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Avengers
Annual 2004



**Scarlet
Witch**



**Wonder
Man**



Beast



Vision

MARVEL 2000 PRESENTS...

"Feelings of Unreality"

*Written by Chris Munn
with assistance from Mike McGee*

"It saddens me to no lengths, standing up here to address you all in a situation such as this. Today is a day no one expected would ever come, the day that I, and every predecessor before me, feared in the back of our minds. Today is the day that we bury one of the greatest heroes in American history.

"But this is the United States of America . We will go on. We will persevere.

"It's unfortunate that I have to even say that. This country has done more surviving in the past year than should be necessary, and still our spirits are not broken. Someone out there believes they can cripple America 's soul by murdering those that defend it, and though this is not the first of your victims we've buried, I can promise he will be your last. If you're watching this on television, listening on the radio, or even in the very crowd before me...know your days are numbered. You will be brought to justice, and our heroes will be avenged.

"Your actions may have killed the man we bury today, but you could not kill his spirit. He lives on in each and every patriot in this country, ready to stand up and take arms against those that would mean any of our brothers harm. Let it be known, by the decree of the President of the United States of America , that today's event marks your last free moment.

"For today we bury Steven Rogers...but the memory of Captain America will forever live on."

Chapter One: Down Among the Dead Men

The cemetery in Arlington , Virginia was packed to the brim with mourners, all in attendance to pay respect to one man. Steve Rogers...better known to the world as Captain America . The President's stirring speech still resonated in the hearts and minds of the population, even hours after the body was committed to earth and wood. The attendees ranged from the



Tigra



**Black
Widow**



**War
Machine**

smallest of children to the most powerful of super humans. The machinations of the so-called "super-villains" of the world stopped dead, if only for a moment...how could **they** be called evil, when the shining Sentinel of Liberty could be coldly and maliciously slaughtered by someone other than them? They'd plotted his death many times, to be sure, but never with such disrespect for the most noble of foes.

One of the before mentioned super humans had arrived alone, having been forced to attend to other scientific matters on the West Coast before he could travel. Henry McCoy's teammates in the X-Men had declined attendance, but Hank was unable to refuse the call. They had not served with the Captain, as he had, and the former Avenger known as the blue-furred Beast was one of many that called the man more than just "teammate", but "friend" as well. He watched in silence, and could see the devastation in the faces of the long-time Avengers, people who had served so long with the Captain that he had become family to them. America could do that to you.

After the President's speech, the super humans cleared out, allowing the common man to pay their grievances to the fallen hero. Hank wandered around in a daze, his emotions on his sleeve and his next action at a crossroads, when a finger reached out and touched him on the fuzzy shoulder. A small smile, followed by a hug, was the only gestures that could be conjured between him and Patricia Walker. Patsy had served in the Avengers during the same period as the Beast, having become the costumed heroine known as Hellcat. She died too, a few years ago, but was brought back to life. She told this to Hank, that if she could come back from death, surely they could find a way to get Cap back. Beast simply smiled and nodded as his friend spoke, knowing that such a miraculous occurrence was unlikely to happen again.

"You had best remove your hand, before I'm forced to remove it for you."

Namor the Sub-Mariner, present king of Atlantis and current member of the Defenders, stared with cold eyes at the man grasped on to his shirt collar. John Walker's mouth spat venomous comments of contempt toward the native Atlantean, Namor's shirt twisting in his strength-enhanced grip. Daniels, now bearing the moniker of the US Agent, once replaced Steve Rogers as Captain America, whereas Namor was able to claim the Captain as one of the few true friends he had managed to procure over the years. The two were having a disagreement, perpetrated mostly by their enlarged egos.

"Listen here, Fishstick," Walker shouted as he was pulled away from his opponent by two of their teammates, "I don't care if you **did** know Cap longer than the rest of us, you can't dictate how this manhunt goes. You're a criminal for God's sake, I ought to lock your ass up and throw away the key!"

"Namor's proven himself to the Avengers countless times," the synthetic human known only as the Vision declared as he helped drag the Agent away, "he has every right to state his opinion."

The Beast sat at the table in the farthest back corner, flanked by Patsy and

Mantis, the Celestial Madonna. At the Hellcat's urging he had returned to Avengers Mansion to attend a meeting that would decide the course of action the team would take. Almost every individual ever to call themselves an Avenger were in attendance, even some such as Hellcat that had not seen active duty in years. Hank couldn't help but see some absences in the group though, a few men and women that he had expected to see. Instead he had been greeted by a large quantity of strangers; people that had come into the group's fold long after he'd taken leave. The outburst between Namor and US Agent had been expected by some, but not by him. He didn't like working with unknowns, even though he was there simply out of curiosity. He knew the Avengers had many more qualified members than he to be called upon during the search for the Captain's killer, and had yet to be given even a sideways glance by the few that he had served with.

"As one of the two remaining active Avengers," the Vision stated to the large group in his emotionless voice, "I have been asked to act as Chairperson for the time being. As you all now know, unknown people during an unknown situation murdered Captain America. He is the fifth Avenger to be killed as such in the past several months, with no clues left behind as to the identity of the perpetrator or perpetrators. This meeting is intended to assign an active replacement team of Avengers, charged with the main task of tracking down the murderer or murderers."

"The death tally is as such," the Vision continued coldly, as was expected from a being more mechanical than man, "Hawkeye, Giant-Man, Iron Man, the Black Panther, and now Captain America. Only the Scarlet Witch and I stand as active Avengers."

"Oh my stars and garters," were the only words Henry McCoy was able to choke out.

"Okay, now I'm confused," stated an armored Jim Rhodes, better known as War Machine, "because this hasn't been on the news or any kind of alert. Besides, what about the Avengers you didn't mention that aren't here, could they be dead somewhere and us just not know about it yet?"

"To whom do you refer?" the Vision questioned.

"What about the Wasp...or Black Widow...or Thor for that matter? You'd think they'd be here instead of us second stringers that I see scattered around the room." Simon Williams, aka Wonder Man, asked, taking his turn at confusion.

"Janet is on an extended leave to mourn the passing of Henry Pym," Vision replied, "and Natasha is currently doing some behind the scenes work for us, hoping to help determine the identity of the person responsible for this."

Hank's thoughts wandered off as the Vision continued to speak in his monotone voice, the sound almost trance-inducing. Information processed in the Beast's genius mind in an attempt to tie the events together logically. One question kept creeping back, however, a question the Vision had skipped over without notice.

Where was Thor?

After an agonizing hour of waiting, the gathered Avengers snapped their weary heads to attention the moment Vision and the Scarlet Witch returned to the room. A piece of paper hung from the synthetic man's hand, names written and scratched out...the final product of their brainstorming roster drive. Vision once again took the podium, the eyes of his comrades and friends locked on his red visage.

"The past hour has been difficult for us all," he began, "but we have come to a working interim roster. We have chosen the four of you on this list due to several factors, the most of which being the resourcefulness that you all share. You shall join Wanda and I for one mission...one goal...tracking down the villains that murdered our teammates."

One by one, the Vision read off the names of the four Avengers chosen to learn the truth about the murders in their midst.

Wonder Man...

Tigra...

War Machine...

and The Beast.

Hank McCoy's jaw dropped in mute surprise, not understanding why he had been chosen over the more qualified Avengers around him. He glanced around, finding it strange that no one questioned the Vision's choices. Even the very vocal US Agent remained silent, no one speaking a word of argument about not being chosen themselves. The Beast's eyes met with those of Simon's, seeing the same questions reflected back at him from his friend.

"Greer, Simon, James, Hank...please convene with Wanda and I in the conference room in two hours," Vision requested, "I hope that is sufficient time for you to settle back into the Mansion."

"Vision, wait a moment!" Hank demanded as he leapt from his seat and bounded to the synthezoid's side. "As you know, my assistance is here for the Avengers without question. But, why was I chosen over others here, being that I haven't served an active tenure in years?"

"Your genius intellect will be invaluable to us, Hank," Wanda spoke up, placing her hand gently on his shoulder. A bit of pressure was applied from her wrist, her eyes speaking more than her words ever could. "I'll talk with you about it later. Okay?"

"Of course, Wanda," McCoy replied, knowing that he wasn't the only one to have the same doubts and fears. Whatever was going on, something was amiss, and Wanda knew it as well.

"So what's the word, Hank?"

Sitting before the expansive computer monitor system of Avengers Mansion, the Beast removed his glasses and rubbed his eyes. On the numerous screens played the amateur videotape shot by an onlooker the day of the previous team's last battle. The Avengers on the tape were clear as day, their deaths playing over and over in a continuous loop, while their attackers had mysteriously been blurred to the point that recognition was impossible. Simon Williams gritted his teeth at the scenes, the actions of that day an impossible scar on every Avenger's soul.

"I can't seem to crack the pixel code that was imprinted on the tape when it was recording," Hank stated in frustration, "One of the attackers used a small magnetic pulse field, effectively scrambling any digital image that could capture their identities."

"So that means?"

"I'm stumped," he replied with a sigh.

"Vision came to the same conclusion, Hank," Wonder Man said as he took the seat directly beside the Beast, "so these guys were incredibly well prepared."

"That's not the weird thing," the blue furred mutant said as he turned the monitors off, "remember how Vision skipped over Thor's absence, almost as if he didn't register the question when you asked about him? Well, I did some digging around, and there's not a single scrap of information on Thor in the entire database. He's been erased."

"Yet only you and I seem to realize this," Simon said.

"Thor's not the only one to have vanished...Hercules is the same way. Like they never existed."

"You don't know what a relief it is," the voice of Wanda Maximoff sounded from the open door, "to hear those words out of your mouth, Hank. I thought I was the only one."

"Something's happening here, something that's affecting the rest of the team," Hank replied to Wanda's statement, "It's my suggestion that we tell no one about this Thor discovery. No use in making things more confusing that they already are."

"Indeed," the Scarlet Witch agreed, putting a finger to her lip in a silencing signal. Almost immediately after, the remaining Avengers began to file into the Conference Room, ready to get their search underway. The six took seats at an elongated table, an information console that could feasibly seat at least a dozen, with the Vision logically taking the head chair.

"The first thing I want to address," Vision began, "is a little difficult for me to admit. Wanda and I have discussed it, and we feel that neither of us is emotionally fit at this moment to serve as Chairman. Having been so close

to the Captain, we are afraid our emotions will cloud our judgment, so I must step down effective immediately."

"Wait, Vision," Tigra spoke up, "which one of us is qualified to lead this team? None of us have leadership experience, as far as I know."

"Hank does," Wanda interjected, "he's been a leader for the X-Men on several occasions, right Hank?"

"Wanda, I don't know what to say. Are you sure you want to give such an important position to a simple blue-furred scientist?" Beast asked, his eyes locked with the Witch's. Again, her eyes said more than her mouth could allow.

"We have faith in you, Hank," the Vision replied.

"Okay, well..." the Beast began, switching places at the table with the Vision, "I've been going over the witness video that was shot the day the other Avengers died. So far, I've been unable to crack the digital mapping that blurred the perpetrators' images, but it's really only a matter of time."

"Do we really have a lot of time to work with?" a female voice, dipped in a light Russian accent, asked from the back of the room. Natasha Romanoff, the former spy-turned-Avenger named the Black Widow, had made her stealthy way into the room, with none of her teammates the wiser. Emerging from the shadows, the leather-clad redhead tossed a file folder on the Conference table.

"Natasha," the Vision said as he slid the file folder across to the Beast, "I take it there was success in your mission?"

"SHIELD knows little, unfortunately," Widow replied as she took a seat, "but I did learn something. Hawkeye's body, as we've seen on the video, was found in the same ruins as Pym and the rest...but he wasn't with them when they arrived. According to the Thunderbolts, Clint was kidnapped at least a week previous to the attack, used as bait in a trap."

"Here's what I propose," McCoy stated as he finished a quick read of the Widow's file folder, "I want you all to go to the site where the battle occurred and go through it with a fine tooth comb. Anything that might have been overlooked initially could prove invaluable now. Widow and I shall remain here and attempt to crack this video manipulation."

The rest of the group nodded in agreement, quickly making their way out of the room. Within moments, only Hank and Natasha remained. "Nice to see you taking the initiative like this, McCoy," the Russian stated.

"I had to send them out, to ease their need to be doing something more than sitting around," Hank replied, turning his attentions yet again to the computer monitors.

"It's an action past due, Beast. It's time for us to do what we should have been doing from the start of all this."

"That would be...?"

"We're the Avengers," she responded coldly, "time for us to do some actual avenging."

The boot-jets of the armored War Machine collided with the broken pavement, setting him slowly to the ground with a hiss of pressurized air. Sensors buzzed through the inside of his helmet, scanning the environment for any sign of life, sensitive to any movement or heat source in the area. "Come on in guys," he stated with an electronic buzz in his voice, "the coast is clear."

Moments later, the remaining Avengers made their way to War Machine's side. The Vision took point, assuming command in the Beast's absence, promptly ordering the team to fan out.

"Notice anything odd?" Tigra asked as she walked next to Wonder Man, "There's not a single person on the street. No cars, no nothing."

"The public's been ordered to stay away from this area, after what happened," Simon replied, "out of fear of what might happen next."

"Makes sense," she purred, "I guess."

The computer systems of Avengers Mansion hummed in silent pause, the Conference Room momentarily abandoned by the two heroes that had previously been working diligently on the video feeds they'd acquired. The Beast and the Black Widow had taken a much-deserved break from their activities, leaving the room barren and empty...or so they had thought.

The unknown individual crept through the darkened room, his gray skin bathed in the blue glow of the computer monitors. His hands gilded across the keyboards, accessing information that normally would take months to crack open. The Avengers had left their files open, a mistake that would cost them dearly.

The video of the heroes' murder began playing on one monitor, other information files popping up on others. The hands of the intruder clicked on the keyboard, bringing up any scrap of information pertaining to the current case. Another button forcefully planted itself into the keyboard, a red question box popping up immediately.

[THIS ACTION WILL DELETE SECURED FILES. WOULD YOU LIKE TO CONTINUE?]

"Oh, yes," he muttered with a smile of pure malice, "yes I would."

"Mr. McCoy, Sir," the voice of the Mansion's loyal butler, Edwin Jarvis, sounded from the door, "I thought you were upstairs with Madame Romanoff?"

Jarvis realized his folly as the control chair swiveled around to reveal not the Beast, but a stone face of grim harshness. "Victim number one," the Grey Gargoyle stated with a smile, "you just elected yourself."

"Quite a motley crew we've got assembled here, don't you think?"

The Black Widow and the Beast, taking a break from their code-breaking mission, shared a drink in the Mansion's kitchen. Hank cocked an interested eye at the Widow's question, "I was thinking the same thing. I trust Vision's judgment, though...he wouldn't have picked who he did without reason."

"I agree," she said, "though if you need anyone to talk to, I'm always open. I used to be the Chairperson; I know what a burden it can be."

"I appreciate that, Natasha," Beast related with a smile. He paused for moment before speaking again, "Why hasn't anyone called in Thor?"

A look of confusion came over the Widow's face, but her answer was cut off by a screaming alarm, causing both Avengers to reflexively jump from their positions. A small computer screen flipped up from the table top, displaying a flashing INTRUDER ALERT: ALARM ACTIVATED IN CONFERENCE ROOM. The two immediately dropped their drinks, racing to the source of the alarm.

