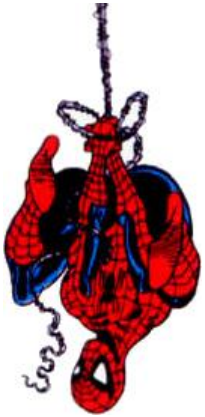


MARVEL
COMICS



34

FEB
2020

APPROVED
BY THE
COMICS
CODE



AUTHORITY

THE ***New!*** ***MARVEL®-PHILE***

FEMME FATALES **OF** **SPIDER-MAN**



THE ^{New!} MARVEL® -PHILE

This month, we take another close look at some of Spider-man's rogue's gallery – this time, of the female persuasion! These include classic Spider-man villains from years ago, all the way to ones recently introduced, but still giving ol' Spidey a run for his money!

In case you didn't already know, the MSH RPG Unofficial Canon Project is an ongoing effort to keep alive TSR's Marvel Superheroes Roleplaying Game by producing RPG materials that stay current with the comics, at a production level as close as possible to the published products. There's room for talents of every sort, from writing, proofreading, and editing, to graphic design and layout, to simply getting the word out. So if YOU enjoy this series, check out the project's Facebook site at <https://www.facebook.com/groups/MSHUCP/>, and consider joining to creative team to be part of the fun!



Write-ups by Louis Danhoff, Andrew Goldstein, Steve Jolly, Keith Kilburn, Tom Roake

Layout by Steve Jolly

Lady Stilt-Man and White Rabbit Illustrations by [Jacob Blackmon](#)

All other illustrations by the Marvel bullpen.

All characters featured in this book and the distinctive names and likenesses thereof, and all related indicia, are trademarks of Marvel Characters, Inc 2019. This book was originally distributed in and hosted by Marvel Super Heroes - The Unofficial Canon Project on Facebook. If you are in receipt of this book and wish to share it, you must do so strictly on a non-profit basis, and credit the original source. If you're aware of copies in any format made available for sale, please contact [Marvel Super Heroes - The Unofficial Canon Project](#) via Facebook Messenger.

STATISTICS

F GD (10)
A EX (20)
S RM (30)
E IN (40)
R EX (20)
I EX (20)
P TY (6)

Health: 100

Karma: 46

Resources: EX (20)

Popularity: -6

BACKGROUND

Real Name: Janice Lincoln

Occupation: Assassin for hire/mercenary, adventurer; sometimes thief; former revolutionary, waitress, attorney at law.

Legal Status: U.S. Citizen with a criminal record

Identity: Known to the authorities

Other Known Aliases: She-Beetle, Beetle Girl, Lady Beetle

Marital Status: Single

Known Relatives: Lonnie Lincoln (father, Tombstone); unnamed mother

Base of Operations: Mobile

Past Group Affiliations: Ant-Man Security Solutions, Sinister Six

Present Group Affiliation: Sinister Syndicate

KNOWN POWERS

None

EQUIPMENT

Beetle Armor MK IV: Janice wears a suit of battle armor based on the original Beetle's, but improved upon by Baron Zemo. It provides Excellent protection vs. Physical, and Remarkable protection vs. Energy. Her stats above are for when she is wearing the armor; her normal stats are as follow:

F	A	S	E	R	I	P
GD	GD	TY	GD	EX	TY	TY
Health: 36			Karma: 32			

The suit provides the following abilities;
Jamming: The suit also jams all microwave transmissions within 3 areas with In ability.

Wall-Crawling: Excellent.

Flight: Excellent (Remarkable if no other systems need energy).

Electro-Bite: Remarkable Energy, Range 10 areas.



Battle Computer: a computer that can be programmed with the fighting style of a particular foe. This gives Janice +2CS Fighting, +1CS Agility and +2CS Intuition.

TALENTS: Electronics, Law, Repair/Tinkering, Aerial Combat

CONTACTS: Baron Zemo

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Janice is a schemer – always looking for the next two or three moves to make sure she's ahead in the game.

HISTORY

Janice Lincoln is the daughter of the super power mobster, Tombstone. Janice's mother was an ex-girlfriend of Tombstone during his early days in organized crime. Janice grew up a semi regular life with Tombstone in and out of her life usually showing up to help out with bills and schooling. However, Janice sought the thrill of her father's lifestyle.

It was a few years later that Baron Zemo and the Fixer provided Janice with a suit of Beetle armor and a nano-virus as part of their plan to destroy the new Captain America (Bucky Barnes). She emerges from the rubble of an explosion she causes

to confront Captain America (Bucky) and Black Widow.

The all new Beetle fought Bucky and Black Widow in a short battle and was defeated. Bucky unmasked her, and realized she was capable of using the nano-virus on him, when she posed as a bartender to slip it in a drink while he was in a bar with Steven Rogers and the Falcon. She was imprisoned in the Raft, where she revealed that she knows Captain America and Bucky are one and the same. While Janice resisted Bucky and the Widow's attempted to interrogate her for the identity of her employer, the Fixer asked Zemo whether they should punish her for her failure. Zemo was merciful, saying that she knows no information that would hurt them. Janice was left to her own devices, and the heroes still managed to piece together Zemo's identity. However, Zemo exposed Captain America's true identity to the general public.

Through unknown means, she was apparently freed and was now a member of Boomerang's Sinister Six fighting Superior Spider-Man. After being imprisoned, Boomerang was secretly contracted by the Chameleon to recover the head of former Maggia leader Silvermane from the Owl. To this end, Boomerang deceived the team into agreeing to help him.

However, after the original Beetle, the reformed Abe Jenkins, was assigned to be Boomerang's parole officer, the team voted him out and Janice as their new team leader. Speed Demon's vote was motivated by his unrequited attraction for her. The others noted that the Beetle became more despotic as team leader, but attributed this as a reaction to the pressure to succeed and avoid incarceration. Boomerang secretly notified Power Man and Iron Fist of the Sinister Six's whereabouts. Janice and her teammates were arrested, but Boomerang freed them in transit to jail and thus reclaim his leadership role.

After assaulting the Owl's base, the Beetle, Overdrive and Speed Demon were captured by the villain and interrogated. The Beetle tried to blackmail the Owl into releasing them while covertly dialling for back-up. Unimpressed the Owl got ready to execute her when reinforcements arrived in the form of Tombstone who was revealed to be her father to rest of the group.

Janice appeared at Stark Industries, claiming to have reformed, and applying for the open Head of Security position alongside Prodigy, Victor Mancha, and Scott Lang. After seducing Iron Man, Janice tried to assassinate him at the behest of an unidentified client, but was

disarmed by Lang, pursued and presumably apprehended by Iron Man.

