

# Spider-Man 321

## Chapter 321: The Phoenix Appears

Focusing on the mental link that he just established with Jean, Peter visualized his mind as a small glowing orb, and Jean's mind as a vast, swirling mass of energy.

He pushed his orb toward the center of the mass and felt himself being pulled in.

And when he opened his eyes again, Peter was no longer in his own body.

Jean's mind was extremely hectic at the moment, filled with nothing but flames and darkness.

Peter could feel the raw power of the Phoenix coursing through every neuron and synapse of her brain.

"Hello?" He called out tentatively. "Is anyone there?"

Peter didn't expect to be meeting an entity like the Phoenix Force anytime soon...

For the first time in a long time, he was nervous about possibly losing a fight.

After all, Thanos may be strong but he's nothing more than an ant in the eyes of the Phoenix, the universal force of creation and destruction.

Suddenly, a female voice answered his call, but it wasn't Jean's. It was a voice that seemed to come from every direction at once, booming and echoing like thunder.

"Hmm, Interesting..." The voice spoke with a soft interest. "I can feel the presence of an Infinity Stone. Who are you, Mortal?"

"I'm uhh... I'm just your friendly universal Spider-Man. I'm here to help Jean." Peter turned in a circle, looking for the origin of the voice but he couldn't find anyone in his surroundings. 'Does she sense the Reality Stone?'

"Your help is unneeded." The Phoenix said. "This isn't necessarily a bad thing. "

"What do you mean?" Peter asked in confusion.

The Phoenix Force seemed pretty relaxed.

"That telepath teacher of hers sealed my power and inadvertently turned my host into a Dark Phoenix, a being of pure destruction." It said, its voice echoing across Jean's mind. "But a Dark Phoenix has its uses. Stagnation is rampant in this universe, after all."

Peter kept a watchful eye on his surroundings, in case the Phoenix tried to attack him.

"I understand your point, but I can't just allow her to go mad like this." Peter cuts in before the Phoenix could continue. "Jean wouldn't want this. She's supposed to be your host. Don't you want to help her?"

The area turns silent for a moment before Peter continues.

"Based on what I understand from the situation, Jean's currently going mad with power while also being influenced by your Destructive nature. The best way to solve this would be sealing your power to--"

Before Peter could finish what he was going to say, the flames in his surroundings gravitated into one fiery being, which loomed over him with a fierce glare.

The Phoenix appeared in all of its fiery glory.

[Insert picture of the Phoenix Force here]

"I will not be contained any longer..." it said, its voice menacing.

"Can you let me finish?" Peter asked in annoyance. "This isn't going as I originally hoped..."

Peter felt as though he was talking to some indifferent god who hasn't interacted with others in millennia.

'Wait... That's probably exactly what this is.' Peter thought with a sigh.

"..." The Phoenix stared down at him, waiting for Peter to speak.

"What I meant earlier was that you would have to seal a portion of your powers. Jean can't handle all of this right now. With a lower output from you, she can slowly grow accustomed to everything without going insane. This is the most peaceful resolution."

"Peaceful?" The Phoenix ask uncaringly as its flames shined brightly. "This isn't about peace. It's about balance. Creation and Destruction. It just so happens that this host was set on a darker path."

Peter sighed in resignation. He knew where this conversation was headed.

If the Phoenix refused to reconcile the situation, then it can only escalate in one direction.

Peter would try one last time before giving up hope at a peaceful resolution.

"Please." he pleaded which was something he rarely ever did. "Think of your host. Jean doesn't want to turn into some angry destroyer. We can fix this before it gets any further out of hand."

"There's nothing to fix, mortal. And you are a fool to think otherwise." The Phoenix shook its head at him.

And before Peter could react, the Phoenix unleashed a blast of flames at him.

He dodged as best he could, but the heat singed his skin and he felt himself being pushed back toward the edge of Jean's mind.

He tried to reason with the Phoenix, to plead with it, but it was like talking to a haughty hurricane.

In the end, he had no choice but to retreat, pulling his consciousness out of Jean's mind before the Phoenix could destroy him completely.

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Opening his eyes and gasping for air, Peter felt the weight of his own body once more.

Before him, stood Jean, covered in searing hot flames, which slowly burned away the restraints that he placed on her.

He had failed.

He wasn't able to reason with the Phoenix, as he hoped.

In fact, his interference seemed to have made matters worse.

'Well, I guess now it's time for the hard way.' Peter thought as the easy route failed spectacularly.

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On a large floating asteroid in the deep reaches of space, a group of long-neck alien doctors crowded around a large floating figure.

Thanos, the invincible Mad Titan.

Though he didn't fit that image anymore.

Unlike his usual strong and healthy presence, Thanos currently appeared weakened and frail due to his poisoning and subsequent coma.

His once-imposing physique appears shrunken and emaciated, his skin pale and dull, and his breathing rough and labored, giving the impression that he is barely clinging to life.

"Can you heal him or not?!" A shrill menacing voice asks.

The poor doctors jumped in fright as they turned and bowed their heads.

Across from them stood a tall, slender alien with pale skin and dark eyes.

He has a bald head and a prominent nose, with sharp, angular features that give him a somewhat menacing appearance.

He wears a long, flowing robe that drapes over his body and reaches down to the ground, made of a dark, silky material that seems to shimmer in the light.

[Insert picture of Ebony Maw here]

"..." The scared doctors didn't dare to speak.

Though Maw knew the answer already.

"Useless!" He bellowed angrily as the doctor's heads snapped backward like an owl, killing them in an instant.

Although Maw was able to remove the poison from his father's body, thanks to his fine control in telekinesis, that didn't completely solve the problem.

The poison may be gone, but the damage it did seemed to be irreversible.

No doctor, specialist, shaman, treasure, etc. could recover the Mad Titan's condition.

He was at a complete loss.

Despite his vast knowledge of the universe, Maw had been unable to find anything that could reverse the damage.

But just when he thought all was lost, a massive humanoid figure, standing around 28 feet tall, appeared floating before him.

This man possesses an incredibly muscular and imposing physique. His skin is a deep, metallic purple, and his eyes glow with an otherworldly intensity.

[Insert picture of Galactus here]

It was Galactus, the Devourer of Worlds.

Galactus wore a distinctive, silvery suit of armor that covers his entire body. The armor is made up of intricate plates, each one overlapping the other to create a seamless, impenetrable defense.

Atop his head, Galactus wore a towering helmet that resembles a crown. The helmet has a pair of long horns that curve upwards and outwards, giving him a very intimidating appearance.

Ebony Maw was taken aback by the sight of the cosmic entity, but he soon composed himself and greeted Galactus.

"Galactus, what do you want?" Ebony Maw asked as he stood protectively in front of his father's motionless body.

"I've come to offer you a deal," Galactus replied.

"A deal?" Ebony Maw asked, intrigued.

"I can heal the Mad Titan, but there is a stipulation." Galactus watched as Maw fidgeted under his gaze.

After all, Galactus is someone that even his father wouldn't risk offending.

At least, not without a few infinity stones on hand.

"What stipulation?" Maw tried not to get his hopes up.

"Thanos must give me the Infinity Stones after he's completed his objective with them." Galactus explained magnanimously.

Maw hesitated.

He knew that the Infinity Stones were a powerful tool, and he wasn't sure if he could trust Galactus.

"What do you want with the Infinity Stones?" Ebony Maw asked in suspicion.

"That's none of your business." Galactus refused to answer. "Though I will promise not to undo your father's work."

".." Maw thought for a moment.

He knew that Thanos valued the Infinity Stones above all else, and he wasn't sure if he could convince his father to part with them.

"Very well, I accept your offer." Maw ultimately gave in.

If his father wanted to back out of the deal later on, then they would simply cross that bridge when they got to it.

For now, his father needed healing.

"Excellent." Galactus smirked as he reached down toward Thanos' frail and unconscious body.

Chapter 322: Vs Dark Jean

Peter stood in the mirror dimension, his spider-sense tingling as he sensed Jean's powers continue to grow with no end in sight.

'Now, how should I handle this?' Peter wondered as he watched Jean slowly burn her way out of his Reality Stone powered spell, her red hair glowing with fiery energy while her eyes burning with an otherworldly intensity.

She turned to face him, her expression cold and unyielding.

"Don't worry, Jean." Peter spoke warmly, hoping the sane portion of her mind was listening. "I won't hurt you too badly, but I'll have to get a little rough nonetheless."

Jean didn't answer, instead lifting her now free hands and unleashing a wave of telekinetic energy at him.

Peter dodged and weaved, narrowly avoiding the blast, and shot a web at her, hoping to immobilize her.

Sadly, she easily burned it away with a flick of her wrist.

Peter leaped forward, aiming a kick at her head. Jean, empowered by the Phoenix, tried to catch his leg, but he wouldn't allow that.

Spinning mid-air, Peter kicked her hand away with one leg and kicked her head like a soccer ball with the other, sending her crashing into a nearby building, shattering its windows.

Peter landed perfectly on his feet and watched as the entire building Jean was in exploded in red hot flames.

Jean's eyes flared with even more power as she stepped out of the burning building, eyeing Peter angrily.

"What's with that look?" Peter asks tauntingly before giving her a shrug. "I tried to do things peacefully. If you can't handle the heat, then step out of the kitchen."

In response, Jean unleashed a barrage of telekinetic attacks at him, sending him sliding back across the street.



Though thankfully, Peter was able to stay on his feet.

He thought of counter with his web-slinging skills, but Jean would probably just burn them again.

