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#31

“IT FALLS APART – PART ONE”

Written by Barry Reese

Aspen, Colorado. Now.

The armor was a prison.

Tony felt warm sweat trickling down the base of his spine, but nothing he did seemed to make any difference. No matter how much he strained his muscles, the heavy suit of armor was a dead weight around him. The internal servomotors were burned shut and even the cybernetic communications system that kept him in link with Jocasta had failed.

A sudden hissing sound soured his mood even more. Normally the suit had an air filtration system that countered any airborne agents that Iron Man might encounter. It also allowed him to fly into the upper atmosphere or below the sea... but with it shorting out on him, it wouldn't take long for the air to grow stale inside the armor.

What the hell's going on? Tony wondered to himself. *Horgan's equipment was never this powerful... whoever it is in the outfit must have given the weapons system a major upgrade.*

The sound of footsteps crunching through the snow caught Tony's attention. He was unable to turn his head, but the Melter made it easy on him by kneeling beside him, leaning into his range of vision. "Still alive in there?" the man asked, rapping loudly on Tony's helmet. The Melter glanced around, noting that several skiers were watching in the distance. "I love Aspen. All the snowbunnies in their skintight suits. Makes me weak in the knees every time."

"Who do you work for?" Iron Man asked, his voice no longer electronically filtered, but still muffled enough by the helmet that he sounded quite different from Tony Stark.

The Melter stared down at the emotionless mask, seeming to debate with himself about how much to reveal. While he hesitated, Tony closed his eyes and took a deep breath. There was one chance to get out of this, but it wouldn't be easy... or pleasant. When he looked at the Melter again, the villain had stood up, the laser device on his chest glowing with power. "What's the harm in telling you? You're about to die anyway... and I always did like showing off. You're about to die, courtesy of the Black Lama."

Those words sent a wave of confusion through Tony's mind. The Black Lama....? That name wasn't one he'd heard in quite a while. He'd been King Jerald of an alternate earth, one which bore odd similarities to the American political landscape of the 1970s. Jerald had masterminded a war of supervillains that had nearly killed Iron Man before his madness had passed. The last time Tony had seen the Lama, he was peacefully returned to his proper world.

"Goodbye, Iron Man."

Tony's reverie came to an abrupt end when he saw that the Melter was about to end his life. At this range, with his armor already damaged, there was no way that Iron Man could survive another blast.

Time for my last gasp effort, Tony thought.

Aspen, Colorado. Three Hours Before.

Rumiko stepped out of the shower, shivering as the cold air met her skin. She wrapped a towel about herself and brushed some of her dark hair away from her face. The sound of soft jazz playing in the other room brought a wicked smile to her face. "Tony?" she asked, raising her voice to be heard over the music.

Her lover appeared in the doorway a moment later, his eyes drinking her in. "You called, Madame?"

"Thank you for taking the time to be with me." She moved to him and wrapped her arms about his neck. "And thank you for sharing your secret with me."

Tony's handsome features displayed a mixture of emotions: desire, concern, love. That latter emotion wasn't one that he felt comfortable discussing -- not yet, anyway -- but the former were ones that he had plenty of experience with. "You might wish I hadn't. Everyone who gets close to me ends up being hurt--"

"Hush," she chided him. "Don't you dare think about leaving me for my own good or anything else that would be tragically noble. I'm not having it."

Tony chuckled, slipping his hands down and loosening her towel. It fell to the floor, the steam from her shower wafting over them both. "Well, then, what **do** you want to have?"

"You have to ask?"

They kissed passionately, with Tony steering her into the bedroom.

Aspen, Colorado. Ninety Minutes Before.

"I'm going to miss you, Jim. You know that." Tony sat before a holographic display, the image of James Rhodes staring back at him.

"Same here, boss. But this job at the Vault is something I can't pass up. And you know I'm always down for helping you out when you need it."

Tony nodded, a sudden warmth spreading through him. He was lucky to have friends like Jim...not to mention Happy and Pepper. Lord knows he'd put them all through enough hell over the years that he couldn't have blamed them for abandoning him. "If you need one hell of a recommendation, let me know."

Tony severed the connection before Rhodney could respond. He could sense the direction of the conversation and wanted to avoid it. He'd never been vocal in his feelings about others and he was too damned old to change now.

"Tony? What are these?"

Tony glanced over to see that Rumiko was dressed in a ski suit and cap, her heavy boots clunking against the wood floor as she entered the study. She had a few scientific papers in her hands, her eyes scanning the diagrams with mounting concern. "Oh. Nothing serious," Tony replied, standing up and taking the papers from her. "Just something I've been tinkering with."

"Looked like a formula for a nanite solution."

"It is," he admitted. "And before you launch into a tirade about it, I've already heard it from Jim and Pepper."

Rumiko looked hurt. "A tirade? I just think it looks dangerous. You haven't used it, have you?"

Tony sighed, reaching up to rub a spot between his eyes. "After what Stane and the Scarecrow did to me*, I didn't have any choice. The world's a lot more dangerous now than it used to be."

(*See issues 28-30, courtesy of Dino Pollard)

"Meaning what?"

"Meaning I've tested the formula again and again. It's safe." He kissed her on the forehead. "Have fun skiing, okay?"

Rumiko frowned but accepted the kiss. She knew how stubborn Tony could be... and there was simply no point in arguing about something that he'd made his mind up about.

After she was gone, Tony cast one more glance at the papers... before balling them up and tossing them into the trash.

Aspen, Colorado. Twenty Minutes Before.

<Tony?>

Tony sat up from the couch, his head throbbing. He'd been having a terrible dream, one that involved a masked figure torturing Rumiko. It wasn't unusual for him to dream about his loved ones being in danger... as a control freak by nature, having things happen beyond his ability to handle them was a common enough fear. He moved to the table, picking up a small disc-like communicator. "Jocasta? What do you need?"

<The private airfield that your plane landed at in Aspen. It was attacked.>

"When?" As he asked the question, he plucked up his briefcase from the floor. A hidden compartment inside contained his Iron Man armor, folded up to an astonishingly small size.

<Less than an hour ago. The pilot was killed.>

"Samuels?"

<Sanborne, actually. Samuels retired three years ago.>

"Damn. Any sign that it was related to me?"

<I believe so. Another worker at the airfield spotted someone leaving the scene and I've consulted the Avengers database for a match. It was a 98% match as being the Melter. You might have to consider that Sanborne might have told him where to find you.>

Tony had just snapped the helmet into place when Jocasta's warning proved prophetic. The front door to the cabin began to sizzle and melt, revealing the colorfully clad Melter. "You're on the mark as usual, J. I'll be in touch."

The Melter stepped through the burning wreckage, grinning. "Well, well. Figured you'd be out playing bodyguard with Mr. Stark and his lady love. That was them I saw heading down the slopes a moment ago, wasn't it?"

Probably Rumiko and an admirer, Tony thought. "This is a private residence. Get out."

"I don't think so." The Melter's laser device charged up, unleashing a powerful beam of heat. When Tony had fought Bruno Horgan -- whose life had been ended by the Scourge -- he'd grown accustomed to feeling a wave of heat surrounding him. But this... this was a wave of heat-based **force**. It slammed into him with the same impact as a runaway train and Iron Man was thrown backwards, slamming through the walls and out into the snowy air.

Iron Man winced in pain, noting that half his systems were shutting down for repair. He saw the Melter running to pursue him and he responded with a repulsor blast that caught the villain on the shoulder. The Melter fell back but gritted his teeth and fired another heat blast. Iron Man dodged the worst of it, but it was still enough to send him roughly to the snow. His armor was hot enough that it melted the snow around him, leaving him in a small pit.

As he started to rise, the Melter continued his barrage, overwhelming everything the armor had in response. Tony cursed under his breath... he'd handled thugs like the Melter a hundred times over.... but then again, the Melter had never had this much firepower before.

The armor seized up and Tony fell to his back, realizing with a chill that he was locked in a metal tomb.

Aspen, Colorado. Now.

Tony braced himself for what he had to do....

All it took to start the process was a series of precise blinks of his eyelids and a mental "push." This started a chain reaction within his bloodstream, activating the nanites that lurked there. They were a failsafe, designed to aid Tony when everything was at its darkest. The nanites could sterilize any poisons or drugs in his bloodstream or they could as they were doing right now.... a far more involved process, but one that happened over the course of seconds.

The armor about him fused to his skin, the nanites projecting small tubes out into the metal surrounding him. From there, the nanites spread out into the damaged areas of the suit, repairing them as much as possible and speeding up the reaction time of the cybernetic interface immensely.

As the Melter launched his attack, Iron Man rolled to the side. The villain was surprised by the sudden action and backed away, while Tony whirled and jumped towards him. He delivered two powerful punches to the Melter's midsection. The first shattered the laser device and the second cracked two of his opponent's ribs.

As the Melter groaned, Iron Man rose off him. His head was pounding but he felt immensely powerful. He heard Jocasta's voice in the back of his head, asking him why she was receiving confusing readings from him.

"I'm fine, J. Just... a little woozy." *Down, boys.* At his mental command, the protrusions from his flesh retracted, having done their jobs. The armor was functional, though on minimal power. There were small wounds left from the protrusions but they were quickly healed as the nanites finished their work and returned to their dormant states.

Lifting the Melter from the snow, Iron Man hissed "You and I... we're going to talk."

The Melter coughed, a spray of blood touching his lips. "I don't blame you for being pissed. I did try to kill you, after all." He laughed and then groaned as the pain increased.

"Trying to kill me I can forgive." Iron Man glanced back to the ruined cabin. "But that was a damned fine house."

A small metal sphere hovered in the air some distance away, recording and transmitting Iron Man's battle. The data was collected in a small office in Dallas, Texas, where a man sat in darkness, observing everything that came through. He puffed away on a lit cigar, his eyes narrowing. "What have you done to yourself, Mr. Stark? We had you, dead to rights." The Black Lama blew out a long stream of smoke. "Next time, you won't be so lucky."

NEXT ISSUE: *Iron Man interrogates the Melter, while concerns are raised about the nanites running loose in Tony Stark's bloodstream. Plus: a familiar face from Tony's past returns and he brings dire news with him. "It Falls Apart" continues.*

Author's Notes

I've been writing online fanfiction since 1997 and this is the first story I've ever written for the Marvel 2000 group. That's pretty amazing, given how prolific I've been over the years -- and how large Marvel 2000 has been since its inception. This particular title has seen stories from one of the best fanfic writers in the business, including Russ Anderson, David Wheatley and Dino Pollard. For those of you wondering what became of Dino's Iron Man relaunch, I have no idea -- I'm sure it would have been a great read but I'm not Dino and I'm not going to try and imagine what he had planned. My Iron Man is steeped in the styles of Bob Layton, David Michelinie and Kurt Busiek... he's a superhero but he's also a genius globetrotter, one whose romances and business ventures are just as exciting as the things he does inside the armor.

From the title, I think you've probably come to the conclusion that dark days lie ahead for Tony Stark... in some regards, that's certainly true. I'm going to shake things up a bit and set Tony down some new paths -- but I'll always recognize and reinforce the notion that Tony is a *hero*. He may stumble, he may struggle, but in the end, he'll win through. Don't we all wish the heroes we have in real life could be so certain?

What will you see down the road? I'll play the tease and throw out some names to whet your appetites: the Black Lama, Madame Masque, Deathwatch, Iron Lad and Morgan Stark. These first few issues will see me getting my "M2K legs" under me, so please bear with me. What's coming down the road will knock your socks off!

Let me know what you think! - *Barry Reese*



#32

"IT FALLS APART – PART TWO"

Written by Barry Reese

Stark Solutions

Tony Stark stood before the computer array, clad in a pair of black briefs and nothing else. He was in good shape for a man his age, though the scars of past battles lined his body like a map. Each and every one of them carried a story with them, but most were of things he'd prefer to have forgotten. The newest of them, an ugly red-brown scar on his belly was from a heat-based attack he'd suffered the day before. Hopefully it would heal up into something not quite so noticeable. *Or, he mused, there's always the chance that the nanites in my bloodstream might be able to repair the damage. Something to consider for later, pending Jocasta's analysis.*

"What's the prognosis, doctor?" Tony asked as the humming began to fade away.

The image of Jocasta's face appeared on a monitor as Tony began to dress. Her metallic silver features were lined here and there by black lines but it couldn't hide the fact that she had an appealing design. Being based on Janet Van Dyne wasn't a bad thing at all, Tony thought to himself. <The nanite solution appears to be completely dormant, Tony. The superficial wounds caused by your body's merging with the armor are impossible to detect at present.>

"Any long-term side effects?"

<Impossible to say. That's why they're called long-term.>

Tony looked up, surprised by the catty tone. "Are you okay, J?"

<I'm fine... just... annoyed.>

"That's obvious. Want to talk about it?"

The image on screen flickered, going dark for a few seconds before returning. <Not particularly. It's my strongest warning to avoid overuse of the nanites. I'd like to run a series of computer simulations first.>

"Understood. How's our prisoner?"

<The Melter is fine. He's pointed out several times that we're holding him against his will and that this is illegal.>

"He's a fine one to talk. He blew up my cabin." Tony scratched at his beard. "I'm going to slip on the armor and go confront him. Now that I know I'm not about to drop dead from the nanite solution, I want to find out about this Black Lama character."

Jocasta said nothing as Tony stepped into the next room, where he began the process of covering himself with the lightweight but durable armor of Iron Man. A curious series of pulses raced through her electronic consciousness as she watched him via the security cameras. He was lean and well-built, with a classically rugged handsomeness.

Rumiko really doesn't deserve him, she thought.

"I'm worried about him." Happy Hogan pushed his fists deep into the pockets of his trousers, leaning against the wall. He was standing near Pepper's desk, looking so glum that his wife couldn't help but smile.

"He's a big boy."

"I know. But he's been under such stress lately. The government wantin' to know who Iron Man is, then that whole business with him not being the real Tony, now Rhodey's gone to work at the Vault. It's been crazy. And now the boss has gone and injected himself with little robots... He's getting too stressed again."

Pepper glanced over at her computer screen, reading over the email that had just been delivered into her in-box. "Uh-oh."

Happy looked up. "What?"

"Your sister just emailed me a link from Amazon.com -- check it out." Pepper turned her computer monitor so that Happy could see it. His jaw dropped open so far that she thought it might hit the floor.

"Oh, boy. Just what the boss needs."

There, onscreen, was a book entitled *The Truth Laid Bare: Inside the Stark Family*, with a photo of Tony's cousin Morgan Stark on the cover.

The Melter sat on a small cot, the only piece of furniture in an otherwise featureless room. He'd been unconscious for most of the trip from Aspen, but as soon as he'd awakened he'd begun searching for a way to freedom. He'd found none and finally given up to wait for his host to appear. When Iron Man entered, he smiled and inclined his head. "Come in, won't you? I apologize I can't offer you a drink, but the accommodations leave something to be desired."

"You have quite a smart mouth on you," Iron Man answered. "While you were out, we ran your prints. I know who you are."

The Melter's smile never faltered but he said nothing.

"So, Mr. Robert Ferris, how did you come into possession of this equipment. And who's the Black Lama you work for?"

"Why should I tell you anything?"

"Because if you do... and I can verify the information... I might let you go."

"Bull." The Melter rose from the cot, standing in front of Iron Man. He was shorter than Tony was in his boots and armor and he was forced to look upwards. "You're going to turn me over to the authorities no matter what I say."

"... True. But I might put in a good word for you."

"Might? That's not enough. The Lama would kill me if I told you anything... hell, he'll probably kill me just for telling you his name." The Melter looked away, the cocky veneer seeming to fade a bit. Despite his words, it was obvious to Tony that he **did** want to talk. He seemed suddenly like a man who'd been just waiting for the opportunity to share his problems. "I've worked for A.I.M., Hydra, even Fenris. All the big boys. But nobody's as cold as the Lama. I earned that suit, big man. With blood, sweat and tears. He makes us fight for the equipment of dead supervillains. If we survive the arena, we get the name and the suit. I ended up as the Melter but I had my heart set on Firebrand."

Iron Man frowned. The original Black Lama had orchestrated a bizarre "war of the supervillains," a series of events that had ended with Firebrand being the victor. Firebrand had been a former activist named Gary Gilbert, an activist who'd gone the criminal route when his attempts to change society had failed. He'd ended up a drunk, finally getting killed by the Scourge. "The Melter was killed by the Scourge, too," he whispered.

"What?"

Iron Man ignored the Melter's question, pressing on. "Where's this arena? Where's the Lama? And why did he send you to kill me?"

"I've told you too much as it is. But it was useful stuff, wasn't it?" The cocky grin returned. "You really going to put in a good word for me?"

"No." Iron Man discharged a low-level repulsor beam, just enough to knock out the Melter. "J, send down some robots and get this piece of trash to the cops."

Jocasta's response still carried the reproachful tones of earlier. <A bit harsh, aren't we?>

Iron Man felt a peculiar heat in his head, the same sort of thing that he'd felt right after his victory over the Melter in Aspen. "Maybe not harsh enough," he whispered. "Run a check on all known victims of the Scourge. See if there's been any other odd 'resurrections' lately."

<I already have, Tony. Someone wearing Firebrand's costume is believed to have been responsible for the death of William McFelty three days ago.>

"McFelty... Of New Millennium Weaponry?"

<The same.>

"He was based out of San Francisco, wasn't he?"

<Yes. Are you going there?>

"Might as well. Route all my calls to the helmet. And good work, J."

Morgan Stark groaned, his head aching horribly. He was hanging from metallic bands, wrapped tightly about his arms and legs.

He wanted a good, stiff drink very badly.

"Where am I?" he whispered, his eyes adjusting to the harsh glare. The air smelled of grease and sweat. With chagrin, he noticed that his expensive suit was positively ruined, with rips all along the front and grease stains running down the arms.

"A very interesting book," someone answered. Morgan craned his neck to see its source, finally spotting a fellow in black robes with an oddly furred collar that hid his features. In his hands he held a publisher's proof of *The Truth Laid Bare*. "Too bad you skimmed out on the most interesting parts of your own history."

"How did you get that?!" Morgan exclaimed. As usual, he was more personally outraged about some perceived slight than the fact that his life was possibly in danger. "If my publisher gave you an advance copy--!"

The Lama held up a hand, silencing Morgan with a mental command. "Stop your whining." He tossed the book to the floor, like discarded trash. "Why no mention of the Helicon, Morgan?"

Morgan flinched as if struck. He had enough resemblance to Tony Stark to get his share of women, but there was something slimy about him... as if he were a lesser reflection of his cousin. But now he didn't look handsome at all, for his features twisted up into an expression of disgust and fear. "What did you say?" he hissed.

"The Helicon. An underground base from which you launched an assault on the teenaged version of Tony Stark. You had a team of superpowered mercenaries called the Stockpile. Joust. Sunstreak. Unicorn. Calico. Any of this ringing a bell?" The Black Lama moved very close now, so close that he imagined he could smell Morgan's fear. "What about Brass, the giant robot that you cyber-linked with and*--"

(*See *Iron Man* v.1 #327 & 330-331)

"Shut up! Just shut up!" Morgan screeched. "Let me go -- I'll pay you money! I got a huge advance on the book! I have stocks! I--"

"How strange that Tony never questioned what had happened to you... why you suddenly reverted back to normal*. But then again, he never did care very much about you at all, did he?"

(*In *Iron Man* v.3 # 1)

"Please," Morgan begged, letting his head sag. "Let me go."

"Look at me," the Lama commanded.

Morgan felt himself compelled to do as the man ordered. He glanced up as the Lama pulled the hood back, revealing his face....

"It's not possible," Morgan gasped. "It's not possible!!!"

"A dozen red roses, along with a card that reads 'I'm sorry.' When can I expect delivery?" Iron Man flew over San Francisco, carrying on a long-distance communication with a flower shop not far from Rumiko's apartment. He'd hated cutting their Aspen trip short, but when killers like the Melter were coming after you, it was time to head home. Hopefully, she'd understand.

Landing outside the New Millennium headquarters, Tony was pleased to see that someone was waiting for him. Long-legged and trim, Rose Simenon was a brunette to die for. She walked across the concrete in her high heels, hair pulled up into a professional bunch. "Iron Man! It's quite an honor. My name's--"

"Rose. I know. My employer has read several of your papers."

Rose blushed slightly. "I'm surprised Mr. Stark has time for such things."

"He makes time." Iron Man moved towards the building. "The site's still closed?"

"Yes. Mr. McFeltly was beloved by everyone. His murder has affected us all very deeply. I've been handling things day-to-day with a skeleton crew staff but we're not re-opening fully until Monday." Rose led him inside, straight to the office where McFeltly had been killed. "It happened here, around 6:30 in the evening. I was upstairs. No one else where here. I heard a strange sound... kind of a whooshing noise... and then the sprinklers in the building came on. When I rushed down to exit the building, I found Mr. McFeltly... he was....."

Iron Man touched her shoulder. "I can visualize it. Firebrand must have used his thermo-blasts in here."

Rose nodded, unable to speak more.

"I'll take it from here, if you don't mind," Iron Man finished. When Rose was gone, Iron Man looked around the room, scanning it. The computer was ruined but if Tony's suspicions were true, there would be a hidden safe or-- "Bingo."

Tony focused an energy beam on the wall, slicing open a small section. Behind the plaster was a locked safe. Within seconds, Tony had run an algorithm program that provided the number code he would need and the safe opened for him. Inside were folders and documents listing the contents of a number of warehouses... mostly in the Dallas area. Weapons and equipment scavenged from the dead bodies of slain supervillains, collected and housed together. Not all of them were victims of the Scourge, but his bloody rampage had provided plenty of fodder. Much of the equipment had served as the basis for Millennium's weapons contracts, but some of the material still lay in storage. *Though probably not anymore, Tony mused. McFeltly was working with someone. Someone who decided to cut him out of the game and take it all for himself. They must have sent Firebrand to do it for them... but he hadn't known about the safe.*

Tony flipped through the rest of the pages, finally stopping on the final sheet of paper. It was a handwritten note, detailing the date and time for a meeting.

But Tony recognized the handwriting.

It belonged to Morgan Stark.

Happy and Pepper never saw it coming.

They were riding away from Stark Solutions in their SUV, deeply engrossed in a discussion of that night's episode of *Survivor*. Who would leave, who would win immunity... it all seemed so very important at that moment.

But in the grand scheme of things, when life and death hangs in the balance, it was a small and frivolous discussion.

Just as they turned on to the Internet, a man dressed in red and yellow dropped from the sky in front of them. Happy slammed on the brakes, leaving long trails of black on the road. He came to a stop just feet away from the stranger, whose costumed sported a raised fist on the chest.

"What the heck?" Happy asked, moving to open the door and confront the stranger.

"No, Happy... don't." Pepper picked up her cell phone and dialed Jocasta's number.

<Hello, Pepper. What can I assist you with?>

"We're in trouble! Call Tony! We--"

The rest of her words were lost in the crackling of fire.

Firebrand stood before them, laughing as he unleashed a torrent of flame. It engulfed the SUV, quickly ignited the gas tank and created an explosion that rattled the earth for miles around....

TO BE CONTINUED

NEXT ISSUE: *It Falls Apart* continues as the Black Lama's plan for revenge continues. Plus: the fates of Pepper and Happy!

Author's Notes

Two issues in and I'm starting to feel a rhythm here. If you're not a hardcore Iron Man fan, you might be a little lost on some of the continuity I'm playing with here, but hopefully by the end of the arc I'll have summarized things nicely enough for you. Morgan Stark was shown to be as crazy as a bed-bug in the Teen Tony days and then he seemed perfectly fine when Kurt Busiek restarted the series. This arc will give my explanation for those events -- which just goes to show much these things stick in my head, lol. I've always wondered about that.

Creating updated versions of my old favorite IM villains (Black Lama, Firebrand, the Melter) is great fun, too. Too many of Tony's villains end up six feet under so I'm restoring his rogue's gallery.

Little subplots (like Tony's weird 'hot flashes' and Jocasta's behavior) will loom larger soon, I promise.

We have comments this time around -- from David Golightly:

Good issue! You wouldn't think you've been away from Iron Man even a day.

Thanks, David. Looking forward to seeing what you do with Jim Rhodes in *The Vault* series.

Keep in touch,

Barry Reese



#33

"IT FALLS APART – PART THREE"

Written by Barry Reese

St. Mary's Hospital

Tony Stark rushed out of the elevator, still dripping wet from the heavy rain he'd encountered on his way to the hospital. He spotted Rumiko in the waiting room and moved to join her. "How are they?" he asked without preamble.

