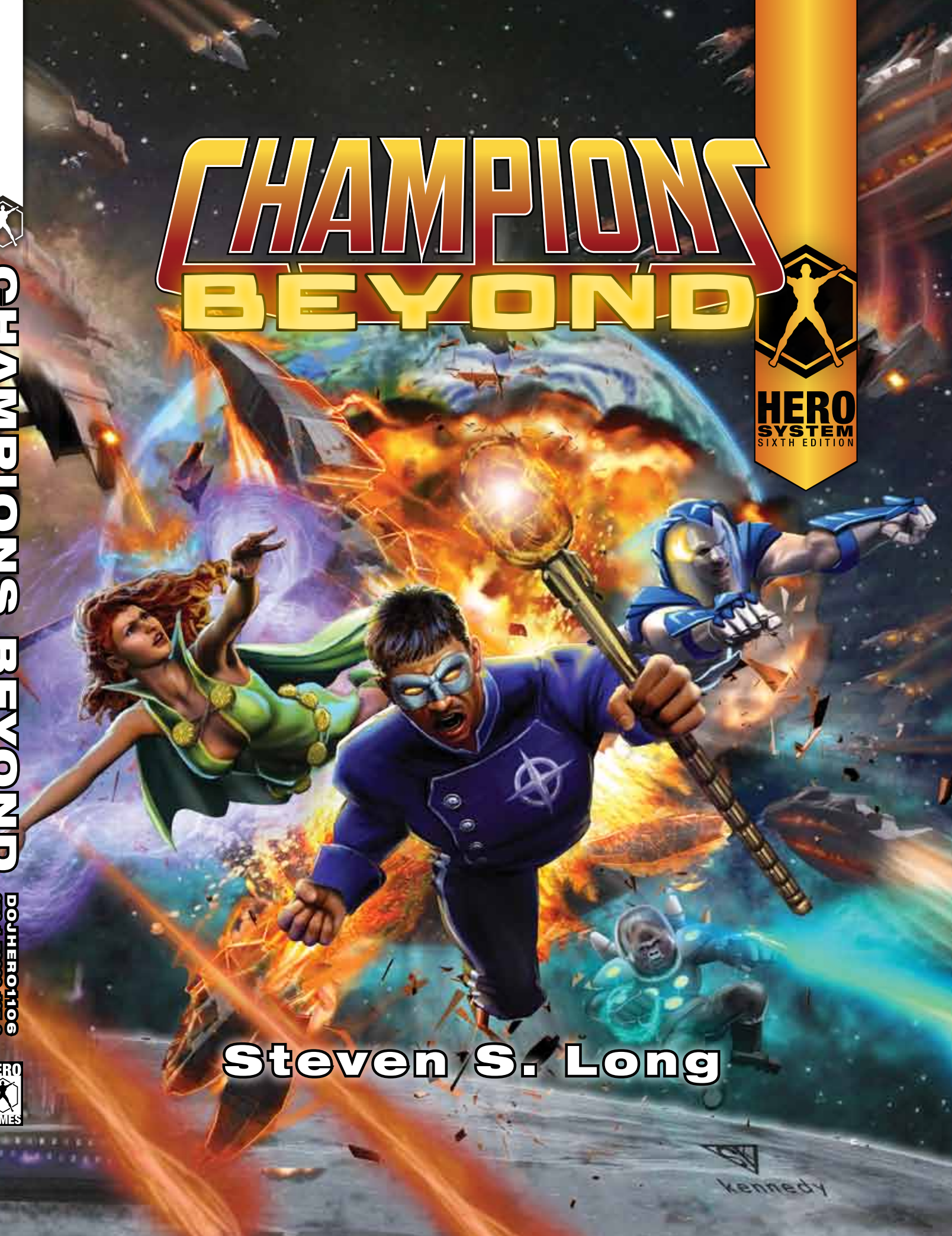
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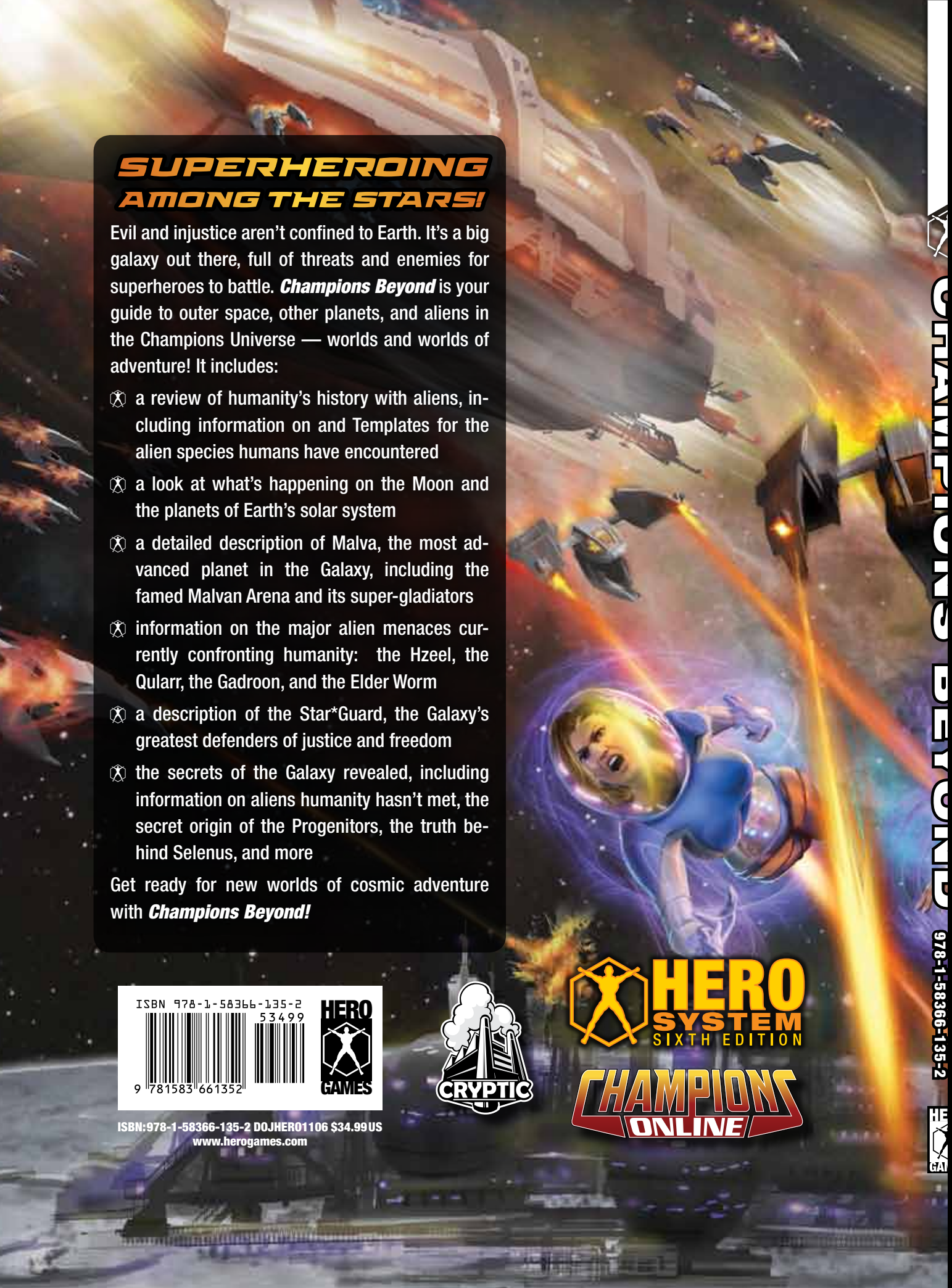

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HERO SYSTEM SIXTH EDITION

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A SETTING BOOK FOR *CHAMPIONS*

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SPECIAL THANKS

To Cryptic Studios, for coming with reasons for me to play around on the Moon; and to Brian Gilmore, for making me think more closely about the Malvans.

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DOJ, Inc., 226 E. 54th Street, #605, New York, NY 10022-48541.
Printed in Canada. First printing May 2011.
Produced and distributed by DOJ, Inc. d/b/a Hero Games.
Stock Number: DOJHERO1106
ISBN Number: 978-1-58366-135-2
http://www.herogames.com

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INTRODUCTION

One of the best things about playing Champions is that there are so few restrictions on where characters can go and what they can do when they get there. They might visit vast subterranean realms, or journey to the undersea city of Atlantis, or visit another dimension. Most intriguingly of all, they might go into space. Since the earliest days of superhero comics, adventures away from Earth — on the Moon, on another planet, or in the vast darkness of space itself — have been a prominent part of the genre. Superheroing in space allows creators to mix Science Fiction and Superheroes to whatever extent they like, and makes possible stories and adventures of such vast cosmic scope and power that they simply can't be confined to a single planet (even one as interesting as Earth).

Champions Beyond brings this sort of outer space adventure and excitement into your Champions game. It looks at what's going on in the Milky Way Galaxy of the modern-day Champions Universe — everything from criminal machinations on the Moon, to strange alien planets superheroes sometimes visit, to amazing alien civilizations so far away from Earth that Humanity's never even heard of them. It's perfect for injecting some cosmic adventure into your character or campaign!

SUPER "HUMAN"

For ease of reference, *Champions Beyond* sometimes uses the term "superhuman" to refer to individuals with superpowers who aren't actually Human. Technically it would be more accurate to refer to superperseids, supermalvans, superqularr, and so on, but that would become awkward. So when you read "superhuman," assume it means someone who has superpowers regardless of his species unless the context indicates otherwise.

Chapter One, *Life From Beyond,* discusses Humanity's history to date with aliens and other things from outer space (which is mainly a chronicle of invasions, since Humans don't yet have the capability to visit other star systems on a regular basis). It also discusses how Humanity (and/or various governments and institutions) currently deal with the issues and problems posed by the existence of extraterrestrial life and civilizations.

Chapter Two, *Who's Out There?: Alien Species Of Known Space,* describes the handful of alien species that Humanity's aware of that aren't covered in a later chapter, such as the Ackálians, the Mandaarians, the Perseids, and the Sirians. It includes both what Humanity knows about those species, and information humans don't have yet (but that superheroes might).

Chapter Three, *The Moon,* reveals what's occurring on the Moon in the Champions Universe as of 2011. As far as most Humans know it's a barren satellite world — but in fact there's a lot going on there, not all of it helpful or safe for Earth. The Malvans have set up a secret arena to stage superpowered gladiatorial battles for their own amusement, the ancient city of Selenus seethes with revolt, and the supervillain Revenger, long thought dead, lurks in a hidden cavern and plans to show Earth why he got his name.

Chapter Four, *The Solar System,* expands beyond Earth's immediate orbit to look at her celestial neighbors, including Venus, Mars, the asteroid belt, and Jupiter. It's not always as calm and quiet out there as most people think!

Chapter Five, *Malva: Planet Of The Super-Gladiators,* describes Malva, the most technologically-advanced planet in the Galaxy. Freed of all need to support themselves, and granted immortality by their ultra-science, the Malvans have become the ultimate decadents. Malvan civilization is perhaps best known for the fearsome gladiatorial battles the planet's ruler, the Phazor, stages for his and his subjects' amusement.

Chapter Six, *The Hzeel: Blue-Skinned Invaders,* discusses a threat to Earth that Humanity isn't even aware of yet: the Hzeel, an aggressive species of short, blue-skinned beings who are at war with the Perseids and want to use mankind's homeworld as an observation post and staging ground.

ABBREVIATIONS

This book uses the following abbreviations to refer to other *HERO System* books:

6E1: *The HERO System 6th Edition, Volume I: Character Creation*

6E2: *The HERO System 6th Edition, Volume II: Combat And Adventuring*

APG: *The HERO System Advanced Player's Guide*

CU: *Champions Universe*

CV 1, 2, 3: The respective three volumes of *Champions Villains*

HSB: *The HERO System Bestiary*

HSEG: *The HERO System Equipment Guide*

HSG: *The HERO System Grimoire*

HSMA: *HERO System Martial Arts*

HSS: *HERO System Skills*

Chapter Seven, *The Qularr: Creators Of Monsters,* describes the Qularr, who first attacked Earth in the Sixties, and then again in 2009. Having established a permanent beachhead on Monster Island during their 2009 attack, they're now trying to conquer the rest of the planet.

Chapter Eight, *The Gadroon: Green-Skinned Masters Of Gravity,* describes the third current major alien threat to Earth. Using their gravitic technology, the batrachoid Gadroon have fortified a landing zone in the Canadian wilderness and even infiltrated some major cities using holographic disguises.

Chapter Nine, *The Elder Worm: Terrors Of The Galaxy,* details an enemy Humanity has been aware of for years — the hideous Elder Worm, the people of the master villain called the Slug — but did not know is actually from outer space. Their combination of super-sorcery and super-technology may make the Elder Worm the deadliest of all of mankind's alien menaces.

Chapter Ten, *The Star*Guard,* describes the Milky Way's greatest protection against all sorts of dangers: the Star*Guard, a millennia-old "galactic police force" whose members wield powerful Star-Staffs in the fight against injustice, cruelty, and evil. Having recently suffered a devastating attack at the hands of an old enemy, the Guard is in the midst of regrouping... and rebuilding back to its old heights of glory and power.

Chapter Eleven, *Secrets Of The Galaxy,* contains information that Humanity as a whole, and even most superheroes, are totally unaware of... or nearly so. (Some other pieces of information that are known to few, if any, people are left in earlier chapters for ease of reading and consistency of presentation.) It covers alien species that Humanity's never heard of or had contact with, information on various cosmic artifacts and phenomena that superheroes might have to deal with (including the strange mineral kelvarite), and reveals the secret history of the mysterious Progenitors who were so instrumental in the evolution of Humanity and many other sentient species.

So make sure you're prepared for the rigors of space, are ready to confront the powerful beings and villains who inhabit the Galaxy, and know how to find your way home — it's time for super-powered adventure with *Champions Beyond!*

MMO INTO RPG, RPG INTO MMO

Champions Beyond includes material based on the massively multiplayer online (MMO) roleplaying game *Champions Online* created by Cryptic Studios. While a lot of effort has been devoted to making sure the MMO content is accurately represented in these books in *HERO System* terms, MMOs and RPGs aren't the same type of game, so the same type of content isn't appropriate for each one. For example, a villain's lair in an MMO is deliberately simple, often with one room leading to another to guide game play. That doesn't make much sense for an RPG, where it's possible (and often very useful) to expand things beyond the scope of an MMO. Similarly, a villain or costume that works well on-screen in an MMO might not be as appropriate for a paper-and-pencil RPG (and vice-versa!).

Thus, the MMO-based information in this book, while containing the essence of the Champions Online presentation, may add to it, or rework it in minor ways, to make things more "realistic" and appropriate for an RPG. Characters who have one or two simple abilities in Champions Online may get fleshed out into more detailed characters with a greater variety of powers in this book, since an RPG character sheet isn't constrained by the same restrictions as an MMO. And of course, there may be some MMO secrets that you should only be able to learn by playing the MMO itself.

So don't be surprised if you see some slight variation between the Champions Universe as portrayed in this book and the Champions Universe of *Champions Online.* The differences are just the result of the book taking the wonderful elements Cryptic Studios has created and doing even more with them.

CHAPTER ONE

LIFE FROM BEYOND:
HUMANITY'S HISTORY WITH ALIENS

1 LIFE FROM BEYOND

Humanity's had a known history of interaction with alien life — most often, unfortunately, in the form of repelling invasions by hostile (or simply greedy) extraterrestrials — since 1938. There's some evidence... or at least assertions and stories... of aliens visiting Earth prior to that (for example, the claim that the mysterious Empyreans of Arcadia were created by the even more mysterious alien Progenitors), but verifiable incidents only began taking place in the early twentieth century.

1938: THE MARTIAN INVASION

Humanity's first exposure to alien life after years of science fiction stories and idle speculation came with shock and surprise the night of October 30, 1938. Without warning that evening, five alien spacecraft landed in a field near Grover's Mill, New Jersey. The unseen occupants used robots to quickly construct an opaque metal dome over their ships.

The police and National Guard quickly responded, but bullhorn-projected requests for information and offers to talk peacefully were met only with mysterious mechanical sounds from inside the dome. Finally the commander of the National Guard detachment sent a squad forward to make contact with the dome and search for some sort of door. As the squad approached, suddenly the dome split open. Where once there had been five spaceships, now five vehicles mounted on tall tripod legs rose up from the ground. Without warning one of them pointed a tube at the squad and projected a reddish-orange beam. Caught in the full force of the tripod's fearsome heat-ray, the soldiers instantly burst into flames and fell to the ground as lifeless mounds of charred flesh. The onlookers, uniformed and civilian alike, barely had time to register what had happened before the other tripods opened fire as well, killing everyone within range.

So began the rampage of what journalists soon described as "Martians." Entire swaths of New Jersey were laid waste by heat-rays and the aliens' other weapon, poison gas that killed everything it came into contact with (and left the flesh or plant matter it killed disfigured with an oddly reddish color). Despite the best efforts of law enforcement and what few military units could be assembled in time, the five tripods made their way northward virtually unimpeded. Radio announcers, some nearly hysterical, reported the aliens' progress toward their presumed target: New York City.

As panic filled the streets of America's greatest city, four extraordinary individuals — the rookie superheroes Cowboy, Dr. Twilight, Optimus, and Sea Hawk — each decided to respond to the threat as best he could. Serendipitously, each of them encountered the Martians at roughly the same time in the sparsely-settled area between New Brunswick and Newark. Though none of them had ever met, they instinctively recognized in each other that special spark of valor that marks a true hero and began working together. Sea Hawk used her strength and speed, and Dr. Twilight his powers of light and darkness, to attack the tripods directly, while Cowboy tried to damage the vehicles' legs with precisely-placed shots and Optimus cleverly used features of the landscape to slow the tripods down.

The first foray didn't go well for the heroes. Several of them were badly scorched by heat-rays, and Optimus and Sea Hawk both narrowly avoided being subjected to poison gas. But as the tripods approached the outskirts of Newark, the tables turned when Cowboy got lucky with a shot that damaged one of the "knees" in the central tripod's forward leg. The tripod nearly collapsed; the two on each side of it had to move quickly to prop it up.

Now unable to move quickly, the tripods soon found themselves at the heroes' mercy. Doctor Twilight's and Sea Hawk's attacks slowly but surely began to have an effect, with cracks appearing in two tripods' domes, and Optimus used some nearby electronic equipment to devise a weapon that caused the Martians' heat-rays to malfunction — one so badly that it somehow "turned" on itself, melting that tripod into a mound of slag.

The tripods battled on for nearly half an hour, but it soon became as apparent to them as to the heroes and human onlookers that they were fighting a losing battle. Suddenly each of them began to vibrate with a high-pitched whine, and their domes started to show signs of heating up. Warned by Optimus, the four heroes fled the scene just in time to get away from the tripods before they exploded with a massive detonation that virtually atomized the vehicles. All that was left were the remains of the metal dome and a few bits and pieces of tripod leg, all of which were quickly gathered up and removed from public view by the United States government. The four heroes, recognizing how effective they were as a team, formed the Defenders Of Justice.

1959: THE YEAR OF ALIEN ARTIFACTS

Humanity's next confirmed contact with alien life didn't attract the attention of superheroes: it *created* them.

In early 1959, several astronomers, government agencies around the world, and researchers, including US government scientist Michael Renton, detected a large comet approaching Earth. For some reason it seemed to be heading directly toward the planet, and from an angle that made little sense for a comet. Renton became convinced that (a) "Comet X" (as he called it) wasn't a natural phenomenon, and (b) it posed a serious danger to Earth. It took months of meetings, but he finally convinced his superiors, and then their superiors (all the way up to President Eisenhower) that the threat couldn't be ignored. With the papers spreading stories about the "Doomsday Comet," and people panicking and building shelters, the government scrambled to find a way to avert disaster.

One solution the government rejected as impractical was Renton's idea of sending a spaceship and crew out to meet Comet X millions of miles from Earth. Officials claimed that there wasn't time to build a ship, and scoffed at Renton's claim that he'd been building one in the basement of his home. Realizing there was no other hope, Renton finished work on his ship, the *Jules Verne,* in early April 1959, just as the comet entered the outer solar system. Renton and his hastily-assembled crew — his friend Ray Briggs as pilot, Ray's sister Patty to operate the sensors and radio, his old college buddy John "Whit" Whitley as geologist and explosives expert, and his kid brother Allen — launched the craft in time to meet Comet X slightly beyond the orbit of Mars.

Renton soon discovered that his analysis had been correct: Comet X was no ordinary comet. It was stable enough for the *Verne* to land on. Renton, Whitley, and Allen Renton went off to plant the explosives they hoped would destroy the comet, while the Briggs siblings went exploring. They didn't get far before they were captured by a pair of sophisticated robots. As the robots carried them inside Comet X, they learned it wasn't a comet at all — it was a starship!

The captain of the vessel, Ajok, explained that he was a member of the Kuzane — a species of nigh-immortal aliens who currently existed as disembodied intellects elsewhere in the ship. Kuzane bodies were remarkably like Humans' (albeit with copper-colored skin), and they'd been searching the Galaxy for centuries to find a compatible species whose forms they could inhabit. When their instruments detected Earth and analyzed its inhabitants, they'd headed there immediately.

Meanwhile, the Renton brothers and Whitley had found their own way inside and avoided the Kuzane guard-robots. They came upon Ajok giving the Briggses a tour of the vessel and overpowered him. Once Patty explained the full extent of the danger facing Earth, Renton knew the "comet" had to be destroyed. Whitley planted his explosives in secret places while Renton programmed the ship's master computer to self-destruct. The five friends just made it to the *Verne* in time to blast off ahead of the explosion. They barely survived the blast wave... and the wave of strange, alien radiation that followed it had an unpredicted effect on their Human bodies. Each of them was transformed in some way (most notably Whitley, who became rocky-fleshed) and gained superhuman powers. The world would soon come to know them as the Fabulous Five, the premier superhero team of the Silver Age.

THE CREATION OF VANGUARD

But as amazing as that incident was, it wasn't the only time that year that alien science altered a Human for the better. In September a soldier named Jeffrey Sinclair, assigned to protect an American anthropological expedition in Tibet, accidentally became separated from his companions during a freak snowstorm. Stumbling half-blinded through the Tibetan wilderness in search of shelter, he unknowingly made his way through a hidden mountain pass into the Valley of the Lotus, site of the mysterious Nyingpa Temple ("Temple of the Ancient Ones"). The monks there found him when he collapsed on the Temple's steps near death.

The monks rescued Sinclair and nursed him back to health over the next several weeks. Since the only way out of the Valley was now impassable due to winter storms, Sinclair stayed and learned something of the Temple's lore. When he found out that the Temple was the repository of an ancient, supposedly mystical artifact called the Bell of the Chosen, curiosity drove him to find out where it was kept. Even though no one but the lama was supposed to enter that room, Sinclair couldn't resist seeing the Bell. Once he was inside, a strange compulsion to ring the Bell entered his mind. Though he knew he'd be discovered, he gave in and rang the Bell.

1

The next thing he remembered was waking up three hours later in another room, surrounded by every monk in the Temple. He expected them to be angry, but instead they seemed... happy, even worshipful of him. Stranger still, he felt *better;* he was definitely more muscular, possibly a little taller, and felt filled with strength and vigor.

Sinclair soon discovered that the mystic powers of the Bell were only for a Chosen One born once a millennium... and apparently *he* was that person! The Bell's energies had infused his body, granting him tremendous superpowers. He was strong enough to juggle house-sized boulders without strain, withstood every weapon the monks hit him with or fired at him, could fly and move at incredible velocity, and more. Seemingly every cell, organ, and system within his body had been hyper-powered by the Bell. Knowing he could now survive the rigors of the Tibetan winter, Sinclair thanked the monks profusely and flew back to rejoin the expedition, pretending to have survived with the help of a peasant family.

Upon returning to the States, Sinclair decided to put his powers to good use as a superhero, chose the name *Vanguard,* and soon helped to reform the Justice Squadron. From that day until his death at the hands of Dr. Destroyer in 1992, he was widely regarded as the single most powerful superhuman on Earth... and according to most experts still holds that title today, nearly twenty years after his death.

1965: The Qularr Invasion

It was a good thing Humanity now had the Fabulous Five and Vanguard as its protectors, for just six years later Earth experienced its first full-scale alien invasion attempt. The attackers this time were the Qularr, a quasi-insectoid, quasi-crustaceanoid species from a planet whose location remains unknown to this day (see Chapter Seven for more information on the Qularr). Approaching under the concealment of the stealth fields generated by their starships, the Qularr scouted Earth in search of the right place to create a beachhead for their invasion. Exactly why they targeted Earth for attack likewise remains uncertain; most experts assume they wanted Earth's copious resources (particularly biological ones).

In May 1965 the Qularr apparently found what they were looking for in a small, unnamed barrier reef island about a hundred miles off the coast of Japan. At the time it was unclear why they chose that particular location. Decades later the revelation of potential Lemurian and Elder Worm artifacts in that area, and of mineral deposits on the island, makes scholars wonder if there was more to the choice than tactical benefit.

The island as it originally existed was too small and fragmented to suit Qularr purposes, so they changed it. Using their advanced alien technology they somehow raised part of the seabed, turning the atoll into a large, single island with an active volcano at the center. The resulting tectonic disturbance caused tidal waves and earthquakes all around the Pacific Rim and even along Indian Ocean shores — an ominous harbinger of the devastation to come.

With their forward base complete, the Qularr landed and released their main cargo: dozens of gigantic monsters captured on alien worlds or bred with Qularr bioengineering and brought to Earth in stasis chambers. Once awakened and prepared for battle, the monsters were loaded onto special transports that fanned out around the planet to unleash the beasts on major metropolitan areas... and the war began.

Humanity became aware that it was under attack when Qularr transports disgorged their weapons onto the first major targets, in Japan. The robotic "dinosaur" Mega-Terak attacked Tokyo, while his flesh-and-blood "brother" Cazulon was sent to Kobe. But the land of the Rising Sun wasn't the only victim of Qularr aggression. New York City was attacked by two creatures, the gigantic "bird-demon" Pazuron and the "lizard-cat" Velzara. The winged serpent Ganika was turned loose on Chicago, while the three-headed "dragon" Mitsura ravaged the Los Angeles area. A gargantuan, radioactive bear-like beast called Urzarak smashed through London, and across the Channel the toad-like Doku slaughtered thousands of Parisians with his poisonous breath.

The Kr'Aan War

The Fabulous Five went out into space on many occasions during their career as a team. One of the most notable was also one of the earliest. In 1963, Amazing Man was working on a device he called the Telluric Scanner — a "television into space" that would let mankind view distant planets and stars easily. While testing it, he happened to "glimpse" a group of gigantic silicon beings on a desolate planet. They were working with some strange, enormous crystalline devices that looked dangerous to Amazing Man in a way he couldn't quite define.

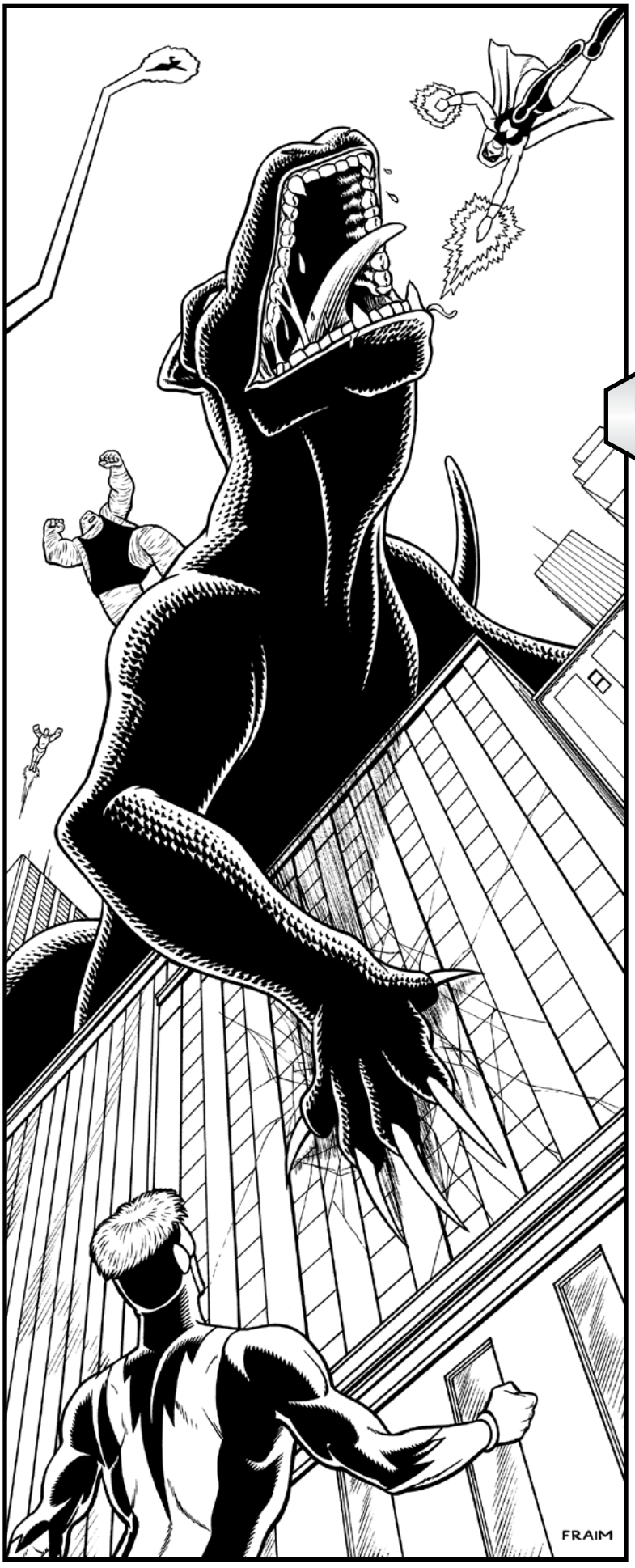
Suddenly, as if sensing they were being spied upon, the silicon beings somehow traced Amazing Man's "signal" and used one of their own devices to transport him and the rest of the Fabulous Five thousands of light-years to them. Barely able to breathe in the thin atmosphere, the Five soon found out their kidnappers called themselves the *Kr'Aan* (or at least that's what it sounded like). Before they could learn more, a group of spherical energy beings (whom the Five later discovered were called the Az'arc'a) and physical beings of various species attacked the Kr'Aan. An Az'arc'a leader "spoke" to the Five through their radios and told them the Kr'Aan were building a super-weapon, the Crystalline Starshatter, capable of destroying stars and perhaps the entire Galaxy! Sensing the truth of this, Amazing Man led the Five to join the coalition of alien species opposing the Kr'Aan and helped them win their final battle in a war that had been going on for several years. The Az'arc'a were able to find a way to send the Fabulous Five home.

The Kr'Aan War remains a minor episode in the Five's storied career, but it had two consequences neither they nor any other Human is aware of (yet). First, it was the first and only encounter so far between Humanity and the Korundar (see page 273) — the Kr'Aan were immensely powerful "mutant" Korundar. Second, the battle brought the Five and Humanity to the attention of the Qularr and provided them with Human genetic samples (see page 162).

The "atomic mutant lizard" Zorgatha lay waste to Beijing, and the lightning-firing "eagle" Vakulon assaulted Moscow. No major city was spared; even those that weren't subjected to giant monster attacks found themselves under siege by lesser beasts or heavily-armed Qularr soldiers.

The initial Qularr attacks were generally successful, thanks in large part to surprise and the difficulty of quickly mobilizing Human militaries to deal with the threat of the gigantic alien beasts. But Earth's superheroes were often able to slow down the monsters just long enough for heavy force to arrive before a city was totally destroyed. For this in part they had the mad scientist Dr. Miles Dekkar to thank, since his attack on Earth's major cities with biological constructs just a few months before the Qularr invasion had given many heroes experience at fighting strange creatures in urban environments. For example, in New York, the combined might of the Sentinels, the Justice Squadron, and the Fabulous Five, plus that of several Army battalions, was enough to halt Velzara's and Pazuron's rampages, then to turn them back, and then to destroy them utterly. Similarly, West Coast heroes killed Mitsura and French forces finally killed Doku after horrendous loss of life among the troops. But in other cities the monsters weren't slain, merely knocked unconscious or driven away. One particularly clever tactic was devised by the hero MicroMan, who was visiting Japan when the attack occurred and rushed to defend Kobe. He discovered to his amazement that his Shrinking Ray worked on the monster Cazulon. Today the eight inch-tall creature lives in a special fireproof cage in the Millennium City Zoo, where he entertains visitors by destroying mock buildings set up for his amusement by the zookeepers.

With their initial attack blunted, the Qularr switched to more conventional tactics, hoping to win the day with superior technology. Unfortunately for them, even their awesome weapons weren't enough to overcome their vast numerical inferiority. Human soldiers, aided by dozens of superheroes (and more than a few villains noble-minded enough to help Humanity), steadily pushed Qularr forces back toward their landing-point. By mid-June, the Qularr apparently decided they'd had enough: without a word they swiftly returned to their island, boarded their ships, and departed Earth... seemingly for good. They left behind the surviving monsters and plenty of their weapons and technology (which were taken for safekeeping by UNTIL, then a mere two years old). The island later became *Monster Island,* where the surviving monsters are kept to this day. (See the sourcebook of the same name for more details on the island and its inhabitants.)



The Jakkari-MQro War

In 1972 the Sentinels found themselves involved in a war on the other side of the Galaxy. There a small but technologically advanced civilization called the Jakkari, with the help of the Star*Guard, was engaged in a fearsome war against the MQro, a species from extragalactic space (or possibly from another galaxy). Brin Rei Tarn was called upon to participate, and sensing the urgency of the situation he asked his friends, the Sentinels, to accompany him.

A powerful Odrugaran ship quickly got them to the scene of the conflict. There the Human heroes soon found themselves bogged down in a long and brutal war. For several months they helped the Jakkari fight — and in the end, their superpowers, together with the might of the Star*Guard, were just enough to save Tural Jakkar. The MQro were driven back into extragalactic space, and the Sentinels returned home...

...only to discover that Earth thought they'd been dead! The celebrations that heralded their return were genuine, but there was also a certain amount of unspoken resentment about the "deception." From that point on, convincing the public that a superhero had actually died in the line of duty became difficult at best.

1967: The Martians Return

Humanity's first alien enemy, the Martians, returned nearly thirty years after their first attack... and this time they came in force. Hidden from Earth's relatively primitive sensory devices by alien countermeasures technology, they swooped down from the sky to attack New York City with both ground-walking tripods and swift aerial craft. As the attack began, communications networks around the planet were overridden to broadcast a message over every radio and television:

People of Earth, we are from the planet you call Mars. Surrender now or be destroyed, for your primitive Human technology is no match for advanced Martian devices. Those who surrender will be treated justly as prisoners of war; those who do not will be eradicated from this planet, which is now the property of the Martian Empire.

New York's superhero community — everyone from the Sentinels, the Justice Squadron, and the Fabulous Five on down to the likes of Hornet — responded in a way that gave the Martians no doubt as to Humanity's response to their "offer." Heroes with sufficient mobility attacked the Martian invaders directly; others rescued civilians who were put in harm's way, fought fires, or used their scientific or tactical acumen to assist the government's efforts to fight back.

After Vanguard and the Drifter struck a decisive blow that obliterated a significant portion of the invading fleet, the Martians retreated. Most heroes stayed on Earth to help clean up the mess and prepare for a possible counterattack, but the government asked the Fabulous Five to try to track the invaders to Mars and convince them not to attack the Earth again. Using another of Amazing Man's experimental rockets, the Five were able to reach Mars in just under a week.

Once at the red planet, the Fabulous Five made an astonishing discovery: there were no Martians! There was a high-tech military outpost maintained by the aliens who'd attacked Earth, but the rest of Mars was dead, with no civilization at all. Emboldened by this new knowledge, the Five attacked the alien base in force, striking by surprise and wreaking such havoc that the aliens soon surrendered and begged to be allowed to depart the Sol system in peace. They revealed that they were not Martians but *Sirians,* native to a planet in the Sirius system that was swiftly becoming uninhabitable due to ecological collapse brought about by several industrial catastrophes. They wanted Earth as their new home, but clearly Earth was too well-protected for them to conquer. Not wanting to let them go unpunished, but feeling they had no authority as "galactic policemen," the Five let the Sirians leave. They've never returned to Earth since... but occasional UFO reports that describe ships and aliens similar to Sirians sometimes make superheroes wonder if a renegade Sirian or Sirians isn't looking to "settle down."

The Coming of StarGuard

The Sirian attack on Earth had an additional outcome that would prove more beneficial for Humanity. The Star*Guard heard about it, investigated the situation, and realized that Earth was becoming a very active, and potentially very dangerous, place indeed — one that needed both protection and monitoring. It assigned StarGuard Brin Rei Tarn, a Dendrian, to its Sector Zeta-491738 (a translation into English of the Odrugaran term), thus giving him "jurisdiction" over Earth and nearby regions of space. For the next two decades until his death, Tarn, or simply "StarGuard" as he was known on Earth, was a valiant fighter for Justice on and around Earth who came to be admired by many Human superheroes. He was considered an "unofficial" member of the Sentinels for many years even though he normally lived in a base the Star*Guard built for him on Europa, one of Jupiter's moons (see page 92).

1970: Battle on the Moon

The Fabulous Five continued their habit of getting involved in off-Earth adventures in 1970 when the supervillain Revenger, an old foe of theirs and the Justice Squadron's who'd been missing since 1963 and was presumed dead, broadcast a message to Earth. He claimed to have established a base on the Moon where he'd installed "IPBMs" (interplanetary ballistic missiles) — nuclear bombs he threatened to use on every major city in the world unless Humanity agreed to his rule.

Using Amazing Man's latest invention, a rocket concealed from detection by a sophisticated "stealth screen," the Five traveled to the Moon and landed a few miles from where they believed Revenger's base was. As they got closer they were astonished to discover the ruins of a city! What architecture they could see didn't quite resemble anything Human. As they progressed deeper into the ruins, they were even more amazed to discover that some of the ruins were inhabited! The residents were three foot-tall insect-like siliconoids with ten limbs. Wondering if they were some biological creation of Revenger's, the Five captured one and interrogated it using a translator device built by Amazing Man. They soon learned that this race of beings weren't Revenger's creations but his slaves. He'd apparently fled Earth in 1964, traveled to the Moon, found the ruins and the aliens (whom Kid Chameleon christened "Selenites"), and conquered them.

The Five released their newfound ally, whose name was Hrjtlo, to spread the word among his people that help was on its way. Creeping closer to the center of the ruins, they soon located the building Revenger was using for his headquarters... and an ominous row of missile silos next to it. Even worse, they realized that one silo was warming up — Revenger was getting ready to fire on the Earth!

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The Five attacked immediately, surprising Revenger and damaging his missile-launching equipment... but not the countdown on the missile itself! While Amazing Man worked frantically to try to shut the missile down, his four comrades fought Revenger. Using every trick and gadget in his arsenal, the powered armor-wearing villain held his own, and even began to take the upper hand after knocking out the Streak — but then the Selenites entered the fray. They weren't effective fighters compared to superheroes, but they provided enough of a distraction for Diamond and Siren to attack Revenger's laboratory, which was hidden in a cave far from Selenus itself. The attack caused a cave-in that killed the power-mad master villain and nearly took the lives of the two heroes. Meanwhile, back at Selenus itself, Amazing Man found a way to defuse the missile just in the nick of time. Selenus (as they were now calling the ruined city) and the Selenites were saved.

Before leaving the Moon, the Fabulous Five negotiated a "non-interference treaty" with the Selenites that required Humanity to leave them alone unless invited to participate in Selenite affairs. While legal scholars have sometimes questioned the validity of a treaty negotiated by five non-authorized "civilians," and some scientists (particularly archaeologists) have often complained about being unable to study Selenus and its residents, the United Nations supports the treaty and all nations on Earth have abided by it.

1973: The Mandaarian Visit

Humanity's first truly peaceful contact with an alien civilization occurred in 1973. In mid-July of that year, a small, sleek starship descended from the sky to land on the Mall in Washington, D.C. Superheroes and law enforcement responded almost immediately, but their justifiable concerns were unnecessary. The aliens who emerged — who looked almost Human, but with oddly-colored eyes and distinctive clothing and short hairstyles — identified themselves as Mandaarians (see page 32). They said they were peaceful explorers, scientists, and scholars who wished to learn about Human civilization and to teach Humans about their own civilization in return.

Many government officials and members of the public were initially skeptical, but the Mandaarians did nothing to validate their suspicions. The aliens even offered to submit to telepathic scanning to prove their good intentions (though die-hard skeptics claimed that proved nothing, since the Mandaarians could "trick" the examiners using their own psionic powers). Slowly but surely Humanity came to believe the Mandaarians were what they said they were.

That first Mandaarian expedition remained on Earth for just over one month. The aliens visited most parts of the planet and demonstrated some of their highly-advanced technology (including their sophisticated FTL starship), but mostly wanted to learn about Human customs, beliefs, and history. When they left they promised to maintain contact — and they kept that promise. Other Mandaarian expeditions to Earth took place in 1979, 1984, 1991, and 1999, often (but not always) involving at least one participant from the 1973 crew. Some people are a little concerned that over a decade has passed with no further contact with the Mandaarians.

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1977: The First Gadroon Invasion

Three years after the Mandaarian visit, Humanity experienced its next attempt at alien invasion — and as of 2011 still the worst one Earth's ever gone through. A species of short, green-skinned, batrachoid aliens called the Gadroon invaded the Sol system in force, with hundreds of starships and powerful weapons based on manipulation of gravity (a technology that, for some reason, the Gadroon are particularly skilled at creating). As Humanity later learned, the Gadroon came from a swampy homeworld that they'd somehow destroyed. Earth was just the sort of planet they could "Gadroonform" to make a new home... and it already had a plentiful supply of slaves to do the work.

An initial attempt by several superteams, including the Sentinels and the Justice Squadron, to stop the invasion failed due to the overwhelming power of the Gadroon fleet. Soon the invasion blossomed into a full-scale planetary conflict, with superheroes who could fight in space taking the battle directly to the aliens, and regular militaries and earthbound heroes fighting Gadroon landing parties and atmospheric craft. Some commentators began calling it "World War III," since nearly every country on Earth participated in the fight in some way.

The first month of the war didn't go well for Humanity. The Gadroon continued to advance, sweeping near-Earth space free of satellites (thus wreaking havoc with Human communications) and inflicting significant damage on the cities of Berlin, Chicago, New York, Shanghai, New Delhi, and Warsaw. The situation became so bad that more than a few supervillains entered the fight on the side of Humanity (some of them even earned pardons for their actions after the fighting ended). In fact, it was the coming to the battlefield of one villain — the infamous Dr. Destroyer — five weeks into the war that turned the tide of battle.

During a major clash between superheroes and the Gadroon fleet in and above the atmosphere over the United States, Destroyer unexpectedly showed up, quickly destroying half a dozen Gadroon vessels with his powerful weapons and ruthless tactics. Willing to employ a level of force that many of Earth's heroes balked at even in wartime, Destroyer became one of the *de facto* leaders of Humanity's war effort. During the final month of fighting he personally destroyed over one hundred ships, killing tens of thousands of Gadroon.

The final battle — now a last-ditch effort by the invaders to break the back of the Human resistance — took place in cislunar space. A massive spell cast by the Drifter and several other powerful mystics disrupted many of the Gadroon ships' systems, allowing a force of superhumans led by Vanguard and Dr. Destroyer to smash through the Gadroon defensive lines to the heart of their formation. Vanguard crippled several major ships' ability to fight, several groups of heroes did the same with other ships, and Dr. Destroyer singlehandedly obliterated a Gadroon ship of the line in an explosion that took a dozen lesser alien vessels with it. Faced with the utter failure of what had at first been such a successful attack, the Gadroon turned tail and fled. Despite Destroyer's urgings to follow them and eliminate them as a threat once and for all, Earth's superhumans were content to remain at home and put their powers to use restoring that which the aliens had destroyed.

1984: More Gadroon, More Selenites

Unfortunately, that wasn't the last Humanity heard of the Gadroon. Earth's lush environment and copious natural resources were simply too tempting a target for the batrachoid aliens. Seven years later a much smaller force of them returned and once again attempted to conquer Earth. Xenoanthropologists believe that this most likely was a splinter group or faction of the Gadroon, or possibly a reconnaissance action of some sort, since even after the species's defeat in 1977 it should have had more ships and personnel than were involved. Unlike the 1977 attack, which required virtually all of Humanity's superheroes to defeat, this attack was easily staved off by a much smaller army: the Sentinels, the Justice Squadron, the Peacekeepers, the People's Legion, and the Tokyo Super Squad.

Another "blast from the past" reared its head in October of 1984, when a rogue Selenite named Grlshl threatened the Earth with Revenger's left-over nuclear warheads and other super-weapons (which the Fabulous Five had disabled but left in place rather than risk moving). Grlshl, an unusually intelligent and motivated Selenite, had found a way to reactivate Revenger's devices and use them. After taking over his own people, he decided to conquer Earth as well. But fortune was against him — MeteorMan was already in space assisting the US government with satellite placement when Grlshl made his announcement to the world. Quickly flying to the Moon, MeteorMan entered Selenus stealthfully and surprised Grlshl before all his preparations were complete. It took only a few minutes for MeteorMan to defeat him, and Earth was once again safe from nuclear devastation.

1990: The First Human StarGuard

In 1990 the renegade StarGuard Mordace attacked an ARGENT installation near Berlin in an effort to steal some experimental weaponry that he wanted to use in his latest scheme to destroy the Star*Guard. Brin Rei Tarn responded, and a titanic battle was fought in the sky over Germany. After several minutes the two of them crashed to the ground in the middle of the Black Forest. No one witnessed their final confrontation, but somehow Mordace killed Tarn and then fled Earth with Tarn's Star-Staff.

Realizing that Earth needed closer oversight, CONTROL selected the first Human to be honored with an offer to join the Star*Guard: Andre Almena, a Spanish policeman and former soldier. Not entirely understanding what was involved but enthralled by the prospect of joining a "galactic police force," Almena accepted the offer. After several months of training on Odrugar he became the new StarGuard assigned to Sector Zeta-491738 and took up residence at the base Brin Rei Tarn built on Europa years previously.

Several years after Tarn's death, the Human woman Anna Mills, who'd been one of his Marshals (assistants/lieutenants) and romantic companion, wrote a book about their lives together called *Stand On Guard*. It quickly became an international bestseller and provided the public with more information about aliens and alien activity in the Galaxy (particularly near Earth) than it had ever had (including an extensive section explaining who the Odrugarans and the Star*Guard are). The book has become a classic of xenology and been the subject of numerous studies and debates. Although a frequent guest at conferences and on talk shows in the first few years after the book's publication, Mills has since gone into seclusion somewhere in upstate New York, refusing to talk to the press any further.

1994: The Third Gadroon Invasion

Like a bad penny, a decade after their second invasion attempt the Gadroon showed up on Earth again. Most experts believe this "attack" was in fact more in the nature of a scouting or reconnaissance mission (which is one reason some of them think that about the second invasion). This time a dozen Gadroon starships landed in northern Canada and attempted to establish a base of operations. Half a dozen Canadian heroes including Forceknight, Ravenspeaker, Justiciar, and Thundrax responded, defeating the Gadroon personnel on the ground so handily that the entire "invasion force" distracted the heroes with a feint, recovered the injured, and then fled the planet. The heroes, pleased with how well they'd worked together, formed the second incarnation of the Northern Guard team.

1996: GATEWAY

In light of the many alien invasion attempts and other menaces from space Earth had been subjected to in recent decades, Humanity decided it needed more space-based defense and observation facilities, and turned to UNTIL to provide them. The Tribunal began construction of a permanent space station, named GATEWAY, in 1996. After a decade the project was pronounced a success and UNTIL initiated plans to build three more stations (AVALON, ASGARD, and SKYGUARD) and a small fleet of "Earth defense vehicles." Construction on AVALON is slated to begin in mid-2011, with the others to follow one year after the previous one is completed. (Another permanent orbital facility, the United States Space Station, was launched in 2006, but its purpose is more scientific than military.) The "defense fleet" remains more controversial and has not yet received final approval (or funding) from the UN.

In 2000 UNTIL expanded further into space, establishing mankind's first permanently-manned lunar facility, Moonbase Serenity. For more on UNTIL's space facilities, see page 87.

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1999: The Coming of the Far-Strider

In 1999 Humanity had its second establishment of peaceful contact with an alien species. On March 9 of that year a golden-skinned, blue-eyed humanoid wearing little more than a "kilt" suddenly appeared out of thin air on the streets of Wichita, Kansas. He seemed weak and sick. Malfunctions in what turned out to be a translation device prevented easy communication at first and the man was taken into custody. Fortunately one of the deputy mayors was a science fiction fan and convinced the authorities to let the man try to fix his device.

After repairs were effected, the man gave his name as *Ta-!teru-kha,* which literally translated into English as "Far-Strider" (but more accurately meant "adventurer-explorer," a common type of character in the fiction of the man's civilization). He claimed to be from the world Vayathura whose star he called Pem. Human astronomers later determined this to be a star approximately 3,500 light-years from Earth.

Far-Strider explained that he possessed special powers of teleportation — he was, in Human terms, a superhero on Vayathura. His powers could work over vast intergalactic distances... sometimes. He could easily teleport anywhere on his own world or in its solar system. Beyond that things became trickier. Some places he could get to without much difficulty, some (such as Earth) he could reach with great strain and/or only at certain times, and others he simply couldn't get to at all. He described it by analogy as trying to get through a thicket-filled forest — some places the thicket was less dense and he could get through, in others it was simply impossible.

Far-Strider was soon put in contact with NASA. He explained that Vayathura's leaders were interested in knowing more about the universe around them — Vayathura is technically the planet-sized moon of a gas giant, and thus the Vayathurans had never even known there were such things as stars until they first made it into space. They asked Far-Strider to try to reach other planets that had intelligent life. Earth was the first one he'd found.

Kelvarite

Not all alien "visitors" to Earth are hostiles. Some are merely natural phenomena. The most prominent of these is *kelvarite,* a strange alien mineral of unknown origin. The first known sample of kelvarite crashed into western Kentucky in 1996. Several other pieces of kelvarite have been found since then, most notably a large chunk that landed in Africa in 2006 and was recovered by UNTIL.

For more on kelvarite, see CU 34 or page 297 of this book.

Far-Strider remained on Earth for two weeks, telling Humans about his people and learning much in return. With the help of the superheroine Electron he built a device that could "translate" Human and Vayathuran digital storage media into one another and returned home loaded down with disks of data.

Since then Far-Strider has come back to Earth four times, the last visit being in mid-2008. Each time he brings more information about his world (primarily historical data, texts on Vayathura's major languages, and culture products such as novels and music) and takes more back. As a result, "Vayathuran studies" have become fashionable at many universities and the entire field of xenoanthropology has received a tremendous boost. Scholars are eagerly looking forward to Far-Strider's next trip to Earth.

2001: The Malvan Gladiators

The new millennium saw the arrival of new aliens from quarters Humanity had not yet even heard of. In March, GATEWAY's sensors detected a small, out-of-control starcraft approaching earth. It crashed into Lake St. Clair near Millennium City, diverted there by the superheroes Defender and Sapphire to keep it from hitting the city proper. They feared that whoever was in the ship must have been killed by the impact — but they weren't counting on his durability. A superpowered individual named Drogen Lar emerged from the wreckage. He explained to the authorities that he was a Dorvalan (or in Human terms, a Perseid), but had come from an even more distant world called Malva, where he'd participated in superpowered gladiatorial battles for the amusement of the jaded Malvans. He soon went on to become the hero Ironclad, a member of the Champions.

Two months later GATEWAY detected a similar ship approaching Earth from the same direction — and it, too, wasn't entirely in the control of its pilot! It semi-crashed in a rural area of Nebraska, where people fearing an "alien invasion" smashed it to pieces while the pilot, a superpowered alien (and former Malvan gladiator) named Tren Tarrec Dazeur, was away looking for parts to repair it. Enraged by their foolishness, Dazeur became the supervillain Herculan (see CV3 155). After a half-decade career he was captured and incarcerated. While in prison he got some therapy to help him deal with a whole host of personal issues and emerged a new "man," one who's kept to the straight and narrow since his release in 2007. During his therapy sessions, Dazeur spoke at length about his background. He said he was a Fassai, a species similar to Humans in many ways that's part of an interstellar government called the Velarian Confederation located on the other side of the Galaxy from Earth (see page 28 for more information on the Fassai).

In September a third "refugee" from Malva arrived — this one an actual Malvan flying under his own power. The supervillain Firewing (see CV3 111), a former gladiatorial rival of Ironclad

and Herculan, followed them to Earth in search of new combat challenges among Humanity's plethora of superpowered combatants. And he hasn't been disappointed... though the destruction some of his fights have caused have made him a major menace despite the fact that he doesn't want to conquer the world or enslave all Humans.

2006: Valak the World-Ravager

One of the deadliest alien menaces ever to confront Humanity appeared in 2006. Over a decade before, a being of immense power calling himself Valak the World-Ravager appeared in the Milky Way Galaxy. He claimed to be from another galaxy, the one Humanity calls the Sextans dwarf galaxy, where he'd conquered or destroyed everyone who dared to stand against him. Looking for more battles and greater challenges he'd come to the Milky Way...

...where he found exactly what he wanted. He destroyed three minor alien civilizations — the Anthari, the Pelgonites, and the Ta'shar-n — before the Star*Guard got word of him. Mustering its forces the Guard attacked. The battle raged across five star systems before the combined power of nearly four dozen StarGuards trapped Valak and imprisoned him in the center of an asteroid.

Valak finally broke free in late 2005. Although his long captivity had weakened him, he began taking his revenge on the Star*Guard, traveling from outpost to base and killing everyone he found. CONTROL finally deduced what was occurring, and as Valak neared the Sol system in March 2006 it alerted StarGuard Andre Almena about the danger. StarGuard got the message while he was in New York visiting the Sentinels, who joined him in a journey out into space to confront Valak. The battle that followed started near Jupiter (where the heroes arrived just in time to save StarGuard's Marshals from being murdered by Valak) and gradually worked its way across the solar system to Earth and the streets of New York City, where members of the Justice Squadron and Nova, and some independent heroes, joined the fight. Finally they triumphed. An unconscious Valak was quickly placed in "hot sleep" in Stronghold, while his Cosmic Halberd and armor were loaned to the Goodman Institute to study.

Valak remained imprisoned until the 2009 Stronghold breakout. Freed by Menton's machinations, he flew to Chicago to recover his weaponry (killing five Institute employees in the process), then left Earth. Despite the best efforts of the Star*Guard, no one's seen or heard from him since. CONTROL fears that he's hiding somewhere, biding his time and allowing his power to slowly increase to its pre-imprisonment levels. Once he's ready he'll begin his campaign of conflict and destruction again... and this time even the Star*Guard might not be able to stop him.

(For more on Valak, see CV3 309-10.)

2008: Fourth Time's the Charm

Humanity's most persistent alien foe, the Gadroon, returned in 2008 — and finally succeeded, to a certain extent. This time they approached Earth by stealth. Taking advantage of information gained during their previous attack in northern Canada, and hoping to mine a vein of questionite their sensors detected, they landed in the same area and established a "beachhead" before anyone knew what had happened. By the time Canadian superheroes and the Steelhead Division arrived, the Gadroon were too well dug-in, and too protected by their powerful gravitic weaponry, to be easily dislodged. Since then it's settled down to a war of attrition, but so far the Gadroon have held out and are resisting all efforts to remove them from Earth. Even worse, some authorities fear they're using the same "stealth" tactics to infiltrate major Human cities in disguise and look for weaknesses and targets.

2009: The Second Qularr Invasion

Another old alien foe — the Qularr — returned with a vengeance in September 2009. Some Qularr technology from the 1965 invasion, including several signal beacons, were at that time stored in Homestead so Defender could study them. Someone snuck into Homestead, using highly sophisticated technology to bypass all of its security systems, and quickly repaired and triggered one of the beacons.

The Champions shut the device off as soon as they realized what had happened, but the damage had been done. Two weeks later, in early September, a massive Qularr invasion force appeared in the skies above Earth, attacking dozens of major cities. Humanity battled the insecto-crustaceoid aliens for nearly two weeks, with most attacks being led by superheroes (and also some villains who decided to fight the invaders). Fortunately, this time the Qularr relied more on "conventional" troops and weapons than on gigantic monsters, though they did unleash a few of their "bio-weapons" (including packs of what Human observers described as "wolf-lobsters").

The turning point in the war came when the Champions, with the aid of numerous independent superheroes, used a "cannon" to fire Ironclad at the enormous Qularr "mother ship" hovering over Millennium City. The impact, and Ironclad's subsequent rampage through the vessel, caused it to crash into Lake St. Clair. With their leaders killed or captured, the Qularr were soon driven out of the solar system. However, hidden pockets of Qularr soldiers and/or Qularr technology undoubtedly remain in various parts of the world — and some not-so-hidden, most prominently on Monster Island.

1

2009: The Fall of the Star*Guard

Even worse news than the Qularr attack reached Earth in late 2009 courtesy of StarGuard Andre Almena. A few weeks earlier, the renegade StarGuard Mordace, the organization's greatest enemy for years, assembled a massive army of space mercenaries and attacked Odrugar in force. Hundreds of Guards responded and battle raged across the planet. In the end Mordace's army was defeated and he was driven away into hiding, but it was unquestionably a Pyrrhic victory. First, dozens of StarGuards — a little over ten percent of their number — were killed in the fighting. Second, and far worse, Mordace's final, desperate attack damaged the crystal quantum matrix that holds CONTROL's memory circuits. The damage can be repaired/regenerated in time, but for the near future this leaves the Guard in a seriously weakened condition, without its ultimate leader and the "telepathic link" that allowed them to work so well together. Temporary changes have been instituted to allow the Guard to continue its mission (see Chapter Ten for details), but most StarGuards hope CONTROL — and the Guard — will be back to their old selves as soon as possible.

The Exoplanetary Society

The most prominent civilian organization devoted to studying aliens and alien affairs in the United States is *the Exoplanetary Society,* founded in the mid-Seventies in the wake of the first Mandaarian visit. Its members range from people who are simply interested in aliens, to those who are sincerely concerned about alien threats to Humanity, to outright xenophobes hostile to all non-Human life, with a smattering of members who claim to have been abducted by aliens at some point.

The Society's main functions are eduction and lobbying (to keep Americans informed about the nature of alien life and the threats it may pose), the study of aliens and alien civilizations, and monitoring possible alien activity on Earth (which it refers to as "Project Blue Book" in imitation of the US government's own program of that name).

The Society's leader since 1997 is Sean Clemens, who got involved with the Society after his son claimed to have been an alien abductee. He's based in Boston at Society headquarters. The Society has "field offices" in various major US cities (including Washington, DC, Millennium City, and San Francisco). It also maintains The Exoplanetary Institute, a think tank and "school," in Chicago.

For more information on the Exoplanetary Society, see *Cops, Crews, And Cabals,* pages 40-46.

Humanity and Aliens: The Current State of Affairs

As of early 2011, the state of Human-alien affairs can be summarized with several broad statements.

First, Humanity is aware that numerous sentient alien species live in the Milky Way Galaxy, and beyond. (See Chapter Two for more information.) It's also aware that there are undoubtedly many other species it knows nothing about yet... and that some of them are likely to be hostile or potential threats.

Second, no nation or other group on Earth has established formal diplomatic relations with any alien civilization.

Third, no nation or other group on Earth has established formal economic relations or regular trading with any alien civilization.

Fourth, Humans continue to debate these subjects. Some people want to join the galactic community and argue that Humanity should use super-technology to develop faster-than-light travel and interstellar communications on a regular, reliable basis as soon as possible. Others are concerned that Humanity's not ready for that yet (or are even outright xenophobic), or fear that if more aliens become aware of Earth it will just suffer more and more invasion attempts. They say Humanity should maintain as quiet a profile as possible until its general level of technology and social sophistication have improved. (Some proponents of this position also argue that Humans should avoid formal relations of any sort with aliens until Humanity is united under one government, to prevent all sorts of political and economic problems on Earth.)

Currently various governments' approach to "alien issues," and their access to alien technology and resources, vary.

The United States

As the focus (to one degree or another) of most alien invasions and home to most of Earth's most prominent superheroes, the United States has had more contact with aliens than any other nation, and as a result possesses more resources pertaining to aliens. Its response to alien-related events is coordinated by the *Alien Affairs Bureau* of the National Aeronautics and Space Administration (NASA). Established in 1995 in the wake of the third Gadroon invasion, the AAB collects and studies all available information about alien life, monitors known aliens in the United States (and abroad), and works with other agencies to prepare contingency plans for possible events. Most prominently it has joined forces with the State Department to draft protocols for Human-alien diplomatic relations in case that ever becomes possible, and it liaises with the US military to plan to defend America against further alien attacks or infiltrators.

AREA 53

Despite the US government's secrecy about the facility, many people have heard of Area 51, a part of Nellis Air Force Range in Nevada where military aircraft are developed and tested (sometimes allegedly involving alien technology). Far fewer have heard about Area *52,* an even more secret military facility in Utah where the military supposedly keeps alien remains and artifacts.

But the truth — known to very, very few people, even in the Superhuman World — is that Area 52 is a decoy. It exists, but it's mostly a "front" designed to lure anyone who searches beyond the "Area 51 legend" away from America's real hiding place for alien resources. That place is *Area 53,* built into a small mountain range next to Nellis AFR so that activities at the Range cover the comings and goings of 53's personnel. Those few members of the US government and intelligence communities who know about Area 53 usually refer to it simply as "the Tunnel" (because the core of the facility is a long tunnel burrowed through solid rock) or "the Vault."

The contents of Area 53 include:

- copies or originals of all data, reports, and other materials received from alien species or generated by the US government concerning alien species, or which reference events in the galactic community (where Area 53 does not have the originals, they are almost always kept at AAB headquarters in Miami, Florida)
- tripod parts, ship parts, and corpses/biological samples from the Sirians (from the 1938 and 1967 invasions), and weapons and other parts of the Sirian base on Mars (from the 1967 invasion)
- weapons, ship parts, two nearly-intact small vessels, corpses/biological samples, and two living prisoners from the various Gadroon invasions
- weapons, ship parts, several nearly-intact small vessels, one nearly-intact large vessel, corpses/biological samples, and nearly two dozen living prisoners from the Qularr (most from the 2009 invasion, but some dating back to the 1965 invasion; the large vessel is kept in Hangar 81, the biggest single room in Area 53)
- the wreckage of the small Malvan ships that Ironclad and Herculan came to Earth in
- miscellaneous small stone artifacts brought back from Selenus by the Fabulous Five and MeteorMan
- several small Mandaarian artifacts given to the President by various Mandaarian visitors (reproductions of which can be seen in the Smithsonian and various other world museums, and even purchased by civilians)
- several pieces of kelvarite

However, possessing something doesn't confer the ability to understand it, or to use it. The US has spent tens of billions of dollars over the decades studying the alien technology, corpses, prisoners, and ships kept at Area 53 but has made little progress for its money. So far Sirian technology has been most susceptible to analysis and seems the most similar to Human technology; advances from studying it have been incorporated in the US Space Station, the Ares I station on Mars, and various other high-tech projects.

Qularr technology, often being at least partly organic/biological, tends to be difficult for Human scientists to study effectively. Even worse, its organic components often "wither" or become dormant over time, inhibiting Humans' ability to figure out what they do (did).

Gadroon technology is highly advanced compared to Human technology and seems to work on principles of physics that Humans have never even heard of — according to standard Human science, and even super-science, the Gadroon ability to manipulate and harness gravity simply shouldn't be possible. Analyzing it to discover how it works, and a few fumbling attempts to operate it, have been almost entirely unsuccessful.

The same problem exists with Malvan technology... but it's multiplied by many orders of magnitude. Malvan technology is the most advanced in the Milky Way Galaxy, possibly in the Universe, and Humans trying to figure out how it works are like Neanderthals trying to reverse engineer a supercollider. Malvan devices are usually user-friendly enough that someone who's familiar with the Malvan language can figure out how to use them (witness Ironclad and Herculan both escaping from Malva in ships they weren't familiar with), but neither of the Malvan ships the US possesses are intact enough to function.

Project Blue Book

Founded in 1952 as a United States Air Force project, and converted into a joint USAF-AAB program in 1996, Project Blue Book is the United States's effort to collect, analyze, and if possible verify reports about unidentified flying objects (UFOs), and where necessary to make policy recommendations based on the data gathered. In light of the numerous alien invasions and related incidents the US has experienced over the past several decades, the American government wants as much warning as possible about any current or future "situations" that might impact national security. Blue Book personnel, most of them USAF officers, go out into the field to investigate UFO sightings, interview persons who've reported seeing UFOs or experiencing alien activity, collect samples of supposed alien technology, and so on. The vast majority of their reports conclude that the witness saw a natural phenomenon or a known technological object and misidentified it for some reason. But a tiny percentage are flagged "for further analysis" and passed on to other experts (sometimes even superheroes with relevant experience whom the Project calls in as consultants) to decide what response, if any, the government should make.

The United States Space Station

Since 2006, the United States has joined UNTIL in having a permanent manned presence orbiting Earth. Formally known as the United States Space Station, and informally referred to as "the Wheel" due to its shape, this facility has a permanent staff of twenty, with room for another twenty visiting personnel. Its commander is Col. Stuart Archer, a former NASA astronaut and US Air Force test pilot who holds Ph.Ds in astronomy and aeronautical engineering. A fair-minded (if sometimes stern) man of great intelligence, Col. Archer does yeoman's work keeping the sometimes-disparate personalities of the scientists under his command from clashing too much. The Station also has a superheroine — Victory (CU 184) — as one of its residents.

Unlike GATEWAY, whose primary purpose is to detect, and if possible protect Earth from, hostile aliens, the USSS is mainly designed for conducting scientific research. While many of the people stationed there are members of the military, they're in space to study the cosmos, not as a front line in any future alien conflicts.

Using the station's high-powered electronic telescopes, advanced computers, and sophisticated research and micro-manufacturing facilities, they study astronomical phenomena, explore how various substances and processes function in low or zero gravity, and so forth. While approximately half of their work is classified (and thus remains solely the property of the US government), the rest is available to the American public for a minimal fee.

The USSS consists of a large central "core" unit with four smaller "outer" units linked to it by straight walkways. Curved walkways connect each outer unit to the two flanking it, giving the entire station the appearance of a large silver wheel (hence its nickname). The core contains the station's power plant, quarters and facilities for the crew, and the largest telescope; the outer units and curved corridors contain laboratories, other telescopes, and the like. It uses artificial gravity generation. The gravity system, as well as several other devices on the station, was developed with the help of super-scientists (other superheroes assisted with the launch of the core unit).

ARES I

In May 2008, three American astronauts fulfilled one of humanity's century-long dreams by becoming the first Humans to set foot on another planet and establish residence there. With the help of several devices designed by American superheroes, these three pioneers established the *Ares I* station in the Utopia Planitia region of Mars. In the years since then, they've been joined by six other "areonauts" who now live on Mars semi-permanently. See Chapter Four for more information.

EUROPE

The European Space Agency has not been as active in recent years as NASA or the Chinese National Space Administration, but it hasn't been totally quiet either. It provided the US with some assistance in the building of the USSS, and as a result has been invited to send one or two visiting personnel to the station each year.

However, the ESA's ambitions don't stop there. It recently proposed an ESA-run ten year-long manned mission to study the planets of the solar system for signs of life, or the potential for life. As currently planned, this mission would focus primarily on Venus and the moons of Jupiter and Saturn, but would visit other planets briefly as well. The ESA would require the help of the United States (and perhaps other nations, such as India or China) to pull this off, but if it works it would be a major advancement for astronomy and astrobiology, as well as give the Administration's reputation a serious boost.

CHINA

With plenty of economic muscles to flex, China has begun to challenge the United States for dominance in the solar system, leading to what one observer has predicted will become "another space race" over the next few decades. The Chinese National Space Administration has announced a "bold space initiative" that includes the following projects:

- a visit to the Moon by 2018, and the establishment of a permanently-manned lunar base by 2025;
- creating a permanently-manned space station by 2020;
- numerous unmanned probes to explore the asteroid belt and the outer planets; and
- the creation and launching of a faster-than-light starship to visit Alpha Centauri (or possibly some other nearby star) by 2035.

Of course, it remains to be seen whether any of these plans will come to fruition, but the Chinese government seems to favor the program strongly and support it in full. Unlike NASA, which prefers to avoid relying on superhumans too much, China has shown no qualms about using its superhero team, the Tiger Squad, to assist with its space program. Tiger Squad gadgeteers have been enlisted to design systems and devices for space vehicles, while members who can survive in space will assist with the construction of the planned space station when the time comes.

UNTIL

The United Nations Tribunal on International Law — UNTIL — has been in space longer than any other Human entity or organization thanks to its desire to protect Earth from alien invasion. In 1996 it established GATEWAY, Humanity's first permanently-manned space facility, in geosynchronous orbit above the Pacific Ocean. It's built as a series of four modules (Alpha, Beta, Gamma, Delta) arranged in a columnar fashion and has a crew of 200 led by Commander Rodney Currie of Canada. GATEWAY has been so successful that the skeletal structure of a second station, AVALON, is now being built in orbit above Europe, with completion slated for sometime in the late 2012-early 2013 timeframe. Two more stations, ASGARD and SKYGUARD, are scheduled for construction over the next twenty years.

GATEWAY's primary purpose is to detect the presence of alien visitors to the solar system (particularly invaders) via UNTIL's Project Stargazer (see sidebar), but of course that only requires a small allocation of manpower. Most of the station's personnel spend most of their time conducting scientific research. All data they gather is public domain property, free to anyone on Earth who wants it.

In the event of another alien invasion, GATEWAY is well-equipped to defend itself. Its armament includes sixteen pulson cannons, eight disintegrator cannons, sixteen missile batteries, and a tractor beam generator. Station personnel can also use GATEWAY's sixteen USSTs (UNTIL Short-Range Space Transports), which are armed with a forward-mounted pulson cannon, to defend the station.

Staff (and the occasional visitor, such as important politicians) can get to GATEWAY in one of two ways. The best is to use UNTIL's spaceplane, the *Gimlé,* which has an unblemished safety record over several dozen launches. A quicker way is to use UNTIL's experimental ADIS teleportation system, which can transport a person instantly from several locations on Earth (including UNTIL World Headquarters in New York City, UNTIL's "Guardhouse" super-prison, UNTIL's undersea base NAUTILUS, and the UNTIL base in Geneva, Switzerland) to the space station. However, since it *is* an experimental system, it doesn't always function properly and poses some danger to the user, so it's reserved primarily for emergencies.

For more details on GATEWAY, see *UNTIL: Defenders Of Freedom,* pages 120-26.

UNTIL's Alien Resources

Like the US government, UNTIL maintains an extensive database of information on aliens, and collects alien technology and biological samples to study them and protect the world from any dangers they may cause. UNTIL's "collection," housed in a facility in western Kenya, is about half the size of America's. It consists primarily of ship parts, weapons, devices, and alien corpses from the Gadroon and Qularr invasions. (The Tribunal doesn't keep alien prisoners for study.) It has a smattering of items from other alien "incidents" as well, including several pieces of kelvarite.

Project Stargazer

UNTIL established Project Stargazer to monitor the heavens for signs of alien invasions and new alien civilizations, and to keep track of known aliens living on Earth (especially alien villains such as Firewing). Most alien heroes (such as Ironclad) are well-acquainted with the Project and its members, who are mainly scientists with a strong interest in xenology (the study of alien races).

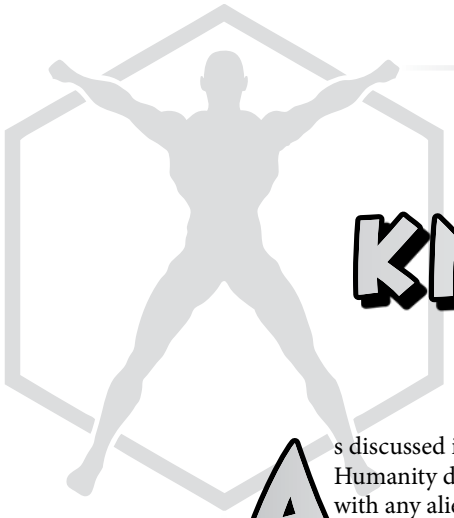
UNTIL agents assigned to Project Stargazer have the Skills KS: The Alien World (knowledge of aliens on Earth, and the alien species of the Milky Way to the extent humans know about them) and SS: Astronomy.

The leader of Project Stargazer is Major Jason Larke, is an American with Ph.Ds in astronomy and biology. Its emblem is a yellow crescent moon on a star-covered blue-black shield.

CHAPTER TWO

WHO'S OUT THERE?

ALIEN SPECIES OF KNOWN SPACE



2 KNOWN ALIENS

As discussed in Chapter One, as of 2011 Humanity doesn't have formal relations with any alien species/civilization, and could not be considered a member of the "galactic community" (since it lacks interstellar travel, among other things). But that's not to say Humanity knows nothing about the Milky Way's inhabitants and affairs.

Humanity's numerous hostile encounters with aliens over the decades have left many people cynical about the"galactic community," but a lot of that negativity has been defused by contact with the Mandaarians (and the Vayathurans). They seem to be proof that enlightened civilizations *can* exist, and that Humanity *can* aspire to become something more than it currently is. Pessimists point out that the Mandaarians are essentially like Margaret Mead visiting Samoa — scientists from an advanced civilization interacting with a lesser civilization just to study it, without offering any concrete benefits — but most people don't seem to mind.

The average man on the street (so to speak) knows that multiple species of aliens exist and that some of them have visited Earth; he might even be able to name one or two species or describe one of the visits from something he read or heard on the news. He also knows that several species have tried to invade or conquer Earth; chief among these are the Qularr and the Gadroon. If he takes the time to do a little research, he could quickly find the names and pictures of apporoximately a dozen alien species, as well as other pieces of information. If he joins the Exoplanetary Society or attends some of its lectures or classes, or finds some similar source of information, he could easily learn all that's publicly known about a wide variety of alien species and events.

Of course, many of the world's governments (primarily the US government) know much more than that. The United States has a large database containing every scrap of information it's gathered about aliens from their attempts to invade Earth, friendly superheroes' adventures in the cosmos, interrogation of alien supervillains, StarGuard, and similar sources. It also has a large "archive" of alien technology and biomaterial (see page 18). UNTIL has a similar collection, though it's only about half as extensive.

Superheroes and hero teams that often venture into outer space (such as the Sentinels and the Justice Squadron) also know a lot more about aliens than the general public... and sometimes even the government, since for various reasons heroes don't always reveal everything they learn to any one nation or even UNTIL. Each team's experiences (and thus database) differs, but teams that trust one another often share information when necessary.

The following sections describe the major alien species known to Humanity as of 2011 that aren't covered in later chapters of this book. For ease of reference, they cover each species with the thoroughness that superheroes might require (and that players may need to create PCs who belong to those species). Each subsection includes a "What Humanity Knows" section discussing what Humans in general, and their governments, know about each species.

ACKÁLIANS

One of the most aggressive species in the Galaxy, the Ackálians (uh-KALE-ee-uns) live on a planet antispinward and "north" of Earth, not too far from Malva.

WHAT HUMANITY KNOWS

Humanity is aware of the existence of the Ackálians largely due to information provided by Ironclad, Herculan, and a few other superhumans who've encountered them. The data is sketchy, but contains basic information about their society and biology (including sketches made by sketch artists based on Ironclad's descriptions).

ACKÁLIAN BIOLOGY

The Ackálians are large, powerful carnivores, the top predators in their native environment. Physically, an Ackálian looks like an ogreish monster from Human myth, with a burly humanoid body, two powerful legs ending in clawed feet, two strong arms (not clawed), a long tail, and a covering of sparse hair. They have particularly disturbing faces, with four all-black eyes set above a mouth full of teeth. Two small limbs flanking the mouth terminate in killing fangs. Female Ackálians average about 10 percent more mass than males (with proportionately greater strength), while males have greater agility.

Both genders prefer tight-fitting clothing; males often wear only pants during warm weather.

Ackálians live on meat alone, preferably still warm. They consider cooked food absolutely unpalatable, but can tolerate slightly rotted flesh. Other species find Ackálian cuisine dull because the Ackálians don't use spices or flavorings (just about any plant products give Ackálians terrible indigestion).

Ackálian females give birth to live offspring, usually one at a time. They do not nurse their young, however, feeding them pre-chewed meat and animal blood instead. Young Ackálians grow up slowly; they're not considered full adults until they reach nearly 30 Earth years. The combination of an all-meat diet and slow maturation means Ackál has a low population by Human standards — a population of two billion as of 2011 (actually a bit more than it can comfortably support).

Ackálians can have superpowers. Powers based on enhanced physiology or training — bricks, speedsters, martial artists, weaponmasters, and the like — predominate, while mystics are rare. The rate of superpower manifestation on Ackál is approximately 50% that of Earth, and the average superhuman is of roughly equal power to a Human with superpowers..

Ackál, the Ackálian Homeworld

The homeworld of the Ackálian species, Ackál is a planet 1.18 times the size of Earth with a surface gravity 10 percent greater than Earth's. Warmer and drier than Earth, it has large deserts and no icecaps. It has four moons (two large, two small).

Ackálian Society and Culture

Thanks to the greater size and strength of the female gender, the Ackálians have always had a matriarchal society. Women hold all positions of importance (including the heads of various states) and dictate how the state conducts governmental and social affairs. (Ackálian males living in Ackálian space may take a Social Complication, *Ackálian Male,* to reflect this; it's Very Frequently, Minor, and worth 15 points.)

Ackálian culture has long emphasized war, individual achievement, and the submission of the weak to the strong. No matter what the arena — military, political, social, creative — Ackálians constantly struggle with each other for advantage. They consider this fierce competition a good thing: the perpetual infighting improves the species, they say. At their best, Ackálians are fearless, confident, adventurous, clever, and meritocratic. At their worst they are brutal, combative, cruel, reckless, and overbearing.

This constant competitiveness makes it difficult for other species to interact with Ackálians — the Ackálians always try to achieve dominance, even in situations where it's not necessarily appropriate. Most species solve the problem by avoiding Ackálians as much as possible.

Ackálian Template

Cost	Abilities
3	+3 STR
2	+1 DEX
2	+2 CON
3	**Ackálian Bite:** HKA 1 point; No STR Bonus (-½)
3	**Ackálian Legs:** Running +3m
2	**Ackálian Eyes:** +1 with Sight Group PER Rolls

Total Cost Of Template Abilities: 15

For male Ackálians: reduce STR to +1, increase DEX to +2. Total cost: 15 points

For female Ackálians: increase STR to +5, remove DEX bonus. Total cost: 15 points

Value Complications

None

Total Value Of Template Complications: 0

Despite their reputation as violent brutes, the Ackálians definitely have a creative side. Ackálian art often displays a raw, primitive, stark quality, though it's also capable of surprising sophistication and depth. Most Ackálian music would be loud and discordant to Human ears, but some of it would have a certain appeal. On the other hand, the Ackálians have relatively little in the way of religion or mysticism, considering most such customs as impractical nonsense. What little religion they possess mostly takes the form of ancestor worship or following a leader who's considered divine.

