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|

By [Jay Corafa](#)

###

The dark and paleness of the night hangs overhead of the scorching desert. The sand radiates the heat it has collected from the rays of the mighty sun for the countless hours of the day. As the gale winds blow across the horizon, the fine dust of the granulated stone is swirled around like a stormy tornado, wreaking havoc across the otherwise placid night desert. The storm quickly subsides and an overall calmness engulfs the land. But this is only the calm which preludes the storm that brews below the surface.

###

A quarter of a mile beneath the Egyptian sands a large citadel sits. The ancient quarry stones which make up its walls are littered with various alien devices, each vibrating at a different frequency. The hums, beeps and clicks create a symphony to their master's ear. He walks the halls of his underground labyrinth with a direct purpose. All his life, for the thousands of years he has been alive, he has always had a purpose. To purge the world of the weak, so that evolution can take its course. And even now as he walks down the hall, lit only by the dim signal lights on the different machines that run his citadel, he knows that every step he takes will bring him that much closer to his final goal. His determination is fierce, powerful and a force all its own to be reckoned with, is that which drives him forward, to create what he believes is Utopia. Now in the dawn of the millennium, it is time for him to take the next big step in his path toward his final goal.

The man rounds the corner to enter one of the many rooms which compose his palace. In it there are four distinct rock slabs. Each slab contains a mark, the first d. The sign which signifies death, from Alpha to Omega, an ending. The second slab is that of war, ^, the symbol which represents the ancient Greek God of war, Aries. The third tab bears the mark of , the symbol for sickness and pestilence. And the final mark is strangely different from the previous three, it glows with a strange, mystical and ghostly red light. It is h the ancient sign of drought, and famine. Upon entering the room Apocalypse gazes at the final door, and speaks.

"Ahh, Famine's transformation continues nicely. The other three of my horsemen remain

to be brought into my servitude. No matter, it is only a short time until the reign of the Apocalypse is brought forth." His voice bellows through out the room.

#

"Mutants!" the voice cries. "It is our time! Soon he will walk among us again and lay judgment to all, and, as is nature's way, only the strong shall survive." On that word the hundreds of mutants before that man scream with pure jubilation.

"We are Homo Sapien Superior! The greater of the two races! And we shall survive the Apocalypse. And from his wraith we will thrive and populate the earth with our kind! Our hour is now, for we are the Apocalypse Dawn!" Cheers rumble throughout the mobs of people surrounding the podium. The sea of men and women shout the name of En Sabah Nur in unison, crying for the new day of Apocalypse's rule. "Now go forth, train your amazing God-given powers so that we may cleanse the world of Flatscans in the name of Apocalypse!"

With that the crowd disperses. The man who was once standing behind the podium walks down to the cabinet of men sitting behind him. He shakes hands with one of the dark cabinet. And is greeted.

"Hello Katan, you speak well of the dream of the High Lord."
Katan, the amazing orator who had just fired up the army of mutants replies.

"Thank you Alastaire. The High Lord will be upon the earth shortly, and when that great moment comes, the Apocalypse Dawn will be ready." Katan walked away and into a corridor and toward his office. Meanwhile the man known as Alastaire Kaine walks away cell phone in hand.

"Yes," he says "Katan is a lackey, he believes that he can control the Apocalypse Dawn, but he is foolish. Soon if all goes as planned, all the factions will be under my leadership.

#

Snow fills the sky. He cannot see farther than three feet in front of himself, but he continues to trek toward his next target. The Siberian soil is buried below feet of ice. The wind whips the snow against his back, but Arkady Rossavich will not stop for any reason. He is a weapon, nothing more, nothing less, and he loves it.

As he walks through the snow he comes to a log cabin. A stream of smoke flows from the small brick chimney. A smile graces the man known to many as Omega Red's face.

#

His code name could not have been more perfect. They call him X-Man, the man without an identity. A refugee from the Age of Apocalypse reality, Nate Grey is possibly

the most powerful telepath ever to grace the face of the earth. Inside him is an endless amount of psionic energy with which he could easily destroy the planet if he saw fit, and that is why he is both feared and respected. He soars over the skyline of New York City. A trail of golden energy fills the sky. After all that happened last time he met up with a "super-villain" he almost destroyed half of the earth, it was time he took a well deserved break.

#

The crystal shell, which engulfs the skeleton of Holocaust, gleams brightly in the dark cave, reflecting the little light that bounces off the stream which has carved out a small niche in the rock below. Before Holocaust is a high tech computer system.

"Before I left my home world, Father and I discussed a supreme group of mutants. Those that he felt threatened him greater than any other foe he had faced before. So he and I discussed our plans to create the Pale Riders, a group of mutants who could protect the High Lord from those which he called the Mutants Supreme. Now, on this earth, if I can assemble the Pale Riders I can bring the law of my father here, and create a second Age Of Apocalypse!"

Images flash on the screen before him. Each one another to be brought into his mutant army, the Pale Riders.

"As for the Mutants Supreme, I do not even know if they exist on this planet. But I know all twelve of them, and I will not let them destroy my father's dream."

#

The assassin Arkady Rossavich step closer to the cabin which is known to house his next "assignment," Russian ambassador to the United States Nicoli Darkik, he is believed to be one of the many things standing in the way of the return to Red Russia. Arkady's tendrils wrap around the wooden door ripping it from its hinges. He sees the elderly man sitting by the fire.

"Nicoli! You do not run, how dare you not allow me the pleasure of seeing your face in terror!"

"Simple Arkady," as Nicoli speaks his voice gradually grows deeper, his skin begins to change to a blue tinge, "if you are foolish enough to believe you are a messenger of Death now, just wait, you don't know the meaning of the word Death!"

Nicoli grows larger and larger until he breaks through the ceiling of the small cabin. It is clear now that he was the being known as Apocalypse all along. His laughter echoes in the cold night air as his large hand grabs Omega Red. Energy covers them as they are teleported away.

#

The stone slab labeled with a carving of d slides open revealing a room with hundreds of machines surrounding a large pod. Arkady is placed into the pod by robotic workers of Apocalypse. The slab slams shut, and the symbol begins to glow.

Apocalypse would smile if he could, but his face muscles have atrophied over the years. But joy fills him as he says the words...

"It has begun!"

#

Thousands of years into the future an old woman sits in the middle of a great entrance hall. She remembers her early days, as an X-Man, and realizes how important those days were. As she looks into herself, she becomes one with the time stream and sees the past. She sees a world which should have been, and she sees a world which has been. The only difference are four men, it is because of them that the world is the way it is, with Apocalypse as ruler, but it is also one of them, who can change all of that, the chosen one.

She thinks of her brother, she had originally believed him to be the one, the great man who would change all the world. Now she realizes the error in her prophecy. The man who would defeat Apocalypse would be from the blood of the Twelve, and Cable is not. She thinks again, going into a strange trance, she gazes into the past and sees all that happens, for now is the time the world will change. This is only a stepping stone on En Sabah Nur's way to his final destination, and unfortunately she knows that he does win his battle.

The pieces of the puzzle are there before her but the solution is not. This is not the battle of the Twelve, or the Great Battle of Ascension, it must be some other important, key moment in time if she is disturbed so much by it. Cable has never gathered the Twelve, and he has not discovered the chosen External who will defeat Apocalypse. Then she finally realizes what has been right in front of her for a millennium, and that she, Mother Askani, is the only one who can set things right.



||

By [Jay Corafa](#)

###

The garments he wears are strange, like a combination of the robes of a high priest and the armor of a warrior. His followers call him "Katan," loosely translated it means "the enlightened one." He is of homo sapien superior, or as they are more commonly called, mutant, with the incredible power to transform the surface of the earth. More importantly he is a fundamentalist, a man who believes the teachings of Apocalypse to be the only truth, he is willing to use all his might to see Nur's dream fulfilled. He is the current leader of the Apocalypse Dawn, an army of mutants who also follow Apocalypse's path. But there is another, his most trusted advisor, Alastaire. He is above all an opportunist, and he sees that his time is near.

Alastaire walks about his quarters. As he walks he speaks to a distant man standing in the shadows.

"It is time for the Katan to be silenced permanently. He has such assets at his fingertips, but the ignorant fool does not use them! Hundreds of mutants dedicated to his word, yet he has them sit and wait for a 'god' who has not once reared his face to his followers!" Using his amazing ability to transform matter into fission-level energy, Alastaire picks up a small pen. It begins to glow immensely with a bright gold light. The pen flies into the air and out the window where, high above the New York City penthouse, it explodes with the force of a small nuclear bomb. Alastaire laughs. "He will share the same fate."

###

A pool of light begins to grow on the floor. Within minutes it has spread across the entire floor of the ruined temple. Floating above the radiant pool is an old woman. At one time she was beautiful, a lone warrior whose beauty and brains, as well as the sheer might of her power made her one of the most loved and feared people on the planet. But this time is much later, all attempts she has made to defeat the evil tyrant who rules her time have failed, but now she sees her final opportunity, and she would never let it pass her by.

Slowly her torn robe touches the glowing portal as her staff is next to enter. Her body

begins to touch the energy pool and slowly, she passes into it. Into another time, into her past.

#

He is amazingly powerful, fear seems to radiate from his being. His visage is old and shows no emotion, as through out the thousands of years of his life his facial muscles of atrophied. He gazes at two thick stone slabs.

"Ahh, It is time!" The door marked with the sign of Famine slowly slides aside and standing on the other side is a woman. Her body is covered in a dark purple armor and the hooded cloak she wears covers her face. The only proof of her countenance is the blood red light of her eyes. Step by step she approaches her master.

"Selene, show your High Lord your power." At that moment two rats scurry by. The energy escapes from her eyes and travels around her body linking to her hands. From the gauntlets she wears the beams of power fly toward the two rats. The small ounce of life energy each animal has is channeled back into Selene leaving the rodents nothing more than bones and a thin layer of skin.

"You are mistaken, Apocalypse. I am not Selene. I am Famine."

#

He sports the old uniform of his male genetic parent. Most would label this man his father, however, seeing as this is not even the harsh reality Nate grew up in, it would be a stretch. His eye gleams with bright energy, it engulfs his entire being as he soars through the air. Using his vast telepathy Nate monitors the entire city for any irregularities. And right now, there is an amazing irregularity, an atomic explosion.

Nate blasts towards the small nuclear bomb creating a massive distortion up in the higher parts of the atmosphere. More importantly something, or someone caused the disturbance. And according to the psionic information the "X-Man" just scanned from the creator of this blast, the worst is yet to come.

#

Hours ago Arkady Rossavich died at the hands of the demi-god known as Apocalypse. Only to be reborn in his murderer's image. His corpse lays in amidst an entanglement of machines and hoses. The process has accelerated the decomposition. His long blonde hair has fallen out and his entire body has literally become the embodiment of death. With one jolt his body has been brought back with one purpose. To do the bidding of Apocalypse. A stone slab slides open.

"Arkady." Speaks the Eternal One.

The one formally known as Omega Red steps from the machines that surround him. His

bones laced with Adamantium and a red mist surrounds him. With his thoughts the mist flows with the a definite movement, as though it were an extended part of his body.

"It is time to see if you are worthy, my horseman of Death." A faint hum signifies the operation of a teleporting device as in a flash of light.

#

Northern Alberta:

A deer gracefully jaunts about in the grassy woodland. It begins to drink from the near by pond. Slowly it is surrounded by a mist of red. The gas surrounds it and attacks it from all sides. The molecules enter its pores, its eyes, mouth and nose. Within seconds it dies.

"Soon Arkady you will truly prove yourself."

#

Maverick was once a lone man. All he knew was pain, and every day he knew he was dying. To live with that knowledge is one of the hardest things to do. And for all his life he has had to do it alone. But now his life has changed, he has gained an ally, a protégé if you will. His name is Chris, but Chris is first and foremost a hero. He has devoted his life to change the harsh relations between mutants and humans forever.

"Maverick, I can't believe it! Look, look!" His excitement is unable to be contained as he is channeling his electric abilities to create a small ball of energy. "I am controlling it! I can contain my power!" The smile he wears is so evident, it stretches as wide as his face if not more. The man in gold armor walks by to see if it is true.

"Amazing Chris, now release it! Into that tree over there." Chris slams the tight ball of energy toward the tree in the distance.

"I can't believe it!"

"Neither can I, Chris, I am so proud!" The two hug. For a mutant infected with the legacy virus to actually go into regression, its amazing.

#

Death is in the air. You can feel the power of the formally known as Omega Red radiates from his new body. Twenty meters in the distance he sees his practice prey. He is a young man going on a deer hunt. He rests in a tree with rifle on hand. Death slowly walks towards him. His giant tendrils extend grasping on to the tree. He begins to shake it violently. The plant is uprooted instantly and the man falls to the ground with a thump.

"Please sir, please please don't hurt me." Death stands in front of the man with the sun behind him creating a silhouette of his body. And then he moves exposing his face.

"Oh my god, you're a monster!" The man says as he starts to run away, to no avail.

"No, not a monster." His long, second arms grab the young guy and mist escapes from Death's body slowly covering him. "The name is Death." With in seconds he is dead. Death drops the corpse on the ground allowing the scavengers to pick it apart.

"Well done my Horseman."

"I am gracious, Eternal One."

"But as I have said, that was merely a practice. Your true prize awaits" Apocalypse's motions and a small floating orb goes to Death's eye level. It shows a holographic image of one we know too well, Wolverine. In a flash of light, they are gone and their destination is evident.*

#

Kyle Gibney jumps into the air. While there he does a graceful flip and lands exactly on a small post. The posts litter the empty beach. He jumps from post to post each time doing a different type of flip or acrobatic feat. He settles himself on a large boulder that jets out from the sand. His legs cross and he takes the very famous lotus position. It seems that meditation is the only way Kyle's mind can stay at peace and the beast-like side of him will not take over.

Each passing day his feral side is slowly gaining more and more control of his body, which seems to be ever mutating. He uses his amazing eyesight to see out across the beach. Two children toy with a fallen seagull kicking it and hitting it with twigs. His ears focus towards the site.

"Come on, hit it."

"Look how silly it looks, stupid bird!" With that another kick.

Wildchild lunges into the air and runs towards the boy. He knocks one aside saving the bird. He turns back to them and growls.

"A monster!!" They scream as they run away.

Gibney holds the injured birds in his hands.

"Who is the monster truly? Come now my feathered friend, let's get you someplace safe."

#

The Mutant Liberation Front has grown in the last couple of months. One of its members, Post, stands tall among his allies. He is brute force and weapons all rapped up in one nice neat package. Across from him is one of the many prostitutes which frequent the MLF's wharf hangout.

"Come on little girlie. Lets go for a walk, eh?" Says the mutant known as Multitude.

"Leave the lady alone, she wants to go with me." Post interrupts their little chat.

"No, sorry big guy." He replies as the girl looks on in awe.

"Tough." Post's living weaponry blasts Multitude into a far wall.

Post turns to her and says. "All's fair in love and war."



III

By [David Wheatley](#)

#

I'm lyin' face down in the snow. Motor controls ain't respondin'. I can't get up and I'm feelin' numb.

My senses aren't so hot either - can barely see, the white of the snow, but I can still hear, I can still smell.

Several scents are comin' at me. First is my own blood, leaking from my battered body waiting for the healing factor to do it's thing - if it can. Second is the man closest to me. He's not the man who did this, but he is the man who ordered it to happen. I can't be sure by scent but if it's who I think it is, I'm dead.

He speaks and his voice confirms his identity. The voice of evil, the voice of death, the voice of everything the X-Men have fought against. Against him, even Magnus is nothing and if the prophecies are true then nobody can or will. However I don't buy in to that mumbo jumbo.

If I could only get up.

"You fought well, X-Man, and are worthy of respect. You took it to a standstill when many would have fallen. You are a survivor, however it would appear your survival is at an end."

I ain't afraid of dying, only that my death ain't in vain. If I can't stand, if I can't end this here and now, then it won't have been.

All I wanted to do was go fishing...

#

Wood Buffalo National Park, in Northern Alberta. Wild, rugged, undisturbed. Maybe that's why I like it so much. Brings me back to nature in a way no other place on Earth can. Not like the calm beauty of Japan, the organised chaos of Madripoor, the hustle and bustle of New York.

Here I can be myself, goin' back to nature, running wild without having to be in fear of letting the beast within me loose, for it responds to the wilds as well as I do - body and soul working in perfect harmony. The only place in the world I know of that does it.

Back in the old days, when I worked for Department H, running as Weapon X, code-named Wolverine, I used to have a small log cabin on the borders of Alberta, Saskatchewan and the Northern Territories. Then it was home to a load of high tech stuff from the Department, so they could call me in to action. These days it's not got much more than a chair, a log fire and a bed.

I may like goin' back to basics but I sure like a bed these days. Without the adamantium I can feel the cold in my bones after I've been sleeping on the floor. I need a rest, a complete break from the rest of the world, to heal, to rest and fix myself up. Time's of late have been hard. The battles long, not easily won and sometimes not won at all.

This is the best place to do it, and today I'm going fishin'. There's a nice little lake about fifty miles east of the cabin where the fish are jumpin, the water's fresh and cool and I can practice my huntin'. A man's gotta eat, and I'm in the mood for sushi.

#

The water's running free and the fish are flowing past me, but there's an unnatural stillness in the air. There ain't no bird song, there's no animals running in the area and even the wind seems to have died down. Other than me splashin' about in the water, there's not a sound. At least not the sounds there should be.

I'm on guard as I fish, spearing salmon with my claws as they go past. It's easier than catchin' by hand and the claws are already out, just in case. I don't know what's going on, but I don't intend my down time being spoiled without a real good reason, or by being caught unawares. Then I hear it. The swish of something being uncoiled towards me, and I instinctively dive under water to avoid it.

As I come back up, the wind has picked up and I can smell him.

"Arkady," I growl as I see Omega Red standing before me, only this isn't the same Omega Red I knew. Looks like somebody's been doin' some modifications to him. His coils aren't the only thing made of carbonadium like before, but it looks like his bones have been laced with it as well, including his teeth and fingernails.

Whoever did it seems to have modified the process used on me and carbonadium is a cheaper more malleable version of adamantium. Meaning it can't take the punishment adamantium can. Problem is, with claws of bone don't think cutting the coils will work. Barely been able to take Omega Red before. This time it's gonna be a whole lot harder.

And I thought an admantium Sabretooth was bad.

"Logan," he responds. "By the order of the Eternal one, you are to die!"

"The Eternal one?" I gotta feeling I won't like this.

"The Master of the Horsemen, who are unfit to speak His name." As he speaks he fires out with the coils again, catching hold of me and pulling me in close. I can feel the death spore virus coming forth from him, invading my body, making me feel weaker. "My skeleton is akin to the glory that once was yours, and it contains my death factor, giving me full control over it, and preventing it from killing me. Unlike you, who have no protection."

"Bub, whilst I'm wrapped in yer coils, I'm partially shielded, besides having an carbonadium laced skeleton only means your bones are protected." My arms are pinned but my head's free and I butt him in the throat, pushing his Adams apple in to the back of his throat, causing him to momentarily choke.

As he does so, he releases me and I press the attack. I've gotta make this count, because he's got a better reach with those coils and the death factor won't do me any favours, either. Plus he's as strong and mean enough already. I don't do what I can now, it's gonna be over before it's even begun. I'm already feelin' nauseous from the virus in my blood stream, but I push past it as I run forwards.

The tears in his eyes cloud his vision as he coughs for air and I plunge my claws in to his gut and lift up, tearing vital internal tissue , until I reach his ribs, where my claws stop dead, one of them breaking as it connects against the metal.

I don't gasp, I don't wince, just take my hand out of his chest and run towards the woodland, knowing I have to get my healing factor kickin' in to combat his virus. In the depths of the woods I stop to catch breath, and vomit on to the snow, retching up the fish I'd just eaten, depleting the protein reserves that make my healing factor work.

This isn't good, 'cause without being able to heal as quickly, I'm in real trouble. Then again, I have gutted him and left him a claw for good measure. He doesn't have a healing factor, just a death factor. Bit o' luck I'll have evened the odds, and this is my territory not his.

It may be as cold as Moscow in summer, but that doesn't mean it's like Russia. The forest, the wilds, the rest of it. This is my world, and if I'm going to die, I'm sure as hell taking him with me.

"LOGAN!"

He's shouting my name. Calling me, challenging me. The beast within me wants to rise to the challenge, to face him down, to tear out his throat and feed it to him, but the man says wait, take the advantage. The lake is filled from the stream. The stream comes from the mountains. The mountains are the best place to defend from.

It's easier to defend the highest point than to attack it, though I bet whoever thought of that didn't have a Soviet Super Soldier with a death factor chasing him, wanting him dead for the glory of his Eternal Master. One of these days I'm gonna get a proper job, but until that happens I gotta do what I do.

And I am the best there is at doing it. To be the best, you don't have to be the strongest, you don't have to be the fastest or the smartest, you gotta be the last one standing. Sometimes it comes down to luck, others skill. But mostly luck.

#

As I head towards the mountains I can hear trees being torn up behind me as he follows me. I'm not as bad as I was, the air clearing my head and the healing factor doing the rest. The missing claws on my left hand is a pain - figuratively and literally - but there's nothing I can do about it. I start to climb, making my way up the mountain.

It's a familiar sensation. I remember something similar the first time I fought Sabretooth. At least I think it's real. So many flash memories flapping around my head, sometimes I lose track. Most of them have been cleared, but some remain and that's one of them. Circumstances are wrong though. Something else must have happened then that I can't remember.

Then I hear the swish of the coils coming and I move as it shoots past me, but this isn't the greatest vantage point.

"Gotta do better than that. Arkady!" I shout as I swing up grabbing a ledge as I do and pull myself up. He fires a coil up, but doesn't have the reach to get me now. I'd chuckle, but this isn't a laughing matter, because he's used the coils to hook on to the mountain and he's pulling himself up that way. I start to slash at the rocks below my feet, causing them to weaken and crumble.

This starts other little rocks to join it creating a miniature avalanche and it'd delay Omega quite a bit. Above me's a bigger rock, that'll cause a much bigger avalanche and with luck bury him under several tons of rock, giving me time to get reinforcements. Gotta feeling I may need them.

Arkady's swaying in the breeze as the rocks slip past him and he's on his way up again. It's a race now, and I've gotta win. It's not easy, as he's firing his lines past me, and I know he's going to use my own idea against me. I kick at his coil, causing him to swing from side to side. He can't climb whilst swinging that violently or he might lose his grip and fall, so I keep going up.

I reach the boulder before Omega Red, but he's not far behind me, and I can feel him unleashing the virus. It's getting to me, as I start to heave against the boulder and it takes all I've got to knock it loose. It slips from the mountainside as Arkady reaches the top, and it smashes in to him taking him with it. I watch as he falls down shouting my

name.

I gasp and then fall to my knees as my healing factor takes on the virus, but I'm physically wasted and I'm barely aware of myself falling down at a great speed, the mountain blurring past my eyes. I barely feel the cold of the snow as I hit the floor with a thud then darkness takes me.

#

When I awake, I'm aware that I'm lyin' face down in the snow. Motor controls ain't respondin'. I can't get up and I'm feelin' numb. My senses aren't so hot either - can barely see, the white of the snow, but I can still hear, I can still smell.

Several scents are comin' at me. First is my own blood, leaking from my battered body waiting for the healing factor to do it's thing - if it can. Second is the man closest to me. He's not the man who did this, but he is the man who ordered it to happen. I can't be sure by scent but if it's who I think it is, I'm dead.

He speaks and his voice confirms his identity. The voice of evil, the voice of death, the voice of everything the X-Men have fought against. Against him, even Magnus is nothing and if the prophecies are true then nobody can or will. However I don't buy in to that mumbo jumbo.

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"You fought well, X-Man, and are worthy of respect. You took it to a standstill when many would have fallen. You are a survivor, however it would appear your survival is at an end."

I ain't afraid of dying, only that my death ain't in vain. If I can't stand, if I can't end this here and now, then it won't have been.

All I wanted to do was go fishing, not face off against a Horseman of Apocalypse of the big man himself.

"Come, my Horseman," he says walking away from me. "Let us see if his vaunted healing factor will save him this time." There's a faint hum like a teleporter beam and then there are only the residual scents left. I still can't get up.

