

## Prologue 1

Charles Xavier was in love with the woman of his dreams. Quite literally. Not long after he had fully regained his senses, he had experienced a dream he could not fully control. As a telepath and psychiatrist, Charles was an expert at lucid dreaming, so this was disconcerting at first. The element of the dream beyond his grasp was an exotic, beautiful woman. Tall, slender, with shoulder length black hair and deep, black, almond shaped eyes, she had observed him in silence, as he went through the events of the day, and felt the false joy of walking again. During her fourth appearance, she had finally responded to his greetings. She called herself Lily, and asked him about the news program he was watching.

Over the next three months their relationship had progressed. Simple discussions of the day's events had become close confidences set in romantic locals. Instead of replaying Danger Room sessions, Professor X was sharing a picnic with Lily in Paris. Xavier wrestled with the fact that Lily was just a conjuration of his subconscious; was he losing his mind, or was he just that lonely. But when he first kissed her, he decided it didn't matter. His feelings were real. His students also noticed he was happier, and Clark had inquired, but he did not tell them.

Then the night before Christmas, everything changed. As he entered REM sleep, Lily was waiting for him. The colors of the dream were dark and somber, and try as he might, he could not change them. And Lily looked slightly different also. Her arms were slightly longer and her eyes were sharper. And her hair was thicker and more layered, almost like feathers.

"Charles, I..." she started, and then paused. Her eyes grew wet.

"I shouldn't be doing this. I should just go, and leave you with your illusions," she choked up a little, and he took her hand.

"My name is not Lily. And I am not a 'construct of your subconscious'. My name is Lilandra, and I am princess of the Shi'ar."

"The Shi'ar... Jor-El mentioned the Shi'ar Empire," Charles seemed stunned, "You are an alien?"

"I am an alien to your world. I was sent to Earth to observe Humanity," she confirmed, "I was merely supposed to study Humans. But your mind brushed mine, and I determined I could use you as a means to gain a better insight into your species. I never meant to fall in love."

"I should just go'," he echoed, "You are leaving."

"I have been recalled. And powerful though you may be, your telepathy will not reach all the way to Aerie."

"Is this real?" he asked himself, "Or am I justifying?"

"Charles," this time her voice was outside his head. He awoke with a start at the sound; and she there she was. She wore a silver jumpsuit, and was kneeling beside his bed.

"Lil...andra..." he started to speak, but she silenced him with a finger to his lips. And then she kissed him with deep passion and quiet despair.

"Goodbye, Charles," she stood, almost as tall as Clark. Sparkles of energy appeared around her, and then she was gone. Outside the window he could see a ship hovering silently over the pool and basketball court. And then in a trail of light, it too was gone.

"Goodbye, my dream," Charles stared at the fading warp trail, tears running down his cheeks.

## Prologue 2

Emma Frost entered the dark room. A spotlight shone on her, making even harder to see the five Cardinals sitting in the shadows. Ritual aside, this was pointless. Even had she not known who sat in judgment of her, the psi-dampeners would not have prevented her from scanning their identities.

"White Queen," the deep voice from the center of the curved table addressed her, "You are here to answer for your recent actions. Your performance has been sub-par and you face the loss of your position within the Hellfire Club."

"Bull tweed!" she snapped, "You are all just annoyed I fought the Skrulls against your 'recommendation'. And really ticked off I was right."

"You arrogant witch," the voice to her right shouted in outrage, "Your antics will be the doom of us."

"You're one to talk, Pierce," she hissed back, "You nearly brought the Avengers to our door with your stalking of Supergirl."

A hand waved off the accusation, "I was recruiting. The position of Black Queen remains vacant."

"Pig," a female voice grunted opposite the one called Pierce.

"And that is how I shall redeem myself," Emma smiled a sneaky smile, "I already have a plan in motion to fill the role of Black Queen. I believe you will find the candidate most satisfactory."

And then she told them of her plan.

## **Part I, Awakening**

### **Chapter 1, Wedding**

Clark's breath caught in his throat. Sam and Rogue, Bruce and Betty, Hank and Rahne, Remy and Alison, Logan and Kitty, and Scott and Ororo had proceeded down the aisle; and Jean and her father John stepped into view.

She wore a simple white gown, with green highlights that offset her hair and matched her eyes. The dress was revealing and sexy without being tawdry; the clean lines showing off her taut curves. Her hair flowed loose, trailing from the thin veil that masked her flawless face. She was still the most beautiful woman Clark had ever seen, and his adoration made her gently bite her lip.

The processional began again, and she stepped forward. Everyone turned to look, and there was a faint wave of gasps and sighs. Jean and Clark's eyes locked, and each was the other's entire world. Finally, John Grey passed his daughter's hand to Clark. The music decrescendoeed, and the couple turned to face the justice of the peace.

"Love is the greatest gift of sentience," she began, "It can make us strong, and it can make us weak. And more than anything else, it can elevate us, make us strive to be better than we are."

"Clark and Jean have gathered you, their family and friends, to join us for a celebration and affirmation of their love. Please bear witness now as they swear their troth."

"Jean," Clark looked into her eyes, mirroring her joyous tears, "Every moment I've been with you has made my life richer. You are in my heart and my soul. I crossed the stars to find you, and I will go anywhere in the universe to stay with you. I pledge myself to you, now and forever."

"Clark," Jean's voice quavered slightly, "You are the most powerful man I know. And I don't mean your special abilities. Your compassion, your intelligence, and your humor; these are your greatest gifts. And that you share them with me..." her voice caught and Clark squeezed her hand gently, "It means that I am lucky beyond words."

The judge nodded to them both as they turned to face her once more.

"Clark, do you take Jean to be your lawfully wedded wife? Do you swear to love, honor, cherish, and protect her; and forsaking all others, keep yourself only for her, for the rest of your days?"

"I so swear," Clark answered.

"Jean, do you take Clark to be your lawfully wedded husband? Do you swear to love, honor, cherish, and protect him; and forsaking all others, keep yourself only for him, for the rest of your days?"

"I so swear," Jean agreed.

The justice looked to Scott and Ororo, "May I have the rings?"

Ororo immediately placed the ring in the small woman's hand. Scott made a show of searching all his pockets, before Kitty gave him 'the look' and he surrendered the band. The official placed Clark's ring in Jean's hand.

"Clark, I give you this ring as a symbol of my love and commitment." She slipped the loop onto his left ring finger. It was a simple ring, of twisted gold and platinum, and on the inside was engraved 'Clark and Jean ? Eros Aionios'.

'Jean,' Clark said as the judge placed the ring in his hand, "I give you this ring as a symbol of my love and commitment." Her ring was also gold and platinum, and had the inscription 'Jean and Clark ? Eros Aionios'. But Jean's ring had an emerald and a sapphire on the face, set so they formed a heart.

"As you have pledged your hearts to each other, with the authority granted me by these United States, I now pronounce you husband and wife. What love has joined, let no one tear asunder. Jean, you may kiss your husband."

Clark lifted her veil, and the assembled guests cheered as their lips met. And started to giggle and whoop when two minutes later they were still joined. When they finally broke apart, another cheer erupted.

"It is my great pleasure," the justice concluded, "to introduce for the first time, Clark and Jean Xavier."

## **Part I, Awakening**

### **Chapter 2, Reception**

As the guests were finishing their meals, Scott stood and tapped his fork against his glass to get everyone's attention.

"As best man, it's my duty to make the first toast to the bride and groom," he said, his voice carrying across the room, "Clark and Jean, for all you've done for the world, you deserve each other, and all the happiness you can find. I doubt your life will be peaceful, but together you can see each other through any battle and any hardship. And with that, I think it's time for dessert."

Everyone applauded as Ororo and Logan wheeled the four-tier cake in front of the head table. The couple stood, and walked around to the treat. Clark dutifully cut the confection, and offered the first piece to his wife. Jean set a wicked grin and smashed cake into Clark's face. He smirked back, and gently blew a huge gob of frosting right between her eyes. Both started laughing, and Jean telekinetically cleaned their faces.

When their friends and family had had their sweets, Clark and Jean moved to the dance floor. They seemed to float to the music, but they were only using their dancing skills, not their powers. After the first song, the rest of the wedding party joined them, and then the rest of the guests drifted out. A few songs later, Clark escorted a slightly tired Jean back to their seats for a rest and some water. Others stopped by the table to congratulate them.

"Alright," Bruce Banner boomed a few minutes later, "Time for the dollar dance."

Clark and Jean returned to the dance floor, and lines quickly formed behind Scott and Ororo. Carol Danvers and Pietro Maximoff were the first in line. They handed Scott and Ororo their bills, and took their places opposite the bride and groom.

"I just wanted to thank you Clark," Carol said a few seconds into the dance.

"Hmm? For what?" he nearly tripped at her unexpected statement and its tone.

"For sending me to the Avengers. It's the best thing you could have done for me. And I didn't ever thank you for that."

"You're welcome," he smiled down at her. Rogue's gloved hand tapped on her shoulder, cutting in. But before Clark take the lead, an explosion shook the room.

Every person in the room collapsed to the floor, their equilibrium shattered, nausea sweeping over them. At the same instant a deafening sound filled the room.

"Get them," a hollow voice could be barely discerned by those with special hearing, "Take the specimens and ignore the rest."

Clark lifted his head, to try and see their attackers. There were four creatures moving through the hole in the south wall, all of them large. The first was not much taller than Wolverine, but was almost as wide as he was tall and all muscle. But for his face, the second might have been a bear rather than a human. He had thick brown hair all over his body, and short claws. The third could barely be called human. He was human shaped, but seemed to be made of tar or putty.

But the last chilled Clark to his core. Whoever might be running this show, he had hired Sabertooth. Creed has his normal vicious grin, and was angling towards Clark, Scott, and Rogue.

"George, Slab," the feral villain growled, "Get the girl. Hairball, you're with me. I need to say hi to an old friend first."

As Sabertooth and the bear like mutant stalked closer, Clark could almost see the remaining four villains through his blurred eyes. The others had remained by the makeshift door. The woman was holding out her hand. The tall, skinny man had his mouth open; he seemed to be the source of the deafening noise. Next to him was an imposing man with stark white skin and harsh red eyes. He held a chain around the neck of the fourth, a slight man with dreadlocks.

"Well, frail," Creed purred, standing over the prone Rogue, "We meet again." He kicked her and the girl whimpered slightly, "I'd say it's time to settle up."

He kicked at her again, but this time a graviton bolt from Cyclops clipped him. Creed glared at the barely mobile best man and hissed, "Wait your turn."

"Creed," the white man barked.

"Fine," Sabertooth grunted. The other pair was already standing next to the leader, carrying Jean. But Clark had blocked out the noise and was almost to his feet. Wolverine was already standing and Magneto was modulating his glowing, magnetic shield to stop the sensory assault.

"The female will have to do for now," the villain ordered, "Gateway, take us home."

The chained aborigine did not respond, but a power flowed from him and a portal opened. Slab and George went through first, carrying Jean. The leader stepped through next, dragging Gateway behind him. Then the woman and the man stepped through. As the heroes recovered from the now vanished noise and vertigo, Sabertooth and Hairball dashed through the closing portal.

Clark was already in his uniform before the rest of the guests had recovered.

"Clark, what are you doing?" Charles' chair hovered over to him.

"I'm going after my wife," Superman bit off each word.

"Where ya goin', bub?" Wolverine asked.

"I will go anywhere in the universe to stay with you.," he restated, "Those aren't idle words. I can always sense where Jean is."

"Wait a minute," Cyclops told him, "You can't go alone. They had us on the ropes, even if we were unprepared. Alone you'll..."

But Superman could no longer hear the logic; he was 500 miles away...



## **Part I, Awakening**

### **Chapter 3, Laboratory**

Superman awoke, feeling weaker than he ever had before. He was strapped to a cold metal table; and try as he might, he could not budge the restraints. He glanced around the room, straining to remember how he had arrived here.

The laboratory was an odd mix. The Kryptonian recognized some of the cutting edge medical equipment. However there were also machines right out of a 50s B movie, and specimens stored in a 19<sup>th</sup> century style.

But most importantly, there was Jean, still in her gown, trapped in some sort of containment device. Her face filled with relief when she realized he was awake. He resumed struggling, knowing if she was awake but still here, her powers must be neutralized.

"Clark Xavier," the hollow voice said. The white skinned man stepped into the room, studying him. Sabertooth followed closely behind.

"Son of Charles Xavier and Martha Clark."

"Who are you?" Superman demanded, "What do you want with us?"

"You may call me Sinister," the villain answered, "Mister Sinister. And I want you, because you are an anomaly."

He stepped back, glanced at Jean, and then examined Clark.

"I have spent almost 200 years, tracking and influencing the evolution of the Grey and Summers families. The offspring of Jean Grey and Scott Summers would have been a mutant of unimaginable power."

"And then, you appeared. My projections showed Charles Xavier could sire a powerful being, but that mutant would go insane or burn itself out before reaching adulthood. Somehow, you defied the odds. You have immense power, but are stable. Your flat-scan mother must be the reason. I wish I could have examined her genetic structure."

"So now I have you. Your powers far exceed those of Cyclops. And Grey chose you, which could indicate a higher level of genetic compatibility."

Sabertooth had been lounging, as if bored by Sinister's extended exposition. But as his employer stopped speaking, Creed perked up. Sinister moved to the counter, and lifted a tray of medical equipment.

"But before I begin the process of combining your DNA, I need to test the limits of your abilities."

His red eyes flashed as he lifted a scalpel.

"Creed informed me of your weakness," Sinister gestured to a machine in the corner. Superman now noticed a pale green glow suffused it.

"I hope this radioactive field doesn't interfere with your powers too much. I suppose we will have to start small. Creed."

Sabertooth grabbed Superman's left hand, holding it steady for Sinister.

"This will hurt," a dark pleasure echoed in his hollow voice. He extended the blade, plunging it into the skin just above the first knuckle on the hero's left pinky. Clark gritted his teeth to avoid crying out. Angry tears streaked Jean's face, and she shouted, unheard. Sinister forced the knife down; into, and then through the bone. Finally, the twisted geneticist pulled the severed digit free. He dropped the finger into a sample bottle filled with a green suspension.

"Now, for the test," Sinister noted. He gestured at the glowing machine and the Kryptonite energy weakened. Superman felt stronger, and the pain faded. An odd tingling replaced it, as his pinky began to regenerate. Sinister's eyes glowed with glee as he watched the finger grow back. Clark pulled at the restraints, and the pale mutant restored the green radiation.

"Excellent," Sinister's grin matched his name, "Now perhaps something... more substantial. A foot?"

He walked to the end of the table, and positioned the scalpel over Superman's right ankle. Clark jerked his leg to try and disarm the insane creature.

"Hold him."

But Sabertooth did not move. He was staring in fear at the fiery aura that had sprung up around the livid Jean Xavier.

"Warning," the computer reported, "Subject power output rising. Dampeners at 120 percent of tolerance. Dampeners at 164 percent of tolerance. Dampeners at 247 percent of tolerance. Dampeners fai..."

## **Part I, Awakening**

### **Chapter 4, Rescue**

As the flame wings grew out from her shoulders, the armored glass tube exploded outward. Shards peppered Sinister and Sabertooth, but did not touch Superman. Phoenix's eyes flashed, and the scalpel in the scientist's hand disintegrated. He turned, and shot a beam of black energy at her. One of her wings curled around, blocking the attack. The negative power pushing against her construct briefly, but she flicked it effortlessly away.

"Creed," Sinister barked, but Sabertooth had wisely or cravenly fled. So the mastermind resumed firing. Annoyed, the telekinetic gestured, slamming the stark mutant into the wall. He shattered like cheap clay and the parts scattered across the floor.

Jean pointed at the machine bearing the Kryptonite, and the chunk of rock floated to her hand, surrounded by a blue protective field. Her eyes flared again, and the glowing stone atomized. She then turned to her husband, and freed him from the restraints. Clark sat up with a slight groan, still weak from the Kryptonite and from the energy his body expended to restore his finger. He held up his hand to examine the new digit. He flexed it a few times, but it seemed to work fine.

An explosion shook the building.

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Magneto carried them in through the hole Gambit had blasted.

"Shadowcat, Nightcrawler, Quicksilver" Cyclops ordered as they set down, "find Superman and Phoenix."

They nodded, and each vanished in his/her own way. Before rest of the assembled heroes could leave, Slab stuck his head in the room.

"Uh-oh," he grunted, darting back out, "RUCKUS!!!"

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"The X-Men?" Superman asked. Phoenix looked towards the source of the noise, and nodded. Clark looked at the broken pieces of their captor, but it looked more like glass than flesh. Then he looked back at his wife. She was confused, and distraught, and under his gaze, her wings retracted.

"Jean, are you alright?" he placed his hand on her shoulder. She turned under her touch and wrapped her arms around him.

"It's OK," he reassured her, "I'm fine, you're fine, and our family is here to save us." He chuckled, "Not that you need it." She did not seem comforted.

"Promise me," she whispered, "You won't leave."

"Jean, I'll never..."

"I understand," she interrupted, "My name, why my powers work like this..."

"Jean..."

"I'll tell you. I need to tell all of you. Once we are home."

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As Ruckus opened his mouth to blast them, Beast stepped forward and triggered the odd backpack he was wearing. For a second, the cacophony increased, but then the white noise booster kicked in and the hallway went silent. The pinked haired mutant grew red-faced as he tried to out shout the machine, and the device grew hot on McCoy's back. So the blue hero gestured to his allies, who had been staring at the loud mutant in silent mirth. Cyclops nodded, and blasted the ceiling, knocking out and burying the henchman.

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Jean settled down under Clark's loving embrace.

"Master, we are besieged," Vertigo cried as she ran into the lab. She saw Superman and Phoenix were free, and tried to turn her power on them. Jean's fiery wings reappeared, but Clark was quicker. The X-Man flew across the room and knocked her out with a gentle pressure to the neck.

"Let's get to the others," he suggested.

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Captain America slammed his shield into Slab's head. The double dense mutant shrugged off the blow, and lashed out at the soldier in return. But Rogers was too quick for heavy mutant.

Wolverine's claws failed to penetrate Hairball's thick mane. Logan began to wonder if there was even flesh to cut under all the fuzz. Unfortunately, Sinister's minion didn't have the same problem. When Wolverine's claws caught, Hairball took the opportunity to carve into the X-Man with his own long nails.

And since Wolverine and Captain America were blocking the hall, the rest of their allies could do little to help.

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Leaving the lab, Superman and Phoenix discovered Gateway in the next room, the chain around his neck padlocked to the wall.

"Are you a prisoner as well?" Jean asked gently. The Aborigine looked at her slowly, and then after a long moment, nodded.

"I think the chain must prevent him from using his powers." Clark offered. Gateway pivoted his eyes to Superman, and then shook his head. To illustrate, he opened a portal.

"He just can't move through the gate while chained," Jean suggested. Gateway nodded again. Superman examined the chain.

"Too conductive, I can't melt it." he concluded, "I guess, I'll have to do it the old fashion way."

He reached for the links, but Jean stopped him.

"Let me," she said, and split the collar around his neck. As the band fell away, Gateway reached up to rub his chafed throat. Then with another nod of thanks, he opened another portal and vanished.

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Slab pushed Cap back. He looked behind the hero, to see Hulk waiting in the wings; and the rest of the X-Men and their allies all but lounging.

"Hair, you think they playin' with us?" he grumbled.

"No, they just don't want to risk accidentally hurting their friends."

"Then maybe we should go hurt them?"

"Sure," Hairball snorted, and kicked Wolverine into Witch, "Like Sinister'd let that happen."

"I doubt that will be a problem," Superman said from behind the villains.

"Found 'em," Quicksilver piped up from Superman's left.

"Oh, crap," Hairball muttered, moving closer to his ally, "You ready to do this, Slab?"

"Uh-huh," the thick mutant agreed as they stood back to back. Hairball charged Wolverine and Captain with a snarl.

"I SURRENDER!" Slab shouted, falling to his knees and lacing his fingers behind his head. In a move right out of a cartoon, Hairball tripped and fell flat on his face.

"SLAB!" the furry mutant shouted back after kipping up.

"Hey, we got the X-Men, the Avengers and the Fantastic Four bearin' down on us. George said this was a bad idea, and now he's vanished, along with everyone else. We are goin' down. And I'd rather do it without gettin' too hurt. Maybe this way they'll let us snitch for time off."

Hairball shook his head in disgust, but he also knelt and put his hands behind him.

"Let's just go home," Kitty pleaded, rejoining the group.

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The next morning, Jean assembled the X-Men in the War Room.

"I need to talk to all of you," she began softly. As she spoke, the flame wings returned. This time they grew further, until the neck and head of a falcon also extended from her upper back. The bird stared at them with piercing eyes.

"About what I am, and what the Phoenix is."

## **Part I, Awakening**

### **Chapter 5, Revelation**

"Only a few of you know," Jean Xavier explained to her teammates, "about the first time I used my powers."

She took a deep breath and told her tale, "I was in eighth grade. My friend Annie and I were walking home from school. It was a cool April afternoon. I remember waving to Mrs. Carmichael..."

Clark put his hand on hers as she trailed off.

"A car careened wildly down the street. At the corner, he made a u-turn. As he drove back, he went up on the curb, straight at Annie. I accessed my powers unconsciously, and tried to push the car back into the street. But I wasn't strong enough, and Annie was hit. I took her hand, and my mind touched hers. I was linked to Annie as she died, and I started to go with her. I pulled back just in time."

"And that is where I come in," the Phoenix's voice was soft and powerful. Each word the creature spoke was both vocal and telepathic, and carried the forgotten hint of bird song.

"I am the embodiment of fire, the spirit of rebirth, and the Guardian of the M'Kraan Crystal," the Phoenix stated, "When Jean's spirit returned from the afterlife, that echo of resurrection summoned me with her. But I was weakened and unable to separate myself from Jean. Even worse, her young mind could not comprehend me."

"Between the Phoenix and my telepathy, I thought I was going insane."

"To help preserve my new host, and to recover my strength, I went to sleep," the Phoenix explained.

"So, from time to time I have accidentally tapped into the Phoenix's power. And that is also how I chose my call sign. But the Phoenix has finally reawakened..."

"And though restored, I am still unable to separate myself from Jean."

"So," Jean sighed, "We are trapped together."

"She has access to my powers, while I will be able to experience life as a human," the Phoenix seemed less distraught by this than Jean.

"So what exactly does this mean?" Cyclops asked suspiciously, "Will you be a passive observer, or will you be timesharing Jean's body?"

"As you say this is Jean's body, and I will not usurp it," the Phoenix answered, "But this is a unique occurrence, and opportunity. In the past, I have joined with a host only for

the duration of a crisis. I have never lived as a mortal. With Jean's permission, I would like to share in her experiences."

"Is there no way you can separate?" Clark asked carefully, reading his wife's distress.

"Short of death, I see none."

"So what dis M'Karn Crystal," Gambit asked with a twinkle in his eye.

"The M'Kraan Crystal is an artifact of immense power. It is the key to this universe, and each of its facets contains a pocket dimension..."

Superman tuned them out and looked into Jean's eyes. Tears ringed her green orbs.

'It's alright, Jean,' the Kryptonian reassured his wife telepathically, 'This doesn't change anything.'

'Yes, it does,' she countered.

'Ok, maybe a little. But it doesn't change our feelings, and we can adjust to the rest.'

She nodded and gave him a slight, unsure smile.



## **Part I, Awakening**

### **Chapter 6, Expectation**

Fragments of black and white glass seemed to melt, and flow together. After a few seconds, Mr. Sinister had reformed and got to his feet.

"Well, Creed," the geneticist looked at his hired flunky, "I see your cowardice allowed you to escape capture."

Sabertooth growled as his face contorted in fury. Then he bit down and smirked.

"You told me to escape if Superman proved to powerful," the assassin explained, tossing a cylinder to Sinister, "I figured the same applied to the frail."