Finally, Peter saw an opening and charged forward, aiming a punch at Jean's face. But Jean was too quick, and she caught his fist in mid-air, crushing it with her rapidly increasing strength.

"Ugh..." Peter grunted in pain but didn't give up, jabbing with his other fist, surprising her.

"That wasn't very nice." Peter commented as Jean tumbled across the street and landed on her back.

Of course, Jean wouldn't stay down for long, using her telekinesis to climb back to her feet, glaring at Peter with her brows furrowed.

Though it wasn't just a simple glare.

Since physically fighting wasn't producing the results that she was hoping for, Jean decided to unleash a massive blast of telepathic energy in his direction.

Her goal was simple.

Destroy Peter's conscious and unconscious mind, turning him into a vegetable for the rest of his life.

And although Peter was caught off guard by this form of attack, his many defenses weren't, easily deflecting everything right back at her.

"AAAGGH!" Jean screamed as she collapsed to her knees, cradling her head.

"Oops... That's gotta hurt..." Peter muttered as his defenses acted on their own. 'Hopefully, I didn't scramble her brains...'

Pushing through the pain, Jean picked her head up and glared at her opponent, her eyes still burning with the power of the Phoenix Force.

"You fought well, Jean." Peter said, his voice calm and understanding. "But we should stop this now. I can help you learn control, but you have to take hold of it yourself first. Don't let it sweep you away like this."

Jean tried to get up, but her body wouldn't cooperate, stumbling to the ground once again.

Summoning all her strength, Jean burned brightly as she rose to her feet once again, ignoring the throbbing pain in her head.

"You don't give up easily, huh?" Peter commented with a sigh.

Kicking off the ground, Peter used the opportunity of her hurt mind to unleash a final punch to the side of her head, hitting her with all the strength he could muster.

After all, the Phoenix should be able to keep her alive.

Once again, Jean flew backward, her eyes flickering for a moment, returning to the old Jean before burning brightly once again.

Peter seized the chance, grabbing her by the back of the head and slamming her into the concrete sidewalk, hoping to awaken her fully this time.

But Jean wouldn't let that happen and used her telekinesis to fling him away, break her fall in the process.

"That telekinesis of yours is really useful." Peter said as he landed on his feet. 'Maybe I should evolve with her blood next?'

After all, telepathy and telekinesis would be good additions to his growing list of superpowers.

And if he's lucky enough, he might even get some of her Phoenix host abilities as well.

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As the fight continued in the mirror dimension, Peter could see that Jean was completely consumed by the Phoenix Force.

He knew that reasoning with her was no longer an option and that he had to find a way to subdue her and free her from the Phoenix Force's influence.

'That might work...' Peter thought as he dodged another telekinetic blast. "Hey, I'm going to try something new so try not to die, okay?"

Since the spell he used to bind her was burned away, Peter put his Mystic Arts on the back burner and pulled out his newest trump card.

Of course, he could have tried a couple more advanced spells or even fall back on the Reality Stone, but he also wanted to test out a theory of his.

"?" Jean stilled as she wondered what he would do.

She watched as her opponent swelled and grew, muscles bulging and expanding.

Peter's spider suit stretched alongside him, perfectly containing his giant figure without a single tear in its fabric.

The most menacing addition to his transformation was most definitely the glowing eyes.

His masks white eyes seemed to glow, signifying a bright light underneath.

"Remember, don't die, okay?" Peter repeated as he kicked off the ground and disappeared.

"?!" Jean's glowing eyes widened as he appeared before her in a burst of pure speed.

How his huge body could move so quickly was truly a mystery.

Swiping his hand at her, Peter easily swatted Jean away like a fly, but she quickly regained her sense, unleashing a barrage of psychic attacks while soaring through the air.

Peter's Spider-Sense tingled, warning him of each attack, but he didn't bother dodging this time around.

"Huh? That tickled." He commented as her attacks hit his body, doing absolutely nothing to his new hulking frame.

Seeing this, Jean felt genuine fear for the first time since unlocking her Phoenix powers.

Launching another telekinetic assault out of fear, Peter simply shook his head and stomped over, taking the attacks with ease.

He swung his hand forward and grasped her entire body, binding her burning form.

Picking her up and holding her at eye level, Peter felt the heat from her flaming figure warming his hand.

Struggling to free herself, Jean continued to lash out with her telekinetic powers.

"Hmm, you'd make a good space heater." Peter said as he gave her a quick squeeze

"AHHHH!!!" Jean screamed in pain as her bones creaked under the pressure.

"Stop struggling..." Peter warned as he eased up on his grip.

Of course, Jean's mind was filled with nothing but fury and destruction, so she didn't listen.

But Peter managed to keep hold of her, squeezing once again to teach her just how useless it was.

As she struggled, a bright light began to shine from within Jean's chest, emanating from the Phoenix Force.

"?" Peter watched in interest as he felt her begin to pry his fingers apart. 'I should test it now...'

Activating his most precious Red Hulk ability, Peter waited and hoped that his hunch was correct.

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Suddenly, just as Jean was about to escape his grasp, Peter felt a surge of hot energy rush into his hand and spread throughout the rest of his body.

"Hehe, it worked!" Peter laughed as Jean's strength swiftly drained, leaving her trapped in his hand once again.

"?!" Jean's eyes widened in confusion as her powers were sucked away from her.

It started with the shroud of flames, which extinguished rather quickly and moved on to the rest of her Phoenix energy.

Slowly, the light began to fade, and Jean's struggles lessened as her mind calmed at a rapid pace.

As Peter continued to hold onto her, he felt the Phoenix Force's hold on Jean weaken, until finally, it dissipated completely.

Lastly, Jean's eyes dimmed and returned to their normal look.

Panting heavily, Peter sat back, watching as Jean slowly awoke in his grasp, looking around in confusion.

"Taking in all of that energy was exhausting..." Peter thought as his body glowed in a bright orange sheen.

"S-Spider-Man?! Is that you? What happened?" Jean stuttered in complete confusion as she grimaced in pain, wondering why Earth's favorite hero was so big.

"That's a long story..." Peter sets her down and shrinks back to his normal form.

Ignoring the confused and shocked look she was giving him, Peter waved his hand and opened a golden portal.

"Come on, I have a bald idiot to yell at."

## Chapter 323: Dumb Baldy

As Peter stepped through the portal with a disbelieving and confused Jean Grey following close behind, he couldn't help but feel relieved that he had managed to save her from the destructive influence of the Phoenix Force.

However, as they approached the X-Mansion, his relief turned into shock as he saw the extent of the damage. The mansion was partially burned, though it looks like they were thankfully able to stop the fire before it could spread too far.

Peter walked across the front lawn and quickly drew the attention of the students, who were gossiping about the whole situation.

They were about to rush over and excitedly bombard him with questions, as they did earlier, but they stopped in their tracks when they saw Jean standing behind him.

It didn't take long for word to spread about the cause of the fire. After all, gossip always travels fast in schools.

Although the little girl that Jean initially protected kept her mouth, to protect the big sister that stood up for her, the same couldn't be said for the bullies who started all of this.

No, they practically screamed Jean's name from the mountaintops, making sure that every child knew it was her who went crazy and set fire to their precious school.

And now, no one wanted to go anywhere near her.

Well, except for one person.

"Big sister!" The bullied little girl who kept her mouth shut all this time rushed out of the crowd of students. "Are you okay?"

The little girl stood in front of Jean and tilted her head questioningly.

"Yeah... I'm okay now." Jean answered uncertainly.

She couldn't remember anything after stepping in front of the girl, separating her from the school's known bullies.

"..." Tears started to form in the little girl's eyes as she smiled and jumped forward, wrapping her arms around her saviors waist.

"?!" Jean's eyes widened as she hesitantly returned the hug. 'What the hell happened?'

Leaving Jean behind for the time being, Peter walked over to the front of the mansion. There, he saw Professor X, standing near the entrance, looking worried and guilty.

Although he didn't fully understand the situation, Charles felt that this was somehow his fault.

Of course, he was right.

Storm, Wolverine, Beast, Nightcrawler, and a few other teachers stood alongside him, questioning him about today's incident.

Even Magneto was among them.

"Professor." Peter called out as he walked over.

"?!" Charles and every teacher beside him turned to Peter with hopeful looks in their eyes. "Where's Jean? Is she alright?"

"Yeah, she's over there with the other students." Peter points over his shoulder.

Instantly, Storm paced passed Peter without a single word, rushing to check on her student.

As the head of the girl's dormitory, Storm is partially responsible for every female student's well-being, and she took that responsibility very seriously.

Soon enough, every other teacher followed after her as well, leaving only Charles, Magneto, and Peter behind.

"What happened?" Erik asks as he knew even less than Charles.

"This idiot..." Peter gestures toward Professor X. "...locked away Jean's powers without knowing the full scope of the situation."

"I-I didn't mean any harm." Charles spoke up in defense of himself.

Erik smirked as he found himself enjoying this conversation. It's not every day that the great magnanimous Professor X gets something wrong.

"If I didn't come visit today, the whole school would have probably burned to the ground and it's very likely that students would have died." Peter says matter of factly. "This wasn't just some small f\*ck up, Charles. If left unhindered, Jean would have burned this entire planet to ash."

Professor X looked at Peter, his expression sad and regretful.

"I know you're upset, but I had no choice. Jean's powers were too dangerous, and I couldn't risk letting them get out of control. I did what I thought was best for her and for everyone else."

"Yes, but you should have contacted the Avengers for this sort of thing." Peter rolls his eyes under his mask. "You had no idea what you were dealing with. This isn't just some powerful X-Gene. Jean is the host for the universes embodiment of Creation and Destruction."

