

Carnival of Shadows

3.1 History

Venice in the 17th Century was a city-state in the early stages of a long and swirling decline. It's role as the preeminent trading center in Europe was soon to be overshadowed by the Dutch and the eventually the English. Yet there still remained a great deal of wealth and power in the island city, and with it came a commensurate level of hidden and not so hidden debauchery and sin. While the nobles and merchants of Venice put on a show of piety and moral uprightness, in private many of them were hedonists to the core. Wild orgiastic parties and illicit love affairs with beautiful courtesans were the rule of the day, as were experimentations with darker practices, including black magic. Magicians, fortune tellers, alchemists, and sorcerers all worked the Venice scene, scamming nobles, priests, and captains of industry alike, sometimes with real magic, sometimes with simple chicanery. It was a time of great opportunity for those willing to seize it by any means necessary.

At the center of this whirling cavalcade of flesh, greed, and magic, was a mysterious woman named Giovanna Scaldi. A native of nearby Padua, Giovanna had grown up in a relatively poor farming family and under normal circumstances would never have had much hope of achieving much beyond the status of milk maid or farmer's wife. But Giovanna was different than all the other girls. Giovanna turned out to be a powerful mutant with impressive psychic abilities. It took Giovanna until the age of 15 to realize just how powerful she actually was. Up until that time she had simply thought the world revolved around her, as most children do. Whatever she asked of people, they did for her. Her parents doted on her and never made her do chores. Her friends always agreed to play whatever games she chose and were very generous to her. The local baker always gave her free sweets whenever she stopped by for a treat. She became a spoiled, bratty young woman that no one had ever been able to say no to – mostly because she was subconsciously using her psychic powers to control their minds.

It was only when her demands grew more costly and her parents lost their land due to unpaid taxes that the true extent of abilities became revealed. When soldiers came to drive them off her land, Giovanna told them to go away. They did. But then they came back, so she told them to just forget about the whole thing and never come back. They did. When new soldiers came, they had orders to not ask politely – they bore torches and immediately set fire to the farmhouse, with Giovanna and her family still inside. The young psychic rushed outside in a panic, and in her fear and anger shouted that the men should be burning each other, not her house. They did. Giovanna's parents were astonished, and more than a little frightened. They couldn't understand what was happening, but they knew that Giovanna was the cause. But Giovanna knew exactly what was happening. In that moment of crisis everything became clear to her. She could make people do whatever she wanted. She was, basically, a god.

Suddenly she was very tired, so she made her father carry her to the nearby home of a wealthy merchant while their family farmstead continued to burn. She told the owner that she needed to sleep in his no doubt very comfortable bed and that when she awoke she'd need some food and wine and the undivided attention of the best dressmaker in Padua. The owner was more than happy to comply. Giovanna had already practically forgotten about her family. A girl of tremendous insight and a voracious appetite for personal satisfaction, she had no doubt about what she wanted next from life, and there was only one place she knew of that she could get it: Venice.

Giovanna several months more in Padua, during which time she experimented with the true limits of her powers, all the while amassing the money, clothes, and knowledge she would need

to take on Venice on her own terms. She learned that there was a significant difference between merely suggesting simple things that a target might be inclined to do anyway, and forcing people to behave against their nature. She could force anyone to do anything, but she found that exercising her power for extreme purposes tired her out very quickly. The subtle path would always be the path of least resistance for her. Although she could not read minds, Giovanna could read people, and had become a pretty astute judge of character. And since everyone secretly longs to reveal their heart's desire, forcing people to reveal their hopes and dreams usually required very little of her power. Once she knew a person's motivations, manipulating them became very easy – simply a matter of guiding their path towards a mutually agreeable conclusion. In this manner she acquired the money and support she needed, not by simply forcing people to hand it over, but by convincing them that they wanted to help her.

Upon arrival in Venice, Giovanna threw herself into the whirl of social life in La Serenissima. Posing as a Duchess, she had no problem finding lodgings in a wondrous palazzo and inserting herself directly into the highest levels of Venetian society. She attended all the best parties, was surrounded by suitors and potential lovers, and generally lived a kind of fairytale life made up of beautiful people and beautiful places. However, despite her powers and worldly airs, she remained very much a naïve young girl in many respects. She remained largely unaware of some of the darker “secrets” of life in Venice, and for several years was content to turn a blind eye to tales of hedonism and devil worship. Giovanna was living the life of a storybook princess, and would hear of nothing that might disturb her fantasy existence.

It was only as she matured and began to grow bored with her life that she truly began to discover the forbidden pleasures that Venice truly had to offer. For Giovanna, it was like an alcoholic discovering wine for the first time – she knew at once that she had finally found her place. She dove into this mysterious and sensual world head first, opening herself up to all manner of experience. She took the scene by storm, and soon became famous for hosting the most decadent and imaginative parties in the city. But the pleasures of flesh and food were not what interested her most (although she certainly enjoyed them). For her, the most intriguing aspect of this secret world, was the occult. Although she had not spent much time thinking about where her miraculous powers came from, part of her had of course always wondered what made her different. The teachings of the Church certainly offered no explanations. She had discussed the matter with several priests and then been forced to wipe their memories (a very tiring undertaking) when they accused her of being in league with Satan. As far as she was concerned, the priests were as corrupt and venal as any man or woman she knew and could not possibly offer her true insight. She thought that perhaps these various occultists and men of mystery and magic could offer a fresh perspective.

Giovanna's powers allowed her to quickly separate the frauds from those few who had real mystic insight. She confided in one of them about the true nature of her abilities, a man who called himself Uriel di Inferno, an obvious pseudonym. The two became very close and Uriel became a regular sight at Giovanna's parties. Soon the two began hosting occult ceremonies and gatherings as well. Uriel himself had some talent with black magic and had on occasion consorted with demons, but he abandoned those disciplines once he saw what Giovanna could do. Whatever the source of her mysterious powers, she was no demon. Uriel decided it would be much better to bargain with a young woman rather than an ancient demon. He helped Giovanna to explore the full extent of her powers. Using their parties and mystic rituals as a cover for their experiments, the two discovered just how talented she truly was. She could effectively influence any number of people within the sound of her voice, urging them to perform acts that didn't go against their basic nature. She could force her will upon at least a dozen individuals at a time, although this left her drained and weary. She could also take over

a person's mind and body completely, possessing them and controlling their body from within. This last power left her unconscious during the possession and bed ridden for hours afterwards, but opened a whole new range of possible mischief and entertainment.

One thing that Both Giovanna and Uriel noticed was that her powers didn't drain her energy nearly as much when she used them during one of their parties. It was as if she fed upon the energy of the partygoers around her, especially during the times of highest debauchery. Uriel, with his background in demonology, hypothesized that Giovanna gained some sort of sustenance when she touched the mind of someone engaged in sin of some sort. The individuals own sense of excitement at breaking the rules lit up their souls, like throwing fuel on a flame. The brightly burning souls of these sinners warmed Giovanna, giving her strength to continue for far longer than would normally be the case. Some more experimentation revealed that, if Giovanna attended her parties and scarcely used her powers at all, then she came out of the experience with tremendous energy – in fact the first time she tried it she couldn't get to sleep for a week, and only found slumber after using her powers to directly control several noblemen in a rather embarrassing fashion.

