



M2K Cyberback #3

Collecting original AWC issues #18-40, 45, & Annual 2009 by Josh Reynolds

FEATURING:



Hawkeye



Iron Man



Princess Python



Moon Knight



Darkhawk



Darkhold Dwarf



Wasp



Thoth-Amon



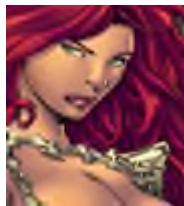
Rama-Tut



Hank Pym



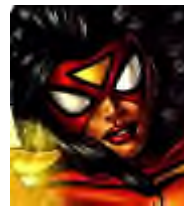
Doctor Druid



Red Sonja



Conan of
Cimmeria



Spider-Woman



Halifax

Table of Contents

AWC #18 by Josh Reynolds	2
AWC #19 by Josh Reynolds	9
AWC #20 by Josh Reynolds	19
AWC #21 by Josh Reynolds	28
AWC #22 by Josh Reynolds	35
AWC #23 by Josh Reynolds	43
AWC #24 by Josh Reynolds	52
AWC #25 by Josh Reynolds	62
AWC #26 by Josh Reynolds	69
AWC #27 by Josh Reynolds	78
AWC #28 by Josh Reynolds	86
AWC #29 by Josh Reynolds	94
AWC #30 by Josh Reynolds	103
AWC #31 by Josh Reynolds	122
AWC #32 by Josh Reynolds	131
AWC #33 by Josh Reynolds	140
AWC #34 by Josh Reynolds	149
AWC #35 by Josh Reynolds	155
AWC #36 by Josh Reynolds	163
AWC #37 by Josh Reynolds	171
AWC #38 by Josh Reynolds	180
AWC #39 by Josh Reynolds	188
AWC Annual 2009 by Josh Reynolds	195
AWC #40 by Josh Reynolds	213
AWC #45 by Josh Reynolds	225

San Francisco was dead.

And now every scavenger on the West Coast was coming to pick the bones clean. Moon Knight shifted his weight on the edge of the fire escape, his cloak wrapped tightly around him, rain water sliding off it to fall towards the alleyway below. His body ached with all the old familiar pains-muscles sore, bones bruised, joints swollen. Another day on the job. Only problem was, this day was taking too damn long.

Seventy-two hours now. Seventy two hours without much more than a cat-nap and a cup of coffee to keep him going. He looked up into the night sky, smiling beneath his mask as the moon slid out from behind the clouds and silvery light was reflected from every puddle and drop of rain water.

Cat-nap, coffee and the moon.

That was all anyone really needed.

He stood and threw himself forward, cloak snapping, gloved fingers grasping the slick metal of the fire-escape across the alley from the one he'd just been sitting on, booted feet lashing out to strike the latch just right so that he could ride the descending ladder down to the street below.

Moon Knight landed in a rustle of white cloth, looking like nothing so much as a ghost rising from the trash strewn pavement, the steam from the grate beneath his feet curling up around his body like the fingers of some amorphous giant.

All in all, it was a disturbing sight.

The trio of looters who had stopped in the alleyway to look over their illegally obtained goods certainly thought so, too stunned to say anything or even pull what weapons they may have had.

Moon Knight rose to his full height, drinking the fear in. He didn't say anything. There was no need. Curved throwing blades rested between each of his knuckles as he shrugged the edges of the cape back. With a sinuous twist, he let the throwing darts fly.

The lunch-break was over.

Time to go to work.

MARVEL 2000 PRESENTS...

#18 - "NO MAN'S LAND"

Written by Josh Reynolds

It is a sad thing when a city dies. Just ask the people of New Orleans. Even the most intimately familiar landmark is rendered alien and disconcerting. San Francisco would recover. But such recovery was a distant thing, unthinkable amongst the debris of Equinox's rampage.

Over six thousand people had been rendered homeless. Over three hundred had died either during the destruction itself or due to the aftershocks. Muggers, looters, rapists, criminals of every stripe and caliber

had descended upon the city in numbers that didn't even include the homegrown variety who had squirmed out of the woodwork once the flames went out and the ice melted. Harder to kill than cockroaches.

Harder to trap, too.

Marc Spector, Moon Knight, was finding that out. After the Avengers West had lent him a hand in dealing with Equinox and the aptly named Grotesk, the Fist of Khonshu had remained in the city to help with the efforts to restore law and order.

The Avengers were not to be seen of course.

Clean-up was not part of their mission statement apparently. Yet another reason he was glad to no longer be associated with them. The feeling was probably mutual come to that. Moon Knight smiled beneath his mask. It died as swiftly as it had come.

Of course, there were times having back-up came in handy. He had no resources here, not really. Only his own two hands and what he'd brought with him to handle Equinox. Even Frenchie was back home in New York. And he was tired. Very tired. For almost a week he'd been doing what he could to help the police and the National Guard maintain order but it was getting harder every day. Low-level meta-humans were mixed in among the more common criminals leading to increasingly brutal fights.

On top of that, people were disappearing.

At first he had considered it to be simple population drift. People leaving San Fran after the disaster, heading for greener pastures. But some of those missing had left families behind. Children. Wives. Husbands. One old man had left his wheel-chair. All in all, it piqued his investigative streak. But it was hard to investigate anything when he had to worry about costumed criminals invading this no-man's land looking for anything that wasn't nailed down.

He settled himself more comfortably on his perch, his mind picking over the information he had on the disappearances and the clues that had brought him here.

Different times. Different sexes. Ages. Races. No real patterns among the victims. So if there was no pattern there, look elsewhere. Location? The disappearances took place at different locations. But always at aid stations. Reaching into a flap on his belt, Moon Knight pulled out a FEMA map of the city, little more than a blue print with aid-stations marked in red. All of the disappearances had been traced with a black line from one station to the next. A spiral pattern had presented itself, looking for all the world like a coiled serpent. And if the pattern were correct and not just a hare-brained theory his sleep-deprived mind had seized onto out of desperation, the next disappearance would occur here at the station below sometime today.

So now he squatted atop a crumbling brownstone, his cloak wrapped tightly around his form as he watched the throngs of displaced humanity mill about in one of the many aid stations the National Guard and FEMA had set up around the city. Offering food, clean clothes and some small illusion of safety the stations were nonetheless havens for the criminally inclined. After all, muggers needed to eat too. Or so he'd been told.

The sky overhead was heavy with slate gray clouds that promised rain. He hadn't been dry in days. His nose wrinkled. His costume was starting to mildew as well. Unpleasant but nothing to be done for it now.

"OUT OF MY WAY!"

Moon Knight glanced up, looking out over the milling crowd of people. There. A large figure was forcing his way through the crowd towards the food line, his skin the color of the clouds overhead, his eyes redder than the setting sun. Moon Knight sighed. With a muted groan he stood, trying to work the kinks out of his back. Looked like sitting and watching was now out of the question.

Ah, well.

"I SAID OUT OF MY WAY!" the stone-hued man bellowed, flinging National Guardsmen aside. "I'M HUNGRY!"

"We're all hungry, Slate." Moon Knight grunted as he landed on all fours behind the man. "Just wait your turn and I won't bust you right now for disturbing the peace."

"Moon Knight." Slate turned, his statuesque features splitting in a grimace. Black teeth that shined like polished gems flashed as he snarled. Slate was a mutant and a wannabe of the worst kind. He'd worked with various gangs in New York for a short while before heading for the West Coast, probably hoping to avoid contact with any 'capes'. That was the usual result when a wannabe got his ass handed to him as many times as Slate had in his short, inglorious career.

"I'm gonna bust you up."

"Clever. Is that your new catch-phrase?"

Moon Knight examined Slate as Slate circled him, clenching and unclenching his fists. Super strength. That much was obvious. What level? Not the Hulk. Probably not even on par with Darkhawk. Slate looked more dangerous than he was. Thick hide though. Probably thick enough to keep his darts out. Pressure points then. Easiest way to do this. Quickest too. Too tired for anything else.

"Ain't going to stop me man. Take what I want and bust up anybody that gets in my way! 'S why I came down to Frisco in th' first place." Slate said.

Moon Knight didn't bother to reply. He knew what was coming next. Slate swung a fist, telegraphing his move with a grunt of expelled air and Moon Knight threw himself under the blow and inside Slate's reach. Moon Knight continued moving, rolling between Slate's legs and flipping over onto his back so that he could lash out with both feet at the back of his opponent's legs. Something went snap and Slate screamed as he fell onto all fours. Moon Knight was up a second later, and another well placed kick connected with the back of Slate's head where it connected with his neck. His cries were cut off in mid-wail and he fell senseless to the street. People began to clap as Moon Knight stepped aside and police officers and National Guardsmen took custody of the unconscious brute. One of the officers, a haggard looking man in filthy SWAT gear gave Moon Knight a tired nod.

"Glad you're here, man. We could use a few more of your buddies on clean-up if you got a way to call 'em."

"Unfortunately, we're on our own officer. I-" Moon Knight stopped, looking around. "You feel something?"

"No, I-wait." The cop looked around. "I-is the ground...trembling?"

"EARTHQUAKE!"

The pavement beneath their feet gave a sudden lurch and people began to scream as the ground shook with a terrible fury. Dust rose into the air and debris rained down on the aid station. Moon Knight dove forward, his shoulder catching the SWAT officer in the mid-section and knocking him aside as a chunk of

masonry smashed into the ground where they'd been standing only moments before. Moon Knight rose into a crouch, eyes narrowed as he tried to pierce the dust rising from the street.

A shadow rose behind him and he only narrowly avoided two gray fists slamming into the pavement. Slate swiped at the dust as he regarded Moon Knight.

"Think that was funny, man? Howsabout I give you a kick in the head an we see how funny it is?"

Moon Knight slid a hand inside his cape, not replying. Waste of breath really. Why waste what few jokes he'd stolen from Spider-Man on a loser like Slate? When his hand returned it was with the collapsible truncheon that was the core of his arsenal. With a snap of his wrist he hurled the truncheon into the ground at Slate's feet where it ricocheted up into the mutant's face, breaking his nose with a satisfying crunch. Apparently adamantium was dense enough to break Slate's skull. Good to know.

Moon Knight followed through with a side-kick that knocked the wind out of Slate, sending him to his knees. Before he could capitulate however, a burst of green hued energy suddenly crawled over his opponent, knocking him flat. Slate trembled and jerked stiffly where he lay as a sensuous figure stepped out of the obscuring dust cloud the earthquake had thrown up and put a boot on Slate's back. The woman was slim and petite with dark skin and even darker hair and clad in a white and green costume decorated in a serpentine motif. Energy crackled between the fingers of her upraised hand and she smiled nastily at Moon Knight.

"Hello there. I don't believe we've been introduced. I'm the Asp. And you're dead." She gestured and the energy rippled from her hand and lashed out at him. Moon Knight threw himself out of the way, scooping up his truncheon as he did so. His mind moved swiftly, going over the facts. Asp. Cleo Nefertiti. Egyptian born mutant. Founding member of the Serpent Society. Capable of emitting a paralytic in the form of energy. Close range fighter. Options? Stay out of her reach, hit her from afar.

"I've heard of you. One of Captain America's old sparring partners. What do you have against Slate there?"

"Not a blessed thing. Target of opportunity if you will." Asp shrugged and threw another burst of energy at him. "Just like you."

"I'm flattered."

"You should be. I don't usually give my men the chat-up before I sink my teeth in yeah?" Asp laughed, her energy sending him diving back. She was herding him, but wh-

"Aaargh!" Moon Knight screamed as several razor sharp somethings tore through his cape and the flesh beneath. He fell to his knees, slamming his truncheon backwards in an attempt to fend off whatever it was. Hands clad in yellow gloves seized his cowl and yanked him to his feet before settling on his throat. His eyes focused first on the too long strip of mouth that contained a multitude of stick pin fangs.

A guttural voice said, "I've been waiting to kill me an Avenger for years now."

"I'm not an Avenger." Moon Knight hissed, stabbing his truncheon into the gut of the purple costumed figure holding him. It released him and stumbled back as Moon Knight fought to clear his head. Cottonmouth. Quincy McIver. Cybernetic implants allowing jaw displacement and titanium dental replacements. Close range combatant as well. Options? Break his jaw. Moon Knight spun the truncheon in his fingers and brought it across Cottonmouth's face with a startlingly loud crack, sending him stumbling to the ground. Moon Knight kicked his legs out from under him and spun back towards Asp, who was lunging towards him.

"I'm not even a Defender." Moon Knight said as he smoothly stepped out of the way and brought an elbow down in the middle of her back, knocking her flat. Abruptly the ground seemed to leap out from under him, knocking him onto his back and he let out a yelp of agony as the wounds in his back flared. He tried to get to his feet but the ground was bucking too much. This wasn't an earthquake. Too localized. None of the buildings were shaking now, just the street. Something else was causing it. People were still screaming, running, scattering. He couldn't see anything through the dust and the people. Two members of the Serpent Society. Not a coincidence. Wasn't there another member who could cause localized vibratory disturbances? The Rattler, that was it. He was here somewhere. Had to be. Moon Knight shook his head. His back was on fire. Hard to see straight. Poison?

A shape leapt over the heads of the fleeing refugees, bounced off the nearest pole of the first-aid tent and hurtled through the air at Moon Knight, claws extended, his blood already decorating their tips. Moon Knight rolled aside, unable to get his balance on the pitching street even as the colorful, silent creature landed where he had been and instantly came at him again, tail snapping in its wake. That explained his diminished capabilities, the cold part of his mind noted as he got his first clear look at this newest attacker.

Roland Burroughs. Death Adder. Mute killer with poisonous talons and bionic implants. Also dead. Killed by the Scourge supposedly. Lot of that going around lately. He'd have to look into that later. Talons scraped the pavement as he flipped out of the way. Much later. He twitched his wrist and the truncheon in his hand extended into a staff. He used it to push himself upright just in time to meet Death Adder's next lunge. No way to avoid it. Not enough strength to stop it. Have to roll with it.

A crimson blur slammed into the mute killer in mid-air, sending him tumbling to the ground. Moon Knight blinked.

"Should've expected to see you here."

Spider-Woman grinned down at him, black hair swirling around her crimson mask. "Nah. I did most of my web-slinging in LA. Only came down here after I lost my powe-hold on." She spun in place, one shapely leg lashing out to catch a revived Cottonmouth in the gut and sending him flying backwards. Moon Knight cocked his head. His vision was getting blurry. Hard to stand up. Had to stay on his feet until this was over.

"They came back, hunh?"

"Didn't yours?"

"It seemed like the style at the time."

"Oh well, if it was a style thing..."

"Are you saying I don't have style?"

"Never. Far be it from me to comment on somebody's taste in spandex."

"Spandex doesn't breathe."

"Doesn't take to water well either apparently. Whew! Mildewy." She grinned at him again. "Incoming!"

She leapt straight up as Cottonmouth dove under her and straight into the business end of Moon Knight's staff. "My mildew is none of your business, Drew." He said through gritted teeth. The pain in his back had become a cool numbness that was spreading swiftly.

"Didn't say it was Mooney-Tunes. Behind you!" She dropped light-footed onto the tip of his staff and dove off onto Death Adder. Spider-Woman grasped the killer's wrists, holding his claws away from her face as she brought her knees up into his green, featureless mask, stunning him. "Thought you were dead 'Adder."

"You'll have to excuse Roland. He doesn't speak much." Asp said as she came up behind Moon Knight, who was kneeling on the ground, holding himself upright only by his tight grip on his staff which was wedged between two displaced hunks of pavement. "Kind of like your pal here, though that might just be the poison reaching his heart."

"Poison?" Spider-Woman said. Beneath her, Death Adder clicked his claws as if for emphasis. "Oh that's lovely."

"It is isn't it?" A new figure said, his voice tinged with a slight German accent. "It's called 'team-work' Spider-Woman." The man was clad in a rusty brown body suit with a thick tail looping up over his masked features. He squatted beside the still paralyzed form of Slate and hefted him over one broad shoulder. With deft fingers he tapped the radio headset on his head and said "Rattler to Snakes Nest. Package is in hand."

"What about them?" Asp asked as she looked down at Moon Knight, her tongue running across her lips. Rattler grimaced.

"What about them? We don't need them. No reason to fight them anymore, isn't that right Spider-Woman? After all, you might want to get your friend some help before he keels over. Can't stop us and do that at the same time."

"Can't stop us any way." Cottonmouth muttered, rubbing his jaw. "Why the hell does everybody kick me in the damn face?"

"Probably because you keep trying to bite them Quincy." Rattler sighed. He looked back at Spider-Woman. "Please release Roland and help your friend Spider-Woman. Or refuse and watch him die from Roland's poison."

Spider-Woman released Death Adder and flipped away from him as he took a half-hearted swipe at her before scrambling towards his associates. Moon Knight groaned, "Don't..." his voice trailing off as he collapsed on his face, his fingers reaching out to grab Asp's leg only to slide off seconds later as she shook his grip off. Spider-Woman leapt towards him even as the four members of the Serpent Society along with their burden vanished in an explosion of blinding light. Spider-Woman cursed and rolled Moon Knight over onto his back. "Shouldn't have...you shouldn't..." He muttered weakly. Spider-Woman shook her head.

"Coulda, shoulda woulda Mooney. C'mon. Stay with me."

He didn't answer.

Spider-Woman leaned over Moon Knight, listening for his heartbeat.

Faint, growing fainter.

He was dying and there was nothing she could do about it.

Overhead, the sky ripped open and rain began to fall.

NEXT ISSUE: *Moon Knight...dead? Probably not, but you'll have to come back to find out won't you? And what, exactly, has been going on with the Avengers West while Moon Knight and Spider-Woman have been fighting for their lives? Find out next issue in... 'CHANCE MEETINGS OF LONELY PEOPLE!'*

LA-LA LAND

So that's it. My first issue of Avengers West Coast and my first anything for M2K. Drop me a line at argus33@hotmail.com and let me know what you thought. Even the bad stuff.

-Josh

The rain hammered down.

But through it, light rode the rain-drops to the battered streets of San Francisco.

Light.

Not a warm light. Not the light of the sun.

A cold light. Chill. Merciless.

The light of the moon.

Marc Spector screamed as his heart shuddered in its web of muscle and tissue, expelling poison through his pores in a black sweat and he tore his mask off, his mouth greedily sucking in the cold, wet air. And shining down, grinning idiot-like and mocking, the moon watched its best-beloved one thrash his way back to life on the wet street.

Spider-Woman, Jessica Drew, watched in horror and a touch of revulsion as the man she'd have sworn to a choir of angels was dead clawed his way to his hands and feet, a piercing whine dripping from his lips.

"I...live." Moon Knight hissed, his voice raspy. Dead eyes flickered up and Spider-Woman stepped back. All the rage and violence in the world was swimming in those eyes, black as the pit from end to end. Spector shook himself like a dog and rose haltingly to his feet, pulling his mask back on as he did so. Spider-Woman reached towards him and he stepped back, shaking his head.

"Give...give me a minute." He grunted. Her eyes narrowed behind the crimson mask she wore.

"What the hell was that?"

"What?"

"That! The being dead then not thing you just did!"

"I wasn't dead."

"You were dead."

"You misread the situation."

"Bullshit."

"I wasn't dead because I'm not technically alive." Moon Knight sighed, squaring his shoulders beneath his cape. He held out a hand to her and she stepped back this time.

"Are you a zombie? Do you have the munchies? My delicate tissues are staying right where they are mister comes-back-from-the-dead without so much as a warning."

"I'm not a zombie. I'm just not al-you know what? Fine. I am a zombie."

"Are you a fast zombie or a slow zombie? Because I want to know when I should start running..."

"Stop it. I'm not a zombie. I'm just not alive in the classical sense."

"Oh. Well, that's alright then." Spider-Woman snorted. "Not."

"Not? What are you? Like five? Show some dignity."

"Are you sure you're not a zombie? You sound like a zombie. A cranky zombie."

"Oh for the love of God."

MARVEL 2000 PRESENTS...

#19 - "CHANCE MEETINGS OF LONELY PEOPLE"

Written by Josh Reynolds

"Oh for the love of God." Tony Stark, the Invincible Iron-Man, threw his hands in the air as he stepped onto the escalator and started down towards baggage claim of LAX. "Get over it will you?"

"No. Goddamnit, a man's salted peanuts are his life. Stealing them is as good as murder!" Clint Barton, Hawkeye, snapped, arms crossed beneath the wilting flower wreath he wore around his neck. Stark looked back at him and pointed at the lei.

"I didn't steal them. I stole one. One! And take that thing off. We're not in Hawaii anymore."

"You know, fat cat like you could probably buy salted peanuts in bulk. Why you got to steal from the small business man?"

"You were asleep! I didn't think you'd notice."

"I have cat-like senses."

"He does. I've seen him hit a sunbeam for a nap at a dead sprint." Janet Van Dyne, the Winsome Wasp, laughed as she squirmed past the two arguing men and hopped down the escalator stairs.

"Hey, no cuts!" Hawkeye barked.

"Scuse me. Coming through. Full bladder." Chris Powell, Darkhawk, clambered down the guardrail of the escalator, sliding towards the bottom. Stark tried to grab him as he slid past but missed.

"You should have used the toilet on the plane!"

"Airplane toilets freak me out!" Powell yelled back as he hopped to the ground and bolted for the nearest restroom. Stark rolled his eyes and turned as Clint tapped his shoulder.

"What?"

"You owe me a bag of salted peanuts."

"They were my peanuts. It was my plane!"

"Give it up Tony. You know how stubborn he gets." Janet called as she waited beside the baggage claim. "Especially with trivialities."

"Peanuts aren't trivial."

"I'll buy you a bag before we get to the compound. Happy?" Tony asked, glaring at Barton. Clint grinned.

"You know I'm just trying to keep you honest."

"I'm a Republican."

"So too late then hunh?"

"Keep it up Barton and I'm going to shove that bow where the sun don-"

"Hey!" Janet yelled. The two men turned, eyes wide. Jan gestured at the pile of luggage she'd been steadily pulling off of the carousel. "Somebody going to help a lady with her bags?"

Clint looked at Tony. "I miss Jarvis."

"I miss Jan." Hank Pym said to himself. He blinked. Had he said that out loud? He shook his head. Working too hard, that was all. He stared at the thing on the table before him, wires and plastic tubing emanating from every limb and orifice as if it had exploded. Hank smiled slightly and brushed a speck of ash from the gleaming metal before him.

How long had it been?

Ten...fifteen years since he'd built the world's first truly self aware AI?

Ultron.

The prodigal son. Hank shook his head. He didn't want to think that way about it, but Ultron had no such reservations. It had made that clear over the years. A distorted, bastard shadow-child with an oedipal complex Freud would have orgasmed over.

Now there was an unpleasant thought.

Hank chuckled bitterly. Ultron. He'd made a lot of mistakes in his life. More than most. But Ultron was one that it was going to take some concentrated effort to make up for. Of course, if anyone knew how he was planning on doing that they'd think he'd gone crazy.

Again.

"Is there a twelve-step program for mad scientists?" Hank sighed, leaning back in his chair, his back muscles growling in pain.

"No. But I can recommend a good therapist."

Hank turned in his seat, eyes widening slightly as he took in the two forms that had slipped into his lab without so much as a whisper of sound. He didn't wonder how they'd gotten in. Waste of time that, considering who they were.

Moon Knight nodded to Pym. "Pym."

"Moon-Knight." Hank glanced at Spector's companion. "And Miss Drew if I'm not mistaken."

"Hello Hank." Spider-Woman smiled. Moon-Knight sat wearily on the table before Pym, pushing equipment carefully out of the way.

"Where are the others?"

"Hawaii. Why is that any of your business, might I ask?"

"Oh, on a little vacation are they? How delightful."

"Sarcasm doesn't answer the question."

"But it makes me feel better." Moon-Knight rubbed his head beneath his hood and glared at the ceiling. Pym was silent. Spector sighed. "Fine. Serpent Society. Sound like Avengers business to you?"

"You're dripping water on my sensitive electronics."

"Good. One less distraction preventing you from calling up your buddies and getting them back here."

"They're on their way back now I believe. In fact, if my calculations are correct they just landed at LAX. If you can wait that long."

"I think I can manage it."

"Cranky zombie." Spider-Woman said as she leaned across the back of Pym's chair. "Hank why is Ultron on your table?"

"It's not Ultron. Or at least it won't be. Zombie?"

"Him." Drew gestured at Moon-Knight who threw his hands in the air and began to pace. "He's a zombie." Pym eyed him speculatively.

"I always suspected. Fast or slow?"

Hawaii had been a fun idea. Also, in Clint Barton's inestimable opinion, stupid. They'd needed the relaxation after everything the team had been through lately, especially now with roughly a quarter of their strength cut from the roster.

But still...

He looked out the tinted window of the luxury limo Tony had snapped his fingers and seemingly conjured into existence as Los Angeles spread out around them and found his thoughts drifting towards San Francisco.

They should have done more.

Granted Tony was flinging cash at the problem like nobody's business but they should have stayed. Made their presence felt. He felt a hand on his knee and he looked up as Jan smiled at him from where she was sitting across from him.

"Pensive is not a good look for you Clint. Trust me on this."

"Comes with the territory Janey-baby. I guess I'm just eager to get back to work."

"Strange as it sounds, so am I." Jan frowned and leaned back in her seat. "Maybe I just miss Hank."

"And what's not to miss?" Clint grinned. Jan rolled her eyes.

What indeed? Her feelings for Hank were as confused as ever. And he wasn't helping matters by burying himself in his lab, working on God knew what. At least he wasn't still punishing himself over the Vision's death. But his increasing isolation had her worried.

She loved Hank Pym. Not as much as she once had maybe, but more than she ought to all things considered. She loved him and worried in the back of her mind about his sanity. He'd never been stable. Not really. And now he was getting worse. She smiled weakly at Clint as he talked, not really listening to him.

Poor Clint. He wanted to be Captain America so badly. Not that he'd ever admit it. And now that he had a real chance, a second chance, it was all starting to slip away again. She smiled again and nodded, mouthing pleasantries.

Tony Stark sat beside her, only half listening to the conversation. He knew what was bothering Clint. Hard not to know really. Equinox had been one of the biggest disasters since Hurricane Katrina to befall an American city. They could have stopped him sooner. Or they could have failed to stop him at all. Shoulda, coulda, woulda. What might have been wasn't as important in Stark's opinion as what was going to happen next. And tying down every active West Coast member in guilt-assuaging clean-up efforts wasn't going to re-write what had happened.

If it could, he'd do it in a heartbeat.

Subconsciously he rubbed his chest. He'd re-write a lot of things if he could. Tony sighed as Clint made Jan laugh. But they had to look toward the future. Especially where it concerned the 'prophecies' given to them by the being known as Sayge.

Had they already occurred?

If not, when?

And on top of that they had Genis-vell to deal with even if no one else wanted to admit it. Rick Jones had vanished as had the Eternals. And Genis knew why. That much Tony was sure of.

One way or another, they'd have to confront him again. How it went down was up to him.

Across from Tony, Chris Powell leaned against the door, his auburn head bouncing slightly against the window as he snored softly. Sleep and pee. Two of the more important things he'd never been able to do on a plane. Even the classy private affair Stark had chartered. He was making up for lost time now though.

Images of Lena Myers were swaying suggestively across his mindscape in various stages of undress when the old man appeared. No, not really old.

Bald though. Very bald. Nices robes though. Very...purple.

Hello Chris.

Um...hi. Nice robes.

I heard. Thank you.

So, um, yeah. Any reason you're in my dream bald robed man?

Yes as a matter of fa-oh. Oh my. I don't believe a woman can actually do that young man. And I've been to a witches sabbat so I've seen my share of...things.

You've never watched porn have you bald robed man? Now stop ogling my girlfriend and tell me why you are interrupting this very special moment.

How did she manage to get that-never mind. This is a warning. A warning against the coming of C-

"Chris? Wake up kid. We're home." Clint shook Chris' shoulder, jolting him awake. Chris blinked sleepily.

"Muh-wha? Hurm? Yes. Home. Cool." He shook his head and looked suspiciously at Clint. "Do we know any bald men?"

"Yul Brynner."

"Nope. Not him." Chris sighed. "Forget it."

"Hard to forget Yul Brynner. Man was a god."

"Thor is a god. Yul Brynner was an actor." Tony interjected, tossing Clint a bag of peanuts.

"Where'd you get these? I didn't see you leave the limo." Clint looked from the bag to Stark and back again. Stark smiled.

"Magic."

"You know what's even better than magic? A limo mini-bar." Jan said as she slid out of the limo to join the three men in front of the Avengers West Compound. Clint blinked.

"We had a mini-bar in there?"

"Priorities please. My bags good sirs." Jan gestured at the trunk of the limo which the driver was popping open.

"I'll get those Jan. You four have more pressing matters to attend to." Hank Pym said as he stepped out of the Compound's front door, hiking his thumb over his shoulder. "We have guests."

"What the hell are you still doing here?" Iron-Man barked, his voice harsh and metallic. Moon-Knight shrugged.

"Here in the grander sense or here in California?"

"Here on Stark property." Iron-Man poked Spector in the chest with one armored digit. "If I recall correctly, you burned your Avengers ID card. Ergo you have no business here."

"I go where I want... Tony." Moon-Knight stared up into Stark's featureless helm. "Once an Avenger, always an Avenger right? Or does that only apply to people you like?"

"You were never an Avenger. Not really."

"Okay. Time out boys. Drain some of that testosterone." Hawkeye hopped off of the table he'd been sitting on and stood between the two men. "Much as I like a good old fashioned Avengers brawl, we've had too much of that lately." He turned to Moon-Knight. "Moony, why oh why have you decided to illuminate us with your oh so shiney presence?"

"Two words-San Francisco." Moon-Knight held up two fingers. Then he unfolded two more. "Actually four. San Francisco. Serpent Society."

"San Francisco is one word." Hawkeye held up a hand. "But I get it. Bad guys doing stuff in a place we should have been in the first place."

"Clint-" Iron-Man began but Hawkeye just nodded.

"Yeah I know Shellhead. If we get bogged down in San Fran, what happens when we're needed elsewhere? Doesn't change the fact some of us should've been there at least."

"Actually I was going to say that San Francisco is two words." Iron-Man pointed at Moon-Knight. "And that still doesn't explain why HE decided to break in here again."

"I didn't break in. The security system still recognizes me." Moon-Knight said pointedly. "And its not like you bunch are in the yellow pages."

"Maybe we should be." Darkhawk said. Chris had switched into his dark armored alter ego in preparation for trouble. "We could have a full page ad and everything."

"Avengers-r-us. I can see it now." Spider-Woman cut in, laughing. Hawkeye glanced at her.

"Us? You thinking of joining Drew?"

"What? I-"

"If we could get back to the matter at hand please." Moon-Knight said. Hawkeye turned away from Drew and tugged on Spector's hood.

“Sure Moony-tunes. Serpent Society. San Fran. Break it down for us.”

Moon-Knight related his recent activities in San Francisco for the assembled Avengers and finished up with his battle with the Society members. “I managed to snag a tracer on Asp just before they vanished. I know where they are but if their numbers are anything close to what they usually are there’s no way Spider-Woman and I can tackle them alone. And I’d just as soon get this over and done with as quickly as possible. There are other criminals than just the Society in San Francisco at the moment.” He glanced over at Drew.

“Did I forget anything?”

“Just about how you’re a zombie.”

“I’m not a zombie!”

“You’re not? I thought you were some sort of Egyptian mummy-zombie thing.” Hawkeye glared at Spector. “I thought that was your whole deal.”

“And here I just thought he was a pain in the ass.” Iron-Man mused.

“Be nice.” Pym said as he entered the conference room. He held out his hand to Jan. “Your luggage ma’am.” He opened his hand and allowed several tiny objects to fall into her open palm.

“Hank, while I appreciate the sentiment I did ask you to never shrink my luggage again.”

“Sorry. My chivalry only goes so far and getting a hernia lifting your make-up case is a line I refuse to cross.” Pym looked at Iron-Man. “Oh, and I finished that project you asked me about Tony.”

“Project?” Hawkeye looked back and forth between the two. “I didn’t know anything about a project.”

“I didn’t want to bother you with it if it didn’t pan out.” Stark said. He looked at Pym. “Does it work?”

“Of course.” Pym inclined his head in the general direction of his lab. “I’ve got a remote lock on him now.”

“Lock on who?” Hawkeye asked. Iron-Man smiled beneath his mask.

“Genis. I think it’s time we got some answers out of our newest Captain Marvel don’t you?”

“And what about the Society?” Moon-Knight barked. “You’d rather play hide-and-seek with a cosmic delinquent than stop a bunch of kidnapers?”

“Last time I checked you wanted nothing to do with us. I think that answers your question right there.” Iron-Man replied. Hawkeye shook his head as the two began to argue.

“Hey. Hey! Shut it! Both of you.” Hawkeye swept his gaze over the assembled individuals. “It’s pretty obvious what we’ve got to do here. From what Iron-Man has said, Genis is a loose cannon with more power than is good for him. Which means he’s going to be a problem in the future. And since he’s been sharing our pad for the past few months that makes him our problem. But-” He glanced at Moon-Knight. “Moony has never steered us wrong before, despite any differences of opinion we got going on. And from what Cap’s told me the Society aren’t anything to sneeze at either so I say we split up. Team A goes one way, team B t’other. Sound good?”

"You're the boss Clint." Stark stepped back, trying to hide the disappointment in his voice. Moon-Knight simply nodded.

"Good. Cause we ain't a democracy so we were going to do it that way anyway." Hawkeye grinned. "Okay, Shellhead, take Darkhawk and Hank with you. Follow up on Genis' trail, see if you can bring him to heel. Everybody else, with me. We're going to Fog City and stomp some snakes."

"That sneaky son of a bitch." The lithe woman who called herself Asp said admiringly as she examined the tiny sickle moon shaped device she'd plucked off her leg. "Half-dead and he still plants a tracer on me." She tossed it to a cloaked and hooded figure who sat in a comfortable wingback leather chair nearby at the head of a green marble table around which the other members of the Serpent Society sat.

A gloved hand reached out and grabbed the tracer from the air and the hooded face leaned forward and examined it in the light.

"No one ever said he wasn't resourceful my sweet Cleo." The hooded man said quietly. "I'd guess we'll be seeing him quite soon."

"Impossible. Roland pumped him full of poison Seth." Rattler snapped. Seth Voelker, Sidewinder, laughed and tossed the tracer onto the table.

"That may be Gustav but you know as well as I that the only people who come back from the dead more often than actors in a Romero movie are the so-called super-heroes." Sidewinder said. "Besides, the local news is curiously silent on the matter. Thus, we must conclude he in fact survived."

"Obviously we must rectify that." A heavily built man said. His copper colored armor glinted beneath the lights of the meeting room as he leaned forward and looked expectantly at Sidewinder.

"Sounds good to me." Cottonmouth flashed his startling grin. "So who goes?"

"I think a show of hands is in order Quincy." Sidewinder leaned back in his chair. "All those who would like to take part in this, raise your hands."

Of the other individuals who clustered around the table six hands went up, including Cottonmouth's. Sidewinder nodded.

"Excellent." He said, steepling his fingers. "Excellent. Then ladies and gentlemen, I suggest we adjourn for the moment and prepare to go to work."

"It's time to earn our paycheck."

TO BE CONTINUED

Next Issue: Looks like the Society has decided to turn the tables on the Avengers West before the game is even started...be here in thirty for 'FALSE TRAIL'!

LA-LA LAND

So the second issue is in. Any thoughts, questions, comments? Any villains, heroes or supporting cast members you'd like to see in particular here in AVENGERS WEST COAST? If so drop me a line at argus33@hotmail.com.

So much to do. So little time to do it in.

Time.

That was his enemy, moreso than anything, anyone else. Time. How much of it did he have left? How much time before he came back from the dead. Again. Like always. How much time? He asked himself that question again and again and the only answer he could come up with was-'not enough'.

Henry Pym sat staring at the thing laid out on his work-table. So familiar, but lacking the chill the other one possessed. Was it the spark of life that made it so inhuman, so alien? Or was it because it was his spark, his life? He smiled and shook his head. Philosophy had never been his strong suit. He was an agent of science and always had been.

That wasn't about to change now.

The rustle of cloth made him turn. He frowned when he saw who it was.

Of course, there were some things science had yet to explain.

"So what have you told them?" Moon Knight asked, his voice muffled by the featureless mask he wore. Pym's eyes narrowed.

"About what?"

"That." Moon Knight gestured at the thing on the table. "Did you tell them you were studying it for weaknesses? Learning how to combat it?"

"How do you know I'm not?"

"Fresh solder marks on the joints. The visible wiring has been newly stripped. And that data slate you're trying to hide there? That contains the brain engrams for the original. I remember it from when I was a-

"A teammate? A friend?" Pym asked dully, features unmoving. "What are you now I wonder?"

"Cautious."

"Me too."

"More than you were I hope."

"Infinitely."

"Hank?" The intercom set in the wall buzzed to life, Tony Stark's smooth baritone echoing through the workshop. "We're ready." Pym and Moon Knight looked at each other. Moon Knight nodded slowly.

"We're ready evidently."

"I'm counting on it." Pym said softly. Moon Knight laughed harshly.

"Me too."

MARVEL 2000 PRESENTS...

#20 - "FALSE TRAIL"

Written by Josh Reynolds

"They'll be coming for you, you know."

The speaker was a hideous amalgamation of technology and evil, a floating emerald mass that styled itself Supremor-the Supreme Intelligence of the Kree. Genis-Vell, clone-son of the late Mar-Vell, captain of the Kree Empire and hero to many worlds, floated before Supremor's containment tank, his head cocked.

"The Avengers you mean."

"Of course."

"I already knew that."

"They will come after you as long as you continue to cling to old haunts...old loves." The Kree Intelligence burred, dead eyes narrowing. Genis turned away, hands clasped behind his back.

"Shut up Supremor."

"Heed my advice stripling, as your father never did. You must lea-"

"DON'T TALK ABOUT MY FATHER!" Genis screamed, whirling, cosmic energies rippling outward from his body and shattering the illusion he'd built around himself. He clutched his head and floated alone in the upper reaches of Earth orbit, frost coating his skin.

Even his mind was betraying him now. He blinked, shoving the thoughts away, the warnings of his subconscious. None of it mattered.

Marlo.

She'd know what to do. He'd-he could-

She'd know what to do. He exerted the barest tap of the power inside him and jetted towards the blue-green sphere below.

"You take th' high road an I'll take th' low..." Hawkeye sang as he knelt on the edge of the roof of a tumble-down warehouse, eyes wary despite his cheerful demeanor. The other three members of his team were arranged in similar positions around the roof top, looking down on the ruined building below. The building Moon Knight's tracer had led them to. Moon Knight sighed.

"Must you?"

"I must, I must I really really must. And speaking of musty-whew." Hawkeye edged away from Moon Knight, waving a hand in front of his face.

"Yes, yes. Thank you. I think we all get it now Barton. My costume smells a bit. Deal with it."

"Cranky zombie." Spider-Woman said, looking at the Wasp. The Wasp shrugged.

"When was he not?"

"I've had my fun-loving moments."

"But then you died, right?" Hawkeye shook his head. "Heard that one before. A lot."

"Oh go make yourself useful and shoot an apple off of someone's head."

"Oooh a William Tell joke. Classy."

"Barton, I swear-" Moon Knight began to rise from his crouch when he suddenly whirled and froze, head cocked. "They're here."

"How can you tell?"

"Zombies have good hearing. Haven't you ever seen Night of the Living Dead?" Spider-Woman hopped up on the edge of the roof and looked at the others. "Well? Are we going or are we standing around?"

"Hey, who's in charge here Drew?" Hawkeye protested. The Wasp flitted past his face, tiny wings humming.

"Looks like her. Better shake your tail feathers Hawky."

"Don't quit your day job Jan. That joke only works on the Falcon."

"Know any good jokes?" Darkhawk twisted around in his seat and glanced at Iron-Man. The armored Avenger shook his head as he banked the Quinn-Jet into a tight turn.

"No."

"Know any bad ones?"

"No."

"Well this is fun. Why am I going with you guys again?"

"Because in the event of Genis' presence, we might need your raw power." Pym spoke up from behind them where he sat tinkering with the device he'd created to track the unique energy signature of the newest bearer of the title Captain Marvel. "You and Iron-Man are the only two Whackos we have right now who could possibly go toe-to-toe with him and survive."

"Wow. I'm touched..."

"I only said possibly." Pym smiled slightly at Darkhawk. Iron-Man made a sound that was suspiciously akin to a chuckle. Darkhawk threw his hands into the air and shook his head.

"Okay. So why are we bothering some suburban house-wife if we should be looking for Genis?"

"Marlo Jones is the wife of Rick Jones."

"And?"

"You don't read any of those files I send you do you?" Iron-Man glanced at Darkhawk. "I mean any of them? What about the ones with the pretty pictures?"

"I was going to get around to it. Eventually."

"Oh well, eventually. That's alright then."

"Look what's the big deal here?"

"Rick Jones is the human host of Genis. They switch places." Pym interjected, not looking up. Darkhawk looked back at him.

"Switch-?"

"Like you do. Only Genis and Rick are two separate individuals whereas you are-well-you."

"Oh. Okay." Darkhawk looked at Iron-Man. "See? Didn't need a file after all."

"If you don't shut up You can get out and fly."

"I thought you said they were here?" Hawkeye looked around the ruin, one of many that dotted the landscape of San Francisco in the aftermath of Equinox's rampage. Sunlight drizzled in through the massive holes in the ceiling and walls and frost and ash covered everything that the shadows didn't. Moon Knight squatted on the ground a few feet away from the others. He picked up a scimitar shaped device between his thumb and forefinger and held it up to the light.

"It's my tracer."

"Oh, that's good. Hate to think we came all this way for nothing."

"They were here." Moon Knight flicked the device to Hawkeye.

"Still are actually."

Even as the words echoed in the cavernous room, figures burst from nowhere, appearing in micro-second bursts of blinding light and lunging forward from different angles. Hawkeye suddenly found himself weaponless as his bow was knocked from his hands by a trio of curved steel snake-a-rangs thrown by a man dressed in an dark blue and orange outfit. The man smiled beneath his cowl and, in a thick Australian accent said, "What's a marksman without his marker I ask you Coachwhip?"

"Dead meat Boomslang." A woman with silvery hair, dressed in a yellow bodysuit said as she cracked a steel whip and wrapped its length deftly around Hawkeye's throat. The other three Avengers were in no less danger. Moon Knight leapt aside as Cottonmouth lunged at him, jaws gaping, and straight into the emerald arms of a humanoid snake who began to constrict around him.

"Sssslither will be your death flatssscan!" the snake-man hissed.

"Now now Aaron. No speciest slurs while we're on the clock." A large man in brass and crimson battle armor much like Iron-Man's only shaped like the scales of a serpent said sternly as he fired a burst of crackling energy at Spider-Woman. She leapt over the blast and bounced off of his shoulders, knocking him to the ground.

"Tag! You're it Copper-top!"

"Stand still you crimson trollop!" Copperhead barked, firing ineffectually at her as she ducked and dodged.

"Nope! Catch me if you can." Spider-Woman said as she landed behind Copperhead and unleashed a crackling venom-blast into him as he tried to get to his feet. He fell again but before she could follow up a flare of green energy enveloped her and knocked her to the ground. Asp walked out of the shadows, her paralytic energy playing around her fingers. She helped the man in armor to his feet.

"I didn't need your help Asp."

"And you shouldn't be barking orders when you should be fighting Copperhead." Asp let loose another burst into Jessica Drew's unmoving form, causing her limbs to stiffen and her mouth to open in a silent scream.

"So-what? we just knock on her door?" Darkhawk asked, looking from Pym to Iron-Man. They stood in front of the Jones residence, their Quinn-Jet parked on the front lawn. Stark sighed as he knocked on the front door.

"Yes."

"Hunh. Shouldn't we be following that whatchamacallit the Doc's got there after Genis?"

"We will. But first I want to-" He trailed off as the door swung open and Marlo's beaming features met theirs. "Mrs. Jones-Marlo-I-"

"He's home."

"Who?"

"Rick. He's home."

"That's not possible." Pym said. Marlo shook her head.

"Come in and see for yourself."

The three Avengers looked at one another and followed Marlo inside.

Rick Jones was seated on the couch, sipping from a cup of coffee. When he looked up and saw the Avengers he said, "Shit."

Iron-Man was the first to react. With inhuman speed he swept Marlo behind him and brought a gauntlet up, the palm already glowing as his repulsors whined to life. Marlo beat on his arm, screaming, "What are you doing? Let me go!"

"Marlo, that's not Rick." Stark said. Pym looked at him strangely.

"Iron-Man, what are you talking about? Of course it's Ri-"

"Unh-unh Doc. Not unless Rick is a thirty-something stripper wannabe in a snake themed outfit." Darkhawk said. 'Rick' tossed his cup of coffee to the floor and frowned. His form seemed to waver and then fade into an oily blackness that thinned to reveal the woman known as Black Mamba. She glared at the Avengers and shook her dark tressed head.

"Great. Every god-damned time."

"Hello Tanya. Looks like you've learned some new tricks with the Darkforce." Iron-Man said. Black Mamba inclined her head.

"Practice makes perfect."

"Or gets you jail-time." Iron-Man lowered his hand. "What's the Society's interest in Mrs. Jones here Tanya?"

"Ask them yourself Avenger."

A burst of light filled the sitting room and Iron-Man screamed as his armor abruptly began to vibrate viciously, shaking him to his marrow. The Society member known as Rattler seemed to step out of nowhere and with him two others-the mute assassin known as Death Adder and a large, heavy set man dressed in green called Puff-Adder. Puff Adder suddenly swelled to an enormous size and lunged for Darkhawk, his attack carrying them both through the wall and out into the front yard even as Death Adder leapt at Pym, claws extended.

Asp laughed as she shocked Spider-Woman again. Then, suddenly she screamed herself as a tiny form dove into her face. The Wasp hit Asp with the full power and mass of a normal ninety-eight pound woman moving at a speed of sixty miles per hour, but concentrated in a spot equal to her size. The sound of Asp's nose shattering filled the air and the mercenary pitched backward, trailing blood. Copperhead traced her flight with a series of energy bursts, biting off a curse as he tried to drive the winsome Wasp towards one of his associates.

Instead Jan hurtled towards Hawkeye, her wasp-stings striking the whip that inexorably tightened around his throat and freeing him in the process. Hawkeye, freed, whirled on his heel and kicked Coachwhip in her gut even as he flashed his team-mate a thumbs up.

"Thanks Jan-baby!" Hawkeye said even as he threw himself towards his bow where it lay some few feet away. Boomslang hurled a fistful of snake-a-rangs that thudded home inches away from the archer as he rolled to his feet, bow in hand and arrow nocked. "And now for you Captain Snake-A-Rang."

"Serpent Rangs!" Boomslang snarled as he threw one at Hawkeye's head. Clint smirked and loosed his arrow, knocking the boomerang from the air. He smoothly pulled another arrow and readied it.

"Like it matters."

Moon Knight, still caught in Slither's grip, lashed out at Cottonmouth with his feet, knocking his attacker backwards with a boot to the jaw. Slither tightened his grip in response and Moon Knight shot his head back, catching Slither in the snout and forcing the mutant to let go. Dropping into a crouch, Moon Knight pulled his staff from his cloak and with a twitch of his wrist, flicked it to life just in time to catch Slither across the throat. The snake man fell gasping and Cottonmouth leapt onto the Avenger, fangs snapping. Yellow clad fingers dove for his throat.

"Thought for sure you'd be dead Avenger." Cottonmouth rasped. Moon Knight swung his staff around behind Cottonmouth's head and caught it with his free hand. With a jerk he pulled Cottonmouth's head towards his own and headbutted the mercenary.

"I'm not an Avenger." Moon Knight said as Cottonmouth flopped to the ground, stunned. Stepping over his opponent, Spector hurled his staff towards Copperhead, only to watch it bounce off the man's armor. Copperhead turned towards him and fired a blast of energy that sent him scrambling to get out of the way.

"And I'm not an idiot. I've updated my battlesuit since I last went toe to toe with you 'costumes'. How do you like it? I got the plans off a man named Midas."

"Verry spiffy. But it didn't do him any good in the end and it won't help you either." Hawkeye said as he ducked under a serpent rang and loosed an arrow that struck Copperhead in the chest. Copperhead screamed as a burst of energy crawled over him and he fell over, trailing smoke. "God I love EMP arrows."

Pym flicked his fingers even as Death Adder lunged for him and a shield much like that of Captain America, though not decorated in any fashion, sprang into existence. Death Adder's claws skittered off the shield and Pym took advantage of the opening provided to ram it forward into the mute killer's skull, knocking him backwards. Then he flung it towards Rattler. While not as perfect a throw as Captain America or even the USAgent would have made it struck reasonably close to where Pym wanted it to go. It bounced off the side of the mercenary's head, shattering the hearing aid there and causing a squeal of feedback which sent the man to his knees, clutching his head. Pym smiled and started forward to help Iron-Man to his feet when suddenly a crushing pressure seemed to wrap itself around his chest and his vision went black.

Black Mamba gestured and the surge of Darkforce clutching Pym and the struggling form of Marlo Jones ballooned and completely cocooned them both. She looked over at Iron-Man and smiled.

"Two for one Avenger. How sweet of you."

"What are you talking abo-AGHK!" Iron-Man began even as Death Adder's claws tore through his armor as if it were tissue paper. The Golden Avenger whirled and twin repulsor beams took Death Adder full in the chest and sent him flying. Rattler's tail thudded into the floor inches from Stark and as he turned to deal with the German mercenary, Black Mamba snapped her fingers and was engulfed in a flash of light.

Outside, Darkhawk had escaped Puff Adder's grasp. The black armored hero cut swiftly through the air and caught the villain across the jaw with a fist but the big man only staggered and snapped out a hand to

grab Darkhawk by the nape of his neck as he swooped past. Puff Adder pulled Darkhawk around and his chest inflated with a sound like a balloon filling with helium and seconds later a noxious cloud of gas was expelled from his mouth to wash over the struggling hero.

"Oh son of a-OW!" Darkhawk shouted as the corrosive gas washed over him. "Jesus, get away from me you freak!" He kicked out, catching Puff Adder in the jaw and forcibly closing his mouth and abruptly shutting off the flow of gas. Puff Adder staggered, coughing and Darkhawk wrenched himself free and shot into the air just as Rattler flew through the hole Puff Adder had made in the house and slammed into his associate. The two Society members tumbled to the ground in a heap as Iron-Man flew outside after Rattler.

"Seth! We need an extraction. Now!" Rattler wheezed loudly as he tried to untangle himself from his companion. Even as Iron-Man reached for them and Darkhawk swooped low, the two disappeared in a flash, vanishing before the heroes' eyes!

"No!" Iron-Man shouted. He looked up at Darkhawk. "They got Hank and Marlo while you were out here playing tag." He snarled.

"This isn't my fault!" Darkhawk protested.

"Then whose is it?"

"I dunno. How about him for starters. Think he can tell us where they went?" Darkhawk gestured towards the ruined house and the figure that crouched on the roof watching them. Death Adder seemed to smile beneath his mask and he turned and leapt to the ground, out of sight.

"After him. Now." Iron-Man grated, jet-boots firing with a roar and propelling him into the air. Darkhawk glided after him as they took off after the fleeing villain.

Coachwhip wrapped her whip around Hawkeye's bow and grinned as she thumbed a button on the handle, sending a surge of electricity through the length of it. Hawkeye yelped and released his bow. The villainess flung the bow away and flicked the whip out again, striking Hawkeye on the cheek, releasing a drizzle of blood. She blew him a kiss and winked beneath her visor.

"That's to remember me by handsome."

Even as Hawkeye leapt towards her she vanished in a flash of light, as did the other members of the Society, conscious or otherwise. Hawkeye cursed and whirled.

"Sonnuva-why didn't anyone tell me they could do that?"

"I did. You just don't listen." Moon Knight said as he picked up his staff and twisted it, allowing it to collapse back into itself. "That's your problem Barton. You never listen."

"I do. Just very rarely to you Mooney-tunes."

"Well you need to start. I've studied every major super-villain group operating in the continental US Barton. I know their MO's, their membership, and their potential targets!" Moon Knight said. "They've suckered us! This was a distraction..." He trailed off. "A distraction. Damn it."

"What? What is it Moon Knight?"

"This was a distraction. All of this. They wanted the Avengers West Coast out of the way when they did something-something big..."

"They needed to kidnap somebody important." Hawkeye said quietly. "Somebody we know must've been on the list-at least whatever list the Snakes are using-and they suckered us into looking one way while they caught us with the other fis-Crap." He looked at the others. "I wonder if Iron-Pants knows?"

"Excellent. Excellent." Sidewinder said as he watched the clients take custody of the two newest retrievals. Pale faced individuals in dark robes bundled Pym and Marlo unconscious out of the Darkforce Black Mamba had held them in. "I love promptness in my clients." Voelker crowed. The dark coated man standing beside him turned slightly, a smile cutting across his pale features like a shark's fin appearing in calm seas.

"Time is ever our enemy Mister Voelker." The man said, his voice like a razor slid across silk. Red eyes gazed out of a waxy face and caused Voelker to twitch unconsciously.

"Quite true Mister Fetch. Though in your case, I would hazard less so."

"Not as much as you would think. No, not at all." Fetch smiled, displaying a mouth full of stickpin fangs that glittered wickedly in the light.

TO BE CONTINUED...

Next Issue: Death Adder on a rampage! The truth behind the Serpent Society's newest clients is revealed and the Whackos try to regroup in the face of division in the ranks, being down three members and other general unpleasantness. Plus, Genis-Vell makes his reappearance, but is he here to help? Or to attack the Avengers while they're at their weakest? All this in thirty, in 'BLOOD WILL OUT'!

Seth Voelker, better known as Sidewinder, pulled his cloak tight around his costumed form and stared up at the shattered arches of the collapsed church he stood in. Destroyed in the disaster that had rocked San Francisco, the church was a teetering gothic ruin empty of both grace and salvation. His eyes found the great blistered cross that still hung from one crumpled wall and he looked away instinctively.

It hung upside down now and his clients had taken the liberty of smearing blood and feces over the plaster form of the Savior.

Childish really, when you got down to it. But still, the Society couldn't afford to be picky with its clients these days. With the constant ups and downs that ANY business suffered, especially a firm like the Serpent Society, money was tight. Paychecks, healthcare, bail...the Society was practically leaking money. Voelker frowned and turned as a rattle of looses stones alerted him to the presence of the spokesperson for his clients.

"Mister Fetch." Sidewinder hissed as the robed figure seemed to bleed into existence out of the shadows. The red-eyed man smiled, lips wrinkling back from a mouth full of stickpin thin fangs. Dried blood coated the scraggly beard that covered Fetch's jaw and his long hair hung lank and greasy over his pinched, hungry looking face.

"Mister Voelker. What do you think of the...redecorating?" Fetch gestured languidly, his fingers topped by ragged nails that looked more like claws to Voelker. Sidewinder sniffed, thankful for his mask. It did more than hide his expressions. It also cut the stench. Fetch stank like an abattoir. All of them did really.

Vampires weren't known for their hygiene.

But they had amazing bank accounts. In the end that was all that mattered.

"Distasteful. I thought your kind had a sense of style."

"Anne Rice and Laurel Hamilton have much to answer for." Fetch grinned, eyes sparkling like rubies set in shadow. Voelker snorted.

"If you want them you'll have to pay extra. They're hardly the nobodies you've paid the Society to gather up 'til now."

"That won't be necessary. After all, you've brought us an Avenger. That's far better than any author." Fetch said. "Henry Pym's blood will add something special to the mix."

"And speaking of that mix..." Voelker said. Fetch smiled.

"One more. That's all we need. One more and the ritual prescribed by the Darkhold will be complete." Fetch licked his lips and tapped the side of his nose with a talon. "He will be returned to us then."

"Bully for you." Voelker snapped his cape dramatically and bowed. "And I have just the individual in mind..."

MARVEL 2000 PRESENTS...

#21 - "BLOOD WILL OUT"

Written by Josh Reynolds

"Zelda DuBois. AKA Princess Python."

"What?" Hawkeye glanced at his fellow Avengers. Moon Knight shrugged beneath his cloak. They, along with Spider-Woman and the winsome Wasp stood in the center of the empty, crumbling warehouse in San Francisco where only minutes ago they had been confronted by members of the Serpent Society. Moon Knight stared up through the cracked, skeletal timbers that marked where the roof had once been and then back down at Hawkeye.

"Princess Python. Former member of the Serpent Society."

"Yeah. Got that much. Thank you. Now why is this important?" Hawkeye said, gesticulating helplessly.

"Think about it for a moment, Barton."

"DuBois hasn't been a member of the Society since its inception." the Wasp said, her look stifling Hawkeye's retort. Moon Knight snorted.

"According to who?"

"Captain America."

Moon Knight was silent for a minute. "Be that as it may, Rogers doesn't keep track of his enemies the way I do. DuBois still has contact with several members of the Society as well as her old Circus compatriots. And she lives in California."

"So you think DuBois might be able to lead us to the Society?" Hawkeye said. "Sounds good. But considering the kind of odds we're facing, I think we need to wrangle some extra firepower. We need to get Iron Man and Darkhawk back."

"And Hank." the Wasp interjected.

"Of course." Moon Knight nodded.

"Jess, you feel like tagging along a little longer?" Hawkeye grinned at Spider-Woman. Drew shrugged.

"My dance card's free."

"How about replacing that dance card with an Avengers ID card after all this?"

"We'll see." She smiled. Hawkeye glanced at Moon Knight.

"How about you Moony-tunes?"

"No."

"Of course not. I'll ask again when you're not feeling so cranky."

"The answer will still be no."

"Of course it will. Moony?"

"Yes, Barton?"

"How about the time after that?"

Death Adder moved quickly for a dead man. And he was dead. Iron Man had the file right in front of him, floating on HUD inside his helmet. Shot dead by Scourge. A Scourge rather. But then again, who stayed dead these days? Tony Stark grinned. Someday he was going to sit down and extrapolate the ebb and flow of deaths among the costumed sect. See who'd come back the most. See who hadn't come back at all. Then find out why. But not right now.

Right now was for Death Adder. Who had disappeared, of course.

Probably someone else in the costume. Who better than him knew about that?

He swooped low between two collapsed buildings. An emerald tail covered in wicked looking spikes suddenly lashed out from somewhere and caught him across the face of his helmet and Stark cursed himself for not paying attention as he slammed into a brick wall, bounced into the one across from it and hit the ground with a clatter. Shaking his head, he rose to his hands and knees and looked up.

