



CITY OF HEROES

PARAGON CITY BACKSTORY

WELCOME TO PARAGON CITY, THE greatest city in America and home to the world's most famous heroes. The city has claimed for itself the title "birthplace of the hero," an assertion that may or may not be true. However, no one can deny the fact that today Paragon City is home to more super powered heroes than any other metropolis on the planet. Why? Because not only is Paragon City the largest city in the US, it also goes out of its way to support its hero population. In Paragon City, heroes fight crime and villainy with the government's approval and to the population's applause. Here a hero can rise to the heights of fame, fortune, and power as long as he keeps his image positive and the local authorities appeased.

How did Paragon City become such a haven for super powered heroes? To answer this question, one must look back through the city's own storied and sometimes tragic history.

Founding and the 20's

NO METROPOLIS IN THE WORLD is more associated with heroes than Paragon City. What began as a quiet collection of colonial villages in the 18th century had by the time of the Civil War become a bustling port city. After the war it became a center for industry, science and commerce in America. Throughout the first quarter of the 20th century Paragon City truly rose to fulfill its name's promise. It was the height of everything a city could hope to become.

Then came disaster: the stock market crash in 1929 and the ensuing Great Depression. Decades of unbounded expansion left Paragon City particularly vulnerable to the depression's ravages. The economy collapsed, bringing social and political order crashing to the ground with it. Crime, organized and random, moved in to fill the void. The bootlegging gangs of the roaring twenties had already established themselves during Prohibition. Now the mob bosses, through bribery, intimidation, and murder, seized control of the city itself.

Paragon became a city where every cop was on the take, every politician under a mob boss' thumb, and one out of every two people was out of work. There was nowhere to turn for hope, no one to stand for the oppressed and downtrod-

den. And then came Statesman. Born Marcus Cole, he began his transformation from a poverty born child to world hero after serving in the US Army during World War I. Instead of coming home in 1918 he headed east, bent on exploring the world now that he'd had a taste of it. Where he went and what happened to him during that lost decade remains a secret to this day. What is no secret is that when his ship pulled into Paragon City port in 1931 he was much more than the young private who had shipped out to fight for freedom in Europe.

Cole claimed to have unlocked the power of his own Inner Will, an obscure explanation at best. Whatever their true origin, it was undeniable that Cole possessed something that hadn't been seen since the age of the Greek Heroes: superpowers. Cole was strong beyond human limits and impervious to fists, knives and even bullets. However he'd come by these powers, Cole now found a cause to which he could apply them: saving his beloved Paragon City from itself. The would-be hero took on the name Statesman, an identity that personified all the values and ideals that Paragon City currently lacked.

Statesman went after crime head on, going after gang bosses, corrupt politicians and other lowlifes with a vengeance. His costume allowed him to hide from police while still leave behind an indelible impression on the city's populace. In a few short months he had begun to make a difference. But his initial successes only served to unite the city's criminals against him. The tide began to turn when out of nowhere another costumed hero appeared in the city: the Dark Watcher. Soon after others appeared: The Dream Doctor, Maiden Justice, and others. Extraordinary men and women, inspired by Statesman's example, were rising to meet the challenge.

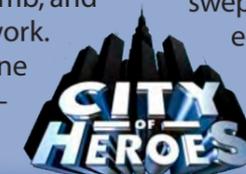
Fighting organized crime called for a team of organized heroes. Statesman, inspired by the shoulder-to-shoulder discipline showed by ancient Greek soldiers in the face of Persian tyranny, called his new team of heroes the Freedom Phalanx. Throughout the 1930's the Phalanx fought the good fight and cleaned up Paragon City. The city council and mayoral elections of 1936 swept a platform of pro-hero candidates that resulted in the passage of the Citizen Crime Fighting Act of 1937. This law made it legal for vigilantes

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to bring criminals to justice as long as they followed the same restrictions police officers use.

Thus in the space of just five years the Freedom Phalanx went from an ad hoc band of would-be heroes to a legally recognized, nationally praised crime fighting organization. The costumed hero became a part of the national psyche, larger than life figures that shone as beacons of hope in the darkness of the Great Depression. Other heroes joined the fight as well and super powered villains appeared and offered new, more dangerous threats. Paragon City itself strode in the forefront of these changes and its heroes soon transformed it from the most dangerous city in America to the pride of a nation. The age of the super powered hero had begun.

War Begins

WHILE THE 1930'S SAW THE rise of the American Hero, in Germany they saw the rise of a totalitarian regime. The Nazis presented a growing threat to freedom in Europe and eventually the entire world. Hitler and his followers had transformed Germany into a powerful military industrial state with one of the largest and most technologically advanced armies in the world. By the time World War II broke out, the United States had finally begun to look beyond its own troubles and realize that they had larger problems to deal with.

In Europe, Great Britain held on by its fingernails, protected from German invasion by its air force, dwindling navy and dedicated but small bands of heroes such as the Dawn Patrol. The Nazis had just revealed their own team of super powered soldiers called the Storm Korps, thus changing the face of modern warfare forever. In Asia, Japan had already occupied huge swaths of China and Southeast Asia and now threatened American holdings in the Philippines and even the West Coast. It seemed inevitable that the US would eventually get drawn into the war. The American military sluggishly geared up for war and, based on events in Europe, began recruiting heroes into its ranks.

It was almost too little too late. On December 7th, 1941 the US was forcefully brought into the war with simultaneous attacks on each of its potential fronts. In Hawaii the Japanese launched a massive air strike against naval forces at Pearl Harbor. In Paragon City a cadre of Nazi heroes made a similar, equally devastating attack. Paragon City's harbor was the staging ground for America's lend/lease

program whereby it transported military equipment to the beleaguered British Isles. The largest convoy ever had assembled at Paragon City, hundreds of cargo ships protected by a fleet of US Navy warships and submarines. In the space of a few hours, Nazi insurgents struck all across the harbor. Super strong soldiers ripped apart ships with their bare hands. Flight pack equipped storm troopers zipped across the water firing high-powered rocket guns into fragile hulls. Blasts of pure energy ripped through the night, leaving death and devastation in their wake.

The Freedom Phalanx roused itself to take on the Nazi attack, but by the time they organized a response the attack was nearly over. The Germans made a fighting retreat as the sea burned with flaming oil and thousands sank to watery graves. In the wake of such disaster, Congress was quick to declare war on both Axis powers. The first into the fight were those very heroes who had been burned during the raid on Paragon City. The Freedom Phalanx, its ranks swelling with new volunteers, made a harrowing journey across the Atlantic to help reinforce the Dawn Patrol in England.

Paragon City became the main recruiting ground for super powered soldiers. The US Army set up a special training facility in the city and amended the recruitment laws to allow costumed and anonymous heroes to enlist in the war effort. Heroes from across the country and throughout the Western Hemisphere came to the city and learned to not only use their powers and abilities but also how to fight as part of an army. Fighting mobsters and costumed maniacs in the streets was one thing, but fighting thousands of armed troops led by trained, super soldiers was quite another. By 1942 the first group of new recruits was formed into the 1st Hero Brigade and was ready to ship off to England.

As the 1st Hero Brigade gathered for its send off in Liberty Plaza, the ground shook with a tremendous roar and a preternatural blackness blocked out the sun. Up from beneath the city streets came Nazi Super soldiers wearing the red and black uniforms that would soon become feared up and down the Eastern seaboard: the Fifth Column had made itself known. The Nazi troops had been in hiding ever since the December 7th attacks, waiting for a chance to strike again. This time, the villains did not have so easy a time. The fighting First Brigade rose to the occasion and won the first of many epic battles against Nazi forces both at home and abroad. Beaten but not defeated,



the Fifth Column fled back into hiding, only to return time and again over the next four years. As for the 1st Hero Brigade, they shipped off to Europe to take the fight straight to the enemy.

The War Continued

AMERICA'S SUPER POWERED ELITE FORCES, the First Hero Brigade, saw their first action overseas in the deserts of North Africa. Tragically, it became immediately apparent that heroes could die in war almost as easily as normal soldiers. In the first engagement, the Hero Brigade took the German panzers head on and got the worst of it. Costume clad men and women who were used to dodging through street toughs and gangsters found that an exploding tank shell was often much tougher to dodge. Even the more powerful heroes, those capable of taking on a tank or two on their own, found that three or four panzers often proved too many. Scores died in those early battles, but the Hero Brigade's leaders learned much from those costly mistakes.

The Americans decided that heroes could better serve the cause by performing special operations and surgical strikes rather than working in large, military style units. The First Hero Brigade separated into dozens of small strike teams and spread out across North Africa. Among the most successful of these new teams was a group that called itself the Sand Kings. Made up entirely of heroes from Paragon City, the Sand Kings were street level heroes headed by the mysterious Dream Doctor. With the help of the Doctor's mind control and illusion powers they became the new model for how heroes could be most effective in the war.

The Sand Kings lived and fought behind enemy lines, operating totally free from the normal chain of command. They specialized in sabotaging Axis equipment and kidnapping high-ranking Nazi soldiers. Allied watchmen would routinely stumble across sedated and bound German officers, delivered like Christmas presents to American intelligence. The Sand Kings caused so much disruption and chaos that the German High Command was forced to divert much of its own super powered resources to the North African front, providing relief for the besieged Britain.

In the British Isles things were desperate. The Dawn Patrol had originally opposed war with Germany and was still reeling from the public relations backlash that came with the war's outbreak.

They fought bravely alongside the RAF during the Battle of Britain and escorted Royal Navy and American convoys across the Atlantic, taking terrible losses in the process. However, they found their greatest challenge in fighting off the Storm Korps, Germany's elite super soldier cadre. After the fall of France, The Storm Korps began a prolonged series of raids into the British Isles. Their super powers allowed them to cause tremendous damage, much more than normal Special Forces operations could ever hope to accomplish.

The most daring Storm Korps raid came within a hair's breadth of striking a tremendous blow against British morale. Three Storm Korps super soldiers, led by the nefarious Eisensturm, managed to breach Buckingham Palace's defenses and kidnap his royal highness the King of England. Alistair Sutton, leader of the Dawn Patrol, chased the kidnappers down and fought Eisensturm to a standstill in the Scottish Highlands. He bought enough time for the rest of the Dawn Patrol to arrive and help rescue the captured monarch from the hands of fascist villainy. It was shortly after this that American victories in Africa drew off much of the Storm Korps' resources and many credit Sutton's victory over Eisensturm as the turning point of the war for Great Britain and the Dawn Patrol.

On the Asian front, the fire wielding Captain Volcano led America's heroes in their drive across the Pacific. Japan had unleashed its own super powered strike force, the Imperial Wind shortly after Pearl Harbor. The Wind sat atop the Japanese military as the best and brightest the empire had to offer. In the otherwise regimented army culture, the members of the Wind each maintained his own individual flair and personality, many of them ruling over occupied territories in the Philippines and China like medieval lords. Much like the western heroes, they operated according to their own plans and desires and were universally formidable foes. The deadliest of all was of course the Wind's leader: The Lord of Frosts, who commanded the Imperial Wind in the south pacific and had his sights set firmly on the American West Coast.

The island hopping battles in the Pacific theater had a very different character from the massive land engagements tearing across Europe. This was nowhere more true than in the battle between opposing super powered soldiers. The bitter war between the Imperial Wind and America's heroes quickly became very personal. Captain Volcano and The Lord of Frosts clashed again and again and each became utterly obsessed with defeating the other. The



maelstrom of their enmity drew in the rest of the heroes from both sides, effectively creating a separate war from the main conflict that raged around them. While Navy fighter planes and carriers fought at Midway and US marines stormed Iwo Jima, the super powered rivals fought epic but strategically pointless battles over desert islands and empty expanses of ocean.

Back in Europe, the Allies were massing in Britain for D-Day. When invasion came, the Freedom Phalanx and Dawn Patrol were part of the first wave to enter France. Many dropped in the night before with the airborne troops, providing protection against Storm Korps jet pack troops. Both sides took horrendous casualties in those first bloody hours, with the super powered soldiers on both sides fighting in the vanguard. Late on the first day the Storm Korps launched a massive counteroffensive in an effort to drive the Allies back into the English Channel. Fought largely in the air above Normandy's beaches, this was one of the most spectacular hero battles of the war. Statesman himself was in the forefront, powering through hundreds of enemy super soldiers. The Allies repulsed the counterattack and the armies pushed on into France. Victory did not come without a terrible cost. Scores of heroes lost their lives and Statesman suffered critical wounds that left him crippled for the rest of the war.

During the following year of savage and costly battles across Europe, heroes served much as they had in North Africa: as aides and adjuncts to the main job being done by the soldiers. The Storm Korps took too long to recover from the blow they'd been dealt on D-Day. By the time the dread Nazi hero legion had reformed the war was all but over. The Storm Korps retreated to its secret Black Forest fastness, hoping to negotiate their freedom and escape to South America. The surviving members of the First Hero Brigade would have none of that. Although too injured to fight, Statesman planned the final assault against the Storm Korps stronghold. Hitler had shot himself the night before, but for the First Hero Brigade, there was one last battle.

The Battle of the Black Forest was a dirty, nasty, brutal conflict, fought over five days and almost entirely within the sprawling underground labyrinth the Storm Korps called home. The remaining super powered Nazis had holed up behind reinforced steel doors, maniacal deathtraps, and cunningly designed fortifications. Each fought to the last breath as the Allied heroes dug them out of the ground with pure force and tenacity. In

the final showdown the last few Storm Korps members suffered their final humiliating defeat by being captured alive. They later stood trial at Nuremberg and all five were found guilty of war crimes. Their trial was a legal landmark of sorts, in which the world court agreed that super powered individuals must be held to a higher standard of behavior than normal soldiers.

The last act of the war should have been the dropping of two atomic bombs on Japan, and for most of the world this was the end. Not however, for the Lord of Frosts and Captain Volcano. The surviving members of the Imperial Wind refused to accept Japan's surrender and continued to fight on for several more months. Captain Volcano and company kept after the rogue Japanese super men and fought a series of battles across the South Pacific. The years of dueling between the two finally came to a tragic end in the far off island of New Ireland. There the Lord of Frosts finally overcame Captain Volcano, killing the American hero and snatching some small personal victory out of the jaws of his nation and empire's defeat. The US mourned their hero's passing and a worldwide manhunt for the missing Lord of Frosts was launched. Unfortunately the villain escaped when the United States suddenly had much more serious matters to worry about: Washington DC was under attack.

Post War: Rise of the Super Villains

JUST AS VICTORY OVER THE axis powers seemed assured, disaster struck at home. While heroes on the home front bravely fought against the nearly defeated Fifth Column, another, more terrifying threat was sinking its tendrils into the American Dream. The super villain known as Nemesis, not seen since the last days of World War I, had been hiding in the United States for decades, planning his next move. Thanks to years of patient plotting, Nemesis now secretly controlled much of America's arms and war material manufacturing capability. Through his agents and minions he had access to not only the latest military equipment, but also to vast sums of money that he used to build his own secret army. While America slept off its hangover after celebrating VE Day, Nemesis played his hand.

In the predawn hours, the Prussian Prince of Automotons assembled his silent horde of fanatic robotic followers within striking distance of Washington DC. As the sun rose over the

Capitol Dome it brought flights of jet powered strike bots, the arcs of rocket-rifle fire, and devastating atom ray blasts. Nemesis and his clockwork troops quickly overran military and super powered protectors alike, and President Truman only escaped thanks to a well-placed hero with teleportation powers. Nemesis now held most of Congress and the entire Supreme Court hostage. He staged an elaborate ceremony on the Capitol steps, and forced the Chief Justice to swear him in as Emperor of the Americas.

Heroes came flooding back from across the Atlantic to face this unanticipated threat. By the time the first heroes arrived, led by Statesman and the Freedom Phalanx, they found the situation even more dire than they could have imagined. Nemesis had hidden nerve gas bombs throughout the twenty largest cities in America. With the touch of a button he released the deadly toxin, ensuring a painful death to tens of millions if they did not receive the antidote within 24 hours.

What followed was the most desperate hour America's heroes had ever known. World famous champions of freedom fought deadly robots and atomic armored shock troops in the streets of our nation's capital. Finally, the heroes faced down the evil genius himself on the steps of the Capital building. Nemesis was ready for them, unleashing his atom-ray upon the assemblage, instantly killing dozens of heroes. However, in the chaos, Sister Psyche managed to use her telepathic powers to pick the location of the antidote from Nemesis' mind. The rest of the heroes fell back before the metal clad monster's onslaught.

Wounded but still mobile, Sister Psyche escaped the scene of the carnage and got word out to the Army. Within hours Dr. Mnemonic had synthesized an airborne version, and the air force and flying heroes were spreading it across the infected cities. Nemesis' poison was neutralized and Washington surrounded. Hundreds of heroes converged on the capitol and joined together for a second march on Washington. They fought through the remainder of Nemesis' forces and thought they had defeated the evil genius himself, only to find that all they had captured was a robot duplicate. Nemesis had escaped once again.

Although Nemesis lost, he had done great damage and, more significantly, ushered in a new era for super powered heroes the world over and in Paragon City particularly. With the defeat of the Axis powers, the disappearance of the Fifth Column, and the crippling blows organized crime had received before the war, Paragon City had

suddenly become a remarkably safe place to live. But villainy abhors a vacuum, and Nemesis had shown the way. A single individual with extraordinary powers, evil ambitions, and enough loyal minions could challenge a whole nation. Yes, Nemesis had failed, but there were more than a few willing to step up to the plate and show him where he'd gone wrong. The age of the super villain had begun.

Many of the super villains that arose during the late forties and early fifties were actually veteran heroes who had fallen on hard times. While lauded across the land as heroes, for some the pride of patriotism was not reward enough. They had come to see themselves not as protectors of the common man, but as superior beings. And as superior beings these greedy souls felt the world owed them more than anyone else. In fact, they felt it owed them whatever they could take for themselves, by whatever means they chose.

Although these new super villains made their presence felt across the country, Paragon City became the center of their activities. As the richest, largest city in the nation and home to so many super powered veterans, Paragon proved the perfect breeding ground for evil. With no mafia to compete against them, the super powered criminals found plenty of room for success in their nefarious agendas. Among the many villains who reared their ugly heads in this era were: the gun toting Calamity Jane, the deadly Mesoamerican villain The Feathered Serpent, the wily Huckster, the mysterious Jade Maiden, the deadly Rakhasha, and the mercenary team known only as The Horde. Their activities ranged from simple armed robbery and theft to murder, mayhem, and the occasional attempt at world domination.

In the end, none of these villains or evil groups came close to posing the threat Nemesis did. For many it was simply a lack of deadly and evil intellect, but for most the biggest hurdle was the increasingly active hero community in Paragon City. The police could do little against these high-powered crooks, but the city's heroes were more than happy to step up to the plate. In 1952 the city decided to expand upon the groundbreaking Citizen Crime Fighting Act, expanding it to include officially licensed hero organizations that could in turn deputize their members. In 1953 the Freedom Phalanx became the first group to take advantage of this new law, and the Dawn Patrol and the mysterious Midnight Squad quickly followed suit.



Thus, despite the rising tide of super powered villainy in the city, the brave and selfless efforts of Paragon City's heroes managed to stay the flood and keep the city a relatively safe place to live (and certainly always an interesting place to live). However, even as things at home began to settle into a predictable if super powered routine, trouble abroad was growing. Since almost immediately after the war, the United States and the Soviet Union and been waging an ever more vicious Cold War. Now it seemed that this arms race was to include not only nuclear weapons, but a world power's other most deadly weapon: super powered heroes.

The Cold War

IN THE 1950'S NATO AND the Warsaw Pact began a deadly game of international cat-and-mouse that would last for decades to come. Both sides believed fervently that the other was hell-bent on destroying their way of life, and to a certain extent they were both right. Along with nuclear posturing, third world manipulating, and rampant spying, both sides also sought to bring their super-powered assets to bear as best they could against the enemy.

It only took a few years for the U.S. government to turn from lauding its heroes as saviors of the free world to fearing them as possible villains or, even worse, communists. The Second Citizen Crime Fighting Act lent legitimacy and a certain security from persecution to those who were properly registered in Paragon City. For those heroes who refused to register, who preferred to keep their secret identities a secret, or who lived in other communities, the U.S. became a tough place to be a hero; Paragon City was no exception.

In 1956, Congress passed the Might for Right Act. This law proclaimed super-powered individuals and vigilante heroes a valuable national resource subject to draft without notice into the service of the United States government. For the next decade the CIA, FBI, and Department of Defense routinely pressed heroes into service, both at home and abroad. Most were only too happy to help, but there were undoubtedly many, many abuses of the law. Heroes with unpopular politics found themselves sent on suicide missions into Eastern Europe. Minority heroes suffered particular discrimination during this period, often being forced into secret duty for months or years at a time, with no contact with family and loved ones.

From 1956 to 1966, the vast majority of those heroes pressed into service were used to fight a covert war against the Soviet Union. While public hero organizations like the Freedom Phalanx and the Dawn Patrol carried on their seemingly never ending war against costume-clad villains, many of America's "lesser known" heroes found themselves fighting and dying behind the Iron Curtain or in the jungles of South America and Southeast Asia. These battles, waged with ferocity by each side, did little more than maintain the status quo, often at the expense of local populations and governments.

As constitutionally dubious as these policies were, the U.S. did not base its actions solely on paranoia. The Soviet Union had engaged in its own, even more abusive program for amassing super-powered spies and operatives. Through a series of often deadly and deforming medical experiments, the Soviets managed to assemble its own elite cadre of heroes. They fought on the front line of this cold war, going toe-to-toe with U.S. heroes in a hidden war that the public scarcely knew was being fought. Occasionally, a super-powered melee would boil over into the public eye, but for the most part the victories and deaths went unnoticed.

The Might for Right Act finally met its demise in 1967 when a case brought to trial by three African-American superheroes went before the Supreme Court. The high court ruled the law entirely unconstitutional and ordered the immediate cessation of all Might For Right draftee operations. In reality, it took close to three years for the last draftee to be freed from duty, as many were deeply entrenched in covert operations that the government was reluctant to close in a timely manner.

By the 1970's, the cold war had reached a fevered pitch. Both sides had long considered skirmishes between their secret super soldiers to be outside the normal channels and not necessarily cause for an international incident. Public hero organizations like the Freedom Phalanx or the Soviet Defenders of the Motherland were a different story. These groups operated in the world spotlight, and anything they did was bound to draw media attention and political fallout.

This was proven disastrously true in 1976 when the world nearly stepped over the brink into total nuclear annihilation. A U.S. spy plane flying over the Soviet Union was brought down by one of the Defenders of the Motherland's flying heroes. The crew survived and managed to send a dis-

stress signal. The plane had been carrying one of the Air Force's few active super-powered soldiers, a code breaker and psionist named Captain Gerald Mynor. Captain Mynor had used his psionic blasts to disable the Soviet hero, but that only bought him and his crew a few hours of safety before the rest of the Russian heroes arrived on the scene.

With only moments to act, the U.S. Air Force asked for and received the help of Statesman, the leader of the Freedom Phalanx. Statesman used Freedom Phalanx technology to teleport into the USSR and find the crew before the Soviet heroes could. He ended up in a skirmish with a squad of Russian super-soldiers, wounding several of them before escaping through the air with the Air Force personnel and Mynor in tow. The general in command, enraged that the normally untouchable Statesman was escaping his grasp after embarrassing the Defenders of the Motherland, took drastic action. He launched a tactical nuclear missile at Statesman as he fled across the border.

The weapon detonated on target, which was unfortunately somewhere over Finland. Mynor and the rest of the crew died instantly and Statesman himself scarcely survived. NATO responded to the attack by putting their nuclear forces on full alert and preparing a counter strike. The Soviets in turn put their nukes on standby. The United States then "upped the ante" by preparing to launch a space based anti-missile system designed and manned by super-human scientists and soldiers. Soviet clairvoyants uncovered the proposed launch and the Russians realized they would soon have no chance—they launched a limited nuclear strike aimed at taking out the satellite before it launched and became operational.

Seeing more clearly than either government what was about to happen, the Earth's premiere heroes took it upon themselves to stop the madness. Organized by members of the Dawn Patrol and Freedom Phalanx, a group of two-dozen international heroes sprang into action. They neutralized both the American space launch and the Soviet missiles before either could fully deploy, and sent the world a message: they would not tolerate such behavior. Hero One (Great Britain's foremost hero and predecessor to the Vanguard's Hero1) stepped into the limelight to negotiate a peaceful solution to the crisis.

While the governments involved were quite resentful towards the heroes, the world at large came to adore them—as far as the public was concerned, they truly were the saviors

of the world. This marked the beginning of the break in close cooperation between governments and hero organizations that had characterized much of the post-war period. The many events of the cold war had shown heroes that they often worked better outside of government policies and politics. They began to see themselves as a kind of fifth estate, standing as guardians not only of the world's safety and physical well being, but also of the rights of humanity as a whole.

Other Worlds Discovered

AT THE END OF THE 1970's, much of the US—Paragon City included—found itself mired in a deep economic recession. Crime rates began to rise as poverty and lack of opportunity gripped the less fortunate strata of American society. The use and abuse of illicit drugs had long been a problem for all levels of society, but as the new decade dawned, the growing levels of addiction and drug-related crime in poverty-stricken regions became a focus of national attention.

As they had before with any number of other crime waves, Paragon City's heroes set about trying to make a difference in the War on Drugs. Unlike on so many other occasions, they had much less than total success. The Paragon City hero organization, The Regulators, led the initial charge. Led by the flamboyant and ever-popular Michael White (AKA the Back Alley Brawler), the Regulators had been doing their best to fight street crime in Paragon City since the early seventies. With the new drug epidemic and rising poverty rates, the Regulators went into heavy recruiting mode and tried to swarm Paragon City's streets with costume-clad heroes.

The city saw a number of epic clashes between the Regulators and various street gangs and drug cartels. A former police officer, White worked closely with Paragon City law enforcement to make sure that every criminal he and the Regulators brought to justice would see conviction in a court of law. Of course it didn't always work out that way, but more often than not, Regulator captives (and there were a lot of them) did their time in prison. Unfortunately, it didn't seem to be making much of a difference. Certainly crime rates went down, but the drugs continued to make their way onto the streets and into the hands of anyone who wanted them.



Unable or unwilling to try and stem the demand for drugs, the Regulators teamed up with the Dawn Patrol to go after the drugs at their sources. They launched a series of controversial attacks in South America and Central Asia, burning coca and poppy fields to the ground. These assaults, while popular in the US, were not very well received abroad, with over a dozen nations forbidding members of both hero organizations from ever setting foot or flying over their sovereign territory again.