Sinister nodded, "An acceptable adaptation." Then he knelt by the ruined psi-dampener, and lifted something.

"I have what I need."

In his right hand, he held a severed finger in a green suspension. In the left, he pinched several strands of long red hair.

## Interlude I

"Why have I been recalled, sister?" Lilandra demanded as she stormed into the throne room. Deathbird's eyes flashed, but her voice remained calm.

"Finance Minister, can this wait until tomorrow?" the Shi'ar Majestrix asked calmly, "My sister and I have important matters to discuss, and she seems impatient."

The tall Shi'ar nodded and backed quickly out of the room.

"Leave us," Deathbird barked. Gladiator frowned, and then he bowed and backed out as well.

"You will NOT address me like that!" Deathbird shrieked at Lilandra, "Especially not in open court!"

"I apologize," Lilandra bowed with false humility, "But I am confused and a bit upset. You send me to a backwater world for a routine 7-year study; and then 3 years in, you suddenly recall me, just when I was starting to understand the Humans. What was the point of this?"

The ruler's face wrinkled in thought. Then she touched a button on her throne.

"I will tell you, but no-one else may know," she collapsed back, suddenly looking very tired.

"Eleven standard years ago, we discovered the Guardian was gone."

"Gone? Where?" the younger royal gaped at the news. Then her eyes tightened in horror, "The Crystal?"

"We don't know where. Or rather we didn't. And as for the M'Kraan Crystal, I have slowly, quietly tripled the guard. And you are the only one who knows beyond myself and Gladiator."

"Didn't? You have learned where the Phoenix is?"

"From you," Deathbird nodded, "Though it is no comfort."

"From me? She is on Earth?"

Deathbird nodded, and gestured. A screen appeared in mid-air.

"You sent this recording of the Astral Plane," the Majestrix explained. The file showed Jean Grey, sending a flaming bird to attack the Terminus Beam connected to Mystique.

"This Human, calls herself Phoenix."

Lilandra frowned, "Are you sure this is not just a coincidence?"

"Spectral scans confirm that familiar contains the essence of the true Phoenix. Other recordings you sent of this Human also conform to the guardian."

"And?" Lilandra said, "There must be more."

Deathbird stared at the projection. She had frozen it at the instant the Phoenix had struck the evil energy, and briefly turned purple.

"I recall the legend... The Desecration of the Crystal."

Lilandra gulped and nodded.

"Return to Earth, and watch this Jean Grey. Take the Imperial Guard with you. We may soon need to... *take* the Phoenix back."

## **Part II, Desecration**

### **Chapter 1, Absence**

"Clark, Jean," Katherine Pride's insistent knock on the door roused them. The Xaviers glanced at their alarm in unison; it read 3:24 A.M. Clark glanced over at Jean. His wife's face twisted into a worried frown.

"What is it, Kitty?" Superman asked, trying to control his voice so she could hear him, but he wouldn't wake anyone else.

"It's Scott," Shadowcat's voice quavered this time. She was not trying to be quiet, "He's gone... He's missing."

"Missing?" Jean asked, "Are you sure?"

"I woke up an hour ago, and he was gone. I waited about twenty minutes, and when he didn't come back, I started to look for him. He's not anywhere."

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Charles Xavier opened his eyes. His son was frowning at a computer terminal, while his daughter-in-law comforted the distraught phaser.

"Anything, Professor?" Jean asked.

"Scott is nowhere on the Institute grounds," the elder telepath answered, "To search further, I will need Cerebro. Have you found anything, Clark?"

"No," Superman turned back to them, shaking his head, "Scott does not appear on any of the security cameras after he went to bed. "

"What about invisibility or teleportation?" Kitty asked.

"It is possible, but unlikely," Clark thought about it, and turned back to the monitor as he continued, "Unless it is someone new, Cerebra should have been able to detect any sort of cloaking or teleportation. Wait... How?"

"Clark?" Charles prompted.

"That's not possible. How did..." Superman muttered, mostly to himself, then he readjusted his focus to the others, "Look at that." He pointed to the bonsai in the hall between Logan and Ororo's rooms.

"What about it?" Jean asked, despite already having seen the answer in his mind.

"One second." Clark manipulated the image controls. The picture zoomed in, until they could all see the tree's cell structure. Then the image split.

"This is the bonsai at 1 am," he explained, pointing to the first image, "And this is at 1:30."

"They are the same," Charles said with growing understanding.

"Right. Now watch." He triggered the pause button and the two images began to move forward at quadruple speed. The nuclei split and some died, but both images remained exactly alike.

"At normal size, you can't tell," the Kryptonian told them, "but the cellular level doesn't lie. Somehow the recordings from 1 to 1:30 and 1:30 to 2 are the exact same. That must be when he disappeared."

"How does that help?" Kitty snapped, desperate, "We still don't know who did it."

"Kitty," Jean chided her lightly.

"No, Jean, she's right." Clark shook his head, "It's time to bring in the rest of the team. Dad, you said you'd need Cerebro. I'll get Forge to check the computer, and see if Logan and Rahne can sniff out where Scott was."

"Maybe Raven can scry for Scott," Professor X suggested.

"I'll wake her, too," Superman agreed.

"Don't worry, Kitty," Jean squeezed her hand again, "We will find him."

-----

"We both picked up One-eye right outside his room," Logan grunted.

"It was easy to follow," Rahne agreed, "Right up until he got into some sort of car outside the gates."

"There was another scent around the vehicle," Wolverine added, "Kinda familiar, but I can't quite place it."

"But he was alone the whole time?" Superman asked for confirmation.

"Yup," Logan replied. Wolfsbane nodded.

"And that's it?" Kitty pressured.

Wolfsbane nodded again, but Logan shook his head.

"The car, it wasn't using normal gas," he explained, as Rahne looked at him in a mix of confusion and awe, "It's running higher octanes than you get at the corner Fill & Spill. And it had some other additives. Something a rich brat would put in his sports car. I'd recognize it if I smell it again."

"Well, that gives us a place to start looking for suspects," Jean tried to sound hopeful.

"Forge, what do you have?" Clark directed his attention to the tech expert.

"Nothing."

"Nothing?"

"Nada, zip, zilch," the Amerindian mutant extolled, "If Cerebra's been broken into, the hacker is in a class alone. There are no digital fingerprints, no record of any file or system access, nothing. It should be impossible."

"I do not think the computer has been tampered with," Raven said, her eyes glowing.

"What makes you say that?" Forge seemed relieved at the possibility.

"With Mrs. Xavier's help, I can show you," the mystic teen answered, "Phoenix, you must take them into my conscious mind, so they can share my vision."

Jean nodded, and carefully linked them to Raven. Suddenly, they found themselves outside Scott Summer's room.

"This is when he left the room. Just after 1:30," Raven was not visible, but her voice surrounded them.

"But he's not here," Wolfsbane sounded confused.

"He is, you just can't see him. There is an illusion over the hallway. I'll remove it."

Scott was frozen in the act of closing the door. His clothing was almost typical, polo shirt and slacks, with his bomber jacket over the top. But he was wearing his visor instead of glasses, and he had gloves on.

"And?" Kitty asked.

"He leaves the mansion," Raven told and showed them, "He sticks to the areas covered by the illusion."

"What kind of illusion is it?" the Phoenix asked. Everyone turned to look at the firebird, now extending from Jean's shoulders again.

"It's not magical. Beyond that, I'm not sure. It could be a mutant power, or technology based."

"Wait, can you show us the car?" Kitty suddenly got excited.

"No," the disembodied voice sounded sad.

"No?"

"Let me show you." The scrying 'fast forwarded'. Cyclops exited the front gate. He reached out, and his arm disappeared. He pulled it back, and it reappeared, except for the hand. Then he crouched, stepped forward, and vanished.

The assembled X-Men were suddenly back in the War Room.

"Whatever that was, it was different and stronger than the illusion in the mansion," the young spellsmith explained, "Ms Sinclair said he got into a car. That vehicle has non-detection spells of the highest order. I would guess even Dr. Strange would be hard pressed to bypass them."

"What can we do then?" Kitty was on the verge of tears again.

"We investigate," Clark told her, "We are looking for someone with an expensive fuel mix in his car, access to powerful spells, and a reason to kidnap Cyclops. The list can't be that long."

"We are still assuming he was kidnapped?" Raven interjected, evenly. Shadowcat glared daggers at her, and the student turned red.

"I'm just saying," she explained, "He wasn't dragged out of here, he left under his own power."

"But he could have been possessed, or telepathically dominated," Jean told the teen, "Or even just blackmailed. The fact that someone didn't want us to know when and how he left is a good indication something is wrong."

The girl nodded, and started to speak; but was prevented as Professor X hovered back into the room.

"I believe I know who took Scott. There is residue of a telepathic shield leading away from the mansion. Someone wanted to prevent us from sensing Scott."

And then he told them whom he suspected...

## Part II, Desecration

### Chapter 2, Search

"We have to rescue him!" Kitty demanded.

"It's not that simple," Jean tried to calm her.

"Why not?" the phaser snapped, jumping to her feet, "We know who has Scott, so we can go get him back."

"We **don't** know," Superman told her sternly, "Dad's suspect is just that, a *suspect*. It might fit with what we've learned so far, but we don't have any proof. We don't even have a motive. Why kidnap Cyclops? Why risk a fight with the X-Men?"

"And even if Chuck is correct," Wolverine added, "Where do we look? New York? LA? London? Madripoor?"

Kitty wilted. She collapsed into the chair.

"What then?" she whispered hoarsely.

"We start checking," Charles told her, "We track both their actions and finances. Find out where Scott could be held, and how he could have been moved."

"Logan, go wake Hank," Clark instructed, "Have him help you identify the additives you smelled in the gas. Forge, you might be the tech expert, but I'll bet Gambit knows few illegal tricks you don't. See if he can help you crack our friends' cel phones. Dad would Jean be able to help you search for Scott in Cerebro?"

"Cerebro is designed for a single mind, but it might be possible jury-rig one of the spare helmets for a multiple interface."

"Good. I'll check out the airport, see if there have been any odd arrivals," Clark concluded,

"What can I do?" Shadowcat and Raven asked in unison.

"Kitty, grab your cel, and Scott's if he didn't take it. I want you watching the phones, and our emails, in case someone contacts us. Raven... thank you for your help, you can go back to bed."

"No, Superman," the teen hybrid countered, "I'm already a part of this. And we know whoever took Mr. Summers used magic; I'm the only magic expert you have. I'll come with you to the airport, in case there is some sorcery you might miss."

The Kryptonian considered that for a second.



"Alright, on one condition. You are to follow my orders, to the letter."

Raven nodded, once. Superman returned the nod, and said, "I'll meet you out front in 10 minutes. You had better get your uniform on."

-----

Raven was surprised to find Superman waiting outside in one of the X-Men's SUVs.

"Aren't we going to fly?" she asked, buckling her seat belt.

"Flying around the airport is dangerous," he told her, "We could interfere with the air traffic. Also, I'd rather not waste our energy."

The teen nodded, her eyes locked on the road. And her hands locked on the dashboard.

"Still not used to automobiles?" he asked, slowing slightly.

"In Azarth, we traveled mostly under our own power."

"I wish I could have seen it," he said a few minutes later.

"It was beautiful," she lamented, and then added "And it may be again... Someday."

"Ami mentioned a white-stone village, in a forest," he tried to keep her distracted.

"Yes, Yosemite. Azar said he named it after an area on the west coast of this continent. The trees were similar."

"You'll have to tell me later," Clark interrupted her, "We're here."

The girl looked up. The car was stopped in a parking garage. Raven exited the vehicle quickly, and with obvious relief.

"Hey, Clark," the guard said as they approached the terminal. Then his eyes narrowed slightly as he noticed Clark's costume and Raven, "I'm guessing this isn't a social call."

"No, Joseph, it's not," Clark agreed, "We had a visitor at the Institute."

Joseph nodded. With the X-Men, guests were a good thing, visitors were not.

"Gotta rebuild again?"

"No, spying, not attack," Clark answered, "But they had some kind of vehicle that didn't show up on our cameras. And Logan said it smelled like a special fuel blend. So, has there been an expensive car or SUV delivered recently?"

"Not that I can recall... You know I can't really check what might have arrived before my shift. But if I were to turn my back for a second, someone super fast might be able to use my computer without my knowledge. Now young lady," He turned to face Raven, "Who might you be? I haven't seen you before..."

Clark quickly moved to the terminal, as the guard engaged Raven in polite conversation. The girl answered the questions in obvious confusion.

"Raven, it's time to go," Clark said a short minute later.

"Sorry I couldn't be more help," Joseph said, masking a chuckle.

"Thanks anyway," Clark nodded, and then added, "We have to hit the lanes again sometime."

"I'll call you." The human nodded.

"Why did he help you?" Raven asked as she entered the SUV, "Won't that put his job at risk?"

"If their camera could have seen me, maybe," the Kryptonian answered, "And he helped me because I saved his wife and daughter when his house caught fire. Did you notice anything?"

"No," she croaked, as he took merged onto the highway.

-----

"Clark, what did you find?" Forge asked as they returned to the War Room.

"A private plane dropped off a Lamborghini Murciélago, four days ago," Superman answered, "I asked around, no-one remembers seeing it after that."

"That fits. We have records of their plane stopping here, before proceeding to LA. It is currently in Singapore."

"Also, someone been stayin' at da Suncrest Inn," Gambit added, "And dey been gettin' phone calls too. But ting is, dey registered through Friday, tree mo' days."

"Could they be waiting for the plane?" Kitty asked.

"Maybe," Forge said, "But the jet is scheduled to go to Germany next; and from there, to Cairo."

"What if they dropped the car here, and drove back to say, New York?" Shadowcat said, thinking clearly at last, "The extra days at the inn could be a cover, or a precaution."

"We still don't know why," Clark lamented, "Or where they actually took him."

-----

Charles and Jean dove into Cerebro. Their minds spread out from the Institute, taking in mutant signatures.

"Professor," Jean's voice carried surprise, "I never knew there were so many."

"Not everyone wants training, Jean. And not everyone needs it. Many of these mutants have inconsequential powers." He 'pointed' to one in central Minnesota, "This young woman has an incredible sense of taste. She fits in fine, and has total control of her power. So long as we do not have mutant culling, there is no reason to disrupt her normal life."

Jean nodded, and continued to look for Scott.

"This is strange," Xavier commented, "I am very familiar with Scott's mutant aura. I should be able to sense at least the general area where he is."

"I can feel him," the Phoenix sang, "He is being hidden in a crowd."

"What do you mean?" Jean asked her symbiote.

"He is in a place with many mutants. And many of them are using their powers. That is making him hard for you to see. There."

A flaming feather floated to New York City, and 'landed' on a building.

"Perhaps if we work together, Jean, we can sense what the Phoenix senses."

She reached out and touched his shoulder. Pooling their focus, they peered at the densely packed city. And then, a buried spark revealed itself. The telepaths moved closer, and then they could barely make out the hidden X-Man.

"We found him," Jean exclaimed.

"Yes," Charles offered a guarded smile, "Thank you Phoenix."

The immolated bird smiled and nodded.

-----  
"We found Cyclops," Professor Xavier said, as he and Jean re-entered the War Room,  
"He is in their New York headquarters."

"Well, then," Superman stood, clenching his fist, "I think we need to pay a visit to the  
Hellfire Club."

## **Part II, Desecration**

### **Chapter 3, Allegiance**

The Hellfire Club's New York Headquarters was a wonderful old mansion on Manhattan's East Side. Red brick facade and white marble columns spoke of wealth and refinement. And the tinted windows and security fence told the real story, "Members Only".

Jean set their small team down, just inside the fence. Superman, Phoenix, Beast, Wolverine, Gambit, and Shadowcat had all been ready to go, so Professor X had sent them ahead, promising the rest of the X-Men would be on call if needed. Raven had objected to being left behind.

-----

[14 Minutes Earlier]

"You could need me," Raven argued, suppressing a yawn, "You know they are using magic."

"Raven, you are still a student," Beast interjected. Superman shook his head before the scientist could continue.

"Raven, we are not planning on this degenerating into a battle," Superman told her, "But I want you to get the Titans ready, in case we need them."

Raven didn't look entirely convinced, but nodded nevertheless.

-----

"So, you want me to crack the door?" Gambit asked.

"I believe we are expected," Beast countered, nodding at the door.

"X-Men," A young woman in a tuxedo stood in the open doorway. When they looked at her, she bowed deeply, "The Hellfire Club welcomes you."

Cautiously, they walked through the giant entryway.

"This foyer appears to be slightly larger than the building is outside," Beast noticed quietly.

"I hate extra-dimensional spaces," Wolverine growled at full volume.

-----

Elsewhere in the mansion, three sets of eyes observed the X-Men.

"They brought her," the short one warbled.

"Of course," the woman purred, "Now, let's get to work."

-----

"Welcome, X-Men," Emma Frost schmoozed from the top of the grand staircase at the opposite end of the entry/ballroom, "To what do we owe the honor?"

"You know, you witch," Shadowcat shrieked, "Give him back!"

Emma's eyes widened in surprise, "Give him back?" Then she seemed to consider it, "Oh, do you mean Scott? I can't 'give' him back; he wants to be here." She half-turned to address someone behind her, "Don't you, darling?"

Cyclops stepped forward, dressed all in white. He placed his arm around her waist, and kissed the White Queen on the cheek.

"See, he joined me of his own free will."

"Then why isn't he talking," Kitty countered.

"I am done... being a hero," Cyclops answered back, "And I need a... real... wom... an."

Wolverine snorted, "It's pretty obvious you're making him say that, Frost."

"No, Logan, she's not. The reason I stuttered is because Emma reproached me telepathically for being too cruel. I'm done with the X-Men, and I want you to leave."

To cement his point, he rotated White Queen in his arm and kissed her roughly. As their lips met, Jean's vision blurred. Suddenly, it was Cyclops standing in front of her; and Clark was across the room kissing Emma Frost. Wolverine and Shadowcat both started forward, growling. 'Cyclops' stopped them, and spun them around. Drawing the X-Men into a huddle, he asked.

"Jean, what do you think?"

Phoenix closed her eyes and gently shook her head as her husband's voice emerged from Cyclops' lips. Her vision refocused, and Superman looked at her in concern.

"Sorry, what?" she asked, brushing her hair aside in embarrassment.

"Is White Queen controlling Cyclops?" he asked again, and then silently through their bond, 'Are you alright?'

'I just had something in my eyes,' she answered telepathically, and then aloud, "I can't tell. This place, using my telepathy here is like walking through knee-deep mud. And there is a barrier around his mind. Maybe more than one." She locked eyes with Clark, "I'd need contact to know for sure. Physical contact."

"We can't go 'til we know for sure," Kitty insisted.

"We can't leave until we are sure that you are not being coerced, Scott," Superman informed him.

"I cannot allow that," a deep voice echoed from all around them, "I will not let you manhandle one of my Inner Circle."

Cyclops and Emma Frost backed off, as dozens of masked troops marched into the room.

## **Part II, Desecration**

### **Chapter 4, Hellfire**

"Now what?" Wolverine asked, using the costume of an unconscious Deuce to clean the blood from his claws.

"We still have to find Scott," Superman said, "I'd say it is fairly certain that he has been influenced in some way."

"So we have to split up and search this place," Shadowcat insisted.

"I don't know if that's a good idea," Gambit frowned, "Safety in numbers and all dat."

"But we do not know how big this building is," Beast pointed out, "And the longer we take, the better the chance they get reinforcements."

"Alright then," Superman took charge, "Three groups of two. Phoenix and Shadowcat, take the second floor. Wolverine and Gambit, start on the ground level. Beast you're with me."

-----

"What do you think is really going on?" Beast asked when they reached the bottom of the stairs.

"What do you mean?" Superman stopped trying to see through the leaden door.

"You don't find it odd," Hank asked, "Why take Scott in the middle of the night, instead having him walk out during the day? Why use a car that points to them? And what does the Hellfire Club want with Cyclops anyway?"

"Hmm," Clark considered that, "By taking him in the middle of the night, they hoped Dad and Jean would be asleep, and unable to stop them. They used their car because of the shielding spells. And Cyclops is a powerful mutant, and an experienced fighter."

"Do you really believe that?"

"Not really," Superman shrugged, "But if not Scott, then what is their goal?"

-----

"Jean, are you OK?" Shadowcat asked, opening the first door in the hallway, "You look a little pale."

"It's this place," Phoenix answered, "There's some sort of psionic interference, and there is something about the ai..."



"Wow, this place is gorgeous," Kitty interrupted, staring around the opulent bedroom.

"We don't exactly live in a dump," Jean objected.

"I know," the phaser pouted, "But come on. 50 inch DLP TV, gel bed, mahogany paneling, silk curtains... The Hellfire Club sure knows how to live."

Almost against her will, Jean found herself nodding. She forced herself to stop.

"Shadowcat, don't forget why we're here."

"Right," Kitty frowned at herself, "Find Scott."

-----

"OK," he squawked, "I understand what you're trying to do. Instill doubt, envy, greed. Weaken her defenses before you attack her mind. But that doesn't explain why I'm here, Emma."

"My dear Red King," the blonde started.

"Call me Ossie," he crowed.

"Alright, Ossie," she simpered, "Let me show you."

Her hand brushed his, and his senses shifted. On the monitor, he saw Shadowcat and Phoenix's Astral forms. He locked on their target. Phoenix's mental construct had large flaming wings, and a helmet shaped like a hawk's head.

"As you can see, her avian connection goes deeper than just her name," Emma informed him, "Your power to communicate with birds, it will let you talk to the bird in her. Influence her on an unconscious level. In fact, you could start right now."

-----

"What's that?" Jean asked suddenly, "Do you hear something?"

"No," she strained, "I don't hear anything unusual..."

-----

"A meetin' room," Gambit noted, stepping in, "expensive, but nothin' special."

"I wouldn't say that," a female voice said, as a hidden door in the back wall slid open. The entrance behind Gambit slammed shut as two young women stepped into the room.

Both were shorter than the Cajun. The one who had spoken was of Asian ancestry. She wore a red armored costume, with a stylized castle insignia. The other was more exotic. She seemed to be made of red stone or crystal, with sapphires for eyes. Her scarlet hair was more like a series of spikes flowing back off her head, and her fingers could have been knives. She wore a similar costume, but all in white. She advanced further, but also did not attack. She seemed to be hesitating.

"Don't worry, Penance," the Red Rook stated, "He can't hurt you now."

Gambit drew a card from inside his coat, and put a light charge into it. Or rather, tried to charge it; the three of hearts remained remarkably normal. With a dull growl, the White Rook charged him.

-----

"Gambit?" Wolverine suddenly noticed his teammate had not exited the room. He glanced back, and frowned at the closed door. He turned and reached for the doorknob, but an electric shock threw him into the opposite wall.

"OK," he grunted as he stood, and extended his claws. He leapt towards the wooden barrier, Adamantium blades leading. But before he struck, a red flash struck him. As he rolled across the floor, he saw a warrior in red land in front of him. The person was obviously female, but her light armor totally covered her. Logan couldn't see even a millimeter of skin. Her figure was lithe and toned, and she held herself like a master fighter.

"And who might you be?" Wolverine asked as he regained his feet.

"She can't answer you," another woman said from the end of the hall. She also wore red, but her costume was a trashy leather dress, rather than armor.

"My Red Ace can't speak," she informed him, "but she has a better way to entertain you, little X-Man."

She stepped back into the shadow as the Red Ace lashed out at Wolverine.

-----

Gambit's staff caught the White Rook in the stomach and flipped her past. He spun after her, slamming the butt end into the side of her head. But Remy tensed up as he realized he had done more damage to his weapon than to his opponent. Her eyes narrowed as she turned her head back.