It was obvious that somehow Giovanna took energy from the souls of sinners, a revelation that not only delighted her, but also caused her to sink further into depravity and immoral acts. Her rapacious hunger for new and more exciting extravagances of the flesh and mind became legendary throughout the city. She became more and more adept at siphoning off energy from the souls of those around her, so that with each passing week her power grew stronger and stronger. She could now control the minds of almost anyone in the city, as long as she had touched their mind in person at least once before. Her sinful soirees spilled out into public plazas and even the Doge's palace played host to some truly astonishing events. Giovanna had the entire city in her grasp – or at least the part of the city she cared about; the nobles, the merchants, and the beautiful people were all under her sway.

Although many of the higher-ranking clergy were eager participants in Giovanna's fetes, there were plenty of pious priests, monks, and nuns who were outraged at what was going on. For her part, Giovanna paid them no mind. When one would occasionally make a public show of protesting the Sodom and Gomorrah lifestyle of the city's rich and famous, she would simply summon them to her and melt away any thoughts of challenging her or her friends. But not all challenges were public. Letters and messengers were sent to Rome. While the official dignitaries from the Papal Court immediately fell into Giovanna's web upon arrival, the secret investigators from the Inquisition did not. The Pope learned the truth about what was going on in Venice – that the so-called Duchess Giovanna Scaldi had turned the entire city into a godless brothel thanks to her pact with the Devil himself. Reports of Giovanna's powers made it clear that she could control any normal man or woman who came into her presence. Fortunately for him, the Pope had in his arsenal a man who was far from normal.

Come the Inquisitor

Brother Abelard Vernoux was, much like Giovanna, a Mutant, although one with a very different kind of mutation. He had a kind of special empathic ability that allowed him to not only absorb the emotions and thoughts of people around him, but also the qualities of animals, plants, and even inanimate objects. For example, when his teachers told him to show iron like discipline, he drew upon the strength of iron to not only toughen his resolve, but his skin as well. He was the perfect student of course, because he always knew just what his teachers wanted to hear. For many years he hid his special gift from them, knowing empathically that they would not understand it, even though he knew in his own heart that it was a gift from God.

Predictably, given that he was a walking miracle, Abelard entered service in the Church and became a monk. A fervent Catholic, he chose the battlefield as his venue of choice, and throughout the religion-oriented 30 Years War, he acted as a confessor, advisor, and officiant for the armies of Catholicism in their war against what he perceived of as heresy. During his time on the battlefield, Abelard slowly began to reveal his powers, using them to help soldiers in need, sniff out enemy spies, and sometimes even to sway the course of battles. Always he couched these occurrences in terms of miracles from God – answers to his prayers. In the religious minded zeitgeist of the day, these explanations were not only accepted, they were welcomed. Brother Abelard developed a reputation as one of the most zealous and spiritual men in Christendom.

After the Peace of Westphalia ended the war, Brother Abelard was not ready to give up the fight against heresy. If he couldn't fight the Protestants abroad, then he would be sure to do his best to stamp out any signs of heresy within those lands still loyal to Rome. He joined the Inquisition. There his powers proved most useful, as he was able to sniff out the merest whiff of heresy or impiety in a person's mind. On more than one occasion he became the target of assassins, since everyone knew that once Abelard was on the case, he would always get his man. But in those dire times his more physical manifestations of power protected him, allowing him to transform himself into steel to deflect blades or fire to scourge his attackers of their sins (and lives).

And so it was that the Pope turned to Brother Abelard, now in his 60's but still looking like a man of no more than 40, to deal with the massive outbreak of heresy in Venice. The Inquisitor was more than happy to serve the Bishop of Rome. The mutant monk set forth immediately, and unlike many of his fellow Inquisitors, he traveled alone. He found that having a retinue not only slowed him down, it sometimes led to difficult questions. Not everyone – especially members of the suspicious Inquisition, was willing to believe that his powers came from God and not witchcraft.

The Inquisitor arrived in Venice unheralded and largely unnoticed. His arrival happened to coincide with one of Giovanna's grand parties, a lustful affair that spread out across all of the Piazza San Marco, the Doge's Palace, and even into the Cathedral itself. Needless to say, the Inquisitor needed little proof of the heretic horrors that had gripped Venice in their clutches. He reached out into the minds of those around him and quickly figured out just who was responsible for all this mayhem. Giovanna was at the height of her power, and every beautiful or wealthy person in Rome was under her sway. Her image blazed like a beacon in the minds of everyone Brother Abelard touched.

Abelard found Giovanna inside the Doge's palace, holding court over a shameful display of noblemen disporting themselves in a most embarrassing and irreligious manner. He ordered that this sinful behavior be ceased at once and that Giovanna Scaldi be seized as a heretic and a witch. Giovanna just laughed, and as she chuckled the rest of the room followed suit. Deciding to play with her newfound opponent for a while, she let Brother Abelard rave on for several more minutes. The monk became more and more enraged as he tried to reach out into the minds of these sinners and their witch-queen. But he could not overthrow her power. Finally, as Brother Abelard approached Giovanna on her throne, she grew weary of his presence. She reached into his mind to turn it off.

And nothing happened. Brother Abelard's own mental mutations protected him from Giovanna's power, although he did sense her mind probing at his. However, her concentration failed when he slapped her harshly across the face, sending her sprawling across the floor. No one had ever

struck Giovanna before. No one had even raised their voice to her. She reached out into the minds of the assembled nobles and ordered them to tear this troublesome monk to pieces with their bare hands. As the mob descended upon him, Abelard absorbed the strength of the marble floor into his skin, protecting him from their fists and bites. Although he didn't want to hurt them, he had no choice. He lashed out, sending them flying across the room in heaps of shattered bones and ruptured organs.

Giovanna had already fled the room, frightened of what was happening. She had never known failure or setback in all her life. She sought out Uriel, all the while sending more of her thralls after Brother Abelard. He rampaged through the city, beating down everyone that Giovanna threw in his path. Although Giovanna had been absorbing soul energy for years now, her powers were not inexhaustible. After a twelve hour chase through the city, she finally collapsed, and only with Uriel's help did she manage to find a safe hiding place from the monk's wrath.

Abelard quickly reestablished Church control over Venice, breaking down Giovanna's conditioning and igniting an Inquisitorial furor within the population. The lower classes had long been left out of Giovanna's excesses and had come to resent the flagrant and disturbing immorality of their community leaders. Those leaders, now free from Giovanna's influence, were contrite and repentant, eager to save themselves from being tortured by the Inquisitor or burned at the stake. The whole city thrived at Abelard's feet, who promptly ordered them to tear the city apart if that's what it took to find Giovanna Scaldi.

Frightened and desperate, Giovanna knew that she couldn't hide for long, but she had no idea how she could escape either. It was her friend and confidant Uriel who came up with a rather radical solution. He had long been investigating the nature of Giovanna's power, and had determined that Giovanna could project her entire soul and mind out of her body and into someone or something else. It was clear that Brother Abelard could read minds, so he might detect Giovanna if she put her mind into another body to escape the city. But what if she put her mind into a specially prepared object? Uriel knew several spells that he thought might enable an item to carry a soul, at least for a time.