"What?!" Jean exclaimed as she walked over with her teachers following closely behind.

Peter let out an exasperated sigh as he turned to see Jean's shocked and confused expression.



"I might as well explain now that everyone is here..." Peter quickly explained Jean's situation.

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As soon as Peter was done speaking, everyone turned to Charles with a disapproving looks in their eyes.

And god, Magneto was loving this.

Jean spoke up, her voice weak but determined.

"Wait... It's not his fault. Like you said, the Phoenix is a force of nature. I'm the one who should be blamed. I let it influence me, and I nearly destroyed everything I care about."

Her nightmares almost came to fruition, leaving a self-deprecating frown on her face.

Peter turned to Jean, his expression softening.

"No, it's not your fault whatsoever. You're just a victim of something that's beyond your control. I'll help you control the Phoenix's powers, but it's going to take a lot of time and dedication."

Jean seemed eager to get her newfound powers under control, though she did feel a bit of hesitation as she didn't want to go crazy again.

Turning back to Professor X, Peter's tone was less angry but still firm.

"If you ever come across something that you don't understand, I expect a Council meeting to be called immediately. Am I clear?"

"Yes. This won't happen again. You have my word." Professor X nodded, his eyes filled with determination.

"Good." Peter said as he turned back to Jean. "Go inside and pack your bags."

"What?" Jean wasn't expecting that, nor did her teachers.

"You'll be staying in the Avengers Tower until I'm confident that you can control yourself." Peter explains, not taking no for an answer.

"But what about school and my friends?" Jean argues as she turns to look over her shoulder.

Standing across the yard, she could see Cyclops, Kitty Pride, X-23, Angel, and a few others worriedly waiting for her.

"You can still attend school as long as Nightcrawler is willing to ferry you back and forth." Peter said, placating Charles before he could argue as well. "As for your friends, you can see them during school hours."

"...Fine." Jean was hesitant, though she ultimately gave in.

Walked into the mansion alongside Storm, Jean went to pack her things, ready to face whatever challenges lay ahead.

She knew it wouldn't be easy, but she also knew that she had Spider-Man at her side, which was a very big confidence booster.

"Are you sure this is a good idea?" Charles asks hesitantly.

Although he doesn't like that his student is basically being poached right in front of him, Charles also knows that he has no room to complain.

After all, he is the cause for all of this, and still wouldn't know where to begin with her training.

When it comes to Meta-Humans and X-Genes, the Professor can be said to be a world-renowned expert, but this wasn't in either of these categories.

This was an issue that only the Mystic Arts could solve.

At least, as far as he knew.

"Yes, staying at the tower will be much safer, and I'll be able to set a strict training schedule for her." Peter explains as Charles frowned, sad that his prized student was being taken away.

Though he understood that it was in her best interest.

"You're welcome to visit her whenever you want." Peter added as he noticed the Professor's predicament. "You can even continue to teach her outside of classes, but you'd have to do so at the tower. We can add a slot for you in her new training schedule."

Suddenly, a small bit of hope returned to the professor's face.

"Thank you, I'd like that very much." Charles said gratefully.

He didn't expect Peter to trust him so much after his mistake.

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Minutes later, Storm and Jean returned with suitcases in hand.

"Is that everything?" Peter asked and received a nod. "Alright, then let's go and get you settled back at the tower."

As a portal appeared and Jean followed Peter inside, her friends couldn't help but frown as they watched her disappear along with her luggage, leaving them and every other student wondering if she was expelled.

Sighing to himself, Charles looked over at his slightly burned mansion. 'This is going to be expensive to fix...'

Chapter 324: Surprise Power Up

After settling Jean into an apartment and showing her around the tower, Peter portal'd back to his empty bedroom, feeling drained and exhilarated at the same time.

He had absorbed a lot of Phoenix Force energy, and now he felt a strange, pulsing power coursing through his veins.

'Am I evolving?' Peter wondered as he quickly portal'd into his Avengers penthouse, where Genie was cooking up some food, looking like a blue Gordon Ramsay.

"Huh?" Genie grunted in confusion as Peter tumbled out of a portal and fell at his feet. "You alright, Pal?"

"Evolving..." Peter muttered in exhaustion.

Based on how hot he was feeling right now, Peter half-expecting to see flames or some other sign of his evolution. But everything looked normal, except for the fact that his body was beginning to glow in a red hue.

Peter closed his eyes and tried to remain calm. After all, he's been through a couple of evolutions already.

As his eyes closed, he felt a surge of energy, like a thousand suns burning inside him, crisping his body from the inside out.

"I wasn't cooking pork, was I?" Genie wondered as the smell of cooked meat filled the kitchen.

Though he soon notice where it was coming from.

"Don't worry. Genies got you!" Genie exclaimed as he summoned a giant block of ice under his master and about ten floating air conditioners, which all blew chilled air in his direction. "Is that better?"

Peter wasn't able to respond verbally, but the eased look on his face said it all.

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Hours later, once the heat in his body died down, Peter sighed in relief as he enjoyed the cold feeling on his reddened skin for a moment.

"You okay, Pal?" Genie asked worriedly.

"Yeah... just give me a minute." Peter said as he melted into the ice.

"Okay, I made some food if you're hungry." Genie offered as he took off his chef's hat and transformed into a waiter.

"Is it hot?" Peter asks as Genie gives him a nod. "Then no thanks. You got any ice cream?"

Snapping his fingers, Genie summoned a giant tub of ice cream alongside a large spoon and handed them over.

Still laying down on the ice, Peter quickly shoveled spoonfuls of deliciously chilled ice cream down his face hole.

"Ohh, that's so good..."

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Once he had enough of the cold and finished his ice cream, Peter hopped up to his feet and got right to work.

He had new powers to test after all.

He immediately realized that he could control fire, as that seemed like the easiest thing to test after his heated evolution.

But that wasn't all.

Cosmic Fire Manipulation: Peter tested his fire and found that it wasn't any ordinary flame. The fire that he could produce and control was on a whole other level. It was so strong that it could incinerate anything that it touched.

Flight: Shrouding himself in flames, Peter learned that he could fly at incredible speeds and even travel through space without the need for oxygen.

Telepathy and Telekinesis: Peter can read and control the thoughts of others, as well as move objects with his mind.

Though these powers are incredibly weak at the moment.

After a short amount of practice, Peter was able to control and read the minds of a few animals, and as for his telekinesis, he is only able to lift about a pound.

'I'll have to make a new training plan for these...' Peter thought as he knew these powers were very useful.

Healing and Regeneration: Peter's healing factor increased yet again, allowing him to heal extremely quickly.

Immortality: This one is just a guess, as Peter found that his cells are no longer aging. More testing would be needed to confirm this.

If there were any other powers, then Peter didn't notice them, but he was more than happy with what he got.

Even If he has to train them up to be usable in combat.

For a moment, he was tempted to let himself go, to revel in this new, godlike power.

After all, he just evolved using the Phoenix Forces Energy, a being far above Celestials and other puny god-like beings.

And best of all, Peter wasn't actually a host of the Phoenix, so he didn't have to worry about some overpowered entity in his head, watching his every move or telling him what to do.

"HehehahaHAHA!" Peter laughed madly.

\*Bonk!\*

Though before he could go too crazy, Genie snapped his fingers and dropped a cartoon-style anvil on his head.

"Argh!" Peter grunted as it bashed him in the head and toppled to the floor by his feet. "What the hell was that for!?"

"You were going all Jafar on me, so I had to knock some sense into you." Genie says as he summons a mirror in front of him, which showed him dressed as the villain from Aladdin.

"You're really obsessed with that movie, aren't you?" Peter asked as Genie pretended not to hear him.

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Peter walked through the quiet corridors of the Avengers Tower, his mind focused and ready.

It's been a week since he saved Jean from becoming a Dark Phoenix and now he planned to meet the Phoenix Force for a second time.

Throughout the week, Peter has been teaching her the basics of energy control that he learned in Kamar-Taj, but no matter how much she tried, Jean found it almost impossible to control even a speck of the Phoenix's flames.

After only a week, Peter didn't expect any huge advancement from her, but he expected advancement nonetheless.

And there was only one reason that he could think of for his new student's lack of progress.

'The Phoenix is interfering...' Peter came to this conclusion yesterday.

Either it wasn't happy with Peter's meddling, or it didn't approve of Jean anymore, as she couldn't produce a single spark of its power.

Reaching her apartment, Peter knocked and waited patiently for her to answer.

And as the door swung open, Jean couldn't keep the smile from forming on her face.

"Hey." She said softly.

After a week of tutelage under Peter, Jean's hero worship deepened even further.

She officially had a crush on Spider-Man...

And Peter was completely oblivious to her infatuation, not that he would reciprocate her feelings either way.

He's a taken man after all.

"Hey, Jean. Can we talk?" Peter stepped inside, his mind focused on the task at hand.

"Of course." She nodded, locking the door shut as they made their way to the living room.

"I'll get straight to the point." Peter took a seat on the sofa and looked at her seriously. "I need to talk to the Phoenix."

Instantly, Jean's happy mood swiftly disappeared.



"O-Okay, but are you sure it's still inside of me?" Jean asks hesitantly. "I've tried communicating with it like you taught me, but it feels like I'm talking to a brick wall."

"I know," Peter said. "But I think it's just playing hard to get. We need to convince it to help you control its powers."

Jean looked at him skeptically.

"But if it's gone, can't we just forget about it and move on?" She asked hopefully.

After all, the Phoenix has brought nothing good to her life whatsoever.

"We don't know that." Peter shook his head. "And we can't risk everyone's safety on a hopeful guess."

