



XBOX 360

XBOX
LIVE

MARVEL

ULTIMATE ALLIANCE



TEEN
T
CONTENT RATED BY
ESRB

ACTIVISION

⚠ WARNING

Before playing this game, read the Xbox 360 Instruction Manual and any peripheral manuals for important safety and health information. Keep all manuals for future reference. For replacement manuals, see www.xbox.com/support or call Xbox Customer Support (see inside of back cover).

Important Health Warning About Playing Video Games

Photosensitive Seizures

A very small percentage of people may experience a seizure when exposed to certain visual images, including flashing lights or patterns that may appear in video games. Even people who have no history of seizures or epilepsy may have an undiagnosed condition that can cause these "photosensitive epileptic seizures" while watching video games.

These seizures may have a variety of symptoms, including lightheadedness, altered vision, eye or face twitching, jerking or shaking of arms or legs, disorientation, confusion, or momentary loss of awareness. Seizures may also cause loss of consciousness or convulsions that can lead to injury from falling down or striking nearby objects.

Immediately stop playing and consult a doctor if you experience any of these symptoms. Parents should watch for or ask their children about the above symptoms—children and teenagers are more likely than adults to experience these seizures. The risk of photosensitive epileptic seizures may be reduced by taking the following precautions:

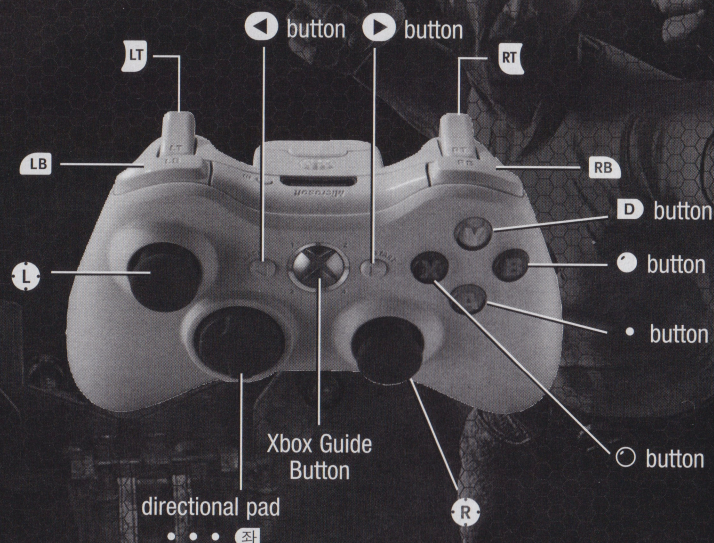
- Sit farther from the television screen.
- Use a smaller television screen.
- Play in a well-lit room.
- Do not play when you are drowsy or fatigued.

If you or any of your relatives have a history of seizures or epilepsy, consult a doctor before playing

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GAME CONTROLS



INTRODUCTION

With the sinister Dr. Doom and the Masters of Evil on the verge of seizing unimaginable power—power that could destroy the fabric of the known universe—Colonel Nick Fury brings together an unprecedented force of the greatest Super Heroes™ in the world. In *Marvel™ Ultimate Alliance*, you call the shots and command the team that seeks to defeat an overwhelming army of villains. But even with this all-star roster of Marvel Super Heroes™, do you have the strength, the speed and the cunning to save the day against the ultimate tide of evil? You must, for you and your Ultimate Alliance are mankind's last hope!

BASIC CONTROLS

	Movement Control
	Camera Control
	Attack
	Smash
	Action
	Jump
	Block/Dodge
	Team Commands
	Scroll Automap
	Special Powers
	Control Hero 1
	Control Hero 2
	Control Hero 3
	Control Hero 4
	Hero Management Menu
	Pause Menu

MENU NAVIGATION

Play—Start a new game, or load a saved game.

Xbox Live—Join or host a multiplayer game.

Options—Set your sound, camera and controller options and view the controller layout.

Review—View all of the cool stuff you've unlocked.

PAUSE MENU

Objectives—See all of your current objectives and how close you are to completion.

Hero Management—Access the Hero Management Menu, which allows you to see and adjust details of each of your Team members, as well as details of your Team as a whole.

S.H.I.E.L.D. Portal—Opens a portal that can teleport you back to your current Hub Level.