Unfortunately, there was little lasting effect from these bold assaults. The dramatic, albeit temporary, decline in imported narcotics merely left a void that a cartel of chemical engineers rushed to fill. With cocaine and heroin in short supply, the streets soon found themselves awash in a new, laboratory made drug: Superadine, or Supes as it became known on the street. Supes was eventually shown to be a modified version of soldier enhancement formulas developed by the US Army during World War II. When injected, it gives a sense of profound confidence and euphoria along with increased endurance and strength. Beyond these seeming benefits, it is also a mild hallucinogen and powerfully addictive. It was no great surprise that Supes made its first appearance in Paragon City.

Throughout the mid-eighties, Supes became a more and more popular drug, and despite the Regulators' best efforts, it continued to proliferate in the streets of Paragon City. There seemed to be no obvious, organized force behind the drug's distribution. Dealers were simply waking up and finding stashes of the serum in their homes. With no distribution and money trail to follow, it was impossible to get to the source of the problem. Paragon City became a very dark, gritty place to live. Despite the growing strength of the national economy, crime (both street and super villain) continued to rise.

Instead of rising above it, many heroes sunk into a kind of depression, resorting to many of the same techniques and attitudes as the criminals they hunted. The city's heroes became parodies of themselves: men and women in bright costumes who did very dark things indeed. Brutal beatings, the threatening of innocents, and even torture and murder became all too common. While the city's luminaries managed to, for the most part, stay above such base temptations, for much of the city's vigilante population, these were sad times. The attitude that "the ends justify the means," became all too common.

It took a totally unexpected and even bizarre threat to reunite the city's heroes with their morals, a threat that, oddly enough, grew out of the Regulators' continued quest to find the mysterious force responsible for distributing Supes. Thanks to the mystical masters of the Midnight Squad, The Back Alley Brawler was finally able to track the drug back to its source, a secret laboratory beneath a skyscraper in downtown Paragon City. The Brawler burst in upon them, his famous fists flying about him like a whirlwind. When the dust cleared, he had a moment to catch his breath and figure out just what it was he'd captured.

The facility turned out to be much more than a mere drug lab. It was a modern, high-tech, research facility. Not only were they manufacturing and distributing the drug, but they were also monitoring its effects on addicts. As this was a little out of his area of expertise, the Brawler placed a call to the Freedom Phalanx for some technical support. The scientists took the facility apart, freed the captive addicts and made some truly startling discoveries. The mysterious scientists, who resisted all attempts at interrogation, were not concerned so much with addicting America's youth as they were interested in seeing what effect their mind and body altering concoctions had upon the subjects.

The nefarious researchers had learned that, in less than 1% of those addicted to Supes, the human brain undergoes a radical alteration. The result is the creation of a new kind of sense—the ability to see, and even travel to other dimensions. This amazing psychic feat had long been theorized, as had the existence of alternate realities. The researchers had proven the theories true. Although the process drove the addicts quite mad, it also showed them whole other worlds; worlds similar, but yet different than our own. The Freedom Phalanx was unsure what to do with this research. The findings promised extraordinary new discoveries for the scientific world, but the data had been accrued in the foulest, most amoral manner imaginable.

Statesman decided that humanity should not—could not—profit from suffering of this sort. Should word of the radical research -- and the horrific means through which it was achieved become public knowledge, it would only encourage other madmen to follow suit. Statesman and the Back Alley Brawler agreed to take the secret to their graves and all the Freedom

Phalanx technicians were likewise sworn to secrecy as well. But the funny thing about science is that, just because you want to unlearn something, doesn't mean you can. The metaphorical

cat was out of the bag. Other dimensions existed and it was possible to see, maybe even travel, into them. Human curiosity could not be contained.

One of the technicians involved in the Freedom Phalanx's investigation was Dr. Brian Webb. A young, brilliant physicist who had helped perfect the Cosmic Crown that gives The Comet Queen her powers, Webb strongly disagreed with Statesman's decision and soon thereafter resigned his post at the Freedom Phalanx and went into business for himself. He sold his teleportation device patents in exchange for the venture capital needed to start his new research and development company: Portal Corp.

Blessed with an eidetic memory, Dr. Webb knew everything the Supes researchers had learned about peering into other dimensions. As much as he abhorred their methods for moral reasons, he also eschewed their research methodology as being impractical and unscientific. Dr. Webb correctly reasoned that the ability to pierce the dimension barrier was not unique to the chemically modified brains of Supes addicts. Rather, the addicts just happened to be tapping into some greater cosmic law. Dr. Webb set out to discover the science behind that law.

Four years later, in 1988, he did just that. Webb created an inter-dimensional portal that allowed him—or anyone for that matter—to simply walk from one world to another. He announced his discovery to the world at large the very next day, calling a press conference that resulted in global media frenzy. Webb actually took a group of reporters and cameramen from every major media outlet through a portal and into a dimension where Paragon City had never existed and the Europeans had yet to discover the Americas. They returned to Paragon City, stunned and amazed. Webb then presented them with a videotape collection containing proof of his visits to over fifty different parallel dimensions in the past day alone. He described worlds that were nearly identical but for small details (stop signs were green) to places where history had changed dramatically (the Axis had won World War II.)

World Reaction to the announcement was something just short of panic. The implications for such a discovery shook many people to their very core. What did this mean for various religious doctrines? Where were these dimensions and what harm could they do to us? If we could go to these dimensions, what was to stop some their residents from coming to our world? As it turned out, it was this last

question that would have serious worldwide repercussions for many years to come.

Statesman expressed profound regret that Dr. Webb had used the Supes research despite his desires. Nevertheless, Paragon City's greatest hero and his comrades could not help but be intrigued by the Portal Corp's new technology. Knowing how important first contact with other worlds can be, the Freedom Phalanx began sending its members along with Dr. Webb and his explorations. They wanted to make sure nothing dangerous followed the good doctor back. Unfortunately, they failed in this duty. While exploring a world where America had lost to Nazi Germany, the team ran afoul of that parallel Earth's greatest hero: The Reichsman.

The Reichsman, an alternate version of our world's Statesman, led the Amerika Korps, an elite super powered hero organization that helped preserve Nazi rule over the former United States. Intrigued by these other-worldly interlopers, The Reichsman captured Dr. Webb and his explorers, tortured them to death, and ended up extracting a great deal of data about Webb's home dimension. Data is all well and good, but the Reichsman decided he wanted to see for himself, and so he led Amerika Korps through the portal and back to Paragon City.

It didn't take long for the super-powered fascists to earn the attention of the Freedom Phalanx. Queen Comet, a prominent member of the Phalanx and friend of Dr. Webb, saw the alternate Statesman come through and, having been briefed by Portal Corp about the world Webb and his escorts were exploring, she quickly called for back-up and bravely fought off the invaders until helped arrived. Although seriously wounded, she managed to hold on until Statesman and the rest of the Phalanx arrived.

The ensuing battle raged through the Portal Corp laboratories and spilled out into the city streets. The Reichsman was every bit the equal of his all-American counterpart, and the two nearly beat each other into the ground. Fortunately, the rest of the Amerika Korps did not measure up to the Freedom Phalanx (apparently in his world the Reichsman did not take kindly to potential rivals, and thus their training had been somewhat lax.) With his henchmen defeated, it was only a matter of time before the evil Statesman fell. To this day he remains frozen in suspended animation within the Freedom Phalanx's main headquarters.



Portal Corp was destroyed in the battle, but investors retained the rights to its technologies and had plans to continue the research. However, Dr. Webb's wife sued the shareholders and tied the entire estate up in court until 1998, when the company opened up under new management and with new funding. Although no contact has been made with the Axis America alternate reality since then, the Rikti Invasion certainly proved that the world had not seen the last extra-dimensional visitors.

Globalism and the 90's

THE FALL OF THE WARSAW Pact profoundly changed the global balance of power; changes to which the world's super-powered heroes were by no means immune. For all the time spent fighting super villains, battling invaders from other dimensions, and foiling mad schemes, a super-powered arms race had raged on throughout the Cold War. As the Soviet Union and its satellite allies in Eastern Europe split apart into sovereign, independent political entities, the allegiances of their heroes split apart as well. The Soviet Bloc utilized a highly regimented and controlled system of finding, registering, and controlling super-powered heroes. Now, as the 1990's dawned, thousands of such heroes found themselves free to pretty much do as they pleased.

Many heroes remained patriots and worked to fight the corruption and organized crime that quickly took root in the stripling democracies of Eastern Europe. It took less than a year for a band of discontent former Soviet heroes to become a powerful mafia force with significant influence over much of the region's oil supply. Fortunately, most former State-Sponsored Heroes lived up to their title and continued on as freelance heroes, fighting for justice and helping preserve the safety of Russia's people as best they could. In 1993, the first independent Russian Hero Organization, Valiant Defenders of the Motherland, set up operations in Moscow. Statesman himself had given his advice and aid to the new group and was on hand at the ribbon-cutting ceremony (which was only slightly marred by an attempted attack by an equally fledgling villainous cabal that didn't manage to survive the afternoon when faced with the combined might of Russia's greatest heroes.)

The immediate and public success of the Valiant Defenders showed that the Paragon

City-born model for organizing heroes could work well in other parts of the world. Interestingly, it was not the heroes themselves who first made the leap of logic, but rather an enterprising woman named Rebecca Foss. The London born executive had made her fortune and earned her fame buying and selling commercial real estate. By 1992 she was one of the forty richest women in Great Britain. Stellar success aside, this was still a relatively humble beginning for the woman who is today recognized as the manager and chief business advocate for several thousand of the world's most powerful super beings.

Foss happened to be in Moscow on business when the Valiant Defenders had their public grand opening. She immediately saw not only the potential for good the group could accomplish in a chaotic country like Russia, but also the tremendous profits that could be made along the way. Already street vendors were selling Valiant Defenders T-shirts. Valiant Defenders memorabilia (as well as home videos of their first public battle) ended up selling to news organizations around the world for hundreds of thousands of dollars each. Foss saw huge potential for franchising such hero organizations around the world, especially in developing markets where the local government did not have the resources or know-how to establish effective super-powered organizations on their own.

Foss returned home and immediately began putting together the business plan for what became Hero Corps. She and her sales force shopped the plan around to heroes first, looking for a notable spokesperson around whom they could forge a corporate identity and media campaign. While literally thousands applied for the job, Foss knew she had found the right man for the job as soon as he walked through the door: Kit Rafter, AKA, Luminary. Possessing the ability to project, bend, and control light, Luminary had served for a time with both the Dawn Patrol and the Freedom Phalanx and had garnered international attention when he saved a cruise ship from certain doom at the hands of the evil Torrent and his watery minions. Luminary had recently resigned from the Freedom Phalanx in order to move from Paragon City to Paris with his wife Jeanette Vesey, a world famous actress/model (indeed, it was their honeymoon that Torrent had so maliciously interrupted.) Already a

little bored with the low risk life of a married man, he jumped at the opportunity to become Hero Corps' new worldwide spokesperson.



In 1995, Foss and Luminary joined hands and cut the ribbon on the world's very first Hero Corps (HC) franchise, located in Mexico City. This first Corps team consisted entirely of home grown, Mexican heroes, although they received most of their training at the Hero Corps Training Campus in Provence under Luminary's watchful eye. The HC Mexico City proved a resounding success, and later that year three more franchises opened up in Rio, Jakarta, and Johannesburg. In each case, the HC always employed local heroes who operated under the guidance of corporate executives.

In every area where Hero Corps set up shop, crime decreased dramatically. Most city's paid for this wonderful service through bond measures and special taxes -- a fact the drew the ire of many who took a dim view of public money paying what they considered outrageous fees to a private multinational corporation. One puzzling side effect that Hero Corps public relations has tried to downplay is that, while crime rates drop in most cases, each city has actually seen an increase in super-powered crime. It's almost as if opening a Hero Corps franchise attracts costumed villains. Conspiracy theorists claim that the Hero Corps itself creates these super powered crises in order to justify their high fees. While there is no proof for such accusations, many cannot help but wonder if there might be some truth to them.

With over thirty franchises spanning the globe by 1998, Hero Corps tried to open its first U.S. based franchise in Paragon City. This seemed a strange choice, and many stockholders and financial analysts questioned the wisdom of the move. Luminary made a three-week publicity tour through the city, touting all the benefits Hero Corps had to offer. His efforts were politely but firmly rebuffed by the existing Hero Organizations, particularly the Freedom Phalanx and the Dawn Patrol. They both assured the city that all of its needs would be seen to, and that they need not pay high costs. Hero Corps rejoined that, should the city sign up with their services, they might pay a premium price, but in return, rather than relying on the whims of independent vigilantes, the city would have a super-powered organization that was answerable directly to the city government.

The debate grew quite acrimonious, and much was made of The Freedom Phalanx's decision to declare itself outside the politics and laws of any one nation. Many wondered just how committed to the local problems such groups could

be. Advocates for the city's existing heroes countered with accusations that Hero Corps seemed to cause more trouble than it solved and that the city's safety should not be sold to the lowest bidder. Luminary replied that Hero Corps was actually the highest bidder and that surely the existing heroes wouldn't mind if they had a little more help around the city while they were off saving the entire world.

In 1999, Hero Corps bought property and began building a facility in Paragon City, despite public resistance. The construction process suffered delay after delay due to protests, sabotage, and periodic attacks by previously unknown super-powered criminals. When the building was mere days from completion, a mysterious gang of power armor-clad soldiers descended on the construction site, overwhelmed the security and literally leveled the structure to the ground. This disastrous attack polarized the city, with many seeing Hero Corps as a magnet for danger and controversy and others saying that the city's existing heroes were afraid of competition. Hero Corps was prepared to pull out of the city after this, having spent five times their budget already.

Then Crey Industries made an offer to subsidize the new Hero Corps facility. The Countess Crey made several public appearances lauding the corporation's work over seas and stating that she had high expectations for HC Paragon City. Everything seemed set for another attempt at building the facility when the city zoning board revoked Hero Corps construction permits. A series of legal maneuverings proved costly but ineffective for Hero Corps, as every political door suddenly seemed closed. The Countess Crey told anyone who would listen that the Freedom Phalanx, and Statesman in particular, were using their influence to block Hero Corps' efforts. Ultimately, Hero Corps had to withdraw from the city after all, but the whole process left a bad taste in the mouths of many Paragon City residents.

Hero Corps did not have the worldwide monopoly on organizing and hiring out the abilities of super-powered beings. Unfortunately, not everyone felt the need to make profit from doing good. Several other hero groups had no qualms about making money any way they could. After all, one super-powered soldier can be as effective as a hundred regular men, but usually costs much less to maintain. That doesn't mean he should charge any less than a hundred mercenaries would demand for their services, it just means that his profit margins are



higher. It doesn't take a financial genius to figure this equation out, and by the mid 90's, super-powered mercenary companies were active all over the world.

These super mercs, as they became known, operated in places and ways that no self-respecting hero would ever dream of. The Britain-based Directed Outcomes super mercs worked guarding diamond mines in East Africa, making the mines safe for near slave labor practices to go on uninterrupted while civil war raged all around. The Cayman Islands-based Mega Corps spent much of its time tracking down and terrorizing anti-globalization activists and other thorns in the side of multi-national corporations. The American-based Free Company fights mostly to protect oil wells and pipelines from any threat, whether terrorist attacks or attempts at unionization.

Most of these groups flirted with breaking or surreptitiously broke laws, but they did so under the cover of corporate PR firms and the tacit consent of world governments. Certainly the premiere Hero Organizations seldom came to blows with them unless they perpetrated some particularly egregious sin. In all fairness, groups like the Freedom Phalanx had more pressing concerns, whether it was delivering food and halting genocide in West Africa or preventing war crimes and ethnic cleansing in the Balkans. The 1990's were a busy time for even the most socially conscious defenders of freedom. Some super merc groups did cross the line. Several signed on to serve not just shady corporations, but admittedly illegal paymasters like drug cartels and terrorist groups.

In 2000, in response to these blatantly illegal and dangerous super merc outfits, the United Nations decided to form the Special Council on Super Human Activities to monitor and police situations around the world involving super-human threats and non-governmental super-villains and organizations. The Special Council had no enforcement arm, but rather acted as a mediator for disseminating information and investigating complaints. The council would then pass this information on to local authorities or the UN Security Council, as they saw fit. Ironically, the biggest beneficiary of the Special Council's efforts has been Hero Corps, who lobbied hard for the council's creation. With over 100 franchises world wide in 2001, Hero Corps is the group most often called upon to act on the Special Council's recommendations. While many of the older, established, pro-bono hero organizations resent this fact, there is little they can do until they come up with a plan

to offer the same depth and breadth of service that Ms. Foss' multi-national corporation has to offer.

Alien Invasion

IT HAD BEEN MORE THAN a decade since the Portal Corp was destroyed and much of the world had all but forgotten about possible threats from other dimensions. On May 23rd, 2002, they had a rather rude reminder. On that date, at approximately 4:30 PM Eastern Standard Time (U.S.), thousands upon thousands of red lights began to appear in Paragon City. The lights took the form of perfect, flat circles, ranging in diameter from 9 feet to 100 yards. One reporter in a traffic helicopter likened them to "windows into the flaming heart of hell" before he and his vehicle disappeared forever, presumably swallowed up when another "window" opened on top of them. No one was yet quite sure what they were looking at, but it was obvious that they were dangerous—anything the red lights touched they seemed to devour.

Of course the city's heroes came out in force to investigate. The Freedom Phalanx, the Dawn Patrol, and Hero Corps all sent teams out into the city to prepare for whatever came next. The Midnight Squad's most powerful magicians and knowledgeable mystics tried to determine whether or not the lights had a magical origin. The discs of light kept appearing and were soon all over the city, from huge discs high above the skyline to smaller ones at street level and even inside buildings. The population quickly panicked and clogged the exit routes, trying to flee whatever disaster was about to beset them. Soon reports came in from other cities and countries. The lights had popped up in 27 other places around the world, all of them major population centers.

The Freedom Phalanx made the determination, with the help of a former Portal Corp researcher, that the lights represented some kind of dimensional portal. Where they led no one could be sure. Long standing Freedom Phalanx member and renowned interstellar explorer, Star Strider, volunteered to pass through one of the portals and see what was there. Veiling himself in his invulnerable force field, he entered one of the larger portals and was never seen or heard from again. Similar experiments in other parts of the world had the same tragic results.

As night fell, at approximately 7:30 Eastern Standard Time, the true purpose of these disks became clear. Simultaneously across

the entire globe alien invaders began pouring out of the portals—tens of thousands of them. Most were infantry, wearing some sort of powered armor and wielding energy weapons. Others wore flight packs and dove down from the skies beside hordes of small, spherical attack drones. The largest portals produced huge assault craft, bristling with energy cannons and missile launchers. Even in places like Paragon City, where hundreds of heroes were prepared for an horrific event, the size and power of the invading force proved quickly overwhelming.

The first barrage of attacks was very precisely executed. The invaders had obviously had time to study their foes in great detail. They took out power plants, substations, phone lines, cell phone towers, radio transmitters and water lines within the first 15 minutes of the invasion. They filled the air with electronic counter measures so powerful that they jammed all radio communication, radar, and GPS signals. They also struck concentrations of military and police power, taking out armories, air force bases, and naval shipyards. In a matter of minutes they had all but disarmed the cities they chose to attack. Fortunately for Earth, they had failed miserably in one aspect of their calculations: they hadn't counted on the tremendous power Earth's heroes could bring to bear.

From the moment the first invader stepped through a portal, the heroes in Paragon City sprang into action. Statesman led the charge, quite literally, hurling his body into one of the largest attack craft. A minute later the massive flying fortress exploded from within and fell crashing to the ground. The seemingly unharmed Statesman flashed across the sky and into another ship, with similarly devastating results. It was only after the third such assault that he became aware of the tremendous collateral damage these falling behemoths were causing when they crashed to the streets below. Aware of this problem, he changed tactics, using his incredible strength to actually push the giant ships out over the river before demolishing them.

The city's other heroes fought fiercely as well, although few were as spectacular as Statesman in their methods. The city streets swarmed with armor-clad invaders fighting toe to toe with costume clad heroes. The aliens had also brought in heavily armored hover tanks that were proving to be particularly deadly until a consortium of mages from the Midnight Squad cast a spell that turned them all inside out, leaving smoking piles of junk. Unfortunately, the aliens gave as good as they got. Even

as they were congratulating themselves on their success, the magicians were engulfed in a wave of burning plasma that stripped their flesh to the bone in a fraction of a second.

And so it went across the city. The aliens outnumbered the heroes at least one hundred to one, maybe more. It was impossible to get accurate numbers as the portals had allowed them access to the entire city at once. The fighting raged on through the rest of the night. After six hours, the heroes had managed to clear the skies of the large attack craft, some of which had retreated either up into space or out over the ocean (none of the aliens ever went back through the portals). By the dawn of the 24th, Paragon City had been effectively divided into a patchwork of human and alien controlled neighborhoods, with constant combat raging at every border. Both sides began to erect walls and other static defenses to secure their territory. Many of these border defenses eventually became the walls that currently divide Paragon City into its many neighborhoods.

No more invaders ever came through the portals. It seems they had launched their entire attack force in one instant. Exactly 24 hours after the invasion began, all of the portals winked out of existence, adding one more layer of mystery to the already bizarre and terrifying war. Meanwhile, even as they fought on, the heroes were trying desperately to figure out just who these beings were and why they were attacking. They seemed to use no electronic signals for communication. Several powerful telepaths had noticed a disturbing psychic noise since the invasion started, but any attempt to read the alien minds or communicate with them failed. Whatever they were, their motives and identities remained unknown.

The world's governments reacted as best they could to the terrifyingly unexpected invasion. The aliens destroyed a good third of the world's military might in those first few hours, but, with the help of super powered heroes from every nation, the armed forces rallied and began to put up a stalwart, if seemingly doomed defense. Even the most advanced army in the world, that of the United States, was seriously outgunned by the aliens. The casualty ratios were typically 5 to 1 in favor of the invaders. Only when those with super powers fought alongside front line troops did the humans ever score any victories. The United Nations Security Council, led by Great Britain and France, formed an emergency umbrella organization to help coordinate hero



resources in the worldwide war against the invaders. Called the Vanguard, this group was comprised of some of the world's best and brightest heroes. It sprang into action immediately, and began to effect stalemates similar to the one that had been reached in Paragon City. The aliens' advances were halted, but it seemed impossible to take back the territory they had already seized.

Back in Paragon City, the effort to discover just who these aliens were was finally achieving some results. Going through the old Portal Corp files (which had been tied up in countless court battles, unseen, for decades), investigators found a record for an alternate Earth home to a race of beings known as The Rikti. Only one Portal Corps team had been sent there and the records were incomplete, although it seemed that contact with the aliens had been established. Apparently they could talk to us, they just didn't want to. The file had no indications that they were particularly war like or hostile and even suggested that a trade agreement could possibly be reached with them at some point in the future. Now the enemy had a name at least, although why they had attacked remained unclear.

The war waged on for the next six months, during which time hundreds of thousands of soldiers, civilians, and heroes died in battle. The Rikti proved a decidedly intractable foe. They had apparently been coming to Earth well before the actual invasion began in earnest, setting up hidden bases and weapons caches beneath the ground. They used short range teleportation portals to strike at unexpected times and locations. The humans were forced to fight an entirely defensive war, as the Rikti kept them scrambling to deal with one crisis after another.

It did not take long for the Rikti to figure out just how important the heroes were to humanity's defense. More and more they began to concentrate their efforts on the costume clad warriors. Any large scale meeting place or base of operations became an immediate target. In Paragon City the Rikti launched a series of all-out, simultaneous assaults on hero organization headquarters buildings. In one afternoon they destroyed buildings belonging to the Freedom Phalanx, the Midnight Squad, and the Dawn Patrol, killing scores of heroes in the process. The Rikti took their heaviest casualties during this engagement, but they must have thought it was worth it because they did the same thing again the next day. And the day after that. In one week

they lost over 10,000 soldiers, killed close to 200 heroes and utterly decimated all of Paragon City's major hero organizations.

The Freedom Phalanx was down to just Statesman and a handful of the toughest, most powerful heroes in the city. The Dawn Patrol, Midnight Squad, Regulators, and Hero Corps were in similar straits. With its decentralized command structure and international recruiting base, only the Vanguard (which included Statesman as well), remained a viable, organized fighting force. Even when the Rikti destroyed the United Nations buildings in New York and Geneva, the Vanguard kept up the fight, quickly training and organizing super powered defense teams to hold the aliens in check.

Using the files and records from Portal Corp, an exceedingly intelligent hero named Dr. Science (also the star of a famous kids science program) figured out a way to trace the energy signatures of the Rikti portals. It was clear that the aliens were continually receiving reinforcements from their home dimension, probably through additional portals that opened up in their secret underground staging areas. Dr. Science managed to isolate the largest and most active of these portals, which happened to be located deep beneath Paragon City. This was probably the least accessible location on Earth right now, lying as it did deep within Rikti territory and surrounded by thousands of the toughest alien troops.

Dr. Science devised a plan, but it was one that risked a great deal for an uncertain outcome. He had deduced that the portals required tremendous energy to operate and that the source of this energy must lie somewhere on the Rikti home world. The portals on this side were merely conduits for the main energy source. From there, reinforcements were then transmitted through local intra-dimensional portals. If a team of heroes could travel through the main conduit and destroy the energy source, the Rikti on Earth would be totally cut off from future reinforcements. This might just be enough to turn the tide of the war.

Matters were growing more desperate with each passing month, so the Vanguard, led by Hero 1 in November 2002, decided to try Dr. Science's daring plan. They assembled the best and brightest heroes in the world, leaving only skeleton crews to man the defenses. They then split into two teams, one led by Statesman, named Alpha Team, and one led by Hero 1, named Omega Team. Alpha Team was much larger, consisting of over 1000 heroes from across the globe. They launched a full

frontal assault on the Rikti main troop concentrations, drawing as many alien troops into the fray as possible. This was a dangerous ploy, and it proved costly. In the ensuing titanic battle, 800 of 1000 heroes died, along with some 50,000 Rikti soldiers.

Omega team consisted of 50 of the world's best and brightest. The humans had found that the Rikti were particularly ineffective when it came to dealing with magic based powers, so there were quite a few magicians and artifact wielding heroes on Omega Team. Using an ancient Charm of Invisibility, the team managed to slip into the Rikti main portal base unseen. They were only discovered at the last moment, in the portal chamber itself. Omega Team watched as thousands of Rikti reinforcements passed through the dimensional gateway, on the way to help in the battle against Alpha Team. They were discovered, but now it was too late. They fought their way through to the gateway—five of them fell captive to the Rikti in the process. It was one of these captives who later escaped and provided the only witness to what happened next.

