonde's face held no welcome for her old friends. Instead, the odd glow around her accentuated her snarl.

"No," she said flatly, "I'm not that love-struck weakling. I am the incarnation of Destruction."

-----

"Well, well, well," Carnage purred, "If it isn't the Fantastic Four, minus one. Would that make you the Terrific Trio?"

"I think that one is already copyrighted," Pestilence looked and sounded like she would rather kill her ally than her adversaries.

"Then let's just make Mr. Fantastic the Superior Single," Cassidy twittered, his fingers transforming into axes.

-----

"Dazzler and I will clear a path," Cyclops instructed looking at the thousands of War clones filling the giant room, "Wolverine and Sunspot, you have to try and take out the original."

"Easier said that done," Wolverine commented as he extended his claws, "Which one is the original?"

"And will it even matter?" Dazzler wondered.

"It better," Summers stated, "Otherwise we'll have to take them all out."

-----

Wolfsbane growled as she danced around Deceit's knife bladed arm. She stabbed back, but the slippery metamorph easily avoided.

"I could use some help, Phoenix," she grunted after Deceit scored a knee to her ribs.

"I'm trying," Jean's face was covered in a slight sheen, "But her mind is as flexible as her body."

In the Astral plane, the telepath was trying to gain access to the former Avenger's mind. But it was like a trying to catch the proverbial greased pig. To loose, and she just squirmed free; to firm, and Deceit shot out from her 'fingers'. Phoenix tried to set up a net, but Raven's mind took the form of a snake, and she slithered right through the mesh. Jean then tried to stop her with a quagmire, but the shapeshifter became a bird and flew over it.

"Hold still," the redheaded X-Woman whispered.

-----

"Not so tough now, are you?" Death mocked as he kicked Superman into the wall. Clark pulled himself to his feet, and tried to burn Creed's hand so he'd drop the Kryptonite. But Death just watched in amusement as the flesh charred, revealing his Adamantium bones. And before he lost too much muscle to maintain his grip, Famine slammed into the X-Man, knocking his gaze away. By the time Clark could focus his eyes again, Death's hand was whole and unscarred.

"Dis ees almost boring," Famine grunted, "Let's just finish this."

"Fine," Death pouted. He strode over to the fallen hero, and lifted him into a bear hug. Crushing the breath from Superman's lungs, the feral mutant dug his claws into his quarry's arms to prevent any escape. He turned back towards Famine, who grabbed Superman's arm. Between the twin pains of Kryptonite and the metal change, Superman nearly lost conscious. He lacked even the strength to stand, and Death was the only thing holding him up.

"Jean, I'm sorry," Clark groaned, as he lost consciousness...

-----

Destruction flicked her hands forward, and a dozen explosive spheres sailed across the room. Nightcrawler grabbed Shadowcat, and 'ported away from the doom hurtling at them. When they reappeared, Destruction was pirouetting, spreading her boomers around the room. Kitty phased them just in time to avoid a very messy ending.

"Tabitha, stop this," Shadowcat pleaded, "We're your friends."

"Friends," Destruction's voice was oddly dispassionate, "You never wrote or called after I left. And you all let Bobby die."

"You said you wanted nothing to do with us," Kurt shouted back, 'jumping' again to avoid another barrage.

"You still could have tried!" she sounded more affected that time.

"Bobby was our friend, too," Kitty was on the verge of tears, "And he wasn't the only one. We all lost friends or family."

"YOU DIDN'T SEE HIS HEAD BLOWN OFF!" With that explosion, she hurtled her weapons with furious abandon. The X-Men had to use all their skills and combined their powers to stay alive.

"Thees is bad," 'Crawler whispered after the outburst slowed, "Ve vill have to fight her. Reason is not vorking, and she is too powerful for us to avoid forever."

Shadowcat nodded sadly.

"All right," he continued, "Get her attention, and I'll knock her out."

"Tabitha," Kitty imitated Cyclops, "Stand down. That's an order." Destruction's eyes boggled, and then her face hardened.

"How DARE YOU!?!?" the Horseman screamed in raw fury. She created a single, giant explosive in both of her hands, and charged Shadowcat. Before she reached the X-Woman, Kurt teleported behind Destruction, and reached out to grab her shoulders. But as his hands connected, matching explosions threw the German mutant back into the wall.

"Oops," Destruction stopped, and turned towards Nightcrawler with a coy smile, "Did I forget to mention that? Thanks to Lord Apocalypse, I am able to keep a constant layer of boomers over my whole body. So touching me is a bad idea," Her grin turned more feral, and mocking, "But nice try."

-----

BRAKT! Cyclops optic beam blasted a path through the army of War. Unfortunately, the opening was short lived as more clones rushed in to fill the void. Still, he kept up his assault, as if determined to see if he would wear out before War did.

All the noise gave Dazzler plenty of energy to keep up her own constant barrage. Lasers flashed from her fingers, burning through any enemy foolish enough to close in on her. The rest of her light attacks kept War from flanking Sunspot, while also feeding the solar powered mutant's abilities.

Wolverine's claws were dripping with the gore of dozens of Wars. Though his uniform had some tears, War had yet to score a decent hit. With Cyclops' attacks helping, Logan was slowly making his way towards the War who was barking orders at the others.

Then War used a human shield tactic to get within melee range of Dazzler. Thanks to Wolverine's training, Alison was more skilled than Madrox; but War had numbers and artificially enhanced strength. Dazzler took a fist to the right temple, and crumpled. Cyclops shifted his aim and prevented the Horseman from finishing his teammate; but the X-Men were still down a combatant...

-----

Pestilence extended her energy field. Though she could no longer infect them, the vaccine did not protect them from her original, line-of-sight insensate power.

As she shut off their senses, each member of the Fantastic Four reacted differently. The Thing began to slowly, drunkenly back off. Human Torch froze, but the fiery aura around him became brighter, hotter, and larger. And, much to Pestilence's dismay, I-Woman continued to move as if she were unaffected.

Carnage swung his arms forward, and fired a baker's dozen red spikes at the Fantastic Trio. Two struck Grimm, but bounced off with no effect. Three would have struck the Torch, but were burned to ash first. The remainder traveled the width of the room, unobstructed. In response, a giant invisible fist slammed the crimson killer into the wall. Cassidy stood back up with a growl, and shot off more than twenty, larger, barbed shards. This round, 5 struck Thing; four created small puffs of orange sand, while the fifth stuck. Three of the four that threatened Johnny incinerated again; but the fourth lasted long enough to graze his arm. And again, none seemed to hit Sue.

"Where is she?" Carnage shrieked, partly in rage, partly at Pestilence.

"She keeps moving," Pestilence answered, pointing, "Her shield stops my powers."

"What then?" Cassidy cackled, finding the mutant's shortcoming amusing.

"Ignore her," Greyson said, "I doubt she can hurt you, or hit me. And if we finish her teammates, she'll have nothing to hid behind."