Options—Access the Options Menu.

Players—In an offline game, this assigns which controllers are active. In an online game, it lists which players are controlling which characters.

Load Game—Load a previously saved game.

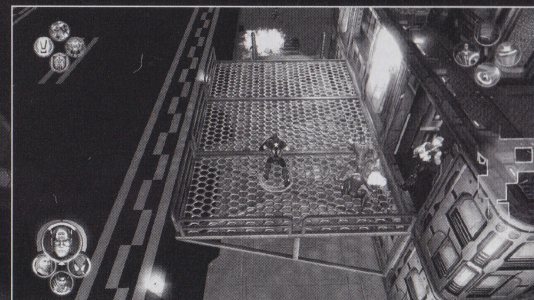
Quit Game—Quit your current game and return to the Main Menu.

Use  or the directional pad to navigate through all of the menus in the game. Use the  button to advance a menu, and the  button to back up a menu. Some menus will have more options, and the buttons for that functionality will be listed on the screen.

SAVING THE GAME

Throughout the game, you'll find S.H.I.E.L.D. Access Points. These will allow you to save your game. You can also add or remove characters from your current Team, and extract your team to any other S.H.I.E.L.D. Access Point you've already found.

HEADS-UP DISPLAY (HUD)



The HUD gives you quick, easy access to all of the information you need to guide your Team of Super Heroes through the game.

Powers—Your Super Heroes have Special Powers. Hold down  to bring up this menu, and press the , ,  or  button to activate the Power.

Mini-Map—Shows you where you are within the current level. Also shows you objectives, zone exits and S.H.I.E.L.D. Access Points.

Health Meter—Shows how much health your Super Hero has left. Taking damage reduces this.

Energy Meter—Shows how much energy your Super Hero has left. Using Special Powers reduces this.

Team AI—Hold down  to see the Team AI menu. Change the AI of your Team. See the section Team Commands on page 9 for further details.

Enemy Health Meter—Shows how much health the enemy you're currently targeting has left.

CHANGING CHARACTERS

You'll notice the four portraits in the lower left corner; each one represents one of the Super Heroes currently on your Team. Press the corresponding direction on the directional pad to take control of that character.

COMBAT BASICS

The action in *Marvel™ Ultimate Alliance* comes at you fast and furious. Here are the basics to help keep you on your feet:

BLOCKING AND DODGING

Press and hold **LB** to block incoming attacks, an especially useful tactic when battling a boss or facing a room full of enemies. Press **LB** while moving to dodge. Stay out of the path of ranged attacks, or use it to quickly flank shielded enemies.

DOUBLE-JUMPING AND FLYING

If you press the **D** button to jump, and press it again while in the air, you'll perform a double-jump, allowing you to make it across large gaps and reach otherwise inaccessible areas. If your Super Hero has the ability to fly, pressing the **D** button while in the air will make him fly; use the **O** button to return him to earth.

Some Super Heroes have special abilities that aren't quite flying but are more than a jump (like Iceman with his Ice Slide). For these Super Heroes, press the **D** button to jump, then press and hold the **D** button to activate their Powers.

SWIMMING

At points during *Marvel™ Ultimate Alliance*, you'll find yourself traveling underwater. Press the **D** button repeatedly to swim; if you stop pressing the button, your Super Hero will slowly drift back to the ocean floor.

WIELDING WEAPONS

Scattered about different levels are weapons that your Super Heroes can pick up and wield; you'll be able to identify them by the sparkling glow around them. Press the **O** button to pick them up, and the **•** button to attack with them. These weapons are significantly stronger than your Super Heroes' normal melee attacks, but will break after some use.

Melee Combos

Pressing the different attack buttons in succession will allow you to perform melee combos with additional damage bonuses or special effects. Some examples:

Knockup Attack **•**, **•**, **•** buttons
Trip **•**, **•**, **•** buttons
Stun **•**, **•**, **•** buttons
Flying Smash While in mid-jump, press and hold the **•** or **•** button

GRAPPLING COMBOS AND THROWING

When battling, press the **O** button to grapple with your enemies. From here, there are several options:

Throw Move **•** in any direction to throw the enemy in that direction.
Melee Combo Repeatedly press the **•** button to attack the enemy while holding them in place.
Smash Combo Press the **•** button to perform a special smash attack.