"Jarvis must have activated it!" Beast stated to his teammate as they reached the basement floor of the Mansion. The doors opened to reveal a gray fist, which promptly collided with Hank's face. The Gargoyle swung again, missing the evasive Widow as she dove past him and into the open hallway.

"The Grey Gargoyle?" she asked as she let loose a roundhouse kick to the back of his head. "What the hell are **you** doing here?"

"Bah! I had hoped to slip away unnoticed," the villain said as the Widow dodged yet another one of his blows, "but no matter now."

"A little late for that, my geologically enhanced adversary," the recovered Beast said as he landed on the Gargoyle's neck, his legs firmly wrapping around his face. The mutant lurched forward, his momentum sending the villain flipping through the air, until he finally collided with the room's far wall.

"Die! Die! Die! Die!" the Gargoyle screamed as he lunged back toward the Beast, colliding with the Avenger's midsection. The villain's hands missed their mark, though, connecting instead with the wall behind his opponent. The wall immediately transformed from steel to stone, the effect of the Grey Gargoyle's touch. Taking the opportunity, the Beast jumped straight up, grasping a series of pipes on the ceiling. The Gargoyle tried in vain to reach him, cursing the entire time.

To his surprise, a surge of pain made its way down his back. He turned,

seeing the Black Widow a few feet away, preparing to launch yet another blast from her wrist bracelet. "I suggest surrendering."

"Surrender?" he laughed, "To the likes of you?" The demon lunged forward again, attempting to connect his stone hands with the Widow's throat. She stepped back, narrowly evading his attack, her back finding itself firmly placed against the wall. The villain lunged yet again, this time aiming for her heart.

"You picked the wrong time to mess with us," she said as she quickly stepped to the side, revealing a small box that was on the wall. The Gargoyle's eyes widened as he failed to slow his momentum. His fists crashed through the electrical box, causing several thousand volts of electricity to be sent coursing through his stone body. The intruder screamed in pain for a brief moment before finally collapsing onto the floor.

"That takes care of that," Natasha stated as she looked at the unconscious villain, "Hank, where are you?"

"Oh no," she heard him say from just inside the Conference Room door. Natasha walked in and placed her hand on his fuzzy shoulder, not noticing what had shocked her teammate. He pointed to the far wall, where a stone monstrosity stood frozen, bonded to the wall in an appalling cruelty.

"Is that...?" Natasha began, unable to choke the words out of her throat.

"Jarvis," the Beast whispered.

Chapter Two: Symphony of Destruction

The sun had fallen behind the monolithic eclipse of the city skyline, blanketing the streets in a momentary darkness. The streetlights activated automatically, providing the artificial light that powered the city during the A.M. hours. The Avenger called Tigra purred in the moonlight, her fur shining as she slinked her way up a building fire escape. Her eyes had already adjusted to the low light, though her sight was arguably better at night anyway.

She could hear the conversations being held between her fellow Avengers far below, her hearing being one of her keenest senses. As she reached the top of the fire escape, a simple extension of her legs propelled her to the roof ledge. She sat on the ledge for a moment, thinking about the people assembled in the mansion below her. Simon was down there, a man she'd once had a relationship with. Everyone thought that the two were nothing more than former lovers and that they had both moved on. Tigra had convinced herself of this as well, but now it was different. He was in love with another woman, her friend and teammate Wanda Maximoff. She wasn't sure if that upset her or not...maybe it was just the animal in her that was jealous. Simon was, after all, a perfect male specimen.

She crossed the roof about halfway before she realized she was still on all fours, cursing herself for letting the act slip by her. The thought of the

animal taking control scared her, making her afraid of becoming more feline than female. She walked the rest of the roof's expanse in the upright position, holding and stroking her tail as a form of stress relief.

The events of the day still hadn't quite sunk into her mind yet. They had buried Captain America. The strongest, greatest man she had ever met was dead and gone. Things like that weren't supposed to happen in her world...the good guys were supposed to win and the bad guys were supposed to go to jail. The heroes weren't supposed to die, it wasn't how it was supposed to be, and now yet another was positioned before Death's door. Edwin Jarvis, the team's faithful butler, had received serious injuries at the hands of the Grey Gargoyle. Jarvis could be dead, while Captain America and the other Avengers were *already* dead...but that wasn't what upset her the most.

If they could die...if Captain America could be killed by an enemy...then what would stop them from killing *her* ?

Suddenly, her feline senses screamed at her. The scent hit her like a sledgehammer, a smell of sweat, grease, and cigarettes. Her head jerked to the right, the scent's location pinpointed by her feline nose. Her vision made out the form of a large man standing in the rooftop shadows, his yellow teeth shining in the moonlight.

"Here, kitty, kitty, kitty..." he said tauntingly as he stepped forward. He wore a green jumpsuit, covered in grease and oil, and his face was covered by a purple ski mask. Tigra tensed her muscles, preparing to leap at the stranger. He simply laughed.

"In case you don't recognize me, little pussy," he said as he raised a crowbar into view, "people call me the Wrecker. I'm here to kill you."

"Damnation!" Henry McCoy shouted at the top of his lungs, his fist pounding a large chunk out of the laboratory table in front of him. The stone disfigurement that had been Edwin Jarvis rested on an autopsy gurney, surrounded by the current team of Avengers. The Beast was the only hope the team had in saving their beloved colleague, and to see him as just as hopelessly frustrated made their hopes plummet into despair.

"Is there anything you can do for him?" Simon asked as he placed his hand on the stone figure.

"As far as I can determine," Hank replied, readjusting the glasses that sat across his furry nose, "the process is irreversible. Without the chemical-slash-physical transmutation catalyst provided by the Gargoyle, there's really nothing I can do."

"Where is he?" Wanda asked coldly. "Where's the Gargoyle?"

"He's in the lock-up," Hank replied as he turned back toward Jarvis' body, "Natasha put him there after his capture. He evidently told her something, because she left as soon as he was imprisoned."

"Where did she go?" Vision asked.

"She didn't say," Hank stated, "could it be that she knows something we don't?"

The darkness covered her skin-tight bodysuit as she made her way through the ventilation shafts. She'd been moving for over an hour through the narrow tunnels, and the descent down the long vertical shaft was taking way too long for her liking. The small suction-cups affixed to the fingertips of her gloves and the soles of her boots made the downward trek as simple as walking upright, but it was such times that made her wish she'd kept her red hair cut to a short bob.

Natalia Alianova Romanova was an old hat at such endeavors, what with her time spent as a Russian spy in years past. She'd taken the name of the Black Widow for more than one reason, the death of her husband chiming in as an unfortunate coincidence. Every relationship she'd attempted to procure had ended badly, though she'd luckily remained friends with most of the heroic men she'd been involved with. Recently, however, two of the aforementioned lovers had met their untimely demise at the hands of unknown assassins. Tony Stark and Clint Barton were two of her closest friends, and it was for them that she'd resumed her role as an Avenger.

Natasha felt guilty for ditching her teammates, but the information procured from the Grey Gargoyle had changed her entire view of the situation. There was no one left to trust but herself, but she didn't mind. Charging headfirst into the lion's den was what gave her the biggest thrill.

The Black Widow grinned to herself as her imagination ran with ideas. The Gargoyle had given up his employer's location, but not his name...but she didn't care. He was a dead man, regardless of his name.

"What did you tell her?" Wonder Man yelled as he slammed the Gargoyle against the cell wall. "Where did the Widow go, you son of a bitch?"

The villain remained silent, the malicious grin still stretched across his stone face. Simon planted an ionic-fueled punch to the man's midsection, cracking and splitting his rock body, and still he smirked. "An even better question," the Vision spoke up, "is how we can reverse what you've done to Jarvis."

"That's the beauty of it all," the Gargoyle finally said, "because you *can't* reverse it. That's beyond even my abilities...how can you expect me to call down the thunder and then tell it to go away?"

"Then that's it," Simon said as he advanced toward the villain, "we don't need you anymore. You know what we do to useless, washed-up super villains?"

"You won't do anything to me," the creature laughed. "You won't kill me,

so what does that leave, jail? I'll be out in a month, mark my words."

"Listen closely," Wanda stated, pushing her way in front of the enraged Wonder Man, "we've witnessed the murders of our own. You came into our house and killed yet another. We have no mercy toward you...if you don't tell us what we want to hear we *will* take care of you. Permanently."

"Do your worst, hero," he spat, "I dare you."

Tigra was tiring. The energy blasts that came from the Wrecker's crowbar blistered by her at fantastic speeds, her agility keeping her only seconds away from death. "Come on, you loser! You can do better than that!"

"Oh, I'm gonna make you hurt all night long, little pussy!" the uncouth villain screamed as his energy blasts subsided. The Wrecker charged, barreling toward the feline heroine with the momentum of a large animal.

"Such a talker," Tigra purred as she leapt over her attacker, planting a solid kick to the back of his head, "and I bet you wouldn't last five minutes."

"I'm gonna shove this crowbar where the sun don't shine, baby. Well, with that outfit you've got on, the sun probably shines *there* too..." the villain mocked as he swung his arm backwards, clipping the woman's back with the tip of his weapon.

Tigra fell into a forward roll, ignoring the searing pain in the small of her back. She knew she couldn't last much longer against such an opponent, as he had yet to even break a sweat. She prayed for the other Avengers to hurry up and assist her, but she was a little worried. After all, if the Wrecker had made it that far through the Mansion's security systems, would the rest of the team even know they were fighting?

"Lick on this, pussy cat!" the criminal yelled as another flare of energy erupted outward from his crowbar. This time, Tigra leapt not away from her foe, but straight toward him. The two collided as his crowbar energized yet again, the weapon striking the ground below them furiously. The roof of Avengers Mansion collapsed beneath them, both warriors falling through the plaster and stone into the interior of the building.

"You wouldn't dare..." The Gargoyle stammered, "you're the heroes. You can't stoop to our level."

"Tell me what you think of this idea," the Scarlet Witch replied as she took a seat, crossing her bare legs into a calm position, "because I'm rather taking a shine to it." She waved her hand in the air, brushing away the seething Wonder Man. Vision took his arm, leading him out of the room and leaving Ms. Maximoff alone with the killer.

"You know who I am, I imagine," Wanda said in an almost pleasant voice.

"I may have even fought you at one point throughout the years; because god knows all you villains start to look exactly the same to me. Only the really evil...the really powerful ones...stick out in our minds. You, you're nothing to us. You're a petty little crook that got lucky and killed a sweet, innocent man that posed no threat at all to you."

"I indeed know who you are, woman," the Gargoyle sneered, "and you can say what you want about me. I killed your butler, the fat little man that couldn't run fast enough to escape my touch. I enjoyed killing him, slowly sealing his flesh with my stone...pure ecstasy, I tell you."

"Like I was saying," Wanda continued, ignoring the fiend's statements, "about that idea of mine. Since you know who I am, you must know what I can do, right? Well, just to refresh your memory a little, my power comes from something called Chaos Magic. I control probability; I make things that were seemingly impossible happen, like for instance...transforming you back to flesh and blood."

"That's imposs..."

"Impossible?" the Witch interrupted. "Not impossible, simply im-*probable*. Now listen to me very carefully, cretin. There's an Avenger standing beyond that door named Wonder Man, and he wouldn't hesitate to come in here and beat the answers to our questions out of you. In your stone form, you would probably survive unharmed...but flesh and blood?"

"You wouldn't...would you?"

"Try me, Gargoyle. These are desperate times for us...and if we do become like you, then so be it."

"I...fine. Get your insipid team in here. I'll tell you what I know, what I told the red-haired wench that threw me in here."

"That's what I like to hear..." Wanda said as she uncrossed her legs and began to stand. Suddenly, a large crash was heard overhead, followed by what sounded like the shriek of a cat. The Witch ran out the door just as the ceiling caved in on top of her fellow Avengers.

"Gangway!" Tigra shouted as she fell through the ceiling, followed immediately by the Wrecker and several large chunks of debris. The rest of the team moved in stunned silence, evading the collapsing roof. The feline female rolled and dodged as she hit the floor on fours, the Wrecker making a less graceful landing flat on his back.

"Is that the *Wrecker*?" James Rhodes, encased in the War Machine armor, asked as he pulverized a large piece of concrete that fell toward him. "Is this like lame-ass villain day, or something?"

"Oh man, time for the main event, kitty cat?" the former construction worker asked as he shuffled to his feet. The Avengers, five in total, surrounded the intruder, looks of confusion evident in their expressions.

"Sit your ass down," Simon stated as he saw the Gargoyle coming out of the cell door. A piece of cinder block left Wonder Man's hand, striking the

stone creature in the back of the head. He was unconscious before he hit the ground.

"You losers ain't takin' me alive!" The Wrecker yelled, flinging his crowbar in an erratic fashion. Almost immediately after, the powerhouse began to smack his own head violently. "Ow, what the hell? Stop that!"

The heroes gave each other a few sideways glances, not really understanding what their opponent was doing. He continued to smack away at his mask, with the blows gradually escalating to full force punches. Finally, with one last thunderous punch, the Wrecker knocked himself out.

"Um...what just happened here?" Tigra asked as she knocked dust off of her fur.

"I happened," a barely audible voice said from out of nowhere. The Avengers all glanced around the room, trying to catch a glimpse of whoever owned the tiny voice. Suddenly a tiny dot in the air expanded, growing rapidly into the form of a beautiful woman in a skin-tight yellow jumpsuit. A black helmet, adorned with antennae, rested atop her head, complimenting a costume the rest of the heroes recognized immediately.

"Janet?" Wanda asked, still in disbelief.

"Hi, Wanda," the Wasp replied as she removed the helmet, "looks like I got here just in time."

"Wasp," Vision said as he approached, "I can't help but notice the uniform change."

"I'm not the Wasp anymore, Vision," she replied coldly, "in memory of Hank, you can now officially call me *Yellowjacket*."

Natasha had lost track of how far into the tunnel system she'd traveled. The downward shaft had gone on for at least a mile, connecting with an even longer horizontal duct. She knew she was getting close, however...she could hear a voice.

Light poured into the tunnel through the grate, a welcome sight to the Widow's eyes. The male voice sounded familiar to her, but not so much that she could place the person's identity. Positioning herself over the grate, she watched the figures below her moving in the candlelight as the commanding voice continued to speak.

"Have you recovered the body?" the leader asked, hidden from the spy's view from above. The masked cronies all nodded their heads affirmatively in perfect unison, a sluggish quality to their movements.

"No time like the present," Natasha whispered as she placed herself directly above the grate. Her foot slammed down on the metal, the momentum busting the entrance wide open. As she fell into the open room, the hooded minions all looked up in mute surprise. Taking a quick

view of her situation, the former Avengers leader let loose two stun blasts from her wristband as she hit the floor.

While two of her opponents were taken down by her surprise attack, four more rushed toward her. The redhead smirked as she spun an outstretched leg, the bottom of her boot connecting hard with the jaws of the first two that reached her. The third managed to grab hold of her ankle before she could pull back, upon which act he promptly received a stun blast to the face. Natasha found it odd that her foes made no sound as they fell, but paid it no mind as she planted the palm of her hand under the nose of the fourth attacker.