Carnage grinned widely, and turned towards the Thing. But before they could try their plan, the Torch acted.

"SUE, BEN," he shouted, "IF EITHER OF YOU CAN HEAR ME, YOU TWO SHOULD SHEILD EACH OTHER. I'M GOING TO NOVA!"

"Oh frell," Pestilence dived towards Carnage as fire began to pulse outwards.

-----  
"Ha, you think you're going to die?" Creed snickered, "Guess again. Famine will simply change you back, and Apocalypse will make you his slave."

"Git your paws offa him," a voice proclaimed as a shadow detached itself from the wall and slammed into Death. Creed snarled down at Rogue, and removed one of his claws from Superman to swipe at the teen. She countered by grabbing the offered arm, and perfectly executing the shoulder throw Wolverine had shown her not a week before. Clark grimaced slightly as Death's nails were torn free of his bicep, but felt better as the Kryptonite flew away with the vicious Horseman. Creed hit the wall with a gross crunch, a noise that would have signaled the death of most humans. But with Sabertooth, it meant only a temporary loss of consciousness.

"Let him go," Rogue punched Famine; but she was naturally more injured than he was. The Russian ignored her, and continued to focus on completely transforming Superman.

"Fine," the Southern mutant huffed, taking off her gloves. She stretched out her right hand, and clamped onto Famine's uncovered forearm. Instantly she let out a pained cry, and her hand began to change to steel.

"Silly girrrrrAAAAAAHHHHH," Rasputin's admonishment turned into an anguished scream. He let go of Superman, and turned to look at Rogue. Clark noticed that the power-thief's left hand was also changing to metal. As the curse slowly passed her wrists, the younger Xavier noted that the fingers of her left hand were still moving, but her right hand seemed locked. Then a rasping sound drew Clark's attention.

"Rouge," Superman gasped weakly, "Look out."

"Bad move, frail," Death growled, stabbing his claws through Rogue's heart. So powerful was the thrust, that the tips of his Adamantium nails exited her breast and shirt, gleaming with her blood. The girl's only reaction was a slight shudder. Creed's reaction, however, was to let out a primal howl.

"Wha... what are you doing to me!?!?" the villain asked as he dropped to his knees. He let out another shriek, and tears of pain rolled down his cheeks. It was then Clark noticed why Victor Creed was in such pain. The Adamantium covering his nails was retracting, as if being sucked back into his body. Or perhaps not his body, as Rogue began to change in a third place. Where Death's skin/nails were touching Rogue, her skin became a gleaming metal, lighter in color than the metal on her hands. Superman tried, and failed, to stand, as his student transformed. As the three metal points spread, the change from Rogue's heart and left hand naturally met. For an instant, they seemed the struggle against one another, and then the lighter metal won, and began to spread back down her arm.

By this point, Death was weeping openly, and the X-Man noticed there was no more Adamantium visible on the Horseman's teeth, claw, or blades. With much more effort than normal, he was able to use his x-ray vision to watch the last bit of metal leave Sabertooth's body. At that point, Rouge, seemingly on instinct, kicked Creed away. As his claws pulled out of her body, the wounds instantly closed up.

When the Adamantium change from her body met the steel change traveling up her right arm, the silvery metal won again; and as it spread back down her arm, she regained her mobility. And after a dozen minutes that felt like an hour, Rouge's transformation was complete, and she released Colossus. As Famine crumpled, he reverted to his flesh and bone form.

Rouge seemed to suddenly awaken. She shook her head, and looked down at her new composition. Then she noticed the chunk of Kryptonite, still resting by Sabertooth. The Southern mutant grabbed the offensive stone, and threw it sidearm down the hall the heroes had entered through.

"Superman, you OK?" she asked. She reached out to help him up, and without thinking he took her ungloved hand. After he realized what he had done, Clark quickly let go.

"Umm, sorry," she blushed, but he just gave her a confused look. He reached out and touched her hand again, and this time didn't let go. And nothing happened.

"It looks like that form inhibits your normal powers," he mused, and then with a concerned look, added, "Are you OK?"

"I'm fine," she said thoughtfully, "A little tired, but fine." As she finished, she passed out. Superman checked her pulse, and breathing; but she was just asleep.

Clark sighed, and pulled himself up. He walked over to the exit door. He triggered the touchpad, and nothing happened. So he dragged himself over to Peter, carried the Horseman back to the portal. Superman used Famine's hand, and this time the computer answered.

"Voice print required."

Superman sighed again, and his face screwed up in concentration.

"Open the stupid door," the voice that left Clark's throat was that of Piotr Rasputin. As the door slid open, Clark had another idea.

"Set lighting to solar radiation, and increase amplitude by 5000 percent," he ordered as Famine again. For a few seconds the room was flooded by bright sunlight. Superman cracked his neck as his strength started to return. But the healing was short lived.

"Valiant effort," Apocalypse's voice echoed through the room, as the lights returned to normal, "But I can't have you using my own citadel against me. And you might want to keep moving, if you want to help your friends. After all, you haven't reached me yet."

Superman frowned at that statement. He glanced back at Rouge, but between her current form and her powers, there was nothing Famine or Death could do to hurt her. So he continued deeper into the temple.

-----

After a few minutes, Superman was lost; and this was no small feat. The pathway did not branch, but it turned and twisted to such a degree Clark was unaware if he was still under Egypt, or on his way back to New York. Eventually he passed through another doorway, which sealed behind him. He peered around the room, but even his vision could not pierce the unnatural darkness.

"Well, well, well," a deep gravelly voice issued from the shadows, "I kinda knew you'd be the first to get here."

The Kryptonian faced the direction of the Horseman, but could not see the source. But the voice was strangely familiar, and Clark tried to place it.

"You and me, Clarky, the match-up of the century," the servant of Apocalypse intoned as he stepped into the light.

The corrupted warrior was huge, well over 16 feet. His skin was a mottled grey, as was his long, greasy hair. His vast muscles were unbalanced, and misshapen. But the eyes were what Clark recognized; they remained a blazing green.

"Bruce?" Clark asked with surprise, pity, and fear.

"Not Bruce, or Hulk. I am Might."

Clark fell back, outside of Might's reach.

"Bruce, I don't want to fight you."

"Of course you don't," Might snickered, "I'm stronger, tougher, and smarter than you. And I have some other surprises for you."

Might windmilled his right arm, as if warming up to pitch. After three revolutions, the grey titan stopped, and shot Superman an evil grin. Then he suddenly threw a punch. Clark instantly knew he had underestimated Might's reach, and he had to duck to the side to avoid being grazed by the giant fist. But despite the fact the Horseman didn't touch him, the X-Man found himself corkscrewing hard into the wall. As he regained his feet, Clark gave his errant ally a confused look.

"It's the air," Might explained, "I'm now strong enough that the drag from a mere punch sends shockwaves through the air. So even if you dodge, I still hit you."