Soon after the hunting of various animal-themed supervillains in Central Park, Janice formed an all-female Sinister Syndicate. With her teammates Scorpia, Lady Octopus, White Rabbit, and the brand new Trapstr, Beetle freed the female Electro from Mayor Fisk's operatives and invited her to join their team.

STATISTICS

F RM (30)
A RM (30)
S IN (40)
E RM (30)
R GD (10)
I GD (10)
P TY (6)

Health: 130

Karma: 26

Resources: EX (20)

Popularity: 0

BACKGROUND

Real Name: Unrevealed, possibly Delilah

Occupation: Assassin, enforcer

Legal Status: Unrevealed

Identity: Secret

Other Known Aliases: None

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: Formerly the Rose's penthouses, 5th Ave., NY

Past Group Affiliations: Formerly the Rose's crime family, "Spider-Man Revenge Squad", employee of Fuyumi Fujikawa, the All New Sinister Six

Present Group Affiliation: None

KNOWN POWERS:

Delilah possesses superhuman strength, though the origin of her power is unrevealed.

EQUIPMENT:

Blaster: Delilah sometimes carry an energy projecting handgun that inflicts In (40) damage with a 3 area range.

Edged Weapons: Delilah often carries a concealed dagger that that inflicts Ex (20) damage, or a pair of swords that inflict Rm (30) damage.

TALENTS: Guns, Martial Arts A, D, E, Swordsmanship, Edged Weapons, Acrobatics

CONTACTS: The Rose, Fuyumi Fujikawa, Dr. Octopus, Electro, Don Fortunato

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Delilah is a skilled and professional assassin who is loyal to her employer. She takes great pride in her professional reputation but often overestimates herself against opponents. She can be vindictive, seeking revenge against opponents who have defeated, embarrassed or betrayed her. She is ruthless in killing her target but sometimes concerned about not hurting innocent bystanders.



HISTORY

A professional assassin and mercenary, Delilah was hired by the Rose (Jacob Conover) as his main enforcer after Don Fortunato set him up as a crime lord. Murdering rival crime lord Don Vito Torrance for Conover, she next targeted Detective Garon Lewis of Organized Crime Task Force Seven, ordered to miss him and lead the detective to believe the failed hit had been arranged by Rose's enemy Hammerhead, thus misdirecting Garon's attention. Spider-Man (Ben Reilly) saved Garon and his son Devon from a bomb in a baby carriage; they pursued Delilah into the sewers, where she briefly took Devon hostage before escaping. She was later present when Rose rejected an alliance offered by Satre European crime cabal. The South American crime lord Black Tarantula soon moved on Rose's territory. Rose warily sent Delilah to buy a million dollars of smuggled diamonds from the Tarantula's henchmen, but the exchange proved to be an ambush interrupted by Spider-Man (Peter Fencer). While Spider-Man dealt with the Tarantula's lackeys, Black Tarantula's main enforcer el Uno defeated Delilah. When Spider-Man turned his attentions to el Uno, Delilah slipped away after activating a bomb which hospitalized el Uno. Raging at her defeat, when Delilah heard el Uno had escaped custody, she went looking for a rematch, unaware he was in turn stalking her. Despite being taken by surprise, Delilah held her own. Their battle ended when el Uno landed on a fuel tanker, which exploded; as el Uno burnt to death, Delilah beheaded him.

Unperturbed by this setback, the Black Tarantula sent the True Believers, an offshoot of the ninja Hand cult, to attack the Rose's illicit shipments; Rose assigned Delilah to stop them. She enlisted Electro, restoring his lost powers, but he soon went rogue; Rose tipped off Spider-Man and V-Man to Electro's location, and they apprehended him. Despite Delilah's insistence that Rose didn't need any other enforcers, Rose hired their former foes the True Believers to resurrect Doctor Octopus (Otto Octavius); Spider-Man intervened, but though he knocked out Delilah, he failed to stop the ceremony. Delilah awoke and escaped as Spider-Man battled the revived Doctor Octopus. She returned to Rose's townhouse, only to be assaulted by the Black Tarantula, who broke her neck, then healed her before she could expire, as a warning to the Rose. Delilah felt humiliated and yearned to retaliate. At Don Fortunato's request, Rose bargained for peace with the Black Tarantula, but Rose

secretly had Delilah seek allies to destroy his foe; she enlisted Ricochet, unaware he was really her old enemy Spider-Man. Together they attacked the Black Tarantula's lackeys Bloodscream and Roughhouse, but Delilah fell to Bloodscream. Soon after, Conover was unmasked as the Rose, ending his criminal career. Delilah kept a low profile thereafter until she became romantically involved with the Scorpion (Mac Gargan). After trying unsuccessfully to enlist Axum and Man-Killer in a revenge attack on Spider-Man, the couple went ahead with the assault regardless and was left hanging from a lamppost covered in webbing.

Delilah later joined the All New Sinister Six.



STATISTICS

F GD (10)
A GD (10)
S GD (10)
E AM (50)
R GD (10)
I EX (20)
P GD (10)

Health: 80

Karma: 40

Resources: TY (6)

Popularity: -10

BACKGROUND

Real Name: Francine Fry

Occupation: Criminal

Legal Status: Citizen of the U.S., with a criminal record

Identity: Known to the authorities

Other Known Aliases: Elecrellina, Electra

Marital Status: Single

Known Relatives: None known

Base of Operations: Mobile, formerly Transamerica Pyramid / New U Headquarters, San Francisco, California; Manhattan, New York City, New York

Past Group Affiliations: Sinister Six, New U Technologies

Present Group Affiliation: Sinister Syndicate

KNOWN POWERS:

Electrostatic Energy Generation: UN (100), Francine's powers are similar to Electro and she can release or harness electricity for a number of effects:

- Electrical Generation: UN (100) to generate and channel electrical and electrostatic energy.
- Lightning-Bolts: MN (75) Energy, 5 areas, and +1 c/s to hit
- Electrical Shock (on touch): MN (75), stun for D10 rounds unless an Endurance FEAT vs. MN (75) is made. A grappling feat must be made to use.
- Ride electrical lines: MN (75) ground speed by riding electrical currents on power lines.
- Energy Absorption: MN (75) ability to absorb energy. UN (100) on a Yellow Endurance FEAT and SH-X (150) on a Red Endurance FEAT.

Invulnerability to Electricity: Class 1000 protection vs. Electricity.

LIMITATIONS

Cellular Degradation: In order to avoid cellular degradation, Francine has to ingest New U Pills twice a day, daily with food.