The X-Man didn't let her recover. He rotated again, placing his staff behind his foot as he swept her leg. As Penance struck the ground, Gambit followed her down, throwing in all his weight as he stabbed his pole into her solar plexus. The Rook grunted, and countered

by digging her claws into the staff, tearing it out of his hands. She tossed the weapon away, and kicked at his knee. He flipped forward to avoid be knocked down; and as he rolled to his feet, he snapped his second staff into position.

-----

Her fist glided easily past his claws, landing hard on his ribs. Most people would have been knocked out by the blow, but Wolverine barely noticed. He slashed at her neck, but she was already back out of reach. He followed her with a roundhouse kick, which she easily blocked. He continued to press his attack, and she continued to evade every blow. But every punch she threw hit

'Who is she?' Wolverine asked himself. The girl was taller than him, giving her greater reach. And she was faster too. In the span of two minutes, she had hit him a dozen times; and half of those blows would have disabled a normal person. And despite that, Logan could tell the Ace was holding back.

-----

White Rook's red talon tore into grey X on Gambit's chest. The mesh almost protected him, but she scored a light cut with her middle finger. The Cajun mutant snared her hand under his arm, and slammed his heel into the back of her knee. He released her arm, and stabbed his staff against her neck three times. Penance coughed twice, and then stared at her ally. Her hands flashed.

"Yeah, Chance. Why ain't you helpin'?" Gambit asked. Both looked to him in surprise.

"I'm a tief," he shrugged, "You tink I don't know American Sign? And ya shouldn't have asked that."

"Why?" Red Rook asked.

"Because I know why you ain't helpin' fight. You da reason my powers not working. And if I were ta knock you out, I'd be free to blast Penance."

Gambit vaulted over the hardened girl, and charged at Chance.

-----

Do you surrender?

Red Ace might not be able to speak, but her stance spoke her meaning clearly.

"Why would I do that?" He smirked, "I'm winning."

Oh?

"You haven't hurt me yet. I doubt you can. And I'd be willing to guess you'll tire out long before I will."

She frowned under her mask, and then settled back into an aggressive posture.

We'll see.

-----

"Shall I press the envy and greed?" Black Rook asked.

"Yes," White Queen intoned, "But a little more subtle than the jealousy."

He nodded.

-----

A flash forced Jean to pause as she passed the mirror. She hadn't realized it, but she was still wearing the earrings Clark had given her for his birthday. Then she frowned, and looked again. These weren't the earrings her husband had picked out. Clark had given her half-carat diamond solitaires, set in gold. But these were at least a full carat and the metal was platinum. Jean held back her hair as she wondered where they came from.

"Jean!" Shadowcat was both annoyed and scandalized, "You yell at me for admiring the room, and now you're trying on someone else's jewelry."

"I..." the telepath stuttered. Had she put on the earrings without realizing it? She had done something like that with her powers when she was younger. But it had been years... Maybe the power boost from the Phoenix, and the uncertainty she was feeling, together?

Phoenix took off the earrings and set them on the counter, and left the bathroom. As she did, the illusion faded, revealing a pair of half-carat diamonds set in gold...

-----

The entire complexion of the fight had changed. Penance was now doing everything she could to keep Gambit away from Chance. The Asian teen had drawn a pair of escrima sticks, but was trying to stay away from the battle.

The X-Man would knock the White Rook aside and charge the Red. And the women would respond by tumbling back into their prior positions. This pattern was familiar to them, if still somewhat uncomfortable.

'Dey done dis befoe,' Gambit thought to himself.

-----

[Three years ago]

"And this is the lunch room," Emma pronounced, "Welcome to the Massachusetts Institute, Chance."

The teen instinctively smoothed the front of shirt as an older student sniffed at her appearance. She felt out of place here.

"Umm, Ms. Frost?" she noticed another girl sitting alone, "Who's that?"

"That is Penance."

"Why's she all alone?"

"Her powers keep her separate," White Queen explained, "She can't speak, and can barely hear. So she cannot communicate effectively. And even worse, her skin is like sandpaper. Touch her with your bare skin, and at the very least you will get bad scrapes."

The new student nodded. She collected her food, and went to join the red hued mutant.

"Can I join you?" Chance asked. Penance jerked in surprise. Then she looked up, and nodded.

"Ms. Frost said you can't talk," Chance said without preamble. Penance stared at her, then nodded again.

"Have you ever thought about other ways to communicate?"

Penance had an odd look on her face as she pulled out a pad and pencil.

'Why can I hear you.' the mute wrote.

"Oh, I'm turning down your powers."

'What?'

"My mutant power; I can make other mutants stronger or weaker. I figured if I turned down your power, it might let you hear better."

'Oh,' Penance wrote. Then she grimaced as her talon sliced through the paper. Chance smiled sympathetically.

"Which brings us back to my original point. My younger brother is deaf, so I learned ASL... That's American Sign Language. I thought, if you wanted, I could teach you."

Penance smiled and nodded.

-----  
[1 Year Ago]

Warpath howled as Penance's fist struck his uncovered face, shredding his cheek. Catseye tried to change into her cat form, but could not. She was out of the fight quickly as Chance's weapon slammed into the back of her head. Powerless, and out numbered, Warpath bowed in surrender.

"Are the acceptable, Selene?" Emma gloated. The Red Queen frowned her displeasure at having been shown up.

"They will do, Emma. But the power controller is mine."

"Alright," she brushed the speaker button, and announced, "Welcome to the Hellfire Club, girls."

-----

Chance knew she was no match for Gambit. If the more experienced X-Man could get past Penance, the fight would be his shortly.

"Penance, left," she shouted. The stony mutant dropped straight down, as Chance threw one of her weapons at the Cajun. As he blocked with his staff, White Rook rose, her claws leading. Remy flipped back to avoid being disemboweled. His foot caught the hardened woman in the chest, buying him another second.

'Almost there,' he told himself. The teens were good, but he had what he hoped was a high enough trump to win the trick.

Gambit spotted his opening, and attacked Penance. As she deflected the pole, he released it with his left hand, and pressed the nine of spades he had palmed to her face. He had been slowly building the charge since he realized what Chance was doing. The explosion had almost no force, but it was enough to blind the crimson skinned Rook.

LeBeau swept past Penance, and bore down on Chance. She managed to block a few swings, but his barrage overwhelmed her. A shot to the breastbone emptied her lungs, and a blow to the neck knocked her out.

As Penance's eyes cleared, she saw the X-Man standing over her partner, showing a fully charged Royal Flush.

"I tink we done here, no?" his red eyes locked on her blues orbs. She nodded once, and knelt beside her friend.

"How I get outta here?" he asked. Penance took a remote from Chance's belt, and pressed the button. With a click, the door opened.

-----  
Red Queen picked up the pair of earrings, and put them on. She grinned viciously at her reflection.  
-----

Wolverine was getting angry. This kid was matching him move for move. He couldn't touch her, but she had no trouble hitting him. And she had obviously stepped up her game. Every blow pinched nerves, exploded veins, tore muscles. His mutant powers were still keeping pace, but he was less certain about his ability to simply outlast the Ace.

"Grrraaaa!!" Wolverine shouted without words, slashing downwards with his right claw. The attack was simplistic and berserk, there was no way it should have worked.. But Red Ace paused briefly, and Logan almost connected. She spun away at the last second, but the tips of his Adamantium blades deeply scored her chest and arm covering. He saw a hint of clean, pale skin under the red armor on her left wrist.

The fact he connected immediately snapped him back to his senses.

"I think you need to give up now," he told her, "If I give in to my animal side, you can't read me. But I also won't be able to stop myself from killing you."

<I can't lose.> Her stance spoke of despair.  
-----

[One week prior]

"I will not tolerate this," Red Queen told her Ace, "You were supposed to kill him. Not leave him comatose."

Red Ace fidgeted.

"I don't care about 'karma' or 'codes'," the sorceress informed her, "And I don't care if Black King wants to harvest you when you're 21. If you can't fill the roll of Red Ace, you won't reach 19."

Selene knew she had pressed too hard. The teen had gone from defensive to aggressive. And the Red Queen doubted she could defeat the fighter, at least at this range. The head to toe Red Ace costume protected her from Selene's mutant vampirism. And there was no spell the sorceress could cast before the would-be assassin reached her.

"Maybe a different position would be a better fit," Red Queen offered, calming herself without showing any worry, "Both the White and Black houses are missing a Knight."

<No.>

"I know the place your father held was the Red Ace, but if you will not kill."

<I will prove myself.>

"Fine," she sighed. Placate the girl for now, "You can have one more chance. And I think it will be very soon."

-----

Wolverine's vision blurred. He was walking the razor's edge between control and chaos. His attacks were more successful, he had scored her armor three times more, and she was breathing harder. It was getting harder and harder not to just fall into the abyss of fury, but he did not want to kill her. She hadn't done anything to deserve it, yet.

Her foot connected with his chin, and Logan snarled again. His left hand came up; lightly cutting her skin as he blades tore off her boot. She stumbled from her uneven footing. Wolverine dove into the Ace, pinning her to the ground. With a growl, he stabbed for her throat. At the last instant, he regained control, and only cut into her mask. He was surprised to see her lips and throat, unblemished. He had expected cut vocal cords, or lips fused together.

Then her scent bit his nose. And he knew who she was.

-----

[13 years ago]

"Unca Logan!" the cute 5-year old ran up and hugged him.

"Hey Cassie," he smiled, and reached down to tousle her hair. The child's father stepped down off the porch of the log cabin.

"Well, Weapon X," the tall man said, smiling, "What are you doing in these parts?"

"It's Wolverine now, Cain," the mutant extended his hand, "Or you could take a page from your daughter's book and call me by name."

The girl looked up at her father, who said, "Not now Cassandra. I need to talk to Logan alone."

The girl pouted, and then skipped back onto the porch.

"I'm sorry I missed Yuriko's funeral," Wolverine said, "But I was... indisposed."



David Cain nodded, and then his face hardened, "I can't go back. I won't."

Wolverine chuckled, "That's not a problem. Creed, Nord, and I *dismantled* Project H."

"Then what brings you?" Cain relaxed.

"I've heard rumors. The grapevine says you're looking for... work," this time Logan tensed, "I wondered what was going on."

The former agent looked back at his daughter.

"Do you remember the last time you were here? What a chatterbox Cassandra was?"

"Yeah... She did seem a little quiet just now."

"She's been talking less and less. Greeting you just now was the first time she's spoken in days. I thought it might have been Yuriko's death. But it's something else. Something more."

Cassandra ran over again, and she stared up at Logan. He picked her up, and tickled her. She giggled silently.

"Like that. You knew what she wanted, but she didn't say anything. I think she might be like you. What's the term the press is using? A mutant?"

He took his daughter back, and then set her down "She's why I'm doing this. I need help. Money, communications experts, teachers. I found a group; they can use someone with my skills. And they know something about mutants."

"So will I be running into you in the field?" Wolverine eyed him warily.

"Maybe, old friend, maybe..."

Cassandra looked at the two serious men, and her little face frowned.

"BAH!" she shouted suddenly. Cain and Logan both jumped, and then they started laughing.

"So, will you stay for dinner?" the father asked.

-----

"Cassandra?" Logan asked, ripping off her mask, "Is that you?"

The revealed girl's eyes narrowed and she frowned as she kicked him off.

"Cassie, don't you recognize me?"

<How do you know my name?> She looked confused.

"Right, you've never seen me in costume," he suddenly realized. He peeled his hood off, "It's Uncle Logan."

"Lo... gan?" she stared intently at him. Then she grew sad and scared. And then, ashamed.

"Althay!" a harsh voice echoed down the hall. The Red Queen stepped back into the hallway. Mana shot across the floor, wrapping their limbs.

"I knew you would fail," Selene strode towards them, "You are weak. You can't even fight this animal. The only reason you were made the Red Ace is because that stupid bird liked your father, and Black King pressured me to agree."

Then she grinned and stripped off her glove.

"But none of that matters now. I will put the X-Men's claws in your chest, and then drain his life."

As she reached for Wolverine's wrist, the door clicked.

"I knew I shouldn't have trusted Frost," the false goddess cursed, "The Inner Circle has grown too weak."

She twirled imperiously and fled, even as Gambit exited the conference room.

"What I miss?" the Cajun asked.

-----

"Another barracks, Clark," Beast said.

"Of course they would make their foot soldiers sleep like sardines in a windowless basement," Superman said with pity.

"That makes 3 barracks and a kitchen," McCoy noted, "Nothing spectacular. And no Cyclops."

"Then we have to keep searching. We haven't even covered a third of this level."

"I hope the others are having better luck."

"I hope the others aren't having worse luck," Clark countered.

-----

"You are so much better than them," the words that emerged from the throat of Oswald Cobblepot were not in a human tongue. Instead it sounded like the singing of robins, and the occasional hoot of an owl.

"You should be dripping in gems. People should bow before you. Join us, and all your dreams will be granted. And even more."

-----

"Are you sure you don't hear something, Shadowcat?" Phoenix asked.

"No. Are you sure you're alright, Jean?" Kitty looked concerned.

"I'm not sure," she shook her head, "It's like a whisper I can't quite hear or understand."

-----

Hank McCoy wandered through the well-stocked gym. The equipment was top of the line, and well used. But it wasn't what interested the hyper-sensate mutant. There was an odd air current in the room. It wasn't coming from doors or the vents. And it didn't bear the odor of sweat that filled the rest of the room.

Beast froze near the back wall. The seemingly solid and unadorned brick was the source of the breeze. He gently ran his hands over the clay, feeling the wind, finding its outline. He leaned in close, staring at the line too fine for most people to see. He tried to dig his fingernails in, tried pushing and pulling, but he couldn't get the secret door to open.

Realizing brute force was probably not the best option; he searched around the door until he found another false section. A slight pressure caused it to slide away, revealing a keypad. Unlike a standard numeric keypad, this one had two additional rows for ABC, and DEF.

"Ah, hexadecimal," he said after a second.

-----

'I am fire incarnate,' the Phoenix told herself, 'Why am I listening to this? What concern have I for Human pleasures?'

She tried to shut out the bird song that taunted her.

'And yet,' the spirit considered, 'Why not? Might not this give me perspective into mortals? And why should I limit myself?'

-----

'Alright,' the blue scientist thought to himself, after he finished examining the pad, '2, 5, A, B, D. Five digits, and assuming no repeats, that gives me only... OK, well 120 doesn't qualify as 'only'. Start with patterns. 2, 5, A, B, D...'

"Well, then," he said aloud, and then punched BAD25. The door slid aside, revealing a stone hallway. Curiosity outweighed his caution and he walked into the dimness. And he didn't even notice the door slide shut behind him.

-----

"A pool," Superman announced to Beast as he returned to the hallway. But his friend was nowhere to be seen.

"Hank?" He scanned, but his x-ray vision could not pierce the walls. As he started to move for the door he had last seen Beast enter, an energy bolt struck him in the chest, spinning him further down the hall.

"Worry about yourself, hero," a man in a red costume with a stylized horse appeared. He pointed his left hand at Superman, and an orange laser emerged, cutting through the X-Man's uniform, and burning him slightly.

-----

"The layers of defense," Black Rook told White Queen, "It's like she has two minds, and one has weaker defense."

"I also partition my mind at certain times," Emma noted, "Focus on the weaker section."

-----

The Phoenix frowned. Her wings spread slightly, instinctively blocking Jean's psychic sight. She saw a scene of herself. Jean's eyes were blank, no corneas or pupils. Her body was also freed of those foolish clothes humans insisted on. Instead a few egg-sized rubies and emeralds floated over her naked form in an illusion of modesty. Superman was massaging her back, Cyclops was feeding her, and Wolverine and Nightcrawler were polishing her fingernails and toenails. The Hulk carried her on a divan, and Charles Xavier floated up, carrying a tray of drinks.

The Phoenix watched the illusions with interest. Such simplistic pleasures, and yet so compelling. And she had such only a minimal experience with such sensations. And did not all of reality owe her for an eternity of service?

The avian shook her head, and banished the daydream.

-----

"She is almost ready, Ms Frost."

"Good," the blonde grinned, "Time to challenge her. Selene?"

"You owe me, Frost," the radio reply came, bitterly.

"Just do your job, and the book is yours," White Queen snapped at Red.

-----

"I recognize you," Superman told his opponent, "You're Arthur Parks. The Living Laser, right?"

The scientist turned villain bowed, "I'm honored."

"Don't be," Superman countered, "Spiderman was joking about the least impressive villains he's fought."

"That was then." Suddenly he was behind Superman, and fired a solid light blast that bounced the Kryptonian off the ceiling.

"I've changed. An experiment designed to enhance then feed off my cybernetics, it made me into a being of light. You can't hope to fight me."

He illustrated by slicing the left arm of Superman's uniform to ribbons with a dozen different colored lasers. Clark hoped Red Knight didn't notice the red laser burned worse than the others.

"Then if you are so powerful, why work for the Hellfire Club?" Superman inquired honestly.

"I can see and hear," Laser answered, ironically, "But my other senses are gone. I cannot enjoy the taste of a Porterhouse steak, or the touch of a woman. Red King is letting me use Cobblepot Industry's scientists and labs to try and reverse that."

Superman waited until his opponent was distracted, and tackled him. Parks laughed, and disappeared from under the X-Man.

"You can't hurt me physically. My 'solid' form is little more than a hard light hologram I can dissipate at will."

Two more lasers cut into Clark's back, this time charring his skin.

"Seems you don't like red..." The Knight mocked. Superman kicked out at him, but his foot passed right through, and his boot started to melt. Another force beam pushed the Kryptonian away. Superman fired his heat vision.

"Hoping heat or light might disrupt me?"

"A little," Superman tensed to charge again. Living Laser braced himself instinctively, and was caught utterly by surprise as Superman turned and fled. Clark went through the first door he encountered, and slammed it behind. Still chuckling, the Red Knight flashed to the door, and reached for the handle. Then he snickered to himself and slid under the crack.

"The pool?" Parks asked. There was no answer. Superman seemed to have vanished. It took the photonic being a minute to notice the X-Man was underwater. He fired, but his lasers missed.

"Of course, refraction is hurting me. Did you plan this?" Superman didn't answer, naturally; but he kicked the bottom and the shattering tiles threw up a cloud of dust. Living Laser kept firing, but to no avail. Between the refraction of his light, the cloudy water, and Superman's movements; he could not connect.

"Fine," Parks frowned, and he dove into the water. The light entity found himself moving slower, but his next shots hit Superman easily. The Kryptonian grunted, exhaling. Reassured, Laser turned his whole body into his namesake and slammed into Superman. Then he fell back as the hero smiled at him.

Clark burst out of the water feet first. As he left, the cloudy water solidified under his super-breath. Laser tried to move, but he bounced back.

"Light reflects," Superman noted, "Freeze water right, and it becomes highly reflective." But every word carried the cold, keeping the ice solid. "I'm sure you could melt out. But I've been thinking about you. You have to have some source of energy. I'm betting you absorb ambient photons to replenish yourself." With that, Superman's eyes turned upwards, and his heat vision shattered the light bulbs.

"Goodbye, Professor Parks," Superman said, closing the door behind him. Then the frame of the door lit up, but it quickly grew dark as the heat dissipated from the now fused portal.

## **Part II, Desecration**

### **Chapter 5, Cardinal Knowledge**

"Status, Tessa," Sebastian Shaw turned his chair back from the window to stare at his Bishop.

"As expected," she stated, "All of the lesser pieces have fallen. Except of course for Black Rook, who is working on White Queen's plan; and the new White Ace, who we are keeping away from the X-Men for obvious reasons."

"Then it would seem it is time to quit playing," the Black King grinned viciously, "Sage, you will need to get Shadowcat away from Phoenix, so Selene can face her alone. Pierce will deal with Gambit and Wolverine, and if necessary, Red Ace. The alien is mine."

-----

"So Wolverine, who is dis?"

"This is Cassandra. She's the daughter of an old friend."

"Nice to meet you, chere," Gambit extended his hand to help her stand. She frowned, and slid to her feet.

"So, you two not fightin'?" the Cajun asked.

"I don't think so," Wolverine looked at the teen sternly, "Cassandra, what are you doing here?"

She gestured, <Later. Call for backup?>

The X-Men both turned to look at each other and blinked.

"We were supposed call for backup if there were problems," Wolverine growled.

"How we all forget dat?" Gambit pondered.

<White Queen,> she gestured, <There are machines in the building that enhance her powers.>

"We should probably check in," Wolverine triggered his communicator.

"Dey not working," Gambit told him as the static emerged, "I already tried callin' the others."

"Then we'll have to go outside."

"She comin' with us?" Gambit pointed to the Red Ace.

<No...> She shook her head weakly.

"You ain't gotta choice, Cassandra," Logan put a hand on her shoulder, "Red Queen tried to kill you. You can't stay here. And I'm not leaving you here. Your dad wouldn't have wanted that."

Cassandra saddened, and then nodded. The X-Men turned back the way they came.

-----

"Still nothing," Shadowcat announced. As she turned back to Phoenix, blood leaked from the huge cut on her neck. Her eyes were empty.

"Kitty!" Jean cried out.

"What?" the phaser asked, "Jean, what's wrong?"

"You... Are you alright?"

"Why wouldn't I be?" Pryde seemed confused.

Jean closed her eyes and dug her nails into her palms. When she opened her eyes again, Shadowcat was unharmed.

"I keep seeing things," Phoenix finally confided, "Things that aren't real."

"Illusions?" Shadowcat pondered, "Is it a telepa..."

She was interrupted as a black clad form slammed into her, throwing her into the bedroom.

"Shadowcat?" Phoenix hesitated, not sure if it was real. When Kitty didn't answer, Jean ran towards the door. But a bolt of lightning from the end of the hall cut her off, and then the door slammed shut.

"I wonder how you'll taste?" Red Queen licked her lips.

-----

Superman looked at the elevator. He had gone through every other room in the basement, but had not found Beast. He wondered if the scientist had gone up without him. Beast could be absentminded, but...



Superman triggered the elevator. He could not see, hear, or smell Beast on this level. And comms were still being jammed. He could search again, or wait, but neither option seemed productive.

Inside the elevator, his eyes immediately locked on two strands of blue hair. He quickly scanned the rest of the lift. One of the buttons labeled: 'B', '1', '2', '3', '4', and 'R', he noticed a fresh print on the Roof button. Looking closely, he determined it was Hank's. He pushed the button, and watched the doors close.

-----

"Thank you, Mastermind," Shaw told him, "You can go back to Emma's tasks."

"You're welcome, Mr. Shaw."

-----

Shadowcat kicked out, throwing off her attacker. The pale skinned woman, clad in black, slid effortlessly to her feet.

"Katherine Pride," she announced, "Standard combat method, hand to hand. X-Men basic combat, grade C+. Ninja & Samurai advanced combat, grade B-. Torquasm Rao, grade D. You are not skilled enough to fight me. Please surrender."

"I've been an active X-Man since I graduated. My grades no longer reflect my skills," Kitty countered, "And you'd have to be able to hit me."

She jumped at Sage, phased. And the Black Bishop slapped her, knocking her aside. When she stopped rolling, Shadowcat looked up at Tessa in utter shock.

"A low level force field, in tune with your power," the so-called human computer explained, "You cannot phase through me, or out of this room. I ask again, do not make me hurt you."

"Get real," Shadowcat hissed.

-----

Superman blinked once as he stepped into the bright sun.

"Beast?"

"Sorry Clark, he's not here," a deep voice said.

"Sebastian Shaw," Superman turned, finally recognizing the voice, "I haven't seen you for a while."

"It's been what, 15 years?" Shaw smiled openly, "You weren't even a teenager."

"You haven't changed a bit," Clark noted, guardedly.

"Neither has Charles. And Magneto, who could tell he's almost 80?" the Black King shrugged, "Mutant DNA."

"What's going on here, Mr. Shaw?" Superman asked abruptly, "What do you want with Cyclops?"