Omega Team disappeared into the portal and the Rikti were thrown into a panicked frenzy. They swarmed in after the brave heroes. All was silent for about 15 minutes. Then a tremendous explosion rippled out from the open portal, tearing through the Rikti base and instantly annihilating everything within a square mile. Only one hero, the utterly invulnerable Ajax, managed to survive the blast. He had been taken captive by a Rikti stasis ray and rendered unable to follow his teammates into the portal. Now he was the sole surviving witness to their apparent victory.

News of the disaster traveled almost instantly through the Rikti ranks, and they immediately began to disengage from their massive battle with Alpha Team. The heroes, having lost 80% of their number,

were only too happy to let the Rikti slink off in defeat. It took them a little longer to get word of what had happened, but it sounded like good news. All over the world the Rikti were retreating, although certainly not in a panic. Obviously everything had just changed for them. They were no longer fighting with secure supply lines and constant reinforcements from home. In an instant they seemed to make the transition from field army to guerilla fighters. They withdrew into their secret lairs over the next few days, fighting a scorched-earth rear guard action that claimed thousands of more lives.

The war was over, or at least the first phase of it was. Both sides had been nearly shattered in the process. The Vanguard and the other great hero organizations of the world scarcely existed anymore. With the exception of Statesman and a few others, all the world's greatest heroes had died in the war. Trillions upon trillions of dollars of damage had been done to the majority of the world's most populated cities. Paragon City was the worst hit of all. Once a shining beacon of light and prosperity, now much of it lay in ruins. It didn't take long for criminals to start reasserting themselves, and new heroes were needed. It was the beginning of a desperate time that would last for decades.

Today, thanks to scavenged Rikti technology and the help of brilliant men and women like Dr. Science, rebuilding proceeds at an amazing pace. Paragon City is still a shadow of its former self, beset by criminals and the lingering Rikti threat, but it has begun to prosper once more. It is a place where new protectors are desperately needed: brave men and women willing to put their lives on the line to protect the innocent and punish the wicked. The invasion might be over, but the war persists. Now, more than ever, it is a time for heroes.



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Back in Paragon City, the effort to discover just who these aliens were was finally achieving some results. Going through the old Portal Corp files (which had been tied up in countless court battles, unseen, for decades), investigators found a record for an alternate Earth home to a race of beings known as The Rikti. Only one Portal Corps team had been sent there and the records were incomplete, although it seemed that contact with the aliens had been established. Apparently they could talk to us, they just didn't want to. The file had no indications that they were particularly war like or hostile and even suggested that a trade agreement could possibly be reached with them at some point in the future. Now the enemy had a name at least, although why they had attacked remained unclear.

The war waged on for the next six months, during which time hundreds of thousands of soldiers, civilians, and heroes died in battle. The Rikti proved a decidedly intractable foe. They had apparently been coming to Earth well before the actual invasion began in earnest, setting up hidden bases and weapons caches beneath the ground. They used short range teleportation portals to strike at unexpected times and locations. The humans were forced to fight an entirely defensive war, as the Rikti kept them scrambling to deal with one crisis after another.

It did not take long for the Rikti to figure out just how important the heroes were to humanity's defense. More and more they began to concentrate their efforts on the costume clad warriors. Any large scale meeting place or base of operations became an immediate target. In Paragon City the Rikti launched a series of all-out, simultaneous assaults on hero organization headquarters buildings. In one afternoon they destroyed buildings belonging to the Freedom Phalanx, the Midnight Squad, and the Dawn Patrol, killing scores of heroes in the process. The Rikti took their heaviest casualties during this engagement, but

they must have thought it was worth it because they did the same thing again the next day. And the day after that. In one week they lost over 10,000 soldiers, killed close to 200 heroes



and utterly decimated all of Paragon City's major hero organizations.

The Freedom Phalanx was down to just Statesman and a handful of the toughest, most powerful heroes in the city. The Dawn Patrol, Midnight Squad, Regulators, and Hero Corps were in similar straits. With its decentralized command structure and international recruiting base, only the Vanguard (which included Statesman as well), remained a viable, organized fighting force. Even when the Rikti destroyed the United Nations buildings in New York and Geneva, the Vanguard kept up the fight, quickly training and organizing super powered defense teams to hold the aliens in check.

Using the files and records from Portal Corp, an exceedingly intelligent hero named Dr. Science (also the star of a famous kids science program) figured out a way to trace the energy signatures of the Rikti portals. It was clear that the aliens were continually receiving reinforcements from their home dimension, probably through additional portals that opened up in their secret underground staging areas. Dr. Science managed to isolate the largest and most active of these portals, which happened to be located deep beneath Paragon City. This was probably the least accessible location on Earth right now, lying as it did deep within Rikti territory and surrounded by thousands of the toughest alien troops.

Dr. Science devised a plan, but it was one that risked a great deal for an uncertain outcome. He had deduced that the portals required tremendous energy to operate and that the source of this energy must lie somewhere on the Rikti home world. The portals on this side were merely conduits for the main energy source. From there, reinforcements were then transmitted through local intra-dimensional portals. If a team of heroes could travel through the main conduit and destroy the energy source, the Rikti on Earth would be totally cut off from future reinforcements. This might just be enough to turn the tide of the war.

Matters were growing more desperate with each passing month, so the Vanguard, led by Hero 1 in November 2002, decided to try Dr. Science's daring plan. They assembled the best and brightest heroes in the world, leaving only skeleton crews to man the defenses. They then split into two teams, one led by Statesman, named Alpha Team, and one led by Hero 1, named Omega Team. Alpha Team was much larger, consisting of over 1000 heroes from across the globe. They launched a full frontal assault on the Rikti main troop concentrations, draw-

ing as many alien troops into the fray as possible. This was a dangerous ploy, and it proved costly. In the ensuing titanic battle, 800 of 1000 heroes died, along with some 50,000 Rikti soldiers.

Omega team consisted of 50 of the world's best and brightest. The humans had found that the Rikti were particularly ineffective when it came to dealing with magic based powers, so there were quite a few magicians and artifact wielding heroes on Omega Team. Using an ancient Charm of Invisibility, the team managed to slip into the Rikti main portal base unseen. They were only discovered at the last moment, in the portal chamber itself. Omega Team watched as thousands of Rikti reinforcements passed through the dimensional gateway, on the way to help in the battle against Alpha Team. They were discovered, but now it was too late. They fought their way through to the gateway—five of them fell captive to the Rikti in the process. It was one of these captives who later escaped and provided the only witness to what happened next.

Omega Team disappeared into the portal and the Rikti were thrown into a panicked frenzy. They swarmed in after the brave heroes. All was silent for about 15 minutes. Then a tremendous explosion ripped out from the open portal, tearing through the Rikti base and instantly annihilating everything within a square mile. Only one hero, the utterly invulnerable Ajax, managed to survive the blast. He had been taken captive by a Rikti stasis ray and rendered unable to follow his teammates into the portal. Now he was the sole surviving witness to their apparent victory.

News of the disaster traveled almost instantly through the Rikti ranks, and they immediately began to disengage from their massive battle with Alpha Team. The heroes, having lost 80% of their number, were only too happy to let the Rikti slink off in defeat. It took them a little longer to get word of what had happened, but it sounded like good news. All over the world the Rikti were retreating, although certainly not in a panic. Obviously everything had just changed for them. They were no longer fighting with secure supply lines and constant reinforcements from home. In an instant they seemed to make the transition from field army to guerilla fighters. They withdrew into their secret lairs over the next few days, fighting a scorched-earth rear guard action that claimed thousands of more lives.

The war was over, or at least the first phase of it was. Both sides had been nearly shattered in the process. The Vanguard and the other



great hero organizations of the world scarcely existed anymore. With the exception of Statesman and a few others, all the world's greatest heroes had died in the war. Trillions upon trillions of dollars of damage had been done to the majority of the world's most populated cities. Paragon City was the worst hit of all. Once a shining beacon of light and prosperity, now much of it lay in ruins. It didn't take long for criminals to start reasserting themselves, and new heroes were needed. It was the beginning of a desperate time that would last for decades.

Today, thanks to scavenged Rikti technology and the help of brilliant men and women like Dr. Science, rebuilding proceeds at an amazing pace. Paragon City is still a shadow of its former self, beset by criminals and the lingering Rikti threat, but it has begun to prosper once more. It is a place where new protectors are desperately needed: brave men and women willing to put their lives on the line to protect the innocent and punish the wicked. The invasion might be over, but the war persists. Now, more than ever, it is a time for heroes.

Atlas Park

ATLAS PARK IS THE CITY ZONE at the heart of Paragon City. No landmark exemplifies the heroic nature of the City of Heroes more than the statue of the fallen hero, Atlas, that stands in front of City Hall. Atlas was one of the first heroes to respond to the Nazi sneak attack against Paragon City on December 7th, 1941. Almost single-handedly, Atlas kept the German attackers from gaining a foothold past Independence Port. It cost him his life, but he held his ground until the Freedom Phalanx arrived.

The statue of Atlas was dedicated by Statesman himself in a ceremony christening the heart of Atlas Park. Many heroes were inspired enough by Atlas' sacrifice to volunteer for the Freedom Phalanx's trek across the Atlantic to help reinforce the Dawn Patrol in England. To this day, Atlas Park is the safest area in Paragon City and many new heroes dedicate themselves to making sure it stays that way.

Throughout Atlas Park and the rest of Paragon City are even more statues of heroes that fell in battle while defending their beliefs. Newcomers to the City are always encouraged to look for the information plaques by these monuments to learn more about those who sacrificed themselves for the greater good.

From Atlas Park, heroes can travel South to Skyway City or North to Steel Canyon. The hazards of Perez Park are a short journey to the west, while closer at hand within Atlas Park itself, is an entrance to the trials of The Sewers. But be warned; both Perez Park and The Sewers are dangerous places for an unprepared hero.

One of Paragon City's most well-known "Contacts," Ms. Liberty, is seen frequently in Atlas Park providing information on her new venture, the Freedom Corps. Freedom Corps facilitates communication and coordination between Paragon City's new heroes.

Recently, the streets of Atlas Park have been calling themselves the Hellions. No one is so quickly in such a short time or how they



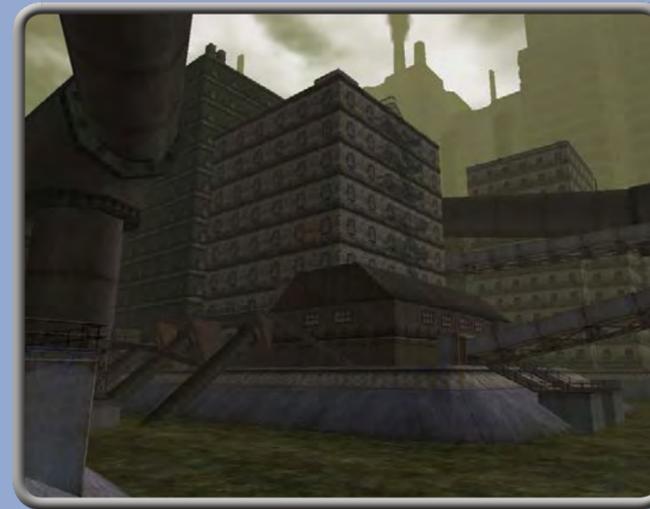
menaced by members of a new street gang certain why the gang numbers have swelled have taken over so much territory, but it is

rumored that they have some kind of alliance with one of the more powerful gangs in Paragon City. Unfortunately, no one knows who yet. One thing is for certain: the gang is just one factor dramatically increasing the workload of new heroes in Atlas Park.

Government officials in Paragon City are responding quickly to this new threat by hiring a number of new liaisons to aid heroes in identifying troubled locations within Atlas Park. These liaisons can be found in Paragon City Hall and are a vital addition to the heroic system that protects the City of Heroes.



Crey's Folly



IN THE EARLY 1900S, PARAGON City entered a period of intense industrialization. Corporations quickly accumulated land near Paragon City's profitable port and converted it into a veritable ocean of manufacturing. Warehouses, factories, and sweatshops dotted the once pleasant neighborhoods. Dark clouds billowing from myriad smoke stacks created a permanent noxious fog. Engineers quickly converted the streams and rivers into canals that swept away the constant flow of industrial waste. Paragonians nicknamed this area "Venice" for these omnipresent watercourses.

In the 1940s and 50s, increased awareness of the environment provided the impetus for change in the zone. Slowly, new technology allowed corporations to change their previous methods and cut down on the pollution in the area. While the zone would never become an area for family living, it no longer posed an imminent threat to the health of the city. Saying that one worked in "Venice" no longer carried the connotations of dismal and deadly working conditions. In fact, the area became the poster-child of the 70's environmental movement; it was used as proof that profitability could indeed go hand in hand with environmental responsibility.

This all changed with the Rikti War. The alien invaders targeted a Crey facility in the area in their initial assault. The resulting explosion created a strange element that poisoned the area. A greenish miasma now lies as a thick





mist everywhere. The once clean waters that made the area famous are now filled with brackish muck. During the war, the area was quickly abandoned; it no longer had any strategic use.

Unfortunately, various villainous elements found appeal in the ruins, moved in, and declared it their own. The Freakshow has carved out one area and created a society in its warped image. "Carnival Town" they've dubbed it; any sane person would simply call it an asylum for maniacs. Chaos, murder and worse are normal events there. But the Freakshow is not alone. Strange creatures lurk in the shadows and attack any intruder. Some intrepid heroes have described these beasts as made of rocks or plants—but no one has yet identified precisely what they are or what their intentions are. And Crey Industries, against all recommendations, has launched several teams into the area to investigate their once great lab. No word yet on their findings.



Perez Park



NOT ALL OF THE ZONES IN PARAGON CITY are equal and safely regulated. Because of the large number of villains and marked lack of heroes, certain areas are filled with hazards. Unfortunately, the beautiful Perez Park is one such place.

Nestled near the center of the city, the park borders Atlas Park to the East, and King's Row to the West. Also connected to this paradise lost is Skyway City to the South and Steel Canyon to the North.

Perez Park was once an idyllic retreat from hectic city life and home to many areas where families would picnic or simply relax in the sun. Tree-lined walkways meandered through the park and were often populated by couples taking romantic evening strolls. The Gaiman Amphitheatre showcased outdoor performances (including those by the acclaimed 'Paragon City Players'). Turner Lake provided a lovely splash of cool blue water, while the nearby Bendis Lake House was popular among the crowds for their famous burgers.

Recently, the previous tranquility of the area has been shattered. Perez Park is now infested with many different villains—all with varying agendas. Not only has the area be-



come a favored spot for the dark rituals performed by The Circle of Thorns, but Vahzilok, the Clockworks and others are often spotted there. The biggest problem the park has, however, is that it's become a hotbed of the gang wars in Paragon City.

Two groups of thugs, the Hellions and the Skulls, have focused their conflicts here. Both of these gangs are connected to more powerful organizations, but no one has been able to conclusively determine their benefactors. One thing's for certain, though; anyone caught in Perez Park at the wrong time is likely to get caught between these two vicious groups during one of their many skirmishes.

If the activities taking place in this and other Hazard Zones are allowed to continue, it won't be long before the chaos overflows into other areas of the city. Perez Park is a clear indicator that new heroes are needed now more than ever in the City of Heroes.

King's Row

IN THE EARLY DAYS OF PARAGON CITY, the area known as Kings Row was a shiny, bustling place filled with hope and promise. Factories manufacturing goods and generating power created a feeling of strong, blue-collar values. At that time, the area was called Kings Row because of one of the most productive factories to set up shop there: King Garment Works.

Unfortunately, the prosperity didn't last long. When the Depression hit Paragon City, no area was affected more. Factories shut down, many workers were laid off, and a great deal of the crime sweeping through the city was centered in the row of closed-down factories. The crime bosses who set themselves up there took on the name of the zone. They became known throughout the city as The Kings.

For a time, Kings Row became a place to avoid. It was dark, dirty, and struck fear into the hearts of upright Paragon citizens. When Statesman began his "war on crime" and formed the Freedom Phalanx, he focused a great deal of his efforts on bringing down the Kings. Eventually, the Freedom Phalanx triumphed over the Kings, but the cost was high. There was some damage to the physical area, but of greater effect was the long-term damage done to the reputation of Kings Row.

Even after the economy recovered, the stigma of Kings Row remained. The Kings are long gone but the name has remained and to this day, the area is regarded as a grimy place with a reputation for seediness.





Present day Kings Row connects North to Perez Park, East to Skyway City, and West to Independence Port. Paragon City's extensive sewers also sprawl beneath Kings Row.

Although the area is still generally run-down, it has seen much more activity lately -- and not all of it good. Part of that comes from the fact that the area has become a popular location for raves, drawing in more of Paragon City's white-collar crowd.

Yet the primary reason for the surge of activity in Kings Row is due to the arrival of a gang called the Skulls. The Skulls have been in Paragon City for some time, but they have only recently set up shop for good in the Row, going so far as to clean up the streets a bit by attacking Vahzilok Cadavers whenever they see them. The Skulls first order of business seems to be waging a war on the Hellions, a gang from Atlas Park. Nearby Perez Park has become the battleground for this gang war where both sides seem to have backing from more powerful organizations. By using it as a home base of sorts, the Skulls appear to be taking Kings Row back in time and threaten to turn it into crime central once again.

It has become a priority for the heroes of Paragon City to find out who is backing the Skulls and stop the war they are waging against the Hellions. It will take many dedicated crime fighters to make certain Kings Row is a City Zone that people can feel safe in.

Skyway City

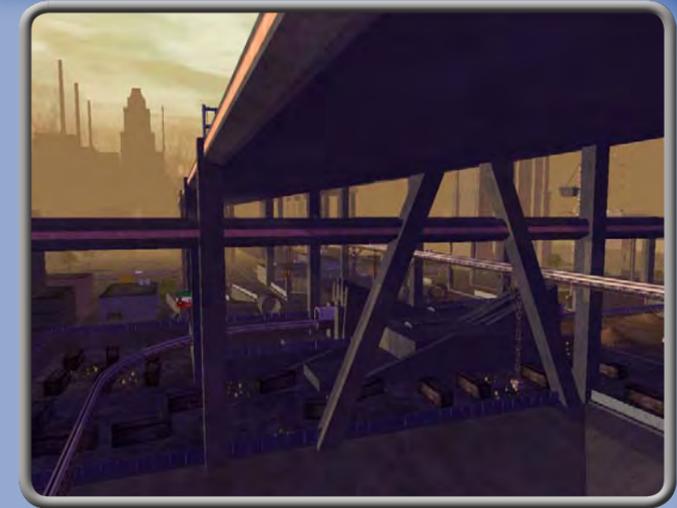
BACK IN THE 1970S, WITH traffic congestion in Paragon City reaching major headache levels, the solution seemed obvious: build upwards! Create graceful sweeping highways! Take the pressure off surface streets by moving traffic above the city on high-spanning bridges. As a result, Skyway City—the big highway in the sky—was born.

The epitome of modern efficiency, Skyway City was destined to be a model for the future. Instead, it became a model of cold concrete and steel—a soulless passageway on the way to more interesting destinations. Soon, the original plans for extending the Skyway bridges throughout the city fell by the wayside. Today, Skyway City is the only remnant of this grand but misguided idea in Paragon City.

A major hub for cross-city travel, Skyway City connects with Atlas Park to the North, Perez Park to the Northwest, King's Row to the West, Faultline to the South and Talos Island to the East. You can also take the monorail from King's Row to Skyway City, with connections as well to Atlas Park. For the more adventurous (or foolhardy), an entrance to the sewers is located in Skyway City.

With an abundance of salvageable materials on hand, Skyway City is a haven for the deadly Clockwork. Visitors should keep a sharp eye out for these mechanical, scavenging menaces.

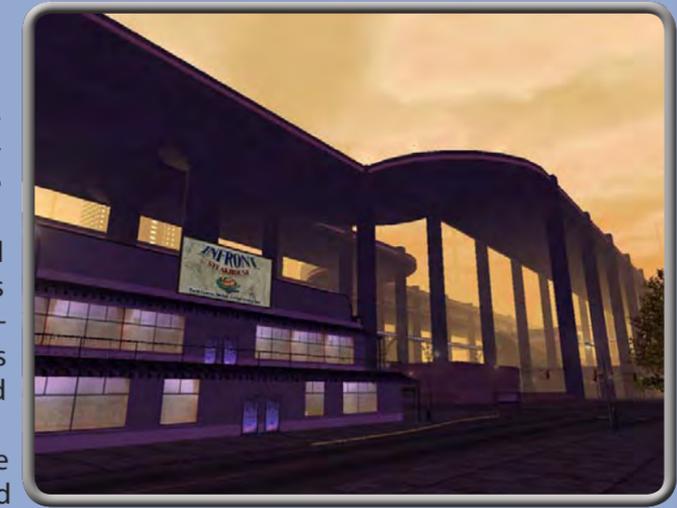
More recently, Skyway City has become home to a street gang known as the Trolls. Found camped out under the many bridges in the area, the Trolls have made the unstable and dangerous street drug Superadine an integral part of gang membership. This widely popular drug has become a mainstay in their initiation rites, their tests of strength and will, and an increasingly important factor in a member's rise through the ranks. With the ingestion of massive doses, many of the



senior Trolls have experienced physical and mental mutations of a monstrous nature, including inhuman strength and resistance. To make matters even worse, Paragon City's law enforcement community suspects a link between the Trolls and the Family—the well-organized gang that runs Independence Port—but little proof has been found to date.

With Superadine pumping through their bodies and occasionally short-circuiting their brains, the Trolls have become one of the most dangerous and frightening threats to Paragon City. Drug-induced rampages have become the norm; unprovoked, senseless, and violent, these acts spare no one in the vicinity.

Skyway City once stood as the bright, soaring promise of a new age. Sadly, it's become the spawning ground of drug-crazed monsters. Something must be done to curb this advancing tide of blood and madness. Without the timely intervention of a new generation of heroes, the future of this section of Paragon City looks grim indeed.



Steel Canyon

ONCE THE PROSPEROUS JEWELERS' DISTRICT in 19th century Paragon City, many of Steel Canyon's neighborhoods still possess names dating back to that era. The twentieth century, however, brought with it an explosion of finance and investment industry. The once prolific mercantile district transformed overnight as brokerage houses, insurance companies, and law firms began taking over real estate. By the 1920's, most companies had erected towering skyscrapers to flaunt their success to the rest of the city. Because these huge buildings loomed over city streets like manmade mountains, the newspapers dubbed the area "Steel Canyon."

This bright era of prosperity, however, possessed a dark side. It was during this period that the Southern United Manufacturing Company relocated its headquarters to Steel Canyon. This huge monopoly stretched its offices over dozens of buildings and quickly dominated the business landscape of Paragon City. Behind closed doors, Southern United exerted considerable pressure on local politicians. Though bribery was the usual form of coercion, the company was not above using blackmail and even physical threats. Southern United was also the main support for the notoriously corrupt,





yet strangely popular, mayor James “Spanky” Rabinowitz. Southern United profited mightily during Prohibition by using their transportation resources to smuggle alcohol from Canada.

When Statesman arrived on the scene, his first battles were mostly against the low-level thugs who peddled bootleg liquor in the speakeasies and bars. Soon, however, Statesman realized that a far more powerful organization was behind this illegal liquor industry. Through daring and no small amount of luck, Statesman uncovered the corrupt nature of Southern United.

In the course of Statesman’s campaign against Southern United, a far more pervasive threat was uncovered. Southern United was but a front for a far more insidious evil that stretched back more than a century: Nemesis, the Prussian Prince of Automatons. In this first great confrontation between Statesman and Nemesis-many more would follow over the years-Statesman brought down the company that Nemesis was using to gather resources for his personal war against humanity. A bloodied but unbowed Nemesis unleashed his legions in the hopes that a sudden attack would give him possession of the city. This tragic day, Monday, July 11, 1932, dubbed by the press as “Brass Monday,” witnessed the Prussian Prince’s metal-clad troops flooding the streets of Steel Canyon in a show of force not seen since the waning years of the Civil War.

Rallying the authorities, Statesman battled back Nemesis’ forces. Eventually, the hero confronted Nemesis himself and forced the villain to retreat. As the first super-powered human to receive massive national exposure, Statesman became the leading symbol of the potential good that super-humans could contribute to society. Police forces became more cooperative towards masked crime-fighters, which in turn led many super beings to use their powers more openly. This growing public support eventually culminated in the passage of the 1936 Citizen Crime Fighting Act.

Today, Steel Canyon remains primarily a financial district, though many jewelers still have their stores in the area. No single villain group has re-gained pre-eminence in Steel Canyon, though many compete for control of this wealthy district. The elemental-based Outcasts, the misshapen Trolls and the Asian Tsoo, all wage fierce battles amongst each other for dominance of Steel Canyon. So far, the conflict has resulted in bloody stalemate, though the businesses and residents of the area hope that the influx of new heroes will destroy this threat forever.



Talos Island

THERE WERE GIANTS IN THOSE days...

He called himself Talos, though the newspapers preferred the more descriptive, “Terrific Titan.” Standing well over 300 feet tall, Talos was the epitome of titanic heroism as he battled to defend Paragon City. Throughout the 50’s and 60’s, he steadfastly rose to the challenge of combating giant monstrosities. He became the city’s newest marvel and champion. Yet deep mystery surrounded his true identity. Even more astonishing was his ability to vanish after battle. A profoundly enigmatic hero, journalists, historians and scholars had only his cryptic utterances for clues to his origin: “For thousands of years, I have been a protector of humanity.” The only certainty about Talos was his almost mystical connection to a young boy named Michael McVey. Whenever the youngster was imperiled, Talos would appear to save the day.

In the last climatic battle against his arch foe, the Chimera, Talos and the serpentine beast clashed beneath the waters of the bay. A mighty battle ensued, shaking Paragon City to its foundations, tearing a giant rift in the ocean floor from which earth and lava rose to form an island. Known today as Talos Island, it is said that both Talos and the Chimera are still locked in mortal combat within its stony embrace.

Decades later, Talos’ heroism had faded out of memory and into urban legend. Despite countless articles, photographs, and movie clips featuring the heroic exploits of the “Terrific Titan,” most citizens have now relegated Talos to the dusty bins of folklore.

During the 1980’s, with dollar signs in their eyes, developers seized the financial opportunity of an island so close to Paragon City. Thus began the Talos Island land boom. Within a matter of months, the once barren island was abuzz with construction sites. As a publicity stunt, the real estate moguls even agreed to name the island after the city’s mythic giant. An anonymous benefactor donated the huge statue, which now stands several hundred yards from the island.

Today, Talos Island is home to many hi-tech and venture capital firms and is still considered prime real estate. Oddly enough, during the Rikti War, the aliens avoided attacking that area. Consequently, many superstitions have sprung up about the island, including the belief that Talos’ statue gives the place good luck. This has only driven the real estate prices higher.

