

## Nemesis

Nemesis is the badest bad guy there is. In a world filled with very evil and loathsome beings, Nemesis surpasses them all. He's not necessarily the most powerful (though he's quite powerful) and he's not necessarily the most evil (but he's very evil). He is without a doubt the smartest and most ambitious villain out there. Nemesis is famous for his schemes within schemes, his long term planning, and his seemingly infinite patience. Heroes should never quite know what to expect when they fight Nemesis and, as often as not, in fighting him they're actually helping him further some larger scheme. Any encounter with him or his minions should always strike fear and doubt into a good person's heart.

### 3.1 History

Like so many other great villains in history, Nemesis began life as a toy maker. Born Gerhardt Eisenstadt in 1804, he was the youngest son of one of central Europe's preeminent noble families. The Prussian Eisenstadt house had manufactured swords and armor since the middle ages and had expanded their product line with advances in technology, producing cannon, muskets, and other military hardware. During the Napoleonic Wars the family found its greatest fortune ever, supplying both the Prussian and Austrian and even Russian armies with arms throughout the 15 plus years of war. The family went from very rich to fabulously rich, and Gerhardt, born in the midst of the war, grew up in the lap of luxury.

Spoiled and pampered by overindulgent parents, Gerhardt could have lived the rest of his days in utter sloth and debauchery like so many of his siblings did, were it not for a special present his father bought him on his twelfth birthday. Designed by a famous Swiss clock maker, it was a child sized clockwork horse that could actually walk under its own power, carrying the young Gerhardt into many an imaginary battle. Gerhardt was fascinated and delighted with the mechanical horse, thinking it the most wonderful thing he had ever seen. More than anything he wanted to know how it worked, how it was possible for man to create something that mimicked life thus.

Throughout his teens Gerhardt devoted himself entirely to the study of clocks, gears, mechanics and metallurgy. His father hired the famed clock maker who had created the horse to come to the Eisenstadt estates and serve as his son's tutor. The boy's immense intelligence soon became obvious, and within less than a year he had learned everything his teacher knew and was making new innovations and improvements every day. In the workshop his father built him, Gerhardt created all manner of wonders for his young cousins, nieces, and nephews. He took great delight in the joy one of his pouncing mechanical kittens or flying songbirds gave to his relatives. For the adults he produced ingenious clocks that acted out different parts of family history at each hour and musical jewelry boxes that cleaned their contents automatically. For his favorite family chef he created an automatic potato peeler and dicer.

Gerhardt was understandably quite proud of his creations, as was the rest of his family. The sole exception was his brother Tobias. Now responsible for running the family business, Tobias constantly derided his brother's toys as "mere trifles" and urged him to focus his obvious talents on more useful inventions. Such a mind could revolutionize the arms business, creating weapons never before seen on the field of battle. Gerhardt had no interest in improving muskets or making cannon more accurate. These were simple, uninteresting tasks for which he could spare no time. Tobias continued to pester his youngest brother, urging him to help the family

and Prussia with his talents. These remonstrations bothered Gerhardt more and more until finally he relented. He told Tobias that if he left him alone for one year, he would produce a new and wondrous weapon for him.

Gerhardt moved his workshop to one of the family's small country estates and forbade anyone to disturb him while he worked. A year passed and Tobias sent word that he wanted to see his weapon. Gerhardt said that, in one week, on Tobias' 40th birthday, he would present his brother with a present he would never forget. The year away from the rest of the world had given Gerhardt time to think, to plan, and to dream. He knew that in a certain way his brother was right; he did want more from life than making clever toys. He also knew that he didn't want anyone else controlling his life, especially his brother Tobias. How dare he? How dare he, little more than a glorified bean counter, dream that he might bend an intellect like Gerhardt's to his feeble will? These thoughts festered and grew in the genius inventor, feeding into his dreams.

And so Tobias' birthday came and Gerhardt returned home with a large wooden case resembling an over-sized coffin. He sealed himself away in a drawing room to prepare his present for its unveiling. An hour later he invited brother Tobias and the rest of the family into the room. There stood a seven-foot tall metal man. Not a suit of armor, but a finely articulated metal man with its musculature wrought in silver and bronze, handsome steel and platinum facial features and a molded head of golden hair. The metal form recreated every human joint and point of articulation, a life sized clockwork man that moved with a disturbingly natural gait. The whole family was awestruck. All but Tobias, who simply pointed out that, as fine as the creation certainly was, it was no weapon. It was just another toy.

Gerhardt assured him that nothing was further from the truth, for no weapon was good without a soldier to wield it, and Gerhardt's mechanical soldier could outfight and out last any man in the world. Tobias scoffed, but Gerhardt ignored him, and pressed a sword into his creation's hand. He handed another blade to his brother and urged him to test the metal man's skill. Tobias, suddenly wary, tried to demure, but it was too late. Gerhardt had created the mechanical man to automatically attack whoever held the handle of the sword he had just put in his brother's hands. The metal thing lunged forward with superhuman speed, impaling the dumbstruck Tobias on its blade. With machine precision it withdrew the blade just as quickly and then swung it in a deadly arc that cut Tobias' head from his shoulders. "There is your weapon brother," said Gerhardt, who strode out of the room and the house, leaving his mechanical man standing like a statue, its clockwork muscles exhausted and now useless. It had performed its single task.

Gerhardt returned to his countryside workshop to continue his work in peace. Of course the murder of one of the richest men in Europe could not go unnoticed, and none of the family felt particularly safe with their young mad genius out on the loose, so troops were dispatched to bring the lad in. The unsuspecting cavalymen found Gerhardt's country estate to be a nightmare of mechanical booby traps and deadly automatons. The whole troop was lost, as were the next three squadrons of soldiers sent into the region. Finally an entire regiment descended upon the estate, burning and shelling everything in their path. When they finally breached the reinforced steel walls and fought their way past the murderous metal crocodiles, they found Gerhardt in the basement. He surrendered quietly and came along in their custody. Were it not for the extreme heat of the day and the oven like conditions of the carriage they chained him in, it might have been days before they realized they had captured a fake. As it was, the heat melted the wax skin, causing quite a fright before the soldiers figured out they had been duped.

The real Gerhardt had slipped into France long before the first soldiers arrived at his old workshop. He had already set up another workshop outside Paris before he murdered his brother, and it was here that he continued his research. The French authorities, not wanting to cause an international incident, agreed to allow the Prussians to try and capture Gerhardt themselves. Unfortunately for them, the events in Prussia all but repeated themselves, with the young inventor's contraptions laying waste to the Prussian mercenaries sent to kill him (all pretense of a trial having been abandoned at this point). And so began a ten-year period during which Gerhardt crisscrossed his way back and forth across Europe, becoming the most notorious criminal of the age.

The entire continent buzzed with stories of the notorious Gerhardt Eisenstadt and his devious machinations. Ever since he was thirteen Gerhardt had been stealing money and precious gems and objects from his family, and so was quite well funded for his adventures. Whenever he needed some ready cash he'd steal it, usually with the help of his automatons. Gerhardt dropped his given name and began calling himself the Prussian Prince of Automatons. Everywhere he went he left chaos in his wake, earning many admirers amongst the lower classes for his daring deeds and the panache with which he defied the authorities. The Prince always stole from government institutions and noble families, never harming the poor or even middle class. His reputation soared, and soon he could count on aid and comfort from the poor and petty thieves in any city in Europe. It was during this time that an English paper, reporting on a recent spate of crimes in London, declared him the Nemesis of the Nobility. And so the name stuck, with the poor and underprivileged calling him Prince and the rich and established calling him Nemesis.

The truth is, that Nemesis did not care one bit for the poor. Nor did he particularly hate the rich. For him the entire rigmarole was a kind of game. He viewed his fugitive status as a way to test his intellect against the greatest detectives and generals in Europe, all the while honing his machines in the crucible of battle. He never targeted the poor because, frankly, he never thought of them as worthwhile opponents. Even the brightest noble was not his equal, but at least they were in the same league. All the same, he immediately saw how useful his popularity with the little people could be and was happy to foster such support.

From 1825 to 1837 Nemesis ran roughshod over Europe. Nine times out of ten, the only reason the local authorities or military ever found him was because he sent them clues to his whereabouts. He always tried to make the conflicts as personal as possible, taking the time to get to know intimate secrets and details about the noblemen who faced off against him. Of course Nemesis' concept of a game was more like mass murder for the rest of the world. With machines his only constant companions, Nemesis had grown detached from human feelings. For him snuffing out a human life carried no more moral significance than stepping on an ant. In his dozen-year game of wits he was responsible for the deaths of over three thousand men and women, including several hundred titled nobles and one sitting monarch.

The reign of terror finally came to an end on the island of Malta in the winter of 1837. There, three warships from the British navy shelled Nemesis' island fortress of twelve straight hours before sending in marines. The soldiers fought their way through the rubble until they finally found Nemesis and his bodyguard of elite automatons equipped with rapid firing rifles. Only when two small cannon were brought to bear did the Prussian Prince of Automatons finally fall. Or so it seemed. In fact for the past two years the Prussian Prince of Automatons had been just that: an automaton. In 1835 Nemesis had finally created his greatest machine ever, a duplicate of himself. For two years the automaton played the part of Nemesis, faring almost as well as its creator, and fooling hundreds of humans who had aided or worked for it.