Not knowing what else to do, Giovanna agreed. She chose an enamel mask that she thought looked a bit like her and Uriel performed the necessary rites and rituals. Giovanna projected her entire soul into the mask, something she had never done before, even with a person. Her body died immediately, and all the world went dark for her. She knew nothing of the outside world. The plan was for Uriel to spirit her out of the city and find a suitable body for her to possess for her own.

Unfortunately for both of them, their scheme did not go according to plan. Abelard himself caught Uriel as he was trying to slip out of the city on a hired boat. He now knew all about Uriel's close alliance with the wanted Giovanna Scaldi, and he seized the wanton wizard and brought him to the Cathedral for questioning. Years of being Giovanna's consort had taught Uriel how to shield his mind from mutant psychics, and Abelard was unable to break him. He even resisted torture, finally dying of a heart attack while on the rack. Meanwhile, like the possessions of every other sinner in the city that Brother Abelard had found less than fully repentant, Uriel's personal belongings were sold to raise money for the church, including a lovely but otherwise pedestrian porcelain mask.

Vanessa DeVore

In July of 2000, a pretty young Art History named Vanessa DeVore arrived in Venice during a weekend trip from Florence, where she was studying. Vanessa was overwhelmed by the beauty of the floating city and wondered about its dark streets in a kind of Stendahl Syndrome induced daze. She had long waited for this moment – and was making the most of her time in the city where her grandmother claimed she had distant ancestors. Vanessa was herself a low-level empath, capable of intuiting and even absorbing other peoples emotions and sometimes even their thoughts. She also happened to be a distant blood relation of Giovanna Scaldi.

Vanessa found herself wandering into a dusty, decrepit curio shop in one of Venice's less traveled corners. As she poked around, looking for a souvenir, she came across a once beautiful wooden box containing what must have been at one time a lovely porcelain mask. The wooden case had warped slightly and was covered with scratches and scuffmarks, while the mask itself had become discolored and chipped in several places. She felt strangely drawn to the piece, and made the shopkeeper an offer he gladly accepted.

All the way to her hotel room, Vanessa grew more and more obsessed with trying the mask on. She had planned simply to drop it off and then head out for more sightseeing, but by the time she arrived, all she could think about was finding the right materials to clean the mask properly. A trained art restorer, Vanessa could work wonders with a little soap, water, and a toothbrush. She settled down with the mask and over the next few hours carefully restored at least some of its former glory. Then, her work complete, the next step was obvious. She put it on.

The mask had passed through many owners in the hundreds of years it had been passed about Venice, but never before had someone been so perfect a match for the dormant psyche of Giovanna Scaldi. She had felt her distant cousin's arrival almost as soon as Vanessa set foot off the train in Venice. In fact, it was the first thing Giovanna had felt in a very, very long time. Up until that point, she had existed in a void, alone with her thoughts for the intervening centuries. She had long ago given up straining against the confines of her porcelain prison, and had in many ways gone quite insane. But Vanessa's presence snapped her out of her madness – at least to a degree – and now the time was at hand. She would be free once more!

When Vanessa put on the mask, Giovanna's mind flooded into hers, nearly overwhelming her. The sudden melding of two sets of memories drove Vanessa's body into shock. She collapsed to the floor unconscious. As she lay there, her mind and Giovanna's fought for control over the body, even as they exchanged information about their respective worlds. Their thoughts, emotions, memories, and morals combined in a kind of psychic soup, until many of the boundaries between the two were eroded completely. Neither could win the titanic battle of spirits for total control. It was only the next morning, when the maid found Vanessa sprawled on the floor and removed the mask, that the conflict ended.

Frightened and badly shaken, Vanessa packed the mask away and eventually returned home to Paragon City, ostensibly to finish her graduate work. Instead, she spent her time learning everything she could about Giovanna Scaldi and the mysterious mask. She consulted with some of the city's foremost experts on occult matters, including several prominent members of the Midnight Squad. They ascertained that while the mask itself did have magical properties, Giovanna's power was entirely psychic based, rather than mystic in origin. She was, in all probability, a mutant.

Sorting through the memories that Giovanna passed onto her during their mind meld, Vanessa knew that Giovanna had been a powerful psychic, capable of influencing and even controlling other peoples minds. She also knew that Giovanna somehow fed on the souls of those

who “sinned.” The access to such power was quite tempting, but Vanessa was too frightened to put the mask on again, even though it called to her constantly.

Then events forced her hand. When the Rikti invaded, Vanessa felt as powerless as anyone. These aliens were overrunning the city from every direction. There was nowhere to run and it seemed that the heroes were dying as quickly as the attackers. Vanessa knew she had to do whatever she could to fight back against these strange monsters. She took a chance and put the mask on. The two psyches fused once more, but this time Vanessa was ready for the shock and had prepared her own mental defenses. She prevented Giovanna from totally taking over her mind and even came to an accord with the woman in the mask – they needed to work together or the aliens would destroy both of them.

Unfortunately, it was not as easy as that. As it turned out, Giovanna’s power could not be used to control the alien Rikti minds. But the two women would not give up that easily. In desperation they began to lock onto several of the nearby soldiers, taking them over and then coordinating their fight against the aliens. Because there was instant telepathic communication between them and because they now behaved orders without any fear for their own safety, they became a much more effective fighting unit. As Giovanna used her power more and more, Vanessa’s personality receded into the background. Giovanna used her puppet soldiers without mercy, sacrificing them without a second thought if it meant killing or harming just one more Rikti.

Vanessa/Giovanna fought on like this for twenty hours before their body finally collapsed from the strain. Luckily they were unharmed during their blackout period, and after a quick meal they launched themselves back into the action. The next day, as her power began to drain, Giovanna tried in desperation to latch on to any source of energy she could find. But pain and suffering were not the kinds of “sins” that had once fed her. As unconsciousness welled up within her, she sunk her mental claws into one of the heroes she had been controlling, trying to hang on. The result was a sudden flush of energy that came on in a flood. It took her a moment to realize what had happened – she had ripped the hero’s soul completely from his body and then devoured it.

This new twist on an old power was enough to even horrify Giovanna. She recoiled at what she had done, although it exhilarated her at the same time. Ironically, it was Vanessa who saw the true potential of this terrible gift. It meant that they could keep on fighting, indefinitely if need be. As long as there were souls to scavenge then they could do their part to fight off the Rikti menace. And so they kept on fighting. They quickly discovered that they couldn’t rip out just anyone’s soul. In fact, it had to be someone that they had been dominating for at least a few hours. Only after they had stripped away a person’s natural mental defenses could they tear a soul free.

This restriction served them well enough – and kept them fighting throughout the war. They assembled around them a cadre of heroes and soldiers that fought exclusively under their telepathic command. They even volunteered their puppets for the final assault on the Rikti stronghold beneath Paragon City. Their entire force served on the Alpha Strike team and, like most of the heroes involved in that operation, they died when the Rikti portal was destroyed. With the last of their minions lost and no ready souls to devour, Vanessa/Giovanna collapsed, and slept for the first time in seven months.