You can also grapple with enemies carrying shields and weapons, to rip their gear out of their hands.

HEALTH ORBS, ENERGY ORBS AND S.H.I.E.L.D. CREDITS

As your Team battles against the forces of Dr. Doom, you'll take damage to your health and use up your energy, calling upon your Special Powers. In order to replenish your health and energy, you'll have to collect the Health and Energy orbs (red and blue) that pop out when enemies are defeated. The orbs may also appear when objects in the environment are destroyed, so leave no crate unpunched!

Enemies and objects will also drop S.H.I.E.L.D. credits, which can be used to improve your outfits. (See the Character Outfits section on page 10 for further details.)

Note: The orbs will naturally gravitate toward the Super Hero most in need. If all of your Super Heroes have full health and energy, any orbs collected will be converted into XP.

ADVANCED TACTICS

SPECIAL POWERS

Each of your Super Heroes has Special Powers that define them as a Marvel Super Hero. Some are offensive, some are boosts for your Team, and some are powerful enough to change the tide of the most difficult boss battle.

To use your Special Powers in battle, press **RT** to bring up the menu. There are four icons, each one mapped to the **•**, **○**, **○** or **D** button. Press the appropriate button to use the specific Power.

Note: You have to have enough energy to use the Power. (See the Character Powers section on page 10 for further details on Special Powers.)

HOT-SWAPPING POWERS

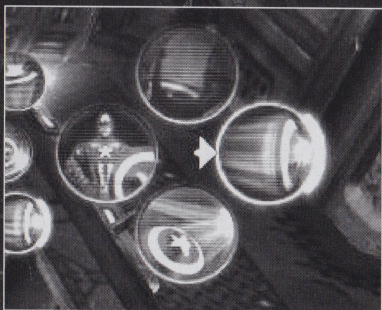
Each of your Super Heroes has more than four Powers...so how do you access the Powers not already assigned to a button? Hot-Swapping gives you access to all of your Powers on-the-fly.

Press **RT** to bring up the Special Powers icons, and then press the appropriate direction on the directional pad toward one of the four icons. This brings up another series of icons, which represents the other Powers that can be assigned to that button. Continue to press the **directional pad** to cycle through all of the available Powers.

WOLVERINE'S RAGE

He's the best there is at what he does, but what he does best isn't very nice.

You'll notice next to Wolverine's Health and Energy bars a series of dots that gets filled in as he deals out damage to enemies. This is his Rage meter, and when it's full, he enters his Berserker state, and gets a whole new set of Special Powers that deals out extra damage and mayhem.



As a trade-off, Wolverine will only gain a new point to increase his Powers every other level.

COMBOS

The best part of a Super Hero Team is when your heroes work together. When two Special Powers hit the same target at the same time, you'll do bonus damage to the target. You can use the Team Commands to make your Team members attack with a Special Power, and then time your own Powers to take down tough enemies.

TEAM COMMANDS

It's important for everyone on a Team to be battling together, and Team Commands give you control over how your AI Teammates act.

Press **LT** to bring up the Team Commands icons. While holding down **LT**:

- Press **•** on the directional pad to set your Teammates to Aggressive (immediately attacking the enemy you have targeted).
- Press **•** on the directional pad to set your Teammates to Defensive (attacking only when attacked).
- Press **•** or **△** on the directional pad to set your Teammates to Normal (attacking nearby enemies and defending themselves).

SPECIAL ENEMIES

Many of the enemies you'll encounter in the course of the game have their own Special Powers and equipment; you'll be able to identify many of them by the glowing rings around their feet. Make sure you're aware of them while you're battling, as some of their Special Powers will radiate out, affecting all other enemies in the area.

BOSS BATTLES

As much as some Super Heroes would prefer to just charge in, pound away at the bad guys, and see who's left standing at the end, some foes require more brains than brawn in order to defeat them. When encountering a particularly difficult battle, take a moment to look around your environment for clues. Sometimes, with a little planning and good timing, you can defeat seemingly invulnerable enemies without throwing a single punch.

IMPROVING YOUR CHARACTERS

As you progress through the game, your Super Heroes will gain XP in a variety of different ways: defeating enemies, defeating bosses, completing levels, absorbing extra Health and Energy orbs, and more. When one of your Super Heroes has accumulated enough XP, they will gain a new level of Stats and Powers.

