Though the war spread to other planets, the Autobots never could have imagined meeting such incredible beings. Beings of marvelous power. With their help, the course of the war could change forever.

A TFP/Marvel/DC crossover. Read inside for further details.
Darkness Rising Part 1

Chapter Notes

A/N: The idea here is based on Marvel's past history. They used to own Transformers, and they almost owned DC comics. So it's basically an idea where Transformers: Prime is written in a way where the question of "What if Marvel still had Transformers and owned the DC characters?" is answered. Don't worry, I won't overload this with a bunch of characters from any of those three, just a few select ones. I know which ones they are, but I'll reveal it as I go.

Disclaimer: I don't own Transformers, Marvel or DC comics, as they all belong to their respective owners. And I make absolutely no profit on this, and I honestly don't see how I could, which makes disclaimers in general seem stupid.

See the end of the chapter for more notes

Jasper, Nevada

4:47 PM

In a small town surrounded by seemingly endless desert and rocks, a sixteen-year-old teen worked a job at the local fast food joint, K.O. Burger. His name was Jack Darby. He was a fairly tall kid for his age, and he had jet-black hair, blue teal eyes, and his attire consisted of wearing a dark gray short-sleeved shirt over a light-gray long-sleeve shirt along with blue jeans and black shoes. Currently, he wasn't very pleased with his life, and that's due to the fact that the customers in the drive-thru would often give him very little appreciation. Like right at that moment:

"Welcome to K.O. Drive-in, where every patty is a knockout," said Jack in a bored tone, "May I take your order?"

The customer on the other side of the microphone said, "Uh, two super combos with extra fries."

Getting the order ready, Jack replied, "Okay, dos numero tus. Anything else?"

"Yeah, some advice; how do I get an awesome job like yours?" joked the customer, laughing with his friends on the other end.

Jack rolled his eyes and put the bags with their orders on the window before saying sarcastically, "So that's two 'we're not as funny as we think we are' combos with a side of 'bite me'!"

The customers stopped laughing as the lead one asked, "What'd you say?!"

"Five fifty nine, Sir, at the window."

The Customers' car rolled up to the window where they grabbed their meal and drove off without paying.

Jack, upset but not surprised by this turn of events, quietly said, "You have to pay for that!"

Sighing, the sixteen-year-old boy called it a day and put his job hat away. Then he walked out the
door to the parking lot, and as he did, his phone began to ring. Pulling it out of his pocket, Jack flipped it open to see who it was before putting it up to his ear and answered, "Hey Mom."

"Hey Honey. You okay?" asked Jack's thirty-nine-year-old mother, June Darby, on the other end.

"Yeah, I just got off."

"Are you heading to the dance?"

"No, I'm not going to the dance. Experience suggests that I should never cut a rug. Unless I'm installing carpet, of course."

"Well just be careful is all I'm asking."

"Be careful? Seriously? This is Jasper."

"That may be, but just in case, please? For me?" asked June in a semi-pleading voice.

"Fine," said Jack rolling his eyes.

"Oh, and before I forget, Steve's coming over for dinner."

"Oh, yeah…Steve. That's great…" says Jack, trying and failing to sound enthusiastic about the idea of having dinner with his Mom's boyfriend, Steve Rogers.

"Look, Jack, he's not trying to replace your father. No one is." June hadn't dated since her husband died when Jack was seven. But since nearly five months ago, she'd been dating a tall, handsome, and well-rounded man by the name of Steve Rogers, who had moved there not long before the two met. When they began dating, June found herself in a great relationship with an all-around great guy.

Jack, on the other hand, didn't know what to think because, while he was glad that his mother was happy, he didn't want anyone to replace his father. "I know, but-

"No buts. The three of us are having dinner together, and we will all enjoy ourselves. Got it?"

Jack sighed in defeat before saying, "Yes, Ma'am."

"Good!" said June triumphantly.

Suddenly, Jack noticed a blue motorcycle sitting in the parking space in front him. He took a good look at it before saying, "I love you!" Realizing that his mother might've heard him, he quickly said, "Yeah, I love you too, Mom. I gotta run." Then he hung up on her before going to inspect the blue bike.

"Hello Beautiful…" said Jack, not realizing that the side mirror on the bike turned to face him.

"Where have you been all my life?" Putting his hands on the seat, the sixteen-year-old said appreciatively, "Nice!"

Getting his hands on the wheel, Jack sat himself down on the seat before saying, "It may take a few K.O. paychecks, but I am gonna own a ride like you someday."

Jack was interrupted from his fantasy by the voice of a teenaged girl, who said, "Are you talking to your motorcycle?"

Looking away from the bike, Jack saw it was two popular girls from his own school, specifically Sierra Bishop and her friend Liz Hardy, who stood there laughing at what he did.
"Eh-m-my motorcycle?" said Jack, looking for words to say, "Uh, no! I-I mean y-yes-yes! It's mine, but I'm not talking to-well to you, I am." Face-palming himself, Jack went on to try and change the subject and asked, "So, how's things, Sierra? Take you for a spin sometime?"

Jack and the girls didn't notice the bike's side mirror move to see two dark-purple muscle cars rolling up close to them. The bike thought to itself in a feminine voice, *'Come on Smooth Operator! Wrap it up!'*

Sierra looked at Jack quizzically and asked, "You…know my name?"

"Yeah, we're in home room together. I'm Jack. Jack Darby?"

Before any of the teens could continue, however, the two muscle cars revved their motors and shined their lights at them.

The blue bike moved her mirror and mentally cursed, *'Scrap!'* before driving off with Jack as the muscle cars chased after them.

Jack screamed "Whoa!" multiple times as the bike he was holding onto for dear life sped down the road, trying to lose the cars behind them.

The blue bike finally spoke out loud before saying, "Don't let go!"

A surprised Jack screamed, "WHO SAID THAT?!"

The two cars finally caught up to them and were about to crush them when the blue bike pulled Jack and herself back. The two cars bounced off each other, making an opening that the she was very quick to use. The bike drove herself around the corner and into an alley before doing a screeching spin stop.

Jack got off the bike almost immediately before backing away in a frightened manner saying, "What are you?!!"

The bike turned to Jack before threatening, "I don't exist. Tell anyone about me, and I will hunt you down!"

Jack nodded before running off into another alleyway. Noticing that the cars from before were driving behind it, the bike began to drive towards the end of the alley before her mirror saw one of them go in Jack's direction. *'Scrap!'* she thought as she turned around and drove its way into a jump over the car chasing her. Then she went down the other alleyway to chase the other car, who was after a running Jack Darby.

Jack panted as he shouted, "I DON'T EVEN KNOW HER!" which did not deter the purple car from rushing towards him.

The bike managed to drive over the car driving towards Jack and got right beside him before shouting, "HOP ON!" which the sixteen-year-old did without hesitation.

As they drove out of the alleyway, they made a sharp turn onto the main road with Jack giving another "WOAH!" As Jack and the bike turned onto the highway, the purple cars behind them began to shoot energy-like bullets at them.

Once they were on the main freeway, Jack asked his transport, "Why are those guys shooting at us?!"
Snaking her way between the traffic, the bike replied, "There's no 'us' kid, and they're no guys!"

Looking back, Jack saw the two cars still close behind them. Then, he noticed a yellow Urbana 500 with black racing stripes come onto the highway from the entrance ramp and slam into the twin cars before driving up to where Jack and the bike were.

"Friend of yours?" asked Jack.

The bike's response was, "Family."

As Jack continued to ride the bike onward, the yellow Urbana got into a slam fest with the two purple cars, trying to avoid hitting any other vehicle.

After another minute or so, Jack finally faced forward and saw that the road ahead involved a bridge still under construction, which meant that there was a big, blocked, gap straight ahead.

Fortunately, the bike drove up to the side and jumped off the freeway and did a few more hurdles until they reached the drainage canal right below the bridge. Once they stopped though, they found themselves face-to-face with the twelve-year-old Rafael Jorge Gonzales Esquivel, or "Raf" as everybody liked to call him, who dropped the remote control for his toy car as he looked at Jack and the bike in awe. Raf had brown hair and eyes, wore red-squared glasses as well as an orange dress shirt, blue jeans and orange sneakers.

"Whoa!" said Raf.

Jack caught his breath before responding, "Whew, you have no idea."

As the teen got off the bike to greet Raf, they both heard the sounds of motors revving and looked up to see the two purple cars from earlier atop the concrete closest to the incomplete bridge.

Jack and Raf's expressions turned scared when the cars drove down the concrete towards them, and, much to the surprise of the two humans, transformed into robots, nearly twenty feet high each. The robots had silver faces of sorts with a red visor acting as the eyes. Their bodies were mostly black and purple colored with large shoulders, lean forms and their heads were hunched over. On their chests were a symbol of sorts that looked like a mouth-less face with malevolent intentions. With their black legs and three-digit hands, they robots moved towards Jack, Raf, and the Bike.

The bike, however, had a little surprise of her own and shifted her parts around to transform into a sixteen foot tall feminine robot with blue armor, black thighs, upper arms and waist, pink highlights on her blue head, and a silver chrome face. Her lips were faintly pink, and her eyes were glowing blue with anger. Once her transformation was complete, she stared down the two other robots and said, "This ends here, Cons!"

And the fembot charged towards the other robots while narrowly dodging their laser fire. She jumped into the air and landed her foot on one of purple "Cons" before dodging the other's fire and kicking it in the chest as well.

Both Jack and Raf stood still in awe at the scene before the younger of the two said, "W-What are they?"

"Talking cars that turn into robots," said Jack nervously unsure, "Or the other way around."

The blue fembot laid a whole series of ferocious punches and kicks at one of the Cons, and through a series of punches to the Con's face, she said, "This-is-for-Cliff!"
For a brief moment, Jack wondered, 'Who's Cliff? Must be somebody important if she's THAT upset about it.'

Once her blows were done, the Cons proceeded to fire on her. The fembot did a number of backflips before getting shot once and found herself scraping across the concrete.

Jack and Raf exchanged worried looks, but then looked up as they heard car engine rev up above them. As they did, the yellow Urbana 500 from earlier jumped off the incomplete bridge before transforming into a robot as well. When it landed, the yellow bot nearly crushed one Con before giving the other a right cross on the jaw.

The blue fembot groaned as she got up and rubbed her head, "Ugh…"

The yellow bot stomped his foot on the face of one Con before backing away from his downed opponent. As he did, however, a loud crunching sound was heard, and he looked down to see that he had crushed a yellow toy car that belonged to Raf. The yellow Bot looked at Jack and Raf and made a series of mechanical whirs and beeps whilst looking apologetic.

Raf responded, "No problem. Really."

Suddenly, they were interrupted when the Con got back up and shot the yellow Bot, sending him flying and twirling until he landed a few feet away and face down. He was about to get up when a Con stomped his foot on the yellow bot's back. The yellow bot managed to roll over so that he could see the two Cons standing over him and pointing their guns at him, ready to fire in his face at any second.

Raf got upset by this and yelled, "Leave him alone!"

Unfortunately, this only caused the two Cons to focus their guns at him and Jack.

Raf got scared and said in a scared voice, "Please?"

Jack lowered himself to Raf's level and said, "Bad call."

The Cons exchanged a nod before the one closest to Jack and Raf began walking towards them. The two boys made a run for it with Jack yelling for Raf to keep running, "Come on, come on!" The con followed them as they entered and ran into a drainage tunnel. Once they were in, Jack shouted, "Keep moving!" as the robot reached it three-digit hand to grab them.

Then, the boys heard a loud metallic clang and turned to see that the Con was no longer at the entrance and was fighting someone. Not one of the other robots, but rather a tall man. A man wearing a blue outfit with red and white stripes along the midsection, white on the sleeves, red gauntlets and boots, and a blue cowl with white, stylized wings on the sides and a white A on his forehead. On his waist, he wore a belt with a number of big pockets, and in his right arm, he held a shield with a white star on a blue circle with ring pattern of red-white-red. This star spangled man was seemingly holding his own against the purple and black antagonist.

The two boys stood in the drainage tunnel with dumbstruck awe at the scene before them. Raf was the first to give voice and asked, "Is that-?"

"Captain America?!" finished Jack. Even from their distance, Jack got a good look at his and Raf's rescuer, and thought, 'I don't know why, but something about him seems familiar…'

Jack would've continued pondering had the superhero in question turned to face them and yell, "Don't just stand there, go!" Then he proceeded to hit the oversized robot over the head with his
shield, creating a loud clanging sound.

"You heard the man!" said Jack as pulled Raf along with him into a run towards the other end of the tunnel.

6:38 PM

After eventually finding their way out of drainage tunnel and making it back to their suburb, Jack and Raf agreed to keep quiet about what happened and went their separate ways for the day. Jack walked up to his house and knocked on the front door, where his mother stood in the hallway with her arms crossed and her foot tapping.

"Jackson Benjamin Darby, where have you been?!!" yelled June at her son.

"It's a long story," was Jack's reply.

"Try me!"

Sighing, Jack said, "Alright, but can I go get a shower first? I had go run through a sewer for about an hour and a half."

"Why were you-" before June could finish her sentence, she got a good whiff of Jack before covering her mouth and noise, and saying, "Ugh! You do need a shower, but don't think that means this conversation is over, Young Man!"

"I didn't think it was," muttered Jack as he made his way to the shower. About twenty minutes later, he got out, got dressed, and made his way to the kitchen where his mother was preparing tofu. Being a nurse, June Darby was a bit of health nut.

"Ah, tofu..." said Jack unenthusiastically, "my favorite meal."

"Better than eating that junk you hand out to people at your job," replied June without turning to face Jack.

Before Jack could respond, a knocking sound was heard at the door, to which June said, "I'll get that."

Jack listened as he helped set the table for three people, as he could already tell who it was at the door.

The door opened and the sound of June's boyfriend could be heard, "Hey June."

"Oh, hey Steve!" replied the nurse happily surprised, "Glad you could make it."

"It was no trouble, June."

As they exited the hallway, June came into view with a man with blond hair, blue eyes, six foot five inch height, and dressed in a white t-shirt, khaki colored cargo pants, and brown work shoes. His shoulders were wide, and he seemed perfectly muscular, almost as though he exercised every day. June had informed Jack that when she and Steve started dating months ago, he told her that he had served in the Army, which is why he always exercised.

The former soldier smiled at the sixteen-year-old and said, "Hi, Jack."

"Hey Steve," replied the somewhat distracted teen, who was sitting at the table.
"Something on your mind?" asked Steve as he and June got situated.

"Well-" started Jack before his mother interrupted.

"As a matter of fact, Steve," started June, looking from her boyfriend to her son, "Jack was about to explain to me why he was so late in getting home."

"This should be interesting," said the soldier, almost as though he had something on his mind as well.

"Indeed," replied June looking at her son sternly.

Clearing his throat, Jack said, "Well, the thing is…" Jack tried to think for a minute about what to say, 'What am I supposed to say? That I ran into a transforming robot rumble?' After about half a minute, Jack finally said, "Well, after work, I saw this bike I was interested in getting once I build up enough money."

"Uh-uh…" said June listening.

"Then…this…" Jack drifted trying to find the right words without sounding crazy.

"Girl?" asked Steve.

"Yeah, girl, who appeared out of nowhere to…take the bike for herself. Then these two purple cars come in and the girl makes me get on the bike…which resulted in the two of us getting chased by the two cars down the highway."

"Really?" asked June in a voice of both unconvinced and curiousness.

"Yeah, and…"

"Why were they chasing you?" demanded June.

"I honestly don't know. I even tried to get off the bike and tell the guys chasing us that I didn't even know her. But, whatever their reason was, they were in hot pursuit."

"I imagine they were," said Steve taking a sip from his glass.

"After trying to get rid of the guys on the freeway, we ended up in a canal, where I finally got off the bike. The guys in the purple cars finally got out and they and the girl got into a fight."

"A fight?" said June worriedly.

"Yeah, but I didn't stick around long enough to see the outcome." Deciding not to mention Raf and risk getting the twelve-year-old in trouble, Jack continued, "So I ran inside the drainage tunnel where I ended up navigating my way through the sewer before finally getting back above ground and coming home."

June sighed a bit before saying, "Well, I'm glad to know you didn't get involved."

The sixteen-year-old sighed himself before digging into his tofu.

However, Jack found himself in an awkward position again when his mother smiled a bit before asking, "So, this girl you rode with, what was she like?"

Jack nearly choked as he was caught off by the question, and after a couple coughing fits, he managed to regain his voice and say, "Well…she was…unlike any girl I've ever met!"
Unfortunately, it didn't deter his mother, "How so?" she asked calmly.

"Um…well…she…had some…unusual features."

"Like?"

"Uh…she…was mostly dressed in blue…and she was easily the tallest…woman I've ever come across."

"How tall was she?"

Before Jack could think up an answer, Steve gave a divergent question, "Can you describe the guys she was fighting?"

Silently thanking Steve for changing the subject somewhat, Jack answered, "They were tall, but they were dressed darkly and wore some kind of masks." Technically it was true, the Con robots that he saw had no actual faces to speak of, so they could have easily been wearing masks of some sort.

Steve nodded before ending the discussion with, "Well, what's important is that you got out of there alive and in one piece."

"Yep!" agreed Jack, "So let's eat before the tofu gets cold. Shall we?"

With that, the three of them ate their meal. It lasted for about an hour before they were finished and Steve left to go home.

3:07 PM

The next day, after school was dismissed, Jack walked outside and found Raf, then walked up to him before saying, "Raf, hey…" The sixteen-year-old rubbed the back of his head before saying, "Look, let's just…keep this between us and forget anything ever happened, ok?"

The twelve-year-old knew what Jack was talking about, and was about to respond when the honking of a car got their attention. They both looked to see where the sound came from, and Raf grabbed the older teen's arm and gasped enthusiastically, "Jack!"

It was the yellow Urbana 500 from yesterday, and as it rolled up to where the two were, Jack rolled his eyes saying, "Oh, not again!"

Once it was right in front of the boys, the Urbana 500's door opened up to show an empty seat, followed by a series of mechanical whirs.

Jack tried to understand and asked, "It…wants us to get in?"

"No," said Raf, "just me."

"How do you know that?"

The twelve-year-old shrugged saying, "It said so."

Looking even more confused, Jack responded, "What?"

Grabbing the older teen's arm and pointing to the parking lot, Raf said, "Yours is over there."

Jack was surprised to see that the transforming blue, motorbike from yesterday was there, but he still
wasn't on board with going, so he said, "But I really don't think-"

Except the younger boy wasn't listening, and instead got in the yellow car asking it, "How's it going?" before the door closed.

"Raf?" asked Jack, and as the car drove off, he yelled, "Wait! Stop!" only to be left behind in a dust cloud. The sixteen-year-old looked to the blue bike before turning away and walking on the street side away from the school. It wasn't long before he found himself in an alleyway, and not long after, the revving of a motorcycle engine. The said motorbike went past him and swerved in front of him.

"Relax," said the bike, with surprisingly still person on top of her wearing a helmet that didn't show a face, "I just want to talk to you."

"Don't you mean you and your new friend?" asked Jack, referring to the person riding on the bike.

"Kid, there's a lot you don't understand," replied the bike as the person on top of her disappeared, revealing to be nothing more than a hologram.

Putting his hands up, Jack said, "N-No, I get-I get!" Putting his hands down, Jack began to walk away from the bike saying, "First rule of Robot Fight Club is 'you don't talk about Robot Fight Club.' What you need to understand is that I don't want a bunch of crazy, talking vehicles-" right behind him, the bike transformed into her robot move, "-following me around, trying to get me killed!"

"Look," said the fembot as Jack turned to face her, "Jack, is it? Your personal safety is exactly why Optimus Prime has requested your presence."

Jack backed away a little as her face got closer to his, "Uh-Optimus Who?"

"You may be in danger because you are one of the few, one of the only, who have ever seen us."

"Dude, what're you waiting for?!" came a girl's voice, and both Jack and the fembot looked to see the fourteen-year-old transfer student, Miko Nakadai, poking her head around the corner and listening in on their conversation, "Go with!" she chirped.

The fembot cursed saying, "Scrap!"

3:32 PM

On the desert road, Jack found himself with riding on the fembot in her bike form, with Miko sitting right behind him, and the yellow car right in front of him with Raf in it. Both vehicles had dust trails after them.

"WOO-HOOO!" yelled Miko, enjoying the thrills of riding on the bike.

"And why exactly are we taking her?" Jack asked the bike.

"Rules!" was her only answer.

As they drove further, they soon found themselves off the road and driving into a mountain up ahead, which scared the sixteen-year-old, "Hey, what-WHOOOAAA!"

Thankfully, the mountain made an opening for them, revealing a lit tunnel inside. Once the kids and vehicles were in, the doors closed up, and they traveled down the tunnel into what appeared to be a large command center with the mountain acting as the walls and ceiling.
Miko expressed her awe at the place by saying, "Whoa…"

At what appeared to be a large computer terminal, there was a large robot with an orange and white color scheme and had what appeared to be parts of an ambulance covering him. Another large robot came into view, one who appeared to be very round, and had a green and black color scheme, four-digit hands, and large chin of sorts.

At the sight of them, Jack and Miko said, "Whoa…" while Raf said, "Cool!"

The two teens got off the bike while Raf got out of the yellow car, and the aforementioned vehicles transformed into their robot forms as soon as they became short on passengers.

The white and orange robot walked up to them and expressed his curiosity, "I thought there were two?"

"Haven't you heard?" said the fembot sarcastically, "Humans multiply." Then she walked off to the wall where she leaned back and crossed her arms.

The twelve-year-old extended his hand to robots and simply introduced himself, "I'm Raf."

The fourteen-year-old transfer student walked up to the green robot with excitement and said, "I'm Miko. Who're you?"

The green robot replied in an uncertain voice at her, "Bulkhead."

Miko gasped and proceeded to shoot her mouth at him, "Are you a car? I bet you're a truck-A MONSTER TRUCK! Do you like Heavy Metal? How much do you weigh? Ever use a wrecking ball for a punching bag?" Bulkhead only stood silent, unsure of which question to answer, or what her questions were about.

Raf gave his voice as well, "So, if you guys are robots, who made you?"

The white and orange robot scoffed at the question and responded, "Puh-lease!"

The kids heard loud footsteps and turned around to see a large blue and red robot walk up to them. Looking down at the three, the robot explained informally with a bass voice, "We are autonomous robotic organisms from the planet Cybertron, also known as Autobots."

Jack stepped up to the large Autobot and asked, "Why are you here?"

Again, informally, the Autobot said, "To protect your planet from the Decepticons."

"The jokers who tried to bump us off last night," added the fembot so that the kids would understand.

Looking from the fembot to the red and blue Autobot, Jack asked, "Okay, why are they here?"

The large Bot kneeled down and looked at them saying, "A fair question Jack. In part, they are here because our planet is uninhabitable, ravaged by centuries of civil war."

"W-Why were you fighting a war?" asked Raf.

"Foremost, over our world's supply of energon; the fuel and lifeblood of all Autobots and Decepticons alike. The combat was fierce, and endured for centuries. In the beginning, I fought alongside one whom I considered a brother, but in war, ideals can be corrupted, and it was thus, that Megatron lost his way."
Miko sighed in an uninterested way and asked, "Is there going to be a quiz?"

Raf and Jack gave a glare for being rude, before turning back to the red and blue Autobot. Jack then asked, "So, what does Megatron, or any of this, have to do with us?"

"Megatron has not been seen nor heard from in some time," answered the Autobot, "but if his return is imminent, as I fear, it could be catastrophic." Getting back up, the red and blue Autobot continued, "And since you now know of our existence, I fear that as of last night, the Decepticons now know of yours."

"Got it, we spot any strange vehicles, call 911," answered Jack, eager to leave, "Can we go now?"

Miko looked at him a like he said something crazy and asked, "Are you insane?! I am living a dream her in Botswana, and I will not allow you or anyone else to shatter it!"

Jack rolled his eyes at her before the red and blue Autobot got their attention, "It is best that you three remain under our watch. At least until we can determine our enemy's intentions."

"Which is why you're being brought in on this," said a different, yet familiar voice. The three kids turned toward the voice to see that it belonged to none other than Jack and Raf's human rescuer from the previous night, Captain America. He stood on top of one of the platforms and looked down on everybody as the three adolescents stared in awe. Walking over the ladder and climbing down, the star spangled superhero made his way towards the two teens and twelve-year-old before saying, "I bet this must all seem surreal to you. Meeting a guy like me and interacting with giant robots?"

"To say the least!" exasperated Jack.

Before the Captain could continue, Miko butted in and asked, "What does surreal mean?"

Jack and Raf sighed as they face palmed themselves. Before they could answer, the Captain did it for them, "I means that this is all weird for you."

"Oh, is there going to be a quiz on that too?"

"Miko-!" started Jack.

"Why're you here?" asked Raf.

The Star Spangled hero's reply was simple, "To answer your question, I'm here because our government assigned me to help the Autobots in their war with the Decepticons."

The red and blue Autobot added to that, "And it was against my wishes to not involve humans."

The Captain looked at him and said, "With all due respect, Optimus, humans became involved the moment you and the Cons came to our world."

Jack, Miko and Raf figured that maybe that the red and blue Autobot was Optimus Prime, but they weren't sure until Cap called him out by name. However, nobody could say a word about anything as the Autobot leader and the American Superhero exchanged glares. One could easily tell that this was a sore point between them, though how long it had been that way was anybody's guess.

The tension was cut thankfully when Jack asked Cap, "Pardon me, Captain, but do I know you from somewhere? I feel as though we've met before yesterday."

"You met Captain America yesterday?" asked an oblivious Miko.
Before the sixteen-year-old could get frustrated even further with the Japanese exchange student, Raf cut in and answered, "Jack and I both did, Miko. He helped save us from one of the Decepticons that those two fought," he said pointing towards the yellow robot and the blue fembot.

"Oh!" said a surprised Miko.

Before she could say another thing, Jack got back on topic and asked Cap, "Anyway, have we met before yesterday or not?"

"To be honest Jack, I'd be lying if I said we didn't."

"What do you-?"

Jack didn't finish as he stood there in surprise as the American superhero took off his cowl to reveal is face in full. Who he turned out to be was someone Jack would never have guessed it was.

"Steve?!!"

Indeed it was him; Steve Rogers, the man that his mother had been dating for the last five months was actually the All-American Hero, Captain America. Needless to say, Jack was stunned by this revelation.

Raf brought the sixteen-year-old out of his stupor by asking, "You know him?"

Bringing himself back to reality, Jack looked at the twelve-year-old and gestured to Cap/Steve saying, "Y-Yeah, my mom's been dating him for the past five months."

"Whoa!" interjected Miko, "your mom's boyfriend is Captain America?!!"

Jack looked at her with his mouth agape and said, "Were you just listening? Yes!"

"Jack," said Cap, getting their attention, "I know this must come as a shock to you, but listen and I'll explain."

"I'm listening," replied the sixteen-year-old.

"First, let's all get situated," and the American superhero led them to one of the upper platforms where there was a set of chairs. Once they all sat down, Cap proceeded to tell them his story. Starting with how he was originally part of a super soldier program back in the 1940s. That fact alone shocked Jack the most, as he initially thought that maybe Steve was a successor to the Captain America from WWII, rather than the same person.

Cap then told them that most of his missions back then centered on stopping a German super-soldier called the Red Skull, who was in charge of a group called HYDRA. After which, he said that the Skull somehow disappeared. He also stated that the reason Cap was still alive and looked as young as he did was due to being frozen in the arctic for nearly seventy years.

After he was unfrozen by the government organization known as S.H.I.E.L.D., he was immediately put to use by the association and did some work on covert and public missions for them. When he was done, the kids had mixed reactions. Miko was enthusiastically excited about the situation they were in, Raf looked at Cap with childish awe, but Jack sat still and silent.

"A lot to take in, isn't it Jack?" asked Cap.

"Honestly, I'm still trying to take in the fact that my mom's been dating a guy who's at least twice her
Miko quirked an eyebrow at him and said, "Dude, you're in a secret military base with a living legend of a superhero and five transforming robots from another planet, and that's the part you're having trouble with?"

"Point taken," 'for once she says something smart,' thought Jack, who then looked at Cap and asked, "So, you mind introducing us?" he asked inclining his head towards the Autobots, "I mean, we got a couple of their names. He's Optimus Prime and he's Bulkhead," said Jack, pointing towards the two Autobots respectively, who nodded in confirmation. "But we didn't get their names," he gestured back and forth between the white and orange Autobot, the yellow one, and the blue fembot.

"Well," said Cap as he got up from his seat and walked to the edge of the platform. He motioned towards the white and orange Bot and said, "This would be Ratchet, the Autobots' chief medical officer. And that," he pointed to the yellow Bot, "would be Bumblebee, the team's scout. And she's-" he would've introduced the fembot had she not decided to do it for him.

"The name's Arcee!" she answered coldly, "That's all you need to know." And she walked off to another part of the compound.

"What's with her?" asked Jack with a little concern in his voice.

Cap looked at him solemnly and answered, "Her partner, Cliffjumper, was recently killed in action."

"Oh…" said Jack in understanding, "How did he-?"

Before anyone could continue any conversation, a signal suddenly flashed on the big computer's screen, getting everyone's attention.

Ratchet walked up to it to see what was going on, and once he did, his optics widened in shock and disbelief, "Impossible!"

"What is it Ratchet?" asked Optimus as he and the others gathered around the CMO.

"Something must be malfunctioning, because according to this, Cliffjumper's signal is now online!"

Chapter End Notes

AN: And that's all for now folks. Hope you like the set up I've got so far. And I realize that in the open AN that there would both Marvel AND DC characters in this, and I intend to keep that promise, but the DC characters will come in later chapters.

Speak your thoughts in the Reviews, and PM me on FF with any questions or suggestions you might have, as I'm more than happy to hear them. Plus, review like crazy, as that motivates me to keep going.
6:57 PM

The Autobots stood in astonishment upon hearing what Ratchet said.

"How is that possible?" asked Optimus.

"Yeah," said Jack, looking towards Cap, "Didn't you just say he was killed in action?"

"It isn't," said an irritated Ratchet to Optimus, "Another bug!" he gestured towards the computer, "The system's chocked full of them!"

Arcee looked at Optimus with more than a hint of pleading in her voice, "If there's any chance that Cliff's alive?"

"Ratchet," said Optimus, "prepare Sick Bay. We may need it."

However, before anyone could go anywhere, an alert blared and made itself known. Ratchet went to the computer to check.

"What's that?" asked Jack.

"It's the proximity sensor, Jack," said Cap, "It means someone's up top, and I've got a pretty good feeling who."

After Ratchet clicked a few buttons, the screen showed a helicopter on the roof with a black-haired, African-American man in his early forties, and a little overweight, dressed in a suit getting out of it.

"It's Agent Fowler," said Ratchet.

Jack looked at Cap before, "But I thought that you were the only one the government sent to help them?"

"I help them in the field, Jack, but Fowler is S.H.I.E.L.D.'s designated liaison to the Autobots, assigned to help ensure that they stay under the radar."

"And he tends to only visit when there are issues," added Optimus.

All eyes were on the elevator as it came down to level with the platform. The doors opened to reveal Agent Fowler, who did not look at all pleased as he walked out onto the stand, "Seven wrecks, thirty-four fender-benders, a three hour traffic jam, and a particular note, numerous reports, of a speeding motorcycle of unknown make, and black and yellow Urbana 500!"

Arcee and Bumblebee exchanged glances at that.

Agent Fowler looked over at Cap before saluting him, and then his eyebrows furrowed when he saw Jack, Raf and Miko. Looking back to Optimus, he yelled, "Now we can add contact with civilians to that list! Anything you care to get off your tin chest, Prime!"

Looking down at the man, Optimus answered formally, "We have the situation under control, Agent
Fowler.

Not buying it, Fowler responded, "They're back, aren't they!"

"If you are revering to the Decepticons, I have doubts that they ever left. You're planet is much too valuable."

"Then it's time to wake up the rest of S.H.I.E.L.D. and the Pentagon."

"Captain America differs with me on this subject, but hear me, Agent Fowler; we are your best, possibly your only defense against the Decepticon threat."

Fowler's response showed that he still wasn't convinced, "Says you."

"Hey Fleshy!" called out Bulkhead to Fowler, "Did anyone get splattered on that freeway?" Pulling a robotic arm out of the laboratory equipment, Bulkhead continued, "Team Prime knows when to use force," then he squeezed it beyond repair, "And how much to use."

Once he was done, Ratchet ran up to Bulkhead and angrily yelled, "Bulkhead I needed that!"

Yelling to both Bots, Optimus said, "Enough!" Looking back at Agent Fowler, Optimus continued, "Military involvement will only result in catastrophe. Perhaps you can condone widespread human casualties, Agent Fowler. I, however, cannot."

"Can we discuss this after a while?!" yelled a frustrated Arcee, "Because right now, one of our own is out there, and may need our help!"

Nodding, Optimus looked to the S.H.I.E.L.D. Agent and stated, "Will continue this at later time Agent Fowler." Turning to Ratchet, Optimus ordered, "Activate the ground bridge."

The CMO nodded before pulling a lever, after which a swirling vortex of glowing green energy appeared at the entrance to what was an unfinished tunnel.

"Hey!" called Miko, getting everyone's attention, "What can we do?"

"You three can come with me!" replied Fowler, "You're all going into S.H.I.E.L.D. custody, for your own protection."

Before he could make way towards the kids, Cap stepped in front of them and said, "That won't be necessary, Agent Fowler."

"Yeah!" chimed in Bulkhead, "We're protecting them!"

"The kids need government protection, and that's something that S.H.I.E.L.D. can give them," the agent countered.

"Agent Fowler," said Optimus, "your government does not know the Decepticons as intimately as we do, and the best protection can only come from someone who has that sort of knowledge, and S.H.I.E.L.D. does not."

Sighing, Fowler pinched his nose and said, "Fine, the kids can stay, but do us all a favor, Prime, and handle this, under the radar!"

Optimus nodded and looked at the kids saying, "It is best that you remain here with Ratchet and Captain America."
"I'm coming with you!" stated Cap as he walked towards the vortex next to the Bots, "Cliffjumper's one of ours, and that means we all work to bring him back." Looking back at Jack, Cap said, "Jack, you, Miko and Raf remain here with Ratchet."

Both Miko and Ratchet whined at that, as neither was particularly fond of the idea.

"Autobots!" yelled Optimus, "Roll out!" and the four field Autobots transformed into their vehicle modes; Arcee as a blue bike, Bumblebee as a yellow Urbana 500, Bulkhead as a green truck, and Optimus as a long-nose red and blue Peterbilt truck. Cap opened Optimus' driver side door and got in, then they all proceeded to drive on through into the vortex, disappearing as they did. Once they had gone through, the swirling energies disappeared.

Fowler walked towards the elevator and said, "I better get going." As he got in it, he turned to Ratchet and said, "Make sure that Prime does things in a way doesn't get much attention!" then the doors closed.

"Hey, Ratchet?" asked Jack.

"What?" asked the frustrated CMO.

"Um, what happened a minute ago with Steve and the other Bots?"

"I transported them to the designated coordinates via the ground bridge." His tone made sound like what he did was the most obvious thing in the world.

"What's a ground bridge?" asked Raf.

Sighing, Ratchet explained, "A scaled-down version of space bridge technology." Looking at the computer, he continued, "Since we currently don't possess the means or the energon required for intergalactic travel…"

Jack walked to the edge of the platform and said in an understanding tone, "You're stuck here, on Earth."

"With the likes of you, yes!" snapped the CMO, "But I constructed the ground bridge to enable travel from here to anywhere on your planet."

"Whoa…" said Raf in amazement at the ground bridge, before he turned to Ratchet and asking, "Does it work for humans?"

"Naturally!" stated Ratchet in an almost proud tone.

Miko walked up to the CMO and asked, "You mean I could just…shoot on over and visit my parents in Tokyo?"

"Within moments," and then he leaned in towards the exchange student and said smiling, "In fact, allow me to send you there immediately, all three of you."

However, he backed away when Miko responded in a warning tone, "Watch it, Ratchet."

A noise from the computer got their attention as a video feed began to show. At first, the four of them only saw static, and then it cleared to show what appeared to be a large cave with large, glowing blue crystals of sorts, as well as the legs of the Autobots.

"W-What's this?" asked Jack.
"A small camera that Captain America put in his cowl so that I might see precisely what happens on missions," answered the CMO, "This way I can provide tactical feedback."

"That's cool," said Raf.

"And that means we get front row seats to all the action!" said an excited Miko.

Ratchet and the kids watched as the video showed what the field team was doing. As they watched and listened, they heard Bulkhead say, "Energon mine!"

"Judging by its scale," inquired Optimus, "the Decepticons have been tunneling here for quite some time."

"And it doesn't quite look like they'll be done with it any time soon," added Cap as they made their way towards a large cavern. The camera in the cowl showed dozens of purple colored drones cutting into the large crystals and putting the pieces in either large cube containers or in crates of sorts.

Optimus got their attention and said, "Let's find Cliffjumper!" and they walked in a direction away from the Drones.

Only, they were spotted and soon came under fire. From what the camera showed, a third of the view was covered by the backside of Cap's shield and another by the extension of his arm holding a gun and firing at the drones that were either standing and shooting, or hiding and shooting.

"WHOA!" exclaimed Miko, "This is almost like a first-person shooter game, but with giant alien robots!"

"Uh, I wouldn't know, Miko," said Jack, "as I've never played those."

"Ep, Ep, Ep!" exclaimed Ratchet demanding their silence, "Less talking, more watching!"

When they looked back at the screen, they saw it jump out of the way of what appeared to be a large, black drill with purple highlights being driven by a drone. The view then showed the lit up rear of the drill getting tossed by Bulkhead's hand transformed into a wrecking ball.

"ALRIGHT! WAY TO GO BULK!" shouted the excited Miko.

Then the view shifted to show Arcee dodging shots and then performing a series of acrobatic jumps and then decapitated the heads of a couple drones.

After that, another drone was seen being crushed by Bumblebee landing on it and running, followed by Optimus turning a drill over and shooting it out of commission.

And after dodging some more fire from the enemy, Bulkhead in truck form rammed into a drone, causing into to go into the air, and then transformed into robot mode where he slammed his wrecking ball hand onto the drone and crushed it into the ground.

Miko would've probably given another display of excitement had the computer decided not to kill the video and make a number of error pop-ups.

"What happened?" asked Raf.

"The computer and all its bugs is what happened!" yelled the frustrated CMO.

The twelve-year-old proceeded to ask, "How come you guys are using human computers?"
"It certainly isn't by choice!" snapped Ratchet, "It was handed down from the previous tenants when we inherited this former missile silo." He continued in a calmer voice, "I make modifications as I see fit."

Upon seeing more error pop-ups, the CMO groaned in aggravation.

"I think I can fix that," offered Raf as he got out his lap-top and plugged it into the system of the base computer.

"Really?" asked Ratchet in an unconvinced tone, "You that this is complex technology, don't you?"

He laughed as he continued, "I mean, it isn't a child's toy."

Raf ignored him as he typed before saying, "Now try it."

Ratchet looked back at the screen to see that all the error pop-ups were replace with ones saying that things were ok. The CMO gave the twelve-year-old an impressed look before the video feed came back.

It showed Cap's arm throwing his shield into the head of a drone riding a drill before Bulkhead knocked it over with Optimus shooting the drill down. The view then turned to show more drones and large drills coming their way.

"Maximum overdrive!" shouted Optimus as he transformed into his truck form. The camera then showed Cap getting into the driver's seat of the truck as he put his hands on the wheel. Cap looked from side-to-side and then to the front as he showed the other Autobots in vehicle form as they all charged towards the drones and drill. Optimus spun as he knocked a few out of the way.

Once they finally got past the Cons, the team made their way through another tunnel as they came upon the entrance to a large chasm, where Cap got out of Optimus' cab and moved the camera around to see the drones carrying the energon pieces off in carts towards a long cylinder made of yellow-lit rings. Once under the rings, they were carried upwards in an elevator-like fashion.

The Bots transformed into their robot modes and hid behind the crates as they observed and took note of their surroundings.

Bulkhead whistled as he commented, "Quite an opera-" he didn't get to finish as they all found themselves under enemy fire again. The Bots, Cap and the Cons exchanged fire for about a minute until Arcee stopped shooting and ducked behind her crate.

"Arcee, what're you doing?" asked Cap.

"It's Cliff! I have a visual!" replied the blue fembot.

"Ok, I'll come with you!" replied the super soldier.

"And we'll cover the both of you!" added Optimus as he and the two other bots kept shooting, "GO!"

Arcee transformed into her bike form as Cap got on and the two drove into the line of fire. She led them up a ramp and narrowly avoided the shots of the Cons as she and Cap made their way into a jump. Then she transformed and grabbed onto one of the rods as well as Cap and spun to a stop. With the American superhero hanging on, Arcee performed a series of acrobatic leaps and jumps till they was on the second-highest level.

Once there, the two gasped to see the form of a severely damaged and mutilated red Bot with only
his head and right arm. They also saw him leaking a strange purple substance.

From their points of view, Ratchet and the kids had mixed reactions. The CMO looked disheartened, Jack felt sympathy for the team members finding out that they were too late to save their comrade, Miko was well…Miko, and Raf just stood in frightened awe of what he witnessed.

As for Cap and Arcee, they would've stared more had it not been for the Con drones shooting at their spot. The shots made the part where the red Bot's body was begin to fall through, and the body would've fallen as well had Arcee not grabbed the arm in time with Cap standing beside her.

"Let's get you home Partner!” yelled a hopeful Arcee, who became horrified when the head of the Bot lifted to show a mutilated metal face that looked angry and glowed purple in his eyes and mouth before growling in an animalistic way at her and Cap.

"What is that?!” exclaimed Ratchet.

The four of them looked back at the screen to see that the undead Bot had yanked himself free and fell below. Arcee grunted before an evil laugh made itself known, causing them to look up and see a skinny, hunched over Con with wings of sorts holding a device in his hand.

"Starscream!” gritted Ratchet through his teeth.

"Who's he?” asked Jack.

"Megatron's second in command!” explained the angry CMO.

Jack looked at Raf and Miko saying, "That doesn't sound good."

"PRIME!” shouted the Con SIC from the screen, "I'd stick around, but, I'm squeamish.” He extended his hand and dropped the device in it before transforming into a jet and flying upwards and out of sight. The device landed on some unmined crystals, making bleeping noises as it did so.

"THE JOINT'S GONNA BLOW!” yelled Bulkhead.

Cap followed Arcee down as he looked to see Optimus point towards the way they came in and shout, "AUTOBOTS! ROLL OUT!” and they transformed into their vehicular modes with Cap riding on Arcee as they all made their way back. About a quarter of the way down the tunnel, a loud boom was heard, but nobody looked back to see what it was, and they didn't have to.

Knowing that they wouldn't last much longer if they stayed, Optimus called the base and shouted, "RATCHET! BRIDGE US BACK! USE THE ARRIVAL COORDINATES NOW!” The moment he said that, the ground bridge portal appeared in front of them, and the four Autobots and superhero high-tailed it through the bright green vortex as fast as they could.

Back at the base, Ratchet and the kids looked at the lit up ground bridge as their friends made their way back in. Ratchet saw that an explosive fire was chasing them, and once Optimus and the others were out of the thing's way, he pulled the switch causing the ground bridge to close. Before any bit of the remaining fire could catch Optimus, he jumped into the air and transformed into his robot form, landing with his knee and hand on the ground. This act earned "Whoas" of awe from the three kids.

"Cutting it a bit close?"

Optimus looked at the CMO and asked, "What do you make of Captain America's findings?"
"Well," Ratchet went back to the computer and pulled up the video, rewinding it all the way to where the undead Bot was being held by Arcee, "I honestly haven't the faintest idea as to what in the name of Primus the Decepticons did to make Cliffjumper like this."

"That wasn't Cliff," voiced Arcee, standing by the other platform with her arms crossed and still in shock over what she saw, "At least, not anymore." The blue fembot started to sound as though she was on the verge of sobbing as she continued, "He was mutated…butchered! Like...something from one of those Con experiments during the war." Suddenly, she fell over before catching herself on a crate.

Bumblebee's mechanical whirring gave voice to his and everyone else's concern.

Arcee simply held her hand up to them and said, "I'm fine, just...dizzy."

With Jack, Miko and Raf, the three thought out loud at her situation.

"Robots who get dizzy?" wondered Miko.

"Robots with emotions," pondered Raf.

"Robots who can die," said Jack in realization.

Ratchet walked over to Arcee as she sat down and let the CMO scan her to see what was wrong. His scan ended when he found a smoking purple substance on her hand, making him ask out loud, "What is this...?"

"Don't know," replied the blue fembot.

"Whatever it was," added Cap, "Cliffjumper was both covered in and leaking it."

Ratchet used a scalpel to scrape some of the substance off Arcee's hand before saying, "Go take a decontamination bath, now!"

Bumblebee helped her up as she did what the CMO ordered.

Jack checked his phone before getting the Autobot Leader's attention, "Optimus, I-I hate to bug but," showing his phone he continued, "no bars."

"A security precaution," explained Prime, "The silo walls isolate all radio waves."

Trying and failing again with his phone, Jack said, "Well, if I don't call my mom like now, I'm pretty sure the cops will be out looking for me."

Prime leaned in and asked, "Have you broken a law?"

"Uh...curfew? It's after 10 PM."

Raf added to that, "I better get home too, or I'll be grounded for a year."

Leaning back up, Optimus said, "Earth customs, I hadn't considered. But the issue of your safety remains." Turning, Prime called out saying, "Bulkhead," and the green Bot walked up to him, "accompany Miko home."

The fourteen-year-old exchange student got happily excited and said to Jack and Raf, "Awesome! My host parents will freak!"

That was, until Optimus added, "And maintain covert surveillance, in vehicle form."
"Curbside duty, got it!" said Bulkhead in understanding.

This, however, caused Miko to whine.

Optimus looked towards the yellow Bot and ordered, "Bumblebee, you'll watch over Raf." The scout and the twelve-year-old exchanged glances, both seemingly happy at the idea. Optimus turned toward the CMO and started, "Ratchet-"

"Busy!" said Ratchet simply, as he was occupied with analyzing the substance from Arcee.

However, everyone noticed Arcee stepping out of the decontamination chamber, and Prime addressed her, "Arcee." She looked at her leader, who gestured to the sixteen-year-old saying, "You'll accompany Jack."

Clearly not interested, Arcee tried to fake still being affected by the purple substance and stretched saying, "Ohh, still dizzy."

However, Ratchet deflated her attempt and said, "You're fine, says your physician."

Arcee groaned but decided to go with it.

10:45 PM

Arcee was in vehicle form with Steve and Jack riding on her on her way to the Darby residence. Steve had changed out of his suit and back into his civilian clothes back at the base, and decided to come along with Jack as he thought he could help smooth things out with June over her son having a new bike.

They pulled up to Jack's home and the garage door opened for them, allowing the three in. Once inside, the two humans got off Arcee as Jack turned to her and said, "Arcee, I just wanted to say… I'm really sorry for your loss."

The female Autobot, however, didn't appreciate his sympathy and snapped, "What could you possibly know about loss?!

Offended by her words, Jack responded, "What? You think you're the only one with problems?!

This caused the fembot to transform into her robot form and be on her knees as she looked down on him and retorted, "I'm not sure girl trouble counts!"

As expected, Jack was not at all pleased with what she said. His fists clenched and he was about to say something when Steve extended his arms and got in between them.

Looking to the sixteen-year-old, Steve said, "Jack, maybe you should go to bed for now. Tomorrow is Saturday after all, and you'll need plenty of rest to be able to enjoy it any."

Sighing, Jack nodded in understanding and went inside. Once he closed the door, the super-soldier gave Arcee a glare.

"What? He's-"

"That was cold and you know it Arcee. I know you're grieving over the loss of your partner, as I've been there myself, but it doesn't justify your attitude towards Jack."

"He's a stupid kid trying to understand something he's never been through!"
"He does! When he was eight-years-old, he watched his dad get killed!"

That stunned the fembot and it took her a few moments before she regained her voice, "What…?"

"It'd be better if Jack told you what happened. But until then, I'd say you owe him an apology."

8:15 AM

Arcee had a lot on her mind. Last night, she had been placed in charge of protecting the sixteen-year-old Jack Darby. Even though she clearly had no interest in doing it, she went along as ordered. Once she and Cap had brought Jack home, she spat on the teenager's attempts at sympathy towards the loss of her partner and closest friend. In her spark, she knew it was wrong, but she didn't feel the need for pity at that time. However, upon learning that Jack had experienced loss as well, she realized what a pain in the aft she was being.

When Jack's mother, June Darby, came home, Cap helped smooth it over by saying that Arcee was the bike that Jack wanted, and that Cap had gotten her for him under the condition that he drive responsibly and wear a helmet all the time. A condition that June was very grateful for.

That morning, Arcee decided to get things settled and began revving her engine to wake the sixteen-year-old up. After a couple more, Jack came rushing to the garage door, dressed in the same outfit from the day before and said, "Ssh-Are you crazy?! You'll wake up my mom!"

Not wasting any time, Arcee said, "Grab your helmet, it's go time."

Rolling his eyes, Jack whined, "It's Saturday!"

"You can watch cartoons at base with Bumblebee."

Feeling undignified, Jack muttered, "Cartoons, I'm sixteen!"

Going back to grab a couple things, he heard Arcee yell, "And leave a note for you mom, she worries!"

8:47 AM

About thirty minutes later, Jack was riding on Arcee in silence as they drove out into the desert road. Once they reached a stop sign, however, the fembot decided to break the ice.

"Listen, Jack? About last night…"

"What about it?" asked the teen, with hint of anger in his voice.

"I was out of line when I said the things I did."

"Huh?" asked Jack. Clearly he wasn't expecting that.

"I didn't want anyone's pity at the time and wanted my space after all that I saw yesterday. Now that doesn't excuse the way I acted, but I hope that explains it." She figured that it might be best not to tell Jack what Cap told her about the teen's dad. Better to wait until the sixteen-year-old felt like mentioning it, "Anyway, I just wanted to apologize for the way I acted."

Jack smiled lightly and said, "Apology accepted."
Arcee's engine revved some more as she said, "Now that that's out of the way, tighten your grip Jack!"

"Whoa!" shouted Jack as the blue bike began to speed down the road on the back wheel while the front one stayed in the air. The teen laughed a little as he asked, "H-Hey, what's with you Arcee?"

The front wheel came down as they continued down the road, "Thought you might actually enjoy the ride if you weren't getting shot at."

Feeling excited, Jack challenged, "Oh, bring it!"

9:55 AM

After taking the scenic route for about an hour, Arcee and Jack met up with Bulkhead and Bumblebee as they had fun with Miko and Raf respectively. The three Autobots drove all the way to base with their charges in tow. Once they got inside, they found Optimus and Ratchet talking with Cap.

Getting off and out of their respective rides, the kids made exclamations of excitement over what they each experienced with their guardians. Bulkhead heard something shake inside of him before opening his chest to pull out Miko's guitar.

Handing it down to her, Miko took it saying, "Sorry, must've left that in the back seat."

Optimus began walking towards the ground bridge as he said, "Autobots, prepare to-" then he looked down at the kids before looking back at his troops.

"Roll out?" asked Arcee.

"Remain here," replied the Autobot leader, "Ratchet, Captain America, you'll come with me. Arcee, we'll be outside the communications range for some time. So I'm putting you in charge."

"Dude," said Miko to Bulkhead, "you're biggest! You should be the boss!"

"Um, he...never picks me," replied the big green Autobot shyly.

Arcee walked up to Prime before saying, "Optimus, with all due respect, playing bodyguard is one thing, babysitting is another!"

That comment caused Jack to walk off to the other side of the room in annoyance.

"Besides," continued Arcee, "Ratchet hasn't been in the field since the war!"

"My pistons may be rusty, but my hearing's as sharp as ever!" snapped the CMO.

"For the moment," explained Prime, "It's only reconnaissance."

"Then why do I hear an edge in your voice?" asked the fembot.

"Arcee much has changed in the last twenty-four hours, and we all need to adapt." Looking at his CMO, Optimus ordered, "Ratchet, bridge us out."

With that, the bright green vortex of the ground bridge lit up, and the Autobot leader, CMO and Super Soldier walked through before disappearing from sight. Then the bridge closed, creating the dark half-tunnel that it usually was.
"Ok Chief," said Jack to Arcee, "so-uh, what's on the activities list?"

Arcee rolled her eyes before walking away saying, "I'm going on patrol!"

"But Optimus told us to stay!" piped in Bulkhead.

Arcee looked at him and countered, "When you're in charge, you can call the shots." Looking over to the team's scout, she said, "Bee, with me."

Bumblebee didn't want to, but he buzzed in defeat as he went along with the fembot.

Arcee patted the green Bot's arm as she said, "Bulkhead, you're in charge." Then she and Bumblebee transformed into their vehicle modes as they drove down the tunnel before anybody could say a word.

Turning to the kids, Bulkhead awkwardly asked, "So, uh…what's on the activities list?"

Suddenly, the speakers were giving off a painful screeching sound as Miko plugged her guitar into them and said, "How about…band practice!"

"But," said Raf, "we're not a band."

Miko laughed a little and said to the twelve-year-old, "Why so anti-social? Come on Raf, you play anything?"

Picking up his laptop, Raf replied with uncertainty, "Uh…keyboard?"

"Laptops and samples, good!" looking towards the other teen in the room, she asked, "Jack?"

"I…" Jack thought for a moment, "…sometimes mess around on the harmonica."

Miko stepped up to him with her hand on her chest and asked sarcastically, "Do I look like I do country? Just cover yourself in fake blood and jump around screaming."

"Uh…" Jack tried to reply, but Miko walked over to Bulkhead before he could form a word.

"Bulkhead, percussion! We'll go for big industrial sound. DIY, We're a band!" Looking between Raf and Jack, she continued, "You just…gotta learn the songs. This one's a ballad. MY FIST, YOUR FACE!" She then proceeded to play a poorly put together bit of music with her guitar, causing Bulkhead and the two human boys to try and cover their ears in pain.

Miko's bad playing would've continued, had it not been for the blaring alarm and the flashing green screens of the computer. Upon hearing and seeing that, Bulkhead made the fourteen-year-old stop by saying, "Whoa-whoa-whoa!"

Miko rolled her eyes as she stopped and said, "Come on! You can't handle raw power?"

"It's an SOS," replied Bulkhead as he walked up to the computer, "from Fowler!" he added in surprise. He tried to press the button for the location scan, but was met with difficulty as the sound stopped.

"Did you trace it?" asked Raf.

"Location scan is incomplete," he replied plainly, before saying dismissively, "Oh well."

This surprised Jack who asked, "'Oh well'? Seriously?"
Looking down at the sixteen year-old, Bulkhead said, "Fowler's a jerk."

This however, did not make Jack see things the green Bot's way, "W-Whoa! Whether you like the guy or not, the Decepticons may have him!"

"And Agent Fowler knows your location!" added Raf, before gulping and saying nervously, "Our location!"

Miko had her turn as well, "And did we not witness yesterday how fast Fowler backs down from a Bot and a superhero? The Cons will totally make him squeal!"

Still defending himself, Bulkhead replied, "But we lost the transmission. Fowler could be anywhere!"

Pulling out his laptop, Raf thought and said, "Maybe I can narrow it down." Opening the laptop and connecting it, Raf continued, "About five years ago, the government started microchipping their agents. You know, like owners do with pets!"

As the twelve-year-old began to work with the laptop, the two teens and green Autobot looked down on him in amazement.

Noticing their looks, Raf replied, "What? I saw it on TV." Going back to what he was doing, he said, "Anyway, if I can hack into S.H.I.E.L.D.'s mainframe, maybe I can find Fowler's coordinates."

Miko gestured to him and asked, "You know how to hack? But you're like…two-years-old?!"

"Twelve!" corrected Raf, before adding, "And a quarter." After about half-an-hour of hacking, Raf finally got the coordinates and said, "Latitude thirty-nine point five, longitude one hundred sixteen point nine."

Bulkhead typed in the coordinates and pulled the lever, making the ground bridge light up as he did. Looking at the kids, he said, "Ok, wait here!"

As he walked towards the portal's vortex, Miko whined and said, "Don't break up the band!"

Pausing before he went through, Bulkhead turned back and said, "Uh…Jack, you're in charge!"

Then he ran through the portal and disappeared.

As the bridge closed, Jack looked to Raf before shrugging and saying, "Guess we three have the run of the place?" He looked up from the twelve-and-a-quarter-year-old to Miko, only to find she wasn't there, "Miko? Miko?" he asked a second time with an echo that received no answer but silence. After about a few minutes of looking, the two realized that Miko had gone through with Bulkhead, and then got up to the platform where the main computer was and looked at the ground bridge tunnel.

"What should we do?" asked Raf, "Bulkhead might not even realize that she followed him!"

"Miko hasn't seen the Cons in action like we have," stated Jack. Sighing, he continued, "She has no idea."

Typing into the human-sized version of the Bots' computer, Raf turned to Jack and said, "Those are the coordinates. Their destination's still locked in!"

Looking back and forth between Raf and the bridge tunnel, the teen sighed before saying to Raf, "You're in charge." and then walked away to the tunnel.
"In charge of who?" wondered Raf, before pressing a few buttons that made the bridge lever pull itself down. Then he walked to where Jack was as the tunnel lit up with the familiar vortex. The two went through.

However, after they did, Arcee called the base and said on the comm, "Arcee to base, come in! Jack, listen up, we need you to bridge us back! Hello?!"

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10:33 AM

Jack and Raf successfully went through the portal as they felt the dirt beneath their shoes. They looked around to see that they were in the rocky Nevada desert with two canyon-like walls on either side.

A trembling Raf felt his chest and looked towards the teen before asking, "W-Whoa! Are your bones vibrating?"

Jack shrugged and scratched the back of his head before stopping to take in a view he didn't expect. The view of what appeared to be a massive, black, spiky alien ship, roughly the length of seven football fields.

The two boys were taken out of their amazement when they heard a distant voice from atop the ship shout, "You there!" They looked to see that it was three Con drones looking down at them with their blaster arms pointed in their direction.

"Where's a superhero when you need one?" asked Jack.

Suddenly, the three Cons began firing at the two boys, who tried to dodge. Jack noticed that Raf got knocked down and went over to shield him from the blasts before Bulkhead pulled up to them in vehicle mode and shouted, "GET IN! NOW!"

The two didn't waste time as the scrambled to get in the front seats of the green truck. Bulkhead closed his door before making a run for it as he drove behind some large rocks as the Cons shot at him.

"Thanks Bulkhead," said Jack with much gratitude.

"Yeah, thanks!" added Raf.

"W-What're you doing here?!" exclaimed the green Bot.

Putting on his seat belt, Jack explained, "We were worried about Miko. H-Have you seen her?"

Popping her head out of the back seat, the aforementioned exchange student teased, "What's she look like?"

Once he found a good boulder, Bulkhead drove behind it and opened his doors saying, "Everyone out!" As the kids got out of their seats, the green Bot added, "And this time, please wait here?!"

After he was sure they were all out, Bulkhead drove with determination towards the Con ship. Jack and Raf noticed that Miko wasn't with them, and then looked around before spotting Bulkhead in robot mode climbing towards the Con Ship from the canyon side.

Rolling his eyes, the teen boy asked, "Please tell me she didn't?"

"Given how she's acted so far, I wouldn't be surprised if she did," added Raf.
After about five minutes and loud clashing and blasting noises, the two boys saw Bulkhead standing on the edge of the top of the ship looking down at them as they poked their heads from around the corner.

"Where's Miko?!" he shouted. Then he looked down at his chest before opening it up to reveal the tired and sick looking girl he was asking for, "MIKO?!" he asked in an incredulous, yet somewhat humorous voice.

The two boys couldn't hear what they were saying, but witnessed as Bulkhead trashed a few more Con drones and a bit of the ship before taking himself and Miko inside of it while getting chased by more.

Jack and Raf exchanged concerned looks before the latter asked, "Think they forgot about us?"

Unfortunately, his answer came in the form of a large shadow with a claw reaching to grab them.

Chapter End Notes

A/N: Well, that's chapter 2 for you. Hope you're enjoying this so far. As always, read and review like crazy, and PM on FF me with any questions or suggestions you might have.
To say that Jack was nervous would be an understatement. He was scared to the point of nearly soiling himself. And it was because he and the younger Raf were being held in the hands of a Decepticon drone while another led the way as they walked down the hallway of the Decepticon Warship. The interior of the vessel could be at best described as dimly lit, with the feel of grimness all about.

"Bring them to the brig," ordered the drone in front, "Commander Starscream is keeping the other human there."

Jack and Raf exchanged looks as they realized that the other human that the drones were referring to must've been Agent Fowler.

As they moved into another hallway, the two boys heard the familiar revving of a motorcycle and a muscle car. The said car slammed the two drones down while the bike jumped and transformed into Arcee in midair, catching the boys as she slid her knees on the floor. As she put them down, the yellow car transformed into Bumblebee, who came up to greet his new human friends.

"Bumblebee!" said a happily excited Raf.

The yellow Bot made a series of happy whirs, glad to see that the two were safe.

"Appreciate you clearing the front door for us," said Arcee, before pointing her finger at them and saying, "but storming the Decepticon Warship was not on the activities list!"

"Tell me about it," said Jack as he shrugged. "First Fowler sends an SOS about getting kidnapped by the Cons, then Bulkhead goes to get him, then Miko tries tagging along, then we get caught up by cons trying to stop her!" he threw his hands up in the air in exasperation.

"That girl's a load of trouble wherever she goes," sighed Arcee as she made them run down the hallway until they reached a corner. She motioned for them to get up against the wall on the right, and once they did, Arcee turned her arm into a blaster before moving around the corner. "Friendly!" she yelled, turning her arm back to normal.

"Hello!" yelled the familiar voice of Bulkhead, who changed his arm back to normal as well. The others went around the corner to see him carrying Miko in his hand.

"Brought the humans, didn't you?" asked a disappointed Arcee.

"You try getting them to stay behind!" countered Bulkhead, gesturing to Miko.

"Never mind, we need to find Fowler and get these kids out of here!" ordered the fembot.

"Uh…" started Jack, getting everyone's attention.

"He's in the brig!" said Jack and Raf in unison.

However, right after the boys said it, everyone suddenly found themselves under fire from more Con
drones. Bulkhead set Miko down next to Jack and Raf as he, Arcee and Bumblebee ran up and took on the Cons. Arcee did a few bounce jumps off the walls of the hallway as she kicked a few heads off some drones. The kids turned to see Bumblebee shoot until Jack tried to move them out of the way towards the other side, right before moving back so as to avoid a drone head coming their way. They had to move again as Bulkhead got knocked to the floor when a drone tried to walk over him, only for the big Bot to toss him over to the middle of the floor where Arcee shot him in the head. With the drones out of the way, the kids sighed and walked as Bulkhead got up, and they all made a move for the bridge of the ship.

Once there, the door was shown to be closed, "We'd better get them to open up for us," stated Arcee, "or blasting our way in would make them alert the whole ship!"

Everyone nodded in agreement before the fembot knocked on the door a few times before it opened. Then she, Bulkhead and Bumblebee jumped in and proceeded to shoot any Con on sight, effectively making the bridge quiet. The kids came in from around the corner of the door once silence came into play.

"Wait in here!" ordered Arcee as she and the other two Bots walked towards the kids.

Bumblebee gave her a questioning whir.

"They're slowing us down, and they're easy targets!" she explained, "They'll be alright in here, as long as they stay put!" and the three Bots walked out of the room with blaster arms right before the door closed, leaving the three human kids in the bridge of the Warship.

"That," said Miko, quickly regaining her voice, "was intense!"

"Was?" asked Raf.

"It's your fault that we're stuck in this intensity!" said an angry Jack as he pointed his finger at the girl, "What were you thinking Miko?!"

"Did I ask you to follow me?!" countered the fourteen-year-old, clearly not understanding that the situation was her own fault.

"You wanted us to be a band! Doesn't that usually mean playing together?!

"Well maybe I decided to go solo!"

"Well maybe I have some regard for your safety!"

"Oh, I'm sorry! Is your name Optimus?! You can leave my protection to Bulkhead, thank you very much!"

"AH! STOP IT! BOTH OF YOU!" yelled Raf as he ran for another part of the room where he pulled his lap to his chest and buried his face in his crossed arms.

"Hey-heya, Raf, it's okay-it's okay," said Jack, trying to comfort the twelve-year-old as he and Miko got on either side of him and sat down.

"Yeah, we're gonna be fine." added Miko, patting the youngest of them on the back.

"O-Our Bots will come back for us," added Jack, trying to think of something to say that would cheer Raf up.
"Yeah," said Miko softly, "they're gonna take us home."

Finally speaking, Raf said briefly, "How do you know?"

Looking back each other, Miko and Jack realized that they didn't have an answer. "Hey Raf," said Jack as he looked up at one of the computer screens, "what do you make of that?"

Raf looked up and saw a complex set of symbols run across the screen. Then he got up and moved toward it to get a closer look, "It's important," he said as Miko and Jack got on either side of him, "Real important. We have to get this to Optimus!"

"How do you know it isn't just a recipe for space nachos?" asked Miko.

"I know math when I see it," counter Raf, "and that is one serious equation."

"Can you download it?" asked Jack.

"I've got a flash drive," said Raf as he pulled off his backpack and unzipped it, getting out the item in question, "But I don't see anywhere to plug it in. This tech is way alien."

Suddenly, large footsteps were heard, and the three human kids turned to see a Con drone walking into the room. Miko ran to the nearest hiding spot while Jack rushed Raf there as well. Unfortunately, Raf stopped and ran back to get his backpack. This action caused the drone to see him and shift its arm into a blaster aimed at the boy. The blaster charged up as the Con walked towards the twelve-year-old before firing, causing Jack to take action and run and jump as he grabbed Raf to get him out of the way.

Once they stopped sliding on the floor, Jack had a quick idea and yelled, "Miko, take a picture!"

"Great idea!" yelled the excited girl as she ran up to the Con and shouted, "Hey you!" Then she pulled out her phone and snapped a shot of the drone.

"Not of that!" yelled Jack, pointing at the Con "Of that!" he clarified as he pointed to the equation they were looking at earlier.

"Oh…!" said Miko in realization as she lined her phone up and snapped a picture.

Then the three of them ran for the door as the Con proceeded to repeatedly fire at them as they made it out.

"Go-go-go!" yelled Jack as they kept running with the Con following them and shot some more.

Then a loud honking noise was heard as Bulkhead drove up in truck mode before going past the kids and transforming into a run before tackling the Con and putting him out of commission. Then he changed back into his truck mode and bolted out.

Bumblebee and Arcee came up as well in vehicle mode. Miko and Raf got in Bumblebee while Jack got on Arcee, with the fembot yelling, "I told you to stay put!"

1:59 PM

The human kids and their Autobot guardians made their way off the ship with Fowler, and engaged in a long trip back to base since no one was operating the ground bridge. Once there, they were soon followed by Optimus, Ratchet and Cap. Explaining one another's day, everyone worked to help fix things up, and the three kids and Cap helped Fowler get on a hospital bed. Since Jack's mother was a
nurse, he knew about how to set up a bed for a patient. Ratchet received help from Optimus in having a Cybertronian cast be put on his arm.

The kids looked from Fowler to Optimus, Ratchet and Cap before Miko asked, "What happened to you guys anyway?"

"We engaged an army of undead Cybertronian warriors," answered Ratchet.

"Zombies?" she asked before proceeding to get angry and huff, "You fought Zombies and I missed it?!"

"Bulkhead," addressed Optimus, "You exercised extremely poor judgment in allowing the children to accompany you."

Finding his words, the green Bot replied, "I-It won't happen again Optimus. I-I promise."

"But it wasn't Bulkhead's fault!" said Miko.

"Miko, please!" said Bulkhead, wanting her to hush.

"And check it out," she pulled out her phone and flipped it open to reveal the image, "recon!"

Optimus leaned in and saw the equation before addressing his CMO, "Ratchet, have a look. It could be of importance to Megatron."

"Whoa-Megatron's back?!" said Jack, walking up to the edge of the platform, "That's really bad news, right?"

Ratchet leaned in to see the image, only to be confused, "I...don't understand."

Miko looked to see and realized that she was showing the image of the Con drone, "Oops, that's the Con who tried to blow Raf away. At least, that's what he looked like before Bulkhead decided to rearrange his grill!"

"Miko!" said an angry Jack, getting her attention, "Raf was almost killed! This isn't a game-when are you going to get that through your thick skull?!"

"Um, we were all almost killed, Jack. You, me, Raf, even them!" she countered, pointing towards the Bots.

"Well if this is just an average day with the Autobots, then I don't want to be a part of it! Not anymore!"

Miko was about to counter when Optimus got their attention, "Jack, putting you in harm's way was never our intent. However, it is no longer the safety of you three that is at risk, but the safety of all humankind. We will respect your decision if you wish to leave."

Before anyone could say anything, Ratchet activated the ground bridge and said quickly, "No point in long goodbyes, here's the door." Clearly he didn't give a damn.

"Come on Raf." said Jack to the twelve-year-old, who exchanged glances with a sad Bumblebee.

"I'll be ok Jack," said Raf, "See you at school."

"Sure thing," replied the teen as he walked down the stairs, where Arcee stood with her arms crossed and an almost blank expression, "I know, you don't exist."
"Don't make me hunt you down," said the fembot softly as Jack walked through. Once he did, her expression changed from blank, to sad, though she didn't let anyone see it.

10:36 PM

Jack was sitting in his garage fixing the wheel of a regular, non-motor-powered bike, contemplating the events of the last couple days. He explained to his mom that he didn't have Arcee anymore because she turned out to have some problems that he and Steve discovered, so they took her to a shop to get repaired for a while. Jack hated lying to his mom, but what else could he do without sounding crazy to her.

The teen was interrupted from his thoughts when a truck pulled up. It turned out to be Bulkhead in vehicle mode. Realizing who it was, Jack went back to work as he heard the door open and close on the green Autobot.

"Now I understand why you had to rush home," said Miko playfully.

"Don't you have something more exciting to do, Miko?" asked Jack, not even bothering to face her.

"So, this is where you hang, huh?" asked the girl as she ignored his question, "Back home in Tokyo, I have loving parents, and two purebred cats, Chichi and Ding-Dong. I went to the best school, took piano lessons since I was three."

"How nice for you," replied Jack, still not interested and not facing her.

"No, how boring!" she countered.

That actually got Jack to look away from what he was doing and face her.

"It wasn't me. Why do you think I jumped at the chance to transfer here?"

"To Jasper, Nevada?" said the unconvinced boy, scoffing her with sarcasm, "The entertainment capital of the world?"

"Yeah, well, the brochure lied." She then walked up to the side of his work table before continuing her story, "Piano lessons were starting to look pretty good in fact. But then, the last couple of days happened!"

"Do you have a point?!" sighed Jack.

"You bet! I saw what you did today. When you saved Raf-when you came to save me!"

Still not agreeing with her, Jack went back to his work and said, "I've been raised to be responsible. To my school work, my mom, my job! It's like my dad used to tell me before he died, 'with great power comes great responsibility.' Pardon how cheesy it sounds, but it's still the truth!"

"Look, I'm sorry about your dad, but Dude, hear me out. You're no fry cook, you're a rock star! Stop trying to pretend you're normal Jack. You'll never fit in. You were born to do so much more!"

Not looking at her, Jack replied, "Thanks Miko, but I think normal suits me fine." and he just continued to work on his bike parts.

Groaning, Miko just walked out, hopped into Bulkhead and left the Darby residence. Jack watched them leave before return to his work without a care or worry in the world.
The next day, as Jack left home for his job while riding a regular bicycle. As he pulled into the K.O. Burger's parking lot, he set up the bike to be parked and then looked up to see one of the blue figure of the restaurant's neon sign. While not exactly the same, it reminded him a little of Arcee, making him feel somewhat conflicted about his decision to not get involved with the Autobots, causing him to sigh.

"Nice bike," came a casual, yet familiar, feminine voice. Jack turned to see Arcee in motorcycle mode sitting there behind him.

"A-Arcee, really, Miko already tried. Tell Optimus I respect him big time, but…if you're at war with the Decepticons, there's nothing I can do to help." said the teen as he turned away from her.

"Optimus didn't send me, and no one's asking for your help," replied the fembot, clearing things up.

"Ok, so if we both agree that I'm not warrior material-" started Jack, only to be interrupted by the female bike.

"Jack, I just lost someone I cared about. Maybe it's the grief talking…maybe you're growing on me…whatever it is…I'm just not ready to say goodbye."

This touched Jack, and made him think hard.

1:54 PM

After about an hour and a quick bite to eat, Arcee returned to base with Jack. She made a beeping sound as she drove them down the tunnel into the main room, where the Bots, Cap, Miko and Raf were standing. They all seemed pleasantly surprised at the teen's return.

"Hey…guess whose back?" stated Jack as he took off his helmet and got off Arcee before she transformed into robot mode.

"Autobots," addressed Optimus, "prepare for departure."

Feeling a little disheartened at the lack of a reception to his return, Jack looked up at Arcee, who was adorned with a confused expression.

"Where to?" asked the fembot.

"The final frontier," explained Miko.

"What…space?" asked Jack quietly, "I-I-I thought that they didn't have any way to get there?"

"They don't," said Raf as Bumblebee put him on the ground, "really…"

"Be…seeing you?" asked Jack as he looked up at Arcee, who only responded with a smile and a shrug as she walked towards the other Bots.

Ratchet pulled the lever and the ground bridge lit up, and the other kids had words with their own Bot friends.

"Be careful Bee?" asked Raf, and the yellow scout nodded and whirred as he walked towards the bridge.
"I'm so jealous!" stated Miko to Bulkhead.

"Don't even think about following me!" ordered the green Bot.

"Optimus," said Ratchet from the lever, "if you leave me stranded on a planet teaming with humans, I will never forgive you!"

"Until we meet again, Old Friend," smiled Optimus as he activated his face mask.

The three humans gathered together on the upper platform as they watched their Cybertronian friends get ready to leave. Jack turned briefly and noticed that Cap was right behind them.

"Steve? You're not going with them?"

"I would, but they don't have a suit that allows me to fight in space."

"Oh, I see," said the teenaged boy, accepting the super-soldier's logic.

"Autobots!" announced Optimus, "Roll out!" and the four field members changed into their vehicle modes and drove on through the vortex. It came to the surprise of the children when the portal didn't close a minute afterwards.

"Um, why is the ground bridge still open?" Raf asked the CMO.

"Because," explained Ratchet, "since the Captain isn't accompanying them out there, I've installed a camera into Optimus' helm. However, since it requires a strong signal, we need the ground bridge open in order to help maintain it. Otherwise, the video would be full of static and bad audio."

"Well that makes sense," agreed the twelve-year-old, "Um…what's a helm?"

"A helm is basically their word for a head, Raf," explained Cap before Ratchet could get any more frustrated with him.

The computer suddenly got their attention as it lit up the video feed.

"Show time!" shouted Miko, pumping her hands in the air.

"Ep-ep-ep!" hushed Ratchet, making the Japanese girl groan as she piped down.

"Maximum overdrive!" said Optimus' voice from the feed, which went from showing the green, swirling energies of the ground bridge to the starlit black of space. Also shown was a large ring of sorts, with large pieces of rock adorning the outside part of it. Then Optimus continued his orders, "Autobots, transform…" the sound they usually made when they changed could be heard, "…and gravitize!" Then the inner smoothness of the ring zoomed in, alongside the noise of some electricity and metal clanking against metal.

"Whoa!" said the voice of Bulkhead, "Don't look down. Or up, or left."

The camera view turned to face the green Bot before turning even further to see the Decepticon Warship nearly blocking its view of Earth and getting closer before stopping about roughly two miles away.

"So Megatron's packing enough dark energon to raise Cybertron's dead?" asked Arcee as the camera briefly glanced at her.

"And since we don't possess ready means of disabling the space bridge," said Optimus as he and the
other members of the team turned their arms into blasters aimed at the Con Warship, "nothing gets in, or out!"

Among Cap and the kids, Jack decided to ask, "Say uh, anyone mind filling me since I walked out yesterday?"

"Remember when Ratchet said that me, him and Optimus fought a bunch of undead Cybertronians?" asked Cap.

Jack nodded.

"Well, turns out that that was just the beginning. Megatron's using something called dark energon, which according to Optimus has the power to reanimate a Cybertronian corpse."

"Whoa!" said the teen in amazement.

"And we've figured that he's using this space bridge to transport enough dark energon to Cybertron, where it'll reanimate the dead there, and then they'll come here through the bridge to Earth. Where they'll wreak havoc on humanity unless the Bots can derail it all from happening."

"Yeah," agreed Jack with a sigh, "we've got a lot riding here."

"Well," they heard Arcee say as they looked back at the video, "what're they waiting for?"

Optimus lowered his blasters for a moment and looked out at the Warship before saying, "It appears the Decepticons have sustained serious damage to their interstellar navigation system."

"Hey!" said Bulkhead with pride, "That's my handy work!" It was true, as part of the damage he did to the ship when he went to get Fowler was tearing off a big dish of sorts and throwing it at some Con drones.

"Great job Bulkhead," congratulated Optimus, "without the dish, Megatron will be unable to aim the dish at Cybertron."

"Don't the Decepticons know where their own planet is?" Raf asked Ratchet.

"Naturally!" growled the CMO, "But Cybertron is many light years away, to reach their target their aim must be astronomically precise!"

"If Megatron went to the trouble of rendezvousing with his space bridge," said Optimus, "he must have an alternate targeting system, a remote one."

Ratchet looked doubtful as he said, "Humph, from what I know of Earth's technology I doubt there exists a single radio telescope dish on this planet powerful enough to pinpoint Cyberton!"

"What about a whole bunch of linked radio telescope dishes?" asked Raf as he typed an internet search before an image popped up, "Like the giant size array in Texas?"

"I think Stark Industries helped build-" started Cap, only to be cut off by Ratchet.

"Zip-ep-ep-ep-ep!" snapped the CMO, clearly not impressed, "This is not child's play!"

"Good thinking Raf," said Optimus through the speakers, "Ratchet, have Agent Fowler alert the array staff to the security hazard."

"You there!" yelled Agent Fowler from his hospital bed, getting their collective attention, "Are you
Captain America? Can you sign my trading card collection please?” Then he fell back to sleep.

“That may be a challenge,” said the CMO, shaking his head.

Raf went back to the array website and typed in some more, "I can't get past the array's firewalls! They're too thick!” said the twelve-year-old as he slammed his fist on the desk.

"You," said an unconvinced Ratchet, "actually think you could keep the Decepticons out?"

"Maybe, if I could get in."

"W-W-Wait, Raf," butted in Jack, "what we could get you…all the way in, like 'inside the building' in?"

"I could log into their internal network on the other side of the firewall!” realized the twelve-year-old.

"The risk is too great!” said Optimus, "The Decepticons will be there, perhaps even on site!"

"Optimus," said Jack, "with all due respect, you said it yourself, this is bigger than the safety of three humans."

"Yeah!” agreed Miko, "If we let the Cons win, then we're screwed, along with everyone else on our planet!"

After about a moment, Optimus asked, "Raf?"

"I want to give it a shot!” said the preteen with determination.

2:15 PM

A green vortex of swirling energies appeared on the inside of a fence line. Jumping out of it were Jack, Miko, Raf and Cap. While the super-soldier managed to get up straight, the kids had a bit more trouble handling the effects of the ground bridge exit.

"That'll take some getting used too!” stated Jack as he rubbed his head. Looking up, the four found that they were at the site of the dishes. Running to the back door, they found an empty hallway and snuck in. The four of them made their way to a dimly lit computer room, where Raf successfully logged in and got to work.

Miko walked up to the door and looked out and around before going back in and saying, "Security sure is lax in this place."

"Just in case, I'll stand watch at the door," stated Cap as he stood by the entrance to the room.

"I'm in!” exclaimed Raf as he typed some more. However, his expression turned grim when he said, "And so are the Decepticons!"

"What?!” asked Jack.

"How can you tell?” said Miko.

With images shifting on the computer screen, Raf explained, "Schematics, with the same alien math we saw on the ship. But this time," he pulled out a flash drive, "I can download it!" Then he plugged in the drive and continued his work.
"It's gotta be the space bridge!" said Miko.

"The Decepticons are syncing it to the dishes," explained the twelve-year-old, "but I can sync to them!"

"Will they know?" worried Jack.

"Even if the Decepticons know I'm in the system, they'll have no idea that I'm in the house," reassured Raf. However, a few moments later, the screen beeped with one of the images turning red, and the twelve-year-old said, "They're locked onto Cybertron, but not for long!" and Raf succeeded, but a moment later, he saw it, "The dishes are headed back towards Cybertron. I'll just undo that again."

"W-What happens when the Cons realize they're being punked?" asked Jack as he leaned in to Raf's ear.

"It's only virtual combat," said the confident preteen, "You know, like online gaming."

"Yeah Jack," added in Miko, "What are the Cons gonna do? They're probably like a thousand miles away."

"GET DOWN!" shouted Cap as he got away from the door. The three kids did what he ordered as the door burst open to reveal a long glowing purple cable of sorts with a clawed hand on the end. It reached for Raf, but Cap got in the way and started to deflect and bash it with his shield. The twelve-year-old managed to pull out his flash drive before the claw knocked the computer to the floor in one swipe. Miko saw an axe planted on the wall and proceeded to take it down and then try to hack at the cable, only for it to knock her back before grabbing the axe and then leave the room with it.

"An axe?! You handed it an axe?!" Jack yelled at Miko.

Cap led the way as he and the kids chased it all the way back to a large room with large hard drives and an open sunroof. Also inside in the room was a large but slim Con with a visor for a face, arms that looked like they could easily turn into the wings of a plane, and a gray and purple color scheme.

"Soundwave!" exclaimed Cap.

"You know him?!" exasperated Jack.

"He's the Cons' intelligence officer, and I once cracked his visor!" explained the super-soldier briefly as he threw his shield at the large Con, only for the said foe to catch it with his other tentacle with little effort and without even so much as turning his head. Then the Con without a face dropped the shield before using the claw holding the axe to cut a large cable on the floor and then jump out the sunroof window. However, before leaving, he turned to look at Cap and the kids. Miko got out her phone and took a picture of him, and then Soundwave did the same for all four of them before transforming into a plane-like structure and taking off into the sky.

"Why is he leaving?" wondered Miko aloud.

Raf went over to the axe and answered her grimly, "He cut the hard line…the dishes are locked onto Cybertron, for good."

