



M2K Special Edition Cyberback

Collecting original The Vault issues #1-6 by D. Golightly
Originally released from October 2006 – April 2007

FEATURING



James Rhodes



Iron Man



Otto Octavius



Tarantula



The Looter



Hammerhead



The Adaptoid



Spymaster

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Two heavily armored helicopters sliced through the air and over the desert terrain. The blades chopped through the atmosphere so fast that it appeared as if they were moving in slow motion. Their engines had been specially modified to be whisper silent. Any residential areas they flew over were completely unaware of their presence.

Two helicopters carrying two special passengers headed to the same place, for two very different reasons.

"Base, this is Jailbird One," said the pilot of the first helicopter. "Requesting landing clearance, over."

After a short pause, a voice squawked over the pilot's headset.

{{ Copy, Jailbird One. You are cleared for landing on launch pad Alpha, over. }}

The pilot of the second silent aircraft made a similar request and was told to land on launch pad Beta. The two helicopters swooped in to their designated landing zones with practiced precision. Both seasoned veterans, the pilots had made numerous trips to and from the installation and could probably do the landing in their sleep. It was a good thing, too, since the only light for what seemed like miles was coming from the bright floodlights atop the installation's corner towers.

As the massive rotor blades came to a halt, bay doors slid open on each of the crafts. From the first helicopter exited a man in green armor, followed by a man in an grey jumpsuit, followed by another man in green armor. The man in the grey jumpsuit yelled in protest, insisting he should be released immediately.

"...away from me! Show some respect! Don't you know who I am?" he yelled. "You should be cowering in terror!"

"We know who you are," said one of the men in green armor, looking down at a clipboard he was carrying. "Inmate 44376: Fester, Norton G."

"Frog-Man, the Prowler, and even Spider-Man have all been crushed by my power!" Norton barked. "You fools are in the presence of greatness. You know these bonds won't hold me for long. No one can contain the power of the Looter!"

"You bet," said the other man in green armor. "Go ahead and try to bust out, I'm beggin' ya. You'll have a dozen Guardsmen on you before you know it."

"Imbeciles..." Norton mumbled. If they only knew that he had ingested part of the strange meteorite that originally gave him his powers just moments before he had been apprehended. While studying the strange rock, he theorized that by ingesting a small portion of the meteorite he could safely increase his already great strength. During the transport he could feel the now internalized power building within him, ready to be unleashed. He would strike in mere moments and crush these fools.

From within the second dark helicopter emerged a tall man in a tailored silver suit. He emitted an aura of power about himself, the kind that one might notice from a high level

executive or a trained special forces operative. The manner in which he carried himself screamed confidence. In his left hand was a thick, black briefcase that must have weighed a considerable amount. If the briefcase's weight upset the man's balance his muscular frame didn't show it.

"Prisoner transportation, Inmate 44376," said the leading Guardsman into a wall-mounted communications unit. They stood in front of the East entrance to the large complex, waiting for the watch commander to grant them access. "Ready for deposit. Authorization: Guardsman 0013."

{{ Acknowledged. Opening East doors, }} said the surprisingly clear electronic voice. {{ Welcome back, Monty. }}

"Hope you're ready to lose all your money in poker tonight, Carl," replied the green armored man. "Once we drop off this yahoo, I'll be--"

CRACK!

The Looter let out a wobbly laugh as he released his grip on the back of the Guardsman's head. The green armored skull was now imbedded in the wall-mounted intercom and the Looter's palm had left a perfect molded impression of his hand in the helmet.

The other Guardsman behind Norton powered up his gauntlets, ready to stun the prisoner into unconsciousness. The adrenaline and internal strength now pumping through his bloodstream, Norton rushed the armored man before the blast could be released, giving him a dual uppercut that sent the guard flying. Before the Guardsman hit the ground, Norton flexed his muscles and shattered the bonds holding his wrists together.

"I told you! I said you couldn't hold me!" Norton proclaimed. "I'm stronger than ever now and my steel grip will crush all of you! Behold the strength of the Loot--"

A powerhouse of a right cross cut off Norton's speech. The force of the punch caused his head to turn as he fell to the ground, knocked unconscious. The moment almost seemed like something out of a boxing match.

"Steel grip; glass jaw," said the man from the second helicopter. He shook his right hand slightly, as if he had just washed his hand and was flicking water off. His heavy briefcase was still in his left hand.

A split-second later, an entire squad of green armored Guardsmen dropped from the sky and flooded the launch pad. One landed next to the tall man, three gold stripes over his left breast distinguishing him as a higher rank of some sort than the other Guardsmen.

"Thanks for the assist," he said.

"My pleasure," replied the tall man before asking, "Stuff like this happen often?"

A small chuckle made its way through the green helmet.

"A building full of super-villains and you're bound to have a couple problems," he replied. "Welcome to the Vault, Mr. Rhodes."



“Breaking & Entering: Part One”

Written by D. Golightly

“Thanks for lending a hand yesterday, Mr. Rhodes,” said a heavysset man sitting behind a very expensive wooden desk.

“Like I told the Guardsmen, my pleasure, Mr. Jones,” replied James Rhodes.

The pair sat in the large, air-conditioned office of the warden, Miguel Jones. The smell of the oak desk filled the room along with the cigar in Jones’ mouth. Jim had arrived at the prison installation the day before and, upon arrival, helped to take down a new prisoner trying to make an escape. The whole ordeal had only lasted a few seconds, but it had given Jim a good look at how prepared the prison’s security force was.

“Always nice to throw a monkey in the solitary hole, eh?” said Jones as he leveled a gaze at Jim and shuffled some papers on his desk. “So, I’ve got all your paperwork here and things are looking good. I assume you brought everything you need? Clothes, personal items, that sort of thing?”

“Yep, everything I need. I was told to expect minimal contact with the outside for two-week periods. What are the restrictions on that?”

“Well, like you said, it’s minimal. We restrict access to the outside for our personnel because we’re surrounded by the craziest and most powerful fuckers on the planet. An entire building full of super-villains and we’re the only ones here watching them. No Captain America, no Iron Man, no Fantastic Four...just us.”

Jim nodded in understanding. “Yes, sir.”

“You been shown around yet?”

“No, sir,” answered Jim. “My transport got in a little late last night so I just went to my quarters.”

“Okay then,” Jones said, standing up. “Let’s go introduce you to the Vault.”

The United States Maximum Security Installation for the Incarceration of Superhuman Criminals, affectionately refereed to as the Vault, rested in the heart of the Rocky Mountains in Colorado. Originally three levels going straight down into the terrain, a fourth level had recently been added even though most outgoing documents from the facility made no

mention of it. That fourth level remained mostly inactive for the time being, although Miguel Jones had his plans for the space.

Ryker's Island predated the Vault but it was soon realized that the facility was incapable of housing the world's deadliest super-criminals. The U.S. government stepped in and usurped control over Project: Pegasus, a scientific endeavor that had developed technology to contain certain villains, in order to develop and construct the Vault.

"We're on the top floor right now, of course," said Jones. "This is mainly for receiving new prisoners, meetings between the monkeys and their lawyers, and even conjugal visits. The Guardsmen barracks is down that hall on the left and you already saw your quarters across the hall. Your office is up here also, just passed the barracks."

Jones moved to a window and pointed out to a structure that was separate from the Vault. "That used to be the administration building but now we use it as a security checkpoint and a landing pad for helicopters, as well as coordinate a few special things. A monorail provides transportation between the buildings."

Jim followed Jones to the center of the first floor where a large freight elevator rested. After waiting momentarily, the pair entered the elevator and began descending to the second level.

"This elevator runs down the middle of the whole place and is the only way to get between floors," said Jones. "When we move a prisoner around, we fix these special restraints on them which bolt to the floor of the elevator right here." He pointed to the floor where some sort of locking mechanism was built in. "That opens up, we slide the bottom part of the restraint in, and it clamps shut."

"Any problems when moving prisoners around between floors?" Jim asked.

"Hell yes. Nothing that a quick blast from a Guardsmen can't cure though."

After another moment, the elevator came to stop and the doors slid open. "Here's the second level," Jones said. "Take a look."

Jim stepped out of the elevator and onto a walkway overlooking a large open area. Beneath him sat dozens of men and women in grey jumpsuits with numbers on their backs; he estimated at least a hundred.

"General population?" Jim asked.

"You bet," replied Jones as he puffed out cigar smoke. "The previous warden had most everyone in lockdown, but now I've got them playing nice with each other. Anyone who has biological powers is fixed with our patented dampening collars. We have dampening units in the walls, too, all throughout the facility."

"Why put them all in general population? From here I can see Otto Octavius and Adrian Toomes. Isn't that just asking for trouble?"

"You better believe it," Jones chuckled. "Especially those two. You see I was in charge of a prison in L.A. before I came here. Nothing broke the monkeys down like them fighting amongst themselves. Part of their punishment the way I see it."

"Okay," Jim said, slight hesitation in his voice.

"Mierda! Estas manillas son demasiado apretadas!"

"Speak English," commented a Guardsman. "I failed high school Spanish."

"Idiota estúpido," replied a latino man wearing an grey jumpsuit. "The cuffs, they are too tight. I can't feel my hands anymore, you *cerdo gigante...*"

"You'll live. Hawkins! Get over here and take the prisoner down to the medical bay for an entrance physical."

Another man wearing identical green armor ran up to the pair and took the Spanish man by the arm. "Yes, sir," Hawkins said. "Let's go, Tarantula."

"My fame precedes me I see," the Spanish man said.

"Shut up."

The Guardsman named Hawkins pulled Tarantula down the hallway to the elevator in the center of the complex. Once the doors closed, Hawkins clasped the lower part of the prisoner's restraints to the locking mechanism on the floor, ensuring he couldn't take off anywhere.

"My predecessors were failures," Tarantula informed Hawkins. "I was chosen because people know to fear me. You're wise to restrain me so. *Tonto bajo de la clase...*"

Hawkins reached back and slapped the Spanish man on the back of the head. "Cut it out. How do I know you aren't calling me a low class fool or something? I swear if they didn't pay me--"

"You *are* a fool," Tarantula cut in, a high level of arrogance in his voice. "My government chose me because they know I am a killer of the worst kind. If these restraints weren't here I would--"

"Shut up. I read your file. You were caught during a SHIELD raid. You've never even gone up against any heroes. No one outside these walls even knows who you are, and I doubt most of the people inside know who you are either. And you think you're a killer? We've got real killers like the Lizard and Bullseye in here. So why don't you just keep your trap shut before I toss you in a cell with them?"

"Cerdo verde ignorante..." Tarantula muttered under his breath.

Somewhere far away in a white room filled with sophisticated lab equipment, three men and a woman stood over a table with a large, inert, synthetic person laying on it. One of the men nodded to the woman, signaling her to type in the appropriate coded sequence to her hand held computer, which then activated the android.

:: Systems online. Recovering files. Error! Files missing. Request command ::

"Your files were lost during your last battle," said one of the men. His face, along with the other scientists, was covered completely by the headpiece of a full body suit. "We recovered you and reactivated your subsystems but all your previous files were permanently corrupted. We have need of your abilities so your first mission will be to replace those missing files."

:: Mission parameters? :: asked the synthetic being.

"The super-villain penitentiary in Colorado known as the Vault will be your target," said the female in the group. "Access the complex and obtain as many files as you can. Return here when your mission is complete."

:: Level of force required? ::

"Deadly."

The android rose off the table and stood on two strong feet. The white light in the room shimmered off of his green skin, his face nonexistent except for two eyes. His features were subtle and nondescript, almost fluid.

"We have acquired a few files for you to download before you begin your mission," said one of the men, who then turned to one of his associates. "Bring the files in, please."

Across the room, a door slid open and three ragged looking people that had their hands and legs clasped together were pushed into the room. Sophisticated restraints held their appendages together, which promptly opened and fell to the floor once the female scientist pressed a button on her hand held computer. The three people looked at each in confusion and then back at the android. The three worn individuals all looked tired and hungry, as if they had been held captive for days. Worry and fear could all be seen in their eyes.

"These are your files. Download them and await further instruction."

:: Acknowledged. ::

The android swiftly strode across the room and cocked back his fist to land a punch on one of the ragged people. Terror swept over the man's face and he reacted instinctively, raising his hand up in defense. To his surprise, he caught the android's balled fist and stopped it from smashing into his face.

:: Power identified – enhanced strength; class 12. Files modified. ::

The android leaned forward and pushed against the man's hand, knocking him off balance.

"What the hell?" the worn out man muttered.

"When we obtained you three," spoke up the female scientist, "you were still unaware of your dormant paranormal abilities. Our automaton here will copy your powers and then dispose of you."

"Dispose?" asked another of the worn captives, the stress in his voice obvious.

The android then lifted his right leg up into the air above the fallen prisoner. With a cold and calculated movement, the leg crushed down onto the man's neck, severing it completely. Blood splashed into the air, coating the android's green skin.

"The monster killed him!" yelled one of the still living prisoners, who began to float a few inches off the floor. "I-I-I'm going to die...oh no..."

"Oh, God!" screamed the other captive who had remained silent up to this point. "God...they're going to kill us! Oh, God help us!"

As the cry out to his Lord passed his lips, his eyes began to glow a bright orange light. Energy quickly built up and spewed out of his eyes, slamming into the android. The automaton stumbled back briefly before regaining his composure, seemingly unaffected by the attack.

:: Elevated stress levels causing release of energy. Powers identified – optic energy dispersal and flight. Files modified. ::

The android's eyes then glowed a bright orange just like the man's and he proceeded to bathe them in energy. Power erupted from the machine's eyes, blistering the skin of the two remaining prisoners. After a moment, the barrage ended and the two captives fell to the floor, smoke rising from their bodies.

The android floated off the ground and spun in the air to face the scientists. Orange energy still crackled around his eyes, tinting his green skin a strange hue.

"Excellent," said one of the mysterious male scientists. "Now go to the Vault and download as many files as you can."

"Octavius," said the elderly Adrian Toomes, also known as the Vulture. "We need to talk."

Otto Octavius, known to the world as the villainous Dr. Octopus, turned away from his lunch to meet Toomes' gaze. Their eyes didn't meet because of Octavius' sunglasses, which he was rarely without.

"Anything for an old friend," he said with a sneer.

"Word is you're pulling some muscle together in here. Hammerhead already made me an offer, so what can you give me?"

"What makes you think I want anything to do with you?" Octavius asked. "I understand your recent endeavor with the Owl in New York is what sent you to this place. You were taken down like an amateur. You're passed your prime, Toomes." *

* [M2K's Daredevil #15 – D]

"If anyone is passed his prime, it's you, Octavius!" Toomes scoffed. "How many times have you been sent here? Huh? You always told me and the others how smart you were and how your brilliance was never appreciated, yet here you are. In prison with the rest of us."

"My current surroundings fit into my plans more than you understand. Plans that you shall not be privy to nor a part of."

"Fine. Hammerhead will pay better anyway. You were always so cheap."

"You misunderstand, you filthy old bird," Octavius said as he raised his hand, signaling another at his table to stand up. "The only thing you'll do is pay a visit to the doctors."

"Oh, please, you can't threaten--ACK!"

The man whom Octavius had signaled to stand slammed his fist against Toomes' face and continued assaulting him. Madness filled his eyes as he knocked the Vulture's teeth loose, blood dripping on the concrete floor. An almost childish smile crept onto the thug's face as inmates from other nearby tables caught sight of the beating and began cheering. Toomes fell to the floor coughing up blood, but the man didn't let up his assault as he began kicking the elderly man. Several Guardsmen watched from their various positions around the cafeteria but remained still.

"Enough, Fester," said Octavius who had turned back to his meal.

Norton Fester, also known as the criminal called the Looter, flicked the blood off of his hands and sat back down across from Octavius. One could almost see the adrenaline rush he had received from the vicious beating he had delivered.

"Not even a full day in the Vault and you're already proving useful to me," said Octavius through a mouthful of food. "I'm surprised you even accepted my offer, seeing as you have a reputation for being a loner."

"I may be a loner, but I also know how to get respect in prison," said Fester. "Even with this collar they forced me to wear I'm still stronger than everyone else in here. Strength is the only thing they'll understand."

"You're right about that, my friend," commented Octavius. "In here, strength brings respect."

Toomes slowly crawled away, a trail of blood and teeth behind him. Finally, two Guardsmen dropped to the floor and picked him up, carrying him out of the cafeteria and toward the medical bay.

"And respect brings power."

The medical bay of the Vault rested on the East side of the complex, tucked away on the second floor. Stainless steel walls lined the long room with several nurses and doctors moving swiftly along the floor. The air smelled stale, like it had been sprayed with antiseptic.

"Our medical capabilities are better than your average hospital," said Jones as both he and Jim strode into the room. "They have to be. Dealing with advanced biological humans, we have to be quite versatile and in touch with the most modern of equipment."

"It's been my experience that hospitals give ample opportunity for someone to try and break out," said Jim, taking the room in. "The security lessens when they think the bad guy has a few broken bones and the flu."

"We don't make that mistake, I assure you. The last two wardens of this place both met with violent deaths and I've made sure security is tight at all times."

"*Mierda!*" yelled a Spanish man across the room. "Watch where you put that thing, amigo!"

"Ah," commented Jones. "That's our latest contestant, Juan de la Vega. All new arrivals are required to undergo a strict physical before admitted to general population. We don't want any outbreaks of some weird disease."

"Let's you make sure they aren't smuggling in weapons, too?"

"Bingo. Follow me to the infirmary section of the medical bay, Mr. Rhodes."

The pair headed to the back of the medical bay, passing the Spanish man uttering more curse words in his native tongue. Jim noticed a few others being poked and prodded but didn't recognize any of them. One had purple skin and a distant look to his eyes.

"Back here is where we stick the invalids, prisoners who need constant medical attention or drugs, and the really nasty ones that need sedated," said Jones.

Jones slid a key card through a box on the large steel door and then pressed his palm to a panel. After a moment, the thick door pulled open to reveal another large room much like the first. The only difference was the lights were dimmer and there were cages around the beds along the walls.

In the first cage to his right, Jim saw a woman with long, dark hair and scars across her face. She lay unconscious on a mat on the floor of the cage, an IV sticking into her arm.

"Typhoid Mary," Jones said. "Interesting story to go along with her. She's a fiesty one, that's for damn sure."

Jones stepped further into the room. Jim passed other cages with the Ring Master, Titannia, and a few others he couldn't quite make out in the dim light. However, a cage a few down from Typhoid Mary's housed a man he instantly recognized.

"Bullseye."