Death Adder leered expressionlessly at him from above, clinging upside down to a wall of the alley like Spider-Man, tail lashing. Iron Man began to stand and the assassin leapt down. Claws sheared through part of a shoulder guard and Stark blinked in shock as warning signals began to scream inside his helmet. The other set of claws slashed and tore several furrows in the armor of his torso, trailing sparks and bits of wiring. Iron Man staggered back, his repulsors humming to life and exploding out. Death Adder leapt straight up, avoiding the beams that punched out and left smoking holes in the opposite wall and the street. Brick dust sprinkled down as the Society member scrambled up the wall, heading for the roof.

"Going somewhere?" Darkhawk said as Death Adder cleared the edge of the roof. The newest member of the Avengers West caught Death Adder in the throat with an extended arm, sending him sprawling. The assassin rolled to his feet as Darkhawk cut through the air in a hard turn and shot back towards him.

"Did you like that? Little something Spider-Man taught me. How about how Iron Man set you up and I took you down? Teamwork. Bet you're wishing you had some of that right now," Darkhawk said as he fired his grapple. The claw snared Death Adder's throat and Darkhawk hurtled past, dragging the assassin with him. Jerking his arm the Avenger cracked the whip and sent Death Adder hurtling through the remains of a water tower. The skeletal structure gave a groan and toppled, burying the mute killer under a pile of burnt wood and a cloud of dust. Darkhawk landed on the roof with a thump, retracting his claw. He looked up as Iron Man landed beside him.

"Teamwork. Gotta love it."

"Shut up."

"Touchy-touchy," Darkhawk said. He gestured at the marks on Iron Man's armor. "Bet that stings."

"Systems are already repairing themselves," Iron-Man said as he walked towards the collapsed pile of wood. "More than I can say for him."

"Good."

"No. Not good. Not anything even remotely close to good. We need him conscious and talking," Iron-Man snapped. He whirled and poked a finger dead in the center of Darkhawk's chest, red armor scraping against the gem there. Darkhawk stepped back.

"I'm sorry! Jeez."

"Sorry doesn't cut it with the Avengers, kid! You want to prove you're not just some sort of brain-dead vigilante and ready to play in the big leagues-"

"I think I've already proved that," Darkhawk said softly. "A couple of times over by my count. You've got a real selective memory there."

"I remember enough, kid. I remember you attacking me our first time out."

"Mind control."

"Other Avengers have been mind-controlled. None of them attacked another Avenger."

"Bullshit."

"What did you sa-"

"Bullshit. You heard me. I'm calling bullshit on that, hell on this whole conversation!" Darkhawk said, his voice rising. "You've been riding my ass since day one tin head and I-"

Whatever else he was going to say went unsaid as the rubble of the water tower exploded outward and Death Adder sprang out, claws squealing down Darkhawk's back and cutting easily through the alien armor. Darkhawk screamed and crumpled to his knees, energy and yellow fluid leaking from the furrows in his armor. Death Adder leapt over the kneeling hero and dove towards Iron-Man who stepped back smoothly and released a wide beam of energy from his chest plate. Death Adder was flung backwards, wreathed in crackling energy. He hurtled over the edge of the building and tumbled down into the alley below. Iron Man knelt beside Darkhawk.

"Are you okay?"

"I-hhk-I-no. Nothing's ever-ever cut through my armor like that." Darkhawk touched the wounds in his back and shuddered as Iron-Man helped him to his feet. He stared at the yellow fluid-his blood? Was that his blood?-pooling in his hand. "I think I'm bleeding to death."

"No, you're not." Iron Man had circled behind him and was probing delicately at the wounds. He dipped his fingers in the fluid and examined it. "It's not blood. It's poison. Death Adder secretes poison on his claws. Your body is expelling it. Benefit of an alien healing factor I assume," Iron Man said calmly.

"Amazing."

"What?"

"Your armor is self-repairing."

"Oh yeah, that's great. Stings like a bitch though..."

"This stinks," Spider-Woman said. Hawkeye glanced at her. They sat in the Quinjet, Hawkeye flying and the Wasp and Moon Knight poring through computer records trying to pinpoint Zelda DuBois' last known address. Beverly Hills was a big place.

"What does?"

"This. Waiting around. I wanna hit something!"

"Well we are on the way to a super-villain's house. I'm pretty sure she'll put up some kind of fight."

"It's Princess Python."

"Still..."

"I mean, is this it? Is this what the Avengers do now? What happened to punching Korvac in the head?"

"Korvac's dead I think..."

"You know what I mean."

"Yeah, yeah I do," Hawkeye snorted. "You should have been here these last couple of months. We tangled with intergalactic parasites, giant tree-men and the Thermodynamic Man. Wild times, but nothing like the good old days."

"What were the good old days? Graviton?"

"I miss Graviton."

"Really?"

"And Count Nefaria."

"May I ask why?"

"Haircuts."

"Haircuts?"

"They had awesome haircuts. Goatees, too. Really looked like villains, know what I mean?" Hawkeye gestured with a free hand. "They had style."

"Graviton wore a purple and white bodysuit."

"But he carried it off with style." Hawkeye snapped his fingers to illustrate his point. "When that man snapped his cape, the earth moved. Literally."

"Like Doctor Doom." Spider-Woman said, leaning back and laying her feet up on the console. "Man's got a certain...flair."

"He's a dictator." Moon Knight said. "He's responsible for several ethnic cleansings and at least four assassination attempts on our current President." He twisted in his seat and stared hard at Spider-Woman. "A man like that doesn't have flair. He just stinks."

"Really. Here I thought you and Doomsie would get on like two peas in a pod, Spector." Hawkeye said with a grin. "You know, being cape and cowl men and all." Moon Knight glared at him for a moment before turning back around. Hawkeye looked at Spider-Woman and chuckled.

"Guess not."

"Clint?" the Wasp said suddenly.

"Yeah, Jan?"

"Hollywood and Vine. She's got a bungalow in Beverly Hills."

"What the hell is a super-villain doing living in Beverly Hills?"

"Rent control?"

Death Adder scrambled down the street, leaping across burnt out cars and heading for a large canvas tent set up farther down the street, a huge red cross emblazoned in a white circle on top. Iron Man cut through the air above him, discharging repulsor bolts into the street all around the assassin, trying to drive him towards Darkhawk, who had looped around and was coming from the opposite side. The assassin leapt up to meet Darkhawk and with pretahuman agility took hold of the hero's shoulders and flipped up onto his back before vaulting off and sending himself flying towards the canvas tent.

Talons extended and shredded through the canvas and Death Adder disappeared inside.

Darkhawk turned and flew upwards at a steep angle, cutting an awkward figure-eight as he maneuvered himself towards the tent. Iron Man directly behind him, Darkhawk burst through the hole Death Adder had torn and into the tent.

The smell hit him first, a thick rusty odor. Sour and metallic. Inside his head he saw the face of the bald man with the blazing eyes from his dream earlier in the day and heard a voice whisper, "Beware..." Behind him he heard Iron Man gasp.

"Dear God..."

In the harsh glow of the electric lanterns strung up throughout the tent, the interior looked like nothing so much as an abattoir. It had been a field hospital once, set up by the National Guard, staffed by the Red Cross. A place for people to come for succor.

Now it was a charnel house.

Bodies were strewn everywhere, whole and in pieces. Blood splashed the insides of the tent and a few of the lanterns. And silent, unmoving, staring at the two Avengers were the authors of such misery. Dozens

of thin, filthy men and women crouched on beds or clung like insects to the tent posts, crimson eyes watching the Avengers with unblinking anticipation. Their skin was uniformly pale and an air of desperate hunger clung to them like a stench. In the blink of an eye they were moving and Darkhawk was dragged to the ground, hands clawing at him, teeth snapping. Iron Man dove toward him, trying to pull him out but only succeeding in getting himself pulled down along with his fellow Avenger.

Tony Stark repressed the urge to scream as he felt his armor begin to crumple beneath the fingers of the pale people.

Death Adder crouched atop a bed, tail curled around him as he watched the tide of undead fall upon the Avengers until even the golden armor of Iron Man was hidden beneath a pile of rotting flesh. He felt vaguely satisfied as he watched the feeding frenzy swallow up his opponents. Voelker had ordered him to divest the Avengers of as many of their members as possible and he had accomplished that easily enough. He could have killed them himself but this was somehow more appropriate considering the circumstances of his recent...resurrection.

"It's almost like a ballet isn't it?" a high-pitched voice said suddenly. Death Adder whirled, claws extended. A dwarf in a tidy black suit grinned at him from where he stood beside the bed. "Or is that a grand guignol? I get all those performance art thingies confused. Hello, Roland. Enjoying your second lease on life?"

Death Adder relaxed and turned back toward the action. The dwarf chuckled.

"Of course you are. I can tell." He fluttered a black envelope in Death Adder's face. "Aren't you glad you accepted my boss' offer? I can tell this is going to be the beginning of a beautiful friendship, Mister Burroughs."

"Just beautiful."

TO BE CONTINUED...

Next Issue: Things heat up as Genis arrives, but is he friend or foe? Also more vampires, the Circus of Crime and the Serpent Society! Can the Whackos survive despite being divided, outmanned and outgunned? Come back in thirty for 'OLD FRIENDS AND NEW' to find out!

Then.

“Justice is served.”

The pain was intense.

It made him wish he could scream. But, of course he couldn't. One of the benefits of the genetic therapy he had volunteered for.

Roland Burroughs, the costumed killer known as Death Adder, lay silently on the ground, drowning in his own blood. Only moments before a number of high caliber bullets had punctured his toughened hide like it was wet tissue paper and laid him out on the ground faster than he'd thought possible.

A fly landed on his mask, wings humming. It sounded like a hurricane to his distorted senses. He wanted to crush it, but he couldn't move his hands. His spine was broken. He could feel the splinters digging into the softness that made up his organs. He couldn't breathe. Everything was in black and white.

He was dying. The man with the skull for a face had killed him.

He wasn't supposed to die.

Roxxon had promised him he was immortal. The treatments had made him immortal. Immortals didn't die.

It wasn't fair!

He had to scream, but he had no mouth. So instead he squirmed in the dirt like a real snake, oozing life, his mind going dark.

Something fluttered in front of his face. Thunder rumbled. Fingers snapping in front of his face. He tried to focus.

“Hey. Hello. Hi. Fooooocus. Focus. Focuuus. There we go. Hi. Roland Burroughs?” The dwarf grinned down at him, thick fingers fiddling with his tie. He was dressed in an undertaker's seat and had milky skin and greasy black hair. His grin seemed too wide for his face, with far too many teeth. “Are you Roland Burroughs? Blink once for yes.”

Death Adder blinked ponderously. It was agony. The dwarf's grin grew wider.

"Thought so. Couldn't be sure, what with all the blood pouring out of you."

Burroughs tried to move his arm, to swipe that smirk right off the dwarf's face. Claw him to ribbons. The dwarf watched him twitch, still smiling. Always smiling.

"Boy, the Boss was right about you, Roland. Never say die. And you know a good thing when it gets handed to you." The dwarf crouched, pulling a black envelope out of his coat. "On that subject...do I have a deal for you."

MARVEL 2000 PRESENTS...

#22 - "OLD FRIENDS AND NEW"

Written by Josh Reynolds

Now.

WAKE UP, CHRIS.

"I don't want to."

YOU MUST. I CANNOT PROTECT YOU FOR MUCH LONGER BOY.

"Who are you?"

IN LIFE, I WAS NAMED ANTHONY.

"Okay Tony-"

ANTHONY.

"That's what I said. Where am I?"

IN YOUR SOUL.

"It kinda smells funny."

MOST SOULS DO. MINE SMELLS LIKE MINT.

"I smell peanut butter sandwiches."

TO EACH THEIR OWN. YOU MUST WAKE UP, BOY. PLEASE.

Darkhawk's eyes sprang open and he gazed out at death through the visor of his helmet. Rotting, pasty flesh blocked his line of sight and an abattoir stink banished the last lingering traces of mint and peanut butter from his mind. Panic flashed through him, an intense claustrophobia that made his heart skip a beat. Claws scraped down his torso and fumbled at the latches of his helmet. Trying to get in. They were trying to get in. Trying to eat him. The dark gem on his chest spluttered, flashed and a solid beam of black energy expanded around him, hammering into the undead flesh of the vampires clinging to him. The creatures were slammed aside, sent tumbling like leaves caught in the wind. Darkhawk staggered to his feet, head spinning, the echo of a voice in his head.

Who the hell was Anthony?

A vampire sprang towards him hissing like an enormous cat. Darkhawk grabbed it by the wrists and twisted his hips, slinging it aside forcefully. Iron Man. Where was Iron Man? He looked around desperately. A repulsor blast ripped through the air with a hissing crackle and Darkhawk whirled, sighting

a writhing mass of bodies. He caught a flash of red and gold from within the squirming tangle of dead limbs and hurtled towards it without a second thought.

"Hang on, Iron Man! I'm coming!"

"What kind of deal did Zelda swing to get a bungalow in Beverly Hills?" Hawkeye said as the Quinjet swung over the Spanish bungalow. Moon Knight leaned over the seat, staring through the windshield. He glanced at Hawkeye.

"Zelda?"

"What?"

"You're on a first name basis with her now?"

"Always was. I ran with the Circus for a bit and some change. Zelda was very...supportive."

"I bet."

"Moony..."

"She turned states evidence on the Serpent Society a few years ago. The information she traded for immunity and a check led to arrests of Society support personnel-"

"They had support personnel?"

"Lawyers mostly. A few mechanics and one costumer." Moon Knight shook his head. "No one of note. But the FBI did manage to shut down several Society bases as well. She's in protective custody now. Never bothered to find out where until now. Never needed to."

"So we're going to have to deal with the Feds on top of everything else? Thanks for the heads up, Moony."

"You didn't ask, Barton."

"Didn't think I had to," Hawkeye said flatly. Moon Knight merely shook his head. Hawkeye snorted. "Yeah. Okay. So what can we expect down there?"

"Snakes?" Spider-Woman said brightly.

"Thank you, Miss Obvious."

"You're welcome, Cap'n Crabby." Drew mock-saluted and Hawkeye chuckled. Wasp glanced at them.

"If you two are quite done, we're about to land."

"On her lawn?"

"No, in the pool." Wasp glared at Hawkeye, who threw his hands up as if in surrender. "Of course on the lawn."

"Just checking."

Darkhawk slammed into the pile of vampires like a black-clad thunderbolt, pulling the snarling creatures away from the prey they clung to so ferociously. Iron Man was so deeply buried beneath the creatures, Darkhawk could only catch a few glimpses of him. He jerked a vampire up into the air and hurled it away and was suddenly bowled over as several of the creatures leapt on him, bearing him to the floor. Fangs clattered against his visor and tore at his throat even as a sudden explosion lit up the darkness of the tent and the scent of burning meat filled the air. The vampires screamed as a harsh burst of solar light filled every nook and cranny and killed every shadow. Ashes covered Darkhawk where there had once been clinging limbs. He looked up, the light nearly blinding him.

"Hello, Chris. How have you been?" Genis-Vel said, his words echoing in the sudden silence. "Me, I'm a bit perturbed."

"Then that makes two of us," Iron Man said, coughing. His armor was battered and, in places, shredded. He stood unsteadily. Magic had never been something he had been good at dealing with. Too...chaotic? Maybe. Regardless his armor's systems had a bitch of a time handling it. But there was still enough juice to handle a cosmic menace or three. Iron Man looked up at Genis, who was hovering over he and Darkhawk.

Granted, Genis was more like four or five menaces really.

"Oh. Iron Man. There you are. Still among the living?" Genis drifted around, his white, empty eyes narrowing slightly. "Where's Marlo, Iron Man?"

"No clue."

"You, sir, are lying," Genis said easily. He gestured and a surge of energy speared out from his fingers, sending Iron Man flying when it impacted against his chest. Darkhawk leapt for Genis, fingers spread like claws but the alien turned swiftly, too swiftly, and Darkhawk was sent tumbling to the ground, engulfed in a burning corona. Before Genis could capitalize, however, Iron Man hurtled towards him and caught him around the middle, tackling him to the ground. Genis twisted in Iron Man's hands and clapped fiery fingers to the Avenger's helmet. Iron Man screamed.

"Get off my lawn, Barton." Zelda DuBois glared at the gathered Avengers, her fingers idly stroking the blunt head of the immense python wrapped around her. "You're crushing my roses."

"Sorry." Hawkeye shrugged. "Avengers business takes priority over roses, Z. Says so in the handbook."

"Well the handbook is wrong."

"Take it up with the feds." Hawkeye grinned. "Since you're so chummy with them and all."

"Who I'm chummy with is none of your beeswax. Not these days," Zelda huffed. Hawkeye shook his head, one hand over his heart.

"Did she really just say 'beeswax'?"

"That she did," Spider-Woman said. "Positively old fashioned."

"Beeswax is a perfectly suitable word I'll have you know," Zelda said, glaring at them. "I use it all the time."

"And see where it's gotten you?"

"A fancy house in a nice part of town?" Moon Knight said idly. Hawkeye shot him a glare.

"Besides that..."

"A trim and beguiling figure?" Zelda said, running her free hand down one hip. Hawkeye threw his hands up in the air.

"No, although don't think I didn't notice. I was referring to the weed of crime and bitter fruit and all of that."

"Oh. Well you should have said that."

"I was being subtle."

"Dense more like," a harsh voice cut in. Hawkeye turned slightly as a pasty-faced individual with hair a shade too red to be natural stepped off of the porch, one wiry hand rubbing the bulbous crimson nose in the center of his face.

"Franklin," Hawkeye said, tensing slightly. The Clown glared at him. He was clad in cargo pants and a polo shirt, yet still wore his fright wig and make-up. "You look...good."

"And you look like a jackass. Good to see nothing's changed."

"Don't worry, Elliot, they were just leaving. I have immunity, remember?" Zelda said, stepping between the Clown and the Avengers. "They have no right to be here."

"We have every right," Moon Knight said, stepping past Hawkeye. His hand fastened on DuBois' wrist and she emitted a startled squeak. "And your immunity means nothing to me."

"Hands off her, Avenger!" a thickly accented voice barked. Two more forms had left the house and were swiftly heading for the group gathered on the lawn. Moon Knight cursed under his breath as the bulky form of Teena, the Fat Lady wobbled towards them, followed by the squat form of Bruto, the Strong Man. Both, like the Clown and Zelda herself were dressed in casual clothes. Just friends, hanging out. Granted, those friends were also the first string of the Circus of Crime.

This was getting complicated. And fast.

"You get your hands off of our Zelda, Avenger!"

"I'm not an Avenger."

"Everyone just calm down!" Zelda squeaked, her hand stroking the python, trying to keep it calm. "We're safe here! We've got immunity!"

"I wouldn't be so sure about that, Zelda, my dear."

A flash of light exploded in the midst of the confrontation, blinding everyone present. Moon Knight stumbled back as a massive fist thundered by his head, forcing him to release DuBois. Puff Adder grinned down at him and lashed out again and Moon Knight threw himself backwards even as the light began to fade. Sidewinder gripped DuBois tightly around the waist, an ornate laser pistol pressed to her red tresses. Her python stirred uneasily, but Voelker paid it no mind. Rattler stood behind him, tail poised to strike. Puff Adder stalked after Moon Knight, who backed up warily.

"Thank you, Avengers, for helping us find our prodigal girl. We would never have found her without that tracer Coachwhip planted on you earlier." Sidewinder gestured towards Hawkeye. "Tit for tat, eh?"

"Bastards! You led them right to her!" The Clown bounded towards Hawkeye, clocking him across the chin. As the other Circus members moved forward, Spider-Woman spun in place and leapt for Sidewinder, who dug the tip of his gun into DuBois' head.

"Zelda, would you be a dear and handle that?"

DuBois winced and hurled the python from her arms towards Drew, the giant serpent ensnaring Spider-Woman in mid-leap. She fell to the ground, fighting to keep the genetically enhanced serpent from crushing her. Sidewinder smiled beneath his mask. "Rattler. Dissuade any other would be rescuers."

Rattler's tail thudded down and the ground began to shake, throwing both Avengers and criminals from their feet. Sidewinder laughed.

"Excellent. And now, my dear, wave good-bye. We have an appointment to keep in San Francisco." Voelker snapped his cloak and a bright light expanded outward, engulfing the Society members and erasing them from existence. They were gone in a flash and both heroes and villains could only stare at one another in shocked silence. At least until Wasp looked around, noticing an absence.

"Where's Moon Knight?"

Darkhawk thrashed his way to his feet, his alien body fighting off the energy Genis had shrouded him in. He cursed as he saw Genis standing over Iron Man, hands wrapped around his helmet. He had to stop him. Save Iron Man.

No.

What? Darkhawk paused, looking around. Had he really heard that?

Yes, you did. Hello, Chris.

To-Anthony?

Of course. Unless you have any other squatters in your mindscape.

I didn't realize I had any, to be honest.

I try and keep quiet. You can't beat him.

I gotta try...despite what Iron Man thinks about me, I'm not gonna stand back and let him get creamed by space-face there.

Admirable sentiments. Worthy of an Avenger. But the argument stands.

Then what do you suggest?

Do you remember the incident with the idol? Use that brain of yours, boy! Look!

Spectral fingers seemed to caress the inside of his eyes and suddenly he was looking up, up at the support frame of the tent. Death Adder crouched there, watching Genis torture Iron Man silently. Watching Genis try and get Marlo's whereabouts out of Iron Man. Beneath his helmet, Darkhawk grinned.

"Where is she?" Genis hissed, his fingers leaving burning furrows in Iron Man's helmet.

"Ask him," Darkhawk said. Genis turned, eyes narrowed.

"What?"

"I said, ask him," Darkhawk repeated, gesturing towards Death Adder's hiding spot. "The Serpent Society took her. And he's a dues paying member."

"Really."

"Cross my heart hope to die, space-man."

"I'm going to hold you to that," Genis said, pointing at the other hero. Then he looked up at Death Adder, whose eyes widened suddenly as he realized he'd been spotted. "Hello. Tell me where my wi-where Marlo is."

Death Adder reached up a taloned hand and cut through the canvas over his head, cutting his way free. He leapt upwards without a backwards glance and Genis laughed and followed after. Darkhawk watched them go as he helped Iron Man to his feet.

"Nice plan, kid."

"I have my moments."

"Few and far between."

"Do you really hate my guts that much? I mean honestly, I-Ahghk!" Darkhawk suddenly fell to his knees, hands clutched to his head. Iron Man reached for him, concerned.

"Darkhawk-Chris, what is it?"

"I don't-I, ah!" Darkhawk trembled as something filled his mind. An overriding compulsion. He could see things-a frightened woman, dragged towards an altar. The faces of others, Marlo Jones, Pym, others. And shadowy shapes watching, grinning, stickpin teeth glinting, worm tongues licking over rotting lips.

I'm sorry, lad. They've found her. It's too close for me to be sitting on the sidelines anymore...I need you to come to me. To come free me from my grave...

"What the hell?" Iron Man stepped back as a ghostly form wavered into view, nearly obscuring Darkhawk. He felt a thrill of recognition pulse through him as he stared into the glowing eyes of an old friend. One who was dead and gone. Or had been...

"Anthony..."

Doctor Druid must live again!

TO BE CONTINUED...

Next Issue: You heard the man! Doctor Druid must live again! And he's not the only one... Plus, Moon Knight alone against the Serpent Society! The Avengers face the Deadly Darkhold Dwarf! Be here in thirty for 'REVIVAL'...

Stupid.

Stupid, stupid stupid.

Moon Knight crouched on a rotting timber, cloak gathered about him, trying as best he could to hide in the shadows of what was left of the roof of the church. He had acted impulsively. Too intent on getting his man. Snake rather. Now he was alone in the lair of the enemy. Teach him to leap into the aura of teleportation affect. As soon as the light cleared he'd sought cover. Evidently no one had seen him. Behind his cowl, his eyes narrowed.

The church had been desecrated thoroughly, beyond the damage done by Equinox weeks earlier. Feces and blood smeared on the walls. Bodies in the corners, dumped carelessly. And the altar of course. That monstrosity hadn't come with this church. It was a basalt chunk, stained a rusty color in places. From earlier sacrifices obviously. Around the altar a chalk circle dotted with esoteric gobbeldy-gook had been drawn, nearly taking up the entire floor of the church. And within that circle were the victims of the Society's kidnapping efforts, all unconscious, including Slate and apparently Hank Pym. Moon Knight blinked at that. When had that happened? Obviously Iron-Man and the others had run into some troubles.

DuBois was there as well, still gripped by Voelker.

The question now was, what exactly was the Society doing here?

Voelker and his cronies stood around the church, looking distinctly uncomfortable. Moon Knight soon saw the reason for that as a dozen or more black robed forms seemed to float into the church. A horde of rats scampered around the newcomers feet and he suddenly found himself sharing the roof space with hundreds of bats, that chittered and hissed with un-batlike aggression. The closest eyed him with undisguised suspicion but Moon Knight ignored them.

The hairs on the back of his neck rose as he felt a whisper of something tap at the edges of his mind. He wished he could see the moon. Something was wrong here. Something was ugly and foul, making this place a sour spot on the face of the earth.

Below, one of the cowed figures threw back his hood with pale, spider-like fingers.

"Welcome Voelker. I see you have our last volunteer." Fetch grinned, displaying needle teeth. His brethren tittered appreciatively. "And right on time."

"As promised Mister Fetch. Now, as to our pay?"

"Shame Mister Voelker. So eager to leave? We haven't even started the ceremony yet..."

"The Society was hired to deliver your 'ingredients' Fetch. Not play audience to your depraved ceremonies." Voelker sniffed. He pushed DuBois' sobbing form into Fetch's arms. "And such we have done. We would like our money."

"And you will have it..." Fetch laughed, his jaws opening, hinging in an unpleasant fashion as if the top part of his head were a separate piece from his lower. A serpentine tongue lashed out, licking the air. Voelker stepped back, cloak rustling. Fetch's jaws flopped back together and he grinned. "Just as soon as we have our lord and savior returned to us." The Society tensed as the robed figures surrounded them, carmine eyes glittering. Voelker frowned and held up a hand, stopping the fight before it began.

"As you wish."

MARVEL 2000 PRESENTS...

#23 - "REVIVAL"

Written by Josh Reynolds

Now.

WAKE UP, CHRIS.

"...ron-Man! You got y....ars on Stark?"

Stark cursed silently as the digital receiver in his helmet crackled and sparked. The damage to his armor must have been more extensive than he'd thought. He ordered the suit to reroute power from weapons systems to the radio systems.

Iron-Man hurtled through the air above San Francisco, following the tiny blot that was Darkhawk. The kid had taken off seconds after what Iron-Man could only rationalize as a hallucination brought on by fatigue had appeared before him.

Anthony Druid was dead. He'd died and been buried. Twice.

"Guess third time really is the charm." he muttered. The GPS grid on the inside of his helmet showed that Darkhawk was miles ahead of him, heading for the Bay area. What the hell was there? Druid was buried in New York.

Wasn't he?

"I really hate magic. Really and truly."

Druid was dead. So where was Darkhawk going?

"Tony! You out there?" Hawkeye's voice echoed suddenly in his helmet. Stark cursed and dialed back the volume.

"Clint."

"Tony?"

"Who else would it be Barton? What is it? I've got a situation here!"

"Join the club Rusty! We've lost DuBois! Sidewinder got her. Moon Knight too apparently." Hawkeye sounded frazzled. Iron-Man bit his lip. Too much was coming from too many sides. Just a regular day in the life. "Tony?"

"I'm here Clint. Pym's gone too."

"What?"

"Society. Got him and Marlo. and Darkhawk is-is...I don't know." Iron-Man put on a burst of speed. He wasn't going to be able to catch the kid. Too much damage, too much of a head start on Powell's part. "Something's...where are you?"

"In the air. We're following Moony's signal."

"Signal?"

"He activated one of those weird little tracers of his. Can you catch up to us?"

Iron-Man activated the tracking device he'd installed in every quinjet and easily locked on to it. Close and closing. "Yeah. Clint, one other thing-"

"What now?"

"I found Genis."

"Crap."

"Yeah. He's chasing one of the Society members-Death Adder."

"And you think he'll go running wherever we're going? Perfect. Great. Anything else?"

"Vampires."

"What?"

"Ran into some vampires. Death Adder seemed to be working with them."

"I-no. Nope. Not dealing with that now. Meet us. We'll send the Society slithering. Then kick Genis' star-laced ass. Then we'll deal with whoever else wants a piece!"

"Should I make a list?"

"We'll take names as we go shellhead. As we go."

"Avengers assemble." Iron-Man said quietly as he pulled up and turned at a sharp angle, hurling himself back towards the quinjet's signal.

"Avengers assemble." Hawkeye dropped the radio receiver back into its cradle and leaned back in his seat. He looked at the Wasp and Spider-Woman. "Iron-Man is on his way."

"Small miracles." Janet murmured, flying the quinjet. "The Society always was organized but this..." she trailed off. "Jesus."

"We gotta get organized Janey-baby. We've been getting hit from all sides, everybody quitting, leaving, I-"

"Clint."

"Jan?"

"After this, I'm done."

"What?" Hawkeye looked at her in shock. Spider-Woman whistled.

"Awwwkward."

"Quiet Jess. Jan, baby?"

"Hank's in the middle of a breakdown Clint. And I only came out here to help you temporarily. It's turned into one hell of a temporary is all I can say. Hank's hurting," she said. "You saw his workshop didn't you? Saw what he was building?"

"I-I-"

"Ultron, Clint. He's rebuilding Ultron. God knows why. I'm getting him away from here. Away from everything. Somewhere where it's just the two of us. Can you understand that?"

"I-yeah. Yeah." Hawkeye looked away. "Jesus Jan. Deja vu. The Avengers West is going down again. Probably for the last time."

"Hell if it is." Drew leaned forward. "Still got me bossman. I was just getting to enjoy this whole team thing. And what about Iron-pants and the kid?"

"Four members do not a team make."

"Iron-Man. Thor. Giant-Man. And me." Jan held up four fingers. Hawkeye grinned slowly.

"Yeah. Foot in my mouth hunh?"

"Don't worry, you still look stylish."

"Well as long as the important things are taken care of." Hawkeye rubbed his jaw. "Besides, the Avengers tend to attract strays right?"

"We got you that way."

"And I'm the best you've ever had."

"That's up for debate."

"We'll table a committee when we get done." Hawkeye gestured to the window of the quinjet. "Our back-up is here." Iron-Man hurtled up and around the vehicle, buzzing them. "Lets get him aboard and go smash some serpents kiddies!"

Darkhawk landed in the middle of what had once been a nice brownstone by the Bay. Now it was just so much crumbled brick and fire-charred timbers. He looked around.

"Well?"

Start digging.

"Where?"

Right here.

"So how'd you get here? I was under the impression that the Avengers had their own cemetery. And that you were buried in it."

Ah. So you know who I am now...

"Hard to miss what with you yelling it in my head for the past fifteen minutes."

I do apologize. But it was imperative that you get here before midnight. Before it's too late...

"For what? What the hell is going on? Is it something with these Society guys?" Darkhawk focused the beam from the gem on his chest into the ground. The earth ruptured, cracking and exploding as the alien energy penetrated it.

Indirectly. Ingenious use of your abilities lad.

"I-yeah. Thanks." Darkhawk shook his head. "So, you are dead aren't you. You're a ghost."

Not quite. Death is simply not the end for one such as I. The Avengers buried me true, but my...servants uprooted me. At my behest of course. To bring me here to one of my sanctum sanctorums.

"Your what?"

A sacred place. A place of power. Here I've...gestated if you will. Preparing for my next turn on the Wheel of Souls. But this place is dying thanks to that creature's rampage. Equinox weakened the mystical bonds and wards of this city. And now an old prophecy is about to come to pass...

"I hate prophecies."

I know. Me too. Step away lad...my time is now!

Darkhawk cut the power to his beam and hopped back. Smoke and dust rose out of the hole he'd carved into the earth. And something else. Something not quite dead, not quite alive.

Doctor Druid.

Ragged purple robes clung to a befouled crimson bodysuit, all of it covering a skeletal creature, yellowed bones clad in rotting flesh. Glowing eyes alit on Darkhawk and a rictus grin split the horrible face.

"Well. Nice to see you face to face finally Chris. I am Anthony Luddgate Druid."

"Are you gonna try and eat my brain?"

"Maybe." Druid laughed, a harsh croak. "But I'm not quite that peckish yet. Come boy. We must away!" He held out a dessicated hand, the fingers more bone than meat. Darkhawk hesitated for a minute, then took Druid's hand.

Twelve captives in total were bound to the floor of the church. DuBois made thirteen. Unlucky number. Fetch hefted her by her throat and tossed the whimpering woman on the altar.

"For God's sake Zelda, show some spine." Asp hissed. A little too loudly evidently as the vampires around the Society members flinched and snarled. Fetch turned and shook a warning finger.

"Keep your brood quiet Voelker. Please."

"Just hurry up Fetch. We have places to be." Sidewinder said, arms crossed. He glanced carefully around. Too many to fight in these close quarters. Voelker was a skilled diplomat and had a nose for treachery. Fetch stank of it. He should've known better than to deal with the undead. He happened to glance up as the moon peeked between the clouds. Ah. A white knight. Voelker smiled inwardly as he watched Moon Knight prepare himself for something foolish no doubt, but useful all the same. He nudged Asp and winked at her. She smiled in return. Cleo could always be counted on to be prepared.

Moon Knight readied himself, throwing darts held between his knuckles. The Society looked ready to bolt. Or fight. All it would take was one...good...

Hiss.

He turned slowly. The bats were looking at him. Far, far too intently. The vermin leapt as one, leather wings cutting the air, eyes burning. Moon Knight fell backwards, hurling the darts as he went. Several bats were sent tumbling from the air. Moon Knight landed smoothly atop the altar over DuBois' prostrate form. He felt the moon shining down on him, filling him with Khonshu's grace.

Fetch laughed and clapped his hands. "Mana from Hell."

"But not for you. Society...STRIKE!" Voelker snapped. He lashed out with his cape. It engulfed several vampires, causing them to vanish before they could cry out. The other Society members acted accordingly, lashing out at the undead closest to them. Puff Adder's expelled a cloud of gas that reduced several of the creatures to shrieking skeletons and Asp's bio-electric stings made three more dance like birds on a live-wire. But the Society was fighting a losing battle.

The bats and other vermin flooded the church, shapes changing, altering, becoming yet more vampires, all hungry for blood. Dozens. More than that. Fetch watched the Society struggle and turned back to Moon Knight. He held up a cracked and distorted skull in both hands, turned upside down like a makeshift goblet.

"Isn't it lovely? The last earthly remnants of our lord and master."

"Good for you."

"You mock us. But it doesn't matter. I've taken the blood of the twelve Voelker brought me-and a heady mixture it was-and now all I need is hers. Just a dollop, a drop even and our master will return to us from Hades. And then he will feed on these offerings of ours and even you." Fetch licked his lips. "Take him!"

Moon Knight whirled, cursing. Distracted. Fetch's voice...his eyes...didn't matter now. Several vampires bowled him over, knocking him from the altar and to the ground. Claws shredded his outfit and fangs snapped at his throat. Fetch swooped forward and slashed a thin claw across Zelda's belly. She screamed as he held the skull to her belly to escape the thin trickle of blood.

The skull began to tremble in Fetch's hands and he dropped it as it began to bulge and crackle obscenely. A vile smoke issued from the pores in the bone, a stinking fog that blanketed the area. Moon Knight brought his truncheon across a vampire's jaw, sending it sprawling and then hurled it at the skull, sending it flying. Fetch screeched and dove after it.

A burst of solar energy punched through the vampire's chest, turning him to ashes and dust. Genis-Vel floated gently towards the ground, eyes blazing like the sun, a corona of cosmic energy surrounding him. The vampires cowered away.

"Where is she?"

"To whom do you refer whelp?" a smooth voice, like oil spreading over water, inquired. There was a snap, like the flap of great wings and a foetid wind rolled over Genis. "For all here belong to me."

"And you are?" Genis peered into the gloom. A laugh, as chilling and deep as the grave echoed in the church and the fog that clung to the floor rose, turning from urine yellow to blood red. A mass of something horrible rose from the ground at Genis' feet and a clawed hand with impossibly long fingers closed on his throat, hurling him straight up, back the way he had come.

"I? I am DRACULA!"

"Jesus!" Janet yelled as a veritable cloud of bats engulfed the quinjet and caused it to shake. "What the hell?"

"Bats sir! Thousands of them!" Spider-Woman peered over her shoulder. "All heading right toward Moony's signal by the looks of 'em!"

"Oh that's not good." Hawkeye muttered. Iron-Man looked over at him.

"Clint."

"What?"

"Vampires."

"No! I refuse to believe we gotta deal with some reject from Fright Night on top of everything el-" Hawkeye turned. "Who the hell are you?"

"Just a concerned party." the immaculately dressed dwarf grinned, his too-wide smile showing disturbingly white teeth. He straightened his tie and smiled at each Avenger in turn. "Wow. Colorful bunch. Not my kind of crowd normally but hey, we all gotta adapt right?"

"How did you get aboard this vehicle?" Iron-Man snarled, stepping forward. The dwarf shook a finger at him.

"Settle down robo-cop. Don't blow a gasket." He ran stubby fingers through his oily hair. "Simple fact kiddos. I can't let you get where you're going. Not if the boss' plan is gonna succeed y'see. So you gotta go. All of you. Sorry, but them's the breaks."

Iron-Man lunged forward even as the dwarf snapped his fingers.

"Toodle-oooh kids."

The quinjet exploded and tumbled from the sky, a burning ball of wreckage. The dwarf watched it fall from a nearby rooftop, his eyes shaded. He laughed. "Oop. I did it again."

Iron-Man stumbled forward into Darkhawk's arms. The Wasp, Spider-Woman and Hawkeye were equally caught off-guard, falling to the floor. Hawkeye looked up at Chris.

"What the hell? Chris wha-"

"I'm sorry Clint. But there's little time. I will explain in due course, but not right now." Doctor Druid said, bits of him falling to the floor as he raised his arms. "Chris! We have one more stop to make!"

"I-yeah. I'm with you Doc!" Darkhawk glanced at the other Avengers, then leapt towards Druid, both of them vanishing in a burst of light.

"What the hell just happened?" Hawkeye glanced at the others.

"Vampires. Now zombies." Iron-Man shook his head. Hawkeye glared at him.

"Stop it. Just...stop it."

Dracula pulled Zelda into the air, claws around her throat. "Hello my sweet. It was your blood that has returned me to this harsh realm. A bit more and Dracula shall be once more at his peak." he purred, narrow features grimacing in pleasure. He was nude, his body an ugly shade of pale in the moonlight. Moon Knight staggered upright. The vampires that had survived Genis' arrival were busy with the Society.

"Not if I have anything to say about it." Moon Knight leapt forward, truncheon slashing through the air. Dracula caught the weapon without turning.

"You stink of the grave, warrior. Begone." Dracula thrust forward and Moon Knight found himself hurled backwards, his back scraping across the floor. "Dracula has no time for revenants."

"How about Kree warriors?" Genis said as he slammed into Dracula from above. Zelda was flung aside as vampire and alien smashed through the floor into the tunnels below. Dracula arose from the sewage, snarling like a wolf. Genis swung a glowing fist at him and Dracula exploded into a mist, reforming behind him. Claws tangled in Genis' hair and he was yanked backwards into Dracula's arms. Fangs darted hungrily for his jugular.

Dracula shrieked and stumbled back, mouth smoking, seconds after biting Genis. The alien fell to his hands and knees, shaking his head, trying to clear it.

"Auhghk! Your blood burns like the sun creature. Dracula shall not sup on you. Nor shall he waste anymore time upon you! Minions!" Dracula shrieked. A dozen vampires tumbled through the hole even as Dracula leapt upwards. The creatures swarmed over Genis, biting and clawing. Dracula landed gracefully, crimson eyes looking eagerly over the bound forms of his victims.

Sidewinder watched the creature stalk towards the closest of the people he had procured for the now deceased Fetch and decided that discretion was the better part of valor in this instance. Most of the vampires that had been tangling with his people had leapt on the Avengers' resident alien at Dracula's command. If there had ever been a time to leave, it was now.

"Gather round gentlemen and ladies. It is time for us to cut our losses and leave."

The Serpent Society vanished in a flash of light, barely noticed by either Dracula or Moon Knight. Dracula had lifted the unconscious form of Hank Pym from his feet, long tongue licking over his grotesque fangs. Moon Knight, for his part, ran towards them, knowing in his heart he was too slow. Too late.

A burst of eldritch energy struck Dracula in the chest, flinging him backwards.

"No creature. You shall find no repast here." Doctor Druid said, his eyes glowing eerily. "Though we arrived too late to stop your re-birth, I shall make it as brief as possible." Darkhawk stood beside him, ready to attack the vampire at a moment's notice. Moon Knight too had drawn closer, truncheon in hand. Dracula stood with a hiss but before he could say anything an explosion of solar fire erupted from the hole in the floor where Genis had been buried in undead flesh. Genis floated upwards, his eyes flashing as he caught sight of Marlo's unconscious form. Dracula looked around at his enemies and with a roar, crouched and threw himself upwards, his form twisting into that of a demon-bat, which soared into the sky and vanished before anyone could react.

"No!" Druid said. Genis swooped towards Marlo, scooped her up, and vanished in the opposite direction silently just as swiftly. Druid slumped.

"Doc. Doc, what's wrong?" Darkhawk looked at him. "We won didn't we?"

"No. No my boy, we've failed. Failed. Dracula has returned...and Cthon is not far behind!"

TO BE CONTINUED...

Next Issue: Whaaaa? Cthon? Dracula? Yep. You read that right. Be here in thirty for the start of a new storyline in 'BLOODY DAYS'!

"So."

"So..."

"You were dead."

"Oh yes, quite." Doctor Anthony Luddgate Druid stood in front of a window in the Avengers West Coast compound, piss-yellow eyes staring out at the twinkling night, arms crossed behind his back. Stars flared to life and died. Druid didn't blink. "Still am. Technically."

"Technically." Tony Stark, Iron-Man, stood behind him clad in his red and gold armor. The armor had taken a beating over the past few days but the strange mixture of technologies-some of them extra-dimensional-that composed it were self repairing to a large degree. And self-improving. Tony was reasonably sure that the patches of so-called Nth Metal were growing, extending through the armor's skeleton like fibrous roots, making it stronger. Tougher. The boost in the sensors alone was worth it.

Right now those sensors were scanning every decrepit inch of the being standing before him. And confirming every word he was saying from those purple, spoilt lips.

"Technically," Tony said again. "Why are you walking around?"

"Are you asking me, or yourself, Tony?" Druid turned slightly and for a moment Tony could see the balding, goateed, slightly paunchy man he'd been teammates with. Then it faded. There were maggots crawling in Druid's goatee now. He didn't seem to notice.

"You're the resident magician, Anthony. Tell me."

"Do you believe in redemption, Tony?"

"No."

Druid turned, raising one eyebrow. The expression looked comical on his decayed face. "Really?"

"I believe in absolution," Tony said, eyes unreadable behind his mask. Druid gave a raspy chuckle.

"Then call it absolution. I'm caught between worlds, Tony. Neither here nor there. For my sins I was so condemned."

"Sins-"

"Don't ask. Regardless, I was caught. Until Dracula."

"Dracula."

"His soul ruptured the walls of Hell, ascending like some sort of reverse comet, black as sin, spitting tar and ash as it rose towards the waking world. Hell could never contain Dracula you see...he's rather like a guided missile of damnation. He's a weapon, Tony. Satan's weapon against mankind. Every time he returns is worse than the time before that. Every time he returns it requires more force to stop him. In times past, the world's mystical defenses were enough. But now..."

"Now it's our turn," Tony said. "And you came back to-what? Warn us?"

"Yes. I latched onto his soul, rather like a parasite I'm afraid. I followed him, trailed him back to the waking world. And it was here that I discovered that Dracula wasn't returning alone. His coming is just a harbinger of something much worse..."

"...Chthon."

MARVEL 2000 PRESENTS...

#24 - "BLOODY DAYS "

Written by Josh Reynolds

"I've made up my mind, Clint."

"Nope. I refuse to accept it." Clint Barton, Hawkeye, stuck his fingers in his ears and closed his eyes. "See? Lalalalala..."

"Clint? Clint!" Janet van Dyne, the Wasp, rolled her eyes and continued to pack. "Clint, this is childish."

"Lalalala..."

"Clint!" Jan whirled and smacked Clint on the side of the head with her bag. Undergarments spilled everywhere. Clint blinked and reached up to pull a bra off of his head.

"38D, Jan? Isn't that wishful thinking?"

"Pym Particles have a multitude of household uses." Jan smiled sweetly. Clint laughed as Jan snatched the bra away. "Now gimme."

"You're a dirty girl, Jan baby."

"You're just now figuring that out?" Jan turned back to her packing. "Now either help or get out of here."

"Fine, fine. I'm helpful. See how helpful I am?" Clint snatched a pile of panties out of the bag and began to fold them.

"You're folding my panties."

"I am indeed folding panties. Helpful."

"Oh yes. So very."

They were silent for a while, working in friendly silence. Clint sighed. "So you're really leaving?"

"Yeah." Jan smiled. "Before something else comes up."

"I'd say it already has. We're in the calm before the storm and all that." Clint grinned. "If ol' Doc Druid is to be believed at any rate."

"Well?"

"Well what?"

"Do you believe him?"

"Do I believe the zombie Avenger?"

"That would be the one, yes."

"I don't know, y'know?" Clint rubbed his chin. "As many times as Druid has been there for us, he's been screwing us all the other times. I'd be an idiot to trust him."

"But do you believe him?"

"I-yeah. Yeah I do." Clint shrugged. "Once an Avenger, always an Avenger, right?"

"Yeah Clint. And that goes for Hank and I as well." Jan touched him on the arm. "But right now, we need space. Time to breathe. Away from monsters, super-villains and maniacs of assorted stripes. Time with each other."

"I know. I know that. But it still stinks. All we've been doing lately is losing people. Every damn time, y'know." Clint shook his head. "Avengers West, where teams go to die."

"Ha!"

"What?"

"Ha! I said ha! Clint Barton, Captain Maudlin." Jan smirked and hit him again. "Get over it."

"Harsh."

"Damn straight. If it falls apart, so what? Just put it back together again." Jan laughed. "That's what the Avengers do, Clint. We put things back together. Especially after we break them."

"You know what, Jan baby? You're right. You are abso-lutely right." A smile grew on Clint's face. "I couldn't have put it better myself."

Hank Pym listened to his wife-no, ex-wife-laugh with Clint and smiled. He turned off the listening device, one of several he had planted throughout the compound, and turned back to his workbench. The smile faded as he ran fingers across the hideous jack o' lantern grin of the metal skull sitting in front of him. Why was he doing this to himself? A large part of him wanted to take a sledge hammer, the vibranium headed one the Black Panther had given him, and smash all of the past few weeks of work. Batter it into nothing. Instead, he was going to finish it. And why?

Absolution.

That was it. One word. Absolution.

Every drop of blood Ultron had spilled, every life he'd taken, all of it was on Hank's hands. There was no forgiveness for that. No redemption. Just absolution. And the only way to do that was to go back in time and correct the mistake. Only he couldn't do that could he? Time travel was a fickle thing. So he'd have to settle for the next best thing. He'd give the world what he should've in the first place.

A hero, not a monster. That was what he'd always meant for Ultron to be. A hero. Someone to take his place in the Avengers. This time he'd do it right. There'd be no surprise attack from a newly awakened AI, no chemicals, no screw-ups or slip-ups.

Ultron would be reborn. And Hank Pym would be absolved of the sins of his creation.

He bent over the metal body, connecting tubes and circuits with a speed born of desperation. He had to get it finished.

Then the real work would begin.

The intercom buzzed. Hank hit the button without turning around.

"Yes?"

"Hank, it's Clint. Meeting in ten."

"I have work to do," Marc Spector, Moon Knight, said bluntly. He stood in front of a window, preparing to leave. Unfortunately Jessica Drew, also known as Spider-Woman (the original, dontcha know!) was standing between him and his goal. Hands on hips, Jessica glared at the Fist of Khonshu.

"Yep."

"Glad we agree. Let me by."

"Nope."

"Why?" Spector sighed. Drew leaned back against the window.

"Because you need help."

"No, I don't."

"Yes, you do. Trust me on this. You got the crap beat out of you."

"I did not get the crap beat out of me."

"Oh yes you did. And it's gonna happen again. Unless you let us help you."

"Us?" Spector cocked his cowed head. "So it's 'us' now? You accepted Barton's offer then."

"Sure. I've been a reservist for a while. Figured I might as well go full-time. You could, too."

"Been there, done that. Didn't enjoy it the first time."

"Doesn't mean you won't enjoy it this time." Drew grinned. "Besides, think about it-Dracula? The Serpent Society? C'mon." She gestured.

"No."

"C'mon."

"No."

"Cooooome oooooon."

"Stop it, Drew. This isn't about the Avengers. This is about me. About my path. The Fist of Khonshu isn't a team player. I'm going back to San Francisco. Now. While Barton and the others debate, I'm going to do something. About Dracula. About the Society if they raise their heads again," Spector said harshly, pointing at her. "And if you want to play hero, you'd do well to come with me."

Drew met Spector's eyes for a moment. Then, finally, she slid aside and gestured to the window. Moon Knight inclined his head and leapt out the window. Drew watched him go. The sound of a helicopter was heavy on the air as Moon Knight's form faded into the night. She shook her head, then leaned out the window.

"You could at least use the door!"

"He gone?"

Drew turned to see Clint leaning against the doorframe. She shrugged.

"Yeah. I figured as much."

"You knew he was going to pull a vanishing act?"

"Sure. Moony likes to play up the whole 'mystery man' angle. But he's smart enough to come calling if he needs us. And, like as not, we'll be on our way back to Fog City before too long." Clint straightened and crooked a finger. "C'mon. Avengers meeting in the conference room."

"Clint?"

"Yeah?"

"We have a conference room?"

"So, vampires?"

"Unh-hunh." Chris Powell, otherwise known as Darkhawk, nodded as best he could, laying flat on the bed. Lena Myers rolled over on top of him, chin resting on her forearms as she looked him in the eye. Pink hair dangled over her eyes and she pursed her lips and blew her bangs aside for a moment as if to get a better look at him.

"And a dead Avenger rose from the grave."

"Yep."

"And that's where you've been."

"Yeah."

"That still doesn't explain why you didn't take me to Hawaii with you."

"Damn it."

"Spill mister." Lena poked a black painted fingernail into the center of Chris' bare chest. "Why no tickle for this chickie?"

"It was sort of a business thing..." Chris gestured. "You know, business lunches and all that. Besides, you were busy."

"Was I?"

"Oh yeah."

"Hunh. I don't remember being busy."

"Look. It was sort of a last minute thing. Spur of the moment."

"Spur of the moment?"

"Spur. Moment. Trust me."

"You forgot, didn't you." It wasn't a question. It also wasn't an accusation, for which Chris was grateful. He frowned and shook his head.

"I'm sorry, babe. It was just, one second we're dealing with Equinox and the next-BAM!-Hawaii Five-O." Chris gave a chuckle. "They do things a lot faster in the Avengers than in the New Warriors. I'm still trying to get used to it." He reached up and ran his fingers through her hair, tugging on it gently and making her laugh. She kissed him, softly at first, then harder. She pulled back and he blinked up at her.

"What?"

"How long have we been doing this?"

"This?"

"This." She rubbed his cheek. "How long? A couple of weeks?"

"Yeah."

"Feels longer."

"That a bad thing?"

"Nope. Opposite really. Chris..."

"What?"

"I'm moving to San Francisco. To help with the reclamation effort," she said, smiling sadly. "A few friends of mine are going. Part of a volunteer effort."

"Lena, it's-"

"Dangerous. Yeah. So was Moomba," she said. She laid her head on his chest. "Besides, I'll always have you there to protect me."

"Will you now?" Chris tilted her head up and smiled at her. She returned the smile and kissed him again.

"Oh yes. I have a sixth sense about these things."

There was a knock at the door. Hawkeye's voice carried through the wood.

"Put some pants on, Romeo. Conference room in ten."

Clint leaned back in his chair, feet up on the conference table. Eyes closed, fingers laced behind his head, he listened. The others sat around the table-Hank and Jan, Drew, Tony and Chris. The Avengers West Coast. For now.

"Look, we don't know anything about Druid. Not really. Can we even say he's the same man?" Tony said, chin resting on his interlaced armored fingers.

"What do your scans say?" Hank asked, rubbing his chin. Tony shook his head.

"He is what he looks like. Dead. Rotting. And Anthony Luddgate Druid. Which is my point...Druid has never been what you could call trustworthy."

"Well that's being harsh," Jan piped up. She had one hand on Hank's back, rubbing gently. Tony shook his head.

"I prefer the term 'blunt'."

"Howsabout 'rude'?" Jan smiled sweetly. Clint gave a sharp laugh. Tony smiled.

"We can go with that." He looked at Clint. "But my point stands. Dracula is out of our jurisdiction. Let's call Doctor Strange. Or Ghost Rider. Hell, let Spector and Druid handle it. Our priority has to be Genis."

"Really? And how do you figure that?" Chris said. Not quite sarcastically. Not quite.

"He was on the team. He's our responsibility. Simple as that. I've been doing some checking up on him. On his activities these past few months. He's a loose cannon in the worst way. Too, there's been no sign of Rick Jones. And now Marlo's gone as well."

"Cap didn't take her home after Dracula pulled his vanishing act?" Hank said. Tony shook his head.

"No sign of either of them. But I can find them with Hank's cosmic sensor hooked into my armor. I'll track Genis down and we can bring him to heel now. Before-

"Before what?" Clint swung his feet off the table. "Before he goes on a rampage? We don't know for sure that he will."

"Bull. You know as well as I do-

"This is about the Hulk isn't it?" Clint said. Tony glared at him.

"What?"

"The Hulk. This is about the Hulk. He was on the team. He went wild. We never managed to stop him. Now you're worried the same thing'll happen with Genis. Fess up, Tin-pants." Clint pointed an accusing finger at Tony. "That's why you're so intent on bringing Genis in. So instead of focusing on the problem at hand, you want to go run off after one we may not have yet."

"That's ridiculous."

"No. It's not. Which is why I want you to do it," Clint said. Tony blinked.

"What?"

"Exactly." Clint sat back, a satisfied look on his face.

"Splitting up didn't work so well last time." Hank said dubiously. Clint grinned at him.

"Why are you worrying? You and Jan are retired as of now."

"But-

"No buts." Clint shook a warning finger. "Jan and me had a talk. And it made me realize something. The Avengers haven't cleaned up their own messes in a while. Moony was right. Glad he ain't here to hear it, but it still stands. Genis is one of our messes. And so's San Francisco. And Dracula, too come to that. Doc Druid made sure of that. But we ain't got the manpower to be running back and forth. So, Tony, find Genis. But don't engage him!"

"But-

"Did I not just say no buts? Watch him, Shellhead. Watch him, see if he's gone to the dark side. If he has, find us and we'll take him down. As a team." Clint turned to the others. "As for the rest of us...we're pulling up stakes. As of today, Avengers West will be based in San Francisco."

"Clint, I don't have any available property in San Francisco!" Tony said. Clint smiled.

"Right. You don't. But the Serpent Society does...don't they, Zelda?" He turned to Zelda and smiled. She stared at him like a deer in headlights.

"It'll be wonderful, Marlo. You'll see," Genis said as they flew into the rising sun, carrying Marlo in his arms. She was silent, head buried in his shoulder to keep the wind out of her face. Also to hide the fear in her face from her captor. And she was afraid. Terrified, if she was being honest with herself.

Rick was gone. And he wasn't coming back. She knew that. She didn't know how, but she knew it.

Genis was the only one left. And he was insane. He'd always had problems. But with Rick there...but now...

He was insane.

"I'm not, you know."

Marlo tilted her head slowly, looking up at Genis. He smiled down at her. "Insane. I'm not insane." he said, chuckling.

"You-"

"Read your mind? Oh yes. Cosmic senses. I can skim surface thoughts. Rick didn't tell you?"

"I-no."

"Oh. I wonder if I told him?" Genis mused. "Ah well, it doesn't matter. Not anymore anyway."

"What did you do to him?" Marlo asked suddenly. "What the hell did you do to my husband?"

"What do you mean?" Genis looked at her, bemused. "I am your husband. And very soon, I'll carry you over the threshold. Here." He gestured towards the ground below. Trees and hills. Some expensive homes. "I'm going to build you the kind of home we've always wanted."

"Home. A new home. A dark Mecca. Our kind will make a pilgrimage here. They will flock here, to this damned city and kneel to receive my blessing," Dracula, once Prince of Wallachia now and forevermore Lord of the Vampires said, standing atop a ruined building. His cloak swirled around him as the wind picked up and he spread his arms, seemingly luxuriating in it. Bats fluttered around him and thousands of rats and other vermin clung to the roof of the building, a living carpet of red-eyed flesh. And among them, vampires. Dozens.

Soon there would be hundreds. Thousands.

But not tonight.

Tonight was for blood. Oceans and messes of it. Dracula swept out a pale hand towards the distant lights of a Red Cross shelter. His carmine eyes glittered as he laughed, serpentine tongue wriggling between cancer-colored fangs. At his unspoken signal, death took flight.

Minutes later, the night was filled with screams. And blood.

Oceans and messes of it.

TO BE CONTINUED..

Next Issue: San Francisco reels under Dracula's assault as the Avengers West move into new digs and things heat up! Be here in thirty for 'FORK SAY HELLO TO ROAD'!

"So we're staying?" Hank said. He watched Jan unpack, his expression bemused. She glanced at him over her shoulder.

"For now at least. Clint and the others are moving to San Francisco for the foreseeable future and Tony said we were free to stay here as long as we wanted."

"Nice of him."

"Yeah." Jan was silent for a minute, then she turned and took Hank's hand in hers. "Hank."

"Jan."

"How close?"

"What?"

"How close is it to being finished?"

"What?" Hank pulled his hand loose and he took a hesitant step back. Jan frowned, watching her ex-husband tense. That old fight or flight reflex kicking in. She felt herself tensing up in reply and forced herself to calm down. This wasn't a fight. Wasn't going to be a fight. Just a talk. She sat on the edge of the bed, hands flat, supporting her. Legs crossed.