"Don't worry Raf," said Cap as he put a hand on the youngster's shoulder, "the battle isn't over yet. But right now we need to get back to base." Putting a finger to the side of his cowl, the Captain said, "Ratchet, we need a quick bridge back to base. Soundwave made the dishes lock onto Cybertron permanently."
The CMO could be heard sighing over the comm, right before a green vortex appeared in front of the kids and Cap, which they prominently walked through to the Bot HQ. Once there, Ratchet closed the bridge before reopening it, allowing the video from earlier to come back.

It showed Optimus' hand as a blade slicing through a couple Con drones before looking up at what appeared to be a glowing purple rock coming towards them.

"I take it that's the dark energon?" asked Jack.

"Yep!" confirmed Cap.

Optimus transformed his other hand into a blaster and began shooting at the dark substance to no avail, and turned to watch as it went through the space bridge.

"ARISE MY LEGION!" shouted a raspy, yet commanding voice.

"W-Who was that?" asked Raf.

"That, Rafael, is Megatron!" answered an angry Ratchet.

"King Con?" asked Miko.

"So," said Bulkhead's voice as the view came to face him, "how do we beat a whole planet of the undead?"

"Optimus!" yelled Ratchet as he looked at the computer screen beside the video, "I'm registering a rapidly expanding mass in their space bridge vortex, one with a peculiar energy signature!"

"Dark energon." said Optimus, already knowing what it was, "Ratchet, we must destroy the space bridge! There's enough live energon coursing through it to achieve detonation. But we lack the firepower to ignite it!"

"If I knew how the space bridge was engineered, I might have a way of accomplishing that feat." stated the CMO.

Suddenly, without warning as Fowler walked over to where everyone was, a loud sound took over the sound systems. The sound in particular was a rock song:

shoot to thrill play to kill
I got my gun at the ready gonna fire at will
Cause I shoot to thrill and I'm ready to kill
I can't get enough and I can't get my fill

The ceiling began to crumble and collapse from above over the human platform. A new figure abruptly fell through. He landed legs splayed and his fist slammed into the ground. The figure was covered in shifting mechanical red and gold armor, with a single glowing blue orb in the middle. His eyes were glowing blue as well.

I'm gonna shoot to thrill
play to kill, shoot to thrill

He stood up and raised his hands at Ratchet. An army knife worth of weapons sprouted from the
armor, "Step away from the terminal, Tiny!"

"Tony, no!" yelled Cap as he bounced his shield off the figure's chest and back to him.

"Tony?" asked all three of the kids.

"Kids," started Cap, "meet Tony Stark, also known as Iron Man."

"The head of Stark Industries?" asked Raf.

"And a genius, billionaire, playboy and philanthropist," stated Iron Man through his suit, before looking at Cap and asking, "Now you mind telling me why I shouldn't be shooting at one of the robots that hacked into my dishes?"

"I did no such thing!" yelled Ratchet, getting Iron Man's attention, "We were trying to prevent the dishes from being used by the Decepticons!"

"Decepti-who?" asked the billionaire, tilting his helmeted head, "All I know is that my dishes were being hacked, and the security cameras showed that it was a large robot that did it. And they also showed Cap and some kids trying to stop it before going through some kind of portal. I figured that since he was fighting that robot, then you must be in cahoots with it because I don't see any other ones around here."

"Allow me to explain Tony," barged in Cap before the CMO could get any more frustrated. After giving the playboy as short an explanation as he could, he finished up and waited for a reaction.

"So let me get this straight," said Iron Man, "There's a race of alien robots with two factions; the Autobots, the good guys, and the Decepticons, who're the bad guys. They're home planet was made lifeless because of their war, and now they're here to use our world as their new battlefield. And right now the other Autobots are in Earth's orbit trying to stop an invasion of zombie robots that the Decepticons are bringing in through a large teleportation device called a Space Bridge, which they needed my dishes for because there's are damaged?"

"Pretty much!" shrugged Jack.

"Yeah," said the billionaire, "I see it, though I'm still working on believing it."

"Mr. Stark," said Optimus through the system, "whether you believe it or not is immaterial, because now we need to destroy this space bridge in order to save your world."

"That I can't argue with!" stated Iron Man before saying, "JARVIS, I think it's that time."

"The House Party Protocol, Sir?" asked a British voice through the suit.

"Yep, send 'em here."

"What's the House Party Protocol?" asked Jack, "And who's JARVIS?"

"You'll see in a minute," said Iron Man passively, "and JARVIS is an AI I created to help me get things done."

"In the meantime," said Ratchet, "I still need to know the layout of the space bridge before we can destroy it."

"Hey," said Raf, pulling out his flash drive, "would schematics help?"
After hearing that, the CMO addressed Prime through the communications system, "Optimus, I must say, the space bridge is our sole hope of ever returning to Cybertron. Are you certain its destruction is the only option?"

"I am afraid so..." answered Optimus solemnly.

"Then by all means," responded Ratchet with determination, "let us light our darkest hour!"

"They always like this?" Tony asked Cap.

"You get used to it, though you haven't met the others yet," answered the super-soldier, "Hopefully you will if they survive this."

"Sir, they're almost at your location," said JARVIS through the Iron Man suit.

"Well Cap, I may just be able to help with this!" said Tony.

"What do you mean?" asked the super-soldier.

"Look up," the armored hero pointed to the ceiling, where everyone saw dozens of armors like Iron Man's come in one at a time, each one with a different height and appearance and floating around the room. Looking nowhere, the playboy then said, "JARVIS, you finish that check yet?"

"Yes, Sir, I have all the information from the Autobots' computer, and know which one is which."

"What is that contraption of yours talking about?" asked an irritated Ratchet.

"When you guys weren't looking, I had JARVIS hit your files so that I can know more about who I'm dealing with."

"YOU DID WHAT?!"

"Look at it this way Doc Bot, at least my boys here will know who not to attack." Looking back at the floating armors in the room, Stark then said, "Well what're you guys waiting for, it's Sunday." He gestured towards the ground bridge vortex and continued, "Take 'em to Church!"

"Yes, Sir!" said all the armors in unison with JARVIS' voice before they all made a break for the ground bridge, going through one by one.

Everyone looked at the video feed and saw as the ground bridge portal in space erupted with all the different Iron Men flying all around the much larger space bridge.

"Autobots," said Optimus as he turned to view the others, "take your positions and follow Ratchet's lead!" Bulkhead, Bumblebee and Arcee nodded as they ran to the other parts of the space bridge. Optimus turned the view back to see a purple stream of light heading towards him from the Decepticon Warship, "While I make my stand!"

Coming closer, the purple light was revealed to be a silver, alien-looking jet, which came further and transformed into a rather imposing and deadly looking robot with a large cannon on his right arm.

"Megatron!" gritted Ratchet through his teeth.

"I take it that's the Decepticon boss?" asked Tony, who got a nod from the other humans in confirmation.

"Your fellow Autobots are wise, Optimus," said Megatron, his voice both raspy and threatening at the
same time, "they know when to retreat!"

"I hold no illusions about engaging your army, Megatron," responded Optimus, "but I might derail its objective by removing its head!" the sound of Optimus' arm transforming could be heard, but whether it was a blaster or a blade was anyone's guess.

The Decepticon Warlord laughed evilly before countering, "Highly unlikely Optimus, as I am infused with their very MIGHT!"

"One shall stand, one shall fall!" said Prime, right before his rival unleashed a blade from underneath his arm cannon, and the two charged at one another. And one blow after another, the opponents swung blades at each other, both narrowly dodging and barely getting hit. Optimus slashed a few times with Megatron blocking as best he could until Prime's blade back handed him across the face, causing he Decepticon warlord to skid not too far across the metallic layer of the space bridge. Optimus ran towards the downed warlord and proceeded to slam his arm blade down, only for it to be blocked by his opponent's own blade.

As the two leaders were fighting, Fowler noticed the signatures of the undead Cybertronians on the computer screen at base, "These things are getting closer!" Then he turned back to everyone and asked, "That's bad, right?"

"Yeah, that's an intelligence agent for you." said Stark sarcastically as he watched Raf type up the schematics of the space bridge.

"Ratchet, we're in position," said Arcee through the communications.

"You know, it kind of surprises me that a race of robots would have gender. I'd be interested in getting up close and personal with this Arcee if I wasn't already in a committed relationship," said the armored playboy blatantly.

Jack gave the billionaire an irritated look and growled, "I don't think you're her type."

When Raf pulled up an image of what appeared to be a complex cylinder of sorts, Ratchet said, "Arcee, pay close attention!"

"Starscream, what is it?!" Jack and Cap heard Megatron say as they looked back to the video to see it shift as Optimus tried to get to his feet. Then the Lord of the Decepticons spoke to Prime directly, "Ah, misdirection, Optimus. You would've made a FINE Decepticon!" Megatron raised his arm and slashed down at the camera, only to be blocked by his opponent's blade.

"I CHOSE my side!" replied Optimus with determination, before knocking his foe's blade back and transforming his own arm into a blaster and shooting the Warlord back several feet.

"Uh, JARVIS? Have Igor come in and help Prime, and keep the others blasting into the vortex, will ya?"

"Yes, Sir," complied the A.I.

Looking back at the screen, Jack, Cap and Tony saw not only Prime's arm shooting at the floating form of Megatron, but also a rather large Iron Man armor that, true to its name, was hunched over, as well as throwing fists at the Decepticon Lord. Optimus and the camera looked up to see all the other different suits blasting off beams of energy into the swirling maelstrom of the space bridge's energies, specifically aiming at the growing masses of Megatron's undead army that kept getting closer and closer.
Back with Ratchet, he continued instructing the other members of the team, "Now follow the line from the flow regulator to the energon pump. There should be a valve."

"I see it," replied Arcee.

"Good, and to turn all that power against itself, all you need do is reverse the current!"

After a moment and some struggling sounds, the fembot responded, "Current reversed."

"YES!" Fowler jumped for joy, before looking down at Raf and asking, "Right?"

"I'll keep the ground bridge open and ready," stated the CMO.

Looking back at Optimus' camera view, everyone saw that Megatron had torn through the suit that attacked him, and was now flying in his alien jet form, shooting at all of Tony's suits.

"Ok, note to self, remember to send Decepticons a bill for all those suits!" stated the calm, but upset billionaire.

Then, after a few more armors exploding, the silver jet disappeared behind the bridge's outer rocky ring. Optimus turned around to see that the smooth plates of the inner ring were beginning to come off at a rapid rate as a humming sound began to increase. Prime then ran away from it towards the dimness of space.

"Optimus, the ground bridge is ready and waiting for you four," assured Ratchet.

"Autobots," addressed Prime, "jump!" then the camera view went up a little before looking down at a small vortex of green energies and passing through.

Everyone turned to the lit bridge tunnel as they waited for the four Bots to return.

Raf looked at Ratchet and asked, "Do you think they're…"

The CMO looked at his arm, which showed four signs, and said, "Four life signals," then he added grimly, "One very faint."

The kids, Cap and Iron Man looked at the bridge to see Optimus come through first.

When a certain green Bot came through, Miko smiled, ran down the steps shouting "Bulkhead!" happily before embracing the big guy's finger in a hug, as his stature made it impossible for her to reach around him.

Jack and Raf walked down to see a sad Bumblebee walk through with a near-dead-looking Arcee in his arms. The older boy ran up to the yellow bot and grabbed a hold of the blue fembot's hand, hoping that she was ok. Miko and Cap put a hand on Jack's shoulder in comfort.

"We lost one this week," said Ratchet, expressing his own concerns, "by Primus, don't let it be two…"

After the sixteen-year-old held onto his guardian's hand for a few moments, her eyes finally opened, "Arcee…?" he asked with quiet hope evident in his voice.

"Jack, really?" asked the blue fembot weakly, "There are other motorcycles in the world…"

"But, you're my first," said the teen gently.
"And Megatron…?" Ratchet asked Optimus.

"Not even he could've survived ground zero," was all the leader could say.

"Prime!" yelled Fowler from the elevator entrance, "I didn't get to thank you Bots for the save. I owe you one. We all do." But before the S.H.I.E.L.D. agent could get through to the elevator, another voice got their attention from the computer with a video to add to that.

"Fowler, don't think for a moment that you're leaving that soon!" the voice belonged bald-headed African-American man in his mid to late fifties wearing a black leather trench coat with black clothing underneath. What really stood out, though was that the man was an eye patch over his left eye, with what appeared to be large scratches of sorts behind it.

Everyone walked towards the large computer, with Cap and Fowler in front; "Director Fury." said the agent and super-soldier in unison.

"Fowler, I let you have the Autobots keep an eye on the kids with the condition that they don't get hurt or do something that causes problems. And not long ONE day after I make that condition, you let the youngest hack the damn S.H.I.E.L.D. mainframe! THAT is a problem-a problem that I have to deal with!"

"Um…Sir?" asked the nervous Raf.

"What?!" snapped Fury.

"The only reason I hacked S.H.I.E.L.D. was to help save Fowler's life." squeaked the twelve-year-old.

"Yeah!" chipped in Bulkhead, "The Cons had taken him, so we needed a way to find him!"

"That doesn't matter," stated the S.H.I.E.L.D. director, "The fact remains that a twelve-and-a-half-year-old hacked the mainframe of a government agency. And that's causing all kinds of ruckus here."

"Sounds like it's more of an embarrassment for you than anything else, Fury," quipped Stark, "Especially after what happened with Superman."

"What does Superman have to do with this?" asked Jack.

The S.H.I.E.L.D. director paused a moment before sighing and answering, "Four years ago, Earth learned that it had an immigrant from another planet, who had a grudge match that LEVELED a city."

"I think I heard about that…" pondered Jack.

"The Metropolis Incident?" asked Raf.

"Precisely," stated Fury, "and because of that, we learned that NOT ONLY are we not alone, but also, that we are hopelessly-hilariously out-gunned."

"From my understanding, Director," added Optimus, "this Superman is the last of his kind, and that he means no harm towards this planet."

"Yeah, but his kind weren't the only people out there, as confirmed by you and the Decepticons. But, aliens aren't the ONLY threat. The world is filling up with people who can't be matched or
controlled. Which is why S.H.I.E.L.D. has to look strong and have a handle on it all. And the fact that young Mr. Esquivel here was able to get inside our mainframe so easily doesn't help."

Raf's head drooped at that, and Jack and Miko put their hands on either of his shoulders for comfort.

"However, since his actions worked in our favor and got one of our agents back, we're willing to let this one go with a warning. You kids ever do something like this again, and you're butts belong to S.H.I.E.L.D., got it?"

The three adolescents nodded in unison, fearful of what the man might say if they disagreed.

"And one more thing. Fowler?"

"Yes, Sir?" answered the agent.

"Two days? It took you two days to take a completely renovated stated-of-the-art helicopter and turn it into scrap?!!"

"Well, Sir, the Cons got to me when I was flying the copter," explained Fowler.

"Regardless, I want to at least TRY to bring the machinery we give you back in one piece, got it?"

"Understood, Sir."

"Good, I already gave Coulson a lecture about authority, so I don't need to give you one."

"No sir you don't."

"And Cap?"

"Yes Director?" answered the super-soldier.

"Be sure to keep an eye on the kids."

"Will do Director."

"Fury out." And with that, the video was gone, and Fowler walked into the elevator and left.

"Well, I'd better get going," said Iron Man nonchalantly, before looking back at everyone and saying, "Nice meeting you all, we should get together sometime. You know, have lunch and discuss plans, exchange technology and the like? If you need me, you know where to find me!" And with that, the armored playboy shot out of the base through the hole in the roof that he made earlier.

"I do not like him…" grumbled Ratchet.

"He may be full of himself," started Cap, "but Tony means well." Looking back at the three kids, Cap said, "I believe it's time we got you three home."

Looking worried, Miko walked towards Optimus and asked, "Is this the part where you tell us to forget we ever saw you?"

3:45 PM

Jack, Raf and Miko walked down the front steps of their school, leaving since classes were over for the day. Looking out at the parking lot, they happily saw a familiar set of vehicles; a blue motorcycle,
a green truck, and black and yellow Urbana 500. Running out to said vehicles, the kids readied themselves for what was sure to be another fun day at the Autobot Base. After about a half hour, all six arrived at the Bot HQ, and Jack spotted Steve wearing his civilian clothes in the corner.

Looking up at his guardian, Jack asked, "Could you excuse me for a moment?" Arcee shrugged and nodded before walking off. The sixteen-year-old made his way towards the super-soldier and announced his presence, "Hey Steve!"

"Hey Jack. How's it going?"

"Just fine, though I wanted to talk to you about something."

"What would that be?"

Scratching the back of his head, Jack said, "Well…to be honest, I wasn't initially sure what to think of you when you and Mom started dating. No offense!"

"None taken," replied Steve calmly.

"But, considering all that I've seen in the last few days, I've decided that…"

"That what?" asked the confused soldier.

"That you're alright, for an old man anyway." Reaching out his hand, Jack and Steve shook.

Chapter End Notes

AN: Well, that's the chapter. Hope you all enjoyed it as much as I did writing it. Took me a while, but I finally got a DC reference in this, and as you might know, Fury's mention of Superman was reference to both the Man of Steel and the Avengers. More heroes will come in the upcoming chapters, but you'll have to read to see who. And before anyone asks, no, I am not putting Coulson in this. As always, read and review like crazy people, as that motivates me to keep going with this.
4:17 PM

"Hey, Arcee?" asked Jack as they came into the base.

"Yeah?" responded the blue fembot.

"Our school's science fair is coming up, and I was wondering if maybe you could help me with my project?"

"Depends on what it is," she stated playfully.

"Nothing big, just the mechanics of motorcycles," said the teen plainly.

"And how would you explain that?"

"Basically by building a bike," shrugged the sixteen-year-old.

"Jack, just because I can turn into a motorcycle doesn't mean I know how they're made."

"But you do know how they work, right?"

The fembot sighed, "Yes, but that still doesn't make me an expert."

Suddenly the ground bridge was heard, and out came an excited Bulkhead and Miko, the former of whom shouted, "You are not going to believe what we just found!"

"What is it?" asked Ratchet.

"We think we just found the picture of an energon harvester in an ancient Greek city!" said the green bot excitedly.

"A what?!" asked Ratchet and Arcee together as the fembot walked up to them with Jack and Raf.

"Before we show you, where's Optimus, Cap and Bee?" asked Miko.

"They're out on a scouting mission and will be gone for some time," explained Ratchet, "Did you get an image of this picture?"

"You got it Doc Bot!" said Miko, pulling out her phone and flipping it open to reveal the image what she and Bulkhead saw.

Leaning in to get a closer look, the CMO groaned, "You know I can't see much on that tiny screen, right?"

"Fine," sighed Miko, "Hey Raf! You mind pluggin' this up?" she asked, handing the twelve-year-old her phone.

"S-Sure Miko," answered Raf as he hooked the phone into the computer terminal, and after a minute of tinkering, pulled up the image from it. It appeared to be a wall painting depicting a woman in
ancient Greek armor, holding a large golden orb of sorts.

Ratchet examined the picture before going wide-eyed and saying, "By the Allspark, it is an energon harvester!"

"Mind filling us in on what that is?" asked Jack, before Miko and Raf nodded in agreement.

Pinching what appeared to be his nose, the CMO explained, "An energon harvester is a powerful tool created by the Ancients to remove raw energon from any source."

"Greek gods knew Autobots?" asked Raf, looking between Jack and Miko.

"No," corrected Ratchet, "The ancients would often use the art of a given era to conceal messages. This fresco was most likely a signpost, indicating the location of a harvester somewhere on this planet."

Jack thought for a moment before asking, "Uh, Ratchet? If the harvester removes energon from anything, and you all have energon pumping inside you…" He didn't need to finish, as his concern could be felt by all in the room.

"The harvester would be devastating weapon in Decepticon hands," nodded Ratchet.

"See?" said Miko to Bulkhead, "You were a genius to total that painting!"

"Total?" asked Arcee.

"I…may've destroyed it when Breakdown came in and fought me…" answered the green bot nervously.

"Who's Breakdown?" asked Raf.

"Bulkhead's Con arch nemesis!" said the excited fourteen-year-old girl.

"Miko’s not wrong," said Arcee in a congratulatory way to Bulkhead.

"For once," whispered Jack.

"How can the Cons find the harvester without the fresco?" stated Arcee logically.

However, Raf put a damper on their mood by looking up some pictures on his laptop and saying, "With high speed internet. If you do a search for 'Greek warrior woman' and 'golden orb', this pops up." Showing everyone his laptop, Raf revealed an article showing a statue of an armored woman holding a the harvester in front of her, and being carried off to a Lexcorp lab where it would tested to see what it is, "It's in a laboratory."

"That the real deal?" asked Arcee to Ratchet.

The CMO nodded and stated, "We should contact Agent Fowler." Going to the larger terminal, Ratchet typed in their S.H.I.E.L.D. liaison's contact information and proceeded to call him through the computer. After waiting a few minutes, however, their response was less than fruitful.

"You've reached Special Agent William Fowler," replied an answering machine, "I'm currently on an intensive training retreat, and won't be back until Tuesday."

"I hate talking to machines…” grumbled Ratchet.
"And look who's talking?" pointed out Miko.

Ignoring her, the CMO said, "Without Agent Fowler's direct aid in this, we'll have to retrieve the harvester ourselves."

"Whoa-whoa-whoa, retrieve?" butted in Jack, "As in steal Lexcorp property?"

"That sounds…illegal," added Raf.

"Optimus wouldn't want us to break any human laws," said Ratchet seriously, "but as soon as the Decepticons get wind of the harvester's location, they'll do whatever it takes to get it. So this requires covert action."

"Uh, no offense Ratchet, but 'covert' and 'giant robots' don't really go together. Lexcorp is bound to have its labs covered with guards and security cameras."

"No problem!" stated Miko to the older teen, "We're small enough to sneak in and get out!"

"Miko…" said Bulkhead, getting her attention, "I'm not sure that's such a great idea."

"It's probably our best option at present," assured Ratchet, "and the longer we debate over this, the more time we give the Decepticons."

9:45 PM

Later that night, at the Lexcorp Labs in Las Vegas, Nevada, Arcee and Bulkhead drove around the building to make sure that the coast was clear of any Decepticons. Once they were back up front, the fembot contacted the base.

"Jack, Miko, Raf, remember, we won't have a clear view of you, so once secure the harvester, you have to use your coms in order to let us know. Once you do, we'll have Ratchet bridge you back to base, got it?"

"Got it Arcee," said Jack through the com system as he, Miko and Raf stood waiting in front of the bridge tunnel.

The CMO pulled the lever and lit up the tunnel before addressing the kids, "Now since you'll bypass all points of normal entry, you won't need to worry about setting off the alarm. But take care to avoid any security guards."

The three nodded and walked through the portal. Once they did, they found themselves in a black-walled hallway with many white doors. Making their way quietly, Jack, Miko and Raf walked from door to door, peeking inside each room to see if their target was anywhere to be found. It wasn't until they reached another hall that they heard the sounds of a couple scientists walking and talking around the corner. Getting behind one of the doors, the three waited and listened as the two scientists passed by.

"Any progress so far on the relic so far?" One of the scientists asked.

"Nothing, so far we've been unable to detect anything special, except for a faint energy signature." another answered.

"And still no progress on determining where the energy is coming from?" the first asked.

"No," the second one answered.
The first one sighed, "Mr. Luthor will not be pleased if we don't make progress."

"I know!" The second one retorted, "I'm the one writing the damn reports to him, how do you think I feel?"

Hearing them, the kids pondered what they were listening to.

"They must be talking about the harvester," whispered Jack.

"Probably," whispered Raf with Miko nodding.

Then Jack turned away from the door to see the room they were in, and received quite a shock. Inside the dim room, there was a large, gridded, see-through cylinder in the middle with ultraviolet lighting in it. Jack could've sworn that he saw something very small move in it.

"Hey guys?" asked the sixteen-year-old to his friends, "Look at this."

Getting up from their place at the door, the three walked towards the cylinder with wonder and quiet awe. Moving inside of it, Jack finally caught a glimpse of what moved in it; a spider, crawling on a web inside the structure. And as it turned out, it wasn't alone, as there were many of its kind with it. However, the eight-legged creatures soon became active when the silence aspect of the kids' mission was broken by Miko.

"AHH!" she screamed, "SPIDERS!"

Unfortunately, this caused the door to open and reveal the two scientists from earlier, and neither of them looked happy.

"Hey!" yelled one of them.

"What're you three doing in here?!" bellowed the other.

"Run!" ordered Jack and the three of them made a break for it, shoving past the scientists and heading towards the other end of the hall.

"Come back here!" yelled the first, before looking at the second and saying, "Call security."

The three kids ran until they found a room that seemed good enough to hide in. Once they got in, they took a deep breath and kept their ears peeled to the door in case trouble came. After about five to ten minutes, Jack, Miko and Raf finally let out a sigh of relief. Then they looked towards the room and found the statue and the large golden orb that were their targets on two tables.

"Whoa..." said Raf.

Pulling out his com, Jack said, "Ratchet, we have the harvester."

"Good, are you away from any cameras?" asked the CMO worriedly over the com.

Jack looked around before saying, "No, there doesn't appear to be any."

"Excellent, I'll lock onto your phones' coordinates and activate the ground bridge to where you are."

"Got it," said Jack before putting the com back in his pocket.

However, before they could wait for the familiar green vortex, a metallic screeching was heard. The three covered their ears and tried to block it out to no avail.
"What is that!?” yelled Jack at the top of his lungs.

The answer came in the form of a hole being made in the roof on the other side of the roof. Out of the dust cloud a large angular drone that resembled a condor with its wings stretched out, floated in. It whirred as several tentacles sprouted from its body and grasped the orb. With a single tug, it pulled the orb off the table and flew back through the hole it had just created.

The three just stood dumbstruck at what happened before them.

"Wow…that was fast.” said Miko, being the first to speak.

"What just happened?” asked Ratchet over the com.

"The Cons got the orb," answered Jack.

The CMO groaned in frustration before saying, "Then bring the statue, it may have some residual energy that can lead us to the harvester."

"Gotcha," said Jack, "just bridge us back soon please? That made a lot of noise and I don't know how much longer it'll be before the security comes in and gets us."

As if to confirm Jack's fear, the door to the room started to make banging noises, followed soon by shouts of, "What's going on in there?!” or "Open this door now!"

"Ratchet, you'd better hurry!” yelled Jack as he, Miko and Raf picked up the statue, and it was heavy enough to where they all needed to carry it.

Then the familiar green vortex appeared in the middle of the room, and the three kids made a break for it as the door burst open. Once they got through to the base, Ratchet turned the portal off, making it vanish in time before any of the security could come through.

"Whew!” exclaimed Miko, "Now that's cutting it close!"

"I'll bridge the others back," said Ratchet before typing in the coordinates. Then, after activating the bridge a second time and waiting a few minutes, Bulkhead and Arcee came through in their vehicle modes before transforming back into robot mode.

"I take it things didn't go as planned?” deadpanned the blue fembot upon seeing the statue.

"No time for sarcasm Arcee, right now, that statue may be our best means of locating the harvester,” countered the CMO.

"Exactly what happened?” asked Arcee to the kids.

"Large Con bird busted in and took the orb before we could even touch it!” explained Miko.

"Sounds like something of Soundwave's," pondered Bulkhead.

"Bulkhead,” said Ratchet, "Pick up that statue and place on my laboratory table."

"Sure,” agreed the green bot.

Suddenly, a beeping sound was heard, and everyone looked up and saw Optimus' face next to a large blip in the screen.

"Optimus and the others must be ready to return," pondered Ratchet as he walked towards the panel
and pulled the lever. He looked over at the green bot and said, "Bulkhead, please get the statue to my lab table?"

Bulkhead as he walked to where the kids and the statue were. He tried picking the latter up as gently as he could, and managed to hold it for about a minute before he dropped the statue. As it hit the floor, the stone figure broke into several pieces.

"Bulkhead I needed that!" exclaimed an angry Ratchet.

"Needed what?" asked Optimus, coming through the portal along with Bumblebee and Cap.

"That former statue that Bulkhead just dropped!" growled the CMO, pointing the dust and pieces of the stone figure.

"Wait! Look!" yelled Jack, pointing to the pile. Everyone watched in curiosity as something very peculiar happened. From the remains of the stone, an orange-pink mist of sorts began to make its way out and gather together. The steam soon started to take a human-like shape, and as the seconds grew on, the shape became more curvy and feminine. Before long, the haze became more solid, and before anyone could even guess what was going on, a new figure stood in the room. A woman with black hair, fair skin, fairly toned muscles, a height between six-five and six-seven, and ancient armor that looked almost new. On her forearms were silver bands that reflected like chrome-steel, her main body was adorned with a red breastplate and back plate that left her shoulders open, a blue skirt made of leather strips that went down to just above her knees, and her feet were protected by red grieves with silver highlights. On her chest was a golden emblem that bore the shape of a flying eagle, ready to catch its prey. To her sides, the woman held a bronze shield in one hand, a sword in the other, and a glowing yellow rope was on her right hip. Her face seemed quite graceful and full of beauty.

The Bots and humans stood in awe of what just transpired before them, each uncertain what to think. Opening her eyes, revealing them to be greyish blue, the woman looked around. Upon seeing Cap, she took on a fierce gaze and brought her sword and shield up in front of her, running at the WWII hero with her weapon ready to strike. The WWII hero brought his own shield up in time to block the blade, causing it to bounce both the sword and its bearer back a few feet, with the woman's own feet skidding on the ground. She charged again, only to be blocked by a giant mechanical hand. Looking up, Cap and the woman saw that the hand belonged to Optimus, who appeared as confused about the new turn of events as everyone else was.

"That is enough!" stated Prime, "You are no doubt confused about why you are here, and we are as well, but that is no reason for you to attack any of us!"

"Who are you to say what I can and cannot do?! Monster!" she countered fiercely.

"Wait-wait-wait!" said Jack, saying his own bit to calm the woman down, "You don't know what's going on and neither do we. But perhaps it might help clear things up if we knew who you are?"

Backing away from Cap, the woman put her sword in her skirt and declared, "I am Diana of Themyscira, daughter to Queen Hippolyta and princess of the Amazon nation!"

"Whoa, an Amazon?!" asked Miko.

"I thought those women were just a myth," said Raf as he started to look up the term Amazon while trying to avoid mention of the website with the same name.

"As you can see, I am very much real!" said the self-proclaimed princess.
"How did you end up in that statue?" asked Jack, pointing towards the remains of Diana's imprisonment.

"That is...a long story." she said uncertainly.

"Hold up!" interrupted Miko, "If you're an Amazon, how come you can speak English?"

Patting the glowing rope at her side, Diana answered, "The lasso of Hephaestus makes one speak the truth, and it goes beyond the boundaries of language."

"Heph-who?" asked the confused fourteen-year-old girl.

"Hephaestus was the blacksmith of the Greek gods, Miko," explained Raf.

"Hera ordered him to make this lasso and this armor I wear for my mother, though she rarely ever used it, and at the time I was imprisoned in stone, I had a need for it. So I took it for myself."

"You stole from your mother?" asked Jack.

Looking away briefly and showing some signs of regret, Diana answered, "Yes, though that is not the only reason for my imprisonment."

"What happened?" asked Arcee.

Sighing, the Amazon princess began, "The Amazons are a nation that believes in the superiority of women, and as such, they strove to keep men out of their society. Though occasionally, we will mate with men so that we can have future generations of Amazon sisters and daughters. Any man-child that is born of us is to be killed."

Jack and Raf gulped at that, while Cap narrowed his eyes at the princess and showed signs of disgust at what she said.

"Then," she continued, "it was my turn. Even though I was the Princess, I still had to play my part in creating the next generation of Amazons. The man I mated with was quite smaller than I was, but he was good enough to get me pregnant. Though, it turned out that my child was..."

"A boy?" asked Jack, finishing the sentence for her.

"Yes, and by the laws of the Amazons, he would automatically have been to be put to death."

"Just because he was a boy?" asked Miko, with more than a hint of disgust in her voice. All five of the Autobots bore a look that shared her feeling.

"Yes, and I was required to do it as well, but there was a problem," she added solemnly.

"What?" asked Optimus, contempt in voice from what he had heard previously.

"I could not bring myself to kill him," she said, looking like she was on the verge of tears, "Seeing him lying there, so helpless, and the fact that he was my own son made me realize that...I would not kill him." Tears began to stream down her face, framing her mouth.

Around the room, the looks of disgust turned to ones of sympathy.

"But I knew that he would not survive if he remained on Themyscira, so I hid him in my room and waited until nightfall. Stealing my mother's armor, I left with my son and journeyed to the land of the Greeks. There, I found a farming family who took my son in as one of their own."
"Sounds like you did right by him," said Arcee with much approval in her voice.

"It was the best I could do for him at the time, but my actions were not unnoticed by Hera."

"I take it that she wasn't too happy with what you did?" asked Raf, "The stories always depict her as a vengeful goddess."

"That she was, and by saving my son from death, I broke Amazon law. Since Hera is our patron goddess, that meant that our obeyed laws were in her name, and by not killing my child, I defied her."

"Why would you worship a goddess who promotes the slaughter of newborns over something as trivial as gender?!" demanded an angry Ratchet.

"The high priestesses of Hera would often say that men are the embodiment of all that is evil, so a man-child would obviously grow up to be that as well. But when I saw how helpless my son was, I realized that he was no different from any of the women-children that we prized, and that killing him would be just as much a malevolent act as killing them."

"But Hera did not see things your way?" asked Optimus.

"No, she did not. Once I was sure that my son was safe, I made my journey back to Themyscira. And as I walked through the land of the Greeks, I found an abandoned valley, where I saw a large, golden sphere. I was curious as to what it could be, and thought that maybe it was a creation of Hephaestus. If it was, I could perhaps return it to him and he would give me sanctuary from Hera."

"The energon harvester…" muttered Ratchet under his breath, though Optimus heard and looked at the CMO before returning his attention to the Amazon princess.

"I started to pick the sphere up with what strength I could muster, but as soon as I did, my world went black and I fell asleep. The next thing I remember is waking up to find myself without the sphere and surrounded by all of you," she finished.

"That's quite a story," said Raf.

Looking at Jack, Diana said, "When you asked me how long I had been inside the stone, I realized that Hera's punishment must have been to turn me to stone until someone freed me by breaking it."

"That would be me," said Bulkhead, raising his hand.

"I thank you for it, Green One," appreciated the Amazon princess. Then she looked at Optimus before becoming serious, "Now that you know who I am, I wish for you to return the favor and tell me who you are."

Optimus explained who the Autobots were to her as best he could in a manner that she could understand. After that, the human allies in the room did the explaining of where and when she was to her.

"I'm sorry to tell you this, Your Highness," said a nervous Raf, "but…the Amazons are gone."

"Gone?" asked the confused Diana.

"…they're all dead…" said Jack solemnly.

"What…?" she said in a mixture of disbelief and shock.
"If the myths are anything to go by..." said a tentative Raf, "then what you say happened over twenty-five hundred years ago. And the Amazons were wiped out in an attack by a Greek king acting under orders from Hera...I'm sorry..."

Everyone looked at Diana as her fists clenched. Her body began to shake before she pulled out her sword and shouted, "YOU ARE LYING!" Then she threw her sword at the console of the ground bridge terminal, piercing the machine and causing it to spark. "I cannot be the last of my Amazon sisters! They cannot be dead!"

Cap got in front of the kids in case the former stone princess decided to take her anger out on them. It was difficult to tell if she was going to start trying to kill everything she saw, or collapse into tears.

"Why... would Hera order that? We had served her, loyally!"

A nervous Raf answered,"...the story goes that...one of Zeus' demigod children, Hercules...was someone that Hera tried to make suffer...and that she and a Greek king made him do twelve labors...one of which was to take the girdle of your mother, Hippolyta...and they made Hercules take it by force with an army..."

Diana clenched her hands, "It was all as an act of revenge..."

"And your mother and sisters paid the price..." Arcee said solemnly.

Then, the Amazon fell to her knees and placed her face in her hands, crying. Her sobs could be heard around the room, and no one said a word.

Cap, having been frozen in time himself, could understand sympathize with her dilemma. The main difference was that when she woke up, her nation was gone, while the U.S. was still around.

The second person who could feel for her the most was Jack, due to the loss of his father years prior, while Miko and Raf could only feel sorry for her, as they hadn't experienced loss.

The Autobots could understand her as well, as they had fought along comrades that died in battle all through the ages.

Diana looked up at Bulkhead and said, "Green one, you should have left me in stone..."

Suddenly, whilst the former Amazon Princess was tearfully taking everything in, Jack felt a small, but painful sting on the back of his neck.

"AH!" screamed the sixteen-year-old as he reached back and pulled off what appeared to be a two-inch big white spider. Tossing the eight-legged creature to the floor, Jack stepped away from it before Miko decided to squish it.

"I hate spiders!" screeched the foreign exchange girl.

"I think it's one of those spiders from Lexcorp," said Raf upon further examination.

"Whoa..." said Jack, getting everyone's attention. The other four humans and the five Autobots looked as the sixteen-year-old began to stumble back feeling woozy. Cap rushed over to help him steady himself.

"You alright Jack?" asked the Super-Soldier.

"...Yeah Steve..." he slurred, trying to stay awake.
"The spider must've had some kind of venom in it," reasoned Raf in concern for Jack.

"Arcee," said Cap. "hold him up," and he left the teenaged boy in the hands of the large fembot as he scooped up the remains of the spider into his shield, "His mother's a nurse, so she might know what type of anti-venom to use if she sees the spider."

"That makes sense," agreed Ratchet.

"I'll be right back," and Cap went to the restroom to change real quick.

11:55 PM

June Darby waited nervously in her living room as midnight approached, wondering where her son was. Hearing the sound of a motorcycle revving, the nurse looked out her window to see Steve and Jack on the latter's new blue bike, with the sixteen-year-old propped on her boyfriend's back as the soldier rode into the garage. Walking into that part of her house, the thirty-eight year-old nurse wanted answers as she saw Jack look very pale and sickly.

"Steve, what's going on with Jack? And why was he so late getting home?" demanded/questioned June.

"He was helping me get something," explained Steve, helping the unconscious teenager get into the house, "and he was bitten by a spider on the back of his neck."

"A spider bite?" June asked with worry as they made their way to Jack's bedroom and tucked him in. The widowed nurse began to rub her son's forehead to see if he had a fever.

Pulling out a folded cloth, Steve said, "This is what's left of the spider after one of his friends squished it."

The nurse tentatively reached out and took the cloth before looking in it to see what her boyfriend was talking about.

"I thought maybe you could identify it and get anti-venom to use on Jack."

"Good thinking Steve," said June as she reached up and gave her boyfriend a peck on the lips, "But I'd have to take this to the hospital in order to find out. And my shift ended a couple hours ago."

"Perhaps early in the morning?" asked the super soldier.

"Works for me," nodded the nurse as she rubbed her only son's head. Then she kissed the boy's cheek saying, "Goodnight Honey. Please be ok?"

9:36 AM

Jack began to stir before opening his eyes. Looking around, he found himself in bed with his clothes still on.

"What happened…?" asked the teen getting up and trying to remember the events of the previous night. He recalled failing to get the harvester from Lexcorp, then the revelation of a Greek myth being real with Diana, and finally being bitten by a spider from the aforementioned company before blacking out. "But how did I get home?" he wondered out loud.

Undressing and putting on some pajamas, Jack walked into the kitchen where he found a note
Dear Jack,

Steve brought you home last night and told me about the spider bite. He brought the spider's remains as well, so I went to the hospital early this morning to have it looked at so we can see of its venom can be treated. Since it's Saturday, you won't have to worry missing anything. In case you do wake up, I advise you to not exert yourself and take plenty of rest. But no leaving the house until I say you're well enough! I'll be home as quick as I can, so I'll see you soon.

Love,

Mom

P.S. There's some cereal in the cupboard if you get hungry.

Putting it down, Jack walked over to the cupboard where he got out a bowl and box of Raisin Bran. Putting the bowl on the table, he opened the box and began pouring into the dish before stopping and putting the box down. However, as he released his grip on it, the box stayed in the palm of his hand.

"What…?" muttered the teen as he lifted his hand into the air and saw that the cereal box didn't get off him even then. He tried shaking it loose, only for what was left of the cereal inside to spread over the table and kitchen floor.

"Ugh!" he groaned with frustration before kicking the chair, which, to his shock, flew to the other side of the room before crashing into the wall before breaking into pieces. "Uh-oh!" exclaimed the stunned teen. And then the box finally fell from his hand onto the table, accidentally knocking the bowl with his breakfast over the table and shattering it upon impact with the floor.

Suddenly, the boy was taken out of his stupor by the sound of a revving bike engine. Running to the garage door, Jack saw that it was Arcee in her motorcycle form.

"What was that?" asked the disguised fembot.

"Oh, um, that was just…I had a little trouble with the table, putting breakfast together and all that," explained the sixteen-year-old, not wanting to let what really happened be known just yet.

"Really?" said the bike, with a hint of being unconvinced in her voice, "Well I hope you're feeling better now. You gave us quite a scare last night, second only to the princess anyway."

"Yeah, sorry about that, I didn't know that one of those spiders would tag along for the ride."

"Don't worry about it. You never know what you'll catch anywhere," reassured the fembot.

"Well, I better get back in and take a shower before going back to bed, Mom's orders and all that."

"Ok, just be careful about how you do things."

"Will do!" said Jack before going back in, leaving the fembot to wonder what was up with the boy. He seemed sick the night before, and now he looked healthy, but acted as though he was hiding something. Shaking her front light, Arcee decided that it was probably just a human thing.

Back inside, Jack was busy trying to clean up the mess he made with the chair and bowl as quickly and quietly as he could. His guardian Bot may not have pressed for the truth, but having gotten to know her for a week, the teenaged boy knew that she was nobody's fool. If she heard a lot of racket
in the house, she would suspect something. He didn't want to even think about what his mom would do if she found out about it. So the sixteen-year-old ran band-and-forth between the kitchen and the attic, hiding the broken pieces of the chair up there. His mom rarely, if ever, went upstairs, so it seemed like a perfect place to hide his mess. As he moved, though, he noticed that he was considerably faster and lighter on his feet than usual.

"This day just gets weirder and weirder," muttered teenaged boy.

After taking care of the chair situation, he threw away the bowl and ruined cereal before finding a box of Nature Valley Trail Mix Bars in the cupboard as well. Thinking it might be better than having messed up cereal, Jack ate a couple bars and a glass of milk.

10:15 PM

When about twenty minutes passed, the sixteen-year-old had had both his meal and his shower before putting on his regular attire of a short-sleeve-long-sleeve-tee combo, a pair of blue jeans, and white socks. Tying on his sneakers, the boy walked into the living room before sitting down on the recliner.

He saw the TV and thought that maybe some channel surfing might do him some good. Looking around for the remote, he spotted it right next to the screen. Sighing, Jack clenched his fist and was about to pound the armrest when he felt a rushing sensation in his wrist and heard a "thwip" sound. Turning to see his arm, he saw it being held up by wrist with a long silvery silk-like substance that stretched all the way to the ceiling. Gazing at the spot on the ceiling, he saw what appeared to be a large web keeping it up.

"Great!" growled Jack, "First the cereal box sticks to me, then I kick the chair into pieces and find out that I'm faster, lighter and stronger than before, and now I'm shooting…webbing out of my wrist?"

He would've pondered it further had it not been for the sound of his mom's car pulling into the garage. Panicking, the sixteen-year-old quickly jumped and pulled the web off the ceiling. Then he ran to the bathroom and washed out the webbing from his wrist and sleeve. Drying that part of his shirt, he swiftly made his way back to his bedroom and lay on the bed, waiting as he heard footsteps come his way. Taking a deep breath, the boy calmed himself and feeling it would go over better if he appeared relaxed. The door opened to reveal his mother walking into his room with her hospital bag, and seeming surprised at how well he appeared.

"Well, well, well, don't you look good?" said June.

"What can I say? All I needed was a good night's rest," he replied smoothly.

"Good night's rest or not, I still need to check and see if you're alright," she stated as she sat next to him and placed her bag in front her.

"Honestly, Mom, I feel fine," he tried to reassure her, 'As fine as you can be when you find out that you're faster and stronger and can make webs and have things stick to you.'

"And I'm glad to hear that, but I'll feel better about it when I see for myself," she said undeterred as she used the light that most doctors and nurses use when they examine a patient's eye. "Now say 'ah'."

"Ah…" went Jack as his mother placed a popsicle stick in his mouth before flashing the light in it as well.
After about a minute, June pulled the stick out and turned the light off before turning her son over to see the spot on his neck where he was bitten.

"Well, seems like the hickey your eight-legged friend left you has healed over."

"How did things work out with the anti-venom?" asked the teenaged boy, hoping that it might fix whatever happened to him.

June sighed, "Turns out that they didn't have one for the spider that bit you."

"Why?"

"Mostly because they couldn't identify what kind of spider it was."

"Really?" asked the confused teenager.

"Yeah, according to the doctors, it had the traits of several different spiders!"

"Wow!" exclaimed the stunned teen, 'Was that spider an attempt by Lexcorp to mix the different spiders?'

"You can say that again. And they said that in order to make new anti-venom for that particular spider, then they would have to have a living one in order to make it."

"And since the one you showed them was dead, that meant they couldn't do squat in other words!" Jack deadpanned.

"Unfortunately, Honey. Though thankfully, from what little I've seen of you this morning, it looks like you wouldn't have needed one anyway," said June happily.

"Cool! So does that mean I can go out for today?"

Sighing, June answered, "Yes, but only if you drive safely with your helmet, and come home before curfew!"

"You got it!" said Jack practically jumping out of bed and headed for the garage door.

"And make sure you don't exert yourself!" she called out to him. Though, it's possible that her words fell on deaf ears as she heard the sound of a motorcycle revving and leaving before she could say anything else.

10:57 AM

After a long drive, Jack and Arcee made their way to the base, where the doors opened and allowed them in. Once they made it through the tunnel, the sixteen-year-old got off and the fembot transformed before walking towards the other Bots.

Giving the room a good look around, Jack saw Diana standing in the corner with arms crossed and looking despondent. The bags under her eyes gave off the hint that she hadn't slept all night.

Sighing, the teenaged boy walked up to her, feeling as though he should try to offer her some comfort. She may've been an Amazon, but still, she was the last of her people, and therefore had no one to go to anymore.

Lifting her gaze to him, Diana snapped, "What do you want?!"
"Nothing, just wanted to say that I'm very sorry for your loss," said Jack with sympathy in his voice, "What happened to you shouldn't happen to anyone."

Her gaze softened as she said, "I thank you, Man-Child, and yes, what has occurred is not something I would wish upon even my worst enemy."

Then a thought occurred to Jack. "You said that you left your son with a farming family?"

"Yes, though I doubt he would have survived to this day if that is what you are getting at."

"No, what I mean is, is it possible that your son had children of his own?"

Lifting her hand to her chin, Diana pondered his words before responding, "Yes…that is likely…"

"So maybe those kids had children of their own, and that perhaps he had descendants in this time. And that would make them your descendants too, so you might still have family. Not the Amazon kind, but still, family," the boy reasoned.

When a couple moments passed, realization dawned upon the tall woman's face, "You are right!" Then she did the unexpected and embraced Jack in a near bone-crushing hug, lifting him off the ground.

"Ugh!" he groaned for breath as he felt pressure on his chest and his oxygen began to fade from the tightness of the ancient woman's grip.

Diana ignored it and said happily, "Thank you, Man-Child. You have given me a new sense of hope, and for that, I am in your debt."

"Don't mention it!" he breathed, "And please call me Jack!"

Letting him go, the Amazon Princess placed her hands on his shoulders and said, "Take care, Jack, and may fate smile on you." And she let him go before walking towards the tunnel.

"Where're you going?" asked Miko, as she and everyone else watched the woman walk out.

"If there is a chance that my son had children, then it is possible I still have family. Now, I go to seek them out!"

"Wait!" yelled Ratchet.

"Whatever for?" asked the former princess.

"If you're going to start looking for relatives, then try looking in the place where you'd be likely to find them." Then he typed in the coordinates of the Greek dig site and pulled the lever on the ground bride and brought it to life. Looking back at her, he said, "This should take you to the valley where you and the harvester were excavated from. Perhaps you could start there."

"Thank you," she nodded before gazing at everyone and saying, "Thank you all for this. Perhaps someday we will meet again. Until then, may the fates smile on all of you!" With that, she journey through the vortex and disappeared.

"You think she'll be alright?" asked Raf.

"Ah, don't worry Raf. She's a big girl, she can take care of herself," assured Miko.

"I certainly hope so," said Jack. Then he looked at his wrists and thought to himself, 'First robots..."
from another planet, then superheroes and a wondrous woman from the past, and now I'm part spider? What's next?'

It wouldn't be long before he found his answer…

Chapter End Notes

AN: Well, that's the fourth chapter. Hope you all enjoyed it. Sorry it took me so long to write it, but I've been busy being beaten with homework, school and preparing for the finals.

To clarify something for everyone, this story is an AU, pure and simple. Fanfics are by their very nature AUs and re-imaginings.

As you can see, this utilizes elements from both Deus Ex Machina and Masters and Students. The resolution to which we'll see in the next chapter when I get to it.

And about Diana's new background, I felt that this would make her come off as more sympathetic as opposed to how she's portrayed nowadays. By that, I find her whole Anti-Male attitude to be both annoying and condescending. This way, she's a bit more relatable in that she's experienced loss, and is now looking for family. I had her leave because I refuse to write a bunch of fish-out-of-water scenes. But don't worry, we will see her again.

As usual, read and review with constructive criticism and PM me on FF with any ideas or questions you might have.
Sling and Slashing in Las Vegas

Chapter Notes
See the end of the chapter for notes

11:43 AM

Jack sat with his two human friends while they watched Ratchet pull up the footage of what Cap, Optimus and Bumblebee were doing while two teens and preteen went after the Energon Harvester. Presently, the Super Soldier and all the Bots, except for Ratchet, were out searching for the said object.

It was only a couple hours ago that everyone witnessed the former Amazon Princess Diana leave base, and before that, Jack's discovery of his new "gift": which consisted of being much faster, stronger, more agile, and being able to stick to walls and shoot webbing out of his wrists. He didn't tell anyone because he felt it was his responsibility to handle and no one else's. That and he wasn't quite sure how to say it. How exactly does one tell their friends that they can now do whatever a spider can? Perhaps someday he would tell them, but not anytime soon.

"While the others are out, I suppose it would be best to see what the other half of our team was doing," said Ratchet as the screen began to show the film.

What first appeared was the inside of a canyon during the mid-to-late afternoon. Then Bumblebee's familiar beeps and whirs were heard before the camera turned to look up and see Optimus with the yellow scout beside him.

"No, Bumblebee, it does not. You and the Captain must hold your positions, and await my command," ordered Prime as he moved forward into the canyon.

The camera view wobbled slightly as Bumblebee and Cap followed close behind. The trio moved slowly and quietly through the canyon for several minutes before the sounds of arguing could be heard. Optimus moved forward, surprisingly silent for one his size, with Cap and Bee following. The three took cover behind some boulders before peeking out...

They saw the voices belonged to Starscream and a tall and robust green and white robot that looked like he had jet wings on his back. The green and white one was looking down on the skinny Con with contempt as he stood there with Soundwave behind him and listening. Obviously, the Decepticon Second in Command had done something to anger the robot, as he was leaning back with a cowardly expression on his face.

Optimus stood and walked out from cover, interrupting the conversation, "It has been a while Skyquake." he noted.

The green robot, obviously Skyquake, and the two Cons looked in Optimus' direction with surprise. Skyquake shoved Starscream to the side before answering, ignoring the Con's indignant protests.

"Optimus Prime," answered the green one, "I haven't seen you since the battle of Technahar. Megatron ordered me to annihilate you..." he said ominously.

"That was a long time ago," said Prime as he moved toward Skyquake.

"That may be, Prime, but my orders still stand!" he said strongly.
"He's quite the loyal soldier," commented Jack, with Miko and Raf nodding in agreement.

"Is this ancient war still worth fighting?" reasoned Optimus, "When so many comrades have been lost?! And worlds destroyed?!" Pointing at the Decepticon Second in Command, Prime stated, "If you want to be a true leader, Starscream, then stray from Megatron's path, and lead the Decepticons toward peace!"

Putting his hand on his hip, Starscream gave a smug expression and answered, "I would be willing to consider a truce...if you would be willing to bow before me, Optimus Prime."

"Again?!" roared an angry Skyquake, "Bow to this!" he stated as he punched Starscream in the gut, launching the skinny flier towards the canyon wall. Groaning as he got up, the Con transformed and flew away from sight, Soundwave following suit.

"Skyquake," said Optimus, "this is a new era, on another world! Side with the Autobots and help me end this conflict forever!"

"I will NEVER side with a Prime!" shouted Skyquake.

"Whoa! Hold up!" said Jack, and Ratchet paused the video.

"What?" asked the CMO.

"What does he mean about Optimus being a Prime?"

"Yeah," pitched in Miko, "is there more than one?"

"No," countered the medic, "But the title of Prime is an honor that was passed on to Optimus not long before the war started all those millennia ago."

"So you're saying that Optimus wasn't always a Prime?" asked Jack.

"On Cybertron," explained Ratchet, "one isn't born into greatness; rather, one must earn it."

"W-What did Optimus do to become a Prime?" asked Raf.

Pondering for a moment, the CMO answered, "Well, to be frank Rafael, he wasn't always Optimus either. He was once a clerk, in the Iacon Hall of Records, named Orion Pax."

"So he used to be a librarian, in other words," understood Miko.

"Yes, and he studied under the master archivist, Alpha Trion himself." Remember something, Ratchet continued, "And he also courted a special femme named Ariel, who in many respects could've been considered his opposite. She was playful and he was serious half the time."

"Courting?" interrupted Miko.

"What's a femme?" added Jack.

Before Ratchet could fume at the two teens, Raf answered for him, "Courting is the old term for dating, Miko." Then he looked back at the CMO and asked, "And I'm guessing that a femme is a female Cybertronian?"

Sighing, the medic continued, "Yes, thank you Rafael. And in case you're wondering, a mech is a male Cybertronian. Anyway, as Orion worked his job in the Hall of Records and learned more about Cyberton's past, he became increasingly concerned about the corruption in high places. Because of
the caste system put in place by the then-current Prime, Sentinel, there was an inequality among the masses."

"Inequality?" asked Miko.

"Yes," continued the CMO, "as everyone was more or less born into their occupation and had no say in the matter. As you might imagine, this didn't sit well with everyone." The kids nodded in agreement as the medic went on with his story, "One Cybertronian in particular was very vocal about his objections, and he inspired many others to his ideals, including Orion. This Cybertronian was a gladiator-turned-revolutionary who named himself after one of the past Primes, Megatronus."

None of the kids said anything, but they could tell that they were each thinking the same thing, 'Megatron.'

"He vowed to challenge Cyberton's leadership, and demand that all Cybertronians be treated equally. As a result of his speeches and acts of defiance, Megatronus gained a loyal following, Soundwave chief among them. Orion began corresponding with the revolutionary, who came to be something of a mentor to him. Then, sometime later, Sentinel Prime disappeared and turned up dead."

"Wow!" said a surprised Miko, and the two boys beside her nodded in agreement.

"When that happened, Megatronus shortened his name and left the gladiatorial arena for the political. Before long, Megatron appeared before the High Council to take advantage of Sentinel's death, and propose his vision of a just society, and it was here that he began to reveal his true colors; threatening the need to overthrow the old guard with force, and arrogantly demanding to be the next Prime."

"I doubt that worked." added Jack.

"Correct," agreed Ratchet, "But Orion did not believe in violence as a means of attaining peace. When he gave his own say on the matter, the sparks and minds of all the Council alike were moved by Orion's words. Here, for the first time since Cybertron's Golden Age, stood someone worthy of being a Prime. But that honor could only be truly achieved by earning the legendary Matrix of Leadership."

"What's that?" asked Miko.

"The Matrix is a container for the collective wisdom of the Primes, past and present," explained Ratchet, "It presents itself to a bearer, who then becomes a Prime and carries it within themselves."

"And Megatron obviously didn't get chosen?" inquired Jack.

"Indeed Jack, and because his ambitions were thwarted, Megatron spitefully severed all ties with Orion and the Council, and came to wage war on all who opposed him through his growing army of followers."

"The Decepticons?" asked Raf.

"Precisely, Rafael, and it wasn't long before the war broke out and ravaged Cybertron. Poisoning it to its very core, if you will, which is why our home world is now uninhabitable for any life form, Cybertronian or organic."

"But didn't you guys try to fix it?" questioned Miko.

"Of course we did. Orion and Ariel journeyed to the core in hopes of reversing the damage, but they found two things. One was that the core had shut down, and another was the Matrix of Leadership. It
bestowed itself on the surprised Orion, and from that moment on, he became known as Optimus, the last of the Primes. Ariel was also affected by the Matrix, and was granted a small shard of its wisdom before becoming Elita-1."

"Talk about a Prime couple," quipped Miko, "Though how come we don't see her around?"

Ratchet gave a soulful look before answering, "She…disappeared."

"What?" asked all three of the kids in unison.

"While on a mission, Elita-1 and an entire squadron of Autobots were sent to a planet under Decepticon control. Unfortunately, not long after they got there, they were ambushed and an energon explosion occurred, taking half the planet with it. We presumed them dead, though Optimus maintains hope that he'll find Elita again due to the fact that her body was never found."

"So it's possible that she's still alive?" Jack pointed out.

"It's possible, but very unlikely," stated the CMO, before turning back to the terminal and grumbling, "Now, perhaps we can watch the rest of this!"

With that, the video resumed and Skyquake roared as he charged at Optimus. Upon reaching the Prime, the green warrior gave a left cross across his chest, sending the Autobot leader flat against the canyon wall. Walking over to Optimus, the winged warrior picked him up and threw him to the other side.

The camera looked up at Bumblebee and Cap said, "This doesn't look good."

The yellow scout nodded and whirred in agreement.

Looking back at the battle scene, the camera showed the Prime and Skyquake standing across from each other. Then Optimus transformed his hand into a blaster and shot at his opponent without doing much damage. Skyquake retaliated by pulling out what appeared to be a large rotary canon and proceeded to fire at the Prime. Each of the bullets bounced off the Autobot leader, but they were still strong enough to knock him back a little with every hit.

Unwilling to stand back any longer, the yellow scout whirred with frustration and got out from his hiding place before charging at Skyquake.

"Bumblebee, no!" ordered Optimus to no avail, as the scout jumped in the air before shooting at the green warrior in the back. The winged one turned around and proceeded to shoot at Bumblebee, who kept bouncing off the canyon walls towards Optimus. The camera stayed low before showing Cap's arm throwing his shield at Skyquake's head, knocking the warrior off balance for a second as Cap rejoined with the Prime and the scout. Once the red, white, and blue shield bounced back to its owner, Optimus, Bumblebee and Cap all converged on Skyquake. The green warrior punched the Prime to the side before tossing the yellow scout over him. After which, the camera showed red gloved hands climbing up the giant's green leg, back, and then going around to his face.

"What're you-?" started Skyquake before a red fist smashed through his right optic. The camera jumped off and landed in Optimus' hand as the green warrior roared in pain. Cap facing him, the green Con shouted, "I will make you pay for that, Organic!"

Getting off the Prime's hand, the American super soldier retorted, "Then come and get me!" The two Bots beside him transformed into their vehicular modes and Cap got in Bumblebee's car before they all drove off.
"Cowards!" shouted an accusing Skyquake, and the super soldier looking in Bumblebee's rearview mirror to see the green Con transform into what was apparently a Cybertronian jet. The alien flier zoomed into the air before firing down on them some more. The two Bots kept narrowly avoiding the shots, but it seemed as though they might not last much longer.

"Where's a friendly flier when you need one?!" shouted an angry Cap.

"Why didn't you just say so?" said an unseen, but familiar voice.

"Iron Man?" asked all three of the kids together. Ratchet's only response was muttering unintelligible curses.

"Tony, wasn't expecting to hear from you today."

"Well, when your suits get destroyed by a group of alien robots who seem to like making all kinds of activity in one area, you tend to pay attention. Looks like you could use a hand with the jolly green jet here."

After a shot from Skyquake nearly shot through Bumblebee's side window, Cap said, "It wouldn't hurt my feelings any if you did!"

"Copy that."

Bee and Optimus rolled to a stop, letting Cap out. The two transformed and looked up to see the aerial battle between Iron Man and Skyquake.

The flying Con twisted in midair, diving back down on the billionaire and opening fire with his blasters. Tony responded with a barrage of missiles that exploded around Skyquake, forcing him to dive to the side out of the way. The superhero began flying after him in pursuit, firing off a blast from his repulsor blasters. Skyquake rolled to the side with each blast.

He deployed his flaps and shot back before resuming his fire on Iron Man; though his shots were less than precise as he had to dodge both Iron Man's repulsors and Optimus and Bumblebee's blasters.

Wanting to bring the battle to a close, the armored billionaire managed to latch onto the back of Skyquake's alt mode near the cockpit. Struggling to hold on, Tony's chest flared a bright white and blue with a low hum accompanying it. A large beam of energy exploded out from his chest, leaving a large smoking hole in Skyquake's chassis.

Smoke spewed from the wound, and Ironman leapt off him, watching as Skyquake plummeted to his doom. When Skyquake crashed, it wasn't until Optimus and the others walked up to him that the warrior finally gave in to death's grip.

Pulling back his facemask, Optimus said solemnly, "Had Skyquake not chosen to follow his master's path, we might not be burying him today."

Iron Man landed next to them and his mask slid open, "Um... isn't he technically a bad guy?"

Looking down at the armored playboy, the Prime replied, "While it is true that Skyquake fought as our adversary, the same can also be said about enemies showing respect to one another."

Tony looked at the smoking corpse, "If you say so."

With that, the video then stopped. Apparently there was nothing more to see. Ratchet then went back to checking in with communications to see if anyone had news on the harvester's whereabouts.
"I'd say my favorite part is where Iron Man blasted a hole in that overgrown Con," said Miko, talking as though she'd just seen a movie.

Jack sighed, but before he could say anything, the familiar beeping of the communications system was heard on the computer.

"Optimus?" asked the CMO after pressing the button.

"Ratchet," responded the Prime urgently, "bridge us back, and prepare for a patient. The harvester has been destroyed, but Bulkhead has lost a lot of energon."

"Understood, preparing the ground bridge," then the medic typed in the coordinates and pulled the terminal's lever. The green vortex lit up, and before long, the forms of Optimus, Cap, Bumblebee, and Arcee came through. The Prime and the scout carried the green Bot with his arms over their shoulders, while the blue femme walked beside the super soldier before going off to her quarters. While the three mechs carried Bulkhead to Ratchet's laboratory, Cap came up to the kids to see how they were.

"So, you three give Ratchet any grief?" he teased while taking off his cowl.

"Eh, no more than usual," said Miko dismissively.

"But we did learn a great bit," added Raf.

"Oh?" the super-soldier quirked an eyebrow.

"While Ratchet was showing us the video of your fight with Skyquake," explained Jack, "he mentioned how Optimus became a Prime and that he's…" Jack looked over at the laboratory and saw that the former librarian wasn't listening in on them, then leaned in and whispered, "…how he's potentially a widower."

"Oh, that. Well, it's best to not mention it around Optimus."

"I know," said Jack, "that sort of thing is a touchy subject for anyone." And the teenager could relate, as he had dealt with loss himself. Though unlike the Prime, there was no chance that his loved one could return.

The four humans were interrupted from their conversation when the computer screen lit up to reveal the face of Nick Fury.

"Telling the kids to behave?" asked the S.H.I.E.L.D. director.

"They're doing fine, Sir. You here with a mission, Director?" asked the World War Two veteran.

"I am, though I'd like it if you were the only one in the room when I give it," he said, looking at the three kids.

"Oh come on!" whined Miko.

It was at that moment that Jack spoke, "Say, um, Miko, don't you wanna see how Bulkhead's doing?"

"Ok…" said the fourteen-year-old Japanese girl in defeat. Then the three of them walked out of the main area as the super soldier and the S.H.I.E.L.D. director talked business.
About an hour later, the kids and Bots walked back into the operations room where they found Cap in his civilian attire, consisting of a camouflage shirt, khaki pants, black combat boots, and a brown leather jacket.

"What's up Steve?" asked Jack.

"Got a mission in Vegas that requires my particular touch," explained the soldier. Then he looked up at Ratchet and asked, "You mind bridging me there, Doc?"

The CMO nodded and typed in the coordinates before pulling the lever and lighting up the familiar vortex.

As the Bots walked to different parts of the base, Miko excitedly, "Did you say Vegas? I've always wanted to see that place!"

"Sorry Miko," said Steve sternly, "but this is a mission, not a sight-seeing trip."

"Ok," she said innocently.

'She's up to something…' thought Jack.

Then as Steve went through the ground bridge portal, Jack's suspicions were confirmed as the Japanese exchange student made a bolt for it.

"Miko!" he shouted while running after her. Unfortunately, despite his newfound speed, by the time he caught up to her it was too late. They had gone through the portal and were now in a Las Vegas alleyway. Before either of them knew it, the vortex closed behind them.

"This. Is. So. AWESOME!" shouted the hyperactive fourteen-year-old.

"You're crazy!" stated Jack.

"Oh come on!" she countered, "We're in the Entertainment Capital of the World, Jack. There're loads of things we can do here."

"The only thing I'm interested in is getting the two of us back to base!" he argued. Then he reached into his pocket only to find that his cellphone wasn't there, "Great, no phone!" he grumbled before looking at his friend, "Hey Miko, you got yours?"

Feeling around in her pockets, the Japanese girl shook her head, "Tough luck, Jack. Guess we're here for a while," she said shrugging.

The sixteen-year-old boy sighed and pinched the bridge of his nose.

"Perhaps we can find Steve and have him contact the base for us," he thought aloud.

"Good excuse to go sightseeing for me!" said Miko as she grabbed Jack by the arm and dragged him to the busy street.

"Miko…!" groaned Jack, before looking about the crowds of people and asking out loud, "Now if you were a ninety-plus-year-old super-soldier from World War Two on a mission in Las Vegas, where would you be?"

"Probably be partying at a casino."
"No, that's what you'd do."

"No, I mean I see him walking into one now! Over there!" she pointed.

Jack followed her gaze, and found that Steve was indeed walking into the Planet Hollywood hotel.

"Well I'll be." said the boy in amazement, and then pulled Miko along as they walked to the front of the establishment before walking inside. Once in, they stared in bewilderment at the lobby; everywhere they looked, the walls were shiny and the floors were sleek. There were lights galore everywhere as well everywhere they looked.

Jack took gazed around until he saw the receptionists' desk. Pulling Miko along, the two made their way there where they were greeted by a blonde woman who looked to be in her late twenties.

"Hi, and welcome to Planet Hollywood," said the woman in a put-on happy voice, "Do you two have a parent or guardian present with you?"

"Uh-Yes," said Jack, thinking quickly, "Our…uncle came in before us, and we were wondering if maybe you'd seen him?"

"Yeah," said Miko playing along for once, "Tall guy, blonde hair and blue eyes, wearing a brown jacket?"

"Yes, as a matter of fact I did see a man fitting that description come in here a minute ago. He said he wasn't planning on staying, just to see an upcoming show and play cards."

"You mind telling us where we can find him?" asked the sixteen-year-old.

"He said he would be down in the casino where the card tables are. Here's a map," she said while handing Jack a pamphlet.

"Thanks Ma'am, have a nice day," said Jack as he and Miko walked away.

2:06 PM

It took several minutes, and Jack telling his Japanese friend to focus, but the two finally managed to find the card tables in the large hotel/casino. Problem was, they were still having trouble finding their target in the large crowd of gamblers.

"He's got to be around here somewhere," mumbled the frustrated teen boy.

"Jack? Miko?" said a familiar voice behind the two teenagers.

Startled, the two turned around to see Steve right behind them, with his arms crossed and a disapproving expression adorning his face.

"What're you doing here?" he asked sternly.

"We-we-um…" started Jack, only to be interrupted by his companion.

"I wanted to see Vegas," admitted the Japanese girl like it was no big deal, "but Mr. Party-Pooper here," she looked at Jack agitatedly, "decided to try and stop me and ended up coming along."

"And we…left our phones back at the base…so we can't call to get bridged back" added Jack sheepishly.
The super soldier sighed, "Kids, this is really not the best time to be doing this. I'm on a mission here, and I can't let you two get in the way. So I'll call Optimus and the others and have them bridge you back as soon as possible."

"Thanks, and sorry about this Steve-" Jack said before the sound of guns going off got everyone's attention. They turned around to see everyone panicking and running before another few shots were fired. Then all the people in the room turned their attention to the center, where a group of seven individuals of similar height were dressed from head-to-toe in all black and were each holding a large plastic bag in one hand, and a handgun in the other; six robust men and one tall woman. The leader of the group, the woman, held out a megaphone.

"Listen up, Idiots!" said the woman in a British Accent, "for the next half hour, my co-workers and I are in charge of the place! And if you wish to leave for home in one piece, I suggest you all do exactly as we say! Is that understood?"

Everyone nodded and held up their hands in surrender.

"Good, now the gents and ladies will pull out their wallets and empty them into the bags belonging to my companions, along with anything else of value you may possess. That means rings, necklaces and earrings!"

Jack saw the goons walk about the room, doing as the woman said. The teenager thought to himself, 'Where's a hero when you need one? I know Steve is Captain America, but he can't do anything without exposing himself.' Then he thought, 'Maybe I could do something...' as he remembered his new abilities from earlier this morning. Though he also knew that he since he got them just this morning, he had little to no knowledge on how to use them. Still, somebody had to do something.

With that in mind, the sixteen-year-old used his speed to quietly sneak into the backrooms, which was relatively easy considering the large crowd of people in the place. That and the fact that he was so lanky to begin with made very little difficulty in getting to his destination. Once there, Jack found himself in what appeared to be a large dressing room, with mirrors, makeup and costumes galore.

"Ok, Jack," he whispered to himself, "let's think this through. You're going out there to fight a bunch of professional thieves who are stealing from everybody at gunpoint. Aside from a couple scrapes with Vince...you don't know how to fight...and you don't know how connected these people are, so it might be best to wear a disguise of some sort...but what to use...?" He looked around and a couple items caught his attention; specifically a pair of black leather gloves and an all-red mask with teardrop-shaped eyeholes. "That'll do," he said before taking his shirts off and putting his short-sleeve tee on and then putting the long-sleeve one on over that. Then he took the mask and gloves and put them on as he opened the door to see that the thieves were all still collecting their loot.

Sneaking his way to a dark corner of the room, Jack remembered how the cereal box had stuck to him that morning. Once he reached the spot, he placed his hands on the wall and started to slowly climb up, 'Guess sticking to stuff has its perks after all,' he thought as he got higher. As he approached the top, the masked sixteen-year-old heard the female leader of the thieves make another announcement with her megaphone.

"Well done everyone, you're all cooperating very nicely. Though it's almost a pity that this was too easy, or I might have a sense of satisfaction."

'We'll see about that...' thought Jack as he pulled his sleeves back to see his wrists. On each was a small hole with what appeared to be veins around them. He figured that if he could get the webbing to come out by accident, then maybe he could do it on purpose. Aiming his hand at a nearby wall, the boy remembered how it was released when he clenched his hand. Not wanting to tempt fate,
masked teen tried with his middle and ring fingers and he felt a line of webbing shoot at the wall, 'Perfect!' he thought. The feeling of it could be described as a rush of energy and release. Then he moved his way up to where the way met the ceiling, but tried hard to remain in the shadows.

Next, he extended his arms in the direction of two of the henchmen before shooting lines of webbing at their guns. After that, he quickly yanked the firearms out of their hands and webbed them to the ceiling before moving to another spot to avoid detection.

"What the bloody Hell was that?!" shouted one of the goons with a cockney accent.

"Don't know. Something just yanked it out of me hand!" yelled another.

"Maybe we should-ahh!" screamed one as he suddenly felt himself being pulled off the ground by some kind of line. Then he found himself being webbed to the ceiling as well as feeling a sticky substance muffling his attempts to talk.

"Ahh!" howled another goon as he suffered the same fate. Then, one by one, all six of the thugs were webbed to the ceiling and silenced with the substance. Only their leader remained on the ground with the gun and megaphone in her hand.

"You know, I was actually counting some hero to try and stop us," she said into the loudspeaker, "because now it gives me a chance to do this." As if on cue, she unloaded the entire clip in her gun into the ceiling right above her. Then she pulled off her mask to reveal that not only was she a long-haired redhead, but also that her face wasn't normal. It was covered in golden fur, with black lines coming down from her tear ducts and framing her mouth, which had black lips that, when snarled, showed off sharp teeth. Her eyes were brownish-gold, and seemed to pierce anyone who dared to look at them with fear. Removing her gloves and boots, she showed that, while still having human-like hands and feet, they were now clawed and had golden fur on those as well. Small but noticeable spots adorned her cheeks, hands and feet. Once she had revealed all that, the cheetah woman showed one more surprise when a long tail escaped her pants.

As soon as the exposition was over, the feline lady shocked everyone by jumping all the way up to the ceiling in one leap. Once she reached there, she made sure to dig her claws into the roof and soon began a search for her prey. Jack made a sudden movement, but it was enough to catch the cat lady's attention, and she clawed her way towards him with surprising speed.

She shot forward blinding fast, her claws extended ready to kill. It was at that moment that Jack felt an odd sensation—a tingling sensation at the base of his skull. It felt as though a group of ants were crawling around the base of his skull. But at the same time, it felt like he was being urged to move away. Heeding the tingling sensation's advice, he darted under the blow, the claws passing by overhead in slow motion.

This avoidance caused the cheetah woman to kick her foot into the wall and smash off a few bits of debris. She swung at him again, this time with her claws, and again, the disguised teen felt the sensation go off in his head that made him dodge. Only when he did that, the cheetah woman managed to grab him by the arm and pull him into a free fall before he could get any hold of the wall again. Once they hit the floor, the crowd had divided with some staying to see the fight, and others leaving through the main doors.

The two opponents got to their feet, and Jack rubbed his head before the tingling sensation occurred again. He moved in time to avoid another slash attack from the cheetah lady, and then he took the opportunity to swing a hit of his own on her. The masked teen's fist backhanded the feline woman in the side, and sent her flying towards the other side of the room where she crashed into a slot machine.
"Whoa, sorry-" he didn't get to finish as the cheetah lady got back up and picked up the damaged money maker before throwing it at him. Jack felt the sensation in his head again as he jumped and flipped over the incoming object. Landing gracefully, the teen looked up to see the lady standing there, stunned by what she just witnessed.

"You know, for someone who clearly has no sense of style or experience fighting, you're pretty good at this," she complimented him, making the teen boy feel confused as well as blush.

"Um…thanks…I think-!" he said before being cut off by the feline lady pinning him down by the wrists. Her legs straddled his waist as she looked down on him with a malicious grin. Taking a good look at his position, Jack realized that had this lady been more normal and not trying to kill him, he might've found his predicament with her to be quite arousing.

"But you're still an amateur!" she said, licking her lips, "Perhaps with a little training and experience, you'd make an excellent fighter. Unfortunately, there are some people I have to impress, so I'm afraid that I have to kill you."

Before Jack could ask what she meant, the cheetah lady released one of his wrists and positioned her claws right above his heart area. Taking his chance, the masked teen shot some webbing at her face, causing her to look away from him, and then he proceeded to kick her off of him. She landed on her back, but before she could get up, Jack used his webs to quickly make her stuck to the floor.

"That should hold you till the cops come," he said. Then he looked to see Steve and Miko staring at him in amazement. The latter of the two looked like she was about to jump out of her skin with excitement and the former just gave an approving grin. Realizing that he needed to change back real quick, he shot a line of web up above their heads, distracting the two by making their heads look away, and then he made a bolt for the other hallway where he snuck into the men's room.

Once there, he made sure to hide in one of the stalls and put the gloves and mask in his pocket before changing his shirts back in their originally order with the short-sleeve over the long-sleeve. As soon as he had his clothing in its proper place, he walked out of the restroom to see Steve and Miko walking down the hall, calling out for him.

"Jack?" yelled the super-soldier.

"Anyone I know?" said the teen teasingly as he came up to them.

"Where have you been man?" asked Miko dramatically, "We just saw what had to be the coolest thing ever! There was this guy, and he took down all those goons, and then he fought the cheetah lady, then-!"

"I know, Miko," stated the boy, holding his hands up in a calming manner, "I saw the whole thing."

"But we didn't see you," said Steve, giving the boy a questioning look.

"I…tried to find a way out, but didn't until everybody started running for the doors. Once it was over, I needed a trip to the-," he said only to be cut off by Miko.

"Dude, don't need to hear it!" she exclaimed.

"Well, all that matters is that you two are safe," said Steve before pulling out his phone and dialing a number, "Director, now's a good time for your agents to move in." Neither of the teens could hear the person on the other end, but they realized that it must've been the S.H.I.E.L.D. director, Nick Fury. "Yes, that's right, they've been detained, but I think you should grab them before the cops get here. Understood Sir," hanging up his phone, Steve looked at the two youths and said, "Let's get out
and call back to base. I'm pretty sure Arcee and Bulkhead are worried about you guys."

2:47 PM

The ground bridge swirled to life at the Autobot base as the two teenagers and the super soldier walked in through it.

"I thought you said that you were supposed to go alone!" demanded Arcee to Steve.

"I was, but-," he started before Miko interrupted him.

"I wanted to see Vegas, and then Jack had to try and stop me and messed it up."

"Hey, not my fault you're an adrenaline junky! I didn't even want to go in the first place!"

"Hey guys!" yelled Raf from what appeared to be a newly made living center for the humans. Complete with a couch and a wide, flat screen TV.

"What's up Raf?" asked Jack as he and Miko made their way up to where their preteen friend was.

"Check this out," he said before turning up the volume on the TV. It showed a blonde-haired woman named Cat Grant sitting behind a news desk with clips of some action taking place in the upper right-hand corner.

"It's Sling and Slashing in Las Vegas today," said the news lady excitedly, "as a bystander at the Planet Hollywood hotel witnessed and recorded a fight between what appears to be a woman mixed with a cheetah, and a masked man that can shoot webbing from his wrists, stick to walls and apparently give a good punch as shown by this footage." Then the clip suddenly encompassed the whole screen and showed the shaky footage of Jack's fight with the feline woman, featuring all the things Cat mentioned. After a few seconds, the focus went back to Ms. Grant who said, "Immediately after recording the event, the video became viral. People are already starting to call the woman the Cheetah, and the masked man Spider-Man. Though before anyone could question either, Spider-Man fled the scene, and the Cheetah and her associates were taken into the custody of S.H.I.E.L.D."

'Must be why Steve went to Vegas,' thought Jack as he watched the news.

"Whether we'll hear or see either again is uncertain," said the news lady, "but what isn't is that the police have already placed warrant for the arrest of Spider-Man on the grounds of vigilantism."

"What?!" exclaimed Jack incredulously.

"Yeah, the guy saved our lives and this is how they repay him?!" said an angry Miko.

The news cut to a clip of a police officer named Lieutenant Dan Turpin giving a comment, "Look, all I know is that this guy took the law into his own hands when he should've just waited for the cops or one of them superheroes. Now get that camera out of my face!" and it showed his hand covering the lens before going back to Ms. Grant.

"Those guys were holding us at gunpoint!" argued the Japanese girl, "He didn't have time to wait!"

Then Jack put his hand on her shoulder, "Miko, don't bother. Cops have to enforce the law, all there is to it. Believe me I know, my dad was a cop."

"He was?" asked Miko and Raf in unison.
"Yeah, Inspector Benjamin Richard Darby was my dad. Nearly gave my mom a heart attack every time he came home with a bruise, broken bone, cut or worse. But he always managed to get through things no matter how tough things got."

"What happened to him?" asked the preteen boy.

Jack looked away solemnly for a moment, but before he could say anything, Steve walked up to them.

"Everything alright here?" asked the super-soldier.

Clearing his throat, the sixteen-year-old answered, "Yeah, Steve, everything's fine. We were just talking about what happened back in the casino."

Smiling, Steve said, "Since you and Miko were with me during all that, I suppose it's fair to tell you why I went there in the first place. I've cleared it with Director Fury and he says it's ok as long as you keep quiet." When he said that last part, he looked particularly at Miko, who huffed indignantly.

"Fine!" said the Japanese girl as she and Jack gathered around the World War Two veteran as he explained.

"You see, S.H.I.E.L.D. got some intel on a weapons demonstration going down in Las Vegas, so they sent me in to investigate, and if it was true, to try and stop it. As it turned out, the intel was right, and it resulted in that fight we saw at the casino."

"But the only weapons we saw were those guns they used to threaten everybody with," said the fourteen-year-old girl.

"Not all weapons are made of metal Miko," said Steve, "as this kind was a biological weapon. I didn't entirely understand it, but from what they told me, these people were attempting to recreate the serum used on me by mixing human and animal DNA."

"So that Cheetah lady…?" Jack didn't finish, he didn't need to. He remembered her words from the fight, '…there are some people I have to impress…'

The super soldier nodded, "We're lucky that the guy in the mask was there to help take them down. And now that Cheetah and her goons are in S.H.I.E.L.D.'s custody, we'll be able to find out who turned her into that."

"Here's hoping," agreed the sixteen-year-old.

8:39 PM

Jack sat in his room that night, holding the red mask he took in his hands as he stared at it. His thoughts ran over the events of the day. He discovered that he now had powers, sent a former Amazon princess on the path towards finding whatever family she might have in this time period, and went web-to-claw with a lady who turned out to be an attempt recreate his mom's super soldier boyfriend. All-in-all, it was one crazy day.

As he kept his gaze on the mask, his thoughts returned to the fight at the casino. The sixteen-year-old had made a difference by stopping the Cheetah and her goons, and already his 'alter ego' was famous. Many questions swam through his head, but one that persisted was, 'What should I do now?' After spending a few more minutes with his thoughts, the boy came to one conclusion.
"I need a suit."

Chapter End Notes

AN: That's my fifth chapter folks. Hope you all enjoyed it. As usual, read and review like crazy, and PM me on FF with any well-thought-out suggestions or questions you might have.
6:57 PM

After coming into the base with Arcee when his shift was over, Jack found himself relaxing on the couch with Raf while Steve was talking with Optimus. It'd been nearly a week since his fight with the Cheetah, and still he was no closer to finding a suit than he was the day he decided that he needed one. Though some interesting things had happened during the week, one in particular was that Ratchet helped out on his, Raf's, and Miko's science projects. But they didn't do so well because the CMO made them more about Cybertron than anything even remotely related to Earth. That, and the said projects caused some damage to school property. When the medic heard that, he was less than pleased.