Shaw's smile slipped briefly, but he recovered, "Nothing, personally. Emma wanted him for her new Ace."

"Bull. If this were really about Cyclops, she would have marched him out of the Institute during the day, with a plausible excuse. You wanted the X-Men here."

"Maybe," Shaw shrugged, unconvincingly "You'd have to ask Emma."

"Tell me where she is, and I'll do that."

"Now, that's a problem," Shaw cracked his neck, "Like I said before, I won't let you just go around manhandling members of the Hellfire Club."

-----

Selene sauntered down the hall.

"Your aura is scrumptious," she grinned viciously, "Thunder waltz and lightning jig!"

More electricity shot at Jean. She put up a wall of telekinetic energy, knocking the attack away.

"It won't be that easy, witch," Phoenix hissed, more evilly than she intended to.

"If it was easy, it wouldn't be any fun," Red Queen pouted, and then chanted, "GiRue Kruz!"

Shards of ice converged on Phoenix. She easily caught them, and hurtled at Selene. The sorceress gestured, and the ice vanished.

"Fine," Selene snapped, "Then 'How 'bout a little fire, Scarecrow?'"

Flame arced down the hall, wrapping the X-Woman. Selene giggled, as Jean did nothing to stop it. But the sound died in her throat, as Jean laughed derisively.

"Fool," Jean Xavier spoke in two voices, the Phoenix emerging from her shoulders,  
"Using fire against the Phoenix."

The magical flames were sucked into a small sphere in Jean's hand. Red Queen tried to cancel the spell, but the fire remained. The Phoenix's wing reached down and touched the fireball. As she drew it back, a trail of fireballs followed it through the air. Then her wings flapped, and the multitude of spheres shot down the hallway. But she had taken too long, and Red Queen already had a dense shield of purple magic waiting. Selene's spell absorbed the fire, but was destroyed in the process.

"How?" the sorceress panted slightly, "You should not be able to control my magic."

"My powers are far beyond your comprehension," each word was twinned, and carried a harsh superiority.

-----

'Anger, violence, hatred, disdain,' Emma Frost whispered from the edge of Jean's consciousness.

-----

"Welcome X-Men!" the tall blond man smiled broadly, showing off teeth as white as his costume

"Who are you?" Wolverine tensed. He could still feel some of Cassandra's blows, and he could smell fresh blood from the tear on Gambit's chest. Red Ace was in the best shape of the three of them, but he doubted she would help. The poor kid was still confused.

"I am Donald Pierce," he bowed deeply, "But you may address me as White Jack."

"Is there something I can do for you?" Pierce asked, an evil glimmer in his eyes.

"Actually," Gambit inclined his head at the door, "We was just leavin'."

"I'm afraid I can't allow that," White Jack shook his head, "My Queen isn't done with you. And I can't let you leave with Red Queen's property."

"Red Queen's property?" Gambit was confused; but Wolverine growled, a bit quicker on the uptake.

"Maybe you ain't heard, bub; but slavery's been illegal for 140 years," Logan's claws extended.

"Maybe property was the wrong word," Pierce admitted, his eyes falling on Red Ace, "But I'm sure the Cajun can tell you all about blood debts. However you describe it, the girl is bonded to Selene, and can't leave."

"We see abou' dat," Gambit said, drawing five cards.

-----  
"If you want to get to White Queen," Shaw informed Superman, while bracing himself, "You'll have to go through me."

"I don't think so," Clark countered, suddenly moving behind Black King. The X-Man triggered the elevator, but nothing happened.

"You thought wrong. I have programmed the barrier of the tesseract not to let you back in unless I say, or I am defeated. So unless you plan to just leave, you will have to fight me."

"Do you really want to do this, Mr. Shaw?" Superman's eyes narrowed, "I could hurt you."

"Clark, your powers are well documented," Shaw smiled in pity, "While you don't know what you are facing. But I would ask that you don't fly. Just to be fair."

Superman shrugged with a slight frown, "Alright..."

Air warped around the X-Man as he ran at the leader of the Hellfire Club. Before Shaw even knew Clark had moved, Superman's fist slammed into his jaw.

But Superman was the one who was stunned. The attack has been weak; but still would have sent any of the X-Men flying, except maybe the Hulk. Black King was unmoved. Superman drew back his hand and fired at his opponent's stomach. This punch would have staggered even the Juggernaut. And again, Sebastian Shaw didn't seem to notice.

"Is that all?" Shaw asked, earnestly. His foot snapped vertically, catching the Kryptonian in the chin. Clark arced away, and crashed hard on the slate tiles.

Xavier kipped up, and charged again. This time, he veered off at the last second, ending up behind Black King. He knuckle punched Shaw's right kidney, and then stepped down on the back of his left knee. Neither strike had any more effect then the first two; and Superman barely dodged, as Black King threw a fist backwards.

"Alright," Clark said again, this time hard. As Shaw was turning Superman drew back and punched as hard as he dared. An explosive shockwave blasted out as fist met nose. The blow would have shattered Adamantium, or split a small mountain in two. The

Black King continued his spin uninterrupted, and brought a knife-hand to Superman's throat.

Clark felt a vertebrae shift out of position. Muscles and tendons tore. By the time he skidded to a stop against the decorative iron fence, his neck had already regenerated, but he could still feel an echo of the pain.

"Get up," Shaw growled, "You have to be better than this."

-----

Shadowcat snatched the combat knife from her belt. She stood slowly, keeping the blade pointed at Black Bishop.

"Ka-Bar knife, 7 inch blade, matte black finish," Tessa reported, "Standard US military issue."

"Not really," Kitty smirked, triggering the two hidden buttons. The midnight blade began to hum.

"Vibro-blade?" Tessa half-stated, half-asked. She watched Shadowcat stalk around the edge of the room; and after 10 seconds, subtly shifted her stance. The women eyed each other, warily. Finally, Pryde grew impatient, and dashed forward. She stabbed, but Sage blocked with her shielded forearm. Kitty pressed down, and Black Bishop quickly retreated as an electric shock traveled down her arm. Tessa glared at her curiously, and shook out her arm.

"Didn't you know?" Shadowcat taunted, "Vibro-blades can cause feedback in force fields with a similar frequency. You might want to file that information for future reference."

"And naturally, that blade is designed to compliment your phasing," Tessa deduced, "So I can't use my shield to block."

"Unless you want to switch frequencies."

"And give you the chance to phase through me?" Sage raised an eyebrow. Kitty shrugged, and slashed down again. The Black Bishop leaned back out of the way, then rotated forward into an uppercut. Shadowcat managed to bring her knee over the top of the fist, forcing Sage's hand out of position. Tessa fell back again, staring hard at Kitty.

"Like I said, real world practice," the X-Woman told her, "And while you might be technically flawless, your ability to improvise and adapt is pretty weak."

"I didn't want to hurt you," Sage said, switching to a more aggressive combat style.

-----

Jean ripped out the floor around her feet, moving the hardwood slats into the path of Selene's mana bolts. Then she stepped forward, motioning for the wood to impale the red witch. Selene plunged forward, under the flooring missiles; and as she rose she completed her next spell.

Snakes of shadow smoke slithered through the air towards Phoenix. The telekinetic tried to dissipate them, but the ophidians continued uninterrupted. They wrapped around her body, constricting her arms to her side. One bit her right arm, the other sank its teeth into her left breast right above her heart. Jean stopped down a cry, and the Phoenix tried to cut or burn the snakes with her wings. The cosmic entity had some effect; the viper the avian had focused on removed its fangs and loosened its coils. But the other snake tightened both its jaws and its coils. In desperation, the psychic grabbed the sorceress with her power, and began to spin her, trying to break her concentration. Finally, the tactic worked, and the subtle breeze from the air conditioning carried the enchanted ashes away.

Both woman staggered free from their opponent's attack, and locked venomous gazes.

-----

Henry McCoy quickly closed the door. The first room in the hidden passage had been a torture chamber; well used, though perhaps not recently employed. He continued down the hallway, eventually coming to stairs leading up. When he reached the next level, he paused, looking both down the new corridor and up the steps. After a few seconds of thought, he kept going up...

-----

Wolverine and Gambit closed ranks between Red Ace and White Jack.

"Oh good," Pierce grinned wider, "The hard way."

Gambit took the initiative, and threw a King of Diamonds at the Jack. Pierce's hand flashed out and caught the card. He crumpled it in his fist, and a small puff of smoke escaped. Still smirking, he started forward, stomping to shake the floor.

"Fine," Gambit's eyes narrowed, "Catch dis." He launched a full five cards at the Cardinal. White Jack closed his arms in front of his body. The cards exploded against his wrists and elbows, destroying the costume, but leaving his skin unmarked.

"Gambit, watch Cassandra," Logan instructed. As usual, Wolverine led with his claws as he closed the gap to Pierce. The Adamantium blades spiraled outwards, one set angling towards the Jack's head, the other at his stomach. The grinning blond easily knocked the attack aside. As his arms struck the X-Man's claws, a strong shock traveled down them, causing Logan's limbs to convulse. Wolverine dropped into a spinning leg sweep, but

kicking Pierce's leg was like kicking a steel post. Still, his own metal skeleton and excellent execution was enough to force the foot forward, dropping the Jack to his knee. Wolverine finished his rotation, stabbing his right claws at White Jack's face. Again, Pierce's arm blocked, and again, an electric shock traveled through the metal in Logan's enhanced skeleton.

Stunned by the voltage, Wolverine was unable to block or dodge as the Jack's fist stuck his solar plexus. His bones may have been unbreakable, but his cartilage was not, and his sternum snapped inward. Logan skidded backward, his breathing as harsh as the scrape of his left claws on the marble. Wolverine finally slid to a stop just in front of Gambit. As he regained his feet, Logan jammed a claw into his chest and popped his breastbone back into place.

"He quick," Gambit noted

"Yeah," Logan said thoughtfully, "But there's something odd about him..."

-----

Superman stood slowly, drinking in the sun. He studied Shaw intently.

"When I hit you," Clark considered, "It doesn't seem to have any impact. Not a ripple of skin, not a hair out of place. That's beyond invulnerable."

Shaw stopped advancing, his smile returning.

"And you are also getting stronger, and faster," the X-Man continued. Then his eyes widened, "You're taking the power from my attacks, and turning it back on me. You absorb kinetic energy."

Shaw shrugged, "That was faster than I expected. But knowing won't help you."

Superman frowned. 'Shaw is still too confident,' he told himself, 'There must be something else. Still, nothing ventured...'

Clark's focused his gaze on Black King's left shoulder. He launched a pinpoint heat vision attack, using his X-Ray vision to target the nerves. But to his dismay, the beam didn't burn through Shaw's costume. After he stopped, the King prodded the spot experimentally.

"I warned you I was prepared for your powers," the mutant was almost apologetic. He dashed forward, almost as fast as Superman. But the Kryptonian was ready. He rolled away, and then ran back to the middle of the roof. Black King skidded to a halt, and turned to face the hero.

"Running scared?"

"Thinking," Superman countered. Shaw shook his head, and moved in again. This time, Xavier was ready. Just before the Hellfire Club's leader reach him, Clark exhaled, moving away. The cloud of frost clung to the King, and his movement slowed. After a few microseconds a two-inch layer of ice had Sebastian paralyzed. As his breath ran out, the X-Man took another step back, watching Black King. Satisfied, he inhaled deeply, and shook out his neck again.

Halfway back to the elevator, a loud crack caught his attention. He glanced back, just into time to see the ice explode away as Shaw's arms punched out. The King cleared the rest of crystallized water away. He shivered once, and glared at Superman.

"That was annoying," Shaw clucked, "But this nice warm sun compromises that tactic, and I'm too strong anyways."

Black King stomped a foot hard, and then smiled again.

"But this is one of yours, right?" he asked. He drew both his hands back, and then clapped them together, hard. The resulting shockwave knocked Clark off balance, and he was unable to dodge as Shaw stampeded again. Before Superman recovered, he had taken two straight punches to the stomach, and a back-fist to the face. Reeling, he still managed to get a forearm in the way of the last attack. But at the last instant, he switched tactics. Instead of a hard block, he used a soft, open-hand deflection. He then put his other hand forward, and gently pushed off Shaw.

"Interesting," Black King frowned, "You are learning fast. But it won't help. Avoiding me won't get you to Emma."

Superman frowned back. He was running out of options...

-----

Kitty panted slightly. Black Bishop had switched fighting styles again. This art combined circular punches and straight kicks, and had her stymied. She was also at a disadvantage, if she blocked with anything other than her knife, Sage's attacks stung almost as much as if she hadn't blocked.

Shadowcat backed off, considering her options. She should have taken Logan's advice and carried two daggers. But that got her thinking about the other equipment she carried. Most of the tools would be of little use. But with the flash grenade, spare communicator, and high tensile cable she might just be to MacGyver something...

Tessa didn't give her opponent much time to think. She slid quickly forward, swinging with her left fist. The X-Woman caught the Cardinal's fist against her blade. Ignoring the feedback, Black Bishop grabbed the Vibro-knife. With her opponent's weapon trapped, Sage was free to fire a quick kick to Shadowcat's ribs.



The force of the attack knocked her down, and the heroine was slow to stand. As she rose, her stance was awkward, one foot turned at an odd angle, and her knife hand pressed firmly to her ribs. Tessa studied her with pity.

"Are you done?" the Hellfire Cardinal asked.

"Not quite." Kitty suddenly lifted her head, and grinned at the Bishop. Sage stepped back, but she was too late. Shadowcat lifted her 'twisted' ankle. She lightly kicked the grenade and communicator she had hidden behind her foot. There was barely any impact as the connected devices struck Tessa's chest, but they reacted as Kitty had planned.

At the same instant the flash bomb exploded, the radio began to emit an extreme cacophony. Sage stumbled back, blinded and deafened. Black Bishop tensed for an attack that never came. But as her ears began to recover, she heard a hum as the vibro-knife hurtled past her ear.

"You missed," Sage said matter-of-factly.

"No, I didn't."

Tessa heard another whipping sound through the air, and suddenly felt her arms being pulled to her side. As her vision cleared, she saw Shadowcat loop the cable around her torso again.

"That won't work. I'm stronger than you, and my force-field will give me leverage."

"I wouldn't brag about that force-field," Kitty denied, inclining her head. Sage looked where directed, to see the vibro-blade imbedded in the wall, the wire wrapped around the unsharpened base of the weapon.

Shadowcat dug in her heels, and pulled the cable tight. As the slack left the cord, it began to vibrate on the same frequency as the knife. With the wire wrapped around her twice, the feedback was exponentially increased. Tessa let out a harsh cry as electricity coursed through her. After a second, she went limp. And after another second, Kitty let the cord go loose.

As her opponent slumped to the ground, Kitty looked around the room again. She collected her weapon, and tried to phase out. As Black Bishop had said, there was another force field running behind the walls.

"Now what?" she asked herself. With a harrumph, she sat against the wall, keeping an eye on her downed foe.

-----

Phoenix grabbed the smoky toxins, and pulled them back out of her body through the bite marks. Four streams of black and red ichor streamed out of her body and splashed to the floor. Her eyes locked onto Red Queen, and she reached out telekinetically. But her mental 'hands' slid off Selene's body.

"An ancient incantation," the witch grinned, "I should have thought of it earlier."

"I grow weary of your insignificant spell-crafting," the Phoenix sang, for the first time in the battle, not echoing her host. Jean almost passed out as her other half forcibly yanked her perception into another plane.

Instead of the Astral, Jean and the Phoenix were now viewing a mystical plane. Mrs. Xavier was only mildly surprised to see a cocoon of enchantments wrapping the ancient Queen.

"Sorry," the avian told the Human, "I didn't mean to bring you. I'm going to shift you mostly back, so she can't try anything."

The X-Woman felt nauseous as she was made to see two dimensions at once. While still watching Selene, she carefully monitored what the cosmic entity did. The Phoenix Force grabbed what looked like a sheet of purple cellophane covering Selene's face, and tore it off. In the real world, Red Queen's costume changed. Instead of the bustier and garters, she was now clothed as Emma had been, but in red instead of white.

"What are you doing?" she shouted, on the verge of panic when she noted her illusion was gone.

"Getting rid of excess baggage," Jean said for the Phoenix. The bird's claw reached out again. She snagged a small black bat and orange sun symbol resting over the sorceress's heart, and set them free. One by one, the spirit of fire peeled or ripped away the spells. Each one sent a small shudder through Red Queen. She tried to cast a spell, but the Phoenix's assault disrupted the incantation. Selene also tried a feeble physical assault, but the telepath easily deflected it. By the time the falcon was done with her, the Hellfire Club mystic was leaning against the wall, just to stay standing.

"Pathetic," the Phoenix re-emerged. Jean frowned slightly, but turned back towards where Shadowcat had disappeared. Before she could take a step, two large hands of pure black energy grabbed her, squeezing the breath from her.

"You understand nothing," Selene's spell turned Phoenix back to face her, "You may have destroyed my enchantments, but you also returned those energies to me. So I may have a few less frivolities, but I can now chant spells instantly I would normally need some time to empower."

The Phoenix squirmed and Jean groaned, as the fist crushed them. Looking refreshed, if more modest and less imposing, Red Queen spoke new words of arcane power, sending runes twisting into the air.

-----

Beast heard voices. Two people, in a room down the hall. Both were whispering, but they weren't conversing. The words mingled into incomprehensibility.

His curiosity peeked; he crept quietly forward. One of the voices seemed a little familiar, while the other sounded like it was singing.

-----

Wolverine retracted his claws. Insulated gloves were a more effective choice than conductive blades, at least against an electrified opponent.

"What we do now?" Gambit asked.

"We have to get to his body," Wolverine answered, "His arms can stop both our attacks, but he's bein' real careful to guard his head and torso. Whatever his power is, it seems to only work on his arms."

"I go left, you go right?" Remy suggested, taking out his quarterstaff again. Logan nodded, stepping back to shoulder to shoulder with Lebeau. White Jack stuck a pinky in his right ear, seeming unconcerned about what the X-Men might be trying.

Wolverine moved first, counting on Gambit's edges in speed and reach to let the Cajun catch up. Halfway back to the Hellfire Cardinal, they crossed paths. Logan cupped his hands, giving Lebeau a boost. The feral Canadian continued on his shifted course, coming at Pierce from the left, as the Cajun thief dropped from the ceiling.

Donald Pierce put his right hand up, his palm stopping Gambit's staff cold. His left arm seemed to move with a mind of its own, blocking each of Wolverine's 5 quick punches. Gambit used his halted momentum to flip forward, landing behind White Jack. He stabbed backwards, lightly connecting with one of Pierce's kidneys. The white clad villain grunted with pain, but he recovered quickly, catching Remy's staff. Before Gambit could react, he was flying sideways, and crashed into Wolverine. They both tumbled to the floor, and between in impact and the shocks that penetrated his gloves, Gambit released his weapon. Wolverine started to stand, but the Jack was already standing over them. He kicked Logan in the stomach, and continued down, kneeling on the X-Man's diaphragm. He could not breath from the weight, and his muscles were dancing from the flowing current, and Logan started to pass out.

"Pierce!"

The three men turned to look at the nearly mute teenager in surprise. She was standing, and there was a fire in her eyes. With deliberate menace, she pulled the remains of her mask back over her face.

"Please," White Jack barked a laugh, "You can't do anything to me. Now be a good girl and go back to cowering."

<I don't think so,> she shook her head no, a satisfied grin settling on her pert lips.

"The other Cardinals aren't here to protect you now, child," he hissed. He stood slowly. Pierce kicked Wolverine towards the wall, and tossed Gambit next to him.

"What's happening?" Wolverine's cough brought a speck of blood to his lips, as his organs tried to sort themselves out.

"Dunno. It look like your friend gonna help us after all. She prob'ly got around da blood debt somehow..."

Red Ace's fist darted towards White Jack's face. He rolled his eyes, and blocked with his left forearm. But as soon as his arm hit her wrist, she rotated at the elbow, knocking his arm further aside. Then her other hand slammed into his elbow, and shot back into his face. A globule of blood ejected from his nose as the force of the blow spun him away. He turned back again, aiming his own punch for the girl's head. But she dropped down, pushing off with her arm to launch her foot at his stomach. Taking the momentum, she somersaulted back, landing on her feet just outside his reach.

"How?" Pierce's grin slipped. He stepped in trying to grab her. Once again, she was already moving. This time, she caught his arm and rolled him over her shoulder. When she hit the floor, instead of letting go, she put her feet into his side, and wrenched the limb straight.

<Uncle Logan, the joint,> she inclined her head toward the hyper extended elbow. White Jack must have got the message too, as he increased his struggles to break free. Even with her whole body against his one arm, Red Ace was obviously losing. Wolverine jumped forward, his claws snapping out again. Cassandra kicked Pierce in the head to keep him from breaking free. Logan threw all his weight into his arm as he plunged his blades into the Cardinal's elbow.

Instead of the scrape of bone, the joint gave off the whine of metal. As he drew his arm back his claws were covered in green lubricants and orange hydraulic fluids, not blood. Red Ace released him, and she and Wolverine closed around Gambit.

"He a robot?" Gambit asked. White Bishop stood, his left arm hanging limp, and dripping. But Red Ace shook her head.

"No, a cyborg," Wolverine deduced. Pierce looked down at his damaged arm, his face filling with anger.

"Do you muties have any idea how much Vibranium armor costs!" he shouted

"If you're worried about cost, you should just give up," Wolverine wasn't ruffled.

"Oh?" Though White Jack spoke, everyone looked at Logan in confusion.

"Gambit touches your arm, and it explodes," Wolverine smirked, and Gambit smiled evilly, "And I'm guessing that applies to your legs too."

Donald blanched, then blustered, "He'd have to be able to touch me first."

Gambit shrugged, "You block, I blow up your arm. Otherwise I hit you in da face."

<Can we just dismember him now,> Red Ace cracked her knuckles.

"Fine," White Jack regained his composure, "You can leave."

He graciously bowed, and stepped away from the front door. Watching him carefully, the trio slowly walked out.

"It's not as if you can get back in..." his voice taunted them as the door slammed shut. Cassandra's head dropped.

"Don't worry about it, kiddo," Logan reassured her.

"We call for back up now, and worry 'bout how to get back in when dey get here."

## **Part II, Desecration**

### **Chapter 6, Kings and Queens**

"So much for the other Cardinals," Oswald Cobblepot squawked in English.

"They did well enough," Jason Wyngarde responded, carefully not to insult his superiors, "They neutralized their opponents. Now only Phoenix and Superman are left."

"You're forgetting Beast," Red King warbled, and then he frowned suddenly, "What happened to the blue fuzzball, anyway?"

"I don't know" Black Rook thought about it, "It's not our job to worry about him. If the Laser did his job, he's a pile of ash on the basement floor. We should get back to Xavier... sir."

The Penguin considered that for a second, then glanced at the monitor that showed Emma Frost.

"Alright," Cobblepot agreed. He opened his mouth wide, and birdsong spilled forth once more.

-----

"Chuck," Wolverine looked and sounded relieved as Charles Xavier's face appeared on the X-Jet's communicator screen.

"Logan, how are things going?" Professor X, on the other hand, was obviously worried.

"We were attacked, Professor," Gambit answered.

"Why didn't you contact us earlier? I have Storm, Nightcrawler, Hulk, Forge, and Wolfsbane waiting."

"We couldn't," Wolverine answered, "Comms were jammed, and in the heat of battle, we forgot."

<Were made to forget,> Cassandra pointed to her head.

"Right, Cassandra says White Queen messed with our brains so we couldn't call for backup."

"Where are the others?" Charles Xavier asked.

"Still inside. Clark had us split up, and ain't seen da others since." Gambit answered.

"Any sign of Cyclops?"

"That's the thing. When we first got here, he was hanging all over Emma. We figured he'd been mind controlled. He and Emma escaped, and we were trying to find them."