"That depends on how far I dodge," Superman countered.

"True," the gamma titan admitted, "But this isn't a large room. And that's only my first new trick."

-----

"Come now girls," Deceit chided, "Logan and Charles would be so disappointed."

Wolfsbane growled and slashed at the metamorph again. But Phoenix shrugged off the taunt, and responded in kind.

"And what about Cain?" Jean countered, "He'd be doubly disappointed in you; a slave of Apocalypse, and despite that sacrifice, you still can't beat us."

Raven's eyes clouded, and she stuttered just long enough for Rahne to score a deep stab. Deceit grimaced as she darted back, allowing her wounds to close.

"Cain..." Deceit still seemed off balance, "He..." then her voice grew hollow, as if being forced to speak, "What would I care what that loser would think?"

But a tear rolled down her blue cheek, and Jean detected a flash through the Astral Plane. For an instant she saw a red cord stretching from the Avenger into the ether.

-----

Might hurtled another air-warping punch, but Superman seemed to vanish, and reappeared behind his opponent

"Bruce, stop," he asked evenly, "I don't want to hurt you."

"I've heard that line before, Clark," the Horseman chuckled, even as he turned, "But I'm not as stupid as my green counterpart was. If you could hurt me, you wouldn't be running away."

"I thought you knew me better than that," the younger Xavier's voice was sad and disappointed. A half an instant later, Superman was hovering next to Might's head. With the power of a small locomotive, Superman fired a roundhouse kick at Might's temple. The impact nearly shattered the villain's eardrum, and launched him into the wall. The grey giant pulled himself out of the cracked and compressed stone. Rubbing his cheek, he reappraised the Kryptonian.

"Not too bad 'little mutant'," Banner grinned.

"I can hurt you," Clark pointed out, "But I don't want to."

"But do you have a choice," Might countered, "I have no problem hurting you."

"Please Bruce. I'm your friend."

'Friend?' an unheard voice asked in the Horseman's skull...

-----

Pestilence dived behind Carnage as fire pulsed outwards from the Torch, filling the room. The killer's symbiote hands stretched and merged, forming a shield for the two Horsemen. The Thing was unmoved, unable to feel the heat and flame; but also seemingly unaffected. As his flesh began to blacken and char, Carnage looked back at Pestilence with murderous intent.

"GIVE him back his SENSES!" Carnage barked, as each burst burned away more of his 'fingers'.

"What, so he can target just us instead of hitting both his friends, too?" she asked, with false curiosity.

"Then do it badly." Carnage purred at his own cleverness. But his meaning escaped the mutant, who glared at him in confusion.

"Give him back like half his sight in the left eye, but only a quarter in the right," the lunatic explained, "so he thinks he can see, but his vision is skewed. And the same with his ears."

"I don't know if my powers will work like that," she considered.

"They'd better," the symbiote shuddered in pain, "Or I'll kill you and take my chances against the three of them."

The Morlock's power stretched out again. Very carefully, she manipulated the younger Storm's senses. Her face crinkled with effort, she fought to find the place between on and off. After a few moments, the bursts of fire subsided.

"Hey, I can see," the Torch shouted, "and hear... Did I get her?"

"Nope," Carnage giggled, as his still crispy arm punched across the room. Johnny dived to the side, but misjudged the angle, and was struck in the hip. He might have been

killed, but the injured symbiote was weak and unable to maintain a sharp edge. Instead, the Fantastic One was merely bruised and thrown to the ground.

"Ah, Ben, how 'bout a little help?" the Torch looked up at his stony buddy.

"He still can't hear you," Pestilence rolled out from behind Carnage, and fired a half-dozen quick shots at the hero. The Torch melted the shots out of the air, but just barely.

"Umm, Sue?"

-----

Superman hovered around the room, darting away from of Might's blasting punches. He continued to try to reach his friend, but neither method of battle seemed to be effective.

"Well, Clark," Might paused, settling into a more relaxed stance, "We could keep this up until your reserves run out; but frankly I'm getting tired of your constant yammering. So..."

This time the twisted Hulk drew back both arms. Superman stopped; but tensed, ready to avoid whatever his opponent might throw at him, both literally and figuratively.

Bruce grinned wickedly, and Clark started to move as the muscles in Might's right arm tensed. But instead of shouting his fist at the Kryptonian, the titan instead swept his open hand across his body.

Clark barely had time to ponder this action when he realized he was being draw towards the Horseman. And before he could dodge, Might's left hand struck his ribs in a powerful uppercut. The blow bounced Xavier off the ceiling. When he hit the ground, Banner tried to kick him, but Superman caught his ankle and flipped him away.

Both stood quickly, and Might immediately drew back both arms again. He arced his arm again, but as he fired his left arm at Superman, the alien hero suddenly disappeared.

"Back here, Bruce," the X-man announced. As the grey behemoth turned Clark shook his head.

"A fairly simple vacuum technique," Clark noted, "the speed and strength of your wave pulls out the air in front of you, and as the void is filled, I'm pulled in. Simple counter is to use the pull to increase my speed as I fly past you."

"You're still 'smart like Banner'," Might snarled.

"That makes one of us," Superman answered blandly.

Might growled in response; but inside another voice chuckled in appreciation.

-----  
Phoenix was torn. She had seen the cord in the Astral Plane, connecting Mystique to... something, likely Apocalypse himself. But this psychic connection was well hidden; and if she looked for it, the distraction of her mental probes would be gone. And that would free Deceit to focus entirely on Wolfsbane.

'Rahne,' the telepath touched her teammate's mind, 'If I shift my focus, can you hold her off on your own?'

'I can try,' the werewolf answered warily, 'Why?'

'I think I may have a way to stop her,' Jean answered with equal caution, unsure who might be listening, 'but it will require me to stop attacking her mind.'

'OK,' the Scotswoman nodded, 'I'll try fighting defensive. Just don't lose track; in case she's too much.'

Jean erased the giant claws attempting to pin the shapeshifter's mind. Instead she searched the ether intently. But unnatural shadows cloaked the mindscape. A cloak of flames sprang up around her, burning away the darkness. But the ink resisted her efforts, flowing back in to conceal Deceit.

'Fine,' Phoenix said to herself. The Astral conflagration surrounding her grew and flowed into the shape of a giant falcon. Jean was slightly surprised; she had not consciously formed this construct. Regardless, the raptor separated from her, and flew at the intruding shadows. As its flaming talons cut the murk, the black seemed to fade away. Like a living thing, the gloom bunched, and shivered, trying to avoid destruction, but the methodical avian immolated every last shred.

With the darkness gone, at least in her small corner of the Astral, Phoenix could finally see clearly what she had glimpsed before. A tether, of seething red energy, stabbing into Raven Darkholme's heart, and running off beyond her field of vision.