In Ackálian society, science and engineering are just another arena of competition, and consequently technological progress is often rapid but uneven. Their most successful developments come from individual researchers or small teams; any large research project quickly becomes a welter of backbiting, bureaucratic empire-building, and credit-stealing. As of 2011, Ackálian technology is roughly on par with Human technology, though the Ackálians devote significantly more time and effort to developing new weapons and military technology than Humans do. The Ackálians have orbital facilities and have reached all four of their moons as well as two other planets in their home system.

AZ'ARC'A

A species native to the radiation belt surrounding a gas giant world in the galactic core, the Az'arc'a are energy beings... and proof that life can take some very strange forms indeed.

WHAT HUMANITY KNOWS

Humanity knows almost nothing about the Az'arc'a beyond the name and the fact that they're energy beings from a planet whose life forms are all energy rather than flesh. That information comes primarily from Ironclad and Herculan, who fought Az'arc'an "animals" in the Malvan arena and learned a little about the Az'arc'a from gladiatorial gossip.

AZ'ARC'A BIOLOGY

The Az'arc'a are energy beings; they do not have flesh. An Az'arc'a looks like a spherical or circular mass of pulsing rings and/or loops of plasma occupying a volume of up to 10 meters across. "He" (not even the Malvans know if the Az'arc'a have genders) communicates with other Az'arc'a by radio, light pulses, or inducing vibrations in metal structures to create sound. If an ordinary, flesh-and-bone, sentient wants to "speak" with an Az'arc'a, he needs a translator device or an object/structure the Az'arc'a can safely vibrate.

As energy beings, the Az'arc'a cannot live on most planets, but can move through normal space at velocities up to the speed of light, survive in environments that would kill physical lifeforms, and absorb and project energy to defend themselves. As such they can be considered "superpowered," though they do not seem to manifest additional powers.

The Az'arc'a reproduce by splitting apart. Each of the two new Az'arc'a retains all the memories and mental Skills of its parent, which means many of them have memories millennia old.

THE AZ'ARC'A HOMEWORLD

The Az'arc'a don't actually have a home "world" *per se;* entering a gravity well as strong as a planet's is harmful (if not fatal) to them. They evolved in the intense radiation belt surrounding a large gas giant in a system in the galactic core. They've never identified this world to other species nor allowed them to visit it. However, the radiation belt apparently supports a full energy ecosystem, since Az'arc'an "animals" are sometimes traded to the Malvans for use in the gladiatorial arena.

AZ'ARC'A SOCIETY AND CULTURE

As essentially immortal beings, the Az'arc'a have a highly-developed, and yet also oddly limited, society and culture. Their methods of communication allow large numbers of Az'arc'a to "talk" to one another simultaneously, resulting in a quasi-hive mind that led to a species-wide government relatively early in their history. (However, comments made by Az'arc'a indicate that occasional schisms and "splinter groups" arise within society and split off to form their own governing bodies on occasion, though most eventually rejoin the Az'arc'a "collective" in time.) Leaders apparently rule based primarily on logic, issuing logical instructions that are carried out in a logical manner by their underlings and society.

However, the Az'arc'a are not slaves to base reasoning; they're capable of emotion and creativity like most sentient species. Their art mainly consists of music, which utterly fascinates them. Most Az'arc'a attend "concerts" at least once a week (if not more often), and an acclaimed composer enjoys great prestige within society. Their literature is also highly developed, and they can make permanent sculptures out of a plasma-like energy.

The Az'arc'a have a profound knowledge of mathematics, physics, astrophysics, and cosmology. They also know more than a little about the history of the Milky Way thanks to their long lives (many Az'arc'a claim to have witnessed first-hand battles between the Malvans and the Elder Worm hundreds of thousands of years ago). Individuals trade physics data, astronomical information, or chronicles of galactic history for things that interest them: music (via radio), mathematical theorems, codes, detective stories, new prime numbers, and the like.

DENDRIANS

Inhabitants of a planet not too far from Earth (galactically speaking), the Dendrians are a peaceful people who strive to remain neutral in intergalactic affairs.

WHAT HUMANITY KNOWS

Humanity's information about Dendrians comes entirely from Brin Rei Tarn, the first Star-Guard assigned to protect the sector of space that includes Earth (some of it directly from him, the rest via Anna Mills's book *Stand On Guard* [see page 15]). During his interactions with various Earth superheroes and governments he was very forthcoming about his people (though of course he tended to provide a few facts about a wide variety of subjects rather than detailed information about any one subject).

DENDRIAN BIOLOGY

Dendrians are humanoids with the same average height/build and sexual dimorphism as Humans. Their skins are typically purple (ranging from a light violet shade to a dark purple-black depending on race). Their hair color is usually some shade of blue or black, but in some regions lighter shades (white and a sort of blue-white) occur.

Dendrian women give birth to live young after a ten-month gestation period. Dendrian children grow quickly, reaching sexual maturity after twelve Dendrian years (though social customs usually emphasize delaying marriage and sexual activity until at least 18 years of age, at which point most Dendrians have finished their schooling).

Dendrian senses are more acute than Humans', possibly because they evolved from a canine-like herbivore that relied on its senses to perceive predators in time to flee from them. Their eyes can perceive ultraviolet light, and their ears can hear ultrasonic sounds.

Based on the long romantic relationship between Brin Rei Tarn and Anna Mills, it seems that Dendrians and Humans are biologically compatible in many ways. It's unclear whether this extends as far as being able to, for example, transplant organs from a Dendrian to a Human (or vice-versa), but xenologists are intrigued by the prospects.

Dendrians are able to have superpowers, though superhumans are far rarer among them than among Humans. The average Dendrian superhuman is roughly as powerful as the average Human superhuman.

DENDRIS, THE DENDRIAN HOMEWORLD

The planet Dendris is the fourth of eight worlds orbiting the Sol-like star that Humans call 58 Eridani, which is about 44 light-years from Earth. It's slightly smaller than Earth, with 0.96 G gravity. Although it was heavily industrialized in the past, today it's mainly an agricultural world, with high-tech manufacturing facilities kept in specific zones of the planet so as not to disturb the tranquility of Dendrian life.

Dendris has two moons, Kotho and Hedril. Both host Dendrian colonies that are primarily devoted to mining and manufacturing. The Dendrians also have starbases near their system's two asteroid belts to mine the asteroids.

DENDRIAN SOCIETY AND CULTURE

The Dendrians are a peaceful people who try to remain neutral in galactic affairs. They have low-speed FTL ships (sufficient to trade with their nearer neighbors) and other correspondingly advanced technology, but they prefer not to get involved in disputes or wars. Several times in their history would-be galactic empire-builders have conquered Dendris, but the Dendrians have patiently and stubbornly waited them out until they fell from power and they could regain their independence.

This characteristic Dendrian attitude most likely results from the fact that Dendrians tend to live in large, extended families, making the ability to hold one's temper and a willingness to negotiate through problems valuable social skills. To the typical Dendrian mind, there's very little that's so important in life that it's worth fighting over. Dendrians who feel otherwise often end up emigrating to other worlds where they can allow their more adventurous personalities full scope.

The Dendrians have a unified world government called the Dendrian Congress, but most Dendrians prefer that the government get involved in their lives as little as possible. The Congress typically limits itself to authorizing and overseeing major projects to help the planet (such as supporting efforts to develop better technologies) and leaves other governmental matters to local councils.

Dendrian art and literature aren't highly thought of by other species (who tend to regard Dendrian creations as "bland" or "uninspiring"), but Dendrian singing is considered very enjoyable. Dendrian singers can produce sounds up into the ultrasonic, giving their vocal compositions far greater range and variety than Humans'. Dendrian cuisine, which is mostly vegetarian, also has its fans among other species.

DENDRIAN TEMPLATE

Cost	Ability
5	**Dendrian Eyes:** Ultraviolet Perception (Sight Group)
3	**Dendrian Ears:** Ultrasonic Perception (Hearing Group)
1	**Dendrian Enhanced Lifespan:** Life Support (Longevity: 200-year lifespan)

Total Cost Of Template Abilities: 9

Value Complications

None

Total Value Of Template Complications: 0

The Dendrians worship a god they call Tro. According to their theology, Tro created the universe and everything in it, and as his last and greatest creation formed the Dendrians from the reeds that grew on the banks of the sacred river Phormon. The Dendrians believe that Tro watches over them and wards them from the dangers the Universe holds... which is one reason why they survive conquerors and tyrants with little difficulty.

FASSAI TEMPLATE

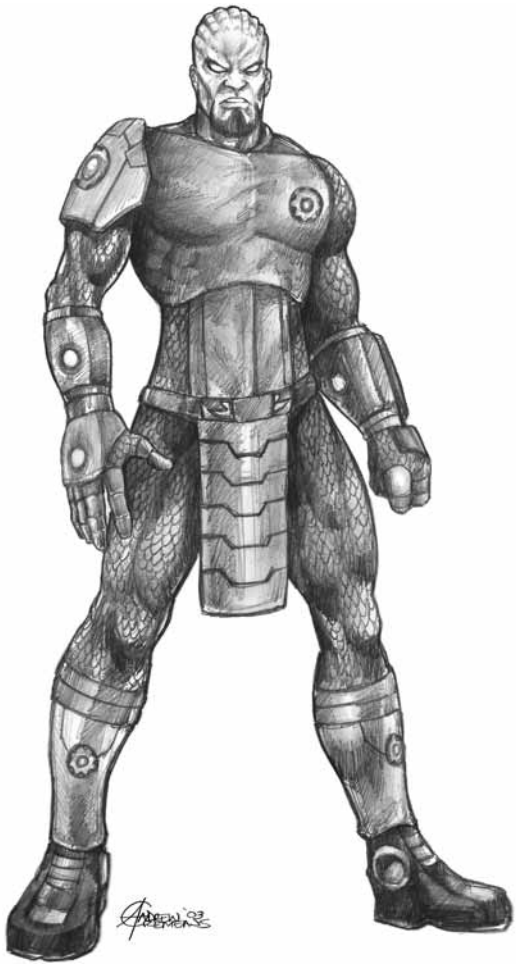
Cost	Ability
2	+2 STR
1	+1 PD

Total Cost Of Template Abilities: 3

Value Complications

None

Total Value Of Template Complications: 0



FASSAI

Members of a proud and ancient culture, the Fassai have fallen on hard times in recent centuries. While still powerful, they lack the influence and authority they once had in the Confederation, and seek to reclaim it.

WHAT HUMANITY KNOWS

Humanity knows relatively little about the Fassai. All of the information it has comes from Herculan... who even after his reform is understandably reluctant to reveal significant data about his people, particularly anything that could be used to conquer them.

FASSAI BIOLOGY

Humanoids with dark skin (usually a sort of dull brown, but in some races shading to more of a grey), the Fassai have heads with furrowed ridges and little (if any) hair. Over half the males are completely bald, and while females tend to have more hair than males, they still have very high foreheads, with the hair arranged more as a fringe around the sides of the head.

Fassai children are born after a five-month gestation period that leaves the mother virtually helpless. As a result, she must rely on the father, relatives, and/or friends to help her with basic necessities during this period. In the distant past, this led to the formation of large "family" groups that today provide the basis for the Fassai government and social structure.

Fassai can have superpowers. In fact, the only Fassai known to Humanity, the supervillain Herculan, has them. The rate of superpower development on Kadrigar is about 65% that of Earth, and the average superhuman is of roughly equal power to a Human with superpowers.

KADRIGAR, THE FASSAI HOMEWORLD

Kadrigar, the Fassai homeworld, is located on the opposite side of the Milky Way Galaxy from Earth. It's slightly larger than Earth, with 1.2 G standard gravity. Water covers about two-thirds of the planet, leaving a full third of it for land — four large continents and a plethora of large islands. Each of the Hundred Houses controls a particular region of the planet, so traveling Fassai take care to avoid the territories of rival Houses.

Accustomed to living with others, the Fassai prefer to cluster together in cities. Fassai megacities, clearly visible from space, dominate the planet — but large, mostly unsettled wilderness areas criss-crossed by roads separate them.

FASSAI SOCIETY AND CULTURE

Millennia ago, the Fassai created a society based on oligarchic leadership systems deriving from their extended families, or "Houses." Referred to as the Hundred Houses (though there are actually slightly more than 100 of them), these institutions are enormous extended families descended from an ancestor (as often mythic as not). Within each House, the leaders of important sub-families rule as the House Council;

each House Council sends a representative to its national governing council (as of 2011, the Fassai do not have a unified world government). Some Houses choose their leaders democratically, others by heredity, others by merit. The only constant is that each House considers its method superior to the others'.

The Fassai are part of an interstellar government called the Velarian Confederation. Herculan hasn't told Humanity much about this entity except that it's named after the species that founded it, and that it's a loose association based largely on trade. When Herculan left, the Confederation was wracked by an internal conflict that pitted most of the Fassai and another species against three other species, but he's provided no further details.

Fighting (of various kinds) between Houses occurs frequently. One House may clash with another over trading rights, farmland, or some other resource or privilege, and they settle the matter with arms (or whatever other method they deem appropriate). This custom isn't nearly as common among the Fassai as it was centuries ago — Houses resort to negotiation and other peaceful methods of resolving disputes just as often as they do fighting these days — but it's still an important part of Fassai sociopolitical life.

One reason the Fassai so often come to bloodshed is their elaborate code of honor. To the Fassai, a House's or person's honor is paramount; insults to him or it must be avenged, and all conduct must take honor into account. Fassai honor largely boils down to this principle: a Fassai must not settle for less than he deserves. While this has some beneficial effects — it prevents a Fassai from accepting pay for a job he didn't do, and makes gambling virtually non-existent among them — it also leads to a lot of conflict when two Fassai both feel they "deserve" the same thing, or when a person feels he's getting less respect or consideration than he's due. (Most Fassai take *Fassai Code Of Honor* as a 15-point Psychological Complication.)

Fassai technology is more advanced than Human technology. They have low-speed FTL starships, blaster weapons, powered armor for soldiers, jetpacks, and similar advanced devices.

IXENDAR

The Ixendar (or Ixendrians) are a highly advanced species who live spinward and slightly coreward of Earth, beyond Dorvala.

WHAT HUMANITY KNOWS

Humanity knows virtually nothing of the Ixendar, other than the fact that they possess technology significantly more advanced than Earth's. A few superheroes have encountered members of the species and reported about them to the US government and/or UNTIL.

IXENDAR TEMPLATE

Cost	Ability
2	+2 INT
2	**Ixendar Nose:** +2 with Normal Smell PER Rolls

Total Cost Of Template Abilities: 4

Value Complications

None

Total Value Of Template Complications: 0

IXENDAR BIOLOGY

The Ixendar are a mammalian humanoid species very similar to Humans in most ways. Their skin color ranges from a dusky ochre to a dull gold; most of them have dark-colored hair in various shades of black, grey, or brown. The average male stands 5'9" to 6'4" tall, the average female two inches shorter. Their noses and heavy browridges form a single facial structure that tends to make them look angry or stern to Humans, and which also gives them an advanced sense of smell and distinctively deep voices.

Ixendar women give birth to their children after an eight-month gestation period. A baby Ixendar is born with several of his skull features (including the nose/browridge) still "soft," and thus requires extremely close attention and care for the first three months of his life until they harden to boniness.

The Ixendar can have superpowers. The rate of superpower development on Ixendria is roughly equal to that of Earth, and the average superhuman is approximately 50% as powerful as a Human with superpowers.

IXENDRIA, THE IXENDAR HOMEWORLD

Ixendria is a terrestrial planet 1.02 times the size of Earth with 1.0 G gravity. It's a near-planetopolis; as of 2011, over 80% of the landmasses are covered with what's effectively one gigantic city, and the Ixendar have even begun constructing platforms out over parts of the oceans so they can keep expanding their city. In just a few centuries the entire planet will be covered with streets and buildings. The gigantic towers and glittering buildings of Ixendria are known throughout the galactic community as the epitome of urban quality and sophistication.

To prevent this massive urbanization from disrupting weather patterns or causing other environmental problems, the Ixendar use weather control satellites and elaborate planetological monitoring and control systems to prevent storms, unusual tidal phenomena, quakes, or the like from wreaking too much damage to the planetary infrastructure while still maintaining enough of a weather system to keep the planet functioning properly.

Ixendar Society and Culture

The Ixendar are as diverse in their customs as Humanity; characterizing them broadly is difficult. However, a few generalities apply.

First, the Ixendar tend to be very clean, and to prefer clean environments, to the point of fastidiousness. This is due to their highly-developed olfactory senses; strong, unpleasant odors bother them, and may even be considered an offense.

Second, social status and social pressures are very important to most Ixendar. The average Ixendar spends most of his life trying to ascend the social ladder (and/or prevent himself from sliding down it). Following social mores, be they simple fads or elaborate behavior protocols, is important to him. Thus the Ixendar have a well-deserved reputation for being law-abiding; breaking the law, even in trivial ways, would contravene social dicta for proper behavior.

The Ixendar possess very advanced technology, including fast FTL starships, energy beam weapons, and even some control of gravitics. Their laws strictly forbid giving or selling Ixendar technology to less advanced species; they believe each species should make its own breakthroughs they way they did.

Although they're not yet a fully post-scarcity society (the way the Malvans are), the Ixendar want for relatively little. Many of the unpleasant tasks on Ixendria are taken care of by robots or similar devices, leaving the average Ixendrian a lot of leisure time. As a result, the arts, sports, and many similar activities flourish. It's not at all uncommon for an Ixendar to have half a dozen "hobbies" that he can devote as much time to as a Human can devote to just one.

Jakkari

The Jakkari are an advanced alien species that lives on the other side of the galactic core from Earth, known to Humanity because the Sentinels helped them fight a war in 1972 (see page 12).

What Humanity Knows

Humanity's knowledge of the Jakkari comes entirely from the Sentinels, who got to know them well over the months of fighting and filed extensive reports with the US government after they returned from the Jakkari-MQro war. Aside from the members of the Sentinels at that time, no Human being has ever met a Jakkari.

Jakkari Biology

The Jakkari are a humanoid species descended from an animal somewhat similar to an Earth armadillo. The skin along their spine, shoulders, top and back of their wedge-shaped heads, and sometimes other places tends to be thick, leathery, and even somewhat scaly. Skin tones range from near-black to a light ochre.

Jakkari are 5'8" tall on average regardless of gender. While the genders are easily distinguished visually, the Jakkari display far less sexual dimorphism than most species. Baby Jakkari hatch from egg-like "sacs." An adult female can only produce one sac per year, but twin and triplet births are far more common among the Jakkari than among Humans.

The average Jakkari is slightly stronger and tougher than the average Human, but slightly less dexterous. He can see more clearly at night, but his sensitive eyes are easily blinded by bright lights and similar phenomena.

The Jakkari do not seem to be able to manifest superpowers... or at least, the Sentinels never encountered or heard of a superpowered Jakkari during their time on Tural Jakkar. A Jakkari could, however, be highly trained or use super-technology.

Tural Jakkar, The Jakkari Homeworld

Tural Jakkar, the Jakkari homeworld, is a small planet (roughly 75% the size of Earth) with 0.9 G gravity. It has six continents separated by four oceans that are smaller and shallower than those of Earth, as well as three large archipelagos and numerous smaller island groups. It has a normal range of arctic-to-tropical climatic zones, and has been described by the Sentinels as a pleasant, Earth-like planet. It has three moons, though two are so small and distant that they're often hard to see with the naked eye.

Most Jakkari don't like to live in large cities. The only urban area on the planet with a population above one million is the planetary capital, Vortaal; most cities have 100,000 to half a million residents. The planetary government has created an extensive network of well-maintained roads and railroad-like mass transit lines so that travel between cities is fast and efficient.

Jakkari Template

Cost	Ability
2	+2 STR
-2	-1 DEX
2	+2 PD
1	+1 ED
5	Nightvision

Total Cost Of Template Abilities: 8

Value Complications

10	**Vulnerability:** 1½ x Effect from light-based Sight Group Flashes (Common)

Total Value Of Template Complications: 10

Jakkari Society and Culture

The thing that struck the Sentinels most strongly about Jakkari society is its high degree of gender equality compared to Human society. Since Jakkari women are just as strong, tough, and tall as men, and lay "eggs" rather than carrying live young to term, the Jakkari never developed a culture that assigned different jobs or roles to women. Women are just as often soldiers, construction workers, or politicians as men (and have been in nearly every Jakkari culture throughout history), while men are just as often homemakers, nurses, or administrative assistants. The Sentinels reported that the Jakkari were somewhat baffled by the Human idea that different genders would gravitate toward certain careers or functions in society.

While Tural Jakkar is home to a wide variety of cultures, nearly ninety percent of them are linked by a common factor: religion. Thousands of years ago a religious reformer named Yogon syncretized a pantheon of four deities — a sun god and three moon goddesses — from a number of competing religions on one of the Jakkari continents. A series of military campaigns forced the local tribes and kingdoms to adopt this new religion, and in time it spread to the rest of the planet. There are literally thousands of minor variations and sects from region to region around the planet, but the central tenets of Yogonism remain the same in nearly all of them.

Thanks to this religious unity, the Jakkari developed a planetary government as soon as advances in communications and travel made it feasible. Church and state are technically separate, but the High Yogonic Priests wield so much influence in society that the government is a *de facto* theocracy. No one can be elected to the Jakkari Parliament, much less to the position of President, without the church's approval.

Until recent decades the Jakkari were not particularly militaristic, but the Jakkari-MQro War changed that. The conflict devastated much of the planet and caused the deaths of millions of people, and the Jakkari are determined never to let it happen again. While they're definitely not aggressive, since rebuilding their planet they've increased their defense and security infrastructure and procedures to such a degree that it's had a slight but measurable impact on their interstellar trade. But if that's the price of safety, the Jakkari seem more than willing to pay it.

Jakkari technology is more advanced than Human technology; they have medium-speed FTL starships, beam weapons, and other sophisticated devices. They participate in interstellar trade with nearby species who are at a similar level of development.

Kuzane

The Kuzane were the species encountered by Michael Renton and his four colleagues during the incident in which they became the Fabulous Five (see page 9). As far as Humanity knows, the entire remaining population of Kuzane were aboard Ajok's ship when it exploded, and the species is now extinct.

What Humanity Knows

What little Humanity knows about the Kuzane is summarized below. It all comes from statements Ajok made to the members of the Fabulous Five prior to his death in the explosion that made them superheroes, and thus contains significant gaps. It's not even clear if Ajok were telling the truth or deliberately exaggerating his species's abilities and accomplishments.

Kuzane Biology

As of the 1950s, the Kuzane species existed only as disembodied intellects, each in its own "sentience vessel." As such they were effectively immortal, though the destruction of a Kuzane's vessel without another container he could immediately transfer his intellect into (such as another vessel, or a pre-prepared humanoid body) would result in his death.

According to Ajok, in the distant past the Kuzane had humanoid bodies remarkably similar to Humans', with copper-colored skin. For some unexplained reason they abandoned their bodies to live as incorporeal beings of pure intellect. This made them nearly immortal, but for some reason they had decided to seek out humanoid forms they could transfer themselves into. Humans would have been nearly perfect for their plan, which is why the Fabulous Five elected to destroy the Kuzane vessel rather than risk letting it get to Earth.

The Kuzane Homeworld

Ajok didn't name the Kuzane homeworld to the Fabulous Five or describe its location. He spoke of it as a large terrestrial planet, "full of beauty of all types, and natural splendor, and all the arts of the hand lovingly crafted." Patty Renton later claimed that he has a "wistful" tone to his voice when saying this, implying that the world was somehow lost or destroyed, but it's questionable whether she (or any other Human) could accurately gauge such emotions in a newly-met alien.

Kuzane Society and Culture

According to Ajok, and based on what the Fabulous Five saw of his ship, Kuzane culture must have been highly advanced, with technology far better than Earth's (including fast FTL starships) and an extensive body of art and literature. Given some of Ajok's comments, Michael Renton surmises that the Kuzane were largely solitary and reproduced using artificial insemination and birthing machines of some sort.

2

MANDAARIANS

The Mandaarians, the most advanced and powerful galactic civilization known to Humanity after the Malvans and Odrugarans, control a small volume of space antispinward and "north" of Earth. Mandaarian scientists have visited Earth several times (see page 13).

WHAT HUMANITY KNOWS

Humanity's knowledge of the Mandaarians comes almost entirely from what visiting Mandaarians have told Humans about themselves and their society, supplemented by what little Humans could learn through direct observation of the visitors. There's no way to know if what the Mandaarians have told Humanity is the truth.

MANDAARIAN BIOLOGY

Mandaarians are humanoid, with a range of skin and hair tones almost identical to those found in Humans, but more unusual eye colors (typically golden or silver, with slit-pupils something like those of cats). They have Human-like ears, usually with a slight point at the top. Both genders normally wear their hair short and with little or no styling. The average Mandaarian is shorter and slighter than the average Human, but has comparable strength and durability.

A high proportion of Mandaarians are psionic. Based on observations of the Mandaarian visitors and statements they've made, Human xenologists estimate that as much as 75% of the Mandaarian population has mental abilities... often very powerful ones, by Human standards.

Besides their native psionic powers, Mandaarians can have superpowers (in fact, their technology may be advanced enough to easily induce them if desired). The rate of superpower development on Mandaar is roughly one-third that of Earth, and the average superhuman is approximately as powerful as a Human with superpowers (or even more powerful, if he also has psionics).

MANDAAR, THE MANDAARIAN HOMEWORLD

Mandaar is a terrestrial world with 1.1 G gravity. It has four large continents (including two prominent subcontinents) and deep, cool oceans. Compared to Earth it has much less arid land, allowing for more crop growth and an earlier (and rapider) development of civilization.

As of 2011, Mandaar is both highly-developed and an extremely pleasant place to live. Mandaarian technology is so advanced that the Mandaarians have devised ways to create habitable areas that complement rather than harm the environment, and can exploit asteroids and non-habitable planets for the natural resources they still need.

Compared to Human cities, Mandaarian cities seem quiet and subdued. Mandaarians typically communicate via telepathy, and their technology also allows messages to be "beamed" directly into a person's mind. Thus, the sounds, advertisements, and other displays so rampant in Human cities are missing or diminished on Mandaar (or, more accurately, take forms that Humans cannot perceive).

MANDAARIAN SOCIETY AND CULTURE

Based on the way Mandaarian society and culture have been described to Humans, they seem to be the epitome of what humanoids can expect to achieve. Peaceful yet vigorous and dynamic, powerful yet altruistic, motivated by curiosity and a love of learning rather than a desire to conquer or enslave, the Mandaarians have a civilization most other species can only envy.

Diverse and sophisticated, Mandaarian art, music, and literature are liked even by other species. Mandaarian visitors to Earth have brought numerous works as "gifts to Humanity," and Mandaarian music in particular has become extremely popular in some circles. Since Mandaarian technology allows most Mandaarians to support themselves without having to do much work, a high percentage of the populace creates art or participates in creative endeavors.

Besides their creative hobbies, many Mandaarians simply love to learn. A Mandaarian philosopher once opined that the defining characteristic of his species is curiosity, and there's certainly some truth to that claim. Many Mandaarians never truly stop "going to school"; they continue taking classes, or self-educating themselves, throughout their lives. Trivia games and other intellectual contests are major pasttimes on Mandaar.

The Mandaarians have a world government based on meritocratic principles. Every six Mandaarian years a panel called the Testing Board administers a comprehensive examination to all Mandaarians who are interested in becoming part of the government. The exam covers politics, sociology, economics, interstellar affairs, science and technology, demographics, and many other subjects. The 144 highest-scoring Mandaarians form the new Mandaarian Council and govern their people for the next six-year term. Proceedings are typically by majority vote, though some powers are delegated to specific persons chosen early in the term.

Although sometimes willing to make contact with pre-interstellar civilizations (as with Humans), the Mandaarians maintain a strict non-interference policy. They want to study and learn, not to influence. They neither hurt nor harm other species (unless there's no way to avoid doing so), and do not give away their technology or "uplift" less advanced sentients.

Mandaarian technology is among the most advanced in the Milky Way Galaxy. The Mandaarians possess very fast FTL ships, beam weapons, teleportation, energy manipulation, matter transmutation, and other devices that practically seem "magical" to Humans.

MON'DABI

The Mon'dabi are a reptilian species at a similar stage of cultural and technological development as Humans.

WHAT HUMANITY KNOWS

Humanity knows very little about the Mon'dabi — basically just brief descriptions provided by Ironclad and Herculan based on Mon'dabi gladiators they met. The possibility of sentient reptilian life intrigues many Human xenologists, though, and they hope to learn more about the Mon'dabi in the near future.

MON'DABI BIOLOGY

The Mon'dabi are large humanoids (with males averaging about 1.9 m tall) superficially resembling Earth reptiles. They have scaly skin, eyes more mammalian than reptilian, teeth strong and sharp enough for painful (though not deadly) bites, and long, heavy tails. They walk upright on unclawed feet. Despite their fearsome appearance, the Mon'dabi consume only leaves, young plants, fruit, and other vegetation.

Unlike Earth reptiles Mon'dabi bear live young. Mon'dabi sexual dimorphism is pronounced — males are considerably larger and stronger than females, and the customary family structure involves one male and several wives.

The Mon'dabi can have superpowers. The rate of superpower development on Mon'da is approximately half that of Earth, and the average superhuman is about 75% as powerful as a Human with superpowers.

MON'DA, THE MON'DABI HOMEWORLD

Mon'da is a pleasant and temperate world, slightly larger than Earth with 1.02 G gravity. The largest cities are clustered in the tropical and temperate zones, since Mon'dabi, though warm-blooded, dislike cold weather.

Unlike Earth, where the largest and most successful creatures are almost all mammals, on Mon'da reptilian animals rule — in fact, mammals never even evolved there, reptiles and insects fill their ecological niches. For example, the Mon'da hunting lizard (HSB 402-03) is renowned for its speed, ferocity, and willingness to attack humanoids.

MON'DABI SOCIETY AND CULTURE

The Mon'dabi evolved from reptilian creatures similar in many ways to the apes and monkeys of Earth. Their herbivorous diet led them naturally to agriculture and the beginnings of civilization, with greater social complexity becoming necessary as growing populations required more extensive farming projects. Mon'dabi cuisine essentially amounts to an endless variety of salads flavored with complex combinations of spices and herbs. They also brew many types of alcoholic beverages.

The Mon'dabi have a markedly sexist society. Both law and custom require females to defer to males in all matters, and some nations don't allow women to vote or hold office.

MON'DABI TEMPLATE

Cost	Ability
2	+2 CON
3	**Mon'dabi Bite:** HKA 1 point; No STR Bonus (-½)
1	**Mon'dabi Skin:** Resistant (+½) for 1 PD/1 ED
3	**Mon'dabi Senses:** +1 PER with all Sense Groups
5	**Tail:** Extra Limb (1), Inherent (+¼); Limited Manipulation (-¼)

Total Cost Of Template Abilities: 14

Mon'dabi Males: Add +2 STR. Total cost: +2 points.

Mon'dabi Females: For games taking place primarily in Mon'dabi space, add Social Complication: Mon'dabi Female (Very Frequently, Minor; 15 points) (if appropriate, the GM may allow the character to take this Complication at a reduced value for campaigns taking place outside Mon'dabi space).

Value Complications

None

Total Value Of Template Complications: 0

Territorial and possessive, the Mon'dabi consider land the most important form of wealth. A male who doesn't own any land at all is unlikely to attract even one wife. One who owns land (or any other thing of value) fights fiercely, even to the death, to protect it. The authorities impose severe penalties for theft and related offenses, up to and including maiming or execution.

The large surplus of single male Mon'dabi poses a problem for their society, and occasionally national governments engage in aggressive policies simply as a safety valve. However, the Mon'dabi are skilled negotiators and traders, especially when they can bluff or posture, and sometimes provoke a crisis simply to get the other side to the bargaining table.

Science among the Mon'dabi has been a matter of constant slow improvement rather than great revolutions. For most of their history mathematics has been a particularly important area of study; it isn't clear whether this reflects some innate ability or just a cultural tradition. Generally, Mon'dabi technology as of 2011 is roughly equivalent to Earth technology, though they excel in one field: spaceship design. The Mon'dabi seem to be especially adept at designing propulsion systems and are eager to explore space; they've already sent manned expeditions to several other planets in their solar system.

MQRO

The MQro are a hostile alien species who attacked the Jakkari in 1972 and were fought off with the help of the Star*Guard and the Sentinels.

WHAT HUMANITY KNOWS

Humanity's knowledge of the MQro comes entirely from the Sentinels, who fought them in 1972. Naturally, the Sentinels only learned certain facts (primarily ones relating to how the MQro wage war), so Humanity's information about the MQro is limited.

MQRO BIOLOGY

The biological nature of the MQro is something of a mystery. Observations of live MQro during the war revealed a three-legged, vaguely centauroid, blob-like creature that seemed to be as much energy as it was jelly-like flesh. A dead MQro quickly deliquesces, leaving no body for other species to study.

Neither the Jakkari nor the Sentinels have ever learned if the MQro have genders. All MQro tend to look basically alike to other species, who can distinguish them only based on the color patterns of their skin/flesh (which is usually some combination of blue, purple, and mauve).

It's unknown whether the MQro can have superpowers. No superpowered MQro were ever encountered by the Sentinels, nor did they hear any reports of super-MQro active elsewhere during the war.

THE MQRO HOMEWORLD

The location and nature of the MQro homeworld are unknown. The Jakkari believe they evolved on a dark world orbiting a lone star in the space between galaxies, or possibly that they come from some other dimension.

MQRO SOCIETY AND CULTURE

Based on the fact that they attacked the Jakkari without warning or provocation (at least as far as the Jakkari or the Sentinels can tell), the MQro would seem to be aggressive and militaristic. They conduct military operations with a precise, brutal efficiency, which may suggest a highly-developed, rigidly-governed society, or possibly a "hive mind" or a species psionic ability (though the MQro never attacked the Jakkari telepathically).

MQro technology is at least as advanced as Jakkari devices in most respects, and more advanced in some (for example, their average starship is slightly faster and more durable). Their technology is difficult for most species to understand; it has a sort of quasi-organic aspect that's not quite like anything else in the Milky Way.

ODRUGARANS

Founders and overseers of the amazing Star*Guard, the Odrugarans are among the most powerful — and in some ways most mysterious — alien species in the Milky Way.

WHAT HUMANITY KNOWS

Humanity's knowledge of the Odrugarans comes almost entirely from information provided by various StarGuards (primarily Brin Rei Tarn and Andre Almena), from superheroes who've worked with the Guard and met Odrugarans, and from Anna Mills's book *Stand On Guard* (see page 15). In some cases the details may have been distorted in the interest of making the Star*Guard seem more powerful or competent than it is, or may have been wittingly or unwittingly provided to Humans in a selective fashion.

ODRUGARAN BIOLOGY

Odrugarans are humanoids with ivory-colored skin and hair that's some shade of blue, purple, or red. (No Human has ever met an Odrugaran with different skin or hair color; either it's a species characteristic or they always present themselves that way to aliens.) They're tall — by Human measurements, typically between seven and eight feet — with arms and legs that are half again as long as they should be by Human proportions. Their ears are pointed, and their eyes large by Human standards.

As nearly immortal beings (even without the aid of ultra-technology to extend their natural lifespans further), the Odrugarans have a low birthrate and have never been a very numerous people. As of 2011 there are approximately one billion of them on Odrugar.

The Odrugarans can have superpowers, though they're rare: the rate of natural superpower development on Odrugar is roughly ten percent that of Earth (though the average superhuman is approximately twice as powerful as a Human with superpowers). However, Odrugaran technology can induce superpowers if necessary, and Odrugaran weapons and powered armor are easily enough to make a normal person the equal of a superhuman (witness the Star-Staff, for instance).

Odrugar, the Odrugaran Homeworld

Odrugar, located far to spinward from Earth, is a world very similar to Humanity's homeworld, though it's somewhat smaller and only has 0.8 G gravity. Where it differs is that the Odrugarans have used their super-science to almost seamlessly blend their cities and residences with the landscape. If viewed from an aircraft Odrugar would almost look like a wilderness world... but if you descend closer to ground level you discover that what looked like a forest actually shelters a small city. A nearby mountain might have been hollowed out to form a scientific complex or manufacturing center, but from the outside it looks like an ordinary mountain range. Only a few very important structures and monuments — such as the Hall of the Council, where the Council of Overseers meets and leads the Star*Guard — are allowed to stand out as obviously artificial.

Odrugaran Society and Culture

The Odrugarans have what is perhaps the oldest civilization in the Milky Way Galaxy; they were technologically and intellectually advanced when even the Malvans were still a relatively primitive people. But unlike the early Malvans, who rose to the heights they did through drive and ambition, the Odrugarans were essentially isolationist, content to keep to themselves and use their science solely for their own benefit.

That changed approximately one million years ago with the birth of Gloran, the hero who founded the Star*Guard (see Chapter Ten). The son of a philosopher, Gloran was a genius of unparalleled intellect who absorbed all the learning Odrugar could offer him, and then expanded upon it with his own studies and experiments. Made aware of the existence of evil by his father from an early age, he vowed to use his gifts to fight wrongdoing wherever it arose. So inspirational was Gloran that he led his fellow Odrugarans to follow his example — and with their help, he built the super-computer CONTROL onto which he imprinted his brain engrams before he died. The earliest Guardsmen were all Odrugarans, but the isolationist strain in Odrugaran thinking remained strong. As the years passed, more and more non-Odrugaran Guards were recruited, and the Odrugarans decided they could best employee their gifts and technology to oversee the Star*Guard and use it as the weapon for good that Gloran intended it to be.

Since that day, Odrugaran society has evolved to fulfill this new role. While not all Odrugarans are directly involved with Star*Guard affairs, they all help it with its mission in some way or to some degree. Freed from the need to support themselves by their ultra-technology, the Odrugarans can devote themselves to whatever hobbies or tasks most interest them. Their penchant for philosophy, discussion, learning, and even elaborate intellectual practical jokes is well-known to other species who frequently interact with them.

In the past Odrugar had a fairly rigid system of "castes" that governed how they related to one another and who did what tasks. CONTROL and the needs of the Star*Guard long ago did away with that antiquated system, though Odrugarans still note what caste they belong to as a point of pride. Good-humored jibes about a caste's inability to comprehend higher-order topology or to handle multi-linguistic puns are common in Odrugaran society.

CONTROL also in effect did away with the old Odrugaran religion (replacing it with devotion to the Star*Guard and its ideals of justice, righteous action, and truth) and political system. For nearly a million years CONTROL has been the nigh-unquestioned leader of the Odrugarans, its steady hand ensuring that they remain "on course" as a civilization. It remains to be seen what effect the extensive damage CONTROL suffered in Mordace's 2009 attack (see page 230), and the long time it will take CONTROL to return to full function, will have on Odrugaran society. The mere fact the attack came so close to succeeding has already shaken the Odrugaran belief system to the core and may have serious sociopolitical repercussions in the near future.

Technologically the Odrugarans are probably the most advanced species in the Galaxy after the Malvans. Their devices see to their every need, freeing them up to pursue lives of utter leisure or devotion to service, as they choose. Only the enormous size of Mordace's army, and the element of surprise, allowed his attack to come as close to succeeding as it did; otherwise there's no way he could have penetrated Odrugar's potent planetary defenses.

Odrugaran Template

Cost	Ability
5	+5 INT
5	+5 EGO
5	+5 PRE
4	**Odrugaran Lifespan:** Life Support (Longevity: 1,600 year lifespan)

Total Cost Of Template Abilities: 19

Value Complications

None

Total Value Of Template Complications: 0

2

PERSEIDS

Phi Cassiopeia is a bright, young star which inexplicably has a lifebearing planet circling it. Since the system contains several much younger worlds still forming, its native scientists believe their homeworld, the fourth planet, is a captured world — a suspicion supported by its relatively eccentric orbit. Dorvala would be just an astronomical curiosity except that it's home to an advanced species, the Dorvalans — better known to Humans as Perseids.

WHAT HUMANITY KNOWS

Humanity's source of information on the Perseids is the superhero Ironclad, who's a member of that species. He's been very forthcoming with Human scholars about Perseid civilization, art, history, and current affairs. However, out of respect for his people's safety he's refrained from discussing military or security matters. Among other omissions, he's said nothing about Dorvala being involved in an interstellar war with the Hzeel... because he doesn't know about it. When he left Dorvala the war hadn't started yet.

PERSEID BIOLOGY

Like Humans, Perseids arose from an ape-like species. The extreme seasons and intense radiation of their environment strongly affected their evolution: their bodies became resistant to all forms of energy and to extremes of temperature; their eyes can withstand bright light.

Relatively typical humanoids, Perseids are notable for their all-black skin which protects them from radiant energy, and for bony rows of knobs on the head and shoulders. As omnivores, they have a strong urge to store up fat during times of abundance (which today just means most Perseids struggle to keep from putting on too much weight). Based on studies of Ironclad's metabolism, some Human scientists surmise that Perseids and Humans may have a high degree of biological compatability, and perhaps even be able to eat each others' food.

The Perseid reproductive cycle relates to Dorvala's seasons. The lower light levels of late fall trigger the breeding period, so all children are born during the spring when the vegetation starts to bloom. Traditional festivals, important religious observances, and many private celebrations mark both occasions. Perseid culture and customs encourage the formation of large families.

The Perseids can have superpowers. The rate of superpower development on Dorvala is approximately 40% that of Earth, and the average superhuman is about 75% as powerful as a Human with superpowers.

DORVALA, THE PERSEID HOMEWORLD

Dorvala is a harsh world beset by seasonal extremes which have given rise to many unusual forms of energy-resistant life (about half of which engage in some form of hibernation to survive the winter). Although it's sufficiently tectonically

PERSEID TEMPLATE

Cost	Ability
5	+5 ED
1	**Perseid Physiology:** Resistant (+½) for 2 ED
6	**Perseid Physiology:** Life Support (Safe Environments: High Radiation, Intense Cold, Intense Heat)
5	**Perseid Eyes:** Sight Group Flash Defense (5 points)

Total Cost Of Template Abilities: 17

Value Complications

None

Total Value Of Template Complications: 0

stable to allow for the rise of sentient life, it suffers from a higher-than-usual rate of vulcanism and quakes, especially during the summer when it's closer to the gravitational pull of Phi Cassiopeia.

Over half of Dorvala's land is in one supercontinent, Tharangia. Varksos, the capital of the Perseid Empire, occupies the western tip of Tharangia. A large metropolis, it's a diverse and cosmopolitan city known in Perseid culture for its wealth, glamour, and non-stop pace of activity.

Perseid Society and Culture

The need to survive the harsh environment of Dorvala encouraged the Perseids to form powerful states to promote cooperation and prevent theft and raiding. Initially they joined together in tribes and clans, but these quickly evolved into city-states, then nation-states, and by the late 1800s (in Earth terms) a a unified world government.

The Perseids have strong traditions of duty, respect for authority, and altruism, though they manifest in ways Humans find odd. For instance, a Perseid treats his foes with implacable resistance, but his defeated enemies with mercy and consideration. Aging, crippled, or chronically ill Perseids usually commit *nathar,* a form of ritual suicide, rather than burden others or society. Perseids are devoted, loyal, disciplined, and principled — but also conformist, stubborn, and unquestioning.

The Perseids refer to their government as the Perseid Empire, since they've reached and colonized nearby star systems. However, they have not yet conquered any other sentient species... though that may soon change. For the past few years the Empire has been warring with the Hzeel, and unfortunately Earth may get swept up in the conflict. (See Chapter Six for more information.)

Perseid religion evolved in much the same way as its government — the varying belief systems that sprang up among the early inhabitants of Dorvala were slowly but surely pared down and eliminated until only one remained. Today, virtually all Perseids subscribe to this religion, a six-god polytheistic faith called Sal Garath Sal. The Main Temple of the faith, in Varksos, is considered one of the most beautiful and impressive buildings in the Galaxy.

The Perseids have a very rigid and stratified society. People expect individuals to follow the same careers as their parents, and Perseids usually regard the idea of social mobility as an unsettling attack on the social order. The Perseid social system definitely has its benefits: experience gets handed down from generation to generation, centuries of custom usually provide a ready solution to problems, and crime is very uncommon compared to Human society. But talent often goes unrecognized, and society adapts very slowly to new situations.

Perseid technology is more advanced than Human tech in most respects. The Perseids have low-speed FTL starships, beam weapons, and similar devices.

Sirians

The first alien species ever encountered by Humanity, the Sirians have not been seen in or near Human space for over forty years... and hopefully never will be.

What Humanity Knows

Humanity's knowledge of the Sirians derives from first-hand experience in two invasions, and is summarized below. Humanity (primarily, the US government) has obtained numerous examples of Sirian technology (mainly pieces of ships and ground vehicles, and some weapons) as well as Sirian corpses and biological samples for study. Based on data retrieved from Sirian computer storage media, Human scholars have learned to partially translate the Sirian language. (Player Characters may buy Sirian as a Language, but it costs 2 Character Points for Basic Conversation, which is the highest "level" they can buy absent super-translation powers or the like.)

Based on information conveyed by Ironclad, Humanity also knows that the Sirians foolishly attacked the Malvans during the Seventies, and were obliterated.

Sirian Biology

Humans have studied Sirian biology in detail by dissecting corpses and analyzing other biological samples. The Sirian species has two "races," a green-skinned "upper caste" and a grey-skinned "lower caste." Grey Caste Sirians are typically three to four feet tall, while Green Caste Sirians can range as high as five feet. There seems to be little (if any) size dimorphism, though females are visually distinguishable from males.

The Sirian head is somewhat wedge-shaped, with a broad forehead/upper head and a relatively pointed chin. Greens' heads bulge outward toward the back, a sign of their greater intelligence (and sometimes psionic powers; see below). Sirian eyes are large, almond- or oval-shaped, and totally black.

The main difference between Green and Grey Caste Sirians is that the Greens are significantly more intelligent, and may even possess psionic powers (typically telepathy and mental domination, but rare instances of psychokinetic ability have been observed by Human superheroes). The Grey Caste Sirians aren't stupid or mindless — they're capable of learning advanced science and performing sophisticated tasks — but they're mental midgets compared to the Greens. The Greens, who seem to comprise 15-20% of the Sirian population based on information available to Humans, lead the Sirian species.

The Sirians cannot have superpowers (or at least never demonstrated any during their two attacks on Earth), though the mental powers of certain Green Caste Sirians are effectively the same as superpowers. Additionally, Sirian technology is sufficiently advanced to compete with Earth heroes' super-tech gadgets.

The Sirian Homeworld

Except for the fact that it orbits one of the binary stars Humans refer to collectively as Sirius, relatively little is known about the Sirian homeworld. Given the Sirians' size and the fact that Sirius is a binary star, astronomers theorize that (a) Siria (the English translation of their name for their homeworld) is a much smaller, denser planet than Earth, and that (b) it's probably subject to strong tides and significant tectonic activity due to having two stars in such proximity. Despite their size, Sirian eyes seem to be adapted to conditions of intense light, and Sirians themselves seem to need relatively little sleep compared to Humans, which both tend to confirm the idea that they come from a world with a "binary sun."

According to Sirian prisoners captured by the Fabulous Five in 1967, Siria was quickly becoming uninhabitable due to environmental collapse caused largely by a series of industrial disasters. Thus, the Sirians had been searching for a new home, and Earth was an ideal target.

However, that problem may now be moot. If the Sirians did in fact attack Malva in the Seventies as Ironclad says they did, the odds are that Siria was so badly ravaged by Malvan counterattacks that it's even less likely to support life. At this point the Sirians may effectively be a nomadic species on the verge of extinction.

Sirian Society and Culture

Since Humans have only observed Sirians in wartime, and have had at best limited access to records describing Sirian civilization and history, relatively little is known about Sirian society as a whole. They seem to be a species of rigid distinctions, with Greens unquestioningly ruling Greys, and both Greens and Greys staying within their long-defined lineages and career paths. However, that description may apply more to the military than to Sirian society as a whole.

The Sirians seem to have a world government. References in computer files to the "Great Green" may indicate that a single Sirian leads the entire species, or may simply be the name applied to some sort of governing oligarchy.

Sirian literature seems rather sparse... or perhaps Sirian soldiers simply don't like to read much. Most of the stories and novels Humans have translated seem to be either myths and legends about an ancient glorious past, or propagandistic tales of noble Sirian heroes fighting to their dying breath for their family, nation, or species.

Vayathurans

Native to a moon-world about 3,500 light-years antispinward of Earth, the Vayathurans have only recently discovered that stars, other planets, and other species exist... but despite that they're the species best-known to Humans as of 2011.

What Humanity Knows

As discussed on page 16, Humans have learned a great deal about Vayathurans by interacting with the Vayathuran superhero Far-Strider and studying the materials he has brought to Earth. While it's possible that some or all of the information he's provided could be false, most experts who've studied it in detail believe it's honest and reasonably complete based upon internal consistencies and logical analysis.

Vayathuran Biology

Vayathurans are golden-skinned, with large eyes usually of bluish or greenish hue. They're humanoid and of the same average height and build as Humans. On their warm homeworld they tend to wear few clothes — loincloths or kilt-like garments for men, short tunic-like dresses for women — and in fact have no real societal taboo against nudity.

Vayathuran women give birth after just four months, but Vayathuran children remain infantile for nearly five years. A Vayathuran reaches adulthood (the age at which he/she can impregnate a woman/become pregnant) at age 20, at which point his family inducts him into society through a sort of "coming-out party."

The Vayathurans can have superpowers; mentalists and telekinetics tend to predominate within their superhuman population. The rate of superpower development on Vayathura is about 65% that of Earth, and the average superhuman is approximately as powerful as a Human with superpowers.

Vayathuran Template

Cost	Ability
3	**Vayathuran Eyes:** +2 PER versus Range Modifier for Sight Group

Total Cost Of Template Abilities: 3

Value Complications

None

Total Value Of Template Complications: 0

Options

Cost	Power
(10)	**Psychological Complication:** Hedonist (Common, Moderate)

Vayathura, the Vayathuran Homeworld

Vayathura is not actually a planet, but the planet-sized moon of a gas giant the Vayathurans call Mogar. Vayathura is "locked" so that it always remains between the F3V star Pem and Mogar, but still revolves so that it has a night and day. Actually, "night" is something of a misnomer in Human terms, since Mogar virtually fills the sky, and its pinkish-brown glow softly lights the world. It wasn't until they developed space travel in recent years that the Vayathurans could actually see the stars.

Between sunlight, Mogarlight, and tidal action, Vayathura is a warm and balmy world with a large tropical zone (but fearsome hurricanes). Similarly, the pull of Mogar has prevented the development of any large continents such as Asia on Earth; instead, Vayathura has a handful of small continents (none much larger than India) and numerous islands. The warm climate creates a long and fruitful growing season; the relative tectonic instability leads to lots of volcanic eruptions and earthquakes. The Vayathurans have developed an extensive and intricate geologic science as a result, making them skilled prospectors.

The Vayathurans have relatively few large cities; they seem to prefer urban areas no bigger than large towns.

Vayathuran Society and Culture

Vayathuran society is polygamous and polyandrous; a person can have as many wives (or husbands) as he or she wants, can attract, and can support. Vayathuran families tend to be large, extended affairs with half a dozen or more children all regarded as the son/daughter of every adult in the group. Many families are self-sustaining economic units, running their own businesses and supplying jobs for all the adults (and the children, too, when they're old enough). In most cities, families with related business interests form *bisary,* institutions with connotations of both "clan" and "guild." The bisary (singular bisar) wield an enormous amount of economic and social influence; throughout Vayathuran history, wars have resulted more from economic competition or disputes blown out of proportion than political disagreements.

Compared to Humans, Vayathurans may seem hedonistic, and perhaps given to irresponsibility. While it's true that the Vayathurans enjoy their hobbies and pleasures, and often go to great lengths to seek out new and stimulating "experiences," they're just as capable of serious and upright behavior as any other species. They simply don't consider life a somber thing, and see no reason not to enjoy themselves.

Vayathuran technology is roughly equal to Human technology in some respects, slightly behind it in others. For example, Vayathuran aerospace technology isn't as good as the Human equivalent.

COSMIC ENTITIES

2

Space contains more than just strange new worlds and unusual alien civilizations. Although Humanity in general remains unaware of them, on several occasions Earth's superhumans have encountered (or heard of) *cosmic entities* whose vast power dwarfs that of even Dr. Destroyer, Mechanon, or Valak the World-Ravager. Very little is known about most of these beings, even by superheroes. Some are so "conceptual" or fundamental in nature that "anthropomorphizing" them into something the Human mind can comprehend may not even be an accurate way of thinking about them.

CHRONO

The cosmic entity Chrono controls/is responsible for the orderly flow of Time and existence of Space. He ensures that one second keeps ticking after another, that galaxies and universes continue their cosmic pirouettes, and that the dimensions of the Multiverse remain in their proper place. In short, he's the one who makes sure that all moments in time do not occur simultaneously (or in incorrect order) and that all places and objects do not occupy the same space at once.

Chrono has complete control over time — he can travel through it, reverse it, speed it up, and otherwise alter it as necessary to fulfill his duties. It's thought that he keeps a close eye on time travelers and covertly steps in to stop them if their activities become too dangerous. Some scholars speculate that the twenty-first century superhero Captain Chronos was (is? will be?) an avatar or servant of his.

Chrono rarely interacts with other beings (cosmic or otherwise). When his work would require that, he usually sends a proxy: his servant (child? ally? alternate form? projection?) Entropus, sometimes referred to as "the Time Elemental." As long as Chrono/Entropus is allowed to do his job properly, not even superheroes are likely to become aware of his existence. But if something goes wrong — for example, if another cosmic entity or a crazed supervillain (say, Professor Paradigm...) attacks him, or he gets "sick" — all of Reality is in danger. Earth's superheroes are aware of two such instances. The first was the so-called "Secret Crisis" of 1985, a war across space and time involving almost all of the heroes that had ever existed (or ever would exist). A mysterious supervillain named Korrex, who may or may not have been Human, somehow attacked and defeated/captured Entropus, throwing the timeline into chaos. Only the bravery and personal sacrifices of literally millions of superheroes were enough to stop Korrex, free Entropus, and put Reality to rights. The second was the so-called "Reality Storm" of 2004, when Dr. Destroyer and a similar villain from another dimension teamed up to launch a scheme that temporarily "shackled" Entropus and nearly caused their respective home realities to collide, which could have led to a distortion that would have "unravelled" the Multiverse. The Champions and their counterparts from the other dimension were able to find and free Entropus, who put things back to the way they should be and then teleported everyone home.

THE CORELORDS

Astronomers claim that a massive black hole rests at the heart of every galaxy. Some superheroes believe otherwise. They claim that at the very center of some of the most important galaxies in the Universe — including the Milky Way — there sits a being of power so vast that even gods and Galaxars bow before him. Known as Corelords, these enigmatic entities each seem to have some sort of responsibility to control, monitor, and/or observe their respective galaxies, but to what end no one knows (and they themselves will not say). At times they take a hand in events of cosmic importance, but they rarely leave their galactic core realms.

According to the few heroes who've encountered one, a Corelord appears to anyone who views it as a member of his own species, thousands of feet tall, made out of energy and light. Even if two or more people see a Corelord at once, each sees him as a member of his own species. Their garb and accouterments vary; some seem to wear nothing, while others have on robes, armor, or the like, and some hold weapons, staffs, scepters, orbs, or similar objects in their hands. These accouterments likewise tend to vary based on who's viewing the Corelord.

While several Human superheroes claim to have seen the Milky Way's Corelord, only one — the first Amazing Man, leader of the Fabulous Five — can actually claim to have "met" him. During an adventure that involved a mysterious attack on the "time elemental" Entropus (see above) which threatened to unravel the entire Milky Way, the Corelord touched Amazing Man's mind to give him the insight and power necessary to fend off the attack and save the Galaxy. Based on that "team-up," Amazing Man says that the Milky Way Corelord's name can best be expressed in English as "Laktarian." He appears to Human eyes as an aged, wise sage with a long, flowing beard, wears gold and silver robes, and carries a staff from whose tip a lantern as large and bright as a sun hangs by a silver chain. He views himself as a mostly passive protector of his home galaxy. He prefers to simply observe most events, even ones like the Malva-Elder Worm war which are devastating to much of the Milky Way, but will get involved if something threatens the galaxy's very existence. He's far less concerned with the beings who live in the Milky Way Galaxy than he is with the overall integrity of the galaxy itself.

THE GALAXARS

The cosmic entities that Human superheroes have most frequently encountered are the *Galaxars.* They are a group of humanoid beings who possess vast cosmic power that they tend to use in strange, idiosyncratic ways.

No one (except, presumably, the Galaxars themselves, and perhaps other beings more powerful still) knows what relation the Galaxars bear to one another. Each is a distinct individual with his own powerful personality and notable quirks. They don't seem to have come from the same species (though there's no way to know for sure), and don't necessarily even get along with one another very well. Some theories that have been proposed for their origin include:

- each of them is the recipient of the "gestalt energy" of entire extinct species, and somehow embodies one of the key aspects or traits of that species
- they are the surviving members of a starship crew from an ultra-advanced pre-Big Bang civilization that somehow survived the Collapse/Bang and emerged from the experience with vast cosmic power
- they are from the first group of species to evolve in the Milky Way over ten billion years ago; each of them is, in effect, a "mutant" member of his own species powerful enough to survive for billions of years
- they are living "manifestations" of philosophical concepts, innate sentient tendencies, and the like

The three Galaxars that Human superheroes have most often interacted with are the Examiner, the Lawbringer, and the Warmonger.

THE EXAMINER

Personality/Motivation: The Examiner primarily uses his power for one purpose: to test people, usually people of great power or will (such as superheroes). He's fascinated by how beings of various sorts react to challenges, be those challenges physical, emotional, or spiritual. Sometimes he tells his victims what he's doing (and make no mistake — all too often, "victims" is exactly what they are, for he's quite pitiless once he sets a challenge in motion). But just as often he starts a challenge and then observes, revealing his role in the situation only after the victim has triumphed or failed. He applauds, and sometimes rewards, those who meet their challenges with determination and strength; he scorns those who reveal "the flaws within" by crumbling in the face of his tests.

Quote: "Surely heroes such as yourselves can't resist a *challenge*... if the cause is just."

Powers/Tactics: Like his fellow Galaxars, the Examiner possesses tremendous cosmic power. He can cross the Galaxy in the blink of an eye, withstand just about any attack, project nigh-irresistible bolts of force, transform people and objects into other things at will, and perceive just about anything. He has so much sheer power that he doesn't need tactics; if attacked, he simply stands there, shrugs off the assault, and counters with an attack his attacker cannot withstand.

Campaign Use: Like all the Galaxars, the Examiner is a walking, talking plot device. If he takes it into his head to "challenge" the PCs, he can confront them with anything the GM has in mind. He could, for example, force them to fight their evil duplicates, transport them to an "arenaworld" to compete with other heroes to determine who's the best, destroy their personal lives and see how they react to the emotional assault of one tragedy after another, or drop them in the middle of an intergalactic war. The possibilities are as limitless as your imagination.

The Examiner doesn't Hunt heroes; that would be beneath him. However, a hero who confronts his "challenge" in a particularly entertaining or fascinating way may find himself "tested" by the Examiner more than once.

To make the Examiner more powerful, increase the size of his Variable Power Pool. To weaken him, decrease it and/or some of his Characteristics.

Appearance: The Examiner can change his appearance and shape at will. He usually takes a humanoid form about two meters tall, with a thin body and a slightly elongated, severe-looking face; his skin is a purple-blue. He wears wide-sleeved, wide-shouldered black robes with a wide white stripe down the center of the front and back.

THE COSMIC GEMS

When Humans think of cosmic entities, they often include beings who wield the fabled *Cosmic Gems.*

Long ago, perhaps even before the Multiverse existed, the Cosmic Gems came into existence. Some say there are three Gems, some say 15, some other numbers in between. No one — not the Malvans, not the Elder Worm, not even CONTROL and the Overseers of Odrugar — knows the true origin and nature of the Cosmic Gems. Possibly certain cosmic beings like the Galaxars know, but any who do have kept the secret from Humanity.

2

What Humanity (and many other sentient species) does know is that a Cosmic Gem confers vast powers on the person who possesses it. (Whether the Gems are intelligent and choose their possessors is a matter of speculation, as is just how much of a Gem's power a possessor can unlock.) Beings eager for power have sought one or another of the Gems for centuries, but few who actively seek them succeed in their quest.

The only person known to Humanity to possess a Cosmic Gem is the supervillainess Galaxia (see CV3). Given her power and destructiveness, perhaps it's for the best that no Human has ever met anyone else who wields one.

See page 293 for more information.

THE EXAMINER

Val	Char	Cost	Roll	Notes
40	**STR**	30	17-	Lift 6,400 kg; 8d6 HTH damage [4]
30	**DEX**	40	15-	
40	**CON**	30	17-	
40	**INT**	30	17-	PER Roll 17-
30	**EGO**	20	15-	
100	**PRE**	90	29-	PRE Attack: 20d6
10	**OCV**	35		
10	**DCV**	35		
10	**OMCV**	21		
10	**DMCV**	21		
8	**SPD**	60		*Phases:* 2, 3, 5, 6, 8, 9, 11, 12
40	**PD**	38		*Total:* 40 PD (40 rPD)
40	**ED**	38		*Total:* 40 ED (40 rED)
20	**REC**	16		
80	**END**	12		
30	**BODY**	20		
70	**STUN**	25		**Total Characteristics Cost: 561**

Movement: Running: 12m
Flight: 160m
Teleportation: 40m
MegaTeleportation: 4 million light-years
FTL Travel: 250 LY per second

Cost	Powers	END
1,250	**The Examiner's Cosmic Powers:** Variable Power Pool, 500 Pool + 500 Control Cost; Cosmic (+2)	var
40	**Galaxar Form:** Hardened (x2; +½) for 40 PD/40 ED	0
40	**Galaxar Form:** Impenetrable (x2; +½) for 40 PD/40 ED	0
80	**Galaxar Form:** Resistant (+½) for 40 PD/40 ED; Hardened (x2; +½), Impenetrable (x2; +½)	0
40	**Galaxar Form:** Life Support (total, including Longevity: Immortality)	0
60	**Galaxar Form:** Power Defense (40 points); Hardened (x2; +½)	0
45	**Galaxar Eyes:** Sight Group Flash Defense (30 points); Hardened (x2; +½)	0
45	**Galaxar Ears:** Hearing Group Flash Defense (30 points); Hardened (x2; +½)	0
60	**Galaxar Mind:** Mental Defense (40 points total); Hardened (x2; +½)	0
544	**Galaxar Travel:** Multipower, 544-point reserve	
54f	**1) Short-Range Travel:** Teleportation 40m, x16 Increased Mass, Position Shift, No Relative Velocity; Safe Blind Teleport (+¼), MegaScale (1m = 100,000 light-years; +5½), Reduced Endurance (0 END; +½)	0
38f	**2) Galaxar Flight:** Flight 160m, x32 Noncombat; No Turn Mode (+¼), Usable Underwater (+¼), Reduced Endurance (0 END; +½)	0
8f	**3) Galaxar Spaceflight:** FTL Travel (250 LY/1 Segment (second))	0
63	**Cosmic Awareness (Perceive Everything):** Detect Physical Objects, Energy, and Magic 17- (no Sense Group), Discriminatory, Analyze, Increased Arc Of Perception (360 Degrees), Range, Sense, Targeting, Telescopic (+12 versus Range Modifier), Tracking	
315	**Cosmic Awareness (Cosmic Scale):** MegaScale (1m = 1,000 light-years; +5) for Detect Physical Objects, Energy, and Magic	

Talents

57	**Cosmic Awareness (Threat Awareness):** Danger Sense (any area [all Reality], any danger, sense) 17-
20	Universal Translator 17-

Skills

72	+6 Overall
26	KS: Everything There Is To Know 40-
21	SS: Every Science Known 35-

Total Powers & Skills Cost: 2,876

Total Cost: 3,437

400 Matching Complications (75)

20	**Psychological Complication:** Must Test Others (Very Common, Strong)

Total Complications Points: 20

Experience Points: 3,092

Example Powers for The Examiner's Cosmic Powers Pool

Create Testing Arena: The Examiner can change an area into an "arena" in which to pose challenges to his victims. He can make the arena into pretty much whatever he wants — anything from a traditional gladiatorial arena, to a danger room-like mechanized combat simulator, to a barren wasteland pockmarked with pools of lava. (If necessary he can also use Summon to populate the arena with opponents for the PCs.) The GM should determine the BODY of a 1m radius area of the local ground, then use that to determine how large an overall area each use of this power Transforms into the arena.

Major Transform 20d6 (land into an arena), Improved Results Group (any sort of arena; +¼) (225 Active Points); Limited Target (land and the like; -½). Total cost: 150 points.

Silence!: People who won't stand still and listen to the Examiner's instructions will be made to.

One-Person Version: Entangle 15d6, 20 PD/20 ED, Takes No Damage From Attacks (+1) (total cost: 400 Active Points); Cannot Form Barriers (-¼) (total cost: 270 points) plus Darkness to Hearing Group 1m radius (3 Active Points); Linked (-½), Only Affects One Person (-½), Only Prevents Speech, Not Hearing (-½) (total cost: 1 point). Total cost: 401 points.

Group Version: Entangle 12d6, 12 PD/12 ED, Takes No Damage From Attacks (+1), Area Of Effect (32m Radius; +1) (total cost: 360 points) plus Darkness to Hearing Group 32m radius (54 Active Points); Linked (-½), Only Prevents Speech, Not Hearing (-½) (total cost: 27 points). Total cost: 387 points.

Supreme Protection: If the Examiner's innate durability isn't enough to protect him from an attack, he can create a shield of pure cosmic power. (If necessary, he can re-arrange how the Resistant Protection points are allotted to tailor the power to particular attacks or attackers.)

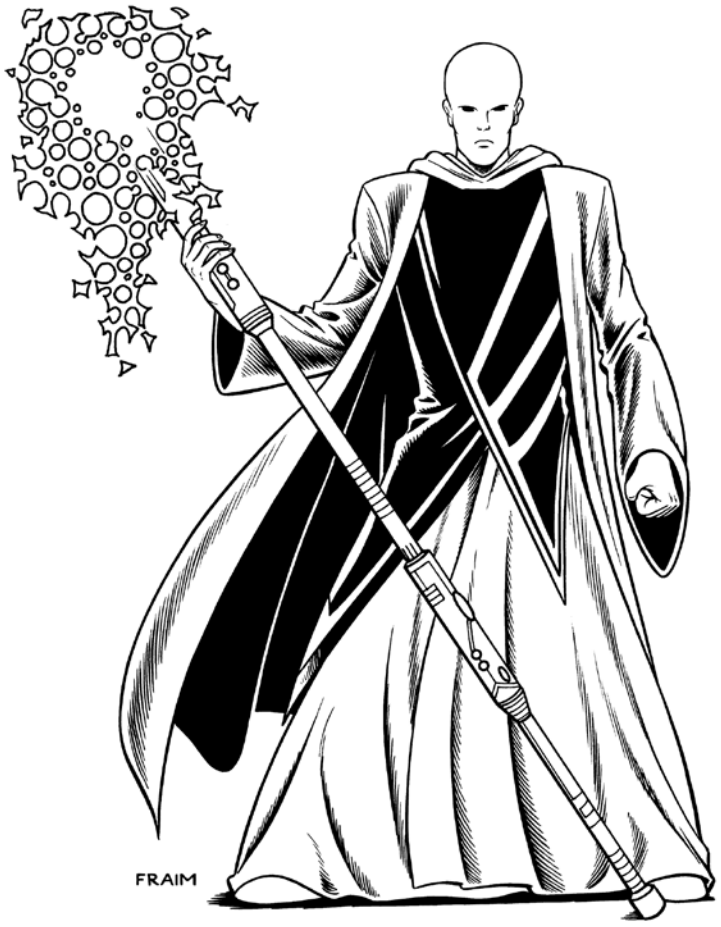
Resistant Protection (50 PD/50 ED/30 Mental Defense/30 Power Defense), Hardened (x2; +½). Total cost: 360 points.

Unconsciousness: The Examiner can render a foe unconscious, then keep him that way through repeated applications of this power as necessary.

Drain STUN 30d6. Total cost: 300 points.

The Lawbringer

Personality/Motivation: The Lawbringer is fascinated — some might say obsessed — with the philosophical concepts of Right and Wrong, Law, Justice, Morality, Ethics, and similar subjects. Depending on his mood he may simply want to discuss such things with other sentient beings he thinks could have an interesting perspective on them... or he may take it into his head to punish what he regards as Wrongdoing or Evil. It's in this role as "cosmic vigilante" that he becomes the most dangerous, since his punishments (however much they may be deserved) may have unintended consequences, or he may simply not understand a situation as well as he thinks he does (though this is rare). For example, in the early 2200s he decides the Qularr have caused enough suffering, misery, and bloodshed. As a punishment he destroys their homeworld, Reqqat, killing billions of them and causing the Qularr to become virtually extinct within a few centuries. He could easily decide to treat other deserving planets the same way... or even not so deserving ones, such as Earth.



Quote: "To you Justice may be an abstract thing... but I assure you that it rarely is."

Powers/Tactics: Like his fellow Galaxars, the Lawbringer possesses tremendous cosmic power. He can cross the Galaxy in the blink of an eye, withstand just about any attack, project nigh-irresistible bolts of force, transform people and objects into other things at will, and perceive just about anything. Although his powers aren't necessarily as strong as those of the Examiner or the Warmonger, he still has enough raw power that he doesn't have to resort to tactics; if attacked, he simply stands there, shrugs off the assault, and counters with an attack his attacker cannot withstand.

The Lawbringer carries two Foci that aid him in his quest to bring Justice to the Universe. The first is *the Lawbringer's Staff,* a large, golden staff that provides him with the power to punish wrongdoers (or alter their behavior) and protect the innocent. It's a Personal Focus (only he can use it), but it can be taken away from him (though if it is, he typically uses his Variable Power Pool to get it back as soon as possible).

THE LAWBRINGER

Val	Char	Cost	Roll	Notes
60	**STR**	50	21-	Lift 100 tons; 12d6 HTH damage [6]
30	**DEX**	40	15-	
50	**CON**	40	17-	
45	**INT**	35	18-	PER Roll 18-
30	**EGO**	20	15-	
100	**PRE**	90	29-	PRE Attack: 20d6
10	**OCV**	35		
10	**DCV**	35		
10	**OMCV**	21		
10	**DMCV**	21		
8	**SPD**	60		*Phases:* 2, 3, 5, 6, 8, 9, 11, 12
40	**PD**	38		*Total:* 40 PD (40 rPD)
40	**ED**	38		*Total:* 40 ED (40 rED)
20	**REC**	16		
100	**END**	16		
30	**BODY**	20		
80	**STUN**	30		**Total Characteristics Cost: 605**

Movement: Running: 12m
Flight: 160m
Teleportation: 40m
MegaTeleportation: 4 million light-years
FTL Travel: 250 LY per second

Cost	Powers	END
1,000	**The Lawbringer's Cosmic Powers:** Variable Power Pool, 400 Pool + 400 Control Cost Cosmic (+2)	var
112	**The Lawbringer's Staff:** Multipower, 225-point reserve All OAF (-1)	
22v	**1) Force Of The Law:** Blast 30d6 Reduced Endurance (0 END; +½); OAF (-1)	0
22v	**2) Reduction Of Power:** Drain Energy Powers 4d6 Expanded Effect + Variable Effect (all Energy Powers simultaneously; +4), Reduced Endurance (0 END; +½); OAF (-1)	0
22v	**3) Shackles Of Judgment:** Entangle 15d6, 15 PD/15 ED Reduced Endurance (0 END; +½); OAF (-1)	0
22v	**4) Protection Of Justice:** Barrier 20 PD/20 ED, 20 BODY (up to 47m long, 6m high, and 1m thick), Non-Anchored, Dismissable Allocatable (+¼), Configurable (+¼); OAF (-1)	0
22v	**5) Implacable Power Of Justice:** Mind Control 30d6 ACV (uses OCV against DCV; +0), Reduced Endurance (0 END; +½); OAF (-1)	0
40	**Galaxar Form:** Hardened (x2; +½) for 40 PD/40 ED	0
40	**Galaxar Form:** Impenetrable (x2; +½) for 40 PD/40 ED	0
80	**Galaxar Form:** Resistant (+½) for 40 PD/40 ED Hardened (x2; +½), Impenetrable (x2; +½)	0
40	**Galaxar Form:** Life Support (total, including Longevity: Immortality)	0
60	**Galaxar Form:** Power Defense (40 points) Hardened (x2; +½)	0
45	**Galaxar Eyes:** Sight Group Flash Defense (30 points) Hardened (x2; +½)	0
45	**Galaxar Ears:** Hearing Group Flash Defense (30 points) Hardened (x2; +½)	0
60	**Galaxar Mind:** Mental Defense (40 points total) Hardened (x2; +½)	0
544	**Galaxar Travel:** Multipower, 544-point reserve	
54f	**1) Short-Range Travel:** Teleportation 40m, x16 Increased Mass, Position Shift, No Relative Velocity Safe Blind Teleport (+¼), MegaScale (1m = 100,000 light-years; +5½), Reduced Endurance (0 END; +½)	0
38f	**2) Galaxar Flight:** Flight 160m, x32 Noncombat No Turn Mode (+¼), Usable Underwater (+¼), Reduced Endurance (0 END; +½)	0
8f	**3) Galaxar Spaceflight:** FTL Travel (250 LY/1 Segment (second)) OAF (-1)	0
13	**The Cosmic Heart:** Detect Sentient Being's Moral State (see text) 20- (no Sense Group), Discriminatory, Analyze, Range OAF (-1)	0
63	**Cosmic Awareness (Perceive Everything):** Detect Physical Objects, Energy, and Magic 18- (no Sense Group), Discriminatory, Analyze, Increased Arc Of Perception (360 Degrees), Range, Sense, Targeting, Telescopic (+12 versus Range Modifier), Tracking	
315	**Cosmic Awareness (Cosmic Scale):** MegaScale (1m = 1,000 light-years; +5) for Detect Physical Objects, Energy, and Magic	

Talents

57	**Cosmic Awareness (Threat Awareness):** Danger Sense (any area [all Reality], any danger, sense) 18-
20	Universal Translator 18-

Skills

60	+5 Overall
25	KS: Everything There Is To Know 40-
25	KS: Laws And Legal Systems Of The Universe 40-
25	KS: Philosophy 40-
20	SS: Every Science Known 35-

Total Powers & Skills Cost: 2,897

Total Cost: 3,502

400 Matching Complications (75)

20	**Psychological Complication:** Fascinated By Issues Of Law, Justice, And Morality (Very Common, Strong)
20	**Psychological Complication:** Determined To Punish Wrongdoing And Evil (Very Common, Strong)

Total Complications Points: 40

Experience Points: 3,137

The Lawbringer's other object of power is the *Cosmic Heart,* which looks like a shard of reddish-purple crystal. It is the essence of all Righteousness, Truth, and Justice in the Universe and can judge any sentient being's moral state to utter perfection. When he uses the Heart to perceive someone, the Lawbringer becomes aware of every act of great morality or immorality that person has ever committed or been involved with — from the most heinous crimes (or greatest personal sacrifices for that which is Right and True) down to the most petty, minuscule acts of selfishness (or acts of kindness toward others) — as well as his current "moral balance" (*i.e.,* whether he's a generally good or bad person, and to what degree and why).

Campaign Use: Like all the Galaxars, the Lawbringer is a walking, talking plot device. If he decides the PCs are "wrongdoers," he will punish them as he sees fit, which could cause them serious difficulties or lead to strange campaign subplots. If he thinks he needs their help to deal with some "wrong" situation properly, he'll shanghai them and there's probably nothing they can do about it but help him until he's done with them. The possibilities are as limitless as your imagination.

The Lawbringer doesn't Hunt heroes; that would be beneath him. However, if he decides a PC is dangerous or evil, he may make a point of punishing him or changing him to eliminate the threat.

To make the Lawbringer more powerful, increase the size of his Variable Power Pool, or convert his Staff to an OIF (-½) (or even remove Focus altogether, allowing him to summon it to his hand instantly if it's taken away from him). To weaken him, decrease it and/or some of his Characteristics.

Appearance: The Lawbringer can change his appearance and shape at will. He usually takes a humanoid form about three meters tall with beige skin, minimal, ascetic facial features, and a slightly enlarged bald cranium. He always has a stern, disciplined look to him, as if he's never laughed in all his immortal life. He wears black and red robes that vaguely suggest those of either a high judicial or high religious figure, and carries a staff made of golden metal that's even taller than he is. The head of the staff is always surrounded by a swirl of blue-black, coruscating energy.

Example Powers for the Lawbringer's Cosmic Powers Pool

Execution: If necessary the Lawbringer can simply obliterate a being who's too evil to be allowed to live.

RKA 15d6, Penetrating (+½) (337 Active Points); Only Works On Evil Beings (-1). Total cost: 168 points.

Impose Righteousness: In some cases the Lawbringer will simply *make* someone behave... though he rarely does this, rightly regarding it as a poor way to show what's Right and what's Wrong.

Mind Control 40d6, Telepathic (+¼). Total cost: 250 points.

Remove The Evil From Your Soul: The Lawbringer can make a person he considers evil, but salvageable, into a better person.

Major Transform 8d6 (sentient being with Psychological Complications pertaining to evil, wrongdoing, or negative behavior into sentient being without those Complications; heals back through another application of this or a similar power), ACV (uses OMCV against DMCV; +¼), AVAD (Mental Defense; +0), Works Against EGO, Not BODY (+¼) (120 Active Points); Limited Target (sentient beings; -¼). Total cost: 96 points.

The Warmonger

Personality/Motivation: The Warmonger lives and breathes for battle. He revels in every aspect of combat — the strategic planning of war, one-on-one duels, small-unit tactics, superpowered brawls, weapons and their use, philosophical discussions about the ethics of war and conflict, and much, much more. He most enjoys fighting other beings who match his power, but a close second is watching other sentients fight so he can observe their skills and the play of battle. If there are no "entertaining" conflicts known to him at present, he has no qualms about starting one just for fun.

Quote: "Do you dare to meet he who is the paragon of combat on the field of battle?"

Powers/Tactics: The Warmonger possesses less raw cosmic power than most Galaxars (though he has the same movement and sensory capabilities they do), but he makes up for it by being far more physically powerful. He's strong enough to lift entire buildings singlehandedly and is nearly impervious to most forms of injury. (And he often uses his Variable Power Pool to augment his strength or resilience even further.)

Although he seems to be able to use any weapon ever devised by any species, the Warmonger's weapon of preference is his enormous battle axe, *Starsplitter.* With a blade said to be made from the core of a dead star, Starsplitter's capable of cleaving starships in two or injuring nearly any being. It's not a Personal Focus, so it can be taken away from the Warmonger, but for game purposes you should assume it weighs ten tons.

Campaign Use: Like all the Galaxars, the Warmonger is a walking, talking plot device. All he wants to do is fight, or watch other people fight, and few people fight as entertainingly as superheroes. It's even said he's a devotee of the Malvan arena and often visits it in disguise (or perhaps competes while using only a fraction of his power). The PCs could easily get wrapped up in his "entertainment." The possibilities are as limitless as your imagination.

The Warmonger and the Lawbringer often clash, since the Lawbringer regards many of his activities as lawless, needlessly destructive, and harmful to the galactic well-being. Neither can destroy the other in open combat, so they often resort to solving their differences in other ways... such as using selected beings as "champions" in some contest.

