

Superman

Real Name: Kal-el (Krypton), Clark David Xavier (Earth)

Occupation: X-Man

Marital Status: Engaged to Phoenix (Jean Grey)

Ht: 6'3" _ Wt: 225 lbs.

Eyes/Hair: Blue / Black

First Appearance: "What if Superman were an X-Man?" Vol. 1 (current), Action Comics #1 (June 1938) (historical)

Superman is the last son of a doomed world. After the Skrulls found themselves unable to conquer Krypton, they destroyed the planet. Due to the Eradicator Virus, most Kryptonians would have died if they had left the planet, but Superman's father, Jor-el, had used an experimental serum, which left his newborn son immune to the virus. Rather than watch their son die, Jor-el and Lara chose to take a chance and send Kal-el to another world. Having studied Earth, and finding it to his liking, Jor-el sent his son there.



Arriving on Earth, fate lead to Kal-el's discovery by young mutant Charles Xavier. Learning of the child's origin from a telepathic transmitter in the ship, Xavier dubbed the infant Clark, and decided to raise the boy as his own.

Thus Clark became one of the founding members of the X-Men, a mutant super-hero team, dedicated to promoting peace between mutants and 'normal' humans. In this role he has encountered many hero and villains.

When not out saving the world, Superman acts a linguistics teacher at the Xavier Institute, trains with his fellow X-Men, and engages in 'normal' activities (going on dates with Jean, taking the students to baseball games, etc).

Professor X

Real Name: Charles Francis Xavier

Occupation: Headmaster, Xavier's Institute for Gifted Youth; mutant rights activist

Marital Status: Divorced (Moria MacTaggart.), currently single

Ht: 6' _ Wt: 190 lbs.

Eyes/Hair: Blue / Bald

First Appearance: "What if Superman were an X-Man?" Vol. 1 (current), X-MEN #1 (historical)

Charles Xavier was born into wealth, but did not have an easy childhood. He was only five when his father died, and when he was seven, his mother remarried. Charles life only got worse at this point, as his stepfather bullied him mentally and his stepbrother (Cain Marko) bullied him physically. Then puberty hit, and Charles mutation emerged. At first he could not control or understand his telepathic powers, noticing that his stepfather began to grow kinder, and that his stepbrother never seemed to be able to find him. But when he returned to school that fall, he found himself knowing the thoughts of his classmates. Finally understanding his power, Charles worked hard to control it. And then, he tried to understand it.

Learning about evolution in high school, Xavier began to suspect that his own DNA might be the source of his powers. His studies lead him to the knowledge that a new branch of humanity was emerging. In college, Charles studied both psychology and genetics, so he could understand what mutants were, and how they could fit in. His inquiries attracted the attention of Eric Lensherr, a fellow mutant, and the two became friends.

However Charles life would change again when a sudden decision to drive across country would lead him to find spaceship bearing the infant Kal-el. When Charles 'spoke' to the ship's telepathic message, his own telepathic powers enabled him to understand more than the message intended. Charles used his powers, and a decent amount of money, to create a paper trail showing the boy was his own, biological son, Clark.

A few years later, Charles and Eric had a falling out. Lensherr's experiences during WWII had led him to the belief that humans and mutants could not live in peace. He wanted a military side to their school, to train young mutants to fight in the coming race war. Charles disagreed, and eventually asked Eric, who had begun to call himself Magneto, to leave. Magneto responded violent attempt to take over the school. Clark and Charles together were able to drive Lensherr off. But in the battle, Charles lost the use of his legs. And Magneto had ultimately succeeded, though not as he intended. Understanding that some mutants would try to use their powers for evil, Xavier resolved to create a mutant peacekeeping force.

Xavier is now a leader in the mutant equality movement, and the force behind the X-Men. His team fights to show the world that mutants are not so different from 'normal' humans.

Phoenix

Real Name: Jean Grey

Occupation: X-Man

Marital Status: Engaged to Superman (Clark Xavier)

Ht: 5'8" _ Wt: 118 lbs.