"Let's see that beautiful face of yours," she muttered, ripping the hooded mask away from the last enemy. She recoiled at the sight of his decaying visage, the putridity of his decomposition hitting her nostrils with an almost physical force. "You're...you're already dead..."

Suddenly, the Widow jerked forward, a large curved blade violently ripping its way through her back and out her stomach. Tears ran down her face as her body went numb from the pain, her death remarked by the bellowed laughter of her executioner.

She was dead a moment later.

"I was hired to come in here and delete all the findings you'd accumulated concerning the murder of your teammates," the newly awakened Gargoyle said slowly, "in much the same way as the Wrecker, I'd imagine."

"Did you commit any of the murders?" Wanda asked, flanked by her six teammates.

"Unfortunately, I did not," he laughed, "though what a sweet feeling *that* would have been."

"Keep it up," Rhodes stated, the buzzing and whirring of his armor's weapon system coming to life complimenting his threat.

"I know what you want to know, *heheheh* . You want to know what I told the redhead earlier. You want to know what sent her off alone, what kept her from telling you all what she had learned. How do you think the Wrecker and I made it into your house as far as we did without raising every alarm you've got?"

"That *is* a good question," the Beast responded, "care to enlighten us?"

"My employer has an inside line into the heart of your operations, Avengers. We had a key...I'm not privy to who, but one of you *let* me in. One of you is not who you think they are."

The heroes all took a collective step back, the implications of the scoundrel's revelation making too much sense that it should. Each member began to glance at the others, thoughts running rampant through their

minds. Could one of them truly be a traitor, willingly helping the person responsible for their allies' assassinations?

"Oh, your expressions are priceless," the captive giggled. "But to answer your earlier question, I sent the Widow to my employer's location, after I gave her said details about the status of her teammates, that is."

"Who hired you?" Simon asked through gritted teeth.

"Somebody who knows you very well, I'd imagine..." the Gargoyle confessed, "The Grim Reaper."

"How's Simon handling things?" Hank asked as he and Wanda sat by themselves in the Quinjet. The rest of the team sat in silence in the front of the jet, their enemy's destination locked in their minds. The Gargoyle had eagerly given up the Reaper's location, so eagerly that the heroes immediately realized that it had to be a trap. They were being set up, but that usually seemed to come with the job.

"He's understandably upset," Wanda replied softly, "the Reaper is his brother, someone he had hoped we'd seen the last of after our last encounter."

"I'm still trying to wrap my brain around this whole infiltration business," Hank related, "and I believe there's some credence to our captive's statements."

"I agree, though reluctantly. It's hard to think of one of our friends being against us all this time."

"Wanda, as much as I hate to say it...you're the only one that's above my suspicions here. The rest have been acting odd, you have to admit."

"Janet's sudden appearance did strike me as rather coincidental," Wanda said carefully, as to not let the others overhear, "perhaps she's distraught over Hank's death, doing things she wouldn't normally do?"

"I think we just need to watch our backs once we get to the Reaper's location, Wanda," Hank said as he placed a furry hand on his friend's bare knee, "just to be on the safe side."

"Eric, the Avengers have arrived topside...should I prepare the Legion?"

Eric Williams, the Grim Reaper to his enemies, sat on his throne of bodies, the scythe attached to his hand glowing with an eerie incandescence. His aide, the voodoo master known as the Black Talon, stood to his left. The Reaper only paid half attention to his ally's comments, brushing him away with a swipe of his hand. "Yes, yes, go on...it will take them at least an hour to make their way into these catacombs."

Talon nodded and went about his way, retreating into a darkened tunnel. The zombie slaves, deceased victims of the Reaper, milled around doing odd jobs in preparation of the Avengers' coming assault. The scythe wielder scowled. He knew that his charade would eventually be knocked away, that the Scarlet Witch would soon know the truth. It wouldn't matter, though...there was as much a chance of her stopping him as there was of an ice-cube extinguishing the sun.

The ground began to shake, violently and without warning, knocking the villain off his throne and onto the ground. The rumblings grew closer as the zombies attempted to regain their footing, but were still on the ground when the ceiling above them exploded in a hail of debris. Erupting from the dust cloud was the ionic charged Wonder Man, screaming his brother's name at the top of his lungs. Directly behind the crackling juggernaut came the rest of the Avengers, grim determination evident in their stone faces.

"Took less time than I thought," the Reaper muttered as he watched the zombies leap to his protection. The heroes easily tossed away the minions, Simon making his way to his brother within seconds.

"This is it, Eric!" Wonder Man yelled, picking up his brother by his shirt. "This ends now!"

"Oh, you have no idea, you half-wit," the villain remarked as his scythe again began to glow. A blast of energy struck Simon full-force in the back, causing the hero undeniable pain. The Reaper landed on his feet as Wonder Man's grip relaxed, but Simon was not down for good. He turned to see who had struck him from behind, a moment of shock setting in for him and the rest of his teammates.

"Well struck, slave," Eric said as smoke rose from the War Machine's palms. The rest of the Avengers watched as the armored Jim Rhodes slowly removed his helmet to reveal the decaying features of his living-dead form

The Grim Reaper could only laugh.

Chapter Three: The Threads Unraveled

The stench was the first to assault their senses, the putrid smell of decayed flesh and decomposing tissue. The collected Avengers couldn't believe the revelation before them, as one of their own – James Rhodes, the War Machine – had only moments ago removed his helmet for the first time since their mission had began. He was obviously long dead, a bullet hole oozing pus and putridity down the lines of his hardened face. Eric Williams, the man responsible not only for Rhodes' condition but for the assassinations of ten other Avengers, laughed maniacally as his armored sentinel, now a rampaging zombie, glared at the heroes. Thoughts flashed quickly through the six remaining Avengers, each one attempting to regain their composure.

The Beast – Henry McCoy had only recently rejoined the ranks of his

former team, having spent years with the mutant X-Men. He had speculated on the identity of the supposed traitor in their midst, but never in his wildest dreams had he suspected the militaristic Rhodes as being the culprit. The blue fur that covered his body stood on end, the electromagnetism of the recently revived dead charging the air around him.

Wonder Man – The brother of the criminally insane Grim Reaper, Simon Williams seethed with rage. His sibling had attempted to kill him and his friends for years, but he couldn't comprehend how the madman had actually succeeded. His thoughts were now split between seeing his brother broken in his hands and concern felt for the woman he loved. The woman that just happened to be standing next to him.

The Scarlet Witch – She'd felt it before it happened. Wanda Maximoff, mutant sorceress, had realized the condition of their traitorous friend only moments before his revelation. If only she'd had more time, time to focus her power on uncovering anything out of the ordinary. That was an understatement, she quickly realized, as the entire time since the first Avenger murder had seemed strange. Oddly surreal. Unreal.

The Vision – The synthetic man with the heart and mind of his friend and ally, Simon Williams, shifted his density from ethereal to stone hard. He'd managed to keep his composure as his teammates died around him, to be the cold and calculated robot that everybody expected him to be. Upon the invasion of the Grim Reaper's hideout, however, all of his composure was gone. He felt the same rage as his human "brother", Simon...only he felt no emotions of compassion toward anyone at that moment.

Yellowjacket – Janet Van Dyne, previously known as the Wasp, was at a crossroads. She was face to face with the man that had murdered the one person she loved more than anyone else. The Grim Reaper had taken her beloved Henry Pym from her, the former Avenger whose identity she had taken as her own in the persona of Yellowjacket. Though her courage in the face of danger was unwavering, she didn't know if she had it in her to exact the revenge she so desperately wanted.

Tigra – The feline heroine named Tigra felt completely different than her teammates. Where the feelings of anger and betrayal also sat within her, she was overpowered by a sense of unstarving fear. She was the least powerful of the assembled Avengers, and if such people as Iron Man and Captain America had fallen before the Reaper, then what chance did she have to stop him?

Eric Williams broke off his laughter, though the malevolent grin was still affixed to his face. "My most hated enemies," he said through yellowed teeth, "I have another surprise for you." The Avengers tensed themselves for whatever the villain had prepared for them, but the six people that emerged from the catacombs surrounding them were surprising enough to take even the Vision back a step. Rotting as they walked, the eyes of the half-dozen zombies were alit with a fire of hatred and contempt.

Iron Man, Giant-Man, Hawkeye, the Black Panther, and the Black Widow flanked the heroes, all of them recent victims of the Reaper's insanity. The leader of the unliving legion was the biggest shock of all, however. "Please, not this," Tigra whispered to herself, as the decayed body of Captain

America made its way forward.

In the span of a single second, a solitary blink of the eye, everything had changed. Gone were the stone walls of the underground crypt, replaced by a lush covering of trees. Tigra looked around her environment in confusion, finding herself very alone under the starry sky of the jungle. "Jan? Hank? Where *is* everybody?"

"They've left you alone, Miss Nelson." The man's voice was deep and rich, nearly warm, almost a comfort. Shadows moved in the high branches of a tree before her: Tigra blinked, shuddering, as an onyx face without features turned to glare down at her with eyes as cold and white and frozen as Antarctica. A second blink of luminous green cat's eyes and the shadows had coalesced into the shape of a man, lithe and muscular and coiled to pounce. "It's just you and I. Little kitten."

"No..." Her legs trembled beneath her. Of their volition, her hands rose as if to ward him off. "Black Panther...T'Challa...please...I can't..."

The creature that had been the Black Panther chuckled, his laughter low and inhuman.

"No?" he asked. "What is it that you cannot do, I wonder. Such a sad, strange little girl. Why did you join the Avengers, little girl? Over and over, you join, disgrace yourself, and return only to fail yet again, each time in a fashion more spectacular than the last. You know why they keep letting you back into their ranks, of course."

Tigra swallowed hard, straightening herself. She narrowed her eyes, though they stung. Her fingers hooked into claws.

"Yeah," she said. " I know why. You want me to show you?"

"I have been waiting." A flash of white light as the Panther drew an energy dagger. "Shall we?"

The Black Panther leapt from the treetop, his crackling blade poised to strike. Tigra hissed and flew at him. She sank her razored nails into the soft flesh of an eye, and then lunged forward to plunge her fangs into the Panther's cheek. The two figures twisted in mid-air: Tigra saw a thick green pus slick her hand, then a flash of electric white that scalded her vision; in the next instant, she was on the floor of the jungle and rolling as pain exploded through her ribcage. She came to a stop on her belly, and then pressed her hands to the overgrown earth to hoist herself up...only to collapse onto her face.

The Panther laughed.

Tigra lifted her head and saw her opponent standing a few yards away. The knife hummed and glowed in his iron grip, casting illumination that strobed over the half of his face that was now unmasked: Greenish-gray and rotting, the cold flesh; a vile ochre slicked the yawning socket that once

cradled his left eye. Slowly, he approached her. "Would you like a hand?"

"Go to hell!" Tigra tried to lift herself off the ground a second time – and saw what it was that so amused the Panther. The meaning of his little bon mot.

Her right arm ended in a hairless pink scar. The hand was nowhere to be seen.

"Uhhh," Tigra said, her huge eyes welling with tears. "Oh...oh..."

"Cauterized," the Panther told her. "The blade is hot. You'll feel that tomorrow. Or you would."

"Oh, God." She could only stare at the injury; it was incomprehensible. "I'm dead."

"What is remarkable to me," the Panther said, "is that it is only now that you feel defenseless. Who would fight Ultron in a bikini? Unless, of course, one was not there to fight crime at all."

"Wuh...wuh...what d'you..."

"Whore." The Panther stopped before her fallen body and gazed down in disgust. "You know full well what I mean. How many of them have you rolled with? The Avengers is a fertilization clinic to you. Never imagined you'd actually have to act like a hero, did you? Always some burly man with a nose full of your spoor would be there to leap to your defense, so that you might cheer him on from the sidelines...while grooming yourself, no doubt."

"It's..." Her mouth fell open. She clutched the stump of her arm protectively. "It's *not true!* I..."

His foot shot out to strike her face. Tigra crumpled, her jaw broken. Blood smeared her mouth.

"Come on, then," he said. "Do you think the dead have no urges? Take off your little scraps. Switch your tail for me."

She stared up at the dead man, grinding her teeth. He only laughed still again.

"Or..." He dropped the knife on the ground before her. Its radiant light played over the tracks of her tears. "You wouldn't like to make me take that away from you, so don't be stupid. But you may submit to my whims – or finish my task for me. Which will it be, little kitten?"

Tigra nodded, sucking back her tears...then snatched up the energy dagger and plunged it into her own heart.

"Oh, dear," Hank McCoy said.

The Danger Room. Dimly-lit and largely empty, save for the Beast and the danger in question, to wit: The rotting revenant of Hank's former teammate, Clint Barton – Hawkeye. Who stood on the opposite end of the steel arena, training an arrow on him. One with a razor-sharp tip.

"Never did like ya, ya scary blue mutie freak," Hawkeye snarled.

"Hmmm." Hank straightened his granny glasses. "Not only is that racist, Clint, but it's flatly not true. I distinctly recall our bonding over the *Die Hard* trilogy. Though we never could come to a consensus on Nascar. Then again, only one of us reached adulthood whilst residing in a trailer."

Hawkeye sneered to flash blackened tombstone teeth. "Tell Dale Earnhart I said hello."

Hank bounded above the whistling shaft, which shattered against the wall at his back. "I should think you would have had the opportunity yourself, being, to put it indelicately, dead."

"Stop talkin'!" The purple-clad archer launched explosive arrows, morning star arrows, arrows that spat fire and arrows that emitted ear-shattering siren howls – all to no avail. "Even if I didn't haveta do it, I'd kill ya just so I didn't have to listen to that freakin' mouth of yours!"

"Rigor mortis has had a ghastly effect on your reflexes, Clint. The only problem I'm encountering is the difficulty in keeping my spectacles affixed to my head in the midst of all this chaos."

"Get contacts!" Hawkeye was shooting them two at a time now, faster and faster.

"Who knew the dead were possessed of such wit? You were scarcely this amusing with a pulse." Hank curved his back to evade a thermite arrow, then rebounded off the ceiling just in time to escape a flying electrified net. "Curious, too, how all of this activity has alerted none of the X-Men. Not to mention the ludicrous number of arrows in your portable arsenal. All of which leads me to wonder..." He reached into the back pocket of his Dockers while doing a backflip over a buzzsaw arrow. A moment later, he produced a credit-card-thin Texas Instruments calculator. "Please, continue your barrage and your endearingly *Deliverance*-esque homicidal hayseed routine. I'm a skilled multi-tasker."

"You're about to be a skilled freakin' undead slave of the freakin' *Reaper!*" Three at once now. "This is it, monkey boy!"

"I suspect it is not," Hank said. He furrowed his blue brow and tapped in digits as he bounced from wall to wall, floor to ceiling, right-side-up and upside-down. Dozens of shafts whipped past him. Unfazed, he continued his calculations. "In point of fact, I can only wonder how it was that I didn't before realize that it was not. It all seems so clear now..."

treated me...I knew you were sick then. It killed me inside. I didn't think I could ever make you well. But I knew you wouldn't get any better with me there. If I hadn't loved you...if what we'd been wasn't so much better than what we'd become, and I at least wanted to hold on to my memories...then I would have stayed. I would have taken it. But I couldn't do that to myself. I loved the man you really were – the man you are now – I loved you too much to stay with this thing that wasn't you. Not anymore."