"Well on our planet, you would have been awarded with the highest honors!" was what he'd said before walking off agitatedly. Though the CMO had meant well, his actions caused the kids' grades to be downed. However, after some talking with their parents, teacher, and principal, the three managed to get some extra credit by helping fix the damage they caused.

Presently, the two boys were resting when they heard large footsteps coming down the hall and looked to see that it was Bulkhead talking with Miko on his shoulder.

"Alright, chores are done!" said the Japanese girl excitedly, "Now can we do some dune-bashing?"

"I don't know Miko," replied the uncertain green Bot, "last time I spent a week picking sand out of my articulators." He saw her disappointed expression before adding, "Uh, but there's a monster truck rally in town."

The smile that formed on her face when he said that told everything. However, everyone's attention was taken when both Ratchet and the computer made some noise.

"Optimus," said the medic as everyone gathered around him, "I'm receiving a signal on a restricted band. It appears to be coming from a starship inside this solar system." After the a small display appeared on the large monitor, Ratchet spoke with a bit of hope, "It's an Autobot identification beacon!"

"So there are other Bots out there?" asked Jack.

"The masses scattered to the galaxies when Cybertron finally went dark," explained Arcee, before voicing her suspicion, "But, Cons have been known to bait traps with false beacons."

Speaking through the comm system, the Prime was the first to make contact, "Unknown Vessel, this is Autobot Outpost Omega-1, identify yourself."

Then a cocky voice responded through the system, "I've had warmer welcomes from Decepticon combat brigades."

"Wheeljack?!" asked an excited Bulkhead, his movement nearly causing his charge to drop off her seat on his shoulder, "You old Con-Crusher, what're you doing all the way out here?"

"Bulkhead? That's you?" asked the Bot on the other end, "What's with all the security?"
"The rock we're on is crawling with Cons. How soon can you get here and even the odds?"

"Sometime tomorrow, if I put metal to the pedal!" said Wheeljack, being as excited as Bulkhead was about the little reunion.

"Another Bot's coming here!" asked a hyper Miko, "How cool is that?!"

"Wheeljack?" pondered Optimus, "I know of him by reputation only." Looking at Bulkhead, the Prime asked, "Can you verify his voice print?"

"He is one thousand percent the real deal, Optimus," assured the green Bot.

Turning back to the computer and the comm system, the Prime said, "We will send landing coordinates, Wheeljack. Safe journey."

"See you soon buddy!" added Bulkhead, "I'll make sure you get a proper welcome." With that, the communication line ended.

Arcee decided to tease a little, "So who's the boyfriend?"

The chuckling green Bot answered, "Me and Jackie go way back. We were part of the same war unit," then he slammed his fist into his hand before adding, "the Wreckers! Which means the Cons are gonna wish he never found us."

"Yeah, well just make sure you don't jinx it big guy," said Jack as he sat back on the couch.

"Huh? Jinx?" asked the confused Wrecker.

"It's when you say how things can't go bad for ya, and then the universe sends bad luck your way almost immediately after," explained Miko. "It's like in the movies. Whenever someone says that it couldn't get any worse, the opposite always happens!"

"Well, I assure you that Jackie is not going to be bad luck!" defended the green Bot.

"Hey, just saying," shrugged the sixteen-year-old, "never a good idea to tempt fate."

The green Wrecker just scoffed and said, "If you believe in that sort of thing." Then he and Miko walked off to another part of the base whilst talking.

Jack saw the resident super soldier and walked up to him, "Hey, Steve?"

"Yes, Jack?"

"Being Captain America, you've worked with a lot of superheroes, right?"

"A few of them, yeah. Why do you ask?" he responded, quirking his eyebrow suspiciously.

"Well, I was curious about why they dress the way they do, and wondered if maybe you might know."

"Why the sudden interest?" the WWII veteran asked, crossing his arms.

"It's just that…we've been dealing with them recently, and they're popping up all over the world. From what I've seen, they tend to wear some weird outfits, so the question's been buzzing around in my head for a little while. Since we've got you here, I thought I might ask, if that's okay?"
"It is. You see, Jack, for many of those people, the suits they wear aren't so much fashion as they are function. You've seen the getup Superman wears in the papers and news, right?"

"Yeah, he looks like he's wearing a spandex unitard or something."

"It may seem that way, but I've met him a few times, and in actuality, his suit is made of an indestructible fabric."

"Huh, that might explain why the pictures of him never show his suit being scratched up or anything."

"Right, and you ever heard of Batman?"

"That nut job from Gotham City? Who hasn't?"

"I admit that he can seem that way, but I've worked with him a couple times, and he's quite a smart cookie. Aside from his gimmick, Batman's suit is mostly comprised of body armor, and is colored black so he can blend in with the shadows."

"That actually makes a lot of sense."

"But while that is a good benefit, having too much armor can weigh you down. That's why some heroes wear spandex, so they can move faster, and even that has its downsides."

"Which are…?"

"The fact that spandex doesn't protect its wearer from knives and gunfire."

"That doesn't sound good."

"This is part of why my suit is made of both body armor and light fabric, that way I can move around easier while still being protected."

"Sounds ideal," said the teen, getting a few ideas about what to do for his suit.

"Then you have someone like Tony, who wears heavy armor, but has a reason for doing so. His powers come from that and his smarts."

"I can see that. And I could tell from when helped destroy the space bridge that he's got different ones for different occasions. I mean, why else would have a bunch of different looking armors? Or perhaps I should say 'had'?" he added, remembering that the suits were destroyed.

"I wouldn't worry about it," assured Steve, "Knowing Tony, he'll have probably built new ones by now."

Jack shrugged while nodding in agreement, and then asked, "But one thing puzzles me. Why do some of them dress in such bright colors? I mean, I get what you said about Batman dressing in black, and even you with your red, white, and blue since you're Captain America, but some others… eh?"

"Sometimes the colors are meant to symbolize something, Jack." explained the WWII veteran, "Like you said, I dress in the stars and stripes because I try to represent America and its ideals. Superman wear's blue and red because he has to show that he's not something to be feared by everyday folks despite his powers. Batman, in contrast, operates on fear so that he can have an edge in his fights."

"I see. Well, thanks Steve. See you around," said the teen boy as he walked off.
"You too Jack, and I'm happy to help," responded the super soldier, eying the son of his girlfriend and wondering if the boy was up to something.

9:18 PM

While in his bedroom, Jack was at his computer searching the web for different types of body armor and spandex. Most of the armor appeared to be expensive, ranging from seventy-five to almost four hundred dollars. The spandex, in difference, was considerably cheaper, as it varied from twelve to a little over one hundred. With his job at the K.O. Burger, he knew he wasn't going to be able to afford much without drawing someone's attention. It was hard enough to keep quiet about his powers, but the purchases he would make might cause a bit of a stir that would lead to him being exposed if he wasn't careful.

Remembering what Steve said, he knew he had to balance out the heavy with the lightweight. He needed to be fast, but he also needed protection from blades and bullets. With that in mind, the sixteen-year-old had a small, blank diagram of the human body. On each section he drew arrows to which parts needed protection the most. With those spots in mind, he looked up all the equipment needed. Some were easier to find than others.

10:16 AM

Jack was riding on Arcee as the two drove up to the base alongside the other two kids and their respective guardians. Once they passed through entrance and tunnel, the three humans and three Bots made it to the main room, where they found Ratchet talking with Optimus and Cap, fully dressed in his suit. As they got out of their respective rides, Miko, as usual, was the first to greet.

"Miss us Doc Bot?"

The medic grumbled, "Shouldn't they be in school?"

"On Saturday?" asked the Japanese girl incredulously, "We have the whole weekend off to spend with you," she teased.

The CMO muttered the barely audible, "Primus, help me…"

"So what's up Steve?" asked Jack, ignoring the medic's whining.

The Super Soldier looked over at the sixteen-year-old and smiled saying, "Last night, after you, Miko and Raf went home, S.H.I.E.L.D. found investigated an energon reading in the arctic before finding an artifact up there. The agents responsible for finding it called here and had us bridge it over in order to avoid making a big scene and so that the Bots could examine it. But Optimus wasn't entirely convinced that that was all there was to find out there, so after Wheeljack arrives, Prime and Arcee will go out and do some investigating of their own."

As if on cue, the computer beeped and everyone gathered around it to see what was happening.

"Wheeljack's ship is approaching the landing zone," said Arcee with a smirk.

Miko, being herself, was acting like a giddy fan girl as she gasped in anticipation.

Raf looked up at his two teen friends before asking, "You think he's here to visit?"

"Maybe he'll stay!" suggested the Japanese girl excitedly, before putting a finger to her chin and
pondering aloud, "Hmm, have to find his own human though."

The three heard a few beeps and looked to see that Ratchet was typing in the coordinates.

"Ground bridge, cycling up," then suddenly sparks flew from the console and caused the screen above it to go dead. Then the CMO slammed his fist on the console before the screen lit back up again to reveal that the coordinates weren't lost, "Blasted Earth tech! Another bug!"

"I-I thought we got rid of those?" said Raf.

"Obviously there's still a few more," griped the medic, "but it's working now, so we'll deal with it later."

Jack turned to Optimus and asked, "So Wheeljack's going to land halfway around the world, and then you'll bridge him here?"

"We can't risk revealing the location of our base," explained the Prime, "just in case the Decepticons are tracking Wheeljack's ship."

Bulkhead was seen pacing back and forth before Miko got his attention, "Dude, I've never seen you so stoked."

"Oh you're gonna love Wheeljack! We were like brothers, and tonight, we are gonna party!"

"Suh-weet!" exclaimed the fourteen-year-old.

Everyone smiled at the reaction of the two when they suddenly heard the blaring of the alarm. They looked to see the computer showing that their comrade was being pursued by six cons.

"Bogies," stated Arcee, "closing fast on Wheeljack's position!"

"Con Scum!" bellowed an angry Bulkhead.

"How soon can the ground bridge be ready?" asked Optimus to Ratchet.

"It'll take a few minutes, but I should have it up and running by then," assured the CMO.

10:36 AM

"Have you finished that yet?" groaned Bulkhead as he paced back and forth in front of the bridge tunnel.

"Almost done!" stated the medic as he did the last bits.

"That's what you said five minutes ago, and the five before that too!" argued the Wrecker.

"I would get done faster if you weren't making so much noise with your feet and mouth!" countered Ratchet, "Almost there...and done!"

"Good, now open the bridge, Ratchet, we're missing all the action!" yelled the impatient green Bot.

Pulling the lever and lighting up the vortex, the CMO turned to Bulkhead, Arcee and Bumblebee before saying, "I'll prepare sick bay."

"Who for, the Cons? This is Wheeljack we're talking about!" exclaimed the proud Wrecker as he and
the other two Bots ran through the swirling energies and disappeared.

After about a couple minutes, Arcee was heard over the comm. system, "Ratchet, we're ready to bridge back, looks like we won't need sick bay after all."

The CMO sighed before pulling the lever and lighting up the bridge tunnel. Out of the resulting vortex came not only the three guardian Autobots, but another Bot who was predominantly white and had some grey on his crested head. His build was broad with what appeared to be wheels as his shoulders, along with little "wings" on his back akin to the one's Arcee and Bumblebee had. He had red and green highlights here and there with the Autobot symbol on his chest. The four humans gathered that this must be Wheeljack.

Without warning, the ground bridge console short circuited again, and Ratchet grumbled again.

Jack, on the other hand, started to feel something when he got near the white Wrecker. It was that same feeling he got during his fight with the Cheetah. The sense of ants crawling at the base of his skull—the sense that told him to move away, only more amplified when he caught closer to the new Bot.

'That's weird…' thought Jack as he eyed the other Wrecker while trying to hide his suspicion. The sense he received was helpful to him before, but he wasn't going to just automatically distrust someone based on this weird feeling. So for now, he'd wait until something happened that warranted action.

Then Bulkhead got his old friend's attention and said, "Jackie, come here. Meet my other best buddy!" He gestured to the fourteen-year-old exchange student and introduced, "Miko, she can wreck with the best of us!"

The girl waved at the new arrival and said, "Hiya!"

Wheeljack leaned towards her and asked jokingly, "You keeping Bulkhead out of trouble?"

"I try, but trouble finds us anyway."

"We're gonna get along just fine," said the white Bot to Bulkhead. They heard loud footsteps behind them and turned to see Optimus coming to greet the newcomer. "Optimus Prime," acknowledged the white Wrecker, "it's a privilege."

"Likewise, soldier," responded the Prime, "what have you to report from your long journey?"

"Been bouncin' from rock to rock, searchin' for signs of friend or foe. Now, I find both."

"We are few, but strong," stated Optimus, "we have suffered loss," he looked to the four humans in the room, "but we have grown," he turned back to Wheeljack as he continued, "and we would relish welcoming a new member into our fold."

"I would be honored," stated the Wrecker calmly.

The green Bot, however, was ecstatic, "Then let's get this party started!" and he slapped his old friend on the back before the two faced each other and bumped chests and yelled, "Hoo-ah!" in unison.

"Oh, joy…” muttered Ratchet, clearly not fond of the idea of two Wreckers in the base.

"But while I would offer you a tour of our base," continued the Prime, "Arcee and I must attempt to
uncover the origins of an arctic find made by our human allies. Ratchet?” he asked the medic.

The CMO nodded and pulled up the image of a large, spherical object incased in ice on the monitor. The top portion of its frozen cover seemed to have melted off, and a puddle could be seen beneath the object as it sat on the ground. Then the medic clicked out of that before going back to the ground bridge console and typed in the destination and activated the swirling vortex.

He turned to Optimus and Arcee while holding out a device and saying, "Now remember, you will be out there only until your sensors sound. Once your core temperatures drop into the blue zone," he pointed the device at both of them and their insignias lit blue for a second while beeping, "system failures aren't likely, they're imminent."

"Did you say the arctic?” Raf asked the Prime, "I've always wanted to see snow."

"I would invite you to join, Rafael," informed Optimus, "but the conditions are much too extreme, even for we Autobots."

Raf tried to hide his disappointment when he said, "I…understand."

The Prime and Arcee began to walk towards the vortex before the former turned to look at the twelve-year-old.

"But, I will bring you back a snowball."

"That would be awesome!" said the excited preteen.

After that, the two Autobots walked through the swirling energies before disappearing. Then, the ground bridge powered down almost immediately after before going dark.

"Transport complete," stated Ratchet as the console without warning short-circuited, making sparks fly from it. "By Primus!" exclaimed the medic in surprise.

Walking up the steps to the living area, the four humans turned to the three other Bots in the base as they walked by.

"So, what do you guys think we should do today?'" asked Miko.

Bumblebee made a series of whirs and positioned his hands as though he holding a game controller.

"Videogame tournament!" translated Raf, "Last one standing wins!" The yellow scout nodded in agreement before the CMO got their attention.

"Bulkhead, Bumblebee, Wheeljack, here now!" demanded Ratchet.

The three mechs walked towards the medic, but not before the yellow scout gave Raf an apologetic whir. Jack, Miko and Raf sat on the couch while Steve went over to where the four Bots were. The preteen was about to grab a controller when the Japanese girl picked up both and handed one to the oldest of them.

"Prepare to be destroyed!" she dared Jack.

"Eh, yeah, not really my thing, Miko." the sixteen-year-old dismissed.

"Oh? Scared of loosing? To a girl…?" she taunted.

"Heh…bring it!" said Jack as he took the controller.
"No mercy!" she declared as she started a new racing game. Before he got started on his end, however, Jack noticed the bummed expression on Raf's face.

"Hey Raf? You wanna take on Miko for me?" the sixteen-year-old offered.

The younger boy sighed, "Nah, I have stuff to do…" and he got off the couch before walking away to the other parts of the base.

The two of them watched him leave for a brief moment before Miko said, "Hoo-yeah!" and the two teens went at it in their game.

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11:03 AM

"Come on, come on, you want some…" said a determined Jack as he and Miko competed in their game race. Then the boy's car smashed hers to the side and the game was Jack's, prompting the boy to get up and yell, "In! Your! Face!"

"Oh pfft…" muttered the Japanese girl as her friend started to do a victory dance. Suddenly, however, the lights flickered on and off, along with a few machines powering down and up.

"Whoa-what the…?" wondered Jack, "Great, power failure."

"Ah, it wiped out our game," taunted Miko, getting up from the couch and tossing the controller to it.

"You-but…I was winning!" countered the teen boy, following her.

"Bummer..." the teen girl countered calmly.

Walking down towards the Bots, the two teens saw Ratchet surrounded by Cap and the other three mechs as he pulled a large piece of green hardware from a panel in the floor. The piece itself looked as though something had bitten into it a few times.

Sighing, the CMO stated, "We most definitely have a problem. But what could've caused this?" The power failed briefly again, getting everyone's attention.

"Or that?" added Bulkhead.

"Might be the main grid," theorized the CMO, "Hopefully it isn't a substation malfunction."

"Hey guys!" shouted Raf as he came into the room, "Look what I found!"

"We're busy-AHH!" he screamed when he saw what the preteen was holding; a small metallic creature with a big head and eyes, and a small body with two arms and six spider-like legs. For a human, at first glance, the creature appeared to be cute, but obviously the Bots didn't see it that way.

"Whoa! Whoa! WHOA!" yelled Bulkhead hysterically as he, Bumblebee, Wheeljack and Ratchet backed away and pointed their blasters in Raf's direction. Jack, Miko and Cap got in front of the preteen and waved their hands in a calming motion.

"Hey, hey!" said Miko, "What's with you guys?"

"Scraplet! SCRAPLET!" Bulkhead shouted in terror.

"What's a…scraplet?" asked Raf, jumping up for a brief moment because the two teens and adult were blocking his view.
"The most dangerous vermin ever to crawl upon the face of Cybertron!" answered Ratchet forebodingly.

Jack's sixth sense didn't go off when near the creature, so he was just as confused as the other humans by that statement.

"This?" he chuckled, "Are you kidding me?"

"I don't really see the danger here myself," added Cap.

"Yeah," agreed Miko, "I mean, you're giant robots! Scrappy here is...teeny," she reasoned.

This didn't deter the four Autobots, and Bulkhead quivered stating, "You have no idea the damage that 'teeny' thing can do!"

Stroking the little creature's head, Raf said, "Ah he wouldn't hurt anything." The scraplet began to stir from the preteen's arms and looked long and hard at the four Bots before setting its sights on the nearest one, which happened to be Bumblebee. It then surprised the humans by showing that it had a big mouth with rows and rows of serrated teeth. After that, it jumped from the twelve-year-old's arms and began scurrying towards the yellow scout. It kept clicking its jaws together as it avoided the Bots' fire and then jumped onto Bumblebee's leg, where it proceeded to hastily chew. This caused Bumblebee to fall over in fear, making all four humans look at him with worry.

The yellow scout tried to grab and squish the little menace in his hand, but it ate its way through and started eating his arm. Bumblebee managed to knock it off, and when it recovered itself and tried to run back to the yellow Bot, Raf grabbed a nearby crowbar and proceeded to beat and bash the metallic creature over and over again. Before the preteen could land another blow, Jack grabbed his arm and Cap pulled the crowbar out of his hand.

"Whoa! Easy there, Killer!" Jack said calmly.

"It's alright, son, it's alright," reassured Cap.

Miko put her hands on the twelve-year-old's shoulders comfortingly as he took in deep breaths. Then he gasped and ran towards his guardian to see if he was alright.

"Whoa!" said Miko to Jack and Cap, "I did not see that coming," she gestured to mess that used to be the scraplet.

"I'm sorry Bumblebee!" said Raf, and the yellow scout beeped in reassurance that he was fine. The preteen looked at Ratchet worriedly, "Is he gonna be ok?"

"Only a mesh wound," stated the CMO, "he'll live."

"Now do you believe me?!" exasperated Bulkhead, "All scraplets do is dismantle machinery and eat anything metal, especially living metal!"

"Well," said Jack, "bug squashed game over...right?"

"No!" declared Ratchet, "When it comes to scraplets, there's never just one. And I fear I know how they got in here."

11:43 AM

The CMO shifted his hand into a welding tool and used that to light a dark hole in the nearly
unfrozen object S.H.I.E.L.D. found in the arctic.

"It's a trap, a scraplet trap!" declared the medic upon finishing his examination.

"An empty scraplet trap!" corrected the fearful green Wrecker.

"Most likely ejected into space ages ago," theorized Ratchet, "only to wind up in the arctic where the temperature kept them in stasis."

"Until we brought the thaw," realized Jack.

Though he didn't say anything, one could tell that Cap was having a sense of Déjà vu, as nearly the same thing had happened to him.

"Now they're wide awake and ready to brunch," added Miko.

"So…how many are we talking about?" asked Raf.

"A thousand," stated the CMO like it was the most obvious thing in the world, then he transformed his hand back to normal and said, "The power malfunctions and ground bridge damage…are sure signs that their infestation is well-underway. We'd better warn Optimus and Arcee about this!"

With that, the four humans and four Bots ran back to the main room. Ratchet typed and pulled up the comm. system on the computer and said, "Ratchet to Optimus, do you read me? We have a situation!" Then the monitor went blank, "The scraplets have gotten into the comm. link system!" he realized as he slammed his fist down in frustration. He turned to everyone else and said, "If we don't eradicate these creatures immediately, the will reduce the entire base to a scrapheap!"

"Well I say we bug out of here and let 'em keep it!" said the fearful green Wrecker, with Bumblebee nodding and whirring in agreement. Wheeljack remained silent.

"Evacuation is not an option!" commanded Ratchet, "If we don't get the ground bridge back online stat, Optimus and Arcee will perish."

"They…will?" worried Jack.

Miko gave her guardian a stern look before going up to him and saying, "Bulkhead? You never run!"

"Miko, you haven't seen a swarm of these things devour a Bot, I have!" explained the green Wrecker, "They pick you apart, from the inside out, going for the small juicy bits first," he shivered, "fuse by fuse, circuit by circuit, till there's nothing left-and I mean nothing! Not even your optics."

"You have to let us help," reasoned Jack.

"We're not made of metal," added Raf.

"The scraplets can't hurt us!" stated Miko.

"Typically, I find your fleshiness to be your least engaging quality," pondered the medic, "but it would appear to provide an advantage under these extremes."

"Ok, good," said the teen boy.

"We'll pair off," stated Cap, "One Bot, one human. I'll stay here with Ratchet as he repairs the ground bridge. Miko, you and Bulkhead will check the area where Raf first found the scraplet. Raf,
you and Bumblebee will search the north side, and Jack, you and Wheeljack will take the south. If anything happens that the six of you can't handle, you all head straight back here, understood?” The kids and Wheeljack nodded, while Bulkhead and Bumblebee groaned, or in the yellow scout's case, whirred, in anxiety.

Jack, for his part, felt uneasy around the Bot he got paired with, what with his new sense tingling whenever he got near him. The teenager didn't understand why the white Wrecker was registering to him as a threat, as he hadn't done anything yet. Jack wouldn't say anything, however, not until the Wrecker did something. He just had to wait.

As they walked down the south corridor, Wheeljack asked, "So, kid, where is this bunker located, exactly?"

"Didn't Bulkhead tell you?" answered Jack as he looked around.

"Nope!" replied the Wrecker.

"Really? I would've thought that since you're such good friends with him that he'd have told you."

This made Wheeljack pause for a moment before saying, "Must've slipped his processor."

"I guess so," said Jack casually.

"So you mind tellin' me?"

Choosing his words carefully, the teenager replied, "It's in the state of Nevada, though I guess that doesn't mean much to you, does it?"

"Can't say it does," said Wheeljack calmly, though with very faint hint of frustration in his voice, "So, is there any other way outta here besides bridging?"

"Why the sudden interest in leaving? You heard what Ratchet said, evacuation's not an option until we get the bridge fixed and take care of the scraplets," said Jack, becoming more suspicious. And while the sense was still going off, it was starting to get painful the more time he spent around the Wrecker.

"Just sayin', if push comes to shove, we gotta be ready for anything," Wheeljack reasoned.

"I…suppose that's true…agh!" groaned the teenager, holding his head as it began to throb.

"You okay kid?"

"I'm fine…just a headache is all…"

"Must be one pit of a headache to hurt that bad." remarked the Wrecker.

"I…guess you could say that…" the sixteen-year-old struggled, feeling like his head was about to explode.

Then, out of nowhere, scurrying was heard to their left, and the Bot and human saw the wall burst open with dozens of scraplets. The Wrecker began shooting at them like crazy while Jack pulled out a nearby pipe and swatting at them like there was no tomorrow. The painful sense going off in his head didn't help, however, as it broke his concentration a few times, and before he knew it, one of the mechanical cretins had already eaten away at his weapon. Wheeljack found himself having trouble as well, because try as he might, the metallic vermin just kept coming his way and chewed on
him as the crawled over his body.

"We'd better…get back…to the control room!" Jack struggled to yell with both the scraplets' noise and his head making it difficult.

"Got it!" agreed the Wrecker, as he swatted a few more of the little pests off and grabbing the teenager. Then they made a run for it, making a few turns in corridors before the two finally lost the swarm of scraplets. "Whew, I think we lost 'em."

Despite that, Jack still didn't feel at ease with his…spider-sense…going off like crazy. He figured that he might as well call it that since this whole mess started with him being bit by a spider, and with what the media was calling him; Spider-Man. Anyway, regardless of the fact that the Wrecker just saved him, the Bot was still being registered as a threat to the teenager's senses. The question of why kept ringing about in his head, and he hoped that the answer would reveal itself soon.

"Well, we best get back, cause I'm leakin'," said Wheeljack as he put the sixteen-year-old down and put a hand on his side as a bright blue liquid seemed to pour out of it.

11:56 AM

Jack and the Wrecker made their way back to the control room, meeting up with the other two kids and their guardians as well. As the six of them walked out of the hallway, Bulkhead was the first to speak.

"Ratchet, get the patch kit! We're leaking energon like-whoa!" yelled the green Wrecker as he and the others saw the large swarm of scraplets buzzing around in the air above them. Not only were they coming through the tunnels, but also the air vents.

"They fly?!" asked Jack incredulously, "You never said they could fly!"

On the floor, Cap was using a fire extinguisher while Ratchet was trying to recover from an attack, and he had the marks to prove it all over his body. The other Bots were busy shooting and swatting at the flying vermin while unsuccessfully attempting to avoid getting eaten. Bulkhead actually gave off a girlish scream, which would've been quite humorous had the circumstances been different.

"Jack!" shouted Cap to the teenager, "Take this," and he tossed the boy the fire extinguisher, "use it on the scraplets, I'll go find another!" and he ran to do just that.

The sixteen-year-old nodded and began firing the coolant within the extinguisher at each and every scraplet he came close to. Miko and Raf grabbed hold of a couple crowbars and swung them in the air at the vermin. After about a minute, the super soldier came back with another extinguisher and joined his girlfriend's son in cooling the creatures into submission. A few more minutes passed by and all the scraplets in the room were chilled into stasis while the four Bots were groaning on the floor and trying to recover.

"I don't mean to tempt fate here, but did we get 'em all?" asked Jack. Then, as if on cue, a mechanical scurrying sound from the vents and hallways to make itself known.

"Hardly," answered the tired Ratchet, "these were just scouts."

Bumblebee whirred wearily as he collapsed his head on the ground.

"So the…rest of them know we're in here?" Bulkhead asked nervously.
"And we allow ourselves to become their next meal," added the CMO, "Optimus and Arcee will never make it home. We must get the ground bridge operational!"

"Then we can use it to send the scraplets anywhere on Earth," realized Raf.

"Why not back to the arctic?" suggested Jack and he gestured to the extinguisher in his hand, "We already know they don't do cold."

"Suh-weet!" exclaimed Miko, "One-stop shopping!"

"Given the body mass of the scraplets," thought Ratchet aloud, "the subzero temperature should freeze them on contact. So think, Ratchet-think! If the ground bridge is still down," he scratched the back of his head before realizing, "there must be a breach in the energon fuel line!"

Bumblebee whirred before collapsing again.

"Ugh, if we weren't breaching," said Bulkhead, "one of us could get back over there and fix it."

"Where do we find it?" asked the determined Jack.

"And how do we fix it?" pitched in Raf.

"You'll find it along the east corridor," said the tired medic, "but you'll need some welding tools."

"And you'll need some incentive," said Wheeljack, getting up and walking towards them.

"What do you mean?" asked Cap, and no sooner did he say that than the Wrecker grabbed a hold of Miko and made a dash for the ground bridge console. He then held the Japanese girl out in his fist threateningly.

"Stay back!" he demanded in a different and menacing voice, "Or I'll squeeze her into pulp!"

"Wheeljack! What're you doing?" said the fourteen-year-old as she struggled to get free.

'I knew there was something off about him!' Jack mentally cursed, wishing he had acted on his spider-sense earlier.

"Actually, the name's Makeshift!" 'Wheeljack' clarified.

"Decepticon…coward!" accused Bulkhead, trying and failing to get up, "Let the girl go…and face me!"

"You're hardly in a position to fight, Autobot! But don't fret, there's plenty of fighting to come!" countered the false Bot.

"Is there a real Wheeljack?" questioned Jack.

"Oh indeed," answered the faker, "and I expect Lord Starscream is making sport of him," he added ominously. This earned him a hardened glare from Bulkhead, "Now unless you want one of your precious humans to die, I suggest your pets go and fix the fuel line now!"

With that, the super soldier and two boys ran to the east hallway, praying that things would be alright…

Chapter End Notes
A/N: CLIFFHANGER ALERT! Given the fact that I'm combining two episodes, you know it's warranted to split the chapter. Hope you all enjoyed it. Leave a review, and PM me on FF if you have any questions or suggestions.
"Remember boys," said Cap to Jack and Raf as they tiptoed their way past the scraplets crawling on the floor, "we're not metal, so they can't hurt us."

The two boys nodded quietly as they made their way through with the WWII veteran in the lead. The eldest of the two youngsters was carrying an old tool box with some portable welding equipment.

Because of the truth in Cap's statement, Jack's spider-sense didn't go off. Since the Cybertronian vermin didn't eat anything organic that meant they didn't register as a threat. But he still didn't think it was a good idea to attack them directly, or they might actually harm the three.

'What're we gonna do?,' thought Jack, 'the second we get the ground bridge up, that Makeshift guy is probably gonna bring in an army of Cons. And the Bots are in no shape to fight at the moment. Steve would no doubt put up one, but Makeshift would more than likely overpower him in no time, and Optimus and Arcee don't have a lot of time left. I should use my own powers to help out, but I can't risk revealing myself to the others. Though maybe I should try it in a not-so-obvious way...'

As the sixteen-year-old thought about how to help out more than he was, he noticed that Cap was without his trademark shield.

"Hey Steve," whispered the teenager.

"Yeah?" answered the super soldier.

"Where's your shield?"

"It's locked away in my room on the other side of the base. Couldn't risk it getting eaten, even with the metal it's made of."

"And what might that be?" asked Raf.

"It's an alloy made from two rare metals; adamantium and vibranium."

"Don't think I've heard of those..." pondered the preteen.

"You wouldn't have, Raf, they're classified from all public records," explained the super soldier.

"Why? What's so special about 'em?" asked Jack.

"Adamantium is the toughest metal on Earth, and vibranium bounces back anything with a lot of force."

"Whoa!" muttered Jack and Raf in unison.

"But even with those metals, I'd rather not risk it getting eaten by these things. So I left my room locked, assuming they didn't eat their way through the door."
"Let's pray they didn't," added Jack, before looking at the large pipeline on their right and spotting something, "There's the breach," he said, pointing towards the area near the floor where liquid energon was flowing out from the enormous piping.

"Come on!" ordered Cap as he and the two boys huddled over the leaked area, "We have to work fast! Miko and the Bots are depending on it."

Jack and Raf nodded as they pulled out the tools.

12:35 PM

After little over half an hour later, the super soldier, teenager, and preteen finished welding a cover on the fuel line breach.

"Finally," sighed Jack. However, as soon as he said that, the scraplets all began to fly through a hole in the ceiling, making drilling noises as they did.

"They're getting ready to feed!" worried Raf. With that, the three males ran as fast they could all the way back to the main area, where they found Makeshift still clutching Miko, and Ratchet, Bulkhead, and Bumblebee still on the floor recovering from having nearly been eaten.

"Well?!" demanded the Con infiltrator.

"All systems go, just put Miko down!" pleaded Jack.

"Not yet human," said the fake Wrecker ominously, before typing in coordinates on the ground bridge console and pulling the lever. The familiar vortex of swirling green and blue energies lit up the short tunnel, and the Con walked in front of it with the Japanese girl struggling to get out of his hand. The Bots and other humans couldn't do anything but glare at the spy as he literally held their friend hostage. "Let's get this party started!" he stated in a mix of both taunt and preparation for what he thought was coming through.

Then, a few seconds later, a grunting sound could be heard, and they all turned to see a mech nearly identical to Makeshift's disguise trying to run through. The white bot came to a stop, looking at Makeshift, then to the terminal before frowning.

"Seems I wasn't too late to the party after all," he said, glaring at his counterpart.

The con sneered at him, "Out of the way Autobot!" he ordered.

The apparently real Wheeljack just shook his head, "See, bit of a problem there. I don't usually listen to orders," he reached behind him and pulled out two curved swords, each one shining in the bases light, "Especially from ugly con scum like you."

"Isn't that funny, considering that I took on YOUR appearance," growled Makeshift, who tossed Miko into the air to retrieve his own sword.

As the Japanese girl fell to the ground, Jack ran fast to catch her in his arms.

"Whew!" said the fourteen-year-old in relief, "That was close!"

Jack nodded and put her down as they looked back to the two Wheeljacks. One was holding one sword and clutching his side whilst the other was struggling to maintain a stance and hold two swords. It was fairly obvious that neither Wheeljack nor his look-alike where in the best of condition,
but from the looks on their faces, neither one gave a damn.

As the two circled each other though, Bulkhead tried to get up and move in to join them. Wheeljack put a sword in front of his friend, "Rest up Bulk, Ugly's mine," he stated.

At that moment, Makeshift lunged with the tip of his sword, aiming to impale Wheeljack. The wrecker used his left sword to deflect the blow, and twisted around Makeshift while slamming the pommel of his right sword to hit him over the helm.

"I'm not sure which one's which!" worried Miko.

Jack, however, knew which, as whenever Makeshift got closest, his spider-sense tingled a little, but the sixteen-year-old said nothing.

Meanwhile, Ratchet struggled to get to his feet, and managed to deactivate the ground bridge before collapsing face first on the ground due to his injuries.

The Wheeljacks were still at it. Makeshift charged again, and this time managed to leap over the Wrecker before attempting to slice him in the back. But the white Bot was in better shape than his Con double, and the infiltrator's blade screeched off his own, sending sparks everywhere.

Wheeljack twisted on his heel and slashed both blades at Makeshift, buffeting him with the hard hitting move. The con stumbled and nearly fell before catching himself in time to receive a spinning kick to his midsection. The blow caused Makeshift to fly across the room before slamming hard into the wall. Despite his near exhaustion, the Con tried to get up before the Wrecker put a swordtip in front of his face.

Bulkhead chuckled, "That's my Jackie!"

The white Wrecker looked back at the downed Bots and asked, "Any Bot here mind telling me what the pit happened?"

"Scraplets…" groaned Bulkhead.

"Huh?" asked Wheeljack, looking at the other two Bots and humans, all of whom nodded.

"That's not all…" a tired Ratchet managed to say, "…two our own are out in the arctic…we need to bridge them back…but we need to send the scraplets out there as well…"

"But the thing is…" added the green Wrecker, "…when we get the ground bridge up…do we send the creepy crawlies out…or bring our Bots back in…?"

"Optimus and Arcee will be fresh meat…" realized the CMO, "…if we bring them in, the scraplets will have no reason to leave…we'll need bait…"

"Where're we gonna get bait?!" argued Bulkhead, "The scraplets already helped themselves to everything in here!"

Before Ratchet or anyone else could reply to the green Wrecker, a loud sawing noise was heard from above. Everyone looked up to see a huge swarm of scraplets burst out of every ventilation shaft. Cap ushered the kids to a corner of the room while the Bots tried to duck to avoid being seen.

The CMO then pushed himself up and typed in the coordinates for the arctic before pulling the lever falling back down.
'Man is he beat!' thought Jack as the vortex lit up.

Wheeljack looked from his evil doppelganger to the ground bridge and then to the scraplets. One could tell from the look on his face plate that he had an idea formulating in his head.

"Bait, huh?" said the white Wrecker. Then he grabbed Makeshift and held the weakened Con up in the air by the waist and back. He waivied the infiltrator around, catching the attention of the scraplets just before taunting, "Ready for the main course?!" The flying metal vermin began to converge on him as he continued, "Come and get it!"

With that, the White Bot ran through the swirling vortex with his counterpart in tow, along with the scraplets in hot pursuit. Soon, they all disappeared, leaving the four humans and three Autobots staring at the ground bridge, wondering what would happen next. After about two minutes, they all finally saw three figures coming through. Once they got closer, it was revealed to be Wheeljack supporting Optimus and Arcee back into the base. Everyone sighed in relief.

1:13 PM

Arcee, Bumblebee, Bulkhead and Wheeljack were laying down on healing births, hooked up to some monitoring equipment while Optimus and Ratchet sat down. Their four human companions remained vigilant as they helped make sure the whole of Team Prime was making a steady and full recovery. The white Wrecker had explained that after he lured the scraplets out into the cold zone, he attached a grenade to Makeshift that was set to blow not long before Wheeljack helped the Prime and femme back to base.

"Report bio-circuitry status!" ordered Ratchet, looking at Jack.

"Levels are rising!" replied the sixteen-year-old. Being the son of nurse, he had a very good idea how some of this equipment worked.

"Excellent," said the CMO, then he looked at the other three, "Keep a close watch on Bumblebee's electro-pulse monitor. Miko, check Bulkhead's interface patch. Captain, full report on Wheeljack's progress."

"It's steady," answered the preteen.

"Looking good!" replied Japanese girl with her thumb up.

"Everything looks fine here Doc Bot," answered the super soldier.

"Perhaps you should get some rest yourself, Old Friend," suggested Optimus with a faint smile, "You saved quite a few lives today."

"It…wasn't all my doing," admitted the Medic, looking back at the four helping humans, "We're just fortunate that this infestation happened…on a Saturday."

"Our human friends may be small," added the Prime, "but they are strong."

Not too long after he said that, everyone heard the shrilling noise of Miko's high-pitched screaming. Jack, Raf and Cap ran to her, holding pipes and crowbars at the ready.

"Scraplet?!" asked Jack, searching the area.

"SPIDER!" shrilled the fourteen-year-old, before jumping around out of the room and saying, "Is it
on me?! OH-OH-AH-AH!” Then she ran/jumped out of the room, leaving everyone to look in her direction incredulously. Her continuous screaming down the halls only encouraged that response.

"Did she just scream like a little girl?" pondered Bulkhead aloud.

'She's scared of spiders, yet she doesn't mind a guy called Spider-Man saving her?' thought Jack.

7:38 PM

That night, after Jack came home, he placed some orders for the material he would need for his suit using some money he had saved up. Originally, he was going to use that money to buy himself a motorcycle, but upon Arcee coming into his life, that coal was rendered moot.

Once he was done shopping online, the sixteen-year-old got to designing the overall theme of his suit. Taking a pencil and paper, he started making suit look after suit look. Each time, he found that he didn't like what he saw, with his bedroom floor soon finding itself covered in wadded up scraps of paper. Finally, he found a design he liked, and made plans for the other parts would come in.

12:16 PM

The next day, the Bots had all healed up, and they and their human allies decided it was worth celebrating that and their victory over both the scraplet infestation and Makeshift's failed infiltration. Ratchet, however, didn't feel like joining in on the festivities, and instead chose to work on fixing their equipment.

Miko pulled out her guitar, hooked it up to some speakers, and began playing with her instrument. While the tune did sound a bit random, it wasn't hard on the ears at all. But before she could continue, Bulkhead and Wheeljack made some noise of their own.

"Come on, Jackie!" said the green Wrecker, "Show me what you got!"

And before anyone knew what hit them, a large ball made of welded metal flew across the room towards the green Bot, who managed to catch it. The force of the ball, though, caused him to skid across the floor. The green Wrecker just chuckled.

"Nice lob!" then he spun around before tossing it back to Wheeljack, who skidded when he caught the ball and threw it back to his green companion.

The two engaged in this game of back-and-forth while Jack and Arcee just stood back and watched everything. Arcee just leaned back against the wall beneath the platform while the sixteen-year-old stood next to her.

"So…what's that about?" the teenager asked his femme guardian.

"It's called lobbing, a favorite pastime on Cybertron, especially among the warrior class," explained the blue femme.

While they were watching the two Wreckers play their game, Miko was busy playing her guitar and jumped around in a dance of sorts.

"Come on Raf!" the Japanese girl demanded of the preteen, "Show us some moves!"

"Oh, ok," grumbled the twelve-year-old as he got to his feet. He stood still for a moment, and then
moved around like parts of his body were stiff. Bumblebee looked down at his charge with intrigue.

"Of course, the robot," remarked Jack as he and Arcee see the preteen dance.

Bumblebee soon began to follow Raf's movements exactly, earning an irritated sigh from Ratchet, who went back to his work.

Jack looked around and asked, "Where's Steve and Optimus?"

"Prime went for a drive, and Cap went to talk to S.H.I.E.L.D.," said the femme. When Jack looked at her confused, she added, "Primes don't party."

"Comin' at ya!" exclaimed Bulkhead, before throwing the lob ball back Wheeljack. The ball almost flew over the white Wrecker, but he jumped up in time to catch it.

"Nice lob, Bulk," complimented the white Bot before giving a throwback.

Bulkhead caught it and chuckled, "You know Jackie, now that you're part of Team Prime, we need to pick out a vehicle mode for you. I have some ideas if you wanna see 'em." Then he tossed the ball back to the other Wrecker.

Once he had the ball, the white Bot looked a little uncertain, "Uh, about that, Bulk. Once my ship's repaired, I'm...itching to know...what else I might find out there."

Before the disheartened green Bot could say anything, Miko did it for him.

"Wait, you're leaving!?" the Japanese girl said/whined as she and the boys walked up to him, "Why?"

Wheeljack gave the kids a sympathetic look before Bulkhead answered for him.

"Well, because some Bots never change," remarked the green Wrecker, before chuckling and coming over to Wheeljack.

Deciding to be nice, Jack spoke next, "Well, you're always welcome back in my book."

The white Wrecker smiled at the teen before getting a rough pat on the back and chest plate from his green friend.

"Jackie never stays," said Bulkhead heartily, "but he always comes back." The two Wreckers bumped each other's fists at that.

5:03 PM

The next day after Wheeljack's announcement that he would be leaving, the white Bot finished repairing his ship. The kids and their guardians had all gathered around him at his vessel to see him off. Noticing how saddened Bulkhead looked, the white Wrecker made an offer.

"There's room for two, Bulk, even with a backside like yours," he said, "Who knows who we might find out there? Some of the old crew, perhaps?"

Bulkhead exchanged a glance from his war buddy to Miko, who hung her head sadly at the thought of her guardian leaving. Jack put a hand on her shoulder while Raf gave her a sympathetic look. The green Bot looked back to Wheeljack.
"Sounds like fun Jackie," he chuckled, "but…my ties are here now," he looked back at the others, "With them," he glanced at Miko, "with her." The Japanese girl brightened up at that.

Wheeljack nodded understandingly before joking at the girl, "Anything happens to my favorite Wrecker, I'm coming for you."

"I'll take good care of him," replied the fourteen-year-old before pulling out her phone, "Now, say 'cheese'!" She flipped out her phone and took a snap shot of the two Wreckers.

9:08 PM

The evening of the day following Wheeljack's departure for space, Jack had received his packages and equipment. They consisted of two padded bodysuits, one oxblood red and the other navy blue, two pairs of gloves that were each the same color as the suits, and a pair Asics track shoes that were the same shade of red, along with some black cloth to sew in. The materials for the mask, he already bought the previous day when he wasn't at the base.

Using a pin to put his design picture on the wall, Jack went to work cutting and stitching the pieces together. It had taken him almost two and a half hours before he was finally done, but in the end, it was worth it. The design of the suit mostly consisted of the blue on his pants, sides, and back, and with the red trimming on his shoulders that led down to his wrists and stomach with a sort of "belt" patched around his waist. His feet and forelegs were red too. The gloves were navy, but with red stitched into the back parts, and the wrist area was open for his web shooters to do their thing. The blue areas were mostly plain, but on all the red parts, including the forelegs and shoes, was a black webbing pattern. On the chest area, there was a large black spider emblem whose four front legs pointed up while the bottom legs extended all the way down to his waist, and the same emblem was on the back, only in red. The mask was all red with a black webbing pattern that was centered in between his eyes. The eye holes themselves were triangular and had one-way mirror pieces covering them.

All in all, Jack was pleased with what he had created. There were areas that seemed a little amateur, but he felt that the overall suit would do its job; hide his identity and protect him.

Donning the suit for the first time, Jack managed to sneak out of the house through his bedroom window. He made sure to be quiet whilst he moved around the back, as he might get Arcee's attention. Once he made it to the street, he ran as fast as he could to town. As he got there, he climbed a two-story building, and when he reached the top, he shot a line of webbing at one of the taller buildings. Not knowing how long the line would last, he decided to take a leap of faith and swung. Before he could hit another building with his face, he shot another web line just in time as he let go of the other. He repeated this again and again, and as he got further into town, he thought to himself.

'I hope I know what I'm doing!'

Chapter End Notes

A/N: Well, that's the chapter. I do feel a little guilty for it being so short. Hope you liked it though.

Anyway, the next chapter picks up where this one leaves off, and we also get
introduced to my version of M.E.C.H. and a classic Spidey villain, though you'll have to wait to find out who it is.

As always, leave a critique in the review, and PM me with any suggestions or questions you might have.
Jack, or Spider-Man, was swinging from web-to-web between the buildings, simultaneously getting the hang of it whilst looking for any crime to stop. The web-slinger looked down and saw something very peculiar. A man dressed in black stood in an alley outside a window, glancing around whilst trying to get the thing open.

The costumed teen swung down to a nearby rooftop and peered down at the scene. The dark clothed man finally opened up the window and quietly climbed in before closing it. Jack leaped down and landed lightly on his feet, and looked on the inside of the window whilst remaining in the shadows. On the other side of the glass, he witnessed the man place various items in a bag before stopping at a painting of a brunette woman on the wall. He flipped it to the side to reveal that behind the work of art was a wall safe with a digital lock. Putting down the bag, the man pulled out a cylinder from his pocket, revealing it to be a flashlight as he aimed it towards the numbers on the lock.

Not wanting to pull a Miko, the spider-themed teenager wondered what his plan of action should be, 'Ok, this guy is obviously pulling a robbery, but how do I go about stopping him? If I just go in through the window, he'll notice and panic...' Spider-Man moved to the side and noticed a distinctive object in the man's side pocket, ‘...and he's armed, so going in webs shooting is a no-no.' Deciding it'd be best for him to wait, the web-slinger stayed in the shadows.

About a minute later, the thief opened the window before crawling out with his bag of loot. Whilst he remained in the shadows, the web-themed teenager decided to throw the criminal off guard a little.

"You know; if you're going to break into a place and steal stuff, don't dress so obviously, ok?"

"Wha-Who said that?!" yelled the burglar, pulling out his gun and slowly turning to look for whomever was talking. Unfortunately for him, the gun was snatched out of his hand before he could make another turn. The next thing he knew, the masked teen stepped into the light, surprising him. As Jack emptied the gun and tossed it, the man finally found his voice.

"You a…cop?" asked the frantic and confused thief.

"Really-you seriously think I'm a cop?" Spider-Man asked incredulously, "A cop dressed in a padded, skintight red and blue suit?" Then the disguised sixteen-year-old surprised the thief by shooting a web that stuck the latter's foot to the ground. "You're a real genius, you know that?" the web-themed boy deadpanned.

"What is that crap?!" demanded the burglar, trying to yank his foot out of the webbing. He didn't succeed.

"Just some web fluid. I honestly don't know much about it anymore than you do," said Spider-Man casually as he shot another line at the man's other foot.

"You don't know what this is and you're shooting it at me!?!" he shouted almost incredulously. When the web-themed teen just shrugged, the thief quickly reached into his pocket to pull out something that flipped open, revealing to be a knife. Jack got down on his knees and threw out his hands, acting as though he was scared.
"Is that a knife? Is that a real knife?!" asked the teen, though the man in front of him didn't seem to catch on to the act.

"Yeah, it's a real knife!" confirmed the burglar, getting a little cocky.

"You found my weakness!" blurted Spider-Man, "It's small knives!" Then he dropped the act and shot a line that sent the knife towards the wall, and causing the thief's hand to be stuck to it as well. "Oh that was so awesome!" exclaimed the super teen in laughter as he got to his feet.

"That's not funny!"

"It is kind of funny," remarked the arachnid themed hero, still chuckling a little.

"Come on! Let me go!"

"Yeah-yeah, just one thing real quick," said Spider-Man before he made a quick blow to the man's head and knocked him out. The spider-teen caught him before the guy fell to the ground, and pulled him out of the webbing before shooting some more at him and forming a cocoon of sorts. Then he got a good hold of the webbed up crook before shooting a line in the air and swinging out into the night.

The web-slinging teen couldn't help but ponder his situation as he moved through the air towards the police station, 'Well Jack, so far so good...no turning back,' thought the masked sixteen-year-old. Once he arrived at his destination, he saw a couple of cops, one man and one woman, talking out front and whistled to them. They turned to him and were surprised.

"YO! Officers, here's a little present for ya!" said Spider-Man as he swung down low enough to toss the webbed up crook at their feet. The male cop attended to the man at their feet while the woman pulled out her gun and aimed it at the web-slinger.

"FREEEZE!" she shouted at the disguised teen.

"Uh, sorry! No can do!" the teenager yelled back before swinging off behind another building before either officer could call for back up. Being the son of a cop himself, Jack knew how they worked.

11:25 PM

Perching himself on a rooftop and looking down at the street, the web-themed sixteen-year-old searched for anything else that would require his help. As he did, however, a question ran through his mind, Why am I doing this? It's arguably insane enough to hang around giant alien robots that are at war, and now I'm out here at night trying to play hero? What's wrong with me?

As he thought about all that, he heard a scream come from an alley nearby. He moved in to investigate, finding that the shriek had come from a blonde-haired girl about Raf's age being held by a large, tattooed thug wearing a ski mask. The man held her back as they watched four men dressed in a similar fashion beat on a decidedly smaller, brunette-haired man wearing a business suit.

"No!" cried the girl, "Leave him alone!"

"Sorry, girly," said the thug holding her back, "But I'm afraid your daddy needs to learn a lesson that only we can teach him!"

"Well, if it's a lesson you want," stated Spider-Man, swinging down from the roof and kicking the man in the head, "I'm more than happy to give one of my own!"
The girl managed to get out of the man's grasp before running to a corner, afraid. The man himself fell to the ground, knocked out from the kick, and the web-slinger shot some webs at him to keep him down.

"Who the Hell are you?!" demanded one of the other hoodlums as they stopped thrashing on the man in the suit.

"Just a concerned citizen, not much," said Spider-Man casually.

"Well you're gonna wish you'd have stayed home!" said another hood as they all charged at the teen. Spider-Man jumped up before kicking two of them in the head whilst doing a flip. After those two were knocked down, the other two swung wildly at the disguised sixteen-year-old, whose spider-sense allowed him to dodge in time every blow.

After that, the spider-teen gave the two brutes uppercuts at the same time, knocking them on their backs. The two he had beaten earlier got back up right before Spider-Man shot loads of webbing at them, causing the two hoods to be stuck against the wall of the alley. He proceeded to do the same to the remaining two.

Walking back to the suited man, who was trying to get back to his feet after being thrashed, the web-slinger held his hand out and gave the man a boost.

"Daddy!" yelled the girl, running to her father's aid. The man picked up his daughter and two hugged each other tightly, with the latter crying her eyes out.

"It's ok, Gwen," said the man tiredly, but reassuringly, "It's alright."

"I'd still go visit a doctor if I were you," suggested Spider-Man, seeing that the man could still walk, "and probably tell the cops about this." The teen was about to leave when the girl tugged at his hand.

"Wait!" she said.

"Yes?" asked the web-slinger, turning to her.

"Who are you?" asked her father.

After a moment, the teen responded, "I'm Spider-Man." Then he shot another line of webbing before swinging off into the air.

"Thank you!" he heard the girl shout as he disappeared from their sight.

2:38 AM

It was past midnight, and after stopping a few more crimes, this time five muggings and two more robberies, the spider-teen finally returned home. He snuck quietly back to his room before discarding his costume and hiding it in his drawer.

"What a night," he muttered to himself as he slipped into bed. Just before he could fall asleep, however, he pondered his earlier mental question. Why did he do that? He was already crazy enough to get involved with transforming alien robots, and now he was out at night trying to be a hero?

Then he remembered saving that girl and her father. Their being alive and ok was thanks to him, and if he had not acted, there was a chance the girl would've grown up fatherless…almost like he had done. And he remembered his own dad's words, 'With great power comes great responsibility.'
These words would've been considered tacky by regular standards these days, still rung true to Jack.

At first, his only responsibility was to help support his mother by helping around the house, getting a job (one that turned out to be of little to no benefit), and attempting to do well in school. Now though, things were different due to all the fighting going on in his life; such as Raf, Miko, and him being nearly caught in the crossfire of Autobot-Decepticon battles, his fight with the Cheetah woman a couple weeks ago, and now his earlier nightly outing.

He couldn't stick to the sidelines and not do anything. The "gift" that the spider handed to him was his power, and it was his responsibility to use it and at least try to ensure that what happened to him all those years ago wouldn't happen to anyone else.

As he resolved himself, Jack finally fell asleep.

9:56 AM

It was near the end of geometry class, and the only thing that seemed to grab everyone's attention, other than how boring the subject could be, was Jack's snoring. Everyone stared at the sixteen-year-old as he slept with his head resting on his arms.

"MR. DARBY!" yelled the Ms. Thompson, awaking the slumbering boy with a start.

"Ah-I wasn't sleeping!" exclaimed Jack, poorly defending himself.

The forty-two-year-old woman sighed and asked, "Is it my style of teaching that bore's you? Or are you intentionally disrupting the class with your snoring?"

"No Ma'am," corrected the still sleepy teen, "I…had trouble sleeping last night…so I stayed up for a while until I nodded off."

"Well try to fix that before you end up doing some nightly escapade that gets you in more trouble."

'If only she knew,' thought Jack. And he tried to stay awake for the rest of class, falling in and out of sleep as he did.

5:28 PM

Later, after the kids had finished up their school day, as well as Jack finishing his shift at the K.O. Burger, the three of them sat at the couch as Miko flipped the channels until something caught her eye.

"YO! Check this out!" said the Japanese girl as the two boys beside her looked at the screen. It was Cat Grant again, and this time with more news about Spider-Man.

"Well Folks, it seems the vigilante from Vegas, Spider-Man, has relocated himself to Jasper, Nevada, as several eye witnesses claim to have seen him last night. Two of these witnesses, one George Stacy and his daughter Gwen Stacy, actually managed to speak with him before he seemingly shot a line of webbing from his wrist and swung off into the night."

The screen switched to show the man Jack had saved the previous night all bandaged up and with his daughter right next to him.

"I honestly didn't expect it to happen; him swinging out of nowhere and saving both me and my
daughter. And for that, I'm indebted to him," stated George.

"Spider-Man saved my daddy and me," said Gwen, "and now, when I grow up, I wanna be Spider-Woman. Daddy," she said, turning to her old man, "do you think I could make a costume like his for Halloween?"

Jack smiled inwardly. His own dad was gone, but at least he made sure that the little girl still had hers.

"Wow...she's so pretty," muttered Raf as he looked at the girl on the TV.

"OOOH! Little Raffy here's got a crush!" teased Miko, having heard what her young friend had to say.

"N-No I don't!" denied Raf, his cheeks flushed.

"Your mouth says 'no', but the rest of you says 'yes'!" continued the Japanese girl, undeterred by the preteen's refutation.

"Ah, leave him alone, Miko," butted in the oldest of the three, before saying, "If Raf wants to talk about his love life, he'll be the first one to say anything. Won't you Raf?"

The twelve-year-old just stayed silent as he put his hands on his ears and his head between his legs.

The screen changed back to Cat Grant, "And speaking of costumes, the Stacey's and several other witnesses have described the web-shooting vigilante as wearing a red and blue outfit that even covers his face. Guess he decided it was time for a wardrobe change considering what the people in Vegas saw him wear. Based on witness testimonies, sketchers have released a composite sketch."

"Wow! They almost got it,' thought the teen, noticed a few differences before it cut back to Cat Grant.

"Although, not everyone last night was satisfied with the web-slinger's actions, as Officers Jean DeWolfe and Daniel Ketch describe their encounter with him."

The screen cut away to reveal both of the cops that Jack had tossed that thief to, and Officer DeWolfe did not look pleased.

"He's a self-righteous vigilante butting his noise into something he's got NO business being in. This Spider-Man tossed a perp to us with a bag of stolen goods, but the thing is we can't charge him on anything!"

"What?" asked Jack aloud, Miko and Raf sharing his surprise.

Officer Ketch explained for his partner, "Because the guy was brought in by an outlaw and not one of us, we can't hold him on anything. That stuff he supposedly took, the Spider guy could've easily planted it on him!"

"Oh you gotta be kidding me!" said Miko, clearly not buying what the cops were saying.

Jack sighed and hung his head in thought, 'I should've handled that better. Now a hood walks, and I can't do anything until he does something again.'

"So while he's done some good," continued Ms. Grant, "it's clear that Spider-Man is a wanted man. In other news-" The anchor woman was cut off by Miko turning off the TV.
"Those cops don't know what they're talking about!" she grumbled, crossing her arms.

"What can we do?" added Jack, "They've got rules. Even if the guy helps people, he's still counted as having taken the law into his own hands."

11:57 AM

It was Saturday, and Jack couldn't feel better. No work at the K.O. Burger needed to be done, and he had no school work that presently needed done, so that left him free with his friends at the Autobot HQ.

Over the week, he had not only been managing his time better at night fighting crime, but he also decided that it might be better if he wore his suit underneath his regular attire in case of emergency. Although that proved a little difficult when he first put his clothes on over his costume, as the padding in the red and blue outfit made noticeable bulges in his everyday getup. Thus it was yesterday when he decided to buy his clothes in a size up, which made a load of difference.

Currently, he was watching Miko and Raf play a game when a certain noise got everyone's attention on the main computer.

"PRIME! PRIME!" said Fowler through a video feed. From what one could tell, he was in a downed jet. Optimus and the rest of the team walked up to the console while their four human companions observed from the railway.

"Special Agent Fowler," started Optimus, "to what do we owe-?" he never finished.

"What else? Cons! I chased them off with some hard ordinance, but not before they blew me out of the sky!" griped the S.H.I.E.L.D. agent.

Miko chuckled, "Again?"

"They tried to smash and grab for the DINGUS," he explained.

"The…what's-it?" asked Arcee as she raised an eyebrow plate.

"Dynamic Nuclear Generation System, aka DINGUS," said Fowler like it was the most obvious thing in the world. His hand went to the corner of the screen, and it cut to show a large metal box of sorts being strapped down to a metallic floor somewhere, "It's a prototype energy source I'm porting to the coast for testing."

"Pfft, that's absurd," retorted Ratchet, "Why would Starscream bother with such primitive technology?"

The screen cut back to Fowler, who replied, "I'm guessing to make a big, fat, primitive weapon of mass destruction! If this baby were to melt down, it would irradiate this state and the four next door."

"Uh…did Agent Fowler say what state he was currently in?" asked a nervous Raf, causing the older humans to feel his concern as well.

"I'm a sitting duck here, Prime," continued Fowler, "I need you to spin up your bridge and send the DINGUS to its destination before the Cons come back for it."

"I'm afraid that sending such a volatile device through a ground bridge is out of the question,"
disagreed the Prime, "If there were to be an accident during its transmission, the radiation of which you speak could propagate through the ground bridge vortex, and harm all fifty states, and beyond."

"You got any better ideas?" asked Fowler, raising an eyebrow.

2:31 PM

Out near a rode, Optimus sat in truck mode with a trailer attached to him. Inside the trailer was the DINGUS and Arcee in her motorcycle form for extra protection. In his cab seats were Agent Fowler at the wheel and Steve in his civilian disguise. The super soldier agreed that wearing his colorful outfit would more than likely bring unwanted attention. Behind the Autobot leader were Bulkhead and Bumblebee in their respective covers.

Agent Fowler was about to put his hands on the wheel before Optimus shot him down.

"Ah, no need Agent Fowler," said the Prime, "I will handle the driving."

"It's going to be a long trip," muttered the S.H.I.E.L.D. operative as he crossed his arms. Steve just smiled before giving his own say.

"You may do the driving, Optimus, but it might be best if Fowler has his hands on the wheel so that it looks normal." That seemed to brighten Fowler's mood.

"Very well," said Optimus. Then, all at once, the three mechs started their engines. "Autobots," said Optimus, "roll out!" and the three Bots drove onto the road towards their destination.

2:34 PM

Back at the base, Ratchet observed the screen with the two teens and preteen. Footage could be seen that showed the inside of the Prime's cap, allowing them to see what went on.

"We are locked onto your coordinates, Optimus," stated the CMO, "Barring any complications, you should reach the drop off point by sundown."

Miko yawned as he said that, while Jack and Raf just watched the screen intently.

"MOVE IT GRAMPS!" yelled Fowler, honking Optimus' horn at an old and rusty truck in front of them. Even after the driver pulled off the road, the agent still continued to blow the horn.

"Agent Fowler is that really necessary?" asked the Prime, finally getting him to stop.

"Ah, don't tell me you're one of them textbook drivers!" grumped Fowler, crossing his arms.

"I wouldn't worry too much about it Bill," added Steve.

The S.H.I.E.L.D. agent smiled upon hearing his name mentioned by the super soldier. Really says something when a living legend addresses you on a first name basis.

"Besides, we'd better keep our eyes open for anything suspicious," added the WWII veteran.

Fowler's face became more serious as they drove along a mountainside, with Bumblebee in the front.

"You know, you're saving my bacon here, Prime," said Fowler modestly.
"I am proud to be of service," stated the Autobot leader.

"Course, not like I'd NEED your help if you and the Cons had stuck to tearing up your own corner of the galaxy!" stated the agent both teasingly and condescendingly.

"Bill, in my experience, problems can come from anywhere, even on your own home turf," said Steve.

"He's got that right," added Jack, knowing so from his own memories. Miko and Raf nodded in agreement.

"I would agree with the captain and Jack, Agent Fowler, are you suggesting that no evil existed on your world before we arrived?" asked the Prime.

"Um..." started the S.H.I.E.L.D. operative, uncertain of what to say, "...well, it was a...different evil." Then he tried to change the subject, "How about some radio? You sound like a Nashville sounding kind of guy."

Before he could turn on anything, the sound of a helicopter could be heard. Fowler poked his head out the window and looked in the mirror before coming back in and getting angry.

"That's the one!" he clenched his fist, "The Con who shot me down! Who is he? Wingnut, Dingbat, Skyguy?!" Fowler demanded.

"Watch your rear views!" said Bulkhead over the comm. system. Both Steve and Fowler looked out their respective windows. "Feeling a little constricted without the use of my fists here, Boss."

"Remain in vehicular mode unless absolutely necessary!" ordered Optimus.

Screeching tires could be heard over the audio.

"A whole team of Cons!" observed Fowler.

"What?" asked the confused Ratchet, observing the monitor, "I'm not picking up anything? They must be utilizing a cloaking technology," he said as he started to stroke his chin.

The sounds of more tires were heard as three nearly identical green muscle cars pulled up. One was in front of Bumblebee while the other two got on either side of Optimus. The camera didn't see anything, but another voice could be heard.

"Pull over!" shouted the stranger.

"Well I'll be damned!" exclaimed the agent in surprise.

"Our assailants are not Decepticons," announced Optimus to the ones back at base, "they are human."

"Human?" asked Ratchet, Raf, and Jack all at once.

"Oh please!" scoffed Miko, "Taking on our Bots! They're road kill!" she said as she pumped her fist.

A gun cocking could be heard outside, then the camera shook as Optimus bumped one of their assailants' vehicles to the side before straightening on the road.

"Who are these guys?!" exasperated Fowler.
"Wouldn't we like to know?" muttered Jack.

"Autobots," announced Optimus, "maintain your cover! And apply minimal force, disarmament only!"

The sounds of crashing and metallic clanking could be heard over the audio. As Optimus and Bumblebee tried to put peddle around a curve in the road up ahead, Fowler looked like he was ready to hurl.

"Could use some air!" he said, and then the Prime rolled down his window, allowing the agent to poke his head out. Fowler suddenly jerked before coming back in and shouting, "Prime! Bear right!"

The audio was then plagued by the sound of more tires wailing and what appeared to be the sound of a car falling over the edge of the road. Fowler looked outside, and the audio played a welding noise.

"I'll handle it!" said Steve, unbuckling his seat belt.

"Cap-!" started Fowler, only for Cap to put his hand up to silence him.

"I got this!" stated the super soldier before getting out through the passenger's side door. Nothing was heard for a few seconds until a whamming sound interrupted it, leaving it ambiguous as to what happened. Once the WWII veteran returned, the radio talkie made itself heard with another voice.

"I do hope you take better care of the DINGUS than you do your captives," said the newcomer. It appeared to be that of a deep-voiced man.

'Wait…that voice seems familiar,' thought Jack, his eyes narrowing, 'but from where?'

Fowler looked out his window, "Must be coming from the helicopter," he said.

"Your perception is astonishing," the man deadpanned.

"Special Agent William Fowler of S.H.I.E.L.D. here!" the agent barked into the talkie, "Identify yourself!"

"I am Silas," the man answered calmly, "but of greater consequence to you, we are Mankind's Escalation Concentration Homefront, AKA, M.E.C.H. Fair warning, we will be helping ourselves to your device, even if it means inflicting casualties!"

"Is that so?" asked Fowler, unimpressed, "Tell me, Si, what's the market price for a DINGUS these days?!"

Silas only chuckled, "Now, now, Agent Fowler, what makes you think we intend to sell it?" After letting his statement settle in for a few seconds, the new adversary continued, "There's a war brewing, between the New World Order…and the Newest! The victor will be the side armed with the most innovative technology."

Without warning, the sounds of electrical buzzing and an explosion were heard. Fowler held onto the talkie as he glanced into the side view mirror, smirking.

"So Si, you think M.E.C.H. has all the most radical tech?" asked the S.H.I.E.L.D. agent.

The sound of a motorcycle roaring was heard, followed by cars crashing into each other.

"Later, Si!" Fowler said triumphantly, putting the talkie to the side.
"Agent Fowler," started Optimus, "do not take your Silas lightly. Megatron preached the very same ideology before plunging Cybertron into the Great War that destroyed our world."

"Agreed," said Steve, "something about this guy tells me that he'll give us plenty of grief if we're not careful."

"Optimus," interrupted Ratchet, "Prepare to initiate Phase Two. Five miles ahead to the south, you will reach the rendezvous point."

"Acknowledged," affirmed the Prime.

3:12 PM

After about twenty minutes, the team, followed by M.E.C.H., started to approach two tunnels in the mountain side. One that continued the road, and the other meant for a train, one which just so happened to be beside them.

"There's our destination," said Fowler, pointing towards the train tunnel.

"Autobots keep a tight formation!" ordered the Prime.

The camera shook as Optimus, presumably followed by the other members of Team Prime, drove off the road into the tunnel, where the footage started to get a little fuzzy before going to full blown static snow.

"What's going on?" asked Miko, confused.

"The tunnel walls are probably interfering with the signal," explained Ratchet.

"How's that?" asked Raf, "You've managed to receive a signal from inside a cave before?"

"Except then the walls weren't as thick," countered the CMO, "now combined with the thickness of the mountain, we can see what's going on until they get out."

As soon as roughly ten minutes passed, the signal returned to show Optimus and the others leaving the tunnel and getting back on the road. However, not long after they did, the sounds of jets could be heard. Fowler looked out the window to check.

"Air support?" he asked, "Ours or theirs?"

"I don't think it's either," answered Cap when he poked out to look.

The signal monitor beeped a few times before Ratchet warned, "Optimus, you have company!" confirming that they were NOW dealing with Decepticons.

The camera showed Optimus driving hard to an off road area as a clanking noise made itself known. Then an explosion was heard as Team Prime drove on towards a grassy cliff edge. The four vehicles swerved around as six Decepticon flyers transformed into their robot modes and landed a few yards away from them.

Jack sighed, "The Cons have such uncanny timing." The other three nodded with him.

"Agent Fowler, Captain," said Optimus to his passengers, "I'm afraid that if you two and we are to survive, it has become absolutely necessary to drop our cover." With that, both men got out of the cab as the Prime and three other Autobots transformed into their own robot modes. With the camera
in his helm, the Autobot leader briefly glanced as the two humans climbed on top of a nearby boulder. "Remain there!" Steve and Fowler nodded in agreement. Without his suit or shield, Steve wouldn't be able to help much.

Bulkhead walked towards the group of Cons, saying, "You know, after a long road trip, it feels good to get out of the car, stretch my legs," he slammed his fists together, "and kick some tailpipe!"

"OH YEAH!" cheered Miko, pumping her fists into the air.

Then, the Autobots engaged the enemy troops, the camera shaking as Optimus moved about. The Prime slammed his fists into a few enemies, knocking them about as he did so.

"So," said Raf, "d-do you think M.E.C.H. would figure it out? You know, about Phase Two?"

"What?" asked Miko, "That the whole tunnel thing was just a means of putting the DINGUS on the train when no one was looking? Puh-lease! There's no way in Yomi that Silas would figure that out."

"Prime!" barked Fowler into the comm., "Silas got wise to Phase Two!"

Miko gave a sheepish chuckle as she glanced at the two boys and medic, who all narrowed their eyes at her.

"You had to jinx it, didn't you?" asked Jack, thought it was more of a statement than a question.

"I understand!" said Optimus, right before his face was met with the blunt end of a log carried by a Con. The footage then showed the Prime's face colliding repeatedly with the rocky side of a hill as he fell over. He finally stopped before landing on his front and collapsing, effectively being knocked out a little.

"Prime, do you read me?! PRIME!" yelled Fowler into the comm.

"Optimus is down!" realized the Japanese girl.

"M.E.C.H.'s gonna grab the DINGUS!" added Jack, "And we need to think of something quick!"

"You mean…like a Phase Three?" asked Raf, shrugging a little.

Jack turned away as he thought out loud, "Ok…come on, think…Alright, if M.E.C.H. wants the DINGUS…they have to get on that train."

"What if we get there first?" suggested Miko excitedly, "You know, run some human-on-human interference?"

"ABSOLUTELY NOT!" stated Ratchet.

"Yeah," agreed Jack, "That would be suicide." 'I know that I might stand a better chance than Raf or Miko against M.E.C.H.'s troops, but I can't risk their safety if they come along,' he thought to himself.

The fourteen-year-old put her hands on her hips with a "Duh" expression on her face, "Hello! The United States of MELTDOWN! LIVES ARE AT STAKE!"

"YES! YOURS!" added the CMO, "You want me to not only want me to bridge you into a confined space, but one traveling at ninety miles per hour?! I can't even count the number of ways that could go wrong. Mass displacement trauma, twisted limbs, metal burn!"
The three kids looked up at him confused.

"Well, maybe not the last one. Regardless, it is nearly impossible to fix ground bridge coordinates on something moving at that speed!"

Raf started hacking and asked, "Would it help...if we had access to the train's coordinates?" Not two seconds after he said that, the screen showed that it had locked onto the moving locomotive.

"Well..." started Ratchet, surprised at Raf's ingenuity.

"I'll go alone," said Jack, surprising everyone.

"Why just you?" the medic asked.

"Yeah, why do you have to have all the fun?" spat Miko.

"Because," the sixteen-year-old reasoned, "we need Raf and Ratchet to operate things here, and if you're not there, Miko, M.E.C.H. won't find out about Raf or you. Besides, we don't know how connected these people are."

While all that was true, he really planned to use his other persona to help defend against M.E.C.H. But if his two friends were there, he would run the risk of exposing himself, and he couldn't let that happen. Not yet at least.

Miko was about to say something when the CMO said, "Alright, I'll activate the ground bridge and send you there. But be careful Jack. Arcee would never forgive me if something happened to you."

"Got it!" agreed the teenager.

"No fair!" huffed the Japanese girl.

3:45 PM

The vortex opened within the confines of the train car, revealing Jack as he jumped through to find a downed soldier on the floor next to the DINGUS.

'I hope I'm not too late,' he thought, getting his clothes off and slipping his gloves and mask on, completing his suit. The masked teen stuffed his clothes under the strapped down metal cube, and quickly pulled out his phone to say, "I'm in!"

"I read you Jack," replied Raf, "the cellphone-comm.-link patch works."

The web-slinger went to the side of the train car before pulling the door open. He looked up and saw a green helicopter coming in close to land on top. Then he put his phone up to his ear.

"Raf, M.E.C.H.'s landing on top of the train!"

"In about twenty seconds...you're gonna come to a fork. Brace yourself," said the Preteen.

Suddenly, true to what the twelve-year-old said, the train made a sharp turn, almost slamming Jack to the other side of the locomotive. The teenager was about to congratulate his young friend when he heard something up top. Glancing towards the ceiling, he saw what appeared to be the burning end of a welding tool make a square into it. The square fell to the floor, followed by three men dressed in dark green outfits and masks. Each of them held an automatic, which, upon seeing Spider-Man, they aimed at the disguised teen. The web-slinger quickly slid his phone into his outfit.
"So, what're you guys doing here? Hmm…? Making friends? Meeting some nice women? Stealing
government tech?" humored Spider-Man right before he shot a couple lines of webbing and yanked
two of their guns away. Then he proceeded to swing the two webbed up weapons around and knock
two out of three down with a blow to the head. The third one dodged in time, and pointed his gun at
the web-themed hero. Spider-Man just shot another line and pulled the gun away, right before
snatching the goon himself with another one and making him collide with the wall-crawler's fist.

"Well, that was a good exercise!" remarked the masked teen, rubbing his knuckles.

"Don't relax just yet," said a cheery female voice, "they were just the warm up."

Spider-Man looked around and found a girl about his height standing outside the roof hole before
jumping in on the floor, landing on her hands and feet. She got up and the web-slinger got a better
look at her. The girl wore an all-black, padded, skin tight suit with military grade boots and clawed
gloves. On her face were orange-tinted goggles that covered her eyes, as well as oxblood red lips and
straight, platinum blonde hair that extended to her shoulders. By all accounts, she seemed to possess
an alluring aura to her, and appeared to be roughly Jack's age, though her outfit made it hard to tell.

"I'm the main event!" she stated before swinging her leg at Spider-Man's head, which he narrowly
dodged thanks to his spider-sense and his bending backwards. The web-slinger straightened up in
time to block a fist to his head with his own hand. However, unlike his previous fights, with the
exception of the Cheetah, this adversary seemed stronger than she looked. It took more strength than
he was used to putting forth to hold her hand back.

"I gotta say, you're tougher than I thought," admitted Spider-Man.

"Yeah, I do tend to have that effect on people," she replied before using her other hand's claws to
scratch at the web-slinger's abdominal area. Even with his spider-sense going off, he didn't avoid it in
time. Thankfully, the padding in the front of his suit managed to protect his skin underneath from any
damage.

Even so, he jumped away; his hands and feet making him stick to the side wall of the train car. The
web-slinger looked down at his abdomen, then towards his the girl, who blew on her claws in a
cocky way.

"So just who are you supposed to be anyway?" he asked, "M.E.C.H. Girl or something?"

"I'm just a girl who brings bad luck, a black cat, if you will," she teased as she jumped towards him
with a roundhouse kick. The masked boy moved out of the way in time as her foot made a hole in
the wall, followed almost immediately by her yanking it out and creating an even bigger one.

"Whoa! Didn't see that coming," remarked Spider-Man, and he quickly zipped some webbing on her
feet, making her stuck to the floor. The girl just giggled and pulled her feet out of the junk with ease.

"I'm full of surprises," she explained/teased. She then got into a boxing stance and asked, "So I take
it you're the famous Spider-Man I've heard so much about?"

"Gee, what gave it away?" he deadpanned.

"Cute and witty," she flirted, causing the masked teenager to blush under his mask.

The web-slinger then lunged himself at her, and she leaned back to avoid. Just as he was over her,
she tried to kick him away. However, his spider-sense tingled in time for him to grab her leg. The
resulting effect was that his momentums caused him to role and fling her into the other side of the
train car. The impact of her collision left a noticeable dent in the metal that made up the wall. As the
two of them got up and straightened themselves, she rubbed her head to ease the ache it received.

"Seems you're full of surprises yourself, Spider," remarked the girl.

"I try," he replied, getting himself into a stance. She did the same before a beeping sound was heard, and she put her finger to her ear.

"Yeah, what is it?" she asked into what must've been an ear piece, "You want me to what? But Sir-" whoever she was talking to obviously wasn't interested in her objections. She sighed before saying, "Understood, I'll be out in a minute." Looking back at the web-slinger, she said, "Sorry, Spider, but it appears I our little game ends here." Before Spider-Man could say anything, she jumped up towards the square hole in the ceiling and climbed out. She turned back to him real quick and said, "I do hope we can meet again Spider, perhaps in a more…sweet way." The girl then blew a kiss at him before jumping up to the helicopter and catching it.

The web-slinger tried to stop her by shooting a web-line at her leg, but she just cut it with her claws as the copter began to fly away. Spider-Man pulled open the side door to see that not only was the enemy out of site, but Optimus and Arcee were driving down the side road in vehicle mode as well.

Without warning, an explosion was heard, and the web-slinger looked to see a smoking crater in the tracks up ahead. 'Oh no!' the disguised teen realized, 'if the train crashes, then the DINGUS causes a five-state meltdown! What were those guys thinking?!' Spider-Man thought it over some more, and he knew that even if he got off the train, he still wouldn't get away fast enough. Pulling out his phone, Spider-Man quickly took off his mask and called base.

"Ratchet, M.E.C.H. blew the train tracks! You need to bridge me out of here-the soldiers too!"

"We've lost access to the train data! I can't bridge you back without your coordinates!" replied the medic.

"Great!" deadpanned Jack before putting his mask back on and his phone back in his suit.

Then an idea came to him, one that was arguably dumb, but if it worked, it would be a miracle, 'What is it with me and suicidal tendencies?' He jumped through the hole in the ceiling and onto the top of the train. Then, he web-zipped his way to the front, stood on the edge of the railing. As soon as the web-slinger was in position, he began repeatedly shooting lines to the cliff sides.

His hope was to slow the train down enough with his webbing that it might stop. There was a larger chance that this would kill him, but he had to try.

When he stopped shooting enough webbing, he tried to use his strength, as well as that of the lines, to get the locomotive to cease. It seemed to work a little, but without more force, he wouldn't be enough.

Salvation came in the form of Optimus and Arcee, who jumped off the train and got on either side of him. They then used their weight to push and slow the train down even further, all three of them groaning as it happened. It finally stopped just before they reached the smoldering crater made by their earlier assailants.

Spider-Man finally let go of his web lines and put his hands on his legs, taking a deep breath.

"That...was too close!" the masked teen remarked.

"Indeed," stated Optimus, "You are very brave," he complemented before becoming serious, "but trying to stop the locomotive on your own was foolish."
"Sorry, had to do something," said the web-themed hero.

"And just who are you anyway?" asked Arcee, her eyes narrowed at him.

"And you don't seem afraid," added Optimus, "Are you not surprised to see us?"

"Well, there's people running around with super-powers these days, so why not giant talking robots? And besides, you know who I am," he said matter-of-factly.

"We do?" asked Arcee, taken aback.

"Your friendly neighborhood Spider-Man!" he stated, and then he shot another line of webbing before swinging off into the air and over the hill, disappearing from the sight of the two Autobots.

Once he was sure that he had given them the slip, he climbed over the hill and quickly made his way back into the train car before anyone saw him. His speed and agility proved to be immensely helpful with that. As he got back in, he quickly noticed his clothes from where he hid them and hurriedly pulled them over his suit. Stuffing his gloves and mask in his pockets, he just barely avoided them getting spotted as soon as the door slid open to reveal a worried-looking Arcee.

"Jack, you alright?" she asked.

"Yeah, and you would not believe what happened!" he replied, trying to sound convincing.

"Save it for later. Ratchet told me what you did, and that was very stupid of you to try and stop M.E.C.H. on your own! What were you thinking?!" she stated condescendingly, causing Jack to hang his head.

"Sorry, Arcee," he said.

Then she smiled and added, "But I'm glad that you're alright." She extended her hand and he took her finger as she led him out of the train car, "Let's get back to base, shall we?"

"I'm more than ready for that!" he laughed.

The two looked to see Optimus, who was looking up at the enemy helicopter. The two Cybertronians and human narrowed their eyes distastefully at the copter, which after a few seconds flew away.

"Optimus," said Ratchet over the comm. system, which Jack could hear as well when he pulled out his phone, "are you, Arcee, and Jack intact?"

The Prime looked at the sixteen-year-old, who nodded.

"Intact, Ratchet. Crisis averted, but the world in which we live is a different one than previously imagined, one which has spawned its own Decepticons…in human skin."

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11:17 PM

In an unknown location, the members of M.E.C.H. gathered in a room with a lit up by a large computer screen. In front of said computer was a man dressed in very much the same outfit, but without the mask. His face had two long scars, one on the side of his head, and the other along the bridge of his nose and left cheek. His hair had greyed out, but he still looked physically fit. In the corner of the room stood the girl from the train, leaning against the wall with her arms crossed.
"Listen up!" he ordered, getting their attention, "While the acquiring of the DINGUS proved to be a failure, our venture has yielded profitable information." Then he turned to the screen, which cut to show various images of the Optimus, Arcee, Bumblebee, Bulkhead, Ratchet, and the late Cliffjumper. "According to our agents in S.H.I.E.L.D. and S.W.O.R.D., as well as what we've witnessed today," he continued, "these mechanical marvels are not manmade. They are actual alien life forms, ones that can take on the shapes of any vehicle. If our information is accurate, these beings hail from a planet called Cybertron, and are divided into two warring factions; the Autobots and the Decepticons. However, that is of little concern to us, as their unique biology could prove vital to our plans. As of this moment, our primary objective is to capture a Cybertronian, and dissect it. Understood?"

The M.E.C.H. soldiers all shouted, "Yes, Silas."