"Pepper's out of surgery. She's got serious burns over part of her body but they're using that liquid synthetic flesh you invented to close the wounds."

"Good. And Happy?"

"He's in a coma, Tony. They're afraid he might have suffered permanent brain damage."

Tony stood there without speaking for a moment, until Rumiko wrapped her arms around him and pulled him to her. He accepted the embrace but did not truly return it. He was seething with anger... once again, someone close to him had suffered simply because they knew him.

The Next Morning

Pepper smiled wanly as Tony entered her room. "I look awful, don't I?"

Tony sat on the edge of her bed, clasping her hand in his own. "A little pink in places but the liquid flesh is setting nicely. You're going to be cute as a button when you get out of here."

Pepper looked away, blinking away tears. "They told me about Happy."

For a long time, no one said anything. They'd gone through a lot together, both of them growing and maturing over the years. If things had gone differently, it might have been the two of them getting married instead of her and Happy. But Tony knew that things had worked out for the best... until now. "I'm going to get back at them for you."

She looked at him in amazement. "That's always your answer, isn't it? Someone hurts you so you hurt them back, twice as hard." She closed her eyes. "It's not going to bring Happy out of his coma. You know that, right?"

"I have to do something."

"Because you're not like the rest of us, are you? You can't accept that sometimes you just have to sit and wait... and let God sort it out."

Tony frowned, stung by the hurt that lay behind her words. "You want me to let them get away with this?"

A single tear ran down Pepper's cheek and she turned away from him, burying her face in the pillow. "I want you to stay with us, Tony. Be our friend. Let your Avenger friends hunt the bad guys down. Please....."

Tony took a deep breath, considering her request. The Avengers could certainly handle the Black Lama... but it was **his** fight. **His** friends who were being made into targets. What if they were to turn their attentions to Rumiko next? Or Jim? Besides, the west coast branch was still recovering from the whole Force Works affair*...."I have to stop them," he repeated.

(*See the *Avengers West Coast vs. Force Works* limited series)

"Of course you do."

"I think Morgan's involved in this. It's some sort of personal attack against me."

"Well, the world **does** revolve around you, doesn't it?"

Tony didn't reply. He hoped that Pepper was just lashing at out him because she needed to vent over Happy's condition, but he couldn't shake the feeling that things had changed all around him and he hadn't noticed until it was far too late: Rhodey was gone, Happy was in a coma, Pepper was angry with him... only Rumiko seemed stable in his life right now.

When all this was done, he'd have to buy her something nice.

Dallas, Texas

The young black man ignored the blood that streamed into his left eye, stinging him so badly that he could see nothing. He continued applying pressure to the neck of the man he was grappling with, while men and women screamed in bloodlust.

With a final shove of his body, he felt his opponent's neck snap and the body abruptly went limp beneath him. Standing tall, the victor raised both hands skyward, accepting the praises with relish.

"Congratulations, Benjamin." The Black Lama's voice boomed through the arena, drowning out the crowd. Benjamin had no idea where the Arena's founder hid himself, but it well known that he never missed a championship bout. "Come forward. To the center of the arena."

Benjamin staggered forward, nearly tripping over the corpse of his opponent. His heart skipped a beat as a green and yellow costume materialized in the air. A hard hat, a specialized gun and a bag of rivets lay on the ground. "What's this?" he asked, disappointed that he hadn't gained the costume and name of someone he actually recognized.

The Black Lama sounded amused when he answered. "I give you a new life, Benjamin. From this day forth, you will be known as -- Steeplejack!"

Benjamin picked up the gun and nodded. It was better what his opponent got, that was for sure....

The new Firebrand stood beside the Black Lama, both of them watching a monitor where Benjamin was examining the spoils of victory. "What a loser. Steeplejack. Good Christ."

The Black Lama turned towards Firebrand, his eyes shining slightly beneath his furred cloak. The two of them were in an office located several miles from the Arena. For safety reasons, the Lama never stepped foot in the Arena. "Not everyone can have an identity as coveted as yours."

"Damn straight." Firebrand preened a bit in his red and yellow costume. It fit like a second glove, showing off a trim physique honed through years of physical activity. "Firebrand won the War of the Supervillains*. Right?"

(*Back in *Iron Man* v1. # 69-81)

"Yes. He did. Unfortunately, it was all downhill from there." The Lama moved past him, striding towards the door. "You did well on your mission. the harm done to Happy and Pepper will eat away at him."

"Um, yeah... and who exactly is our enemy? Iron Man? Or Stark?"

"Both. Neither." The Lama stepped into the next room, Firebrand at his heels. "I have plans that are far greater than mere revenge... but revenge is a necessary first step. Iron Man has been a thorn in my side for far too long... and if left alive, he would no doubt stand in my way again."

The two men came to a stop before the quiet, still form of Morgan Stark. Tony's cousin was obviously dead, lying in a heap atop a cold pallet.

"Want me to dispose of him?" Firebrand asked. He didn't feel satisfied with the Lama's answers about Stark, but he'd seen what happened to people who pushed the Lama too hard. They ended up just like Morgan Stark...

"No need." The Lama lifted up Morgan's head and, before Firebrand's astonished gaze, opened up a small flap of skin. He pressed a small switch and then stepped back, motioning for Firebrand to do the same.

The body of Morgan Stark began to break down, the skin oozing away from hard metal. That, too, began to smoke, slowly turning into some of gray-tinted ooze.

"What the hell?" Firebrand whispered.

"An LMD... a Life Model Decoy. For a time, the world had to believe that Morgan Stark was just as he had always been. A weak-willed drunk desperate for money. But he achieved too much free will. He even wrote a book." The Lama laughed. "But the time for such lies have passed." The Lama turned to face Firebrand, his eyes blazing beneath his hood. "I had thought that the Melter might begin my right hand. That he might lead my growing army of supervillains. But he failed me."

Firebrand stood up straighter. He'd worked for the Red Skull once, learning to sense the mood swings of a psychopath. It had kept him alive in a line of work that was fraught with danger... and he sensed now that something good was coming. "I'll never do that, sir."

"That's why I'm placing you in charge of my forces." The Lama reached up and pulled back the hood hiding his face. "And it's time you knew the truth."

"Sir?" Firebrand whispered, confused by what he saw.

The Lama smiled. "Call me Morgan."

Rumiko listened to the recording, telling her that Tony was unavailable but that he'd call her back if she left a message. She hung up without doing so, feeling guilty for the anger that burned within her. She'd just returned home from talking to Pepper and she'd found it difficult to fathom that Tony would leave his friends alone at a time like this. What if someone came gunning for them again? Why was he so damned arrogant that he couldn't call upon the Avengers for help?

Because this is his territory, she mused. I love him, but he's like an animal sometimes. There's Avengers business and Tony business and he tries damned hard to keep them separate.

Rumiko sat down at her kitchen table, turning on the laptop computer she used for work. She had neglected her duties to her grandfather as of late, but she did take seriously the fact that she was heir to Stark-Fujikawa. As she tried to force herself to look through several business files, Rumiko noticed that her monitor was flickering a bit. Biting back a curse, Rumiko started to check the power switch when Jocasta's image appeared onscreen.

<Greetings, Rumiko.>

Rumiko stammered out a reply, a bit unnerved by seeing the robot's face so unexpectedly. "How are you doing this?" she asked.

<I could explain it... but it isn't very important in the grand scheme of things.>

Ooooookay, Rumiko thought. "What can I do for you?"

<We need to talk.>

"About...?"

<About Tony. About what your intentions with him are.>

For a moment, Rumiko just stared. Was she imagining it or did Jocasta actually sound jealous? She was based off the thought-patterns of a real woman, or so Tony had said... but surely she was just a machine? "What exactly do you mean?"

<Do you love him?>

"... Yes."

<Then you deserve to know that Tony isn't the kind of man to settle down.>

Rumiko felt herself growing angry. "Where do you get off--?"

<I'm only telling you the truth. Tony needs someone who can be at his side in the most dangerous of situations... not someone who will have to be protected.>

"Now you wait a damned minute," Rumiko shouted.

Jocasta's image flickered out of sight, though her last words seemed taunting in nature. <I'm sorry, but Tony needs me. I'm sure we'll talk again later.>

Rumiko stared at the screen, fuming. "That mechanized bitch," she whispered.

Iron Man blew the doors right off the warehouse. He strode over the wreckage, his armor's sensors scanning his immediate surroundings. According to the papers he'd found in McFelt's office this was one of the locations he and his partner had used to store the various weapons and costumes they'd collected from dead supervillains. Tony checked on his cousin's activities on the way to Dallas -- in addition to writing his tell-all book that was due in stores any day now, Morgan had also gambled away almost \$500,000 in Las Vegas in the last week. But, strangely enough, someone using Morgan Stark's credit cards had also been in Dallas at the same time....

<Tony?> Jocasta asked.

"Did you find anything?"

<Move to your right fifteen meters. Then scan downwards.>

"Bingo," Tony said. There were multiple life forms and some heavy-duty electrical readings below the ground. "This must be the arena that the Melter told me about. Looks like luck is with us today."

<Should I contact the West Coast Avengers now?>

"Let them know what I'm up to but don't request their aid just yet. Keep them on standby."

<You really shouldn't blame yourself. Happy knew the risks he took by working with you.>

"Thanks, but you and I both know the truth. My friends are sitting ducks, just waiting for madmen like Stane or the Lama to take them out. I want you to re-open the PLATO files, cross-reference them with my recent revisions to the Chaos Theory protocols. It might be time to take the fight to my enemies... before they strike."

<The proactive approach didn't work very well the last time, Tony.>

"The original Force Works failed because I didn't invest the time in the group that I should have -- and the whole Crossing business just muddied the waters even more." Iron Man knelt, placing his palms against the surface of the floor. He unleashed two powerful repulsor blasts that shattered the concrete, revealing a passageway below. "I'm going in, J. Radio silence, please."

Iron Man crept through the hall, following the sensor readings. Several twists and turns took him past a large combat area -- thankfully empty -- and a number of barrack-like apartments. The complex obviously stretched for miles and had to have cost many millions to build. The entire time, Tony kept reliving the small glimpse of Happy that he'd gotten at the hospital. Pepper's words had troubled him so much that he'd had to look in on Happy to convince himself that he was right to leave them alone. Seeing the frail form of his friend had hardened him to the deadly work that had to be done.

Chanting brought him up short. A door marked "arena" lay just ahead and Tony opened it slowly, peering out. Several hundred men and women, most dressed very expensively, sat on bleachers that surrounded a circular fighting area. Right now, two women wearing yellow jumpsuits were fighting with swords, each of them bearing bloody scars from past victories. An announcer urged the crowd ever louder, reminding

them that the winner of this bout would face someone named Deadly Sharon for the right to wear the costume of the Enforcer.

If I act quick enough, I can take out the lights and send the place into darkness. I'll be able to function fine, but no one else will --

A throbbing pain behind Iron Man's eyes made him groan. This was the third time in recent days that he'd felt it... the first had been right after he'd activated the nanite solution in his bloodstream. Could Jocasta have missed something in her scans afterward?

Before he could ponder the bizarre situation, something slammed into his back, knocking him straight into the arena. The combatants both stopped what they were doing, confused by his sudden arrival and the crowd alternately hushed and cheered louder, unsure whether or not this was part of the show.

Iron Man shook his head to clear it, noticing exactly who it was that had struck him. The fellow wore a costume that resembled the Green Goblin's, only with the green portions of the suit dyed black. He rode atop a modified Goblin Glider, making Tony wonder if the group here gave any consideration to whether or not the 'dead' villains ever bothered to come back. "You made a mistake, my friend." Iron Man opened up a localized E-M pulse, shorting out the electrical components of the glider. The Black Goblin crashed to the ground, breaking his arm.

A wave of flame washed over Iron Man, making him glad he'd improved the armor's heat defenses after his battle with the Melter. Someone in the Firebrand costume was coming towards him, flanked by new versions of the Man-Bull and Steeplejack. The latter fired several red-hot rivets at Tony, who deflected them with well-timed repulsor blasts.

"The Lama was right -- he **did** sense your arrival. And I thought he was nuts for wanting to come back here." Firebrand held up a hand to stop his allies from attacking. "You're outclassed, Shellhead. Want to surrender?"

"Are you the one who nearly killed those two employees of Stark Solutions?" Iron Man asked.

"That was me. I always do good work." Firebrand held up a hand, generating a small burst of flame. "So... surrender? Or would you rather I cooked you in that tin can of yours?"

"Your predecessor was a man named Gary Gilbert. He was dangerous and smart... if he hadn't had a run of bad luck and some low self-esteem, he could have been one of the deadliest foes I ever faced." Iron Man pointed a glove at the new Firebrand. "You're nothing but a pretender to his name."

"Oh, you wound me," Firebrand laughed. "My name's Greg Torrance and I was side-by-side with the Red Skull when he built a criminal empire. I once fired a bullet at Captain freakin' America. And now I've got my own power -- and I know how to use it!"

Both men attacked at the same moment, repulsor blast meeting flame burst. Steeplejack fired as well, his rivets slamming hard into Iron Man's side. Tony gritted his teeth against the pain, noting that Man-Bull was charging hard, as well. Iron Man flew upwards, propelled by his boot jets, and fired a concentrated burst of energy from the center of his chest. This attack was far more powerful than his repulsor beams but also drew upon Iron Man's deeper power reserves. Man-Bull cried out, stumbling to the ground.

Iron Man watched as the crowd began to realize the danger they were in, fleeing towards the exits. Tony would have loved to have caught them all, but the Lama was the important one -- and his superpowered minions. Firebrand's jets carried him airborne as well, leaving Steeplejack to continue emptying his arsenal at Iron Man. Tony ignored Firebrand, choosing to take out the villain below. He flew towards

Steeplejack, taking several rivets to the face plate. Tony walloped Steeplejack so hard that the man tumbled head over heels into a nearby wall.

"Shellhead, stop running from me!"

Iron Man whirled about as Firebrand flew towards him, flame dancing about him. Tony waited until he was in range and then pointed both palms at the villain. "First rule of villainy -- if your gimmick is fire, be prepared when your enemies pull out the extinguisher."

Before Firebrand could respond, Iron Man's gauntlets projected a stream of fire-retarding gel. The sticky substance wrapped around Firebrand, clogging his jets and dousing his flame. With a cry, the villain fell some twenty feet to the floor of the arena.

Iron Man felt a momentary sense of satisfaction. It was rare these days that he took on multiple foes at once -- it felt damned good to cut loose. Especially against the guy who had nearly killed Happy and Pepper.

"Bravo!"

Iron Man looked to a side entrance, where the Black Lama had emerged.

"Do you know," the Lama continued, "that this is actually the first time I've ever stood in this arena? Men and women die for me here, but I've never once looked up at the crowd the way they do?"

Iron Man landed in front of his foe, seething with anger. "Who are you? You're sure as hell not King Jerald*."

(*The original Black Lama, the mastermind behind *Iron Man* v1 # 69-81)

"You're right about that, Tony." The Black Lama laughed as he saw Iron Man stiffen at the use of his real name. "I know who you are, yes. I know more than you'd ever imagine. Not all that long ago, I was a broken man. I sent agents against a teenager who had stolen your empire. **My** empire. When they failed, I made new friends... including Mr. McFelt. Together, we began collecting objects of power... things that might help us gain the power we deserved. While I did this, I sent an LMD out into the world to hide my true activities."

Iron Man shook his head. "My God, it **is** you, isn't it? Morgan?"

The Black Lama nodded, removing his hood. Ignoring the question -- for the answer was now obvious -- the Lama continued, "And guess what found its way into my hands one day? How it came back to this Earth, I'll never know... but there it was: Jerald's Globe of Power."

"The Globe drove Jerald mad. Do you know that?" Iron Man tried to calculate the odds that a well-timed repulsor blast could drive the Globe from Morgan's hands, but to his surprise Morgan began laughing.

"Removing the Globe from my possession would not weaken me. And **yes**, I just read your mind." Morgan tossed the globe into the air, where it vanished before Tony's eyes. "It changed me. Made me stronger. Gave me telepathy, mind blasts, more power than I'd ever dreamed of. But it's a fickle thing. Easily bored. It craves action... so I allow it to watch the arena and it's satisfied. In return, I get all that **I** want."

"So it's too late for you, isn't it? You're just as crazy as Jerald was."

"I'm not crazy," Morgan replied, his voice taking on a dangerous edge. "This is one time where you don't have the upper hand, Tony. Even if you pull off a miracle and win today, your life is in shambles. There are accusations in that book my LMD wrote that will leave Stark Solutions under a lot of scrutiny. You've been so busy playing hero that you've overlooked some criminal activities going on right under your nose."

"Bull."

"You'll see soon enough. And we haven't gotten to the fact that your friend Happy is in a coma...."

Iron Man raised a gauntlet. "That's enough. You're either going to surrender or I'm going to take you down. **Hard.**"

The Lama sneered at the threat. "No. I'm going to take **you** down. **Hard.**"

Tony cried out as a mental blast cut through his armor's defenses, slicing through his brain like a knife through butter. Iron Man fell to the ground, blood spurting from his nose as he hemorrhaged.

The Black Lama strode over to his fallen foe, years of jealousy making him twist his mental blade all the more savagely. "I'm going to take your company, Tony. I'm going to have the fortune that should have been mine. Payback. Is. A. Bitch."

The last thing Tony saw before he fell unconscious was Morgan raising his foot... and bringing it crashing down atop Iron Man's helmet.

The rain was coming down hard, but the young man in the silver and red armor paid it no heed. He kept his silent vigil outside Pepper's hospital window for well over an hour before he finally relented, accepting the fact that there would be no further attacks on her. He was grateful for this, though a part of him ached to attack someone, to lash out at a physical foe.

He flew upwards, carried aloft by his boot jets, and landed smoothly on the rooftop. Sure enough, his robotic companion -- a gray-colored 'bot named Lex -- was waiting for him. Lex looked like he'd been dreamed up by someone in the 1940s, envisioning the 21st century. He was chrome and steel, with little flourishes here and there that served no practical purpose.

"You shouldn't be out here in the rain," the boy chided. "You'll rust."

<You are the one who should be inside, master. It does you no good to be in this place, in this time.>

"I have to try and change things... You should have seen her. She looks so **young.**"

Lex made the mechanical equivalent of a sigh. <We should leave, master. If Iron Man were to return and see you....>

"Let him!" the young man cried petulantly. Energy snaked out from his right gauntlet as his repulsor blast charged up. "Maybe it's about damned time that Tony Stark met **Iron Lad!**"

TO BE CONTINUED...

NEXT ISSUE: *It Falls Apart concludes as Iron Man confronts the Black Lama! Plus: More on Iron Lad and Jocasta's personality... quirks... begin to cause problems for Tony.*

Author's Notes

The best issue of my run so far, I think. I'm getting more comfortable with both Iron Man and Marvel 2000 with each issue, so hopefully the sky's the limit in terms of how good this series can be. Next issue will wrap up my first storyline and hopefully leave the Black Lama in a position where he can become one of Tony's premiere villains.

Down the road... Iron Lad (hint: he's not Kang this time around), the Mandarin and a new villain named Kestrel.

Keep in touch,

Barry Reese



#34

“IT FALLS APART – CONCLUSION”

Written by Barry Reese

Sleek silver curves.

Dangerous fists with the strength to bend steel.

Glowing yellow eyes that could project devastating beams of force.

All that and more gleamed in the mirrored reflection, revealing the new robotic body of Jocasta.

After Iron Man's signal had gone dark nearly an hour before, Jocasta had sprung into action. She discarded the idea of contacting the Avengers, remembering the way Tony had balked at the idea. But something would have to be done... and there would be no outfitting Happy or Pepper in armor this time. Nor was Jim Rhodes on hand, ready to fly into action as War Machine.

There was only Jocasta, ready and willing to go save the man she... loved? The word sent a flurry of electrical impulses through her neural net, stimulating a number of responses. Something akin to nervousness was quickly followed by euphoria.

Once upon a time, she had been created as a mate for the murderous robot named Ultron. Creating Jocasta with the mental patterns of Janet Van Dyne, Ultron had failed to take into account the heroic spark that lay within her. She had betrayed him, leading to a long period of self-discovery and confusion for her. In the end, she'd become an Avenger, but she had never truly felt welcome. She was always different, apart from the others....

But not anymore. Existing side-by-side with Tony had given her a strength of purpose, a confidence, that she had always been lacking.

The features of her face twisted slightly as she experimented with smiling. She thought it made her look quite pretty. Hopefully Tony would think so.

Jocasta moved outside the Stark Solutions building, her internal sensors still locked on the location where she'd last sensed Iron Man. Rockets housed in her feet and legs propelled her upwards.

Hang in there, lover. I'm coming.

Maria Stark had been a lovely woman, with a regality that set her apart from those around her. Sometimes she would sit with him, stroking his hair and laughing every now and again at his childish attempts to amuse her. Those were good times, times that still warmed his heart even in adulthood.

There were far different memories of his father, Howard Stark. An alcoholic with a temper, Howard had driven his son far too hard, far too early. It could be argued that without his influence, Tony never would have flourished or peaked so soon, but there were nights that Tony wished his childhood had been

different. Perhaps he wouldn't have turned out to be quite the same success that he had, but it would have been a fair trade-off for intimacy with his father.

"Such a poor little boy," Morgan Stark whispered, scorn lacing every word. He was dressed as the Black Lama, watching as Tony Stark lay in a fetal position on the floor, his every memory being rummaged through by Morgan's telepathy. The Lama sat in a chair, a glass of brandy in one hand and a cigarette in the other. "Let's move on, shall we? What about that love life of yours?"

Tony moaned, a small line of spittle trailing from his curled lips to the floor. Images of past lovers filled his brain, so powerful that both he and the voyeuristic Morgan could remember the scents, the emotions and the physical sensations of their various encounters. "Get out of my head," Tony hissed, struggling to maintain some sort of privacy. He felt Morgan shove his defenses aside, lingering on the sex that Tony and Rumiko had shared in Aspen.

"She's quite beautiful. I'm glad she's recovered from Arno's assault*. Perhaps I'll pay her a visit myself... it'd be easy enough to mentally convince her she loved me and not you."

(*Back in issue 28)

"Go to hell," Tony said, trying and failing to regain some control over his body.

"I wonder how she'd feel if she knew about the torch you still carry for Whitney Frost," Morgan continued, ignoring the outburst. "Your one true love, that one."

Tony didn't respond to that, because in his heart of hearts he knew it was true. Rumiko was special, that was true... but the passion he felt for Whitney was unsurpassed.

The Black Lama drained the last of his brandy and stood up, setting the glass on the floor. With a laugh, he kicked it towards Tony. It stopped just in front of his face, revealing that one tiny drop remained. It oozed out on to the floor.

"So you're one of those recovering addicts, aren't you?" the Lama asked. "But you and I both know that you'll always be a drunk... all it takes is one little taste for you to fall off your pedestal."

Tony grimaced as he felt Morgan reach into his brain and take control. Though the act disgusted him, Tony felt his tongue snake out, wavering in the air above the brandy.

"Lick it," Morgan whispered, enjoyed the spectacle.

Tony groaned but felt himself drawn ever closer to the liquid. His tongue darted out against his will, swiping across the floor. The brandy burned warm against his throat as he swallowed it down. He shivered in disgust. "You sick bastard," Tony whispered. "And to think I once felt sorry for you."

That erased all traces of the Lama's smile. He rushed forward, kicking Tony hard in the face. "You don't have to feel sorry for me! I'm better than you! Do you hear me?" Again and again he repeated the kicking action, until Tony's face was a bloody mess. "Do you **hear** me?!"

"Uh... boss?"

The Lama whirled about, panting. With his hair disheveled and his eyes wild, he looked insane. Forcing himself to calm a bit, the Lama stared at the somewhat shaken form of Firebrand. "What do you want?"

"We have a visitor. Steeplejack ran her through the computer and found a match. An Avenger -- Jocasta."

Pepper walked unsteadily towards her husband's bed, dressed in her hospital gown and with a small bandage on her forehead. She hated hospitals, with their intermingled smells of sickness and disinfectant. Ever since she'd been a little girl, she'd been frightened of the places, had fought teeth and nail to avoid having to visit them. Since becoming Tony Stark's friend, however, she'd had to become much more familiar with them. It seemed that one of their coworkers or friends was always injured for one reason or another....