"That's right," replied Jones. "He's in a coma. One of the deadliest men on the planet is in a coma. We're making sure he never comes out of it, too." *

* [Bullseye fell into a coma in M2K's Daredevil #10 – D]

Jim's eyes glanced over the infamous assassin and focused on a cage that had obviously been isolated from the rest. Electrodes were hung on the bars and several empty IV bags were strewn about the floor, dried blood over their plastic edges.

"And that one back there?" Jim asked, pointing.

"Oh, that's one of our prize guests. Deacon Frost."

The man inside the cage stirred at the mention of his name and came as close as he could without touching the electrified bars. He smiled and Jim could make out sharp fangs meshed in with his otherwise perfect teeth.

"Warden," Frost said. "So nice to see you again, you tubby fuck. This stock blood you've been giving me is shit. I need some fresh stuff or I'm gonna pass out down here."

"Shut your mouth," Jones responded. "I have to keep you alive; I don't have to keep you healthy."

"Who's the black guy? One of your politicians you're always bringing around here? Kissing more liberal ass, huh, fatstuff?"

"Keep it up, vampire," Jones said with a broad smile. "Let's see what happens when I just give you pure hemoglobin instead of stock blood. I bet your pale skin will shrivel up dry."

Jones ended the comment with a push of a button on the cage. Electricity arced across the bars, sizzling the stale air. None of it reached Frost, but he backed up on reflex anyway. Jones turned back toward the entrance, leaving Frost muttering behind them.

"The next floor down is entirely cell blocks," Jones said when they reached the central elevator. "The different blocks are divided up by power levels. Even with all the dampeners on, we like to put the big ones in maximum security. Makes it easier to--"

{{ Warden Jones to the Strongroom, }} boomed an overheard speaker that reverberated in the hallways. {{ Warden Jones to the Strongroom. Code: White. }}

"Well, well," said Jones as he and Jim entered the elevator. "Look's like we'll be skipping the third floor and heading to the Strongroom."

"What's a Code: White?"

"Unknown entity approaching the installation that isn't responding to contact."

"And the Strongroom?"

"That's where we take care of problems like this and where you'll be officially assuming your role as Security Chief."

The green android rushed through the air at over one hundred miles per hour. He wasn't far from the Vault now, which meant he would soon be able to break in and take all the files available. His orders remained the same: access files and destroy original copies.

The files he had already downloaded would be enough to get into the facility and take down any opposition. Automatons felt no emotion, so there was no fear or remorse in his entire being at the notion of killing hundreds or people.

For the Super-Adaptoid, there was nothing that mattered except the completion of his mission.

Letter From Prison

After lots of negotiations with writers and various conversations with editors, Vault #1 is finally here! I have high hopes for this series and lots planned. Rest assured this won't just be a series revolving around Jim Rhodes (even though he's awesome and deserves a series of his own), but instead it will focus on the different people within the walls of Marvel's super-villain penitentiary. I'll be touching on various stories in each issue that may or may not overlap with one another as time goes on.

Special thanks to Chris Munn for helping me work out some things, by the way. His Thunderbolts series is what originally inspired me to get this going (what a long time ago that way...).

Next issue: the Adaptoid is coming in fast. Needless to say, there's going to be a big fight. Plus, Doc Ock has it out with Hammerhead and the Tarantula is introduced to the joys of prison. Oh, did I mention the Walrus will be making an appearance?

-D. Golightly
6/1/06

"Alpha Squad preparing to engage the target," Kevin Hitchens spoke into his helmet communicator. "Request orders; over."

{{ Commander, this is Warden Jones. Engage the target and tear him a new one; over. }}

"Copy. Over and out," he replied, switching the microphone off. The low buzzing of static in his ear also quickly faded away as he swooped down through the midmorning air, joining the rest of the Guardsmen at the head of the formation.

The United States Maximum Security Installation for the Incarceration of Superhuman Criminals, a.k.a. The Vault, passed underneath the armored men, its tall walls standing silently among the Rocky Mountain range. At times he considered it a blessing to be able to fly through the air, thanks to the Guardsman armor he proudly wore. This morning, however, his blessings seemed few and far between.

Kevin, called Hitch by most, had signed up with the Vault's security force a little over two years ago and had risen through the elite ranks faster than usual. Foiling a jailbreak attempt by the infamous Lightmaster tended to gain favor with the people who handed out the promotions. His colleagues respected and trusted him, two important elements to have when you're charged with guarding the most dangerous men and women on the planet. Even though he was younger than a handful of his other green-armored brethren they held no resentment when he was appointed commander of Alpha Squad, the first and best wave of Guardsmen in the Vault.

Hitch led the contingent of flying guards over the helipad, their trajectory placing them directly in the path of the incoming bogey. The long-distance scanners had alerted those on watch that something resembling human form was headed straight for the facility, something that refused to respond to their hails. The world was filled with levitating nasties, and Hitch supposed it could even be one of the Avengers making a trip out to check on an inmate. Even still, Alpha Squad wasn't paid to take chances. It wasn't like Iron Man or Captain America had even seen the prison in the eighteen months.

"Alpha Squad, power up repulsers," Hitch ordered after he flipped on the squad's private frequency. "Maximize force field output and double check your plasma dischargers. Let's take this guy down fast and clean."

The six other members of the squad silently did as they were told, preparing for whoever was stupid enough to rush them head-on. Their armor had been personally designed by Tony Stark himself, the genius behind the most powerful weapons systems in existence. Anyone dumb enough to drop in on the Vault unannounced deserved a demonstration of what a Guardsman could do.

Hitch tracked the incoming individual on his H.U.D., making a note of the speed. Their scanners back in the Strongroom, the tactical base of operations within the Vault, had first picked up the intruder seven miles out from the local perimeter. Seventy-four seconds later, after Alpha Squad had launched in the air, the bogey was barely a mile away. Fast and furious was just how Hitch liked it.

"Okay, everybody. Let's keep this containment tight. I want two--HYUK!"

The dark green, almost fluid form of the intruder slammed into Hitch in the blink of an eye. The squad leader tumbled through the air as the formation broke up, the other members taking evasive action. Hitch pumped up the throttle on his boot jets, desperate to try and level himself out. The horizon finally flattened itself in his H.U.D. but his equilibrium was still a bit off.

{{ Holy shit! }} one of the Guardsmen screamed over their frequency. {{ He just ripped the head off of Simmons! Jesus Christ, who the fuck is this guy? }}

Hitch looked up to see a limp armored body plummet toward the ground, minus one head. The commander mashed his teeth and shot into the fray, his thoughts turning from professional soldier to relentless mercenary. The five other remaining Guardsmen were arcing over and under the android, blasting away at his green hide with their repulser rays. The onslaught of energy didn't seem to actually harm their opponent but it was enough to keep him in one place while Hitch rocketed in to deliver an uppercut. The hit was much harder than something Hitch could have dealt on his own, the strength enhancers adding to the power while the force field doubled the density.

The momentum of the punch snapped the strange intruder's head back but Hitch hadn't risen more than three feet before he felt something grab his leg. Stealing a glance down, he saw the "man" start to squeeze his right calf muscle in its vice-like grip. Alarms went off on his display, accentuating the pain he felt growing in his leg. The damn guy was actually penetrating his force field and applying pressure to his armor.

:: Defense grid activated, :: he heard it say. **:: Level nine personal force field. File acquired. ::**

Its strength was incredible. Hitch felt the outer shell of his leggings crack as the creature continued to squeeze. Just when he thought things couldn't get worse he saw the green skin of his attacker briefly flash with white, like a thin cocoon had momentarily materialized around it. That's when it finally donned on him: this thing had activated a force field exactly like his own. When the Guardsmen activated their own fields the same white flash enveloped them. This was bad. Very bad.

Blinding light cut between the two, forcing the intruder's vice grip to waver and finally release. Hitch felt a wave of pressure against his whole body pushing him up and away but he didn't care. He knew the blast had come from one of his own and it saved him from thinking about what might have happened to his leg in the next few moments.

{{ Sorry about the repulser blast, Hitch, }} someone squawked over his helmet receiver. {{Fastest way to separate you two.}}

"Don't worry about it, Stevens. Everyone move back into an overhead attack formation and take this mother down!"

Hitch flew out wide, keeping his enemy at the apex of his swing. He turned his head momentarily to check on the group gathering behind him when the heavens seemingly erupted in fire, brilliant flashes of energy sweeping over him again and again. The pain was agonizing, even through his armor.

As he fell toward the unforgiving ground below and unconsciousness threatened to overtake him, he caught a glimpse of his assailant floating steadily in the air. His features had somehow morphed slightly and the same energy that had washed over him slowly slipped out of the intruder's eyes.

The last thing Hitch thought before he blacked out was that they were all as good as dead.



“Breaking & Entering: Part Two”

Written by D. Golightly

“Would someone please tell me just who the fuck is out there?” Miguel Jones, the heavysset warden of the Vault, asked with a touch of hysteria in his voice. “It’s plowing through Guardsmen like they were made of tinfoil. Give me good news, people!”

James Rhodes stood silently beside the warden, taking in the situation. He wasn’t exactly unfamiliar with the types of individuals that carelessly attacked sanctioned officers, but he held his opinions for the time being. They stood at the forefront of the Strongroom, a tactical center for the prison where the facility’s personnel had called him and Jones. The equipment housed within the room reminded Rhodes of the impressive monitors used by the Avengers and Fantastic Four, although he assumed they weren’t nearly as advanced. The staff of at least a dozen technicians yelled information back and forth to each other in a desperate attempt to decipher the situation. They weren’t in a state of panic yet, but they were close.

“Scanners recorded everything they could, Warden,” answered a female technician with thick glasses and long red hair.

“We’re analyzing now, sir,” said a young man with a fresh crew cut from the opposite side of the room. “Accessing recognition software and uploading templates for cross exam. SHIELD database has been opened and verification is coming...umm...sir, you need to see this.”

The warden jumped around the various workstations and shot across the room, his cigar bouncing in his mouth. The tension was growing by the second and Miguel Jones was not a man who dealt with tension well.

“What the hell is a Super-Adaptoid?” he asked after looking over the information.

Jim’s ears perked up and he spun in place, mimicking the warden’s movements and making his way over to the console. “That’s an Adaptoid?”

“You’ve heard of him?”

"Not a 'him,' it's a thing," he replied, quickly regaining his composure. "An android created by AIM* with the express purpose of fulfilling its programming. I've never tackled one but I know some people who have."

* [Advanced Idea Mechanics; a pack of evil mad scientists...sort of. – D]

"So what exactly are we dealing with here?" Jones asked. The crushed tip of his cigar was spilling tobacco onto the floor but the warden paid it no attention, regardless of the horrible taste it must have been putting in his mouth.

"There have been various models over the years, each with varying levels of intelligence. It can copy any number of powers used against it, even going as far as emulating fighting styles. When it mimics a power from someone its body changes shape to match. I watched a video of it decking Luke Cage once." Jim studied the monitor that displayed a close up shot of the Adaptoid, scratching his facial hair as he tried to remember certain facts. "I've never seen one that looked quite like this, though."

"The database identified it with only a seventy-three percent chance of a match, sir," chimed in the young man sitting before the console.

"A new model then?" Jones commented.

A slight commotion from the main workstation caught everyone's attention as a horrific sight played out on the big screen towering over them. The Adaptoid had rushed another Guardsman and relieved him of his right arm while blasting his limp body into the terrain with an orange optic blast. There only three defenders left were pelting away at the android but to little effect.

"A new *improved* model," Jim added.

They say that a person's eyes are the windows to their soul, which is why Otto Octavius made sure to always keep his covered. He didn't care if the other inmates made fun of him behind his back for refusing to remove his sunglasses even at night; they would never dare say it to his face. Not here. On the outside they could poke fun at his many defeats at the hands of the wall-crawler, but on the inside they feared the retribution. Accidents had a way of happening to those who went against him.

"Mind if I sit down?" Octavius asked.

"I mind," the large man sitting at the long lunch table replied. "Ain't gonna stop you, though, is it?"

Octavius motioned to the lean, crazed looking man beside him who then pulled out the chair for him to sit down. Obedience was a trait he valued, especially in one such as Norton Fester, formerly known as the Looter.

The large man across the table bit down into the morsel of steak on the tip of his fork, the bloody juices spilling back onto his tray. The prison kitchen staff didn't typically serve steak to anyone, but the large man had gained many things on the inside that most inmates

weren't privy to. In fact, if the walls didn't keep him confined one might not see any difference between his life before and after his apprehension.

"Saw your man there beat the hell out of Vulture*," he commented between bites. "I was never a fan of Toomes, especially when he tried to rip me off."

* [Last issue; about twenty minutes ago in "comic book time." – D]

"I've also had a few quarrels with him over the years," Octavius responded, crossing his arms over his pudgy stomach. "I thought a display would be in order to welcome you back home, Hammerhead."

"So you want me to take you in now that I'm back or somethin'?" Hammerhead blurted out, shaking his massive head back and forth slightly. "Looking for some protection, eh?"

"Not exactly." Otto leaned forward, his wide, dark glasses bouncing the crime boss' image back at him. "I meant it was a display of my own authority. Things have changed since you were last paroled, Hammerhead. I have plans in place that I can't afford to have you screw up with your inevitable pissing contest."

"You challenging me?" Hammerhead demanded. "You grab a lil' taste of power and now you think you can take my place as the king in dis here castle? Is that it?"

"I'm not challenging you," Octavius calmly replied, even though his face showed keen resentment, "I'm telling you to stay on your fucking side of the playground."

Two men on either side of the disgruntled Hammerhead stepped forward, finally breaking their stiff postures. The silent figures grimaced at Octavius but remained by their boss' side, as Hammerhead raised his hand casually to halt their offense.

"Not the same squid anymore, huh, Doc?" Hammerhead said, a level of arrogance in his voice. "Using the big boy words like that. You'll have to excuse Shocker and Stilts. Unlike you they respect me. Also unlike you they've come to realize that on the inside I'm the law. You ain't nothing out on the street and you ain't nothing in here. But at the same time I can respect the fact that you've been a busy little squid while I've been away. So, I'll make you a deal."

"Your deals aren't something I'm interested in."

"Oh, you'll be interested in this one," the gangster replied. "I'll even go as far as to offer you somethin'. You let me borrow your boy there for a couple days and I'll leave you alone. I'll make sure my guys don't mess wit your plans and I'll even get the Guards to ease off you."

"Your assumption that I don't already have some of the security force in my pocket is an incorrect one." Octavius adjusted his dark glasses as he stood up from the table, his thin lips twisting into a smile. "I didn't begin this dialogue to mend any fences, Hammerhead. I don't even want to know why you want my associate. I merely wanted to let you know that your time as the top goomba is long since passed."

Fester leaned over the chair and grasped the spoon off of Hammerhead's tray, squeezing it between two fingers until it snapped in half. He let both pieces hit the table and then turned to follow Octavius as he made his way back through the cafeteria.

"Un-fucking-believable," Stilts commented under his breath as he shook his head. "What do you want us to do, Mr. Hammerhead?"

"Nothing for now," the large gangster replied. "Let that squid think he's tough shit for a little while, it will keep him out of our business. Just concentrate on our own plans. We'll squish him flat before he even knows what's going on."

Hammerhead sliced off another chunk of the bloody steak, savoring the tender animal flesh. He was a man that could appreciate the finer things in life, and now that he was incarcerated again, there was no way he would let go of what he had come to appreciate. Not even an upstart wannabe that was too much of a coward to show his eyes.

"*La quemadura en infierno!*" the Spanish man called after his jailors.

He knew that he could yell until his throat was raw and that it would do him no good. He might as well scream at the naked wall for as much as the Guardsmen paid attention to his ranting. The cursing and complaining was meant to make the new Tarantula seem tough and fearless, when the truth of the matter was the exact opposite. The government that had chosen him as their next top assassin had disavowed him, choosing to let him rot within the American prison. He had no friends, no allies.

"Please, could you keep it down? I'd really like to get this crossword puzzle done before they let our cellblock into the cafeteria."

He turned to face his cellmate, the unfortunate oaf who he had only met minutes ago but already hated. The guards had taken him straight from the medical wing to his cell, introducing him to the bulbous man he would be confined with. He hadn't even been officially admitted to the facility for a full hour before he was ready to kill a man.

"You would do well to shut that disgusting mouth, *usted tonto gordo*," Juan de la Vega replied. "I fought to keep my mask and I will fight to keep you quiet if I must."

"What's a six letter word meaning an Australian ruler in the nineteenth century?" the fat man asked absentmindedly from his cot.

"*Idiota...*"

"No, no. It has to start with a 'K.' Third letter has to be...ah! I got it! Kaiser!"

The Tarantula turned away from the inside of the cell, choosing to stare through the laser grid that served as bars. He felt like shaking the energy beams in an attempt to let out his building fury but he knew it would only burn his hands and make him angrier. This prison was more advanced than any he had ever seen in his native Boca Del Rios, but he would survive. He was a fighter, a killer. Even though his government had abandoned him he would not abandon himself.

"My name's Hubert, by the way," the stocky man continued to mumble. "What's an eleven letter word for emancipation?"

The Tarantula spun around, slapping the flimsy paperback out of his cellmate's chubby fingers. He leveled his knee with the cot, jamming it into Hubert's face and breaking his nose on contact. Blood splashed out on the already dirty linens as Hubert fumbled to sit back up. Juan, intent on not letting this outlet slip away from him, gripped Hubert's smashed nose between two fingers and led him to the center of the cell, ignoring the wails of protest.

"*Cuál es su nombre?*" the Spanish assassin asked. "The Otter? Or Manatee? Is that what they call you?"

"I...I'm the Walrus," Hubert spat out through the bubbles of blood.

"Do not ever speak to me again, *comprende?*"

Hubert nodded in both an obvious statement of understanding and a subtle hint of obedience. The taste of his own blood was spilling onto his tongue, instantly causing him to gag, but he held it back with his fear.

"You may be the most revolting creature I have ever laid eyes on," the Tarantula continued. "The stink of worthlessness wafts off of your fat hide. Maybe I cut myself some of your blubber for dinner, eh?"

Hubert sobbed as his fear changed to terror. He didn't belong in a place like this, a place with people so tormented by their own demons. He was an innocent deer caught in the system's headlights.

"Look at yourself!" Juan screamed. "I feel sick just looking at you crying like a little girl!"

The Tarantula shifted his weight, gaining enough momentum to actually toss the oversized prisoner the few feet into the laser grid. The Walrus' flesh sizzled as he briefly collided with the energy bars and then fell to his knees, his gray uniform burned and smoking. The Spanish assassin followed the hostile throw with a kick to Hubert's face, knocking one of the portly man's teeth loose. He suppressed the need to cry out in pain, choosing instead to bottle it up and retain what little dignity he possessed.

After all, this wasn't the first time something like this had happened. At times he wished he had the courage to do something, but what could be done? He knew that in time things like this would just slowly fade away...