Water: Due to her lack of experience, Francine takes power rank damage if doused, standing in or covered by water while using her powers.

ADDITIONAL NOTES:

TALENTS: Crime

CONTACTS: Sinister Six, Maxwell Dillon

ROLE-PLAYING NOTES

Young and inexperienced with her powers, she eagerly attacks foes regardless of their power and more than once it has gotten her in a jam.

HISTORY

Francine Frye was a New Yorker who was obsessed with super-villains as a form to escape from the real world. She was a regular accomplice of Electro.

While on the run after having his powers tampered with by Otto Octavius, Electro went to Francine's apartment for shelter. Even though he warned her of his malfunctioning powers, Francine tried to get intimate with Max, claiming that she simply couldn't help it. They eventually kissed, and Francine was accidentally fried. After recovering genetic material from her corpse, the Jackal brought her back to life in the form of a clone, initially as an incentive to have the recently-depowered Electro work with him. After a procedure that failed to give Electro his powers back, the suit that was meant to transfer its energy to him started to discharge into Francine. It was theorized by the Jackal that having used genetic material from Francine's cheek after she kissed Electro had mixed up her DNA. Francine was pulled by the energy discharge of the suit, and she kissed Electro in order to grow in power. She ended up absorbing all of the suit's power, but accidentally fried Electro in the process. The Prowler, who had been sent to infiltrate the New U Headquarters, revealed himself while trying to save Electro and Francine was sent after him. She accidentally killed the Prowler during the chase, requiring the Jackal to bring him back to life. Frye was later given an Electro costume and took Dillon's place in the Jackal's plan.

Soon after the hunting of various animal-themed supervillains in Central Park, Electro was recruited into the all-female Sinister Syndicate after being freed from Mayor Fisk's operatives.

STATISTICS

F RM (30)
A IN (40)
S IN (40)
E RM (30)
R GD (10)
I GD (10)
P EX (20)

Health: 140

Karma: 40

Resources: EX (20)

Popularity: -5

BACKGROUND

Real Name: Janice Olivia Yanizech

Occupation: Adventurer, double-agent, former career criminal, student

Legal Status: U.S. citizen with a criminal record

Identity: Secret

Other Known Aliases: Stilt-Man, Stilt-Woman

Place of Birth: Unknown (United States)

Marital Status: Single

Known Relatives: Walter Yanizeski (father), Olivia Yanizeski (mother)

Base of Operations: Brooklyn, New York

Past Group Affiliations: Thunderbolts, Masters of Evil, Great Game, Initiative

Present Group Affiliation: None

KNOWN POWERS

Lightning Speed: Rm

EQUIPMENT

Energy Sticks: Gloves generate Energy Batons which have the following effects:

- IN (40) blunt damage or energy beam with a 3 area range.
- RM (30) explosive (scatter) damage, covers up to 1 area, with a 3 area thrown range.
- IN (40) energy beam, 3 area range

TALENTS: Acrobatics, Tumbling, Weapons Specialist: Energy Sticks

CONTACTS: New Thunderbolts

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

An action junkie, she loves fighting and undertaking any dangerous activity. In fact she thrives on the thrill of a good challenge and if she doesn't feel her current assignment or situation is dangerous enough, Janice goes about making it more challenging. She rarely takes anything seriously, she's often sarcastic towards team mates assuming she goes about joining a group.

HISTORY:

Virtually nothing is known about the past of Janice Yanizeski before her first appearance as Joystick. She was once a student at the University of Arizona, living what she considered to be a boring life. After her sophomore year, something changed her. In her "new life," she became determined to live life on the edge, and began taking extreme risks. She disappeared for three years, reappearing as Joystick.



Joystick was a participant in the so-called "Great Game," a competition in which various wealthy individuals placed bets on the outcomes of battles between superhumanly powerful individuals. Like many players in the game, Joystick was sponsored by a corporate head, in her case, Chu Chi Huan of Chi-Huan Associates. Chi-Huan financed Joystick's equipment and travel expenses in return for a portion of her winnings. The players in the game fought other sponsored players as well as designated superhuman beings, many of whom were unaware of the game's existence, with the end goal of winning the "ultimate prize" promised by the game's supposed architect, James Johnsmeyer. During the game, she encountered and battled a variety of super-humans, including El Toro Negro, the Scarlet Spider, the heroic Green Goblin and Kaine. Eventually, the Great Game was ended by its sponsors. Joystick then joined the Crimson Cowl's Masters of Evil in their massive extortion scheme, hoping to regain some of the money she'd lost in the collapse of the Great Game. She was one of the Masters ambushed and stripped by the Thunderbolts as part of their plan to infiltrate the Cowl's base.

Once again affiliated with the Great Game, Joystick was sent to the United Nations alongside a new Polestar and Tremolo to confront the Sub-Mariner, Mister Fantastic and the Thunderbolts. When the gaming council activated the players' two-minute warning device, threatening to blow them up, Joystick was convinced to help the heroes deactivate the devices in exchange for protection from the gaming council. Joystick helped Mister Fantastic block the signal, but the devices continued their countdown and went off. Joystick eventually joined the new Thunderbolts. She didn't get along well with the rest of the group, and was revealed to be working for the Grandmaster. She attacked Speed Demon, showing that she possessed superhuman speed similar to his. It was revealed that the Grandmaster's plot was for Joystick to steal Zemo's Moonstones.

STATISTICS

F GD (10)
A GD (10)
S TY (6)
E GD (10)
R RM (30)
I TY (6)
P TY (6)

Health: 36

Karma: 42

Resources: EX (20)

Popularity: -10

BACKGROUND

Real Name: Carolyn Trainer

Occupation: Doctor, criminal, assistant to Otto Octavius; formerly head of unidentified organization employing scientists.

Legal Status: Citizen of the U.S. with a criminal record

Identity: Known to the authorities

Other Known Aliases: Doctor Octopus

Place of Birth: New York City, New York

Marital Status: Single

Known Relatives: Seward Trainer (father, deceased)

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliation: Sinister Syndicate

KNOWN POWERS

None

EQUIPMENT

Tentacles: Amazing material. Carolyn can mentally control a harness with four tentacles worn at the waist. The tentacle's end in pincers made of Remarkable material.

Multiple Attacks: Able to make up to four multiple attacks on a successful Fighting FEAT. Can engage in blunt attacks, wrestling, or a combination of these attack forms. She may attack non-adjacent foes up to 1 area away. A single tentacle has Remarkable Strength.

Multiple tentacles used to attack have Amazing Strength. Multiple attacks are resolved on a single die roll, but are at +1CS for each arm used.