When she awoke nearly a week later, Vanessa was in a hospital bed, and wasn’t wearing her mask. She missed Giovanna immediately, and longed desperately for a return of the power she had once share. Although still sick and weak from her long exertions, Vanessa checked herself

out of the hospital and returned home to find the mask sitting on the floor where the paramedics who found her had left it. She couldn't wait to put it on, and soon her thoughts flowed warmly into those of Giovanna. Like two old friends or long lost lovers, they merged together once more and extended their telepathic tendrils out into the world around them.

They had done their part to save humanity, and now they deserved a reward. Vanessa's body was still sick and in need of medical attention, but a public hospital was such an unpleasant place. Instead they used their mental powers to summon doctors, nurses, and attendants to their side. These enthralled professionals tended to her every need, including emptying their bank accounts and helping Vanessa DeVore buy a much larger, more luxurious penthouse apartment. Vanessa told herself that she had earned this kind of treatment, while Giovanna simply reveled in the return to a level of luxury with which she was once intimately accustomed.

Vanessa found herself quickly enmeshed in a bit of a moral quandary. She felt bad about using her/Giovanna's powers merely for self-gratification. It took only a few weeks for her body to fully recover, but by that time she had grown very accustomed to being waited on hand and foot – due in large part to Giovanna's own proclivities. Neither of them wanted to see their newly comfortable lifestyle come to an end. She also wanted to continue fighting the Rikti – to “earn” her comforts, but she didn't quite feel justified in dominating heroes and devouring their souls anymore. After all, the most dangerous time had passed, and the authorities and remaining heroes didn't really need her help coordinating against the few remaining aliens.

It was at this point the Giovanna began to assert herself more strongly, seducing Vanessa with a flood of memories of the good old days when she had ruled the Venetian upper classes as a queen of leisure and debauchery. Through the prism of Giovanna's memories, Vanessa saw those days as idyllic and a happy time. She didn't see the harm Giovanna had done, nor the inherent horror of controlling other people's minds just for your own pleasure. Giovanna convinced Vanessa that they needed to recreate her old version of Venice here in Paragon City. There would be no need to scavenge souls away from people – they could feed off the sins of their new “friends,” and create their own little version of paradise.

And so Vanessa DeVore went from art student to freedom fighter to the party queen of Paragon City. She followed in Giovanna's footsteps, introducing herself into and then quickly coming to rule Paragon City's upper-class social scene. She gathered around her a number of young, wealthy, and beautiful men and women and proceeded to try and control them all while she lived off their sinful souls. But a curious thing had happened since Giovanna's 17th century exploits. The modern day concept of sin held very little weight with the twenty-something party set. No matter what they did, the partygoers never felt the secret shame that they were sinning. Vanessa/Giovanna had no regret and sin to scavenge. While trying to influence nearly a hundred guests, she nearly collapsed at her first major event. At the last moment she reached out and sucked away the soul of one unlucky man. He died instantly, but Vanessa was rejuvenated. So much so in fact, that she was able to wipe all memory of the man's death from the minds of her fellow revelers. He was forgotten and the party continued.

And so Vanessa and Giovanna learned that, if they wanted to exercise their power without limits, then they would have to sacrifice others to their cause. The question was, could it possibly be worth it? How would they justify such behavior, even to themselves? By now Vanessa had become addicted to the power that Giovanna gave her, and she was unwilling to step back away from it now. It was then that once again fate took a hand in Vanessa DeVore's decision making process.

One of Vanessa's favorite partygoers was a young woman named Rachel Morris. Rachel was on her way home from Vanessa's latest party when she was attacked and waylaid by members of a street gang called the 8th Street Muertos. Vanessa was in contact with the young woman during the entire attack and felt every minute of her pain – unfortunately she was caught at a weak moment and didn't have the energy to dominate the attackers. At the last moment she decided to take Rachel's soul and then used that energy to wreak her terrible vengeance upon the gang members. She controlled each of them, forcing them to torture and then kill one another in ways best left to the imagination.

Vanessa had found her excuse – she would create a place in the world that was safe for her and her friends to enjoy life to the fullest. And the only way to create such a safe zone was to make sure that anyone who tried to stop her or hurt her friends, would die a most excruciating death. The first step was to destroy any last vestige of the 8th Street Muertos, and for that she needed a little bit of help. She gathered together ten of her dearest friends – all young and beautiful women – and telepathically showed them how Rachel had died. They were both horrified and incensed, ready to take blood vengeance on whoever was responsible.

Vanessa needed her volunteers to act as eyes and ears in the assault on the Muertos. She would look through them and then possess the gang members, and if she had to, she would sacrifice one or more of them to finish the job. As it turned out, she discovered that she could do more than just look through the eyes of her volunteers. She could actually imbue them with some of her power. Empowered by Giovanna's telepathic insight and their own outrage, the women were transformed into true psychic street fighters. They pulled knowledge of fighting directly from their foes' minds and used it against them, all the while anticipating their every counter attack. There was no need for Vanessa/Giovanna to control the minds of the gang members – their newfound squad of femme fatales was more than equal to the task.

This revelation gave Vanessa/Giovanna a new twist for her future plans. Not only could she provide a safe place for those she cared about, she could actually empower them. They could, with her help, become super powered heroes, and thus a true force to be reckoned with. She soon began to recruit in earnest, picking and choosing those she liked best to be admitted into her inner circle. She soon had several hundred close followers, all of who willingly submitted to Vanessa's psychic presence in their minds. Their consent allowed her to ride along in their minds with minimal effort and empower them when necessary, but it was still a drain on her resources. Ultimately, if the group were going to succeed against all their many possible enemies, they were going to need a regular source of souls. Thus the Carnival of Shadows were finally born.

3.2 Beliefs and Goals

The Carnival of Shadows exist principally to cater to the needs and desires of Vanessa DeVore and the Giovanna personality that lurks within her body. In return, Vanessa has created for them a luxurious and safe environment in which to enjoy themselves with whatever pleasures they desire. All she asks in return is service in the ongoing battle against her many and varied enemies. Of course, since Vanessa operates within the minds of each and every one of her followers, they're always happy to do whatever it is she asks of them.

The most important thing for Vanessa is that she have a constant supply of souls to keep her power level at its peak. If her power begins to fail, then the whole enterprise will fail, since everyone's allegiance and powers stems from her own psychic abilities. As Vanessa continues to expand the size and scope of her coterie, she needs more and more souls. Fortunately for her – but unfortunately for everyone else – she has learned how to devour souls through her

servants. She no longer needs to have a direct connection to the victim. Still, the process is not instantaneous. It takes between two and five hours to successfully break down a person's willpower and resistance. Only then can Vanessa feast upon the soul stripped bare for her consumption.