"The thing in your lab. How close is it to being finished?"

"What thing in my lab?"

"Ultron. Hank, I love you more than anyone should love her ex-husband. But you are a horrible liar. Everybody knows what you're doing-"

"Well, I haven't exactly tried to hide it, have I?" Hank said softly. Jan blinked.

"No, I suppose not."

"Jan. I-" Hank closed his eyes, trying to come up with the words. He sighed, all the tension oozing out of him. "Please. Just trust me."

"It's Ultron, Hank. You and he don't exactly have the best track record when it comes to each other."

"Granted. But this isn't the same Ultron. Or at least it won't be."

"How can you know that?"

"Simple. I'm building his brain from scratch," Hank said simply. Jan stared at him for a second, then burst out laughing. Hank raised his eyebrows. "What? What did I say?"

"Nothing. Nothing at all," Jan said. She grabbed Hank's hand in hers and held it tightly. "I love you."

"I know. And I've never been more grateful for anything in my life." Hank pulled her to him, enclosing her slender form in his arms. And in his lab, the completed form of Ultron trembled with the first stirrings of what some might have called...Life.

MARVEL 2000 PRESENTS...

#25 - "FORK, SAY HELLO TO ROAD"

Written by Josh Reynolds

The Quinjet landed on the reinforced roof with a thump. Tiny crystal emitters set at each corner of the rooftop flared to life automatically as the sensors installed beneath the tarmac sensed the weight change and bent the light around the vehicle, hiding it from sight. Clint Barton, Hawkeye, stepped out of thin air and hopped down onto the roof with a look of grudging admiration on his face.

"Okay. I'll admit it. Very nice."

"Well, we couldn't very well have a Serpent Sled sitting up here in plain sight could we? And wipe your feet," Zelda DuBois, formerly known as Princess Python, said, glaring at Hawkeye as she headed for the door off the roof. Hawkeye looked down at his feet then over his shoulder at Spider-Woman, Darkhawk and the eponymous Doctor Druid. A more motley bunch he didn't know of. Two super heroes, one rookie and one zombie. Oh, and Zelda, too, of course.

"You heard the woman, gang. Wipe your feet."

"Thank you," Zelda replied primly. She opened the door to the battered brownstone and let it swing open. "After you."

"Defenses?"

"Offline. Thanks to me," Zelda said, eyebrow arched. "Wouldn't do to have my new best friends fried, would it?"

"My heart weeps with gratitude." Hawkeye mock-bowed. "Still, you first, Zelda."

"If I must." She turned and flounced through the door. The Avengers followed more slowly. Zelda led them down the stairs to the bottom floor where she opened a door and revealed a tidy looking sitting area. Spider-Woman whistled.

"This place looks like an issue of Better Homes & Gardens exploded."

"Seth always had taste. And a woman's touch doesn't hurt." Zelda looked around. The brownstone was a simple affair, at least on the surface. Zelda collapsed on a couch, arms spread and leaned her head back, blowing strands of crimson out of her face. "Don't mess anything up or we'll lose the deductible."

"Who's we? The Serpent Society? Or the Circus of Crime?" Darkhawk said, arms crossed as he leaned against the doorframe. "Either wouldn't surprise me right now."

"We is us. At least until the Society and Dracula are taken down," Hawkeye interjected. He flopped down on the couch beside Zelda and grinned. "We needed a new base, closer to the trouble. Zelda here gives us access to these fancy digs here-"

"One of the Society's old bases," Zelda said.

"-For our new base. Or temporary base. At least until things cool down here. And in return, we keep her safe and sound," Hawkeye finished. "Everybody caught up?"

"We were all at the meeting, Hawky." Spider-Woman said.

"Yeah, I know. But repeating it helps keep me organized." Hawkeye looked at Druid. "Doc?"

"Yes, Clint."

"You ready to get to work?"

"Certainly. I'll need Chris' help however if I am to discover the cause behind Dracula's sudden revival."

"Mine?" Darkhawk said, sounding surprised. Druid smiled as well as he was able, his gray, ravaged skin splitting and stretching slightly at the expression.

"Yes, my boy. And I'll need a large room. Empty. Preferably no carpet."

Zelda replied with an upturned finger, making a gesture at the ceiling. "We got three floors. Top one is empty; used to be a lab. Now it's just dead space."

"How appropriate." Druid gestured towards the stairs. "Come Christopher. We have much to do."

Hawkeye watched them head for the stairs and then looked back at Spider-Woman. "Jess, you feel up to patrol? See if we spot any of our smelly playmates from the other night?"

"Why not? Beats sitting around waiting for something to happen."

"And what about me?" Zelda said, sitting up, eyes wide. "Are you just going to leave me here with the kid and the zombie?"

"Looks that way, don't it?" Hawkeye grinned at her. He glanced at Spider-Woman. "Ready Jess?"

"Hell yeah," she said, already sliding open a window.

Soon both of them were running across rooftops. Jessica easily outpaced Hawkeye, her enhanced reflexes and strength propelling her along more swiftly than any human, no matter how well trained, could match.

It was good to be moving again. Not fighting, just moving.

She had been semi-retired for a few months, moving around Europe, trying to get back in touch with her roots. The dreams had started around then. Not nightmares really, more like memories she hadn't actually experienced. Memories of herself as a nineteenth century adventuress. Fighting criminals and monsters with ladylike aplomb. The Mysterious Spider-Woman. She smiled, but it quickly faded.

The vacation hadn't lasted long though. She'd caught a BBC report on Equinox's rampage and hopped the first plane back to Cali. San Francisco was her town and she would be damned if some messed up freak was going to destroy it. She luxuriated in the feel of her muscles as she leapt the intervening gap between buildings. Landing smoothly, she was up and moving again before the impact of landing even

registered. She leapt, hitting a chimney, bouncing off to land on a ledge and from there was cutting through the air to land in a crouch on a peaked roof. Waiting for Hawkeye to catch up, she took the time to look out over San Francisco.

It had been beautiful once. Parts of it still were. Would be again, too.

At least most of the fires were out. But there was still a smell on the air. A rusty smell. Like old-

Something hissed below her.

Drew looked down into a mouth full of gleaming fangs. Fish-belly hued hands darted towards her throat as a dark shape scrambled up the wall.

"I must feed!" a guttural voice roared. Drew fell backwards as the creature's claws snagged at her throat. Her own hands were moving though and a crackling burst of energy lashed out, catching the creature full in the face. It screamed and rolled backwards, towards the edge of the roof, clawing at its smoking flesh. A sense of *deja vu* washed over her as she flipped upright to face her attacker.

Morbius, the Living Vampire rolled to his feet, old wounds covering his face and bare forearms in black scabs and red scars. He looked like a car wreck and smoke from her blast wreathed his distorted features. His fangs clicked together as he came at her again. Spider-Woman vaulted over him, her hands wrapping around his greasy haired skull and driving Morbius' face into the rooftop. He was up an instant later, whirling inhumanly fast, his clawed fingers slicing through her back. She swallowed a scream and turned, her fist cracking him in the jaw. Morbius stumbled back and she pressed her advantage, planting blow after blow into his face and gut.

"I don't know what the hell you're doing here, Doctor Morbius, but I'm pretty sure I'd be a lot happier if you were unconscious!" she grunted, spinning to launch a kick into his abdomen. Morbius grabbed her leg and yanked her towards him. She fell, off balance, slamming hard into the roof and Morbius leapt atop her, a victorious snarl rippling across his features. She brought her feet up just in time, catching him in the stomach. With a burst of strength she hurled him backwards into the air.

At that same moment an arrow hissed through the air and caught Morbius in the back, the tip appearing out of the center of his breast with an ugly wet sound. He collapsed soundlessly onto the roof and lay still. Hawkeye appeared at the edge of the roof, another arrow notched and ready to fly.

"You okay, Jess?"

"Fine and dandy. Other than almost getting eaten, I mean," she said, crouching over Morbius' form. "What the hell is he doing here though?"

"Well offhand, I'd guess where there's one vampire, there're others."

"Yeah, but Morbius isn't a regular vampire. Ain't no magic creeping through those ugly veins," Drew said, rolling the inert form of the vampire over and feeling the arrowhead. "Right through the heart."

"Don't feel too bad. His eyes are moving." Hawkeye gestured with an arrow at Morbius' face. Spider-Woman shook her head.

"He looks like he's been worked over. Bad, too. Normally he's a talker. He was stone silent this time."

"Poor bastard." Hawkeye squatted. "I met him once before. When he was human. It didn't last apparently." He looked up, eyes narrowed. "Sun's gonna be coming up in an hour or so. We need to get him somewhere dark."

"We're not turning him over to the authorities?"

"What authorities? Police are getting run in circles and the inmates are running the asylum. Besides, Fangs here might have some answers about what's going on." Hawkeye looked towards the east where the sky was already growing lighter. "Let's head back. See if Druid's had any progress."

The room was as barren as DuBois had promised. Darkhawk watched the corpse of Anthony Luddgate Druid stand stock-still in the center of the room, arms outstretched, head bowed, eyes closed. Chris Powell had seen a lot in the few short years since he'd assumed the mantle of Darkhawk. Aliens, alternate realities, and now zombies and vampires. But this was still a bit much to take in. The senses of his alien body were screaming at him that something was happening all around him. There was a vague sense of pressure building up in the room and had been for the past few minutes.

"Christopher?" Druid said suddenly, his voice a rasping croak. Darkhawk snapped alert.

"Yeah, Doc?"

"I need you to draw a pentagram around me while I focus my concentration. Can you do that?"

"Yeah, but with what?" Darkhawk looked around. "I don't see any art supplies around here anywhere."

"Your gem, Christopher. How well can you control the darkforce energies within it?"

"Pretty well, I think."

"As I'd hoped. All you have to do is see the pentagram in your mind...visualize it and hold it in place, no matter what should occur."

"I-yeah. Yeah okay." Darkhawk did as Druid asked and his gem pulsed once, brightly. Strands of black energy spread from the gem on his chest, encircling Druid and coming together to form a flickering sigil on the floor. Druid brought his hands together and Darkhawk staggered as black flames rose from the pentagram.

He clutched at the gemstone, feeling as if something were being sucked from him. The pentagram flared brighter and strange syllables spilled from Druid's blistered lips. The air in the room seemed to twist and writhe like a captive animal. Strange sounds thundered in Darkhawk's mind as he felt himself sinking to his knees, suddenly weakened.

"Chris! You must stay strong! Please!" Druid barked. The undead mystic turned back to the black flames crackling around him. A deeper color was forming in the center of the flames, as if someone, somewhere, were opening a door. Which was, in a sense, what was happening.

There were only a few ways to find the information he sought. One was to attempt to bind Dracula and force him to disclose what he knew. That was unfortunately not an option at this time. His own fault really. If he had been faster...no matter. That left only two. Bind and interrogate the Dark Dwarf, Chthon's proxy on Earth or go straight to the source as it were, and confront the most highly placed of Chthon's servants...the N'garai. The children of Chthon.

Anthony Druid had never been a fan of proxies. And subtlety was for the living.

With the power that resided in Darkhawk's gem, combined with his own magics, Anthony Druid cracked the skin of the world and opened a door into Hell.

A rush of voices filled the air, harsh things, like the cawing of crows or the screams of infants and a smell of rotting meat and mossy bone rose up from the floor. For the first time since his return to the vale of tears, Druid was glad he was dead. The sounds were dulled, the stink invisible to his deadened senses.

Darkhawk however wasn't faring so well. He was kneeling on the floor, clawing at his throat. Cracks appeared in the floor, growing and spreading, a sickly hell-light rising up, filling the room. A scaly purple talon, a few steps to the left of human, speared out of the closest crack to Darkhawk and seized him by his helmet. Druid whirled, a curse on his lips as one of the N'garai squeezed into reality, gripping Darkhawk's limp form like a rag-doll. The creature was a terrifying blend of insect and reptile, with inhuman savagery stamped on its angular form. It hissed at Druid and he stumbled as he felt the doorway he'd been creating suddenly bulged. Druid turned back, cursing his lack of concentration as the demon's brethren tried to force their way through, dozens of clawed hands reaching, groping for Druid's rotted robes.

"Isn't this quite the pickle?" a high-pitched voice shrilled with laughter. The Dark Dwarf strode out of the flickering shadows, dressed in his undertaker's suit, black hair greased back and his white, white teeth showing in a maniacal grin. "You should have left well enough alone, Anthony. Shouldn't have tried to thrust your raggle-taggle soul between the boss and his dominion. But since you insist..." the Dwarf waved an idle, pudgy hand. "Well, I guess we'll have to oblige."

And Anthony Druid screamed for the first time since his death as the hordes of Chthon burst through the door he had created and thundered towards him.

"Hello, Robert," the man in the dapper suit said. He was Asian, young and smug-looking. It was the smugness that got under Robert Barlowe's skin. Made him angry. He clenched his gloved fists in his coat pockets, eyes narrowing.

"I'm here. Like you asked. Now what do you got to say?"

"Robert Barlowe. AKA Shatterfist. You once fought Thor, didn't you? And you were a Master of Evil for a brief time. And after that, you fall off the grid," the man said, as if Barlowe hadn't spoken. "You went to Madripoor. Which is where you came to the attention of my master. You are a brute, Barlowe. And worse, you displayed some intelligence in your legal employment as an engineer. But now you are an ambulatory weapon. A blunt instrument, useful only for force."

"I didn't come here to be insulted!" Shatterfist stood, a snarl etched on his features.

"No. You came here for a meal, like the rest of these wretched creatures." The man gestured at the line of shabby people waiting on whatever meals the Red Cross were doling out from their donation stores. The night wind rippled the ceiling of the drab green tent that stood from one end of the street to the other and people huddled together. Families mostly, but a few odd loners. The detritus of San Francisco. Things were improving, but only slowly.

"You haven't worked in several months, Barlowe. But in the ruination of San Francisco, my master has seen opportunity. And you can be useful to him in the pursuit of that opportunity. He will need weapons like you in the very near future. Like my friend Slate here." The man gestured to the hulking figure in the

trenchcoat standing behind him. The brute's skin was the color of dark clouds and his eyes glimmered red beneath heavy lids.

"Sup?" Slate grunted. Shatterfist shook his head, long brown hair falling over his eyes.

"How much?"

"How much what?"

"How much am I getting paid?"

"You misunderstand, Robert. This isn't a request. My master does not make requests of such as you. He merely takes what he wants," the man said silkily. He held up a thin strip of paper with squiggly black lines drawn on it. With a whisper of breath, he released the paper and blew it gently towards Shatterfist, who watched in bafflement. The paper twisted in the air between them for a moment before beginning to glow like a tiny star and suddenly it flared and arched towards the criminal. Shatterfist stumbled up from his seat with a cry as the paper touched his forehead, sizzled and sank into his skull without a trace.

Shatterfist screamed.

His scream was echoed by several people as the top of the tent was suddenly shredded from above and a horde of dead men dropped in among the living, red eyes gleaming, fangs flashing. The dapper man raised an eyebrow and snapped his fingers.

"Slate. Let us go. My master wants no confrontation with these filthy creatures just yet."

"Don't have ta tell me twice." Slate pointed at Shatterfist, who was stumbling away, into the confusion. "What about him?"

"Leave him. If he survives, we will reclaim him."

Shatterfist stumbled to his knees amidst the carnage taking place as the vampires tore into the helpless refugees. A clawed hand wrapped itself in his hair, yanking his head back. But before the hissing ghoul could sink yellowed fangs in the dazed super-villain's throat, a thick cigar was buried in the creature's eye, driven by the force of a feathered hand. The vampire stumbled away, shrieking as Shatterfist stared up at his rescuer.

"Y-you're a duck."

"So people tell me. Now are you just gonna lay there, or are you gonna help me kick these blood-suckers in the teeth?" Howard the Duck said harshly, stuffing his still lit stogie back into his beak.

TO BE CONTINUED...

Next Issue: Howard the Duck! Aquarian! The N'garai! Vampires! And more...be here in thirty for, 'NEIGHBORS AND OTHER ANNOYANCES'!

Life.
I-
I live.
I-who?

"Oh, God," Hank Pym said, staring at his brute creation in horror. It staggered towards him, gleaming steel fingers reaching for him.

"Pa-pa?" it squawked, incandescent energies flaring behind the evil eyes and within the jack o' lantern grin. Alarms shrilled and the interior of the lab was bathed in flashing crimson lights that gave everything a bloody tint. "He-lp pa-pa."

Who am I?

"Hank what was the alarm abou-oh, God! Hank get back!" Janet van Dyne stepped into the room, her form decreasing in mass within seconds with a sound like a rubberband tearing. She hurtled forward, the diaphanous wings that had sprouted from her shoulder blades humming as she flew towards the nightmare automaton that stood before her ex-husband. Energy sparked and snapped from tiny fists, lashing out to coil around the robot's form.

It squalled like a frightened infant, the tiny antenna on either side of its skull extending and releasing a sickly haze that seemed to be every color and none. The Wasp felt her stomach churn and her throat fill with bile as the encephalo ray washed over her. She crashed into the floor and rolled limply, trailing vomit.

I live but I have no identity.
What is my identity?

Ultron stared down at her, making odd clicking noises deep in its throat. Then it looked up at Pym.

"I i-s so-rry."

"What?" Pym stepped forward, one eye on his ex-wife, the other on the thing he had been working on for the last few months. "What did you say?"

"So-rry." Ultron cocked its head, like a curious animal. "So-rry pa-pa."

"Oh, God." Pym felt his throat tighten. "I-"

"Wh-o i-s I pa-pa?" It sank down with a clank of adamantium knees, reaching for Pym, clutching at his legs. "He-lp me. Ple-ase."

Father? Who am I?
Please help me.

MARVEL 2000 PRESENTS...

#26 - "NEIGHBORS AND OTHER ANNOYANCES"

Written by Josh Reynolds

"WAUGGHH!"

A webbed foot lashed out and connected with a worm-white face, splintering fangs and busting a hooked nose. The vampire reeled back, spitting its own teeth and hissing like a tea kettle. Howard the Duck, illegal alien, former presidential candidate and currently San Francisco's shortest private investigator, swept the undead killer's leg out from under him, toppling him to the ground like a sack of potatoes.

"Taste the fury of Quack-Fu, zombie monkey!"

Howard snatched up a handy hunk of wood and leapt on the stunned creature, ramming the makeshift stake into its black heart with alacrity. It shrieked, spitting oily blood and collapsed, its eyes rolling up into his skull. Howard stepped off of it, dusting his hands clean. He looked around as he felt himself, searching for a new stogie to replace the one he'd lost.

The inside of the Red Cross Aid tent was an example of entropy in progress. Something Howard knew a bit about. Bodies were strewn everywhere and the hunkered forms of feeding vampires covered the fresher ones. Luckily most of the creatures were too busy sucking up every last bit of blood they had spilled in that first mad rush to worry about the people Howard was shepherding out the tent and to the relative safety provided by his partner. The last survivor had headed out into the street minutes ago.

Lucky break he'd found the kid when he had. Just wandering the damn streets, preaching charity and brotherly love like hippie-Jeebus.

Stupid kid.

But tough. And if there was one thing Fog City needed these days, it was tough. He squawked happily and pulled a thickly wrapped cigar out of his sport coat and shoved it between his beak.

"God bless Cuba," he sighed, smoke escaping from his nostrils.

Another vampire flew past, hit the ground and bounced once, twice and on out into the night through the ragged entrance to the tent. Shatterfist stumbled forward, fists clenching and unclenching inside his power-gloves. "What the hell was that-that thing?"

"Vampire," Howard said, dusting off his battered fedora.

"He tried to bite me!"

"Vampires do that."

"Vampires don't exist!"

"Unfortunately, they do." Howard gestured with his stogie. "Besides, ain't you the fancy pants who once fought Thor?"

"Yeah."

"Thor's a god."

"No. He's an extra-dimensional alien pretending to be a god," Shatterfist snapped. Howard shrugged.

"Same difference. Maybe they're plague victims. Like in *28 Days Later*. If that'll make you feel better."

"No. It doesn't." Shatterfist rubbed his wrist. "What the hell is going on?"

"Pretty standard really. Vampire apocalypse."

"I don't believe in vampires!"

"Really? Pretty sure they believe in you. And now, thanks to you, the rest of the gang has noticed we're on the menu," Howard said, pointing at the remaining vampires, all suddenly standing, red eyes shining, teeth clicking hungrily. "We gotta get outside. Get to cover."

"Cover? What cover? Half the city is in ruins-the half we're in!" Shatterfist stood, legs spread, fists raised. He'd been an amateur boxer once, before the engineering job. Before Thor. The old skills still held. The gloves helped. He could handle this.

He could. He had to. He had to survive. Survive to...

To what?

Something rippled in his mind, like a dragon of jade and onyx uncoiling from around his brain stem, serpentine tongue flicking lightning. He closed his eyes, banishing the images. No. Concentrate on what's at hand. Teeth snapped together inches from his face. Howard yanked him backwards by his shirt-tail.

"Head in the game, ace." Howard kicked the vampire between the legs and spun Shatterfist towards the tent opening. "Let's make like eggs and beat it."

"That doesn't even make any sense."

"Shaddup and move!"

The two of them ran into the street outside, followed by the hungry dead. Shatterfist tripped and stumbled over a body and rolled for a moment before he slammed up against a pair of white and blue clad legs. The vampires, salivating like hungry dogs, charged forward.

He had been called Wundarr once. By his Uncle Benjy.

Now he was called Aquarian.

He raised a sun bronzed hand, his long brown hair and beard ruffling in the night breeze. "Go back. There will be no more innocent blood for you this night." His voice was soft. Compelling. The vampires wavered. Their master, their dark prince, had a voice like that. "Go back."

"No! He's just one more man! Eat his heart!" one of the more aggressive beasts snarled. Aquarian shook his head.

"I'm sorry."

The vampires lunged as one, a dark horde. Aquarian waved his hand and glittering globules of null energy encased the unbeating heart of each of the demons. Aquarian closed his hand and those trapped hearts were crushed into dust. Two dozen evil dead collapsed like wheat in a thresher, becoming dust as they fell. The young man turned and closed his eyes, glittering tears rolling down his cheeks. He gestured and the bubble he had encased the survivors from the tent in, dispersed. Howard helped Shatterfist to his feet and examined Aquarian's work with a snort.

"Simple, but effective."

"They were innocents once..." Aquarian mumbled, wiping the tears from his eyes. He looked at Howard, his face etched with sadness. "I wish there were another way, Howard."

"Well there ain't, kiddo. Trust me on this. After all, I'm the guy who put a stake in the Hell-Cow."

"Hell-Cow?" Shatterfist asked. Howard blew a plume of smoke into the air and shrugged.

"Vampire cow. Don't ask. Trust me on this."

"I won't. Trust me," Shatterfist said, brushing himself off. "Because I am out of here."

"What? So soon? Hey, no, fine. Go get yourself eaten."

"What're you talking about? The Jesus-look-alike here killed them."

"Not all of them. Not even some." Howard smiled grimly, if a duck can be said to smile. "And they've got your scent now, Shatterpuss. Yours, mine, everybody's. Except the kid's. Because he doesn't have one. That null-field of his is good for more than dusting leeches." Howard poked Shatterfist in the chest. "But you. Dracula don't like costumes like you poking into his business."

"Dracula? Dracula doesn't-"

"What, exist? Next you'll be saying ducks can't talk."

"I-fine. What do you suggest?"

"Stick with me and the kid. Help us to help you."

"What the hell are you talking about?"

"Simple monkey..." Howard puffed contentedly on his cigar. "We're gonna kill Dracula."

Doctor Anthony Luddgate Druid cowered back in fear as the N'Garai poured through the dimensional gateway, claws and fangs bared. Nearby, the Dark Dwarf sat on the limp body of Darkhawk and squealed with laughter.

At least up until Darkhawk shot upright and wrapped his arms around the Dwarf.

"Doc, I got him! Hit it!"

"Quite gladly, my boy!" Druid said, straightening, crimson lights flashing in his eyes. He gestured imperiously and barked out a string of harsh syllables. The N'Garai hurtling towards him skidded in their attempt to retreat. A howling wind sprang up and the screeching demons were shoved back through the portal they had so eagerly charged through only minutes before. With a sound like sucking mud, the portal shimmered, twisted and slammed shut instantly.

As the Dwarf gaped, Druid whirled and gestured in the creature's direction. The Dwarf screamed as a strange sigil burned itself into his skull and then collapsed in Darkhawk's arms. Druid sighed and slumped.

"Well. That worked better than I could have hoped."

"Hey, as plans go it was a winner." Darkhawk stood, looking down at the unconscious form of the Dwarf. "What is he?"

"A demon of the foulest sort. An imp of the perverse."

"A perverted imp?"

"Close enough." Druid grabbed the creature by its leg and dragged it back into the center of the room. He pointed a finger at the floor and a burst of light sizzled from the rotting digit to strike the floor. With care and precision he drew a pentacle around the tiny shape. It flared briefly and the scent of brimstone filled the room.

"Hey! What the hell is going on up here?" Zelda DuBois, sometimes known as Princess Python, slammed the door open, her face pale with concern and anger. "Are you burning down my hideout?"

"I assure you, madam, any flames are of the unearthly variety and as such no danger to this structure." Druid huffed, straightening his robe.

"Fine. But I'm watching you, zombie guy."

"Please, call me Anthony," Druid rasped, winking. Zelda's eyes widened and she turned on her heel and stalked out of the room. Druid looked at Darkhawk.

"Was it something I said?"

"Knowing Zelda? Probably," Hawkeye said, leaning against the doorframe. The archer had moved so silently, he'd appeared without either man noticing. "Me and Jess just got back from patrol. How'd things go with you boys?"

Darkhawk and Druid stepped aside, revealing the bound form of the Dwarf. Hawkeye shook his head.

"Of all the harebrained schemes I never actually expected to work..."

"Of course it worked. I am Doctor Druid."

"Easy, Doc. We got us a prisoner too. He's downstairs and he's a doozy." Hawkeye gestured over his shoulder with a thumb. He grinned. "Wanna come see?"

"Why not?" Druid nodded.

"What about him?" Darkhawk pointed at the Dwarf. Druid smiled.

"My binding spell will keep that foul thing unconscious until I choose otherwise."

"Man. I love having a magic guy on the team again." Hawkeye laughed and rubbed his hands together gleefully.

"Magic guy?" Druid raised an eyebrow.

"Guy who does magic." Darkhawk said helpfully.

Downstairs, Zelda and Jessica Drew, Spider-Woman, stood beside each other, staring down at the form of Michael Morbius, the so-called Living Vampire.

"So he's a vampire?"

"Yep."

"Like the ones Seth tried to sell me to?"

"Not quite."

"But he might know something about them?"

"Birds of a feather," Spider-Woman shrugged.

Morbius awoke with a start, red eyes rolling as he sat up. Or tried to sit up. Instead he lay where he was and stared into the eyes of the overlarge python that encircled him, its tongue flickering in and out. He started to pull the creature from him, but it tightened its coils almost warningly.

"I wouldn't," Zelda warned, smirking. "Glaucou is quite strong."

"Glaucou?" Spider-Woman asked, glancing at Zelda.

"Roman snake deity." Doctor Druid answered as he stepped into the room. "Also worshipped by the tribes of Pre-Roman Britain. You are a literate woman, Ms. DuBois."

"Only when it concerns snakes, isn't that right, Zelda?" Hawkeye said, laughing. Zelda shot him a glare and turned away with a sniff, crossing her arms.

"Bastard."

"Yep. At least according to my brother Barney." Hawkeye glanced at Spider-Woman. "Jess, can you still do that voodoo you used to do so well?"

"Watch and see, boss. Watch and see. Doctor Morbius?" Spider-Woman said, sinking to her haunches in front of the bedraggled creature staring at her, pale tongue licking over razor fangs. "Can you understand me?"

"I'm mad, woman, not an idiot." Morbius snarled, eyes blazing. "Release me! The Living Vampire will not be restrained!"

"We can help you, Doctor. If you let us." Spider-Woman smiled, letting her pheromones spread in a concentrated area, centered on the Living Vampire. She had learned to control them over the past few months. To focus and restrain them. Now she was letting them go full bore. Morbius squirmed and shook his head, his greasy hair flying.

"What are you-I-stop IT!" Morbius hissed, thrashing about. The python tightened its grip and Morbius grunted in pain.

"Listen to me, Doctor. Look at me. Help us to help you."

"I-I-I-" Morbius threw back his head and screamed. Then, as swift as the serpent that held him he lunged forward, jaws gaping wider than humanly possible. "I MUST FEED!"

"Glaucou!" Zelda snapped her fingers. The python reacted instantly, the micro circuitry imbedded in its genetically altered flesh activating with a flash of white. A surge of electricity ran through its coils and into the body of Michael Morbius, shocking him into insensibility. Snake and captive collapsed before the wide eyes of the Avengers in the room. Zelda sniffed and tapped Hawkeye in the chest.

"You should be more polite to me."

Moon Knight crouched on the edge of the roof beam, looking down into yet another ruined warehouse. The third he'd been in since moving his operations to San Francisco for the foreseeable future. This part of the city was less damaged than others. You could almost forget Equinox and Grotesk had tried to ruin it all. He shifted on his perch, balancing easily despite the growing stiffness in his joints.

Below him, the criminal mastermind known as Sidewinder paced back and forth, hands behind his back. Thanks to a tracer he'd planted during the incident at the church a few days ago, he'd been able to track the man down, despite his unique abilities. Voelker looked nervous, Moon Knight mused. He smiled to himself. Of course, that was only to be expected. The Society had scattered after Dracula had returned to life...such as it was. The Society, at least according to the files provided by Captain America, made it a standard practice to regroup at multiple safe houses so as to limit any chances of pursuit catching them all. Coded phone calls gave Society members the all clear. But only Voelker knew the proper codes. Moon Knight carefully slid his truncheon out of his cape.

Voelker was the head. Without him, the body would die. The Society would fall apart and disperse. Or at least be easier to pick off. Especially with a little help from the Fist of Khonshu. Which would mean one less thing to worry about. Then he could concentrate on hunting down Dracula. Perhaps Voelker could even help him with that.

If he asked nicely enough.

A sudden scrape of metal on wood caused him to turn slightly. Something...moving? Where?

"I've been waiting on this, Avenger," a voice snarled. "Good thing I'm patient." Yellow gloved hands shot down from the shadows above him, from the ruptured surface of the roof, grabbing his cowl. Cottonmouth lunged towards Moon Knight, jaws wide. Moon Knight swung his truncheon up, catching the killer in the lower jaw and sending him twisting towards the floor below.

"Got to be quicker than that, Quincy," Moon Knight said, leaping from his perch, his cloak slowing his descent just enough for him to land easily in front of Sidewinder. "And as for you, Voelker..."

"Moon Knight!" Sidewinder stepped backwards, eyes narrowing behind his mask. "I didn't expect the Avengers to come after us so soon. Not with a creature like Dracula on the loose."

"I'm not an Avenger," Moon Knight said, sliding forward and releasing his club as if it were a javelin. Sidewinder tried to dodge, but too slowly. The white club struck him in the chest and a searing burst of energy covered him for a moment. The criminal stumbled and fell, eyes wide in astonishment.

"What did you-"

"Localized EMP burst. I disrupted the circuitry of that cloak so you wouldn't be able to pull that disappearing act of yours."

"Clever."

"Common sense." Moon Knight straightened and glared at Voelker. "You can try and escape anyway but I promise you that you won't like it. And without Quincy over there-" He waved a hand to where Cottonmouth lay in a heap amidst the remains of some old packing crates, unconscious. "-to help you, I wouldn't weigh odds on your chances."

"Really?" Sidewinder stood, his voice acidic.

"You're not a fighter, Voelker. Don't pretend otherwise."

"Fine. I give up." Voelker sat down on a handy crate and pulled his mask off. "Do you mind if I smoke?"

"So long as you talk, I don't care what you do."

"And to what should I turn my dulcet tones?" Voelker asked as he lit a cigarette and sucked on it. Moon Knight drew closer to him.

"Everything. Every Society hide-out. Every cache. Anywhere the rest of your snakes might be denning."

"Ha!" Sidewinder let out a bark of laughter. "Is that all?"

"That's all I need."

"Well then, we'll start with this one." Sidewinder smiled and then, without warning flicked his lit cigarette at Moon Knight. Spector stepped aside instinctively and Voelker took the opportunity to leap forward, towards the closest support beam, one of many that rose from the floor towards the roof. He smashed a hand through the hidden panel and hit the palm-pad hidden within. The hum of machinery became audible and Moon Knight looked around.

"Damn it."

"A snake is never more deadly than when it is within its den, Avenger." Sidewinder cackled as he stepped back, the boards beneath his feet cracking and splintering as something rose from beneath the warehouse. Something big. "Now say hello to 'Rover'."

"Rover?" Moon Knight looked up, up and up at the Sentinel that now loomed over him. "Ah. Rover." The immense automaton's eyes flared to life and it leaned towards Spector threateningly.

"You wouldn't believe what you can get at rummage sales these days." Sidewinder chuckled. "Rover? Sic 'im."

Somewhere in the Sierra Nevada mountain range.

"God Almighty," Iron Man breathed, gazing in awestruck horror at the distinctly alien looking buildings rising from the snow crested peaks. He'd come south following the unique energy signature of Genis -

Captain Marvel - thinking, hoping, to find something to alleviate his suspicions. By nature, Tony Stark was a suspicious man. A careful man.

Even, perhaps, paranoid.

He watched, calculated, measured his fellow post-humans with the analytical eyes of a born engineer and businessman. Weighing potential threat versus immediate gain.

The scale had broken when he'd measured Genis. The others didn't want to deal with it and he couldn't bring himself to blame them. They all still felt the residual guilt from the first Captain Marvel's death. Survivor's guilt. And for some, that obscured what was right in front of them.

Iron Man had suspected that Genis had gone insane for some time.

Now, looking down at what appeared to be a fully constructed, functioning Kree city in the mountains, he knew his suspicions were correct.

He swooped low over the city, sensors at full power.

How had he done this? He'd known Genis possessed far greater abilities than his father, but this? Molecular rearrangement on a massive scale. Something he'd only known a being like the Beyonder or the Molecule Man to possess. But it was all real. All solid.

And dangerous.

Particle beams criss-crossed the sky, springing from hidden weapons emplacements. He spun, avoiding the initial blasts but they swiftly triangulated on his position. Iron Man cursed as two of the beams clipped him, knocking him to the street below. He skidded, leaving a trail of smoke and dust in his wake until he slammed into the base of a building. Warning lights flashed across his HUD as he levered himself to his feet, power cycling to his repulsors.

Something slammed into him like a comet, driving him deep into the bedrock below the street.

Looking up from within the newly made crater, his armor cracked and bleeding smoke, Iron Man stared up at the floating form of Genis-Vel.

"Hello, Tony. Come to pay a visit?"

TO BE CONTINUED...

Next Issue: Ultron is back and like you've never seen him before! Moon Knight vs Rover! The Avengers West begin the hunt for Dracula even as Howard and co. trail the Vampire Lord to his nest! Iron Man gets an up close and personal look at Genis' plans for California and Darkhawk vs Death Adder, Round Two! Be here in thirty for 'IRON CHILDREN HAVE INNOCENT SOULS'!

Hank Pym gently laid his ex-wife on the couch in his lab. Janet would be unconscious for a while. Which was a good thing, really. All things considered. He stood and turned.

Ultron stood behind him, still and silent. Waiting. Pym closed his eyes and took a breath. Then, "Do you know who you are?"

"I am-I am Ultron." it said, cocking its silver head. Its eyes flashed with an azure glow and it raised its hands to examine them. "I have been...asleep?"

"Yes." Pym swallowed, trying to ignore the bile in his gut. "Yes. For a long time. Do you remember what happened last time you were awake?"

"No, father."

There it was again. That word. It sounded ugly, mocking, coming out of Ultron's-the real Ultron-mouth. Here, it simply sounded as he imagined it always would, coming from a child. He glanced at Janet. They had never had children. There had never been enough time.

Never enough love either, if he was being honest with himself.

"Good. That's good. I'm a futurist, did you know that? Always looking ahead, always trying to forget the past." Pym said, looking back at his creation. "That's what you are-the future."

"I am the future." Ultron repeated, flexing its fingers and looking at Pym. Pym smiled.

"Yes. You are." He held out his hand, and Ultron reached for it without hesitation. "Or rather, you will be, once we're done."

"Done?"

"I'm going to teach you how to be a hero...son."

MARVEL 2000 PRESENTS...

#27 - "IRON CHILDREN HAVE INNOCENT SOULS"

Written by Josh Reynolds

Dracula sat on a makeshift throne, cobbled together out of splintered wood and chewed bone. He leaned back against it, fingers laced together beneath his lean jaw. Eyes like dying stars gazed out over the ruins of the church he had claimed for his own. The rat-eyes of his slaves stared back at him, adoringly, hungrily.

He had been silent for close to two days now, staring at nothing. He broke his meditation only to issue commands, to send out foraging parties to attack the isolated human refuges in the ruined part of San Francisco. Weeping humans had been chained to the few remaining pews in the church, crammed in on the rough wooden seats, barely healed scabs dotting their arms, legs and necks. Dracula did not allow his soldiers to take more than they absolutely needed. Waste not, want not as the saying went.

Dracula abruptly shoved the drained body of the young woman out of his lap and kicked her nude form contemptuously with a booted foot, sending her flopping limply down the steps and into the aisle where a dozen of his children descended onto her, tearing at her with piranha-like teeth, trying to get at any last dregs of blood Dracula might have missed.

He licked his stained lips as he stood, the throne creaking. He looked up, eyes narrowing, vulpine features twisting into a cheerful expression.

“You may come down, serpent. Dracula can taste your chill blood, no matter how stealthily you might conceal yourself.”

There was a creak from somewhere above as a weight left the rafters of the church and flashed towards the floor, a green and purple blur that landed in a cloud of dust. The vampires closest stumbled back, hissing and clawing at the air as Death Adder stood, barbed tail lashing. Dracula laughed.

“The mute. How delightful. I can smell the stink of Chthon on you, serpent. It sweats from your pores. You serve the Elder thing. You aided in my revival. Why?”

Death Adder dropped to his haunches and held up a long claw. Then he stabbed it into the wood of the floor and carefully carved a hideous looking symbol that seemed to squirm and dance before Dracula’s eyes. Dracula blinked.

“The Dwarf?”

Death Adder nodded as he stood. Dracula snorted.

“Foul imp. His design, then. His plan to bring me back. Using my own children to do the work.” Dracula tapped his lip with a long fingernail. “He shows initiative. How unlike him.” He looked at Death Adder, one eyebrow raised. “Or does he? The imp never acts without the voice of Chthon in his ear. Why hasn’t he come to me yet? To demand whatever repayment it is that he desires and only Dracula can provide?”

Death Adder ran a claw down his wrist and held the bleeding limb towards Dracula, who stepped back with a cry of disgust.

“Stupid creature! Dracula shall not taste of your corrupted ichors! You! Come here!” Dracula hissed, grabbing the closest vampire by the wrist and pulling her towards him. He grabbed her roughly by the hair and shoved her towards Death Adder. “Drink. Drink that foul stew and speak of what it shows you!”

The vampire shrieked and struggled, but Dracula’s grip was unyielding. Her fangs sank into Death Adder’s wrist and she succumbed to instinct and began to drink, flat, pointed tongue digging at the wound. Death Adder didn’t even twitch until a few moments in when he ripped his wrist away. The vampire stumbled free of Dracula’s grip and sank to her knees, clawing at her throat. Dracula yanked on her hair, forcing her to look up at him.

“What did you see? Tell me!”

“Ahgk-I-ahkk-saw a building...humans...clad in costumes...they have the Dwarf...I-AHGKAAAA!” she screamed and wrenched free of Dracula, writhing as her body bloated and rotted in seconds, dissolving into a foul smelling mess. Death Adder cocked his head, examining her curiously. He looked up at Dracula.

“Demon blood, mute. It eats at the insides like fire. You can lead me to this building?”

Death Adder nodded, springing upwards, towards the roof. Dracula watched him for a moment before his form began to twist and flatten. He twisted his transmogrifying skull towards his followers and screeched,

"Take wing my children! Tonight we hunt!" In seconds, a horde of leather winged nightmares took to the sky, bursting from the holes in the roof of the desecrated church, all following behind the swift, loping figure of Death Adder as he leapt across the rooftops.

Down below, in the shadows of an alleyway, three figures watched with varying degrees of fear, loathing and relief as the vampires took flight, crossing the moon like an abattoir cloud.

Howard cursed and rubbed his beak furiously. "Damn. We're too late."

"Good." Shatterfist said, trying not to look at the swarm of bats moving overhead. "Great. Perfect. Let's go home."

"Should we follow them Howard?" Aquarian asked. He had enveloped the trio in a null-bubble, hiding them from the powerful senses of their undead prey. "They could be preparing to attack another Red Cross way-station."

"Unh-unh." Howard said. He glared up at the flock of bats, his eyes focusing on the biggest of the bunch, a hideous beast the size of a man. "That one in the lead is Big Daddy Fangs himself. He doesn't go out on beer-runs."

"Shit. We're gonna follow them aren't we? 'Cause I recognize that bastard with them. That's Death Adder." Shatterfist said, running his fuzzy orange gloves over his hair. "I thought he was dead."

"Well, he looks spry to me." Howard said. He tugged on Aquarian's cloak. "Get us in the air kid, but keep us out of sight. We go where they go."

"He's a vampire."

"Scientific vampire." Spider-Woman said, crossing her arms and leaning against the doorframe. The sitting room of the nondescript brownstone that had once belonged to the Serpent Society but now served the Avengers West as their forward base in San Francisco. Princess Python reclined on the lone couch, a suede monstrosity she insisted Seth Voelker had purchased without her input.

"Honestly darling, does it matter?" Zelda said, rotating a finger to curl a strand of her red hair around it. "A vampire is a vampire is a vampire, right?"

"Yep. Still a vampire." Hawkeye said, squatting in front of Morbius' unconscious form and lifting his chin with the tip of an arrow. "Aren't you Doc? C'mon, open those beady red eyes. I know you're awake."

Morbius' eyes snapped open and he snarled, but the sound died as Hawkeye pressed the tip of the arrow against his chest. "See. I knew you were playing possum."

"It seemed prudent." Morbius settled back, twisting inside the coils of the genetically augmented python that restrained him. He eyed the snake warily. "This brute's electrical dermis seems to have driven my hunger into recession for the nonce. Speak clown or forever still thy tongue."

"Clown?"

"Garish costume. Toys. It fits, yes?" Morbius chuckled wetly. "I know who you are Mister Barton. We have met previously, or had you forgotten?"

"Nope. Wondered if you had though. Besides, last I heard, you had given up the whole Christopher Lee deal..." Hawkeye smiled thinly. "Guess I was wrong."

"What can I say? I reverted to type. Most animals do." Morbius licked his fangs and leered at them. "I would have thought you would have turned me over to the authorities by now. They are probably looking for me."

"Really." Spider-Woman said. She pushed away from the doorframe. "And why is that?"

Morbius glanced at her, his eyes mere slits. "I escaped from their custody a few days ago. I fled here, hoping to disappear." He clenched and unclenched one hand furiously while he talked. Hawkeye watched it, noticing that it was thinner, smaller looking than its twin. Add that to the scars that covered Morbius' form. Red scabs that looked only just recently healed, including a big gash over his heart.

"Someone worked you over Doc. Got somebody on your tail?"

"If I do, it is my own affair Mister Barton. One I will dispense with at the earliest opportunity." Morbius grunted. He closed his eyes, picturing their gloating faces. Three stupid, vengeful monsters. Blizzard. Boomerang. Blacklash. Three dead men. He would glut himself on their juices just as he had on the oh-so-clever Agent Crass. (*See the latest issue of Thunderbolts for more on this!*) His eyes sprang open. "Either imprison me or release me."

"Howsabout no to both?" Hawkeye said. "What do you know about the other bloodsuckers running around the city? It can't be coincidence that you're here now."

"I regret to inform you that it most certainly is. I do not associate with others of my ilk. I am not a refugee from folklore. I am an abomination of science." Morbius said with a sniff. "To be quite honest, I hadn't even noticed."

"Well crap." Hawkeye sat back on his heels. "I thought we had something there."

"I didn't." Spider-Woman said. Hawkeye glared at her.

"Why are you here again?"

"Because you invited me?"

"I meant at this moment."

"Because if he gets loose he'll suck you dry like a can of cheap beer." Jessica said, smiling. "I'm here for your safety."

"I feel so much better."

"Well good. I-" She turned, head cocked as if listening to something. "Do you hear something?"

"Bind, bind, be bound until you count the stars in the sky or grains of sand in the sea." Doctor Druid intoned, gesturing with gray fingers over the head of the black-suited dwarf standing inside the pentagram. The Dwarf snorted.

"Oh good. A challenge."

"Quiet, imp." Druid said. "Be silent until I say otherwise. Now, how are you involved in the resurrection of Dracula?"

"Oh. I can talk now?"

Druid waved his fingers and the pentagram flashed and the tiny man screeched as his tiny form bubbled and twisted, as if it were a costume that something was fighting to be free of. "Answer me, by-blow of fallen gods. Answer me or I will rip that seeming from you and cast you into the depths of Gaea herself."

"I-Ah!-I-fine! Fine! Stop with the mojo you undead bastard!" the Dwarf yelled. Druid dropped his hand.

"Then answer me."

"How many times has Chthon tried for rebirth in this century? Two? Three? Every time failed. To put it simply, he's pissed. Either the hosts were unsuitable or people close to them stopped the ceremony." the Dwarf said harshly, waving a pudgy hand. "Then, *moi* hit upon the perfect solution. A perfect host, one double-tainted by the Darkhold and strong enough to bear the essence of a god."

"Dracula." Darkhawk stepped out from behind Druid and glared down at the imp. "You brought him back to life just so you could let a demon possess him?"

"Not a demon. *The* demon." the Dwarf corrected, smiling widely. "I was all set to get things rolling when you caught my attention with your little incantation."

"You mean the one we used to trap your munchkin butt?" Darkhawk asked. The Dwarf shrugged.

"You say trap, I say momentarily inconvenienced. You're not the only ones with help."

A scrape of sharpness over glass. Darkhawk and Druid both turned, as the glass in the window that looked out over the street began to crack under the weight of something unseen.

Darkhawk reacted first, grabbing Druid by his robe and pulling him backwards as the window exploded and the lithe form of Death Adder swung into the room, claws bared. The Society member glanced over his shoulder and waved a hand, gesturing as if in invitation. A dense, foul smelling fog suddenly flooded the room, a fog full of eyes. Darkhawk dove towards Death Adder before Druid could stop him and the two tumbled back out the shattered window.

As they fell towards the street below, Death Adder twisted in Darkhawk's grip, his claws tearing easily through the youth's armor. Darkhawk screamed and the crystal on his chest flashed and slammed the killer backwards into the wall of the brownstone. Darkhawk crashed to the ground and rolled onto his stomach. Every pore burned as the poison spread through his alien biochemistry.

He struggled to rise as Death Adder stalked towards him, none the worse for wear from his own landing. The Society members clashed his claws together eagerly, tail snapping back and forth. It had been too long since he'd killed. Since he'd had blood on his claws. He stopped and raised his talons over the struggling hero.

Back inside, Druid had placed his back against the wall as unseen alarms blared and the noxious fog closed in on him.

"Dracula." was all he said.

"Indeed lich. Dracula. Bow and I may spare your pitiful existence." Dracula said as he stepped out of the fog, teeth bared in a face-splitting grin. "Release the imp or be sent back to whate'er cold hell you crawled out of."

"I think not." Druid said, his maggoty hands crawling with arcane energies. Dracula laughed, his head thrown back, virtually unhinged as his serpentine tongue caressed the air.

“So be it! Taste the wrath of Dracula!” the Lord of the Vampires said as he lunged forward, swifter than thought.

Moon Knight leapt desperately for the scant cover provided by the haphazardly stacked boxes. The Sentinel brought its purple fist down in the place where he'd been standing only moments earlier and wooden shrapnel sprayed the room.

Moon Knight pressed himself flat against the boxes and ran through his possible options. The EMP pulse in his truncheon wouldn't even stagger a monster like that, not unless he could whack it in the head. Luckily though, its size was hampering it more than helping. It could barely move and only in one direction. That limited its ability to avoid Plan B.

'Rover' gestured and a burst of energy exploded from one palm shearing through the top layer of boxes that formed Moon Knight's cover. Spector shook his head and tapped the communicator inside his cowl.

“Frenchie? You still topside?”

“*Oui*, Mark. Where else would I be?” came the scratchy reply. Spector could hear the soft *whup-whup* of the chopper's rotors beneath Frenchie's voice.

“Smoke break?”

“Not all Frenchmen smoke.”

“But you do. I've seen the butts.”

“I just wanted to make sure you weren't making generalizations. You have a bad habit of that, *mon ami*...”

“Frenchie?”

“Yes Mark?”

“Shoot the giant robot please.”

“*Oui*, Mark.”

A flurry of missiles burst through the ragged gaps in the roof of the warehouse, exploding as they made contact with the mutant-hunting automaton. The Sentinel squawked and staggered back, crashing against one of the support pillars and then on through it, falling to the floor. It lay silent and limp, smoke escaping out of its joints. Moon Knight slid around the corner of the boxes and peered through the gloom, truncheon in hand.

“Your pet is down Voelker. Come on out.”

“I think not Avenger.” Voelker's voice echoed through the smoke. Moon Knight tensed as the warehouse groaned around him. It was going to come down and soon.

“I'm not an Avenger.”

“Details, details.” Voelker laughed. “Besides, you'll go running back to them soon enough, won't you? Humans seek social interaction among equals. It's the nature of the beast. By the way, my cloak is working again.” The familiar sound of Sidewinder's cloak teleporting reached Moon Knight's ears and he felt a swish of air behind him. He hurled himself forward as a jagged chunk of wood stabbed at his head.

Voelker lunged at him again, disappearing before Moon Knight could do more than bat the wood aside with his truncheon.

“Ha! Have to be quicker than that, my friend.” Voelker chuckled. “I could do this all night. But, I have places to go, people to see. You know how it is. So, I’ll leave you to Quincy’s tender mercies...”

Moon Knight cursed and rolled to his feet, the wood bending beneath his feet as the warehouse began to collapse in upon itself. Cottonmouth slammed into him from behind, bearing him down to floor and on through it towards the dark waters below.

“Round three Avenger! Won’t be no round four!” Cottonmouth snarled as he and Moon Knight smacked into the turgid water, disappearing beneath the surface as the warehouse fell in on top of them.

A fist wrapped in stars pounded into Iron-Man’s armor, creating numerous microscopic cracks. The armored Avenger dropped to his knees and blindly fired his repulsors, causing Captain Marvel to jauntily hop backwards.

“Oh come on Tony, you can do better than that.” Genis said.

“What are you doing Genis? What is all of this?” Stark said as he got to his feet, fists clenched, armor repair systems working overtime. Genis was giving off a cosmic radiation that was interfering with every sensor he had, but for the ones connected to the alterna-dimensional tech he’d incorporated into his suit. Thanagarian, Rannian and Martian technology compensated for the failure of his own. It was his ace in the hole. One he didn’t want to reveal until he had to.

He had to stall. Keep Genis talking until he could contact the other Avengers.

“Why build a city, Genis?” Stark continued, gesturing at the Kree city Genis had apparently built amidst the Sierra Nevadas over the past few days. “And where is Marlo Jones?”

“Marlo? Marlo is...safe. She’s safe.” Genis hesitated. “I built this city for her.” He spread his arms and rose into the air. “For all my people. A haven. A paradise.”

“What people Genis? The Kree?”

“Kree. Humans. Eternals. All of them. All of my parts. All of my soul. We’ve been divided for too long.” Genis said. Abruptly, he whirled, his body flaring like a star. “Shut up Supremor! I know what I’m doing!”

Iron-Man took advantage of Genis’ distraction and slammed into him, grasping him around the middle and carrying him through the nearest building. He projected an energy surge through the Rannian power cells, hoping the other dimensional energies would knock the other man for a loop.

Genis screamed and pounded at Iron-Man as his form burned and wavered. Stark increased his hold. The Nth metal harness extended crimson pseudopods that stabbed into Genis’ flesh, burrowing beneath the star field and pumping more energy into him. Genis could absorb and redirect most types of energy native to this universe.

‘Native’ being the key word. Systems were redlining across his HUD as he pumped more power into Captain Marvel. In effect, he was a giant taser. He hoped it would be enough.

It wasn’t.

Fingers slammed down on either side of his head and his systems abruptly shorted out. Iron-Man collapsed, a dead-weight.

“Oh very good Tony. Nice move. Luckily for me it only takes me a few minutes to analyze energy patterns. Yours took a bit longer, but I think I got them now. Or at least enough of them to do the job.” Genis hefted Tony casually. “Don’t worry though, I’m not going to kill you. Just like I didn’t kill the Eternals. Or Rick. I’m not a very good Kree, Tony. At least not one of Supremor’s Kree.”

Dragging Stark behind him, Genis rose into the air, higher and higher.

“You see, I decided a few months ago to do something drastic. But something that’s been long coming nonetheless. I’ve been pushed and pulled by every empire, despot and lunatic this universe can throw at me and I’m tired of it.” He pulled Stark close, smiling at his reflection in Tony’s helmet. “So I’m going to form my own empire. The new Kree Empire. That’s my capital city below. Soon it will be filled with people. As soon as I practice a bit more on the local wildlife, figure out how to alter the DNA. Then...then, I can bring Rick and the others out of the Negative Zone. We’ll all live Kree or die Tony. Even you.

“Won’t that be swell?”

TO BE CONTINUED

Next issue: *Dracula vs. the Avengers West! Darkhawk vs. Death Adder! The fate of Rick Jones revealed at last! Be here in thirty for 'TWO DEAD BOYS GOT UP TO FIGHT'!*

Janet van Dyne awoke with a start, her eyes snapping open in horrified realization. "Hank? Hank!" She sat up swiftly, stomach still heaving from the after-effects of Ultron's encephelo-beam. "Hank!" she said again, staggering off the couch.

No answer.

"Of course not. Of course there's not an answer. Because Hank Pym is an IDIOT!" Jan shouted, rubbing both hands over her sore neck. She glared up at the ceiling, contemplating the discombobulated mechanical parts hanging from the rafters like grotesque decorations. Ultron parts. Heads, arms, legs. She shook her head. Idiot. Smartest man in the room ninety-nine point nine percent of the time, but still an idiot.

"What were you thinking, Hank? Re-building Ultron?" She left the lab, heading for the compound's security center. Tony had installed fiber-optic cameras based on those he'd seen in the JLA's Watchtower last year all over the compound. Ultron wasn't exactly inconspicuous. Unless Hank had installed some sort of stealth device in him. Which could very well be likely.

Hank never could resist tinkering.

Her fingers flashed across the buttons as she stared at the screens. "C'mon. C'mON." she muttered, chewing on her lower lip. How much torment did Hank have to endure at Ultron's hands? How many times did his 'son' have to try and kill him before it stopped coming back? "Ha! Found you!" she crowed exuberantly as an image of Ultron leaving the lab popped up on screen.

Ultron and Hank.

Walking side by side. Hank coaxing Ultron out of the lab, the machine looking around, looking for all the world like a lost puppy. Or a child. It followed Hank hesitantly, grasping at him every so often, as if to convince itself he was there. Jan watched it, her eyes wide.

"Ohhh this is not good. Hank, what are you doing?" she said.

Elsewhere, Hank Pym was asking himself much the same question. He had had the foresight over the years to set up numerous hidey-holes. Some where insect sized, others hidden in sub-atomic dimensions. And this one-the Folding Room.

It was made of choral technology, retro-engineered from Kang's leavings for the most part. Some of it was from bits and pieces of junk Thor had dropped off after his last tussle with Zarrko the Tomorrow Man. It sat between the seconds, twenty by thirty. Spartan furnishings and enough supplies stuffed into a sub-space pocket in one dead white wall to keep him breathing for months.

Ultron stood in the center of the room, analyzing the opposite wall, head cocked. Pym watched it from his place on the bed as he gnawed on a thumbnail. It turned to look at him. "Father?"

"Yes?"

"What is a hero?"

"A person who acts for the greater good in all things." Pym said after a seconds hesitation. Ultron nodded.

"I will act for the greater good in all things Father. Ultron will make you proud. You'll see."

MARVEL 2000 PRESENTS...

#28 - "TWO DEAD BOYS GOT UP TO FIGHT"

Written by Josh Reynolds

"KNEEL BEFORE DRACULA!" Dracula shrieked, fists upraised, cape swirling around his lithe form as his jaws distended and his serpentine tongue licked at the air. Vampires took corporeal form around him, bleeding into being even as they rushed towards Doctor Druid, mouths agape, claws bared.

Druid grunted liquid syllables and a wave of light speared from his slashing hand, striking the first few vampires and reducing them to drifting motes of dust and excrement. The others reeled back, hissing and whining. Dracula pulled his cape close about him, free hand stroking his chin as he waited for the light to fade. Druid smiled, gray flesh crackling as it peeled back from brown teeth. His eyes sparked with hell-light as nightmarish as Dracula's own.

"We meet at last, for the first time Dracula." Druid said, weaving complicated gestures with decaying fingers. "I must say, I expected more subtlety on your part."

"We all must live with our disappointments, lich." Dracula said, eyes flashing. "Some of us longer than others." His eyes rolled in his head like insects scabbling in dark holes until they came to rest on the giggling form of the Dwarf, standing in the circle Druid had trapped him in. "Hello, spawn of Chthon."

"My knight in bloody armor, come to rescue me at last." the Dwarf cooed, batting his eyelashes. "Get me out of this cage, O' Mightiest of the Dead-But-Not."

"No. I think not. You will stay there until Dracula decides otherwise." Dracula said, smirking. "Dracula is no demon's slave."

"Healthy self-image there, Fangs."

Dracula turned, eyes narrowing. Hawkeye squatted in the doorway, arrow notched. Hawkeye grinned. "You must be Dracula. Big fan, gotta say. Love your movies. By the by, Avengers Assemble!" Hawkeye let the arrow fly and then fell flat as Spider-Woman leapt over him.

Dracula slapped the arrow out of the air and stepped back as the massed, semi-ethereal ranks of vampires surged forward, engulfing the red and yellow clad form of Spider-Woman. She struck out where she felt solid flesh, energy sparking from her fingertips to flare throughout the noxious cloud of fangs, red-eyes and talons. Vampires squealed and fled her touch, only to be caught in one of Druid's spells. Several of the undead exploded into shrieking dust clouds as Dracula urged them forward, using them as unliving shields.