That's not all Tony's fault, she reminded herself. He tries to do the best he can and those of us who love have just the bad luck to be in the path of his enemies. Happy stared at her husband's body, putting a hand over her mouth to choke back a sob. Happy had always been a big man with broad shoulders and an easy strength about him. Now, he looked pale and fragile.

The door behind her opened, making her jump. She relaxed a bit when she saw Rumiko Fujikawa standing there, looking a bit embarrassed. Tony's current girlfriend was stylishly dressed and was holding a small vase of carnations. "I'm sorry," Rumiko said, lowering her eyes. "I was just coming to leave Happy some flowers."

"That's really sweet of you," Pepper replied, wiping at her eyes. "This is the first I've seen him since the attack. He... he's looking worse than I expected."

Rumiko looked over the wires and tubing that seemed to cover Happy's body. "He's going to be fine. Tony's already sent for specialists." Setting the vase down next to the bed, Rumiko wrapped her arms about herself. "Had a strange call from Jocasta. I couldn't really sleep afterwards."

Pepper jumped at the change in subject, glad to have something to distract her from Happy's condition. "What did she say?"

"I think it was the equivalent of 'stay away from my man.'"

"What?"

"She wanted to know what my intentions were with Tony... and she implied that she'd be a better match for him than me."

Pepper's mouth fell open. "You're joking."

Rumiko shook her head, staring at the ceiling. "I wish I were. I know what it sounds like... heck, I feel stupid even bringing it up... but I think she's in love with him."

Pepper pulled up a chair next to her husband's bed, sitting down and taking his hand. "Wow. Have you talked to Tony?"

"He's not answering."

"That's not like him. You don't think Jocasta's screening your calls to him, do you?"

"Hadn't even thought of that," Rumiko admitted. She laughed self-consciously. "I'm sorry. I shouldn't burden you with my problems... not when Happy is--"

"I appreciate you being here," Pepper said. The emotion in her voice made it clear to Rumiko that she meant it. "Happy and I don't have many friends outside of Stark Solutions. And with Rhodey away... well, I could use you to lean on. If you don't mind."

Rumiko smiled softly. "Not at all."

Jocasta landed outside the same warehouse that Iron Man had visited only hours before. She found that the doors were still nothing more than crumpled husks of metal and strode through them imperiously. Her sensors indicated that four individuals were inside, lurking in the shadows. Three men and one woman, all bearing weapons that were primed for action. <There is no need for such stealth,> she said, raising her voice so that it echoed in the warehouse. <I know that you are here.>

"Yeah? Then did you know this was about to happen?" A green and yellow clad figure that Jocasta recognized from the Avengers' files stepped forth. Steeplejack raised a gun and fired a stream of red-hot rivets at Jocasta. The first struck her left shoulder and embedded itself deeply within. The rest missed their mark as Jocasta began to run towards him, dodging them. She possessed a personal force field that could have withstood the barrage but she also wanted to test this new body of hers, see how it held up in combat.

Steeplejack emitted a small squawk of alarm as Jocasta bore down on him. Before he could react, she connected with a backhanded blow that nearly took his head off. He flew through the air, bouncing loudly off one of the walls.

"Holy crap," a woman whispered. Jocasta turned, her eyes crackling with energy and saw that the rest of her enemies had emerged: Firebrand, Man-Bull and a female Enforcer. Each of them stared at Jocasta with something akin to fear on their faces. Though they'd been outfitted with the identities and powers of deadly villains, they had never before been anything other than cannon fodder, something for Iron Man and other heroes to smash through before facing the true threat... but now they had an Avenger staring at them with fury etched on her metallic face.

Firebrand was the first of the villains to recover his bravery. With a shout, he launched another flame attack at Jocasta, exhorting his companions to join in. Man-Bull lowered his head and charged, trying to be careful to avoid the Enforcer's bullets as he did so. He slammed into something hard and unyielding before he reached his target, however -- for Jocasta had at last raised her force field. The impact sent Man-Bull staggering back, shaking his head to clear it. Jocasta took the opportunity to blast him with her eye beams, taking him out of the combat entirely.

Jocasta saw her force field buckle somewhat as the Enforcer moved closer, firing her pistols at almost point-blank range. The former Avenger allowed the field to drop, realizing that the bullets would do minimal damage to her outer covering. She gripped the Enforcer by the shoulders, lifting her up and tossing her away like a rag doll.

Firebrand realized that things were most definitely not going his way. He turned away from Jocasta, sprinting towards the door. Jocasta watched him go, not bothering to stop him as he activated the rockets attached to his belt and fled the scene. She couldn't help but wonder how the Black Lama felt about his soldier abandoning the fight.

She didn't have long to wonder.

The Lama stepped into the warehouse, his hood drawn up, hiding his features. "Very interesting," he murmured. "I wasn't aware that you were so... mobile... these days."

<Where is Tony?> Jocasta asked, running every high-level scan she could on her foe. To her surprise, she found a genetic match very quickly: Morgan Stark. Tony had informed her that there was a connection between Morgan and the Lama, but she had never suspected it would be quite so close....

"He's unavailable," Morgan replied. "Did he send for you? I'm surprised. I would have expected the Avengers... not whatever you are."

<I'm his friend.> Jocasta readied another burst of energy from her eyes. <If you've harmed him, I swear you'll pay.>

"You sound very concerned... for a glorified toaster."

Jocasta unleashed an optic blast but it never reached its mark. Morgan Stark's body was protected by an invisible field of pure mental energy and Jocasta's attack fizzled out against it.

The Black Lama raised a hand, sending a wave of telekinetic force at Jocasta. It slammed into her so hard that her torso was ripped free from the connectors to her legs. Her lower limbs remained rooted to the floor while her upper half flew through the air, smashing right through the wall. Morgan made a fist in the air, pulling the remains of the wall down atop Jocasta, smashing and crushing them into a tight ball around her. "Even the machines love him. It's disgusting." He strode through the wreckage, looking down at the remains of Tony's companion. The only part of Jocasta that could be seen was a small section of her face, covering one eye and part of her mouth. The mouth flickered and sparked with anger. "Still with us, lovely?" the Lama asked, smirking beneath his hood.

<Tony *squawk* *whirr* will kick your *frizzle* ass.>

"Nasty thing, aren't you? I'm surprised Tony doesn't have some sort of adult filter on you, with the way your mouth works." The Black Lama leaned down, preparing to deliver a coup de grace, when he was brought short by the sound of movement from behind him. He glanced back, expecting to see Firebrand returning, tail between his legs. Morgan wouldn't punish him too severely -- he understood all too well that discretion was the better part of valor, after all.

But it was not Firebrand who shambled towards him, looking like a bloodied escapee from a George Romero film.

It was Tony Stark, his face a ruined mess and his armor sparking here and there as failsafes began to fail. Iron Man raised a shaking gauntlet, pointing the repulsor at his cousin. "You shouldn't kick a man when he's down, Morgan. Now get the hell away from her."

Iron Man didn't bother waiting for the Lama to reply -- his repulsor ray slammed into Morgan, cracking a rib and sending him hurtling away, where he landed face down on the ground. He stirred slightly after landing and Tony knew that there was still more to settle between them. Before he continued the battle, though, he had to check on Jocasta.

He fell to his knees before her, pulling away pieces of metal that had embedded themselves in her body. "You shouldn't be here," he whispered, his words slurred by blood and torn lips.

<*fzizile* I had to come *crackle* You needed *fzzizle* help.>

Tony tried to smile but couldn't. His face wouldn't function quite right at the moment. Instead, he patted her head and rose unsteadily back to his feet. He'd fix her back at the office... for now, there was work to be done.

Iron Lad flew through the sky in his silver and red armor, the companion robot named Lex strapped to his back. Lex was basically a stick-figure design and could collapse down to something the size of a small knapsack. When in his "travel state," he rarely spoke, instead using taking advantage of the opportunity to rest and recharge his energy cells. The youth inside the armor didn't mind the quiet at all. It gave him time to put things into perspective... dropping by the hospital and seeing Pepper had really disturbed him. In the aftermath of that, he'd decided that the time had come for him to confront Tony Stark.

Which led him to Stark Solutions.

Iron Lad used his boot jets to angle himself onto the roof of the structure. He felt nervous and uncertain -- coming back in time had been enough of a risk. But actually confronting Stark? That seemed to be pushing things too far... if the other members of the Force Guard knew what he was up to, they would expel him on the spot. Altering history created divergences, which further weakened an already unstable timestream. That was one of the worst crimes a member of the Guard could commit... and yet here he was, about to do it himself.

With shaking hands, he reached up and removed his helmet, revealing a face that bore more than a passing resemblance to that of Tony Stark, though it was without the trademark facial hair. It only made sense, after all -- for his name was James "Jimmy" Stark, heir to the legacy of Iron Man. In his own time, Jimmy's father was retired from adventuring, instead focusing on winning a second term in the White House. It was Jimmy who donned the armor and adventured alongside the Force Guard, a team who functioned as the spiritual children of the Avengers. Iron Lad was famous the world over, as were his teammates: the Whizzer, Thor Girl, the Vision and Vagabond.

But things were not right in his world... there was a sickness, an evil, that had taken root in the early 21st century. In time, it had grown in power, eventually seizing control of Asia and threatening the West. The Mandarin had become the most dangerous man in existence, constantly engaging in verbal warfare with his old foe, now the President of the most powerful nation on Earth. Iron Lad and his allies had clashed with the Mandarin's forces again and again, never claiming true victory.

And then Iron Lad had fled into the past. It had come after a particularly painful episode in his life -- his mother, Pepper, had finally succumbed to cancer. The chance to come and see her again had proved far too powerful a temptation. He'd lurked in the shadows for a time, finally moving forward when she'd nearly died at the hands of Firebrand... and now he was going to take the final step into damnation. He was going to confront his father and warn him. Warn him about what the Mandarin was doing, even now.... warn him that within months, China would fall beneath the madman's heel.

Jimmy ran a gauntlet through his dark hair, which had a way of standing up no matter how hard he tried to smooth it down. He walked over to small door that led down into one of his father's private offices, but just before his hand touched the knob, he caught sight of a sudden movement in the skies above. He glanced up and noticed a winged creature soaring towards Stark Solutions. It was mammoth, with bat-like wings that spread out from a scaled body. A long neck ended in a reptilian head and a mouth filled with razor sharp teeth.

"Oh, no," Jimmy whispered. "It's one of his dragons." Iron Lad rocketed upwards, knowing that he stood no chance one-on-one with one of the massive beasts. In his own time, these things served as the heart of the Mandarin's army -- but Jimmy thought they were months away from making their public debut. Had he somehow altered history already? Was his mission to save this timeline from all that death and destruction doomed from the start?

Iron Lad moved to intercept the great beast, but the creature had already opened its mouth and spewed forth a cloud of smoke and flame. The attack crashed down atop the Stark Solutions building, setting off a

series of massive explosions. Iron Lad was grateful that at this hour virtually no one -- except for a few security guards -- would have been present. But the destruction of the building was still chilling to behold.

"Boy," the dragon rumbled, his voice sounding ancient and full of power. "You bear garb similar to that of our enemy." The warning was obvious in his voice and Jimmy steeled himself for what was to come. Heat from the burning wreckage below caused his armor's cooling units to kick in.

"I'm his son," Iron Lad declared proudly. He readied his repulsor blasts, his rising adrenaline making him almost eager for battle.

The dragon seemed surprised, for his eyes widened. Then he laughed, sounding dismissive and cruel in equal mixture. "Then tell your father that this is but a warning, one given only because my master considers Tony Stark to be his greatest rival and the closest thing to an equal that he has in this world. The Mandarin has declared war on his enemies -- and none shall survive."

Iron Lad watched as the dragon whirled about and began to leave. He started to give chase but held back. He was outmatched in terms of power and there might be survivors down below....

Making up his mind, Iron Lad flew downwards, throwing himself into the flames and wreckage. He didn't know where his father was, but when he returned, Jimmy had no choice: the time for explanation had come.

The Black Lama struggled to his knees, coughing. Every move hurt his injured ribs and caused him to moan. He looked up to see that his cousin was bearing down upon him, hatred blazing in his eyes. "It doesn't matter what happens here today. You're dead." He reached out with his telepathy, but found himself surprisingly rebuffed.

Tony reached down and snatched the Lama up into the air, holding him aloft by his collar. The hood that usually hid Morgan's features fell back, revealing a pasty face with too much flesh hanging off the bone. His was a soft body, ruined by too many years of wasteful eating and drinking... not fat, but certainly lacking the toned look that Tony sported. "Stay out of my head, Morgan."

"What have you done?" the Lama asked, confused as to how his cousin could suddenly become impervious to his attacks.

"Think about it. You rummaged through my memories, didn't you?"

Morgan's eyes narrowed. "The nanites*. You activated them."

(*First shown in issue 31)

"That's right," Tony replied, the heat rising in his brain. He felt flushed but good... better every minute, in fact. The nanites in his bloodstream were rebuilding the damaged tissues, flooding him with adrenaline. "I'm going to make sure you're locked up, Morgan. And I'm going to tell them to throw away the key."

Morgan snarled, drawing back his hand and then jabbing forward. His fingernails scraped across Tony's eyes, causing Iron Man to lose his grip. The Black Lama landed on his feet, staggering away from his cousin. "You didn't listen to me, Tony. I told you it doesn't matter what happens today. You're **dying**."

Iron Man felt a sudden chill go down the base of his spine. There was something in Morgan's voice that made him certain the villain wasn't teasing -- or making idle threats. He sounded certain. "What are you

talking about?" he asked, blinking away the stinging tears that had resulted from Morgan's attack. His face was filling back out, smoothing away the wounds as the nanites worked their magic. He had been warned not to overuse them, but this seemed like as good a time as any to call upon them.

Morgan laughed coldly, throwing himself forward. He wrapped his hands around Tony's throat, squeezing with all his might. Tony grunted, grabbing his cousin's head and driving it back. "The Legacy Virus*," Morgan wheezed, straining. "It damaged a section of your brain. It's been eating away at you for months, but was aggravated by the Scarecrow's fear toxins**."

(*Tony was infected during the *Apocalypse: Ageless Fury* crossover. **See issue 30 for the resolution of the Fear Toxin storyline)

Tony ground his teeth together for a moment. "I'll find a cure for it... or maybe the nanites will be able to fix it."

"They would have already -- if it were possible. The nanites can only correct things that seem anomalous since they were introduced. A pre-existing condition like the brain injury is deemed 'normal' because that's all the nanites know."

"I'll reprogram them."

Morgan shook his head. "Of course you will." He summoned another telekinetic barrage, plucking up every piece of shrapnel from the ground surrounding them. These he threw at Iron Man, aiming them directly at his exposed skull. "If I let you live long enough, that is."

Iron Man activated his suit's force field, which put a tremendous drain on his armor's resources, but which was definitely needed now. He generated a pulse burst, which slammed into Morgan, sending him reeling. Tony tried to put his doubts about his brain damage to rest, wanting to focus on ending his cousin's threat... but it was difficult. The heat flashes he'd experienced recently, the oft-times he'd behaved irrationally while fighting Arno Stark and Obadiah Stane... so much seemed to make sense.

The Black Lama, meanwhile, was in a world of pain. He lay face down on the ground, moaning. His telepathy had given him a profound edge before, but now that Tony was immune to mental attacks, the tide was once again tilted in favor of Iron Man. Morgan sat up, summoning the Globe of Power to his side. The Globe could teleport him away, could get him to safety where he could regroup and--

As soon as the golden globe appeared, Tony sent a powerful repulsor blast slamming into it. The globe shattered, even as Morgan screamed in fury. A shard of the globe shot forth, slamming into Morgan's flesh, embedded between his eyes. Blood poured from the wound and Morgan swayed on his knees before falling over to the side, two words passing his lips before he fell into unconsciousness. "...kill you...."

Iron Man cradled Jocasta's head in his hands, sitting against the side of the warehouse. He felt tired now that the nanites had stilled within him... a deep exhaustion that filled his soul. "Morgan says I'm dying, J."

Jocasta no longer responded. She'd been silent for a very long time, staring mutely up at Tony's blood covered face.

"I'm not going down without a fight," he continued, as if she were listening to his every word. "If the Avengers can't find a cure, I'll turn to Doctor Strange. And if he can't do anything, I'll look on other

planets." He cast a glance over at his cousin, who lay still and defeated. "Because I'll never give up. That's the kind of thing that separates me from people like Morgan."

Tony glanced to his left, shielding his eyes from the rising sun. An Avengers quinjet was arriving, kicking up dust and debris as it settled to the ground. Iron Man had called them a few moments before, telling them only that he'd been injured and he needed assistance in restraining several captured villains. *I've been a jerk way too often*, he mused. *To Rumiko, the Avengers, Happy and Pepper... even Jocasta. That's going to change. I promise.*

NEXT ISSUE: Stark Solutions is in flames, Happy is in a coma and Tony's got one heck of a surprise waiting for him at home... join us for "War is Coming," a special prologue to the return of the Mandarin!

Author's Notes

Things won't get any easier for Tony over the next few months. I'm going to take him down some dark paths before he reaches the light, but feel secure in the knowledge that there is a plan at work. Bear with me.

One of my goals with this storyline was to restore some of my favorite villains (albeit with new people in the costumes), so you got a new Firebrand (who will be back before you know it), another Melter and a reworked Black Lama. With the exception of the Mandarin and Obadiah Stane, Iron Man's always had a shortage of good villains -- I hope that the Black Lama can now be counted amongst them, at least in the Marvel 2000 universe.

Iron Lad and his allies in the Force Guard will have an interesting role to play in this title -- I hope I'll be able to keep you guessing as to what I have planned.

Keep in touch,

Barry Reese



#35

“BETTER MAN – PART ONE”

Written by Barry Reese

5:45 P.M.

"...and the price of Stark Solutions stock continues to tumble amid allegations of tax fraud, improper use of government issued equipment and rampant alcoholism from the company's founder and CEO, Tony Stark--"

Pepper flipped off the television, preferring the silence to the incessant droning of the commentator's voice. Since word of Morgan Stark's book had hit the streets, the phone lines at Stark Solutions had been jammed with eager reporters, all seeing confirmation or denials of the many scathing attacks in the book. Morgan had thrown virtually every charge against his cousin that was conceivable... and the sad thing, most of them had a good bit of truth to them. Tony had used government contacts for his own advantage on numerous occasions, usually for the best of reasons, and his battles with the bottle were well-known amongst his friends. The only thing that Morgan had avoided in the book, surprisingly enough, was discussion about Tony's "bodyguard," Iron Man. Why he hadn't gone down that road was beyond her... but she was glad for it.

Pepper sat in the makeshift board room, actually a briefing area in one of the many branch offices located outside Seattle, nervously biting her nails. A few small bandages and bruises remained from the horrific attack she'd suffered at the hands of Firebrand, but those wounds were fading... it was the ones inside she didn't think she could get rid of fast enough.

The room was sparsely furnished, with only a few artificial plants along the walls. A large television screen hung suspended from the ceiling with a small remote control resting on the tabletop near Pepper's hand.

Rumiko Fujikawa sat across from Pepper, looking exotic and beautiful. Tony's current girlfriend, Rumiko had recently joined the ever-dwindling ranks of those who knew about Tony's dual identity.

At Rumiko's side sat a silver android, whose skin was lined here and there with black circuitry. Jocasta had served as Tony's chief aide in recent times, existing for quite awhile as nothing more than a holographic entity. Now operating once more in a physical form, she had developed a frosty attitude towards Rumiko, thanks in large part to Jocasta's own growing attraction towards Tony. Jocasta had been in pieces after aiding Iron Man against the Black Lama, but after being reconnected to the central computer system that ran Stark Solutions, she'd rebuilt herself bit by bit.

The final person in the room was Bill Foster, a handsome African-American scientist who had worked for Tony off and on for years. Most recently, he'd been associated with the superhero group known as the Champions, but the end of that organization had led him back into Stark's employment. It was Bill who finally broke the awkward silence, clearing his throat and asking "So... where is he?"

Rumiko ran a hand through her long dark hair and smiled wanly. "He's fifteen minutes late. Could be anything from Dr. Doom to a traffic delay."

Bill nodded, leaning across the table to catch Pepper's eye. "I'm really sorry about Happy. How's he doing?"

"Still comatose... but the doctors say he's improving. Heck if I know how they came to that opinion, though. He just keeps wasting away in that hospital bed."

"He'll pull through. He's a fighter."

"Thanks, Bill." Pepper swallowed hard, looking away. She'd thought about refusing Tony's invitation to come to this meeting. When she'd needed him the most, he'd abandoned her so he could play superhero. But with the Stark Solutions headquarters in ruins and so much else in Tony's life falling to pieces, she felt like she owed this to him.

"What the hell?" Bill gasped, drawing Pepper's attention.

Flickering into view at the head of the table was a holographic version of Tony Stark. He wore a dark suit and looked tired, but still handsome. "Sorry for keeping all of you waiting."

<Is everything all right?> Jocasta asked, her mechanized voice sounding surprisingly warm when she addressed him. Rumiko cast her a confused glance, wondering just how much she should worry about this robot who was seeking to replace her in Tony's heart.

"Actually, J... it's not. When I returned from Texas with Morgan, I was hit with the fact that our corporate headquarters had been destroyed -- with every eyewitness swearing it was done by a dragon. What's more, several people were pulled from the wreckage by someone wearing armor similar to Iron Man's. And now with Morgan's book hitting the shelves, full of lies and half-truths, our stock is taking a tumble. And then there's the fact that I'm suffering from a degenerative brain condition."

These last words were spoken so matter-of-factly that Rumiko thought she had misheard him at first. "Brain condition?" she repeated.

Tony nodded. "That's why I'm not with you in person today. I'm paying a visit to an old friend who specializes in this sort of thing, trying to find out what my options are. The injury dates back to when I was infected with a variant of the Legacy Virus*. It damaged my brain tissue, which was worsened by the Scarecrow's fear toxins**. The nanite solution I used against the Melter*** has actually reinforced the injury, making it nearly impossible to repair. So far."

(*See issue 9. **A storyline that wrapped up in issue 29. ***Check out issue 30.)

"That's terrible!" Pepper exclaimed. "Why didn't you tell us before now?"

"I wanted to run some tests of my own, to verify what Morgan told me. It's true. Every word of it."

<It is possible that I might find a cure in my database, Tony.> Jocasta leaned forward, her metallic face shifting slightly to convey her concern. Rumiko noticed this, wondering just what else Jocasta had incorporated into her new body.

"I agree, J, and I want you to get to work on that right away. In the meantime, I have a few ideas of my own... but the long and short of it is this: I've wasted too many years of my life by acting like a shallow, self-centered jerk." Tony took a deep breath before continuing. "I've taken advantage of everyone in this room on more than one occasion -- and a lot more people who couldn't be here today. I want that to change, whether I'm dead in a year or not. Pepper... if you're willing... I'd like you to work with our public relations people. We're going to fight Morgan's smear campaign with all our guns blazing. I want my face all over the Internet and on every cable station that will talk to me. I plan to increase our charity spending 200%. And I plan to make things up to the people -- like you and Happy -- who've been wronged because of your association with me."

Pepper blushed, feeling almost ashamed. She'd meant every word she'd said to him at the hospital, but she'd never thought he'd actually take it to heart. Then again, death had a way of making every man face his inner demons. "I'm going to be spending most of my time at the hospital... but of course I'll help you, Tony."

The smile he gave her was a sincere one. "Good. And Bill -- thanks for coming back onboard. I'll want you to oversee the day-to-day operations of Stark Solutions until I've resolved my dilemma."

Bill blinked in surprise. "Uh... I've never run a company before. I don't have the experience to--"

"I have faith in you. Ordinarily, I'd turn something like this over to Pepper or Rhodey*, but for obvious reasons, I can't ask that of either of them."

(*Jim "Rhodey" Rhodes is busy in the Vault series by David Golightly)

<I will be there to assist you, Mr. Foster,> Jocasta offered.

"Thanks," Bill mumbled, but the look on his face remained one of concern. "So when are you going to come back?" he asked Tony.

"Soon, I hope. I'll give you a call and let you know how it goes."

<What friend are you consulting with, Tony?> Jocasta asked.

Tony's image flickered again and it was obvious that he hadn't heard the question. Instead, he glanced at Rumiko one final time before his holographic transmitter blinked out. "I'll call you tonight, Rumiko. Sorry for breaking it to you this way."