THE WARMONGER

Val	Char	Cost	Roll	Notes
120	**STR**	110	33-	Lift 400 ktons; 24d6 HTH damage [12]
35	**DEX**	50	16-	
80	**CON**	70	25-	
30	**INT**	20	15-	PER Roll 15-
30	**EGO**	20	15-	
120	**PRE**	110	33-	PRE Attack: 24d6
12	**OCV**	45		
12	**DCV**	45		
10	**OMCV**	21		
10	**DMCV**	21		
10	**SPD**	80		*Phases:* 2, 3, 4, 5, 6, 8, 9, 10, 11, 12
60	**PD**	58		*Total:* 60 PD (60 rPD)
60	**ED**	58		*Total:* 60 ED (60 rED)
30	**REC**	26		
180	**END**	32		
50	**BODY**	40		
120	**STUN**	50		**Total Characteristics Cost: 856**

Movement: Running: 12m
Flight: 160m
Teleportation: 40m
MegaTeleportation: 4 million light-years
FTL Travel: 250 LY per second

Cost	Powers	END
750	**The Warmonger's Cosmic Powers:** Variable Power Pool, 300 Pool + 300 Control Cost Cosmic (+2)	var
75	**Starsplitter:** HKA 8d6 (16d6 with STR) Reduced Endurance (½ END; +¼); OAF (-1)	6
60	**Galaxar Form:** Hardened (x2; +½) for 60 PD/60 ED	0
60	**Galaxar Form:** Impenetrable (x2; +½) for 60 PD/60 ED	0
120	**Galaxar Form:** Resistant (+½) for 60 PD/60 ED Hardened (x2; +½), Impenetrable (x2; +½)	0
60	**Warmonger's Form:** Physical and Energy Damage Reduction, 50%, Resistant	0
40	**Galaxar Form:** Life Support (total, including Longevity: Immortality)	0
60	**Galaxar Form:** Power Defense (40 points) Hardened (x2; +½)	0
45	**Galaxar Eyes:** Sight Group Flash Defense (30 points) Hardened (x2; +½)	0
45	**Galaxar Ears:** Hearing Group Flash Defense (30 points) Hardened (x2; +½)	0
60	**Galaxar Mind:** Mental Defense (40 points total) Hardened (x2; +½)	0
544	**Galaxar Travel:** Multipower, 544-point reserve	
54f	**1) Short-Range Travel:** Teleportation 40m, x16 Increased Mass, Position Shift, No Relative Velocity Safe Blind Teleport (+¼), MegaScale (1m = 100,000 light-years; +5½), Reduced Endurance (0 END; +½)	0
38f	**2) Galaxar Flight:** Flight 160m, x32 Noncombat No Turn Mode (+¼), Usable Underwater (+¼), Reduced Endurance (0 END; +½)	0
8f	**3) Galaxar Spaceflight:** FTL Travel (250 LY/1 Segment (second))	0
63	**Cosmic Awareness (Perceive Everything):** Detect Physical Objects, Energy, and Magic 15- (no Sense Group), Discriminatory, Analyze, Increased Arc Of Perception (360 Degrees), Range, Sense, Targeting, Telescopic (+12 versus Range Modifier), Tracking	
315	**Cosmic Awareness (Cosmic Scale):** MegaScale (1m = 1,000 light-years; +5) for Detect Physical Objects, Energy, and Magic	

Talents

57	**Cosmic Awareness (Threat Awareness):** Danger Sense (any area [all Reality], any danger, sense) 15-
20	Universal Translator 15-

Skills

48	+4 Overall
60	+6 with All Combat
31	Combat Driving 30-
31	Combat Piloting 30-
28	KS: Everything There Is To Know 40-
28	KS: Military Science Of The Universe 40-
23	SS: Every Science Known 35-
16	Systems Operation 30-; Only To Operate Weapon Systems (-1)
33	Tactics 30-
100	WF: Every Weapon Known

Total Powers & Skills Cost: 2,870

Total Cost: 3,726

400 Matching Complications (75)

25	**Psychological Complication:** Devoted To Warfare, Fighting, And Battle (Very Common, Total)

Total Complications Points: 25

Experience Points: 3,376

The Warmonger doesn't Hunt heroes; that would be beneath him. However, if he thinks one of them could give him a challenging fight, he won't hesitate to seek that hero out and lure him into battle somehow.

To make the Warmonger more powerful, increase the size of his Variable Power Pool, or make Starsplitter a Multipower with an RKA slot (so he can throw it at his foes). To weaken him, decrease Starsplitter's HKA and/or some of his Characteristics.

Appearance: The Warmonger can change his appearance and shape at will. His usual form is that of a four meter-tall, broad-shoulered, heavily muscled humanoid with skin that's the color of blood for the species viewing it. (Thus, his skin is red for Humans, but a Lorghil viewing him at the same time would see his skin as blue-black.) A mane of shaggy black hair cascades from the top of his head midway down his back. His eyes are solid yellow and slightly slanted, his nose is slightly pug, and orange-yellow fangs are visible in his mouth, giving him a sort of bestial/demonic appearance. As his weapon he carries an enormous battle axe, Starsplitter.

Example Powers for the Warmonger's Cosmic Powers Pool

Ignite The Fires Of War: If he wants to "liven things up a bit" on a world or continent, the Warmonger can make everyone on that world (or some lesser area) angry, conflict-prone, and eager to fight.

Mind Control 12d6, Area Of Effect (1m Radius; +¼), MegaScale (Area covers up to an entire planet; +2) (195 Active Points); Set Effect (only to cause conflict and fighting; -1). Total cost: 97 points.

Lifting Asteroids: The Warmonger increases his STR to the point where he can lift medium-sized asteroids.

+80 STR. Total cost: 80 points.

Cosmic Sword: The Warmonger can create an energy blade thousands of kilometers long.

RKA 6d6, Area Of Effect (16m Line; +¼), MegaArea (1m of Line is 10,000 km long; +2) (292 Active Points); Extra Time (Full Phase; -½), No Range (-½). Total cost: 146 points.

Other Galaxars

Some of the other Galaxars that Human superheroes have encountered or heard of include:

The Architect

The Architect is a builder and engineer *par excellence.* Fascinated by structures and buildings of all sorts, he's studied the architectural styles and methods of uncounted millions of cultures. He spends a lot of his time "in disguise" as a normal civil or architectural engineer, lending his assistance to construction projects that have caught his attention. Other Galaxars who want to build structures worthy of their grandeur call on him to do the job.

The Geometer

The Geometer's love is patterns, shapes, mathematics, and motion. He only rarely interacts with lesser species, since he spends most of his time using his powers to observe the vast cosmic dance of the millions of galaxies and stars in the Universe. But sometimes he decides to remove or add a star or planet to "improve the pattern," which may wreak havoc in nearby regions.

Geon

Geon's obsession runs to planets, asteroids, and similar bodies of rock and earth. Their endless shapes and colors fascinate him. Most often he prefers to simply study ones that have evolved naturally, much like a mathematician studying fractal patterns. But at other times he often enjoys molding and shaping them to suit his aesthetic sensibilities. Many other Galaxars have "hired" him to hand-craft personal planets for them.

The Recorder

The Recorder loves to observe unique and interesting events, ranging from stellar phenomena (two galaxies colliding, a star going supernova in an interesting way), to gigantic battles (with or without superhumans), to particularly noteworthy sunsets. He is the Ultimate Historian, the Cosmic Chronicler for whom no noteworthy event is too small to remember for posterity and no galaxy-wide historical trend is to vast to escape his watchful eye and mind.

To record an event, being, or object of interest, the Recorder creates a "Recorder Window" that captures an indestructible three-dimensional image of the entire phenomenon. He displays his archive of Windows — trillions upon trillions of them, all carefully and lovingly indexed — in his Gallery of the Universe, a "museum" the size of a supergiant star.

THE SHAPER

The Shaper is an artistic, creative soul. He's learned the art forms of a million million cultures, and still he hungers for more. When he's not studying art, he's creating his own, ranging from symphonies so beautiful they make the listener weep to sculptures whose forms are disturbing to the Human mind. Some of his art forms, including the shaping of living flesh or the molding of small sections of Reality, are both bizarre and dangerous to others.

THE ZOOLOGIST

Sentient life holds little interest for the Zoologist; he cares only for the trillions and trillions of animals that have evolved on habitable worlds. He loves everything about them, from their appearance to the way they live their lives and interact with other animals. Usually he's content to simply observe them and let the Law of the Jungle govern whether they live or die, but he has been known to intervene when a natural disaster — or worse, the unthinking actions of sentients threaten to wipe out an animal species. Sometimes he'll act directly to put a stop to what's happening, but usually he just makes sure that he has a sufficient breeding population for his Galactic Zoo. This "zoo" is an entire solar system that he's crafted with the help of Geon and the Geometer. It has dozens of planets where his goal is to keep a breeding population of every animal in existence (a goal he knows he'll probably never succeed at, but that doesn't stop him from trying). His Zoo includes the only living examples of a number of extinct Earth species, such as the dodo, the passenger pigeon, the aurochs, the wooly rhinoceros, and the tyrannosaurus rex.

THE GODS CELESTIAL

If the gods themselves have gods to worship, those deities are the beings known simply as the Gods Celestial. Powerful beyond measure, they tread the Universe as a man treads a forest path, revealing themselves to lesser beings only in times of great crisis or when whimsy takes them. If they have names, they do not tell them to mortals. If they have motivations and personalities, they are not apparent (or at best can be glimpsed only dimly) by lesser species such as Humans.

The Gods Celestial seem to have no fixed or uniform shape; each is an individual, with his own form and powers. (And given their power, presumably they can vary their shape and appearance as they choose.) One, encountered by the Champions of the early twenty-first century, resembled to their eyes a gigantic, glowing pyramid whose sides did not seem to have the same shape even though the edges met in ways that made the heroes' eyes hurt to look at.

LORD ENTROPY

Some people believe the forces of decay, corruption, and cessation are the most powerful in the Universe. If so, then Lord Entropy, the ultimate embodiment of those concepts, must be the most powerful of all the cosmic entities. While many of the superheroes who've encountered him think of him as "evil" (since he usually only appears when great destruction, chaos, or death are in the offing), in truth he's nothing of the sort. Like many other conceptual space gods, his agenda transcends good and evil, even if mortals cannot perceive that.

For reasons unknown to superheroes (and perhaps to anyone), Lord Entropy sometimes manifests a child(?)/offshoot(?)/alternate self(?)/"shadow"(?) known as *Thanaton*. Whereas Lord Entropy himself is a conceptual/natural force, Thanaton *is* as evil as many superheroes think his "father" is. Thanaton embodies/exalts Death and Destruction and wants to spread them as far and as wide as he can. As such he's a gross violation of the Cosmic Order; his appearance usually signals the appearance of Mortalus (see below) to combat him... but he's so powerful that the Lord of Life may need to call on Galaxars, superheroes, and other beings of great power for assistance.

MORTALUS

One of the most abstract of the cosmic entities, Mortalus is the embodiment of the universal life-force — or, perhaps more accurately, he embodies (and is the guardian of) the normal flow of Life and Death. Life requires Death and Death requires Life, and Mortalus sees to it that the cycle continues as is it supposed to, on and on for eternity.

Thus, Mortalus is an enemy of all who would attempt to disrupt or interfere with that cycle, which usually means opposing those who would cause death on a far greater scale than is permitted. The Great Cycle allows for the possibility of events that will kill enormous numbers of people, such as natural disasters, wars, and even crazed supervillains. But sometimes things threaten to go too far, and at that point Mortalus takes action to protect Life. (He'd do the same if Life somehow became ascendant over Death, but that's a problem he's almost never encountered.) His most frequent enemy in these situations is Thanaton (see above); others include certain death-gods from various pantheons, ultra-powerful supervillains devoted to slaughter, and the like.

Mortalus appears to Humans as a tall man with leaf-green hair and beard. His face looks a little aged and extremely wise, and usually has a beneficent expression (unless something's angered him); his pupilless eyes are the golden color of late-afternoon sunlight on Earth. He wears simple earth-brown robes and carries no weapons. Vines and other plants twine around him, but never seem to impede his movement or vision.

BEINGS OF GREAT MYSTIC POWER

While they're not truly "cosmic entities" in the same sense as most of the beings discussed in this section, beings who possess great mystic power can effectively function at the same "level" as some cosmic entities. This might include the Prime Avatars of Order, Chaos, Art, and Nature; the awe-inspiring dimensional overlord Tyrannon the Conqueror (and his lesser counterpart, Skarn the Shaper); and the horrifying Kings Of Edom (and other Qliphothic beings, and perhaps those who oppose them).

See *Champions Villains* and *The Mystic World* for more information on these beings.

CHAPTER THREE

THE MOON

SELENUS

As far as most Humans are concerned, the Moon is just what they see in the sky: a lifeless satellite of Earth that shines its pearly light on their world at night. But in truth the Moon is far from lifeless; many beings secretly live there — as does one civilization, the Selenites.

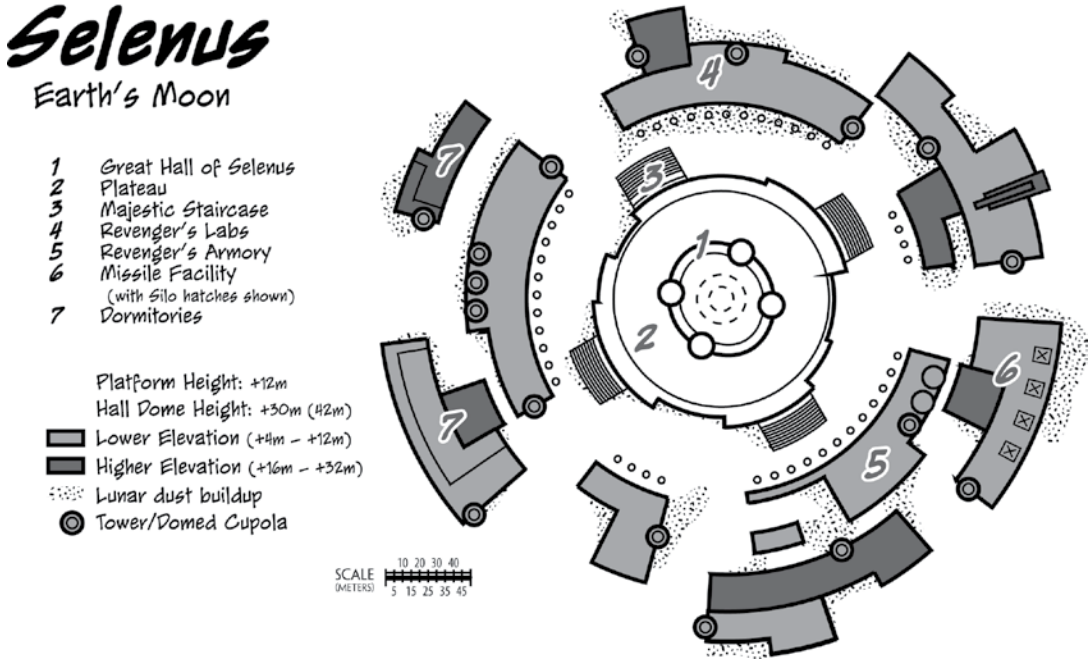
Hidden in an area of the Moon that Humans can't see from Earth is *Selenus,* an ancient, mysterious ruined city. Few Humans have visited it, and none have studied it in any detail. Based on what can be surmised from the acquisition of lunar dust (which covers approximately 90% of the ruins), Selenus must be approximately one million years old.

Who built Selenus is a mystery — and may always remain so, particularly if the Selenites persist in refusing to let Human archaeologists excavatate the ruins (see below). It appears to have been some sort of observatory, and given its placement the only thing it could observe was Earth. Human superheroes are unaware of anything occuring on Earth at that time that would be worth observing. The Progenitors had left hundreds or thousands of years before, and would not return to create the Empyreans for another five thousand centuries. It's possible some other advanced species wanted to observe the progress/results of the Progenitors' first experiments, but given Humanity's level of development at the time it would hardly have been necessary to hide the observatory on the Moon.

LAYOUT

Most of Selenus is totally buried by lunar dust, so until Human archaeologists are allowed to at least explore with ground-penetrating radar, determining the full scope and layout of Selenus is impossible. In the modern era only a small portion, presumably the central section of the city, remains open to the lunar sky. This is where the Selenites live and work.

At the very center of Selenus is a small plateau that may have been artificially raised when the city was built. Four broad staircases, one at each point of the compass, lead up to it. On top of it is a large oval building with four cupola-like domes (two equidistantly placed at either end of the oval). These domes contain strange devices that no longer function. Presumably these are the "telescopes" and other sensors the builders put there to watch Earth with, since the domes superficially resemble Human observatories (though they do not open). The Selenites call this building the Great Hall of Selenus; it's where they



hold "government" meetings and other important public functions.

Surrounding the observatory is an open area — a "forum," so to speak. Surrounding that is a ring of buildings that aren't covered by lunar dust because the Selenites and/or Revenger cleared them off and returned them to use. Most of the Selenites "slept" in a pair of twin rectangular buildings on the western side of the area, and still regard those buildings as a "dormitory" of sorts if they want to "sleep" or relax.

The other "cleared" buildings are used by the Selenites to some degree for personal projects or whatever else interests them. Since they don't have to grow or store food (see below), there's no need for kitchens, pantries, dining halls, or similar areas that most sentient species require. Some of these buildings contain strange, old machines built by the city's creators; none of them seem to function anymore but some of the Selenites enjoy maintaining or tinkering with them. (Perhaps this results from some long-dormant instinct bred into them by their creators.)

Two buildings to the southeast were Revenger's primary facilities when he ruled the Selenites in the Sixties. One was his laboratory, where he conducted all sorts of experiments (many of them potentially dangerous). Until recently this building was sealed (it had, and still has, an internal oxygen supply, unlike most of the Selenus buildings). In 2008 Grlthk reopened it and has been analyzing some of Revenger's equipment, trying to find out how it works and how he can make use of it (see below).

The other building was Revenger's armory; it includes an attached structure with four silos capable of launching nuclear bomb-tipped interplanetary ballistic missiles (and also has an internal environment). In 1970 the Fabulous Four disabled the weapons, missiles, and launching systems, but did not remove them for fear of triggering an undetected booby trap or causing an accident that would wipe out the Selenites for good. After Grlshl reactivated some of them in 1984, MeteorMan disabled them further, but again chose not to move them. Since 2008 Grlthk and his followers have been working to reactivate the weapons (including the twelve nuclear missiles) and have achieved some success... but not as much as they'd like.

THE SELENITES

The Selenites themselves are one of the strangest species known to Humanity.

SELENITE BIOLOGY

A Selenite is a three-foot-tall insect-like siliconoid being with a long, narrow face, a beetle-like, purple-gray chitinous shell, and ten limbs. (Both genders look identical to Human eyes. Individuals can be told apart based on facial features and the coloration pattern of the shell.) He doesn't wear clothing, but may have a "belt" or "harness" for carrying tools and other items.

The Selenites can withstand the cold and vacuum of space unharmed and "eat" by absorbing sunlight or similar energies (though they're not plant creatures). When not doing something else they often lie on the roof of one of Selenus's buildings (or inside the dormitories) and "bask" in the light from the sun (and reflected Earthlight). Despite the fact that they look short and in some ways spindly by Human standards, Selenites are plenty tough. Their thin limbs can lift as much as an athletic Human's can, and their chitinous skin/shell protects them against injuries that could disable a Human.

Besides durability, the Selenites' "designer" bred other useful traits into them as well. They can use all ten of their limbs with equal facility (all function as hands, and they do not suffer from "handedness"), and they have senses far beyond those of Humans: they can perceive ultraviolet light and ultrasonic sound; their eyes can easily see objects too small for the unaided Human eye; and they have an innate sense of direction.

SELENITE TEMPLATE

Cost	Ability
9	**Selenite Skin:** Resistant Protection (3 PD/3 ED)
10	**Selenite Shell:** Resistant Protect (5 PD/5 ED); Activation Roll 11- (only protects against attacks from behind; -½)
5	**Selenite Eyes:** Ultraviolet Perception (Sight Group)
10	**Selenite Eyes:** Microscopic Perception (x100) for Sight Group
3	**Selenite Ears:** Ultrasonic Perception (Hearing Group)
24	**Selenite Form:** Life Support (Diminished Eating: no need to eat; Longevity: Immortal; Safe Environments: High Radiation, Intense Cold, Low Pressure/Vacuum; Self-Contained Breathing)
6	**Selenite Limbs:** Extra Limbs (total of 10 limbs), Inherent (+¼)
3	Ambidexterity (no Off Hand penalty)
3	Bump Of Direction

Total Cost Of Template Abilities: 73

Value Complications

None

Total Value Of Template Complications: 0

3

The Selenites seem to have extremely long lifespans and a very low birthrate. Most of the Selenites alive today say they've been in Selenus since the Human year 1938, though they don't know how they got there or how long they might have been there previously. According to what they've told Humans, some of them "awakened" in 1938 and then "released" or "roused" the rest of the population. Some of the equipment in the dormitories implies that the Selenites might have "hibernated" there for centuries or millennia, but until Human scientists can study it in detail there's no way to know for certain.

Selenites speak to one another through a combination of gestures and sounds (mostly ultrasonic) that they create by rubbing their mandibles together in various ways. Humans can't reproduce (or hear) this speech naturally; to communicate with Selenites they need super-tech translation devices.

SELENITE SOCIETY AND CULTURE

In 1970 Amazing Man opined that the Selenites are a "servant species," bred by the species who created Selenus to perform all sorts of mundane tasks. That struck most scientists as accurate, and nothing Humanity's learned since then has changed anyone's opinion. A Selenite seems to have an instinctive need to *do something,* even if it's something most species would consider

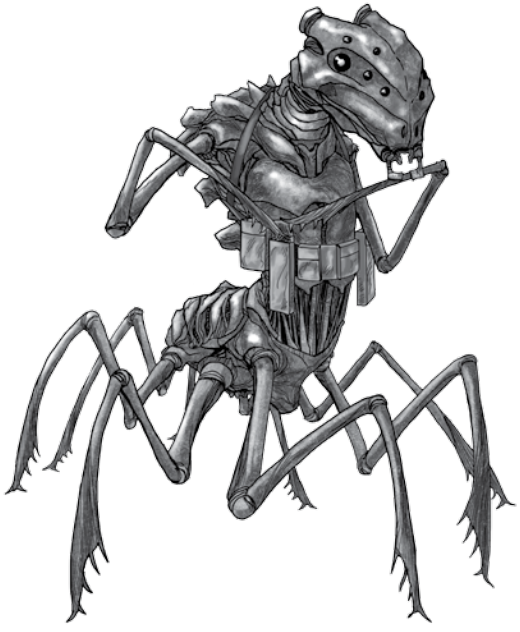
incredibly boring, and will happily spend hour after hour working on the most mundane of tasks. For example, since 1938 some Selenites have spent literally decades doing nothing but tending to the strange, non-functional machines in the buildings. They buff, polish, dust, move switches back and forth, whatever seems worth doing even though it has no effect other than keeping a machine clean.

In recent years some Selenites have directed their energies into new fields of endeavor. For the first time Selenite "scholars" have begun trying to chronicle their species's history since 1938 (they have no knowledge of their history before that), or are trying to figure out what some of the ancient machines once did. Others have become passionately interested in politics and social debate, which is putting some strain on Selenite society (see below). Oddly, no Selenite seems to have any interest in digging any of the other Selenus buildings out from underneath their heavy coatings of lunar dust.

CURRENT EVENTS

The Selenites have been off most of Humanity's radar since 1984, when the renegade Grlshl threatened to destroy Earth with Revenger's leftover nuclear missiles, which he'd found a way to reactivate (see page 15). After MeteorMan put a stop to that scheme, the Selenites went back to their usual activities... more or less.

The Selenites have a strong, possibly instinctual, isolationist streak at most times. That's part of what led to the 1970 "non-interference" treaty negotiated by the Fabulous Five — the Selenites simply want to be left alone (and are quite satisfied with the way Humanity's obeyed the treaty, even after the 1984 Grlshl incident). But at some times in some individuals, that isolationism transforms into xenophobia: a hatred of outsiders in general, and Humans in particular (as the nearest outsiders likely to come to Selenus, since the Selenites are unaware of the Forum Malvanum). Grlshl was one such Selenite, and he convinced enough of his fellows that he was right that he could work on restoring Revenger's old technology without interference.



In the mid-2000s, a Selenite named Grlthk, who is the son of Grlshl, began stirring up these same feelings among the Selenites. Intense debate and societal turmoil followed, but in the end Grlthk's powers of persuasion were enough to convince a majority of the Selenites that he was correct: however they may have acted or portrayed themselves in the past, Humans are not friends of Selenus or saviors of the Selenites. They are a terrible threat; they enslave, they destroy, they harm. And they will remain the single greatest threat to Selenus's peaceful existence unless the Selenites destroy them first.

In 2008, when he finally swayed enough Selenites to his way of thinking that he could "seize power," Grlthk stopped the periodic radio communications the Selenites had kept with the Sentinels since 1984 and began "re-arming" his people by working to reactivate Revenger's long-dormant devices. (Neither he nor any other Selenite knows Revenger is still alive and on the Moon; see page 55.) Aware that his father made the mistake of announcing his intentions too soon, Grlthk plans to keep working until everything is ready to go... and then inform Humanity of its doom mere seconds before his missiles enter Earth's atmosphere.

NOTABLE SELENITES

Most Selenites seem basically the same to Humans; even telling them apart is difficult unless they can be distinguished by the work they do. But a few stand out in Selenite society.

GRLTHK

Background/History: Grlthk is the son of Grlshl, the renegade Selenite who threatened Earth with nuclear annihilation in 1984. ("Son" is an approximation in Human terms, since how the Selenites reproduce remains unclear. It may be more accurate to describe him as "genetic descendant" or as a sort of "budded" offspring.) He grew up hearing stories from his father's supporters about how his father bravely tried to protect his people from the dangerous Humans, and the Humans murdered him for it. It didn't take long for him to develop an intense hatred for the people of Earth.

Grlthk came of age at a time when Selenite society was becoming more interested in discussion, debate, and to some extent its own history. He proved adept at political discussions and was soon the leading orator for the growing anti-Human faction among the Selenites. By 2008 his influence had grown so strong that he became the *de facto* ruler of Selenite society, cut off the periodic radio contact with the Sentinels... and began preparing for an attack on Earth that will succeed where his father's failed.

Personality/Motivation: Grlthk hates Humans with a passion that can only be mustered by a species capable of doing the same task for centuries on end without question or complaint. So strong are the fires of his belief that Humanity needs to be wiped out to protect Selenus that he's swayed nearly three-fourths of the Selenites to his cause (though some are less strong in their support than others). If he's not stopped he's likely to cause serious harm to Earth.

Quote: "That blue world shining its weak light upon us is the biggest threat our people have ever known. Unless its inhabitants are destroyed, they will destroy us!"

Powers/Tactics: Grlthk is pretty much an ordinary Selenite, though he's unusually well-spoken, persuasive, and energetic for one of his species. He's already learned a lot about Revenger's leftover technology and adapted some of it (including a blaster pistol) toward his scheme. If confronted with force he'll attempt to flee (or if that's not possible, take cover and use his blaster). The only thing that might stop him is if other Selenites are watching; in that case he might put up a bold face against Humans even if that's likely to get him hurt.

Campaign Use: Grlthk is a walking plot. His efforts to destroy Humanity to protect his people are ultimately going to require the PCs to intervene.

When using Grlthk in a scenario, play him in a way that conveys his fanaticism but doesn't make him out to be a two-dimensional demagogue. Remember, he *genuinely believes* Humanity is a threat (possibly a genocidal threat) to his species. He thinks his father was legitimately trying to do a Good Thing to protect the Selenites from the barbaric Humans, and that his actions are likewise justified. He's not manipulating the masses for political purposes or working to fulfill some ulterior motive — he's an utterly dedicated do-gooder in his own mind, and he acts the part without a shred of hypocrisy.

Generally you shouldn't need to make Grlthk tougher; he's not intended as a combat opponent. If you want to convert him into one, make him a "brick" Selenite, with super-strength (STR 40-50) and lots of durability (defenses in the 30-40 range, plus Damage Negation or Damage Reduction). To weaken him, reduce his technological Skills to Proficiencies.

Appearance: Grlthk looks like a typical Selenite; based on his physical appearance alone it would be difficult for most Humans to tell him apart from his fellows without closely studying the color patterns on his shell. His accouterments make him distinctive, though: he wears a gold belt with his blaster pistol in a holster, and a gold necklace as his "badge of office."

GRLTHK

Val	Char	Cost	Roll	Notes
10	**STR**	0	11-	Lift 100 kg; 2d6 HTH damage [1]
12	**DEX**	4	11-	
14	**CON**	4	12-	
15	**INT**	5	12-	PER Roll 12-
13	**EGO**	3	12-	
15	**PRE**	5	12-	PRE Attack: 3d6
5	**OCV**	10		
6	**DCV**	15		
3	**OMCV**	0		
5	**DMCV**	6		
3	**SPD**	10		*Phases:* 4, 8, 12
8	**PD**	6		*Total:* 11 PD (3 rPD)
8	**ED**	6		*Total:* 11 ED (3 rED)
6	**REC**	2		
30	**END**	2		
10	**BODY**	0		
24	**STUN**	2		**Total Characteristics Cost: 80**

Movement: Running: 12m

Cost	Powers	END
37	**Refurbished Revenger Raygun:** Blast 10d6 Double Knockback (+½); OAF (-1), 16 Charges (-0)	[16]
9	**Selenite Skin:** Resistant Protection (3 PD/3 ED)	0
10	**Selenite Shell:** Resistant Protect (5 PD/5 ED) Activation Roll 11- (only protects against attacks from behind; -½)	0
5	**Selenite Eyes:** Ultraviolet Perception (Sight Group)	0
10	**Selenite Eyes:** Microscopic Perception (x100) for Sight Group	0
3	**Selenite Ears:** Ultrasonic Perception (Hearing Group)	0
24	**Selenite Form:** Life Support (Diminished Eating: no need to eat; Longevity: Immortal; Safe Environments: High Radiation, Intense Cold, Low Pressure/Vacuum; Self-Contained Breathing)	0
6	**Selenite Limbs:** Extra Limbs (total of 10 limbs) Inherent (+¼)	0
	Talents	
3	Ambidexterity (no Off Hand penalty)	
3	Bump Of Direction	
	Skills	
3	Computer Programming 12-	
3	Electronics 12-	
1	Mechanics 8-	
3	Oratory 12-	
3	Persuasion 12-	
7	Stealth 13-	
3	Systems Operation 12-	

Total Powers & Skills Cost: 133
Total Cost: 213

400	**Matching Complications (75)**
15	**Psychological Complication:** Powerhungry (Common, Strong)
25	**Psychological Complication:** Xenophobic; Intense Hatred Of Humans (Very Common, Total)

Total Complications Points: 40
Experience Points: 0

KNTLA

8	STR	10	DEX	11	CON
15	INT	14	EGO	13	PRE
3	OCV	5	DCV		
3	OECV	5	DECV	2	SPD
6	PD	6	ED	4	REC
25	END	10	BODY	20	STUN

Abilities: Resistant Protection (3 PD/3 ED); Resistant Protect (5 PD/5 ED), Activation Roll 11- (only protects against attacks from behind; -½); Ultraviolet Perception (Sight Group); Microscopic Perception (x100) for Sight Group; Ultrasonic Perception (Hearing Group); Life Support (Diminished Eating: no need to eat; Longevity: Immortal; Safe Environments: High Radiation, Intense Cold, Low Pressure/Vacuum; Self-Contained Breathing); Extra Limbs (total of 10 limbs), Inherent (+¼); Ambidexterity (no Off Hand penalty); Bump Of Direction; Conversation 12-; KS: Human Arts And Literature 11-; Persuasion 10-; Stealth 10-; Systems Operation 8-.

Complications: Psychological Complication: Can't We All Just Get Along?

Notes: Grlthk's chief political opponent in Selenite Society is Kntla, a female who was one of the first to awaken in 1938. Compared to many Selenites she's positively friendly toward outsiders, including Humans. While she's wary of the large, potentially destructive Earthlings, she also knows they're capable of great compassion, bravery, and heroism — she witnessed the Fabulous Five save the Selenites from Revenger and MeteorMan stop Grlthl's "insane" plot. She argues that Selenus should return to the policy of maintaining limited contact with Humanity, and should even consider exchanging "ambassadors" with Earth. About a quarter of the Selenites agree with her to some extent, but her support would erode quickly if the Selenites ever learned that their hated oppressor Revenger is still alive and on the Moon.

Kntla might have more success in the political arena if she were a better speaker, but unfortunately she doesn't possess the same gifts Grlthk does. Her way of orating comes across in a strident, lecturing sort of way that many Selenites don't find appealling. Human PCs might not like it either... but she's likely to be one of their earliest allies if they get involved in Selenite affairs.

Kntla's studies of Humanity have revealed to her Earth's rich cultural heritage. She keeps pressing her people to explore this facet of existence, and has even tried her hand at writing poetry and painting moonscapes. So far her efforts don't seem to attract much attention among the Selenites... but she keeps trying.

ELGRM

6	STR	10	DEX	11	CON
15	INT	14	EGO	13	PRE
3	OCV	5	DCV		
3	OECV	5	DECV	2	SPD
6	PD	6	ED	4	REC
25	END	10	BODY	20	STUN

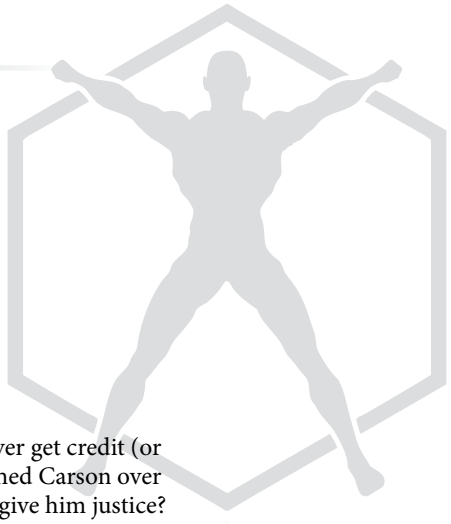
Abilities: Resistant Protection (3 PD/3 ED); Resistant Protect (5 PD/5 ED), Activation Roll 11- (only protects against attacks from behind; -½); Ultraviolet Perception (Sight Group); Microscopic Perception (x10) for Sight Group; Ultrasonic Perception (Hearing Group); Life Support (Diminished Eating: no need to eat; Longevity: Immortal; Safe Environments: High Radiation, Intense Cold, Low Pressure/Vacuum; Self-Contained Breathing); Extra Limbs (total of 10 limbs), Inherent (+¼); Ambidexterity (no Off Hand penalty); Bump Of Direction.

Complications: Physical Complication: Bad Eyes (-2 on Sight Group PER Rolls); Psychological Complication: Can't We All Just Get Along?

Notes: Elgrm, sometimes known as Elgrm the Elder, is possibly the oldest Selenite alive (no one can say for certain at this point). When he awoke in 1938 he already seemed older than his companions, and none of the other Selenites they all "roused" proved to be any older. Of all the Selenites, he's the only one who has any "memory" of their lives before 1938, and all he can see are foggy glimpses: a large, green, multi-limbed being shouting at him; constructing a building on what seems to be the Moon; tending a now-nonfunctioning machine in the observatory when it was shiny and had moving parts.

Elgrm hates seeing divisiveness and fear tear his people apart, but even though they deeply respect his wisdom they don't seem inclined to listen to him preach moderation. He's more sympathetic toward Kntla's viewpoint than Grlthk's... but he remembers Revenger's pain chamber and has no desire for anyone to subject him, or any other Selenite, to such things ever again. He wants life to go back to the way it was, with no political arguments or factions, just Selenites peacefully pursuing their tasks — but he can't seem to find a way to make that happen.

REVENGER



Of all the many potential threats to Earth lurking on the Moon, perhaps the greatest is one no Human, not even a superhero, knows about: a master villain everyone thinks has been dead for four decades.

REVENGER

Background/History: Richard Carson was a genius. He knew it, everyone else knew it. After he breezed through college, earning two Ph.Ds by his twentieth birthday, the world expected great things from him. And it got them... in deadly and disastrous ways.

Seeking a life of pure research and invention, Carson became a professor at a prestigious university. His work focused on power storage and transmission — he was determined to create a better battery, and more efficient ways for batteries' power to be exploited. That would make him rich *and* a household name. The day would come when every house had a "Carson battery" or five to handle its power needs.

Carson's work went well, and he felt he was on the verge of a major breakthrough. Then came into his lab one day and found several items disarranged — a beaker a few inches to the left of where it should be, a paper or two on his desk out of order. Most people would have shrugged this off, but the meticulous Carson was instantly suspicious. Someone must have been snooping in his lab! Typical behavior from the mouth-breathing faculty members in his department, really. Carson immediately had new locks installed and then got back to work, hoping no serious problems would result from the break-in.

His worst fears were realized a few days later when Dr. Robert Peterson Barnes, the only other man in the department whose intellect even approached his own and his hated rival, held a press conference announcing a major new breakthrough that he'd made in battery technology. Carson heard the news and discovered that Barnes had stolen his work. He went to the head of the department, but he failed to convince the man that the discovery was really his own. He hadn't documented his work as well as he should have... and of course Dr. Barnes was one of the most popular men at the university, whereas Carson was basically a pariah.

The realization that he'd never get credit (or money!) for his own work pushed Carson over the edge. The system wouldn't give him justice? Well, then, he'd use his genius and *take* justice for himself! Doctor Barnes... and the world... were about to learn a hard, bitter lesson about mistreating Richard Carson.

A few months later Carson had completed work on a suit of powered armor. Gold and red, sleek and beautiful, it was the perfect weapon for obtaining vengeance. In fact, he planned to call himself "the Avenger," to let people know he was righting a wrong rather than simply attacking someone.

Garbed in his armor, Carson smashed his way into a faculty meeting and grabbed Barnes, slamming him into a wall. As panicked professors fled, Barnes blurted out, "Who are you? Why are you doing this?" Carson, who at the time had never been comfortable in the public spotlight, lost a bit of his composure and said, "I am... the Revenger!". For years afterward he cursed himself for his blunder, but the name stuck, and in time he decided it was a better and more fateful choice.

REVENGER FACTS

Here are some facts characters and NPCs might know about Revenger if they succeed with an appropriate Skill Roll:

N/R: Revenger was a powered armor-wearing master villain who fought the Fabulous Five back in the Sixties.

K/R: Revenger faked his death in 1963 and escaped to the Moon to plot his next attempt to conquer Humanity. There he found Selenus, conquered the Selenites, and used them as servants in his plan to threaten Earth with interplanetary ballistic missiles. He announced his intentions to Humanity in 1970. His arch-enemies the Fabulous Five traveled to the Moon and defeated him; he was killed by a cave-in at one of his hidden laboratories during the conflict.

-1: Revenger wore a suit of powered armor that contained various weapons including pulson blasters, a laser beam, mini-rockets, and an electro-bola projector.

-10: His Secret Identity was Richard Carson.

REVENGER

Val	Char	Cost	Roll	Notes
10+50	**STR**	33*	11- (21-)	Lift 100 kg (100 tons); 2d6 (12d6) HTH damage [1 (6)]
10+12	**DEX**	16*	11- (13-)	
10+20	**CON**	13*	11- (15-)	
30	**INT**	20	15-	PER Roll 15-
20	**EGO**	10	13-	
10+30	**PRE**	20*	11- (17-)	PRE Attack: 2d6 (8d6)
3+6	**OCV**	20*		
3+6	**DCV**	20*		
3	**OMCV**	0		
7	**DMCV**	12		
2+5	**SPD**	33*		*Phases:* 6, 12 (2, 4, 6, 7, 9, 11, 12)
4	**PD**	2		*Total:* 34 PD (30 rPD)
4	**ED**	2		*Total:* 34 ED (30 rED)
4	**REC**	0		
20	**END**	0		
10	**BODY**	0		
20	**STUN**	0		**Total Characteristics Cost: 201**

*: OIF (Powered Armor; -½)

Movement: Running: 12m
Flight: 30m

Cost	Powers	END
51	**Armor Batteries:** Endurance Reserve (240 END, 24 REC) OIF (-½)	0
15	**Backup Armor Batteries:** Endurance Reserve (60 END, 12 REC) OIF (-½)	0
60	**Revenger Weapon Systems:** Multipower, 90-point reserve All OIF (-½)	
3f	**1) Revenge-Blast:** Blast 18d6 OIF (-½), Increased Endurance Cost (x5 END; -2)	40
5f	**2) Pulson Blast:** Blast 14d6 OIF (-½)	7
6f	**3) Pulson Auto-Blast:** Blast 12d6 Autofire (5 shots; +½); OIF (-½)	9
6f	**4) Pulson Pulse-Blast:** Blast 12d6 Penetrating (+½); OIF (-½)	9
3f	**5) Laser Beam Projector:** RKA 4d6 OIF (-½), Beam (-¼)	6
6f	**6) Mini-Rockets:** Blast 12d6 Area Of Effect (26m Radius Explosion; +½); OIF (-½)	9
4f	**7) Flare Beam:** Sight Group Flash 12d6 OIF (-½)	6
6f	**8) Enervator Ray:** Drain Characteristics 6d6 Variable Effect (any one Characteristic at a time; +½); OIF (-½)	9
4f	**9) Electro-Bolas:** Entangle 7d6, 7 PD/7 ED OIF (-½), 12 Charges (-¼)	[12]
60	**Revenger Armor:** Resistant Protection (30 PD/30 ED) OIF (-½)	0
27	**Revenger Armor:** Damage Negation (-4 DCs Physical and Energy) OIF (-½)	0
7	**Psychic Defense Screen:** Mental Defense (10 points) OIF (-½)	0
7	**Internal Force-Field:** Power Defense (10 points) OIF (-½)	0
7	**Flare-Resistant Helmet:** Sight Group Flash Defense (10 points) OIF (-½)	0
7	**Hearing Protection:** Hearing Group Flash Defense (10 points) OIF (-½)	0
13	**Life Support Systems:** Life Support (Safe Environments: High Pressure, High Radiation, Intense Cold, Intense Heat, Low Pressure/Vacuum; Self-Contained Breathing) OIF (-½)	0
20	**Boot-Jets:** Flight 30m OIF (-½)	3
6	**Helmet Communication System:** HRRP (Radio Group) OIF (-½), Affected As Sight And Hearing Groups As Well As Radio Group (-½)	0
13	**Radar System:** Radar (Radio Group), Increased Arc Of Perception (360 Degrees) OIF (-½)	0
3	**Thermosensors:** Infrared Perception (Sight Group) OIF (-½)	0
3	**Ultrasensors:** Ultraviolet Perception (Sight Group) OIF (-½)	0
7	**360-View Cameras:** Increased Arc Of Perception (360 Degrees) for Sight Group OIF (-½)	0
10	**Magnified Vision System:** +10 versus Range Modifier for Sight Group OIF (-½)	0
2	**Ultrasensors:** Ultrasonic Perception (Hearing Group) OIF (-½)	0

Perks

89 **Followers:** 250 Lunar Amazons built on 246 Total Points each

Talents

2 **Onboard Computer:** Absolute Range Sense
OIF (-½)

2 **Onboard Computer:** Absolute Time Sense
OIF (-½)

2 **Onboard Computer:** Bump Of Direction
OIF (-½)

2 **Onboard Computer:** Lightning Calculator
OIF (-½)

Unfortunately before Revenger could force Barnes to confess what he'd done, the man had a heart attack and died. Cheated of his vengeance and the means to prove that *he* was the one who invented the new battery, Carson torched Barnes's office, destroying all of his notes and samples of his work, then fled campus to become a supervillain.

For the next several years Revenger was a major supervillain menace. He clashed with the Fabulous Five several times, becoming one of the team's arch-nemeses, and also occasionally teamed up with some of the Silver Age's other notable supervillains (such as Dr. Macabre and the Bookworm). But he soon discovered that the constant clashes with superheroes were diminishing the time and attention he could spend on research, inventing, and thus ultimately conquering the world. He needed some time to himself, away from costumed busybodies.

With that in mind, in 1963 he launched an attempt to conquer first New York City, and then the world, with the aid of a new "disintegrator cannon" he'd invented. Although no one realized it at the time, it wasn't a real attempt at conquest — it was a feint. As the Fabulous Five closed in on him, Revenger turned the cannon on them... and it malfunctioned and exploded, instantly disintegrating him.

Or so the superheroes of the world thought. What it really did was teleport him to a secret headquarters. From there he traveled to the most out of the way place he could think of: the Moon. There he could work in peace and comfort for years until he'd invented weapons so powerful and awe-inspiring that not even Earth's strongest superheroes could stop him.

He set up shop in a small cleft in a lunar mountain range. While exploring the region around his new home, he was astonished to discover an entire ruined city... inhabited by insect-people! Revenger had discovered Selenus and the Selenites. Hoping he might have stumbled onto a cache of long-buried super-weapons, he quickly conquered the Selenites and put them to work.

His dreams of finding ancient wonder-technology were never fulfilled, but the Selenites were excellent subjects and workers. For years they labored on his behalf, making real the devices he created on paper. By 1970 he'd perfected the weapons with which he would conquer Earth: missiles tipped with ultra-yield nuclear warheads. Humanity would agree to his demands... or the world's greatest cities would be wiped from the map in atomic fireballs.

Skills

20 +2 with All Combat

3 Computer Programming 15-
3 Deduction 15-
3 Electronics 15-
2 KS: World History 11-
2 KS: World Literature 11-
3 Mechanics 15-
3 Systems Operation 15-
2 Tactics 10-
3 Scientist
2 1) SS: Astronomy 15-
2 2) SS: Biology 15-
2 3) SS: Chemistry 15-
2 4) SS: Mathematics 15-
2 5) SS: Physics 15-
2 6) SS: Robotics 15-

Total Powers & Skills Cost: 514

Total Cost: 715

400 Matching Complications (75)

15 **Psychological Complication:** Vengeful (Common, Strong)
15 **Psychological Complication:** Power-Hungry (Common, Strong)
10 **Psychological Complication:** Occasional Memory Lapses (see text) (Common, Moderate)
15 **Social Complication:** Secret Identity (Richard Carson) (Frequently, Major)

Total Complications Points: 55

Experience Points: 335

Revenger's announcement of his scheme to the people of Earth spurred his old foes, the Fabulous Five, into action. As related on page 12, they journeyed to the Moon, allied themselves with the Selenites, and stopped his missiles from launching in the nick of time. Revenger retreated to his first base on the Moon, the small laboratory in the lunar cleft, to make his last stand. Siren and Diamond attacked, and the force of the battle was so strong that the mountains surrounding the lab collapsed. The two heroes barely made it out in time... and Revenger was crushed to death.

Or so everyone believed. While the Selenites rejoiced in their new freedom, Revenger lay near death under the rubble, his life preserved only by the systems in his armor. Two large boulders had fallen in such a way as to shelter him from the full force of the mountain collapse, but in the process he'd suffered a severe blow to the head.

Revenger "awoke" two years later, his health having been semi-restored by his armor. But his memory was a blur. He knew who he was and what he was, but beyond that could recall little. He had the vaguest recollection of a place he'd found long ago — Hama-something, he thought it was called — and having a base there. Spurred by these semi-memories, Revenger eventually found his way to the cavern in Hamazakar Crater that is his home today. There he located his "base" (actually a small laboratory outpost), made it inside, and collapsed.

Years, then decades, passed. Slowly Revenger expanded the lab, turning it into a sort of lunar villa. Even more slowly, his memory returned, albeit in pieces that left maddening gaps in his personal history and knowledge base. He had to re-teach himself much science, but fortunately the injury that robbed him of his memories hadn't impaired his intellectual faculties in any other way as far as he could tell.

Today Revenger is nearly back to his full former self, though of course he's much older (and thus physically weaker) than he was in 1970. He's rebuilt and even improved his armor, created a group of Lunar Amazons (see below) to serve him, and made a comfortable, secret home for himself on the Moon. Now his thoughts begin to turn once more to his greatest desire, revenge — revenge against the Fabulous Five, and against all of Humanity.

Personality/Motivation: Revenger is a man driven by intense passions. His belief in his own intelligence, gifts, and "destiny" is strong and unswerving. Equally intense is his desire to preserve himself from wrongs, and to get revenge on those who wrong him (which can include simply *outdoing* him, such as beating him in combat, out-thinking one of his plans, or inventing something he wants to invent before he does). Even compared to most master villains he's paranoid about secrecy, security, defense, and having a Plan B Alternate Escape Route in case things go wrong.

Due to the head injury he suffered in 1970, Revenger still has some serious gaps in his memory and is prone to forgetting things (whereas prior to the collapse he'd have Eidetic Memory). Anytime he has to remember a crucial fact that you haven't already established that he knows, he has to make an EGO Roll; if the roll fails, he still hasn't recovered that particular memory.

The biggest gap in Revenger's memory is that he has no recollection whatsoever of Selenus or the Selenites. If he ever does remember them — which he will if they're mentioned or shown to him — his desire for revenge on his traitorous "subjects" will become the paramount driving force in his life.

Revenger still has an intense hatred of the Fabulous Five (particularly Amazing Man); that was one of the first things he remembered. Whenever he learns the group broke up decades ago, he'll be intensely disappointed. He'll shift his ire to Diamond (who's still heroing) and the descendants of the original members.

Quote: "Revenge is the sweetest gift a man can give himself."

Powers/Tactics: Revenger wears a suit of powered armor he designed himself. For its day back in the Silver Age it was pretty sophisticated, and the past several decades of isolation and study have allowed him to improve it somewhat. But compared to some modern powered armor suits it seems a bit "primitive" and "blunt force" in some respects, and it definitely has a more Silver Age-y look to it.

The suit's weapons include various pulson blasters, a powerful laser in the right gauntlet, mini-rocket launchers that pop up from the shoulders, and electro-bolas to tie up his foes. The most recent addition is Revenger's "Enervator Ray" that lets him interfere with the target's neurological functions and physical properties in various ways (in game terms, to Drain Characteristics).

For all his weaponry, Revenger doesn't enjoy fighting; he prefers to let minions, robots, and hirelings do his dirty work for him. Only when his lust for revenge becomes so strong that he wants to *personally* take a hand in humbling a foe does he really "get into" combat.

Campaign Use: Revenger is a major adventure waiting to happen. Once he decides he's powerful enough to attack Earth, he'll step back onto the supervillainous stage, shocking the many people (including Diamond) who think he's been dead since 1970. Depending on how you want to play it, this could become a regular conquer-the-world scenario of the usual sort, or you could add an element of man-out-of-his-time poignancy by portraying what happens when Revenger discovers that his most-hated foes, the Fabulous Five, aren't around anymore. A further (potentially humorous) spin would be to have him try to get revenge on Dr. Destroyer (whenever he himself reappears) for robbing him (Revenger) of the pleasure of killing Kid Chameleon.

On the other hand, there's potential tragedy in Revenger's return as well. If and when he remembers the Selenites, he's bound to attack them. That

in itself could set the cause of Human-Selenite relations back to zero and add fuel to the fire Grlthk's building (see page 52), resulting in more deadly threats to Earth.

Revenger doesn't just Hunt heroes, he *loves* to Hunt heroes. Revenge, after all, is his name! He needs an arch-enemy or eleven to pursue and banter with, and now that the Fabulous Five aren't around anymore your PCs might make an excellent replacement. His attacks on his Huntees are of a grandiose Silver Age variety rarely seen anymore in the modern age: gigantic insects and robots; shrink rays; weird time travel traps.

Associates, Allies, And Adversaries: Revenger doesn't really have any allies in the Supervillain World anymore; all the villains he once (occasionally) associated with are now dead, retired, or living out the rest of their pathetic lives in some prison. If a new Dr. Macabre ever emerges, the Janus Key might compel him to team up with Revenger — the two of them launched several "science mixed with sorcery!" sorts of plots in the early Sixties that went fairly well (though they ultimately fell apart due to the usual supervillainous personality clashes).

Appearance: Back in the Sixties and Seventies, Revenger was a muscular, healthy super-scientist wearing powered armor. Today he's a little wizened and weakened compared to his former self, but still quite strong and vigorous compared to most men his age (he's in his early 80s, though he looks more like late 50s/early 60s). He still has powered armor, though, and it's more powerful than ever. It's dull red and gold. The front center part of the chest, the helmet, the belt, the boots, and the gauntlets are red; the sides of the chest, stomach, arms, and legs are gold. (Despite being of relatively modern design, it still has something of a Silver Age aesthetic; Revenger, like us all, is a child of his times.) The helmet has some gold highlightings.

Revenger's Lunar Amazons

Background/History: Some years ago, Revenger realized that, despite his preference for working in isolation, he was... lonely. He needed minions around to do his chores and see to his needs, and robots just weren't enough. He had a vague recollection of having once had *lots* of servants, but as so often happens the gaps in his memory kept him from fully recalling anything about them. So he decided to create some new ones.

Among the supplies in his lab were some strange spores he'd found... somewhere. He couldn't remember where, but they looked like just the thing he needed. Combining various samples of Human DNA with similar biomatter from the spores in his Cloning Chamber, he created the *Lunar Amazons* — seven foot tall, blue-skinned superwomen to — serve him.

Lunar Amazon

Val	Char	Cost	Roll	Notes
25	**STR**	15	14-	Lift 800 kg; 5d6 HTH damage [2]
15	**DEX**	10	12-	
18	**CON**	8	13-	
13	**INT**	3	12-	PER Roll 12-
10	**EGO**	0	11-	
15	**PRE**	5	12-	PRE Attack: 3d6
7	**OCV**	20		
7	**DCV**	20		
3	**OMCV**	0		
3	**DMCV**	0		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
10	**PD**	8		*Total:* 18 PD (8 rPD)
10	**ED**	8		*Total:* 18 ED (8 rED)
8	**REC**	4		
40	**END**	4		
15	**BODY**	5		
40	**STUN**	10		**Total Characteristics Cost: 140**

Movement: Running: 16m

Cost	Powers	END
13	**Energy-Tipped Spear:** HKA 2d6 OAF (-1), No STR Bonus (-½) **plus:** Reach +3m OAF (-1)	3
12	**Energy Javelins:** RKA 1d6 Penetrating (+½), +2 Increased STUN Multiplier (+½); OAF (-1), Range Based On STR (-¼), 12 Charges (-¼)	[12]
12	**Shield Force-Field:** Resistant Protection (8 PD/8 ED) OAF (-1)	0
7	**Shield Blocking:** Resistant Protection (+6 PD/+6 ED) OAF (-1), Requires A DEX Roll (-½)	0
4	**Long Legs:** Running +4m (16m total)	1

Skills

16	+2 HTH
2	Gambling 12- (Card Games)
2	KS: Selene Religious Doctrine 11-
3	KS: Revenger 12-
3	KS: Things Revenger Likes 12-
2	SS: Biology 11-
2	SS: Chemistry 11-
2	SS: Physics 11-
3	Stealth 12-
3	Tactics 12-
20	Miscellaneous Skills relating to a specific Amazon's typical jobs, tasks, and hobbies

Total Powers & Skills Cost: 106
Total Cost: 246

225	**Matching Complications (50)**
10	**Physical Limitation:** Laboratory-Grown Being (see text) (Infrequently, Slightly Impairing)
25	**Psychological Complication:** Totally Devoted To Revenger

Total Complications Points: 35
Experience Points: 36

Personality/Motivation: The Lunar Amazons are genetically created to be utterly loyal to Revenger. They'll do whatever he tells them to, including fight and die for him, and are interested in whatever interests him.

Secondary to that, Revenger created a sort of "religion" for them as a way of occupying their imaginations and creative thoughts. They worship Selene, the moon-goddess, using various rituals and doctrine set forth in a book written by Revenger. The book also contains a rich lore and mythology for Selene, the personification of the moon (and thus, for them, an earth-goddess) and a goddess of battle. If Revenger defeats the PCs, the Amazons might even decide to sacrifice them (at least the male ones) to Selene....

Quote: "As you command, Lord Revenger."

Powers/Tactics: The Lunar Amazons are tall, strong, physically fit, and beautiful. In battle they wield super-tech spears with energy spearheads and carry shields. The shields project a force-field around them at all times, and can also be used to block attacks in the traditional shield manner.

Because Revenger creates them in his laboratory, the Lunar Amazons contain various minor genetic flaws. To prevent these from becoming crippling, Revenger administers special treatments each month. For each month that passes without an Amazon receiving her treatment, she suffers a -3 to all main Characteristics, -1 SPD (to a minimum of 2), -1 PD and ED, -1 REC, -5 END, and -2 STUN.

Appearance: Revenger's Lunar Amazons are each seven to eight feet tall with classical good looks and well-proportioned, attractive figures seemingly inspired by Greek statuary. Their skin is a sort of blue-grey shade (more blue than grey), and their hair is a darker, glossier blue. At most times they wear gowns seemingly patterned after ancient Greek fashions, but if prepared for battle they switch to a kilt/mini-skirt type garment and a sort of breastplate. They carry super-tech shields and spears created for them by Revenger.

Hamazakar Crater and Cavern

Hamazakar Crater is a small but deep crater on the Moon. To all Human scientists who've studied it via telescope (and there aren't many), it's a totally unremarkable crater. But from their angle they can't see something that makes Hamazakar very special indeed.

Underneath a sort of overhang on the crater wall there's a cavern — a large one. Exactly how a cavern like this formed on the Moon, Revenger doesn't know, but he doesn't look a gift horse in the mouth. When he discovered the cavern in 1965 he immediately grasped its potential for his schemes.

At the time he was busy with other matters and only explored the place and built a small base/lab/supply depot there. Somehow that facility stuck in his head enough that he remembered it when he woke up after the Fabulous Five defeated him. He made his way there and turned it into his home.

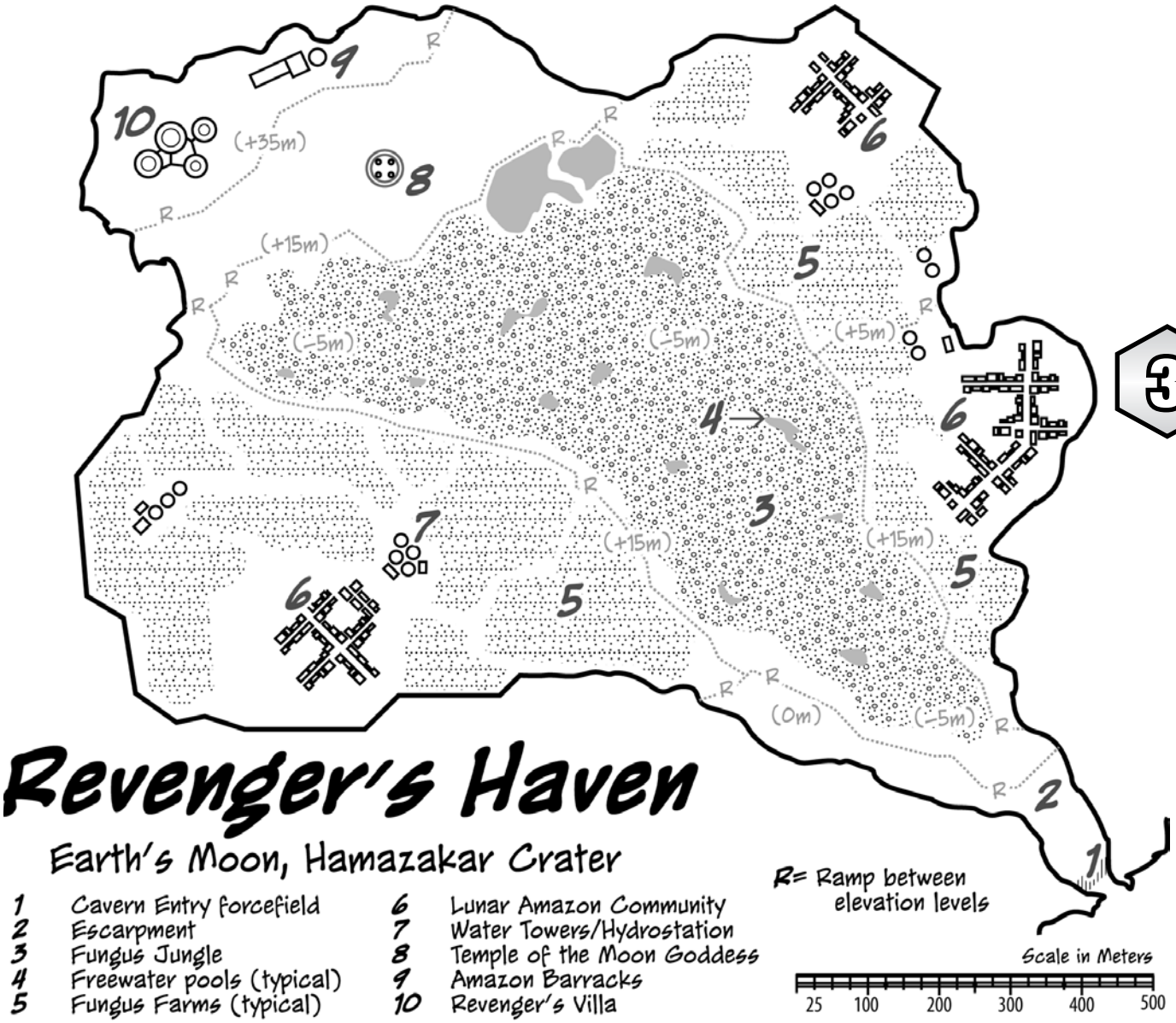
Today that small base has grown into a full-blown "villa," complete with sufficient scientific resources to keep a supervillain thoroughly occupied. The rest of the cavern is home to three Lunar Amazon communities, their associated fungus-farms where they grow plant matter that Revenger processes into all sorts of foods, and a thriving fungus "jungle." Using the same strange alien spores whose biomaterial went into the Amazons, Revenger created a fungal jungle of tree-sized mushrooms and other weird plant life. Many of the fungi glow with a soft blue phosphorescence that lights the cavern and seems to have an oddly calming effect on people (or at least on Revenger). (Heroes who haven't spent at least one day acclimating to the odd, low lighting suffer a -2 on all Sight PER Rolls in the cavern. The buildings have ordinary artificial lighting.)

Revenger maintains an atmosphere in the cave by sealing its entrance with a force-field tuned to keep air molecules in but allow denser matter (such as people) through. He uses artificial gravity generation to increase the gravity in the cavern to about 0.5 G, making it much more Earth-like but still keeping it low enough for the fungus "trees" to grow.

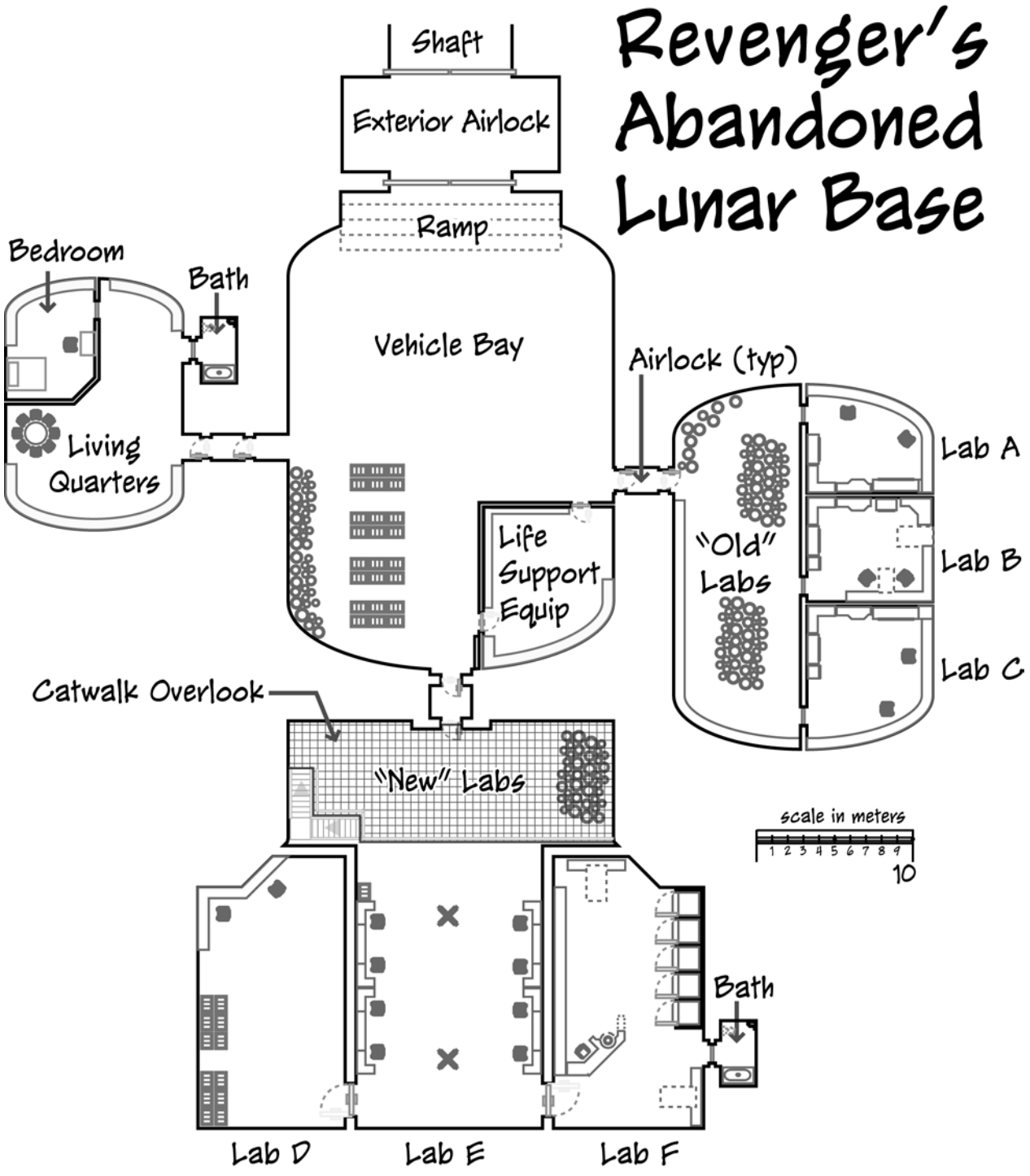
Fungus-Wasps

Unfortunately, that calmness is sometimes deceptive. Revenger didn't always monitor the jungle as it grew, and somehow a few bizarre fungal "animal" life-forms evolved as well. The most dangerous of these are large fungus "wasps" that fly slowly on membranous wings but are strong enough in a pack to carry off an unwary or unconscious Lunar Amazon. They have poisonous stingers which the "females" also use to implant fungal "eggs" in living humanoid bodies to create more of their kind. (And an egg planted in a *super*human body might somehow give birth to an even larger *super*-fungus wasp!) (For the fungus-wasps, use the Giant Wasp character sheet on HSB 163, but reduce the PD to 3 and ED to 2, and the Flight to 6m.)

The other fungus-animals are mostly harmless — fungal equivalents of squirrels and rats. However, one species of "rat" is enough of a scavenger that it might attack an unconscious (or better yet, wounded) humanoid. Even if the victim escaped, just coming into contact with such a creature could result in his contracting a strange, alien disease.


Revenger's Haven
Earth's Moon, Hamazakar Crater
1 Cavern Entry forcefield
2 Escarpment
3 Fungus Jungle
4 Freewater pools (typical)
5 Fungus Farms (typical)
6 Lunar Amazon Community
7 Water Towers/Hydrostation
8 Temple of the Moon Goddess
9 Amazon Barracks
10 Revenger's Villa
R= Ramp between elevation levels
Scale in Meters
25 100 200 300 400 500
(+35m)
(+15m)
(-5m)
(+5m)
(0m)
3

3


Revenger's Abandoned Lunar Base
Shaft
Exterior Airlock
Ramp
Bedroom
Bath
Vehicle Bay
Airlock (typ)
Living Quarters
Life Support Equip
"Old" Labs
Lab A
Lab B
Lab C
Catwalk Overlook
"New" Labs
scale in meters
1 2 3 4 5 6 7 8 9
10
Bath
Lab D
Lab E
Lab F

THE LOST LAB

His former digs in Selenus itself and the lab (now villa) in the Hamazakar Crater cavern weren't Revenger's only facilities on the Moon. A cautious person, even paranoid at times, Revenger preferred to have secret "backup" bases when necessary... and sometimes double secret backup bases for the secret backups. Unfortunately for him, his memory of most of these facilities was lost during his long period of recovery and has yet to return.

One such location on the Moon is a small laboratory/outpost he hid in a mountain range several hundred miles from Selenus. A normal lunar shaft sinks into the mountain for about two dozen feet before ending in an airlock door (which isn't visible from the surface). The airlock (which is electronically locked; -3 to Lockpicking rolls to open from the outside) leads to a large vehicle bay that's currently empty (aside from some worktables and a "closet" containing the lab's life support systems). To the east another airlock gives access to the original suite of labs Revenger built when he first constructed the base; to the west are his living quarters. Later he expanded the based to the south, adding a second, larger, area of labs with a catwalk overlooking them.

Thanks to Revenger's faulty memory, no Human being has any idea this lab even exists... but the Qularr do. During their 2009 invasion, a Qularr sensor officer happened to scan that part of the lunar surface, and his scans were strong enough to penetrate Revenger's Sixties-era electronic countermeasures. Investigating the outpost, the Qularr discovered it included a small cloning facility where some Human scientist kept a grown but dormant Human body. (This was a clone of Revenger, kept by him as a "replacement" body in the event of life-threatening injury.)

A cloned Human body — a "pure" genetic construct from Human DNA — was a treasure to the Qularr. After much discussion, their scientists decided to "fuse" the clone with samples of Gadroon genetic material they possessed to see how easily Human biomaterial could be adapted to various purposes pertaining to their war with the green-skinned aliens (see page 262). At first the experiment went well; the process of introducing the Gadroon "DNA" into the Human body was flawless, and the growth/adaptation of the new body under the Qularr stimulator rays had few complications (though the resulting creature was hideous-looking even to Qularr eyes).

Then they awoke their creation. At first it stared dumbly around itself and responded only sluggishly to their commands, so one of the Qularr gave it a mild zap with a cattle prod-like device. The creature's seemingly slow-witted nature instantly vanished, replaced by berserk rage. It grabbed the offending scientist, ripped off one of his arms, and hurled his body at another scientist with such force that both of them were killed. Within ten minutes it had located the other scientists and the two soldiers assigned to guard them and killed all of them while suffering only minimal injury.

The creature's remained trapped in the lab since then, because it has no way of surviving the lunar environment. It has no idea who it is (since Revenger never downloaded any memories into the clone's brain), and doesn't even have a name. It can't speak coherently, read, or operate most of the machinery in the lab, though it has learned to activate some of the television monitors to play video entertainments (mostly "reruns" of television shows from the late Fifties and early Sixties). It's become more unbalanced, more desperate, and fiercer with every passing month. If and when someone finds the poor creature, their only reward may be to be savagely attacked by a superhumanly powerful brute who simply doesn't know any better.

THE HUMAN-GADROON CREATURE

Background/History: See above.

Personality/Motivation: The Creature is totally uneducated (he can't even speak) and has more or less the mind of a child. As long as he's not Berserk, if confronted with an authority figure (such as a PC with a PRE of 15 or higher), the Creature has to succeed with an EGO Roll or do as he's told (or as he thinks the authority figure wants him to act). On the other hand, if he suffers any sort of pain, or if he's not given something he decides he wants, he's likely to go Berserk and attack everyone and everything around him until he calms down.

While the Creature is relatively feebleminded, he's not mindless. If exposed to language, he'll quickly learn to speak (just individual words at first, with simple sentences following eventually). If shown how to do basic tasks he can learn to do them (and will become a tireless worker, able to perform the same task for hours at a time, long past the point where a normal Human would become bored).

Quote: "GRRRaaaaRR!!"

Powers/Tactics: The Creature is immensely strong and tough compared to most Humans or Gadroon, though a bit on the weak side compared to typical superheroes (until it goes Berserk). Through instinct more than training he can use his strength in various ways other than just punching. For example, he can sweep his enormous arms to hit many targets, or literally rip a Grabbed enemy limb from limb.

THE HUMAN-GADROON CREATURE

Val	Char	Cost	Roll	Notes
50	**STR**	40	19-	Lift 25 tons; 10d6 HTH damage [5]
14	**DEX**	8	12-	
33	**CON**	23	16-	
5	**INT**	-5	10-	PER Roll 10-
5	**EGO**	-5	10-	
25	**PRE**	15	14-	PRE Attack: 5d6
5	**OCV**	10		
4	**DCV**	5		
3	**OMCV**	0		
3	**DMCV**	0		
5	**SPD**	30		*Phases:* 3, 5, 8, 10, 12
25	**PD**	23		*Total:* 25 PD (15 rPD)
20	**ED**	18		*Total:* 25 ED (15 rED)
20	**REC**	16		
80	**END**	12		
30	**BODY**	20		
90	**STUN**	35		**Total Characteristics Cost: 245**

Movement: Running: 14m

Cost	Powers	END
22	**Berserk Strength:** +30 STR Reduced Endurance (0 END; +½); Only When Berserk (-1)	0
11	**Agile Haymaker:** HA +4d6 (22 Hand-To-Hand Attack (-¼), Extra Time (Extra Segment; -½)	
12	**Armsweep:** Area Of Effect (1m Radius; +¼) for up to 50 STR	1
20	**Tear You Limb From Limb:** HKA 2d6 (5d6+1 with STR) Must Follow Grab (-½)	3
15	**Incredibly Tough:** Resistant (+½) for 15 PD/15 ED	0
45	**Even Tougher When Berserk:** Damage Reduction, 75% Physical and 50% Energy, Resistant Only When Berserk (-1)	0
2	**Long, Strong Legs:** Running +2m (14m total)	1
	Skills	
32	+4 HTH	
-1	No Everyman Language (can only speak in grunts, growls, and the like)	

Total Powers & Skills Cost: 158

Total Cost: 403

400	**Matching Complications (75)**
35	**Enraged:** Berserk when hurt or injured (i.e., when he suffers STUN or BODY damage) (Common), go 14-, recover 11-
35	**Enraged:** Berserk when he doesn't get something he wants (see text) (Common), go 14-, recover 11-
15	**Psychological Complication:** Childlike Mind (see text) (Common, Strong)

Total Complications Points: 75

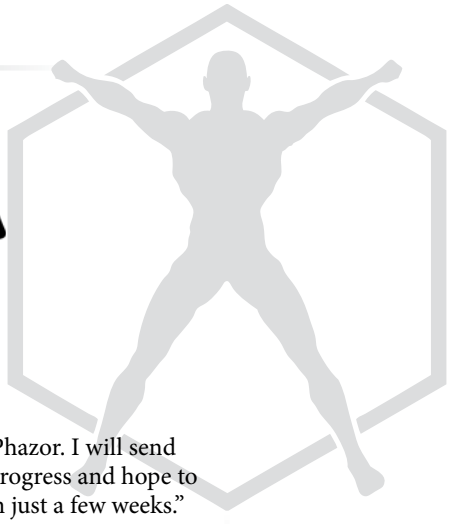
Experience Points: 3

Campaign Use: The Creature presents some intriguing possibilities. On the one hand he could simply be a Frankenstein's Monster-like adversary (particularly if you give him some Life Support and let him shuffle around the Moon attacking people). On the other hand, he could be an unfortunate someone the PCs could rescue *without* having to use their superpowers. Not even a mentalist can entirely solve the Creature's problems; it's going to take the sort of time, effort, and personal investment that it takes to raise a child... combined with the ability to withstand tantrums thrown by a STR 80 monster.

On the other other hand, the Creature could become a pawn in the interspecies conflicts between Humanity and various alien invaders. Since he has Gadroon genetic material, the Gadroon may consider him their "property" and try to capture him; they'd want to learn how their genetics and Human DNA interact. The Qularr definitely consider the Creature theirs and plan to "retrieve" him at some point.

Appearance: The Human-Gadroon Creature is a seven foot tall, muscular, broad-shouldered Human infused with Gadroon genetic material. As such his skin has become a muddy green, he has a hunchback and a sort of stoop, his arms are disproportionately long (and his hands disproportionately large), and his head/face are as much batrachoid as Human. If he wears anything, it's just a few scraps of cloth he's wrapped around himself for warmth when necessary.

THE FORUM MALVANUM



Perhaps the strangest thing on the Moon is an arena for superhuman gladiatorial combat that neither Humanity nor Earth's superheroes are aware of... despite the fact that many heroes have taken part in battles on the arena floor.

Some years ago, a Malvan named Tateklys — a clever and unusually dynamic member of his species, known far and wide in galactic society as "the Fashionable One" — approached the Phazor of Malva (an old friend of his father's) with an idea. "Oh my Phazor," he said, simultaneously conveying sincerity and flattery in a way only a Malvan can, "the popularity of the Arena games is as high as it has ever been, eclipsing all other pasttimes on our wondrous world. And the most popular of all the fights are the ones featuring gladiators who have superhuman powers."

"You tell us nothing We do not know, my son," the Phazor said gently.

"Recently You learned of a backwater world called Earth, where superhumans are plentiful. The Traitorous One who is not to be named lives there now, engaging the other superhumans in combat to test his prowess."

"True," the Phazor growled, his equanimity disturbed by thoughts of Thone. "But We shall have him back here soon enough to serve Us."

"I believe, oh my Phazor, that this Earth has more potential for Your amusement than just that one aspect. So rich a source of superhumans means so rich a source of *gladiators.* Capturing them and transporting them all here would be time-consuming... but this world Earth has a large moon. I propose to build for You a new arena there, on Earth's moon, and hold gladiatorial games which I will broadcast to Malva for the viewing pleasure of Yourself and Your subjects."

The Phazor considered. The possibilities were... intriguing. Very intriguing, in fact. "Very well. We are convinced. You may create this Earth arena. However, once it is built you may not use Malvan technology there that is better than that possessed by these superhumans. Keeping so many powerful individuals in proximity is dangerous enough; you must not allow them access to Malva's wonders as well."

"As You command, oh my Phazor. I will send reports informing You of my progress and hope to broadcast the first fights within just a few weeks."

And so it was. Journeying to the Sol System with a cohort of Malvan labor-bots, Tateklys conceived of and designed an arena modeled in part after several classical Malvan arenas, and in part after arenas used for similar entertainments by one of Earth's most vibrant historical cultures, the Romans, whom he had studied. Planning for success, he included spaces for luxury shops, restaurants, and suites for visitors who'd come to see the games in person.

The robots went to work and soon had finished the project to Tateklys's satisfaction, right down to the decors in the rooms and the number of parking slots for star-yachts. After sending them home to comply with the Phazor's edict, he contacted the bounty hunters who provided the Malvan arenas with so many of the beasts and sentient gladiators that were necessary to keep the games going. He informed them of his new arena... and his need for combatants, primarily superhumans from Earth.

These bounty hunters went to work, and soon Tateklys, billing himself as "Praetor of the Lunar Games," was broadcasting his first fights to Malva. It took a little while for the Malvans to become aware of this new attraction, but once they found out about it they were captivated. Before long Tateklys had a major hit on his hands and a new fad was sweeping Malva — an intense interest in the Lunar Games. Tateklys's planning paid off as Malvans and other galactic sophisticates came to see these fascinating new gladiatorial bouts in person. Since then the Lunar Games' popularity has continued unabated, with the Fashionable One, ever living up to his name, as their benign producer and overseer.

Forum Security Robots

Tateklys maintains a force of security robots to keep the Forum Malvanum safe for visitors and prevent "unpleasantness" from occurring between attendees at the gladiatorial fights and other entertainments. Designed to resemble a sort of cross between one of the "Golden Hunters" of Malva's early history and a Roman centurion, they're fully sentient and can interact with the visitors in any way necessary — from offering directions, to politely admonishing misbehavior, to stern warnings, to restraining (or even injuring) wrongdoers. (They are, however, programmed for obedience to the Forum staff, and ultimately utter loyalty to Tateklys himself.)