The real Nemesis was already in the Americas, pursuing a new strategy. He had grown tired of his game and wanted room to expand his horizons a bit. The Americas at this time were still in a state of flux, and Nemesis believed he had a chance to claim some unclaimed territory for himself. His time in Europe had taught him a valuable lesson: no nation would tolerate him, at least not if he wished to live a free man (Nemesis' definition of "free" being somewhat different than most people's). The only resort was to create a nation of his own. America appealed to him because it was mostly settled by those of European ancestry and he would thus be able to rule over civilized men. He had no desire to reign over savage tribes in Africa or debased Chinese in the Orient. No, for him it was a kingdom of educated white men or none at all.

Nemesis had no desire to enslave a nation, he merely wanted to rule one absolutely and without challenge. He had enjoyed the misplaced devotion of Europe's criminal underclass during his decade of gamesmanship, but he longed for a higher class of devotee. He wanted to create a country where his mechanical creations would serve man's every need, freeing them to create art, music, and poetry without having to concern themselves with manual labor or politics, or any thought of self governance. Indeed, in Nemesis' utopia – the very utopia he seeks to build still – the citizens are really little more than happy cogs in a great machine of his design, each producing some effect for the greater good and glory of their magnificent ruler.

He had originally planned to journey out west and seize some territory in the California region, but as it turned out he would not get past the Mississippi River for many decades to come. Nemesis first laid foot on American soil in the port city of Charleston, South Carolina. Although he had of course read about slavery, this was his first actual exposure to it, and he liked what he saw. For the moment his automatons lacked any lasting power source, requiring constant winding and setting of gears. Slaves on the other hand were nearly self-sustaining, provided you gave them some simple food for fuel. What's more, they could be taught a wide variety of tasks. They were just what he needed to perfect his technology.

Nemesis traveled around the South for several years, acquainting himself with the land and its resources. Finally he settled on the mountains of North Carolina as his new home, purchasing several hundred square miles of land for his own, along with several hundred slaves to do his bidding. The year was 1840, and Nemesis himself would not come down from his mountain until 1863. During those twenty-one years his slaves built him a castle fit for a king and burrowed miles upon miles of tunnels and mines through the mountains. Meanwhile, Nemesis began to attract devoted followers, men and women of good breeding and education who nevertheless fell under his charismatic sway. He created his dream kingdom in miniature, a cult-like environment where his word was law and machines and slaves provided for the privileged few.

Then came the Civil War. Nemesis was scarcely aware of the outside world at this time, busy as he was with his own researches and ruling over his small group of three score devotees and few hundred slaves. It was only when a shipment of rare metals he had ordered from Europe was seized by a Union blockade that the mad monarch of the mountain felt the need to investigate this war matter and see what he could do about it. Once it became clear that the invading Union armies threatened not just his shipments but his whole way of life, Nemesis stirred from his torpor and set about trying to help the south win the war.

By now it was late 1863, the war was going badly for the South, and Nemesis was an old man. Still, undaunted by his age, he dressed himself and his followers in suits of armor equipped with built in repeating rifles, musket proof armor, and strength enhancing servos. They rode upon mechanical steeds, powerful steel beasts that could outrace a locomotive, shrug off artillery

shells, and fir small cannon balls from their chests. This was the first time Nemesis had been seen in public in close to thirty years, and few remembered reading of his exploits in Europe. It didn't take him long to make a name for himself once again, as he became the scourge of the battlefield in every engagement he and his iron clad soldiers participated in. His tiny cavalry troop seemed everywhere in the Eastern Theater of operations, intercepting Union Cavalry units, cutting rail roads and lines of supply, and generally putting to shame the exploits of J.E.B. Stuart. General Grant offered a staggering \$10,000 bounty for the metal monster's head.

But it was a war the South could not win, even with Nemesis' miraculous mechanical horsemen. They were after all just a few dozen men, and this was a war fought by millions. The North proved victorious, and when they were finished with the rebel army they came looking for Nemesis. By now his fame had carried back to Europe where many still remembered him. Bounty hunters, the scions of wronged noble houses, and adventure seekers from across the continent flocked across the Atlantic to help bring the mad Prussian to justice. General Grant sent his old friend General Sherman and an entire division to seize Nemesis' mountain plantation. Thanks to the advice of several of the European bounty hunters, Sherman knew better than to make a casual march up the mountain to arrest the Prussian. Instead he surrounded the mountain, fortified his positions, and began to shell Nemesis' compound from afar.

Nemesis had not expected this. Caught up in the romance of war and his own victories on the battlefield, he had expected an overconfident Sherman to march on his position. The sudden rain of artillery fire caught him unprepared and out of his armor. The red-hot shrapnel tore through his right leg, nearly cutting it off at the knee. He barely managed to fit himself into his armor, which had built in tourniquet and first aid mechanisms to help tend to his wounds. He then succeeded in rallying his troops, who mounted their automaton horses and, following their wounded leader, charged downhill into Sherman's lines.

For the second time that day, Nemesis was caught short by Sherman's preparations. Having seen in person just how unstoppable Nemesis and his raiders could be, the general had prepared a row of deep pits filled with mud and water and hidden under dry leaves. The iron clad horsemen rode straight into these pits, their heavy armor and mounts dragging them down into the muck. Only Nemesis and two of his soldiers managed to clamber out of the trap. The rest drowned, their previously impenetrable armor sealing their fates. Ever elusive, Nemesis did manage to escape, even with the hills swarming with thousands of soldiers. While his men provided a distraction he slipped into one of the many hidden tunnels that honeycombed his mountain.

This was the mad genius' first true defeat, and its taste was too bitter for words. He lay in hiding for a whole week while the soldiers swarmed over his property, carefully disarming booby traps and uncovering his secrets. Although the military never found most of his most secret vaults and workshops, they made them effectively inaccessible by dynamiting the entire mountain and collapsing most of the caves. Nemesis now had nothing but the armor on his back and his own mind. A despondent and defeated sixty-one year old man, he burned with a desire for vengeance so bright, it's a wonder the U.S. soldiers couldn't see him as he fled into the night.

Although beaten and mutilated, Nemesis was far from finished. Decades of living as a fugitive had taught him to always have at least two or three safe places to hide. He had established several safe houses throughout the south, one of which he holed up in for several months while he made himself a new leg. This limb of steel and gears proved to be his greatest invention yet and he was quite proud of the gold, steel, and platinum creation. He then set out for his last and

greatest refuge: a defunct silver mine located in the Rocky Mountains.

Nemesis knew that his time left on earth was short and that he would die if he couldn't figure out a way to prevent old age from ravaging his body. The mountain retreat had a fully equipped workshop, which he soon supplemented with new materials and equipment of his own design. The mine itself was defunct by the standards of the day, but it only took Nemesis a few weeks to invent automated mining equipment that made the facility more productive than ever. He secretly laundered his ingots through a network of friendly bankers, making them very rich and providing him with funds for research and development.

In the next decade Nemesis did manage to come up with a way to avoid the reaper's call, although it was not as elegant as he might have liked. He decided that, if the organs could be replaced, then old age would not be a problem, just as his new mechanical leg more than replaced his flesh and bone limb. However, he had more difficulty replicating the human body's functions than he had thought he would. Biology was never his strongest subject and his mechanical solutions to the various problems he faced resulted in a body not nearly human at all. It didn't help that heart and liver disease in his own body accelerated the time table on him. He needed a solution now and so he reverted to the same device that had saved him once before: his armor.

Nemesis' miraculous clockwork armor soon evolved into a steam powered, walking life support unit that just happened to mimic all the functions of the human body. He still wears this same suit today, although each year brings new improvements and embellishments. There is very little man left inside beyond the brain and central nervous system. Even these have mechanical augmentations installed in the last few years. This mechanical body became his obsession. At first he was sorely disappointed that he could not find a more elegant solution, but he is not a man prone to dwelling on his failures. Instead he came to appreciate his body of gears and pistons for the true expression of genius that it was.

Now it was the dawn of a new century, and Nemesis had cheated death. Nothing seemed impossible to him. After thirty years of super-efficient mining, his mine now truly was stripped bare. It was time to move back east and take care of some unfinished business. With unlimited time on his hands, the villain new that he could and should play the long game. Take time to gather his forces and put together a plan that would leave him sole ruler over the nation that had once handed him his first defeat. He would be Emperor of the Americas one day, and then the world see what a true leader could do with such vast resources at his disposal.

He began slowly, gathering about him a group of young men who were suitably impressed with his genius and sympathetic to his autocratic philosophies. He used them as front men to apply for patents on some of his lesser inventions. These he then began to sell on the open market and thus fund his new corporation: Southern United Manufacturing. His timing was perfect, for the company was fully operational and had a reputation for fast, cost effective, and high quality machine parts when the Great War broke out in Europe.