Eyes/Hair: Green / Red

First Appearance: "What if Superman were an X-Man?" Vol. 1 (current), X-MEN #1 (historical)



Of all the X-Men, Jean Grey had the most normal childhood. Two loving parents, an older brother to pick on her, friends, a good neighborhood; Jean was a happy child. But in her 13th year, that all changed. While walking home from school with her friend Anne, a drunk driver lost control and was bearing down on them. Instinctively, Jean accessed her telekinetic powers, and diverted the car. But, her fledgling powers were not up to the task, and Anne was struck. As Jean stretched out her hand to her friend, she also stretched out her mind. Thus when Anne died, Jean experienced her death and was almost pulled

with her. Fortunately, Jean pulled back just in time. However the experience changed her. At first she simply seemed more wary, and protective. But as her powers grew, she withdrew, trying to stay away from people so she wouldn't hear their thoughts. Jean thought she was going insane, and probably would have gone insane, had Professor Xavier not found her.

Xavier taught Jean to block out other's thoughts, and she and her parents decided she should join Xavier's school to gain full control of her powers. Arriving at the school, she was greeted warmly by the students their, especially Scott Summers. Clark Xavier fell instantly in love with Jean, but seeing Scott's reaction, and being asked about Scott by Jean, Clark chose to bury his feelings, becoming close friends with Ms Grey instead. She was the first person Clark told about his alien heritage, and when they viewed the telepathic message in the ship, together, a link was forged between their minds.

Although Jean and Scott dated on and off for a number of years, Jean began to suspect Clark's feelings for her, and grew tired of Summer's rigid, by-the-book personality. Six months after her last break-up with Scott, Jean pushed the issue, and she and Clark began dating.

Phoenix is perhaps the most powerful of the X-Men. Her telepathy rivals that of Charles Xavier, and her telekinesis gives her an effective strength in Class 100. In times of extreme stress, her powers seem to suddenly increase dramatically, and at these times an aura of fire surrounds Jean. The source of this energy is unknown, as Phoenix's telekinesis does not generally affect energy.

The Incredible Hulk

Real Name: Robert "Bruce" Banner, M.D.

Occupation: X-Man, scientist

Marital Status: Married to Betsy Ross

Banner

Ht: 8'4" _ Wt: 763 lbs.

Eyes/Hair/Skin: Green / Dark Green / Green

First Appearance: "What if Superman were an X-Man?" Vol. 1 (current), HULK #1 (historical)



Dr Brian Banner would have described himself as an old-style scientist, straddling the various disciplines. His son Bruce would describe him as a monster. For much of his early childhood, his father subjected Bruce to experiments. Chemicals, radiation, primitive retroviruses, nothing was so depraved or painful that Banner would not subject his son to it. For a while the elder Banner was able to hide these experiments, even from his wife; but when she found out, she attempted to leave. Brian attacked and killed her, but Bruce called the police, and his father was arrested. Dr. Banner was convicted of murder, and sent to prison, but the horrors he had perpetrated upon his son never came to light.

Bruce went to live with his aunt. He under went counseling, but only briefly. His therapist said that he was resilient, and remarkably well adjusted, never realizing that there was another personality inside young Bruce, a personality that lost its strength now that his father was gone. The rest of Banner's childhood was fairly normal and happy. He was an excellent athlete, and an even better scholar; and graduated high school at age 16. In college he managed to earn three bachelors degrees (Chemistry, Physics, and American Literature) in 5 years, before completing his Doctoral studies in Nuclear Physics in a mere three years.

While working on the government's gamma bomb project, Bruce's life would radically change. During the one of the tests, he discovered the radiation shielding had been compromised. He ordered the rest of the staff to evacuate, but fearing that the effects of the bomb might spread to far, to fast, he attempted to disarm it. Though he managed to disable the accelerator, which would have given the bomb a huge blast radius, he was unable to stop the gamma reaction. The bomb went off, and the dose of radiation should have killed Banner. Instead, it interacted with the changes his father had made. Bruce survived but was forever changed.