"Good," he said, "Now, a secondary objective must also be put into place." He pressed a button on the console, making the screen show images of Spider-Man near the train from earlier, "This interloper has brought himself to our attention when he helped the Autobots stop us. He goes by the alias of Spider-Man, though his height, physique and voice range suggest that he is a teenager. I want to know who he is, what he was doing there, and whether or not he can be useful. If not, his fate is sealed. Understood?"

"Yes, Silas," the masked group chorused.

"Excellent, and for this task, I assign to Black Cat. Got that?" he asked the girl in the corner.

"Yes, Sir," she nodded.

"Good. Everyone, dismissed!" he ordered, and all except Black Cat and Silas remained. The man turned to her and asked, "What exactly were you doing on that train?"

"I don't know what-" she started, only to be interrupted.

"Spare me the dumb act, Sierra!" he barked.

Black Cat took off her goggles and removed her hair, revealing it to be a wig. Underneath her false hair, she turned out to be a redhead. Pulling out a band, she put her hair into a ponytail and stared at Silas.

"Alright, I…may've flirted with him a little, but that was only to throw him off!" she explained.

"Just be sure you remember that. I don't want my daughter throwing herself at someone that can't be used. Is that clear?"

She sighed and rolled her eyes, "Yes, Sir."

"Good, now leave me," he ordered, and she left the room. Turning to the wall on his left, he walked to it and opened a panel. Inside, there was a painting, depicting a man with a bald head and thin lips, wearing a suit very reminiscent of the Gestapo from Nazi Germany, except with a different symbol on his arm. The symbol itself was a skull and what appeared to be snakes or tentacles underneath it. What was most notable about the man, however, was that his head resembled that of a red skull. On the frame of the painting was an engraved name, "Johann Schmitt."

"And so it begins," said Silas, before speaking in German, "Ich verspreche Ihnen, Großvater, werde ich beenden, was Sie begonnen haben. Schneiden Sie einen Kopf, so sind zwei weitere an seine Stelle treten."
Chapter End Notes

A/N: WOW! Was that lengthy or what? And what's this? Sierra is this story's version of Black Cat? And Silas is her father? And Silas has a connection to the Red Skull? WHO KNEW ALL THIS?! That would be me of course. I did hint at it in chapter one when I mentioned that Sierra's last name is Bishop, like Silas' name is really Colonel Leland Bishop. Can't believe no one caught on to that. And as for what M.E.C.H. spells out, I came up with that since it was never clarified in the show what it spelled out, if anything at all.

Hope you all enjoyed it! Next up is Speed Metal, as well as my version of a DC hero. As always, read and review with constructive criticism. PM me on FF with any questions or suggestions you might have.
4:56 PM

"I'm really proud of you, Jack," said Arcee to her charge as they rolled down the tunnel into the main area of the base, "You stood up to Vince and said 'no' when most others would've given in."

"I was just tired of his crap, that's all," replied the sixteen-year-old, sighing as he did.

Just yesterday, he had raced the school bully, Vince Brock, after the jerk had tried to humiliate him in front of Sierra. At first, Arcee was against it, but she changed her mind when the orange-haired ruffian insulted her as well. With his femme guardian backing him, the sixteen-year-old managed to turn the tables on Vince and leave him behind in the dust. Afterwards, the blue femme had told him they wouldn't do it again.

About an hour ago, the orange-haired delinquent tried to show Jack up again in front of the same girl. Only this time, the sixteen-year-old wasn't going to have it.

Jack rubbed his shoulder after Vince shoved him. The jerk then turned around to him and then made a challenge.

"If you think you can run with the big boys," he started before poking the teen in the chest, "the circuit, tonight...at 11:00."

"Vince, I can't do that!" stated Jack, remembering his nightly routine and wanting the bully to back off.

The orange-haired teen just sneered, "You always were a miserable wuss-ass. Always doing what mommy tells you. But guess what Darby, you ain't getting out of it that easy!"

"I said no, Vince!" shouted Jack.

The orange-haired ruffian then grabbed Jack roughly by the front of his shirt and pulled him close, glaring at him.

"You ain't backing out of this one, Darby! You owe me!"

The sixteen-year-old broke out of Vince's grip before grasping the other boy by the collar of his shirt and lifting him in the air a little, surprising everyone who saw, and glowered at him.

"Listen you overgrown turd head! I don't owe you a damn thing! And I've just about had it with you! You've been nothing but an ass towards me for nine years, but that ends now! So let me say this loud and clear: from this moment on, you're nothing but dog crap to me! And a lot of things can happen to dog crap: it can be scraped off the ground with a shovel, it can dry up and blow away in the wind, or it can be stepped on and squashed! So take my advice, and watch where the dog crapped you, because from here on in, I'm not doing this anymore with you!" Then he tossed the surprised bully to the ground and walked towards his blue bike, ignoring the gasps of onlookers who had witnessed his outburst.
When Jack was almost out of the parking lot, Vince just gathered himself up and shouted, "You know this ain't over Darby!"

The teenager heard him, but just kept going.

"Still," continued his guardian, "that was pretty tough of you."

Jack smirked at her and thought, 'Spending your nights fighting crime and stopping terrorists from hijacking and destroying a train would probably toughen anyone up.'

"Though something puzzles me," she added, "you said that Vince has been bothering you for eight years. Why is that?"

"Well, the thing is, Arcee-" started the teen before getting bombarded by an excited Miko and Raf. The blue femme just sighed and transformed into her robot mode.

"Dude that was SOOO cool!" exasperated the Japanese girl.

"Yeah," agreed the preteen, "the way you told off Vince—that was amazing!"

Jack was about to respond when Arcee beat him to it.

"And he was just about to tell me why he and Vince don't seem to get along. Isn't that right?" she asked, turning to her charge.

"Actually," started the sixteen-year-old, "there was a time when Vince and I were friends."

"Say what?!" exclaimed Miko. Raf shared her surprise while the blue femme merely looked intrigued.

"How could anyone be friends with that guy?" asked the Japanese girl.

"Y-yeah," agreed Raf, "isn't he a bully?"

"Well…" started Jack, uncertain what to say, "…it's complicated…and I'd rather not talk about it right now…mainly because, for me anyway, it's a touchy subject."

"Alright," said the blue femme in understanding, "You don't have to talk about it if you don't feel comfortable."

The other two just nodded, though they were still curious as to what happened.

"But," added Miko, "if you ever want to talk about something, we're all ears."

10:52 AM

The next day, the school had to call a day off due to a plumbing incident. However, just because there was no school didn't mean a certain sixteen-year-old didn't have to go to work. As he was doing a morning shift, Jack heard a voice that he didn't expect.

"Yo, Jack!" said a tall, redheaded eighteen-year-old boy at the drive-thru window.

"Is that-" started the dark-haired teen before turning to see his thoughts were correct, "Wally West?!"

Jack was surprised to see his old buddy not only in front of him, but also the car he was driving; a
red Urbana 500 with streaks of yellow lightning along the sides.

"The one and only!" smiled the red-haired boy before he and Jack reached to shake hands. Wally had befriended Jack after Vince had decided to cut ties with the latter. For a while, the older boy and Jack seemed inseparable, but reality changed that when Wally had to move away two years previously with his aunt and uncle to Keystone City, Pennsylvania; the reason being that Wally's parents had died in a car crash, and his only living relatives lived on the other side of the country.

"Haven't seen you in forever, man," said sixteen-year-old, "What've you been up to?"

"DARBY!" yelled the assistant manager, "BACK TO WORK! Those orders aren't going to hand out themselves!"

"Meet me in the parking lot in a couple hours. I'll be free then," the sixteen-year-old whispered quickly before handing him his order.

Wally just nodded and took his lunch and paid before driving off.

12.54 PM

Jack was finally able to call it quits for the day, and started walking towards Arcee in her bike form just as the car from earlier pulled up in front of him. The side window lowered to reveal Wally in the driver's seat.

"Hey, Wally, so what brings you back to Jasper?" asked Jack.

"Come on, do I really need a reason to see an old friend?" the older teen joked as he pulled into a vacant lot next to the blue bike. Jack leaned in his guardian's seat as his friend got out of red car.

"Though if you must know, I'm here hoping to earn some cash."

"So you're job-hunting?"

"You could say that, and it's in a place I know friends are in."

"Well, I hope you land one that gets you a hell of a lot more respect than where I work."

"You know, I wouldn't have expected you to work in a place like this. How'd that happen?"

"Well, at the time, mom needed help paying the bills, and saw that they were hiring here so I took it. And I've been regretting it ever since."

"I imagine so. And mind if I ask why you have a blue bike with pink highlights?" Wally teased.

"Uh..." Jack found himself at a loss for words, "Well...it's...complicated."

"Hey, if you don't wanna talk about it, fine," dismissed the older boy understandingly.

"Thanks Wally. So, how've things been in Keystone?"

"Ok...I guess..."

"Why guess?"

"...Aunt Iris passed away a couple months ago..."
"Oh my-I'm sorry man!" said Jack quickly.

"It's fine. Uncle Barry took it harder than I did, but together we got through it."

"What happened to her?"

"She…got ovarian cancer."

"Ouch!" remarked Jack, feeling more sympathy for his friend.

"Yeah, and that's why I don't have any cousins. Uncle Barry tried to move on after that, but it was easy to see he was still shook up by it. And recently, he's been having a few health problems of his own, mainly concerning his heart."

Jack just stayed silent, uncertain of what to say, or even HOW to say it.

"But…let's not dwell on that, shall we?" said Wally as a smile returned to his face. "So, besides working here, how've you been doing man?"

The younger teen just smirked, 'Same old Wally, never one to stick to a sad subject.' The sixteen-year-old went on to tell his friend what he could without mentioning the Bots, Cons, superheroes, and the strangely powered criminals that seemed to be popping up. Plus, even if he did, Wally probably wouldn't have believed him anyway. He mentioned his mom dating again, and that surprised the eighteen-year-old, as he didn't really expect Jack's mother to date again. While the older teen did ask him a few times when Jack said something questionable, he didn't press it. When the sixteen-year-old mentioned his race with Vince a couple days ago, that's when Wally got interested.

"You beat Vince? Bet he didn't take that too well."

"Nope, he didn't. He tried to challenge me to the circuit yesterday, but I basically told him to piss off."

"Kudos to you man!" congratulated Wally as he bucked fists with Jack, "You did the smart thing. Though I take it Vince didn't want to back off?"

"Yep! He shouted that it wasn't over as I left."

"That sounds like him…even after all this time, Vince can't seem to learn when to let go of something."

"Tell me about it," agreed Jack.

Wally thought for a moment before saying, "Say, Jack?"

"Yeah…?"

"You said your mom's been dating again, but how've you been on that front?"

"Uh…well…I've…got a couple options," the younger teen said as he remembered his crush on Sierra and the girl who flirted/fought with him on the train. "But…it's a bit complicated with both of them."

"Oh?" asked Wally as he raised an eyebrow in interest.

"The thing is…you could say that one of them runs with a dangerous crowd," answered Jack as he thought of Black Cat's association with M.E.C.H.
"Seems you ought to rethink that one," said Wally with a little worry.

"Probably, and then there's Sierra, but most of the time I think I'm below her notice."

"I take it back; you ought to rethink your taste in women-period!" said the older teen, correcting himself. "I mean, a girl who runs with a bad crowd and one who doesn't notice you?"

"Point taken," agreed Jack before turning to his friend. "So now that we've talked about my love life, how about yours?"

"Well, back in Keystone I broke a few hearts, though there was this one girl who I was on and off with a lot. Linda Park's her name, and she has her finer points, but most of the time we end up arguing."

"Where you two on or off when you left?"

"Off," Wally said simply.

"Sorry man."

"Don't be. She and I have done it so much that it's sort of our thing now."

"No offense, but I pray I never get into that sort of relationship."

"None taken," said the older teen dismissively.

A slight nudge from Arcee told Jack to end the conversation quickly.

"Well, it's been catching up with you Wally, but I gotta be somewhere soon."

"No problem man. See you around?"

"You bet!" agreed Jack, and the two bucked fists before the younger boy got on his bike and drove out.

9:35 PM

Spider-Man jumped from rooftop to rooftop as he patrolled that night. At some points he was able to swing if the building was high enough, but since Jasper wasn't as big a place as, let's say, New York, he needn't to go too far up.

That night, unlike most others, was mostly quiet. Sure, there was the occasional burglary and mugging, but there wasn't much of that or anything else happening. The web-slinger wasn't entirely sure why, though he had a suspicion that it had to do with the underground circuit races going on. He had heard about it from some of the other students at school, and from what he understood, a lot of people were going to and participating in these things mostly to earn a quick buck. This was because there was quite a bit of gambling placed on the participants.

While most of the racing was kept to the desert outskirts of town, there would sometimes be those that brought their speedy antics towards town. Which, in and of itself, might be another explanation for why he wasn't seeing much action on the streets that night. After all, who in their right mind wants to risk getting run over by a no-rules driver?

Still, the web-slinger made a commitment, and he had to see it through. Though, he was starting to wonder if maybe he should start heading home if he didn't see anything to stop in the next few
He was interrupted from that train of thought by the sounds of motors revving. The masked vigilante looked over his shoulder, hoping that it might just be a regular night driver. But lo and behold, it was a speeding muscle car, being followed by two others.

‘Oh great,’ he thought disappointedly.

As the cars passed the building he was on, the web-slinger noticed something about one of them. It may’ve been nighttime, but the streets were lit by the buildings and street lamps. This made it easier to see the details on the cars, especially when one of them was red with yellow lightning bolts painted on it.

'It couldn't be could it?’ wondered Spider-Man as his eyes widened under his mask, hoping that the driver wasn’t who he suspected it was. Jumping down from the roof, he shot a web line and swung towards the cars. The web-slinger got close enough to catch a quick glimpse of the driver, right before swinging up to another rooftop. As he got to his feet, the masked teen caught his breath, taking in what he saw. ‘Was that...Wally?’ Spider-Man wondered in shock. He had talked with his friend earlier that day, and the older teen had congratulated him on staying out of the street racing circuit. And yet, he just saw that same teen, or someone who strongly resembled him, driving in one.

Before he could contemplate the conundrum of his friend further, the masked teen heard some tires screeching, as well as the sound of a woman screaming. He turned to see the red Urbana 500 trying to slow down as it drew close to a platinum blonde woman in a trench coat at a crosswalk. The woman herself seemed to be frozen with fear, like a dear in headlights.

Moving quickly, Spider-Man shot a web line before swinging down and snatching the woman just before the car could hit. He landed on a rooftop and set her on her feet, then looked back to see that the lightning-highlighted car had stopped before it could crash into anything.

"Whew! That was a close one!” remarked the web-slinger.

"Maybe, but perhaps mostly for you,” said the woman as she put a pair of goggles on and tossed her coat to the side, revealing her black suit underneath.

"What're you-WHOA!” said the masked teen as his spider-sense went off. Then he bent himself back in time to avoid a roundhouse kick.

"Do you bend over this much for all the girls?” teased the woman.

"What's your-" started Spider-Man before looking and realizing who he just saved. It was that girl from the M.E.C.H. incident, and she was about ready to swing a blow at him again. He flipped in the air in time before she could collide her fist with his chest. Landing behind her, he remarked, "It's you!"

"Were you expecting Catwoman?” she asked. (A/N: No, she's not appearing in this story. Sorry!)

"I figured you couldn't resist saving someone, and you fell for it hook, line, and sinker."

"I honestly didn't expect to run into you again. At least, not anytime soon, that is."

"Well, when somebody pulls a stunt like what you did on the train, they tend to end up on M.E.C.H.'s Most Wanted List."

"And they sent you after me?” asked the masked hero before jumping out of the way of one of her kicks, only to receive a sucker punch to the neck. That knocked him to his knees, where the girl
proceeded to pin him face down by slamming her foot on him.

"You could say that. Silas and the boys get to go play with the robots while I get to play with you!"

"Sorry," he struggled, "but I have this rule against dating girls who associate with terrorists! Especially ones that could get me killed!"

The dark-clad girl then proceeded to kick him into laying face up before pouncing on him and pinning his arms and legs down with her own. She got close to the masked teen's face and blew on him.

"Terrorist is such an ugly word," she corrected, "I prefer realists. As for killing you, you're too cute for that. Sure, I might rough you up a bit, but you're proving to be too much fun to not keep around.

Under his mask, Spider-Man widened his eyes and blushed a bit.

"Uh…thanks, I think."

"Don't mention it. Now let's see who's under that mask," stated as she reached for his face. However, the second she took her hand off his wrist, he maneuvered his hand to her abdomen and pushed her off. As she landed on her back, the web-slinger managed to get up and jump and shoot a web line before swinging away.

When he got far enough away, the wall-crawler heard a car honking and noticed the red Urbana 500 from earlier had stopped, and it didn't look to be in the best of shape. Apparently, the scare of nearly hitting a person had caused the driver to crash into a fire hydrant. The hydrant itself was now spouting off water while the hood and grill of the car was bent and torn. The masked teen landed and ran over to see inside the car.

There, in the vehicle's driver's seat, was an unconscious Wally West, along with an inflated air bag from the steering wheel.

"Oh dear Lord!" exclaimed Spider-Man with worry.

Then he pulled the door open and managed to get his friend out. The web-themed vigilante gently placed on the side of the damaged vehicle and patted him a little on the face to try and wake him up. It didn't work. He hastily looked the red-haired young man over to make sure he had no injuries. Thankfully, there was none. Then he noticed the still gushing fire hydrant and got an idea. Pulling the eighteen-year-old along, the web-slinger quickly got his friend's face in front of a jet of water. This seemed to do the trick, as Wally finally found himself awake and spitting.

"Glad to see you're still in the land of the living," teased the web-slinger as he let the older teen go.

"What…" he started as he spit out some more water, "…what the Hell happened?"

"You almost ran someone over and crashed into a fire hydrant! That's what!" stated Spider-Man condescendingly.

"Spider-Man?!" asked Wally, surprised. "What're you doing here? As a matter of fact, what am I doing here?"

"Didn't you hear a word I just said?" the wall-crawler deadpanned.

"I…Oh my god!" exclaimed the eighteen-year-old as realization struck him. He grabbed Spider-Man by the arms and asked urgently, "That woman, is she ok?!"
"Yeah, she's fine," assured the masked vigilante, remember where he had left the girl in question. "But that doesn't change the fact that what you did was reckless."

"I know!" snapped the redhead teen, before taking a breath and calming himself, "I know. Look, I'm sorry, ok? I understand that doing this is stupid, but believe, if I could back out of it, I would. But I can't."

"Why?" asked Spider-Man, crossing his arms.

"You wouldn't understand," stated Wally, turning his head away.

"Try me," countered the web-themed vigilante.

Wally sighed before answering, "I don't know why I'm telling you this, but honestly, I need the money."

"There're other ways to get cash."

"None that can get me it fast enough! Listen, I've got an uncle who needs a heart transplant, and we don't have the money to pay for it."

This caught the web-head by surprise. 'He told me his uncle was having heart problems, but I didn't know it was that bad,' he thought. "That's awful man, but why the racing?"

"It seemed like the best way to come up with the money fast. Though, after tonight, I'm not sure I want to keep doing it," he said with a remorseful look.

"Piece of advice; don't! Look, I'm not going to tell you what job is best for you, or how you should go about getting the money you need. But what I will say is that you need to consider your options and think them through. Okay? Oh, and you may need to think about getting a new car."

Then the web-slinger shot a line and swung away into the night, leaving the redheaded young man to think about his situation.

"Man…" Wally muttered to himself, "…what am I going to do?"

"Perhaps I can help with that," offered a female voice from a nearby alley.

"Wha-!" said the eighteen-year-old as he turned to face the silhouette of a platinum-blonde woman in a trench coat. "Who're you?"

"Call me Cat."

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7:32 PM

The next day, Wally found himself outside of an abandoned warehouse on the outskirts of Jasper. He had suspicions about what he was getting himself into, but somehow, this Cat lady had talked him into doing it. In return for forwarding the money needed for his uncle's heart transplant, he was to participate in a little experiment by this…M.E.C.H. group that she belonged to. He didn't really know much about them, and while that made him more than a little suspicious, his concern for his uncle outweighed that.

The eighteen-year-old had been standing there for about a couple hours waiting, and already he was having second thoughts about going through with it.
"I should've known I was being Punk'd." he sighed, and decided to walk away. But before he could get even a foot away, three green cars pulled up to the warehouse. Out of them came ten men in dark green suits and masks, along with a scarred man and Cat.

"Ah, glad to see you've taken up my offer," remarked the girl.

"Believe me, I was about ready to leave if you didn't show up," replied Wally.

"And as you can see, we did," she looked up at the scarred man, "Well?"

"Not quite what I had in mind," he said unimpressed, but relented, "but he'll do."

"Anyone mind telling me just what the Hell you guys are planning?" asked the eighteen-year-old.

"You'll see," replied Cat teasingly as she walked in the warehouse with the scarred man. Wally was about to demand a better answer when he suddenly found himself being grabbed by his arms by two of the other men and pulled in as well. After a few minutes he got the picture and went along as they let go of his arms.

The group walked into the warehouse, moving about in a large, dimly lit, empty space until they reached the door to a large elevator. Once everyone was inside, the scarred man snapped his fingers and the elevator began moving downwards.

"Ok, would somebody please tell me just what the Hell is going on?" asked the eighteen-year-old boy, "You said you'd give me the money I needed for my uncle's surgery if I helped you with a little experiment. But just what kind of experiment is it?"

"The kind that improves you," said the scarred man unemotionally.

"Improves me? In what way?"

"As I said," interjected Cat, "you'll see. And don't worry, you'll get the money after you do this for us."

Wally sighed in frustration, "How soon?"

"In just a few minutes," replied the scarred man.

Realizing that he wasn't going to get a straight answer, Wally decided to be quiet and played along to see how things would go. Finally the elevator stopped, and the doors opened to reveal a room that led to more rooms. Everyone stepped out, and they led the eighteen-year-old from one area to another until they reached what appeared to be a laboratory. On one side of the room was a crowd of scientists that seemed to be examining a considerably big red crystal of sorts. The other side had a large chamber that had a human sized table with straps.

"The data confirms the red energon is ready for testing, Silas," said one of the scientists.

"Excellent," stated the scarred man, confirming that he was Silas.

"Ready for what?" asked Wally.

"First, we need to do a couple of things before we proceed," answered Cat.

The eighteen-year-old was about to reply when he felt a hand with a cloth cover his mouth. He struggled to get free, but within a couple of minutes, he was out cold.
Spider-Man was leaping from rooftop to rooftop that night. And while he was trying to focus on his task, he couldn't help but think about his friend Wally.

The web-themed hero had caught the guy in an illegal street race, and now the older teen was missing. No one had seen or heard from the eighteen-year-old in five days, and that had the web-slinger worried.

"What's that idiot gotten himself into?" wondered Spider-Man aloud.

He would've continued to think about it, had it not been for the sudden whoosh that went past him as he landed on the next rooftop.

"Whoa! What was that?" asked the masked teen, and his spider-sense was going off like crazy. However, he did not see anything, and began to wonder if maybe his sixth sense was acting up for no reason. It had never gone off without something giving it a reason to before, so he knew that there was something amiss.

Before he could ponder it further, his spider-sense spiked hard and told him to move left. He did so, but as that happened, he noticed a reddish blur pass by him. Spider-Man suddenly realized that there was something attacking him, but whatever it was, it was really fast. Then, he felt a spike again, and moved to the right, narrowly dodging the speeding attacker.

"Alright, I'm not going to ask you to show yourself, because I know you won't, but I will ask what you're doing here," said the web-slinger aloud.

Suddenly, the wall-crawler found himself surrounded by what appeared to be a blurry red tornado of sorts. He could barely make out the shape of a man running around him in a circle, but the man was moving so fast that it seemed like there was more than one of him.

"Nothing personal, Spider-Man," said a disembodied male voice that sounded oddly familiar to the web-slinger, "but if I don't do this, someone I care about dies."

"Why?"

"Can't say," said the voice. Before the masked teen could ask any further, he abruptly felt a series of rapid punches on all sides of him. If he were a normal person, then he would be dead within a few minutes. But because of his changes from the spider, he now had increased strength and endurance, making him last longer. That didn't mean he couldn't feel pain, however, and those punches were coming in faster than his spider-sense could tell him to move.

Finally, he managed to duck down just in time to avoid another punch. Unfortunately, this only made the speedy attacker slam his palm on the web-themed hero's chest and jump over him. This caused the wall-crawler's head to bump itself on the floor of the roof, though not enough to do any permanent damage thankfully.

Getting back up, Spider-Man at last got a full look at his attacker; a man of sorts dressed in a burgundy body suit. The suit itself seemed to be a mix of spandex and padding made of hardened leather. On his head, he wore a mask that only showed his eyes and mouth.

"So, who're you supposed to be?" the wall-crawler finally asked, "Speedy? Scarlet Speedster? Runner? Speed Demon? Impulse?"

"Get a grip, Spider-Man," responded the attacker, "You think just because I put on this suit, run fast,
and beat you up I have to give myself a ridiculous-sounding alias? I'm eighteen for crying out loud!"

"Eighteen?" said the web-themed hero, taken aback a little. Then, a realization came upon the webhead as it occurred to him that this sounded like someone he knew. However, he couldn't be sure until his opponent removed his mask.

"And I'm not doing this because I want to, I assure you. I'm doing it because I have to," said the older teen regretfully as he zoomed in on the web-slinger, who managed to get out of the way in time before the one-man-stampede could hit him.

"Then why are you doing this?"

"Didn't you hear me earlier? If I don't do this, someone I care about dies!" the burgundy suited man snapped at him. Then he charged at the wall-crawler again, with the said masked teen narrowly avoiding him thanks to his spider-sense.

"So who's making you do this? Maybe I can help?" offered the web-slinger, only for the maroon-suited eighteen-year-old to shake his head.

"I'm sorry, but there's nothing you can do, Spider-Man. The one's who're making me do this, they've got eyes and ears all over the place."

"Just tell me who it is? Is it M.E.C.H.?"

This took the eighteen-year-old by surprise, "You know them?"

'So it is M.E.C.H.,' thought the web-slinger, "Yes, they're a group of tech-obsessed terrorists."

"Terrorists! They never told me that. Then again, why would they?" the eighteen-year-old asked redundantly. Then he proceeded to pull the same stunt he had pulled on the web-themed hero earlier by running around him in a circle whilst throwing punches at him. This time, Spider-Man jumped into the air to avoid the tornado of hits, only for the speedster to grab him by the ankle and, with enough momentum, toss him across three roof tops.

Before Spider-Man could scream "whoa," the speedster caught up with him and proceeded to grab him by the chest of the costume and spin around. The rotating they did finally ended when the scarlet attacker tossed the web-themed hero into a brick wall. Spidey may've crashed facing away, but it was no less painful.

"Don't do this, Man," said Spider-Man as he placed one hand out and put the other behind him to rub his back. "I don't wanna fight you, I wanna help you. So let me help you!"

"You can't! No one can!" shouted the speedster as he ran in for another blow.

"Wally, don't!" cried Spider-Man just before the guy could land a punch. The speedster reeled his fist back and just stared at the spider-themed vigilante for a moment.

"How…?" he managed to breathe out.

"Because I know you," said the vigilante as he reached and pulled up his mask enough to show his face. The scarlet-suited eighteen-year-old just gazed in shock.

"J-Ja-!" he sputtered before the younger teen hushed him.

"Shh," then he pulled his mask back down, "let's go somewhere less likely to have prying eyes, ok?"
The older teen nodded, and as the spider-themed hero tried to get up, Wally went over to him. The eighteen-year-old put his arm under the web-slinger's and held tightly before running them both through the town and into the desert.

"Wow," the masked sixteen-year-old exclaimed as he finally got back on his feet. "Just how the Hell did you get so fast anyway?"

"How did you become Spider-Man, Jack?" Wally responded as he crossed his arms.

"Touché," said the web-slinger before asking, "They don't have you wired, do they?"

"If I was, would I have called you by name?"

"Good point," agreed the spider-teen as he pulled his mask up again. Wally did the same, and the two could now see each other's face. "If you must know, I'm like this because I got bitten by this weird spider." He had considered just saying that it was a long story, but he figured his friend wouldn't take kindly to that.

"Really?" said the older teen with more than a hint of disbelief.

"Yeah, and the next minute I start feeling sick and pass out. The next morning, I'm not only faster, stronger and lighter than I was before, but I can also stick to surfaces, shoot webs out of my wrists, and later that day I found I had a sixth-sense of some kind that alerts me to incoming danger."

"How'd you learn that last one?"

"You heard about the Cheetah lady in Vegas?"

"Yeah, but I thought it was just some crazy publicity stunt."

"Nope, it was me fighting for my life."

"Wow!" said Wally amazed. Then he asked "And where did that, 'weird spider' come from?"

"Would you believe me if I told you it came from a lab?"

"Well, that explains a bit. And I'm the way I am because M.E.C.H. did some kind of experiment on me."

"What'd they do?" asked Jack with concern.

"To be honest, I was out of it for the most part. But what I do know is that it involved this weird red rock they called red energon."

That last word made Jack's eyes widen, 'Energon? How the Hell did M.E.C.H. get their hands on that? Why didn't the Bots tell me that it could be used on humans? Or…maybe they didn't know…'

"And how did they get you in the first place?"

Wally looked away and sighed, "…You remember when I said that I needed money for my Uncle Barry's heart surgery?"

Jack nodded and figured out the rest, "I presume that they overheard and convinced you to do it by offering to give you the money?"

Now it was Wally's turn to be wide-eyed, "Am I that obvious?"
"At the moment, yes, you are."

The older teen sighed again, "I guess it doesn't really help that I knew it was fishy from the get-go. But Jack, after they did what they did to me, they told me that if I don't bring you too them, not only will they kill me, but also my uncle."

"How could they kill you? From what I've seen you'd be too fast for their bullets to hit you."

"They told me that they also put this implant in the back of my neck that would do the trick."

"Damn," said Jack aloud before putting his finger to his chin and thinking, "Hmm…wait! I got an idea!"

12:42 AM

At the warehouse, Silas and six M.E.C.H. agents waited for the return of Black Cat and Wally. Then, one of the agents got his leader's attention.

"Sir?" he asked.

"What?" Silas responded/snapped.

"W-Well," said the agent nervously, "Sir, s-shouldn't they be back by now?"

"Black Cat will return when she has to, and West knows what will happen if he doesn't bring the Spider to us."

"You mean this spider?" said the voice of the teen in question, who appeared in front of them carrying what appeared to be an unconscious Spider-Man over his shoulder.

"Took you long enough," said another agent, who apparently wasn't impressed.

"Believe me, it wasn't easy," replied Wally.

"And you didn't disappoint," Silas praised slightly, then asked, "But where is Black Cat?"

"Over here boys!" shouted the aforementioned girl from the edge of the warehouse's roof before jumping down and landing on her hands and feet, making slight craters in the ground. One would think that impossible given Black Cat's size and form, yet she got up and moved towards the group like there was nothing wrong. "Did I miss anything?"

"No," said Silas before gesturing everyone to step into the warehouse.

"Sir," said one of the agents, "if I may ask, why don't we unmask the Spider right here?"

"Because, it's too open out here," explained Silas, "If we stay out and he wakes up, he'd have a better chance of escaping. That's why we're bringing him inside, so he'll have less of a chance. Now move it!"

The group then made their way inside and towards the elevator. Once in the said elevator, the scarred Silas snapped his fingers and they made moved down to the same underground complex that Wally had been introduced to a few days earlier. Two agents relieved Wally of Spider-Man's unconscious body and moved him to another room. The eighteen-year-old then looked at Silas.

"So what're you planning to do with him?" asked the teen.
"Nothing that concerns you," answered the white-haired man, then he became less serious, "As promised, the money's been transferred to your account."

"And what about the implant you put in my neck?" Wally was then subjected to a shocking sensation from his neck downwards. Looking up, he saw Silas grinning whilst pressing a button on a device he held.

"I'm afraid that will have to stay with you until further notice. You understand that we can't take risks with anyone who we grant power to."

Wally glared at the man. Then, their conversation was interrupted by the sounds of yelling and guns shooting coming from the room where Spider-Man was taken to.

"What the Hell-?" Silas demanded, followed by a burgundy red blur moving in a circle around him, Black Cat, and the remaining agents. Without warning, the group suddenly found themselves being tied together by a cable of sorts. The blur finally stopped to reveal a smug-looking Wally standing there with his arms crossed. The leader of M.E.C.H. just glared and said calmly, "I presume you and the Spider are working together?"

"You're a smart guy, you know that?" said Wally before running to where his friend was. When he got there, he found the web-head standing there with three agents webbed to the ceiling. "Looks you like you got it covered," the older teen remarked.

"Yep," agreed Spider-Man before turning back to face the red-suited teen, "You take care of Silas?"

"He'll be busy for a little bit. In the meantime, let's go!" said the eighteen-year-old as he put his arm around the web-slinger and held tightly before running through the complex. When they stopped in a laboratory, he let the wall-crawler go.

"Whew!" gasped Spider-Man, "I'm not sure I can get used to that."

"Don't think I have a choice really," replied Wally. "As far as I know, this is permanent." Then he looked around and saw a M.E.C.H. scientist step into the room. The scientist herself was dressed from head-to-toe in a hazmat suit and mask, making it impossible to see her face. The speedster ran up to her and held the masked woman by the collar of her suit. "But what isn't permanent is me living with a bug in my neck! Remove it!"

The woman responded nervously, "T-That would require surgery and time you don't have!"

"Silas is tied up at the moment, so I wouldn't worry about him," said Wally, throwing her would-be threat aside. "Now is there another way to get it out?" he pressed.

"W-Well…theoretically, if you vibrate yourself at the r-right speed, you could m-make your molecules p-phase it out," she said.

"That's crazy!" retorted the eighteen-year-old.

"At this point," added Spider-Man, "do you have a better idea?"

Wally had no answer. Then he put the scientist down on the floor, followed by the web-head shooting a bit of webbing at her to keep her in place. The older teen then began to shake, only for the scientist lady to halt him.

"W-Wait, you have to have y-your mask off. The device won't go through the fabric of the suit," she explained.
Wally nodded before turning around and taking his mask off. Then he started speedily shaking and vibrating again. He sped up more and more until a metallic ping was heard on the ground. The eighteen-year-old stopped as he and Spider-Man looked down to see a small chip-like device lying on the ground.

"Well," said the wall-crawler, "that takes care of that, now to getting ourselves out of here."

"You two aren't going anywhere!" said a familiar voice. The two teens looked from the floor to the doorway and saw Silas and a grinning Black Cat standing there with agents behind them, all armed and pointing guns at them. "Admittedly, cables are tough to cut through."

"But they're not as tough if you have claws and strength like mine," said the platinum blonde girl, making her clawed fingers dance in the air a little to emphasize her point. Silas stepped in front and spoke calmly.

"I'm not unreasonable gentlemen. You've both proven yourselves to be quite capable individuals. Why not put those talents to use and join M.E.C.H.?" he offered. "The world's changing, and with that change comes chaos. What it needs is a strong group of men and women to rein it in. We are that strong group, and there's a place for you two in our ranks, if you're willing."

For a moment, the two teens did not say a word. Then they looked at each other and nodded briefly. Spider-Man then turned to the M.E.C.H. leader.

"Sounds tempting Silas, but before we do anything, there's just one thing I gotta ask."

"What?"

"I was wondering do you have a techno-fetish or something?" he said before shooting a web-blast at Silas' face. Then Wally proceeded to use his speed and, within a blur of motion, took away and disarmed all the guns. After that, he grabbed Spider-Man and made the two of them bolt for the elevator. The eighteen-year-old tried snapping his fingers, but nothing happened.

"What?!" he exasperated.

"What's wrong?" responded a concerned Spider-Man.

"Whenever he snapped his fingers, the elevator would go up, but it's not doing a damn thing for me!"

"Well we can't stay here!" stated the wall-crawler.

Wally looked up and smiled, "I've got an idea!" Before the masked teen could say anything, Wally clenched his hand into a fist and vibrated it rapidly before punching a big hole into the roof of the elevator. Climbing up, he then pulled the younger teen up as well right as some running boots could be heard. Holding on to his friend, Wally ran around in circle to build momentum before running up the shaft all the way to the top. The fact that it was closed proved no trouble for them, as the wall-crawler used his own strength to pull it open.

After that, Wally grabbed Spider-Man, and the two ran off, all the way back to Jasper's suburbs. Letting go of the web-head, the eighteen-year-old and sixteen-year-old stopped to catch their respective breaths.

"That... was... intense!" panted Jack as he pulled his mask up.

"You're... telling... me?" responded Wally with his own labored breaths. Once he got his breath back, he turned to Jack. "I gotta leave soon."
"What?" asked the younger teen.

"M.E.C.H. knows who I am Jack, and they know where to find me and my uncle, as well as anyone else close to me. So it's best for everybody that I disappear, at least for a while anyway."

"You sure about that?" Jack responded, seeing his friend's logic but still a little unsure.

"Positive."

"Well, where would you go?"

"Don't know; just have to figure out a place where M.E.C.H. or anyone else can't get me."

"And what if you can't find that place?"

"Then I'll just keep looking. That's all there is to it really."

Jack sighed, "Well, if that's how you feel about it, then I wish you luck."

"Thanks man," said Wally as he and his friend bucked fists. Then, he sped off into the distance, leaving Jack and everything else behind him. The sixteen-year-old nodded in the direction his friend left before making his way back to his own house.

1:55 AM

Back at the warehouse, Silas and company finally managed to get the elevator working again. As they got out of it, the M.E.C.H. leader turned back to his troops, Black Cat included.

"We'll have to relocate," he simply said.

Chapter End Notes

A/N: Well, there's the latest chapter. Hope everyone liked it, and as you might guess, Wally is this story's version of the Flash, with no predecessors to give him any hints. And a few guys have noted more than once that I didn't do more original stuff in this, so I believe I've done better with that thanks to this chapter. And please, no one get on to me about overcrowding? I KNOW I'm using a lot of characters, but I'm setting it to a limit.

Plus, it's like Megabob452 told me, having multiple villains isn't necessarily bad if you manage them properly.

I originally wanted that scientist lady to not be cowardly, but I found myself written into a corner by the fact that I couldn't give the guys a proper response. I also put her in because we didn't see a lot of female members in M.E.C.H. while the show was on, as it seemed to be just a bunch of guys. So with her and Black Cat, that's two.

And to the guy who pointed out to me a while back, yes, I already knew that in the comics Spidey has the mechanical web-shooters. I went with the organic ones because Jack's not smart enough to make them.
Next up is Predatory, the one a lot of people have been waiting for. Not only will we see the introduction of Airachnid, but we'll also learn the answer to something about Jack as well, though you'll have to wait and see to find out.

As always, read and review, and if you have any questions or suggestions, PM them to me.
The ground bridge vortex opened itself to let Jack and Arcee step out into the foggy woods. Ratchet had detected an energon spike somewhere in a forest near the Colorado Rockies and sent the femme to check it out. Her teen charge was allowed to tag along because there was no foreseeable risk.

The sixteen-year-old thought it would be a nice break from wondering how Wally was doing. It had been a few days since his friend had left for parts unknown, and the dark-haired teen couldn't help but be concerned.

Presently, the femme and boy walked onwards in the forest, with Arcee holding an energon-detection device while Jack took notice of certain insects buzzing around him.

"Really wish I'd packed some insect repellent. The mosquitoes on this routine recon mission are the size of vampire bats. And they drink just about as much blood." He finished that last part with a swat at one of the bugs on his arm.

"Quite the outdoorsman, aren't you Jack?" teased Arcee.

"You wouldn't be making fun of my survival kit," he boasted a little.

"Maybe," she replied.

"I may not have stinger-proof metal skin Arcee, but in a pinch, I can use my multi-function pocket knife and magnesium fire starter to cook up some freeze-dried mac and cheese." 'As well as my spider-sense to know when to get the Hell out of Dodge,' he thought. Jack patted his side pocket when he mentioned his knife.

"You have your tools, I have mine," responded the femme, referring to the device she held in her hand. Suddenly, it made a series of loud beeps, getting her attention. "That's odd. Ratchet's satellite scans were accurate, but subterranean energon deposits don't cause this kind of surge."

Arcee walked in the direction the device was pointing towards, and Jack had to run a little to keep up with her. When it beeped again, they stopped, looking forward to see a large trench in the ground, with several trees bent and broken to the side of it.

"What happened here?" Jack asked.

"Crashed landing," the blue Autobot answered. Turning serious, Arcee looked down at her charge and ordered, "Stay behind me. Low and close." She started walking along the recently created path, with the sixteen-year-old managing to keep up with her. They kept going until the femme crouched behind a tree and a fallen log, and the boy not far behind. What they managed to see through the fog was what appeared to be a very scratched up space ship.

"Autobot or Decepticon?" asked Jack.

"Can't tell," she answered with a fierce gaze. Then she looked at Jack and ordered, "Wait here." Turning her hand into a blaster, Arcee moved towards the space craft, leaving a concerned Jack
behind her. Whilst moving towards the ship, the femme looked from side-to-side, making sure that nothing bad was around the corner. Then, when she reached the end of the ship's outside, she placed herself against its side, and then, ready to shoot, jumped in front of it, finding herself at the entrance to the vessel. Not letting her blaster down for a moment, Arcee walked inside.

After about a few minutes, a worried Jack finally saw his Autobot guardian come out, looking exhausted. She leaned against the side of the ship, the blue femme seemed as though she had just gone through a painful experience.

"A-Arcee!" said the teen as he got up from where he was and ran towards her.

Pulling her head up, Arcee recalled something she wishes she'd forgotten.

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Six long, mechanical legs walk towards a half-dead mech. The femme they're attached to has glowing purple eyes, a black helmet with gold highlights, a silver face, and a pair of purple lips that curl into a sadistic smile. The smile not only reveals sharpened fangs, but releases a loud hiss.

One of the legs is raised, before striking the downed mech where he lay. The action causes his energon to splatter over the nearby wall.

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The blue femme finally snapped out of the memory and shook her head as Jack ran up to her.

"Arcee, what's wrong?" asked the worried teen.

Closing her optics, she answered, "I know who this ship belongs to." Opening them again and looking determined, the femme put her fingers to the side of her head and said, "Arcee to base! I need a ground bridge ASAP!" She only received static as she turned away from her charge.

"W-Wait-Wait!" interjected Jack. "Why? Whose ship is this?" He could tell that something was bothering her, something that she feared. That unnerved him, as in all the time he had known Arcee, she never showed a hint of being afraid.

Arcee ignored his questions and kept to the comm. link, "Base, do you read?" When she got static again, the femme got frustrated as well. "Scrap!" she cursed. "Comm. link's dead. The ship's gotta be transmitted a high-frequency scrambler pulse," she theorized as she started walking away. Jack tried to keep her pace while trying to figure out what exactly what was going on.

"A-Arcee?" he called out to her again, "O-Ok, you're kind of freaking me out here!"

Rather than giving him an answer, Arcee ordered, "Wait here." She walked past some tries before bending down to examine some strange tracks on the ground. What was most peculiar about them was that they seemed to have been burned by a liquid of sorts. Upon further inspection, the femme saw that they all led in one direction.

These tracks brought back another memory…

Arcee was being held up to the ceiling by magnetized cuffs. Her location was dark and gloomy. She struggled to break out when footsteps were heard.

A dark, menacing figure stood opposite her with glowing purple eyes.

The figure moved closer.
A clawed, purple hand moved its way to Arcee's face, with the index finger having a green extension on it. Arcee tried to move her head away from the finger, but it was no use.

"No!" she screamed as the sound of metal scraping against metal was heard.

The blue femme snapped back to reality.

"Arcee?" asked Jack, having moved to her side while she was briefly out of it.

She then transformed into her bike form.

"Climb on!" she ordered again, and an angry looking Jack complied. Putting his helmet on, the sixteen-year-old suddenly found them both speeding. His cries of "Whoa!" could be heard throughout the woods.

"Arcee!" he yelled as they came upon a big crevice in the ground. The blue Autobot jumped over the passage with ease. They bumped a little as they landed on the other side before stopping. Jack got his breath before taking his helmet off.

"Hey, was that really necessary?!" he chastised her.

"Arcee to base!" she talked into the comm. link, ignoring Jack's words yet again. "Scrap!" she cursed when she got no answer. Her wheels started to roll away when her charge decided enough was enough.

"Look, I've seen danger before! I-!" he didn't get to finish before she interrupted him.

"Wait here. And I mean it this time."

"Ok, first you shut me out and now you're ditching me?" he said in disbelief as she transformed. "I thought I was your partner!" The femme shook her head and gave a determined look.

"No, Jack, you're a kid! You're only here because this was supposed to be 'no risk.'" She leaned down, her expression firm. "Got it?!" Immediately after, she transformed into her bike mode and drove off past the crevice and into the woods.

Jack, on the other hand, had no intention of staying put. After his weeks of fighting thugs and his encounters with M.E.C.H. as Spider-Man, he felt he could at least handle one Decepticon. Running towards the crevice, the sixteen-year-old jumped high into the air before landing gracefully on the other side of the passage. He shot a line of webbing and swung from tree to tree as he followed in the direction that his Autobot guardian had left.

4:26 PM

Meanwhile, with Arcee, she drove on until she found the trail she found earlier. The femme transformed into her bipedal mode and walked along it, shifting her hand into a blaster as she did. Looking from side-to-side and evening over her shoulder a few times, Arcee at last looked in front of her, and gazed as what remained of a tree stump was being slowly eaten by an acidic compound.

This triggered another memory…

The place was Cybertron, during the Great War. Blasters were shooting all over the place. Buildings were in ruin. And one femme was making her way through the chaos.
"Arcee to Delta team," she said into the comm. link, "requesting rendezvous points. Do you copy?"

"Arcee, are you lost again?" teased a mech over the link. "Your sense of direction could use some improvement."

"So does your aim, Tailgate," she countered as she ran. "If you'd snagged that sniper back at the artillery depot, I wouldn't have had to break rank and engage the enemy hand-to-hand."

When she reached a calmer area, Tailgate gave a reply, "From the sound of things, I'm guessing you came out ahead?"

"Try waiting up for me this time," she teased as walked and looked around with her blaster at the ready, "and I'll give you the blow-by-blow. What's your position?"

"About half a click from the depot, due north," said the mech. "Think you can find it, Partner?"

"Trust me, Tailgate," she responded as she pressed her fingers on the side of her helm, "my navigation abilities are-AGH!" she screamed as a large blast of webbing shot into her and pinned the femme against the nearest wall. She struggled to get out, and got glimpses of her attacker. It appeared to be another femme of sorts, but with black armor, a horned helm, long mechanical legs of sorts on her back, a black helm whose top vaguely looked like it had horns, and glowing purple eyes. On her chest was a Decepticon symbol. The attacker then shot another blast of webbing at Arcee's face, taking away her vision.

In a different location, where shadows were abundant, Arcee found that she was not only cuffed to the ceiling, but also, her legs were bound together by the webbing substance. She struggled to break free, but it was no use. The femme who had brought her there circled around her.

"Piece of advice?" offered the Con femme in an almost seductive manner, "Make yourself comfortable." The black-armored femme changed her index finger a little to add an extra point to it. Then, walking towards the bound Arcee, she said, "You're going to be here a while."

She put the finger in front of her captive, who tried to move away but was unable to. This resulted in the Con rubbing her acidic finger across the blue femme's face and leaving a line of acid burn right under Arcee's left eye.

Coming back to reality, the fembot continued to stare at the melting tree stump, knowing full well who was responsible.

7:45 PM

Elsewhere in the forest, as the setting sun shone through the trees, a tent next to a small campfire sat with its occupant inside. Beside the tent were some logs and a small hill. The person in it had no idea that something was outside of his small sanctuary in the wilderness. That being the purple eyed Con femme.

She smiled as she moved silently towards the tent, her golden eyebrow plates shining as she narrowed them to get a better look. Her vision was green and allowed her to see inside the tent.

"My first local," she muttered to herself, her voice still maintaining the sadistic, yet seductive tone. "Time for humankind to feel my sting..." Transforming her main two legs into a spider-like abdomen, her longer, extra legs touched the ground and gave her the overall appearance of a mechanical spider with a human-like torso and head.
The long legs moved forward, sneaking up on her intended and unsuspecting target. When she got close enough, the femme leapt into the air, hoping to pounce on the human. Her plight was interrupted by the collision of her form and Arcee's. The two femmes tackled each other as their momentum skidded them over the nearest hill and into the base of a mountain. Once they hit, the Con bounced off of the blue Autobot and hit the ground a few times before getting back up. Her spidery legs began carrying her towards the blue femme as she got up. Then she stopped to speak.

"Arcee," said the purple-eyed Con, "small universe."

"Too small, Airachnid!" retorted Arcee, expressing deep anger at her foe.

"You're still holding a grudge?" asked the Con femme as if it was no big deal. She began slowly circling the Autobot as she continued, "The War's been over for mega cycles."

"Tell that to the Decepticons!" stated the blue Bot hatefully as she got into a fighting position.

"These days I travel solo," explained the black-armored Con as she started walking on the side of the mountain, "in pursuit of my new hobby."

Arcee knew what she was talking about…

Walking on the crashed ship, the blue Autobot looked around, her hand still as a blaster in case. As she got closer, her optics widened, her mouth hung open, and gasped in shock as she saw two rows of tubes, one on each side of the path. What was horrifying about the sight was what was in the tubes; the severed heads of various species of aliens.

The blue femme answered distastefully, "I got a look at your souvenir case."

"You mean my trophies," corrected Airachnid, "I collect endangered species. Of course, they aren't really endangered…until they meet me. And I have a slot reserved for human."

"Not gonna happen!" said Arcee through gritted teeth. Then she charged at her opponent before tackling her to the ground. They rolled a bit before stopping, and the fembot prepared to punch the spider-Con in the face before the femme's long legs took hold of her and shoved her off. Once again, Arcee hit her back to the mountain, and as she got up, she shifted her hands into blasters and began firing. Airachnid got out of the way and spider-walked her way up a tree where she proceeded to shoot a large blast of webbing that bound her arms together.

Arcee tugged at the web-line, as it was still connected to Airachnid's wrists. She struggled, but the blue Autobot finally pulled the Con out of the tree, making her land face down. The femme then managed to get the webbing off her arms as well by activating her arm-blades, cutting it off.

She fired again at the Con femme, who countered with her own wrist blasters. Arcee ran towards her while dodging her fire, and then jumped into the air before swinging a full circle on a branch and landing in a tree. As she got there, the blue femme activated her blasters and shot some more at Airachnid. The Con femme kept firing as Arcee jumped down and proceeded to land a kick on her, putting the black-armored femme on her back. Putting her blasters in her opponent's face, Arcee was preparing to fire when they both heard the sound of rocks moving.

Looking up they both saw Jack coming towards them over a small hill. The blue femme gasped, and Airachnid used the distraction to allow one of her 'spider-legs' to knock her opponent to the side. Getting up, Arcee stood tired, and the risen spider-Con used the opportunity to web her to the mountain side. The female Autobot struggled to get out as her charge ran to her side.
"Arcee!" yelled Jack as he went up to her. Both femmes noticed him then, with Airachnid hissing as she smiled, and Arcee quickly cutting into the web that held her before using her blaster to shoot the Con and briefly knock her out when she hit the ground.

"I told you to wait for me!" scolded the fembot to the sixteen-year-old.

"Well partners don't ditch partners!" countered the teen as he tried to pull the webbing off of his Autobot guardian. He nearly exposed his unnatural strength when he pulled some at the side, but didn't thanks to two things; this webbing seemed a lot stronger than his was, and Arcee was too focused on making him leave to notice.

"Get this through your head! You're not my partner, you're a liability!"

"I don't believe you!" he stated as he kept pulling. "I can see it in your eyes; you're afraid Arcee, and you're never afraid. I could see that when you came out of the ship!"

Arcee was struck by his words, and she looked away briefly when she recalled yet another memory…

She was still held up by the magnetic cuffs in wherever the Con femme was keeping her. Arcee had endured torture at the hands of Airachnid, but she did not yield anything.

"You know," said the spider-Con, "for an Autobot, your resilience is quite impressive."

The blue femme gave her no response, and maintained a determined expression on her face.

"In fact, I'm guessing that no matter what I do you, you'll never crack. Am I right?"

The femme said nothing as she looked at her.

"That's what I thought."

The door to the room slid open to let in two Decepticon troopers dragging in the form of a half-dead mech. Arcee took one glance at him and a look of worried recognition adorned her face.

"Tailgate?" she gasped. The blue femme watched as they put her partner in the same kind of cuffs she was in and hung him from the ceiling. "What've you done to him?!" she demanded.

"Not much," Airachnid chuckled, "yet! Just tell me what I want to know, or…well, you're a smart Bot. I think you can imagine what happens to Tailgate next."

"I don't know the attack coordinates!" Arcee pleaded truthfully, though that didn't seem to satisfy her captor. "I swear upon the Allspark, it's the truth!" she stated as Airachnid walked towards her partner's near-dead form.

"We shall see," chuckled the spider-Con. As Airachnid shifted one of her 'legs' into a maneuverable position, Arcee pleaded again.

"No! Please!"

Airachnid hissed as she raised her spider-like leg, and Arcee watched in horror as the scene unfolded before her very optics. The leg then swiftly punched a hole through Tailgate's spark chamber, splattering his energon on the wall. His form went limp. The Autobot was no more.

"Tailgate!" screamed Arcee.
Back in the present, the blue femme turned to her charge.

"You're right, Jack, I am afraid; of losing you!"

The teen looked up at her in surprise.

"You sure have trouble hanging on to your partners, don't you?" regarded Airachnid as she walked towards them on her spidery legs. "We both know what happened to Tailgate, but I recently picked up some Decepticon radio chatter regarding the passing of Cliffjumper."

Arcee found herself taking in breaths at the fact that her foe knew.

"At some point, you really have to ask yourself, Arcee," continued the spider-Con, "'is it them, or is it me?'"

"Do you get it now, Jack?!" asked the blue femme to her charge, "She's not interested in me! She hunts indigenous species! And she's on Earth! That means humans; you!"

Jack's eyes widened as the reality of her words sunk in.

"RUN!" she bellowed.

The teen finally ran away just as the spider-femme shot another bit of webbing at Arcee to keep her in place. As the sixteen-year-old got further away, Airachnid chuckled as she approached her once-again captive.

"And that's why I now prefer to work alone." She slammed the point of one of her mechanical spider-legs into the mountainside as she put her finger under Arcee's chin. "It's so sad when bad things happen to those close to you." Taking her hand away and spider-walking herself into an upside-down position, the femme put one of her legs underneath the Autobot's chin again. "But don't get me wrong, I fully intend to snuff out your spark. And believe me, I will make it hurt. But that won't compare to the pain you'll feel knowing that I'm adding your human to my collection." She turned to see Jack as he breathed and made his way up the hill.

The spider-femme then jumped and landed before making her way towards the teen.

"JACK!" bellowed Arcee.

12:25 AM

Night had fallen, and Jack was running through the woods, avoiding the Con stalker as much as he could. She wasn't too far behind him, and he knew that he couldn't outrun her forever. Looking over his shoulder, he saw the spider-femme's legs begin to rise above the hill behind him.

'What am I going to do?' he thought to himself. 'I can't face her head on…' Then an idea occurred to him, '…but maybe Spider-Man can!' He couldn't risk using his powers while as Jack Darby, as that might expose him to Arcee at one point, and there's no telling what she'd do if she found out his secret.

Making sure he wasn't seen, the teen quietly crawled up a nearby tree. Once he was at the top, the pulled off his shirt, revealing that he had his suit underneath it. As he got out of his civilian clothes, he pulled his mask and gloves as well as his multi-purpose knife out of his pants. Putting them on and placing the knife in his costume pants, the web-head looked down to see Airachnid moving past
the tree he was in. His clothes now bundled, he webbed them to the tree as he observed the spider-femme move about.

"That's the spirit Jack!" she called out creepily. "Play hard to get! Makes it all the more fun when I catch you."

"Not if I can help it!" shouted the wall-crawler as he swung down from his branch. Airachnid turned her head in time to see his feet collide with her face. This caused her to back away a little as she rubbed her face, and Spider-Man ended up bouncing back a little before letting go of his web-line and sticking himself to a tree. Once the Con got her bearings back together, she looked to see the web-slinger waving in her direction.

"Just who the pit are you?" she demanded.

"Oh, just your friendly neighborhood Spider-Man," he nonchalantly, before shooting a web-blast in her direction. The femme blocked it with one of her legs. Her optics widened a little in surprise.

"Ooh, a human that's like me?" she asked with intrigue. "Why don't we see what you can do?" she added ominously.

12:36 AM

Arcee grunted as she struggled to get out of the webbing that bound her to the mountain side. As she did, her scream of agony brought back one more memory…

She couldn't believe it. The femme had witnessed as her partner, the Bot whose back she was supposed to have, got taken offline by this sadistic Decepticon right before her optics. Her lip trembled as the shock of the sight rocked her entire being. It barely registered to her as the same Con started to come close to her. The spider-femme's long leg came close to her face.

The door exploded, getting Airachnid's attention. She growled in frustration before transforming into her 'spider-mode' and scurried away.

Coming in from the blown up door were Bumblebee and Cliffjumper. The former shot the Decepticon troops down while the latter went up to Arcee and helped her get down and the cuffs off. Both mechs put her arms over their shoulders and helped her get out while she stayed in shock about what she had seen earlier.

"I couldn't save him! I couldn't save my partner!" she screamed as she and the two mechs left.

Arcee closed her eyes as the memory passed, and she stopped struggling. Opening them again, she lamented.

"Jack, I'm sorry. I never should've looked back. I should've...kept driving!" she said as an epiphany came to her. The femme pushed herself forward, little by little since the webbing was still holding her back. When she got far enough, she transformed into her bike form and revved her engine as she pushed on as she struggled to get out.

12:41 AM

"You didn't happen to see another human go through here, did you?" asked Airachnid as she moved
towards the wall-crawler.

"Can't say I have!" shouted Spider-Man as he swung down to between some trees. Shooting a web at two of her spider-legs, the masked teen then gave a hard tug, resulting in the spider-femme losing her balance and almost falling face down.

"Nice try, Small One," said the spider-femme as she quickly transformed back to her bipedal mode. Then she grabbed his web-lines and gave a pull of her and made him swing over her helm. She almost made him slam on the ground, but fortunately he let go of the lines in time to jump into a tree top. "Now try some of mine!" she said as she shot a large chunk of webbing in his direction. Using his spider-sense, the teen managed to dodge it, though just barely due to its size and speed.

"So what's your deal anyway?" asked the wall-crawler. "Why're you hunting humans? Is it open season on us or something?" Before he could say anymore, he had to jump to another tree when Airachnid web-lined the one he was on and tugged it out of the ground, causing it to make a loud creaking sound as it did. Once he was situated, he continued, "I mean seriously, what did we ever do to you?"

"Oh, it's nothing personal," she said like it was no big deal. "Hunting indigenous species is merely a hobby for me."

"Wouldn't it have been easier to collect stamps or something?"

The spider-femme looked confused for a moment, but then just shrugged it off.

"It's much more fun the way I do it," she simply said before advancing his way. He swung down and leaped over her, then shot a couple of lines at her feet before landing and pulling. While her main legs were thicker and sturdier than her spider-ones, the pull was still strong enough to make her fall face first. Before she could get up, the masked teen swung up and shot a couple of web-blasts at her hands to keep her down, and then landed in front of her.

"Gotcha!" he yelled, gloating a bit.

"I must say, that was a good try," she praised slightly before ripping her hands from the webbing with ease. "But my webbing's a lot stronger!" she shouted as she blasted the substance from her wrists at him. Once again he jumped out the way, only for her to reach out and grab him in time, her hand encasing most of his body with the exception of his head, shoulders and feet. Changing back to her spider-like form, she brought him close to her face. "So, Spider-Man, is it?"

"Yeah, so?" he sassed.

"Where is that other human? He's not that hard to spot, and I'm sure you've seen him, so tell me where he is."

"I'll answer that if you tell me one thing," he said while trying to free himself.

"And what might that be?"

"Has anyone ever told you that you look like Maleficent from Sleeping Beauty, only less dragon-y?"

The perplexed expression on her face gave the wall-crawler the opportunity to finally squeeze his arm free and shoot webbing at her optics. This caused the spider-femme to accidentally let him go, allowing him the opportunity to escape for the time being. As the Con got the webbing out off of her face, the teen got to the tree with his clothes and took a moment to catch his breath and think.
I think I need a new strategy…'

1:14 AM

While still in her bike mode, Arcee kept pushing the webbing, using the force of her wheels and motor to free herself. This continued pressure at last made parts of the substance sticking her to the mountainside relent and break off. As such, her front lifted the webbing and allowed her to get out from under it and drive off into the woods, hopefully in time to save Jack from Airachnid.

1:23 AM

Having changed back into his clothes and concealed his mask and gloves, Jack got down from the tree and ran, hoping that the Con wouldn't notice him. Alas, he had no such luck.

"Ah, Jack!" shouted the black-armored femme. "There you are!" Then she restarted her pursuit of the teen, making hisses as she did.

The sixteen-year-old made his way over a hill and came across the crevice in the ground that he had encountered earlier. Glancing quickly to see that Airachnid wasn't behind him, he leaped over it and kept running just as the spider-femme came over the hill. Seeing the big gap in the ground herself, she jumped over it before resuming the chase.

The boy kept running until he stopped and hid behind a tree to catch his breath. Deciding to check his options, he pulled out his multi-function knife and various parts of it, only to find that they couldn't help him.

"Oh, who am I kidding!" he exasperated, before he started running again.

"You're making this too easy Jack!" called out Airachnid. "And I do not enjoy being bored! Perhaps once I'm done with you, I'll find that Spider-Man, as he proved to be a better challenge!" Making her way around some trees, the Con-femme saw her ship, as well as the teen running near it.

"Huh!" she said with a bit of surprise and contained glee before hissing with excitement. She moved in towards the ship before stopping and putting her hand to her chin.

"Now where did you scamper off to?" she wondered aloud. Not finding anything, she decided to check out her vessel's main entrance, not noticing that Jack was right behind one of its outer extensions. The teen let out a sigh as she left, and quietly started making his way out of the area.

Airachnid scurried across the top of her ship before jumping in front of the entrance and changing to her bipedal form. Noticing that the door was open, she assumed that her prey had gone inside.

"If you wanted a tour, Jack, all you had to do was ask," she said as she walked inside. "Did you spot the empty space? It's where you and Spider-Man will soon hang your heads."

While the femme was inside the space craft, Jack moved along the outside of it trying to think of a way to resolve the situation. As he did, he heard his foot step in some kind of liquid, then looked down to see a sky blue liquid of sorts. Turning his gaze up to see that it was coming from the ship, he instantly figured out what it was.

"Energon," he whispered. Then a smile found its way onto his face as he got another idea. Seeing a nearby stick, Jack pulled out his pocket knife and a flint and rubbed them together to try and ignite the piece of wood. The action created a couple sparks, but also some noise that attracted Airachnid's
"Jack?" he heard her call. Redoubling his efforts before she could come out, the teenager finally got a spark to land on the stick. Picking it up, he blew on it and made the flame spread before tossing it up to a leaking point. Then he made a break for it just as Airachnid saw him. Rather than try and chase him again, she took notice of the spreading flame in the energon puddle before realizing what he had done. "JACK!" she shouted.

The boy got far enough away before the spacecraft exploded, sending a shockwave in his direction. It knocked him both against the ground as well as breathless. He got up to see the vessel in both flames and ruins before giving a sigh of relief.

Jack started back into the forest and hoped to find Arcee. Then his spider-sense went off, but he was a little too tired from the night's events to notice before his foot got trapped in a familiar substance. Looking up, he saw a flame-covered Airachnid crouching in a tree top. Then she shot another batch of webbing that stuck him to the trunk of a tree. He was powerless to get away as she got down and moved in close, hissing as she did so.

"That…was a big mistake!" she growled. The Con femme moved her claws close to his face just as the sound of a motorcycle revving came from over the hill. The two looked to see that it was Arcee in her bike form coming towards them.

The Autobot quickly transformed before slamming her fist into the side of the spider-femme's head, knocking the Con a dozen feet away from Jack. Not letting up for a moment, the blue femme ran up to her opponent and gave a roundhouse kick to the torso as she got up. While Airachnid did try to block the attacks, Arcee proved to be in too good of shape, and landed several punches right before landing a kick that made the spider-femme fly through the air and break down several trees. The dust trail that resulted left as quickly as it came, showing that the Con was finally knocked out. Then Arcee turned her attention back to her charge.

"Jack!" she breathed as she went over to him, crouched down and pulled the webbing off of him. "Are you ok?"

"Yeah, of course," he said between breaths. "Survival kit," he teased as he pulled out his pocket knife. 'And a little help from a certain web-slinger,' he thought.

She smiled at his humor, and then the two of them turned when they heard the sound of loud whirring.

Several feet away, Airachnid had used her spider-legs to turn herself into a drill, and began burrowing into the earth. Arcee ran and shot her blasters at the Con to try and stop her, but by the time she got to the recently dug hole, it was too late. She was gone.

"AIRACHNID!" screamed the blue femme with frustration. Jack came up beside her as she let out a sigh. "So much for closure," she remarked.

"Well, Airachnid's stuck here on Earth," pointed out the teen with concern. "I'm not sure that's such a good thing."

"I'm...sorry you had to face my demons today," she said a little awkwardly to him. "You were pretty fearless there, Jack."

"Actually, I was terrified," he admitted, looking away for second before turning back to her, "Mostly for you."
Arcee smiled before putting her finger to the side of her head, "Ratchet, requesting ground bridge." This time she got through as the morning came up behind them. Jack noticed a mosquito buzzing in the air before swatting it. The femme noticed this before adding, "Need to get my partner away from any oversized insects."

"Partner, huh?" he grinned at her change of attitude.

"*Junior* partner," she corrected. "I can still pull rank."

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6:23 AM

When the two got back to base, the two debriefed Optimus and Steve on everything that had occurred, with Jack omitting the part where he had fought as Spider-Man. During their interrogation, Jack learned about Arcee's first encounter with Airachnid, including the death of her former partner Tailgate. When they were done, the Prime said it was ok for them to leave.

The super soldier helped the sixteen-year-old come up with a convincing cover story, as his mother would want to know why her son had not come home the previous night. The one they came up with was that Jack had spent the night over at Steve's place because he was out a little too late.

Before the teen and his Autobot guardian could leave, however, he motioned her over to the other side of the room.

"What's up Jack?" she asked a little perplexed.

"Listen, I'm sorry that Airachnid got away, and what she did to Tailgate."

"Jack," she said as she put her hand to his side, "you have nothing to be sorry for. You couldn't have prevented her escape, and what happened to Tailgate was a long time ago."

"That's not all I wanted to say."

"Ok, what is it?"

"You remember when I said that Vince and I used to be friends?"

"Yeah? You said that the reason you guys weren't now was a touchy subject for you. What about it?"

"Well, the reason for that is because it has to do with my dad's death."

The femme widened her optics in surprise. "Jack, if you don't want to talk about, you-" she started before he held up his hand for her to stop.

"No, Arcee. I need to say it. You see, it happened eight years ago…"

"That was too long!" whined the nine-year-old Vince Brock as he and the eight-year-old Jack Darby stepped out of the elementary school entrance. Classes were over for the day, and now the two boys had to wait for their respective parents to come pick them up.

"I hear you Vinnie," agreed Jack.

"Jack, just call me Vince. Makes me sound more mature," he said a little too smugly.
"Yeah, whatever," dismissed the dark-haired boy with a chuckle. "So what're you planning to do?"

"Mom said she was gonna pick me up and run by the bank before heading home. What about you?"

"My mom said she had to work two shifts at the hospital, so I'm expecting Dad to come and get me."

"You know, Jack, I've always wondered. What's it like having a cop for dad? Mine's a lawyer, and I don't get to see him much."

"Well, mine sometimes lets me come with him on patrol, but that's only when he thinks it's safe. Otherwise, he takes me home right away."

"Jack!" called out a voice. The boys looked to see a silver Cavalier with a man, Jack's father Benjamin Darby, waving out of it as it pulled up. The man was dressed in a navy dress suit and a burgundy button-down shirt. He had grey-blue eyes and jet-black hair like his son, and was clean-shaven with a friendly smile. "Come on Jack!"

"Gotta go Vinnie, see you later," said the eight-year-old to his friend, who nodded as the boy got in his dad's car.

"See you later Jack!" yelled the orange-haired boy as he saw the car leave.

About an hour later, Jack grew bored and was staring out the window as his dad drove around the town. The boy was no stranger to having his father take him along on some of his runs, and it was usually quiet. But, being a kid, he could only take so much boredom.

"Dad, can we go home yet?" asked the impatient boy as he looked away from the side window.

"Don't worry Jack," said Benjamin Darby. "As soon as we do one last sweep, we'll be heading home and have a nice meal with your mom."

"Can we watch a Clint Eastwood movie too?" the boy asked a little enthusiastically. He had been introduced to the actor's movies about a month previously, and already he was eager to see one.

"Maybe, if you do your homework first, and even then only if it's ok with your mom."

"Ok!" nodded Jack.

No sooner did he say that than the radio went off.

"All units, please be advised that there's a bank robbery in progress over on Lee Street and Ditko Boulevard," said a woman on the dispatch. Benjamin looked around to see that he and his son were only a block away from it. Checking to see that there were no other officers around, he gave his boy an apologetic glance.

"Sorry Jack, guess dinner will have to wait," said the older Darby. "Duty calls."

"I know dad," said the boy sympathetically.

Picking up the receiver, Benjamin said into it, "Dispatch, this is inspector Darby. I am about a block away from the scene and heading in. May need back up."

"Copy that, Inspector Darby," said the woman as she cut off.

Approaching the bank, the inspector saw several cars parked at the entrance. Pulling up and getting
his gun out, Benjamin looked at his son.

"Now Jack, I want you to stay here, ok?"

"Don't worry Dad, I know the drill." There had been a few times when his father had to take care of a crime while driving him home, though that was a rare occurrence. It usually didn't take Benjamin long to take care of whatever was going on, so Jack wasn't too concerned.

The inspector nodded and exited the car before locking it. And the eight-year-old just sat there, waiting for his father to return. He watched as his dad disappeared behind the cars and the side of the building.

After what seemed like half-an hour, the boy heard the sounds of shots firing from the outside. Looking up, he saw his dad coming out of the entrance with a woman and a boy. He recognized them as Vince and his mom, Mrs. Brock. Benjamin called out for Jack to open the doors, and the boy immediately reached over to do so.

As soon as he opened it and they got close, however, the sound of a gun being fired twice was heard, followed instantly by the site of Benjamin and Mrs. Brock falling to the ground, their heads having gaping, bleeding holes in them.

"DAD!" screamed Jack.

"MOM!" cried Vince.

The two boys stared in shock and horror at the sight of their each of their respective parents' bodies on the ground, red puddles growing around the faces of the grownups. Tears had already begun to flow from their eyes, and as they each went to their dead parent's corpse, a shadow fell upon them.

Looking up, the two saw a tall, well-built man standing over them. They couldn't see his face because he wore a black ski mask and a pair of goggles, but his appearance at that moment was nonetheless unsettling. Reaching his gloved hands into his pockets, the man pulled out two handguns, aiming each one at either boy.

"Nothing personal," he said in a deep voice as he prepared to fire at either child. Jack and Vince dared not blink due to their fear.

The man would have shot them, had it not been for the sounds of sirens in the distance. Knowing they were coming in close, he put his firearms back in their pocket holders before whistling for his other cohorts to come to him. A group of five men in similar attire carrying AK-47s and full bags of cash ran out of the building. They and the man got into a dark green van, and their tires screeched as they sped off into the distance.

The boys just stayed there, unable to process the world around them as they looked down at the bodies that just a couple moments ago had each been their parent.

"After that, the police came and we were taken home. Mom and I were all each other had after that, and I took a phrase Dad would sometimes say to heart; 'With great power comes great responsibility.' It's a bit silly-sounding to some people, but it's still the truth."

"Jack…" mustered Arcee as she heard him finished his tale. 'For a child to witness something like that…' she thought. "…I'm sorry."
He grinned appreciatively and said, "Like you said, you have nothing to be sorry about." His expression turned serious, "Though for Vince, things weren't so good. He and his dad took it a lot harder, and from what I hear, Mr. Brock started having one too many trips with the bottle. Nobody could prove it, but rumor has it that Vince has been on the receiving end of his dad's drunk fits. And after what happened, Vince decided to stop being friends with me."

"Why?" asked the blue femme.

"Not really sure to be honest. I've always suspect that maybe he somehow blames his misery on me. He usually says that I owe him, and I think he's referring to the incident back then."

"But…from the sound of it, you were just as much a victim of that event as he was."

Jack shrugged a little, "Not everyone can see past their own problems, Arcee. And it's usually easier to blame someone else. Since the guy who did it got away, I guess I was the next best thing."

Narrowing his eyes, the sixteen-year-old thought aloud, "No one ever did find out who he was though."

Arcee pulled the teenager up to her neck and held him close, with him wrapping his arms around her. It was the closest the two could get to a hug given their size difference and all. The two of them didn't speak for a few moments, and then the femme put him back on the ground.

"Just out of curiosity, Jack, why tell me this?"

He shrugged a little, "You told me about what happened to Tailgate, so it seemed right to tell you about my dad."

The blue Autobot smiled warmly at him before transforming into her bike mode.

"Come on Partner, let's get you home," she said. Jack got onto her, and the two of them left the base.

Chapter End Notes

A/N: Well, that was chapter 10! Hope everybody liked it. Though, to be honest, I'm not entirely satisfied with it, but not sure what I could do better either.

I understand that some of you were expecting Jack and Airachnid to instantly click in this and whatnot, but with all due respect to you guys, that's just silly. All relationships I put in this will be gradual or have some newly introduced characters already be in relationships. But don't worry, we'll see the spider-femme again real soon.

Next up is Crisscross, one that I'VE been waiting to do. "Why?" you may ask, because shit hits the fan in that one (pardon my French). To find out how, you'll have to wait and see.

As always, please leave reviews if you want me to continue this story, and if you have any suggestions, PM them to me. Plus, I'd like reviews with constructive criticisms.
1:21 AM

Once again, a forest in the Colorado Rockies found itself visited in the night by strangers. Only this time, they were a group of masked men and women wearing dark green padded suits; M.E.C.H. agents. They all carried high-tech, laser-guided rifles, with the said lasers pointing in different directions as they moved about through the trees. The only member of their group that wasn't wearing a mask, but still wearing a pair of night-vision goggles, was their leader; a man who went by the name of Silas. Along with them was Black Cat as backup in case things got out of hand.

They were there because their scanners and equipment had caught wind of Decepticon radio chatter, and had given them the location of a supposedly injured Con. Seeing an opportunity to capture a Cybertronian life form for study, the M.E.C.H. leader ordered a unit to accompany him to the task. Black Cat came with them as their super human insurance in case the situation turned bad.

During the last week, they had managed to capture the Decepticon known as Breakdown and tried to dissect him alive. However, the Autobots interfered, and that allowed the Con thug to escape after losing an optic. Black Cat had not participated in that because she was too busy trying to find out the identity of Spider-Man, but with no success. Now, they had another chance, and they were not going to waste it.

"Suppression fire only. We take this one alive," ordered the scarred man as they moved forward.

Suddenly, large but swift movement was heard behind them. As they turned around to see what it was, one of the women in their group shot out when she saw it, only to miss. A male M.E.C.H. agent shot as well when he saw their target, but could only hit a tree. The thing that was stalking them just jumped from tree to tree with them firing and missing until it jumped over into what appeared to be a ravine.

Not seeing anything at first, Silas said, "Tight formation!" Then he gestured for everyone to go in before sliding down on the rock. Once down, they all moved forward, noticing that large pieces of what appeared to be webbing adorned the rocky "walls."

"Do you think it's possible that he's here?" Black Cat asked Silas. She was referring to Spider-Man, whom M.E.C.H. had not encountered in almost two weeks.

"I doubt that, as he seems to stick to Jasper," replied the M.E.C.H. leader. "This is something else." His equipment told him that their target was close, and he suspected that the Cybertronian they were after was responsible for all the webbing. Then the signal seemed to vanish, causing the group to immediately halt their movement.

Without warning, the M.E.C.H. agents were each yanked up by a web-line, with only Silas and Black Cat left on the ground. The father and daughter duo looked up to see that their comrades were stuck to what seemed to be a giant web, struggling to get down.

"Are you sure we're not dealing with the Spider?" the girl asked again.

"I believe this is a different kind of arachnid," answered the scarred man. "Something much bigger."
Their conversation was interrupted by the sound of an unnerving hiss, like one given by a predator to its prey. They looked around, but found nothing. When the two returned their gaze to the webbed agents, they suddenly heard rocks move, and turned back to see a black-armored femme with spider-like legs protruding out of her back readying to snatch them in her clawed hands. Silas took a shot, but the femme just dodged before grabbing him and breaking his gun in the process.

She tossed him to the ravine wall and webbed him there. Black Cat performed a zigzag jump between the walls and leaped onto the spider-femme's back, clawing at her armor and the base of her legs. Unfortunately for the platinum blonde, the Con shook her off before taking hold of her, tossing her, and sticking her right next to her father.

"A different kind of spider indeed," said the black-armored Decepticon in her usual seductive tone as she moved close to the duo. "The name's Airachnid by the way, and don't tell me that M.E.C.H. never suspected that an open-channel distress signal from an injured Decepticon might be a trap?"

"I'll bear that in mind next time," Silas growled. This made the femme chuckle.

"Next time?" she asked incredulously at his presumption about making it out of this encounter alive. "Decepticon radio chatter's all a buzz about the work you gave poor Breakdown. As an ex-Con myself," she said before giving a glare at the two, "I really should eviscerate you for that!"

Father and daughter alike did not show any sign of being intimidated before she continued.

"But, an old acquaintance of mine and her nasty little human destroyed my ship and skinned my knee. I mean to pay them both back in kind; them and the one who calls himself Spider-Man."

This made Silas and Cat exchange brief glances of surprise, which did not go unnoticed by Airachnid.

"Ah, so you know him," said the femme with intrigue. When they didn't respond, she continued, "You see, I may get in and out of places most Decepticons can't, but I'm still learning to navigate this planet."

"What's in it for M.E.C.H.?!" demanded Silas, seeing where she was going already.

"Yeah, what do we get for helping you, bitch?!" interjected Black Cat rudely.

"I'll let you live," spider-femme added threateningly. "And since you came to collect a… Transformer, was it? I'll through in whatever's left of Arcee. After, I've broken her," she said with a sinister grin.

10:34 PM

"Thanks for walking me home Jack," said Arcee in her bike form as her charge rolled her up to the Darby home. "You're a real gentleman."

"I don't what you revved up before bedtime," chuckled Jack as he went over to get the garage door open. His mom's car was parked outside, so that meant she was home and most likely in bed.

It had been over a week since Airachnid's arrival on Earth, and the two had not seen any sign of her. They had other things to deal with; Jack with his duties as Spider-Man, his job at the K.O. Burger, and his school work, and Arcee with her regular run-ins with the Decepticons. So far, the teen had managed to keep his double-life a secret, but he was starting to think that maybe it was getting close to time to letting his partner in on it now that she had accepted him as such. However, after managing
to hide it for a few weeks, he still had reservations about doing it, and he just didn't quite know how
to say it.

Lifting the door up, he said, "Mom's a light sleeper, and I don't think that she'd understand about--"

"Understand what, Jack?!" demanded June, surprising Jack by appearing inside the garage with her
arms crossed and an angry look on her face. "You breaking curfew for the third time this month?"

"Mom!" he managed to say as he backed a little with fear for what she might say next.

"Or why your boss called about you missing another shift at work?" she added as she started
towards him. "Or maybe the emails I've received from your teachers who're concerned that you've
been falling asleep in class!"

"Uh-well...they don't exactly make learning fun, Mom," he tried to explain and joke a little. June
was not amused.

"Tell me the rumors aren't true Jack," she demanded with concern. "Tell me you're not racing that
motorcycle."

"No-no, I told Vince no when he wanted me to! And besides, where did you hear that anyway?"

"Small town, people talk," she explained. "I work in an emergency room, Jack. I've seen what can
happen. So please tell me you haven't fallen in with a bad crowd?"

"What?! No-no-no-no, my friends are the good crowd-seriously good!" he tried to plead in his
defense. He wasn't wrong, as the Autobots were a decent as they come. His mother still didn't look
persuaded.

"I let you have that bike because you and Steve convinced me that you were mature enough to
handle it. But now, I think you may need a gentle reminder."

"Message received, Mom. Loud and clear," he said, hoping that was the end of it as he brought
Arcee in. "I'm--I'm glad we had this talk." Then June put her hands on her hips before continuing.

"I'm meant let's see if two weeks without the distraction of your motorcycle will do the trick," she
said before walking back into the house.

"But-!" started Jack before being interrupted again.

"No buts!" June ordered. "You're grounded from everything but school and work. And, if you want
to take a bike to either," she pointed towards the regular bike that he had all but abandoned, "you'll
peddle."

The sixteen-year-old stared at the non-powered vehicle in worry as the reality of this new situation
dawned upon him. Then his mother got in front of him with a determined look.

"Serious face, Jack!" she said, referring to her expression. "If I see that motorcycle out of the
garage..." she didn't end the sentence, as she could tell her son got the point. Then she kissed his
forehead and softened her face. "Now, go wash up and get some sleep. I love you." After that, June
finally went back into the house as the sixteen-year-old thought about how he was going to manage
everything. When they heard the door close, Arcee finally spoke.

"I'll miss you while you're grounded," teased the femme as they went in.
"Uh, don't worry Arcee, I'll visit you here every day," reassured Jack.

"Uh, Jack? I won't be here," corrected the Autobot. "Sitting on my fat tires for two weeks is not an option."

"No-no-no, you saw Mom's serious face," he stated. "Look, Arcee, I feel badly enough that I've had to lie to her all this time," *As well as you about my nightly activities,* "but if you're not here, she's gonna think that I'm blowing her off!"

"Deep breaths Jack," comforted the blue femme. "Your mom works late nights. I'll try to be back in the garage before she gets home, *but,* no promises."

The boy's expression showed that her statement did little to calm his feelings of anxiety over the situation.

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**12:26 AM**

Spider-Man jumped from rooftop to rooftop that night as he went out on patrol. A lot was on his mind then; how he was going to tell Arcee about his secret identity, and how he could calm things down with his mom.

On the subject of the former, one of his biggest concerns was how his partner would react. She would no doubt be upset with him, but the question was how much. At best, she might forgive him and keep their friendship intact. At worst, she'd request he be partners with someone else and leave her the Hell alone. He prayed it was the best case scenario.