Nemesis made a fortune selling arms and machine parts to every nation in the conflict. His submersible cargo ships avoided the blockades for the more clandestine runs and his super transport zeppelins made the Atlantic crossing in record time carrying surprisingly large cargos. Southern United Manufacturing made millions, and more than doubled its profits once the United States entered the war. The success also brought tremendous attention from the press, government, and business community. Nemesis' puppet corporate leaders took all the credit and handily deflected any investigations away from their leader.

The Roaring 20's were even more profitable, as Southern United Manufacturing expanded its shipping and sales network worldwide. Nemesis decided to move the corporate headquarters to Paragon City, allegedly because of its amazing port facilities and booming economy. In reality he had more nefarious plans. Paragon University was fast becoming one of the foremost research facilities in the world, and Nemesis wanted to know everything they did. His company became one of the largest patrons of the school, particularly in the sciences. For the next twenty years, Nemesis personally recruited the best and brightest of the world's scientific community, directing them towards his own research.

The twenties also saw Nemesis once again dipping into criminal activities. He saw the immense wealth to be made in bootlegging of course, but more importantly, he saw the value of making firm underworld connections he could exploit later. He funded innumerable gangs and crime syndicates throughout the country, giving them cash to run their rackets and supplying them with military grade hardware to defend their turf. Sometimes, just for the fun of it, he'd play one gangs off against the other in order to have his more inventive weapons tested in live combat situations.

Nemesis became quite enamored with organized crime. Some of the more flamboyant gangsters reminded him of his youth. He became more and more intrigued by this easy way to make money, especially in the early 30's, when gangsters pretty much controlled Paragon City. Maybe he had finally found the key to seizing control of his own fiefdom. He was contemplating his future as the crime kingpin when The Statesman made his first appearance. The time of the super powered hero had arrived, and Nemesis was not ready for it. He planned on a national and worldwide scale. He bought and sold whole police precincts and federal agencies. He didn't know what to do about lone vigilantes with super powers.

By the end of the 30's the heroes had managed to smash the syndicates to smithereens. Nemesis had insulated himself from his puppet crime lords well enough that the heroes never truly discovered his role (although they heard many rumors of an elusive crime boss named Nemesis). Nemesis continued to expand his legitimate business concerns, especially in the arms and munitions fields. With the coming of war to Europe, he once again started shipping war materiel to both sides of the conflict. All the while he was working on a plan to deal with these new costume clad avengers.

As it turned out, once America entered the war, most of the costumes went with the U.S. Army to fight in Europe and the Pacific. This gave Nemesis some breathing space but it also gave him cause for concern. He did not like the idea of the heroes acting in coordinated military operations. Singly he was now sure he could beat them, but ganged together and properly led, they would prove an altogether more challenging obstacle to his ambitions. And so, while America fought and his factories produced the weapons and ammunition they fought with, Nemesis quietly set about building his own army.

This first Nemesis Army was composed almost entirely of automatons, with a few loyal humans in key command roles. He had designed the army to carry out his precise plan: seizing control of Washington DC while the nation's heroes were still busy overseas fighting the war. He waited until he thought the moment was ripe – just as victory in Europe seemed assured. Then his army swooped down on the nation's capital, quickly overwhelming it and taking congress and the Supreme Court hostage, along with the majority of the city's population. President Truman was lucky enough to escape, thanks to some quick thinking heroes who spirited him away.

Nemesis followed up this bold strike with similar assaults all over the nation, seizing local government officials, state houses, governors, mayors, and anyone else in authority that he could get his hands on. He then released his final masterstroke, a deadly nerve agent that only he had the cure for. Everyone in those captive cities would soon die if he were not legally made Emperor of the Americas. Miraculously, America's heroes made it back from Europe in time to stop Nemesis, their combined powers and intelligence just barely proving a match for Nemesis' intricate scheme. One of the main reasons for his defeat was the inability of his automatons to adapt to any deviations from how Nemesis had envisioned events unfolding. For all their mechanical genius, they could not keep up with a real human brain.

Nemesis escaped capture, but in the wake of his defeat he lost nearly everything he had. His close links to Southern United Manufacturing came to light and the government seized the entire corporation and all of its assets. Moreover Nemesis himself came to be seen as an evil threat like unto Hitler or the Japanese. He would remain atop the FBI's most wanted list for the next six decades and became a kind of boogey man for the entire nation. He holed up in Paragon City, secreted away within a workshop he had prepared ahead of time for just such an eventuality.

He spent another twenty years in relative isolation, rethinking his reliance on automatons and researching new and better ways to integrate man and machine. He dramatically improved his own life sustaining armor during this time as well as making bold new discoveries in the field of cybernetics. When he finally began recruiting followers once again, he did so slowly. Nemesis did not want the world to yet know he was still active. So he began leaking out his technology to small time crooks and villains, creating a continuing stream of meddlesome super villains who plagued Paragon City throughout the sixties and seventies. All the while he was perfecting his creations and using the money these illicit activities brought in to rebuild his lost fortune.

The mad genius had new plans for his newest public appearance when, in 1988 Dr. Brian Webb smashed the dimension barrier and discovered how to travel to alternate realities. Nemesis became immediately obsessed with this new discovery, something he had never even dreamed possible. He turned all his resource and intellect on seizing the portal technology for himself, and in short order he succeeded. Indeed, he succeeded so well that no one in Dr. Webb's lab or the Portal Corp were even aware that their designs had been stolen. Nemesis built his own dimensional portal and began sending automaton probes into hundreds of different dimensions, gathering as much information as he could about each of them.

The way the portal technology works, it's much easier to travel to an alternate Earth that is widely divergent from our own than it is to find one that is very close. Nemesis spent several years looking for just that: a world just like our own, but with one key difference: where he had succeeded in his plans in taking over the United States in 1945. Nemesis did find an Earth where the South had won the Civil War and his counterpart had used his technology to turn the Confederacy into the most powerful nation on Earth, but his alternate had died of old age in the 1890's.

Finally he found a world where Nemesis ruled over a nightmarish North America as absolute tyrant. Surrounded by nothing but automatons and sycophants, he had turned the continent into a giant, mechanized police state where brave heroic revolutionaries fought to overthrow his rule and the entire population lived as slaves. This was not the benign utopia that Nemesis envisioned himself creating, and it shook him to the core. Worse yet, his autocratic counterpart discovered him and the two engaged in a deadly battle of wills that lasted for over a year before Nemesis managed to engineer a stalemate and seal off travel between the two dimensions.



In all his travels and extra-planar explorations, one world intrigued Nemesis much more than any other. When he first discovered it he was sure that he had found a way to travel not just to other Earths, but to other worlds as well. This was an Earth ruled entirely by alien looking beings, beings we now know as the Rikti. Nemesis approached this world with care and caution, spending several years covertly studying it. He soon discovered that it was indeed an alternate Earth, only one that had been inordinately influenced by some other worldly culture thousands of years in its past. The Rikti were in fact humans, although millennia of genetic modification had transformed them into monstrous creatures.

Nemesis to this day is the only native to Earth who understands Rikti communication, an insight that owes as much to luck as his own brilliance. He used this knowledge to eaves drop on various secret Rikti communications and to discover the lay of their complicated political scene. The Rikti were a technologically advanced people, but they were no more peace loving than humans on our world. They were in a state of heightened paranoia and war mongering not unlike Europe immediately prior to World War One. Nemesis saw immediately how he could use that to his greater advantage.

The made master of mechanics made a series of powerful automatons modeled after some of Earth's greatest heroes, including The Statesman. He then sent them through the dimensional portal to attack several key Rikti religious and cultural sites. The Rikti heretofore had no knowledge of extra-dimensional travel, although they had advanced teleportation technology. These strange alien attackers created a wave of panic and anger that circled the Rikti globe. Who were these aliens? Why had they killed thousands of innocents for no conceivable reason? Where had they come from? Nemesis left the Rikti just enough clues to help them figure out some of the details, including that they the attackers were some sort of warriors from another dimension.

For his final masterstroke, Nemesis lured the Freedom Phalanx into a sense of false confidence. He made several "mistakes" that led The Statesman and his comrades right to his "secret base." Nemesis then led them on a merry destructive chase through the city, allowing them time to gather a sizable squadron of heroes to help capture him. He then "let" them corner him in the headquarters of the Portal Corp (he didn't want them to discover he had his own inter-dimensional portal technology). There he narrowly escaped through an open portal that he had set for the Rikti home world.

When the band of heroes followed him through, they found themselves in the central plaza of one of Rikti Earth's greatest cities at the height of a military parade. Nemesis was nowhere to be seen. The Rikti assumed this was another sneak attack and immediately attacked the heroes. Several humans fell in battle, as did hundreds of Rikti before Statesman managed to fight his way to the portal and affect their escape. And so, without realizing it, the opening volley of the Rikti War had been fired. Three months later the Rikti invasion fleets started appearing over Paragon City.

Nemesis now had his earth shattering war that he had schemed for. He knew that Earth's heroes would find a way to repel the invaders, and that if they didn't he could step in and make them think that they had. It was merely the first step, paving the way for his future plans. Now it's time for phase two.