For entertainment, the island features a quaint boardwalk named for Michael “Spanky” Rabinowitz, an early twentieth century mayor of Paragon City. “Spanky,” as he was known, held the entire city’s political machine in a tight fist for nearly thirty years. His backroom dealings controlled and decided the fates of political candidates and businessmen alike for a generation. Despite his administration’s sometimes heavy-handed tactics and obvious corruption, Paragon City actually thrived under his leadership. Today, while the memory of Talos has become obscured by myth, “Spanky” Rabinowitz has been elevated to “lovable” rogue in the eyes of the public.





Currently, the once peaceful Talos Island is a battleground between two rival gangs. The Warriors, who claim the island as their own private playground, have found themselves embroiled in a bloody turf war with a recently arrived gang known as the Tsoo. What's at stake is more than real estate, as the Warriors have been the controlling force behind the Import of a large number of minor mystical relics and the Tsoo, a gang with arcane leanings, would very much like a major piece of the action. Out of this dangerously escalating conflict comes a major threat to not only Talos Island but Paragon City as a whole. Heroes are needed desperately to stem this rising tide of blood and destruction.... Talos is watching. Can you measure up?

The Hollows

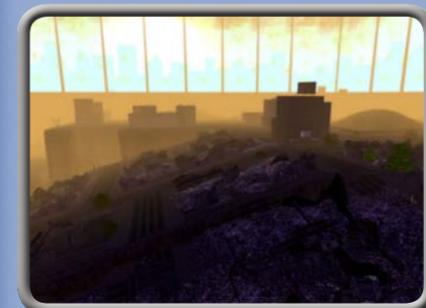
EAST OF ATLAS PARK AND NORTHEAST OF SKYWAY CITY lies the Hazard Zone of the Hollows. Originally, this city zone was known as Eastgate, and was one of Paragon's wealthiest residential districts. Beautiful New England houses sat upon the hillside, with spectacular ocean views. At the turn of the new century, a large group of Trolls banded together and decided they would carve out a piece of Paragon for themselves, by whatever force necessary.



In late 2000, these Trolls planted a series of explosive charges throughout the sewers along a row of Eastgate condominiums. They planned to ruin the district, and then move into the rubble before city crews could properly respond. What the Trolls didn't know was that an extensive series of underground caverns already riddled the area. The cataclysmic chain reaction, known as "the Hollowing," devastated a huge section of the neighborhood, causing it to fall in upon itself.

When the dust settled, the Trolls were ecstatic. They had discovered a perfect region for their needs. They moved into the newly unearthed tunnels, and fought viciously to defend their new territory.

Paragon City officials could not react quickly enough to contain the threat, as the area was still geologically unstable. The tunnels were so extensive, however, that the Trolls simply didn't have the numbers to control it all. Other criminal elements were quick to take advantage of this opportunity and moved in. A splinter of the Outcasts poured in, unwilling to let their long-time rivals have the region unchallenged. The gang battles raged among the disaster-stricken neighborhoods, but whenever a side was losing, they would melt back into their entrenched, underground warrens.



Despite heroes taking an active hand, the city was never able to successfully coordinate an effective response and reclaim the territory. A sort of trench warfare became the norm, where gangs battled furiously over a few hundred yards of tunnels that rapidly changed hands. The tunnels became fortified camps, havens for these criminals that neither heroes nor police could breach without serious jeopardy.

Meanwhile, other forces were slowly making their presence felt. The Circle of Thorns sent in covert teams to scout out the new geography, as the Trolls and Outcasts continue to battle underground, they seemed to have encountered a fear-

some new threat from the depths of the earth!



The Hollows: Neighborhood Report

Security Level: 5-15

The Hazard Zone of the Hollows is a fierce battleground for the gangs of Paragon City. New heroes are often pulled into service to help the Paragon Police Troll Task Force. Heroes must reach Security Level 5 before being granted access, but as soon as they have proven themselves to be tough enough, they are always a welcome sight for the badly outnumbered police forces.



The Hollows is east of Atlas Park and northeast of Skyway City. As a Hazard zone, it has no monorail station. Similarly, there are no trainers or hospitals within. The borders of the neighborhood are blocked off by War Walls, and the only entrances are secured by the Paragon Police Department. The Hollows is roughly divided up into five neighborhoods.



Cherry Hills

The area closest to the Atlas Park Security Gate was named after the once-idyllic park, Cherry Hills. The Paragon Police Troll Task Force has established a fortified beachhead here, under the command of Lt. David Wincott.

Along the western-most border of the neighborhood are a series of residential apartments. Their original tenants have long since fled, but they remain in fairly stable shape, although now they are somewhat worse for wear due to their current gangbanger inhabitants.

The buildings that run between the police line and the park have been reduced to rubble, however, creating a rocky border. This ruined area is a hotly contested battleground between the police and the Outcasts, leading into the park. According to police reports, the gangs destroyed these buildings in their rampages to ensure the PPD could not use them as a vantage point into the park.

The park itself is heavily overrun by the Outcasts and Trolls, who struggle ceaselessly. A water treatment facility that runs through park has been rendered unusable since the Hollowing.

Villain groups: the Outcasts and Trolls are the predominant villains in this neighborhood. However it is not uncommon to find a solitary member of the Helions, Warriors, or Family trying to negotiate a deal with one side or the other.

Contacts: David Wincott is the head of the Troll Task Force in the Hollows. He will sell his contacts Inspirations and a small selection of Level 10 Enhancements.



Four Seasons

East of Cherry Hills is the largest neighborhood in the Hollows, and arguably the section it is best known for. Once one of the wealthiest districts in Paragon City, the Four Seasons luxury condominiums were at the epicenter of the Hollowing event.

The majority of the neighborhood is now one vast sea of geological destruction. The streets are shattered, buildings destroyed, and man-made debris lies everywhere. The area is riddled with tunnels leading to the underground warrens.

Four Seasons is bordered to the south by the Red River and Eastgate Heights, but it contains another neighborhood within it. At its very heart lies Grendel's Gulch.

Villain groups: While Outcasts can be found skirmishing with Trolls at the boundaries of the Four Seasons, the Trolls truly dominate this neighborhood. They are seemingly ubiquitous, fighting amongst themselves in their endless "king of the mountain" contests. New members of the group are regularly initiated here, through violence and Superadine overdoses.

It's not uncommon to find a solitary Family Man or Skull trying to make a deal with the Trolls for a Superadine connection.

As one gets closer to Grendel's Gulch, one may encounter rocky pumicites apparently dozing on the surface. They are quick to wake, however, and attack anyone who gets too close.

An even greater danger is the pumicites' cousins, the magmites who lurk near the surface. The only evidence of their presence are ever-smoldering flames that dot pockets of the canyons. Step too close and they burst to the surface, threatening to burn everyone around them.

Contacts: Although he wears gang colors, Flux is much more than a member of the Outcasts or a simple criminal informant. He is actually an undercover officer who helps David Wincott put heroes in the middle of the action. He will sell his contacts Inspirations and a small selection of Level 10 Enhancements.

Talshak the Mystic: Little is known about the man who calls himself Talshak the Mystic. The PPD has spotted him from a distance, but is uncertain if he has any affiliation with the Circle of Thorns or not. Reports indicate he works against the Trolls.

Grendel's Gulch

At the center of the Four Seasons is a spot where the world seems to end. A large section of Paragon's prime real estate has collapsed into a treacherous, godforsaken pit. The streets simply drop off into this canyon of skeletal buildings and twisted wreckage.

Villain groups: The Trolls dominate this region, although they steer clear of regions where the Igneous dwell. These Trolls tend to be the oldest and most dangerous in the area.



One can also find an occasional pack of Outcasts looking to put the hurt on the Trolls. Wincott's bravest men scout the area, and have reported the rare sightings of a daring Skull or Warrior, or entrepreneurial Family lieutenant lurking about.

Red River

The Red River flows from Skyway City through the southern half of the Hollows. The northernmost point of the river in this area has been dammed off, at the intersection of Four Seasons, Eastgate Heights, and the Red River neighborhoods.

The Trolls have dammed this area using explosives, massive piles of dirt, sheets of corrugated metal, dumpsters, car bodies, and whatever else they could lay their meaty green paws on.

Villain groups: Trolls populate the northern stretch of the river, often carting explosives towards the dam. As per other districts in this zone, occasionally a member of the Family can be seen attempting to negotiate a business transaction with the Trolls. Similarly, groups of Outcasts occasionally foray this far south.

Possibly even more menacing than the Trolls, the Circle of Thorns lurks around the banks of the Red River, targeting anyone who appears vulnerable, whether Outcast, police officer, or hero. The Circle mages are often seen huddled around their power crystals, performing elaborate rituals. It is as if they are searching for someone ... or something.

Contacts: From his vantage point on the Red River bridge, Julius the Troll is more observant than one might suspect. He will only deal with heroes once they've reached Security Level 10, but from that point on he is a dissenting voice among the Trolls' angry grunts. He will sell his contacts Inspirations and a small selection of Level 10 Enhancements.

Karsis: Karsis is believed to be the name of one of the Circle of Thorns. Nothing else is known about him at this time.

Eastgate Heights

The southwestern corner of the Hollows is taken up by Eastgate Heights, a large, hilly park that has grown somewhat wild since the Hollowing. Eastgate Heights technically begins in the northeast corner of the city, a small sliver of apartment buildings and some commercial warehouses running as a border along the ruins of the Four Seasons.

The residences end where the park begins, demarcated by a high wall and staircase that leads up the hill of Eastgate. The greenery is thick with enemies, although large stretches are still almost peaceful. Nature is broken up by occasional pieces of ancient columns, and at the top of the heights lies a broadcast station that still occasionally flickers with lights, despite



being covered with Troll tags and acting as home



Villain groups: Trolls hang in large groups throughout the heights, but the Circle of Thorns roams undaunted through the district, often surrounded by spectral warriors. And in certain spots the rocky cliff sides may conceal Igneous.

Eastgate Park

The southwest corner of the Hollows is known as Eastgate Park. A Security Gate leads to Skyway City, and although it is as guarded as the Atlas Park gate, this area feels more desolate, wild, and less of a war-zone. It is more like a wilderness frontier.

Eastgate Park runs up to the Red River, and is another greenbelt now lost to hazardous enemies. Once scenic picnic areas lie throughout the area, and few bridges cross the Red River leading to Eastgate Heights. The rocky heights themselves are riddled with secret caves.

Towards the center of Eastgate Park, things get strange. Weird, arcane monuments cover the hills, and seem to act as magnets for the Circle of Thorns. From Lookout Point, daring heroes can watch as the mages seem to constantly perform magical rituals, clustered around their mystical crystals. The environment itself seems to rebel in their wake. Rocks float in the air, and peculiar lights emanate from some of the ruins.

Villain groups: The Circle of Thorns is dominant in Eastgate Park. Thorn Wielders and Guardians travel in mass, guarding the Life Mages, Energy Mages, Madness Mages, and Ruin Mages. The mages fall upon any hapless intruders, whether Outcast, Troll, police officer, or hero, and attempt to sacrifice them in their black rites.



Galaxy City

GALAXY CITY IS A SMALL, SHELTERED DISTRICT near the heart of Paragon City. It is a densely populated region located between Independence Port to the west, and Perez Park to the east. Galaxy is south of the financial towers of Steel Canyon, and north of the industrial warehouses of King's Row.

Galaxy City is perhaps best known for its tributes to fallen heroes. Several breathtaking statues are found scattered throughout the district, reminding the residents of those who gave so much of themselves for the people of the city. The sculptures are all dedicated to heroes who made the area their home, and include Wayland, a self-proclaimed descendant of a Norse hero; Cassiopeia, the lovely psionist; and M-1, born and raised Matthew Barnes in Equinox, who enlisted during World War II and joined the 1st Hero Brigade.

Galaxy City, like Atlas Park, is one of the entry points for heroes new to Paragon City. As such, it is a fairly safe zone that is heavily patrolled. E.L.I.T.E., D.A.T.A., S.E.R.A.P.H., M.A.G.I., and G.I.F.T. all have offices in Freedom Court. New heroes who register here will receive their first missions in Galaxy City from their respective hero liaisons.

Galaxy City was known for many years as Paragon Heights. It was renamed after the post-Rikti-restoration, in honor and remembrance of Galaxy Girl, a.k.a. Kelly Graham, one of the neighborhood's own. An impressive statue of Galaxy Girl was erected during the rebuilding, and she gracefully takes her place amidst the city's skyline, holding her hands up to the clouds.



*****PPD PERSONNEL FILE***

Lieutenant David Wincott



David Wincott is a 3rd generation cop in Paragon City. Yet despite his long-standing family heritage, he had become frustrated and resentful as he watching the city's order continuously erode throughout his career. He was a dutiful beat cop—always punching in by 9, always out no later than 5:01—but nothing more, until tragedy struck.

Wincott and his wife, Lynn, lived in a high-rise apartment complex near Aerie Plaza in Skyway City. Although a supposedly safe part of town, David and Lynn were devastated when their son, Sam, vanished. Lynn had taken Sam with her shopping, when a group of Trolls burst through the mall on a terror-spree. They smashed shop windows, overturned cars, and assaulted anyone in their path. Lynn was struck in the head, and when she recovered, Sam was gone.

Wincott became a man with a mission. He asked to be reassigned to the PPD's Troll Task Force, and drove himself as never before to deal with the Troll menace. It has been four years since Sam's disappearance, but Wincott has never given up hope. He has risen through the ranks, and is the most senior officer stationed in the Hollows, where he fights daily to contain the Trolls.

*****PARAGON POLICE DEPARTMENT—OFFICIAL USE ONLY***

Galaxy Girl was born Kelly Graham, a bright and capable girl whose parents emigrated from Scotland when Kelly was three. Her parents moved into a small but cozy house in Paragon Heights, and Kelly grew up there through the 1930s and 40s.

One cold night in late December, 1951, nineteen-year-old Kelly was hurrying home from her secretarial job. The streets were nearly deserted, but Kelly had lived there all her life and knew them well. She never felt alone when she could see the familiar skyline, and the night's stars.

Kelly did grow concerned, however, when she saw another young woman about to cut through Constellation Row—although the neighborhood was fairly safe, there were areas one did not walk alone. Before she could caution the girl, several masked men jumped out of a black alley and dragged her in, despite her cries.

Kelly called out for help, but the streets were empty. No heroes, no police, not another living soul. The only sounds she heard were the girl's sobs and the punks cackling laughter.

Kelly's fear and frustration turned to anger. She she could see one thug riffling through the girl to a wall. Kelly yelled at them to stop. laughed at her intrusion ... and shot her in



hesitantly stepped to the mouth of the alley where woman's purse, while the other pinned the poor The lead thug looked up at her, startled. He the chest.





Kelly felt her life draining away, pouring out into the streets that she called home. It wasn't supposed to end like this, dying futilely and alone. When she heard the thug shoot the other girl, she decided that it wouldn't be her epitaph. Kelly opened her eyes and with a massive effort she stood up.

The thugs did not see her behind them, but Kelly saw more clearly than ever before. She saw the wisps of energy that surrounded them, and she reached out and drew upon them. The men gasped in shock, but Kelly and the girl felt life giving energy rush back into them. Staggering, the thugs blasted away at Kelly. She held her ground and somehow managed to draw the kinetic energy out of the bullets—she then hurled it back as bolts of pure force, knocking the thugs sprawl-

ing!

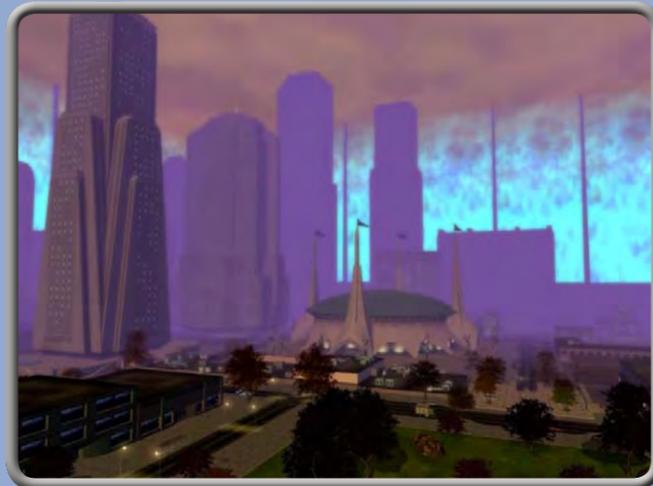
Kelly rushed to the girl's side, and found she was floating on air—Kelly was flying! Kelly flew the girl home safely, and in so doing it dawned on her that she suddenly had a purpose. Someone needed to help the helpless of Paragon Heights, and she made up her mind it would be her. She would help her parents and her friends get through each day as best she should, and at night she would patrol the neighborhoods as ... as ... she was stumped at first. Then it occurred to her, if she could fly among the stars, she would represent space, and the future, and the hope of tomorrow ... and she would do it in her own backyard, in a more personal way. She would be Galaxy Girl.

Throughout the 1950s Galaxy Girl was a welcome sight throughout Paragon Heights. She always had time to help a citizen in need, and she was a warm and gentle presence. She fought crime, flying through the night sky and blasting evil-doers with bolts of force, but even more she volunteered in charities, helped the jobless find work, and unified the neighborhood into looking after its own.

Towards the end of the 60s, with stories of heroes drafted into Cold War operations, Galaxy Girl began to question her costumed lifestyle. By this point, much of Galaxy Girl's time was spent helping her fellow neighbors, not fighting crime. She was torn between her two identities. As in many lives, it took a tragedy to give her a clear path.

Kelly volunteered at a soup kitchen, but her good deeds could not shield the less fortunate from the consequences of her heroic lifestyle. When one of her enemies, the shapeshifting crime boss Protean, learned of her secret identity, he planned to destroy everyone her life touched. His ambush at the charity kitchen took Kelly unprepared, and she lay helpless as he prepared to murder the trapped civilians. Galaxy Girl's sidekick, the young man called Dauntless, learned of the crisis and rushed headlong into battle. Although he was completely outclassed, he fought until his last breath. His sacrifice gave Kelly the time to recover and defeat him, ensuring so many more survived.

After Dauntless's memorial, Kelly decided to hang up her mask and retire from the super-powered scene. She felt she could do more good as a civilian than as a hero. But her secret was probably the worst kept in Paragon Heights—everyone knew Kelly Graham once flew as Galaxy Girl, and they loved her for it. They loved her more for the charity work she continued to do, and she was a valued member of the community.



Kelly grew older and wiser, and was seen almost as everyone's grandmother. She could speak frankly to kids who were getting into trouble, and she could talk compassionately at memorial services. She happily kept her little house in pristine order, and was often on the stoop watching over the youngsters, or at town hall meetings fighting for what was right. She occasionally acted as a mentor to younger heroes, such as Ms. Liberty, often because she had known their parents or mentors in her younger days.

On May 23, 2002, the Rikti invaded earth. Paragon Heights, along with the rest of the city, was transformed from a modern urban center to a hellish war zone within minutes. As Statesman and the Freedom Phalanx led the charge, throughout the city every hero who could stand rose up to try to hold the line. Despite her age and retired status, Kelly realized she had no choice, and she joined a group of heroes to do her part. Kelly found herself with the most diverse, and possibility most desperate, Super Group she had ever known. Yet although her powers were rusty, Galaxy Girl's pragmatism and quiet confidence helped bring them together.

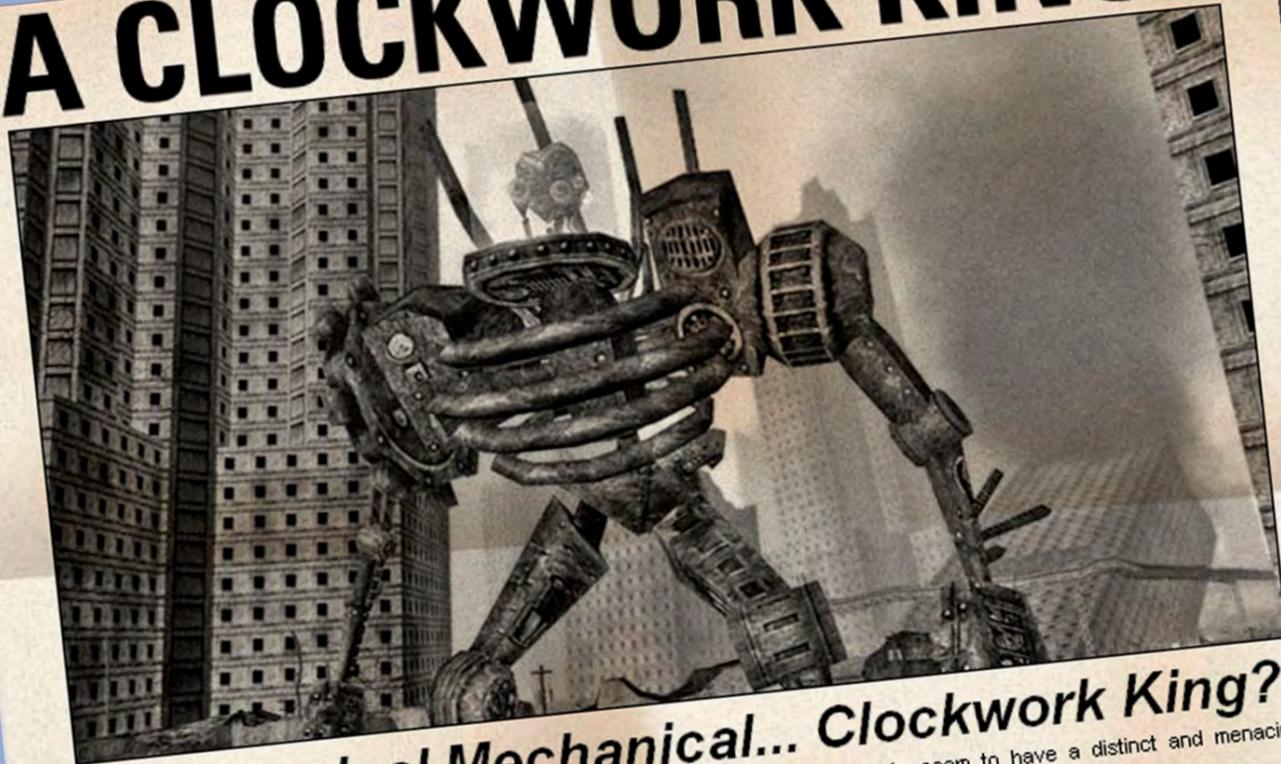
As the heroes made small gains, the aliens suddenly redoubled their assault. Seeing their line about to break, Galaxy Girl and Miss Liberty knew they had to fall back and regroup. On Miss Liberty's command, the heroes pulled back, but before the last group could retreat a platoon of Rikti hover tanks cut them off. Galaxy Girl insisted Miss Liberty lead the heroes to safety while she returned to help the trapped.

Galaxy Girl rejoined the struggling heroes, including Ms. Liberty, and used her powers to heal them enough to escape. The action took the last of her strength. When the smoke cleared, Galaxy Girl was gone. Galaxy Girl died, but her wisdom and grace ensured that the heart of the neighborhood survived. It was through her actions that the next generation would survive to retake their city.

A favorite of Paragon Heights, a darling sweetheart to everyone who called the area home, and a kind and compassionate matron to her extended family, Kelly was a true daughter of the neighborhood. A proposal was put forward during the rebuilding to not only raise a tall monument to her, but to rename the area Galaxy City after one of their own.



A CLOCKWORK KING!



A Tyrannical Mechanical... Clockwork King?

By Maggie Greene

PARAGON CITY, RHODE ISLAND, AUGUST 30, 2002 — Clean-up crews have been puzzled by the appearance of Clockwork men over the past several weeks, seemingly helping with the salvage operations. Long term residents of Kings Row and Boomtown will remember the Sprocket crime-wave last summer, in which five police officers died. No one ever discovered where those Sprockets came from or who was controlling them.

The Sprockets were last seen in a warehouse fire, where they aggressively defended their territory against a combined task force of Paragon's SWAT Team and the city's local heroes. In that fight, Blue Steel... he... defenses and dr...

But these Sprockets seem to have a distinct and menacing master.

In an abandoned factory on Kirby Lane, Sprockets line up to assemble each other. They move with clock-like precision, fitting joints and machining gears, and newly built Clockwork fall into perfect lockstep, contributing to the effort. All of this anthill-like activity occurs under the gaze of a metal tyrant, some sort of Clockwork King. The King speaks his orders and his minions parrot them back, and obey without hesitation.



PARAGON CITY'S RICHES AND WONDERS seem to attract as many villains as heroes. Super powered villains, alien invaders, criminal syndicates, and black magic cults have all reared their ugly heads in the past and continue to menace the city today. In a city with so many heroes eager to prove their worth, independent criminals seldom last very long. But evildoers do find strength in numbers and a fearsome variety of villain groups have sunk their talons into Paragon City.

THE RIKTI

The fact that the Rikti Invasion is over for the time being does not mean that the other-dimensional invaders are cleansed from the city. In fact, quite the opposite is true. No one knows for sure how many Rikti still lurk beneath the streets of Paragon City and other great battleground cities like Rome and Kuala Lumpur. Some estimates put the number at a few thousand. Others suggest that there are ten or twenty times that many still menacing the planet. While the danger of total worldwide enslavement to an alien race seems to have passed for the time being, the Rikti still present a daily and ever-growing threat.

The affect of the Rikti on human culture and society has not been entirely negative. The world they come from is quite a bit more advanced than our own, technologically speaking. Durcells, heroes have recovered literally thou-



sands of tons of Rikti technology. From spaceships to handguns, the Rikti brought a startling array of weapons and other technology with them. Ever since the first alien energy rifle fell into the hands of a human scientist, we have been learning from their scientific discoveries.

The war walls that divide up Paragon City employ force fields based on Rikti technology. Vanguard has begun to employ a prototype 'rapid response' portal system designed after Rikti teleporters and many heroes benefit from an emergency teleportation system that sends them directly to a hospital when their life signs reach a critical level. Once they get there, they find themselves rejuvenated by hospital beds that repair damage at a cellular level using a system inspired by the Rikti transmogrification vats.

The benefits reaped from Rikti technology have only begun to appear and are certain to transform our entire world in the years to come. Right now though, they pose a problem as well. Not all of the discarded or lost Rikti technology fell into the hands of the heroes and governments of the world. Every month, more and more of it makes its way into the hands of Paragon City's criminal element. The black market for alien artifacts is booming, with even a simple side arm or communication device selling for tens of thousands of dollars. An early attempt to auction a Rikti helmet on eBay™ got a high bid of \$35,320 before the government cracked down, arresting the seller and fining the company. A more serious problem came when a local gang found a stash of Rikti assault weapons, turning them overnight into a group with the firepower to level a city block in a matter of minutes. Fortunately, a group of young heroes captured the gang as they attempted to rob a liquor store, but the potential danger was obvious to everyone (except perhaps the dimwitted thieves).