For the security robots, use the Type I-37 Combat Unit character sheet from CV1 114.

The Forum

The Forum is a large oval structure nearly two kilometers long along its largest axis. From a distance most of it appears to be open to space, but in fact a powerful Malvan force-field protects visitors and gladiators alike while allowing them an unobstructed view of Earth.

The centerpiece of the Forum is, of course, the Main Arena, which is discussed below. Flanking it are two "open arenas," named Vidrash Arena and Satrol Arena after legendary gladiators from Malva's distant past. There the Forum holds lesser contests, often featuring non-superpowered gladiators pitted against each other or ferocious animals from planets all over the Galaxy. The Open Arenas are definitely a "lesser attraction" for most visitors, but they give fight fans something to watch in between events at the Main Arena. Additionally, Munerator Dominus (see below) can more easily re-arrange or change the Open Arena fight schedule to cater to the tastes of specific groups of visitors... or even specific highly influential visitors.

Shops and Suites

The "wall" structure that defines the Arena is actually a large, contiguous building primarily devoted to two features. The first are luxury shops, gourmet restaurants, and other businesses and services catering to the visitors. These are located in the parts of the Forum nearer the Main Arena and feature goods and foods from all over the intergalactic community. Whether you want a coat made with the fur of an Ackálian "bear," a fine example of the crystal artwork of Catavala, or a massage given by one of the exquisitely-skilled tentacled "relaxation experts" from V Bluude Tarumini, you can find it in the Shops at the Forum Malvanum... but of course the merchants only take accepted forms of galactic currency, not Human currencies.

The shops also include other entertainment venues for visitors who want something to do other than watch gladiatorial matches. There are casinos for every conceivable form of gambling, theaters and auditoria for live performances of many varieties, cinemas showing the latest galactic "movies," and much, much more.

At the other end of the Forum "wall" are the luxury hotel suites for visitors, and the quarters (sometimes less luxurious, sometimes not) for permanent residents. These rooms feature every amenity that visitors from dozens of species could possibly desire — and if necessary, the Praetor's servant robots can easily re-arrange or rebuild rooms or even entire blocks of suites to suit specific guests. The rates for rooms are steep, but not totally exorbitant.

The Stealth Field

A powerful Malvan "stealth field" protects the Forum Malvanum from discovery by unwanted persons (*i.e.,* Humanity and other such undesireables). Viewed from Earth or space, either with the naked eye or the most sophisticated sensors in the Galaxy, the Forum looks like ordinary lunar landscape.

Visiting Procedures

Visitors who want to attend the fights at the Forum Malvanum must have sufficient stealth technology of their own to enter and leave the Sol System undetected by Humanity. Visitors who've never been before have to obtain permission from Tateklys's office on Malva, which they can easily obtain by proving they're properly "stealthed." Any Malvan possesses such technology, and if necessary important visitors can be accomodated by renting them a Malvan stealth field for their convenience.

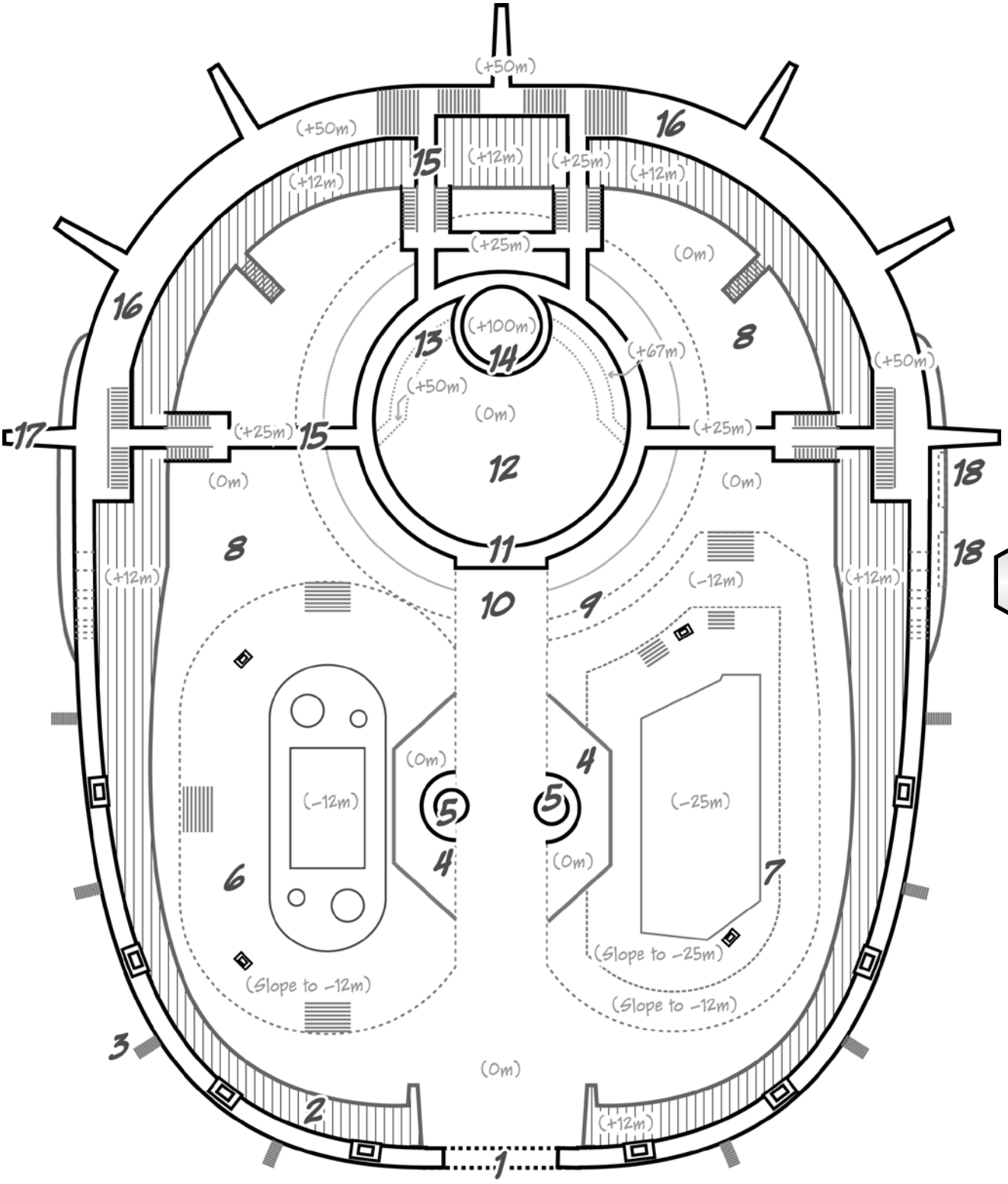
While at the Forum, visitors are of course expected to conduct themselves with all due propriety, and in particular to not do anything that would somehow make the Forum's presence known to Humanity. Tateklys's security robots are noted for their humorlessness and obstinacy on these points.

Ringing the outer walls of the Forum are parking slots large enough to accomodate nearly any personal starcraft or small cargo vessel. In many cases a visitor can park right outside his suite and walk right into his room via airlock.

Technology Restrictions

Except where absolutely necessary (*e.g.,* the stealth field), no technology is found in the Forum Malvanum, or can be brought there by visitors, that exceeds what's available to Human superheroes (though admittedly that allows for quite a lot). The Phazor has decreed this, because he's worried about what might happen if Humanity obtained working examples of the hyper-advanced Malvan technology (particularly weapons) — and no sensible being in the Milky Way Galaxy disobeys a command from the Phazor of Malva.

To ensure that no one tries anything funny, Tateklys has installed sensors in all the starship parking bays, the suites, the shops, and the arenas. If they detect any contraband technology, they immediately send in the security robots to seize it. If that's not enough, Tateklys enlists the services of Kovarl, Munerator Dominus, any bounty hunters who happen to be at the Forum, and various gladiators to assist the robots.



3

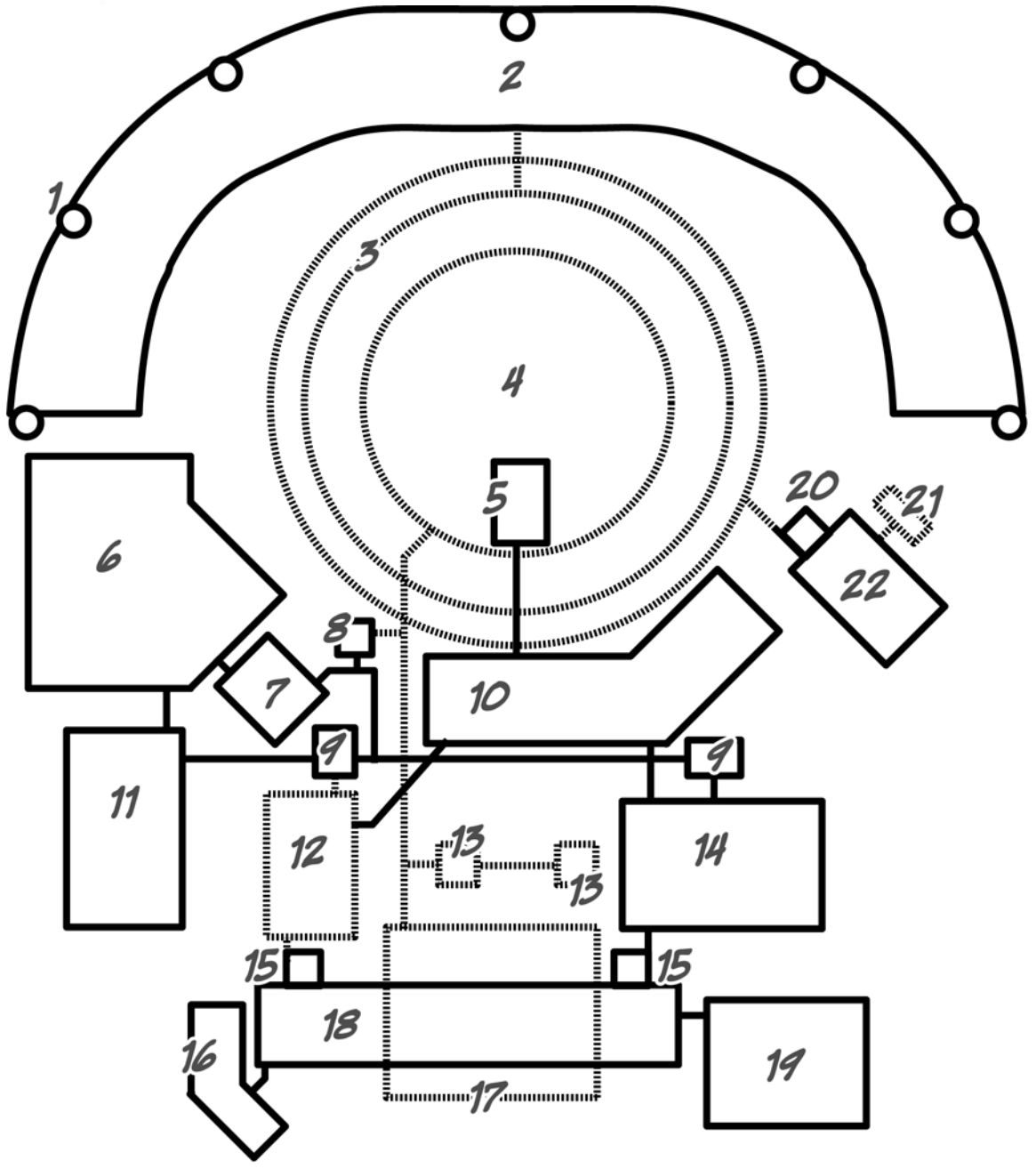
Forum Malvanum

Scale in Meters

25 100 175 250 375 500

Earth's Moon

1 Main Entrance
2 The Terraces (typical)
3 Terraces Side Entrance (typical)
4 OverPit Platform
5 Observation Spires
6 Vidrash Arena
7 Satrol Arena
8 Bazaar Area
9 Main Arena Pedestal (2 Floors)
10 Ramp to Main Arena
11 Main Entrance Main Arena
12 Main Arena Floor
13 Bleachers over Main Arena
14 Tateklys's Tower
15 Catwalk (Mezzanine, typical)
16 Upper Deck
17 Dockways
18 Ground Level Side Entrances



3

Catacombs of the Forum Malvanum

24–48m underground
12–24m underground

Scale in Meters
25 100 175 250 375 500

1 Dock Connections (typical)
2 Storage Area
3 Servant Housing and Fabrication
4 Main Arena Equipment and Preparation
5 Temporary Holding for Beasts
6 Resident Gladiator Housing
7 "Pleasure center"
8 Security Station
9 Gladiatorial Equipment Holding
10 Beast Pens
11 Resident Gladiatorial Training
12 Vidrash Arena Equipment and Arena Preparation
13 Robotic/Observer Embarkation Area
14 Satrol Arena Equipment and Arena Preparation
15 Security Substations for Captive Gladiators
16 Gladiatorial Infirmary
17 Robot Repair, Storage and Recharging Vault
18 Captive Gladiatorial Cells
19 Captive Gladiator Training Area
20 Security Substation
21 Power Control
22 Power Generation

3

THE MAIN ARENA

The heart of the Forum Malvanum is the Main Arena, a large, circular auditorium at one end of the structure. In addition to numerous ground entrances, it has three major entrances via walkways from the Forum's "wall." The Arena is the tallest structure in the Forum, reaching well above the "wall," but uses Malvan technology so that the view from every seat is as good as sitting at "ringside." (The actual ringside seats that don't require this remain the most expensive and prestigious ones in the Arena, though.) Fans desiring better amenities can reserve (for even higher prices) one of the Arena's many "luxury viewing suites" — but a true gladiatorial afficionado will claim you have to be out in the same air with the fighters to get the full experience.

TYPE OF FIGHTS

The Main Arena can handle nearly any type of fight, following nearly any convention, as a standard Malvan arena, though its smaller size limits things somewhat. (See page 112 for more information on Malvan gladiatorial bouts.)

FIGHTERS

The Forum Malvanum specializes in fights between gladiators possessing superpowers, since it can draw on the large superhuman population of Earth for fighters. (See page 114 regarding the Malvan system of ranking super-gladiators, and below for how Tateklys obtains fighters for his matches.) But fights between non-powered sentients, or that pit a non-powered sentient against some strange alien creature, definitely aren't unknown.

Since the Forum Malvanum is the "hot new thing" in Malvan gladiatorial combat, both renowned fighters and newcomers looking to make a name for themselves are eager to fight there. Tateklys receives dozens of requests each week from free fighters eager to get on a Forum Malvanum "card." Malvan gladiatorial regulations (and in some cases contracts) limit his discretion to a certain extent (see page 112), but he has a reputation both for making quirky choices and for spotting up-and-coming talent that deserves a chance to break into the big time. More than a few fighters on the Malvan "circuit" are indebted to the Fashionable One for giving them their first time in the spotlight or some major audience exposure.

Munerator Dominus

The person in charge of keeping the arenas and fights in the Forum Malvanum operating smoothly is a tall, suave Ixendar known as Munerator Dominus. Apparently an old friend of Tateklys's, he convinced the Praetor to give him a job to save himself the tedium of handling administrative matters on a day to day basis. Dominus has been earning an excellent salary ever since.

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Among his other duties, Munerator Dominus is in charge of scheduling arena matches and determining who fights in each match (subject to Tateklys's oversight and input, of course — ultimately if the Praetor wants two gladiators paired off to fight, they get paired off). If the PCs want to get involved in the gladiatorial scene voluntarily without having to butter up Tateklys, Munerator Dominus is the man they should talk to.

Arena Environments

While the standard "bare sand floor" match that eliminates environmental factors and just tests the gladiators' skills remains the favorite at the Forum Malvanum as on Malva itself, Tateklys often likes to "mix things up" and challenge his gladiators by altering the Arena's environment, and the fans have responded positively. Some of his most common choices include:

- turning off the artificial gravity (making Knockback a much more significant factor; he enhances the Arena's protective force-field so no spectators get hurt)
- randomly placing floating metal platforms throughout the Arena and giving all gladiators jump-boots so they can move from one to another
- partially flooding the arena floor with something dangerous (such as lava or acid) so that gladiators can only safely fight on the "islands" left uncovered
- randomly placing stone columns that gladiators can use for cover, as weapons, and the like.

Gladiator "Recruitment"

Despite all the petitions from free gladiators who want to fight at the Forum Malvanum, Tateklys needs a constant stream of superpowered individuals to enter the Arena; that's his meat and potatoes, the stuff his customers really want to see. Aside from a few gladiators who've become semi-permanent residents of the Forum instead of remaining on Malva (see below), that means he needs Human superheroes and villains... who of course generally don't want to be part of a gladiatorial game, and who certainly can't be told that the Forum Malvanum exists.

That means Tateklys has to kidnap them and force them to fight. For this task he hires bounty hunters. Kanrok the Acquisitioner (CV3 169-71) gets most of his business, but various other well-known galactic bounty hunters also get some of his business. Sometimes Tateklys puts in an order for a specific superhuman or type of superhuman ("Bring me Witchcraft by this time next week" or "I'm paying a 10% bonus for all superhumans with sonic powers that you bring me this month"), but at other times he simply tells the bounty hunter how many superhumans he needs of what power level and leaves the rest to him to figure out.

The kidnapee awakens in a cell in the Catacombs (see below) that negates his powers (similar to the cells in Stronghold) and otherwise restrains him as necessary. Tateklys, Munerator Dominus, or Gladiator Master Kovarl explains the situation to the captive. If he agrees to fight and seems trustworthy (based on Malvan truth-reading machines implanted in the cell, which are virtually infallible), they release him into the free gladiator area so he can train or otherwise prepare for his fight(s). If he refuses or can't be trusted, Tateklys uses Malvan mind-control technology to force the superhuman to fight. He strongly prefers not to do this, because he thinks it can inhibit the gladiator's performance in the Arena. He'd much rather that a superhuman agree to fight, but not everyone can be reasonable about these matters.

Once a superhuman has finished (and survived) the fight or fights Tateklys wanted him for, he has to be returned to Earth in as close to the same condition as possible... and without any knowledge of the Forum Malvanum. Erasing his memories is an easy enough task given Malvan technology (though it's never possible to guarantee that a sufficiently powerful mentalist, such as Menton, can't dig up buried memory fragments, or at least determine that something was removed or altered). The Arena's devices can also repair damage to costumes and gear, replace used equipment (such as ammunition), and so on.

On the other hand, explaining the superhuman's absence from Earth may be difficult, especially if he's been gone for a long time. Tateklys has a team of "specialists" whose job is to use Malvan technology to try to cover up inconsistencies and provide the former gladiator with a plausible "cover story" or explanation sufficient to keep him from investigating further, but sometimes there's only so much they can do. The Fashionable One does his best to avoid such situations because they're a major security risk, but sometimes sacrifices must be made to ensure that just the right gladiators compete in the Main Arena.

The Catacombs

Located beneath the Main Arena and other parts of the Forum Malvanum, well out of sight of visitors, are *the Catacombs* — an extensive series of underground corridors and chambers that contain some of the Forum's essential infrastructure as well as some of its less savory elements. The Catacombs include:

- living quarters for free gladiators fighting in the Arena voluntarily (the more popular the gladiator, the better his accomodations)
- prison cells for kidnapped gladiators. Where necessary the cells are equipped with power-dampening technology that makes it impossible to use any superpowers.
- pens and feeding areas for beasts used in gladiatorial fights
- training areas for free gladiators and for kidnapped gladiators (the two are separate, since kidnapped gladiators need security measures that free gladiators don't)
- equipment storage areas for weapons provided to gladiators, gear needed to alter the arena for particular types of battles, and so forth
- power generation systems for the Forum
- storage, repair, and recharging areas for the Forum's robots (including the security robots)

Forum Personnel

The Forum Malvanum is home to a number of interesting individuals. Some of them work there; others are more or less permanent visitors who have their own reasons for attending the Lunar Games.

TATEKLYS

Background/History: The man who one day would be known as Tateklys — literally "The Fashionable One," a name he adopted years ago that's become so well-known that few people remember his real name — was born on the now-abandoned Malvan colony world of Taka in the Human year 1540 AD. His father Haran is an influential and controversial military man opposed to the slow collapse of the Malvan Empire. A friend of the Phazor, Haran splits his time between the Phazor's court on Malva and various other worlds. He left the raising and supervision of his son to robotic caretakers. Tateklys largely grew up in the care of technological tutors, where he gained a love of robots, computers, and technology that he still possesses.

When the young Malvan came of age he followed his father's example and joined the military, where his extraordinary skill with languages landed him a position as a translator. During his brief 100-year career he traveled widely, visiting Perseid and Velarian space among other places. He also spent some time at home on Malva, becoming a favorite of the court with his quick wit and engaging personality.

Eventually he realized he enjoyed travel and mingling with people a lot more than he enjoyed military life. In the Human year 1890 he resigned his commission and became a traveling merchant specializing in luxury goods and hard-to-find items. He went wherever he thought he could find goods worth buying, or a market for what he was selling. He didn't need the money — like all Malvans he's essentially ultra-rich — but his earnings were a mark of how well he was doing, a prize of sorts. In the late twentieth century his travels brought him to an extraordinary planet called Earth. The bustling, many-cultured world and its colorful cast of superpowered heroes and villains fascinated Tateklys — as did the presence of his fellow Malvan Ariax Thone, now known as Firewing.

It occurred to him that many of Earth's superhumans might be willing to fight in the Malvan arena — though probably not to go all the way to Malva. After some thought he proposed to the Phazor that a small arena be established on Earth's Moon, with a colony of Malvans led by himself to run things. The fights there would be broadcast back to Malva, offering a different type of bloodsport for the Malvans to watch. The idea met with the Phazor's approval. Christening himself the "Praetor" of the "Lunar Games," and even sometimes donning Roman-style garb, Tateklys now runs the Forum Malvanum... not just the legitimate games, but the crime and corruption that has inevitably sprung up around the waves of galactic tourists that come in stealthed ships to watch the spectacle.

Personality/Motivation: Boredom. Boredom so immense, so overwhelming, so all-consuming that it creates a vacuum at the center of the soul which wealth, sexual pleasure, and diversion can never entirely fill. Imagine that boredom has spread throughout your being to the point where it dominates every waking moment of every day of your life. Now, imagine that this has gone on for centuries. That is the inner essence of Tateklys.

Like all Malvans Tateklys exists to be entertained, and thus distracted from the unending tediousness of immortality. Unlike most Malvans — who for all their pretense are hopelessly provincial — Tateklys possesses a certain amount of depth, and is thus even more difficult to entertain. His sensibilities have been formed by centuries of travel and interaction with other species, something almost unheard of for one of his kind in this day and age. In fact, the Fashionable One is considered a bit stodgy and an aesthete by Malvan standards. He simply isn't as interested in the pursuit of pleasure as most members of his species — at least as they define it.

Tateklys is particularly intrigued by rare and valuable objects — the more unusual, the better. He maintains a large collection of such objects, and also assists other collectors to find items that he personally doesn't want for himself. There's no quicker way to get into his good graces than to bring him an item for his collection... particularly if it's one he's never heard of until it's given to him.

Tateklys's military experience has led to an interest in the Malvan gladiatorial games (though he's nowhere near the afficionado of them that some Malvans are). Since becoming Praetor of the Lunar Games he's developed a new appreciation for the bravery and skill displayed by the gladiators, and a fascination with their community and culture. The games have yet to become tiresome to him, and hopefully won't for decades to come.

As noted above, the Fashionable One has no need for money. He considers his earnings to be a sort of "points system" that indicate how cleverly he's conducting his businesses. If he earns a lot, he's doing well, and that's what he wants. If he doesn't, or if a competitor earns more, then he's failing... something he distinctly dislikes.

Quote: "You're beginning to bore me."

Powers/Tactics: Although he comes from a species whose members are mostly idle "dilettantes" catering solely to their own personal desires and whims, Tateklys is a rare example of a Malvan who wants to *do things* and *learn things.* In his years as a Malvan military man and later a trader, he's seen a lot of the Galaxy and encountered many of its species. He finds the endless variety of life and customs fascinating (whereas most Malvans think non-Malvans are "provincial and quaint" or simply "backwards savages"). He's also an accomplished scientist and technologist. Though he's no closer to fathoming the true secrets of Malvan technology than any other member of his species, with what he does know he can build some powerful devices.

TATEKLYS

Praetor of the Lunar Games

Val	Char	Cost	Roll	Notes
10	**STR**	0	11-	Lift 100 kg; 2d6 HTH damage [1]
17	**DEX**	14	12-	
14	**CON**	4	12-	
23	**INT**	13	14-	PER Roll 14-
20	**EGO**	10	13-	
20	**PRE**	10	13-	PRE Attack: 4d6
5	**OCV**	10		
6	**DCV**	15		
3	**OMCV**	0		
7	**DMCV**	12		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
5	**PD**	3		*Total:* 28 PD (23 rPD)
4	**ED**	2		*Total:* 27 ED (23 rED)
8	**REC**	4		
30	**END**	2		
15	**BODY**	5		
40	**STUN**	10		**Total Characteristics Cost: 134**

Movement: Running: 12m

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Cost	Powers	END
70	**Fashionable Malvan Bracers:** Multipower, 105-point reserve All OIF (-½)	
7f	**1) Blaster:** Blast 14d6 Reduced Endurance (0 END; +½); OIF (-½)	0
7f	**2) Stunner:** Drain STUN 7d6 Reduced Endurance (0 END; +½); OIF (-½)	0
7f	**3) Paralyzer:** Entangle 4d6, 4 PD/4 ED Takes No Damage From Attacks (+1), Reduced Endurance (0 END; +½); OIF (-½)	0
2f	**4) Escape Teleporter:** Teleportation 100m OIF (-½), Lockout (prevents use of any other Multipower slot for 20 Minutes until bracer's battery self-recharges; -½), 1 Charge (-2)	[1]
	Martial Arts: Malvan Combat Training	
	Maneuver ***OCV*** ***DCV*** ***Damage/Effect***	
4	Block +2 +2 Block, Abort	
4	Counterstrike +2 +2 7d6 Strike, Must Follow Block	
4	Disarm -1 +1 Disarm; 35 STR to Disarm	
4	Killing Blow -2 +0 HKA 1d6 (1½d6 with STR)	
3	Strike +1 +0 7d6 Strike	
12	+3 Damage Classes (already added in)	
40	**Fashionable Malvan Necklace:** Resistant Protection (20 PD/20 ED) OIF (-½)	0
15	**Malvan Mind:** Mental Defense (15 points)	0
5	**Unimpressed:** +10 PRE Only To Protect Against Presence Attacks (-1)	0
11	**Fashionable Malvan Necklace:** Life Support (Safe Environments: High Radiation, Intense Cold, Low Pressure/Vacuum; Self-Contained Breathing) OIF (-½)	
5	**Malvan Immortality:** Life Support (Longevity: Immortality)	0
4	**Observant:** +2 PER with Sight Group	0
	Perks	
15	Money: Filthy Rich	
	Talents	
6	Combat Luck (3 PD/3 ED)	
5	Eidetic Memory	
6	Striking Appearance: +2/+2d6	
20	Universal Translator 14-	
	Skills	
20	+2 with All Combat	
3	Breakfall 12-	
3	Bribery 13-	
3	Bureaucratics 13-	
3	Combat Piloting 12-	
3	Computer Programming 14-	
3	Conversation 13-	

10 Cramming (x2)
3 Deduction 14-
3 Disguise 14-
3 Electronics 14-
2 Gambling (Card Games) 14-
3 High Society 13-
3 Inventor 14-
3 Mechanics 14-
3 Persuasion 13-
3 Streetwise 13-
3 Systems Operation 14-
3 Trading 13-
2 TF: Malvan Space Vehicles
2 WF: Advanced Malvan Weapons
3 Weaponsmith (Energy Weapons, Malvan Hyperdimensional Weapons) 14-
3 Jack of All Trades
2 1) PS: Artist 12-
2 2) PS: Merchant 13-
2 3) PS: Soldier 13-
3 Scholar
2 1) KS: Earth Civilization And History 14-
2 2) KS: Earth Superhumans 14-
1 3) KS: The Espionage World 11-
2 4) KS: Galactic Politics 14-
2 5) KS: Malvan Gladiatorial Games 14-
2 6) KS: Malvan History 14-
3 Scientist
1 1) SS: Anthropology 11-
2 2) SS: Astronomy 14-
1 3) SS: Biology 11-
1 4) SS: Chemistry 11-
2 5) SS: Physics 14-
2 6) SS: Psychology 14-
2 7) SS: Robotics 14-
1 8) SS: Xenoanthropology 11-
1 9) SS: Xenology 11-
3 Traveler
2 1) AK: Malva 14-
2 2) AK: The Milky Way Galaxy 14-
2 3) AK: The Sol System 14-
2 4) CuK: Human Culture 14-
2 5) CuK: Malvan Culture 14-

Total Powers & Skills Cost: 395

Total Cost: 529

400 Matching Complications (75)

25 **Psychological Limitation:** Malvan Boredom (Very Common, Total)
25 **Psychological Limitation:** Obsessed With Things That Are Truly Rare (Very Common, Total)

Total Complications Points: 50

Experience Points: 154

Two such devices that he keeps with him at all times are his bracers and necklace. The bracers contain several powerful weapons, and can also teleport him up to 100m if necessary (though doing so drains their battery for twenty minutes). The necklace protects him with an invisible force-field that not only shields him from injury, it provides him with breathing gases and is proof against the icy dangers of outer space.

An immortal genius, Tateklys has a photographic memory, picks up new languages so quickly that he has Universal Translator, and has mastered numerous professions and sciences. Tateklys has a wide variety of Knowledge Skills on topics as diverse as history, politics, and art. He's also a skilled hand-to-hand combatant, though he strongly prefers not to soil his hands with such things.

Campaign Use: The Fashionable One is basically a plot device on two legs. In his current role as the Praetor of the Lunar Games he's most likely to interact with the PCs when they're kidnapped and forced to fight gladiatorial matches. But depending on how that turns out they may return to the Arena as free gladiators, and perhaps even develop Tateklys as a "galactic contact." He could certainly prove to be an invaluable resource in some circumstances.

Beyond that, you can easily use the Fashionable One to test and torment the PCs in the most interesting ways you can think of. He could easily recruit or force them to obtain an esoteric art object he wants, or simply use Malvan technology to put them into some difficult or dangerous situation to see how they react.

Though he's by no means indestructible or undefeatable, Tateklys's skills and gadgets should place him so far out of the PCs' league that they're forced to out-think rather than outfight him. Generally he rewards wit, ingenuity, and bravery, but punishes directness and indiscriminate violence. Physical violence in particular bores Tateklys; his interest in that subject is dedicated to staging and watching Malvan gladiatorial games. By nature he's not violent or a killer, but he has no patience for idiots or for those who deliberately annoy him.

Appearance: Tateklys is an unusually tall Malvan with golden skin and narrow, aquiline features that many consider handsome. He has one green and one red eye (though he often wears distinctive violet-tinted sunglasses) and wears his black hair shoulder length. Much of his body is covered in abstract tattoos. As Praetor of the Forum Malvanum, he wears a purple garment that's obviously inspired by the Roman toga; there are prominent, super-tech golden bracers on his wrists, and a matching necklace around his neck (all in the Malvan style).

KOVARL

Master Of Gladiators

Val	Char	Cost	Roll	Notes
40	**STR**	30	17-	Lift 6,400 kg; 8d6 HTH damage [4]
20	**DEX**	20	13-	
25	**CON**	15	14-	
18	**INT**	8	13-	PER Roll 13-
15	**EGO**	5	12-	
20	**PRE**	10	13-	PRE Attack: 4d6
8	**OCV**	25		
7	**DCV**	20		
3	**OMCV**	0		
5	**DMCV**	6		
5	**SPD**	30		*Phases:* 3, 5, 8, 10, 12
12	**PD**	10		*Total:* 24 PD (22 rPD)
10	**ED**	8		*Total:* 22 ED (22 rED)
10	**REC**	6		
50	**END**	6		
18	**BODY**	8		
50	**STUN**	15		**Total Characteristics Cost: 222**

Movement: Running: 18m

Cost	Powers	END
160	**Superior Roin'esh Shapeshifting Pool:** Variable Power Pool, 80 Pool + 80 Control Cost Cosmic (+2); Only For Multiform, Shape Shift, And Related Abilities (-½)	var
10	**Tough:** Resistant (+½) for 10 PD/10 ED	0
24	**Force-Field Belt:** Resistant Protect (12 PD/12 ED) OIF (-½)	0
6	**Swift:** Running +6m (18m total)	1
3	**Roin'esh Senses:** +1 to PER Rolls with all Sense Groups	
	Perks	
10	Money: Well Off	
	Talents	
3	Lightsleep	
	Skills	
20	+2 with All Combat	
24	+3 HTH	
3	Bribery 13-	
3	Conversation 13-	
1	Electronics 8-	
2	Gambling (Card Games) 13-	
3	Interrogation 13-	
3	KS: Malvan Gladiatorial Games 13-	
3	Persuasion 13-	
3	Security Systems 13-	
3	Stealth 13-	
2	Systems Operation 10-	
2	TF: Roin'esh Space Vehicles	
8	WF: Common Melee Weapons, Small Arms, Beam Weapons, Energy Weapons	

Total Powers & Skills Cost: 296
Total Cost: 518

400	**Matching Complications (75)**
10	**Enraged:** in combat (Common), go 8-, recover 14-
15	**Psychological Complication:** Ruthless And Cruel; Enjoys Victimizing Those Weaker Than Himself (Common, Strong)

Total Complications Points: 25
Experience Points: 168

KOVARL

Background/History: Several years ago, before he'd conceived of the Forum Malvanum, Tateklys found himself in a cutthroat game of cards on a backwater planet whose name he doesn't even remember anymore. One of the players was a big, burly Roin'esh who said little but seemed to radiate malice. The luck of the night was with the Roin'esh; by the time the game ended Tateklys was in debt to him for over a million credits... money he'd claimed he had with him in cash when the game started, but actually didn't.

It took all of Tateklys's not inconsiderable charms and powers of persuasion to hold off the Roin'esh, whose name was Kovarl, with promises of triple payment at a future date. Tateklys intended to forget about the arrangement once he was safe — but then the idea for the Forum Malvanum came to him. He realized he'd need someone tough and powerful to keep superpowered gladiators (particularly kidnapped ones) in line, and he remembered Kovarl.

It took awhile to track the man down, but he finally did. Impressed that Tateklys had kept

his word, Kovarl listened to his offer: instead of just paying him off, Tateklys would give him a high-paying job and use Malvan technology to grant him superpowers (in addition to his natural shapechanging powers). It was too good a deal for Kovarl to pass up, and he became the Fashionable One's "Master of Gladiators" (*i.e.,* head of security).

Personality/Motivation: Tateklys's job offer was too good for Kovarl to pass up because Kovarl is a cruel, heartless bully. He loves intimidating and hurting people weaker than himself, and being Master of Gladiators means he essentially gets to do just those things for a living.

Quote: "Move, scum! The Games aren't going to be delayed for the likes of you."

Powers/Tactics: As far as most people know, Kovarl is a superhumanly strong and tough Roin'esh with the basic shapechanging powers available to his species (*i.e.,* he can assume a few different humanoid forms). He doesn't advertise the fact that he actually possesses the *full* suite of Roin'esh shapechanging abilities, allowing him to change his shape into nearly *anything.* He can transform himself into alien animals, any sort of humanoid being, or even flawlessly imitate other humanoids.

If forced to fight superhuman opponents, Kovarl often changes shape into a larger, more intimidating version of himself with more STR (60), higher defenses (add another 10-12 points of Resistant Protection in both categories), and natural weapons like claws. If he has time to prepare he'll also equip himself with some of the Forum's weaponry and restraining devices so he has an even greater edge against his foe.

In combat Kovarl has no restraint. As far as he's concerned there are no rules in battle and no trick that's too underhanded or vicious to use — his aim is to win, and win as quickly as possible. He doesn't exactly go berserk, but there are times when he gets angry enough at whoever he's fighting that he disregards his personal safety entirely for the chance to hurt his opponent as much as possible.

Campaign Use: Kovarl is a fairly one-dimensional character in most respects — the cruel overseer whom the PCs will quickly love to hate — but he has a few tricks up his sleeve. The full extent of his shapechanging powers isn't well-known (though Tateklys knows what Kovarl can do) and should come as a real surprise to the PCs the first time they encounter him.

If you want to make Kovarl tougher to begin with, increase his superhuman STR, defenses, and possibly DEX so he can more easily handle multiple foes at once (perhaps a little Damage Reduction or Damage Negation would also help). To weaken him, reduce his STR to 30 and his defenses to 15-20. To *really* weaken him, reduce his Roin'esh shapechanging abilities so he can only change into other humanoid shapes (including imitating other peoples' forms).

Appearance: As a Roin'esh, Kovarl is a natural shapechanger who can look like nearly anyone or anything, but he typically adopts the appearance of a tall, beefy Malvan whose skintone is on the yellowish side of golden. He makes his hair red and keeps it long and pulled back in a ponytail; his eyebrows are also red, and he makes them particularly long and luxurious as a point of distinction. He gives his skin the appearance that he's tattooed his left arm, upper chest, and left side of his face with flowing geometrical patterns that are simultaneously swirling and angular, like a maelstrom of curved claws and blades. (The tattoos are blue, deep orange, and a red that matches his hair.) He has a "glove" of similar tattoos on his right hand and lower arm. He typically wears nothing but pants and boots so that his body art is displayed to best effect.

TERALA SHAIN

Background/History: There was a time, years ago, when Terala Shain was just about the biggest devotee of the Malvan gladiatorial games you could imagine. Even as a child she watched the fights on holoscope as long as her nanny-bots would let her, and as an adult she went to the Phazarian Arena nearly every day and kept an elaborate personal logbook of statistics on her favorite (and not-so-favorite) gladiators.

Shain's interest in the games was so intense that she did something most Malvans could never imagine: she became a gladiator. She decided that just watching the fights wasn't enough; she wanted to be a part of the action. Using Malvan hyper-science she made herself stronger and tougher, with the power to kick her body into "overdrive" to move at blindingly fast speeds. Then she spent months training, developing a personal fighting style to complement her new superhuman abilities.

Shain won her debut match in the arena, and soon worked her way up to regular bouts in the Phazarian Arena itself. The gladiatorial fights were everything she thought they would be: exciting, challenging, a true test for body, mind, and spirit. But after several years she realized there was a corruption at the heart of the arena. Instead of adhering to a gladiatorial code and striving to make the games the best they could, most gladiators preferred to cut corners and even cheat to obtain victory. She looked into the problem further, hoping to find a solution, and soon discovered that the problem went as high as the Phazor himself. He wanted exciting, fast-paced, deadly fights to amuse himself and the Malvan people, and he didn't seem to care how he got them.

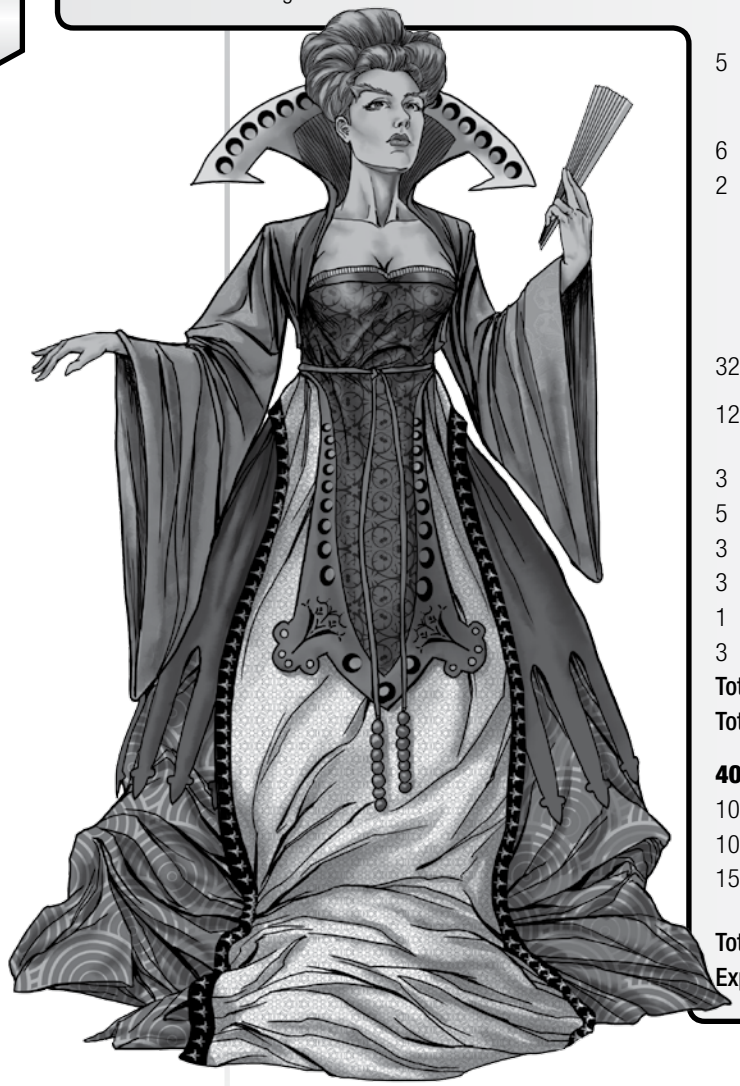
Shain went on fighting for a year or two after that, but her heart wasn't in it. Eventually she retired from the arena and began a one-woman crusade to clean up the games. She attracted some interest, and eventually a small but devoted following... but also the unwanted attention of

TERALA SHAIN

Val	Char	Cost	Roll	Notes
30	**STR**	20	15-	Lift 1,600 kg; 6d6 HTH damage [3]
25	**DEX**	30	14-	
22	**CON**	12	13-	
15	**INT**	5	12-	PER Roll 12-
14	**EGO**	4	12-	
15	**PRE**	5	12-	PRE Attack: 3d6
12	**OCV**	45		
10	**DCV**	35		
3	**OMCV**	0		
5	**DMCV**	6		
7	**SPD**	50		*Phases:* 2, 4, 6, 7, 9, 11, 12
15	**PD**	13		*Total:* 18 PD (3 rPD)
15	**ED**	13		*Total:* 18 ED (3 rED)
15	**REC**	11		
80	**END**	12		
13	**BODY**	3		
60	**STUN**	20		**Total Characteristics Cost: 284**

Movement: Running: 20m

3



Cost	Powers	END
	Martial Arts: Overdrive Fighting	
	Maneuver — *OCV* — *DCV* — *Notes*	
4	Block +2 +2 Block, Abort	
4	Disarm -1 +1 Disarm, 50 STR	
4	Dodge +0 +5 Dodge all attacks, Abort	
5	Kick -2 +1 12d6 Strike	
4	Knife Hand -2 +0 HKA 1d6+1 (3d6+1 with STR)	
3	Legsweep +2 -1 9d6 Strike, Target Falls	
4	Nerve Strike -1 +1 3d6 NND (1)	
4	Punch +0 +2 10d6 Strike	
8	+2 Damage Classes (already added in)	
10	**Overdrive:** +2 SPD	4
	Costs Endurance (-½), Increased Endurance Cost (x2 END; -½)	
8	**Fast On Her Feet:** Running +8m (20m total)	1
10	**Overdrive Running:** Running +20m (40m total)	6
	Increased Endurance Cost (x3 END; -1)	
	Perks	
5	Money: Well Off	
	Talents	
6	Combat Luck (3 PD/3 ED)	
2	**Overdrive:** Lightning Reflexes: +10 DEX to act first with All HTH Attacks	4
	Costs Endurance (-½), Increased Endurance Cost (x4 END; -1½)	
	Skills	
32	+4 HTH	
12	Targeting Skill Levels: +4 versus Hit Location penalties with All Attacks	
3	Bureaucratics 13-	
5	KS: Malvan Gladiatorial Games 14-	
3	Oratory 12-	
3	Persuasion 12-	
1	Security Systems 8-	
3	Stealth 14-	

Total Powers & Skills Cost: 143

Total Cost: 427

400 Matching Complications (75)

10	**Hunted:** the Phazor (Infrequently, Mo Pow, NCI, Watching)
10	**Hunted:** Tateklys (Frequently, As Pow, NCI, Watching)
15	**Psychological Complication:** Wants To Protect The "Purity" Of The Games (Common, Strong)

Total Complications Points: 35

Experience Points: 67

the Phazor and his Shadow Guard. The ruler of Malva is a tolerant man, but his tolerance has its limits, and Shain was pushing against them. Life on Malva soon become difficult for her — too difficult to tolerate.

She needed a victory of some sort, some way to prove she was right so the people would demand the Phazor purify the games. Then she thought of the Forum Malvanum. With a man like Tateklys running it, it had to be just as corrupt as the arenas on Malva. She left Malva for the Moon, and has been making the Fashionable One's life difficult ever since.

Personality/Motivation: Terala Shain has devoted herself to "cleaning up" the Malvan gladiatorial games with the same fervor that once drove her to mutate her own body and become a gladiator. She's the sort of person who gets an idea in her head and simply won't let go until she makes it work, no matter how dangerous making it work might be to her personally. Although her intensity (even fanaticism) may be off-putting in some respects, she'd be a valuable ally to anyone who wanted to get rid of the crime and corruption at the Forum Malvanum... such as the PCs.

Quote: "The Malvan gladiatorial games are a wonderful thing at heart — but the actions of those who control them have corrupted them. It's time to clean them up and return them to the glory they once were."

Powers/Tactics: Thanks to the treatments provided her by Malvan hyper-science, Terala Shain possesses superhuman powers, mostly related to speed and reflexes. She's much stronger and tougher than most Malvans (or Humans), but swiftness and agility are where she shines. Shain is already one of the fastest gladiators ever to grace the Malvan arenas, but when she kicks herself into "overdrive state" she becomes *really* fast, gaining +10 DEX Lightning Reflexes, +2 SPD, and +20m Running (though this comes at the cost of 14 END per Phase, so even with her 80 END she can't stay in overdrive for long). Couple that speed with her phenomenal accuracy and you've got a HTH Combat fighter that other gladiators were rightfully wary of.

Shain's primary weakness is that her defenses are fairly weak compared to many gladiators' attacks. She has to rely on her speed and agility to keep out of the way of attacks. When she fought regularly she wore a force-field belt that offered some added protection (in game terms, it made her 15 PD/15 ED Resistant), but she doesn't usually have it with her any more.

Campaign Use: Terala Shain is a potential ally for the PCs... assuming they can get past the fact that she's likely to look upon them as backwater barbarians. (Just because she's a progressive on issues pertaining to the arena doesn't mean she's not still a typical Malvan in many respects.) Like them she wants to clean up the Forum Malvanum, though her reasons for doing so are different than their's. Sometimes crimefighting makes strange bedfellows!

To make Shain more powerful, increase her defenses (or give her a standard force-field belt she can wear at all times). You could perhaps also give her some "speedster trick" abilities (see *Champions Powers* for examples), though she's not a typical speedster at all (in fact she's as much martial artist as speedster, if not more). To weaken her, reduce her DEX to 20-22 and SPD to 5-6, forcing her to rely on her overdrive powers a lot more. Reducing her END also weakens her, since it prevents her from keeping her overdrive powers functioning for more than a couple of Phases.

Appearance: Terala Shain is a beautiful Malvan woman with lustrous golden skin, hair and eyebrows the color of leaping flame, and violet eyes. Since coming to the Moon she's taken to wearing ostentatious gowns in traditional Malvan style in defiance of Tateklys's fad for "Roman" garb.

GLADIATORS

The card at the Forum Malvanum is new with every week's matches since superhumans kidnapped from Earth make up such a large part of the "stable" of fighters. But there are a few regulars — gladiators who've moved to the Moon from Malva for whatever reasons, new fighters that Tateklys "discovered" and is shepherding to greater gladiatorial glory, and so on. Here are a few of those noteworthy gladiators that kidnapped PCs might find themselves fighting.

FROSTBITE

Background/History: Most Malvans are gestated (and raised) via Malvan medical technology rather than in the traditional biological way. But every now and then a fad for live gestation and birth occurs on Malva, and Toronec Surl was born during one such time. Raised by two loving (by Malvan standards) parents who actually interacted with him once or twice a week, he grew up even happier and more contented than other Malvan children.

Then came adolescence... and things began to go wrong. He experienced strange "cold flashes" and other problems regulating his body temperature. Even more disturbingly, his skin began turning blue. His parents took him to Malva's best medical computers. The computers tested him and eventually determined that he was something that hadn't been recorded in centuries: a mutant Malvan, with the power to lower the temperature around him in various ways.

This caused quite a sensation on Malva and made Surl a celebrity for a few years. As he got older, everyone wondered what he'd do with his powers, and public pressure mounted for him to become a gladiator and "represent Malva's honor in the arena." The more he thought about it, the more he liked the idea, and when he was old enough that was exactly what he did, taking the fighting name *Frostbite*.

Unfortunately for Frostbite, his powers weren't strong enough or flashy enough to make him a really good gladiator, and public interest in him and his career waned somewhat. But he kept at it, determined to be the best gladiator he could be, and resisting all efforts to get him to submit to Malvan hyper-scientific processes that would augment his powers. That just didn't seem right to him; neither did using drugs, which it was rumored some other gladiators did.

Over the years Surl developed a particularly intense rivalry with another gladiator named Ariax Thone, who had fire powers. Partly this was a result of the natural clash of their powers (which caused the arena's overseers to pit them against one another in fights frequently), but partly the two men simply didn't get along. To Surl, Thone was an insufferable, arrogant blowhard who deserved a good humbling as often as possible. Unfortunately he was also more powerful than Surl, as their record — 13 wins for Thone, 5 for Surl as of Thone's transformation to Firewing — showed. Surl's hatred of Thone deepened when it was revealed he'd used combat drugs to enhance his performance in the arena.

When Thone became Firewing and left Malva, seemingly for good, Surl was content at first, thinking he'd proved who was not only the better gladiator, but the better Malvan. But he soon found that gladiatorial combat had lost some of its savor without rematches with Thone to look forward to.

Then Tateklys announced the founding of the Forum Malvanum. Frostbite knew that Thone had gone to this planet Earth to challenge its warriors in combat. Well, he could do the same, but in a different way. He was one of the first established gladiators to "sign" with the Fashionable One, and he hasn't regretted it for a moment. The popularity of the Forum has really given his career a boost, and he knows *somehow* he's going to get a rematch with Thone and show him once and for all who's the better gladiator.

Personality/Motivation: For the most part Frostbite is a pretty normal guy, for a Malvan — it's just that instead of devoting himself to art, sex, visual entertainments, partying, exploration, or some other pursuit, he chose to become a gladiator. He wants for nothing, and if something came along that interested him more he'd quit fighting and pursue that. Fortunately for gladiatorial fans, the thrill of the arena battle is his passion and he has no intention of leaving the games behind anytime soon.

Frostbite desperately wants a chance to fight Ariax Thone — Firewing — again and decisively defeat him. He's aware that Firewing's power dwarfs his own, and has been seeking a way to even the odds. If push comes to shove, his longstanding resistance to using Malvan hyper-technology to augment his powers may crumble in the face of his desire to triumph over Thone.

Quote: "The fires in your blood may burn strong — but I can cool them and cast you down in defeat!"

Powers/Tactics: Frostbite is a Malvan mutant with the power to reduce the temperature. Unlike many Human superhumans such as Winter Dragon or Freon, he cannot create ice out of ambient moisture (and even if he could, that wouldn't do him much good in the arid lunar environment). He can simply freeze whatever liquids or other materials exist in the environment. Depending on the effect he wants to have, this can stun and weaken an opponent, or he can literally freeze their bodily fluids, causing horrific internal injuries that few gladiators can resist.

Like many super-gladiators, Frostbite's defenses are relatively low compared to the power of his (and his opponents') attacks. Sometimes this suits Kovarl well, since he wants a fight with a lot of blood and injuries; at other times the Master of Gladiators issues Frostbite a force-field device so the fight lasts longer.

Frostbite has developed a reputation for being a skilled member of gladiator teams (such as in two-versus-two or three-versus-three matches). This allows his teammates to protect him while he uses his often-irresistible attacks to weaken the foe.

Campaign Use: Plots involving Frostbite as a main character typically center around his desire to defeat Firewing and what he might do to achieve it. He could team up to help the PCs (provided they agree to let him tackle Firewing one-on-one), secretly provide them with advice to help them humble his old rival, or go to extremes to get the power to stand toe-to-toe with Thone once more.

If Frostbite having a rivalry with Firewing won't work well in your campaign, make a PC his rival instead. Arrange a battle between them early in the campaign that the PC wins (possibly in some way that's humiliating to Frostbite). Then just wind Surl up and let him go.

To make Frostbite more powerful, consider giving him more "traditional" ice and cold powers (see the "Ice And Cold Powers" section of *Champions Powers* for plenty of ideas). To weaken him, reduce his END and STUN.

Appearance: Frostbite's skin is ice-blue (and stays that shade no matter what sort of dyes he tries), and he's nearly bald: all he has is a fringe of snow-white hair around the sides of his skull that he grows long and straight; his eyebrows are no larger than a Human's, which looks *very* odd to other Malvans. When fighting in the Arena he wears white boots (with a blue line outlining the cuff and down the front center of the boot that matches his skin), white pants, a black belt, a white vest-like garment, and white gloves.

FROSTBITE

Val	Char	Cost	Roll	Notes
10	**STR**	0	11-	Lift 100 kg; 2d6 HTH damage [1]
15	**DEX**	10	12-	
18	**CON**	8	13-	
13	**INT**	3	12-	PER Roll 12-
13	**EGO**	3	12-	
15	**PRE**	5	12-	PRE Attack: 3d6
7	**OCV**	20		
9	**DCV**	30		
3	**OMCV**	0		
4	**DMCV**	3		
5	**SPD**	30		*Phases:* 3, 5, 8, 10, 12
8	**PD**	6		*Total:* 8 PD (8 rPD)
12	**ED**	10		*Total:* 12 ED (12 rED)
10	**REC**	6		
60	**END**	8		
10	**BODY**	0		
50	**STUN**	15		**Total Characteristics Cost: 157**

Movement: Running: 12m

Cost	Powers	END
60	**Freezing Powers:** Multipower, 60-point reserve	
6f	**1) Deep Freeze I:** Blast 6d6 NND (defense is Life Support [Safe Environment: Intense Cold]; +1)	6
6f	**2) Deep Freeze II:** Drain SPD 6d6 NND (defense is Life Support [Safe Environment: Intense Cold]; +0)	6
4f	**3) Freeze Your Flesh:** RKA 1d6 AVAD (Power Defense; +1), Does BODY (+1), Constant (+½), +2 Increased STUN Multiplier (+½); Only Versus Targets With Normal Organic Body Chemistry (-½)	6
6f	**4) Dampen The Fires:** Drain Fire/Heat Powers 4d6 Variable Effect (any one Fire/Heat power at a time; +½)	6
4f	**5) Freeze Your Eyes:** Sight Group Flash 12d6 NND (defense is Life Support [Safe Environment: Intense Cold]; +0); Only Versus Targets With Normal Organic Body Chemistry (-½)	6
25	**Chill Factor:** Change Environment (create area of freezing cold), -5 Temperature Levels Area Of Effect (32m Radius; +1), Reduced Endurance (0 END; +½); No Range (-½)	0
20	**Resistant To Heat:** Resistant Protection (0 PD/20 ED) Only Works Against Fire/Heat (-½)	0
4	**Soothing Cold:** Life Support (Safe Environments: Intense Cold, Intense Heat)	0

Perks

4 **Positive Reputation:** the mutant gladiator (among Malvans) 11-, +2/+2d6

Talents

8 **Lightning Reflexes:** +8 DEX to act first with All Attacks

Skills

15 +3 with *Freezing Powers* Multipower

2 Gambling (Malvan Card Games) 12-
2 KS: Malvan Gladiatorial Games 11-
2 PS: Sculpting 11-
3 Stealth 12-
3 Teamwork 12-
2 TF: Malvan Personal Spacecraft

Total Powers & Skills Cost: 176

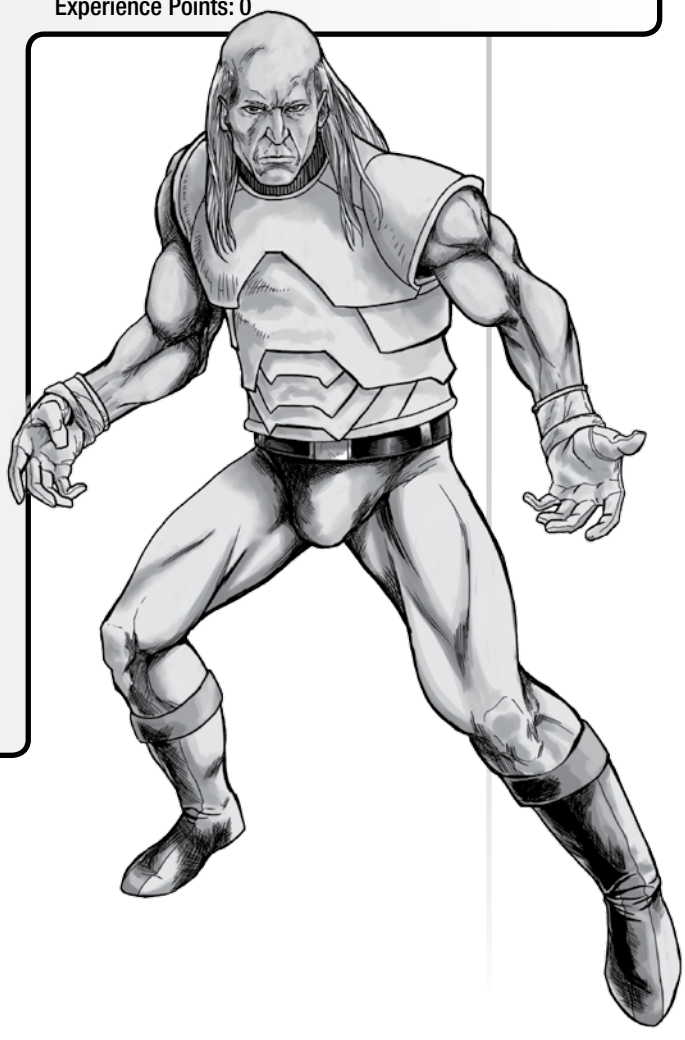
Total Cost: 333

400 Matching Complications (75)

10 **Distinctive Features:** Malvan Mutant (Not Concealable; Always Noticed; Detectable Only By Unusual Senses)
15 **Psychological Complication:** Malvan Gladiator's Code (Common, Strong)
10 **Psychological Complication:** Determined To Defeat Firewing (see text) (Uncommon, Strong)

Total Complications Points: 35

Experience Points: 0



JAA'LU DARKMAW

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Appearance: Jaa'lu Darkmaw is an Ackálian male. His once-handsome (by Ackálian standards) features were badly disfigured in one of Tateklys's fixed fights: his left mouth-claw was ripped off, his upper left eye gouged out, and half of his left ear ripped off. He's stubbornly refused to have these deformities fixed with plastic surgery. Like many Ackálian males, he wears only a pants-like garment.

Background/History: Jaa'lu's background is largely unknown to anyone on Malva or at the Forum Malvanum. One day a Malvan robotic ship returned from a trip into near-Malva space to gather asteroids and other raw materials with Jaa'lu aboard. He refused to explain himself but asked for a chance to fight in the Malvan gladiatorial games. The security robots contacted their Malvan overseer, who happened to be a big fan of the games and was amused by the Ackálian's request. After Jaa'lu showed what he could do, the overseer arranged for him to start fighting at some of the lesser arenas.

A few years on the lower-ranked circuit garnered Jaa'lu enough attention to move up to the bigger leagues, and eventually to the Phazarian Arena itself, where he earned the nickname "Darkmaw" because he ended so many fights in animal form with his opponents' blood all over his enormous jaws. For several years his career went well, but then his rankings began to slip as younger gladiators willing to take combat drugs slowly but surely surpassed him.

Then Tateklys started the Forum Malvanum. Thinking that a fresh start might help his career, Jaa'lu relocated to the Moon and soon became a Forum regular. His plan worked, too; as the Forum became immensely popular on Malva, he got lots of "screen time" and was soon among the ranks of Malvans' favorite gladiators once more.

Then came the fateful day when Master of Gladiators Kovarl pitted Jaa'lu against an ogreish autochthon from some planet Jaa'lu had never heard of. Ordinarily Jaa'lu could have beaten the semi-intelligent humanoid easily... but on Tateklys's orders Kovarl had administered powerful drugs to the autochthon to enhance his strength and speed, while secretly slipping other drugs into Jaa'lu's food to slow him down. An overconfident Jaa'lu entered the arena expecting to win, and win he ultimately did, but he paid a high price for his victory: he lost his left mouth-claw, his upper left eye, and half of his left ear.

Thanks to his strong metabolism it wasn't long before Jaa'lu was back in the arena, wearing his disfigurements as a badge of pride. But his mind was no longer as strong as his body. He realized that Tateklys had fixed the fight that resulted in his mutilation, and he became determined to get revenge on the Fashionable One, Kovarl, and anyone else associated with Tateklys's "regime." For now he goes on fighting, defeating his opponents in ever more vicious ways, and waits for an opportunity to strike.

Personality/Motivation: Jaa'lu was once a fairly ordinary gladiator out for money, fame, and the excitement of battle. Since his disfigurement, that's changed. He's become moody, unbalanced... and eager for revenge. Although he hides it well, now he really lives for one thing: the chance to get revenge on Tateklys, Kovarl, and however many of their flunkies he can reach. He doesn't even care if he gets hurt or killed in the process... though he'd prefer to escape intact if possible.

Jaa'lu's powers affect his personality somewhat. He often subconsciously (and sometimes consciously) adopts animalistic behavior patterns. For example, unless he concentrates on using utensils, he's prone to eating food with his hands. This trait becomes particularly pronounced in the arena, where he's been known to take bites out of his opponents and swallow them right then and there.

Quote: "Hrrrrr... soon your carcass will decorate the arena's floor, little one."

Powers/Tactics: Besides being unusually strong, tough, and fast, Jaa'lu has the power to transform himself into any type of animal that he's seen or studied (which is a *lot* of them, from many worlds — he's a skilled naturalist/zoologist in his own right). He can change entirely into a given type of animal, or just change part of his body (for example, grow Arcturan tiger claws, or cause Betelgeusan hawk-bat wings to sprout from his back). His Combat Skill Levels with HTH Combat partly represent his abilities as a fighter, and partly his power to change shape so rapidly that he can exploit weaknesses and openings in his opponents' defenses.

In game terms, Jaa'lu's powers are all abilities Linked to his Shape Shift: Growth and Shrinking to take the shape of animals larger and smaller than himself; an HKA to represent claws, fangs, horns, and the like; and a Multipower of animal-based movement abilities. See *The HERO System Bestiary* for guidelines about various animals' abilities, and extrapolate as necessary from there for alien animals (don't forget Jaa'lu's STR when determining his HKA's damage). Jaa'lu cannot assume the form of animals whose bodies are made of energy, gas, liquid, or the like (such as the Az'arc "panther" described in Chapter Five).

Jaa'lu's facial mutilations don't carry over from form to form; when he changes shape he looks like an ordinary version of that animal (though a large, fierce specimen of the species, to be sure).

Campaign Use: Jaa'lu is a ticking time bomb who's likely to go off at the worst possible moment for the PCs. Depending on how the situation at the Forum plays out after they get there, Jaa'lu could even become a pawn of Terala Shain's as she struggles to end the corruption at the Lunar Games, with potentially disastrous consequences.

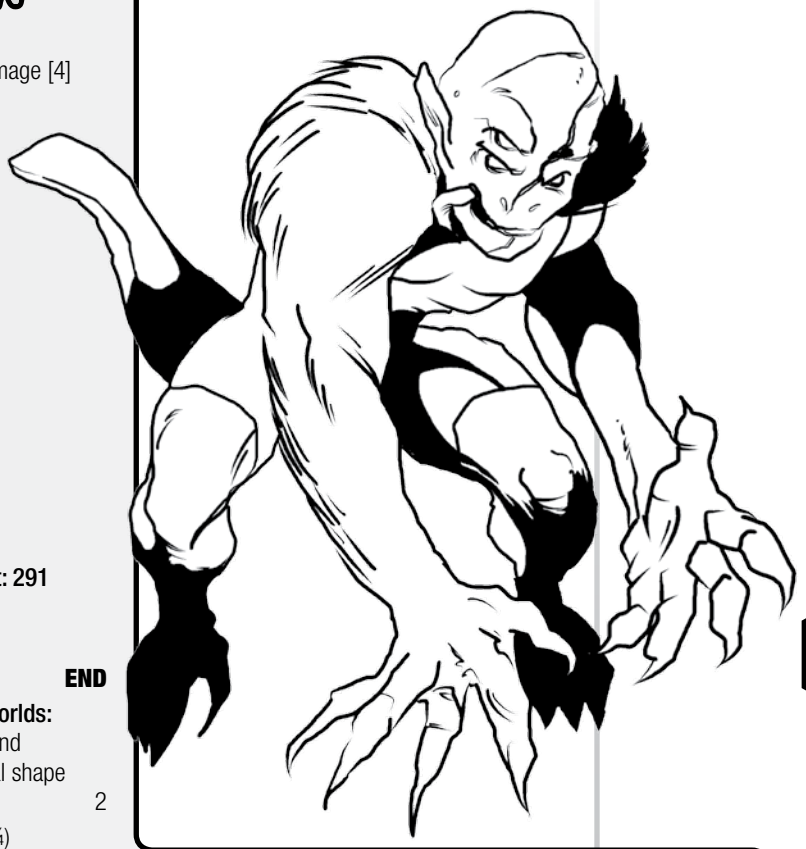
To make Jaa'lu a tougher opponent, make him more brick-like: increase his STR and defenses, and perhaps give him another point of SPD to represent animal swiftness. To weaken him, apply Extra Time to his Shape Shift so he can't instantly change from one animal or hybrid form to another.

JAA'LU DARKMAW

Val	Char	Cost	Roll	Notes
40	**STR**	30	17-	Lift 6,400 kg; 8d6 HTH damage [4]
23	**DEX**	26	14-	
30	**CON**	20	15-	
13	**INT**	3	12-	PER Roll 12-
16	**EGO**	6	12-	
20	**PRE**	10	13-	PRE Attack: 4d6
8	**OCV**	25		
8	**DCV**	25		
3	**OMCV**	0		
5	**DMCV**	6		
6	**SPD**	40		*Phases:* 2, 4, 6, 8, 10, 12
20	**PD**	18		*Total:* 20 PD (12 rPD)
20	**ED**	18		*Total:* 20 ED (12 rED)
18	**REC**	14		
70	**END**	10		
20	**BODY**	10		
80	**STUN**	30		**Total Characteristics Cost: 291**

Movement: Running: 18m

Cost	Powers	END
31	**The Forms Of Animals From A Thousand Worlds:** Shape Shift (Sight, Hearing, Smell/Taste, and Touch Groups, any animal or hybrid-animal shape based on any animal he's studied)	2
	Costs Endurance Only To Change Shape (+¼)	
28	**Natural Weaponry:** HKA 2d6 (4½d6 with STR), Alterable Origin Point (can originate at any of several points on Jaa'lu's body, depending on his shape)	3
	Linked (to Shape Shift; -¼)	
50	**Large Or Small Animal Forms:** Multipower, 62-point reserve; all Linked (to Shape Shift; -¼)	
4f	**1) Larger Form:** Growth (+30 STR, +10 CON, +10 PRE, +6 PD, +6 ED, +6 BODY, +12 STUN, +3m Reach, +24m Running, -12m KB, 6,400 kg, +4 OCV to hit character, +4 PER Rolls to perceive character, 8m tall, 4m wide)	5
	Costs Endurance Only To Activate (+¼); Linked (to Shape Shift; -½)	
1f	**2) Smaller Form:** Shrinking (.5 m tall, 1.6 kg mass, -4 to PER Rolls to perceive character, +4 DCV, takes +12m KB)	1
	Costs Endurance Only To Activate (+¼); Linked (to Shape Shift; -½)	
3	**Ackálian Bite:** HKA 1 point	1
	No STR Bonus (-½)	
12	**Tough Body:** Resistant (+½) for 12 PD/12 ED	0
20	**Animal Form Movement:** Multipower, 30-point reserve	
	All Linked (to Shape Shift; -½)	
1f	**1) Winged Flight:** Flight 30m	3
	Restrainable (-½), Linked (to Shape Shift; -½)	
1f	**2) Swift Running:** Running +22m	2
	Linked (to Shape Shift; -½)	
1f	**3) Swift Swimming:** Swimming +14m (18m total)	1
	Linked (to Shape Shift; -½)	
3	**Ackálian Legs:** Running +6m (18m total)	1
2	**Ackálian Eyes:** +1 with Sight Group PER Rolls	0



3

Perks

5 Money: Well Off

Talents

3 Lightsleep

Skills

48 +6 HTH

7 KS: Ackálian Animals 16-
4 KS: Xeno-Animals 13-
2 SS: Zoology 11-
2 SS: Xenozoology 11-

Total Powers & Skills Cost: 235

Total Cost: 522

400 Matching Complications (75)

5 **Distinctive Features:** facial mutilations (see text) (Easily Concealed; Noticed And Recognizable)

20 **Psychological Complication:** Seeks Revenge On Tateklys And His Underlings (Common, Total)

15 **Psychological Complication:** Malvan Gladiator's Code (Common, Strong)

10 **Psychological Complication:** Animalistic Behaviors (see text) (Common, Moderate)

Total Complications Points: 50

Experience Points: 147

3

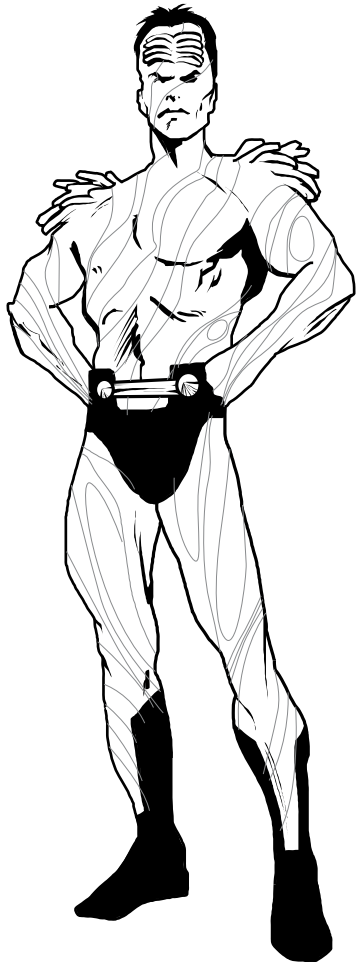
MALACHITE

Background/History: Years ago, when the gladiator Ironclad fled Malva, the Phazor was aggrieved. He'd enjoyed watching the metallic Perseid fight, and he'd been popular with the Malvan people as well. Perhaps he could be replaced....

The Phazor's wish was soon reality. Malvan robots traveled to Perseid space, kidnapped a hapless Perseid, erased/suppressed his memories and replaced them with absolute loyalty to the Phazor and a love of fighting, and used Malvan hyper-science to alter his body and give him superpowers. *This time,* the Phazor decided, *we'll make him a man of stone rather than metal — and colorful stone, so he's easy to watch in the fights.* Thus was born *Malachite.*

For the past decade Malachite's been a highly-ranked gladiator in the Malvan arena and a favorite with the populace. When Tateklys launched the Forum Malvanum, the Phazor sent him Malachite to attract attention and boost his early "ratings." That seemed to work, and the Phazor's been content to leave Malachite at the Lunar Games for the time being.

Personality/Motivation: Whatever personality and memories Malachite once had are long gone, removed (or perhaps deeply suppressed) by Malvan technology. In their place he's been given two personality traits. The first is utter, unswerving loyalty to the Phazor of Malva.



Everything Malachite does is for the greater glory of the Phazor. He fights because the Phazor tells him to, he eats because that's how he stays healthy to serve the Phazor, he listens to or reads every word the Phazor utters. In the event the Phazor needed a superpowered bodyguard, Malachite would be one of the first he'd call on.

The second trait is a love of fighting so strong that Malachite literally *will not stop fighting* until he either (a) wins a fight (typically by Knocking Out an opponent, but sometimes by crippling or killing him), or (b) is rendered unconscious or otherwise unable to fight. This isn't much of a hindrance in gladiatorial combat, but it could become a real problem if he ever had to live a life outside the confines of the arena.

Any character who scans Malachite with even EGO +0 Telepathy can tell that his memory has been radically altered/suppressed; the Phazor's medi-bots didn't bother to hide what they did. However, if any of his old memories remain, finding them and restoring them would require repeated EGO +40 Telepathy rolls (to find them) and at least one use of "psionic surgery" Mental Transform (to restore them).

Quote: "Oh my Phazor! The gladiators of the Arena salute you!" (traditional Malvan gladiatorial pronouncement)

Powers/Tactics: Malachite is a Perseid with superhuman strength and durability. Malvan hyper-science has transformed his body into a green "organic stone" that makes him extremely difficult to hurt (or move), and he's strong enough to lift 400 tons.

In combat Malachite usually prefers a straightforward, aggressive approach. He picks the biggest, toughest, and/or most dangerous foe (assuming he's facing multiple enemies) and charges right in. He won't usually risk a Move Through right away, but that and Haymaker are his favorite Combat Maneuvers to use against foes who aren't likely to get away.

Campaign Use: The biggest plot seed related to Malachite is: who was he? Was he a famous Perseid astronaut, or perhaps a superhuman of some sort? How many of his memories still exist somewhere in his mind, and how many are gone forever? Is it possible to transform him back (assuming he'd want that) and return him to the life he was snatched away from a decade ago?

To make Malachite tougher, you could increase his CON and defenses (or give him some Damage Negation or Damage Reduction), or make him faster (increase his DEX to 20-23 and SPD to 7). To weaken him, reduce his STR to 60.

Appearance: Malachite is a muscular Perseid just over two meters tall whose body's been transformed into malachite (or a mineral with the same color and patterning). The typical Perseid bumps on his head and shoulders are pure malachite-colored crystals. When fighting in the Arena he wears just a black loincloth-like garment.

MALACHITE

Val	Char	Cost	Roll	Notes
70	**STR**	60	23-	Lift 400 tons; 14d6 HTH damage [7]
16	**DEX**	12	12-	
28	**CON**	18	15-	
10	**INT**	0	11-	PER Roll 11-
10	**EGO**	0	11-	
20	**PRE**	10	13-	PRE Attack: 4d6
8	**OCV**	25		
7	**DCV**	20		
3	**OMCV**	0		
3	**DMCV**	0		
6	**SPD**	40		*Phases:* 2, 4, 6, 8, 10, 12
25	**PD**	23		*Total:* 25 PD (20 rPD)
25	**ED**	23		*Total:* 25 ED (20 rED)
20	**REC**	16		
60	**END**	8		
20	**BODY**	10		
70	**STUN**	25		**Total Characteristics Cost: 290**

Movement: Running: 12m
Leaping: 40m

Cost	Powers	END
20	**Organic Stone Physiology:** Resistant (+½) for 20 PD/20 ED	0
9	**Organic Stone Body:** Life Support (Safe Environment: Low Pressure/Vacuum, High Pressure, High Radiation, Intense Cold, Intense Heat)	0
5	**Perseid Eyes:** Sight Group Flash Defense (5 points)	0
12	**Stone Body:** Knockback Resistance -12m	0
18	**Super-Strong Legs:** Leaping +36m (40m forward, 20m upward)	1
	Talents	
3	Lightning Reflexes: +6 DEX to act first with All HTH Attacks	
	Skills	
24	+3 HTH	
1	Language: Malvan (basic conversation; Perseid is Native)	

Total Powers & Skills Cost: 92

Total Cost: 382

400	**Matching Complications (75)**
25	**Psychological Complication:** Loves To Fight (Very Common, Total)
25	**Psychological Complication:** Loyal To The Phazor (Very Common, Total)
15	**Psychological Complication:** Malvan Gladiator's Code (Common, Strong)

Total Complications Points: 65

Experience Points: 0

TALON

Val	Char	Cost	Roll	Notes
30	**STR**	20	15-	Lift 1,600 kg; 6d6 HTH damage [3]
30	**DEX**	40	15-	
25	**CON**	15	14-	
20	**INT**	10	13-	PER Roll 13-
15	**EGO**	5	12-	
30	**PRE**	20	15-	PRE Attack: 6d6
12	**OCV**	45		
12	**DCV**	45		
3	**OMCV**	0		
7	**DMCV**	12		
8	**SPD**	60		*Phases:* 2, 3, 5, 6, 8, 9, 11, 12
25	**PD**	23		*Total:* 25 PD (20 rPD)
20	**ED**	18		*Total:* 20 ED (20 rED)
12	**REC**	8		
90	**END**	14		
17	**BODY**	7		
60	**STUN**	20		**Total Characteristics Cost: 362**

Movement: Running: 20m
Leaping: 20m

Cost	Powers	END
30	**Large Xenovore Claws:** HKA 2d6 (5d6 with STR)	3
37	**Claw Flurry:** HKA 2d6 Autofire (8 shots; +1), Reduced Endurance (½ END; +½); Extra Time (Full Phase; -½), No STR Bonus (-½)	3
25	**Large Xenovore Sting:** HKA 2d6 Armor Piercing (+¼); No STR Bonus (-½)	4
20	**Enhanced Xenovore Skin:** Resistant (+½) for 20 PD/20 ED	0
8	**Swift Runner:** Running +8m (20m total)	1
8	**Strong Leaper:** Leaping +16m (20m forward, 10m upward)	1
1	**Xenovore Digestion:** Life Support (Diminished Eating: can digest any type of protein)	0
5	**Tail:** Extra Limb Inherent (+¼); Limited Manipulation (-¼)	0
	Skills	
16	+2 HTH	
3	Climbing 15-	
3	Stealth 15-	
3	Teamwork 15-	

Total Powers & Skills Cost: 159

Total Cost: 521

400	**Matching Complications (75)**
20	**Negative Reputation:** prone to using lethal force, and to eating his defeated foes (Very Frequently, Extreme)
15	**Psychological Complication:** Vicious Anthropophage; Loves To Kill And Consume Sentients (Common, Strong)
20	**Vulnerability:** 2 x Effect from Chemicals/Drugs/Gases/Poisons (Common)

Total Complications Points: 55

Experience Points: 141

TALON

Background/History: In 2003 one of the Phazor's bounty hunters returned to Malva with an intriguing prize: a large, particularly fierce member of a strange species known as the *Xenovores* due to their penchant for eating the flesh of sentient beings (even other members of their own species). With its claws, armor-tough skin, and skill at hand-to-hand combat, this Xenovore seemed like an ideal gladiator.

And so it was. Put into the Malvan games, the Xenovore — called *Talon* since it refused to give its true name — did very well. He became popular enough that the Phazor decreed that he be given superpowers and moved to the highest gladiatorial bracket.

Malvan medi-bots went to work. Under their heartless "care," Talon became bigger, and much stronger and tougher; his claws grew and became sharper. When he emerged from the laboratories he was a gladiator's nightmare. Equipped with weapons able to eviscerate most opponents and amazingly fast, he soon earned a reputation as the most lethal gladiator on the circuit. This caused some unrest among the other fighters, few of whom cared to face the killing machine.