On average, Vanessa requires two souls per night to keep herself at full strength. This allows her to not only be in touch with all of her loyal subjects but to directly dominate her less willing servants and still have the energy to have a little fun each evening. Thus there are usually several dozen teams of Carnival of Shadows sent out onto the streets each night looking for potential victims. Vanessa prefers a certain type of soul – one that is willful and possibly violent, and usually (but not always) a man. Her few remaining wisps of conscience force her to choose “bad” people over “good” people, but her definitions of bad have become increasingly harsh. Someone who fails to curb his dog or speaks harshly to a cab driver often gets tagged as bad, especially if he or she meets the other criteria.

Vanessa prefers to devour the souls of less attractive people, both physically and socially. She feels that in doing so she is “culling the herd” and somehow making the world a better place. She's loathe to destroy anyone or anything that she considers beautiful, and would much rather recruit an attractive man or woman into her cult than devour their soul. Likewise, she has a special fondness for artists, writers, musicians, and actors. She will almost never kill someone with talent, unless her survival depends upon it. Of course, only Vanessa's definition of talent is what's important in this consideration, and her tastes are decidedly retro. She loves classical music, opera, and Renaissance and Baroque painting and poetry. More than one aspiring punk rock star and modern artist have been devoured without Vanessa even pausing to consider that they had any talent.

Few people are aware of just what Vanessa and her Carnival of Shadows are doing. When someone has their soul ripped out of them, the usual result is a very mysterious death – one that appears to be of natural causes just because an examining doctor cannot find any definite cause. It's usually dismissed as a stroke or heart attack, and rarely does anyone suspect foul play. The Ring Mistress' themselves are quite adept at covering their tracks. Their mental abilities allow them to alter the minds of key witnesses and cover up the lost time in a person's life that occurs while they're being systematically tortured and psychically abused in preparation for being served to Vanessa. Some mystic heroes have gotten an inkling that something weird is going on, but the truth has yet to be revealed to anyone outside the Carnival of Shadows.

When The Carnival of Shadows find themselves in a “wartime” situation, as Vanessa calls it, then the number of souls required each day rises dramatically. Vanessa has had to fight off incursions into her affairs from several other villain groups, including both the 5th Column and Nemesis. In both cases she engaged in tough, nasty fights with her foes, resulting in scores of dead on each side. In the course of these battles (both of which she won) she ended up consuming as many as one soul an hour for much of the conflict. Of course, many of these were captured enemy soldiers, but a fair portion were also people taken from the streets when matters grew desperate. Likewise, whenever she has any conflict with the Rikti, she must also find more victims, since Rikti souls remain unreachable for her. Thus whenever the Carnival of Shadows find themselves in a crisis, mysterious deaths suddenly spike throughout the city.

With her energy supply intact, Vanessa's next highest priority is recruiting new members into her every growing cult. She is very particular about the kind of people she allows into her inner circle. Only the most attractive, charming, and talented women get to be actual full fledged members, privy to her most intimate thoughts and powers. But Vanessa knows that there is

value to be found in many other humans as well, and she has places in her organization for everyone who strikes her fancy. Men and women who do not qualify for higher rank still serve within the Carnival of Shadows community and can benefit greatly from Vanessa's largesse – as long as they don't mind having their minds controlled by their superiors.

The kinds of people Vanessa wants in the Carnival of Shadows are exactly the same kinds of people whose souls she usually avoids devouring: beautiful people with talent and charm. Since the end of the war, more and more of Paragon City's wealthy young men and women have fallen under the Carnival of Shadows' sway. Many of the best and brightest of them have become members, giving themselves over to Vanessa's control and in return receiving a life filled with luxury, excitement, entertainment, and power. Most of them maintain their day jobs (if indeed they have jobs beyond their trust funds and investments) and funnel most or all of their earnings into Vanessa's coffers.

As a result of its very wealthy and influential membership, the Carnival of Shadows do not need to spend much of their time or energy on fund-raising. Carnival of Shadows don't knock over banks or rob jewelry stores. As often as not, their members own the banks and stores. Where the group does come into conflict with the law is when other wealthy family members, financial advisors, and legal representatives begin to grow suspicious of the way their friends and clients suddenly start pouring all their funds into foreign bank accounts under Vanessa DeVore's control. They start asking uncomfortable questions and generally making life unpleasant and controversial for Vanessa's followers, not knowing that in doing so they are running a terrible risk.

The Carnival of Shadows continue to spend a fair amount of time resolving these little conflicts. Often times the problem can be made to disappear through the careful application of memory wipes and telepathic domination. Other threats are more intractable, in which case more extreme measures are called for. The Carnival of Shadows are not afraid to kill anyone who stands in their way – feeding their soul to Vanessa and then covering up the disappearance as best they can. Several heads of large corporations and scions of notable Paragon City families have died in such conflicts, a fact that is beginning to draw more unwanted attention to Vanessa and her activities.

Let's Get This Party Started

It is not hard for Vanessa to convince the young, wealthy society set to join her little group. After all, she throws the absolutely best parties in the city. Although no reporter has ever managed to infiltrate one of these fabulous and decadent soirees, everyone who's anyone has heard of them. Admittance is strictly by invitation only, and anyone lucky enough to receive an invite immediately becomes the envy of all his or her friends. Vanessa does not automatically dominate and absorb every guest into her cult. Indeed, probably only 1 in 20 partygoers end up being offered a place in the Carnival of Shadows. Most just help provide the company, conversations, and new blood that any party needs. However, Vanessa does surreptitiously touch the mind of each and every guest, not only tweaking their emotions and thoughts to improve the party atmosphere, but also digging for any valuable or interesting secrets they might have. As a result of these psychic probings, Vanessa is one of the most well informed individuals in the city.

Not all of the parties are elegant penthouse dinner fetes or ballroom fundraisers. These are but the public face of Vanessa's diversions. The real fun is for members only. When just the Carnival of Shadows gather, all inhibitions are let loose and their mistress organizes some truly

wild and inventive diversions. Vanessa and her followers take great pride in exercising their powers over lesser people – and lesser people pretty much describes everyone in the city who's not them. Thus they have no compunctions about embarrassing, inconveniencing, maiming, or even killing others, as long as it's done in the furtherance of a good time.

One of the most common and enjoyable activities are the infinitely cruel and aptly named Ring Mistress Hunts. These range across some of the more wealthy and interesting parts of the city and are a source of endless amusement for the Carnival of Shadows who participate in them. Surprisingly, the object of the hunt is not to collect souls precisely, although if the hunters happen to find any particularly appropriate victims, Vanessa certainly won't turn them down. Instead the participants scavenge for emotions and experiences. For example, a common goal is to frighten as many men over 50 as possible, with extra points being awarded for inducing heart or panic attacks. Other goals include: causing pain, seducing and then maiming individuals, tormenting city officials or right-wing ideologues, and actually slicing off specific body parts. Participants usually manage to work up quite a frenzy as the night progresses, and violence and the spilling of much blood are inevitable results.

Another popular variation is the so-called "out of house" party, wherein the Carnival of Shadows seize a building or home for a night and make it the center of one of their wild and crazed Bacchanals. Office buildings, laboratories, warehouses, and apartment buildings are all fair game for such events. The partygoers torment and mind control any occupants unlucky enough to be caught inside and often do significant damage to the structure itself. Vanessa has been known to target specific buildings belonging to those that displease her for some reason, be it because of their political beliefs or because they have interfered in her affairs or those of her followers.