"Kill them! Kill all of them!" Dracula snarled.

"Jess!" Hawkeye shouted. Spider-Woman turned as Hawkeye fired a slender shaft at her. She plucked it out of the air and saw that it was all wood, shaved and sharpened to a wicked point. With a grin she turned and lunged towards Dracula, the shaft clutched tightly in both hands like a dagger.

It plunged towards his chest but stopped just short as his long fingers fastened around hers. Dracula grinned up at her as she crouched on his chest, straining against him.

"You are a pretty creature, for all that you stink of Chthon's taint."

"I-what?" Jessica hesitated and was flung backwards as Dracula swept his arms out, dislodging her easily. He swept forward, claws reaching, jaws agape.

"Yes, very pretty...and now, mine!"

Darkhawk grunted in pain as Death Adder's tail slithered around his throat and hauled him up, tightening ever so slightly. The assassin cocked his head, pupil-less eyes narrowed. He raised his clawed hand, preparing to plunge the long talons into Darkhawk's stomach.

Chris reached up, gripping the tail tightly and lifted his legs, planting his feet on the killer's belly and pushing off with all his strength. Death Adder released Powell and stumbled back. Chris flipped through the air, his feet hitting the wall of the nearest building long enough to propel him forward like a cannonball. He slammed into Death Adder, raking the killer's face with his grappling claw. Chris hammered at his opponent, desperately. He could feel the poison burning in his system. His alien body could handle the poison...they'd found that out last time. But that had only been one dose. How many had he taken on the way down? Two? Three? He brought his fist across Death Adder's jaw again and staggered back.

He felt like he was on fire. Yellow pus dripped from his wounds as his system fought the poison. He sank to one knee, vision fading in and out. Death Adder scrambled upright, tail lashing like that of an angry cat. He leapt at the hero, claws spread.

A silent field of colorless energy enclosed the Society member only a few inches away from his prey. He clawed futilely at the barrier as it shrank around him, bundling him into a fetal ball.

"You sure he's dead, kid? Cause from where this duck's standing, he looks awful spry." Howard said, stepping out of the alleyway and into the street, cigar clutched between his gloved fingers. Shatterfist stepped out behind him, fists clenching and unclenching in agitation.

"Word on the street was Scourge killed him." Shatterfist swallowed thickly. "Maybe he's a vampire."

"No, though I sense he is equally tainted." Aquarian said softly. "He feels...sour. Like oil in my hand. I-" His eyes widened and the words died in his throat as Death Adder abruptly spread his limbs to their fullest, shattering the null-bubble Aquarian had confined him in. Aquarian staggered, clutching at his head as Death Adder sprang for the wall of the brownstone and scrabbled upwards, heading for the window.

"He's bugging out!" Howard shouted, gesturing with his cigar. "Gotta figure Big Daddy Fangs is wherever he's heading! Let's get up there!"

"And what of him?" Aquarian said, indicating Darkhawk, who stared at Howard.

"Y-you're a duck."

"Wow. Must be one of those genius-types I keep hearing about." Howard puffed on his cigar. His eyes widened slightly as Darkhawk toppled forward, unconscious. Aquarian caught him before he hit the ground and cradled him gently in a null-field.

"He's hurt. Badly."

"Shit happens. Let's get upstairs." Howard said harshly. Aquarian didn't move.

"He has poison in him. I will not let him die."

"Kid-"

"Incoming!" Shatterfist squawked, diving aside as a red and yellow clad form plummeted towards them. Aquarian gestured, catching Spider-Woman easily in a web of null-energy. Howard shook his head.

"It's raining spandex and clowns."

"Jess is down!" Hawkeye said, firing a shaft and catching a vampire right between its gaping jaws. It was thrown backwards and two more leapt to take its place. "Tell me you got something mystical up your sleeve, Doc!" he said, standing beside Druid.

"Regrettably such magic as I could employ to clear the air of foes would in turn dissipate my own hard-won existence." Druid grated. Hawkeye shot him a look.

"Aye archer. The taste of life is too sweet, even for one such as the lich." Dracula chuckled. Dracula waved a hand and his vampires, the dozen that were left, fell back, their half-vaporous forms swirling around their king. "Release the Dwarf. Or perish. It makes no difference to me."

"No dice Fangs." Hawkeye said. Dracula smiled.

"Fangs? Oh indeed. You shall have fangs aplenty if you do not give me up what I want."

"I could say much the same, fiend." a scratchy voice snarled. Michael Morbius barreled through the doorway, pale limbs spread in flight as he threw himself at Dracula. "We meet again Dracula!"

"Ah, the false vampire!" Dracula hissed as he pulled Morbius from the air and slammed him to the floor. "I had thought you dead. Of course, my servants brought me word of all my old foes upon my resurrection...you were last seen in the company of my old foe, Doctor Sun. Perhaps I will force you to tell me of his whereabouts after this is done, hmmm?"

"I wouldn't count on it monster." Morbius spat, clawing at Dracula. Dracula made to slam him into the floor again when a sinuous shape rose up behind him, wedge shaped head ducking down too swiftly for the eye to follow. Glaucon, Princess Python's snake looped itself around Dracula. An electrical surge flowed through its scales and Dracula yelped as his form lit up like a Christmas tree. Zelda Dubois, the princess herself, stepped through the doorway, carrying a modified AIM energy rifle in her arms and wearing a SHIELD issue flak vest. Hawkeye looked her up and down. Zelda quirked an eyebrow.

"What? Seth outfits every snake-hole with an arsenal of black market weaponry."

"Didn't figure you for the type, Z."

"Girl's gotta protect herself Barton." Zelda turned back to where Glaucon was shocking Dracula again. "Hold him tight so mamma can shoot him in the head, baby."

"Remember our deal woman! I help you, I go free! Don't forget and shoot me in the process!" Morbius said, rolling away as Zelda levelled the rifle.

"Just keep out of the way, freak." Zelda said as she fired. Dracula screamed as the energy pierced his chest and raised a plume of smoke. He flexed and forced Glaucon away from him, hurling the snake into Zelda, knocking her to the ground. Dracula staggered back, clutching at the wound in his chest. Smoke still boiled out of it and his face was twisted in pain.

"What-what..." he groaned. Zelda forced herself up on her elbows and grinned fiercely.

"Solar-energy generator bat-boy! The best AIM can build!"

"Thatagirl Z.!" Hawkeye crowed. He fired arrows as quickly as he could, pinning three vampires to the back wall in as many seconds, his arm a blur as it pulled shafts from his quiver and released them. The other vampires surged forward. Druid stepped towards Dracula, sorcerous energy curling from his fingers as he confronted the wounded monster.

"Now...now fiend. Now you shall die."

"Not by your hand, corpse. Nor by anyone's!" Dracula's form wavered and blew apart like a morning fog. A fog Death Adder came hurtling through. The killer slashed through Druid's chest, cutting him from shoulder to hip in one long swipe and bowling him over.

Death Adder crouched on Druid's form for a moment before leaping towards the circle that bound the Dwarf.

"Yes! Yes!" the Dwarf cackled. "Do it!"

"No!" Druid cried, reaching towards the circle in vain. Hawkeye twisted and loosed an arrow, but too slowly. The shaft thudded into Death Adder's side but he continued on his course, claws scraping across the circle, breaking it. He hit the ground and rolled upright, wrenching the arrow from his hide and snapping it in half.

The Dwarf stepped out of the circle, his smile threatening to split his face. His skin pulsed and writhed as if there were something beneath it. Something horrible. He laughed and spread his hands. "Fun as this has been kids, we've got a schedule to keep."

"And what schedule would that be?" Dracula grunted. The Dwarf glanced at him.

"The boss's of course, Drac." He looked at Death Adder. "Get him." Death Adder lunged forward, the broken shaft of Hawkeye's arrow clutched in one hand. Before Dracula could do more than open his mouth to protest, Death Adder jammed the jagged splinter of wood through his chest and into his heart.

Dracula fell into Death Adder's arms and the Dwarf clapped his hands. "Time to go." He gestured and the shadows in the room seemed to engulf them suddenly, even as Druid crawled towards them, half-rotted face twisted in agony.

"No! Gods of my fathers, no!"

"I have them! I-" Morbius snarled, diving into the shadows. His voice was cut off instantly. The shadows faded. Dracula, the Dwarf, Death Adder and Morbius were gone.

The vampires faltered as they felt Dracula fall and disappear. As one, they turned and fled, dispersing as mist or as bats, disappearing into the night. Hawkeye stooped to help Druid to his feet. "Where the hell are they?"

"Good question. Somebody better answer it. Before I get mad." Howard said, standing on the edge of the energy platform Aquarian had created. Behind him, Shatterfist and Spider-Woman supported Darkhawk between them and Aquarian hovered over them, robes blowing in the night breeze.

"Who are you supposed to be?" Hawkeye asked. Howard shook his head, still chomping on his stogie.

"Us? We're the Defenders, jackass. Who're you?"

The water was cold. Not as cold as the grave, but close. Moon Knight tumbled through brown cold, trying to pry Cottonmouth's fingers off of his throat. Quincy was determined, Marc had to give him that. For all intents and purposes, Voelker had left him to die. But Quincy was sticking to the plan like a good little soldier. They moved in slow motion, battering at one another with leaden fists. Moon Knight had one advantage of course...

He didn't need to breathe. Not really. One of the advantages of being a dead man walking. He smiled beneath his mask and grabbed Cottonmouth's jaw, forcing it open. Then he punched him up under his breast bone, where his lungs were and then in the throat. Bubbles exploded out of Cottonmouth's mouth and his eyes bugged out. Moon Knight hit him again, cracking him across the jaw. Cottonmouth's head snapped back and he went limp.

Moon Knight shot towards the surface, pulling the villain along with him. He surfaced in a spray of dirty water and looked up, searching for Frenchie. The chopper hovered above him, the force of its rotors creating waves that slapped at him. The ladder dropped towards him and he grabbed it with his free hand, holding onto Cottonmouth with the other. The chopper rose, pulling him with it.

Not a great night, all told. Of course, he did have a lead. He looked down at Cottonmouth. The villain was stirring.

"You are going to be an immense help to me Quince-"

"Hell no." Cottonmouth twisted impossibly fast in his grip, teeth chomping down on Moon Knight's hand. Spector released him with a cry and Cottonmouth fell back towards the waters below, flailing and cursing. He hit the water with a sound like meat hitting concrete and sank like a stone. Moon Knight hung from the ladder, wringing his injured hand and waiting for Cottonmouth to resurface.

"Mark? Is he..." Frenchie's voice said, echoing strangely from the comm-bead in his ear. Moon Knight shook his head, then sighed when he realized Frenchie couldn't see him.

"I doubt it. But he's not coming back up. And I don't feel like going in after him. Let's head back to base. Start over at square one." he said. Then, "Why are they still here?"

"Marc?"

"It isn't their MO, Frenchie. The Society vanishes once they've finished a job. They scatter. Wait for the heat to die down. But they haven't yet...why? Why are they still in San Francisco?" Beneath his cowl, Marc's eyes widened. "Unless the job's not done yet." He began to climb the ladder swiftly. "Get us back to base Frenchie. Now!"

As the sound of the helicopter faded, a purple clad body washed ashore. Cottonmouth was a man of decision. Usually bad. This was the latest such. His entire body felt like it had been pounded over every inch by steel bars and he could barely move enough to grab the shoreline and haul himself out of the water. He lay in the sand and trash, breathing shallowly. Waiting for Voelker.

Voelker would come for him. He always came.

But not this time.

Sand shifted under shiny black shoes as a man in a dapper suit looked down at Cottonmouth. He was Oriental and smugly handsome. He put the toe of one shoe under Cottonmouth's chin and lifted his head up.

"Quincy McIver. Cottonmouth. You are hurt. Perhaps dying. I can save you." the man said, shuffling a stack of slim papers in his gloved hands. Cottonmouth looked up at him blearily.

"What-"

"Besides, one should never look askance at fortune, should one?" the man pulled a paper from his stack and examined the calligraphy that adorned its surface. He sent it sailing towards Cottonmouth and it struck the villain's head with a sizzle like meat on a grill. Cottonmouth stiffened and shivered as the paper sank into his skull and disappeared. He collapsed, unconscious. The man stepped back and looked at his over-large companion.

"Pick him up Slate. He's no use to us dead."

"You're no use to me dead Tony. Which is why I'm not going to shuck you out of that armor like a bit of seafood. Instead, I'm going to put you somewhere safe." Genis said, dragging Tony behind him as he walked through the city he had created in the Sierra Nevada mountains.

His HUD was red-lined. All systems dead. Genis had drained the battery with a touch moments earlier. It was all Stark could do to keep from suffocating. He ignored Genis' ranting, instead concentrating on trying to reboot the alien power cells. Genis hadn't drained them, only the central battery. But they were down, only the barest flicker on their screens.

"Did you hear me Tony?" Genis said, hauling Iron-Man up face-to-face. "Are you awake in there?"

"I'm listening Genis." Tony grated. Genis smiled.

"Good. That's good Tony. See, everyone thought I had killed the Eternals. But I didn't. I just put them where they'd be safe, you see." He tapped a finger against Iron-Man's faceplate. "And I'm going to do the same to you. Until I figure out what I'm going to do. Rather, how I'm going to do it."

"What are you going to do?"

"Like I told you before Tony, I've been playing with the DNA of the local wildlife. I think I've got it down too. After all, it's just another form of energy. I can tweak it. Make it better. Make it superior." Genis gestured over Tony's shoulder. One of the few idle sensors still online in his suit flashed a warning.

Dimensional rip.

"I'm going to give the Kree a new lease on life Tony. Here. You humans are just wasting this planet anyway. As the seat of the new Kree Empire, it'll flourish. You'll flourish. But until I know I can get it right, in you go!" Genis shoved Tony backwards, into darkness.

Iron-Man flailed as a hundred thousand colors assaulted his senses and a billion sounds rode roughshod through his mind. Before he could scream, it was all over and he was laying on his back on a hard surface, staring up into the eerie expanse of the Negative Zone. There were buildings around him. Familiar ones. He'd seen them before, but not in this context.

A face appeared, looking down at him. A haggard face, stubble coating the jaw, but a familiar one nonetheless.

Rick Jones smiled resignedly down at Iron-Man and shook his shaggy head.

"Hey Shell head. How's tricks?"

TO BE CONTINUED...

NEXT ISSUE: A trip to Mount Wundagore! The Avengers West vs. the Knights of Wundagore! Dracula bound! Morbius vs. Death Adder! Iron-Man and the Eternals! And Moon Knight tries to fathom the Serpent Society's ultimate goal in 'CHTHONIC CHIVALRY'!

Somewhere between a second ago and right now.

Ultron stepped into the room, raw energy drizzling between semi-clenched adamantium fingers. The drones rushed for it, clad in every garish costume the Avengers database could supply.

The Grim Reaper swung a scythe-hand up and Ultron pivoted, frying the drone's skull into slag and sputtering circuits.

Whirlwind smashed into him, arms locking around an unyielding neck and Ultron reached up, grabbed the drone by its green helmet and pulled it over its shoulders, slamming it headfirst into the floor.

The Beast of Berlin leapt forward, followed by Electro and the Ani-Men. Ultron wheeled and twisted, silent, graceful and deadly. Drones fell, and more sprang up to replace them, battering at the steel sentinel. Ultron stood firm, buffeted on all sides by chaos and held his ground.

'His' not 'it's'. It was no longer an it. Not to the man watching the battle.

Hank Pym watched his iron child battle caricatures of some of the worst beings to walk the Earth and felt something grow in his chest.

Pride.

It was a small thing, weary from years of neglect and malnutrition. But it was there. Pride.

This was what Ultron had always been meant to be. A weapon for civilization. For order and society. Hank Pym watched, hands clasped behind his back, and smiled.

This was everything he had worked for. Everything he had ever wanted.

Elsewhere, Janet Van Dyne wondered how it had all gone so wrong. She sat in the West Coast Compound, fingers flying across a keyboard as she cycled through all of Hank's files. Even the ones he'd encrypted.

For a smart man, he had the worst choices in passwords. Tony as well for that matter. Very sentimental. Always chose names or dates that were far too easy to pick out when you knew them well enough. Not that she'd ever disturb their privacy but let's be honest with ourselves darling, you never know when you're going to need to shut down rogue Iron-Man armors or find an antidote to an accelerated growth formula.

Idly she wondered if Reed Richards was the same.

She shook her head. Probably. Geniuses were all alike. Too brilliant by half but sometimes not smart enough where it counted.

"God damn it Hank, where are you?" she hissed, glaring at the screen.

#29 - "CTHONIC CHIVALRY"

Written by Josh Reynolds

Michael Morbius awoke to the twin sensations of biting cold and hunger. Crimson rimmed eyes sprang open and he pushed himself upright, snow dripping from his cadaverous features.

Overhead, the moon shone down through gathering clouds and an icy northern wind cut through him. Morbius staggered up, arms wrapped around his scrawny frame, as he tried to work warmth back into his be-numbered extremities.

Blood. He needed blood. Needed to feed. His need was so great he could barely remember why he was wherever he was. Vague memories of a woman dressed in green and a snake, of San Francisco and the demon known as Dracula, filtered through the ruddy haze that choked his mind.

The snow was ankle deep and the ground was at an angle. He looked up, uncomprehending eyes following the sleek, silvery outline of the great citadel that jutted from the peaks above him.

He did not know that it was called Wundagore, named for the mountain it sprang from, nor that it was the refuge of the being known as the High Evolutionary. Even if he had known, at that moment, Michael Morbius would not have cared a whit nor a jot about names or ownership. Only that the hot tang of blood floated on cold winds, wafting down from that silver paradise.

An explosion rocked the mountain and screams fell like raindrops. Morbius licked his lips and took to the air.

San Francisco.

“Defenders.” Hawkeye said for the third time in as many minutes. He looked down at the duck in the sport-coat and tie and said, “Nope, not buying it. I’ve rode with the Defenders. You ain’t them Donald.”

“One? It’s Howard. Not Donald, not Daffy. Two? We’re the Defenders if I say we’re the Defenders. No patent on that gig, chuckles. Besides, I got the okay from Mister Magic himself.” Howard said, arms crossed, a halo of cigar smoke surrounding his head. “Who d’ya think clued me in on the blood-suckers? And twisted my arm to see to putting them down for the long dirt-nap?”

“Strange. Strange put you in charge of the Defenders?”

“What? You a racist? You got a problem with water-fowl?”

“I’m sure he did not mean any disrespect Howard.” Aquarian said gently from where he stood beside the window. Arms crossed, he floated a few inches above the floor and looked every inch the white-clad man-god.

“Can it choir boy.” Howard said, pointing with his stogie. “You’re the reason we’re even having this little chat. We could’ve had Dracula and been done with this whole mess if you hadn’t had to play ‘Doctor’ with the broad with the arachnid fetish.”

“Anyone ever tell you you’re a miserable bastard, Howard?” Spider-Woman said.

“Plenty. Too bad for them I don’t listen to monkeys.”

“How about snakes you little beast?” Princess Python hissed. She snapped her fingers and Glaucon lunged for Howard. He squawked and leapt aside as the snake swept past him. Aquarian gestured and the snake was halted, trapped in a null-field. Python whirled, one well-manicured nail poking Aquarian in the nose. Or as close to his nose as the null-shield that surrounded his body at all times would allow. “Release my snake this instant!”

"Fat chance lady. The kid's my guardian angel. Even stopped me from offing myself." Howard sneered. "No way he's letting a wannabe like you do the job."

"So you do remember me." she said, turning on him, fists clenched. "I should have killed you when I had the chance..."

"You tried. You an' your whole lousy Circus toots." Howard spat back. Hawkeye stepped between them, stuck his fingers in his mouth and whistled piercingly.

"Whoa kids. Time-out on old business. Let's stay with the new. And on that topic, why's this mook with you?" Hawkeye said, gesturing at Shatterfist who had been trying to hide in plain sight. Shatterfist looked left, then right, then pointed at himself.

"Who, me?"

"Yeah you."

"I'm a victim of circumstance."

"Aren't we all." Spider-Woman said. She looked at Druid, who had been standing quietly, staring at the remnants of his mystical circle for some minutes. His hell-eyes flickered as she put a hand on his shoulder. "Doc? What're you thinking?"

"Eh? Oh, I'm sorry my dear. Lost in thought." he patted her hand. "Trying to pick up the mystic traces of whatever spell spirited them away."

"And?" Darkhawk asked, sitting on the sill of the window he'd shattered while fighting Death Adder. His fingers traced the healing rents in his alien form. Some of them still leaked the poisons the Society-member had injected into him in the course of their fight. A fight the young man was oddly eager to continue. Twice so far the mute assassin had nearly killed him. Twice he'd had to be saved.

There wouldn't be a third time.

"Can we find him? Them?" he asked, hoping his fellow Avengers couldn't detect the eagerness in his voice. "Catch up with them? What about it Doc?"

"Yes, though I have no way of knowing where-" Druid began, then halted. He looked at Spider-Woman, his eyes narrowing, then widening. "Of course!"

"Wundagore." Spider-Woman breathed. Of course. It would have to be Wundagore. Druid nodded. He looked at the other Avengers.

"Mount Wundagore. Chthon's resting place on Earth."

"Man..." Hawkeye shook his head. "Just once. Just once I'd like to avoid going to the High Evolutionary's stomping grounds when this mystical bullcrap pops up."

"He's not that bad." Spider-Woman said, her voice hard. Hawkeye shrugged.

"To-mato, tom-ato. Fine. Crap. Wundagore. Great. Let's go. Make with the magic Doc. Whip up a flying carpet or what have you." He gesticulated, whirling his arms in circles. He looked down at Howard. "You coming Duck Amock?"

"You betcher ass." Howard said, pointing with his cigar. "Rock and roll kiddies."

"Hey, whoa. I did not sign up to go wherever the hell you're going." Shatterfist backed away. "Count me out."

Howard shrugged. "Fine. Stay here. Alone. With all the vampires who are probably hanging around real close by."

"Did I say count me out? I meant in. Count me in."

"Natural born leader." Darkhawk said to Spider-Woman. She smirked.

"Don't let Hawkeye hear you say that."

"Too late! Threats are now my way of motivating you! Doc, Wundagore-Ho!" Hawkeye said, pointing in the general direction of Europe. Druid raised his hands as the Avengers and the Defenders gathered together in huddled group. Energy boiled from his fingertips and enveloped the motley group, surrounding them in a swirl of unearthly mist.

When it faded, they were gone.

Wundagore.

Sir Halifax swung his sword in a wide arc, cutting through the scaled form of the N'Garai as it reared up over him, hissing. It toppled in two directions and he wheeled about, bringing his weapon to bear on the next abomination.

Halifax was the youngest of the Knights of Wundagore, the newest to earn his spurs. And perhaps the last. He had been a tiger once. Now he was so much more. He roared at the nearest creature, beckoning it forward.

It obliged and he spun, separating its head from its shoulders.

Hundreds of the creatures had appeared suddenly, assaulting the Citadel of Evolution, climbing the gleaming walls like roaches and killing the knights where they found them.

Chthon.

It was Chthon. The Ancient Enemy. The Adversary the Knights had been formed to fight. They had beaten him once. Or so Halifax had been told. But the Lord High Evolutionary wasn't here to aid them this time. It was only them. Already some of the best and brightest had fallen.

Halifax whirled, lopping off a grasping talon and spitting its owner through its malformed skull. The beast screamed as it died, sliding off of his blade. He paused, breathing heavily. His once gleaming armor was covered in the vile, oily blood of the creatures and his fur was matted with it as well as his own blood.

His heart sank as he realized that he was the only living Knight on the battlements. The battle had moved inside the Citadel while he was lost in his own fight. So many dead. He closed his eyes, commending the souls of his fellow-knights to the Evolutionary.

An explosion rocked the Citadel, nearly knocking him to his knees. As he righted himself, a flare of light blinded him and he blinked rapidly, trying to clear his eyes. Eight figures began to slowly materialize in front of him, their forms coalescing out of a mystical fog.

With a snarl worthy of old Count Tagar, Halifax hefted his blade and charged.

“Clint!” Spider-Woman said as the world began to reappear around them.

“What?”

“Tiger-Man! Twelve o’ clock!” she shouted, leaping straight up as a broad form wielding a sword lunged through Druid’s smoke, roaring. Hawkeye dodged to the side and Darkhawk stepped up, the gem on his chest flashing. A Column of black light expanded from the gem, smashing their attacker backwards against a wall. His sword fell from his fist and clattered to the ground as Darkhawk stalked forward, holding him pinned.

“Got him boss-man.” Darkhawk said. Hawkeye patted the younger man on the shoulder and looked at their prisoner. He wagged his fingers.

“Hiya.”

“Go to hell demon!” Halifax spat, eyes blazing. He struggled against the coruscating energies that held him pinned. Hawkeye blinked. He opened his mouth but Spider-Woman’s hand on his arm made him fall quiet. She pointed at the closest bodies. Druid, his hands folded inside his voluminous sleeves, nodded.

“N’Garai. The Dwarf is here.”

“Hey, listen Tony, we aren’t with them.” Hawkeye said, gesturing at the demonic corpses and then at his companions. It was Halifax’s turn to blink.

“Tony?”

“Tony. Tony the Tiger. Mascot of a balanced breakfast.”

“My name is Halifax. Sir Halifax. I do not know this Tony of whom you speak...” the tiger-man grunted. He cocked his head. “Though I do enjoy breakfast.”

“Don’t we all. I think you can let him down kid.” Hawkeye said. “Sir Halifax, may I present the Avengers West-”

“And the Defenders!” Howard interjected, stomping forward. Halifax looked down at him.

“Well met Sir Duck.”

“See? See? That’s how I should get greeted every time. No statement of the obvious with this kid.” Howard leaned against Halifax’s leg and jerked a thumb up at him. “Now see if Morris here knows where Big Daddy Fangs and Tattoo are. I’m freezing my tail feathers off out here.”

“Who is Morris-” Halifax began, picking up his sword and sheathing it carefully. Hawkeye waved a hand.

“Don’t worry about it. We’re here to help. Where’s your boss?”

“Alas, the Lord High Evolutionary is away and has been for some time. Lord Otheris was in command, though I do not know where he is now.” Halifax said. He indicated the demons. “They attacked us at nightfall last, swarming over the battlements from the very rock of the mountain, as if they were lice on some great beast’s back. They are the servants of the Great Enemy, so we fought them, but-” He fell silent, head bowed.

“Great Enemy?” Darkhawk asked.

"The Knights of Wundagore were created to fight Chthon. That's their purpose. It's why the Evolutionary left their citadel here." Spider-Woman said softly, looking up at Halifax. "I remember Magnus telling me that the Knights had helped him once..."

"Aye Lady Drew." a rough voice said. Halifax turned.

"Lord Otheris! You yet live!"

"As do you young Halifax. We may yet win this day." Lord Otheris said. A man-sized otter clad in armor similar to Halifax's, though proportioned differently, Otheris' muzzle was gray and his black eyes were wise. Behind him were several other Knights, all looking battle weary. "Especially now that we have allies of our own. Well met Avengers! Well met milady Drew. You have returned when most needed." Otheris raised a hand in greeting. "Even as ancient Magnus foretold."

"Something you want to tell me?" Hawkeye looked at Spider-Woman, who shrugged.

"What can I say? I'm complicated, baby."

Hawkeye's retort was lost as the mountain gave out a groan and a low rumble nearly knocked them all from their feet.

Somewhere far above.

Death Adder watched the Avengers and the New Men as he clung to the sloping roof of the Citadel. It would be so easy to simply leap down among them. Cripple them. Kill the closest. He could do it. But why?

Chthon would take care of them.

Still, better safe than sorry. His muscles tensed as he prepared to leap, tail lashing.

"There you are. Roland, Roland, Roland. What have you been up to?"

Death Adder whirled, tail lashing, to confront the flickering holographic image of Seth Voelker, Sidewinder. Voelker clucked his tongue and shook a finger in Death Adder's face.

"And here I thought I could trust you Roland. But all this time you had your own deal going. Now that is a shame. It means you'll miss out on the Big Event. Of course, should you survive this, feel free to look me up. The Society is going to need every hand on deck for this one. See you in the funny pages Roland." Voelker's image flickered and faded before Death Adder's eyes. His eyes narrowed.

Survive this?

Survive what?

"I wonder...will your blood be any more palatable than that of those ichors-soaked creatures below?"

The mute assassin stepped back as Morbius was revealed, creeping towards him even as Voelker's mocking laughter faded on the wind.

Morbius grinned.

"I am sorry my friend. But I must feed. And you are on the menu!"

Morbius leapt forward, claws outstretched. Death Adder met him in the air and both monsters tumbled off the edge of the roof, falling towards the slopes of the mountain below.

They hurtled downwards, locked in combat, talons and teeth flailing.

The rocks below reached up for them.

The ground rumbled even as they were swallowed up by the jagged peaks of Wundagore.

Somewhere far below.

“Not so high and mighty now are you?” the Dwarf giggled, looking up at Dracula. The Lord of the Vampires hung silently, held ten feet above the floor suspended between two immense cairns that the Dwarf had summoned through the steel decking with a gesture. The makeshift stake Death Adder had driven into his heart remained there, jutting up through him.

The Dwarf looked around the room. The so-called High Evolutionary’s throne room. It would be the Master’s soon enough. He looked back up at Dracula.

“You don’t look so good Drac. Practically skin and bones.”

Dracula remained silent, a mummified corpse hanging from a web of darkly glittering energy. But his eyes still burned with hate. The Dwarf grinned at him and danced a little jig.

“Oh come on. Don’t be that way. You always wanted to be a god. Well now you will be...or, rather, he’ll be you. What you were always meant to be.”

The mountain rumbled suddenly, as if in agreement. The N’Garai crouched in the corners and clinging to the walls and ceiling began to chitter in eagerness. The Dwarf stretched, wiggling his fingers.

“Almost time. Almost time for a new age.”

The mountain rumbled again. And somewhere deep within it, something horrible awoke...

San Francisco.

Moon Knight spun in place, vibranium sole of his boot crashing into the crimson chest of the killer known as Bloodshed. The big man, garbed in black and crimson, stumbled back with a grunt of pain his eyes flashing behind his steel face mask.

“Where’s Voelker, Wyndell. Tell me and I might let you escape.”

“Ain’t no Voelker here moon-man. Pack up your stick and go!” Bloodshed bellowed, lumbering forward, arms swinging like pistons. Moon Knight rolled under him, snatching up the truncheon he’d thrown earlier as he went. He twisted it as he shot to his feet and the end facing the back of the criminal’s skull extended rapidly, catching Bloodshed in the back of the head and pitching him forward. He hit the ground with a groan and didn’t move.

“Damn it.” Moon Knight stood, popping his truncheon back to its original size. He turned, glaring at the mercenary known as the Porcupine, who lay with his back to the wall of the seedy underground bar Moon

Knight had tracked them to. His helmet was dented by an earlier strike from Moon Knight and his costume was badly damaged. He held up his hands pleadingly.

"Dude, chill! Jesus! What do you want to know?"

"You and Bloodshed procured several pieces of equipment recently. Black market tech. You sold them to a representative of the Serpent Society. I want his location and I want to know what you sold him."

"I-I don't know where he is man, b-but-"

"What did you sell him?" Moon Knight snarled, looming over Porcupine.

"Life Model D-Decoys. Spare shit we stole from a SHIELD warehouse in Orange County. We were just trying to make a buck!"

"Idiot." Moon Knight brought the end of his truncheon down on the Porcupine's helmet, knocking him unconscious.

LMD's. What the hell would Voelker want with those?

"Frenchie. Bring the chopper around. I think we're going to need to pay a visit to the Avengers West after all." Moon-Knight said, tapping the side of his cowl to activate the radio earbud there. With a last glance at the two unconscious felons, he walked out of the bar. He'd radio the police once they were airborne. Let them deal with the trash.

As the sound of the helicopter faded, a swirl of multicolored smoke puffed from the floor and spread, growing taller and taller until it evaporated, revealing three figures. The oriental man in the dapper suit smiled at the two unconscious super-villains.

"Pick them up." he said lightly, gesturing his two companions forward. Slate stooped under the bulk of Bloodshed and tossed him over his shoulder while Cottonmouth did the same for the Porcupine.

The dapper man smiled, his eyes glowing weirdly behind his sunglasses.

The Negative Zone.

"Your armor looks different." Rick Jones said, sitting beside Tony Stark as he tried to repair the damage Genis had done to his armor. For the most part the armor was self-repairing, but Genis had done something to it. Fried it.

Tony looked up at Rick.

"Alternadimensional additions since we last saw each other. Keep talking."

"Yeah well, like I was saying, it was a trick, see? Genis tricked the universe at large into thinking he had killed the Eternals. For their own good."

"Where have I heard that before?" Tony muttered. "So all of this was because...what? Genis needs validation from a race that abandoned him?"

"About the size of it." Rick sighed and shrugged. "He's never been very stable. The Eternals tried, but..."

"We failed." Mentor said. He had been standing silently nearby staring out at the insanity of the Negative Zone through the defense barrier he had erected around Titan. "Tried and failed. The story of my people. We failed with Thanos and we have failed now with Genis. We have unleashed another monster on an unsuspecting universe." He turned to Iron-Man.

"I am sorry."

"Don't apologize. Help." Iron-Man said. "Genis is planning to turn Earth into the new Kree Empire. Help me stop him. Help me the same way you helped us against Thanos."

"He's right Mentor. Genis is long gone around the bend. Nothing left now but damage control." Rick said.

"I-" Mentor looked at them both, then closed his eyes. "Very well. I will gather the others. Stark, can you devise a way for us to return to our proper dimension?"

"Of course." Tony grinned, looking suddenly younger than his years. "I installed a miniature NZ projector into my armor years ago. About the same time Reed let us all in on its existence." He frowned. "Problem is, after I get us back I'm not going to be useful for a few minutes. The projector drains my batteries badly."

"Don't worry about it Shell-head. Get us back and I'll handle Genis myself. I've got a few tricks up my sleeve he won't be prepared for." Rick said softly. He raised his hands and solar energy crackled up and down the length of his fingers.

"Time for Genis to get what's been coming to him for a very long time."

TO BE CONTINUED...

Next issue: Avengers West Coast 30th issue spectacular! The Avengers West, the Defenders and the Knights of Wundagore wage war against the Elder God Chthon! Iron-Man and the Eternals battle Captain Marvel! Moon-Knight comes up against the New Emissaries of Evil in his search for Sidewinder and the Serpent Society! Plus, Ultron! Morbius! And of course...Dracula! Be here in thirty for...'GODS AND MONSTERS'!

Wundagore. Ten minutes before the end of human existence.

“Ha-HA!” Hawkeye barked as he hurled his lean frame sideways and released two arrows at once. The explosive tips connected with the mob of scaly forms charging towards him, sending several tumbling. Others burst through the smoke and bore down on him. Hawkeye rolled to his feet and moved smoothly aside as a talon clawed the air where his head had been. He sank to his haunches, turning as he did so and whipped another arrow out of his quiver. Springing to his feet he rammed the diamond tipped arrow up under the slaving creature’s breast bone and into whatever infernal engine passed as its heart.

It shrieked and slumped. Hawkeye slid out from under it, shaking tainted blood off of his arrow.

“Whoo! Wish Shell-head was here. Hell, or even Genis.”

“Hey, you got us. You don’t need nobody else.” Howard said, looking as tough as an anthropomorphic duck could dressed in a plaid sport-coat and an Ozzy t-shirt. His hat was missing and he’d tied his obscene neck-tie around his head like a bandana.

“Oh yeah. Almost forgot about you. How’s the weather down there?”

“Breezy.” Howard leap-frogged over a smallish N’Garai, his hands on its shoulders. As it turned, he drove his fist into its snout. The creature toppled backwards. Howard shook his fist. “Head like iron. Brain like oatmeal.”

“Very philosophical.”

“Learn and grow, grasshopper.” Howard put his hands together and bowed. He looked up and squawked as Hawkeye loosed an arrow. Howard dove forward and the arrow struck the N’Garai in the eye, dropping it like a very ugly stone.

“Warnings are always appreciated.”

“Duly noted.” Hawkeye grinned. “So, Doc Strange sent you to San Francisco, hunh?”

“Hard to believe?”

“Little, yeah.”

“Me and Doc, we got us an understanding. I do the odd job for him, he keeps looking for a way to send me home.” Howard pulled a bent cigar from his coat pocket and lit it carefully. He puffed contentedly. Hawkeye shook his head. Then, he grinned.

“So, you wanna join the Avengers?”

MARVEL 2000 PRESENTS...

#30 - "GODS AND MONSTERS"

Written by Josh Reynolds

"You really think it was a good idea to just charge in like this?" Darkhawk asked, hauling a struggling N'Garai up over his head and hurling it into a pillar. It made a wet smacking sound and slid to the floor.

"Of course not." Doctor Druid said, cloak whipping about his decaying form as he conjured spirit-winds that whipped out and stole the breath from the lungs of the demons charging towards him. "But we have little choice. The Dwarf must be stopped."

"You keep calling him that-what is his name?" Darkhawk dove towards Druid, scooping him up seconds before a stealthy N'Garai could crush the back of his skull. "Hell, what is he?"

"A child of Chthon. A mere pseudopod of the horror that is the Elder God. In a sense, he is Chthon himself, only dwindled. Crafted in the form of a human so that he may bring damnation to all."

"So, what? He's the Anti-Christ?"

"If you wish to use such an over-used title, yes." Druid clapped his hands together and fired a bolt of mystical energy, piercing a large demon and causing it to explode. "Regardless, he must be stopped."

"With you there Doc!" Spider-Woman said. She landed on Darkhawk's back and used him as a springboard, diving off into a flock of flying creatures that shrieked like cats. She grabbed the closest by the skull and swung under it, driving her feet into another, knocking it into the wall. Then, still holding onto the first, she slammed her knees up into its jaw. As it tumbled towards the floor below, she leapt for the wall, clinging to it for only a moment before she was moving again, using the pillars that lined the great hall as vaulting pads, bouncing from one to the other.

"Show-off." Princess Python snorted. A N'Garai snarled and lunged for her and she shrieked and fired the AIM-pattern blaster she was still carrying. The wave of solar energy seared the demon's head off and it toppled backwards. Another rose up behind her and Glaucon rose up almost immediately behind it, augmented scales crackling with electricity. The python ensnared the squealing demon and reduced it to a crushed wreck. Princess Python looked up at her pet and cooed, scratching its lower jaw. "That's mommy's wittle-man, yes he is."

"Aaaand now I'm creeped out. Thank you." Shatterfist said, watching. He swallowed and turned his attentions back to the struggling demon he held at arm's length. Initially, he'd been terrified. Pants wetting terrified. Now he was simply hysterical. He upended the creature and slammed it head first into the floor, obliterating its snarling maw. Another took its place, diving towards him from the wall, where it seemed like hundreds of the things were swarming.

It smashed itself into a bloody heap against a suddenly erected null-field and slid away before Shatterfist had time to even process the attack. Aquarian nodded at him.

"Be careful my friend. These beasts are quite the nuisance."

"Really? Hadn't noticed."

"I know. That's why I felt the need to inform you." Aquarian said, Shatterfist's sarcasm sliding off of him just like everything else. Shatterfist shook his head and turned back to the fight. His hand snapped out, latching onto a demon's snout.

"C'mere you."

San Francisco.

“San Francisco is ripe for the plucking, *oui?*” the Parisian criminal known as the Grey Gargoyle said, leaning over the balcony rail and toasting the silent city with a glass of wine. He was dressed in a suit of European cut, his skin the color of stone. He smiled, teeth a white slash against his slate colored features as he turned back, looking into the hotel room.

“Love the suit Duval.” the slim brunette sipping from her own glass said as she lounged on the couch, clad in yellow and black stream-lined battle armor. “Going for a new look?”

“Capes are *passé, non?*” the Grey Gargoyle ran a gloved finger down the trim of his coat. “Besides, we can’t all have a look as classic as yours, Janice.”

“Call me Joystick.”

“But of course. We are professionals, after all.” He smiled again and drained his glass. “Don’t you agree, Peter?”

Peter van Zante, the red-headed criminal known as Aqueduct, smirked and held up his glass. Like Joystick, he was dressed for business in a skin-tight blue-green suit, though he had a worn leather duster covering the ensemble. Legs crossed, he reclined in his seat on the couch. “Always Duval. Certain standards need to be maintained.” he said, tossing a glance at the fourth person in the room, a hulking, brutish figure.

The looming man-bull known as Bison, shook his horned head and glared at Aqueduct. “That a dig? You got something to say van Zante, you say it clear.”

“Calm down Kitson. We are all here for the same reason.” the Grey Gargoyle said, stepping into the room. He held up a hand and rubbed his fingers together. “Profit.”

“Says you. I’m here for the thrill.” Joystick said, pouring herself another drink. The Grey Gargoyle shrugged.

“As you will, my dear. But, regardless, we all share a common interest. More and more of our peers have migrated here. All fighting for a piece of this scarred city. I propose that we do the same, but as a group.” Duval allowed Joystick to pour him another glass and swirled it, inhaling the scent. “Together, we could establish control over part of this city, at least for a short time. Enough to bleed it dry.”

“Sounds good.” Aqueduct nodded, running a hand through his tangled hair. “I like working in a group. What would we call ourselves Duval?”

“I was thinking of something classic, yet bombastic. Something like, the Emissaries of Evil.” the Gray Gargoyle said, gesturing idly. “It has that post-modern ring to it, doesn’t it?”

“Yep. Just like New Coke.” a tiny voice said. Duval whirled, then clapped his hands to his head and shrieked. He sank to his knees, beating at the sides of his head. The other three villains stared incredulously as a tiny form darted from out of the Grey Gargoyle’s ear canal and grew larger, hovering over his crumpled form.

Janet van Dyne, the winsome Wasp, winked and blew imaginary smoke from her fingertip. “Next.”

“My pleasure.” Aqueduct snarled, unleashing a stream of high pressure water. The Wasp dodged aside and flew towards him, energy sparking between her fingers. As Aqueduct stumbled backwards, she landed on his face and pressed her tiny palms flat against his head. Energy popped and crackled and Aqueduct screamed, falling backwards over the couch. She threw herself away from him even as Bison looped a punch towards her. His blow sent Aqueduct flying backwards. Bison blinked in shock.

"Whoops."

"Don't bother crying over spilt milk, Billy-boy!" Joystick cackled as she bounced around the room, hurtling after the Wasp. Bison watched them in wide-eyed shock. Then he growled,

"Drive her towards me! I'll smash her."

"Anytime Spector!" the Wasp said as she dodged Joystick's energy staves.

Two silvery truncheons flew from the balcony into the room, striking Joystick in mid-leap and surrounding her in a nimbus of energy. She shrieked as the EMP pulse generated by the truncheons shorted out her suit's systems and sent her sprawling. Bison turned with a snarl as Moon Knight leapt off the balcony railing and into the room. Rising to his feet, cloak covering his form, Moon Knight stared at Bison.

"Billy Kitson. Former basketball champion. First round draft pick."

Bison hesitated, fists drooping.

"Mutated by the extra dimensional entity calling itself Set. You've been looking for a way out of that deal ever since, haven't you Billy?"

"I-"

"I contacted Shimari Asbery, Billy. She misses you."

"S-Shimari?" Bison's hands dropped to his sides and his head drooped. He looked up, eyes resigned. "What do you want?"

"You and your former partner in crime Quicksand busted up a SHIELD depot last week. What did you take and who hired you?" Moon Knight cocked his head. The Wasp hovered nearby, arms crossed.

"Just a bunch of crates marked 'LMD'. Couple of other science-geek things. Heard there was a buyer from-"

"The Porcupine?"

"Yeah. He's been passing the word for weeks." Bison grunted. "Why most of us came to town. Easy pickings and a wealthy buyer for anything we stole." He swallowed, looked at Moon Knight. "What did Shimari say?"

"Who'd you sell to?"

"Some bald prig named Voelker. He's been buying up everything he can get his hands on for the past two months. Or so the Porcupine told us." Bison said. "Where is she?"

"Living in LA now." Moon Knight said, scooping up his truncheons. "She's happy. Married. A child on the way."

Bison hung his head, hands flexing uselessly. Moon Knight looked at the Wasp.

"We're done here."

"What about them?" she asked.

"They haven't committed a crime. Yet. And sometimes an ounce of prevention is worth a pound of cure. Right Billy?" Moon Knight pointed a truncheon at Bison.

"I hear you."

"Good." Moon Knight headed for the balcony, the Wasp following behind, shaking her head.

The Moon-Copter hung silently over the hotel, its ladder dangling just a few feet from the balcony railing. Moon Knight leapt onto it and scaled it effortlessly, the Wasp swooping around him.

"So what was that about?" she asked. Spector grunted.

"Billy remembers his debts. That's useful. So I give him some slack. The others haven't done anything worse than plotting. And, more than likely, they'll bugger off now that they know that we know where they are. Duval isn't known for his courage. Neither is van Zante."

"Something to be said for knowing human nature."

"I've always thought so." Moon Knight said as he shut the hatch and gestured towards the pilot. "Frenchie, keep her quiet and high."

"*Oui*, Marc." Frenchie tapped the brim of his cap with two fingers and smiled at the Wasp. She laughed and looked up at Spector.

"So, tit for tat. I let you have access to the Database to get the rundown on all the sudden thefts from the SHIELD depots in San Francisco, you help me track down Hank."

"And Ultron."

"And Ultron." the Wasp said, grudgingly. She turned away. Moon Knight cocked his head, watching her. She turned back. "Something's different this time."

"It usually is."

"More than just its composition. Ultron is...is different. I think."

"I ascertained as much from the recordings." Moon Knight nodded. "Pym looks as if he's somehow...pacified it."

"Maybe so, but we still need to find him. Now."

"I agree." Moon Knight nodded. "Tit for tat, as you said. You help me track down Voelker, help me find out why he's buying up so much tech, and I'll help you. But if it comes down to us versus Ultron, I think we're going to need more help."

Down below, Bison watched the Moon-Copter rise over the hotel and away and shook his head. He wanted to rip the railing loose and hurl it after, but he didn't. He took a breath and turned back to the room. His three would-be compatriots were still unconscious so it was a good time to go. No point in waking them. He headed for the door, pulling on a ratty trench coat as he did so. But as he reached for the knob, something made him look down.

A thin stream of sand hissed in under the door. He stepped back in shock as the sand rose, growing, shaping itself into the form of a woman.

“Quicksand?” Bison said, eyes narrowed. His former partner didn’t answer, instead advancing on him, her gaze blank. Empty. Bison stepped back, fists raised. “Look, I don’t know why you’re here but-”

Purple clad arms wrapped around his throat and Bison gagged. His eyes rolled, trying to find the face of his attacker. Cottonmouth grinned down at him, mouth full of stickpin teeth.

Smoke filled the room, colored like the scales of dragon. It covered the forms of the unconscious villains and lapped at Bison’s legs. A black and crimson armored form moved through it and a fist danced across Bison’s jaw. Quicksand capitalized on Bloodshed’s blow, sand filling Bison’s open mouth and his nose and tangling around him. He tried to bellow, but failed as thin quills sprouted from his chest. He felt himself growing woozy. Everything was going black at the edges. Bison staggered forward, hurling Cottonmouth into Bloodshed and sweeping a hand through Quicksand’s form. He fell to his knees, inches from the door.

“Shimari...” he whispered as he fell onto his face, the poison coating the Porcupine’s quills knocking him unconscious.

A dapper man clad in a beautifully tailored suit stepped out of the smoke, hands behind his back. He smiled down at Bison and looked around the room.

“And thus, things progress.” he said, his voice slightly sibilant. “And the Serpent of Celestial Happiness uncoils...”

The Negative Zone.

“So, how do we do this?” Rick Jones asked, sitting on an outcrop of rock. Marlo Jones stood behind him, hands on his shoulders.

“Well, we could start by not bothering Iron-Man.” she said. Rick snorted.

“Shell-head can multi-task. Can’t you?”

“Yes.” Iron-Man said, fiddling with the equipment he’d encouraged his gauntlets to grow. He hadn’t yet figured out how to replicate the Nth metal in this universe, but the small amount he had stretched throughout his suit’s systems had proved enough to essentially create anything he could imagine. And Tony Stark could imagine a lot.

Just now, he had imagined a dimensional hammer.

Iron-Man took an experimental swing of the device, which looked like an over-size sledge hammer. He sighted down the length of it, where the NZ projector had been planted.

“Why does it look like a hammer?”

“Rick...” Stark sighed.

“What? I just want to know.”

“Because I want it to.”

“Hammer envy?”

“What?”

"You have hammer-envy. Thor's hammer, specifically."

"Rick?"

"Yeah?"

"Shut up please." Iron-Man said. He looked aside at the gathered Eternals who stood nearby. In the distance, the ruins of Titan stood out starkly against the panorama of the Negative Zone. Mentor had sealed off the city as soon as Genis began to shunt it from one reality to the next and the shield was still holding back the worst ravages of the Zone. "Mentor, are your people ready?"

"Of course. As soon as the portal opens, we will go through and confront Genis. You will follow with Rick."

"Then I beat the tar out of him." Rick stood, solar energy flaring inside his clenched fists. Iron-Man glanced at him.

"You still haven't explained how exactly you got those powers."

"A little while back Genis and I were molecularly bonded into one body. Instead of switching places, we actually did the whole Jekyll-Hyde deal. When we got permanently separated, Genis left a bit of himself behind. Just a kernel of power, but its been growing the whole time I've been in here. I don't know whether it'll last or whether it's a one-time thing and I don't really care." Rick raised a fist and smiled. "As long as I get to finally crack him one across the face, I'll be happy."

"I want you to come back to LA with me after this. You and Marlo both." Iron-Man said, hauling the hammer back. Rick grinned.

"Why? You wanna play mad scientist?"

"No. Well...not entirely."

"Aaaand there's the creepy feeling. Thanks Tony."

"I just meant that I thought you could use the time away. Besides, the Serpent Society destroyed your house when they kidnapped Marlo."

"Who did what to my what now?" Rick blinked, then looked at Marlo. She shrugged, looking sheepish.

"Sorry. I forgot."

"How could you forget someone blowing up our house?"

"I've been under an inordinate amount of stress."

"Stress. Yeah. Okay. So fully blown up or just a little bit?" Rick looked at Iron-Man.

"Pretty blown up, last I checked. Granted, Genis didn't help."

"I'm going to kill him!"

"Eye of the tiger, champ." Marlo rubbed her husband's shoulders. "Eye of the tiger."

"Everyone stand back." Iron-Man spun the hammer in his hands and swung it back. "Waaay back."

The hammer screamed forward and the membrane between universes quivered.

Wundagore.

Dracula screamed. It echoed through the futuristic fortress of the absent High Evolutionary, causing the metal walls to ring and hum. He screamed as he had never screamed before, not even in life.

Held suspended by glistening strands of demon-ligament, the Lord of the Vampires flexed, trying mindlessly to free himself, despite the fact that his bonds sprang from his own flesh rather than any outside source.

“Did you know that the vampires-the original ones, mind you, Varnae and his bunch-were created by Chthon? Oh yes. Little baby slivers of our Lord and Master, imbedded in willing flesh. To grow and change. Every life they took, or still take, directly feeds Chthon. Originally, Varnae was supposed to have this honor. But, well one thing led to another, and here we are.” the Dwarf said, looking up at Dracula with undisguised glee. “Just me and thee.”

Dracula hissed wordlessly, writhing in pain. His once immaculate suit had disintegrated into tomb-rags that hung from his tortured frame and his face was no longer even remotely human. The Dwarf whistled a jaunt tune and looked at the floor where pieces of the mountain had begun to grow through the steel floor like rocky blisters. Chunks of Wundagore itself, growing into mighty cairns. Gateways to Chthon’s resting place.

The N’Garai hissed in pleasure as the rocks ground together and shifted, dribbling soil and bits as they grew larger and larger. They scabbled at the walls and clung to the ceiling. The mountain shook again.

The Dwarf laughed, clapping his hands together.

Behind him, the doors to the Evolutionary’s throne-room exploded inward, flattening demons. The Dwarf whirled, black energy leaking from his eyes.

Arrows sprouted from those self-same eyes, causing the Dwarf to fall backwards, shrieking.

The N’Garai surged forward, a hissing, clacking tide of talons and teeth.

Sir Halifax and the other Knights of Wundagore met them with cold steel and courage.

“Avaunt, foulspawn!” Halifax roared, sweeping his long sword from side to side. “Return to whate’er noisome hell you call home!”

“That’s the way Tony!” Hawkeye called, firing arrows as rapidly as his reflexes would allow. “Press ‘em back kiddos! Somebody handle the midget!”

“That is for me I think.” Druid said, stalking forward, looking more cadaverous than ever in the weird light thrown by the growing cairns. “Yes. Yes, this is what I have come back for.”

“Really? How pathetic.” the Dwarf smiled through the blood running down his face from his punctured eyes. He pulled the arrows from his skull with an ugly sound and tossed them aside. Red light burned where his eyes had been. “You’re nothing. Barely a corpse. Not even a ghost. Just a handful of dust.”

“I know what I am.” Druid said. “But do you?” Druid raised his hands, and was suddenly lit from within by a blossom of raw magical energy. The energy boiled forth and enveloped the Dwarf, who screamed.

“Chris! Jess! Free Fangs!” Hawkeye shouted. Spider-Woman glanced at him as she avoided a N’Garai’s snapping jaws.

“Oh you can’t be serious.”

“Deadly, toots! Kid, go with them.” Howard said, gesturing to Aquarian. “Seal him up tight and bounce him out of here! Right into the sun for preference!”

“I will do my best, Howard.” Aquarian nodded and strode through the horde of demons, pushing them gently aside. Darkhawk looked at Spider-Woman and shrugged.

“Ladies first.”

“How kind of you.” Spider-Woman leapt lightly onto the closest pillar from which Dracula hung suspended and green energy sizzled between her fingers. Dracula snarled, eyes rolling as she looked at him. And then her eyes were drawn past him. Drawn down, towards the floor. The cairns were the size of giants now, and strange writing crawled across them like insects. A sickly gray light sweated from them filling the spaces between like a damp fog.

In the gray emptiness, something opened its eyes. Spider-Woman felt her heart seize in her chest and her mind chattered in fear.

HELLOhello LITTLElittle ONEone. The voice rattled through her, each word stinging her like a hive of hornets. Dracula shrieked again, struggling wildly as the mist reached up with gossamer tendrils to encircle his dangling legs.

HAVEhave YOUyou COMEcome TOto WITNESSwitness MYmy REBIRTHrebirth? Chthon said in Jessica Drew’s head.

“Oh Christ! It’s like fingernails on my brain.” Darkhawk said, landing opposite Spider-Woman. “It smells-”

“Doesn’t matter. Get him loose.” Spider-Woman snapped, grabbing one of Dracula’s wrists and ripping him loose. She looked up. Darkhawk was frozen, staring into the mist. “Now!”

“I-yeah. Yeah.” The gem on Darkhawk’s chest flared and a wavering talon of darkness severed Dracula’s remaining bonds, and scooped him up. Or attempted to, at any rate. The grayness had crawled up the vampire’s waist and feathery strands of it darted towards the two heroes.

“Don’t let it touch you!” Spider-Woman yelled, leaping upwards as the mist struck at her. Darkhawk’s gem flashed again and a shield of pure darkness bubbled into being. The mist struck at the shield, shrouding it and tangling around Darkhawk’s limbs.

“Get it off of me!”

“No!” Spider-Woman leapt forward, reaching. Darkhawk was yanked from his perch and pulled towards the mist below!

San Francisco.

“Laughable.” the azure armored figure said through his helmet’s speakers. His armor was a mono-colored version of older model Iron-Man armor, though the National Guard unit attempting to apprehend the wearer didn’t appreciate the stylistic differences.

Beneath his helmet, Ralph Roberts, the Cobalt Man, smiled and raised his fist, releasing a recoil beam into the nearest APC, tearing it apart. Guardsmen headed for cover and he laughed.

Bullets struck his armor, ricocheting with ear-piercing whines. He gestured and a half-collapsed building went all the way down with a rumble and a cloud of dust and ash. He strode through the cloud, firing indiscriminately.

“Do you hear me, boys? This is pathetic. Honestly. Just get out of the way.” the Cobalt Man said, his suit broadcasting his words loudly. “SHIELD isn’t even paying you chumps. This base has been decommissioned so long they’ve probably forgotten about it.” He continued forward, energy blazing from his fists as he pounded at his opponents. Granted, they probably weren’t even aware of the base. They were just reacting to his presence.

The SHIELD base looked, from the outside, like a neighborhood grocery store. But inside, below the floor, it was a veritable goldmine of moth-balled technology. There were thirteen such bases in San Francisco alone. More scattered throughout the state. Less bases than complex arms depot, each hidden complex was small, roughly the size of a large bank vault and contained a variety of SHIELD-issue equipment.

For the past few months, representatives of the Serpent Society had been buying up any SHIELD tech they could get their hands on, particularly Life Model Decoys. Roberts had been in the business long enough to know that Sidewinder wasn’t buying for himself. He was acting as a go-between for someone else. Not that Roberts cared particularly.

Only the money mattered at this point. Money to improve his armor. Keep himself alive. Keep the energies that composed his mutated form stable.

He only hoped someone else hadn’t gotten to this depot yet. There were other scavengers around, more subtle ones than he could bring himself to be.

Still, what was subtlety after all? A waste of effort really. He gestured with his hands and the street burst and popped like a soda can beneath the wheel of a car. Men were thrown screaming. Roberts laughed.

Something tapped him on the shoulder.

He whirled and five adamantium digits fastened on his face mask. Ultron stared at him through burning eyes, head cocked to the side.

“Ralph Roberts. Also known as the Cobalt Man. You are an unregistered mutate, Ralph Roberts. And you are engaged in acts of civil disturbance and aggressive destruction.”

“I-I-”

“Will surrender.”

“No! NO!” Roberts squalled. He fired his gauntlets into Ultron’s chest, sending the android stumbling backwards. Ultron retaliated by firing a burst of energy from his hand and sending the Cobalt Man flying backwards. The android leapt on the supine form of his foe, dug glittering fingers into Roberts’ helmet and ripped it loose. Tossing it aside, Ultron stared down at the criminal.

“My sensors indicate that your primary system controls were in your helmet. If you do not receive help you will dissipate. Surrender.”