After the Forum Malvanum became popular, the Phazor decided that Talon needed a bit of a "cooling off" period and the other gladiators some relief from him. He sent the Xenovore to Tateklys, who now often pits him against kidnapped Human superhumans whom he doesn't think will be missed if they lose their matches.

Personality/Motivation: Whatever he may have been before the bounty hunter captured him, Talon has become a Malvan gladiator *par excellence.* He enjoys the thrill of the fight and the accolades he receives for winning. Most of all, though, he loves having the chance to prove his superiority by slaughtering other gladiators (and, to the Malvan crowd's simultaneous disgust and morbid interest, he often eats the flesh of his downed adversaries until the arena handlers stop him). Every other Malvan gladiator loathes him and looks forward to the day when one of them manages to cripple or kill him.

Quote: None. Talon almost never speaks, though he sometimes emits a semi-bestial growl to unnerve his opponent.

Powers/Tactics: Talon is an augmented Xenovore who uses his strength and phenomenal speed to inflict lethal wounds on his foes with his enormous claws and barbed tail. If cornered he can use all of his natural weaponry in a flurry of blows that may leave everyone around him dead or bleeding.

Despite his monstrous appearance, Talon is not just sentient, but devilishly clever. Gladiators who underestimate him usually end up paying a bloody price for their arrogance. He's even a surprisingly good team fighter, though he prefers one-on-one battles.

Campaign Use: Besides simply being a foe to give your PCs nightmares, Talon is likely to be their (and thus Humanity's) first exposure to the fearsome Xenovores. Learning more about his species — and perhaps finding a way to protect the rest of the Galaxy from them — could lead to a whole series of deep space adventures. It might even become necessary to team up with the Star*Guard to eradicate the Xenovores altogether.

To make Talon tougher, give him some additional powers to broaden his tactical flexibility. The best bet are biological powers: poison; the ability to emit clouds of deadly pheromones or spores; and so on. To weaken him, reduce his DEX to 25-27 and his SPD to 6.

Appearance: Talon is an eight foot-tall Xenovore with jet-black skin and claws and fangs about 50% longer than those of a typical member of his species — in short, he's a walking nightmare.

ZPARTYKYS

Background/History: The stealth field that Tateklys built around the Forum Malvanum works perfectly for shielding his facility from detection from Earth or space. However, it didn't occur to Tateklys to use the same degree of protection against scans from the lunar surface. Thus the field sometimes has weaknesses or "gaps" at its lowest levels.

One day while Mechanon was scanning parts of the Moon from its Installation Alpha-8 (see page 259) it chanced to "see" the Forum through one of these "gaps." Alarmed and intrigued, it began studying the area further and soon learned what it was. Enraged at the presence of so many organics, and at the implications their existence had for what the rest of the Galaxy was like, Mechanon decided it had to study the situation further to learn more about these organics and how best to destroy them.

It soon realized that the Forum was used for gladiatorial games, a particularly barbaric organic custom. It decided this provided an ideal opportunity to insert an agent into the Forum. It summoned one of its Type I-37 Combat Units and modified it extensively, giving it different weaponry and abilities and changing its appearance so it resembled an alien warrior. When its creation, dubbed *Zpartykys,* was ready, it equipped him with a "hyperspace" ship and sent it to the Forum to become a gladiator.

Tateklys was immediately impressed by the powerful-looking "free gladiator," though neither he nor anyone among his staff recognized what species this Zpartykys might come from. Still, talent was talent, and Zpartykys soon made it into the arena rotation. It's been fighting in the Forum ever since, carefully concealing its nature and gathering as much data as it can about the hated organics.

Personality/Motivation: Like Mechanon's other robotic servants, Zpartykys is utterly loyal to its creator. It does whatever its told — in this case, "become a gladiator and spy on all the organics in that facility" — to the utmost of its ability until ordered to do otherwise.

Quote: None. Zpartykys almost never speaks to its fellow gladiators, in battle or out.

Powers/Tactics: Zpartykys masquerades as a super-strong alien with bony claws/spikes that it can use as weapons, and its fighting style reflects that deception. It never uses its built-in ranged weaponry in arena combat; it's saving those surprises for an emergency (such as having to flee the Forum and return to Mechanon in the face of opposition).

Zpartykys's built-in computers allow it to analyze arena combats as they develop and initiate the appropriate tactical response. Among other things this makes it an ideal partner for multiple-gladiator matches.

3

Campaign Use: The main plot point for Zpartykys is its connection to Mechanon, of course, and what its presence in the Forum implies about Mechanon's plans and resources. Ironically, even if Tateklys knew the truth about Zpartykys, he wouldn't care. A good gladiator is a good gladiator, and while robotic fighters are unusual (and discouraged) he'd consider Zpartykys sufficiently advanced to qualify as an "artificial life-form" (a term that would send Mechanon into a rage). Nor does he care about Mechanon's plans; if the evil robot ever becomes a problem, Malvan technology can easily reduce it to its component atoms.

To make Zpartykys tougher, increase his STR or change his "cover story" to allow him to have energy powers (and thus to use his built-in weapons). To weaken him, remove his Multipower.

Appearance: As far as anyone can tell, Zpartykys is a humanoid of unknown species with pale grey skin and rust-red bony "claws" or spines projecting from his knuckles, his elbows, his knees, along the sides of his forearms, and down his shins.

ZPARTPIKS

Val	Char	Cost	Roll	Notes
60	**STR**	50	21-	Lift 100 tons; 12d6 HTH damage [6]
20	**DEX**	20	13-	
30	**CON**	20	15-	
20	**INT**	10	13-	PER Roll 13-
10	**EGO**	0	11-	
30	**PRE**	20	15-	PRE Attack: 6d6
8	**OCV**	25		
7	**DCV**	20		
3	**OMCV**	0		
3	**DMCV**	0		
6	**SPD**	40		*Phases:* 2, 4, 6, 8, 10, 12
20	**PD**	18		*Total:* 20 PD (20 rPD)
20	**ED**	18		*Total:* 20 ED (20 rED)
20	**REC**	16		
80	**END**	12		
20	**BODY**	10		
70	**STUN**	25		**Total Characteristics Cost: 304**

Movement: Running: 24m
Leaping: 40m

Cost	Powers	END
19	**Knuckle-Claws:** HKA 1d6 (4d6-1 with STR) Armor Piercing (+¼)	
18	**Spines And Sharp Projections:** RKA 1d6 Area Of Effect (personal Surface — Damage Shield; +¼), Constant (+½), Reduced Endurance (0 END; +½), Persistent (+¼), Inherent (+¼); Always On (-½), Activation Roll 13- (-¼), No Range (-½)	0
60	**Weapons Array:** Multipower, 60-point reserve	
6f	**1) Phasic Energy Bolt:** Blast 12d6	6
6f	**2) Neural Agonizer:** Blast 8d6 NND (defense is Mental Defense or not being a living organic being; +½)	6
3f	**3) Tangle-Cable:** Entangle 6d6, 6 PD/6 ED 4 Charges (-1)	[4]
4f	**4) Flare:** Sight Group Flash 8d6 Area Of Effect (16m Cone; +½); No Range (-½)	6
6f	**5) Bio-Dissipator Ray:** Drain Characteristics 3d6 Expanded Effect + Variable Effect (any two Characteristics at a time; +1)	6
10	**Robotic Form:** Hardened (+¼) for 20 PD/20 ED	0
25	**Robotic Form:** Resistant (+½) for 20 PD/20 ED Hardened (+¼)	0
5	**Psychic Shield:** Mental Defense (5 points)	0
5	**Structural Support Field:** Power Defense (5 points)	0
5	**Hardened Visual Sensors:** Sight Group Flash Defense (5 points)	0
5	**Electronic Countermeasures:** Radio Group Flash Defense (5 points)	0
12	**Heavy:** Knockback Resistance -12m	0
10	**Emotional Control:** +20 Presence Only To Protect Against Presence Attacks (-1)	0
35	**Robotic Form:** Life Support: Total	0
27	**Robotic Legs:** Leaping +36m (40m forward, 20m upward) Reduced Endurance (0 END; +½)	0
12	**Robotic Legs:** Running +12m (24m total)	1
5	**Visual Sensors:** Infrared Perception (Sight Group)	0
5	**Visual Sensors:** Ultraviolet Perception (Sight Group)	0
10	**Visual Sensors:** Increased Arc Of Perception (360 Degrees) (Sight Group)	0
10	**Visual Sensors:** x100 Microscopic for Sight Group	0
9	**Visual Sensors:** Telescopic (+6 versus Range for Sight Group)	0
15	**Auditory Sensors:** Active Sonar (Hearing Group)	0
3	**Auditory Systems:** Ultrasonic Perception (Hearing Group)	0
12	**Radio Sensors:** HRRP (Radio Group)	0
15	**Radar:** Radar (Radio Group)	0
6	**Sensor Enhancements:** +2 to PER Rolls with all Sense Groups	0
20	**Shielded Radio Link:** Mind Link, specific group of up to any 16 minds, No LOS Needed Invisible Power Effects (Fully Invisible; +¼); Only Can Be Maintained With Others Who Have Mind Link (-1), Flashed As Radio And Hearing Groups, Not Mental Group (-½)	0
20	**Encrypted Transmitter:** Detect Broadcast Spectrum Of Transmissions 13- (no Sense Group), Concealed (-8), Increased Arc Of Perception (360 -Degrees), Transmit	0
49	**Self-Destruct Mechanism:** RKA 6d6 NND (defense is ED Resistant Protection defined as a force-field or the like; +1), Does BODY (+1), Trigger (encrypted radio signal from self or base; +¼); Self Only (-1), 1 Charge which Never Recovers (-4)	[1nr]

Talents

- 3 Absolute Range Sense
- 3 Absolute Time Sense
- 3 Bump Of Direction
- 5 Eidetic Memory
- 3 Lightning Calculator
- 6 Speed Reading: x100 times normal speed
- 20 Universal Translator 13-

Skills

- 40 +4 with All Combat
- 3 Computer Programming 13-
- 3 Cryptography 13-
- 3 Deduction 13-
- 3 Electronics 13-
- 3 AK: Earth 13-
- 15 KS: Everything 25-
- 3 KS: The Forum Malvanum And What Goes On There 13-
- 3 Tactics 13-
- 3 Teamwork 13-

Total Powers & Skills Cost: 574
Total Cost: 878

400 Matching Complications (75)

- 10 **Physical Complication:** can be affected by Mental Powers that affect either the Human or Machine class of minds (Infrequently, Slightly Impairing)
- 25 **Psychological Complication:** Loyal To Mechanon (Very Common, Total)
- 15 **Social Complication:** Dangerous Secret (is really a Mechanon robot) (Frequently, Major)
- 20 **Vulnerability:** 2 x STUN From Gravity, Magnetic, Or Force Attacks (Common)

Total Complications Points: 70
Experience Points: 483

MOONBASE SERENITY

In addition to being the first Human agency to establish a permanently-manned orbital facility, UNTIL also has the distinction of being the first entity to establish a permanently-manned base on the Moon. Established in 2000 as part of UNTIL's efforts to monitor for, and if necessary prevent, alien super-menaces from attacking Earth (and Human supervillains from establishing their own lunar hideouts), Moonbase Serenity has also become a major outpost for scientific research.

When it was first constructed, Serenity was large enough to support a crew of two dozen people — scientists, technicians, analysts, and pilots from around the world — commanded by Major Treva Roma, an American. As of 2011, Major Roma is still in charge, but the size of his command has nearly doubled to just over forty people, with a corresponding increase in the size of the base itself.

The main part of "MBS" (as UNTIL documents usually refer to it) is a large dome-like structure that's built partly into the side of a lunar crater, and partly on the flat area at the crater's rim. Initially this building was subdivided into various sections; by 2011, most of the dividing walls have been moved (or removed) so that the building serves just three primary functions. The first section contains a series of laboratories that conduct research in microgravity environments; all data collected becomes the property of Humanity via the United Nations and is free for anyone to obtain and use. The second is a training area where UNTIL agents (mostly from the Wilderness Division) can train for lunar and outer space tactical situations. At any given time the station might have as many as two dozen agents training there, but they don't stay at the base — they're quartered on GATEWAY and shuttle back and forth to it via UNTIL spacecraft.

The third, and smallest, section is MBS's administrative headquarters and a meeting space where all personnel can assemble if necessary. Daily briefings are held there most mornings.

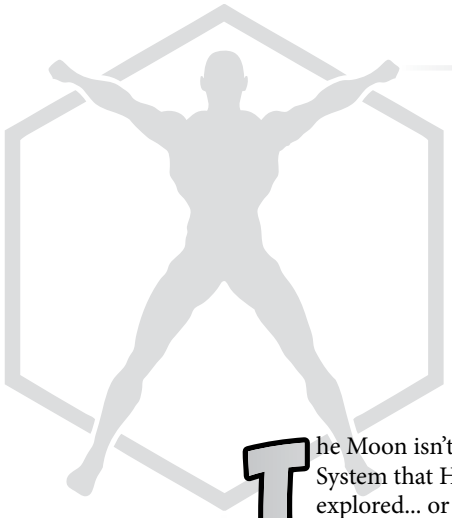
Flanking the main structure are several smaller domes and buildings, each connected to its neighbors by a semi-circular pressurized corridor. Some of these buildings include:

- other laboratories and research areas not appropriate for the main building
- the communications and sensor building (which is attached to MBS's large communications tower)
- several residential domes
- the dining and recreation building
- a hangar and vehicle maintenance facility (located next to MBS's starship landing pad)

Since it has at least some military purposes, Serenity is well-defended (the walls are PD 20/ED 20) and has turreted pulson cannons mounted on several of the buildings (Blast 14d6, Autofire, 50,000m range with No Range Modifier, 1,200 Charges). However, most of its personnel, despite being UNTIL agents, are more scientists than fighters and aren't likely to pick a quarrel with anyone they're not confident they can handle easily. They'd rather serve as a forward observation post and analysis center, sending intelligence to GATEWAY or other UNTIL forces as needed.

CHAPTER FOUR

THE SOLAR SYSTEM



THE SOLAR SYSTEM

The Moon isn't the only part of the Sol System that Humans have visited, explored... or even established permanent residency in. While Humans have yet to colonize their solar system the way some more advanced species have, they've taken the first steps down what's likely to be a long, fascinating — and perhaps dangerous — road.

VENUS

Humanity has established a small foothold on Venus... sort of. In late 2004 the United States completed work on the Venus Scientific Outpost (VSO), an orbital station designed to study the hothouse planet in detail. It has a crew of eight led by Lt. Colonel Arron Fee; most personnel rotate onto the station for six-month tours of duty, but Lt. Col. Fee and a few are essentially permanent residents at this point. The superheroine Victory often visits the station to bring additional supplies, news from home, and a welcome break in the routine.

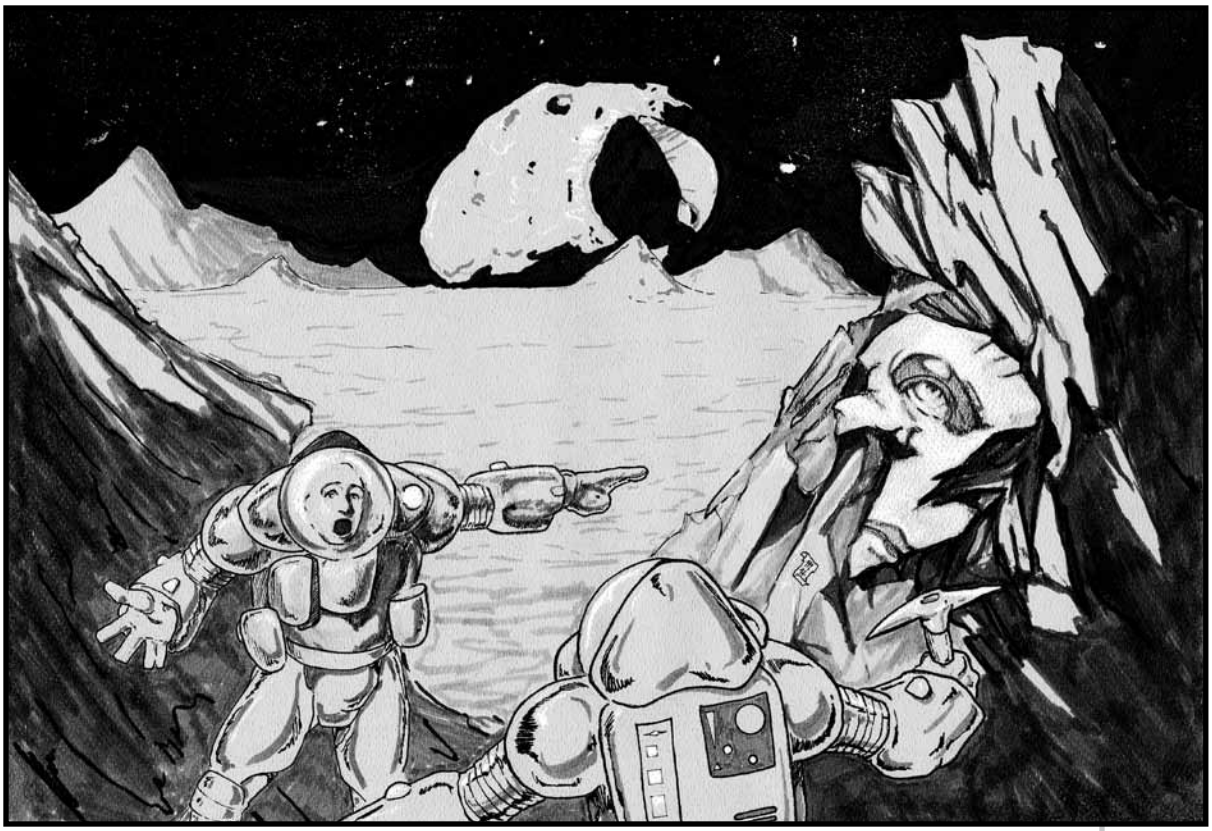
The VSO's mission is to study Venus in all ways, including how it evolved into a "hothouse" world and what effects similar processes driven by global warming might someday have on Earth. Most of the research is conducted remotely using telescopes and six small unmanned vehicles that carry sensor packages and can enter the upper Venusian atmosphere. Additionally, the Outpost has three one-man vehicles capable of descending to the middle ranges of the atmosphere. Each one of them is only used about once a week under strict safety protocols due to the danger involved, but between them and the station's other work Humanity is developing a better and more thorough picture of Venus than it's ever had before.

MARS

Venus isn't the only planet in the solar system where Americans have put down roots. Building on what they learned from establishing the VSO, and based on several superheroes' assurances to NASA that they'd be willing to help out in the event an emergency rescue becomes necessary, the United States established *Ares I,* also known simply as the Mars Research Base (or "Marsbase") in May, 2008. Located in the Utopia Planitia region of the planet, Marsbase currently houses a crew of one dozen scientists, though plans call for expanding it to almost four times that size over the next twenty years.

The commander of Marsbase, Colonel John Schad, is both an astronomer and a geologist, and most of the men and women under his command are geologists as well. However, two are archaeologists studying the ancient Martian civilization (see below), and two are biologists examining how life once existed on Mars. All of them have made significant strides with their respective projects, and news of their activities and discoveries is featured in the news practically every month. Most of them post text and pictures several times a week to NASA's Marsbase website, allowing interested scientists and fans from around the world to follow their work regularly.

Much like Moonbase Serenity, Marsbase primarily consists of domed structures, which are easy to pre-build on Earth and ship to Mars (or sometimes have carried there by a friendly superhero who's able to make the journey). The main dome contains central facilities (including kitchen, dining hall, and "rec room"), some basic laboratories, and equipment storage. The smaller domes arranged concentrically around it (and directly connected to it by airlocks, making the whole facility look vaguely like a child's drawing of a flower when viewed from the air) contain specialized labs devoted to various sciences, quarters for the scientists, a hothouse/hydroponics building (containing plants that provide both food and oxygen), and the like. About a hundred yards away from this cluster of domes, and connected to it by a pressurized corridor, is a hangar/motor pool and a landing pad for spacecraft.



Marsbase scientists wear special spacesuits created by NASA with input and assistance from a number of technologically-adept superheroes (including Marcy "Electron" Gibson-Renton of the Goodman Institute and Dr. Silverback). These suits have supplies of air, water, and food concentrates that can last up to 24 hours in a pinch (though the safety rating is 12 hours) and even offer the wearer a small amount of protection as well (Resistant Protection (3 PD/3 ED), Power Defense (3 points)).

When they need to go further from Marsbase than they can comfortably walk, the scientists have four "Marsbuggies" — two-person electronic vehicles with three large inflated tires so they don't get stuck in the Martian sand. A buggy's battery has six hours of power for continuous use at high speed (25 miles per hour) with two passengers aboard (and a considerably longer life for less strenuous use). The buggies can pull a small wagon for carrying large samples, but the extra weight drains the battery much more quickly.

THE MARTIANS

By far the most fascinating discovery made by the Marsbase crew to date is the fact that sentient humanoid life once existed on the red planet. One of Marsbase's early geological expeditions stumbled across what appeared to be the ruin of a small, circular building — though it was so degraded that they couldn't be sure it wasn't a freak natural rock formation until a rotation in station personnel allowed NASA to send up a trained archaeologist. Since then several other ruins have been discovered, none of them extensive, and a few art fragments that suggested the Martians were humanoid.

Confirmation of this, and significantly more data, came from a strange source: Captain Chronos. On August 19, 2010 he appeared in NASA's Cape Canaveral facility, dropped off a thick folder of documents, and left. A cover letter accompanying the file stated that he felt that mankind was now prepared for this information and that he was happy to "get things started" by providing information on "the Martian civilization which arose approximately two billion Earth years ago."

The contents of the folder were astonishing: dozens of photographs (presumably taken by the Captain himself), plus written descriptions of what the pictures depicted and some other relevant information. The photos revealed a humanoid species taller and spindlier on average than Humans, with dark skins ranging in tone from rust to mauve. Clothing for both genders consisted of heavy, elaborate robes, suggesting that the climate of Mars even then was fairly cool. The buildings tended to be low to the ground and circular, matching what could be seen in the ruins found by Marsbase personnel.

According to the Captain's notes, the Martian civilization was at one time highly advanced, but collapsed into decadence as water became scarcer on Mars. The last great flowering of Martian science involved an attempt to "travel to another world where they could live in safety and peace," though he provides no details as to what type of travel, the target planet, or whether this project succeeded. In closing, he listed a number of locations on Mars where ruins were likely to be found.

With scientists and the public alike intensely intrigued by these revelations, NASA enlisted the help of the Justice Squadron and arranged to have two Marsbase geologists replaced with archaeologists. The archaeologists have since unearthed ruins at two of the sites indicated by Captain Chronos, though the artifacts they've found have been frustratingly sparse (and none of them have involved the sort of advanced technology the Captain's essay suggests the Martians once had). Excavations are ongoing at several sites, though the limited number of personnel available means none of them can be worked consistently over a long period of time.

Some authorities have questioned the accuracy of the "Chronos File." While much of what it contains has been verified by finds on Mars (either directly or by implication), the fact remains that there's no way to confirm most of what it contains. Some people suggest that the whole thing might be an elaborate hoax staged by Captain Chronos for his own inscrutable reasons.

The Sirian Base

Humanity is aware of one other facility on Mars: the base established there by the Sirians in the Sixties. When the "Martians" attacked Earth in 1967 and the Fabulous Five journeyed to Mars to counter-attack, they discovered not a Martian civilization but a single military outpost (see page 12). The conflict between the Five and the Sirians destroyed most of the base, and anything dangerous that didn't get destroyed was removed by the Human superheroes and brought to Earth for study. On the advice of the superhero Diamond, Marsbase personnel have steered clear of the Sirian base and its immediate neighborhood.

The Asteroid Belt

Between Mars and Jupiter exists an area filled with small, rocky bodies: the asteroid belt. Although Humanity hasn't yet established any permanent facilities there, it's the next logical step for solar system exploration. While science certainly has an interest in studying the asteroid belt in the abstract, the main attraction the belt ultimately holds for mankind is economic. The vast supply of minerals locked within the asteroids could be incredibly valuable... if someone can find a way to mine them profitably. So far no serious steps have been taken in this direction, though in the past five years the United States, China, the ESA, and several private corporations have launched satellites toward the asteroid belt to study the feasibility of "sky-mining" (as one commentator dubbed it).

The Gas Giants and the Outer Planets

Compared to his presence on Earth's nearest neighbors, mankind is largely absent from the planets beyond the asteroid belt. The United States and the ESA have both sent numerous unmanned space vehicles to explore those planets (particularly Jupiter, Saturn, Neptune, and their respective moons). Additionally, several superheroes (primarily Victory) have visited them to gather more precise data. But Humanity has no space stations or bases in this region of the solar system... yet.

Star*Base Zeta-491738

However, that's not to say that Humanity is entirely absent from the outer reaches of Sol. Three Humans — StarGuard Andre Almena and two of his Marshals — live in the Star*Guard base built on Europa, one of Jupiter's moons, by Brin Rei Tarn in 1967. The Star*Guard designation for it is *Star*Base Zeta-491738* (that being the English translation of the Odrugaran term for the sector of space that Tarn, and now Almena, were assigned to).

The product of Odrugaran science and originally designed by a Dendrian, the Star*Base has a decidedly non-Human look to it in many ways, though Almena has slowly rebuilt/reshaped much of it to suit his own sensibilities over the years. Located on the sheared-off top of a peak in the Conamara Chaos region of the moon, it's large enough to comfortably accomodate one StarGuard plus his crew of Marshals, support robots, vehicles, equipment, and other impedimentia — which is to say, quite large indeed compared to most Human-built space facilities. The central part is a sort of trapezoidal-shaped structure with several outbuildings that are vaguely rhomboidal, giving the whole thing the appearance of a sort of gigantic crystal. There are also several tower-like structures for communications, sensors, and defensive weaponry.

See page 243 for more information on Almena and his Marshals.

CHAPTER FIVE

MALVA: PLANET OF THE SUPER-GLADIATORS

MALVA

Known throughout the galactic community as the most technologically advanced planet in the Milky Way, Malva is home to one of the oldest — and certainly the most decadent — civilizations in the Galaxy.

MALVAN BIOLOGY

The Malvans evolved from a sort of creature that to Human eyes looks like a mix between an ostrich and gorilla. They're humanoids, with the males an average of 6'2" tall and the women 5'11". Like Humans, they have five fingers per hand, five toes per foot, two large eyes that perceive only the visible spectrum of light unaided, and two ears that cannot normally hear ultra- or infra-sonic sound. Just above their eyes Malvans have feathery eyebrows which are part of their sense of smell.

Malvans' skin tones ordinarily range from dark bronze to light golden. However, any Malvan can easily use technology to alter the color of his skin in whole or in part, so strange and exotic shades, elaborate "tattooing," and many other cosmetic body modifications are common. Frequently a fad for some particular skintone or decor sweeps the planet, resulting in a lot of Malvans looking alike for a few days or weeks until some new interest takes hold.

MALVAN TEMPLATE

Cost	Ability
3	+3 PRE
8	**Malvan Longevity:** Life Support (Longevity: 800 year lifespan; Immunity: all common Malvan diseases)
3	**Malvan Mind:** Mental Defense (3 points)

Total Cost Of Template Abilities: 14

Value Complications

None

Total Value Of Template Complications: 0

Options

Cost	Power
+2	**Immortality Treatments:** Upgrade Life Support (Longevity) to Immortality

Malvan eyes have pupils like Humans'. Vivid shades of blue, green, gold/yellow, and brown are natural, but again a Malvan can change the appearance of his eyes to suit his mood or the latest style.

Malvans' hair is naturally some shade of red or violet, but can be "dyed" any color a Malvan wants. (The eyebrows are usually colored in the same or a complementary hue.) Both genders tend to wear it long and elaborately styled. Short hair, simple hairstyles, or clashing hair-eyebrow colors are regarded as signs of nonconformity and rebellion — if there is any such thing in Malvan society, where no one has to work and everyone can do what he wants anyway.

Malvan minds are sufficiently similar to Human minds that they can be affected by Mental Powers which target the Human class of minds at -3 points of effect (or -1 STUN for Mental Blasts), and vice-versa.

REPRODUCTION AND LIFESPAN

Malvan women traditionally gave birth naturally after an eight-month gestation period. However, occasional fads for live birth aside, for hundreds of thousands of years the Malvans have typically used birthing-machines to spare their women the pain and nuisance of carrying and birthing a child. Most major cities have Birthing Halls, where row upon row of gestation-pods, most of them unused in this latter day, sit in carefully-organized chambers.

Using their genetic technology, the Malvans can make sure that their children are exactly what they want — they can pick skin color, eye color, hair color, adult height, and numerous other traits. However, since those attributes can also be changed at will in a living Malvan, most Malvan parents don't worry about "tailoring" their children too much, preferring to let a child make his own choices once he reaches the proper age. Standard pre-birth genetic treatments ensure that all Malvans have long lifespans (see below), can't catch any Malvan diseases, and are physically fit and extremely intelligent. (In *HERO System* terms, all Malvans, even the most "common" and ordinary of them, start with the same Characteristics as a Noteworthy Normal [6E1 438], and tend not to sink below that threshold except when very young and very old.)

In their earliest history, Malvans had a lifespan of roughly 100 years. Today the average Malvan lives about 800 years. Longer lifespans, up to and including functional immortality, are possible with Malvan medical science. As of the Earth year 2011, the oldest known Malvan is an artist living in Tilagandis who recently celebrated his 227,515th birthday. Upon death, most Malvans are cremated (a few still opt for burial); the greatest and wisest of the species (a very small number, these days...) become Wisdom Stones (see below).

Thanks to these long lifespans and general Malvan attitudes, the birth-rate on Malva has dropped to almost nothing over the past 100,000 years. The current population of Malva is just 80 million, a minute fraction of what it could support. Another 10-15 million Malvans live on colony worlds, or elsewhere.

Raising Children

Nearly all Malvan children are raised by "nanny robots" and pedagogical computer systems. Parents often have little or no contact with their children until they reach adulthood. (For that matter, children may not even interact with other children that much.) In fact, some segments of Malvan society regard taking too much interest in one's children as aberrant, even banal, behavior.

Superpowers

It's possible for Malvans to have superhuman powers naturally. However, their civilization is so perfectly arranged that the sorts of accidents that give rise to superpowers haven't occurred in millennia, and live birth is so rare (and medical treatment so good) that mutants rarely evolve. (Frostbite, page 77, is such a notable exception that he's something of a celebrity just because he's a mutant.)

But thanks to Malvan technology, any Malvan who wants superpowers can have them induced when he's an adult. Few Malvans do this, though, since it's regarded as somewhat gauche. It's most commonly done by Malvans who become so interested in the super-gladiator games that they want to compete (like Meliaros the Bright), or who shake off their societal somnolescence and want to go out into the Galaxy and do something that requires superhuman power (such as Kanrok the Acquisitioner).

What Humanity Knows About the Malvans

Humanity knows relatively little about the Malvans. What they do know comes from interviews with Ironclad and Herculan (the former of whom has provided linguists with extensive samples of the Malvan language to study), statements by Firewing, and the study of recovered Malvan technology.

Humans are aware there's a planet called Malva that has what's described as an incredibly advanced civilization, and that that civilization stages super-gladiator fights as one of its forms of entertainment. Anyone who's willing to do a little more research into what people who've visited Malva (primarily Ironclad) have stated knows various other bits of trivia: the absolute ruler of Malva is called the Phazor; Malvans have lifespans measured in centuries; Firewing was once a leading gladiator until he was transformed and became even more powerful; Malvan technology is so advanced that the Malvans literally want for nothing except a way to alleviate their boredom.

The United States government knows a bit more based on its study of the wreckage of Ironclad's and Herculan's ships... but not much. It's so advanced that Humans can barely comprehend how it functions (though if they had a working ship a Human pilot could fly it because of the high degree of "user-friendliness" every Malvan device possesses). As one of the American scientists who's spent years trying to figure out how Malvan technology functions once put it, "It's like I'm a Babylonian and you're asking me to work out how to program a supercomputer."

Xenologists are always eager for more information about Malva. Mostly they study the language samples provided by Ironclad (which he adds to when he has the opportunity) and the other information he's provided, trying to learn what they can of the Malvan mindset and culture based on its speech. On several occasions one of them has tried to convince some superhero or other to journey to Malva on a fact-finding mission, but having heard Ironclad's tale of what happens to superhumans who show up on Malva, none of them seem interested in taking on that job at this time.

THE WORLD OF MALVA

Malva is the third of seven worlds orbiting a G2V star very similar to Sol that the Malvans name Komar, in what Humans call the Norma Arm of the Milky Way Galaxy. It's relatively close to the galactic core and nearly on the other side of the core from Earth, roughly 40,000 light-years from Sol. The system once had two asteroid belts and an extensive Kuiper belt and Oort cloud, but the Malvans long ago cleared them out entirely (partly for the raw materials they contained, partly for safety's sake). Malva is 1.63 times the size of Earth and has 1.0 G gravity.

Malva is a terrestrial world with two mega-continents — Malaquathria (and the Kumaria subcontinent) occupying most of the northern hemisphere, Vandarothri occupying the south — separated by a central ocean. Land covers nearly one-third of the planet. The Malvans divide each mega-continent into several continental regions based on historical and cultural developments (though those distinctions have been largely meaningless since the Malvans evolved into a planetary culture and invented planet-scale instantaneous teleportation hundreds of thousands of years ago). Large islands are rare compared to Earth, though small islands and archipelagos are equally common on both worlds.

Malva has the normal range of climatic zones, though the Malvans use weather control technology to soften the extremes (to the extent possible without disrupting the planetary ecology) and eliminate such threats as hurricanes, tornadoes, hailstorms, and blizzards. Malvan devices also render the planet as tectonically stable as possible, making perceivable earthquakes almost unheard of. Only the Talmadarian Sea region tends to experience them, and that just once every few centuries.

Thanks to the fact that it's significantly larger than Earth but only has a permanent population of 80 million, most of Malva is wilderness... except for the fact that a Malvan can construct his residence or other buildings pretty much wherever he wants. An explorer can come out of a forest and see a Malvan villa perched impossibly on a nearby mountaintop, swim down to the depths of the ocean to go to a domed nightclub on the sea floor, or visit a Malvan friend whose house floats among the clouds near the Pelladarian mountains.

The other thing an explorer eventually notices is how *perfect* everything is on Malva. The astounding vistas and amazing sites that exist everywhere are obvious, but once you've been on Malva for awhile (particularly in wild areas) you realize that it's all *just* as it should be — the ideal combination of beauty, wild majesty, and comfort for humanoid visitors. This is because nearly every square mile of Malva has been "sculpted" by Malvans interested in such pursuits, and sculpted with such care and precision that you can't even tell things are in any way artificially arranged until you really think about it. On Malva, every forest is rich, lush, and easy to walk in; every waterfall takes your breath away with its beauty and music; every rock is placed to make a perfect "step" and not trip anyone. A few visitors find the whole thing very strange, but to most it simply feels *right* in a way that makes every other planet seem a little less amazing.

MALVA'S MOONS

Malva has three moons: from smallest to largest, silvery Yaldara, yellow Revandis, and pale Gendru. Given their orbital mechanics, usually no more than two (and sometimes only one) are visible in the night sky at a time; when a given city or region can see all three, it's cause for celebrations and festivals.

In ancient Malvan lore, Yaldara was thought to be the "feminine" moon and to govern women and their needs, while Revandis was the "male" satellite, considered to have fiery and temperamental aspects at times. Gendru was where the spirits of the dead went to reside, and from where inspiration filtered down through the aether to scholars, artists, and great men. Modern Malvan science has dispensed with these notions, of course (and many Malvans have homes on one of the moons), but Malvans still talk of someone who's angry all the time as "being under Revandis," use the word "yaldaran" to mean "pertaining to or characteristic of women," and so forth.

TRAVELING ON MALVA

Travel on Malva is safe and easy. Native Malvans all have access to a planetary teleportation network that can literally move them from any place on the planet to any other in the blink of an eye (as long as the destination's not blocked by the administrative systems). All a user has to do is speak out loud to draw the system's attention and name his destination, and he's there. Visitors to Malva may or may not be allowed access to the teleportation network, depending on whether the adminstrative systems decide they have need of it and pose no risk.

Visitors without teleportation privileges, and Malvans who simply enjoy flying, travel in hovercraft. Hovercrafts are operated by their pilots, but the administrative systems closely monitor each flight. In the event of pilot error or misbehavior, emergencies, or the like, the administrative systems override pilot control and take over the hovercraft remotely (typically to pilot it to the nearest landing pad, where it lands and is then deactivated).

Malva
(Komar III)
5
MALAQUATHRIA
NDAROTHRI
VA
Pelladaris
Meriqo
Vardania
Talmadaria
Zarandu
Kumaria
Ulamarra
Halavestrin
Komren
Great Ocean
Kumarian Ocean
Docro
The Phazarian Arena
Palace-City of the Phazor
The Grand Temple
Talmadarian Sea
Cavern of the Wisdom Stones
Qeruvo
The Firelands
The Sapphire Grotto
The Poetry Forest
Tilagandis

Major Cities

Since Malvans can easily live anywhere on Malva thanks to their hyper-technology, the planet has far fewer large cities than nearly any other advanced planet — but some Malvans still prefer the comfort of living among lots of other Malvans. They reside in the few cities that still exist, such as:

Docro

Docro ("Archive") is a city devoted to keeping the records and accounts of Malva. From the Malvans' earliest handwritten records to their most advanced computerized data, it's all here in a library/archive the size of a city — the history, literature, social records, and scientific discoveries from nearly a million years of civilization. There are some gaps, of course, since Malva wasn't always a unified planet, and some items are kept in museums at other locations, but nearly any research project conducted by a Malvan scholar, or scholars of other species studying Malva, begins here.

The librarian-robots and archival systems at Docro are enormously helpful — in fact, without them a newcomer to the city will have a hard time finding what he wants amid the veritable mountains of data, books, and media. But they also serve as gatekeepers, since some parts of Docro (such as the sections devoted to Malvan scientific and technical data) aren't open to just anyone. If necessary they'll even employ force as a backup to the city's formidable static security systems, but their weapons, like those of the systems, are designed not to harm the objects or data they guard.

The residents of Docro are mostly historians, scholars, and other Malvans with an interest in such things. It's a tight-knit community, one that's often contemptuous of visitors until they prove they have the intellectual chops to keep up with the native experts — or at least the curiosity and respect to seek their assistance and defer to them.

Palace-City of the Phazor

Also known simply as Phazarian City, the Palace-City of the Phazor is just that: the Phazor's palace, grown to the size of a city over hundreds of thousands of years. In other words, the capital of Malva is a single building the size of a city. Each Phazor adds some sections, removes others, and changes some, leaving his own unique stamp on a bit of the place.

Visitors to the city teleport or fly to the Plaza of the Emperors, an enormous paved open area immediately outside the Palace-City. (If the weather is poor, local systems put a force-field around each arriving visitor so he doesn't get wet.) From the Plaza the largest staircase in the Milky Way Galaxy, nearly a mile wide and long, leads up to the Palace-City. It's considered a point of pride among Malvans to climb the whole thing at least once, but after that most use the escalator-like sliding stairways located on either end.

Once inside the Palace-City, a visitor can inquire about his destination simply by asking aloud. The local systems will broadcast a holographic map in front of him or even project arrows pointing the way to go directly onto his retina so that only he can see them. Anything else a visitor needs can usually be provided by the local systems; all he has to do is ask.

Among the millions of rooms in the Palace-City, most are mundane (by Malvan standards, at least), but some are famed even among the jaded populace. These include:

—the Phazarian Gallery, a sort of museum tracing the history of the Phazors (and their predecessors) throughout Malvan history. Every single Phazor has a display dedicated to him.

—the Imperial Feast-Hall, where the Phazor holds dinners of state and other important events; it's so large it would develop its own indoor weather if Malvan technology didn't prevent that.

—the Grand Concert Hall, a venue for musical and dramatic productions capable of seating a million people, but built with dimension-warping technology that makes each attendee feel as if he's sitting in a front row center seat.

—the Gallery of Empire, a "museum" of thousands of rooms, each one devoted to a single planet the Malvans once ruled (or still rule). Each has a holo-projection of the planet in question that visitors can manipulate, databanks devoted to that planet, and a selection of art and artifacts from that world.

—the Arena Theater, a holo-chamber where one can see a holographic "replay" of any match ever fought in any Malvan arena, or even alter the parameters of the fight to resolve "what if" arguments ("Qorod only won that match because Redthorn had a sprained ankle — let's see how it plays out if Redthorn isn't injured").

Only the Phazor and those he gives permission to can use the planetary teleportation system within the confines of the Palace-City. Others must walk, use sliding walkways where they exist, or gain permission to use the Palace-City's own restricted teleportation network, which is separate from the planetary one.

Qeruvo

Located on the northern edge of the Firelands (the most tropical region in Malva, once quite volcanic but now simply comfortable for those who like hot, humid weather), Qeruvo has developed a well-deserved reputation as a "resort city." Most of its facilities cater to the entertainment of Malvans, and those whom the Malvans permit to vacation there. (In the galactic community, a trip to Qeruvo is often seen as the ultimate reward, or ultimate indulgence.) Whatever a visitor desires, he can have or do — even if that involves teleporting to some other Malvan city for awhile. Many visitors prefer to simply lounge on the beach, taking a break from the non-stop ministrations of the massage-bots to go for a dip in the crystal-clear ocean or participate in a game of Malvan war-chess (using only non-lethal weapons, of course!).

Tilagandis

Tilagandis is a community of artists and a city of museums, theaters, galleries, and showplaces of every possible description. As one visitor put it, "It's an artist's commune run riot... in the Malvan style." Every day the citizens of Tilagandis (and thus of all of Malva) have literally thousands of performances and viewings they can attend, and if they prefer more sedate entertainment the Tilagandian museums chronicle every aspect of Malvan history and civilization — and indeed, the history and civilization of much of the Milky Way Galaxy.

Landmarks and Notable Sites

Besides its cities, Malva has many other sites of note, some of which attract visitors from all over the Galaxy while others are known only to a few Malvans. They include:

The Grand Temple and the Furnace of the First Ones

Occasional fads aside, few Malvans hold to any religious beliefs anymore (see *Religion,* below). Those that do follow the ancient Malvan faith of Rathuliorn in one of the greatest sacred buildings in the Galaxy: the *Grand Temple,* located on a cliffside overlooking the ocean. A vast structure of marble-like stone, almost every square inch of its interior is richly decorated in some ways, and its treasuries and display halls contain many unique, priceless objects. Elaborate ceremonies honoring the Malvan gods are performed every day by an order of Malvan priests, just like they have been for hundreds of thousands of years.

The heart of the temple is a circular chamber containing a large, intensely hot eternal flame: the *Furnace of the First Ones.* Legend says that the earliest Malvans kindled this holy fire, and that as long as it burns, Malva will never fall. If the fire ever dies, so too will the Malvan people, for it is their life-flame. Other stories claim that some Malvans are *Firewings* — beings of great destiny and willpower who can walk into the flame and, instead of dying, emerge with their sins burned away and great power infused into their bodies. Most modern, jaded Malvans scoff at this, but the origin of the superhero Firewing (see CV3 111) proves that it's true.

The Poetry Forest

One of the few examples of obvious, deliberate sculpting of Malva's natural features is the Poetry Forest, which has been cultivated over tens of thousands of years by Malvans interested in such pursuits. A topiary so vast it dwarfs any other such garden in the Galaxy, when viewed from above the branches and leaves spell out the greatest classics of Malvan verse. When viewed from ground level, the trees and bushes form panoramas of scenes from the literature they "spell out," or from ancient Malvan mythology.

The Sapphire Grotto

Under the Malvan ocean off the coast of Kumaria is a small underwater mountain range. In the side of one of those mountains is a cave that's one of the wonders of the Galaxy. Known as the Sapphire Grotto, it's a semi-flooded cavern complex whose walls are lined with raw precious and semi-precious stones that somehow glow with their own strange phosphorescence. In parts of the Grotto the waters are warmed like those of a hot spring, others are cool. Visitors can spend days simply wandering/swimming through the Grotto, soaking in the amazing sites — all of which are natural, since the Phazors long ago forbade anyone to "tamper" with the place.

According to some stories, parts of the Grotto have a sort of hallucinatory effect. A person who stares into the glittering gemstones soon finds his mind reeling with strange visions, some simply entertaining, others possibly prophetic. Some visitors also report a feeling similar to taking powerful narcotics, though as far as Malvan science can determine there's no rational basis for that.

The Wisdom Stones

The Malvans of today may be idle dilettantes, interested only in their own personal pleasures, but Malvans were not always so. Once they looked to the future, and to the glory of their race and its destiny, and sought to preserve the learning and experiences of the greatest Malvans so that they could advise later generations.

To this end, they found an enormous network of caverns on the southern coast of Malaquathria. There the bodies and minds of the most notable Malvans are calcified, becoming *Wisdom Stones* that can speak to a Malvan in the caves through strange telepathic processes and advise him.

In this day and age, relatively few Malvans visit the Cavern of the Wisdom Stones anymore, and the Stones ignore many of those who do because their questions and concerns are essentially frivolous. But a Malvan who approaches the Stones with the reverence due their age and insight, and who asks meaningful questions, will find that the Wisdom Stones offer thorough and true advice... though the quality of the advice may only become apparent after it's too late for it to do a stubborn or foolish Malvan any good.

Non-Malvans are not allowed to enter the Cavern of the Wisdom Stones. Even if they were, the Stones wouldn't speak to them.

Planetary Defenses

Malva is the richest, most technologically advanced planet in the Galaxy, which makes it the object of envy and desire for many. More than a few galactic tyrants and superbeings — including Xarriel (see page 251) — yearn to conquer Malva and takes its treasures and science for their own.

Unfortunately for such would-be conquerors, Malva is as well-defended as it is wealthy. Its first line of defense is a large fleet of warships mostly run by sentient computers. Any one of these ships is a match for entire fleets of other species's vessels (see the Malvan Skyspear, below, for an example of a mid-sized Malvan ship). But an invader who somehow fights his way through, or avoids, the Malvan home system defense ships encounters something even worse: Malva's planetary defense grid. Encircling the planet is a dense network of orbital defense satellites. Normally they're hidden by stealth fields so as not to spoil Malvans' view of the stars, but they appear as soon as a threat is detected (or at least some of them do... others may invoke a total stealth field that conceals them from invaders until the time is right to strike).

The defense platforms are equipped with an array of weapons and defensive systems, including beam weapons able to annihilate a starship with a single shot, antimatter missiles, psionic field generators that can affect the minds of an entire starship crew, dimensional disruptors, data scramblers and other electronic warfare systems, selective and wide-field disintegrators, force-field generators, and tractor beams. A single one of them would be enough to fend off most invasion forces; together the network is impenetrable to any known force in the Milky Way Galaxy. Not even the likes of Astron, Xarriel, or the Galaxars have ever been foolish enough to attack Malva.

Malvan History

Compared to most sentient species the Malvans have an incredibly precise knowledge of their own history... though much of it simply gathers dust in books and data-servers, since most modern Malvans care little about their species's history and know even less of it. Using chrono-viewers that allow them to literally watch past events as they occurred, Malvan scholars know (or can "look up") anything that's ever happened on their planet.

According to generally-accepted information among Malvan paleohistorians, the creatures that are considered the first step on the evolutionary path to the modern Malvan — which in Earth terms resemble a cross between an ostrich and a gorilla — appear 5,747,201 years ago when a group of these creatures left the relative safety of their arboreal homes and ventured out onto the plains of northern Vandarothri. Over the next several million years they continued to evolve, developing larger brains and better manipulatory digits and spreading across the southern mega-continent.

Beings biologically identifiable as modern Malvans finally emerged 1,136,467 years ago. They developed crude raft/boat crafts and hopscotched their way from island to island beginning 943,833 years ago. By 854,000 years ago the earliest true Malvan civilizations — the Hakurian (or "Red Helmet") and Fesharan cultures in the north, and the Lascoran, Tirundese, and Dowathalonan in the south — had emerged. Malva's vast mineral and plant wealth, the fertility of its soil, and the nature of its geography — two east-west-oriented mega-continents with relatively few major natural barriers to trade — allowed civilization to arise and advance far more quickly and uniformly than on most inhabited planets.

Early Empires, Unification, and Advances into Space

Like most sentient species, the Malvans went through an extended period where early nation-states evolved into empires that rose and fell according to the vagaries of history. Notable among these are Talmadarian Empire of Malaquathria (roughly comparable to Earth's Roman Empire), the Vesatrian kingdom of Vandarothri (similar to medieval France, but more unified), the Lindiriandrian Union of western Malaquathria (somewhat akin to the Holy Roman Empire in most respects), and the Thelanoran Empire (analogous to nineteenth century Britain and its empire).

By 836,094 years ago, Malva had achieved a level of technological, government, and social development roughly akin to Earth as of the year 2000. However, compared to Earth, Malva was much wealthier, with much less poverty and consequently less societal unrest in many respects.

With the advent of global communications and a global economy, the unification of the planet was perhaps inevitable, though few Malvans realized it at the time. But 835,987 years ago the Malvans held their first planet-wide elections to establish the Malvan Presidency and Malvan World Council to rule the planet as a unified political entity.

At this same time, advances in Malvan aero-space technology were making space exploration safer and more common. First probes, and then manned missions, visited the other planets of the system, and colonies were established on two of Malva's moons and then the nearest planet. Then, 835,824 years ago, scientists developed the first Malvan faster-than-light starship drive.

The First Malvan Empire

The invention of the Malvan hyperdrive opened entire new vistas for the energetic Malvan people. As the drive improved in speed and reliability, they began exploring the Galaxy around Malva. Malvan space explorers claimed unsettled planets they found in the name of the Malvan people, founded colonies on the worlds that were habitable or could be made habitable, and had their species's first interactions with the galactic community of the time.

The Malvan Civil War

During this initial period of space exploration, two forces resulted in the transition of Malva from a more-or-less democratic species government to an autocratic empire. The first and most important of these was a growing rift between Malva itself and its now numerous and far-flung colonies. In a story that had been repeated many times before throughout the Galaxy, and would occur again many times in the millennia to come, the colony worlds wanted greater indepence than the inhabitants of the homeworld were willing to give them. A tariff dispute 835,771 years ago flared into a civil war, the first the Malvans had experienced in centuries.

In the early months the colonies, well-equipped with ships and daring men, achieved some notable victories, but it wasn't long before the resources and determination of the homeworld became a decisive factor. The leader of the homeworld forces, at first just politically but later military as well, was Jethaka Tarel, a Malvan of vast intelligence, intense willpower, and great charisma. His decisive victory at the Battle of Kelsendra VII obliterated the colonists' main fleet. Within three more years the war had come to an end with the colonists surrendering unconditionally.

The Z'Tundro War

Before the Malvans had a chance to recover from the civil war, they found themselves embroiled in another conflict with an enemy from outside. The Z'Tun, a species the Malvans had experienced some diplomatic friction with due to both civilizations wanting to control the same space, attacked while the Malvans were weakened from their internecine conflict. Jethaka Tarel requested dictatorial powers to deal with the crisis, and was granted them by unanimous vote of the World Council and the overwhelming favor of the Malvan people.

The Z'Tundro War lasted for over five decades, with both sides suffering brutal losses. In the end, the Malvans' superior technology, drive to win, and creative tactics won out over the Z'Tun's vastly greater numbers. The final battle, in the Z'Tun home system, left two colony worlds uninhabitable and two-thirds of the Z'Tun homeworld in flames.

The Era of Expansion

Now aware of the dangers the Galaxy posed, and impressed with the victories Jethaka Tarel had achieved against significant odds, the Malvans weren't inclined to take power away from him once the crisis of the moment had passed, and he wasn't inclined to give it up. After two years of ambiguity about what would happen to Malva and her people, he declared himself Emperor Jethaka of the House of Tarel. The Z'Tun became the first subject species of the first Malvan Empire... but far from the last.

Jethaka and his close descendants, all of whom were long-lived by the standards of the time but not nigh-immortal like Malvans would eventually become, possessed the ambition and motivation characteristic of the Malvan people to an even greater degree than normal. Besides solidifying their hold on the formerly-rebellious Malvan colonies, they began to expand outward, claiming or conquering a system at a time, assimilating it into the Empire, then moving on.

The millennia passed, and the Malvan Empire continued to grow, just as Malvan technology advanced to heights unprecedented during that period of galactic civilization. The process was not without its growing pains, of course: the Seltaru Interregnum, a 20,000 year-long period in which the House of Seltaru usurped the throne, only to have the House of Tarel eventually take it back after years of bloody warfare; the "First Ways" movement in which millions of Malvans rejected technology in favor of the religious and social customs of their ancient ancestors; a revolt by an entire spiral arm's worth of planetary systems; and more. But the Empire weathered these storms — sometimes cleverly or gracefully, sometimes barely — and continued to grow. By approximately half a million years ago, the Malvans controlled half of the Milky Way Galaxy.

The Elder Worm War

Then, 517,346 years ago, the Malvans first clashed with the other great galactic civilization of the day: the Elder Worm, a hideous species of sorcery-using aliens from a rimward world on the opposite side of the Milky Way from Malva. While the Malvan Empire had been growing, so had the dominion of the Elder Worm, who crushed planet after planet under their annelidoid heels and sacrificed millions of sentients to their foul gods. The Odrugarans and the Star*Guard had opposed the Elder Worm for tens of thousands of years, but were simply too few in number to withstand the Elder Worm and their magic.

What would become a galactic war lasting three hundred thousand years started as as dispute over ownership of a planetary system on the opposite side of the galactic core from Malva. At that time Malva's sphere of control occupied roughly the "northern" half of the Milky Way, with the Elder Worm dominating in the "south." The Emperor at that time, Belladan LVII, wanted to expand the Malvan frontier and broke the unspoken "boundary line" to go after an unclaimed system he craved. The Elder Worm responded, moving a small fleet of their strange-looking "wormships" into the region to protect "their interests." Belligerent words were exchanged, a hotheaded Malvan captain fired a warning shot that went astray and hit an Elder Worm ship, and a full-scale battle erupted. (Ever since some Malvan scholars have claimed the captain was actually being goaded into action by subtle Elder Worm spells, or that Elder Worm magic slightly altered the trajectory of the warning shot, but they've never been able to obtain solid proof — magic being one subject Malvans have generally ignored and never truly mastered).

Lords of the Jeweled Spider

The Malvans were not without their allies in the Elder Worm War, for few galactic civilizations had any desire to see the horrible Worm take control of the Galaxy, or have the Qliphothic entities the Elder Worm worships become predominant throughout the stars. The Star*Guard was once such ally; another, far more mysterious, were *the Lords of the Jeweled Spider.*

The Malvans have never been entirely sure where the Lords come from or what their history is. As best they can tell, the Lords' homeworld is located in or near the galactic core, hidden from sensors and explorers by the intense radiation storms characteristic of that region. Although seemingly nigh-omnipotent (even by Malvan standards), the Lords are apparently few in number and involve themselves in galactic affairs only with the greatest reluctance.

The Lords' name came from the chief form of aid they provided: talismans that repel, and can even harm, the Qliphothic monsters and entities. These "Spider Signs" were slabs cut from a large quartz crystal at a certain angle. An eight-armed symbol is engraved on the slab and inlaid with magnetite and a natural ore of thorium. The Sign is then briefly electrified. As a result of the war, or perhaps other activities by the Lords from time to time over the millennia, variations of that symbol appear in various galactic cultures. For example, Ironclad reports that the Perseid symbol for "good luck" is largely the same as the eight-armed engraving on the Sign.

5

For the next thirty centuries, war raged across the Milky Way. The vastly powerful starships and military machinery of Malva, and the bravery and determination of her soldiers, were pitted against the bizarre magics and disgusting vessels of the Elder Worm. At first the war went badly for Malva, since the Empire wasn't truly on a "war footing" while the Elder Worm were. The Worm pushed deep into Malvan territory on several fronts, capturing numerous Malvan systems and enslaving their inhabitants.

Slowly but surely, the Malvans regrouped and fought back, using their ultra-powerful technology to build ships and weapons at a tremendous pace and counter the Elder Worm's otherworldly attacks. By the midpoint of the war Malvan technological development reached its peak, attaining levels of invention and creation never even approached during the current era of galactic civilization. Malvan warships the size of planets fought equally gigantic beings summoned by Elder Worm magi; bombs that could teleport themselves appeared in the middle of Elder Worm ships and detonated; variable-phase force-fields capable of thwarting Elder Worm spells were used to protect entire fleets and worlds.

THE GOLDEN HUNTERS

While the bulk of the Malvan war machine consisted of ships and ordinary soldiers (albeit ones equipped with Malvan technology), it was best personalized, and is best remembered by those few modern Malvans interested in their species's history, by the *Golden Hunters:* a group of elite soldiers, possibly inspired by the Star*Guard but imbued with superpowers and equipped with weapons that dwarfed those of even the mightiest Guard. Their name came from their "uniform," which included bits of golden "armor"-like pieces (actually advanced Malvan devices) and their preferred mission: hunting down and killing powerful Elder Worm sorcerers.

The most common type of Golden Hunter was the *Spearmane,* who wielded a weapon that looked something like an ancient Malvan spear but could project energy bolts powerful enough to inflict significant harm on large starships. If multiple Spearmanes worked together, channeling the power of their spears together, they could crack open Elder Worm planets. Other types of Golden Hunters included Mightlords, Mindknights, and Dimensioneers, but the most powerful of all were the *Starwings,* who'd walked into the Furnace of the First Ones and been granted superpowers even greater than those given to other Hunters through Malvan ultra-science.

The Later War and the Malvan Victory

After the Malvans countered the Elder Worm's initial gains, the war settled down into a long, bloody conflict marked by extended periods of stalemate that eventually gave way, somewhere in the Galaxy, to an advance by one side or another. Untold trillions of sentient beings died in the process, and more than one species or civilization was entirely wiped out. In one infamous incident, the Elder Worm sacrificed all 7.2 billion members of the Nl'ta'k species to power a ritual that summoned one of their gods, Zhalnathet, bodily into the Galaxy. He wreaked havoc throughout Malvan space until over four dozen Golden Hunters sacrificed their lives to destroy his manifestation.

Gradually, though, the tide of war turned against the Elder Worm. The Battle of the Coreward Fields (267,584 BC) shattered the largest Elder Worm fleet and killed five of their most powerful sorcerers of the time, allowing the Malvans to make major inroads into Elder Worm territory. By approximately two hundred thousand years ago, the war was essentially over, and the Malvans had won. The once-feared Elder Worm empire was no more, the Elder Worm homeworld had been shattered into fragments, and the Elder Worm themselves had been reduced to scattered handfuls running from the Malvan light like cockroaches. As the Malvans destroyed most of the key Elder Worm worlds, or contemptuously flung them out of orbit to careen across the Galaxy as dark, frozen, mute memorials to Malvan power, the Elder Worm survivors fled into hiding on backwater worlds and out of the way corners of the Galaxy.

It might have been possible for the Malvans to track down the surviving Elder Worm and obliterate their species from the Galaxy (and that certainly would have been better for future galactic civilizations)... but they chose not to. Exhausted from literally three hundred thousand years of near-constant warfare, they decided it was time to return to a peaceful existence and enjoy the fruits of their victory.

The Second Malvan Empire and the Era of Decline

The last few members of the House of Tarel having been killed by an Elder Worm desperation attack on Malva in the latter years of the war, the Malvan throne passed to their nearest relatives, the House of Marrath.

The millennia immediately following the War are regarded by Malvan historians as something of a "golden age" — Malvan art and architecture flourished as the Malvans devoted the amazing technological advances of the war years to peaceful, pleasurable pursuits. Malvan adminstrators reorganized the Empire, claiming what Elder Worm systems they wanted and repairing Malvan systems devastated by battles.

Gradually, though, the Malvans seemed to lose some of their edge. The drive that had once pushed them to conquer half the Galaxy and invent undreamt-of technological wonders was still there, but increasingly it seemed to be devoted to finding new forms of entertainment and exotic diversions rather than in accomplishing anything truly meaningful. Most scholars date the beginning of the true Malvan decline into decadence with the founding of the first gladiatorial arena 187,336 years ago. The Malvans of that day read of the glory of war (a glory untarnished by chronicles of war's sufferings) and yearned to relive it in some way. The Phazor, Pelavreth XI, conceived of the idea of gladiatorial games. They were an instant success and soon became the most popular form of entertainment on Malva... and have remained so to this day.

As the millennia passed, the Malvans went further and further into decline. In the year 110,004 BC, the Malvan possession Endahl V, having received no response to repeated requests for assistance from Malva to deal with various problems, declared its independence. The rest of the Empire held its breath, waiting to see what the Phazor would do... and he did nothing. Scholars who've studied records of the time aren't even sure he was aware of the defection; it's possible that aides kept the information from him to avoid upsetting him. But when the first domino fell and nobody picked it up, other dominoes decided they could do the same. Gradually, one by one over the course of tens of thousands of years, various Malvan conquests and territories went their own way — and the Malvans, more concerned with their own pleasures and pursuits, let them; that was easier than trying to administrate them anyway.

As of the Earth year 2011, the Malvan "Empire" consists primarily of Malva and about a dozen star systems near it, most of whom have extensive Malvan colonies that are hundreds of thousands of years old. Only two client species — the Roin'esh and the nearly extinct Thrull — still consider themselves a part of the Empire (the Thrull out of apathy; the Roin'esh reluctantly). Few, if any, Malvans know how to invent, or even maintain, the hyper-technology their forefathers created (fortunately it's self-sustaining, so they don't need to know). All the average Malvan cares about these days is fending off boredom — a sad coda to a history marked by so much creation and advancement.

Malvan Society

Having evolved over a million years to its present form, Malvan society is incredibly sophisticated, baroque, and decadent. However, since there are less than 100 million Malvans, many of whom are self-absorbed to an intense degree, it's also somewhat "stunted" and sick compared to that of a more vibrant species. While they are inestimably rich and unfathomably powerful, the Malvans are also stagnant, unable as a species to do anything other than pursue the next pleasure.

Individual Malvans may break from this pattern, of course. Some, like Tateklys, Ariax Thone, Kanrok, or Athulos Starheart, yearn to study, to accomplish things, to experience an active life in the greater Galaxy. But the average Malvan simply wants to live out his life in whatever idle, jaded pursuits catch his fancy of the moment.

Malvan Government

Despite the fact that it no longer rules anything more than a few star systems, the Malvan government still refers to itself as the Malvan Empire (*Phazaro Malveh,* in Malvan). The ruler is the *Phazor* ("Emperor"); while references to him and his government use the Malvan word *phazarian* ("imperial"). The Phazor's rule is unquestioned; his word is law, backed up by the full force of the Malvan military machine, if necessary.

The Shadow Guard

The Phazor of Malva is protected by an elite corps of ultra-loyal, immensely powerful bodyguards known as *the Shadow Guard.* They're "built" in Malvan genetic laboratories and imbued with superpowers: enormous strength and resilience, blinding speed, high intelligence, four arms, and the power to become invisible. Then they're trained in the ancient Malvan martial art of Haruji (see main text) and abilities of stealth, deception, and observation that are the Malvan equivalent of Earth's Ninjutsu.

For the members of the Shadow Guard, use the character sheet for Grond (CV3 145), but with the following changes/additions: DEX 24, INT 18, EGO 20, OCV 10, DCV 10, DMCV 10, SPD 7, Invisibility to Sight Group No Fringe, Mental Defense (15 points), Power Defense (20 points), remove Stratospheric Punch. They should also have the Ninja Template from HSMA 193 (with appropriate changes in terminology) and the full Haruji martial art with +2 Extra DCs.

Phazor Valzad XIII

The current Phazor is Valzad XIII. He became the ruler of all Malva in the Human year 1899, making him still very much "new on the job" by Malvan standards. His father Valzad XII, sybaritic and self-involved even by Malvan standards, held the phazorship far longer than most of his predecessors out of sheer selfishness. Thus his son, who waited patiently for centuries for his crown, is also much older than most phazors have been when they first sat on the Helacthiat Throne. Like his father and most of his ancestors, Valzad has the distinctive red-brown hair and eyebrows of House Marrath.

Fortunately for Valzad, the job of Phazor isn't a demanding one, relatively speaking. While in theory he could (and does) run an entire empire, in fact his duties mostly consist of presiding over much of Malva's social life, including opening the games at the Phazarian Arena each day.

By modern standards (*i.e.,* over the past fifty thousand years or so), Valzad XIII is a more energetic and "active" Phazor than most. He occasionally thinks about doing something in the greater Galaxy, perhaps even re-establishing the days of Malvan glory and conquest... but ultimately it's just idle daydreaming. He's just not motivated enough to embark on such a large, complex, involved project. After all, he has a large harem (with members from almost every oxygen-breathing species in the Galaxy), an unrivaled collection of artwork from a million civilizations, chefs who can prepare any food he demands, and the best seats at any gladiatorial match he cares to attend — why make trouble?

Besides the gladiatorial combats, of which Valzad XIII is an afficionado, the Phazor's other great interest is a decidedly odd one, by Malvan standards: he collects weapons, everything from the earliest stone daggers to entire warships and planet-buster bombs, from every civilization he can. He "stores" his collection on a terrestrial planet in the star system nearest Malva. Some of it's arranged in museum-like fashion, while other parts are kept active as "living dioramas." For example he may "man" his fleets of wet-navy ships from Malva's age of sail with robots built to look just like Malvans and stage a mock battle for his amusement. Most Malvans have never seen a weapon (outside of those carried by gladiators in the Arena), much less touched one, so they look on the Phazor's "arsenal" the same way a Human might look on an eccentric uncle's gigantic ball of string. Some of them fear that his interest in weaponry might lead to him becoming militaristic or aggressive, but so far there's absolutely no sign of that — he seems to be just a scholar with an odd field of interest and an unlimited acquisitions budget.

Brean Glimor

Naturally the Phazor has many "advisors," sycophants, and hangers-on. Most of them just want the chance to accompany him to parties and gladiatorial matches, since there's not actually much Malvan "policy" for them to influence (though a courtier can try to persuade him to snub the courtier's social rivals). The one true Malvan aide/advisor/right-hand man he has is Brean Glimor, a distant and well-liked cousin who seems to derive wry pleasure from simultaneously doing his utmost to genuinely assist the Phazor while making sardonic comments about practically everything Valzad does.

The Malvans who think about governmental concerns — all four or five of them — sometimes worry that Glimor has too much influence over the Phazor and could easily become the *de facto* ruler of the Empire. There's no sign of this, however; Glimor seems to legitimately want to help his cousin rule, not rule himself.

The Administrative Systems

Worries about who has what influence over the Phazor are generally unfounded because the vast majority of governmental functions on Malva — and certainly any function that could be considered tedious, dirty, dull, dangerous, boring, or in questionable taste — are conducted by hyper-sophisticated sentient computers and robots. Referred to collectively as *the administrative systems,* these machines (which like most Malvan technology have functioned nonstop for hundreds of thousands of years with little or no need for maintenance) process the "paperwork," oversee Malvan security, control teleportation and air traffic, establish and enforce necessary regulations, handle requests for access to various Malvan resources and goods, clean and maintain the infrastructure, keep a close eye on every visitor to the planet, and perform a billion other tasks without a word of complaint.

In addition to the master administrative systems that oversee the entire planet, there are "specialized" administrative systems that focus on specific subjects and "local" administrative systems that cover a given region or city. Thanks to this maze of digital authority, navigating the Malvan "bureaucracy" isn't always as easy as one would think it ought to be (though there's always the chance that the administrative systems are simply making things difficult on people as a sort of electronic joke). A character with knowledge of computer systems may have an easier time of it. (In *HERO System* terms, Computer Programming is a Complementary Skill for Bureaucratics when dealing with the Malvan administrative systems.)

The Malvan Military

Two hundred thousand years ago the Malvans had the largest military in the history of the Milky Way Galaxy. Since then the vast majority of those ships, weapons, orbital defense platforms, robotic weapon modules, and other weapons have been dismantled for use in other projects, mothballed pending a future need that has yet to arise, or converted to some sort of civilian use.

The modern Malvan military is almost entirely "robotic," run by the most sophisticated sentient computers on Malva. A few living Malvans have enough of an interest in military science to "take command" of a ship or fleet. The computers are happy to let a living Malvan do this, but don't actually give him any control over any serious ship function until he proves he has the judgment, skills, and intelligence to use it properly *and* the Phazor permits them to.

As of 2011, in addition to the planetary defense network (see above), the Malvans maintain an "active fleet" of approximately 30 warships... though "active" is something of a misnomer since they don't do very much but fly from one Malvan system to another or stay near Malva "just in case." Each of the thirty is a spherical ultra-dreadnought the size of a small moon, equipped with enough firepower to reduce the most powerful space-fleet in the Galaxy to scrap metal.

But sometimes a gargantuan starship isn't what's needed to get a military job done. So within those ships are hundreds of smaller ships and planetary vehicles designed for any conceivable military mission (indeed, many of them can reconfigure themselves for different uses at will), sentient missiles and beam weapons, and hundreds of other types of implements of destruction.

There are also robotic soldiers, usually just a few thousand on any one ship — but each ship has the capability to create new ones by the millions if necessary. It's been tens of thousands of years since any living Malvan actually served as a soldier. The robo-troops are faster, tougher, and better-armed than any living troops in the Galaxy, so if they ever do have to fight it's likely to be a short battle.

Malvan Espionage

The Malvans have no espionage service *per se,* though occasionally a Malvan becomes interested enough in intelligence-gathering to petition the Phazor to appoint him to the "Malvan Intelligence Service." When the Phazor needs or wants to know something, he simply sends nanoprobes to collect all the information required. Lesser Malvans have access to similar devices, but they're not nearly as small and sophisticated — they're typically about the size of a pinhead and easily foiled with Malvan force-fields and "electronic warfare" technology if one Malvan doesn't want another Malvan snooping around his personal affairs.

The Malvan Economy

The Malvan economy can be summarized easily: any Malvan can have nearly anything he wants. Aside from a few things the Phazor outlaws or regulates, any Malvan can simply request something from his personal computer and it will be delivered within minutes, if not manufactured on the spot by his personal micro-factory. And that doesn't just apply to physical objects, but to services. A Malvan who needs medical care, who wants a massage, or who wants superpowers simply has to request that the appropriate devices or robots be sent to him. If he wants money to spend off-planet, Malvan systems can create as much as he desires.

All the necessary acquisition of raw materials, processing, manufacturing, distribution, and intergalactic trade necessary to make this system work is performed by sentient robots, ships, and industrial equipment. Using the most basic raw materials, Malvan devices can transmute finished goods almost in the blink of an eye, then teleport them wherever they need to go.

The only things that have true value on Malva are things technology can't simply manufacture. Primarily this means unique items such as works of art, antiquities, and natural gemstones. Malvans who want to acquire such things from other Malvans have to resort to barter. One Malvan's inability to obtain some object he craves has been the cause of many a social feud throughout Malvan history.

The Malvan Language

Like Humans and most other sentient species, the Malvans once spoke thousands of different languages. However, not long after the planet became politically unified it was linguistically unified as well, with a single language — Malvan — spoken by all people and other languages relegated to the realm of scholarship. Malvan has certainly evolved somewhat over the hundreds of thousands of years since then, but for the most part it's still the same. A Malvan from 900,000 years ago would have no problem speaking to a modern Malvan or reading his computer's screen, though both of them would use phrases, expressions, and idioms the other wouldn't understand.

Humans can easily learn to speak Malvan (as Malvans can learn English, German, and so on). To the ears of a Human linguist it tends to most resemble Spanish or Portuguese in terms of how it sounds and "flows," though it has some similarities to Japanese (particularly in its elaborate honorifics and detailed system of pronouns). The vowel sounds A, I, and O are more common than U or E, and consonants are much more likely to be soft than hard. Diphthongs and double vowels are relatively uncommon.

Malvan Names

Malvans typically have two names, a given name first and a family name second. However, family ties aren't particularly strong among Malvans (not surprising, given that most children are raised by nanny-bots), so many Malvans rarely use their family names. Most names are two or three syllables long, and some consonants (such as X) occur far more often in names than in ordinary Malvan words.

Slavery

Despite the fact that they have no need of it, the Malvans still permit slavery. Slavery was common hundreds of thousands of years ago on Malva, and has never entirely died out, though it's much rarer today than at any point in the past. Some Malvans simply prefer to have some tasks performed for them by a living being rather than a robot.

Slaves are typically acquired for the Malvans by bounty hunters, though some people volunteer to become slaves for the chance to live on Malva. A slave market is held every month at the City-Palace, and less frequently in some other locations. As unique beings, slaves are valuable economic commodities, the subject of much bartering and dickering. Roin'esh slaves are particularly desired by many Malvans, since they find their shapechanging powers amusing.

Arts and Entertainment

Arts and entertainment — or in many cases, just entertainment — are the main concerns of most Malvans. Freed from the need to support themselves, and having lifespans measured in centuries (if not longer), they're constantly looking for things to do, subjects that interest them, and generally speaking ways to fend off boredom. Besides the gladiatorial fights (see below), some of the ways Malvans keep themselves amused include:

Art and Literature

Art of all sorts is an interest of many "serious" Malvans, particularly those who've aged out of the desire for non-stop partying and libidinous adventuring that afflicts so many younger members of their species. In addition to hundreds of thousands of years of their own art to study, they can study the art of thousands upon thousands of other civilizations throughout galactic history. Malvan museums' collections most often focus on cultures that were once part of the Malvan Empire, but many others — including Elder Worm art, which appeals to a few extremely jaded Malvans — are on display. Malvans with a particularly intense love of art usually live in Tilagandis, or at least spend a lot of time there.

Similarly, Malvans who love to read have plenty to devote their attention to. Since Malvan civilization is a million years old, a Malvan can literally spend centuries just reading and discussing the great classics of Malvan literature. And it's not uncommon for "fads" for the literature of other worlds to affect book-lovers. In fact, as of 2011 the popularity of the Forum Malvanum has created something of a fad for Human literature. Most readers are content with electronic copies of the great works of Human literature, but a few die-hards have actually begun collecting hardcopy ("antique," as they put it) books from Earth.

Fashion

Personal decorations — tattoos, skin/hair/eye coloring, and the like — are very common on Malva; any Malvan can look like virtually anyone he wants to. Similarly, clothing often tends to the unusual and exotic (by Human standards, of course). This means several possible things. First, it's often very revealing. The decadent Malvans don't really share most Humans' taboo about nudity, and since they control the weather on their planet the climate is usually pretty pleasant, so heavy clothing's not required (unless a Malvan deliberately goes into a cold area). Second, it's bizarrely decorative: fabrics so sheer they're barely there; clothes with impractically elaborate flares; clothes made of the most unusual materials you can imagine.

On Malva everyone's a fashionplate, trying to outdo every other fashionplate. Clothing fads are commonplace; every week an interest in some sort of clothing sweeps the planet, altering the standard fashion for a few days if not longer. (Since Malvans can create new clothes at will, altering one's wardrobe to take the latest trends into account is simplicity itself.)

Food

Malvans are, almost to a man, great epicures. They love good food and drink, and often enjoy nothing so much as lingering for hours over a meal with good friends. Besides Malvan cuisine, which is extensive and well-refined over hundreds of thousands of years, their culinary robots can also prepare meals from thousands of other species and civilizations (including more than a few that are extinct).

Performing Arts

Every day on Malva there are literally thousands and thousands of performances of every possible type: 2D and holographic films; concerts and symphonies; the sophisticated and witty Malvan opera; and dozens of others, both from their own culture and those of other worlds. One of the most unusual and popular is what Malvans call "lifestyle art." This involves a Malvan actually becoming a participant in a drama or adventure story where the rest of the characters are created by Malvan technology (robots, hard-light holograms, and more). Some Malvans spend years, even decades, living out elaborate fantasies crafted by their computers, by gifted lifestyle artists, or even their own imaginations. Among other uses, lifestyle art lets Malvans who dream of being gladiators but would never actually want to fight for real to become "gladiators" for fun without any real risk to themselves.

Malvan Martial Arts

The Malvans have an even more elaborate and evolved a culture of martial arts as Humans, since they've had millions of years (including several hundred thousand years of intense warfare) to develop them. The heart of Malvan martial arts is the Komren subcontinent, but Malvan cultures from all around the planet have created fighting styles.

A Malvan who's interested in studying martial arts begins by training with combat robots. Whenever he wants he can test himself against combat robots programmed by the administrative systems to evaluate his skill. If he passes the tests, he can then engage in full-contact matches with other living Malvans (though of course Malvan technology prevents either participant from suffering any injury).

Perhaps the most popular martial art on Malva is *Haruji,* which combines what Humans would call "hard" and "soft" elements to form a fluid, highly effective fighting style. It was created nearly 900,000 years ago by a Malvan soldier named Qitru Talan as a way of giving his warriors an edge over their enemies. Since then it's evolved into literally thousands of substyles and could be compared to Kung Fu on Earth, though it mostly lacks Kung Fu's mystic elements.

Martial Arts: Haruji

	Maneuver	*OCV*	*DCV*	*Notes*
4	Block	+2	+2	Block, Abort
4	Bone-Breaking Strike	-2	+0	HKA ½d6 (plus STR)
4	Break	+0	+0	+15 STR vs. Grabs
4	Dodge	+0	+5	Dodge all attacks, Abort
4	Emptying The Hand	-1	+1	Disarm, +10 STR
3	Joint Lock/Grab	-1	-1	Grab Two Limbs, +10 STR
5	Kick/Knee Strike	-2	+1	STR +4d6 Strike
3	Legsweep	+2	-1	STR +1d6 Strike, Target Falls
4	Nerve Strike	-1	+1	2d6 NND (1)
4	Propel	+0	+0	+15 STR Shove
4	Punch/Elbow Strike	+0	+2	STR +2d6 Strike
3	Throw	+0	+1	STR +v/10, Target Falls

Skills

Acrobatics
Breakfall
Contortionist
KS: Haruji
WF: Common Malvan Melee Weapons
WF: Common Malvan Martial Arts Melee Weapons
Talent: Off-Hand Defense

Elements

Weapons

+1	Use Art with Axes/Maces/Picks
+1	Use Art with Blades
+1	Use Art with Chain Weapons
+1	Use Art with Clubs
+1	Use Art with Polearms
+1	Use Art with Staff

Hit Locations: The Bone-Breaking Strike, Nerve Strike, and Punch/Elbow Strike use Hit Location rolls of 2d6+1. The Kick and Flying Kick usually use a Hit Location roll of 3d6 (though the Knee Strike form of Kick uses a 2d6+7 roll, as does the Kick in some substyles). The Legsweep uses a 2d6+7 Hit Location roll. The other maneuvers don't use Hit Location rolls.

Religion

The ancient Malvans were adherents of thousands of different religions from all across the religious spectrum: polytheistic, monotheistic, philosophical. Long before the Elder Worm War, though, most of these had died out, leaving only a few that continued to thrive. These included Tamalrianism (a sort of ancestor/spirit worship), Rathuliorn (a monotheistic religion with messianic and fire-worship elements that considers Firewing a divine being), and Shepathonism (a polytheistic religion originating in the Komren continent and largely confined to that area).

By the early post-war period, though, even those Malvan religions had passed away. Partly this was due to the loss of worshippers during the war, but partly because the Malvans simply lost interest in such things. For the most part, modern-day Malvans chuckle at the concept of religion, regarding it as faintly nonsensical and dull. This is perhaps an understandable reaction, given that more than a few sentient species would regard the Malvans as gods if they ever met them. A small sect of Rathuliorns still exists, worshipping faithfully every week at the Grand Temple (see above).