The energy card was unlike anything Jean had seen before. She probed it gently, worried about what effect touching it might have on herself or Mystique. The power flowing into Deceit was probably what was controlling her, and enhancing her powers. But would cutting it free the Avenger, or injure her. And if the X-Woman touched it, would it latch onto her?

"Hurry up, Jean," Rahne urged, kipping up again. Now that Deceit was entirely focused on her, the heroic metamorph was being overwhelmed by her opponent's skill, enhanced strength, and sheer adaptability. She absorbed two more punches to the jaw, and barely avoided a knee (or was that a foot) to the solar plexus. Rahne Sinclair could already tell each hit she took was stinging a little longer than the one before...

-----  
"Well, I'm not impressed," Superman said. The X-man had grown quiet over the past few minutes, no longer trying to reach his friend.

"Oh, you're a lot stronger, and a little faster," Clark observed, "And you have few new pseudo martial arts moves. But except for your special techniques, your fighting skills have eroded. And you might move quicker, but your reactions are slower. I would honestly any one of the X-Men could probably beat you in a fight."

With each word, Might's teeth clenched a little harder. His rage built, not because Superman's words were taunts; but because he knew Clark believed what he was saying. After his former teammate trailed off again, Might let out a snarl and charged his opponent.

"Where is Betty?" Superman asked suddenly, just before the Horseman reached him.

Might skidded to a stop, his head wobbling in surprise and confusion. His green eyes widened to an unnatural degree, and he barely stammered, "Haaa... What?"

"Your wife, Betty Banner," Superman reminded with a touch of pity, "The woman who stayed faithful to your marriage while you were running from the Army and yourself. The woman who worked tirelessly against her own father to keep you safe and try to find a cure. Was she with you when they captured you? Did they kidnap her too, to coerce you? Or did they just kill her? Do you even know where she is or if she's alive?"

"I... she..."

"It would probably be better if she is dead," Clark sighed, "It would break her to see you like this." The younger Xavier stared intently into Might's eyes, "You've become a monster Bruce. And I don't mean your appearance. Even in his worst rages, your Hulk personality never wanted to inflict pain. But now, you've allowed pure evil to take hold of your soul."

Might's eyes narrowed again, and he let out a deep grunt.

"You know, Clark, I'm getting sick of your voice. I'm going to kill you now." But as he stepped forward, he froze again, and a dulled whisper leaked from his lips.

"No."

But inside Might's mind, that whisper was a mighty bellow.

"NNNNOOOO!!!!!"

-----

In his personal subset of the Astral Plane, Might's left shoulder suddenly bulged outwards, then shrank back to normal. It expanded a second time, and then a third. The fourth distortion had an odd imprint in the middle, like four rolls of quarters pressed together. This time the Horseman reacted, clamping down on his collarbone in pain and confusion. But another outburst shook his hand off, and this time Might lost control of a small gasp.

With the sixth and final blow, a green fist punched free of Might's body. The emerald hand clamped down on the villain's right armpit, and began to pull itself out. After a few tense seconds, the Incredible Hulk ripped free and crashed to the ground. His shoulder instantly repaired, Might turned to stare at his former self.

"Hulk not like you," The heroic behemoth growled.

"How?" Might's voice seemed to take on an almost childish quality in its bewilderment.

"As I drifted to sleep," another voice said from behind the grey titan, "I thought to myself, 'two objects cannot occupy the same place at the same time'. And here I am."

Might spun to face Bruce Banner, the utter shock on his face only deepening.

"Huh?" the evil fragment grunted. Then its focus scrunched in mental effort.

"Never mind," Might said, "I don't care. I'll just crush the life from you two, and reintegrate you. Then I can get back to maiming that goody-two shoes, Xavier."

"You think so?" Banner queried, then added, "Umm, look out?" As the Hulk barreled into Might, knocking him to that ground.

"Of course," Might answered, lifting his face from the mental muck, "I'm stronger than you, and smarter than the Hulk. And I'll do anything to win."

"He just doesn't understand." A clear, even voice said.

"Understand what, Bruce?" Might asked as he rolled onto his back.

"I didn't say that," Banner countered, grabbing Might by the belt, and hoisting him overhead.

"Here," the Hulk continued, "physical strength doesn't matter. Also, we are no longer the polarized mental opposites we once were."

Banner almost gently tossed Might towards the Hulk. The green X-man's fist fired into his dark component's jaw, sending it flying.

"Thanks to Prof X," Bruce took over, "We are for the most part a single persona."

"Though I do still have some control issues," the Hulk conceded, catching Might, and then flipping it into the ground.

"True, but we are basically one person," Banner explained, "It's only due to the mental stress of your mind control, and Superman's attempts to reach us; that we are separate like this."

"But even separated," Hulk stated, as Bruce lifted the Horseman to its feet and the jump kicked its stomach, "once we recover from the trauma of being split, we are basically the same personality. I'm not a berserk fool; he's not a cowardly weakling. No offense, Bruce."

"Oh, none taken."

"So you are basically fighting two Bruce 'Hulk' Banner's at once; even if we look different. Now do you understand?"

"GRRRAAAA!!!!" Might roared wordlessly as he clamped down on Hulk's wrist, and rotated to hurtle him at Banner. The scientist ducked, and then rolled to avoid the berserk Horseman's charge.

"It's acting like you," Banner noted as he regained his feet.

"No surprise, it is the worst of both of us. And Clark has already shown how well words work on it."

"I'm not AN IT!"

"Just a little more," Bruce whispered, and his forest skinned companion nodded ever so slightly.

"Might smash you!" it shrieked, trying to steamroll Banner again. This time the X-Man stuck out his foot as he sidled away, and the Horseman took a tumble. This time, as it staggered upright, a red cord flowed out of its back and off into the shadows.

"Now, Hulk!" Banner dove at Might, pinning the villain's arms to his sides. The Hulk didn't even spare a response. He jumped through the ether, landing just behind his selves. He wrapped his hands around the cable, and with an epic wrench, tore it in two.

As the Hulk released the halves of the dark energy connection, the portion trailing off snapped back like bungee. But the half trailing out of Might's back began to break apart.

The shards that fell away faded out of existence. And as the disintegration touch the mental projection of the Horseman, it began to disappear also.

"Wha..." it gasped with what remained of its lungs.

"You aren't real," Banner sounded sympathetic, "So without Apocalypse's energy or our mind to sustain you..."

But his pity stirred wrath in the eyes of the Horseman, and the villain's hate spoke despite its lack of a jaw.

"Don't be so sure," Might's voice echoed from nowhere as the last bit of it vanished, "I am made from you, and your mind is not so stable. So some kernel of me could remain, waiting for my chance."

"Sour grapes," the Hulk grunted, by did not seem entirely convinced. He turned back to his other self, "Well, shall we?"

Banner nodded, and the pair clasped hands.