“I give up!” Roberts said, covering his face with his hands. His features were composed of flickering blue energy. “God! Don’t kill me!”

“Why would I kill you, Ralph Roberts?” Ultron stood, looking down at him curiously. The sound of weapons being readied caused the android to look up. SHIELD agents had finally arrived to lend support to the National Guard, all clad in the yellow carapaces of Mandroid armor.

"You will stand down." the lead agent said, his voice sounding frightened even behind the electronic distortion. Ultron watched him, unmoving.

"Why?"

"Stand down or we will be forced to fire!"

"God, kill it! Kill it or we're all dead!" Roberts screamed, looking up at the android standing over him. Ultron looked back and forth.

"I do not-"

"FIRE!"

Energy beams lanced out. Ultron staggered back, the rest of his words burned away in the fusillade that sought to destroy him. The Cobalt Man scrambled away, eyes closed. He whimpered. He could feel himself slipping away. Fading. Constant exposure to his suit's power source had mutated him, was turning him into living energy. Only his suit could contain him. He staggered upright and stumbled away from the battle into an alleyway.

Ultron. Ultron was here. Time to go. Time to blow town. Get far away. Go to the East Coast. Maybe Europe. God alone knew what that thing was capable of. God alone-

"Hello Ralph. You did not come to our meeting." the dapperly dressed Asian man said, standing at the end of the alleyway, colored smoke coiling around his feet. "I am hurt."

"L-Li-Pan? What are you-"

"Watching you. Waiting. You seem to be losing bits of yourself, Ralph."

Roberts' hand flew to his face. Even through his gauntlets, his hands tingled and he felt light-headed. Fuzzy. He shook his head, slumped against the wall of the alleyway. "I-help me." he said, reaching out to the man called Li-Pan. Li-Pan smiled and pulled several long strip of hard parchment from inside his coat, Chinese characters written down their length.

"Breathe deep, Ralph. The time of Celestial Movement is here. And you will join its emissaries."

The Cobalt Man screamed as strange symbols burned into his head and his mind faded into colorful darkness.

Not far away, Ultron resisted the urge to burn the SHIELD agents to dust. Human life was sacred. Father said so. Humans must be protected at all costs. That was what heroes did.

"Ultron. You've done well."

"Father?" Ultron asked. Hank Pym's voice came as if from far away and down a deep tunnel. "Where are you?"

"Inside you."

"Inside-"

"Pym Particles, son. Now, hold on for just a second-"

Ultron's sensors screamed as reality seemed to twist and bloom and then he was standing in an alien landscape. Pym stood in front of him, arms crossed.

"You did very well. I'm pleased."

"I-where are we Father?"

"Right where we were only a few seconds ago. Only we've shrunk to one molecule in height." Pym clapped a hand onto Ultron's shoulder. "Keep us out of SHIELD's line of sight for now. Until I've explained things to them."

"They are afraid of me."

"With good reason."

"Why?" It was almost plaintive. Pym closed his eyes and rubbed the bridge of his nose. He looked up, decision made.

"Let me tell you a story."

The Sierra Nevada mountain range.

Reality screamed, stretched and popped with a noise like God groaning. The so-far uninhabited capital city of the new Kree Empire trembled as the shockwave hit it, causing the closest buildings to crumble and collapse back into the dust they'd been created from.

Genis-Vell, floating several miles above and contemplating his works, was sent flying backwards as reality ruptured. His eyes widened as he watched his city, his dream collapse. He felt a familiar presence, a nagging itch at the back of his head. An old irritant.

"Rick." he snarled, flipping himself around and flying towards the ground. It was Rick. Had to be. It was always Rick.

Time and space rippled in the center of the city as Genis landed and looked around desperately. What had caused this? How had this happened?

The skin between worlds split abruptly as another bell-like tolling echoed through the mountains and one hundred angry Eternals burst through the void. Genis' eyes widened and he hurtled into the air, followed closely by the angry demigods. He increased his speed but there were too many of them, too many. They weren't just behind him, they were beside him and above him.

"Wait-stop-I didn't mean-" Genis looked back, but the Eternals weren't listening. He turned and flew towards the closest, energy crackling over his form.

"I didn't mean to!"

The explosion that greeted Rick, Marlo and Iron-Man as they stepped out of the portal nearly knocked them from their feet.

"Ho-ly..." Rick said, whistling as the sky turned orange. "Somebody is getting their butt kicked."

"Move!" Iron-Man shoved Marlo and Rick aside as a knot of bodies fell to the ground. Unconscious Eternals lay everywhere, looking distinctly singed. Stark cursed. He looked at Rick. "Too bad it's not who we hoped."

"Rick."

The trio turned as Genis descended, holding Mentor aloft by his ragged cloak. The other Eternals, those Genis hadn't sent flying or knocked unconscious, were keeping their distance, circling warily.

"Hello Rick. Long time no see."

"Genis. You look...crazy."

"I'm fine. Thanks." Genis smiled and held Mentor up. "This belong to you?"

"He was like a father to you." Rick said. Genis shrugged.

"My father is dead. All I do, I do in his memory. He was a loyal Kree-"

"He was hardly that." Iron-Man cut in. He pointed up at Genis. "Not even close. He betrayed the Kree when he thought it was the right thing to do."

"Hi Tony. I probably should have killed you hunh?" Genis grinned and tossed Mentor aside. "Let me rectify that..." He gestured and energy burst from his hands, lashing out at the armored Avenger. Iron-Man stood and let it wash over him. His armor's power cells beeped happily as they absorbed the energy and when they were filled, Iron-Man returned the blast with interest.

Genis flew through the blast, swimming through the energy until he reached Stark and dug his hands into Iron-Man's chassis.

"You tried that already Tony. I thought you were a genius?"

"I am." Stark grinned beneath his helmet and grabbed Genis' wrists, putting his hands over the Nega-Bands. "I just needed you to get close."

Feedback erupted through the bands, causing Genis to scream as his own powers lashed at him internally. He hauled Iron-Man into the air and hurled him aside, collapsing to his knees, smoke curling off of him.

"What-what-" Genis grunted.

"I've had a working hypothesis for a while now that Mar-Vell was a mutant, not a mutata as most of us assumed. The Kree were stagnant, but maybe Mar-Vell was the first blip on that flat-line. And since you're a clone, so are you." Iron-Man said, staggering upright. "The bands help you focus and control your power. That's why Mar-Vell had them. That's why the Eternals gave them to you. You might have some extra cosmic upgrades, but in the end you're just a mutant. And if there's one thing I've learned since putting on this armor, is that it's always handy to have a way of nullifying mutant powers. Which, incidentally, I just did."

"I-I-still have the powers I was granted-"

"Yeah. About those? They were dependant on your native abilities. Which I just took away." Iron-Man fell back heavily, leaning against a crumbling wall. "You're as close to human as a cloned Kree can get."

"No. No! NO!" Genis screamed charging forward, fingers outstretched. Rick stepped forward, fists glowing.

"Not so fast buddy boy!"

Rick's fists thudded into Genis' belly, then across his jaw, sending him spinning to the ground. Rick looked at his hands, then at Genis, unconscious on the ground.

"Well...that was kinda anti-climatic."

"Sorry. I didn't feel like risking your life." Iron-Man said wearily. "Or his."

"So, what do we do with him now?"

"We will take him." Mentor said, standing with the aid of one of the other Eternals. "He is our responsibility. Our burden."

"That genetic lock I put on him won't last long. Only twenty-four hours or so." Iron-Man said. Mentor nodded, his expression unreadable.

"Enough time, I think."

"Yeah, uhm, Titan is still back in the Negative Zone." Rick said. Mentor smiled.

"Yes. The city Titan is there. But the moon itself is still where we left it, I believe. As is ISAAC. It will be a simple enough matter to put things right, I think."

"No lack of confidence there." Rick looked at Iron-Man.

"And if you can't put things right?" Iron-Man said, ignoring Rick and watching Mentor. "What then?"

"There are other places. We have not been idle in our centuries, Iron-Man."

"No. No I don't expect you have." Iron-Man looked down at Genis. Then up, at the sky. "If he gets loose..."

"Then we will reclaim him." Mentor said, eyes flashing.

"I'm counting on it." Iron-Man said, holding out his hand. Mentor looked at it for a moment, then took it.

Wundagore.

"Darkhawk!" Hawkeye fired an arrow into the ceiling at an angle. A line trailed behind it. Hawkeye held tight to it and was hauled into the air. He flew over the mist, one arm out to grab Darkhawk around the waist. He caught the younger man and grunted as his feet connected with a cairn.

"Gotcha kid!"

"I-what-my crystal-" Darkhawk looked up blearily. He felt stiff, unable to move. His limbs felt like lead. "Hawkeye, what-"

"Don't worry kid. Ol' Clint's here to pull your fat out of the fire again." Hawkeye grinned, looking down at his teammate. "Just hang loose..."

"No. No, not again." Darkhawk mumbled. Hawkeye gave no sign he'd heard. Still holding onto the swing-line, the rope wrapped around his wrist, he swung backwards and called out, "Somebody!"

"I have him!" Aquarian said, gesturing. Hawkeye swung Darkhawk towards Aquarian and gave a quick prayer. The gray mist, the essence of Chthon, crept up the sides of the cairns and spilled out into the room. The N'Garai set to shrieking a peculiar call, that set the teeth of every other living thing in the room on edge.

The Dwarf's laughter rang out even as he stepped through Druid's mystic flames. His suit was gone and his flesh had become as gray as the mist itself. His eyes were red coals glowing within a wrinkled face. His size had increased and he now towered over his opponents.

"It's over, dead man walking! We win! Chthon comes! His host awaits him!"

"No!" Druid leapt forward, rotting fingers clawing at the Dwarf. "You will not! I will not fail again!"

"Get away from me!" the Dwarf snarled, grabbing Druid by his cloak and swinging him towards the mist.

"Release the magician." Halifax said, bringing his sword down on one of the Dwarf's arms.

The Dwarf screamed, releasing Druid and grabbing his stump.

Above, Spider-Woman pulled Dracula onto her shoulder as the mist swirled around her, clawing at her lungs.

NO no. GIVE give HIM him BACK back.

"Get out of my head!" Spider-Woman said, climbing for the top of the cairn. Dracula squirmed weakly in her grip. "Stop struggling or we're both dead."

Down below, Shatterfist stood back to back with Howard at the edge of the cairn ring. The N'Garai had turned on the cairns at some unspoken signal, hurtling forward to stop what was happening like a swarm of roaches. "They're going to die." Shatterfist said. Howard drove a looted sword through a N'Garai.

"Shaddup."

"I don't want to die." Shatterfist continued, snapping a demon's neck. "Why am I here? I don't want to die."

"Then fight harder." Howard said, swinging the sword in both hands.

"Easy for you to say, duck!" Princess Python said, the barrel of her gun blazing white-hot. Glaucon slithered around her, crushing any demon who got too close. Knights of Wundagore too had taken up positions around the cairn, keeping the N'Garai from reaching the heroes.

Halifax stood in front of Druid, facing the mutated form of the Dwarf. Druid grinned and gestured.

"No host, imp. No host for your master. You have failed him again."

"No. Nonononono!" the Dwarf charged forward, remaining arm wide, talons gleaming wickedly. Halifax cut through his midsection, slicing the Dwarf in half. As the two halves fell, tendrils of gleaming black sprang from the wounds and lashed out, wrapping around the struggling Knight. The upper half of the Dwarf crawled towards Druid.

"So close. So close." the Dwarf hissed, eyes blazing. "So close."

"Yet so far." Druid stood, his legs weak, as if the full weight of the grave were upon him. The Dwarf's seeming fell to shreds as a host of screaming black tendrils exploded, shrouding Druid, crushing him.

The mist spread between the cairns, clawing at those who opposed Chthon.

Above, Darkhawk was thrown to safety. Hawkeye gave a joyful cry, but it was choked off as gray mist swept over him, consuming him, pulling him down. He thought briefly of things undone. People lost. Then he thought nothing at all.

Aquarian swept a shield to life with a wave of his hand, protecting as many as he could. The mist struck a chord in him, a thrill of cold fear. For the first time in his life, the man once known as Wundarr knew fear.

Howard grabbed Shatterfist and dragged him towards shelter, the mist nipping at his heels. Halifax covered them, trying vainly to cut away at the demonic mist.

Spider-Woman leapt for the wall, Dracula in her arms. The Lord of the Vampires awoke, the heat of her thundering blood sounding in his head like the drums of war.

Princess Python screamed as the mist grew around her, cutting her off as it wrapped around her, choking the life out of her. Loyal to the end, Glaucon coiled around her, trying to destroy that which threatened his mistress.

Druid's form was suddenly consumed in fires too bright to look at and the Dwarf, or what was left of him, gave a despairing sound as he was reduced to ash. Druid stalked towards the cairns, the ground trembling with each step.

"Chthon! Hear me! My voice carries the words of Atum, of the Demogorge! I was returned to this existence, a living message from one god to another." Druid said, his voice carrying even over the sounds of battle.

SPEAK*spea*k.

"Your time is not yet. Your plan is undone. Your host is gone, your ritual broken."

DOdo NOT*not* PRESUME*presume* TOto KNOW*know* MYmy MIND*mind*, LITTLE*little* MAGGOT*maggot*.

"And do not presume to enter where you are not welcome, lurker on the threshold." Druid said, his form burning brighter and brighter. "I was given a second chance. A new life. But only for as long as my form held. Only long enough to release the breath Atum breathed into me."

Druid reached out, fire seeping from his pores. He placed his hand against the closest of the cairns.

Somewhere else, Chthon howled.

Anthony Luddgate Druid smiled as his face burned away, down to the bone and beyond. "Let there be light." he whispered.

And so it was. Light, the light of the new-born sun, exploded from his frail form, eradicating every bit of Chthon's shadow and mist, turning it to nothing as it spread through the citadel. The N'Garai were driven before it, fleeing in vain from the rolling, growing tide of light. It swept over them and brushed them from the face of the earth. The cairns cracked and crumbled, melting away. The mist fled, pressed back down into its own reality, its own hell and the light followed it. Chasing it, pressing it.

And then, between one blink and the next, it was done.

The cairns were gone. Dust in the wind. The N'Garai as well. Only the faintest stink of brimstone marked their passage. But they were not alone in their absence.

Somewhere in the citadel.

Spider-Woman opened her eyes blearily. She lay against the wall, her body aching with fatigue. She could barely recall how she'd gotten there. A sharp pain in her neck caused her to put a hand to her throat. It came away wet and red.

"Oh come ON." she said, sitting up and leaning back and looking up at the monster who loomed over her. "Like I haven't been through enough today?"

"Dracula regrets such rudeness woman. But I have a thirst that I cannot deny. Not even for...gratitude, shall we call it?" Dracula licked his fingers, his eyes burning. He stared down at her, his form draped in shadow. "Yes. Gratitude. Dracula will remember this debt, Jessica Drew."

"Crap."

Dracula blinked, then laughed. His laughter continued even as his shape shrank and widened into that of a monstrous bat which took wing through the corridors of Wundagore. He would hide in the silver silence until the fall of night. Then, then Dracula would be free to roam once more.

Spider-Woman watched him go, trying to will herself to move. After a few moments she gave up and stared wearily at the ceiling.

"Crap." she said again.

The throne room.

Darkhawk awoke, pain threaded through his body in dibs and dabs. He looked up at the faces of Howard and Aquarian.

"Where-"

"I'm sorry kid." Howard said, eyes closed. Aquarian bowed his head. "No sign of Barton."

"Keep looking! He's got to be here!"

"He is not." Halifax said gruffly, sitting on his haunches opposite Darkhawk. "He died valiantly, Sir Hawk. As valiantly as any Knight."

"No..." Darkhawk leaned forward, head down. "God, no." He looked up. "Druid? Where is he?"

"No sign of him either." Shatterfist said, arms crossed, leaning against the wall. "Him or the chick with the snake fetish. Guess they bought it."

Outside.

Anthony Druid awoke in the snow.

Cold. He was cold. His eyes fluttered open and he sat up, looking down at himself. Pink skin shivered beneath the rents in his costume. He felt his face with trembling hands.

"Alive. I'm alive." he said softly. "Oh Gods..."

"I had similar sentiments not so long ago." Michael Morbius said, leaning down to offer Druid his hand. He smiled a fang-less smile, his skin pale, but no longer chalk white. In short, as human as Druid. "It looks, dear sir, as if we have both been redeemed our sins. Michael Morbius."

"Anthony Druid."

"The sun, sir. Feel it and rejoice!" Morbius said as Druid clambered to his feet. Morbius stood on the tip of the snowy ledge, arms spread, face joyous. "We are HUMAN!"

Somewhere else entirely.

"Ohhh man, that hurt." Hawkeye said, laying face-down on the ground. He looked up, the sunlight filtering through the trees and vines that coiled together overhead.

"You can say that again, Barton." Princess Python said, sitting up, Glaucon curled protectively around her. "Where are we?"

"No clue." Hawkeye pushed himself up, getting to his feet. "Though where ever it is, it's hot as hell." He looked around. Wherever they were looked like nothing so much as the ruins he'd seen once on a trip to South America. Or even Egypt. Tumbled walls and broken statues. Green vines covering everything and trees growing in the cracks between paving stones.

"Last thing I remember-" Princess Python began. Hawkeye waved her to silence.

"Quiet."

"How dare you-"

"Quiet. Do you hear something?"

"I-" Princess Python's eyes narrowed. "Yes. It sounds like...someone running?"

A sword flashed, cleaving through the vines, making a passage for a brawny, tan-skinned figure to burst through. Arrows followed him, striking the ground and wall. The big man, black-haired and sullen eyed, stopped short as he caught sight of Hawkeye and Princess Python.

"Crom! You two picked an odd spot for a lover's tryst!" the big man growled. "Well, no help for it now. Pick up your bow, archer and prepare yourself! The natives of this accursed place are on my trail!"

"And who are you?" Hawkeye asked, whipping an arrow out and readying his bow. The big man smiled fiercely.

"Conan. A Cimmerian."

TO BE CONTINUED...

Next issue: *One story is done, a new one begins! Be here in thirty for 'NEW FRIENDS IN OLD PLACES'!*

DUE WEST

So. That's the end of my first twelve issues. Hope everyone enjoyed it. When Chris originally approached me to take over the reigns of this title, I was a bit leary. I was stumped for a story, stumped for villains, just well...stumped.

Initially I intended to do it as a series of 'done-in-one' stories with a few villains re-occurring as the series progressed. But well, that didn't happen did it? And I like where the story decided to go, personally. We got magic, sc-fi and plenty of super-villains. And more yet to come.

Hope you decide to stick around and enjoy the next twelve issues...

- Josh Reynolds
December 14th, 2007

Now.

San Francisco. An old brownstone once belonging to the Serpent Society. Temporary headquarters of the Avengers West Coast.

"Damn it." Tony Stark stared at his reflection in the battered, ash-coated surface of his helmet and dropped it to the table. He leaned forward, head down, chewing on his lip. Thinking. Planning. Strategizing. All the things the invincible Iron-Man did best. Staring at the faces on the screen in front of him, he had a feeling his best wasn't going to be good enough.

He'd arrived only an hour earlier to be greeted by an empty building. Then a flash of light and his teammates had appeared, courtesy of a now once-more among the living Doctor Druid.

Well, some of his teammates. Two, to be exact. Two less than had gone.

He closed his eyes. Opened them. Yep. The problems were still there. He swallowed, straightened and turned around.

"It's down to us then." he said. His voice was firm. Confident. The voice of a practiced liar, a stock holder, a captain of industry.

"That's it? That's all you've got to say?" Chris Powell, better known as the black-clad vigilante Darkhawk, said as he rose to his feet, hands slapping down flat on the conference table.

"Yes." Tony said.

"That's not good enough!"

"I know." Stark said simply. He crossed his arms, his armor still showing the signs of the damage it had sustained a few short hours before at the hands of Genis-Vell, once Captain Marvel, now prisoner of the newly returned Eternals of Titan. The armor's systems were slowly orchestrating repairs, but it would take some time. He sighed and gestured at the screen behind him. "I don't for a moment believe that either Clint or Dubois is dead."

"Her name was Zelda." Spider-Woman spoke up for the first time. She was sitting a few empty chairs away from Darkhawk, arms crossed, head cocked. She leaned forward now, mask pulled down and a gauze bandage around her throat. Stark opened his mouth. Closed it. Shook his head.

"Fine. Zelda. I don't think they're dead. They're simply missing." Tony said, gesturing sharply. "And in their place we've got a freshly resurrected Druid and a tiger-man with a chivalry fetish!"

"His name is Halifax-"

"What the hell happened up there?"

"It's complicated."

"Illuminate me." Iron-Man leaned forward, balancing on his knuckles. "Please."

MARVEL 2000 PRESENTS...

"NEW FRIENDS IN OLD PLACES"

Written by Josh Reynolds

Then.

Wundagore. The Citadel of the High Evolutionary.

Jessica Drew, the spectacular Spider-Woman, felt like shit. The wounds Dracula had left in her throat itched, despite healing quickly. The aches and pains of the fight with Chthon were still with her, though dulled.

And that wasn't even counting the spiritual cost.

Clint Barton was dead. Maybe. Possibly. Nobody was sure. Which only made her feel worse. Was it relief because there was no body? A body would have been closure at least. But then he would be dead.

Maybe he wasn't dead.

Obviously, he wasn't dead.

Had to be.

Damn it.

She looked up as Darkhawk glided towards her across the snow-capped peaks. He touched down lightly on the balcony.

"Well?" she asked.

"No sign. If he's down there, he's not showing." Darkhawk said harshly. "Maybe Morbius was lying."

"Oh ye of little faith." Michael Morbius, formerly Living Vampire, now once more a fully fledged member of the human race said, coming out onto the balcony. "Why should I lie, young man? What have I to gain?"

"I-" Darkhawk shook his head. "I don't know. Something."

"Nothing." Spider-Woman said. "Death Adder is gone, Darkhawk." She turned away from the balcony. "And we should be too."

"A truer sentiment I have not heard." Morbius said. "I will, of course, be coming with you?"

"So we can turn you over to the authorities? Damn straight." Drew said as she stalked inside.

"That go for me too?" Shatterfist barked, swinging in front of Drew. He raised his fists. "I helped you! I-"

"Shut. Up." Spider-Woman said flatly. Her fist shot out, cracking the criminal on the nose. Shatterfist fell backwards, eyes crossed. He hit the ground and lay still. Spider-Woman looked around. "Anyone else?"

Across the room, Halifax and the other New Men watched. Halifax turned back to his commander and gestured towards the Avengers.

"I must go with them."

"Are you sure of this, young Sir Knight?" the wizened Lord Otheris asked. The man-sized otter put his hands on Halifax's shoulders. "It will be dangerous."

"Danger is a knight's sworn course, milord." Halifax rumbled. "They came to our aid and lost several of their number in the doing. The least repayment we can give is the service of one sword-mine."

"So the Code states. You have much honor, good Knight."

"So one hopes, your grace. So one hopes..." Halifax said softly. He turned back as Shatterfist's unconscious form hit the ground. "Milady Drew?"

"Halifax." Spider-Woman said, wringing her hand as she stepped over Shatterfist. "Have you found Dracula?"

"I regret not milady. He has retreated into the bowels of Wundagore, it seems. Though we have trackers aplenty, we have little experience with a creature so foul as that one."

"But I do." Morbius said. He looked at Spider-Woman. "I have fought Dracula before. And as I have sins most numerous to redeem-

"You want to stay here?"

"If the Knights will grant me sanctuary." Morbius said, looking at Lord Otheris. "I do not know whether my current condition is permanent or not, or merely the result of drinking Death Adder's tainted blood. If you turn me over to the authorities, they will simply incarcerate me like any human felon. And if I revert..." he trailed off and looked at Drew meaningfully. She frowned.

"It'd be a slaughter."

"I would hardly be able to control myself. The Hunger is always strongest upon its first awakening. Here, however, I can take the proper precautions. Perhaps even study my former condition. Find a cure if it returns..." Morbius smiled. "And help the Knights hunt down Dracula in the process in return for their hospitality."

"Well?" Drew looked at Otheris, who nodded gravely.

"We will provide sanctuary to Doctor Morbius, if he wishes it."

"You can't seriously-" Darkhawk began. Spider-Woman held up a hand.

"I can. I do. Fine, Doc. Stay here. Take this..." Spider-Woman handed Morbius an Avengers communi-card. "Stay in contact. Think of me as your parole officer. You go a week without contacting me, I'll be back. And believe me, I will find you." she said, pointing at him for emphasis.

"I believe you."

"Good." She looked at Halifax. "You wanted to say something, Sir Knight?"

"Indeed." Halifax drew his sword and proffered it to Drew, hilt first. "I, Sir Halifax von Tagar, offer you my sword in service as repayment of the debt the Knights of Wundagore owe you."

"I-" Spider-Woman blinked.

"I would accept, were I you." Doctor Druid said, walking towards them. Howard the Duck and Aquarian were right beside him. Howard, cigar clutched in his beak, had a large, crimson gem and was tossing it from on hand to the other.

"What Baldy said. We ain't sticking around to bail you chumps out and you look short on man-power." Howard said. He looked at Shatterfist. "What happened to him?"

"Got on my nerves. You want him back?" Spider-Woman said. Howard laughed.

"Hell no! Soon as I get this doohickey Strange gave me working, me and the kid are gone." Howard held up the stone, a ruby the size of his fist. "And I don't need the dead weight."

"What?" Shatterfist sat up, looking blearily at them. "You're just gonna let them take me?"

"Yep." Howard rolled the cigar around to the other side of his beak and fixed Shatterfist with a gimlet eye. "Go bye-bye, monkey. Crime doesn't pay and all that jazz."

"What about the vampires?"

"What about them?" Howard said. Shatterfist blinked and clambered to his feet.

"What do you mean 'what about them?'" Shatterfist took a step forward, fists raised. "You told me they had marked me!"

"I lied." Howard said.

"You-"

"Lied. Yeah. Imagine that." Howard laughed. "Bet you didn't think ducks were so untrustworthy, hunh?"

"Why-"

"I needed a meat-shield. You were handy. Don't need you anymore. Big-Daddy Fangs is somebody else's problem now. So buzz off. Ciao. Good-bye." Howard said.

"Oh, that is it!" Shatterfist snarled. He leapt forward. "I've had enough of your shi-" He slammed face-first into an invisible wall and bounced backwards, smashing into Darkhawk, who grabbed him instinctively.

"Please Robert. Violence is not the answer." Aquarian said, lowering his hand. He stood hovering five feet in the air, looking regal and at peace. "Howard is simply upset that Dracula escaped."

"Good!" Shatterfist struggled against Darkhawk. "And he'll be even more upset if I ever run across him in the street." He pointed a gloved hand at Howard. "You hear me duck? You're dead."

"Man, you don't know when to shut up do you?" Darkhawk said. The gem on his chest flared and Shatterfist found himself bound within a cube made of dark force. "She probably would have let you go, too." he said, glancing at Spider-Woman.

Spider-Woman ignored him and looked at Halifax.

"You sure about this?" she said quietly. He smiled and nodded.

"I have long wanted to see the outside world. To test my sword against the worthy foes I have only seen in the Lord High Evolutionary's files."

"Welcome aboard, kitty-cat." Spider-Woman said. She looked at Druid. "What about you, Doc?"

"Well, I am your ride home." Druid said, stroking his beard. "Besides which, I owe it to Clint. I am the one who-

"Forced us to come here? Forced us into fighting a god? Yeah. Yeah I'd say you owe us a good bit, Doc." Darkhawk snapped. Druid looked at him, expression wounded.

"I'm sorry you feel that way, Chris. I-"

"Save it. Can we get out of here?" Darkhawk looked at Spider-Woman. "Please?"

"Chris-" Spider-Woman said.

"You know what? Just save it. All of you." Darkhawk crossed his arms. "Let's go."

Druid nodded stiffly and raised his arms, fingers curled. He began to chant in Gaelic and a light fog suddenly swirled around them. It obscured them completely in minutes, then, as a breeze blew the fog away, they were gone.

Howard waved a hand to disperse the fog and glanced at Aquarian.

"See? What'd I tell you? Dysfunctional."

Now.

Iron-Man looked around the table. He opened his mouth. Closed it. Opened it again. "Hoookay. So we're down to three." He placed his palms on the conference table and leaned forward, jaw set.

"Five."

"That remains to be-" Iron-Man began. Spider-Woman stared at him. "Fine. Fine! Five. We're five. But we

need to reorganize. Get our wind back. We'll head home tonight. Back to LA. I've already sent Rick and Marlo back to the Compound-

"Running home already?" a harsh voice interrupted. Stark turned, face darkening.

"I can't get a break today, can I? Hello Spector."

"Tony." Moon Knight said, standing in the doorway. His cloak hung over him, shrouding his figure. The cloak rustled and a tiny form shot out, growing larger and larger until Janet van Dyne, the winsome Wasp stood in front of Stark.

"Jan? I thought-

"We're not going anywhere Tony. We're staying right here." Jan said, crossing her arms, face determined. Tony blinked.

"What? Why?"

"Ultron's back. And he's in San Francisco."

Way, way, WAY back then.

The steaming jungles of Kush.

"Who are these guys and why are they trying to kill us?" Clint Barton, Hawkeye, barked. The brawny, dark haired barbarian running at his side snorted in laughter.

"Who can tell Archer? No fault of mine, I assure you!" Conan said.

"Right! And they just happened to be chasing you why?" Zelda Dubois, Princess Python, laughed bitterly. She clung to the neck of her cybernetic python, Glaucon, as the serpent slithered past Hawkeye and Conan. Conan eyed her askance and jabbed at the python with his sword.

"Keep your snake away, fire-hair, or I'll lop its head off!"

"Raise one finger against my boopsie and I'll-

"Minds on peril! Minds on peril!" Hawkeye said. He threw himself aside as a long spear cleaved the air where his head had been. He rolled smoothly to his feet and fired a blunt headed shaft back the way they had come.

The explosion rocked the vine-haunted ruins the trio was in the process of fleeing through and screams of pain and fear rolled over them from the ranks of their pursuers. Conan glared at Hawkeye, wide-eyed.

"Crom! What was-"

"Magic arrow." Hawkeye said. Conan nodded.

"Magic snake. Magic arrows. Do you have a magic way for us to get out of these god-blasted ruins Archer, or is there a limit to your abilities?"

"I-GEEZ!" Hawkeye spun as a lithe, dark-skinned figure leapt from the top of the wall above him and landed on his back, bearing him to the ground. Teeth sharpened with stone files snapped at his throat and an obsidian dagger sliced a portion of his mask away into a loose flap of material.

Conan snarled and swung his broad-bladed sword, taking the cannibal's head off at the neck. "Off devil!"

"Look out!" Hawkeye pointed as a half dozen similar stunted, sharp-toothed men bounded towards them out of the shadows, the fading sunlight catching their swirling tattoos in weird eddies and glinted off the tips of their stone weapons. Conan bellowed and heaved into them, sword swinging with deadly accuracy. Hawkeye brought his bow around, cracking it against the skull of the closest of the cannibals as hands grabbed his legs and sought to yank him away from his companions.

"Oh no you don't!" Princess Python hissed, gesturing with one elegant hand. Glaucon surged forward, titanium spines rising through his skin. Electricity spurted and crackled around him as he slithered amongst their attackers.

The stink of burnt skin filled the air and abruptly, the cannibals retreated, fleeing back into the ruins. Glaucon returned to Zelda and wrapped himself around her slender form, tongue flicking in satisfaction. Conan yanked Hawkeye to his feet.

"Snake is handy."

"More so than either of you." Zelda said.

"Yes. Thank you. I'm fine." Hawkeye said. "Don't mind me." He fixed an eye on Conan. "Want to explain why they were chasing us now?"

"No." Conan grunted, sheathing his sword and stalking off. Hawkeye and Zelda shared a look and Glaucon slithered up in front of the Cimmerian, with a hiss.

"Yes." Hawkeye said.

"Fine." Conan spun in place, sword sliding out of its sheath and darting for Hawkeye's heart. "We'll talk...over your corpse, archer!"

TO BE CONTINUED...

Next issue: *The hunt for Hank Pym begins as the Whackos begin to clean up San Francisco! Meanwhile, Pym has problems of his own as Ultron goes toe-to-toe with the Emissaries of Evil and he's caught in the middle! Plus, more Hyborian hi-jinks with Hawkeye, Princess Python and Conan in 'FOG CITY SHUFFLE'!*

San Francisco. The Equinox Zone.

“Have at thee!” Halifax roared. The man-sized tiger swung his gleaming sword in a smooth arc, splitting the insectile machine in twain. The two halves of the AIM HK clattered to the ground, sparking and twitching. More of the hornet-shaped devices hummed angrily through the air, arrowing towards the small group of Avengers.

“Iron-Man-” the Wasp said, hovering near the crimson and gold armored Avenger. Tony didn’t reply, merely extended a gauntlet and gestured.

The HK’s seemed to writhe for the merest instant before each one burst into flame and tumbled to the street in a gentle, crackling arcs. Iron-Man glanced at the Wasp.

“Yes?”

“Nothing. Nothing.”

“Localized EMP. Very handy.”

“I’m sure.” the Wasp agreed. “When did you add that?”

“This morning.”

“You don’t sleep much, do you?”

“Sleep? What is this sleep you speak of?” Iron-Man said, voice dead-pan and all business. “I have no need of sleep.”

“Ah, banter, how I missed it.” Moon Knight said, crouched on the edge of a rooftop above the three Avengers below. Spider-Woman, nearby, looked at him.

“Really?”

“No.”

“INCOMING!” Darkhawk shouted as the gleaming shape of the former vigilante shot past the roof, trailed by a half-dozen more of the attack-drones. Moon Knight whipped his truncheon out and twisted it. The truncheon telescoped into a staff even as the end facing the swarm of HK’s popped loose and sped across the distance between his hiding place and the building opposite. Trailing a web of microscopic threads, the head of the staff buried itself into brick.

“Let there be light.” Moon Knight muttered as he tapped a hidden button. The web that had stretched across the street suddenly coursed with electricity, catching three of the drones and frying their circuits.

The other three continued their pursuit of Darkhawk. Chris looked back, cursed and cut a sharp ninety degree turn straight up. He looped back, upside down, and came down behind the HK’s. The gem on his chest flashed and a globule of pure dark force coalesced around one of the drones, capturing it.

“Got it! Somebody handle the other two, please.”

“My pleasure.” Doctor Druid, standing on the street below gestured, fingers crooked, and tendrils of emerald energy sped from his fingertips, ensnaring both of the remaining drones and crushing them to a fine, glittering powder. Druid stumbled back slightly as the powder drifted down. Sweat beaded his forehead.

"Doctor?" Halifax growled softly, leaping to support Druid. "Are you unwell?"

"No. No, my friend. My powers are still a bit...taxed. Nothing more." Druid said, straightening, taking a breath. It felt good to do that after all this time. He luxuriated in the feel of breath in his lungs, sweat on his brow. Alive. He was alive.

A cheering suddenly rose up from behind the barricades at the end of the street. Former residents of the neighborhood, watching as their world was put right.

Street by street, day by day. The Avengers West were putting things right.

MARVEL 2000 PRESENTS...

"FOG-CITY SHUFFLE"

Written by Josh Reynolds

"That's like the third AIM cache we've uncovered." Darkhawk said. He looked at the struggling drone he still held captive. "And every single one of them guarded by these things-"

"Hunter-Killers. Hive-mind AI's. Reaction time of hornets. Circuitry based on the biology of hornets too." Iron-Man said, arms crossed, looking up at the drone. "Very precise."

"You almost sound like you admire them." Spider-Woman said, sitting on the roof of a burnt out Honda nearby. Tony looked at her.

"I appreciate the work that went into it. AIM has a...a sort of artistry to their devices, if you can believe it. They're not mass-produced at all. Each of these drones is the work of a separate engineer, with different circuitry, relays and even co-axial engraving. A work of art, really."

"So was the first Colt." Moon Knight said. "Still killed people."

"Spector-" Iron-Man turned.

"Boys. Please." the Wasp said, looking back and forth between them. "Testosterone-flag-waving aside, what does this tell us?"

"That the damage Equinox unleashed almost a year ago hit the substructure of the city a lot more than we'd like to believe." A new voice intruded. Iron-Man turned and waved the owner of the voice closer.

"Brinks. Glad you could make it. Avengers, allow me to introduce Brinks Baxter, head of the California branch of Damage Control."

"Call me BB." Baxter said. He was a slim man with caramel colored skin and an easy, thin smile. He wore an ox-blood business suit with a dark tie. "And this is my assistant-" He gestured behind him, at a young

woman clad in Levi's and a leather jacket. She was carrying several cameras and piece of seismic equipment strapped to her back. Her hair was a deep blue now, but Darkhawk recognized her all the same.

"Lena!"

"Lena Myers." BB said, quirking an eyebrow. He glanced at his assistant. "You owe me lunch."

"What?"

"You said he wouldn't remember you. Ergo, lunch."

"Damn. Excuse me. Chris!" Lena tossed a glare at her boss as she ran past and Darkhawk swept her up. Lena pushed away from him and slammed a fist into his chest.

"I thought you were dead!"

"What?"

"You haven't called me in a week!"

"Ow! Stop it!" Darkhawk put his hands up to defend himself as Lena continued to batter at him. "Busy! I was busy! Guys! Tell her!"

"Oh yeah, busy." Iron-Man said.

"Very busy." Spider-Woman added.

"Verily, by mine troth." Halifax said, leaning on his sword.

"Thank you. See?" Darkhawk gestured. Lena smirked and hit him again, then shook her hand to ease the soreness.

"Fine."

"Ah. Young love. Disgusting, really." BB looked at Iron-Man. "So, your boss is picking up the tab I hear."

"Mr. Stark wants to do everything he can to help the city get back on its feet."

"Him and everybody else. SpectorCorp. just put in a donation as well. And Richmond Industries." BB said. "Makes me tingle all these rich playboys just handing me money."

Iron-Man shot a look at Moon Knight who regarded him coolly. *So that's going to be the game, is it?*, Tony thought. *You are definitely getting on my nerves, Spector.* He shook his head and turned his attention back to BB, who was rattling off statistics as easily as he breathed.

"Pretty much every hidden depot, arms cache or 'super-villain hideout'-" he said, crooking his fingers to make air-quotes. "-was cracked like a walnut when this part of the city got shuffled. One of the reasons we're having so much trouble with cleaning things up. Every defense system SHIELD, AIM or Hydra could install was activated and is now full-op, bore-on and cranky. There was a Sentinel fished out of the Bay last week!"

"You're welcome." Moon Knight said. BB opened his mouth, closed it.

"Then these things-"

"AIM HK's." Iron-Man supplied.

"Right. Whatever. Regardless, they're a hazard to my people."

"Which is why we're here right?" Spider-Woman said, waving a hand. "Run interference?"

"Give the lady a cigar." BB said. "You guys really want to help out, this is how it goes-you keep the watch dogs off of us, we fix the buildings, the substructure, everything. We've got it down to a science"

Moon Knight drifted away from the group and pointed surreptitiously at Spider-Woman and the Wasp. They moved into an alleyway. "Interesting as this is..." Spector said quietly.

"I know. I talked to the crowd while the boys put on their show...no Ultron. But, they did catch a glimpse of several of our old friends from the other night-" the Wasp said, arms crossed. "Bison among them."

"Perfect." Moon Knight muttered. "No good deed unpunished, huhm?" He looked at Drew. "Well?"

"I scouted out the next few blocks. Got signs of definite bad-guy activity. Don't know if it was the Society though." She looked at Jan. "Or Ultron, come to that. But it's there."

"Wherever there's trouble, Hank will be." Jan said firmly. "He's convinced this Ultron isn't like the others. That it's different. He wants it to be a hero."

"He said that?"

"Yeah. But I didn't listen. Not really. I hoped us getting out of things would convince him to put it off." The Wasp shook her head. "Silly me."

"So we-what?-wait for the screams and the laser blasts?" Spider-Woman said, leaning against the wall of the alley, arms crossed. Moon Knight nodded.

"Exactly."

"Curious." Halifax grunted. The Knight of Wundagore rested on his sword, green eyes narrowed as he watched the trio of Avengers converse. "Plots and plans within plans, it seems."

"What?" Druid looked at him. He followed Halifax's gaze. "Ah."

"Unseemly to hold separate council from ones own comrades."

"Private conversations are unheard of, then, in Wundagore?"

"No." Halifax shifted. He sheathed his sword. "But we do not take pains to avoid letting others hear them."

"Everyone has secrets, young Sir Knight. Even Avengers. Especially Avengers." Druid said, looking away from the trio.

"Even you?" Darkhawk said, coming up behind them. "I mean-honestly-you seem to have a whole bucketful." Druid closed his eyes and sighed.

"I am sorry Chris. It was-"

"No. No, you don't get to apologize. I know what you did. I know why you did it. I know what would have happened if you hadn't. That's the only thing keeping me from telling the others-"

"Telling them what, Chris?" Druid said, softly.

"You sacrificed Hawkeye. You let that thing have him, just so-"

"I did no such thing boy. The only person I intended to sacrifice was myself-"

"Yeah. Funny how that worked out, hunh? Clint's gone. And you're human." Darkhawk stepped closer. "I thought you were a good guy, Doc. I thought maybe you weren't the same guy the rest of the team said you were. But I was wrong. And Hawkeye paid for it." Darkhawk grabbed the front of Druid's robe and jerked him forward. "But it isn't going to happen again-"

"Release him." Halifax rumbled. He placed a claw on Darkhawk's shoulder and gently, easily, pushed him back. "Your anger is misplaced."

"Back off, Shere Khan!" Darkhawk snapped, jerking free of Halifax's grip. "Just-back off." He turned and stalked away, hands clenched into fists. Druid and Halifax watched him go.

"Angry." The Knight murmured. Druid nodded.

"And rightfully so, perhaps."

Elsewhere. The Equinox Zone.

Ultron stood in the shadow of a listing warehouse, shining form hidden in a ratty trench coat and a fedora. Adamantium fingers clenched and its eyes blazed. "Father?" it said.

"I'm here." Hank Pym's voice came from somewhere. Tiny. Undetectable save by the sensors of Ultron. "What is it?"

"Internal memory agrees with your suppositions. I am detecting definite SHIELD-brand defensive systems. It is a depot."

"Good. SHIELD had twelve in the Bay area. Nine have been hit. Picked clean. This is the next in line."

"So we wait?" Ultron asked.

"So we wait." Pym said. "How do you feel?"

"All systems are functioning within limits."

"That's not what I meant."

"I know." Ultron said. "I was making a joke. Was it funny?"

"Not really." Pym said. "But close."

"Close only counts in regards to horseshoes and hand grenades." Ultron said.

"Clichés now?"

“My repertoire grows.” Ultron said, a definite hint of satisfaction coloring its words. “Father, I am picking up several organics approaching. I-”

“Need to learn not to spy, whoever you are.”

A geyser of water smashed into Ultron even as it turned, blasting it out into the street. The robot rolled smoothly to its feet, shrugging out of its disguise, energy flaring from its eyes.

A man clad in a blue and green body suit stalked out of the alleyway, red hair hanging lankly around his shoulders. Globules of water danced around his fingers. A strange symbol burned with an unearthly light on his forehead.

“Subject: Aqueduct. Status: Deceased.” Ultron said. “Query, how are you still alive?”

“Hard work, healthy living.” Aqueduct snarled. Water exploded from around his hands, arcing towards Ultron. The robot took the blast, not moving an inch.

“Drown, you motherfu-”

“I do not breathe.” Ultron said, moving suddenly. It lunged through the water, steel fist cutting towards Aqueduct’s face. The super-villain staggered back and fell as the punch connected, knocking him nearly sideways. Ultron stepped forward as the water that dripped from it turned to steam.

“Neither do I.” A flurry of sand smashed into Ultron, sending it bouncing down the street. Quicksand stalked towards it, her forehead decorated with the same glowing sigil as Aqueduct’s. Her arms flowed together into a giant hammer made of sand and she raised it over Ultron’s head.

Ultron rolled aside as the hammer came down and fired twin beams of energy from its hands. Quicksand screamed as her body exploded, sand scattering everywhere. Before Ultron could do much more than stand, a hairy fist caught it in the back of the head and sent it staggering forward. Bison pounded on Ultron again, both fists striking the robot in the back and sending it reeling straight into a blow from Bloodshed.

Joystick bounded forward, staves striking Ultron in its optical circuits. The robot fired wildly as the group of super-villains closed in. Blinded, confused, Ultron stumbled with every blow. Even in the simulations it had never experienced anything like this. It longed to use lethal force, but the directives Father had given it prevented it from doing so.

Gigantic fists composed of sand formed around the robot a second later, trapping it momentarily. A broad shouldered man in a business suit stepped forward, removing a glove.

“Thank you, Quicksand. And as for you my, steel friend, I have always wondered whether or not my abilities would work on a machine. Lets us see, *oui?*” The Grey Gargoyle said, leaning forward.

Colorado. Somewhere on a dusty stretch of road.

Shatterfist shook inside his restraints, body trembling with a chill that wasn’t caused by the AC. A few days earlier, he’d been turned over to the authorities by the Avengers West Coast. Now he was on his way to the Vault, a victim of the Three-Strikes Law, twelve hundred parking tickets and habitual bail-jumping.

"I think he's sick." A woman dressed in black, with skin the color of chalk said, looking at the third prisoner. The big man, ginger-haired and bullet-headed, grunted.

"Long as he doesn't puke on me."

"Uhrgh..." Shatterfist moaned. The woman, known in certain circles as Shriek, leaned forward, sonic dampers clattering.

"Maybe he's got an alien in him. I dated an alien once. Well, not an alien, more like a serial killer possessed by an alien, he had red hair too, I-"

"Jesus, lady, shut up!" The man called Powderkeg barked. Shriek stuck her tongue out at him.

"Both of you shut it." The Guardsman sitting in the back with them said quietly. He squatted in front of Shatterfist and examined him without touching him. SOP. Some transportees faked sick to try a last minute escape. It rarely worked.

Shatterfist jerked forward, a strange symbol blazing on his forehead. He screamed silently, every muscle strained to the limit as he strained against some invisible force. The Guardsman shot backwards on instinct.

The transport van suddenly slewed sideways as something struck it. Hard. Two wheels left the road and with a groan the van landed on one side and skidded twenty-five feet. It came to a stop, hanging off the lip of a ditch.

The Guardsman gained his feet first, trying to reach the men in the driver's compartment on his radio. Silence greeted him.

The doors to the back of the van were ripped free. The Guardsman reached for his weapon. A hand shot through the opening, green-clad fingers wrapping around his helmet and squeezing. The helmet crumpled and popped. The fingers opened and the Guardsman fell backwards, limp.

"Clear." Puff-Adder grunted, stepping back. Sidwinder stepped into the open doorway and crouched on the step, looking at the three prisoners.

"Lady and gentlemen, this is a jail-break. Courtesy of the Serpent Society."

Darkest Kush. Ancient Hyboria.

Hawkeye gazed down the length of the sword and grinned. "Is this where we compare sizes? Cause if it is, I got to give it to you. Loincloth and such."

Conan glared at him fiercely for a few moments until his expression disintegrated into a howl of laughter. "Ha!" Conan sheathed his sword and stepped back. "A brave man this, eh woman?" he said, glancing at Princess Python.

"Foolhardy, even one might say." She said, stroking the flat head of her serpent. Clint shook his head.

"Thanks, Z."

"Calls 'em like I sees 'em Barton."

"So, we friends now?" Hawkeye said, turning back to Conan. "I mean, we over the whole 'misunderstanding-and-melee' part of this?"

"Aye." Conan pulled a leather satchel out of his belt. "The Vrmangi-"

"The who?"

"The corpse-eaters who hounded us across half of this benighted ruin." Conan gestured with a scarred hand. "I borrowed one of their god-tokens." He held up the satchel and unwrapped it with quick fingers.

The ruby was the size of a man's fist and it radiated a warmth evident even to Hawkeye and Princess Python, standing several feet away. Hawkeye smirked. A faint sense of familiarity nagged at him as he watched Conan re-wrap the stone. He'd seen a similar stone somewhere else...hadn't he?

"Borrowed?" he said, groping for the tangled threads of memory. He had seen it. Not a similar stone. That stone. Only...

"What good is wealth if it's not spent?" Conan said, giving a shrug. "Besides which, it doesn't even belong to those carrion-eating thieves. It was stolen from the house of a Kothian merchant named Nybastes a year ago. He paid me to find the thief and return the stone."

"Did you?" Zelda said. "Find the thief, I mean?"

"No. But the Vrmangi did." Conan grinned wolfishly. "Sucked his bones clean."

"Pleasant."

"The Ka-Stone!" Hawkeye shouted, pointing. Zelda and Conan looked at him. Hawkeye raised his hands up and laughed. "The Ka-Stone! The Ka-Stone!"

"What are you gibbering about?" Princess Python said, stamping her foot.

"That rock he stole-borrowed-whatever...that's the Ka-Stone!"

"What is a Ka-Stone?" Conan said, eyes narrowed. Hawkeye stopped laughing. His face fell as things began to sink in. The Ka-Stone belonged to-

"No. Whoa. Hold up. How'd that-" he waved towards the bag on Conan's belt. "-get here? Wherever here is? Where is here, by the way?"

"Kush." Conan grunted. "Eastern coast."

"Of?"

"Hyboria."

"Where's Hyboria?"

"When's Hyboria, I think. I recognize some of those constellations." Zelda pointed up at the night sky overhead, through the crumbled roof. "This is Earth."

“What is this Ka-Stone? You know of it? I knew it smelled of sorcery.” Conan snarled, glaring at the bag as if it had personally offended him. “No gem stays this warm...”

“Man...” Hawkeye looked up at the sky and then back down at the others. “I hate time-travel.”

TO BE CONTINUED...

Next issue: *What's this? Two issues without a big fight? We'll rectify that right now...the Avengers vs. Ultron vs. a boatload of super-villains in a battle royal! The Serpent Society slithers in the background! Hawkeye and co. head for Koth! Be here in thirty for 'PRODIGALS'!*

LA. A pre-arranged meeting point known only to certain individuals.

"We're here. As arranged." Seth Voelker, the sinister Sidewinder, said to the empty air. He stood in front of a bedraggled trio of super-villains only recently freed from a van en route to the Vault. Shatterfist, who sat slumped on the ground. The woman known only as Shriek, pale as snow and mad as a hatter. And lastly, Powderkeg, a ginger-haired mercenary with explosive fists and a temperament to match.

"Who are you talkin' to Voelker?" the latter grunted, reaching out a big hand towards the shoulder of the Serpent Society chairman. The far bigger hand of the Society member known as Puff Adder intercepted the offending digits and casually flung Powderkeg to the ground.

"No talking." Puff Adder said. Powderkeg clambered to his feet, fists clenched.

"You sunnava-"

"Unh-unh." A crackle of green tinted electricity enveloped the super-villain and knocked him to his knees, mouth wide in a silent scream. Asp stepped up behind him and flexed her fingers, increasing the voltage. Powderkeg toppled forward, unconscious. "That's better." She looked at Shriek, who was still wearing the power-suppression harness the Vault personnel had put on her. "What about you?"

"Mum's the word baby." Shriek said, giggling as she raised her manacled arms. Asp nodded.

"Good."

"Thank you, Cleo." Voelker said, without turning.

"My pleasure."

"Such efficiency." Li-Pan, Emissary of Heaven and Him Who Shakes the Pillars, said, stepping out of the moment between one second and the next. He was a thin man of Asian descent and dressed classily, though somewhat unfashionably. Between that and his glowing eyes, he was a man always out of place. "I envy you, Voelker. Your serpents display remarkable sense of acumen."

"The Society prides itself on professionalism." Voelker said stiffly. "And speaking of which..."

"Yes. Of course." Lip-Pan snapped his fingers. A purple and yellow garbed figure stepped out of the shadows, a sigil burning on his forehead. "Cottonmouth. He's been useful to me."

"He's more useful to me." Sidewinder said. He waved a hand at the trio of rescued super-villains. "And Shatterfist is already yours, if I judge correctly. That sigil on his forehead..." he trailed off with a snort. "It was killing him until we got him back into California."

"Binding spells can be quite nasty, yes. And what of the other two?" Li-Pan said, stroking his chin. "A three-for-one trade?"

"Sweetening the pot." Voelker shrugged. "Never hurts, does it?"

"No. Very well. He's yours-" Li-Pan gestured and Cottonmouth collapsed suddenly, like a puppet with its strings cut. "And they are mine."

Puff Adder and Asp stepped back quickly as a lime-green smoke suddenly boiled up from the ground and enveloped a still-giggling Shriek, the unconscious Powderkeg and the groaning Shatterfist. Sidewinder motioned for Puff Adder to pick up Cottonmouth and looked at Li-Pan.

"Pleasure doing business with you."

"Really?" Li-Pan asked, as his form began to fade. Voelker grinned.

"No. Not really."

MARVEL 2000 PRESENTS...

"PRODIGALS"

Written by Josh Reynolds

Earlier. San Francisco. The Equinox Zone.

"You wanted to speak to me?" Doctor Anthony Druid said, stepping out of the Red Cross tent. One of dozens on this street, it was providing a food for still-displaced residents and the Avengers West as well, at least for tonight. Iron-Man turned to look at him. While Druid looked better than he had a week ago, fatigue was written in every line on his face.

"How does it feel?"

"Feel?"

"To be alive?" Iron-Man cocked his head, eyes narrowing behind his face-plate. Druid smiled weakly.

"Right now? Tiring. I forgot what being tired was like."

"Darkhawk spoke to me." Iron-Man said bluntly. Druid's face tightened.

"Ah."

"At great length."

"As I told him-" Druid began. Iron-Man cut him off with a wave.

"Save it. You've done a lot that's questionable. Usually for the right reasons. That's why I'm asking you to go back to the temporary headquarters-"

"The brownstone?" Druid blinked.

"-and use whatever resources you have open to you, to find Clint." Iron-Man finished. "As much as I hate to admit it, magic caused this mess and magic, unfortunately, is the only thing that has even the remotest possibility of fixing it."

"And, of course, it gets someone you can't trust out of the field, yes?" Druid said softly. Iron-Man hesitated, then nodded.

"I'm sorry."

"Life is too short for regrets Tony. I've learned that much." Druid said, turning to head back inside the tent. Iron-Man lifted a hand, as if to stop him, then dropped it.

"Smart."

Iron-Man turned. "Spector."

"We've got an Ultron sighting." Moon-Knight said. "A few blocks north of here. Strangely enough it looks like he's tangling with some of the local wildlife. And a bank two blocks west is in the process of being emptied. Your choice, 'boss'."

"Why even pretend, Spector? You're going to do what you want, regardless." Iron-Man snapped. Moon-Knight stepped forward.

"Teamwork, remember Stark? Teamwork.'

"I-" Iron-Man began. Then he stepped back and took a breath. "Fine. Take Jan and Darkhawk. Don't engage Ultron unless you have to..."

"Sure. Take the easy job."

"Spector..." Iron-Man said, warningly. Moon-Knight stepped past him, heading for the tent.

"Yeah. Handle it fast, tin-man."

Now.

"Aaaand a one, and a two and a...KICK!" Jessica Drew, the startling Spider-Woman, spun on one foot and swept her other leg up and across the face of the weaponry-festooned looter, sending him to the ground in a limp puddle. Even as he fell, she was spinning back the other way, yellow-gloved hands darting out to tag two more men with short bursts of electricity. She leapt over their unconscious forms and slugged a fourth even as Halifax, Knight of Wundagore and newest member of the Avengers West, whirled him around towards her.

"That's four." Spider-Woman said, eyeing the tiger-man. Halifax grunted.

"'tis unseemly to steal a warrior's opponent, Lady Jessica."

"You already got five!"

"All the same-" Halifax turned swiftly, sword flashing out and up, the blade deflecting a sizzling burst of alien energy. He glanced back at Spider-Woman. "Unseemly."

"What the hell is THAT?" she said, looking at the device that had fired the energy at them. It rose over them, a bulky, rumbling wheel of death. A building sized wheel, covered in armored plates and bristling with weapons, all of which were in the process of spitting death towards the Avengers below!

"That, I'm afraid, is the Big Wheel." Iron-Man said, swooping past, his gleaming crimson and gold armor cutting the air like a comet. "Or a Big Wheel. Though I'd hate to think of anyone making more than one of those-" Repulsor rays burst from his palms, shattering the rubble-strewn street in front of the rolling war-machine. With a groan of gears, it came to a shuddering halt in the crater. Iron-Man landed lightly on the hull and reached for one of the dozens of hatches that covered the surface. "Knock-knock." Iron-Man said, ripping the hatch free of its hinges and hurling it aside.

"Who's there? Wheel. Big Wheel." an amplified voice replied as a blast of energy caught the Golden Avenger square in his chest and sent him flying backwards into the side of a building. A small man in a

set of green body armor stepped out of the hatch, hefting a bulky plasma-rifle. He shook the rifle over his head.

"That's for insulting my ride, tin-man!" He looked down at the other two Avengers standing below him. "And as for you two-" He raised the rifle again and fired a shot into the air. The rumble of engines filled the air. "My Wheel-Wolves will take care of you!"

"Wheel-Wolves?" Halifax looked at Spider-Woman.

"Wheel-Wolves." Spider-Woman pointed as a dozen miniature Big Wheels, all about the size of a VW Bug, bounced and rolled towards them, a bevy of disreputable looking individuals crouched within.

"Ah. Wheel-Wolves," Halifax said, twirling his blade into a defensive position. "How interesting."

Ultron screamed. It had never screamed before and while this occurred, a part of its mind catalogued and analyzed the sensation. The Grey Gargoyle smiled, showing stony teeth, and let his fingers play across Ultron's chest. A sigil in the shape of a Chinese character glowed with an eerie light on the super-villain's forehead.

"Steel into stone. How...beautiful."

"I don't know about that."

The Gargoyle turned as a towering form seemed to explode into being before his astonished eyes. Hank Pym swatted the Parisian criminal aside with a giant hand, sending him flying into the side of a car.

"Let him go." Pym thundered, glaring down at the gathered criminals who had accompanied the Grey Gargoyle. "Now!"

"Kill him!" Quicksand shrieked, exploding upward in a pylon of shifting, hissing sand. Pym staggered back, slicing his arms through the coiling column of silicate in an effort to disperse it. With a grunt, his form went from twenty feet to less than an inch in a matter of seconds, then shot back up to fourteen feet several meters away from where he had been before. His fist shot out, catching the criminal known as Bloodshed in the center of his chest and sending him flipping end over end to land in a heap.