Current international laws clearly state that any artifact of alien technology must be immediately turned over to the local government who will then turn it over to the Vanguard. The Vanguard—in addition to its other duties, has taken on the role of clearinghouse for captured alien technology. They then apportion out the finds to different research facilities around the world. Vanguard security personnel are stationed at each of these labs, both to ensure their safety and to see that the scientists share whatever discoveries they make with the rest of the world community.

Many private research and development firms now operate under government contract to help unlock the potential in captured Rikti tech. Among the most significant is Crey Industries, who made some of the earliest and quickest advances in Rikti research. They hold the patent on the emergency teleportation system that so many heroes use every day in their fight against evil. However, Crey recently lost all of its contracts and was forbidden to work on Rikti research after the Vanguard discovered that the company possessed a number of Rikti weapons and rare suits of advanced combat armor that the rest of the world knew nothing about. The Countess Crey maintained that it was simply a clerical error, but the Vanguard remained unimpressed and seized all the alien artifacts known to be in Crey's possession. Crey has assured the UN that it no longer has any interest in alien research and is pursuing its own projects from now on.



THE LOST

The city's heroes did not overlook the rising jobless and homeless rates. Hero organizations opened their doors and turned their training halls into soup kitchens and homeless shelters. Heroes accustomed to using their strength and speed to

smash villainy found their powers equally valuable when it came to building new, affordable housing. Tens of thousands who would otherwise have spent hungry nights sleeping on park benches made it through the crisis and eventually found work, thanks to the efforts of Paragon City's heroes.

Unfortunately, it proved impossible for even the combined efforts of heroes, city government, and local community charities to provide succor to everyone who needed it. Even more unfortunately, there were other, less civic-minded groups out there waiting to capitalize on the situation. A variety of evil-minded organizations took advantage of those in desperate straits, a fact that explains the sudden swelling in membership of villain groups like the Freakshow and the Fifth Column, as well as the steady supply of experimental subjects rumored to have disappeared behind the walls of Crey Industries research facilities. And then there were those poor souls who just got lost.

Paragon City's ancient labyrinthine subway and sewer systems had long been a refuge for those with nowhere else to go. During the invasion "those with nowhere else to go" also included the Rikti. The extra-dimensional invaders made their staging areas beneath the city, carving out caves or using the existing sewer and subway tunnels for their own purposes. Much of the war was fought in these underground chambers, and to this day Rikti still lurk in the dark depths. Naturally enough, the city has sealed off the old subway tunnels entirely and embarked on a constant battle to keep the sewer lines working. Although well marked as incredibly dangerous, numerous homeless people have returned to the underground in spite of the danger. For those who have nothing left in the surface world to comfort them, it sometimes proves difficult to abandon the safe places of old.



There is no accurate way of counting how many of those who went underground were lost to the horrors below and how many just wanted to disappear of their own accord. Most of what's publicly known about this chthonic world comes from the reportage of a single, intrepid social worker named Shannon Price. Ms. Price was once a minor hero known as Starlight, and she had fought with distinction during the war. A long time advocate for the homeless, Price hung up her tights for good once peace had returned and focused all of her energies on trying to make Paragon City a safer, healthier place for its poorest citizens.

Through her volunteer work, Price became quite close with much of the homeless community and was soon tapped in to all their circulated rumors and stories. She heard repeated tales of people going down into the underground and disappearing for weeks or months. This, she knew, was not surprising. She'd fought in those tunnels and knew how dangerous they still were. What was interesting was that these lost folk would then turn up again sometime later, often different than they'd been before. They were brusque and almost business-like, always moving with a purpose and never stopping to chat with old friends. They stuck together in tight cliques, and were rumored to have moved beyond simple foraging to armed robbery and other crimes.

Price decided to investigate further, and calling in a few favors from her Dawn Patrol friends, she managed to wrangle an interview with one of these "mole people" (as other homeless called the underground dwellers) who had been captured during a bank robbery. Although at first silent and defiant, the prisoner became more and more anxious and unsure with each hour he spent separated from his cohorts. He began to babble incoherently of magic mists and green gods. He claimed that he was part of a new underworld order, a troupe of the touched, that he referred to as The Lost. Price could not make much sense of any of this, but when routine blood tests showed that some sort of mutagenic chemical was present in the man's blood, it became obvious that there was more to this problem than met the eye.

Together with a her old friend Quint "The Fist" Velasquez from the Dawn Patrol, Price once again donned her costume and set off into the sewers, looking for some answers. It was three months before she was seen again, this time without Quint at her side. The Dawn Patrol sent several more teams into the sewers to search for the missing heroes, but they found no trace of them or their fate. When Shannon Price appeared once more, it was crawling up through a manhole in the middle of rush hour traffic. She was rushed to the hospital, since she had obviously suffered a great deal of punishment and pain during her absence.

The intrepid social worker never achieved a mental state that one could call sane or even lucid. Lab tests showed that she had the same mysterious mutagen in her blood that investigators had found in captured members of The Lost. When questioned, she readily spouted forth a largely unintelligible tale. Dawn Patrol investigators were able to eke out a few solid facts from the garbled narrative. According to Price, The Lost seems to be a loosely organized confederation of the mentally ill, street people, and anyone else who has become desperate enough to find their way underground.

The group has a transforming effect upon its members, not only by providing leadership and a purpose, but by actually changing their bodies. This was obviously the work of the mutagen found in Price's blood stream, although how exactly it got there is unclear. She spoke of a group of elders, or leaders who bestowed the changes upon the Lost. Price referred to these leaders only as The Lost, implying that perhaps they were the actual "Lost" and that their new followers had taken the name from themselves. Price was at her most deranged when describing these mysterious "demons," and "artifexes." Beyond these rather colorful appellations, she offered no real clue



as to The Lost's true nature. Analysis of the mutagen in her blood provided little other valuable insight, except the chemical composition of it defied every effort to pinpoint its origin.

Since Price's doomed expedition, The Lost have begun to make their presence felt in the city. No one knows for sure just who they are or where they came from (other than underground), but everyone agrees that they are a tremendous threat. At first it was just organized bands of seemingly normal homeless individuals. Then, larger, decidedly less human-looking creatures were spotted terrorizing parts of the city. In addition to perpetrating crimes like robbery and murder, the Lost also engage in frequent kidnapping. Apparently they increase their own ranks by snatching poor citizens from the streets and transforming them into monsters. Every time a prisoner is captured he or she claims to be one of The Lost and refuses to speak until, within a few hours, utter madness sinks in and the prisoner becomes totally unintelligible.

Recently, the Dawn Patrol managed to capture one of the more terrifying humanoid creatures that had started showing their faces above ground. This particular hulking beast attacked a Dawn Patrol headquarters, along with a cadre of only slightly less fearsome members of The Lost. The "champion" who seemed to be leading the attack was killed, and his autopsy revealed some shocking information. Although his DNA, dental patterns, and fingerprints had all been mangled by the mutagen, together they provided enough information to identify the beast as having once been Quint Velasquez. The former hero who had accompanied Price on her initial exploration hadn't been as "lucky" as his comrade. She had escaped with her body, if not her mind. He had lost them both.

CIRCLE OF THORNS

In the 1890's, upper class England found itself amid a tremendous upsurge of interest in the occult. Most of these dilettantes were more

interested in the carnal aspects of ritual magic than in any kind of true arcane knowledge. There were, however, a few exceptions...among them the Baron Zoria. The charismatic Zoria came to England in 1890, allegedly from Russia, and quickly developed a reputation as a fanatic, outré, and decidedly unpleasant figure. Despite (or perhaps because of) this reputation, the Baron managed to acquire a small circle of devotees.

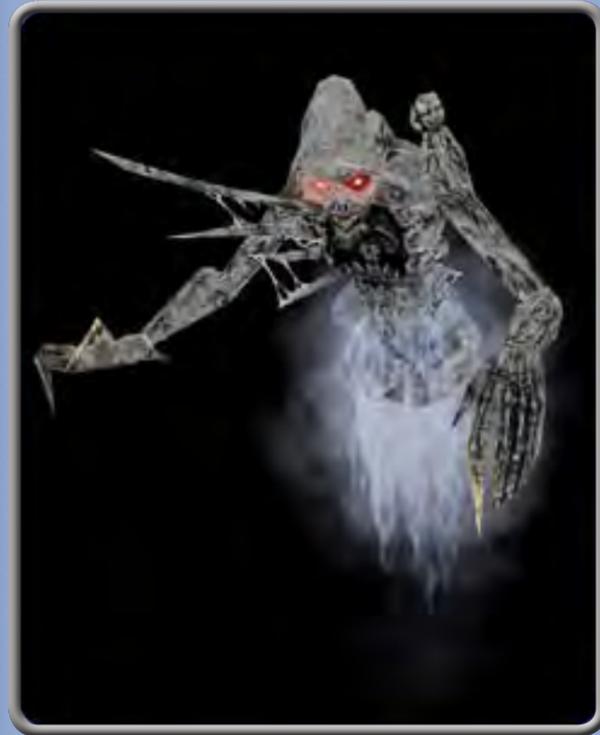
Zoria's burgeoning cult focused most of its energies on searching for signs of the long lost city of Oranbega. Although most people believe the mythic city was "invented" by Girolamo da Verrazano in his 1529 map of his brother's explorations, Zoria believed the ancient underground city to be a real place. Apparently he was right. Moreover, he was more right than he ever imagined in his wildest dreams. Zoria claimed that Oranbega had sunk beneath the earth tens of thousands of years ago during a war between the Sorcerer Kings of Oranbega and the Warlords of Mu. Zoria felt that if he could unlock the key to entering this lost city, untold powers would be his to control.

Rather than mounting archeological expeditions or combing through dusty archives, Zoria chose a more direct approach. He set about contacting the spirits of the dead Oranbegan Sorcerer Kings. Apparently he was successful, for in a ceremony on the winter's solstice of 1898, the Circle of Thorns was born. Zoria and each of his followers took a strange thorn, given to Zoria by the Oranbegan spirits. They simultaneously drove the bizarre spines into their chests, sinking them straight into their own hearts. The wounds closed as quickly as



they had opened, sealing the enchanted thorns deep in their bodies and imbuing each with unique magical powers beyond anything they had ever possessed.

For the next year, the cult reveled in its newfound power. They indulged every whim and quickly established themselves at the top of Europe's secretive mystic underground. Dozens, then hundreds flocked to them, desirous of tapping into the same energies that they seemed to have mastered. Their meteoric rise drew scorn and derision from other, more established groups like the Golden Dawn and O.T.O. Aliester Crowley himself derided them as charlatans and fools. It also attracted the attention of Christian and secular groups that feared



the magicians' negative influence over the good and decent folk of Europe. Several nations passed laws banning the Circle from practicing its beliefs within their borders.

Zoria and his followers seemed largely unconcerned. They were already planning their next move. In 1914, as war broke out on the continent, the Circle of Thorns left en masse for the United States. Varrazano's original map had located an entrance to Oranbega on the east coast of North America. Although later copies of the map showed the city in New England, Zoria believed this to be a deception. His own communion with the spirits pinpointed the location as being beneath the burgeoning metropolis that we know today as Paragon City.

Throughout the next six years the Circle of Thorns disappeared from view. Many in Europe thought that some no doubt well-deserved occult disaster had befallen them. In fact, Zoria and his core membership were busy searching for a physical entrance to Oranbega. To hear them tell it, they were successful. All of a sudden, the Circle re-emerged, this time with a decidedly public face. They formed a private but well-known gentlemen's club that became one of the most notorious speakeasies of the Prohibition era.

The Roaring '20's were a golden time for the Circle of Thorns. The hedonists of the Jazz Age embraced Zoria's dark and dangerous reputation and the Circle went on a barely concealed black magic spree. They performed human sacrifices, summoned demons, and magically manipulated events with impunity. Their mystical divinations prepared them for the coming Great Depression and the Circle and its members lived out hard economic times in relative luxury. What they didn't divine was the rise of the masked crime fighter in American society.

In 1933, when children from poor neighborhoods started disappearing from their homes in the middle of the night, police and heroes alike were entirely baffled. There were no signs of forced entry, no clues at all. It wasn't until the new hero known as The Dream Doctor started on the case that the true nature of the Circle of Thorns became public knowledge. A master of sorcery himself, the Dream Doctor recognized the hand of black magic in the kidnappings and traced the mystic trail back to the private club used by the Circle for its meetings.

At midnight on the anniversary of the Circle's founding, The Dream Doctor burst in upon the foul cultists just as they prepared to sacrifice the poor children. As preternatural night engulfed the ritual chamber, the hero moved among them, his mystic blasts and spirit allies smashing through the cultists and freeing the children before Baron Zoria and his cronies knew what had happened. While the Circle's highest-ranking members escaped, The Dream Doctor managed to capture most of the rest of the cult and bring them to justice.

That night in 1933 was the end of the Circle of Thorn's existence as a public organization. Baron Zoria and his followers literally fled into the underground, allegedly taking up quarters in the dank and dangerous ruins of Oranbega. Their first order of business was taking vengeance upon the man who had ruined them: The Dream Doctor. Knowing full well what would happen to him, the Doctor gathered about him a group of civic-minded magicians, occultists, and scholars to help



protect the city against future threats from the Circle of Thorns. He called this group the Midnight Squad, and the organization persists to this day as one of the premiere superhero organizations in Paragon City.

Over the next few decades, the Circle of Thorns and the Midnight Squad continued to skirmish back and forth. Unfortunately, since only the Circle knew how to enter the lost city of Oranbega, they always had a safe and secure base to retreat in when matters grew desperate. Try as they might, the Midnight Squad could not crack the mystery of the sunken city. By the 1990's the Circle of Thorns seemed to have dwindled to a mere shadow of its former might. Except for the occasional museum theft or kidnapped antiquarian, the villains seldom seemed to rise from their chthonic chambers.

What no one could have expected is that it would be an alien invasion that both opened the way to Oranbega and simultaneously reinvigorated the Circle of Thorns. During the Rikti War, the extra-dimensional attackers used the subway tunnels and other underground chambers as bases of operation. They excavated more rooms as they needed them, using a variation on their portal technology. Apparently, the magical runes and protection spells hiding Oranbega from the rest of the world had no effect on technology from another dimension. The Rikti had accidentally discovered the vast underground lair of the Circle of Thorns.

Although most of the city's heroes are loathe to admit it, this unintended revelation may well have played a key role in turning the tide of the Rikti War. The Circle, long dormant, was not nearly as dead as many had imagined. The aliens found themselves not only fighting super powered heroes on the surface, but magic wielding, demon summoning fanatics down below. The now quite aged Baron Zoria himself led the charge at the head of his elite Thorn Wielders against the aliens, pushing them out of Oranbega and the surrounding caves.

No paper ever reported the Circle of Thorns' role, nor did any of the hero organizations acknowledge the existence of Oranbega. Indeed, few of them knew for certain what exactly had happened to the Rikti underground. Nevertheless, after the war, rumors told of ancient, gold encrusted ruins beneath the streets of Paragon City. Fortune hunters, amateur archeologists, and even some heroes went down into the depths in search of fame and fortune. As might be predicted, none of them returned. At least, none of them returned as they were when they went down.

They say that necessity is the mother of invention. With their impenetrable magic cloak destroyed by the Rikti, the Circle of Thorns knew it was only a matter of time before the Midnight Squad or some other noisome hero group would get curious and start causing trouble. And so Baron Zoria and his followers decided to take a more proactive approach in their own defense. They began with those initial explorers, capturing the trespassers and then supplanting their souls with the long-dead spirits of the original Oranbegans. When folks learned better than to go looking in dark caves for lost cities, the Circle of Thorns began to more actively "recruit" new members. They sent expeditions to the surface to snatch more innocents for Oranbegan supplantation. In the meantime... they sought new -- if less effective -- ways, to hide their secret city from interlopers.

Today the Circle of Thorns has swelled in membership because of their press gang practices. Now, for the first time in decades, Baron Zoria's ambition seems to be stirring.



With the city in such a chaotic state, the Midnight Squad believes that The Circle is preparing to make a play for real power in the surface world. Robe-clad cult members have been seen on the surface in several locations. Strange new social clubs and cults have popped up in many neighborhoods, espousing beliefs very similar to those of the Circle, and many of these have turned overnight from simple spiritual movements to murderous cabals. Now the Midnight Squad is busy trying to put a stop to this burgeoning occult threat, but the more problems they encounter in Paragon City, the harder it is to find time to search out entrances to lost Oranbega. Which is, no doubt, just as Baron Zoria intends..."

Crey Industries

Countess Crey was born Clarissa van Dorn and grew up in Paragon City. The orphan heir to a modest family fortune, she

spent most of her high school and college years at various private schools in Europe. She first came to the public's attention when she married Count Alphonse Crey, a man widely recognized as the world's wealthiest and most eligible bachelor. At the tender age of twenty-three, she joined together with her new husband to form Crey Biotech, a pharmaceutical company based in Switzerland. Just a year after their marriage, Count Alphonse fell into tragic coma, a condition that still persists fourteen years later.

The Countess moved her business back to her hometown of Paragon City, along with the corporate headquarters for the still growing Crey Industries. She publicly swore to devote her company's resources to finding a cure for her stricken husband, but proceeded to use her amazing and daring business acumen to expand her company at an astonishing rate. Through a series of buyouts, hostile takeovers, and key personnel acquisitions, the countess turned her small research firm into an economic juggernaut.

However, rumor has it that there is a darker side to Crey Industries. It is an established fact that there have been several government investigations into Crey's sometimes controversial drug testing techniques. However, no formal charges have ever been filed. There have also been widespread rumors of blackmail, intimidation, and other unsavory business practices involved in the various takeovers and acquisitions of the early nineties. More recently, reports indicate that Crey Industries might be operating its own, secret cadre of super powered security troops, allegedly using advanced and entirely illegal cloning processes.

Rumors of truly evil goings on emerged in the wake of the Rikti Invasion. Although no solid proof has yet surfaced, some have claimed that Crey Biotech employees stole the corpses of many dead heroes who fell during the war. Over a hundred super powered heroes are missing and presumed dead as a result of the alien attack. Whether the Rikti or Crey has the bodies remains a mystery. Towards the end of the war, reports surfaced that uniformed and helmeted super soldiers were protecting Crey facilities from attack, and one member of the Freedom Phalanx swears she recognized one of the mystery guards use the signature attacks of one of her fallen comrades. Still, no undeniable evidence of wrongdoing has ever been found.



Five months ago, a team of heroes associated with The Dawn Patrol uncovered a secret laboratory right in the heart of Paragon City. The facility was guarded by power armor clad soldiers and scientific personnel using Crey Industries made equipment. Within the heart of the underground lab sat a pair of hibernation tanks, each with the body of a MIA hero from the Rikti Invasion. The Dawn Patrol recovered the heroes, but both were long dead. When confronted with this evidence the Countess Crey herself made a rare public appearance. She provided ample proof that the lab personnel were rogue ex-Crey Industries employees who had used stolen scientific equipment for their own ends. Although many skeptics remain, no one has yet been able to find any positive proof that the Countess or any of her employees knew about the operation. For the moment Crey Industries remains the most influential and respected corporation in Paragon City, but many of the city's heroes are keeping a watchful eye on the Countess and her future plans.



Freakshow

Guns and drugs have long gone hand in hand with crime, and no gang of criminals exemplifies this fact more than the Freakshow. Started as a typical street gang over a decade ago, the Freakshow has evolved (or devolved, if you prefer) into

one of the most feared and hated criminal organizations in Paragon City. The Freakshow is no ordinary street gang; although it operates much like any other pack of hoodlums, it has one advantage other gangs would (and have tried to) kill for: super powers.

Normally a group like the Freakshow would never have access to the kind of power enhancing chemicals that have today become a staple of their daily diet nor the hardware and weaponry with which they festoon their bodies. Unfortunately for the rest of the city, fortune decided to smile upon the Freakshow one fateful night. The gang hijacked an armored truck transporting experimental drugs for Crey Industries. Never ones to shy away from trying new and potentially lethal drugs, some of the members decided to try out the truck's contents on themselves.

The drug in question was an experimental physical booster program developed for the military. The compound warped and expanded their bodies over the period of just a few hours, giving them superhuman physical attributes, incredible pain tolerance and a powerful narcotic buzz. It also allowed them to expand their own abilities beyond the physical boost the serum provides. Cybernetic enhancements are a relatively new and untested innovation, and few people's bodies can handle the experimental limb and organ replacements. The regenerative properties the super serum provides allow Freakshow members' bodies to handle the implants with relative ease. Once the Freakshow realized this they wasted no time in "cybering up."

It was at this point that a true leader stepped forward from the Freakshow's ranks. One of its founders, who calls himself simply Dreck, had long been the brains behind the operation and decided it was time his rank of President became official. He had to beat down two dozen other challengers to seize the position, but once he'd established supremacy Dreck finally gave the





Freakshow the vision it needed to press forward.

Dreck and the Freakshow began to preach a philosophy of rage unleashed. They tapped into feelings of impotence; particularly among young twenty-something men who had "good jobs" that offered no hope or joy.

Young men who wanted to lash out at the world because they couldn't find it within themselves to

find meaning. They were looking for someone, anyone to provide that meaning and, unfortunately, a number of them turned to a man named Dreck. While they seem to have no central base of operations, their activities recently are more organized than previously. In some dangerous parts of the city, they have a dread influence over whole neighborhoods. They also seem to have access to new and more deadly cyberware enhancements, making them a more deadly threat than ever.



THE COUNCIL

The shadowy brain trust known as the Council has become a major player in Paragon City only recently,

but their roots stretch back through more than six decades of trickery, intrigue, and lies. After their recent coup, the Council is ready to take Paragon City by storm, starting from their base on Striga Isle.

This island off the coast of Paragon City has never been the most savory of environments, but with the addition of the Council, Striga's gotten a lot worse. The Warriors and the Family are still in nominal control of portions of the island, but a vast chunk of it is dedicated to the biggest and most well defended villain base the heroes of Paragon have ever seen. The base is built around a massive volcano on the easternmost edge of the island. Rumors indicate that the smoking volcano may in fact be dormant, and that fantastic experiments may be going on inside.

In addition to their large holdings on Striga Isle, the Council has another ace up its sleeve: their alliance with the Nictus. These evil aliens have been partnered with the Council since its formative years in the aftermath of World War II. Two of the group's most feared leaders are humans fused with Nictus energy beings: Requiem and Arakhn. Though Requiem is known by all appearances, is a loyal soldier.



to be a somewhat bitter servant of the Council, Her experimentation with the use of Nictus



fragments has resulted in many new warriors within the Council's ranks—including the Galaxy troops, whose dark energy attacks are deadly.

At the heart of the Council is the Center, a man whose powers are shrouded in mystery. Some rumors indicate that the Center has powerful psychic abilities, while others suggest he is nothing more than a ruthless and brilliant strategist. One thing is certain: he has built his Council into a threat that can only be torn apart by the bravest inhabitants of the City of Heroes.



Carnival of Shadows

The first spark of the Carnival of Shadows blossomed at the end of the 17th century, in a small Venetian village.

Giovanna Scaldi was a young peasant girl, born to a farming family in Padua. Like many pretty, clever girls, Giovanna had her world wrapped around her little finger—but at the age of 15, Giovanna learned she was special.

All through her childhood, Giovanna's family, friends, and neighbors catered to her whims. She grew up to be a spoiled, bratty young woman who no one had ever been able to say no to—until the year of a bad harvest, when soldiers came to claim unpaid taxes. When they threatened her father, Giovanna rushed to his side and shouted at them to go away and leave them alone. To everyone's surprise, the soldiers did.

The family's relief at the sudden turn in fortune turned to fear several days later, when a second patrol of soldiers came to the village, this time with the intent of burning out a witch. They set fire to the farmhouse in the middle of the night, and the family barely escaped the smoke and flames. Giovanna screamed at the soldiers to burn each other, not their house—and the family watched in shock as they followed her orders to the letter, burning each other to death. Suddenly exhausted, Giovanna collapsed.

When she recovered, Giovanna's eyes were finally truly open. From birth, she had been blessed with powerful psychic abilities. She had always been able to subconsciously influence the minds of those around her, but she now discovered she could consciously direct a subject's thoughts and actions with a careful force of will.

Giovanna was a girl with tremendous insight and a voracious appetite for personal satisfaction. There was only one place for her: Venice.

The young "Duchess" who arrived in Venice six months later was, outwardly, quite a different creature than the 15 year old girl who fled the burning farm. She threw herself into the whirl of social life in La Serinissima, and easily ingratiated herself into the highest levels of Venetian society. For a time, Giovanna lived happily as a storybook princess, surrounded by beautiful people and potential suitors, and enjoying the finest things in life. But she grew bored, and looked for something more to fulfill her insatiable appetite.

A city can hold few secrets from a restless girl with a natural power of persuasion, and soon a secret underworld of Venice filled with rare luxuries, forbidden pleasures, and occult mysteries was open to her. Giovanna fell for a mystic who called himself Uriel di Inferno, and revealed her abilities. He helped her explore the extent of her powers, and showed her how to increase their limits. Together they stormed Venice, and soon their sinful soirees spilled out into public plazas and even the Doge's palace—the city kowtowed before her, and threw itself into a debauched frenzy which only served to increase her power.

Excess cannot burn forever unchecked, and soon stories of these legendary Bacchanalia reached Rome. A secret investigator of the Inquisition was dispatched to learn the truth





about this so-called Duchess Giovanna Scaldi, and her rumored affair with the Devil.

Brother Abelard Vernoux was, like Giovanna, born special. Today we would call them mutants, but at that time, Brother Abelard believed he was blessed by God. He had the ability to read emotions and absorb the qualities of people, animals, and even objects around him. When he arrived, he found a month-long party in full swing. The lustful affair stretched out across all of the Piazza San Marco, and even into the Cathedral itself. As he traveled swiftly through the revelry, one image burned brightly in everyone's mind: the face of Giovanna Scaldi.

He found the Duchess inside the Doge's palace, holding court

over a shameful display of the nobility. The confrontation was a surprise to both of them, never before having faced an equal in power. But the monk's years of battle in the Thirty Years War served him well, and after an epic battle he outmaneuvered Giovanna, forcing her to run.

Exhausted and terrified, Giovanna's control of the city was broken. The leaders, contrite and repentant, helped Brother Abelard scour the city to find her. It was Uriel who came up with a desperate plan. Years ago he had discovered a binding ritual that would prepare an object to host a soul. Traditionally, this was used to command devils and spirits, but he believed it could work for Giovanna, allowing her to hide her essence from the monk. Uriel would flee the city and find a suitable woman to act as host for Giovanna, far away from Brother Abelard's reach. Uriel prepared a porcelain mask with grave rituals. When it was ready, Giovanna projected her entire being into the mask. Her body died, and the world went dark.