The reaction caused the re-emergence of his other personality. In addition his body seemed to change due to the desires of the current personality. Bruce Banner found himself physically weaker than he had been. But when he was angered, his other personality emerged, and Bruce transformed into the Hulk. Massive and powerful, distrustful of humans and wanting to simply be alone, the Hulk would lash out at the slightest annoyance, causing tremendous damage. Trying, and failing, to control his condition, Banner was forced to go on the run, leaving everything behind. His wife, Dr. Betsy Ross Banner tried to find a cure for her husband, even as her father, General Thadius "Thunderbolt" Ross tried to hunt down the Hulk.

The Hulk's cure would come, not from the physical sciences, but from the mental ones. Superman found the Hulk; and after proving he could hurt the Hulk, but didn't want to, Superman convinced the Hulk to come to the X-Men's headquarters. The Xavier's Institute provided a safe haven for both of Banner's personas. And with some telepathically assisted psychotherapy, Professor X was able to reintegrate Bruce and the Hulk into one personality. As a result, he is still large and green, but not quite so large as the Hulk used to be. He thinks of himself as Dr. Bruce Banner, with the Hulk being more of his costumed persona. He still has some rage issues, but is better able to keep and regain control when angered.

August, 2004, Xavier's Institute for Gifted Youth

"Clark, you bedda come see dis! She's ad it again!"

Remy's voice roused Clark from his sunbathing reverie. Though he wasn't tanning, since the sun didn't change the color of his skin, it was still a good way to relax and recharge, literally. And it did have other advantages; Clark glanced over his fiancé's lithe body, barely covered by the black and white bikini.

As Gambit's words sank in, Clark stood, and strode quickly towards the manor. He was vaguely aware of Jean's footsteps behind him. 'She' could only be one person, the current bane of his existence. Supergirl...

The news was showing live images of Central Park. In the upper-left corner of the screen, a young blond floated. She was wearing a skintight, short-limbed, jumpsuit with a plunging neckline. The top of the costume was navy, the bottom scarlet, split by a silver 'belt'. Her gloves matched the scarlet, and her boots the navy. But most important, was the symbol of House El. The 'S' and pentagon were blazed in silver across her chest. That, combined with her similar powers and the fact she called herself Supergirl, naturally lead to the conclusion she was in some way connected to Superman. And thus, when she made mistakes, some of the blame fell on Superman. Clark had been trying for weeks to make contact with her; but even at Mach 10, it took him roughly 3 minutes to reach New York City, and by then she had always been gone...

The younger Xavier groaned as the girl danced out the path of a missile. She was fighting 4 large 'insectoid' robots; a spider, two scorpions, and a wasp. The projectile she avoided struck one of the nicer apartment buildings, revealing a pair of well furnished, but fortunately unoccupied, rooms.

"I'm going," Clark stated simply, 'walking' out of the room.

'Clark,' Jean thought, 'I'm coming with you.' He nodded mentally, and in a matter of seconds, the lovers were coursing across the sky, heading for the Big Apple.

"Come on," Supergirl shouted, "Is that the best you've got?"

As if in answer, the hornet fired an energy beam that struck her square in the chest. Stunned, Supergirl recovered just before she struck the ground.

The Spider Slayers were beginning to annoy her. Didn't whoever controlled them watch the news? Spiderman was in Paris, fighting Morbius-spawn with the Black Cat and Blade. Oh, well, that just left the fun for her.

She pointed her hands at the hornet, and fired an energy blast that destroyed one of the machine's wings. Undeterred, as the mostly ornamental component dropped away, the machine followed Supergirl around the park. She dodged another barrage, but the news helicopter behind her wasn't so quick or lucky.

"I got you," she shouted charging after the chopper. But before she reached it, the hornet's legs grasped her ankle, and she was pulled to a stop.