### **3.2 Goals**

More than anything, Nemesis wants a nation of his own to rule. More exactly, he wants a piece of the United States to rule (perhaps all of the US). For the moment though, he'll be happy with Paragon City. He is very pleased with how well his Rikti gambit worked out for him, although things did get a little out of hand. Fortunately his role in the war remains a mystery. Otherwise he's confident that the Rikti would turn on him and agree to a lasting peace with humanity. However, for the time being matters are just as he wants them. Large portions of the city have been rendered uninhabitable and there are villains, monsters, and dangers lurking around every corner. The city is just barely holding together in the face of total chaos, and Nemesis hopes to push it over the edge.

His primary offensive right now is the use of his Macro Assembler technology (see Technology section below) to take over buildings and sometimes entire city blocks in the still inhabited neighborhoods of Paragon City. He is using this process primarily as a test bed for the technology and as a distraction for the city's heroes. He wants to find the weaknesses in the tech so he can release a new and much more insidious version of it in the near future.

Meanwhile he plans to use his more legitimate resources (such as front companies and corporate holdings) to purchase real estate throughout the city, particularly in and near the ruined areas. Outside these seem perfectly normal, if under utilized buildings. Just enough real business gets done there to allay any suspicions. Inside though, Nemesis is building a series of fortresses. He plans to ring the city with these hidden urban fastnesses and then unleash the entire network when the time is right. He guards these buildings incredibly well, both with soldiers and with his schemes of distraction. Any time a meddling hero or government official shows too much interest in one of the locations, he lets loose some horror on the city in a nearby location. As often as not he manages to manipulate one of the other villain groups into creating this distraction, making it all the harder to trace the devilry back to him.

Nemesis also continues to recruit new soldiers into his army. By the time the fortresses are complete he hopes to have ten thousand highly trained soldiers, all armed with his latest inventions. He is very careful who he brings into his fold. For the moment he is focusing all of his efforts on young men in the police and military who are disenchanted with their role in the world. These are men who feel that they should be the real heroes but instead they see all of the glory going to costume clad freaks. They yearn to be special and powerful as well, and Nemesis has the tools and technology to make them just that.

Nemesis knows that few men will fight for him if they think he's evil. Even more importantly, he knows that he cannot take control of the city and the nation if he does not have some popular support. The people will not subject themselves to the rule of an evil tyrant willingly. Theoretically he could subject them to his will through force, but that is not his plan. Instead he will make them see him not as an evil genius but as a benefactor and a bringer of the peace. He tells his soldiers that he alone (with their help of course) has the foresight, the technology, and the audacity to drive the aliens, monsters, and villains from the face of the Earth. His soldiers already believe they are members of a great crusade for the good of mankind. Nemesis aims to make the rest of the world think the same thing.

He plans to first turn the city against its heroes, making them appear as villains, or at best ineffectual. The first step in achieving this goal has already begun: the systematic replacement of high and mid ranking city officials with life-like remote controlled automatons. These doppelgangers have been introduced into the city government and are slowly altering policy to make life more and more difficult for the heroes. In some cases entire families have been replaced or even entire social circles so as to fend off any suspicion. The automatons are not

independent robots. They each have an assigned team of pilots who control their every action from inside Nemesis' various secret fortresses. This ensures that they can respond in a lifelike manner to any situation.

Nemesis knows that he must start slowly since the city still loves its heroes. Thus far he is responsible for the new laws requiring all heroes to register themselves and their powers with a single city office. He has made this registration process relatively lengthy and onerous, and plans to add more red tape as time goes on. It also gives him access to a complete list of heroes at work in the city and what their capabilities and weaknesses are. He next plans to make Hero Organizations and Super Groups register their facilities, rosters, and give a regular accounting of their actions to an oversight board. Since they are deputized law enforcers, they have to be held accountable. Here again Nemesis is collecting valuable information for when the time comes to strike.

Cleverly, Nemesis is playing both sides of the ball on hero issues. Under the guise of a hero-friendly city government he is placing restrictions on their behavior and collecting information. He has also replaced a number of anti-hero or hero-control activists and is working through them and the courts to make life harder for heroes. He recently drove through a large, class action lawsuit against the Freedom Phalanx for damages attendant to failed efforts to protect the city. As a result laws requiring hero insurance have been passed and the cost of failure for a hero continues to rise at an exorbitant rate. He has also proposed a law that would make heroes criminally liable for any deaths that occur when they have taken responsibility for handling a dangerous situation. While unlikely to pass a city council vote yet, the law is a harbinger for Nemesis' plans in the future.

At some point the city's heroes will have to discover this far-reaching body-snatching plot and hopefully do something to expose it. Of course the automatons are not only cunningly crafted replacements, they are also deadly killing machines. As ever with Nemesis, his plot has multiple levels: the replacements give him influence in the government and they are also powerful weapons ready to be unleashed when he needs them.

The next logical step is of course the replacing of the city's most popular heroes with more advanced automatons. This is easier said than done, since killing a hero of any stature is quite difficult and all of the hero organizations have numerous measures designed to make sure that everyone is exactly who they say they are. Nevertheless, Nemesis is very pleased with the success of his replicants and is eager to reproduce the results on a larger scale.

Once the city's greatest heroes become its greatest shame, Nemesis plans to step in and begin to establish himself as the champion of the downtrodden people. He well remembers how helpful it was to have a good reputation in his early days on the run in Europe. His failed attempt to make himself Emperor of the Americas after world war two made him just about as popular as Hitler. His actions since then have done little to win the public over. But once their heroes are gone, Nemesis plans to use his Army to wipe away other threats to the city, starting with the lesser gangs and minor villain groups. He knows that this alone won't be enough, but it's a start.

The final masterstroke will be the returning of the Rikti. Nemesis has recently discovered the single greatest secret in the world right now: why the war ended. He knows how the heroes that went to the Rikti home dimension sealed it off from all portals. He also knows how to break that seal. Doing so will require all of the technology and energy he's amassing in his growing network of fortresses. When the time is right and the heroes are at their weakest, he will use the towers to secretly break the seal, letting the waiting Rikti invaders pour back into our world and

start another invasion, this time localized in Paragon City. Then the tower fortresses will reveal themselves to the public and Nemesis will drive the invaders back, reseal the portal and set himself up as the hero of the hour.

With the city in ruins from a second invasion, he will then release his second generation Macro Assemblers to rebuild the metropolis in record time (and in his image). These second generation machines will be much more powerful than the current models, capable of transforming the most devastated and villain infested regions into safe, clean, beautiful neighborhoods. Neighborhoods that will, of course, be totally under Nemesis' control. He will have built his utopia from the ashes of the city he burned, and the people will thank him for it. Or that's the plan anyway.

### **3.3 Technology**

Nemesis is one of the most brilliant scientific minds in the world. Indeed, in his current state, he little more than a brilliant mind inside a metal body. For over 180 years he has devoted much of his time to perfecting the science of mechanical engineering, from his early clockwork toys to his modern day marvels made from micro fibers and super powerful semi-conductors. One of the hallmarks of his creations is that they seldom, if ever fall in line with other technologies. Nemesis is too proud and too scornful to rely on the research of others. He does not read science journals or even use technologies designed by anyone else. Every single piece of equipment in his arsenal is based on his own research and designs.

Nemesis' studies have made him a master of materials and mechanics. He can work wonders in steel and has created innumerable mechanical devices. It is only in the last century that he has begun to branch out into electronics and biology, and while he has made some amazing discoveries, these areas still lag behind his mechanical innovations. For all his work with recreating life in metal, Nemesis has had a very hard time recreating the mind of a man. His original mechanical brains could fool an unknowing onlooker for a time, but only as long as a carefully planned for set of circumstances prevailed. Even today, after a century of research, Nemesis' computers and micro-mechanical brains do not surpass the abilities of a powerful desktop home computer.

From the beginning the automaton has played a crucial role in all of Nemesis' activities, but he has never sought to replace mankind with machines. Rather he wants to alleviate mankind of every kind of base physical labor so that the best and wisest among us can focus our intellects on higher matters, like art, music, and poetry. The automatons then always serve very basic, labor-intensive functions for Nemesis. They manufacture weapons and materials. They dig mines and tend fields. They serve as guards and front line soldiers. They are always subservient to their human masters and generally quite expendable. The whole point of having automatons is to free himself from worries.

Nemesis developed his science in an age of steam and he has never abandoned it as his source of power. While his fuel is more often uranium than coal, he still generates power for his devices by boiling water under high pressure and using it to move his gears and pistons. Nemesis steam tech is literally centuries beyond anything ever developed in the rest of the world and is just as, if not sometimes more efficient than its battery and gasoline powered equivalents.

Much of Nemesis' technology revolves around heightening man's abilities and giving him new ones. Nemesis is a great admirer of the human form and the ideal human specimen, and

he misses his own body very much. He still regrets that he never had the time or expertise to save the body he was born with, but he intends to do much better by his loyal followers. In the past hundred years he has never ceased experimenting with new and more lifelike limb replacements. Today he has developed a plastic compound that perfectly mimics human skin. He often lays this over metal mesh frame that provides extra protection for the bones and organs beneath. His artificial muscle fibers and bone enhancements also make replacing a damaged limb with a stronger, faster one a routine process. The result of all these enhancements are soldiers who look like men and have the brains of men, but who may well be artificial in every other respect.