When it came to his mother, he tried to consider his options on that. On the one hand, he didn't like having to lie to her, so perhaps he could reveal the secret of the Autobots to her. Though there was no guarantee that Arcee and the Bots would cooperate with him on that. If that was the case, then without proof, his mom would either call him a liar or think he was crazy. Neither was an acceptable outcome.

As the web-slinger was contemplating all of this, he found himself interrupted by his spider-sense suddenly telling him to duck. He did so, dodging a charging punch to his head, and then twisted and grabbed the assailant's arm before tossing her into a wall. The attacker, as it turned out, was Black Cat, who almost immediately redoubled and got back on her feet.

"You know, I've been wondering how you've been doing that," she said as she got into a stance.

"Doing what?" asked the masked teen as he and the girl began circling each other like predators preparing for the attack.

"I mean how you seem to dodge and counter me so easily. Like you know what's coming," she stated before leaping at him with her claws ready. He proved her right by moving out of the way ever-so-slighting. "Like that!" she shouted as she turned back to him.

"I have my ways," he said dismissively. "And besides, you jumping where I can see you is a pretty obvious indicator that I should move."

"True," she admitted, "but still, a girl's gotta know." Black Cat then tried to kick him down with a sweeping kick, only for the wall-crawler to jump back a distance.

"I might if you told me how it is you can punch holes in walls!" he countered as he got back on his feet. "However, I'm not taking bets on that happening any time soon." Then he shot a web-line at her
midsection before using it to yank her towards him.

"Whoa!" she yelled. When she got close enough he grabbed her around the waist and spun her briefly in a circle before tossing Cat flying across two rooftops. On the second, she landed on her hands and feet, using her claws to dig into the tile as she skidded to a halt. When she got up, Black Cat saw the wall-crawler jump and start swinging between the taller buildings.

"Oh no you don't!" she stated as she began running and leaping towards him. Just as Spider-Man swung high enough between two buildings, the girl from M.E.C.H. pounced as she collided with him. His spider-sense did go off, but he just didn't react fast enough to avoid it. The impact resulted in the two of them crashing through a window into a dark office.

"You know, I'm starting to think maybe M.E.C.H.'s not the only reason you're after me," quipped the web-slinger as he tried to get back on his feet. Black Cat struggled a bit as well. Apparently, the two of them hitting each other and the crash through the window took more out of them than either initially thought it would. "Agh..." he groaned as he propped himself against a cabinet.

"What makes you say that?" asked the girl as she got up and sat on the desk.

"Why is it that M.E.C.H. only sends you after me?" he demanded, "Why not a whole squad of agents?"

"What's the matter, Spider? Don't you enjoy a little one-on-one with this pussy?" she teased, making him widen his eyes under his mask.

"Say wha-!" he started before she jumped him again, this time pinning him against the wall with her arms and legs. She smiled seductively, her face staying within a few inches of his.

"You boys, say anything even remotely related to a girl's parts and you automatically lose focus. But if you must know, Silas likes to send me in for some of the more...delicate tasks."

"You call what we've been doing delicate?!" he said astonished as he tried to get free.

"Eh, stuff happens," she dismissed. "And besides," she added, you intrigue me. If you're a good boy and play ball, I can make it the best thing that ever happened to you. With more benefits than you could ever hope to dream of." As she said that last part, she rubbed the front of her body against his, almost in a dry-humping motion. This made the sixteen-year-old blush furiously under his mask. However, he knew he had to end this quick before things got out of hand.

"Well, I got to say, that's a very tempting offer. But like I said last time, I have a rule against dating girls who associate with terrorists." Before she could respond, Spider-Man head-butted her. While that action did get her off of him, it also resulted in the two getting a massive headache. "Ok, that wasn't such a good idea," he groaned to himself.

"You think?" Black Cat snapped. "Still," she continued calmly, "I do like a guy who'll play rough."

As the wall-crawler was about to open his mouth to respond, he stopped when the two of them heard loud footsteps coming from outside the door to the office. Taking a quick glance to the window, they both ran for it, with Cat jumping out before he did. The web-slinger got out just in time before the door opened, narrowly avoiding getting caught. Shouts and curses were heard from inside, but those faded as the two went their separate ways for the night.

11:43 AM
It was lunch time at school, and Jack was still reeling in from the previous night's fight. He was sore all over, and his head was still aching from the butting it with Black Cat's. This left him wondering how as he walked through what seemed like a sea of occupied tables as he searched for a place to sit.

After he had gotten his powers, the sixteen-year-old noticed that he seemed to heal a lot quicker than he used to. So when he got bruises from his nightly crime-fighting, he found himself feeling better the next morning. Now, however, his bodily pain was taking its sweet time to go away. Since Black Cat seemed to be a lot stronger than his usual opponents, the boy guessed that it made sense that he would still be feeling it the following day. That didn't make it any less uncomfortable though.

Suddenly, he felt like his head was about to explode. There was a tingling sensation as well, but the throbbing was so intense that he couldn't tell if it was his Spider-Sense or his headache. His eyes winced, causing him to not watch where he was going. This proved problematic when Jack immediately found himself on the floor with Sierra after the two roughly bumped into each other.

Both teens rubbed their heads as the bystanders gave Jack a condescending look, laughed at the two, or just plain ignored them. The feeling not relenting, Jack scrambled to get to his feet, as well as pick up his scattered food, all the while muttering "I'm sorry" over and over.

"No-no!" said Sierra as she gathered her things as well. "I'm the one who should apologize. I wasn't watching where I was going." Then she glanced over to see Jack clutching at the back of his cranium in pain as he stood up. "Are you ok?"

"I'm fine. Feel like my skull's on fire, but I'm fine," he replied. "You?" he asked.

"Yeah, I'm good. Sorry I hit you so hard."

"No-no, it wasn't just you, I'm a little sore from a fight I got into last night-!" Jack gasped and put his hand over his mouth, internally chastising himself for letting that fact slip.

"You were in a fight?" the redhead asked with concern, and with a slight hint of amusement, "With whom?"

"Uh…I'd…rather not talk about it," he said, dodging the question.

"Was it Vince? I know you guys don't get along, but I didn't think it was that bad," she said, remembering when Jack said no to Vince's race dare.

"No-no, it wasn't Vince," he quickly corrected. "It was…just some nut."

"A nut eh?" Sierra replied with interest. "How bad a nut are we talking?"

"Uh…someone very strong and…very unpredictable," Jack answered without giving away much. The redhead whistled, "Sounds dangerous."

"Oh you have no idea! But right now, I'd like to not think about that and focus on my lunch."

"Of course, see you around," said Sierra as she walked away towards the table her friends were at. As she did, a thought occurred to her, 'Spider and I had a go last night, and now Jack Darby shows up with a headache and saying he was in a fight as well? I wonder if maybe that's a coincidence…'

4:16 PM

After school had ended for the day, Jack used his bicycle to get to the K.O. Burger. His headache
having all but left him, he spent about an hour there handing out the orders, with not many of the customers paying at the window. His boss had not been kind about it either, mostly blaming Jack for when the money did not come in. When an hour had gone by, the sixteen-year-old was finally free to go. As he mounted his bike however, he heard the ringtone on his phone go off and flipped it open.

"Hey Mom," he answered tiredly into it.

"Jack, I hope you're not planning to eat take out tonight," she replied over the phone, "I took my break early so I could cook my grounded son a wholesome dinner."

"O-Organic tofu!" he said, barely suppressing his alarm at the realization that she was coming home early. "Awesome... 'Not!" he thought as he rolled his eyes. "Hey uh... car beats ten speed. I'll uh... I'll be home soon! Love you bye!" he stated quickly before hanging up. Dialing again, he fretted while saying, "Come on-pick up-pick up-pick up!" Finally getting an answer, he continued, "Arcee! You wouldn't be in the garage right now, would you?"

"Negative Jack," replied the femme quickly, and the teen could hear the sounds of blasters shooting in the background, confirming that she was engaging some Cons at the moment. He was peddling down the road when she asked, "Can we talk about this later?"

"No! Mom's on her way home! I-If you don't race back there right now, I will be grounded for life! A-And Mom will make me sell you for parts!"

After a moment, he heard her say, "Bee, can you handle it?" This relieved him a little, so he hung up and, using his extra strength, peddled as fast as he could back home.

As he got further down the road, however, a thought occurred to him; Steve might be able to help! So, pulling out his phone again, he dialed up the super-soldier's number before putting it to his ear. He had to wait through what seemed like a minute of ringing, growing frustrated as he did.

"Come on Steve! Pick up the phone damn it!" he cursed. Then it clicked, finally giving him an answer.

"Hello?" replied the WWII vet.

"Steve! Oh thank God, can you help me real quick?" asked the teen hastily.

"Jack? What's going on?"

"Listen Steve, I don't have a lot of time, but Mom grounded me from using Arcee to get anywhere, so she ordered me to leave her in the garage. Mom's on her way home now, but so is Arcee! And if she's not there before Mom is, it'll be hard to explain why without making things worse than they already are!"

"And I take it you want me to distract her?"

"Yes! Can you?!"

"I'm on the other side of town, Jack, and I don't know if I could get there in time. I'll try, but the best I could do is probably calling her and keep her busy."

"Great, thanks! I'll meet you later-bye!" With that, the sixteen-year-old hung up again and sped up on home, hoping to get there in time.
Lungs and legs sore from his peddling, Jack was finally approaching home. The boy saw that his mother's car was parked in the driveway, and hoped that Arcee had gotten home in time, or that at least Steve had talked and stalled the Darby matriarch just long enough for the femme to make it. Alas, just a few seconds after his bike touched the concrete, his fears were realized.

"JACK!" his mother roared from inside the house.

"Oh no!" he thought to himself as he saw her come out through the front door.

"Jack, I can't believe you disobeyed me!" barked June. "Where is the motorcycle?!" she demanded as she put her hands on her hips.

Fortunately, as she did that, the teen saw a green light from within the closed garage. He smiled, knowing what it meant.

"Uh…what do you mean?" he asked, playing dumb as he reached inside June's car and pulled out the remote for the door. "She's right where I left her," he continued as he pressed the button, making the garage door lift and reveal to his mother that the blue motorcycle was indeed parked in the garage.

At first, June took on a surprised expression, but then rolled her eyes and gave a doubtful look at her son as she crossed her arms.

"Did you get one of your crew to sneak it in?" she accused, "Or did you just 'walk it up' again?"

Jack's first thoughts were to make something up or point out some absurdity about what she was saying. But, once he realized that he had nothing, the teen sighed in defeat.

"Ok, Mom," he started, "do you really want to know?" He noticed the blue bike quietly move towards him a little, but then returned his gaze to the serious and expectant expression of his mother. "Fasten your seatbelt," he muttered as he got off his non-sentient bicycle. "My motorcycle is a sentient robotic organism from a distant planet," Jack said quickly before adding, "Part of a team stationed here on Earth fighting a secret war…and I spend most of my time after school hanging with her crew." 'Plus, I spend my nights dressed up in a red and blue outfit fighting crime and can do whatever a spider can, but I can't reveal that just yet.' The teen walked his non-powered bike in past his mother and stood in front of Arcee, ready to continue.

"Jack-!" started June before her son interrupted her.

"A-And the coolest thing, this," he pointed towards the motorbike, "isn't even her actual form. She's really a giant robot who can transform into a vehicle!"

"Enough, Jack!" demanded June, not buying one bit of it. One could tell that she was thinking that her son was either lying or had lost what sanity he had left.

"It's okay Arcee," said the boy as he crossed his arms and glanced at the motorcycle. "Show yourself." When nothing happened, mother and son just stood there for a minute, the former with her hands on her hips, and the latter still crossed and waiting. "She's just shy. Arcee? Really, no more hiding! No more lies!" he stated quickly, trying to get the bike to do something.

June's expression softened a little when she saw him getting serious towards the seemingly inanimate vehicle.
"Oh come on! Roll out already!" he demanded as his foot lightly collided with the femme's alternate form.

"So, um..." started June, getting his attention, "the bad crowd you've been hanging out with is a... science-fiction club?"

Jack's only response was to look at the motorbike and remain silent.

"Look, I'll go in and cook dinner, and then I have to head back out to work. But we will continue this when I get home. Understood?"

"Yes, Ma'am," muttered Jack.

"Good," said the nurse as she went back inside the house. Once she was gone, the teen let his grievances be known to his non-current means of transportation.

"Thanks for the support, partner!"

"Don't blame me," she replied. "Remember-!"

"I know!" stated the sixteen-year-old as he held up his hands, "I know, I know. You don't exist." Then he walked towards the door before she called out to him again.

"And try not to kick so hard, okay? I may be stronger and more durable than a human, but that doesn't mean I couldn't feel your little love tap a minute ago."

"Oh-sorry!" he replied hastily before going into the house. 'I forgot about that. I guess if I could hurt Airachnid a little, then I could do the same to Arcee.'

8:47 PM

"Your ship's black box sustained serious damage in the explosion," summarized Silas to the spider-femme as the two of them, Black Cat, and the M.E.C.H. agents watched a video showing Jack hiding from the Con. They paused it and zoomed in on the teen's face. "But our software was able to reconstruct a few frames from the security feed."

"That's him," confirmed the femme, clutching her hand into a fist, "my Jack."

Silas noticed his daughter getting a little wide-eyed at the teen's picture before asking, "Is there something wrong?"

"No, it's just that he and I go to the same school."

"Really?" asked Airachnid, "And what can you tell us about him?"

"His name's Jack Darby. He's sixteen, rides around on a blue motorbike with pink highlights, works at that God-awful K.O. Burger place, his mom's a nurse, and his dad died a few years ago from what I've heard. Don't know much else about him though, aside from the fact that he seems to have a crush on me."

Silas narrowed his eyes with disapproval at his daughter, earning a sheepish shrug from her. The spider-femme just chuckled to herself at the scene between them, and in her thought processor, she knew that Daddy's little girl wouldn't have to concern herself with the boy once she was done with him.
Although, while they were working together for the moment, Airachnid did realize that she would eventually find herself opposing these humans. They were using her as much as she was using them, and once either party had outlived their usefulness to the other, blood or energon would need to be spilled. There was an air of mistrust already, but there was something about Silas that the femme just did not like. A difference between them that she knew from the moment she laid her optics upon him; this human only killed out of necessity when the situation called for it, whereas she would kill because she wanted to.

"That aside," spoke the M.E.C.H. leader, diverting the subject back to what he wanted, "what's important is that we find where Jack is. You said that his mother is a nurse?"

"Yeah," said Black Cat, "so?"

"So, we need to locate her. Since you said that Jack goes to the same school that means he must live in the Jasper, Nevada area, as does his mother. With that in mind, we need to figure out which hospital she works at."

"But why go after his mom?" the platinum blonde asked, not understanding where her father was going. "I just told you where he works, so why not grab him there?"

"Too public," her father replied quickly. "Besides, if we have his mother in our possession, then he'll come to us freely."

"And with him, Arcee," added Airachnid, giving a cruel smile.

Silas then typed into the computer, having it run a scan for Jack's face on the internet. It wasn't less than a minute before it got a hit.

"Ah, the mother lode," he remarked with a grin.

"Government database?" asked the spider-femme.

"Facebook," corrected Black Cat flatly.

Ignoring them, Silas continued, "Everything worth knowing about Jack Darby is right here. Most of it's what you mentioned," he said glancing at his daughter, "but we also have his mother's name; June Darby."

11:21 PM

The Darby matriarch walked past the Emergency Hospital sign, and into the parking lot. After getting within a few feet of her car, she lamented to herself out loud as she began pulling out her keys.

"Oh, Benjamin," she said, looking upwards while remembering her husband, "what am I going to do? Am I being too hard on Jack?" As she pulled the car door open, she resolved herself, "But...he lied to me, and the only way he's going to learn is if I stick to-!" She never finished that sentence, as something abruptly caught her attention.

A dark green van that could also be mistaken for black suddenly pulled up beside her car. A surprised June turned around to see it, and gasped as it opened to reveal what was inside. Two men, dressed from head to toe in dark green combat outfits and masks with goggles, and one aiming a bizarre looking automatic rifle at her.
"Sorry lady," said the man closest to the door. "But we're gonna need you to come along with us."

"What he said!" stated the man with the gun hastily.

Before she could scream or call for help, the man fired a blast of electricity from his weapon, and the Darby matriarch's world turned black.

11:43 PM

Back at the Darby house, Jack found himself coming home for the second time that day. The reason he had to be out again was that his boss called saying that the teen had some overtime to catch up on. With great reluctance, the sixteen-year-old had ridden on his peddling bike out there and did his time out at that pathetic excuse of a restaurant. He was all too happy when they let him go for the evening.

Now that he was home, he could get ready to do his usual rounds of crime-fighting that evening, as well as further contemplate the situation with his mother. That...and the problem of how to break it to Arcee about his nightly activities. As he rode up to the closed door of his garage, the dark-haired teen contemplated aloud.

"What am I gonna do? First mom's mad at me about Arcee, then I tell her the truth and get made to look like an even bigger liar, and now...now...now I don't know where to go from here." He sighed and got off the bike, parking it as he did, and then bent down to pull up the garage door, finding it empty on the inside. 'Arcee must not be back from base yet,' he concluded in his thoughts.

Glancing around outside, he noticed a brown paper package with his name on it lying at the foot of the front door.

"Huh, wonder who that's from..." he said before going and picking it up. Once he took his bike inside and closed the garage door, Jack wasted no time in opening it. He let the contents of it slide out, revealing a black and green communicator with an orange screen. Before he could ponder who it was from, a voice came out from it, one that he was unwantedly familiar with.


"Silas!" gasped the teen.

"Ah, so you know me," replied the man nonchalantly through the communicator. "I assume you learned that from your Autobot friends? Where is Arcee by the way?"

"Not here at the moment," said the teen through gritted teeth, "just you and me."

"I see."

"But one thing I'd like to know is how the Hell did you find out where I live?!" demanded the teenager half-angrily and half-worriedly.

"Oh Jack, Jack, you see, M.E.C.H. knows things about your family that even you don't know. For instance, do you know where your mother is?"

The teen went wide-eyed as panic began to flow through him.

"What did you-?"

"Understand, Jack, we have no intention of hurting her. In fact, we'd like to reunite the two of you as soon as possible. All I need for you to do is contact Arcee, and have the both of you meet us at the
GPS coordinates programmed into this communicator. They'll lead you to the temporary facility I've set up. And don't get any ideas about contacting the other Autobots, or else…well; I wouldn't want to be responsible for what happens to your mother."

"You are a bastard, you know that?" muttered Jack.

"I prefer the term realist. I'll give you half an hour to do what you need to, and then I'll contact you again. And Jack?" said the M.E.C.H. leader, making a pause for dramatic effect. "Don't make us wait."

Before the sixteen-year-old could say anymore, the communicator clicked off. He tossed it onto the table before slamming his fist onto the wall in anger.

"Damn it!" he cursed through gritted teeth. "How the Hell did this happen? I knew M.E.C.H. could cause some serious damage, but I never thought that it would hit me this close to home…" Taking a deep breath, the teen thought it out, "Okay, Silas has Mom and knows where I live. He wants Arcee, and he's obviously using me to lure her into a trap of some kind. If I don't show up with Arcee, then Mom dies, but if I do show up with her, then we'll all probably die." Groaning with frustration, he asked himself, "What am I gonna do?"

He turned around before leaning back against the wall. Looking around, hoping to find some inspiration, he noticed a spider moving about a web in the top corner of the lit garage. That's when his muse returned.

"Maybe Jack Darby can't do anything, but I'm willing to be Spider-Man can!"

With that in mind, the sixteen-year-old ran into the living room and closed the windows before tossing his clothes aside to don his suit. It didn't take long, only about five or so minutes, and with enough commotion that he didn't hear the sound of a car pulling up or the door opening. As he finished and went to get the communicator from the garage, he found himself face-to-masked-face with someone he wasn't expecting; his mother's boyfriend.

"Well, well," said Steve calmly with a hint of amusement, "I didn't expect to catch you in the act so soon."

"Uh…I don't know what you're talking about sir," lied the costumed teen, trying and failing to disguise his voice. "I was just passing by when I thought I heard a disturbance inside and went in to see what was wrong."

"You know Jack, if you're going to try and convince people it's not you, you'll have to think of better stuff than that," said the super soldier, crossing his arms and surprising the teen, though not enough to stop him from trying to convince the man that he was mistaken.

"Um…Jack? Who's Jack?" 'Weak!' he inwardly chastised himself.

"Son, just don't," stated Steve as he held up his hand. "I've known about it since Vegas."

Recognizing that the jig was up, the teenager just pulled his mask off.

"How?" was all he asked.

"Think about it Jack; you get bitten by a strange spider, and then the next day you're fine. Then you and Miko follow me on a mission where everyone is held up in a casino by a cheetah woman and her goons, only for them to be taken down by a masked man with spider-like powers when you suddenly disappear. And not long after that, a guy called Spider-Man starts going out night after
night putting crooks in jail. Afterwards, when M.E.C.H. shows their ugly faces for the first time, Ratchet sends you to help save the train, but they're met with by Spider-Man instead. See what I'm getting at here?"

"Yeah…" muttered Jack as he sagged his head. Then he thought of something and asked, "But then why didn't you say anything before?"

"It was your choice, and I figured you would tell everyone when you were ready."

"Well…I was working towards telling Arcee. Wait a minute!" he said as a realization dawned upon him. "Why are you here at this time of night?"

"I tried to catch your mom at the hospital and help mend things between you and her, but only found her car and was told that she left. So I came here in the hopes that you might know something."

"Unfortunately, yes," said the teen as his worries returned. "Silas has Mom!"

"What? How do you know?!" the super soldier asked/demanded. Jack motioned the man to follow him into the garage, where the teen pointed towards the opened package and the M.E.C.H. communicator.

"Because he told me," was all Jack said as Steve went over to examine the device. Giving an even more serious look, the super soldier turned towards his girlfriend's son.

"Jack, what did he say exactly?"

Without hesitation, the sixteen-year-old answered him hastily, "He said that he's got Mom held up somewhere, and that the coordinates to that place on that communicator."

"Anything else?"

"Yeah, he wants both me and Arcee to head there in a few minutes, or else Mom is done for! But I know that if I do that, he'll probably have us killed anyway, and M.E.C.H. will have a Cybertronian specimen at their disposal!" said the teen frustrated.

"Alright, Jack, calm down," said the super soldier a bit soothingly. When the young man did, he continued, "Okay, so I'm guessing that after he was done talking, you decided to get ready and go there as your other self?"

"Pretty much," shrugged the teen, before getting frantic again, "but I need to go now if I'll have any chance of saving Mom!" He rushed towards the door, but Steve just grabbed him by the arm and stopped him.

"Jack, I'm not just going to let you go there and fight a bunch of trained killers-!" he started before being interrupted.

"I'll be fine! I've handled them before, and plus, I have two advantages; one, they won't be expecting Spider-Man, and two, my spider-sense should help a great deal."

"Spider-what?" asked the WWII veteran, not understanding him.

"Oh, that's right, you don't know," realized the teen. He then proceeded to quickly tell his mother's boyfriend about his abilities before getting ready to rush out again, only to be held back once more.

"What I was going to say before is that I'm not going to let you go out there alone."
"You're coming with me?"

"Like you said, they won't be expecting either of us. But before we go, there's something you need to do…"

12:09 AM

On the lit streets of Jasper, Nevada road a navy blue corvette carrying two passengers; one was Captain America and the other Spider-Man. The latter was in his regular suit while the former wore a stealth version of his usual outfit; navy blue and utilitarian-looking with Kevlar embedded into the arms, legs, chest and back, black combat boots, dark brown fingerless gloves, and a cowl similar to his regular one protecting his head. Between the two of them was the communicator that the latter had received earlier, and they turned and drove down the road as they moved closer and closer to the coordinates it had.

"Nervous?" asked Cap, glancing and noticing that the web-themed teen was a little fidgety.

"More like scared out of my mind," the masked hero corrected, "If anything happens to Mom because of my connection to all this, I…"

"Jack, we are going to save her, do not doubt that," said the super soldier determinedly. "If all goes according to plan, we'll have her out of there soon."

"And if things don't go according to plan?"

"Then we'll just have to cross that bridge when we come to it. In the meantime, don't focus on 'what ifs' and concentrate on doing your part."

"I'll certainly try Cap. I've already had one parent taken from me by a bastard, and I don't intend to lose another that way!"

"Neither do I, Jack, but we have to keep our heads in the game if we're going to make that happen."

"Right, just gotta focus…" the teen muttered as they finally approached their destination.

It turned out to be a seemingly disused factory of all places. Parking outside the opening, Cap and the web-slinger got out of the car and snuck past the opening gate. The super soldier had his shield on his back while the wall-crawler fought back a finger itchy to shoot webs at anything that moved.

Once inside, the WWII vet motioned for the web-head to head to one of the building tops, but not before handing him an earpiece to wear under his mask. Nodding and taking it, the teen shot a web-line before swinging up and landing almost quietly. He began moving ever so lightly across it until he reached a darkened edge. From there, he peered across the site and spotted something stirring in the shadows near the entrance of another building. But before he could move in to take a closer look, Cap chose that moment to speak.

"You got eyes on anything Spider-Man?" whispered the super soldier over the comm.

"Yeah," replied the masked teen quietly, "thought I spotted some movement near one of those other buildings. Heading over to check."

"Be careful," cautioned Cap, "we don't know how M.E.C.H.'s set up the place, so keep an eye out. I'll check for stragglers down here."
"Copy that," said the web-head before making another swing. He landed and quietly crawled down
to the wall before getting a better look. What he observed were a couple of M.E.C.H. agents walking
towards the entrance carrying high-tech rifles of sorts. The entrance itself had some light coming out
of it, though he could have sworn he saw a spidery shadow of sorts pass through it. He didn't like the
thought it made his mind entertain.

'Was that…?' he thought before shaking his head, 'No, it couldn't be…could it?'

Before he could contemplate further, his spider-sense went off, and he turned to see a red light of a
dot land on him. He jumped quickly before hearing the sound of a gun going off. Landing on one of
the smoke chimneys, Spider-Man hastily looked around to see where his would be attacker was
before spotting the figure of man on the railing reloading his rifle. The masked teen would've swung
down to quickly dispose of him, but something else beat him to it. A flying disc of sorts knocked the
man down from where he was before flying away. He figured it must've been Cap's shield, and
decided to go check out the building from earlier.

Getting there quickly and moving across the top, he found what appeared to be a skylight window
that seemed to be slightly lit. Once he was right in front of it, he knelt down and peaked inside. What
he saw both amazed and shocked him. Not only were Silas and Black Cat in there with several
M.E.C.H. agents armed with their firearms, but also his mother knocked out and stuck to the wall via
gigantic webbing!

'There's only one besides me that makes webbing!' he realized.

And sure enough, the long, multi-legged form of Airachnid moved into view. Unluckily, not only
could he see her, but she also saw him when she turned in his direction! He backed away swiftly,
hoping the Con femme wouldn't investigate. Boy was he wrong! Not two seconds after he moved
away, and one of Airachnid's legs burst through the window. By the time he got off the roof, the
femme had already fully emerged, tearing the window larger than it already was, and began after
him.

"You again?" asked the Spider-Con with intrigue. "Maybe this time you'll stick around a little
longer!" she stated as she shot a line of webbing at him, which he dodged in time before it hit the
construction area.

"Don't tell me you teamed up with M.E.C.H. just to hang out with little old me!" quipped the web-
head as he slung down from the ledge of a building in construction.

"Oh I was going to get to you eventually, don't doubt that!" the femme called out. "I just needed
them to help me get some payback at an old acquaintance, though they tell me you've given them
some trouble as well!" she added as leaped in his direction and moved her spidery legs as fast as she
could.

Moving away, he replied, "I…may have stopped them from stealing a DYNGUS and crashing a
train…as well as worked with a superfast guy and beat them." 'Come on Steve! We're making a lot of
noise out here! Say something!' he thought to himself, wondering what the super soldier was up to.

"I heard about that," she interjected excitedly, "and I had no idea that humans could be infused
energon. I thought they'd be like any other organic species that comes into contact with our
lifeblood!"

"And what might that be?" questioned the web-slinger as he swung around and landed a good kick
to the back of her head. This annoyed the Decepticon a little, but she brushed it aside and spotted
him on the side of one of the buildings.
"Fried!" stated Airachnid as she shot her blasters at him. He only barely managed to dodge them in time by webbing to another construction area.

"Not this spider! Not as original recipe or extra crispy!" he stated as he immediately swung for dear life. He wasn't sure how much longer he could keep this up.

"What is it with you and jokes?!" barked the femme as she continued shooting at him.

"How else am I supposed to deal with stress?" he asked as he landed and slid underneath her, webbing her front legs in the process. The wall-crawler was about to give them a good tug and pull her out from under her feet when he suddenly felt his spider-sense go off. Unfortunately, he was too late to act when out of nowhere he felt a fist collide with the side of his head, which not only made him let go of the webs holding Airachnid, but also sent him flying through a wall. When he landed on the other side, he found himself groaning, as well as it taking about a minute to get himself to stand again.

"I'm ok!" he told himself, "Nothing broken…except maybe my skull…and four of my ribs…"

Before he could say anything more, he looked around and finally got the answer to why he hadn't heard Cap while outside. The WWII veteran was engaging in a fist fight between himself and Silas, along with the latter being aided by at least seven more M.E.C.H. agents. One agent behind the super soldier was backhanded by his shield while Silas was simultaneously given a right cross blow across the chin. Another agent received a stomp on the foot followed by a sharp kick to the gut, launching him back. When that guy hit the wall, he drew the web-head's attention to someone not too far from him; the wide awake and frightened June Darby webbed to the wall.

'Mom!' he mentally shouted. But before he could move even an inch towards her, he found himself knocked back onto the ground by a small, yet amazingly strong foot. When he tried to get up again, the foot pinned him down on his upper back.

"W-Who-?" he started to ask before a familiar voice interrupted him.

"Sorry Spider," said Black Cat as she put her hands on her hips and slightly dug her heel into him. "As much as I would've liked to have seen you take down Decepti-bitch out there, Silas wanted me to help her beat you as well."

"You say sorry, and yet you're digging a hole in me?!” he retorted through the pain.

"What can I say? A girl's got to know how to keep her man in line. Though if you want to," she started as she got her leg off him, grabbed his arm, and slammed him face first into the wall before pinning him there with her front on his back, "I could hold you down like this."

"Maybe, but what I'd like to know is just how the hell are you so strong?"

"Perhaps if you tell me how you found us, I might."

"…touché," was all he could say.

He then pushed himself of the wall before grabbing her hand holding his arm, and then spinning real quickly to toss her into the upper corner of the building. Unfortunately, she rebounded and jumped before landing gracefully on her feet, and began towards him right afterwards. In the time she did that, Spider-Man ran up to the tied up and scared June and was about to free her when his spider-sense went off. Sadly, he was already getting tired from the night's events, and as a result didn't move in time to avoid getting caught by Airachnid's webbing. The Con herself was on the ceiling, having entered the same way she came in.
The Decepticon femme then used her web to yank him up like a yo-yo and grabbed him with her hand, making him her prisoner. Immediately after, she did the same thing to Cap, catching the super soldier by surprise and making him lose his shield. Grinning sadistically at the two of them, she immediately crawled down and placed them on either side of the Darby matriarch before webbing them a bit more so as to make them stick.

Silas, Black Cat and the other M.E.C.H. agents gathered around the scene, with the scarred leader of the group putting his arms behind his back and speaking.

"Commendable effort gentlemen, but in all honesty, did you two really believe that you could take us all on by yourselves?"

"Actually, yeah…" said the wall-crawler, his head sagging with disappointment at how things turned out.

Before anyone could say anything further, the sounds of a motorcycle revving, a large truck honking, and tires screeching could be heard heading their way. This caught the scarred man off guard, and the WWII veteran just smiled knowingly.

"But on the off-chance that we might've been wrong!" stated Cap as he and the web-slinger struggled to get out of their confinement.

Not two seconds after he said that, a familiar and driverless blue motorcycle screeched in through the entrance before transforming into Arcee, who promptly changed her hands into blasters aimed at the villainous group. Right behind her came a striped yellow Urbana 500, a green and black truck-like SUV, and a red and blue big rig truck, each of whom transformed into Bumblebee, Bulkhead, and Optimus respectively. And soon all four Autobots had their blasters aimed at the human terrorists and the Decepticon femme.

"Lower your weapons!" commanded the Prime.

"You heard him! Put 'em down!" added Bulkhead, with Bumblebee whirring in agreement.

The M.E.C.H. agents placed their firearms on the ground and held their hands up, as did Silas and Black Cat. Airachnid just stood still, sneering at Arcee, who looked down at the two guys and woman held against the wall by webbing.

"The robots, they're real?!!" exasperated June in shock. She gazed at the blue femme and realized, "Y-You're Jack's motorcycle!"

"The name's Arcee," the blue Bot said quickly. "I didn't reveal myself before because we're basically supposed to be in hiding. Speaking of Jack, where is he?" she asked Cap. "He left us note saying he went with you."

"It's a long story," said the super soldier as he struggled to get free.

"One that I'm sure we'd all love to hear," stated Silas calmly before snapping his fingers.

Before anyone could say anything, masked men and women from behind some crates came out and pointed some their unusual rifles at the Bots. Then, without warning, they shot large, electrified bolas at each Autobot, wrapping around and incapacitating them and knocking them to the ground. The agents then picked up their guns and moved on either side of the Bots' heads, pointing the weapons at them. Airachnid added to that by actually spider-walking on top of their backs.

"Didn't see that coming did you?" teased the Decepticon while Silas stepped towards the disgruntled
Arcee. He just smiled before speaking.

"When the spider-bot told us about her encounter with you and Jack, she also happened to mention her coming into conflict with this individual," he pointed towards Spider-Man, who glared under his mask.

"Y-You…?" questioned the blue femme weakly. "H-How…?"

"A valid question," stated the white-haired man with a sinister grin.

"I'd still like to know how the spider found us," said Black Cat, before looking up and Airachnid and stating, "The *other* spider."

"I have a hunch," answered Silas before walking up to the web head. The teen just glared at the man from underneath his mask before the scarred terrorist leader placed his hand on the back of the young man's head. The grip was a very strong one, and the web-slinger hoped that it didn't mean what he thought it did. The scarred man spoke aloud in a deep, controlling voice. "It seems interesting that you should happen to appear when young Mr. Darby inexplicably disappears, and then vice versa. And when we sent our little invitation to him, who should show up but you instead? And with Captain America as well," he added glancing briefly at the silent WWII veteran. His grip tightened before asking, "There something you're not telling us Jack?"

With that, he pulled the mask off, revealing the face of an angry Jack Darby. June, Arcee and Bulkhead gasped in shock, Bumblebee whirred in surprise, and Optimus just stared wide-eyed. Airachnid and Black Cat on the other hand just cooed in interest.

"Jack…?" said June, still coming to grips with the new revelation.

The Spider-Con looked down at the other femme and chuckled darkly before leaning down to her.

"I take it you didn't know?" the Decepticon asked quietly.

The blue Autobot was silent as she looked away.

"Some partner you've chosen," giggled Airachnid as she rose back up.

Arcee glanced disappointedly at her charge, who returned her gaze with an apologetic look.

"I must say," added Silas to the dark-haired teen, "this is quite an interesting turn of events. Though like I said, it wasn't that hard to figure out. When Airachnid told us of her battle with you and Arcee, I suspected right away who you were. So as we sent our little invitation to your home, I already knew you might try and take us on to save your mother. And while having the Autobots come to our doorstep is an added bonus, I find it particularly enjoyable that you brought Captain America with you as well."

"And why's that?" asked Cap sternly. The scarred man answered him by pulling out his handgun and pointing at him before continuing.

"Because a certain grandfather of mine would be very pleased to see you in the afterlife. You might have met him while he was alive; a man by the name of Johann Schmidt."

Upon mentioning that name, the WWII veteran's eyes widened in shock.

"So you *do* remember him." Turning to June, Jack and the Bots, he added, "The rest of you might know him as the Red Skull. A man transformed by the very same serum that gave the good Captain
here his strength, and who lead the forces of HYDRA in the Second World War."

"Oh my…" started Jack.

"And now, I intend to finish the job he couldn't," the M.E.C.H. leader stated as he cocked his firearm, readying to shoot the super soldier square in the face, "killing you."

Before he could pull the trigger however, a certain raven-haired teen managed to finally slip out of his bindings and jumped into the air. Within a split second, he quickly shot a line of webbing and yanked the gun out of the white-haired man's hand. When landed he jumped again and, just like with the gun, he webbed a crate, and this time spun around in the air before slamming it against Airachnid, hitting her outside the building.

The crate shattered, and some of the M.E.C.H. agents near the Bots were knocked down as well, allowing the teen hero to run up to Optimus and try to pull the electric bola off the Prime. It was a struggle, and he even felt himself get slightly electrocuted, but he managed to relieve the Autobot leader of it. Moving away from him, Jack went to get his mom and Cap out of their confinements while Prime assisted his fellow Cybertronians. As he approached his mother, however, Jack was intercepted and tackled by Black Cat.

"Sorry Jack, but I'm afraid I can't let you guys go just yet," replied the girl as she tried to pin him down. The teen managed to flip and throw her off, but she quickly grabbed his leg and tossed him into the rafters up above. He soon found himself trying to balance on the metallic beam before his opponent did a zigzag jump to his position.

"So what's your deal, huh? What're you doing with M.E.C.H. anyway?" he asked.

"Let's just say it's a matter of family," the platinum blonde answered before leaping at him. He dodged her just in time, and as she caught herself and swung acrobatically back onto the rafter, he replied.

"What? They're holding yours against you like Wally's?"

"Nope!" she stated as she took a stance. "They are my family!" Then she lunged at him again. Jack then fell forward before shooting a web-line at the ceiling and swinging up behind her. His momentum caused his feet to collide with her backside and make her fall to the ground. Only she managed to somehow gracefully land on her feet.

"Some family!" he quipped before jumping down right behind her. As she turned to face him, his fist collided with the side of her face, resulting not only being knocked to the side, but also her goggles and her wig. She covered her face and rubbed it when she was facing away from him, but he still saw enough of her orange-red hair to recognize who she was. "It can't be…"

"Oh, but it is," she corrected him as she picked up her wig and goggles from the floor. Jack just stood there in stunned stupor as she put them back on and faced him.

"S-Sierra…?" he finally managed to say.

"Yep!" she confirmed before walking towards him. The fake platinum blonde then pushed him against the wall and pinned him there. "You know, I really should have been able to figure out that it was you to be brutally honest. After all, our little spat last night with the two of us literally butting heads, and then you show up at school today complaining about a headache and mentioning being in a fight. I suspected it might be you, but wasn't entirely sure. And by the way, what I said before, about M.E.C.H. being my family, I was really referring to Silas. He is my dad after all, and I'm pretty
The teen widened his eyes at her declaration before hardening his features and exclaiming, "I'll remember that next time!"

Jack then hit her head with his again and managed to break free of her grasp. While this did cause him pain, it wasn't as bad because he didn't hit as hard as before. He didn't waste time in searching for his mother. The young Darby returned to where he had left her, and found both his mom and Cap were gone. Looking around, he didn't see them or the Bots anywhere, though he did spot his mask on the ground. With a quick shot of webbing he yanked it up and put it back on right as he swung out of the building with another line.

When he arrived outside, he found that the Bots were engaged in chasing after Airachnid. Glancing around a little, he found Cap trying to protect his mother from a group of M.E.C.H. agents ganging up on them, though Silas was nowhere to be seen. Deciding to help the super soldier, the web-slinger zipped over and landed a flying kick to a couple of them at the back of their heads. Ending up at the top of the small structure, Spider-Man turned and shot some lines at the agents before pulling at all of them and tossing them to the other side. Cap finished off the others as the web-head jumped down to make sure his mother was alright as she leaned against the structure.

"Mom, are you alright?!

"Just…a little…shaken…" she said slowly. "Jack…how…?"

"How am I Spider-Man?" he finished for her.

She nodded.

"Well, you remember that spider that bit me about a couple months ago?" Again, she nodded, as well as widened her eyes in realization at what he meant. "Yeah…it bit me, and the next morning I find I can suddenly do whatever a spider can. I don't know how or why, I just can, and before you ask, I don't know if it's permanent or not, but it seems to be."

He would have said more if not for his spider-sense going off and him turning in time to see another M.E.C.H. agent up on top of another crate, aiming his rifle at them. Before either the agent or June knew it, the wall-crawler shot a web-line and yanked the man down; punching him in the face once he got within a foot of the teen and then tossing him to the ground. Turning back to his mother, he noticed that she was amazed at his sudden display; even after all she'd seen tonight.

"Yeah…I can do that now," he said sheepishly, rubbing the back of his head.

"NOOOO!" screeched Arcee from not too far away.

Cap, Spider-Man and June all turned to see Arcee standing over a recently dug hole with clenched fists, one that was not too different from the one she had seen Airachnid make in the forest to escape. On either side of her were the other three Bots struggling and succeeding to move out of webbed trappings. Carrying his mother, the wall-crawler made a line and quickly swung over to the scene, Cap not far behind them on foot. Once all three humans were there, they stared down the hole for a moment before looking back up at the four Cybertronians.

"Is she gone?" June asked.

"For now," answered Optimus, who then addressed Arcee, "I doubt we have seen the last of her, so there is still a chance." Looking at everyone, he continued, "In the meantime, we must all regroup back at base."
"Agreed," stated Cap before adding, "I'll call Fowler once we get there and see if he can take care of things here."

The Prime nodded before saying, "Ratchet, ready the ground bridge." A couple moments later, the greenish vortex appeared before them. As it did, Optimus called out, "Autobots roll out!"

With that, the four Cybertronians and three humans made their way through it and found themselves in the familiar base of operations; though it wasn't that for June, as she was there for the first time. She couldn't believe how huge the place was, and marveled at the occupants as well.

"Well, Mom," said Jack, pulling off his mask and getting her attention, "this is my Science Fiction club." He introduced them all by name to her, though when he got to Arcee, she was looking at him with crossed arms and an angry expression. Glancing away quickly, he noticed Cap talking to Fowler via video chat, but paid it no mind. Looking back at his mother, he saw that she was a little bit shaky and asked, "Mom, are you okay?"

"Yeah it's just…this has been one crazy night and…everything that I've seen and heard is a lot to take in."

"Believe me, I know how you feel."

"By the way, you said that you became Spider-Man about a couple months ago when that spider bit you?" she asked. He nodded and she continued, "Just…why didn't you say anything about it?"

"I'd like to know that myself!" stated Arcee, still giving Jack an angry look, though not as bad as before.

"Perhaps it would be best if you explained it to us Jack," added Optimus calmly.

"Well…" started the teen, rubbing the back of his head with uncertainty as to what to say, "…I'm honestly not entirely sure. I guess I just felt that for the time being…this was something I had to handle on my own. And besides, even if I did, would you have believed me?"

"No…" June sighed, remembering her encounter with him earlier in their garage, "…I guess not."

"Gotta admit," added Bulkhead, "I wouldn't have been so quick to believe it either."

Bumblebee whirred and nodded in agreement with him.

"You still should've told us!" snapped Arcee, drawing everyone's eye and optic towards her. Before she could say anything else, Prime intervened.

"It might be best if we all turned in for the night. Tomorrow would be best for discussing things."

"Agreed Optimus," said Cap as he walked towards the group. Looking at the Darby's, he then stated, "Unfortunately, you two are going to have to stay here for the time being."

"What?" asked Jack, surprised.

"Why can't we go home?" added June.

"M.E.C.H. knows where you live, so it's not a safe place for you to go anymore," answered the super soldier understandingly. Turning to Jack he said, "I asked Fowler to have a few S.H.I.E.L.D. agents to your house to have your things moved here."

"Has Agent Fowler recovered anything belonging to M.E.C.H. or captured any of their operatives?"
"Nope, according to Bill, they've left without a trace," replied the WWII veteran.

"By the way Jack," said June, "how did you get Captain America to help you with this?"

"Actually June, Jack wasn't the only one keeping secrets from you," responded Cap as he reached for his cowl.

"Wait, how do you know…?" she didn't finish the question; the reason being that, when she saw the face of the captain, her mind went into an overload. "S-Steve…?" the nurse finally managed to stutter out before doing one last thing for the night; fainting.

"Mom!" called out Jack as he caught her as she fell. The blonde-haired man rushed over to her as well to see if she was okay.

"Is she alright?" asked Ratchet. Even though he was a medic primarily for the Autobots, he was still a doctor.

Jack checked her over real quick and sighed before replying, "She's fine, just fainted." Glancing up at Steve, he gave a slight chuckle and said, "Guess that was just too much for her in one night."

"Can't say I blame her," agreed the super soldier.

"In the meantime," interrupted the CMO, getting their attention, "it's like Optimus said, you should all get some rest, chop-chop!"

"But we're going to sleep?" asked Jack.

"Don't worry Jack, there're some rooms here," reassured Steve as he lifted June's arm over his shoulder before carrying her bridal style. "That's how I took up residence here when S.H.I.E.L.D. sent me. I can show them to you if you'd like."

"Before you do," interjected Arcee before the teen could say anything, "Jack and I need to talk." Glancing at everyone she added, "Alone!"

Then she stepped into the hallway with the teen following her. He already knew that she wasn't happy with him, and he didn't dare to guess what she was going to say to him. As they went past the fifth door on either side, the femme stopped and turned to face him. Her face was neutral, and her arms still crossed.

"Arcee, I-"

"Jack, why?" she interrupted with a calm yet commanding air.

"Huh?" the teen asked, not really understanding.

"Why?" she repeated.

"Why what?"

"Why did you think it was a bad idea to share with us about your newfound abilities when you got them a couple months ago?"

"But I said-"
"That's what you said, but is that really the reason? That you felt you couldn't trust us to help you? That it was something you just had to handle all by yourself?"

Jack just sunk his head and looked away.

"I see. Then you got onto me about not accepting you as a partner, and when I do, it turns out you've been risking your life to play hero at night."

"Wait, how'd you know I-?"

"Jack, I may be focused on fighting Cons most of the time, but that doesn't mean I don't hear things. Miko talks about your antics and plays the news just about all the time."

"Arcee, it's not like that!" he stated as he shook his head.

"Really?" she asked in a disbelieving tone, "How?"

"You remember that phrase I mentioned my dad always saying? 'With great power comes great responsibility'? Well, I have power now, and a responsibility to help people with it."

"Jack, responsibility is more than just using your powers for good." Arcee maintained that dangerous calm. "What about your responsibility to us? To your mom? Is it responsible to put yourself in danger so that we might lose you?"

"But, you take-!"

"Take that risk all the time? Yes, I do, but I have an obligation to do that. It's my duty to fight for the Autobots and against the Decepticons, and it's one that I can't back down from whenever I choose. What you're doing, it is. And you may think you're making a difference, but you have to remember that you're not invincible. What if you someday come across an opponent that you that can't beat? And if it kills you, what then? What do you think will happen to your mom? To all of us?"

"I…I…" Jack sulked, realizing that, as much as he didn't like it, she had a point and he couldn't counter it. His mother would be destroyed in more ways than one if something were to happen to him. And his friends wouldn't be far behind.

"I'll let you think on it," she said as she walked past him towards her quarters. She stopped and glanced back at him and said, "And if you want to be partners, then you'll have to earn my trust again."

Chapter End Notes

A/N: Jack and Arcee aren't partners now? And what will happen now that the Bots know Jack's little secret? Will these things all be resolved in the next chapter? WHO KNOWS?! Me of course.

Well that's chapter for you people, and BOY did it take a while to make. I do apologize for that, but I had a number of things going on in my life, ranging from getting out of school for the summer to working on my job career. But, I've finally gotten this done, and I can't wait to do the next one.

Up next is Sick Mind.
As always, read and review, and PM me with any questions or suggestions you might have. Take care everybody!
Head In The Right Place

Chapter Notes

A/N: For this, I'm skipping "Sick Mind".

See the end of the chapter for more notes.

10:45 AM

At the Autobot Base, the residents were reeling in from a lot of events that had happened in the last couple of days. One of which was the revealing of Jack Darby as Spider-Man, and the Bots and humans were reacting to it in different ways. Arcee felt betrayed about it and was pretty much ignoring him every chance she could. Optimus had been mostly silent, but there were faint hints of disappointment in his quiet demeanor. Bulkhead seemed upset by the revelation as well, and kept giving the teen suspicious glances whenever he walked by. Bumblebee appeared to be the most shocked by it, but let the others know that he found it kind of cool that Jack had powers, making the sixteen-year-old's spirits lift a little. Ratchet, well, he was mostly just baffled by it, with him and June examining the boy's abilities the day after the events.

And speaking of June, before she and the CMO inspected him, she laid into him good how she was angry that not only had he kept a secret as big as this from her, but also that he was risking his life night after night fighting crime. Her words had been akin to what Arcee had said to him, but she was much more emotional about it. Shouts could be heard to anyone passing by the room they were in, but eventually things quieted down a little. The Darby matriarch tried to make her son promise her that he would stop his activities, but he seemed very conflicted by it, and decided to let him think on it. Though not without promising to keep her eye on him from now on.

Raf and Miko, after being told by the others, had the same reactions as Bumblebee did, but Miko's was mixed a little with jealousy. Adding to her envy was the fact that, for the time being, Jack and his mother got to stay at the base. However, she wasn't bitter about it, and understood their situation.

And all that was just two days ago.

Yesterday, the Bots had another eventful time with not only chancing upon the location of the Decepticon war ship, but also a distress beacon from a downed Autobot ship. Optimus and Ratchet went to investigate, only to find that only had the ship been there for some time, but also that the Autobots inside were dead from a virus; a virus that sadly infected Optimus not long after being touched by diseased energon. The CMO ordered a bridge back and managed to get the Prime to sick bay, but unfortunately the illness proved to work fast. Cybonic Plague is what the medic called it, and explained that it was a biological weapon created by the Decepticons during the War on Cybertron. And the group's sick leader weakly confirmed that there was no known cure for it.

However, after some discussion and input from Jack and June, they realized that there was a likelihood that Megatron would've created a cure in case he himself got infected with the disease. But with the leader of the Decepticons dead it didn't seem likely they would get the answer from him. Despite that, they had a lock on the Con warship, and it was decided that Arcee & Bumblebee should venture there to find information on the remedy they needed.

Using the ground bridge, but to Autobots sneek on board & while initially they didn't have any
success in finding what they were looking for in the Con database, they came across a most shocking site. Megatron was still alive, albeit, unconscious and hooked up to life-support, but still alive nonetheless. Arcee was ready to kill the downed Decepticon warlord once and for all, but Ratchet convinced her not to because the cure might be somewhere in Megatron's mind.

Ratchet then quickly told them of a Decepticon experimental procedure called the cortical psychic patch. While the doctor had never performed the procedure himself, he had read up on all the theoretical literature, and knew that with it they could enter Megatron's brain and find the medicine they sought.

Arcee was hesitant about the whole thing, but Bumblebee volunteered to be the one to search the warlord's mind. After setting him up, the scout perilled into the mind of the Autobots' worst enemy, and not long afterwards came face-to-face with Con leader's main consciousness. While he was there, everyone at the base saw everything he did, & could see what made the monster he was. After some careful wording, Bumblebee tricked Megatron into showing him the cure. Then Arcee immediately pulled him out.

After that Ratchet used the ground bridge to bring both Bots back to base, but not before the femme made a shot at Megatron's life support because they had gotten caught by Starscream.

When they got back to base, a couple things happened. The first was that Ratchet immediately got to work on making Optimus' cure and healed the Prime. The second was that Jack felt his spider-sense go off around Bumblebee. Initially he thought it might just be some temporary effect from the scout having been in Megatron's mind, but as time passed into the next day, the sense wouldn't stop going off around the yellow Bot, even when he wasn't doing anything particularly suspicious.

And now, Jack was worried. As he sat down on his bed in the room the Bots had given him for the time being, he contemplated aloud.

"Okay Jack, think. The last time the sense went off in the base was when the fake Wheeljack came in. And now it's going off around Bee, yet nothing about him screams why. The only thing that makes any sense is his time in Megatron's head…but I'm no scientist, so I don't fully know how that works. The only one here who does have a clue is Ratchet, but…how exactly do I explain it to him?"

Thinking further about it, he realized that it would probably lead to mentioning his being quiet during the Wheeljack/Scraplet incident, which he knew would put him in even more hot water than he already was with not only Arcee, but Bulkhead as well. Bumblebee was out of the question given the situation, so that just left Optimus and Ratchet. The Prime would be the most likely to hear him out, and the medic was an "if" at the most.

Then he wondered if he could tell his human friends. His mom was a no-go because that'd probably add fuel to the fire of her being mad at him. Raf and Miko would most likely tell their respective guardians. So that just left Steve. The super soldier had already known his secret and had given him the benefit of the doubt by waiting for Jack to come forth and say it until that mess with M.E.C.H. a couple days ago. That tidbit currently had the good captain on thin ice with the boy's mother, along with the fact that he'd been hiding his own secret from her all this time. The teen didn't know how that problem would get resolved, but he knew he needed to focus on the more urgent one.

With that in mind, he got up and left his room and wandered about the base, searching for the only two people who would help him best.
In the medical bay of the base, Ratchet was giving Optimus a final test to see if he'd recovered.

"Follow the light," said the medic as he moved the said light around the Prime's optic. The Autobot leader did as he was told without problem, making the CMO smile happily. "Good, good. I wouldn't advice anything strenuous, Optimus, but it appears that your systems have fully recovered from the Cybonic plague."

Getting off the berth, the Prime smiled slightly and said, "Thanks to your medical expertise, old friend."

"It was your scout who braved unknown territory to locate the cure," corrected Ratchet as he turned and gestured towards Bumblebee, who stood there in the room with Arcee. In response, the mute Bot only buzzed and shook his head and hands in a "think nothing of it" motion.

"Lucky for us, Megatron was still alive," said the blue femme, who got a questioning buzz from the yellow Bot beside her as a result. "Yeah, I actually said that."

"What matters is that you are on the mend, Optimus," started Ratchet, "while Megatron-"

The yellow scout interrupted him with another buzz, finishing the CMO's sentence for him, shrugging to the blue femme beside him.

"Bee's right," agreed Arcee, "Did my best to finish Megatron's story. Just couldn't stick around long enough to see how it ended."

As she was talking, Optimus noticed Bumblebee suddenly become stiff and walk out of the room in a very peculiar manner. He wasn't the only one, as two of the base's human residents did as well when they came in, with the younger of them flinching as the scout came close and went. As the yellow Bot passed them, the two strolled into the area. Ratchet was the first to see them.

"Ah, Captain, Jack, what brings you two here?" asked the medic, turning away from them and making sure his equipment wasn't malfunctioning…again. Arcee didn't say a word to either of them, and just took one glance before leaving the room.

"We were hoping we could talk to Optimus," answered Steve, looking up at the Prime, "Jack had something he wanted to talk about with you and me."

"And what might that be?" the Autobot leader replied. Glancing quickly to Ratchet, Optimus let the medic know to take his leave of them. When it was just the three of them, Jack answered.

"Ok, as you guys now know, I have spider-like powers—and again I apologize for hiding that. But anyway, one of them is sort of like a sixth sense—a spider-sense if you will; one that alerts me to immediate danger."

"Yes, Ratchet told us about that," said Optimus.

"And I've seen it in action when you fought M.E.C.H. and Airachnid," added Cap. "But why are you bringing this up to us?"

"Because…" started the teen before closing his eyes and taking a deep breath, "…it's gone off a couple times in the base."

Both the super soldier and the Prime widened their eyes/optics when he said that.

"When!" asked the Autobot leader; though it came off as more of a command than a question; a
feeling that the teen got right away.

"Well, remember when Wheeljack came to visit and turned out to be a Con in disguise? That was the first time." Noticing the Prime's gaze turn a bit darker, the sixteen-year-old quickly added, "But the reason I didn't say anything at the time was because I wasn't sure. I didn't know if something was really off or if it was just a crazy headache that just happened to pop-up whenever I got close to that faker. And by the time I did know, he'd already revealed himself and took Miko hostage." Jack lowered his head, ashamed that at the time he didn't act sooner.

Seeing this, the Prime responded rather calmly, "Jack, while I am disappointed that you didn't share this information with us earlier, I can understand your uncertainty. I myself have dealt with it on a number of occasions, especially when I first became a Prime."

"Really?" asked the teen.

"Even with the Matrix of Leadership, no one is fully confident in their decisions, Jack, as there is always room for doubt. And I'm glad you've finally come forward with this to us. I only ask that you be more informative about that kind of issue from now."

The sixteen-year-old nodded, smiling just a touch.

"Wait," interrupted Steve, "you said that there was another time that your…spider-sense…?" The teen nodded, and he continued, "Right. You said there was another time it went off in the base?"

"Yeah…" said the teen as he scratched the back of his head briefly, "…the other time was…when Bumblebee came back with Arcee yesterday."

Once again, both the super soldier and the Prime widened their eyes/optics at what he told them. The latter was the first to speak, "Explain."

"Basically, when the two of them got back, my Spider-Sense has been going off whenever I get close to Bee; even when he's not really doing anything suspicious. The only thing that I can think of that might possibly explain it is the fact that he was in Megatron's mind."

"You saying that the Con leader's brain somehow messed with Bee's?" asked Steve.

"Possibly, but I honestly don't know," replied the teen. "What I do know is that whatever's making my sense go off registers him as an immediate threat. And the only thing that makes sense is King Con's head messing with Bee's somehow."

"Whatever is causing this," interrupted Optimus, "we must find out what it is and soon."

The other two nodded and they all proceeded to discuss how they would go about doing the task.

1:36 PM

"Basketball, by way of Cybertron!" declared Miko, making herself the referee of the game. She stood up on the living area platform while Jack and Raf sat down in front of a ventilation shaft. The game itself was between Bulkhead and Bumblebee, who were using the former's lobbing ball to toss into makeshift basketball hoops.

The oldest of the kids was there to keep an eye on the mute Bot, as he, Cap and Optimus agreed to take turns in doing so, and report back to each other in case something happened. The three of them didn't tell the others because they knew it would make things more difficult than they needed it to be.
"Let the games begin!" continued the Japanese girl before blowing her whistle.

The yellow scout spun the globe on his finger before throwing it up in the air. Bulkhead subsequently jumped up and caught it before chuckling and tossing it back and it landing in his own hoop.

"Yeah, go Bulk!" cheered the exchange girl as her guardian picked the bouncing metal sphere back up. Turning back to face his beige-colored friend, the green Wrecker challenged him.

"Come on, best two out of three!" Then he tossed the ball at the young Bot, with the latter catching it and maneuvering past him, preparing to jump up and shoot the metal sphere into the hoop.

"Bee! You're in the clear!" cheered Raf, "Dunk it Bee!"

However, before the golden-armored Autobot could make the suggested action, he stopped right in front of the hoop and just froze. This left Jack worried and the others confused, going on for few seconds before Bulkhead decided to intervene.

"Bumblebee, quit hogging the ball," said the olive-colored Wrecker jokingly. His yellow comrade turned and through the metallic globe at him. Hard. And when it came close, the bigger Bot gave a, "Whoa!" before ducking and letting it collide with the rocky wall behind him. The sound of Miko's whistle could be heard as she slid down the ladder to the platform.

"ENGH!" she said, making the sound of a game buzzer, "Flagrant foul!"

"Dodgeball by way of Cybertron," joked Jack as he tried to play along. Inside though, he was still concerned, and knew he should tell this to certain two people in the base as soon as possible.

The Wrecker scratched his head and said, "Bee, hoop's over there," then pointed to where said goal of the game was. The yellow Autobot buzzed apologetically to his friend, shrugging as he did so.

"Bee?" interjected Raf, "You ok?"

The preteen's guardian buzzed assuredly with his thumb up, and then held up his other three fingers.

"Yeah, three out of five," agreed the spectacled twelve-year-old, though with a bit of uncertainty in his voice.

"Yeah, you guys do that," said Jack, getting up and shooting a web line at the ceiling, "I've got some stuff to take care of." The teen swung from the shaft and around the large computer before letting go of the line and landing gracefully on his feet, all the while trying to ignore the mistrustful look Bulkhead was giving him. Turning back, the dark-haired boy waved and said, "Catch you later."

Raf and Bumblebee waved back while the Wrecker continued his distrustful gaze, and Miko tried to start the game up again as she attempted to hide her envy at Jack's abilities.

As the sixteen-year-old walked down the hallway, he looked for Steve or Optimus' room for about ten minutes before coming across the room of a certain Autobot femme, with said femme inside it. At the moment, she was doing what appeared to be some training via letting out some kicks and fists on a large chrome cylinder that hung from the ceiling. She'd obviously been at it for some time, given the amount of dents and scratches on the object of her aggression. Though her movements had a certain grace to them, with fast precision and the like.

The young Darby continued to watch unnoticed for a moment until he made the slight mistake of saying "Wow!" out loud, getting her attention. The femme glanced at him briefly, with a slight hint
of anger in her otherwise emotionless face, before turning away and resuming her treatment on the "punching bag" with new vigor.

Jack felt like he should say something, but was uncertain as to what and how. Then, after a few seconds, he sighed and stepped in, the femme not acknowledging his presence in the slightest.

"Arcee…listen, I just want to say that…I know what I did was wrong, me hiding my…abilities from you and the others. And I understand that you don't trust me at the moment, and rightfully so, but the thing is…I was going to tell you."

When he started the blue femme just kept her focus on the training object, but when he said that last bit she stopped almost immediately. Straightening, she turned to look at him, her faceplate hardened as she did so.

"When," she simply said, though it was more of a command than a question. A feeling that her former partner got right away.

"Right before I found out that M.E.C.H. kidnapped Mom."

"Doesn't change the fact that you hid this from us for months; and that you also put yourself in danger behind our backs."

"I know, and…I'm sorry." When she didn't say anything, he continued, "Arcee, when I first got my powers, I hid them out of fear and uncertainty. Uncertainty about what to do and how to go about doing it. Now that doesn't excuse what I did do, but I hope that explains it."

After a moment, the femme nodded, her features softening just a little.

"Also…have you noticed anything…odd…about Bumblebee by any chance?" he dared to ask.

"No, why?" she asked sternly, not sure what he was getting at.

"Well, it's just…that a few minutes ago, he tried to take off Bulk's head in a game of basketball."

Her optics widened briefly with concern, "Why would Bee do that?"

"I honestly don't know." When she gave him a suspicious look, he defended with, "Seriously! I don't know!" She backed off a little before the phone in Jack's pocket buzzed. Pulling it out, he opened the device to see a text message from Steve.

"My quarters. Now," it read.

Looking back up he said, "Well, I just wanted to say that I was sorry. Got to be somewhere at the moment. See you around." With that, he walked back towards the room opening, Arcee staring at him until he disappeared through it. As he did, she turned back to her beaten up cylinder and thought to herself.

While she was still royally ticked at him for hiding what he did from her, she began to wonder if maybe she was being too harsh on him. After all, he didn't really betray her or the other Bots in terms of selling them out or anything like that, and he did try and use his abilities to help people. Regardless, a lie by omission was still a lie, and he would have to do something big to get her trust back.

1:58 PM
Jack swung from web lines down the hallway until he reached his destination. That being the room of the resident super soldier, Steve Rogers. Getting on the ground, the teen stepped in and saw the older man sitting on his military-grade bed with his hands together and looking in the boy's direction.

"Sorry to keep you waiting," said the teen as he scratched the back of his head briefly, "I would have come sooner, but I had to take care of something real quick."

"Gotcha," acknowledged the blonde-haired man. Then he got up before continuing. "Sit," he stated while gesturing to the bed and walking to the other side of the room. When the teen did as he told him, he said, "Listen, Jack, we need to wrap up this situation with Bumblebee as soon as we can."

"Yeah, I realize that, but why're you saying this to me Steve?"

"I got a call from Fury not too long ago."

"The head of S.H.I.E.L.D.?" asked the sixteen-year-old again.

"Yeah, he's got a mission for me somewhere else, and he wants me on it ASAP."

"Really? Where?"

"Gotham City, New Jersey," the super solider simply

"Why there?" Steve gave him one look and the teen instantly knew what it meant. "Oh, classified."

"Yep, and like I said, Fury wants me there soon. I've told him about the issue with Bumblebee and he's given me a couple days until it's time to go, so we've got to figure this out fast."

"No pressure," remarked Jack. The sixteen-year-old went on to relate the events of the game between the yellow scout and the green Wrecker from earlier.

"Is Bulkhead ok?"

"Yeah, he ducked thankfully. I haven't seen or heard anything else since then, you?"

"Can't say I have and no word about it from Optimus either."

"And to be frank, I don't know if that's a good thing or a bad thing at the moment," admitted Jack. The super soldier nodded and was silent for a moment before the teen changed the subject, "So, how're things between you and Mom?"

"Well, currently things are still a little rocky. She's pissed at me for my secret, but your Mom does understand that it's something neither of us can help."

"That's a start," added the dark-haired boy.

"Unfortunately, she's not talking to me much at the moment, so I'm giving her a little space."

The young Darby nodded; his mother was a strong-headed woman, and when she felt hurt, you knew right away. Then a thought occurred to him as his mind drifted to something he hadn't thought of earlier.

"Hey, Steve, now that Megatron's gone, what do you think will happen to the Decepticons?"

"Most likely Starscream's trying to establish his place as their new leader, if he hasn't already, given what the Bots told me about him."
"Yeah, I remember seeing him in that video where you, Optimus, Bee and Stark killed that big green Con. Honestly, he seemed like more of a pushover compared to what you showed us of Megatron."

The super soldier chuckled at that before responding, "I'd say that's true to some extent, but I've been told he's something of a sneaky opportunist, so he'll probably find some way to cause us trouble."

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4:17 AM

Speaking of Megatron's former second-in-command, he was on board the Nemesis feeling full of himself, as usual. When no one else was around, he went into the med bay of the ship and visited the now comatose body of his now ex-leader. According to their ship's medic, Knockout, the ex-leader's body was physically fine, but upstairs, no one was home.

With mischievous glee, Starscream began to tap his fist on Megatron's head, as if knocking on a door.

"Knock, knock." He continued after another two taps, "Is anyone in there? No? Oh well." Walking away from the slab, he said, "Seems I possess the only thing that would allow you to rise off that slab and walk again, my dearest Megatron." The former SIC pulled out from behind his back a glowing, purple, crystalline shard. Dark Energon. "The only scrap left on this planet," he flipped it in the air briefly, "plucked from your very spark chamber."

The reason the Decepticon leader had had the shard in such a place was because he put it there in the hopes of being able to control reanimated bodies of Cybertronian corpses who were infused with the substance. And for the most part, it seemed to work. Unfortunately, his attempt at bringing an undead army through his space bridge failed due to the efforts of the Autobots and their human allies, resulting in the bridge and his army being destroyed. Starscream had initially assumed that there was no way their leader had survived, but after some insistence from Soundwave, the intelligence officer, the SIC reluctantly went out to search for the body, finding it. The scheming Con attempted to snuff his leader's spark by pulling out the Dark Energon shard, but before he could do anything else, Soundwave found him, and they brought their leader back to the Nemesis and placed him on life support. Rather than disposing of the shard, Starscream kept it in case he ever found a use for it.

"But," he continued as he held the substance, "it cannot restore your mind. The Decepticons need a leader, not a decorative centerpiece."

Unknown to Starscream, someone had entered the room quietly and was watching him as he ranted.

"And I will convince them that I am the true heir to your throne, with a plan so epic-!" a voice behind him finished. Turning around, the schemer saw Knockout leaning against the wall with his arms crossed and a smug look on his face.

Chuckling nervously, the former SIC answered, "That was the idea, Knockout." Glowering, he asked, "How long have you been there?"

"Long enough," replied the medic, getting up from the wall and bowed while saying, "and it's 'Commander' Knockout to you, once and future Lord Starscream." That left a sinister smile on the new Lord's faceplate.

"So, Commander Knockout, do you have anything to show for your new position?"

"Yes, actually, a newly discovered ND7 Energon deposit."
"How is that useful?! It's unmineable!"

"Well…it was…"

"What do you mean 'was'?"

"Apparently, someone beat us to it—but thankfully not the Autobots."

"Well, if it wasn't them, then who was it?!"

"Not entirely sure, but we do know is that whoever it was didn't move it far from where we got its signal. The coordinates indicate both this obtainer and the Energon to be in arctic area of this planet."

"And how do you propose we acquire the Energon from this third party?"

"Oh, I have some ideas."

"I'm listening…"

9:47 AM

There were lots of good reasons for Jack to hate M.E.C.H.; such as kidnapping his mother, attempting to turn his old friend into their superfast assassin, trying to axe off and dissect the Bots, and unmasking him in front of said allies and doing some considerable damage to his relationship with them as a result. Another one to add to that list was that S.H.I.E.L.D. had basically confined him and his mother to the Bot base, putting them on house arrest there since the two of them couldn't go back to work or school.

And now, as if to add insult to injury, he had to be subjected to something possibly even worse than high school; home school. At least when he was at the former he had people to talk to that weren't the teacher or his mother. Now, said mom was attempting to help him with his troubles in Art History class by forcing him to read and take notes on just about every page that had information on it in his textbook. He may've been given super-spider powers that got him out of many bad situations, but none of them could save him from his mom's demands when it came to doing better in school.

"Jack, focus!" said June as noticed her son dozing off for a second. He was sitting on the couch at the platform with a lap desk on his thighs, the textbook at his side and his notebook on the lap desk with a pencil in his hand.

Snapping to attention, the teen responded, "I am."

"Then why are you trying to sleep every five minutes?" she deadpanned.

"Well, we've been at this for like an hour. And it's not the most riveting of subjects."

June sighed and pinched the bridge of her nose before saying, "I just don't want you to fail, Jack. And if doing it this way helps you not do that, then this is what we'll do. When I was your age, your Grandma May wouldn't leave me alone until I finished all of my homework and got it right. I didn't like it either at first, but it helped me a lot later on, especially when I got into nursing school."

Jack was about to comment when the ringtone on his phone went off. Pulling it out of his pocket he saw who was calling and looked back to his mother, who had her arms crossed with fierce suspicious gaze.
"It's Raf," he explained. But before he could answer, June took the cell from his hand and answered it for him and put it up to her ear.

"Hello Rafael," she said in a nice voice. "I'm sorry, but Jack can't answer you at the moment, as he's a little busy with some homework now. What's up?" Jack couldn't hear what the teen said precisely, as it only came out as electronic garble from where he was. "Bumblebee didn't pick you up...and you can't reach him on his comm...no, I can't see we've seen much of him here...alright, I'll ask the Autobots where he is and see if maybe one of the others can get you to school, ok?...Good, take care." Ending the call, June closed the phone and handed it back to Jack. "I'm going to see the Bots about getting Raf a ride. When I get back, I expect at least another page written out, got it?"

"Yes, ma'am..." the teen sighed, looking back to his notebook and the other three and a half pages of notes he'd already written out.

5:18 PM

Later that day, after writing more pages of notes than he cared to remember and his hand could write out, Jack, Steve, Optimus, Raf, Ratchet, and Bumblebee found themselves in the CMO's laboratory where they yellow scout was put into power-down mode on the main berth. As the five saw the scout's eyes turn dark, the medic explained the situation to them.

"Bumblebee's complaining of intermittent visions, waking nightmares, if you will."

"But you said Bee was fine when you checked him over," said Raf as he looked from his guardian to the CMO.

"Physically, but the experience he endured seems to be having a temporary effect on his psyche. This induced power down should force Bumblebee's mind to rest and recover."

Optimus, Steve, and Jack all exchanged glances. This confirmed what they had suspected; that whatever was affecting the scout had something to do with him having been temporarily inside Megatron's head. But they still weren't quite sure what the nature of what was happening to their friend was, let alone how to fix the problem for that matter. Sure, Ratchet said that what he'd done should do the job, but a quick glance from Jack told the Prime and the super soldier his sense was still going off around the scout.

Before anyone could say anything further, a beeping noise came from the console in the main room. Walking there, the five were joined by Arcee as they found it to be a call from Fowler and answered it.

"Prime, do the Cons have a death wish?"

"No Special Agent Fowler," replied the Prime in a confused and slightly tired tone, "Why?"

"Cause they're causing a ruckus up at the North Pole, and I was hoping Captain might explain how bad an idea that is to you."

All eyes and optics turned to the super soldier, who explained it in a matter of fact tone.

"An alien known as Kal-El lives in the artic, and is probably one of the most powerful beings on the planet."

"And just who the pit would that be?" asked Arcee, hands on her hips.
After half a moment, Jack went wide-eyed and said, "You don't mean...?"

"Yep, Superman," confirmed the super soldier.

"If you're lucky he'll just turn the cons into pretzels and we won't have to worry about them anymore. That said Uncle Sam asked me forward the news just in case."

"Agent Fowler, aren't you exaggerating a little?" asked a disbelieving Ratchet. "If the Decepticons could be beaten that easily, someone would have done it a long time ago."

"Do I look like I exaggerate!? Nonetheless, I doubt cons have ever met a Kryptonian before," Fowler said flatly on the last part.

"Pfft, I'd like to see that happen," scoffed Bulkhead, no more convinced than Ratchet that one being, no matter how powerful, could defeat the Decepticons.

Fowler turned and waved them off, "Then spin up your bridge and see for yourself."

Glancing back to his troops, Optimus said calmly, "Regardless if what Agent Fowler says is true, we must investigate this matter for ourselves. Bulkhead, you and Arcee will come with me. Ratchet, you stay here and make sure Bumblebee recovers." He looked briefly towards Cap and Jack, silently telling them to stay and watch the scout as well. The medic nodded to the Prime before stepping towards the ground bridge console, typing in the coordinates, and pulled the lever. When the familiar green vortex spun to live, Optimus activated his mask and said, "Autobots, roll out!" With that, the Prime and his two subordinates ran through the bridge.

6:23 PM

"So I blow past the finish line. Then my other sister, Pilar, asks how I got so good at racing games. And I told I know a guy who knows cars," said Raf to the unconscious Bumblebee.

When Prime and the others had left, the preteen went to check on his guardian, hoping to keep him company even though the Bot was out of it. He'd been sharing stories with his yellow friend for about fifteen minutes now, and Jack and Steve had joined in on the conversation about five or seven minutes in.

As Raf finished his last statement, Ratchet walked in on the four.

"Rafael," said the medic, getting the boy's attention, "I'm afraid Bumblebee can't hear any of you in power-down mode. It's getting late, why don't I bridge you home to your family?"

"Because I told Bee I'd stay," said the preteen assuredly, looking back to the out cold scout. "He's family too."

"Don't be ridiculous!" scoffed the CMO, "You're not even the same species!"

"That's being related," corrected Steve.

"Not really the same thing," added Jack. "You don't have to be one in order to have the other."

"Yeah, I'll show you," continued Raf, pulling out his phone and showing a picture of him and a group of six other people. "This is my family."

The other two humans and Autobot medic leaned in to see the pic, with the former two being surprised at how many were in it while the latter wasn't really interested enough to be impressed.
"Yes, that's very nice," muttered the CMO in a non-caring way.

"Very large!" stated the preteen.

"I'll say!" agreed the sixteen-year-old.

"Yeah," continued Raf, "sometimes I can shout and no one hears me."

"Yes-yes-yes," muttered Ratchet again, still clearly not giving a damn. This caused Jack to look up at the Autobot with a hard glare.

"Ratchet, you are one cold Bot, you know that?"

"What?" responded the old Bot, not understanding what the human meant.

Raf went on as if they hadn't said anything, "But Bumblebee always listens." Hearing this, the CMO was taken aback a little before giving a slight smile, while Jack had already given a more noticeable one, happy for his younger friend. "And I can understand him," he looked back up at the unconscious scout, "Not sure why, but I do."

6:29 PM

"Lot different than our last polar visit," Arcee remarked snidely as she and the two mechs walked across the still frozen landscape. "Feels like summer."

"I'm pretty sure that here that's a bad thing," added Bulkhead.

The three of them had been traversing across the icy plain for roughly over an hour and had yet to find the source of whatever was giving off the heat, or the Decepticon war ship. However, when they turned around another corner of ice, they finally found what they were looking for. And boy were they surprised!

Before their eyes, about four miles to be precise, was a battle unlike what they'd expected. Various Vehicon flyers were out in the air above a crystalline structure, and lots of them exploded as a vaguely red blur went through them. The Cons were still flying out of the war ship, but it was pretty easy to see that they weren't holding their own against whatever the blur was. As that happened, the ship itself was firing multiple cannons and lasers at the structure, the heat of which explained why things were warmer than they should have been.

Then the object stopped moving in midair above the clouds of smoke it'd made from the troops for a moment. Zooming in their optics, the three Autobots saw that it was in fact a dark-haired man dressed in some strange outfit. He wore an armor-like blue suit with his hands out in the open, his forearms bright red, and a belt, boots, and cape of the same color. On his chest was some kind of sigil; a yellow-ish diamond-shape outlined in red with a hieroglyph over it that resembled the human letter "S." He stayed up there for a few moments more, as if scanning everything around him.

"No way…" muttered Arcee, optics wide.

"Guess the humans don't call him 'Superman' for nothing…" added Bulkhead, equally as astonished. He was past starting to think he owed Fowler an apology for what he said earlier.

Optimus just remained quiet, moving his optics downward from Superman to the ground, where he saw Breakdown attempting to smash his way into the crystalline structure with his hammer. The Wrecker and the femme noticed it as well, and were about to move in when their leader got their
"Autobots remember the end run on Polyhex?" asked the Prime.

"That any place I know?" said a voice from behind them. Turning, the three Bots saw that it was in fact the very same other alien they witnessed moments ago tearing the Cons a new one. Superman floated there a few feet above the ground at optic level with them, his arms crossed and his gaze fierce. The three just stared blankly at him, uncertain of what to say.

"Uh…" started Bulkhead.

"Just what're you and your buddies over there doing trying to break into my house?" demanded the Kryptonian.

"They're no friends of ours!" Arcee corrected harshly, snapping out of her stupor at his unintentional offense. Her outburst only resulted in the other type of alien raising his brow.

Optimus raised his hands in a calming motion and chose to explain things, "We are the Autobots-"

"Yeah, I know. I heard you say that about a minute ago," interrupted Superman, receiving a reaction mixed with surprise, confusion, and a slight bit of irritation. "I have a really good ear."

"What I mean to say is, we are not here to cause you trouble, we are here to help you with the Decepticons," continued the Prime, pointed to the pile of dead Cons and their war ship, as well as Breakdown battering on the crystalline "house." The Kryptonian put his hand to his chin and rubbed it for a moment before responding.

"Alright, but first I'd like you to tell me just what you and those guys are doing here."

"What about your house?" asked Arcee, pointing again to the scene taking place at the said location.

"The fortress can self-repair almost automatically, so we have time."

6:35 PM

Back at the base, Raf was still at the unconscious Bumblebee's side, playing on his laptop as he did so. Jack was watching some TV nearby while Steve was off trying to talk things over with June. As for Ratchet, the only other Bot in the facility and still conscious, he came up to the preteen boy with a broken tool of his that the yellow scout had broken earlier.

"Rafael," said the CMO to twelve-year-old, "I'm going to the supply vaults to see if I can find parts to repair this." Holding up the device to show his meaning, he then continued with, "You know what that means."

"Don't touch anything," answered Raf with a small smile before reverting his attention back to his computer. Ratchet nodded before walking off.

However, not long after he did so, Bumblebee started to power up with his optics glowing again, and the irises narrowing down. They started moving around a bit before focusing forward.

"Wait till you see this new laptop I'm saving up for Bee!" said the preteen, who then heard a steaming sound. He looked up and asked, "Bee?" right before the yellow scout's feet walked off the berth and out of the room. "Bumblebee!" the boy yelled as he ran after his guardian, "Wait!"

In the living room, Jack was watching a movie just as he felt his spider-sense go off. Getting up, he
saw the golden Bot walk into the room, eyebrow plates furrowed and a determined expression upon his face.

"Bumblebee…?" the sixteen-year-old whispered as he saw the scout walk up to the ground bridge console and type in coordinates and pulling the lever. As the vortex powered up, the teen heard Raf come into the room after the Bot.

"Bumblebee!" the younger boy called as the oddly acting Autobot walked into the portal, with Raf stopping as he reached it. Jumping down from the platform and running up beside his friend, Jack shared his voiced his curiosity.

"What was that about?"
Before Raf could answer, Ratchet, June, and Steve came up behind them.

"What did you do?!!" asked the medic accusingly toward the boys.

"Ratchet, we didn't do anything!" stated Jack.

"Bumblebee just got up and-" started Raf as he tried to explain what happened.

"He was in power down!" interrupted the CMO disbelievingly.

"So how did he get up and walk away?" asked June, adding her own two scents to the mystery.

"And just where does he think he's off to?" continued the Autobot medic. When the vortex evaporated, he thought for a moment and said, "Maybe the ground bridge console can tell us something."

With that, the four humans walked up to the platform near said console and watched as Ratchet examined what the scout had typed in. After a moment, he spoke with uncertainty in his voice.

"These are the coordinates for the site of our previous battle with Megatron's undead…"

"M-Maybe we should call Optimus," suggested Raf nervously, causing June to put her hands on the boy's shoulders comfortingly.

Ratchet shook his head, "Optimus is busy preventing the Decepticons from tearing up a polar ice cap. We need to handle this on our own." With that, the CMO pulled the lever and green portal came back to life. Just as he was about to walk into it, someone else came out from it. That being the scout they'd been concerned for, with the angry, determined expression still on his faceplate, and some glowing purple substance in his right hand. "Bumblebee…? What've you been doing?" asked Ratchet as the portal closed. The scout seemed to ignore him and continued walking before Ratchet grabbed his arm to halt him. Unclenching his hand, the golden Bot revealed the substance to the medic. "Dark…Energon?" wondered Ratchet aloud before finding a fist hitting him hard in the faceplate.

"Bee! What're you doing?!" asked Raf as the Autobot came scarily closer. June, Steve, and Jack pulled him back and got a good distance away before Bumblebee came up to the console and typed in another set of coordinates. "Bumblebee, please! I know you're in there! You have to fight whatever's making you do this!"

"I'm not sure Bumblebee can hear us right now," said June, making certain that they were all out of the Autobot's reach.
Said yellow Cybertronian finished typing and pulled the lever again, running into the portal almost as soon as it came alive. Once he went through, the vortex vanished again.

The other Autobot groaned as he got up, getting the attention of the four humans.

"Ratchet, are you okay?" asked a worried Raf.