If Carolyn uses two of her arms for bracing, her Endurance to avoid Stuns and Slams is +2CS.

Carolyn's arms may be used to carry her up to 4 areas / round, and may rise above two story buildings. Punching handholds in buildings allows her to move vertically 3

stories per round. To move vertically 3 stories per round.

Carolyn is in constant mental contact with her tentacles, and may command them from great distances (a range of 900 miles has been reported). She has tactile sensation through these arms and, if the arms are damaged, must make an End.

FEAT or pass out for 1-10 rounds. The arms do not have to be attached to receive mental commands.

Laser Cannon: On each tentacle is a laser cannon that does Incredible Force damage up to 5 areas away.

Force Field: Incredible Protection.



TALENTS: Mechanics, Robotics, Computers, Engineering, Repair/Tinkering.

CONTACTS: Dr. Octopus I, Stunner

ADDITIONAL NOTES

ROLE-PLAYING NOTES

She has a random pattern program for tentacle strikes, and inputs to plug into the global net. A genius in virtual reality, Carolyn had chips implanted in her brain to access information cybernetically, can download human thoughts and memories into computerized receptacles, and has created interactive VR-based beings. She invented the VR ave generator, the miniaturized prototype VR bomb that appeared to bring the Jurassic Age to life, the reality-merging VR visor, the cyber-construct VR-37, and the handheld interface of the Master Programmer.

HISTORY

During the Clone Saga, Dr. Otto Octavius was killed by Kaine and was replaced not long after, by Carolyn Trainer, daughter of Seward Trainer, an adoring student of Octavius. She obtained a set of four tentacles identical to Octavius' and made use of a personal force-field that kept anything from hitting her. (However, her tentacles could lash out from the shield at any time during its use.) She took the name Doctor Octopus in honor of her beloved instructor, the original Dr. Octopus.

When she found her father was being protected by the Scarlet Spider, she became jealous of the father-son relationship between him and her father. Her attempts to claim her father's then-comatose body resulted in her defeat and capture by the police. Later, she was involved in the resurrection of Otto Octavius.

After Octavius was brought back to life by the cult known as the Hand, Trainer returned the tentacles to him. She then joined him as an assistant and faded into the background for him to move forward.

She was hired by Lucia von Bardas as a part of a plan to get vengeance on Nick Fury, who used numerous superheroes to attack Latveria. She and a new Hobgoblin were commanded to attack Captain America. She was later seen rampaging

through New York, where she was quickly defeated by Ronin and Mockingbird.

Lady Octopus was among several animal-themed super-villains captured by Taskmaster and Black Ant to serve as hunting targets in Central Park for Kraven the Hunter, Arcade, and a host of wealthy participants controlling robotic drones. Vulture quickly appointed himself as leader of the surviving criminals, and led Lady Octopus and the others to safety. Soon after, the force field holding the criminals inside of Central Park deactivated, and Lady Octopus presumably escaped.

Soon after the events in Central Park, Lady Octopus was recruited into the all-female Sinister Syndicate. With her teammates Beetle, Scorpia, White Rabbit, and the brand new Trapstr, Lady Octopus freed the female Electro from Mayor Fisk's operatives and invited her to join their team.

LADY STILT-MAN

STATISTICS

F GD (10)
A GD (10)
S RM (30)
E RM (30)
R GD (10)
I TY (6)
P TY (6)

Health: 80

Karma: 22

Resources: TY

Popularity: -6

BACKGROUND

Real Name: Callie Ryan

Occupation: Criminal

Legal Status: U.S. citizen with a criminal record

Identity: Known to the authorities

Other Known Aliases: Stilt-Man, Stilt-Woman

Place of Birth: Unknown (United States)

Marital Status: Single

Known Relatives: None

Base of Operations: New York, N.Y.