"Nooooooooo," her howl of protest turned to a scream of pain as the hornet's stinger began to fire rapidly into her body. The bolts, designed to knock out Spiderman, overcame her defenses, and she began to lose consciousness. It felt like she was falling...

She realized she was falling. Forcing her eyes open, Supergirl pulled up just a few yards short of the ground. As her vision cleared, she saw the helicopter was sitting on the ground as though it had landed, and the crew was now outside, filming something over her right shoulder. As she turned, she heard a metallic screech.

Superman held a large, metallic ball that, only microseconds before, had been the mechanical wasp. Gripping the sphere tightly, he hurtled himself towards one of the scorpions. He slammed the ball into the machine's head, then dodged the darting stinger.

Phoenix, having saved the news crew, now turned her attention to the spider. It was trying to sneak up on Superman, so rather than force her fiancé to divert his attention, she picked the arachnid up, and dropped it on it's back. As it tried to right itself, Phoenix started to telekinetically disassemble it.

"You might want to stop that one," Jean said to the young heroine. Supergirl snapped out of her trance, and charged the last robot. Jean smiled slightly. She or Clark could have easily dealt with the last enemy, but both wanted to see how Supergirl 'worked' in person.

Supergirl summoned the energy field around her hands. But instead of firing at the scorpion, she flew through its left arm. Her energy field cut through the metal, and the claw clattered to the ground. Turning back, she pointed both hands at her foe, one fingers out, and the other a fist. The energy bolts from her fist put large dents in the robot's armor while the bolts from her fingertips cut through the armor. Deciding the cutting shots worked better, she uncurled her fist, and continued to slice holes through the machine. After a few dozen shots, the machine collapsed. Supergirl turned to look at the other two heroes.

"Umm, hi?" Supergirl grinned sheepishly. Superman's eyes flashed red, and a beam of heat vision shot narrowly past the young woman. She spun and saw the scorpion's tail, ready to fire at her back, now melted.

"Come with us," Superman said, sternly, "We need to talk."

34 minutes later, in the Beast's lab.

"Carol Danvers, age 19," Superman announced, looking at the girl's ID. They had taken her back to the Institute to talk, and Beast had offered to perform a genetic scan. Stating this was team business, Remy and Kurt had talked their way into the 'meeting'. Clark knew they just wanted to get a better look at Supergirl. Thick blond hair, piercing blue eyes, high cheekbones, a strong straight nose, she was quite attractive. If that was your thing; and you didn't have a much more attractive fiancé. Jean shot Clark a sly smirk, as if she knew what he was thinking.

"So, Ms Danvers," Clark used his authority voice, "Why did you choose to copy my insignia?"

"We have similar powers, and we're both aliens, so I thought we might be distant cousins or something."

"How you know Superman's an alien?" Gambit asked what all the X-Men were thinking. Most of the world thought he was a mutant.

"A few years back, Superman and Iron Man were fighting those rebuilt Sentinels that Modok sent to attack Stark Industries. I was, um, observing. One of the Sentinels said Superman was an unknown lifeform, and when Iron Man asked him about it, Superman told him he was an alien."

Jean nodded, confirming Danvers' honesty.

"And you are an alien?" Superman prompted.

"Well, part-alien. My mom always told me her dad was from another planet. But I didn't really believe her until I started developing powers."

"Be that as it may, I doubt we are related." Superman lectured, "And..."

"That's not true," Beast interrupted. Everyone stared at the blue scientist, and he explained.

"Supergirl's genetic structure is composed of three distinct species. One of her grandparents was an alien, from a species I don't recognize. Most of the rest of her is Human. But a very small part of her DNA is quite obviously Kryptonian."

"What... How?" Clark stammered.

"Don't know. With what I know of Kryptonian DNA, I'd say one of her ancestors, maybe 16 to 22 hundred years ago, was a Kryptonian."

"But that's before Krypton's industrial revolution. How did a Kryptonian get to Earth?"