Nemesis has not switched over from his archaic steam powered body to one of these newer models because he has already made so many alterations and special modifications to his suit of armor that he truly feels that it is a part of him. He does not wish to look like a normal man anymore. He's proud of his appearance and his prowess. Still, he understands and appreciates that most men want to look like men. Indeed, he wants his troops to look as human as possible, as it will make it easier for his future subjects to respect and even admire them.

### Macro Assemblers

The most obvious form of technology that Nemesis has unleashed upon the world is his so-called Macro Assemblers. Indeed, for the past eighty years he has bent much of his intellect and will towards the realization of his dream that led to this literally world changing technology. The Macro Assembly technology is the result of his desire to build structures and even entire cities to match his exacting specifications. A supreme egoist, Nemesis feels that his own artistic, aesthetic, and architectural sensibilities far outstrip those of anyone else and he is such a perfectionist that he doesn't trust others to make his vision a reality. Therefore he decided to design buildings that would assemble themselves to his exact specifications.

The Macro Assemblers are designed to function totally independently of any human direction. They are, in effect, fire and forget construction workers. A single basic Macro Assembler is a automaton about the size of a semi-truck and trailer. It is mobile, intelligent and full of a dizzying array of automated tools and basic materials. Once set in motion, it proceeds to break down any and all local materials and resources and rebuild them into working drones, building materials, and defense mechanisms. Most significantly, the Assemblers are self-replicating and so can spread Nemesis' technology and vision over an entire city.

The machines usually begin by targeting a large high-rise building or other prominent structure. They then rebuild it from the inside out, totally devouring the existing structure and replacing it with the baroque techno-nightmare style that Nemesis is so proud of. The machines spread out like a virus, feeding on anyone and anything they come into contact with. Even biological materials (like people) can be broken down and used for fuel, turned into glue, or otherwise made useful.

Knowing full well that most people won't stand idly by while his machines reinvent their cities, Nemesis has equipped his Macro Assemblers with a wide array of defense mechanisms. Indeed, the first things any building receives during its makeover are automated guns along with weapons drones to patrol the perimeter. The buildings are smart enough to recognize Nemesis and his troops and allow them free access to the facilities. All other intruders will find the revamped building a deadly, sometimes nearly impregnable fortress.

Each individual part of the machine contains all the necessary knowledge and resources to rebuild the whole. There is never a central brain or command center that controls the Macro Assembler matrix. Thus it becomes very difficult to remove the mechanical infestation once it has begun. One must go through the entire building carefully, paying special attention to the interiors of walls and duct work – places the Macro Assemblers are especially fond of hiding in. Thus far the city's heroes and licensed contractors have been able to keep the infestation from running too rampant, but it is a tough struggle, and Nemesis is far from finished with exploring all the possibilities his Macro Assemblers have to offer.

## Loot

When heroes defeat Nemesis minions, they're likely to find all manner of different steam-tech devices and weaponry. Listed with each of the soldiers below are the weapons and body enhancements that they are regularly equipped with. As more and more scientists get a chance to study these devices, it has become possible to implant them in heroes as well. Unfortunately, without the service equipment and spare parts that Nemesis and his troops have, they seldom last very long. The weapons are also quite popular with some heroes, as they are among the most effective firearms ever created. Unfortunately they use specialized kinds of ammo that are very expensive to replace. Finally, there are a number of scientific and government organizations who have standing requests for any samples of Nemesis technology so they can hopefully gain better insight into the man and his machines.

## Soldiers of Nemesis

These are desperate times, full of desperate men who lost everything they had during the war, including their faith in our government and our heroes. Nemesis has always known just how to touch such men, how to win them over to his cause. Ever since his defeat after the Civil War, Nemesis has known that machines were not quite enough. He needs the insuperable might of the human mind to truly bring out the full potential in his technology. Even more importantly, he needs people, live people, to look up to him and revere him as their leader. At the same time, Nemesis is really very picky about the kind of men he lets devote their lives to him. Only the truly talented and worthy can enter into his service, men who come from respectable backgrounds and show a degree of culture, intelligence, and education.

It's not necessarily easy to come by people who both meet his qualifications and are willing to fight for a mad inventor bent on world domination. Somehow, Nemesis always finds a way. He knows just when and how to reach young, well-bred men at the moment they're most susceptible to his offers. He promises them glory, riches, power, respect, and even immortality, all of which he fully intends to give them once their plans reach fruition.

Nemesis thinks experience is the best teacher, and loves to throw his troops into dangerous situations and see how they handle themselves. Despite their rigorous training, these live fire exercises (usually against heroes) result in numerous casualties and a high percentage of wounded. Fortunately for the soldiers, Nemesis employs a fast response medical emergency system almost as effective as the one that saves Paragon City's heroes from death. He can replace their destroyed and broken pieces with new, stronger synthetic ones.

Decades ago how much of your body was now mechanical was a good indicator of how long you had been in Nemesis service. Today that tradition has been formalized, so that now as one progresses through the ranks, one receives more and more artificial supplements and replacements. Of course wounded and maimed men still receive the medical attention they

need, so occasionally a soldier receives an enhancement before his ranks would require it. By the time they reach the highest ranks, all that is left of a soldier is his brain and central nervous system, much like Nemesis himself.

Ranks, procedure, and etiquette are as strict in Nemesis' army as they are in any military force in the world. At the same time its traditions are somewhat old fashioned, harkening back to the 19th Century, when Nemesis' aesthetic first took shape. There is a great deal of formality and tradition but there is also a kind of gentlemen's club attitude, especially amongst the officers. These are not soldiers who feel themselves the servants and protectors of the nation. They are a warrior class who feel that they are better than the rest of the world, both because of their force of arms and because their culture is superior.

The soldiers of the Nemesis Army do not have the normal ranks one would find in any modern day army. Instead they are classified by their role on the field, which is in turn defined by the weapons they carry and the enhancements in their bodies. Harkening back to his youth, Nemesis has named each troop type after an early 19th century soldier type. He has always had a fondness for cavalry, although the days of mounted men riding into battle are long gone. Still, he honors the equestrian tradition and his own days astride mechanical horses, by classifying some of his troops according to archaic military terms usually associated with horsemen.

Each unit type has a coordinate officer type who oversees a squad of troops. Officers are men who have shown extraordinary ability and devotion to the cause, and they are promoted along a different track than the basic troops. Thus Lance Corporal, the lowest "officer" rank, commander of Chasseurs, gets promoted directly to Subaltern, not into the ranks of the Armigers (the next infantry rank). This dichotomy creates a class difference between the rank and file and the officers within the Nemesis Army, which is just how Nemesis wants it. He still very much believes that blood and breeding and even race count for something and likes to reward such good qualities by placing them in the officer corps. At the same time, he cannot afford to lose the support or the manpower available from the lower classes, and so he admits them into the soldier ranks, where they can rise quite far over time. It is, however, nearly impossible to break into the officer class if one does not have the right credentials.

Officers all carry ceremonial sabers, given to them personally by Nemesis (or possibly by one of his look alikes). These sabers are designed to be upgraded with new functionality as the officer moves up the ranks. To lose one's saber is a source of tremendous shame, and officers cling to them tenaciously. Should one ever fall into the hands of the enemy, the unlucky officer seeks to do everything in his power to retrieve it. The saber's blade is of course razor sharp, but it also has a number of micro channels and power conduits embedded in its surface and handle. The handle is hollow, allowing for the insertion of a number of different upgrade modules that can radically change the weapon's utility in battle. The specific saber types are described with each officer type below.

All officers also benefit from another perk. They have the same kind of emergency teleportation safety net that heroes in Paragon City do. When their life signs reach critical, they are automatically summoned back to a Nemesis medical facility for immediate treatment. Thus permanent casualties amongst the officer corps are quite unusual.

## Unit Composition

There are nine different kinds of soldiers in the Nemesis Army, each tougher in battle than the last. When players encounter these troops, they should always confront them in units. These units comprise a mix of officers and different troop types, and combined they have a fair amount of flexibility and interesting differences in combat.

Below are units unit composition rosters, representing the ascending difficulty levels of how the players should encounter the Nemesis Army. They might actually encounter elements of the unit in pieces, i.e., the Line troops and officers could be encountered alone, then the line troops, officers, and support troops, and then line, support and a handful of elite troops all together. After that they would start with the next grouping of three soldier types. Listed after each unit type is its threat level relevant to the rest of the army (i.e., Chasseurs aren't really level 1, but they are the lowest level in the army).

#### First Tier Unit

- 20 Chasseurs (lvl. 1)
- 4 Lance Corporals (lvl. 2)
- 8 Carabiniers (lvl. 2)
- 2 Cornets (lvl. 3)
- 3 Cuirassiers (lvl. 3)
- 1 Lieutenant (lvl. 4)

#### Second Tier Unit

- 20 Armigers (lvl. 4)
- 4 Subalterns (lvl. 5)
- 8 Fusiliers (lvl. 5)
- 2 Color Sergeants (6)
- 3 Hussars (lvl. 6)
- 1 Captain (lvl. 7)

#### Third Tier Unit

- 20 Lancers (lvl. 7)
- 4 Lance Sergeants (lvl. 8)
- 8 Grenadiers (lvl. 8)
- 2 Sergeant Majors (lvl. 9)
- 3 Dragoons (lvl. 9)
- 1 Colonel (lvl. 10)

#### Line Troops

Line troops make up the bulk of any military force that Nemesis dispatches to do his dirty work. They are armed with some form of utilitarian, multi-purpose weapon reminiscent of an assault rifle. They are also usually relatively adept in hand-to-hand combat as well, since heroes have a tendency to get in close when they fight.