"Oh, Jan." She felt the mattress bow under his weight as he sat down beside her. His cold hand brushed her smooth, slick cheek; the feel of it, the rotten smell, caused her to recoil. "Jan..."

"No." She seized his wrist in a firm grip and gently pulled the hand an inch away. "Please don't. It's...just don't."

"I need you, babe," he told her. "Don't you get it? You can save me, Jan. You can make me the man I was."

"I...I will. Somehow, we can fix this. None of you...you're not really...you know. I don't know what the Reaper did to you, but when we get back to the others, you and the Beast can – "

He squeezed her hand. "You can fix me *now*, Jan. Please."

Slowly, she opened her eyes. He looked back at her, his gaze soulful. His eyes, alive with love and longing, peered out at her from a bloated, gray-skinned face. A tiny red spider emerged from the folds of a lower eyelid and skittered over the glazed surface of an unblinking eye.

"H-hank..." she said.

"Love me, Jan," Hank Pym told her. "It's the only way."

Her throat constricted. "Huh-how do I kn-know...?"

"You *know*. Listen to your heart. Love me, like I love you. And then everything will be all right."

He drew closer to her. Jan's revulsion twisted her head sideways, but then his arms were around her, feeling so *right*, and she allowed herself to sink into them. She closed her eyes yet again and felt the touch of his hands on her skin...on her face, down on her shoulders, over her breasts. Her lips parted, and Hank's mouth closed over her own. His chilled tongue worked inside her mouth, and she gagged –

Just as his teeth clenched shut like a vise, her tongue trapped between them.

Jan's eyes popped wide. Desperate sounds of strangulation emerged from her throat as she writhed against the hold Hank had on her: Her blood splashed over his grinning ghoul's face. His crushing hands around her windpipe made it the last thing Jan would ever see.

The Vision blinked. Once. Few things surprised him, but he was momentarily taken aback. It was not every day that one encountered the evil, reanimated corpses of his teammates and then suddenly and without warning found himself standing on the surface of Mars.

But there was no question about it: The black, starry sky above; the shifting red sands underneath his feet; the maroon mountains and canyons all around; the absence of oxygen in the atmosphere; the adjustment he was forced to make in his mass to compensate for the change in gravity. *How* and *why* were mysterious. *Where*, on the other hand, could not have been more clear.

Mars, the synthezoid thought. *Interesting.*

And silent. The Vision did not hear the lumbering, armored figure at his back. His artificial eyes were trained on the Earth when a huge, gauntleted red fist burst through his chest. The Vision looked down at it and prepared to go intangible, but the damage done was much too grievous: Soundless lightning crackled out of the automaton's pores, and a series of zeroes and ones poured through his mind. His attacker's opposite hand landed on the back of the Vision's head, and it was wrenched free of the shoulders an instant after.

Iron Man drove his fist up the length of the synthezoid's throat and ripped out the circuitry he found within. He crushed the salad of wires of cogs in his grip and let the hollowed head drop to the red desert's floor.

Then the creature that had been Tony Stark stood there. He might have been standing there for no more than sixty seconds. He may have been standing there for a thousand centuries. It was all the same to him.

Then he vanished.

Simon Williams thought for a moment that he was standing on the surface of the moon. Black sky above; a freezing, terrible cold all around; pitted white sands as far as the eye could see. But no. For one thing, he could breathe.

For another, this lunar desert was full of demolished corpses.

"Turn and face me, Simon," a rough voice said from behind him. "I'm no backshooter."

"No," Wonder Man whispered. Why did it have to be *him*?

Simon turned to see the desiccated corpse he shared this battlezone with. The red, white and blue tatters of the monster's uniform twisted in the wind, revealing the withered green putrescence underneath. Captain America's lipless mouth flashed yellow teeth set in a perpetual sneer. Even the shield on his arm was befouled with the dirt of the grave.

"Some things never change," Captain America rasped. In the distance, the night was lit by a concussive bomb-burst that rumbled the earth beneath their feet.

Simon shook his head, desperate to get his bearings. "Where are we?"

"Take a guess."

"Good God," Simon said, taking it all in. "Are we in *Afghanistan*?"

"Maybe," the Captain replied. "Does it even matter? We're in a place that Washington has decided doesn't need to exist anymore. When you don't have any resources, they call you a terrorist. This is war."

Simon reeled. "My God, it's...it's terrible..."

Captain America laughed bitterly. "Grow a pair, Williams. This is what it's all about. These goddamn camel jockeys won't be screwing with the USA a second time. Nobody does. Makes a man proud. Damn proud."

"No," Simon said. His eyes flashed energy. "*No way!* You expect me to believe you're Cap? What, is this some stab at demoralizing me? Forget it! I know what Captain America is about. Not *for one second* would he think there was anything good about the loss of innocent lives, no matter what the cause. Even if there was no other way, he'd never say this was for the good."

"That man believed a lot of things," Captain America said. "A lot of impractical ideals he swallowed whole. Things his country told him so he wouldn't see the truth. Look where it got him."

Simon grinned and shook his head. "America didn't kill Cap," he said. "My psycho brother did. But he obviously couldn't figure out how to kill me. So he sent you to talk me to death."

"Eric just wants you to see the light, Simon. You're his brother. Brothers take care of each other. That's the American way."

Simon rolled his eyes. "Yeah, okay. That did it."

A clash of knuckles and metal as Simon's fist crashed into Cap's shield. Wonder Man's fist left skin and blood on its besmirched surface.

"See, son?" the creature asked. "Can't beat America. Can't be done. And –"
"Simon grabbed the corpse by its shoulder and tore the withered shield-arm out at the socket. Cap goggled. "*What the hell are you doing?! I'M CAPTAIN AMERICA !*"

"Nice try," Simon said, cocking his fist back. "I give you about a D-plus."

Wonder Man's fist plowed through the zombie's skull. The shriveled frame that crashed to earth did so without a head.

Simon crossed his arms in front of him and turned his eyes skyward.

"Pathetic, Eric. Take me home."

Simon Williams vanished.

"Well, well," Natasha Romanov said, and slicked her blue lips with her tongue. "I was hoping to kill a man. But I suppose a woman who'd settle for a robot in the sack isn't much of a woman at all. You can buy self-abuse devices in most reputable porn shops, Wanda. You didn't have to marry one just because it talks."

The Scarlet Witch nearly swooned, disoriented as she was to abruptly find herself high atop Wundagore Mountain. The sky above was black, and roiled with storm clouds. It had been years...and she certainly never expected her next visit to occur when she was magically transported to do battle with the undead Black Widow. You never quite knew what might happen next when you were an Avenger...

Natasha laughed. Her face had gone deathly pale, white as chalk save for the black around her eyes and the horrible cold blue of her lips; the blood-red tresses that blew all around her evil features matched the ghastly penetration in her abdomen. Natasha inserted two fingers into the wound and extracted them to wiggle blood-daubed digits at the Witch. "Like it? I always thought the costume needed a red hourglass on the belly. I suppose this works just as well."

Wanda knitted her brow. "The Reaper made a terrible mistake," she seethed. "First, I am much more powerful here. Second, I have always hated you."

Natasha air-kissed at her. "Come on, Wanda. You know you want some of the Widow. Hell, everybody else does. And has, for that matter."

"Die, dead thing." Wanda raised her hands above her head and lifted a foot above the rocky soil to weave a hex-bolt. Crimson energy arced from the juncture of her gloved hands and struck the stones around the Widow, which became grasping hands. They caught hold of their supple prey, which twisted in their grasp; the Widow's hand shot forth to blast a sting at her opponent.

"No," Wanda said, eyes closed meditatively. One hand flattened a palm against the air and – altering probability from sheer reflex – deflected the shot. More followed in rapid succession, all to the same effect.

"*Damn!*" the Widow cried, her voice a howl of frustration. "This isn't fair! Get these damned things off me so we can fight! *Coward!*"

Wanda seemed to stir from sleep. She raised an eyebrow. "You know, Natasha, certain things dawn on me only now. How is it that the Reaper was able to send us here? I wasn't aware that this sort of thing was a part of his repertoire. Many things make very little sense about this. Very little sense indeed."

"You're afraid! Well, you *SHOULD* be afraid! It won't be long before you're
– "

Wanda sighed. "Okay, Natasha. Have it your way." She snapped her fingers and told her constructs: "Let her go."

"Finally!" The hands relaxed, and the Widow jumped down to solid footing. "Now we'll see who's – *URRHK!*"

Wanda watched impassively, arms folded under her breasts, as the late Natasha Romanov puked out a monstrous gout of blood and noxious waste products. Still, the Widow charged in the direction of her prey – which only pulled free that much more of her intestinal tract. One of those stone hands had grabbed hold of the loose end of the entrails the Widow's abdominal wound left naked, and every step the Widow took further gutted her. Heedless, Natasha kept coming.

Deep in thought, the levitating Witch turned her back and pondered the situation. Widow's stings burst harmlessly in the air around Wanda's head as she rubbed her chin. If not the Reaper, then...?

"*Guhhhh...*" Natasha burbled. "...*Buhhhh...bitch!*"

A thud as the Widow crashed face-first to the rocks. Dead. Again.

"Hmmmm," Wanda mused. "I suppose this, then, would be the moment at which..."

The Scarlet Witch vanished.

...And reappeared exactly where she had started from, flanked by the Beast and Wonder Man.

"Hmmmm," she said.

"Oh, thank God!" Simon said, squeezing her arm. "Jesus, I was terrified that you were..."

"I'm not," she said. "I take it we're the only ones to have returned?"

Hank nodded grimly. "But I'm not so sure that all is as it appears, Wanda. I was just telling Simon that my experience was marked with several small bits of implausibility that led me to conclude that..."

Simon threw his hands in the air. "Tell me *what?!?*"

Wanda reached over to touch Hank's bicep. "I concur."

Simon rolled his eyes. "Phenomenal."

The doors were flung open yet again. The Reaper strode in, waving his

wickedly-sharp scythe before him. The War Machine walked beside him, his armor buzzing with electricity, his every footfall a monstrous crash of steel on floorboard.

"Well," the Reaper said, leering madly at each of them in turn. "So glad to see you could make it back, little brother. Sad as you are, I was certain you'd be one of the dead. But at least I'll have the pleasure of slashing you down myself."

Wonder Man clenched his fists and prepared to launch himself at his brother. "The hell you will, you murdering piece of –"

"Hold that thought." Wanda placed a hand on Simon's chest. She took a step forward, her gaze intense and not at all frightened. "You," she told the Reaper. "Who are you? Really."

The Reaper lifted his sharp chin. "I think you know. It's taken me a long time to reach this moment, Wanda, but –"

"Enough with the corniness," Wanda said. "Whoever you are, you're a mage – a powerful one. That certainly exempts Eric Williams, who is probably now either dead or locked away in a madhouse, drooling all over himself and watching the same terrible action movies most of your dialogue has been excerpted from."

"Ah, Wanda," Hank said, "although I share your suspicions, the gentleman in question *does* nevertheless appear to be dangerous himself..."

The Reaper laughed. "Do you think so, mutant? Really?"

"No," Wanda said. "I did, for a while. Now I wonder."

"*Wonder?!*" the Reaper shouted into her face, hammering her features with his spittle. "How many of your people must I kill and turn into my goddamned *slaves* before I pose a *threat* in your mind, woman?!"

"Try *one*." And then...

...As the Beast, Wonder Man, and even the undead War Machine watched in stunned shock...

The Scarlet Witch slapped the Reaper across the face. Hard.

"Oh, my stars and garters," Hank gasped.

The Reaper had fallen to his knees, and now rubbed the crimson place on his cheek. Wanda sneered at him. "*Well?!*"

"You stupid cow..." the Reaper said.

"*Who are you?*" Wanda spit straight into the man's eye, then began to kick him with a ferocity that took every man in the room aback. "You thought you could play a little game with us? Did you? *Did you?* We're the Avengers! *Who the hell do you think you are?!*"

There was a mechanical whirr as War Machine primed a missile that emerged from a groove at his wrist. "You need to back away from the boss!"

Wonder Man shook his head at him. "I'll tear you right in half, Rhodey. I just decapitated Captain America. If you think I have any sentimental misgivings about you, wow do *you* have another thing coming."

Oblivious to all but the Reaper, Wanda demanded: "Well?!"

"Who am I?" The Reaper settled into a crouch, and wiped blood from his mouth with the back of his surviving hand. "I'll tell you who I am..."

And his scythe-hand went for her throat – but when it closed around Wanda's neck, it was not a curved blade at all...it was a demon's mouth. Attached to the head of the demon that had grown out of the Reaper's shoulder.

Hank stared. "What the hell...?"

"WANDA!" Wonder Man cried.

And the Reaper – now a bearded man in a flowing scarlet robe – lifted himself into the air, his form swathed in occult energies. A second, snapping-mouthed demon emerged from the sleeve over his opposite arm. The first still held Wanda fast in its teeth, choking the life from her as her blood oozed over its lips.

"I'm Master Pandemonium," the man told them. "I'm the man who murdered the Avengers."

The Beast blinked.

"I have absolutely no idea who that is," he said.

Chapter Four: No Such Thing as a Happy Ending

Wanda Maximoff, known throughout the world as the Scarlet Witch, was dying. The teeth of the flailing demon were locked around her throat like a vice, rending the flesh on her neck with each movement of its jaw. She couldn't concentrate, couldn't activate the hex power that had been hers since birth. All she could do...was die.

Her gaze flittered down the length of the demonic manacle, to the point where scales and leather skin blistered and distorted into the pink flesh of a man. Master Pandemonium, his black hair flying around like it was caught in a windstorm, laughed maniacally, pleased beyond all belief. Wanda hated this man more than anything else in existence. Years ago, she'd been the mother of two beautiful children, the result of her marriage to the synthetic person known as the Vision. The children, however, weren't real. They had been created by the unconscious actions of her unpredictable hex powers, crafted from the missing soul of Mephisto. This

man, Pandemonium, took her children away from her, and now he was going to take her life as well.

Wonder Man and the Beast, the only remaining members of the once-mighty Avengers, sprang to action, determined to free their friend from the madman's grasp. Pandemonium cocked his head in their direction, a wild smirk creeping to his lips. His free arm extended, and his large sleeves expanded to their full extent. A horde of ravenous demons spewed forth, sweeping the two male heroes away in a tide of tooth and claw. Wanda struggled as much as possible, but found her strength depleted.

"Come on, Mommy," the demon master said as his attention returned to the woman in his grasp, "give us a kiss."

The wave of demons collided hard with Wonder Man and the Beast, forcing the two heroes away from the Scarlet Witch through sheer force of numbers. With a cry of hurt and anger, Simon Williams exploded in ionic fury, his immense strength toppling several demons with each furious swing of his fist.

"Wondy, who is this Master Pandemonium character?" Beast asked, finally managing to break away from the army of creatures by jumping into the air. Bracing himself on the shoulders of a relatively large demon, McCoy began to pounce from one monster to another, punching the head of each one he landed upon.