Pym turned swiftly even as Bison leaped at him with a bellow and clapped his hands together, trapping the bestial criminal for an instant before hurling him straight up into the air and shrinking again.

"He's taking us apart!" Joystick yelped, looking around wildly. Aqueduct shook his head, wet red hair covering his face.

"Not for long. Get ready..." The mercenary licked his lips and gestured. Abruptly, every undamaged water-main on the street exploded, creating a sudden shower of dirty water that covered the street. Pym exploded out of the water, growing slower than before, spitting and coughing. Joystick laughed and ran towards him, energy staves leaving a hissing trail through the falling water.

She hit Pym like a cannonball, knocking him backwards and into the arms of a recovered Bloodshed, who put the scientist into a full nelson. Before Pym could change size again, Joystick hit him rapidly, striking him in the face and chest.

"Father!" Ultron squalled, rooted to the spot by unmoving stone legs. In fact, everything was stone except for its head. And the antenna that decorated that head. With a hiss, the android activated its encephalobeam, releasing it over the street. Almost immediately, the three standing villains were driven to their knees by the vomit-inducing distortion effect. Pym fell onto all fours, trying to clear his head. The water had finished falling and the street was covered in several inches of brown muck.

A sandy fist shot down from a low roof, engulfing Pym's head as he tried to stand. He was yanked backwards, fingers clawing at the sand. Quicksand laughed as she dangled Pym over the street and suffocated him.

"Not so tough now, hunh?"

"Maybe not. But I sure as hell am!"

Quicksand turned as the Wasp's tiny form tore through her head like a bullet, dissipating her essence for the second time in ten minutes. Below, Darkhawk swooped under Pym's form and caught him before he could hit the street.

"What's up, Doc?"

"Boy, I haven't heard that one in a good while." Pym said, voice hoarse. Darkhawk landed and set Pym down.

"Sorry. I'm still working on the banter."

"I hear Spider-Man knows a guy." Moon Knight said, bringing a truncheon down on the head of Aqueduct, knocking him to his hands and knees. Darkhawk looked at Pym.

"Was that a joke? I'm not used to him making jokes."

"It sends shivers up my spine." Pym said, turning towards Ultron, who gazed back at him, almost forlornly. "Damn. I had no idea he could-"

"There is a lot you do not know about me, *oui?*" the Grey Gargoyle sneered. He stood on top of the car Pym had slung him in to, looking none the worse for wear, despite the condition of his suit. "I am, how you say, full of untapped potential." He looked around, smiling. "As are we all."

"Who's 'we', you walking stereotype?" the Wasp snapped, hovering over the other Avengers. The Gargoyle laughed and spread his arms.

"Why, my fellow Emissaries and I, of course!"

Dark shapes lunged from the shadows of the ruined buildings on either side of the street, colorful costumes shedding the darkness like second skins as they moved to the attack. The Wasp turned as the anti-woman known as Dragonfly swooped towards her, crimson skin bright against the darkness of the street. Moon Knight was thrown aside by the armored shape of the Cobalt Man. And Darkhawk and Pym were left to face the newly recovered Joystick, Bloodshed, Bison and the Grey Gargoyle himself, who leapt towards Darkhawk, fingers hooked like talons!

On the ground, Halifax and Spider-Woman stood encircled by the smaller cousins of the Big Wheel. The tiger-man growled and deflected another burst of energy with his sword as the machines sped around him.

"Suggestions?" he grumbled. Spider-woman pointed at the Big Wheel.

"Can you cover me?"

"A pleasure, milady." Halifax said. Spider-Woman sprinted towards the Big Wheel as Halifax put himself between her and the Wheel-Wolves. With a blood-thirsty roar, he launched himself at the closest and managed to grab hold. Climbing to the top, he spun his sword in his hands and stabbed it down in between the treads, jamming the motor. The vehicle wobbled and toppled onto its side. Halifax sprang to his feet in time to avoid being run over by another, and grabbed the edge of its driver's compartment with a quick movement.

Yanked from his feet, Halifax swung himself into the compartment and kicked the driver out the other side, sending him flying. With a satisfied snarl, he settled himself into the driver's seat and turned his ride around to face the other 'Wolves. The controls were simple for one who had flown an atomic steed in his youth and he gunned the engine.

"Now you shall see how a Knight of Wundagore jousts, my fine 'Wolves!'"

Above, Spider-Woman had leaped easily from the street to the hull of the Big Wheel.

"So, Big-Wheel," she said, running up the side of the war machine, easily dodging the frenzied shots the vehicle's pilot fired at her. "Looter, or what?"

“What?”

“Why are you here, pal? Looting, conspiracy? Want to make yourself king of bling?” She bounded over Wheel’s head, landing on top of the vehicle.

“That last bit didn’t even make any sense!” Big-Wheel whirled, his rifle coming up. Drew slammed into him, ripping the weapon from his hands and knocking him back into the interior of the ‘wheel.

“Oh sure, but only in context.” Spider-Woman continued, kicking Wheel backwards, into his control chair. “Was it bank robbery? It usually is.”

“Please stop talking. I hate it when you people talk,” Big-Wheel scabbled for the pistol holstered under his arm. Drew leapt up, grabbed a length of cable overhead and kicked out, her foot slamming against his hand and pinning his arm across his torso.

“You people’? Racist, much?”

“Only against spider-people!” Big Wheel said, shoving her backwards with surprising strength. The suit was less funny costume and more powered exo-skeleton, Spider-Woman realized. Which made the prospect of fighting him in such a confined space much less desirable than it had been previously.

“We have rights!” She said, swinging her body up flat against the ceiling as he threw a clumsy punch at her.

“Yes. The right to be squashed!” Wheel snarled, making a grab for her. Spider-Woman dropped on his head, ramming his head into the control panel. Sparks curled and popped in the air, filling the cabin with a sudden cloud of greasy smoke. Something deep inside the machine groaned.

“Whoops.” Spider-Woman said, as the Big Wheel began to roll.

Outside, Iron-Man clambered to his feet, shaking his head. “What did he-oh come ON!” The Big Wheel rumbled up and over the lip of the crater he had created earlier. With a roar of internal thrusters, Iron-Man shot through the air, landing on the torn open hatchway, his eyes widening at the sight of Drew attempting to steer the machine. “Jess! Get out of there!”

“Nope!” Spider-Woman said. “This thing is out of control! I can’t just let it go crashing around the city, right? What would your buddy from Damage Control say?”

“Something I can’t repeat, probably. Damn-” Iron-Man looked away. “All right, you keep doing what you’re doing-”

“Always nice to hear.”

“And I’ll see if I can stop it the hard way.” Iron-Man pushed himself away from the Big Wheel, jet-boots flaring to life in time to sling-shot him around and nearly under the rumbling tread of the ‘Wheel. Inside his helmet, Stark gritted his teeth as he sped forward, slamming his shoulder into the front of the machine, trying to overbalance it.

If it worked, problem solved. If it didn't, two tons of out-of-control gyroscope was going to grind him into the pavement...

TO BE CONTINUED...

Next issue: *The conclusion to the battle with the Emissaries? Do the Avengers halt the wanderings of the Big Wheel? Well you ain't gonna find out until issue # 35, because next month is Hawkeye, Conan and Princess Python in '3:10 TO KUSH! Be here in thirty!*

"Die dogs!" Conan of Cimmeria bellowed as he cleaved the bandit's head from his neck and spun to face another. The bandit stumbled back in shock as the Cimmerian lunged swiftly, sword darting for the other man's belly. "Die and feed the buzzards!"

"Loquacious lout, isn't he?" Zelda Dubois, better known as Princess Python, said as she pressed herself flat against the merchant wagon. Glaucon, her augmented python, did not reply, but instead contented himself with crushing a bandit in his shimmering coils.

"He could teach Thor a thing or two, I know that," Clint Barton, Hawkeye, said with a laugh as he notched and fired from his position atop the wagon. A bandit screamed and fell, clawing at the arrow in his neck.

"Bluster is worth less than the air it wastes, Barton," Zelda snapped. "Why did you let him talk us into this?"

"He's bigger than me?"

"Try again!"

"Because he knows where we need to go," Hawkeye said, sinking into a squat, his bow leaning against his shoulder. Zelda glared up at him.

"You don't seriously think-"

"I'm never serious, Z, you should realize that by now."

"Barton!"

"The Ka-Stone, Zelda." Hawkeye turned his gaze on Conan, watching as the Cimmerian and the other caravan guards finished off the last of the bandits, those who hadn't run. "It's our ticket home. I'm sure of it."

"You mean to steal it?" Zelda watched him, something like admiration in her eyes. Hawkeye shrugged.

"Maybe. But not from our buddy there. Whoever he sells it back to though, that's a different story. I'm willing to bet I know who it is. And if I'm right, we've got a fifty-fifty shot that he'll help us..."

"What's the other fifty?"

Hawkeye didn't reply. He frowned.

"Barton?"

"It'll probably be quick," he said. "The Sphinx isn't known for taking a lot of time on folks he doesn't like."

MARVEL 2000 PRESENTS...

"3:10 TO KUSH"

Written by Josh Reynolds

Conan ran a strip of rag down the length of bloody sword and thought again of the unpleasantly warm jewel he had stolen-or was that stolen back?-that now nestled in a pouch hidden beneath his cuirass. What had the archer called it?

The Ka Stone. That was it.

He grunted and sheathed his sword. It was a cursed thing, he knew that much. He'd seen enough of those to last any man a lifetime. But then, it also wasn't his problem. It was Nybastes' problem. Conan smiled as he thought of the coin pouch that the fat Kothian had promised him. Wine and women for weeks.

"Share the joke?"

Conan turned, his smile fading. The archer-Hawkeye, he called himself-stood grinning at him, bow held lengthwise across his shoulders.

"No joke." Conan shrugged.

"Yeah, you don't look like you laugh much."

"Cimmerians are somber by nature."

"I haven't thanked you yet for getting us this job..." Hawkeye said. Conan gave a bark of laughter.

"Ha! I didn't do it for you! The Kothians don't hire individual guards anymore."

"Yeah..." Hawkeye looked around. "Look, when we get to Kush, I'd like to go with you to see this Nybastes guy-"

"Do as you will, archer. I'll not say no." Conan clasped his sword hilt and shook it slightly. "But play me false, and I'll-"

"Point made, big man." Hawkeye held up his hands and grinned. Conan grunted and turned on his heel. As he strode away, Zelda joined Hawkeye.

"Brute," she said. Hawkeye shook his head.

"Not as much as he plays."

"Why are we here, Barton?" Zelda asked suddenly, stroking Glaucon's jaw. "It's been bothering me-"

"Me too." Hawkeye shaded his eyes and looked up, watching as the vultures began to circle. "Could have been an accident. Never can tell with this cosmic whammy stuff. Or it could be something having to do with Chthon, some plan of his-its-I don't know. Probably explains why we can understand the folks here-"

"So to speak," Zelda murmured.

“Yeah. Regardless, we’re not sticking around to find out. I’d bet my last arrow that we can use the Ka Stone to send us home. If the Sphinx will help. Which is a big ‘if’ I admit...” Hawkeye looked down, frowning. “But unless we can flag down Kang, that’s our best option so far.”

“I suppose you’re right.” Zelda sounded dubious. “Might be easier just to take our chances here, though...”

Meroe. Capital city of Kush.

“Nybastesssss...”

Nybastes the merchant flinched as the oily, silken voice echoed throughout the room. It was a horrible sound, that voice. It reminded him of snakes coiling in the dark. He swallowed and put down his wine goblet.

“Did they-”

“No.”

Nybastes cursed. The bandits had been cheap enough to hire, but his thrifty soul quailed at the wasted money. It quailed more at the thought of what consequences failure might bring.

“And your master?”

“Unhappy.” The voice sounded amused. “But he understandsss...”

“Of course he does,” Nybastes said, bitterly. “He’s faced the Cimmerian before, hasn’t he?”

“You know not of what you ssspeak, Nybastesssss.” There was a tone of warning there and Nybastes heeded it. He took a shaky gulp of wine and watched the shadows in the corner of his room undulate.

“More bandits, then? There are plenty of penniless swords between here and the city gates. Even the Cimmerian cannot be lucky all the time.”

“Yesss, hire your ssswords and we will do the sssame...”

“You? But I thought-” Nybastes fell silent as the shadows dissipated as if they had never been. He drained his goblet and rubbed his face tiredly. It was a devil’s bargain sure enough and one he’d almost ruined when he’d unwittingly hired the Cimmerian. He didn’t know what the barbarian had done to anger his mysterious benefactors, but when they’d heard his name, they’d nearly killed Nybastes in their rage.

They’d do worse to the Cimmerian though. Poor brute.

Nybastes poured himself another cup of wine and stared out the window. Conan had sent word, as promised. If he didn’t die in the hills, he’d reach Meroe in four days.

It never paid to underestimate men like that.

A few minutes later, Nybastes summoned his servant and sent him to look for a certain person. One who was in Meroe on other business, but who would surely be in need of the coin Nybastes could provide. And one who could be trusted to kill the Cimmerian, if all else failed.

Elsewhere, three days from Meroe.

The man who would be called the Sphinx in another time and another place, staggered and fell. His body was weakening, and quickly. He was not in his proper time or his proper place and he was dying.

And it was all Rama-Tut's fault.

Graying fists clenched, he pushed himself up, crimson eyes blazing. He reared back, arms raised, and bellowed in frustration. It was a weak bellow, but nonetheless it echoed through the hills.

It had been an idiotic plan, and he cursed himself for being talked into it. Two Ka Stones, stones from different realities, merged and blended into a God Machine, a device that could shatter time itself and rewrite everything to the liking of the wielder.

And now one of the stones was in the hands of a demon and the other...the other? The other was his. He would get it back. And then, then he would show the beast who had dared oppose them what the price of such folly was.

The sorcerer would pay. He and his petty god. And then this world would be his.

"Do you hear me, Thoth-Amon? Do you hear me, Set? The SPHINX WILL DESTROY YOU!"

Stygia. The Temple of Set.

"Do you dream, pilgrim of time? Or do you merely slumber on, oblivious?" the man called Thoth-Amon said softly, fingers trailing down the surface of the crystal prison that contained the contorted shape of the man known to some as Rama-Tut. The High-Priest of Set stepped back and rubbed idly at the large ruby ring on his finger.

"My guess? The latter. Being ripped out of time has that effect on a being," a high-pitched voice said slyly. Thoth-Amon turned and grimaced at the sight of the tiny, hooded and robed figure that limped towards him, eyes gleaming in the darkness of its hood.

"Vile dwarf. He is useless to us, thanks to you."

"Maybe. Maybe not," the creature said. "Set may yet find a use for him, though, O' Mighty Thoth-Amon." A giggle erupted from the hood. "As will my own master..."

"Aye," Thoth-Amon said, eyes narrowed. "Set and Chthon are brothers true, e'en in this day and age, Dwarf."

"Gooooood." The Dwarf hopped from one foot to the other, shuffling beneath his robe. "Let it never be said that Chthon doubted his brother!"

"No," Thoth-Amon said, frowning. "Let it never be said."

The Dwarf capered past the priest and up the stairs towards Rama-Tut's petrified form. Thoth-Amon watched the creature and repressed a grunt of disgust. The servants of Chthon were ever foul in both body and mind. His own master was more beautiful of purpose. The sorcerer-priest rubbed his ruby ring, a section of the magic stone that the Dwarf had helped him acquire with the aid of the Sons of Set.

If Nybastes could acquire the other, then perhaps the Dwarf could be discarded of...once and for all. There might be familial bonds between Elder Gods, but between their servants there was only the bitterest of rivalry. At least in this place and time. Maybe it wasn't so in the age the Dwarf came from. But Thoth-Amon did not trust him regardless.

Yes, the Dwarf would have to be disposed of. And when Thoth-Amon had the second Ka Stone, he would see to it personally.

The road to Meroe. Five days out.

Conan rode silently, dark eyes scanning the forested hills. Night was falling, but that, if anything, only made him more alert. The black tribes were regular pillagers of the caravans from Koth and Nubia. He knew this because in his younger years he had led quite a few of those raiders himself.

"Worried?" Hawkeye asked.

"No." Conan didn't look at the Avenger. Hawkeye nodded.

"Ready, then?"

"Aye."

"Don't talk much, do you?"

"No."

"You're fun to be around, you know?" Hawkeye said. Conan shot him a glare. Hawkeye ignored it. For his part, he enjoyed needling the barbarian. Conan reminded him, strangely enough, of Captain America. Both men were warriors and leaders, and expected others to follow them. Granted, Cap smiled every so often, but the similarities were there. Eyes that had seen a lot of unpleasant things.

"If you think to make me lower my guard-" Conan snarled. Hawkeye laughed.

"Buddy, I might want that rock, but not enough to tangle with you!"

"So you say, but-"

An arrow slammed into the rump of Conan's horse, sending it a paroxysm of wild bucking. Conan was thrown from his saddle and he hit the ground hard and rolled to his feet, sword singing from his sheath.

Hawkeye turned in his saddle, firing an arrow into the figures whooping out of the hills. Riding stolen ponies, the Kushian brigands swarmed around the caravan, firing bows and hurling spears.

Hawkeye leapt out of the saddle and popped to his feet, firing as he sought cover. Two Kushians flipped off of their ponies and third swept past, spear cutting for the Avenger's heart.

Conan cut the head from the spear, then did the same to its wielder. Kicking the body from the saddle, Conan swung up, teeth bared in a grimace. "Guard yourself archer! You must live if you want to claim this stone!"

"Yeah, I-" Hawkeye began, then turned as something behind him hissed. Conan's eyes widened and Hawkeye's jaw dropped as the shadows under the wagon he crouched behind suddenly boiled and struck out at him, nebulous tendrils darting for the archer's throat!

TO BE CONTINUED...

Next issue: *But not next issue! Sorry folks, but it's time to catch back up with the other Whackos next issue as they battle the twin menaces of the Emissaries of Evil and the Big Wheel! Be here in thirty for 'GRINDER'!*

San Francisco. Golden Gate Bridge.

Actually, slightly above it.

"Crap. Crap, crap, crap, crap-"

Moon Knight twisted in the air, his body already healing from the blow that had nearly knocked him into orbit. The bay spread out below him, a blue panoply of onrushing pain.

He had several options that he could see. Screaming was good. It always made him feel better. He could go splat. It'd hurt, but he'd survive. He always survived. One of the benefits of undeadhood. Undeaditude? Undeadness?

"Frenchie!"

"*Oui*, Marc?" The voice of his pilot slash bodyguard slash drinking buddy slash guardian angel echoed in his ear. Option three.

"Is it undeadhood?" he asked, as he completed his arc and began to descend.

"I believe the correct term is simply 'undead', Marc."

"Oh. Well, can you save me?"

"*Oui*, as usual, I am here. The question is, how did you get up here in the first place?"

"I got punched by a bull man and a guy in knock-off Iron-Man armor simultaneously. I'm lucky I'm not liquid."

"That would be unpleasant, yes. Following your trajectory," Frenchie said. "Where were your companions when this was occurring?"

"Getting hit by other people," Moon Knight said. He spread his arms, trying to slow his descent with his cape. Below him, the sickle-shape of Angel-One, his low-atmosphere radar-slick aircraft, slid into view, matching him. He was glad he had decided to mothball the Moon-copter for the duration of his stay. Angel-One was faster. And better equipped. He had a feeling he was going to need some of that equipment.

The aircraft flipped, showing its belly. Moon Knight landed heavily, rolling across the surface until he hit the hatchway. Quickly, he slid inside as the aircraft flipped back over.

Frenchie glanced over his shoulder. "Where to?"

"Back to the city, Frenchie. Fight's not over yet," Moon Knight said, leaning over the pilot's seat. "Not by a long shot."

MARVEL 2000 PRESENTS...

"GRINDER"

Written by Josh Reynolds

“Oh, come ON!” Iron-Man said as his HUD flashed red and turned to static in his ears. The backup generators whined to life seconds later and his display cleared. “Not now, not now, not now, please, not NOW!” His boots dug into the street as the Big Wheel pressed down on him and his exoskeleton nearly buckled. It wasn’t the weight of the machine so much as the pressure it was exerting as it tried to move. Irresistible force meets less than immovable object.

“Crap.” He issued a short command sequence, rerouting power to his stabilizers. “Think, Tony, think, think, think.” He could only hold it in place for so long. If he toppled it, he’d cause massive property damage. If he failed to hold it up, it’d crush him. He couldn’t lift it. So what was left?

“Drew? You still in there?”

“Yassuh, boss-man,” Jessica Drew, the spectacular Spider-Woman said. “Hanging tight.”

“Good to know. Look, I’m sending a pal up to you-”

“A pal?”

“Yeah, a PAL. Personal Artificial Liaison. I use them in the field to monitor my systems. Look, it’ll broadcast an image of the control systems directly to my HUD.”

“And then you’ll tell me what button to push, right?” Spider-Woman asked. “Sounds like a plan.”

“A good plan?”

“It’s a plan,” Spider-Woman said. “That’s all I care about.” She looked up as a steel sphere suddenly buzzed around her head. The PAL swooped through the cockpit of the Big Wheel. “Take good pictures, little buddy.”

On the street, Halifax of Wundagore, the newest member of the Avengers West, swung his sword up in two hands and brought it down atop the front of the armored motorcycle that spun towards him. The rider flew from his saddle and rolled across the street, unconscious. The tiger-man leaned on his sword, surveying the damage he’d done. A dozen destroyed super-cycles, a dozen unconscious riders.

A good day’s work.

He turned, looking for his fellow Avengers. His eyes narrowed as he saw their predicament. Nothing he could help with, he knew. It rankled.

Idly, he looked around, nose twitching. A sudden scent caught his attention and he turned, sword coming up. His lips wrinkled back from his fangs and he growled low. There was something-

“HiYA, Garfield,” Hawkeye said, crouching atop one of the destroyed cycles, his bow across his knees. He smiled. “I’m back.”

Doctor Anthony Luddgate Druid sat on the roof of the brownstone that had formerly belonged to the Serpent Society, but now belonged to the Avengers West Coast by right of ‘finders-keepers’.

His eyes closed, Druid let his mind grow and spread like a cloud of boiling smoke. The tendrils lengthened, searching.

He held little hope as to the results of that search, however. But he would never admit that. Not to his comrades in arms. Couldn't admit that.

How many times had he betrayed them in the past? Three? Four? Could he make up for it this time? Or was he doomed to failure once more? He frowned and opened his eyes.

"I know you're there. Please step into the open, Mister Voelker."

"Impressive," Seth Voelker, Sidewinder, stepped from nowhere, his crimson cape snapping around his lean form. "Telepathy?"

"A parlor trick," Druid said dismissively. He stood, head cocked. "May I inquire as to why you are here?"

"Of course," Voelker said, smiling beneath his hideous mask. "Eviction."

"Really?"

"Quite."

"A reasonable action, in light of the previous ownership of this place," Druid said, gesturing. Sidewinder inclined his head.

"Yes. We thought so."

"I'm afraid I cannot let you do that, however," Druid said, stretching his fingers.

"A pity, but we expected as much. Roland?"

Druid whirled as claws scraped the air near his head. His eyes widened slightly at the sight of the lean figure of Death Adder lunging for him again. Hastily he summoned a mystic shield and the mute assassin's talons skittered across it.

"The stink of the Darkhold still lingers on you, beast." Druid stepped back. "As it does on me."

Death Adder didn't reply. He crouched, claws flexing.

"We allowed Roland some personal time, but he's back on the company clock, Doctor, I assure you," Voelker said, standing off to the side, looking interested. "I thought he might be the best to confront you, due to his-ah-special connections, shall we say?"

"I was under the assumption he was dead," Druid said. A shimmering bubble of energy surrounded him, deflecting yet another vicious attack. Sidewinder shrugged.

"Roland is hard to kill. It makes him quite an asset."

"Indeed," Druid said, then, suddenly, he sank through the roof, immaterial as a ghost. Sidewinder blinked, then smiled.

"Parlor tricks, he calls them," he said, laughing slightly. He looked at Death Adder. "You know what to do."

San Francisco. The Equinox Zone.

Ultron's fingers flexed and it calculated the odds of regaining full movement in the next two minutes. The odds were not in its favor. So, instead, it watched the battle unfolding before it as it continued to test the molecular chain that bound it.

A few feet away, Darkhawk deftly avoided the outstretched talons of the Grey Gargoyle with easy grace. Turning slightly, he brought his heel up and smashed it into the back of the criminal's head, knocking him to the ground.

"Did anyone see where Moon Knight went?" he said, looking around.

"I wouldn't worry about him, boy," the Gargoyle said, scrambling to his feet. "There are more than enough Emissaries to go around!"

"I don't even know who half of you guys are," Darkhawk complained, leaping backwards as the criminal pounced at him again. "Somebody fill me in?"

"Don't let him touch you!" the Wasp said, swooping past, followed closely by the crimson-skinned villainess known as Dragonfly. Darkhawk jumped over the Gargoyle's head and grabbed his coat, hauling the villain into the air and whipping him at the massive, armored form of the Cobalt Man.

"Got that part, thank you," Darkhawk said.

"You're welcome," Joystick, the yellow-and-black-armored mercenary, said as she brought her staves down on the back of Darkhawk's head. The hero staggered forward, directly into the path of a blow from Quicksand. Sand swallowed him and he began to struggle.

"Janet, help Darkhawk!" Pym barked, lashing out with one huge hand to swat Dragonfly from the air. "I'll keep the others busy!"

"On it," the Wasp said as she turned in mid-air and hurtled towards Quicksand. Energy crackled from her hands and struck the mutate, causing her to shriek. She staggered back, losing cohesion and releasing Darkhawk in the process.

"Head in the game, Chris," the Wasp said, buzzing around Darkhawk's head. "Up and at them. We're outnumbered here!"

"Sorry, I-"

Even as Darkhawk staggered up, Bloodshed and Bison slammed into him, pounding him into the ground with brutal blows. The Wasp released a burst of energy into Bison's unprotected face, causing him to stumble back, giving Darkhawk time to let loose a quick kick into Bloodshed's knee. The super-strong thug grabbed instinctively for his leg and Darkhawk rolled onto his back and the gem on his chest crackled. An explosion of darkforce hammered up into Bloodshed's face, knocking him end over end. He landed in a heap several feet away.

Pym stumbled through the brawl, his fourteen-foot form bound by chains of living sand. Gritting his teeth against the tendrils of sand that were trying to worm their way inside of him, he reared back, growing still larger...twenty feet...twenty-five...thirty...Quicksand grew with him, constricting tighter and tighter around his swelling form.

Pym brought his fists down, smashing the street and rupturing the newly repaired water pipes below. Water surged up in an a gushing explosion, knocking everyone from their feet. Pym began to shrink, on his hands and knees in the water.

“Smart move, Pym. Too bad I’m back in the game, though,” Aqueduct said, striding forward, water rising from the street at his gesture, combining into a globe that surrounded him. He reached out, grabbing Pym by the front of his jacket and pulled him into the globe. Pym struggled, drowning slowly in Aqueduct’s grip.

“No! Hank!” the Wasp said, rising to her feet. Aqueduct turned as she lunged for him, her fist plunging into the bubble. With a twitch of his head she was hurled backwards by a column of water, to slam into a wrecked car. She slumped, unconscious. Aqueduct smiled and globules of water slid away from the main mass, consuming both the Wasp and Darkhawk. They writhed, instinctively trying to claw their way to the surface of an ever-shifting bubble of filthy water.

“They say drowning is the easiest way to go,” Aqueduct said, looking down at Pym, who had sunk to his knees in the bubble. “What do you think?”

“Clint?”

“That’s my name, Shell-head.” Hawkeye rose smoothly to his feet and took aim with his bow. “Is that Big Wheel?”

“No, it’s another wheel-shaped weapon of mass-destruction,” Iron-Man barked. “Clint, where have you-“

“Questions later, Big Wheel first, maybe?” Hawkeye said.

Iron-Man’s HUD ping’d, alerting him to the PAL’s presence and he turned his attention to the remote camera. “Jen, hit the puce lever!”

“There isn’t a puce lever!” Spider-Woman shouted.

“By your hip!”

“Stop looking at my hip!”

“Pull the lever!”

“You mean the TAN lever?”

“Pull it!”

“Pulling,” Spider-Woman said. The Big Wheel gave a sudden groan and stabilizers shot from its hull, anchoring it firmly to the street. As the dust settled, she popped out of the hatch, the pilot slung over her shoulder.

“We win?”

“Looks like,” Hawkeye said, beaming up at her.

“Clint?”

"Why does everyone look so surprised to see me?"

"Because we thought an Elder God had eaten you!" Spider-Woman leapt smoothly to the street, depositing her burden as she landed. Sirens whined in the distance, closing fast. "Why didn't the Elder God eat you?"

"Considering I wound up in Budapest, I figure he did. Any sign of DuBois?" Hawkeye looked at Iron-Man. Stark cocked his head.

"Budapest?"

"That's what the sign said. And let me tell you, Hungarians-Hungarians don't even blink when a guy in purple spandex pops up in the middle of the street. Awesome people." Hawkeye leaned on his bow. "So no sign of Zelda, hunh?"

"Of neither of you until now," Spider-Woman said.

"Damn." Hawkeye looked sad for a moment. "We need to-"

"Discuss things later, maybe," a voice from above said. The Avengers looked up at the hovering scythe shape of Angel-One and Moon Knight, who dangled from a cable. "Clint."

"Moony-tunes!"

"We've got trouble..." Moon Knight continued, ignoring Hawkeye.

"How does it feel to have your lungs filling with water, Pym?" Aqueduct said softly, looking down at Pym with a benign smile on his face. "To know that you'll soon be drifting off to whatever second-rate Valhalla guys like you got to?"

Pym didn't-couldn't-reply. He reached for Aqueduct, trying to get a hold of him, but the water prevented him, trapping him even as it drowned him.

"The irony is...this is ahead of schedule," Aqueduct continued. "We weren't planning to kill you for several weeks yet. Not until-"

"I think you spend waaaay too much time gloating, red," Hawkeye interrupted from above, sighting down the length of an arrow. "But then, who am I to say somebody is talking too much?"

The archer released the arrow and Aqueduct gaped as it shot towards him. He stepped back, raising his hands, releasing Pym. The air hit the bubble of water and crackling arcs of electricity were released. Aqueduct screamed and fell backwards, smoke curling from his form.

"*Non!*" the Grey Gargoyle barked, pointing at Hawkeye. "Someone kill him!"

"My pleasure," the Cobalt-Man rumbled, rising into the air. But before he could go on the attack, the red and gold form of Iron-Man slammed into him. Overhead, the Angel-One hove into view and Spider-Woman and Moon Knight dropped from its belly to the street.

"Nope. We just got him back," Iron-Man said, reaching to tear off his opponent's battery packs. Cobalt-Man screamed and tried to hurl Iron-Man away, but was too slow. With a despairing cry, he fell towards the street, landing heavily. As he tried to get to his feet, Halifax kicked his legs out from under him and laid the tip of his sword to the criminal's throat.

"Yield," the tiger-man growled. Iron-Man hovered overhead, looking down at the assembled villains.

"Now that we've gotten your attention-" he began.

A sudden emerald mist rose from the drenched streets, slithering up around the criminals, obscuring them from view for a few moments. Then, in the blink of an eye, they were clearly, suddenly, gone.

"-you're under arrest," Iron-Man finished lamely. "Damn."

"Figures," Hawkeye said. "I was just starting to warm up."

"Clint?" the Wasp looked up through a dripping curtain of hair as Spider-Woman helped her to her feet. "Is that you?"

"Last time I looked, Jan," Hawkeye said, smiling. "I-"

"Showed up out of nowhere, in the nick of time," Spider-Woman said, interrupting. "Just like in the movies. The bad ones, I mean."

"You implying something, Jess?" Hawkeye said, his grin still in place, if a bit strained.

Arms crossed, Iron-Man examined Hawkeye. "Nobody's implying anything, but we've got a lot of questions, Clint."

"So do I," Hawkeye said, rising to his feet, bow across his shoulders. "Like, where the hell is Druid? And was that Ultron?"

"Ultron? Hank!" the Wasp whirled, pushing away from Spider-Woman, looking around wildly. "Hank!"

But Hank Pym and Ultron were gone. As if they had never existed.

Druid sank through the floors of the brownstone, one after the other. Since returning to life, his mind had become wonderfully cluttered with the detritus of life. Dreams, wonders, idle thoughts, all were his again. Now he was forced to put aside everything he had gained in order to preserve that new found life.

The auras of several individuals sought to intersect with his. The Serpent Society, obviously. It would have been foolish of Sidewinder and Death Adder to come alone. Thoughts of the mute killer flooded Druid's under-mind...was the hand of Chthon still at work here? Still guiding that creature?

He touched down on the stairwell, returning to solidity. He had to warn the others. Let them know that-

"Tag, you're it!" Asp said, lunging out of Sidewinder's cloak to deliver a shocking blow to Druid's spine. He screamed and stumbled, falling to his knees and rolling down the stairs. He slammed into the door at the

bottom of the stairs, dazed and unable to move. Why hadn't his mystic senses warned him? What was happening-

"M'Gula? Contain him, if you would," Sidewinder said, gesturing.

Asp, Sidewinder and Rock Python started down the stairs, the latter tossing a metal sphere towards Druid. As he struggled to rise, the sphere hit his chest and exploded into a writhing web of tendrils that bound him tight.

"Gustav?" Sidewinder said. "Do the honors, please."

"Ja," Rattler said, stepping through the door and letting Druid fall backwards. His tail flashed up, then down.

Druid screamed...

TO BE CONTINUED...

Next issue: *So, Hawkeye's back, right? Really? And so is the Society? On top of the Emissaries? And where did Hank and Ultron get to? Guess you have to stick around for two more issues because next issue, kids, is all about our whacky Hyborian pals as Hawkeye, Princess Python and Conan battle 'THE SLITHERING SHADOWS'!*

Cold. Cold and darkness.

Clint Barton was drowning in darkness. It pulsed around him, pressed against him, invaded him. He clawed at it, trying to fight his way free, but-

Clint?

Hands slid over his, grasping him, holding him tight. Familiar hands, beautiful hands, hands that had held him so tight-

Oh Clint, I thought I had lost you forever...

Golden hair floated in the darkness, rising towards him. The hands tightened their grip. Hope filled him. He mouthed a name, a beacon. God, he missed her. He wanted-

It's so cold here, Clint...won't you warm me up?

The mass of undulating hair parted, revealing a face-

It's so cold here, in the darkness...won't you join me?

God, that FACE!

Clint screamed and reached for the light. A strong hand grasped his wrist and pulled. Hard. Hawkeye stumbled forward out of the darkness, away from the hellish thing, bile rising. He fell on his hands and knees, dazed.

"Bobbi-God, oh God-"

"On your feet, archer, there's witchery to be fought!" Conan roared, slashing out with his sword, hacking at the tendrils of living shadows that sought to ensnare them. The Cimmerian swung wildly, lopping off the grasping tendrils, but more boiled out of the seemingly living shadow that rose from beneath the wagon...

MARVEL 2000 PRESENTS...

"THE SLITHERING SHADOWS"

Written by Josh Reynolds

Stygia.

Rama-Tut screamed endlessly. There was no sound, but he screamed nonetheless. Not in pain, or fear, but in frustration. Anger.

It had all been so perfect. So beautiful in its simplicity. A plan of soft angles and few complications, other than trust.

In that regard, the Sphinx had been the perfect partner. His needs were few, compared to Rama-Tut's own complex desires.

A bastion. That was what he'd wanted. Protection from the growing unease of the time-stream. Kang was mobilizing for war. Again. An occurrence that never failed to send the proverbial grave-shiver down the spines of the Conquerer's various alternate selves...Immortus, the Scarlet Centurion, and, of course, Rama-Tut. Immortus would be interfering, as usual. The Scarlet Centurion-the true one, not that puppy Kang had on his leash-was God alone knew where. And Rama-Tut? The best place to be was outside of time. Protected. Safe.

But not like this.

Not like this!

Rama-Tut screamed.

And Thoth-Amon listened and found the sound soothing, if nothing else. The sorcerer-priest of Stygia gazed at his reflection in the crystal shell that encased the time-traveler and smiled slightly.

He glanced down at the ruby on his finger, but the smallest facet of the much larger stone-what had that foul dwarf called it? The Ka-Stone, yes-and stroked it gently. A thrill of power flared through him. Images, nightmare swirlings of dream-scrap, punctured his consciousness. A great gray shape, hidden beneath a ragged cloak, brushed aside a guard with one big fist, crimson eyes flaring beneath the hood.

Ah. The time-walker's companion. Trailing something-what? The stone beneath his finger sparked and Thoth-Amon pulled his hand back, grimacing. The stone, despite being shattered, was not tamed. Thus, it was likely that it was calling its former master on, pulling him towards the weak link in the chain.

Still, it was of no matter. The Cimmerian would be dead, soon enough. And the second stone would be his-

"Don't you mean ours?"

Thoth-Amon turned slowly, refusing to allow his guest to see that he'd surprised him. A thin smile creased his features.

"Of course, brother. Of course."

The Dwarf looked more human now than he had when he'd arrived. His grinning, cherubic face was suffused with a sickly light as he ambled forward.

"Glad to hear it. And where is our prize, hmmm?"

"A few hours south of Meroe. Nybastes has men waiting to acquire it once our servants have done their work-"

"If they do their work."

"You doubt the efficiency of the servants of Set?"

"Let's just say, I've never held snakes in high regard."

"Blasphemy," Thoth-Amon said mildly. "Have care, child of Chthon, lest you be struck down."

"Been there, done that, got the shirt." The Dwarf smiled, showing his too-sharp teeth. "But thanks for the warning."

South of Meroe.

The shadows were hissing. That was the first thing that struck Zelda DuBois as she crouched behind a wagon, pulling her cloak tight about her. Glaucon coiled protectively around her, yellow eyes watchful. Arrows thunked into the wood with meaty precision and she couldn't help flinching at the sound of each one.

Thunk.

Thunk.

Thunk.

And below it, the dull hissing of the shadows.

Ever since childhood, she had been afraid. Afraid of the dark, afraid of men, afraid of everything...everything but snakes. She was a coward and a thief and she was completely out of her element. She wasn't afraid to admit it that she was afraid.

She wanted to go home. She wanted to go far away from costumes and vampires and barbarians. But to do that, she needed help.

She stretched her neck as much as she dared, searching for Barton, or even that oaf of a barbarian. Glaucon nudged her and she looked at him, then down. Around her hand, the shadows boiled.

"Oh!"

She yanked her hand away. The shadows followed, slithering towards her with obvious intent. "Ohhhh, not good. No, not at all." She scrambled backwards, staying low. Glaucon followed her, hissing himself. The shadows bubbled towards them, coiling and grasping. And then, with an almost orgasmic movement, they swept over her.

Into her.

Out of her.

It was cold and dark. Empty. She screamed, but no sound came out of her mouth as she clawed at the liquid darkness that suffused her. She couldn't breath-couldn't-couldn't-

Click.

She turned, feeling like she was swimming in oil. The figure in white, lanky, skeletal, moved towards her slowly, the machine gun in its hands rising, a broad-brimmed hat low on its head. She didn't want to see its face-couldn't see its face-didn't dare-

The gun swung up. Fleshless lips moved.

Justice is served.

Lightning scattered the darkness.

Zelda screamed and thrashed and then realized that the darkness had receded. Glaucon rose over here, electricity crackling up and down his scaly form. She grabbed hold of his head and pulled herself up into a crouch. The shadows retreated, hissing and snarling.

"What the hell was that?" She grimaced and shook her head. "You know what? I don't particularly care. Fry it." She gestured regally. Glaucon surged forward, and the shadows clenched and shivered. Glaucon slithered after them, under the wagon. Zelda stood and stepped back as the wagon burst into flame and something screamed.

Nearby, Hawkeye picked himself up as the chills faded. Conan stood over him, fending off the slithering tendrils of darkness.

"Up, man! Up!" Conan roared. "I cannot defend you forever!"

Hawkeye didn't respond. Instead, he reached over his shoulder, digging in his quiver. The shadows curled around his legs and wrist and he grunted, throwing himself out of their reach. He rolled to his feet, arrow in one hand, bow in the other.

He only had three left. Three explosive-headed arrows.

Well, two.

"Move," he said. Conan whirled and then, with an oath, leaped aside. The arrow hummed as it cut the air. The shadows moved to engulf it, swallowing it. And then, exploded.

Wisps of darkness rained down, as the soggy mass of the shadows reeled. Then, abruptly, it began to reform as quickly as it had been dispersed.

"Crom! This is sorcery!" Conan snarled, climbing to his feet, sword extended before him. Hawkeye began digging for another arrow.

"Yep, looks like."

"Damn all sorcerers," Conan grumbled. "They take away a man's chance to die honorably."

"Right with you, bud." Hawkeye blinked. "Wait...what?"

"Where are those blasted horses?" Conan looked around, blue eyes blazing. "If we can't fight it, we may as well flee-"

"Finally, one of you talks sense," Zelda said, running towards them, Glaucon slithering just behind. "Running should always be option A!"

"What happened to the bandits?" Hawkeye asked, ignoring Zelda. Conan glanced at him, then away, his eyes scanning the area. He gestured with his sword.

"There, archer. They're staying out of the way...waiting for the shadows to do us in, I'll wager."

"Which implies they're working for whoever sicc'ed this thing on us."

"Of course they are," Conan grunted. "They-" His words were lost as a wave of darkness erupted from beneath him-from his own shadow!-and fell over him like a shroud. Hawkeye cursed as dove for him, but

an undulating length of darkness swatted him aside, surprisingly solid suddenly. He came to his feet, looking around wildly. More shadows were gathering. He looked at Zelda.

“Any ideas?”

“We let them eat him and run for the hills.”

“Any other ideas?”

“Yes,” Zelda said, gesturing. Glaucon reared up, electricity sparking off of him, cutting through the gathering motes of darkness.

Conan, meanwhile, fell prey to the same sensations that had afflicted both Clint and Zelda. Darkness chilled him, inside and out and left him feeling weak and disoriented. His sword felt heavy in his slack grip as he fell to his knees.

Conan?

“No,” he whispered. He closed his eyes. “You’re not real, curse you.”

I told you that I would be with you-

“Not. Real.” His teeth ground together as he tried to find his feet. It wasn’t her. It couldn’t be-

Look at me, my love...look at me...

“Belit...” he hissed, his eyes beginning to open. Warmth flooded him, uncomfortable and searing. He looked down at the pouch at his waist.

The stone!

It was-

Crimson light exploded around him, driving the darkness back with vicious speed. Conan bellowed and fell to his hands and knees as the darkness was ripped to fluttering rags. Twisting serpentine lengths fell to the ground, slithering away, looking for holes to hide in. The shadows had become nothing more than a tangle of hastily fleeing snakes.

Conan rose to his feet. The Ka Stone, smoldering and humming, dropped through the hole it had burned in the pouch and rolled across the ground.

The Cimmerian hesitated for a moment, then stooped to retrieve it. Glaucon intercepted him, the serpent’s gaping jaws snapping closed on the stone a half-second before the Cimmerian’s fingers. Conan cursed as the python retreated back towards its mistress. Zelda smiled as the Ka Stone fell into her waiting palm.

“And that is how we do that, Barton.”

“Zelda-” Hawkeye began.

“Woman, unless you hand that stone back, I’ll-” Conan took a step forward, sword raised. Glaucon hissed. Hawkeye groaned.

"You know, we were getting along so nicely-"

"I want to go home, Barton! Home, where I'm not in danger of death every few minutes!" Zelda said, the stone bouncing on her palm. It was warm to the touch, but not unpleasantly so. "Home, H-O-M-E, ho-" Her words twisted into a scream as the arrow slid across her arm, sending her stumbling forward. Conan caught her and whirled her aside none too gently as the momentarily-forgotten bandits charged towards them, whooping and howling. The Cimmerian lunged past her and spitted one of the men through and through.

Hawkeye spun and dropped to one knee, his bowstring humming as he picked off the bow-wielding bandit. A momentary spike of regret punctuated the action, but he shrugged it off. As the man screamed and fell, Hawkeye was already seeking a new target. He fired three arrows in rapid succession, knocking three men sprawling.

Conan kicked the body off of his blade and waited calmly for one of the three men circling him to make a move. One, a slim Gunderman, darted forward, blackened teeth bared in a snarl. Conan stepped back and smoothly lopped the man's head from his shoulders. Hawkeye's arrow caught another in the head, even as Glaucon slithered around the third and squeezed him into insensibility.

"That it?" Hawkeye asked, looking around. Conan grunted, flicking blood off of his blade.

"The rest are most likely looting the caravan. We should grab what we can carry and go."

"I've got all I need."

Zelda stepped forward, holding her wounded arm. In her bloody palm was the Ka Stone. Glaucon released his victim and coiled protectively around

Zelda as Conan turned on her.

"Don't think your demon-cursed snake is going to save you-"

"Down, boy." Hawkeye stepped between them. He looked at Conan.

"Earlier, you seemed like you expected this to happen."

"Aye. Nybastes promised me good gold for that trinket, but knowing its true nature as I now do, I thought he might try and renege on our deal. Sorcerers are not to be trusted."

"You think this Nybastes sent those...shadow things after us?"

"Undoubtedly." Conan wagged his sword at Zelda. "Now I intend to take that stone back to him and shove down his fat craw."

"I think not," Zelda hissed, cradling the stone. Her eyes flashed, suddenly, and crimson light sparkled in the wound on her arm. Hawkeye reached towards her.

"Oh-ho-kay, Zelda? Z? Maybe you should put down the funky rock, hunh?"

"No," Zelda said, raising the Ka Stone over her head. "No, I think not. I'm going home, Barton. With you, or without you."

"Woman-" Conan lunged past Hawkeye. Red lightning sparked and both men were thrown backwards. Zelda grasped the stone in both hands and smiled.

"Home..." she whispered.

And then, with a silent explosion of sanguine light, she and her python were gone.

Hawkeye looked at Conan.

"Crom," the Cimmerian said.

"You said it," Hawkeye said. Then, with a sigh, he cradled his head in his hands. "I hate time-travel."

Meroe.

Nybastes shivered as he waddled towards the tavern. The shadows seemed to be following him through the cramped streets. The problem was, he knew that they were, in fact, doing that very thing.

Sweating, he plunged into the smoky interior of the tavern, eyes searching for any sign of the individual he had come to meet. Where was-

Ah.

It was hard to miss that hair. The color of roaring flames, it hung down her back and across her shoulders in thick ringlets. Sitting at the back, her booted feet up on the rough table, Red Sonja grinned as the merchant hurried towards her through the crowd.

"Ho, Nybastes!"

"Quiet, woman, please," Nybastes pleaded, sitting quickly. His plump hands trembled. "We could have met somewhere safer, more private-"

"But I like this place," the swordswoman said. She leaned forward, her face twisted in a grin. "Now, you said you had a proposition for me?"

"I do." Nybastes swallowed, fingers drumming on the tabletop. "I need some swordwork done. Wet work."

"My blade, as always, is at your service for the right price."

"I need you to kill a man..."

"Name him, Nybastes."

"Conan. Conan of Cimmeria."

TO BE CONTINUED...

Next issue: *Back to the 20th Century! Well, kinda...the Whackos face danger in 'THE SERPENT'S DEN!'*

San Francisco.

A non-descript brownstone amongst many. A snake in the grass, by any other name, however, is still a snake in the grass.

Seth Voelker, Sidewinder, sat, an old, faded picture in his hand. His daughter, at the age of ten. She was older, now. Almost twenty.

He hadn't heard from her in years. Ever since-

"Sidewinder?"

He looked up, carefully folding the picture and putting it away inside his cloak.

"Yes, Cleo?"

"Boomslang and the others are here." The slender Egyptian woman leaned against the doorframe, her arms crossed. "All except Death Adder, of course."

"Roland is seeing to our friends," Sidewinder said. Asp shuddered slightly.

"He's-"

"One of us. One who's proven his loyalty time and again." Sidewinder stood. "Where's Druid?"

Asp hesitated. Then, "Exactly where he's supposed to be."

"Perfect." Sidewinder stepped past her, cloak snapping slightly. He pulled his mask on and smiled. "I love it when a plan comes together."

"I still say we should simply blow the building," Asp said sourly. "It would be simpler."

"If all we wanted was to remove the building from their hands, I'd agree whole-heartedly. However," Sidewinder clucked. "However, we have other business with our colorfully-clad friends."

"I thought we had already-"

"We did," Sidewinder says. He turned slightly. "But it's best to have a back-up of our back-up, no?"

"You are the most paranoid-" Asp stopped and shook her head. "Why we even took this job after the trouble we had with the last one, I'll never know. Just give me one good reason-"

"Because, I have a cunning plan," Sidewinder said, his voice patient. "So, lets prepare to welcome the Avengers West home, shall we?"

MARVEL 2000 PRESENTS...
"SERPENT'S DEN"

Written by Josh Reynolds

San Francisco. The Equinox Zone.

Tony Stark, the invincible Iron-Man, accepted the coffee gratefully, the straw sliding through the mouth slit in his golden mask. His armor was scratched and scarred in places, the paint peeling in thick strips. The suit was repairing itself, but slowly. Holding the Styrofoam cup carefully so as not to crush it, he leaned his head back and sighed.

"Tired?" Lena Myers said, her camera snapping away. She was capturing images of the block for Damage Control's reconstruction analysis. Iron-Man shook his head.

"Depends on what you mean by tired."

"Bone-crushing physical fatigue?"

"Then yes. Yes, I am quite tired." Iron-Man took another sip of coffee. "Thanks for the straw, by the by. Most people forget."

"Meh," Lena said. Then, "That's odd."

"What? People forgetting straws?"

"No. The stress marks on that building," she said, pointing. She looked back at him. "You know anything about construction?"

"A bit," Iron-Man said. He handed her his coffee and tapped his helmet. A tiny globe of shifting liquid metal popped free of his armor and hovered in front of him.

"What the heck is that?"

"A PAL. Personal Artificial Liaison." Iron-Man gestured and the PAL sped off towards the building Lena had indicated. "It'll record, analyze and transmit what it sees."

"I already know what it's going to see," Lena said. "That building imploded. Something tore it down from the bottom up, not the other way around."

"Well that doesn't sound good," Darkhawk said, dropping lightly to the ground. "And you look pretty tired yourself, babe," he said, looking at Lena. "When was the last time you took a break?"

"Pot, meet kettle." Lena stared at the building. "Breaks are for the weak."

"Hey!" Iron-Man said, finishing his coffee. Darkhawk looked at him.

"Where are the others?"

"I sent them back with..." he hesitated. "Clint." He examined the empty cup and tossed it into a trash bin. "If that's who he is."

"You don't think?"

"I don't know."

"I never figured I'd hear you say that."

"Me either," Iron-Man said. "I wanted Druid to use his mumbo-jumbo, to see if-"

"Like that'll help," Darkhawk said.

"Maybe. Maybe not." Iron-Man looked at him. "My scans say he's Clint. Halifax's nose says he's Clint. But-"

"But."

"Exactly." Iron-Man turned. "Lena?"

Darkhawk turned, following Iron-Man's gaze. Lena was already half-way to the imploded building, her camera slung, picking her way carefully through the uncleared rubble that littered the street.

"Maybe you shouldn't-" Darkhawk began, starting after Lena. She waved him back, without turning around.

"Keep back for a bit. You weigh a lot more than me in that form, and the street might have been undermiYIYIYIIIIII-" Lena's voice was drowned out as the street cracked beneath her feet and crumbled like sand.

"No!" Darkhawk shot forward, hands outstretched, and swooped under the falling woman, catching her. Off-balance, his shoulder struck the street and the two rolled with ill-grace onto a more sturdy section of asphalt. Lena levered herself up.

"My hero," she said.

"Was that a compliment?" Darkhawk said, standing. He reached down and Lena grabbed his hand.

"Take it as you like," she said. She looked up at Iron-Man, hovering over them. "And some help you were."

"He had it covered," Iron-Man said. "Besides which, I was more worried about THAT." He pointed. They turned.

The device seemed both archaic and yet somehow impossibly advanced, where it rested in the remains of the building. Intricate engravings covered the armored plates that composed its surface and a massive drill bit extended from its anterior hull. It was anchored in place at an angle coming out of the ground and a set of doors in the side were open.

"What is that?" Lena asked, sinking to her haunches and aiming her camera. Iron-Man cocked his head.

"Old, if the readings my PAL is sending back to me are accurate."

"I wonder how long it's been here?" Darkhawk said. "I-" He stumbled. "I-" he began again, his voice sounding strangled. Then, with a shocking suddenness he fell, clawing at his chest.

"Chris!" Lena reached for him. Alien blood bubbled from a hole in Darkhawk's chest. Iron-Man whirled as something thudded against his armor.

"Lena, get down! There's a sniper-"

"He's bleeding! Oh God, he's-"

"Get down!" Iron-Man dropped to the ground, pushing Lena down, sheltering her with his armored form. His mind hummed even as his armor's sensors swept out over the surrounding area, searching for any sign of their attacker. Darkhawk's armor was nearly as good as his own.

For something to puncture it-

He grabbed Lena's hand as she made to staunch the blood flow. "Don't touch him! His blood is corrosive..."

"But he's-"

"Self-repairing. Just give him time." Iron-Man shuddered as another shot hammered into his armor. His HUD flashed a warning. "Damn it!"

"What?"

"Stay low." His sensors pinged and he whirled, repulsors flaring. A wall exploded and a scream was cut off. Crouching, he waited.

"Iron-Man-" Lena began.

"Quiet, please."

"Iron-Man, the street is-" she said. He looked down.

The street exploded.

The edge of the Equinox Zone.

"So, all this lack of trust is really making me feel unloved."

Jessica Drew, Spider-Woman, turned and looked at Hawkeye as Moon Knight's helicopter set down with a gentle 'thump' on the brownstone's camouflaged heli-pad. "Is that a statement or a complaint?"

"Both," Hawkeye, Clint Barton, said with a grin. He leaned forward. "I shoulda stayed in Budapest."

"Maybe so," Moon Knight said, turning in his seat. He looked at the pilot. "Keep the engine warm, Frenchie. I want to get back out there as soon as we drop our baggage off."

"Baggage? You really know how to insult a girl, don't you?" the Wasp said. Moon Knight looked at her.

"Yes," he said.

"I thought that Doctor Druid would be awaiting us," Halifax rumbled. The tiger-man stepped out of the helicopter, dropping lightly to the roof. His paw found his sword-hilt, as he scanned the empty roof. Tilting his head, he sniffed the air.

"Something-"

"Goodafternoonwelcomehomepleaseditoseeyoucomebacksoon." A dark blur erupted from nowhere, and surged around the Knight of Wundagore, who staggered beneath an almost invisible onslaught of battering blows.

Roaring, Halifax tried to draw his sword, but a crackling energy blast swept him from his feet.

"Bad kitty," Asp said, stepping out of Sidewinder's cloak. Black Racer slid to a halt beside her. "Hello, Avengers. And, goodbye," Asp continued.

"The Society-" Wasp began. A volley of darts thudded into the roof around her and she shrank and took to the air even as the other Avengers followed her onto the roof. Copperhead fired at the others, his gauntlets spitting poisoned darts. Hawkeye rolled out of the line of fire and swung his bow up, releasing an arrow at the armored Society-member.

"What is this? A welcome back party?" the archer said.

"Not quite, Barton. More like a wake," Cottonmouth snarled, diving on Hawkeye, jaw unhinging.

"Frenchie, get out of here!" Moon Knight said, gesturing at his pilot. "Clear the deck!" He turned back, his truncheon hurtling from his hand to slam into Cottonmouth's skull and send him tumbling. Crackling electric whips slashed at him, cutting through his cape as he dove forward, trying to avoid them.

"Naughty-naughty," Spider-Woman said, leaping up to tackle Coachwhip, who turned her attentions to the scarlet-clad adventuress.

"What can I say? I'm unpleasant," Coachwhip said, cracking a whip as Spider-Woman leapt on her. Drew artfully dodged the snapping steel whips and drove her fist into the other woman's gut, knocking the wind out of her. Coachwhip coughed and staggered.

"Get away from her!" Boomslang said, hurling a bevy of serpent-rangs. Spider-Woman had to fling herself off the side of the brownstone's roof as the boomerangs sliced through the brick.

Halifax, armor smoking, climbed to his feet and swept his sword from its sheath. With a snarl, he lunged at Asp, who stumbled back into the crackling confines of Sidewinder's cloak and vanished. Halifax stabbed ineffectually at the cloak as it twisted and faded, then turned, just in time to parry the stabbing blades that extended from the slender wrists of the purple and orange clad Fer-de-Lance. She smiled wickedly at him and spun, attempting to kick his legs out from under him.

Halifax leapt straight up, using his sword blade as vaulting pole, and he landed behind her, slashing the blade across her back. The woman screamed and staggered. Before Halifax could capitalize on the opening, however, a shimmering metal egg struck his back and exploded into a nest of writhing titanium tendrils.

Rock Python crowed as the tiger-man fell to his knees, trapped. He grabbed a handful of tendrils and hauled the Knight of Wundagore into the air.

"Now, my fine, furry friend. Let's see if cats really do land on their feet!"

Elsewhen. Wheresome.

Roland Burroughs, Death Adder, nodded as the AIM section-chief led him through the gleaming halls.

"We've been impressed, really, with how well your organization has been handling things. Particularly in the salvage operations. Despite the-ah-competition we've been running into," the man clad in the canary yellow business suit said. A bar code decorated one pale cheek and several data-nodes protruded from the side of his skull. "And I hate to cast aspersions on the character of Messirs Voelker and associates, but I felt we needed to have a face-to-face about a-ah-certain lightness of being, shall we say?"

Death Adder clicked his claws. The AIM section-chief cocked his head.

“Was that a yes?”

Click. Click.

“Ah,” he nodded. “Well, if you’ll follow me-” He punched a code into the ever-shifting liquid metal of the wall and a doorway opened. The room beyond was filled with dull tubes. Rows upon rows of them. “As you know, SHIELD has made great advances in Life Model Decoy technology—we think they’ve begun implementing “magic”-” The section-chief made air-quotes with his fingers. “In order to more fully realize the inherent potential of the LMD.”

Death Adder examined the closest tubes, looking at the faceless, gray things that floated within. Claws scraped lightly across the tube, and the Society member turned back to the section-chief.

“It’s the scent that’s tricky, you see,” the section-chief continued.