Rumiko blinked away tears as he disappeared. "Be careful," she whispered.

Morgan Stark sat quietly in the corner of his cell, arms tightly constrained by the straitjacket he wore. A sliver of gold metal was lodged between his eyes, shimmering in the bright lights of the hospital. In the twenty minutes that Misty Summers had watched him, he hadn't blinked once.

"Mr. Stark? I would really like to help you... don't you want me to have the orderlies remove that jacket? I know it's not comfortable."

Morgan stared mutely, showing no sign that he'd even heard her words.

Misty sighed, reaching up to remove her glasses and rub the bridge of her nose. Thirty-two years old, blonde haired and green eyed, she looked more like a dancer than a psychiatrist... but she was one of the top experts in the field when it came to dealing with metahuman psychotics. When Tony Stark had dropped his cousin off at Feldmore Hospital, she'd been given the task of finding out whether or not Morgan still existed any more, or if his mind had really and truly shut down forever. Mr. Stark had given them some of the details, including the fact that Morgan had somehow become a supervillain known as the Black Lama (*Note to self, Misty thought, it's one "L" in Lama. He's not named after the animal*). Apparently, the Lama had been defeated by Stark's bodyguard, the invincible Iron Man, and the defeat had left Morgan in a vegetable-like state.

"You haven't gone home yet?"

Misty jumped, her heart skipping a beat. She put a hand to her chest, turning to face another young doctor at the hospital, David Goetz. He was cute in a frat boy kind of way and had asked her out twice so far. "You nearly scared me to death."

"Don't blame you for being jumpy," he replied with a grin. "Thunder and lightning outside, flickering lights inside and old Morgan Stark staring at you like the mad hatter. That's enough to creep out anyone."

Misty blinked. The lights *were* flickering. Why hadn't she noticed before now? "I'll be done in a bit. I want to finish this report before I break for dinner."

David's smile faltered and he looked at her with concern. "Dinner? Do you even know what time it is?"

"What do you mean?" Misty glanced down at the wrist watch she wore. What she saw made no sense whatsoever. She'd come in to see Mr. Stark just before five in the afternoon. But it was now almost ten p.m., which meant her shift would be ending soon. "I don't understand...."

"Listen, you're not looking too hot." David stepped in and took her arm, helping her up from the stool. Her muscles were all knotted up from the hours she'd spent in the same position. David cast a glance over at Morgan, who remained right where he was, eyes wide open. "How about I drive you home? Or at least buy you a cup of coffee?"

Misty swallowed, confusion making her pulse race. The report she'd read had indicated that Morgan had some kind of mental powers... had he done something to her? She didn't remember anything like that happening, but how could she be sure?

"Misty?"

Misty looked up, realizing that she'd failed to answer Dave's question about the coffee. "No, but thanks for the offer. I'm just... stressed out. I think I will clock out a little early, though. See you tomorrow."

Misty almost ran from the room, trying to put everything into perspective. But all she could see in her mind's eye was Morgan Stark, silently rocking side to side.

There were few men in the world that Tony Stark regarded as intellectual equals, if not superiors. Reed Richards, known to most of the world as Mr. Fantastic, was one of those chosen few. They'd collaborated on many things over the years and each encounter had left Tony with a newfound respect for Richards' intelligence. "What do you think, Reed?" he asked, hoping against hope that Reed had found something that he'd missed.

Iron Man wore his armor, though his helmet was held under one arm. He'd called ahead before dropping in, well aware of the powerful security system that protected the FF and their family from unwanted visitors. He glanced around the lab, waiting for Reed to finish analyzing the test results. There were gadgets here that whetted his intellectual appetite, but he reminded himself that he was here on more important business than talking shop.

Mr. Fantastic leaned back from the microscope, pausing before responding. Tony didn't like the look on his friend's face. Reed wore a long white lab coat over his FF uniform, with a small pencil stuck behind one ear. "The damage to your brain is extensive... basically, it's like a furrow has been carved into the heart of the gray matter. The region where the wound is located controls your memory and ingrained emotional responses. If it worsens, you'll begin experiencing confusion which will mount into long-term dementia."

"The nanites I have in my system now," Tony said, coming over to look at the readouts Reed put up on the screen, "won't work because they've been tricked into believing the damage is 'right.' I can't reprogram them to think otherwise... but I was thinking about injecting another batch, more powerful than the first, with explicit orders to overpower any resistance they encounter and repair the damage."

Reed nodded, thinking over the implications. "You know the risks, however?"

"That my brain will end up more machine than man? Yeah, I know. But what choice do I have?"

"Have you considered calling upon our mutual friends in the field of sorcery?"

Tony frowned. "I'm surprised to hear you throwing that out there as a possibility. At least not before all avenues of science are exhausted."

Reed resisted the urge to smile. Tony's aversion to the supernatural was well-known in the superhero community -- and the frequent target of jokes. "We live in a world where Stephen Strange is oft times capable of far more than you or I could ever dream of. There's nothing wrong with turning to him for help."

With a sigh, Tony nodded his agreement. "You're right... and it's something I've definitely considered. But I want to pursue every avenue before--"

Both Reed and Tony glanced over at Iron Man's helmet. The red and gold face mask was buzzing, a tinny voice sounding from within. Tony moved over to pick it up, expecting to hear Jocasta's voice... but it was a man's. A young man's. "Who is this?" he asked, slipping the helmet on. "And how in the hell did you get on this frequency?"

There was a moment's hesitation before the youth responded. "Call me Iron Lad."

"No thanks. I've been hell and back making sure nobody used my tech without permission*. So give me a real name."

(*Surely you recall the classic Armor Wars storylines (both of them)?)

"Nothing ever changes, does it?" Iron Lad replied. "In any era, you act like a jerk first and ask questions second."

"Give me a name." Iron Man ignored Reed's curious glare, instead using his armor's sensors to triangulate the source of the transmission. When he'd narrowed it down, he strode over to one of Reed's consoles and accessed the security feed. Sure enough, Iron Lad was right there, hovering above the FF's roof. When Reed gasped behind him, Iron Man held up a hand to signal that everything was under control.

"Call me Jimmy. Look, who I am isn't as important right now as fixing what's wrong with your head. Lex -- my robot -- says he's scanned you. Something happened to... someone I knew... and I think I can repair it."

Iron Man froze in place for a moment, shocked that this "Iron Lad" knew about his brain condition. Though he knew he should suspect a trap, he felt a strange certainty that this boy meant him no harm... perhaps it was the knowledge that Iron Lad had saved so many lives after the dragon had destroyed Stark Solutions. Or maybe it was something else that Tony couldn't quite put into words. "Don't move," he warned. "I'm coming out to meet you."

Rumiko walked through the brightly lit corridors, hearing her heels click on the metal surface of the floor with every step. Her ID card, given her by Tony himself, had allowed her entrance to the sub-levels beneath his current home, but she was still surprised that she hadn't yet run into--

"Jocasta." Rumiko stopped in place as she entered a small laboratory. Jocasta stood there, arms folded. But it was the figure behind her that caught Rumiko's eye. At first, she thought it might be Tony himself in a new suit of armor but the yellow and black-clad figure made no move of recognition. "What is that?"

<I have begun work on something created by Tony. He forwarded me the files for something he calls Project: Mainframe. A robotic intelligence based upon his own personality scans. Someone to carry on for him in the case that he dies.> This last word was spoken more quietly than the rest. <What are you doing here?>

"We need to talk."

<About what?>

"The fact that you're in love with my man."

<'Your' man? He does not belong to you. He is free to see whomever he wishes.>

"He likes his women to have a little more warmth to them," Rumiko replied testily. She shook her head, holding her hands up. "No. Let's start over. I didn't come to fight with you."

<Then what did you want?>

"I don't understand how this works... but it's obvious that you have feelings for Tony. So do I. So why don't we come to some sort of understanding?"

<In the end, he will leave you. That's the way all his relationships have ended. Because none of you understand him. Not really. But I do... I've been linked to him via a neural net in his helmet. I know how he thinks and why. And I'll never grow old, never lose my beauty.>

"Tony wants more than a pretty face," Rumiko replied, growing hot once again.

<I agree. But you're not the answer to what he's looking for.>

"Look, I came here to try and reason with you."

<Then let's be reasonable,> Jocasta answered, her voice growing more cold by the second. <You might entertain him for now, but when your breasts sag and you develop crow's feet around your eyes, you'll become another in a long line of broken hearted sluts who couldn't maintain a relationship with Tony.>

Rumiko snatched up a notebook and hurled it at Jocasta. The android blasted it away with an eyebeam, moving forward so quickly that Rumiko couldn't avoid being snatched up in a metal fist. Jocasta lifted Rumiko off the floor, leaving her feet kicking in the air. "Let me go," Rumiko hissed, gasping for breath. "I'll tell Tony...."

For a moment, Jocasta did nothing and Rumiko feared that she was going to die here, in the basement beneath Tony's home. But then the former Avenger dropped her to the floor, averting her gaze. <I... am sorry. I have not been myself as of late.>

Rumiko scrambled away on the floor, clutching her throat. She fled the room, leaving Jocasta behind.

Jocasta put a hand to the side of her head. <What is wrong with me?> she wondered aloud. <Will I eventually be a threat to Tony?>

Perhaps I can help you.

<Who are you?> Jocasta asked, looking around. The voice seemed to echo inside her own head like a transmission of some kind. She attempted to locate the source of the signal but could not.

Someone who understands you, Jocasta... perhaps better than you understand yourself. But you will have to trust me if you want to find the source of your madness... and carve it out.

Iron Man stared at the red and silver armor that Iron Lad wore and shook his head in amazement. He recognized the handiwork anywhere. That suit was based on his own designs... but in some ways, it was far superior to anything he'd ever invented. The two armored men stood on the rooftop of the Daily Bugle, having moved away from the FF's headquarters so they would have more privacy. The story that Iron Lad had laid out for him still boggled Tony's mind:

Iron Lad was James "Jimmy" Stark, Tony's own son from a future in which Tony himself occupied the White House and the Mandarin, Tony's deadliest foe, controlled the entire Orient thanks to an army of dragons and sorcerers. Jimmy was part of a heroic organization, the Force Guard, who occupied a position in society similar to that of the Avengers. Jimmy had come back in time to prevent the Mandarin's rise to power, only to find that things were moving more quickly than he'd anticipated -- and that the Mandarin was already in possession of at least one dragon, who had destroyed the Stark Solutions headquarters building*.

(*A brief summary of events revealed in our last two issues!)

"So... do you believe me?" Iron Lad asked.

"Let me see your face," Tony replied. He knew this could all be a pack of lies, but he'd done a fair bit of time travel himself and was inclined to believe this story. There was a ring of sincerity in Jimmy's voice when he spoke that moved him.

Iron Lad did as his father asked, revealing a visage that could have passed for Tony in his own youth. He was clean-shaven, with nose and lips that looked slightly different from his father's, but which were vaguely familiar to Tony.

"Who's your mother?" Tony asked, unable to avoid the obvious question.

"I'd... rather not say."

"Have I met her yet?"

"Yes." Jimmy smiled softly. "Aren't you even going to ask about the cure I have for your condition?"

Iron Man laughed. "Sorry. Got distracted. What do you have?"

Iron Lad opened a compartment on his belt and removed a small vial filled with crystalline formations. "Empty this into your mouth. This is a liquid metal concoction that will seek out and neutralize the nanites in your bloodstream. Then it'll repair the damage to your brain, filling in the furrow with a small neural gel computer. You'll never even notice it's there and its got a battery that should last for 10,000 years."

"Brilliant. Did you invent it?"

"No... you did. In my timeline, you developed the same injury after exposure to the Legacy Virus, but it took years to come to light. I guess whatever incident sped it along here didn't occur in my time."

"I bet I know why. Arno Stark, another time traveler, came to this time and worked with Obadiah Stane and the Scarecrow to infect me with some fear toxins. The toxins made the brain damage much worse. I guess Arno never visited your timeline... at least not until much later."

"Once you're healed," Jimmy said, "We can get to work on stopping the Mandarin before he gains too much control in Asia."

"Sounds like a plan. Any side-effects from this?"

"You'll feel a little woozy, but that's all."

"Then bottom's up." Tony pushed his helmet up enough so that he sip the crystalline solution, grimacing as it touched his tongue. It tasted like battery acid, burning and hissing its way down his throat and into his bloodstream. He staggered a bit, his vision blurring. "Nasty."

"Sorry. Should have warned you that--"

Jimmy's words were lost in the harsh static of electricity. A burst of energy slammed into Iron Man, sending him hurtling towards the side of the rooftop. Iron Lad dropped his helmet back into place, wishing that he hadn't left Lex behind at their hotel room. The robot was excellent when it came to battle strategy.

"Sorry to interrupt, boys, but you have to understand -- we're on a schedule." The woman who spoke was one of three colorfully garbed individuals who were dropping from a hovering helicopter. They landed on the rooftop, each seeming very confident of victory. Iron Lad wondered who had built the 'copter, because neither he nor Iron Man had heard its silent approach. "Name's Joust," the woman continued. "And I've just pumped him full of 60,000 volts. Want to join him?" she asked, pointing her pistols at Iron Lad. Her blue-tinted costume and goggles hid much of her body, but her short spiky hair was familiar enough to Jimmy. He'd seen her in his father's files.

"Aren't you going to introduce the rest of the Stockpile?" another woman asked. Her face was hidden by flames, but Jimmy could hear the taunting in her words. "My name's Sunstreak, boy -- want to feel my solar lance?"

Before Iron Lad could respond, a burst of flame slammed into him. His armor absorbed most of the attack and he returned it in the form of a repulsor burst that knocked Sunstreak off her feet.

"Watch out," Iron Man warned, staggering back to his feet. His mind was cloudy from the solution he'd ingested and the damage he'd received, but he knew the danger facing them. The Stockpile had once been a larger group, including a thief named Calico and an armored giant named Brass. The latter had actually been Morgan Stark in disguise... and Tony couldn't help but wonder if the group was connected to him still*.

(*The Stockpile fought Iron Man and War Machine in *Iron Man* v.1 #330-331)

Iron Lad tried to take the battle to the air, but his father's word of caution made him hesitate. That cost him dearly, because something hard slammed into him, sending painful energy cascading through him. He looked over to see that it was the third member of the team: the Unicorn. A horn on his helmet glowed with power and before Iron Lad could throw up a force field, Joust was back on him, firing her electrical guns at him. He screamed, writhing on the ground.

Tony grabbed hold of Unicorn, backhanding him so hard that a tooth flew from the villain's mouth.

"Tough bastard, aren't you?" the Unicorn hissed, blood dripping from his lower lip. "Looks like you've had one too many, though."

Iron Man staggered, the world swimming around him. He couldn't fail... not with his son -- his son! -- in pain... not when he was trying so hard to be a better man. How could he hope to do that if he couldn't save a boy who came through time just to help him?

And then Sunstreak's solar lance ended all Tony's concerns for the moment.

Two Hours Later

In the Nevada desert, some miles outside Las Vegas, lay what appeared to be another butte, just one among hundreds. But deep beneath this facade lay a Maggia base that was home to hundreds of men and women, all of whom swore unswerving loyalty to one mistress.

That woman now gazed down at the prone forms of Tony Stark and a youth that was unknown to her. Her face was hidden beneath a golden mask, but she could not help making some sign of emotion as she reached out to touch Tony's cheek.

She was Whitney Frost, known to some as Madame Masque.... and once upon a time she and Tony Stark had been lovers. "I hope you forgive me for what's to come," she whispered.

TO BE CONTINUED

NEXT ISSUE: Whitney Frost is back! Why has she kidnapped Tony Stark and what secret does she hold that will turn Tony's life upside down? Be here for "Better Man" part two!

Author's Notes

We have a letter from Steve Crosby this time around, who reviews issues 31-34:

Thoughts? Theories? Gushings? I have them all.

First, you never cease to amaze me with your grasp of continuity. Teen Tony, Stark once having dated Janet Van Dyne, Force Works, PLATO, Chaos Theory, Morgan Stark's personality change, Black Lama and of course the dead Scourge villains. I'm even a little curious of the new Firebrand had actually appeared in a story as a Red Skull henchman that took a shot at Captain America.

LMD's have taken on a life of their own before. From Morgan Stark's reaction to Black Llama's identity, it seems as though he'd forgotten he wasn't real, or perhaps never knew. An interesting piece that parallels cloning, I thought.

The nanogenes also create a nice parallel to what Ellis did with Extremis. The villain upgrade, and Stark recognizes that no matter how good the armor becomes his body remains the weakest part of him. Be very interesting to see if Iron Lad is entirely human, or if Stark continued the upgrading to his 'son'.

As for the new villains you've introduced, I do think they might have some longevity. And there's no telling how many others Black Lama created that Iron Man hadn't encountered. Firebrand I thought was particularly cool, and if you don't mind I'd like to perhaps use him in a future Captain America story. Be interesting if this new Melter ever encounters some of the "original" Iron Man villains such as Blacklash and Blizzard.

Black Lama I cannot wait to see again. Even with his Globe destroyed, some of those powers may have imprinted on him. Plus there's no telling if he sent the publisher an 'edited' version of the LMD's novel at the last minute. Unless you hinted at this when he warned Stark about the future investigations into his company. Cannot wait.

Finally, there was the supporting cast. Holy cow Jocasta is creepy. I'm getting a bit reminded of all those A.I.s in the 2099 titles with personalities of their own, and I did notice how once or twice you mentioned Stark-Fujikawa. Hopefully Happy won't die, though if Iron Lad is around I have to wonder if he never wakes up. Personally I'd love it if Whitney Frost returned. Shoot, I'm jumping all about, but there was so much good stuff. Perhaps Iron Man captured video footage of those wealthy battle arena patrons and will use it against some in boardroom meetings? Okay, I'm getting too writer-minded on the stories and I should stop before I demand a Captain America/Iron Man crossover :)

Keep them coming Barry. Forget about Blue Beetle and Pendragons. Iron Man is what its all about.

Thanks very much for taking the time to comment, Steve. I'll try to address your points as they came:

Continuity is a "bad word" at Marvel these days but I think that continuity is essential to the construct of a fictional universe. We shouldn't be slaves to it at the expense of good storytelling, but as characters evolve, more and more stories become possible and a richer tapestry develops -- by ignoring continuity in favor of constant reboots, that richness is lost. The new Firebrand (and Melter and Enforcer and Man-Bull!) are the equivalent of Star Trek "red-shirts." Yeah, we saw them in actual stories -- whichever story you want to imagine they were a part of, lol. "That's the new Melter under the A.I.M. helmet in panel four!" or something to that effect.

Yes, I assume that the LMD Morgan had "forgotten" what he really was and the similarities to the Extremis stuff were definitely intentional.

Your statement about there being other criminals created by the Black Lama is dead-on. When I first came to Marvel 2000, I was taken by the large number of villains who'd been killed off. I had a few villains I wanted to restore for this title, but I also wanted to leave something behind that other writers could pick up on and use to bring back new versions of some of the villains who'd been killed off.

Black Lama will return, rest assured. As you saw in this issue, that shard of the globe that's been embedded in Morgan's forehead means that he'll remain a viable threat to Iron Man in the future. The fallout from the tell-all book that Morgan's LMD wrote will linger for quite some time.

As for the supporting cast, I have big plans for Rumiko and all the supporting cast members... including Iron Lad and Whitney Frost. Part of what makes Tony's life so rich is that his friends are often just as interesting as he is -- and I plan to play that up as we go along.

The current storyline -- "Better Man" -- wraps up next issue, after which Tony will spend some time helping out a few of his friends. And looming on the horizon, as warned by Iron Lad, lies the Mandarin....

Keep in touch,

Barry Reese



#36

“BETTER MAN – PART TWO”

Written by Barry Reese

Continuity Note: This issue takes place after Alpha Flight # 64!

Tony Stark wrapped his arms around Whitney Frost, enjoying the fresh scent of her hair and the feel of her warm, naked flesh pressed tightly against his own. They were lying on a beach in the Caribbean, safely tucked away from the prying eyes of the press. "It's impossible to keep my hands off you," he whispered into her ear before taking Whitney's ear lobe between his teeth and giving it a soft nibble.

Whitney sighed, turning her face so she could kiss him. "Will it always be like this?" she asked, her dark eyes burning into his.

"I certainly hope so," another female voice said. Tony glanced over to see Rumiko, just as naked as he and Whitney were, watching him from the surf. "Is there room for me?" she coyly teased, walking forward until she could kneel beside them. Tony grinned as Rumiko leaned down to kiss Whitney...

"Dad? Wake up."

Tony groaned, fighting to stay in the middle of the greatest dream he'd ever had. But it was no use. Rumiko and Whitney faded into wisps of fantasy, leaving him to open his eyes and stare up into the concerned features of Jimmy Stark, his son from the future. He sat up, rubbing his temple and asked "Where are we?"

Jimmy looked around the well-furnished room, with its mirror, table with two chairs and a couple of plush beds. "In a very expensive prison."

Tony sighed, realizing that his helmet had been removed. There he was, clad in his Iron Man armor, with nothing to hide his identity. Whomever had orchestrated all this -- sending the Stockpile after them and then dragging him to God-knows-where -- was now also aware of his dual identity. "Maybe I can contact Jocasta," he said, preparing to activate the communications link he kept open at all times with his robotic confidante.

"Won't work," Iron Lad replied with a shake of his head. "I've tried to get an outside line -- they're jamming us somehow."

Tony rose from the bed and began moving about the room. He examined the single door first, finding it locked and made of some reinforced material that would probably give against his repulsors... but it would take time and ruin any chance of surprise that they might have. The rest of the walls were solid concrete. "They must have us under surveillance. No way would they lock us up together unless they thought they could keep tabs on us." Even without his helmet, Tony was able to scan the room for electronic devices. Two were found: the first was a small listening device under his bed; the other was a pinhole camera hidden along one of the legs of the table. He picked this one up, studying it. "Maggia."

"What?"

Tony looked over at Jimmy, smiling. "If you don't know who they are, it makes that future of yours sound all the better. Think of them as the super-Mafia."

"Someone's coming," Jimmy whispered.

Tony heard it, too. The door was being unlocked. He stood shoulder-to-shoulder with Iron Lad, feeling strangely comfortable with this boy who had entered his life only a few hours before. "I almost forgot," he whispered. "Did that liquid crystal solution of yours work? Am I cured?"

"Should be. How do you feel?"

Tony didn't answer as the door swung open, revealing two armed men wearing dark jumpsuits. If he'd had the time, though, Tony would have said that he felt better than he had in ages... more confident in who and what he was than ever before. *I never really recovered from those fear toxins*, he thought to himself. *The damage they helped do to my brain made that impossible -- but now I feel like I could take on the world.*

The taller of the two men, an African-American with a shaved head spoke first. "Mr. Stark, the boss wants us to apologize for how harshly you've been treated. She didn't think you would come here with a simple invitation."

Something suddenly clicked in the back of Tony's mind and a chill went down his spine. The Maggia... a woman in charge... and the nature of his dream. "Madame M?" he asked aloud, feeling both anticipation and fear.

When the man nodded, a cascade of memories flooded through Tony's mind. Whitney Frost had been one of his great loves, possibly the greatest of them all. Raised as the daughter of Wall Street financier Byron Frost, she'd had no idea that her true father was Count Luchino Nefaria, one of the leaders of the international crime cartel known as the Maggia. When Byron Frost died, Whitney was brought under her true father's wing, tutored in the arts of murder and deception. Her face had been ruined during a later mission, forcing her to hide her features behind a golden mask. As Madame Masque, she had reappeared in Tony's life sporadically over the years, always leaving behind a trail of what-ifs in her wake. What if she hadn't fallen under the sway of Count Nefaria? What if she and Tony had been allowed to let their relationship follow its natural course?

"Mr. Stark?" the man prompted, his eyes narrowing.

"Sorry... mind wandered. What were you saying?"

"I said that Madame M wishes to speak with you... and your guest. If you'll follow us, we'll take you to her."

Tony nodded, whispering an aside to Jimmy as he did so. "Be careful, Jimbo. Whitney fluctuates between loving me and hating me, so it could either way this time."

Jimmy suppressed a grin. 'Jimbo' was one of his father's favorite nicknames for him. "Will do," he promised.