-----

When Might froze, Superman tensed. He guessed the villain was trying to surprise him, to tricking him into making the first move. But after a few seconds, Might began to shake. His body started to shrink, and his blotchy flesh even and took on an emerald hue. His legs shuddered, and he dropped to his knees. After half a minutes of convulsions and reduction, the Horseman Might had regained the appearance of the X-Man Hulk. Yet Clark stayed back, expecting treachery. With a groan, Hulk opened his eyes and looked up at his friend.

"That was unpleasant," Bruce said.

"Are you alright?" Clark finally moved over to help his ally.

"No, I feel like dren," Hulk rubbed his eyes, "I have three different headaches and my arms and legs might as well be rubber." Then he smiled, "But I'm me again. Thanks Clark."

"No problem," the Kryptonian grinned back, then turned serious again, "What happened?"

"It was a surgical strike," Bruce looked sheepish, "Pestilence shut down my senses, and Famine turned me to metal. I woke back up staring right into Apocalypse's eyes, and then I was Might."

"Good to know," Xavier nodded, "I have to keep moving Bruce. But if you have the strength, can you go back to the last room? I left Rogue there."

"ROGUE?!" the titan interrupted.

"Long story. But suffice it to say, she saved me from Death and Famine; and in the process she changed to living Adamantium. I didn't think they could hurt her, but if she changes back and they wake up first..."

"I understand."

"Thanks. I'll see you later."

Superman triggered the door, and flew deeper into the lair of Apocalypse.

## Chapter 11

Apocalypse's throne room confirmed Superman's suspicion; this fortress was contained in some sort of extra-dimensional space. This room was too large to be contained in the area under the sands. The huge room was lined with marble, gilded with golden hieroglyphics. Floating around the raised dais were six view screens, each showing a different room of the temple. And seated at the chair that was part throne, part control unit, was the leader of the Horsemen.

"I knew you would be the first to reach me, Kal-el," Apocalypse stated, standing, "Oh, don't look surprised. I know many things. I probably know more about Krypton than you do."

"How?" Superman advanced slowly.

"That's not important," the villain's grin was both open and sinister, "We are so alike, you and I. Nearly infinite power, but trapped by our father's plans and dreams. Called mutants, when in fact our powers spring from our alien natures..."

"Alien natures?" Clark pondered, "You are from another planet?"

"No. My father is. My mother was a priestess of Set, who was eager to bear the son of a god, even if he ruled a distant star."

"So now you are the son of a god?" the X-Man scoffed, "Why not just make yourself the deity?"

"It doesn't matter if you believe me," Apocalypse acted unperturbed, "Once you join me you will know the truth."

-----  
"So much for that," Shadowcat sighed as she phased back in. Nightcrawler teleported beside her, then whisked them both to the other side of the room. Destruction wheeled towards them again, but they were already moving.

Nightcrawler had clung to the ceiling, while Shadowcat had remained phased out. They had hoped to collapse part of the roof on Destruction with her own powers. Unfortunately, the small chunks that had dislodged were easily deflected by Tabitha's explosive shield.

"Now what?" Kitty asked, phasing through another boomer.

"I don't..." Kurt trailed off staring at the ceiling again, "I have an idea."

"Not the ceiling again," Destruction pouted, "It's going to take me an hour to get the sand out of my hair." Then she smiled seductively, "Though I could make War help me."

"Ugh," Pride moved to run beside Wagner, and whispered, "OK, what?"

And Kurt explained his plan.

"I'll distract her," Kurt said at the end, "You go get help. Cyclops or someone else with an energy attack."

Suddenly he turned, sprinting at Destruction. He teleported around each explosive, finally stopping right in front of her face. Then he began rapidly popping in and out, right around her, blocking her view with the smoke puffs and his body. After a few seconds, he disappeared.

Destruction spun rapidly, trying to find her opponents. But there was only Nightcrawler, leaning against the door he had come through, panting slightly.

"Where is she?" the Horsewoman growled.

"She escaped," Nightcrawler answered, "She's gone to get someone who won't be concerned by your little shield."

"How? This room is designed to hold you two."

"She found a weak spot. I couldn't exploit it, but she could."

"Where?" Destruction asked again, boomers forming in her hands.

Nightcrawler didn't say anything, but his gaze inadvertently lingered on the other doorway.

"Of course, the doors need to let people through." She spun and stalked towards the door, "OPEN!"

Before she reached the door, Tabitha Smith was surprised when the floor bucked and she pitched forward. When her left shoulder hit the ground, her protective layer exploded, bounce her up and over. She landed on her back, and this time didn't bounce. With a puff, Kurt appeared kneeling next to her.

"Sorry, Tabitha," he apologized, slamming his fist hard against her jaw. The Horsewoman went limp.

Shadowcat sat up, out of the floor. She stood, stepping back onto solid ground and solidifying.

"That was unpleasant," the young woman shook out her body, "But you were right."

"She couldn't cover her feet with her boomerangs, or she wouldn't be able to stand."

"We'd better move, before she wakes up," Kitty looked down on her former comrade with pity. The German nodded, and they jogged through the now open door.

-----  
"Sorry, I don't plan to become your ninth Horseman," Clark countered. He took a step towards Apocalypse, but before the move could become an attack, another doorway slid open.

War times five walked, no strode in. The first one was empty handed, but the next two carried Wolverine between them, the fourth had Cyclops slung over his shoulder, and the last gently carried Dazzler. Clark noticed a military dagger stuck in Logan's chest near the heart. Apocalypse's eyes drifted over Cyclops, paused briefly on Dazzler, and finally settled on the knife protruding from Wolverine.

"Explain," Apocalypse instructed, with only a hint of threat.

"You said you wanted Cyclops and Wolverine alive," the lead War said, "But the stupid animal kept waking up. That stupid healing thing I guess. So we figured if we put the dagger in him so it nicked his heart, his power'd keep him alive, but he would be stuck in like a coma."

"And the girl?" the alien villain sounded slightly impressed.

"SHE MINE," the teen exclaimed forcefully. Then realizing his mistake, he bowed his head and quietly added, "if my lord will permit."

But Apocalypse didn't get angry. Instead he chuckled, and said, "So she is. And the other."

"I disposed of him," War smirked slightly.

"Well done. I knew I chose well. Now enjoy your new toy."

"No chance," Clark's growl reminded them they weren't alone. In less than a microsecond, he had removed his teammates from the Horseman's grip, and in the process knocked the five duplicates unconscious. He laid them gently in the corner, and slowly pulled the weapon out of Wolverine. Then he turned back to Apocalypse.

"I think it is time we finished this," the hero stated, fire starting to dance around his eyes.

-----

"Sue?" Torch said again, "Big sis?"

Between his injuries and the nausea, the Torch was having trouble maintaining his fiery form. A weak fireball spun slowly in his raised left hand, but he doubted it would be enough to stop Pestilence's bullets and Carnage's spikes.