The Tarantula began muttering in Spanish once again but Hubert ignored him like he tried to plot out the intense pain in his face and lower back. It used to be difficult but he had enough practice to know he just needed to focus on something else. Something like his puzzles. An eleven letter word for emancipation.

Deliverance.

"We're up the river now," the warden commented as he, along with the rest of the staff housed in the Strongroom, stared open-mouthed at the central monitor.

The Adaptoid had not only decimated Alpha Squad but had completely obliterated the ground forces located at the front helipad. The small building, used mainly for admitting new inmates, was connected to the main facility via a monorail system. The Adaptoid finished crushing the plasma rifle he had liberated from the barely living hands of a technician and turned to face the transit system, blasting the entrance away with stolen repulser rays.

"What other counter-measures do we have in place?" Jim asked.

"Short of calling the National Guard?" Warden Jones replied. "Not a whole lot. If that robot gets in the Vault it will have access to any number of powers to emulate. As a last resort we can detonate sections of the place. Maybe that will stop it."

Jim noticed the anxiety washing over the staff. He knew that simply blowing up chunks of the prison wouldn't do much to stop a machine capable of taking down an entire squadron of Guardsmen. He stole a glance over to the far corner of the room where he had placed his thick, black briefcase upon entering the Strongroom. He hesitated about using the case's contents but at this point their options were running dangerously low.

"How many Guardsmen can we spare in a final assault?" he asked the warden.

"If we move all the monkeys back in their cells and leave behind a skeleton crew," Jones responded, "maybe twenty-five."

"Do it." Jim, his mind made up, slipped off his blazer and made his way across the expansive room to where his large briefcase sat waiting. During his time spent in the service, Jim knew that a good leader would never ask those under him to do something that he wasn't willing to do himself.

It was time for him to step up and earn his position as Security Chief.

Letter From Prison

Thanks to everyone who has provided feedback regarding this new series! Seriously, I love finding out what people do and don't like about projects I'm working on, so PLEASE, don't hesitate to let me know your thoughts. I'm astounded that the first issue had such an impact and I hope this second installment doesn't disappoint readers. With that in mind, I wanted to reprint a review from Jeff Melton (originally posted on the M2K Message Boards):

The concept of this title is right up my alley. I was a big fan of the old Secret Society of Super-Villains series in the 70s, and enjoy titles that focus on the villains. Far too often, they are only used as a story device, and there are few stories where there is a focus on building up the villains beyond the one-dimensional that we so typically see--both in fan fiction and in published stories.

The first issue showcases an interesting choice of villains, starting with the Looter. Interesting use of the Looter throughout this issue. However, I have to question if someone can send Guardians through walls, and drive indentations in their armor, could he really be knocked out with one blow from James Rhodes?

It didn't take long for David to set the stage for where this series is headed. Already, there are territorial struggles between Doc Ock and Hammerhead (one of my favorite Spider-Man villains), and we start to see a little of the sides being chosen. This might prove to be interesting.

The thing is, David's not content with that set-up. He also introduces another group that has an interesting idea for the inmates at the vault. I've never seen the Super Adaptoid handled this way, but it is an interesting concept, and it might lead to some good scenes.

In short, the Vault #1 gets off to a good start, with some plotlines that could make for a promising series. I'm looking forward to reading the next issue.

I think Jeff Melton is twice the writer I am, so this puts a huge smile on my face! Thanks for the review, Jeff. I really appreciate the feedback.

This is a series that's been waiting to be launched for about five to six months. I had to wait and wait for other writers to clear the characters I needed for the first issue. I'm very excited about the direction I'll be taking some of the stories, and I plan to delve deep into the psyche of certain characters I feel that are swept under the carpet in Marvel.

Regarding your question of Rhodes being able to knock out the Looter just after he smashes an armored Guardsman into a wall? Rhodes says it all, "Steel grip; glass jaw." One running gag concerning the Looter is that he's an idiot. He's superstrong and supposedly a smart scientist...but he always gets taken down with one punch. I'm also of the opinion that just because you can benchpress a tractor doesn't mean you're invulnerable. I mean, it's two totally separate powers. If this seems like a goof to anyone, I apologize.

I plan to handle this series as sort of a mini anthology. I'll have several plot threads going at once, which may or may not cross over with one another. This series is about the entire complex, not just James Rhodes or Doc Ock (even though they'll be featured heavily). Once I finish a plot thread, I'll move on to the next one. I'm hoping to keep at least three separate stories going in each issue.

Thanks again, Jeff, and to everyone else for their support!

-D. Golightly
11/2/06

"I thought you were supposed to be some kind of gentleman caller?" the somber red-haired woman asked, traces of disdain dripping from her lips.

"And I thought you were supposed to be some kind of psycho whore," the pale and disgustingly thin man replied.

She eyed him up, wishing that she possessed the strength to rip her electrified bars out of their sockets so she could run away from her verbal tormentor. His comments about her mental welfare struck her hardest and were by far the most annoying. Her complaints to the self-righteous warden had apparently fallen on deaf ears. Perhaps it was part of her punishment.

Her physical prison was comprised entirely of a titanium cage that had something like a hundred-thousand volts of electricity coursing through it. Barely twelve feet by ten feet, the dank cell might as well have been in solitary for as much attention as she got down in their lab. Others were there, too, of course. Across the dark room was where the pale one sat in his own cage; beside him another that had remained in a coma since she had been brought there. This was where they threw all the crazies, the serious head cases that required constant medical attention. Mere yards away, behind a six-inch thick security door, was a medical facility that contrasted the one she was in like night differed from day.

The warden never brought the activists back to where she was. No, they were only ever shown the nice conditions given up front.

"I mean, Jesus!" the pale man, Deacon Frost, continued. "Look at yourself, Typhoid! You look like a strung out streetwalker that's ready to do just about anything. Tell me something...how many times have you offered to su--"

"Just shut up..." Mary replied timidly. She was concentrating on something else, for once able to ignore the vampire's constant nagging.

He scowled at her in total contempt and turned away in frustration. A pile of emptied white intravenous bags lay in the corner of his cell, devoid of the simple solution he constantly craved. A similar bag hung in Mary's cage, also empty of fluids. Her bag, however, usually contained chemicals to keep her sedated.

No one had come to change her bag. She was wide awake and feeling frisky. That shouldn't happen.

"Where are all the mad scientists?" she asked no one in particular. She tilted her head around to try and get a better view of the medical lab but couldn't see anyone but the other captives. "Damn it..."

As much as she hated the watered down Hell that was the Vault she hated the fear of being without her medication more. Typhoid Mary, as she was known in the criminal underworld, suffered from dissociative identity disorder. Before she had developed the disorder and sworn that a man would never cause her harm again she had been the simple, and even dainty, Mary Walker. She hated prison and would do anything to get out into the free world again, but she was horrified at being out of control of her very personality once more.

Truth be told, as plain Mary Walker she wasn't exactly what someone would call innocent. But as one of the other personalities she was simply scary.

"Stupid retarded bitch," Frost muttered just loud enough for Mary to hear him. "Suck you dry before you know what hit you..."

She had no idea how long it had been since her bag ran out but if the headache was any indication it had been quite some time. She shivered as she began to notice just how cold the dimly lit room really was.

"Gentleman my ass," the vampire continued as he stalked back and forth in discomfort. "Just my luck to get stuck with no one but Bloody fuckin' Mary..."

Mary felt the chill grow stronger, as if the room's temperature was dropping dramatically. The staff had provided her with a couple of thin blankets but they wouldn't be much help. The cold was piercing her entire body, even her soul. She needed to get warm. She needed...fire...

Mary's eyes glazed over as they rolled back into her head. Pieces of her mind splurged together, sending her to the floor in convulsions.

"Why can't – holy shit!" Frost swore as he rushed over to see Mary spasm in pain. "Yeah, baby! You prissy bitch!"

Just as suddenly as her convulsions had begun, they ceased. Mary rolled onto her knees and tried to stand up, her eyes now back to normal. She felt different, like something long suppressed had finally been let out to play. She turned her gaze left and right, taking in the creepy confines of her prison as if for the first time.

"What's the matter, Mary?" the vampire mocked with a slight giggle. "Mary, Mary, quite contrar--"

"Shut your fuckin' mouth, suckerhead," Mary shot back. "And burn."

Deacon Frost raised an eyebrow in curiosity. What did she mean by that? Maybe she was more intoxicated with insanity than he realized. Whatever had happened, she seemed fine now. More than fine, actually. Like an entirely different person.

A single wisp of smoke stroked Deacon's nose hairs and he sneezed in reaction. His eyes followed the trail of smoke to his own feet, which were somehow smoldering.

"Burn," she repeated.

Fire engulfed the vampire, eliciting shrieks of pain. The flames licked at his decaying skin, eating away his hair and muscle. Deacon stumbled backward in his fright, no longer being cautious of the electrified bars surrounding him. As the fire ravaged his body he fell back against the far row of bars, which immediately sent shocking volts of raw power surging through his nervous system. His screaming finally stopped as his lungs gave out and he fell to his knees, and then to the floor. The fire slowly chipped away at his corpse, his tender undead flesh especially vulnerable to the flame.

The woman who had been Mary Walker looked on proudly, a sick glimmer in her eye. She stared at the fire washing over the vampire and reveled in its power. Like the flame she would take back what she wanted, and no man would harm her ever again...



“Breaking & Entering: Part Three”

Written by D. Golightly

{{ All inmates will move back to their cell blocks in a calm and orderly fashion... }}

The electronic voice continued to drone over the loudspeakers all throughout the complex, barking mundane orders at the prisoners. Clad in their gray uniforms the residents of the United States Maximum Security Installation for the Incarceration of Superhuman Criminals did as they were told. Even the most stubborn and strong-willed among them knew when to obey their caretakers.

“I know this is like my first day and everything,” Norton Fester, the Looter, asked his recently acquired boss, “but shouldn’t a lunch hour actually be sixty minutes? Why are they making us go back early?”

“Their ranks are being used elsewhere for some reason,” Otto Octavius answered. “Have you noticed that there are noticeably less Guardsmen surrounding us then when our meal began?”

“Yeah...hey, you’re right. It’s like something big is going on and they’re corralling us back into the pens.”

“Precisely,” Octavius stated as his thought process began to spin. “Our jailers’ attention is being diverted for some reason. Now may be the perfect opportunity to proceed with my plan.”

“Need me to bruise up another old guy?” Norton asked anxiously. The thrill he had experienced in taking down Adrian Toomes earlier had been a bigger rush than he could have anticipated. Since internalizing his power, even the sophisticated dampeners installed all throughout the facility weren’t enough to squash his strength. He was no where near the power level he should be but he was far above a normal human’s abilities.

“Relax, Looter,” Octavius mused while he passed under the only exit from the mess hall. “All in good time. You’ve already proven yourself useful to me; there’s no need to exasperate matters more than necessary.”

The villain known to the general public as Dr. Octopus raised his gaze to take in the long corridor he had to walk down along with the other inmates. The tall, stark walls were depressing as they all looked the same, dull color. He hated his confinement but he couldn’t

help but respect the building's structure. He knew more about the complex than possibly any other inmate and knew about the possibilities it housed within its walls.

Above the marching prisoners were three Guardsmen, down from the usual seven. They stood on raised platforms especially created to keep a watchful eye on every inmate that passed underneath. One green-armored guard in particular caught Octavius' eye and he made a motion to him, one that looked casual to everyone but the Guardsman. The message had been passed.

"So what's the deal with Hammerhead?" Norton asked.

"An old rival." Otto looked over his shoulder to a few yards behind them in the line where Hammerhead and his cronies were walking. "And much more. We've had more than one encounter on the outside. You might call us blood enemies." *

* [Thanks to Meriades Rai for helping me research Ock and Hammer's "relationship!" – D]

Hammerhead returned his gaze as did each of the men walking beside him. Shocker and a man Hammerhead had referred to as Stilts each had a look of smug satisfaction plastered on their faces, as if they knew something Octavius didn't.

"Don't worry," Otto continued, "before long he'll get what is coming to him. Whether he wants it or not, Hammerhead will receive his just dues. All in good time."

"What's that plan you mentioned?"

"You're about to find out, Mr. Fester," the portly villain answered.

The inmates steadily shuffled along to the end of the corridor, keeping pace like they normally would. Upon reaching the T-intersection where everyone was directed to the right, one of the three Guardsman stood waiting to usher Octavius and Fester to the left. A few nearby individuals turned their heads in curiosity but soon lost interest once they saw that it was Dr. Octopus being separated, which suited them just fine.

"Hello, Daniel," Octavius said to the Guardsman, the green armor reflecting nicely in his oversized sunglasses. "I trust everything is in order."

"You got it, Doc," the security official replied with a slight Southern drawl. "We'll have to make this fast, though. The warden is this close to putting the place on lockdown. If you aren't back in place soon--"

"Just take us down one floor to the second cell block. We won't be longer than five minutes and I'll make sure you continue to receive visits from our mutual associate."

Daniel's helmet nodded in understanding. He turned back around and led the pair down the hallway to a service elevator, inputting the correct codes into the wall mounted touchpad. The codes ensured that their short jaunt in the elevator wouldn't be recorded in the complex's computer logs, something Otto had insisted upon. After all, it was also in Daniel's best interests not to be associated one of the inmates in such a way.

"You've got the run of the house, Ock," Norton commented as soon as the lift's doors slid shut behind them.

"I've learned that no matter where you find yourself there is one constant," Otto stated, a casual glare tossed at the Guardsman. "Sex is an industry that thrives on repeat business. Now, when we get to our destination, Norton, I want you to remain silent. Your role is going to be the strong silent type, do you understand?"

"No problem. Where are we going?"

"To find someone of great use to me."

James Rhodes felt a wave of nostalgia wash over him as he took to the air. His boot jets propelled him above the Vault and toward his target, with all of his sensors blaring information across the HUD inside his helmet.

"You guys picking me up, okay?" he asked the voice activated microphone just above his chin.

{{ We've got you, }} the warden responded through the feed piped into Rhodes' headset. {{ Vitals, radar, sonar, LSAT...we've got you on all fronts. Connection's better than even the Guardsmen interface. Stark hooked you up real nice. }}

Jim smirked as he ran another quick systems check, his third in the last twenty seconds. Tony Stark had indeed made sure his War Machine armor was working perfectly before he left for Colorado. Thinner than the suit he first donned as the pseudo-Iron Man, this version of the War Machine assault armor fit him like a second skin and had been customized to his specifications. He certainly hoped it was better than the Guardsmen armor since the new Super-Adaptoid had proven more than enough to take down the best the Vault had to offer.

*

* [Last issue. – D]

The armor itself was loosely designed off of Stark's earlier Iron Man models with one huge difference: the War Machine was tactically designed for offense instead of defense. The black and white color scheme was the largest visible difference but the various pieces of equipment hidden within the unit made it something that even a small army should be scared of.

"Coming up to eighteen hundred feet," Rhodes reported. "Scanners showing the bogie coming in fast. He's all done with bashing in the monorail. Powering up shields."

Rhodes felt a pair of energy shields erect just above the top of his forearms, generated by field projectors in his gauntlets. The shields were similar in design to gladiatorial arm braces, each a foot in length and eight inches in width. They could withstand somewhere close to a metric ton of pinpoint pressure, or so he had been told. He hadn't yet run across a situation where he needed to use them since Tony installed the option. With a little luck he wouldn't need to find out.

"Targeting..." he said in anticipation. His sensors locked on to the blip in his HUD, his shoulder-mounted sonic cannon swiveling with the turn of his head. Wherever he looked, it looked.

"Moving to interc – shit!" Rhodes swore suddenly.

A stifling boom sounded as the Adaptoid broke the sound barrier. The green automaton slammed hard into Rhodes' side, his armor's defensive grid screaming with alerts. Even through the thick, titanium-laced exosuit he felt the wind knocked out of him. The Adaptoid kept pushing him down through the sky, its powerful arms wrapped around his waist. Rhodes tried to gain control of their descent by positioning his boot jets but the Adaptoid was definitely the one guiding them.

"Hands...off!" the freshman security chief commanded.

Rhodes arched his back to gain what little leverage he could and jabbed his right elbow into the back of the Adaptoid, knocking them off whatever course the robot had in mind. He slammed down again and then a third time, each hit causing the pair to drop several dozen feet in the air.

Thoughts of his past battles quickly raced through his mind in hopes of finding a tactic to use against his opponent. Unfortunately, nothing came to mind. He had never faced one of the Super-Adaptoids before, as Iron Man, War Machine, or as part of the Worldwatch organization. Whatever he was going to do he had to do it fast.

Squirming and exerting the servos of his suit, Rhodes twisted around in the Adaptoid's grasp, finally able to bring his chest to face the silent android. "Suck on this!" he muttered as he activated the uni-beam weapon mounted in the center of his torso.

Blinding light flashed over the Adaptoid's body, searing the green fluid skin covering its back. Rhodes had no idea if this thing could feel pain but his attack had apparently been enough for it to release him from its death grip. Smoke wafted from the Adaptoid's body as it drifted back and away from Rhodes, its face still a blank slate.

"What do you want?" he demanded of his opponent. "And don't give me none of that following orders crap."

A small slit formed at the base of the Adaptoid's skull, as if the thing was trying to create its own mouth to speak from. It was like something out of a horror movie. :: **Analyzing... Level thirteen energy weapon acquired. Files updated. ::**

The Adaptoid's chest began to shift and change shape. Before Rhodes eyes the android's upper torso formed a perfect match to his own chestplate, except it was still entirely green. An iris at the center popped out of the mold and began to open, energy starting to bubble and spew forth from it.

Rhodes instinctively raised his arms in front of him, blocking the uni-beam blast with his forearm shields. The energy shields held against the assault but his HUD told him they wouldn't be able to hold out forever. Raw energy bounced off the shields and dissipated like water evaporating under intense heat.

Rising just enough to aim over the uni-beam, Rhodes fired his sonic cannon, its concentrated audio blasting the Adaptoid full in the face. The air between them rippled slightly under his audio bombardment and the robot was forced to stop its own attack. Its fluid skin washed over itself as the simulated chestplate was reabsorbed back into its mass, the Adaptoid's eyes glowing a bright orange hue.

{{ Rhodes! }} the warden yelled into his ear. {{ What's happening up there? We're tracking some huge amounts of energy transference. You toast the damn thing yet? }}

"Might have scrambled its circuits with some sonics," he answered, irritated at the disruption, "but I wouldn't bank on it just yet. He's just kind of floating there for the moment. What's the word on backup?"

{{ We tossed the monkeys back in their cages and a fresh wave of Guardsmen are on the way. Put the bastard in a choke hold or something. }}

:: Analysis of exoskeleton complete. Defense grade: B, integrated. Files updated. ::

Rhodes' eyes bulged with the realization of what had just happened. While he had been conversing with Warden Jones the Adaptoid had been processing his armor. Not good.