Unfortunately for Giovanna, Uriel's plan never came to fruition. He was apprehended while attempting to flee the city. It would be a long, long time before light would again enter Giovanna's world. It took a blood relative—a distant cousin from across the sea—to throw the shutters wide.

300 years later, in July 2000, a pretty, young woman traveled to Italy from Paragon City. Vanessa DeVore was an Art History graduate student, studying in Florence. On a weekend trip to Venice, she found herself in a dusty, decrepit curio shop. She was drawn to a once beautiful wooden box, containing a chipped and discolored porcelain mask. Vanessa could see the latent beauty and potential in the piece, and eagerly bought it.

The mask, at first a minor curiosity, soon dominated her thoughts. She stayed in her hotel throughout the night, cleaning and repairing the mask. Finally, albeit tentatively, she tried it on...



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...Dawn broke fully into Giovanna's mind. As the mask settled onto Vanessa's face, Giovanna's mind roared forth, nearly overwhelming the girl. The two sets of memories, emotions, and personalities drove Vanessa's body into shock. The spirits wrestled all day and all night, fighting for dominance over the physical form. The conflict only ended the next day when a maid found her prone, and removed the mask.

Shaken, Vanessa packed the mask away and ended her European research. She returned home to Paragon City, ostensibly to finish her thesis. Instead, she spent all of her time researching the mask, and her distant relative, Giovanna Scaldi. Although tempted by the stories of her ancestor, Vanessa was too frightened to touch the mask again. Until the Rikti came.

Witness to the horror and devastation of the Rikti, and the fall of so many heroes, Vanessa felt she had no choice but to don the mask. Vanessa had an offer ready for Giovanna's spirit—work together and share their resources or else both would die. United in purpose, Vanessa/Giovanna did her part against the Rikti. Although she could not mentally dominate the aliens directly, she created an army of perfectly-coordinated, fearless soldiers under her mental halo. She fought until near collapse, and then in a moment of desperation "pulled" too hard on a subject's soul ... and consumed it in a flash of hunger. Although horrified by what she had done, the rush exhilarated her and recharged her. As long as she had souls to sustain her, she could fight indefinitely. Vanessa/Giovanna devoted her forces to the Alpha Strike team. When the Rikti portal was destroyed, all of her puppets were killed. Cut off from her resources, she collapsed.

When Vanessa awoke, free of the mask, she longed for Giovanna like a lost love. Vanessa reclaimed the mask immediately. United now in shared history and close friendship, Giovanna convinced Vanessa that she needed a reward for her good service. Giovanna helped Vanessa build her own little version of Paradise by seducing and dominating the young and wealthy of Paragon City. She reveled in the luxury, but soon felt directionless.

When one of her new playmates, Rachel Morris, was attacked by the 8th Street Muertos, Vanessa saw the assault in her mind. Right before they killed Rachel, Vanessa reached out and took the poor girl's soul. Energized, she hunted the 8th Street Muertos down and forced them to butcher each other.

Vanessa and Giovanna agreed upon a new purpose. Vanessa would create a haven of safety for herself and her closest subjects, keeping them safe in this dangerous city, and woe to any who crossed them. She knew she could not always be on guard, and so she chose her ten favorite subjects, all young and beautiful women, and shared with them the vision of Rachel's death. They



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were horrified and incensed, and vowed to do whatever it took to help Vanessa in her goals, exactly as she had planned. The Carnival of Shadows was born.

Empowered by Vanessa's telepathic insight and their own outrage, the women were transformed into psychic street fighters, able to pull knowledge from their foes' minds to counter any attack. Emboldened by this first success, Vanessa and Giovanna began cherry picking recruits in earnest, empowering them into a super-powered strike force.

The Carnival of Shadows exists principally to cater to the needs and desires of Vanessa DeVore and the spirit of Duchess Giovanna Scaldi. In return, Vanessa has built a decadent and insulated environment for her subjects, in which they may enjoy whatever pleasures they desire. All she asks in return is their absolute loyalty in the ongoing battle against her many enemies. Of course, since Vanessa dances through the minds of each and every one of her followers, they are always happy to do whatever it is she asks of them.

However, to keep her energy levels high, Vanessa needs a constant stream of souls. If her powers fail, the whole enterprise will tumble like a house of cards. Her servants consist of beautiful, wealthy, young socialites, but only the most attractive, charming, and talented women are ever considered worthy of attaining the highest ranks. From the highest Ring Mistresses to the lowest Attendants, all are focused upon keeping Vanessa DeVore happy—for by sating her constant appetite, the Carnival of Shadows continues to spread its influence.

Clockwork

performing mysterious acts of violence and aggression.

The first of these Clockwork men—commonly called Sprockets—appeared several years ago. Early reports were confused, as victims and witnesses thought the Clockwork men might be one or two super-powered villains. Although violent, they were stealing objects of relatively low value—copper wire and steel cable, metal beams and machine shop tools. Incident followed incident, and suddenly there was a rash of Sprocket crime through the industrial districts of Paragon.

Initially confused, and somewhat amused by the strange robots behavior and appearance, police finally took the Clockwork seriously when an officer was killed trying to prevent two Sprockets from stealing a spool of copper wire from a cable service van. The police cracked down, but the Clockwork men proved difficult to injure or contain, due to a single-minded purpose and their metallic hide. So the commissioner called in a number of favors with local heroes, including the former policeman Blue Steel, and a city-wide manhunt was undertaken.

The Sprockets were eventually tracked down to an abandoned warehouse, where a major assembly line production seemed underway. There were dozens of Sprockets attempting to construct scores more of their kind. Blue Steel scouted ahead and reportedly saw a young, disheveled man overseeing the operations.

When the combined task force of heroes and police raided the warehouse, all hell broke loose. In the firefight that ensued, several propane tanks were ignited and the ware-



himself into the bungalow.

The young man was too disoriented from the early encounter, hurt by smoke and fatigue, and could not coordinate a proper defense. Blue Steel single-handedly smashed the Sprockets to pieces, and then turned his rage upon the man, beating him into a bloody pulp. Blue Steel collapsed, exhausted and spent. He checked on the man, and felt the bile rise when he realized the man was dead. Disgusted with himself and the whole day's tragedy, Blue Steel radioed in for the coroner and clean-up crew. With a heavy heart he left to help fight the fire. The pieces could be sorted out later.

Thus there were no witnesses to whatever happened next. When Blue Steel returned later, the emergency crew was cleaning up the debris. There was sign of the scuffle, but none of the Sprockets were there, nor was the body of the young man. Had Blue Steel been wrong, and the man not died? Did the robots repair themselves and carry the corpse away? Was there something else at work here?

Thereafter, there were a handful of sparse reports of Sprocket activity but the questions were put on hold, then forgotten, as Paragon City trembled under an apocalyptic threat: the Rikti war!

When the war finally ended, the city was a ruin and chaos governed everywhere. Quietly, or as quietly as a gear-and-ratchet machine can be, Sprockets started to appear in ones and twos, helping with the clean-up. At first, the city officials were confused but thankful for any aid. In those grim days it was hard to tell who was friend and who was foe. The Sprockets proved adept at clearing out scrap metal and sifting through debris for salvageable parts, but instead of helping the city separate it for reuse, they stole it away, and used it to build more Sprockets.

A reporter for the Paragon Times, Maggie Greene, who had followed stories of the Sprockets before the war grew concerned. As no one coordinating the relief effort seemed to know anything about them, she took it upon herself to follow a group of Sprockets. Over several days, they finally led her to an abandoned factory, where she discovered an assembly-line production. Top Secret Archive

One of Paragon's surviving heroic Super Groups, the Regulators, were alarmed by Greene's report. They quickly gathered and scouted out the factory. Whatever peaceful intentions the Sprockets were displaying quickly vanished into an aggressive defense of their territory. The Regulators barely escaped with their lives, but now the city knew the Clockwork meant them harm. Gears, ratchets, sockets, and springs.

house caught fire. The robots fought on, ignoring the flames. When the heroes and SWAT Team finally broke their ranks, it appeared that a number had escaped, including the young man. Tragically, three officers were killed in the fight and fire.

Blue Steel chased after the robots, ranging far ahead of his fellow heroes and the SWAT Team. The young man was carried through the sewers by a half dozen robots, and finally reached a "safe house," a decrepit bungalow in Boomtown. When Blue Steel radioed back to the commissioner, he learned of the officer casualties ... and a fury exploded within him. He launched



OUTCAST

One of Paragon City's most infamous street gangs is the Outcasts. A small but dangerous group, the Outcasts have a strong grip on many of the neighborhoods in

Steel Canyon, although their long-standing enemies, the Trolls and the Tsoo, constantly threaten to upset the status quo. Gang wars are vicious, bloody, and all too common.

On the surface, the Outcasts are one of the most diverse gangs in appearance. It has a strong attraction for many lower-powered criminals who do not feel they have the raw power to go it on their own. These junior members fall into the life searching for a way to make a name for themselves despite their minor abilities. The initiates are thus more diversified in make-up and background than in some gangs. The members are unified, however, as they all have elemental-based, super-powered abilities. They tend to subdivide into smaller gang lines, or chapters, based on their particular affinity, such as stone (Bricks), air (Shockers), ice (Freezers), and fire (Scorchers). Each chapter has its own colors and modus operandi, although the lowest ranked members are most similar as their powers are unremarkable as a rule. As they climb the ranks, they become more fiercely loyal to their particular line, and their now lethal elemental powers distinguish them by name and reputation.

Although small, this gang is especially dangerous because all of its members have some modicum of power—minions perhaps only a tiny spark, but the leaders of the gang are super-powered villains to be reckoned with.

The Outcasts have plagued Paragon City for years, but in recent days have appeared to expand their power base. After the Trolls' unleashed their devastating explosion under Eastgate, creating the Hollows, the Outcasts knew they couldn't let the new territory fall into their enemies' hands, and so a splinter group moved into the caverns. Due to stubbornness and selfishness, each chapter pretty much goes its own way with little central leadership. Occasion-



ally the leaders of the chapters agree on a particular tactic, but there is little overarching strategy directing the group. While rivalries between the different factions are not uncommon, these petty squabbles fall by the wayside when the gang is threatened by an outsider, whether Troll or cape. Outcasts tend to identify by line and personal reputation for internal matters, but quickly fall into rank when dealing with the greater world.



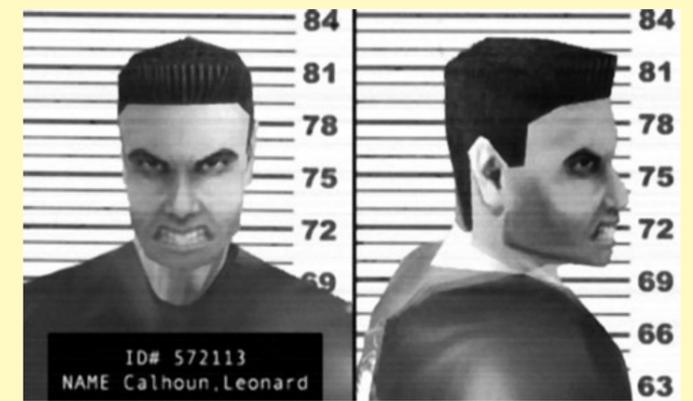
Villain Groups

Federal Bureau of Super-powered Affairs

***CLASSIFIED

Identity: Frostfire
Real Name: Calhoun, Leonard
Threat Level: Elite Boss of the Outcasts

Height: 6'10"
Weight: 280 lbs.
Hair: Blue-black
Eyes: Black
Distinguishing Marks: Blue tinted skin,
Tattoos encircling both biceps



Convicted: September 1979, Arson in the 2nd Degree causing Death (3 Counts)
Sentence: 20 years (10 years suspended), up for parole in 3
Wanted: Escape from a medium custodial unit, Arson in the 1st Degree, Felony Assault (3 Counts)

NOTE: Since his escape from the Zigursky Penitentiary, Frostfire is suspected to be directly involved in 10 Counts of Felony Assault, 2 Counts of Bookmaking, 4 Counts of Robbery, 3 Counts of Extortion, 3 Counts of Racketeering Violence, 8 Counts of Arson, 2 Counts of Murder

Investigators Report

Leonard Calhoun grew up in a middle-class neighborhood of Steel Canyon in the 1970s. Details of his home life are sketchy, but do not raise any red flags. The Zigg psychiatrist's report mentions an early obsession with super-powered heroes, which may eventually have flipped to loathing.

Calhoun claimed his powers manifested in his early teen years. He was able to generate extreme temperatures—both hot and cold—from his body. GIFT researchers believe he is able to generate temperatures of up to approximately 1500 °C and down to -75 °C.

Calhoun was first arrested for a disastrously failed attempt at super-powered heroism. At age 17, he witnessed an attempted armed robbery at a convenience store. Although he had neither training nor experience, he intervened, freezing both the robber and store clerk in blocks of ice. He then attempted to melt the clerk free, but the stress caused his powers to “spasm” uncontrollably. His fire powers ignited the building, and the ensuing inferno destroyed the building. Although Calhoun escaped unharmed, several people were killed in the blaze, including the clerk and the robber.

Calhoun surrendered himself to the authorities. Although the District Attorney's Office offered a deal for 5 years of jail time acknowledging his pure motives, Calhoun refused, believing wrongly that the jury would find him innocent. He was stunned by his conviction. Still, the judge was extremely lenient in his instructions, and a relatively light sentence was handed down as Calhoun's heart was judged to be in the right place.

Was this the breaking point for Calhoun? The psychiatrist's report implies that this is where he snapped, and he succumbed to a



Calhoun? The psychiatrist's report implies that this is where he snapped, and he succumbed to a

Villain Groups

“if you’re going to treat me like a villain” mentality. While being transported to the Zigursky Penitentiary, Calhoun broke free, seriously injuring the guards.

Calhoun, now calling himself Frostfire, made a name for himself on the streets. His strong personality acted as a magnet for numerous low-powered kids already entering the gang lifestyle. Although the gang is very fractious, they defer to his leadership. Frostfire has carved out a strong base of operations in Steel Canyon, and is rising as a threat.

Last Updated: Nash, A.

When the bridges of Skyway City were built, the Trolls simply came with them.
—Paragon City Legend

TROLLS

Trolls. The very word conjures an image of mythic monsters from Scandinavia. No gang is more feared in the Hollows than the Trolls of Paragon City. They are the “boogie men” that

parents use to frighten their children away from the temptation of drugs and life on the street. The Trolls are a focus of Paragon’s urban myths, like New York’s sewer alligators or Miami’s Bloody Mary. Some stories say the Trolls are a deformed offshoot of humans, while a few others believe the Rikti were somehow behind them, long seeding the world with mutagenic drugs. The real story is even darker.

The first Trolls appeared in Paragon sometime in the early 1980s. Early police descriptions of the Trolls were similar: homeless individuals, often with a criminal record, and always long-time drug users. Although the first Trolls had no connections to each other, as stories of their condition grew, they began establishing ties to each other.

It was not long before every Troll in Paragon City found him or herself drawn into a similar orbit, and it was only natural that a gang formed. With their emotions heightened and their wits diminished, the Trolls fought legendary street-battles to establish a hierarchy within this new urban tribe. The winners ruled, and the losers obeyed.



and their wits diminished, the Trolls fought legendary street-battles to establish a hierarchy within this new urban tribe. The winners ruled, and the losers obeyed.

Superadine, a street drug often called Supes (or more recently Dyne), not only causes the Troll mutations in users, but has also become integral to the gang’s initiation rites, and in fact is a part of all gang rituals. The more they indulge, the more extreme the transformations; and the



This all changed when a group of Trolls blew up a large section of Eastgate, in the Hollowing event. The new territory, nicknamed “the Hollows,” became their new center of activity. Superadine-fuelled strength has allowed them to cement their positions, turning the Hollows into one of the most dangerous regions for novice heroes.

The Trolls continue to expand their ranks through the distribution of Supes. New members attempting to gain acceptance into the tribe are often forced to undergo the “Test of Tolerance.” The recruit is given an enormous dose of Superadine, and must simply remain conscious. It does not matter if the recruit acts improperly or loses his or her sense of judgment—in fact, such wild activities are encouraged—as long as he or she remains awake. These types of rituals are common place in the tribe, such as when a group of Trolls all overindulge in Supes and rampage together.



as addicts they have an illness, it is hard to feel sympathetic to a rampaging, green-skinned, muscle-bound junkie. Because they are so poorly understood, many rumors have sprung up around the Trolls, including barbaric tales of torture, drug-fuelled frenzies, self-inflicted mutilation, kidnapping, and even murder.

most senior Troll members have undergone truly monstrous physical and mental mutations.

The Troll-condition, as it is colloquially known, was studied by researchers at the St. John-Smythe Foundation for Medical Research in the mid-1980s. It was conclusively proven that the Trolls’ green skin hues, exaggerated musculature, and low-level super-powered abilities, were a direct result of long-term Superadine addiction.

When the gang first appeared, they were considered a major nuisance, but not a critical threat.



critical threat. This all changed when a group of Trolls blew up a large section of Eastgate, in the Hollowing event. The new territory, nicknamed “the Hollows,” became their new center of activity. Superadine-fuelled strength has allowed them to cement their positions, turning the Hollows into one of the most dangerous regions for novice heroes.

Their goals are simple: to create mayhem, and to further their personal power by consuming as much Superadine as possible, heedless of the consequences. Trolls believe strongly in survival of the fittest. The junior members are known respectively as Trollkin, Jutal, Gardvord, Ogre, and Caliban. The highest ranking Trolls have mutated into grotesque abominations—they have horns, bulge with oversized muscles, and are relatively sexless.

Troll activity is widespread in the Hollows, Steel Canyon, Boomtown, and of course, Skyway City. In an attempt to curtail the gangs’ drug-induced rampages, the city created the Paragon Police Troll Task Force. The Task Force’s main bastion is in the Hollows, led by Lieutenant David Wincott.

The Trolls remain a serious threat to Paragon City’s future. Most citizens fear and hate the Trolls. Although



Identity: Atta
 Real Name: Haripual
 "Harry" Atta
 Threat Level: Elite
 Boss of the Trolls

Height: 7'
 Weight: 320 lbs.
 Hair: Bald
 Eyes: Green
 Distinguishing Marks:
 Green tinted skin,
 horns



Convicted: May 1990,
 Possession of Con-
 trolled Substance
 (Superadine), Assault
 of school official
 Sentence: 1 year (suspended with rehabilitation program)
 Convicted: March 1994, Distribution of Controlled Substance (Superadine)
 Sentence: 10 years, released on parole after 4
 Wanted: Atta is believed to be responsible for the deaths of 3 members of the Troll gang (Ram, Triton, and Boxer), and is key figure in the distribution of Superadine (Supes) throughout Paragon City

NOTE: Atta is believed to be one of the masterminds behind the destruction to Eastgate, at least as a prime conspirator to the untold death and destruction.

Investigator's Report

Not much is known about Harry Atta. A second generation east Indian, his parents ran a grocery store in the Gish in King's Row. He was a high school dropout, who started using Supes in his last year of school. Former friends and teachers remember him as being an angry kid who got into a lot of fights.

After being expelled from school for bad grades and drug abuse, he worked for a short period in his parents' store. Despite a court-imposed rehabilitation program, Atta quickly took up Supes again, using more than ever before. He was arrested again in 1994, this time for distribution.

By this point, Atta's use had been so high that he developed the tell-tale green skin and enhanced musculature. Much of his hair had fallen away, and he had two nubby little horns. Supes addiction is nearly impossible to break, and so far there's been no success in turning back the transformative effects. It seems likely he managed to get a small supply of Supes even while incarcerated. Not enough to empower him, but sufficient to feed his appetite. When he was released on parole after serving four years, he immediately fell back into the criminal life.

Hardened by his time in jail, Atta sought out the Troll gang operating in Skyway city he had heard about from other inmates. He was crazy enough to take more Supes than almost any Troll before him, and he never backed away from a challenge. There were more than half a dozen



Trolls ahead of him in the ranks, but Atta stormed through them all, one immediately after the next, killing three of them and severely wounding the other four.

Atta is believed to be one of the conspirators behind the Hollowing event. A confidential informant, Julius the Troll, has indicated this but been unable to provide concrete evidence. The same informant has indicated Atta occasionally deals with the organized crime Family, but we have been unable to prove this at this time. Finally, a few high ranking Troll Gardvords have spoken of an Archvillain Troll, far more powerful than Atta, but if he exists he is hidden so deeply in the Hollows as to be one more mystery in this city.

Last Updated: Wincott, D.

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There are horrors in the depths of the Hollows far more menacing than the Trolls or Outcasts. The Igneous are a strange race, seemingly made of living rock and magma, and alien to the eyes of humanity.

The Trolls colloquially call them "rock dudes" and "lava dudes," but such familiarity does not properly reflect the danger the Igneous represent. On the surface of the Hollows, scattered through the nooks and crannies of Grendel's Gulch, are the scouts and vanguard of the Igneous. Named "pumicites" (from pumice, a porous form of solidified lava), these rock men appear to be made of a living, gray, porous stone. Their skin is abrasive, like the skin of a shark, and resembles a sponge because of gas bubbles frozen within it. These bubbles can burst, releasing noxious fumes that make it hard to breathe. Pumicites are much lighter than they appear, and thus are faster and more agile than heroes might expect.

IgneousAs dangerous as the pumicites are, the deadliest of the Igneous rarely venture to the surface. The "magmites" are minor lords of the Igneous. These creatures appear to be made of living, molten magma, held together by cracked, blackened slabs of rock. They shed small chunks of lava as they move or attack. Magmites have been reported bathing in pools of molten fire. The heroes that have faced them have described them as measured, relentless enemies who are able to summon forth flows





of magma to trap and burn opponents.

It is clear that the Igneous were disturbed by the Hollowing Event, but what the future holds is difficult to say. Will they simply retreat back into the depths if left alone, or will they continue to push toward the surface? How intelli-



gent are the Igneous? Can the citizens of Paragon City ever learn to communicate with them, and learn to live in peace? Or does some darker intellect, with far reaching goals and sinister ambitions drive them?

SKULLS

The Skulls are one of the many street gangs that operate in Paragon City. They are a death cult, of sorts, who seek personal glory and power through death, no

matter whose. Today, their leaders lurk about one corner of Perez Park, called the Boneyard. They vie for control of the park, but are in the midst of a seemingly endless gang war with the Hellions.

The gang has recently spread heavily into the King's Row zone, established new chapters as it tries to take over new territory. In King's Row, the Skulls will battle anyone—cop, hero, rival gang—to dig in their stakes. As the war in Perez Park has reached a stalemate, it seems they want to expand in other directions to advance their position. Fledgling chapters have also been reported in Atlas Park and Galaxy City. Although not often found on the streets in Galaxy City, various drug labs have been reported. Despite their morbid trappings, the Skulls are ultimately a street gang, and thus concerned with usual aspects of organized crime. They run extortion rings, commit robbery, and sell drugs. Of late, like many in Paragon's underworld, they are pushing Superadine.

In fact, they have been pushing it so hard in Perez Park and in King's Row that they threaten to flood the streets. Some in the PPD suspect the Skulls may be working with a new partner to take control of the market. It is known that the Skulls deal with the Trolls generally on good terms.

One unusual rumor about the Skulls that has sprung up since the Rikti War is the story of a lone wolf hero obsessed with the destruction of the gang. His—or her—name is unknown, though some of the street tales suggest his (or her) family was killed by Marrow Snap and Marrow Drinker. Some stories describe him as a feral hero, barely able to communicate. He pulls in new heroes to his cause with a terse, muttered phrase, "Go. Hunt. Kill Skulls."

The organization of the gang is fairly straightforward. The Gravediggers are the foot soldiers of the Skull gang. They are normally armed with knives and guns, and do the grunt work. When first brought into the gang, their initiation rituals all center around death. It is typical for a new recruit to be ordered to kill a random target (the victim is often a member of a rival gang). A veteran Skull will then take a number of new recruits to pick out caskets for their inevitable death. To them, dying as a member of the Skulls is the greatest honor one can find. By embracing death, it not only has no power over them, but gives them a dark inner strength. Finally,



new recruits must go on a "black wake," where they dig up a body and claim the deceased's skull as their new "face."

The veterans of the Skulls are nicknamed Death Heads. They have earned their bones through acts of blood-thirsty violence. They run the Gravediggers through their paces, and report directly to the top bosses—the Bone Daddies.

The Bone Daddies are chosen through some secret, black ritual performed by the original founders of the Skulls, the Petrovic brothers. This ritual gives them power over the negative world, and allows them to tap into spirit killing energy that they can use to feed off of their victims. Heroes who have faced them have stated that Bone Daddies are dead inside, their bodies just haven't realized it yet.

Federal Bureau of Super-powered Affairs

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Suspected Skulls leaders, Marrow Snap and Marrow Drinker

The Skulls were founded in the mid-90s by a group of Eastern European refugees who moved into Paragon City, fleeing civil strife in their home country. Many of them settled in the Perez Park zone, but found it hard to find employment, and found themselves falling through society's cracks once again. They were subject to harassment and extortion from local gangs, primarily by the Shadows. Two brothers, Radoslav and Emil Petrovic, saw the Shadows as little more than street trash—they decided to show the local punks what a real war was.

The Petrovics' apartment was on Hollow Oaks Lane, the front line of the war. Rado and Emil gunned for any member of the Shadows who walked down their street. When that did not scare the gang off, they targeted the Shadows' girlfriends, sisters, and mothers.

The Shadows fought back, of course, attempting to take the Petrovics out once and for all. The Shadows broke into the



apartment one night, and caught Rado's and Emil's parents alone. But the brothers knew this would happen. They jammed the exits and burned the building down, killing most of the Shadows. The building was destroyed, and their own parents died at their hands. But their reputation was forever made.

Rado and Emil were arrested as they stood quietly, watching the building burn. Something had happened to them, however. Perhaps they saw something in the flames, or were haunted by the spirits of the dead. Before they even reached jail to be booked, they reached out to the arresting officers with tendrils of cold energy, and drained them of their lives.

A few weeks later, two men were seen hunting around the ruins of the collapsed apartment. The locals had begun calling it the Boneyard. They sifted through the debris and uncovered a few grisly trophies. Shortly thereafter, Rado and Emil were reportedly seen, wearing frightening masks made from human skulls, and radiating with a dark, unearthly energy. Having crossed a threshold, they abandoned their old names, and rechristened themselves Marrow Snap and Marrow Drinker. Remnants of the old Shadows flocked to their side, as did other discontents from their neighborhood. Rather than scare off potential recruits, their terrifying reputation attracted violent and brutal gang members to their



Suspected Skulls leaders, Marrow Snap and Marrow Drinker



HELLIONS

Where there is smoke, there is always fire, at least as far as a Hellion is concerned. The Hellions are a relatively new gang on the streets of Paragon City, whose ranks have swollen recently to tremendous levels. Their arsonist tendencies threaten to burn

the city down, leaving them only rubble and ash in which to wallow—some say that's exactly what the Hellions would want.