"He fought the West Coast Avengers a few years ago," Wonder Man replied as he smashed together the heads of two demons that had attempted to wrestle him to the ground, "but the last we saw of him was when Mephisto vaporized him into oblivion."

"Well, vaporization is evidently a temporary malady," Beast quipped, knocking out yet another demon with his own superhuman strength. Suddenly, with no warning, the demon assault ended, the remaining monsters cowering away from the two heroes for unknown reasons.

"Uh, Hank...?" Simon asked, looking over at his best friend as they moved side-by-side with one another.

The demon army parted into a path, through which strode the Legion of the Unliving. The reanimated corpses of the deceased Avengers were looking even worse than they had before, their decomposition now at a seemingly accelerated rate. This time, however, the six previous zombies were accompanied by a swelling in their ranks. Yellowjacket, the Vision, and Tigra had joined them, their own flesh already beginning to rot from the state of their dead bodies.

"Those aren't the real Avengers," Simon stated, though Hank wondered if he was saying it merely in an attempt to convince himself of that fact. "I killed Cap just a few minutes ago. There's no way he could've come back from that, zombie or not."

"I did much the same with Hawkeye," Beast answered, turning his back to

Simon's as the Legion surrounded the two, "and I agree with your assessment. However, true Avengers or not..."

The mangled visage of Captain America gave a skeletal grin.

"...we are in trouble, nonetheless."

Wanda tumbled to the cavern floor in a heap, tossed aside by Pandemonium's demon grip. She coughed loudly while rubbing gloved fingers over the deep cuts on her throat, thankful that the demon had not fully closed its razor-lined jaw. She looked up at the scowling face of Master Pandemonium, unsure of what to do next.

"So now you know the truth," the demon master stated, taking a seat on his throne of bones, "that I am responsible for this series of events."

"Why...?" Wanda choked out, her voice raspy and ragged. "How?"

"Because of you," Pandemonium responded, "I was taken to Hell by Mephisto. By absorbing the souls of your false children, I fulfilled the purpose Mephisto had created me for, and my reward was an eternity of torture. My salvation came most unexpectedly, I must admit. Mephisto's realm was recently the focal point of a demonic war, perpetrated by a creature named Zarathos. Hell was essentially turned inside out, and I took the opportunity to flee my imprisonment. I returned to life, Wanda Maximoff, and my only thoughts were of revenge upon the person responsible for my treatment at Mephisto's hands."

"You took away my children!" Wanda screamed, standing to again face down the maniacal villain. "What could you possibly do that's worse than that?"

"I took away your precious Avengers," Pandemonium answered with a grin, displaying a set of yellowed teeth below his black moustache, "and I used your own power to do it."

The Scarlet Witch furrowed her brow in confusion, not following the demon lord's statement.

"Your twin children were created by your own mutant powers of probability," he explained, "and by absorbing them I also absorbed the "hex" power that was contained within them. I applied your power of reality manipulation, Scarlet Witch, and I used it...to create a *world*. A world which followed the rules I set forth...a world in which you were unconsciously drawn into, due to your connection with my power...a world designed solely for the purpose of making you suffer for what you did to me."

"You didn't do your research," Wanda stated, the gravity of the situation finally setting in, "now I know why things felt so wrong over the past several weeks. Your reality was too *different*, Pandemonium...the Avengers have changed since you last encountered them. Eric Williams has

reformed, Simon and I have split up, and the Vision...the Vision is *dead*."

"You fell asleep in your reality, Witch," Pandemonium hissed, "and awoke in *mine*. Everything you've seen, everyone you've encountered, was all created by me. I murdered your fellow Avengers, whom I had created, in order to strike out at you."

"Then that means," Wanda said softly, turning her head to look at the battle raging deeper in the caverns, "Simon and Hank..."

"They are not *real*, woman," Pandemonium stated, finally standing from his throne, "they were created by your own power, as was everything else in my world. You are alone here, my lady...and you shall *die* alone!"

"It would appear that you're less talkative this time, Hawkeye," Beast quipped as he flipped into the air, barely dodging a volley of arrows from the zombie Clint Barton. Hank wasn't able to afford much of a chance to look in on how Simon was doing, as Hawkeye had kept him on his toes ever since the battle had begun.

Wonder Man, while relieved that his best friend only had one zombie to deal with, couldn't help but notice how unfair the battle was. The core of the Legion of the Unliving had pounced on him en masse, obviously realizing that he was the most immediate threat of the two remaining Avengers. His body crackling with ionic energy, Simon caved in the skull of the nearly fleshless Giant-Man. When the gargantuan corpse fell to the ground, the hero realized that even though they were dead, the monsters still couldn't fight without a head.

"You think you can make me hesitate?" Simon yelled as he flew into the air, colliding with the rusted and cracked armor of Iron Man, shattering the creature like it was made of glass. "You may wear the faces of our friends, but you're not them!"

Swooping down again, Wonder Man bared down on the skeletal frame of Captain America, whose shield bounced off of the superman's indestructible body. "Not by a long shot!" Simon again yelled, scooping up the zombie Captain into his arms and up into the air. Grabbing the unliving creature by its wrists, Williams pulled with all his strength, ripping the decayed Avengers chairman in half.

Turning his head back to the ground, he sneered at the remaining members of the Unliving Legion. "The team may be dead," he said through gritted teeth, "but the Avengers will fight on to the last man standing."

Stirred by Simon's statement, the Beast took a look upward at his teammate, and his eyes widened in horror at what he saw. Descending from the ceiling of the cavern, unnoticed by Wonder Man, was the ethereal form of the Vision – the synthetic Avenger's normally pristine body now a broken and flayed husk of organic organs and artificial, shredded skin. The Vision lunged through the ionic Williams, the cellular disruption playing hob with the energy matrix that made up the man's body. Wonder Man screamed and then fell to the earth, landing hard on the stone tunnel floor.

"Simon!" Hank yelled, ignoring Hawkeye as he leapt toward his only remaining ally. McCoy reached Simon in one jump, providing a furious kick to the face of the nearby Black Widow, nearly taking her head off of her dead shoulders. Beast scooped Simon into his arms, determined to defend him to his last breath.

Simon stirred back to consciousness just in time to see the four lethal arrows burrow into the Beast's back, the razor sharp tip of the shafts emerging from Hank's furry chest. With a cough of blood, the Beast look down at the four arrows poking from the front of his body, and with a tearful eye smiled at Wonder Man.

"Simon..." the Beast choked out right before he fell over, "it's up...to you...now."

Tears streaming down his face, Wonder Man stood to face the remaining deceased Avengers. Hawkeye had notched another arrow, the Wasp buzzed around their heads, the Black Panther emerged from the shadows, Tigra snarled, and the Vision hovered over them all.

"Come on, then," he whispered, his body igniting with ionic energy. "**Come on!**"

Wanda dove for the ground, narrowly escaping the blast of hellfire that poured from Pandemonium's mouth. Coming to a stop on her belly across the dirty, ashen floor, Wanda could hear the madman laughing at her. He was toying with her now; sure that he had broken her spirit. She rolled over onto her back, just as the demon master leapt atop her, crouching over her in an almost sexual manner.

"Would you like to speak to Thomas and William before you die, witch?" Pandemonium teased, his demonic hands twisting into crude representations of her twin children's faces. Wanda fought the tears that were fighting to come out, unwilling to give the monster the satisfaction.

"I knew you would figure it out eventually," he said, rubbing his malformed hands across the Scarlet Witch's thighs, "I couldn't completely sever the ties to your old world. I killed the Avengers in hopes of driving you mad...imagine my surprise when the simulacra of those closest to you began to remember *for* you. Williams, though him the brutish Beast, and the Vision...they all suspected the same as you, projecting your own doubts through the ethroplasm that I used to create them."

"But, the Vision *didn't* ..." Wanda began, giving up when she knew it was pointless to even consider.

"Oh, but he did," Pandemonium admitted, twirling his now normal fingers through her curly, brown hair, "that's why he chose the Avengers he did to take the place of the ones I had murdered. You and your paramours wondered why he chose who he did, despite my creator influence. I had him chose my War Machine, who even now guards my throne, but I could not stop him from choosing Williams and McCoy. Even though I created him, as I created all of this world's Avengers, he still found the will to defy

me."

"You didn't....you didn't create them all," Wanda remarked, flinching at the maniac's roaming hands.

"Oh, I made a few omissions and revisions here and there," he answered with a smirk. Bending down so that his face was directly in front of hers, so that she could smell his putrid breath, Pandemonium whispered softly. "So tell me...are you *insane* yet?"

"PANDEMOINIUM!"

The madman's head shot up at the declaration of his name, his face twisting into an expression of pure hatred when he saw the person to which the voice belonged. Simon Williams, his uniform in tatters, his body – once thought indestructible – bloody and ravaged, stood at the entrance of Pandemonium's throne room. The twisted and mangled body of Tigra was clutched by the neck in the grasp of his right hand, while the arm of the Vision – ripped from the android's body – was held in the grasp of his left hand.

"You should've let my Legion kill you," Pandemonium stated as he stood from where Wanda lay, "because I warn you, death by *my* hands will come most slowly."

Wanda felt a surge of hope in Wonder Man's dramatic entrance, taking the opportunity to kick her legs forward and up. The heels of her boots caught the Master in his sternum, knocking him backward a few steps. Scrambling from where she lay, Wanda made it to her feet and ran toward Simon, nearly falling at his feet when she reached him.

"Simon, listen to me," she gasped out as he helped her to her feet, "I need you to keep him busy, to give me time. You can't beat him, Simon...I'm sorry, but you just aren't able."

Simon looked at the Witch – at the woman he loved more than life itself – and nodded his head. "Do what you have to do, Wanda. He won't get by me until I'm dead."

The tears flowed freely from Wanda Maximoff's eyes as Simon gave her a gentle kiss on the forehead. She stepped backward, and Wonder Man walked forward. "Okay, Master Panda Bear," Simon said with fierce determination, "it's just you and me, now."

Suddenly, the silent zombie that was once War Machine flew from a side cavern, rocketing toward his target. Wonder Man stopped his stride long enough to level one punch at the incoming armored figure...a punch so powerful that James Rhodes exploded on impact.

"That all you got left, Pandey?" Simon asked as he returned to his forward movement. Master Pandemonium smiled as the two came face to face.

"I took the form of your brother in hopes of adding a little more pain atop your usual pathos, Williams", the Master stated, "who would've imagined you'd be the last hero standing?" Pandemonium's mouth widened, a burst

of hellfire exploding from the orifice. The flame poured over Wonder Man's face, melting and scorching the flesh before he could trigger his ionic transformation. Simon threw his right fist forward, knuckles colliding with the villain's jaw with such force that it shook the caverns in which they stood. Simon sighed with regret when he saw Pandemonium had not moved from his spot, his face neither bruised nor broken.

"Fool." The villain spat the word, and with the back of his hand he slapped Simon across the chamber. With the enlarged sleeves of his orange shirt flowing behind him, Pandemonium levitated across the expanse of the cavern to where Williams had landed. Simon attempted another punch, but found his fist caught in the grasp of his opponent's clawed demon hand.

Wonder Man screamed in agony as Pandemonium twisted and pulled, breaking and then ripping the arm of the indestructible man from its socket. "How could one created by me," the madman asked, tossing away the appendage, "expect to win this battle?"

Simon braced himself against the cavern wall, ionic energy flowing from the place where his arm had once been. "Go to Hell," he grunted.

Pandemonium thrust forward his hand, claws entering the eye sockets of the Avenger. "Never again," he answered as Simon Williams died after several agonizing moments.

Floating in the air, her body shaped into the lotus position, the Scarlet Witch fought against the power of Pandemonium that made up the reality around her. Crimson energy, the combination of her hex power and the chaos magic at her disposal, pulsed and ebbed around her. Sweat beaded on her brow as she attempted to wrest control of the power – her own power – that her foe had used to trap her.

Her eyes shot open, and the world around her *changed*.

"What madness is this?" Master Pandemonium shouted as the cave that surrounded him melted away, revealing open nighttime sky. He looked around the grassy hilltop that he now stood upon, and found the Scarlet Witch – now standing – with wild, unpredictable power flowing from her body.

"You created this world with power you stole from me," she stated, her voice tinged with sadness and hatred for the man that had so cruelly tormented her, "but now **I** am in control."

Thunder boomed from the heavens, as the clear sky began to grow even darker with the approaching storm clouds.

"I know what your *omissions* consisted of," she continued, "and I've taken the time to undo them."

Pandemonium looked up at the sky as the rain fell, and he gasped when he saw what was heading toward him. The stone hammer, hurled from the

clouds, struck him with such force that it caused the ground to splinter and crack. He fell to the grass, coughing up blood from the internal injuries caused by the hammer's strike...and that's when he heard the voice.

"For Midgard!" the booming voice of Thor, Asgardian God of Thunder, announced as he flew down from the sky, lightning sparking from the spinning hammer in his hands. "For the **Avengers!**"

"No, this cannot be," Pandemonium strained out as he rose to his knees, watching as the Thunder God descended on him, "I created all of this!"

"And I created Thor," the Scarlet Witch rebutted. "Goodbye, Pandemonium. Hell is too good for you."

Thor landed on the hill, bringing his hammer down in a furious blow to the Master's skull, driving the villain deep into the earth. With strike after furious strike, Thor battered the soulless man, breaking bones and shattering his body. Finally, after the release of aggression was satisfied, Thor pulled the broken body of the man who attempted to be a god from the small crater that had been created.

"Fairest Wanda," Thor said, his own voice as strained with remorse as her own, "I shalt take this offal to the realm of Hela herself, to see that he receives the fate of one who would be a murderer of our fellows."

Wanda nodded, and with a weak smile bid Thor farewell...and the Thunder God faded away, Pandemonium with him, no longer sustained by her power. Alone again, the Scarlet Witch cried for several long minutes, knowing what it was that she had to do next.

With a gesture of her hand, the air in front of her coalesced into the form of a man. Within moments, where nothing but empty space had been, the green and yellow body of the Vision stood before her, a smile on his android face.

"Wanda..." he began, only to find a finger on his lips to silence him.

"I didn't..." Wanda began, tears halting her words. When she found the strength, she began again. "I didn't get to say goodbye to you, Vision. I know you're not really here, that I pulled you from my own mind...but, I had to tell you..."

"Tell me what, my wife?" the Vision asked, placing his hands on the woman's shoulders.

"I love you, Vision," she said, collapsing into his arms, hugging him as tightly as she could. "I've loved you since the moment we first met. You're dead, and I can't bring you back...but I had to tell you one last time."

"I do not understand your words, Wanda," the Vision replied, returning her hug with one of his own, "except for three. I love you as well. Whatever it is I have done to you that I am not aware of, know that you are what gives me meaning. Because of you...an android knows love."

The tears streaming down her face, still embraced in the Vision's arms, Wanda found no words to express her final goodbye to the man she had married. Knowing that the world Pandemonium created was at an end, she released herself from the Vision...

...and wished herself *home*.

"Wanda! Wanda, wake up!"

Wanda awoke with a loud gasp, flailing her arms when she felt the hands of another upon her. After a moment of panic, she recognized her surroundings – her bedroom in Avengers Mansion. She looked to the person sitting on the side of her bed, attempting to calm her down, and let out a sigh of relief at the sight of her teammate and friend, Crystal.