Past Group Affiliations: Misty Knight's Crew, Villains for Hire

Present Group Affiliation: Masters of Evil

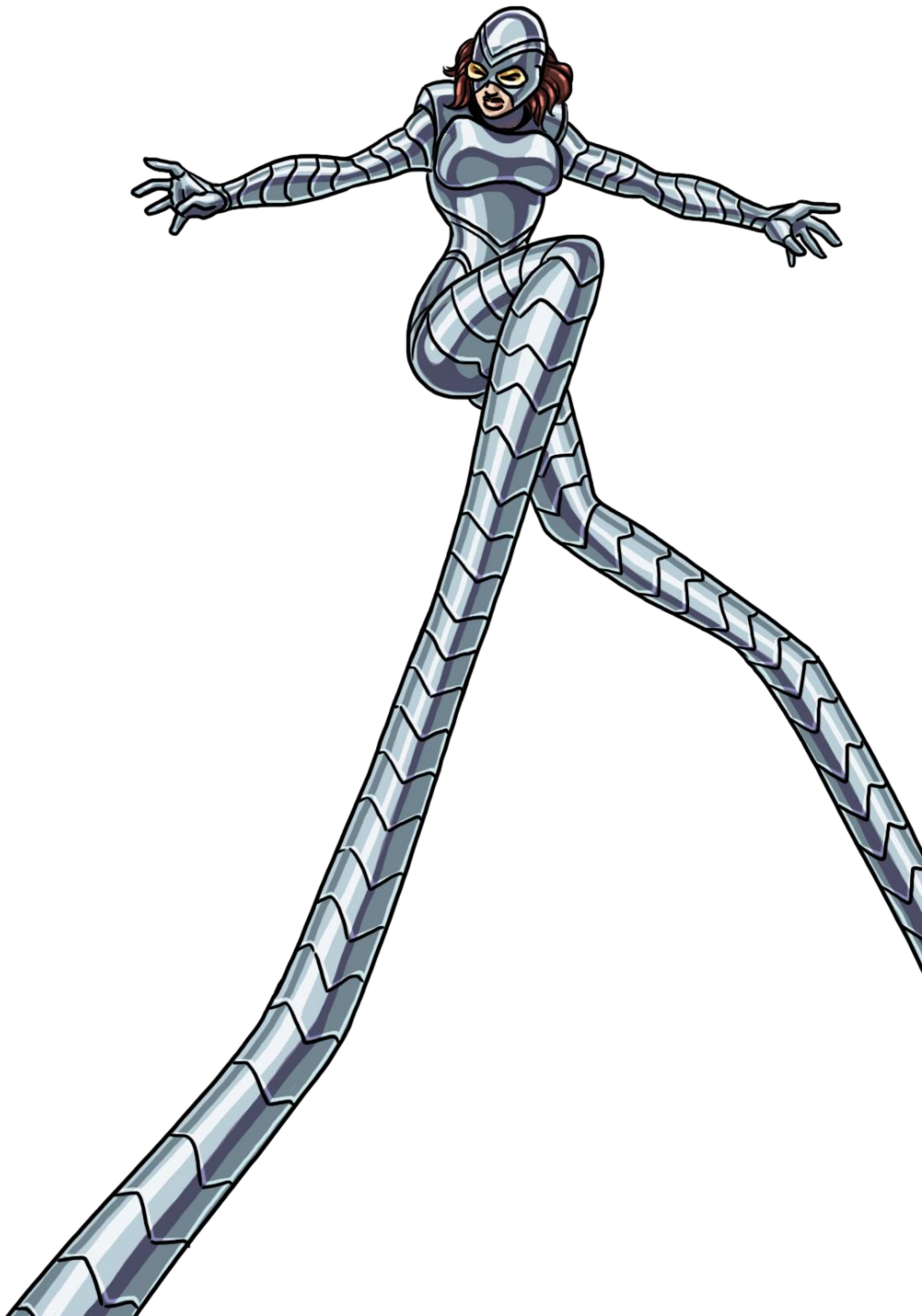
KNOWN POWERS

None

EQUIPMENT

Stilt-Man Suit: Callie Ryan wears a suit extremely similar in form and capability to the original Stilt-Man's, albeit with some improvements. The suit conveys the following abilities:

- Physical enhancements: +2CS Agility to a maximum of EX, +2CS Strength to a maximum of RM, +3CS Endurance to a maximum of RM. Callie's physical statistics when not wearing the suit are: F/Gd A/Pr S/Gd E/Gd
Health: 34
- Constructed of tool-steel alloy; IN protection vs. physical attacks; RM protection vs. energy attacks
- Non-stick coating of AM rank, allowing the wearer to escape most ensnarements.
- Stilts: The legs of Ryan's armor are flexible, unlike the original Stilt-Man's.
 - Movement 4 areas/round
 - Maximum elongation of 290 feet, allowing Ryan to clear a 25-story building while walking normally
 - Capable of extending her arms due to limb extensors and hydraulics. Her strikes can do AM damage up to a 4-area range and can snare and coil around her enemies as well.



- Stun-gas nozzles in the first two fingers of each hand. IN intensity gas knocks out opponents for 1-10 rounds. The range of the gas is 2 areas, but the user of the suit may wrap him/herself in a shroud of gas allowing for a full 25-story cloud surrounding the user. Storage for the gas is held in tanks on the suit's hips.

TALENTS: Crime, Martial Arts A and B

CONTACTS: Misty Knight's Crew, Purple Man, Villains for Hire, Max Fury, Shadow Council, Masters of Evil, Daniel Gump.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Poor Callie really wants to establish a reputation as a credible supervillain, but she just can't seem to get the hang of it. She'll gladly team up with any villain in hopes of making it to the big time, and will even switch teams if she thinks it will give her the upper hand. She tends to be overly emotional and is frustrated easily.

HISTORY:

Lady Stilt-Man's origin still remains a mystery. In the middle of New York City, Lady Stilt-Man was introduced by attacking Spider-Man with her armor similar to the original Stilt-Man. When questioned why she chose the name, she replied that it's an homage to the original. During their battle, Spider-Man dodged her attacks, which eventually forced her robotic stilt into a high heel ornament on a truck. Deadpool then removed a sewer cap, and after Lady Stilt-Man lost her balance, she stuck her stilt inside the sewer. She fell to the ground, defeated, and began to sob. She doesn't appear to be connected to any of the other Stilt-Men. She is, however, clumsy and uncoordinated, and Spider-Man himself said that she was trying too hard. Spidey webbed her to a wall after her second heist.

She later joined Misty Knight's Crew, now going by just Stilt-Man. She later defected to Purple Man's team Villains for Hire. She was then recruited by Max Fury to join the Shadow Council's incarnation of the Masters of Evil.

While at the Croupier's criminal casino, she was swiftly taken out by Domino, and Daredevil. She was among the villains at the Bar with No Name who fought Gambit. She was with the Masters of Evil in Bagalia who battled the Secret Avengers, who were trying to free Taskmaster.

Daniel Gump was a precog who hired a group of mercenaries, including Lady Stilt-Man, to protect him from Deadpool and Spider-Man (Otto Octavius). Deadpool blew up her legs, then captured her and the other criminals and killed Gump. She is currently incarcerated.

STATISTICS

F EX (20)
A RM (30)
S RM (30)
E EX (20)
R PR (4)
I GD (10)
P GD (10)

Health: 100

Karma: 24

Resources: TY

Popularity: -6

BACKGROUND

Real Name: Elaine Coll

Occupation: Operative, assassin, mercenary

Legal Status: U.S. citizen with criminal record

Identity: Known to authorities

Other Known Aliases: Scorpion

Place of Birth: New York City, N.Y.

Marital Status: Single

Known Relatives: Vincent Coll (grandfather, deceased)

Base of Operations: Hell's Kitchen, New York City, N.Y.

Past Group Affiliations: Doom Maidens, Umbral Dynamics; Assassins Guild, Hell's Kitchen Mob allied with Silvermane, Sinister Seven

Present Group Affiliation: Sinister Syndicate

KNOWN POWERS

None

EQUIPMENT

Scorpion Suit: Scorpi's primary weapon is her upgraded Scorpion suit which provides her with the following:

- Enhances her strength and speed five hundred percent. The suit raises her Strength to Remarkable and provides Excellent Hyper-Speed. (Her normal human Strength is Good, with the associated reduction of Health to 66).
- A version of the original Scorpion's tail that can be used to slice, crush, strangle, or fire energy bursts at her foes. It is made of Incredible strength material and can do Amazing Edged damage. She can coil it like a spring to propel her up to 3 stories up or 2 areas away.
- Her costume has forearm "pincers" that have razor sharp edges that can slash for up to Remarkable damage.
- The tail and pincers of Scorpi's armor can fire a multitude of energy bursts. She can choose to fire one or a combination of electrical, laser,

microwave or plasma bursts at up to Remarkable Energy damage, to a maximum of 10 areas away.

- Her costume is also equipped with a micro-thin force field that keeps her from harm. It provides Excellent vs physical damage and Remarkable protection against electrical attacks

ADDITIONAL NOTES:

TALENTS: Crime, Martial Arts E

CONTACTS: Doom Maidens, Umbral Dynamics; Assassins Guild, Hell's Kitchen Mob, Sinister Seven, Vulture, Sinister Syndicate



ROLE-PLAYING NOTES:

Despite her lack of formal education, Scorpia is actually quite shrewd and is a competent mercenary. She coordinates well with others, and has the sense to evade a conflict when she is outnumbered.