I'm tired, so very, very tired. I don't want to quit, to stop, but I don't think I have too much of a choice. Goodbye, Jean. Goodbye, Kitty. Goodbye, Jubilee. Sorry I let you all down. I can hear someone calling my name. A voice warm and tender. I close my eyes as I try and place the voice and one name comes to mind.

Mariko...

#

"Logan."

I open my eyes, the harshness of the strip lights hitting me and I shield my eyes.

"Logan!" comes the voice again. It's not Mariko, and I look at her.

"Heather..." I answer, a weakness in my voice. I'm at Department H.

"Rest easy," says James MacDonald Hudson as he comes closer. "You've had a busy day."

Mac and Heather explain how as soon as Omega entered Canada all the alarms went off at Alpha Base and Alpha Flight were scrambled to meet him, however by the time they got there, all they found was me. They hooked me up to their medical equipment and gave my healing factor a hand. From all accounts, it was still touch and go.

I explain what happened and Mac goes to send word to Xavier's. Heather and me have a good long chat, both of us knowing that this one was close, and also far from over.



IV

By [Jay Corafa](#) and [Dino Pollard](#)

###

His name is Nate Grey, also called X-Man. He is a mutant possessed of vast psionic powers.

Now, the explosion of what appears to be a small, nuclear bomb causes Nate to use his telekinesis to propel himself to the site of it.

###

He's called Alastaire, a member of the Apocalypse Dawn. As the name states, the cult worships the ancient Egyptian mutant. They believe him to be their god, as does Katan, the leader of the Apocalypse Dawn.

Alastaire, however, isn't as... enlightened as his companions are. There is a sudden flash of light. When Alastaire turns, he sees a young man hovering before him. There is a white streak in his brown hair, and his left eye glows brightly. Alastaire simply grinned.

"I see you noticed my little... calling card."

"What was that thing?" Nate asked.

"My mutant ability," Alastaire replied. "I can transform any kind of matter into fission-level energy. I'm so sorry, where are my manners? I'm Alastaire, a member of the Apocalypse Dawn."

At the mere mention of that name, Nate's blood began to boil.

"You just made your LAST mistake!!" he exclaimed. A massive TK burst struck Alastaire, causing him to strike the far wall.

"I take it you're not a believer?" Alastaire asked. He picked up a few marbles which landed beside him on the ground. With but a thought, they began to glow brightly. He quickly stood and threw them at the X-Man.

The explosions were like that of a nuclear bomb. Nate's TK field protected him from serious injury, but the force of the impact sent him hurtling out of the New York penthouse.

Alastaire ran over to the balcony.

"Having fun yet?"

Nate shook off the attack and took flight once more. This time, however, he noticed Alastaire's smug look was even more triumphant. Then, Nate could feel an increase in temperature. He looked down to see that his jacket was glowing a bright gold. Not enough time to react, he erected a TK shield between his jacket and his body. It shielded the brunt of the explosion, but it rendered him unconscious.

Alastaire simply grinned as he dragged the unconscious X-Man into the penthouse.

#

The underground cavern of the world's first mutant. The being called En Sabah Nur has gone by many names, including the Tomorrow Walker, and his most-prominent one, Apocalypse.

There is another mutant here as well, this one who is encased in a suit of life-sustaining armor. In another world, he was first known as Nemesis. Now, he goes by the name he once used in his reality--that of Holocaust.

"Speak, Holocaust," Apocalypse stated. His voice is booming, like the sound of thunder. Even the bravest of men have been reduced to cowards when in his presence.

"I come from another world, father," Holocaust began. "A world where you sat on the cusp of world domination. In this other world, you succeeded because there was no Charles Xavier to oppose you. There is only one way for you to counteract this world's Xavier."

"...Continue..." Apocalypse stated, lifting a hand to his chin in interest.

"You must have a team that is powerful enough to take down even you, father," Holocaust stated. He pressed a button on the control panel before him. "I have used Xavier's original X-Men as templates. Behold--the Pale Riders!! The version of Cyclops is that of an energy-wielder--a young mutant with electrical abilities. For the Beast, we will need a feral one with strength and agility, a role well-served by a being who is now more beast than man. As for the Iceman, we will need an elemental--a young woman who cannot be touched, otherwise she will instantly freeze them. For the Angel, I have a transporter. However, acquiring her will take slightly more time. And finally, a psi to rival that of the Phoenix. That situation is being handled as we speak."

"Do you have the other three?" Apocalypse asked.

Holocaust activated a few controls on the panel. A light appeared before Apocalypse, and when it began to disperse, there were three people standing there.

"These three are already prepared, father," Holocaust stated. "I give you, the energy-wielder--Bolt. The feral--Wild Child. And the elemental--Blizzard."

"You have done well..." Apocalypse began. "...my son. These Pale Riders will be able to aid in the battle. And, as of now, Death and Famine are seeking out my remaining Horsemen."

#

The Xavier Institute for Higher Learning. For a long time, it served as the home of everyone who called themselves an X-Man. Recently however, that has changed.* The X-Men have been fractured, seperated. If they ever join together once more remains to be seen.

[See *Uncanny X-Men* #5--Dino]

However, Sam Guthrie, code-named Cannonball, isn't thinking about any of that. Nor about the recent exploits of X-Force, the team he once led.* Now, he is simply enjoying the peaceful tranquility of the lake.

[*Check out current issues of *X-Force* and *X-Force: Fallen Angels*--Dino]

Then, a ripple. He takes no notice of it at first. Until it happens again, causing more of a wave. Sam looked around to find the source of it.

Nothing.

"What in the world...?"

Suddenly, without warning, a figure began to rise out of the lake. She was an elderly woman, dressed in tattered robes. She floated above the water and hovered over to the shore. Her face bore odd scars, ones that were familiar to Sam.

"Look lady, ah don't know who you are or what you want..." he began. "But ah think things would go a lot smoother if you just explain yourself."

"No need for her to do that, Sam."

"Wolverine?"

"Hullo Rachael," the mutant called Logan said. "S'been awhile."

"Logan...." was all Mother Askani could say, before collapsing on the grass.

#

They are the Morlock Tunnels. It has been years since these tunnels have been inhabited. Currently, they serve as home for another group of distraught mutants. They are the Brotherhood of Evil Mutants. Their leader is Henry McCoy, the Dark Beast, a refugee from an alternate reality. Among their ranks is Black Tom Cassidy, cousin of Generation X's Banshee. Mortimor Toynbee, an English scholar called the Toad. Fred Dukes, the immovable Blob. John Allerdyce, the mutant master of flame known as Pyro. Dominic Petros, the Greek-born terrorist called Avalanche. Fatale, a teleporting ally of the Dark Beast. Random, a shape-shifting mutant who owes his life to McCoy. And Sarah, the former X-Man called Marrow.

Their supposed defeat at the hands of the X-Men was all an elaborate hoax. It was all planned in order to have Marrow turn on her newfound allies in the X-Men. It was a gamble which paid off for the Dark Beast.

Now, they have been laying low, waiting for the right moment to strike. Unfortunately for them, that moment comes a bit too late.

There is a blinding flash of light which signals the arrival of Death and Famine--formerly known as Omega Red and Selene. They are the latest in a long line of Apocalypse's Horsemen.

"McCoy!!" Famine exclaimed. "By order of the High Lord, you are to come with us immediately!!"

"The High Lord...? McCoy muttered.

"Fat chance, bitch!!" Marrow shouted, as she flung a jagged bone at Famine.

"You would do well to watch yourself, little mutant," Death stated, one of his adamantium coils smacking the bone to the side. "Now, you face Death!!"

"Way to go," Fatale shouted, dodging out of Death's flailing coils. "You just HAD to piss them off!!!"

"Enough of this," Famine stated, energy emitting from her eyes. The energy cascaded down her body, gathering in her open hands. Then, she directed it at Fatale.

The Evil Mutant fell to the ground, her body nothing more than skin draped across thin bones.

"Something tells me this is not our best fight..." Toad stated.

"If yer thinkin' about runnin' away, then I'll gut ya six ways from Sunday," Marrow said.

"Perish the thought, m'lady," Toad said.

"Grab McCoy," Death ordered. "These jackals are easy prey."

"Sez you!!" Blob exclaimed.

"Come and attack, then," Death stated.

"No, stay back!!" the Dark Beast ordered, before he was silenced by Famine.

It was too late for the Brotherhood. Once they got within range, Death released his Death Spore Virus, infecting all of them, leaving them near death.

One of Death's coils wrapped around the unconscious Dark Beast. He turned to Famine and nodded.

She pressed a button on her gauntlets, and they vanished in a flash of light.

#

"Rachel..." Scott Summers, code-named Cyclops stated. "Are you all right?"

"Mmmm..." Rachel muttered, her eyes flickering open. "Y-yes..."

Scott felt a feeling of relief wash over him. Not only his own, but that of his wife. He turned to see Jean Grey-Summers, called Phoenix, standing behind him.

"Rachel, why are you here?" Jean asked.

"Ap-pocalypse..." the Mother Askani replied. "His hour is at hand... his forces are building. You must re-establish old links."

"It's okay..." Jean said. "Rest now, we'll talk more about this tomorrow."

Rachael's head lay back against the pillow, and her eyes closed once more. Scott and Jean stepped outside the room. Waiting there was the Beast, Wolverine, Storm, and Cannonball.

"It's bad news, people," Scott said, closing the door behind him. "First, we're contacted by Katan, the leader of the Apocalypse Dawn,* and now this."

[**X-Men Alpha* #1--Dino]

"What do you propose we do?" Storm asked.

"Rachael said something about re-establishing old links," Jean stated. "If Apocalypse is behind all this, we're going to need to get in touch with Generation X, as well as with X-Force."

"As much as I hate to say it, we're going to need some more help, too," Scott said.

"Yer not sayin' what I think yer sayin', are ya?" Logan asked.

"I am," Scott replied. "We also need to contact Magneto's Fallen Angels. And, we need to get in touch with the Omega team."

#

Apocalypse watched the slab with the mark of War glow brightly. Inside was the mutant who will formerly be known as Post.

A flash of light signaled the arrival of his other two Horsemen. Apocalypse turned to face them, and grinned at the limp mutant who was in Death's adamantium coils.

"You have done well," Apocalypse said. "Place the Dark Beast behind the final slab."



V

By [Jay Corafa](#) and [Dino Pollard](#)

###

Her ID Card says her name is Special Agent Katherine Pryde, part of SHIELD.* She prefers to be called Kitty. Until recently, she went by another name--Shadowcat. A former member of the X-Men (now split into two factions) and Excalibur (now disbanded). Like her former teammates, Kitty Pryde is a mutant, with the ability to phase through solid objects. She recently joined SHIELD after a skirmish with her former teammate, Piotr Rasputin, also called Colossus. He joined Exodus for something the latter had planned. And, in response to that, Kitty accepted GW Bridge's offer to become a full agent for SHIELD.**

[*Strategic Hazards Intervention Espionage Logistics Directorate **Back in the *X-Men 2000 Annual*--Dino]

Then, with no warning, the intruder sirens were activated.

"What's going on?!" Kitty asked an agent running towards the source.

"Break-in," the agent replied. "Someone said he just sort of--appeared."

She joined him in running down the hallways.

###

His name was Arkady Rossovich, once called Omega Red. Now, he is simply known as Death, one of Apocalypse's Horsemen.

"Flee all you want, flatscans!!" Death exclaimed. "You cannot outrun my coils!!"

Adamantium coils shot out from his arms, grabbing any available agent and draining their lifeforce.

"YESSSS!!!!"

"NO!!!" Kitty exclaimed, opening fire on him. "Drop those agents now!"

"Your pathetic weapons cannot harm me, girl!!!" Death stated, turning to face her. One of his coils shot out at her, but Kitty phased through it. As she did, she cried out in pain.

I--I phased through them... she thought, trying to stand up again. Then how did they cause me so much pain?!

"Your coils---they're adamantium?" she asked. "From what I've read in files, Omega Red's coils are carbonadium."

"Omega Red is no more," he replied. "Now and for the rest of eternity, I am **DEATH!!!**"

#

In another area of the SHIELD Helicarrier, the woman once known as Selene appeared through a tear in space. Now, she was Famine. And she proved it as her eyes began to glow brightly, transferring the energy to her hands. Then, she released it upon the agents in the computer mainframe.

They all began to wither to nothing but skin and bones, falling before her. She calmly strided over to the computer and sat down, bringing up the file she needed.

The Sentinel Command Codes.

#

"Welcome, Henry McCoy," Apocalypse stated, towering over his captive. "Or shall I call you the Dark Beast?"

"A--Apocalypse?!" McCoy exclaimed. "How?! Where am I?! What happened to the Brotherhood?!"

"You need not worry about your Brotherhood," Apocalypse stated. "They have no place in my plans. You, however, do. As we speak, Post is being transformed into War. You were defeated by Death and Famine. That leaves only one more Horseman left-- Pestilence."

"You are offering me the chance to become a Horseman...?" McCoy asked.

"Correct," Apocalypse replied. "I wish to use your knowledge of the Legacy Virus to my advantage. You were able to suppress the virus in your teammate, Pyro, correct?"

"Yes..." McCoy began. "How did you--?"

"I can give you all the assets you need to continue your research," Apocalypse continued, cutting McCoy off. "If you agree to become Pestilence."

"All right," McCoy stated.

"Then go," Apocalypse ordered pointing to an empty chamber. "The transformation awaits."

McCoy walked over to the chamber, and stepped inside, lying back. A stone slab slid across the front of it. The mark of Pestilence began to glow brightly as the transformation began.

#

He is called Alastaire, a current member of the Apocalypse Dawn. He possesses the mutant ability to transform matter into fission-level energy.

The person he is meeting with is called Holocaust. He's a refugee from an alternate timeline where his father, Apocalypse, ruled America with an iron fist.

"Do you have my prize, Alastaire?" Holocaust asked.

"Yes," Alastaire replied, dropping Nate Grey, the X-Man, to the ground.

"Killing this... X-Man... would be bliss," Holocaust stated, looking over the young psi. "However, I have something even more fitting in store for him. He is to lead my Pale Riders!!"

"Wonderful for you," Alastaire said. "You owe me one for this, Holocaust."

#

"Your death is imminent, girl," Death stated. "Do not seek to make this more difficult on yourself."

"Guess I've never been accused of being too smart when it came to common sense..." Kitty grunted, phasing through the coils. It may cause her great pain, but it's infinitely better than being caught in them.

Another pass and the strain finally got to her. She collapsed on the ground, barely breathing, and now fully solid.

Death's coil wrapped around her, as he prepared to drain her lifeforce.

"Enough," Famine stated, appearing in the doorway. She carried a disc in her hand. "We have what we came here for. Drop the child."

Death glared at her, but released the partially-conscious Kitty Pryde.

"It is time for us to report back to the Dark Lord," Famine stated as she began to fade

out of existence. Death followed suit, leaving Kitty Pryde alone.

Slowly, she got to her feet.

"Horsemen... Apocalypse... have to... warn... the others..." she muttered as she moved over to a control panel. She tried to sit up and activated the controls.

"Transmitting now..." she said. "Not sure... if this message is be--being received.... Helicarrier attacked.... by Apocalypse's Horsemen... Omega Red and Se-Selene... we need... assistance..."

Then, she slumped unconscious in the chair.

#

The transmission was intercepted at the Hulkbuster base in Arizona, formerly the location of Operation: ZERO Tolerance.

Piotr Rasputin, the former X-Man called Colossus, watched the message with terror in his eyes.

"Katya...?"

#

Holocaust stood before his Pale Riders--X-Man, Bolt, Wildchild, and Blizzard.

"The time has come to retrieve the final Pale Rider," Holocaust stated. "She is located in the dimension called Limbo. The portal will only be open a short amount of time, so we must be as fast as possible."

"Just open the portal," X-Man stated. "We have a job to do."

Holocaust activated the controls before him. A tear in space opened up.

#

"Trespassers!!!" a booming voice stated. "S'ym shall insure that you do not leave Limbo alive!!!"

"You can try, pal!" X-Man said, releasing a TK blast. "But you'll fail!!!"

"We're the Pale Riders," Holocaust announced. "We're here for Belasco's successor."

"S'ym, stand down."

"S'ym doesn't understand, my lord..."

"Do as I say, slave!!"

"Yes, master..." S'ym replied, moving away.

"Welcome Pale Riders. I am Belasco, the ruler of Limbo. Your presence here threatens my domain. You must leave immediately."

"I think not," Holocaust said. "Pale Riders, attack!!"

It begins with a release of psionic energy, courtesy of the X-Man. Bolt followed it up with a tremendous release of electricity.

"You're going to fall!!" Blizzard exclaimed, her ice-sickle forming in her hands. She swung at Belasco. At the merest touch, Belasco became instantly frozen. Steam began to rise from his body as the ice slowly melted off.

"I am a sorcerer!!" Belasco exclaimed. "One of the highest order!! I shall destroy you all!!"

"GRRROWL!!!" Wildchild growled, furiously slashing at his opponent. Kyle Gibney was once in control of his rage, but once Holocaust captured him for the Pale Riders, his humanity was reduced to nothing.

"Away, beast!!" Belasco shouted, blasting him away. "You pathetic mutants have no hope of battling me!!"

"You haven't faced the true power of the X-Man!!" Nate exclaimed. Using his incredible psionic powers, he began to peel away at the layers of Belasco's mind. Such a tactic would require a tremendous amount of control, especially dealing with a demonic mind such as Belasco's. However, thanks to Holocaust's manipulations, Nate Grey has no need for control or patience. Therefore, he throws caution to the wind, and tears into Belasco's mind.

"ARGH!!!" Nate cried out as something cut him down. There was a gaping slash in his back, and appearing out of a teleportation disc was a blonde, teenage girl, no more than 18 or 19. She held a sword in her hands, stained with the X-Man's blood.

"That is her!!" Holocaust exclaimed. "That's Rasputin, the final Pale Rider!!"

"I prefer Magik," she stated, bringing the Soulsword up.

"X-Man! Now!" Holocaust ordered. At his command, Nate Grey used his psychic powers to enter Magik's mind.

"She's being controlled... By Belasco..." Nate stated telepathically to Holocaust.

"Then remove his control over her!! And have her under our control!!" Holocaust telepathically replied.

X-Man replied in kind. Being careful not to damage Illyana Rasputin's mind, he freed her from Belasco's mind control.

She collapsed into his arms, unconscious.

"Hurry!!" Holocaust ordered, opening the portal. "The portal won't be opened much longer!!"

The Pale Riders retreated through it, back to Apocalypse's base. Once there, Holocaust prepared Magik for the transformation.



VI

By [Jay Corafa](#) and [Dino Pollard](#)

#

Strings of binary code flashed across the screen as Apocalypse's Celestial technology deciphered the encrypted code of the SHIELD discs he received from Famine.*

[*Last issue--Dino]

Sentinel Mainframe Accessed: Enter Command:

A simple keystroke, and a word appeared on the screen.

Enforcer Program Initiated. Select Target:

Yet again, another keystroke.

Target: New York, New York, United States of America

[*See current issues of *Amazing Spider-Man* for more on the Enforcers--Dino]

The ageless mutant also known as En Sabah Nur turned away from the console, his eyes drawn to the stone slab sliding open.

The figure that stepped out was once known as Henry McCoy, or a Henry McCoy from an alternate universe. Known simply as the Dark Beast, he was responsible for the formation of the new Brotherhood of Evil Mutants. Recently, Apocalypse offered him resources to complete his research on the Legacy Virus--as long as he became Apocalypse's newest Horsemen--Pestilence. His body was covered with machines, alongwith an eyepiece over one eye.

"The transformation was successful," Apocalypse stated. "Unlike the other Horsemen, your power is based on your vast intellect. Different strains of the Legacy Virus can be released from the machinations on your body."

"Don't forget our agreement," Pestilence stated.

"I haven't," Apocalypse replied. "You will be given the necessary means to complete your research. However, first you must assist me."

Apocalypse was a bit upset at Pestilence's transformation. While he was a force to be reckoned with, the mind-control procedure had the strong possibility of clouding McCoy's intellect and knowledge of the Legacy Virus. It was because of this that Apocalypse had to make a deal with McCoy, and for that reason, had to keep his end of the bargain in order for his plan to succeed.

#

Kitty Pryde slowly awakened, and felt strong and massive, yet gentle hands cradle her limp body.

"Uhh...." she muttered.

"Are you hurt?" her savior asked.

"Only when I--ow," she replied.

"Rest easy, Katya," the man stated. Now, she detected the Russian accent in the man's voice, and the way he said Kitty in Russian was in a tone only one man had used.

"PETER!!" she exclaimed, straining her neck to look at him. The former X-Man called Colossus was standing over her, his skin transformed into organic steel. Once he saw she was all right, he transmuted back into his flesh and blood form.

"I intercepted your distress signal," he stated. "I'm glad I was able to get here in time. Are you all right?"

"I'll be fine," she said, using him as an anchor as she forced herself to her feet. "What about you? I thought you were running with Exodus."

"I am," Colossus replied. "He doesn't know I'm here, though. I came to help you."

"Apocalypse's Horsemen attacked," she said. "Omega Red and Selene, but I have no idea what they came here for."

"Pryde!!!"

Kitty turned to see an unshaven, middle aged man with an eyepatch over one eye, and a cigar hanging from his mouth.

"Fury," she said. "What's the situation?"

"It's a good thing your buddy showed up," he said. "Otherwise, we might've been in

trouble."

For the first time, Kitty realized that she was in the sick bay.

"...I didn't realize..."

"Don't matter," Fury said. "You well enough for a mission?"

"What is it?"

"Findin' the people who did this to you," Fury replied. "Turns out Famine stole some data on the Sentinels, specifically the Enforcer Initiative."

"Enforcer?" Colossus asked. "What's that?"

"The Enforcers are a final fail-safe," Fury began. "If the mutant problem ever goes out of control, the Enforcers can be programmed to eliminate all mutants within a city limits. They're the most-advanced form of Sentinels to date."

"Oh God..." Kitty muttered, her eyes wide with shock. "If Apocalypse uses those access codes..."

"He already has," Fury stated. "We have confirmed visuals of the Enforcers over New York airspace. That, and they're missing from the base they were stored in."

"We must stop them!" Colossus exclaimed.

"Nuh-uh, tin man," Fury interjected. "This is SHIELD business. But, if you really wanna help, then I got a mission for the both of you. We think we might have a positive location of Apocalypse's base in Egypt. I want you two to head on over there. That's if you're up to it, Pryde."

"Right now, I'm ready to face anything," Kitty replied. "Leave it to me and Peter."

"There's a transport waiting for you in the hanger," Fury said. "Get moving."

#

Within a few short minutes, the SHIELD transport piloted by Kitty Pryde was in the air, racing towards Egypt.

"All right, let's keep our objectives in mind, Peter," she said. "We need to get in and see if we can stop the Enforcers by cutting them off at the source. But, we need to sneak in. Remember, stealth is the key, here."

"I understand, Katya," Peter replied.

"We're here," Kitty announced as she lowered the transport on the Egyptian sands. The hatch opened, and the two former X-Man climbed out.

Once in the sand, Kitty reached in her pack and pulled out a type of mini-computer which resembled a cell-phone. Pressing a button on it, it emitted a high-pitched noise. She looked at the LED screen.

"There," she said. "The citadel is up ahead."

"It is so hard to see anything in this storm..." Colossus noted. "How can you tell?"

"Sonar," Kitty replied, holding up the instrument. "There's something blocking the sound about 100 meters up ahead. That must be it."

"Then we must hurry."

"PETER, WAIT!!" Kitty exclaimed.

It was too late. He broke into a run towards the citadel. Suddenly, there was some form of explosion, throwing him back.

"Infrared sensors picked something else up!!" she said. "And it's definately NOT the citadel!!"

"Too true," a man said. He was around 18 or 19, and his left eye was glowing brightly as an aura surrounded him, causing him to float in the air. "I'm X-Man, the leader of the Pale Riders. My teammates are Bolt, Blizzard, Wild Child, and..."

"ILLYANA?!" Colossus and Kitty exclaimed in unison.

"Not anymore," Illyana replied. "Now, it's Magik!"

"MONSTER!!" Colossus shouted, charging X-Man. "WHAT HAVE YOU DONE TO MY SISTER?!"

"I've done nothing to her, pal," X-Man replied, hurling Piotr back with a TK blast. "Stand down, X-Men."

"Sorry if we don't," Kitty stated, phasing as she leapt into the air, her foot solidifying as it struck X-Man. "We're not X-Men anymore."