By far the most ostentatious and deadly of all the Carnival of Shadows' entertainments is the so-called Dread Carnivale. This event was meant to be an annual tradition, but Vanessa had so much fun with it that she has them on a monthly or sometimes bi-weekly basis. In these events her costume-clad cultists pull out all the stops. Vanessa usually stores up a supply of souls for the occasion, devouring enough essences to make her drunk with power. She then releases her people upon the city, using her mind control abilities to their fullest potential. The Ring Mistress' use their powers to make the world around them perform as entertainers. Innocent bystanders are made to sing, dance, cavort, and debase themselves for the amusement of the mask wearing Carnivale goers. The Ring Mistress' themselves get into the act, abusing, maiming, and often killing the "performers" for their own amusement.

The Dread Carnivale often serves as an initiation rite for new members. The Euphoria Vanessa feels when gorging upon so many souls is passed down to all her intimate followers, causing them to become inebriated with power and the lust for perverse entertainments. New members find this heady mix of emotions almost too much to bear – but they also become instantly addicted to the feeling, falling all the more under Vanessa's sway in the process.

Recently Vanessa has been sending out a watered down version of the Dread Carnivale into the streets of Paragon City and beyond in an effort to recruit new members and draw more energy.

Loftier Goals

Ultimately though, once the partying is done, Vanessa (inspired by the Giovanna portion of her personality) does not want history to repeat itself – she doesn't want to be driven from power and have to end up spending another 200 years trapped inside a mask. Thus she is being much

more careful about securing her self and her followers from outside attack. But she knows that the only way to be 100% safe is to control her environment, including everyone else around her. And that means taking over the minds of everyone in the city, or at least influencing them to the point where they can't possibly hurt or hinder her. After she secures Paragon City, then she'll see about the rest of the planet.

Although Vanessa is still very picky about what kind of people she lets into her inner circle (after all, in many ways these people are actually inside her mind much of the time, a very intimate experience), she does want to have some degree of influence over everyone else as well. The poor, the ugly, the unpleasant, and the morally righteous might not appeal aesthetically, but they have a power of their own that cannot be safely ignored. Thus Vanessa is currently seeking a number of different avenues for reaching out to a much wider audience and tweaking their sensibilities and thought patterns to more closely match her own.

One of the key aspects of Vanessa's plans for world domination is an ever-increasing influence over media and pop culture. Paragon City long ago surpassed New York as the cultural and fashion center of the United States. Super powered heroes have long been big-time stars and popularity attracts more popularity. The worlds of fashion, music, theater, and even movies all look to Paragon City's societal elite to show them the way. As it happens, close to three-quarters of those elites are now firmly under Vanessa's sway, an accomplishment she's quite proud of. In other words, to a very large extent, Vanessa DeVore decides what is and isn't cool in the world.

Although her personal tastes may run to classical music and 17th century costumes, she knows that such antiquated styles would have a hard time reaching today's teens and hipsters. Instead she bites the bullet and promotes various vacuous pop starlets and cardboard cutout teen heartthrobs as a succession of next big things. Each one moves popular tastes a little more in Vanessa's direction, making anyone who has listened to and enjoyed their music or seen their movies just that much more susceptible to her mental control. This is a long term plan to be sure, but once a generation of the world's youth has grown up enjoying Vanessa's entertainment products, their minds will be so weakened and ready for her that she hopes to be able to control millions of people at once.

In the present day she rules the entertainment industry – or at least her part of it – with an iron fist. She mentally dominates agents, actors, directors, producers, and anyone else with any say in what gets on the air. Although she uses mind control for much of this work, occasionally brute force intimidation and blackmail are also necessary tactics. More than one recalcitrant director or actor with his or her own "vision" has ended up dead, insane, or in jail.

Recently Vanessa has begun to use the media as a tool against those who stand in her way, particularly heroes who harass her operations. The normally fawning media seldom criticizes heroes, especially in the wake of the Rikti War, but that's not the case when Vanessa is crossed. She has been known to unleash the full fury of her media connection on a troublesome hero, from slander pieces, to jokes on late night television, to investigative reports on their personal lives. These can become a huge distraction for a hero, sometimes even leading to legal difficulties, paternity suits, and emotional collapses.

Of course, rather than slander heroes, in many cases Vanessa would like to simply control them outright. This is often quite a challenge, as most heroes have, almost by definition, very strong wills that are not easily broken. They also usually have many friends who are also heroes and who might have the power to detect when one of their associates is having his or her mind

controlled. Thus Vanessa is very careful about which heroes she attempts to seduce into her ever-growing cult. She tends to choose loners with big egos, heroes who think so highly of themselves that its easy to play to their pride. After all, heroes are the superstars of the modern world, and many of them love a good party as much as anyone and Vanessa DeVore gives the best parties.

She periodically holds events to honor various heroes, although never for their good works. They're always designed to laud a hero's more egocentric attributes, like the annual Best Dressed Hero event or the Most Eligible Single soiree. These affairs have quickly become a mainstay of the young, hip hero set and give Vanessa plenty of opportunity to quietly scope out possible recruits and, at the very least, get incriminating videos she can use for blackmail at a later date.

As a result of these efforts, Vanessa has already brought several dozen high profile heroes under her sway. While they continue to do their good deeds in public, privately they've become totally enthralled to Vanessa. Many of them serve within the Carnival of Shadows as Harlequins, wearing costumes designed by Vanessa instead of their usual garments. In these guises they serve The Carnival of Shadows' needs, participating in their wild events and finding victims for Vanessa to consume.

3.3 Villains

Attendants

The Attendants are the basic soldiers of the Carnival of Shadows. They are modeled, after a fashion, upon the classic Attendants of several centuries ago – young, strong, servants who'll handle any task their mistress gives them. These Attendants are universally young, athletic, good looking and female, although they seldom have the financial background or social skills to make them truly acceptable to Vanessa as dinner companions. Instead they are relegated to the status of servants – to be seen but not heard and to work tirelessly.

While Attendants might wear more traditional servant attire when performing their duties at one of Vanessa's more public parties, heroes are only likely to knowingly encounter them when they're dressed for battle. Like all members of the Carnival of Shadows, Attendants wear masks. In their case these are usually one of three colors: Dark Blue, Dark Green, or Dark Purple. These masks are stern, handsome male faces with ruby colored eyes. They wear wigs of straight, white hair pulled back into a ponytail. Their torsos are covered by heavy leather, sleeveless tunics that expose their muscular arms. They wear knee length leather pants that end at the knee, below which are black tights and black shoes. The color of the clothing in each case matches the color of their mask. Overall the clothing is highly decorated and yet still menacing. These are combat outfits with a touch of style thrown in.

The Attendants are indeed formidable Since she views them as front line, easily replaceable soldiers, she has no qualms about overloading their bodies with power and stimulants. Her fine control over their minds reaches deep into the subconscious, autonomic brain functions. She can actually control the flow of endorphins, adrenaline, and hormones into their bodies. Thus the Attendants have had all of their physical abilities increased far beyond the normal maximums for a human. As a result, few Attendants would be expected to live more than a few years before their hearts burst, but at least they will leave a beautiful corpse.