Jim raised his gauntlets and let out a double dose of repulser blasts even as the Adaptoid's form started changing into a green duplicate War Machine. The force beams knocked the automaton head-over-heels but no actual damage had been done. Angling his boot jets to propel him at the Adaptoid, Rhodes rocketed toward the copycat. He needed to move quickly before it was too late.

He threw a right cross that was powerful enough to shatter a brick wall, following it up a left uppercut, and then another haymaker to the face. Left and right, back and forth, Jim refused to let up. He feared that if he did the android would get away, unstoppable.

Smashing his knee into the "stomach" of the android, Jim swung around behind the Adaptoid, catching it in a half nelson hold. He hesitated for a split-second, pondering if he really wanted to do what he had in mind. Remembering the image he had watched of several Guardsmen being slain by the inhuman machine within his grasp, James Rhodes knew he didn't really have much of a choice. He was putting himself at risk but that didn't matter right now.

"I really hate robots," he murmured as he slid open a compartment just below his shoulder clasp. From within the chamber popped out three small discs, each no bigger than a silver dollar. Rhodes caught them in his free hand and reached around, slapping the discs onto the Adaptoid's chest.

"Say adios, chuckles."

The shaped charges exploded with brunt force, each detonation building on the last. The black and yellow colors of the blast mixed with the green hue of the android's skin, casting an eerie shadow over Rhodes as the explosion caught him, too. The ground came up fast through the eye slits in his helmet, but the HUD had been damaged in the blast. Several systems were down, including the program that coordinated the gyroscopes in his armor. It was like he was punch-drunken.

If the mask of his helmet hadn't been there he would have felt the rushing air slapping against his face. It might have even been enough to keep him conscious. Presently, however, James Rhodes was fighting a losing battle to stay awake.

He hoped his last ditch effort to stop the rogue machine had worked. He wouldn't be much good to anyone now as he began to lose power with every yard he plummeted.

As he teetered on the edge of consciousness, a stabbing pain slammed into his back. The sound of metal bending and buckling roared into his ears; his armor beginning to crack. The sudden hit pulled him back into reality, which he immediately wished it hadn't. The hit could only have come from the Adaptoid and judging from the strength of the impact the android hadn't been weakened at all. The robot's feet were firmly planted in Jim's lower back as it continued to shove him downward.

Rhodes had failed and now the Super-Adaptoid was driving him straight for a section of the Vault.

"I swear, you must be the most disgusting person I have ever laid eyes on," the Tarantula accused with his thick Spanish accent. "*Usted puerco gordo*, how can you live with yourself?"

Hubert, also at times referred to as the failure of a villain called the Walrus, allowed his eyes to meet his cellmate's but refused to let any part of speech escape his lips. His nose had finally stopped bleeding from the Tarantula's painful introduction to his character, a reminder of the Spaniard's last order.

"Good," Juan de la Vega added. "You remember to not speak like I say."

Footsteps echoed down the hallway. Juan guessed at least three people were making their way toward him, another perfect opportunity to show the other prisoners within earshot how tough he was. His government had originally found him in a prison, and having served time before, he knew that the only way to garner respect on the inside was to show you would accept nothing less from anyone. Not even the warden.

"Come to see the new arrival, eh?" he shouted through the laser grid that served as holding bars. "Let me out to play, you little cockroaches! I promise I...Hey! You! Let me see your pudgy little face so I know who to break first."

A Guardsman leading a stocky man in glasses and another man with facial hair that looked wired and ready to pounce stepped into view. Juan sneered at them in total confidence, ready to counter whatever words they could possibly throw at him. Behind him in the cell he heard the Walrus ruffle his sheets a little as he climbed back into bed, the springs buckling under his enormous weight. His confidence redoubled as the memory of his beating the fat man raced through his mind.

"Shut it, tonk," the Guardsman ordered.

The pudgy one shifted his oversized sunglasses as he viewed the Tarantula. "New arrival?" he said. "I'm not impressed."

"*Cague a comedor*. I'm one of the deadliest men to come out of South America. Care to see what Boca Del Rios has on an obnoxious *pastor de cabra*?"

"What an incompetent asshole," the burnout with the goatee said. "Let those bars down and I'll show you which new arrival has what it takes..."

"Quiet, Mr. Fester," the one with glasses said before turning his attention back to the Tarantula. "You're a fighter?"

"The best." Juan stepped forward as close as he could to the energy bars, their heat radiating against his skin. "A trained assassin that could bring even these guard dogs to their knees."

"Right," Fester scoffed. "Is this the guy we came to see, Ock?"

"No," another voice said from the opposite side of the hallway. "That would be me."

Fester and Ock turned to face the slim man who had spoken. He was lean and muscular, but it was the kind of physique that didn't stand out in a crowd. He looked like a man who could blend in just about anywhere, with a face that would leave your mind as soon as he left your sight. His hair was red but it didn't look like his natural color. He was alone in his cell, one of the few solitary rooms available on the cell block.

"And who are you, *amigo*?" the pompous Tarantula asked as he crossed his arms over his chest. Their cells were directly across from one another but Juan had to admit he hadn't paid the slightest bit of attention to this man.

"Abbot," the man answered. "Sinclair Abbot. I expect you're here to tell me it's time to get moving on things, Octavius?"

"Yes," the portly man in glasses answered. "Daniel, would you please let the Spymaster out of his cage so he can run an errand for me?"

"Not that I need him to," Abbot said with a smirk, nodding at the Guardsman. "I can get in and out of just about anywhere. I assume you're paying the usual, so where am I headed this time?"

"To the facility's medical ward," Octavius said as the Guardsman stepped forward to deactivate the energy bars of Abbot's cell. "You have a delivery to make."

The impact had been one for the record books. Concrete, bedrock, and support structures had been reduced to rubble with Rhodes and the Adaptoid at ground zero. The battered hero managed to roll up onto his knees despite the messages his body was telling him. It hurt to even breathe but he made it onto one leg, leaning on a chunk of debris twice the size of himself for support.

"Shit..." he said through clenched teeth. He tried to stand up straight but a throbbing pain in his lower back told him that wasn't a very good idea. Slipped discs and torn tendons appeared in his imagination.

Pressing a pair of latches on either side of his now useless helmet, Jim yanked off the round piece of armor to get a better look at his surroundings. Judging from the quick look he had gotten at the facility's blueprints he had landed in the northwest corner of the compound, which was far removed from the cellblocks and the Strongroom. There was something specific housed in this corner...he was having trouble remembering...

He dismissed the thought and began checking what was left of his armor. Most of the white segments had been scorched to a pale gray. If there was such a thing as a bum superhero he fit the bill perfectly. He removed his chestplate that was nothing more than dead weight at this point. His gauntlets seemed to be in working order although dangerously low on power and one of the forearm shields wasn't operational. The metallic white skin that was like a pair of thermal underwear was partially damaged but providing necessary movement. At least he wasn't trapped in his own armor.

:: Primary objective complete. Beginning secondary objectives. ::

Rhodes whirled around to see the Adaptoid floating a few feet in the air, orange energy still cascading out of its eyes. He had been impressed before but now he was just terrified. The Super-Adaptoid appeared to be completely unharmed from the crash. Two things then donned upon James Rhodes that made the situation even worse.

First, the area they had decimated in their fall was where the Vault housed most of their network databases, including electronic file backups and power distribution. Outside of the Strongroom this section had been the nerve center of the complex. There were secondary generators in the Strongroom that would kick in immediately, but what kind of damage had been caused in the initial fallout?

Second, the Adaptoid was staring straight at him.

Letter From Prison

Another issue and a bunch more plots underway. This issue was supposed to wrap up the first arc, but as you can plainly see, that didn't happen. Am I getting a bit carried away? Perhaps. Part of the reason you didn't get the conclusion to "Breaking and Entering" this time around was because I figured a way to integrate future plots sooner. All these seemingly random scenes with character you're reading will all get connected eventually, I promise. Now...on to the feedback! Cory Wiegel posted this review on the M2K Message Board (which I strongly encourage you to check out if you haven't been):

THE GOOD: I would have to say that my favorite scene this issue was with Tarantula and Walrus, but maybe I'm just a sucker for the underdog and seeing if he ever gets the last laugh. Ock and Hammerhead had a pretty solid encounter, with Hammerhead in particular coming off the strongest in terms of characterization and dialogue. The main storyline involved Jim Rhodes, some of the Vault's staff, the Guardsmen, and the attacking Super-Adaptoid, which wasn't a bad way to go. I liked seeing what the Guardsmen were capable of (even if they were slaughtered by the Super-Adaptoid), and seeing Jim Rhodes step up to the plate gives this series a central character to root for. I think that was a very necessary step as stories about villains don't always go over well for the express reasoning that the readers don't

know who they're supposed to identify with and who they're supposed to care the most for. The Vault used to have a revolving door, as the attack by the Super-Adaptoid is illustrating, but Jim Rhodes is here to put a stop to that.

THE BAD: Everyone was characterized pretty well throughout the issue, though something bothered me about Ock's dialogue and behavior in particular. His confrontation with Hammerhead felt fitting, but maybe he just didn't come off as intelligible as I'd have liked. It's a prison and these are inmates who have no reason to get along, but Ock strikes me as the guy who would try to act like he was above all of that, perhaps not even dignifying his potential rivals with verbal threats. A gruesome and gritty death, or a savage beating or two, on the other hand... I think that Ock would feel that actions would speak louder than words with his rivals, but I could be totally wrong, and it's a minor thing. Other than that, I'd have just liked to see more of the villains and their plots as opposed to the majority of focus being on Rhodes and the Super-Adaptoid.

OVERALL: This was a solid read all around. The only thing that I was disappointed about was the lack of movement among the prisoners and a lack of progression with their respective plots, as this issue's primary focus was on Jim Rhodes, the Guardsmen, and the attacking Super-Adaptoid, setting up the ultimate stand off between War Machine and the attacking android. However, what we've seen is well done and it's an interesting start to a promising series and concept. My only big hope is that in the future David concentrates quite a bit more on the villains of this series and just a little less on the Vault staff, as what we've seen so far with the inmates is a lot slower moving than with Rhodes and the Guardsmen. Regardless, David's got me hooked, and I'll be back looking for more for sure!

Big thanks to Ingram for developing the Walrus with me. That scene never would have come to fruition without Ingram, so round of applause for him and his ideas that I stole... borrowed... loaned...

Rhodes is someone I felt was really perfect to put inside the Vault, because like you said, the readers need someone to root for/identify with. I wouldn't really say he's the central character of the book, as I consider the Vault to have an ensemble cast. However, since the first arc is rather Rhodes-heavy, I can understand how he's seen that way. The Vault will slowly start to darken Rhodes as a character over the course of his tenure (although Rhodes isn't exactly a shiney penny, now is he?). I can't wait to play on Rhodes brush with the more brutal side of his personality within the confines of a maximum security prison.

For the first arc, I wanted to display different aspects of the prison and the society within. There are three main plots going on currently to reflect this: Ock's power struggle with Hammerhead (showing the dynamics already in place), Tarantula's admittance into the Vault (showing how a n00b fits in while exploring the more personal side of being confined), and Rhodes/Adaptoid (showing that the Vault is more than just about villains couped up in one place). I admit that I may have faltered really making these aspects shine, but that's something I'll try to fix in the next issue.

Doc Ock is the character I chose to better display how prison changes a man. On the outside, Doc Ock is RESPECTED. On the inside, Doc Ock is friggin' SCARY. Out on the streets he battles Spider-Man with his tentacles, while on the inside he intimidates everyone he meets. Hopefully, I'll be able to eventually get this across better *haha*

I'll certainly take all that into consideration for the next issue. Thanks Big Pappa C! Now we've got one more review to take a gander at, this one from Meriades Rai that was also posted on the M2K Board:

I also liked this issue, although it lacked a little of the impact of the first - possibly because it was shorter, possibly because, as Cory says, nothing actually advanced very much in terms of plot.

I'm definitely interested in finding out more about The Vault staff, especially if there's a good cross-section of different types of people who work on the premises. At the moment, with just a brief introduction to go on, Hitch seems a tad over-similar to Rhodes in that he's a tough, action-movie type; of course, if he's dead, that doesn't matter, but if he's still alive then he needs a larger dash of his own personality to remain distinct.

My only real concern would also be the confrontation between Doc Ock and Hammerhead, but for a different reason. I'm not the biggest continuity fan, especially if it gets in the way of the story, but to set these two characters against one another without relating it to their previous meeting is a bit of an error. Octopus and Hammerhead are major, major enemies. They were rival crime bosses back in Amazing Spider-Man in the 70s, kicking off a storyline that was revisited periodically over the next six years. Hammerhead interrupted Ock's wedding to Aunt May, both were caught in a nuclear reaction that turned Hammerhead into a ghost, he haunted Ock for months, he was eventually returned to human form after which Ock tried to kill him again...

Hell, there's a lot of history here. Ock hates Hammerhead almost as much as Spider-Man. Now, whilst this doesn't negate their interaction in this series, it should be alluded to at some point as, at the moment, it reads like it never happened, which undermines the whole story. Keep an eye out for Essential ASMs 5,6 and 7 (off the top of my head: whichever ones reprint ASM #s 113-160) for the whole picture.

Otherwise, yeah. Liked the appearance of The Walrus, and still love La Tarantula, although it would have been nice to have a touch of back story for both of them for readers who have no idea who they are. Looking forward to issue # 3.

In the second issue I tried to explore the themes and personalities of each character as opposed to making lots of shit hit the fan. As I said above, I consider the cast of Vault to be an ensemble one as opposed to focusing on one central character all the time. I want all the important players in this title to be developed fairly well, but I've apparently sacrificed a little of the plot in order to do that (even though I actually foreshadowed quite a bit in the second issue). I'll play around with this surprisingly delicate balance in issue three (surprising to me, anyway *haha*)

I plan to develop the Vault staff, making it just as important as the inmates are to the series. Is Hitch dead? We'll see... The Warden will be getting some of the spotlight where the staff is concerned, as he's the guy who runs the place and isn't so squeaky clean. I'll have a few Guardsmen developed more (both corruptible and untouchable) later on down the line.

Honestly, I pitted Ock and Hammerhead against one another because of their old rivalry. In addition to my being honest, I really wasn't aware of just how serious their feud apparently

was. It's been a LONG time since I read some of the stories you're referring to, and now that I think about it, you're absolutely right: I'm not doing their relationship justice. I'll take this to heart and rework some of the interactions I was going to have them partake in. Big thank you sent your way!

As always, keep the feedback coming and thanks to those who have helped me out all ready!

-D. Golightly
11/29/06

"I'll make you a deal," Otto Octavius said. "I'll have Daniel here release you from incarceration if you guarantee two things."

Juan de la Vega, otherwise known as the new Tarantula, looked the stout villain over from behind his energy prison bars. His dark hair matched his dark glasses, both of which covered portions of Octavius' round face. He was only recently confined but already he despised being locked up. His freedom, even though barely out of his grasp, longed to be a part of him once more.

"Ock," his companion, the wiry Looter, scoffed from beside him, "This guy? I could break him in half. You don't want a guy like this on the payroll."

"Shut your mouth, *idiota*," the Tarantula shot back. "These conditions...these guarantees...what are they?"

Doctor Octopus placed his hands behind his back, stepping closer to the sizzling energy bars separating the two. "First, your loyalty. My simpleton friend, Fester, understands that I demand complete and total loyalty of those that work for me." Octavius' accent grew thicker as he spoke, as if to show the stern intensity of his words. "And make no mistake about it. You will be working *for* me."

The stubborn Tarantula shot a glance over his shoulder at his repressed bunkmate, the Walrus. The fat waste of space cowered on his thin bed, noticeably shivering with fear. Juan was not a person who took orders well but pummeling the bulbous Walrus had relieved enough tension that he could stand the pudgy Octavius. For now.

"And the second condition?"

Octavius smiled as the Looter huffed, crossing his arms over his chest. "We'll get to that soon enough. Daniel," Otto said, turning to the green Guardsman standing off to the side. "Liberate our Latin friend. He'll be running a similar mission to the one just started."

The armored man, moving quickly to follow his benefactor's instructions, punched in the correct key sequence to retract the energy bars to the Tarantula's cell. He had sworn an oath when taking the position at the Vault but it didn't matter to him. He was slightly ashamed to admit it aloud but Octavius had found his vice and he would do anything to keep from losing it. Thanks to special codes uncovered while the genius Tinkerer was held within the prison walls none of Daniel's superiors would ever know.

The bars slid back, opening the doorway to the Tarantula's freedom. He mockingly stretched his arms as he stepped into the corridor, yawning as if he had been stuffed inside a dank barrel for weeks on end.

"*Fantástico!*" he exclaimed. "*Los pulmones son llenados de una vez más aire limpio.*" Octavius. Now what would you have me do? Eh? Is there a party we are crashing?" The Spaniard clasped his hands around the back of his black facemask, tightening the cloth. "My skills...they are yours. Maybe you want to break out altogether, *ci?*"

Octavius held out his fist and dropped a handful of thin wafers into Tarantula's open palm. They were small and barely visible unless held at the right angle. The Tarantula displayed a puzzled look on his face, unsure of what Octavius was trying to imply.

"Why would I want to leave?" Otto asked, a slight chuckle in his voice. "This fortress will serve as an excellent base of operations. When I control the entire complex there will be nothing to stand in my way."



"Breaking & Entering: Part Four"

Written by D. Golightly

He moved silently down the hallway, virtually undetectable thanks to the intense training he had undergone. He was like a wisp, a slice of nothing, a shadow on the wall. The staff in the Vault's medical facility hadn't known he was there until he snapped their necks.

Sinclair Abbot, the Spymaster, was easily able to gain access to anywhere on the planet, including specific rooms inside the superhuman detention complex. His skills in espionage had enabled him to collect a hefty fortune and he would be lying if he said he didn't do it for the money. Sure, the thrill was nice and he enjoyed his work, but in the end all that he really cared about was the paycheck.

Octavius had sent him on little errands around the Vault before, usually to collect information. This time, however, his assignment was much more hands-on.

The chamber at the back of the medical ward slid open and allowed rays of light to fall onto the cold floor. This back room was much different than the front one, practically the complete opposite in the way of cleanliness. This was where the warden stuffed special inmates that he didn't want the politicians to know about, the ones that needed sedation and couldn't be put into solitary confinement at the risk of them committing suicide.

Sinclair stepped into the dank room, his eyes flitting over the ugly images in front of him. There were several cages lining the walls, each of them containing a person that looked delirious and devoid of emotion. The atmosphere was more attuned to an asylum than a prison medical wing.