CHARACTER POWERS

To view a Super Hero's Stats and Powers, go to the Hero Management Menu (from the Pause Menu, or press the  button to go there directly), and then press the  button to access a Super Hero's detailed information.

Increasing Powers

When a Super Hero gains a new level, you'll be able to assign a point to improve one of their Powers. This will increase the damage done, or duration of the boost, but it will also increase the energy cost of the Power.

Assigning Powers

You can also assign specific Powers to buttons in this menu. Use this menu in combination with the Hot-Swapping icons to make sure that all of your Super Heroes' Powers are ready to use.

Character Outfits

Your Super Heroes will all start out with their default outfits, which have bonuses that can be upgraded using the S.H.I.E.L.D. credits you collect. As you progress through the game, you'll be able to unlock new outfits for your characters, with different bonuses that can also be upgraded.

Character Gear

Certain enemies will drop special items that your Super Heroes can equip. Pay close attention to what bonuses the Gear gives, as you can only have one piece of Gear equipped at a time.

Character Stats

This is where you can review your Super Heroes' stats.

Auto-Spending and Auto-Equipping

The Powers and Gear menus have an option at the bottom which determines whether or not the game will automatically assign points to Powers when you level, and Gear when it's picked up. By default it is set to Auto-Spend and Auto-Assign; press the  button to toggle this feature on and off.

IMPROVING YOUR TEAM

As you progress through the game, not only will your Super Heroes gain levels, so will your Team. When your Team defeats enemies, rescues civilizations and just generally saves the day (as Teams of Super Heroes tend to do), it will increase your Team's Reputation and you'll be given special bonuses.

To access the My Team Menu, go to the Hero Management Menu and press . Here, you can see the specific bonuses your Team can improve, as well as your Team's name, logo and roster. You can also see how you stack up next to some of the classic Teams in Marvel history.

Note: The bonuses you gain for your Team only apply when all four members of the Team are together. If you swap one character out in favor of a new one, well, that's a whole new Team, and you'll lose 50 reputation points every time you change out a character.

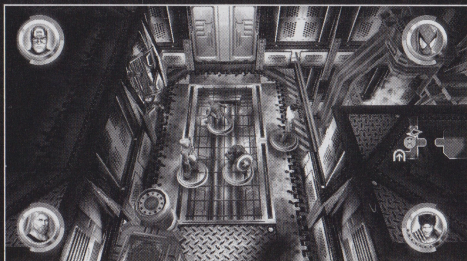
THE S.H.I.E.L.D. SIMULATOR

Throughout the world of *Marvel™ Ultimate Alliance*, you'll find S.H.I.E.L.D. Simulator discs. These allow you to access the S.H.I.E.L.D. Simulator, and review some of the most iconic moments in the histories of each of the major Super Heroes in the game. And not only will you get to see what happened, you'll be able to play out the entire encounter. When you find a S.H.I.E.L.D. Simulator disc, you'll immediately be given the option to pause your current game and enter the S.H.I.E.L.D. Simulator. Don't worry about your current game: it will be saved, and after the simulation session is over, you'll be returned right where you were when you found the disc. If you don't want to pause in your current game, you can access the S.H.I.E.L.D. Simulator later, either directly from a S.H.I.E.L.D. Simulator console or in any of the game's Hub Zones.

MULTIPLAYER

OFFLINE

At any time while playing *Marvel™ Ultimate Alliance*, a friend can sit down on the couch next to you and join in. Just plug in a second controller (or third, or fourth), and press the  button.



When the  button is pressed on the second controller, the HUD divides into four parts, one for each Super Hero available on the Team. You'll still be able to switch to a free Super Hero on your Team, at any time, by pressing the correct directional button. When playing with three other players, you are unable to swap characters. Also, when a new player joins, you are given the option of which Multiplayer mode you would like to play.

COOPERATIVE MODE

In this mode, you and your friends will be able to play through the entire game, battling alongside each other to defeat Dr. Doom.

Note: During a Cooperative Simulator mission with only one Super Hero, the other players will be controlling the enemies that Super Hero is battling. You can switch between free enemies by using the directional pad, just as you can with the Super Heroes in Cooperative Story mode.