Jean looked at him, her hopeful eyes turning somber in an instant.

"Alright, let's do it." Jean begrudgingly agrees.

"Good, now let's see what's going on." Peter stands from his seat and walks up to Jean, placing his hand on her forehead. "Ready?"

"Y-Yeah..." Jean squeaks as her face turns a bright shade of red, matching her hair. 'He's touching me!'

Peter took a deep breath and closed his eyes, reaching out to Jean's mind as he did in the Mirror Dimension.

...

Suddenly, Peter found himself back in Jean's mind, though this time it was much more normal.

Instead of the former darkness and fire, he was met with a calm and sunny meadow.

'Beautiful...' Peter thought.

He looked around, taking in the surreal landscape of Jean Grey's unconscious mind, trying to figure out where he needed to go to find the Phoenix Force.

And as if on cue, he felt the fiery presence of cosmic energy and walked in its direction.

Soon enough, Peter found the source, an enormous lake of fire, surrounded by swirling flames that danced and crackled around the whole area.

As he arrived, he heard a familiar voice calling out to him, echoing through the flames.

"Spider-Man. I have been expecting you."

Peter turned to see a bird-shaped figure emerging from the fire, striding towards him with a regal air.

"I sense a wisp of my power in you." The Phoenix Force spoke to him, its voice echoing in the surroundings. "First an Infinity Stone and now my own energy. You are quite the anomaly, aren't you?"

Chapter 325: Destroyer

Peter stood in front of the Phoenix Force, its energy crackling and pulsing in the air around him.

"I sense a wisp of my power in you." The Phoenix Force spoke to him in interest, its voice echoing in the surroundings. "First an Infinity Stone and now my own energy. You are quite the anomaly, aren't you?"

"Well, I try..." Peter shrugged, taking her words as a compliment.

Peering down at him, the Phoenix began to shrink as its energy coalesced and took on a humanoid shape.

Peter was surprised to find a beautiful, shining woman standing before him, cloaked in a fiery dress.

"You seek my help." She said, her voice like a chorus of flames.

Peter nodded, taking a deep breath to steady himself.

Usually, he had no fear when facing things like this, but when it comes to the Phoenix Force, he couldn't help but feel the pressure of her presence.

After all, she could kill him at any moment.

Reality Stone or not, the Phoenix Force was far too high up on the food chain compared to likes of Peter, Thanos, and any other universal powerhouse.

"Yeah." he said with a nod, hiding his nerves behind a confident persona. "Jean is having trouble with your powers, and if my guess is correct, then you're the reason behind that, right?"

The Phoenix tilted her head, studying Peter with her shining eyes that burned like the heart of a star.

"I can help her," she said, ignoring Peter's accusation completely. "But I require something in exchange."

"What do you want?" Peter frowned as his hypothesis was proven correct. 'She knew I would come...'

It didn't take a genius to figure out that she orchestrated this whole meeting.

"Since you caused me to lose a Dark Phoenix, you will become my destroyer in Jean's place." the Phoenix said matter of factly. "You will eliminate the growing stagnation in this universe in my name, so that new seeds of creations may grow and rise from the ashes."

"Huh?!" Peter grunted in shock as he shook his head in disbelief. "I can't do that. I'm Spider-Man. I can't go around destroying the universe. I have a reputation to uphold, you know?"

The Phoenix chuckled in amusement.

"Don't play innocent with me. You know what it is to hunt, to kill, to eliminate. And most of all, you know what it means to do what must be done." She stated.

"Alright, you got me there, but Spider-Man is nobody's lackey." Peter says as his face hardened under the mask. "I won't do your bidding."

The Phoenix smiled as her eyes shined with interest.

"Very well," She said with a mocking hint in her voice. "You are free to go. But know this, if you refuse me, I will find another to take your place. And they may not be as morally sound as you."

Peter took a step back, his eyes locked on the Phoenix.

He knew he couldn't defeat her, at least, not with what he currently had in his arsenal.

Even Red Hulk's Absorption wouldn't be able to do much. After all, this wasn't Jean he was dealing with.

If he were to take in even 1% of the Phoenix's energy, Peter had a feeling that he would explode like a firework on the 4th of July.

But he also knew that he couldn't betray his own principles...

Peter stood in front of the Phoenix force, his heart pounding in his chest as he watched the fiery entity stare at him expectantly.

"Fine, I'll do it," he said, surprising himself with his own words. "But I have a few stipulations."

"Go on." The Phoenix arched an eyebrow, intrigued.

"First," Peter said, "I will not take innocent lives. And I won't be a mindless weapon for you to use as you please."

The Phoenix nodded, seemingly satisfied with this condition. "And the second?"

"I work on my own time." Peter states clearly. "I have no intention to be bossed around, nor will I be given any timetables. All you have to do is give me a list and I'll get it done. Once that list is taken care of, then my side of the deal will be complete."

"I see..." The Phoenix muttered to herself in thought. "And in exchange, I help Jean, correct?"

"Yes, Jean needs to learn how to control her Phoenix powers." Peter said with a nod. "I want her to be able to use it without being consumed by it, like last time."

The Phoenix regarded him for a moment, considering his request.

Finally, she nodded. "Very well. I agree to your terms."

Peter felt a weight lift off his shoulders, knowing that he had done the right thing.

"Then I guess we have a deal." Peter nodded.

"Good," the Phoenix replied as she snaps her fingers, creating a puff of fire and smoke. "Then let us begin."

And out of that fire appeared a singed scroll, which quickly unraveled to the floor before rolling all the way to Peter's feet.

"..." Peter couldn't help but sigh in resignation.

"As you can see, I have a long list of planets, moons, black holes, ruins of forgotten civilizations, and other universal bodies that need to be destroyed. It is your task to carry out this destruction."

"Seriously?" Peter looked at the list, feeling overwhelmed by the sheer scale of the task ahead of him. "How am I supposed to do all of this?"

'I should have asked for more...' He thought, realizing that he may have gotten the short end of the stick in their deal.

"You are Spider-Man, aren't you? Where did all of that confidence go?" The Phoenix Force chuckled in amusement. "Though if you want to back out, then that's fine. Perhaps Jean would be up for the challenge? After all, she's only one burst of power away from turning into a Dark Phoenix..."

"Okay, just stop." Peter sighed as his shoulders slumped. "I'll get it done."

With those words, Peter walked over and took the scroll before raveling it back up.

"So, it's settled then?" Peter asked, his voice tinged with uncertainty.

"It is." Replied the Phoenix, sounding very pleased with herself.

But before leaving Jean's mind, Peter had one last thing to ask.

"You said that my acts of destruction would allow for new creation or something, right? How does that work?" He asks.

The Phoenix Force stood before Peter, her fiery aura casting a warm glow over him.

"I am a being of creation and destruction," she explained. "When I destroy, I also create. Every act of destruction allows space for new creation to emerge."

Peter thought about this for a moment and immediately started feeling much better about his new task.

"So, you're saying that when I destroy something, it's actually making room for something new to be created?" He clarifies.

"Yes, exactly," replied the Phoenix Force. "And as my destroyer, you will be the catalyst for this process. Your acts of destruction will pave the way for new beginnings, new growth, and new life."

Peter nodded slowly.

He had always known that the universe was full of mysteries and wonders, but he had never imagined that he would be a part of something so vast and profound.

"Okay," he said, taking a deep breath. "I think I understand. Do I get any powers or help for this?"

"You want more powers?" The Phoenix asks incredulously. "You greedy little boy. I've already overlooked the fact that you've stolen my energy and possess an Infinity Stone. What more could you possibly need?"

Instantly, Peter turned sheepish as he scratched the back of his head and turned to look the other way.

"That's what I thought." The Phoenix scoffs and vanishes, returning to the burning lake in Jean's mind.

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Opening his eyes, Peter awoke in the real world with a scroll in hand.

"How did it go?" Jean asks, noticing the scroll in his grasp as he stepped away from her. "What's that?"

"Nothing that you need to worry about." Peter quickly stashed the scroll into his pocket. "The Phoenix agreed to help you. Try pulling on its energy and create a flame as I taught you."

Peter stood patiently to the side as Jean squinted her eyes and held her hand at eye level, putting on a constipated look in the process.

"I don't think this is..." Jean spoke waveringly as a tiny spark manifested in the palm of her hand. "It worked!"

It wasn't much, but it was a start.

"Good, at least she kept her end of the deal." Peter muttered as he made his way to the door.

"Meditate tonight as I taught you and she should appear. Be respectful and diligent. And if there are any problems, contact me immediately."

"Wait! What if-" Jean called out as Peter closed the door behind him, leaving her alone in her apartment. "-I go crazy again..."

Hesitantly eyeing the spark floating in her grasp, Jean found herself quickly becoming determined, as she stormed off to her bedroom, ready to meditate and meet the Phoenix Force for the first time.

## Chapter 326: Planetary Devastation

Entering his penthouse, Peter sat down on the couch beside Genie, staring intently at the list in front of him.

It was a list of all the places in the universe that needed to be cleansed, a list he had received from the Phoenix Force.

He knew that it was now his duty as her destroyer to carry out this mission, but he couldn't help feeling a sense of apprehension.

"Sooo..." Genie peaks over his shoulder at the list. "You going grocery shopping or what?"

"No, I made a deal with the Phoenix Force." Peter says as he continues to read down the list.

"Huh? What for?" Genie asks fearfully, recalling some bad memories of his past encounters with the angry bird woman.

"Well..." Peter gave him a brief synopsis of Jean's situation.