The corrupted Morlock slammed another clip home, and raised the weapon. But as her finger tightened over the trigger, her head vanished. Her left hand clawed at the force-field bubble around it, but to no effect. So she swung her arm back, and fire rapidly and randomly behind her. But with her head locked in place and her air running out, her shots missed. Carnage turned and his arms whipped out in the general direction Pestilence had shot, and he had no more success than his ally. After a half-minute, Pestilence's knees buckled. She dropped slowly to the ground, held up by her head. Sue maintained the bubble for another 10 count, before allowing the Horsewoman to breathe again.

A pair of big blue eyes came back into focus, and the Thing let out a groan as he touched the 'scrapes' Carnage had given him. He looked over at the Torch, all but cowering on the ground.

"Oh, it's most definitely clobbering time!" Grimm shouted, pounded across the room at the symbiote. As Thing slammed into the Horseman, I-Woman faded into view and helped her brother stand.

"Are you OK?" she asked.

"I'll be fine," he grimaced, "You'd better back up Ben."

Sue Richards turned see another puff of orange dust as the axe hands of the villain bit into her teammate. Grimm punched again, but Cassidy took the blow and trapped the fist in his malleable body. The Fantastic Four's pilot countered by slamming his other fist into the side of the murderer's head. The symbiote's jaw distended, but snapped back into shape. With his arm pinned, Thing could not avoid the blows Carnage rained on him. He tried again to dislodge the red creature.

Seeing his danger, I-Woman flew over to her friend. She wrapped a her shield around Carnage, and pried him loose. Thing followed it up with a tremendous two-handed punch, knocking the enhanced villain into the wall. As Carnage stood, the Human Torch pelted him with fire. The symbiote began to char again, and he quickly dove out of the barrage. He landed next to Pestilence, and lifted her limp form. His hand became a knife, and Cletus pressed it to Renee's throat.

"Now if you don't want to see her poor mind-controlled head rolling across the floor..." Carnage threatened, backing towards the entrance.

"Like you'd kill your own partner," the Torch scoffed, stepping forward. But the Thing put a hand on Johnny's shoulder to stop him.

"He would," Grimm's blue eyes narrowed as he glared at the villain. Then Sue stepped in front of her male teammates.

"Take her to the door, and push her back in here while you run away," she instructed, "If you do anything else, or if you injure her, we will come after you. Do as I said, and you can go."

Carnage nodded, and continued his retreat.

"Sue, we can't..." Torch started, but she cut him off.

"Right now our priorities are Sen-dep's life, and getting to Apocalypse," she explained, "Carnage can wait."

As she spoke, Carnage dropped Pestilence and ran out of the room.

"She's OK," I-Woman announced, checking on the Horsewoman, "But Ben, I want to take her with. I don't trust Carnage not to come back."

The Thing nodded, and lifted her gently. Working together, the Storms' blasted through the other door, and the Fantastic Four continued into the temple.

-----

Superman's fist had almost connected with Apocalypse's nose when the villain vanished. Clark swiveled his head quickly to track his foe, and just caught sight of the other alien as a green plasma blast knocked him over. Clark stood quickly, and deflected another burst. He saw the attack had emanated from Apocalypse's right arm, which now had the shape of a high-tech cannon. The Kryptonian knocked aside another emerald blast, and Apocalypse frowned slightly. Then each of his arms changed into a different gun. The tyrant raised his left limb and a cone of lightning struck Superman. Unlike the more coherent plasma, he could not deflect the electricity. But his grounded costume and powers effectively neutralized the attack. So Apocalypse fired his other weapon, and the blue laser cut through Superman's uniform, slightly reddening his skin. With his costume breached, the electricity began to tingle.

Clark flew at Apocalypse again, this time a little faster and watching the villain more closely. He nimbly dodged the various energy beams and bolts the demi-god hurtled at him, closing the gap at just under the speed of sound. At the last possible instant, Apocalypse slid to the side. But this time Clark's gaze followed him. He saw that the alien's legs had split into a dozen spider-like legs, allowing him to skitter around like a

hypersonic bug. Superman quickly changed course, following the villain and continuing to avoid his changing barrage. Taking his speed up another notch, the Kryptonian had almost caught his foe when a net of solid energy caught him. Dragged out of the air, Superman carved a furrow in the ornate tiles as he crashed.

As he ripped the net free, Clark looked up as Apocalypse placed another new weapon against his head.

"Dodge this," the villain purred, firing.

The ion storm around Superman's head cleared, and Clark grinned up at the villain ruefully.

"Is that the best you've got? A few energy weapons, and a movie quote?" the Kryptonian's eyes lit from within, and two beams of heat burned matching holes through Apocalypse's gun/arm. As the tyrant bit down on a cry of pain, Superman swept his now human legs, knocking him to the ground. They both regained their feet, and Apocalypse's eyes narrowed.

"If I destroy you," the conqueror growled, "You cannot serve me."

Superman seemed to disappear, and reappear beside the villain. His fist connected this time, and he followed it in with his elbow. Finally, his knee rammed Apocalypse's chin, throwing the self-proclaimed godling back. Clark stared down at his enemy, and then shook his head.

"You surrounded yourself with powerful warriors, and had them weaken me before you would fight me."

This time Apocalypse's eyes were the ones glowing. Two scarlet beams emerged, bearing down on Superman. Clark sidestepped easily, and kept his focus on Apocalypse, waiting for the next shot. So he failed to observe the energy beams behind him turn at a sharp angle and shoot straight into his back. Pain flooded every cell of his body, dropping Xavier to his knees.

"My father's gift," he instructed, "can not only feed and enslave the darkness in a person's soul. It can also destroy anything. That blast had the power to unmake any of your allies, or even one of my Horsemen. That you survived it only makes me more determined to destroy your will."

Superman dragged himself up. Shaking out his arms to regain feeling, he glared slightly at the smirking villain. His mind played over Apocalypse's last threat. He knew that none of his friends could survive that attack.

"You won't hit me again," he exhaled, his frame stiffening in righteous resolve.

"The Terminus will follow you anywhere you go," Apocalypse dismissed his claim, "to the ends of the universe."

"Try me," Clark left the ground, and charged the demi-god. Apocalypse fired his optic attack again, but Superman easily slid out of the way. As he expected, the beams reversed course to track him, so he increased his speed and continued his course to his opponent.

"That old trick will not work," Apocalypse sneered, "The Terminus will not strike me."

"You're not my target," the Kryptonian countered as he soared past the villain. Apocalypse spun just in time to see Superman swerve past his throne. The Terminus was less selective; the bolts struck the controls, and vanished. Red cracks spread over the ornate device, which collapsed inward slightly before exploding. Apocalypse growled and fired again. This time Superman caused the attack to strike one of the columns, and then paused behind the remains of the support.

"Interesting," Apocalypse said, blasting the rest of the column with his left arm plasma cannon, "But what will you do when you run out of hiding places."