Blizzard slashed at Colossus with her ice-scythe.

"Stand back!!" he ordered, grabbing it before it struck him. Clenching his fist, he shattered the weapon, leaving Blizzard with a stunned look on her face.

"I warned you!!" Colossus exclaimed, pulling his fist back to strike. He slammed forward, but Blizzard was gone. Or, to be more accurate, he was. "How...?"

"That would be me," Magik stated, appearing out of a stepping disc, the Soulsword resting on her shoulder. "Welcome to Limbo, brother."

<"Illyana, what are you doing?!"> he asked. <"Have you gone mad?">

[*Translated from the Russian--Dino]

<"Not at all,"> Magik replied. <"I am finally thinking clearly!!">

She leapt at him, and brought the Soulsword down across his chest. Piotr Rasputin cried out, but not all from physical pain. It was from the emotional pain he felt as his sister's sword cut into his body. It was the pain of his soul being spliced into two factions.

It has been years since his sister, his little snowflake, died of the Legacy Virus. When that happened, a part of him died with her. It has taken a long time to repair the damage inflicted on his soul. Now, his sister is back. Yet, she's not the same Illyana he knew. She's not the sweet, innocent child she was when she died. Now, she's the grown, corrupted Magik.

<"Little snowflake..."> he muttered, lying on the ground. <"Please... I beg of you... make it swift...">

Magik looked down at the man who had once been her brother. She could feel Apocalypse's mind control influencing her decisions.

With a thought, she willed one of Limbo's stepping discs to appear beneath them, transporting them back to Earth. Kitty was already lying unconscious on the ground, and now Colossus had joined her.

"Good work, Magik," Nate said. "Let's get them inside the citadel. Holocaust and Apocalypse will be pleased with this."

#

Alastaire looked at the people gathered around him. Each of them are the heads of a clan of the Apocalypse Dawn.

"Are you sure this is wise, Alastaire?" one of them asked.

"You're not backing out now, are you?" Alastaire replied.

"No... But you're talking about assassinating the Katan."

"The Katan is weak," Alastaire said. "And, with the coming of Apocalypse, we must have a new leader. Seeing as how I have met with an agent of the Tomorrow Walker, I believe the new Katan should be myself."

"WHAT?!" another representative exclaimed. "You don't even lead a Dawn clan!! Why should YOU be more qualified as the Katan over any of us?!"

"Because I seek to unify the clans," Alastaire calmly replied. "A more structured, and unified Dawn is what I propose. If we are to survive the coming of Apocalypse, that is what we will need."

"The strong survive, that's the way it will always be."

"And Katan is WEAK!!" Alastaire exclaimed. "By law of our sacred High Lord, he should be eliminated."

"Alastaire is right," a leader said. "The current Katan is weak, yet Alastaire is strong. Plus, Alastaire has a connection with En Sabah Nur. It is only fitting that we have one who works for the Tomorrow Walker as our new Katan. All oppose?"

A few clan leaders wanted to oppose, but the more they thought about it, the more sense it made.

"All support?"

"Aye," they all stated in unison.

#

Beneath Apocalypse's citadel, Magik stood facing Colossus and Kitty, who were chained and in shackles.

"You shouldn't have come here," she said. "Now, you will be the first souls claimed by our lord and master."

"How could you do this to us, Illyana?!" Kitty asked. "You were my best friend!! He's your brother for crying out loud--the only family you have left!!"

"You were Illyana Rasputin's best friend, and he was Illyana Rasputin's brother," she replied. "I'm not Illyana Rasputin. I'm Magik, the Darkchilde."

"How can you be here, though?" Kitty asked once more. "Illyana died of the Legacy Virus AFTER you reverted back to her!"

"No," Magik replied. "That wasn't me who died, and it wasn't me who you found in the crushed armor of Magik.* That was a younger Illyana, plucked from a different time in Limbo. I wanted to give her the chance I never had."

[*New Mutants #73--Dino]

"But, if the young Illyana never became Magik, then how can you still be here?"

"Because time is different in Limbo," Magik replied. "I cannot explain it."

"There is no need to," Holocaust stated as he entered the room.

"You...!" Colossus stated. "The one who destroyed Avalon!!"

"Quite correct," Holocaust said. "And this must be Kitty Pryde."

"Who are you?" Kitty asked.

"I am Holocaust," he replied. "The son of Apocalypse. Now, you can either tell me why you're here, or I can have Wild Child tear the answers out of you."

"Nyet," Colossus said.

"As you wish."

He signaled, and Kyle Gibney stepped up to them, claws bared.

#

Two Hours Later.

"Ashame your powers are negated," Holocaust stated. "If they weren't, you might've been able to stand up to that punishment. Enjoy your night."

With that, he and Wild Child exited the room. Magik looked at them for a few seconds before following.

Kitty looked over at Peter, lying on the ground, his body covered in blood.

"That inhuman monster..." she muttered, still a little weak from her own torture. "Peter took most of the punishment for me. And he said he intercepted my signal.* Ever since I was just a kid at Xavier's, he's been looking out for me--and he's still doing it, even now."

[*Last issue--Dino]

"...Katya..." he muttered.

"Shh..." she stated, moving as close to him as her chains would allow. "Don't speak, your wounds..."

"I... shall be... fine..." he said. "I am... sorry... I should... not have--have come back..."

"Don't say that!!" she exclaimed. "I'm glad you did!! You couldn't have known that Illyana was being controlled by Holocaust."

"Katya... I..."

<"I know, Piotr,"> Kitty replied, in Russian. She reached over, and placed her small hand on his larger one. <"I'm sorry for everything that's happened. And, I would rather die with you, than go on living without you.">

<"I... am sorry as well..."> he said. <"I should... should have been---stronger... for both of us...">

<"It's okay,"> she said, running her hand along his face, wiping the blood off with her glove.

He gently squeezed her hand, falling into a deep sleep. He felt complete with her by his side.



VII

By [Cory Wiegel](#)

###

Doesn't this look somewhat familiar? A gigantic robot standing over the 59th street bridge, with a couple fleeing in a taxicab! Uncanny, that how sometimes, somehow, and in some form ... situations always repeat themselves. Maybe ... the world simply repeats itself. Over and over again. In one fluid cycle. Situations forming and reforming.

Or maybe I'm just rambling.

But at any rate, fact or ramble, Peter Parker -- the ever-Amazing Spider-Man finds himself at the edge of a building. Large white eyes masking his actual set of hazel ones viewing the situation at hand.

Modified Sentinels, Enforcers if you will, have been terrorizing Manhattan since just last night. Large, blue and purple robots trashing your city isn't exactly the type of thing you expect. Not even in the big apple!

"All right," Spider-Man started as he turned to face the Rose Goblin. "We both know that you want me dead. Now, I know that you know that I'm completely confused by this, but honestly care less. So, I'm asking you right now ... as a fellow super-powered being on top of a roof with me ... will you help me save this city?"

"I don't even see why you bother with this city, " Rose Goblin scolded, crossing her arms. "Everyone hates you. No matter how many times you save them, just for existing ... they're hatred for you will rise. Higher and higher."

"Well, that wasn't very nice," The webbed one stated, blinking to her accusations.

Maybe she was right. In fact, she most-likely *was* right. But that wasn't the point. The point was his city needed him. No matter how much they would hate him, how much they **do** hate him.

The Rose Goblin snickered at his defeat.

"Listen, either you're going to help out, possibly save millions of innocent lives ... or

you're not, and will burn in hell."

Peter's scornful voice broke from his mouth, muffled from the mask of course. Mostly, he was upset because she was right! I mean, how would you like it if someone just stuck it to you for risking your neck day in and day out for people who see you as a threat to the moral back bone of society?

A weblin fired from his wrist with the tap of a palm, striking a nearby building. Darting to the side, our webslingin' hero gracefully pulled down through the gap between buildings with determination, not bothering to wait for Rose Goblin's response.

Not too good, one would guess.

"Hmph!"

Rose Goblin swayed her hip out to the side, watching as Spider-Man began doing what he does best. Being a hero.

#

Ryan Jent trembled slightly, glancing around the empty room. Nothing but walls surrounding the three of them. A mirror before them, possibly a magic mirror, along with a door to the right. Two familiar faces, one very unfamiliar but obviously important.

Joannah Wilkins was a researcher for the Oscorp branch of science when she was "volunteered" to help further an experiment. Now she's out for revenge for the man responsible. But has she found more then she's bargained for?

"You're dead," Joannah deadpanned.

An eerie smirk came over Harry Osborn's face.

"I'm here, aren't I?"

"Yeah, but you're supposed to be six feet down there," Chaos motioned her finger towards the floor, "I remember the funeral all the employees went to."

Harry shoved his hands into his pockets slowly. His lips parted to speak, but were interrupted by a sudden crash. The child of Norman Osborn remained calm, his eyes shutting with the previous eerie smirk remaining.

"Why am I here?" Ryan spoke up.

Chaos shot him a glance, only to smack him upside the head with a large hand rather harshly. Mr. Jent stumbled forward, grabbing for the back of his head.

"Ow!"

"Speak when addressed!"

Ryan Jent stood up fully, giving Chaos an evil glare as he rubbed the back of his head. Harry Osborn remained in place, and calmly at that. Chaos stared a hole into Harry, awaiting his next words.

#

Spider-Man thrust upwards against a nearby building, cradling a blonde haired boy, no older than seven. Apparently, he had been separated from his family. It was at that time that a yellow energy blast struck into the ground from an Enforcer's palm.

Our webbed hero back-flipped as gracefully as possible over the next assault of energy blasts from the Enforcer, while holding the frightened child close to him. *What a great time for Ben to decide on relocating!* Peter thought to himself as he landed on the street pavement in a crouched position, the child clinging to him for dear life.

The Enforcer's palms charged up for another blast, before an explosion came from it's back. Guiding downwards swiftly aboard her goblin glider, the Rose Goblin drew another pumpkin bomb from her pouch, chucking it into the Enforcer's face.

Another array of explosions came from the Enforcer. The monstrosity came crashing down into the ground, flames erupting from it. The Rose Goblin smirked as she hovered downward before Spider-Man, kneeling slightly to face him.

"Glad you decided to join the fight," He spoke with a thankful smile

Rose Goblin continued to smirk.

"Yeah, well if I don't ... then I might lose my chance to exact my revenge on you."

#

On the other side of the city at that exact moment, J. Jonah Jameson was standing before his life. The ruins of the Daily Bugle. Maybe it was time for retirement. Yeah, right! As his blue pools of eyes looked over the ruins, all he could see was what has come from them -- and what *will* come from them. He knew rebuilding was going to be tough, but it was something he had to do.

A loud footstep was heard. Jameson glanced over his shoulder, then fully turned around. Two large, blue, and purple Enforcers stood before him. Their eyes gazed down before the publisher of the Daily Bugle with awe.

"Location Designate: Daily Bugle, New York City Newspaper Publisher Base of Operations," The robotic voice echoed from one's mouth. "Commence with culling of available staff members and cease control of operations."

Jameson blinked, turning his head side to side to scan the area. "You mean me?"

The duo of Enforcers continued to look down upon Jameson with yellow orbs.

"Designate: Johnstoan Jonah Jameson, publisher and owner. Designate is one of 126 to be tracked down and culled."

"Is that so?" Jameson smirked.

"Commencing with termination. Success of designates termination at this point in time is approximately 99.8%."

Jameson clenched his fists and gritted his teeth, a surge of fool's determination filling him. He wouldn't let what was left of his life be destroyed. Maybe it was the fact that it was indeed too late to rebuild that drove him to the point of standing his ground.

"Go ahead, you bucket of bolts! Try and destroy my life!"

If he hadn't had such a huge ego about himself, Jameson might of been in tears at this point. He quickly reached down and clutched a piece of rubble in his hands, chucking it upwards into the main Enforcer's eye.

However, the yellow orb barely cracked. Jameson's eyes widened as a blast of yellow energy came his way. He attempted to run, but it was too late. The blast sent him flying backwards into a large amount of rubble, rendering him unconscious.

Blood dripped down from the edge of his face. The Enforcers proceeded to surround him, unaware of his vitals.

#

Spider-Man darted upwards past the soaring Rose Goblin, avoiding a blast of energy from an Enforcer. The two were nearly overwhelmed by Enforcers.

A blast of energy struck Rose Goblin's glider, bucking her off towards the ground. Firing a webline from his wrist mounted web-shooters, Spider-Man swung down with great speeds. He managed to grab Rose Goblin by her waist in the nick of time.

He descended from the webline quickly, landing in a squatting position. Rose Goblin gave him a flirtatious smile as she dropped from his arms, landing beside him. Nearly a second was all it took for the large group of Enforcers to surround them.

Spider-Man swallowed hard.

"This is gonna hurt --- " Was all he could muffle out before all the Enforcers unleashed a fury of blasts.



VIII

By [Cory Wiegel](#)

###

Small, white eyes fluttered open in the darkness. The figure moved towards the ground, reaching out towards the rubble before her.

"Spider-Man?" Her voice -- the voice of the Rose Goblin -- for the first time, was somewhat concerned.

"Unh..."

Without a word, Rose Goblin reached for the rubble before her, tossing each piece of road, pipes, and whatever may be in her way. It was mere moments before she found exactly what she was looking for. The battered and bruised, torn costumed, super hero known as the Amazing Spider-Man!

"Parker, get up," Her stern voice demanded.

"Yes, mother," Parker groaned, squinting his eyes as he struggled to sit up.

Rose Goblin reached downwards, pulling Spider-Man upwards by the arm to his feet. Spider-Man immediately reached for the back of his head, his eyes traveling around the area as he gently rubbed the pain away ... or wished he was.

"What happened?"

"Those Enforcers above blasted the ground out from under us. Looks like we're in the sewers." Rose Goblin crossed her arms after speaking, putting her weight on one foot.

"We need to hurry up and get back up there then," Spider-Man drew his hand back down to rest at his side, "there's no telling how long we've been out."

"Right. But just so you know, I'll be killing you after this is all said and done."

"Yeah, sure ... If we're both not dead by then!"

#

"To answer your question, miss...?"

"Chaos."

The room grew dark as she spoke, almost as an omen. But it was obvious that their power was fading, from the Enforcers' intense assaults upon the city.

"*Miss Chaos*," The playboy voice of Harry Osborn made itself fully known, "yes, I indeed died."

"And you just magically came back to life?"

Harry's eyes trailed upwards in an intrigued appearance, almost as if he had to think for the right answer. "Nooo," He then looked back towards Chaos; giving her a patronizing look, "still dead."

"I don't think I follow, Mr. Osborn," Chaos crossed her arms. "Elaborate. Now." Chaos' objective seemed to change. She was a woman of science. How one can return from the grave was much more interesting than simple revenge.

"What makes you think I have to answer to you?"

Chaos reached out, pulling Harry by the collar up to her face. Her right hand rose, forming into that of an ax. Before she could speak, Harry gripped her symbiotic chest and arm, throwing her into the ground with immense force.

Ryan Jent, who was remaining silent in the corner up to this point, squinted as if to feel her pain. Harry Osborn hadn't shot him a second glance, nor Chaos.

Her beady, white orbs squinted from the pain shot through her body. What power Harry Osborn must have to cause her such pain, especially with her own super strength given from the cloned Symbiote.

Harry knelt down to Chaos with a horribly angered look, looking her dead square in the eyes.

"I personally *don't care* who or what you are! You don't have nearly enough weight to even shove me an inch from my place, let alone to demand answers to questions that don't involve you what so ever!"

A low sigh came from Harry's mouth as he stood, his mood now changing. He patted down his suit, sure to make himself look presentable.

"Now then ... on to our business, Mr. Jent."

#

"Oh no," Spider-Man's voice stuttered as he overlooked the city from atop a building, "we're too late..!" Rose Goblin stood at the other side of the city, observing the opposite direction.

Bodies lied in random spots on the streets, all having been viciously murdered without an ounce of mercy from Apocalypse's so-called 'Enforcers.' It was indeed a horrible site for *anyone's* eyes. Except for perhaps, Apocalypse himself ... who's plan, unseen by these two, is taking full effect.*

[*See current issues of *Apocalypse: Ageless Fury--Dino*]

"And all because of you," Spider-Man turned around, dumbstruck by the Rose Goblin's words. "You're never able to save anyone. I don't see why you even try!"

It couldn't be this again. It was plunging a dagger, rusty and old, straight into Peter Parker's chest .. slow and easy. It was always someone or something trying to push that knife even deeper.

J. Jonah Jameson, the publisher of the Daily Bugle; Eddie Brock, the insane monster known as Venom. At times, even his wife, Mary Jane ... who's now gone missing.

"You're really startin' to tick me off, lady. At least I'm trying out here...!"

"And failing, every second. Even the people you do save, they're just hating you more because of it. It goes to see that they'd rather die than be saved by you. Doesn't that mean anything to you?"

Before Peter Parker's lips could part to react to her statements, the building below Rose Goblin was to rubble by a yellowish beam of energy.

"ARGH!" Rose Goblin screamed in pain as she took the full force of the blast.

Her figure was seen in a blur as Spider-Man's large, masked arachnid like eyes grew even larger as the Rose Goblin went over the side of the building. Spider-Man then quickly threw himself in a ready stance; glancing over to the direction of the blast, only to see an Enforcer just waiting for his reaction -- floating in the area by the thrusters mounted to his feet.

Glancing back off to the side frantically, Spider-Man noticed that three more Enforcers had just surrounded him at each corner of the building ... In their attempt to box him in. He gulped lightly as he glanced side to side, watching their every action.

"You guys wouldn't happen to have any Grey Poupon ... wouldja?"



IX

By [Dino Pollard](#)

#

War Journal Entry #2005.

C'mon Frank... pull yourself up.

Losing blood from the wounds. Bullseye's gone. The shotgun blast knocked him over the balcony.* Someone sent him after me, but who?

[*Last issue--Dino]

Barking. Damn dogs. Dogs?

Shit, the Red Dogs!! Jane!!

I break out into a run, moving as fast as I can, despite my wounds. I don't know how they afforded him, but the Red Dogs must've hired Bullseye. That means that they wanted me distracted.

#

"FRANK! IT' S JANE! HELP!! COME HERE AND HELP ME! HELP ME ... please ... help me Please...."

{Click}

DAMN!!! They got her!! Bullseye was meant to distract me, so they could get rid of Jane!!

I hit the rewind button on the answering machine, and replay the message as I patch up the wounds inflicted on me by Bullseye. I don't have much time. God only knows how long Jane will survive at the hands of those bastards.

I do a quick inventory of what I have. Plenty of ordnance, alongwith enough ammo to take out a small army. If anything happens to Jane, those bastards are gonna pay.

Oh, are they gonna p--

A rumbling--an earthquake?!

I brace myself against the wall and wait for it to pass. That couldn't have been an earthquake. Quickly, I draw open the blinds on the window, and look out to see a giant robot walking down the street!!

Hmm.... what comes first. Defending the city or saving Jane? There are plenty of spandex-clad superheroes in New York. Let them handle those robots. What does it have to do with me?

Plenty. From what I've heard, the Fantastic Four are missing, and the Avengers currently have their hands full.* That only leaves second-stringers like the wall-crawler and Daredevil left to defend the city. And, if I let them go at it alone, this city's as good as a smoking crater.

[*See current issues of *Fantastic Four* and *The Avengers--Dino*]

I'm sorry, Jane. I just hope you can survive while I play hero.

#

Not too far away. The giant Enforcer-model Sentinels continue their patrol of New York, destroying anything and everything in their path.

However, they pay no mention to the open manhole as they walk past it.

#

The robots resemble Sentinels, but they're also a bit different in terms of design. Is this a new model? Wouldn't be surprised if it was. The bastards are constantly being updated. Who sent them though?*

[*Check out *Apocalypse: Ageless Fury* #5 for the answer to that very question--Dino]

I know from personal experience that bullets are all but useless on them. Grenades might do the trick, same with C-4. The question is, do I have enough?

Times like this make me wish I still had Microchip on my side, as well as all that hi-tech weaponry. I know there's a safehouse not far from here where I stored some of the leftover equipment from Microchip. The hard part's going to be getting to it.

As I run through the streets, I look up to see Spider-Man swinging in the air. Someone is following him... one of the goblins?*

[*For more on Spidey and the Rose Goblin, go read *Amazing Spider-Man* #10--Dino (again)]

That's not important right now. I've got a job to do.

One of the Sentinels walks by me, not even registering me as a threat. Big mistake.

Moving quickly, I attach some C-4 to his leg. Once I'm a safe distance away, I detonate it.

The leg blows clean off, and the robot falls to the ground. I run back to him, looking him square in his inhuman, robotic eyes.

"Enforcer-17 damaged by unknown assailant," it had said. "Requesting immediate assistance."

Shit. That's bad. I quickly attach some C-4 to the Enforcer's head.

"Can't have you reveal my location," I said. Then, I ran. Into an alley, there's no way they can catch me there. Once I reach it, I detonate the C-4. That's one down, about 5000 to go.

"Halt!"

Damn! I've been spotted!

"Designate: Frank Castle/Sub-Designate: The Punisher located. Status: Expendable."

"Awww... that's not very nice, now is it?"

The hell?

I look up. Out of nowhere, I see four creatures--turtles--wielding ninja weapons leap at the Enforcer from a nearby rooftop. They move like lightning, decimating the Enforcer's head. It's not long before they overpower it.

As the Enforcer falls, they leap off and land in front of me. Sonnuva bitch--they ARE turtles!! They're all wearing red face masks, why I don't know. It doesn't help in telling them apart.

"Hey," the one with the swords begins. "You all--"

I cut him off by whipping out an uzi and aiming it at them.

"Talk about gratitude..." the one with the sais muttered. "I love New York."

Great, just what I need--another smart-ass.

"Dude--that's the Punisher!!"

"No way!"

"Way!"

"How can you tell?"

"Well, I dunno--maybe the fact that he's got a giant SKULL on his shirt and he's aiming a gun right at us?!"

"Shut up, all of you," I order. "I want answers. For starters, who the fuck are you and where did you come from?!"

"We're ninja," the sword-wielder states. "I'm Leonardo."

"Michelangelo," the one with the nunchucks says.

"Donatello," the one holding the bo-staff stated.

"Raphael," the sai-wielder said.

"Ninja, huh?" I start. "You sure as hell don't look like any ninja I've ever seen. What are you doing here?"

"We're here to kick ass and take names. What's your excuse?"

"Shut up, Mike," the leader ordered. "Mike" made an immature imitation of his leader.

"You're here to stop those Enforcers?" I ask. The leader nods. "Good luck."

"Wait! Why don't we team up?"

"Oh god..."

"I've got no need to team up with you," I replied.

"You can't handle these guys all by yourself! And if it wasn't for us, you'd be dead right now. You owe us."

Shit, I hate this. I hate being forced to team up with anyone, let alone creatures I don't even know anything about.

On the other hand--I CAN use them...

"All right, we've got a deal."

"So, what's the plan?"

"I've got a safehouse not too far from here, Donatello."

"Umm... I'm Leonardo."

"Whatever. I've got some hi-tech weaponry stored there that can make this job a bit more easier. The trick is getting there. That's where you guys come in."

"We're on it, dude!"

It's gonna be a long night...



X

By [Dino Pollard](#)

#

The pull of a trigger—the sound of bullets firing, empty shells striking the ground. And, the eventful fall of the target, signified by the splattering of blood, and the shout of pain.

These sounds have become music to my ears. I almost smile as I watch the street punk fall. My four—allies (for lack of a better term) don't seem at all surprised by my actions, nor disgusted. I could get used to this sort of thing.

My name was Frank Castle. But that man died years ago, when his wife and children bled to death in his arms. I was born that day. Frank Castle is dead. I'm the Punisher.

A few hours ago, Enforcer-model Sentinels stormed New York City.* I was just finishing off a battle with the assassin called Bullseye moments before they arrived.** He bolted off for parts unknown,*** probably because of the Enforcers.

[*See *Apocalypse: Ageless Fury* #5 for all the details of the Enforcers, as well as their attack in current issues of *Amazing Spider-Man* **Issue #4-5 ***Bullseye's currently causing problems over in *Thunderbolts*—Dino]

That's when I had to make a choice—either save a girl from a gang called the Red Dogs, or try and do my best against the Enforcers. I decided to stay and try and stop the Enforcers. I met up with four mutant turtles, who also happened to be ninjas with the minds and personalities of teenagers (go figure).* I have some high-tech weaponry that I've kept in a safehouse on the other side of town. The problem is getting to it.