"Who might you be?" a harsh feminine voice asked him from somewhere in the back of the room.

"Santa fucking Claus," Abbot replied. "Ho, ho, ho."

"Great," she replied, sarcasm dripping off of her red lips, "another man. Just what this place didn't need."

Abbot cautiously moved deeper into the chamber, careful not to give away his exact position as the backlight of the outer room undoubtedly blinded whoever was in the interior. "Feel free to shut your mouth any time," he said. "I'll shut it for you soon enough anyway."

"So you're not with the staff." He heard her shuffle around in her cell, the noise pinpointing where she was in the darkness. "Tell me, Santa. Are you afraid of the dark?"

The Spymaster was about to throw a clever line back at her but before he could say anything the shadows from her corner split open, a shimmer of light beginning to poke through. The light danced back and forth and he looked at it, recognition clicking into place. Fire.

The flames expanded and jutted out into the room coming dangerously close to him. Abbot dove to the side, the heat from the licking fire brushing against his forgettable features. Caught off guard, Abbot rolled onto his side and fell into a crouch behind another cage, this one resting in the corner opposite his attacker.

He silently swore as he assessed the situation. He needed to slip the wafer thin negation pads Octavius had given him onto the prisoners here before moving on. That was his assignment and he wasn't about to give up on it. He didn't know why Octavius wanted the pads slapped onto the back of these inmates' necks in particular, and he didn't really care. He got paid the same either way. Of course, it didn't really look like the woman casting fire his way really needed the effects of Octavius' devices.

"Fucking little man," she muttered. He could hear her pacing back and forth in her cage, obviously unhinged by his mere presence.

Sinclair crept further behind the cage, careful not to touch the electrified steel bars. Drifting whiffs of ozone reached his nostrils...from the bars? The lapping flames from the firebug? No...something wasn't right here. Something was definitely wrong about the way it smelled. He clenched his eyes momentarily to try and decipher the odor, letting the suffocating smell fill him up.

Burnt flesh.

Another hot fireball slammed against the cage he was hiding behind, spewing light over the charred corpse of an unfortunate bastard that had been unable to get away from her. Sinclair pulled his head back, slightly surprised by the scene but not shocked.

"It's always the same," the woman continued to rant. "Little old Mary is left to fend for herself while the men leave her to starve. I swear, if your dicks weren't hung just below your beer guts you would never know where they were."

"Look at you!" the woman called out. "Running scared and pissing your pants! Aren't you supposed to be the big, bad alpha male? Heh...you're pathetic. Leave it to a man to cower in the dark, too afraid to do anything."

"Leave it to a broad to run her mouth while I flank her," the Spymaster added.

Mary whirled around, surprised by the sudden voice behind her. During her rant she had backed up to the far side of her cage and was in perfect range for Abbot to knock her out.

With one quick hit, carefully thrown between the bars, Mary fell to the floor of her cell and didn't get back up.

The Spymaster bent down and gently slapped one of the nega-pads onto the back of Mary's neck, the barely visible device adhering immediately. Standing back up, Abbot turned away from the disturbed woman, already casting her out of his mind.

There were other people he needed to visit before his work was done.

James Rhodes was having one Hell of a time staying alive. Several components of his armor were slagged and useless, his gauntlets pretty much the only thing still operational. His chest plate had taken the most damage and was more dead weight than anything else at this point. Having shed the majority of his black and white armor, Rhodes had to pick and choose his shots as the reserve power for his gauntlets wouldn't last forever.

Normally he would be worried about what Tony would think once he told him he had scrapped another version of the War Machine armor, but right now he was concentrating on avoiding his own repulsar blasts.

Another searing beam of concussive force struck a chunk of debris, sending it flying through the air. Rhodes dove behind the remnants of a concrete wall, barely able to find cover at all after the Adaptoid had decided to use its ability to mimic its opponent's offensive capabilities. The repulsar beams, a proud invention of Tony Stark, were deadly when used haphazardly like the Adaptoid was currently doing.

He couldn't see the automaton from where he was crouched but he could certainly hear it. Standing at over six feet tall, the Super-Adaptoid was practically a force of nature. Rhodes had no idea why it had been sent to the Vault, but he reasoned that the large pool of dampened powers within the inmates looked appealing to whoever was pulling its strings. Its green skin would morph slightly, taking on the physical characteristics of the person whose powers it was copying. If he could see it he was sure it looked something like the deranged helmet he wore.

Another blast slammed into the other side of the wall he was behind but the structure held, shaking slightly from the impact. He couldn't stay here for long, he had to move. The Adaptoid was faster, stronger, and more versatile than he was but he hoped that its brains were as mushy as its skin. He was a veteran, a soldier, and a hero. Experience and plain old human ingenuity were all he had left.

He grabbed the wall, wrapping his gloved fingers around the top of what was left of it, and supported the concrete from falling on top of him. The Adaptoid was getting closer, its heavy metallic feet clacking on the terrain. Before long the repulsar blasts would be coming from point blank range, undoubtedly then able to crush the concrete from its sheer intensity and Rhodes with it.

The Adaptoid let out one last volley of energy before stepping close enough to grasp the top of the black and white gauntlet. Its cold, orange eyes glowed a pulsating hue of apathetic violence, its programming the only thing it truly cared about. The green of its fingers clashed against Rhodes' armored hand as it crushed the gauntlet as easily as a child would

a stack of twigs. The sound of rendering steel sounded, the glove no longer anything more valuable than a paper weight.

Ripping the glove out from behind the lacerated wall, the Adaptoid brought it close to its face, wondering where the rest of the arm was. Suddenly, its head was catapulted forward, its body flipping along with it over the barely standing wall. Trails of smoke plumed off its body, a result of being attacked from behind.

"Your circuits scrambled yet, you wannabe Skrull?" Rhodes asked mockingly as he overlooked the fallen android. "You're dumber than I thought if you actually fell for me leaving an empty glove like that. Just like Bugs Bunny."

He had to sacrifice one of his gloves to get the Adaptoid into position, but it had been worth it. The close range, full blast attack with his remaining gauntlet had obviously been enough to knock the thing over, now he just had to keep the upper hand. The Adaptoid rolled onto its feet, preparing to leap up and continue the fight, but Rhodes dove on top of the robot and forced his armored fist into what passed for its face.

The servos in his glove gave him an added edge in the way of strength in comparison to a normal human being, but his low power reserves made it almost impossible to activate them. Again and again he punched the Adaptoid, hoping he was doing some type of internal damage. Its skin compacted around his fist as he pounded, but it had done that before. Even though it might appear that Rhodes had the leverage in the fight he knew it was a lost cause. It would take a lot more than a guy with a gloved fist to take down the Super-Adaptoid. Still, he had to try. That's what heroes did.

The Adaptoid twisted its head, its eyes beginning to glow a bright orange. Before Rhodes could throw himself out of the way, a bright and powerful optic blast blinded him and tossed him thirty feet through the air. He grabbed at his face, desperate to ease the pain and burning. His face wasn't on fire but his nerve endings felt like that had been pinched with a pair of pliers. He slammed into the far wall, bouncing to the ground in agony.

Now hovering over him in the air, the Adaptoid gazed down at him like it was his master, its eyes rippling with orange energy. It remained silent, somehow content to watch the security chief of the Vault cry in pain. Its features had again returned to a smooth surface clean of any blemishes. There wasn't a mark on it from all the work Rhodes had put into pummeling it.

"B...bastard..." Rhodes muttered, on the verge of passing out. "Gonna stop you..."

"Your destructive rampage will stop now," a European accented voice said from somewhere in the background. "This is my facility now. You will either join me or be reduced to nothingness."

The Adaptoid twisted in midair toward the voice, its apathy still apparent. It saw a group of men standing on the far side of the decimated room, the one in front with his arms crossed just above his slightly bulging stomach. He looked older yet stalwart, his glasses masking the top portion of his face.

"You're some type of android?" he asked the green-skinned robot. "Yes. The design looks like something A.I.M. made. Probably one of those insanely powerful Adaptoid automatons. If I had my extensions I would love to peel away that smooth epidermis of yours."

"What do you want us to do, Doc?" another of the men asked, this one with a goatee and an air of arrogance to his stature.

"You will do nothing, Looter. Rhino, Berzerker, Tracer...kill it."

A lumbering giant moved passed the gathered men, cracking his knuckles as he walked. "With pleasure, boss."

The Rhino lunged for the floating Adaptoid, his fists slamming together with the android's head caught in the middle. The Adaptoid tumbled to the ground, grappling with the giant mountain of a man. The Rhino flexed his muscles against the robotic appendages of the Adaptoid, managing to hold it to the ground while the mutant Berzerker moved into position behind them.

"Heh," the electrical mutant laughed. "This is great! Get clear, Rhino. This fucker's gonna sizzle!"

Arcs of relentless electricity plunged into the Adaptoid's body, sending it into convulsions. The Adaptoid wiggled on the floor for a moment before simply stopping, seemingly ignoring the thousands of volts passing through its simulated body. The robot stood up, the electricity continuing to wash over it like a horrific bath, doing no damage whatsoever.

"Hey!" Berzerker exclaimed. "Ock! What gives?"

"He's adapting to your powers, you fool!" Octavius replied, irritation and annoyance in his voice. "Tracer! End this now."

Berzerker broke off his attack just before the Adaptoid was within an arm's length of him. He ran over to the Rhino, revealing a thin, brown-haired man behind him, a smirk pleasantly resting above his chin.

"Robot, huh?" Tracer asked, catching the Adaptoid's attention. "Well, guess what? I'm the god of machines. True story."

The Adaptoid's eyes quickly flashed with orange, the stored up energy threatening to be unleashed over the new arrival to the fight. Tracer stood his ground, not even moving a finger to resist. The Adaptoid cocked its head back, preparing to fire another optic blast...but nothing happened. The glow in the robot's eyes slowly died out, the energy somehow leaving it.

:: ERROR! :: it proclaimed. :: System shutdown imminent. Query – diagnostics reveal no internal problems. Warning! Shutting d-- ::

Tracer's smirk grew even wider as the Adaptoid fell to rest at his feet, apparently motionless and defeated. The thin man kicked the robot in its green face twice, savoring his victory. He knew that thanks to his cyberpathy he would never have anything to fear from an android.

Ordering the simulated being into shutdown had been easier than anything else in the world to him.

"Told you," Tracer said.

"Hey, Ock!" Berzerker cried out as he approached the villain. "What gives, huh? I thought you said those nega-pads would nullify the dampeners spread throughout the joint!"

"They did," Octavius answered. "Your mutant powers have been restored as long as the batteries in my little adhesive patches retain their charges. The various power suppression dampeners within this complex have been rendered inert as far as you're concerned. Don't be such a buffoon, Berzerker."

"Yeah," the Looter added. "Did you think Doc Ock wouldn't have everything covered from the beginning? Guy's a genius!"

"The Vault is now under the complete control of Doctor Octopus," Octavius stated, a sneer forming on his face.

James Rhodes peered out from behind the doorway of the next room, doing his best to ignore the pain in his burned face. He watched as the Rhino and Looter high-fived one another and Octavius motioned for the gathering inmates to follow him. He had been lucky to get out of their sight while they took down the Adaptoid, thankfully unseen from whenever they had entered the room.

He winced as he slid down the cold wall, realizing that he had just been thrown out of the frying pan and into the fire.

"What the Hell is goin' on out there?" Hammerhead demanded.

The Guardsmen had all left his cell block in a hurry, obviously in a rush to get somewhere. After being corralled back into their pens there had been a few muffled explosions but no one had given him any details. He was alone in his cell, the other inmates nearby not even answering his calls.

There was a time when things would have been different. There was a time when Hammerhead was the king of this refuse pile. The guards would bring him twenty-four ounce steaks, the center of which was always blood red, just how he liked it. The other prisoners would stumble over themselves to do him favors. Even the previous warden had made sure there was always a specific type of woman awaiting him for a special, private visit.

But all that had changed since he had been gone. It was like a totally new installation, one that he had virtually no power in. To make matters worse, that fool Octavius had apparently taken his place at the top. Hammerhead ground his teeth in frustration. He was determined to take back the respect he deserved and crush the squid beneath his feet. After all, the laws of the street went double on the inside. Survival of the fittest.

He had already begun an operation to weed out the weak from the strong, all the while making a huge amount of money on the side. Before long he would have enough pull inside the Vault to knock down the four-eyed squid. He would be back on top...he just needed time.

"*Perdóneme,*" a thickly accented voice said.

Hammerhead shot up from his bunk and walked over to the entrance of his cell, the energy bars still sizzling with crackling power. A man with a black mask draped over his eyes stood before him, a look of excitement on his face.

"Who the fuck are you?"

"Is that any way to treat the man who can free you?" the strange Latin man asked.

Hammerhead smiled, nodding his head and standing back from the beams of energy. The masked man punched a sequence of keys into the pad and within seconds the bars disappeared, their power source turned off. The gangster cracked his knuckles, sure that the respect he deserved had finally come his way.

"Sorry, *un momento,*" the masked man said, placing his hand on Hammerhead's chest to halt him in his tracks. The leering smile across the bottom of his face grew all the more sinister. "You misunderstand. You won't be leaving this place."

"What the fu--HYUK!" Hammerhead bounced back onto the floor of his cell, the swift feet of the masked man knocking him down before he could react.

"The Tarantula has been given a job to do," the masked man said, referring to himself. "The Octopus sends his regards."

Hammerhead swore as his anger bubbled up, shades of red dotting his vision. He was surprised that the squid had the audacity to send an assassin, but it didn't matter. This rank amateur wouldn't be able to take him down, not by a long shot. The mob boss stood up again, slowly turning his neck from side to side to loosen his muscles.

"Gonna try to kill me, eh?" Hammerhead commented. "You think you can? Huh? You think you fucking can? You know who I am? Do you?"

"A target," the Tarantula replied casually, lightly bouncing on the tips of his toes in preparation to make his next strike.

Hammerhead leaned forward and bolted straight for his assailant, the top of his chrome skull aimed for the Latino. He let out a shriek, a battle cry, summoning the strength that had made him the top dog out on the streets. The weapon he had taken his namesake from had crushed men twice the size of this lowlife. He would have no trouble wiping the blood off of his face afterwards.

"*Idiota.*"

The Tarantula sidestepped the bulldozing mobster, spinning his left leg into the air and bringing it crashing down on the back of Hammerhead's neck. Knocked off course, the mob

boss crashed into the side his cell's entrance, falling to the floor dazed. The Tarantula, after tightening his mask once more, followed up his initial attack with a swift kick to Hammerhead's midsection, eliciting a gasping noise from his throat.

Leaning down, the Tarantula slapped one of the negation pads that Octavius had given him onto Hammerhead's neck. The small device adhered and Hammerhead's eyes went blank, as did his mind. The patch, aside from negating the dampeners in the Vault, was also able to invade a person's mind.

The Tarantula laughed, happy with how easily he had accomplished his task. He left the single cell, heading down the hallway to free more prisoners. Hammerhead laid on the cold floor, his mind quickly fading into nothingness except for simple commands being overwritten into his psyche by the nega-pad. His last thought before he lost it altogether was that he would crush the life out of the squid if it was the last thing he did.

Letter From Prison

This arc just keeps getting longer and longer! Originally it was only supposed to be two issues, but here we are at number four. The issue will wrap everything up, I promise! I just keep getting these cool scenes in my head that I can't stand to not toss in...but we'll see a conclusion next issue. Now, just one letter this time around, but it's a long one:

The Vault #1 & #2 - Over all I liked what was written. I think the Looter was a very interesting choice for the first villain to be shown. For a moment when he got all pumped up and started knocking the Guardsmen around I thought first escape attempt, but then comes James 'Rhodey' Rhodes with a knock out punch in the first thirty seconds. I'll admit reading and imagining Rhodey all dressed up his fancy suit is a bit weird seeing that just about every time you see him in the comics he's causal dressed. I think he got his fashion sense from hanging around Tony Stark all those years. And I have a feeling that the suitcase he has with him is holding a special surprise just like Stark used to use.

I for one don't think I could be locked up in the Vault for two weeks at a time. I would have to have at least one day out during the week to get some fresh air and get away from the stress of watching over a bunch of psycho criminals. I hope the money is good.

You mentioned Project Pegasus, which if I remember correctly was originally intended to research alternative (and unusual) forms of energy, but is also used as a prison for super-powered individuals with energy-based powers. It is located in the Adirondack Mountains, New York. It is one of many prisons I've looked into for something I've been working on. I saw that you had Typhoid Mary as well so I have to ask if the Vault will be housing the criminally insane villains like Carnage or any of the other dozen or so nut jobs out there, or is that still up to Ravencroft?

One other thing, what's up with the conjugal visits? Who in their right minds would give super villains access to nookie? That's like giving a fat guy who's on a diet to save his life from a heart attack access to a room full of pork chops and saying go

wild. Also what prison puts men and women in the same general population? These two things I just don't really understand.

After reading some of the people you have locked up in the Vault, I have to wonder just how long is going to take before the powder kegs blows up in everyones faces. In the future maybe the Vault should think about having access to some other big guns like SHIELD or some hero that they can call in just incase? I think someone like Shatterstar could be the ultimate riot gaurd if he was still around.

I was wondering why doesn't the Vault have some sort of giant force field generator to keep the bad guys out? The Adaptoid seems like a tough mother to deal with. I don't really know that much about him except for the issue of H4H where the Heros crew teamed up with the Thunderbolts to save Ant Man's daughter.

Now on to some of the villains... The Doc Ock, Hammerhead talk session was well done. Hammerhead was always one of my favorite villains along with Kingpin and Tombstone because growing up my dad was all about the mafia movies. So these guys are aces in my book. Also the Looter is a surprise as an enforcer type. In the comics he's usually played as a moron. It is interesting to see him being a bad ass.

On the other hand seeing the Vulture getting his ass handed to him isn't surprising at all. I wonder what he is doing in the United States Maximum Security Installation for the Incarceration of Superhuman Criminals when in reality he is not a superhuman at all. He should be in Rykers or some normal prison. In the Vault he is nothing but a small fish in a sea of sharks. Same thing could be said about Stilt Man, I mean with out his suit he's just a normal guy. I wonder how much he could actually do against some of the people in the Vault.

Don't get me started on the Walrus. If this guy wants to stay alive for very long he's going to have to grow some back bone and probably break some bones. Personally I would start with the Tarantula. It would be like an old episode of OZ where a guy got tired of being picked on and finally fought back, but with out the crapping on the guy afterward.

I took a look at your dibs list and saw a few interesting characters I can't wait to see come into play, like the Silver Samurai, Paladin, and Cardiac. All some of my favorite characters. But I have to ask about Nightmare. Is this the same Nightmare that is a Dr. Strange villain? And if so I can't wait to find out how he got captured and sent to the Vault.