"Wanda, you scared me to death!" Crystal said as she handed Wanda a glass of water. "You were having this nightmare, and I couldn't get you to wake up."

"A nightmare..." Wanda muttered. "If only that were true..."

THE END

AVENGERS ASSEMBLE

Some of you maybe thinking that this story seems familiar. That's because, well...if you've followed my work over the years, this large story HAS appeared elsewhere. Three years ago, I took over the writing chores on **Avengers** at the now-defunct Marvel Revolution site. Three issues into the first arc was all I accomplished, leaving the site for reasons I don't even remember now. But, this story was always in the back of my mind, haunting me in a sense.

And now it's finally finished. I tweaked it, of course, to fit it into M2K continuity...but, really, there wasn't that much retrofitting that needed to be done.

I want to give a special "thank you" to Mike McGee, 'cause without him to convince me to finish this...well, I probably *wouldn't* have. He also did a kick-ass scripting job on the third chapter, putting me to shame (as always). You're too cool for school, Mikey. If you liked this story, thank him for it...if you didn't enjoy it, well, it's all my fault then.

Chris Munn
6/11/04



Avengers # 34



**Black
Panther**



**Captain
America**



Quicksilver



Andromeda

New Order Changeth, Part One "Some Assemblage Required"

by [Thomas Deja](#) and [Derrick Ferguson](#)

"I'm surprised you wish me to take any role in this version of the Avengers, let alone one of such prominence."

The bald black man in the elegant suit looked over his shoulder at his companion. "Why do you question your position so, Steven."

"Look around you, T'Challa. This present administration has done much to make the United States highly unpopular. If you're serious about making this team representative of the Avengers' status as defenders of all nations, I have to be looked upon as a liability."

"Nonsense," T'Challa, Monarch of the Nation of Wakanda and leader of the Black Panther Cult, took a coal black bodysuit down from the closet and put it aside. "Considering what I do, your being here is more vital than ever."

Steve Rogers adjusted the heavy red gloves of his uniform. "I'm sorry, old friend, but I don't see how."

T'Challa walked over to the man in the blue chainmail. "I will be bringing in many new personages to be Avengers, Steven—personages who will represent different races, different creeds, different belief systems. The complexion of the team will change so radically, it will seem new and strange to the general populace; many of them will feel threatened by it."

Steve allowed himself a tight, bemused smile. "Why do I get the impression you intentionally chose the word 'complexion'?"

T'Challa, a man known for his grimness, allowed himself to return the smile. "For my vision of the Avengers to take root and grow, I need someone at my side who represents the best that the team can do. And who better than you, a man who has proven his valor throughout the ages?"

"Besides," the monarch added, "I can think of no better man to help me lead these heroes into battle than he who has been a friend of the Panther Throne since World War II, and who has been nothing less than a brother to me for as long as I can remember?"

Steve paused, then nodded. "You honor me as always with your friendship, T'Challa."



Sunfire



Karnak



Moondragon

"What we have, Steven, runs deeper than friendship. I have always thought that, even when relations between us were strained."

Steve took a moment before walking to the small desk on the far side of the room. Scattered on top of it were a number of manila folders. He picked up the first one and rifled through its papers. "So the rest of our crew is in the conference room waiting for us?"

"Certainly. Jarvis has put out an exquisite tea service."

"We've got them hooked, then. I can't think of a single recruit who could resist Jarvis' finger sandwiches." Steve studied the photo in the folder while T'Challa donned the ceremonial uniform of the Black Panther. "I'm somewhat shocked at who you got to agree to join. Sunfire, for instance."

T'Challa sighed. "Our young Mr. Yashida, yes. He refused my invitation several times."

"How did you get him here?"

"We had to be...uniquely persuasive."

Once Upon A Time....

The place Shiro Yashida had found himself was not known to many people. It certainly wasn't known to the general populace of the world; the changes in society that made being a prominent figure in the greater scheme of things dangerous demanded that the small shack deep in the woods surrounding Osaka remain a secret.

The fact that Shiro had been entrusted with that secret had not been lost on him. He was a hero to the people of Japan, but that meant nothing in practical terms. For the Emperor's representative to tell him meant he was kept in the highest of regards.

He was self-conscious as he approached the simple shack of paper and bamboo, a place he was told the Emperor came to meditate. After all, the present holder of the peacock throne most likely expected him as he once was—handsome and well-mannered, a fine example of the Japanese ideal. He silently prayed that the Emperor would not be repulsed by his present form, barely human and perpetually aflame with atomic energy.

With deliberate slowness, Shiro ascended the stone steps that led to the shack and got down on his knees. He brought his head to the tatami mat at the entrance and waited.

"Welcome, Yashida-san. You may enter."

Shiro rose from his prone position and entered the shack. The place was bare, save for a worn mat of reeds. Sitting on the mat in a lotus position was a young man who looked half Shiro's age, a veritable boy with a touch of baby fat in his cheek. Shiro bowed, and waited for his greeting to be

acknowledged with a curt nod of the Emperor's head. Once that was done, Shiro kneeled before him, careful not to look directly at his face.

He felt something swat him on the shoulder. Shiro looked up to see the Emperor scowling.

"Do not play at being a commoner in front of me, Shiro Yashida. The fact that you are here puts the lie to your behavior. Rise and look me in the eye as befits a samurai, and answer me truthfully."

"My apologies, your eminence," Shiro mumbled as he did as he was asked.

The Emperor paused, tamping his fingers in his lap. "Now, I have been told that you have been granted the privilege of membership in the Avengers. Is this true?"

"Yes, your eminence."

"I have also been told that, despite the generous offer of the King of Wakanda to help you regain your human form, you declined this honor."

Shiro felt a twinge of unease the moment the Emperor used the word 'honor.' Luckily, he did not show that unease on his face, opting instead to just respond, "Yes, your eminence."

The Emperor rose quickly from his lotus position and slapped Shiro with a paper fan. The fan, upon making contact with Sunfire's plasma form, promptly began to smolder. The Emperor waved it about vigorously before Shiro could properly recover from the utter shock of the young man's actions. "How dare you decline this invitation."

"I do not understand," Shiro said in stumbling tones. "I thought you—"

"You thought I would not realize you do not wish to go because you do not wish to be contaminated by dirty Westerners," The Emperor said, cutting his guest off. "You may think because of my age I am a fool, Yashida, but I know how your crippled little mind works."

"But my efforts would be best focused here, where I belong."

"Your efforts," the Emperor said carefully, "should be where they best serve the interests of Japan. And being our representative in an organization of renowned heroes, being an example of the Japanese ideal for the masses is *far* more important than patrolling our nation. That is why we have Big Hero Six."

"But, your eminence...I am a role model—"

"You will still be a role model. A role model for people worldwide, an example of the finest Japan has to offer."

"They do not wish Japanese role models," Shiro spat out.

The Emperor turned and raised an eyebrow. "Have you seen the

entertainment our friends in the West consume? They watch our cartoons, read our comics, consume and remake our movies...the time has never been more right for the introduction of a true hero of Japan into their culture."

"I do not think I would fit in."

"You are not here to think, Shiro Yashida. You are here to follow orders." The Emperor slowly circled the hero. "You are ordered to contact the Avengers and tell them you accept their generous offer. You are ordered to pack for America immediately. You are ordered to be on your best behavior both as a hero and a gentleman. You are, most of all, ordered to keep your views on Americans, Africans, Europeans, Russians, other Asians, or any race for that matter, to yourself. Is that clear?"

Shiro tried to think of a way to refute his emperor. Several times he made to say something, then stopped, afraid that what he was about to say was inadequate.

Ultimately, what he did was bow his head and mutter, "As you wish, your eminence."

It was to his credit that only a fraction of the hostility he was feeling came out in that simple utterance.

"I'm still unsure," Steve said. "He's a notorious racist."

"How can a man be a racist," T'Challa countered, "When he hates all people equally?"

The Captain considered this before admitting, "There might be some truth to that."

"Besides," the king of Wakanda said before pulling the cowl of the Black Panther over his head, "Have not the Avengers taken in those with problematic personalities before? The Swordsman, for example, or Hawkeye?"

"True." Steve continued to sift through the folders. "Although I think putting him under the same roof as Moondragon and Quicksilver...well, it's a recipe for trouble."

T'Challa allowed himself a faint chuckle. He sat down next to Captain America. "You worry too much, friend Steven. I worked carefully to make sure this team will be properly and fairly balanced. Every member will have his or her own opposite number to keep things running smoothly."

"Even Moondragon?"

T'Challa nodded. "*Especiallly* Moondragon."

"I do not see," the tall, statuesque woman with the bald head sniffed to the shorter man with the elongated, tattooed skull, "how you are going to stand it here for long."

The man shrugged and continued to look out onto the grounds of Avengers Mansion from his vantage point on the veranda. "I do not see how I cannot. The religion—the primary precept of Inhuman society is that of Unity through Diversity. In all our time interacting with human society, we have found groups such as the Avengers best reflect our beliefs."

"But the humans have never welcomed diversity, Karnak" the woman pointed out. "Indeed, they fight wars amongst themselves due to one tribe being the same color as the other. How can they live in harmony with Gods like ourselves when they cannot live comfortably with themselves?"

"I am not a God, Heather Douglas," the Inhuman said simply. "And, neither, I would wager, are you."

The woman drew herself up to her full height, her eyes flashing in anger. "Of all the people the Wakandan has gathered here, I would think you would understand. You're as far above them as I am, with your meta-abilities."

Karnak turned to face Heather Douglas, who was known to the public by her sobriquet of Moondragon. "You are mistaken. As part of my vows, I never underwent the Terrigen Rite. In truth, I am closer to the humans that you are."

"And given what little I have observed of your behavior," Karnak added in a tone of voice that was genuinely without reproach or judgement, "I am proud of that fact."

"Why, you impertinent little troll," Moondragon sneered.

"If you will excuse me," Karnak said, "I wish to seek out my kinsman."

"I feel that Karnak's presence will help smooth out the growing pains that usually accompany a new Avengers team," T'Challa offered.

"He's a good man," Steve admitted. "All the Attilan Royal Family are. What are we going to do about Crystal, though?"

"Apparently, with the new initiative Black Bolt has put in place that calls for the Inhumans to no longer be isolationists, she shall be summoned back to Attilan to spearhead the training of these new missionaries." The Panther attached his cloak with a simple silver clasp. "It should give her more time to be with her daughter."

Steve nodded. "That would be for the best."

"We are both men who have had to do without families, Steven," the Panther observed. "I do not wish those Avengers with families to miss out on time with their loved ones."

"Even this Andromeda?" Steve asked as he picked up another folder. "I'm a little wary about the idea of the daughter of one of our older foes being a visible part of our team."

"I am surprised at you, Steven. With our history of giving second chances—"

"Oh, I'm well aware of our history of 'outreach,'" Steve countered. He allowed himself a moment to remember the time, years ago, where he agreed to lead a team composed of people the public considered villains. "But she's such an unknown quantity."

"Rest assured, my friend," The Panther replied. "that she comes highly recommended."

Once upon A Time...

"I was never a good Avenger."

"There are many who would disagree with you."

"There are many who would be wrong to do so."

Namor Mackenzie the First, King of Atlantis, led T'Challa into the courtyard of his palace. In a place full of marvels, the seemingly endless expanse of coral and marble and inlaid white gold dwarfed them all.

And the architecture was dwarfed in turn by the sight of the Atlantean Army standing at attention, weapons ready for whatever command their leader gave them. Their number spilled out of the courtyard into the land beyond; by T'Challa's estimation, they were in the thousands.

"You have always been a trustworthy ally, T'Challa," the Avenging Son of Atlantis told the Black Panther. "And I agree that Atlantis would benefit from having a representative on the Avengers. I cannot be bothered to serve on the surface, but I will give you one I trust to act in my stead."

"You honor me," T'Challa responded.

Namor led T'Challa forward to the front line of the troops and the woman at the head of the first platoon. She was uncommonly tall—at least six feet—with deep brown hair that complimented the blue of her complexion. Unlike other members of the Atlantean Army, who wore tunics similar to the Romans in design, she sported slacks that came to mid-calf made of a thick, black material and was topless save for a chestpiece apparently made from the gold-plated cartilage of a shark. She held her trident as if it was an extension of her arm, and stared ahead with an intensity T'Challa found fascinating.

"This is Andromeda," Namor told the Panther. "She is the leader of my personal guard, and is the better of any five men you see before you. She will accompany you in my stead to sit at the Avengers table."

"Sir, may I address the King of Wakanda, sir?" Andromeda suddenly said, her eyes still focus on a point beyond the two monarchs. Her voice was deep and resonant, the kind that could be heard across a crowded room during the noisiest party known to man.

"You may."

"Your Highness, I have been told of the immensity of the honor I have been given, and I wish to thank you for the opportunity to serve my nation and yourself. You will find that my prior experience on the surface world will allow me to acclimate much quicker than the average Atlantean, and that my skill in a number of martial arts will—"

"That will be sufficient, Andromeda," Namor said gently. He turned to T'Challa and added, "Does she meet up with your standards, my friend?"

"This will be a good team," The Panther told Steve. "For the first time, it shall be a team representative of the Earth we claim to represent."

"With me as the token white male?" Steve said, pulling on the cowl that effectively made him the ultimate representative of the American Ideal. A smile belied the seriousness of the question.

"There is Quicksilver," The Panther admitted. "Although I suppose one could claim that, since he was adopted by a Transian, he is technically Gypsy."

"Do you think he's begun fighting with Sunfire yet?"

"I am certain he is doing that right this minute."

Shiro's eyes flashed as Pietro took a number of finger sandwiches off the plate. "You insult me."

"I do no such thing," the silver-haired mutant code-named Quicksilver countered. "I merely state a fact. You do know what facts are, don't you?"

"Claiming that our mutancy gives us a kinship that transcends our blood ties—that *is* an insult!"

Pietro downed the first of the sandwiches. "Once again, Jarvis, you have outdone yourself."

Edwin Jarvis, who had been the one constant through the numerous changes at Avengers Mansion, acknowledged the compliment with a nod of

his head before continuing around the room to refresh the other member's tea. "It was no trouble at all, Master Pietro."

"Have you read the work of Dr. MacTaggart?" Pietro asked Shiro.

"You read?"

"Now that was uncalled for," Andromeda said before accepting another cup of tea from Jarvis.

"Thank you," Pietro said.

"He has the physique of a librarian, after all," the Atlantean added innocently.

Pietro glared at the woman. Shiro laughed and said, "Just because we both have a wrong chromosome in our make-up does not make us kin, Maximoff."

"There are some, including Dr. MacTaggart" Pietro claimed as he turned away from Andromeda, "who insist that the chromosomes you refer to aren't wrong; they're right, the first step humanity is taking towards their next stage—a stage similar to that reached by my cousin-in-law and his people, where humanity will not conform to any set somatype."

"There is nothing to be afraid of, Shiro Yashida," Karnak offered. "We Inhumans have found much value in a society of clearly disparate individuals."

"Says the mongrel who chose not to subject himself to mutation."