However, Malvans are nothing if not faddish, and sometimes a fad for some sort of religion or another springs up somewhere, basically as just another form of entertainment. The religion flourishes for a few years (or decades), then slowly but surely dies out as the adherents lose interest and find other ways to occupy their time.

Sports and Games

The gladiatorial bouts in the arena aren't the only sport that interests Malvans. Malvans of a more physical bent often play team sports, including some such as Ackálian bash-ball that are incredibly dangerous — they simply use Malvan technology to avoid any risk of harm without inhibiting their ability to go all-out when they play. Malvans who prefer less sweating can devote themselves to cerebral pursuits like puzzles and games. The most popular game on the planet is *qolasha,* which Ironclad has describe to Humans as "Malvan war-chess" even though it's significantly more complicated than chess. Qolasha games involving living or robotic participants played out in vast holo-arenas often attract tens of thousands of spectators.

Malvan Technology

The Malvans possess the most advanced technology in the Milky Way Galaxy (and possibly the universe), and have for literally hundreds of thousands of years. Some past civilizations, such as whatever species the Progenitors came from, may have equalled or exceeded them, but those civilizations have long since passed from the galactic stage.

Malvan technology ranges from attomachines that function at the sub-atomic level to starships larger than most terrestrial planets. It's almost uniformly extremely durable (ten to twenty times the defense and BODY of a comparable Human device, if one exists) and has self-repair capabilities to some extent. Many devices are actually sentient, though the Malvans and their administrative systems make absolutely, positively, unequivocally sure that sentient computers and devices must obey living Malvans and are incapable of launching a "machine rebellion." (The fact that no such rebellion has ever occurred on Malva suggests that these security measures work well.)

Some of the things that Malvan technology can do include:

- shatter entire planets
- pull a moon or planet out of its orbit and "fling" it away from its parent body
- transmute one type of matter into another type of matter (thus allowing for the nigh-instantaneous creation of objects from "thin air")
- grant Malvans (and even members of other species) virtually any type of superpower they desire
- cross the Milky Way Galaxy in as little as a day (military starships) or a week (common civilian models)
- teleport people and objects over interstellar distances (and sometimes further)
- create force-fields that protect against virtually any force (including magic and psionics)
- cure nearly any disease, heal nearly any injury, and extend lifespans for centuries (or even millennia)
- quickly and easily clone any living creature, then copy or transfer memories into the clone
- view the past (it's also technologically possible to view the future, but the Phazor forbids anyone but himself to do this, and all Malvan devices are programmed to obey his commands)
- acquire power in basically limitless amounts using "infrashunt" devices that draw it from a stable, uninhabited infraspace dimension

In short: Malvan technology embodies Clarke's Law, in that it's functionally no different from magic. It can do pretty much anything at the request of any Malvan... assuming the Phazor or administrative systems don't say otherwise.

Malvan Warship

Val	Char	Cost	Notes
65	**Size**	325	6,400 km x 3,200 km x 3,200 km; mass 3.2 petatons; -65 KB; OCV+ 43
335	**STR**	0	Lift 3.2 ptons; 71d6 HTH [0]
10	**DEX**	0	
8	**OCV**	25	
3	**DCV**	0	
3	**SPD**	10	*Phases:* 4, 8, 12
50	**PD**	72	
50	**ED**	72	
100	**BODY**	21	**Total Characteristics Cost: 525**

Movement: Ground: 0m
Flight: 40m-400,000 km
FTL: 1 LY per minute

Cost	Powers	END
	Power Systems	
127	**Infrashunt Engine:** Endurance Reserve (800 END, 81 REC) OIF Bulky (-1)	0
33	**Backup Antimatter Power Supply:** Endurance Reserve (200 END, 24 REC) OIF Bulky (-1)	0
	Propulsion Systems	
18	**Hyperlight Modulator:** FTL Travel (1 LY per minute) OIF Bulky (-1), Costs Endurance (-½)	5
12	**Backup Hyperlight Modulator:** FTL Travel (1 LY per hour) OIF Bulky (-1), Costs Endurance (-½)	4
48	**Sublight Thrusters:** Flight 40m MegaScale (1m = 10,000 km; +2); OIF Bulky (-1), Costs Endurance (-½)	12
-12	**Only Flies In Space:** Running -12m (0m total)	
-2	**Only Flies In Space:** Swimming -4m (0m total)	
	Tactical Systems	
220	**Utility Beams:** RKA 12d6 MegaRange (1m = 1,000 km; +1¾); OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼)	49
15	**Utility Beams:** 7 more Utility Beam projectors (8 total)	18
98	**Malvan Starship Force-Shield:** Resistant Protection (40 PD/40 ED/25 Mental Defense/25 Power Defense) Allocatable (+¼); OIF Bulky (-1), Costs Endurance (-½)	24
	Operations Systems	
91	**Sensor And Communication Systems:** Variable Power Pool, 80 Pool + 80 Control Cost OIF Bulky (-1), Only For Senses And Communications (-1), Costs Endurance (-½)	var
170	**Long-Range Sensors:** MegaScale (1 light-year per Active Point; +4¼) for any Sensor Pool Sense OIF Bulky (-1)	var
15	**Long-Range Sensors:** +20 versus Range for Radio Group OIF Bulky (-1)	0
3	**Navigation Computer:** +4 to Navigation (Space) rolls OAF Bulky (-1½)	0
17	**Internal Monitors:** Clairsentience (Sight And Hearing Groups), Mobile Perception Point, Multiple Perception Points (up to eight at once) OAF Immobile (-2), Perception Point Cannot Move Through Solid Objects (-0)	5
150	**Tractor Beams:** Telekinesis (100 STR) MegaRange (1m = 100 km; +1½); OIF Bulky (projector; -1), Affects Whole Object (-¼), Limited Arc Of Fire (180 Degrees; -¼)	37
10	**Tractor Beams:** 3 more Tractor Beams (total of 4)	37
	Personnel Systems	
9	**Holographic Entertainment Chambers:** Sight, Hearing, Smell/Taste, and Touch Group Images, -4 to PER Rolls OIF Bulky (-1), Only Within Defined Area (80m x 80m chamber; -2)	4
40	**Holographic Entertainment Chambers:** 249 more Chambers (total of 250)	4
13	**Internal Teleporter:** Teleportation 10m MegaScale (1m = 1,000 km; +1¾), Usable As Attack (+1¼); OIF Bulky (-1), Only Versus Beings Inside The Ship To Another Spot Within The Ship (-1)	4
12	**Life Support:** Life Support (Self-Contained Breathing; Safe Environments: High Radiation, Intense Cold, Intense Heat, Low Pressure/Vacuum) Costs Endurance (-½)	2
5	**Backup Life Support:** Life Support (Self-Contained Breathing; Safe Environments: High Radiation, Intense Cold, Intense Heat, Low Pressure/Vacuum) Only Within Affected Area (80m x 40m chamber; -2), 1 Continuing Fuel Charge (easily replaced from sources outside the ship; 1 Month [i.e., hundreds of thousands of man-days]; -0)	[1cc]
15	**Backup Life Support:** 7 more Backup Life Support areas (total of 8)	
3	**More Restaurants And Room Service Than You Can Count:** Life Support (Diminished Eating: no need to eat) 1 Continuing Fuel Charge (easily replaced from sources outside the ship; 1 Year [i.e., thousands of man-years]; -0)	[1cc]
15	**Artificial Gravity:** Telekinesis (20 STR) Selective (+½); OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	3
4	**Backup Artificial Gravity:** Telekinesis (5 STR) OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	1
18	**Medical Facilities:** Paramedics 14- and SS: Medicine 14-	0
	Skills	
16	+2 with Ranged Combat	
13	Computer Programming 14-	
13	Cryptography 14-	
13	Demolitions 14-	
13	Electronics 14-	
13	Mechanics 14-	
15	Weaponsmith (Firearms, Missiles & Rockets, Incendiary Weapons, Energy Weapons) 14-	
80	80 Character Points' worth of other labs (chosen by the GM based on the ship's specific mission parameters)	

Total Abilities & Equipment Cost: 1,334
Total Vehicle Cost: 1,849

Value Complications

15	**Physical Complication:** Cannot Enter Atmospheres (Infrequently, Greatly Impairing)

Total Complications Points: 15
Total Cost: 1,849/5 = 370

MALVAN SKYSPEAR

Val	Char	Cost	Notes
40	**Size**	200	20 km x 10 km x 10 km; mass 100 gigatons; -40 KB; OCV+ 26
210	**STR**	0	Lift 100 gtons; 42d6 HTH [0]
25	**DEX**	30	
15	**OCV**	60	
15	**DCV**	60	
8	**SPD**	60	*Phases:* 2, 3, 5, 6, 8, 9, 11, 12
80	**PD**	117	
80	**ED**	117	
125	**BODY**	75	**Total Characteristics Cost: 719**

Movement: Ground: 0m
Flight: 80m-800,000 km
FTL: 1 LY per 6 Segments

Cost	Powers	END
	Power Systems	
125	**Infrashunt Engine:** Endurance Reserve (800 END, 75 REC) OIF Bulky (-1)	0
33	**Backup Antimatter Power Supply:** Endurance Reserve (200 END, 24 REC) OIF Bulky (-1)	0
	Propulsion Systems	
21	**Hyperlight Modulator:** FTL Travel (1 LY per 6 Segments) OIF Bulky (-1), Costs Endurance (-½)	5
18	**Backup Hyperlight Modulator:** FTL Travel (1 LY per 3 minutes) OIF Bulky (-1), Costs Endurance (-½)	4
96	**Sublight Thrusters:** Flight 80m MegaScale (1m = 10,000 km; +2); OIF Bulky (-1), Costs Endurance (-½)	24
-12	**Only Flies In Space:** Running -12m (0m total)	
-2	**Only Flies In Space:** Swimming -4m (0m total)	
	Tactical Systems	
850	**Malvan Getha-Beams:** RKA 30d6 MegaRange (1m of Range = 100,000 km; +2¼), Variable Advantages (+½ Advantages [but not Reduced Endurance]; +1); OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼)	191
15	**Malvan Getha-Beams:** 7 more Getha-Beam projectors (total of 8)	191
533	**Malvan Kinetic Projectors:** RKA 20d6 Armor Piercing (x2; +½), Autofire (10 shots; +1), Penetrating (+½), 1,000 Charges (+1); OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼)	[1,000]
15	**Malvan Kinetic Projectors:** 7 more Kinetic Projectors (total of 8)	[1,000]
210	**Malvan Starship Force-Shield:** Resistant Protection (80 PD/80 ED/60 Mental Defense/60 Power Defense) Allocatable (+¼); OIF Bulky (-1), Costs Endurance (-½)	52
	Operations Systems	
137	**Sensor And Communication Systems:** Variable Power Pool, 120 Pool + 120 Control Cost OIF Bulky (-1), Only For Senses And Communications (-1), Costs Endurance (-½)	var
255	**Long-Range Sensors:** MegaScale (1 light-year per Active Point; +4¼) for any Sensor Pool Sense OIF Bulky (-1)	var
22	**Long-Range Sensors:** +30 versus Range for Radio Group OIF Bulky (-1)	0
3	**Navigation Computer:** +4 to Navigation (Space) rolls OAF Bulky (-1½)	0
17	**Internal Monitors:** Clairsentience (Sight And Hearing Groups), Mobile Perception Point, Multiple Perception Points (up to eight at once) OAF Immobile (-2), Perception Point Cannot Move Through Solid Objects (-0)	5
180	**Tractor Beams:** Telekinesis (120 STR) MegaRange (1m = 100 km; +1½); OIF Bulky (projector; -1), Affects Whole Object (-¼), Limited Arc Of Fire (180 Degrees; -¼)	45
10	**Tractor Beams:** 3 more Tractor Beams (total of 4)	45
	Personnel Systems	
12	**Internal Teleporter:** Teleportation 10m MegaScale (1m = 10 km; +1¼), Usable As Attack (+1¼); OIF Bulky (-1), Only Versus Beings Inside The Ship To Another Spot Within The Ship (-1)	3
15	**Artificial Gravity:** Telekinesis (20 STR) Selective (+½); OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	3
4	**Backup Artificial Gravity:** Telekinesis (5 STR) OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	1
31	**Robot Repair And Construction Facilities:** Electronics 14-, Mechanics 14-, and SS: Robotics 14-	0
	Skills	
32	+4 with Ranged Combat	
13	Computer Programming 14-	
13	Cryptography 14-	
13	Demolitions 14-	
15	Weaponsmith (Firearms, Missiles & Rockets, Incendiary Weapons, Energy Weapons) 14-	
120	120 Character Points' worth of other labs (chosen by the GM based on the ship's specific mission parameters)	

Total Abilities & Equipment Cost: 2,763
Total Vehicle Cost: 3,468

Value	Complications
25	**Distinctive Features:** Malvan Warship (Not Concealable, Causes Extreme Fear)
15	**Physical Complication:** Cannot Enter Atmospheres (Infrequently, Greatly Impairing)

Total Complications Points: 40
Total Cost: 3,468/5 = 694

ADDITIONAL VEHICLES

Cost	Vehicle
205	**Sentient Malvan Missiles:** 60 missiles with SPD 12, DEX 30, OCV 18, and an RKA 40d6, Area Of Effect (Radius Explosion covering hundreds of kilometers) warhead (built on 900 Total Points each)
85	**Combat Computers:** 24 Computers built on 300 Total Points each

Fortunately for the Malvans, their technology is capable of repairing and replicating itself, because by and large they've totally forgotten how to invent new devices or maintain the ones they have. It's possible for a curious Malvan to dig into the computer records and teach himself engineering and science, but most Malvans have absolutely no interest in such "squalid" things.

For millennia, the Phazors of Malva have maintained one rock-solid rule regarding Malvan technology: it may not be given, loaned, or in any other way provided to less-advanced species (*i.e.,* to anyone else, since no other species is as advanced as the Malvans when it comes to technology). Lesser species may be given technology that's no better than what they already have, but that's it. Violating this rule incurs some of the harshest punishments known to Malvan law (sometimes including execution [or worse, enslavement] for the offending Malvan)... and of course the Phazor's security robots will immediately take back any technology that was illegally distributed, and if necessary wipe the memory of it from entire planetary populations.

Malvan Starships

From the largest military vessels to the smallest personal space-yachts, Malvan starships are the most advanced and powerful in the Galaxy. Even the most ordinary Malvan traveler journeys in a personal starship whose engine, speed, durability, and defensive weaponry are the envy of every galactic civilization. Here are details on two Malvan starcraft: the Worldship, an exploratory/travel/luxury vehicle the size of a planet; and the Skyspear, a medium-sized warship.

Malvan Worldship

Description: A roughly spherical vessel approximately the size of Earth, a Worldship can serve as either a sort of luxury crusing ship or an exploration craft, depending on the desires of its outfitter. The character sheet represents one that tends more toward the "luxury cruise" end of things (though to be sure, Malvan scientists who want to go out and explore the Galaxy don't exactly deprive themselves of creature comforts during their travels).

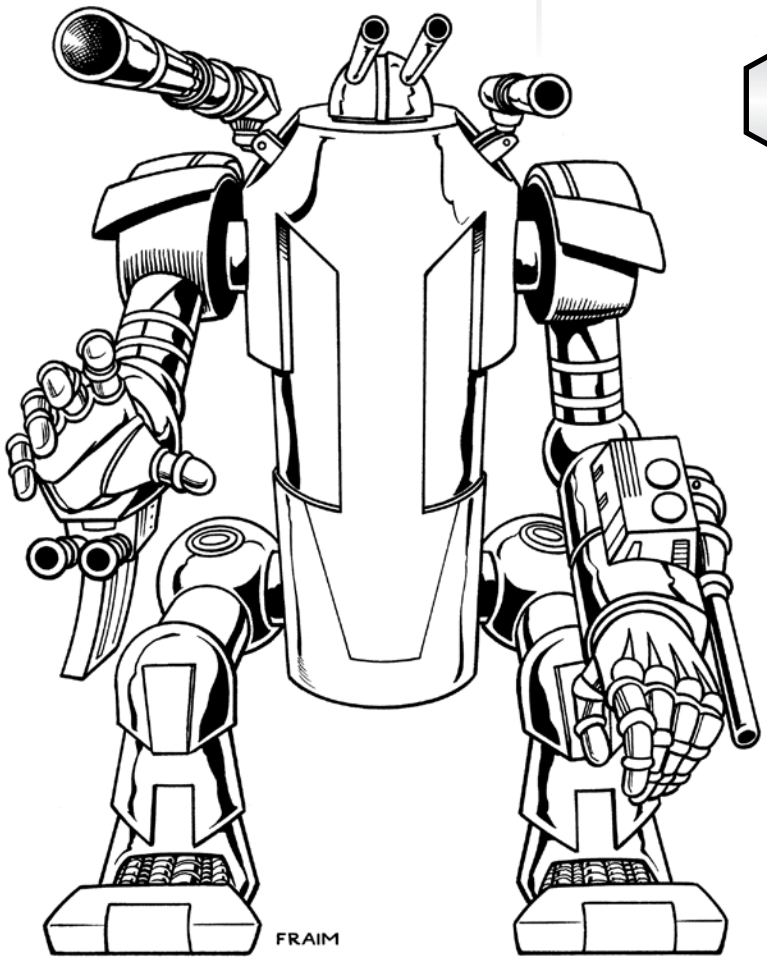
This sort of Worldship caters to Malvans who decide to amuse themselves by seeing the great sights of the Galaxy. It travels around the Milky Way, sometimes for years, stopping at various planets and space stations where interesting things might be happening. But anyone who thinks it's a vulnerable potential prize will quickly learn that even Malva's entertainment ships are so tough and well-armed that no other power in the Galaxy can affect them.

Malvan Skyspears

Description: Skyspears are a type of medium-class warship in the Malvan navy, usually tasked with accompanying larger ships as a protective fleet, escorting groups of civilian or trade ships through dangerous territory, and similar duties. In addition to its main computer it has two dozen specialized "combat computers" installed, allowing it to fire all of its weapons at once while still maneuvering (and it is *highly* maneuverable and extremely fast despite being 20 km long down its major axis).

This Skyspear is entirely robotic, so it has no life support, escape pods, or related personnel systems, but they can easily be installed if necessary. (You can copy some of these systems from the Worldship and adjust them as necessary for the Skyspear's smaller size and different mission).

Each Skyspear's appearance varies slightly (if for no other reason than their sentient master computers develop different ideas about the best way to configure their ships for their missions), but typically look something like a gargantuan crystal spar, with a long, roughly rectangular faceted body that narrows down to a point at the fore end. Weapons bristle from pods spaced equidistantly along its length; it's obviously a military vessel.



THE MALVAN ARENA

5

For nearly two hundred thousand years, the most popular form of entertainment on Malva has been gladiatorial combat. In the year Humans would call 185,325 BC, Phazor Pelavreth XI decreed a week of gladiatorial games "to celebrate the martial spirit of the Malvan people and pay tribute to their glorious victories." The fights were so popular that the Phazor made them a regular monthly event... then a weekly one... then finally daily. (For this reason, to this day the gladiatorial matches are sometimes referred to as the "Pelavrian games.")

Unlike most fads on Malva, this one never faded — in fact, it simply increased in popularity as the millennia passed. A "circuit" of arenas were built all over Malva. The greatest of them, the Phazarian Arena, is located near the City-Palace and is often referred to simply as "the Malvan Arena." Matches are held in every arena every day (sometimes *all* day), with virtually every Malvan attending at least a few matches every year, and some spending nearly every day at the arenas.

THE PHAZARIAN ARENA

The most grandiose and magnificent entertainment complex in the Milky Way Galaxy, the Phazarian Arena — *Tolos Phazarian,* also called *Tolos Dheda ev Berelar,* "the Arena of Death and Glory" — is the heart of the Malvan gladiatorial games. As large as many small cities and capable of seating two million Malvans (each able to watch the fight of his choice clearly with Malvan viewing-technology) at once, it's a spectacle unlike any other in known space.

The large, central area where the actual fights take place is known as the Fighting Grounds. Depending on the current day's matches, it can be divided up into subsections so multiple fights can take place at once (a common occurrence when a large slate of gladiators has to be whittled down to just a handful who compete for a championship). In other cases, particularly when extremely powerful superhuman gladiators are fighting, it can be left as one vast, open battlefield.

The Arena Administrator can also vary the environment within the Fighting Grounds, either selectively or throughout. Matches taking place in areas that have been flooded, filled with floating or ground-based obstacles, seeded with mines, or rigged with various traps and robotic weapons are quite popular.

THE ARENA "CIRCUIT"

The Phazarian Arena is the largest and most popular on Malva, so not just anyone can fight there. Only the best, most acclaimed gladiators ever get to set foot on the grounds of the Arena of Death and Glory. A fighter who wants to reach that lofty plateau first has to "pay his dues" by fighting in the other, lesser, arenas around Malva (or elsewhere, such as the Forum Malvanum described in Chapter Three). By building a record of victories, and earning the attentions of fight fans around Malva through clever tactics, flashy powers, or possibly sheer good luck, a gladiator eventually makes his way to the pinnacle of his profession: the Phazarian Arena.

But that, of course, only applies to gladiators who fight voluntarily (see below). Slaves and captives who are forced to fight are placed wherever arena officials think they can best be used, or will provide the most entertaining challenge for existing gladiators. Thus a group of superheroes brought from Earth by Kanrok the Acquisitioner might find themselves facing foes in the Phazarian the very first day they arrive.

RULES OF THE ARENA

Every fight that takes place in any arena on Malva is governed by an extensive and often elaborate code of rules that dictate what types of gladiators can participate, how they can fight, and other conditions that affect the battle. The rules pertaining to a particular match are indicated by a lengthy series of numerical codes; serious gladiatorial fans "compete" with one another to memorize as many of these thousands of codes as possible so they can discuss and analyze the matches without the need to consult a reference computer.

The codes that apply to a match are listed on the computers in a colored box that looks vaguely like a flag, and so have come to be referred to as a fight's "banner." For example, one Malvan might say to another, "Because of this fight's banner, I don't see how Steelhand can possibly win; everything about the fight seems to have been set up to minimize his strengths." This means that in the speaker's judgment, the rules chosen for that particular fight don't favor the gladiator Steelhand

— they inhibit his ability to use the fighting skills or powers he prefers, or they establish conditions that aren't good for him.

The rules applying to each match are usually chosen by the Malvan officials who oversee the arena where the fight is to take place. These include:

- the Master of Gladiators. He's responsible for the sentient gladiators, and thus also in charge of arena security (though the security devices present in each arena make any sort of escape or incident virtually impossible)
- the Master of Beasts. He's responsible for animal and robotic opponents.
- the Master of Arms. He controls access to and use of weaponry and other equipment in the arena, and is responsible for inspecting any non-standard weapons brought into the arena by gladiators to ensure they don't violate any rules.
- the Arena Administrator. He controls the scheduling of matches, makes sure that all preparations for unusual fights have been carried out, and so forth; he's generally considered to be "in charge" of the arena as a whole, and the other officials tend to defer to him most of the time.

Additionally, extremely popular gladiators may have enough "pull" to participate in the planning of their matches so they can try to arrange fights for their own benefit.

Unlike most jobs on Malva, these positions (and others like them) are almost always filled by living Malvans, not sentient robots. They are gladiatorial fans who are so passionate about the games that they actually take *a job* so they can ensure the "purity" and "quality" of the games. The Phazor appoints Malvans to these positions, and competition for them is among the most intense on Malva, with hundreds or thousands of applicants for any open job.

Arena rules generally cover many subjects: the general type of battle; the type of gladiators who can fight; the number of gladiators involved; and the types of attacks, weapons, and powers allowed in the battle.

Type of Battle

The first entry in a fight's banner identifies the general nature of the fight:

- ground (*i.e.,* where no gladiators have special movement abilities and simply fight on the ground like ordinary warriors);
- aerial (where all gladiators have some ability to fly);
- aquatic (typically meaning mock naval engagements, but sometimes fights between enormous alien sea-beasts); and
- dimensional (where the gladiators can all teleport or move dimensionally, or dimensional portals are scattered throughout the fighting grounds).

There are dozens of variations within each category that dictate the specifics. For example, the code for a fight taking place on ordinary flat ground is different from one where the terrain is altered or artificial obstacles are placed for the gladiators to make use of.

Type of Gladiator

One of the most complex parts of a fight's banner describes the types of gladiators involved in the match. These range from ordinary fighters (*i.e.,* ones without any unusual or superhuman abilities, just normal strength and speed), to Malvans who've been temporarily superpowered to see what gladiatorial fighting is like for a match or two ("amateurs," in fan lingo), to superhumanly powered individuals. It can also include a dizzying array of robots, animals, and similar non-sentient opponents.

Additionally, part of this section of the banner identifies the level of skill/experience of the gladiators involved, ranging from "first time fighter" to "veteran of hundreds of matches." This isn't always the same for both sides; some matches pit a small number of skilled gladiators against a large number of unskilled ones (or animals), for example.

Ranking Superpowered Gladiators

A large section of code entries for this part of the banner is dedicated to the most popular type of gladiator: superpowered ones. Over tens of thousands of years the Malvans have developed finely-gradated lists of all types of superpowers, and how powerful they can be. Entire textbooks can (and have) been written about how this system works, but roughly speaking here's how it functions in *HERO System* terms:

Type 1 Superpowered Gladiator: built on up to 100 Total Points, with powers built on no more than 20 Active Points each.
Type 2: built on up to 150 Total Points, with powers built on no more than 30 Active Points each.
Type 3: built on up to 200 Total Points, with powers built on no more than 30 Active Points each.
Type 4: built on up to 250 Total Points, with powers built on no more than 40 Active Points each.
Type 5: built on up to 300 Total Points, with powers built on no more than 50 Active Points each.
Type 6: built on up to 350 Total Points, with powers built on no more than 60 Active Points each.
Type 7: built on up to 400 Total Points, with powers built on no more than 70 Active Points each.

...and so on. Since it's possible for a gladiator to be built on a small number of Total Points but have a small number of powers with a lot of Active Points in them, or for a gladiator built on a high Total Point amount to have relatively weak powers, it's up to arena officials (primarily the Master of Gladiators) to determine which type category he belongs in. Gladiators sometimes dispute their rankings and get them changed (though this is rare), and a gladiator's ranking can change if he increases or decreases in power. For example, a gladiator may start fighting with weak superpowers in the lesser arenas of the "circuit" (see below), and as he becomes more popular and skilled the arena officials will enhance his superpowers to allow him to compete against better opponents.

Volunteer and Slave Gladiators

Although it's not indicated by the banner, many fight afficionados (and bettors) pay attention to whether the gladiators in a fight are volunteers or slaves. About one-third of the gladiators who fight regularly in the Malvan arena are "volunteers" — Malvans or other people who want to participate, either for thrills or prize money, and offer their services to the arena officials. More than one superpowered individual has heard of the fabulous wealth that highly successful gladiators can earn on Malva (mainly in the form of (a) winning by betting on themselves, and (b) gifts from fans) and decided to put their powers to use to make some money. Non-superpowered individuals with combat training also sometimes volunteer, though their odds of high earnings are less.

The other two-thirds of the gladiators are slaves — or more accurately, "involuntary" gladiators. They're people, often superpowered people, the Phazor's bounty hunters have captured and brought to Malva as an arena attraction. They fight for some period of time, then are returned to their regular lives, typically with their memories of their time on Malva erased and a bank balance that's mysteriously become significantly larger (or some other reward). Occasionally, though, a captive decides he likes the life of a gladiator and chooses to stay voluntarily. Dawnbird (see below) is an example of that sort of gladiator.

Number of Gladiators

The next part of the banner tells the reader how many gladiators are participating in the fight on each side. The simplest, and in many cases the most common, is code 0001 — a single gladiator pitted against a single gladiator. But depending on what the arena officials want and the people are interested in (or the Phazor demands), matches involving hundreds or thousands of gladiators on a side can be staged.

Attacks, Weapons, and Powers

The last part of the banner, one just as intricate as the type of gladiator (if not more so), specifies the types of attacks, weapons, and powers involved in the fight. This is also the most controversial part of any gladiatorial match, the one that causes the most discussion among fans and leads to the most accusations of cheating or violation of the rules.

The simplest attack code — 00001 — means "no weapons or superpowers" (*i.e.,* the gladiators can only punch, kick, grab, wrestle, and so on). Beyond that the code quickly becomes so convoluted that only a truly dedicated fan can decipher it. Fights can involve restricted types of ordinary attacks (*e.g.,* gladiators can only use their right arms, or must crawl on the ground), only certain types of weapons (*e.g.,* melee weapons only; energy weapons only; only weapons from the Gend'dathri culture on the planet Zorgal VII); only certain types of superpowers; any type of superpower; and so on.

If a gladiator's powers tend toward offense but not defense, arena officials often provide force-field belts or other devices to protect them. An uneven fight where one gladiator quickly gets knocked out or killed is no fun for the spectators, so the Master of Gladiators tries to arrange things to ensure an exciting, even match.

Gladiator-Enhancing Drugs

Generally gladiators are supposed to fight using only their natural abilities (including superpowers) and any weapons dictated by the arena officials. However, some gladiators are *so* determined to win that they find ways to cheat — such as using performance-enhancing drugs. (And sometimes the Phazor orders that gladiators be given these drugs to make a fight more exciting or bloody.) This goes against the Gladiator's Code, but many gladiators scoff at such unwritten rules. Some of the drugs currently used by unscrupulous gladiators include:

Lethla: Lethla hyper-accelerates the user's metabolism (and strengthens his bones, muscles, and flesh so he can withstand moving so much more quickly without hurting himself). From the user's perspective, anyone not under the effects of Lethla is moving in slow motion, while other users are roughly just as fast as he is. (Aid DEX and SPD 4d6, with a minimum of +5 DEX and +1 SPD; lasts for approximately 30 minutes.)

Mandlu: A gladiator who takes Mandlu feels much less pain. He can still suffer wounds, but their effects won't slow him down nearly as much, and it's virtually impossible to knock him out with a single attack. When the drug's effects wear off, the user usually passes out. (Physical and Energy Damage Reduction 50%, Resistant, only applies to STUN damage, Side Effects (Drain STUN 8d6, occurs when drug's effects expire); lasts for approximately 90-120 minutes.)

Sargu: A favorite of many gladiators, Sargu enhances the user's physical strength (and strengthens his bones, muscles, and flesh so he can withstand using greater force and lifting heavier objects without hurting himself). (Aid STR 4d6 and PD 2d6, minimum of +10 STR and +4 PD; lasts for approximately 30 minutes.)

Tishmu: Many superpowered gladiators control or project some form of energy. Tishmu enhances such abilities, making energy beams more powerful and force-fields stronger. (Aid Energy Powers 3d6, all Energy Powers simultaneously; lasts for approximately 20 minutes.)

Additionally, drugs are sometimes tailored for a specific gladiator's biochemistry or powers. For example, a gladiator with fire powers might take a drug that increases his own fire powers, but which wouldn't work for other gladiators (even if they also had fire powers).

Lethal Force

In addition to specifying the types of attacks a fight will feature, this part of the banner also specifies whether lethal force is permitted. Most Malvan gladiator fights are intended to be non-lethal (and free from crippling injuries as well). There's always the chance of an accident, particularly when superpowers are involved, but it's not good for the sport in general for a lot of gladiators to be killed (or have to retire due to injury). Thus, deliberately attempting to kill an opponent is usually forbidden.

But sometimes, the Phazor's in a particularly bloody mood for some reason. Or two gladiators have developed such a hatred for one another over the years that they petition the arena for a death-match. In cases such as these, gladiators are permitted to use lethal force. On rare occasions the rules governing a fight may *require* the winner to kill the loser. (Malvan gladiatorial fights don't feature the "thumbs up — thumbs down" ritual popularly associated with Roman gladiatorial fights on Earth; losing gladiators are never executed on the Phazor's command. If he wants a gladiator (or anyone else) killed, he simply tells a security robot to do the deed.)

The Malvan Gladiator's Code

Many Malvan gladiators have the Psychological Complication *Malvan Gladiator's Code*. This is most common among volunteer gladiators who are native Malvans, but it exists at all levels of the gladiatorial world. It's an unwritten body of rules that gladiators follow, and its tenets include:

- I will fight to the best of my abilities, neither giving nor asking quarter and expecting the same from my opponent.
- I will fight fairly and honorably, never attempting to find ways to take unfair advantage of my opponent (typically this simply prohibits behavior such as taking performance-enhancing drugs, but among the more "chivalrous" gladiators it can extend as far as never attacking a Stunned opponent)
- I will fight only in the arena, never engaging my opponents in dishonorable brawls outside it
- I will honor my fallen opponents and do them no further harm (this prevents superhumanly strong gladiators from using unconscious enemies as "clubs" or "thrown weapons" against other foes)

MALVAN BATTLE-ROBOT

Val	Char	Cost	Roll	Notes
40	**STR**	30	17-	Lift 6,400 kg; 8d6 HTH damage [4]
20	**DEX**	20	13-	
25	**CON**	15	14-	
20	**INT**	10	13-	PER Roll 13-
10	**EGO**	0	11-	
30	**PRE**	20	15-	PRE Attack: 6d6
8	**OCV**	25		
8	**DCV**	25		
3	**OMCV**	0		
3	**DMCV**	0		
5	**SPD**	30		*Phases:* 3, 5, 8, 10, 12
20	**PD**	18		*Total:* 20 PD (20 rPD)
20	**ED**	18		*Total:* 20 ED (20 rED)
15	**REC**	11		
60	**END**	8		
20	**BODY**	10		
60	**STUN**	20		**Total Characteristics Cost: 260**

Movement: Running: 24m
Flight: 40m

Cost	Powers	END
90	**Weapons Systems:** Multipower, 90-point reserve	
9f	**1) Pulson Bolt (Offensive Mode):** Blast 18d6	9
9f	**2) Pulson Bolt (Low-Power Mode):** Blast 12d6 Reduced Endurance (0 END; +½)	0
9f	**3) Pulson Bolt (Auto-Mode):** Blast 9d6 Autofire (5 shots; +½), Reduced Endurance (½ END; +½)	3
7f	**4) Pulson Bolt (Focused Mode):** Blast 12d6 Armor Piercing (+¼)	7
6f	**4) Pulson Bolt (Omnidirectional Spray Mode):** Blast 9d6 Area Of Effect (20m Radius Explosion; +½), Personal Immunity (+¼), Reduced Endurance (½ END; +¼); No Range (-½)	9
7f	**5) Stun-Beam:** Blast 8d6 NND (defense is Power Defense; +½), Reduced Endurance (½ END; +¼)	3
3f	**6) Tangle-Cable:** Entangle 6d6, 6 PD/6 ED 4 Charges (-1)	[4]
4f	**8) Flare:** Sight Group Flash 8d6 Area Of Effect (16m Cone; +½); No Range (-½)	6
8f	**9) Enervator Beam:** Drain Characteristics 4d6 Expanded Effect + Variable Effect (any two Characteristics at a time; +1)	8
7f	**10) Top-Mounted Mini-Missiles:** Blast 10d6 Area Of Effect (12m Radius; +¾); 12 Charges (-¼)	[12]
4f	**11) Arm-Mounted Rockets:** Blast 14d6 Area Of Effect (4m Radius; +¼); 4 Charges (-1)	[4]
10	**Robotic Form:** Hardened (+¼) for 20 PD/20 ED	0
25	**Robotic Form:** Resistant (+½) for 20 PD/20 ED Hardened (+¼)	0
5	**Psionic Screen:** Mental Defense (5 points)	0
5	**Structural Force-Field:** Power Defense (5 points)	0
5	**Hardened Visual Sensors:** Sight Group Flash Defense (5 points)	0
5	**Electronic Countermeasures:** Radio Group Flash Defense (5 points)	0
12	**Heavy:** Knockback Resistance -12m	0
10	**Emotional Control:** +20 Presence Only To Protect Against Presence Attacks (-1)	0
35	**Robotic Form:** Life Support: Total	0
67	**Foot-Jets:** Flight 40m, x4 Noncombat Reduced Endurance (0 END; +½)	0
12	**Robotic Legs:** Running +12m (24m total)	1
5	**Visual Sensors:** Infrared Perception (Sight Group)	0
5	**Visual Sensors:** Ultraviolet Perception (Sight Group)	0
10	**Visual Sensors:** Increased Arc Of Perception (360 Degrees) (Sight Group)	0
10	**Visual Sensors:** x100 Microscopic for Sight Group	0
9	**Visual Sensors:** Telescopic (+6 versus Range for Sight Group)	0
15	**Auditory Sensors:** Active Sonar (Hearing Group)	0
3	**Auditory Systems:** Ultrasonic Perception (Hearing Group)	0
12	**Radio Sensors:** HRRP (Radio Group)	0
15	**Radar:** Radar (Radio Group)	0
6	**Sensor Enhancements:** +2 to PER Rolls with all Sense Groups	0

Talents

3	Absolute Range Sense
3	Absolute Time Sense
3	Bump Of Direction
5	Eidetic Memory
3	Lightning Calculator
6	Speed Reading: x100 times normal speed
20	Universal Translator 13-

Skills

40	+4 with All Combat
3	Computer Programming 13-
3	Cryptography 13-
3	Deduction 13-
3	Electronics 13-
3	AK: Malva 13-
15	KS: Everything 25-
3	Tactics 13-
3	Teamwork 13-

Total Powers & Skills Cost: 563

Total Cost: 823

400 Matching Complications (75)

10	**Physical Complication:** can be affected by Mental Powers that affect either the Alien (i.e., Malvan) or Machine class of minds (Infrequently, Slightly Impairing)

Total Complications Points: 10

Experience Points: 488

Arena Opponents

Here are a few examples of non-sentient opponents that characters might find themselves pitted against in the Malvan arena.

Malvan Battle-Robot

Description: This character sheet represents a typical Malvan robot designed for use against living opponents in the gladiatorial arena (or for that matter, in warfare). It features a robot of "average" power; weaker and much stronger robots, or robots tailored to fight specific gladiators, can easily be built.

A standard Malvan Battle-Robot consists of a large central cylindrical column with arms and legs attached. It has no distinct head (though its "brain" is located at the top of the cylinder); weapons are often mounted on top of the cylinder, as well as on the arms and other parts of the frame.

(See page 111 for an illustration of a Battle-Robot.)

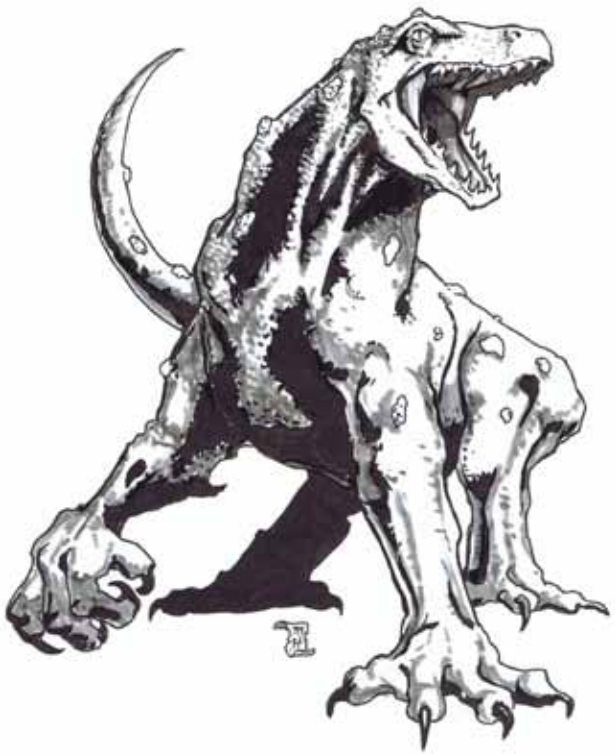
Az'arc'a "Panther"

Description: The radiation belt the Az'arc'a (see page 26) evolved in also allowed for the evolution of many other life-forms that are vaguely analogous to fleshly animals and plants. One of the fiercest of the fauna is this creature, which the Malvans think is the equivalent of a large, predatory cat. Vicious, extremely difficult to hurt, and always eager to suck the energy out of flesh-and-blood beings as a form of sustenance, the Az'arc'a "panther" is a match for most Malvan super-gladiators. (The Malvans surround the creature with special force-fields so it can survive in gravity.)

In most battles, the panther prefers to circle its opponent warily at first, sizing it up and looking for weaknesses. If an adversary attacks it during this time, or if it's ever seriously hurt, it dissipates (becomes Desolidified) and continues to observe or flees. Once it feels ready to attack, it leaps into the fray, using its energy claws to inflict deep wounds. Additionally, just coming into contact with it can inflict serious burns, and it can drain the energy from another being. It's difficult to hurt, particularly with energy attacks (which it "eats").

The panther's Stealth roll applies in energy environments such as the one it evolved in. When it's in normal environments (such as the Malvan arena or the interior of a starship), it stands out like a sore thumb no matter how sneaky it tries to be. In fact, its subconscious energy emissions tend to interfere with nearby radios and similar devices.

In its most common natural state, the Az'arc'a panther looks more or less like a roughly ovoid mass of orange-yellow energy. When attacking it extrudes limb-like protrusions with which it can grab prey, "claw" at an enemy, and so forth.



Grenlak Ulta-Falcon

Description: Native to a planet not far from Mon'da, the ulta-falcon is a bird of prey with a body the size of an adult Human, razor-sharp talons five inches long, and a jagged-edged beak that can bite skull-sized chunks out of its prey. It's also strong enough to carry off an adult Human without strain. Its plumage is mainly green above and gold on the underside, with a crest of emerald-green feathers on the head (similar in shape to that of a North American cardinal). Its eyes are solid black, and its talon and beak are obsidian black as well.

Since an ulta-falcon is relatively easy to harm, the Master of Beasts often equips it with a force-field device (Resistant Protection (10 PD/10 ED), typically) so that it can stay in the fight longer if it's facing powerful opponents. In other cases (such as a battle between several ulta-falcons and a dozen more or less ordinary fighters equipped with jetpacks and melee weapons) it's left to fend for itself.

Toractan Shard-Beast

Description: Native to Toracta, a shard-beast looks something like a muscular, lumpy-bodied, blunt-snouted Komodo dragon that's thirty feet long and twelve feet tall at the shoulder. Its skin is a dull green-black and scaly. Here and there its body has lighter-colored crystalline "warts."

In the Malvan arenas, shard-beasts are often pitted against multiple non-superpowered fighters armed with various weapons, or groups of low-powered superhumans. Due to the potential for fatal injuries, fighters are often issued force-field devices for extra protection... or a large team of medical-bots stands by.

AZ'ARC'IA "PANTHER"

Val	Char	Cost	Roll	Notes
10	STR	0	11-	Lift 100 kg; 2d6 HTH damage [1]
20	DEX	20	13-	
20	CON	10	13-	
10	INT	0	11-	PER Roll 11-
5	EGO	-5	10-	
15	PRE	5	12-	PRE Attack: 3d6
6	OCV	15		
6	DCV	15		
2	OMCV	-3		
2	DMCV	-3		
4	SPD	20		*Phases:* 3, 6, 9, 12
15	PD	13		*Total:* 15 PD (10 rPD)
20	ED	18		*Total:* 20 ED (20 rED)
10	REC	6		
50	END	6		
15	BODY	5		
40	STUN	10		**Total Characteristics Cost: 132**

Movement: Running: 0m
Fight: 18m

Cost	Powers	END
55	**Energy Form:** RKA 2d6 Area Of Effect (personal Surface — Damage Shield; +¼), Constant (+½), Persistent (+¼), Inherent (+¼), Reduced Endurance (0 END; +½); Always On (-½)	0
83	**Subconscious Energy Emissions:** Suppress Radio Powers 2d6 Expanded Effect + Variable Effect (all Radio powers simultaneously; +4), Constant (+½), Personal Immunity (+¼), Reduced Endurance (0 END; +½); No Range (-½)	0
37	**Energy "Claws":** RKA 3d6 +1 Increased STUN Multiplier (+¼); No Range (-½)	6
25	**Energy Draining:** Drain BODY and STUN 2d6 Expanded Effect (two Characteristics at once; +½), Constant (+½), Reduced Endurance (0 END; +½); Must Follow Grab (-½), No Range (-½)	0
120	**"Eating" Energy:** Absorption 60 BODY (energy, half to BODY, half to STUN) Defensive Absorption (BODY Absorbed counts as Resistant ED; +1)	0
15	**Energy Form:** Resistant (+½) for 10 PD/20 ED	0
18	**Energy Form Movement:** Flight 18m	2
-12	**Only "Flies":** Running -12m (0m total)	
24	**Energy Perception:** Detect Energy 13- (no Sense Group), Discriminatory, Range, Sense	0
12	**Energy Perception:** HRRP (Radio Group)	0
60	**Dissipated Energy Form:** Desolidification (affected by electricity or pulson energy) Reduced Endurance (0 END; +½)	0

Skills

16	+2 HTH
3	Stealth 13- (see text)

Total Powers & Skills Cost: 456
Total Cost: 588

175	**Matching Complications (50)**
20	**Physical Complication:** Animal Intelligence (Frequently, Greatly Impairing)
0	**Physical Complication:** Human Size
20	**Physical Complication:** Very Limited Manipulation (Frequently, Greatly Impairing)

Total Complications Points: 40
Experience Points: 453

TORACTAN SHARD-BEAST

Val	Char	Cost	Roll	Notes
50	STR	40	19-	Lift 12.5 tons; 10d6 HTH damage [5]
12	DEX	4	11-	
32	CON	22	15-	
8	INT	-2	11-	PER Roll 11-
5	EGO	-5	10-	
30	PRE	20	15-	PRE Attack: 6d6
6	OCV	15		
4	DCV	5		
2	OMCV	-3		
2	DMCV	-3		
3	SPD	10		*Phases:* 4, 8, 12
18	PD	16		*Total:* 24 PD (6 rPD)
16	ED	14		*Total:* 20 ED (4 rED)
13	REC	9		
65	END	9		
23	BODY	13		
70	STUN	25		**Total Characteristics Cost: 189**

Movement: Running: 48m

Cost	Powers	END
30	**Bite:** HKA 2d6 (5d6+1 with STR)	1
15	**Claws:** HKA 1d6 (3½d6 with STR)	1
16	**Stomp!:** HA +4d6 Hand-To-Hand Attack (-¼)	2
15	**Scaly Skin:** Resistant Protection (6 PD/4 ED)	0
18	**Heavy:** Knockback Resistance -18m	0
36	**Long Legs:** Running +36m (48m total)	3
3	**Reptilian Senses:** +1 PER with all Sense Groups	0
5	**Tail:** Extra Limb Inherent (+¼); Limited Manipulation (-¼)	0
9	**Tongue:** Extra Limb Inherent (+¼); Limited Manipulation (-¼) **plus:** Reach +4m Limited Body Parts (tongue; -¼)	0

Total Powers & Skills Cost: 147
Total Cost: 336

175	**Matching Complications (50)**
20	**Physical Complication:** Animal Intelligence (Frequently, Greatly Impairing)
15	**Physical Complication:** Huge (16m long; +6 OCV for others to hit, +6 to PER Rolls for others to perceive) (Frequently, Slightly Impairing)
20	**Physical Complication:** Very Limited Manipulation (Frequently, Greatly Impairing)

Total Complications Points: 50
Experience Points: 161

5

GRENLAK ULTA-FALCON

Val	Char	Cost	Roll	Notes
15	**STR**	5	12-	Lift 200 kg; 3d6 HTH damage [1]
14	**DEX**	8	12-	
15	**CON**	5	12-	
8	**INT**	-2	11-	PER Roll 11-
8	**EGO**	-2	11-	
25	**PRE**	15	14-	PRE Attack: 5d6
8	**OCV**	25		
6	**DCV**	15		
3	**OMCV**	0		
3	**DMCV**	0		
3	**SPD**	10		*Phases:* 4, 8, 12
8	**PD**	6		*Total:* 8 PD (3 rPD)
8	**ED**	6		*Total:* 8 ED (3 rED)
8	**REC**	4		
40	**END**	4		
12	**BODY**	2		
36	**STUN**	8		**Total Characteristics Cost: 109**

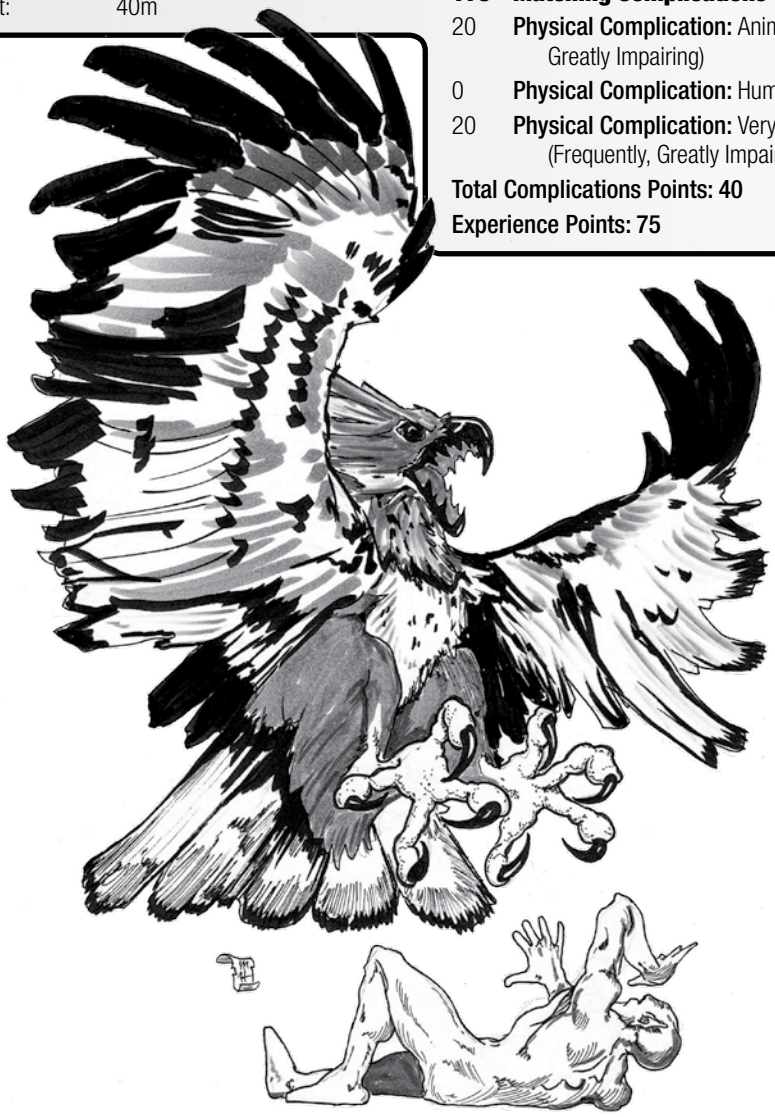
Movement: Running: 2m
Leaping: 2m
Swimming: 0m
Flight: 40m

Cost	Powers	END
30	**Talons:** HKA 2d6 (3d6 with STR)	2
15	**Beak:** HKA 1d6 (2d6 with STR)	1
1	**Tough:** Resistant (+½) for 3 PD/3 ED	0
33	**Wings:** Flight 40m Reduced Endurance (½ END; +¼); Restrainable (-½)	2
29	**Stooping:** Flight +48m Reduced Endurance (0 END; +½); Restrainable (-½), Only To Dive At Prey For Move Bys (-1)	0
-10	**Short Legs:** Running -10m	
-1	**Poor Leaper:** Leaping -2m (2m total)	1
-2	**Can't Swim:** Swimming -4m	
10	**Raptor Eyes:** +5 PER with Sight Group	0
8	**Raptor Eyes:** +16 versus Range for Normal Sight	0
	Skills	
16	+2 HTH	
2	Stealth 10-	

Total Powers & Skills Cost: 131
Total Cost: 240

175	**Matching Complications (50)**
20	**Physical Complication:** Animal Intelligence (Frequently, Greatly Impairing)
0	**Physical Complication:** Human Size
20	**Physical Complication:** Very Limited Manipulation (Frequently, Greatly Impairing)

Total Complications Points: 40
Experience Points: 75



Creating More Gladiators

If you need even more gladiators and other opponents for your PCs — perhaps because you're running an extended story arc set on Malva and featuring lots of gladiatorial matches they have to fight in — you can easily create dozens of them on your own. Just choose villains from *Champions Villains* and monsters and animals from *The HERO System Bestiary,* change their background and "paint jobs" (and perhaps special effects), and you've instantly got a new gladiator or arena beast.

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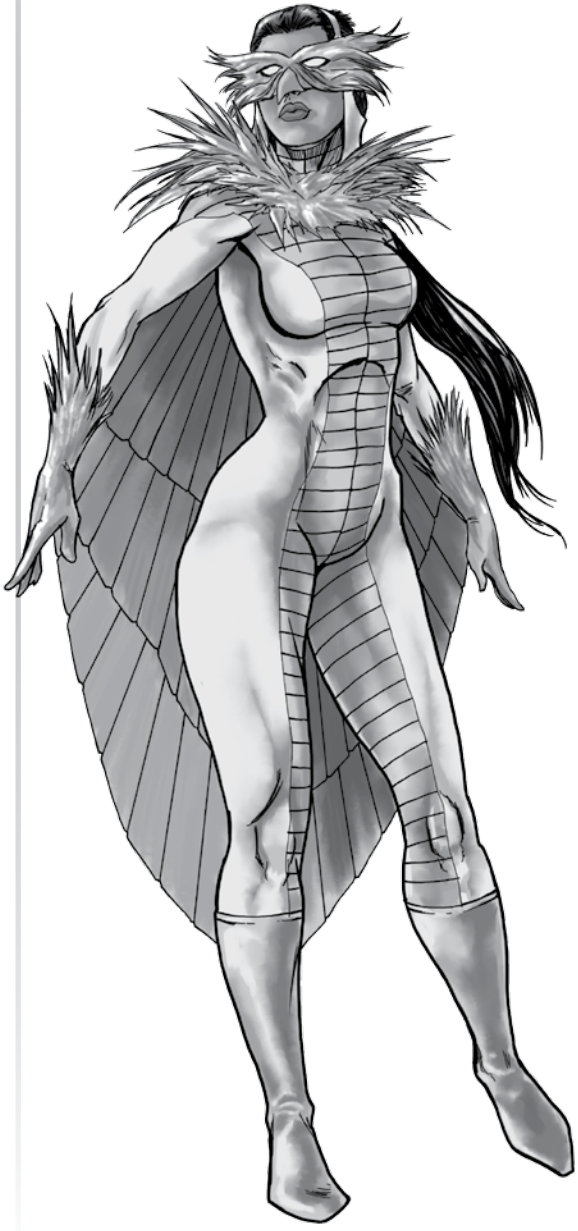
For example, suppose you want to create a reptilian gladiator that has magnetism powers — Magnasaurus! All you have to do is take Lodestone's character sheet (CV3 191), maybe add a power or two from the "Magnetism Powers" section of *Champions Powers,* and then turn to the "Animal Powers" section of that same book for a tail and other reptilian tidbits to round Magnasaurus out. Do that same thing with three or four other villains and in ten minutes you've created an entire team of gladiators to throw up against your PCs in the arena.

Notable Gladiators

The popularity of individual gladiators comes and goes, with a shining few names becoming legendary examples of gladiatorship that last for tens or hundreds of thousands of years: Tethuris the Blade, the first of the great gladiators and one of the rare few to maintain an undefeated record for his entire career; Vorbin Blackmane, who still holds the record for most opponents killed in one-on-one duels; the bizarre alien Gork, who simply pummelled his foes into unconsciousness with a crude-looking but actually tactically sophisticated pattern of attack; and of course the great Ronos Firefist, about whom nothing more need be said. Ten years ago the most popular gladiators were Ariax Thone, Drogen Lar, and Tren Tarrec Dazeur, but all three have largely been forgotten by a Malvan populace ever eager for the next amazing thing. Here are a few examples of gladiators who are highly popular as of 2011.



Dawnbird

Background/History: Marisol Dalaguan was born into a poor but happy family in Puerto Rico. Although none of them ever starved, the family never seemed to have enough and constantly moved from one financial crisis to another. Marisol was often upset and bitter about the situation and spent a lot of time daydreaming about a better life.

Then she hit puberty... and her mutant powers of light control manifested. At first they terrified her, but then she began to realize what a gift they were. She figured she could use them to make some real money for her family — but her mother had other ideas. A kind-hearted and God-fearing woman, she believed Marisol's powers were "an angelic gift" and that Marisol should use them to help other people, not herself.

Prodded by her mother, Marisol chose the crimefighting name Ave de Amanecer, or *Dawnbird* as most people called her, and "apprenticed" herself to an experienced Puerto Rican mystic superheroine *Talismán Luciente* ("Shining Talisman"). For over a decade she fought supervillains and criminals on Puerto Rico, first as Talismán Luciente's partner and later on her own... but her heart was never really into it. Her mother essentially guilted her into it; she always felt there were better, more enjoyable, more profitable ways to use her abilities (though she'd never dream of becoming a villain).

Then her mother died. At long last freed from her oversight, Dalaguan was wondering what to do with her life and her powers when her luck took an unusual change for the better. While on patrol one day she was attacked and captured by Kanrok the Acquisitioner (CV3 169-71). She spent a month fighting in the arenas on Malva, and achieved a certain measure of popularity among the fans. When the arena officials decided she'd "served her time" and were prepared to erase her memory and send her back to Earth, she asked them not to. She found she *enjoyed* fighting in the arena; in fact, she liked it a lot more than being a superheroine. There wasn't really anyone or anything waiting for her back on Earth, so why not stay on Malva? She's been there ever since, earning accolades for her prowess in the arena and having the time of her life.

Personality/Motivation: Dawnbird is a much happier person on Malva than she ever was on Earth. As a gladiator she's confident, famous, at the top of her profession, and a part (albeit a secondary one) of the most advanced civilization in the Galaxy. Every now and then she has brief moments of homesickness, but they usually pass quickly when she realizes just how good she's got it.

DAWNBIRD

Val	Char	Cost	Roll	Notes
15	**STR**	5	12-	Lift 200 kg; 3d6 HTH damage [1]
20	**DEX**	20	13-	
25	**CON**	15	13-	
13	**INT**	3	12-	PER Roll 12-
15	**EGO**	5	12-	
20	**PRE**	10	13-	PRE Attack: 4d6
10	**OCV**	35		
9	**DCV**	30		
3	**OMCV**	0		
6	**DMCV**	9		
6	**SPD**	40		*Phases:* 2, 4, 6, 8, 10, 12
12	**PD**	10		*Total:* 32 PD (20 rPD)
20	**ED**	18		*Total:* 40 ED (20 rED)
10	**REC**	6		
100	**END**	16		
14	**BODY**	4		
44	**STUN**	12		**Total Characteristics Cost: 238**

Movement: Running: 12m
Flight: 60m

Cost	Powers	END
80	**Light Blasts:** Multipower, 80-point reserve	
7f	**1) Light Bolt:** Blast 12d6 Reduced Endurance (½ END; +¼)	3
8f	**2) Auto-Light Bolt:** Blast 8d6 Autofire (5 shots; +½), Reduced Endurance (½ END; +½)	3
7f	**3) Light Sphere:** Blast 8d6 Area Of Effect (24m Radius Explosion; +½), Reduced Endurance (½ END; +½)	3
7f	**4) Laser Bolt:** RKA 3d6 Armor Piercing (+¼), Reduced Endurance (½ END; +¼)	3
7f	**5) Blinding Bolt I:** Sight Group Flash 12d6 Reduced Endurance (½ END; +¼)	3
5f	**6) Blinding Bolt II:** Sight Group Flash 7d6 Area Of Effect (64m Cone; +1); No Range (-½)	7

Martial Arts: Karate

	Maneuver	*OCV*	*DCV*	*Notes*
4	Atemi Strike	-1	+1	2d6 NND(1)
4	Block	+2	+2	Block, Abort
4	Disarm	-1	+1	Disarm, 35 STR
4	Dodge	+0	+5	Dodge all attacks, Abort
4	Escape	+0	+0	40 STR vs. Grabs
3	Legsweep	+2	-1	6d6; Target Falls
4	Knifehand Strike	-2	+0	HKA 1d6+1 (2d6+1 with STR)
4	Punch/Snap Kick	+0	+2	7d6 Strike
5	Side/Spin Kick	-2	+1	9d6 Strike

8 +2 Extra DCs (already added in)

40 **Lightshield:** Resistant Protection (20 PD/20 ED) 6
Costs Endurance (-½)

20 **Flare-Resistant Eyes:** Sight Group Flash Defense (20 points) 0

112 **Light Speed Travel:** Teleportation 60m, No Relative Velocity, Position Shift 11
Armor Piercing (x2; +½)

Talents

6 Striking Appearance +2/+2d6

Skills

10 +1 with All Combat
16 +2 with Light Blasts Multipower

3 Charm 13-
1 AK: Puerto Rico 8-
2 KS: Malvan Gladiatorial Combat 11-
2 KS: Malvan Gladiators 11-
1 Language: English (basic conversation; Spanish is Native)
2 Language: Malvan (fluent conversation)
3 Persuasion 13-
3 Stealth 13-
2 Tactics 10-
3 Teamwork 13-

Total Powers & Skills Cost: 3921Total Cost: 629

400 Matching Complications (75)

10 **Distinctive Features:** Mutant (Not Concealable; Always Noticed; Detectable Only By Unusual Senses)
15 **Psychological Complication:** Malvan Gladiator's Code (Common, Strong)
5 **Psychological Complication:** Much Happier On Malva Than She Was On Earth; Doesn't Want To Be Reminded Of Her Old Life (Uncommon, Moderate)
10 **Vulnerability:** 2 x STUN from Darkness attacks (Uncommon)
10 **Vulnerability:** 2 x BODY from Darkness attacks (Uncommon)

Total Complications Points: 50
Experience Points: 254

Appearance: Dawnbird is a Human female of Puerto Rican descent, 5'8" tall with long black hair worn straight down her back. Her costume is primarily white, but her boots and gloves are gold. Rising up from the boots along her inner legs are panels of matching gold that continue on across her torso, broadening out into a bird-motif combination shoulderpiece and mask.

Dawnbird believes (correctly) that she owes her current state of existence to her skill in the arena, and she doesn't want to do anything to interfere with that. She strictly adheres to the renowned Malvan gladiators' code, and won't do anything else to jeopardize her standing in Malvan society (like help Human PCs violate Malvan law or escape from the arena).

Quote: "Have you seen the light?"

Powers/Tactics: Dawnbird is a mutant with powers of light control. Primarily she can project light in various forms, from simply bright enough to blind, to intense enough to blast, to deadly lasers. She can also gather light around her to form a force-field-like shield for protection. She's currently trying to develop the power to make her Lightshield bright enough to blind opponents in HTH Combat (*i.e.,* to buy a Sight Group Flash Damage Shield that's Linked to her Resistant Protection), but hasn't had any success yet. She could ask the arena's scientists to simply give her that power (and others) with Malvan super-science, but she prefers to try to train herself into it.

Dawnbird's most spectacular power is the ability to transform herself into light for the tiniest fraction of a second, thus allowing her to, in effect, teleport. She's never been able to maintain this state long enough to travel space at light-speed or pass through non-opaque solid objects despite much effort.

After years of experience in the arena, Dawnbird has developed significant skills at melee combat. On Earth she briefly studied karate, and her time as a gladiator has allowed her to refine those skills into a deadly fighting style. Despite this, she prefers to avoid melee and rely on her light powers as much as possible.

Thanks to her high SPD and powerful abilities, Dawnbird uses a lot of END. When she's fighting be sure to monitor her END use carefully, since she can easily run out (especially if she Teleports frequently). If necessary she'll duck behind cover and spend a Phase taking a Recovery.

Campaign Use: Dawnbird is likely to be a friendly — but not sympathetic — face on Malva to PCs from Earth. She'll enjoy seeing them and finding out what's going on back on her homeworld. She'll be glad to teach them the gladiatorial ropes, translate words into Malvan for them, and show them around the Palace-City. But she won't help them escape, attack Malva, free slaves, or any other such thing — in fact, she'll report them to the security robots and try to stop them herself if necessary. She has a great life here and doesn't want to lose it, or even have it messed up because some other Humans cause trouble.

If you want to make Dawbird tougher, allow her to transform herself into light for longer periods of time. This would grant her higher DEX and SPD (and possibly other Characteristics) and abilities like a Damage Shield, Desolidification, FTL Travel, and more. To weaken her, reduce her DEX and CON to 18-20 each and her SPD to 5, and/or remove her Karate.

GOR'JAPP SCARMAKER

Background/History: Gor'japp is the latest example of that classic Malvan gladiatorial stereotype: the immensely strong, brutal Ackálian gladiator. Over the millennia there've been many such fighters, usually in the category of "gladiators the fans love to hate," and Gor'japp is no exception. She was once an up-and-coming athlete on Ackál, but her skills and ferocity attracted the attention of Malvan bounty hunters' spy-bots. The hunters kidnapped her, arranging clues that made it look like one of Gor'japp's rivals had murdered her and disposed of the body (a not-uncommon, or entirely disapproved, occurrence on Ackál).

Once Gor'japp arrived on Malva, she underwent Malvan hyper-science treatments that rendered her superhumanly strong and durable, and was then put to work in the arena. She didn't like it then and she doesn't like it now — she's tried to escape many times and is always closely watched by arena security robots — but over the years she's become a skilled gladiator.

Personality/Motivation: Gor'japp hates being confined and told what to do, and would like nothing better than to escape the clutches of the Malvans, find her way back to Ackál, and become a major power there (with her abilities she'd be one of the most powerful superhumans on the planet, particularly if she brought some Malvan technology with her). Unfortunately for her, she's become such a popular gladiator that the arena officials have no intention of letting her leave. While they treat cooperative gladiators gently and give them many privileges, they monitor Gor'japp like a hawk and restrict her movements and leisure activities.

In the meantime, Gor'japp fights her battles with the viciousness the Malvan crowds expect of an Ackálian. She fights to *win,* and the Malvan gladiators' code be damned. If she can get performance-enhancing drugs, she'll take them; if she can use a dirty trick to get an advantage over an opponent (even something as simple as throwing dirt in his eyes), she will.

Quote: "It won't take long to tear you limb from limb."

GOR'JAPP SCARMAKER

Val	Char	Cost	Roll	Notes
70	**STR**	60	23-	Lift 400 tons; 14d6 HTH damage [7]
18	**DEX**	16	13-	
35	**CON**	25	16-	
13	**INT**	3	12-	PER Roll 12-
13	**EGO**	3	12-	
30	**PRE**	20	15-	PRE Attack: 6d6
8	**OCV**	25		
6	**DCV**	15		
3	**OMCV**	0		
5	**DMCV**	6		
5	**SPD**	30		*Phases:* 3, 5, 8, 10, 12
30	**PD**	28		*Total:* 30 PD (30 rPD)
30	**ED**	28		*Total:* 30 ED (30 rED)
20	**REC**	16		
80	**END**	12		
20	**BODY**	10		
80	**STUN**	30		**Total Characteristics Cost: 327**

Movement: Running: 15m
Leaping: 40m

Cost	Powers	END
14	**Armsweep:** Area Of Effect (1m Radius around character; +¼) for 70 STR Personal Immunity (+¼); Extra Time (Full Phase; -½)	2
30	**Offensive Block:** Blast 6d6 (physical) Trigger (when Gor'japp successfully Blocks a HTH Combat attack and wants to use this power, activating Trigger takes no time, Trigger requires a Zero Phase Action to reset; +¾); No Range (-½), Only Versus Person Whose Attack Was Blocked (-¼)	5
10	**Ackálian Bite:** HKA 1d6 No STR Bonus (-½)	1
15	**Super-Strong Body:** Hardened (+¼) for 30 PD/30 ED	0
37	**Super-Strong Body:** Resistant (+½) for 30 PD/30 ED Hardened (+¼)	0
18	**Super-Strong Legs:** Leaping +36m (40m forward, 20m upward)	2
3	**Ackálian Legs:** Running +3m (15m total)	1
18	**Super-Strength Smash-Through:** Tunneling 1m through 15 PD material Requires A STR Roll (-½), No Noncombat Movement (-¼)	3
2	**Ackálian Eyes:** +1 with Sight Group PER Rolls	0
	Skills	
32	+4 HTH	
3	Teamwork 13-	

Total Powers & Skills Cost: 182
Total Cost: 509

400	**Matching Complications (75)**
20	**Hunted:** Malvan gladiatorial officials and security robots (Very Frequently, Mo Pow, NCI, Watching)
15	**Psychological Complication:** Brutal Fighter Who'll Do Anything To Win (Common, Strong
20	**Social Complication:** Gladiatorial Slave (Very Frequently, Major)

Total Complications Points: 55
Experience Points: 129

Powers/Tactics: Gor'japp is superhumanly strong (she can lift up to 400 metric tons) and tough, plus surprisingly fast for someone of her size. She fights with a brutal, ruthless efficiency; even her Blocks use such force that they can injure the person attacking her. She enjoys using one opponent as a weapon against another.

Campaign Use: As fearsome as she looks to Human eyes, Gor'japp is a potential ally for PCs from Earth who've become prisoners of the arena. She'll gladly team up with other gladiators to attempt a mass "jailbreak," and won't even turn on them afterward unless there's a *significant* benefit in it for her. (Being able to steal important Malvan technology, like a ship or weapons, and take them back to Ackál would qualify as a "significant benefit"; so would setting up her "comrades" to distract Malvan pursuers while she gets away.)

If you want Gor'japp to be more powerful, give her more "brick tricks" and/or some Damage Reduction (or Damage Negation). To weaken her, reduce her STR to 60 and SPD to 4.

Appearance: Gor'japp is a tall, immensely muscular Ackálian female. She wears a blood-red jumpsuit that leaves her head, arms/hands, and lower legs/feet exposed, plus a heavy gold metal belt.

HALBERDIER

Background/History: The Malvans are unaware of Halberdier's full background. What they know is that he showed up on Malva several years ago, arriving under his own power and armed with his strange polearm-like weapon. He resembled no current species known to them, and only a few in their computer records (all of them extinct). He refused to provide any significant details about himself, stating only that he was "a warrior of great experience" who had come to test his skills and toughness in the famous Malvan arena. After he passed the tests set him with flying colors, arena officials decided to take him at his word.

Since then Halberdier's gone on to become one of the most popular gladiators on Malva. His flashy fighting style and powers frequently earn him the crowd's accolades, and it's said the Phazor himself follows Halberdier's career closely.

Personality/Motivation: While some arena officials still worry that Halberdier has some hidden agenda, for years now he's conducted himself as a model gladiator, one who strictly follows the code while still giving the Malvans the spectacle they want. He seems to revel in combat, coming alive only during his matches. He spends his free time quietly enjoying the luxuries Malva has to offer and allowing his fans to buy him drinks.

5

Quote: "You seem to be a skilled opponent... but few are skilled enough to overcome my power!"

Powers/Tactics: Halberdier is superhumanly strong, fast, and tough, and further protects himself with a suit of powered armor. His main weapon is a super-tech halberd- or poleaxe-like device that can not only deliver fatal blows with its blade but project beams of energy at his foes. Several of his attacks (the blade-whirl, flare, maelstrom, and pulse) are impressive-looking effects that hurt everyone around him; the fans love them, so arena officials often pit him against large numbers of significantly weaker foes to give him a chance to use them. If an opponent takes the Power-Halberd away, Halberdier can teleport it back to himself (*i.e.,* in game terms it's an Inaccessible Focus).

When fighting foes weaker than himself, Halberdier usually stays on the ground and relies on his Area-affecting abilities. When fighting equal or stronger foes he prefers to take to the air and use his power-blasts from Range until he's sized up the opponent and feels confident about closing to HTH Combat distance. He's also adept at using his Tunneling to create impromptu cover for himself or get around obstacles in unexpected ways.

Campaign Use: Besides just being a great foe to pit against one or more PCs, Halberdier presents a mystery the PCs may not be able to resist: who is he, where does he come from, and why is he on Malva? It's entirely possible that he's exactly what he says he is, a warrior interested only in combat... or he could have ulterior motives.

To make Halberdier a tougher foe, give him some Damage Reduction or Negation (so he can more easily take on multiple PCs at once) and/or a higher DEX. To weaken him, reduce his Resistant Protection to (10 PD/10 ED) and remove his Flight.

Appearance: Halberdier is nearly seven feet tall with green, fine-scaled skin but no other reptilian features — his eyes are superficially similar to Human eyes (but are violet and gold), and he has short, straight dark-colored hair on his head. He wears silver armor that's sort of like a super-tech version of medieval Human plate armor, and his weapon is a halberd-like thing (hence his name) that's obviously a super-tech weapon with various functions and not just a simple polearm.

HALBERDIER

Val	Char	Cost	Roll	Notes
50	**STR**	40	19-	Lift 12.5 tons; 10d6 HTH damage [5]
20	**DEX**	20	13-	
30	**CON**	20	15-	
20	**INT**	10	13-	PER Roll 13-
18	**EGO**	8	13-	
25	**PRE**	15	14-	PRE Attack: 5d6
9	**OCV**	30		
8	**DCV**	25		
3	**OMCV**	0		
7	**DMCV**	12		
6	**SPD**	40		*Phases:* 2, 4, 6, 8, 10, 12
15	**PD**	13		*Total:* 35 PD (30 rPD)
10	**ED**	8		*Total:* 30 ED (30 rED)
15	**REC**	11		
60	**END**	8		
20	**BODY**	10		
70	**STUN**	25		**Total Characteristics Cost: 295**

Movement: Running: 14m
Flight: 30m
FTL Travel: 1,000 LY/year
Tunneling: 12m

Cost	Powers	END
53	**Power-Halberd:** Multipower, 80-point reserve All OIF (-½)	
2f	**1) Power-Enhanced Blade:** HKA 2d6 (5d6+1 with STR) OIF (-½) **plus:** Reach +2m OIF (-½)	3
3f	**2) Blade-Whirl:** RKA 3d6 Area Of Effect (3m Radius; +¼), Personal Immunity (+¼); OIF (-½), No Range (-½)	4
5f	**3) Power-Blast I:** Blast 15d6 OIF (-½)	7
5f	**4) Power-Blast II:** Blast 10d6 Double Knockback (+½); OIF (-½)	7
5f	**5) Power Maelstrom:** Drain STUN 4d6 Area Of Effect (16m Radius; +¾), Personal Immunity (+¼); OIF (-½), No Range (-½)	8
4f	**6) Power Flare:** Sight Group Flash 8d6 Area Of Effect (16m Radius; +¾), Personal Immunity (+¼); OIF (-½), No Range (-½)	8
4f	**7) Power-Pulse:** Blast 8d6 Area Of Effect (4m Radius; +¼), Double Knockback (+½), Personal Immunity (+¼); OIF (-½), No Range (-½)	8
2f	**8) Dig-Blast:** Tunneling 12m through up to PD 12 materials OIF (-½)	4
10	**Tough:** Resistant (+½) for 10 PD/10 ED	0
40	**Halberdier Armor:** Resistant Protection (20 PD/20 ED) OIF (-½)	0
7	**Halberdier Armor:** Sight Group Flash Defense (10 points) OIF (-½)	0
7	**Halberdier Armor:** Mental Defense (10 points) OIF (-½)	0
10	**Halberdier Armor:** Power Defense (15 points) OIF (-½)	0
2	**Long Legs:** Running +2m (14m total)	1
20	**Boot-Jets:** Multipower, 30-point reserve All OIF (-½)	
2f	**1) Atmospheric Flight:** Flight 30m OIF (-½)	3
1f	**2) Starflight:** FTL Travel (1,000 LY/year) OIF (-½), Costs Endurance (-½)	3
5	**Alien Eyes:** Infrared Perception (Sight Group)	0
5	**Alien Eyes:** Ultraviolet Perception (Sight Group)	0

Talents

13	**Translation System:** Universal Translator 13- OIF (powered armor; -½)

Skills

30	+3 with All Combat
4	+2 with Flight
3	Acrobatics 13-
3	Breakfall 13-
2	KS: Malvan Gladiators 11-
2	Language: Malvan (fluent conversation)
3	Stealth 13-
3	Tactics 13-
3	Teamwork 13-

Total Powers & Skills Cost: 266

Total Cost: 551

400 Matching Complications (75)

15	**Psychological Complication:** Malvan Gladiator's Code (Common, Strong)
10	**Social Complication:** Harmful Secret (where he's from) (Infrequently, Major)

Total Complications Points: 25

Experience Points: 201

MELIAROS THE BRIGHT

Background/History: Meliaros the Bright is the most popular current example of another common Malvan gladiatorial stereotype: the Malvan who decides he wants to become a gladiator and has Malvan hyper-science grant him superpowers. Most Malvans who try this dabble in the arena for a fight or three, then give it up and move on to the next diversion. But a few of them find being a gladiator endlessly challenging and fascinating and remain a part of the arena circuit for years or decades. Meliaros is one of these. Tiring of his former hobby — Malvan literature of the post-war period — he decided to try something more physical. Discovering he had a gift for hand-to-hand combat and a flare for showmanship, through hard work and skill he's become one of the best-known gladiators on the circuit today... one guaranteed to liven up any party he attends.

Personality/Motivation: Meliaros is a typical Malvan in many ways. Intelligent but bored to tears, he's always looking for new ways to entertain himself. But unlike many Malvans he's found a hobby that utterly intrigues him — or at least hasn't lost any of its initial appeal yet — so he doesn't want to change anything at present. He strictly adheres to the gladiator's code, partly out of long-time love of the sport and partly to make sure he doesn't do anything that might cause the Phazor to bar him from fighting.

Quote: "If I can instantly be someplace else... or here... or here... how will you ever know where to attack?"

Powers/Tactics: Meliaros is a skilled hand-to-hand fighter trained in the ancient Malvan martial art *Haruji.* What makes him especially dangerous as a gladiator are his superhuman strength and speed, plus his teleportation powers. He's practiced with them so that he can teleport around an area and hit many people "simultaneously." His two most unusual abilities are his "teleportation flare" (which allows him to emit a bright flash of light when he teleports), and his "trading places" power. He uses the latter to great tactical effect, often Holding his Action to await an attack then "switching" with an enemy so the enemy gets hit with the attack!

Meliaros moves around the battlefield a lot and affects a breezy, carefree style. He's constantly joking with and taunting his opponents, showing off for the crowd, and trying to make his wins look effortless.

Campaign Use: Meliaros is a fairly average-power superhuman Malvan gladiator with a flare for showmanship and social situations. Assuming the PCs share his enjoy-life-and-be-a-good-sportsman sort of attitude, he could easily befriend them. Given his popularity and social connection, he might become their way of entering Malvan society, should they wish to. But that might not be entirely positive for them, given the number of romantic rivals he has....

To make Meliaros tougher, add the ability for him to "aport" objects and people without having to move himself. (See the "Teleportation Powers" section of *Champions Powers* for plenty of examples.) To weaken him, reduce his DEX to 24, SPD to 5, and OCV and DCV to 8 each.

Appearance: Meliaros is a Malvan with gold skin and purple hair and eyebrows. He glows faintly with a gold-white light; it never seems to get brighter or dimmer but can always be seen without pain to the eyes whether it's high noon or the middle of the night. His "fighting togs" are a black bodysuit with green highlights and patterns on it, plus heavy green gloves and boots.