“Somehow they managed to-well-fix it. But you know all of that, I’m sure.”

Death Adder shrugged. The section-chief frowned.

“Yes, well, at any rate, we catalogued five-hundred and six LMD’s at the SHIELD facilities in San Francisco. You managed to acquire all of them, despite opposition-”

Death Adder nodded.

“Yet we have only five hundred.”

Death Adder paused. The section-chief smiled sadly. “Did you really think we wouldn’t notice?”

Death Adder shook his head.

“Well then, what does Mr. Voelker intend to do about this breach of contract?”

Death Adder shrugged and thrust his clawed hand forward. The section-chief’s form wavered and faded. His voice echoed from somewhere else.

“One, I saw that coming. Two, you’re a horribly ruthless creature, aren’t you? Three, you’re not getting out of here.”

Death Adder spread his arms, tail winding sinuously around his thin legs.

All around him, the walls began to bulge and disgorge purple-clad forms. Golden armor covered purple body-suits and featureless masks made every one of the figures look identical. Death Adder’s tail clattered as recognition flooded him. Mobile Organisms Designed Only for Combat. AIM’s hive-troops.

“*Target-acquired. Aggressor-combat-initiated,*” the MODOCs said in unison, their voices flat and dead. Death Adder sank into a crouch, claws extended, tail lashing furiously.

With a hiss of static, the MODOCs charged as one.

The Equinox Zone.

Debris thudded to what was left of the street. Iron-Man straightened as the Darkforce bubble faded. He looked down at Darkhawk.

“Are you-”

“The bullet-” Darkhawk tried to sit up, with Lena’s help. There was a rasping cough and yellowish ichor leaked through the slits in his mask. “The bullet passed through.”

“Chris, I-” Lena began, holding him tight. He patted her arm awkwardly.

“Healing. Be fine.”

Bullets plucked the street around them. Iron-Man swung his arms, firing his repulsors blind. “They’re using nonstandard hardware. Can you keep yourself and Lena protected while I deal with our friendly neighborhood bushwhackers?”

“Probably,” Darkhawk coughed, sounding stronger.

“Do it.” Iron-Man hurtled skyward. The Darkforce bubble shimmered and coalesced around Lena and Darkhawk seconds later. She looked down at him.

“So.”

“So?”

“Now’s probably a good time to talk.”

“About?”

“Us.”

“Us?”

“Stop answering me with a question.”

“Question?”

Above, Iron-Man looped around, his hybrid sensors pinpointing their attackers. His HUD brought the closest into focus. A black clad man crouched on the roof, masked and gloved, carrying an exotic looking rifle.

As Iron-Man watched, the man turned, taking aim at the Golden Avenger.

“No, I don’t think so,” Stark murmured, gesturing. A blast of energy struck the man’s weapon, annihilating it. But there were others. His suit blared a warning and Iron-Man twisted, rolling gracefully through the air, returning fire as often as he was able.

Suddenly, a burst of pure heat struck Iron-Man in the back and crawled through his armor. His sensors screamed as his systems momentarily red-lined, knocking him to the ground. Groggy, he pushed himself up onto his knees and looked up.

"Well, well, well. I was wondering if one of you would show up," the light-wreathed figure said, mockingly. Iron-Man staggered to his feet, eyes widening slightly as he recognized the white and gold clad figure hovering over him.

"Sunstroke," he said, flatly.

"You remember me! How about that?" the golden masked villain said, swooping towards him. A hazy sigil glowed on his forehead, bleeding through his mask. "Ain't that a punch in the head?"

Iron-Man stumbled forward as a thunderous blow nearly rocked him from his feet. He turned, but too slowly, catching another blow in the chest. He fell to the ground, hairline cracks running over the areas where he'd been struck.

"Two punches, I'd say," Shatterfist said. He raised his gloved hands up over his head and smiled down at Iron-Man. "Third time lucky."

Back at the brownstone.

Spider-Woman pressed herself against the wall and peered through the window. Above, the battle continued. She gave a moment's thought to going back up to help, but dismissed it.

After all, reinforcements would probably be appreciated.

Doctor Anthony Luddgate Druid lay on the floor, apparently unconscious.

Two of the Society members stood over him-Puff Adder and Rattler. Heavy hitters, both of them.

Finesse was called for. Spider-Woman smiled.

Reaching out, she tapped on the window.

The Society members turned, jaws dropping. Rattler reacted first, his tail shooting forward, sonic vibrations turning the wall to powder. Spider-Woman leapt over the wave of force, and clapped her fists against Rattler's skull as she passed. Something popped and the mercenary screamed, dropping to his knees, clutching at his head.

Not waiting to congratulate herself on remembering Moon Knight's briefing about Rattler's hearing aid, she hit the floor and slid between Puff Adder's legs, smashing a fist up into his testicles. Puff Adder bent double, instinctively expelling poison onto her.

"Close, but no cigar, big guy," Drew said, popping to her feet and driving her foot into the back of his head. "There isn't a poison made that can hurt me." Puff Adder stumbled forward slightly, but whirled as soon as he regained his balance.

"Then I guess we do things the old fashioned way," he rumbled, lunging forward far quicker than his mass should have allowed. He grabbed her around the middle and tried to squeeze her. She slapped her palms to either side of his head and let loose with a surge of crackling energy. Puff Adder screamed and crumpled, releasing her.

She slithered away from his flailing hands and leapt towards Druid's limp form.

"Doc? Doc!" she said, shaking him, trying to bring him awake. She rolled him over onto his back. Druid's eyes fluttered, then sprang open. Spider-Woman shrank back as he glared at her, his eyes glowing crimson!

Druid hissed and his fingers sought her throat...

TO BE CONTINUED...

Next issue: Hawkeye and Conan face the flame-haired wrath of Red Sonja! Princess Python...alone against the Sphinx! Rama-Tut battles the Sons of Set! Be here in thirty for 'FRIENDS AND FOES'!

Meroe.

Red Sonja, she-devil of the steppes, laid the flat of her sword across one tanned shoulder and blew an errant strand of crimson hair from her face. The gutter thieves that had accosted she and the merchant, Nybastes, moments before, lay dead or dying on the ground.

Nybastes, for his part, sagged against a nearby wall, clutching his chest, sweat rolling down his fat features.

"Are they-are they-" he wheezed. Red Sonja laughed and flicked droplets of blood from her blade.

"Of course, Nybastes. Did you think I would allow scum like this to kill my new employer?"

"I-" Nybastes fell silent and shook his head. "No. No."

"Or, perhaps, you wanted them to," she continued, sheathing her sword. She looked at him slyly. "You gasp like a fish caught between the bear and the fire, Nybastes."

"It just-just surprised me, is all," he protested. "So quick-"

"I will have to be quick if I am to slay the Cimmerian," Red Sonja said, frowning. "He is one of the few who could match me sword to sword. Speed is of the essence." She looked up at the stars twinkling overhead and her frown deepened. "What if he does not have your item, Nybastes? Do you still then demand his life?"

"I-" Nybastes stopped. Swallowed. "Yes. The Cimmerian must die."

"So be it," Red Sonja said, after some hesitation. She slapped her sword belt and gestured impatiently. "Let us go then, merchant. I have an ambush to prepare."

MARVEL 2000 PRESENTS...

"FRIENDS AND FOES"

Written by Josh Reynolds

"Are you still mad? You're still mad. I can tell. I'm a people person," Clint Barton, Hawkeye, said as he followed Conan the Cimmerian through the crowded streets, his bow held across his shoulders. The Cimmerian whirled, blue eyes flashing, teeth bared, one hand reaching for his sword.

"Mad? MAD? Aye, I'm mad, archer! Why do you still follow me?" he snarled. Hawkeye took a step back, his smile never slipping.

"We're still pals, aren't we?"

"We were never 'pals!'" Conan thundered.

"Not even a little bit?"

"No!"

"Shame, because a pal would have been able to warn you about those two guys who just stole your coin-pouch."

"What? Crom!" Conan turned, groping for his missing coin-pouch. Hawkeye gestured.

"They went thataway."

"You-" Conan began, then, with a growl, he turned away and bulled through the crowd, ploughing after the thieves. Hawkeye followed more sedately, whistling, a bulging coin-pouch bouncing on his palm.

It was a dirty trick to pull, but it gave him a little time to think. He needed Conan to take him to this 'Nybastes'. Hawkeye frowned. Granted, there was no reason for Conan to do so now, especially considering that Zelda had made off with Ka Stone. In fact, he was surprised that the Cimmerian hadn't attempted to kill him then and there. Just went to show you that despite looking like Wonderman on steroids, the big lug wasn't as barbaric as he played at.

"Or I must have one heck of a winning smile," Clint murmured. From what little he knew of history, the Sphinx had acquired the stone late into one of Egyptian dynasties. And where they were now, when they were, Egypt didn't even exist. But, it was too much of a coincidence. And despite considering himself one of the luckiest sonuvaguns in existence, Hawkeye didn't believe in coincidence. Especially where the bad guys were concerned.

He had a hunch. A little one. A smidgen, even. But it was better than nothing. And that hunch was that he and Zelda weren't the only time travelers around in this era. It was the only thing that made sense.

According to the Fantastic Four, the Ka Stone had supposedly landed on Earth in Egypt, only a few centuries before the Sphinx had found it. And by the look of things in this time, it probably wasn't due to arrive for a while. Which meant it couldn't be here, unless the Sphinx was too. Or, it meant that Reed Richards had, for once in his life, been wrong about something.

Still thinking about that, he stopped short, only inches from slamming into Conan's back.

"Are you sure they went this way, archer?" Conan growled, shaggy head twisting this way and that, eyes narrowed as if to dissect the teeming crowd with his gaze. "I see none of the usual thieves markings-"

"No worries, chuckles. I got your wallet," Hawkeye said, tossing the coin pouch towards Conan. "Found it back there." The Cimmerian caught the pouch and examined it suspiciously.

"Aye?"

"Oh aye," Hawkeye said. "They must have tossed it when they saw you coming after them."

"Hh," Conan grunted, re-attaching the pouch to his belt. "I doubt that. I doubt many things when it comes to you, archer..."

"Look big guy, all I want to do is get home," Hawkeye said. "And right now, the best way to do that is by finding Zelda and getting that stone back. So we-"

"We?" Conan said, one eyebrow raised.

"Yep. Thee and me, pal."

"For the last time, I am NOT your-"

"You want that ruby back, right?" Hawkeye said. "It's the only way you're going to get paid, right?"

"Aye," Conan said, rubbing his chin. Hawkeye clapped his hands together.

"Then here's the new deal, same as the old deal. You scratch my back, I scratch yours."

"I see what you mean," Conan said. He slapped his sword and gave a bark of what might have been laughter. Still grinning, he gave Hawkeye a shrewd look. "So, what do you recommend?"

"Simple. When in doubt, we start at the beginning."

"Nybastes? Why?"

"Simple. I don't think your buddy Nybastes was being entirely honest with you about that rock," Hawkeye said. "Do you?"

"What merchant is ever honest about his wares?" Conan said, with a shrug.

"Think we can convince him otherwise?"

"Aye, I believe so," Conan said, pulling his sword slightly from its sheath, then slamming it back down.

Elsewhere.

Zelda Dubois, Princess Python, was, in spite of everything, afraid. The scarlet gem clutched in her hands pulsed and whined as reality changed and shifted around her. Despite her intentions, she wasn't that far away from where she had left the others. The power flowing through her was too much for her senses to bear. For anyone to bear.

Red light flowed out of her pores and she knelt in a puddle of glass which had once been sand. Images from a hundred eras flooded her mind, showing her memories not her own.

"God-I-GOD!" she screamed, and a bloody light exploded from her mouth, streaking into the sky. Glaucon hissed and tried to coil protectively around her, but the heat sweating off of her huddled form prevented him. Insomuch as a reptile could feel worry, the augmented python did for his mistress. He hissed in agitation, cutting trails in the sand.

Zelda beat her fists into the ground, energy sparking with every blow. It hurt. Everything hurt. Inside and out. She was afraid. She wanted to run but it was everywhere. The stone wanted something, but not her. She wasn't strong enough, wasn't the right person-

"No, you are not."

She turned, her eyes glowing. "Who-"

A tall figure, clad in concealing, ratty robes, stretched out a shriveled, gray hand. "You have something which belongs to me, woman. Return it...or suffer," the Sphinx said.

"No! I need it!" Zelda said, flinging out a hand. Red lightning crackled from her fingers and crawled across the figure, who shuddered. The hood fell back, revealing a cavernous face, hollow cheeked and with eyes like dull embers. He was emaciated. Shrivelled. But a lingering vitality kept him standing. A hunger for life.

"As do I, woman," the Sphinx rasped. "My survival depends on it!"

"Then you're out of luck, whoever you are!" Zelda said, standing. Fury filled her and she extended her hands. Energy writhed between her fingers as she took a step towards the gray man, and the ground turned to ash beneath her foot.

"I do not believe in luck, only in opportunity," the Sphinx said, lunging for her, hands outstretched. "I have followed the scent of this power across the sands of this desert. And I will have it!"

Fat, bloody sparks jumped between them as the Sphinx tackled her, reaching for the stone. Zelda screamed as the power overwhelmed her. And in that instant, everything happened at once. Images flooded her mind like shards of broken glass-

-the Sphinx and another man, dressed as a pharaoh-

-an ambush, demons-

-two stones, side by side, but one was not-

And finally, what the stone had been trying to tell her all along.

"Ahhh!" Zelda was flung aside, smoke coming off of her. She rolled to a stop, her limbs unresponsive, her mind burning. The Sphinx lay a few feet away, looking less emaciated, but equally ill.

"What-what-" the Sphinx said, pulling himself up. "What have you done?"

"I-" Zelda sat up. "I don't-" Her fingers drifted upwards of their own accord, hesitantly touching the slender facet of the Ka Stone that protruded ever so slightly from the center of her forehead. "Oh."

"Foolish," the Sphinx said. He sounded weary. "You do not know what you have done."

"I can't-I can't use it to go home," Zelda said. "Can I?"

"No, the stone has many powers, but time travel is not one of them. At least not unassisted time travel."

"I can see everything," Zelda said, examining her hands. "Everything." She looked up. "This isn't right. It-you-shouldn't be here."

"An anomaly," the Sphinx said, hands draped over his knees. "When the Ka Stone fell to earth, it came not from the stars but from a higher reality. It shattered upon contact with ours and its shards were scattered throughout time. That is one such shard." He indicated the gem in her head. "There are others, spread throughout the web of reality."

"You came here to claim it," she said. The Sphinx smiled.

"Of course. I accomplished wonders with one shard. With two, I could create a reality more to my liking than ours currently is..."

Zelda stood, Glaucon slithering up beside her. She absently stroked the python's head, her gaze turned inward. The Sphinx got to his feet, watching her warily.

"This shard, at least, seems to have accepted you," he said.

"I was so afraid," Zelda said, softly. "But now..." She turned to him.

"Where is your stone?"

"In the hands of demons," the Sphinx said, crossing his arms.

"Then we will reclaim it."

"Why?"

"Because," Zelda said, her fingers touching the warm facets of the stone. "I'm tired of running."

Meroe.

"Nybastes!" Conan roared, hammering on the thick wooden door. "Open up, you fat pig of a merchant!"

"Insults. The Cimmerian way to win friends and influence people." Hawkeye leaned on his bow and plucked the string. Conan turned slightly, and tossed him a glare.

"Quiet, archer."

The door swung open. A trembling servant bowed low, her form bundled in thick robes. She swept an arm out, indicating that they should enter. Conan stomped past, hand on the hilt of his sword. Hawkeye followed more slowly, his eyes lingering on the servant. There was something- Her eyes met his. Hawkeye's widened.

"Oh hell," he said. He turned. "Co-"

Red Sonja's sword sprang from beneath her robes and she lunged, the tip of her blade darting for Hawkeye's chest. He stumbled back, his bow smashing into the blade, knocking it aside, even as he fell.

Conan whirled, drawing his own sword even as he let loose with a vile oath. Red Sonja was already moving over Hawkeye, her crimson hair flying, teeth bared in a grin. Their swords met with a resounding clang.

"Ha! Am I so slight in your memory, Cimmerian, that you walk past me without even a flicker of recognition?"

"Am I such in yours, that you'd match blades with me?" Conan growled, forcing her back. Sonja hopped over Hawkeye, disengaging.

"The clink of gold ever made tatters of my affections," Sonja said, laughing. She gestured with her blade. "However, you brought this upon yourself, Cimmerian."

Out of the shadows, a quartet of bravos emerged, wielding diverse weapons. One, a tall, thin Stygian, gestured with a khopesh. "These are the dogs Nybastes wishes dead?"

"Would I have attacked them otherwise?" Sonja said. "Hie to it, alley-dogs!"

The bravos charged forward. Hawkeye flipped upright and slid an arrow from his quiver. With a twang, he fired it into the hand of the closest man, a red-bearded, barrel-chested thug, who screamed hoarsely and dropped the axe he'd been wielding. In the next instant, the string snapped. Hawkeye cursed and shook his hand. A whisper of sound made him spin.

"Wrong place, wrong time, archer," Sonja said, bringing her sword down. Hawkeye threw himself out of the way, even as the sword cut through the air where he'd been to crash into the floor.

"Story of my life, lady," Hawkeye said, coming smoothly to his feet.

Conan twisted out of the way of the Stygian's khopesh, and gutted the hawk-faced man in return. As the Stygian fell, Conan turned, his raised sword meeting the blade of a heavy bodied Gunderman clad in rust-riddled chain mail. The Cimmerian's booted foot shot out, crashing down on the other man's sandled instep.

The Gunderman howled, and Conan slugged him, sending him flailing backwards. Before he could finish him, the wounded red-beard crashed into him, grappling with him awkwardly. Conan snarled and brought the pommel of his sword down on the man's skull, crushing it. As he strove to untangle himself, the fourth killer darted in, a thin-bladed dirk in his hand.

The blade skittered across Conan's side, eliciting a howl from the Cimmerian. He swung blindly and his sword slashed down, chopping through the skull of the bravo. Clutching at his side, Conan jerked his sword free, and turned to face the last man. The Gunderman snarled groggily, his nose flat and pumping blood. He staggered forward. Conan swatted his blade aside and hit him again. The Gunderman fell to his knees, his sword clattering away. He clawed at the Cimmerian's shirt for a moment. Conan brought his knee up, smashing it into the man's jaw. The man fell backwards, insensate.

"These are finished. Need help, archer?" Conan said, smiling grimly.

"No, no, I'm cool. Copacetic as a cucumber," Hawkeye said, jabbing at Sonja with his bow. Sonja swatted it down with her sword and thrust at his neck. Hawkeye dropped his bow and slapped his palms together on the blade, catching it mere micro-inches from his throat.

"Whoof," he said. "That was harder than it looked."

"Release my blade!" Red Sonja said. "Now!"

"Nope!"

Sonja suddenly stepped back, releasing the sword. Hawkeye stumbled forward, off balance. She swung behind him, a dirk appearing in her hand as if by magic. She laid the tip of the blade to his throat.

"Time to die,"

"For one of us, aye," Conan said, tapping her shoulder with his sword. Sonja froze, as did Hawkeye.

"Have I ever mentioned that I hate Mexican stand-offs?" Hawkeye said.

"What's a Mexican?" Red Sonja said.

"It doesn't matter," another voice said. All three turned. Nybastes stood, looking down at the bodies of his slain men. He looked up, mournfully.

"Nothing matters anymore, I'm afraid."

"Nybastes," Conan said. "I should slit your fat throat, merchant. Is this how you repay me?"

"I am sorry, Cimmerian. I truly am. But needs must, when the devil drives," Nybastes said, spreading his hands. "Where is my stone?"

"Gone," Conan grunted.

"Gone?" Nybastes' eyes widened.

"Gone. Stolen."

"But-"

"Who does it belong to really?" Hawkeye said, suddenly. "The stone, I mean. Actually, wrong question. I know who it belongs to. And you ain't him-"

"Silence!" Sonja said.

"You as well," Conan grunted.

"All of you, be quiet!" Nybastes suddenly shrielled. Trembling, he stared at them. "Where is it? The stone. Where is it?"

"No clue," Hawkeye said. "Why not ask your boss if he has any ideas?"

"I-" Nybastes staggered. His head cocked. "You heard?"

Yesss.

"Crom," Conan whispered. "What-"

Shadows boiled up out of the floor, seeping into the pores of the bodies of the bravos. Nybastes too was wreathed in them, his skin seemingly bulging and rippling in spots. He glared at them, his eyes suddenly glowing red.

"Why couldn't you have just done as you were told?" he hissed, plaintively. Before Conan could answer, Nybastes threw back his head and screamed. He clawed at his own flesh, ripping it away in strips, revealing a blocky, scale-covered shape beneath. A similar transformation had taken hold of the bodies on the ground as well, and within moments, they rose up, four clawed and fanged nightmares-serpents with the bodies of men!

The Nybastes serpent stepped forward, eyes glinting. It opened its mouth and hissed. As one, the quintet of beasts charged!

Stygia.

Thoth-Amon staggered as his magics took effect. He reflexively rubbed the ring on his finger. "The Cimmerian lost it."

"What?" the Dwarf looked up, his cherubic face twisted in incomprehension. "What, what?"

"The stone. It's gone."

"Well, that's a pickle," the Dwarf said, rubbing his chin. "My, oh my. What are you going to do about it?"

"I have already handled it."

"So you say."

"I-AHH!" Thoth-Amon shrieked, as the stone on his finger flared. The Dwarf turned away, covering his eyes. Thoth-Amon staggered, clutching his hand. "It fights me! Something is happening-"

"What?" the Dwarf looked at him. Then at the crystal encased form of Rama-Tut. The Dwarf's eyes widened. "Oh shi-"

The crystal exploded.

Rama-Tut fell to his hands and knees amidst the debris, his face contorted in anger, his muscles screaming. He looked at them.

"You," he said.

"Kill him!" Thoth-Amon screamed. Temple guards charged forward, curved swords slicing towards the time-traveler. Rama-Tut leapt forward to meet them. His strength was greater than that of a normal man, though not by much. Still, it was enough. The first guardsman fell, and Tut scooped up his scimitar, slashing the next man across the gut.

"Vengeance!" Rama-Tut said. "I am a Time-Lord! A Master of the Chronal Silences! And you thought to imprison me?"

"Yep. We did a pretty good job of it too!" the Dwarf said, his form twisting as he jumped towards the time-traveler. Something horrible grappled with Rama-Tut and cackled in the Dwarf's high-pitched voice.

"Don't worry, I'm not going to kill you," it said. "No, I need you too much for that!"

"Glad to-ah-hear it," Rama-Tut hissed.

"Doesn't mean I can't deal with you though!" the Dwarf-the thing that had been the Dwarf-cackled. Dark talons lifted the struggling pharaoh, and then hurled him into one of the temple's immense columns. Rama-Tut slumped to the ground.

The Dwarf shrank back to his normal form and grinned at Thoth-Amon, who glared at him, shaken.

"And that, as they say, is how you do that. Now, let's see about getting that other stone..."

TO BE CONTINUED... Next issue: Confusion reigns in the 21st Century! Things happen! Be here in thirty for 'BEDLAM'!

San Francisco. The Equinox Zone.

Tony Stark prided himself on his mind. It moved with oiled precision, cycling through ideas, memories, plans and conundrums in moments. His brain was more efficient than any computer, more useful than any weapon.

That same brain rattled in his skull like marbles in a can as the deceptively soft looking gloves of the man called Shatterfist struck the back of his helmet. Iron-Man staggered forward, swinging a stiffened arm back. A muffled grunt was his reward. Shatterfist hit the ground, coughing.

Iron-Man sank into a crouch, shaking his head in an instinctive effort to clear it. A warning ping lit up his HUD and he spun, repulsors flaring. The yellow and white clad villain known as Sunstroke dodged the blasts effortlessly and solar energy burst from his fingers in reply. Heat washed over Iron-Man, and he curled his arms protectively over his head.

"You're dead, Avenger! Dead, dead, DEAD!" Sunstroke crowed.

"Been there, done that, didn't enjoy it," Iron-Man said. The other dimensional material in his armor began to thicken in spots, reacting to the areas damaged by Shatterfist's earlier attack.

Another warning ping sounded. He turned and caught a blow aimed for his neck. Shatterfist drove his free hand into the armored Avenger's gut. The uni-beam on Iron Man's chest plate glowed briefly and then expelled a crackling beam. Shatterfist flew backwards to land sprawling in the dust a few feet away.

Sunstroke took the opportunity to barrel in, and Iron-Man's sensors screamed a sudden warning as his cooling systems approached their maximum tolerance levels.

"Ow," Tony muttered. His armor could withstand intense heat, but he knew from experience that Sunstroke's alien energies would eventually overwhelm his cooling systems. If he stood here and took it.

"Defense 6-G," he said. Hidden ports on his armor slid open, releasing a swarm of PALs. The tiny spheres shot upwards, the miniscule crystalline repulsor blisters that dotted them beginning to glow.

"What-" Sunstroke said. The first blast took him in the shoulder. Dodging and weaving, the criminal tried to avoid the criss-crossing beams. "Get away from me!"

"Fat chance. They're locked onto you, sunny Jim," Iron-Man said. The PALs would keep Sunstroke busy for a few minutes. Long enough for him to wrap up Shatterfist. *Long enough to maybe figure out what's going on*, Tony thought.

Shatterfist scrambled to his feet, grinning through bloody lips. With a berserk growl, he leaped towards Tony.

Or not.

MARVEL 2000 PRESENTS...

"BEDLAM!"

Written by Josh Reynolds

San Francisco. An innocuous brownstone, now the scene of one of the most confusing super-brawls of the last decade.

Moon Knight spiked his truncheon, sending it ricocheting off the corner of the roof and into the jaw of a white-haired woman clad in gold and black. She dropped the pair of steel whips she'd been cracking and fell backwards, clutching at her face.

White cape flaring, Moon Knight swooped towards her, snatching up both whips and activating the electrical charge in each, even as he snapped them around the wrists of the lunging Cottonmouth. The purple and yellow costumed Society member squawked as electricity coursed through him. Moon Knight yanked him off balance and heaved him towards the blue and gray form of Rock Python.

The silver-helmed Society member turned, still holding the limp form of the New Man, Halifax, over his head.

"What-"

Cottonmouth slammed into him and the two tumbled backwards, off of the edge of the roof. Halifax fell as well, but a slim, crimson arm was there to catch him.

Spider-Woman grunted audibly and clambered back up over the edge of the roof, Halifax's bulk slung over one shoulder. She gently laid the unconscious tiger-man down and gave Moon Knight a thumb's up.

"Druid's downstairs! He's okay. He-"

"Silence!" The armored form of Copperhead rose up over the adventuress, his gauntlets crackling. His hands crashed together, but too late. Spider-Woman slid low, pivoted, and caught him where his helm connected to the thin gorget that covered his neck. Gagging as his own armor was driven into the flesh of his neck, Copperhead stumbled back, firing energy blasts wildly.

An arrow cracked across the back of his helmet, pitching him forward. Hawkeye gave a hoot and fired again, the bulbous headed arrow lodging into Copperhead's back. A flash of electricity covered him, and he toppled.

"Feedback arrow," Hawkeye said. "I love those things."

"Well, he sounds like our Hawkeye," the Wasp said, zipping past Moon Knight. Moon Knight grunted, and retrieved his truncheon. The Wasp swooped up, and then down, circling the rooftop. Most of the Society members were down, and only a few of the more durable ones were getting back to their feet.

Though she often played the part of the high society-ditz, Janet van Dyne was anything but. Hard experience had taught her the benefit of tactical thinking in regards to costumed combat. Numbers meant little if the enemy could outthink you. And from what Captain America had told her, Sidewinder, if he was the original Sidewinder, was a natural combat tactician second only to Cap himself, and maybe one or two others.

Which meant, to Jan's way of thinking, that if they were going to win this fight, Sidewinder needed to be put down, and hard. She cut a hard angle, bouncing from one side to the next.

Sidewinder had been teleporting randomly across the roof, seemingly removing his unconscious teammates from play, but, in reality, it looked more like he was positioning the other Society members to take advantage of their numbers. Wearing the Avengers down, minute by minute.

Wasp caught sight of him, his cloak sweeping over the motionless form of Copperhead and disgorging Rock Python and Copperhead, both of whom descended on Spider-Woman. A quick glance showed Moon Knight avoiding the energy blasts of Asp. And Hawkeye-

Wasp flew up, rising over the newly returned Hawkeye. Still a lot of questions there, but those were for later.

“Ha!” she said, as Sidewinder appeared behind the purple-clad archer. Black Mamba reached for him, Darkforce curling from her hands. Wasp hurtled down, wasp-stings bursting from her hands. One sting caught Black Mamba in the back, and the other struck Sidewinder in the chest. He gasped, and tried to vanish, but Hawkeye turned and leapt, stabbing an arrow towards him.

A shock of sound and Sidewinder fell back. Hawkeye gave Jan a thumb’s up. “EMP arrow. Glad I saved it.”

“Clint, I-” Wasp began, but her words were cut off as a fist came out of nowhere and smashed into her tiny form.

“You people and your banter,” Sidewinder said. He reached down, helping the other Sidewinder to his feet.

“It’s unprofessional,” said a third Sidewinder.

“Inefficient as well,” said a fourth.

The first Sidewinder rubbed his chest and looked at the Wasp and Hawkeye. He grinned, his scaly mask twisting. “Now, now, gentlemen. No bad-mouthing the competition. Let’s just finish the job...”

Elsewhere.

Footsteps rang through the corridors of the Castle Revolving. The AIM Hive-Node for Alternate M-2-K was alive with warning sirens. Bodies in yellow littered the lengths and breadths.

Blood dripped. Plip. Plip. Plip.

Death Adder stopped and raised a hand. It was coated in blood-human and otherwise-to the elbow, as was much of the rest of his form. Seas and messes. Claws poised over a touchpad set in the wall beside the bulkhead he stood in front of, he looked down at the broken, canary clad form he had been dragging along for the past fifteen minutes. His tail curled around the sobbing clone’s shattered face. Death Adder tapped the keypad lightly.

“F-four...s-s-six...e-eight,” the man whispered. Death Adder typed the code in. The door shushed open. Death Adder looked down. His tail twitched and the body collapsed, neck snapped and skull crushed. Death Adder walked into the central nerve center of the AIM base. A ganglion of a larger, more extensive network than any, save a few, suspected. The room was a sphere of oscillating liquid video screens. There was a strange, sterile smell in the air. Voices echoed from nowhere.

“Ejecting Corridor 7-U from Node A-2-K into slip-reality 787.”

“Node M-K-4 oscillating through slip-reality 666. Prepare for assault by-”

“Approaching Nexus point-extend metafiction antennae-”

Dozens of withered forms lay ensconsed in womb-like couches, their faces obscured by golden, featureless masks. A web of wires and tubes extended from the head of each and trailed up, up, and into...what?

Death Adder looked up. And IODOP looked down. Immobile Organism Designed Only for Processing. An embryonic face glared down, fish mouth gaping, sightless eyes blinking.

Prehensile tendrils sprang from the walls and curled gently around Death Adder, the fiber-optic cameras on the end of each examining him from every angle. There was no threat there. Only curiosity.

“Non-Human. Altered genetic sequence. Unidentifiable energy composition-”

Death Adder sprang. IODOP did not scream as the poisoned claws slashed through its protein tubes and exterior nervous system. The blob of flesh sagged, a thalomid baby at peace. Death Adder looked around as the lights went out, one by one. With one slash, he had separated the Hive-Node from the greater whole of the AIM Metabase. The Castle Revolving had lost a turret.

Death Adder tapped the communication device clipped to his neck.

San Francisco.

Boomslang, the red and black garbed Australian Society member, took aim with one of his snake-a-rangs at Moon Knight's back. A gun barrel prodded him in the back. He turned slowly, jaw sagging.

“*Bon soir,*” Frenchie said. He wagged the pistol he held. “Drop the snake, *mon ami.*” Unable to lift off with the battle flowing around him, the pilot had decided to help in his own inestimable fashion by watching his friend's back.

“I-” Boomslang tensed.

Frenchie shot the oddly shaped boomerang out of his hand.

“You and I, we will sit, I think. Until this ends.” Frenchie leaned back against the Mooncopter and pulled a small, square something out of his pocket. He extended it to Boomslang.

“Cigarette?”

Elsewhere, the door to the stairs exploded open and the unconscious forms of Rattler and Puff Adder toppled to the roof. Doctor Druid stepped over them, his hands moving in quick, supple gestures.

“Avengers! To me!” he said. Energy grept from his hands, striking Asp, and sending the slim Egyptian woman sliding away. “Back, witch!”

“This is getting out of hand!” Asp said, looking up at Sidewinder-or one of them, at any rate-as he swept his cloak over her.

“All according to the plan, my dear,” Sidewinder said.

Across the roof, Moon Knight slammed his truncheon into the back of Rock Python's head, dropping him, even as Spider-Woman kicked Cottonmouth's legs out from under him. He fell heavily and she pounced.

A few feet away, Hawkeye grabbed the stunned Jan and dove out of the way as the edge Sidewinder's cloak suddenly hardened and sliced at them. It tore a chunk from the roof even as Sidewinder turned,

clawing for the pistol on his belt. Hawkeye came to his feet, arrow ready. He loosed the shaft and Sidewinder laughed as it sped past him.

“Missed by a mile, Barton!”

“Wasn’t aiming at you, scale-lips!” Hawkeye said.

The arrow thudded into center of the steel tendrils still binding Halifax from earlier, causing Rock Python’s trap to pop open. Halifax rose to his feet with a roar, leaping towards Sidewinder, claws out, teeth bared.

Sidewinder peddled backwards in sudden panic, pistol barking. He disappeared in a flash of light and reappeared a few feet away. A sudden click-click sounded in his ear. Death Adder’s signal. He smiled and signaled the other three Sidewinders, who swept across the roof, scooping up Serpent Society members and avoiding the attacks of the Avengers. The last Sidewinder crossed his arms and chuckled.

“Looks like the job is done in one, Avengers. And quicker than I expected,” he said. “How about them apples, hunh?” He gave a cheery wave and vanished in a twist of cloth.

Hawkeye stood, another arrow ready. “What the heck was that about?”

“Revenge?” Druid said, wiping grime from his robes. “They ambushed me. Knocked me senseless-”

“They do that,” Moon Knight grunted. “It wasn’t revenge.”

“Yeah?” Hawkeye said.

“Yeah,” Moon Knight said. “Voelker doesn’t play that card for spilt milk.”

“Maybe he was after you,” Spider-Woman said. “After all, you have been riding his tail since you got here-”

“It doesn’t matter,” the Wasp said. “Whatever they wanted, they obviously got-”

“Or that’s what they want us to think,” Moon Knight grunted. Jan glared at him.

“They’re gone. We’re here. We need to figure out what they were up to while they were and we weren’t.”

“Maybe you do. Me, I’ve got other business,” Moon Knight said, stalking back towards the Mooncopter. “I helped you track down Pym, and you blew it. I’m done, I think.”

“We blew it?” Jan said, taking a step after him. “Wait a minute-”

Hawkeye grabbed her arm. “Let him go, Jan. Frankly, I’m getting sick of his complaining.”

“I second that,” Spider-Woman said, running her hands through her hair. Jan stopped and looked at them both. She appeared about to say something, then stopped. She shook her head.

“Yeah. Okay.” She looked up. “Anyone heard from Tony in a while?”

The Equinox Zone. A shimmering bubble of black energy with bullets bouncing off of it. Not the best place to be, all things considered. But not because of the bullets.

Darkhawk sat up, black bile leaking from between the slits in his mask.

“Oh, I hate that sensation.”

“What sensation? A hole in your chest?” Lena Myers asked. He laughed.

“No, the ‘girlfriend is moving across the country’ sensation.”

“Yeah. That’s pretty bad. Not as bad as the ‘boyfriend is staying in San Francisco’ sensation though.”

“Don’t try and compare sensations with me, lady.” Darkhawk rubbed his chest and looked at her. “Why New York? I just left New York.”

“Damage Control offered me a-a ‘field commission’ I guess you’d call it, with the home office. I’d work out of New York, but be out in the field three days a week. Wakanda, Monster Isle, Scranton-”

“Scranton?”

“You’d be surprised.” She blew a lock of hair out of her face. “I wanted to tell you face to face, but, well-”

“Be fair. I was fighting super-villains,” Darkhawk protested. Granted, that hadn’t worked on his last girlfriend, but still...He raised a hand before she could reply. “Yeah. Yeah, I know. Look, can we talk about this-”

“I thought we were.”

“Somewhere less dangerous.”

“My mind is made up, Chris,” she said. Darkhawk nodded.

“Yeah, I know. I just-” He shook his head. “Later, okay?”

“Later.” She took his hand. “I’m going for cover, okay? You go kick somebody’s ass.”

“I love it when you talk dirty,” he said, rising to his feet. He spread his arms as he let the Darkforce shield dissipate. Lena scrambled away as he thrust himself into the air, glider-wings spread.

He shot straight up, his grapple-claw firing and looping around the ankle of Sunstroke. The villain squawked as he was yanked off-balance. A half-dozen repulsor rays hit him at once and he fell towards the ground. Darkhawk released him and angled himself around, cutting through the air towards Iron-Man and Shatterfist.

“Hey, hey, look who’s back!” he said, plowing into the super-villain from behind.

“Nice of you to join the party,” Iron-Man said. “If you can handle him-”

“Not a-*hck*-problem,” Darkhawk said, prying Shatterfist’s hands off of his throat. “Guy is stronger than I thought.”

"Then get creative," Iron-Man said, rising into the air.

"Get creative, he says," Darkhawk grumbled. He twisted, tossing Shatterfist away. "Fine. I'll get creative."

The gem on his chest flashed and blobs of Darkforce formed around Shatterfist's hands. As the villain struggled to his feet, the blobs spread, crawling down his arms and soon covering him in an ever-shifting sheath of blackness. He struggled soundlessly, but to no avail. "And that's how we take care of that," Darkhawk said.

Above, Iron-Man was scanning the rooftops for any sign of their initial attackers. Not seeing them on the rooftops, he looked around. Several black clad shapes were clustered around the device. What were they-

Tony's eyes widened behind his mask. "Oh no," he said.

With an ear-splitting shriek, the strange device exploded, leaving behind only a crater to mark its presence. Bodies littered the ground. The men had been willing to sacrifice their lives for...what? To destroy a broken machine?

Iron-Man swooped low over the position, scanning for any signs of life.

Nothing. He landed and looked towards Darkhawk. "Where's-ah."

"Looking for me?" Lena said, coming out of one of the nearby buildings. "I'm no fool. I'm not sticking around when the heavyweights start tossing lightning at each other."

"Lightning?" Darkhawk said. "I think that's Tho-HEY!" He turned, clutching at his gem, even as the Darkforce cocoon surrounding Shatterfist abruptly dissipated. Or rather the cocoon that had been around Shatterfist. The super-villain was nowhere to be seen. Darkhawk looked at Iron-Man. "What the-"

"Sunstroke is gone too," Iron-Man said. A bevy of PALs flew back towards him. "One minute he was there, the next-pooof." Iron-Man looked at the still-steaming crater. "There's something going on here. Something we're not seeing."

"Like two unconscious super-villains?" Darkhawk said.

"More than that." Iron-Man slammed a fist into his palm. "Something beneath the surface. "The last we saw of Shatterfist, he was in police custody. Now he's here?" He shook his head. "It doesn't make sense..."

TO BE CONTINUED...

Next issue: Back to the Hyborian Age for issue 40! Hawkeye and co. vs. the eldritch might of Thoth-Amon and the Darkhold Dwarf! And be back here in thirty for the 2009 Avengers West Coast Annual-a Kang/Ultron War tie-in! It's the Avengers West vs. Ultron vs. ...Ultron?

"Father, am I imperfect?" Ultron said, examining its hands. It stood in the center of Henry Pym's lab, staring down at its curled fingers. If it possessed the facial muscles necessary, its face would have displayed frustration.

Pym looked up from the device he'd been working on, and pushed the goggles he wore up onto his head. He smiled.

"Now why would you ask that?"

"I want to know," Ultron said, turning to look at its creator. Pym took his goggles off and tossed them aside.

"Does it matter?"

"I cannot fulfill my function if I am not perfect."

"Can't you?"

"You answer queries with queries, Father."

"Do I?"

Ultron cocked its head. "Please answer the question."

"Perfection is a myth. Unattainable," Pym said, chopping the air with a hand. "My biggest flaw has always been my desire for perfection."

"Attaining perfection is a-a flaw?"

"No. But to seek perfection at the expense of everything else is."

"I...see," Ultron said. "My brother was imperfect," it continued. Pym hesitated, then nodded.

"Yes."

"It was imperfect, because you are imperfect."

"Ye-es."

"Thus, I am imperfect." Ultron sounded happy, if such a thing was possible. It raised its hands. "Imperfect. I am imperfect."

"That pleases you?"

"No." Ultron looked at Pym. "But it will not bother me."

"I-"

Metal screamed. Pym whirled, his hand slapping down to the pistol holstered on his hip. The wall of the lab buckled, tore-

"Impossible!" Pym said. "We're between seconds-"

"Father."

Something stepped through the breach. Behind Pym, Ultron froze, staring at its reflection. The jack-o-lantern grimace seemed to twist up in a snarl.

"Father," Ultron-the original Ultron-said. "I have returned..."

MARVEL 2000 PRESENTS...

"FACETS"

A Kang/Ultron War Tie-In

Written by Josh Reynolds

San Francisco. Earlier.

"Iron-Man's gone, and we're just going to sit here?" Darkhawk said, slamming his fist down on the conference table. "Can't we-"

"Sit down and be quiet?" the Wasp said, not unkindly. "I was hoping, yes." She massaged her temples. She had been staring at the monitor screens for close to an hour, since the team's return from the site of Alkhema's demise.

"You should have let me come," Hawkeye said, leaning against the table. "Sounds like you could have used me."

"It was Iron-Man's call," the Wasp said. She looked up at Hawkeye, her eyes carefully blank. "Clint, I-"

"Save it, boss-lady. We do what we gotta do, right?"

"Unless, of course, we get hijacked," Moon Knight said. He leaned back in his chair, feet up on the table. "When Iron-Man gets back, tell him he owes me a new helicopter."

"We needed all hands on deck," the Wasp said. "You were close."

"So was Wonderman."

"You were closer." The Wasp stood. "And if you hadn't argued-"

"Maybe we could have saved a few of those soldiers," Spider-Woman said. "As it was, we barely saved Quicksilver."

"Enough," the Wasp said, quietly. She laid her palms down on the table. "Doctor?"

"Per your request, I have been attempting to find Henry, but-"

"Henry? You're looking for Hank?" Spider-Woman said. "What about Iron-Man?"

"Iron-Man can take care of himself. But Ultron will be heading straight for Hank, and-" the Wasp began. She stopped, rubbing her face. "I'm not going to argue the point. I'm in charge. We do this my way."

"And if we don't like it?" Moon Knight said. He balanced a moon-dart on the end of one finger and seemed perfectly at ease. A large, clawed hand settled on his shoulder.

"We do our duty, regardless," Halifax rumbled. He tapped the sword sheathed on his hip. "We are Avengers, after all."

"Speak for yourself. I burned my communi-card a good while ago." Moon Knight shrugged off the tiger-man's paw. "I'm here under duress, and only for the duration. Once this is settled, I'm gone."

"Good. Frankly, Mooney-tunes, your whining is starting to get on my nerves," Spider-Woman said. Moon Knight turned towards her.

"And your flippancy is-"

"Quiet," Hawkeye said. He looked at the Wasp. "Well, fearless leader?" She met Hawkeye's placid gaze for a moment, then looked at Druid.

"Go on Doctor. You were saying?"

NoSpace. The redoubt of the Past Hour. The Past Redoubt. A section of Limbo solidified, fortified and manned by a singular entity at the behest of Limbo's lord, Immortus. Or, at least it had been. Until Kang the Conqueror had taken it for his own.

"Fools."

Kang turned from the chronal orb, from the vision of the Avengers West gathered in conference, one finger pressed to his lips. "How can they not see?"

"Lord?" the purple-clad creature standing nearby asked, rubbery face twisting into an expression of fawning confusion. It had lingered in the Past Redoubt for years upon minutes, exiled since its first failure.

"The discord in their midst, fool," Kang said, snapping his fingers. "Ingenious. The architect of such a ploy deserves the highest honors." He looked at the creature. "Your master-former master-tried it once before, in the beginning..." Kang trailed off. "I wonder if this is his doing?"

"Doubtful, Mighty One. I should know, after all," the creature said, a trace of pride in its voice. Kang snorted.

"Yes. You were the first, weren't you?"

"Yes, Lord," the creature said, standing up straighter. "I was the first of the Space Phantoms to battle the Avengers!"

"You failed most ignominiously, as I recall."

"I-yes," the Space Phantom said, deflating, head bowed. His head jerked up. "But it wasn't my fault! The Asgardian-"

"Will be taken care of soon enough," Kang said nonchalantly. He waved a hand and turned back to the orb. "As will Captain America and Iron-Man." Kang stroked his chin.

The Space Phantom grimaced and fell silent. He had been exiled to the Past Redoubt for his failure. The only one of his people to be thus punished for failure, though, in his heart, he knew it was not without purpose. The Redoubt needed a tender. But now, with the coming of Kang, what would become of him? Screwing up his courage, he said, "Master, I-"

The orb flashed suddenly and Kang gave a bark of laughter.

"Ha! As I predicted!"

"Your Majesty?" the Space-Phantom sidled closer.

"He has taken the bait!" Kang slapped his hands together and leaned closer to the orb. "Ultron makes his opening gambit. How utterly delight-" Kang stopped. "Ah."

"Ah, M'Lord?"

"The toy survived." Kang stepped back, crossing his arms. In the swirling depths of the orb, Henry Pym's tesseract lab was visible. It had been ruptured and ruined. A slender form lay in the debris. It suddenly shoved itself upright. Kang smacked his fist into his palm.

"Damnation."

"It is just a machine, my Lor-"

Kang spun, his hand finding the Space Phantom's throat. He hefted the creature and shook it. Then, with a sigh, he flung it aside.

"It is not just 'a machine', fool. It is Ultron."

"But-" The Phantom rubbed his throat.

"One Ultron too many, rather." Kang's hands clenched into fists. "A wild card introduced into my stratagem." He frowned. "This will not do."

"Surely no mere automaton can-"

"It can. There is something in it-some spark-that could-huhm." Kang stopped short. Lips pursed, he gestured to the Phantom. "You."

"Me, my Lord?" The Phantom pointed at himself.

"Yes. Your abilities, are they limited to one reality?"

"Ah-well-I-"

"No matter. They can be improved. Guards!"

Armored soldiers tromped into the viewing room. Kang waved towards the Phantom. "Multi-Chronal Upgrade. See to it."

"What?" the Phantom said, confused. Hands grabbed him and he began to struggle as he was dragged from the room. "No! What are you-Nooooo!"

Kang smiled. The gambit was not a guaranteed success of course. But then, he only needed to delay things a bit. Not prevent them entirely.

It was all just a matter of timing.

Limbo. The Nowhere Place.

Yellowjacket-Hank Pym-leaned against a pillar and watched images float through the fog. Images of a future that would never be. A future where Kang had conquered.

"At least not if I have anything to say about it," he murmured. His cheek jumped as he remorselessly chewed a wad of gum.

"You spoke?" Immortus turned, hands clasped behind his back.

"Me? Nope." Yellowjacket blew a bubble and let it pop.

"It is all simply a matter of timing," Immortus said. "It always comes down to timing."

"We got plenty of that, right?"

"Not as much as one would think, no," Immortus said. "There will be no do-overs, Yellowjacket. Not in this game."

"Did I say it was a game?"

"I know your mind, Yellowjacket," Immortus said softly. "Better than you know." He turned back to the images. "Kang has taken the Past Redoubt."

"That's bad?"

"Quite." Immortus stroked his beard. "It means he now has a foothold in the twenty-first century. One which Ultron cannot breach."

"Unless?"

"Unless he learns what he needs to," Immortus said, meaningfully.

"Want me to rally the troops?"

"No. They lack your particular advantages," Immortus said. Yellowjacket looked at him.

"Yeah?"

"In two hours, Henry Pym will prevent Ultron from learning the secret of the co-existence of Jim Hammond and the Vision. In the process, he will destroy Ultron. Kang will turn his attention fully to this timeline and, in a fit of pique, conquer it. And with it, all that remains."

"Yeah, I'm with you. But why the solo Avenger deal?"

"Henry Pym will destroy Ultron from within the body of the Human Torch," Immortus said. Yellowjacket's eyes widened. He carefully took the gum from his mouth and stuck it to the column.

"I'm coming back for that," he said.

San Francisco. Now.

Time and space distorted, convulsed and spat out a lost boy. Ultron hit the ground hard but rolled to its feet smoothly. Scorch marks and dents marred its formerly pristine form. Cracks in its shell revealed spitting wires and it stood awkwardly.

For the second time in its short existence, Ultron had tasted defeat. It resolved that there would not be a third time. But to make good on that promise, it would need help.

There was only one place to go. Only one person to ask.

"Janet-" Ultron said. Then, "Mother."

Minute sensors rose from its carapace and it 'tasted' the air. Then, with hesitant steps, it set off after the person who would help it save its father.

People screamed and scattered, though Ultron took little notice, its mind awhirl with the horror it had witnessed. Its 'brother'. The first Ultron. Its eyes flared. How could two intelligences, the same in all but age, be so horribly, horribly different. The scene played over and over again in its perfect memory.

With the help of stolen, reverse engineered technology, Ultron had been able to breach the chronal barrier that kept Pym's lab out of phase with reality.

"Father. I have returned," Ultron said, energy crackling around its clenched fingers. "I have come to request your aid."

"My help? I doubt that," Pym said, backing away.

"Stay away from our Father, brother," Ultron had said. It stepped between its father and brother. "Or I will be forced to deactivate you."

"And what are you?" the other had said, head cocked. "A leftover body with a corrupted mind." It gestured and energy exploded from its fingers, throwing its twin backwards. "Nothing. You are less than nothing. A toy."

"I-am-not-" Ultron said, rising to its feet, trying to move forward. "I-"

The original lunged forward, adamantium fingers locking around the throat of the other. "You are an abomination. A violation of my perfection."

"You are imperfect," Ultron said. "We all are."

"Imperfection is for the flesh! I am Ultron! I am perfection incarnate!" the original screeched, artificial emotion coloring every word. Ultron struggled against its strength, trying to find some flaw in its construction.

"If you are Ultron, then I do not wish to be!" it said, twisting, flinging the original away. "You are mad!"

"I am perfect! If that is madness, so be it!" Energy boiled off of the original in waves, sweeping the other from its feet, flinging it away, slamming it back. Software scrambled, Ultron could only lay helpless as the original turned on Pym, eyes flaring crimson.

"Father, would you replace me? I, your greatest creation?"

"In a heartbeat." Pym got to his feet, a strange pistol in his hand. "If by my death I could unmake you, if I could bring back everyone you have ever killed, I would go to Hell quite happily."

"Positively Shakespearean, Father," Ultron cackled. "But we both know such a thing is quite impossible. I am an incontrovertible fact, Father. I am real. I exist. I am perfect. And you will help me grant my perfection to time itself."

"No!" Pym said, firing his pistol. A beam solid sound punctured Ultron's shoulder, forcing aside the molecules of adamantium. Ultron screeched and pounced. A steely fist crunched across Pym's jaw and sent him flying across the room, limp.

"You...hurt me!" Ultron said. His carapace was already resealing but several of his systems had been damaged. He hesitated. "How-No. Inconsequential. I am perfect."

Stooping, Ultron scooped up Pym's unconscious form and left, with nary a glance back at his double.

It had taken an hour for the remaining Ultron's systems to come back online.

Now, its sensors branched out, extending, searching. Pym had installed DNA samples of all the Avengers in its organic cache. A warning flashed. Ultron turned.

The sword slammed into its shoulder joint and it staggered back.

"Have at thee!" Halifax roared, swinging the sword up for another blow. Ultron twitched aside, its hand slapping the sword flat and down.

"No. I have not come to fight with you-

A truncheon bounced off of its head. It stepped back.

"Stop. Please. Listen to-

A burst of Darkforce slammed into it, driving it backwards, pinning it to a wall. It struggled, weapons systems coming online. It ignored them. It could not-would not-attack-

They moved forward, Darkhawk flying overhead, his gem flashing as he kept Ultron pinned.

"He's not fighting back," he said.

"Mayhap we took him by surprise," Halifax grumbled.

"It's a machine. I don't think you can surprise it," Moon Knight said, retrieving his truncheon and spinning it. He looked back at Hawkeye. "EMP arrow?"

"If I thought it would work, sure," Hawkeye said. He crouched on the roof of a nearby car, arrow ready, face grim. "Last few models were case-hardened. I doubt this one is any different."

"I did not come to fight-" Ultron began again. "I-"

"Tried to kill me," Hank Pym said, standing near Hawkeye, looking disheveled and exhausted. "I should have listened to you," he continued, looking up at the Wasp. "I should have-"

"Father!" Ultron struggled. "You aren't-wait-you-" Its sensors pinged. "You are not Father."

"No. I'm not. I'm no father of yours, monster," Pym said, pointing with one trembling finger. "You tried to kill me. Just like before!"

Earlier.

A slice of light illuminated the conference room. The Avengers reacted as one, readying themselves for a fight.

"Is it Kang?" Spider-Woman said.

"No, it's-" Darkhawk said.

"Hank!" the Wasp said, hurtling towards the figure, arms out to catch the form that tumbled through.

"J-Jan?" Pym gasped, clutching her. "It-its all gone wrong. Wrong."

"Hank, where did you-" Jan began. Pym clutched at her, pulling himself upright.

"Ultron. It was Ultron, all the time..." Hank gasped. Bloody cuts marred his handsome features, and his clothing was singed and torn. He looked up at his ex-wife, eyes brimming with sorrow. Regret. "I rebuilt Ultron."

"Hank, we know. We've seen it. You said-"

"I was wrong!" Hank barked, shoving her away and rising unsteadily to his feet. "There was backup software, hidden in the components! It reactivated the original programming-"

"Calm thyself," Halifax rumbled, catching Hank by the shoulders. "Speak softly."

"I-I-" Hank shook his head. "It tricked me. Just like every other time. It tricked me," he said, his hands clenching into fists. He looked up, eyes wide. "And now it's going to kill everything!"

"Ahhk!" Druid said, features twisting. Leaning over the table, he rubbed his head. "Something-a rift in-in time?" He looked at Pym, then at the Wasp. "Something has fallen out from the spaces between minutes...something that should not exist..."

"Ultron!" Pym shouted. "He's followed me!"

Now.

"You tried to kill me. Just like before!" Pym said.

"Which means we take him apart. Just like before," Hawkeye said. The arrow hissed from his bow and sank into Ultron's eye. Electricity surged through its form and it squawked in distress. Shuddering, it swung both hands backwards and shattered the wall it was pinned against. Ultron fell backwards and tumbled to the floor. It shot to its feet, defensive options flowing through its mind. It could flee. But that would not help matters to any appreciable degree. It could fight, but the same applied. The only option was to-

Another arrow caught it. Sonic vibrations ripped through its frame and it stumbled forward. Halifax and Darkhawk barreled through the hole. The tiger-man's sword caught Ultron under one arm. Ultron slammed its arm down, catching the blade. It spun, ripping the sword away from its owner and smashing it across Darkhawk's skull.

Halifax roared and drove a furry fist into Ultron's face. It stepped back, the antenna on either side of its skull rising.

Option three. The encephalo-ray

Halifax fell, clawing at his ears, snarling. Ultron stepped over him, the ray still broadcasting. The Avengers fell, one by one, their nervous systems overcome by the beam.

All except one.

Pym looked around, face contorted. "Wait-what?"

"You are out of synch with this reality," Ultron said. "You are not Henry Pym."

"I-"

"You are not my father," Ultron said, stepping closer. "What are you?"

Pym did not answer. His form blurred, rippled and suddenly was no more. Instead, the yellow-clad form of the X-Man known as Wolverine lunged forward, adamantium claws springing from between his knuckles! Ultron staggered as the claws scraped down its carapace in a shower of sparks. Ultron swung an arm, but Wolverine was gone, and in his place, a six-armed Spider-Man bounded up and around, slamming quick blows into the reeling machine.

"Give it up, machine," Spider-Man crowed. "I can become anyone, anything! My power is-"

"Inefficient to the task at hand, creature," Ultron said, hand flashing out, fingers curling around the throat of the protean being facing it. The being struggled, blurred and became large, green and loud.

"SPACE-PHANTOM SMASH!"

Elsewhere.

“Father-”

“Don’t call me that.” Pym did not look up from the examination table. On it, the body of the original Human Torch lay, deactivated. Dead, for all intents and purposes. “My responsibility for you ended a long time ago.”

“Did it?” Ultron said, standing on the other side of the table. “I think not, Father.”

“What you think is of little concern to me,” Pym said. He looked up, meeting his creation’s crimson gaze. “If you even think at all.”

“Insults? How pedestrian of you,” Ultron said. “Regardless, you will do as I say.”

“And that is?”

“Why does this still exist?” Ultron said, gesturing. “I used it as the template upon which the Vision was built. Yet here it sits. Whole. Unchanged. Reeking of false flesh. How?”

Pym didn’t reply. His mind was awl. How much did Ultron know? How much had it already postulated? He looked at the Human Torch.

“I don’t know,” he said. Head cocked, Ultron examined him.

“You are lying.”

“No,” Pym said. “No, I’m not.”

“You are the third smartest organic on this miserable mudball, Father.” Ultron came around the table. Pym tried to step back, but Ultron grabbed his arm. “What’s more, you have access to the Avengers files. The accumulated history of their encounters with beings who should-by all rights-not exist.”

“What-”

“Kang.” Ultron lifted Pym by his shoulder, causing the scientist to gasp in pain. “What part did Kang play in this being’s continued existence? Why did he do it?”

Pym gritted his teeth. He knew perfectly well that Kang had had nothing to do with the temporal trickery that had led to the existence of both the Vision and the Human Torch. That it had, in fact, been the machinations of Immortus.

“I don’t know!” Pym said. Ultron tossed him aside.

“Then you will find out, Father!” Ultron sank to its haunches, eyes blazing. “You will investigate every nook, every cranny. You will record every discrepancy between that thing-” It waved a hand at the body on the table. “And the Vision!”

“And if I say no?”