"I'm fine," he answered, "but more importantly, is Bumblebee? I fear the time spent in Megatron's mindscape is causing him to think like a Decepticon."

"Bee's not a Con!" stated the Preteen in defense of his friend.

"Agreed, but we need to find out exactly what Bumblebee intends to do with that shard."

"But the only one who knew of the shard was Megatron," added Steve.

"You're saying Bumblebee has Megatron's memories?" asked the worried preteen to the super soldier.

"Worse!" corrected Ratchet as realization came to him, "Megatron is occupying Bumblebee's mind!"

"What!" said Raf in shock.

"But how's that possible?" asked Jack.

"How could I have been such a fool!?" the CMO chastised himself. "The cortical psychic patch acted as a two-way conduit! When Bumblebee returned to his own mind, Megatron followed."

Looking at the coordinates typed in, he continued, "And now Bumblebee-Megatron has bridged to nearly the same coordinates Optimus used. He was about to pull the lever again when Steve spoke.

"Hold on pulling that lever Doc. I'm coming too."

"So am I," added Jack, a determined look on his face.

"Jackson Benjamin Darby, you are not going into a fight with the Decepticons!" ordered June, her fierce gaze out for all to see.

Sighing, Jack stood his ground, "Mom, I know you're worried, and you're right to be, but now, me and Steve are the best ones qualified to help Ratchet with Bumblebee at the moment. I've got experience fighting Cons as well, so I'm doing this." When it seemed his mother wouldn't budge, he sighed again and added, "I have the power to help set things right, and it's my responsibility to do so, Mom."

"But why does it have to be you?!" she demanded. "Why can't it be someone else's responsibility?!!"

"Because...I knew something was off about Bumblebee," he admitted with a sigh, earning a shocked reaction from his mother, Raf, and Ratchet.

"You...you knew?" asked the preteen, with more than a hint of hurt in his voice.

"Not exactly," said Steve, stepping in to explain things for the teen, "Jack told me and Optimus that that sixth sense of his went off when Bumblebee came back to base with Arcee. The three of us weren't sure what was going on so we decided to keep quiet until we were."

"And now we are," stated Ratchet, "and we'd better hurry if we plan to stop Megatron from doing whatever he's planning."
"Right," agreed Jack, who then looked back to his mother and the upset Raf. "Listen, I know that my
keeping quiet was probably not the best decision, but I promise, we'll bring Bumblebee back."

"Then we'd better suit up," said the super soldier, motioning for Jack to follow him.

6:57 PM

In the arctic, Superman had presumed fighting off the Vehicons, seemingly not worn down by how
many there were. This stirred more than a little ire in Starscream, who turned to the now sheepish
Knockout with a sour expression on his faceplate.

"Remind me, who's idea was this!?" the Decepticon leader asked.

"I-In my defense, Lord Starscream, we didn't know who we'd be up against."

"Yes, clearly! And the only reason that I can fathom that we've practically lost half our troops is
because this this one's power was not properly researched!"

Before he could say anything further, he heard the sounds of engines revving loudly. At first he
thought it might be the car Vehicons, but upon turning, he saw dark-green truck speeding its way
towards Breakdown, followed not too long afterwards by a blue, driverless, motorcycle.

"Autobots!" he hissed.

"Please, Lord Starscream," said Knockout, getting his attention, "might I suggest a more combative
approach to this whole dilemma?"

"You mean…them?" he asked with venom in his voice, already getting what his second-in-
command was getting at. The ones they referred to was a group that had only recently come to Earth
after the destruction of the space bridge. And while this group were in fact Decepticons, they had
proven to be difficult to work with. This was due to them being a bit reckless as well as being
disrespectful to Starscream's authority because, as far as they were concerned, he may've been the
new leader, but that didn't mean he had what it took. After a nod from the medic, the new Con leader
continued, "…are you certain they can pull it off…?"

"Mm-hmm."

"…Very well."

Putting a finger to the side of his helm, medic said into the comm., "This is Commander Knockout
speaking. Send in the Combaticons."

7:04 PM

Inside the Nemesis, a ground bridge vortex came to life, and out of it stepped Ratchet, and Jack and
Cap, both of whom were in their respective suits. Raf wanted to come with them, but the three and
June had refused, as he wasn't as capable of defending himself as they were. He had argued that
Bumblebee needed him, but they countered with Bumblebee would want him to be out of harm's
way, which he wouldn't be if he came to the ship. With that, June agreed to watch over him while
they went into enemy territory, though it took a little more convincing for her to let Jack go. The
sixteen-year-old left with the others promising to bring Bumblebee back.

"The Decepticon war ship?!" gasped Ratchet upon realizing where they were. As they looked
around them, they saw the bodies of fallen Vehicons strewn along the floor and hallways. It wasn't hard for the three of them to figure out what had happened.

"While this would normally be a good thing, I can't help but think its bad news," said Spider-Man. Turing to the medic, he asked, "What do you think Ratchet?"

"I fear that Megatron's mind is now dominant," the CMO answered with much worry in his voice. "And clearly he came here for one purpose; to use the Dark Energon to revive his own body."

"Let's hope Bumblebee's strong enough to prevent that," said Cap.

"Yeah," agreed the Spider-Teen, "After all, if that wasn't it, I'm pretty sure Megatron would've killed us back at the base."

"I can only hope the both of you are right," added Ratchet. And with that, the three of them began their search for their possessed comrade.

However, about a minute or two after their search, they heard a sound coming down one of the hallways; that being the sound of heavy metallic feet. Glancing around the three quickly ran around a corner and slid up flat against the side of the wall. Keeping quiet, they listened and saw five Cons run past their corner. Strangely, these weren't Vehicons. Rather, they more bulky and individualized than the regular Con grunts. They each had features strongly hinting at what they changed into; a grayish-green missile truck, a tank of the same color, some kind of gold jeep, a rusty red helicopter, and a caramel-tinted rocket of sorts. Spider-Man and Cap wondered who they were, but Ratchet just stared at them with wide-eyed shock.

Once the five Cons disappeared around another corner, the CMO gasped, "It can't be…"

"Who are they Ratchet?" asked Spidey.

"The Combaticons, explained the medic, "a Decepticon special forces unit who we fought with in the War for Cybertron. They possess the ancient ability to combine with each other into a much larger Cybertronian form."

"They…combine?" asked the wall-crawler.

"You never mentioned that Cybertronians could do that," added Cap, being just as new to this concept as the teen was.

"Well, according to our holy writings, the ability is as old as Cybertron itself. One of the ancient Primes, Nexus Prime, was a combiner," said Ratchet. "But the Combaticons shouldn't even be here. From what I'd heard they'd perished a long time ago."

"Apparently not," Spider-Man deadpanned. "Anything else about them we should know?"

"It was rumored that they could fuel themselves on Dark Energon." Shaking his helm, the CMO stated, "We'll deal with them later. Right now we need to find Bumblebee."

The two humans nodded and resumed their search. After a few more twists and turns, the three of them had found the medical bay, where Bumblebee/Megatron was busy attaching a striped purple and black cord to the back of the helm on the former Decepticon leader's body as it lay on a slab. The Dark Energon shard was still in his hand.

The CMO charged with the web-slinger calling, "Ratchet, you can't hurt Bumblebee!"
"That's not Bumblebee!" he yelled back before swinging a punch at the possessed yellow Bot, who dodged to the side before landing an uppercut that sent the CMO flying into a wall. The medic landed on the floor with a groan.

Bumbletron then held up the shard to his faceplate and was about to move to the side of the slab when he suddenly felt a disk-like metal object hit his helm from behind him. Turning back, he saw that it was the super soldier who had thrown it, and was about to shoot him with his blaster when two lines of webbing got his arm and yanked it to the side. Glancing he saw it was the wall-crawler on the wall pulling the strings. Yanking back, the possessed Autobot threw the web-slinger to the other side of the room.

Thankfully, Spider-Man caught himself in midair and shot another line of web before swinging around and hitting Megabee in the faceplate, though not enough to leave a dent. Big mistake as it turned out, as the possessed Bot only got aggravated further and moved fast enough to swat the wall-crawler to the side again.

Again, Bumbletron felt the WWII veteran's shield hit him on the helm after it flew through the air. Turning, he caught Cap charging towards him and jumping into the air to grab the flying shield before hitting Megabee in the forehead with the round side of the metal disk, knocking him back a little. The possessed Bot then felt the shard yanked out of his hand by something. Looking up, he saw that was the web-slinger again, who used his webs to toss the Dark Energon to the floor. Before pick it up, he felt two lines clutch onto his forearms and pull at him from behind. Glancing around him, he saw that it was Spider-Man again.

"Come on, Bee! You gotta fight through this!" the web-slinger urged while pulling with as much strength as he could muster. Not a split-second later, the possessed Bot used the web lines to his advantage and tried to swing the wall-crawler. What followed was him getting hit against the wall and ceiling several times with grunting in between words, "Don't-ugh-make us-ah-have to-ugh-hurt you!" That last part came with a final throw that slammed into Cap, who was preparing to make another blow, causing both humans to knock into a computer's wall monitor.

Looking back to the slab, Megabee saw that Ratchet had gotten up and was now pulling at the large, life-support cord in Megatron's chassis.

"Farewell Megatron!" declared the CMO as he yanked the cord off in one heave, leaving a large gaping hole where it was. The result was a power down of the system, meaning that former Decepticon leader's body would soon perish. What followed was Bumbletron running up to the medic and, in one swift move, tossing him to where the humans were, though thankfully beside them and not on them. Grabbing the shard, Megabee began walking towards the right side of the slab when Cap called out.

"Bumblebee, we know you're in there! Fight him!"

The possessed Bot turned around to face them. When the two humans and CMO saw his expression, it became abundantly clear that their friend wasn't calling the shots anymore. Their enemy was now.

"AGH!" grunted Spider-man as he got up, "As much as we want you leave Bumblebee's body, we can't let you go back to your own!" As he said that, he shot another web line and swung up into the air before landing on and grabbing a hold of the striped cord that connected the yellow Bot to the Con leader's body. He tried to climb up it to the scout's head, but the possessed mech just shook him off.

Once that was over, Bumbletron walked over to the side of the slab, held the shard over his head like a dagger, and stabbed it down into the chassis hole in such a manner. As he backed away from the
slab, the shard disappeared into the body, with the aperture in the chest healing itself until it was non-existent. The optics on the silver body opened, glowing blood red as they did. The cord in Bumblebee's helm clicked out, with the scout shaking himself, and his eyes reverting to their normal state.

Both Autobots and humans backed away as the shadow of the Con leader loomed over them. At that very moment, as he finished getting off the slab, five Vehicon troopers came in and stopped in shock at what they saw. Megatron was alive and well, and ready to offline anyone that stood in his way.

"Decepticons," he called out in his deep, raspy voice, "your rightful lord and master has returned!" Glancing to the horrified humans and Autobots, he commanded, "Finish these pests. I have my own extermination to perform." As their lord left the med bay, the Vehicons transformed their hands into blasters and began firing, with the Autobots and humans heading for cover behind some of the larger equipment.

"Well," said Spider-Man, "at least we got Bumblebee back."

"But right now we've got to get out of here somehow," added Cap.

7:21 PM

Back outside the Nemesis, things were intense. Arcee and Bulkhead were dealing with Breakdown, and Superman was handling another Con altogether, one a lot bigger than the Vehicon troopers and the muscle-type that Breakdown was. This Decepticon was the combined form of the Combinations; Bruticus Maximus, a roughly seventy foot tall monstrosity that dwarfed the Bots and the Cons. Though he was still about a third the size of the Nemesis, he was testimony to the old phrase, "the bigger they are, the harder they fall."

When the Combaticons came out of the ship and Combined, Superman at first thought that he try and beat at the individual components that made up the gigantic Cybertronian. However, upon further inspection, he found that there was something about this mechanical opponent that proved unbenefficial to the Kryptonian's health. When the man of steel flew in close, Bruticus just hit him away into an ice formation with a loud, meaty smack. The man from Krypton, as a result, found himself feeling weak and bleeding a little from that, which was unusual for him. The only substance Superman knew of that would affect him so was Kryptonite, which there clearly wasn't here, so it must have been something else. The only question was what it might be, but that would have to wait until later.

For now, the man of steel realized that he wasn't going to get anywhere with a direct attack, and instead resorted to long ranged ones. One of which he was using at that current moment; an ice formation roughly the size of a car created by his super breath. Getting within distance, Superman flew behind the mechanical behemoth and tossed the ice at his helm. Turning around, Bruticus found himself being hit with the Kryptonians heat vision, causing lines of brief melting to appear along his faceplate and helm. This caused the combiner to roar out in pain and anger before reaching out to hit at the smaller opponent.

Thankfully, as was seen earlier, one of Superman's other abilities was his unearthly speed. So he sped up about a quarter of a mile away, making the gestalt Cybertronian come after him, though due to his size he was rather slow in his movements. This proved advantageous for the Man of Steel, as when Bruticus made it about a third of the way, he took in a large breath of air before blowing hard and, within a half minute, encased the combiner in a thick, chunk of ice. The Kryptonian let out a sigh of relief at that.
However, it didn't last long, as Bruticus had within about a quarter of a minute already begun breaking out.

"I'll say this about him," the man of steel muttered aloud, "he's resilient."

On top of the Nemesis, overseeing everything was a very displeased Starscream and an even more sheepish Knockout. Looking out at the scene again, the latter made a vocal observation.

"Don't the Bots seem understaffed?"

It was then that the two of them heard the sound of a revving truck, and turned to see that it was Optimus driving hard and fast on an ice formation. The momentum took him so far that when he came off the high edge, it sent him high into the air before transforming into his robot mode and landed on the back of the unsuspected Bruticus' head. The combiner took notice and reached back to knock him off, only for the Prime to stab him with an arm blade right where the head met the neck. The Dark Energon-empowered behemoth roared in pain and again tried to grasp the Autobot leader, but Optimus had managed to swing himself around in time to the gargantuan Cybertronian's face, where he transformed his other hand into a blaster and shot in the giant Con in the left eye. It came again as Superman again used his heat vision on the combiner's upper back.

"GAGH!" yelled the frustrated Starscream. "Is everyone around here incompetent?!" he screeched before transforming into his jet mode and flying straight at Optimus. The flyer collided with the Prime and sent the latter off into the air before smashing into another ice formation and sliding to the ground. Superman tried to fly in and help, but Bruticus finally caught him and began to squeeze him in his large hand. The self-appointed Decepticon leader flew high above before coming down in a nose dive, again aimed at Optimus. "Megatron's greatest mistake was ever allowing you to live, Prime!" he shouted, and was about to let loose a missile on the grounded Autobot when something unexpected happened.

A large, Cybertronian jet collided hard and fast with Starscream, carrying him all the way back to the topside of the Nemesis. This caught nearly everyone's attention, as they all stopped what they were doing and recognized who it was. Optimus was the first to say what they all thought.

"Megatron!" stated the Prime.

"He's back…" said Arcee, concern in voice. Internally, she chastised herself for failing to offline the king of the Cons when she tried. She had the chance and took it, but in the end it proved fruitless.

"MASTER…" bellowed Bruticus. His surprise caused his grip on the Kryptonian softened just enough for the flying man to get free, albeit, rather weakly due to whatever made the Combiner's presence so unhealthy to him.

On top of the Nemesis, Starscream had transformed as he slammed into the ship's topside, turning and looking up to see what had brought him there. Much to his shock and horror, it was none other than his predecessor, who changed into his robot form and immediately stood over him, anger the most evident emotion on his faceplate.

"Lord…Megatron…" he said as he searched for the right words, hoping to weasel his way out of whatever bad situation he might be in. "You…are…you're healed! Praise Primus! It is a miracle!"

"Oh it will be a miracle alright Starscream…if you survive what I have planned for you!" the founder of the Decepticons declared in his raspy voice.

Panicking, the former SIC tried to get away by changing into his jet form, only for Megatron to grab
him by the tail. The thrusters on Starscream produced flames, but this proved ineffectual against the warlord, who just withstood the fire and spun him before tossing him into a spire, landing back in robot mode again. As he tried to get up, Megatron just jumped nearly all the way to where he was and began walking towards him. Trying to think of another way out of his predicament, he looked down at the ground and pointed.

"Uh... But, the Autobots, Optimus... right there!"

"My 'greatest mistake'? I've made a few. But there is one I do not intend to repeat!" he stated as he grabbed Starscream by the faceplate and dragged him, all the while ignoring his former SIC’s screams for mercy. Stopping briefly, he looked down and accessed his comm., "Bruticus, pull yourself apart and fall back. We're leaving."

"YES, MASTER..." said the Cybertronian behemoth, whose parts then proceeded to shift and disconnect before transforming into the five Combaticon warriors, who had all sustained some damage and were each leaking a glowing purple fluid.

"Soundwave," called Megatron on the comm. again, "make sure that you round the Combaticons, Breakdown and all of our fallen up. They may be offline, but they can still provide a service to us."

With that, numerous ground bridge vortexes opened up from underneath the bodies of the dead Vehicons, making them disappear within moments. Breakdown made a clean run for a portal before Bulkhead and Arcee could do him any more damage, as did the Combaticons with Superman's ranged attacks. Then, the Nemesis began to fly away from the icy landscape, exiting through a massive portal leading to who-knows-where.

Optimus stood up, with Bulkhead and Arcee gathering behind him. Putting his finger to his comm., he called, "Ratchet, we need a bridge."

"You are not the only ones," said the voice of the medic, surprising the three Bots as he, Bumblebee, Cap, and Spider-Man came out from behind a large bit of ice.

"What're you guys doing here?" asked Arcee.

"It's a long story," replied Jack.

"One we'd all like to hear," stated Bulkhead.

8:26 PM

After discussing what the two Bots and humans were doing up there, they all returned to the base via Superman carrying them in a line dangling from the sky. Once back, the Autobots, humans and Kryptonian entered before being greeted by June, Raf and Miko, the latter of whom was surprised and excited to meet the Man of Steel. While the Japanese girl ran her mouth with questions at the base's visitor, the CMO took the scout to the med bay and immediately examined him to see if anything was still wrong. Megatron had left the yellow Bot's mind, but they had to be sure that the Decepticon leader didn't leave anything behind.

On the human end, Raf had thanked Jack for keeping his promise of bringing the preteen's guardian back, as well as forgiving him for being quiet about his suspicions earlier. After questioning the almost weary Superman, Miko was brought in on it as well, both surprised at it and glad that everyone was alright. She asked if the man of steel if he was staying, and naturally drooped in disappointment when he said "no," though he spirits brightened when he said he'd help the Bots whenever he could.
During the time they were away, June had spent it not only consoling the worried Raf, but also silently coming to terms with the fact that both the men in her life, her son and her boyfriend, were superheroes. Okay, maybe not so much that, but more of the fact that there wasn't really much she could do about it. Steve was Captain America, and as such, she had no control over the things he had to do. Jack, on the other hand, was Spider-Man, and she did have more say over what he did. But… she had begun to wonder if she should. True, she wanted what was best for him, and wanted him to live as normal a life as possible, as well as wanting him to do the right thing. What good mother wouldn't want that for her kid? However, with the Autobot-Decepticon war coming into their lives, as well as Jack's becoming the wall-crawler, and the fact that there were powerful people out there that had a strong effect on their lives, was there really any room left for normal?

These questions lingered on in her thoughts as she stood along with everyone else in the base as they stood in the med bay, watching as Ratchet finished examining the scout. On the berth, the equipment holding Bumblebee let him go as the CMO made his announcement.

"Everything's back to normal," he said with relief. After a nod and a few beeps from the yellow bot, he added, "Well, normal for Bumblebee."

"Jack," said Optimus, looking towards the teen and inclining his head towards the patient. The sixteen-year-old nodded and walked up onto the berth. After a moment of his spider-sense not going off, the boy smiled,点了点头 again, and turned to everyone else.

"He's good!" the dark-haired teen declared with a thumb up.

That got a spread of relief out of the others. As Bumblebee got off the berth, he kneeled down towards Raf and Jack. Then he gave off a few beeps that the preteen, of course, understood.

"It's okay," the younger boy assured his guardian. Another bit of beeping and the twelve-year-old said, "Of course I was." He beeped again, only this time to Jack.

"What'd he say?" the teen asked.

"He said, 'thank you.' Me too," the boy answered with a smile.

Looking up, the spider-teen said, "Anytime."

"Jack, you mind stepping out with me for a moment?" asked Arcee, already walking towards the hallway. Sighing, the boy complied and headed her way, but not before getting a word from Bulkhead.

"Kid, you did alright," the Wrecker stated with approval as he gave a slight tap to the teen's backside. It was meant to be a pat on the back, but it still nearly knocked him over. Giving the green Bot a thumb up, he continued on down the passage, catching up with Arcee, though neither of them stopped until they reached her room. Going inside, the femme sat on her berth while Jack sat close to her on the floor and leaned against the wall.

"Listen, Jack, what you did on the Con ship--" she started before getting interrupted.

"I know, I know, reckless, stupid, and probably could've gotten myself and the others killed."

"I wasn't finished," she said with a hard gaze, shutting him up. "While I agree with what you just said, I'm actually glad you did it." Seeing his confusion, she continued, "You didn't stay quiet about it, for the most part, and you acted when it mattered. For that, I forgive you." She bent down a little of the berth, pulled him up, and picked him up, with them pulling a similar hug to when he told her about his dad. "But, don't think this means that I'm not still royally pissed at you for not telling us about your alter ego earlier."
"Oh yes, I can understand that," he answered quickly, meaning every word. Pulling away, the two were quiet for a moment before he broke the ice. "Speaking of my other self, what exactly are we going to do about that?"

"To be honest, I'm not really sure. Do you still want to do it?"

"Actually, after much thinking, I feel I have to. If I don't, I'd probably get some guilty reminder somewhere down the line telling me that I could've used my powers to help someone but didn't when I had the chance."

"You really think so?"

"Yeah, because from what I've gathered in some of the conversations with Steve, most superheroes can hardly go a day without finding some situation where they need to step in and help."

"That bad?" she asked.

"Uh-huh, though for a while normal people usually went their entire lives without seeing a crime where they'd need to step in and help. Unfortunately, it's gotten more common these days with all the supers popping up, both good and bad."

"I see."

"But what do you think on this?"

"Truly, I'm mixed about it. On the one hand, I'm supposed to be your guardian and keep you out of harm's way. On the other, you've proven to be helpful when you act and do the right thing. Plus, from that stunt you pulled on the Nemesis with Cap and Ratchet, it doesn't look like I can stop you. So, really, I don't know how to feel about it."

Jack glanced away solemnly before she spoke again.

"But, perhaps we can work this out together…Partner?"

"Really?" the teen asked, surprised and hopeful that she meant what she said.

"Only if you promise not to hide any other important things from me," she stated.

"Deal!" he said and went in for another hug.

8:55 AM

In the morning, Jack, Steve, and June all met up on the platform in the main area of the base. The woman had called the teen and the super soldier there to discuss with them. The sixteen-year-old looked worried while the WWII veteran braced himself for whatever she might say.

"Guys," June started, "a lot's happened in the last few days, and admittedly, I'm still trying to catch up to speed with all that's gone on. It happened so fast; that incident with M.E.C.H., learning about the Autobots and the Decepticons, and finding out that not only has my son hidden the fact that he got spider powers and has been going out at night fighting criminals," Jack hung his head guilty when she said that, "but also that my boyfriend for nearly a year has been Captain America this whole time." Now it was Steve's turn, only his was slighter than the teen's. "I'd really love for things to go back to the way they were before all this occurred…but I understand that right now, there's not much of a snow ball's chance in Hell of that happening." Both males raised their heads and looked at
"And I also understand that with some of the stuff going on now, I'll have to adjust my comfort zone a little."

"What do you mean, Mom?" asked Jack.

"What I mean is, both the men in my life are superheroes, and while I'm still royally pissed with you for hiding this from me, I'm not going to yell and scream about it. Rather, with all the stuff that's going on now, with us being caught up in the middle of an alien war and all the super-powered people out there, there's one damning thing that'll help me forgive you."

"And that is?" asked Steve.

After a moment, she sighed and said, "...I think I can live with it." This made both the teen and the super soldier widen their eyes in surprise. "As crazy as that sounds, that's how it is." She pulled both into a hug and whispered into their ears, "Just as long as neither of you hides another damn big thing from me."

"I don't think I have anything left to hide," said Jack as she let go of him and Steve.

"Not sure I do either, aside from what Fury hides," said the super soldier.

"Speaking of which," said the teen, "didn't you say he had a mission for you as soon as we cleared up that mess with Bumblebee?"

"Yeah, and now that that is settled, I have to head out today."

"Where to?" asked June.

"Gotham City, New Jersey," Jack answered for the man.

"On the East Coast?" the woman asked, earning a nod, "But why out there?"

"Unfortunately, June, that's classified."

She sighed, "...When do you think you'll be back?"

"Hopefully in a few days or less, depending how big this turns out to be." 'Not to mention who I have to partner up with. Let's hope this Batman's more willing to work with me than Thomas was.'

Chapter End Notes

A/N: What's this? Cap's heading to Gotham, and Thomas Wayne was once Batman?! What could this mean? We'll find out in the next chapter.

Honestly, this introduces Superman earlier than I intended, and I hadn't originally intended for the combiners to be in this at all, but I hope it worked.

For those of you who were hoping to see the X-Men in this, well, I'm sorry to disappoint, but they won't be making an appearance here. At all; and one of the reasons for that being that if they were going to appear, they would've been mentioned by the already established characters by now. Plus, while I admit I used to find them appealing, as I got older the less interested I was in them. And another reason is that...well...it'd be
more characters than I could write into this, since there's like a billion characters in that area of Marvel alone. Also, this little quote/rant from Linkara on Atop the Fourth Wall spoke to me:

"But the more I think about the X-Men, the less sense they make. Hell, ignore the science of the X-Men and mutants alike, they don't make sense in the Marvel Universe at all! What, super soldiers made by the U.S. government are okay, but mutants aren't?! The Fantastic Four (won't be appearing either) get mutated in space, but they get a free pass from hatred and fear?! Hell, a lot of the dumber events in the Marvel Universe can get traced back to the X-Men."

Yeah…that was quite a bit. Now I know some of you might be thinking, "He should remember that it's just fiction," or something like that, and no doubt a majority of you are probably thinking of ways to defend the X-Men being included and the like. But, as Linkara and a certain friend of mine agree, they don't fit in, at all. Now, perhaps if the X-Men and mutants were in their own separate universe, I could be ok with it. Otherwise, not happening here folks.

However, in fairness, I might reconsider if somebody found a good way to introduce both the Fantastic Four and the X-Men that is coherent with what I've written so far. But, I make no assurances on that, as I'm not one for making promises that I don't know if I can keep. After all, I'm using characters from Marvel, DC, and Transformers. This means I need to avoid this trope:

Loads and Loads of Characters – when a story has more characters than it is able to focus on, develop, or the audience is able to keep track of

I hope that doesn't discourage you from reading this story, as I've got big plans up ahead that you'll want to see.

As always, read and review people, and PM me with any questions or suggestions you might have for future chapters.
5:27 PM

Every place has their own stories to tell, and each one means differently to every person it happens to. Gotham City was no exception, as it held many tales to tell with all who lived there, as well as for those who hadn't. For Captain America, this was both the beginning of a new story, and the revisiting of an old one.

As he stood inside the S.H.I.E.L.D. quinjet taking him there, already having gotten into his stealth suit, the super soldier recalled the last time he'd been to this city.

"Hey Rogers, you doing alright?" asked Fowler as he piloted the aircraft. He noticed that the captain had been quiet for some time and tried to make some conversation to see what was up.

"Yeah, I'm fine. I just…got a lot on my mind right now."

"Things okay with Mrs. Darby?" he questioned. The S.H.I.E.L.D. agent had had a small crush on the Darby Matriarch, but knew better than to pursue her because of her relationship with Cap.

"June and I are fine. It's where we're headed that has me thinking."

"Ah…yeah…I'd heard you'd met the other guy."

"Mm-hmm," nodded the super soldier as he recalled the incident…

December 5, 1944

10:32 PM

Kolberg, Germany

It was a snowy night, and the Nazis were on their guard. They had established their stronghold there a little over a month beforehand, and they were determined to make sure it didn't fall. The Allies had made a lot of advancements that day, with the Americans encroaching on their western front and the British were busy progressing and capturing towns belonging to their Italian partners.

The Axis, however, had more concerns than that as well. The Party had found themselves divided with their former science division, HYDRA, splitting off from them and developing weapons that made theirs seem like slingshots and pebbles in comparison. The only solace they took was that the Americans seemed to be causing those treasonous madmen major setbacks, what with their golden boy, Captain America, leading the charge on that front. If the Nazis were lucky, perhaps HYDRA and the Americans would destroy each other for them.

In this particular town, there was a large, concrete fortress on the edge of the place that served to hold their operations. There were guards standing at nearly every entrance with Volkssturmgewehr 1-5s in hand. Some even patrolled the outer gates surrounding the compound, talking as little as they could.

What none of them noticed, however, was the small plane flying high overhead. The reason it was so
far up was to avoid the enemy spotlights. The plane was an Allied one in fact, one that carried a very special cargo. That being one group of soldiers called the "Howling Commandos", led by one Captain America. The super soldier and friends were preparing themselves with their parachutes, guns and ammunition. As they did so, one of the commandos, a man with a bowler hat, thick moustache, and gruff voice by the name of Lieutenant Timothy "Dum Dum" Dugan turned to cap.

"So, Rogers, you really think what we're looking for is in there?" Dugan asked.

"Good chance," Cap simply said. "The intel we got at that base in Hamburg said it'd be here." On a previous mission, in said German city, they had captured some HYDRA scientists and coerced them into saying what and where the organization's next big project was taking place.

"Yeah, I'm still not sure that was on the level, though," stated the bowler hatted man. Dum Dum had a reason to be skeptical, as these scientists didn't crunch any cyanide pills when they were caught, as most HYDRA agents did.

"I have to agree with Dugan," said Private James Montgomery "Union Jack" Falsworth, the Englishman member of the Commandos, who sported a red beret along with the tradition army outfit and a thin moustache. "Something doesn't feel right about this one."

"What about you, Steve?" asked Sergeant Daniel "Bucky" Barnes. Barnes and Rogers had been friends since childhood, and the former had joined the army before the latter. "What's your gut say about this?"

"Honestly," answered the Captain as he turned to his men, "I'm just as skeptic as you guys, but right now, our orders are to check this out. Our intel says that HYDRA's next super-soldier formula is being brewed here. With Dr. Erskine dead, they're trying to remake it from scratch, and it's our duty to make sure they don't succeed." Clearing his throat, he continued, "Now there's no doubt this is a trap of some kind, so that's why we're sneaking in from above. Any sign of foul play, and we're pulling out. Got it?"

They all nodded.

"Good," said Cap as he finished his preparation. Turning to the pilot, he asked, "We close?"

"About two clicks there, Captain," the aviator, Wyatt Wingfoot, answered. "You boys better hurry and get outta my plane, 'cause if we get any closer, those spotlights will catch us for sure."

With that, the Commandos agreed and went out into the cold night air one by one. After jumping out, they managed to pull their chutes in time when they were about one hundred and fifty feet from the snow-covered ground in a forest just behind the compound. Once landed, they gathered up their chutes and snuck their way to the back entrance of the facility, Bucky taking out the guards with his sniper skills. Most of the group stayed outside while Cap, Bucky, and Gabriel Jones, their African-American member, snuck in. Jones was needed for this due to his linguistic expertise in translating German, and while normally they would be listening in on hacked radio frequencies, the building prevented them from doing that, and thus they had to go inside. As they made their way down the halls, taking out and hiding any guards or unsavory personnel that might give them away, the three eventually found an operations room, though could not enter due to it being occupied by what appeared to be several people, including what appeared to be two scientists, a general, three admirals, and four lieutenants.

As they snuck up the steps to a walkway overseeing the room from a darkened corner, the Captain turned to Jones.
"Can you tell what they're saying?" the super soldier whispered.

"Doesn't sound good Cap," said Jones after a moment, "The only stuff I'm hearing about HYDRA is some crap about them being traitors to the party and all that...no wait-wait-wait! Sounds like..."

"Like what?" said Bucky.

"...Not sure, but...it seems they're talking about rumors concerning HYDRA's latest scheme-something called...Project: Venom...I think. As well as some chit-chat about a saboteur causing some trouble for the Axis..."

Bucky rolled his eyes and looked at Cap, "Yeah, you."

"No," corrected Jones, "not Cap...somebody they're calling...the Batman."

"Batman?" the two friends repeated quietly.

"Yeah...though they only think he's a rumor."

"We'll look into that later," said the super soldier, "right now we need to find more info on that HYDRA project."

"...I'm not hearing any specifics, Cap, but I am getting some stuff about a location. Uh...something about it possibly being in Spain or...Portugal, I think."

"Then what're we doing here?" asked Bucky, just before they heard the clicking of guns behind them.

"I believe the answer to that question, Sergeant, is to die," said a thick-German-accented voice, and the three turned to see that it was another commander with several subordinates in red-and-black HYDRA uniforms aiming their rifles at the trio. "Surely it occurred to the three of you that this was a trap, did it not?"

"Sadly, yeah," admitted Jones. Looking back down towards the room, he saw more soldiers come in pointing guns and pistols at them.

"And I wouldn't concern myself with your squad, if I were you," said the commander, pointing at a screen showing the Commandos tied up with their weapons gone, and surrounded by even more soldiers with rifles pointed at them.

The super soldier considered using his shield and knocking all of them down, but he knew that would be only a temporary solution. Plus, there was no guarantee that their fingers wouldn't jerk and pull the triggers on all their guns, sending bullets flying everywhere, and there was no way he could protect everybody with his shield.

"They say you do very well at barging into bases guns blazing, though it appears you aren't very good at stealth mein friends."

"I agree!" said another voice, one with an American-accent, which seemed to come from all around them. Before anyone could say anything else, the lights went out. "They're not very good at this sort of thing. That's where I come in!"

"Wh-AGH!" started the commander before feeling a sharp pain in his leg from being shot there. It wasn't long before all the HYDRA soldiers in the room felt not only bullets in their arms and legs, but also their weapons being shot out of their hands. The sounds of grunting, hitting and more
shooting could be heard all about the room as the trio of Americans wondered what was going on. When it finally quieted down, the lights came back on, revealing the enemy troops strewn about the room, all unconscious and bleeding.

Also revealed was a man standing over the table in the middle of the room, dressed in a black army uniform and wearing a mask of sorts. He was roughly six feet in height, had broad shoulders, lean, and overall looked well-balanced in terms of physical appearance. His mask was a black cloth that covered his whole head, with the exception of cut openings for his eyes, and there were slight points just above where each of his ears were. He seemed focused on reading some papers with charts and notes.

Getting up from where they were, the Captain and his compatriots were curious about their savior and walked over to him.

"Gotta say," started Bucky, "I wasn't expecting that."

"Damn impressive, if you ask me," said Jones, both him and Barnes grinning. The super soldier, however, was a bit more focused on something else.

"S.S.R. didn't say they were sending anyone in besides us," said Cap, eying the darkly-dressed man suspiciously.

"There's a lot they don't say, isn't there?" responded the man plainly, not looking away from the papers in front of him. "According to these, that HYDRA base you were looking for is roughly fourteen nautical miles off the Spanish coast in the Bay of Biscay."

"Yeah, and who the hell are you?" asked the super soldier, not entirely sure that the man was on the level.

"I prefer not to have a name while I'm at work, but I'm sure you and Mr. Jones just heard the rumors about me."

"Wait-how the hell did you..." started Jones before realization dawned upon him, "You're-you're that Batman guy they were talking about?"

"You could say that."

"Well, thanks for the save, as well as the information, but we'd better get going," said the super soldier as he tried to get the others focused on the mission.

"I'll handle the HYDRA base, while you three get your squad back to the S.S.R.," said the "Batman" as he tried to brush past them towards the exit.

"HYDRA is our mission, not yours," stated the captain, and the man in black stopped in his tracks.

"This requires stealth, and you don't qualify," responded "Batman."

"Look, we-!"

"Then maybe you could go with us," suggested Jones. The other three looked at him and he explained, "He's got the info we need, and he obviously knows his stuff, so why not have him come along?"

"I work alone," the man in black answered.
"You know," started Bucky, getting in between everyone, "we're not going to get anywhere if we start a cockfight over who handles what, so let's just work together until this is over, ok?"

After a moment, both the super soldier and the "Batman" spoke the same word simultaneously, "Fine." Then the latter added, "But just so we're clear, you get in my way at any point, and I'll shoot you all."

Once that was settled, the four escaped after freeing the other commandos, and then made their way out of the compound before anyone, Nazi or HYDRA, could come in and find them. From there, they managed to make it to the woods, where they signaled the plane to come and pick them up. Following that, they flew all the way to off the coast Spain. It wasn't long before they reached their destination, but they found the island where the base was supposed to be lightless, and at first glance didn't appear to have any signs of human habitation. They landed there after a minute, with the plane taking off just as soon as Cap, Batman, and the rest of the commandos got off. The group wandered over the island, getting frustrated when they didn't find an obvious entrance into a compound of any kind as an hour passed.

"You sure that information you got was accurate?" the super soldier asked the man in black.

"Reasonably," the masked man answered simply.

"Pardon me, but I'm not finding a lot of reason to believe you," said Dugan, pointing his gun at the newcomer to the group.

"Dugan," called Cap sternly.

"Come on Cap, how do we know he's not some HYDRA agent sent in to throw us off?!" replied the gruff commando.

"He did help us get out of that jam," stated Jones. Jim Morita, the group's Japanese-American member, nodded in agreement with him, though didn't say anything.

"Yeah, and it was his idea we come here, and we've been on this rock for an hour and no sign of that HYDRA base."

"This is it," said Batman as he approached Dugan. Before the commando could say or do anything further, the masked man in black grabbed his gun out of his hand and knocked him down in with a sweeping kick, all within a few seconds. He pointed the barrel end of the gun down at the mustached man, earning the focus of all the other members of the group as they aimed their own firearms at him as well. "If I were with HYDRA, you would already be dead." Then he flipped the gun and handed the butt of it to Dugan, who accepted it cautiously. "Besides, I've been hearing a recurring noise coming from over there every time we pass by it," he added as he pointed towards a large collection of boulders put together on the hillside.

"Pinky," said the Captain to their British member, motioning in the direction of the rocks. The Englishman nodded and walked over towards the area, placing his hand and his hear to one of the big stones.

"Hmm…there does appear to be a faint humming coming from behind these rocks…like a machine of sorts…and I can feel this one vibrating just a little."

"Then we'd better see what's on the other side," stated Cap, motioning to the other members of the group towards the rocks. Working together, they all managed to pull the stones back and, almost surprisingly, they found a large metal door behind it. The aforementioned humming sound
continued, though it became a little louder as well.

"Ain't that convenient," remarked Bucky, tightening his grip on his rifle.

"Check it," ordered Cap to Jacques Dernier, the commandos' French explosives expert, who walked over to the door and proceeded to examine it, and the immediate area, for anything suspicious. After about a minute, the Frenchmen turned to his compatriots and waved them the all-clear.

"Move," stated Batman unemotionally as he came over to the door, placed the side of his head to the metal, and toggled the handle to it back and forth. A few more seconds and there was an audible "click" before the door opened up. Inside, was a dimly lit tunnel leading downwards and curving to the left. Turning to his allies, the man in black gestured to the new entrance saying, "After you."

Cap nodded and walked in, followed by the other commandos, but Dugan insisted on Batman going in front of him, still not in a very trusting mood as he took up the rear. After closing the door behind them, the group made their way down into what appeared to be a large cavern. The lights were high above and there were stairs carved into the walls, along with what appeared to be statues of female figures clad in either Greek armor or chitons.

Before long, they found seven entrances to other passageways, each one guarded by two HYDRA soldiers. The group hid along the side of the upper cavern, with Cap motioning to Jones to see if he could hear anything that might be useful. After about five minutes had passed, the African-American man looked back to his comrades.

"The guards are keeping quiet, though I did hear a few faint echoes coming from a couple of the passages they're guarding."

"Anything you could discern?" asked the super soldier.

" Barely," said Jones disappointedly. "The best I could make out was something about something called…Venom."

"Like a poison?" asked Pinky.

"Not sure. I think they said venom."

"You think?" asked Bucky.

"Like I said, it's a few echoes, and the best way I could get more intel is to go down there and listen much closer. But I don't think the boys are gonna be too happy with us in their space."

"A few good shots with this baby ought to keep 'em quiet," said Bucky, patting the hilt of his rifle, only for the Batman to interrupt him.

"No, they'd still get a noise out that would draw unwanted attention."

"You got a better idea?" replied the sniper.

"Stow it," ordered Cap, who turned to the rest of the group and said, "Here's what we'll do; we'll all draw our guns, use silencers, and get the guards all at same the time. Got it?"

With that, the group nodded, pulling out their firearms and prepping them before taking aim. With the signal from Cap, the commandos shot at all fourteen targets, all a direct hit to the head. The darkly-dressed lookouts collapsed to the floor before anyone knew it. Once that was done, they all made their way down, with Jones moving up front and listening in on the middle passageway, where
the aforementioned echoes were coming from.

"What're they saying?" asked Dugan.

"Hush..." said Jones, leaning forward and keeping focused. After half a minute, he turned back to his comrades and whispered, "You guys ain't gonna like this."

"We already don't," interrupted Bucky.

"-but from what I can tell, this Venom thing they're talking about is that new batch of serum we heard they were making."

All eyes glanced toward Cap, who only gave a small sigh before asking, "Any idea how far along they are with it?"

"Not really, though they seem to be having a good time with it now."

"Then we've no time to waste," said Batman, "Your call, Captain."

The super soldier nodded before continuing, "Jacques, find anything you can rig to blow this place up. Dum Dum, Union Jack, Morita; you two back him up. Bucky, Jones, and Batman are with me. Got it?" When they nodded in agreement, he said, "Ok soldiers, let's move out!"

With that, the two groups separated, with one going down one passageway, and Cap's group down the middle one. It took them a few minutes before they reached the end of the tunnel, and what they saw at the end was a little shocking; on one end of the "room" was a laboratory set up with men in lab coats and surgical masks, and on the other were shirtless men strapped to metallic slabs of sorts that stood upright.

Rogers couldn't help but be a little reminded of the set up where he was changed as well.

They were about to move in when they heard footsteps coming from another part of the room. Hiding to the side of the passageway, the three of them saw a familiar man with a face that no one could forget; Johann Schmidt, aka the Red Skull. Cap narrowed his eyes as the leader of HYDRA spoke to the lead scientist in German.

"Sind Sie sicher, dass das Serum wird funktionieren, Herr Doktor?"

"Natürlich, Herr Schmidt. Ich bin überzeugt, dass diese neue Formel wird uns die Ergebnisse, die wir suchen," replied the scientist, holding up a syringe with a golden-colored liquid inside.

"Ich brauche nicht daran erinnern, dass ich nicht freundlich aussehen, im Fehlerfall muss ich dieses Serum bereit, wenn wir zu erlassen Projekt: Valkyrie in ein paar Monaten," said Schmidt, his tone serious.

"Keine Sorge, Herr Schmidt. Erlauben Sie mir, Ihnen zu zeigen," responded the man as he moved toward one of the men strapped onto the slabs. The American observers didn't need to know German in order to understand what was about to happen.

"I don't think so!" shouted Cap as he ran into the room and threw his shield at the pair, only for the Schmidt to catch it and turn towards him with a sadistic grin.

"Ah, Captain America, how exciting for you to join us zis evening," he said before tossing the disc-like object to the ground. "Allow me to venture a guess; your companions are attempting to rig zis facility to explode while you confront me here?"
"Always the smart one, aren't you Skull," replied the super soldier dryly, signaling slightly for his comrades in the passageway to remain hidden.

"One has to be in order to walk in the footsteps of the gods, as you and I have when Dr. Erskine injected us with the serum," continued Schmidt, gesturing for the man in the lab coat to continue with the injection. As that was happening, the super soldier motioned for the other three to get ready.

"There's only one God, Skull, and I'm pretty sure he doesn't have a face like yours. Now!" bellowed Cap, and before the leader of HYDRA could say anything further, he heard the sound of the scientist behind him gasping in pain. Turning, he saw that the man clutching his hand, a blade of sorts sticking out of it, as well as the syringe on the ground, shattered.

"WHAT IS THIS?!" he shouted before glancing back the passageway to see the captain's other three companions jump it and come into the room. Once they were in, they started shooting down the scientists and the other test subjects. One of them in particular he took notice of, "Ah, the rumored Batman, I presume."

"You could say that," replied the man in black as he pulled out another knife and tossed it in the direction of the skull-faced man. Schmidt managed to block it with metal utensil plate from a nearby table. Schmidt would've growled in frustration if he hadn't noticed something happening with the one that had been injected, making him smirk again.

"What're you smiling about?" asked Cap as he aimed his gun at the HYDRA leader.

"You shall see soon enough, Captain," was all he said before backing away.

Glancing at the man strapped on the slab, the four Americans saw him shaking like he was having a seizure. What happened next really shocked them; the man's muscles began to bulge and stretch at an incredible rate, with him growing taller in the process. Before long, the test subject was a hulking giant of a man, roughly nine feet in height, and looking really pissed off as he broke free of his bonds.

Pointing towards the Americans, Schmidt shouted, "Tötet sie!"

The now large man charged towards his designated opponents with much ferocity, smashing through the equipment and knocking over Bucky and Jones. Cap and Batman jumped out of his way before he hit the wall, and the two of them leaped onto his back. The super soldier kept jabbing and kicking his foot into the juiced up man's back while the man in black kept punching him in the head. This only served to further anger the empowered HYDRA agent, who shook them off with ease. He was about to stomp on Rogers, only to feel a bullet hit him in the back and bounce off. Looking around, he found that it had come from Bucky, who stood there surprised that his weapon had no effect on the monstrosity.

"Do you like what I've done with him?" asked the Red Skull, standing in a corner of the room next to a door while observing the fight along with the scientist from earlier. "The Venom formula increases his strength, speed, and power, as well as making him bullet-proof." Cap managed to grab his shield in time before the behemoth threw a big fist at him, blocking the blow. "Imagine an army of these at mein disposal; thousands of soldiers who cannot be brought down with bullets, who can topple your tanks, and can crush their way through hundreds of your own soldiers!"

Despite what Schmidt was saying, Bucky and Jones were continuing to unload their guns on the giant HYDRA agent to no avail. Batman tore a metallic cabinet door off its hinges as Cap tried hitting his shield on their foe's head, knocking the brute back a bit with a dizzied expression. Then the man in black jumped up and tried the same thing with the small door from behind. This resulted
in said door getting an imprint in its center, and the large man gaining an even bigger headache. Otherwise, he still stood.

That is, until in the next few seconds they saw him begin to shrink back down to the form they saw him in before his injection. As their foe collapsed to the floor, Schmidt made an audible sigh of disappointment, and with an obvious amount of disgust.

"It appears that the effects are only temporary, though," said the HYDRA leader as he and the scientist made their way out through the door.

"You're not getting away that easy!" shouted Cap as he ran towards the door. Before he went through, he glanced back at his three companions. Bucky and Jones were putting the arms of the former big man around their shoulders while Batman was searching through the cabinets. The man in black turned to the super soldier and answered him.

"We got this, Captain! Go!"

Rogers wasted no time and ran through the open door, climbing up a series of steps almost immediately afterwards. Once he had ascending to the top, he found himself inside an aircraft hangar of sorts. Then, he heard a mechanical whirring sound as he looked up, and saw the roof begin to open and reveal the night sky. Next, the sound of an engine running came, and he saw what appeared to be an advanced-looking bomber plane start to rotate the blades on its wings. It didn't take him much to guess who was operating it.

Glancing, he saw a lever at the far end pulled down. Going on a hunch, Cap ran towards it and jerked it back up. And low and behold, his suspicion was correct; the ceiling began to close again. Now all that was left was to get in the plane and hopefully subdue its passengers.

However, once he got inside, he found there was no else there. And the flight controls were preset to automatic pilot, and he tried to see if he could do anything with them. Unfortunately, the panel crackled with electricity and blew up, leaving the plane useless to anyone. Cursing, he got out and searched all over the hangar, but found nothing. Afterwards, he opened the ceiling and climbed out, eventually making his way back to the beachside of the island and found his companions waiting for him.

"Schmidt got away?" asked Union Jack.

"Without a trace," replied the super soldier.

"Well, at least it wasn't a total loss," added Bucky.

"What do you mean?" Cap responded, and his old friend pointed towards Batman, who pulled out what appeared to be a dark brown journal. "What's that?"

"Notes from the lab," the masked one explained before putting it back in his pocket. "The doctors took note of everything. This man," he said as he pointed to the former behemoth, now lying still on the ground, "was apparently their sixth attempt from what I could gather. We tried to wake him up, but apparently one side effect is the subject gets knocked out cold after a full dosage."

"Hopefully, he'll have a lot to say when we get back to base," stated Dugan.

"That's assuming we get out of here before this place blows up," worried the Englishman.

His fears were put to rest at the sound of a familiar engine coming in the distance from high above. Within a minute, they were picked up, and flying away. Not long after, a booming sound could be
heard from outside the aircraft, though they didn't linger on it since they had a pretty good idea what it was.

Turning to his comrades, Cap asked, "So, any surprises for you guys?"

"Just one thing, actually," said Morita.

"What's that?" inquired Bucky.

"During our search, we saw this one room that had a bunch of skeletons piled on top of each other."

"Sons of bitches..." Jones muttered audibly.

"Yeah, that's what we thought at first too. Except, once we got a better look, the bones were all covered in dust, and wearing what I'm guessing is some kind of ancient armor. They also appeared to be a mix between men and women."

"So, I'm guessing those were the remnants of a bloody battle long ago?" asked Union Jack.

"Probably," answered Dugan, "but I'd say we better keep focused on the present at the moment."

"Right," agreed Rogers. Glancing to Batman, he said, "So, once we're back to base, what're you going to do?"

"I'll hand the notes over to notes Col. Philips," responded the man in black objectively. "After that, I'll move on to the next assignment."

"Perhaps you could join us on the next one. You really seemed to know what you're doing back there."

"I appreciate the offer, but no thanks. You're all a bit too loud for my tastes, Rogers."

"Perhaps you could tell us your name in case we ever meet again?" asked Jones.

After a long moment, Batman reached up, and pulled off his mask to reveal a young, pale, Caucasian man in his mid-to-late twenties. His eyes were a little hard to see with him sitting close to the back and in a darkened corner of the plane. The hair adorning his head was jet black, as was the thin mustache across the top of his upper lip. Finally, he spoke, "The name is Wayne. Thomas Wayne..."

6:03 PM

Five miles outside of Gotham City – Present Day

As Steve was recalling the memory, his thought process was interrupted by the S.H.I.E.L.D. agent speaking to him.

"Well, Cap, we're almost there."

"Right," he nodded. Turning to the man, he asked, "I don't suppose you got anything on the new guy?"

The over-weight agent looked a little uncomfortable. "Well, thing about that is... S.H.I.E.L.D.'s relationship with this Batman is about as non-existent as you can get, really. I mean, we know who he is, but we don't really interact with him all that much."
"Why's that?"

"This'll tell you," was all Fowler said as he pressed a few buttons before returning his hand to the controls.

Then, a screen brightened up in front of Cap, displaying the organization's profile on this individual. Reading it, the super soldier got caught up on the history of his former associate as well; after the war ended, Thomas retired from service and married a woman named Martha Kane before starting up his own company, Wayne Enterprises. A decade and a half later, after the couple had given birth to son named Bruce and built their organization further up, they experienced some turbulence between two rivaling corporations; Stark Industries and Mandarin International. The former tried to negotiate partnership in the production of weapons, while the latter worked on trying to buy out the Wayne's, but the family stood their ground and refused. That is, until the night they were assassinated by a sniper in 1978. The only survivor was the-then eight-year-old Bruce, who, according to the profile, had just gotten home from with his folks from a movie before witnessing them get shot and fall to the ground, a pool of their own blood forming around them.

Upon seeing that particular fact, Steve couldn't help but be reminded a little of the story of how Jack's own father died.

Reading further, the super soldier learned that, after the death of the elder Wayne's, Bruce grew up detached from other people. His parents had left their friend, Lucius Fox, in charge of the company, while the family butler, Alfred Pennyworth, took to raising the young heir. The police never found the culprit behind the Wayne's murder, though S.H.I.E.L.D. had found evidence suggesting that it was an assassin hired by a higher up at Mandarin International. However, said evidence wasn't exactly solid enough to use, so there wasn't much they could do about it. Attempts by the other companies had been made to try and buy out Wayne Enterprises, but it seemed its deceased heads had made sure it was strong enough to hold its own.

As for Bruce, once he turned eighteen in 1988, he left Gotham for a time to travel abroad, receiving training and teaching from multiple universities and schools, mostly being a ghost of sorts. When he returned to his home city roughly ten years later, he started leading a double-life. To the public at large, he was the billionaire playboy in charge of a large corporation, but at night, he took up his father's mantle as the new Batman. Though, unlike his father, his suit had a more obvious bat-motif, as well as a cape and armor-plating. Another contrasting factor between the two generations; Bruce was a vigilante that never killed his opponents, only subdued them, whereas Thomas was an Allied spy and saboteur who had no qualms about terminating a foe so should the situation require it.

S.H.I.E.L.D. had made multiple tries at forming a working relationship with the caped crusader for when they needed operations there, but the man made his stance clear; Gotham was his territory to work in, and if they wanted any part of it, they would do it by his rules. For the most part, S.H.I.E.L.D. had managed to do that by keeping their agents under the radar there, and hadn't received any trouble yet from him.

"You know, it's kind of disappointing, really," spoke the super soldier after reading through the information for few minutes.

"What?"

"I was hoping that, if I met this Batman, he'd be easier to work with than his old man. But from the looks of this, it might've been the other way around."

"Well, let's hope that he's in a good mood if you do, and if you don't, try and keep it that way."
"Right, I know what to do."

The reason they were coming to Gotham was because S.H.I.E.L.D. had received word that M.E.C.H. was working an operation there. Though, it wasn't exactly clear where in the city they were because their only two informants had went missing somewhere in the city before they could deliver more intelligence on the situation. Now, it was Cap's mission to find those two, learn what they know, search for M.E.C.H.'s Gotham base, and stop them as quick as possible. Fowler would serve as back up if needed. Until then, he would otherwise be on standby, which the agent understood but felt a little disappointed about.

"Well, Cap, we've made it," said Fowler as they got in closer. "You ready?"

"Ready as I'll ever be," replied the super soldier as he got out of his seat and grabbed his shield before using the magnet on his back to hold it in place. He was dressed in his S.H.I.E.L.D. stealth suit, but with a brown leather jacket over it, and had his cowl off for the moment. Stepping to the back, he held onto the upper railing, well as the motorcycle he'd brought along, as the quinjet landed on the side of a road a few feet from the city entrance. Once the back opened and formed a ramp, Rogers turned to the agent and said, "Comms silent, got it?" When his compatriot nodded, Cap rolled out the bike and began driving towards the city gate, with the quinjet taking off into the air and flying away fast before disappearing from sight. Once he got through the entrance, Rogers made his way through the busy streets towards his destination.

The intel said that the informants had gone undercover before they disappeared, having infiltrated a growing and violent gang in Gotham that referred to themselves as the "Mutants." Why they chose that name was anyone's guess because, as far as anybody could see, they looked like average, punk teens and young adults.

Anyway, from what S.H.I.E.L.D. had gathered, the gang had taken refuge in the city junkyard, and, hopefully, that's where he'd find the agents…

Chapter End Notes

A/N: Well, this was shorter than I'd hoped, though, considering how long this chapter's been taking me, it's probably for the best that this become a two-parter. I tried to have each character play to their strengths in this, as well as give them appropriate "screen time" so to speak.

The next chapter finishes where this one left off. After that, we're getting some time with Diana, whom has been a bit too absent from this as well.

Leave any thoughts you might have in the reviews, and PM me with any questions or ideas you might have.
7:29 PM – Gotham City

After what felt like an hour, though in reality it was roughly closer to a quarter of that, Captain Rogers finally reached his destination. Getting off of his motorcycle, the super soldier took a good look at the place in front of him; the Gotham junkyard was, unsurprisingly, anything but welcoming. Behind the barbed fences were stacks upon stacks of wrecked vehicles, ranging from compact cars to eighteen-wheelers. The majority of them had faded colors and had varying stages of rust on them.

What caught his attention was the fact that all of the stacks were arranged like a wall of sorts, making it impossible to see past them without help. And by "help," that meant the use of aircraft, the ability to fly, aerial equipment, or a very above-average height.

Regardless, the super soldier had his focus on the big, sliding doors of the main entrance/exit. Parking his bike, Cap moved toward the gate, and, noticing that there wasn't anything holding the doors together, took the opportunity to make sure that it wasn't rigged. After a quick moment's inspection, the super soldier found nothing and slid the gate open. Once he was in, he hastily glanced around for something or anybody suspicious. Finding nothing fitting that, Cap closed the gate and quietly moved into the junkyard, careful not to bump into anything that would make noise.

Upon having gone in about ten yards, he finally heard something. It sounded like a cacophony of voices. Moving further, he found a pile of wrecked car parts blocking his path. Not able to go around it, Steve climbed it, making sure his efforts were not audible, though considering how loud the voices were, that might not have been a problem. Once he reached the top of the pile, the source of the vocal sounds came into sight; a large gathering of what appeared to be thirty to forty teens and young adults, male and female alike.

There was no doubt that this was the Mutant gang, especially given that their appearances fit the descriptions of the gang members; faded jean pants, dark boots, t-shirts with paint splattered on them, jackets of varying types, red visors, face piercings, and mostly bald heads with spiky Mohawks adorning them. From Cap's understanding, their overall appearance was akin to the kind of punks one would expect a stereotypical rock fan would look like.

Anyway, after confirming who the crowd was, the super soldier set his sights to identifying the agents. Given that they were supposed to be undercover, he figured it might be difficult to pick them out from the mass.

His observational search, however, was abruptly cut short by the crowd going strangely quiet. Following that, the sounds of footsteps and some things being dragged on the ground could be heard. He and the Mutants glanced in the direction of the noise, seeing a tall, muscular, pale man with not shirt or hair carrying a lit torch walking into the center of the crowd, two other Mutants behind him dragging what looked like a couple people with bags over their heads. The gathered gang moved back and circled around them, eagerly curious as to what would happen next. Cap only narrowed his eyes, pretty sure as to who the bagged ones were. Then, the pale man finally spoke.

"Mutants! Tonight, we set example! Tonight, we show the high fuzz why we ain't noisy kids, and why we ain't to be messed with!" he said, his serrated teeth glistening in the lighting. He gestured to the two bagged ones on the ground, who were now slumped against each other. Following that, a
couple other members of the gang pulled the sacks off of them, revealing for all to see the bloodied
and bruised faces of the two. One was a man and one was a woman, with the former looking like he
took the worst of it while the latter wasn’t far behind him.

Cap’s eyes widened at the sight before narrowing again, his hidden gaze turning fiercer.

"Now, let us show these fools what happens when you try and pull one on the Mutants!"

The crowd cheered in agreement, and the super soldier almost immediately tossed his jacket to the
side and reached for his shield. As he took it and climbed further up, the sounds of the mass
clambering around the metal junk could be heard. Not wasting any time, the super soldier pulled his
cowl on and quickly made his way over the pile, jumping straight into the middle of the crowd.
Before anyone could say anything, Cap used his shield and slammed a few of the gang members
back away from the bruised up agents.

"You know, if you feel like setting an example with someone, how about starting with me?" teased
the super soldier. "Cause I feel like you kids could use a few lessons in manners. Who’s first?"

"Kill the fool!" shouted the Mutant leader, pointing at Cap.

Then, the gang members all charged at the WWII veteran, all with metal pipes or ripped car parts in
their hands. He repelled some of them by throwing his shield, knocking a handful of them down
before it rebounded off some wrecked vehicles back to him. The super soldier blocked a few blows
to his left with the shield before using it to shove his assailants back into some of their compatriots. A
kick to the stomach and a left cross to the jaw caused a couple more to fall. His blows were
apparently so hard that a majority of the ones he hit were lying on the ground unconscious. To those
that remained, roughly eight or ten, including the leader, Cap took a stance, ready for whatever might
happen next.

"Man…” muttered one of the mutants, "who is this fool? He strong."

"He Captain America, Spud," answered another one. "Can't you tell?"

"Ain't he supposed to be old, Rob?" replied "Spud."

"You tough, old man," said the leader as he walked to the front. "But you and your fancy trash lid
can't beat us when I crush your bones with this!" he said as he pulled out a syringe from his pocket,
with a green, almost luminous substance inside it. Before anyone could say anything, the man
injected the needle into his arm, and started groaning through his teeth. Once he was done, he
dropped the used syringe and his torch to the ground, his hands making shaky fists as he did. The
other Mutants and Cap just stood in awe as they watched the leader's body become shifty and his
veins start to faintly glow green as well. Then, within a few moments, he grew even taller than
before, roughly eight feet in height, and his muscles becoming even bigger, almost as though they
were ready to burst out of his skin it seemed.

'Here we go again,' thought Cap as he took in the appearance of his now enlarged foe. To him, a
similar incident was only months ago, and unlike now, he had allies helping him. Presently,
however, he was on his own.

Once the Mutant leader finished expanding himself, he turned his sight towards the super soldier.
The other conscious members of the gang just backed away, fearful of what might happen if they got
in their boss’ path. Then, the juiced up man charged at the WWII veteran, his shoulder facing him.

Cap held up his shield and tried to knock his opponent back, but all that he ended up doing was
getting himself tossed to the side, landing with his back to a rusty car door. It hurt, but the super soldier was nothing if not resilient, as he quickly got back up before throwing his shield at the eight-foot man. Unfortunately, the Mutant leader caught it with ease and dropped it to the ground. Then, he started walking towards the super soldier, with the latter running towards him and leaping overhead.

At least, he would have, if the leader hadn't grabbed him by the ankle and slammed him face up on the ground.

"Gahh!" gasped out Cap, feeling the pain and trying to force himself to get up. Sadly, the leader wouldn't let him, as he then proceeded to punch back down. He tried again, but got another blow to the ground. The next hits came in the form of the tall man pinning him down with his bended knees, and then repeatedly pounding his fists on the super soldier's chest. Again and again, the WWII veteran felt the juiced up man's hands strike him, and his rib cage felt on the verge of cracking.

And they would have, if not for the fact that his foe suddenly decided to stop. He opened his eyes as he felt his attacker move slightly, and immediately understood why; the leader had Cap's shield, and was preparing to jab the edge of it into the super soldier's neck.

"Face it, old man," stated the leader while rearing the metal disk for the kill, "you slow!" Just as he started to slam the shield's edge down into the WWII vet's throat, he heard the sound of something spinning through the air before feeling said object his head. Groaning, the leader was about to demand who did that when he heard and saw a metal device of sorts go right past his head and stop when the end lodged itself into a rusty truck door. He didn't have time to ponder the device or the cable it was attached to before something pulled it back, hard, with the door hitting and knocking him back.

"I would say the same about you," quipped a stern voice as the device retracted back.

Cap and the leader took a few seconds to catch their respective breaths before getting up and seeing who had stopped the latter. What they saw was a figure draped in what appeared to be a cape, and had some kind of combat helmet with an open mouth area and two long points on top. In the dim lights of the junkyard and the faintness of the fallen torch from earlier, the captain's rescuer had a sort of otherworldly feel to him.

Undeterred by this, the Mutant leader charged at the newcomer, who dodged him with ease by shifting to the side. Turning around, the gargantuan man tried again, only to be swiftly avoided another time.

"Fight me!" demanded the pale foe as he swung his fist around and hit nothing. "Coward, hold still and face me!" he shouted again as he tried to seize the interloper, but to no avail.

Suddenly, the enlarged gang leader felt a glove strike to the left of his jaw, followed shortly after by a metallic disk slammed down on his head from above. That was courtesy of the Captain getting his shield and then jumping onto the pale man's back from atop a wrecked truck. The WWII veteran's actions caused the oversized pale one to fall to his knees, with the former raising his discus before hitting the latter down hard on the crown of his cranium. This was followed by the man in black giving decisive blows along the big leader's arms, legs, and sides, instigating them to collapse and make their owner fall face down on ground. The man started to groan when the interloper spoke again.

"That should keep you down for a while."

This time, the super soldier was able to get a better look at his rescuer's get up. Beneath the cape was
what appeared to be black armor plating, and under that was a black undercloth, as evidenced by the joints. On the chest area was a stylized bat symbol, and at the waist was a yellowish brown utility belt with multiple compartments and the like. The forearm areas were a little different because they were not only armored, but had three blade-like extensions on each.

"Thanks for the help, Batman," said Cap getting off of the floored gang leader, "Though you could've come in a bit earlier."

"What's S.H.I.E.L.D. doing in Gotham?" demanded "Batman," ignoring the super soldier's comment. "I doubt they'd be here for a street drug."

"Street drug?" questioned Rogers.

"Venom," said the man simply. Upon hearing him, Rogers understood what he was referring to. Then the darkly-dressed one gestured to the downed gang members. "The Mutants have been selling it around the city, but it's unclear who's been supplying them."

"I think I might-" started the WWII veteran, but was interrupted by a sound coming from their grounded foe. Glancing down, the two men saw the gang leader start to have what appeared to be a seizure, shaking violently with foam building up and coming out of his mouth. Following that, the pale man now began to shrink down to the size he was before. The two men stared at him for a moment as he started to moan, with drool making its way out of his mouth. "Well, he's not going anywhere anytime soon," muttered the super soldier.

"I'll have them ready for the GCPD to pick up in a moment. In the meantime, what were you saying?" asked Batman as he pulled out a device that looked like a small automatic firing gun, but with what appeared to be a mechanical claw of sorts. Before Cap could inquire what the device was, the caped crusader shot out the claw at the side of a wrecked van. Next, the WWII veteran was further surprised by the device then shooting out what appeared to be cables that attached themselves to various gang members, including the leader. Then, with an amazing swiftness, the device pulled them to it in a large pile. When that was over, the vigilante brought the super soldier out of his stupor, saying, "Well?"

Clearing his throat, Cap said, "Ahem, right. I don't suppose you've heard of a group called M.E.C.H.?"

"Only bits and pieces here and there, and from what I can gather, they may have ties to the Nazi splinter group HYDRA, a defunct think-tank called A.I.M, and a borderline obsession with technology. Given that you and the original Batman dealt with a similar problem back in WWII, I'm assuming that your being here and the Venom drug isn't a coincidence."

"You'd assume correctly at that," agreed Rogers. "S.H.I.E.L.D. got word of a possible M.E.C.H. sighting in Gotham." Glancing and gesturing at the two bruised, gang-dressed, and out cold agents from earlier, he continued, "And I was hoping they might be able to tell us where exactly."

"Then let's see if they know anything," stated the caped crusader as he moved towards the duo.

"Wait, what about the Mutants?"

"They'll be bound like that and unconscious until in the morning. By then, the GCPD will have come by and taken them into custody. For now, let's worry about your agents."

And with that, the two picked up the undercover spies and carried them as made their way out of the junkyard to the front entrance. Once they did, Batman said, "You might want to stand back."
Then, he pressed a device on his belt, which was soon followed by the sounds of tires screeching and an engine roaring. Looking in the direction of the noise, Cap saw a large vehicle heading their way down the road, and it amazingly bore more of a similarity to a tank than a car. When it stopped abruptly in front of them, the WWII veteran took in the view of the entire thing and was impressed with it.

"Nice car."

"It comes in handy a lot of the time," commented Batman as the main hatch opened to reveal an extended cab with seats for the driver and four passengers. "Though I imagine you're used to this kind of thing, what with you working with S.H.I.E.L.D. and all."

"You'd be surprised what I've seen since they thawed me out of the ice."

"Doubtful," replied the caped crusader as he put the agent he was carrying into the back of the automobile.

"I'd better radio Fowler and let him know we've got the agents," stated Steve as he put his hand up to the side of his cowl, only to have his wrist grabbed by the man in black.

"My city, my rules, and that means as little involvement from S.H.I.E.L.D. as possible," he said sternly. "From past experience and doing my homework, they're too dubious for my taste, Captain."

"Believe me, I know what you mean," said Rogers as he put the other agent in the backseat. "I'll admit that some of the missions they've given me turned out to be more of clean up duty for their messes. But right now isn't one. I understand your distrust, but S.H.I.E.L.D.'s already involved as it is, and both they and I want M.E.C.H. and the venom drug out of Gotham just as much as you do. Fowler's got a jet flying above the city, and the-"

"Medical supplies?" finished the caped man as he pressed a button on the inside of the car. Then the glove compartment opened abruptly, releasing a dark grey box with small, red letters on it. "I keep some with me, for obvious reasons of course."

"No kidding," said the Captain in agreement. With this Batman as a vigilante fighting street crime and the like, he would probably need fixing up a bit from time-to-time.

"We'll patch them up and get them to talk, but understand me; only the two of us will handle this M.E.C.H. problem tonight, and no calling in S.H.I.E.L.D. unless absolutely necessary. Got it?" It was more of a command than a question, given the caped crusader's tone of voice.

"...Fine," nodded Cap after a moment. 'Just like his old man; agreeing to work with me, but under his own terms.'

8:16 PM – Gotham Docks

The black, tank-like "car" and the motorcycle pulled up outside the harbor area, where they both parked inside a nearby alley. As they got out/off of their respective vehicles, Batman pressed something on his belt before the dark automobile seemingly disappeared before their eyes, along with the Captain's motorcycle.

"Cloaking tech, in case you were curious," answered the caped one before the super soldier could say anything. "On the way, I programmed it silently cover your bike as well, so no worries about anyone stumbling on them."
"Thanks. Last I heard, Stark was working on something similar for his next suit."

"I wouldn't doubt it."

"Though, now that I think about it, what if someone comes through here while we're away, and suddenly bumps into it? Surely they'd be curious about how they hit something they couldn't see, even if it is nighttime."

"Not many come through this alley at night, and if all goes well, we should be done before that becomes an issue."

"Trust me, from what I've seen of M.E.C.H., things are bound to get messy."

Earlier, they had gotten the agents patched up and managed to get the information out of them. Apparently, M.E.C.H. had been using the Mutant gang to spread the use of the Venom drug, and was doing so as a means of experimentation to improve upon. The agents had found where the base of operations was, but when they did, they were beaten into a pulp like Cap had seen previously, and sold out to the gang to be done with as their captors pleased. After they were rescued and feeling better, the two told the costumed individuals the place where they found the terrorist group, but weren't sure if they were still there or not. Still, it was worth a shot, and the two men made their way there.

According to the information, M.E.C.H. was located in the northeastern warehouse, and had security cameras surrounding the place.

The two men got onto the rooftop of a building, and jumped from there to the next one. Using Batman's grappling device and a S.H.I.E.L.D. grappling gun, they got closer and closer until they stopped right in front of their target. Upon initial inspection, it appeared that the agents were right; every corner and side of the building had a surveillance camera checking the nearby area. Unsurprisingly, getting in without being noticed wouldn't be easy.

"Got anything in that belt of yours that'll take out those cameras?" asked Cap.

"Yes, but if we do that, it'll probably alert them," answered the caped crusader dryly. Scanning around the top of the warehouse, Batman spotted a something. "There," he pointed, showing the super soldier what he saw. It appeared to be a cubic, concrete, stair enclosure, though since it was on the farther end of the building, they couldn't make out much detail on it. With that, the two men nodded in agreement, and used their devices to get to the opposite roof, avoiding the detection of the cameras since those didn't look up.

Upon landing, the WWII veteran and the vigilante made a silent walk towards the enclosure before finding the door. A quick inspection found that the metal entrance had a set of numbered buttons beside it, meaning it was password-protected. If they didn't figure out the code, then not only could they not get in, but it was more than likely rigged to alert the people inside.

"Well," started Cap, "I've got some ideas about the code, though there's no guarantee that they'll work. You?"

"I might have something that'll give us a better clue."

"What might that be?"

"This," said Batman as he pulled out another device from his belt. This one looked smaller, rectangular, and very streamlined in appearance, but then Cap saw him slider another, smaller piece out from it almost like a switch knife. Only it stopped a ninety degree angle when fully opened,
followed shortly afterwards by a holographic "screen" emerging from it. "The cryptographic sequencer has proven quite useful for when it comes to these types of situations. It has other uses, but that's not important at the moment."

"I'd ask if you're sure it'll work, but something tells me that'd be a dumb question."

"It would," was all that the darkly dressed one said as he moved his thumbs around on quarter-sized circles upon the sequencer. Some numbers and words flashed across the display, and then it turned green when it spelled J A N U S in bold letters. When the door clicked, he said, "We're in."

With that, both went inside, with Batman taking point and Cap taking the rear. Upon reaching the bottom of the stairs, after a couple twists and turns, they found themselves on a railing that crowned the upper part of the building. Not only that, they also heard some sounds of talking, machinery whirring and clanking, and some lights flashing on and off here and there.

Glancing around, they got their initial layout of whom and what was where despite the lighting being a little dim; ten feet to their right, and facing everything, was a control room being operated by seemingly four people in green masks and combat outfits; on the other side of the railing and scattered about were at least seven other individuals wearing similar attire; on the ground level were several large freights lined up along the walls, only breaking the line for the door areas; in the center on the main floor were several people in lab coats gathered around two tables with test tubes and chemicals being mixed and the like. Behind the two tables overlooking the production were two individuals, one of whom Cap recognized almost immediately.

"Silas," muttered the super soldier under his breath, though Batman still heard him.

"Who?"

"The scarred man with the white hair over there," explained the WWII vet as he pointed. "He's the leader of the whole operation. Though I don't recognize the guy beside him." Indeed, the other man was one Rogers hadn't seen before; he was dressed in a dark outfit that consisted of a black leather jacket, dark grey cargo pants, onyx combat boots, black fingerless gloves, and a black mask with openings for his eyes and mouth, and perhaps even his nostrils as well. On the face part of his mask was a white design almost akin to a Luchador. What was so striking about him, however, was his size; he looked to be roughly over seven feet tall, with broad shoulders, and thick muscles in his arms and legs.

"I do," responded the caped crusader after a moment. "Bane."

"You two met?"

"Mm-hmm."

"What can you tell me about him?"

"He's a drug lord said to operate out of a closed, island prison in the Gulf of Mexico; Santa Prisca. Mostly, he deals in steroids. I had a few run-ins with him a while back before I had him sent to Blackgate Prison, but his crew broke him out after a week and he got away. If he's dealing with M.E.C.H., I'd say he's probably trying to up his game with the Venom drug you and the other Batman dealt with back in the day."

Cap felt it peculiar that Bruce would refer to his father as "the other Batman," but he felt it best not to ask until later if they got out of this.

"I'm still wondering how M.E.C.H. got their hands on the formula. Last I checked, the island
"We’ll worry about that later. Right now, let's focus on stopping them from finishing their work."

"Gotcha," agreed Cap with a nod. "I'll handle Silas, Bane, and the scientists. You take care of the control room." When Batman nodded, the two split, with the super soldier quietly heading to the other side of the railing and knocking out the guards there. Surprisingly, they seemed to go down with ease, but he chose not to dwell on that.

Next, he jumped down to the floor as silently as he could, as he didn't want to risk making any audible noises on the metal freights. Glancing around real quick, he saw a couple guards with guns walking in his direction as he hid behind a large container. He kept his breath at steady as one of them turned around and the other continued toward the WWII veteran's vicinity. Staying near-perfectly still, Rogers waited until the man was within a few inches of him before grabbing him by the arm, pulling his foe into a chokehold. Covering the masked man's mouth, the super soldier waited and then finally let go of him when he stopped struggling.

Once his foe was lying unconscious on the ground, Cap looked around before dashing to another hiding spot. He repeated this until he was close to the laboratory section of the room, though still out of sight. From where he was hidden, he couldn't help but overhear Silas and Bane speaking to one another in Spanish.

"Cuánto tiempo más hasta que esté listo, Silas?" asked Bane with an impatient tone. "No tengo toda la noche."

"No te preocupes. Lo tendrás muy pronto. Sea paciente durante unos cuantos minutos," assured Silas with an almost serene calmness to his demeanor.

"Perdóname, pero la paciencia nunca fue una de mis virtudes."

"Vas a tener que intentarlo, porque si nos apresuramos esto, entonces se arruinó toda la operación. Y buena suerte para encontrar a alguien con un producto similar," Silas answered in a warning way.

"Simplemente decir, mis compradores no son exactamente los de espera tampoco. Fisk, al bastardo de grasa, y Sionis no son exactamente conocidos por tener la paciencia de Job. Especialmente Sionis."

Before the two could continue their conversation, Cap decided to make his presence known by throwing his shield into the lab area, knocking out the most of the scientists, breaking a lot of the vials, and spilling most of the chemicals. The terrorist leader and the drug lord hung their mouths open as they saw the metal disk bounce from surface to surface until the super soldier finally caught it whilst standing on top of a freight vessel.

"Looks like came just in time," commented the WWII veteran.

"Captain America," stated Silas, his expression calm, save for a small grin forming at the corner of his lips. "I figured S.H.I.E.L.D. would send their lapdog in sooner or later. Tell me, did the hooligans kill the agents, or did you get to them in time?"

"You can ask them yourself when you're in prison," responded Rogers as he jumped down from where he was and charged at the M.E.C.H. leader and Bane with his shield in front.

However, the latter got in front of the scarred man, and, using his size, formed a human blockade. The impact knocked Cap back a little, but he straightened up within a moment's notice before the
drug lord wrenched the metal disk from him and knocked him to the side with a big fist. Bane tossed the shield to the floor as he walked over to the super soldier, who had been hit so hard he made a considerably bit dent in the freight he landed against. As Rogers got up, he suddenly found the luchador-mask wearing giant towering over him, before being picked up by the neck.

Before Bane could do anything, however, the captain took the opportunity to grab the forearm of the hand holding him, put his boots to the big man's chest, and kick himself out of his foe's grasp. Getting back to his feet, the super soldier proceeded to give a roundhouse strike to Bane's side, followed by right cross to the big man's head. Unfortunately, before it could land, the drug lord quickly grabbed the captain's arm and went on to throw him overhead into the now ruined laboratory table, breaking it.

When the super soldier tried to get up, he found himself quickly surrounded by M.E.C.H. agents with guns pointed at him. Looking past them, he saw Silas waving a finger and tutting.

"Tsk, tsk, Captain. Did you really think it would be that easy? Oh, and I wouldn't worry about your bat-friend," said the terrorist leader as he snapped his fingers. Following that, Cap saw them drag in Batman, only he was tied up with cables that seemed to be crackling with electricity, and a piece of duct tape across his mouth. Once they placed the caped crusader beside Rogers, Silas continued, "We made sure that he was taken care of. After all, our last encounter gave us the incentive to take better precautions, like neutralizing a foe's help before they can do anything. And now that the two of you are here, we can begin with the demonstration. Bane, if you would be so kind?" The tall, masked man nodded and stood at the center of the room, almost all eyes on him.

"Let's do this," said the drug lord as he took his jacket off, revealing his bulging muscles and his sleeveless shirt. Both Cap and Batman witnessed as a couple of the scientists from earlier step into the light towards the criminal, carrying what appeared to be a mechanical harness of sorts with two tubes attached to it. Bane put it on with ease, applying the open ends of each tube to the back of his head, and the back of his left hand. Once they were done plugging into him, another scientist brought forth a small, glass container that carried a familiar, luminescent, green liquid before inserting it into the machine. Silas didn't give Cap a moment to piece together what was about to happen.

"As you and both of the Batmen have seen, Captain, the Venom formula only creates a temporary transformation. And even then, the earlier versions of the serum resulted in mindless brutes. Thankfully, with Bane's help, we've managed to fix that part of the problem. However, the transformation still remains temporary, but unlike the Johann Schmidt, both M.E.C.H. and Bane's people can see the benefits of that. After all, the Banner situation shows us as much." Gesturing to the drug lord, he continued, "What we've created here is a sophisticated device that can be used to inject the user with any amount of the drug they so choose at any time. As I'm sure the two of you can imagine, this can lengthen the amount of time one has in his or her transformed state." Nodding towards the masked, big man, he said, "Bane, if you would be so kind?"

The masked man chuckled a little and put his hand on what seemed like a dial on his vest, turning it immediately after. What happened next was the sound of the device powering up, and the green fluid travelling through the tubes into his head and arm. The drug lord groaned and growled as he grew taller, clenching both hands into fists as his muscles enlarged with the veins looking like they were about to pop, as well as faintly glow like the fluid being pumped into him. The empowered man gritted his teeth and opened his eyes, with the irises glowing bright like the liquid as well. When it was over, Bane was even more of a giant than before, roughly nine feet in height.

"Now tell us," stated Silas, "how does it feel?"

"Incredible," he answered breathlessly. "It makes the steroids I've been selling look like basura
inútiles. Though, I am feeling an overwhelming urge to crush someone's spine in my hands."
Glancing at the super soldier and the tied up vigilante, he said, "I believe those two will do nicely."

"Do what you will with the Batman, but leave the captain to us," expressed the terrorist leader. "I have some unfinished business with him."

"Ah, want to kill him when your abuelo couldn't, eh?" asked Bane in an almost teasing manner.

"Among other things, yes," answered the scarred man.

"Bueno, as I have some unfinished business with him as well."

Before anyone could say anything further, a cloud of smoke suddenly erupted into their area of the room, and Cap found himself being pulled into the air. The M.E.C.H. agents had already started firing their guns by the time the WWII veteran found himself back on the railing with Batman. Silas yelled for his troops to cease fire and search for the two costumed individuals.

"How'd you get-?" started the super soldier before being interrupted.

"I cut through the cable," answered the caped crusader. "After I took out the grunts in the control room, I looked at some of their files before someone shocked me from behind and tied me up. From what I could see, these freights contain enough of the ingredients to bulk up a whole army."

"Somehow that doesn't surprise me," Cap almost muttered. "Anything else we should be worried about?"

"Possibly, but, unfortunately, I wasn't able to see much else. Only that there was some kind of signal being broadcast here, but they took me out before I could find where and from what it was coming from."

"Alright then," nodded the super soldier in understanding. "First, let's take out Silas' goons, and then we'll go after the man himself and Bane. Sound good?"

Batman only nodded, and the two of them jumped down from the railing and began stalking their foes like predators. One by one, they rendered each of the M.E.C.H. agents unconscious, saving only Silas and Bane, who were also searching for them throughout the area. When that was done, the two regrouped in a corner, and waited for the white-haired man and the empowered drug lord to come their way.