#### Chasseur (lvl. 1)

Chasseurs wear blue uniforms and have visors on their helmets. They have no implants or enhancements aside from a basic communications unit inserted behind the left ear. All troops have these radios that allow them to receive orders and talk with any other soldier within a two-



mile radius.

Chasseurs carry the basic Nemesis assault rifle, which is an ornate weapon with a relatively standard bore barrel. These are much like the weapons any modern army uses and fire bursts of rounds with each pull of the trigger. Attached to the underside of the rifle is a large, serrated axe head that can be used to deadly effect in close combat.

#### Lance Corporal (lvl. 2)

Lance Corporals also wear blue and have visors on their helmets. Additionally they have an officer's crest atop their headgear and spike epaulets. They have basic implants that increase their strength and endurance to top normal human levels. Their sabers have no special abilities as of yet, but are still deadly in hand to hand combat. They also carry a standard issue pistol, which is an ornately decorated 12 shot revolver that fires explosive shells.

#### Armiger (lvl. 4)

Armigers wear red uniforms and have visors on their helmets. They have strength and toughness implants that make them much more difficult to defeat in combat than Chasseurs. Furthermore they have sub-dermal implants in their hands and forearms that make their punching and striking power significantly more deadly than a normal punch.

Armiger's carry heavy, blunderbuss looking Storm Rifles that fire single, large bore shells like a shotgun. These armor-piercing shells have depleted uranium tips and are designed to penetrate personal body armor or a hero's super tough skin with relative ease. They do not fire scattershot and actually have quite a long range and a semiautomatic rate of fire. They carry no additional hand-to-hand weapon since their hand implants fulfill that role.

#### Subaltern (lvl. 5)

Subalterns also wear red uniforms and visors, again with the officer's crest and shoulder spikes. They have the same strength and stamina upgrades as well as the fist and forearm implants. Additionally they have reflex boosts that make them much quicker in combat and more accurate with their ranged weaponry. Their sabers have an energy sheath upgrade, which surrounds the blade in a bright nimbus of power and causes additional damage to opponents. They carry the standard officer's pistol as well, again with explosive shells.

#### Lancers (lvl. 7)

Lancers wear black uniforms with visors. They are easily the most recognizable and feared line troops because of their unique weaponry. As their name suggests, they carry long spear like weapons that they refer to as lances. These are not ordinary spears. While they do have a wicked barbed blade at the end of them, the shaft is also a rifle barrel that fires incendiary shells. This makes for an especially deadly combination in close combat, since any time the lance point strikes something it automatically fires the weapon, creating a flaming burst of white phosphorous that causes severe damage.

The Lancers themselves have the strength, stamina, and dexterity upgrades of other troops. Their sub dermal plating extends far beyond the hands and forearms and covers the torso and legs as well, providing them with highly effective body armor. They also have leg muscle enhancements that allow them to run much faster than normal, making it easier for them to engage their enemies with the lances at close range.

#### Lance Sergeant (lvl.

Cornets wear black uniforms, with visors, officer crests and shoulder spikes. They have all of the same enhancements as Lancers, plus a cybernetic eye that includes night vision and infrared imaging capabilities. These vision enhancements allow the Cornets to see invisible enemies as well as operate under low light conditions. Their sabers have a flame upgrade that causes their blades to be wreathed in fire and then eject a burst of napalm onto any target they strike, doing extra damage. They carry the same basic exploding shell revolver as other line troop officers.

#### Support

Support troops carry the heavy weapons and usually go into battle along side the line troops to, well, offer support. Their weapons are invariably quite deadly, and designed to take out either a large number of normal opponents or a single powerful being with super powers. They are seldom equipped for hand to hand combat and try to keep their distance from the enemy.

#### Carabiniers (lvl. 2)

Carabiniers wear blue uniforms with gas masks. They have standard strength and muscle enhancements to help carry their heavy weaponry. Their assigned weapon is a bulky, multi barrel machinegun that fires alternate rounds of explosive and armor piercing shells. The result is a weapon that can quickly tear through a steal wall or an entire company of enemy troops. Furthermore, the weapon also has a central barrel that is a short-range flamethrower, used when the enemy gets too close to comfortably use explosive rounds.

#### Cornet (lvl. 3)

The Lance sergeants also wear blue uniforms and gas masks, with the addition of officer's crest and shoulder spikes. In addition to the basic Carabineer upgrades, the Cornets have telescopic sight implants in their eyes and a laser range finder to accurately measure distances. They also have enhanced dexterity upgrades to improve their accuracy. Their sabers have a diamond-coated edge that allows them to more effectively pierce armor. They carry the same basic weaponry as other Carabiniers, a heavy machine-gun/flamer combination.

#### Fusilier (lvl. 6)

Fusiliers are the highly trained snipers of the Nemesis Army. They wear red uniforms with gas masks and have basic strength, stamina, and dexterity upgrades. Additionally they have a targeting upgrade in their eyes that makes them exceedingly deadly in ranged combat. Their innate accuracy is complimented by the Nemesis Long Rifle, which is actually a kind of rail gun, firing solid steal cylinders at super sonic speed and incredible accuracy. These rail guns ignore all but the toughest armor and can punch a hole through three feet of solid steel.

#### Color Sergeant (lvl.7)

Color Sergeants wear red uniforms with gas masks and officer's crest and shoulder spikes. They have the same upgrades as the Fusilier but they have one major addition: a camouflage web. This network of energy emitters covers their entire bodies and allows them to project a distortion field up to ten meters around them. Anyone within this field benefits from its camouflaging effects, becoming very difficult to hit in ranged combat. The color sergeants themselves use Long Rifles, like their troops. Their sabers shine with a dazzling brilliance when wielded in combat, blinding any foes in close proximity. Fusiliers and other support troops all have eye upgrades that immunize them from this blinding effect.

#### Grenadiers (lvl.

The most powerful of the support troops, the Grenadiers wear black uniforms and gas masks. They have all the same upgrades as Fusiliers, but also possess a modified version of the distortion fields used by color sergeants. These fields can temporarily render them invisible, allowing them to creep into position or maneuver more effectively on the battlefield. Grenadiers are armed with Cluster Cannons. These are hand held, tri-barrel artillery pieces that fire clusters of shells at extremely long ranges. Each cluster of shells has three components. First it explodes in a burst of shrapnel while simultaneously releasing an overwhelming flash and noise that stun opponents (even those immune to the shrapnel). The final shell then releases a cloud of nerve toxin that paralyzes and eventually kills anyone that comes breathes it in or lets it touch exposed skin.

#### Sergeant Major (lvl. 9)

Sergeant Majors are the elite of the Support units and take pride in their lofty office. They wear black uniforms with gas masks and officer's crests and spikes. They have all the upgrades of the Grenadiers with one further addition. They can also project a force field around themselves to ward off any incoming attacks. They carry Cluster Cannons, like their troops. When drawn, their sabers shoot forth a poisonous gas much like the one given forth by the cannon shells. This surrounds the Sergeant Major in a nimbus of toxic fumes that makes close contact extremely dangerous.

#### Elite

The elite are soldiers who have been modified enough that they do not even necessarily need weapons (although many still do). They have super powers equivalent to a potent hero. Nemesis has settled on a few different power packages that he particularly likes and thus outfits each of his troop types accordingly.

#### Cuirassiers (lvl. 3)

The Cuirassiers wear blue uniforms and open-faced helmets. They no longer need the need as much protection because their entire body has been ramped up with enhancements. Their skin has been replaced by a life-like bullet proof plastic. Their bones and muscles have been augmented for greater strength, stamina, and resilience to damage. Each elite troop has a network of diodes implanted in their flesh and armor that releases a bright electric charge whenever they're attacked in close combat, causing feedback damage to anyone unlucky enough to be near them. Their enhanced legs allow them to move at superhuman speeds, easily out distancing anyone without similar superpowers (or a motorcycle). The Cuirassiers carry the same basic assault rifles as Chasseurs do. They are armed with special explosive shells that do extra damage and their axe attachments have energy field implants that surround them with destructive energy for increased damage.

#### Lieutenant (lvl. 4)

Lieutenants wear blue uniforms and gas masks, along with crested helmets and shoulder spikes. They have the same basic physical enhancements as Cuirassiers, along with improved sub dermal armor and foot speed increases. In addition to shock field they can actually project bolts of electricity from their hands, obviating the need for any ranged weapons. They do of course carry their sabers. In their case a field of electricity that causes both extra damage and saps a target's endurance surrounds it.