"Who said I was hiding?" Clark tore the upper part of the pillar free from the ceiling and flew towards the alien with his improvised shield. The next two shots of the Terminus disintegrated the remains of the stone support, but by that time Superman was already close enough to Apocalypse.

Superman tore into Apocalypse. He peppered the villain with dozens of punches and kicks. Apocalypse split each arm into four shields, and blocked as many of the Kryptonian's attacks as he could. But the villain was unable to the entire barrage, and even those strikes he did deflect pushed him backwards. When the despot hit the wall, his defense was limited, and Clark began to connect more often. Seeing his foe's dilemma, Superman threw all his strength into his right arm. The punch shattered one of Apocalypse's shields, and impressed the form of Clark's knuckles into his ribs.

"ENOUGH!" Apocalypse's shields became force cannons, and blasted Superman back. As the villain stepped away from the wall, he grew two feet taller. Glaring down at the hero, he pronounced, "Enough. You will surrender now, or I will kill your friends." Apocalypse changed his left arm back to normal, but his right arm became another new cannon, which he pointed at the limp forms of Cyclops, Wolverine, and Dazzler.

-----

Phoenix felt a spike of anger from her fiancé. Unfortunately, she still couldn't make any deeper connection; and didn't have the spare thoughts to wonder about it. The telepath was still probing the energy cord, as much as she could without 'touching' it. Still she managed to divert enough mental focus to telekinetically push Deceit, giving Wolfsbane an opening.

But Phoenix's assist was an umbrella in a hurricane. Deceit's newly malleable body absorbed Rahne's every punch and kick; while Raven flexed and twisted around the werewolf's defenses. Deceit had broken at least ten of her opponent's bones, and though they had all quickly knitted, the breaks were still sore and taxing to the X-Woman's healing powers.

"Poor puppy," Darkholme mocked, as her hammer shaped fist shattered Sinclair's collarbone. But something else snapped in the young mutant, and she rose up with a feral growl. Her control slipped away and her snout grew longer and sharper, as did the fangs within it. She did not look any taller, but this was because her stance was more stooped. Her muscles puffed out and her claws became nine-inch talons. And for the first time in years, a tail ripped its way free of her uniform.

Deceit launched out again, but this time Wolfsbane caught her forearm and dragged it in. The lupine sank her teeth into the limb nearly severing it. As both her teeth and nails release, Wolfsbane savored the taste and feel of blood on her lips and tongue.

Now it was the Horsewoman's turn to be on the defense. Rational thought and skill gone, Wolfsbane attacked with berserker strength and speed. Any blows the metamorph landed healed with speed that might have made Wolverine jealous. In return she ripped and shredded Deceit's skin.

Phoenix felt her friend's mind slip away, and knew she had to act. Rahne was now a danger to Raven; and if Deceit fell, Wolfsbane could well attack her. Besides as much as she still had mixed emotions about Mystique, Phoenix knew she should let Wolfsbane eat her.

Still circling above her in the Astral plane was the flaming bird construct. Though still apprehensive, she had no options. With a wave of her mental hand, she directed the falcon to attack the telepathic cable. It paused for a second, and then dived at the cord. Its beak and talons ripped through the cord, which winked out of existence. The avian's color darkened briefly before it too vanished. In both planes, Mystique shrunk slightly, and dropped to her knees.

Returning her attention to the Material plane, Phoenix was not surprised to see Wolfsbane was still stalking Mystique.

"Rahne."

The werewolf turned to her with a snarl.

"You are still Human."

As the post—hypnotic suggest sunk in, the werewolf's eyes cleared. She turned back to her 'normal' hybrid form, and then reverted to her human mode. Rahne looked up at Jean with tears in the corners of her eyes.

"I lost control again, didn't I?"

"You were in danger," Jean comforted her, "And no permanent harm was done." She gently hugged her younger teammate, "We need to go. Clark needs us."

The Scot nodded and wiped her eyes.

"Wait," Mystique said, standing. Her wounds closed one by one, but her face looked thin, "I'm coming with you. You might need my knowledge."

Jean nodded, and they moved into the temple.

-----

"No," Superman stated firmly, "If I surrender, you will make me into one of your Horsemen. Then you will do the same to Scott and Logan, and let War have Ali. We'd all be better off dead. Assuming you can kill us."

Apocalypse scowl deepened, and he fired the particle beam. But Clark was already moving, and intercepted the attack before it reached his injured comrades. To his surprise, the beam bounced off Superman's left hand, striking the floor near Apocalypse. The demi-god created another weapon, and fired a loose cloud of plasma at the X-Men. Superman countered with his cold breath, cooling the attack into normal Helium. So the villain fired his Terminus attack again, but Superman stomped the ground, throwing a pair of tiles into the attack.

"You will not get to them while I'm still standing," Superman stated

"Then you will not remain standing," Apocalypse frowned. Both of his arms changed again, and he fired both arms and the Terminus at the Kryptonian.

"Oh boy," Superman muttered, dodging counterclockwise around the villain. Not only did the red optical beams track him, but the purple sphere from Apocalypse's right arm followed also. Clark veered past the wreckage of the throne, grabbing some of the rubble. The flyer rolled over, and side-armed a chunk of stone into the purple sphere. The ball diminished, but kept coming. He tossed a circuit crystal, stopping the Terminus; and a third toss nearly eliminated the sphere. A dose of heat vision knocked out the rest of the purple energy, but by this point Apocalypse had launched his ultimate attack again. The red beams veered through the air, and Superman ducked behind another of the columns. After the cover disintegrated, the Kryptonian charged the other alien. As the Terminus built up in Apocalypse's eyes, Superman snatched a shard of the viewscreen he

had tucked into his belt and pitched it. The dull edge of the crystal buried itself in the tyrant's right eye. The stored energy exploded, knocking him to the floor.

As Apocalypse pushed himself up, Clark saw blue-black ichor leaking from the destroyed orb and the skin around it was scorched away. The blue mutant/god had also shrunk back to his normal size. Apocalypse tried to stand, but slipped back to his knees. He raised his arm to fire, but the bolt that emerged faded out halfway to the Kryptonian.

"It's over," Superman informed him.

"No," Apocalypse rasped. His left arm contorted, and a small cube emerged. As the device fell to Apocalypse's waiting hand, Superman noted it was covered in circuit paths and arcane runes.

"Father, help me," the would-be conqueror pleaded.

**BOOM!!!!**

## Chapter 12

Pain erupted through Apocalypse's body. He was hurled to the ground by the impact which destroyed his eye, and explosive release of the energy it contained. It felt like half his face was burned away. He pushed himself up, and anger flooded through him when he saw the pitying look on Superman's face. Apocalypse tried and failed to stand. As he collapsed to his knees, he heard one of the doors slide open. One of his Horsemen had returned.