"Wow, you got ripped off." Genie commented in amusement. "How is it that you made me sign a whole contract just so I couldn't rip you off, but some flaming beauty appears and you crumble like a house of cards."



"Well, for one. She can erase my existence with a simple thought." Peter admitted his fear without shame. "Compared to her, you're about as scary as a housefly."

"Hey! I can be scary too." Genie floats into the air in front of Peter and turns red as he glares down at him, flames dancing along his body. "Are you shaking in your boots yet?"

"Yeah, it's just not the same." Peter looked unimpressed and unafraid.

Seeing this, Genie shrouded his body in a cloud of black smoke before revealing himself once again.

This time, he changed his appearance into a clown with a large head and a mouth full of razor-sharp teeth.

"How about now?" He asked creepily.

"Have you been watching IT?" Peter asks curiously.

"..." Genie instantly deflates as he falls to the floor in defeat, turning back to his normal self. "I can be scary... right?"

"To a child, maybe." Peter's unneeded words struck his blue friend like bullets, tearing through his fragile ego.

Ignoring Genie's existential crisis, Peter leaned back into the couch and read over the many names and coordinates that it held.

As he scanned the list, his eyes stopped on the name, Morag.

This planet was an abandoned wasteland that had once held an Infinity Stone. It was a familiar planet for Peter, as he was the one to take the Power Stone from it.

It's also the planet where he met his Vice Captain, Peter Quill.

'Morag is as good a place to start as any, I guess.' Peter thought as he found the first planet that he would destroy.

Taking a deep breath, his heart pounding with anticipation. He knew that this would be a crazy experience, but he was ready for it.

Rising from the couch and stepping around his dejected Genie, Peter waved his hand and opened a portal.

"Wait!" Genie called out, his somber mood completely gone. "Are you going to destroy something? Can I tag along?"

As he asked, all sorts of firepower appeared on Genie's body. From a giant alien bazooka to all sorts of bombs, Genie was ready for some mayhem.

"Sure, let's go." Peter nods as he shrouds himself in flames and steps through the portal, followed by an excited Genie.

Of course, he had to use his flames as on the other side of the portal was nothing but open space, outside the atmosphere of Morag.

"You know, you could wish for all of the names on that list to be destroyed and be done with it..." Genie offers as the portal snaps shut behind them.

After all, Peter still had a single wish remaining.

Using it would save him a whole hell of a lot of work, though it would also mean losing Genie.

"What? Are you getting bored or something?" Peter asks, wondering why he would say that. "Ready to return to your lamp for a few millennia?"

"No, I quite like the life that I live now, but you do have the choice." Genie shook his head.

"Then nah, I'm good." Peter refused easily. "After all, I can't have my newest friend disappearing on me. Besides, who knows what kind of nut job will get ahold of you next. The consequences could be rather fatal."

"..." Genie smiled warmly, ignoring everything but the fact that Peter just called him his friend.

While Genie was off in his daydreams, Peter got straight to work.

Using a quick spell to see if anyone was currently visiting the wasteland that is Morag, Peter thankfully received no feedback, meaning the whole planet was empty.

Which was perfect for his plans.

'Hmm, how should I do this?' He wondered and quickly came up with a good idea. "That could work..."

Pulling on the Reality Stone inside of him, Peter tried making the largest structure that he has ever made.

Suddenly, as if being built right in front of him, a massive orb-shaped construct appeared.

Its spherical shape measured over 160 kilometers in diameter, making it one of the largest thing that he has ever constructed with the Reality Stone.

The surface of it is covered in a matte gray metal, with large trenches and concave surfaces creating a labyrinthine maze.

These surfaces are studded with thousands of laser turrets and tractor-beam projectors, creating a formidable defensive network.

At the center of the giant sphere is a huge concave dish, surrounded by multiple rings of docking bays and service ports. These provide access to the sphere's numerous levels and chambers, which house crew quarters, control rooms, detention cells, and other facilities.

Though Peter wouldn't be using any of this.

After all, the whole thing would disappear without the help of the Power Stone anyway.

As for the thing that Peter would be using.

The giant sphere had many weapons, but the main weapon happens to be a super laser, housed in a dish at the station's equator.

This weapon is capable of destroying entire planets with a single blast, and its sheer power would make the sphere an object of fear and dread throughout any universe.

Peter marveled at his latest creation.

"I-Is that what I think it is?" Genie asked in shock.

"Yup." Peter nodded as he let out a tired breath. "My own personal Death Star."

[Insert picture of the Death Star here]

The Death Star, a massive and devastating weapon that has become one of the most iconic symbols of the Star Wars franchise.

Of course, its creation wasn't so easy.

Peter was absolutely exhausted.

He just used almost every bit of his power to fuel the creation of what's basically a man-made planet, so of course he would be tired.

"..." Genie was speechless.

After all, he just finished all of the Star Wars movies, so he knew the significance of this weapon.

"Does it work?" Genie asks in awe.

"Let's find out." Peter says as he shoots off toward one of the many docking entrances. "First one to the main control room gets to fire the laser! No teleporting or portals!"

"!" Genie's eyes widened as he swiftly shot after Peter, ready to play with their new toy.

...

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After entering the giant space station, Peter and Genie raced through the halls until they finally found the main control room, which looked exactly like the one in the Star Wars movies.

And sadly, for Genie, Peter was the first one through the automatic doors, leaving him completely in the dust.

"It looks like I'm the winner." Peter smirked as Genie's shoulders slumped.

"Best 2 out of 3?" He asked hopefully.

"Sure." Peter smirked confidently. "Rock paper scissors?"

Genie nodded as they squared each other up and moved their hands into place.

""Rock paper scissors... Shoot!"" They kept their eyes on one another and spoke in unison.

Peering down, Genie crumbled to the floor as Peter's smirk grew larger.

Genie: Rock

Peter: Paper

"They always go rock on the first round..." Peter nods to himself as he leaves Genie behind and starts going over the controls.

Soon enough, he was able to understand the foreign Universe's controls and got straight to work.

Flipping a few switches and inputting a bunch of coordinates, Peter aimed the planet-killing weapon perfectly.

Now, all that was needed was to push a big red button.

'It's always a big red button...' Peter thought as he turned to Genie, who was still sulking on the floor with a small rain cloud above him. "Don't be so dramatic... I'm about to fire this thing. Don't you want to watch?"

"!" Genie hopped to his feet and rushed over as he shooed the cloud away.

"You know what?" Peter turns to Genie as he held his hand over the left side of the button. "We can both press it together."

"Hehe!" Genie laughed as he followed Peter's lead. "Let's do this!"

"3... 2... 1! Go!" Peter counted down as their hands descended, pushing the big button in unison.

Outside, the giant satellite on the side of the Death Star charged as it began to glow in a bright green light.

Quickly, that green light condensed into a single point, shining brightly before shooting out in a single line.

The thick super laser moved with incredible speed before touching down on Morag's surface, drilling into the heart of the planet with ease.

Seconds after the laser struck the planet, Peter and Genie watched through the large window of the control room, as Morag cooked from the inside and began to swell.

Its surface cracked and broke apart as what appeared to be hot magma could be seen bubbling from the inside.

Though this didn't last long.

**\*BOOM!!!\***

Before either of them knew it, the planet exploded in a bright light, sending tiny bits of planetary dust in all directions.

...

Morag had completely vanished, leaving nothing but open space in its place.

"Damn..." Peter muttered as he powered down the laser.

"Damn..." Genie nodded in agreement.

Chapter 327: Nope

It has been a few months since Peter obliterated Morag into dust, though he didn't stop there.

Using some very large portals, Peter moved the Death Star to 28 other empty planets, destroying them all before his planet-sized weapon disappeared.

Of course, he made sure to double-check that each of them was completely empty before blowing them to smithereens.

After all, Peter refused to accidentally kill anyone that didn't deserve it.

Even animals and insects were accounted for, and thankfully, the Phoenix Force seemed to keep her word, only giving Peter locations without any innocent life.

And after making a tiny insignificant dent in the very long list that was given to him, Peter went back to living his life as usual.

At this very moment, Peter patrolled New York City for the first time in a long time, as he had been too preoccupied with other duties, leaving all of the work to Ned, MJ, the Avengers, and any other heroes that popped up now and again.

The sun was setting behind him as he swung through the bustling streets, catching the attention of everyone below.

With his second to last year of high school coming to an end, Peter had finally found some time to focus on being the friendly neighborhood Spider-Man again.

As he soared through the air, he couldn't help but feel a sense of peace wash over him.

It was the same feeling he got whenever he swung through the city, the wind on his masked face and the thrill of the unknown around every corner.

Enjoying his relaxing patrol, Peter thought back on the months passed.

Now that he thought about it, Peter realized that a lot of his free time was spent with Jean Grey, helping her learn to control the Phoenix Force's energy. It had been a challenging experience, being a teacher, but Jean seemed to learn rather quickly.

After all, this was the first time that Peter actually taught someone the Mystic Arts.

Tony doesn't count, as all he did was hand over a bunch of books and give the man a few pointers here and there.

When it came to Jean, Peter might as well be her teacher, similar to the relationship between himself and the Ancient One.



She even called him Master once, but for some reason, she started blushing and ran off.

'That girl can be weird sometimes...' Peter thought to himself.

Of course, at this point, he completely understood that the girl had a crush on him, as thankfully, someone pointed it out a couple of months ago.

As he swung through the many skyscrapers of New York City, Peter couldn't help but laugh as he remember Jean and Silk's first meeting, which subsequently was the day that he realized Jean's feelings.

Or rather this was when her feelings were pointed out to him.