All in all both issues so far were well done, and as usuall Mr. Golightly you tell a very well told story. I can't wait for issue three, and be assured that this has gone on my must read list.

L8r,
Alex Hayden

Thanks for the letter, Alex! Project: Pegasus was indeed the precursor to what we know now as The Vault, and yes, Ravencroft is still out there. In fact, I'll be making reference to that facility fairly soon (as there's a prisoner transfer coming down the line). Another prison used within M2K is Tartarus, a complex based out of Metro City that frequently appears within

Daniel Ingram's FORCE WORKS title. Maybe we'll have some interaction with that place down the line, too...

As for men and women both in the general population, you'll notice that they aren't. The only female character introduced in the book so far has been Typhoid Mary (#3) and she's locked up with men because it's a special containment area.

I don't plan on having any heroes on staff at The Vault because that would really take away from what the book is intended to be. These stories are largely about the villains and how they deal with being on the inside. A point I made very apparent in the first issue was that there are no Avengers, there is no Fantastic Four...it's just the Guardsmen. These guys are on their own when it comes to confining the most dangerous men and women alive. Besides, Rhodey is all the hero they need!

And a giant force field generator? Hmm... I was planning on using the repercussions from this first arc to give reason for funding an overhaul of The Vault's security features. Sort of like "Hey, see what just happened? We weren't prepared for this. Let's remodel." Maybe I'll toss a force field thingy in there.

People like the Vulture, who are considered super-criminals, get sent to The Vault all the time. In fact, right before Marvel rebooted the Vulture's character (remember when he stole Spidey's youth energy or whatever it was?) he was imprisoned in The Vault. It doesn't matter if you have powers, you just have to be labeled as a costumed menace. And yes, that is the same Nightmare you're thinking of, but the way I'll use him in the series may not be how you're assuming (meaning he's not an inmate).

Keep those letters coming! Next issue we'll see Ock's plans through and Rhodes struggling for survival in a prison for mad. Thanks to all who have given feedback!

-D. Golightly
1/12/07

"It was like taking candy from a baby," the red-haired, young, thin man told the others walking with him.

The cold and mostly sterile walls that comprised the interior complex known as the Vault usually seemed gray and ugly to the inmates. Today, however, they seemed slightly more colorful and warm. The walls that had incarcerated them against their wills were now a small barrier that kept them from fresh air and daylight. Before long they would be able to come and go as they pleased, enjoying the sweet taste of freedom in contrast to the grimy filth of imprisonment. Thanks to one man, Otto Octavius, they would soon look upon those same walls not with contempt, but with pride.

Perception is reality.

"Yeah, Tracer, you really took that robot down good," the bulky Rhino replied from in front of the pack. "I hit that thing with everything I got and it just shook it off. You must be pretty powerful, huh?"

"Well," Tracer said with an air of civility in his voice, "I don't mean to brag...but I am sort of like the god of machines."

"What the hell is that supposed to mean?" Berzerker asked over his shoulder. "You keep saying that over and over, like it's supposed to impress us. So what if you can control machines? I can fry whatever toaster you throw at me."

"Just like you tried to fry the Adaptoid, right?" Tracer shot back from behind them.

Berzerker waved his hand in dismissal. "Doesn't count. Damn thing absorbed my powers."

"You wouldn't have powers if it wasn't for Ock's little doohickey."

"Neither would you, robo-freak!"

Berzerker turned around, his fist charged with enough electricity to sizzle the flesh off of whomever he punched. Tracer smirked and motioned for the mutant to come after him, a look of challenge in his eyes. Just as Berzerker took a step forward the oversized arm of the Rhino pushed against his chest to halt his progress.

"Knock it off, dummies," he said. "Doc Ock wants us to look through the rest of this level and make sure nobody ain't gonna cause us problems. Let's split up, before I have to break both your legs. Driving me nuts."

Tracer snorted a breath through his nostrils in mockery of the angry mutant that was ready to short circuit his nervous system. Deciding that the trouble was more than it was worth, Berzerker swore quietly and stomped down the corridor to their left. Rhino, shaking his head, turned to the right and muttered to himself about the need to get away from people dumber than he was.

"Ungrateful bastards," Tracer said just loud enough for them both to hear. They ignored his insult, quickly leaving his field of vision as their respective corridors turned away from Tracer, leading them deeper through the level.

The redhead villain snorted again in disgust, figuring he was better off on his own anyway. He was a loner by nature, uncomfortable with human contact of any form. That was one reason he enjoyed the kindred he shared with machines, electronics, and artificial creations. They were simpler somehow, less involved in semantics than humans.

He took a few steps forward down the central corridor, eager to put more distance between himself and the others. He only made it a few feet before a hand jutted out from nowhere and clasped around his mouth.

Tracer squirmed but the initial shock of someone grabbing him from behind caught him off guard. Whoever it was that had grabbed him was strong, stronger than his wiry frame could hope to be. With the hand clamped around his mouth he couldn't scream for help, and with the arm pinching off his throat he couldn't suck in valuable oxygen.

"Nighty-night," Jim Rhodes whispered into Tracer's ear.



"Breaking & Entering: Part Five"
Conclusion
Written by D. Golightly

The assembled inmates crowded together noisily in the cleared out mess hall. In one corner a wave of purple energy splashed against an erect crystal shield, with laughter soon following. Thanks to Otto Octavius the majority of the prisoners were now free of their chambers and had their powers restored. He stood above them on one of the catwalks used by the defeated Guardsmen to observe the inmates while they ate, peering down at the gathered villains hungrily.

With him on the catwalk were the select few he had trusted to be close to him, those that had been fundamental in his plans. The Looter had provided sheer muscle and an efficient errand boy. The new Tarantula, while brash, had been valuable in settling some of Octavius' scores during the coup. Spymaster, arguably the most important among them, was responsible for distributing his amp-pads to the entire facility. Finally, the last man standing almost out of sight, the Ringmaster, had been the key to the entire undertaking.

"Things are working out, right, Doc?" the Looter asked. He stood to the left of Otto, but slightly behind as his place in Octavius' plans implied. The veins in his neck bulged slightly from his angst, a side effect of having internalized his power source before being thrown into the Vault. "Seems like everyone is ready to bust out and go get revenge of some capes...I mean, I guess. That's what I would do anyway."

"They are cattle," Octavius finally replied. He sneered as he pushed up the thick sunglasses that were seldom off his brow, enjoying the moment of sheer control he brandished.

The liberated prisoners did indeed seem ready to break down the walls, and they probably would have already if Octavius hadn't demanded they all meet before fleeing. He told them that they needed to coordinate their escapes so that there was a greater chance of evading capture. The majority of the Vault was under his control but there was one area in particular that had been sealed off, a place referred to by the guards as the Strongroom.

Of course, he had lied to them. They were gathered there for a purpose, but not the one that benefited them all. They were there for *his* purpose, just as it should be.

"Ringmaster," Octavius finally said. "Are we ready?"

"Almost," the twisted looking older man said from behind the Looter. He stood hunched over, unable to stand up straight from the various beatings he had received over the years. "The patches are obviously working but by my calculations you'll need another few moments before their true purpose goes into effect. With the limited amount of power available they work much more subtlety than my usual performance."

"Why did we not simply remove the, *cómo usted dice*, power dampeners?" the Tarantula inquired while adjusting his black mask. "Would that not have been simpler than your little strips?"

"Don't think I didn't try," Spymaster answered casually. He leaned against the wall, staying out of the way. In fact, if he hadn't spoken they might easily have overlooked his presence entirely. "Damn things are imbedded into the complex's infrastructure. The kill switch must be in the Strongroom, which is the one place I can't get in to."

"My devices will—"

"You mean *my* devices," Octavius stated coldly.

"Yes, of course. Your devices will be more than adequate for the task at hand, and with a showman's flair I might add. The show must go on."

Octavius sneered, not even acknowledging the Ringmaster's presence with a glance, saying, "Indeed, Maynard."

Maynard Tiboldt scrunched his eyes together in irritation. He was one of the few inmates that didn't possess any innate abilities that could wow a crowd of people beneath the big top. When he had been leading his Circus of Crime across the country that hadn't mattered, but on the inside things were different. He had been branded normal, a useless old man with a bad back. Octavius had been the only one to recognize him for what he was worth.

Years ago, Maynard had acquired a hypnosis-wave generator that enabled him to control others within a certain range. Being able to manipulate people into doing whatever he wanted had been such a rush, making his youth seem that much closer to the present. When he wore his top hat and the dizzying circles spun he was in total control.

Built by the Red Skull himself, the generator was a miracle of science that Maynard had taken the liberty of dissecting. He had learned its secrets and now it was that very information that Octavius had put to use inside of his amplification adhesive patches.

"Is everyone gathered?"

"Everyone except a couple invalids in the infirmary, plus that crazy bitch I ran into down there," Spymaster replied. "She'll be sleeping it off for a while." *

* [Remember that little tiff? – D]

Dr. Octopus turned just enough for the Ringmaster to see his raised eyebrow, a silent query as to whether it was time to proceed or not. Maynard glanced down at the figures he had been toying with on a stencil pad, and quickly nodded an affirmative.

"This is going to be good," the Looter said, rubbing his hands together eagerly.

"Might I have your attention!" Octavius shouted down from his perch, his accent thickening the syllables. "As I'm sure you're all aware by now, your powers have been temporarily restored thanks to my efforts. I know you are eager to taste the fresh air—"

"I'll be tasting a lot more than air!" someone from the crowd below yelled out, inciting squabbles of laughter from the rest of the pit.

"I have only one thing to say to you of importance, and then you are free to whatever you are able."

The bulky form of the Rhino stood out in the crowd, his ghastly gray costume permanently bonded with his body and leaving him easy to spot. The inmates were noticeably becoming rowdy, which made him all the more uncomfortable. He had enough power to tackle half the people there but he didn't want to risk his freedom by wasting time mixing it up.

"Whatever you say, Ock!" Rhino shouted over the noise, silencing most of the prisoners. "We owe ya, so go ahead. Nobody ever said there weren't no honor with us baddies."

Chuckles and muffled giggles spread throughout most of the crowd. They were all itchy from their confinement but if there was one thing they had collectively learned from taking on the world's heroes it was that they had to stick together. Most of them were Grade B villains and they knew it. It wasn't hard to realize that there was strength in numbers.

"As I was saying, there is just one word I have to say to you," Octavius continued, the sneer on his face growing to cover the entire base of his skull. He leaned forward on the railing, as if getting as close as he could without falling over. The sneer faded as his lips formed together to speak one word:

"Parker."

Confused looks splashed across the collective faces of the inmates. For a brief moment they all looked from one to another in an attempt to decipher Otto's strange utterance. Then, like lightning, their eyes all went blank as the patches adhered to their bodies sparked with life,

overtaking their minds. Like a wave quickly sweeping across the room, their faces went vacant and their heads tilted upward toward their new master, Otto Octavius.

"Splendid," he murmured to himself.

"That's the word you picked?" the Looter commented as he stepped up to the railing. "Who the hell is Parker? And was that even safe, using a common name like that? Anybody could have said that and tripped all over your plan."

"The name carries weight with me," Dr. Octopus shot back, his eyes never leaving the waiting subjects under him. "The hypnotic distortion now imprinted into their psyches could only be activated by my voice, so do not be so foolish as to question me again."

"Now I see why you did not require us to wear your devices, *amigo*," the Tarantula said while admiring the effect Octavius had on the crowd. "Our skills are important but not super, *comprende*?"

"Precisely, my friend. I have trust issues with those that believe themselves superior to myself, and wanton supervillains think just that. Fester is the only one among you with powers, but his are internalized and he has proven his loyalty to me.

"Now," Octavius added as he clasped his hands together. "My army is gathered and my fortress is all but ours. There is only one room that remains beyond my reach, but with the added strength of these vessels that shall not be a problem for much longer."

"How much longer do you think you can hold out?" Rhodes said as quietly as he could while still remaining audible.

{{ No idea, }} the husky voice of the warden, Miguel Jones, replied. {{ The Strongroom is one hell of a bunker, but it's not like we can survive in here indefinitely. Plus, if what you say is true about what Octavius is up to then the amount of power we can expect to come at our door will be insane. }}

Rhodes flipped the strange device over in his hand that he had removed from Tracer. It was thin, like a floppy wafer. From the tiny power display he had witnessed in the hallway when Berzerker was ready to throw down he was sure of what the device did. Somehow it overrode the power dampeners spaced throughout the complex.

He held the amp-pad up to his eye to get a closer look. It was an impressive piece of equipment, he had to admit. A crude little thing but extremely effective. He may not have been on par with Tony Stark but at one time he was an engineer, and a damn good one, too. He knew what basic electronics looked like, especially after years of wondering around one of Tony's labs.

He gave up trying to decipher the rest of the device and brought his comlink back to his ear. Liberating the tiny communications tool from his War Machine helmet hadn't been easy but it had been worth it.

"Who do you have on the way?"

{{ Pardon? }}

"The Fantastic Four? The Avengers?" Rhodes murmured softly, slight irritation evident in his voice. "Who did you call to alert them to the situation? Alpha Flight shouldn't be too far over the border."

{{ Here's the thing, }} the warden responded a little hesitantly. {{ We can't get a hold of anyone. Richards is incommunicado out in Western Pennsylvania, the Avengers may or may not be in space, and Department H won't return my calls. We're on our own. }}

"You mean *I'm on my own*. Damn it. How about the marines? What about the Champions? They're closer than anyone else."

{{ The Pentagon has assured me that they'll coordinate some kind of strike if there is an actual breakout. Until then they won't come near us. They think sending a wave of troops in would agitate Octavius and whoever else he's freed. With a building full of the most powerful lunatics on the planet, I can't say I blame them for keeping their distance. Oh, and the Champions have been disbanded since forever. }}

"Shit," Rhodes blurted out, quickly regaining his composure. He needed to keep calm or else he wouldn't make it out of this alive. "Is it too much to ask for each state to have its own team of superheroes? Lord knows there are enough of them out there."

{{ Keep your head in reality, Rhodes, and tell me what you need from us. }}

Rhodes pulled in a big breath and let it out slowly. He took inventory of what he had and it was depressing. Only one gauntlet from his armor was still intact, but it was low enough on power that he figured it only had one good repulsor blast left in it. His leggings and boots were damaged, but functional. Leaning up against the wall was a yard long piece of piping he had ripped out from one of the bathrooms that he had to set down in order to use the comlink. He also had the strange device from the back of Tracer's neck...

"Warden, listen up," Rhodes said. "When they come knocking I want you to let them in."

{{ What? Are you fucking crazy? }}

"Trust me," he replied. "In the meantime, I want you to place a call for me."

Rhino's fists pounded against the three feet of titanium alloy that comprised the entrance to the Strongroom. Dents formed on top of dents as his knuckles pummeled the door, beating like a sickening ceremonial war drum. With each hit the door was nudged off its track, gently settling back down for a split second before his other fist bashed into it. Others gathered around him, completely silent, waiting for the door to fully open so they could venture into the room and eliminate the last of the personnel's resistance.

The heavyweight criminal known as the Rhino had never been known for his intellect, but his level of reasoning was usually on par with most others. Now his mind was completely clean of thoughts other than what Octavius had instructed him to do. He had to get into the

Strongroom and when he did those he found inside would be crushed between his fingers like insects.

"That's it, boys," the Looter said from behind the pack with glee. "Tear it down so we can have some fun."

Norton Fester eagerly rubbed one fist with the other, hoping that when he entered the room there would be enough left of someone inside for him to rip apart. Octavius had put him in charge of the operation and he was going to make sure things went smoothly. He had only been caged up for a couple days but already he felt the walls closing in on him. He wanted to lash out, break down, flip over, and destroy something pure.

With one final rupturing shove of his massive fist, the Rhino succeeded in knocking the huge doors off the track enough that they were visibly separated in the center. The Looter pushed his way to the front of the pack, inmates who would normally be exclaiming anger at his actions now completely docile. He hollered for the Rhino to hold on while he used his own strength to widen the opening between the doors.

He could see inside the room. There were probably a dozen people splashed around the place, all of them staring at him through the freshly opened crevice. He smiled at them as he opened the doors wide enough for him to walk through, a maniacal look of happiness draped over his unshaven face.

"Didn't you here us knocking?" he asked no one in particular. "What if we were a bunch of orphans? You know, it's rude not to answer the door when you have guests."

"Shut your face, monkey."

The Looter turned to see the warden rolling his thick cigar between his lips, somehow conveying the disdain he obviously housed for the inmates through the simple motion. Norton stalked across the room and slapped down the brown cigar, his face mere inches from Miguel's.

"I remember you," the Looter said accusingly. "You're the guy that runs this joint. You stood there and laughed when I was brought in. You told me to give up and accept it. Well, guess what, bucko. You're not laughing anymore."

"But I will be in a minute, you ridiculous piece of shit," the warden shot back.

"Oh yeah? And why is that?"

"Because we only let you in here so we could corner anyone who isn't wearing one of those patches."

Confusion blasted away any feeling of superiority the Looter possessed. He looked around nervously, unsure of what the warden meant by his statement. Suddenly, a number of thumps sounded behind him. He whirled around into the fist of one of the technicians, rattling his jaw. Another technician brought his knee into Norton's abdomen while another sent a kick into the back of his knees.

He wiped the blood off of his chin and looked at the other inmates that had entered the room. Rhino, Berzerker, Shocker, a half dozen others...they were all unconscious on the floor.

"Directional matrix waves," the warden said. "It's the latest in Stark wartime communications. It's pretty slick. You can beam a radio wave directly into any receiver on the planet by using a satellite to generate a condensed coded transmission. Apparently those little patches you slipped onto everyone had a voice activation capability. We just used concentrated sound waves from space to shut your pals' brains off."

Miguel Jones angled his right foot back and slammed it into the side of the Looter's head. The prisoner sprawled out across the floor as consciousness slipped away from him. The last thing he saw was the warden lighting up another cigar and placing it in his mouth, puffing away happily.

"Guess Rhodes' plan worked," Miguel said. "He didn't sound too confident when he gave us the codes to access the Stark satellite. Hell, I was surprised we still had a modem in here."

"What do we do next, warden?" one of the technicians asked.

"Now we wait ten minutes like Rhodes said, then hit the entire compound with the transmission and give him a fighting chance to take the rest of the monkeys down."

Octavius stood in the center of the room, staring down the large door that kept him from something he held dear. Behind the thick protective door was a chamber where he knew his extra appendages were. Without his adamantium extensions he felt like a simpleton, a man that had been severed from half of his body. The room was cold and sterile, like most of the Vault, only it housed a set of secrets that Octavius needed to have. Weapons, amassed and taken from the inmates upon containment, were all housed in one place.