"Alright, we will be there shortly."

"We'll be waitin'" Gambit signed off.

-----

"So, Clark, any ideas?" Sebastian asked in a conspiratorially tone.

"Short of killing you?" Superman shrugged, "Maybe."

Black King raised an eyebrow in askance.

"You are still mortal. You have to have a limit, a limit to how much energy your body can store. And I'm curious what might happen if you reach that limit."

An odd look crossed Shaw's face. Partly afraid, partly curious, the Hellfire Club's leader stopped stalking the X-Man.

"Want to find out?" Clark asked, taking a step forward.

-----

An arcane purple spear floated over Red Queen's hand. She flipped her hand towards Phoenix, and the spell weapon shot out. Passing seamlessly through the black hand, it impaled the X-Woman's right shoulder. The heroine let out a whimper, as her blood leaked out over the javelin. Selene cast the spell again, this time skewering Jean's left side just above the hip.

"Hmmm, where next?" the sorceress pondered, "I suppose you don't need both ears. Or maybe those shapely thighs. If I aim from the side, I could hit them both."

"Why do you allow this?" birdsong whispered to the twinned Phoenix, "Why experience this pain? Kill the witch, lest she kill you."

As Red Queen finished forming a third spear, the Phoenix Force raised her head in keening song.

"That is enough," the fiery spirit shouted, and the three pikes disintegrated. An instant later, the fingers of the dark energy hand unfolded, then shattered. Sweat formed on Selene's brow.

"I grow tired of this," the avian howled.

"You already said that," the spellcaster countered, beginning a new incantation. But as the ancient words left her crimson lips, a wave of fire coursed down the hall. Too late to counter magically, the Queen could only cross her arms in front of her face.

After the inferno ended, Jean was surprised to see Selene still standing at the end of the hall. Much of her costume had scorched away, but she did not appear injured. But instead, she looked older. Crow's feat had formed around Red Queen's eyes, and, here and there, silver streaked her formerly ebony hair. Xavier tried to stop the energy entity, but the Phoenix exploded in anger at her foe's survival.

The cosmic bird sent wave after wave of flame, swelling towards Selene. With each attack, Red Queen grew older. By the time Jean had reined in the Phoenix, Selene looked to be well past one hundred. Her now ancient muscles could no longer support her, and she fell to her knees. For a second, the X-Woman wasn't sure her opponent still lived. As she pondered that, her 'partner' gave off a distinct feeling of indifference.

"We are done," Jean said with a twinge of pity. Pushed by the Phoenix, she walked right past her foe without pausing. Selene's hand grabbed her ankle weakly, and the pair stopped to look back at her. The avian grinned at Red Queen's pathetic attempt. Only the human side noticed, too late, that Selene had removed her gloves.

Red Queen pulled herself up, and jabbed her left hand into the hole in Jean's costume at her waist. As her thumb touched the healed wound, her mutant power activated.

"Ah, much better," Selene regained her feet as her aging reversed. She grabbed Phoenix's uncovered neck with her right hand, leaving her left where it was.

"You are delicious. I wouldn't have that you alone you be enough restore me. But your life-force, is in... cred... ib... le..." Her boast changed as an aura of light sprang up around her. Selene's de-aging grew faster, and she tried to pull away, but could not.

"I am fire. I am eternal reincarnation. You want my energy? I'll give you more than you can handle," the Phoenix laughed at her fear.

Red Queen was already younger than she had been, and continued to grow younger. Her height decreased, and for a second she had acne. Her impressive curves collapsed into the straight lines of childhood. When she hit twelve, her regression finally slowed, and then stopped.

The eight-year old looked up at Phoenix in tears. Her armored shirt fit her like a loose dress, and her leggings had fallen to the floor. Her face was a mask of hatred, fear, and confusion. She gestured weakly, but whatever she expected did not occur.

"Where are my powers?" she sobbed.



"Your mutant power stopped working once you went through puberty in reverse," Phoenix taunted the new child, "But you had enough momentum to keep going. And your infantile body and mind are not capable of spell-crafting. Now, run away, little girl."

"Well done," White Queen stepped into the hall as the witch fled, and grabbed Phoenix's face.

As Emma stabbed into her mind, Jean let out a heart-wrenching scream.

-----

Every muscle in Clark Xavier's body went rigid. His eyes focused, as if he were staring right through Shaw. Anger radiated from the X-Man like a crimson wind.

"Somewhere. In. This. Mansion," Superman bit off each word angrily, "My wife just cried out in pain and terror. If anything has happened to her..."

Black King blinked, and when he opened his eyes, his sight was blocked by Superman's fist. He chuckled internally, the hero refused to learn.

Sebastian Shaw was shocked as his head snapped back. The blow was at least twice as strong as any of the previous attacks, and more than he could absorb at once. Though the energy he had already absorbed protected him from injury, simply being moved by a punch was unsettling to the mutant billionaire. Clark followed the punch with a side thrust kick, the force of which knocked Shaw from his feet for the first time in a long time.

"How?" Shaw gaped, quickly standing, "You weren't this strong before, when you were desperate to hurt me."

"I'll tell you a little secret, Mr. Shaw," Superman growled, "I don't know how strong I am, how fast I am. And that fact frightens me. Before, I hit you as hard as I was willing to risk. But if Jean's hurt..."

Black King shuddered. This chill, it could only be a remnant of his earlier freezing. But, despite his internal denials, he shifted his strategy. When the X-Man reached him again, this time Shaw stepped aside and countered with a jab at Superman's neck. Unfortunately, the Kryptonian was too fast, and he caught Black King's fist. Clark in turn slammed the bottom of his other fist into Sebastian's temple. The mutant's vision blurred, and his knees went weak.

Superman threw Black King's hand to the side, then buried his own knuckles in his opponent's stomach. He then launched into a flurry of blows. Clark punched Shaw 100 times in the first second, and almost 200 blows hit in the next. He knew he wasn't hurting his enemy, but he was slowly pushing the energy absorber back. In the third

second, Shaw's body began to hum. Two more breaths of attacks, and Shaw's skin was glowing.

"Ahhh," Black King gasped as the pain grew. It started as a dull ache in every cell, and quickly became a piercing burn. He knew Superman had been right. His body had a limit, and the alien would soon reach it.

Clark could feel the power starting to leak Shaw's body. He continued his barrage, taking some small pleasure in Shaw's growing discomfort. And at the same time, he chided himself for feeling that way. His internal struggle distracted him, however it did not impede his assault. Still, he did not notice what he was causing.

Black King exploded, throwing Superman all the way across the roof, pulling the iron fence edging partly free. Kinetic energy and light continued to pour out of the leader of the Hellfire Club. The X-Man stood, watching with amazement. Shaw floated in the air, screaming noiselessly as all the power he had stolen rushed out. After almost a minute he collapsed in a heap on the tiles.

Clark focused his senses on Sebastian. Satisfied his opponent was still breathing, and none of the cuts were life threatening, he walked to the elevator once more. He pressed the button, and waited.

"Xavier," Black King called, rising to his feet, "We aren't done yet."

Shaw shook out his neck, then looked at the tatters of costume.

"I guess you were right, I have a limit," Shaw grinned savagely, "But I still have some power left, and I am able to keep fighting. You can try that again, though."

-----

Jean Grey Xavier collapsed to her mental knees. Even in the Astral Plane, her perception was filled with illusions. The visions alternated rapidly, showing Phoenix being treated as a Queen with the Hellfire Club, or crying over the corpses of her friends if she remained an X-Man. All she could hear was racous birdsong. It sounded like she was trapped in a giant aviary, but a thousand times louder. And she could almost understand what the cries, shrieks, and twitters meant.

In the midst of the turmoil, Emma cut down with her psychic axe. Jean rolled out of the way, but the Phoenix did not move, and a few of her feathers were clipped. The cosmic entity shuddered from the damage to her mental state.

"Surrender," White Queen slashed again, "Make it easy on your self. Both now and in the long run."

They both just stared at her, the human defiant, and the bird curious.

"Why go through all this?" Emma schmoozed, "Why go suffer, when in the end you will know the pleasures the Hellfire Club can offer? Why struggle, when in the end you will know leisure?"

"The cost is too high," the X-Woman shot back, "My beliefs, and my free will, they are not for sale."

"You can't win," White Queen snapped, "You are tired, I am fresh. You are in my domain; the equipment here strengthens me and weakens you. And my allies chip away at your defenses."

The Phoenix seemed to consider this, but Jean angrily attacked back. Her 3-headed flail clashed with Frost's axe, and one of the flanges nearly struck the white clad villainess. The Phoenix then dove in, claws first. But they were stilled mired by the Club's psionic dampeners, and both suffered minor injuries from White Queen's counter strike.

"Black Rook, Red King," Emma ordered, "She is ready. As we planned."

-----

Beast frowned. Over Mastermind's shoulder, on the screen, he could see Jean and Emma, frozen. Then Emma said something. Mastermind nodded slightly, and Penguin's voice grew louder, and the song somehow sharper.

-----

Jean squinted, and struggled not to put her hands over her ears, as the visual and audio assault grew steadily. But the Phoenix suffered more. The mystic entity crumpled to the ground. The human stepped over her fallen partner, however Emma would not be deterred. She knocked Xavier aside with her weapon. Grinning viciously, White Queen raised her hatchet over the Phoenix's neck.

-----

"I think that will do, gentlemen," Henry McCoy announced, stepping heavily into the room. The two members of the Inner Circle rotated their chairs to face him, dumb-founded.

Mastermind reacted faster, sending out an illusion at Beast. McCoy simply closed his eyes. He had already memorized the room, and his other senses could tell him their locations almost as well as his sight. Red King snatched up his umbrella, and twisted the handling. A knife blade popped out of the end, even as Cobblepot stabbed out at the X-Man. Beast nimbly dodged, then jumped at Mastermind, curling up his body. His forehead struck Mastermind hard in the chest. The illusionist fell backwards, and struck the wall hard. He slumped forward against the panel and did not move.

The false visions gone, McCoy opened his eyes and easily dodged another attempt to impale him. The agile mutant flipped back, then bounced forward, kicking out. Penguin caught the attack with his weapon, but was pushed back. Beast tumbled over his opponent, rebounded off the wall, and struck the Cardinal in the back of the neck. Oswald fell to the ground, still.

"Now, to shut down the security," McCoy sat down at the console.

-----

Emma's blade dropped, but just before it struck, the Phoenix flared, and the construct weapon melted away.

Frost blanched, then grew angry as she realized her support had stopped. But she only had a second to realize that, as the spirit of fire rose into the air, her orange and yellow plumage becoming a deeper red.

"It seems the shoe is on the other foot now, as they say," the avian said, staring at Emma like a hungry predator, "But you were correct, I should experience all the pleasures of humanity, free of restrictions."

"Phoenix?" Jean sounded confused, and worried, "What are you..."

Xavier was cut off as a cage of fire appeared around her.

"You have failed us," the symbiotic energy creature told its host, "So now I'm taking charge."

The cage became a solid cube, sealing the X-Woman.

"But you know Emma," the Phoenix sounded sinisterly conspiratorial. Its coloring had settled into a deep red/purple, "Those experiences... they have a price. Time, money, risk, they all require something. And why should I bother with that. Why risk my nice, new body, when I can get all the same pleasures another way. A faster, safer way."

Emma Frost, White Queen of the Hellfire Club tried to run. But in both planes, she was held fast by a force she could not comprehend.

-----

As he finished disabling the radio jammers, Beast shudder in fright as, on the monitor, he saw Phoenix reach up, and calmly and easily pushed her right pointer and middle fingers into White Queen's forehead.

## **Part II, Desecration**

### **Chapter 7, Dark Phoenix**

Superman and Black King slowly rotated around an understood middle point. They wore matched expressions of frustration.

"Give up, Sebastian," the Kryptonian counseled, "You can no longer win."

"How do you figure?" the mutant was defiant, but there was also an undercurrent of concern. He nervously stretched his fingers, and reformed a fist.

"Your heat resistant suit is damaged. I can use my heat vision at any time to fuse the nerves that operate your limbs."

"You could try," Black King considered that, then he smirked with confident amusement, "But you won't. You won't paralyze me, especially not when it could well be permanent."

Clark frowned grimly. Then a burst of energy shot from his eyes, burning into Shaw's left shoulder. The billionaire jumped aside with a yelp, but it was too late. His left arm flopped limply with his movements. The leader of Hellfire Club looked up at his opponent in fear, anger, and disbelief.

"I cannot sense my wife anymore," Superman growled, "You don't know what I'll do, to rescue her."

Superman stepped heavily forward, and Black King, against his will, retreated a step. The Kryptonian's eyes began to glow again.

The roof behind Sebastian Shaw exploded. The flames licking outward took shape. Slowly, imperially, the Phoenix rose out of the breach in the tesseract. In the heart of the fiery construct floated Jean Grey Xavier, and each of the bird's talons held one limp mutant. As she cleared the hole in the building, the spirit dropped Emma on the tiles, and set Scott gently beside her. Then she landed in front of the unconscious humans, and looked hard at Superman and Black King.

Clark knew something was wrong. His link to Jean was all but gone. And that aggressive posture, her arrogant grin, these did not belong to his wife.

"Jean..." Superman started, but she put a finger to her lips, and focused on Shaw.

"So, you wanted me in your little Club," she started, sauntering a step closer to the Black King, "It may have been Emma's plan, but you endorsed it. You thought you could control me, harness my power. But you just don't understand. How could you? You are so limited, so... mortal"

She stepped behind him, and wrapped an arm sensually around his neck.

"Still, I do owe you," she breathed into his ear, "This experience has awakened in me feelings and desires I was unaware existed. Such a wonderful understanding."

"Then, you will join the Hellfire Club?" he asked with a grin, "Taste all that we can offer you?"

"No." she circled around the Cardinal, "I don't need the Hellfire Club. And I want more than a taste. Besides, though I owe you for the lesson; I owe you so much more for the assault and the pain."

"Jean..." Clark started again. The Phoenix cut him off with a fierce glare.

"Your wife is no more," she informed him coldly, "The Hellfire Club has seen to that."

Her flaming form sprang up again, and the heat threw them both back. She was no longer standing, but floated regally, an inch above the roof.

"You sought to create a Black Queen," she telekinetically forced Shaw to kneel, "A Queen, and still, a slave. But you have unlocked something else. A primal need I have not experienced for millennia. I am the Passion of the Flames."

She thrust her hand into Black King's head. Her uniform began to burn and change. As she pulled her fingers free, Shaw collapsed to the slate, comatose. Her clothing finally extinguished, and all that was left amounted to little more than a tube top and boy shorts. Both were deep red, and emblazoned with a black, stylized raptor.

"I am the Dark Phoenix."

"What did you do?" Superman asked, riveted in place. His eyes grew moist as he looked at what had become of the love of his life.

"To them?" Phoenix asked, gesturing disdainfully at the prone forms of Emma Frost and Sebastian Shaw, "They tried to break me by preying on my desire. I would not be broken, but I decided to take their advice. However, as I told Emma, sex, drugs, and even food can carry risks. So to save time and protect my new body, I will just take the experiences of others. With my power enhancing Jean's telepathy, it's a simple matter to drain their memories and emotions. And I will find others who can offer me more pleasures."

Clark stared at her in amazed horror. Then he recovered, and his eyes narrowed.

"That's not what I meant," he lectured, "What did you do to Jean?"

"As I said, Jean is gone," the spirit of fire hung 'her' head, "The attacks of the Hellfire Club were too much for her. I am all that remains."

"Liar," Superman barked, "I can still feel her. Our link is still alive, as is Jean."

Dark Phoenix hung her head sadly, "What you sense is but a remnant. The memories and body we shared still reach out to you."

"Jean, fight it." Clark pleaded, stepping forward, "You have to regain control. You can't let Phoenix destroy anyone else."

But before his foot hit the roof, his arms were pinned to his sides as he was telekinetically lifted into the air.

"That's enough Clark," she glowered angrily at him, "I feel I owe you, and the X-Men. That is why I'm returning Cyclops; I even deprogrammed him. And I will leave you and yours in peace. But challenge me, and my gratitude will burn away."

The Kryptonian groaned as her grip tightened and she brought him close enough to kiss.

"But you don't want to get in my way," she said, seductively, "You don't want to damage Jean's body. I might be lying; she could still be in here. Besides, you must know you are no threat to me."

"Jean wouldn't want you hurting people. For her sake, I will stop you."

"Stop me?" she laughed, "How?"

Her mirth was cut short as a cyclone dropped from the sky, pushing her down. Then hail began to pelt her, and the wind and ice weakened her fiery construct. With a bamf, Nightcrawler teleported beside Superman, carrying Wolverine, Gambit, and Red Ace. Then, Helix 2 hovered up, and Hulk, Wolfsbane, Forge, and Storm leapt onto the roof.

"We will all stop you," Storm declared, pressing her attack. Phoenix dismissed the effigy, and wrapped her stolen body in telekinetic armor.

"How?" Phoenix asked, once again mocking, "How can you stop me if you can't even fight me?"

The avian reached out with her telepathy. But before she could grasp any of the X-Men, her mental hand struck a wall. She probed outwards, but she was surrounded by a powerful psionic dome.

"Charles," the unleashed villainess hissed, but before she could test his barrier, she was forced to concentrate on the slate tiles Hulk was throwing at her. With a wave of her hand, she redirected them at Wolverine and Red Ace. Gambit blasted the projectiles out

of the way, and Wolverine and Red Ace both charged. Hulk and Wolfsbane followed suit, and Phoenix's shield was taking hits from every quarter. To preserve her defenses, she sent out a telekinetic pulse. Wolverine and Wolfsbane were both sent flying; but to the spirit's derision, Red Ace was only pushed back a few feet, and Hulk was unmoved. With two quick jumps, Nightcrawler had rescued his airborne allies, and placed them back where they had been before the energetic push.

"Get clear!" Forge shouted, raising his gun. The melee attackers rolled, jumped and dove away as the engineer fired. Three quarter sized spheres shot at Phoenix. She rolled her eyes as she tried to deflect them, but the fragile bubbles popped under the pressure. A pale yellow gas burst forth, continuing toward Phoenix. With a grimace, she pushed the toxin away. The doughnut-shaped cloud engulfed the closer X-Men, and Red Ace, Wolfsbane, and Nightcrawler fell violently to sleep.

Phoenix began to rise into the air again, but a set of arms appeared from the building below, and yanked her back down. Superman finally joined the fight, adding his cold breath to Storm's continuing assault. Jean's body shivered, and the Phoenix frowned.

"Why am I having so much trouble with you?" she whispered. Then, with an effort that formed sweat on her chilled brow, she pushed them all back.

"Why?" she shouted, panting. Then she grinned.

"I'm still weak, from being trapped in this body. I'm still tired, from Jean's pathetic exertions earlier. I need a recharge."

She forced them away again, and flashed into the sky.

"I will be back for my due reward," her voice echoed in their ears, "And when I return, you would do well not to cross me."

And then she was gone.



## Interlude II

"Highness," shouted the Shi'ar officer at the science station, "Detecting massive energy buildup on Earth. Omega Class. It is in the middle of the metropolis call New York."

"Is it the target?" Lilandra asked.

"Confirmed, the emissions are from the Phoenix. One moment. Target is moving. She is leaving Earth's atmosphere at one-quarter light speed and accelerating."

"Match course and speed, but keep us 10 light-minutes behind her," the Shi'ar royal ordered.

"She appears to be heading for... Wait, she's changing course," the helmswoman reported, "New course is for the Rigel star system. Target is traveling at one thousand times light speed and still accelerating."

"Information on Rigel." Lilandra ordered.

"Rigel is a blue, supergiant star, less than 2 billion years old," The science officer supplied, "It has twelve major planets. The seventh planet has a biosphere. No sentient life."

"Why is she going there?" Lilandra asked rhetorically, "Is there anything else of note?"

"Nothing unusual. No special mineral deposits. No ancient ruins. Rigel 7 supports an insect species that may evolve sentience in the next 4 to 5 thousand years. But nothing in line with our knowledge of the target."

"The Phoenix has stopped accelerating. She is cruising at a velocity of 150,000 times light speed," the pilot reported, "Estimated arrival at Rigel system in 2 point 2 days."

"I want the offensive and defensive systems triple checked," Lilandra ordered, "Just in case."

Gladiator nodded, and the bridge crew exchanged looks of surprise and terror.

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"Mistress," Starbolt contacted her over the intercom, "We are 5 minutes out of the Rigel system, and are currently 16 seconds behind the Phoenix. But there is a problem."

"I'm on my way," she answered, hurrying out of her room. Thirty seconds later she jogged into the bridge.

"What's wrong?" Lilandra politely demanded

"There is a Chr'ylite survey ship in orbit around the seventh planet."

"Varsin," the royal swore in a most unladylike manner. More than a few crewmembers turned to stare at her. Gladiator pressed a finger into his right temple with a pained look.

"Hail them." Lilandra started to pace angrily. 34 seconds later, an aging Chr'ylite appeared in the holographic transmitter.

"Highness Lilandra," the insect alien chattered in excitement, "What an honor. How may I help you?"

"There is a...ship, approaching Rigel," she said quickly, "Possibly hostile. You must leave the system now."

"But Highness," the scientist was worried, "We have personnel and equipment on the planet's surface. It will take us at least..."

"Dr. Hyxx'yfor," someone shouted on the survey ship, "A massive energy source has passed the Rigel 10. The planet is experiencing massive tectonic shifts."

"Doctor, you need to go now!" Lilandra shouted.

"Hmm," the Chr'ylite had turned away to watch his crew track the Phoenix, "Oh, yes, have to leave..."

"Lady Lilandra," one of her own officers interjected, "The Phoenix has entered the Rigel *star*... She flew straight into the core! The stellar activity is increasing! A massive flare just engulfed the first planet." The young Shi'ar panicked, "We are going to hit the nova."

"Not on my watch," the helmswoman gritted her teeth. The ship jolted as she slowed it to sub-light, and the frame groaned as she hauled it around. She punched the engines, as the star exploded. The consumed star expanded quickly, engulfing the Chr'ylite ship before it could react.

"All available power to the shields," Gladiator ordered, jumping to his feet.

The cosmic detonation struck the fleeing ship. The vessel shook, throwing the crew to the floor or into bulkheads. For an instant, the ship slowed, but Gladiator flew over to the defensive station, and adjusted the shields. Riding the pulse like a wave, the Shi'ar ship was thrown free of the remains of the Rigel system.

"Damage report," Lilandra stood slowly, cradling her right arm.

"No hull breaches detected. But the feedback burned out the shields; they are non-functional. And we only have conventional drives. Maximum speed of 2 times light."

"And the Phoenix?" she controlled her anger and fear, "Are sensors still able to detect her?"

In answer to her question, the view screen shifted, showing the form of Jean Xavier standing on the black dwarf star that had been Rigel. She wore a look of insane triumph on her face. The possessed human turned, and, with a flap of her wings, flew back the way she had come.

"How many people just died?" she sighed, dropping into her chair.

"We sustained no casualties. But the survey team consisted of 29 citizens and 9 military guards; and Rigel 7 had a population of almost 300,000, but they were non-sentient."

"Small comfort," the princess muttered; and then, with a touch of defeat in her voice, asked, "And how long to repair interstellar drives?"

"Two, maybe three weeks."

"That has top priority. We must get back to Earth."

## **Part III, Possession**

### **Chapter 1, Plan**

"Thank you, Kathy," the handsome man said, "The Manhattan police have reported that there have been two more mysterious coma victims. The latest casualties are Gwendolyne Stacey, 40, and her daughter Sarah, 20. Sarah had recently given birth to a baby boy, Gabriel, who was unaffected."

"Colin, that is horrible," the camera panned back to show the perky, blond co-anchor, "I understand this brings the total up to 18 victims in just under 2 weeks. Has a cause been determined?"