[*Again, see last issue—Dino]

The turtles—Leonardo, Donatello, Michaelangelo, and Raphael are my only hope of surviving the trek. It reminds me of that game I used to play with my kids—what was it called? Red Rider or Red Ranger—something red. The object was to make it to the other side without being tagged. This was the same thing—except if you got tagged here, you wouldn't be playing anymore.

“How far is this place?”

"It's down this street and to the left, Leonardo," I replied.

"I'm Michelangelo."

How the hell can ANYONE tell them apart?! They all look exactly the same. Doesn't help that they wear the same color headbands.

"Let's just get moving," I said. "Everything we need is in the safehouse."

"So, once we get there it's clear sailing, right?" Michelangelo (I think) asked.

"I never said that," I replied. "I just said it'll give us everything we need, but the Enforcers will still be a threat."

"So... what do we--?"

"Quiet," I order, moving around the entrance to the safehouse. I look down at the little keypad.

"What're you waiting for? You DO know the code, right?"

"Shut up, Michelangelo," I order.

"I'm Raphael."

"Dammit!!" I shout, taking out an uzi. I begin to open fire on the keypad. "It's fucking IMPOSSIBLE to tell you apart!! Why don't you wear different colored headbands or nametags?"

"Ugh..." the turtle sighed, smacking his forehead. I'm not sure if it's because of my suggestions, or because I used my "key."

With the security access no longer working, I kicked in the door, looking around.

"Come on," I said, holstering the gun.

"Holee shit... This place is amazing!"

"We only need a few weapons," I say, going over to a weapons rack. "But, they've got enough firepower to take out as many Enforcers as possible."

"This stuff rocks!!" one of them said, grabbing several weapons.

"You're screwed up, Mikey."

They can tell each other apart?

"Come on," I ordered. "Help me with this."

"What the hell is it?"

"Missile launcher," I reply, moving over to the large object. "It has limited ammo, but it'll come in handy. Once we run out, we've got regular grenade launchers and C-4."

"Where should we put it?" the sword-wielder asked.

"Help me load it into the van over there," I replied.

#

"You think you're smart, don'cha?"

"I... I... I..." Jane stuttered, struggling to find words.

"No one messes wit' Big Dog," the head of the Red Dogs stated. "I wants my money, bitch."

"The Punisher..."

"He be dead, now," Big Dog replied. "Not many people kin stand up ta Bullseye."

"...No..."

"We got some entertainment f'r now," Big Dog said, walking out the door.

At that moment, Jane Mills wondered if there was any hope for her at all. With Frank gone, her choices were sorely limited. She could either live through the torture Big Dog would put her through, or she could try and beg for forgiveness. It would be a humiliating experience, but she had seen what had happened to girls who had betrayed the Red Dogs. It wasn't pretty.

She fell to her knees, tears streaming down her face.

"...Frank... where are you?"

#

Whoever is driving (I think his name is Raphael) has a lead foot. The moment he started the van, he slammed down on the pedal, and the car peeled out of the safehouse.

"Could you slow down, Raph?!"

"Yeah, yeah, yeah," Raph replied. "Keep it down, Leo."

I ignored them, concentrating instead on loading the shells into the launcher. Opening the custom sunroof, I looked through the red sight, targetting an Enforcer.

"Slow down," I ordered. Raphael instantly complied, slowing down the van as I pulled the trigger, launching a missile at the Enforcer. It instantly turned the head into a wreckage, and the Enforcer fell.

"We've got two more shots left!!" I shouted. "Get the grenade launchers ready!!"

Two more missiles, two more Enforcers fell. Then, we stopped.

"WHAT'RE YOU DOING?!" I asked.

"I dunno!!" Raph replied. "I'm hittin' the pedal, but the car's not moving!!"

Then, the van began to become tilted.

"We're--"

"I think I can guess what's happening," I broke in. Holding the grenade launcher in my hands, I got ready to open fire.

"This guy's ours," Leo stated, drawing his swords. "We'll take him down, and try to cover your escape. Raph, c'mon!"

Raphael moved away from the driver's seat, sais drawn.

"Bout time we got some action," he said.

"What?" I asked.

"This is our battle," Leo replied. "The four of us have a better chance against him than one of you."

Just as well. This way, I can get over to Jane as fast as possible. I don't have much time.

They all leapt from the sunroof one by one, out to the Enforcer. I watched as they worked together, like a well-oiled machine. Swords and sais weakened the defense, while the staff and nunchukus broke through the Enforcer's head.

As the gigantic robot began to fall, his grip loosened on the van. The ground was closing in fast, and I only had one chance at survival.

Seconds before it struck, I leapt out the sunroof, just as it crashed against the ground. A single grenade later ignited the gasoline in the tank, blowing up the van and the weaponry inside. I didn't have time to collect it all, and I couldn't let it fall into anyone else's hands.

I looked around. The turtles were gone. Perfect. I hate working with teams.

Right now, I've got a girl who needs my help.



XI

By [Russ Anderson](#)

#

Now. The hidden laboratory of Pestilence.

"So... Tony Stark is Iron Man."

The man with the body of an animal grinned up at his prisoner, razor sharp canines glinting at the corners of his smile.

For his part, Tony Stark - the prisoner - tested his bonds once again and came up just as short as before. Inhibitor cuffs bound his hands and feet, pinning him, spread-eagled, against the lab's wall. Tony was wrapped into the Iron Man armor, arguably the most powerful and sophisticated personal-use weapon on the planet... but the inhibitors sapped nearly all of the suit's power, leaving him completely helpless before the man-beast now speaking to him - the man-beast who had somehow managed to remove Iron Man's mask.

How long had he been unconscious?

"I know who you are," the man-beast said. He stood slightly hunched over, as if his normal posture left the knuckles on his too-long arms dragging on the floor. His skin was covered in thick gray fur, and he was dressed in some form of armor, complete with a cloak and hood, as well as with a robotic eyepiece. "Do you know who I am?"

"You bear a striking resemblance to Dr. Henry McCoy, the Beast," Tony observed dryly. "But you got the coloring wrong. The Beast has blue fur."

The man-beast nodded. "In this reality, yes he does. I may hail from another world, another dimensional plane, but I assure you Mr. Stark, I am Dr. McCoy. For now, you may call me Pestilence."

"Pestilence." Tony set his jaw. "One of the biblical four horsemen of the Apocalypse. So you're involved with the Apocalypse Dawn as well, eh?"

Pestilence chuckled. "The Apocalypse Dawn is a single facet of a much greater jewel, Mr. Stark, a jewel you are about to see more of than you ever could have hoped for. Tell me, have you ever heard of the Legacy Virus?"

"Of course. It's a sort of super-flu that only infects homo sapiens superior - mutants."

"Up until several months ago, that was true. However, it's recently come to light that a normal human has indeed contracted the Virus - Moira McTaggart, a world-renowned geneticist." McCoy turned away and moved toward a console on the far side of the room. A CGI of the bound Iron Man armor appeared on the screen as a stream of specifications ran down the side of the image. "The problem is, it hasn't moved on to infect other humans. The Virus in its natural form is completely unpredictable, at times it seems to have a mind of its own. It's almost as if it has consciously decided NOT to infect any other human beings save for Dr. McTaggart."

"Is there a point to this?" Tony asked irritably, though it was rapidly becoming clear where Pestilence was leading him.

"My... mentor, Apocalypse, wishes to aim the Virus at the human race, but he can't do that until he has a control strain - a version of the Virus that will act only on those he wishes it to act upon. That's where you come in, Mr. Stark. Once I find a way to remove that damnable armor, you will be a guinea pig for my Legacy Virus experiments."

#

A week ago. The Evergreen Island estate of Tony Stark.

"Tony?" Pepper Potts said, poking her head into the lab. "Mitsubishi faxed over the contracts for your consultation on the Nagasaki lightrail system. They're going to need your signature."

"Just set them on the workbench, Pep," Stark replied. Dressed in maroon khakis and a black T-shirt, he stood with his arms crossed facing a nearby wall, where a newscast was currently running on the 75-inch monitor imbedded there. Pepper did as instructed, then joined him at the monitor.

" - rally in Washington, D.C. erupted in violence when members of the humanist group, the Neo-Humanists, clashed with followers of the Apocalypse Dawn, a self-professed religious movement touting the Darwinist belief in mutants as the next evolutionary step for humanity. The spiritual leader of the Apocalypse Dawn, a man who would only identify himself by the name 'Katan,' had this to say:"

The dour male correspondent was replaced on the screen by a strikingly handsome man in his early thirties. The goateed man wore some sort of shimmering robe, but the camera never dropped below the level of his collarbone, so it was impossible to get a good look at the garment's design.

"Mutants have suffered the oppression of the hypocrites running the U.S. government and the rest of the world since their existence became public knowledge. Yet, we of the Apocalypse Dawn have deigned to warn you of the coming of our Lord and Master, the savior of the mutant race, En Sabah Nur. He will not tolerate the inhumanity of man, and he will not bargain with any of you. Humanity will not be able to stand against him, and homo superior will take its rightful position as masters of the genetic throwbacks evolution has created us to replace. This is your *only* warning. That is all."

The image returned to the male correspondent. "When asked whether the previous statement implied terrorist intent by the Apocalypse Dawn, Katan had no comment. With dozens of the Neo-Humanists, and almost as many of the Apocalypse Dawn, hospitalized after the violence in Washington today, speculation is running rampant that authorities won't allow the Apocalypse Dawn's upcoming demonstration in Chicago..."

"Geez," Pepper muttered.

"What do you think, Jocasta?" Tony asked.

The newscast disappeared, replaced by a computer-generated female face. The woman on the screen was blonde, with a shapely nose and a subtle but exotic slant to her eyes that spoke of distant Oriental ancestry. "Speaking as a former Avenger, Mr. Stark, I would be worried. En Sabah Nur is the birth name of an immortal mutant overlord named Apocalypse, whose own Darwinist agenda matches that of the Apocalypse Dawn. There is a very real danger that he is behind them."

"Or maybe this Katan is just a fruitcake with a superiority complex and too much knowledge of mutant trivia," Tony replied.

"Always a possibility," Jocasta agreed.

Tony sighed. "In any case, I'm hesitant to look too deeply into this. The Avengers have been taking a lot of flack lately for 'religious persecution' because of our stance on the Triune Understanding.* The last thing the team needs is one of its founders picking a fight with another fringe religious sect."

[*See recent issues of Marvel's Avengers series for more on the situation with the Triunes - Russ]

"With all due respect, Mr. Stark, the Triune Understanding has never openly threatened the human race or the U.S. government."

"She has a point, Tony," Pepper agreed, leaning back against the workbench she'd set the contracts on and crossing her arms. "Besides, didn't that reporter say this 'Apocalypse Dawn' would be holding a rally in Chicago? It just so happens that Stark Solutions has some contract work for Grant Industries pending in the Chicago area. It's

low-priority, so I've been pushing it back on the schedule for the last few weeks... but I bet they'd love to have you sooner rather than later."

Tony grinned knowingly at her. "And if I just happen to be in town when this Katan person is...?"

"Then of course Iron Man would be obliged to keep an eye on things - from a respectful distance, of course - just to make sure things don't get out of hand like they did in D.C."

Tony nodded. "Alright, then. Let me grab a shower before I go over those contracts. That should give you time to get the details for the Chicago trip settled, and we'll settle it then."

Pepper saluted him with a smirk. "Aye aye, cap'n."

"You're the best, Pep. Give me half an hour." He snatched the contracts off of the workbench and strode out of the room. Pepper watched him go, then turned and looked back at the screen, where Jocasta's face was still projected.

"That face is a new look for you, Jocasta," she said. "What's the occasion?"

"None really," the image replied. "Since I don't have the luxury of an ambulatory body, I saw no reason to restrict my digital image to that form I used to wear. I desired a more-human appearance for my dealings with you, Mr. Hogan, and Mr. Stark."

Pepper nodded. "It's nice. Very pretty."

The image on the screen beamed with pride. "Thank you very much, Pepper."

Pepper Potts did not mention that the woman on the screen looked vaguely familiar, too. She put the matter out of her mind as she excused herself and went to arrange her boss's business trip to Chicago.

#

Now. The hidden laboratory of Pestilence.

"You'll never crack the codes," Tony said confidently as his captor snarled over the ACCESS DENIED messages scrolling down his computer screen. "I was studying cryptology when the real Hank McCoy was just learning to read. Maybe Reed Richards would have a chance, but you... no way."

Pestilence smashed his fists down in frustration on the console. Turning, he stalked back toward Tony. In addition to the mask, the mutant had managed to pry open the disk-shaped pods on Iron Man's hips and the window on his chest that housed his uni-beam weapon. Both of these allowed plug-in access to the armor's systems... as long

as the user had the proper code sequences or was initiating the access from inside the armor itself. If neither of these were the case, the ports were fairly useless - as Pestilence was finding out. Now the Dark Beast grabbed handholds on the wall Iron Man was pinned against and scrambled agilely up it until he was straddling the armored Avenger's torso and peering straight into Tony's unarmored face.

"Open the armor, you flatscan throwback," Pestilence growled. "I can guarantee you a swift death if you do. If not..."

Pestilence lifted one furry, clawed finger to Tony's face and slid it across his forehead, opening a bloody line from temple to temple. Tony clenched his jaw and didn't make a sound. When he was done, Pestilence kicked backward and executed a flawless backflip before landing gracefully on the cold metal floor.

"If not, I'll simply tear you to pieces and pull you out of there, chunk by bloody chunk," the mutant finished. Then he turned and stalked out of the lab. Tony couldn't see anything of the building beyond the room before Pestilence slammed the door closed.

Once he was alone, Tony waggled his eyebrows up and down experimentally, feeling the wound on his forehead open and close with the movements and trying to judge how deep it was. Not deep, he guessed, but it was already bleeding profusely. That would cause problems once the blood started dripping in his eyes.

Hopefully he wouldn't have to deal with it for long. He thought he knew how he could get out of here, but it was going to take a little bit of time. He had no idea what he was going to do about Pestilence knowing his true identity, but at the moment, that was pretty far down on ye olde priority list. First and foremost, he needed to get free before the bad guy found a way to get into the armor and poison him.

All he needed was a little more time.

#

Yesterday. Chicago, Illinois.

This is a waste of time, Iron Man thought. He stood on the roof of the Chicago Hilton and Towers, looking out over the nightscape of the city, superimposed as it was over the inky blackness of Lake Michigan to the east.

It had been child's play to find out what room this "Katan" person was staying in and to plant a listening device. Iron Man had been standing out here for nearly an hour, listening to the religious leader meet with three separate high-ranking city officials. Two of these men had spent their time dropping thinly-veiled threats, trying to coerce Katan to take his followers and get out of their town. Katan had politely taken these warnings in stride, dropped a few not-so-subtle threats of his own, then got them out the door. The third visitor had privately confessed that he himself was a mutant, and wished to

join the Apocalypse Dawn, but was torn over what this “coming-out” would do to his family life and political career.

It was this last one that made Iron Man reconsider what he was doing up here. His eavesdropping was a major violation of this Katan's civil rights. As a costumed hero, Iron Man had bent and even broken the laws of due process plenty of times - but never without reasonable cause - and the fact was, he was running out of reasonable cause. Despite the violence in Washington, the Apocalypse Dawn demonstration had gone off practically without a hitch earlier that day, and while Katan had repeated his warnings of approaching judgment for the human race, he had made no overt threats. Tony Stark didn't trust the guy, and he sure didn't like his agenda - but if that was all he had, he could just as easily be invading the privacy of Rush Limbaugh.

No... any which way he looked at it, this was a bust. Best to just pull the plug and get out of here before he soiled his hands any further.

The earpiece in his armor crackled with faint static. Katan was opening the door to his suite. "Ah, Alastaire," he was saying. "Come in. I wasn't expecting you yet."

Iron Man put his hand to the side of his helmet, where his right ear was. He didn't know of any high-roller in Chicago by the name of “Alastaire.” Maybe he would hang out just another minute or so...

"Just checking in," another man said. His voice was deeper than Katan's, less passionate, almost bored. Iron Man had never heard the voice before, and he wished suddenly that he could sneak a peek without fear of being discovered. "I heard the demonstration went well today."

"Better than expected, considering how things went in Washington," Katan replied. The clink of glass against glass and a slight gurgle. He was pouring his guest a drink. "Perhaps the humans are coming to grips with our presence, coming to accept us."

"Perhaps," Alastaire agreed dubiously. Then, after a pause, "May we speak freely?"

"Oh yes," Katan assured him. "The suite is automatically scanned every 15 minutes or so for listening devices. We found a couple - the FBI's, I think - but we quietly disposed of them. Should give Big Brother something to gnash his teeth over." Katan laughed.

Behind his iron mask, Tony Stark smiled thinly with satisfaction. They hadn't picked up his eavesdropping, though they'd obviously been looking for it. This didn't really surprise him - the device he was using was of his own design and about as undetectable as anything could be. It was a transparent sliver of silicon, thin as paper and no larger than a thumbprint. It clung to the glass doors of the suite's balcony and sent its signal to Iron Man via a near-microscopic fiber-optic line that ran up the side of the building and plugged into his helmet. Passive collection technology, with near-zero emission. Even he hadn't come up with a way to detect the thing yet.

"Good," Alastaire replied simply. "Did you manage to 'recruit' any flatscans for the tests?"

Flatscans. Tony frowned at the word. It was a derogatory, used by mutants to describe normal humans. It was somewhat akin to calling a black person a 'nigger', or an Italian a 'wop'.

"Yes," Katan answered. Tony could hear the smile that - as far as he could tell - was always on the holy man's face evaporate as he answered Alastaire's question. "One of the scouts located a vagrant family living in a condemned tenement down near the water. Five in all: a grown man, his wife, his teenaged son, toddler daughter, and elderly mother - the Pollards. A near-perfect demographic, and no one will miss them."

"And you've had them scanned? They read flat? This is very important, Katan..."

"I'm aware of how important it is," Katan answered, and there was a snappish note in his well-modulated voice now. "All five have been scanned, and all five are human and relatively healthy. They hadn't been on the street long."

"Where are they being kept?"

"At our offices on Canal Street. We've set up a small holding facility on one floor of that building. They're comfortable for now." A pause. "We do this for the greater glory of mutantkind, Alastaire."

"Of course," Alastaire agreed. "The sacrifice of these flatscans will seem as nothing once we control the Plague, Katan. You, of all people, must not let doubt creep into your heart now."

"Of course not..."

On the rooftop, Iron Man had heard enough. He had the entire conversation on digital audio and, though it would be inadmissible in a court of law, it would be plenty to get the rest of the Avengers interested in the Apocalypse Dawn. There was definitely more going on here than anyone guessed.

First of all, though, he needed to go save that family on Canal Street.

He unplugged the fiber-optic line from his helmet and pushed a carefully-measured electrical charge through it, silently vaporizing it and the listening device it was attached to. He was turning to launch himself into the sky, already calling up a map of Chicago's streets, when the wave of flaming plasma slammed into his back. The heat engulfed him, like being submerged in the lava from an active volcano, and he was hurled off of the roof. He came skidding to a halt on top of the building across the street.

"The hell--?" he said, slowly regaining his feet. The armor's environmental and life support systems were letting him know in no uncertain terms how hard the hit he'd just taken had been. Nothing the suit couldn't handle, but the cooling systems were working overtime to compensate for the heat.

His opponent was in the process of launching itself across the street. Iron Man noted that the enormous creature wasn't flying, simply leaping - as the Hulk was wont to do. It landed heavily on its feet on the rooftop, then rose to its full height.

"Iron Man," the creature said. It was huge - the comparison to the Hulk struck Iron Man again - at least ten feet tall and nearly half as broad. It was human shaped, but made out of some sort of transparent plastic skin that held in what looked like blazing orange magma. And floating in that shell, as if it was a human being driving a suit of armor, was a naked skeleton.

"Never thought I'd get to fight a real live Avenger, one-on-one," the creature growled. The skull inside the shell moved as it talked, and its voice was rough, like a common street thug's. It raised its right arm, and Iron Man saw that the limb didn't end in a hand, as the left did. Instead, it became a sort of club, with the top end sprinkled with small holes, like the top of a saltshaker. These holes were now pointed at Iron Man.

The armored Avenger activated his bootjets and leapt into the sky as another comet of flame burst from these openings and punched a hole through the air where he'd just been.

"No fair moving, ya tin-plated ass!" the creature cried, bringing its arm up to fire again. Before it could draw a bead, a double blast of repulsor rays slammed it down and backwards. It stumbled back a few paces, then fell onto its rear on the rooftop.

"Who are you?" Iron Man said, circling at a cautious distance as the flaming thing clambered back to its feet.

"Name's Holocaust," it replied. "But you can call me the Peeping Tom Police. Ain't nice to go listening at windows, Shellhead."

He fired another burst of flame, which Iron Man dodged easily. The thing - this 'Holocaust' - didn't seem to be able to fly, so he was safe for the moment. "You're with the Apocalypse Dawn, I take it?" Iron Man asked. "You're a mutant too."

"I'm what you'd call an... 'altered' mutant. I wasn't born like this, if that's what you mean." He fired another shot, but mostly just for punctuation. They were playing the hero/villain game now - swapping stories and shouting plans while taking ineffective potshots at each other.

"You can't fly," Iron Man observed. "What's to keep me from flying off right now?"

"Nothin," Holocaust agreed, "Except - " He fired another burst. Iron Man dodged it as easily as he had the last, but now Holocaust was strafing the sky with flame. He had to move a little faster to stay out of the way. He swooped around in a low arc, and realized his mistake a moment too late to rectify it.

Holocaust had been pushing him into a low orbit by the building's north edge. Now he leapt - moving quicker than Iron Man expected - and tackled the Avenger in mid-air. Both of them went sailing over the side of the building together.

"Street pizza delivery, coming right up!" the skull cackled in Iron Man's face. He struggled with the villain, but Holocaust was keeping his arms pinned to his side.

"Idiot," Tony growled inside the mask, and activated his uni-beam. The hexagonal window on his chest flashed to life and sent a blade of energy slicing up into Holocaust's torso. The mutant cried out in surprise and lost his grip, hurtling up and away from the Avenger. Iron Man fired his bootjets and took to the sky.

"You think this stops me?" Holocaust shrieked. He aimed his arm at the street and fired a bolt of magma downward. Iron Man couldn't move fast enough to intercept it as the flame erupted on the street, sending civilians and a parked television van flying across the pavement.

Holocaust landed a moment later with a resounding *SPLAT*. The impact drove him knee-deep into the melted tar and pavement, but he didn't seem particularly bothered by this. Instead, he waded quickly out of the melted area until he was again standing on solid ground. He spun around, searching for his opponent, but Iron Man was nowhere to be seen. Except for the humans screaming and fleeing down the sidewalk and away from their cars, he was alone on the street.

"Iron Man!" Holocaust screamed. "Show yourself, Avenger! Show yourself right now, or I start wasting bystanders!" He raised an arm and fired a bolt into a shop window. The glass exploded and the sound of a woman screaming in pain filtered out onto the street.

"I'm right here," the synthesized voice said behind him. Holocaust turned and caught another repulsor ray in the torso. He shrugged it off, looking around until he found his opponent.

Iron Man was perched atop the overturned news van, holding the van's antenna dish in one hand. A complex system of wires were running from the base of the antenna to the pod at Iron Man's left hip.

"What are you gonna do?" Holocaust scoffed. "Play some boy band music? I'm immune to that kind of torture! Go ahead, bring on the Backstreet Boys! I ain't afraid of N'Sync!"

"That shell of yours is pretty tough, Holocaust," Iron Man said calmly, making some final adjustments to the connection at his hip pod. "How well can it stand up to subsonics?"

"What?"

A crack suddenly appeared in Holocaust's 'skin', up by the head. The empty eye sockets of the skull seemed to go wide in horror as flame began to slowly leak out.

"Subsonics," Iron Man repeated. "You can't hear them, but they'll shake solids apart right down at the cellular level."

"You can't do this!" Holocaust screeched. "If my shell ruptures, my flame will kill everyone on this block."

"It's either that, or let you kill them at your leisure. At least this way you'll be out of the game. You're not dealing with Captain America here, Holocaust. I can make the tough decisions when I have to."

"You fool! I - "

Another crack appeared down the length of his arm. Holocaust brought the other arm over to try to cover the wound, but it was too big. Flame was licking out of the fault.