ARCADE MODE

In this mode, not only will you and your friends be trying to save the world from Dr. Doom, you'll also be competing against each other. The game will track the damage each Super Hero delivers, the number of knockouts and several other stats, and then let you know at the end of the level which of you is the "Most Valuable Hero." Look for bonuses hidden in levels to boost your competitive stats. Additionally, at the end of a mission, one player will be crowned the Mission Winner.

Note: In Arcade mode, you're unable to change characters during the course of a level. If you change Super Heroes in between levels, all of your accomplishments will be reset to zero for your new Super Hero.

XBOX LIVE® ONLINE PLAY

To play *Marvel™ Ultimate Alliance* online, you'll need a dedicated broadband connection to the Internet with at least 128kbps upload bandwidth and 128kbps download bandwidth. Sharing your network connection among multiple computers or game consoles may reduce your bandwidth and cause instability when playing online. If you're unsure about the bandwidth of your broadband connection, please check with your service provider. For the best experience, plug your Internet connection from your broadband (DSL or cable) modem directly into your game system. Because of variations in routers, not all routers are supported by this product.

Note: By joining an online session, you must leave the Activision-controlled environment for Marvel™ Ultimate Alliance. The game's content has been rated for Teen audiences, but the content of the game may change due to interactive exchanges. Activision and Microsoft take no responsibility for content external to the game itself. Please read our terms of use for online play at www.marvelultimatealliance.com.

After getting into the online menus, follow the directions to load Cooperative mode or Arcade mode gameplay.

Join Game—Select your preferred game options to view a list of available games to join.

Host Game—Setup a new 2–4 player campaign with level 1 characters.

XBOX LIVE

Play anyone and everyone, anytime, anywhere on Xbox Live. Build your profile (your gamer card). Chat with your friends. Download content at Xbox Live Marketplace. Send and receive voice and video messages. Get connected and join the revolution.

Connecting

Before you can use Xbox Live, connect your Xbox console to a high-speed Internet connection and sign up to become an Xbox Live member. For more information about connecting, and to determine whether Xbox Live is available in your region, go to www.xbox.com/live.

Family Settings

These easy and flexible tools enable parents and caregivers to decide which games young game players can access based on the content rating. For more information, go to www.xbox.com/familyssettings.

Quick Match

Proceed directly into a game session.

Custom Match

Select your preferred game options to view a list of available games to join.

Create a Match

Set up a game for other players to join.

www.marvelultimatealliance.com

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Marvel's Ultimate Alliance
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Barking Lizards

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Introducing all the new
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...and a very special thanks
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could not have been made.

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and Direction
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Attuma, Galactus, Thing	Gregg Berger
Baron Mordo, Jarvis	Phil Proctor
Blackheart, Titannus	David Sobolov
Black Panther, Uatu	Phil Lamarr
Black Widow, Deathbird	Nikka Futterman
Blade	Khary Payton
Captain America	Trev Broudy
Crystal	Kim Mai Guest
Daredevil, Thor, Weasel	Cam Clarke
Dark Cyclops	Robin Atkin-Downes
Deadpool	John Kassir
Dr. Doom	Clive Revill
Dr. Strange, Ultron	James Horan
Elektra, Enchantress	Gabrielle Carteris
Executioner	Peter Lurie
Fin Fang Foom	James Sie
Ghost Rider	Nolan North
Gladiator	Dave Wittenberg
Hank Pym	Jerry Houser
Human Torch	Josh Keaton
Iceman	James Arnold Taylor
Invisible Woman	Danica McKellar
Ironman	John Cygan
Loki	Larry Cedar
Luke Cage	Gregg Eagles
Medusa	Nancy Linari
Mephisto	Fred Tatisciore
Misc. Voices	Kris Zimmerman, Dan Hay
MODOK	Michael Gough
Mr. Fantastic	David Naughton
Ms. Marvel	April Stewart
Nick Fury, Corsair, Dugan	Scott MacDonald
Nightcrawler	Dee Bradley Baker
Odin, Namor	Peter Reneday
Professor Xavier, Grey Gargoyle	Tom Kane
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Sif	Adrienne Barbeau
Silver Surfer	Chris Cox
Spider-Man	Quinton Flynn
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