Beyond their physical prowess, the Attendants possess a number of other powers as well, most of them psychic in origins. First of all, they are all resistant to psychic attacks, as are all members of the Carnival of Shadows. Vanessa's mental domination means it is often impossible for other psychics to have any influence over the brains of her minions.

Each of the three different colored uniforms represents a different style of Footman, with different extraordinary abilities and equipment. The Dark Blue clad Attendants are the melee focused soldiers. They wield the Footman's Sword, a saber designed to focus psychic energy, which consequently crackles around the blade and giving it an extra bit of bite. Blue Attendants can also project this lightning-like effect directly from their hands when they're forced to engage foes at a distance.

Dark Green soldiers are equipped with the Footman's Musket, a silver and wooden musket that fires bolts of pure psychic energy instead of musket balls. These not only have a much higher rate of fire than an old-fashioned musket, but they're armor piercing and are strong enough to telekinetically tear through the side of a tank. Dark Green Soldiers are also adept at moving quickly, even at superhuman speeds, allowing them to maintain range against their targets.

Dark Purple Attendants wield the bulky but deadly Hand Cannon, a device that looks like a bazooka sized, ornate cannon. It uses telekinesis to fire a variety of different ammunition types. Explosive shells are always a favorite, causing significant damage over a wide area. For close in work, the cannon can also produce great gouts of sticky, napalm like flame, much in the tradition of a flamethrower.

Soulless Strongmen

Most of the time, when the Carnival of Shadows suck a soul from one of their victims, the person dies immediately. But sometimes, in certain rare instances, they're left merely in a coma. Everything seems to work right, biologically speaking, but there's simply no spark of consciousness in the body. At first Vanessa would have her soldiers leave these victims for the hospitals to care for. Then she discovered that she could actually possess and dominate them, just like any other person. These soulless bodies were not great conduits for power, like her Ring Mistress' or even the Attendants, but they could serve as useful guards and soldiers. Since they feel no pain and have no will of their own to resist her domination, Vanessa now keeps all of these Soulless ones as a kind of special guard and strike force, using them on missions she would not normally risk her dear Ring Mistress' on.

The Soulless have a monstrous appearance, their faces usually twisted by the strokes that left them comatose. Preferring not to witness such unsightly visages, Vanessa has them wear ominous iron masks, giving them the appearance of prisoners. The masks have glowing green eyes, a purely theatrical touch that Vanessa liked. The Soulless have very large, hulking, muscle-bound bodies, the product of manipulation and psychic surgery that has turned them into truly freakish creatures. The prisoner theme of the iron mask extends down the body, as the Soulless are wrapped in chains and wear iron bands around their wrists and ankles. Scars and burns cover their exposed flesh, often carved into intricate patterns by bored Ring Mistress' looking to have some fun.

In battle, the Soulless wield large, single headed axes, modeled after the blades used by traditional headsman. These weapons have been honed to a razor sharp edge through fine control telekinetics, and can cut through metal or stone. Their powerful legs allow them to leap great distances, closing with their opponents quickly and brutally. For those they can't chase down, they can also release a soul-wrenching field of darkness by opening up a window to

the worlds of the dead, draining the life from anyone in their vicinity. As mindless puppets, the Soulless are immune to all fear, mind attacks, and anything else that relies on one's opponent's state of mind.

Harlequins

The Harlequins are the male members of the Carnival of Shadows' inner circle. Their minds have nearly completely joined with Vanessa's, and although they retain much of their original personality, they have given up a great deal of free will. The Harlequins are second only to the Ring mistresses themselves when it comes to power and privilege within the group. They participate in all of the group's wild events and public parties. Indeed, behind their masks lurk some of the most famous and wealthy socialites and heroes in Paragon City.

The Harlequin costumes are a cross between fetish gear and the classic clown-like Harlequin costume. Like all members of the Carnival of Shadows, they wear masks. These masks are either bright silver or gold and are laughing, clownish faces. The masks also incorporate dark red leather hats with four floppy arms, like a traditional harlequin's headgear. Instead of ending in bells, floppy arms end in metal spikes. The rest of the Harlequin's costume is a predominantly dark red, tight fitting leather suit that is somewhere between festive clown and fetish sheik. They wear spike gauntlets and high heeled black boots with spiked toes. Stripes and checker patterns accent the legs, arms, and torso of the costume, and come in three color varieties: yellow, white, and black.

Yellow Harlequins use torches to breathe fire on their opponents.

White Harlequins juggle and throw knives.

Black Harlequins are snake charmers.

Ring Mistresses

The Ring Mistress' are the crème de le crème of Shadow Carnival society – the women who have been personally recruited, trained, and mind molded by Vanessa DeVore herself. Each of them is an extraordinarily powerful psychic in her own right, made so by Vanessa's unlocking the full potential of their mental powers that lies dormant in every human being's mind. They wear skimpy, bright colored costumes and masks, a look that has even become popular with certain fashion designers.

The Ring Mistress' each view themselves as a kind of princess, or at the very least duchess. They universally have little regard for anyone but themselves and of course their mistress. Many of them are fashion models, actresses, and socialites whose beauty has already made them rich and famous. Even without their mental powers they would have little trouble twisting men around their fingertips, but now they can pretty much make any normal person do whatever they want. They are utterly without inhibition or empathy for the rest of the world. As far as they're concerned, this world is theirs and we're just around to act as servants, window dressing, or playthings.

The Ring Mistress' do not really need weapons, but they like to carry them anyway, almost as accessories to their outfits. The Ring Mistress Whip is an integral part of the torture process that Ring Mistress' use to break down a person's defenses before feeding their soul to Vanessa. The Whip not only slices flesh, but it tears at the mind as well, dragging up traumatic memories and creating hallucinations and panic attacks in anyone it cuts. This is both a fear inducing effect and a huge distraction for anyone that takes damage, making it hard for them to concentrate on the matter at hand – whatever it may be. The Ring Mistress Claws are a set of three blades that a Ring Mistress straps to her wrist. They crackle with a psi-electric charge when used in battle

and can even project bolts of energy at opponents. The Ring Mistress's Staff is a long, thin golden rod with an ornate red design running in a spiral down its length. The staff is a powerful telekinetic focus that allows the Ring Mistress to create force fields both to protect herself and to damage and ensnare opponents.

In addition to whatever weaponry they wield, all Ring Mistress' have a common set of powers. Their Telekinesis protects them from physical attacks and, more obviously, allows them to fly at great speeds and with impressive maneuverability. They are also shielded from all kinds of psychic attack. On the other hand, they each have the psi-blast power as well, making them very dangerous foes to anyone without a properly shielded mind. Finally, they can use their psychic powers to manipulate their own bodies, which not only keeps them in top physical form, it also allows them to heal themselves when damaged.

Illusionists

These twisted versions of stage magicians use Illusions to assault their opponent's minds and bodies.

They dress in costumes that would be appropriate for a court noble in Italy, in the 17th Century, with metallic colors, as well as other rich colors such as burgundy.