The Hellions biggest chapters reside in Atlas Park, Galaxy City, and Perez Park. Atlas and Galaxy swarm with them, checked primarily by the influx of new heroes. In Perez Park, the Hellions' wildfire-like expansion has been blockaded by the Skulls—the two fight a vicious gang war for every inch of the park unclaimed by more dangerous foes.

The gang's colors tend towards red and orange, and their trappings include demonic symbols. Most mem-



bers have devils, demons, or pentagrams tattooed somewhere on their body, along with the term "Blood Brothers," for that is what all members are called once they have passed their initiation. Indoctrination to the gang first involves an act of violence (spilling another's blood), and then a ritual scarring where a recruit ceremonially cuts himself. This is said to unleash a Hellion's inner potential and to demonstrate his mastery over pain and flesh.

As members rise in the ranks, they are exposed to a quasi-religious dogma, where power is achieved through crimes, or acts of sin. In the Hellions' worldview, fear, greed, lust, and anger are powers to be tapped into. They openly claim to "worship the devil," and brandish Satanic images like a blunt hammer, but few realize that their leaders are deadly serious in their beliefs.

Members fight for power amongst themselves, lower rungs of the Hellions' leadership is ever to prove their ability. Two recent Hellions who mercenary 3K Kelvin, and the self-styled



to establish their status in the gang's hierarchy. The changing, as more ambitious climbers struggle have made their reputations are the mutant "Duke" Mordrogar. These boss-figures, and



others like them, strive to expand the gang's influence.

The nature of the dark forces that empower the Hellions is debatable, but Paragon Police and agents of MAGI have documented many reports of gang members gaining supernatural abilities. More worrisome, perhaps, is the testimony of friends and families who describe members as having become twisted by their initiation into the gang. Members maintain a strict code of secrecy and solidarity, even under police interrogation, and the gang leaders—the Fallen and the Damned—take their secrets to the grave.



The Vahzilok

The sickening snick, snick, snick of a sharpening blade, the slick wet sounds of blood, and the heart-rending cries of innocent victims can often be heard drifting from the back alleys, sewers, and darkened parks of Paragon City as the

Vahzilok go about their deranged work. Guided by the depraved Dr. Vahzilok, this villainous group defiles the very laws of nature with their never ceasing desire for human flesh.

The foot soldiers of this fetid force are the Cadavers, zombie-like animated flesh made from stitched together human corpses and robotic parts. Built from the remains of fallen heroes, the unthinking Abominations are much stronger and more resilient than the Cadavers. These mindless minions act as dispensable guards for Dr. Vahzilok's many research laboratories and hideouts. Certainly, few things are more chilling than coming face to face with stumbling zombies vomiting toxic bile—deadly modern day revenants that have no soul, no mind, no goal other than to kill and kill yet again.

Wielding blood stained bone saws and rusty cross-bows, Reapers and Mortificators are the only truly living of Vahzilok's minions, willing assistants trained in the surgical arts of amputation and



Villain Groups

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The Hellions have been tremendously active in Paragon lately. Although the lowest members run the typical rackets—extortion, robbery, carjacking—the lieutenants and bosses are much more concerned with cornering a niche market: the sales and distribution of black magic artifacts. Part of this is believed to fuel their own abilities, for the Fallen and the Damned have tapped into the power of arcane hellfire.

The current leaders of the gang have been identified as Decimator, Destroyer, and Destructor. They still take their orders from Tempter, aka Nick Pocker, the gang's founder who is currently serving time in the Zig. In fact, so many Hellions have ended up in the Zigursky Penitentiary recently that they regard the prison as a new, fertile territory for their criminal enterprises.

Before Tempter was locked up, he was brokering a relationship with the Outcasts, recruiting them into the black market trade in mystical artifacts. They share rivals in the Trolls and the Skulls, although they are clearly not close allies. What is interesting is that the Hellions don't hoard the arcane objects for themselves—it is almost as if they somehow benefit from spreading them into the general population, sowing evil and misery.

Tempter has also sent a handful of top ranking men to the Rogue Isles to establish a foothold amongst the villains beneath Arachnos's shadow. Whether 3K Kelvin and Duke Mordrogar are still in direct communication with him, or whether they are now operating essentially on their own, is currently unknown.

UPDATE: Hellion arsonists have been spotted for months now, randomly starting fires in Steel Canyon and Skyway City. This seems to be done to raise the gang's profile; to issue challenges to other gangs, like the Trolls; and possibly as an initiation rite for their leaders. This trend has become more commonplace since the incarceration of the gang's leader, Tempter.

organ removal. Seeking raw materials for Dr. Vahzilok's experiments, these savage mortals can be found wherever there might be bodies to scavenge.

The pinnacle of Dr. Vahzilok's retinue is the Eidolon, an animated corpse that has been "perfected" according to the mad doctor. Given only the prime hero body parts and best medical treatments, these creatures are much more than simple zombies. Walking the line between living and dead, not all of these powerful beings are fully "resurrected". In fact, for some, becoming an Eidolon was a voluntary decision.



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Known Origins of Dr. Vahzilok

Driven by a darkly twisted combination of grief and desire, Dr. Vahzilok's motives were born from a psyche-shattering personal tragedy. Once a prominent doctor, Demetrios Vasilikos joined his father's medical practice healing heroes from around the world. Working together, father and son were the most sought after, trusted doctors in Paragon City.

This happy partnership was sundered when Demetrios's father caught a deadly alien infection while treating a hero named Commander Comet. Demetrios became obsessed with finding a cure for his ailing father. Sadly, after a harrowing, pain-wracked month, the elderly doctor died.

However, while desperately seeking a cure for his father, Demetrios delved into some of the highly experimental science and technology being developed by those on the fringe of medicine. After seeing these potentially dangerous advances, he became convinced that with more time he could have saved his father. Beyond his own selfish need to heal his father, he also felt certain that he could in fact save thousands, maybe millions of lives by curing every type of deadly disease that currently plagues the earth.

Despite these seemingly altruistic goals, his inability to save his father's life snapped some small, vital piece of Demetrios's psyche. No longer concerned with the wellbeing of his patients, he experienced a newfound freedom to pursue unethical and increasingly disturbing research. His need to examine new medical technologies drove Demetrios to perform grotesque medical experiments. These studies soon convinced him that the key was to find a way to perfect transplant surgery. The more of the old body that could be cut away and replaced with new flesh, the better.

This led down a sinister experimental path as he discovered new ways to animate and preserve flesh and organs. His brilliant mind further incorporated advances in engineering and computer science into his work, creating artificial systems to function with the transplanted body parts. It was not long before Demetrios had created his first Ca-



Villain Groups

together body of a dog that could move under its own power with the help of motors and simple machinery implanted in its body.

Although the work was already questionable, soon after creating this Cadaver dog, Demetrios went beyond the pale, killing a live person to further his research. At this point, his already unstable mind split completely and thus, Dr. Vahzilok was born. Within his fractured psyche, the desire to cure the world of disease was distorted. Believing his goal more important than the lives of those he sacrifices, Vahzilok the zombie master now has no qualms about killing innocents for his imagined "greater good."

Still a true scientist, the doctor documents his horrifying experiments in great detail, sharing his research on underground web sites. Although reviled by the medical community, many twisted minds have begun building upon Vahzilok's research, imitating his work by creating their own zombie hordes. Some of his more prodigious protégées have even gone public with their work, such as the infamous Face-maker who currently operates out of the Rogue Isles.

Now Vahzilok's minions and imitators scour the city for bodies, blood, and organs, anything to aid this once great doctor whom is now driven by one nefarious and gruesome desire—the desire to master death itself.

Tsoo

The smell of alcohol and anxious sweat lingered in the warped wood and chipped paint, long baked into the cement floor under the heat of the incandescent lighting. Cutting through it all was a whiff of burnt chemicals from the autoclave, humming away to itself in the back corner. The walls were covered with yellowing posters of flash, the clichéd tattoo designs so often chosen by drunken frat boys and wannabe gangsters.

Lounging at the front counter was a large, burly Chi-

nese man—the tattoo "artist," chosen more for his abilities as a bouncer than any inherent talent. Found throughout Paragon, but especially in the neighborhoods of Talos Island, Independence Port, and Steel Canyon, tattoo parlors such as these acted as fronts and gathering points for one of Paragon's most ambitious gangs: the Tsoo.

The real action took place upstairs in tiny apartments, or in gambling dens secreted in backrooms and basements, or in ostentatious drug palaces hidden within abandoned warehouses and successful gangs in the past few years in



Villain Groups

factories. The Tsoo have been one of the most Paragon, dominating the Asian communi-



ties and running the protection rackets and drug trades in their neighborhoods.

The Tsoo emerged on the scene in the late 1990s as a small but unified bunch under the leadership of Tub Ci, a brutal and calculating drug lord recently released from prison. Tub Ci claimed to have found his spirituality in prison—but it was the legacy of a warlord—and he named his group after a word that he defined as “the destroyers.” Independence Port

and Talos Island were under the thumb of Hong Kong-born Triads at the time, who harshly exploited other Asian minorities in the area, but this wouldn't last for much longer.

Tub Ci claimed he could no longer see his people, the Hmong, suffer; and while there was some truth to his outrage over the hardships they faced beneath the Triads he was certainly not motivated by altruism. Tub Ci's ambitions were grand, and his Tsoo were a fearsome lot, heavily inscribed with mystical tattoos that gave them super-powered abilities. His lieutenants, the cruel sorcerers, were his most trusted brothers, many of whom had spent time with Tub Ci in prison. And when their martial arts, gun and sword play, and magics were not enough, Tub Ci showed his sorcerers how to reinforce their ranks with ghostly warriors they claimed as their literal ancestors. They broke the backs of the ruling Triads and slipped into power.

The Tsoo wanted nothing less than to control all of the drug trade and protection rackets in Paragon City. However, the Rikti war forced them into the simple task of survival for a time. They refused to aid the heroes, and they certainly would never help another gang, but they did do what they could for the people under their “protection.”

When the war finally ended, Tub Ci consolidated his forces in the regions of Talos Island, Independence Port, and Steel Canyon. They basically own the drug business, gambling dens, and protection racket in those areas. They celebrate their domination regularly, with loud, raucous parties held throughout the month. These parties are usually held in abandoned warehouses or empty lots in bad neighborhoods—deep within Tsoo territory. Sometimes the parties devolve into blood sports, where both men and women participate in no-holds-barred scraps, earning prestige and glory among the streets. Offering a heady mix of drugs, flesh, and violence, the Tsoo gatherings act as magnets for those drawn to their dark lifestyle, and Tub Ci craftily uses them as a constant “recruitment drive” to bolster his ranks.

Recently, rumors abound of a new drug appearing at these nightly parties, something that stirs the blood and increases aggression and energy in the user. Several heroes have reported to the PPD that the drug is nicknamed “Rage,” and its users are ready to explode with any provocation. The origins of the drug are currently unknown.

As a new member is brought into the Tsoo, he begins as a Pha Enforcer. They run the basic levels of the gang's activities, controlling the streets. They are organized by fighting-style, and there are Tiger (claws), Eagle (kama), Serpent (sai), Crane (bow), and Dragon (katana) Enforcers. Once a member has proven himself, it's said that the ghostly ancestors themselves will take notice and point out his potential, coming to the “chosen one” in dreams. Once chosen, they receive their tattoos, potentially the first of many in a long life of serving the Tsoo.

The true Tsoo tattooing occurs in private work-shops by masters of the art. Done by hand, these

startling images take form over many long hours and weeks, and use a secret recipe jealously guarded for the mystical ink. The Tsoo sorcerer-tattooists are true masters of their craft, but it is their subjects who must suffer for the art.



Once a member has received his first tattoo, he becomes known as Kua Mem Neeg, or Ink Man. The PPD believes the initiation rite roughly parallels other “blood in, blood out” gangs, and requires an act of murder or bloodshed to be welcomed into the ranks. There are different colors of Ink Men, denoting their rank.

Yellow Ink Men are the most common, and act as dealers, money men, con artists, and recruiters. Their tattoos give them empathic and telepathic powers. The Green Ink Men have proven themselves in fights and in crises, and been recognized as potential leaders. Their tattoos make them supernaturally-capable fighters. Red Ink Men are the hand-picked assassins of the gang. Their tattoos give them supernatural agility and accuracy, and some can siphon a target's power and speed, slowing them down before the kill. Blue Ink Men are most commonly found in Tub Ci's agents in the Rogue Isles; their tattoos allow them to siphon speed and power like their Red cousins, but they also favor unrighteous and deplorable poison attacks.

In addition to Tub Ci's close circle of sorcerers the highest ranks of the Tsoo include masters of a variety of martial art styles. The leader of the Tsoo will promote Ink Men who have proven themselves to be extraordinarily capable to these esteemed and feared positions. A master's title connotes his abilities, so that the Dragonfly Master commands the forces of wind and rain; an Iron Hands Master understands pressure point techniques to such a degree that he can drain the life away from a foe and replace his own energies; a Bronze Leopard Master is uniquely deadly with his claw weapons; a Crescent Master can tap into the very power of the universe to wield the power of gravity itself as a weapon. Tub Ci has named more than a dozen masters of the Tsoo.

Tub Ci's great plans are still shrouded in mystery, but expansion of the gang is key. Many of the new members reflect the current trends of Paragon City, wearing the latest fashions, listening to the coolest music, using the edgiest drugs. They see themselves as young, hip, veterans of the last great war, and that simply surviving means they are special. They swagger through their neighborhoods with pistols tucked into belts, and often strapped with ancient weapons. Tub Ci is a true artist, and his work spreads across a living canvas.



Identity: Tub Ci
 Real Name: Tang, Tub Ci
 Threat Level: Arch-villain of the Tsoo
 Height: 5'
 Weight: 135 lbs.
 Hair: Black
 Eyes: Black
 Distinguishing Marks: Full-body tattoos cover chest, arms, and legs.

Convicted: 1985,
 Distribution of a Controlled Substance (Heroin)
 Sentence: 2 years

Convicted: 1990, Manslaughter
 Sentence: 8 years

Wanted: 8 Counts of Felony Assault, 3 Counts of Engaging in duel, 2 Counts of Conspiracy to bribery of a witness, 5 Counts of Extortion and blackmail, 4 Counts of Organized criminal gambling, 5 Counts of Conspiracy to Distribution of a Controlled Substance (Rage)

Investigator's Report

Tang Tub Ci (perhaps originally Tub Xi?), was born in Laos in 1960. His family was among the Hmong minority population, many of whom were caught between American forces and the North Vietnamese Army. By age 10 Tub Ci was displaced, his village destroyed in one of any endless sorties. He appeared out of the blue one day within a US camp; somehow this tiny, skinny kid, half-starved, shirtless and shoeless, had snuck across a minefield and into the base.

A number of soldiers recounted how they took a liking to him. They fed him and clothed him, calling him "Tubby" because he was so rail-thin. Perhaps Tub Ci wanted to pay the soldiers back for their kindness, or possibly he wanted to lash out at the Vietnamese invaders he saw tearing up his homeland, but Tub Ci led a group of US soldiers to a hidden Vietnamese camp near where his village had once lay. When they told him they had destroyed the base, apparently his only response was to give a shy little smile.

No matter how often he was chased off the base by various officers, Tub Ci always found his way back. He proved himself several times over by acting as a guide and scout for the soldiers who liked him best; and he learned everything he could from them, from English to gambling at cards to learning how to fight.

When the US forces withdrew in third of his life studying soldiers. secret war may never be known,

1975, Tub Ci was 15 and had spent a What all he learned in that dirty, but he had a clear destiny in



mind—he had to get to America, which was where his fortune and future lay.

By the end of that year Tub Ci had managed to scam and save enough money for a plane ticket and forged documents, and he landed in Paragon City. Despite having no destination and neither friends nor family awaiting him, by the end of his first night he was prowling the streets and alleys of Little Asia in Siren's Call, and had a job. At first, Tub Ci took on any employment he could—dishwasher, cook, janitor, messenger, anything. Although "fresh off the plane," his survival instincts and linguistic fluency served him well. Ostensibly hired as menial labor in a large Chinese restaurant, he was quick to realize the business was a front for a Triad gambling den, and the bosses recognized his potential. Soon Tub Ci was running messages, acting as a lookout, and even carrying payoffs.

Tub Ci moved from one gang to another in those years, as opportunities arose for promotion and as different groups fell to a variety of costumed heroes. Although he felt some affinity for his own people, as a displaced orphan he could also be described as "rootless," and some profilers have suggested this helped him move freely between different gangs.

It was only a matter of time before Tub Ci was arrested and ended up in the Zigursky Penitentiary. Inside, his battlefield and gangland experience helped him prove how hardcore he was. Tub Ci's two-year sentence for drug running was extended by another eight years after he killed an inmate in a prison-yard brawl.

During his years inside, Tub Ci prisoner—the older Pha Xiong,



came across another Hmong who had also lived through the



Vietnam War and had fought with the French in the 50s and 60s. Pha Xiong was serving a life-sentence for murder in the first degree. His file is incomplete, but it appears he was a deadly master of martial arts, and known to have certain mystical powers.

Tub Ci spent several years in Pha Xiong's company. Pha Xiong was known to most inmates as the "go to" guy for the wildest prison-yard tattoos, although the art he practiced on most inmates was of a common variety, paling in comparison to what he was truly capable of. His magical tradi-

... true art tapped into ancient tions, and allowed the fusion of spirit and body through the tattoos. Tub Ci studied under Pha Xiong, and over the months he grew to learn a path to power.

At some point Pha Xiong shared most if not all of his secrets with Tub Ci. The greatest of which was the key to the tattoos of power. Each tattoo is inscribed by hand, similar to the Japanese irezumi style, and uses a special ink infused with rare Chinese herbs and catalyzed by the blood of the wearer's enemies. Preparation of the materials is believed to be a long and involved

process, but somehow Pha Xiong

was able to do so even under the eyes of the warden, and it is suspected that he initiated Tub Ci into this sinister practice.

When Tub Ci was released in 1995, he was even more firmly plugged into Paragon's underworld than ever before. Now his intelligence and fighting skills had been honed to a razor sharp edge, and this was enhanced by newfound mystical arts. Other people knew of Pha Xiong, and it was clear that Tub Ci was his heir—they sought him out to learn, and to work on his behalf.

Tub Ci zealously guards the secrets of his power, teaching his followers only after they have proved themselves time and time again. He is proud and self-reliant, potentially to the point of his own demise. Tub Ci knows more about the currents of Paragon City than he lets on, but he is convinced he and only he can lead his people to glory.

PHOTOS courtesy of the Paragon Times freelance corps: Syph (Justice Server) by Alex Y., Tacoma, WA; Captain Ruffles (Freedom Server) by Iain Douglas B., Sykesville, MD



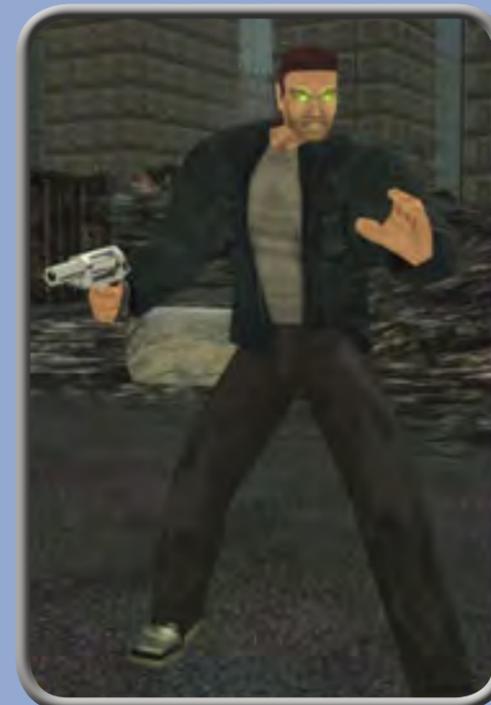
corps: Syph (Justice Server) by Alex Y., Tacoma, WA; Captain Ruffles (Freedom Server) by Iain Douglas B., Sykesville, MD



CONTAMINATED

The Contaminated were once a small-time band of thugs who dabbled in the drug market, mainly to feed their own addictions. Looking for a cheap score, they broke into an abandoned Crey Biotech office building and found a for-

gotten stash. Instead of a quick and easy fix, what they found was an experimental drug now known on the streets as "Outbreak." The gang members got the high they were seeking, and Outbreak spread throughout the neighborhood as quickly as its name implied.



An Outbreak high causes a feeling of invincibility in the user, an increase in violent tendencies, and a boost in physical strength. According to the Genetic Investigation and Facilitation Team (GIFT), prolonged exposure results in madness, as well as physical mutations, which can include glowing green eyes.

Coyote, a hero with an excellent record as a crime fighter, was assigned to help the Paragon Police Department in containing these violent criminals. In addition, he assisted Dr. Miller of the Rivera Medical Center in obtaining the

samples necessary to investigate the drug. Dr. Miller identified Outbreak as a Rikti mutation drug, and was eventually able to develop a cure for the early stages of poisoning. Unfortunately, once madness has set in, the effects of the drug are irreversible.

The Paragon Police Department has barricaded several city blocks surrounding the office building where the outbreak originated in an effort to prevent the spread of the virus and stop the distribution of the dangerous drug. In addition, many young heroes in training are sent in to as-

PHOTOS (right) courtesy of the Paragon Times freelance corps: Bedlam Belle (Virtue Server) by Kimberly J., Concord, CA; Doctor Leo & Curupira (Freedom Server) by Leandro P., Buenos Aires, Argentina, & Jayme M., Sun City, CA.



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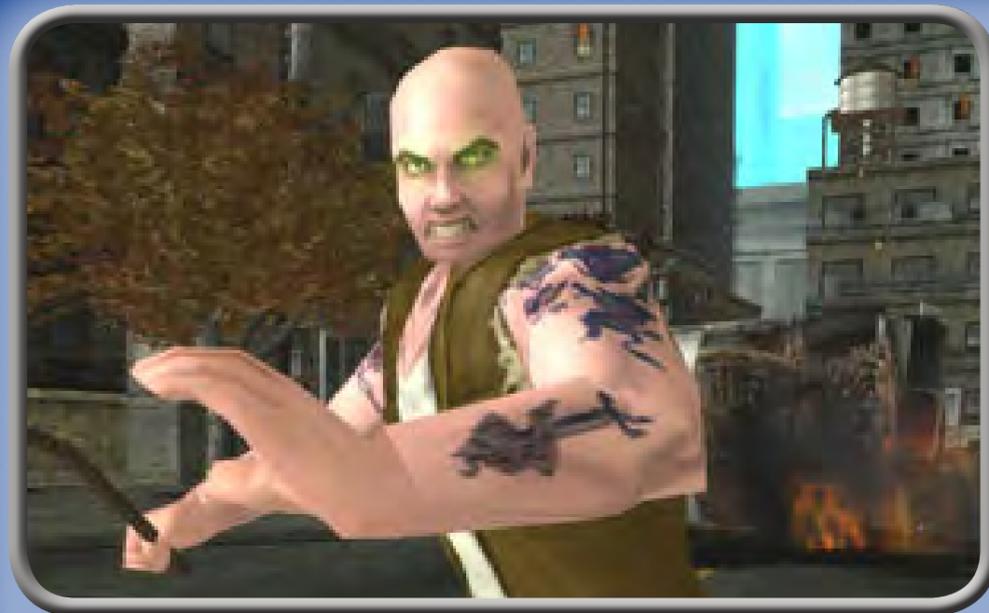
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sist the city's finest in their efforts.

Even with all of these security measures in place, reports indicate that at least one Contaminated thug has been able to slip through the cracks and escape quarantine. An as yet unconfirmed rumor from the Rogue Isles also suggests that the Lost have obtained the formula for Outbreak and are synthesizing the drug in order to distribute it in Paragon City.



MALTA

Secrets within secrets. Black helicopters and balaclavas. Shadowy agencies with limitless slush funds,

and black-hearted agents with licenses to kill. Hushed conversations on internet chat-rooms that mysteriously vanish. Men in black with blank identities, and deadly women with a dozen passports. A high-tech paramilitary force divided into clandestine cells and dispersed around the globe—this is the Malta Group.

In a world of super-powered chaos and costume-clad adventurers, there are still mortal forces that try to control the storm. One such group is spoken of in whispers, even at the highest levels of power. Rarely seen, those who know of them detect their fingerprints staining the headlines with frightening regularity. Young heroes may never encounter these forces directly, but paranoid government analysts and conspiracy experts believe the Malta Group's machinations are ubiquitous.

Veteran heroes who have encountered these heavily-equipped and highly-trained special forces warn of their resources and capabilities. These agents often disguise themselves with fake IDs and false names, claiming to be attached to real agencies (like the bogus NSA's Suppressed Transmissions Office), or part of completely fabricated groups (like the KTU anti-terrorism agency). Yet no matter what their papers say, they have similar features in common.

Malta field agents are centered around the Tactical Ops team. These men resemble "future infantry soldiers," armed with advanced assault rifles, tasers, fragmentation and web grenades. Officers may carry stun grenades as well, to disorient and paralyze targets. They wear cutting edge armor, such as electro-textiles that provide power to a wide array of built-in sensors (capable of detecting both the wearer's vital signs and monitoring a target's condition), all reinforced with flexible Kevlar plates.

Tactical Ops teams are often supported by an Engineer. In addition to their expert skills, they are able to deploy mini-field artillery with lightning-quick reaction speed. These autogun turrets have a rapid rate of fire and a sophisticated tracking system; once they lock on, they maintain a field of fire until the target is destroyed or out of range.

The most feared agents of Malta are their equipped with a Bio-Energy Feedback Inducer: a weapon designed in a top-secret laboratory, built specifically for hunting down and



Sapper units. These battle-hardened soldiers are a weapon designed in a top-secret laboratory neutralizing super-powered beings. Heroes

coined the term "Power Sapper" for these weapons, and use it with fear, anger, and disgust. A hero cornered by a Sapper will find he or she is unable to sustain most powers, and will be easy prey for the Sapper's back-up.

Malta also has a stable of veteran killers in their service. These network agents are recruited early, and put through a rigorous training regime. Despite their lack of powers, they believe they can take on a super-powered hero one-on-one. Due to their extensive close combat and sniper training, they are often right. Technically known as Special Qualification Marksmen, everyone calls them Gunslingers because of their cocky attitude and cowboy mentality. They are armed with high-tech pistols capable of firing a wide-range of specialized ammunition—all designed plainly to take down super-powered beings. Those who have battled them have reported explosive rounds, liquid nitrogen rounds (that freeze a target solid), incendiary rounds, hollow rounds, and even poisoned rounds. The Gunslingers are able to switch ammunition in the middle of a fire-fight, keeping their opponents off-guard and hard-pressed as they work up to a killing blow. Finally, many Gunslingers are equipped with short-range teleporters, allowing them to get up close to a target before pulling the trigger.