#### Hussar (lvl. 6)

Hussars are the fast, powerful strike force of the Nemesis Army. They wear red uniforms with open-faced helmets and have all of the strength, stamina, dexterity, and body armor upgrades that Chasseurs do. In addition to speed increases, they have also been given the ability to super leap, allowing them to close quickly with their foes, ignoring intervening terrain. Their armor and very flesh shine with a blinding brightness, making them difficult to face directly in combat. Their artificial skin, in addition to being quite tough, is self-sealing, which gives them the regeneration power. Hussars are meant to take a lot of punishment since they prefer to charge into battle and fight in close quarters. Their weapon of choice is a supped-up version of the lance used by Lancers. Their version however is a power lance that crackles with deadly energy. The lance's energy field makes it incredibly deadly, and the Hussars can also use the weapon at long range, firing burst of energy at distant foes.

#### Captain (lvl. 7)

Hussar Captains are much like the troops they lead, wearing red uniforms along with gasmasks and officers crests and spikes. They have all of the same upgrades as Hussars. Additionally they emit a kind of energy dampening radiation field from their armor that weakens and damages anyone who comes in close proximity to them. Their sabers have the same deadly radiation effect attached to them, and anyone struck by the weapon becomes covered in radioactive substance that damages them and anyone they come in close contact with. The troops of the Nemesis Army are of course immune to its effects. Captains also carry specially modified officer's pistols that fire radiation shells, allowing them to contaminate and weaken foes at a distance, softening them up for the Hussars' charge.

#### Dragoons (lvl. 9)

The Dragoons are the true elite of the elite and receive lavish attention from Nemesis. They wear black uniforms and open-faced helmets. They are the pinnacle of human-machine integration, with scarcely any original flesh, organs, or bones left in their bodies. Their artificial musculature and bones make them super strong – able to easily toss around cars and trade blows with potent heroes. Their diamond weave plastic skin is super tough and resistant to all kinds of damage. Their machine like reflexes and super enhanced senses make them quick, fast, and deadly accurate in combat. They are also the most mobile troops in the army, since anti-gravity devices and propulsion jets throughout their bodies allow them to fly at high speeds and with great maneuverability.

They do not use any hand weapons at all, since they are capable of projecting blasts of pure energy directly from their hands. Likewise, they can generate the energy without projecting it, giving them an even more powerful power punch for close quarters fighting. Finally they can surround their entire bodies in a sheath of energy and charge directly into an opponent at high speeds through with devastating results. The Dragoons prefer hit and run tactics, swarming in with their power charge and then retreating to finish the foe off with energy blasts from afar.

#### Colonel (lvl. 10)

Colonel is the highest rank achievable in the Nemesis Army. There are no generals but the master himself. There are only a few dozen trusted colonels in Nemesis' forces, and they are as deadly as can be. They wear black uniforms with gasmasks and shoulder spikes. They have all of the abilities that the Dragoons possess. Additionally, they have extensive gravity and kinetic energy control powers, based on the same technology that allows them to fly. They can

use gravity control to pin opponents in place, make their actions sluggish, or repulse them from hardened positions. Their kinetic control powers allow them to not dull the effects of incoming attacks and strengthen the power of their own close combat blows. Finally, in addition to their flight powers, Colonels can teleport short distances, allowing them to move about the battlefield as needed and surprise their foes from any angle.

They carry the ultimate sabers. Theirs have a bright gold finish and has the power to project force fields. Typically they surround the blade with a sheath of force that has a molecule thick edge, making it the most deadly cutting weapon on earth. They can also project the force field out, creating a force ram effect or even imprisoning foes inside force fields to immobilize them. Of course the field can also be used to protect the user from damage. Colonels have no fear in combat, and often personally lead the charge into battle.

### Jaegers

While the troops make up the heart of the Nemesis Army, they are actually outnumbered by the spherical automatons called Jaegers (or Hunters). Jaegers are craftily designed robots that serve as guards, scouts, skirmishers, and general nuisances. They have relatively simple artificial brains, but what they can do they do very well. Mostly what they do is try and kill any hostiles that come into their field of view. What qualifies as a hostile depends on their programming, but they generally do not attack civilians. They concentrate on heroes and occasionally police and military personnel.

These spherical, four legged machines operate under super-efficient steam power and can run for up to a week before they need to refuel. They can be outfitted with a number of different weapons, the mount for which is hidden inside their main body cavity. The sphere snaps open to reveal the weapon. The most common weapon is a pair of spinning scythe blades that turn the Jaeger into a scurrying whirlwind of death. Since these blades require no fuel or ammunition, they are the default choice, especially for Jaegers sent out for long patrol or scouting missions where the weapon is only for defense or terror purposes.

When more flexibility in combat is required, they can be equipped with versions of some of the firearms used by the troops. The most common firearm is a modified version of the Chasseur's assault rifle, but without the axe blade or stock. This versatile weapon has a long range, and the Jaeger's mechanized senses and range finder make it incredibly accurate. For a more heavily armed Jaeger with some serious stopping power, Nemesis arms some Jaegers with the Storm Rifles used by Armigers. The drones are too small to wield any of the heavier, larger weapons.

Every Macro Assembler facility has the capability to auto-generate hundreds of Jaegers, so they are never in short supply. Thus it is extremely uncommon to find a Jaeger alone unless it has somehow been separated from its unit. They are usually deployed in units of five to ten automatons. Half of these will have the standard scythe configuration and will scurry into battle, distracting and cutting down opponents while the rest of the drones, armed with assault and storm rifles, pick off targets from a distance.

There is one final, special Jaeger configuration that the Nemesis Army employs for special missions. They can fill the weapons compartment with either a high explosive or a nerve gas canister. The Jaeger then becomes a kind of smart bomb on legs, seeking out its target and detonating itself when the time is right. Nemesis and his troops will often release swarms of these bombs into an area in lieu of the traditional artillery barrage. They soften up the target, cause chaos and distraction, and lead the way for the real troops to charge in.

## War Chassis

The ultimate weapons in the Nemesis Army's arsenal (aside from Nemesis himself) are the War Chassis. These are large, bipedal suits of armor that are almost automatons. They are built around large, artificial diamond life-tanks that contain the mortally wounded remains of fallen soldiers. These life-tanks are the only way to keep them alive, but they also give them a chance to continue serving their glorious leader. The War Chassis serve as ultra-heavy support units for the Nemesis Army and are relatively rare. Nemesis only uses them to guard especially important locations or to spearhead vital military operations.

The War Chassis has a standard weapons configuration, although it is possible to alter the weapons load if deemed necessary. The machine's right arm is a dual barrel cannon capable of two different firing modes. The top barrel is rapid-fire version of the Storm Rifle, firing large, explosive shells at the rate of a machine-gun. A sustained burst from this cannon could tear a main battle tank into pieces in just a couple of seconds. The lower barrel is a multi-canister weapon that can have several different types of gaseous and liquid ammunition types that it sprays at high velocity. The most common is a napalm like solution that turns the weapon into a flamethrower. The second is a poisonous gas designed to clear whole areas of the battlefield in short order. Less common are non-lethal options like sticky foam used to immobilize targets and tear or sleeping gas.

The left arm is usually a large, four-pincer claw that the War Chassis can use to either delicately pick up an object weighing up to 1 ton, or to crush steel, bone, and flesh in its grasp. Occasionally one encounters a War Chassis that has been detailed to do construction or heavy lifting instead of combat work, in which case it will have two such arms. This two-armed configuration is often used to plant the huge Macro Assembler seeds in place within a building so they can begin the transformation process. Likewise it is possible to outfit a War Chassis with two weapons arms, although this is usually redundant.

Having already escaped death once, the War Chassis pilots are trained to fight without fear. Their machine's armor is strong enough to resist an anti-tank missile, even the rather prominent liquid-filled chamber in which they sit. Artificial diamond glass in one of Nemesis many almost alchemical discoveries and makes the War Chassis much tougher than it might appear to some. The War Chassis always lead the way in combat, providing cover for the ground troops and wading into the thick of battle. Just one of these is enough to strike serious fear into the hearts of all but the toughest heroes, and encountering more than one is a very rare event that usually harbingers immediate death.

## Nemesis and the False Nemeses

From his earliest days as a fugitive in Europe, Nemesis has known the value of misdirection. He has a long history of fooling his enemies with automaton versions of himself, a tradition that continues in grand style to this day. Since he has the capability to create perfectly life-like human replicants, creating copies of his armor with automatic brains offers no challenge at all. The only prohibitive factor is how incredibly expensive, complicated, and powerful is suit of armor has become over the past century. Mass producing the amazing machines would bankrupt even him, but he always has at least half a dozen of the fakes on hand, just in case. One of their great virtues is that they can also serve as emergency life preservation suits should his own, real set of armor become severely damaged.

Nemesis fakes are very nearly as dangerous as the real thing. Their armor is as tough as it comes, providing vast protection against kinetic and energy based attacks as well as near total invulnerability to cold, fire, light, and electricity based damage. The suit is also incredibly strong, capable of lifting several tons and delivering astoundingly powerful punches. It moves very fast when it runs or, if it prefers, it can fly at relatively high speeds. Internal radar and infrared sensors allow it to detect invisible targets and are unaffected by any lighting conditions that might normally decrease someone's effectiveness in combat.