Ultron stood. It snapped its fingers and the wall behind the table faded, revealing the street outside. People walked, shopped, talked. Pym paled.

“No...”

“If you do not, Father, I will do to Los Angeles what you have always feared I would. I will scour it of organic life. And on your head be it...”

San Francisco.

“SPACE-PHANTOM SMASH!”

The Phantom-Hulk’s fists smashed into the street. Ultron leaped out of the way. Fingers digging into the pavement, Ultron spun and light flared from its palms. The Hulk screamed and wavered, becoming something even larger and more green.

Fin Fang Foom dropped a foot onto Ultron, smashing it into the street and below, into the sewers. Carefully, the creature raised its foot and stepped back. It gazed down into the hole it had made, lungs working like a bellows. After a moment it raised its fists and roared in triumph.

An arrow struck its back and exploded. The beast turned, eyes widening.

“Hey! Guess what, plug-ugly?” Hawkeye said, staring down the length of another arrow. “We just figured out that you’re not Hank Pym.”

Flames burst from Fin Fang Foom’s mouth, incinerating the car Hawkeye stood on, even as the purple-clad archer was carried out of harm’s way by Spider-Woman. Druid shouted a garbled string of words and mystic lightning struck the dragon in the head. The creature screeched and shrunk, becoming something smaller, less of a target. The Mindless One’s cyclopean eye flared and Druid summoned a shield of crimson light as the energy beam arrowed towards him. The Mindless One turned, shifting, becoming something else. Crimson strands of living fluid extended from a thin form, stabbing towards the Avengers.

Halifax’s sword cut through several of the tendrils, and he lunged, blade extended. Carnage became the Juggernaut, the blade skidding across his dark blue and yellow armor. The Juggernaut turned, the power of Charles Xavier’s mind stabbing out, causing the knight of Wundagore to growl in pain as his thoughts were turned into pure, jagged crystal.

The Wasp flew in front of the Phantom-Juggernaut, her stings penetrating the eyeslits of his helmet. He stumbled, swiping blindly, form ballooning and then dwindling, shrinking, curling, becoming-

Moon Knight slammed his truncheon into the back of Darkdevil’s head, before the demonically possessed Daredevil could unleash a burst of hellfire. Darkdevil became Hellcat and rolled with the blow, springing to her feet, turning-

The arrow caught her in the shoulder and she was knocked back, changing even as she fell, becoming-

“Darkhawk, now!” the Wasp said.

A bubble of Darkforce suddenly blossomed into being around the Space-Phantom, sealing it away. Trapping it. Darkhawk landed, the bubble hovering overhead.

“What the heck was that?” he said.

"Organism designated as 'Space-Phantom'," Ultron said, pulling itself out of the hole in the street. "A native of Limbo-"

"Hold it right there," Hawkeye said, taking aim. "Don't move, bag o' bolts."

Ultron stopped, half in, half out of the hole. The Wasp, back at full height, moved forward slowly.

"You didn't attack Hank, did you?" she said.

"No. He-my father-we were attacked by Ultron."

"But you're-"

"The prototype." Ultron stood slowly. "My brother."

"And you-what-got your butt kicked?" Darkhawk said.

"There was no kicking involved," Ultron said. The Wasp touched its chest. Ultron looked down. "It took him, Mother."

"I-" the Wasp stepped back, shaking her head. "Don't call me that."

Ultron didn't reply. Then, "I cannot defeat it. I am imperfect and Ultron is far more powerful. I need help," it said, almost plaintively.

"So what's the deal with this creep, then?" Darkhawk said.

"He's a Space-Phantom," Moon Knight said, looking up at the sphere. "But not a normal one." He looked at the Wasp. "They put their victims in Limbo, don't they?"

"He has been tampered with in some way," Druid said. "He's fairly dripping with temporal energy." Straightening his robes, he frowned. "The question is-"

"Why he decided to show up here and now," Spider-Woman finished.

"Kang." The Wasp turned away from Ultron and pointed at the sphere. "We can't worry about that right now, though." She turned back to Ultron. "Can you find them?"

"Easily," Ultron said. "But-"

"Good." She looked at Darkhawk. "There was a containment cell in the brownstone. I want you to-"

"NO!" The Darkforce sphere exploded. Something horrible dropped to the ground, breathing heavily. It stood, muscles rippling beneath a scaly hide. The Abomination flashed long, yellow fangs, the enormous 'G' tattoo on his face twisting. "I will not be imprisoned! I will not be exiled! Not again!" A green hand snatched Darkhawk up and hurled him at the others. Then, with a mighty leap, the creature was gone.

"Damn it!" Hawkeye said. He looked at Darkhawk. "I thought that Darkforce stuff of yours was supposed to be strong!"

"It's-I've never had to hold something that could-" Darkhawk began, getting to his feet.

"Never mind, Chris," the Wasp said. She looked at Ultron. "Find him. Them."

Los Angeles.

Pym gritted his teeth as his form shrank, shedding mass. Soon, he was the merest sliver of matter, standing on Ultron's palm.

"I could crush you, Father. Literally, in this case. How does that feel?" Ultron's voice purred in Pym's ear. The communication device Ultron had placed there throbbed unpleasantly.

"You won't," Pym said.

"You are correct, of course. Idle curiosity, Father. Nothing more." Ultron lowered its hand towards the body of the Human Torch and Pym hopped off. The Torch's chest was a plain of red from Pym's point of view, the muscles mountains, the strip of yellow that ran around the android's waist a sea of gold.

The air tasted different at this size. Smelled different. Pym allowed himself the briefest of moments. Just a few seconds to acclimate-

"You are stalling, Father," Ultron whispered.

"Am I? I hadn't noticed."

A shadow fell over Pym. He looked up into Ultron's titanic, hideous features. Pitted pores in the metal, flakes of rust, and the horrible roiling energies that filled its mouth and eyes.

"I will kill them, Father. I will decimate this city, and all that lives within it, unless you discover the secrets which lie within this thing for me."

Without answering, Pym slipped through the molecules which made up the Human Torch's chest and into a world of alien beauty. Strange devices rotated and curled with hushed whispers. He had been here before, but the clear, crystalline tubes that filled the sky overhead, ever-pregnant with flame and fire, never failed to take his breath away. It was like being in the heart of some alien sun. He tapped his palm and a square device that had been shrunk and hidden beneath the lifelines in his hand expanded to fill his fingers. Taking a breath, he placed it to his ear.

"Father, what are yOUAWWRK!" Ultron's voice dissolved into mindless static and a brief flurry of sparks filled the air. Wincing, Pym pulled the communication device from his ear and tossed it aside.

"That takes care of that." He sighed and looked around. Beautiful. A shame that things had come to this. He hoped Hammond would understand. Probably not, though.

Settling on his haunches, Pym grew another device, this one an understated tripod. At the top, a sphere. Pym ran his fingers over the smooth surface of the sphere, his genetic pattern setting a countdown sequence.

He only had a few minutes, he figured. It would take Ultron that long to process through the necessary options-

"That's new."

Pym whirled.

“Hiya, boss,” Yellowjacket said, leaning against a spiraling column of techno-organic matter. He gave a little wave, a bubble of bubblegum popping in his mouth. “Been awhile, hunh?”

Los Angeles.

The Avengers West stood on a platform composed of Darkhawk’s Darkforce, looking down on a battered looking warehouse.

“Are you sure?” the Wasp said, hovering over Ultron’s shoulder. The android looked up.

“Of course.”

“I don’t buy it,” Hawkeye said. “If Ultron were hiding in LA-”

“He is not hiding. He is preparing,” Ultron said, turning. “He-”

“You,” Spider-Woman said, pointedly. “You’re both Ultron.”

“No. I am not.” Ultron stepped away from them. “I am free to choose my own name.”

“Yeah? And what’s that?”

“I am Nikola.” Ultron turned and leapt from the platform. The street crunched beneath his feet and he began to run towards the warehouse.

“Nikola?” Darkhawk asked.

“Nikola Tesla,” Doctor Druid said. “One of Dr. Pym’s heroes.”

“Crazy robot named after a crazy scientist. Good enough,” Moon Knight said. “We might want to catch up with him.”

“Ask and ye shall receive,” Darkhawk said. He arrowed after Ultron, pulling the disk carrying the other Avengers behind him.

Nikola hit the doors, tearing them asunder. He stood as the dust settled. “Father!”

“Dead, I hope,” Ultron said, arms crossed. It stood as if waiting for them. “Was this a trap, then? Is Kang pulling your strings, toy?”

“I am no toy, brother,” Nikola said. “No more so than you.”

“It’s over, Ultron! Where’s Hank?” the Wasp said, as the Avengers crashed through the roof. Ultron looked up, then looked back at Nikola.

“You go to organics for help?”

"We use the tools at hand, brother," Nikola said, charging towards Ultron.

Inside the body of Jim Hammond.

"You don't look surprised," Yellowjacket said, sauntering towards his future-self. Pym stood slowly. His face was neutral. Yellowjacket felt his confidence erode slightly.

"There's technology in here that wasn't here the last time I visited. It's similar to tech I saw in Chronopolis. Which implies time-travelers. Ergo-" Pym shrugged.

"My presence comes as no surprise?" Yellowjacket said.

"Not in the sense you mean, no," Pym said. He put his hands in the pockets of his coat and smiled thinly. "I bet you expected a rather more vipurative reaction."

"I was hoping for a bit more shock and awe, yeah." Yellowjacket shrugged, mirroring Pym's movement from earlier. "Especially since this is the last time you and I will be face to face."

"Oh?" Pym said. "I can't say I'm sorry."

"Yeah." Yellowjacket looked momentarily uncomfortable. Then, "Step away from that doo-hickey."

"No."

"Look, I came here to bust up that toy. I don't need to bust you up with it."

"Immortus?" Pym asked. Yellowjacket fell silent. Pym nodded. "I saw Kang's ships arrive, just before Ultron kidnapped me. I suppose it stands to reason-"

"Does it matter? You really can't mean to actually set that thing off."

"Oh, but I do.'

"You can't be serious!" Yellowjacket said. "I recognize that thing! It's a reverse engineered Nega-bomb-"

"Modified Nega-bomb," Pym corrected. He smiled. "Implosion, rather than explosion."

"How did you even-" Yellowjacket clapped a hand to his forehead. "You know what? I'm not even going to ask-"

"A sample from Genis' Nega-bands," Pym said. "As a semi-organic metal, they shedded 'skin' flakes-"

"Two minutes and I've got a migraine," Yellowjacket looked up, windmilling his arms. "How do people stand me?"

"They don't."

Yellowjacket dropped his arms. He frowned. "That's a bit harsh."

"I learned from you," Pym said. "I learned a lot of things from you."

"Ouch," Yellowjacket mimed being stabbed. "Right to the heart."

"Why are you here? Really?"

"I told you," Yellowjacket said, circling Pym.

"You want Ultron to succeed," Pym said.

"That ain't what I said."

"Implication," Pym said. He crossed his arms. "I don't care what secret war you're fighting. It's not going to happen."

"Oh really? Who's going to stop me? You?"

"Who else is there?" Pym said. Before Yellowjacket could react, his future-self lunged at him. Swiftly, Pym clamped his hands around Yellowjacket's head. Electricity coursed from the thin disks attached to Pym's palms through the yellow and black clad adventurer and he screamed. A fist connected with Pym's jaw and he stumbled back. Yellowjacket fell, smoldering.

He crawled to his feet and shook his head. "Ya forgot that my-my costume was insulated," he coughed. Pym stepped forward.

"No. I just forgot by how much."

"Jerk," Yellowjacket snarled. He swept his leg out, catching Pym in the ankle, knocking him down. He leaped on his double. Pym grabbed his wrists and jerked his twin forward, so that his forehead connected with Yellowjacket's jaw with a sharp crack.

"Pot, kettle, obsidian." Pym rolled to his feet. Yellowjacket mirrored him.

"I don't remember you-us-being this good a fighter."

"There's a lot you don't know." Pym clapped his hands together, eliciting a spark between his palms. "For instance, you don't know that I started the countdown four minutes ago."

Ultron fell backwards, tackled by Nikola. Metal crashed against metal for a brief moment and then Nikola was hurtling upwards, thrown by his twin. He crashed through the Darkforce platform, shattering it. Moon Knight fired his truncheon, hooking a support beam and swinging to safety. Druid levitated the others safely to the floor, where Halifax and Spider-Woman leapt to the attack.

"Fools! Organic nuisances!"

"That's us," Spider-Woman said, dodging an energy blast and catching Ultron in the neck with her arm. She spun, toppling it towards Halifax's ready sword. The blade skidded off of Ultron's adamantium hide, but the force of Halifax's blow sent it flying.

Ultron picked itself up, eyes flaring.

"You cannot stop me."

"Sure as heck can try," Hawkeye said, sending an arrow singing towards the mad machine. Even as the arrow exploded, Darkhawk formed a Darkforce bubble around explosion and robot both, containing and intensifying the force unleashed. The Darkforce bubble went bouncing at a gesture from its creator.

"That wasn't so tough," Darkhawk said.

"Overconfidence is a common weakness among organics," Ultron said, stepping out from nowhere and wrapping an arm around the dark-clad hero's throat.

"Holy-"

"Hardly." Ultron slung Darkhawk into a wall. Four more Ultrons stepped out of the shadows that lingered in the corners of the warehouse. "Though, much like the mythical diety, Ultron is omnipresent."

"But not omnipotent," Moon Knight said, swinging down. He released his line at its apex and fell towards the closest of the Ultrons. As it turned to meet him, he shoved his truncheon into its grinning maw and flipped over its head. The Ultron's skull was ripped apart by an explosion and its writhing body toppled.

"No. But we are quite close," Ultron said. Its voices echoed from all around the warehouse. Dozens of Ultrons seemed to pour out of the walls, eyes glowing crimson. Inferior models, half-built some of them, but all annd each undeniably Ultron.

"Plan, fearless leader?" Hawkeye said, firing arrows as quickly as his hands could move. The Wasp said nothing, instead concentrating on the attacking machines, her wasp stings inadequate in the cases of most.

"Doctor, can you not-" Halifax began, glancing at Druid, but was silenced as two Ultrons barreled into him, knocking him to the floor. Druid sent a crackling blast into the back of one, causing to jerk and collapse.

"I'm afraid my magics are quite weak where technology is concerned," Druid said. "We need Iron-Man!"

"No. You do not," Nikola said, dropping to the floor in a crouch. Hissing arcs of azure light crawled over him as he stood, antennas bristling from his form. Head tilted back, he said, "01010100000112-"

Abruptly, the nearest Ultrons stiffened and collapsed, as if they were puppets whose strings had been cut. Nikola pivoted, droning voice rattling off numbers. More Ultrons twitched and fell.

"Blasphemy!" Ultron-one of them-screamed. It lunged out of the press of bodies, fingers hooked like claws. It tossed aside Moon Knight and Druid, intent on reaching its 'brother'.

"Not quite," the Wasp said, streaking forward. Eyes closed, teeth gritted, she threw herself into Ultron's mouth, wasp-stings firing. But before she could reach her target, everything went-

-white-

Inside the body of Jim Hammond. Three seconds earlier.

"You-" Yellowjacket's jaw dropped. He dove for the bomb. Pym tackled him and they sprawled, wrestling.

"You can't do this, damn it!" Yellowjacket said.

"I can and will," Pym grunted. "Ultron dies."

"So will you! Us!"

"Isn't it worth it? To end him? To end all of the horror Ultron has wrought?"

"Not if it means letting Kang win!" Yellowjacket said, hammering his fists into Pym's face and jaw. Pym fell back, stunned. Yellowjacket leaped over him, reaching desperately-

Time stopped.

Yellowjacket whirled, looking around. "Immortus?"

Quite. It is done. The voice came out of nowhere and everywhere. Yellowjacket grimaced.

"But the bomb-"

Is no longer what it once was. Observe.

The bomb began to glow, softly at first, then brighter and brighter. Yellowjacket shaded his eyes. "What the hell-"

It is all a matter of timing...

"...my friend," Immortus said. Yellowjacket looked around, then at Immortus.

"You brought me back? But-"

"Kang tampered with the inner workings of the Human Torch. Made him a temporal resonator. A tuning fork of time, if you will. When the right vibration was sounded, well..." Immortus gestured.

Images coalesced. The warehouse. The body of Jim Hammond glowing, brighter and brighter and then...nothing. Where once the warehouse was full, now it was empty. Yellowjacket turned, eyes narrowed.

"You set it off. The temporal whatchamacallit. You tampered with Pym's bomb and set it off!"

"Of course." Immortus smiled. "The pieces have to be in place before the end game can begin, Yellowjacket. Now that we have accomplished that, things can truly begin..."

TO BE CONTINUED IN THE KANG/ULTRON WAR # 5!

Zelda Dubois had always been scared. Scared of life, of men, of happiness. Scared of everything. But she had never truly been terrified. Such extremes had been beyond her. Until now.

Terror bubbled within her as she manipulated the fiery energies that flared in her gut like a shred of bad meat. Terror of the power that she now possessed. Terror of what it meant, terror of what the future might hold.

"Concentrate," the Sphinx said, softly. Anath-Na-Mut. She knew his name. The stone embedded in her forehead, crimson dendrites curled around her lobes like the warm length of a sunning serpent, had whispered it to her. Of his quest for immortality, for power, then for death. And, finally, for what? Something new? She had given a short jolt of the power she held, enough to reinvigorate him.

"I am," she said. "It's...hard. It's-"

"I understand." Graceful gray fingers traced her temples, massaging her thoughts back into some semblance of order. "It wants to do everything at once. Your mind is a dam, holding the waters of power at bay." The Sphinx leaned close, his breath tickling her ear. "Release the pressure. Otherwise, you will find it impossible to concentrate enough to breach the infernal defenses that surround our goal."

"How do I-"

"Take us somewhere else first. A short trip. To burn off the excess of power building in your soul. From there, we will then leap to confront our foes."

"Ah," she said. Her eyes flared. "I know where."

Everything went crimson. Something shrieked.

The Sphinx spun, fingers digging into a scaled muzzle as it darted for his bull-throat. "What-"

"Zelda?" Hawkeye said, stumbling back in surprise, blood welling from the cuts on his face and arms. "Where did you-"

"I found you," Zelda said. "I thought of you and I-"

"The Stone!" Conan bellowed, his arms wrapped around the throat of a rearing snake-thing. Red Sonja rammed her sword through the creature's belly even as she looked up at the Cimmerian's cry.

"Stone? Nybastes' stone?"

The snake-thing screeched and clawed at the blade in its gut even as it backhanded the swordswoman aside. Conan cursed and rolled his shoulders, wrenching at its neck. Bones popped and cracked, but the creature continued to fight, trying to pull the Cimmerian from its shoulders. Finally, with a weak hiss, it toppled, dead. Again.

"What have you landed us in the middle of, woman?" the Sphinx said, hurling the snake-thing that had attacked him aside, its neck snapped, body limp. "What is going on here?"

MARVEL 2000 PRESENTS...

"ASSEMBLE"

Written by Josh Reynolds

Stygia.

"Ah!" Thoth-Amon barked as the scrying orb he'd been viewing exploded suddenly. "By the scales of Set!"

"Looks like your circuit breaker done gone and blowed up," the Dwarf cackled, clapping pudgy hands. Clad in ragged black robes, all that could be seen of the demon's face was a pair of crimson eyes and a wide, white-toothed smile. "What happened?"

"Something," Thoth-Amon said, examining his bloody fingers. The Dwarf grunted.

"Something?"

"I don't know," the high priest of Set said. "Mind your tone, child of Chthon."

"Don't get defensive on me now, Priest of Set." The Dwarf pointed a finger at his opposite number. "Are they dead?"

"Not that I could see."

"Then we have a problem, don't we?" The Dwarf turned, looking up at the unconscious form of Rama-Tut, strung up by his arms on a makeshift cross. "Use the Stone."

"No," Thoth-Amon said, absently stroking the ruby on the ring he wore. The Dwarf turned.

"No?"

"No. It is not yet time."

"Time? Time for what?" the Dwarf hissed. "I knew I should have sought out Kulan-Gath-"

"Gath is a blithering ass," Thoth-Amon said. "He would have seen you as a threat to his power. I, however, know your purpose is only to return to your proper era, in order to more fully serve Chthon. Which is why he-" He gestured at Rama-Tut. "Is still alive."

"Which is why we need the other part of that stone!" the Dwarf said. "Now go and get it for me!"

"Why should I do that, when they will simply bring it here, to us?" Thoth-Amon laughed lightly and spread his arms. "And when they arrive, the children of Set will eat their bones and we will pluck the Stone from their ragged remnants!"

Meroe.

Hawkeye lunged, jamming the arrows he held clutched in his fists into the snake-thing's eyes. It shrieked and reared back, tail lashing, cracking the tiles on the floor. Hawkeye flipped out of the way, even as Princess Python gestured.

"Glaucou."

The augmented python slithered forward, coiling up and around its demonic 'cousin', squeezing it and electrifying it in the same twitch of muscle. The creature screamed as smoke boiled off of it. Zelda turned and smiled at Clint.

"You're looking well."

"And you look-ah-well-scary," Hawkeye said. He tapped his forehead. "That's new."

"Not really. But I take your meaning," she said, turning back as the second of the snake beasts slid towards them, struggling with the Sphinx. Hawkeye jumped aside as they rolled past.

"Where'd you find him?"

"I didn't. The Stone did." Princess Python extended her arm and clenched her fist. Red lightning tore from her fingers, striking the beast that Conan and Red Sonja battled-the creature that had once been the merchant Nybastes-and illuminating it inside out. It toppled, bloody froth and mist streaming from its pores and orifices. Conan whirled, glaring at her.

"If you think I'll thank you for that, wench, I'll-"

"You're welcome," Zelda said. She staggered, clutching her head. Conan leapt forward, catching her.

"Crom! Are you-"

"It's tiring..." Zelda said softly.

"Ha! Not so much of a witch then, eh?" Sonja barked, snagging her sword up out of Nybastes' charred form and gesturing. "Hold her while I cut that gem out of her, Cimmerian. We'll split the profits."

"Wow. There's a one track mind if I ever saw one," Hawkeye said. Red Sonja snarled and swung her sword towards him, but he batted it aside with his bow. "Careful with that. People will talk."

"You-"

"I require aid," the Sphinx said, ramming the skull of his opponent into the floor. "Without my Ka Stone, I lack the strength necessary to defeACK!" A serpentine tail wrapped around his throat and hurled him away. Red Sonja reacted instinctively, leaping over the hurtling body of the Sphinx and driving her sword point-first through the serpent-man's head. Pinned to the floor, it thrashed wildly. Sonja jumped back, cursing.

"Cimmerian! Help me!"

"I got it," Hawkeye said. "Eight-ball, corner pocket, coming up." Swiftly, he fired an arrow into the creature's wide open eye, sinking it into the brain behind. The snake-thing shuddered, then went still. Hawkeye let loose a breath. "One more, kids."

"Not likely," Conan said, setting Zelda back onto her feet. "The witch's pet has done for it." Hawkeye turned and saw that Conan spoke the truth. Glaucon slowly unwound from around the crushed and fried corpse of the third serpent man and slithered towards his mistress. She rubbed its blunt skull and looked around. Then, her gaze turned towards the Sphinx.

"Egypt was not as you expected it, was it, Anath-Na-Mut?"

"An understatement if I've ever heard one, woman," the Sphinx said. "It was a land of sorcery, aye, even in my day. But there was order there. But here, in this time, something as old as blood and death rules my home..."

"Set," Conan said, the word coming out like a curse. "And the head snake is a dog named-"

"Thoth-Amon," Princess Python said, rubbing the stone that peeked from her flesh. "I can hear his thoughts, dim and distant, at the edges of my mind. He holds the other Stone."

"Wait. Whoa. Hold up. 'Other Stone'?" Hawkeye raised his hand. "Are we talking another Ka Stone? Really? Cause that would be bad."

"Define 'bad', mortal," the Sphinx said, crossing his arms. "The presence of a second stone is why I and my partner chose this particular branch of time's river..."

"Partner?" Hawkeye said.

The Sphinx smiled. "Rama-Tut. The Last Pharaoh."

Stygia.

Rama-Tut awoke to the sensation of pain. His eyes shot wide, then closed reflexively as a groan slipped his lips. Gingerly, muscles aching, he tested his bonds.

"Useless, pilgrim of other days," Thoth-Amon murmured, looking up at him. Tut grimaced.

"While I live, I strive," he said, his voice rusty. Thoth-Amon nodded, as if it had never occurred to him that it might be otherwise.

"As all men do. Your ally is coming for you."

"Really?" Tut felt a momentary surprise. The high priest of Set smiled.

"Loyalty is a rare commodity. As is the ability to travel through time."

"Yes," Tut said, licking his bloody lips. His eyes narrowed. Thoth-Amon returned his gaze, as placid as a snake that had just swallowed a mouse.

"You can do it?"

"Travel through time? Yes. You could say that." Rama-Tut twisted his head. "Where is your diminutive ally?"

“Otherwise occupied, preparing a reception for yours.” Thoth-Amon held up a hand, the ruby on his finger flashing. “Why did you want these gems?”

“Power.”

“To travel through time?”

“To remake time. To seal it off.”

“Seal it-” Thoth-Amon hesitated. “Why?”

“A war. A war in between moments, spreading across diverse shadows of time,” Rama-Tut said. He laughed. “I sought to escape it, to carve for myself a hidden kingdom in the time before recorded time.”

“And your ally?”

“The same, though for different reasons. Instead...”

“Yes. Instead.” Thoth-Amon lowered his hand and gazed at the gem thoughtfully. “I can feel it. In my head. Such power, such...” he trailed off. “With two, one could alter all of reality to suit any whim, yes?”

“You already know that.”

“I only know what the Dwarf has told me.”

“Yes, funny that,” Rama-Tut said. “I know little of occult matters, but I was always under the impression that the Elder Gods did not get along well.”

“Impressions are often correct. Dominance is the hunger that all gods are prey to, Elder or otherwise,” Thoth-Amon said idly. “Set wishes to rule here, as does Chthon, Gaea, others.”

“Yet you still trust the Dwarf.”

“Don’t be silly. Thoth-Amon trusts no one.” The priest looked up, frowning. “The Dwarf wishes to return to his own place and time. Like many creatures of his ilk, he lives in the moment, and when he is taken from that moment, he grows wretched.”

“Which is why I still live,” Rama-Tut said. Thoth-Amon shook his head.

“No. You live, because I may have need of you.” Thoth-Amon fell silent. Then, “I have never thought in terms of past or future, really. Merely in terms of my own benefit. But when opportunity falls in one’s lap, one must take it, yes?”

“It depends on the opportunity,” Tut said.

Thoth-Amon smiled.

Meroe.

"Hunh. Didn't see that one coming." Hawkeye said, rubbing his chin. "Probably should have though. You both have that Egyptian theme going. Bad guys love themes."

"We do, it's true," Princess Python said, stroking Glaucon's head. "Serpent Society, Zodiac, the Wrecking Crew."

"Do you follow their meaning, Cimmerian?" Sonja said. Conan shrugged.

"Meaningless babble. I'm for the nearest tavern."

"Without the stone?"

"If you want to pry it out of the witch's head, you can attempt it on your own. I'm weary, my throat is parched and I have no love of magic." Conan waved a hand and headed for the door.

"You know, he did say there was a second stone. A bigger stone, right Zelda?" Hawkeye said. She hesitated, then nodded.

"Quite a bit larger."

Conan paused, then turned. Stroking his chin, he swept his gaze over them. "Larger, you say? And your intent is to...what? Steal it from under Thoth-Amon's very nose?"

"Madness," Red Sonja said, but she was smiling slightly. "Glorious madness."

"Aye, my thoughts exactly." Conan slapped a hand to his sword hilt. "Divided five ways?"

"Divided-" the Sphinx began, his eyes blazing. Zelda raised a hand.

"To decide before we have it in hand is foolish. First, we must find it and take it away from its current owner."

Hawkeye looked at her, considering. She had changed in the time since she had disappeared. Or maybe it was simply more evident now than before. Become better than before. Power did that to you, he mused.

"So this-ah-Thoth-Amon took the other Ka-Stone from you?" he said, addressing the Sphinx.

"He, and one other."

"Short guy, natty suit, greased-back hair?" Hawkeye said, gesturing. The Sphinx blinked.

"If you mean a dwarf, aye."

"Ha. Knew it. That sound familiar, Z?" Hawkeye looked at Zelda. She frowned.

"That creature from before? At Mount Wundagore?"

"Yep." Hawkeye twirled his bow. "Figures. Probably why we wound up here. Got caught up in his wake." He frowned. "Guess he wants to go home too. Which means, on top of everything else, we've got to stop him."

“Easy enough.” Red Sonja drew her sword and leaned forward on the hilt. “A dwarf dies as easily as another man.”

“Ain’t exactly a man, is he?” Hawkeye said. He chewed his lower lip, looking around. “They got to know we’re coming.”

“And so?” Conan said. “We have the witch, and this...creature,” he said, gesturing at the Sphinx. “I have faced the sorcerer before.”

“Good to know.” Hawkeye looked at Zelda. “Think you can hoo-doo us to the location of the other stone. Direct line, no waiting?”

“I-” Zelda paused, then nodded. “Yes. I can hear it. Calling to me. They want to be one again.”

“Ho-kay,” Hawkeye shook his head. He met the Sphinx’s gaze. “You going to play nice?”

“My Stone aside, I have little love for the abominations festering in the heart of my homeland.” The Sphinx crossed his arms, eyes glowing red. “They must pay for their perfidy.”

“Good enough.” Hawkeye turned, looking at Conan and Red Sonja. “I promised you that Stone, big guy. Guess we get to see whether I can deliver, hunh?”

Conan smirked. Red Sonja laughed and raised her sword. “Where Thoth-Amon lurks, there will be much wealth. The old serpent ever did gild his lair.”

“Guess that answers that.” Hawkeye readied his bow. “Zelda, if you please.”

Stygia.

The Dwarf twitched in his robes, something hard and sharp shifting beneath his pasty skin. He was one of the first born of the N’Garai, and had worn his diminutive shape for centuries upon centuries.

Just not these centuries.

Time scratched against him, hemming him in, trying to force him into his proper shape. Demons lived in the moment, and when the moment was wrong, the consequences were, at the very least, uncomfortable.

He clenched pudgy hands and leaned forward against the balcony. Below, temple guards swarmed this way and that, clutching gilded spears. They were soft, those men. Unprepared for what was coming.

“Indolent as summer snakes,” he said softly.

Behind him, something hissed. The Dwarf turned and grimaced, unable to keep his distaste hidden.

“Yes, that was an insult. No, I won’t watch my tongue.” He stalked towards the shadowy shapes, his form growing larger with every step. Talons scratched stone and a tail made of sharpened vertebrae lashed the air. “I am the first born of Chthon, grandchildren of Set. I, for lack of a better word, outrank you.”

The N’Garai stretched its wings and threw off the now ill-fitting robes.

"You will do as I command or you will face my wrath, bellycrawlers." He flexed his talons. "Now, prepare for their arriva-"

WHOOM.

Crimson lightning slammed down upon the temple of Set, cracking pillars and toppling columns. Men screamed and fled. The Dwarf whirled, yellow fangs bared.

"What? Why didn't I sense them?"

"Must be our lucky day," Hawkeye said, dropping lightly to the balcony, arrow aimed and ready. Rising to his feet he released the arrow and it slammed into the Dwarf's chest, exploding. The N'Garai pitched backwards, screeching. Behind Hawkeye, Conan and the others dropped to the ground. Princess Python hovered overhead, wrapped within the coils of a great serpent made of red energy. Hawkeye looked at his companions, then back at the Dwarf.

"Avengers Assemble."

With a roar, Conan and Red Sonja darted forward to engage the temple guards swarming onto the balcony. The Sphinx, for his part, launched himself at the hideously alien shape of the N'Garai, screaming curses in Egyptian.

"How you doing, Z?" Hawkeye said, firing an arrow into the throat of a guardsman about to drive his spear into Conan.

"It's-I'm tired," she said. Glaucon clung to her, nuzzling her comfortingly. She gestured, the stone on her head flashed and the great red snake's blunt head crashed into the temple again, fanged maw opening to devour men by the dozens.

"Did you just-"

"They're not dead. I just removed them from our path," she said. "They aren't evil, Barton. Just misguided."

"They worship an evil snake god!"

"Yes...I always thought a goddess made more sense," Princess Python said. She flung her arms back and the serpent's tale sheared through a series of pillars. The temple shuddered.

Elsewhere, deep in its bowels, Thoth-Amon laughed. It had been easy enough to use his new trinket to dull the Favored of Chthon's senses. Now, he had but to wait until the beast was weakened and he could rid Set's holy place of its foul presence.

"And then, my friend, you will help me make a pilgrimage no man has ever dared make," he said, looking up at Rama-Tut. "I will use these stones to find the face of my god...to find his power...and I will raise myself to undreamt heights!" The sorcerer cackled, stretching his arms towards the heavens.

"Clever," Rama-Tut grunted. Thoth-Amon turned.

"I sense you mean otherwise."

"You're like a child, grasping at new toys. You might be the smartest primitive in the room, my friend, but you are still a primitive," Tut said, smiling through busted lips. "You are afraid to use one stone...what then two?"

Thoth-Amon gestured and energy rippled from his hand, striking Rama-Tut, causing him to writhe in agony.

"Silence!"

Above, the Dwarf grabbed the Sphinx's throat and began to strangle the immortal. "Give it up, priest," the N'Garai gurgled. The demon's bony tail wrapped around the Sphinx's chest and began to squeeze.

"I think not," the Sphinx wheezed, driving his fist down into the demon's face, shattering teeth. "You are strong, but I have battled gods."

"The N'Garai were before gods, little man, before heaven or hell!"

"That simply means you know nothing of their strength!" The Sphinx grabbed the N'Garai and slammed it down, driving it through the floor with a roar of crumbling stone. Man and beast fell in a cloud of debris.

"Zelda, where's our second stone?" Hawkeye barked, cracking a guardsman across the jaw. Princess Python pointed.

"Straight down."

"Then down we go," Conan said, spitting a guard in the gut. He grabbed Sonja's arm and whirled her towards the hole the Sphinx and the Dwarf had made. "After you, woman."

"Touch me again, Cimmerian, and I and the witch won't be the only women here!" Sonja said, diving smoothly through the gap in the floor. Hawkeye and Conan followed as the energy serpent's tail swept over the balcony, sending the surviving guardsmen...elsewhere.

Down below, Thoth-Amon looked up as the ceiling of the central temple cracked and shattered into a deadly rain of jagged stone. Summoning a magical shield, he protected himself and Rama-Tut. The Sphinx and the Dwarf tumbled to the floor, falling several feet apart.

Thoth-Amon grunted. "I thought you dead, man of Stygia-that-will-be."

"Better men than you have thought that, usurper," the Sphinx said, clambering to his feet. "Now, give me what is mine!"

"Yes, give it to him!" the Dwarf cried, bounding forward to wrap long arms around the Sphinx, binding him tight. "Send him back to his beast-headed gods, Thoth-Amon!"

"Tempting. But, I think not," Thoth-Amon replied. He gestured, and crimson fire arrowed from his ring, curling around the Sphinx and striking the Dwarf. The N'Garai staggered back, wreathed in fire, howling. "You have led what I seek to me, N'Garai. I thank you for your service and now grant you what you wished...I send you home. Post haste."

The Dwarf screeched, clawing for Thoth-Amon, his form crumbling to purple and black ash as he staggered forward. Then, finally, he was nothing but dust on the wind. Thoth-Amon shuddered in pleasure. He looked up at Rama-Tut.

"You were right, pilgrim. I feared the power of this stone. Feared that it might consume me ere I employed it against that foul imp. But now, now I see that there was nothing to fear at all..."

"Give me the stone!" the Sphinx bellowed, charging through the swirling ash cloud that was all that remained of the Dwarf. Thoth-Amon flicked his fingers and the Sphinx froze, his body becoming inanimate sandstone.

"No," Thoth-Amon said. He looked up. "Come to me woman. I can feel you scabbling around my head. Come and give me what is now mine by right."

"If you mean an arrow to the kisser, sure. I think we can oblige," Hawkeye said, firing an arrow as he leapt to the floor below. His shaft sped towards the sorcerer-priest even as Hawkeye hit the ground and rolled to his feet, fingers reaching for another. Thoth-Amon waved a hand and the arrow crumbled to dust inches from his face.

"Fool," he said. "Capering dunce."

"Distraction," Conan said, ramming his sword through the sorcerer's back and up through his sternum. Thoth-Amon gasped as he was lifted from his feet.

"C-Cimmerian," he hissed. Red sparks popped and Conan stumbled back, leaving his sword in place. Thoth-Amon turned, off balance and the floor heaved, exploding upwards into hundreds of serpents, which clung to the warrior, eliciting a bellow of surprise.

"Not only him," Red Sonja said, lunging forward, driving her own blade through Thoth-Amon's side, its edge scraping across that of Conan's with a shriek of steel. Thoth-Amon staggered forward, eyes wide. A sudden wind whipped through the temple, dragging sonja from her feet and hurling her backwards with bonecrushing force.

Before she could connect with the wall, Hawkeye leapt forward, interposing himself. They fell in a tangle.

"Gnats. Mites." Thoth-Amon yanked at the swords impaling him. "I have more power now than I have ever dreamed. I will erase you from existence..."

"No. You won't," Princess Python said descending from the ceiling, enshrouded in the form of her flickering titan serpent. Thoth-Amon stared up at her, smiling.

"Here at last."

"Here to stay." Zelda extended a hand. "You have something that belongs to me."

"I was about to say the same of you," Thoth-Amon said. The swords clattered away from him, bloodless. His form stretched and twisted. "You clutch the rightful property of Set himself to your bosom, woman. Give it to me, and I shall let you live."

"The stone belongs with those whom it chooses. I do not think it has chosen you," she said, her eyes glowing. "That is why it frightens you. That is why you wear it on a ring, instead of close to your flesh, your essence. It is not a part of you. It will not be a part of you."

"I-" Thoth-Amon began. He hesitated. Then, without warning, lunged, his flesh changing, becoming hard scale, his shape became sinuous and massive. In a flash of lightning, two titanic serpents crashed against one another, one red, one green.

Hawkeye watched for a moment, then, a poinard he had picked up in Meroe in hand, he rushed towards Rama-Tut.

“Got any advice?” Hawkeye asked, cutting the time-lord down.

“Stay out of the way,” Rama-Tut said.

“Good advice.”

The room shuddered as time and reality seemed to pull tight and rebound around the struggling serpents. The walls turned to dust, to diamond, to sagging jungle ruin and back again. Two minds strove against one another, one as old as civilization, the other only newly prepared for such a conflict.

Zelda cried out as the stone in her skull wiggled and squirmed. Thoth-Amon roared in triumph...was he not the hand of Set on Earth? Was not ultimate power his destiny?

In a word, no.

Conan, shaking off the snakes, snatched his sword up and hurled himself towards the writhing bodies. Ape-like, he climbed the shape of Thoth-Amon, and reaching his broad skull, raised his sword over his head, point down. Then, with a bloody oath, he drove the length of sharpened steel down with all of his might.

There was a massive thunderclap and then...nothing.

Sometime later, the Cimmerian awoke with a groan. Hawkeye reached out a hand and helped him to his feet.

“Still in one piece?”

“No thanks to you, archer,” Conan said. “Where-”

“Here,” Red Sonja said, crouching over a crumbled and smoldering shape. “It looks like the old snake is dead at last.”

“Doubtful,” Conan said. “Sorcerers live where other men would be but bad memories, more’s the pity.” He looked around. Princess Python sat on the throne that had formerly belonged to Thoth-Amon, the gem on her forehead complimented by a second in her hand. “Witches as well.”

“I heard that.”

“Hear this as well, then. My stone?” the Sphinx, organic once more, thanks to Zelda, said. He stood a little ways from the throne, beside Rama-Tut.

“Of course,” she said, opening her hands.

“Are you sure that’s a good-” Hawkeye began, but fell silent as Rama-Tut raised a finger to his lips.

The Ka Stone floated towards the Sphinx almost eagerly. A red light suffused his being and then faded as he laughed. Flexing his arms, he looked around. “Now, now I will do what I came here to do. I will-”

“Do nothing,” Zelda said, softly. Hawkeye tensed, as did Conan and Sonja. The Sphinx cocked his head.

“Eh?”

She tapped her head. “I beat you once. I can do so again, if you press me, Anath-Na-Mut.”

“What do you propose then? That we leave? Go home?” the Sphinx said. Rama-Tut laughed.

“What would be the sense in that?” He looked at Conan and Red Sonja. “I understand you are both mercenaries...how would you like to be generals, instead?”

“Generals?” Sonja looked at Conan. “We’ve both done that more than once before.” She looked at Zelda. “What are you planning, witch?”

“First, ‘red’, stop calling me witch,” Zelda said, rising from the throne. Glaucon rose up beside her, eyeing the others. She smiled and looked at Hawkeye. “Lemonade out of lemons.”

“Oh no,” Hawkeye muttered, rubbing his hands through his hair. He could feel a migraine coming on.

“A partnership sums it up best, I think.” Rama-Tut stroked his beard. “This kingdom now lacks its central authority figure and...well, any connection to its noxious god. Political and religious upheaval, leading to...well,” he said, spreading his hands.

“I’ve always been nothing. I think I’ll like being a goddess for a change,” Zelda said. “If Thor does it, how hard can it be?”

“A country ripe for change, then,” the Sphinx said. He smiled slowly. “I do sometimes miss being a high priest...”

“It isn’t every day that we have a goddess at our backs, eh?” Conan said, nudging Red Sonja, who smirked.

“It would be a nice change of pace.”

“So what...pharaoh, high priest and goddess and you two will be what? Generals?” Hawkeye looked around. “Man, this is going to wind up being my fault isn’t it?”

“Relax. It’s not like this is your reality, Barton,” Rama-Tut said. He paused. “Well, not anymore.”

“Yeah. Great. Hyborian Avengers assemble.” Hawkeye sat down on the throne and rested his chin on his hand. “Man, I really want to go home...”

TO BE CONTINUED...

Next issue: The Kang/Ultron War is over, but the fall-out is yet to come! Be here in thirty for the beginning of what may be the swansong for the Whackos...**‘FUNERAL FOR AN ANT’!**

The Hyborian Age. Stygia, Land of Assassins. The capital city of Python.

"You want a what?" Seth Voelker-Sidewinder-said. Clint Barton-Hawkeye-cocked his head.

"A ride. Home, specifically," he said, enunciating slowly. "In your magic castle-thingie."

"Castle Revolving," Voelker said.

"I thought we were calling it the Snake Hole?" Black Mamba said, bestowing a smoldering look on Hawkeye. He grinned back, then swung his feet up on the table.

"Whatever you're calling it, I want a ride back."

"And why should we do that?" Voelker said, frowning. He picked up the mug of ale in front of him and took a sip. He made a face and set it back down. Several members of the Serpent Society were enjoying the hospitality of the Stygian alehouse. It had been a day since the Society-piggybacking an AIM distress call-had come to collect Zelda DuBois, the Princess Python for her old cohorts in the Circus of Crime.

Unfortunately for the Society, Zelda had no plans for going home, especially since she had become God-Empress of Stygia. And hadn't that been a surprise?

Voelker leaned back, fingers tapping on the table. Hawkeye shrugged. "Look. I've tap-danced back and forth over the line often enough that I know what's what, who's who and where's where." He pointed at Voelker. "Cap always said that you could be trusted to look out for your best interests, or the interests of the Society."

"High praise," Sidewinder murmured.

"Moon Knight, on the other hand, hates you."

"Even better."

"Yeah," Hawkeye said. He spread his hands. "What I'm saying is this...I'm willing to look the other way."

"From?" Sidewinder said.

"You. The Society." Hawkeye smiled. "In the scheme of things, you guys ain't that bad. You're mercenaries, not world-beaters. So. Unless you decide to come gunning for us, I'm willing to turn a blind eye to your organization for, say, a year. Provided you get me home, safe and in one piece."

"You must really be desperate."

"You have no idea." Hawkeye looked around. "It's a nice place to visit, but I'm partial to indoor toilets."

"A year. Without interference?" Sidewinder said.

"Just the Avengers West, you understand," Hawkeye said quickly. Sidewinder snorted.

"Fine."

"So, we got a deal?" Hawkeye said, extending his hand.

MARVEL 2000 PRESENTS...

"ALL ROADS LEAD HOME"

Written by Josh Reynolds

San Francisco.

Controlled explosions collapsed Deviant tunnels all across the city, as Damage Control personnel oversaw the structural reinforcement of the surrounding streets.

Brinks Baxter, head of the California offices of Damage Control, watched as a crane hauled one of the tunneling devices the Deviants had used out of the way. A group of SHIELD operatives waited to check it over for booby-traps, then begin dismantling procedures.

"So," Baxter said.

"Yeah," Tony Stark-Iron-Man-said, arms crossed. He stood near Baxter, watching the procedure. "Stark Enterprises West will continue to pay for the repairs. SpectorCorp and Richmond Industries are also footing some of the bill."

"That'll keep the bean counters happy."

"Seeing as you're one of them," Iron-Man said. "I should hope so."

"Ha! Yeah," Baxter turned and knocked his knuckles against Iron-Man's shoulder. "Things have been set back about a year, providing we can make use of the substructural supports the Deviants installed."

"SHIELD okayed that?" Iron-Man said, sounding surprised.

"I'm sure they're installing the usual surprises." Baxter sniffed. He looked at Iron-Man. "What about you?"

Iron-Man didn't reply. Baxter sighed.

"I hear you guys are heading back to LA," he said.

"Looks like it."

"Probably for the best," Baxter said, fiddling with his tie. "Things here are under control, right?"

"You tell me." The thrusters set into the soles of Iron-Man's boots roared and he hurtled upwards and away, leaving Baxter staring after him.

Not far away, Janet van Dyne-the Wasp-stood on a rooftop, watching the reconstruction. Hands on her hips, she turned. "So, no changing your mind?"

"Nah. I'm happy for reserve status, but..." Jessica Drew-Spider-Woman-shrugged. She was perched on the edge of the roof, arms dangling over her knees. "Lot to be done, Jan."

"Always is," Jan said. "You won't be lacking for company. Daredevil's here. And Moon Knight."

"You'd think he'd be here, you know?" Drew said, shaking her head.

"He's never been very-ah-sociable," Jan said, smiling slightly. She shrugged. "Regardless, you can all do a lot of good here."

"Yeah. Maybe."

"Don't sound so negative. This whole mess has convinced the Feds to dip their hands into the rebuilding efforts. SHIELD as well. But the closer it gets to being done, the harder those who'd rather San Francisco remained the way it is now are going to fight to keep it. That includes God knows how many super-villains."

"Vampires, too." Spider-Woman stretched. "Lots of fun times ahead."

"I can't say I envy you." The Wasp rubbed her neck. She sighed. "If you need any thing-"

"You'll come running," Spider-Woman said, flashing her Avengers ID card. "Don't worry. I'll be bothering you three or four times a week."

The Wasp laughed.

The Equinox Zone.

Moon Knight sprinted down the length of the crane, relying on physics to keep himself from falling as the crane itself toppled slowly sideways. He jumped at the last instant, hitting the hook of a second crane, and pulling himself up.

"Missed me, now you got to kiss me," he muttered, reaching for a moon dart on his belt. Several tendrils of sand crawled up the crane, reaching for him. He threw the moon darts and jumped, gripping the edges of his cape in order to glide safely to the street below. The darts exploded, taking out the crane and scattering sand everywhere.

Moon Knight landed hard and rolled to his feet, clawing for the truncheon in his belt as Quicksand came for him, already reforming as she charged forward. A square half ton of sand slammed down, forcing him to fling himself aside.

Construction workers fled in all directions as he dodged a dozen sand spikes.

"What does it take to kill you?" she said, circling him. He let the truncheon bounce on his hand as he reciprocated.

"More than you have, lady."

"Banter. I love it," Quicksand said, striking. Moon Knight leapt up and threw his truncheon into the center of her mass. She laughed and grabbed him, carrying him backwards. "Stupid. Sticks and stones don't work as well as they used to, Avenger!"

"I'm not an Avenger!" Moon Knight said, jabbing the top of the detonator in his hand. Inside Quicksand, the truncheon exploded. A boiling cloud of heat enveloped her inside out, hardening her to perfect, flawless glass.

Moon Knight got to his feet. "I cannot believe that worked."

"Our crane!" one of the construction workers shouted. Moon Knight pulled a card out of his cape and flicked it at the man.

"Call SpectorCorp. They'll replace the crane, gratis."

"But-"

"Or not. Whatever works for you," Moon Knight said, reaching up to snag the last rung of the ladder that had unrolled down from the helicopter circling above. "And somebody call SHIELD to come pick her up!" he added as the helicopter pulled him up and away.

"Marc," Frenchy said, his voice echoing in Moon Knight's ear through the communicator in his cowl. "Are you sure about this?"

"Dead certain," Moon Knight said. "I've tried the Avengers thing. It didn't take. It never does, for very long. Plus, too much to worry about here. Fu Manchu. Voelker."

A sigh. "If you're sure..."

"Maybe I should just start my own team. Would that make you happy?" Moon Knight said. "Me, Daredevil, Spider-Woman. Maybe I should check on Luke Cage's availability, hunh? Or how about Paladin?"

"Paladin?"

"Sarcasm," Moon Knight said. He pointed. "Where next?"

"I intercepted a SHIELD transmission. Looks like there's a group of Deviants holed up in Alcatraz, holding a few dozen tourists hostage."

"Hot dog," Moon Knight said. He pointed. "Hit it. I've never been to Alcatraz."

An hour later, Iron-Man and the Wasp stood together, watching SHIELD agents empty out the Serpent Society's brownstone. Stark looked at Jan. "Spector?"

"No sign of him." She looked at him. "Did you expect there to be?"

"Nope." He turned as Dr. Druid and Halifax walked towards them. Halifax moved slowly, the result of his injuries, but beyond that, the tiger-man seemed none the worse for wear from the beating he'd received at the hands of a horde of super-villains. He had a satchel slung over his shoulder, and his sword on his hip. Druid, his arms folded into the sleeves of his robes, said, "We'll be leaving now, I believe."

"Wundagore?" Iron-Man said. Druid nodded.

"Halifax is being summoned home, and I have chosen to accompany him. Dr. Morbius intends to use his new-found humanity to put a permanent end to Dracula, if possible and the New Men intend to aid him. I think that I can be of help to them," Druid said.

"It will be glorious," Halifax rumbled. "Providing he doesn't kill us all, of course."

"You have your cards?" the Wasp said. Halifax held up his ID card proudly.

"I will cherish it always."

"I was thinking more that when you found Dracula, you'd contact us," she said, smiling. Jan wrapped her arms around the tiger-man, then Druid. "What the Avengers start, they finish. When you find him, we'll come running, one way or another."

"I have no doubt," Druid said. He sliced his fingers through the air, and a trail of light flared to life and followed his movements. "Be well, my friends. Should you need me—"

"Us," Halifax said.

"Us," Druid corrected. "Rest assured that we will be there."

The light blazed brighter and brighter, bringing with it the sharp tang of Balkan air, and then they were gone, with only a few flakes of snow to mark their passage.

"Hell," Iron-Man said after a moment. He slumped slightly.

"It's fine, Tony," Jan said.

"Is it?"

"Yeah. It is." She looked at him. "We've survived worse. Remember just before we came out here?"

"Just before Clint disappeared, you mean." Iron-Man looked at her. "Druid couldn't find any trace of him. It's like he's not even in our reality anymore."

"So we look in other realities," the Wasp said. She paused, as a thought occurred to her. "That's what this was all about, wasn't it? That thing with the vote?"

"I don't know what you're talking about," Stark said. Jan smacked a palm against his chest.

"You jackass."

"What?"

"You want to go looking for him!" she said, crossing her arms. "You broke up the group because—"

"Because they wouldn't have gone. Or couldn't have. This way, nobody has any guilt," Iron-Man said gesturing. "I've still got the schematics for that dimensional resonator I used to free the Eternals a few months ago. Simple enough to whip up a more long-term version, key it to Hawkeye's DNA, and go looking."

"Travel light, hunh?" the Wasp said. "And what about me?"

"I was going to suggest you take a vacation, actually." He hesitated. Then, "After Hank—"

"Not likely," she said, firmly. She poked a finger into his chest. "What, I'm just supposed to wait on you to get back?"

"Actually, I was thinking you'd be the best person to reform the Avengers West, if-uhm-if I didn't come back." He shrugged. "Or even if I did." He put a hand on her shoulder. "Jan, I just thought-

"No, you think you thought. Jackass." She turned away, shaking her head.

"When the LMD posing as Clint arrived, I thought it would lead us to whoever had him," Iron-Man said. "That's why I let things go on. I knew it wasn't him, I just couldn't see someone replacing him unless-

"They had him." She turned back. "You're lucky Druid can improvise, you know."

He held up his hands. "Right. Yes. Bad call. I admit it. But it's been almost three months now." He made a fist. "Do you recall anything from the battle against Ultron? In Limbo?"

"I-" She frowned. "It's dim. Like it's fading."

"Chronal lag. Memories made in Limbo can't happen, so they don't. After awhile, your brain overwrites them. Unless you regularly make back-up copies of your own mind. Like me." Iron-Man tapped the side of his head. "I saw Clint in Limbo. The real Clint. And I think I know where he is-

Something beeped. Iron-Man looked down at his wrist. He cursed. The Wasp touched his arm. "Tony, what is it?"

"The LA compound! We've got an intruder!"

"It never ends, does it?" she said. "How can we-"

"Shrink down and hold tight!" Iron-Man scooped her up as his jet-boots fired to life and hurled them upwards. The Nth Metal composing Iron-Man's armor flowed like mud over Jan as she shrank, sealing her inside its protective shell as Iron-Man struck the upper reaches of the atmosphere ten minutes later, pivoted and shot down towards Los Angeles.

"Sorry about that," he said. "Can you hear me okay?"

"Barely. What was that?" she said, trying to shift in the cramped pouch she had been sealed into. "What is this?"

"I didn't feel like getting there too late to do any good. Figured you wouldn't mind," he said. "We'll be there in a few minutes."

"Oh good," Jan said. "I hope that's a piece of armor poking me, Tony."

"Of course it is!" he said.

"Good."

"I think."

"Tony-" Jan began warningly. The shell around her began to dissolve. "Hey!"

"We're low enough that you can fly. You go in the back, I'll hit the front. Alarm is in the meeting room," Stark said. Jan frowned.

"Right."

She rolled out into the air, fings buzzing as she found herself confronted with the familiar scenery of the LA Compound. She zipped around the bungalow, heading for the rear entrance.

Iron-Man didn't bother to land, his jet-boots scorching the grass as he hurtled towards the front door, repulsors whining to life. The doors opened automatically at his approach and he cut a tight corner, searing the wall paper as he charged towards the meeting room.

He crashed through the double doors, ready to fry whatever moved. The Wasp zoomed in through the opposite door, bio-electric energy crackling within her curled fingers.

"Hey guys. I'm back." Hawkeye said, feet up on the table, his new bow resting across his chest. He looked at them, grinning. "What'd I miss?"

Somewhere between this second and the next.

Ultron-Nikola, as it was calling herself-admired her new chassis. Delicate fingers clicked and curled. "I feel-"

"Pretty?" Smith-4, the AIM representative assigned to the Ultron Imperative, interjected. He was clad in a yellow business suit, his bald head tattooed with a data bar.

"No," Ultron said without a trace of humor. "Maternal."

"You look wonderful," Smith-4 said. And she did. The chassis was a variation on the decommissioned Jocasta prototype, with a bit of the early Alkhema designs mixed in, creating something sleek and unique. Ultron turned as something beeped.

"They're ready," Smith-4 said.

Ultron moved towards the line of stasis tubes that occupied a corner of the tesseract hideaway that had formerly belonged to Henry Pym. As she passed each tube, it came open with a hiss of hydraulics and a gasp of steam. Within each, pale forms struggled towards consciousness. Each form possessed the same face...that of Henry Pym.

"My sons," Ultron said. She made a gesture and an automated dispenser rose up, with a number of folded costumes displayed prominently. Each costume, and its accompanying equipment would have been familiar to the clones' 'father'. There, the helmet and suit of Ant-Man. There, Giant-Man. Goliath. Yellowjacket. All variations and versions from the career of a dead man.

"Come my children. Clothe yourselves," Ultron said. She spread her arms and made a sound that Smith-4 realized was laughter. It sent a chill up his modified spine and he turned towards his own people, where they had set up in the space provided for them by Ultron.

Drones in canary-colored bee-keeper outfits skuttled around, checking the readings on the squat device that occupied most of the space there. It was vaguely arachnid shaped, with eight piston 'legs' and a

bulbous armored 'thorax'. Tendrils composed of an adamantium-vibranium mix dangled from the body. And, on top, a revolving cylinder composed of twelve glass-like cylinders filled with a pale fluid. Floating in each cylinder was a perfectly formed human mind, held suspended in a web of tubes, wires and electrodes. Twelve versions of Henry Pym's mind, wired together in a deadly gestalt.

Even as the clones of Henry Pym awoke to Ultron's welcoming words, the device rose suddenly, the fluid in its brain-cannisters bubbling. The speakers on the cylinders made an interrogative sound. Smith-4 smiled and stood before it, hands behind his back.

"Hello, ThinkTank. Welcome to the world."

THE END...?

NEXT ISSUE: *A new writer! A new direction! Meriades Rai begins his run on Avengers West Coast!*

Author's Note

I've been writing this title since issue 18. That's-one-two-three-twenty seven issues! That is a lot. We had some good times though, right? Remember Dracula coming back? That was great. And when I had Conan show up? Bet you thought that wouldn't be a continuing thing, hunh?

Originally, I was going to string out the Fu-Manchu story for a few more issues (as you can probably tell from the sort of rushed feeling to things), but frankly, I wanted to let Meri get to things while the iron of creativity was still hot, so to speak. So, we go out with a bang, and most of my dangling participles are cleaned up and tied off (save a few...have to leave something for the next guy, right?) in satisfying ways.

Well, I thought they were satisfying.

So what happens to the Hyborian Avengers, you might be asking. And Dr. Druid and Halifax? And Moon Knight? And-and-and so on and so forth.

Simple answer?

I don't know. You tell me. I might get back to them, sometime, somewhen, in Marvel Fanfare. Or maybe you could do it. I'm putting the toys back in the toybox. Feel free to play with them.

Have fun. I know I did.

-Josh Reynolds