"No, the CDC has not been able to isolate a pathogen. They have even asked noted surgeon and mystic Stephen Strange to consult, but..."

Clark suddenly turned off the TV, and started pacing the room again.

"Damn it, Clark," Logan snapped, "If you're gonna wear a hole in the floor every time there's a news report, you might as well stop watching TV."

"They might have mentioned Charles," Ororo added.

"If they did," Scott frowned, "It would only be because the Friends Of Humanity are protesting his involvement."

Kitty sighed, and leaned in closer to Scott, "I thought they were done with mutants."

"It's been over almost two years since the Skrull Invasion," Wolverine growled, "Hating aliens is going out of style, so they're shifting back to mutants."

"And F.O.H. is using this as an excuse," Superman sighed, stating the obvious "They claim a mutant is behind the comas, and Dad is covering it up. Of course, a mutant is the cause of the comas."

"No, Clark," Storm smiled supportively, "Jean is not the cause, the Phoenix is."

"I doubt F.O.H. will care for the distinction," Cyclops noted. This drove the conversation out of the room.

A few minutes later, the silence was broken when Beast and Forge trudged into the room. All other eyes locked on the two tired scientists.

"Well," Beast sighed, "We finished work on the portable Psionic Dampener. The neuro-tranquilizer has been tailored to Jean's DNA. But..."

"You still don't have a way to track her," Superman finished.

Forge nodded, "We improved all five of Cerebro's scanning factors. We even fed Jean's DNA directly into the system. Nothing."

"We have to find some way to track Dark Phoenix," Storm said, "We cannot allow this to continue."

"I know," Clark agreed, "And there is only one way we will get close to her. I will have to be bait."

The reaction of his teammates was immediate and expected.

"No way, bub."

"I do not think that is wise."

"ALONE?!?!"

"Why?"

"It won't work," Cyclops announced, when the din died, "Dark Phoenix will certainly realize it is a trap."

"Probably," Superman agreed, "But it won't matter. She will believe, with good reason, she can take whatever we can throw at her. We will just have to hope the new surprises will be enough."

"Still, why would she meet with you?" Storm asked.

The Kryptonian sighed, "The Phoenix is gathering the pleasures of Earth. Stealing people's souls to gain their memories, their experiences."

He grinned without mirth, "In that respect, I am an ideal partner. With my enhanced senses, I can provide her with degrees of sensation no Human can. And with my invulnerability, I will not be at risk."

"There is a big hole in that logic," Hulk pointed out, "Why wouldn't she just drain you like she did the others?"

"Two reasons," Clark showed two fingers, "First, is that it would be a one shot deal. If she takes my mind, she only gets anything I have chosen to experience. But, if she takes me with her, she can get the extra nuances I provide on any number pleasures she wants."

As he lowered his middle finger, he stared wistfully at his raised pointer, "And second... Second is that Dark Phoenix is in love with me."

The X-Men were universally incredulous.

"Look," Xavier protested, "I don't know if the Phoenix developed feelings for me on her own, or if this a reflection or impression of what Jean and I share. But I do know how she acted on the roof of the Hellfire Club, how she looked at me. If not truly love, she has some combination of affection and lust for me."

"Though I am not sure I agree with his reasoning," Charles Xavier said as he hovered into the room, "His idea is our best chance."

"Any news, Dad?"

"The Staceys are the same as the others. Their minds are blank slates, but there is something else. They are also unable to learn or gain new memories."

"Is there nothing more we can do, Charles?" Beast asked.

"No. The only solution I can imagine is that the Phoenix might have a way to reverse this. Which is why we must capture her."

"And soon," Beast added, "Emma's condition is beginning to deteriorate."

"Then, I will be in the Danger Room," Clark said, quickly leaving.

"Where's he going?" Kitty frowned.

"Clark can't know our plans," Logan answered.

"If he da bait," Gambit reasoned, "da Phoenix would be able to know wha' he knows."

"Bruce, Ororo, will you gather the others?" Professor X requested, "We need a plan of attack."

## **Part III, Possession**

### **Chapter 2, Encounter**

Superman stood alone on the sunny field. It was a public park in South Dakota. It had taken Clark hours of searching to find an area large enough and devoid of people. His flight pattern had been erratic; he was worried the X-Men might not have been able to track him. And deep down, a part of him hoped he had lost them, so he could have a few minutes more as they located him.

"I know you're there," he told the sky, "I don't know exactly where you are, you've blocked that part of the link. But I can tell you are close."

"What are you doing, Clark?" Phoenix's asked, with a touch of regret. The Kryptonian looked up as his wife's possessed body descended from the sun on wings of magenta flame. She wore the same arousing outfit she had created on the roof of the Hellfire Club. But Jean's long, wavy hair had been straightened, and cut short, well above the shoulder, but longer in front than in back.

"You're the telepath. You tell me," he said sadly.

"You want to stop me," she smirked at him, "The X-Men will show up shortly and ambush me. But they could not win before, and you are worried this time will be no different. So you are prepared to offer to be my partner."

She sauntered closer and ran her first two fingernails along his cheek, "But why would I need you?"

"Two reasons," he smiled ironically, "First, if you keep attacking people, eventually the X-Men will not be able to keep it secret. They will get help from the Avengers, the Fantastic Four, and any other hero they can find. They will find a way to stop you, even if it means killing you... Second, you want my superior senses, so your 'human pleasures' can be that much richer."

"And, of course," she breathed into his ear, "There are other... advantages to having you around..."

Then she floated back, smiling evilly, "But who says I need 'you'. I can take your soul like I did the others, then animate your comatose body with my powers."

"That will take effort," he forced himself calm, "and I won't be able to help you."

She considered that for a moment, but ultimately shook her head 'no', "True, but you also would no longer hinder me. Goodbye, Clark"

Her telekinesis transfixed him, and she glided towards him, extending her arm. In desperation, Superman fired his heat vision at Phoenix's extended hand. The attack had no effect on the limb, but the cosmic entity did stop.

"Clark," she laughed, "I swim in the core of stars. Your little heat beams are like a light snack to me."

At the last possible instant, she formed the air around her into a solid wall, stopping the combination of Storm's lightning, Cyclops' graviton beam, Gambit's kinetic charged cards, and Dazzler's laser spikes. Still, the combined assault pushed her away from Superman.

Storm switched from lightning to gale force winds and rain, forcing Phoenix to shield herself from multiple directions. In response, the Spirit of Fire sent a crescent of flames arcing at the X-Men. Shadowcat grabbed Cyclops and Dazzler, phasing them until the attack passed. At the same time, Hulk landed in front of Storm, absorbing part of the inferno; it was only a little reddening; and Nightcrawler teleported Gambit out of the way.

"Tsk, tsk, tsk," Phoenix clicked her tongue. She flung her other hand out, and Wolverine, Beast, and Wolfsbane shimmered into view. She flicked her hand again, and hurtled them away.

"Nice trick," she commented, pressing the three mutants into the earth, while keeping the others at bay. Beast let out a pained gasp, and Hulk tried to distract her with handfuls of dirt. Enough of her energy was diverted for Superman to break free, and he darted towards her. The avian frowned slightly, and knocked the Kryptonian into the gamma-powered X-Man.

Phoenix was shocked when the water pooling around her feet suddenly sprang up around her, wrapping her body and blocking her nose and mouth. Still confused, she attempted to boil the water away, but the liquid stubbornly refused to heat.

"Teen Titans, GO!" Rogue shouted, directing the others to assist Mercury and Firestar. Cannonball and Impulse both blasted towards Phoenix. On a platform created by Raven's power, Rogue and Changeling were carried into range, along with the Titans' newest 'recruit', Cassandra Cain, codename Deathstroke.



## **Part III, Possession**

### **Chapter 3, X-Men vs. Dark Phoenix**

Sweat formed across the brows of Mercury and Firestar. Ami was struggling to keep the water around Phoenix from being telekinetically repelled, while Angelica worked just as hard to keep the fiery spirit from boiling the liquid off.

Then Dark Phoenix raised her head, laughing. Her voice echoed around them telekinetically.

"Fools. Thanks to me, this body can survive in hard vacuum. You think blocking my airways is going to effect me?"

Her eyes flared slightly, and the water exploded away from her in a cloud of steam. Storm created a vortex to protect her teammates and students. But the spirit's counter attack spread too quickly, and blisters erupted across Impulse's face. His eyes jammed shut, and he tripped, rolling across the turf.

Cyclops fired again, trying to distract Phoenix so Cannonball could hit her. But Jean's parasite was able to deflect the Titan. But those two took enough of Phoenix's focus to let Hulk, Rogue, Wolverine, and Deathstrike get close. Superman started to charge, but a voice interrupted him.

'Clark, please join me in the X-Jet,' his father requested telepathically. The Kryptonian veered off and flew to where Charles Xavier had indicated. He found the X-Jet, with the ramp open, waiting. Superman darted inside.

Professor X was parked in front of one of the computer consoles, his eyes closed. He was wearing one of Cerebro's interface helmets, and the keyboard had been removed in favor of some sort of scanner, which his hands rested on.

"Dad, what is going on? Why do you need me?"

Forge emerged from the rear of the plane, carrying a toolbox.

'Forge is going to connect you to Cerebro,' the elder Xavier answered, again without sound, 'So I can take you into the Astral plane.'

"Why?" Clark asked again.

'Even if we were to all give our powers to Rogue, she would not be strong enough to fight Dark Phoenix,' the telepathic answer came, 'So we must take advantage of our numbers. We must keep her off balance, attack her from all corners.'

"And that includes attacking her telepathically," Superman concluded.

-----

Raven diverted her course toward Beast, who was still partially buried and not moving. Phoenix tried to divert the teen hybrid, but Nightcrawler bamfed onto the telekinetically hurtled rock, and teleported it so it was aiming at its originator.

"Dr McCoy, are you alright?" Raven asked, landing next to her teacher.

"I believe Phoenix has broken two of my ribs," he gasped in good humor, "And as a physician, I don't recommend moving myself."

The girl grinned slightly in spite of herself.

"azarath metrion zinthos," she whispered, placing her hands on his chest. His breathing eased, and the X-Man pulled himself out of the dirt. Then he grabbed the student and rolled them both away from a graviton beam that was deflected at them.

-----

"If you'd please sit, Clark," Forge asked, indicating the station opposite Charles. He had finished replacing the QWERTY interface with another palm panel. Superman sat down, and placed his hands on the scanners. The technological mutant placed the helmet over Clark's head, and the interior of the jet disappeared.

Charles Xavier was already standing there, deflecting Phoenix's telepathic attacks at the X-Men. The rest of the team appeared as mere shadows, dodging and striking at the giant fiery falcon.

"I must continue protecting the others, Clark. You need to draw some of the Phoenix's focus here."

"Right," Superman exhaled, looking up at the Phoenix.

-----

Hulk punched the ground, sending a wave of earth rolling towards Dark Phoenix. The telekinetic shook her head mockingly as she rose into the air. But then he brought down his other hand, sending out a second, faster pulse. The two waves met and combined under the villainess, and she was forced to direct her shield downward to prevent the jet of rock from striking her.

A look of annoyance crossing her face, Phoenix flicked her finger in Banner's direction. The green powerhouse flew into the air, crashing into a lone oak tree some five hundred feet away.

Storm dropped a spear of lightning onto the Phoenix. Jean's body went rigid and her spine curled back. Storm unleashed another bolt, but the spirit was ready. She caught the electricity on a raised finger, and redirected it at the weather witch. Struck dead center in the chest, Storm fell from the air. Just before she hit the ground, Impulse intercepted her. Phoenix continued to almost lazily block Gambit and Cyclops' attacks, while she watched in perverse pleasure as Bart checked Ororo's pulse, then hurried her over to Raven and Beast.

-----

Dark Phoenix either had not noticed Superman, or was doing a good job of ignoring him.

Clark decided it was time to make himself known. He fired his 'heat vision' at the Phoenix. Of course, in the Astral Plane, it wasn't really heat vision, it was a psionic construct. But expressing his attacks as their real world counterparts was easiest. The beams hit on the avian's right shoulder, ruffling a few flaming feathers. The mental construct afforded him a slight glance before returning her attention to the material world.

Superman grinned sardonically at her indifference. He lifted into the air, and flew at the Phoenix. She did not even react until he grabbed her left wing. She turned to look at him in shock as he muscled her higher into the air, and flipped her over. Placing his shoulder into her chest, he plowed her into the ground. Flames erupted outwards, driving him away.

"You have my attention, Clark," she growled, floating back into the air.

"And you have my wife," he countered, "I could feel her when I touched you."

The falcon's eyes narrowed, and her beak frowned.

-----

Mercury and Firestar were forced to shift to defense as Phoenix began to send out arcs of fire in every direction. The pyrokinetic would drain off the heat, and the hydrokinetic would put up a wall to stop the remains of each attack.

The symbiote grabbed Cyclops with her stolen telekinesis, and tried to throw him into orbit, but Nightcrawler teleported the field leader out of her mental grip.

A chunk of granite the size of a Volkswagen shot at Jean's body. The Phoenix stopped the attack only millimeters from her face, her brow creasing. She caught the Hulk's second missile sooner, but with no less effort.

The melee crew had finally dodged the attacks on both side, and began to pound on her shield. Wolverine and Wolfsbane dug their claws into her telekinetic barrier and Rogue tried to wrestle the Phoenix to the ground. But Deathstrike was the most successful. Her

fists seemed to somehow slip through the force field, but most were slowed or stopped before they did too much damage. Phoenix let out a high-pitched scream, and grabbed Deathstrike by the throat. Wolverine and Rogue instantly shifted focus to Jean's arm, but they could not penetrate her guard.

"I don't know how you do that, wench," she hissed, "But I'm not impressed."

-----

Superman pinned the Phoenix's wings to her side, and squeezed.

"Let her go, Phoenix," he ordered.

"Or what, Clark?" she countered. Her aura intensified, and the flames scorched him. But he wouldn't let go, and she shuddered in the bear hug.

"Too late, Kryptonian," she cawed, closing her material fist.

-----

Another birdcall echoed in answer to the Phoenix shriek. Wings of shadow wrapped Jean Xavier's arm, and carefully pried Deathstrike free. Cassandra drew in a ragged breath.

"Leave my friend alone," Raven intoned, darkness pouring out from behind her eyes. Behind her, her own construct arose, her namesake in thirty feet of utter blackness. The wings of fire separated from Jean's body, becoming a complete falcon. Shadow and inferno collided in the sky over above the X-Men.

Phoenix's talons aimed for Raven's wings. The dark avian folded her limbs, dropping into a dive. The raptor followed, until her prey pulled up. As the firebird shot past, Raven's claws dug into her back. The blow had its own consequences, as the wounds shot flame into the teen's construct. The Titan's face tightened as she poured more energy into her avatar.

As the fiery creation rotated to attack her enemy, she was knocked aside by another opponent. A green pteranodon, surrounded by an inch of water, continued past, preventing a counterstrike. Changeling circled back, forcing the expressed Phoenix to deal with attacks from both sides.

-----

"Well done, Raven," Superman thought. Drawing the Phoenix into a third conflict may not have been the girl's intent, but it had had an obvious and immediate impact on the astral conflict. The entity was launching fewer telepathic attacks on the X-Men, freeing up Professor X to provide some assistance to his son.

With Charles' help, Clark had crafted mental armaments, a sword, shield, and plate mail. Both the armor and blade were cobalt blue, and the shield was the seal of House El, in traditional red and yellow.

Superman deflected Phoenix's attack with his aegis, and scored a deep cut on the extended limb. She grimaced, and then a strained look crossed her face as Cyclops and Dazzler launched another concerted attack on Jean's body. The Kryptonian slashed downwards at the parasite's left wing. But before the sword connected, she suddenly changed. The bird form morphed into an armored human. Her armor was orange and red, and stylized like her prior expression. In her hand she held a spear with a head shaped like a flame. She blocked his sword, and countered. He intercepted again, protecting his heart from the point of her pike. He pushed her back, then followed with a series of quick jabs.

-----

Although the human shell of the cosmic being stopped the energy barrage, this time her TK barrier seemed to bow under the pressure.

"It's working," Beast whispered to Nightcrawler, "Get ready."

-----

The Phoenix whirled as fast as her wings allowed, but she was obviously having trouble tracking her two opponents. She sent a cone of flame after Raven, but Changeling intercepted the energy. Part of the dinosaur's liquid armor boiled away, but Storm had summoned a steady rain, giving Mercury plenty of water to replace that which was lost. The pteranodon continued forward, knocking the falcon into the shadow bird's waiting claws. Both quickly dart away, before she could strike back.

Meanwhile Jean's body was lashing out at random. Fire and chunks of rock circled her, doing nothing more or less than keeping the X-Men at bay. Rogue was sandwiched between a half-ton of granite and a wall of blue flames. The Adamantium teen fell, and was slow to stand. But this only prevented the meleers from attacking. Cyclops continued to lead the ranged attackers in an organized attack on the fire spirit's force field. And with each strike the TK barrier bent a little farther.

-----

Superman's sword intercepted Phoenix's spear again. He countered with a side kick, but she spun nimbly away. She slammed the butt of her pike into his extended knee. He stumbled forward, and then dove out of the way of her downward stroke. He swung his right heel back into her knee, knocking her forward even as he kippped up. Clark stared into the borrowed face of his wife, her expression full of fury and hatred. She floated to her feet, and he noticed the Phoenix's astral human facade was now taller than he was.

She stabbed at him again, and again he blocked with his shield. But this time, the head of the spear cut into the red 'S'. He twisted the device, preventing her from damaging it further, and pushed back on the javelin, putting her off balance again. She almost recovered, but he watched the real world specters hit both of her physical forms, and her mental body hit the dirt. With a gout of flame, Phoenix was standing again, now thrice Superman's height. Clark's face twisted in concentration, as he made his own form grow to match his opponent's.

-----

"Cyclops, clear me a path," Hulk requested.

"Got it," Summers nodded, "Dazzler, Gambit!"

Jean's head jerked back and forth, carefully watching both of them.

"NOW" Cyclops shouted. The possessed psion's body tensed, as the attacks blasted away her stone and fire barriers. The largest X-Man followed the attacks, slamming hard into her shield. Though he was repelled, suddenly, Jean pitched forward, and overhead the Phoenix flickered. The redhead flipped forward, holding the blood leaking from the back of her head. As she glanced back, she saw Impulse, carrying Deathstrike away.

-----

Though the blow would have knocked out most people, Cassandra's attack only made the Phoenix falter. But the gap was enough for Superman, who stabbed straight into the Phoenix's heart. The cosmic entity looked down at the blade in her chest, the rage being replaced confusion and pain.

-----

"Go," Beast urged.

Nightcrawler nodded, and teleported. He appeared a second later, crouching on Jean's back. He jammed the helmet he was carrying onto her head, surrounding her brain.

"Forge," McCoy triggered his communicator. The psionic dampener hummed to life, and Jean's body froze. In the air, Raven and Changeling struck, and the Phoenix exploded.

-----

The Phoenix froze. Superman instantly dismissed his construct. Once again his natural size and form, he shot towards the Phoenix. He flew through the hole he had cut in her armor, and into her injury. He blasted out of her back, carrying the mind of Jean Grey Xavier in his arms.

"Jean, are you OK?" Clark asked, tears forming in his eyes. She looked up at him, and smiled sadly.

-----

"Thank you." Jean's corneas and irises reappeared as she stood. She glanced around at the X-Men and Teen Titans.

"But you have to keep going," she said, "Finish the plan. Use the tranquilizer and put me in a coma."

"Jean?" Shadowcat voiced their confusion.

"I learned when Clark touched my mind," she answered.

"But you are back," Cyclops was unsure.

"The Phoenix is still in here," her face tensed for a second, "She's trying to regain control. I don't know how long I can fight her."

"You must try," Storm insisted, "Clark and Charles will help you."

"It won't be enough. You have to..."

"NO," Shadowcat and Dazzler both shouted.

"Please," Jean begged. Hulk and Beast were both shaking their heads.

BANG. The report of a gun echoed over them, and a dart appeared in Jean's neck. The heroes spun to see Superman, holding the rifle.

"Thank..." she started, as her eyes rolled back into her head. Then, her eyes began to glow again, and she floated up.

"YOU!" Phoenix howled, locking onto Clark.

BANG. A second dart appeared, and she collapsed. Superman tossed the weapon aside, and an instant later was holding the body of his wife.

"Let's go home," he said, with obvious exhaustion. But before they could move, the field vanished from around them, and the X-Men found themselves on the bridge of a starship.

"On authority of the Shi'ar Empire, you will relinquish the host of the Phoenix to us," Lilandra announced.

## **Part III, Possession**

### **Chapter 4, Shi'ar Authority**

The X-Men closed ranks around Superman and Phoenix. Clark carefully tightened his grip on his wife's unconscious form.

The Earthlings were surrounded by a number of different aliens, but most of them of the same species as the regal looking woman in the captain's chair, and they were aiming deadly looking rifles at the heroes.

"And just who are you?" Wolverine growled, his eyes locked on the alien woman.

"She is Lilandra Neramani, princess of the Shi'ar," Charles Xavier floated forward, "Lily, what is the meaning of this?"

The sadness on the royal face softened at his question. Then she settled onto stern will.

"The Phoenix has destroyed the Rigel Star system, and with it an Imperium science vessel and its crew of 38," she informed the X-Men. Clark looked down at his wife with incredible regret.

"She is guilty of murder, and must face justice."

"That does not give you the legal right to take her. I highly doubt you have an extradition treaty with the USA," Cyclops announced, bolstering the X-Men and deflating Lilandra. But the purple-skinned, mohawked alien beside the Shi'ar leader snorted derisively.

"Gladiator," the princess lightly chastised.

"Apologies, highness," he inclined his head slightly, "But the Humans do not understand the danger they withhold. Else they not argue foolish questions of law and governance."

"More to the point," another different alien chuckled from the opposite side of the bridge. He was a Shi'ar, but wore black and gold uniform, unlike the rest of the grey of the other Shi'ar. He also did not carry a weapon.

"It's not as if the primitives could stop us," he continued with a smirk.

"Electron!" Lilandra snapped. The Guardsman frowned, and offered a low bow to his leader. But the arrogant smirk never left his face.

"You have a point, Gladiator," the princess settled back into her chair, "The X-Men should know what they harbor."

"This is not the first time the Phoenix has gone rogue. It was roughly fifty thousand of your years past. We Shi'ar had just mastered faster than light travel, and were preparing



to build our first interstellar colony. And even before we reached into the stars, we were given the task to minister the M'Kraan Crystal, and its guardian, the Phoenix Force."

"The Majestor at that time was my ancestor, D'Ken. D'Ken the Mad, history names him. He sought to tap the power of the Crystal. It isn't known why he did so; had he a benevolent purpose, or was his intent sinister. Whatever the case, the cosmic energies of the Crystal drove his senses from him. He began to reshape Aerie, in unnatural ways. The planet still bears the scars. The Phoenix joined a Kree soldier, and returned to Aerie to confront the Emperor. Their battle shook our injured world, and nearly shattered it. In the end D'Ken was killed; but the Crystal's energy he took, it drained into the Phoenix bearing with it his madness. Instead of releasing her host as she was supposed to, she destroyed the old capital and escaped into the cosmos."

She paused, gazing intensely at the X-Men.

"We did not find her for two hundred sixty seven years. Though we never learned the full extent of her destruction, it is certain that she consumed at least thirty stars, and destroyed ten civilizations. No fewer than 3 trillion sentients. The first ships to track her were annihilated. The second time, luck found us, and we destroyed her in surprise. However, the Phoenix is resurrection, death is temporary. Reborn, the spirit of fire was cleansed, healed. Sane."

She looked at Jean, sadness returning.

"The Phoenix is not meant to bond to long with a host. Her fire burns out of control. And only when it is extinguished can she be saved from the ashes of darkness. The host... Jean Grey Xavier must die."