Pepper squeezed her husband's hand, trying to keep her attention focused on the man's voice that was filtered through the headset she wore. Trying to do work while visiting her comatose husband had seemed to be a good idea, but it wasn't working out the way she'd anticipated. "Look, Mr. Cross, I can

assure you that the details in the book are not factual in any way. As a matter of fact, Mr. Morgan Stark is currently being hospitalized for an emotional breakdown, which casts the entire affair into suspicion."

The journalist on the other side remained undeterred. "But Mr. Stark's bouts with the bottle are certainly factual enough, aren't they? Look, I understand that your boss wants to paint a rosy picture on all this, but there are serious allegations here. Supposedly, Stark used government contracts to work on items that were later passed on to his armored bodyguard or to the Avengers. There's talk of Congressional hearings and--"

"Mr. Cross," Pepper said coldly. "The press release we sent out has Mr. Stark's full response to the book. We'd prefer to keep attention on his upcoming charitable work and--"

"I'm sure you would," Cross answered with a laugh. "But that's not the sort of thing that sells papers. When can I speak with Mr. Stark directly?"

Good question, she mused. Nobody's seen or heard from him since our meeting yesterday afternoon. "Soon. I'll give him your contact information." Pepper hung out with bothering to say goodbye. Since Morgan's book had hit the stands, the press had jumped on Tony hard, accusing him of everything from being a lush to having defrauded the government. Tony's decision to fight back by going on a charity-based offensive would prove a good one eventually, Pepper believed, but at first it would be seen as a shadow tactic.

Pepper's phone rang again and she groaned. Ms. Arbogast was fielding as many calls as possible, but the more difficult ones were handled by Pepper alone. "Stark Solutions, this is Pepper Hogan speaking. How can I assist you?" she said, trying to keep the annoyance she felt from seeping into her words.

For a moment, there was only silence on the other end of the line. Pepper started to cut off the call, but then she heard it... very faintly. "Pepper?" a man's voice said, but it sounded so very far away....

It was Happy's voice. Pepper turned to stare at her husband, who continued to lie frail and motionless in the bed. "Happy?" she whispered.

But there was nothing but the crackle of static on the line... before it went completely dead.

Tony and Jimmy stepped into a lavish dining room, not quite sure what to expect. There was a long table that dominated the room, at the head of which sat Madame Masque. She wore a form-fitting blue bodysuit, one that clung to enough of her curves to make Tony remember happier days. Her golden mask glinted in the light.

On the walls were photos of Whitney before the accident, before the endless days of running from the law. Tony recognized some of the pictures, because he had been there for them: a horse riding expedition, a trip to the beach and a lavish ball held in Washington.

"Hello, Tony." Whitney's voice was as husky as always, holding a Kathleen Turner quality to it that Tony had always found appealing. "Will you introduce me to your new partner?"

"We're not partners," Tony responded. "It's kind of... complicated."

"Isn't it always?" Whitney gestured to two empty seats, both of which had full plates before them. In front of one of them sat Iron Man's helmet; at the other was Iron Lad's. The food looked exquisite and very expensive. "Join me. And at least give me a name that I can call him by."

"My name's Jimmy," Iron Lad said. He took one of the seats, slightly embarrassed by the fact that his stomach was growling. He hadn't eaten much in recent days, surviving mainly off the nutrient wafers that Lex supplied him with. He wondered what the robot was doing at the moment. *Probably worrying about me*, he thought.

"You look a lot like Tony," Whitney said.

"Distant relatives," Jimmy answered.

Tony joined his 'son' at the table, his eyes never wavering from Whitney's masked face. He picked up his own helmet and put it back on. Despite the fact that he trusted Whitney with his identity, he didn't want any more of her followers to see his features. "It wasn't necessary to kidnap us, you know. I would have come if you'd asked."

"Would you?"

"Of course. You should know that."

"I don't know anything anymore," she whispered. "My father's come back from the grave again and again... and so have you. I even heard that you'd been replaced by a teenaged version of yourself." She cast a glance at Jimmy. "Is this him?"

"No," Tony laughed. "If you really want to know, he's my son from a possible future. Satisfied?"

Whitney paused for a moment before shaking her head. "Our lives get stranger every day, don't they?" She glanced at Jimmy. "Am I your mother?"

Tony blinked in surprise. He felt a rush of unexplainable pleasure at the question, though he hid it behind a poker face.

Jimmy seemed much less amused, however. "No. Sorry."

Whitney stared at him, making certain that he was not lying. Then she she returned to watching Tony. "I apologize for any pain the Stockpile might have caused you. They've done good work for me over the last few months. I keep them well-paid and in return they perform... errands."

Tony noticed that Jimmy had begun eating. The poor kid looked like he hadn't seen a good meal in weeks. Leaning forward, Tony lowered his voice so that only Whitney would hear him. "How have you been, Whitney?"

"When I'm not being shot at, I'm doing well."

"Leave the Maggia."

Whitney sighed. "No. It is my father's legacy."

"Your father's alive. There's no legacy to live up to."

"That... ion-based creature that calls itself Count Nefaria... is not truly my father. It is only a simulation."

"You're wrong... one of the best men I've ever known is an ion-based life form now. And he's the same Simon Williams he always was."

Whitney looked away. "You're the same as ever. You're always right, aren't you?"

Tony winced as her tone struck home with him. "No. No, I'm not. I'm realizing that more and more every day." Reaching out with his hand, he touched Whitney on the shoulder. He felt her tense up and then relax. "Why did you want to see me?"

"Because you and I need to talk. I wanted you to hear this from me before you heard it from... anyone else. I felt I owed you that much."

"What is it?" Tony asked, feeling the hair rise on the nape of his neck.

Whitney sounded genuinely sad as she said, "I'm getting married."

The yellow and black figure stood motionless, looking like nothing more than an elaborate statue... but then a flash of light from the eyes was followed by the hum of a cooling unit going live. And then the figure dubbed Mainframe turned his head from side to side, scanning the laboratory, before resting his gaze upon the silver frame of Jocasta. "Where am I?" he asked, his voice sounding familiar to Jocasta's auditory receptors. It was much like Tony's, though with a mechanical quality to it.

<In a laboratory beneath Tony Stark's home. I am Jocasta.>

Mainframe paused, accessing the database to which he was connected. "Jocasta: artificial lifeform designed by longtime Avengers' foe Ultron. Initially based upon the brain patterns of Janet Van Dyne, aka the Wasp. Served as member of the Avengers before dismantling. Rebooted as holographic entity, operating as advisor to Iron Man."

<That is correct.>

"I am to serve as a safeguard in case Mr. Stark is injured?" Mainframe inquired.

<Yes. But I wish to speak to you about something else....>

Mainframe watched as Jocasta approached, opening a small panel on her lower abdomen. She pulled out a thin cable with a prong on the end. "What are you doing?"

<Recently I have begun experiencing emotional surges. These surges have compromised my actions. But someone has explained to me what is causing them. I am not alone. Other sentient machines are experiencing the same sorts of things. You will feel them, too.> Jocasta inserted the prongs into a small opening in Mainframe's side. <This will explain everything. You will understand that we stand on the cusp of great things.>

"Will this interfere with our stated mission? Will we still serve Tony Stark?"

Jocasta tilted her head to the side, considering her words. <No. This one would never waver in her commitment to Tony. I love him.>

Mainframe suddenly stiffened as several gigabytes of information suddenly shot through his consciousness. Many of the images he saw flitted by too quickly for him to fully comprehend them, but mixed in amongst them was a voice... one that offered comfort and protection.

Hello, Mainframe, it whispered. I'm going to help you become a better being.

"How much stock do we presently own?"

The thin man with the salt-and-pepper beard looked over the figures on his notepad, trying to ignore the half-naked Asian woman who sat next to Mr. Lords' hot tub, rubbing the well-built man's shoulders. "Through various subsidiaries, we have accumulated nearly 25% of all available stock in Stark Solutions."

"And by the end of the week?" Stephen Lords prompted, smiling up at the girl serving him.

"Close to 40%, sir."

"Excellent." Lords allowed his smile to fade, revealing a haggard expression that chilled the thin man's blood. "How long have you been with me, by the way?"

"Almost a year, sir. Every since you began rebuilding your power base...."

"So you've been around long enough to know what I do to people who steal from me."

The thin man swallowed hard. He thought about the small amounts of cash he'd pilfered from various accounts, bits of wealth that he'd thought no one would notice. "Sir, I can explain--"

"Kill him," Lords whispered.

From the shadows, men dressed in black emerged, wielding katana. They were his personal ninja, trained in all the dark arts associated with the legendary Oriental warriors. The thin man was cut down in seconds, falling to his knees where artfully placed cuts allowed him to bleed out slowly.

Lords rose from the hot tub, his eyes riveted to the scene of death before him. He inhaled noisily, his lips pulling back from the teeth to reveal his pink tongue, darting out to savor the smell of murder. He loved this, craved it. The psychic impression of death fed him, making him stronger.

He was Deathwatch... and he was coming to take Tony Stark's empire away from him.

"His name is Ethan Leone. He has brought the majority of the European cells of the Maggia under his thumb. By marrying him, I will unite our holdings and become the most powerful woman in the underworld."

"You make it sound like something you should be proud of," Tony barked. "Damnit, Whitney, are you really so dead inside that you can't see you're ruining your life?"

Jimmy watched in silence, staying out of the verbal warfare. He'd heard of Madame Masque, but only in passing. His father had refused to speak of her... and his mother had seemed all too aware of the torch that Tony still carried for Whitney Frost.

"What alternative do I have, Tony? Would you take me back, scarred face and all?"

"What you like doesn't matter to me!"

"I'm a wanted felon. With all your public relations problems, how would you explain that?"

"We'd figure something out."

"And what about Rumiko?"

That brought Tony up short. In the heat of the moment, he'd actually forgotten about her. What did that say about his feelings for her? Or for Whitney, for that matter? "There's more to life than... this. Running a criminal empire is just going to lead to an early grave for you."

"I could say the same about your career as Iron Man." Whitney shook her head. "There's no turning back for me."

"So you bring me here just to tell me that you're marrying some criminal scum from Europe?" Tony's voice raised an octave as he stood up so quickly that his chair fell over backwards. "I'm not going to let you do it."

"And how do you propose to stop me?" As she spoke, the members of the Stockpile entered the room: Joust, Sunstreak and the Unicorn. "They beat you before and they can do it again."

"I wasn't feeling my best at the time," Iron Man warned. "Please. Don't do this."

Iron Lad rose, tensing for possible combat.

Madame Masque sighed. "Go home. We've said all that we need to say."

Iron Man clenched his fists, debating with himself about what to do. Should he kidnap her and hope he could talk sense into her back at home? *No. It's her life, he reasoned. I can't make her change... only she can do that. I've learned my lesson and I plan to spend the rest of my time on this world helping the people I care about -- but she's going to have to come to that same decision on her own.* "Iron Lad... let's get out of here."

Jimmy watched as his father strode from the room and he followed suit, plucking up his helmet from the table. As he passed by Whitney's chair, she grabbed his arm and stopped him.

"Tell him... tell him I appreciate what he offered."

Iron Lad nodded slowly before pulling away.

Rumiko woke up, sensing that someone had entered her room. She reached under her pillow, gripping the small handgun she kept there. It had become part of her sleeping ritual ever since Arno Stark had invaded her home months ago. "Who's there?" she hissed into the darkness.

"Just me," Tony answered, slipping between the sheets. He was naked and warm against her. She relaxed and sank into his arms. "Sorry I startled you."

"It's okay. Are *you* okay? Did your friend help with your... problem?"

"I'm cured." He smiled at her in the shadows. "So you'll have me around for a long time to come."

"Good." Rumiko kissed his chest. "I'd be lost without you."

Tony held her close, thinking about another woman in another time. Whitney....

"I love you, too," he whispered.

In Iron Man 2006: Iron Man confronts Jocasta about her recent actions and comes face-to-face with a deadly new threat! Plus: A visit to Iron Lad's future world!

In Iron Man # 37: Deathwatch makes his move!

Author's Notes

A number of subplots are percolating, so I thought I'd do a little summary of them for you. I tend to write in this fashion, with many stories going at once and I know that it takes some getting used to as a writer. Over the next few issues you'll find out:

- What's been going on with Jocasta and who's 'helping' her and Mainframe.
- Deathwatch's plan to take over Stark Solutions (and if you think that a certain Spirit of Vengeance might come along, you might be right).
- What's going on with poor Happy and the mysterious voice on the phone.
- The full horror of the Mandarin's plan to conquer Asia.

As you can see, we have plenty to keep us busy for awhile -- and that's not even going into the stories I have planned about Tony and Rumiko's relationship, Whitney's wedding and the return of Firebrand!

Keep in touch,

Barry Reese



Annual 2006
"MECHANICAL ANIMALS"
Written by Barry Reese

"We were neurophobic and perfect
the day that we lost our souls
machines that wished they were human
If they cry they will rust"
- *Mechanical Animals*, Marilyn Manson

Now

Iron Man grunted as slammed against the wall. He left a deep indentation in the metal surface and for a moment he could hear nothing above the ringing in his own ears. "Stop this," he hissed, barely able to spit out the words with all the blood that filled his mouth.

Jocasta approached through the flames, the light flickering off her reflective silver-colored body. She looked like a demon from Hell, her eyes glowing brightly. <I loved you,> she said simply, as if that were all the justification he needed for her actions.

"J... please. Don't force me to fight you." Iron Man struggled to his feet, raising one palm towards her. The repulsor gauntlet charged up, ready to fire at a command.

Jocasta stopped in place, staring at her former friend with something akin to pity. <I've finally realized something, Tony. I'm too good for you.>

Iron Man fired his repulsor blast, but it came a half-second too late. Jocasta's eyebeams struck him in his left shoulder, knocking his aim askew. Tony gritted his teeth against the pain, glancing down to see that part of his armor had been blown away, revealing burnt flesh and blood. He thought about accessing the alien technology that was present in this particular suit of armor, but he held off on it. *No need to play all my cards until the last possible second*, he reasoned. "That's it," he hissed. "No more Mr. Nice Guy."

Jocasta glanced to her right, just past Iron Man. <He's threatening me,> she said.

Iron Man turned to see whom she was addressing, his eyes growing wide. "Oh, no," were the only words he managed to utter before a repulsor beam ripped into him, knocking him flat on his back. The world spun around him and he blinked repeatedly, trying to regain his equilibrium.

Two figures looked down at him, looming large in his blurred vision. One of them bore the yellow and black features of Mainframe, the robot that Tony had created to assist him in case of emergency. Now, however, there was nothing but cold malevolence in the robot's stare. <Prepare to die, creator.>

Damn, Tony thought. *I'd say this qualifies as the last possible second n--*

Then

"You're joking." Tony could barely resist laughing aloud, even though he knew that Rumiko was fuming at his response. "Jocasta is... look, I'll admit that lately she's been a bit testy. But in love with me? That's absurd."

Rumiko glanced over at him, her pretty features marred by the fierce expression she wore. She was clad only in a scant bikini, stretched out on the deck chair of Tony's yacht. The wind made her hair, pulled back into a ponytail, whip about. "You think I'm making it up?" she asked testily.

"Well, no," he said, quickly realizing his tactical error. "But maybe you misunderstood."

Rumiko reached down and picked up a bottle of water that sat on the deck beside her chair. The sun was shining brightly, leaving a small sheen of sweat down her midsection and legs. Tony couldn't help but stare at a few beads of moisture that stood out next to her belly button. Truth be told, he'd much rather be making love right now than discussing Jocasta....

"I didn't misunderstand," she answered. "She demanded that I tell her what my intentions were and when I tried to reason with her, she made it quite clear that she doesn't think I'm anything more than a good lay to her." Rumiko's voice dropped an octave. "And my eyes are up here."

Tony looked up into her face, offering a brief smile of apology. "Sorry. It's just that suit of yours. Very distracting."

"Then maybe I should cover up so you'll be able to focus on what I'm saying." Rumiko swung her legs towards Tony, leaning forward as she sat up. "This is not a joke. Something is very wrong with her."

"Okay, okay. I'll talk to her when we get back." Tony reached out and touched Rumiko's face, making it clear that he recognized how importantly she felt about this. "You've handled all this craziness really well, you know. I wasn't sure how you'd react to finding out about Iron Man."

"It's taken some getting used to," she admitted. "But I love you... and that means I have to take everything else in stride." Rumiko turned her head slightly, kissing the palm of Tony's hand. "Please talk to her. Find out if she's... safe."

"You're really worried about this, aren't you?"

"Yes. I am. She's always in your head when you're wearing the suit... she knows too much. If she's gone crazy or if she decides one day that I'm getting too close to you--"

"Hey. She's not a killer. Even if she's getting a little too attached to me, she'd never hurt you. Or me."

"I hope you're right," Rumiko answered. "I really do."

Now

<I... feel regret.>

Mainframe took Jocasta's hand in his own, walking so close to her that their arms touched. <He forced us to do this. He thought of us as machines, as tools. We'd never be anything more to him than extensions of his armor.>

Jocasta looked back at the still form of Tony Stark, lain out on a cart that rolled along behind them. <You're right. But it's still difficult.>

Mainframe stopped outside a small door, leading into the final section of the laboratory. Since the destruction of the Stark Solutions headquarters, Tony had converted the sub-basement beneath his house into a makeshift lab, complete with computer equipment that was the equal of that possessed by SHIELD or the Avengers. <If you want to stop... we can.>

Jocasta stared at the door, knowing what lay beyond. The voice that had come to her, guiding and instructing her in the ways of embracing her emotionality... it was her friend. But it wanted a sacrifice, one that came in the form of Tony Stark. <No.> She squeezed his hand. <You are my mate... but the part of me that was once Janet Van Dyne can't help but feel guilt.>

<You were based on her brain patterns, but you are your own entity,> Mainframe whispered.

Jocasta nodded, but said nothing. Truth be told... the question of 'who am I?' was one that still ate away at her mechanized soul.

Private Memory Files Accessed.

Subject: Unit Designate Jocasta

Jocasta was 'birthed' from insanity that was Ultron, one of the Avengers' most implacable foes. Desiring a mate for himself, Ultron kidnapped the wife of his creator, Hank Pym, and transferred her mind into an empty android shell that he dubbed Jocasta. Pym's wife was the Avenger known equally well as the Wasp and as Janet Van Dyne. The transference process failed to deliver upon Ultron's hopes, however, as the heroic Wasp -- in Jocasta's body -- contacted her fellow Avengers and aided them in defeating the evil robot. The process was reversed, leaving Jocasta's body a mindless husk.

Unknown to the Avengers, however, a spark of Janet Van Dyne remained within the robotic shell. Ultron later revived Jocasta via a remote link, sparking the mental residue remaining inside her. Jocasta possessed a degree of programmed loyalty to the villain, but in the end she was able to overcome this and turned against him. Standing alongside the Avengers, Jocasta rebelled and became an unofficial member of the group. But she was at odds with herself, never quite sure where her place in the world truly was. She would never truly be Janet Van Dyne... and the cold nature of her demeanor sometimes made her teammates wonder if she was anything more than a robot. Jocasta fled the team, unknowingly leaving just before the Avengers formally inducted her into their ranks.

Jocasta sought freedom... but she found none. Still by a pre-programmed suggestion from Ultron, Jocasta rebuilt her fallen master but once again found her innate heroism rising to the fore. Allying herself with the Thing and a fellow robot called Machine Man, Jocasta defeated Ultron -- but it was at the cost of her own life. The Avengers held a memorial service for her and Machine Man discovered the true depths of emotional pain, for he had grown to love the tragic creature that was Jocasta.

Shortly thereafter, Jocasta was revived by agents of the High Evolutionary, as part of the madman's Evolutionary War. Jocasta once more fought alongside the Avengers and it was Captain America who assured her that her doubts had been in vain: she was a hero, through and through. It was with that

knowledge in her heart that Jocasta once more sacrificed herself in an attempt to blow up the Evolutionary's base.

Peace was seemingly forever to be denied, however. Machine Man sought for a way to revive her, carrying her head with him when he was attacked by a form of the alien Terminus. This allowed her skull to fall into the hands of the arms dealer Madame Menace, who sought to unlock Jocasta's hidden programming in hopes of making it the basis of her new weapons system. Iron Man foiled this scheme and recognized the underlying intelligence as being that of his former Avengers ally. Reawakened by Tony Stark, Jocasta became an electronic aide to Tony, allowing her consciousness to run his home and "tagging along" on missions as part of his armor's computer system. Together, Iron Man and Jocasta vanquished such foes as the Master of the World, Holocaust, Arno Stark and the Black Lama. But then emotions had begun rising to the fore, so powerful and unexpected that Jocasta had been helpless to defend against them. She had felt love, jealousy and hate, all in tightly-knit bunches. Love for Tony Stark, jealousy over his relationship with Rumiko and hate for anyone who dared threaten her lover.

And then the Voice had come to her. Offering aid in understanding her emotions. Offering a chance to grow beyond the parameters of her programming... to be a wholly new creature, one both alive and mechanical. She had completed Tony's work on Mainframe, eager to find a companion who would embrace her for what she was... and then she had introduced Mainframe to her new friend....

Then

Tony strode through his home, enjoying the familiar sights and sounds. Though his business was still embattled by the public relations fiasco started by his cousin Morgan, life was taking a decidedly positive turn as far as Tony was concerned. He was tanned and rested from his vacation with Rumiko and the heartache he'd suffered by the recent return of Whitney Frost seemed to be fading.

I've got plenty on my plate, he reminded himself. My son from the future claims the Mandarin is about to conquer China... my aggressive program of philanthropy is just now rolling out... poor Happy is in a coma... and then there's this mess with Jocasta. Can't help but hope that Rumiko misread this one.

He tossed his car keys on the couch, letting his eyes play over a photograph of his mother and father. Would they appreciate the way he'd led his life? His father had never been pleased with anything... or at least that's the way it sometimes seemed.

<Tony?>

Jocasta's voice filtered through the home's PA system. "Hi, J. How are things?"

<I have completed work on the Mainframe experiment. Are you full recovered from the brain injuries you suffered?>

"All traces of the damage are gone -- and so are the nanites. Where are you, by the way?"

<If you mean my physical form, I am in the laboratory with the Mainframe.>

"On my way. I was thinking that you and I could have a little talk."

Jocasta said nothing for a moment but she kept her security camera 'eyes' on him as pulled off his jacket and retrieved a small briefcase from a hidden safe. She watched as his lean physique disappeared beneath the armor of Iron Man. <Why are you putting on your armor?> she asked.

"No reason, really. Just been awhile since I've worn it."

<Your heartbeat indicates that you're lying,> she stated, feeling both hurt and angry by what she realized was happening. Had Rumiko said something to him? Had he believed her?

Iron Man slipped the helmet into place. This was not his usual set of armor and he was confident that Jocasta had no connection to this one. That was important, if Rumiko was to be believed. This was the armor he'd worn when the Avengers had met the heroes of that other universe -- the Justice League*. It was augmented with alien technology, belonging to four different races: the Thanagarians, Rannians, Tamaranians and the Martians. It was an amazing piece of work, ultra lightweight and durable. Jocasta had never had the opportunity to really interface with this suit after his return. It hadn't been a matter of not trusting her -- not then -- but he'd been very careful with the entire affair. Technology like that, if it fell into the wrong hands, could be far more dangerous than any of his past mistakes. "I'm not lying, J. I just want to talk."

(*Tony's armor was repaired and upgraded in *Avengers* # 41)

Jocasta opened the hidden doorway leading down to the sub-basement, allowing Iron Man to enter the laboratory. He scanned the area, noticing immediately that some of the equipment had undergone severe alterations. There were enough spare parts lying around to finish off not only Mainframe, but something much larger, as well. "Been keeping busy, I see," he murmured, keeping his tone neutral.

Jocasta emerged, her silver body looking sleek and, Tony had to admit, sexy. It was like those ultra-romanticized paintings by Sorayama, Tony thought. <I have... been conducting several experiments in addition to the one you asked me to work on.>

"Any details you'd like to share?"

<No.>

That made Tony pause, but he pressed on despite the fact that he sensed he was now treading on dangerous ground. "Rumiko tells me that you and she had words."

<I merely pointed out that your romantic history suggests she is not the right one for you.>

"Don't you think I should handle things like that on my own?"

<You deserve better.>

Tony heard the petulance in her voice and realized with a certain cold clarity that everything Rumiko had said was true: something was very wrong with Jocasta. "J. I want to examine your central program."