When he had been captured he knew that the arms had been transported with him. He could feel their presence, he just couldn't reach out to them. The room was equipped with psychic suppressers that cut off his mental connection with the deadly arms, infuriating him to no end.

But now it was time for Doctor Octopus to become whole once more.

Footsteps feel from somewhere behind him, alerting him to the presence of another. "Have they returned from the Strongroom yet?" he asked over his shoulder. He expected one of his lackeys to be the one who entered, reporting to him that the last safe spot in the Vault was now under his control.

"There's been a change in plans."

Octavius clenched his teeth in fury. His molars mashed together with almost enough strength to damage the enamel. Slowly turning to face whoever had spoken he felt dangerously close to the edge. His usually precise demeanor was running the risk of cracking from his stifled anger. From behind his shaded glasses he saw a toned black man

who dropped some sort of black and white gauntlet to the floor. In his other hand he held a bent metal rod, a pipe of some sort, that was caked with dried blood.

"Used up the last bit of juice to knock out one of your goons," Rhodes stated, motioning to the dropped gauntlet with the pipe. "Spymaster, I think. Pretty clever keeping some guys away from those patches just in case. It's all over now, though. Your little army of supervillains is in dreamland thanks to me. You're finished here."

"I would ask who you are but the name of a dead man means nothing to me," Octavius said through his teeth.

"I'm the guy you overlooked. Now get on your knees and put your hands behi—HYUK!"

The foot struck from out of nowhere and caught the back of Rhodes' head. He fell forward, dropping the pipe and rolling on the ground, springing back up to his feet, watchful of his surroundings. His attacker stood just inside the doorway, sporting the gray overalls of an inmate and a black mask tightly wrapped around the top of his head.

"I think it is you who are *acabado*, my friend," the Tarantula said.

"Kill him," Octavius commanded.

The Tarantula's feet shot out at Rhodes in a flurry of movement. His style was full of grace and endurance, never stopping and always striking. His right leg bashed into Rhodes side, quickly followed by two quick strikes with his left leg. In between hits he bounced on the tips of his toes, swaying back and forth to build momentum for his next attack.

Rhodes managed to block one kick but another broke through his defenses before he knew what was happening. The Tarantula was quick, quicker than him. He was still exhausted from battling the Adaptoid and he had the bruises to prove it. But he was so close to ending this, so close to clamping down on these ignorant animals. He hadn't come this far to be taken down by a freak in an exaggerated do-rag.

"You must be *un fucker insano* to be taking me on. Do you know who I am? I am the *suramericano* who is going to be tearing your tongue out when I am done with you."

Another kick to the side of his face sent Rhodes down to one knee. He felt hot blood fill up his mouth and he spit the red liquid onto the gray floor. It dribbled out from between his teeth and lips like a viscous entity that refused to be expelled. He looked up just in time to see another boot crunch into the bridge of his nose. He heard a dull snap just as it connected and knew that his nose was broken.

"I am the *ángel de la muerte* as far as you are concerned."

The Tarantula gleefully bounced into the stance that he would unleash the killing blow from. He swung his right leg back and let it fly for Rhodes' head, anxiously awaiting the fractured sound of the supposed hero's skull cracking.

Rhodes raised his arm at the exact moment the Tarantula's leg would have connected, catching it under his armpit and holding it close. He twisted the captured ankle, spraining it, and said, "Yeah, well, I'm not that concerned."

The Tarantula lost his balance and fell onto his back. A second was all it took for Rhodes to be on top of him, the pipe back in his hand, slashing down and knocking him out cold. He hit the villain with such force that the already bent pipe cracked completely in half, clattering to the floor uselessly. He dropped the Spaniard's leg and feebly stood up, his own balance close to being lost.

He heard Octavius exclaim something triumphantly and then the hissing sound of unlocking doors pierced his ears like a train whistle. He had accessed the chamber and was about to enter, unless Rhodes could stop him. Once he got a hold of his mechanical arms the first thing he would do was extract Rhodes' skull while he was still conscious.

"Where..." Octavius mumbled. "Where are they? I can feel them..."

He searched frantically for the inanimate missing piece of his soul. Without it he only felt like half a man and now he was so close to being whole again. He could almost pinpoint the adamantium arms but the psychic suppressors were keeping him from doing so. He rushed passed several weapons he would normally find useful but at the moment he only had a one track mind.

Silver ray guns, explosive boomerangs, electrified whips, massive body suits...the confiscated weapons had mostly been defused and were awaiting study by the Commission on Superhuman Activities. Octavius ran by them all, homing in on his beloved extensions and the returned power they promised him.

Then, like a shining star hovering over his heart's desire, he saw a ceiling light illuminating the arms in the far corner of the room. He hopped over a crate full of pumpkin bombs and rushed to them, a tear nearly welling up in his eye. For Octavius it was like finding a long lost child he had almost given up hope on.

"Finally," he said. "We have reached our conclusion."

"The conclusion is where you got tired of thinking."

The thin cord of a depowered electrified whip wrapped around Octavius' neck, pulling him to the ground. Rhodes' weathered fingers held just enough strength to still be of use. He yanked on the whip slightly to hold Otto in place without choking him...too much.

"What did you think was going to happen?" Rhodes asked. "Your plans are as good as wiped out, your little coup has been stopped, all your toy soldiers—"

"My moti...motivations have always remained strongest right...before my fall," the villain replied through stolen breaths. "That is the time to stand tall and persevere. You think y...yourself a hero. You wouldn't understand."

"You're right about that." Rhodes pulled Octavius up to his feet and wrapped the remaining length of the whip around his wrists as a makeshift pair of handcuffs. He leveled his eyes at the leader of the revolt who had come so close to overthrowing the most sophisticated detention center on the planet, ripping his sunglasses off in one swift stroke. Octavius winced from the motion but kept his eyes open to return Rhodes' gaze.

"And I'm always going to be at my strongest right before I knock you down," Rhodes finally replied. "There's a new sheriff in town, Doc. Get used to it."

Letters From Prison

That wraps up the first story arc for The Vault! *whew* It was a long time coming, and thanks to everyone who has shown support throughout the series. As I've said before, this arc was actually two stories that I squished together. The Doc Ock prison break wasn't supposed to happen until much later in the series, but I figured, "Why not open with the craziness?" You may be thinking where could I possibly go from here. I mean, it's prison, right? Now that we've done the attempted breakout story, what else is there?

Well...the next issue will be a spotlight issue on a single character. I had planned to focus extensively on my original version of The Tarantula (especially since he recently won a Tookie Award for best Original Character!), but now I've decided to open it up to the readers.

On the Marvel 2000 Message Board you will find a poll going to see who will star in the first Vault spotlight issue. Cast your votes now! Whoever wins, regardless of my own preference, will be the center of The Vault #6. Will it be Spymaster, the Tarantula, the Walrus, Deacon Frost, or someone else? You decide!

After the spotlight issue the second arc will kick off in #7. Remember that fourth floor mentioned way back when? We'll get a good look at that, as well as a complete overhaul of how the Vault operates and the type of equipment the Guardsmen have. Expect new inmates, new challenges, new dangers, and new "heroes."

Now, we just have one letter/review, once again from Jeff Melton (originally posted on the M2K Message Board):

I've been enjoying this series, devoted to some of Marvel's established and most interesting villains. This issue is no exception, as the initial story arc draws near its close. There are a lot of things that can be done in a series like this, and it's good to see the villains given some time for development.

There are two characters that you particularly handle very well in this series—Doc Ock and Super Adaptoid. This is good because both of these characters have certainly been criminally mis-used over the years.

In the case of Doc Ock, you portray him as very confident and in control of every situation. This is a refreshing portrayal of the character. I remember back in the last 80s, the character was subjected to open ridicule, and it's always preferable to see a character with Ock's potential played up and developed, as you're doing here.

With the Super-Adaptoid, the inclination is just to have him absorb people's powers, and get defeated with little else going on in the story. What I think you've done very effectively is show just how dangerous and deadly a character he can be. Here is an android, utterly without a conscience, who is absorbing a host of powers and using them very effectively. I think you did a bang-up job with a villain that normally gets

little development. The reader's left with the burning question: how is this guy going to be stopped?!

It's also interesting to see how Ock's developing a group of lackeys, and just who they are. Tarantula seems like a loose cannon, but I'm sure Ock knows that, and won't trust him but so far. Still, it's important to know what motivates people to get them under his control. And you did a good job with the new Tarantula. You have to wonder, though, how the battle would have gone on, confined as they were to a limited space, if not for the inhibitor chip. Hammerhead's burning hatred for Doc Ock, and his desire to get even with him, should make for some interesting scenes in the future as well.

Putting James Rhodes in the middle of this also gives the reader a sane man's perspective on a scene of utter madness. While he was glad to see Adaptoid put down, he knew well enough to get away from the scene before Doc Ock's group decided to turn on him. And, in his condition, there was little he could do to defend himself—particularly from the likes of Rhino.

I'm not familiar with the character who actually stopped the Adaptoid, but I think that Doc Ock was on the right track. It seemed a little anti-climatic to have him put down so easily, after having him on a deadly rampage for the first three issues. Still, it was fitting that this was done under Doc Ock's directive, and symbolic of the fact that he has taken charge of the situation.

All told, a good issue. I've been enjoying this series, and it's one of the ones that I really look forward to seeing every month.

Jeff Melton

Thanks for another review, Jeff!

A few people have voiced opinions on my take on Doc Ock, both good and bad. Some feel like I'm portraying him against his basic character, but like you said, this Ock is full of confidence. Prison changes people and not always for the better. On the inside, Ock has taken full advantage of his more controlling personality and ability to manipulate (think Doc Ock from "The Revenge of the Sinister Six" storyline).

Hammerhead will definitely be looking for some revenge. It's been mentioned that he already had some plans in motion...can he survive long enough to see them through?

Tracer (the guy that took down Adaptoid so easily) is a relatively new character that debuted during "The Other" arc in Spider-Man. It hasn't been fully explained yet what his character is all about, but we do know from that storyline that he's some kind of technopath/cyborg. I liked the idea of Rhodes and the Guardsmen having such a rough time taking down the Adaptoid and then this nobody comes up and shuts it down no problem. It helped fuel the feeling that Rhodes has gone from the frying pan straight into the fire.

Thanks again, Jeff!

-D. Golightly
3/6/07

"I'm not quite sure I understand you," the man sitting on one side of the table said. "Why exactly am I here if you're not in need of my services?"

The room was nearly vacant and appeared as if it had been wiped down, walls and all. The pungent smell of sterility offended the noses of the room's only two occupants, a smell that was impossible to avoid almost anywhere in the complex. Within the confines of the Vault, the world's foremost super-criminal detention facility, this was a way of life.

"I need you here to keep up appearances," the other man replied. "Now, just shut your mouth and wait the fifteen minutes."

The other man, a prestigious lawyer from New York City, sighed in defeat and fell back into his chair. This was his first visit to the Vault, his first visit with this particular client. His other partner in his law firm had removed himself from the case, annoyed at their client's inability to work with them. Having only met the client a few minutes ago, he already began to understand why. However, the questions still needed to be asked as he was a professional and that's what professionals did.

"Do you require *any* legal counseling at all?"

The client, a man of dull and forgettable features and average-looking hair, looked around the room as if trying to find something of interest. "Nope. Like I said, you're just here to help me keep up appearances."

"I flew all the way here from New York for this meeting, Mr. Abbot. I would appreciate at least some type of explanation. Your file is—"

"Useless, I'm sure," Abbot cut in. His arms now crossed lazily over his chest, he finally met the lawyer's gaze. "Listen, just cash the check, buy yourself some martinis down at the club or whatever it is you like to do, and do what I tell you. I'm the client, right? So, that means just do what I say and right now I'm saying to shut your mouth and wait out the fifteen minutes."

The lawyer curled his lips in contempt but decided to let it go. If all this man, the supervillain known as the Spymaster, wanted was to waste his money on nonexistent legal advice that was fine with him. The professional curiosity in him, the type that had made him such a famed lawyer, still wanted to ask the questions he had prepared but he realized it would just be a waste of time. This man apparently had no desire to be released from prison. It was a shame, too, since the lawyer was sure he could at least guarantee parole within six months. But, the client seemed to have no interest in that.

In his entire prestigious career the lawyer had never met a person who wanted to stay in prison. That fact alone deemed the matter more interesting than any of his other current cases. That realization put all his other queries aside, replacing them with a single question:

Why did the Spymaster want to remain locked up?



“Behind Blue Eyes”

Written by D. Golightly

“Thanks for the delivery, Abbot,” a staunch and unseemly man said.

“Don’t mention it,” Abbot replied. He was dressed in casual attire: jeans, t-shirt, work boots, and a windbreaker. The breeze gently wafting in from the open door ruffled his hair but left him unaffected. “Literally. I was never here, got it?”

They were the only two occupants of the nearly empty warehouse, a building condemned years ago in the heart of Boulder, Colorado. The warehouse had seen its fair share of shady business deals, unexplained corpses, and timely intrusions. The man was a nobody, a lackey within a much larger network of nobodies. They were paid to simply distribute, cashing in on someone else’s brains. Of course, the man thought much higher of himself than that, while ironically Abbot portrayed as the same type of person and was content with what people assumed he was. He was in the business of never standing out in a crowd.

“Yeah, whatever. Long as Trapster keeps making this shit inside the Vault I don’t give a fuck.”

The man Abbot had brought a small parcel to turned around and slapped the package down on a table. His wrist dived into a pocket and sprung back with a butterfly knife, flicking it around in such a way that the blade slipped out almost magically. Another quick twist of the same hand sliced the plastic covering around the package open, spilling its contents onto the table.

“Christ, you have to do that here?” Abbot asked, looking over his shoulder to double check the door.

“Relax,” the man answered. He dipped the tip of the knife into the plasmatic substance that had emptied from the package and brought a tiny amount of it to his lips, parting them in anticipation of the wonder drug. Nearly the very moment his tongue made contact with the slimy goop his eyes rolled into the back of his head and a sweet euphoria overcame him.

Abbot had heard about the Trapster’s budding cartel, supplied steadily with his own designer drug that he called “paste.” Ever since his capture in Chicago at the hands of the Heroes For Hire*, Trapster had almost needed to shut down his operation. At least, until the Spymaster had made him a deal.

* [Show of hands...who read H4H #7? – D]

"Damn, that's good shit," the man finally said after taking in several deep breaths. "I'm not supposed to sample the product, but I got to test it, ya know? Just in case you pull a fast one on us."

"Sure, whatever. Is there anything you need to send in?" Abbot placed his hands in his jacket pockets and prepared to leave, sure that the more time he spent on the outside, the more dangerous it was.

The man grabbed a white envelope that had been sticking out of his back pocket and tossed it at Abbot. "Here's your cut. The numbers Trapster wanted on the last delivery are in there, too, so make sure he gets 'em."

The Spymaster turned without a word, placing the envelope inside his jacket. His posture and mannerisms instantly shifted, defying the honed and sculpted body under the street clothes. He moved quickly and deliberately under the guise of an ordinary tourist, making his way back to the bus depot to head for home. What the average onlooker wouldn't know, however, was that home for this man was the Vault.

"Hey, I got to ask ya," the man hollered across the warehouse floor. Abbot paused, obviously irritated but standing in wait nonetheless. "You move around that place like the wind. I mean you got a pretty sweet deal going on here. You run errands for all the unfortunate sons a' bitches locked up 'cause you can get in and out without no troubles, and they pay you shitloads of money to do it."

Abbot didn't turn back to face the man. He tilted his head just enough so that his eyes showed over his shoulder, piercing into his cocky associate like daggers. "Listen, you strung-out asshole. If I don't make my bus then people are going to notice I'm missing. Now, is there an actual question in there or are you just going to flap your lips all afternoon like a goddamn teeny bopper?"

The drug floating through his system may have given him the confidence to lash out, but even with the apparent advantage in weight and leverage the man never had a chance against Abbot. Foolishly, the man jabbed forward with his butterfly knife. His perceptions were skewed from the paste beginning to metabolize, but he still had enough coherent understanding to see the floor as his face slammed into it.

The Spymaster had barely moved but had somehow managed to not only flip the man onto the ground, but also disarm him in the process. Abbot twirled the butterfly knife around in his fingers, mimicking the gestures the man had done before. The blade smoothly slid back into the handle, at which point Abbot gently tossed the weapon away.

"Fucking addicts," Abbot swore under his breath. "This shit almost isn't worth it."

The Spymaster exited the building and steadily made his way down several blocks to the bus depot, hoping that the altercation hadn't wasted too much of his time. The last thing he needed was for someone to realize he had broken out of the Vault. It would be like sending a flare into the sky with one hand, while the other signed his own death warrant.

"You gonna eat that?" the bulbous man sitting beside Abbot asked.

Abbot waved his hand in response, his mind wandering to more important matters. The only other man that dared to sit at his table, the pestering Walrus, devoured the small packet of pudding in one mouthful. Usually he sat alone but recently the Spymaster hadn't bothered to order him to leave whenever he sat nearby. Not that the Spymaster ever really made any overt gesture, but the Walrus took his apathy for a positive and graciously sat down without fear of being knocked over.

The lunchroom as a whole was typically quieter than it had been over the last few weeks. Abbot pondered how much of an effect Octavius' coup really had in the end*, given that breakouts at the Vault were common place. None of the inmates had the skill that Abbot did, of course, but they were relentless in their attempts to do what he did.

* [See the first five issues for the story – D]

"How about the corn?" Walrus incessantly added between bites of his own meal.

"Christ, just take all of it already."

"Sorry," the Walrus said after wiping his face with his forearm. "Proportionate strength of a walrus won't stop my walrus appetite. Hey, I think that was a haiku!"

Abbot rolled his eyes, a motion that a person like the Walrus was all too familiar with. Regardless of the fact that the Spymaster probably wanted to rip his throat out, something was obviously taking up his concentration. The Walrus could think of no other reason for someone like Abbot to sit at the same table as him without laying into him. The Walrus had been something of a joke within the supervillain community, and in prison things remained the same, even magnified as the inmates used him as a punching bag to vent their frustrations.

Hubert Carpenter was blessed, or rather cursed, with similarities to his namesake. Having tackled such heroes as Spider-Man and the incredible Frog Man, Hubert used to have a false sense of security in his powers. After being caught for the last time, Hubert decided that focusing more on crossword puzzles and less on robbing banks would be a wise decision. When he wasn't being beaten to a pulp, Hubert could be found in the prison library, researching for an associate's degree in restaurant management. Anyone with a working pair of eyes could see how much Hubert enjoyed a good meal.