Pietro's free hand balled into a fist. "Now that is enough," he said through gritted teeth. "Mock me all you want, Sunfire, but you do *not* mock my kinsman like that."

"I do no such thing," Shiro countered, meeting Pietro's gaze with stony resolve. "I merely state a fact."

It was at that point that the door burst open.

Captain America stood up and took the circular shield down from the wall. With its concentric bands of red and white centered around a blue field with a star, it was as distinctive a symbol of America as any other. He took a moment to contemplate it, realizing that to many people it also represented something else.

It represented what kind of man became an Avenger.

He slid his arm through the leather straps and flexed his fingers while the Panther watched.

"Are you ready, Steven?"

"As I'll ever be," Cap replied. "How's Ross dealing with the press?"

"As well as he is able," the Panther told his friend. "He may not appear it, my friend, but he is the best at his job."

"I wouldn't doubt it. You wouldn't have kept him around if it wasn't a fact." He stood aside to let the Panther take the lead. "You first. It's your team, aft—"

The sound of the anteroom door being slammed open was so loud it was heard by the two men. As one, they shifted into their battle stances, ready for whatever chose to interfere with this important day. No look passed between them as they rushed from the muster room.

The sight that met the two men was curious, but not unexpected. There, amidst overturned chairs and an apparently ruined tea service, were T'Challa's new recruits standing their ground before a familiar assemblage of heroes.

The mighty figure who stood in the doorway, his position between Crystal and the Scarlet Witch, raised his hammer to point at Captain America. "What is the meaning of this?" Thor, the Norse God of Thunder roared.

"The meaning should be clear," spat out Moondragon. "You've been replaced."

Next Issue: The Thor-led Avengers have just crashed the new team's party, and they're understandably upset at their position being usurped! What will happen when the Panther-led new line-up mixes it up with Thor's super-powerful line-up in an all-out "Style Clash"? Find out as "The New Order Changeth" concludes next issue.



Avengers # 35



**Black
Panther**



**Captain
America**



Quicksilver



Andromeda

New Order Changeth, Part Two "Style Clash"

by [Thomas Deja](#) and [Derrick Ferguson](#)

The first floor of Avengers Mansion contained several large rooms that were commonly referred to as 'conference rooms' and they were generally used for press conferences, meetings among the members of The Avengers and law enforcement officials, official receptions and social functions and the like. The largest of these conferences rooms was an impressive example of rich opulence, resplendent with highly polished oak and gleaming marble. It was an impressive room indeed. However, even the grandeur of the conference room dimmed in comparison to 15 of Earth's Mightiest Heroes facing each other in a tense standoff.

The silence in the room was broken by the ever-commanding voice of Thor that rumbled off the walls like echoes of thunder in the high snow capped mountains of his native Asgard. "Replaced? A harsh word, indeed. And from one who has spoken so disdainfully of those that hath shown her naught but comradeship in days past."

Crystal took two hesitant steps forward, her eyes opening wide in surprised disbelief. "Pietro?..and *Karnak* ? What are *YOU* doing here? Is all well at home? Medusa...did something happen to the baby? Is she...?"

Karnak stepped forward, the affection and love on his face seeming to radiate and fill the room as he slowly walked forward to embrace Crystal . "All is well with the family, cousin. Black Bolt and Medusa have a beautiful son. But there will be time for that later. There are other matters of importance we must discuss."

"Aye! And aye again!" Thor boomed, his sky blue eyes turning upon Captain America who was looking back at him with a gaze no less steady and imposing. "Captain, wouldst thou explain what the meaning of this be? I see what I must assume to be a full roster of Avengers with thee. What does Moondragon mean by 'replaced'?"

Captain America gestured at the ebon clad figure standing right by his side. "For the answer to your questions you'll have to ask the new Avengers chairman: The Black Panther."

There was another stunned silence in the room that made Captain America uncomfortable because he knew what everybody in the room was thinking. Captain America had led The Avengers on so many occasions and so often that it was just natural that everybody had assumed he was back in charge. The Scarlet Witch was the first to voice what they were all thinking.



Sunfire



Karnak



Moondragon



Thor



Scarlet Witch



"T'Challa? The chairman? But Thor's in charge now. All of us have nothing but respect for you and T'Challa, Cap but you can't just walk in here with a brand new team and say that's it, you're taking over without a word of explanation." The Scarlet Witch's glare swept around the room and she flung out an arm to indicate Sunfire and Andromeda. "And you expect us to relinquish our places on the team to strangers? Untested and untried strangers?"

Moondragon's bark of disdainful laughter made The Scarlet Witch's head snap around. "This from the woman who stood by and said nothing when genetic trash such as Callisto and bungling incompetents like Gilgamesh dared called themselves Avengers!"

The Scarlet Witch said nothing, merely lifted her hand in that gesture that The Avengers knew all too well. Quicksilver was at her side in an instant, whispering urgently in her ear, gently but firmly gripping her wrists and lowering her hands. Both The Black Panther and Captain America were speaking to Moondragon in low voices that had the desired effect because she stepped back. But Moondragon could make even the act of stepping backwards seem like an act of regal defiance.

"It is always like this when they decide it's time for a change, Eddie?"

Edwin Jarvis had been quietly watching the chaos unfold from the service door; he did not expect his position to be discovered. In point of fact, the butler had learned during his long and storied tenure with the Avengers that there were times--and membership changes were primary amongst them--when he became for all extents and purposes invisible to the heroes involved. He appreciated those moments, as it allowed him to observe history without any input or filter, so he could make his own decisions about the actions taken.

Thus, he was surprised he had been joined by the short, blonde lawyer Everett K. Ross, who The Black Panther had insisted take over the vacant position of Avengers Liaison and Diplomatic Aide.

"There is a certain degree of unrest in every changeover, Master Everett. Rest assured, thought, that this is a fairly mild version of the ritual. It isn't even the worst version that involved Madame Moondragon. Someone will always protest that he or she belongs, and someone will always quit in the heat of the moment."

"My bet's on the chickie in the black bathing suit," Everett said and nodded. "You, ummm, don't mind if I follow your lead here, Eddie--or do you prefer Jarvis or Edwin or--"

"Jarvis will do," the butler said, not letting the annoyance he felt at being called 'Eddie' show on his face. "And you may certainly 'follow my lead' here."

"Good," Everett replied, scanning the gathered heroes. "The way I figure, you know more about how this place works than any man alive. I'd be an idiot if I didn't come to you for advice."

In spite of where the compliment was coming from, Jarvis felt a swell of

Crystal



Quasar



Photon



Jack of Hearts



Machine Man



Binary

pride. "Thank you, Master Everett. I will do my best to acclimate you."

"Good. As far as I'm concerned, you're my number one advisor." From across the room, Jarvis saw Andromeda wave at Everett, a genuine smile on her face. Everett flushed, adjusted his collar and waved back. Jarvis allowed himself a slight raising of his right eyebrow in surprise. He took a moment to choose the right response to both Everett's statements and his action.

"I will remember that when time comes for my contract to be negotiated."

Standing at the rear, just inside the doorway, Quasar and Jack of Hearts had been quietly observing the events unfolding. Both young men could feel the tension in the room growing and Jack leaned over to whisper in Quasar's ear, "You want to put me down on exactly what's going on here?"

Quasar whispered back out of the corner of his mouth, "Classic Avengers moment. Hawkeye calls 'em 'Gyriches'."

"What's that mean?"

"Every once in a while we end up with too many Avengers and some of 'em gotta be Gyriched off the team. Hawkeye named it after the first Avengers government liaison, Henry Gyrich. He was the guy who laid down the seven member team rule."

"So that means eight of us have to go?" Jack frowned. He wasn't sure what he was going to do or say if he was one of the ones asked to leave. His time with The Avengers had come to mean something very important to him and he wasn't sure he wanted to give it up. He was beginning to understand why The Scarlet Witch and Thor sounded so mad. Especially now since they had just come from the deepest regions of space, having once again thwarted the plans of The Mad Titan, Thanos and helped bring about a peace treaty between the Kree and The Shi'ar. Feats such as those couldn't just be shrugged off with a hearty handshake and a 'job well done'. Jack pushed himself to the forefront, directing his words to Captain America .

"Cap, I can't believe that you would kick us out like this after all we've been through! You, of all people!"

The Black Panther stepped forward, his cultured baritone seemingly unmuffled by the mask that covered his entire head. He raised his hands and said, "No one is kicking anyone out, Jack. We have a situation here that is difficult, yes. But we will solve it as we always have. As Avengers." The Black Panther gestured to Thor. "Would my fellow chairman do me the honor of retiring with me to the main assembly room that we might discuss this situation and I may explain to you what has brought it about?"

Thor's hand tightened on the shaft of his great gray war hammer Mjolnir with such force that his knuckles could clearly be heard cracking. "I be not pleased with this talk of my worthy companions being 'replaced', T'Challa. But you and I have stood together as Avengers, warriors and aye, as brothers. I will hear thee." Thor turned to the roomful of Avengers and said, "I bid thee fellowship together until such time as the noble T'Challa

and I return to address thee all." Thor followed The Black Panther from the room, tucking Mjolnir into his wide golden belt and removing his winged helmet, cradling it under an arm.

The Avengers slowly began to break up into groups and the babble of excited conversation filled the conference room. The Scarlet Witch, Quasar, Jack of Hearts and Photon immediately surrounded Captain America, all asking questions. The Star-Spangled Avenger raised red gauntleted hands and his voice was friendly and warm but inflexible and resolute as he said; "I can't say anything about what's been going on. T'Challa wanted it this way. He wants to talk to Thor first and lay out the situation for him and then come up and explain it to the rest of you. And if that's the way he wants it, that's how we're going to play it."

"What I want to know is, how come he gets the chairman slot and you don't?" Quasar asked. "I mean, I know he's The Black Panther and all...but you...I mean, people say 'Avengers' and you naturally think of Captain America."

"All I can say is that T'Challa is the best man to lead The Avengers right now, Wendell." Captain America rested a hand on the younger man's shoulder. "The Avengers have a responsibility that must be fulfilled regardless of our personal feelings. And believe me when I say that there are few men on this planet I trust and believe in as I trust and believe in T'Challa."

"But what about Thor?" Photon blurted out. "Far be it for me to deny a brother his turn at ramrodding this team but Thor's taken us to one side of the universe in order to save it and brought us back safely! You can't tell me that doesn't count for something!"

"Thou canst not tell me that saving the universe entire does not count for naught! Even those petty minded cowering oafs who sit on their ample behinds and do naught but complain and criticize in the halls of Washington must recognize that!"

Thor's raging voice filled the cavernous main assembly hall. T'Challa sat at the huge round table with the slanted stylized **A** that was the worldwide-recognized Avengers symbol. T'Challa had one foot up on the edge of the table, one long arm resting on his knee. He had removed his mask and his bare face was full of sympathy as he replied.

"Thor, I am the first one to defend any action you deemed necessary to prevent any harm befalling Earth. Indeed, your longevity and experience with other dimensions and realms of existence makes you an expert in that area as far as I'm concerned. But there are matters here on Earth that have transpired and have not been avenged."

Thor stopped his pacing. He had taken off his long crimson cloak and thrown it on the table where it was held down by Mjolnir and his helmet. He fixed T'Challa with an intense gaze. "What say thee? What matters?"

"Did you know that Doctor Doom has wiped the American city of Milwaukee

off the face of the Earth?"

"Heimdall's Eyes! When did this atrocity occur?"

"Around the same time as when The Human Torch, an Avenger reservist I might add, was trying to single-handedly stop the latest rampage of The Hulk. Jim Hammond was forced to trigger a nova burst that American surveillance satellites identified as a low-grade nuclear blast. Until it was discovered what had happened, The United States government thought the country was under attack. And those are only a few of the matters I mention. There is the Genosha situation. New York and Seattle were recently invaded by demonic forces. Need I go on?"

"No." Thor's voice was subdued for once. His normal speaking voice was enough to make walls vibrate slightly but now his voice was so low as to be barely audible. "But were there no others that could take up the challenge and strike in the name of The Avengers? Or hail us with word of the grievous trials plaguing this world?"

"Frankly, Thor, nobody... not even Jarvis was sure of where your team was or what you doing at any given moment. Steve and I were called to the White House and spent two solid days in meetings with various government representatives who were most concerned about the events taking place not just in America but also around the world. Did you know that The Inhumans have placed secret colonies of their people in locations around the world? And they are preparing to make those Hidden Colonies known to the rest of the world?"

Thor leaned on the round table, his shoulder length blond mane obscuring his face. "But The Fantastic Four, The Champions, all those who have named themselves allies to The Avengers in times past-"

"Those teams were busy with their own concerns. I'm sure that some of them assumed that you were taking care of those situations. I most certainly did. Imagine my surprise when I accessed the Avengers database and found that you had not made a Chairman's Log entry in days. The situation became so strained that The Commission on Superhuman Activities approached Iron Man about reactivating The West Coast Avengers, which he has done."

Thor looked up. "There be naught else thou can say that would surprise me, friend T'Challa." The Thunder God laughed. "It would appear that in my zeal to protect all I have protected nothing. Fair Midgard has suffered by my failure to direct the righteous fury of The Avengers where it 'twould be most appropriate. But I apologize for nothing. The threats we have faced would have shaken the souls of The Valkyrie themselves. Aye, The Avengers in my charge acquitted themselves fair and true 'gainst the most fearful and terrible of foes and they have filled the heart of The Odinson with pride."

T'Challa leaned forward, his brown eyes clear with power and purpose. "And no one questions that, Thor. But the heart of the matter is this: The conditions of our charter with The United States Government are not being met and they are not pleased with the situation as it is. It falls to us to come up with a solution that will not only satisfy you, me and them but the thirteen people waiting upstairs for us."

"I'm not sure I'm satisfied with the fate of my membership being left up in the air, Cap. Especially not after I've worked so hard for it." The face of Jack Of Hearts, one side normal, the other flat black save for the heart shaped design around the milky white pupiless eye held an expression of determination unnerving for one so young.

Captain America motioned to Jack Of Hearts. "Step over here with me for a minute, would you, Jack? I'd like to talk with you in private. Excuse us, would you?" That last statement was directed to Photon, The Scarlet Witch and Quasar. The curiosity on their faces were plain, but they complied without hesitation or question as did most when given a command by The Living Legend Of World War II. Out of the corner of his eye, he could see Quicksilver moving in to talk with his sister while Photon and Quasar walked over to the buffet table.

"Look, Cap, I don't know what this is all about and frankly, I don't care. I've proven myself and I deserve my place on the team."

"I agree 100% Jack. I don't want you to go either."

Jack Of Hearts blinked. His face went from determination to confusion. "I don't get this."

"Let me explain. The Avengers charter calls for there to be seven active members as well as two reservists. I cashed in a favor and wrangled you one of the reservist slots." Captain America held up a hand as Jack started to protest. "I know, I know. Reservist status isn't active membership but you'll still be entitled to live here at the mansion and draw your stipend. And when an active slot opens up you'll be the first to step right into it. You've got my promise on that." The Living Legend lowered his voice slightly as he continued. "And I'd take it as a personal favor if you'd agree." He nodded in Sunfire's direction. The brooding mutant in the containment suit seemed to be bristling with unbridled energy even though he was standing perfectly still, looking out the huge picture window at Manhattan 's 5th Avenue .