HISTORY:

Elaine Coll was a high-school dropout who ended up in the employ of mob boss Silvio Manfredi, a.k.a. Silvermane. After giving the costume of the new Scorpion to Elaine and seeing her enthusiasm, Silvermane declared that if her grandfather Vincent was still alive he would have been very proud of her.

Working with Silvermane's other operatives, Speed Demon, Hydro-Man, Beetle, and Boomerang, Scorpia sought out the cyborg Deathlok in order to retrieve him for her Maggia ally, but the operation gained the attention of Spider-Man, and though Scorpia proved herself to be a formidable enemy, she was ultimately taken out.

Scorpia recovered, and brought the surrendering Deathlok back to Silvermane. She was then ordered to ambush Spider-Man and Daredevil, who had infiltrated their base. She was able to wear them down, but was then betrayed by Silvermane, who shot her in the back. Infuriated, Scorpia vowed revenge, and followed Spider-Man and Daredevil to his location. Once there, she immediately attacked, ending her dispute with the heroes and instead going right for her former employer. Mainframe, another of Silvermane's mercenaries, took control over Scorpia's cybernetic enhancements and used her to attack Spider-Man; however, she soon regained mobility and blasted Silvermane. An explosion created by the Punisher knocked Scorpia off the building they were on, but a mentally-conflicted Deathlok saved her. She then decided to flee the area, rather than be put in prison.

Scorpia then joined the new Sinister Seven alongside The Hobgoblin, Electro, Mysterio, the Vulture, the Shocker, and the Beetle. Their main purpose was to stop Kaine from killing any more of Spider-Man's enemies.

After Hobgoblin was attacked by Kaine in Spider-Man's disguise, Scorpia immediately joined the others in the battle; however, they were not accustomed to working together, much to Scorpia's disdain. Spider-Man eventually entered the battle and was able to defeat Scorpia herself. She also participated in another battle against Spider-Man with some of her former allies, and new ones such as Boomerang and Jack O'Lantern. She was

defeated when Spider-Man threw Jack O'Lantern at her.

More recently, Scorpia was seen attacking Carnegie Hall in search of a man named Garrison Klum, who she had planned to assassinate in a redesigned suit. She was able to fight her way through various policemen and thugs, but was attacked by Spider-Man and Black Cat. Scorpia held her own against the pair, but Black Cat was able to rip her tail off by jumping out of a hole in the wall while connected to it. She was later interrogated by Spider-Man at Midtown North Precinct, where she revealed she was hired by Alberto Ortega, the head of a local drug syndicate.

Scorpia was among several animal-themed super-villains captured by Taskmaster and Black Ant to serve as hunting targets in Central Park for Kraven the Hunter, Arcade, and a host of wealthy participants controlling robotic drones.

As the drones began killing several super-villains, Scorpia and several others agreed to appointing the Vulture as their leader. Alongside Vulture and his army of villains, Scorpia ambushed the drones. After the forcefield holding the criminals inside of Central Park deactivated, Scorpia managed to escape.

Soon after the events in Central Park, Scorpia was recruited into the all-female Sinister Syndicate. With her teammates Beetle, Lady Octopus, White Rabbit, and the brand new Trapster, Scorpia freed the female Electro from Mayor Fisk's operatives and invited her to join their team.

STATISTICS

F EX (20)
A EX (20)
S AM (50)
E AM (50)
R TY (6)
I TY (6)
P PR (4)

Health: 120

Karma: 16

Resources: PR (4)

Popularity: 0

BACKGROUND

Real Name: Angelina Brancale

Occupation: Former secretary, former video store clerk, professional criminal

Legal Status: U.S. Citizen

Identity: Secret

Other Known Aliases: None

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: Unidentified father

Base of Operations: An underwater base near New York City

Past Group Affiliations: Agent of Doctor Octopus, the True Believers

Present Group Affiliation: None

KNOWN POWERS

Alter Ego: Stunner's body is a solid- light hologram controlled remotely with a virtual-reality interface that allows Angelina to see, hear and feel everything the construct experiences. The construct has Rm (30) protection from all physical and energy damage and it is unclear what would happen if it sustained too much physical damage, but presumably it would dissipate and Angelina might be stunned or hurt by energy or sensory feedback. The construct requires no food, water or rest but is for some reason susceptible to knock-out gas*. Her artificial body is not subject to biological limitations and is immune to poisons, drugs or disease. It's unknown what affect mental attacks would have against the construct, they might affect Angelina through her VR link, might affect her only if she is within range of the power or might have no effect at all.

Angelina can shut off her hologram when ever she wants, allowing Stunner to vanish at will. In her earlier appearances, she would sometimes lose her connection or concentration and Stunner would disappear unintentionally.

Leaping: Stunner can leap with Mn (75) rank ability (75) feet up/across, 105 feet down).



Talents: Stunner has no appreciable talents.

Contacts: Doctor Octopus (Otto Octavius), Doctor Octopus (II) (Carolyn Trainer), Delilah, Det. Jacob Raven, Master Programmer, Master Zei, the Rose (Jacob Conover), the True Believers

ADDITIONAL NOTES:

- As Stunner she is more than 7 feet tall.
- *Its unclear why her artificial body, composed of solid light, was affected by knock-out gas, but its likely an error on the part of the writer.

ROLE-PLAYING NOTES

Angelina was a shy, insecure woman until Doc Oc (Octavius) gave her a VR body that made her feel powerful and beautiful. In her new body, she enjoyed bullying the types of people she felt had humiliated her. She is infatuated with Doc Oc, intensely loyal to him and thinks very highly of him. She can be a ruthless and violent opponent, especially when motivated to avenge Octavius' death, willing to kill civilians in her rage.

survived but was in love with another woman, and left her.

HISTORY

Angelina Brancale was a shy, quiet, insecure woman who was working as a secretary for Dr. Caroline Trainer. Angelina became enamored with Trainer's partner-in-crime Otto Octavius (Doc Oc). Octavius dated Angelina to gain her trust, then convinced her to become a test subject for their tangible virtual reality interface as a way to gain the idealized body she craved.

Angelina was hooked into the system's life-support and underwent painful testing, with control interfaces inserted directly into her cerebral cortex. After months of testing, Angelina was able to project her idealized-self image as Stunner and she began to date Octavius.