The Nemesis Fake can have a number of different weapons suites installed, depending on the type of mission it is being used for. Almost all models have energy weapons built into the hands, providing a potent long-range strike capability. Others have force field generators that not only offer more protection to the automaton, but they can be used to pin down enemies. Another common installation is a Sonic Screech weapon designed to disorient and stun anyone in the vicinity. Finally, if things grow too dangerous or desperate, the suit can exude a cloud of choking or poisonous gas to clear the way for a tactical retreat.

Fakes serve many purposes in Nemesis' plans. He often uses them to lure heroes into a false sense of triumph or to bait them into traps. He also sends them to lead his soldiers in particularly crucial military operations. Nemesis can either leave the devices to follow their own programming or, more commonly, control them remotely from a secure location. All Fakes have a self-destruct mechanism built into them that reduces the entire suit of armor to a puddle of molten slag. Nemesis never wants these high level creations to fall into enemy hands, and so far, none of them ever have.

Nemesis himself is, not surprisingly, just like the fake versions of himself. The only way to tell the true one from the fakes is that sometimes Nemesis carries a special staff with a stylized gear head on it. He has never let his fakes employ the staff, although he does not always use it himself. The staff crackles with energy and is a powerful melee weapon. Nemesis rarely fights, but when he can, he does like to mix it up in close combat, reliving his adventurous cavalry days. Beyond the staff, the true Nemesis has all of the same weaponry and armor as the Fakes do. He also has an emergency teleportation beacon to carry him out of harms way when his life signs become critical (or whenever he desires).

### **3.3 Behavior Patterns**

Nemesis' main bases of operations are the secret fortress skyscrapers he is building throughout the city. For the time being, these should mostly remain hidden from the players, and revealed at a later date. While the interiors of them resemble the buildings created by the Macro Assemblers, they are much more finished and ornate looking, as well as being much better defended. Nemesis goes to extraordinary lengths to ensure that these facilities remain a secret, and thus far no one has been able to uncover them.

The main reason Nemesis can keep his secrets so well is that he's so good at distracting heroes with much more pressing concerns. The Macro Assemblers have become a true plague on the city. They can infest any type of structure and it may be days before their presence is even noticed. Once they take over a building, troops move in to defend it against all comers. You would never know these were merely "training exercises" for the troops involved, since they fight as if they were defending their home territory.

Among the most dangerous byproducts of the Macro Assemblers are the Jaeger drones. All Assemblers have the ability to mass-produce these deadly spherical automatons. These not

only guard the interior of the buildings, but are released out onto the streets to patrol the region and keep out trespassers. Even after a building has been cleared of the Macro Assemblers, the self-reliant Jaegers will continue to prowl the streets looking for trouble. They never attack civilians unless they try to enter the building that spawned them. However, they immediately assault any hero that comes within their sensor range. This is just a little present from Nemesis to help keep the city's costumed protectors on their toes.

Nemesis troops are also found in scouting and raiding parties aimed at finding locations to place new assemblers or striking against Nemesis' enemies. Nemesis is constantly making deals and alliances with other villain groups, corrupt businessmen and politicians, and even the occasional desperate hero. Often enough, Nemesis' half of the bargain involves sending in a squad of troops to murder some rival, steal something, or destroy something. Nemesis is happy to do these brute force tasks in exchange for valuable secret information or other favors down the line. Thus it is not uncommon for Nemesis strike teams to attack any number of different locations in force.

The soldiers themselves never just patrol the streets. They are seldom seen except when on a specific mission or when guarding a Nemesis facility. While he is not afraid to risk them in combat, Nemesis knows better than to waste them heedlessly. Thus he leaves the random public appearances to his Jaeger drones. When he wants to cause random terror on the streets, he usually manipulates some other villain group (like the Freakshow) into doing it for him.

### **3.4 Allies & Enemies**

Nemesis is the most opportunistic of villains, and the least tied down to ideologies or moral stances that could impact his behavior. Since he views himself as the better man in all situations, he has no qualms about temporarily allying himself with any group or individual that suits his needs. As far as he is concerned they are all the same, doomed slugs destined to serve him or fall before his might. As a result he has, with a few exceptions, worked with, for, or through every villain group currently active in Paragon City. More often than not, these groups do not even realize that they're in cahoots with the Prussian Prince of Automatons. He is a master of manipulation and misdirection, tricking people into thinking what best serves him is actually the best course for them as well.

There are two groups that he does not deal with at all: Crey Industries and the Rikti. He views the Countess Crey as his only intellectual match on the playing field and so is keeping her at arms length. The two have actually met on several occasions, and truth be told, Nemesis is a bit smitten with her – although not in any way that actually affects his decision making process. His goals and those of the Countess are too similar and he knows some day they will come to blows. Still, he keeps tabs on her and her company, particularly since they are more advanced than he in the computer and biological sciences.

The Rikti he keeps his distance from because he wants no risk that they will ever discover his role in starting the war. Additionally, he knows that his only chance to be redeemed as a hero amongst the common people is when he fulfills his plan of defeating the aliens once and for all. He wants there to be no hint of any collaboration with the Rikti in his past so that nosy reporters can't tie him to the aliens in any negative way.

The Freakshow offers an interesting opportunity for Nemesis. Their nihilistic philosophy certainly doesn't mesh with his own, and he finds their general demeanor utterly distasteful, but he also



has a strange affinity for them. Their grotesque cybernetically enhanced thugs in some ways mirror the elegant replacement parts he provides his own soldiers with. He has made contact with the group's leaders and found them cleverer than he expected, but still easy enough to bend to his will. He now employs the group fairly often, using them as a distraction or a blunt force instrument for violence. In return for their efforts he provides technical support for their cyberware enhancements, as well as the drugs and money to feed their various habits. He has even recruited a few of their more promising members into his own army, upgrading them with his own technology of course.

Nemesis also has a fondness for the Fifth Column, perhaps because of their German roots and their uncompromising "moral" stance. He also admires their discipline and drive. He has worked with Requiem on several occasions and the two maintain a veneer of friendship. Both realize that the other will one day stand in their way. Likewise, both hope to one day subsume the other's organization and resources into their own group. It will be interesting to see who ultimately prevails.

The Circle of Thorns remains largely an enigma to Nemesis, although he has had some contact with them. He knows little of magic, but may some day decide to change that view. Since their goals and methods seem so arcane to him, he does not view them as much of a threat. However, he's happy to work with them when it's to his advantage.

As for Hero Organizations, well, each and every one of them has cause to fear and hate the Prussian Prince. Over the years he has tangled with Statesman more than anyone, and the two have had a number of titanic battles (or at least Statesman and various Nemesis fakes and minions have had titanic battles – the man himself has no desire to face Statesman in person). Still, Nemesis is an equal opportunity offender and will happily catch up any heroes he can in the web of his machinations.

### **3.5 The Future**

The future has many possibilities for Nemesis, as a careful reading of his goals will show. Of course it's entirely conceivable that things won't go according to plan for him, but he is more than willing to improvise and adapt to new developments. What is certain is that he will continue to be a driving force for chaos and villainy within Paragon City until he is brought to justice (if that's even possible).

The future should be a city where life is harder for the heroes, especially the higher Fame ones. Nemesis erosion of the political system should lead to higher insurance fees, losing favors and fame for failing missions, and even losing things for no apparent reason (although with a mission to right the injustice). Other problems include fines for using powers in public spaces, flying too low through traffic, and other nuisances. Eventually the heroes should be able to unmask the false officials and have the laws repealed.

Nemesis also can make life harder for heroes in more immediately physical ways. He might start planting traps out in public spaces particularly designed for heroes. A prime example would be airborne mines that harass heroes as they fly about (but which they can disarm and bring in for a reward). Likewise, any building infested with Macro Assemblers could start producing Jaegers and automated weapons turrets on the outside that take pot shots at passing heroes.

Nemesis also plans to constantly evolve his army. He's particularly fond of his flying troops, but the flight implants are quite complicated and expensive. Taking a cue from the Sky Raiders, he

plans to make jet packs of his own and equip a special contingent of flying troops. He also plans to enhance his ground troops in several ways. Most notably are armored personnel carriers designed along the same model as the walking Jaegers, only capable of transporting up to 20 soldiers at a time. Likewise larger walkers along the line of the War Chassis are in the design stage, these standing several stories in height and wielding heavy artillery in battle.

Even as he builds his illegal army, Nemesis plans to pursue more “legitimate” paths to influence and power. He plans to use a shell corporation to introduce a modified version of the Macro assemblers, ostensibly based on plans “stolen” from Nemesis. These will provide low cost housing for the poor and help rebuild the city, albeit in such a way that Nemesis will control both the occupants’ lives and the buildings themselves. With his automatons in power, he will award city contracts to his shell corporation and new Nemesis made high rises will start popping up all over the city. Later, their true deadly nature will reveal itself.

Should all other avenues of conquest fail him, or even if they don’t, Nemesis may at some point begin to express an interest in magical forces. He will begin to send probes down into Oranbega and pursue more lasting alliances with mystical groups. He hopes to eventually field soldiers with the best of both technological and magical powers at their disposal. Ultimately magic for him is just another means to an end, and he will leave no stone unturned nor any scheme untested until he achieves victory.