"Again, I don't know," Beast shrugged, "Alien abduction, magic, or maybe time travel. All I know is she is part Kryptonian."

"So can I keep wearing this," she patted the symbol of House El on her chest, and Kurt's eyes bulged.

Superman sighed.

"Alright, but on one condition. From what I've seen, you are reckless, lacking control, and not aware of your surroundings. You need some training."

"So can I stay here with you?"

"No, I have someone else in mind..." Superman walked over to the video communicator, and dialed the Avengers Mansion. A few seconds later Captain America appeared on the screen.

"Hello Clark. What can I do for you?" Roger's asked immediately.

"Actually, I'm going to help you out. You know how you keep asking me to join the Avengers? Well, I'm going to give you the next best thing..."

Supergirl

Real Name: Carol Jane Danvers
Occupation: College Student, Costumed hero
Marital Status: Single
Ht: 5'5" Wt: 101 lbs.
Eyes/Hair: Blue / Blond
First Appearance: "What if Superman were an X-Man?" Secret Files & Origins

Carol Danvers early life was that of a military brat, constantly moving. When she was 9 her parents split and her mother settled them in New York City. Carol's adolescent body was awkward; skinny and gangly. When she would come home from school, crying, her mother comforted her by telling her about her grandfather, the heroic alien. Danvers didn't believe the stories, at least until she accidentally shot out her neighbor's window with an energy bolt. Carol's grandfather was in fact Captain Mar-Vell, the WWII hero, and unbeknownst to most, agent of the Kree.

However Carol did not (and still does not)

know this, and noticed her powers were similar to that of another hero, Superman. Although the legendary X-Man was a mutant, she still felt a connection to him. She began to fight crime in secret, and occasionally stalked New York's other heroes. Following Iron Man and Superman one night, she learned Superman's secret; he too was an alien. This made up her mind. She adopted his symbol, and openly fought for justice as Supergirl.

This caused some problems for Superman, as she tended to make many mistakes, and was naturally connected to him.

And it turns out there is a connection between Superman and Supergirl. Somehow, some unknown manner, she inherited Kryptonian DNA from her father. Her powers spring from the mixing of her three different heritages.

Since she is part Kryptonian, Superman agreed to let her keep his symbol, if she trained with the Avengers to gain better control of her powers, and learn tactics.

Supergirl possesses Class 70 strength. She can fly at approximately Mach 6, and has improved vision and hearing associate with high-speed movement. She is also nigh invulnerable. It is unknown if her Kryptonian heritage makes her vulnerable to Kryptonite. Her greatest power, is the energy bolts she can fire from her hands. They do



not conform to any known energy type. If she fires them from her fists, the bolts do crushing/impact damage, like a fist. But if she fires them from he fingertips, the beams cut what they hit.

A slight shimmer in the air, was the only clue to the passage of the Skrull infiltration vessel. The small ship landed in a forested region of the mountains of southwestern Pennsylvania. Close to the target, but not too close. Within the confines of his hidden ship, the warrior reviewed the target data again. Satisfied, he triggered the hatch, and stepped out into the woods.

Even through the dense cover, he could feel the sun hitting his skin. The alien felt a rush like never before. Power, pure power flowing through his veins. He would complete his mission with ease, and destroy the one who had humiliated the Empire. Assuming the form of an Earth avian called a raven, the Skrull lifted into the air. Flying faster than any real raven, he headed north and east, towards his target...

Clark David Xavier was bored. Most of the rest of the team and students had gone to visit their families. Only Beast and Forge had remained. And they were in Forge's lab, with Charles Xavier, doing some experiments on Kryptonite. Which, of course, meant Clark was banished from the base. Outside, he had amused himself by playing a one half on one half game of volleyball (he beat himself, 16 to 18). So now he was meticulously reading through 'The Great Hunt' again, searching for spelling and grammar errors. He could have flown into Westchester to purchase some new reading material, or flown to NYC to join Jean and her family... But he was so rarely bored or alone, that Clark decided to savor the moment. He could feel Jean's amusement at him, and sent her a mental raspberry.