"I don't believe you," Superman said abruptly. The Shi'ar and Imperial Guard tensed, and more than a few were angered. Lilandra's eyes narrowed and she started to retort, but Clark cut her off.

"I am not saying that you are lying, or even wrong," he added quickly, "But that is a ancient history, bordering on a legend."

He looked down at his wife, and his eyes tightened, "The circumstances are different. Jean has a powerful mind. And we will help her. We can find a way to free her from the Phoenix."

Lilandra shook her head, "Your devotion and faith are admirable, Clark. But even if you could do what you say, it would only allow the Phoenix to seek another host. A new body, one that could not resist. Or would you offer up another to save you lover?"

"No, but..."

"Then just hand the female over," Electron insisted, yawning.

"That will not happen," Storm countered.

"Then we will have to take her," Gladiator sighed, "Set weapons to stun."

"I demand the right of Arin'Nn Haelar," Professor X said. Suddenly, every eye on the bridge locked on the elder human. Then, the muttering started.

"How does he..."

"The War of Five?"

"...ink they are fooling."

"The challenge is not valid," a Shi'ar in a commander's uniform insisted, "You are not of noble blood."

"I am commander of a military force," Charles' expression and volume did not change, but he sounded as though he were instructing a petulant child, "And my son is of noble blood."

"How do you know of the ritual?" the Shi'ar princess asked without a hint of suspicion.

"I have access to a very thorough Kryptonian database," he said aloud what he had already told her mentally.

"The challenge is valid..." said one of the Imperial Guard, a yellow skinned alien in a white and black costume. Her brother, in a color swapped costume, nodded.

"There as an ancient Titan stronghold on the hidden side of Diana," Lilandra regained her poise, "It is still operational, and about the size of two of your sporting stadiums. Will that suffice as our arena?"

Charles Xavier nodded, and Lilandra continued, "So no-one can protest the fairness of this contest, the X-Men will be given quarters, to rest and confer."

-----

"OK, Chuck," Wolverine started, leaning against the wall in the conference room, "What's goin' on?"

"Arin'Nn Haelar, the War of Five. It was designed by the Shi'ar noble houses, to settle disputes without open warfare. Each leader would select 5 of their warriors. The last group standing was considered to be in the right in the conflict."

"So, five of us will have to fight five of them," Cyclops mused.

"Yes," Charles paused, and then added, "I think it should be Superman, Cyclops, Storm, Wolverine, and Gambit. Since we are unfamiliar with the abilities of the Imperial Guard, we should focus on direct, offensive force."

"What about me?" Hulk looked like he had been hit, and sounded disappointed, "No offense to the rest of you, but next to Clark, and maybe Ororo, I am the most direct offensive force you have."

"I have a more important job for you," Charles turned to look at him, "Bruce, we need you brain rather than your brawn. Lilandra has agreed to give us access to the Shi'ar database on the Phoenix and their sick bay. I need you to work with Beast and Forge. We have to figure out a way to get the Phoenix out of Jean, and this is our best opportunity."

Hulk nodded grimly.

"You five should eat something and relax. We are at a disadvantage. We are not familiar with the Imperial Guard and their abilities. But Lilandra was studying Earth, so I doubt the same applies to our opponents."

-----

"I wish you had not done this, Charles," Lilandra said, "I regret what must be done to end the threat of the Phoenix. But I would not have seen the X-Men harmed."

"My students would never have allowed you to take Jean. This way, the potential damage to both sides is kept to a minimum."

Lilandra leaned in, and kissed him.

"Your compassion may doom us all," she said, her humor twinged with sadness.

A pair of Shi'ar teleporter beams suddenly lit the open, ruined city below. One carried the five X-Men, the other the Imperial Guard.

"Arin'Nn Haelar begins."

## **Part III, Possession**

### **Chapter 4, Arin'Nn Haelar**

Though he was not aware of it, Clark Xavier's corneas glowed blue when he used his X-Ray Vision. The other X-Men watched in anticipation as he scanned the city.

"We have Gladiator and Electron," he relayed, "The yellow skinned brother and sister in the black and white costumes. And the last one is the grey skinned reptile who was near the back of the room."

"Gladiator, he got an aura 'round him like Clark do," Gambit informed them.

"What does that mean?" Storm asked with concern.

"Don' know," the Cajun shrugged, "Probly means he got a buncha differin powers."

"And the others?"

"Dat Electron look like one of us. He gotta be a one-power mutan' Shi'ar. I dinna get a good look at the others."

"Whatever," Wolverine popped and retracted his claws, "This don't look like 'direct, offensive force' to me. The only way we're gonna figure out what they can do, is to see them in action."

"Nevertheless, Logan," Cyclops instructed, "We need some kind of plan."

"If they know about us," Superman began, "We have to assume they will attack to their own advantage. So if the big one tries to corner Wolverine and Storm, they are likely not the ones who should be fighting him."

"Agreed, " Summers nodded.

"Why ain't dey attackin'?" Gambit asked suddenly.

-----

"What are we waiting for?" Electron asked, annoyed.

"I am listening," Gladiator glared at him, "If I can hear which warriors they sent, it will give us an advantage."

"Like we need an advantage against them," Electron scoffed. Then his face became fierce, "These primitives are nothing. They'll last 5 minutes, if that."

"Shut your yap," Earthquake hissed, "They stopped a Skrull invasion, and fought off a son of Darkseid. If nothing else, they deserve out respect."

Electron just grunted. He turned away from his teammates, looking annoyed.

"Superman, that was obvious," Gladiator shifted his head, "Wolverine. A female, but her voice is too quiet to make out. Gambit, judging by the accent. And another male."

"Can we go now?" the Shi'ar asked without turning around.

"Electron, you are whining," White Noise chastised. Her brother chuckled. Electron turned to glare at her.

-----  
"Good question," Cyclops suddenly started whispering, "Superman, what are they doing?"

"Electron is arguing the others. And Gladiator looks like he's listening. I think he's trying to find out who's here and where exactly we are."

"Then I guess it would be time to take Wolverine's advice."

The field leader turned to stare at the same stretch of wall Superman had watched, and fired a graviton beam through the granisteel wall. The attack cut through the city, and the weak remnants of the energy staggered Earthquake slightly. Superman followed immediately behind the attack. Landing amidst the Guards, he clapped his palms together. The shockwave knocked Electron, White Noise, and Black Light into the ruined walls; but Earthquake only slid back slightly, and Gladiator was unmoved. The reptile alien stomped; sending out a shockwave that put the Kryptonian off balance. Before Superman recovered, Gladiator stepped forward, throwing his palm into the X-Man's sternum. As the breath was forced from his body, Clark added his own spin to it, coating Earthquake and Gladiator in ice.

Superman picked himself off the ground as the X-Men reached him. Earthquake and Gladiator broke free with their respective powers as the other Guards stepped passed the shattered wall. The two groups steadily crossed the open field, until some instinct caused them to charge.

Cyclops' energy beam knocked Earthquake down; but Black Light's similar strike clipped Summers, preventing him from pressing the attack. He and his sister tried to finish the off balance human, but a barrage of cards and lightning blocked the sound and concussive force.

-----

Despite being on a line with Superman, Gladiator started to move towards Wolverine. But Clark was not about to allow this. The Kryptonian intercepted him, punching the Strontian into the air. He gave chase, but Gladiator caught his next kick, and hammered a fist down. Clark grimaced as his knee dislocated, and his thigh bone cracked. He swung his other foot up, planting his heel in Gladiator's throat and pulling himself free. His leg mended almost immediately, but Superman was still awed and a little frightened by his opponent's strength.

-----

"You're kidding, right?" Electron laughed, sending orange sparks dancing between his fingers, "You have metal claws connected into a metal skeleton, and you're going to fight me?"

Wolverine grinned wickedly back.

"I just fought a punk with electricity running through him," Logan explained, dropping his hands to his sides, "So I had Beast and Forge work on a solution."

His claws popped, cutting into packets on his belt. When he held them up again, the silvery metal had a blue tint.

"An electrical insulator," Wolverine explained, holding his blades in front of his face, "And also a lubricant to make it easier to cut through armor or bone."

Electron frowned, then unwittingly stepped back as Wolverine charged with a snarl. Then he laughed at himself, and shot a half-foot wide column of electricity at Logan. The force hurtled the X-Man to the dust.

"Stupid primitive," the Shi'ar said snidely as he turned away, "Insulators can be overcome by a sufficient electrical charge. Basic Physics. Who's next?"

But before he could take a step, a rustle and a chuckle made him look back. Wolverine was standing, but still smoking slightly. Dead center in his chest, his uniform was charred and melted. Otherwise, he seemed fine.

"I heal quick, bird-boy," the mutant countered, "And if you have to use twice as much power to overcome my protection, that means you can only fight half as long. Basic strategy."

The Guard scowled, and fired again.

-----

Superman and Gladiator landed well away from the others. The Guard looked down at the X-Man, both physically and mentally.

"Give up this," Gladiator said, his voice dripping with superiority and pity, "You and yours are too primitive to be victorious."

"Primitive?" Clark frowned, "You seemed upset when Electron called us that on the ship. I thought your outrage was at the actual insult. It would seem I was wrong."

Gladiator shrugged with a smirk, "A soldier must know his leader. Lilandra respects this mudball, and it would be unwise for me to dis-illusion her."

"Well, Earth's history has many stories of less advanced forces defeating their over-confident 'superiors'."

"Over-confidence will not be a problem for me," the purple alien's smirk grew.

-----

Cyclops dragged his pointer and middle fingers across his palm. He was still learning the new system, and left the aperture open slightly longer than he intended. The outcome was as intended; he sent an arc of gravitons sweeping into the alien soldiers. Earthquake simply bore through the attack, while Black Light and White Noise dodged. Noise shot back, sending a column of hard sound at Summers. Gambit splintered the sonic wave with a pair of tens. One of the shards still hit the X-Man in the hip, pitching him forward. Cyke rolled away as Black Light fired his own optic beams into the ground.

Storm floated upwards, tasting the air. Superman's arctic assault had sucked away what little water was in the air. There was only enough charge for one or two lightning bolts, so these would need to be used sparingly. That left her with wind and cold. She dropped the temperature around the reptilian Earthquake and pushed him back with a powerful downdraft.

Gambit slid his hands into a second pocket with concealed dismay. The early fight with the Phoenix had eaten a good chunk of his preferred ammo. He had only three unopened packs left. Pushing that out of his mind, the Cajun fanned a trio cards toward the female alien. She jumped back, using her scream to push herself farther; but she was unable to entirely avoid the explosion. The blast scorched her leg armor, and flipped her higher. She used a series of harmonic pulses to stabilize herself, and then shot back unevenly. Her sound clipped Gambit hard, but he jumped back to his feet with only a slight grimace.

Earthquake put his arm up to keep the whipping sands out of his face.

[Up], he shouted in the Shi'ar tongue. He sent out tremors at Cyclops and Gambit. This gave his allies an opening to fire at the flying X-Woman. The brother and sister spread their fire so Storm could only escape by landing. As she touched down, Quake sent his namesake towards the weather witch.

-----  
Wolverine swung his claws down, but Electron caught his wrist with ease.

"Shi'ar are stronger than Humans," the avian taunted. Wolverine opened his fist, and slipped his hand free of Electron's grip. The blades cut easily through the armored glove, scoring a trio shallow gashes in the arrogant soldier's palm. Using his momentum, Logan pivoted into a spin kick into Electron's ribs.

"I'm stronger than average," the X-Man berserker shrugged, "And I've trained against people much stronger than you."

-----

Superman was already moving. Gladiator tried to track his opponent, but was shocked and annoyed to find himself trailing. The leader of the Imperial Guard was surprised again when the X-Man stopped in an instant, and rotated both horizontally and vertically. Before Gladiator could react, Superman planted both of his feet in Gladiator's face. Clark started to move again, but Kallark caught his foot, and threw him to the ground. The purple warrior followed up with twin beams of energy to his opponent's chest. The Kryptonian interposed his hands as his flesh began to char. As his palms grew warm, he fired his own heat vision, directly into Gladiator's eyes. The Guard's head snapped back, giving the X-Man a precious microsecond to regain his feet.

"Not bad," Gladiator acknowledged smugly, "You are slightly faster than me, and not without intelligence. But I am too much stronger, and tougher. The Shi'ar Empire has spent centuries developing combat techniques far more advanced than those on this infantile planet. Even your little 'heat vision' cannot compare to my laser optics. You will lose."

-----

Lilandra smiled gently at Charles.

"They are doing well," she said, "Though I would like to think I have more respect for the X-Men than Gladiator and Electron have, I thought the difference in our powers were too great. And the foreknowledge would be the deciding advantage."

He squeezed her hand.

-----

Gambit drilled two cards into the ground between Storm and Earthquake, disrupting the shockwave before it could reach his female teammate. Remy and Ororo exchanged a look, and the Cajun switched his focus, tossing a "Dead Man's Hand" into the reptile sentient's chest and face. A look of pain crossed the ground-shaker's face as the kinetic



bursts tore out scales and broke the skin underneath. The grimace deepened, and he tore up a chunk of rock. 'Quake put a powerful seismic vibration into the stone, and hurtled it at the X-Man.

Cyclops' uppercut clipped Black Light's jaw. He then sent a quick pulse into the Guard, driving him into the dust. Light went limp, and Cyclops leaned forward to check on him. But it was a ruse, and the alien fired his own concussive blast into Scott Summer's gut. The blow folded him on half, and burst the air from his lungs. With a pained breath, the human drew himself up, as Black Light rolled into a crouch.

Storm created a vortex to block White Noise's scream. The weather controller darted sideways, while bringing an icy wind into the sonic alien's back. But to Ororo's dismay, the extra-terrestrial let out a contented sigh.

"Hot and cold not effect me," she grinned in stilted English, "Not like hu-mon. You hurt you friends before me."

'Wolverine,' Storm whispered into her communicator, 'I would be most appreciative if you could get convince your foe to put more electricity into the air.'

"Right," Logan exhaled, from the opposite side of the city. His entire body shook as the voltage charred through another spot in the insulator on his claws. His body quickly healed the internal electrical burns, and he stabbed forward again. Electron dodged the blow, and in turn Wolverine sidestepped the next lightning bolt.

-----

10 seconds stretched out like hours. Thousands of punches and kicks were traded, each one shattering the sound barrier like it was glass. Every blow that landed could have fragmented a planet's crust, but the combatants bore only minor bruises and abrasions. Finally Superman pushed Gladiator away.

"You can't win," Superman said, exhaling slightly. Gladiator snorted, but Superman smiled and shook his head.

"You have already told me as much," Clark continued. Gladiator got a confused look, and the X-Man continued.

"You mentioned powers, and skills. But you forget desire, will, heart. You think this is beneath you, that we are inferior. You don't want this fight. You are just following orders."

The younger Xavier drew himself up, no longer breathing hard. His face was steady, and his eyes hard.

"I am fighting for the woman I love. I would give my life, my soul to save Jean. And for that reason alone, I will not lose."

Superman charged in again, and this time, his punch rattled Gladiator. As the Strontian twisted through the air, his face carried a new expression. An expression of doubt...

The Kryptonian intercepted him in mid-air, and hammered him in the back. As Gladiator cratered the lunar surface, Superman covered him in an inch of ice. Though the Guard quickly broke free, the delay was enough to let the X-Man both land a solid knee to Gladiator's gut, and melt the dust around Gladiator. The ice was gone, but liquid glass mired him. As he tried to break free, he noticed Superman's eyes were glowing blue. Xavier drove two fingers between Kallark's fourth and fifth right ribs, coming perilously close to Gladiator's heart.

-----

Cyclops dodged Black Light's attack, and fired a weak arc that struck both of the yellow siblings. They recovered quickly, and both targeted Summers for his efforts. He managed to sidestep Light again, but White Noise struck him square in the chest. The X-Men's leader collapsed, and did not stand.

In anger, and with a touch of desperation, Storm brought down lightning on Light and Noise. Both aliens went rigid as the current passed through them. They were smoking and moving awkwardly, but neither fell.

Gambit slammed his staff against the side of Earthquake's head. The alien grabbed the weapon, and when the Cajun would not let go, he sent a tremor down the weapon. After Remy released the staff, the reptile Guard snapped the weapon in half with a grim grin. Gambit grinned back, and pointed at the now glowing ends of the metal pole. Earthquake released the broken fragments, but not quickly enough. They exploded in front of him, sending the Guard reeling.

-----

Gladiator blew as hard as he could, push Superman away. It took the X-Man only an instant to recover, but the Guard had pulled his arm free, and forced Superman into the air.

[Plan B], Gladiator shouted in Shi'ar. The next heartbeat, the other four Guards turned from their opponents, and fired at Superman. Gladiator added his own lasers to the four energies striking Superman. After a second, they broke off and returned to their own fights. And Superman dropped into Gladiator's waiting grasp. Drained by the assault, the Kryptonian could barely struggle as the stronger alien began to squeeze the life out of him.

-----

"What about a delta inhibitor?" Hulk asked, tapping a stylus on the brainwave readout.

"I don't think..." Beast started

"Guys," Forge shouted suddenly, from where he was monitoring the machines, "Her beta waves are increasing. She's..."

He broke off as Jean Xavier's snapped open. For an instant they possessed her green corneas, and she breathed out "Clark". Then the emerald orbs went blank, and the Shi'ar medical bed disintegrated. Forge reached surreptitiously for the tranquilizer gun. She turned to look at him with an imperious sneer, and the weapon melted. Then, in a burst of flame, she was gone.

## **Part III, Possession**

### **Chapter 5, Fire Incarnate**

Fire wrapped Gladiator, ripping him away from Superman. Fear filled his face, as the Phoenix pulled his arms and legs straight, practically out of their sockets.

"Gladiator," Phoenix chirped, "It has been a long time. Congratulations on your promotion."

Black Light fired at Phoenix, who deflected the blast with a disapproving frown.

"I am catching up with an old friend," she lectured, lifting the other Guards to float behind Gladiator.

"Yes, you certainly have grown from that young cadet, who was humbled by a god," she grinned sarcastically.

"But obviously, you have not learned," Jean's face adopted a look of rage, "Because you once again fight a battle you cannot win. This time, you won't be saved."

Her eyes began to glow brighter, and Gladiator groaned as his limbs were stretched further.

"Phoenix, stop," Superman said as firmly as he could manage, dragging himself to his feet.

"I don't think so Clark," she shook her head haughtily, "They want to destroy me. I am simply returning the favor."

"Please. Don't make my wife a killer," he pleaded.

"This isn't her fault. She is possessed by a primal entity." Phoenix's face twisted in dark anger, as she turned away from Superman. She then grinned in perverse pleasure, and extended a fist. As she slowly unfolded her fingers, the Strontian was telekinetically drawn and quartered. Gladiator let out a pitiable cry, and a trickle of blood leaked from his nose.

Superman slammed weakly into Phoenix's back, breaking her concentration. The Imperial Guards dropped to the dirt. Jean's form spun around, her face contorted in inhuman fury.

"I HAVE HAD ENOUGH OF YOU!!!" Phoenix made a grabbing motion with her hand. Clark's arms snapped to his sides, and the spirit of fire floated in front of him. She leaned in, and gently kissed him.

"Goodbye, Clark," she whispered. Then, her fiery avatar reappeared, and flames washed over Superman. The other X-Men could only watch in horror, as the Kryptonian's ashes drifted to the ground.

"NOOO," Jean screamed. The Phoenix's wings wrapped around her like a cocoon, and she stopped moving. Staring blankly into the sky, her right eye was empty, but her left eye had regained its green cornea and black iris...

## **Part III, Possession**

### **Chapter 6, Battle for Jean Xavier**

"Oh Charles. I'm so sorry," Lilandra said. She turned to face her paramour, tears running down her terror stricken face. But as Charles Xavier looked at her, his eyes were empty of emotion.

"As per the rules of Arin'Nn Haelar, I am entitled to a substitution, and short consultation," Charles Xavier's voice was flat, monotone, "I request transport of Hulk, and five minutes to confer with my X-Men."

"Of course..." Lilandra stuttered. Her expression turned to one of concern as she stepped away and activated her communicator.

-----

"Professor, the Phoenix..." Bruce Banner started as he materialized. Storm touched his shoulder, shaking her head. He looked at her in askance, and she pointed. Hulk turned, and started when he saw Jean's figure, floating in midair, wrapped in wings of fire.

"What's going on?" he asked with growing dread.

"Dark Phoenix has eliminated Superman. The rules of Arin'Nn Haelar allow for a substitution if a combatant is killed or injured by an outside force. You will be taking Clark's place. We have a five minute break to get you up to speed and discuss strategy."

The X-Men stared at their leader.

"We keep goin'?" Gambit asked in confusion.

"The matter is not yet decided," Xavier said, his voice hollow.

"Ain't it?" Wolverine countered. The others looked away, embarrassed, and Logan stepped closer to Xavier, "She killed Clark. No-one else will say it, but I think we should just let them have Phoenix."

"And what about Jean?" Charles asked, his eyes narrowing slightly. When they did not respond, he continued.

"I know you are all devastated by Clark's death. But you must set it aside for now. Jean is still up there, fighting harder than ever."

"But we don't even know we can save her," Gambit suggested quietly.

"Perhaps not," Professor X nodded, "But what would Clark want us to do."

"He would want us to do anything we can to save Jean," Cyclops confirmed.

"He would have done that for any of us," Ororo smiled sadly.

"And I can think of no better way to honor him," Charles voice quavered ever so slightly.

"Hulk, we will need you to handle Gladiator," Cyclops said as Charles Xavier returned to the makeshift spectator's box, "His powers are like Superman's are... were; but he doesn't appear to have ice breath. He's slower than Clark, but stronger, by his own admission. We will try to take out the other Guards as quickly as we can, so we can help you."

"We have just over two minutes left on this rest," Cyclops looked at his teammates, "Take a deep breath, and remember, this is for Clark and Jean."

"For Clark and Jean," they echoed.

-----

Gladiator eyed the Hulk with trepidation. He could still feel where his right shoulder had just been popped back into its socket. Then he looked up at the Phoenix, and let himself grow angry.

[I will not lose,] he stated, [I cannot lose. Not to this creature. I am fast, I fly. I will not let him touch me.]

He allowed himself a roar, and flew straight at the Hulk. But his bravado turned to surprise, when the green X-Men caught his outstretched fist.

"Superman was faster," Banner grounded. His other fist plowed into Gladiator's cheek, deformed the Strontian's whole face. After the alien's face resumed its normal shape, he tried to pull free of the human's grasp. Unable, he hammered his fist into the offending wrist. Still held tight, he fired his lasers into Hulk's shoulder and punched the wrist again. The X-Man finally released his opponent, with a look of annoyance. Banner reached up, and rubbed the light burns on his shoulder. By the time he moved his hand away, the wounds were gone.

"Stay back," Cyclops advised, jabbing his finger hard into his palm, and holding them there. Energy exploded from the visor, and he stared down Black Light and White Noise. The brother and sister retreated from the furious assault. Both tried to escape his focus, both tried to attack back. But his quick, relentless targeting kept them close together and off balance.

Electron looked at the three determined X-Men with obviously fake disdain. He darted a glance up at Earthquake, whose face had a similar set to the humans.

"I think it's time to stop going easy on them, don't you, 'Quake," the Shi'ar said in English, forcing a grin. Wolverine grinned back, popping his claws again.

Gladiator was playing fast and loose with the Hulk. Firing his eye beams at a distance, and darting in for a quick hit before getting before flying back out of range. Banner barely watched the Guard, his face oddly impassive. He did not dodge, did not strike back. Finally, he looked up, and began to track the alien. The next time Gladiator started to fly towards him, he threw a punch, far too early. Gladiator started to smirk, but then he felt a fist strike his jaw. He managed to stop himself after being thrown back 500 feet.