There was sudden, quick movement to Iron Man's left. He turned and looked down just in time to see a painfully-thin man with long, wild blond hair go flashing by him. A hand came out, tipped with razor sharp claws, and when the man had passed, the wires connecting the armor to the antenna were severed. The antenna was dead in his hands.

"Ah hell," he said, tossing the antenna away. The man with the claws had disappeared. Who knew what other help Holocaust had brought along... best to put him out of the game while he was still shaken.

"Yes, my Pale Riders!" Holocaust was crying. "Yes! Take him now! Before he can escape!"

"He's mine," a voice said from above, and Iron Man looked up into the face of a young man wearing a blue bodysuit, hovering in the air above the battle. There was a white streak in his hair, and his left eye flashed yellow with power. Iron Man knew the handsome youth... the X-Man, he called himself. But he was supposed to be one of the good guys...

But Tony Stark had no more time to ponder this dichotomy, as a bolt of X-Man's psionic might ripped through his mind. There were safeguards built both into the armor and into Tony himself to prevent his mind from ever being controlled. X-Man smashed through them like they weren't there, and laid the Avenger low with - quite literally - nothing but a thought.

The last thing he saw before the world went black - and before waking up in Pestilence's laboratory - was a wounded Holocaust stalking across the flaming pavement towards him.

#

Now. The hidden laboratory of Pestilence.

"I suppose you'd like to know what happened to the Pollards...?"

Iron Man looked up at the sound of the voice. Through the drying blood that clouded his vision, Tony saw that Pestilence's face had appeared at a window on the other side of the room - a window that had been covered by a panel of gray steel before. Tony hadn't even heard the panel sliding back.

"Who?"

"The Pollards," Pestilence repeated, his voice sounding tiny through the speakers. "The family Katan abducted for use in our experiments."

Tony frowned, knowing the answer already. But if it bought him a few more moments, it was worth letting the mutant bait him. "What did you do to them?"

"Pumped blood tainted with my synthetic Legacy Virus into their veins. It killed all of them quite handily - with incredible speed and an extraordinary amount of pain, as far as I could tell."

"So you've got your virus," Tony stated flatly.

"Not quite. That strain will infect a human easily if introduced directly into the subject's bloodstream, but it's not at all communicable. The Virus does us no good if we have to inject it into every human on earth. For this reason, I've decided to push ahead on my research of an airborne version of the little devil."

The gray-furred scientist reached down to press a button on a console Tony couldn't see, and a curved glass panel suddenly slid out of the wall to his right, wrapped completely around him, and imbedded itself in a slot to the left. Iron Man was now completely cut off from the rest of the lab.

"So don't worry about opening your armor up, Mr. Stark. I no longer need to get to your veins." The mutant reached down to press another button.

"Wait!" Tony cried.

Pestilence paused, his finger still dangling over the console. He grinned wolfishly through the glass. "Come now, Mr. Stark. Wait for what?"

"I've been hanging here for the last 2 hours building a virus of my own. It's already been loaded into your operating system through the ports you've got jacked into my armor. It's benign right now, but if you unplug me or the armor fails to detect positive life signs, it'll crash everything you've got here."

Pestilence scowled. "You're bluffing. Even if I believed you could build a virus on that neural net of yours, there's no way you could slip it down those ports without my detecting it."

"Are you sure of that?" Tony asked, feeling the sweat break out on his forehead. "And do you really think I would need to create that complicated a virus? No computer on the planet can divide by zero yet, for example. Simple logic problems will bring down the most sophisticated systems."

"No," Pestilence insisted. "You're lying."

He pressed the button.

Above Tony, a vent began hissing to life. He held his breath, not sure what good - if any - that would do. He was running out of options. Only one gambit left; hopefully his bluff with the virus - and that was all it had been - had given him the last few seconds he needed to route what little power he had.

"Configuration 000. Engage," he ordered, trying not to inhale after he spoke. The armor groaned about him, then slowly began to split up the middle.

Come on, come on, he thought. His lungs were already hungry for the tainted air in the glass cage. After what seemed like half a lifetime, the armor finished opening up and he fell out of it... smacking up against the glass.

"What are you doing?" Pestilence was shouting, but Tony was no longer paying attention to him. The vent hissed, his chest burned, and the armor continued to open, folding in on itself as it did so.

Finally, the suit's arms and legs were sucked into the body of the armor. It was folding up into its pod configuration, the form it wore when it wasn't wrapped around Stark's body. When the last arm slipped slowly out of the manacle holding it, all 900 pounds of the armor - which wasn't quite in its pod shape yet - fell and struck the floor of the glass cage.

And the glass shattered.

Tony fell to the floor with his armor. The glass sliced into his back, feet, and hands as he hit the ground, and the wounds only got worse as he scrambled across the floor to the suit. Now that it was disengaged from the power dampeners, the transformation

process had picked up. He hoped there was enough juice left for one good repulsor blast.

"Armor up. Configuration 001," he said, with the last of the air in his lungs.

The pod paused. Somewhere, far away it seemed, Pestilence was screaming something that may have mattered if Tony's brain wasn't so oxygen-starved. It was no good, he realized. He'd pulled every trick he knew to conserve and direct what little power the dampeners had left him with, but it wasn't enough. The suit would freeze up and he would die here on this cold lab floor, in his underwear.

He collapsed next to the twisted metal shell. Bright spots flashed before his eyes. He had to breathe. Even if it was the diseased air in the lab, he *had* to breathe. The world started to swim away under a blanket of black. His chest convulsed as his lungs tried to suck air through his stubbornly closed throat.

Then he felt the cool metal crawling over him, the warm, shape-conforming gel of the interior padding.

Hold on, he told himself. It's almost there...

The armor slipped over him, taking an agonizing amount of time to perform a function that normally took it three or four seconds. Weakly, he lifted his head off the floor so the helmet could fit itself into place around his skull. Then, just before he would have lost consciousness, the golden mask snapped shut over his face.

The air handlers began working immediately. He sucked in the air, not caring whether the suit had cycled out the bad stuff yet. Though it tasted faintly of sweat and metal, he'd never enjoyed any breath as much as he did that one.

But he couldn't rest yet.

"You fool!" Pestilence was crying. "The lab isn't sufficiently sealed! The gas will get out!"

Tony ignored him. There was an electrical socket visible on one wall of the lab, next to a table with a centrifuge on it. 220 VAC, it looked like. Iron Man got to his knees and began crawling for it.

Normally, the Iron Man armor ran off solar energy, stored in cells in the armor. But the cells could hold other forms of energy too - a useful capability when the wearer had no idea how to get to the sun from wherever he was. Tony ripped the cover off of the outlet - raising his arm was an effort, as the servos were barely helping him anymore - then shoved his gauntlet into the sparking wires that protruded from the walls.

The effect was instantaneous. Power surged through the suit, and Tony allowed himself nearly 30 seconds of recharge before releasing the wires. This brought the armor

nowhere near maximum capacity, but it got him mobile and brought his repulsors back on-line.

He stood up and faced the window. Remarkably, Pestilence was still standing there.

"This is for cutting my face," Tony growled, and fired a repulsor through the glass. It exploded outward, and Pestilence finally turned to flee.

Iron Man ran across the room and leapt through the window. He was in a bare metal hallway, dimly lit. He looked right... nothing. He looked left... and just caught sight of the gray form of Pestilence disappearing around a corner. He fired his bootjets and took off after him.

"And this is for what you did to the Pollards," he continued, circling the corner and blowing the ceiling out above the sprinting villain. The debris missed, and Pestilence continued on. Iron Man charged through the falling rubble and smashed through a door as the Dark Beast tried to shut it in his face. Pestilence tumbled backward from the impact, but recovered and went for a locker on the other side of the otherwise bare room. Iron Man allowed him to reach it - just for the hell of it, just to make him think he had a chance in hell of walking away from this - and was surprised when he saw the creature yank a gas mask from its confines.

"The Virus, you idiot!" Pestilence screamed, pulling the gas mask down over his face. "You've released it into the complex!"

"Break my heart," Tony said simply. He grabbed the mutant by the throat and slammed him against the wall. "Now you can feel what the Pollards felt, you animal."

"It's a mutated strain, fool!" Pestilence's voice was muffled by the mask, but there was a chuckle in it. "More than likely, it can't even affect me. But if it does work on human beings as I theorized... the city of San Antonio is less than a mile downwind, Avenger. You've killed them all."

Behind the mask, Tony's eyes widened. How could he have been so stupid?

"Fire will destroy it," he said. "You must have a self-destruct sequence for this complex - your type always does. How do I activate it?"

"Let me go," Pestilence gasped. "Let me go... and I'll tell you."

"Tell me and I'll let you go," Iron Man growled.

Pestilence looked at the eyes showing through the glass over Iron Man's eyeslits, then nodded weakly. "Floor directly below us... small fusion device... will level the complex without damaging the surrounding area... command code is... 'Prometheus Unbound'."

Iron Man released him and the villain dropped to the floor, clutching at his throat.

"Run," the Avenger commanded.

So that's what Pestilence did.

#

Now. Outside the laboratory of Pestilence.

There was a deep, resonating *WHUMP*, and the desert floor seemed to swell slightly, but that was the only indication the laboratory of Pestilence gave as the low-grade Gamma Bomb decimated it. Iron Man stood nearby, letting the armor soak up as much solar energy as possible before he began his trip to New York.

Pestilence hadn't been lying about the auto-destruct sequence, and he supposed he - Iron Man - was very lucky in that regard. The villain could easily have prevaricated, then scampered off before Iron Man could realize it.

Of course, the fact that he'd told the truth didn't make Tony feel any better about the mutant knowing his true identity. That would surely come back to haunt him someday.

But he couldn't afford to worry about that now. The Avengers had to be warned. Whatever was going on, it was big. *Everybody* would have to be brought in - the Fantastic Four, the Defenders, the X-Men... everybody.

He coughed suddenly, a rough, wet sound that exploded from deep in his chest.

"Oh my God," he whispered.

The armor said he was fine. Every scan the onboard could run on his physiology - and there were plenty - said he was in perfect health.

But that cough...

A moment later, Iron Man was hurtling through the Texas sky, already opening a communication with Avengers mansion in New York.



XII

By [Jay Corafa](#) and [Dino Pollard](#)

#

Alastaire stood before the Council of the Clans, prepared to take his place.

"It is over," he said. "Katan has been disposed of. The strong shall survive, and the weak shall perish, which is the creed we have lived by for a millenia."

"How goes the plans of Apocalypse?"

"The cullings are beginning to take place," Alastaire stated. He turned on the monitor in the room, which had a broadcast from New York City.

"---re attacking the city! These giant robots, who have identified themselves as Enforcers, are destroying everything in their path!! The heroes around here are doing their best to try and contain the situation, but we don't know how much longer they can go o--"

He then shut off the monitor.

"That is just in one area," Alastaire continued. "Across the country, more cullings are taking place. Welcome to the future, gentlemen."

"There is nothing else to be said, here," one of the clan leaders stated, standing. "Alastaire, you have truly proven yourself worthy of the position of the Katan."

"Thank you," Alastaire said. Out of the corner of his eye, he noticed someone standing in the far corner. "You are all dismissed. We shall convene again in one week."

They all stood and walked towards the door. Once it was closed, the man in the shadows stepped forward.

"Assad Guadalquivir," Alastaire stated. "How are things going?"

"Everything is going according to plan, Alastaire," Assad replied. "Or, should I call you

Katan?"

"Then Katan was completely eliminated?"

"Yes, he poses no threat to us now. If he ever did."

"Good," Alastaire stated, sitting back in his chair. "It's all falling into place..."

#

Welcome to Seattle, Washington. Home of the Space Needle, Starbucks, and grunge music.

The people here enjoy their lives. Many of them couldn't care less about the disaster in New York. Some don't even know about it.

Unfortunately for them, that will all change.

"Look at them all," Bolt stated. "Flatscans going about their lives. All there for the picking."

"What are we waiting for, then?" Blizzard asked, bringing her ice-scythe up. "The time has come for the sacred culling!!"

"Yes," X-Man replied. "Pale Riders attack!!"

With that, his left eye began to glow brightly with psionic energy as he used his telekinesis to transport himself and the rest of the Pale Riders to the ground.

Then, it began.

Kyle Gibney, also called Wild Child, had always faced the threat of regressing to the personality of a beast. Now, with his transformation by Holocaust into one of the Pale Riders, he no longer faced that inner battle. Now, he simply released his aggressions, as he slayed any humans that he came upon. His claws tore through their flesh easily, and he loved every second of it.

Jessica Mastif was a medical student at ESU. She wanted to dedicate her life to helping people. As Blizzard, however, she wielded her ice-scythe with incredible accuracy, cutting innocents in two. Any that were able to get past her scythe were instantly frozen by her touch.

Bolt's victims suffered no blood loss, nor wounds as the others did. He simply used his electrical powers, which were capable of flaying the victims who tried to confront him.

It was Magik, the demon sorceress who commanded the stepping discs of Limbo, who was possibly the most dangerous of all. Soulsword in hand, she could either impale her

victims, or she could use her arcane magiks to insure that they suffered true agony at her hands. If she were in control of her mind, Illyana Rasputin would hate herself for using her powers in such a way. Yet, thanks to Holocaust, now there was only Magik.

The X-Man simply hovered there, his eye glowing immensely, arms folded across his chest. He observed the carnage, the chaos, yet his face was stone. Was this some form of rebellion against Holocaust's control over him? Could it be that Nate Grey was breaking free?

As his eye glew brighter, we realize that is not the case. A massive psionic is sent across the city, instantly shutting down the minds of thousands.

"The first of many cullings is complete," he said. "Magik..."

She says nothing, simply nods to her leader as a large stepping disc opens beneath them.

And then, they are gone. And the air is filled with the stench of death.

#

New York City. Home to many things, including the majority of Earth's superheroes.

Now though, scores of Sentinels, called Enforcers, have been unleashed by En Sabah Nur, the immortal mutant known as Apocalypse.* Their purpose? Sheer and utter chaos.

[*Last issue--Dino]

They have their targets, and they know how to handle their jobs.

"Location Designate: Zerotown. Populated by the destitute and weak. Prepare for culling."

An Enforcer loomed over a young girl, laying in a fetal position in a poor attempt to protect herself. Before any action could be taken, something hard slammed into the large robot.

"Get away from here!!" a man ordered. He had a red beard, a winter hat on his head, and a trenchcoat over a red and yellow costume. "These people are helpless!! They haven't done anything to you!!"

"Designate: Dunphy, Dennis. Sub-Designate: D-Man. Former Avenger who possesses superhuman strength. Expendable."

"Ain't that too bad!!" D-Man exclaimed. "I'm not the type who's expended easily!!"

At this moment, Dennis Dunphy would be a man considered to have great courage. With only his superhuman strength, he still stands up to the Enforcer, despite the fact that he knows he will most-likely die because of his actions. Yet, he also knows that his attack will give at least some of the denizens of Zerotown to flee, and that's all that matters.

Unfortunately for him, the Enforcers care nothing for courage, or for human spirit. The one he attacked simply smacked him away.

And, as D-Man landed on the ground, all he could think about as the Enforcer towered over him, was concern for the rest of Zerotown.

#

"Mr. Forge!! Mr. Forge!!"

"I can hear you fine, now what's the problem?" Forge asked, turning to face a man in an Armani suit with stylish glasses covering his eyes.

"I'm Michael Collins," he said. "I was sent here by the National Security Council to find out WHEN this mutant threat facility of yours would be up and running!! Do you understand how terrible things are out there? We've just recently gotten reports of a massacre in Seattle!! The culprits were mutants!! And it's not just Seattle!! Over in Niagra, a man was killed by his daughter, a mutant.* Near Westchester, a fight ensued between two mutants.** The mutant known as Sabretooth somehow escaped from the facility he was being held in, but not before slaughtering one of the guards.*** Not to mention the mess with Thunderbird at the senate hearing in DC.**** It's pure insanity out there!! Who knows what kind of a threat this Apocalypse Dawn poses?!"

[*X-Force #3 **X-Men Alpha #3 ***X-Men Omega #2 ****X-Men Alpha #1--exhausted Dino]

"I understand the importance of this facility," Forge replied. "And trust me, it WILL be up and running as soon as possible. Work is already being done on it. In the meantime, make sure SHIELD is doing their part. Call in the Avengers as well, do anything. I'm moving as fast as I can."

"You'd better move faster then!!!" Collins ordered. "Or else you'll be moving to another jo-"

"If you'll excuse me, I have some work to attend to below," Forge interrupted, walking out the door. "It was... interesting to meet you, Mr. Collins. Tell the National Security Council I'm doing my part. Let's just make sure they're doing theirs."

#

His name is Payne. Not too long ago, he attacked the X-Man called Wolverine in the

back streets of Salem Center.* The X-Men (more specifically, X-Men Alpha) came to their teammate's aid, and Phoenix was able to defeat Payne. Cannonball, the current leader of the Alpha team, brought Payne here, to Forge.

[*Again, *X-Men Alpha* #3--Dino]

It was a chance to test out the new containment facility. Something Forge was planning on doing.

The door opened with a hiss as Forge entered.

<< Hello Mr. Forge. >>

"Hello Shrapnel," Forge stated. "How's our 'guest'?"

<< Designate: Payne has remained silent. >>

"Why is that, Payne?" Forge asked.

Payne said nothing.

"All right, then why did you attack Wolverine?"

"Let's just say me an' him go way back..." Payne stated.

"What do you mean?"

"Basically, all my life, if he wasn't man enough to take responsibilities for his mistakes, then I'd make 'im."

"What do you mean by that?"

Payne simply grinned, then said nothing else.

#

She is the Mother Askani. Yet, she has another name--that of Rachel Summers.

It has been 80 years since she has witnessed the sheer beauty of nature. Yet, today, she can't be concerned with the greenery which surrounds the Xavier Institute for Higher Learning.

For the past 5 hours, she has been locked in deep meditation. Recently, she came to the Institute seeking the help of the X-Men.*

[*Issue 3--Dino (man, this is getting tiring ^_^)]

Standing not too far from her was Jean-Grey Summers, the X-Man known as Phoenix. By comparing the two and their names, one would think that Rachel was Jean's grandmother. Quite the opposite, in fact. Jean is actually Rachel's mother, in a possible future (it gets really confusing).

She has been concerned for her daughter ever since she appeared at the Institute. She rested for a long time, and said something about Apocalypse building his power. Once she awoke again, she came outside, and began meditating.

Then, her eyes snapped open, and she slowly stood. Jean ran over to her, helping her up.

"I'm fine, Jean, thank you," Rachel said. "It's time."

"Time for what?" Jean asked.

"The Calling," Rachel replied. "A telepathic signal to all the powerful psis on the planet. It takes a great degree of concentration, which is why I have been meditating for so long."

The Mother Askani closed her eyes as her brow furrowed in concentration. Then, Jean could feel it. Something telling her to come to this spot.

She could only hope that the other psis would respond in kind.

#

Pestilence observed the data readouts as they flashed across the screen.

"Hmm... most impressive..." he stated. "It seems that I didn't lose too much research in my confrontation with Iron Man.* Now, it will only take a short amount of time for the virus to enter its final, and most-deadly, stage."

He pressed a button on the keyboard, and grinned.

"Excellent."



XIII

By [Russ Anderson](#)

#

Somewhere in Egypt

"They call themselves 'Teenage Mutant Ninja Turtles'," the mutant overlord Apocalypse stated, his deep voice booming. Projected on the dust-filled air behind him was a hologram of a two-legged turtle wearing a mask and holding a bo staff at port arms.

"They are man-sized turtles that carry themselves on two legs and fight with ancient Oriental weaponry. Little is known about them, save that they operate exclusively in New York City."

"I understand," the Russian mutant intoned. His alabaster skin glimmered in the room's faint light, though he sat hunched in a shadowed corner of the chamber.

"I know not what manner of being they are, but they call themselves mutants. And so they must be tested. Go to them, my Horseman. Cull the weak from the strong, and return to me to report on your findings."

"Yes, master," the man once known as Arkady Rossovich, then as Omega Red, now simply as Death, hissed in response as he moved for the teleporter.

#

In the sewers beneath the mean streets of Manhattan

"You're dead, Raph! You hear me? D-E-A-D!"

"Cowabunga!" Raphael cried, bursting through the doorway and leaping over the reclining form of Michelangelo. Mike looked up from his book casually as Donatello swept into the room and followed Raphael in his leap over the couch. Then Mike sighed and returned to his reading.

"Quick, tell me what you want on your tombstone!" Donatello cried as Raphael ran several steps up the wall and caught hold of the large copper pipes hanging from the ceiling of their sewer home. "If you can't think of anything, we're just going to write: 'Here lies Raph, Ninja Turtle and General Dickhead. Died With a Bo Staff Shoved *RIGHT* Up His Ass!'"

Raphael pulled himself over on top of the largest pipe and laughed down at his teammate. "Geez, Donny, what's your problem? Can'tcha take a joke?"

"A joke? A *joke*?? You call logging in under my screen name and sending a declaration of love to the Thing a *joke*?"

"Ooh," Mike hissed from the couch, still not taking his eyes off the book. "Low blow, Raph. Bad form."

"And then he goes to farmsex.com and signs me up for their newsletter!"

"Man, that's cold," Mike agreed, only half listening.

"Well, technically, we are animals," Raphael was saying from the ceiling.

"And then - *then* - he goes to the official N'Sync fan site, and posts on the message board, saying they're just New Kids on the Block wannabes, and the Backstreet Boys are a much better band. I've got 342 friggin' hate mails from teenage girls in there!"

"I'm just trying to teach you a lesson, Donny," Raph said.

"What's that? That I should have smothered you as soon as we hatched?"

"No... just that you shouldn't make your password something as obvious as 'April'."

"Donny!" Michelangelo gasped from the couch, finally putting his book down. "Say it ain't so!"

"My password is my business," Don grouched, his green cheeks flushing.

"Donny and April O'Neill," Mike chanted in a little sing-song, picking his book up again, "sittin' in a tree. K-I-S-S-I-N-G..."

With a roar of anger, Donatello backed up to the couch and went running at the wall Raphael had dashed up moments before. Raph just had time to say, "Uh oh," before Don hit the wall and went sprinting up it as his brother had. He grabbed the same pipe Raph was perched on and began to swing himself over.

Raph leapt for another pipe, caught it in both hands, swung and caught a third cylinder with his feet. Don gave chase as Raphael made his way across the ceiling and

eventually out of the room, passing over the thin wall.

With a laugh, Mike returned to his book.

#

Still in the sewers

Leonardo - self-styled leader of the Teenage Mutant Ninja Turtles - strode carefully over the narrow walkway bordering the river of sludge running down the center of the tunnel. Finding himself bored and unable to sleep earlier in the evening, he'd left to patrol the city solo. Officially, he was looking for any sign that the Foot Clan was getting ready to show its ugly face again, but he had been kinda hoping to run across a real super-crime to foil.

Of course, he knew that a fight with Dr. Octopus or Mr. Hyde or somebody like that would be (1) a good way to get killed, and (2) bad for the 'mystery men' status Master Splinter insisted they live under. Still, if he happened to stumble upon the Brotherhood of Evil Mutants robbing a bank or something, he'd have to try to stop them, wouldn't he?

Leonardo grew a self-deprecating smile under his red mask. He was rationalizing again. He was the good son, after all, the one that always insisted Master Splinter was right in all things. Why was he pushing his - and his brothers' - luck by going out looking for trouble?

Leo paused. He sniffed the foul air and listened, tuning out the gurgling of the sludge and the thumping of his own heartbeat. Slowly, very slowly, he reached to the sheath on his back and drew one of his katana, then dropped down into a defensive crouch.

"C'mon out," he said quietly. "I know you're there."

A sudden buzzing sound - a subdued vzzzz, like an unwinding reel of cable - was his only warning. It was more than enough. He spun, rising to his full height as his sword flashed in an arc. The blade sparked as it struck the segmented, metal tentacle that had been arrowing toward his back. The tentacle bounced off the wall and landed on the stone pathway at Leo's feet, the tip slapping against a cowering rat. The rodent squealed in pain and terror as it withered and died before Leo's eyes, completely mummified even before the tentacle started retreating back into the darkness from which it had originated.

"Holy shit!" Leo cried. He drew his other katana and held both swords at the ready, between him and the darkness that held those tendrils. "Who are you? What do you want?"