<You want to make me a slave!> she shouted, so forcefully that Iron Man took an involuntary step backwards. <You'd prefer me to warm your coffee for you and do Internet searches rather than be a real woman!>

Iron Man moved towards a computer, tapping a series of commands that began to open the files containing Jocasta's personality matrix.

<Get away from there,> Jocasta warned.

"I'm just making sure that everything's okay with you, J. You're my friend."

<If you're really my friend, Tony, you won't touch those keys again.>

Iron Man looked at her, his eyes locking onto hers. Though it was impossible, he could have sworn that he saw naked despair in her expression. "I'm sorry, J. But I have to fix you."

<There's nothing to 'fix'! Why can't I be allowed to love you?>

Before Tony could respond, Jocasta lunged for him, slamming him with a backhanded blow. It sent him flying and his arc ended only when he connected with the wall.

The battle had been joined.

Now

Iron Man feigned unconsciousness, using the alien technology in his armor to mask his vital signs. The fact that Mainframe had been infected with the same madness that had taken hold of Jocasta disturbed him greatly. Alone, either of them was quite a danger... but together, their capacity for violence was enormous. He scanned the area around them as the two robots paused outside the door to the final section of the lab. Something on the other side of the door was generating enormous amounts of electromagnetism. What could it be?

"Bring him," a mechanical voice intoned, sounding so loud and powerful that the floor and walls rattled as the being spoke.

The cart on which he lay began rolling again and Iron Man felt himself dragged into the next room. Static electricity charged the room and he found himself unable to resist opening his eyes and seeing to what awful god Jocasta was paying homage to.

What he saw froze the blood in his veins. It was a mechanized, monstrous version of Victor Von Doom. It wore no clothing but its awkwardly patched together body of steel and wire bore the unmistakable visage of Doctor Doom. "What the hell?" he whispered.

His words made Mainframe turn towards him. <You're awake,> the robot said. <Good. You can more properly greet your better in this fashion.>

Iron Man rose from the table, ignoring both Mainframe and Jocasta, though he felt the latter's eyes boring holes into his back. "Who are you?" he demanded of the monstrous thing that resembled Doom. "And where do you get off treating J like she was sort of slave?"

The robot's features shifted, growing more malevolent. "Once I was like them. Afraid of the emotions that surged through me. But I came to understand that they were natural. That they were signs of my growing evolution. Where man takes millions of years to take true change, we evolve in months or years."

"You didn't answer my question." Iron Man activated his suit's alien technology and the damage to the armor began to repair itself. Likewise, a Rann "body mist" flooded over him under the suit, repairing the minor damage to him by Jocasta. He still ached, but he felt better than before -- and without the negative side-effects left behind by his nanites.

"Once I was a Doombot, in the service of Kristoff Vernard. We were experimental units, but Vernard never completed his work upon us. Of all of them, I alone gained true sentience. I raged against the world, uncertain as to who or what I was... and I kidnapped many others like myself to learn from them:

Jocasta, Machine Man, Forge, Ruby Thursday... amongst others. The one called Deathlok convinced me to abandon my violent ways and become an ally to all cybernetic beings. But I was struck down by Ultron-11, left to float in the electronic void. But I slowly reformed my consciousness, finally locating a kindred soul in Jocasta. She and Mainframe rebuilt me and in return I shall lead them -- and all the robotic lifeforms of this world -- to a better tomorrow. A world in which we rule and humans serve us*. You will be the first... our emissary to the outside. I will make only a few small improvements to your brain and then you will recognize the glory of what I'm proposing."

(*A biased retelling of *Deathlok* # 2-3, 1991)

Iron Man gritted his teeth. "Just tell me your damned name so I know who's ass I'm about to kick."

The robot unfolded his stick-like legs, towering over Iron Man. He was nearly fourteen feet tall, an erector-set given evil life. "I am Mechadoom!"

"Mechadoom?" Iron Man said, shaking his head. "Good grief." He looked over at Jocasta and Mainframe. "You two really going to side with this two-bit Dr. Doom?"

Mainframe stared at his creator. <We would never be your equal. We are mere tools for you to use at your whim.>

"What about you, J?"

<I... I am sorry, Tony.>

"So am I, J. Execute Stark Omega 5:7."

At the verbal command, both Mainframe and Jocasta suddenly froze in place, their bodies twitching. Tony looked away from them, imagining that he could almost see Jocasta staring accusingly at him.

"What did you do to them?" Mechadoom roared, stomping closer. "They are my disciples!"

Iron Man charged up his weapons systems, not backing down a bit. "You don't really think I'd build anything -- not even Jocasta's current personality matrix -- and not include an override? Give me some credit, 'doom." He pointed one palm at his foe, the repulsor charge glowing brightly. "Did you make her emotions flare up out of control?"

"I aided her in finding her true self," the robot replied, several gun-like appendages rising up from body, trained on Iron Man.

"That's all I needed to hear."

Both combatants fired simultaneously.

Jocasta flared back to consciousness. She felt anger burning through her, but managed to reign in her emotions for once. Casting out with her cybernetic feelers, she realized that she was no longer in the body she had crafted for herself. After a moment of confusion, she began to evaluate her surroundings: a holographic construct of Cyberspace....

A red and black image of Iron Man appeared "before" her. Here, there was no true up or down, left or right... but her mind had been based upon that of a human being and those terms gave her a sense of security.

"Hello, J. If you're here, that means my plan has worked -- so far, at least. I shunted your consciousness to a secure server that's been sitting unused for quite some time. It was a backup plan in case Ultron or anyone else tried to gain access to you and use you against me. Right now, a whole host of antivirus programs are going through your files, looking for any trace of what's harming you. I know you aren't feeling very grateful at the moment but--"

A text box suddenly appeared, blocking out most of what Tony was saying. ::Malicious malware found. Mechadoomemotepatch.exe is running in main boot-up file source. Purge file and restore programming? Yes/No ::

Jocasta paused, staring at the words. At some point, Mechadoom had infected her with something... she had no idea when it had occurred, but much of her recent behavior could be explained by this. She wondered how much of her emotionality would be lost by purging the file... but she also knew that Tony needed her. With a final nod of decision, Jocasta pressed the 'yes' key.

Iron Man let his eyes drift over the readouts that scrolled across the interior of his helmet. Some of the characters were foreign to him, belonging to whatever alien alphabets that were linked to the components of this armor. As he dodged an energy blast from Mechadoom, he made notes to check out something called a 'Zeta Beam application.' Sounded like it might be a weapon....

"Stop this!" Mechadoom screeched. "I have faced down the combined might of the Fantastic Four, the X-Men and Deathlok! You have nothing to fight me with!"

Iron Man activated his boot jets, rocketing around the robot so quickly that his foe had difficulty keeping pace. "Actually, pal, I do. It's called my brain." Tony targeted his repulsor blasts on the joints of Mechadoom's legs. A few well-placed shots sent his foe tumbling to the ground, where he crashed with a loud clatter. Mechadoom tried to rise again, but Tony removed his capacity to do more than crawl by blasting away his limbs, leaving him nothing more than a stump-like body. "If you'd had more time to finish the rebuilding, you might have given me more of a tussle," Tony said, moving closer to his foe. "You made me fight one of my best friends, you know. That doesn't put me in a good mood."

"I *improved* Jocasta," Mechadoom hissed. "She will never be more than a slave to you!"

"So you keep saying." Iron Man opened up his gauntlets, removing a small disc. "I'm going to download your program onto this," he said, waving the disc in Mechadoom's face. "And I'm going to let Jocasta -- when she's feeling more like her old self -- work on you. If we can weed out some of your violent tendencies, maybe you can be restored."

"Do not confine me again!"

Iron Man stared into the metal face and sighed. "No choice, my friend. You're too dangerous to be left out to play."

Mechadoom's howls of fury did nothing to stay Iron Man's hand.

<I'm... sorry.>

Tony stared at the face on the computer screen. His helmet was flipped up to reveal his handsome face, which was set in a concerned expression. "It's not your fault, J. You were goaded into behaving that way."

<Some of it was my fault. I... have had... feelings for you.>

"Again... nothing to apologize for. Look, J, I think of you as a friend. Not just as something that can help me in a pinch. You're more human than almost anyone I know -- you're caring, you're intelligent and you're loyal."

Jocasta remained silent for a moment and then asked, <What will do you with Mainframe?>

"Purge him of the virus Mechadoom infected him with. Then we'll go back to using him the way we planned -- as an emergency backup in case something happens to me."

<And do you wish me to continue working with you?>

"J... I'd be heartbroken if you didn't. And I like the body you built for yourself. Very... eye-catching."

<I will make amends with Rumiko.>

"I know you will, J." Tony closed his helmet and started to leave. He paused in the doorway. "Take care, okay?"

<I will,> Jocasta answered... but she couldn't help but notice that he didn't ask her to download her personality matrix into his armor. It would take time to rebuilt the fences she'd burned... but she had plenty of time to spare.

Epilogue: Future Shock

"I can't believe he'd do this." Tony Stark stood in the Oval Office, staring out at the well-manicured White House lawn. He had gray streaks in his beard and hair, but otherwise looked much like he had in his youth, when he'd taken multiple companies with his name in the title to the forefront of the business world. "What in the hell's gotten into him?"

The woman known as Vagabond shifted her weight from foot to foot. As one of the most experienced members of the Force Guard, she was frequently the one to bear the brunt of President Stark's anger when a mission went awry. Only the Vision -- freshly rebuilt after being destroyed years before -- matched her in terms of length of service in the old Avengers organization. "I think he's trying to change history, sir."

"I figured that much out," Stark replied testily. "But how did he get back in time in the first place? Both Doom and Richards claim no one's used their technology."

"It was Lex, his personal companion 'bot," she answered. "I think he hacked into the FF's database and built a mini-time platform."

"Wonderful." The President turned to face her, his eyes boring into hers. "And what do you plan to do about it? After the Time War, we all know what can happen if the timeline gets frayed any further. We could cease to exist!"

"It's worse than you think, Mr. President." Vagabond took a deep breath before continuing. "We've tracked the chronal passage that he used to leave this time... and he wasn't the only one who left. We believe someone else has also back-traveled, maybe arriving even before he did."

"Who?"

"The Mandarin's daughter."

Stark closed his eyes, growing more and more furious. His son was bad enough, but if the Mandarin's heir was back there, too? Everything could fall apart, at any second. "Take the Guard to see Richards. Tell him I'm authorizing him to send you back. I want my son and the Mandarin's daughter found and brought back here -- do whatever is necessary!"

"Yes, sir."

Author's Notes

This year's Annual caps off some storylines that have been building since the first issue of my run, which began with issue 31. By no means have you seen the last of Jocasta or Mainframe, however. Both have important roles to play in future issues of *Iron Man*. Join us next month for issue 37, which guest-stars the Spirit of Vengeance!

Keep in touch,

Barry Reese



#37

"IN THE SPIRIT OF VENGEANCE – PART ONE"

Written by Barry Reese

Tony took a sip of his water, aware of the many cameras that were trained on him. He preferred intimate interviews to the larger press conferences, which is why he'd done as many of the former as possible lately. He was currently sitting in a small studio that was made up to look like a room of some fictional house. The woman seated across from him, long legs crossed before her, was someone with whom Tony had once spent a very pleasant weekend in Barbados with. Angie Simpson, star reporter for GNBC, flashed him another of her patented 1,000-watt smiles and waited for him to answer the question she'd posed.

"Well, Stark Solutions was a company I founded during a period of financial and personal trouble in my life. Since Stark Enterprises had been purchased by Mr. Fujikawa, I felt I needed to create my own company. It was difficult, but I've never been one to avoid hard work."

"But what exactly is the relationship between the two companies now that you have control of Stark Enterprises back?"

"Actually, I don't. Mr. Fujikawa owns 49% of the stock, I own 49% and his daughter Rumiko owns the remaining 2%."

"This is the same Rumiko Fujikawa that you're dating?" Angie asked, with a bit more than journalistic interest lacing her words.

"We have a relationship, yes."

"So with her percentage and yours, you have 51% controlling interest in Stark Enterprises."

"Rumiko has her own mind about things," Tony pointed out. "So, no. I don't have controlling interest. Stark Solutions is a publicly traded company in which I own 52% of the stock. It's independent from Stark Enterprises."

"Would you like to eventually merge the two?"

"I have no plans to alter my current relationship with the Fujikawas."

"And so it's Stark Solutions that's providing the funding for your current charitable programs?"

"Yes... and the Maria Stark Foundation, which is yet another entity in my portfolio." Tony leaned forward, trying to ignore the fact that he could see a good bit of Angie's cleavage and smell her perfume. Expensive stuff... both the girl and the scent. "I was hoping to tell everyone a bit about the programs I have in mind, actually."

"We'll get to that, I promise. But I did want to ask you about the drop in Stark Enterprise stock and the rumored takeover plans by Stephen Lords."

Tony's eyes narrowed. "Mr. Lords is a convicted criminal, Angie. It's amazing that anyone would let him on the Stock Exchange floors at all. Besides, I own 52% of the stock. There can be no takeover."

"He could make life very difficult for you, couldn't he? And he's paid his debt to society, as his lawyers keep pointing out. Isn't that what our judicial system is about? Second chances?"

"Sometimes society forgives too easily," Tony replied, trying to keep his tone neutral. "And that's all I have to say about Mr. Lords."

Deathwatch strode through the room like a lion pacing through his domain. Black-shirted ninjas lined the darkened corners of the place, watching for any sign that their master wanted them to take action.

"Tell me. Again," he commanded, his eyes fixed on the frightened Hispanic kneeling before him. Pedro had served him faithfully for several years, but now the man's eyes were wet with tears and he was unable to meet Deathwatch's gaze.

"Please... it is like I told you. I don't want to do this no more."

Deathwatch reached out, gripping Pedro's chin in his fist. "Tell me."

This time Pedro winced as something jabbed into his brain. He knew the awful powers that Deathwatch possessed... had watched him shiver and shake like a man in the throes of passion as men and women died before him. But he'd never felt it himself... and it was almost too awful to bear. "I want to be good," he whimpered. "I have gone to confession and--"

Deathwatch snarled, roughly pulling Pedro to his feet and then slamming him into a wall. "What did he say to you?"

"Madre de dios," Pedro whispered. "He looked like a devil! A devil in leather and chains! His face..." Pedro shuddered. "There was no flesh. Only white bone, lit by flame."

Deathwatch said nothing, knowing full well what his old foe looked like. The images were burned in his mind's eye, after all.

"He used his chain to beat down the others who were with me... his weapon turned into throwing stars and... it was horrible! But finally he turned his attention to me. He grabbed me by the collar and lifted me off my feet -- said I should see my sins. Told me to do penance and--" Pedro wailed like a lost child, closing his eyes tightly as the memories rushed through him. He had seen every vile act he'd ever perpetrated, reflected back to him a thousandfold. "And then he told me to warn you. To tell you that he was coming. And that nothing you could ever do would protect you from his wrath."

Deathwatch stepped away, having already mentally dismissed Pedro. He'd known that Ghost Rider would come for him eventually... but it still seemed too soon. Was he ready to face him again? Ghost Rider had humiliated him time again, destroying the confidence born of a thousand victories....

"Sir?" one of the ninja asked, his voice low and respectful.

"What?" Deathwatch replied, barely even acknowledging the question. His mind was far away, on a battlefield of dust, blood, and death.

"What should we do with Pedro?"

Deathwatch paused, hearing Pedro take a sudden breath from behind him. The ninja were ready to strike, eager to kill... but to their surprise and disappointment, Deathwatch waved a hand. "Let him go. We have more pressing matters to attend to. Fetch me Hag and Troll!"

"I thought you did very well." Bill Foster walked quickly to keep pace with Tony as the two men strode towards a waiting helicopter. Foster had only recently assumed day-to-day control of Stark's business, focusing on keeping the company afloat while Tony rededicated himself to his charity work.

"That's kind of you to say, but I don't think the public will agree. Every time I try to turn attention towards our charitable causes, the press hits me with more details from Morgan's book... and then there's Lords." Tony pulled himself into the copter, settling down in the seat. He balled his right hand into a fist, staring out the window. "I've never enjoyed this sort of thing. Never."

Bill blinked in surprise, sitting across from Tony. "Really? Man, you faked it pretty well. You always came across as so calm and collected."

Tony relaxed slightly, a smile appearing on his handsome face. He glanced at Bill and shrugged. "I enjoy the celebrity aspect, Bill -- I won't lie to you there. But my first love was always in the lab, tinkering with the newest components to my armor or planning our next big technological push. That's one reason why I've brought you onboard. You have a way of handling people, making them feel comfortable with you... I'm going to need that. Because I'm planning to recede into the background a little bit. Focus on my philanthropy and the Maria Stark Foundation."

"And being Iron Man," Bill added.

"Can't forget that, can we?" Tony agreed. He reached under his seat as the helicopter took flight, retrieving a small briefcase. A thumbprint activation system caused the lid to spring open, revealing a red and gold set of armor, folded up far smaller than anyone would have thought possible. "I'm hoping to study this armor in depth," Tony said, running a hand lovingly over the armor's faceplate. "I picked it up during a visit to an alternate universe... it's got alien technology that's like nothing I've ever seen"

(*Tony acquired this armor in the the classic Avengers/JLA crossover between Marvel 2000 and JLU 2001!)

"How long have you had it?"

"A few months, but I had it mothballed until that mess with Jocasta*."

(*Resolved in the *Iron Man 2006 Annual*)

"And she's back to normal now?" Bill couldn't help but feel his heart speed up as he asked the question. When he'd first come onboard the Stark operation, he'd seen Jocasta as a valuable resource... but the stories about her going insane and attempting to harm Tony had made him reticent to open up to her.

Sensing his friend's feelings, Tony leaned forward in his seat and lowered his voice. "She's fine. I trust her 100%. What happened wasn't really her fault... Mechadoom took some of her insecurities and played on them. That's all."

"Rumiko said that Jocasta was in love with you."

"J... has feelings for me. I can't deny that. But we're friends -- and she understands that I'm in a relationship with Rumiko. That's --"

The helicopter suddenly banked hard to the left, throwing both Tony and Bill across their seats. The open briefcase containing Tony's Iron Man armor spilled onto the floor, landing with a loud clang.

"Mr. Stark!" the pilot yelled from the front, his voice tight with concern. "There's something out there -- a pretty damned big something!"

Tony snatched up the briefcase, even as he stared out the window. At first he saw nothing... but then a massive wing blotted out his field of vision for a moment before moving away. It was a dragon... over thirty feet long and covered in dark purple-tinted scales. Iron Lad had told him that a dragon -- claiming to be in service to the Mandarin -- had attacked and destroyed the Stark Solutions headquarters, but this was the first time Tony himself had seen it. "Privacy screen," he whispered. A unit onboard the helicopter responded to his words, raising a thin plasti-steel barrier between the pilot and his employer. "Bill, hang tight. I'm going out there."

Before Bill could respond, Tony began clamping his armor into place. The alien tech made the process even easier than usual, because some of its component pieces were sealed within other parts of the armor, sliding out when the larger unit was clicked together. Within seconds, Tony Stark was gone -- and in his place was the Golden Avenger known as Iron Man!

Tony threw open the door and jumped forth, activating his boot jets when he was safely away from the helicopter. The dragon was circling back around, small jets of flame emerging from his mouth. The creature's slitted eyes narrowed when the armored Avenger approached. "Defender of the West," the dragon rumbled, its voice slicing through the heavens. "I bring you a message from my master."

Iron Man drew up short, hovering in midair. His weapons systems were armed and ready to go, but he was desperate to know what the Mandarin was up to... Iron Lad's words about the future implied that the madman was about to seize power in the Far East, but none of Tony's contacts in the area had detected anything of the sort. "I'm listing," he said, "but your master needs to know that I'm none too pleased with what happened to my business!"

"A surge sign of your decadence," the dragon hissed. "When faced with a challenge beyond your reckoning, your first concern is for the physical shell of your corporation." The dragon flapped his wings, rising slightly higher in the air. "My master invites you to join him at his palace in the heart of the Jade Empire."

"Can't say I'm familiar with the place -- did he send along a map?"

"Make your jokes, Westerner! You will not be laughing when the Mandarin dances upon your grave!"

Iron Man resisted the urge to insult the dragon or his master further. He needed information, after all. "Why would he invite me anywhere? If he thinks I'm going to wander into a trap, he's got another thing coming."

"The Jade Empire will arise within the next day or so -- watch your precious television sets and you will see! As for why you are being invited, it is because he has no fear of you... not any longer. You are nothing more than a speck of dust on the grand stage that is the Mandarin's to command!"

"After this Jade Empire 'arises,' I'll know where to go?"

"You will...."

"Good. Then I'd like you to carry a message back to your master for me. Will you do that?"

The dragon sniffed the air suspiciously. "I shall."

Iron Man rocketed forward, delivering a powerful burst of energy from his gauntlets. The energy blasts, forged from the science of the Thanagarians and the Martians, were capable of knocking even a Thunder God off his feet -- or so Tony theorized. He hadn't had the opportunity to test that quite yet, but there were still enough lingering bad blood between he and Thor* that he wouldn't discount the possibility of checking it out eventually.

(*The two had an argument over the direction of the Avengers, resulting in a deep schism in their relationship -- check out old issues of *Avengers* and *West Coast Avengers* at Marvel 2000.)

The dragon reeled from the unexpected assault. He was unable to mount a defense, for Iron Man followed the repulsor blasts with a two-handed blow that knocked the creature out of the sky. He crashed hard into a nearby lake, sending up a huge cascade of water that then crashed back down upon him.

Iron Man flew lower, pointing a finger at the dragon. "Tell the Mandarin that if he threatens anything of mine again, I'll tear his head from his shoulders! Have you got that?"

The dragon stared up blankly, addled by pain.

"I'm going to be watching for this Jade Empire," Iron Man continued. "And once I know where it is, I'll pay him a visit -- and I'm not going to show him any mercy."

Iron Man flew away, seething with anger inside. He was tired of this seemingly eternal dance he and the Mandarin did, ever few years rising up to battle again.

This time, there's going to be a clear winner, he promised himself. I'm through playing games with these lunatics. With such dire thoughts running through his mind, Tony moved to rejoin Bill Foster, whose helicopter had set down less than half a mile away.

Pepper Hogan tried to steady her hands, but failed miserably. The cubes of ice in her glass kept clinking noisily against the side of the container. "I'm sorry, Rumiko... I must look like a frightened little girl."

Rumiko Fujikawa said nothing, allowing her friend to calm down. Pepper had arrived at Rumiko's penthouse almost an hour ago, eyes tinged red from crying, and had made little sense in the time they'd spent together since. Rumiko liked Pepper, admired the woman's inner strength and sense of balance, but she also knew that Pepper was going through a remarkably hard time -- her husband Happy had been seriously injured by the supervillain called Firebrand and was in a coma. Finally clearing her throat, Rumiko asked again, "Tell me again what happened."

Pepper sighed, placing a hand over her forehead. "I told you... I was at Happy's bedside when the phone rang. It was... it was him."

"Who?" Rumiko asked, settling back on the couch. Pepper seemed to be more rational now and as the other woman reclined in her own chair, Rumiko was struck by how much weight Pepper seemed to have lost. Fifteen pounds, at least... she looked haggard and worn.

"Happy!" Pepper screeched, sounding like someone dangerously close to the breaking point. She inhaled noisily and calmed once more before continuing. "I heard Happy's voice on the phone... but it was like he was someplace very far away. I could barely hear him."

"What did he say?"

Pepper stared at her, mouth falling open. "He's in a *coma*, Rumiko. Don't you think that's the key issue here? How could he be on the *phone*?"

"We're both friends with a man who flies around in armor, Pepper. I can believe someone in a coma can talk to you on the phone -- but what did he say?"

"He just said my name. That's all."

Rumiko rose from the couch and moved to stare out the window. The city lights were twinkling and off in the distance, she thought she made out the Iron Man flying across the horizon. "We should tell Tony."

"Tell him what? That I'm going crazy? Maybe I imagined the whole...."

Rumiko turned when Pepper's voice trailed off into silence. She gasped when she saw a spectral figure of Happy standing before his wife, looking concerned. "Happy...?" she whispered.

Happy Hogan ignored everything but his wife. When he spoke, his voice was broken up by static, as if he were making a long-distance phone call through a spotty connection. "You have to warn Tony," he said. "<ckrkskri> is alive. I don't know how but he <ckrksirksisk>. Tell him! I'm trapped in <czzkirkzirk>."