"You take care of Bane; Silas is mine," whispered Cap to Batman, who agreed almost immediately. Given that the latter had encountered the Hispanic criminal before, it made sense that he would have a better idea on how to beat him.

Unfortunately, their Venom-enhanced foe started to charge his way through the freights and was getting closer. Without needing a hint further, the two moved in different directions as they got out of his way.

"Alojo quieto así que puedo matar!" roared Bane as he swung his fist around and hit only the wall. Batman shot his grappling device up and let it take him into the air before making it let go. He glided down and hit Bane in the face, which only served to knock him back a little and anger him further. "Quebraré usted!" the man shouted as he charged at the caped crusader, who managed to dodge in the nick of time, and toss a boomerang of sorts, only it was appropriately shaped like a bat.

While that was happening, Cap was searching for Silas. After a moment of not finding anything, he saw his target heading up the stairs. The super soldier followed in hot pursuit, tailing him all the way
until they reached the control room. The scarred man started pressing a few buttons before he was hit back by the WWII veteran's shield.

"Whatever you were about to do, I'd say it's over, Silas."

"Is it, Captain?" said the terrorist leader with a creepy amount of amusement in his voice. "Or perhaps I should say that it's not so much for me as it is for you."

"What're you-?" Cap started to ask when something unbelievable happened. The scarred man's chest opened up to reveal what looked like not only mechanical inner workings, but also a large timer of sorts. Getting himself together after a moment of shock, Rogers used his shield to decapitate the apparent duplicate, and take the sparking head with him as he exited the control room.

Back with Batman and Bane, the latter was holding the former up with his now big hands, and attempting to squeeze the life out of him. The caped crusader felt his bones on the verge of cracking, and struggled to get out of the giant's grip. Then, the drug lord held the smaller man by the back and lifted him up before hold his knee out.

"Now, I break you!" the juiced up Hispanic criminal shouted.

Fortunately, Bane's change of position allowed Batman to gain access to another of his "batarangs." Then, he took the opportunity to stab the part of the Venom-vest that connected to the large man's hand. This caused the drug lord to drop the darkly-dressed one, and surprisingly start to panic. "No! The Venom!" he yelled as he suddenly felt the mechanical device he was wearing start pumping more and more of the drug into the tube connecting to his head. This made him scream in pain, and his muscles grew larger and more defined, and grotesque, to the point that his shirt and pants were starting to rip. "STOP IT!" he cried out, with his eyes looking like they were about to pop out.

Fortunately for him, Batman managed to get behind him and, with much effort, pull off the tube linking to his cranium. This made not only the liquefied drug to spill out, but caused Bane to fall face down, defeated. Within moments, the Hispanic man had shrunk back down to his previous size. During that time, the caped crusader took a moment to catch his breath, and then he turned his fallen opponent over onto his back. Bane groaned as Batman stood over him.

"It's over Bane."

"It will be for us too if we don't get the Hell out of here!" yelled Cap as he came towards them, holding up the fake Silas' head. "Silas was a robot, and from what I saw, the rest of him had a bomb in its chest."

"He's...not...the only one," groaned Bane as he weakly moved his hand to his chest, pressing a button on the mechanical vest he wore.

Before Batman or Cap could question him about what he meant, it became apparent when all the M.E.C.H. agents on the ground started beeping. Looking at them, both men saw that the bodies of their fallen foes were the same as the one the super soldier had fought; mechanical on the inside, and rigged to blow. Taking hold of Bane, the two men hurried as fast as they could to the door and got out of the building. Batman pressed a button to his belt, and within a couple moments, his tank-like vehicle came roaring into view before stopping in front of them. When it opened, all three got inside and drove all the way to the other end of the docks, where they left Rogers' bike.

Not one second after they did that, the warehouse they were just in blew up. The walls were mostly
there, but the roof was gone, along with most of what was inside.

"Well, that could've gone better," commented Cap.

"A clever trick," added Batman. "I suspect that those robotic duplicates and the signal I found earlier are somehow connected. Could be that the real Silas was operating them from a distance, which seems the most likely."

"Crazy drugs, street gangs that deal with terrorists and the Red Skull's grandson plays us with an elaborate death trap. I'd say 'what's this world coming to?' but I know I won't get an answer. At least... not one that I like, anyway."

"Believe it or not, that thought actually crosses my mind every day."

"Honestly, I don't know if that's a good thing or a bad thing."

"You and me both, Captain, you and me both."

After the sirens of fire engines came within the area of the burning building, Cap had already gotten out of the large vehicle and onto his bike, which was thankfully untouched. The super soldier drove all the way to the edge of Gotham, the tank-car following close behind. He signaled Fowler to touchdown there, and Batman had agreed to let them take Bane off his hands. Once they were there, with Fowler's jet in site, they all put the now unconscious drug lord into the aircraft. Before they went their separate ways, however, the WWII veteran took a moment to speak with the caped crusader.

"I've been meaning to ask you a little something."

"What?"

"Earlier, before we went in, you referred to your father as the 'Other Batman,' and I was just curious about why."

After a moment, the vigilante answered.

"I don't often like to think of my father and what he was during your time as the same person. There's an image of him I have in my mind, and it doesn't necessarily match up with what I've heard about him in the past."

"I understand. Sometimes...the images we make of someone aren't the same as the person themselves. I can definitely see how you two are alike, but there is one thing I'll say that separates you to."

The black-suited one perked his head at that.

"You're much easier to work with."

"Don't get used to it," was all Batman said as he closed his tank-car and drove off back to Gotham, leaving the super soldier to watch a little before heading into the jet.

11:03 PM – Five miles off the coast of Gotham

Not far from the mainland was a freight ship, anchored in place. Inside was the real Silas, and the rest of his agents, as well as his daughter, Sierra A.K.A. Black Cat, who was feeling in the mood to voice the obvious.
"Well, that was a disaster."

"Oh, I wouldn't say that," countered the scarred man.

"What do you mean? The Venom ingredients are gone, the LMDs blew up, the data was destroyed in the explosion, and Bane got himself captured. Where's the silver lining in this?"

The LMDs, Life Model Decoys, were the robotic duplicates that exploded.

"Bane may've gotten himself captured, but he knows how to make himself disappear, and when we got the formula fixed, he memorized it. Plus, this proves that the LMD technology we stole from under S.H.I.E.L.D.'s radar works perfectly. With that in mind, I imagine that we can apply it to something much…bigger…"

Chapter End Notes

A/N: Well, isn't that mysterious? What is this bigger thing that Silas speaks of? Of course, I know the answer to that, but you guys don't unless you keep reading as I update.

My main reason for doing this chapter and the last was to give some time to flesh out Cap a bit, and it also served as a means of introducing Batman.

Hope you all enjoyed this. Next up is a chapter focusing on Diana, and the one after that will return to Jack and the Bots with a trip into the zone. Keeping giving me reviews if you want this to continue. PM me if you have any questions or ideas you'd like to share with me.
It was a bright and sunny day, not a cloud in the sky as far as anyone could see. Of course, since nothing was falling, not many of the people walking about cared enough to notice. Among the busy people walking about this day was a woman making her way through a crowded sidewalk. She had black hair, a fair skin complexion, a muscle tone and figure most women would kill for, bluish-grey eyes, a roughly six-foot-seven height, and just seemed like an overall natural beauty. Her outfit consisted of a bright-red t-shirt, navy-blue long pants, a black leather jacket, black travel shoes, and what appeared to be big, silver bracelets on her forearms. With her, she carried a white duffle bag, the contents of which would pique anyone's interest if they knew what it was.

At first glance, this woman may not seem like anything extraordinary, other than having the looks and body of a supermodel, but if one knew about her origin, one of two things would likely happen; the person listening would dismiss the story as crazy nonsense and go on about their own business, or they would humor her and wait to see if there was any truth to it. The ones who indulged in the latter would be impressed at the peculiar origin. After all, it's not everyday someone can say that they're over a thousand years old because of being turned into a statue, and being broken out of said statue in the modern times.

Her name was Diana, former princess of the Amazons, daughter of Queen Hippolyta, and now last of her people in a world that considers her kind a myth. A stranger in a strange land, as it were.

Since waking up to the present world, she had been on the search for any possible family she might have. Though the way she had gone about trying to find them was…not so well-thought-out. Whether the ones who woke her up had realized it or not was uncertain, but after informing her of the possibility of her surviving relatives, they had allowed her to leave and walk about in a world she knew next to nothing about with no guide of any kind on what was potentially…how do the modern people describe it? Oh, yes…a wild goose chase. The reason for that last part was, as she had discovered not long after embarking on her journey, she had no way of knowing who was related to her.

Thankfully, however, she had proven herself to be an adept learner. After about a month's worth of roaming about in Greece, with a few…mishaps here and there, she got enough of an idea as to how the new world worked by going to libraries and listening to conversations between people. Some of the things she had learned were more memorable than others, though. Like the fact that practically no one dressed the way people did in her time, so she had to find some clothes that would help her blend in better. Not a simple task given her upbringing and the fact that she had little to no cash on her. After a while though, after working a few jobs in multiple places, she had earned enough money to get some new attire for herself, and to travel back to the States.

Presently, back in America, she was aiming to make her way back to the point where she started her journey. Her reason was that she felt that, after careful thought, the people who woke her would have a much better chance of helping her than finding out on her own. That and she wanted to know why they allowed her to pursue her goal the way they had. Not to mention something about the boy Jack nagged at the back of her mind, like they were more connected than she knew, even though she had only conversed with him a short while.
Currently, that was far from her mind, and she pondered her situation altogether.

'Why me?' she thought to herself as she moved through the busy streets. 'I was a princess born to a proud race of warriors. I said my prayers to Hera and all the goddesses like a good Amazon. Yes, I admit that I disobeyed by not killing my son when I was told, but...he was an innocent. His life was not mine or anyone else's to take.' She kept walking as she fought to hold back tears, 'And for my disobedience...all of them...mother...Mala...Artemis...Donna...everyone I knew...gone. And now I walk in a world that is strange to me.' Soon, her brow furrowed with anger, but still she remained silent in all but her mind. 'And I know who to blame for this...Hera. If my mother, sisters and I meant so little to her that she would have us slaughtered, then it is good that I washed my hands of that goddess...'

11:37 AM WET – 42 Nautical Miles off the coast of Spain, a few months ago

Dressed in her mother's armor, Diana kept rowing. She had to be sure. She just had to be. What the ones who woke said was hard to swallow, and the only way to find out was to see for herself what became of her former home. That's why she took the small boat she was rowing in from a fisherman when no one was looking. It had taken effort, but with determination, she was nearing her destination. Once she got there, however, she found herself wishing that she hadn't.

As she came ashore to the island, her eyes took in the horror of what lay before her; the temples and buildings were left in ruins, covered along with everything else in a grassy wilderness, and not another person in sight. Going further inland about thirty yards, she was met with the sight of a large hole in the ground, roughly as big as a house. As she peered inside of it, she saw mostly darkness with a few trees having fallen into it.

'Please tell me that this is not real...' she pleaded in her thoughts.

Jumping onto one of the trees that had collapsed in the pit, she slid downward a few feet before leaping off and landing on the dirt floor. Standing up, she walked about the area she was in, finding it difficult to make things out due to the obscurity and dimness of the lighting. This made her stop for a second and put her hand to her chin as she considered how to proceed. She needed a torch of some kind, but it was so dim and damp down there that finding a stick to light would be difficult, let alone one that was dry enough.

She looked around, and even though her eyes were now more adjusted to the darkness, her options still felt limited. Then her ears picked up on some rustling, and her gaze turned to what she could make out as a passageway. Letting her curiosity guide her, she followed the sound down the corridor, until the former Amazon princess found herself in what used to be the cavern under the palace. Now it was but a cracked reflection of what it was, covered in a black substance and lit only by strange devices that were somehow in the ceiling.

"By Hephaestus...what are those things?" she whispered to herself.

Glancing around, she then made her way to one of the rooms at the side of the cavern. She looked inside and gasped. There, lying on the floor was a pile of skeletons dressed in Amazonian armor, and covered in what appeared to be soot, though that was faded. Diana went over to inspect them, though she found herself wanting not to.

A part of her mind had kept denying that what she'd been told was true, and she wanted to believe that. She wanted to believe that her mother, her family, and her people were still alive, that they were waiting for her to come home.
Now, though, there was no point in denying it.

Picking up one of the carcasses, Diana almost immediately recognized who it was. Though the flesh had rotted away, the armor was very distinctive of her younger sister. What with it being burgundy and having silver, starry symbols here and there.

"Donna..." she whispered as she held the skeleton close to her, tears having already started to stream down from her eyes.

The former Amazon princess would have stayed like that had it not been for a sound of rustling and metal clanging being echoed in the cavern behind her. Placing the body gently back on the ground, Diana wiped her eyes before going towards the source of the noise.

Along the way, she noticed a statue of Hera standing erect in one of the rooms. Back in her time, the ancient beauty would have stopped to bow and pray to the image of the goddess. Now, knowing that it was this goddess who was responsible for the death of everyone who meant a damn to her, she only gave a glare of anger before continuing on her way.

It took only a few more steps before finally coming to the dimly lit room where the echoes were coming from. Looking inside, she found that it was someone...or rather, something, rummaging through contraptions that she’d never seen before, all with little doors on them, like it was searching. What struck her the most was the thing doing the searching; its shape was that of a woman, but covered in fur reminiscent of a spotted cat favored by Dionysus, same with a tail appearing to come out of a pair of black short pants, and it wore a sleeveless top that showed off its midriff along with footwear that revealed its clawed toes. Atop her head, the beast had straight red hair tied back in a ponytail, and wore a device that emitted light. It shocked Diana even more when she heard this creature speak.

"Oh come on! Where could that old bugger have placed it? I know they blew this place up and all, but surely they wouldn’t have let something like that get burned."

"What in the name of the gods are you?!” demanded the warrior, getting the attention of the bizarre beast in front of her. "Are you some sort of abomination bred by Dionysus and his cat? And more to the point, what are you doing here?!!"

"Look, I don't know who you are, or what you're buggering on about, but what I'm doing here doesn't concern you. So get lost!" she yelled as she brandished her claws.

"It does concern me!" stated Diana as she pulled out her sword and shield. "You are trespassing in my home, and I demand you state your business, or you will feel the sting of my blade!"

"Your home?" scoffed the spotted cat woman, putting her head device away into the compartment of a belt she wore. "Look here, sister-"

"You are no sister of mine!"

"What are you, dense? It's a figure of speech! Anyway, last I checked, no one's lived here for over seventy years, and before that, thousands of years. So, either you're pulling some kind of con, or are just plain bonkers. Either way, I don't care. I'm not leaving until I get what I came for, and you're not making me leave before then," said the feline creature as she got into a predatory stance.

"And what exactly is it that you are looking for?" asked Diana as she got into stance as well, her shield in front of her and her sword at the ready.

"I'm afraid I'd have to kill you if I told you. Though considering I was thinking of doing that anyway,
I'll just skip the talking and slice your throat open."

With that, the Cheetah woman lunged at the former Amazon princess, and attempted to slash her face, only to be blocked by the shield and knocked back. The feline thief quickly rebounded and jumped into the air and hit the ceiling before bouncing off of it and hitting her opponent off balance. Then, she performed a roundhouse kick that sent Diana tumbling towards the middle of the cavern. The Cheetah didn't give her a moment to recuperate, as she took the opportunity to grab the armor-wearing beauty by the arm, and use that to flip her over, causing the dark-haired woman to lose grip on her shield and sword, dropping them before she landed on her back. The predatory thief kicked the two objects to the base far wall as their owner managed to get to her feet.

"What was it you were saying about me 'feeling the sting of your blade'?' taunted the red-haired furry woman. "And I doubt that rope you've got at your hip will do you much good other than to serve as your noose when I hang you with it."

"We shall see," responded Diana as she stood at the ready.

The black-haired woman threw a couple punches aimed at her foe's face, only for them to be blocked both times. She tried again with a different hand, only to be blocked again and nearly kneed in the side. Another set of blows were attempted by the former princess, but each time they were hit away, and the last of them was avoided by the cat woman as she ducked and moved back a little.

Then, it was the Cheetah's turn to go on the offensive as she attempted to hit Diana's head, which was being defended by her forearms, only for the dark-haired beauty to dodge each time. With a window open, Diana punched the Cheetah in the side and nearly in the head as well with a swinging blow, only for the feline to barely miss it. The spotted redhead proceeded to kick her in the thighs a little to break her stance, followed by a jab at her left shoulder and another kick to the same leg. She would have hit her in the head as well as she swung her arms at her, only for the Amazon to duck in time to miss both arms, but then receive an elbow to the gut. Though, thankfully, her armor protected her there, and she finally landed a punch to the Cheetah's face, who fell back before she could try anything.

"Okay then," muttered the thief as she massaged her jaw, "you're tough. I'll give you that." In classical fight style, she spit out a loosened tooth.

"I am an Amazon. I have to be," declared Diana as she grabbed the Cheetah by the arm and proceeded to return the favor from earlier by flinging her into the air with intention of flipping her on her back. However, she was surprised when the furry woman not only hit the wall, but bounced off of it and landed on her feet.

"Amazon or not, I have the speed and power of a cheetah, Love, so I'm not going down easily."

"I would hope not," responded the dark-haired woman as she charged at her foe again.

The Cheetah ran at her as well, her arm flung out with her clawed hand open. When they were close enough, the feline attempted to slash the princess on her face, only to be avoided and hit in the gut with her opponent's head. This knocked some spit and the wind out of her as she stumbled back, clutching her stomach.

Unfortunately for the spotted redhead, the Amazon didn't allow her enough time to recuperate, as she found herself being wrapped around by a whip of some kind and pulled towards her. It took the Cheetah a second to realize that not only was it the rope she'd noticed earlier, but also that it was glowing bright yellow, and she couldn't move.
"What the bloody Hell is this?!” the furry woman demanded.

"This lasso was forged by Hephaestus. Whoever is bound by it cannot lie, or escape without my letting them go,” explained Diana as she caught her breath.

"I don't know about those first two parts, but I definitely can't seem to get out of this."

"Now it is time for answers. You said that you were searching for something. What is it? And who was it that occupied this place seventy years ago?"

"I'm looking for a piece of paper with a formula that increases strength left behind by the people who used this place seven decades prior. The people in question were a group that called themselves HYDRA, a radical group that sought world domination, and led by a man people call the Red Skull," answered the Cheetah in an almost trance-like state before shaking her head and acting like normal. "Wait, what the Hell just happened?! Why did I say that?!"

"I told you, those who are bound by the lasso cannot lie, and therefore must tell the truth."

The feline woman glanced down at the glowing rope that held her before looking back up at Diana. "Is it wrong to say I'm both interested in and scared of this thing?" Again, the Cheetah shook her head and gave a confused expression as to why she even said that.

"It matters not at the moment. When you find this...formula," Diana stumbled, not entirely familiar with the idiom, "what do you intend to do with it?"

"I intend to sell it to the man who hired me to retrieve it, who will then pay me with money,” answered the female furry in the trance-like state once again. The second she was out of that and back to normal, she shouted, "GET ME THE BLOODY HELL OUT OF THIS THING!"

"I have only a few more questions. Who is the man that is paying you to retrieve this, and why does he want it?" asked the Amazon, who watched as the familiar blank gaze returned to her tied foe's face.

"Everyone calls him Silas, and I do not really care what he has planned for it as long as he pays me my money, but he is probably going to use it to create an army of monster men or something."

Snapping out of it, the angered feline woman said, "There, you happy now?! Now let me go already! I've never been one for bondage; especially any that's as freaky as this!"

Diana was silent for moment as she took in the information. If this was true and Cheetah's finding of this...formula or whatever it was resulted in the creation of monsters, she could not allow that.

"I will let you go, but I need to do something first."

"You're not going to ask me something again, are you?" the Cheetah said in an almost nervous tone.

"No, just do this," the former princess said as she yanked her bound opponent closer to her, then clenched her hand into a fist, reared it back, and quickly punched the feline in the face. The blow was so strong that the tied up furry woman was knocked out almost immediately, slumping to the floor as she did so.

Once she made sure the Cheetah was out cold, Diana removed her lasso from her before putting it back at her waist. She then took the unconscious thief and placed her in one of the rooms, not caring which, and retrieved her sword and shield.

After that, Diana made her way back to the skeleton room, and proceeded to take each one of them
carefully out of it and up to the surface. Next, she dug a hole for each one of her fallen people, and
buried them; save for their faces, as there was something she needed before she could do that.
Following that, she walked to the temple area that kept a ten foot statue of Hera. Glancing up into its
face, the Amazon’s brow furrowed with anger, and within a moment, she pulled out her blade,
jumped into the air, and, without hesitation, sliced off the goddess statue’s head. The cut was clean,
and the decapitated head of the stone goddess cracked upon hitting the floor, breaking into multiple
pieces.

"From this moment forth, Hera, I am no longer a blade for you to use," stated Diana with
conviction and venom in her voice, and with tears streaming from her angered eyes. "I…we trusted
you, devoted our lives to your will…and then you betrayed us with our destruction And even then,
from what I have gathered, you have a tendency to bring pain and suffering to those you touch, and
I refuse to be an instrument of that. As of now, you are nothing to me…"

Once she had said what she needed to, the Amazon made her way to the base of the statue, and
pulled out two bags of ancient coins from a compartment underneath it. This almost surprised her
that they would still be here, as she thought they would have been stolen by now, though she was
thankful that that was not the case. Taking the bags in hand, she went back to the surface, and
placed a coin on each, empty socket of the skull faces.

This was part of the ancient Greek tradition where, when a person died, their soul would be sent to
the realm of Hades. When they arrived there, the god Chiron would steer a boat on the river Styx,
and take them to either the Elysian Fields, which was paradise, or Tartarus, the realm of the
damned. Before he could take them, however, they had to present him with two coins so as to pay
him for the journey. If one did not have the coins, then he would not take them anywhere, and their
soul would be lost forever.

Diana hoped that, even after all this time, this burial with the coins on where their eyes used to be
would allow her sisters to finally pass on. She wasn't entirely sure she possessed enough coins, but
fortunately she did.

After she finished placing them and finally covering the faces, she took a moment to say the proper
prayers for all of her fallen people, her family. She was a bit rusty on it, even though, for her
anyway, it had only been over a month since she had left home. Now faced with the undeniable truth
that what she had before was lost forever to her, she said her goodbyes. To her mother, to her little
sister, to her best friends, to her teachers, and to the people she was expected to lead, but now could
not.

Once she made her peace, Diana stood up, heading to where she left her boat. She was about to
step into it, when she remembered her opponent from earlier. Turning around, she was about to
head back to the cavern and check on her when she heard a strange sound. Looking in the direction
of the noise, the Amazon saw a small, white boat come around to about few feet away from her boat.
What was fascinating about it were two things; one, there was a device at the end of it making the
sound she heard, only louder now that it was closer, and two, that its passenger was the Cheetah
woman, holding up a piece of paper and waggling it in an almost taunting manner.

"Nice time to have a funeral, eh Love?" asked the feline loudly, trying to make herself heard over the
noise of her engine. "I’d pay you back for that punch in the face, but right now, I got what I came
for, and I’d like get as far from this hell-hole as soon as possible. You can try and catch me, but I bet
I'll be long gone by the time you row out in that little boat. Bye-bye!" she waved as her boat sped on
out into the distance, leaving the former princess with one more thing to feel upset about…

12:36 PM, EST – New York City, Present Day
Sitting at one of the outside tables of a restaurant, Diana contemplated that day all those months ago. After her encounter with the Cheetah woman, she tried to find her, but had no such luck. When that search proved fruitless, she decided to put it out of her mind until further notice, and focused on trying to adapt to this strange new world, and maybe find her surviving descendants.

While she was doing that, she was waiting on a drink to be delivered to her, and had to avoid listening to the conversation of three old men sitting at the neighboring table, who were playing a game with cards. One of them was wearing was called a ball cap, another had a thick moustache and wore a straw hat, and the other didn't have a hat but had full facial hair, and the expression of one staring off into space. All three seemed to be smoking cigarettes.

"This again?!" the one in the ball cap yelled before cursing, "Son of a bitch! Taking my money like that, you cheating dogs. Why the only reason you can even eat here is cause of what I done. I busted my tail to plant those crops with my two good buddies."

"For criminy's sake, you always say the same thing when you're losing," commented the one in the straw hat. "Besides, we're the buddies you're talking about."

"Yeah, sure, that we are," said the bearded one. "We planted those seeds like there was no tomorrow."

"You were always planting seeds of a different kind, though," replied the straw hat wearer.

Diana didn't listen to them, and instead chose to think about where she was heading next. However, her thought process was interrupted by the three men addressing her.

"What's wrong, Missy?" asked the one in the ball cap. "Why so blue?"

"I…" started Diana, who was taken aback by the sudden concern for her, "I'm…just waiting on my drink is all. Why do ask?"

"Just noticing that you've been sitting there all quiet and the like," answered the straw hat man. "Not normal to see a woman your age act like that."

"It's…I'm dealing with a bit of a family crisis is all. I'd rather not talk about it," stated Diana, not wanting to engage a conversation with anyone at the moment.

"Ok, we understand," said the bearded man. "Just remember, every crisis offers you extra desired power."

"What nonsense are you shooting your mouth on about now?" asked the ball cap wearer. Then the three started getting into an argument that went off into different things.

Though for the former Amazon, his words did offer a ring of truth. This was something she needed the power to get through, and so far, she'd gotten that. In the last few months, her path had been difficult, and she'd stumbled along the way. Now, she could pass herself off as a normal, modern person as long as no one took too much of an interest. And her goal was clear; find whatever family she might have in this time period. But first, she had to make her way back to where her journey began; Jasper, Nevada…

Chapter End Notes
A/N: Well, this was a short chapter, but then it was meant to be. I created this so as to help Diana develop and to help her get back into the story, so expect to see her with the Bots soon!

Hope I established the rivalry between Diana and the Cheetah well. When I decided on having Wonder Woman in this fic, I felt like I had to pick one of her villains to include as well, and Cheetah was the only one that came to mind for it. Because, let's face it, Diana does NOT have a lot of memorable villains like some of the other big name heroes.

A special shout out to those of you who got the Cowboy Bebop references. I appreciate your readership.

As always, read and review, and PM me on FF for any questions or suggestions you might have.

I've already started on the next chapter, which returns us to Jack and the Bots, and we see them enter a new zone of existence. One full of phantoms…
Phantoms

Chapter Notes

See the end of the chapter for notes

1:03 AM PST – Decepticon Warship "Nemesis"

Starscream was not having a good solar cycle. It had been two Earth days since his attempted attack on the alien fortress at the North Pole, and that had landed him in a scrapheap of problems; the fortress' owner proved to be unbelievably strong given how he tore apart most of their troops, the Combaticons were having to lick their wounds from the confrontation with the alien and Optimus Prime, and to top it all off, Megatron was awake again and back in charge. And, as history has shown time and again, the founder of the Decepticon movement did not take kindly to those who tried to usurp his authority. The second-in-command's current position on Knockout's slab with a great many wounds and energon tubes plugged into him were a testament to that horrible fact.

He groaned with his optics closed, not even noticing the sounds of footsteps that approached him. He finally opened them when the voice of the one the feet belonged to spoke.

"Resting comfortably, Starscream?" asked Megatron with a small, but malevolent grin. "Despite the extant of your injuries, my medical staff assures me that you shall make a…rapid recovery." The smile never left the silver Con's faceplate as he said all that, taking delight in his subordinate's well-earned suffering.

"Hopefully every bit as rapid as your wrath is swift," said Starscream as he struggled to get up, coughing at the end of his sentence. This scene gave the warlord a chuckle.

"And how swiftly things change," he remarked. "To think that but a short time ago, it was you who were standing here while I was lying there, right after your failed attempt to terminate me." By this point, Megatron's amusement had turned into an expression of disdain and contempt. "And after that, your attempt at ruling in my place allowed the Autobots to gain a new ally, one decimated a good portion of our troops."

"I…I understand, Lord Megatron. I won't squander our forces. Especially after what happened with Galv-" started Starscream, only to be grabbed by the jaw, and glared down at from his livid-looking leader.

"You were not about to say his name, were you? I know my audio-receptors did not catch you about to say that spawn of a glitch's name. Am I correct?"

The seeker nodded as furiously as he could before being let go. He massaged his jaw a bit as Megatron continued.

"That is fortunate. Know this, dear Starscream; our positions shall never again be reversed, and as hard as it must be for you, try to avoid indulging in foolishness." With that, the silver-plated warlord took his leave of the medical lab.

When warlord was out of sight, the SIC angrily started taking the tubes off of himself.

"We'll see about that, Lord Megatron," he muttered aloud as he finished unhooking himself and got off the slab. "We shall see…"

Holding his hand to his still-hurting chest, he made it to the door. It slide open for him, allowing him
entrance to the hallway. Though not two seconds after he went into it, he found himself confronted by Knockout.

"Starscream, have you lost your senses?! You haven't fully recuperated!"

"I feel fine, Knockout! Never better! You're a brilliant physician, now get out!" he shouted as he shoved the doctor away and continued on his path down the hall.

After he walked, or in this case, limped his way further, he came to the entrance of another section of the ship. Once he was in and the door closed behind him, he went to a certain spot whilst thinking aloud.

"Agh…Dark Energon may have replenished your strength, Master…" Reaching behind a pillared corner, he pulled out a piece of the very substance of which he spoke. "But how could you forget that you never reclaimed your original shard?"

He couldn't help but recall how he had claimed this particular piece; finding Megatron's near-dead husk amongst the debris of the destroyed space-bridge, wrenching it out of the mech's chest, and the satisfaction that came with seeing his leader almost die.

And another interesting tidbit came from the report he heard concerning the battle between the alien and Bruticus. It appeared as though the fortress' owner would get weak whenever he got close to the combined Cybertronian. Since the gestalt had been imbued with Dark Energon as part of the experiment by the Decepticons' lead scientist, Shockwave, it stood to reason that the substance may've been the source of that scene. It was an idea the SIC was all too happy to try out and exploit.

"Once the blood of Unicron flows through my veins, our positions shall indeed be reversed, and I'll see to it that you, that alien, and everyone else will kneel before me. All shall kneel before Starscream…"

9:45 AM PST – Autobot Base

"Come on, Jack, try and hit me," said Cap as he avoided another blow from the teen. Then he proceeded to take the boy's extended arm and flip him over on the ground. The boy would have thought of a decent comeback, but nothing came to mind at that moment on what to say.

Getting up, the sixteen-year-old jumped over the super soldier and shot a web-line at his back. While the WWII veteran wasn't able to dodge in time, he could already tell what his young opponent was trying to do as he felt the line try to yank him backwards. Unfortunately for the teen, Steve wasn't so easily budged, and the spider-empowered boy found himself being pulled and tossed. As such, Jack quickly got to his feet and tried a different tactic; shooting blasts of webbing at Cap's feet, which actually succeeded after a few tries where the blonde-haired man just barely dodged the shots, and stuck the older man's feet to the floor. Not wasting time, the young Darby took the opportunity to flip and land his feet square on the man's chest. The WWII veteran tried to block it in time, but was a second too slow, and as a result, got knocked on his back.

"Whew! How's that for a big hit?" joked Jack aloud.

"Yeah, Spider-Man one, Captain America twelve," said the dry voice of Arcee from where she stood across the room. "A real winner, Jack, a real winner," the femme added sarcastically as she watched her partner's opponent get back up and ready.

Rogers had arrived back at the base the previous night and, after getting a few hours of sleep, woke up early to start an exercise routine; one that he encouraged Jack to join in, much to the teen's dismay.
and his mother's and Arcee's amusement. Both the woman and the femme had stood by and watched as the super soldier had the boy go through several different workouts from running in laps to how fast he could climb. Now, he was testing the sixteen-year-old's strength in a practice match.

"You know, despite that, Jack does seem to be improving, if only a little bit at a time," the Autobot said to the mother as they observed. "What do you think, June?"

"I think that I still wish this wasn't necessary, to be brutally honest," replied the Darby matriarch, and Arcee slightly nodded in agreement, understanding. "However," she said with a sigh, "it is, and he does appear to be making a little progress. And that suits me fine."

Back with Jack and Steve, the latter was performing a few leaps and dodges as he avoided the former's shots of webbing.

"You may've gotten me once, Jack, but you can't always rely on your abilities."

"Well, they've been a great help to me so far," answered the teen as he tried to side sweep the super solider and avoid his fist. The move succeeded and he backed away. "And you got to admit, the spider-sense does pretty much take away a bad guy's element of surprise, since I can literally feel it coming when they try to attack me."

"That may be," agreed Steve as he got up again and into a stance, "but what happens if one day you find that you can't rely on your powers to help you get the job done? What will you do then?"

"If that comes, I'll just do what I've been doing whenever things start to go south."

"And what might that be?"

"Improvise and hope to God that it works," shrugged the sixteen-year-old.

Before the WWII veteran could say or do anything, all three humans and the Autobot femme in the room heard an alarm of sorts. With an exchange of glances at each other, the four of them left the training room and went down the hall to the main area, where they met with Bulkhead, Miko, Bumblebee and Raf to see Optimus and Ratchet at the primary computer. On the screen was a signal of sorts that they were tracking.

"Good to see you all made it," said the chief medical officer as he looked from the monitor to the others and back. "I had hoped that my growing expertise on the subject would remain purely academic. But, though faint, this is clearly a Dark Energon signature, and it's moving fast."

"Megatron," was all Optimus said.

"Where'd he find more of the bad stuff?" asked Arcee as she and the other two Bots walked up to the console while the humans gathered on the platform to observe the scene.

"And what's he going to do with it? Recruit a new army of the undead?" added Bulkhead. His question piqued the interest of his charge.

"Zombie-Cons?!" wondered Miko aloud and excitedly.

"Don't get any ideas," warned Jack, moving one of his hands in a way that threatened to shoot the Asian girl with webbing. She backed away sheepishly.

"We cannot rule out the possibility," said Optimus, either ignoring the conversation of the human teens or just not hearing them as he looked at the blinking image on the screen. "Especially since
Megatron seems to be heading to a familiar site."

9:51 AM, PST

Flying over the canyon, Starscream went as fast as he could towards his destination in jet mode. Inside his cockpit was the Dark Energon shard he had taken and hidden from Megatron, awaiting to be used. He had considered just using the ground bridge to where he was heading, but that would be recorded, and probably noticed by Soundwave, who would more than likely tell their wrathful leader. And Primus knows what he would do.

Reaching his endpoint, the SIC transformed into his Cybertronian form quickly, and made a loud clanging noise as he hit the ground with his feet. Within a couple yards of him was a neatly stacked pile of rocks, though what was underneath it was what interested him.

"Ah, the gravesite of the mighty Skyquake," he recognized aloud. "So quick of you to reject my authority while you lived, but," he held up the Dark Energon shard, "in death, you will prove much more useful to me as the first of my reanimated warriors." The skinny mech broke the piece in half, and tossed one of them into an opening in the mass of stones. Following this action, the darkened cracks glowed bright with a purplish hue.

Taking the remaining piece, Starscream proceeded to do as he had witnessed Megatron do with this very same shard; he stabbed himself in the spark chamber with it. As the energies of the piece caused the opening made by the shard to disappear, the SIC's eyes turned from red to purple.

"Agh…yes…the power of Dark Energon…be mine!" he shouted as violet flames erupted and covered the entirety of his metal body. "Agh…symbiosis…I can feel it!" he yelled again. This time, the otherworldly fire spread across the ground, creating glowing cracks in the dirt. "Once I resurrect Skyquake, I'll have him dispose of that alien up north, and then resurrect more to eliminate Megatron!"

10:03 AM, PST – Autobot Base

"Megatron has barely emerged from stasis," Optimus announced to his assembled troops and the humans, "and it would seem that he is already making up for lost time. Bulkhead, Bumblebee, Ratchet; prepare to roll out," he ordered, and while two of the Bots he addressed walked over to the ground bridge area, another was uncertain of his choice.

"Me?" asked the CMO.

"If we are indeed dealing with Dark Energon, I may well require your expertise," the Prime answered. Turning to the resident femme, he started, "Arcee-"

"Bridge operator, got it," the blue Autobot replied before he could finish. Then she walked over to the console and typed in the coordinates.

Back with the humans, June and Steve were discussing some things, Jack and Raf were watching the Bots get ready to leave, and Miko stopped drawing a picture she was working on and got up from her seat.

"Good luck, Bulkhead," the Japanese exchange student cheered. "Bring the hurt!"

The green Wrecker didn't suspect anything as he pounded his fists together, but the other teen and preteen did. The adult humans were a bit too engulfed in their conversation to notice.
"That's not like Miko to not want to go," commented Jack as he narrowed his eyes at her. Raf nodded in agreement.

"She's definitely up to something," the twelve-year-old added as he and the older boy exchanged looks.

"Now, if you lot will excuse me, I have to go to the ladies' room," stated the Asian girl as she walked down the steps of the platform. Also, at that moment, Arcee pulled the levers, and the green portal lit up. The four mechs walked into it before transforming into their vehicular modes and driving in.

"Ok, now I know she's trying to pull something," remarked Jack as he got up from his seat to go and look over the railing.

"How do you figure?" wondered Raf.

"One, most people don't say they're going to the bathroom, they just get up and go; two, it sounds like a convenient alibi just as the Bots say they're about to use the ground bridge to go do what they do; and three, why is she walking in the direction of the bridge when the bathrooms are towards the other end of the room?"

Getting up and to where his friend stood, Raf saw that Jack was right. Though, not long after he noticed, the Japanese girl started to run into the portal.

"Making a break!" Jack yelled as he jumped over the side, heading for the fourteen-year-old as fast as he could. Raf tried to run down the stairs after them, and because of oldest teen's shout, the adult humans weren't far behind him.

Arcee, meanwhile, didn't seem to notice, and had her eyes focused on the console, making sure the vortex was stable and that the other members of her team got out safely.

Jack finally caught up with Miko as she approached the point of no return, and grabbed her by the arm.

"It's not safe!"

"Agh, I am not gonna miss my first Zombie-Con throw down!" the Japanese teen argued back.

"Miko, what's more important; watching a fight where you'd more than likely get squashed, or living to see your next birthday?!" replied the older boy, but Miko's struggling showed that she would have none of it. Despite his strength, the girl had managed to nudge them close enough to where they went through the portal as well, and Raf with them when he finally caught up.

10:11 AM, PST

A green vortex opened itself up in a canyon-like area, with the four Autobots emerged in their vehicle modes before transforming almost immediately into their robot forms. Unbeknownst to them, behind were the three children, who, with the Japanese exchange student in front, ran towards a pile of rocks and climbed on top of it. With the four mechs, Bulkhead was the first to comment on the scene before them.

"That's not Megatron!"

Indeed, it wasn't. It was Starscream, much to their surprise, though he seemed unaware of their presence. Instead, he was busy yelling at group of rocks with a purple glow emanating from within
"Rise, Skyquake! Rise!"

As he shouted this, he felt the ground begin to shake beneath him, which was a very good sign that his plan was starting to work.

Back with the kids, Miko was the first to make it to the top, and she was more excited about the likely battle than staying out of sight.

"Let's see some fight of the living dead already!" she said, and then noticed Jack and Raf come up beside her, crouching down as she was.

"You know, I would ask what you were thinking, but experience tells me that would be stupid, because you never do," commented the sixteen-year-old spider-teen dryly.

"I agree," said Raf with a disappointed gaze at the girl.

"Hey, I totally missed out last time," she argued. "This could be my only chance to take some snaps!" Miko reached to her back pocket, but found that it was empty. "My cellphone!" she cried as she got up to look around. "I must've dropped it back at base."

"Great," sighed Jack. "We're out here in what's probably about to be a hot zone because you wanted to take some stupid pictures, and then you leave your only means of taking them behind?! Is there no end to your airheadedness, Miko?"

"Hey! I dropped it by accident, Spider-Jerk!" huffed the Japanese girl as she put her hands on her hips.

"Shush!" said Raf as he observed Optimus and the other Bots make their way towards the Decepticon SIC.

"Starscream!" yelled the Prime as he and the others readied their weapons.

"Autobots!" snarled the flyer as he turned to face them.

"Stand down!" ordered the Leader as he aimed his blaster at the would-be warlord, with the Bulkhead, Bumblebee and Ratchet following suit.

"You stand down!" retorted the scrawny, silver mech in defiance, and he aimed his arm at them before launching a missile from it. The four 'Bots got out of the way in time, and hid behind a couple boulders before the blast could hit them. "You cannot harm me while Dark Energon flows through my veins!"

In response, Optimus got from behind his rock, and took a quick shot at Starscream, which resulted in successfully removing the Decepticon SIC's arm. The amputated flyer was shocked by this for a moment, but came out of it upon seeing the current state of what was left of his arm. Then he quickly grabbed the forearm that had fallen to the ground and went to a hiding place of his own.

"Guess having Dark Energon in you doesn't qualify as being invincible," commented Ratchet, with Bumblebee whirring in agreement.

"You clipped his wing," said Bulkhead to Prime, "that means he's grounded."

The four Autobot mechs nodded in agreement and ran towards their downed foe. At least, they
would have, had it not been for a certain human girl getting their attention with her loud voice.

"UGH! I CAN'T BELIEVE YOU MADE ME LOSE MY PHONE!" shouted Miko at Jack.

"How the hell is this my fault?! You're the one who dropped it! And besides, I hardly think that matters now!"

"Oh, no..." groaned Bulkhead as he and the others looked on at the kids in both surprise, worry, and a bit of disappointment. Suddenly, the four of them received a transmission from Arcee.

"Base to Optimus, the kids are missing!"

"We have a visual," replied the Prime in a slightly frustrated tone.

"Are they alright? Is everyone together?" asked the Darby matriarch anxiously.

"The children are here and appear to be fine for the moment, June," reassured the Autobot leader.

"Oh thank God."

"Arcee, send the ground bridge immediately," Optimus ordered, but then was surprised along with his fellow Autobots when not one, but two green vortexes appeared, with the other appearing where they last saw Starscream. Everyone looked back and forth between them, with only Ratchet deciding to state the obvious.

"Two?" he said before turning back to the children. "You three, into our ground bridge, now!"

"Come on!" urged Jack as he pulled the upset Miko by the arm.

"Ugh!" she moaned as they made their way down the rock pile to the portal.

The four Autobots observed as the trio of humans entered the swirling vortex of energies, but noticed that the Decepticon SIC had entered his own at the same time. Once that had occurred, the green energies of both thresholds began to swirl together, causing the ground in the area to shake, and a strange whirring sound to resonate as well.

"Ratchet, what is happening?!" demanded Optimus.

"The dueling ground bridge portals must be feeding back on each other!" guessed the CMO.

"Miko!" worried Bulkhead aloud. "We gotta get the kids out of there!" Then he ran towards the bridge the kids had entered, but found himself being knocked back instead. Almost immediately after that, the bridge portals exploded in a great, blinding flash of light.

10:19 AM, PST – Nemesis Warship

A Vehicon flyer was operating a console when the ground bridge portal he'd opened a couple minutes ago finally brought back its intended user; Starscream, who landed face down on the metal floor. The swirling vortex disappeared as he pushed himself up, and then he noticed a certain thing was missing from his person.

"My arm!" he gasped aloud as he looked from side-to-side for it. After not seeing it anywhere, he glanced up to see that the operator was just standing there staring at him. Deciding to act quickly, he got to his feet and poked the index finger of his remaining hand on the Vehicon's chassis. "Not a word about this to anyone! Understood?!" he barked.
"Yes, Commander Starscream," bowed the operator as the SIC walked away and down another corridor.

Once the silver mech made sure no one was around, he reached into his chest and pulled out the Dark Energon shard. His expression as he looked at it was one of regret and frustration, as he wondered if the substance was either not all it was cracked up to be, or if it was selective in who it worked for.

2:21 AM, GMT – Arctic Kryptonian Fortress


Superman looked up from his present task, and turned his attention to the source of the alarm. Floating his way down a hall and towards a room that kept flashing red, the man of steel was confused what it could mean. As far as he knew, he was the only person in this sector of space with a PZ projector. If someone had broken into this place, unlikely, and used it, he would've known. So unless the systems were being uncharacteristically faulty, how could anyone have entered the zone? Entering the room, he floated all the way to the crystal console of the fortress' computer, and finally asked. Upon touching it, a holographic screen appeared above it, and a disembodied, feminine voice spoke.

"Greetings, Kal-El."

"Hello Lara," he replied kindly. The reason for the name was because the voice belonged to an artificial intelligence based on the imprinted brain patterns of his biological mother, Lara Van-El. "Mind explaining what the situation is? Did someone mess with the PZ projector?"

"Negative. The projector has not been tampered with anytime recently. However, sensors have detected a strange energy signature that emanated from these coordinates."

The holographic screen then showed a picture of the Earth, with lines and Kryptonian symbols pinpointing a spot in North America. Zooming in, it showed the area where it happened was in Nevada.

"Hmm…that's interesting…"

10:23 AM, PST

Back with the children, they found themselves lying down on the dirt for some strange reason, and groaned as they got to their feet.

"Are you guys ok?" asked Jack as he rubbed the back of his head.

"Yeah," answered Raf as he adjusted his glasses. "I think so." Then he noticed something a bit peculiar about the world around them, "Is it just me, or does everything seem a bit desaturated?"

"What do you mean?" said Jack.

"I mean, it looks like someone drained a bit of color out of the world," the preteen explained.

"Now that you mention it, it does look a bit greyed out," added Miko as she looked around real quick before spotting the 'Bots. She and the two boys heard a grumbling noise and saw that it was Bulkhead as he and the other mechs got up. The three humans also briefly noticed that, despite there
being a large cloud of dust in the air, none of them felt it enter their mouths and make them cough. Before they could question the strangeness of that phenomenon, the green Wrecker spoke, getting their attention.

"What…what just happened?"

"Ugh…" groaned Ratchet, "I can't be certain, but if two ground bridges sent to the same coordinates crossed streams, the feedback could've triggered a system overload."

"Could've?" exasperated Miko. "Hello! More like 'totally did!'"

"The kids made it through, right?" asked the concerned Bulkhead, surprising the young trio that he didn't hear his charge speak to him. Why would he ask that? They were standing a few feet away from him and the other Bots.

"What's he talking about?" wondered Jack aloud as Miko stepped towards her Autobot guardian before stopping two feet in front of him.

"Bulkhead, we're right here!" she yelled, but again, it appeared as though none of the Cybertronians standing before her heard her.

"Arcee, June, Captain, did the children make it safely back to base?" questioned Optimus over the comm-link.

"Negative," they heard the slightly distressed femme reply.

"You don't see them anywhere?" came the anxious voice of Jack's mom.

"No sign," answered the medic.

"What?! No sign?!" repeated an angry Miko, who then looked back at her guardian. "Okay, seriously Bulk?"

What happened next gave the trio of humans a possible answer, but would undoubtedly raise more questions. Bulkhead stepped forward, and his foot phased right through Miko. This caused her not only to shout "Whoa!" and scream, but also make her temporarily look like she was made of smoke. When that experience was over and the Asian girl returned to normal, she stumbled back until Jack caught her. The occurrence left her feeling a little noxious, but thankfully just a little and nothing happened with that.

"He went right through you," remarked Jack, who then thought aloud, "We're not alive."

"I don't want to be a ghost!" Raf almost cried as he clutched his older friend's leg. Then, after a moment, the three backed away and realized something.

"Wait," said the sixteen-year-old, "how can we still touch each other?"

The three then felt the ground shake a little, and saw that it was the four 'Bots walking away. They followed as Optimus wondered out loud what had happened to the three.

"Ratchet, could the children have been transported onto the Nemesis instead?"

"Not likely," answered the CMO, shaking his head. "If Starscream didn't arrive at our base, the most likely explanation is a dislocation. The children may've simply been bridged to an unintended destination."
The humans stopped following the four 'Bots and stood while taking in what Ratchet had said. Raf was the first to speak his thoughts on it.

"Another place…but in the same place," said the preteen, earning the attention of Miko and Jack.

"Wha-What do you mean?" asked the sixteen-year-old

"I think we might be in a different dimension. Some kind of…alternate reality, one that shadows our own."

"Nerd alert," said Miko with an eye-roll. This earned her a glare from Jack and a slightly hurt expression from Raf.

Back with the Bots in the area, they saw that there was a humongous hole that wasn't there before. Optimus knew what was, as he had buried it there.

"Look, Skyquake's tomb is empty," said the Prime.

"How did we miss Skyquake rising and shining?" questioned Bulkhead.

"It would seem Starscream got what he came for," lamented Ratchet. "Though Bulkhead, for once, does bring up a good point. How did we not see him leave his grave?"

"Another matter for another time," stated Optimus. "For now, our priority is locating Jack, Miko, and Rafael." Putting a finger to the side of his head, he called across the comm-link, "Arcee, bridge us back to base."

As to the kids themselves, they began to walk towards the 'Bots when they noticed a five-fingered shadow on the ground. Looking up and hearing a metallic creaking noise, the trio was shocked to see that it was, in fact, the newly zombified Skyquake, rising from behind a canyon corner. His eyes glowed purple instead of the usual Decepticon red, and his colors had faded to the point where he was primarily gray and all scratched up. The creature didn't seem to notice them, for which they were relieved, as it strode by, but where it was walking was cause for concern.

"Yesss…" the creature hissed, though it almost sounded like there were two voices speaking at once.

"Finally, the line of Primes will end!"

"A zombie that can talk?" wondered Raf.

"Right now, Raf, I don't think that's as much of an issue as where it's heading!" said Jack as the beast started walking towards their Autobot friends.

"Zombie!" shouted Miko as she and the boys ran to try and warn their friends.

"MUST DESTROY THE PRIIIMMME…" the undead creature bellowed out again.

"GUYS, LOOK OUT!" yelled Jack.

"BULKHEAD!" screeched Miko.

"IT'S RIGHT BEHIND YOU!" screamed Raf.

Their shouts of warning fell on deaf ears.

"DEATH TO PRIMES AND ALL WHO FOLLOW THEM!" the monstrosity roared.
However, when the monster got close enough, he tried to strike the green Wrecker, only to find his blow phased through him. He just stood there, trying to take in what had just happened as the four Autobots just kept going until they went into the portal, and vanished along with it.

"Awesome!" said Miko in relieve. "He can't touch them either!"

Unfortunately, the noise she made was not lost on the undead creature.

"You..." the monster hissed with much venom in its voice. "If I cannot destroy the Prime, then you three will have to do for now." He turned towards them, and started walking in their direction, and then a scary realization dawned upon them.

"If that thing can't touch the 'Bots..." started Jack.

"Just like we can't?" asked the now nervous Asian girl.

"Then we're trapped here with a Decepticon zombie?!" finished a thoroughly scared Raf.

"If we aren't ghosts now, we will be soon!" she squeaked. "Let's get the hell out of here!"

"For once, Miko, we're in agreement!" stated Jack as the three of them turned tail and ran from the undead, metal monstrosity. The creature's footsteps were loud and made the ground shake as he followed.

"HOLD STILL!" roared Skyquake.

The trio spotted a good hiding place, and ran as fast as they could towards it. Unfortunately, as they got closer, Raf's footing decided to make him trip and fall. Noticing this, Jack decided to run back and help him up.

"Come on!" the older boy urged as the got to cover with Miko.

"Jack, my glasses!" pointed out the twelve-year-old. Indeed, his glasses were missing, and glancing real quick, the sixteen-year-old found where they had gotten themselves lost. They were lying on the ground, but Skyquake was in sight and getting closer.

"It's dangerous," the teen boy pointed out.

"I-I can't see without them."

"What are you? Ninety?" commented Miko.

"Not helping," the Jack criticized. "I'll try and web them back," he said as he reached out and pressed his two middle fingers into his palm. Surprisingly, however, nothing came out of his wrist.

"What the-?" He tried again, but the results were the same; nothing.

"Oh for God's sake!" exasperated Miko as she got tired of Jack's failed attempts. Then she decided to just run out into the open and get them herself.

"Wait!" Jack called, but the Asian girl, as usual, paid him no mind.

As the grey, undead behemoth roared and got closer, Miko got the glasses. Then she looked up and saw that she was about to be stepped on by their pursuer, but then grunted and jumped out from under him in time.

"Hoo-yeah!" she yelled as she pumped her fist in the air when she was behind Skyquake. After
which, the Japanese girl ran between his legs, narrowly avoided getting squashed by his other foot, and made it back to her friends. Handing the glasses back to Raf, she said, "Here you go, Gramps. Now let's book!"

"There you are! Now stay still so I can kill you!" the mechanical zombie roared.

With that, it didn't take much to get the two boys to follow their female friend, running like someone had lit a fire under them. As the three ran further into canyon, they tried to come up with ways in which they could get away from the monster shadowing them.

"Maybe we could set a trap," suggested Miko. "Try to crush it!"

"With what?" asked Raf. "Nothing around here is solid except us and the ground!"

"We can't run forever!" she countered. "And you," she said to Jack, "What was the deal back there with no webs?"

"I don't know! I tried to shoot some, but nothing came out."

"So you were shooting blanks?" she teased, only to earn a glare from Jack.

"Really?! You're gonna use that joke at a time like this?!

"Thought it'd be funny. Anyway, maybe we can hide somewhere."

And the three kept running.

10:35 AM, PST – Autobot Base

"Ratchet, if the children were misdirected to an unintended location, is there any way to get a fix on their coordinates?" asked Optimus, anxiety, while controlled, evident in his voice.

"If they were lost, Miko would've called me by now," pointed out Bulkhead.

With Arcee, she wasn't vocal about it, but she blamed herself for this. Had the femme paid more attention, she would've noticed the children's actions and stopped the whole thing from transpiring. Now, all she could do was hope that they all found the kids, and pray to Primus that nothing bad was happening or had happened to them already.

Bumblebee then whirred something, and while the adult humans didn't understand him precisely, the other Autobots did.

"Call them?" repeated the green Wrecker. "Yes!" he said as he put his finger to the side of his helm. Then they all heard a rock 'n roll ringtone go off, and it took them a couple seconds to find where it was coming from. Walking over to the ground bridge floor area, he discovered that it was a pink cell phone making the noise. Sighing in disappointment, he said, "That's why Miko hasn't phoned."

"Let me try with Jack," suggested Arcee.

When the three felt like they'd finally lost their ghoulish pursuer, the stopped to catch their collective breaths and be thankful that they got away. The Asian girl was the first to speak on that.

"Whew...the best thing about zombies...they're slow moving," she said in between inhalations, even stopped to imitate the said movement. "So, Jack, what's the deal with what happened back there? How come you didn't shoot any webs?"
"I don't know, Miko. I just don't know," answered Jack with a bit of frustration.

"What about your other abilities?" added Raf. "Can you still stick to walls?"

Looking from his young friend and then to the canyon wall, Jack decided to try. Putting his fingers to the rock, he reached up further and tried to pull himself along upwards. Sadly, all he did was slip down, and while he didn't fall on his back or anything like that, the implication was clear; his powers were gone.

"No good guys," sighed Jack. "Looks like I'm as normal as you here." Glancing at Miko, he added, "Well, as normal as one can be with you around."

"Hey!" said the Japanese girl indignantly as she put her hands on her hips.

Suddenly, their conversation was interrupted by a musical, western tune heard playing, and it sounded like it was being played from a device of some kind. It didn't take them long to realize what it was.

"Is that your…?" started Raf.

"Phone!" the three of them said in unison. Then Jack pulled out his cell, flipped it open and put it to his ear.

"Hello?! Arcee? Mom?" Unfortunately, all he heard was static on the other end. "Hello?! A-A-Arcee! Mom? Anyone?" Again, more static, and he lowered the device. "Ugh! Nothing," he said as he looked at his two friends.

"Gee, imagine that. An alternate dimension with crappy cellphone reception," snapped Miko sarcastically. "BTW, why do you have a song that sounds like it came out of a Western film for a ringtone?"

"That's because it is," answered the older boy, crossing his arms and glaring. "And FYI, it happens to be the theme for 'The Good, The Bad, and The Ugly,' one my favorite films, so I'd appreciate it if you didn't bash on it."

"Okay, whatever," she said, rolling her eyes and waving her hands a little.

"Anyway, I think we should be more focused on the fact that, while we didn't anything but static, the phone did ring. So that means we are getting a signal."

"Maybe the Autobots can't see or hear us because…we're moving at hyper-speed or something," suggested Raf with a shrug.

'And I thought Wally moved fast,' thought Jack to himself. 'I'll have to see how he's doing sometime soon. If we get out of here and live to tell about it, that is.'

"You think, maybe, they could read us?" asked the sixteen-year-old. "Like a…text or something?"

"That's brilliant!" smiled Raf. "No way they'd have trouble understanding that."

"Text me!" suggested Miko. "If my phone's back the base, maybe they'll see it."

"And if that doesn't work, I can try my mom or Steve," reminded Jack, and as the other two nodded in agreement. The older boy started to type a message on his phone, but soon found himself and the other two interrupted by the sound of loud thuds. Turning, the trio saw that their undead chaser had
finally caught up with them. Now though, he seemed a little different, what with a purplish aura
surrounding him, though his eyes remained glowing and scarily visible.

"At lassst!" he hissed.

"Uh, can you type and run?" asked Raf fearfully.

"Stay still and I promise your deaths will be swift and sweet!"

"Uh…nope!" said Jack as they made a run for it, this time between his legs and him barely missing
them.

10:43 AM, PST – Autobot Base

"We're dealing with fluctuating energy profiles inside a wide distortion field," stated Ratchet to the
other 'Bots and the two human adults as he did calculations on the main computer. "But, it may be
possible to back trace their coordinates."

"Let's hope you can," added Steve, holding June's hand.

Then the seven of them found themselves interrupted by a signal pinging on the monitor.

"That's odd," wondered the CMO. "There's a transmission coming in."

"I hope it's not Fury or Fowler," mumbled Arcee, who wasn't in the mood for any complaints from
either at the moment.

"No-no," corrected the medic. "It's coming from the artic."

"Who would call from there? Santa Claus?" asked June.

"I can think of one person," stated the super soldier. "Go ahead Ratchet, let's see who it is."

Nodding, the chief medical officer pressed a few keys before the screen showed the face of a dark-
haired man with a fair complexion, and who wore a blue, armored, red-caped outfit with crimson "S"
on his chest. The 'Bots and Steve were surprised to see him, and June was a little confused; though
she had a bit of a guess as to who this person might be.

"Superman," said Autobot leader, who was the first to speak. "What can we do for you?"

"Greetings, Optimus Prime," replied the Kryptonian politely. "I'm calling because I've gotten notice
of something a bit peculiar, and I thought you guys might be able to help me with it."

"Sorry, but we're a little busy at the moment," interrupted Ratchet crudely. "Three of our human
companions have gone missing, and we can't seem to find them."

"Actually," started Superman, "the strange thing I'm talking about may have something to do with
that."

"What do you mean?" asked Bulkhead. Before the man of steel could answer though, a mechanical
buzzing sound was heard.

"Miko's phone!" said June and the green Wrecker at once, though the former was the first to pick it
up and open it.
"It's a message," clarified the Darby Matriarch, who then proceeded to read it aloud for everyone. "'Trapped in alternate dimension with talking, psychotic zombie. Jack's powers gone. Help.'" When she was done, a feeling of fear started to creep into the air.

"Just as I thought," stated the man of steel, getting their attention and breaking the brief silence. "They're in the Phantom Zone."

"Phantom Zone?" repeated a confused Ratchet.

"It's another dimension that was discovered decades ago on my home world," he explained. "It was used primarily as an extradimensional prison of sorts for the more dangerous criminals. In it, they could observe the regular world, but wouldn't be able to interact with it. Hence the name; Phantom Zone."

"That might explain why I couldn't reach Jack," Arcee thought aloud, before turning back to the man on the screen. "But how do you know they're there?"

"My systems sensors went off a little while ago, telling me that four unregistered signatures had somehow gotten into the zone. I checked, and there was a big energy signature going off right before that happened. That's a bit too much of a coincidence to be unrelated, don't you think?"

"Okay, I see your point, but how does that explain the part where the message said Jack's powers just up and left?" replied the femme.

"Another effect of the Phantom Zone is that, if someone has...extra normal abilities, said abilities are nullified. This renders them about the same as a normal human," he said before glancing away a bit awkwardly. "I should know. It happens to me whenever I go in there."

"How?" asked Bulkhead, with Bumblebee whirring as well.

"Let's just say I've got some experience dealing with the Phantom Zone and its inmates. Anyway, among the Kryptonian artifacts I have here as a Phantom Zone projector, which allows one to enter and exit the dimension. Now that I know where your friends are, I'll go and get them."

"Wait!" called out Arcee, grabbing everyone's gaze in the room. "Ratchet, bridge me to the Arctic."

"What? Why?" asked the CMO.

Turning to the man of steel, the femme said, "If you're going in there after them, I'm going too."

Bumblebee whirred questioningly, though it didn't take Raf acting as his translator to know that he was asking why it had to be her who went.

Sighing, she hung her head and guiltily admitted, "Because...I...didn't pay attention when they went through the bridge earlier today. If I had...they wouldn't be in this mess." Raising her helm, she resolutely told them, "So, it's my responsibility to get them back. And if the part about Jack's powers being gone is true, it's my duty as his partner to get him and the others out of this."

Optimus contemplated her words for a minute while the other three mechs had mixed reactions; Bulkhead and Bumblebee seemed to want to reassure her that it was okay, while Ratchet was a bit disappointed.

"There's no need for you to come to me, actually," said the Kryptonian supportively, getting their attentions once again. "The Phantom Zone projector is portable and I can fly there with it quickly. All you would have to do is go to the place where they disappeared."
The five Autobots and two human adults took in what he said and thought for a moment. Then Optimus Spoke.

"Arcee, I will accompany you and Superman into this…Phantom Zone. If the situation is as we’ve been told, then you will require my help. Ratchet, you, Bulkhead, and Bumblebee will operate the ground bridge and stay here in case of emergency."

The CMO nodded and typed in the coordinates before pulling the lever. A moment later, the familiar green vortex lit up.

"I'll see you both there," said the Kryptonian. Then the screen stopped showing him and went back to normal.

As the Prime and the femme started walking towards the portal, the latter of the two stopped and glanced back at June.

"I'll bring them back," she said, determination in her optics.

The two humans and other three Cybertronians nodded. Then the femme followed their leader into the swirling vortex, disappearing from their sight as she did so…

Chapter End Notes

A/N: Well, folks, there I go with a cliffhanger. Hope this doesn't make you want to hang me (yeah, yeah, lame-ass pun). In all honesty though, with what I have planned for this, it's probably better this way.

Anyway, the next chapter finishes up the rest of this Shadowzone adaptation and sets up future parts of the story. Review what you thought of this, and PM me with any questions or suggestions you might have.
What Are Partners For?

Chapter Notes

See the end of the chapter for notes

11:01 AM, EST – Phantom Zone

'Must keep running! Must keep running!' Jack thought to himself.

Things did not look well for the three humans. They'd been running for who knows how long in what felt like circles trying to evade their undead, yet somehow still intelligent and talkative, pursuer. They knew they couldn't keep this up forever, but at the same time, their options were limited.

Panting, Miko was the first to comment on it.

"Am I the only one who's getting a sense of déjà vu? 'Cause I'm pretty sure that's the twelfth time we've gone through this spot!"

"Way to point out the obvious Miko!" replied Jack.

"Hey! Not my fault we just ran one big circle!"

Not two seconds after she said that, the three of them collided with something, knocking them all on their backs. Groaning, they got up and were surprised to see what it was; a silverish, skinny, scarred, Cybertronian forearm with big, long-fingered hand attached to it, as well as what appeared to be a red missile sticking out of it. It didn't take much for them to figure out who it belonged to. Or, in this case, used to belong to…

"Suh-weet!" said Miko.

"Whoa…" commented Jack in amazement.

"It must've gotten trapped in here too!" realized Raf.

"Well, if it's solid, then maybe we can use it," suggested Jack. "He's not far from here, so I'd suggest we work together and move it into position."

"I thought you had…oh, that's right…super strength gone with all your other powers," thought Miko aloud.

"Less worrying about that, and more pushing this!" said Jack, as he had already gotten up and started heaving it into position. The Asian girl and the preteen soon began assisting him. However, not long after, they heard the voice they'd been trying to avoid for the last hour or so.

"Where are you?!" bellowed the undead monstrosity from around a couple corners. Then he said something peculiar, "What is this I hear? Voices…? You wish to help me…?"

"Is it possible that being a zombie turns you schizophrenic?" asked Miko.

"Shh!" Jack hushed as he kept pushing and listening.

"In exchange for…your freedom from this place…and revenge…yes…that is…most agreeable. They are planning what?" Suddenly, he started to laugh in a way the three humans found most unpleasant to their ears. "Fools! The Chaos-Bringer cannot be beaten so easily!"
"I got a bad feeling about this, guys," said Jack to the other two as they finally had the dismembered hand of Starscream rolled into position.

"Bring them to me!" barked the mechanical zombie as he finally came into view and stopped, pointed a mechanical claw in their direction.

"Anyone know how to fire this thing, 'cause I'm not seeing a trigger anywhere!" stated Miko hurriedly.

"I think Starscream did something with his fingers," mentioned Raf. However, he brought their attention to something else soon after. "Uh, guys? What're those things?"

Looking up, the two teens saw what he was referring to; strange, smoke-like things were heading in their direction, seemingly following the point of Skyquake's clawed finger. Not wanting to find out what would happen if the apparitions caught up to them, Jack pulled the index finger on the Decepticon SIC's dismembered hand, firing the missile from it. The projectile explosive passed right through the smoke creatures, temporarily dispersing them, and then went straight at the undead creature that hunted them. The explosion created a large cloud, but the three didn't stick around long enough to see whether it had worked or not, as they decided to resume their running in the wake of the smoke creatures being on their tail. The resounding roar and voice only encouraged them further.

"Foolish children! Your attempts at trying to stop me would be amusing if they were not so pathetic!"

"We're so dead!" exclaimed Miko.

"Could be," added Jack.

11:10 AM, UTC – Not far in the regular world

"Are you sure this is the spot, sir?" asked Arcee to Optimus.

"Quite," the Prime responded simply.

They had arrived a few minutes prior, and were waiting on the arrival of Superman and his device.

"I know he's supposed to be super-fast and all, but I can't help but wonder if there's any exaggeration to that," the femme admitted aloud. "I mean, how fast is he really anyway?"

"I'm not really sure, to be honest," said a voice from behind them, surprising the two Autobots. They turned to see the Kryptonian floating in midair with a strange device and he continued. "I've never actually tested to see how much speed I can generate, but I get the feeling that it'd cause quite a mess if I did. I mean, the most I've ever gone is almost Mach one."

"Is that the device you spoke of?" asked Optimus, getting to the point.

Clearing his throat, Superman held it out and said, "Yes, it is. The Phantom Zone projector, or PZ projector as I like to call it. Like I said, the Zone allows anyone who is put in it to observe the regular world, but makes it so that they're unable to interact with it. As such, since this is where the transference took place, it stands to reason that they would still be here geographically. They could be standing right next to you now and saying something, and you wouldn't even know it."

Arcee couldn't help but feel even guiltier about that last bit. If she had paid attention when the kids went through the bridge the first time that day, then they wouldn't be in this mess. And perhaps they
wouldn't be in a situation where they'd be calling for help but no one could hear them. She shook her head. Right now, she shouldn't focus on what could have been, and instead pay attention to the now. They were bringing them back. Her partner was coming home with her.

"Then let's fire it up, and get them back to the regular world, shall we?" suggested the femme, an expression of determination adorning her faceplate.

"Alright," agreed the Kryptonian as he started pressing a few buttons. "Now the both of you stand still and close." The two did so, and when he stopped messing with it, he placed it on the ground and joined them. "Three…two…one…"

When he said the final number, a flash of light engulfed the three of them, causing them all to close their eyes and optics. The illuminating spectacle went as fast as it came, and they opened their eyes/optics.

"So, this is the Phantom Zone," remarked Optimus in his usual stoic tone.

"Why's everything look so…de-saturated?" asked Arcee, noticing how their surroundings now seemed to look like it had been nearly drained of all color.

"We're in a different dimension allows us to only observe the regular world, so doesn't it seem reasonable that things would look a bit different?" pointed out the Man of Steel, who now only stood on the ground.

"Wait, you said that this place nullifies super powers, so does that mean…?" the blue femme trailed off.

"Yep, mine are gone too," confirmed Superman while simultaneously nodding. "But I still know how this dimension works, and I brought a few things to help in case of emergency," he said as he patted the red belt on his hip. "Plus, I've set the projector to open another portal within fifteen minutes. So we've got that much time to find the kids and bring them back."

"Then let us make haste," said Optimus as they started walking and looking around.

"I don't see them, or Skyquake," stated Arcee. Suddenly they all heard the sound of an unholy roar not far from them, followed by an angry voice.

"You children cannot run forever!"

"I think we just found them," said Superman, who started running with the Prime and femme in the direction of the noise. They followed it into a large, canyon crevice until they saw a certain trio heading in their direction. It did not take long for either group to notice each other.

"Oh, thank God!" Jack exclaimed when he saw his partner and everyone else.

"Thank Primus," Arcee exhaled to herself as they all caught up to each other. "Are you guys okay?"

"We're ok for the moment," the oldest of the humans answered.

"But we won't be if we stay here!" said Miko as she pointed behind them towards the approaching forms of both Skyquake and the smoke-like creatures.

"Ah!The Prime returns to face me!" the undead monstrosity bellowed. Then he charged at them with the ghostly apparitions alongside him. "Now it ends!"
"I thought the undead were supposed to be just mindless beasts! And what are those things with him?!" demanded the femme as she and Optimus got their blasters and blades ready whilst getting into stances. Superman got the two teens and preteen behind him and started guiding them back in the direction of the projector.

"Those are prisoners," the Kryptonian answered in response. When everyone besides their pursuers looked at him, he tried to explain it as briefly as he could. "It's a side effect of the Zone. The longer one stays here, the more the start to lose their corporeal form."

"Wait! You know about these things and this place?" questioned Jack.

"I'll explain when we're out of here."

Optimus and Arcee started blasting at the undead creature, which only slowed a little in its approach, and caused the smoke-like entities to scatter and go around them. The misty things came back together and when straight for them, causing Superman to herd the kids back to the projector area. The two Autobots were about to follow when Skyquake finally caught up with them, flinging a clawed hand and arm at the two as he did so. The Prime blocked the blow and managed to push him back long enough to speak briefly to the femme.

"Make sure they get to the projector! I'll handle Skyquake!"

"But Optimus-!" started Arcee, not wanting to leave her leader to fight on his own, but was interrupted.

"Go!" he ordered.

The blue Autobot nodded reluctantly and turned to run in the same direction as the three humans and Kryptonian. With her gone, the Prime returned his attention to the undead monstrosity.

"You only delay the inevitable, disciple of Primus!" threatened the zombie. "Once I am finished with you, I will crush them beneath my feet!"

"Maybe, but it's possible you presume too much!" shouted the Autobot leader as he swung his blade at the beast. The slash cut into the undead warrior's chest, causing sparks to fly. However, this did not deter him, as he soon after detached a rusted blade from his wing, and it almost immediately lit itself on purple fire.

"We shall see, last of the Primes!"

11:23 AM, UTC

Arcee had finally caught up with her smaller companions, but when she did, she saw that they were stuck in a mess of their own. The four were trying to evade the smoke creatures, and while Superman seemed to be doing well despite the loss of his powers, the three humans looked like they were ready to collapse.

"Come on, guys," encouraged the Kryptonian to the kids. "Just a couple more minutes, and we'll be out of here."

"That's easy for you to say," said the Asian girl. "You weren't running from a three-story-high, crazy Zombie-Con for the last few hours!"

"Yeah, and whose fault is that we're even in this mess, Miko?!" Jack exasperated. "You just had to
"Have your adrenaline rush, didn't you?"

"Can we talk about this later?" she snapped back.

"That's assuming we live to see later!" added Raf, noticing that the smoke-like entities were getting closer.

Thankfully, almost a second after he said that, a shot of visible energy flew through the air and started to make the creatures head away from the group temporarily. The four stopped and saw that it was their favorite female Cybertronian to the rescue, as she kept blasting their attackers and running to the group's position and stopping once she reached them.

"You know, I'm not sure if this is the second or third time we've had to save all three of you guys," quipped the femme, before glancing briefly at Superman. "Though I'm pretty sure this is the first time I've had to help you out."

"Gladly appreciated," answered the Man of Steel before turning serious. "But right now, we're short on time. We've got less than two minutes before the projector opens a portal for us, and we need to make sure that we're all here before it does. So where's Prime?"

"He stayed behind to fight Skyquake," she answered quickly.

"Wish I could've seen that," said Miko.

"Yeah, I'm sure you would," Jack muttered dryly.

"I heard that," she responded in the same tone, and gave him a glare as well.

"Shush!" ordered Arcee, getting everyone's attention. "Listen."

They all then heard the sounds of grunts and blows being made. Turning the five of them saw the forms of Optimus and the undead Skyquake come around the corner of the canyon. The zombie swung his blade at the Prime, but the latter got out of the way rather quickly, causing the flaming sword to hit the ground hard. The three humans, Kryptonian, and female Autobot started to move towards the fight when they heard another noise, and noticed a greenish light being reflected behind them. Turning around, they all were surprised to see that it was Starscream of all 'Cons exiting a ground bridge portal.

"Skyquake, your master summons you!" shouted the SIC, looking around and seeing no one.

"**No one summons me, prideful fool!**" bellowed the undead monstrosity, taking his attention away from Prime briefly. The Autobot Leader took the opportunity and struck an uppercut to the zombie's jaw, knocking him on his back. Optimus then mustered as much strength as he could, and lifted Skyquake up before throwing him several feet away.

Glancing at the Phantom Zone projector, Superman saw that the timer was a few seconds away from approaching zero.

"Prime, we gotta go! Now!" yelled the Kryptonian. Hearing him, the Prime ran as fast as he could before a bright light engulfed the area. They all closed their eyes and optics as this happened, and when the light died down, they opened them again and got a good look at their surroundings. The desaturated look of the zone had gone, replaced with the vibrant colors of the regular world. Before anyone could verbally marvel at this, a certain loud-mouthed Decepticon got their attention as he shouted.
"Autobots?! Humans?! The alien?! What in the name of Primus are you doing here?!!" Starscream screeched. The sudden moaning of the awaking zombie took his notice before anyone could say anything. "Ah, Skyquake, it's about time you showed up!"

Then the SIC plunged the Dark Energon into his chassis, the wound for which the action caused healing up rather quickly, followed by his body being engulfed in purple flames and his optics glowing a bright violet.

"Now," he yelled, "rise up Skyquake and obey me! Destroy the Autobots and the alien!"

The Zombie-Con finally got to his feet and started walking towards the two 'Bots and their four smaller companions, moaning as he did so.

"Wait, what happened to his whole 'I obey no one' attitude?" asked Miko. "And why's he not being so talkative now?"

"That's a question we shall have to answer later," added Optimus, who then glanced at the Kryptonian. "Get the children to safety. Arcee and I will handle Skyquake and Starscream."

Superman nodded, "Once I have them at a safe distance, I'll come back and help."

Miko looked like she was about to say something, but Jack cut her off.

"No!" he said aloud, causing everyone to look at him.

"What do you mean 'no'? I didn't even say anything!"

"Well, you looked like you were about to say 'but I want to stay and watch you guys fight!' So I responded in advance."

"What I was going to say was 'good luck,'" she said with crossed arms and a glare.

"Oh…" he replied awkwardly. "Well…let's just go now."

With that, the Man of Steel nodded and, having regained his abilities now that they were out of the zone, put his arms around the three and flew into the air. Before they got too far, however, Jack decided to say one last bit.

"Arcee!" he called out, getting the femme's attention. "Kick his ass!"

The blue Autobot gave a determined smile and nodded before turning her attention and Optimus' towards the undead 'Con. However, Starscream took notice of the Kryptonian's departure with the humans, and was none too happy about.

"Oh no you don't!" he declared. "You're not getting away from me, Alien!"

"Loves to hear himself talk, doesn't he?" commented Superman to the three humans, who nodded in agreement. "Let's see if we can lose him."

"Come back here and face!" screeched Starscream as he followed them. "What's the matter?! Afraid of a little Dark Energon?!" he taunted.

"Loves to hear himself talk, doesn't he?" commented Superman to the three humans, who nodded in agreement. "Let's see if we can lose him."
With that, the Kryptonian flew towards the crevices of the canyon area, hoping the Decepticon wouldn't follow. Alas, that was not to be, as Starscream tailed them in before transforming in midair and shooting a missile at the group with his remaining arm. Were the situation normal for him, Superman could have dodged it with little effort, but because of the fact that he was trying to carry three humans in his arms without harming them in any way, as well as the fact that the Decepticon SIC had Dark Energon in him as well as the missile, the Man of Steel found himself too slow and it hit him hard. This resulted in him crashing into the ground, though, thankfully on his back, which meant that the trio of youngsters weren't crushed beneath him.

"A valiant effort, but you're not getting off that easy," remarked the silver 'Con as he landed and started walking towards them. "I noticed back up in the arctic that you don't do so well against Dark Energon," he said, producing another missile on his forearm and aimed it at the group when he stopped within a yard's distance in front of them. "And as revenge for that humiliating defeat you dealt to my forces, I shall exploit that-AGH!" he cried out loud as he suddenly found himself being shot in the faceplate with webbing.

"When you have to shoot, shoot. Don't talk," said a certain teenager.

"Jack?" asked Raf as he, Miko, and Superman looked at the oldest teen in astonishment. Said teen was standing up with his arm stretched out and two middle fingers pressed into the palm of his hand.

"Heh, looks like I'm back in business," quipped the young Darby.

Then he quickly shot a line of webbing at the SIC's chassis before jumping up and swinging in a circle around the mech's upper body, binding his arms a little. Starscream struggled and shook, but wasn't able to get the teen's webbing and the teen himself off. Jack stopped for a moment and landed his feet on the crevice wall, still holding on to the web string. Next, he ran along that rocky surface whilst blasting more shots of webbing at the skinny 'Con that nearly covered his backside. After that, Jack leapt off the wall and swung to the other side.

"What are you?!" screeched Starscream. "Some kind of mutant pet of Airachnid's?!"

"Oh, you mean the Spider-Con that tried to off Arcee?" said Jack with mock-curiosity. "Nah, she and I don't really get along. After all, I did kind of blow up her ship and fought with her twice."

"Whatever!" the SIC barked as he used his hand to claw at the webbing. "Once I am free of these accursed bindings, I shall crush you in my Dark Energon-empowered fist!"

"You know 'Scream, you may have Dark Energon within you," the sixteen-year-old commented as he shot another blast at his foe's leg, "but can you swing from a thread?" Then he webbed the silver mech's remaining arm to his side.

"BAGH!" growled the 'Con as he tried to break free and claw at the organic bindings holding him. "What does that have to do with anything?!"

"How about you take a look over head and find out!" the teen answered as he jumped, doing a flip in midair, and landed his feet square on the SIC's faceplate. The hit was so hard that it knocked the mech onto his back on the ground. As the 'Con tried to recover whilst groaning, Jack took the opportunity to web his giant foe to the ground. Then he remembered what 'Scream had done previously by stabbing something into his chest. Quickly, he made his way to the area of the 'Con's chassis where the Decepticon logo was, seeing it glow purplish blue. "Now, let's see what ails you," said the teen, only for the silver mech's hand to grab him as its owner got up.

"Any last words, human?!" growled the angry, web-covered robot. Jack looked past him for a
second and smiled.

"Yeah, look behind you."

"Oh come on, I'm not going to fall for that trick! The old 'make him look elsewhere before I pull something' ruse? Please!"

"Don't say I didn't warn you," taunted Jack, right before a shot of blaster fire went above them.

Starscream turned his helm to see that the shot had been fired by a rather angry and determined-looking Arcee, who was walking right next to Optimus Prime. Both had their blasters aimed in his direction.

"Agh!" yelled the SIC as, in desperation, he tossed the sixteen-year-old in the direction of the two Autobots as he finally got to his feet and ran. "Requesting emergency ground bridge, NOW!" commanded the 'Con loudly before a swirling vortex appeared a few feet in front of him, and he disappeared with it a few seconds later.

Thankfully by then, Jack had landed safely on the crevice wall before jumping down to the ground. Arcee came up to him and bent down to make sure he was alright.

"You okay? Are you hurt?" questioned the femme with concern.

"Well, nothing a year in the tropics wouldn't fix," he joked, "but no, I'm good."

"We're fine too in case anyone's curious!" shouted Miko as she, Raf and Superman ran/flew towards the group. Nodding, Optimus put a finger to the side of his helm and called to base.

"Ratchet, prepare the ground bridge. We're bringing them home."

11:45 AM, UTC

The three human children stood on the ground floor in front of the bridge's portal maker. Superman floated in the air, both Steve and June were not far from where the children were, and the five Autobots stared the youngsters down. For what seemed like a good while, but in reality was little more than a minute, nobody spoke. That is, until Miko decided to break the silence.

"Look, if you're gonna blame anybody, blame me," she said humbly, though the sentence did not go unnoticed by Jack.

"I'm sorry, could you repeat that, like fifty-two dozen times?" he teased, earning a glare from the Asian girl, who almost immediately put her hands on her hips.

"Miko," stated Optimus, causing them to look up at him, "what you have endured is lesson enough." With a small smile, he added, "We're just glad that you're all safe."

"Guess it's a good thing you dropped your phone," commented Bulkhead, gesturing to June, who handed the device back to the Japanese teen. "Sorry you didn't get to take any pictures though."

"Nah, that's okay," she replied, "I think that after this morning, I've pretty much got 'zombie close-up' seared into my brain." Then a thought occurred to her, "Speaking of which, what was the deal with that guy anyway? When were in the Zone, he was talking non-stop and being all threatening and all, but the second we get out-BOOM! He's all moaning and groaning like the zombie you'd seen in George Romero movie? I mean, seriously, what's up with that?"
"I may have theory on that," said Superman, getting everyone's attention. "But first, I'm going to need to know what exactly turned him into an undead creature to begin with. I think that Starscream fellow called it Dark Energon or something?"

"It was," answered Ratchet. "Though our full understanding of the substance is mostly academic, as most of what we have to go on is what we've seen of it and legends."

"All legends contain a basis in truth, Ratchet," responded the Prime. "It was said that Dark Energon could raise the dead, and we know for a fact that it can do that."

"Yes, though how much else is true about it is debatable until we can see for ourselves," stated the medic.

"What exactly are the legends about it, if you don't mind my asking?" questioned the Kryptonian politely.