'Now the Kryptonian will pay,' he told himself. But as he turned his head so he could see who entered, he saw I-Woman, Human Torch, and Thing carrying Pestilence. In desperation, he willed his left arm into a Skrull Disrupter and fired at Superman. But his power was spent, and the energy bolt faded away after a few meters. Then another door opened, and Phoenix, Wolfsbane, and Mystique walked in.

"It's over," Superman informed him.

"No," Apocalypse rasped. He ejected the Mother Box stored in his arm. As he caught it, he immediately triggered the special transit control.

"Father, help me," the would-be conqueror pleaded.

BOOM!!!! A white column of light, the physical manifestation of the wormhole, appeared in the room.

A figure appeared in the rift. He was tall, easily 8 feet. He wore a navy tunic and leggings. The face was striking, appearing like poorly carved stone. The mouth was a lipless slit, and the nose was simple and straight. His brow projected over his eyes, which were deep pits of red energy.

"You have failed again, En Sabah Nur," the alien's voice was sibilant and regal. His tone was even and unconcerned. And underneath it all was a current of pure evil.

KA-THRAK!!! Thunder echoed through the room, as the Earth god Thor appeared.

"Hold, Darkseid," Thor pronounced, "Thou art perilously close to breaching our treaty."

"I know well the terms of our cease-fire, Thunderer," the dark god answered quietly, glancing over at his counterpart, "And I do not intend to set foot on your insignificant world. I am merely speaking to my willing soldier, my...son. Prevent me, and you will be violating the treaty."

Darkseid looked back at Apocalypse.

"You have failed yet again, and yet you have the audacity to beg my aid?"

"I did as I was taught," Apocalypse tried not to whine and almost succeeded, "But the random elements were too great, and the Kryptonian far exceeded even the bound of cautious planning. He even survived my Terminus."

"That he survived your inferior version of the Omega Effect is impressive. Nevertheless, you have failed," Darkseid countered, "Why should I assist you?"

Nightcrawler and Shadowcat reached the throne room at this point. Kitty rushed over to Scott, and Kurt joined the others in watching with rapt attention.

"If I am defeated, you lose your foothold on Earth," Apocalypse offered.

"Unimportant," Darkseid frowned, "You are wasting my time. Goodbye, En Sabah Nur."

Darkseid turned and took a step back the way he came.

"I know things!" his son shouted. The alien god stopped, but did not turn back.

"I know why you want the Earth. I have information about your plans in other regions of space. And they would also capture my Mother Box."

"You would betray me?" Darkseid turned back, and this time his voice carried a hint of anger.

"No," Nur answered slowly, "But they have telepaths. Given enough time, they could rip the information from my mind. Unless you aid me, your secrets will be laid bare."

"You cowardice disgusts me. But your willingness to blackmail me gives me some small measure of pride," Darkseid's eyes narrowed in consideration, and then he nodded slightly, "I will save you from the Humans."

His eyes flashed, and two red beams zigzagged out of the Boom Tube. Apocalypse didn't even have time to flinch.

"NO!" Superman shouted, trying to stop the attack. But he was too late. The energy flowed over the hybrid's body, and it was reduced to a fine white ash.

"He was your son!" Clark changed direction, and flew at Darkseid.

"Superman, stay thyself," Thor warned. But Superman ignored him. As he passed the Boom Tube's event horizon, Darkseid fired again. The attack struck Superman, who only grimaced and kept moving, barely slowed. Darkseid frowned, and the Omega effect flowed more freely. This time Superman was thrown back out of the tube.

"I have not broken the treaty," Darkseid informed Thor, "En Sabah Nur was mine to deal with; and the Kryptonian was inside the spatial bridge, and thus no longer on Earth. Do you agree?"

Thor nodded, his eyes downcast.

"Goodbye, Kal-El," Darkseid said as he exited the Boom Tube, "We will meet again."

As the wormhole closed, Superman looked at the pile of dust that had been Apocalypse.

"Yes, we will." Clark whispered.

## Chapter 13

"OK," after a few seconds, the Human Torch broke the silence, "What was that thing? Someone wanna clue me in? Superman?"

"I only know the basics," Clark said, standing. Jean walked over and took his hand. She squeezed gently and his face relaxed, "Ask Thor?"

All eyes shifted to the god.

"Tis a grand tale. Too much for this time. But the large and small of it; that 'thing' is called Darkseid, the sole god of the planet Apokolips. Many centuries ago, Darkseid found Earth, and attacked in conquest. But the gods of Earth proved stronger than he expected. He was already embroiled in another war, and could not afford to fight on too fronts. So he sued for peace. But his goal was treachery. By perverting the treaty, he was able to create an agent on Earth to complete his invasion.

"Apocalypse," Hulk said, as he entered the room. He and the still metallic Rogue were supporting each other.

"Thou hast it in one, Hulk," Thor nodded, "The terms of the treaty allowed his son to act freely on Earth, but prevented I and my brethren from interfering. Thus, it fell to mortals to halt him."

"Apocalypse was his son," Shadowcat was horrified, "and Darkseid just killed him?"

"Darkseid brooks no failures. And Apocalypse was defeated twice, with no mitigating successes."

"It's time to go," Superman said as Thor's final pronouncement sunk in.

"I have one last task here. And then I shall retire to Asgard," Thor informed them.

Superman clasped the god's hand, and the lead the X-Men and the Fantastic Four out of Apocalypse's Lair. As the X-Jet reached its cruising altitude, an explosion erupted from the desert sands behind them.

-----

Thing laid the unconscious forms of Meltdown and Copy-Cat on two of the remaining beds in the Avengers' infirmary. Sen-dep had awoken halfway through the flight, but had remained withdrawn and silent.

Magneto and the two Captains were restored in short order. Along with her transformation, Rogue had gained the power to restore Famine's victims. The vaccine was immediately given to them.

"Ahhh," Captain American groaned, cracking his neck.

"Now, what do we do about the Morlock's victims?" Magneto asked, seemingly ignoring Renee's presence. But she did not ignore him.

"I might be able to help with that," Sen-dep offered, stepping out of the corner, "It's gone now, but I still understand how Pestilence's power worked. If I can tell Beast, maybe he can create a cure."

Eric looked dubious, but Clark nodded and glanced at Jean. His fiancé led the Morlock over to Hank and Reed, and introduced her to the Professor's telepathic link. A few seconds later, Beast perked up and Mr Fantastic started muttering.

-----

After a few days of concerted effort, the X-Men, Avengers, and Fantastic Four managed to reverse the effects of Apocalypse's attack. Rogue had restored the metallized crops, and Beast and Fantastic's cure eliminated the Pestilence. And a few days after that, all the heroes involved received a heartening piece of mail...

You are cordially invited to the wedding of

Clark David Xavier

and

Jean Grey

To be held on January 2<sup>nd</sup>, 2005

at Xavier's Institute for Gifted Youth

in WHAT IF Superman were an X-Man, Volume 3