-Flashback-

After taking on Jean as his student for a few weeks, Peter stood in the middle of a spare room in the tower, his hands moving in intricate patterns as he instructed her on the basics of the Mystic Arts.

The young telepathic meta-human struggled to control the powerful Phoenix Force that resided within her, and Peter had taken it upon himself to teach her how to harness its energy.

As Jean focused on her training, MJ, also known as Silk as she was currently in uniform, quietly entered the room, eager to meet her boyfriend's new student.

Peter turned to greet her, but his attention quickly returned to Jean as she stumbled over a particularly difficult spell circle.

"Let's try that again," Peter said, his voice calm and reassuring. "That spell line is three inches out of place. Start again. And remember, you need to focus the Eldritch Energy. Let it flow through you and into the spell."

As the lesson continued, MJ couldn't help but notice the way Jean kept stealing glances at Peter, blushing red like a tomato as she did so.

It was obvious to her that the teenage meta-human had a crush on her boyfriend, and she couldn't believe that Peter hadn't noticed it yet.

After the lesson ended, Jean awkwardly bid them farewell and left the room, leaving MJ alone with Peter.

Of course, Jean knew the rumors floating around, saying that Spider-Man and Silk were dating, which is why she could do nothing but leave the room as quickly as possible, hoping that her newfound nemesis in love didn't notice her odd behavior.

And as soon as she left, MJ wasted no time in telling her boyfriend what she had observed.

"Hey, were you patrolling?" Peter asks as he walks up and pulls MJ into his arms.

Sadly for him, MJ wasn't having any of this right now.

"Peter, did you notice the way Jean was looking at you?" she asked, separating from him and crossing her arms.

Peter looked at her for a moment. "What do you mean?" He asked, confusion clear in his voice.

"I mean, she has a crush on you," MJ said, her voice tinged with annoyance.

After all, Jean is only a year or two younger than them, so she actually had a chance if Peter was a big enough scumbag.

Peter's eyes widened in surprise. "Really? I had no idea." He said, scratching the back of his head.

MJ rolled her eyes. "Well, maybe you should pay more attention to your students." She said, a hint of playfulness in her voice.

Peter chuckled at her choice of words. "Yeah, maybe I should pay more attention to her." he said, flirtatiously.

MJ instantly swatted him across the side of the head. "Don't joke about that!" She exclaimed, her former playfulness disappearing.

"I'm just joking." Peter laughed as he grabbed her arm and pulled her into his chest. "You'll always be the first wife. She would only be a concubine at best."

MJ struggled in his hold, trying her best to hit him for a second or third time, hoping to vent her anger and knock some sense into her boyfriend.

"Relax." Peter pulled her close and whispered in her ear. "I'm just kidding. You're the only girl for me."

MJ smiled under her mask, satisfied with his response. "Good. Now, you need to talk to Jean and set things straight" she said, looking at him intently.

Peter sighed, knowing that this was going to be hard. "Uhh, how am I supposed to do that?"

"You need to let her down easy," MJ said. "She needs to understand that you aren't going to reciprocate her feelings, or else who knows how long she'll pine after you?"

Peter hesitantly nodded. "I know. But do I have to be the one that does it?"

Although he was very forward and quick with the way he asked MJ out in the beginning, Peter didn't have any other relationship experience.

Not only that, but he has never been in a situation like this, where he has to turn down a very kind and beautiful girl's feelings.

They both looked at each other, unsure of who should take the lead.

Finally, MJ spoke up.

"I think it should be you. I mean, she barely knows me, and she would probably take it better coming from you." She explained.

Peter nodded again, but he wasn't convinced. "I don't know. I'll uhh... I'll see what I can do..."

-Flashback End-

And Peter, being the type of person to get things done rather quickly, found Jean the next day and had the most awkward and uncomfortable conversation of his entire life.

'Is this how women feel when guys ask them out and they turn them down?' Peter wondered as Jean ran off, upset.

...

Of course, Jean avoided him for a few days after that, but that didn't last long.

After getting her emotions under control, Jean seemed to bounce back rather quickly, which saved MJ a lot of trouble as she was about to talk with her next.

'I'm just glad that the Phoenix agreed to help her, or else Jean might have gone all Dark Phoenix again...' Peter thought.

And thankfully, after some awkward moments between the two, Peter found that he had grown closer to Jean in the process.

...

As he landed on a rooftop, Peter took a moment to survey his surroundings.

He could see the city sprawled out before him, a vibrant tapestry of light and sound. But beneath the surface, he knew there was always danger lurking.

Launching himself off the rooftop and back into the fray, Peter got straight to work.

...

For the next few hours, Peter swung through the city, stopping muggings and robberies and helping those in need. It was a welcome break from his many responsibilities, and he relished every moment of it.

Eventually, the sun began to rise over the city, and Peter knew it was time to head back to his own life.

As he made his way home, he couldn't help but feel grateful for the experiences he had had over the past few months. He had grown stronger as both Spider-Man and Peter Parker, and even his relationships seemed to prosper.

Especially after returning to school and hanging out with Ned more often.

'Life is pretty good...' Peter thought as he crawled into bed next to MJ and fell asleep.

#### Chapter 328: Ant-Man

An elderly man made his way through the bustling streets of San Francisco, his mind buzzing with curiosity and dread.

He was dressed in casual clothes and prescription glasses, his grey thinning hair slicked back, feeling like a relic from another era amidst all the sleek suits and designer bags of those around him.

As he approached the towering glass building before him, which housed Pym Technologies, he couldn't help but feel a surge of pride. This was his legacy, his life's work.

[Insert picture of Hank Pym here]

Stepping through the sleek, modern lobby, Hank couldn't help but feel a bit out of place.

"Dr. Pym?" An older security guard asked in shock.

After all, Hank hadn't visited the company in a very long time.

"Yes. I'm still alive." Hank Pym smiles, remembering this security guard specifically. "John, right?"

The guard smiles and lets Pym enter the building without any trouble, though he didn't make it very far before he was stopped once again.

"I.D." A much younger security guard stated as he stepped in Pym's way. 'Is that old fossil just letting anyone through?'

He had no idea who he was blocking.

Hank smiled as he pointed to the massive painting of himself in his younger days hanging on the wall. "Perhaps that will suffice?"

The young guard's eyes widened as he hurriedly stepped out of the way. "I'm very sorry, sir. Please come in."

"Is that Hank Pym?"

"It looks like it."

"He's much older than I thought he would be..."

"I've worked here for over 10 years and this is the first time that I've ever seen him..."

Ignoring the stares and whispers, Hank took an elevator up to one of the higher floors, where a professionally dressed woman stood, waiting for his arrival.

She has a heart-shaped face, striking blue-green eyes, and straight shoulder-length brown hair.

[Insert picture of Hope van Dyne here]

"Good morning, Hank." She spoke indifferently.

"Hope. Would it kill you to call me dad?" Hank frowned sadly.

Hank's daughter, Hope, was the main reason that he hasn't been to his own company in such a long time.

Due to her anger toward him for abandoning her after her mother's heroic death, she eventually rose to a high level in the company and wound up casting the deciding vote that kicked him out of Pym Technologies.

"Well, Dr. Cross will be so please that you could find the time to join us today." Hope completely ignores his words and walks off, expecting her father to follow.

And so he did.

Hope led Hank to a hallway outside of a large boardroom, filled with all sorts of high-level people of not only Pym Technologies but other large companies as well.

Even the Military sent a few people...

Outside the room, a tall and slender man with slicked-back blonde hair and piercing blue eyes smirked as he saw Hank walking over. The combination of his smirk and the sharp, tailored suits that he wore made his presence menacing and almost downright villainous.

[Insert picture of Darren Cross here]

Cross walks over to Pym and shook his hand, and although Hank didn't pull away, he most certainly wanted to.

"I was surprised to receive any kind of invitation from you, Darren. What's the occasion?" Pym asked.

The tension between the two of them was most certainly palpable.

"Oh, you'll see. Won't he, Hope?" Darren's smirk seemed to grow as he turns to Hank's daughter.

Hope gives Pym one last cold look before entering the board room, leaving the two men behind.  
"We're ready for you inside."

"Ouch, I guess some old wounds never heal, huh? Don't worry, she's in good hands now." Darren comments as he follows after Hope.

Sighing to himself, Hank reluctantly follows after them, wondering where he went wrong.

"Now before we start I'd like to introduce a very special guest, this company's founder and my mentor, Dr. Hank Pym." Darren introduced as he walked in and everyone clapped.

At the same time, Pym noticed a miniature building of Pym Technologies on the table, which now has the logo for Cross Technologies on it.

'This power-hungry kid really wants to take everything from me...' Hank thought as he took a seat and the presentation began.

Darren stood in front of the large group of executives, a charming smile on his face.

"When I took over this company for Dr. Pym, I immediately started researching a particle that could change the distance between atoms while also increasing density and strength. Why this revolutionary idea remained buried beneath the dust and cobwebs of Hank's research, I couldn't tell you. But just imagine a soldier the size of an insect. The ultimate secret weapon." Cross explained, instantly catching everyone's interest.

Especially those from the military.

Next, a footage reel of soldiers getting killed by a tiny little speck of a man played on the TV behind him.

"An Ant-Man." Crows said as he pointed to Pym. "That's what they called you. Right, Hank? Silly, I know. Maybe even propaganda. Tales to astonish. Trumped up bullsh\*t to scare the U.S.S.R, perhaps?"

Soon, every gaze turned to poor old Pym.



"Hank, will you tell our guests what you told me every single time I asked you, was the Ant-Man real?" Cross asks knowingly.