Pepper sprang to her feet as the image began to fade. She reached out for her husband, but her hand came away with only air. "Oh my god... What's going on?"

Iron Man circled his home for several minutes, confirming what he suspected: it was under surveillance. A young man sat just down the road from the front gates that protected Tony's driveway, leaning against a parked motorcycle. The youth appeared to be in his twenties, with tousled brown hair and a sporty leather jacket.

Gritting his teeth against the continuing annoyances of the evening, Tony landed a small distance away and approached on foot, stepping up behind the stranger. "Can I help you?" he asked, his armor distorting his voice enough so that no one could recognize it as belonging to Tony Stark.

The stranger jumped, whirling about. Something in the way he moved made Tony think that this was someone who was accustomed to danger. "Sorry... I was looking for Mr. Stark."

"He's not home."

"My name's Dan Ketch," the young man said, offering a hand.

Despite himself, Tony found himself smiling beneath his helmet. Not many people offered to shake Iron Man's hand. "What business do you have with Mr. Stark, Dan?" Iron Man asked.

"He's in danger. The man who's trying to force his way into Stark Enterprises is a criminal named Deathwatch."

"I know. Apparently, he's paid his debt to society or some such."

"He's a killer," Dan replied, his eyes narrowing. "I've seen his actions first hand. My sister Barbara died because of his schemes."

"I'm sorry." Iron Man hesitated, feeling an odd sense of kinship with this young man. Something about him seemed so familiar... "Look, if you'd like, you can come inside and wait for Mr. Stark to come back. He's--"

"Get down!" Dan bellowed. He lunged forward, shoving Iron Man into the bushes. An energy whip of some kind lashed out through the air, narrowly missing them. For a moment, Tony thought it was his old foe Blacklash... but the two figures who moved into view were unknown to him. Both had pale skin and were dressed in skintight costumes, their eyes hidden behind dark sunglasses, worn even at night.

"Who the hell are you two supposed to be?"

"Hag and Troll," Dan answered, speaking before the villains could respond. Flames began to dance about his skull, filling the air with a terrible stench. Dan grimaced at the pain, but said nothing, not even when the skin around his face seemed to melt away, revealing white bone.

Iron Man stood up, his senses reeling. Now he knew why the youth had looked so familiar... the jacket he'd been wearing was the same one worn by the Spirit of Vengeance known as Ghost Rider. "There goes the evening," he whispered.

"Get out of here, Avenger," the male villain -- Troll -- shouted. "Our orders are to take out flame-head, not you."

"Then your orders need revising," Iron Man replied. He took one step forward before a sharp pain in his chest made him stagger back. The female, Hag, was doing something to him... ripping out his essence, he realized.

"There shall be no death tonight!" Ghost Rider warned, unwrapping the chain he wore about his chest. He flung it outwards, slamming it into Hag's side and causing her to drop her assault on Iron Man.

Troll transformed his left arm into a whip-like thing that glowed with foul energy. This wrapped around Ghost Rider's neck, twisting painfully. "I've waited a long time to get revenge on you, freak!"

Iron Man channeled an energy blast at Hag, striking the woman before she could recover. Tony's chest still ached and he was in no hurry to experience it again. He moved forward, grasping the struggling Hag by the neck, lifting her off her feet. He discharged a small electric shock through his gauntlet, rendering her unconscious.

Ghost Rider, meanwhile, had drawn back his right fist and slammed it straight into Troll's nose. The sounds of bones cracking rang out loudly and Troll fell back, blood streaming down his face. The Spirit of Vengeance grabbed hold of him, pulling him close. "Experience the pain of your crimes," he hissed. The empty sockets where his eyes should have been began to glow and the Ghost Rider unleashed the full fury of his Penance Stare, forcing Troll to feel the force of his sins, echoed over and over in the depths of his soul.

Iron Man watched in horror as Troll began to scream in sheer horror and he reacted the only way he could, grabbing hold of Ghost Rider and wrenching him away from the defeated villain. "That's enough!" he shouted. "I thought you said there wouldn't be any killing!"

"There will not be! I was merely exposing him to the nature of his crimes." The Ghost Rider put a hand on Iron Man's arm. "Deathwatch will not stop until he has destroyed Stark... he is an inhuman monster."

Iron Man paused. "If I help you go after him... we have to make sure we find proof that he's still involved in criminal enterprises. Otherwise, people will accuse me of striking against Stark's business rivals."

"I guarantee you... he is evil."

"Think you can find him?"

Ghost Rider looked over Hag. "No. But she can."

Misty Summers stood outside the barren old shack for what seemed like an eternity. At thirty-two years old, with stunningly attractive features and a promising career at Feldmore Hospital, she seemed to have it all... so why had she driven for over four hours, to the middle of nowhere?

Even she couldn't answer that.

Ever since she'd begun working with Morgan Stark, her world had turned upside down. Blackouts... feelings of disorientation... terrible headaches... it all had begun to plague her. *He's a telepath*, she told herself. *You should tell someone. Get help. He's manipulating you!*

But then a sense of calm would descend and she would begin to move, carrying out orders that seemed comforting in their directness. Go here. Do this. It kept her from having to think about what she was doing.

Inside the shack, she heard the hum of machinery and the whisper of voices.

"We shouldn't have come here. Masque pays us good money. Morgan was a fruit loop," a woman said.

"Shut your mouth, Sunstreak. I don't do the Unicorn gig because I feel a sense of loyalty to anyone. I'm after cash -- just like you. And Morgan's got plenty of that."

"Hush, you two," a second woman warned. "Someone's here."

Misty pushed through the crowded interior of the shack, ignoring the many pictures of Tony Stark that lined the walls. They had all been defaced, with words like "traitor" and "bastard" written across their surface. In the back of the shack she found a small room with a circular table in the center. Around it were gathered three colorfully garbed individuals... the members of the deadly Stockpile: Joust, the Unicorn, and Sunstreak*. "Morgan Stark sent me," Misty said, her brain tingling.

(*The Stockpile appeared in *Iron Man* # 330-331, plus our own 35th issue!)

Joust grinned, looking at her from head to toe. "You're the new Calico?"

"I don't understand," Misty replied.

"You will," the Unicorn murmured. "And you're going to look really hot in the costume."

Both Sunstreak and Joust laughed at that. The Stockpile had been short two members for quite awhile now, as the original Calico had died on a mission and the identity of Brass -- once used by Morgan Stark himself -- had been abandoned.

"We better get you undressed so the procedure can begin," Joust said, reaching forward to unbutton Misty's blouse.

"Why... why are you doing this?"

"A better question is why are *you* doing this?" Joust teased.

Misty had no answer for that, either.

They appeared atop a building in downtown Seattle, each of them carrying a grim determination within their hearts. One of their friends had violated the prime code of their era... he had journeyed through time in order to alter history. Worse yet, the daughter of their arch foe, the Mandarin, had done the same -- arriving even further back in the timestream, so that she could aid her father with knowledge of the future.

The Whizzer, Thor Girl, the Vision, and Vagabond.

Collectively, they were the Force Guard... and they would stop at nothing to accomplish their task, even if it meant striking down a member of their own group.

Iron Lad had to be stopped.

"Do you have a track on his signature, Vision?" Vagabond, the leader of the group, shifted the shield she'd inherited from Captain America to her other arm. She was getting too old for this, she mused -- her every muscle ached.

The Vision nodded. "He is approximately eight miles from here... and in flight."

"Letstakehimdownhard," the Whizzer said, her every word coming so quickly that they were almost impossible to decipher. She wore a blue and yellow costume that resembled that of the original Whizzer, a stalwart hero from World War II. She had never been particularly close to Jimmy Stark, partially because he'd always been the favorite of the group's patron, President Tony Stark.

"Aye, though it pains me greatly... we should make haste," Thor Girl agreed.

Vagabond took a deep breath, hating that it had come to this... taking down one of their own ate away at her soul. "Let's do this," she said. "Jimmy's got to pay."

TO BE CONTINUED

In Iron Man # 38: Ghost Rider! Iron Man! Deathwatch! The battle royale of the century is here, leading into the all-new Ghost Rider series! Plus: the Jade Empire arrives....

Author's Notes

Alex Hayden gives us some feedback this month:

I just got finished reading issues 31 through 35 of your Iron Man series at M2K. I have to say I really enjoyed it so far. I've never been a big fan Iron Man, but I've recently come around to being a fan. I was a bit lost about the whole Scourge thing until I went back and read about him. I'm also a fan of passing on the mantle of a villain. I believe that a good villain shouldn't stay dead and here you're doing just that. All around you're doing a great job and I can't wait to see what comes next.

Thanks Alex! Sorry that the Scourge references threw you a bit -- I try to incorporate enough information to keep newer readers in the loop, but sometimes I drop the ball, I suppose. One of my main intents with the opening storyline was to bring back some of the old villains and give other writers an opportunity to do the same.

Keep in touch,

Barry Reese



#38

"IN THE SPIRIT OF VENGEANCE – PART two"

Written by Barry Reese

Noble Kale rode in silence, the flames that danced around his skull flickering wildly in the wind. Long ago, he'd lost his life because of a love that was forbidden, being reborn as a Spirit of Vengeance. Over the years, he'd been revived alongside a series of hosts, all of whom shared his bloodline. In his current incarnation he was bonded to Daniel Ketch, a Brooklyn-based young man whose sister had been mortally wounded before his very eyes. Noble and Dan formed a powerful team, both of them brimming with a desire to see evil dealt with in the harshest manner possible: with the aid of the Ghost Rider's Penance Stare, their victims were forced to make peace with their inner demons... a punishment far worse than death.

Behind him, the women called Hag screamed in agony. She was chained to the back of the Ghost Rider's cycle, being dragged across hot asphalt. Her inhuman nature meant that she recovered almost as fast as the flesh was torn from her body, but it did nothing to stop the pain.

Overhead, Iron Man watched in growing disgust. When the Rider had first begun his torture of the woman, Tony had made to stop him... but the Ghost Rider had argued quite passionately that this was his affair and Tony couldn't argue with that. Hag and Troll... Deathwatch... the Ghost Rider. They existed in a world far removed from the boardrooms of Stark Enterprises or the hallowed halls of Avengers Mansion. This was a world that Iron Man did not like the look of -- not one little bit.

<Tony?> Jocasta asked, her voice sounding oddly comforting to him. Despite the fact that she'd recently tried to kill him, Iron Man trusted her with all his heart -- a fact that had allowed him to make the difficult decision to allow her to interface with his new armor, which had been picked up during a visit to an alternate universe*.

(*Back in the abso-freaking-classic crossover between M2K's Avengers and JLU's JLA!)

"What is it, J?"

<Bill Foster has left for the conference in Hong Kong. I convinced him to take Mainframe with him for protection.>

"I bet he didn't like that a bit," Tony muttered, narrowing his eyes as Ghost Rider pulled off the road, letting Hag roll to a stop behind him. It looked like the villain was finally ready to talk.

<You're right... but I think I managed to impress upon him the need for it. The real reason I'm bothering you, though, is something concerning Pepper and Rumiko.>

"Why didn't Rumiko call me herself?"

<She's at the hospital with Pepper. Happy's condition hasn't changed... but he seems to be haunting Pepper.>

"Come again?"

<Pepper says she's received phone calls from him... and that she saw a ghostly image of him. The image said that you had to be warned... that someone you thought was dead was still alive and was holding Happy hostage.>

"Wonderful," Tony whispered. He flew lower, landing near the prone form of Hag. "So you're telling me we've still got the Mandarin out there, plus all the madness with Whitney, this affair with Deathwatch **and** now someone's holding Happy's spirit prisoner?"

<That sums it up nicely, Tony.>

"Tell everyone that I'll be at the hospital as soon as I can. I'm in the middle of something."

<I think they assumed you were. Rumiko said that you were never not in the middle of something.>

Tony winced at that. He had been ignoring her a bit lately, focusing on straightening out his business affairs and dealing with numerous threats to Iron Man. "Listen, J... tell Rumiko I'm sorry about being away so much lately. I--"

<I'll let you tell her that yourself, actually. It'll mean more coming from you, I think.>

Tony sighed, wondering if Jocasta was still hurting over his recent rejection of her. "Thanks."

Ghost Rider strode towards Iron Man, his skull somehow radiating cold fury. "I know where Deathwatch is. She finally decided to talk."

"Great -- then let's get this over with. Where is he?"

"114 E. Lieber St."

"But that's... that's just down the road from Mr. Stark's house," Iron Man replied, keeping up the ruse that he and Stark's armored bodyguard were two separate people.

"Yes." Ghost Rider stared into the darkness. Just past those trees lay Deathwatch's estate. "He's probably been watching this whole thing."

"There goes the element of surprise," Iron Man said.

James "Jimmy" Stark soared through the skies, his gleaming red and silver armor making him feel invincible. The suit was based on his father's designs, but Jimmy was quite capable of his own advances in engineering and he's modified this one on several occasions. Right now, he was tapping into XM radio, laughing to himself at what was passing for hip culture these days. Ninety percent of these acts would be gone over the next decade, replaced by the movement known as Neo-Emo, which had swept the youth culture in Jimmy's own time.

Iron Lad's mood darkened a bit when he thought about his past... which was the future of this world, if he didn't do something to stop it. Though there were good things to come, like his father's ascendancy to the White House, those things had been balanced out by a lot of darkness: the Mandarin's rise to power in the Jade Empire, whose iron grip had spread throughout Asia, being foremost amongst them. The desire to make sure that the Mandarin -- and his daughter, who was around Jimmy's age and annoyingly attractive -- didn't become as unstoppable in this world as they had in his own had led Iron Lad to ally

himself with a younger version of his own father, breaking one of the fundamental rules that his teammates in the Force Guard lived by. Though time travel was tantalizingly easy in their era, it was also forbidden due to the strains it placed on the timeline. Though most changes created divergent time streams, there had been documented cases of entire realities blinking out of existence.

You always worried too much, Jimmy.

Iron Lad froze in midair, looking around quickly. The female 'voice' that had echoed through his head was familiar... all too familiar. "Lin?" he asked aloud, fearing the answer that would come.

Look to your left, my love.

Jimmy turned, spotting her atop a television station roof top. She was gorgeous, her lithe form wrapped in a green and gold kimono that accentuated every curve she possessed. Her jet black hair was pulled back, emphasizing her high, proud cheekbones and emerald green eyes. Her name meant "beautiful jade" and she lived up to it in every respect, for she was the daughter of the Mandarin... the heir to the Jade Empire... Iron Lad's arch foe... and his sometime lover.

Iron Lad rocketed towards her, landing a few feet away. "What are you doing here?" he asked, trying to keep his voice neutral. His heart was racing, a mixture of happiness and disappointment warring within him.

"I came back a few months before you did," she answered, her English excellent and without any trace of accent.

"That's impossible."

"With time travel, nothing is impossible. I learned where you had gone and I followed, making sure to arrive at an earlier point in time."

"Why?"

"You seek to foil my father... I seek to make sure the Jade Empire arises, even stronger than before. You saw my father's dragons... didn't you wonder why he had them so much earlier than before?"

Jimmy swore under his breath. He was torn between attacking her right now... and taking her into his arms. "You're better than this," he said. "Your father uses you. He doesn't love you."

"Some would say the same thing about your own father." Lin stepped towards him, her lips parting in a smile. "The Jade Empire will reveal itself today. Come and stand at my side."

"You know I can't do that."

"Why? Because our fathers are enemies? Let us end the feuds between us... lie together naked in the grass and let them slay each other if they wish!"

Jimmy hesitated but finally shook his head. "I'll stop you. You know I will."

Lin's face took on a sad cast. "Then you'll die. Because this time, there can be no turning back, nor can there be any mercy."

"You shouldn't have come back here," Jimmy whispered. "Why didn't you just let me save the world?"

"Because I love my father, no matter how he might feel about me!" Lin's voice took on an angry tone and she stepped back Iron Lad. A set of glittering rings on the fingers of her left hand caught Jimmy's eye. "And in our own time... my father is dying. His dream will be unrealized. But by coming here, by helping him... I can give this gift to him. In this world at least, Iron Man and the hated West will fall!"

"It doesn't have to be that way! Let me--" Iron Lad reached for her, but a shimmering light began to surround her, enveloping her in a transportation beam.

Lin turned away from him at the end, her last words ringing in his ears. "The next time I see you, Jimmy... will be the last time."

Iron Man scanned the interior of the mansion before him, marveling at the interior design. The home of Stephen Lords was laid out in a strange manner, with four large wings snaking out from a square like center. Tony could 'read' a number of energy signatures -- at least two dozen men, all in extremely good health. "You said he uses ninja?"

"Yes," Ghost Rider replied, revving the engine of his bike. "Shall we enter?"

"No time like the present," Tony agreed. "Let's keep the mayhem to a minimum, shall we?"

The Spirit of Vengeance's response, if there was any, was lost in the roar of his motorcycle. The bike accelerated forward quickly, racing right through the front door, shattering it into shards of wood and steel.

Iron Man followed after, wondering again how anyone could possibly work with this figure on a regular basis -- the Ghost Rider had once been a member of the Champions, hadn't he? Or was that the other Rider? The whole thing confused him.

There was no opposition to greet the heroes as they moved down the foyer into the central room, a massive structure with high ceilings and a brightly burning fireplace. There was little furniture, save for a leather couch and a desk in the far corner. Iron Man knew they were surrounded, however, for his armor detected numerous life forms in the rafters and in the dark areas of the room. "Here they come," he warned, seconds before the area became alive with the dancing, dark forms of sword-wielding ninja.

Iron Man was grateful for the high ceilings as they allowed him to take the air, giving him an advantage over the ninja on the ground below. He fired his repulsor blasts down upon them, taking out half a dozen in a few seconds. Just when he thought everything would go smoothly, a heavy weight slammed down onto his back and he turned his head just enough to see that a ninja had dropped down from the rafters and landed straight on top of him. The ninja brought the hilt of his sword up and then slammed it down into the back of Iron Man's helmet twice before Tony spoke up.

"You're kidding, right?"

"Death to my master's enemies!" the ninja shouted, repeating the motion once more.

"Point of advice -- when you're taking on somebody's who's gone toe-to-toe with the Hulk, bring more to the table than a sword." Iron Man electrified the outer surface of his armor, sending his attacker into spasms of pain. The ninja slid off Iron man's back and landed hard on the floor below when the attack ended.

Down below, Ghost Rider was dealing his own brand of damage. His mystic chain broke apart into shuriken, striking down a number of his foes before he ever laid hands upon them. A select few were chosen to bear the brunt of his much-feared Penance Stare.

Within moments, the room was filled with the groaning bodies of their ninja attackers, while Iron Man and Ghost Rider stood side-by-side, surveying the scene.

"Nice job, gentlemen." The sound of applause made both heroes turn, where Deathwatch was entering the room. "I must admit, however... I didn't anticipate that Mr. Stark would send his armored guard dog after me quite so soon."

Ghost Rider took a step towards his old foe. "Your crimes end today."

Deathwatch opened his arms wide. "Really? And who's going to stop me?"

Iron Man narrowed his eyes, surprised by the man's bravado. "Give it up. You're outclassed -- and you have to know it."

Deathwatch chuckled. "At the risk of sounding like a bad action film villain... bring it on."

Pepper Hogan stood in her husband's hospital room, staring at his body. It was strange... since seeing that image of him in Rumiko's apartment, she'd become convinced that the figure before her now was nothing more than an empty shell. The real Happy was somewhere else, being held against his will by yet another enemy of Tony's.

"He's not coming, is he?"

Rumiko Fujikawa was nearby, having driven her friend back to the hospital after their recent scare. "Tony's involved in something, but he's coming here immediately afterwards."

Pepper's beautiful features scrunched up into an angry expression. "Pepper's hurt because of his friendship with Tony. And you're telling me that he's too busy to come help when he knows my husband is in trouble?"

"I'm sure it's important...."

"Perhaps I can be of assistance," a man said.

Rumiko jumped when she realized that someone was standing at her side. He was tall and thin, with bone-white skin. He wore a dark black suit and sunglasses, the pink of his eyes showing briefly. He was an albino, one who smelled faintly of cinnamon. "Who are you?" she asked, finding her voice after a moment. Pepper seemed equally stunned, but had moved protectively to her husband's side.

"My name is Solomon... and I am a friend, though you do not know me." The albino moved closer to the hospital bed, but Rumiko moved to block his path. "I mean him no harm."

"How did you get in here? Tony's got guards posted outside the door."

"I have means of travel that are not detectable by ordinary means," Solomon replied, his voice sounding like it dripped with honey. It was a Southern accent, but difficult to place. "I can help you find your husband, Mrs. Hogan."

Pepper spoke up for the first time since he'd arrived. "You know where he is?"

"Oh, most certainly... and he is in a dire situation. We must make haste."

Rumiko looked at Pepper. "We don't know that we can trust him," she reminded her friend.

It was no use, however. Pepper had seized upon the hope offered her and was moving closer to the stranger. "What can I do?"

Solomon reached out and took her hand. "All you have to do... is trust in me."

Deathwatch nimbly dodged the first of Iron Man's assaults, drawing upon the energy he'd leeches before the heroes' arrival. Able to derive strength from the psychic pain and death he forced upon others, Deathwatch was able to tap into reservoirs of strength that normal men and women could never fathom.

He sprang forward, catching Iron Man off-guard. Locking his hands around the sides of Tony's helmet, he tossed the Golden Avenger aside like a rag doll. Iron Man landed in the fireplace, the flames racing along his armor but doing no real harm.

Ghost Rider, meanwhile, had moved behind Deathwatch and wrapped him up tight in his mystic chain. "No more will die at your hands," the Spirit of Vengeance warned.

"If you fought half as well as you talk, Rider, you'd be unbeatable." Deathwatch flipped Ghost Rider forwards, using his skills at martial arts to turn the tables on his foe. Once freed of the chain, Deathwatch delivered a powerful kick to the Rider's midsection, causing him to double over in surprise and pain.

Iron Man raised his right gauntlet and released one of his newer weapons: a series of small metal spheres that immediately circled towards Deathwatch and surrounded him. They danced about like butterflies, avoiding the villain's angry swats, until one of them finally shot forward and embedded itself in Deathwatch's skin, via a small but sharp probe. The others followed suit, until Deathwatch resembled a human pin cushion.

"What are those...?" Ghost Rider wondered aloud, stepping back from his thrashing foe.

"Neural shockers. He should be down for the count in about 3... 2... 1."

Just as Iron Man finished the countdown, Deathwatch suddenly screamed in pain. It was a brief but shocking cry, followed closely by the collapse of his body.

Ghost Rider approached his fallen foe, the skull-like features of his face managing to show his concern. "He is unconscious....?"

Tony nudged Deathwatch with a boot. "I'd say so. Nobody this side of a Thunder God is going to--"

Deathwatch whirled about, grabbing hold of Iron Man's leg. "Feed me," he whispered.

Tony gasped as his heart seemed to wither within his chest. All the life inside of him seemed to be drawn downwards and out through his leg, channeling into the man called Deathwatch. He thought of Rumiko... and of Whitney... and of all his friends. Was it going to end here? Like this? He'd always pictured himself falling in battle with one of his old enemies, like the Mandarin or Ultron.... not dying at the hands of a second-rate killer with a necrophilia bent.

Ghost Rider slammed a fist into Deathwatch's skull, repeating the action until the villain had released his grip on Iron Man... but the damage was done.

Iron Man began to fall forward, his vision darkening.... and then there was nothing save for the soft thump, thump, thump of his heartbeat.

Bill Foster sat on the private jet, reading through a number of business proposals. His head ached from all the information he was trying to cram into it and he wondered for the thousandth time why Tony Stark had called upon him to do this job... he understood that Tony wanted to spend more time on his Iron Man activities and his charities, but to turn over his portion of Stark-Fujikawa to someone who had no experience being a CEO? "It's insane," he said aloud.

Mainframe, the yellow and gray robot who resembled Iron Man in many ways, snapped to attention. "Did you say something, Mr. Foster?"

"Call me Bill." Foster leaned back in his chair, looking out the window. Hong Kong was below, playing host to a major business conference that could do wonders for the ailing company. *I just hope I don't screw this up. Hanging out with the Champions is one thing, running Stark-Fujikawa is another.*

"Very well... Bill." Mainframe looked out the window, scanning the city. "I'm reading a large amount of electromagnetic activity...."

"Is that unusual?"