"Once I was known as Omega Red," a strong, gravelly voice responded. A huge male form moved farther into the light. His skin was bleached white, his hair long and blonde. He was wearing some kind of bizarre complicated red outfit that Leo didn't take the time

to study too carefully. "Now I am simply Death - yours, to be specific."

Death's (or *Omega Red's*, or *whoever this guy is today*, Leo thought) arms came up and a metal tentacle sprang from the inside of each wrist. Leo heard the distinctive *vzzz* again and parried the appendages away, just as his enemy launched himself into the air. Leo rolled under the lunge, essentially trading places with the attacker, then leapt across the river of sludge to the opposite walkway.

Death seemed to be an appropriate name for this guy. Leo had no idea whether those tentacles could do the same thing to him they'd done to that rat - there was a substantial mass difference, after all - but he wasn't going to take any chances. He turned and started running for home. He didn't want to lead this weirdo right to their door, but if he could get within earshot, the others would probably hear the commotion and come out to help.

He'd taken barely half a dozen steps when Death leapt across the sludge and gave chase.

"Beat it, wouldya?" Leo called back over his shoulder. "What'd I ever do to you?" There was that sound of unwinding cable again, and one of the weirdo's tentacles swiped at Leo's feet. He leapt up, tucked, and hit the ground rolling, taking care not to lose his swords.

Then he heard the crash from above.

He had barely recovered from his roll when about half a ton of plumbing and masonry descended upon him from above. While he'd been dodging one of Death's tentacles, the other had been yanking the ceiling down on him.

He couldn't get his head into his shell fast enough. A large, rusted chunk of metal struck him across the back of the skull. For a moment he saw stars, and then he saw nothing at all.

#

He came to seconds later, buried up to his neck in rubble. A large copper pipe about the size of a Volkswagen Beetle, lay across his chest, pinning him in place.

And then the weirdo appeared above him.

"You are not fit," the weirdo hissed.

"Yeah, thanks," Leo gasped. "Let's see you... execute that beautiful... diving roll and dodge the... rubble. Everybody's... a critic."

"I meant fit to live, little amphibian." He reached down with one ivory hand.

"Hey, I can guarantee I'm one of the... 4 largest... amphibians on the... planet, bucko."

The hand kept on coming. The banter wasn't working. He couldn't move and he was about to get fondled by the Rodent Vaporizer. Geez, some days it just didn't pay to crawl out of your sewer home. Leo squeezed his eyes shut.

He heard the shouting voices first, but the sound of the exploding wall to his right came immediately after. Raphael and Donatello came smashing through the aging brick and concrete, grappling with each other, seemingly unmindful of the destruction their fight was causing. The weirdo took most of the rubble on his left side, and all three - Death, Raph, and Donny - fell into the river of waste.

"Hoo boy," Leo sighed in relief. The falling debris from the wall had shifted the pipe laying across his chest just a little bit. He took several deep breaths to loosen the smaller debris, then arched his back - not an easy feat when one is wearing a half-shell. The pipe rolled. He did it again. The pipe rolled some more. On the third try, it had moved enough to get his hands free. From there it was simply a matter of shoving the debris, which he did with relative ease.

One of his swords was totaled, smashed into 3 or 4 pieces and buried. The second had been thrown clear when he'd been hit. He wrapped his fingers around the hilt of the blade and started running with the current of the river. His brothers and Death had already been swept out of sight.

#

Downstream

"That is it!" Donatello cried, seizing Raphael by the top of his shell's chestplate as soon as his brother's head had broken the surface. He drew the gasping Raph closer to his body, and began pummeling him in the face with his free fist. "Next time we fight the Foot, I'm telling them about your Hummel figurine collection!"

"What?" Raph cried in disbelief, returning his brother's blows as best he could. "You wouldn't dare!"

"Watch me, you jerk!"

"Raph! Donny!"

Both Turtles turned to see their brother, Leonardo, sprinting down the side of the stream, struggling to keep up with them without plunging headlong into the sludge-river himself. Leo was waving his arms and shouting something that was drowned out by the rushing of the river.

"What's Leo sayin'?" Raph wondered.

"Ah, he probably wants us to wipe our feet before we head back to the pad," Don replied, "and he can't save you anyway, ass. I've had enough of-uv-UV-EEYOW!!!"

Donatello tensed and fell forward into Raphael's arms. Behind Don was a weird albino dude with a grin that would have been plenty reason, in a just world, to get him thrown into a loony bin. The dude was holding one hand above the water, and a faint wisp of smoke rose from his palm. Raph glanced over Donatello's shoulder and saw a matching handprint scorched into Donny's shell.

The albino did a weak little dog paddle - apparently, they hadn't had a swim team at the asylum - and lunged forward, reaching for Donny's head this time.

"Hey, do you mind, dickweed?" Raph cried. In one fluid motion with the hand that wasn't holding Donny, one of his sai was out of the harness on his back and buried in the albino's palm. "This is a family feud you're horning in on here!"

The albino yanked the sai free and tossed it into the sludge behind him. "You must be tested," he hissed.

"Tested? Hey, as long as there ain't no math on that test, dude. I *suck* at Math."

#

Leo leapt onto a stone outcropping and weighed a chunk of loose masonry in his hand. About ten ounces. Just about right for a fastball.

He waited until Raph, Donny, and the weirdo had been pulled downstream even with where he stood... then he took aim, and let fly.

Though Leo hadn't mastered any thrown weapons (none of them had, except maybe for Raph), he had an exquisite eye and perfect aim. The masonry shot through the air, arced like a curveball, and ricocheted off of Death's forehead.

The albino cried out, clutching at the new wound and falling back and away from Raph and Donny. Leo leapt down from his perch and set off at a run again, keeping pace with his brothers while unfastening the harness that circled his torso and usually held his katana against his back.

"Raph!" he shouted, throwing himself down full-length on the walkway and tossing one end of the harness out into the brown sludge. "Grab on! Hurry!" Raphael did as ordered, seizing the harness with one hand while keeping the other around Donny. Slowly, he and Leo managed to get himself and Donatello back onto the relative safety of the stone walkway.

"Ah, damn!" Donatello hissed, trying to feel the burning handprint on his shell, but unable to reach it. "Dude gave me athlete's foot on my back! How bad is it?"

"Uh, well..." Raph said, considering the wound. "Geez, Donny... that's gonna leave a mark..."

"How bad?"

"Let's just say April may never look at you the same again."

Don roared and leapt at Raphael again. Leo came between them and thrust them apart.

"Hey, can we get a little focus here? Donny, I saw him kill a rat just by touching it. If he'd touched you anywhere but your shell, you probably wouldn't be here."

"What's this guy want, Leo?"

"I don't know! That's the thing, he keeps saying something about us being tested, but I don't know what that means. We've got to find Master Spli... DOWN!"

That faint *vzzz* sounded behind them, and Leo tackled his brothers to the floor just as both of Death's tentacles went flying over their heads, blowing a hole in the wall at their backs.

"Oh man, I am getting so *sick* of this guy..." Raph sighed.

"Go!" Leo cried, pulling his brothers to their feet and all but throwing them through the hole Death had made. The tunnel they found themselves in was damp and black, but it at least afforded them solid ground to fight on.

"Hold on Leo," Raphael said once they were in the new tunnel. "I'm tired of running from this guy. If we stay here we can ambush him, kick his chalky white ass, and toss him in the river. Ba-da-bing, ba-da-boom. No more worries."

"And if he gets you with that death-touch?" Leo demanded.

"Either this or we keep running. I don't know about you, but... hey, wait a minute... where did Donny go?"

"Your companion is the least of your worries, turtle."

Raphael and Leonardo turned. Death's silhouette was framed in the hole he'd made, his wrist tentacles twitching in anticipation as he surveyed his quarry.

"Looks like he just made our choice for us, Leo," Raphael growled, drawing his one remaining sai.

Death took a single step forward... and promptly went right down on his face, tripping over Donatello's bo staff. Donny had been crouched in the shadows near the entryway,

waiting for the villain to come in.

"Hold that pose, freakshow," Donatello said, leaping into the air and aiming the point of his weapon downward at Death's head. "I'm about to give you the shaft."

Death rolled and, while Donatello was still airborne, backhanded him. The turtle was hurled backward by the blow, flying back through the hole in the wall and disappearing into the river with a splash of brown sewage.

"Donny! Damn it!" Raphael swore. He weighed the sai in his hand. If he threw it, he might lose it as he had the other. If he got in close enough to use it like it was supposed to be used, the maniac might use the death-touch on him. Which way was best?

"Now," Death rumbled, moving forward with the slow certainty of a cat whose cornered a mouse, "where were we?"

"Right at the part where we kick your ass!" Raph declared, and he and Leo made to lunge forward.

"HOLD!" a new voice boomed down the tunnel. Death paused at the authoritative tone, but the effect on Leonardo and Raphael was dramatic. The two of them dropped their arms and weapons to their sides and took two steps back from the looming albino man.

"Who are you, little man?" Death asked, as two newcomers emerged from the shadows at Leo and Raph's backs.

"No man," the voice replied. He came further into the questionable light, and the inscrutable face of Death actually blinked in surprise.

"You may call me Splinter," the man-sized rat said, bowing only slightly and never taking his eyes off of his opponent. He stood on two legs, just as the turtles did, and wore a humble brown robe made out of what looked like a potato sack. At his side was a fourth turtle, this one identical to the other three save for the nunchakas dangling from each hand.

"Your name is of little importance to me, mouse," Death said, retracting and extending his tentacles in impatience.

"As yours is to me," Splinter replied. "Your reason for being here, however, is of great concern to me."

"My master wishes these mutants tested, to determine whether they are fit to survive."

"I see... but perhaps you misunderstand what we all are." Splinter waved a hand to indicate himself and the three turtles present. "We are not mutants by the popular definition of that word - that is, humans born with an x-factor in their genetic structure."

Rather, we are **mutates**. Animals that have been artificially altered to mimic men."

"That matters not. The master has decreed you must be tested. And so you shall be. Beginning with you, mouse."

Without further warning, Death leapt across the tunnel at Splinter. Michelangelo moved to intercept but, in one fluid movement, Splinter stiff-armed his pupil out of the way and whipped the belt from his robe. When Death reached the master, there was a bewildering flurry of movement, ending with Death flat on his stomach and Splinter balancing on one knee on his back, the belt of his robe cinched tight around Death's throat.

"May we consider this test passed, then?" Splinter asked, wobbling slightly on the one knee. He'd made sure to keep the cloth of the robe between his own skin and Death's. Death was too busy asphyxiating to reply. He clutched at the belt wrapped around his windpipe, but the rat - as frail as he'd looked in the tunnel's shadows - had a grip like iron. He couldn't pull the cloth loose.

"Agree to leave and I'll release you," Splinter promised.

Death nodded weakly. Then, as Splinter loosened his hold on the belt, Death bucked suddenly, throwing the master off before getting to his feet.

"Your master has won your lives this day," Death growled, turning to regard the tense Turtles. "He is strong, and so all of you shall be spared in the hopes that he will pass that strength on to you, his pupils. But be warned," he continued, as his form seemed to flicker, and fade from view, "you will not always be able to ride your master's apron strings. Another testing will come someday soon. Be prepared."

And, with that, he was gone.

"Good riddance," Michelangelo sighed.

"Master Splinter, are you okay?" Leo asked, helping the rat to his feet.

"I am well, my students. I regret I had to become personally involved in your battle, but it was a mighty opponent, and I couldn't risk any of you being hurt for such foolishness."

"Where is he??" Donatello cried, rushing into the chamber through the hole he'd been knocked through. He was covered with a fresh layer of muck, indicating his recent dip in the sludge, but he still had his bo staff firmly in hand.

"Gone, Donny," Leo replied. "Master Splinter sent him running with his tail between his legs."

"Dude's lucky," Donatello opined, scooping goo out of his eye and flicking it onto the

floor. "I was just about to go all Spanish Inquisition on his ass."

"Well, he's gone now. Let's get back to the pad and get cleaned up."

The five figures turned down the passageway together, Leo considering his single sword. Raph had lost a sai too, so they'd have to find replacements for those weapons...

"Raphael," Splinter said suddenly, breaking his students out of their thoughts. "I want you to stop misusing Donatello's e-mail address. It's childish and beneath you."

Raphael blinked in surprise... then hung his head while Don beamed in triumph. "Yes, Master Splinter."

"Master Splinter," Leo began, "do you think this 'Death' person will really be back soon."

"Perhaps, perhaps not." With a sigh, Splinter looked up to the ceiling, as if he could see through the yards of rock and cement to the New York streets above. "I fear we may soon have to deal with the designs of this mysterious master of his, though." The group traveled on in silence. Raphael dropped to the back of the group, well behind Splinter, then reached over and quietly slapped Michelangelo in the back of the head.

"Ow!" Mike whispered, putting a hand to his scalp. "What was that for?"

"Tattletale," Raph accused.

"Dickweed," Mike returned.

"Raphael! Michelangelo!"

The two turtles sighed in unison. "Sorry, Master Splinter..."



XIV

By [Jay Corafa](#) and [Dino Pollard](#)

#

"...hundreds lie dead in what is now the remains of Seattle..."

"...giant robots continue to tear apart New York..."

"...among the heroes seen fighting are Spider-Man, Daredevil, and there are reports of the vigilante known as the Punisher fighting alongside what reports indicate as being four large turtles..."

"...with the Fantastic Four currently incapacitated, and the Avengers unavailable, we have to wonder..."

Is this the end?

In a word, yes. This is the beginning of the end. En Sabah Nur knows this, and he watches with mad glee as his minions carry out his objectives. The Pale Riders in Seattle and the Enforcers in New York.

"Death, to my side."

The man once known as Arkady Rossovich, Omega Red, stepped forward. He got down one knee and bowed his head before Apocalypse.

"Yes, my lord?"

"I have a task for you," Apocalypse began. He pressed a button on the console before him. An image came up. "The Hellfire Club in New York. Led by the self-righteous fool, Sebastian Shaw. The time for testing him and his Inner Circle has come."

"I shall do as you command," Death stated, standing. In a flash of light, he was gone.

"Pestilence, what of the Legacy Virus?" Apocalypse asked.

"The research I have gained will prove most-sufficient,*" the mutant once known as the Dark Beast replied.

[*See *Iron Man* #9 for details--Dino]

"Then the time has come to spread the virus," Apocalypse stated. "Start with the saviors of the innocents. Start with the Avengers."

#

"That concludes our meeting," Sebastian Shaw stated, rising from his chair.

Once the Inner Circle left, one person remained with Shaw and Tessa, his aide.

"Madelyne," he stated. "Is there something you wanted to discuss?"

"I was just curious," Madelyne Pryor replied. "About what you planned to do concerning the current state of e--"

The sound of shattering glass cut her off.

"Sebastian Shaw!!" Death exclaimed, his coils prepared to launch. "By order of the High Lord Apocalypse, I sentence you and your followers to death!!"

"Tessa, get security up here!!" Shaw ordered. Tessa ran for a nearby phone, as Shaw ran at Death.

The Russian super soldier, snagged him in his coils, slowly draining away Shaw's life.

"Enough!!" Madelyne exclaimed, telekinetically slamming a desk into him. It wasn't enough to cause any lasting damage, but he did release Shaw and direct his attention to her.

"Foolish woman," Death stated, swinging a coil at her. A TK shield blocked him. "You're only delaying the inevitable!!"

Tessa, summoning all her strength, directed a psi-bolt at the Horseman. The effect nearly caused her to collapse. Shaw, on the other hand, charged Death, slamming into his back, sending him through the wall.

"Where the hell is that security?!"

"They're coming, sir!!" Tessa stated.

No good... Madelyne thought to herself. *We need more help.*

Concentrating, she sent out a telepathic signal.

#

"So far, so good, sir. While there has been a bit of initial strife, public reaction is strong for you, because of your open honesty. It's a good ploy."

"It's no ploy," Warren Worthington III stated. "I really am a mutant, and I plan to keep that angle up. I'm surprised at the positive reaction so fa--"

"We need help... Death... at the Hellfire Club..."

"Jean...?" Warren muttered, after receiving the telepathic signal.

"Excuse me, sir?"

"Nevermind," Warren stated. "There's something I've gotta do. I'll talk to you later."

Practically leaping from his seat, Warren opened the balcony door and leapt up, his wings carrying him to the headquarters of the New York branch of the Hellfire Club.

#

The Hellfire Club's security. They are the best-trained in the world, and they're equipped to deal with any threat. However, against a Horseman of the Apocalypse, they stand little chance.

One by one, Death tore through them, draining their life out of their bodies, making him stronger.

Madelyne looked around. Shaw had already fled, that coward. She was about to run off herself, until a gust of wind blew past her.

Warren slammed into Death with all his strength, sending the two of them tumbling.

"Omega Red?!" he exclaimed. "So, you're Apocalypse's new Death, eh?"

"You were foolish to throw your position away!" Death exclaimed. "I am no longer Omega Red!! I am no longer Arkady Rossovich. I am Death incarnate!! And you are the next to feel my icy embrace!!"

"These lines you villains have just keep getting cheesier and cheesier," Warren stated, evading the Horseman's coils. Swooping behind Death, he dove down, feet first, sending Rossovich out the shattered window.

Death's coils wrapped around the ledge, holding him up. He was about to pull himself back in, when Warren flew above him, dropping the remains of a chair on him. His grip came off, and he fell, crashing to the ground.

Warren looked down, and turned to see the two women.

"Jean...?" he asked. "What are you doing at the Hellfire Club?"

"Wake up," Madelyne replied. "I'm Madelyne, not Jean."

"Why did you call me?"

"You were the closest one."

Warren stared at her for a few seconds, before flying to the ground. Arkady was alive--barely.

There was a flash of light. Kevin Tremain stood before them, the various pods around his body aimed at Warren.

"I am War," he stated. "Lord Apocalypse has requested an audience with you, Worthington."

"Tell Apocalypse to go to Hell!!" Warren exclaimed. "And give him a message, Post. If this is the best he has to offer, then he's going down hard."

"He thought you might say that," War said, as one of his power-pods blasted Worthington, knocking him unconscious. Picking up his unconscious foe, as well as Death, War vanished in a flash of light.

#

"Sir!!" Edwin Jarvis exclaimed, running into the room.

"What is it, Jarvis?" Captain America asked.

"I've just received some troubling news..." Jarvis replied. "SHIELD has just informed me that one of the bodies found in the wake of the Enforcers' attack on Zerotown was... D-Man."

Cap turned his head down, his arms braced against a table.

"You all right, Cap?" Hawkeye asked, putting an arm on his shoulder.

"We need to get involved..." Cap replied. "We've waited too long. The time has come for action. We can't let this madness continue."

"Unfortunately, Iron Man's in Europe,"* Hank Pym, Giant-Man noted. "Even if we could contact him, there's no way he'd get here in time."

[*See *Iron Man* #10, out soon--Dino]

"Do it anyway," Cap ordered. "Also, see if you can get in touch with Thor, and any inactive Avengers. With the Fantastic Four missing, we're going to need all the help we can get!"

#

The Enforcers stormed through the city, destroying everything in their path. Spider-Man did what he could, but there were just too many. In Hell's Kitchen, Daredevil also tried, futilely, to do his own part. Other heroes such as the New Warriors, as well as Cloak and Dagger were doing everything in their power to try and contain the situation.

Nothing seemed to be able to defeat them. That is, until a star-spangled shield flew through the air, ripping through an Enforcer's steel body. The shield turned in midair, falling into the hands of its wielder, Captain America.

Flames engulfed another, while two others smashed into each other. The two youngest Avengers, Justice and Firestar, stood as the cause of this attack.

Taser arrows flew from Hawkeye's bow, striking a single Enforcer, as Wonder Man's strength demolished another. Giant-Man's large fist slammed through one, Wasp's miniature size allowed her to navigate through the audio receptors, her patented sting frying the intricate circuitry inside, and Scarlet Witch's probability fields allowed for eliminated another.

"Keep it up, Avengers!!" Cap ordered. "Let's finish this quickly!!"

"Oh no, my friends, it's already over."

Earth's Mightiest Heroes instantly spun around to see him standing there. He wore a green cloak over his gray fur, with an odd eyepiece on his right eye.

"Allow me to introduce myself," he stated. "I am Dr. Henry P. McCoy, well, a version of him, anyway. I have been affectionately referred to as the Dark Beast. You may call me by my most recent *nom du jour*, that of Pestilence."

"One of the Horsemen of the Apocalypse..." Cap noted.

"Iron Man is not with you, I see," Pestilence stated. "Pity. I would've been most-interested in seeing his progression."

"If you honestly think you can beat us, then you're off yer rocker, pal," Hawkeye stated, pulling back his bowstring.

"Oh, I wouldn't say that," Pestilence replied with a grin. He lifted his arms out. From his fingertips came a sort of fog, engulfing the Avengers.

"*kaff* What is this?!" Justice asked.

"It's... *koff* some sort of viral weapon..." Giant-Man replied. "An airborne virus."

"GET THEE BACK, VILE VILLAIN!!"

Pestilence turned, just in time to see the end of a battle hammer as it struck his face.

Thor stood above him, Mjolnir in his hand, and his cape flowing about him.

"Hmm... a most peculiar turn of events..." Pestilence stated. "I have no interest in matching fists with the self-proclaimed God of Thunder. Therefore, I shall bid you adieu."

A flash of light signaled his exit.

"What took ya so long, Goldilocks?" Hawkeye asked.

"I had other matters to attend to, friend Hawkeye," Thor replied.

"We have to get back to Avengers' Mansion..." Giant-Man stated. "Something tells me this may be an extremely bad omen."

#

Death's eyes slowly fluttered open, and he found himself inside some sort of tank.

"Wh-where am I?" he asked. "What's going on?"

"You have failed, Rossovich," Apocalypse stated. " You have failed as my Horseman. You are no longer Death."

"WHAT?!" Death exclaimed. "You can't strip me of my position!! I earned it!! I cannot be-
_"

"Silence!" Apocalypse ordered. He looked at the tank beside Rossovich. In it was Warren Worthington III, his wings spread out.

"Well, my son, you have proven yourself once more," Apocalypse said. "You shall once again soar the skies, my Angel of Death. Begin the transfusion."

Pestilence activated the controls, and Apocalypse watched as the adamantium became leeches from Omega Red's coils, transferring it to Warren's wings. Slowly, the metal spread out, as if it were enveloping him.

When the process had ended, the water in the tanks drained out. Warren's eyes had opened, and he looked straight at Apocalypse.

"Welcome back, my son," he stated. "You and I seem to be connected."

Warren said nothing, just walked over to where gold armor was waiting. He slipped it over his body, and pulled the helmet on.

"Now go, my Horsemen," Apocalypse ordered. "Begin the final phase of my plan."

...and they were given power... to kill with sword and with famine and with pestilence and by wild beasts of the earth...



XV

By [Jay Corafa](#) and [Dino Pollard](#)

#

It is over.

At least that's what the majority of New York's heroes would like to think. After what seemed like an eternity of battling new-model Sentinels called Enforcers. Then, for no obvious reason, they left. One by one, the remaining Enforcers flew off. The heroes didn't know why this happened, nor did some really care. The point was that the ordeal had been finished.

They had no idea how wrong they were.

It all began in the middle of Central Park, on a bright, Saturday afternoon.

Several rectangular blades whizzed through the air, piercing the skin of a number of people. Death hovered above them, his adamantium wings majestically flowing around his armored body.

War came next, his power-pods laying down a large amount of fire. The screams that followed filled his ears with joy.

Energy cascaded from Famine's eyes to her hands, which she used to desiccate anyone who got in her way.

And finally came Pestilence, his airborne Legacy Virus infecting anyone who inhaled it. If a person was close enough, he grabbed them, the spikes on his gauntlet piercing their skin and introducing the virus directly to their bloodstream.

"People of New York..." Death began. "We are the Four Horsemen of the Apocalypse!! The time for your end has come!! Make peace with whatever gods you worship, and prepare to face death!!"

#

Elsewhere in the park.

"Oh God..." Alicia Masters stated. "Franklin, it's not safe here, come on."

The son of Reed and Sue Richards made no reply.

"Franklin...?" she repeated. "Franklin?! FRANKLIN?!"

Franklin Richards was busy with other matters. He was born a mutant, with the ability to control reality. And now, taking what he had learned from his powerful family, the original Fantastic Four, he mustered up all his courage and stepped towards Pestilence.