Seeing an opportunity at the presence of an inmate that didn't want to humiliate him outright, Hubert cleared his throat and began to speak. "Something on your mind?" the Walrus asked. "I mean, you always seem occupied but I just thought—"

"Yeah, I got shit on my mind, so keep your mouth shut."

"Right, sorry," the Walrus replied, the humility finding its way back into his words. "It's just that I hear you take on jobs for guys stuck in here, guys who want something taken care of on the outside."

The Spymaster looked over his shoulder at the new Guardsmen, replacements for the lost troops from a recent altercation concerning the Super Adaptoid.* Abbot didn't hold much respect for the guards, but he had a silent understanding with the old crew. With all the fresh blood in the place he didn't want to take any chances.

* [The Adaptoid messed the place up real good during the first arc – D]

“What part of ‘keep your mouth shut’ don’t you understand?” Abbot whispered.

The Walrus looked around, not bothering to hide the fact that the two were talking.

“Um...sorry?”

Abbot rolled his eyes again. “Christ, man. You really are as dumb as a fish.”

“Hey, a walrus is a mammal...look, uh, I’m not really sure how this works, so...ya know...”

“Transport, delivery, retrieval, assassination, or general operation?” Spymaster asked quietly.

The Walrus blinked three times in confusion. A few drops of sweat formed under his bulbous chin, threatening to drop down onto the remains scattering his food tray. “Uh...come again?”

Abbot scowled but quickly wiped the expression away before anyone noticed. “Do you want me to move something, drop something off, pick something up, kill someone, or perform some menial task? You do know what menial means, right?”

“Six letters,” the Walrus replied, clearing his throat, “adjective, meaning an obligation relating to, or appropriate for, a servant.”

Hubert quickly cleared his throat again when he saw the disapproving look that the Spymaster was giving him. “Um, I mean, not that you’re like a servant or something. See, I pick up stuff like that for my crosswords and—”

“What’s the job?” Abbot said dismissively.

“Right, uh, well I need to get word to some guys about this thing that needs done. It’s a big secret so don’t tell anyone.”

“Do I look like a man that blabs?”

“No, no, not at all, Mr. Spymaster.”

The Walrus wiped the beading sweat out from under his chins. Just looking at the fat waste made Abbot want to hit him, but he decided to hold back his fist long enough to find out what the simple man would pay him. Besides, his modus operandi was to stay below everyone’s perceptive radars. Helping Octavius out during his little hostile takeover had just been out of necessity...plus the money the squid had forked over in advance to retain his services.

There was something odd about the Walrus, but Abbot couldn’t quite place it. He chalked it up to the fat slug’s nerves and repeated his previous question.

“What’s the job?”

Hubert gulped down the rest of his water, sloshing it back like it would be the last drink he ever had. He wiped his mouth off on his gray prison uniform and answered, "I knew I might end up in jail sooner or later, so before I got caught I set it up so some friends of mine would bust me out. I had a visitor last week that told me when the break out was going down, and I want you to find them and stop it."

"Let me get this straight," Abbot said. "You're stuck in a place where you get the shit kicked out of you on a daily basis, some friends of yours are coming to the rescue, and you want me to *stop* them?"

"I know it sounds weird, but I've turned over a new life on the inside. I want to serve my time and come out a better man for it. I was a horrible criminal...I don't want to go back to that, I want to know that Hubert Carpenter can make it in life without the Walrus."

Abbot noticed a sense of pride in Hubert's words, accompanied by a tinge of hope deep within his eyes. Regardless of how ridiculous it sounded, the man sounded sincere and Abbot realized he may actually respect the overweight man, at least just a little. Even still, he wasn't about to risk his neck because some fat idiot had cold feet.

"Forget it," Abbot said. "No amount of money you can throw at me will change my mind."

"I have two hundred thousand dollars buried in my back yard at home."

It was the Spymaster's turn to blink. "Christ...how did you come up with that kind of scratch?"

"Even the worst criminals get a little lucky sometimes. It's all yours, if you take the job. That money is as dirty as a chinchilla. I don't want it. The new Hubert Carpenter doesn't need it to succeed."

That weird feeling overcame Abbot again, the same one that had hit him during the conversation before. Two hundred thousand was a lot of cash, almost too good to be true. For a person like the Walrus, the popular prison bitch, to suddenly wave it around set Abbot's internal lie detector off, but there wasn't much he could do about it. Deep down he still believed Hubert's sincerity, and the job didn't seem to have any strings attached to it.

"I'll leave in the morning," Abbot said. "Give me the details."

The Vault was designed to keep people in, but to Sinclair Abbot, it was just a really big building with a few more doors and a few more locks.

Pulling daily laundry duty was the keystone in Abbot's setup to escape the Vault whenever he wanted. Each morning he would be roused by the guards, taken down to the first sublevel, and put to work cleaning bed sheets and uniforms. Most of the guys that got assigned to laundry duty had hopes of getting out for good behavior, but the Spymaster knew it was the perfect place to hide a change of clothes.

As soon as the Guardsmen left him to work, Abbot raced down the second row of industrial sized washing machines and grabbed his smuggled clothing out from under one of the

empty laundry bins. A pair of jeans, a t-shirt, steel-toed work boots, and a worn windbreaker instantly changed him into a regular person that enjoyed life outside prison walls.

From there Abbot hopped on top of one of the huge driers and disconnected the ventilation tube that allowed the hot air to escape. He always smirked when he shimmied up the piping and into the duct work of the prison, wondering why anyone would place laundry machines in a penitentiary that were obviously big enough for a man to hide in.

He had rerouted the sensors throughout the ventilation shaft months ago, allowing him easy access to the entire complex. He could get anywhere without being detected with ease, including outside of the building.

He made his way to a part of the shaft that slid down sharply. Sliding down the metal frame, Abbot knew he was only a couple hundred feet away from tasting fresh air. Once the shaft flattened out again, Abbot crawled the rest of the way to the end grating he had jarred loose a dozen times already. He passed several more sensors along the way, all useless from his electrical expertise.

The grating slid back and let him out into a waste dump where most of the facility's refuse was deposited before being transported away. Abbot quickly hopped across the dump, taking careful precaution not to dirty his illusionary clothing, and cracked open a dumpster on the other side. It smelled horribly, but there he waited until the next garbage truck arrived to take away the day's offering.

Right on schedule, the truck arrived and picked up the dumpster only a few minutes after he settled himself in. The giant metal arms on the sides of the truck reached out, plucking the dumpster up with ease and tipping it over, spilling its contents into the back of the vehicle, and Abbot along with it.

From there he would catch a ride into the nearest town, where he would quietly slip away to the nearest bus depot. His assignments had mostly been within Colorado and the surrounding states, as he couldn't afford to go too far without fear of getting back in time for roll call. If he ever missed that the Guardsmen would instantly put the Vault on lock-down and come looking for him.

Abbot smiled, taking pleasure in his last job even it was for a weakling like the Walrus. After making Trapster's delivery he had decided that the next time he left the Vault it would be for good. With the law firm he had hired to represent him deciding to change lawyers on him, it left a hole in his otherwise unblemished cover. There were people he didn't want to know where he was, and if the law firm decided to document the change, he might have trouble staying hidden. Getting his name on the grid, no matter how insignificantly, was bad for business and possible his life.

He had been prepared to leave that morning and never go back, but for two hundred thousand dollars he would take the chance.

Denver was only about an hour away by bus. Abbot made it there safely, guised as a typical tourist. Upon jumping out at the bus depot, the Spymaster casually walked the few blocks

to his destination. He wanted to hurry but knew that the less attention he drew to himself, the better.

Hubert's directions were very precise. The Colbert Paper Factory sat on the south side of Denver amongst a modest industrial area. Apparently the crew ready to bust him out were just sitting around waiting for the right moment, biding their time at the factory that served as a front for their operations. Who would have guessed that the Walrus had such loyal henchmen, or that he had people working for him at all?

Abbot approached the factory cautiously. He was beginning to get that weird feeling again, but decided to shake it off when he thought about all the money he would be raking in. When he was done here he would head back to the Vault, confirm the completion of the assignment with the Walrus, and then bust back out the next morning to collect the cash. From there he could escape to anywhere in the world. He had killed a diplomat in Peru once, and it seemed like a nice place to retire.

The loading dock entrance was open just like Hubert had said it would be. Abbot slipped in, his honed skills not letting up a single sound. He took several steps inside and let the door slide shut behind him. The interior of the complex was dark, like a bad scene from an even worse movie. Water dripped somewhere in the background, but the large room remained silent. There was no machinery operating, no people working...nothing.

That's when the weird feeling in the back of Abbot's head turned from a minor annoyance to a blaring scream, but it was already too late.

A flood light snapped on and washed over him, coating Abbot in a yellowy hue. His eyes adjusted quickly but the rest of the building was still blanketed in darkness. Then, like raging gunshots in the still of the night, rhythmic clapping echoed throughout the factory.

"Good job, my long lost associate," a voice spoke out from the darkness as the clapping died down. "And here I thought I was going to have to wait a little longer. You're better than I remember."

Abbot froze in place. He recognized the voice the moment he first syllable hit his ears. The man he had been so cautious about avoiding had not only found out where he was, but had apparently set him up. Now he knew why that weird feeling had been with him since the conversation with the Walrus. Somehow, some way, Hubert had been compromised.

"No greetings and salutations?" the voice continued. "I'm hurt, Abbot, I really am."

"What do you want?" Abbot asked, summoning whatever courage he could muster. He subtly reached back and tried the door he had walked through, but found it already sealed shut. His mind was racing with ways to escape, but he knew that all the obvious routes would already be covered. The man hiding behind the spotlight that had so tactfully cornered him would have made sure of that.

"What I want..." the voice began.

The sound of heavy boots slapping against the floor reached Abbot's ears as his host stepped forward. The overhead lights suddenly clicked on, revealing his capture in subtle, ambient light. Across the factory floor up on a catwalk was the very man the Spymaster had

been terrified of being found by. It was the reason he had refused to leave the Vault, the reason he had tried to stay hidden within the prison, the reason why he wanted to get out of there.

The bleached white skull face of the Taskmaster stared Abbot down, an impossibly toothy grin sending a shiver down his spine.

"...is my money back. You remember that, don't you, Abbot? Six million. You took it from me without asking, and now I've come to collect."

"It's gone," Abbot replied.

The Taskmaster's cloak hugged his form, hiding whatever weapons he had brought with him to the factory. "Bullshit," the Taskmaster spit out. "Don't you fucking lie to me. I trained you, I know when you're lying."

"Apparently not. I pissed your money away on booze and whores, so you can go screw yourself."

"*Tsk, tsk*," the mercenary replied. "I bring you into my home, I show you the ropes of being a supervillain, and what do I get in return? A not-so-subtle poison in my latte and an empty bank account. Don't worry, the poison didn't kill me. I'm still trying to figure out how you got into my vault, but then again, I suppose vaults are something you've become quite familiar with."

The Spymaster caught sight of a window on the far side of the room. There were bars over the inside of them, but he was sure he could pop them off with one solid kick. The Taskmaster might not have bothered to seal a window that already had bars over it. He only needed a few moments to get there and then he would have his chance at freedom. He relaxed his stance and began circling in the general direction of the window, acting as casual as possible given the circumstances.

"I was hiding in the Vault to avoid you," Abbot said. "Not like you could come get me if I was being watched by a platoon of Guardsmen day and night. It was the perfect place to wait you out."

"Ah, but you didn't *really* wait, did you, Abbot?" The Taskmaster parted his cloak and hopped onto the railing of the catwalk, stepping off into the open air and landing quaintly on the ground. "What with all these little missions you do for the other inmates. I'm sure you did it for oodles of money, but let's be honest here...you were subconsciously hoping I'd find you. Why else throw caution to the wind and take all these field trips if all you wanted to do was sit in a jail cell and wait for me to move on to other targets?"

"Maybe you're right," Abbot replied. They were circling each other now, but he was halfway to the window. "Or maybe I'm just one greedy son of a bitch."

"Once I found out where you were hiding yourself, it wasn't hard to persuade that fat, blubbery fool to con you. He's got a girl, did you know that? Cute, too. He'd do anything for her apparently. I fed him a nice, juicy story, knowing you wouldn't be able to stay away from the dollar signs."

Abbot kept his breathing steady and his eyes glued to the Taskmaster. The villain's photographic reflexes made him one of the most dangerous men alive. Abbot had been on the receiving end of his skills more than once, and it never ended in his favor. "Are we going to talk all day or what? I've got appointments to keep."

"Where's my money?" Taskmaster demanded.

"Gone."

"Last chance, Abbot. Give me what you owe and I promise to only break your arms and legs. You can consider your face and spine a gift for being such a good little boy."

Abbot didn't answer, instead choosing to whip around and run the last twenty feet to the barred window. It was his only chance for escape and he wouldn't get a better opportunity. He covered the gap in mere seconds, leaping into the air at the last moment and spinning the back of his heel into the covering. The bars rattled, but stayed connected to his only exit.

"Oh, please," Taskmaster said, now much closer to Abbot than before. "I'm insulted that you would think it was that easy."

The Taskmaster was on top of him instantly, slamming his knuckles down into Abbot's chin with enough force to dislodge a filling. Abbot ducked under the next blow and retaliated with a harsh uppercut, connecting at the last second and stifling the Taskmaster's next attack.

Abbot spun around again, this time extending his other arm and catching Taskmaster's throat with a precise chop to the mercenary's neck. He immediately threw his other fist directly at Taskmaster's skull mask, hoping to crack the horrendous face in half. He pushed all of his strength into the hit, only to completely miss when Taskmaster ducked underneath it.

"You forget what I'm all about already?" the mercenary asked mockingly. "I expected this fight to be better."

The Taskmaster threw his own harsh uppercut into Abbot's chin, spinning around and slamming the side of his other hand into Abbot's throat. The move was like a sinister reflection of the Spymaster's own technique, mirroring his precise movements with ease. The strength behind the Taskmaster's chop was greater than Abbot's had been, causing the self-proclaimed master of espionage to fall to his knees gasping.

"Photographic reflexes, remember?" Taskmaster said as he stood over his adversary. "Any moves you picked up since we last tussled I'll be able to mimic the very moment you use them. Shit, Abbot. You've gone soft hiding out in prison. Somebody make you their bitch or what?"

Abbot shook his head to clear his thoughts. He needed a plan and he needed it fast. He couldn't beat Taskmaster in hand-to-hand combat without a weapon, and even then he doubted he would get that much of an edge. In a way the Taskmaster was the perfect combatant, able to make it seem as if you were fighting yourself.

"Only one who's gonna be punkin' out..." Spymaster muttered, "is you!"

Abbot slashed up with a shank he had kept hidden in one of his work boots. The sharpened piece of metal gouged into Taskmaster's body armor, barely penetrating the thick hide he wore over his torso. Not wasting any time, Abbot wrapped his arms around Taskmaster's neck and pulled his head down into his right knee, bashing the villain's face in with enough momentum to shatter the cartilage in a person's nose.

The prison escapee swung his knee back up for another hit, hoping that he would be able to stuff enough force into the impact to break Taskmaster's facemask. A pair of hands suddenly stopped the vicious assault, slapping Abbot's knee back down. Taskmaster followed the motion up by pushing both of his fists directly into Abbot's chest, forcing the pair to split up.

Taskmaster took a step back and reset his stance. "Saw Wolverine do that once," he explained. "Works better with claws, though. It would have ripped most of your chest out. I'll have to make sure I pick some up after I kick your ass."

Abbot fell into his own fighting stance and assessed the situation over again. He was already beaten, he was sure of it. It was just a question of whether or not Taskmaster would put him into a coma or outright kill him. Neither option sat well with Sinclair Abbot.

The Spymaster sprung at his enemy, deciding to just get it over with. By trade he was a patient man, knowing when waiting was necessary as part of the assignment. Being a master of espionage sometimes meant sitting in a tree for thirteen hours, or waiting half a day for the guards to change position. As perfected as his tactics in the field were, Spymaster was no match for the stolen techniques of the Taskmaster.

A quick snap kick was blocked by the mercenary, along with another, and another. Two jabs and a haymaker were deflected with ease, as well as the uppercut and headbutt. Abbot was getting tired and he was running out of patience. Why wouldn't Taskmaster just end it?

Finally, the Taskmaster seemingly had enough of Abbot's reckless attempts for survival. Catching Abbot's fist in one hand, the Taskmaster yanked out a long whip from around his belt and spun it around Abbot's throat. With one quick pull the whip went taut and Abbot felt the choking sensation of unconsciousness coming.

"Whiplash would kill me if he knew I had his weapon of choice duplicated," Taskmaster said into Abbot's ear as he slowly choked the life out of him. "Never was much for whips, but for this job I think it'll do just fine."

Blackness seeped into the edges of Abbot's vision. His arms began to go numb and he started to feel lightheaded. He never would have guessed that this was the way he was going to go, but somehow it seemed appropriate.

"I don't know what you did with the money," Taskmaster continued, "but you're more valuable to me alive. You hear that, Spymaster? You get to live today."

The coiled rope around Abbot's neck suddenly loosened enough for him to breathe. The whip was still tightly wound around his throat, but he could breathe again. His vision returned and he felt the blood begin to circulate within his body once more.

"Killing you won't get my money back," Taskmaster said. "So, I'll tell you what I'm going to do. I'm going to knock you out and alert the Guardsmen to your location. They'll come and pick you up, whisk you back into a holding cell, redouble the security on you, and maybe even stick you in isolation with a twenty-four hour watch on your sorry ass."

Abbot's mind began to race as precious oxygen started to be supplied to his brain. He realized what was happening, and he almost wished the Taskmaster would kill him. Almost.

"That's right, Spy Guy. You're going to be on a tight leash back in the Vault, and I'll know exactly where you are from now on. No more hiding in plain sight for you, my boy. You'll be stuck in a ten-by-ten with no way out, alone with just one thought: I'll be coming for you. Your life belongs to me, asshole."

And with a flick of a wrist, Taskmaster activated the whip's electrical shock, sending Abbot into a series of convulsions. Once Taskmaster decided Abbot had enough juice, he cut the power and let the master of espionage fall to the floor. Smoke billowed up from his dormant body along with the stench of burnt hair.

"Sweet dreams," Taskmaster said. "Hope they're good ones, because when I come for you it'll be like a nightmare come to life."

Letters From Prison

This issue came about from a poll I posted on the Marvel 2000 Message Board asking who the readers wanted to see featured in the series. There actually ended up being a tie between Spymaster and the Walrus, so I made sure to incorporate Hubert Carpenter somehow.

So, now you know why Spymaster was able to leave the prison whenever he wanted, yet chose to stay incarcerated.

No letters this time around, but be sure to send me some feedback and/or questions to h4hdave@yahoo.com

-D. Golightly
4-20-07