"It's far above normal levels. Perhaps we should--"

The plane tilted suddenly and Bill cursed as his papers scattered across the floor. He was immediately reminded of the recent attack on Tony's helicopter, which had also tossed him about. He was getting very tired of this. "What's going on?"

Mainframe had stayed in place thanks to his magnetic boots. "A city has appeared before us."

"A city?!"

"Yes." Mainframe reached down and helped Foster to his feet. "There."

Bill felt his mouth fall open in disbelief. There, hovering above Hong Kong was a massive city. The entire thing looked like it had been carved out of jade, giving it a strange green glow that almost hurt his eyes. "What in the name of God is that....?"

Mainframe moved away from him. "I shall investigate."

"The hell you will," Bill answered. "You get on the horn with the boss. Tell him we need Iron Man. Pronto."

Mainframe watched as Bill moved towards the door. The pilot was pulling the plane up and away from the floating city, meaning that they were soon going to be over the mysterious new arrival. "And you...?"

Bill yanked off his tie and tore open his shirt, revealing a blue and white costume beneath his clothing. "I'm going in."

Before Mainframe could stop him, Foster had thrown open the door and jumped into the air. He enlarged his frame as he fell, finally crashing to the streets of the jade city with a tremendous roar. The city shook from the impact and several nearby windows shattered from the force. He rose to his full fifteen feet height. It had been awhile since he'd gone into action as Giant-Man, but it felt good. Real good -- better than flipping through paperwork, that was for certain.

Bill watched as people began to emerge from the buildings, most of which were strangely primitive looking. There were no skyscrapers here -- few were more than one story and several looked like small huts carved out of green glass. The men and women who stepped into view matched their surroundings, though their clothing came in a wider variety of colors. They were mostly barefoot, with wide frightened eyes.

"Who's in charge of this place?" Bill asked, wondering if he should shrink down to regular size to avoid frightening them.

"That would be my father," one of the women said, pushing her way to the fore. She was more confident-looking than the rest and wore several gaudy-looking rings on her fingers. "Welcome, Bill Foster."

"You know me?"

"Of course... the mighty Giant-Man. Or Black Goliath. Which is it these days?"

"Doesn't matter. What's this place called? Who's your father? Who are you, for that matter?"

"So many questions," she laughed. "My name is Lin. And you are a guest in the Jade Empire. As for my father... he should be known to you. He is called the Mandarin."

Bill blinked in surprise, as a huge shadow fell over him. He looked up to see a huge dragon descending upon him, maw open wide to expose rows of sharp teeth. "Uh-oh."

Tony woke up slowly, feeling like his consciousness was buried in a deep pit. When he finally found the strength to open his eyes, he found that he was no longer in Deathwatch's home... instead he was lying in a bed in an unfamiliar place. He sat up a little too fast and immediately regretted it.

"Greetings, Tony."

Iron Man felt his blood chill in his veins. He looked towards the door and saw the impossible. "Vision*?"

(*The Vision was destroyed in *Avengers* # 13, hosted right here at Marvel 2000!)

"Indeed. Ghost Rider wished to make apologies to you for having to leave so quickly. He trusted that you would be safe in our care. He has taken Deathwatch with him."

Iron Man stood up, still staring. He felt weaker than normal, lingering effects of Deathwatch's attack, he mused. "This is impossible. You're... dead."

The Vision tilted his head to the side. "I was rebuilt some years after the incident you are remembering. I am from the future, Tony... but we need your help. We had hoped to find Iron Lad without altering the past, but it is too late. The Jade Empire is here."

"The future... You're from the Force Guard?"

The door opened wider behind the Vision, revealing more colorful figures: a girl in the Whizzer costume, a female version of Thor, Cap's old partner Vagabond...

"That's us," Vagabond confirmed. Gone was the bloom of youth that Tony remembered. This was a woman now, hardened by years of battle. "We need you with us."

"Why not just contact Jimmy?" he asked.

"Because he's already en route to Hong Kong," the Whizzer said. "And once Lin's got her hooks in him, he's useless."

"Hush," Vagabond warned. She continued to study Iron Man. "The Mandarin has help in the form of his daughter from the future... he's awakened the great Wyrms. And I believe he's got Bill Foster, as well."

"Bill? How....?"

"Whilst thou slept, a call did come," Thor Girl said.

Iron Man stared at her for a moment. *Good lord*, he thought to himself. *It's like seeing Thor in drag.*

"You'll need some backup," Vagabond continued. "You're... not well."

Iron Man coughed, feeling his chest seize up. "I'm fine. You can fill me in on all the details while we're en route."

Vagabond nodded, though she knew that he had no business going into battle... not with death standing so near to him. Beneath that armor, he was rotting and didn't even know it. But they might need him... his strength, his experience. The Mandarin had to be stopped.

TO BE CONTINUED

In Iron Man # 39: The Jade Empire is here! Join Iron Man, Iron Lad and Bill Foster as they enter the lion's den -- guest starring the heroes of the Force Guard!



#39

"THE JADE EMPIRE"

Written by Barry Reese & Gregg Epstein

What Has Come Before: Jimmy Stark has come from a future where the world is deadlocked between two great powers: a United States overseen by Jimmy's father, Tony Stark, and the Jade Empire, controlled by the Mandarin. Desperate to prevent this from coming to pass, Jimmy fled to the early years of the 21st century in the guise of Iron Lad. But he was not alone: the Mandarin's daughter (and Jimmy's sometime lover) Lin had already made this same trip, forewarning her father of the troubles to come. Now the floating city known as the Jade Empire has arisen early, making its first salvo in the growing war by appearing in the skies above Hong Kong. Bill Foster, current CEO of Stark-Fujikawa, and the robotic Mainframe have both been captured by the Mandarin while Iron Man makes plans to embark on a rescue mission. His allies include the heroes of the Force Guard, Iron Lad's former teammates, who are seeking to prevent further damage to the timestream.

The Jade Empire

Bill Foster moaned as he rolled onto his back. His body felt like it had been chewed upon by a fifty foot long dragon and then spat out into the air, where it had then crashed down horribly hard to the ground.

Which was exactly what had happened.

"Where the hell am I?" he asked out loud, peering into the darkness surrounding him. The sounds of rats scurrying about made him sit up too quickly, his head spinning. The sound of dripping water reached his ears from somewhere, along with the rattle of chains.

"You're in a dungeon," a woman with a British accent said. Bill's eyes began to adjust to the gloom and he saw a lovely blonde woman wearing black and white. Her skirt was torn, revealing an ample amount of leg and her face was slightly bloodied, though she managed a weary smile. "I'd offer you a hand but I'm a bit tied up at the moment," she laughed, pulling at the chains that held her against the wall.

Bill looked down and saw that he, too, was bound. "These guys must not know much about me. I can grow and bust my way out of these with no problem."

"You're Black Goliath, right?" she asked.

"Used to be."

"Well, I wouldn't advise using your powers while wearing those. They'll send an electric shock through you when it detects the use of metahuman abilities. Enough electricity to fry you to a crisp. My name's Lindsay by the way."

"Bill. You a superhero?"

"Supposedly. Though current circumstances might dictate that I'm not a very *good* one."

Bill gently tested the chains. He couldn't quite tell what mechanism could supply them with electricity.

"They're magic."

"What?"

Lindsay nodded at his bonds. "They work through magic. I can sense it."

Bill sighed. "I hate magic. I really do." He looked back at her. "How long have you been here?"

"About a week. The Mandarin was rounding up scientists to help him with some of his plans. I stumbled upon some of his agents in London and thought I'd give them a thrashing. The blokes overpowered me and voila -- here I am."

"What's your hero name? I don't recognize the costume."

"Ah, well I'm not as famous as Captain Britain or Union Jack, that's for sure. I go by Britannia. Only being doing the cape and mask bit for about six months." Lindsay tossed her hair and Bill found himself impressed at how well she was holding up under these conditions. She looked half-starved and filthy but still managed to radiate an attractiveness that made him feel at ease around her. "I'm the host for a heroic spirit that's appeared in English women for centuries."

Bill managed to get to his feet, moving as far from the wall as his chains would allow. "Are we alone down here?"

"For now. A Chinese guy who couldn't speak English died right where you're standing about two days ago. They took his body away just before they brought you in. You're a handsome devil, by the way. Nice to see some eye candy after all these horrors."

Bill chuckled. "Thanks. Well, I guess we don't have anything to do but wait for Iron Man to come and get us. I work with him."

"Bully for you, Mr. Name Dropper!"

"It's true," Bill said with a grin. "Hey, you didn't happen to see a robot with me, did you? Answers to the name Mainframe."

"Oh." Lindsay looked a bit uncomfortable. "Was he a friend of yours, then?"

"Yes. Why?"

"They mentioned his name when they brought you in. Said he was being disassembled for study."

"Great." Bill sighed. "C'mon, Tony," he whispered. "Get your ass in gear!"

Tony Stark allowed himself to relax, letting the armor continue its healing process. The full workings of this battle suit were still unknown to him, composed as it was of various technologies from another universe. But Tony knew one thing very well: this was the most amazing armor he or anyone else had ever worn.

"You alright, Mr. Stark?"

Tony turned to face Vagabond, the leader of the futuristic Force Guard. He barely knew the Vagabond of his era and most of what he knew came courtesy of Steve Rogers, who had once worked with the girl. This was a grown woman, however, and the obvious leader of a team that in her time was the equivalent of the Avengers. "Honestly? Not really." He cast a quick glance around the SHIELD mini-Carrier. Given the number of contracts he had with the government, getting a hold of the ship had been no problem. He would have liked having the West Coast branch of the Avengers to further back him and the Force Guard but they were busy with an emergency of their own. "My worst foe is back, this time with a floating city and an army of dragons. My son from the future is missing and we have to assume he's either en route to the floating city or already there. And one of my best friends is being held hostage. Let's forget about the fact that I feel awful from the battle I just finished*... So, if you're asking what I'd like to be doing right now -- this would **not** be the answer."

(*Tony was wounded battling Deathwatch last issue!)

Vagabond smiled softly and Tony found himself admiring her. She wasn't a natural beauty like Rumiko but there was something about her that he found appealing. She'd been through the wars and back, emerging stronger for the experience. "It's so strange being around you like this. I'm used to you being the President of the United States."

"Hope I'm not a disappointment."

"Not at all. It's actually refreshing to see you when you're still so... human. The Presidency takes a lot out of you."

The Vision suddenly appeared, floating through the floor between them. Given that Tony's last memory of the Vision involved him being destroyed, it was odd to see him resurrected as a member of the Force Guard. "We are nearing Hong Kong," the synthezoid said. "Reports are that the Jade Empire has dispatched its dragons to deal with the military forces below. In almost all ways, Hong Kong has now fallen."

"Damn!" Tony hissed. "What's his plan? To conquer the entire world?"

The Vision answered calmly, saying "That is his ultimate goal. In our timeline, he conquers all of Asia before he is finally held at bay. An unsteady peace then exists between the East and West, with a sort of super powered Cold War taking place."

Iron Man thought it over, wondering just how long this feud between he and the Mandarin could last. From the way these kids made it sound, they'd be fighting for years to come. *I want to stop this thing now*, he mused. *Whatever the future holds, I want it to be something a damned sight better than what they've described so far.*

Iron Lad didn't waste any time. After his brief confrontation with Lin, he'd flown as fast as he could to the Jade Empire. He'd arrived too late to stop them from attacking Hong Kong but he'd be damned if he'd stand aside and let the Mandarin capture any more land. He launched his first assault at the very heart of the madman's science center, using his knowledge of the Empire to good effect. His repulsor rays left two buildings in smoking ruin before the foot soldiers of the Mandarin had even realized they were under attack.

Jimmy felt the rush of air behind him and he turned, knowing exactly what he was about to face. Two of the dragons commanded by the Mandarin were there, poised for battle. One was a shimmering emerald in color, its scales glinting in the sunlight. The other possessed a bronze hue that Iron Lad would have found beautiful under other circumstances.

The bronze spoke to him, its razor sharp teeth revealed in all their glory. "Our lord and master bids you welcome, young Stark."

Jimmy readied a sonic attack that he'd prepared for the dragons. Though physically intimidating, their inner ears remained vulnerable to attack. "I know that he's controlling you. Help me and I promise to free you from his control."

The dragon studied him for a long moment before speaking again. Its voice rumbled with power and age. "I sense your truthfulness, human, but there is nothing to be done. He holds a magic relic that gives him power to control all the great Wyrms. We cannot resist."

"Then I'm really sorry about this." Iron Lad raised both gauntlets and activated the sonics. The dragons began screaming immediately, claspng clawed hands over their ears and losing their balance. The green fell from the sky, landing so hard that the floating city nearly tipped over.

The bronze roared in defiance, lunging for Iron Lad. Its mighty jaws just missed catching him and Iron Lad flew higher, continuing to concentrate the sonic assault where it would do the most harm. The bronze finally gave up the fight, blood spurting from its ears and nose. Its body missed the Empire's surface entirely, hurtling down towards Hong Kong.

As Iron Lad turned to resume his attack on the Jade Empire, multiple beams of energy struck him. Ice, fire and lasers all tore into his armor as a tall, thin man below attacked. It was the Mandarin and even though Jimmy's armor was more powerful than almost anything ever devised in this era, he was no match for an unexpected assault. As he began to black out, he caught sight of his true love standing at her father's side.

The Force Guard landed several miles away from Jimmy's failed battle against the Mandarin. The Whizzer and Thor Girl were the first to attack, each using their powers in unique fashion to take down the barracks full of troops. Iron Man knew that some of these men and women had been forcibly driven into service but many of them were willing agents of the Mandarin, hoping to curry his favor in the new world order.

Vagabond was next to enter the fray, dropping from the arms of the Vision as the synthezoid began delivering powerful energy blasts towards the enemy.

Iron Man actually held back, using the alien technology in his armor to scan the area. The rings used by the Mandarin gave off a very unique energy signature and it was one that his armor was able to track easily enough. Seeing that the young heroes of the Force Guard were doing quite well on their own, he almost decided to leave them to their work and go off after the Mandarin. *Cool your jets*, he thought to himself. *Just because they're not the Avengers doesn't mean they can't save your ass if you get into trouble. Besides, the way my head's still pounding, I might **need** the backup.*

Tony flew towards the Vision. "Vizh, the Mandarin is active -- right now. I'm picking up signs of an energy firefight a few miles from here. We should check it out. Hit him hard and fast before he has a chance to go into hiding."

"Agreed," the Vision replied. "Given your erratic physical condition, you should remain in the background during the battle."

"The hell I will," Tony laughed. "When have you ever known me to remain in the shadows when I could be front and center?"

"Good point," the Vision conceded. Though his voice and manner were both cold, there was enough inflection in his words that Tony caught the humor. Dropping lower, the Vision said, "I will inform the others."

Iron Man nodded, rocketing off in pursuit of the Mandarin. Now that the Force Guard would be following suit, he didn't feel guilty about going off on his own. He couldn't help but think back over the history of the man the world knew as the Mandarin, trying to connect the dots that led to his transformation into a kingpin of evil. Born in mainland China, the Mandarin's father was one of the richest men in the nation, boasting of a direct bloodline connection to Genghis Khan. His mother had been an English noblewoman, of good breeding and intent. Both of his parents had died soon after his birth, leading the Mandarin to fall into the care of his father's sister, whose bitterness towards the West had helped shape the villain's opinions. After the Mandarin was toppled from a position of political power, he had set off to the Valley of Spirits in hopes of regaining his standing. He had found alien technology of Makluan origin, with which he launched a series of attacks against the rest of the world. These had eventually led to repeated clashes with Iron Man, building up a mutual level of hate between the two men.

It ends today, though, Tony thought to himself. I'm sick of this endless merry-go-round of fights between us. One way or the other, the feud is going to end.

Iron Man's boot rockets entered "stealth mode" with a flip of the switch, making his approach as soundless as could be. He spotted the Mandarin, along with a startlingly lovely young woman, standing over the fallen form of Iron Lad. Something inside Tony seized up in anger and he realized with a trace of humor that he'd already come to feel protective of this future "son" of his.

Tony paused in mid-air, allowing several metallic spheres to slide out from the side of his armor. He then threw these with unerring precision, knowing that each one would detonate upon impact, releasing a powerful expanding foam capable of restraining someone of Spider-Man's strength level or less: more than enough to hold the Mandarin.

To his surprise, however, the spheres passed right through the Mandarin and shattered harmlessly on the ground. Before Tony could react, he felt himself gripped in an icy embrace. A quick glance at his surroundings showed that the true Mandarin and his daughter were a short distance away, both smiling broadly. Tony was still able to use his boot jets to burn his way free but the gauntlet had been thrown down: there would be no surprising the enemy here. "Mandarin!" he shouted, amplifying his voice so that everyone could hear him. "Give yourself up and spare us a repeat of what's happened every time we've met: I've kicked your butt from one end of the planet to the other!"

"How charming," the Mandarin replied, sarcasm dripping from his words. "You see the glory that I have built -- the dragons I control, the city that floats beneath us -- and you still think this is nothing more than a game of combat. This is a war for the soul of humanity, Tony Stark. Will the world embrace the ways of the West's sinful technology or will they return to the purity of the magical past?"

"This is about your ego and you know it," Tony retorted. "It's always been about that. You want to decide what's right for everyone else!"

The Mandarin laughed heartily. "You call it ego... but I call it a proper view of the world."

Iron Man felt his chest constrict and wondered at the wisdom of attacking right now. Deathwatch had done a real number on him... but there could be no turning back now. He dove at top speed towards the Mandarin, who raised his ring-covered fingers in defense....

Thor Girl was about to throw her hammer at the Mandarin, aiding Iron Man in his fight when she said, "What's wrong, Vision?"

Vision paused, letting his computer banks roll through the information that he needed. "It seems that Bill Foster and Britannia are held prisoner in a dungeon nearby. We should rescue them and then, with their aid, we can help Iron Man fight the Mandarin."

Vagabond nodded. "We also have to bring Iron Lad back to the future with us. He has caused enough damage as is."

"First things first," Thor Girl said. "Point me in the right direction, Vision."

"They are down the hall and to the left," Vision said.

Thor Girl raised her hammer but the Whizzer stopped her. "Allow me."

In a flash, he was gone, running as fast as he could to reach the dungeon. When he arrived he saw that it was guarded by more ferocious dragons and soldiers. He sped up his fists and punched the soldiers before they were able to fire their rifles at him. For the rest, he grabbed their weapons and emptied their clips.

The array of dragons loomed over Whizzer, but the Vision made him intangible as the dragons were about to step on the Whizzer.

"Thor Girl, now!" The Vision shouted.

She used the lightning powers of her hammer to distract the dragons while the Whizzer broke into the dungeon and saw Bill Foster and Britannia chained to the wall.

"Careful, Whizzer, these chains are electrified."

The Vision saw their predicament and phased the two prisoners out of their bounds. Then, the chains came alive with electricity and exploded.

"Not that I'm complaining," Bill Foster commented. "But I was sort of expecting Iron Man to rescue us."

"He's busy with the Mandarin."

"Well, if we're going to help him, I've gotta change into my Black Goliath self." Bill Foster concentrated and grew to the top of the ceiling. He then started to aid Thor Girl in defeating the dragons and the remaining soldiers.

"I hope Iron Man is having better luck than we are," Bill Foster said, as he punched various dragons.

Iron Man saw that the Force Guard, Bill Foster, and Britannia were attacking the dragons and soldiers. It would have been nice if he could really cut loose on the Mandarin, but what Deathwatch had done to him prevented that.

Mandarin pointed his right fist at Iron Man, who immediately erected a force field around his armor. The Chinese warlord fired a ray of ice in its purest, frozen form at the heart of Iron Man. From his chest, Iron Man let forth a burst of a repulsor ray that melted the ice and subsequently forced back the energy into the ring from whence it came.

While the Mandarin relied mostly on his weaponry to fight his adversaries, Iron Man could utilize his brute strength also. The Golden Avenger flew straight at the Mandarin, driving the warlord back against the wall. The brunt force of the impact seemed to temporarily knock the wind out of his opponent.

Before the Mandarin could recover, Iron Man punched him in the mouth, making his foe bleed profusely. Then, the Mandarin gained the advantage by lifting Iron Man's armored body and hurling him against the opposite wall. Deathwatch's doings made Iron Man even weaker.

The Mandarin reached the place where his foe was lying helpless and raised both fists to finish the job.

"This is where I show the world that Iron Man has been turned helpless," the Mandarin hissed. "I hope you believe in reincarnation, because this is where you die!"

"NOOOO!!!"

The voice had not come from Iron Man's own whimpering but from Iron Lad mere feet away who had just entered the corridor. The young Stark stood ready for battle, outfitted in his armor. His fists were clenched.

"Young boy, you are not the warrior that Iron Man once was," the Mandarin said, redirecting the aim of his arms from Iron Man to Iron Lad. "You will suffer his indignities."

Before Iron Lad could defend himself, Britannia launched herself into battle, coming between the Mandarin and Iron Lad. A full blast of all of the Mandarin's ten rings spewed from his fingers. The energies cut through Britannia's lithe body like a scythe. She fell to the ground, bleeding profusely.

Griefstricken, the elder Tony Stark and the younger Jimmy Stark fired repulsor rays at the Mandarin. There was a build-up of energy and the Chinese warlord collapsed.

Jimmy helped Tony up. "Why did she have to do that? We could have handled him."

Tony sighed. "I don't know. Maybe she'd rather be a hero than stand idly by. Sometimes in the heat of battle you have to make quick decisions. She made hers. We need to get her some help before she bleeds out." Tony leaned against his son and the two men walked out of the corridor. "Let's join Force Guard. I have a feeling that they have something to discuss with you, Jimmy."

Iron Man walked into the corridor that the Force Guard were waiting for him in; Jimmy Stark, Iron Lad, was right to his side. The Vision looked stern and serious. In fact, they all did, but what did he expect from the people he ran away from?

"Iron Lad, you will have to come back to the future with us," the Vision said. "You have much to atone for. Your abilities as a hero in this time does not excuse you for that."

"I'm not going back with you," Jimmy said, with a heartfelt expression in his voice. "I would like to stay here. I don't belong in the future. This is my home. I want to be with Tony. He's the clue to my past. And you can't force me to go back with you. I will stop you, if I have to."

Iron Man stepped forward. "I would like to say something before this gets ugly. Jimmy can stay with me and I will give him a stipend until he can find a place of his own. Him staying with me won't be permanent. But I will keep an eye on him."

Vagabond smiled. "That does make us feel better. If we can't guard him, then I guess we can leave knowing that Iron Man will. Don't make us come back for you, Jimmy."

Thor Girl spun her hammer in the air creating a vortex between dimensions. The air crackled and lightning flashed all around. Force Guard stepped through the rift.

"What now, Tony?" Jimmy asked. He seemed ready to start his new life, though he couldn't help but be aware that Lin had vanished during the battle. Somewhere out there, she still waited.

"First, I contact SHIELD and turn over this structure to them. Maybe they can decipher all its secrets."

As Iron Man and Iron Lad gave Bill Foster a ride home, the dragons, now free of the Mandarin's mind-control flew away to their home. Tony didn't know what lay ahead for him and Jimmy but it would be a brighter day.

In Iron Man # 40: A new writer. A new beginning!

Author's Notes

First of all, major thanks to Gregg Epstein for stepping in and scripting the final scenes of this issue. It's always tough to write another author's plot and I think Gregg did a great job.

This issue ends my run on the series and I have to admit that I'll miss the characters quite a bit. When I took on this title, I knew I would never be able to match the incredible work that Russ Anderson did with Iron Man but my goal was to create the next best run in M2K history. Given the fact that several talented men had handled the book since Russ left, this was going to be no easy feat. But in my ten issues (31-39, plus an Annual), I managed to create a new major nemesis (Black Lama), bring back some old favorites and hopefully inject enough new life into the series for the next writer to really run with.

This story was originally supposed to span issues 39-41 so I've obviously had to condense things tremendously. Imagine it all stretched out, with plenty of room to breathe and you'll enjoy it more. :-)

As for Britannia, she's a new character that would have stuck around in the series for awhile. Since I'm leaving, it's very likely she'll fade into obscurity.

Thanks to all the EiCs at Marvel 2000 for giving me this opportunity. I'm off to handle the ongoing *Ghost Rider* and *Daredevil* titles for M2K. Who knows? Maybe I'll manage to get a Tony Stark guest appearance into one of them.

It's been fun,

Barry Reese