As Stunner, Angelina entered a bar showing off her physique and taunting the men, tearing the place apart until she fought Spider-Man. While rescuing Doc Oc from police custody, Stunner was knocked out by the Peter Parker clone Kaine who snapped Octavius' neck, killing him. Seeking revenge, Stunner later battled both Kaine and Spider-Man until she accidentally caused a building to collapse on top of her.

Angelina's VR interface, and Stunner along with it, was later destroyed by the Scarlet Spider until Trainer built her a new one.

She later became part of a plot to resurrect Doc Oc alongside the Rose, Delilah and the Hand. The group captured Spider-Man in attempt to transfer Octavius' life essence into him. Spider-Man escaped at a crucial moment and Stunner took his place.

While Otto was returned to life, the process destroyed the Stunner construct and left Angelica comatose. Otto faithfully visited her, leaving a rose every day.

When Angelina recovered from her coma she discovered that Doc Oc had died and sought revenge against Spider-Man, unaware the Octavius had switched minds with him. Octavius tracked Angelina down and destroyed her VR equipment. He then appeared to her as a hologram of his original body, convincing her that he had

STATISTICS

F	TY (6)
A	GD (10)
S	TY (6)
E	EX (20)
R	EX (20)
I	GD (10)
P	TY (6)

Health: 42
Karma: 36
Resources: EX (20)
Popularity: 0

BACKGROUND

Real Name: Lorina Dodson
Occupation: professional criminal
Legal Status: Citizen of the U.S. with a criminal record
Identity: Known to the authorities
Other Known Aliases: Queen of Crime, Mistress of Mayhem, Thumper (Arcade's pet name for her), Rabbit
Place of Birth: Boston, Massachusetts
Marital Status: Widowed
Known Relatives: Lewis Dodson (husband, deceased)
Base of Operations: New York City, New York
Past Group Affiliations: Hateful Hexad, Black Cat's Gang, Menagerie, White Rabbit Gang, Terrible Two, Hood's Gang
Present Group Affiliation: Sinister Syndicate

KNOWN POWERS

None

EQUIPMENT

Umbrella: White Rabbit carries with her an umbrella which has the following abilities:

- Razor-tipped carrots: Ex Edged damage; range 2 areas
- Explosive carrots:
- Laser Beam: Rm intensity Laser; range 3 areas
- Flare:
- Knock-out Gas: Remarkable potency; same area range
- Razor tip:
- Mini-cannon:

Jet-boots: Her jet boots allow the White Rabbit to fly at Typical air speed (six areas/round). She needs both boots to fly and if one malfunctions or is damaged, she will be forced to land or crash in two rounds.

Bunny Mobiles: The White Rabbit drives a white car shaped like a rabbit, ears and all. Inside, she has 1-5 spare umbrellas, in case the one she is using gets broken or

runs out of ammunition. It has the following stats:

Control: EX **Speed:** AM
Body: RM **Protection:** EX

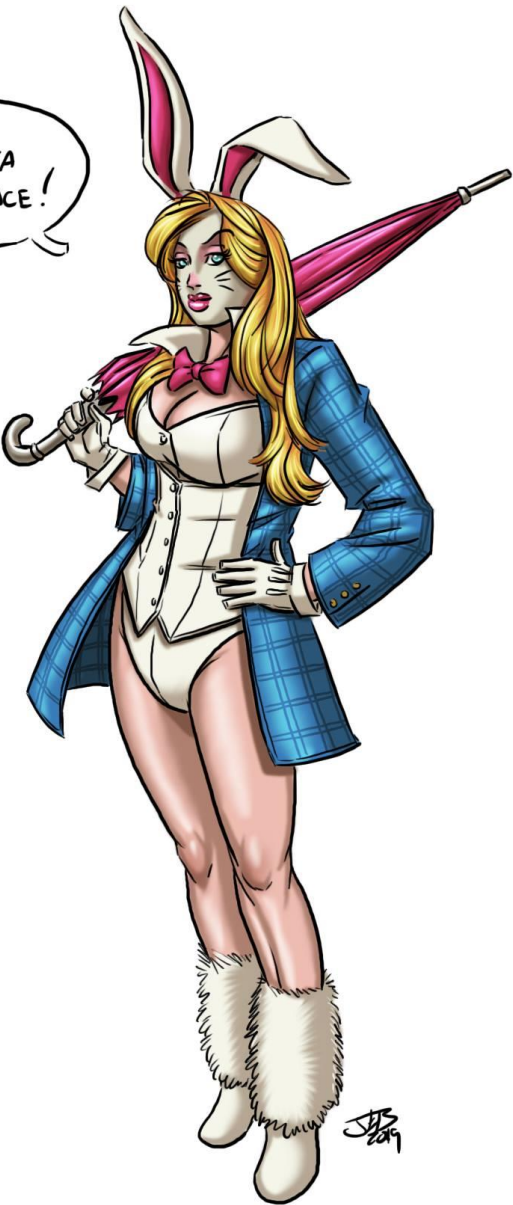
Flying Hare Blimps: It has the following stats:

Control: FE **Speed:** PR
Body: FE **Protection:** 0

It also has the following abilities:

- Carrot-bombs: contains 24 large carrot-shaped bombs that do Remarkable damage to everything in the affected Area.

Mecha-Bunny: A 20-foot tall mechanical rabbit (Incredible material strength), it has the following abilities:



F	A	S	E	R	I	P
Gd	Gd	Rm	Rm	Fe	Fe	Fe
Health: 80			Karma: 0			
Armor: Remarkable protection vs. Physical and Energy attacks						
Carrot Cannons: Remarkable damage, 3 Area range						

Talents: Martial Arts A

Contacts: None

ROLE-PLAYING NOTES

White Rabbit is a rich woman living out her little girl, criminal fantasies. Friendless as a youth, she retreated into books for enjoyment and protection, in particular the works of Lewis Carroll (Alice in Wonderland). She married a rich gentleman many years her senior and, when he died, used her vast inheritance to indulge her desires. She robs for the fun of it, taking special pleasure in looting those Places she was forbidden to go as a child, such as fast food havens and comic book stores. White Rabbit usually conducts her crimes backed up by three to six thugs armed with automatic weaponry. She, however, is the center of attention in her crimes and gives the orders. Wrapped safely in her world of criminal fantasies, she has a careless and reckless disregard for the lives of innocent bystanders as well as her own goons. To her opponents she shows no mercy, yet she would rather flee than fight if overmatched.