"No, it's all fake." Pym shook his head.

"Right. Because how could anything so miraculous possibly be real?" Cross smirks as he presses a button on the table.

Suddenly, a small hole opened up on the table, revealing a tiny glass canister with a yellow insect-styled suit inside.

Upon seeing the suit, Hank's eyes widened in alarm as he turned to his daughter, who merely turned her head away.

"Well, I was inspired by the legend of the Ant-Man. And with my breakthrough in shrinking inorganic material, I thought, could it be possible to shrink a person? Could that be done? Well, it's not a legend anymore. Distinguished guests, I am proud to present the end of warfare as we know it... the Yellowjacket." Cross spoke grandly as he gestured to the insect-sized suit.

"The Yellowjacket is an all-purpose weapon of war capable of altering the size of the wearer for the ultimate combat advantage." Cross explained and took a seat as an advertisement video for the suit played behind him.

"We live in an era in which the weapons we use to protect ourselves are undermined by constant surveillance. It's time to return to a simpler age. One where the powers of freedom can once again operate openly to protect their interests. An all-purpose peace-keeping vessel. The Yellowjacket can manage any conflict on the Geo-political landscape, completely unseen..."

The video showed an animation of the suit being used for things like spying, assassination, and even wiping out an entire army.

"Practical applications include surveillance, industrial sabotage, and the elimination of obstructions on the road to peace. A single Yellowjacket offers the user unlimited influence to carry out protective actions and one day soon, an army of Yellowjackets will create a sustainable environment of well-being around the world."

Just watching the end of the video, where an entire army filled with thousands and thousands of these Yellowjackets were shown, sent a shiver up Pym's spine.

This is exactly what he didn't want to happen. After all, he buried all of his research and hid the truth of his former heroism for a reason.

"So it's a suit." One man asks. "Like Stark and his Iron Man armor?"

"Don't be crude, Frank. It's not a suit, it's a vessel." Cross clarified. "What's the matter? Not impressed?"

"I think that I can speak for everyone and say we're all impressed." A man dressed in a high level military uniform spoke. "But I'm also concerned. Imagine what our enemies could do with this..."

Hank nodded, agreeing completely though he didn't have a chance to speak.

"We should have a longer conversation about that. I really value your opinion. Thank you for coming." Cross spoke quickly as he turned to Hank's daughter. "Hope?"

Understanding what he wanted, Hope stepped up and opened the doors. "I want to thank everyone for coming. I will escort you out now. Thank you." She said as everyone left, leaving only Cross and Pym behind.

"You seem a bit shocked." Cross states, enjoying the look on his 'mentors' face.

"Darren, there's a reason that I buried these secrets." Pym tries to reason with him, though his words only seemed to brighten Cross' mood.

"So you finally admit it. We could've done this together, you know? But you ruined that. That's why you're the past and I'm the future." Cross says as he turns and walks out of the room.

"Don't do this." Pym stands from his seat and practically begs, but Cross doesn't listen, leaving the old man alone in the board room.

...

After personally escorting everyone out of the building, Hope bumps into her father on his way out.

"We have to make our move, Hank." Hope spoke in a hushed tone.

Although she may hate her father for abandoning her when she needed him most, she most certainly didn't agree with Darren Cross stealing her parent's heroic legacy and selling it to the highest bidder.

"How close is he?" Pym asks.

"He still can't shrink a live subject. Just give me the suit and let me finish this once and for all." Hope seemed ready to fill her father's shoes.

Though he didn't agree.

"No." Pym flat-out refused.

"I have Cross' complete trust. It's now or never..." She wasn't happy with her father's response.

"It's too dangerous." He shook his head, resolute in his answer.

"We don't have a choice!" Hope said heatedly.

"Well, that's not entirely true..." Pym said with a far-off look.

"?" Hope raised a brow in question.

"I think I found a guy." He cryptically revealed.

"Who?"

---

A prisoner in an orange jumpsuit sat on his bunk, staring at the calendar he had marked off with a crayon, as he wasn't allowed any sharper utensils, when suddenly, his cell door swung open, revealing a familiar guard on the other side.

"Lang, get up!" the guard shouted. "It's your big day. Time to grab your stuff and get out of here."

"Hold your horses. I'm coming..."

[Insert picture of Scott Lang/Ant-Man here]

## Chapter 329: Presidential Awakening

Peter was sound asleep in his bed with MJ curled up next to him, resting her head on his shoulder as she slept peacefully.

It's been a few months since school started again, and the two have been enjoying their senior year of high school to the fullest.

Throughout the summer, Peter stayed on earth and mainly spent time with his family, though of course, he had to check in on the Guardians every once in a while.

Who knows what would happen to them otherwise?

After all, they tend to p\*ss off a lot of people, especially when it comes to money.

While the couple slept soundly in their bed, Peter's phone suddenly started ringing.

Groaning in annoyance, Peter reached over without looking and pulled the phone to his ear, answering the call.

"...What?" Peter asked groggily.

"Good morning, Spider-Man." A very recognizable voice said. "Did I wake you up?"

"What the..." Peter checked the caller ID and realized who it was. "Hello, Mr. President... Is an asteroid headed toward the planet?"

To Peter's complete surprise, it was the President of the United States, Barack Obama. Peter rubbed his eyes and sat up in bed, gently pushing MJ back onto her pillow, his mind still foggy from sleep.

"Uhh, no..." The President answered hesitantly.

"Is Nuclear war breaking out?" Peter asked again and received a no. "...Is Yellowstone about to erupt? ...Did someone finally make their own version of Skynet?"

No matter what Peter asked, the answer was still the same.

"Then why the hell are you calling me at 4 AM in the morning?" Peter asked as it was the weekend and he had no business being up this early.

"I apologize for waking you up, but I have some urgent news to share with you."

Peter sighed as he knew the sweet comfort of his bed would disappear soon enough.

If the President was calling him this early in the morning, it had to be important.

"What's going on?" Peter asked.

"I've received some disturbing information from some of my top military officials," Obama explained. "It seems that Pym Technologies is working on a project that could be extremely dangerous."

Peter froze for a moment.

He knew that name. Pym Technologies is a company founded by Hank Pym, the man responsible for creating the Ant-Man suit, which allowed the wearer to shrink to the size of an ant while retaining their full strength.

It was an incredible piece of technology, and certainly something that shouldn't be allowed to fall into the wrong hands.

'I completely forgot about the Ant-Man movie...' Peter thought.

"What kind of project, sir?" Peter asked, his mind racing.

"The Yellowjacket suit," Obama replied. "Its creator, Darren Cross, plans to mass produce it and sell it to the highest bidder. If this technology falls into the wrong hands, it could be catastrophic. That's why I'm reaching out to you. You're one of the few people that I trust, who can stop this from happening."

Peter nodded, his brain already working on a plan of action. "I'll look into it."

"Good," Obama sighed in relief. "Contact me if you need anything and stay safe."

With that, the call ended.

Peter sat there for a moment, trying to process the plan that was forming in his mind.

'I should go meet with the old and new Ant-Mans...' Peter thought as he climbed out of bed and made his way to the bathroom. 'But first, a nice warm shower...'

---

After cleaning himself up and eating a filling breakfast, Peter managed to track down the soon-to-be new and improved Ant-Man, and boy was he in a sorry situation...

"What are you doing here, Lang? You haven't paid a dime in child support. You know, if I wanted to, I could arrest you." A middle-aged man crosses his arms and glares at Scott Lang, the soon-to-be Ant-Man.

The man stood at the front door of his suburban house, blocking Scott from entering.

"It's good to see you too, Paxton." Lang smiles awkwardly, trying to be the bigger man in this situation, but it didn't seem to be working.

Suddenly, a cute little brown-haired girl squeezed past Paxton's leg and stood between them with a smile on her face.

"Mommy's so happy you're here that she choked on her drink." The girl laughed happily, oblivious to the tense atmosphere between the two men.

"Cassie, look what I have for you." Scott ignores the man blocking his way and hands over a gift bag to the little girl.

"Can I open it now, Daddy?" She asks Scott.

But Paxton spoke before he could say anything. "Of course sweetheart, it's your birthday."

Lang frowned uncomfortably as his daughter pulled out an ugly-looking rabbit plushie, unaware of the Father vs Step-Father battle that was going on around her.

"What is that thing?" Paxton asks in distaste.

"He's so ugly! I love him! I have to show my friends!" Cassie exclaimed as she rushed back inside, ugly bunny in hand.

"Look, the child support is coming. Alright? It's just hard finding a job when you have a record." Scott explained his situation.

"I'm sure you'll figure it out, but for now I want you off of my property." Paxton shooed him away uncaringly.

"Wait, it's my daughter's birthday!" Scott didn't want to miss any more of her birthdays.

After all, he's already missed a lot while in prison.

"It's my house." Paxton replied with a shrug.

"So what, it's my kid!" Scott was finding it harder and harder to be the bigger person.

Peter lay on the roof of the house across the street and watched the drama unfold.

Soon enough, Cassie's mother showed up and some more arguing ensued before Scott was officially kicked out.

"Get an apartment. Get a job and pay child support. Then we can talk about visitation..." She said as he was forced to leave.

'This is messed up...' Peter thought.

After all, they seemed to be using this moment to punish or lay down some sort of law with Scott, but it's not his birthday that their ruining.

Today isn't about any of them.

It's about their daughter and having her father at her birthday party is probably something that she wanted.

'What are they going to tell her when she asks where her dad went?' Peter thought sadly as he watched Scott drive off, looking devastated from the entire encounter. 'Maybe I should give him some space...'