Suddenly the book and the wooden deck chair burst into flame. Clark leapt clear of the flames, and put them out with his ice breath. Confused, and more than a little suspicious, he searched for the cause of the combustion. Nothing seemed out of the ordinary, the only animals were a few squirrels, and a large raven. Could he have accidentally used his heat vision?

Superman felt heat building on his chest, burning a pair of holes in his shirt, and reddening his skin. He ducked, but the energy followed him. It was then he noticed the bird was staring at him. Like it was projecting the heat.

'Could it be a mutant?' Clark asked himself. Then the wind shifted, and he got a whiff of something. Something odd, and familiar. He grabbed a smoldering chair leg, and threw it side arm at the raven. Impossible quick, the black avian dodged, never taking its eyes of him.

"Why don't you show yourself?" Superman asked, "Otherwise, I will just go get the pink gas."

"Alright," the bird squawked, flying to the ground. Its form flowed into that of a Skrull. Or a close approximation of a Skrull, as he was a foot taller, and much more muscular than the rest of his race.

"What are you doing here?"

"I'm here to make you pay, Kryptonian."

"That seems unlikely," Superman charged the alien. But somehow his opponent deftly stepped aside and, with incredible strength, brought his elbow down on the back of Superman's neck. The hero fell to the ground, and then quickly rolled to his feet.

"How?" Clark asked, rubbing the back of his neck.

"If you are the 'super' man, I guess that would make me the Super-Skrull."

"Not that super," Superman rolled his head back and forth, to work out the kink, "I hit harder, and your heat vision isn't half as strong as mine."

The Skrull growled and Superman continued.

"That's it, isn't it? You're supposed to have my powers."

He charged the Skrull again, and again the Skrull dodged. But this time Clark pivoted into a spinning heel kick, sending the alien flying. The Skrull stopped in mid air, and fired his heat vision at the Kryptonian. Superman countered with his ice breath, creating a dense cloud of steam where the two attacks met.

Seizing the advantage, the Super-Skrull flew through haze, driving his fist into Superman's stomach. The invader launched into the Skrull Derision Attack Series, a martial arts form guaranteed to keep a foe of similar or lesser abilities off balance.

Clark was on the defensive, blocking the Skrull's barrage. Falling back on Logan's training, he watched for weaknesses. As he gauged his opponent's style and physical abilities, he began to turn the tables. After landing a few key blows Clark forced his attacker to retreat.

"It would seem you aren't as strong or fast as I am," Superman observed, "Maybe you should retreat."

The Skrull lunged at him in anger. Superman boxed the soldier's ears, and then brought his knee up the Super-Skrull's chin. The green alien rocketed into the sky. In fact, he traveled farther than he should have, eventually disappearing from Clark's sight.

"He'll be back," Clark sighed out loud.

Super-Skrull

Real Name: Kl'rt

Occupation: Skrull Soldier

Marital Status: N/A

Ht: 6'1" _ Wt: 625 lbs.

Eyes/Hair: Black / N/A

First Appearance: "What if Superman were an X-Man?" Secret Files & Origins (current),
Fantastic Four (Vol. 1) #18 (historic)

After their defeat on Earth, the Skrulls sought revenge on Superman, who they blamed for the defeat. To that end, they chose Kl'rt to undergo implantation with the Geno-Raditron. The device sends a radiation surge throughout his body; in this case, causing his cells to act like Kryptonian cells.

He attacked Superman, and found out the drawback. Because he wasn't a real Kryptonian, he only had about half of Superman's strength, speed, etc. Determining, he could not win, the Super-Skrull retreated.

But his loss was expected; his first attack was only a trial run. His handlers revealed the device could transmit more than one type of radiation to him, and could give him the powers of multiple, radiation powered, heroes. After some fine-tuning the Super-Skrull might just be stronger than Superman, and have more powers...