HISTORY

Born into money, the future White Rabbit was kept isolated from the disruptive influence of her wealthy children, raised by nannies, teachers and tutors who sought to mold her into a genteel and proper young lady. Her only refuge from her tedious existence lay in the world of books; she devoured anything she could, but it was Lewis Carroll's Moe stones which she loved the most. Even after reaching adulthood her life was chosen for her, and she was married off to the elderly multi-billionaire businessman Lewis Dodson. When she was 25 she killed her octogenarian spouse in an undisclosed manner, though she insists he died happy. Inheriting his fortune, she resolved to remake her life into one of excitement based on the literature she loved, becoming The Wonderland-themed costumed criminal, the White Rabbit. Gathering a gang of well-paid thugs willing to overlook her eccentricities, she went on a crime spree; having never been allowed in fast food franchises as a child, her fascination for them saw her spend several weeks robbing them before a Kwikkee Burger heist was thwarted by the chance intervention of Frog-Man (Eugene Patilio) and Spider-Man (Peter Parker). Evading capture, she raved on to better crimes, plotting to rob an exhibition of rare first edition books, but the two heroes spotted her en route; after they subdued her gang she fled, but a malfunctioning bootjet and an aerial collision with Frog-Man caused her to crash, and she was apprehended after bystander Roger Hochberg hit her on the head with a vase.

Deciding Frog-Man was her nemesis, White Rabbit sought revenge. She tried to forge an alliance with all the other criminals he had defeated, NA Speed Demon and Master Plan (Yellow Claw) both hung up on her; only the Walrus agreed to meet with her. Though he preferred the thought of robbery over revenge, he reluctantly joined her in forming the Terrible Two, briefly rampaging in Brooklyn until they were subdued by Frog-Man, his father Leapfrog, and Spider-Man.

Unable to find any other super-villains willing to work with her, not even Big Wheel, White Rabbit reassembled her gang and hired two actors to play her 'partners,' the Dormouse and Mad Hatter. When a bank robbery was interrupted by would-be crimefighters Grizzly and Gibbon, White Rabbit captured them. She tried to hold them for ransom, threatening to feed them to Genetically Mutated Killer Bunnies, but was less than impressed with the \$2.50 New York's mayor offered her for their release. Modifying her threat to one of citywide bombing, she was distracted by the bombastic Bag-Man (a disguised Spider-Man wearing a brown paper bag over his head) long enough for her captives to free themselves and subdue her. Another encounter with Spider-Man, while her gang was robbing a Fifth Avenue currency exchange, lasted less than a minute before she was again apprehended. The Grizzly later thwarted yet another of her bank robberies, though she escaped and the police arrested him by mistake. Becoming romantically involved with her weaponry and headquarters-designer, Arcade (another bored and murderous rich kid), White Rabbit helped him kidnap Wolverine and the Black Cat, only to be abducted in return by the pair and stranded in the prehistoric Savage Land. Returning from the Savage Land, White Rabbit sought out her lawyer Mallory Book and fired her, seeking new legal representation.

During Norman Osborn's reign over the superhero community, Lorina joined the Hood's Gang. She was sent to attack Mister Negative to take control of Chinatown for The Hood. Shortly afterwards, White Rabbit widened her reach to drug dealing to the stars, in particular, dealing MGH to Bobby Carr. However, she was foiled in killing him by Mary Jane Watson and was captured by the authorities.

During the Spider-Island incident, White Rabbit worked alongside Scorch and Chance and attacked Peter Parker and Carrie Cooper at a Empire State University lab. However she was knocked out by Parker. Shortly afterwards, White Rabbit

encountered the new Spider-Man (who was secretly Doctor Octopus controlling the original's body), and she gave up without a fight based on his reputation alone.

After her fruitless stint with The Hood, White Rabbit gathered together an animal-themed criminal team of her own, the Menagerie too pull some heists in New York. During a scam which involved the theft of some Easter eggs, her team ended up being stopped by the recently-retired Spider-Man.

In order to rise to prominence, White Rabbit joined forces with five other small-time villains, forming the Hateful Hexad. Three days after their formation, the team was having a disastrous fight against Spider-Man and Deadpool in Wall Street. The fight was crashed by Itsy Bitsy, who fatally attacked most of the Hateful Hexad. She tried to hang White Rabbit by the neck with a spider-web, but Deadpool saved her.

Skein, White Rabbit and Jessica Jones, all three women with low-level powers, were similarly shot in the head the same week by the evil duplicate of Jared Beekman. Both Skein and White Rabbit appeared to be permanently dead, while Jessica Jones survived.[14] After Jared Beekman reabsorbed his evil duplicate, both White Rabbit and Skein woke up in the morgue suspecting that with the elimination of the evil Jared all his crimes were undone.

White Rabbit was among several animal-themed super-villains captured by Taskmaster and Black Ant to serve as hunting targets in Central Park for a host of wealthy participants controlling robotic drones, part of a plot Kraven the Hunter and Arcade concocted. After learning of the Gibbon's death during the hunt, White Rabbit commented that he owed her money. The group of super-villains, under Vulture's leadership, soon ambushed the drones and revealed that damaging them injured the user, which Kraven had planned for all along.

After the drones had perished, White Rabbit and several others found Black Ant and wanted to kill him for revenge. Taskmaster stopped the villains and shot at them as they scattered.

Soon after the events in Central Park, White Rabbit was recruited into the all-female Sinister Syndicate. With her teammates Beetle, Lady Octopus, Scorpia, and the brand new Trapstr, White Rabbit freed the female Electro from Mayor Fisk's operatives and invited her to join their team.

At some unspecified point, Dodson, out of costume, assaulted the employees of a Kwikkee Burger after they refused to serve her a breakfast burrito. She was arrested by two police officers while Judge

Leonard Elkhart and his son Dan witnessed the attack. Later, Judge Elkhart was assigned to her case, and refused her request for bail. The next day, Elkhart and his son arrived home to find Dodson in her White Rabbit costume. She pointed a toy gun at the judge which caused Dan to have a heart attack. Despite efforts from White Rabbit to save him by jolting his heart, Dan died.

During White Rabbit's court hearing with a newly appointed judge, Leonard Elkhart entered the courtroom with a gun and shot at Dodson. Dodson dodged out of the way which resulted in the death of a court reporter. Dodson then had a giant rabbit mech break through the building and save her. She laughed and told Elkhart that the two of them are the same now that they've both killed innocent civilians.

Much later, White Rabbit visited Elkhart in prison. Suddenly, Carnage appeared and killed Elkhart, telling White Rabbit to stay out of his way. Returning to the Syndicate, White Rabbit and her teammates Scorpia and Trapstr attacked the younger Spider-Man, Miles Morales, and the Prowler. White Rabbit wielded a new sword shaped like a carrot, but was quickly knocked out by Spider-Man. Her teammates were subsequently defeated by Starling.