MELIARDS THE BRIGHT

Val	Char	Cost	Roll	Notes
30	**STR**	20	15-	Lift 1,600 kg; 6d6 HTH damage [3]
28	**DEX**	36	15-	
22	**CON**	12	13-	
15	**INT**	5	12-	PER Roll 12-
15	**EGO**	5	12-	
20	**PRE**	10	13-	PRE Attack: 4d6
10	**OCV**	35		
10	**DCV**	35		
3	**OMCV**	0		
5	**DMCV**	6		
6	**SPD**	40		*Phases:* 2, 4, 6, 8, 10, 12
15	**PD**	13		*Total:* 15 PD (15 rPD)
15	**ED**	13		*Total:* 15 ED (15 rED)
10	**REC**	6		
90	**END**	14		
12	**BODY**	2		
50	**STUN**	15		**Total Characteristics Cost: 267**

Movement: Running: 20m
Teleportation: 60m

Cost	Powers	END

Martial Arts: Haruji

	Maneuver	*OCV*	*DCV*	*Notes*
4	Block	+2	+2	Block, Abort
4	Bone-Breaking Strike	-2	+0	HKA 1d6+1 (3d6+1 with STR)
4	Break	+0	+0	55 STR vs. Grabs
4	Dodge	+0	+5	Dodge all attacks, Abort
4	Emptying The Hand	-1	+1	Disarm, 50 STR
3	Joint Lock/Grab	-1	-1	Grab Two Limbs, 50 STR
5	Kick/Knee Strike	-2	+1	12d6 Strike
3	Legsweep	+2	-1	9d6 Strike, Target Falls
4	Nerve Strike	-1	+1	3d6 NND (1)
4	Propel	+0	+0	55 STR Shove
4	Punch/Elbow Strike	+0	+2	10d6 Strike
3	Throw	+0	+1	8d6 +v/10, Target Falls

8 +2 Extra DCs (already added in)

105 **Teleportation Powers:** Multipower, 105-point reserve

6f **1) Basic Teleportation:** Teleportation 60m, Position Shift 6

6f **2) Focused Teleportation:** Teleportation 35m, Position Shift 6
Armor Piercing (x2; +½)

3f **3) Teleportation Boxing:** Blast 6d6 6
Area Of Effect (16m Radius Selective; +1); Extra Time (Full Phase; -½), Limited Range (center of Area must be within the character's Half Move using Teleportation at Combat velocity; -¼)

4f **4) Trading Places:** Teleportation 30m 10
Usable As Attack (does not affect characters with teleportation or dimensional powers; +1¼), Limited Range (30m; +¼); Only To Trade Places (-1), Unified Power (-¼)
plus: Teleportation 30m
Only To Trade Places (-1), Linked (-½), Unified Power (-¼)

3f **5) Blink Teleportation:** +8 DCV 4
Costs Endurance (-½)

30 **Teleportation Flare:** Sight Group Flash 8d6 6
Area Of Effect (4m Radius; +¼), Personal Immunity (+¼); Linked (to Basic Teleportation; -½), No Range (-½)

10 **Force-Field Gloves:** Resistant (+½) for 15 PD/15 ED 0
OIF (-½)

40 **Force-Field Gloves:** Damage Negation (-6 DCs Physical and Energy) 0
OIF (-½)

8 **Swift:** Running +8m (20m total) 1

Talents

3 Striking Appearance +1/+1d6

Skills

24 +3 HTH

3 Acrobatics 15-
3 Breakfall 15-
3 Charm 13-
3 Contortionist 15-
3 Conversation 13-
3 High Society 13-
2 KS: Malvan Gladiators 11-
2 KS: Post-War Malvan Literature 11-
2 PS: Malvan Dancing 11-
3 Sleight Of Hand 15-
3 Stealth 15-
3 Teamwork 15-
2 WF: Common Malvan Melee Weapons

Total Powers & Skills Cost: 331

Total Cost: 598

400 Matching Complications (75)

15 **Psychological Complication:** Malvan Gladiator's Code (Common, Strong)

5 **Rivalry:** Romantic, with various other male Malvans for various other female Malvans' affections

Total Complications Points: 20

Experience Points: 253

PLASMARAX

Background/History: The personal history of the being known as Plasmarax is a strange one, containing as many gaps as it does actual information. Plasmarax himself remembers only tremendous heat and light, and an urgent desire to come to Malva to fight.

Malvans interested in finding out more about their current favorite gladiator have gone to some effort to try to trace out his background, with limited success. Plasmarax seems to have traveled to Malva from the site of a tremendous explosion in an intense radiation belt not far from the galactic core. The explosion seems to have involved two ships — one possibly an Az'arc'a energy-construct vessel, one so obliterated by the blast that tracing its course or determining its provenance defies even Malvan science. These Malvans theorize that a small ship containing a physical being who was on his way to Malva somehow collided with the Az'arc'a ship. The resulting explosion of both ships' drives somehow "fused" the being with one or more Az'arc'a, creating a new entity of "physical energy" with no memories prior to its creation. Attempts to find out more via telepathy have faltered due to Plasmarax's bizarre mind, which defies conventional psionics. (As a result, arena officials won't put Plasmarax in a match against an opponent who primarily relies on mental powers; it wouldn't be a fair fight.)

Even assuming this theory is true, it leaves a lot of questions unanswered. Who was the physical being, and what species did he belong to? Why was he heading to Malva? Did he already have superpowers of his own? For the time being these questions simply have to go unanswered, but fight fans hope to learn more somehow, someday.

Personality/Motivation: Plasmarax seems to have relatively little personality other than a desire to fight, and win, gladiatorial matches. When not fighting he usually enjoys luxuriating in a sort of "energy bath" the Malvans designed for him and watching 3D entertainment broadcasts. Slowly, surely, as the months and years pass he seems to be developing more of a personalty — albeit a grim, efficient, nearly emotionless one. Many fans and arena officials, who've come to like him in their own way, hope that he continues to "improve" and eventually becomes more a functioning member of gladiatorial and Malvan society.

Quote: Nothing. Plasmarax almost never speaks in battle, and rarely outside of it.

Powers/Tactics: Assuming the theories discussed above are correct, Plasmarax's powers result from his having a body of energy so "dense" that it has quasi-physical properties — a body possibly created by the merger of a physical being with one or more energy beings as a result of a hyperdrive explosion in a radiation belt. He can project energy bolts in a wide variety of configurations, from narrowly-focused ones that burn through armor to beams that blast large areas. Since his form partly consists of energy, just touching him is harmful for most people, though many super-gladiators are tough enough to withstand this.

One of Plasmarax's weaknesses as a gladiator is that he doesn't move as quickly or effectively as many of his opponents. Most energy beings and projectors can fly, but his physical-energy form is too "heavy" for him to fly properly. The best he can do is "hover" within 5m of the ground.

Campaign Use: Besides simply using Plasmarax as a gladiator, you can introduce the mystery of his origin as a plot or subplot. Perhaps an alien PC comes from the same species he does and recognizes something in him that leads to more clues and eventually some answers. Or maybe an Az'arc'a delegation shows up with more information... that leads to even more questions.

To make Plasmarax a more difficult foe to fight, make him less "dense" so that he can fly and teleport at will, and perhaps even become Desolidified for short periods of time. To weaken him, remove his Damage Negation and reduce his SPD to 5.

Appearance: Whatever his original species might have been, Plasmarax is now a being of pure energy. He's a humanoid-shaped mass of energy, with an inner outline of orange and an outer outline of gold. His "resolution" is sufficiently "sharp" that the outlines show eyes, a nose, a mouth, and two five-fingered hands.

PLASMARAX

Val	Char	Cost	Roll	Notes
25	**STR**	15	14-	Lift 800 kg; 5d6 HTH damage [2]
30	**DEX**	40	15-	
25	**CON**	15	14-	
15	**INT**	5	12-	PER Roll 12-
10	**EGO**	0	11-	
25	**PRE**	15	14-	PRE Attack: 5d6
8	**OCV**	25		
9	**DCV**	30		
3	**OMCV**	0		
15	**DMCV**	36		
6	**SPD**	40		*Phases:* 2, 4, 6, 8, 10, 12
25	**PD**	23		*Total:* 25 PD (20 rPD)
35	**ED**	33		*Total:* 35 ED (30 rED)
20	**REC**	16		
100	**END**	16		
15	**BODY**	5		
80	**STUN**	30		**Total Characteristics Cost: 344**

Movement: Running: 12m
Flight: 20m

Cost	Powers	END
100	**Physical-Energy Attacks:** Multipower, 100-point reserve	
7f	**1) Mega-Bolt:** Blast 20d6	20
	Increased Endurance Cost (x2 END; -½)	
8f	**2) Standard Bolt:** Blast 16d6	8
9f	**3) Easy Bolt:** Blast 12d6	0
	Reduced Endurance (0 END; +½)	
9f	**4) Piercing Bolt:** Blast 14d6	9
	Armor Piercing (+¼)	
9f	**5) Smashing Bolt:** Blast 14d6	9
	+1 Increased STUN Multiplier (+¼)	
9f	**6) Pulse-Bolt:** Blast 12d6	9
	Autofire (5 shots; +½)	
9f	**7) Standard Energy Burst:** Blast 12d6	9
	Area Of Effect (30m Radius Explosion; +½)	
9f	**8) Controlled Energy Burst:** Blast 14d6	9
	Area Of Effect (1m Radius; +¼)	
10f	**9) Blinding Energy Burst:** Sight Group Flash 13d6	10
	Area Of Effect (30m Radius Explosion; +½)	

5

33	**Physical-Energy Form:** RKA 1d6	0
	Area Of Effect (personal Surface — Damage Shield; +¼), Constant (+½), Penetrating (+½), Persistent (+¼), Inherent (+¼), Reduced Endurance (0 END; +½); Always On (-½)	
25	**Physical-Energy Form:** Resistant (+½) for 20 PD/30 ED	0
30	**Physical-Energy Form:** Damage Negation (-3 DCs Physical and Energy)	0
10	**Physical-Energy Form:** Power Defense (10 points)	0
50	**Bizarre Physical-Energy Mind:** Mental Defense (40 points)	0
	Hardened (+¼)	
35	**Physical-Energy Form:** Life Support (Total)	0
16	**Hover-Flight:** Flight 20m	2
	Must Remain Within 5m Of The Ground (-¼)	

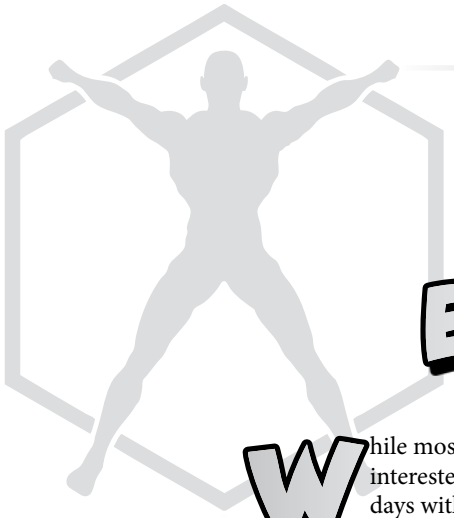
Skills

16 +2 with Ranged Combat

Total Powers & Skills Cost: 394
Total Cost: 738

400 Matching Complications (75)
None (or at least none he's aware of... yet)

Total Complications Points: 0
Experience Points: 413



Malvan Expatriates

While most Malvans are layabouts interested only in ways to fill their days with entertainment and pleasure, not all of them are quite so decadent. Every now and then a Malvan comes along who has his people's ancient drive to do, to learn, to achieve. This usually means leaving Malva for an extended period to become a part of life in the greater Galaxy. Tateklys (see Chapter Three) is one such Malvan; here are some others your PCs might meet sometime.

Attakon

Background/History: Attakon Marrath-ta-Javalka is a member of the royal family, a son of Valzad XIII's great-aunt on his paternal side. He's twelfth in line for the Malvan throne... or at least he was until his phazarian cousin banished him from Malva for two centuries.

There was a time when Valzad and Attakon were good friends. They grew up together, often attending the gladiatorial fights with their friends and playing sports. But as they became older, they drifted apart. Attakon was a dark, intense presence, one whose personality didn't fit well with the more easy-going Valzad. Something about him disturbed even those close to him. With the passing years he became more arrogant and cruel, abusing robots and slaves alike with a free hand and not hesitating to break Malvan law if he felt like it. Only the fact of his royal blood saved him from mental reprogramming to eliminate the negative aspects of his personality.

Then one day he went too far. Forty years ago, not long after undergoing treatments to grant himself superpowers, Attakon angrily slapped one of the Phazor's slaves so hard that the man died of his injuries before the medical robots could reach him. Furious, Valzad imposed one of the harshest punishments under Malvan law: he exiled Attakon from Malva for two centuries.

Angrily declaring that he'd *never* return, Attakon collected devices and personal possessions, got in his star-yacht, and sailed away from the seat of the Helacthiat Throne. In the four decades since then he's traveled the Milky Way, doing what he chooses and living life on his own harsh terms. He's never come closer than a thousand light-years to Malva... and perhaps, in accordance with his vow, never again will.

Personality/Motivation: Attakon is as cold, callous, cruel, and self-interested as any supervillain. In fact, if he were just a *little* more motivated, he could become a highly dangerous villain. As it stands he's simply "casually villainous." If he sees something he wants, he takes it, but he doesn't regularly plan and commit robberies. If someone annoys him or gets in his way, he attacks that person, often injuring them severely to "teach them a lesson," but he doesn't go out of his way to commit assault or murder. If the mood struck him he might take over a planet and rule it for awhile, but conquest and political power aren't his driving interests.

Quote: "Idiots! I am the son of a civilization a million years old, the product of a technology refined over a longer period of time than your pathetic species has been walking upright. You have no chance against me!"

Powers/Tactics: Attakon possesses a grab-bag of superhuman abilities imbued in him by Malvan science. He's super-strong and super-tough. He can project energy beams from his eyes, augment his punches by surrounding his fists with energy, or emit energy from his entire body to hurt anyone who touches him. He can fly and become invisible; he can read and control minds.

Attakon approaches combat as arrogantly as he does everything else. He typically picks out the biggest or most impressive-looking opponent, decides whether a physical or mental attack is the best tactic, and then batters his foe into submission. When that's done he engages the next opponent, and so on. He often uses his invisibility to taunt his enemies or make sneak attacks against them. He's smart and can fight cleverly if he has to, but has never put in the time and effort to develop the tactical possibilities of his wide variety of superpowers.

ATTAKON

Val	Char	Cost	Roll	Notes
40	**STR**	30	15-	Lift 1,600 kg; 6d6 HTH damage [3]
20	**DEX**	20	13-	
20	**CON**	10	13-	
20	**INT**	10	13-	PER Roll 13-
20	**EGO**	10	13-	
20	**PRE**	10	13-	PRE Attack: 4d6
8	**OCV**	25		
8	**DCV**	25		
3	**OMCV**	0		
8	**DMCV**	15		
5	**SPD**	30		*Phases:* 3, 5, 8, 10, 12
20	**PD**	18		*Total:* 20 PD (20 rPD)
20	**ED**	18		*Total:* 20 ED (20 rED)
15	**REC**	11		
80	**END**	12		
15	**BODY**	5		
60	**STUN**	20		**Total Characteristics Cost: 269**

Movement: Running: 18m
Flight: 30m

Cost	Powers	END
60	**Energy Powers:** Multipower, 60-point reserve	
6f	**1) Eyebeams:** Blast 12d6	6
2f	**2) Energy-Powered Punch:** HA +4d6 Hand-To-Hand Attack (-¼)	2
4f	**3) Energy Field:** RKA 2d6 Area Of Effect (personal Surface — Damage Shield; +¼), Constant (+½), Reduced Endurance (½ END; +¼); No Range (-½)	2
15	**Well-Aimed Eyebeams:** Line Of Sight (+½) for Blast 12d6 Extra Time (Full Phase; -½), Increased Endurance Cost (x2 END; -½)	6
60	**Mental Assault:** Mental Blast 6d6	6
60	**Mental Domination:** Mind Control 12d6	6
60	**Mindreading:** Telepathy 12d6	6
20	**Toughness:** Resistant (+½) for 20 PD/20 ED	0
25	**Toughness:** Damage Negation (-3 DCs Physical, -2 DCs Energy)	0
30	**Warrior Unseen:** Invisibility to Sight Group, No Fringe	3
30	**Flying:** Flight 30m	3
6	**Fast Runner:** Running +6m (18m total)	1

Perks

10	Fringe Benefit: Lordship (member of the Malvan royal family)
15	Money: Filthy Rich

Talents

3	Striking Appearance +1/+1d6

Skills

30	+3 with All Combat
3	Breakfall 13-
3	Charm 13-
1	Computer Programming 8-
3	Deduction 13-
1	Electronics 8-
2	KS: Malvan History And Civilization 11-
1	Mechanics 8-
3	Persuasion 13-
1	SS: Robotics 8-
3	Stealth 13-
1	Systems Operation 8-

Total Powers & Skills Cost: 458

Total Cost: 727

400 Matching Complications (75)

10	**Hunted:** Phazor Valzad XIII (Infrequently, Mo Pow, NCI, Watching)
20	**Psychological Complication:** Callous And Cruel; Cares Only About Himself (Common, Total)
5	**Social Complication:** Banished From Malva For 200 Years (Infrequently, Minor)

Total Complications Points: 35

Experience Points: 367

5

In addition to his powers, Attakon has a well-equipped (and armed) Malvan space yacht and whatever other Malvan technology you'd like him to have for a particular scenario. (He's even taught himself a little about building and maintaining his equipment.) Given the nature of Malvan technology, you can assume that this significantly increases his power, and the danger he poses to others, if necessary. On the other hand, if he were to let Malvan technology (particularly weapons) fall into non-Malvan hands, the Phazor would probably become angry enough with him to have him executed, a punishment not invoked on Malva for millennia. (He'd also hunt down and retrieve all such "lost" devices from their current "owners.")

Campaign Use: While Attakon isn't strong enough to take on most superhero teams singlehandedly (absent the use of Malvan technology, as described above), he should be tough enough to give one or two of them a challenge, or maybe serve as a master villain to a low-powered team. You can increase his power by giving him more Damage Negation, STR, or SPD if necessary (or, again, provide him with an arsenal of Malvan hyper-technology); if he needs to be weaker, remove some or all of his Combat Skill Levels.

Attakon's connection to the Phazor may complicate the PCs' ability to cope with him. While he's not exactly a favorite of Valzad's, the Phazor retains enough affection (and concern) for him to keep an eye on him. Even though Attakon is often a problem for him he probably wouldn't take kindly to anyone seriously hurting (or killing) him. Stopping him from harming others is fine, even encouraged, but taking matters too far will likely earn the Phazor's wrath.

Appearance: Attakon is a tall Malvan with the aquiline good looks and red-brown hair and eyebrows characteristic of close relatives of the Phazor. Except for his face, neck, and a strip down his spine and the center of his chest about a handspan wide, his entire upper body is dyed "outer space black" (*i.e.,* a deep black with tiny white points of light representing stars and other astronomical features). He wears deep blue pants, a golden sash that hangs down his left leg, and stylish black boots.

Athulos Starheart

Background/History: Malvan literature and mythology, particularly from the pre-war period, often features a type of character known as a *thalusco.* The closest way to express this in Human terms would probably be something like "lovable rogue," "daring, seductive adventurer," or "golden-hearted thief"; a thalusco can be all of that and more. The concept of the picaresque character also comes close, though thalusca aren't usually from the lower classes like the classic picaro.

Athulos Shain, a Malvan of but two hundred years, fell in love with thaluscan literature at an early age. He became so obsessed with it that it finally occurred to him to become a thalusco himself! There were no more opportunities for adventure like that on Malva, so he decided to travel out among the stars to conduct his daring exploits. After the manufacturing robots built the devices he needed, in best thaluscan fashion he stole a starship, christened himself *Athulos Starheart,* and set off in search of opportunities for bold deeds.

Personality/Motivation: Although he's a wanted criminal on dozens of worlds, Athulos isn't really a hardened villain at all. His crimes are almost always elaborate thefts or con games, often involving a beautiful woman he wants to seduce, and he goes to great lengths to ensure that no one suffers physical injury. If possible the target is someone who definitely deserves to be robbed, and anyone who suffers for the theft also had it coming. Athulos uses the proceeds to keep his starship and men in good shape (he prefers to live in the lap of luxury, after all, being Malvan), or gives them away to people in need. He'll fight if cornered, cleverly and ruthlessly if need be, but prefers to rely on his wits and Malvan technology to avoid (or run from) confrontations.

Athulos's great weakness is that of most thalusca: beautiful women. He'll stop in mid-crime to romance a female he finds attractive, risk everything to kidnap some gorgeous girl, or focus his efforts in a fight more on impressing a female combatant than winning the battle.

Quote: "Ho! Hands off the alarm, goodman, or my sword will make you regret such hasty heroics. Remain calm and no one shall suffer harm. And who is this lovely lady standing next to you?"

Powers/Tactics: Partly through training and partly through years of experience, Athulos is a pretty competent thief, able to pick locks, foil security systems, and pick pockets. In combat he relies on the classic thalusca weapon, a single-edged dueling sword, but his has a hyper-tech twist. The blade is only a molecule thin and strengthened with an energy field so it can cut through nearly anything, and can also project an energy blast or "cut through" infraspace to allow him to teleport. His vest generates a protective force-field, but beyond that Athulos has the traditional thaluscan luck to see him through adversity.

ATHULOS STARHEART

Val	Char	Cost	Roll	Notes
20	**STR**	10	13-	Lift 400 kg; 4d6 HTH damage [2]
20	**DEX**	20	13-	
18	**CON**	8	13-	
18	**INT**	8	13-	PER Roll 13-
18	**EGO**	8	13-	
20	**PRE**	10	13-	PRE Attack: 4d6
7	**OCV**	20		
8	**DCV**	25		
3	**OMCV**	0		
6	**DMCV**	9		
5	**SPD**	30		*Phases:* 3, 5, 8, 10, 12
10	**PD**	8		*Total:* 25 PD (15 rPD)
8	**ED**	6		*Total:* 23 ED (15 rED)
8	**REC**	4		
50	**END**	6		
14	**BODY**	4		
42	**STUN**	11		**Total Characteristics Cost: 187**

Movement: Running: 15m
Teleportation: 55m
Flight: 12m
Swinging: 20m

Cost	Powers	END
45	**Hyper-Rapier:** Multipower, 90-point reserve All OAF (-1)	
3f	**1) Energized Monomolecular Blade:** HKA 2d6 Armor Piercing (x2; +½), Penetrating (x2; +1), Reduced Endurance (0 END; +½); OAF (-1), No Knockback (-¼), No STR Bonus (-½)	0
4f	**2) Pulson Beam:** Blast 12d6 No Range Modifier (+½); OAF (-1), 16 Charges (-0)	[16]
4f	**3) Dimensional Slice:** Teleportation 55m, Position Shift Reduced Endurance (0 END; +½); OAF (-1)	0

Martial Arts: Malvan Fencing

	Maneuver	*OCV*	*DCV*	*Damage/Effect*
4	Avoidance	—	+5	Dodge, Affects All Attacks, Abort
4	Charge	+2	-2	Weapon +v/10; FMove
4	Disarm	-1	+1	Disarm, 30 STR Disarm roll
5	Lunge	+1	-2	Weapon +4 DC
4	Parry	+2	+2	Block, Abort
4	Riposte	+2	+2	Weapon +2 DC, Must Follow Block
5	Slash	+2	+1	Weapon
5	Takeaway	+0	+0	Grab Weapon, 30 STR to Take Weapon Away
5	Thrust	+1	+3	Weapon

45	**Protective Vest:** Resistant Protection (12 PD/12 ED) Hardened (+¼)	0
18	**Boot-Jets:** Flight 12m Reduced Endurance (0 END; +½)	0
8	**Concealed Swingline Bracer:** Swinging 20m IIF (-¼)	2
30	**Thalusco's Luck:** Luck 6d6	0

Perks

15	Money: Filthy Rich

Talents

6	Combat Luck (3 PD/3 ED)
3	Striking Appearance +1/+1d6

Skills

16	+2 HTH
3	Acrobatics 13-
3	Breakfall 13-
3	Charm 13-
1	Computer Programming 8-
3	Conversation 13-
1	Electronics 8-
3	KS: Malvan Literature 13-
3	Lockpicking 13-
1	Navigation (Space) 8-
3	Persuasion 13-
3	Security Systems 13-
3	Sleight Of Hand 13-
3	Stealth 13-
1	Systems Operation 8-
2	WF: Common Malvan Melee Weapons

Total Powers & Skills Cost: 273

Total Cost: 460

400 Matching Complications (75)

15	**Hunted:** Star*Guard (Infrequently, As Pow, NCI, Capture)
20	**Psychological Complication:** Code Versus Killing (Common, Total)
15	**Psychological Complication:** Swashbuckling Thrill-seeker; Loves A Daring Challenge (Common, Strong)
15	**Psychological Complication:** Skirtchaster; Sucker For A Pretty Face (Common, Strong)

Total Complications Points: 65

Experience Points: 70

If he's unable to avoid or escape a fight, Athulos fights with cleverness and flair. He's skilled at using the environment to his advantage, and also relies on his Teleportation for a fighting edge — he "pops" behind a target to get the drop on him. Given the lethality of his blade, he often resorts to his Blast or a *Club Weapon* Maneuver to avoid inflicting deadly wounds.

Campaign Use: Athulos is a great starfaring opponent for lower-powered or lighter-hearted groups of superheroes. He can show up anywhere in the Galaxy you need him to, and is a wily opponent no matter how strong the PCs' superpowers. He's also a potential romantic interest for lovely superheroines... or villainesses.

To make Athulos a tougher opponent, increase his SPD to 6 and his Resistant Protection to the point the PCs have difficulty hurting him. Of course, you can also supply him with any Malvan gadget he needs (though since he stole the *Heart's-Fire,* he can't just go back to Malva anytime he wants; he has to plan his visits carefully and sneak in). To weaken him, remove his Malvan Fencing and reduce his Luck do 3-4d6.

Appearance: Athulos is a Malvan with golden skin and hair and eyebrows he dyes blue. He typically wears garb in keeping with his preferred picaresque image: a loose purple long-sleeved shirt, a brown vest with gold embroidery and metallic highlights, and black pants and boots. He often carries a silver hyper-Malvan-tech "space rapier" as his preferred weapon.

THE *HEART'S-FIRE*

Athulos Starheart's ship, named the *Heart's-Fire,* is relatively small by Malvan standards — only about a kilometer long and half that wide. He's redesigned it, giving it a far more baroque, thaluscan look than the typical utilitarian Malvan ship. It can reach speeds of one light-year per minute, though a cruising speed of one light-year per 3-5 minutes is more common. It's equipped with light getha-beam weapons (RKA 15d6, 200 million kilometer range), powerful force-fields and deflector rays, some powerful electronic warfare systems, and a variety of other clever devices.

Athulos's crew consists of aliens from dozens of species. Besides being oxygen-breathers, the one thing they share is their captain's attitude. They're all in it for the money and the adventure, not because they're looking for a chance to be violent or cruel. The first mate, a mysterious Odrugaran known only as Blue (from the color of his hair), keeps the other crewmen in line with even-handed discipline... and some rather odd psionic powers.

TELXAXARES

Background/History: Telxaxares Qonor lived for centuries on Malva, content to do what other Malvans did: watch the gladiatorial games; go to parties; play in the holo-chambers; and amuse himself any other way he wanted to. But one day, after watching a particularly intense gladiatorial bout and seeing the elation on the winner's face, Telxaxares realized there was something missing in his life. He'd never *done* anything, really, or *accomplished* anything — never felt what he saw on that gladiator's face.

The months passed, and these thoughts continued to prey on his mind with increasing frequency. He finally decided the only way to exorcise this particular demon was to give in to it, to *do* something. As he considered this, he realized that he wanted to do what his ancient ancestors had done: explore new lands, overcome their challenges, conquer those who lived there, and guide them to a better life.

After having the medical robots induce some superpowers in him and equipping his star-yacht with all the devices and supplies he thought he might need, Telxaxares set out into the Milky Way in search of adventure. After several amazing (and sometimes harrowing) experiences, he finally found what he was looking for. The planet Salgandarond was a terrestrial world, similar to Malva (or Earth) in most respects. The green-skinned natives possessed a medieval-to-Renaissance level technology and cultures, and had a strong tradition of mysticism and magic. Presenting himself as a wizard of immense power, Telxaxares quickly conquered Salgandarond, brushing aside attacks from the natives' hand weapons and primitive cannon with ease.

In the two decades since then, Telxaxares has ruled Salgandarond as the unquestioned *Ang'tang'lq* (roughly meaning "Sorcerer-God-King"). His every word is law to his subjects, and in many respects he's "gone native," adopting certain Salgandan customs and fashions as his own. He's also developed a real taste for power and authority, and will deal harshly with anyone who threatens his current lifestyle... such as meddling Human superheroes.

Personality/Motivation: Telxaxares Qonor is far from the ordinary Malvan he once was. That easy-going man has been replaced with a disciplined, authoritative, and often arrogant and harsh planetary ruler who uses Malvan technology to make it seem as if he has magic powers. He's deliberately kept the Salgandans from advancing culturally or technologically in most respects while using his powers to keep them safe and well-fed, and thus mostly content. However they feel about him now, ultimately the Salgandans would be better off without him in the long run.

Telxaxares's actions over the past twenty years may not have directly violated the Phazor's long-standing edicts about not giving Malvan technology to less-advanced species (see page 111), but at the very least they skirt the edge of such regulations. As a result Telxaxares does *not* want word of what he's done/doing to get back to Malva. He'll do whatever he has to, up to and including murder, to keep his secret.

Quote: "We welcome you into the presence of the ruler of all Salgandarond."

Powers/Tactics: Telxaxares has undergone Malvan treatments that make him stronger, faster, and significantly tougher than he was when he lived on Malva. Additionally, he carries a wide variety of small, concealable Malvan gadgets, some of which can instantly reconfigure themselves in accordance with his telepathic instructions. These devices make him seem like an immensely powerful sorcerer to the Salgandans, who obey him unquestioningly for fear of his power (and because he does, in fact, look after them in many ways).

Although he's learned a bit about military action from reading history and fighting the Salgandans, Telxaxares is no warrior. He prefers to avoid combat entirely. If he has to fight, he'll use Malvan weapons; if for some reason they're not enough, he'll use his gadgets to flee the scene.

Campaign Use: Telxaxares can serve as a potential planetary overlord for PC groups who aren't yet ready to face the likes of Xarriel (see page 2512). You could even expand his power to make him more of a cosmic overlord who rules several inhabited systems rather than a single medieval-level planet.

To make Telxaxares tougher, give him more innate superpowers: STR 30; some Damage Negation; some Mental Powers (particularly Mind Control). To weaken him, remove the *Cosmic* (+2) Advantage from his Variable Power Pool so that he has to spend some time (at least a Half Phase) changing the gadgets in his Pool.

Appearance: Telxaxares is an old, cagey Malvan with gold skin and white hair and eyebrows. As the unquestioned overlord of the planet Salgandarond, he wears white and purple robes of office and the golden Salgandan Crown; he also carries the matching Salgandan Scepter.

TELXAXARES

Val	Char	Cost	Roll	Notes
15	**STR**	5	12-	Lift 200 kg; 3d6 HTH damage [1]
18	**DEX**	16	13-	
18	**CON**	8	13-	
20	**INT**	10	13-	PER Roll 13-
20	**EGO**	10	13-	
25	**PRE**	15	14-	PRE Attack: 5d6
7	**OCV**	20		
7	**DCV**	20		
7	**OMCV**	12		
7	**DMCV**	12		
5	**SPD**	30		*Phases:* 3, 5, 8, 10, 12
12	**PD**	10		*Total:* 24 PD (12 rPD)
12	**ED**	10		*Total:* 24 ED (12 rED)
8	**REC**	4		
40	**END**	4		
10	**BODY**	0		
40	**STUN**	10		**Total Characteristics Cost: 196**

Movement: Running: 12m
Flight: 12m

Cost	Powers	END
220	**The "Magic" Of Malvan Gadgetry:** Variable Power Pool, 100 Pool + 100 Control Cost Cosmic (+2); Focus (all slots must have at least -¼ worth of this Limitation; -¼)	var
30	**Miniature Infrashunt Power Supply:** Endurance Reserve (120 END, 12 REC) IIF (-¼), Only Applies To VPP Gadgets (-0)	0
8	**Tough Skin:** Resistant (+½) for 8 PD/8 ED	0
29	**Force-Field-Strengthened Robes Of Office:** Resistant Protection (12 PD/12 ED) IIF (-¼)	0
14	**"Mystic" Powers Of Levitation:** Flight 12m Reduced Endurance (0 END; +½); IIF (concealed flight-belt; -¼)	0

Perks

15	Fringe Benefit: Unquestioned Ruler Of All Salgandarond
15	Money: Filthy Rich

Talents

3	Striking Appearance +1/+1d6
20	**Implanted Translator:** Universal Translator 13-

Skills

12	+1 Overall
2	Bureaucratics 10-
3	Charm 13-
3	Deduction 13-
2	KS: Malvan History 11-
2	KS: Salgandan History 11-
3	Oratory 13-
3	Persuasion 13-
1	Riding 8-
1	Tactics 8-

Total Powers & Skills Cost: 386
Total Cost: 582

400 Matching Complications (75)

15	**Psychological Complication:** Arrogant And Authoritative; Determined To Rule And Preserve His Power (Common, Strong)
15	**Psychological Complication:** Wants To Keep His Activities Secret From The Phazor And The Rest Of Malva (Uncommon, Total)

Total Complications Points: 30
Experience Points: 227

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CHAPTER SIX

THE HZEEL:
BLUE SKINNED INVADERS

THE HZEEL

A species of short, blue-skinned aliens who control a small interstellar empire rimward and somewhat antispinward from Earth, the Hzeel are a significant alien threat to Earth... but no Human's ever heard of them.

HZEEL BIOLOGY

Hzeel (the term is both singular and plural) are humanoids with bluish-grey skin and large red eyes that are particularly adept at gathering even the smallest amount of ambient light (making it easy for them to see at night). Although warm-blooded, they are not mammalian. They evolved from a quasi-reptilian, vaguely jackal- or hyena-like creature, a fact that their social biologists believes explains the average Hzeel's preference for being near (and working with) other Hzeel. (Cynics, and aliens who don't care for the Hzeel, claim it also explains the species's penchant for scavenging and theft.)

The average Hzeel male is 1.2 meters tall, the average female just 0.1 meter shorter; a Hzeel 1.5 meters tall is regarded as gigantic. Despite being on the short end of the galactic height scale, they're often as strong or stronger than Human-sized species and have notably quick reflexes as well.

Hzeel have four fingers and four toes. Between this and the fact that Hzeel hands are significantly smaller than Humans', Humans may have trouble using some Hzeel devices, and vice-versa (-1 or worse penalties to relevant Skill Rolls and/or OCV).

The Hzeel cannot have superpowers naturally (or at least, no example of a superpowered Hzeel has ever been known to exist). They can, however, be highly trained or use super-technology.

Hzeel minds are sufficiently different from Human minds that they cannot be affected by Mental Powers which target the Human class of minds. Affecting them psionically requires powers that work against the Alien class of minds.

REPRODUCTION AND LIFESPAN

Hzeel reproduction is somewhat odd by the standards of most sentient species. The eggs are fertilized through sexual contact similar to that of mammalian species, but a month later are laid by the female in clutches of two to four in a reptilian fashion. If properly cared for (which includes keeping them at a temperature of about 32° Celsius), the eggs typically hatch in 6-7 months. The mother feeds the infants regurgitated food for about a year, then transitions them to ordinary soft foods.

Compared to most sentient species the Hzeel have relatively short lifespans — 60 years on average for males, slightly longer for females. Skeletal growth in the form of numerous small spurs and nodules occurs throughout life, giving most aged Hzeel a gnarled appearance. In compensation for these drawbacks, they heal rapidly. Their bodies can repair in weeks injuries that plague other humanoids for months, and can even regenerate lost limbs.

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HZEEL TEMPLATE

Cost	Ability
4	+2 DEX
-2	-2 BODY
10	+2 DCV
5	**Hzeel Eyes:** Nightvision
4	**Hzeel Eyes:** +2 PER with Sight Group
7	**Hzeel Regeneration:** Regeneration (1 BODY per Week), Can Heal Limbs

Total Cost Of Template Abilities: 28

Value Complications

None

Total Value Of Template Complications: 0

What Humanity Knows About the Hzeel

Humanity knows virtually nothing about the Hzeel, not even that they exist. (Ironclad can't tell them anything because the Perseids hadn't encountered the Hzeel before he left Dorvala; he'd be shocked to discover his people are involved in an interstellar war.) Asof 2011, no Human superhero has ever encountered a Hzeel.

However, Humanity has unknowingly had a small amount of contact with the bluish-skinned aliens. The Hzeel have been scouting Earth for some time, preparing to invade and conquer it to use as a forward base in their war against the Perseids. On several occasions pilots have lost control of scout ships and crashed. Fortunately for the Hzeel none of these crashes have ever attracted the attention of any Human authorities, but some Hzeel technology and biomaterial has fallen into specific Human hands. Specifically:

- the Warlord's armor and other technology derive in part from a crashed "Blueboy" (Hzeel) ship that he recovered in Africa in 1991 (see CV1 260). He'd love to acquire more Blueboy devices or systems; in fact he might consider it "his" by default and take it from anyone else who has it.
- Howler's powers derive from a melding of her flesh with a Hzeel device she took from the same ship the Warlord found in 1991 (see CV3 160). Exposure to Howler's device caused mutagenic changes in Dr. Kay Churchwell, who developed sonic powers herself and became the superheroine Dr. Vox, a member of the Sentinels. Similarly, Warcry got his sonic powers from having Hzeel communications technology implanted in his body (see CV3 266).
- Oculon's powers derive from Hzeel eyes implanted into his body by Dr. Philippe Moreau (see the *VIPER* sourcebook). VIPER obtained the nearly-intact Hzeel corpse that Moreau used (and still possesses) from the wreckage of another scout ship that crashed in central Asia. (Unfortunately for VIPER, unlike the crash that the Warlord found this one virtually destroyed the ship, leaving little technology for the snakes to study.)
- the Lodge, a rampaging monster that sometimes plagues Canada, was created by the master geneticist Teleios partly from the genetic material from a telepathic predator native to a Hzeel colony world. The Warlord gave Teleios the alien biosamples in partial payment for a platoon of the Perfect Man's cloned soldiers. Teleios still has some of it but knows nothing about the "Blueboys."

Human-Hzeel Biocompatability

Hzeel and Human biomaterial are partly compatible, but often interact in strange ways. For example, implanting Hzeel eyes in Oculon's Human body gave him the power to project beams of energy from his eyes, despite the fact that neither Hzeel nor Human can ordinarily do this. Detailed experimentation might reveal a method to this madness, though it's unlikely anyone will ever think to study this or have the opportunity to.

Characters using Human medicine and medical technologies on Hzeel suffer a -2 penalty to all relevant Skill Rolls, and vice-versa, unless the GM rules otherwise. For example, a heart monitor would probably work the same on either species, but a vaccine would suffer the penalty.

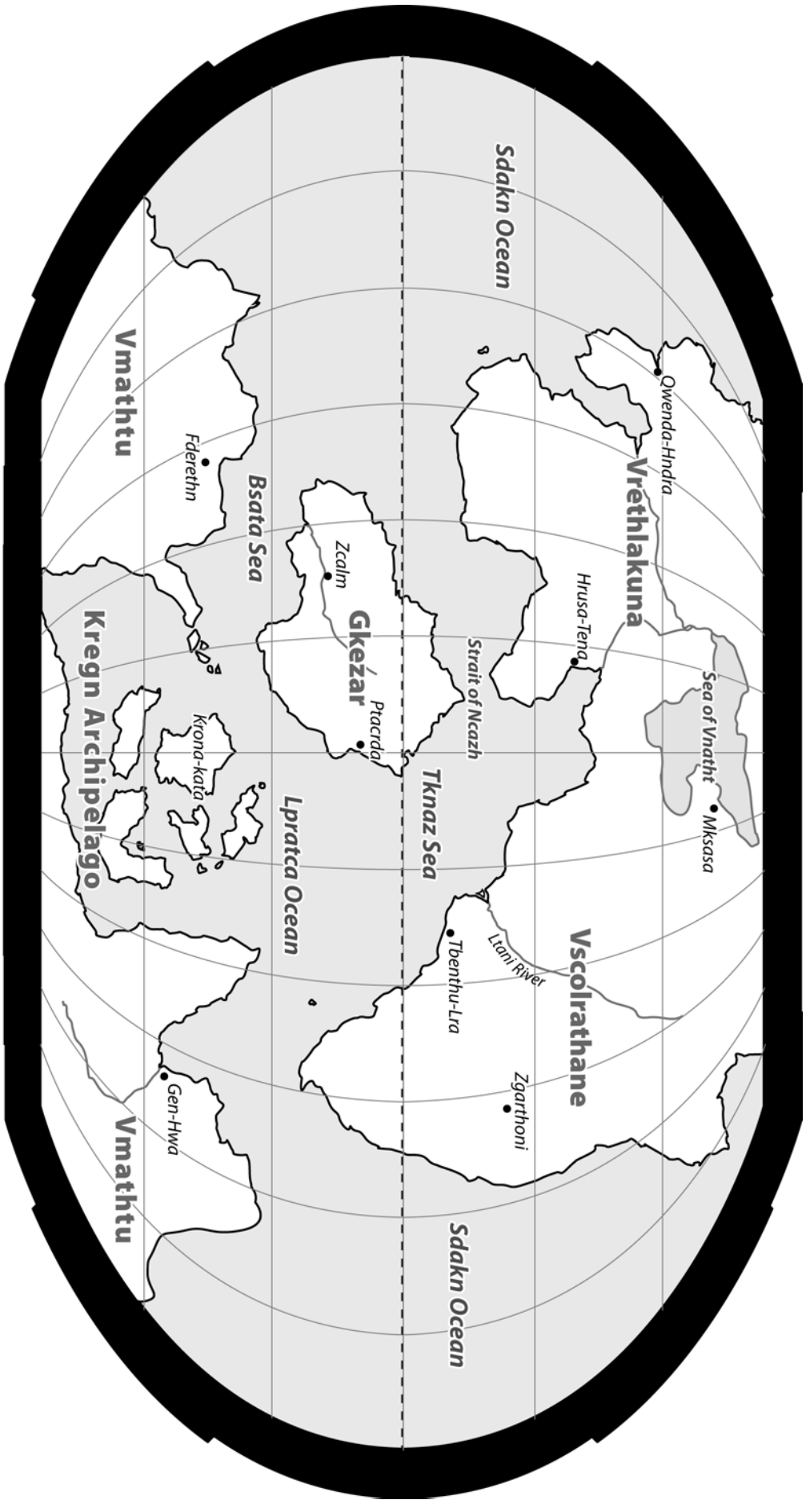
Zeel, The Hzeel Homeworld

Zeel is an Earth-like planet that's slightly smaller than Earth itself, with 0.85 G gravity. It's the fourth planet of an eleven-planet system orbiting a F3V (yellow-white) star the Hzeel call Tlon. The day is 26 Human hours long. The three inner worlds are rocky, atmosphereless bodies unsuitable for anything except mining; the fifth planet is sufficiently terrestrial to support several partly-domed Hzeel colonies; the remaining planets are all gas giants (one of which has two moons large enough to support small mining colonies).

Zeel's northern hemisphere is a mega-continent consisting of the continents Vrethlakuna and Vscolrathane, which are separated by the enormous inland Sea of Vnatht. The southern hemisphere consists of the small continent Vmathtu, the even smaller island-continent of Gkezar, and the extensive Kregn Archipelago. Numerous smaller island groups exist around the world.

Zeel is heavily settled — indeed, extremely overcrowded everywhere but the polar regions (which are still much more densely inhabited than Earth's). Mega-metropoli like Tbenthu-Lra, Gen-Hwa, and Hrusa-Tena cover tens of thousands of square kilometers, then gradually give way to somewhat less populated areas but rarely to anything a modern Human would consider a true "suburb." Efficient mass transit systems (primarily high-speed railroad-like devices and air travel networks) cover nearly the entire planet; it's possible for an Hzeel in, say, Zgarthoni to get on a "train" and be in Qwenda-Hndra on the other side of the world in about three hours.

Like Earth, Zeel has just one moon, which the Hzeel call Mkori. It supports several mining colonies.


Zeel
Sdakn Ocean
Vrethlakuna
Qwenda-Hndra
Hrusa-Tena
Sea of Vnatht
Mksasa
Vscolrathane
Ltani River
Tbenthu-Lra
Zgarthoni
Sdakn Ocean
Strait of Ncazh
Tknaz Sea
Lpratca Ocean
Gkezár
Zcalm
Ptacrda
Bsata Sea
Fderethn
Vmathtu
Kregn Archipelago
Krona-katá
Gen-Hwa
Vmathtu

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HZEEL HISTORY

Modern Hzeel evolved from their more primitive ancestors approximately 60,000 years ago, with the first recognizable civilizations — the Rcur Empire of the Ltanl River delta region and the so-called "Green Ship People" of the Kregn Archipelago — emerging roughly 12,000 BC. Early Empires rose and fell over the ensuing millennia; the greatest of these was the Hrusarese Empire that dominated most of Vrethlakuna and Gkezar for several centuries in the first millennium BC.

The Hzeel achieved a Renaissance level of technology around 900 AD. At that time, and for centuries thereafter, the planet remained balkanized, with prominent extended families dominating the political, economic, and social life of the various nation-states, cities, and regions. The first move toward a unified planet was the emergence of the Pgedda super-state that covered much of Vmathtu around 1500 AD. The Pgeddanese were able to influence political and economic policy around the world (thanks in part to their large military and willingness to use it to intervene in local affairs given practically any excuse), and their cultural traditions and creations soon became prominent all over Zeel. Pgedda fell to economic and social collapse in what Humans would call the 1780s and was chopped up into pieces by then-stronger neighbors, but it had sown the seeds of world unification.

A series of wars in the 1850-1900 era both spurred technological development and finally led to the creation of a world government under the auspices of the mighty Hlajucht clan, which remains the most powerful family on Hzeel today. This period also saw the Hzeel first leave their planet to explore their moon and solar system. Given their aggressive tendencies, they soon militarized space, using armed starships and orbital weapons to create yet another front in their seemingly-incessant conflicts.

RECENT HZEEL HISTORY

The past century of Hzeel history has been marked by several trends. First, the Hzeel as a species have become more unified. Intra-species conflicts still exist — they're inevitable on an overcrowded planet peopled by a species as aggressive, irrascible, and proud as the Hzeel tend to be — but they're very minor things compared to the enormous, decades-long wars of centuries past. Today's Hzeel battles are far more likely to be fought in the marketplaces and the courts than with blades and guns on the battlefield.

Second, the Hzeel have continued their space exploration, developed early FTL drives for their starships, and explored or conquered other systems. As of 2011 they have a small empire that includes the Prylenish and the Solemnids. The Hzeel drive into space has mainly been forced by population pressures. Having large families is the norm on Zeel (see below), so the planet long ago became overcrowded. Since plagues, famine, and destructive wars no longer relieve population pressure, the Hzeel send their sons and daughters out into space to find new worlds to live on... even if they have to take those worlds from other species.

THE SOLEMNID WAR

The Hzeel first encountered a rival species in the Human year 1975, when a humanoid species called the Solemnids (see page 282) intruded into Hzeel space. The Solemnids controlled a large region of space rimward and slightly spinward from Hzeel space and were in an expansionistic phase. While their technology and ships were slightly better than the Hzeels', the Solemnids don't quite have the Hzeel aggressiveness and unwillingness to quit no matter what the odds. Over three decades of intermittent warfare (since neither species possessed FTL drives fast enough to allow for continuous conflict), the Hzeel slowly but surely overcame their initial defeats and reversed the course of the war. Angered by atrocities committed against Hzeel personnel early in the war, the Hzeel brutally dealt with defeated Solemnid worlds, oppressively conquering and ruling some while leaving less desireable worlds as smoking ruins.

The Battle of Solemnis in 1999 shattered the largest remaining Solemnid fleet and left the Solemnid homeworld open to conquest. Although a few tiny, pathetic remnants of the Solemnid military machine exist and occasionally emerge from hiding to strike a blow against their hated enemy, the parts of Solemnid territory nearest Hzeel space are now firmly a part of the Hzeel Empire, and the Solemnids themselves exploited, second-class citizens. (The rest of Solemnid space lies nearer Perseid territory and has been claimed by the Perseids during their own war with the Hzeel, though at present they have only a token force there and little way to enforce their will, leaving the region a mostly-lawless backwater. The Perseids have also offered whatever support and assistance they can to the Solemnid partisans, much to the anger of the Hzeel.)

THE PERSEID WAR

The fighting with the Solemnids hadn't even ended before the Hzeel got involved in another low-scale war — one that has yet to end as of 2011. In 1997 as the most daring Hzeel explorers and traders were pushing as far spinward as their drives would allow, similarly adventurous Perseids were doing the same thing to antispinward of Perseid space. Initial contact between the two species was warily friendly, but infrequent diplomatic exchanges soon led to declarations of war when it became apparent that both species wanted the same systems — and both had similar long-term plans for the "southern" part of the Milky Way Galaxy.

Since neither the Hzeel nor the Perseids possess FTL drives capable of traversing space between their respective territories quickly, the Hzeel-Perseid War has become a long, drawn-out, strategic affair. Each side sends fleets of ships out to war that arrive at their front months later only to discover the course of the war has shifted. Captains and admirals in the field are often forced to rely on their own judgment with spotty intelligence, so strategies may not evolve as the high command on Zeel or Dorvala intends.

In over a decade, the course of the war has shifted twice. The Perseids in effect declared war by attacking a Hzeel trading expedition, taking the survivors prisoner, and claiming several systems the Hzeel had explored. Since it took time for word of this to get back to Zeel, the Perseids were able to press their initial advantage for further gains. Only a major effort by the Zeel military (including diverting a fleet away from a major attack on Solemnis, delaying the end of that war for nearly two years) was able to halt the Perseid advance. Hzeel daring and aggressiveness then shifted the advantage, with many of the Perseid gains being erased or counteracted in other sectors. The Hzeel had the advantage of momentum until 2006, when a major Perseid push established a certain level of equilibrium that remains to this day.

The distance between the two combatants and the problems it causes have been a major factor in the war, so both sides have been looking for ways to eliminate that difficulty for years. The Perseids have focused on establishing military outposts in uninhabited systems, but they can never get one to the point where it's big enough to become a major staging point before the Hzeel locate it and destroy it. The Hzeel, after several failed similar efforts, have set their sights on a bigger prize: Earth.

The planet Earth is roughly halfway between Zeel and Dorvala. The Hzeel first scouted it in 1990, and it's ideally located to serve as a forward base/fortress planet from which the Hzeel can direct their war effort more efficiently. Unfortunately it's heavily inhabited (albeit balkanized) by a species which is probably less than a century behind the Hzeel technologically... and worse, which possesses a large number of superhumanly powerful individuals. The Hzeel think these superhumans, too, could be a valuable strategic asset, if only they can be controlled. To that end, for years now Hzeel scout ships have spied covertly on Earth, taking the greatest of care not to be detected while gathering information on Earth in general, and her superhuman protectors in particular.

The Hzeel high command hasn't settled on a final plan for Earth yet. A majority of the officers want to simply stage an invasion and overwhelm Humanity with superior force and weaponry. But a minority remain deeply concerned about Earth's superheroes. They'd prefer to neutralize them somehow before attacking Earth. Ideas they've considered include creating a false crisis far from Earth to lure superheroes away from home, secretly aiding (or teaming up with) a major supervillain (or villains) and using him as their stalking-horse, or tailoring some sort of bio-weapon to attack superpowered Humans. Discussions continue, but rising fears that the Perseids may try to ally themselves with Humanity, or launch their own invasion, may spur the Hzeel to act soon.

The recent arrival of Qularr and Gadroon forces has caused the Hzeel to rethink some elements of their plan. They don't believe either species is powerful enough to overcome Humanity as things now stand... but studying what they do and how the Earthlings react will yield valuable intelligence. Additionally, either species's attack might weaken Earth's defenses. So as long as either the Gadroon or the Qularr seem to be making some sort of progress in their war with Humanity, the Hzeel are content to watch, wait, and learn.

HZEEL SOCIETY

As with most sentient species — particularly those strong enough to create and maintain empires — the Hzeel have a complex, vibrant culture that's difficult to summarize. If one had to describe the Hzeel civilization in general terms, two traits in particular spring to mind.

First, the Hzeel are *busy.* Aggressive, ambitious, and competitive, they're constantly doing things, looking for an angle, and searching for that next big opportunity. There are so many Hzeel that one who doesn't move with the social pace simply gets trampled and left behind, metaphorically speaking. If there's one thing that's dear to the Hzeel heart, it's advancement, advantage, and influence — whether that's getting a better job, obtaining political office, or becoming rich.

Second, by the standards of Humans and most other sentient species, the Hzeel are *corrupt.* They don't consider it corruption, of course — to them, it's the way things are, and should be, done, even if there's a law on the books that says otherwise. (After all, that law was just passed by some other Hzeel as a way of exerting influence and extorting money from less powerful Hzeel; it's "the same person in a different suit of clothes," as the Hzeel would say.) Any Hzeel who wants anything from another Hzeel who's not a close relative or friend is going to have to pay for it, whether in cold, hard *dzebeks* (the Hzeel currency), return favors, or something else. A Hzeel who has the slightest shred of influence or power uses it to extort money and resources from others (sometimes subtly, sometimes less so).

HZEEL GOVERNMENT

The Hzeel have a unified world government that's nominally a democracy. While it's true that every Hzeel gets to vote to say who should hold the important positions in the planetary government, democracy on Zeel is as corrupt as anything else. Everyone's vote is for sale, some way, somehow, and no Hzeel politician thinks twice about trying to buy it. None of them try to hide this. After all, getting caught isn't what concerns them, since no Hzeel really cares about the situation unless he's using the anti-corruption laws to put pressure on a politician. What keeps a Hzeel politician awake at night is trying to figure out ways to ensure that a voter *stays* loyal once bought.

The Hzeel formally refer to their planetary leader as the "First Minister," but typically use the term *Khro Dmavo* ("Major Boss") instead. Lesser figures — the dozens of Ministers who serve in the Major Boss's cabinet, the generals and admirals of the military, regional administrators, and so on — are referred to as lesser degrees of "boss." The most powerful local officials, such as mayors and ward leaders, are known just as "Boss," and to outsiders it wouldn't always be clear with Boss actually runs things in a city or province. The Hzeel know, though — they can sense the shift of power and influence on the wind the way a bloodhound follows a scent.

The current Major Boss is Bvekro, who's also the leader of the enormous Sgadonda clan and amassed a huge fortune in business before getting into politics. A Hzeel's Hzeel, he can shift from gladhanding camaraderie to brass knuckles intimidation in a heartbeat, and he *always* gets his way. With ten wives and over a hundred children (about half of whom are grown and work for him in some capacity) his social life is as busy as his professional. Nevertheless, widely-believed rumors claim he still finds time to have affairs with pretty much every female member of his cabinet.

THE HZEEL EMPIRE

Besides their own homeworld, the Hzeel control an empire of several dozen star systems and their attendant planets. Most of these worlds are uninhabited, of course (except perhaps for an Hzeel colony), but three sentient species fall under Hzeel rule. The first are the Prylenish, who call their world Sha-Prylen. A peaceful people easily conquered by the Hzeel, they often serve their imperial masters as clerks and other minor governmental functionaries. See page 276 for more information about them.

The second, the Solemnids, are definitely not peaceful. Ever since being conquered by the Hzeel in 1999 (see above) they've continued to resist and strike back at their oppressors however they can. The Hzeel military devotes significant resources to keeping the Solemnids from rebelling or causing other trouble. Solemnis and its former colony worlds are rich in resources, though, making it worth the effort to keep them in the Empire.

The third species inhabit a world the Hzeel call Jgalth IV. The Jgalthi are green-skinned humanoids with both reptilian and avian characteristics. They have a "Dark Ages"-level technology and regard the Hzeel as gods who descend from the sky in strange, floating palaces to demand tribute. So far the Hzeel haven't done much with Jgalth IV, since their attentions are better occupied elsewhere, but the time may come when they decide to exploit this pristine world more thoroughly.

The Hzeel Military

The Hzeel have a large, active military — not surprising, given that they recently finished one interstellar war and are currently fighting another. As with most starfaring species the bulk of their military assets are devoted to the space navy, but they have a small wet navy and an active army as well.

Because they have an enormous population to draw military personnel from, the Hzeel often significantly outnumber their foes and have devised a wide variety of strategies and tactics to take advantage of this fact. It's fortunate for them that they have this asset to rely upon, because the skill of the military leadership is often lacking. Like everything else on Zeel, officer positions are essentially for sale, and more than a few Hzeel officers simply haven't been qualified for the positions they bought. On the other hand, the junior officers and rank-and-file soldiers are often quite competent, since Hzeel ambition and drive motivate them to compete hard with one another for promotions when they don't have the money to buy them.

Another problem plaguing the Hzeel military is smuggling and the sale of military contraband. Positions within the quartermaster corps or the supply-and-logistics branch are highly coveted because they're regarded as a ticket to riches for a Hzeel bold and clever enough to sell military materiel "out of the back of a truck." Some studies estimate that the Hzeel military has to buy roughly twice as much supplies as it actually needs to compensate for the widespread theft.

Hzeel Espionage

Given their well-deserved reputation for cleverness, sneakiness, bribery, and general chicanery, it's no surprise that the Hzeel are highly skilled at espionage. The agents of the *Hzeelo Rganthkorsha* ("Hzeel Intelligence Service") know how to ferret out secrets, find the weak spots in enemy defenses, and parse gigabytes of data for meaningful information. Hzeel technology isn't sufficiently advanced to let HR agents flawlessly disguise themselves as other species to spy on enemies close up (at best they can use holograms), but they're quite adept at using sensory and communications technology, locating potential traitors and bribing them into Hzeel service, and so on.

Currently the HR has to split most of its resources between three arenas of conflict. First, they have numerous agents working in Solemnid space to find and dispose of rebel cells and other threats to Hzeel rule. Second, they're doing whatever they can to learn anything useful about the Perseids, though the distance between their respective worlds makes this a difficult task. Third, HR agents (and navy scouts assigned to assist the HR) have been spying on Earth for years, trying to determine the best way to invade and conquer the planet with a minimum of casualties so it can become a "launching point" for attacks against Perseid space.

The Hzeel Economy

The Hzeel have a robust capitalistic economy that's enriched by the systems in their empire, which provide a ready source of various raw materials, and for some products new marketplaces. While plenty of regulations exist that supposedly govern how business, finance, and trade work, the Hzeel economy is as much a product of corruption as anything else in their society. Bribery, influence-peddling, and corporate espionage run rampant; in effect, organized crime is part and parcel of the business world. Whether you want to open a small corner store or become CEO of one of the planet's biggest mega-corporations, the odds are you're going to have to pay off one (or more) of the Hzeel mobs to do it — or have a mob that's allied with you drive them off. Where a company begins and crime ends is a line not even an Hzeel can draw accurately all the time.

Hzeel Family Life

The dominant institution in Hzeel social life isn't the government, a corporation, or some other such institution — it's the family. Since the earliest days of Hzeel civilization, family has served as the cornerstone for nations and businesses alike.

A Hzeel typically gets married no later than age 20, and in some cultures as early as 12-13. Males are allowed to have as many wives as they can afford and persuade to marry them, and fathering many children is regarded as a sign of manliness, power, and wisdom. Thus, Hzeel families tend to be large, particularly given the fact that two or more brothers may combine their households into one for purposes of economy, efficiency, and even protection.

Typically the eldest male in a family is regarded as its patriarch and leader, though in some cases a dynamic, ambitious, or talented younger male will *de facto* be in charge. By tradition his word is law, though in the way of young people throughout nearly every species and time, children often test limits by defying authority or trying to sneak around behind the adults' backs. The Hzeel regard this as good training for adult life in Hzeel society... and the harsh punishments doled out to those who are caught as lessons about what happens if you're not strong or smart enough to succeed.

Many businesses are run by single families (and sometimes have been for literally dozens of generations). Ideally, though, a family wants at least some of its children to go into some line of work other than the family business to (a) learn skills useful to the family as a whole, and (b) broaden the family's overall network of contacts and influence.

Females are generally second-class citizens in Hzeel society. They're largely expected to stay home, raise children, and care for the family.

Clans

Three or more families often come together to form *lkanv,* or "clans." Some of the most powerful clans (such as Gdachto, Kmeshlura, and Vnawel) have existed for centuries or even millennia, but new ones form every year as shifting priorities and desires tear old ones apart (often violently). A long-entrenched clan often dominates social or political life in its home region, or may have a monopoly-like grip on some type of commerce. Politicians seeking votes often pay lavish bribes to clan leaders as a way of buying the votes of the entire clan... though a smart candidate makes sure to pass some of the lucre all the way down the ladder to the youngest voters, just in case the clan leaders get greedy.

Clans compete with one another in just about every possible way: politics, business, finance, crime, sports, and more. If a clan is good at something, its rivals want to beat it or weaken it; if it's bad at something, it wants to get better or improve its position (whether legitimately or through illegal means). Sometimes this seething social situation erupts into outright war, with gangs associated with each clan actually shooting it out in the streets. The authorities turn a blind eye to a certain amount of this as a way of allowing rival clans to let off steam, but if it becomes too dangerous or disruptive all combatant clans will be brought to heel somehow.

Hzeel Names

A Hzeel's name reflects this emphasis on family. His formal name consists of three parts, in this order: Clan Name, Family Name, Personal Name. For example, the formal name of wealthy businessman Klorm (see below) is Hnagleshtur Dveros Klorm, meaning he's a member of the Dveros family of the Hnagleshtur clan. However, most Hzeel don't use their clan or family names every day, and in fact being recognized by just one's personal name is a sign that one has become promninent or famous enough to "stand on one's own" in Hzeel society.

Hzeel Arts and Entertainment

The Hzeel are as creative and have as rich a culture as Humanity, though of course the specifics vary greatly. For example, the Hzeel tend to prefer the performing arts over static art forms much more than Humans do.

Hzeel artists, be they poets, chefs, sculptors, actors, or something else, are typically supported by their clans until they can earn enough to support themselves. An indulgent clan may essentially finance an artistically-inclined Hzeel's career his entire life, while more hard-headed ones discourage art careers and give young Hzeel artists very little opportunity to prove themselves. However, there's some risk in this sort of practicality, for it's not unknown for an Hzeel artist whose dreams aren't supported by his own clan to seek out a patron from another clan. If the Hzeel later becomes famous or rich because of his art, the prestige for his accomplishments accrues more to his patron clan than his birth clan... a fact that often enrages irrascible Hzeel patriarchs and has led to more than one clan war.

Art and Literature

While the Hzeel tend to prefer performed art, they still produce and enjoy paintings, sculpture, and all sorts of literature. Modern Hzeel particularly seem to like long, rambling, multi-volume historical novels, often focused on the adventures and tragedies of a single family or clan over the years. Non-Hzeel readers quickly get lost in a maze of character names and motivations, but to a Hzeel it's all easy to follow and utterly captivating. Some of the more famous novels, including the sixteen-volume *Chronicles Of Jrodarbo,* have even been adapted into soap opera-like entertainments.

Hzeel architecture is noted for its preference for tall buildings and towers. Most cities on Zeel look like forests of oddly angular skyscrapers, many of them connected by skybridges. Some galactic psychologists claim that this is how the Hzeel subconsciously compensate for their short statures; more practical-minded scholars point out that on a planet as crowded as Zeel, cramming as much living and working space into every square meter of land is a necessity.

Performing Arts

The Hzeel love performing art in nearly every variety, from street jugglers to the most elaborate plays, expensive 2D and 3D movies, and beautiful concerts. To the Hzeel mind, the pressure of performing properly makes these forms of art "better" than painting or sculpture, where the artist can take his time.

Perhaps the most notable form of Hzeel performing art are the *lokona* plays, a sort of semi-scripted, semi-impromptu form of theater that's roughly comparable to the *commedia dell'arte* of Renaissance Italy. According to most scholars of the form (and there are many), there are 113 "stock" lokona stories around which the actors create a full play by providing specifics of dialogue and action. The audience knows the outcome, but how the play gets there as it weaves through the standard dramatic "landmarks" keeps them entertained. Other scholars angrily denounce this minimalism, pointing out that there are *clearly* 119 stock stories... or 126... or just 94....

Sports and Games

The Hzeel also enjoy spectator sports and games. The most popular is *tdolk,* in which one team attempts to move a ball across an obstacle-strewn field while the other team tries to stop them. The obstacles include pits, low walls, and columns, and are randomly determined and placed for each game. Avoiding the obstacles is one of the keys to victory, but so is using them for tactical advantage. It's a fast, brutal game whose players often suffer injury, and sometimes even fatalities. The best professional tdolkists are among the most popular people on Zeel, and amateur teams abound in every city and region.

Hzeel Religion

Hzeel religion is an incredible mish-mash of sects and creeds ranging from stringent monotheism, to several popular polytheistic faiths, to Harmonious Secularism (a sort of militant, technocratic atheism that eschews religious doctrine but in many other ways is similar to a cult). Approximately a third of all Hzeel belong to the Hgythra religion, a dualistic faith that worships an earth goddess and sky god. Compared to other Hzeel architecture, Hgythra temples are low, squat structures featuring large, central domed spaces where worship ceremonies are performed.

Hzeel Technology

Hzeel technology is more advanced than Earth's, thanks in large part to the typical Hzeel ambition, drive, daring, and callousness. The Hzeel are inveterate tinkerers, constantly looking for ways to improve existing devices or create new ones. After all, he who builds the better mousetrap is likely to earn a fortune and bring great prestige to family and clan! Similarly, the Hzeel are quick to adopt new technologies in the hopes of obtaining an advantage over their rivals and enemies... even if those technologies haven't been fully perfected or made entirely safe.

Some of the areas in which Hzeel technology exceeds that of Humans include:

- they commonly use energy beam weapons instead of physical slugthrowers (though they retain the latter for some situations, including sports such as hunting)
- they have low-speed FTL starships, and their STL starships are much faster and more maneuverable than Human space vessels
- they can create force-fields, which they often use for defensive or security purposes (see below)
- their information systems use partly-biological storage devices that can hold four to ten times as much data as comparable Human systems
- they have much stronger medicines for counteracting contagious diseases (a necessity on such a crowded planet, where epidemics can start and spread with incredible ease)

Besides being more advanced in most respects, Hzeel technology is also somewhat different, often having a mix of biological and electronic/mechanical parts. Major devices and systems, such as a starship's hull and primary systems, are entirely non-biological (or nearly so), whereas smaller devices used by Hzeel may have a mixture of biological and non-biological components. Even then, the biological parts are often small and concealed behind protective covers, making the devices look totally non-biological at first glance. (In *HERO System* terms, Hzeel technology is "Mostly Compatible" with Human tech, meaning that a Human who works with Hzeel tech or tries to combine Human and Hzeel components in a single device may suffer up to a -2 Skill Roll penalty and other restrictions; see HSS 40. The GM may want to apply further penalties in some cases based on the difficulty a Human scientist might have working with devices designed by and for a species only half his height.)

Because of the partly-biological nature of Hzeel technology, it may react oddly if it comes into contact with Human flesh. For example, the supervillainess Howler's powers come from an Hzeel starship communications system's central processing link, which literally bonded with her when it came into contact with her flesh; the villain Warcry's origin is similar. Whether and how this might happen with other Humans and other devices is unknown, but a wise Human gadgeteer will wear gloves when he handles Hzeel devices.

Hzeel Starships

Hzeel starships are significantly more advanced than typical Human spacecraft, though not necessarily better than the unique/experimental vessels created by some superhumans. Compared to Malvan, Star*Guard, Gadroon, or Qularr ships they seem primitive, but they're more than powerful enough to ensure Hzeel dominance in Sol space when their long-planned invasion begins.

The main weapon mounted on most Hzeel ships is a powerful energy beam that becomes stronger the longer it remains in contact with the target via a sort of "feedback" process. The starships are designed to counteract this attack in two ways. First, they have a layered defense structure. The first line of protection is a ship-wide force-field. It's relatively weak, since Hzeel force technology is still relatively new, but it doesn't ablate. Then the ships have extremely thick metallic hulls which are very sturdy (*i.e.,* the ships have a lot of BODY rather than lots of PD/ED). When a Hzeel ship's hull suffers damage, use the rules for damaging walls on 6E2 173. Second, Hzeel ships are equipped with "beam counteraction" point defense devices, energy rays designed to disrupt an enemy's beam so that it becomes useless (in *HERO System* terms this is Deflection).

Here are examples of two Hzeel ships: the *Tkarku*-class Warship; and the *Shduko*-class Marauder.

Tkarku-class Warship

The *Tkarku*-class warship is one of the mainstays of the Hzeel fleet. Produced in the tens of thousands, the Tkarku's primarily intended as a frontline capital ship but also serves in planetary defense fleets, as escorts for even larger capital ships, and other roles. It has a crew of approximately 200 Hzeel.

Shduko-class Marauder

The *Shduko*-class "Marauder" is a scout and raiding vessel popular among Hzeel pilots. Fast, agile, maneuverable, and stealthy, it's the perfect ship for spying on a target planet — such as Earth. Both of the crashed ships mentioned in the "What Humanity Knows" box on page 139 were *Shduko*s.

Unlike larger vessels, a *Shduko* can enter and maneuver in atmospheres. It typically has a crew of two Hzeel, though one can pilot it if necessary.

THARKU-CLASS WARSHIP

Val	Char	Cost	Notes
14	**Size**	70	50m x 20m x 20m m; mass 1.6 ktons; -14 KB; OCV+ 9
80	**STR**	0	Lift 1.6 ktons; 16d6 HTH [0]
10	**DEX**	0	
7	**OCV**	20	
7	**DCV**	20	
4	**SPD**	20	*Phases:* 3, 6, 9, 12
10	**PD**	12	
10	**ED**	12	
50	**BODY**	26	**Total Characteristics Cost: 180**

Movement: Ground: 0m
Flight: 20m-20,000 km
FTL: 1 LY per day

Cost	Powers	END
	Power Systems	
19	**Antimatter Power Plant:** Endurance Reserve (100 END, 21 REC) OIF Bulky (-1)	0
11	**Backup Fusion Power Supply:** Endurance Reserve (60 END, 12 REC) OIF Bulky (-1)	0
	Propulsion Systems	
11	**Hyperwarp Engines:** FTL Travel (1 LY per day) OIF Bulky (-1), Costs Endurance (-½)	3
27	**Subwarp Impellers:** Flight 20m MegaScale (1m = 1,000 km; +1¾); OIF Bulky (-1)	5
-12	**Only Flies In Space:** Running -12m (0m total)	
-2	**Only Flies In Space:** Swimming -4m (0m total)	
	Tactical Systems	
158	**Hzeel Energy Beams:** RKA 6d6 Constant (+½), MegaRange (1m = 10 km; +1¼), Reduced Endurance (½ END; +¼); OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼)	12
	plus: RKA +1d6 Constant (+½), MegaRange (1m = 10 km; +1¼), Reduced Endurance (0 END; +½); OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼), Only Applies After Beam Maintains Contact With Target For 2 Phases (-¼)	
	plus: RKA +1d6 Constant (+½), MegaRange (1m = 10 km; +1¼), Reduced Endurance (0 END; +½); OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼), Only Applies After Beam Maintains Contact With Target For 4 Phases (-½)	
15	**Hzeel Energy Beams:** seven more Beams (total of 8)	12
7	**Beam Interference Rays:** Deflection OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼), Only Applies To Energy Beam Attacks (-½)	2
15	**Beam Interference Rays:** seven more Rays (total of 8)	2
12	**Ship Force-Field:** Resistant Protection (10 PD/10 ED) OIF Bulky (-1), Costs Endurance (-½)	3
	Operations Systems	
68	**Sensor And Communication Systems:** Variable Power Pool, 60 Pool + 60 Control Cost OIF Bulky (-1), Only For Senses And Communications (-1), Costs Endurance (-½)	var
112	**Long-Range Sensors:** MegaScale (.25 light-year per Active Point; +3¾) for any Sensor Pool Sense OIF Bulky (-1)	var
15	**Long-Range Sensors:** +20 versus Range for Radio Group OIF Bulky (-1)	0
2	**Navigation Computer:** +2 to Navigation (Space) rolls OAF Bulky (-1½)	0
17	**Internal Monitors:** Clairsentience (Sight And Hearing Groups), Mobile Perception Point, Multiple Perception Points (up to eight at once) OAF Immobile (-2), Perception Point Cannot Move Through Solid Objects (-0)	5
81	**Tractor Beams:** Telekinesis (60 STR) MegaRange (1m = 10 km; +1¼); OIF Bulky (projector; -1), Affects Whole Object (-¼), Limited Arc Of Fire (180 Degrees; -¼)	20
10	**Tractor Beams:** 3 more Tractor Beams (total of 4)	20
	Personnel Systems	
15	**Artificial Gravity:** Telekinesis (20 STR) Selective (+½); OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	3
3	**Backup Artificial Gravity:** Telekinesis (5 STR) OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	1
12	**Life Support:** Life Support (Self-Contained Breathing; Safe Environments: High Radiation, Intense Cold, Intense Heat, Low Pressure/Vacuum) Costs Endurance (-½)	2
5	**Backup Life Support:** Life Support (Self-Contained Breathing; Safe Environments: High Radiation, Intense Cold, Intense Heat, Low Pressure/Vacuum) Only Within Affected Area (3m x 2m x 2m chamber; -2), 1 Continuing Fuel Charge (easily replaced from sources outside the ship; 1 Month [i.e., hundreds of thousands of man-days]; -0)	[1cc]
10	**Backup Life Support:** three more Backup Life Support areas (total of 4)	
11	**Medical Facilities:** Paramedics 13-	
7	**Medical Facilities:** SS: Medicine 13-	
	Skills	
8	+1 with Ranged Combat	
7	Computer Programming 11-	
7	Cryptography 11-	
7	Demolitions 11-	
7	Electronics 11-	
7	Mechanics 11-	
9	Weaponsmith (Firearms, Missiles & Rockets, Incendiary Weapons, Energy Weapons) 11-	
75	75 Character Points' worth of other labs (chosen by the GM based on the ship's specific mission parameters)	

Total Abilities & Equipment Cost: 756
Total Vehicle Cost: 936

Value Complications

25	**Distinctive Features:** Hzeel Warship (Not Concealable, Causes Extreme Fear)	
15	**Physical Complication:** Cannot Enter Atmospheres (Infrequently, Greatly Impairing)	

Total Complications Points: 40
Total Cost: 936/5 = 187

SHDUKO-CLASS MARAUDER

Val	Char	Cost	Notes
4	**Size**	20	5m x 2.5m x 2.5m m; mass 1.6 tons; -4 KB; OCV+ 2
30	**STR**	0	Lift 1.6 tons; 6d6 HTH [0]
18	**DEX**	16	
8	**OCV**	25	
8	**DCV**	25	
4	**SPD**	20	*Phases:* 3, 6, 9, 12
8	**PD**	9	
8	**ED**	9	
20	**BODY**	6	Total Characteristic Cost: 130

Movement: Ground: 0m
Flight: 30m-3,000 km
FTL: 1 LY per week

Cost	Powers	END
	Power Systems	
11	**Antimatter Power Plant:** Endurance Reserve (60 END, 12 REC) OIF Bulky (-1)	0
4	**Backup Fusion Power Supply:** Endurance Reserve (20 END, 6 REC) OIF Bulky (-1)	0
	Propulsion Systems	
9	**Hyperwarp Engines:** FTL Travel (1 LY per week) OIF Bulky (-1), Costs Endurance (-½)	2
37	**Subwarp Impellers:** Flight 30m MegaScale (1m = 100 km; +1½); OIF Bulky (-1)	7
-12	**Only Flies:** Running -12m (0m total)	
-2	**Only Flies:** Swimming -4m (0m total)	
	Tactical Systems	
83	**Hzeel Energy Beams:** RKA 3d6 Constant (+½), MegaRange (1m = 10 km; +1¼), Reduced Endurance (½ END; +¼); OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼) **plus:** RKA +½d6 Constant (+½), MegaRange (1m = 10 km; +1¼), Reduced Endurance (0 END; +½); OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼), Only Applies After Beam Maintains Contact With Target For 2 Phases (-¼) **plus:** RKA +½d6 Constant (+½), MegaRange (1m = 10 km; +1¼), Reduced Endurance (0 END; +½); OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼), Only Applies After Beam Maintains Contact With Target For 4 Phases (-½)	6
5	**Hzeel Energy Beams:** one more Beams (total of 2)	6
7	**Beam Interference Rays:** Deflection OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼), Only Applies To Energy Beam Attacks (-½)	2
5	**Beam Interference Rays:** one more Rays (total of 2)	2
7	**Ship Force-Field:** Resistant Protection (6 PD/6 ED) OIF Bulky (-1), Costs Endurance (-½)	2
	Operations Systems	
46	**Sensor And Communication Systems:** Variable Power Pool, 40 Pool + 40 Control Cost OIF Bulky (-1), Only For Senses And Communications (-1), Costs Endurance (-½)	var
75	**Long-Range Sensors:** MegaScale (.25 light-year per Active Point; +3¾) for any Sensor Pool Sense OIF Bulky (-1)	var
15	**Long-Range Sensors:** +20 versus Range for Radio Group OIF Bulky (-1)	0
2	**Navigation Computer:** +2 to Navigation (Space) rolls OAF Bulky (-1½)	0
54	**Tractor Beam:** Telekinesis (40 STR) MegaRange (1m = 10 km; +1¼); OIF Bulky (projector; -1), Affects Whole Object (-¼), Limited Arc Of Fire (180 Degrees forward; -¼)	13
	Personnel Systems	
15	**Artificial Gravity:** Telekinesis (20 STR) Selective (+½); OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	3
3	**Backup Artificial Gravity:** Telekinesis (5 STR) OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	1
7	**Medical Facilities:** Paramedics 11-	
5	**Medical Facilities:** SS: Medicine 11-	
12	**Life Support:** Life Support (Self-Contained Breathing; Safe Environments: High Radiation, Intense Cold, Intense Heat, Low Pressure/Vacuum) Costs Endurance (-½)	2
	Skills	
8	+1 with Ranged Combat	
5	Computer Programming 10-	
5	Cryptography 10-	
5	Demolitions 10-	
5	Electronics 10-	
5	Mechanics 10-	
7	Weaponsmith (Firearms, Missiles & Rockets, Incendiary Weapons, Energy Weapons) 10-	

Total Abilities & Equipment Cost: 428

Total Vehicle Cost: 558

Value Complications

25	**Distinctive Features:** Hzeel Warship (Not Concealable, Causes Extreme Fear)	

Total Complications Points: 25

Total Cost: 558/5 = 112

6

NOTABLE HZEEL

Here are character sheets for two notable Hzeel the characters might encounter — Admiral Norck and the infamous pirate Arth the Scar — and sheets for some "generic" Hzeel they might have to fight.

ADMIRAL NORCK

Background/History: Nmykstra Kgandhu Norck is the greatest military hero of modern Zeel. His conduct during the Solemnid War, particularly his daring tactics in the Battle of Solemnis that resulted in the destruction of two Solemnid capital ships and essentially broke the enemy lines, has earned him an unparalleled reputation for bravery and quick thinking under fire. Patriotic Hzeel sometimes travel for days just to have the chance to hear him speak, shake his hand, and get his autograph. He's that rare example of an Hzeel who's so famous he's known merely by his given name.