"Don't do this, mister!!" he ordered. "I'll stop you!!"

"Aren't you a cute one," Pestilence stated. "My apologies, my young friend, but I cannot discriminate against people. You're all test subjects."

Pestilence grabbed the young boy, his hand glowing with a pale-green energy. Franklin tried to remove it, but it was futile. As the grip stayed on, Franklin felt himself getting weaker... sicker...

"My sensor shows you're a mutant..." Pestilence stated. "And the son of Mr. Fantastic and the Invisible Woman, no doubt!! I look forward to seeing the Legacy Virus' effects on someone of your abilities."

With minimal effort, he lifted Franklin up, and tossed him to the side.

#

Once known as Kevin Tremain, he is now called Post. Until recently, he was part of the Mutant Liberation Front, before Apocalypse captured him, that is. Now, he has been transformed into War, his powers increased ten-fold.

The various power-pods around his body began unleashing extreme amounts of energy, tearing through the civilians as they ran for their lives.

"Die, flatscans!!" he shouted over the sound of his own blasts.

#

Once she was called Selene, the Black Queen of the Hellfire Club. Now, she was Famine.

Her psionic powers increased, Famine feeds off the very energy in a person's body. This energy cracked, forming a trail from her eyes to her hands. As it struck several flatscans at once, they slowly became thinner and thinner, desiccating.

And Famine became stronger and stronger. She grinned in triumph.

#

He was once called Warren Worthington III, the Angel. Now, he has once again found himself in Apocalypse's service. With his feathered wings laced with adamantium, he once again Apocalypse's Angel of Death.

Razor-sharp wings cut through air as they propelled him. He launched adamantium feathers at anyone in his path. They cut through skin and bone with a sickening sound.

He enjoyed every minute of it as he dove down, his wings slicing through. The gleaming metal was painted red in the blood of humans. And he wouldn't have it any other way.

This is where he belonged--causing death and destruction.

"This is the coming of the Apocalypse!!" Death shouted. "You flatscan humans are unworthy of the new world order!! Therefore, you are sentenced to death!!"

The few survivors and the Horsemen all realize one thing:

Today is a day that will be remembered in darkness.

#

The Xavier Institute for Higher Learning, in Westchester, current home of the band of mutants known as X-Men Alpha.

Various telepaths gathered in the foyer of the place affectionately referred to as the X-Mansion. The White Queen, Phoenix, Mother Askani, M, Moonstar, Ever, Chamber, Exodus, and Karma. Various telepaths who have answered the Calling.

The elderly Rachel Summers, also known as the Mother Askani, stood beside her mother, Jean Grey-Summers, the X-Man called Phoenix.

"We're missing some..." she stated. "But, this will have to do for now."

"It looks like this is all we're getting," Jean said. "Psylocke is with X-Men Omega, and she hasn't seemed to answer the Calling for some reason."

"Nathan isn't here, either," Rachel noted. "I had hoped he would be the first to answer the Calling."

"We'll just have to work with what we've got here, then," Jean stated.

"Where do you think yer goin'?"

“Logan...” Jean said with a sigh. She brushed past Rachel and moved to the door, where Wolverine stood, his bone claws extended.

Before him stood Tessa and Madelyne Pryor. Jean understood his need to stop them. Tessa was working for Sebastian Shaw and the Hellfire Club, as was Madelyne. Yet, Madelyne had also put the X-Men through some horrible times in the past, when she became the Goblin Queen.*

[*And how! Go read Inferno for not only the details, but an awesome story—Dino]

“We’re answering to the Calling,” Madelyne replied. “Plus, we’ve already had a run-in with Apocalypse’s yes-man.”*

“So’ve I,” Logan stated, referring to his battle with Omega Red, the former Death.**
“Don’t mean we’re in the same boat.”

[*Last issue **Wolverine #2—Dino]

“If you don’t want our help, fine,” Madelyne stated, turning away.

“Wait...” Jean said, calling out to her clone. “I may not like it, but right now we need all the help we can get.”

#

“FRANKLIN?!” Alicia shouted. “Franklin, where are you?!”

“I’m over here!!” Franklin exclaimed, running over to her.

“Thank God...” Alicia stated. She felt around for Franklin, and once she found him, knelt down. “Are you okay?”

“I don’t feel so good...” Franklin replied. Alicia put a hand on his forehead.

“You’re burning up with fever!” she stated. “Come on, we have to hurry and get you home!”

“I think not,” Famine stated, her eyes beginning to crackle with power.

"Get away from 'em, Selene!!"

Famine turned to see Sam Guthrie, also known as Cannonball, the leader of the X-Men, rocketing towards her at high speeds. Before she had a chance to use her powers, he slammed into her, then broke off, the momentum still sending her flying.

"Get back, External!!!" Death shouted, his wings unleashing the razor-sharp blades.

"Warren...?" Sam asked, looking at him.

"Sam, watch out!!!" Wolfsbane shouted, shoving her former teammate aside.

"Thanks Rahne..." Sam stated. He looked up as Death was assaulted by a sonic scream, courtesy of Siryn.

"Ah'm glad ah decided t'bring ya'll with on this recon mission," Sam stated as Wolfsbane, Siryn, and Warlock, three members of X-Force, stood their guard.*

[*Yes, this does take place after X-Force #7—Dino]

"You don't have a prayer in the world!!!" War exclaimed, his power-pods unleashing a barrage of fire at them.

"Rock-boy's mine," Warlock said, his techno-organic form twisting around, evading War's blast. His body continued to shift, growing larger as it did. Then, his giant fist came crashing down, sending War a few feet into the earth.

Siryn continued to dodge Death's wing-knives, while she unleashed her sonic scream whenever she had the opportunity. As the leader of X-Force, she had experience when dealing with super-powered opponents. Death was strong, but he wasn't the most-formidable opponent she'd ever faced. Still, the fact that beneath that helmet and armor was Warren Worthington, a former X-Man, made her uneasy. Death, however, had no such reservations. And she knew she had to do her best to try and defeat him.

Meanwhile, Wolfsbane crouched near Alicia and Franklin.

"Are the pair o' ye all right?" she asked.

"We need to hurry..." Alicia replied. "I need to get him home. He's sick."

Rahne raised an eyebrow and looked at Franklin.

"The furry-man sprayed me with something," he replied, inbetween coughs.

Wolfsbane turned to see Pestilence infecting other helpless people with the Legacy Virus. Her lips formed a snarl, as a low, guttural noise emerged from her throat. She leapt in the air at him.

"MONSTER!!!" she exclaimed, as her claws cut through his back. His back arched as he fell down. "Ye'll pay for what ye've done!!!"

"I would love the chance to further examine you in my laboratory, madame," Pestilence stated, using his hands to propel his feet up, slamming into Wolfsbane's head. Landing on his feet, Pestilence grabbed her throat, his hand glowing as the Legacy Virus began to infect her.

"NO!!!" Cannonball exclaimed, slamming into Pestilence. He examined Rahne. She was alive, but extremely weak.

"Come," Death shouted, slamming into Siryn. "This battle is over!!!"

He, and the other Horsemen, teleported away.

"That's our cue ta vamoose, people," Sam stated, holding the unconscious Rahne. She had since transformed back to her human form.

#

The Worthington Estate, nestled within the Colorado Rockies.

Usually, this estate is booming with power. Standing three stories tall, with a sub-basement which allows for other facilities. Currently it is the home of X-Men Omega. And currently, the power has been disconnected, as the crazed psychopathic murderer known as Sabretooth is loose.*

[*See X-Men Omega #5 for more info--Dino]

The telepathic mutant called Psylocke moves stealthily through the darkened halls, her telepathy scanning for Sabretooth's thoughts. When last these two mutants met, Creed took her to the brink of death.* She's looking forward to settling the score.

[*The now-classic Uncanny X-Men #328--Dino]

Then, without warning, she feels something in her head. Something drawing her...

"The Calling..." she stated. The mark of the Crimson Dawn began to glow, as she sent out a message.

#

The X-Mansion.

"Okay, let's run down th' situation..." Cannonball stated, as he stood before X-Men Alpha, as well as Generation X, X-Force, and the gathered telepaths. "Apocalypse is back, an' he's rarin' t' start trouble. He's got new Horsemen, too. Selene, Dark Beast, Post, an' Warren."

"That doesn't make any flamin' sense," Logan broke in. "I was attacked by Death, an' it was Omega Red. How'd Worthington get involved?"

"Omega Red broke into the Hellfire Club to try and kill us," Madelyne replied. "I sent out a telepathic message, calling for Warren's help. He came, and took out Red. Then, another one of the Horsemen appeared and teleported them both away."

"His wings were metal again, too," Siryn noted. "They're pretty tough. I don't what they're made of, though."

"When I fought him, Arkady's coils were adamantium," Logan informed. "An' now, flyboy's got metal wings. Anybody else see the connection?"

"So, what's the plan?" Moonstar asked.

"We're still trying to contact X-Men Omega," Beast replied. "Unfortunately, there appears to be some sort of communication problems."

"And I haven't been able to telepathically reach Psylocke," Jean stated. "For some reason, she's been able to block me out."

"Is she really that powerful?" White Queen asked.

"Historically, no," Beast replied. "We have to assume that Bishop's team has more pressing matters which concern them. Also, any communication with Genosha and Magneto's Fallen Angels has failed."

"And what of Colossus?" Exodus asked. "He left unannounced, and now, I can't locate him anywhere."

"Good question," Sam replied. "Ah put in a call to SHIELD t' see if Kitty was available. Ah was told she went on some mission concernin' Apocalypse, an' Petey accompanied her. They haven't reported back in over 48 hours."

"We're slowly being taken apart..." Storm muttered.

#

The citadel of Apocalypse, currently home to the Pale Riders. They are mutants who are under the control of Holocaust and Apocalypse.

Nate Grey is the leader. And currently, his mind is being torn apart in battle.

"What is this...?" he asked.

"You are mine, X-Man!!" Apocalypse exclaimed, a hand wrapping around him.

"You serve us," Holocaust stated. "Never forget that."

A giant flame bird appeared behind him. Nate turned to see it. It was majestically beautiful, and it was a light that pierced the darkness that currently muddled his mind.

A withered, elderly hand with gold bracelets dangling from the wrist reached out, towards him.

"Nate..."

His eyes snapped open.

"The Calling..." he stated. "I... it's... I'm free..."

Psionic energy spiraled around him, propelling him through the wall of the citadel.

And as the X-Man raced through the skies, hurtling towards Westchester.

The Calling had freed him, the strength of the Mother Askani was enough to break through Apocalypse's control. And now, hope was coming.



XVI

By [Jay Corafa](#) and [Dino Pollard](#)

#

Avengers Mansion.

"It doesn't look good..." Hank Pym stated. "According to these bio-scans, you've been infected with the Legacy Virus."

"The Legacy Virus?" Janet Van Dyne, the Wasp replied. "Isn't that specific towards mutants?"

"Historically, yes," Iron Man said.* "But Pestilence seems to have found a way to evolve it, to make it lethal to not only mutants, but humans as well. I recently had an encounter with him, and from what Hank's discovered, it's left me infected as well.**"

(* Yes, we know Iron Man SHOULD be in Europe right now, but this takes place before Iron Man #10 - Dino)

(** He sure did, back in Iron Man #9 - Dino)

"And you two aren't the only ones," Giant-Man continued. "I just finished the readings on Hawkeye, Wanda, Justice, Firestar, and Cap. They've also contracted the virus."

"Why weren't you, Thor, or Simon infected?" Iron Man asked.

"Thor appeared after Pestilence infected us," Giant-Man replied. "As for Wonder Man, I think it might have something to do with his ionic powers. Maybe they act as a sort of resistance. As for myself, I think I just got lucky. I know the Pym Particles in my body aren't responsible for it, because otherwise, Jan wouldn't be infected. Maybe because my size was increased at the time, but I can't be sure."

#

"I still can't believe this..." Captain America said to himself. "All this destruction... It's like... like..."

"Like a second holocaust," Hawkeye stated. "That's what you're thinking, right?"

"We need to take action," Cap said. "I want to try and locate all the inactive members as soon as possible. We also need to establish contact with the Fantastic Four and the X-Men. Clint, what about the Thunderbolts?"

"We... had sort of a falling-out,"* Hawkeye replied. "I don't think they, especially Moonstone, would be too thrilled to hear from me."

(* Check out Marvel Fanfare #4 for the details-Dino)

"We need to put aside personal differences right now," Cap said. "Anyone we can get a hold of would be of great help."

#

The Xavier Institute for Higher Learning.

X-Man slowly hovers above the ground, where X-Men Alpha, X-Force, Generation X, and several of the world's most-powerful telepaths were stationed.

"Watch him," Logan warned, bone claws extending from his forearms. "We got word that this chump's leadin' the Pale Riders."

"No..." Rachel stated. "Sheathe your claws, Logan. Nate is an ally. The power of the Calling should have been strong enough to break Apocalypse's control over him."

"Exactly," Nate replied. "But now it's payback time. I'm going back to Egypt. Not only to stop Holocaust and Apocalypse, but to free the rest of the Pale Riders. They're under his control as well."

"We will," Jean said. "But, we need to concentrate on a plan of action."

"What about Rahne?" Dani asked.

"It doesn't look good..." Beast replied. "She's been infected with the Legacy Virus. Things are looking pretty bleak."

"Put in a call t' the Avengers," Sam stated. "An' we gotta see if we can get in touch with th' FF."

#

Egypt.

Kitty Pryde watched in horror as Piotr Rasputin grew weaker. He was running out of time, and God help her, there was nothing she could do. If he could only use his mutant power to transform his flesh into organic steel, he would be fine. He needed no food or oxygen in that form.

But, in his weakened state, the transformation might kill him. She herself was beginning to feel the effects of the past few days.

The sound of the high-tech lock opening was heard. A man walked in, wearing gold armor, adamantium wings protruding from his back.

"No..." Kitty muttered. "Warren... no... Not you... not again..."

"Warren Worthington is gone," he stated. "I'm Death once more."

"Warren, you have to snap out of it," Kitty said. "Peter, he needs help. He won't last much longer. Come on, you have to fight Apocalypse's control!! You did it once before, you can do it aga-"

"No," he stated. "This is my place, this is where I belong. I understand that now."

He looked down at the pair, his eyes filled with hatred. Then, he placed the gold helmet over his head.

"Don't worry about your love's suffering anymore, Pryde," he stated, moving the former X-Man with his foot. "If he's not dead by sunrise, I'll kill him myself."

He exited the room, the door closing behind him. As he strode through the corridors, there was something in the back of his mind.

"You're not like this... you're a force of good... And soon... your time will come."

He spun around, his wings prepared to unleash their blades. When he saw nothing, he dismissed it as paranoia and continued.

#

Avengers Mansion.

"AAAAAHHHHHHH!!!!"

"Franklin, it's all right..." Susan Richards, the Invisible Woman stated to her young son. "I'm here..."

"What's happening to him?" Black Panther, the monarch of Wakanda asked.

"It's the Legacy Virus, T'Challa," Reed Richards, also called Mr. Fantastic replied. "It's a good thing you contacted us when you did, Dr. Pym. Franklin's cosmic DNA is acting strangely with the Virus. The results aren't at all positive..."

"We need to get to work on a cure as soon as possible," Giant-Man replied. "We're still trying to get in touch with the X-Men and with Muir Island. The Beast and Dr. MacTaggart are necessary for this. They've been focusing on the Legacy Virus for awhile now."

"We need to get to work quickly," Iron Man stated. "Right now, Justice is putting in a call to the Xavier Institute."

#

Xavier's.

"This is Avengers Mansion," Justice stated over the comm-link.

"I read you," Storm replied, opening the communication path. "What is the problem?"

"Most of the Avengers have been infected with the Legacy Virus," Justice revealed. "We need the Beast's help over here."

"I understand," Storm replied. "We'll be there shortly, Justice."

#

Avengers Mansion. Two Hours Later.

"No, no, no, no, NO!!!" Beast exclaimed.

"Dr. McCoy, settle down!!" Reed ordered.

"It's hopeless..." he muttered. "Can't you see? Can't any of you see that?"

"That's enough o' that talk, Hank," Moira stated from the vid-screen in the lab. "We can do this. We have tae."

"Maybe if we take a look at Franklin's DNA samples again..." Iron Man suggested, bringing them up on a monitor. Through a satellite uplink, the information was immediately transferred to Moira MacTaggart's computers on Muir Island. "Now, let's

see what happens if we use the computer's estimates to get an idea of what it might look like after the Virus progresses...."

The wires connected to the computer through Iron Man's arm transferred the data, and the scientists watched in horror. The cells began to completely break down into nothing.

"If we don't stop this virus... then we're all doomed..." Giant-Man noted. "After Pestilence advanced the Legacy Virus, it looks like he made it transferrable by casual contact. This could be extremely dangerous. An airborne virus of this magnitude could wipe out a large portion of the population."

"This plague that's been unleashed on us..." Beast muttered. "Wherever Stryfe is now, he's probably laughing. Laughing at the fact that we haven't found a way to stop his vir-- wait a minute... THAT'S IT!!"

"What's it?" Moira asked.

"How could I have been so blind?!" Beast asked. "The cure has been right under our noses the entire time!!"

"How so?" Reed asked. "What did you find out?"

"If Stryfe were still alive, and if he knew the virus would progress like it did, then perhaps he knew that the Virus wouldn't affect him..." Beast noted. "In other words, I believe we've discovered that the cure to the Legacy Virus is the DNA of Nathan Christopher Summers!!"

"How can we be sure?" Iron Man asked.

"We need a blood sample from X-Man," Giant-Man replied. "We can see if it truly will work to stop the spread of the virus."

"Dear Lord...." Moira stated. "I'm sendin' ye all th' results now."

"Results?" Giant-Man asked. "Already?"

"Nate came here briefly," Moira replied. "During that time, I acquired a blood sample from him. I still have his DNA on record. Take a look at what happens when I combine his DNA with the viral cells."

One by one, the viral cells were eradicated. Then, they watched as some of them grew back.

"This puts us back at square one," Iron Man said. "Eliminated the cells briefly doesn't help the problem at all."

"Maybe it does..." Reed said. "From what little I know of him, X-Man comes from an alternate reality, correct?"

"Aye," Moira replied. "Where he was created by Sinister... oh my..."

"Exactly," Reed noted. "He was created by Sinister. Therefore, his DNA won't work because it's been genetically produced. We need the DNA of a pure Nathan Summers."

"Stryfe is dead," Beast noted. "And since Nate can't be used, that only leaves Cable. But, he's infected with the techno-organic virus."

"Yes, but what if we replaced those infected cells with pure cells from X-Man?" Iron Man asked. "That just might work..."

"Then there's one other problem," Beast stated. "We don't know where Cable is."

#

Outside Avengers Mansion.

"...Jean..." Rachel weakly stated, pointing a frail and aged hand. "He's here..."

Jean Grey-Summers looked out to the distance. A man walked towards them, dressed in a blue and yellow uniform, with white hair and a scarred face. His left eye was glowing with psionic energy. The Xs on his harness were prominent, his left arm was almost entirely robotic, and he carried a type of spear in his hand.

"Nathan..." Jean said.

Cable had arrived.



XVII

By [Jay Corafa](#) and [Dino Pollard](#)

#

Nathan..." Jean Grey-Summers, the X-Man known as Phoenix stated. Beside her, Rachel Summers, also known as the Mother Askani looked on as he approached.

His name is Nathan Christopher Dayspring Summers, called Cable. Despite their obvious seniority over Jean, both Cable and Rachel are her children. Or future versions of them anyway.

"Sorry I'm late," Cable said. "I surveyed the destruction caused by the Pale Riders in Seattle. Apocalypse has to be stopped."

"And you might be the only one who can do that," Jean informed. "The Dark Beast, or Pestilence as Apocalypse has called him, has evolved the Legacy Virus, making it lethal to humans. The Avengers are infected, as is Wolfsbane and Franklin Richards. The cure for the Legacy Virus is the DNA of a pure Nathan Summers. But, X-Man can't help since he was genetically engineered."

"And where are we gonna find a pure Nathan Summers?" Cable asked. "I'm infected with the TO virus. The only other alternative is-"

"Stryfe," Beast stated, coming up behind Rachel and Jean. "But he's dead. That's why we've come up with a plan. It's not foolproof, but it's all we have to go on. And that is to combine your DNA with Nate's, replacing the infected cells with normal cells."

"In that case, strap me up," Cable said. "But, once we get this cure administered, we need to work on our battle plan."

#

Across the country, in the Colorado Rockies. Here sits a mansion, nestled snugly within the mountains. It's owned by Warren Worthington III, the head of Angel Inc. Warren currently isn't present. He was once more transformed into the Horseman called Death.

However, the estate has other inhabitants. They are Bishop, Rogue, Quicksilver, Crystal, Blink, Forge, Shard, Psylocke, Gambit, and Sabretooth. Right now, these people represent X-Men Omega. After an attack by Sabretooth, the team is working on getting communications back on line. Something which doesn't sit well with some of them is Bishop's choice to force Creed into helping the team.*

(* Yes, this takes place after X-Men Omega #7-Dino)

"That should about do it..." Forge stated. Although no longer an X-Man, he came here at the request of Bishop to help set some things up. "Communications are back on-eh?"

"What's wrong?" Bishop asked.

"Nothing," Forge replied. "At least I don't think so. You've got one incoming message."

"Play it," Bishop ordered. Forge complied, activating the message.

An image of Sam Guthrie, called Cannonball, the current leader of X-Men Alpha appeared.

"Been tryin' ta contact ya'll for some time now," he stated. "Either yer not answerin' or yer not there, so ah figured I'd leave a message. We need Omega's help. Apocalypse's alive, an' he ain't holdin' back. If you've been watchin' the news, you probably know about the destruction of Seattle, which was caused by his Pale Riders. Worse yet, the Avengers have been infected with the Legacy Virus, an'... well, we'll talk more once you come down here. We're all at Avengers Mansion right now."

Bishop said nothing, just pressed another button on the console.

"Shard, I want you to assemble the team. And I know Gambit's ready to leave, but tell him this is an emergency that we'll need him for. Meet me in the hanger in ten minutes."

He turned to look at Forge.

"Sabretooth will be needed for this mission as well."

#

"We have the DNA..." Iron Man stated as he performed some calculations at the large computer. "Now, I've replaced the cells from Cable which are infected with the Techno-Organic Virus with cells from X-Man which are pure. Dr. Richards?"

"Thank you, Iron Man," Reed Richards said. A holographic display came up before him. "Here is a DNA sample infected with the Legacy Virus. With the help of research on the virus conducted by Dr. McCoy and Dr. MacTaggart, as well as the combined DNA Iron Man just mentioned, combined with some of Dr. Pym's specialized 'Pym Particles' has

allowed us to synthesize what we believe is a cure to the epidemic currently spread by the creature known as Pestilence. Now, observe what happens as the infected cells are introduced to the cure."

The infected cells began to vanish, being replaced with pure cells.

"And thus, the cure has been discovered," Beast said. "As this broadcast is being made, the cure is being delivered to hospitals across the country."

"Furthermore, we ask that anyone who is infected with the Legacy Virus to please report to your nearest hospital," Giant-Man informed. "Please, for the sake of your own safety, we ask that you do this in an orderly fashion."

"We're off," Nick Fury stated, as he moved into the lab. "Good job, this announcement'll lessen the panic from the public."

"Right now, we're working on getting the cure administered to those in the mansion," Iron Man said.

"What about our missing allies, Colonel?" Beast asked.

"All SHIELD recons haven't picked up anything from Pryde an' Rasputin," Fury replied.

"They're probably being held in Apocalypse's citadel," Cable noted. "We need to--"

"REED!!!"

"Sue...?" Reed asked, immediately breaking into a run.

#

"AAHHHHH!!!!"

"Sue, what's wrong?" Reed asked as he entered the infirmary.

"It's Franklin," Sue replied, motioning to her screaming son in the bed.

"What's happening to him?!" Reed demanded. "What's going on?"

"I administered the cure just like you asked," Storm stated. "But, it didn't seem to do anything to help him."

"Reed... Reed what's wrong with him?!" Sue pleaded.

"Sue, please..." Reed stated. "McCoy, what's going on?!"

"Stand aside," Beast ordered, leaping past them, an injection gun in his hand. He inserted the needle into Franklin's neck before pressing the trigger, releasing the fluid inside. "From what I've heard from Moira and Professor Xavier, Illyana Rasputin went through a similar ordeal shortly before her death... We're going to try and prevent that from happening again."