"I haven't tried that, since I was changed back," Hulk said, as much to himself as to his opponent, "I never felt strong enough, and was worried what it might mean if I could pull off Might's tricks. But my powers are still fueled by my anger, and I have never been this mad before."

And suddenly, Gladiator could see it. The calm was a mask. Hulk's body pulsed with a cold fury.

"Clark Xavier was my best friend. He saved my life, my marriage, and even my soul. And near as I can tell, you and the people you serve are just a responsible for his death as the Phoenix."

Hulk swept his arm, creating a vacuum that pulled the Guard into his fist. Banner followed it up with a side thrust kick, and this time the alien could not or did not recover.

[Captain,] Gladiator triggered his communicator, letting himself strike the energy dome surrounding the empty city, [Bring the weapons on line. Its time to end this.]

[Sir?] the reply came, confused.

[You heard me.] Gladiator barked quietly.

[You want me to interfere with Arin'Nn Haelar,] this time the Shi'ar captain sounded incredulous.

[No,] Gladiator answered, [I want you to destroy the Phoenix before it is too late.]

[But she is the goal of the battle. To kill her now...]

[Would save us all,] the leader of the Guard interrupted, [Right now, the only thing keeping the Dark incarnation from destroying us all is the human's wrath over the disintegration of her mate. When the Phoenix overwhelms her host, and she will, we will die. We have to destroy her now, while she is embattled.]



[But it doesn't matter either way,] he sighed, [When we win, the Phoenix will be ours. And if we should make a mistake, the Majestrix will declare war on this planet to end her threat. It would be kinder for this planet not to risk that.]

[But her Highness's honor?] the captain sounded scared.

[Will be untarnished,] Kallark answered, [I am giving you this order, and Princess Lilandra will be unaware unless you tell her. I, on the other hand, will lose my position, and likely be imprisoned. You may lose your command, but I will do my best to prevent that. But history will remember us for saving the galaxy.]

[Alright,] the captain finally agreed, [But we have to do this right.]

[Meaning?]

[Bring the main cannon on line. Charge to three-quarters,] the captain ordered, leaving the channel open so Gladiator could hear him, [We have new orders. Lock target on Phoenix, and match to her energy signature.]

[That will take 4 minutes,] Gladiator whispered harshly.

[If we do not kill her with the first shot, we won't get another,] the captain told both his crew and his commander.

[Fine,] Gladiator said as much to himself as to the Shi'ar officer, [We can stall for that long.]

With renewed confidence and purpose, Gladiator pushed off the dome, and angled towards the Hulk.

## **Part III, Possession**

### **Chapter 7, The Pale**

Deep, burning pain flooded Clark Xavier's entire body, holding him transfixed. Then it was gone and he drew in a few ragged breaths. Steadily himself, Superman opened his eyes. He appeared to be floating in the depths of space, but the fact he was breathing denied that. The distant stars blinked in and out, seemly at random.

Then an old woman appeared, standing 100 feet from Clark. The middle-aged woman turned to look at him and waved. Then another figure appeared, a feminine form wearing a hooded purple robe. The cloaked entity offered her right arm, and Superman saw that the limb was bone without flesh. The young woman took the offered arm with a sad smile and both disappeared.

"Where am I?" Superman said to no one, "What is this place?"

"This realm is the passage between the world of the living and the world of the dead, my dear Clark."

He spun to see a small globe of crimson fire floating near him in the blackness. The sphere erupted in the fiery falcon that was the true form of the Dark Phoenix. Purple talons, beak, and wingtips offset her deep red plumage.

"And I'm sure you know which direction you are traveling," her voice sneered where her face could not.

"I am..." Superman started.

"Dead as a doornail," the Phoenix confirmed with sinister glee, "Just like the rest of them."

She spread her wing, indicating the 'stars'.

"Of course," she lectured, "Most souls pass through here so quickly they don't even materialize. But some get stuck. They don't accept their deaths, or their body is being kept artificially alive. And that's when she steps in."

The Phoenix nodded her head at the purple clad woman, who was tenderly touching the face of a scared young boy. She whispered something to him, and after a second, the child nodded. She reached out her hand, and he took it. And then they were gone.

"That is Death?" Clark sounded surprised.

"Yes, the Grim Reaper herself," the Phoenix answered. Then with annoyance, she added, "And what is the bag of bones playing at, anyway? You are obviously in need of escort to Heaven or Hell or wherever they decide to put you..."

"Are you sure he is dead?" another voice asked. Both spun to look at the serenely bemused face of Jean Xavier.

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The Hulk's jaw felt a little loose from the last punch. He blocked Gladiator's next strike, but only barely.

"Finally taking me serious?" Banner asked, rubbing his jaw, "Good."

The X-Man dug his fingers into the ground, and pulled out a chunk of moon the size of a tank. He swung it up, blocking Gladiator's laser attack. Hulk felt the alien punch his temporary weapon, and it split in half. Bruce tightened his grip on the two rocks, and brought them together over Gladiator's head. The Guard tried to pull the pieces of landscape away from his head. So Hulk decided to help his opponent. He kicked Gladiator hard in the chest, pushing the alien roughly free from the stones wrapping his cranium. When the Strontian stood, Hulk noticed scrapes on his face.

"So it's not that you're getting serious," he grinned wryly, "You're getting desperate."

Cyclops saw the opening and faced a dilemma. Black Light had 'tripped' and 'landed' facing away from Cyclops; he was giving the mutant a clear shot to finish him, so his sister would be open to return the favor. Summers had a half second to decide if the potential trade was worth it. Ultimately, he decide no; he might only be keeping the siblings at bay, but he was also giving his teammates a power play on Earthquake and Electron. Instead he barely clipped Light as switched his gaze to focus on Noise. The young alien scrambled away from the unexpected assault.

Sweat dripped down Storm's chin and nose. The African mutant stared up at the reptilian alien with a grimace of effort. A whirlwind held Earthquake aloft. The trapped Guard kept twisting, squirming, and sending out seismic pulses. But his power did not work so well on gases, and he was only making things tougher for Ororo, not freeing himself.

Electron was not enjoying himself. Having the full attention of two X-Men was more than the arrogant Shi'ar could handle. His superior strength and combat training were not effective against the short primitive. And explosive attacks of the taller human were almost as powerful as his own ranged attacks. Had there been only one X-Man with the powers of both of them, he could have won easily. Of this he was certain. But fending off both of them at once was certainly a challenge.

Wolverine took another light shock through his claws, but he ignored it. Electron was spending most of his electricity to try and blast Gambit's cards out of the air. Logan was keeping the avian's hands busy, so the Cajun's attacks could get through. But Remy was using weak charges to keep from injuring his teammate. Still, they were wearing him down, little by little.

Gladiator let out a growl.

"I will send you to meet your Kryptonian friend," he snapped. But as soon as he completed the angry exclamation, he knew he had made a mistake. Every line on the Hulk's face hardened, and the veins on his neck and forearms popped out. He fired off two air-warping punches, and before they connected, Banner was jumping toward the alien.

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"He is in the Pale. He must be dead," the Phoenix tried to sound mocking, but her song carried a hint of doubt. The bird looked back at Superman, but Clark's eyes never left Jean.

"You should not have attacked my husband," Jean continued, ignoring the entity, "It gave me just the right combination of anger and desperation. I turned everything around."

"You took control of her," Superman smiled slightly.

"No, I just tapped into her memories and powers," Jean smiled back. "And sent you here."

"HA!" Phoenix barked a laugh, "To save his life, you sent him to my home dimension? To the place where I am strongest?"

"To the place where you are most vulnerable?" Jean continued knowingly. The Phoenix frowned at that. Then she shrugged her wings.

"Perhaps, but what about Clark? I can just disintegrate him here. And who knows what effect dying here will have?" The raptor pointed a wing at Superman, who tensed. But the expected telekinetic grip never tightened.

"The link between us is different in the Pale. Or didn't you realize?" Jean walked over to stand next to her husband, "This is your place not mine. You can't use my powers here."

'Jean?' Clark spoke to her through their bond, now restored as strong as ever, 'Does that mean we can kill the Phoenix here, and not hurt you?'

'I don't know,' her face sobered at the thought, 'The Phoenix doesn't have any memories of what happens to her between her death and rebirth. We are still linked, and if her soul does cross over, mine could be pulled with her.'

She smiled again, sadly this time. But the fierce courage he loved and knew so well lit her eyes, 'But we have no other choice. I won't let the Phoenix hurt anyone else. We have to stop her now, you and I.'

Clark hugged her, then suddenly pushed her back. The firebird flashed through the space they had just occupied.

"I don't know what you two are planning," the spirit screeched, "But it doesn't matter. Now that you are in my world, I erase Clark from existence, and shred Jean's soul so badly she will never be able to resist me again."

She sent a blast of flame at Jean, and charged Clark, her talons extended.

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"You are strong, hu-mon," Earthquake said as he picked himself up from the ground, "Maybe, in real bio-sphere, you win. But in this fake environment..."

He sent out a wave of stone towards the X-Woman. Her eyes unfocused, Ororo Monroe pushed downward with all the wind she could muster, just barely making it high enough into the air to avoid getting hit by the controlled tremor. She landed on her feet, and sidestepped the small chunk of rock that nearly struck her head. The reptilian followed close behind the missile. He picked up Storm with one hand, and drew back his other hand in a fist.

"I am sorry," he told her with real regret, "This will hurt."

"Yes, it will," she agreed. She placed both hands against his chest, and discharged a full bolt of lightning directly into his body. Earthquake went rigid and collapsed. Ororo landed on top of him. She started to rise, but was too exhausted. Storm passed out on top of him.

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Clark retreated from the Phoenix. He turned sharply, leading the bird back towards his wife. Jean threw up a telekinetic web, dragging the Phoenix to the 'ground'. The spirit shrunk, sliding through the semi-visible net. Jean grabbed her leg, but the Phoenix flicked a wing, sending a quartet of sharp, flaming feathers at the psychic. But the distraction gave Superman a chance to circle back, hitting the deity with both his shoulder and his cold breath.

In anger, the Phoenix flared out, pushing the couple away and burning them both.

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Hulk caught Gladiator by the ankle as the alien flew past. He closed his fist tight, shattering two of Gladiator's bones. Banner yanked his opponent back into range, then released the limp limb to sandwich the Strontian's torso between two giant fists.

Gladiator groaned quietly as he hovered out of reach. The Incredible Hulk eyes him like an angry predator. He could still feel the tears in his pectoral from where Superman had stabbed at his heart. And his left foot hung useless. He knew he would be spending a week in a regeneration tube after this. But in two more minutes, none of that would matter. He will have saved the universe.

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Superman dodged around the grasping claw, but could not avoid the wing buffet that followed. The Phoenix pushed him down, and held him there with one of her limbs. Jean darted forward, putting a shield to protect him from the sharp beak angling for his heart. The Phoenix kept Clark pinned, while her beak and wings continued to strike at him. Jean formed barrier after barrier over the Kryptonian, but her face was beginning to look strained. Superman struggled to escape, but the giant raptor dug her talons into the 'ground'. Then the psionic mutant drew too close, and Phoenix was able to knock her away with a sudden wing punch. In that instant, the telekinetic fields protecting Clark faded, and the spirit grinned.

"She can't save you this time, Clark."

"No," Jean breathed as the Phoenix bit down. But before her beak closed over Superman's neck, she was suddenly jerked off of him.

"What about me, Birdy?" another voice asked. The Phoenix whirled around to look at her new opponent.

"YOU?!?! You're dead!" she screamed.

"You're right this time," he answered. Superman managed to look around the Phoenix, and his jaw dropped.

"Uncle Cain?"

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Electron gathered the electricity Storm had pumped into Earthquake, and sent it toward Gambit. The Cajun tried to dodge, but the lightning bolt was too fast and he collapsed in a heap. As the Shi'ar focus shifted, Wolverine stepped in, swinging inwards at both of Electron's shoulders. The Guard leaned backwards, but Logan's left claw still bit into his right shoulder. The arrogant Shi'ar pointed his hand at the human, but the spark that emerged was small and weak.

"Short on power?" Wolverine asked, stalking forward. Electron retreated quickly, while still facing the mutant. Then he tripped, and landed looking up at the bladed warrior. The something pulled his gaze left, and he saw what he had tripped over; Gambit's staff. Remy smirked down at the Shi'ar, despite his smoking hair.

"Goodni'," he said, slamming his staff into the alien's temple.

"Nice trick, " Wolverine said, rolling Electron over so he wouldn't suffocate, "I'll check on Storm, you better help Cyke."

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"How's it goin' nephew?" Cain Marko asked, putting the Phoenix into a headlock.

"Juggernaut?" Jean asked, regaining her feet, "You are dead, right?"

"Hey, Jeanie. Or should I call you niece, now?" Juggernaut grinned even as the Phoenix pulled free from his grip. Then he sobered, "Yeah, I'm dead. But it seems there's some debate on the other side as to who gets me. So, in the mean time, I'm stuck here."

His smile returned, a little vicious, "And frankly, I was getting a little bored. Heads up Clark." He punched the avian spirit towards Superman, who again double-teamed her with both his cold breath and a physical attack.

As the Phoenix started to rise, Jean telekinetically held her down, giving Juggernaut and Superman time to close the gap and pound on the avian. Their hands began to char as her flames intensified. Then, in a stereotypical and trite show of power, she exploded upwards, hurtling her three opponents backwards.

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Cyclops was swinging his head back towards Black Light, when White Noise stopped running and fired a desperate shot at the human. Her attack went wide, but was enough of a distraction for Black Light to scramble behind a chunk of rock. Summers quickly shifted his gaze back to White Noise, before she could steady herself for an accurate strike. She started moving again, but having come to a halt, she could not get away. The graviton beam struck her in the shoulder, spinning her. And the next attack struck her square in the back.

<SISTER!> Black Light shouted in the Shi'ar tongue as Noise bounced into a broken house. He stepped out from behind his cover, and fired at Cyclops. The X-Man turned back just in time, and the two beams of energy collided.

The powers fought against each other, pushing their originators back. For a second Cyclops' gravitons seemed to be gaining ground. Then Black Light gritted his teeth, and the dark concussive force began to cut through the scarlet.

"Getting tired, hu-mon?" the Guard growled, "Running out of power?"

"Tired? A little." Scott said evenly, "But, running out of power? Never."

With a stifled sob, White Noise rolled over and studied the conflict. Her focus stopped on the X-Man, and clutching her left side, she tried to stand. Then a metal pole appeared in front of her, blocking her path.

"You should stay down, there," Gambit advised, "Else you get hurt worse."

"You fool yourself," the male alien sibling grunted, "You run out soon."

"You don't understand," Cyclops lectured, "Unlike you, I don't generate this energy myself. My eyes act as a portal. Though it tires me to use to have this power flow out of me, so long as I'm alive and my eyes are open, it will never diminish."

The mutant was winning again. At first, he was pushing Light back without decreasing the distance between them. Then Light's beam seemed to falter. He was no longer retreating, but Cyclops was closing the gap. Finally, the Guard failed, and Cyclops' attack struck him square in the forehead. Black Light's eyes rolled back into his head, and he collapsed backwards.

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Superman was the first to recover. He caught himself in mid-air, and dove back at the Phoenix. She hopped back to avoid him, but bumped right into Juggernaut. She tried to escape; however Cain was able to grab hold of her wing. Clark adjusted his course, and drove hard into her stomach. But the real damage was done to her wing. Held down by the Juggernaut, it could not move with Superman's impact. Her left shoulder and elbow were both pulled out of joint. Jean shuddered as she regained her feet. Clark looked towards her with concern and doubt, but she shook her head. He nodded, and circled back for another strike.

"Dislocated shoulder and elbow?" Superman studied Phoenix's limp wing with interest. His eyes began to glow blue again, and he stared hard at her breast. He changed his target, so his fist struck the flaming feathers over a cracked rib, breaking the bone and driving it inwards. The spirit screeched in pain, and fire erupted from her body. Superman was driven back again.

Jean stepped in after Clark, cutting into the Phoenix with knives of psionic power. With each slice the mutant winced, and another flare blasted out. The avian tried to flee, but again collided with Juggernaut. This time he brought his fist down together on her other wing, and then stepped down on her leg. The bird looked up at Jean with a pitiable whimper, and the human faltered. Then the flame entity's face twisted in dark triumph, and she threw off Cain and stabbed at Jean.

Her beak punctured Clark's palm, emerging out the back of his hand, stopping just short of Jean Xavier's face.



"No more tricks from you," Superman said. His breath, as cold as the look on his face, enveloped the weakened raptor. When he stopped, the Phoenix was a statue of ice. Then he turned to look at his wife.

"Jean, I..." he started, tears forming.

"Just do it, Clark. You have to. Before she breaks free."

His eyes closed, he turned back and put his fist into the Phoenix.

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Gladiator surveyed the city with growing dismay and dread. Three of the Guards were down, and the fourth was injured and subdued. And only one X-Man was unconscious. He already doubted he could beat the Hulk, and now Cyclops and Wolverine were turning their attention to the last battle.

But it did not matter. He needed only hold out for a short time longer. Ignoring the pain in his shattered ankle, he dove at the green X-Man. He fired his laser eyes at full power into the Banner's chest, destroying the armored costume and cutting into the flesh underneath. His fist struck close after, and for the first time the Hulk grimaced and let out a gasp of pain. The show of weakness emboldened the alien, who grabbed Banner's arm with his other hand. Gladiator carried the Hulk into the air, twisting and flipping to disorient the larger warrior. Then he dropped Banner, head first.

The Hulk stood up, rubbing his left temple. He looked up to see Gladiator yards away from plowing into his head. A beam of red diverted the Guard, and instead he struck the ground. The Strontian burst out of the rock angrily, but his aggression cooled when he saw Hulk towering over him, with Cyclops and Wolverine at the ready behind him.

"Cannot handle me alone?" the alien blustered. Hulk waved off his friends. He stepped closer to the alien, staring down hard.

"Death before defeat, is it?" Banner asked. Gladiator grimaced but did not back down. In turn, the Hulk stamped the ground, and Kallark almost stumbled.

"You don't have the strength to fly. Just surrender and make it easy on yourself." Gladiator paused, studying his opponents shrewdly.

"You should be the ones to give up. If we do not recover the Phoenix, our Majestrix will overrule princess Lilandra, and invade Earth. I assure you, the Shi'ar Imperium is both stronger and more determined than the Skrulls. If you win, your whole planet loses."

The X-Men exchanged glances. Wolverine smirked slightly, and Cyclops shrugged. They looked back at him with stern disbelief, and Hulk shook his head. But before Banner could say anything, Gladiator frowned and spoke.

"Fine. I will not risk myself further," the leader of the Imperial Guard said, like a vengeful child, "Arin'Nn Haelar is ended. You win. For now"

He turned his face to the Phoenix, trying to mask his anticipation.

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The crystallized body of the Phoenix began to glow. Cracks spread across her, for a second she started to collapse in on herself. Then, the Spirit of Resurrection exploded. Shards of scarlet and purple energy warped into the ink of the Pale at untraceable speeds. The icy feathers evaporated as they fluttered down. Finally, all that remained was a shining, golden egg.

Jean Xavier started to collapse, but Clark was already there to catch her. He gazed into her eyes, fear etched in his face.

"Jean, are you alright?"

She wrapped her arms around him and nodded.

"I feel weak. And so very tired," she smiled, "But the Phoenix is gone. I am free."

She pulled herself in close, and their lips met. After a second, their kiss was interrupted by a cough. They broke apart, and looked to Juggernaut. He was grinning knowingly, and the figure of Death was next to him.

"Don't mean to interrupt, but it looks like I gotta say my goodbyes," Cain said, "I guess they made up their minds."

"Uncle Cain," Clark walked over, and shook his hand, "Thank you just isn't enough. You can't know how you have done for me, for us."

"I think I got some idea," he pulled Clark into a bear hug. Jean floated up and kissed him on the cheek. Juggernaut blushed slightly.

"You two take care of each other," he grunted, his eyes glistening, "I'll see you later. Hopefully much later."

He took Death's hand, and then they were gone.

A soft twitter brought their attention back to the Phoenix. Fragments of golden egg littered the landscape, and a golden swan floated before them.

"I must thank you, Clark Xavier, Jean Xavier," the newly born spirit sang, "You have restored me to my rightful form. The whole of reality owes you a debt. To start repaying it, I have restored the souls my former self stole."

She looked into the 'sky', and then back to them with an expression of concern, "And now we must get you both back to where you belong."

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"Fire," the Shi'ar captain ordered.

## **Part III, Possession**

### **Chapter 8, The Guardian Reborn**

1 microsecond – A halo of yellow-green power surrounds the Shi'ar vessel's main cannon.

16 microseconds – A beam exits the weapon, on course for the body of Jean Xavier.

42 microseconds – The fiery wings of the Phoenix unwrap from around Jean Xavier.

178 microseconds – The energy passes through the force field surrounding the Titan outpost.

356 microseconds – Cyclops points at the light yellow ray.

457 microseconds – Wolverine's claws pop.

561 microseconds – Hulk lifts Gladiator by the front of his uniform.

703 microseconds – The beam reaches the halfway point.

1.03 seconds – Jean's right eye reappears.

1.12 seconds – Cyclops fires his own attack towards the Shi'ar energy ray.

1.14 seconds – Charles Xavier accepts Lilandra's telepathic assurance she is not responsible for the treachery.

1.27 seconds – A fiery bird, a swan, not a falcon, separates from Jean Xavier and flies towards the dome.

1.35 seconds – The Shi'ar attack is less than 100 feet from Jean.

1.38 seconds – Another flash of fire appears in front of Jean.

1.39 seconds – The energy weapon strikes Superman dead in the chest.

Superman gritted his teeth as the beam pushed him into his semi-conscious wife. He pushed back, curling his right arm into the energy as he rotated to grasp Jean with his left arm. After another half of a second the weapon's fire terminated. For another second the couple remained, seemingly transfixed. Then Jean blinked, and turned to look at Clark. They both smiled as they slowly descended.

"CLARK!" Hulk shouted, tossing Gladiator aside.

"He's not dead?" the Strontian muttered in confusion as he back to his foot.

"What the hell happened to you?" Wolverine asked, stalking forward, "We saw the Phoenix kill you."

"She tried," Superman explained, "But Jean saved me. She took me to the home of the Phoenix. There, we were able to kill the Phoenix without hurting Jean."

"You killed the Phoenix?" Gladiator was incredulous, "On her home plane?"

"We had some help," Jean said with a knowing smile.

"The details can wait," Charles Xavier hovered over, "The X-Men have won Arin'Nn Haelar, and both Jean and the Phoenix are restored. Perhaps we can retire to someplace more comfortable, and treat our injured?"

Lilandra nodded. But before she could trigger her communicator, the Phoenix flew back down to them. She stopped before Jean, and touched her forehead to the human's. After an instant, the songbird spirit broke away and flew upwards. With a call of joy, the Phoenix vanished in a cloud of flame.

"What was that about?" Cyclops asked.

"A gift from the Phoenix," she answered, "And encouragement to continue using her name."

'What gift?' Clark asked telepathically, sensing the hidden undercurrent of reluctance.

'A small part of her power, separated from her sentience,' then her mental voice sounded amused, 'She said it was so I could keep you in line.'

Clark chuckled quietly, but when he looked away, Jean's face was touched by worry as she kept watching him.

<How did he survive that beam?> Gladiator muttered to himself, glaring at the husband and wife.

<The captain was very quick to explain when I called him,> Lilandra said harshly, <In order to penetrate the Titan barrier, they sheathed the particle beam in a laser of the same frequency of this planet's star. Which, as you know is the source of the Kryptonian's power.>

<He is still powerful, dangerous,> Gladiator softened his tone, but did not stop looking at Superman, <We should watch this world closely.>

<Yes,> Lilandra was looking at someone else, <We should.>