"To answer that," responded Optimus, "is to go back to our beginnings. According to our texts it happened like this; before the beginning, there was Primus, and there was Unicron – one the incarnation of creation, the other of destruction. For ages, the two battled, with the balance of power shifting between them more times than could be counted. Only by creating the Thirteen Original Primes, the first Cybertronians, was Primus finally able to defeat Unicron, and cast him out. Before doing so however, the Primes split Unicron's body into multiple pieces, and scattered them to the stars, never to be seen or heard from again. With his dark enemy defeated, Primus became one with Cybertron itself, breathing life through the well of All Sparks, while his first children, the Primes, would go on to found Cybertronian society. Where Dark Energon fits in is that it is said that the substance is the blood of Unicron."

"So this Unicron is essentially your version of Satan?" asked Superman, receiving a nod from the Autobots. "And he supposedly has god-like power. So, since this Dark Energon is supposedly his blood, that would suggest that there's a supernatural element to it. I mean, if you believe in that sort of thing."

"Actually," said Jack, remembering Diana, "We've seen some stuff that makes us wonder."
Everyone, except June, nodded in agreement. The Darby matriarch looked confused, but decided that she would ask about what they meant later.

"I see. Well, I have an idea, then. The Phantom Zone takes away any extranormal abilities that one might have and renders them as powerless as a regular human. But, since that Skyquake fellow was brought back to life with a supernatural substance, I think that the Zone had the reverse effect on him. Making it so that whatever abilities the Dark Energon might've given him were amplified. Then, once he left the Zone, the effects of it wore off, and he became what we all expect a zombie or undead creature to act like. Make sense?"

"Hmm," hummed Ratchet, rubbing his "chin." "That would explain most of what the children described about the happened."

"There's still the fact while were all in the zone, whenever Skyquake spoke, it sounded like there were two people speaking at once," added Raf. "And he didn't really talk the way he did when he was alive. Even at one point called himself the…'Chaos Bringer,' I think. Any idea why that was happening?"

"Not sure," replied the Man of Steel, who then glanced at the Autobots. "Do you?"

After a moment, a concerned looking Optimus said, "…'Chaos Bringer' was one of the titles ascribed
"So what does that mean?" questioned Miko. "That Skyquake thought he was Unicron or that the Big U was pulling an 'Exorcist' on him?" This earned a bit of a blank look on the faceplates of the Autobots, but before the Asian girl could explain herself, Superman beat her to it.

"What she means is did Unicron possess Skyquake?"

"I don't know," responded the Medic. "I have my doubts, in all honesty, but bearing in mind what we've seen, it would probably be foolish to rule out the possibility without more consideration."

"Perhaps it is best that we put a pin in that theory until further notice," suggested the Prime. "For now, let us be glad that we've all made out of the ordeal. Maybe now Skyquake can finally rest."

"Speaking of which, what happened to him? We didn't really see what you guys did to him after Starscream started chasing us," asked Jack.

"Let's just say Unicron's not the only who's been broken up," smirked a joking Arcee. It didn't take much for the others to figure out what she meant by that.

"Ah, I see."

"Well, I'd best get going," said Superman, floating down to the ground.

"What? Already?" asked Miko with more than a hint of a whine in her voice.

"Sorry, but I've got to go back and make sure that nothing got out of the Zone that shouldn't have. After that, I've got some other things I need to take care of."

"Well, hopefully the next time we meet won't involve anyone having to save anybody," Jack chuckled aloud, with the Man of Steel smiling and nodding in agreement. "Thanks again, by the way."

"Without your aid," added Optimus, "we might not have found them in time."

"Just helping out," said the Kryptonian.

"Still, that was a cool save, Big Blue," commented Jack with a slight salute.

Superman returned the gesture, "You didn't do so bad yourself against that Starscream fellow, Little Blue."

That comment, unsurprisingly, sent Miko and Bulkhead into a laughing fit. Raf and Bumblebee looked like they were trying to keep theirs in, same as June and Arcee. As for Steve, Ratchet and Optimus, they mostly seemed to just ignore the comment. On Jack's part, he slumped his shoulders in embarrassment.

"…And now I feel as though my masculinity just went down a few points."

"Sorry," shrugged the Kryptonian apologetically, then he flew off down the hall, with Ratchet pushing the buttons to allow the door to open for him.

"A few points?" asked Miko. "I'd say like a few dozen points!" That her and Bulkhead to laugh harder.

"Keep laughing Miko, keep laughing. Just remember, my powers are back, and if you don't stop in
the next three seconds, I'm going to web you to the ceiling upside down. Though, now that I think about it, that might actually be a good thing, considering that maybe all the blood rushing to your head might replenish your brain cells."

Two things happened when he gave that comment; the first was that the Asian girl and her guardian stopped their chuckling fit almost immediately. The second was that both Raf and Bumblebee gave a couple of loud "oohs." Well, Raf did, whereas the yellow scout gave as close to one as he could get with his electronic garble.

"Alright, alright," groaned a not-so-slightly annoyed Ratchet. "Enough of the comedy, if you don't mind. Unless you have something important to do in this room, then I suggest you entertain yourselves elsewhere."

"Pfft, whatever," scoffed Miko as she started towards the hallway, Bulkhead not far behind her. Soon, Raf and Bumblebee did the same, with Jack and Arcee following suit.

Steve and June stayed behind, as they did have some things to discuss.

"So, what exactly did Jack mean earlier by everyone seeing things that would make you guys wonder?" asked the nurse.

"You might want to sit down, June, as this may take a little while to explain."

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12:03 PM, UTC

Elsewhere in the base, the kids and their Autobot guardians were in another large room. Miko and Raf were both playing a video game with their respective partners cheering them on. As for Jack and Arcee, they mostly just stood by and observed, although the femme looked like she had something on her processor. Glancing up, the sixteen-year-old noticed this and wondered what was up.

"Arcee, is something wrong?"

"Just thinking Jack, and...I'm sorry I didn't pay attention earlier when you all went through the ground bridge this morning. If I had, you wouldn't have ended up in that...Phantom Zone or whatever with that undead 'Con."

"Don't be too hard yourself, Arcee," comforted Jack, who realized a fault of his own as well. "I'm partly to blame as well, now that I think about it. If I had yelled and gotten your attention, you might've known what was happening and stopped it before things got out of hand the way they did."

The blue Autobot thought of asking him why he didn't, but decided against it, as it probably just didn't occur to him at that time. Instead, she chose to change the subject.

"You know, I wasn't able to see the whole thing, but from what I could, that was pretty impressive the way you handled Starscream."

"Yeah, well, it actually kinda helped that he seemed to love the sound of his own voice. Made it all the more easy to catch him off guard. 'Course, as Spider-Man, I kinda like to talk as well, but it's mostly just to throw whoever I'm fighting off so that they're more open to attack."

"Speaking of Spider-Man, I've been thinking about that too," she said with a serious tone in her voice.

Jack suddenly found himself feeling a little nervous, not knowing what she would say next.
"I need to ask; why did you decide to fight crime once you got your abilities?"

"Well..." Jack thought for a moment, searching himself for what to say. "Because..." he said with uncertainty, "...because I...pretty much wanted to do the right thing."

"The right thing?" she repeated, analyzing him with her optics.

"I'm not doing it for thrills or anything like that. Sure, that may come with it, but that's not the reason. It's like I told Miko a while back, I was raised to be responsible, and like my dad used to say, 'with great power comes great responsibility.' Corny, I'll admit, but it's still the truth. And I guess...you could say Dad's part of the reason I decided to be Spider-Man." The teen let that sink in for a moment before Arcee softened a bit and stated it for herself.

"You want to ensure that what happened to you doesn't happen to anyone else."

"Believe me, it's not an experience I would wish on anybody," stated Jack with determination in his eyes.

"I see. Well, that settles it then," commented the femme with a smile.

"Settles what?" asked the sixteen-year-old in confusion.

"I'll allow you to be Spider-Man again," she said aloud. This made the young Darby widen his eyes in surprise.

By now, the other two kids had stopped playing their game and were listening in with their Autobot guardians. The femme's words shocked all four of them as well.

Before the spider-teen could get another word out, however, the blue Autobot said, "But on one condition."

"And what might that be?" Jack asked nervously.

"I go with you when you head out to do it; mostly to observe and intervene if necessary. We are partners after all. Plus, with all that's been going on recently, I've decided that I'm not letting you out of my sight again."

"Arcee, is that really necessary?"

"You better believe it is, Little Blue," she teased him, earning a glare from her human partner, and Miko sputtering giggles. "From now on, I'm going to be on you like a shadow."

"You know," interrupted Bulkhead, getting their attention, "in all honesty, I'm actually thinking of doing something like that with Miko."

"Shadow, Bulk?" questioned the Asian girl with a chuckle. "With you, wouldn't that be more like an eclipse?"

Suddenly, the Wrecker and his charge started laughing together at her comment, with everyone else looking at the scene and smiling.

"Oh, an eclipse!" said the green 'Bot in between laughs. "You know, just for that crack," he giggled before turning serious, "no dune-bashing for the next five weeks."

This made the Japanese girl stand there for a moment with her mouth gaping open in shock.

"Aw, come on!" she exasperated.
"And to add to that, Miko," interrupted Jack, getting their attention, "if you ever decide to pull another stunt like you did today, I'm going to fill your hair with so much webbing, you'll need to shave in order to get it out."

This shocked her even more, and caused her to immediately cover the top of her head with her hands.

"Y-You...you wouldn't dare!" she sputtered, eyes wide and backing away a little.

"Wanna bet?" the older boy challenged.

"I second the motion," stated Arcee with both her and her partner sharing a bit of a wicked grin.

Chapter End Notes

A/N: Well, isn't this a nice way to end a chapter? I was going to add a little moment between Jack and Arcee before they headed off to make some bad guys see webs, but this seemed like a good spot to stop at.

Up next, I'm going to start leading up to this story's equivalent of one of the best Spider-Man stories, but I'm not saying which one. You'll just have to read to find out.

As usual, leave any thoughts and constructive criticisms you might have in a review, and PM me with any suggestions or questions you might have.
'Ah, Mondays,' thought Jack with annoyance as he dodged another bullet from the thug. Then, he flipped up into the air before landing feet-first onto said thug's face.

A couple days ago, after Arcee made her terms clear to the sixteen-year-old about him being Spider-Man again, she discussed it over with the others, June included. While the Darby matriarch made it clear that she was not overly thrilled by it, she gave her consent. However, she too had her own conditions; Arcee would provide them with a video surveillance of everything that happened, and Jack would wear an ear comm. device.

Currently, after being bridged out to town, Jack, in his costume, had stumbled onto a mugging taking place in an alley. Seven thugs had surrounded a family of three; a dad, a mom, and a son of no more than nine. Two of the crooks were holding the father by his arms on either side while one of their comrades was punching the man in the gut repeatedly. The four others held back the mother and son, with three of the criminals giving the woman rather lustful looks. Before anyone could do anything further, however, Spider-Man had made himself known by shooting a line of webbing at the thug hitting the father, and then yanking him back and decking him upside the head, knocking him out. When that happened, the other crooks accidentally let the family go so they could reach for their weapons. Now, with the innocents out of the way, Jack didn't have to worry about them getting hurt, and after a minute or two of dodging bullets and thrust knives, he managed to take another one out.

"Well, that's two down," said Spider-Man aloud, before being brought back to reality by his Spider-Sense and the sounds of the other crooks' yells.

"That's two out of seven, Jack," pointed out Arcee over the comm. "Do I need to spell that math out for you?"

"I get it, Arcee," he grumbled. With that, the masked teen returned his attention back to the fight at hand, punching one guy in the face before tossing him at the others, who were thankfully kind enough to stop shooting once they saw him coming. Unfortunately for them, however, they were too late to get out of the way before his body collided with theirs.

Not giving them a chance to get back up and ready themselves for another attack, the Wall-Crawler proceeded to grab one as fast as he could, slam the man against the wall, and web him to it.

"That's another one down," he said as he turned around and saw the others beginning to get to their feet. Not wasting time, he knocked them back down with a fist to each of their heads. After that, he took the opportunity to repeat what he did to the other thug and web each of them to the wall, as well as making sure that the evidence of their crime was on them.

Then, to his surprise, another man came out from a side door of the opposite building. From his outfit, one could correctly assume he was with all the thugs Spider-Man had webbed. The man and the masked teen looked at each other in surprise, and the former took a quick glance and saw what the latter had done to his compatriots. Then he quickly pulled out his gun and nervously aimed it at the Web-Slinger.

"S-Stay away from me freak!" the guy shouted, stepping back toward the street. "Come any closer and I'll blow your brains out!"
"Really?" Jack muttered aloud in disbelief. "That's the best you can come up with? I mean, you could at least put some thought into it."

"The Hell you talking about?!" replied the man as he kept moving back onto the road between the sidewalks.

"Well, I just mean that there are so many interesting ways to saw a threat. And, by the way, I wouldn't go back any further if I were you."

"Oh no! I'm not falling for that! The second I stop, you'll put some weird crap out of your ass and throw it at me! I hear it all the time with you super-freaks!"

"No seriously!" he exclaimed as he heard the sound of screeching tires and a rumbling motor not far away. "You shouldn't go back any further or you'll get hit." However, the man didn't want to listen. "Oh screw it!" Jack yelled as he released two lines of webbing at the man. One line yanked the gun out of his hand while the other line pulled the man back into the alley. It was just in time too, as the image of a speeding taxi car flashed on by.

Spider-Man took a few steps toward the man as he started to get to his feet. Next, the masked teen knocked him out with a left cut to the face. Once that was over, he webbed the thug onto the wall alongside his friends, and then went up top before sprinting from roof to roof to see if anything else popped up that evening.

"Great job on those muggers, Jack," said Steve over the comm.

"You didn't get hit by any of those bullets did you?" added June with concern.

"I'm fine, Mom," the teen reassured his mother, "Maybe a scratch or two on the suit, but nothing serious."

"By the way, Jack," cut in Bulkhead, "just...why did you save that guy back there? I mean, he was a criminal, and he surely wouldn't have done the same for you."

"Bulkhead, I didn't want someone's death on my hands, even if it was a crook. And secondly, for all I know, the guy could've had a family, and the last thing I want is someone growing up thinking Spider-Man killed their dad."

After a moment, June said with more than a hint of pride, "A wise decision."

"Hold on," interrupted Steve. "I've got a signal coming in on the police channel." Another agreement that they'd made was that they'd help Jack determine what crimes he could help with or not by listening to police radio from the base. "And here it is...now!"

"Dispatch, we have a 411, repeat, 411," said a feminine voice over the static, and it sounded vaguely familiar to Jack like he'd heard it somewhere. "Stolen vehicle speeding down Fifth Avenue and Sixteenth Street; we are in pursuit. Suspects are believed to be armed and holding hostages. Requesting immediate backup," the woman finished.

"Guess that's my cue," remarked Spider-Man, heading in the direction of the dispatch.

"This is the last one for the night, okay? And at least try to avoid getting shot at!" June exasperated over the comm.

"On top of my to-do list when stopping crooks, Mom!" he replied as he made a long leap towards the sound of police sirens.
"But don't get cocky either!" added Arcee from her end as well.

"I've found that, at times, cockiness can be useful."

"Just remember, I'm out here with you and watching you. I'll roll in if things get too hot."

"And I'll let you know if it gets to that point. Now where is that…aha!" he exclaimed as he finally caught sight of the police vehicles and the car they were chasing.

His target in clear view, Spider-Man jumped after it, leaping onto the next rooftop as he did so, his footsteps barely making a sound as they padded across its surface. Hurdling to another building’s top he repeated this process, and again and again as he got further and further toward the vehicle. When he came across a much taller building, the wall-crawler shot a line of webbing to make himself swing out into the air. From there, he was launched far out enough that he, at last, caught up with the speeding car. And by caught up, he actually dropped on top of it with a loud thump.

"Ooh…" he groaned as he pulled himself up a bit. "Well, let's see what all the fuss is about."

The teen then quickly slid down to the side of the car, making sure to stay below the windows. Once there, he proceeded to knock on the driver's side window, further getting the attention of the people or person inside as he put himself in view. When the window rolled down, the web-slinger was met by the sight of a rather crazed-looking man, as well as catching a glimpse of a couple nervous people in the backseat.

"Hi, I'm Spider-Man. You can call me Web-Head; you can call me Spectacular; just don't call me late for dinner. Get it?"

"How about I call you dead, Freak!" shouted the man as he briefly took his hand off the wheel to throw a punch at the wall-crawler, who dodged it with ease as he flipped around to the roof of the vehicle.

"Seriously? That's the best you can come up with? What is it with bad guys and not having a good sense of humor?" asked the sixteen-year-old as he peeked his head back down. "You know, you could at least try to think of a good comeback."

"How's this for a comeback?!" responded the man as he pulled out a gun and started to shoot through the roof of the car. "Eat lead, bug boy!"

"Ugh…" groaned the teen as he flipped back to the side of the car, avoiding all of the man's bullets. "You do know the politically correct term for 'spider' is 'arachnid,' right?"

"Don't care!" yelled the man, firing a couple more shots, all the while swerving the car from side to side. The arachnid-themed sixteen-year-old, thanks in no small part to his abilities, managed to not get hit and stayed on top of the car despite the shakiness.

"Well, that's sad," lamented Spider-Man.

Then the costumed hero yanked open one of the backseat passenger doors. Next, he quickly pulled out one of the people in the backseat, specifically a woman in a dark grey business suit, and threw her into the air. Thankfully, he made sure to shoot out a blast of webbing that created a net for the woman to fall safely on. Then he did the same thing to the other passenger, a man in a light-blue set of clothes with a tan vest, but this time he threw the man on top of a small building as they passed by it.

"Alright, that just leaves Mr. Personality."
He then proceeded to flip over onto the holed up roof of the vehicle, where he started shooting large nets between multiple lamp posts. As expected, the car kept swerving around until it got caught in the webbing, stopping itself and unable to go any further despite the screeching of the tires. The costumed teen finally got off the vehicle, and it ceased its actions a few seconds later, long enough for the police to catch up with them.

"Evening, Officers. Rough night?" he asked casually as they started to get out of their pursuit vehicles. In actuality, he had a feeling that he knew what their responses would be.

"Freeze!" yelled a Native American policewoman as she pointed her gun at the web-slinger, "Hands in the air!"

"Figures…" sighed the web-head as he complied. Though, from what he could see, the woman was familiar, both with her face and her voice. Then it clicked. This was Officer Jean DeWolff from the news a few months ago when he started out, the one who made it clear that she wasn't a big fan of his. However, more puzzlingly…it felt like he'd seen her before that, but he couldn't quite place when and where.

"Don't move!" said the other officer, this time a man who appeared to be an albino, and who brandished his pistol as well.

"Jack," the teen heard Steve say evenly in his earpiece, "we've got a ground-bridge open a couple blocks away. We can't have it open for long, so get out of there ASAP."

'Okay, Spidey, think fast,' he thought to himself. He decided to abide for some more time until he found an opportunity to make a break for it. "You know, I would say that I'm just trying to help, but something tells me you'd just say something along the lines of 'we don't need your help!' and try to arrest me."

"Perhaps you're not as dumb as you look," said DeWolff. "But there's just one thing wrong with your assessment; we are going to arrest you. Stan," she said to her fellow officer, "you go check the jackass in the car. I've got this guy covered."

With that, the two officers moved slowly towards the costumed teen and the vehicle behind him, neither of them letting down their guns as they did so. However, just as the woman got within a few feet from the web-slinger, they all found themselves surprised by the manic driver getting out with what appeared to be a couple of bigger guns in his hands. With the crazed expression that adorned his face, it was clear he wasn't backing down.

"Go ahead! I dare ya!" he challenged. "Either of you two pigs or the freak comes near me, and I'll fill all three of ya full of holes! Go on! Give me an excuse!"

"Well, someone's had a bad night," muttered Spider-Man.

"No small part thanks to you, I'll bet," said DeWolff under her breath as she lowered her gun.

"Maybe, but weren't you the ones chasing him before I swung in?" the wall-crawler quipped back, earning another glare from the policewoman.

"Shut up! All of you!" shouted the gunman. "Now, I'm gonna step through this alley," he pointed to space between a couple of nearby buildings, "and be on my way. I see any of you three or anything that looks even a little like you, and then someone's getting a bullet in their head. Understood?!!"

"Got it," said Spider-Man.
"Crystal," growled DeWolff.

"What they said," responded Stan.

"Good," the gunman seethed through gritted teeth, his feet already taking him in the direction of the alley, and his eyes never leaving his three pursuers.

"Uh, just one thing before you go," piped up Spider-Man.

"Don't try and pull one on-!" started the crook before the web-slinger interrupted him.

"No-no, i-it's nothing like that. I just wanted to ask a little something."

"Make it fast, Freak!"

"I just really gotta know…why did you have those people in the backseat?"

"Just a couple of chumps who were in the wrong place at the wrong time," he explained. "I thought they might make good hostages in case the cops caught up."

"Well, in that case-" started Spider-Man, right before he shot a web-line out of each of his wrists that latched onto the man's guns. Before the crook could react, the wall-crawler yanked the weapons out of his hands. Not two seconds after this happened, the criminal soon found himself tackled to the ground by the albino policeman, who quickly pulled out handcuffs and started to restrain the felon.

"Guess that takes care of him," remarked the costumed hero.

"And now for you," said DeWolff, raising her gun back at Spidey.

"Really?" questioned the web-slinger.

"Does the term 'vigilante' mean anything to you? You're acting outside the law, which makes you a criminal, and as such, I have to take you in."

"Listen, Officer DeWolff."

"Wait, how do you know my name?"

"I saw you on the news a few months back. And anyway, I understand where you're coming from. Believe me, I do. Your job is to bring in criminals and uphold the law. That's your responsibility. I respect that. But the thing is, I have power, and because of it, I have a responsibility too. I can't, in good conscience, sit on the sidelines and do nothing. And because of that, I just want to say in advance that I'm really sorry for this."

"Sorry for what?"

"This," he answered as he shot a line of webbing that connected her hands to the lamp post, leaving her stuck. He then leaped to the rooftop with her cursing after him.

"You son of-AGH!" she yelled in frustration as she tried and failed to break free from the webbing.

"Don't worry, that webbing should dissolve in about an hour or less. And believe me, I've checked. Adios, DeWolff, and remember I'm not the bad guy!" With that, he made a break for it and vanished from her sight.

"Ugh!" she bellowed. "When I get my hands on him…" she thought aloud, but then noticed her
The next morning, Jack found himself feeling a bit groggy and sore from the previous night's antics. Not all that surprising considering what happened. It didn't help that, after breakfast, he had to sit through Steve, Arcee, and his mother going over his overall performance during his outing. Their assessment was a mixed bag, because, while he did make some good choices, they felt he could've handled the situation with the cops and the crazy driver a little better.

When that was over, his mother subjected him to another session of school-catch-up. While Steve had talked it over with S.H.I.E.L.D. to allow Jack to do his nightly activities as Spider-Man, he and his mother were still confined for the most part to the Autobot base. It took him about an hour's worth of having to sit through history without falling asleep before he was allowed to stop and take a break.

While he couldn't necessarily talk with either Raf or Miko, what with them being at school and all, he was about to relax and watch the news with Arcee.

"And now for local news, here's Betty Brandt," said one male reporter, who disappeared as an attractive, dark-haired woman appeared on the screen.

"Thanks, Ned," replied Betty. "In today's top story, after over a week's absence, it would appear that Spider-Man has made a comeback in Jasper. Reports of his activities last night have been coming in from multiple parts of town."

Arcee gave her partner a playful nudge as the two smiled at what she said.

"Including, but not limited to, one family who was mugged by a gang of criminals and Officers DeWolff and Carter. We go live to the police station with Chess Roberts. Chess, you there?" asked Betty as she was suddenly moved to the side of the screen, followed by a box appearing that showed footage of an African-American woman holding a microphone. Beside her were the two police Jack had encountered.

"Yes, Betty, I'm here. With me now are the two officers who witnessed Spider-Man in action last night. Officer DeWolff," said Chess as she turned to the other woman, "what do you have to say about him? Do you still disapprove of his actions, or has that changed?"

"No, it has not," the policewoman said bluntly after a moment, making Jack roll his eyes a bit. "He's still a vigilante, and his actions endanger everybody. If we're not careful, he's gonna inspire some nutjobs to put on costumes and get themselves or others killed. So, yeah, our priority is to arrest the vigilante called Spider-Man on sight. No further comment." With that, DeWolff and the fellow officer left the questioning reporter behind.

Noticing her partner's sigh, Arcee said, "Don't take it too hard, Jack. Some people, no matter their species, are just stubborn that way."

"I know, Arcee. But she does bring up a point. What if I do inspire someone into doing something that gets themselves killed? Or other people killed? Or both even?"

"Life's full of uncertainties, Jack. We don't know for sure if what she said will happen or not. All we can do is try and handle things whatever may come." When she saw that he still looked worried, the
femme added, "And whatever happens, just remember that you're not alone now. I'm here as well. Okay?"

That made him smile again.

"Though don't ask me to be your spider-cycle or whatever," she teased. "Because that would just be stupid."

"Agreed," he said as they returned their attention to the news, where the focus went to a different reporter. This time it was an attractive blonde woman with the name Christine Everhart over her head.

"On the national front, Senator Garry Stern has once again called for a congressional hearing to demand that Tony Stark hand over his Iron Man suit to the government. Stark's managed to prevent that from happening two times now, so will it be different a third time?"

"I hate to interrupt your break," called Steve from below the platform, getting the teen and femme's attention, "but I'm gonna need you both down here for a minute. We've got a situation, and you need to know the facts."

"What's up, Steve?" asked Jack, getting up and jumping down from the platform to the ground floor, Arcee kneeling beside him. June soon came in beside her boyfriend, both as curious and concerned as her son and his partner.

"You remember my trip to Gotham City about week ago?" he asked. When they nodded, he continued, well, when I was there, Batman and I captured a man who went by the name of Bane. He was working with M.E.C.H." Arcee and Jack each gave a glare at the mention of the organization while June's expression was more of worry. Not all that surprising, considering their last encounter with the group.

"What were they working on?" asked June.

"An old serum that HYDRA created back in the war, called Venom," he answered, "a second attempt to make a super soldier, you will."

"You mean like you?" questioned Arcee.

"Not quite, actually, though it did give anyone affected by it muscles that would put bodybuilders to shame."

"You mean like steroids?" added June.

"Somewhat, but a lot bigger and meaner, though its effects are temporary from what I've seen, lasting about a few minutes or so."

"Well, that's a relief, said Jack. "But why are you bringing this up, Steve?"

"Multiple things; first, Bane knows the Venom formula. Second, he's a drug lord."

"That's never a good thing," the teen remarked with widened eyes. Then it clicked for him. "Wait! You're saying that he plans to sell this Venom stuff on the streets?" The super soldier nodded. "But, I thought you said you guys captured him."

"We did, but I just got word from Fowler…Bane's escaped," the WWII veteran said in a somber tone. That made the teen, femme, and Darby matriarch gasp and widen their eyes. "From what
Fowler's told me, it happened a couple hours after I got back to base. And that's not all, I'm afraid."

"What?" asked Jack.

"The Venom drug's been appearing in multiple spots across the country, all of which seem to be heading in the direction of the west coast. Nevada's appears to be next."

"Got it," nodded the sixteen-year-old. "Be on the lookout for any juiced up whack jobs I might find on the street. Anything else I should know?"

"Just one; on the off chance that you see Bane, immediately call for backup."

11:02 AM, UTC – Jasper Police Department

"Damn it," DeWolff muttered under her breath. "I had the son of a bitch right there in front me, and he got away." Her demeanor continued this way as she sat at her desk and signed away at some paperwork. Another part of the encounter that burned her, though she wasn't vocal about it, was that something the costumed punk seemed vaguely familiar, but she couldn't place where from. All this caused her to not immediately noticing the person walking up behind her. "One little cheap shot, and suddenly I end up looking like a dumbass rookie."

"I certainly hope not," said a male voice from behind her, startling her and getting her attention.

"Oh, George, it's you," she replied with a sigh of recognition. "I'll be fine, just feeling a little on edge."

"Yeah, I heard about what happened last night. At least you got that nut whole stole the car," the man added, trying to add a bit of levity to her situation.

"True…just wish he wasn't the only one we busted…" she said aloud with frustration.

"Listen, Jean," he started, "I understand why you're not Spider-Man's biggest fan, but…you have to admit, he hasn't done bad—"

"George, stop," she told him in a semi-stern voice. "I know he saved you and your daughter's lives, and I'm grateful for that. But this is the real world, George. We can't let someone go around doing what he does unchecked."

"I know what you mean, Jean, but I'm just saying that maybe we should give him the benefit of the doubt is all. From the sound of it, you might not have caught that guy if he didn't interfere. Plus, he hasn't killed anyone or caused any deaths."

"That we know of," she added seriously. Sighing she said, "Look, let's talk about this later, okay? I really don't feel like fighting anyone today. Was there a reason you came over here?"

"Unfortunately, yeah," he said with a downcast gaze. "You heard about that new drug they were dealing with in Gotham City?"

"Yeah…? Wasn't it called Venom or some crap?" When he nodded, she added, "Well, what about it?"

"It's just that…Narcotics believes he found some in Jasper. They caught someone trying to sell it before fleeing the scene on a black bike."

"Did they get an ID on whoever it was?" DeWolff asked, still not sure where this was going.
"Yeah…they think it might've been Brianne," he answered solemnly.

Upon hearing that, the police woman's eyes widened and her mouth fell open.

"I'm sorry, Jean."

"Are they sure it's her?" DeWolff asked, almost pleadingly.

"Not one hundred percent, but it's a strong likelihood that it was. They informed me to tell you, and that they'll be on the lookout for her. Again, Jean, I'm sorry."

"Don't be, George…where did they see her?" she asked with a determined expression.

"Now, Jean, don't do anything rash. We don't know for sure that it's Brianne. And besides, this is Narcotics' job. Not yours."

"If it is her, then I am the one to take care of it. If Ben were here, he'd back me up on this."

"Well he's not!" argued George, his voice raising ever-so-slightly as he tried to remain even-tempered. "He's gone, Jean…gone."

"I know…but…I have to do this. If it is her, then I have to be the one to bring her in."

"…And what if it isn't her?"

"If it isn't, then I'll listen to whatever Captain Harrison has to chew at me. I know what's expected of me either way. Now tell me where they saw her. Please…"

After a moment, George sighed before saying, "Midtown…around fourth and ninth. If she's not left already, it's possible she's there."

"Thanks, George. I owe you big time."

"I'll hold you to that. Just don't do anything stupid," he added, giving her an expectant expression.

"You know, if you want to give people the look, you'll have to try harder than that," DeWolff teased back, grabbing her things and running out the door.

"Great," he muttered discontentedly. "How come it works for Gwen, but not for me?"

"Hey, Stacy!" called another officer from down the hall.

"What is it, Burns?" George asked with annoyance.

"Dispatch called; got a couple bodies down in an alley on twenty-fourth and seventeenth."

"Well, this just keeps getting better and better," he grumbled.

11:53 AM, UTC

'Come on, where is she?' DeWolff thought to herself in frustration. She had been in her car for the last half an hour or so and still couldn't find who she was looking for. 'Again, Sis, you prove to be a real pain in my ass.' It was safe to say that Jean DeWolff wasn't having a good day. What with the aggravation of her encounter with the vigilante the night before carrying over into the day, the unwanted attention from the press earlier that morning, and now this tidbit that her long-estranged
sister might not only be in town but also selling drugs on the street. Her head had been throbbing hard as she kept pushing herself into the search, but her lack of success wasn't helping any.

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**Jasper, Nevada – 4:33 PM, UTC – 11 Years ago**

Twenty-one-year-old Jean DeWolff drove up to her family's home in the suburbs, feeling very happy with the news she was about to give them. The smile that adorned her face could not be contained. One would think that she might not be feeling that way given how rainy it was that day. It was pouring down so hard that nearly every drop sounded like someone was dropping a water balloon on her. She chose not to let that get to her too much.

Turning off the car once she was in the driveway, she stepped out of the vehicle and walked up to the door of the house. Wiggling the knob, she found that it was unlocked, and then turned it to enter.

"Hello, I'm home!" she called out. "Mom, Dad, Brianne, I've got some great news! I finally got accepted to the police academy!"

"Jeanie?" a tired-sounding older woman called back. Stepping into view was Jean's mother, Cecilia DeWolff, who looked as though she'd been crying for some time.

"Mom?" questioned the young woman, rushing over to her mother with concern. "What's wrong? Where's dad and Brianne?"

"Jeanie," said Cecilia, on the verge of tears again, "it's Brianne. She's...gone," she mustered before putting her face in her hands.

"Gone? What do you mean?"

"...here," was all Cecilia could manage when she handed her daughter a folded piece of paper.

Jean unfolded it, and all she found inside were a couple of things; an old pocket watch with a broken glass casing, and a single word written on the paper.

"'Farewell'...? What does that mean?"

"I don't know," admitted Cecilia, wiping away her tears. "Your father and I found that after we came home a couple hours ago. He's been out searching for her since."

"Have you heard from him any?"

Cecilia shook her head.

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Taking herself out of that memory, Jean glanced around. When she saw the nearby Starbucks, she thought to herself, 'Maybe a little pit stop will do me some good.'

She then pulled into the parking lot, turned off the engine, and locked the vehicle as she got out. However, when she wasn't two steps away from the entrance to the restaurant, she caught a glimpse of something around the corner. That something was a person, she couldn't tell if it was male or female, who was dressed in a grey hoodie and semi-ratty jeans and tennis shoes, running rather hurriedly to the other side of the building. Now this DeWolff found to be more than a little peculiar. For starters, why would someone wear a hoodie in Nevada, a state with lots of sun and desert? And secondly, what could this person be in such a hurry for?

Sighing, DeWolff inwardly lamented about not getting her coffee and then worked her way quietly
around to the other side of the building. She glanced around the corner before moving further. When
she finally saw the person in the hoodie, she was met by the sight of them talking to an employee of
the restaurant; a redhead teenaged boy to be precise. It didn't take her long to recognize him; Vincent
"Vince" Brock.

It was sad, really. She remembered when he was a good kid, and she remembered him being friends
with Ben Darby's kid, Jack. However, after that horrible event where Ben and Vince's mother died,
things had fallen apart for that boy. She'd seen him brought in before a couple times on charges of
breaking and entering, and now she'd be adding possession of controlled substances to that as well. If
the rumors about his father were anything to go by, his behavior may not have been entirely his fault.

Pulling out her gun from its holster on her hip, she kept low and hid behind a dumpster, listening and
waiting to see what would happen next. DeWolff could hear them talking.

"You sure this stuff will work?" Vince asked.

"Of course it is," replied the one in the hoodie confidently, who, judging from the voice, was a
woman. One who didn't sound too different from one she used to know. "Now do you want it or
not?"

"I don't know…" said Vince in hesitation, "…how much is this gonna cost me?"

"Twelve for one, and double that for two."

"Ugh, fine," he consented. After a moment, DeWolff heard the sound of one hand hitting another
before more talking. "There, twelve bucks for one shot of Venom."

That was the police woman's cue to make herself known.

"Freeze!" she shouted at the two, getting up from behind the dumpster and pointing her gun in their
direction. "JPD! Put your hands in the air and don't move!"

The two gasped in surprise and did as they were told. Vince looked a bit nervous while the woman's
face was mostly hidden by the hood. She also noticed that, on the ground, there were a couple black
duffle bags, one of which was open and showing what appeared to be a syringe. Moving behind the
two, DeWolff pulled out her pair of handcuffs and cuffed the two together.

"You are under arrest for possession of an illegal controlled substance with intent to sell," she said to
the hooded woman. "And you are under arrest for intent to buy and use," she shot at the teen. "Now
move!" she ordered, pushing the two forward. Leading them to her car, she decided to make a quick
call to the station before putting them in the vehicle. Pulling out her two-way radio, she pressed a
button and said, "Officer DeWolff calling. Be advised; bringing in two suspects for processing on
account of substance abuse."

"Copy that, Officer DeWolff," replied a voice on the other end, "Will be waiting for them when you
get here."

"Copy that," said the policewoman, clicking the device and putting it away. Turning her attention to
the hooded woman, she thought to herself, 'Please tell me it's not her…' In one swift motion, Jean
pulled the hood down and saw the other woman's face in full view. "Brianne…?" she muttered in
half-surprise, half-expectancy.

"Hi, Jean," Brianne replied in a stoic tone. "Long-time no see."

Before the officer stood her younger sister, a Native American woman with grilled back dark hair.
She was also a bit dirty in a few spots with some smudges on her face but overall was still recognizable to the older DeWolff. Said sister was momentarily quiet.

"What's the matter? Got nothing to say to me after all this time?"

"We'll talk later," answered Jean as she opened the backseat door of her car. "Get in!"

"Hey!" shouted another voice. Looking around, all three saw an African American man who looked to be in his mid-twenties walking towards them. He had an afro, wore a red dress shirt, a navy-blue jacket and pants with roughed up shoes. In his pocket, Jean could see what might be a gun of some kind. "You!" he pointed to Brianne, his expression a mixture of anger and sadistic glee.

"What?" replied the younger DeWolff in confusion.

"Now don't tell me that you've forgotten who I am so soon, She-Wraith!"

"She-Wraith?" Jean questioned her sister with an incredulous expression.

"Long story," answered Brianne, who turned her attention back to the man and rubbed her head a bit. "Um...let's see."

"Think, dammit! I'm the youngest Klum brother! We bought all those shots of Venom from you!"

"Sir," started Jean, "I'm going to need you calm down and step into the car." If this man did buy drugs from Brianne, then he would need to be taken in as well.

"Uh, I don't remember you," answered Brianne, still confused about what the man was saying.

"AGH!" he shouted, and then he closed his eyes and took on an expression of angry sadness, "My older brother juiced himself up with some Venom that he bought from you, and then...his muscles bulged until he exploded into a big red goop!"

"Wow!" remarked Brianne, "Hell of a way to go."

"You were going to sell me that!" cried out Vince.

"Shut up!" Klum cried out at them all. "The whole thing was your fault!" he pointed to Brianne.

"Sir, I need you to calm down and get in the car," Jean repeated more sternly as she slowly stepped toward the man.

"L-look, man, I'm sorry," said Brianne, "I-I didn't mean for that to happen."

"Sorry' don't bring back my brother, bitch!" he yelled as he pulled out a gun from his pocket and aimed it at the younger DeWolff sister, which caused Jean to ready her own firearm.

"Drop it!" shouted the lady cop, momentarily forgetting about her two other arrests, who took the opportunity to make a run for it, Brianne taking her bags with her as she did.

"Hey, don't you run away from me!" called out Klum, who briefly forgot about Jean and wildly fired a couple of shots at the two escapees. One bullet missed them entirely while the other broke the chain that connected their cuffs, allowing the teenager and Brianne to each run in different directions. "Get your ass back here and fight!" he demanded as he started to run after his target, only to get tackled to the ground by Jean.

"I don't think so, asshole!" growled Officer DeWolff as she tried to restrain him.
"Get off of me, lady pig!" he cursed as he struggled to break her grasp. "I got an itchy trigger finger with that bitch's name on it, and I ain't stopping 'til I put a bullet in her!" With that comment out, he found himself being lifted and then slammed back down on the ground, knocking a lot of the air out of him.

"Wrong answer!" said the police woman.

Before either of them could say anything further, their attentions were taken by the sound of a nearby motorcycle revving. Looking up, they saw what appeared to be Brianne riding by on a black Harley. Infuriated, Klum head-butted Jean before finally throwing her off of himself and running.

"Ugh…" groaned DeWolff as she gathered herself. "…Dammit!" she cursed under her breath as she looked around for any of the three the might not have gotten away. Her eyes stopped searching when they caught the teen boy from earlier, who apparently had only managed to get a block away on foot. "Well, this is a good day," she said sarcastically to herself before running after him.

7:58 PM, EST – M.E.C.H.'s cruise liner, Five Miles off the coast of New York

Silas sat there at his desk, looking over some papers regarding some operations he had put into place. They weren't much, given some of the things and people he had to work with, but it was still something. Dr. Burchill had made some significant advancements with the aid of Dr. Zola's blueprints, though it was still a ways to go before they could produce what he needed. They'd kept insisting that they needed a Cybertronian specimen to dissect and study in order for it to work. This almost made him wish that he had killed Airachnid or one of the Autobots when he had the chance, though he knew that it wouldn't be easy, and the Spider-Con had made it clear that she was no pushover. Besides, something told him that it might be more useful to have her as an ally instead of a foe, as that would be a huge waste.

Interrupting his thoughts was a ring from his communicator. Pulling it up to his ear, he answered.

"Yes?" he said.

"Silas, I'm afraid the hearing with Stark was a bust. He pulled some loophole that I hadn't thought about," replied a man on the other end.

"Stark is resourceful, I'll give him that."

"Should I try again?"

"No, we'll obtain Mr. Stark's suit another way somewhere down the line, as it appears he's too stubborn to give up on the political front." After a small silence, he said, "What?"

"About that favor I asked of you…is it done?"

"The journalists have been dealt with."

"Are you sure it was them?"

"We checked. Ned Leeds and Ben Ulrich, correct?"

"Yeah, that's them. Who did you use?"

"Street gang elements, nothing traceable."

"Good," said the man with a huge sigh.
'And…as we discussed?'

"The appropriations are already in place. As of now, Dell Rusk has unlimited credit with the department of defense."

"Excellent."

"Believe me, it was worth it. I'll feel free to call if there are any further complications."

"Of course. And tell me, Senator, how do you plan to cover for Cletus?"

"As long as I have to."

"He's a serial killer. One who's made it clear that he has no favorites, if I might add."

"Look, we've been over this before, you don't have a son, let alone one you can't give your name to. So what he does is my business. Understand?"

"These reporters won't be the last. You won't be able to keep this quiet forever."

"Yes I can. You see, the dead keep their secrets. Good night," said the man before the line clicked off.

"The lengths some people go to for their children," remarked Silas, thinking of his own daughter. Sierra had proven herself to be quite useful to his goals, and was remarkably resilient. That much was evident when she underwent the enhancement process that gave her the current prowess and strength she possesses. With his tutoring, she'd shown that she was intelligent enough as well. All in all, she was the rightful heir to the empire he was building.

His own mother told him all about her father, the Red Skull, and how he didn't approve of her just because she was female. While he did respect his grandfather's ambition, there were some views the man held that he didn't necessarily agree with.

As for the senator's son, if what he'd been told and shown was true, then it was highly possible the young man was a loose cannon. One that he would have to keep in check if things got out of hand. Still, he had a use, and that was keeping the senator in M.E.C.H.'s pocket. Perhaps, though, the politician in question could be of better use, higher up the political ladder that is…

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A/N: And what precisely could he mean by that line of thinking? I guess it's a little obvious, but I'm not saying anything for those who haven't caught on yet.

This is part one of an arc, and will continue in the next chapter.

I based this story's Jean DeWolff primarily on the version of her seen in "Spectacular Spider-Man," who was a Native American woman and wasn't very trusting of our friendly neighborhood web-head. This is, admittedly, in contrast with her comic counterpart, who was a redhead possibly of Irish descent who almost immediately trusted the web-slinger. However, it does make more sense that she might be Native American since this is set primarily in Nevada.

And another thing, this is somewhat indulging in a comic book movie cliché, "Cops are against the hero," I'll admit. I do get annoyed with that sort of thing, honestly, though it is one of the more understandable clichés. If someone who shot webs or turned into a giant green
rage monster showed up, you'd probably hope the authorities would do all they can keep those individuals in check. Still, I don't plan for this to last long, and the tension between Spider-Jack and DeWolff will be resolved in the near future.

Hope you guys enjoyed this chapter. I'll get to work on getting the next one ready ASAP. Leave any comments you have in a review, and PM me with any questions or suggestions you might have. TTFN.
8:12 PM, UTC – Autobot Base

"AGH!" yelled Jack as his mother touched one of his bruises. "Mom could please be a little gentler than that?!" he said irritably.

"Big baby," teased Arcee, who stood to lean against the wall beside the platform. This earned her a glare from her partner, which in turn made her smirk a little.

"Then perhaps you should be a little more careful when you try and take on a couple of thugs juiced up on Venom," countered June, applying an ice bag on another of her son's sore spots.

Then they heard the sounds of motors and tires coming close. The three of them looked in the direction of the noise and saw Bulkhead and Bumblebee pull up out of the hallway in their vehicle modes. When they stopped in front of the platform, their doors opened to let out Miko and Raf respectively. Once their charges had vacated them, the two 'Bots transformed back into their robot forms and walked off, going to check with Ratchet and Optimus.

"Sorry for not coming sooner," apologized Raf, "but my mom was holding me over for a dinner guest."

"Yeah, and my host parents practically played the guilt card so they could make me watch a movie they wanted to see. So, how goes the crime-fighting business?" asked the Japanese girl.

"About as fine as it can be when you're nearly beaten up by a couple of thugs speeding on Venom," replied Jack sarcastically. "As a result, we had to call it an early night."

"Are you okay?" asked a concerned Raf.

"I'm alright, Raf," the teen assured his younger friend. "It'll take more than that to keep this spider down. Don't forget, ever since I got my powers, I've been able to heal a good deal quicker than most people."

"That may be," started Arcee, "but just remember that you're not invincible, and you can't really help anyone if you're dead."

"Noted," replied the femme's partner. Turning back to his human friends as they climbed up the stairs to the top of the platform, he asked, "So, how have you guys been today?"

"Well, school was even more dull than usual, to be honest," admitted Miko, "though we did hear at least one interesting tidbit."

"I'm listening."

"Vince wasn't there today, and there's a rumor going on about why."

"Say, Jack," interrupted Arcee, "didn't you say that you and Vince used to be friends?"

"That was a long time ago, Arcee," answered the sixteen-year-old, lowering his head a bit, depressed at the memory. "And it was his choice to end our friendship, not mine." Shaking his head a little, he looked back to the other teen and preteen before asking, "So, anyway, what's he not at school?"

"Well..." said Raf as he adjusted his glasses, "if what we've heard is true..."
"Vince got himself arrested," finished Miko before the twelve-year-old could.

"Really?" replied June, surprised at what she heard, and disappointed at the implications of it. She had treated Vince when he got hurt a few times as a little boy, and it really upset her when her son gave her the news years ago about the redhead's cutting him off.

"What for?" asked Arcee, curious.

"Word is that some cop caught him trying to buy some that Venom stuff you told us about," answered Miko. "They also say he was busted before he could shoot himself up with any of it."

"Well, at least that's one bit of good news," said Jack. "I mean, I knew Vince was messed up, but I didn't think he'd be doing drugs, especially not any kind like that."

"It's shameful," agreed June with a sigh.

"Just means we have to find the source of the Venom soon," stated Arcee. "Cap said that this… Bane, was it? Bane knew the formula for it, correct?"

"Yeah, but we don't know if he's in Jasper," pointed out Jack. "Steve said that Bane was a big guy even without the Venom. He'd be hard to miss, unless he's really good at hiding, somehow."

"I think I might have an idea on where to find him," called a different voice. They all looked in the direction of it and saw Steve come out of the other hall. "Though, I honestly kind of feel stupid for not thinking of it sooner," he added as he scratched the back of his head.

"What is it, Steve?" asked June, walking up to the railing with the others.

"I think that Bane might be hiding in a familiar place, downtown. But if what I've heard is true, then we're going to have to make a move fast."

9:36 PM, UTC

The next evening, Spider-Man made his way to a place he'd just as soon forget; the factory, where M.E.C.H. had last been seen in Jasper, and where he'd been unmasked in front of his friends and mother. He could still remember the looks on their faces at the surprise of learning that he'd been keeping such a secret from them and the expression of smug satisfaction on Silas' face.

Shaking his head, he figured it would be best not to dwell on that kind of thing and focus on the task at hand; finding Bane. Landing on the side of a small, brick building, he crawled up the wall and hid in the dark area while looking for any sign of his partner or anyone else.

"Well, I've made it. Arcee, what's your position?"

"I'm behind the fence-line on the eastside. You?" the femme asked over the comm.

"Close to the main entrance, though I don't see much of anybody. You see anything?"

"I think I see a faint light coming from one of the factory windows, though it's a bit hard to tell from the angle. Can you see it?"

Leaping from his position, he shot a web-line that latched onto a water tower before swinging out. He landed on the top of an outside bridge between the main building and a smaller one. Making sure he was still in the shadows, Spider-Man glanced up to see the windows on the center building, and indeed they were dimly lit. He also thought he could hear some noise coming from inside like the
vocal chatter one heard from a crowd.

"Yeah, I see it. I also think I hear some noise inside as well. I'm gonna go check it out."

"Wait, I think I see something else as well," warned the blue Autobot. "...A couple people moving on the ground...not far from the main entrance...Jack, I think it's your cop friends from a few nights ago."

"Oh great," the costumed teen mumbled. "Well, what exactly are they doing?"

"Looks like they're sitting outside the main so they can crash whatever's going on inside," she answered.

"I think I'd better take a look for myself and see what's going on. You'll be ready in case it gets ugly, right?"

"You just be sure to let me know if it gets there, partner," she said affirmatively.

"Will do, partner."

With that, he made another leap before shooting a web-line, catching on the main building wall, and then slingshot himself far onto the other side of the rooftop, making sure to land on the concrete area. The whole time he'd been in that area, the masked teen couldn't help but remember the not-so-pleasant experience of his last visit here. The feelings of what happened that night still stuck with him; the fear he'd felt for his mother in danger, the anger for the people who'd created the whole situation, and the near loss of his friendship with Arcee. While it had softened up a bit, and he and the femme had managed to mend fences for the most part, the whole thing wasn't something he or she would forget anytime soon. Still, as evidenced by this night and the last few ones, both he and his partner had gotten a bit closer now that they were actually working together.

'Wait, closer?' he thought. 'Where did that come from? It's not like it's not like we're...like that. I mean, sure, for an alien robot, Arcee's not that bad looking, but...'"

Shaking those thoughts from his head, Spider-Man opted to find an opening for the inside. He dared not try and see what the police were doing at that moment, as they made it clear that they weren't on friendly terms with him. Well, at least one of them wasn't.

After about a few seconds, he found the opening that used to be a skylight window, still torn and broken from when Airachnid decided to fight him. He made his way toward it, and once he was there, he moved his head over the edge by just a little bit so he could see inside. Within the complex, there was indeed a large gathering of what appeared to be gangs and other criminals present, all conversing with one another in some capacity. It also seemed like there wasn't much lighting aside from a few flickering lights here and there, making it easier for him to sneak in under the cover of darkness. Taking advantage of this opportunity, he moved in, making sure to do it quickly and quietly, lest they become aware of his presence. Crawling along the ceiling, he glanced around to see if there was a reason for why these people were all here. He didn't have to wait long to find out.

"Damas y caballeros," said a male voice, "tonight, I welcome you here."

Turning his head in the direction of the voice, Spider-Man saw two people on the upper railing. One was a very large and muscular man, dressed in a black sleeveless shirt, a pair of dark gray cargo pants, onyx combat boots, dark leather fingerless gloves, a black and white Luchador-like mask, and what appeared to be some kind of tube sticking out of his left glove and into the back of his head. The other was a much smaller figure, wearing a rugged-looking hooded sweatshirt, dark pants, and...
white tennis shoes. Spider-Man couldn't tell if it was a guy or a girl, just that whoever it was, they
didn't seem to want anyone seeing their face. He didn't have much difficulty in figuring out who the
big man was, however, and started talking into the comm.

"We've got Bane," he whispered to Arcee. "Looks like he's about to give a speech of some kind, or,
given the circumstances, a sales pitch. How's it going over where you are?"

"Nothing new with the cops, though I do see the lady officer speaking into something," answered the
Femme on the other end. "My guess is that she's calling in reinforcements. Perhaps we should too.
You listening, Cap?"

"Loud and clear, Arcee," said the super soldier. "I'll have Ratchet bridge me there in a minute. In the
meantime, you and Jack keep a low-profile. Understood?"

"Roger," replied the masked teen.

"Copy that," the femme agreed over the comm., but then she went on to add, "Hold on! I think the
cops are starting to make a move!"

"What-what are they doing?" asked Spider-Man.

"Looks like the lady cop is trying to call in for back up, I think. And…oh scrap!" she exclaimed
quietly.

"What is it?"

"She's moving inside," the femme answered hastily. "Keep an eye out for her, Jack. I get the feeling
she might mess this up for us if we're not too careful. I'll keep an optic out for the other guy."

"Got it," he said, and then looked around, scanning the place until he saw movement behind a couple
of large crates. Crawling away from his former position, though still trying to stick to the shadows,
the web-slinger made his way towards the area. Indeed she was there; Officer Jean DeWolff. She
appeared to be getting her gun ready and seemed to be staring intently at the person beside Bane.
The expression that adorned her face was one of recognition, mixed a bit with determination, so it
wasn't unsafe to assume that perhaps the police officer knew something about the individual.

"Jack, I've lost the other cop. You spotted the one inside yet?" asked Arcee over the line.

"Mm-hmm," he hummed quietly in response.

Spider-Man considered his options. He was tempted to say something but figured that if he did, she
would more than likely turn around and shoot at him, exposing them both to the other people inside.
Another thought that occurred to him was covering her mouth and webbing her to the ceiling so as to
keep her out of the way. However, the downside to that course of action was that she might probably
struggle and, again, make enough noise to give away their positions and bring down everyone in the
place on them. He could try and reason with her, but if their last encounter was anything to go by,
the cop lady was not in much of a listening mood when it came to vigilantes…except for when they
stated the obvious.

Before he could contemplate any further, Bane stopped his speech, put a finger to the side of his
head, likely meaning that he had a communication device under his mask, and then turned to address
his audience.

"Damas y caballeros, my associates have just informed me that we have some uninvited guests to the
party," he announced, causing the wall-crawler to panic behind his mask, and his heart to beat a few
ticks faster. "Perhaps we should give them a proper welcome, no?"

"Come on, Steve! Where are you?!" thought the web-slinger to himself.

The drug lord snapped his fingers, which was then followed by a group of people in familiar green combat outfits and masks coming into the room with someone in between them.

"M.E.C.H.!" thought the wall-crawler.

Once they were in full view, they tossed the person onto the floor. It turned out to be none other than the other cop that DeWolff came in with, all beaten and bruised, though still conscious and glaring at his captors.

"Stan!" DeWolff whispered sharply before cursing under her breath, "Dammit!"

"Ah, la policía," Bane remarked. "It is curious how you knew that would be gathering here. Well, I suppose that that is a discussion for later. For now," he turned to the M.E.C.H. agents and ordered, "search this place. We don't know if there are any others, so keep all eyes open. If you do find any others like this one, shoot them until they stop moving."

The agents nodded and departed the room, leaving Officer Carter to the drug lord and all the crooks in the room.

"Now, damas y caballeros, it would seem that we have an opportunity before us."

"You expect me to talk?" asked Carter through bloodied and gritted teeth. "If you do, then you might as well just shoot me now."

"Oh no, Officer," corrected Bane, "I have no time for any charade you have bravado. I merely wish for your help in making a demonstration. Will one of you fine peoples please step forward?" When one of them did, specifically a tall Hispanic girl in her late teens wearing khaki cargo pants and a black tank top, the drug lord nodded to the person beside him and said, "Wraith, if you would be so kind."

Wraith didn't say a word, instead nodding and walking down the steps before standing in front of the volunteer, who held out her bare arm. Wraith then pulled out what appeared to be a syringe with a glowing green substance in it, and injected it into the girl's upper arm. As the hooded one backed away, the girl underwent a metamorphosis almost instantaneously. She grew taller until she was about nine feet tall, and her muscles expanded until her shirt was stretched to the point where it was about ready to rip, while her pants were reduced to torn shorts. Here irises glowed bright green as well. What was once a gang girl yelled ferociously, almost sounding like a roar, causing her fellow felons to back away in wide-eyed astonishment and fear.

"This is my latest brew of Venom," declared Bane, "Made to last longer and an additional third stronger than the last batch. Now, my dear, would you and the officer care to demonstrate your new power?"

"Sí!" the gigantic, bulking girl called out, and stood before Carter, reared her fist back, and readied to smash the poor man's head in.

Before she could, however, a certain wall-crawler decided to make himself known by shooting a line of webbing that halted the young woman's hand in midair. When she tried to figure out was going on, the web-slinger swing into view and kicked her in the face, making her stumble back a bit and rub where he hit her. As for Spidey, he flipped back onto the ground and took a defensive stance in front of Carter.
“Sorry, but I think this demonstration’s been canceled,” he quipped.

“Ah, el Hombre Araña,” called Bane, “I wondered when I might come across you. It would have been rather disappointing if you hadn’t.”

“Don’t tell me you came all the way to Jasper just to see little old me?” Spider-Man joked. “I mean, I didn’t think I was that popular.”

“Oh, rest assured, one of my reasons for being here is to crush your spine in my hand,” Bane said, cracking his knuckles, “and the other is strictly business.” He then started to turn the dial on his wrist device, followed shortly by his on muscular mass increasing. Just when he reached a height of nine feet, all were suddenly surprised by the occurrence of a flying metal disc zooming through the air and bouncing hard off of Bane’s face, making the giant man stumble back, before it was caught by another man who leapt through the air before landing and standing next to Spider-Man.

“About time you got here, Cap,” remarked the web-slinger.

“I would’ve been here sooner, but a certain person back at base had a lot to say,” explained the Super Soldier. Then he turned to look at the drug lord, who’d gotten back to his feet and was giving a malicious grin at the two.

“Ah, Capitán, we meet again.”

“You seem to be missing some equipment from when we last fought, Bane.”

“No thanks to you and S.H.I.E.L.D. Thankfully, I managed to make a smaller, more streamlined version,” he explained, pointing to his wrist device. “And don’t even think of trying to break it. The tube and the module are laced with titanium. With that said, let us all dance!” he stated as he snapped his fingers.

Before the two superheroes or the cop could ask what he meant, suddenly people in M.E.C.H. suits were seen along the rafters, all aiming automatic firearms of sorts at the various thugs and crooks. Just as quickly as they appearing, their weapons shot out what looked like the kind of darts that tranquilizer guns used. However, instead of the sleep-inducing substance, each was filled with same green, glowing liquid that had been injected into the girl a few minutes previously. This could only mean one thing as nearly every criminal was hit by a dart, with the ones that didn’t get tagged receiving their own dose upon a second firing.

Within a few seconds, all of the criminals underwent the same transformation as the girl a few minutes earlier. As this was happening, DeWolff ran from her spot behind the crates and joined her partner and the two costumed adventurers. All four witnessed in apprehension as they were suddenly faced with over two dozen tall and bulking monstrosities. Bane walked around in front of the newly enlarged crowd and spoke to the heroes.

No one noticed as the M.E.C.H. agents made themselves scarce.

“Now, Capitán, when you and the Batman fought me and my associates, I was unprepared. This time, however, I am, and perhaps when I am through with you and the Araña, I will pay the Bat another visit. GET THEM!” he barked, and all of the new super-criminals charged at the four.

Cap and Spidey exchanged glances, both knowing what to do. The wall-crawler grabbed DeWolff by the waist and shot a web-line before swinging up to the rafters while the super soldier dragged Carter off to the stairs.

“Get your hands off me!” yelled an angry DeWolff on the way up.
"Really, DeWolff?" Spidey exasperated once they landed. "We're gonna do this now?"

"You're interfering with a police operation, and now it's gotten out of hand, so yeah, I'd say me telling you to get lost is very much called for."

"Easy, Officer," said Cap as he and Carter approached the two, "he's with me, and we were trying to catch Bane as well."

"You…were?" asked DeWolff a bit awkwardly, then looked back at the web-slinger and said, "You're…working with Captain America?!"

"Have been for some time," Spider-Man replied quickly. "Now let's move!" he stated, pointing to the Venom-juicers that were climbing the steps and rafters after them, shaking the metal they all stood on. As the four ran, the wall-crawler said, "The second you get an opportunity, DeWolff, I'd suggest you and your partner find an exit!"

"Hell no!" she countered, "We're the police and this is our job!"

"While I give you credit for being dedicated to your work, you've gotta realize you're a bit outmatched here!"

"The Hell's that supposed to mean?!"

"Use your head, DeWolff! When it comes to regular crooks, you're probably very good at what you do, but when it comes to the superpowered scene, you're out of your league! I mean, look at the situation we're in; we're all in a worn-down old factory, you're a couple of regular cops, and I'm a guy with super-spider powers fighting alongside a World War Two super soldier against a bunch of people juiced up on a super drug! Where exactly in that do you think you could help out?!"

"I know who Wraith is, that's where, dammit!"

"Both of you save it!" ordered Cap. "We've got them on our backs, so now's not the time for arguments!"

Spidey and DeWolff quieted at that, and the four of them ran until they reached a locked door. Turning around, they saw that the Venom-enhanced criminals were fast approaching. Thinking quickly, the super soldier thought up a game plan before smashing the door open with his shield.

"Officers," he said to the cops, getting their attention, "you search this place for any Venom that's not in use. Spider-Man and I will deal with Venom and the enhanced criminals. Go!"

Reluctantly, at least on DeWolff's part, the two police officers nodded and ran through the door.

"Well, that settles that bit," remarked the web-slinger, "Now to take care of these guys!"

With that, the two of them leaped at their attackers, with Cap throwing an uppercut to one, and Spider-Man launching a kick to another's head. If there seemed to be one consistency to the Venom-users, it was that they had a weakness for being hit in the head. However, this time, while it slowed them down a bit and made them a little more reckless, the action appeared to mostly just make them angrier.

"Where's Superman when you need him?" the web-slinger groaned aloud as both he and the super soldier were knocked back against the nearest wall.
"I swear, the second this is all over, I'm arresting that web-slinging little-UUGH!" DeWolff groaned as she and her partner searched a backroom.

"We can worry about that later, Jean," commented Carter. "Besides, you have to admit, he kind of had a point about our odds back there and just how nuts this whole situation is."

"Just because he had a point doesn't put him in the right," she countered.

"Yeah, well, fuming about it isn't going to settle things any quicker. What I'm a bit more concerned about is what you said back there. You know, about you knowing who that Wraith person is."

DeWolff sighed and lowered her head a bit.

"Well, Jean, you gonna tell me?" asked her partner.

After a moment, DeWolff finally managed to muster her answer, "...the Wraith...is my sister... Brianne..."

"Brianne? You mean...your sister who ran away?"

"Mm-hmm," she hummed in confirmation.

"Man...I'm sorry Jean. But...how do you know that it's her?"

DeWolff then briefly recounted her tale of when she tried to arrest her sister a few days prior.

"I...see. That explains why you were so Hell-bent to be in on this job, but why didn't you say anything earlier?"

"Because, if I had, then the captain wouldn't let me be in on it," she explained. "You know how red tape goes whenever something even remotely related to a cop's personal life is involved."

"I understand, but still, I think you could've told me this sooner."

"I'm sorry, Stan, but I...I didn't know if I could tell you. Or anyone, for that matter."

"We'll talk about it later," he stated, putting a hand on her shoulder comfortingly. "Right now, we've gotta find that Venom stuff."

"Oh, you mean this?" remarked a third voice, a decidedly feminine one. The two of them turned to see that it was Wraith standing in the doorway, holding a small syringe in the air. Her face was still well-hidden by the dimness of the room and her hood.

"Brianne-!" cried out DeWolff with a serious tone, only to be cut off by her sister.

"The name is Wraith!" corrected Brianne. "And if you want the Venom, well, you know how the cliché goes."

"Let me guess," said the lady cop a bit dryly, "we have to go through you, and you'll inject yourself with that just to make sure that we don't, is that it?"

"Nothing gets past you, Jean. Well, almost nothing anyway," remarked Wraith as she pulled up her other sleeve and injected the contents into her arm. "And in case you were thinking of using your guns to subdue me, think again! This new batch of Venom makes my skin temporarily bulletproof."
Just as she was saying all this, her body began to change, becoming like large and muscular like the Venom-juicers in the main room with Spider-Man and Captain America. By the time her transformation had completed, her clothes were ripped, and her hood had finally come off, revealing that she was wearing a purple mask with yellow lines running over her eyes. Needless to say, she looked fearsome.

"You should've stayed out of this, Jean," growled the now-enhanced Wraith, lifting her big fists up so she could slam them down on the two cops, "because now, I'm gonna have to break you!"

"Not today!" called out Carter as he shot at a fire extinguisher on a shelf near the doorway. This action resulted in the contents of the item to start spraying out, creating a steamy fog of sorts. Carter took this opportunity to grab his partner by the hand and they both ran past their attacker and into the hallway. "Come on, Jean, let's go!"

"Oh no you don't!" roared Wraith, running into the hallway after them and tearing a nearby door off its hinges before throwing it at them. The two cops barely managed to duck it in time and turned at a left corner. Wraith growled in frustration as she continued her pursuit of them.

10:24 PM, UTC

Swinging from a web, Spider-Man landed his feet on a female Venom-juicer's jaw, causing her to be knocked rearward into a few others and making them tumble down like dominoes. While this happened, Captain America blocked back a big fist with his shield, and then tossed it around. The metal disc bounced back and forth repeatedly between the heads of the Venom-juicers and the walls before finally making its way back to Cap's hand. These actions, however, only kept them down for a little bit, and the enlarged enemies returned to their feet within moments. When that happened, the two costumed adventurers stood back-to-back with each other, wondering what move to make next.

"Well, Cap, any ideas?" asked the web-slinger.

"They do seem to be slowing down a bit, but that'll only get us so far. I've got no idea how long they made this batch of Venom to last, and they're not gonna quit until we're beaten and broken."

"That last part's a bit obvious, don't you think?"

"Regardless, hitting them in the head's only barely keeping us ahead. We need a game-changer here."

"Well, given that, I think this situation calls for a certain femme's touch," stated the wall-crawler, putting a finger to the side of his head.

"What do you-?" started Cap, only to realize who the teen was referring to.

"Arcee, I think we could use some backup!" the masked sixteen-year-old called out

"Jack, you know I'm not-!" the femme tried to argue, only to be cut off by her partner

"You don't have to change, just ride in with Sadie!" he suggested to her.

"Ugh, fine! But I'm blaming you if we get into trouble for this," she stated.

"We'll deal with that later!" replied Spider-Man as he and Cap jumped into the air to avoid being smashed by three Venom-juicers.
The wall-crawler then shot two lines of webbing at a different juicer each, catching the back of their heads, and then yanked them towards each other. The result was that the two behemoths collided with one another, though the web-head thankfully managed to get out of the way in time. His spider-sense tingled, alerting him to an incoming fist the size of his head about to knock his noggin off. In no small thanks to his powers allowing him to be nimble, he ducked back fast enough to dodge the blow, and then swung himself around and collided his foot with the oversized attacker's face. Said attacker then proceeded to fall to the floor while the web-head got to his feet.

As for Captain America, he used his shield block back a Venom-juicer's foot, and then hit the side of the metallic disc into the faces of at least three oversized suckers, knocking some of their teeth out in the process.

Just as the two were about to be ganged up upon by five of the ones that hadn't been knocked down, a loud vrooming noise was heard outside, and all turned to see the main doors bust open. The thing that did the busting appeared to be a woman covered from head-to-toe in black leather and a black motorcycle helmet riding a blue and black motorbike with pink highlights. The Venom-juicers were all too stunned by this sudden appearance to react when the rider and her vehicle proceeded to ram at them hard, sending them to the ground like bowling pins.

"You sure you boys really need my help?" quipped Arcee, "Because, from the looks of things, you seem to have done a lot of the work already."

"Haha, Arcee," replied Spider-Man sarcastically. "We've been at this for about ten minutes, and they just keep getting back up no matter how many times we hit them."

"Then we'll just have to hit them harder," stated the femme, making her hologram rider move its "head" as much as she could in order to give the illusion that the heroes were talking to a human on a regular motorcycle.

"And who is this?!" demanded Bane, confused by the sudden appearance of this newcomer.

"My partner, that's who!" declared Spider-Man. The blue Autobot couldn't help but feel a little happy with his statement.

"Then I will break her along with you!" yelled the drug lord as he and a couple other Venom-juicers ran at them.

"Hop on!" ordered the femme to the web-head, who did as she said and jumped onto the back end of her vehicle mode, standing as she revved and shot straight for Bane.

Her hologram, Sadie, looked back at Spider-Man real quickly and nodded, an understanding between the two on what to do. Once they were within three yards of their opponents, the webslinger jumped off Arcee and made a flying kick that slammed hard into Bane's face, while the blue Autobot turned herself and slid sideways towards the three behemoths, with enough force to trip them over onto the floor facedown. Except for Bane, however, as he was on his back and groaning a bit with the wall-crawler standing over him.

"You know, a good part of me is tempted to do the whole 'in your face' thing, but I'd say that last kick pretty much did it for me, wouldn't you say?"

"Less talking, more fighting!" called Arcee, who was, at that moment, chasing a couple of juicers before using the back of one like a ramp and flew into the air before dropping hard on another's backend and making them fall face first on the ground and driving off of them.
"But I've got so much to say," he replied. He then noticed Bane's hand rising up but quickly shot a ball of webbing that stuck it to the floor. "For example, 'is that your hand? I thought it was some poor, mutant creature or something.'"


"Well, I don't see you coming up with stuff to laugh at!"

"Maybe that's because now's not a good time for that! And besides, isn't it a rule of comedy that you don't laugh at your own jokes?"

"How's about this for a rule?" stated Cap warningly after hitting back a couple more juicers, "If you two don't stop and focus, I'll have you both clean the base from top to bottom!"

The two of them shut up after that, and just in time for Bane to get up, growl at them, and grab a large crate before throwing it at them...

10:29 PM, UTC

"Jean, I know that it's personal for you, but just what the Hell did you do to make her so mad anyway?" yelled Carter as the two ran with DeWolff's now oversized, younger sister chasing after them within the cement-processing room.

"Honestly, I've been trying to figure that out for eleven years!" she replied.

"Ugh!" grunted Wraith as she tore a piece of machinery from its place and tossed it at them. Carter was barely able to pull both himself and his partner out of the object's path in time, and then he fired his gun at their attacker a couple times, barely scratching her in the process. "Dumbasses, I told you that wouldn't work!"

"Can't blame a guy for trying!" he responded.

"Stan, run the other way!" ordered DeWolff.

"What-why?!" he questioned.

"Just do it! I've got an idea!"

He groaned a little, but nodded and did as she said, separating from her and running in a different direction. DeWolff did the same in another, causing Wraith to stop and glance around to see who was going where. Before she knew it, Wraith suddenly felt a bullet hit her hard on the Achilles tendon, and this time, it went through.

"AGH!" she screamed in pain and fell to her knees. "H-How did that happen?!" she demanded as she clutched her wounded leg.

"My guess?" said DeWolff as she moved to a different spot, "Either your super steroids are starting to wear off, or you're not as bulletproof as you thought in certain areas!"

"I swear I'm gonna rip your damn head off, Jean!" cursed Wraith aloud. She reached her hand up as if to shake her enlarged fist, but suddenly found another bullet penetrating her, this time from the other side of the room by Carter and through the wrist. "GAH, SON OF A BITCH!"

However, before she could make any further threats, Wraith soon found herself feeling a bit dizzy and her head a bit heavy.
"No…not…now…" she managed to say before falling face first to the floor.

As she lay there, her body began to shrink and change back into her pre-juiced form, moans of pain emanating from her mouth as she did so. Both officers approached her carefully, guns at the ready in case any more crazy stuff happened. Thankfully, that didn't appear to be the case, as Wraith just laid there, her eyes a bit glazed over from what they could tell, and her mouth drooling as well as moaning. Glancing up at each other, Carter gave DeWolff a nod of understanding and encouragement. The lady cop took a deep breath and sighed before pulling out her handcuffs. Crouching down, she cuffed the semi-conscious form of her sister.

"Brianne DeWolff…you are under arrest…" the older sister managed to say, almost regretfully.

10:36 PM, UTC

Spider-Man and Captain America stood in front of Arcee in her vehicle mode, the two in defensive stances as they readied themselves for the approaching foes. The majority of the Venom-juicers had somehow managed to get back up on their feet after the beating they'd taken from the heroes and the femme, and all looked mighty angry, making their knuckles create cracking noises as they came closer. Bane stood in front of the group, his teeth gritting as he imagined the many ways to break these interlopers into pieces.

As for the costumed adventurers themselves, they were breathing heavily, a bit tired from the exercise that these criminals had put them through. Arcee was two-thirds tempted to transform into her robot mode and blast their opponents, but they were still humans. Technically, they were all enhanced humans, but humans nonetheless, and Optimus' rules were to never harm or kill humans. She'd been doing her damnedest to follow that, but the fact that these guys just kept getting back up no matter how many times she and the two superheroes had hit them wasn't making things any easier.

"Well, I'm out of ideas," admitted Spider-Man, who then turned to the super soldier and asked, "Cap?"

"Sadly, nothing off the top of my head," the WWII vet answered, his eyes looking determinedly at Bane.

"I've got a few, but none that doesn't involve a little exposure on my part, if you know what I mean," she quipped.

"And you said now wasn't a good time for jokes," teased Spidey.

"Enough!" barked Bane, "Now, I will fulfill my promise, mis amigos, and crush your spines with my bare hands!"

The resounding roar of agreement from the Venom-juicers filled the room…until their cheers turned into moans and groans of pain. Bane looked from side-to-side, watching as his customers/lackeys clutched at their own heads. Spidey, Cap, and Arcee, at least her hologram, glanced at each other in confusion at the sight, but then smiles formed as they saw what could be described as the first sign of relief they'd felt all night thus far; the juicers all fell to the floor and started to shrink back into their pre-Venom forms. Once that process had completed, every Venom-user, except Bane, was on the floor and drooling and groaning as they felt massive hangovers cripple them.

"Well, I'd say the odds are good now," commented the wall-crawler. "Three against one sounds fair to me!"
Not deterred by his lacking in numbers, Bane turned the dial on his wrist device again and became even bigger than he was before, and roared in anger as he charged at them. The three scattered in separate directions, forcing the drug lord to choose who he would chase. A web-shot at his face further angered him and he made his way toward Spidey, who was literally running on the walls to get away. Then a blow to his head from Cap's shield made him turn his attention to the super soldier, who had shortly afterward gotten his metal disc back.

"Give it up Bane!" called the WWII vet. "You're outnumbered, your forces are down, and both S.H.I.E.L.D. and the police are on their way! There's no way you can win this, so don't make this any more difficult than it has to be!"

Then he threw his shield at the enlarged man again, only for the said opponent to duck in time and run towards him.

"The warnings of the shield-slinger are appreciated, almost as much as his abysmal aim!" mocked Bane.

Cap only narrowed his eyes before leaning back and dodging a blow from his foe. Bane turned around only to feel a shot of webbing attached to his back. He felt the person on the other end yank at him, but Bane turned and pulled the line in his own direction, raising and swinging his fist to, intently, smash it into the web-slinger's face. However, before he could land a hit, he suddenly found his legs being double-hit at the same time by both Cap's shield and Arcee's tires running over his foot. While their blows weren't strong enough to break anything on him, given the strength that the Venom drug provided, he still felt the pain of it and fell to his knees. This, in turn, allowed for Spider-Man to land his feet hard on the drug lord's head, which was almost immediately followed by him pulling on the tube connecting Bane's cranium to the device on the man's wrist. Within a couple moments, before Bane had a chance to stop it, Spidey managed to yank the tube out of its socket, end the flow of Venom into Bane's head.

"That's enough for you, hose-head!" yelled Spider-Man as he jumped off.

Bane yelled in pain before falling down and finding himself on the floor. He then shrank into his pre-Venom form, though, unlike his customers, he still managed to get back up a little, only for the fists of the wall-crawler and the super soldier to collide with his face. This action resulted in him lying on his back, out cold and down for the count.

"Whew!" said Spidey. "Guess that's one junkie who won't be putting up much of a fight anytime soon."

If Arcee wasn't in her vehicle form, she might've rolled her optics a bit at his comment, but inwardly she did find it a bit funny if only a little.

"We'd probably better tie them all up for when S.H.I.E.L.D. gets here," suggested Cap, who then nodded to Spidey.

"Gotcha, Cap," understood the wall-crawler, reading himself to web everyone up. "Though, I am wondering how we're gonna explain things to the cops when they get here too."

"Perhaps you should leave that to us," suggested a feminine voice. The two costumed adventurers and robot in disguise turned to face whoever had come in and seen that it was DeWolff and Carter carrying an unconscious Wraith over their shoulders. "Gotta say, that was one Hell of a fight you guys put up."

"How long were you two watching?" asked Arcee.
"We came in just before those dirtbags decided to shrink themselves," answered Carter, who then enthusiastically added, "And like my partner said, that was one Hell of a fight!"

"Who might you be?" DeWolff asked the disguised femme.

"Haven't you heard? I'm Spider-Man's partner," the Autobot answered with more than a hint of pride in her voice, something which made the wall-crawler smile under his mask.

"That's interesting. Can't say I've seen you around whenever he is," replied the lady cop.

"I can hide really well if I need to."

"I see. And speaking of a certain web-head," she said before turning to the aforementioned costumed teen, "once we've sorted things out with your guys and ours when they all get here, we need to talk."

The web-slinger was curious as to what she meant, but any questions he might've had were drowned out by the sounds of sirens and helicopters.

11:07 PM, UTC

True to their word, both S.H.I.E.L.D. and the Jasper police department appeared to try and take custody of the situation. Both sides butted heads a bit, but in the end, a deal was cut, with the cops taking the gangs and thus, and with S.H.I.E.L.D. getting Bane, this time with extra security around him.

Some of the officers wanted to arrest Spider-Man on site, but both Captain America and Agent Fowler vouched for him, and he was let off the hook, though not before receiving a few dirty glares from his would-be arresters.

However, not all of them were displeased by his being there, as evidenced when Officer Stacy came up and shook his hand in thanks, both for stopping Bane and for saving him and his daughter that one time. The wall-crawler was just happy to help and glad to see that Stacy and his kid were doing alright.

"Fair advice, son, while you and the Captain are doing good, as long as you wear masks, people will always question," he warned lightly.

"Yeah, well, sometimes, the mask is worth wearing," the costumed teen replied, remembering what happened when M.E.C.H. found out about his own identity.

While that was happening, Jean decided to have a long-overdue conversation with her sister.

"So, is this the part where you tell me my rights?" Brianne mocked bitterly, her mask having been removed. "Well, Copper?"

"No, Brianne. This is the part where you tell me why; why you left all those years ago, why you got involved with someone like Bane, why you became this…Wraith…thing, and…just…just overall why?!"

Wraith remained silent, her head cast down as she looked away from her older sister.

"Come on, Brianne, answer me dammit! Don't I at least deserve that after all the crap you just put me through?!!"

"…Pfft…that's just how you were back then."
"Hmm?" hummed Jean in confusion.

"Back when we were living with Mom and Dad…all three of you decided everything! In the end, … you were always right. I never had to do a damn thing for myself…just hold on to everyone's arm like a stupid kid without a care or worry in the world." Looking back up to her surprised sibling, she continued, "Don't you get it, Jean? I wanted to live my own life, make my own decisions! …Even if they were terrible mistakes. And I couldn't do that while living under that roof with all of you. So…I had to leave."

The lady cop was taken aback by this, as she hadn't expected an answer such as this. Over the years, Jean had kept going over in her head again and again what might've caused her sister to leave. Things like being forced to leave or being talked into running off with some boy or friends were common ideas that had popped into her mind. Not once had it occurred to her that her sister might've left just to get away from her and their family. Jean's brow furrowed and her fists clenched as a frown adorned her face.

"Well, if you wanted mistakes, you got it. Big time!" stated the Lady Cop, who then glanced at Carter, who looked as though he wanted to be as far away from this situation as possible, and said, "Stan, read Brianne her rights. I need some air."

Carter nodded and took to saying the arrestee's Miranda rights as DeWolff walked away. Her path led her to a small building near the main entrance of the factory. Jean then slammed her fist against the wall, not caring about any pain it might've caused her.

"She leaves us out of the blue, then drops back in after eleven years, and then has the audacity to tell me that it's our fault?" cursed DeWolff under her breath. "Who the Hell does she think she is?!"

"Is this a bad time?" called a voice, and the lady cop snapped out of her demeanor before looking up to see Spider-Man sitting on the edge and looking down at her. Then he jumped and flipped in midair before landing on his feet beside her. "Because, you know, if you're not in the mood, then we can just schedule for some time later. Would tomorrow or next Thursday be good?"

"Heh, no," she breathed out, managing a slight chuckle, "we need to get this out of the way. I just had some personal business back there that got me riled up. Anyway, you were right."

"Wait, say that again, please? Because I'm not quite sure that I caught that," he quipped.

"You were right…about me and my partner being outmatched back there. After seeing the way you and Captain America handled Bane back there, I understand now that there's a need for the things you do."

"So…you're not going to try and arrest me the next time I decide to stop a crazy driver or anything like that?"

"Make no mistake," she said sternly, "I'm still going to work towards a point where you're not needed, but until that point, I'll play ball with you, and try to work it out with the other people on the force as well. So, for the time being, I'll work with you," she said as she reached out her hand. The web-head took it and shook it, the both of them in agreement.

"Glad we got that settled. And believe me, I understand. With great power comes great responsibility. And I'll be working towards a time where I'm not needed either, whenever that may come."

"Spider-Man!" called Cap, getting their attention. The two looked over to see the super soldier and
Arcee standing by the main gate, waiting for the web-slinger. "We'd better get going!"

"Be right there!" replied the wall-crawler. Turning his focus back to the lady cop, he said, "Well, it's been fun, DeWolff. I'll see you around!"

With that, the Spider-Man made his leave to depart with his companions, leaving DeWolff behind to ponder his words.

"With great power comes great responsibility’… That's what Ben used to say… Could it be…?‘ she thought. Something told her that she should start investigating the whereabouts of a certain teenager, a boy she’d not seen for a long time…

A/N: Well, well, well, looks like Jean DeWolff is onto something. What will it mean for our favorite Spider? That's the chapter, folks, I hope you enjoyed it.

Up next is T.M.I., along with an appearance by a certain famous space cop, and his on/off girlfriend/enemy, as well as the start a certain saga that I'm sure most of you have been looking forward to.

Also, as some of you may have noticed, I've removed that Dealer's Choice chapter and am replacing it with this one, as many people pointed out to me that it was out-of-place. However, I'm not getting rid of it altogether, as I'm considering having it be part of a collection of one-shots that take place in the world of A Marvel Transformation.

As always, R&R, and PM me with any questions or suggestions you might have concerning this story. TTFN!

Please drop by the archive and comment to let the author know if you enjoyed their work!