A few heroes have also reported of mobile armored walkers at several Malta bases. These Titan units are powerful robot warmachines, equipped with tremendous firepower. Hercules Class Titans are armed with plasma blasts, gas swarm missiles, incendiary swarm missiles, and are physically very powerful. When injured (or for tactical advantage) two Hercules Titans can combine into a larger unit, designated Zeus Class; a Zeus Class combined plasma generator is a truly devastating weapon.

The various Tactical Ops teams are organized in a cell-like structure, insulated, scattered, and autonomous. This makes it hard to find out real information about the leadership manipulating the course of Malta, because each agent knows

only wisps of compartmentalized information.





Federal Bureau of Super-powered Affairs

***CLASSIFIED ***

FOR AGENT INDIGO

*** EYES ONLY ***

I'm not thrilled with writing this down. It makes it all official-like. Really, I'd prefer if you burned this and only passed the info on verbally to a select few you really trust, but I'll defer to your judgment.

Malta. I know you know some of this, but maybe not as much as you think. I'll try to be as clear as I can, but in our world, you know that ain't always possible.

The history of the Malta Group goes back to the Cold War, and the era of dirty, secret little hotspots around the globe. Out of this period came the old school Cold Warriors, men like Roger Vrabel (from the CIA's Titan Project) and Neal Macintosh (of MI6) who didn't want to put down their guns even though the rest of the world was trying to rebuild and maybe open borders and try some touchy-feely solutions. Vrabel was always bitter about the Supreme Court's overturning of the Might for Right Act. Losing funding and power frightens men like these who can't adapt—so they took matters into their own hands.

Many of the top intelligence gurus in the West felt they were being outmaneuvered by their Eastern counterparts. They felt their governments were blind to the rising threats, and maybe they were right, but then again maybe they just fell into believing their own collective paranoia. Seventeen men traveled to Malta to come up with a plan. Nothing was written down, nothing was recorded. Whatever was said, only those present know exactly what was discussed or who was there. We know there were representatives from the US, the UK, Germany, Norway, Israel, and Canada, but there are a lot of unconfirmed rumors. When the meeting was done, each departed back to his home country, but a wide web suddenly ensnared the globe—a plan known as Malta.

The Malta Group is a global conspiracy, whose directors believe in shaping the world towards a better tomorrow—a

tomorrow for capitalists and corporations and Western armies. They claim they fight for freedom and democracy, but even a blind man can see they manipulate govern-



ments and individuals for the sake of a future that is neither democratic nor free.

For years they hid under rocks, coordinating between each other to divert monies into untraceable slush funds and to stock pile top-grade weapons and armaments. And slowly they started cherry picking agents from their various agencies and re-training them—their re-education system is very Manchurian Candidate—and funneling them into obscure outposts and off-the-grid bases.



For years, the Malta Group operated like an invisible, silent bullet. Targets in the Soviet Bloc would mysteriously die (or more often be covered in red herrings). No one really knew they were out there, although of course some people suspected. Malta stayed off the radar, nudging things forward, bit by bit. The early 80s was a bad time for them, however. When Roger Vrabel died, followed by Neal Macintosh barely six months later, it threw the group into turmoil. They had been the driving force behind the Malta Group, and left no clear successor. The group buckled internally, as numerous directors tried to establish control and a top-dog position. It was like that movie where everyone wants to be Mr. Black, and no one backs down 'cause they don't know who to be afraid of.

The internal squabbles and turf wars were pretty ugly, lasting for months if not years. Finally, a core cabal formed around the philosophy of "promote capitalism at all costs." A veritable "night of the long knives" silenced all opposition. The reformed group watched the death throes of the Soviet Union, and started watching the Middle East and Asia as the new flashpoints. They established secret bases and self-sufficient paramilitary cells across the globe. This new Malta was more active, and more reports surfaced about a "liberated" diamond mine here, an overthrown dictatorship there, an extensive smear campaign that broke up a Super Group in Quebec, a murdered bishop who was soft on super-powered heroes in Central America, and so on. It wasn't clear who or what Malta was, but we knew they were out there.

One of their greatest coups came via a recruit fresh out of Mother Russia. The Soviet super-soldier program was as dead as the Red Scare, and the scientists who ran it were broke and starving. No surprise that one was cheaply bought for a few hundred thousand dollars, and in deep-cover Soviet research facilities—they were, in a manner of

turn she handed over the keys to a city. We thought they were building speaking. But the military installa-





tion code-named Research Station Svyatogor was really some kind of cyborg factory. Malta took the plans for Titan Class war machines and cleared the lab out, taking everything back to their own hidden facility in Germany.

In Germany, they expanded upon the work of the Russian cyborg blueprints. They developed a working model of a mobile artillery unit—a humanoid armored walker—driven by a human brain. These Titan units were refined and perfected until they became the walking tanks we’ve seen in the field today.

They were first deployed in small skirmishes against the Rikti during the war. Malta always fought alone, and we believe they suffered heavy losses in that period. Still, once the war was over and rebuilding commenced, they had deep pockets to draw upon in order to refit themselves.



The Malta Group sees itself as the secret police force of the new order of globalism—and they’ll browbeat, torture, kill, and destroy anyone who steps out of line. They are primarily concerned with political leverage and pinpointed force. They don’t want to fight an open war, and certainly don’t want to engage multiple fronts directly. But they’ll use every dirty trick in the secret agent handbook—blackmail, coercion, kidnapping, pain techniques, mindcontrol, whatever it takes—to manipulate those who can help them, and crush any threat. We’ve seen more

and more reports of Malta Group agents acting openly. It’s hard to say whether they are getting overconfident or desperate. It’s obvious that their hardcore assassin wing, your former ninja-sisters, the Knives of Artemis, are certainly getting more active. I’ve also seen field-ready prototypes of a new Titan, code-named Kronos Class. These are some bad mothers, with more firepower than a battleship. We’re going to have to pull the plug on Malta one day ... if we can ever worm our way to the inner core.

-- Crimson



Family

Despite a world of giant monsters, super-powered vigilantes, undead horrors, and alien invaders, there are those who believe the old values and established traditions are the most important things in life. These rough men by their nature live on the edges of law-abiding society. They deal in the illegal and the immoral, and create a space for themselves

through the rule of the gun or knife. They profit by exploiting the weakness of others while maintaining a veneer of civility around the Sunday night dining table. They are The Family.

The origins of The Family can be traced directly to Paragon City in the 70s, and even more loosely back to the 20s and 30s. In the heyday of organized crime, Paragon’s underworld was controlled by the Sicilian Families: Blundetto, Bonanno, Dante, Denaro, Garibaldi, Genovese, Gravano, Gualtieri, Liggio, Marcone, Navarra, Troia, and Verandi. A who’s who of Italian names originally from Corleone and Capaci, and Palermo Centro and Santa Maria di Gesu. The Prohibition era was a boon to them, as Rhode Island was one of two states not to ratify the 18th Amendment to the Constitution (“Prohibition”), and 400 miles of Rhode Island’s un-policed coastline was a dream for rumrunners who smuggled in good quality liquor from Canada and the Bahamas.

Several of the families were rumored to be funded by some mysterious benefactor. He was some sort of wealthy industrialist (the stories say), who provided a significant investment of cash for them to run their rackets. In exchange, he gained influence over them and could potentially manipulate them for his ulterior motives. This benefactor may have also helped arm and equip the gangs, for they certainly had an easy time accessing military-grade munitions.

One of the families to gain prominence early was the Marcone family. They operated from a speakeasy called Caesar’s, which was visited every week by Prohibition agents ... who delivered cases of wine, scotch, rye, and gin! The agents would then enjoy their fill of Marcone food and drink, sitting down in the cellar with the Marcones and their guests.

The Sicilian Families bought the police, owned the politicians, and put the fear of the mob into the hearts of the hardworking poor of Paragon City. They controlled the rackets, the speakeasies, the bootlegging, and the prostitution. Territory was fought over in quick and bloody strikes, but for the most part there was enough profit for everyone to fill their pockets and the families were held together by Old World traditions. The Sicilian Families rose to dominate the New England mafia, ruling from Paragon, Rhode Island.

Gang wars, gambling dens, and backroom deals were the order of the day—until it all changed with the birth of the Freedom Phalanx in the 1930s. Statesman’s team put tremendous pressure on the organized crime families, and rather than band together they tended to tear each other apart. Several families were destroyed in this era, any mysterious benefactors were scared off, and they lost control of the New England mafia—with control moving to Boston. A “tough-on-crime” mayor and city council was elected in 1936, and those who survived the mass-arrests scurried back into the shadows.

The crime lords nursed their wounds and families, absorbing distant cousins, promoting slowly rebuilt their empires, bringing in their ing proven soldiers. By the 1960s, the Sicilian



Families were ready to plunder Paragon once again. At a sit-down at Bell Point in the heart of Independence Port, territory was again divided up and partitioned. Several families would stake their claims in Paragon, focusing on Independence Port and Steel Canyon, a few would move out to the territory of Striga Isle, while other families would move into the Rogue Isles in the wake of the lucrative mining and industrial ventures currently booming off the coast.



The Marcones rapidly moved into the Rogue Isles, where they took root before any of their rivals could find a niche. They bought their way into the docks, brought in drugs and prostitutes for the miners, and fought fiercely with anyone who got in their way. In Paragon, meanwhile, the other families formed partnerships with a number of drug cartels and street gangs.

One of the up-and-coming drug traffickers was a young hood named Harry Frost. Frost had a rap sheet for petty larceny, and was arrested several times for distribution of controlled substances, but the charges never stuck. He managed to avoid tangling with the street-oriented Super Groups, like the Regulators, but still made a name for himself as a “go to” guy. When the Regulators and the Dawn Patrol teamed up and took their War on Drugs to the drug fields of South America and Central Asia the North American street

dealers panicked. Many got out of the business or went into hiding, but long-range thinkers like Frost bided their time and made sure they were positioned to take advantage of the next big thing—it happened to be the first cut of Superadine.

Harry became the contact point for Superadine. Numerous dealers crawled back out of the woodwork and lined up to be on his payroll. With such an ever-increasing street rep Harry could no longer keep a low profile, and his men began to clash with the various Super Groups in Paragon. Frost’s gang was known as the Frost Cartel, and they ran the entire supply chain for Superadine, acting as the contact and distribution point for the Sicilian Families.

At one point the Regulators managed to corner Frost and deliver him to the authorities. While he suffered a brief stint in prison, his lieutenants struck back hard at the Regulators. In the midst of a brutal ambush, the Illustrated Woman, aka Mina Horne, was killed. These events ratcheted up the tension between the groups. When Frost was released a short time later after several key witnesses disappeared, the animosity between him and Back Alley Brawler and the Regulators was extreme.

Back Alley Brawler redoubled his efforts to put a dent in the drug trade on Paragon’s streets. After a series of daring raids put the heat on the traffickers, the Regulators followed a tip to a front company for the Frost Cartel. In late 1982, the Regulators stormed a building that concealed a major distribution center for the Cartel, and they closed it down. Harry Frost had to flee. Frost was chased to the roof by Back Alley Brawler, and during the confrontation Frost was accidentally killed, falling to his death. An investigation cleared the Back Al-



ley Brawler of any suspicion, but Frost’s death would have major implications for the city.

Meanwhile, despite the Regulators efforts the Superadine flow didn’t stop. Several other dealers immediately filled Harry’s role—it was as if some mysterious benefactor was supplying them. The Regulators worked with the mystics in the Midnight Squad to finally track the drug back to a source—a secret laboratory beneath a skyscraper in Steel Canyon. They uncovered a well-funded, high-tech research center where the scientists were studying the effects of Superadine on a wide range of test subjects. The Regulators shut the facility down with the help of the Freedom Phalanx, and although the scientists were arrested, over the ensuing weeks they would vanish into the system—clearly they had powerful connections who could pull strings for them. Similarly, much of the equipment and research vanished in a cloud of “national security.”

The respite from the drug trade was very short lived. It wasn’t long before some powerful figure seemed to be approaching the various leaders of the Sicilian Families and bringing them together. Both branches of the families, in Paragon and the Rogue Isles, appeared to be working more smoothly together than ever before. Additionally, they redoubled their efforts to deal in Superadine. Amongst other possible sources, they seemed to have liberated some of the equipment the Regulators turned over to the authorities.

The Paragon Police Department noticed that the various families’ soldiers, capos, and underbosses appeared to be working for a common cause—a more rigid control of the underworld. They also reported a much higher rate of encountering super-powered individuals in any gathering of these Mafiosi. It was as if they had access to a cleaner strain of Superadine for themselves. Eventually it was confirmed that some sort of Capo di tutti Capi (“boss of all bosses”) had unified the dons and their respective forces, and they were now all considered part of a new organization: The Family.

In Paragon post-Rikti War, The Family runs Independence Port, and has heavy influence in Steel Canyon. They also use Striga Isle as a way point between Paragon City and the Rogue Isles. The core of their business depends on the flow of Superadine. It is where they make their most profits, though of course they still deal heavily in racketeering, blackmail, selling illegal arms, trafficking in other soft and hard drugs, and prostitution. They also deal in burgeoning markets of pirated DVDs and electronics, and classic crimes of hijacking shipments, stealing cars (and car parts), and so forth. Because Superadine is so important to their cash flow, they are clearly connected to other criminal gangs such as the Trolls and the Skulls, but the depths of those connections remains undiscovered.

Meanwhile, The Family in the Rogue Isles splintered into two warring factions with the conviction of their don, Manuel Marcone. Despite the long, drawn-out gang war, The Family’s power in the Rogue Isles is deeply entrenched.

Federal Bureau of Super-powered Affairs

CLASSIFIED

Much of the material herein was provided by a key government informant, Lucien “the Soulman” Melchionni entered the Witness Protection Program and was relocated to Montreal.

Harry Frost had one son, Sebastian, who was out of the picture—presumed dead. Her identity is unknown, but

Sebastian. Harry’s wife, Sebastian’s mother, was dead, but possibly just separated. Harry had a string of girlfriends





through the 60s and 70s. He was known as quite the player.

Sebastian grew up hanging out in the streets of Paragon's rougher districts. The family had money from Harry's success in crime, but Sebastian was left on his own for long periods. There were no regular Sunday night dinners for this Mafioso family. Still, despite the distance between father and son, Sebastian looked up to and arguably idolized his father. He was a smart kid with a terrible record in school, and

hung about with other street punks engaging in petty crime, rough-housing, and running errands for Harry's friends.

Harry, it is believed, confided to his close circle that he didn't want this lifestyle for Sebastian. He wanted something better, or at least more legitimate for his heir. But analysis suggests he either was lying to himself, or had no idea how to encourage his son in a different direction. Everything he did embellished the criminal lifestyle and he clearly reaped the rewards—respect, fear, numerous women, money, fast cars. It's no surprise that Sebastian followed in his father's footsteps.

What is a surprise, however, is how the path was laid out for Sebastian. He was reportedly devastated by his father's death during a conflict with the Regulators. Sebastian reportedly once confessed that while going through his father's things he discovered a secret room in their house, which had served as his father's office. He found his father's journals, a significant stash of hard currency, and a letter from his father. He also discovered a small reservoir of pure, original Superadine formula.

Sebastian claims that his father wrote expressing his hopes that Sebastian would not follow the same path, and would instead take the money and build a better, more respectable life for himself. He instructed Sebastian to destroy all traces of the drug and his criminal past, and instead "make something of his life." Sebastian vowed to do just that, but his grief and rage twisted his father's words.

Harry's consigliere, Melchionni found Sebastian overdosed on nearly the entire supply of pure Superadine, but the teenager survived. Melchionni stated for the record that Sebastian gained significant super-powered abilities—super-strength, speed, and toughness at the least—although to date there have been no documented reports of Sebastian Frost using super-powered abilities (In point of fact, there are very few reports from law enforcement agencies that can even confirm that Frost is still alive let alone in charge of The Family; he has kept out of the public eye since before the Rikti War).



After his recovery, Sebastian apparently vowed to rebuild his father's cartel into something Paragon had never seen, a veritable drug empire. He burned his father's papers in order to purge his grief and to erase part of his past. Backed by the young Turks of his generation, and by several of his father's key people, Sebastian visited each of the ruling bosses of the Sicilian Families and convinced them to throw in their lot with him. Sebastian was obviously clever and intelligent and Machiavellian in his ability to play dissenters off each other until the survivors all agreed that serving him as soldiers in The Family was the best—and perhaps only—solution for them.

Sebastian needed a hook, of course, to keep the many dons and underbosses aligned with him, and the best bait was money. In order to keep it rolling in, he had to reestablish the Superadine connection. He took the remainder of the pure source and hired several top drug chemists—some say these were the very scientists the Regulators uncovered behind the drug in the first place—to replicate it, and produce even greater volumes. Sebastian had once told Melchionni that his father's journals described Superadine as the product of a US military-created soldier enhancement drug for the Second World War.

Melchionni also claimed that Sebastian ordered his chemists to create two very different strains of Superadine. There was the "pure" line, closest to the original serum, which was kept strictly for made-men of The Family. As his men earned each promotion they would be rewarded with stronger doses, increasing their super-powered abilities. His bosses are nearly as powerful as Sebastian himself.

And there was the "cut" strain, which was also much more addictive. This street version of the drug was seeded throughout several street gangs. Those who overdosed became the first of the Trolls, and some say Sebastian turned one of his childhood friends into the first Troll. This rumor is uncorroborated, however. It is clear that The Family deals to other groups like the Skulls, although how much influence The Family has over these street gangs is unclear.

PHOTOS courtesy of the Paragon Times freelance Wilson, MI; Lektrik (Virtue Server) by Shawn M.,

corps: Robin King (Triumph Server) by Aaron M., Pittsburgh, PA



SKY RAIDERS

*I love working for Colonel Duray,
Make the world safe for work and play,
One, two, three, four, Sky Raider Air Corps
I keep watch from high above
Blazing through the sky is what I love
One, two, three, four, Sky Raider Air Corps
Rikti, Nictus, alien scum
Heroes and villains in range of my gun
I don't know, but I've been told
Nictus tendrils
Are mighty cold!
Brrr, cold!
Feels cold!
Is cold!
Real cold!
Mighty cold!*

The Sky Raiders are a criminal mercenary group that operates in at least a dozen countries around the globe. They claim to be a legitimate private military company, that provides a wide range of services to legitimate governments, such as conducting reconnaissance and surveillance, initiating clandestine military operations, and training soldiers in special forces techniques. In addition to working for governments, the Sky Raiders are also known to have been in the service of transnational corporations (in particular diamond and oil megacorporations).

The Sky Raiders trace their roots directly to one of the United States military's most prestigious and honorable special forces units, the Joint Command Special Threat Response Battalion. The JCSTRB, nicknamed Vigilance,



was established in 1995 as the brain-child of General Aarons, and at the time was the US military's most advanced response to super-powered threats. The members were cherry-picked from every branch of the United States armed services, and received special training in dealing with extreme risk situations. They were outfitted with cutting edge arms and equipment, and studied with allied super-powered heroes.

Although General Aarons was ultimately responsible for the

deployment and success of Vigilance, the day-to-day operations were overseen by their field commander, Colonel Virgil Duray. Although many of Duray's records were classified when he was installed as the commander of the JCSTRB, it is on record that he served his country with distinction for close to two decades as an Army Ranger and then as commander of the elite Vigilance unit. Vigilance's record was exemplary under Duray, until they were deployed during the Rikti War.

In theory, crises like the Rikti invasion were at the foundation of Vigilance's mission. They weren't intended to arrest super-powered bank robbers or high-tech carjackers. Unfortunately, no one was prepared for the scope of the Rikti onslaught, and Vigilance suffered terrible losses. The casualty rate was roughly 85% overall, and their super-powered members were wiped

out completely. The survivors were demoralized and depressed after the war, but most chose to serve as a rapid response unit, to deal with threats such as the remaining pockets of Rikti. Al-



though Vigilance was heavily reduced in size, the surviving members made up an elite unit of combat veterans who had fought together throughout the war. They completed their re-training and received their orders from General Aarons.

However, on the day Duray's men were to transfer to a new duty station, the unit simply disappeared. The entire unit went AWOL, taking millions of dollars of experimental high-tech weapons systems with them. General Aarons led the charge to find them.

Duray was suspected to still be in charge, and presumably retained powerful friends in the military and government who helped hide them. They would not stay hidden long, however, and the Sky Raiders made their presence known shortly, flashing through the sky above Paragon on daring raids.

The Sky Raiders' first few assaults on heroes were deadly affairs. The strike teams used their jet packs and sky skiffs to tremendous effect, blasting high-flying heroes out of the air. For several days the Sky Raiders controlled the air space over Paragon City. Their goals were unclear, but it was confirmed that Duray still led them, and his few public statements crackled with paranoid ramblings and bitter vitriol directed at Paragon's heroes. No one knew what had turned one of the military's decorated veterans against the city and her heroes.

Duray's control over the skies would not last long, however. A large Super Group of flying heroes formed to "take back the sky." They managed to catch the Sky Raiders' forces spread thin over Paragon, and were able to defeat them before they could coordinate and support each other. With so many of their men arrested, and perhaps worse, the majority of their high-tech equipment confiscated, most assumed the Sky Raiders were wiped out.

The Sky Raiders probably would have been a footnote in the history books, except that they had attracted the attention of some mysterious, wealthy backer. A legion of high-priced attorneys got Duray and his top men out on bail. Although the identity of this backer remained obscured, he or she was able to outfit Duray with replacement gear at least as advanced as that which had been lost. With it, Duray broke the rest of his men free, and once again went into hiding.

Through the help of their backer, the Sky Raiders were able to replace and upgrade their weapon systems. The Assault Raiders are the basic soldiers of the group, typically armed with submachine guns. Raider Engineers are equipped with prototype force field generators that they can deploy to protect nearby troops.

One way in which the Sky Raiders numbers are always replenished are the new Jump Bots—some of the most sophisticated military-grade robots ever produced. These human-sized ceramic and plastic creations resemble a human with extremely thin limbs and torso. Their large, boot-like feet contain powerful jump jets that allow them to leap or fall great distances, hence their name. They are often deployed in combat from Sky Skiffs, hanging onto the skiff and dropping from the sky, using their boots to break their fall. Their arms act as versatile hard points for mounting various weapons.

The eponymous Sky Raiders represent the backbone of the mercenary army. Equipped with advanced jet packs that allow them to streak through the sky, they move with tremendous speed and maneuverability. They are often equipped with assault rifles, and nasty machetes for close combat. The Sky Raiders are led by Wing Raider Officers.

Their mysterious backer has also equipped them to have been hacked or stolen from the city's energy grid. This technology has been incorporated into soldiers—Porters—to tap into the energy



Sky Raiders with teleportation technology, believe emergency life support teleportation system. a wearable weapons system that allows them to tap into the matrix of the city teleportation net, and es-





entially teleport at will, as long as he has the exact coordinates of his destination. The suit can also fire bolts of disruptive force from the energy it harnesses. The suits can only be used in Paragon City (or somewhere with an identical teleportation matrix), and accidents with the suits are rumored to be fatal, so the technology is not used frivolously.

Once again, the Sky Raiders were a threat to contend with. But they did not limit themselves to Paragon City, or even North America. They began to take on mercenary work around the globe, usually on behalf of some international corporation or a small government having a super-powered problem of some sort. No matter how far a field they stray, however, they always return to roost in Paragon City.

Federal Bureau of Super-powered Affairs

CLASSIFIED

Colonel Virgil Duray was a casualty of the Rikti War, in mind and soul if not in body. While it's unclear exactly what happened—and would probably take a psychic of Sister Psyche's stature to plumb the depths of his tortured personality—he lost sight of his mission and purpose.

His courage was never in doubt. The man led scores of missions personally, and never shied away from danger. But his patriotism turned into something self-destructive when he felt the country slipping away from people like him. In several classified reports we've obtained Colonel Duray made it clear to his superiors that he felt the current-day dependence on super-powered heroes was intolerable. He believed it would lead to a super-powered ruling class, where the privileged few would all be super-powered individuals. He clearly resented super-powered civilians who had no allegiance to the military chain. Furthermore, his statements about foreign-born nationals (even those who were naturalized citizens) were nothing more than thinly veiled hate-fueled polemics.

It's not completely surprising, then, that when General Aarons ordered the restructured Vigilance to operate as an arm of the United Nation's Vanguard that it broke Duray. Duray had insulated himself with a cadre of obsessively-loyal men, who would do whatever it was he ordered them to—up to betraying their nation. But were there more influences than simply dissatisfactory orders?

We obtained documents from a top-secret informant, General Z, that are copies of a file he claims was passed on to Duray. Unbelievable as it might seem, these expertly forged documents laid out a case accusing the Freedom Phalanx of starting the Rikti War, and described a scenario in which the



Freedom Phalanx would attempt to secure power for themselves in a post-war world.

Why did Duray and his men believe such an outlandish theory? The document was laced with highly classified facts that were accurate, so as to create an environment of verisimilitude. But I would hazard to say that Duray was looking for an excuse on a subconscious level, and it made his decision to turn traitor that much easier.

More importantly, perhaps, who provided Duray with the top-secret and duplicitous information? Who would benefit? Where would the trail lead?

Duray's secret contact would reveal himself again when Duray's force—now known as the Sky Raiders—was imprisoned. This contact was clearly wealthy, well-connected to politicians and military men, and had no morals. The contact freed Duray and his men through legal channels, and then was able to not only shelter them, but reequip them with state of the art weaponry.

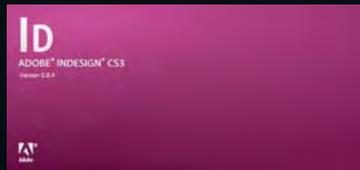
All evidence we've subsequently collected points to someone high in corridors of power of Lockhart AeroTech. It seems likely that this goes all the way to the top, to the CEO and owner, Tyrone Lockhart, a millionaire military mogul. Lockhart AeroTech is one of the largest defense contractors in the United States, and one of the few companies that could equip the Sky Raiders with their assault skiffs and jumpbots. Furthermore, many of the world-wide strikes the Sky Raiders have made have directly contributed to the well-being of Lockhart subsidiaries.

Lockhart carefully shields himself, and the few witnesses who have come forward to testify against him have been assassinated. But forensic accounting implicates him as part of a much larger criminal network. Could Lockhart be the missing link to Nemesis's army, acting as a semi-independent financial backer? And if so, what is the relation between Nemesis, Lockhart, and the Sky Raiders? What do Lockhart and Nemesis gain from Duray's crusade against the super-powered heroes?

—Agent Maxwell Christopher



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