Their powers are those of mental and physical illusions. That is all they need to disorient and defeat the foes of the Carnival.

Technology

The Carnival of Shadows are not one of the technological powerhouses within the greater community of villainy that exists in Paragon City. Since all of their powers stem from Vanessa/ Giovanna's own prodigious psychic talent, Vanessa didn't see much need in special gadgets or magic gewgaws. But she discovered that she was expending a lot of her power supplying her followers with the power they needed, especially in combat situations. Most of the time this wasn't a problem, but sometimes she would find herself spread too thin and then there would be trouble. She needed a way to make sure that all her troops had the power when they needed it in a fight.

Then the Giovanna part of her personality remembered the mask into which she had placed her personality. More importantly, she remembered how to make more items in a similar vein. Instead of putting her whole mind and power into some object, she could put a tiny fraction of it and then give it to one of her followers. The item could store the power indefinitely, allowing the follower to use it at his or her leisure. A few tests proved the plan workable, and so Vanessa took over the minds of several dozen skilled artisans and metal workers and set them on the job of creating a psychic arsenal. The results are the following weapons:

Attendant's Sword: This is a silver, finely etched military saber. It has a curved blade and a guard for the Footman's hand. It crackles with electricity when used.

Attendant's Musket: This resembles an old time flintlock made from silver and wood, except that instead of firing musket balls it fires bolts of energy.

Attendant's Hand Cannon: This resembles a swivel cannon from an age of sail war ship. It requires two hands to use and is often fired from the hip. It can either fire explosive shells or serve as a flamethrower.

Ring Mistresses' Whip: This whip causes a fear effect when it strikes someone.

Ring Mistresses' Claws: These claws are worn on the wrist and consist of three blades crackling with electrical energy.

Ring Mistresses' Staff: This is a thin, golden staff with a spiraling read motif engraved down its length. It can project force fields.

3.4 Enemies and Allies

Vanessa DeVore is not prone to accepting alliances with others. She sees herself as the center of the universe and anyone that doesn't fall under her control or influence is either not worthy of her attention or a potential threat. Thus she is very unlikely to work with other villain groups for any extended period of time, if indeed she would ever work with them at all. Many of these groups she hates just as much as your average citizen or hero would. After all, despite her own horrors and depravities, she is still very much a part of the human world and has a great love for the finer things in life that come with civilization. She doesn't want to destroy the world or even necessarily harm humanity. She just wants everyone to do what she says.

At the top of her hate list are the Rikti, who she fought in the war and whom she still views as a very deadly threat. Periodically, Vanessa will be moved by momentary feelings of guilt and send out her soldiers to find and destroy some Rikti outpost. To say that she carries on a crusade against the invaders is going too far, but she'll always lash out at them if the opportunity presents itself. The same goes true for other, monstrous villain groups like the Banished Pantheon, and the Devouring Earth. Although she has little contact with them, she finds them abominable and would happily see them banished from the Earth forever.

The 5th Column's fascist and segregationist ideologies offend her sensibilities and the two groups continually clash. If there's one thing Vanessa hates, it's other people telling her what to do – ironic given how much control she has over those around her. The Freakshow are quite simply too rude, crude, and disgusting to be given much thought at all. Likewise Vahzilok. She has gotten more than an inkling of the great psychic force that lies behind the Clockwork King and has decided to steer clear of it for the time being. After all, he and his robots are pretty small time villains and the two groups never cross paths.

The Tsou and the other street gangs occasionally fall under Vanessa's influence, although none of them are ever really aware of it. She occasionally needs drugs and other services that the gangs can supply, but she always works through intermediaries. As long as they don't crash her parties (and they don't) she has no problem with leaving them be.

The Circle of Thorns is a great source of the unknown for Vanessa. She doesn't know much about them and they for their part tend to avoid her. She once has one of her inner circle abducted by the Circle and in the ensuing skirmish she discovered that the magicians are actually substituting their souls for those of the people they're "inducting" into their group. At the same time, the Circle discovered that it was really quite simple for Vanessa and the Carnival of Shadows to tear their souls out and eat them. Ever since their has been an uneasy detente between the two groups.

Nemesis is the only villain that knows just how far Vanessa's power reaches into the media and popular culture worlds. He's also the only one who has bothered to do the research and figure out exactly where Vanessa's powers came from. He knows all about Giovanna Scaldi and has a few surprises planned for the Carnival of Shadows. For now, the two groups periodically skirmish, but seldom compete outright unless Nemesis is trying to absorb a building where Vanessa owns apartments or where her "friends" live.

Vanessa does not consider Crey Industries to be an enemy and she holds the Countess Crey in the highest regard. The two have met often on social occasions, although neither suspects the full extent of the other's power. The Countess long ago learned how to shield her mind from psychic intrusions, while Vanessa has little interest in the high tech field. And so, strangely enough, they remain friendly in a strange way, although that could change if the truth ever comes out about either of them. Or it could cement the friendship even more.

3.5 The Future

The Carnival of Shadows occupies a very firm position and dislodging Vanessa from power will not be easy. Since the group is organized and controlled entirely by Vanessa/Giovanna's psychic powers, it's nearly impossible for anyone to infiltrate the group. Likewise, she keeps no computer records, nor indeed written records of any kind. It's all in her head. Since she and her followers all wear masks and have powerful mind shields, it's usually impossible to tell who is and isn't a member. With so many famous and influential people under her spell and her control of the media, Vanessa can move great forces to cover up any hint of scandal or villainy. As time grows, her power will only grow unless someone can take her on directly and defeat her.

There are two wild cards in the offing that could seriously impair Vanessa's inexorable rise to power. The first is the ghost of Uriel, Giovanna's old mage friend from her days in Venice. Currently the Circle of Thorns are searching into Vanessa's past and soon they will find out all about Giovanna and her story. They will then send their agents to find and bring back Uriel's ghost in the hopes that he can help them counteract her soul devouring ability that they fear so much. Exactly what Uriel's goal will be remains to be seen, but he has spent the last few hundred years in hell and has made the acquaintances of many demons and fallen angels who long for a way to get back into our world. He might well lead them in an attack of vengeance against Giovanna, who he feels betrayed him. Alternately, he might ally with his old friend and lover, bringing his demons into work with Vanessa in a gambit to rule the world all the faster. And then he'll betray her of course...

The other skeleton from Giovanna's closet is known to Nemesis, who already knows all about Vanessa DeVore and Giovanna Scaldi. His researches have turned up a particularly interesting old friend – the mutant Inquisitor, Brother Abelard. As it turns out, Abelard's mutation has kept him alive all these years. For two centuries he faithfully served the church, but in the beginning of the twentieth century he retired from active duty and his spent his days in a monastery in France ever since. Although he does live, he has grown into an old man. Nevertheless, his powers remain as strong as ever. Nemesis plans to reveal Vanessa's true identity to him if she ever gets too out of control.

In the future, Brother Abelard might return to active duty at the head of a modern day Inquisition, sent to Paragon City to cleanse it of all evil, starting with the Carnival of Shadows. This New Inquisition might make a good Hero Group for the City of Villains supplement.