"Iron Man..." Hank Pym stated, motioning for him to come. Iron Man looked over his shoulders at the computer read-outs. "Franklin's mutant genes are giving the Legacy Virus exactly the means it needs to survive. It's evolving, and unless we do something, our cure won't work."

"The cure's not having any effect now..." Iron Man noted. "The virus is destroying his body. Is there any way we can stop the virus from evolving?"

"It's too far gone..." Giant-Man said. "The only way we can stop the virus from evolving..."

"...is by destroying the body..." Iron Man muttered. "Reed, Hank, can you two come here? We've got to discuss some things..."

Reed reluctantly moved from his wife's side, heading over to Giant-Man and Iron Man, with Beast following.

"Reed... it doesn't look good..." Giant-Man informed. "The virus is evolving due to Franklin's unique x-factor gene. And... because of this, it's evolving beyond our ability to cure it. There's only one way to stop the progression of the virus... and that is to eliminate the source."

"Namely Franklin..." Beast noted with a solemn look on his face.

"There might be a way..." Reed interjected. "Franklin's reality-altering powers. Perhaps he could create a new body for himself?"

"Too risky..." Beast stated. "The Legacy Virus wreaks havoc on mutant abilities. If Franklin was even able to use his powers right now, there's a strong chance that the virus could prevent him from controlling them, and thus, possibly eliminating Avengers Mansion. With the scope of his powers, he might do even worse..."

"That's the only hope to save his life, though..." Iron Man muttered.

"I understand that," Beast noted. "And I want to try and use that option. I don't want to see another young child die from this virus. I--"

"You all need to shut up," Nate Grey stated as he walked up to them.

"Excuse me?" Iron Man asked.

"I telepathically picked up your conversation," Nate replied. "And we can use Franklin's powers to create a new body for him. We just need some extra help--namely me."

"Of course!!" Reed stated as he came to the realization. "The reason Onslaught wanted both you and Franklin was due to the fact that with your combined powers, there was basically no limit to what you could do.* But, even then you were most-likely kept in check by Onslaught's psionic abilities. How are you going to compensate for that loss, as well as the loss of Franklin's control?"

(* This happened during the massive Onslaught crossover - Russ)

"Well, we DO have a mansion full of telepaths..." X-Man noted. "And Phoenix is probably the most-powerful out of all of them."

#

"WHERE IS HE?!" Holocaust exclaimed as he struck Blizzard.

"He's gone..." Magik noted. "I'm not sure when he left, but all I know is that he's gone."

"How can he simply leave like that?!" Holocaust asked. "He was ordered to stay in the citadel!!"

"Calm yourself, my son," Apocalypse stated. "X-Man's transgression can be dealt with later. It is time to take the fight to them."

"What do you mean?" Holocaust asked.

"The Horsemen and the Pale Riders shall ride together," Apocalypse replied.

#

"Are you sure this will work?" Sue asked.

"Not exactly..." Beast replied.

"What's the risk factor?" she asked.

"High," Beast stated. "But, it's significantly less than leaving Franklin in his current body. At least this way, he can survive. Otherwise, he will definitely perish. And take a large chunk of Earth's population with him."

"With Phoenix serving as X-Man's anchor," Reed began. "He can use his psionic abilities to help Franklin use his own reality-altering powers to create a new body for himself."

"We're all set," Giant-Man said. "Whenever you two are ready."

Nate's eye began to glow brightly, signifying the use of his psionic powers. The Phoenix manifestation appeared around Jean's head as she telepathically linked Nate with Franklin, keeping Nate anchored.

Inside Franklin's mind, Nate saw chaos all around. The Phoenix manifestation was seen as well, a reminder that Jean was with him, yet she couldn't help him. Contacting Franklin was something he had to do alone.

"Franklin!!" he exclaimed. "Franklin, it's me. It's Nate."

"...I 'member you..." Franklin weakly stated, as he came up behind Nate. "You were with me when Ons'aught had me. Have you come t' help me, mister?"

"That's exactly what I've come to do," Nate replied. "But, I need your help, kiddo. I need you to use your powers. You need to try and create a new body for yourself."

"I... I can't..." Franklin said. "I can't use my powers..."

"Yes, you can," Nate insisted. "I'm going to help you. I need you to just think about what you want... about making a new body for yourself. Just imagine what you were like before you got sick."

"I... I'll try..." Franklin said, as he closed his eyes tightly.

"Do you have the image?"

He nodded.

"Good..." Nate said. His eye continued to glow brighter and brighter, a stream of energy streaking down his body. The aura grew larger, until it included Franklin as well.

"Imagine what you look like..." Nate stated. "Now... imagine it being real..."

#

"Reed..." Sue stated in astonishment. "Look..."

Reed looked over to where his wife pointed. There was a bright light there that grew larger. Energy shot forth from X-Man to Franklin to the light. Slowly, the Avengers, Fantastic Four, X-Men Alpha, X-Force, Generation X, and the telepaths watched as the light began to grow dimmer, taking the shape of a young boy.

As the light began to dissipate, they saw a new Franklin hovering in the air, the energy coming from the infected Franklin attached to his forehead. Then, it vanished, and the new Franklin fell to the ground.

"FRANKLIN!!" Sue exclaimed, running to his side. "Someone get me a blanket!!!"

"Easy Mrs. Richards..." Firestar said, wrapping a blanket around Franklin's shoulders.

"Franklin...?" Nate asked, as his eyes opened. He looked over to the bed where the diseased body lay.

"Nothing..." White Queen said. "I don't detect any brain activity."

"What does that mean?!" Sue demanded. "Is he all right? Did it work?"

"Mommy..." the Franklin in her arms weakly said.

"Franklin!" she stated, pulling him close to her. "Oh thank god..."

"Just a second," Iron Man said, disconnecting the wires from the diseased body and attaching them to Franklin. "Let's get a bio-scan..."

The scan was done instantly, and Beast watched as the information flashed across the screen.

"What's the prognosis?" Reed asked.

"'Stars and garters' doesn't even begin to describe it..." Beast replied. "Look... Not one diseased cell in the entire body. For all intents and purposes, Franklin is a perfectly healthy boy."

#

The sound of a deafening explosion was heard, and it was followed up by the arrival of Apocalypse's minions.

"ATTACK!!" Death exclaimed.

#

"Everyone get to the hanger immediately!!" Captain America exclaimed, running into the room with Hawkeye following him. "The Horsemen and the Pale Riders are attacking Manhattan!!"

"I believe we have a faster mode of transportation."

"Who...?" Hawkeye asked, turning around as a portal opened up.

"I don't like th' smell o' this..." Logan muttered, his claws extending.

The portal vanished, and X-Men Omega stood there.

"We thought we might lend you a hand," Bishop stated.

"SABRETOOTH!!!" Wolverine exclaimed, leaping into action, tackling the latest addition to X-Men Omega.

"Get away from him, Wolverine," Bishop ordered. "Sabretooth is working for us now."

"Got a problem with that, sonny-boy?" Creed asked, grinning.

Logan slowly stood, glaring at Creed.

"If he steps outta line, I'm gonna lobotomize 'im," Logan warned. "And this time, I'll make sure he stays dead."

"We got your message," Forge said. "We should get to work if we have any hope of stopping Apocalypse."

"The psis should all remain here..." Rachel stated. "They are instrumental to this."

"That's fine," Cap said. "The combined might of the rest of us should be enough."

"Everyone get close, then," Blink ordered. "I'm teleporting us."

#

Apocalypse watched as the heroes appeared in the midst of the battlefield.

"Look at what's happening, father," Holocaust stated. "What should we do? The Pale Riders and the Horsemen can't stand up to all the heroes!!"

"This is all according to plan," Apocalypse stated. "This is the ultimate distraction."



XVIII

By [Jay Corafa](#) and [Dino Pollard](#)

#

The feral savage known as Wild Child began to tear through innocents as he and the Pale Riders, along with Apocalypse's Horsemen, continued their assault.

As he was about to cut into more helpless "flatscans," something hard slammed into him. He turned to find himself staring at a larger, more-savage being than himself.

"Well, well, well..." Sabretooth stated. "Member me, kid?"

Wild Child uttered what could only be described as a whimper before Sabretooth's adamantium claws cut into his body. The pain was incredible. Despite the fact that Victor Creed was currently forced to work with X-Men Omega, he found that he could take out his aggression and rage on their enemies just as well.

He didn't care how it happened, just as long as he got to kill something. Just as long as he could feel the warmth of blood on his claws.

Behind him, his own enemy was battling the Horseman called War. He is Logan, also known as Wolverine, from X-Men Alpha. Unlike Sabretooth, he's an X-Man by choice. Unlike Sabretooth, he has some form of humanity. Unlike Sabretooth, he doesn't have adamantium-laced bones and claws--but he used to. And while there were times when he could say he felt better off without them, he loathed the fact that his arch-enemy, the man he hated more than anything else on this world or any other, did possess it. The fact that his enemy is easily much stronger than he is.

Memories of their last encounter still drive him mad.* He will get revenge on Sabretooth sooner or later. And when he does, only one of them will come out on top.

(* Back in Wolverine #1-Dino)

#

Death flew through the air, his wings releasing the razor-sharp blades. Then, he was

struck by something. He spun around to see Storm hovering there, electricity coursing over her body.

"I cannot allow you to continue like this, Warren," she stated, as lightning sprouted from her fingertips. "You should know that this isn't right. Why are you doing this?!"

"Simply put, Storm, because this is who I am!!" he exclaimed as his wing knives pierced her skin. She fell to the ground, and he hovered over her.

"I'm sorry, Storm," he said, his wing prepared to deliver the killing blow. "But you were weak."

"Says you, pal!!"

"Wh--?"

Before he could finish his sentence, a beam of ice slammed into him. Iceman stood over him. Bobby Drake picked him up, freezing his body as he did.

"Look at what you're doing, Warren," he stated, carrying them both on an ice sled up in the air. Above, he made Warren observe the damage, removing his helmet. "Look at it. All this death and destruction. All for what? Just so some madman can play god? C'mon buddy, snap out of it. This isn't like you. You were able to do it once before, you can do it again!!"

"Bo--Bobby..." Warren stated. "You---you're right... I have to stop this... I can't continue on like this..."

His adamantium wings flexed beneath the ice, shattering it.

"I can't let you continue to hold me prisoner," he said. "It's a sign of weakness. And I am DEATH!!!"

His wing slammed into Iceman, sending him crashing.

#

"What is that?" Wonder Man asked.

"A rumbling of some sort..." Beast replied. "No..."

The heroes looked to the sky as the Enforcers descended upon the city.

"They're back!!" Hawkeye shouted as arrows left his bow.

"Stop them as fast as you can!!" Captain America exclaimed. "Divide and conquer, people!! Take out the Horsemen and the Riders as best you can, the rest of us will handle the Enforcers!!"

#

On the grounds of Avengers Mansion.

"I cannot believe we got left behind!!" Jubilee exclaimed. "I mean, I used to be an X-MAN fer cryin' out loud!! I can handle this!!"

"Jubes, please..." Synch pleaded. "Can't you see the telepaths out there are conc--?"

"I mean, how come Clarice gets to go?!" Jubilee continued, ignoring her teammate. "It's not like she's been in this game for a jillion years!!"

"Well, neither have y--"

"It's just so unfair!! SHE gets to be an X-Man!! SHE gets to fight!! SHE gets to DECIDE which team she wants to be on!! But I don't even take PRECEDENT?!"

"Lee, SHUT UP!!!" Ev ordered. "Sorry..."

"Dude, what's your problem?" she asked. "You don't hafta go all berserker rage on me."

Everett slapped his forehead.

#

"Now that we're all gathered, it's time you told us why we're here," Madelyne ordered.

"Very well," Rachel said. "Together, we are the first of Clan Askani, and we are the only hope of stopping Apocalypse. We must combine our might to form the most-powerful psionic force in existence. Once we have accomplished that, we shall fully swipe Apocalypse's mind clear, thus ending his threat. We will shut him down."

"Then why don't we do it?" X-Man asked.

"Not yet," Rachel continued. "We must wait until the time is right..."

#

"Uhh..." Iceman moaned as he slowly stood, watching the Enforcers approach. "Damn."

"That's the least of your worries!!"

Before Bobby could do anything, something slammed into him. Standing above him was Blizzard, wielding her ice-scythe.

"You are weak," she stated. "You have no place in the new world order. You have great power, yet you squander it. You have so much wasted potential. Better to put you out of your misery."

She raised her weapon, prepared to deliver a killing blow. Then, a large pile-driver composed of ice sent her flying.

"Maybe you're right," he said, his body grown to a massive size, icicles sticking out of every part. "Maybe I do squander my power. Maybe I do have wasted potential. But, you know something? I don't really care. Because as far as the two of us are concerned, you're just sloppy seconds, babe. All you can do is make that little weapon. We're not even in the same league."

"Get back!!" Bolt ordered as electricity flew from his fingertips, rocking through Bobby's body.

"Ugh..." Bobby muttered, looking at his assailant. "Chris...? ARGH!!!"

"The name's Bolt!!" he replied, electricity continuing to shock Iceman.

Kinetically-charged cards flew from gloved fingers, exploding around the Pale Rider.

"Nice t' meet you, m'sieur Bolt," Gambit stated. "Can't say I wanna do this, but it don't look like I got much choice, eh?"

"Thanks for the save, Gambit," Bobby said.

"Anytime, mon ami," Gambit replied. "Let's see 'bout helpin' out de others."

"Let's not," Magik said, energy cascading from her Soulsword and into the two mutants. She looked down at Bolt and Blizzard. "Come on. We have to get going."

She pointed her blade at Sabretooth, another blast firing from it. Now freed from his combatant, Wild Child ran over to Magik's side.

Once they were all gathered, a glowing stepping disc appeared beneath them, which they used to exit the battle.

#

"The time is now," Rachel said. "Quickly, channel your energies, establish a link amongst each other."

The presence of so many psis has never been felt before. One by one, the most powerful psis on the planet link their minds together, pooling their powers.

"Now..." Rachel continued. Her eyes drifted over to Jean. Her young mother was extremely powerful, and given time, she had the capability to be the most powerful of them all.

"Rachel...?" Jean asked.

"I--I can't control it..." Rachel replied. "I need your help... This task falls on your shoulders. You have to do it!"

Jean concentrated as Rachel directed the psychic energy into her. The Phoenix flame emerged around her body, and with the sound of a bird of prey, the energy was sent out, locating the one mind that they sought.

#

Her name is Rogue. Her mutant powers to absorb the abilities and memories of anyone she comes into physical contact with, combined with super strength, flight, and invulnerability prove that the name fits. Death discovers this as her fist connects with his face. Even through the helmet he wore, he could feel it.

"You'll be next to die!!" he exclaimed.

"Yeah, right," Rogue said. "If ah had a nickel for everytime a bad guy said that to me, ah'd be a pretty rich gal."

She pulled him into a strong grip, insuring that he couldn't move.

"C'mon, let's go for a little ride."

She dove down to the ground, hurling him into the street, confident that the armor he wore would protect him.

"Now then, let's see if ah can knock some sense into you," she said as she removed her glove.

"No Rogue!!" Beast exclaimed, leaping over to her. Iceman followed close behind. "Let us handle this. You're needed with the Enforcers."

"Gotcha," Rogue said, as she flew off.

"You sure this is gonna work, Hank?" Bobby asked. "I mean, if Jean were here, then she could probably use her po--"

"I'm sure, Bobby," Hank replied. "Warren, look at me."

"There is no Warren, only Death."

"I don't buy that!!" Hank exclaimed, pulling off Death's helmet, as well as his own mask. "Warren, look at me. It's me, Hank. And there's Bobby. Come on, you know you remember."

"I never claimed not to," he said. "But I'm now Death."

"No, you're wrong. You're not Death."

"Who are you?!" he asked.

"I just told y--" Hank began.

"Not you!!" Death exclaimed.

"Hookay..." Bobby stated. "All right, buddy, get this. You're an X-Man. After all your work trying to break free of Apocalypse, now you're going to allow yourself to fall under his control again? C'mon, last time you were depressed. But this time, you had so much more to live for. You've got your company, you've got a woman who loves you, you're on top of the world. You really wanna tell me you're going to give all your happiness up?"

"Y--YES!!" Death shouted. "THERE'S NOTHING MORE GLORIOUS THAN DEATH!!"

"Look at that!!" Hank shouted, pointing to the sky. The S.H.I.E.L.D. Helicarrier came into view as Mandroids came down from it, helping to contain the Enforcers. "This is the end of Apocalypse's day!!"

"You're not like this... Come on, Warren. Let me out."

"I CAN'T!!"

"Yes, you can."

"You wouldn't understand!!"

"I understand far more than you'd think. You were meant to be a force of good, not a force of evil. Now... you have to break free. You're almost done, there's just one more thing. Warren... listen to me. You have to let it in. You have to let me in. In the name of all that's decent, let there be...."

"LIGHT!! THE LIGHT!!!"

"What are you saying?" Bobby asked. Hank's hold on Warren weakened as he rose into the air. His eyes were glowing brightly, and his hair had become almost light. Then, light began to highlight his wings, slowly expanding. The adamantium which encased them strained. It exploded off, becoming vaporized in the explosion of energy.

"GET BACK, HANK!!" Bobby ordered.

And like that, it was over. Hank McCoy and Bobby Drake found themselves staring not at the Horseman called Death, nor their old friend Warren Worthington. Now, they were staring at someone completely different. Someone who possessed the capacity to stop all the bloodshed.

#

On the grounds of Avengers Mansion, the psis find themselves wiped clean. Once the energy had been expelled, one by one, they fall to the ground.

Unseen to them, a stepping disc opens on the grounds. The Pale Riders stood there, looking over the fallen ones.

"There," Magik ordered, motioning to Jean. "Phoenix is the one the master needs."

Wild Child ran over and picked up the young telepath. Then he ran back to Magik's side as a stepping disc took them away.

#

Warren hovered there, looking out at the damage the Horsemen were causing.

"No..." he stated. "This ends now."

His new wings, composed completely of light, carried him out as he appeared before the Horsemen.

"What are you doing?!" Famine demanded. "What happened to--"

She watched as his fingers grew into some form of talon. Then, with no words exchanged, he dove down, slicing into Famine and War with them. There was no blood, no physical wound, but the pain for the was excruciating.

"You're now free from his poison..." he said.

"I believe I'll get going, then..." Pestilence stated, turning to exit the field.

"Stop."

"I'm afraid I can't do that," Pestilence replied as he unleashed a strand of the Legacy Virus.

A light feather fired from his wing destroyed it.

"Those are weapons of death," he said. "I cannot allow you to use them anymore."

The other heroes gathered around, just as Warren was prepared to strike with his talons.

"I can purify you," he said. "Unlike the others, you weren't controlled. Therefore, your sentence is death."

"Stop," Captain America stated, putting a hand on Warren's shoulder. "You know I can't let you do that."

"This man is responsible for countless deaths," Warren stated. "He must be purified."

"That's not for you to decide," Cap said. "He goes into SHIELD custody."

"Yes, you heard the good captain," Pestilence stated. "You don't want to--"

"Shut up," Cap ordered.

"Shutting up, sir."

"Looks like you guys got things under control here," Fury stated as he walked up to the gathering. "For some reason, we've been able to regain control of the Enforcers. An' with the Horsemen in custody, that about does it. Except for fly--"

In a flash of light, Warren was gone.

"--boy...?"

#

Avengers Mansion.

"Whaddaya mean she's gone?!" Wolverine exclaimed, his claws extended.

"When we came to, Jean was missing," Rachel replied.

"How come none o' you saw it?!" Wolverine snapped, glaring at Synch.

"Don't blame them, Logan," Psylocke ordered. "They passed out when we sent out the wave."

"So where is she, then?!" Nate asked.

"I--I don't know..." Rachel weakly replied.

"To hell with this!!" Nate exclaimed, as he telekinetically rocketed off.

#



XVIX

By [Jay Corafa](#) and [Dino Pollard](#)

###

At long last, the Apocalypse has come to an end. The Legacy Virus has been cured, the Horsemen taken into SHIELD custody, and Apocalypse's mind can no longer be felt on the psychic plane. The tactic worked. The most-powerful psis on the planet were able to wipe Apocalypse's mind clean.

As for the casualties? Hundreds of people living in Seattle and New York were killed by the Pale Riders, the Horsemen, and the Enforcers. The Pale Riders themselves are still loose, and Jean Grey-Summers, the X-Man called Phoenix, is among the missing. After the "Clan Askani" sent out the psychic wave, they collapsed from exhaustion. Jean was taken during this time, presumably by the Pale Riders. So far, all attempts to locate her using Cerebro have failed.

That's because Jean is currently being held captive in Egypt. More specifically, the citadel of Apocalypse.

As a young Jean Grey, a close friend of hers died, and her telepathic powers emerged, causing her to experience her friend's death. The event traumatized her, and if not for the intervention of Professor Charles Xavier, she would've remained in a catatonic state to this day.

As Marvel Girl, she was one of the original X-Men, using her telepathic and telekinetic powers against the likes of Magneto, the Brotherhood, the Sentinels, and others.

As Phoenix, she witnessed creation in the making, experienced the feeling of power. And she hungered for more.

As Dark Phoenix, she watched as she devoured a sun, completely obliterating a race of aliens known as the D'Bari. She witnessed her battle against the X-Men, she witnessed the love she had for Scott Summers, and she witnessed her death.

As Marvel Girl, she came back to life as a member of X-Factor, reunited with the rest of the original X-Men. She battled her clone, Madelyne Pryor, and nearly had her mind torn apart by Mr. Sinister.

And now, as Phoenix, she's an X-Man once more, her powers coming to their peak. She has witnessed countless alternate realities, traveled from the past to the future and back to the present. She's battled creatures from demonic dimensions, fought off alien races, and faced the toughest challenge of her life when she had to stop her mentor, Charles Xavier, from destroying the world as Onslaught.

She lost that battle individually, but now, all that is passed. Xavier was freed from Onslaught's clutches, and Onslaught was destroyed by Earth's heroes. Now, Charles Xavier is dead thanks to a single bullet belonging to a bigot.

None of this could prepare her, though. Not for what she was about to see.

Her eyes slowly opened, and she found herself shackled against the wall, the Pale Riders who brought her here nowhere in sight. Then, she caught the glimpse of a shadow.

"Give it up, Apocalypse is dead!!" she exclaimed. "You won't gain a thing by holding me!!"

"I wouldn't say that."

Her green eyes grew wide, a look of shock masking her face.

Before her stood the Tomorrow Walker, the man destined to rule the world. En Sabah Nur, also known as the immortal being called Apocalypse.

"How...?" she asked. "We killed you!! We wiped your mind clean!! There's no way you could've withstood an attack like that!!"

"You're quite correct, Ms. Grey," Apocalypse stated. "And the attack would have destroyed my mind, if it existed on the same plane. Mine is a cosmic consciousness, not to be subjected to mind games."

"Why'd you bring me here?!" Jean asked. "You know the X-Men will be searching for me."

"Allow them to," Apocalypse replied. "They won't be able to find you."

"What do you want from me?!"

"Many of the children of the atom are destined for greatness," he began. "My Angel of Death is one of them. You Jean, are another. You have the fire of creation in your soul."

Whether you care to admit it or not, you are the mother of mutantkind. And I have always believed that the strong survive, yet even I cannot survive for eternity. In order to survive, one must leave a legacy. And to do so, I needed you."

"What are you talking about?" Jean asked. "What legacy?!"

"To leave a legacy, one must have a child to inherit it," Apocalypse replied. "I needed you, because only you are capable of bearing the strongest child. I needed your immense power, your strong will."

"You'll never get your hands on Nathan..." she muttered through clenched teeth.

"I do not speak of Cable, or X-Man," Apocalypse continued. "I needed a pure child. The task was completed while you were asleep. You now harbor the devil's child, Phoenix."

"No..." she muttered.

He placed his hand on her abdomen.

"Now, it rests in here."

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AUTHOR'S NOTES: What?! That's it?! What about the rest of it? What's gonna happen to Jean? What about the Pale Riders? And what of Apocalypse's plans? Well, Jay promises to answer all those questions in the upcoming Team-X book. Unfortunately, I won't be scripting it, but I'll continue to script X-Force and X-Force: Fallen Angels with Jay plotting. - Dino