"Sunfire? I don't understand, Cap."

"I'm concerned about Sunfire. For a time there, he seemed to have resolved his personal prejudices in regards to other races and nationalities and was becoming more of an open person. But his transformation into an energy based life-form appears to have caused him to become bitter and I'm afraid he's regressed to his old familiar attitudes."

"In other words, he's fallen off the wagon."

Captain America laughed easily. "I wouldn't have put it in quite those terms, but I suppose the analogy fits. Much like an alcoholic or any substance abuser for that matter, in times of emotional and personal stress, he's fallen back on a way of behavior that's comforting and familiar to him to cope with what's happened to him. And that's where you come in. You've walked where he still has to go. You've had a far longer time to come to deal with what's happened to you and you're the only Avenger

here that can relate to his situation."

Jack Of Hearts was looking at Sunfire's back as he answered, "Sure, Cap. I'll stay on. And I'll do whatever I can to help Sunfire." Jack Of Hearts turned back to Captain America and extended his hand. "And thanks. I'm honored you'd ask me to do you a favor."

"You can thank me by being a friend to Sunfire. I've got a feeling he's going to need one."

It had not been easy in the commotion of the main meeting hall to talk as Karnak knew he had to talk to his beloved cousin. So, at the earliest possible moment, he took her gently by the wrist and guided her to his temporary living quarters.

After he closed the door, Karnak noticed that Crystal was studying the furnishings. The Shatterer had worked with both the Avengers Diplomatic Aide Everett Ross and Jarvis to transport what he needed to turn his room into a proper chamber for a High Priest of Agon. The tapestries she was fingering had to be familiar to Crystal, he reasoned, and made it clear that he was not visiting.

"What's going on?" she asked. In the candlelight, she looked much closer to her age...older, even. Karnak felt a twinge of sadness when he realized what a toll this stint, and the stint before it, must have taken on his cousin.

"Dear cousin," Karnak started. "I spoke earlier of important matters we need to discuss. Once I tell you what has occurred, I hope you will be ready to prepare to return to our family and--"

"You're replacing me?" she asked, incredulity slowly creeping into her voice. "Oh, Karnak. I would have thought Gorgon capable of this, but you--?"

Karnak smiled warmly. "I am not going to deny what you say, cousin. But hear me out before you act upon that information."

The beautiful Inhuman stood, arms folded, head tilted to one side. "I'm listening."

Karnak took a moment to summon the right words. He knew he had the reputation of being the one Inhuman everyone listened to, but only because he knew how to treat his pronouncements like butterflies--delicate and easily damaged.

"Since your sister gave birth, Blackagar has felt that the Inhumans have done themselves no service by staying isolated in the Great Refuge. If Earth is to truly be our home, we needed to interact with the people therein. With an eye towards that, he has set up secret colonies throughout the planet to intermingle with the humans and exchange ideas with them."

Crystal was about to speak, fire flashing in her eyes, but the Shatterer raised one hand to still her. "There is a need in the Refuge for someone to brief these new missionaries--to give them the knowledge they will need to survive in the world of Man. Thus, it was decreed by the Genetic Council that you would be brought back to Attilan to teach them. After all, you are the one Inhuman who has had the most experience with humans. You know how they think, the structure of their governments. The Council feels, and I agree, that you are the only person who could possibly do this job."

"I don't know what to say," Crystal said after a pause that stretched out for moments on end.

"Say you will do it, cousin," Karnak said. "Every great warrior deserves a chance to be productive in peace. Take your chance with Agon's blessing."

He opened his arms and waited slowly, hesitantly, for Crystal to step into them

The quiet conversations in the room ceased as The Black Panther and Thor returned. The Avengers gathered in a quiet semi-circle before the two men. The Black Panther stood just a little behind and to the left of The Thunder God with his ebon arms folded across his chest while Thor spoke;

"Friends old and new. Comrades of many battles and battles still to come. Ye be Avengers all and though The Son of Odin may not have shaken thy hand or spilled blood with thee, know that I name thee all as worthy." Thor held his hammer in both hands and his eyes rested upon each and every one of them in turn, as he spoke. "The council between The Black Panther and myself hath been most illuminating and has removed a veil from mine eyes. A veil that shrouded my vision. In mine immortal arrogance I have not performed with the best intentions of fair Midgard in mind." Thor looked at The Scarlet Witch. "When Gladiator first contacted The Avengers to ask for assistance, thou had misgivings about leaving Midgard unprotected. It would appear that your fears were well grounded, fair Wanda. The Black Panther has named numerous calamities that hath plagued this beloved planet of ours on our watch. And these calamities mayhap might have been prevented if there had been Avengers here on duty."

The humanoid robot, Machine Man stepped forward. He hadn't said much, except to Captain America and in fact had kept to himself until now. His voice was pleasant enough but so perfectly pitched and modulated that there was a curiously even tone in everything he said. "Whatever may have happened would have happened if The Avengers had been on Earth or not, Thor. Logic dictates that since you do not possess the power of prophecy you cannot blame yourself. Earth has more than enough super humans to..." here Machine Man's head cocked to the side in an eerily human gesture, "...'pick up the slack?' I believe is the expression."

"It is not just that alone. Thor's choice of Avengers was...eccentric to say the least," The Black Panther said. "Thor explained his reasoning for why he picked the members he did and I respect his choices. But we have to honor the requests of the government and they've requested an Avengers

roster that they will be more comfortable with." The Black Panther didn't finish his thought: *And in truth, a roster that I myself would be more comfortable with...*

"Therefore and forthwith, I am turning over my chairmanship of The Avengers to The Black Panther and furthermore, I request to be placed on inactive status immediately." Thor nodded slightly to The Black Panther.

"Granted, Odinson."

Captain America frowned slightly. "Thor, nobody's saying that you have to leave the team. You've always been one of the mainstays of The Avengers. Your power, your wisdom, your experience are all invaluable to the team."

"Wisdom, HAH!" Thor laugh shook the room. "The heralded wisdom of Thor is in short supply methinks, Captain, but I do thank thee for thy generous words! No, The Black Panther is a most worthy leader. And his words have stirred much thought. Truly, one must concern one's self with saving those closest to home and hearth before setting out to save an entire universe. Methinks it is time I returned to golden Asgard for a time. But worry not. I have ensured that The Avengers will not be without the power of The Thunder God in time of need." Thor winked at The Black Panther who nodded back.

"I'll make it easy on you guys....put me on inactive as well." Everybody turned to look at Quasar who stepped forward, a sheepish grin on his face. "I think it's time I hit the road and get back to my day job."

Jack Of Hearts put a hand on Quasar's shoulder. "You sure, buddy? I've gotten used to having you around, you know. Who am I gonna watch *The Man Show* with now?"

Quasar gave Jack a brilliant grin as he said, "It's been a blast hanging out with all of you but what Thor said got me to thinking as well. I'm supposed to be The Protector Of The Universe, not The Protector Of Earth and maybe if I'd been out there doing my job, The Avengers wouldn't have to be out there doing it for me. I'm not saying I'm gone for good but I need to be doing what I was given these for." Quasar lifted his arms and the Quantum Bands on his wrists crackled with unimaginably powerful energies. "And hopefully with me out there you guys can relax a bit and not worry so much about what's going in the rest of the universe and concentrate on good old Earth now."

Thor raised Mjolnir in salute to Quasar. "There be true wisdom for thee, Captain!" Quasar blushed in embarrassment as Captain America gave him a thumbs-up.

"Well, screw this. I'm out." Binary spun on her heel and headed for the door.

"Hold on, miss!" Captain America called out. "I don't know you but if Thor thought you were good enough to fight at his side, then we'll take that into consideration if you want to remain on the team."

"And if she can pass the standard background checks." The Black Panther

stated. "During my examining recent log entries, spotty as they were, I could find no mention of a security check being done on her background."

"And so you think I'm going to hang around and let you nose into my personal life and then *maybe* you'll let me sit at the cool kids table. As I said, screw that." Binary lifted a hand in salute to The Thunder God. "If you come to your senses and go back to being in charge, big boy, all you gotta do is whistle. Until then, I *QUIT* ." The only sound after that was the sound of Binary's Avenger communicard hitting the polished hardwood floor and the slamming of the door behind her.

"Volatile, isn't she?" Quicksilver said out loud. "If there is one thing The Avengers do not need is someone with such an unstable temperament!"

The room was filled with the laughter of The Avengers except for Machine Man who had not spent much time around Quicksilver and Pietro himself who would *never* get the joke.

Crystal wiped tears of mirth from the corners of her eyes and said, "Well...that was a welcome laugh, I must say...I'm afraid I can't be as dramatic as Binary, but I'm also going to request to be put on the inactive list."

The Black Panther held out his long arms. "Karnak has informed me of what awaits you in Attilan. You have a great and noble task ahead of you, child. I am most proud of you." Crystal rushed into The Black Panther's arms and hugged him tightly.

Captain America turned to The Scarlet Witch and Photon. "Despite the seven member rule, I'm sure T'Challa can work something out if you want to stay on-"

The Scarlet Witch smiled and shook her head. "That won't be necessary, Cap. Crystal has already asked me if I wanted to go with her to Attilan and see Medusa's baby. And I want to go." The Scarlet Witch's smile was heartbreakingly sad. "It will be good for me, I think. Medusa is an old friend and I've seen too much of death recently. I'd like to see life...especially new life." There was a wistful, faraway look in her eyes and those who knew The Scarlet Witch best knew that she was thinking of an artificial heart that had once beat for her with enough love for a thousand human souls and two bright, beautiful children who had one day vanished like early morning fog under the sun's rays. The Scarlet Witch blinked suddenly and her face cleared. "Before you know it, I'll be back. And if you need any help-"

"I can think of few who I would rather have at my side than you in a crisis, Wanda," The Black Panther said with genuine affection. "That leaves you two." He turned to Photon and Machine Man. "There's one reservist slot left open but as Cap has said, if the both of you want to stay on, I'm sure we can find some reason-"

"Monica, why don't you come to Attilan with Wanda and I?" Crystal blurted out excitedly. "Oh, we could have such great fun together! And I'd love for you see my home!"

"I thought that humans weren't allowed in The Great Refuge?" Sunfire said, startling just about everybody in the room. He had not said one single word to anyone since entering the room and in fact, some of The Avengers who had never met him thought he was mute up until now.

Karnak answered him with a smile. "In this case, I think an exception can be made."

"But you won't have to." Photon walked over and hugged Crystal tightly. "Thanks for the offer, baby, but if I'm going to take some time off from The Avengers, I'm going to spend it with my folks down in New Orleans . I've been gone so long I know they must be sick with worry. And I had planned on asking Thor for a month's leave anyway. But now that there's a full roster of Avengers, I guess I can take more than a month."

"But keep your communicard handy and when you are ready to come back to us, know that you are welcome always." The Black Panther said. "And that leaves you, my friend. How do you stand?"

Machine Man extended his hand. "I am a student of the human condition and I do not consider myself what is popularly known as a 'superhero'. But I have come to know something warm and comforting in this assemblage and I would like to continue my association here."

"Certainly you shall," The Black Panther assured him, taking Machine Man's hand in a firm handshake. "It would appear that the situation has been resolved to everyone's satisfaction, has it not?"

"Not quite, T'Challa," Captain America 's lips quirked in doubtful contemplation. "I'm still not sure about this Everett K. Ross character..."

"...but you must admit that he certainly got this press conference organized expeditiously, did he not?" The Black Panther asked of Captain America the next day. The early morning mid-summer sun was shining right down on the main entrance of 890 5th Avenue . A podium was at the foot of the well-worn black marble steps.

Captain America was looking through the window at the huge crowd on the front lawn of Avengers Mansion and beyond that, thousands more were on the sidewalk and the street, effectively blocking traffic. The naming of a new Avengers roster was something of an unofficial holiday in New York and it was customary for thousands to take off from work and school and scramble for a good place in the crowd or to gather in favorite watering holes to watch the announcement of the new roster and the following press conference.

"I'm still not convinced," Captain America said resolutely. "Jarvis handled the press conference duties for years before we had a Diplomatic Aide. I know you've worked with this Ross before, but-"

"Gentlemen! It's time to shake our money-makers!" Everett Ross poked his blond head into the room. He wasn't a tall or imposing man at all but he fairly crackled with nervous energy that seemed to radiate from him in all

directions. "Gotta give the people what they want!"

"Mr. Ross, exactly why are we having this press conference outside? We have rooms inside the mansion for that purpose."

"Yes, Captain, I know...but being inside a dark, stuffy room...well, it just makes more of an impact when New York and the world can see their Avengers standing in the glowing rays of a new day's sun, rededicating themselves to the principals and goals that have made The Avengers heritage legendary." Everett wiped away an imaginary tear and clapped his hands together, rubbed them briskly. "And we *GO!* "

Captain America turned to The Black Panther and they both fell into step, following the excited Everett . "You're grinning underneath that mask, aren't you, T'Challa?"

"Not I, Steven. Not I."

Everett K. Ross thumped the microphone for attention and the crowd's murmuring subsided. "Ladies and gentlemen of the press. Citizens of New York City and of the world, on behalf of The Avengers, I welcome you here today to witness the rededication of a dream. A dream that began when five of the most powerful heroes on Earth found themselves in separate conflict against a terrible enemy. An enemy that threatened not only them, but the life of this wonderful planet of ours. Only by working together could they defeat this enemy on that day.

"It was a day unlike any other...a day when five heroes who had only heard of each other's existence first banded together...united against a common threat...on that day, The Avengers were born!"

The cheering of the crowd echoed and re-echoed in the concrete canyons of New York and it was a full two minutes before the din had quieted enough for Everett to be heard again; "And now I present to you those heroes who will carry on that dream...heroes who will represent the world we live in as the best and brightest of not only humanity but the many other races and forms of life who share this planet with us and which we all call home. First we have the chairman, The Black Panther!"

The Black Panther emerged from the doorway of the mansion and stood on the top step, waiting for his teammates to join him one by one, as Everett called out their names.

"Captain America , Living Legend Of World War II! Quicksilver, mutant super-speedster! Moondragon, born on Earth but raised on Titan and gifted with mental abilities beyond comprehension! The warrior Andromeda hailing from the undersea kingdom of Atlantis ! Sunfire, premier hero of Japan ! Karnak, known in The Inhuman kingdom of Attilan as The Shatterer! And waiting in the wings in their highly trusted position as reservists, Jack Of Hearts and Mr. Machine!"

Over the yowling and screaming of the crowd, Captain America whispered out of the corner of his mouth, "Mr. Machine? I thought his name was

Machine Man?"

The Black Panther whispered back, "I'll explain later. Do you still have your doubts about Everett Ross?"

Captain America grinned. "I think he'll do just fine."

Everett 's voice boomed from the speakers: "I give you Earth's Mightiest Heroes..... THE AVENGERS!"

And the crowd goes wild.

NEXT ISSUE: With Captain America, Black Panther, and Quicksilver away on business, the new kids are given their first "Trial by Fire" against none other than...the Blank? New writer Chris (Avengers West Coast, Thunderbolts) Munn comes on board as writer, setting the seeds for the biggest Avengers saga yet!