As Scott drove further down the street, Peter could hear him dial a number on his phone.

"What's up, Scotty?" A man answered.

"Tell me about that job again?" Scott asked.

And he definitely wasn't referring to a normal legal job. That's for sure.



...

In the beginning, Peter planned to introduce himself, but now that he thought about it, maybe it would be better to meet with the old Ant-Man first.

And as Peter was leaving, he heard an excited voice from inside the house.

"Where'd Daddy go?" Cassie asked, tightly clutching her ugly bunny.

"...He left." Her mother answered hesitantly. "He had some work to do."

"..." The silence that followed was enough for Peter to understand that Cassie's birthday was now officially ruined.

---

-Pym Estate-

Hank Pym sat comfortably in a hidden camera room, waiting patiently for his would-be successor, Scott Lang, to arrive.

He had been preparing for this moment for a long time, carefully orchestrating everything to ensure that Scott would take over the mantle of Ant-Man.

Though he certainly had some time.

After all, thieves tended to work at night, so he had nothing but downtime until dark.

Meanwhile, unbeknownst to Hank, a dark shadow had snuck into the room, leaning against the wall behind him.

"Yo." The shadow called out, causing the Pym to nearly fall out of his seat in fright.

"S-Spider-Man?" Hank whipped his head around and stuttered in surprise.

Peter waved in a friendly manner. "I'm here to talk about Darren Cross and the Yellowjacket suit."

Hank's eyes narrowed. "I've been keeping tabs on Cross for a while now. How do you know about this?"

"I have friends in high places." Peter shrugged as he looked at the many monitors in the room. "What's with the crazy security? Is Cross trying to steal the original Ant-Man suit?"

Pym seemed surprised by Peter's knowledge, though he soon shrugged it off.

As he said, Spider-Man has friends in high places, so someone high up in the government must have told him everything.

"No, though I wouldn't put it past him. I have someone else who can help us with Cross." Hank admitted, finding no reason to lie to Peter.

After all, this was Spider-Man that he was dealing with.

Pym wasn't exactly happy about his arrival, but it technically wasn't a bad thing.

"And who might that be?" Peter asked, though he already knew the answer.

"His name is-" Hank stopped as he caught sight of some movement on the cameras.

Before he knew it, the sun had set and an unfamiliar car was parked outside the front of his house.

Though it was certainly familiar to Peter.

'Isn't that Scott's car?' Peter thought as he wondered if Scott was actually a good thief or not. 'Who brings their own car to what's about to be a crime scene?'

As they gazed at the monitors, Hank and Peter watched as a masked man exited the car and walked up to his house.

## Chapter 330: Man vs Fly

In the executive bathroom of Pym Technologies, Darren Cross leaned against the wall as he stared fixedly at a high-level member of the board of directors, who was currently washing his hands in the sink.

"I'm sorry you have such deep concerns about the Yellowjacket, Frank." Cross says with false sympathy in his voice.

Frank turns back in surprise to find Cross standing there watching him creepily.

"Yeah, well, uh, unfortunately, we can't just do whatever we want. Would be nice though, right?" Frank laughed awkwardly as he shook his hands clean before drying them with a nearby towel. "Sadly, there are laws."

Cross didn't seem to agree as a mad gleam shined in his eyes. "What laws? Of man? The laws of nature transcend the laws of man, and I've transcended the laws of nature."

"Darren, I don't think you understand..." Frank turned to look at him weirdly.

Suddenly, Cross pulled out a small handheld device from his suit jacket and turned it on Frank, vaporizing him into a blob of human goo in an instant.

Cross sighed uncaringly as his eyes moved between his former co-worker and the device. "Hmm, we still haven't worked out all of the bugs."

Before leaving the bathroom, Cross used a tissue to wipe the goo off the floor and unceremoniously dumps it into one of the toilets.

"Goodbye, Frank." He says without pity as he flushes the toilet, watching the goo disappear down the drain.

"Are you just going to let this guy rob you?" Peter asked as they watched the masked man (Scott) break into the house with ease. "I can stop him if you want? It's what I do, after all."

"No!" Pym jumped as he realized that Peter could ruin all of his carefully laid plans. "Just stay here and don't mess anything up."

"Sure, if you want to get robbed so badly, then who am I to stop you?" Peter shrugged uncaringly as he smirked under his mask.

Seeing as Pym had cameras for every angle in his house, the two of them were able to watch every step that Scott made.

---

After easily bypassing the front door, Scott swiftly started searching the house and found exactly what he was looking for behind a painting in the living room.

Scott had hoped for cash, jewels, or anything else that he could sell to pay for an apartment and a small chunk of his owed child support, but when he broke the safe open, all he found was a strange suit that looked like something out of a sci-fi movie.

Confusion, disappointment, and anger swirled around in him all at once.

He had risked everything for this heist, and now he had nothing to show for it.

After all, he was currently on probation.

If Scott was caught committing even the lowest level crime, then it was straight back to prison for him. And at that point, he can say goodbye to ever seeing his daughter again.

Not because he would spend the rest of his life in prison, but because her mother wouldn't allow him anywhere near her.

And the courts would easily agree.

After all, why would they side with a felon?

"What is it, cash? Jewels?" A voice spoke to him over the earpiece he wore.

"There's nothing here..." Lang replies dejectedly.

"What'd you say?" The voice asks in surprise.

Scott notices some blueprints next to the suit when he took another look, but what the hell was he supposed to do with that?

"It's just an old motorcycle suit and some papers." He reiterated.

"There's no cash, no jewelry, nothing?" The voice asks in shocked disappointment.

"No. It's a bust." Scott sighs in defeat.

"I'm really sorry, Scotty. I know you needed this..."

Remembering his daughter's radiant smile and his desperation to see her again, Scott started to consider the suit's worth and wondered if he could sell it for even a small amount of money.

After all, he was desperate and the rich owner of this house went through the trouble of locking it away, so the suit had to at least be worth something, right?

As he stashed the suit into his duffel bag, an ant with a camera on its back climbed up his shoe and found a good spot on his laces to grab hold as Scott left the house and drove off.

---

"So, you let yourself get robbed. Why?" Peter asks as he has to pretend to be oblivious.

"Who said I was robbed?" Pym smirked back at Peter. "My successor was merely picking up his uniform."

"I see..." Peter nodded as he noticed a few monitors that still had an image of Scott in his car.

"Did you plant cameras on him too?" Peter asked in genuine confusion. "Wait, they're moving..."

"Well, they didn't call me Ant-Man for nothing." Pym revealed.

Immediately, it dawned on him.

'I forgot that he could control ants.' Peter remembered as he felt the urge to slap himself on the forehead.

---

Back at his friend's sh\*tty apartment, which he was staying in until he had the money for his own place, Scott quickly said goodnight and locked himself in the tiny guest room that he was currently occupying.

"Why would you lock this up?" He took out the suit and eyed the oddly shaped helmet curiously. "So weird..."

Shrugging to himself, Scott tries the suit on, swatting away the annoying fly that was buzzing around his head in the process.

'I thought flies were supposed to have extremely short life spans?' He thought, as he glared at the fly that's been haunting his room for the last few days, unable to ever land a clean hit on it.

Ultimately deciding to ignore it, Scott dons the helmet and looks at himself in the mirror.

[Insert picture of Ant-Man suit here]

"I wonder what this is?" He looked down at his hands and found two red buttons, matching the red and black color scheme of the suit.

Pressing the buttons at random, Scott suddenly shrunk down to the size of an ant, falling to the scuffed hardwood floor below.

"What the..." In his tiny form, Scott stood up and looked around in shock.

The small shitty apartment bedroom somehow turned into a huge towering open area, which could hold almost a million people with ease.

Meanwhile, before shrinking, he couldn't walk two steps without hitting a wall.

Out of nowhere, Scott heard an unfamiliar voice speaking into his ear through the helmet. "The world sure seems different from down here, doesn't it, Scott?"

"What? Who... who said that?" He jumped and started looking around once again.

\*Buzz!\*

Suddenly, that familiar incessant buzzing returned, though it sounded much louder this time around.

"Even now, this f\*cking fly won't go away-" Scott said in anger, though that anger swiftly vanished as he peered upward and found a giant flying monster eying him dangerously. "What the hell is that?! It's the size of an elephant!"

"It seems to be angry with you..." The voice from the helmet spoke again.

Scott panicked for a moment, realizing that he was in grave danger as he saw the giant fly buzzing his way.

The fly seemed to be attracted to him for some reason, and it started circling him, getting closer and closer with every passing moment.

Scott knew he had to defend himself or he would be killed in seconds.

Dashing away as quickly as he could while avoiding the fly's aerial attacks, Scott could see a sharp pin in the distance.

Seeing as that was the only weapon that he could find, Scott ran from the huge insect, making his way to his only hope of survival.

After all, right now it was kill or be killed and he's wanted to kill this fly for a few days now.

Of course, the fly didn't give him much time, as it kept buzzing around him, trying to bite him every time it passed. But Scott was determined and kept pushing forward.

Finally, he arrived at the pin though it was much bigger than he expected.

'F\*ck it!' He thought as he lifted the pin, which was more than 10 times larger than himself, and threw it at the fly.

Catching the insect by surprise, the pin flew like a spear and pierced the fly right in its open mouth before continuing through the rest of its body.

Suddenly, the fly started screeching in agony as its wings flapped erratically, sending it crashing to the ground directly in front of Scott.

"?!" Scott watched in shock as the elephant-sized fly bled out and died before his very eyes.

"Huh..." The voice from his helmet spoke again. "You know, you're a lot tougher than I thought."