The problem is, it's all a lie.

When the Solemnid War broke out, Norck, a strong Hzeel patriot himself, felt he should do his duty for his people. He put his extensive manufacturing business on a war footing, turned over the daily operations to his two eldest sons (twins), volunteered for the star navy... and bought himself a commission straight up the ranks to admiral.

He's tried hard to fill the enormous shoes he bought for himself. He spends hours each day studying Hzeel military doctrine, operations, and strategies, familiarizing himself with his flagship's equipment, and otherwise trying to be the best soldier he can. But the truth is that he lacks the lifetime of experience needed to prepare a man to command a space fleet. His triumph in the Battle of Solemnis was due partly to having an extremely competent junior staff assisting him, but largely to dumb luck — something that he seems to have in abundance. A few members of the Hzeel high command, including his rival Admiral Jmuwan Lorran, suspect the truth, but Norck hopes his popularity and luck will buy him enough time to become in truth what he now simply pretends to be.

Personality/Motivation: Admiral Norck is living a lie, and he knows it. Having forged a false reputation as a military genius and war hero, he feels he has to live up to it, and he intends to do his best — after all, as an ardent Hzeel patriot, that's what he *should* do. Partly for the sake of his personal reputation and partly to aid the Hzeel war effort, he'll do anything he must to maintain his reputation, up to and including facing down foes he'd much rather run away from (such as a determined and powerful group of Human superheroes).

Quote: "Gentlemen, the strategic situation is as you see laid out on the holotable. Before I tell you my own ideas about how we should proceed for the next stage of the fight with the Perseids, I'd like to hear each of your own opinions... in detail."

Powers/Tactics: Admiral Norck has only the barest of military training. He can fire most Hzeel weapons (and in fact isn't a bad shot at all). The only one he routinely carries is his sidearm, which he paid a weaponsmith on Zeel to increase the power of.

Norck prefers to study situations in advance as much as possible so he can be as prepared as circumstances allow. If forced into a confrontation where he has to react on the fly, he'll rely on common sense, the advice of his subordinates, and his luck. He's good at using persuasion, bravado, and bluff to convince his enemies and rivals to do what he wants, and may fall back on those skills if he has the chance.

Campaign Use: If the PCs get involved in a conflict with the Hzeel (probably because the Hzeel finally launch their invasion of Earth), they're certain to come up against Admiral Norck at some point even if they don't realize it at first because they're fighting his ship rather than him personally. In a face-to-face confrontation he'll come across as tough, determined, and patriotic — but also reasonable. He won't fight to the dying breath and will do whatever he can to protect or rescue any of his personnel who get into a bad situation, including negotiating a temporary peace with Humanity.

To make Admiral Norck tougher, give him a suit of Hzeel powered armor that enhances his STR, SPD, and CVs, provides some Resistant Protection, and comes equipped with all sorts of weapons and other gadgets. To weaken him, change his sidearm to a Blast 8d6 with 16 Charges.

ADMIRAL NORCK

Val	Char	Cost	Roll	Notes
10	**STR**	0	12-	Lift 100 kg; 2d6 HTH damage [1]
14	**DEX**	8	12-	
13	**CON**	3	12-	
16	**INT**	6	12-	PER Roll 12-
15	**EGO**	5	12-	
20	**PRE**	10	13-	PRE Attack: 4d6
6	**OCV**	15		
8	**DCV**	25		
3	**OMCV**	0		
5	**DMCV**	6		
3	**SPD**	10		*Phases:* 4, 8, 12
6	**PD**	4		*Total:* 15 PD (9 rPD)
6	**ED**	4		*Total:* 15 ED (9 rED)
8	**REC**	4		
30	**END**	2		
10	**BODY**	0		
30	**STUN**	5		**Total Characteristics Cost: 107**

Movement: Running: 12m

Cost	Powers	END
30	**Customized Sidearm Blaster:** Blast 12d6 OAF (-1), 12 Boostable Charges (-0)	[12]
12	**Force-Field Belt:** Resistant Protection (6 PD/6 ED) OIF (-½)	0
5	**Hzeel Eyes:** Nightvision	0
4	**Hzeel Eyes:** +2 PER with Sight Group	0
7	**Hzeel Regeneration:** Regeneration (1 BODY per Week), Can Heal Limbs	0
20	**Incredible Dumb Luck:** Luck 4d6	0

Perks

15	Money: Filthy Rich
9	Positive Reputation: greatest modern Hzeel military genius and victor of the Battle of Solemnis (all of Hzeel) 14-, +3/+3d6

Talents

6	Combat Luck (3 PD/3 ED)

Skills

3	Acting 13-
3	Bureaucratics 13-
2	Gambling (Hzeel Card Games) 12-
2	KS: Hzeel Military Science 10-
3	Oratory 13-
3	Persuasion 13-
5	Stealth 13-
1	Systems Operation 8-
1	Tactics 8-
2	WF: Hzeel Small Arms

Total Powers & Skills Cost: 133

Total Cost: 240

400	**Matching Complications (75)**
5	**Distinctive Features:** Hzeel Military Uniform (Easily Concealed; Noticed And Recognizable)
15	**Psychological Complication:** Hzeel Patriot (Common, Strong)
5	**Rivalry:** Professional (with Admiral Jmuwan Lorran)
20	**Social Complication:** Subject To Orders (Very Frequently, Major)
10	**Social Complication:** Harmful Secret (bought his admiralcy, isn't a military genius) (Frequently, Minor)

Total Complications Points: 55

Experience Points: 0

Appearance: Norck is a short (1.0 meters tall), tough-looking Hzeel whose face and body seem as gnarled as old tree roots (thanks to the spurs and nodules that have grown from his skeleton as he's aged). He wears a formal Hzeel military uniform and always carries his custom blaster sidearm in a holster. He frequently smokes the Hzeel equivalent of cigars.

ARTH THE SCAR

Val	Char	Cost	Roll	Notes
15	**STR**	5	12-	Lift 200 kg; 3d6 HTH damage [1]
18	**DEX**	16	13-	
16	**CON**	6	12-	
15	**INT**	5	12-	PER Roll 12-
14	**EGO**	4	12-	
18	**PRE**	8	13-	PRE Attack: 3½d6
7	**OCV**	20		
8	**DCV**	25		
3	**OMCV**	0		
5	**DMCV**	6		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
8	**PD**	6		*Total:* 17 PD (9 rPD)
5	**ED**	3		*Total:* 14 ED (9 rED)
10	**REC**	6		
35	**END**	3		
12	**BODY**	2		
40	**STUN**	10		**Total Characteristics Cost: 145**

Movement: Running: 12m

Cost	Powers	END
43	**Blaster Pistol:** Blast 10d6 Autofire (5 shots; +½), 32 Charges (+¼); OAF (-1)	[32]
16	**Concealed Mini-Blaster:** Blast 8d6 IAF (-½), 4 Charges (-1)	[4]
7	**Knife:** HKA 1d6 (2d6 with STR) OAF (-1)	1
12	**Force-Field Belt:** Resistant Protection (6 PD/6 ED) OIF (-½)	0
5	**Hzeel Eyes:** Nightvision	0
4	**Hzeel Eyes:** +2 PER with Sight Group	0
7	**Hzeel Regeneration:** Regeneration (1 BODY per Week), Can Heal Limbs	0

Perks

- 5 Fringe Benefit: Membership: leader of a band of skilled pirates
- 10 Money: Wealthy
- 150 Vehicle: the Sulianjrith (built on 750 Total Points)

Talents

- 3 Ambidexterity (no Off Hand penalty)
- 6 Combat Luck (3 PD/3 ED)

Skills

- 20 +2 with All Combat
- 5 Accurate Sprayfire
- 3 Acrobatics 13-
- 3 Breakfall 13-
- 3 Climbing 13-
- 2 Combat Piloting 10-
- 5 Concentrated Sprayfire
- 3 Deduction 12-
- 3 Fast Draw (Small Arms) 13-
- 2 Gambling (Hzeel Dice Games) 12-
- 3 AK: Hzeel Space 12-
- 2 KS: The Hzeel Underworld 11-
- 2 Lockpicking 10-
- 1 Navigation (Space) 8-
- 2 PS: Pirate 11-
- 2 Security Systems 10-
- 3 Stealth 13-
- 1 Systems Operation 8-
- 3 WF: Hzeel Small Arms, Blades

Total Powers & Skills Cost: 336

Total Cost: 481

400 Matching Complications (75)

- 10 **Distinctive Features:** well-known appearance (Concealable With Effort; Noticed And Recognizable)
- 25 **Hunted:** Hzeel military and police forces (Frequently, Mo Pow, NCI, Capture/Kill)
- 15 **Negative Reputation:** bloodthirsty Hzeel pirate (Frequently, Extreme)
- 15 **Psychological Complication:** Must Be Master Of His Own Fate; Hates To Knuckle Under Or Take Orders (Common, Strong)
- 15 **Psychological Complication:** Greedy (Common, Strong)
- 10 **Social Complication:** Criminal Record (Frequently, Minor)

Total Complications Points: 75

Experience Points: 81

Arth the Scar

Background/History: Piracy has a long and noble history on Zeel, beginning with the earliest days of waterborne commerce and continuing up to the present day in space. Successful Hzeel pirates often become folk or regional heroes, and more than one has found a way to turn his criminal reputation into that of a patriot by becoming a privateer.

In the modern day, no pirate is so well-known — or feared — as Arth the Scar, who's robbed starships throughout Hzeel space and still remains free despite major police and military efforts to capture him. Cultivating an air of bravado and mystery, he refuses to divulge much about his background and often gives loot to the poor and downtrodden. Theories abound about him: he's an Hzeel of ancient lineage driven to piracy by hard times; he's a former space navy soldier drummed out of the service for embarrasing his commanding officer; he accidentally killed a bank official who tried to repossess his house and turned to crime as the only way to support himself. Whatever the truth, the fact remains that any Hzeel space merchant in his right mind fears Arth and dreads to see his distinctive ship, the *Sulianjrith,* appear on the sensor screens.

Personality/Motivation: Arth is a lighthearted swashbuckler, a pirate with a heart of gold... when the cameras are on. When no one but his men is watching him, his true self comes out: greedy, ruthless, tyrannical, capable of turning to deadly violence in a flash. He's a true pirate in every sense of the term, not some quasi-heroic, misunderstood Hzeel driven to crime by hard circumstances. He loves it when people fall for that act, though — it just makes it all the easier to trick them later on.

Quote: "Surely, captain, you didn't think you could evade *me,* did you? You're going to suffer for the trouble you caused by running from me, I assure you."

Powers/Tactics: Arth the Scar is a skilled fighter with both knife and blaster pistol. As brave as a wild *zeeth* and just as reckless, he fights with abandon and flair, making use of cover and the environment while attacking his foe as viciously as possible. He has no qualms about dirty blows, treachery, or anything else that will earn him an advantage in combat.

Arth's ship, the *Sulianjrith,* is a small but powerful vessel cobbled together out of this part and that, and kept flying by his dedicated and overworked (but also lavishly paid) engineers. You can use the *Tkarku*-class Warship's character sheet for it, but reduce the number of weapons by about half.

Campaign Use: Arth has several possible uses. First, your PCs could fight and capture him to prove their *bona fides* and goodwill to the Hzeel people. Second, if you make him more of a Robin Hood type he could become the PCs' ally in a war against the corrupt Hzeel government (or he could *pretend* to be Robin Hood-like to trick the naive Humans). Third, he could enter a Human-Hzeel war as a privateer... for whichever side can pay him the most.

To make Arth a tougher opponent, give him some STUN Only Damage Reduction and perhaps a few more weapons or gadgets. To weaken him, reduce his SPD to 3 and OCV to 6.

Appearance: Arth the Scar is a male Hzeel of average height in his mid-thirties. His nickname comes from the fact that he's got a large, livid scar (from some sort of cutting weapon) down the right side of his face, neck, and chest. He wears typical Hzeel clothing (usually very good clothing that he's stolen that's become shabby and worn because he doesn't take care of it) and usually has a blaster and a knife on his person (if not more weapons, the rest concealed).

Generic Hzeel

Hzeel Gangster

This character sheet represents various types of gangsters, thugs, and petty criminals that are so common on Hzeel. Even an average Hzeel may have a criminal Skill or two at a low level, but the Hzeel Gangster is a full-time crook who makes his living on the other side of the law.

Hzeel Soldier

If and when the Hzeel begin their invasion of Earth, Human superheroes will encounter Hzeel soldiers by the droves. This character sheet represents a typical well-trained Hzeel soldier; you can add Skills and abilities to represent "special forces" soldiers, or remove some for an "average" soldier who's just trying to laze through his term.

Hzeel Spy

This character sheet represents the sort of spy the Hzeel are likely to send to Earth immediately before they launch their invasion to gather useful last-minute intelligence on Humanity. They use high-tech devices to disguise themselves and penetrate secured areas, but they have to be careful how they interact with people since their disguises are only holograms.

HZEEL GANGSTER

Val	Char	Cost	Roll	Notes
12	**STR**	2	11-	Lift 133 kg; 2d6 HTH damage [1]
13	**DEX**	6	12-	
12	**CON**	2	11-	
10	**INT**	0	11-	PER Roll 11-
10	**EGO**	0	11-	
15	**PRE**	5	12-	PRE Attack: 3d6
4	**OCV**	5		
5	**DCV**	10		
3	**OMCV**	0		
3	**DMCV**	0		
3	**SPD**	10		*Phases:* 4, 8, 12
6	**PD**	4		*Total:* 6 PD (6 rPD)
5	**ED**	3		*Total:* 5 ED (5 rED)
6	**REC**	2		
30	**END**	2		
10	**BODY**	0		
26	**STUN**	3		**Total Characteristics Cost: 54**

Movement: Running: 12m

Cost	Powers	END
5	**Hzeel Eyes:** Nightvision	0
4	**Hzeel Eyes:** +2 PER with Sight Group	0
7	**Hzeel Regeneration:** Regeneration (1 BODY per Week), Can Heal Limbs	0
	Skills	
12	Choose one of the following Skill packages:	
	Con Man: Acting, Charm, Forgery (3 points' worth), Persuasion	
	Smuggler: Concealment (INT Roll +2), 5 points' worth of AKs and CKs	
	Thief: Climbing, Lockpicking, Security Systems, Sleight Of Hand	
	Thug: +3 STR, +2 PD, Interrogation, HA +1d6	
5	Stealth 13-	
3	Streetwise 12-	
2	WF: Hzeel Small Arms	

Total Powers & Skills Cost: 38

Total Cost: 92

100	**Matching Complications (30)**
10	**Hunted:** various police and government authorities (Infrequently, Mo Pow, NCI, Watching)
20	Negative Reputations, Psychological Complications, Rivalries, and/or Social Complications appropriate to the individual

Total Complications Points: 30

Experience Points: 0

HZEEL SOLDIER

Val	Char	Cost	Roll	Notes
13	**STR**	3	12-	Lift 150 kg; 3d6 HTH damage [1]
14	**DEX**	8	12-	
13	**CON**	3	12-	
10	**INT**	0	11-	PER Roll 11-
10	**EGO**	0	11-	
15	**PRE**	5	12-	PRE Attack: 3d6
5	**OCV**	10		
6	**DCV**	15		
3	**OMCV**	0		
4	**DMCV**	3		
3	**SPD**	10		*Phases:* 4, 8, 12
7	**PD**	5		*Total:* 19 PD (12 rPD)
6	**ED**	4		*Total:* 18 ED (12 rED)
8	**REC**	4		
35	**END**	3		
13	**BODY**	3		
30	**STUN**	5		**Total Characteristics Cost: 81**

Movement: Running: 12m

Cost	Powers	END
36	**Assault Blaster Rifle:** RKA 3d6 Autofire (5 shots; +½), 60 Charges (+½); OAF (-1), Two-Handed (-½)	[60]
7	**Knife:** HKA 1d6 (2d6 with STR) OAF (-1)	1
12	**Impact-Resistant Uniform:** Resistant Protection (6 PD/6 ED) OIF (-½)	0
12	**Force-Field Belt:** Resistant Protection (6 PD/6 ED) OIF (-½)	0
5	**Hzeel Eyes:** Nightvision	0
4	**Hzeel Eyes:** +2 PER with Sight Group	0
7	**Hzeel Regeneration:** Regeneration (1 BODY per Week), Can Heal Limbs	0
	Skills	
10	+1 with All Combat	
2	KS: Hzeel Military Science 11-	
2	KS: The Hzeel Military/Mercenary/Terrorist World 11-	
2	PS: Soldier 11-	
3	Stealth 12-	
3	Tactics 11-	
3	WF: Hzeel Small Arms, Knives	
6	6 points' worth of Skills from the following list: Autofire Skills, Bureaucratics, Climbing, Combat Driving, Combat Piloting, Combat Skill Levels, Computer Programming, Concealment, Cryptography, Demolitions, Electronics, Fast Draw, Interrogation, Martial Arts, Mechanics, Navigation, Paramedics, Persuasion, Security Systems, Skill Levels, Stealth, Survival, Systems Operation, Weapon Familiarity, Weaponsmith, any Background Skill	

Total Powers & Skills Cost: 114

Total Cost: 195

100	**Matching Complications (30)**
5	**Distinctive Features:** uniform (Easily Concealed; Noticed And Recognizable)
10	**Hunted:** Hzeel military (Infrequently, Mo Pow, NCI, Watching)
20	**Social Complication:** Subject To Orders (Very Frequently, Major)

Total Complications Points: 30

Experience Points: 95

HZEEL SPY

Val	Char	Cost	Roll	Notes
10	**STR**	0	11-	Lift 100 kg; 2d6 HTH damage [1]
16	**DEX**	12	13-	
14	**CON**	4	12-	
15	**INT**	5	12-	PER Roll 12-
14	**EGO**	4	12-	
18	**PRE**	8	13-	PRE Attack: 3½d6
5	**OCV**	10		
6	**DCV**	15		
3	**OMCV**	0		
5	**DMCV**	6		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
6	**PD**	4		*Total:* 6 PD (0 rPD)
6	**ED**	4		*Total:* 6 ED (0 rED)
8	**REC**	4		
30	**END**	2		
12	**BODY**	2		
30	**STUN**	5		**Total Characteristics Cost: 105**

Movement: Running: 12m

Cost	Powers	END
46	**Personal Hologram Generator:** Multipower, 58-point reserve All IIF (-¼)	
3f	**1) Disguise Field:** Images to Sight and Hearing Group, -8 to PER Rolls Reduced Endurance (0 END; +½); IIF (-¼), Set Effect (only to disguise self as various Humans; -1)	0
2f	**2) Stealth Field:** Invisibility to Sight Group Reduced Endurance (0 END; +½); IIF (-¼)	0
5	**Hzeel Eyes:** Nightvision	0
4	**Hzeel Eyes:** +2 PER with Sight Group	0
7	**Hzeel Regeneration:** Regeneration (1 BODY per Week), Can Heal Limbs	0
	Perks	
3	Fringe Benefit: Espionage Rank	
3	Fringe Benefit: Security Clearance	
	Skills	
12	+1 Overall	
6	**Hzeel Electro-Multitool:** +3 with Technology Skills Only Works On Skills Involving Electronic Devices (-1)	
3	Computer Programming 12-	
2	KS: Human Society 11-	
3	KS: The Hzeel Espionage World 12-	
2	KS: The Hzeel Military/Mercenary/Terrorist World 11-	
3	Language: one Human language (fluent conversation; Hzeel is Native)	
3	PS: Tradecraft 12-	
3	Stealth 12-	
2	WF: Hzeel Small Arms	
15	15 points' worth of Skills from the following list: Acting, Bribery, Bureaucratics, Charm, Climbing, Combat Driving, Combat Piloting, Combat Skill Levels, Concealment, Conversation, Cramming, Cryptography, Deduction, Disguise, Forgery, Lipreading, Lockpicking, Martial Arts, Mimicry, Navigation, Persuasion, Security Systems, Shadowing, Skill Levels, Sleight Of Hand, Streetwise, Weapon Familiarity, any Background Skill	

Total Powers & Skills Cost: 127

Total Cost: 232

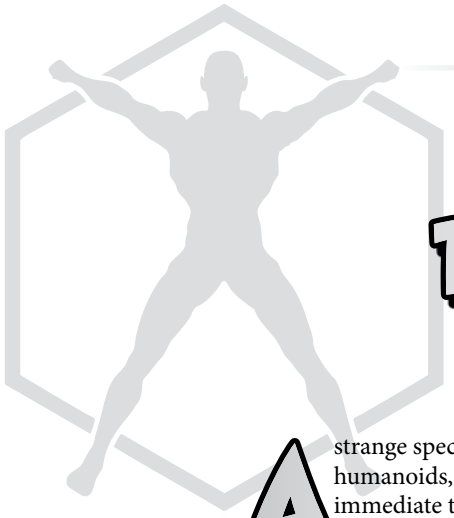
100	**Matching Complications (30)**
10	**Hunted:** the Hzeelo Rganthkorsha (Infrequently, Mo Pow, NCI, Watching)
20	**Social Complication:** Subject To Orders (Very Frequently, Major)

Total Complications Points: 30

Experience Points: 132

CHAPTER SEVEN

THE QULARR: CREATORS OF MONSTERS



THE QULARR

A strange species of insecto-crustacean humanoids, the Qularr are the most immediate threat to Humanity as of 2011 according to most estimates. They occupy a section of Monster Island despite numerous attempts to dislodge them, and in 2009 launched a devastating, but fortunately unsuccessful, effort to conquer Earth.

QULARR BIOLOGY

The Qularr are humanoids who typically stand about 5'8" to 6'1" tall (females are about two-thirds the size of males, on average). In Human terms they'd be referred to as "insecto-crustacean," since they descend from creatures who share characteristics with both the insects and the crustaceans of Earth. Humans and Qularr are biologically incompatible; implanting biomaterial from one in the other would cause illness, and could even be poisonous.

The most notable feature of a Qularr is the head, a forward-thrusting, crustacean-like thing. It has two large eyes (usually, but not always, faceted like a fly's) and two prominent mandibles (which can be used as natural weapons, though in most cases weak ones).

A Qularr's "skin" is actually a chitin-like material that functions like a sort of exoskeleton, though they also have cartilaginous structures analogous to bones. The exoskeleton is usually a reddish, pinkish, or yellowish shade, ranging from relatively light to quite dark. To a Human, the average Qularr's skin color tends to suggest a slightly faded boiled lobster or a badly sunburned Caucasian.

A Qularr has two large, thick fingers and a thumb on each hand. Because of this, Humans may have trouble using some Qularr devices, and vice-versa (-1 or worse penalties to relevant Skill Rolls and/or OCV). The fingers are tipped with sharp nails that can function as claws in some genotypes, but again usually weak ones (if the Qularr wears gloves they're ineffective most of the time, for example). Qularr legs have joints that bend backwards. The feet have two toes and look vaguely cloven to Humans; the tough, sharp nails are as effective a natural weapon as the claws.

The Qularr have the same five senses Humans do. However, the Qularr can hear both ultra- and infra-sonic sound, and generate sounds in those ranges with their vocal apparati. A Qularr's sense of touch is also more sensitive than a Human's despite the presence of the exoskeleton. On the other hand, a Qularr's eyesight and sense of smell are inferior to a Human's, particularly for perceiving fine color gradations.

Qularr minds are sufficiently different from Human minds that they cannot be affected by Mental Powers which target the Human class of minds. Affecting them psionically requires powers that work against the Alien class of minds.

REPRODUCTION AND LIFESPAN

The Qularr don't reproduce like Humans or most other sentient humanoid species. Instead, a female who desires children consciously triggers the emission of a "reproduction hormone" into her body that makes her lay eggs on a cycle that roughly follows the solstices and equinoxes (thus, about 90% of Qularr birthdays are clustered into four two-week periods, and those periods are major holidays among the Qularr). Laid eggs can be fertilized by any male. However, fertilizing a female's eggs without her permission is one of the most serious crimes on Reqqat, usually meriting the death penalty.

For reasons not even the Qularr themselves understand, at around age 30 a tiny percentage of Qularr females undergo a metamorphosis, becoming (to Human eyes) gigantic, monstrous, and bloated. In this state, which they remain in for 10-20 years until they die, they become hyper-fecund, laying hundreds of eggs at the standard period and sporadic clutches even at other times. These "great brood mothers," as the Qularr call them, are revered and honored... but also feared, because they're immensely strong, highly protective of their eggs, and very temperamental and moody. Males regard being chosen to fertilize a great brood mother's eggs as an honor.

The Qularr have lifespans roughly equivalent to those of Humans. An individual is considered an "adult" at age 15 (the age at which females become fertile) and typically reaches "retirement age" at 70-80 years. As a Qularr ages, he becomes more susceptible to his species's versions of cancer and heart trouble. Compared to Humanity the Qularr almost never suffer skin disease; the closest thing they sometimes experience is a painful infection of their chitinous "exoskeleton."

What Humanity Knows About the Qularr

Despite having known *of* the Qularr for over forty years, Humanity actually knows very little *about* them. Here's the sum of Human knowledge about the Qularr:

Biology

The Qularr aren't like anything terrestrial. Based on study of Qularr corpses from 1965 (of which there are few left, since not many were retrieved by Humans and even with refrigeration most of those have decomposed past the point of usefulness) and 2009, the Qularr have some characteristics in common with Earth insects, and some in common with Earth crustaceans. Their "skin" is tough and inflexible enough to be considered an exoskeleton, though they also have some cartilaginous structures analogous to bones.

The Qularr have all five senses Humans do, but at different levels of effectiveness. Qularr hearing is much more advanced than Human, and their voices capable of a much greater range of expression; they can communicate in infrasonic and ultrasonic levels inaudible to Humans. Their sense of touch is also much more sensitive than Humans'. On the other hand, their eyesight and olfactory senses aren't quite as good as Humans', particularly when it comes to seeing precise gradations of color.

Qularr reproduction is something of a mystery, since no Qularr female corpses have ever been retrieved (it's believed only the males of their species become soldiers). Based on examination of male reproductive systems and comparison to similar Earth animal species, Human xenologists believe that Qularr females lay eggs during certain seasons of the year, which the males then fertilize.

Qularr "skin" (chitin) color is usually a reddish, pinkish, or yellowish shade, ranging from relatively light to quite dark. To a Human, the average Qularr's skin color tends to suggest a slightly faded boiled lobster or a badly sunburned Caucasian.

The Qularr seem to have roughly the same lifespan as Humans.

Technology

As a species, the Qularr seem to possess much more advanced technology than Humans do. They use faster-than-light vehicles, and during their attempted invasions have employed high-powered force-field technology, personal blaster weapons, hovercraft, and a variety of other devices that only Earth superhumans have. Their abilities as bioengineers seem especially advanced; they either bred, altered from native stock, or bioengineered the giant monsters that were a crucial part of their military force. Why they didn't simply use biological warfare to wipe out Humanity quickly and cleanly remains unknown (in fact, it's the biggest single question many military strategists have about the Qularr).

Society

Humanity knows almost nothing about Qularr society or culture, and making educated guesses isn't even easy since the Qularr language remains untranslateable. (And the spoken form probably involves reproducing sounds Humans cannot make without technology.) However, a few solid deductions based on the existing evidence have been made.

First, Qularr society seems to be rigidly stratified. During the 1965 and 2009 invasions, several types of Qularr were observed, with different types distinguished by specific clothing and gear (and to a vague extent by minor differences in skin coloration or size). The various "castes" rarely mingled with one another, and some gave orders to others. Human scientists believe this isn't just an "officers and enlisted men" sort of separation, and that some sort of "caste system" extends throughout Qularr society.

Second, the Qularr also seem to assign specific jobs to specific genders. Not a single Qularr female corpse was ever retrieved, nor was any Qularr with recognizable female traits of any sort observed (though some scientists argue that female Qularr wouldn't necessarily have visible gender characteristics). Military activity must be limited only to male Qularr, so it stands to reason that other jobs are limited to only men or only women.

Based on analysis of gathered intelligence and first-hand observations of a skirmish or two, Humanity is aware that the Qularr are unfriendly toward the Gadroon and fight them when they have the opportunity. The extent and age of this state of animosity remain unknown; it may simply be brought on by competition for Earth.

Superpowers

The Qularr can manifest superhuman powers, though at only about one-third the rate that Humanity does. The average super-Qularr is about two-thirds as powerful as the average super-Human. About one-fourth of super-Qularr are mentalists, one-fourth are metamorphs of some type, and the rest are more or less evenly divided among the classic superhero archetypes.

Since crime is rare among the Qularr, super-Qularr usually work for the government in various capacities, including homeworld defense. They're rarely allowed off-planet or assigned to military expeditions. See below for several examples of superpowered Qularr.

Qularr Template

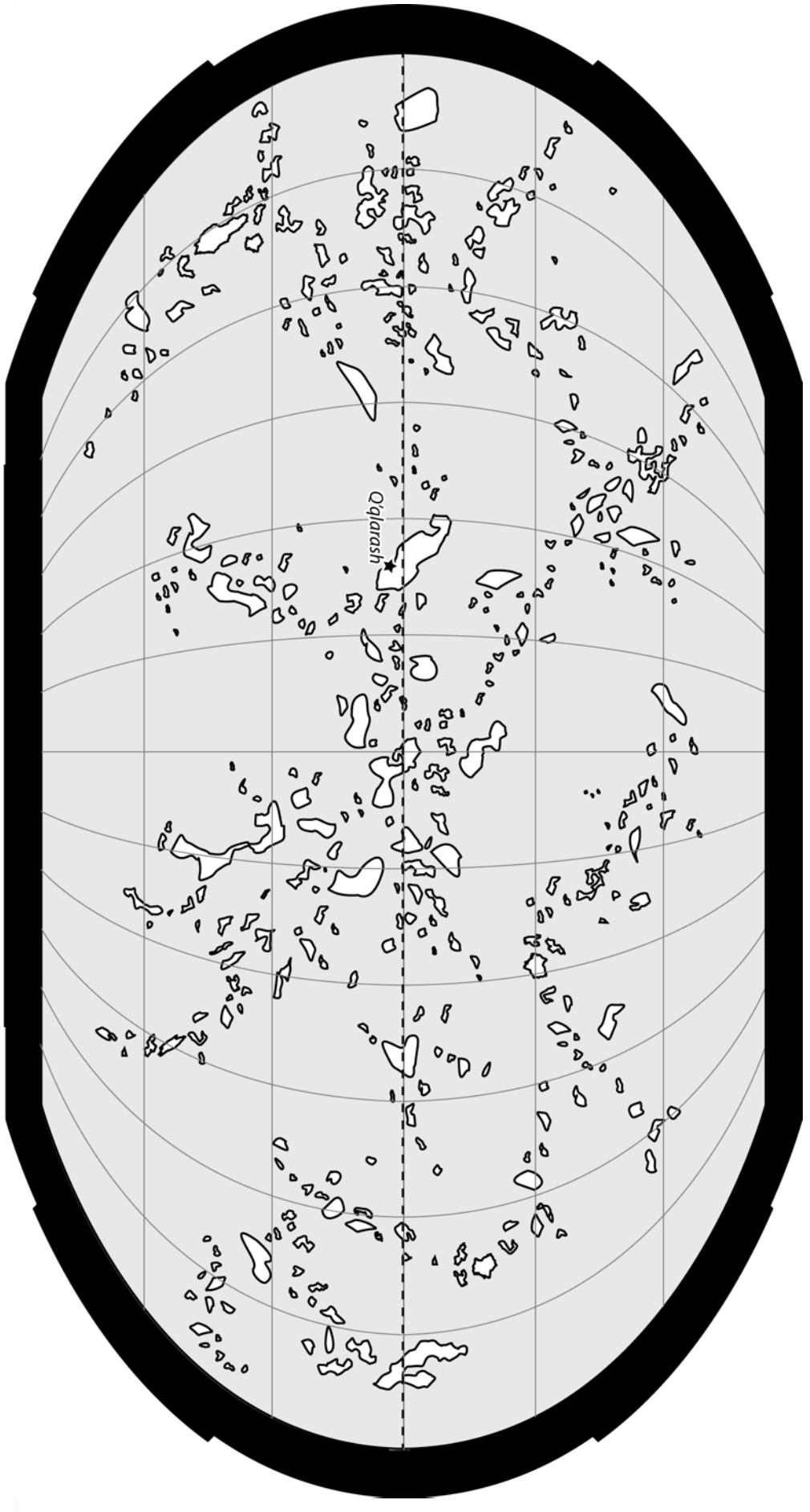
Cost	Ability
8	+2 STR, +2 CON, +2 PD, +2 BODY
7	**Qularr Mandibles:** HKA ½d6; No STR Bonus (-½)
5	**Claws:** HKA 1 point (plus STR)
5	**Kick:** HKA 1 point (plus STR)
2	**Qularr Skin:** Resistant (+½) for 2 PD/2 ED
3	**Qularr Hearing:** Ultrasonic Perception (Hearing Group)
3	**Qularr Hearing:** Infrasonic Perception (Hearing Group)
2	**Qularr Touch:** +2 to PER Rolls with Normal Touch

Total Cost Of Template Abilities: 35

Value Complications

15	**Physical Complication:** Poor Eyesight And Olfactory Senses (-1 to PER Rolls with both) (Frequently, Slightly Impairing)

Total Value Of Template Complications: 15



Reqqat

7

Reqqat, the Qularr Homeworld

The Qularr homeworld, Reqqat, orbits a G4V star they call Qror that's located spinward of Perseid space. It's the second of fourteen planets, most of which have been colonized by the Qularr to some degree (though often just for industrial purposes). As of 2011, Reqqat has a population of four billion.

Reqqat is a world of archipelagos and large islands; there's no body of land larger than twice the size of Earth's Greenland. Much of the landmass is clustered in the tropical zone, making it a humid, swampy world. (The Qularr prefer such climates and might even join forces with the Elder Worm for purposes of changing Earth's climate to one both species would prefer more... though inevitably each would betray the other at some point, since neither has any desire to share dominion over Earth.) It's also subject to more earthquakes and vulcanism than Earth, though Qularr science can predict and minimize the effect of such disasters.

The largest city on Reqqat, and the capital of the planet, is Q'qlarash, which occupies almost all of an island roughly half the size of Madagascar. Dominated by the squat, broad, dome-topped architecture that most Qularr cultures have favored due to the prevalence of earthquakes, it bustles with trade and cultural events. But to a Human it would seem somewhat quiet and subdued, since the telepathic element in Qularr speech (see below) minimizes the need for voices. Q'qlar High Port, a space station in geosynchronous orbit above the city, is a hub of interstellar trade.

Flora and Fauna

Historically, Reqqat was a deadly place infested with numerous animal species capable of hunting and killing an adult Qularr... and more than a few plants equally as dangerous! Qularr societies often arose specifically for protection against these threats; hunters, warriors, and heroes able to fight off or kill such horrors were revered, sometimes passing into myth and legend as the years went by.

As the Qularr became more technologically proficient, slowly but surely they brought most of these threats under control (sometimes by driving them to extinction). In some cases they found ways to "tame" and use them, giving rise to a habit of employing "monsters" for various purposes that still exists. Today, the most dangerous of Reqqat's native life is kept in carefully-tended nature preserves. Hunters seeking to relive the old glories — albeit with energy rifles instead of spears — can buy licenses to risk their lives to find, fight, and kill one of these monstrosities.

Qularr History

Based on the fossil evidence, the Qularr evolved hundreds of thousands of years ago from a creature that a Human would describe as a sort of humanoid horseshoe crab. Driven to abandon the shallow waters it favored by volcanic activity that raised many of the current Reqqat islands, it had to become larger and more intelligent to stand a chance against the planet's deadly flora and fauna. Eventually it evolved into the modern Qularr.

The earliest Qularr civilizations began on the larger islands, where the most dangerous animals and plants lived. Cave settlements soon gave rise to walled villages, some of which grew to towns and cities as methods of administration and food production improved. By about three thousand years ago, most of the planet was controlled by one of three realms: the Ulk'ta Empire; the K'zemni Hegemony (a confederation of small entities ruled by a triumvirate controlled by the K'zem people); and the Empire of the Pearl Archipelago. Since each of them was roughly equal in strength, a tense but stable political situation arose in which no one power could dominate any of the others.

That changed when barbarians from some hinterland islands swarmed into K'zemni lands, eventually overthrowing the Hegemony in an orgy of slaughter that left millions of Qularr dead. The Ulk'ta and Pearl empires began to nibble around the edges of K'zemni territory in search of gain, but before they could achieve much a plague brought into civilized lands by the barbarians swept the planet. Over the next six decades roughly a third of Reqqat's population fell to disease or starvation, resulting in severe labor shortages in every field. No one thought anymore of conquest or power, but simply of survival.

The next several centuries were a dark age in which empires fragmented into tiny local states, much learning was lost (temporarily or permanently), and entire cultures were wiped out or absorbed into larger groups. The situation began to stabilize about 2,300 years ago when the legendary philosopher-prince High Ruler founded the S'thoth'n Empire by conquering three kingdoms neighboring his own. His sons expanded the S'thoth'n lands, and elsewhere other strong kings emulated their example. By approximately 2,000 years ago the situation had stabilized into one where roughly a dozen large states controlled most of Reqqat's islands — though of course some of them were ruled very differently than others, due to cultural or religious variations from region to region.

The next twelve hundred years were roughly equivalent to the medieval and Renaissance periods on Earth. Kingdoms became more politically and socially sophisticated, while advances in science and learning occurred, often at a rapid pace in certain centers of scholarship and then slowly spreading outward across the world.

The Battle of Thrikune, in which a small force armed with the latest weaponry (simple but effective firearms) defeated a large army armed with less advanced weapons, signalled the end of this period and the advance into more of an "Age of Reason" era. However, since technological developments tended to spread rapidly across the planet and strong states existed in every region, there was no period of colonization and empire-building such as Earth saw in the latter half of the second millennium.

Competition, and not-infrequent wars, between the various nations of Reqqat pushed technological development at a rapid pace. By about 1500 AD the leading nations had entered space and begun exploring the Qularr solar system. By 1650 AD, the first faster-than-light drives had been developed, and energy weapons and force-fields were becoming standard weaponry. Unfortunately the drive to outdo other nations also bred animosity and prejudice, which nearly led the Qularr to disaster.

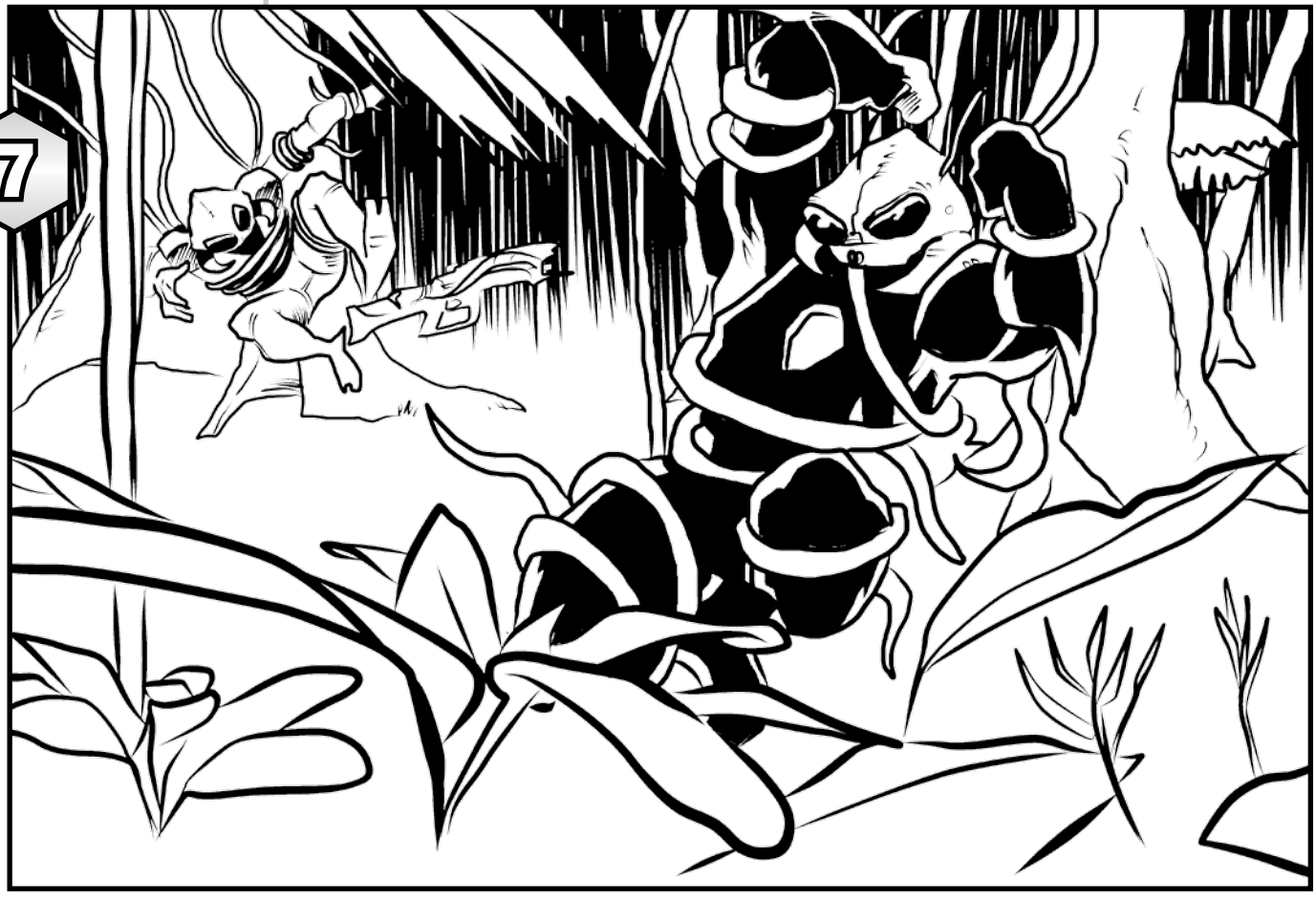
THE BIO-WARS

About two hundred years ago, various long-simmering hatreds, diplomatic entanglements, and struggles to control natural resources combusted, plunging all of Reqqat into war — or rather a series of wars lasting nearly fifty years. Today these conflicts are known as the *Bio-Wars* because their defining feature was the widespread use of biological weapons.

In all three conflicts, the combatants aligned themselves into two camps: the Teqari Alliance and the so-called "Union of Iron." Modern Qularr generally regard the Alliance as the "good guys" who wanted to preserve the general freedom and the Union as "bad guys" who wanted to conquer the planet and rule it as they saw fit, but in truth neither side was entirely justified or entirely evil — the situation was far more complex than that.

THE FIRST BIO-WAR

The first Bio-War was initially fought with conventional weapons: blasters; explosive missiles; kinetic projectiles launched from space-based platforms; and more. After three years the Union had begun to lose and saw ultimate defeat as inevitable within two years unless it took drastic measures. Dominated by the fanatic High General, whose hatred of the Alliance knew no bounds, the Union High Command took a step never before taken in a major Qularr war: it used biological warfare. Its initial attacks were devastating, virtually wiping out two entire Alliance armies (as well as several civilian cities). Unfortunately for it, though, its initial impressive gains were soon offset by (a) its own soldiers falling victim to lingering pockets of the disease as they advanced into enemy territory, and (b) Alliance fury at the millions of deaths caused by the bio-weapon. When it was able to, the Alliance struck back with tremendous force, obliterating the Union's capital island with a nuclear bomb and then overwhelming armies cut off from their High Command. It took three more years, but eventually the Alliance triumphed. Harsh terms were imposed on the nations of the Union.



THE SECOND BIO-WAR

Two decades of economic suffering and political turmoil followed as both sides strove to rebuild. Terrified of a resurgent Union, the Alliance essentially ruled its former enemy with an iron fist, leaving occupation forces in place for over twelve years and suppressing most civic privileges for Union citizens. This bred tremendous resentment among the populace, most of whom had nothing to do with the Union's policies or practices. These bitter feelings festered and eventually gave rise to a demagogue: Research Scientist, a former scientist who preached that Qularr technological and social advances should be equally available to all and that the nations of the Alliance were "oppressors and exploiters" who were simply using the Union nations as a source of materials and cheap labor to rebuild their own cities at the Union's expense.

Research Scientist's following became larger, louder, and more violent as the years passed. Eventually the Alliance realized that he was one political rabble-rouser it couldn't ignore. Alliance troops moved in to arrest him and his chief underlings, but they fled mere minutes before the soldiers arrived. From a secure hiding place Research Scientist called for a general uprising, and he got it. Some of his lieutenants returned to public to lead the rebellion, which soon blossomed into a full-scale war, while he himself remained in seclusion.

Again the Union made some early gains, largely because the Alliance wasn't as prepared for a "rebellion" as it should have been, but after a year of fighting the Union's relative lack of materiel began to take its toll. That's when Research Scientist revealed what he'd been working on in his hidden stronghold: another bio-weapon, even more powerful than the ones used in the First Bio-War. Released by missile in over a dozen Alliance cities and several major military installations, it caused millions of deaths in less than a week. Several key political and military figures among the Alliance were victims, significantly disrupting the Alliance response.

While the Alliance floundered, inoculated Union troops pressed forward, making serious inroads into Alliance territory. But soon Alliance virologists, aided by data obtained by Alliance spies, developed their own inoculant and the war returned to an equal footing. Four more years of inconclusive fighting followed, but eventually both sides, exhausted by the struggle, settled into a tense, unspoken peace.

THE THIRD BIO-WAR

The quiet that followed the Second Bio-War was merely the calm before the storm. Instead of learning their lesson and finding a way to live together peacefully, the Alliance and the Union both secretly began rebuilding their militaries. Espionage became the order of the day as each side tried to learn what the other was doing. Pleas for peace and unity from the Qeqlub Arlavo Dhren (the Qularr religion, see below) and many others fell on deaf ears.

Ten years later, with the inevitability of a wave crashing on the shore, the Third Bio-War flared up. A seemingly trivial dispute over the customs procedures at a busy border checkpoint led to a shooting match between guards, and soon the entire military force of both Union and Alliance had been mobilized. Both sides has new weapons they'd developed over the past decade, so the first few years of the war were a learning experience where each combatant had to adapt to the new technologies and find ways to counter them.

The end came quicker than anyone had anticipated. An Alliance scientist named Biologist, who'd lost his wife and three children to the Union's bio-weapon in the Second war, was determined to pay the Union back in kind. He developed the most lethal biological weapon yet seen on Reqqat, the culmination of the Qularr mastery of the biological sciences. Terrified at its possible effects, the Alliance leadership refused to use it, ordering Biologist to stockpile it and turn his researches to other weapons.

Infuriated, Biologist snuck into an Alliance missile base, killed several guards, outfitted a dozen missiles with his new bio-weapon, and launched them. Unfortunately he misprogrammed two of them, which landed in Alliance territory. Now *both* sides were subjected to the worst plague in Qularr history. The war virtually ground to a halt as millions died. Scientists from both sides worked together in unprecedented cooperation to develop a cure. By the time they succeeded, 800 million Qularr around the world were dead. To this day pockets of the bio-weapon are thought to exist in some wild areas of the planet, and every Qularr is inoculated against the disease in childhood.

AFTERMATH AND UNIFICATION

A grieving world had lost a fifth of its population to greed, anger, and stupidity. Realizing there was no way they could possibly survive a fourth confrontation, the Qularr began to come together, looking for things they had in common — religion, culture, and more — that they could build a new society on, instead of emphasizing differences and disputes. This led to the formation of the Reqqat Unity, a world government. The very first thing the new government did was pass a law forbidding biowarfare and the use of biological weapons. Henceforth the Qularr would use their skill at biology only for peaceful and commercial purposes.

The First Invasion of Earth

The Qularr learned about, and became interested in, Earth after the Kr'Aan War (see page 10) brought the Fabulous Five, and thus Humanity, to their attention. Some Qularr had an opportunity to observe the Fabulous Five in action, and to obtain biological samples from them (blood spilled during the battle). Intrigued by the samples, Qularr scientists believed that if they had more, they might be able to find a way to bio-engineer more frequent, more powerful superpowers in the Qularr themselves. This led to the May 1965 invasion attempt described on page 10.

The Second Invasion of Earth

The Qularr defeat on Earth was one of the few setbacks the species experienced since Reqqat became a unified planet, and it stung. For some time they simply tried to put it behind them, but it rankled. Many in the Qularr military regarded it as "unfinished business" and vowed to return to Earth someday and defeat Humanity.

They got their chance in the early 2000s, when a shift in the Reqqat Senate allowed them to push through funding for another invasion. They spent years planning and preparing, determined not to fall victim to overconfidence once again. Slowly, stealthfully, the invasion force approached Earth and began to study it...

...and then one of their warning beacons went off! Somehow, a Qularr soldier left behind decades before had sensed their presence and triggered one of the old beacons. Without waiting to finish their reconnaissance the Qularr launched their invasion.

Days of fighting followed around the world. Surprise gave the Qularr the edge initially, and they were able to conquer several major cities, or trap them under domes of force (Millennium City fell into the latter category). But the number of superheroes on Earth had grown significantly since 1965, a fact the Qularr were unprepared for. Slowly but surely, Earth's superhuman defenders turned the tide. The final stroke was the destruction of one of the Qularr capital ships by a superhero, Ironclad, who was "fired" at the ship like a bullet by a ground-based super-cannon.

The bulk of the Qularr fleet fled, departing the solar system. However, it left behind one group of soldiers on Monster Island, who were so well dug-in, and so well-protected by the monster Mega-Terak (whom they'd re-taken control of), that the Humans couldn't dislodge them. They (and other groups of Qularr soldiers hiding out in the wild places of Earth) have been tasked with learning as much as they can about Humanity. Once they feel they've learned enough to give their people the edge they need to triumph, the Qularr plan to take over all of Monster Island, then construct a communications array with which they'll summon the full invasion fleet to conquer Earth once and for all.

Qularr Society

Qularr society is highly organized along caste and gender lines. Male Qularr don't do female jobs, and vice-versa; Qularr from high-ranking castes run things while their low-caste brethren do the hard labor. But it goes deeper than that — it's not just a social thing, it's part of Qularr biology at the genetic level. A low-caste Qularr wouldn't think of trying to better himself or associate with higher-caste Qularr; the concept would never occur to him.

The Qularr of each caste may have enhanced capabilities or special abilities that have been bred into them over the millennia. For example, Qularr Shock Troopers are stronger and tougher than the Qularr average; Qularr Scholars are smarter and more insightful. These abilities don't really rise to the level of superpowers, but they do help distinguish one type of Qularr from another in some instances.

The average Qularr tends to be somewhat "xenophobic." They dislike interacting with other species either commercially or socially, though they do it in the interest of maintaining trade and diplomatic relations when necessary. Many of them actively despise other species, regarding the Qularr as the acme of evolution and the eventual rulers of the Galaxy.

Qularr Government

The Qularr have a unified world government structured around two institutions: the President of Reqqat, an executive who's responsible for enforcing the laws, running the military, and performing many other administrative functions; and the Reqqat Senate, a legislative body that proposes and passes laws, appoints judges and oversees the court system, allocates the budget, and so on.

All Qularr belonging to "upper class" or "middle class" castes are eligible to vote for the president, who takes office for an eight-year term and can serve up to four terms. All Qularr regardless of caste can vote for their local senator, who serves for a four-year term and can be re-elected an unlimited number of times.

The Qularr Empire

The Qularr control a small empire of several systems surrounding their own. One of them, orbiting a star the Qularr call Hek'ta, hosts sentient life. The Hektanese of Hek'ta III are humanoids with skin tones in the red-orange-yellow spectrum but otherwise similar to Humans in most ways. Their civilization has technology roughly equivalent to Earth circa 1850. The Qularr, whom the more primitive Hektanese civilizations regard as gods, rule the planet with an iron hand, exploiting it at will and ruthlessly quelling the slightest murmur of dissent or rebellion.

The Qularr Military

Although they're not currently at war with anyone (aside from planning to invade Earth again at some point in the near future), the Qularr are an aggressive people who maintain a large military. Thanks to the Qularr "instinctual telepathy" (see below), the military functions with a high degree of efficiency. (The same holds true with other large Qularr organizations.)

As of 2011, the Qularr military forces consist of roughly half naval personnel who work on starships and fight battles in space, and half "marines" who land on planets to fight dirtside engagements, attempt boarding actions on enemy starships, and the like. Human superheroes are most likely to encounter the latter; see below for character sheets for several example soldiers (such as the Invasion Leader, Drone, Shock Trooper, and Bugkeeper). For a typical "sailor" on a starship, use the Drone character sheet with appropriate Skill changes.

Qularr Espionage

The Qularr have a relatively small intelligence-gathering apparatus, and almost all of it is dedicated to signals intelligence (*i.e.,* intercepting, monitoring, and/or analyzing electronic signals and transmissions). They have little means for infiltrating other species's societies and collecting information directly or through hirelings, and little desire to do so.

The Qularr Economy

The Qularr are part of the intergalactic community and as such engage in trade with other interstellar species who possess a similar level of technology. They're happy to trade with anyone who has better technology than they do in the hopes of advancing their own position, but never sell their own devices to species who don't have equal capabilities. Their most prominent trade items are biological, ranging from precisely-crafted genetic samples, to custom-tailored animals and "monsters," to various medicines. (They never sell bioweapons, or anything they think could be used as a weapon, aside from the "monsters.") Qularr technology sells relatively poorly because its organic elements make it incompatible with many other technologies.

Qularr Family Life

As mentioned above, the Qularr organize themselves into hundreds of castes, each of which does a particular type of job or serves a specific function within society. For example, members of the Shet'sa caste are mid-level civil bureaucrats, while Qularr in the Reqla caste conduct scientific research.

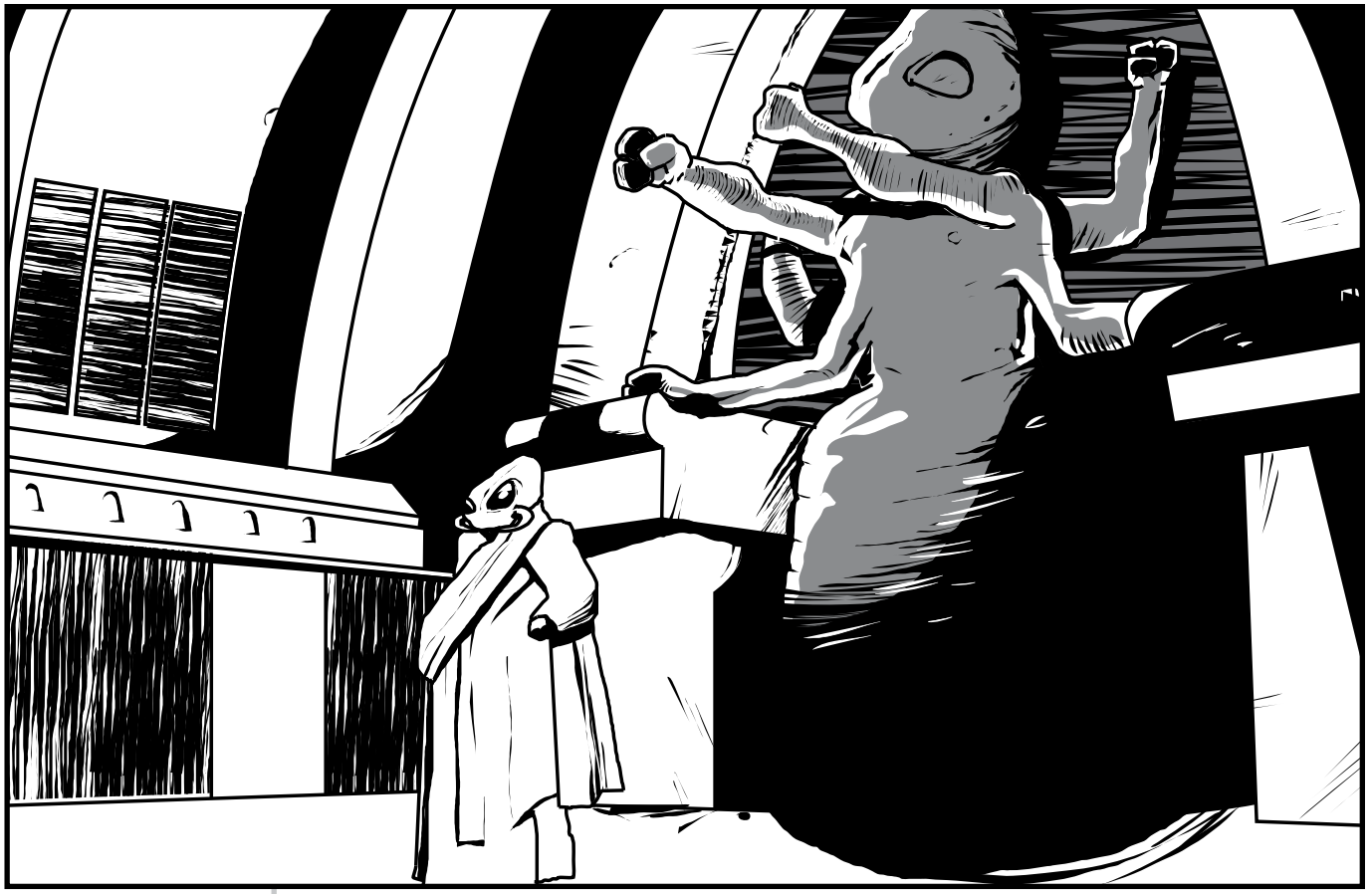
Each caste consists of a dozen or more families — enough to maintain genetic diversity, since a Qularr can only "marry" within his caste. On rare occasions a Qularr may "marry" someone from another caste of equal rank, in which case the male immediately joins the female's caste and changes jobs to suit.

The Qularr have no institution of marriage as most species do. Instead, a female and a male simply agree that the male shall have the right to fertilize that female's eggs if he so desires. Assuming the caste and family leaders agree, the two Qularr live together and raise their children, but there's no ceremony or other formal acknowledgement of the relationship. If the two prove unsuitable, or one changes his mind, the "union" dissolves.

While the male and female Qularr who create them have primary responsibility for their children, families often raise all their children jointly/communally, and sometimes this phenomenon extends throughout entire close-knit clans. Castes whose members have to work together well as adults — such as athlete castes or researcher castes — are more likely to do this.

Qularr Language and Names

The Qularr don't have personal names. Instead, they're referred to simply as what they are or what they do. For example, the commander of the current Qularr force on Monster Island is named "Qularr Invasion Leader." His second-in-command is named "Leader's Chief Assistant," and every single one of his shock troopers is named "Qularr Shock Trooper." Ordinarily this would cause constant confusion when a group of Qularr tries to work together, but the Qularr have a sort of "instinctual telepathy" that eliminates the problem. They cannot communicate mentally any more than Humans can, but if Qularr Invasion Leader says to a group of Shock Troopers, "Shock Trooper, go patrol that perimeter," all the Qularr involved know exactly which Shock Trooper he's talking to. This leads to a preciseness of communication and discipline that many Human military commanders would envy.



The Qularr language not only relies on this instinctual telepathy, but also on infra- and ultrasonic sounds. Thus, Humans simply cannot learn to speak it without the aid of super-tech devices that can produce the right sounds and mental impulses; learning to read their written language would be next to impossible. (If the GM permits it at all, learning Language: Qularr costs *triple* the normal cost for an ordinary Language and requires special speaking devices. Qularr words in this chapter, including the species's name, are approximations.)

Qularr Arts and Entertainment

Despite their (to Human eyes) "monstrous" appearance, the Qularr have a rich culture and can create and appreciate many forms of art.

Art and Literature

Since Qularr aural and tactile senses are far better developed than their vision, they favor art they can touch and hear over what has to be seen. For example, sculpture is far better developed as an art form than painting. While the Qularr do produce fine literature, many of them prefer to absorb it by listening to recordings of a book being read, or even listening to storytellers. Storytelling has a long and ancient tradition on Reqqat. In modern times many storytellers still make a good living through a combination of traditional tale-telling and the memorizing of entire novels which they recount at events that run for several hours a day over the course of roughly a week.

Performing Arts

Qularr drama, whether live theater or recorded "movies," is very "operatic," relying far more on songs and flashy "dance numbers" than on sophisticated, emotional acting or subtle dramatic cues. A Human watching it would probably be impressed by the spectacle despite his inability to follow the story.

Qularr music sounds flat and dull to Human ears, because Humans cannot hear the ultra- and infra-sonic sound that make up a significant part of it. Qularr music is actually elaborate and sophisticated, with songs to please everyone from the simplest working-class Qularr to the most snobbish aesthete.

Sports and Games

The Qularr enjoy participating in and watching sporting events; in fact, entire castes are devoted to athletic pursuits for profit. Most Qularr sports involve some level of physical contact. One of the most popular is *qerg,* which to Human sensibilities seems something like a cross between wrestling and basketball. On the other hand, games tend to be an amateur pursuit, played for fun or as a hobby. Two of the most common are *geldaro* (a chess-like game in which each player controls 40 pieces with varying "powers") and *ruqo* (an electronic game that pits one or more players against a like number of opponents in a race to move their "pieces" through a trap-filled maze).

Qularr Religion

One of the factors that made unification of Reqqat fairly easy once the Qularr set their mind to it is that about four-fifths of all Qularr follow the same religion, a goddess-worshipping faith they call *Qeqlub Arlavo Dhren,* roughly meaning "Church of the Holy Mother." Dhrenists worship a being they simply call "Goddess" who resembles one of their great brood mothers (see above) in even more monstrous form: larger, with six arms and an insecto-crustaceoid lower half instead of legs. They consider her the mother of all Qularr, who laid the first clutch of eggs (thousands of them, according to the holy texts) which were fertilized by an obscure sky-god figure. While some regional differences and ritual preferences still remain, the core of Dhrenism is the same across the planet, thanks to intrafaith councils that harmonized various aspects of the religion during the unification period.

The remaining twenty percent of Qularr mostly follow a sort of animistic faith that emphasizes the spirit world, personal harmony with nature, and astrological practices. Most followers of this faith belong to certain upper lower class and lower middle class castes.

Qularr Technology

Qularr technology is quasi-organic (sometimes consisting of up to 83% biological components) and significantly more advanced than Human devices. It includes:

- starships with FTL drives capable of achieving speeds of one light-year per hour in the most advanced military models (though one light-year per day is more common for most vessels);
- various types of blasters and other energy weapons (they regard projectile firearms and similar technology as primitive);
- force-field systems that can maintain a high-strength field over large areas, or even project force-fields offensively instead of just defensively; and
- communications systems able to broadcast and receive clearly over hundreds of light-years.

The Qularr biological sciences are particularly sophisticated. Bio-materials are one of their major trade items with other galactic civilizations. As Humanity has seen, one aspect of Qularr skill with biology is their ability to breed giant monsters for various purposes (for example, to carry burdens, assist with agriculture, or fight in wars).

In *HERO System* terms, Qularr technology is "Barely Compatible" with Human tech, meaning that a Human who works with Qularr tech or tries to combine Human and Qularr components in a single device may suffer up to a -8 Skill Roll penalty and other restrictions; see HSS 40.

Qularr Weapons

Here are two examples of Qularr technology the aliens might use against Human superheroes:

Bioweapon Control Helmet

Effect:	Mind Control 12d6 (Animal class of minds), Activation Roll 14-
Target:	One character
Duration:	Instant
Range:	LOS
END Cost:	6
Breakability:	12 PD/12 ED

Description: This device is a large, helmet-like gadget that only works for Qularr minds. A Qularr wearing it can exert mental control over animals — such as most of the giant monsters on Monster Island. So far the Qularr on Earth haven't used any of these devices, partly because they want to keep them secret and partly because they're not entirely reliable and pose a danger to the user.

The Bioweapon Control Helmet is designed to be operated by a Qularr mind. If a Human tries to use one, the GM should roll 1d6. On a 1-3, if the Activation Roll succeeds the Helmet functions at half effect; on a 4-5 the same thing, but it functions at full effect; on a 6 there's dangerous psionic feedback and the wearer takes RKA 1d6, AVAD (Mental Defense), Does BODY.

Game Information: Mind Control 12d6 (Animal class of minds) (60 Active Points); OIF (-½), Activation Roll 14- (-¼). Total cost: 34 points.

Force Shackle Cannon

Effect:	Entangle 8d6, 8 PD/8 ED
Target:	One character
Duration:	Instant
Range:	100m
Charges:	12 Charges
Breakability:	16 PD/16 ED

Description: Qularr Shock Troopers sometimes carry this big, bulky rifle, which uses Qularr force-field technology to capture a target in bands of force.

Game Information: Entangle 8d6, 8 PD/8 ED (80 Active Points); OAF (-1), Limited Range (100m; -¼), Two-Handed (-½). Total cost: 29 points.

Qularr Starships

Over their years of space exploration, interstellar trade, and conquest, the Qularr have developed a wide variety of starships. Capital ships and larger vessels tend to have a distinctively insectile appearance, with a reddish-colored oval main body and two or more "propulsion spars" projecting to aft from the port and starboard hull segments. A ship may consist of multiple subsections attached to form a whole, or simply be a much larger version of the standard hull configuration (of which the *Qu'na* class, below, is a good example).

Smaller ships, on the other hand, tend to be sleek and have a blue, green, gold, or purple metallic look to them. The Air-Runner described below, a one-man fighter and scout with atmospheric capability, is one such vessel.

Qu'na-class Heavy Fighter

The *Qu'na* class is a "heavy fighter" — a ship designed to have a small crew (in this case, no more than 20 Qularr) but to move fast and almost as nimbly as a fighter. It mounts the standard Qularr energy beam in two configurations: first, a large main weapon aimed forward; second, smaller turretted weapons on all sides of the ship but aft.

Hssqa-class Light Warship

The *Hssqa* is a "light warship" — a military vessel capable of anchoring small, mission-specific fleets, escorting traders through dangerous areas, protecting a fleet flagship, and the like. It has a crew of approximately three to four dozen, depending on its assignment and exact internal configuration.

Qularr Air-Runner

The Air-Runner is a one-Qularr spaceship designed for near-space/near-mothership and atmospheric aerial combat. Its only weapon is a forward blaster fired by the pilot from a trigger mounted on the steering column.

Air-Runners are dark blue. They're "moored" to the ground by an energy tether generated by a small Qularr post. Viewed from above or below they're wedge-shaped. Viewed from the side, front, or back they're remarkably thin. The pilot flies the vehicle in a laying-down position, thus minimizing the ship's profile.

QU'NA-CLASS HEAVY FIGHTER

Val	Char	Cost	Notes
10	**Size**	50	20m x 10m x 10m; mass 100 tons; -10 KB; OCV+ 6
60	**STR**	0	Lift 100 tons; 12d6 HTH [0]
17	**DEX**	14	
8	**OCV**	25	
6	**DCV**	15	
4	**SPD**	20	*Phases:* 3, 6, 9, 12
9	**PD**	10	
9	**ED**	11	
30	**BODY**	10	**Total Characteristics Cost: 155**

Movement: Ground: 0m
Flight: 30m
FTL: 1 LY per 6 Hours

Cost	Powers	END
	Power Systems	
22	**Antimatter Power Plant:** Endurance Reserve (120 END, 21 REC) OIF Bulky (-1)	0
11	**Backup Fusion Power Supply:** Endurance Reserve (60 END, 12 REC) OIF Bulky (-1)	0
	Propulsion Systems	
13	**Hyperdrive:** FTL Travel (1 LY per 6 Hours) OIF Bulky (-1), Costs Endurance (-½)	3
33	**Sublight Engines:** Flight 30m MegaScale (1m = 1,000 km; +1¾); OIF Bulky (-1), Costs Endurance (-½)	8
-12	**Only Flies In Space:** Ground Movement -12m (0m total)	
-2	**Only Flies In Space:** Swimming -4m (0m total)	
	Tactical Systems	
75	**Forward Energy Cannon:** RKA 10d6 Armor Piercing (+¼); OIF Bulky (-1), Limited Arc Of Fire (60 Degrees; -½)	19
67	**Qularr Energy Beams:** RKA 8d6 Armor Piercing (+¼); OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼)	15
10	**Qularr Energy Beams:** three more Energy Beams (total of 4)	15
30	**Qularr Defense Field:** Resistant Protection (30 PD/30 ED) OIF Bulky (-1), Ablative (-½), Costs Endurance (-½)	9
64	**Qular Stealth Field:** Change Environment (hide ship), -12 to Sight and Radio Group PER Rolls Area Of Effect (20m Radius; +1); IIF (stealth field generator; -¼), Increased Endurance Cost (x2 END; -½), No Range (-½)	28
	Operations Systems	
57	**Sensor And Communication Systems:** Variable Power Pool, 50 Pool + 50 Control Cost OIF Bulky (-1), Only For Senses And Communications (-1), Costs Endurance (-½)	var
93	**Long-Range Sensors:** MegaScale (.25 light-year per Active Point; +3¾) for any Sensor Pool Sense OIF Bulky (-1)	var
15	**Long-Range Sensors:** +20 versus Range for Radio Group OIF Bulky (-1)	0
3	**Navigation Computer:** +3 to Navigation (Space) rolls OAF Bulky (-1½)	0
68	**Tractor Beam:** Telekinesis (50 STR) MegaRange (1m = 10 km; +1¼); OIF Bulky (projector; -1), Affects Whole Object (-¼), Limited Arc Of Fire (180 Degrees forward; -¼)	17
	Personnel Systems	
15	**Artificial Gravity:** Telekinesis (20 STR) Selective (+½); OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	3
3	**Backup Artificial Gravity:** Telekinesis (5 STR) OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	1
12	**Life Support:** Life Support (Self-Contained Breathing; Safe Environments: High Radiation, Intense Cold, Intense Heat, Low Pressure/Vacuum) Costs Endurance (-½)	2
6	**Backup Life Support:** Life Support (Self-Contained Breathing; Safe Environments: High Radiation, Intense Cold, Intense Heat, Low Pressure/Vacuum) Only Within Affected Area (3m x 2m x 2m chamber; -2), 1 Continuing Fuel Charge (easily replaced from sources outside the ship; 1 Month [i.e., hundreds of thousands of man-days]; -0)	[1cc]
7	**Medical Facilities:** Paramedics 11-	
5	**Medical Facilities:** SS: Medicine 11-	
	Skills	
8	+1 with Ranged Combat	
9	Computer Programming 12-	
9	Cryptography 12-	
9	Demolitions 12-	
9	Electronics 12-	
9	Mechanics 12-	
11	Weaponsmith (Firearms, Missiles & Rockets, Incendiary Weapons, Energy Weapons) 12-	

Total Abilities & Equipment Cost: 659

Total Vehicle Cost: 814

Value Complications

25	**Distinctive Features:** Qularr Warship (Not Concealable, Causes Extreme Fear)
15	**Physical Complication:** Cannot Enter Atmospheres (Infrequently, Greatly Impairing)

Total Complications Points: 40

Total Cost: 814/5 = 163

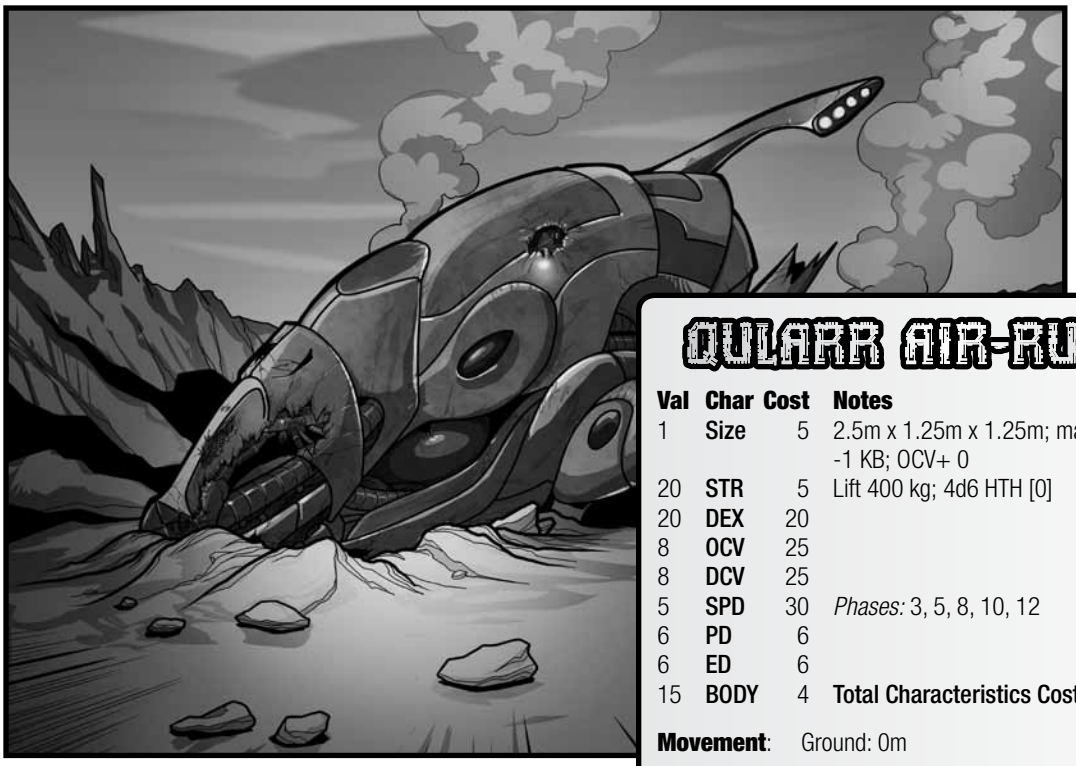
HSSQA-CLASS LIGHT WARSHIP

Val	Char	Cost	Notes
15	Size	75	64m x 32m x 32 m; mass 3.2 ktons; -15 KB; OCV+ 10
85	STR	0	Lift 3.2 ktons; 15d6 HTH [0]
14	DEX	8	
9	OCV	30	
8	DCV	25	
4	SPD	20	*Phases:* 3, 6, 9, 12
12	PD	15	
12	ED	15	
40	BODY	15	**Total Characteristics Cost: 203**

Movement: Ground: 0m
Flight: 25m
FTL: 1 LY per 3 Hours

Cost	Powers	END
	Power Systems	
26	**Antimatter Power Plant:** Endurance Reserve (160 END, 18 REC) OIF Bulky (-1)	0
14	**Backup Fusion Power Supply:** Endurance Reserve (80 END, 12 REC) OIF Bulky (-1)	0
	Propulsion Systems	
14	**Hyperdrive:** FTL Travel (1 LY per 3 Hours) OIF Bulky (-1), Costs Endurance (-½)	3
28	**Sublight Engines:** Flight 25m MegaScale (1m = 1,000 km; +1¾); OIF Bulky (-1), Costs Endurance (-½)	7
-12	**Only Flies In Space:** Ground Movement -12m (0m total)	
-2	**Only Flies In Space:** Swimming -4m (0m total)	
	Tactical Systems	
90	**Forward Energy Cannon (Primary):** RKA 12d6 Armor Piercing (+¼); OIF Bulky (-1), Limited Arc Of Fire (60 Degrees; -½)	22
83	**Forward Energy Cannon (Secondary):** RKA 10d6 Armor Piercing (+¼); OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼)	19
75	**Qularr Energy Beams:** RKA 9d6 Armor Piercing (+¼); OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼)	17
15	**Qularr Energy Beams:** seven more Energy Beams (total of 8)	15
40	**Qularr Defense Field:** Resistant Protection (40 PD/40 ED) OIF Bulky (-1), Ablative (-½), Costs Endurance (-½)	12
72	**Qular Stealth Field:** Change Environment (hide ship), -12 to Sight and Radio Group PER Rolls Area Of Effect (64m Radius; +1¼); IIF (stealth field generator; -¼), Increased Endurance Cost (x2 END; -½), No Range (-½)	32
	Operations Systems	
68	**Sensor And Communication Systems:** Variable Power Pool, 60 Pool + 60 Control Cost OIF Bulky (-1), Only For Senses And Communications (-1), Costs Endurance (-½)	var
112	**Long-Range Sensors:** MegaScale (.25 light-year per Active Point; +3¾) for any Sensor Pool Sense OIF Bulky (-1)	var
15	**Long-Range Sensors:** +20 versus Range for Radio Group OIF Bulky (-1)	0
3	**Navigation Computer:** +3 to Navigation (Space) rolls OAF Bulky (-1½)	0
17	**Internal Monitors:** Clairsentience (Sight And Hearing Groups), Mobile Perception Point, Multiple Perception Points (up to eight at once) OAF Immobile (-2), Perception Point Cannot Move Through Solid Objects (-0)	5
81	**Tractor Beams:** Telekinesis (60 STR) MegaRange (1m = 10 km; +1¼); OIF Bulky (projector; -1), Affects Whole Object (-¼), Limited Arc Of Fire (180 Degrees; -¼)	20
10	**Tractor Beams:** 3 more Tractor Beams (total of 4)	20
	Personnel Systems	
15	**Artificial Gravity:** Telekinesis (20 STR) Selective (+½); OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	3
3	**Backup Artificial Gravity:** Telekinesis (5 STR) OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	1
12	**Life Support:** Life Support (Self-Contained Breathing; Safe Environments: High Radiation, Intense Cold, Intense Heat, Low Pressure/Vacuum) Costs Endurance (-½)	2
6	**Backup Life Support:** Life Support (Self-Contained Breathing; Safe Environments: High Radiation, Intense Cold, Intense Heat, Low Pressure/Vacuum) [1cc] Only Within Affected Area (3m x 2m x 2m chamber; -2), 1 Continuing Fuel Charge (easily replaced from sources outside the ship; 1 Month [i.e., hundreds of thousands of man-days]; -0)	
10	**Backup Life Support:** three more Backup Life Support areas (total of 4)	
11	**Medical Facilities:** Paramedics 13-	
7	**Medical Facilities:** SS: Medicine 13-	

7



Skills

8 +1 with Ranged Combat

9 Computer Programming 12-
9 Cryptography 12-
9 Demolitions 12-
9 Electronics 12-
9 Mechanics 12-
11 Weaponsmith (Firearms, Missiles & Rockets, Incendiary Weapons, Energy Weapons) 12-
60 60 Character Points' worth of other labs (chosen by the GM based on the ship's specific mission parameters)

Total Abilities & Equipment Cost: 937

Total Vehicle Cost: 1,140

Value Complications

25 **Distinctive Features:** Qularr Warship (Not Concealable, Causes Extreme Fear)
15 **Physical Complication:** Cannot Enter Atmospheres (Infrequently, Greatly Impairing)

Total Complications Points: 40

Total Cost: 1,140/5 = 228

QULARR AIR-RUNNER

Val	Char	Cost	Notes
1	**Size**	5	2.5m x 1.25m x 1.25m; mass 200 kg; -1 KB; OCV+ 0
20	**STR**	5	Lift 400 kg; 4d6 HTH [0]
20	**DEX**	20	
8	**OCV**	25	
8	**DCV**	25	
5	**SPD**	30	*Phases:* 3, 5, 8, 10, 12
6	**PD**	6	
6	**ED**	6	
15	**BODY**	4	**Total Characteristics Cost: 126**

Movement: Ground: 0m
Flight: 60m

Cost	Powers	END
48	**Hover Generator:** Flight 60m, x4 Noncombat Multiple Sideways Maneuverability (+½); OIF Bulky (-1)	0
-12	**Flight Only:** Ground Movement -12m (0m total)	
-2	**Flight Only:** Swimming -4m (0m total)	
67	**Forward Energy Beam:** RKA 4d6 [100] Armor Piercing (+¼), Autofire (5 shots; +½), 100 Charges (+¾); OIF Bulky (-1), Limited Arc Of Fire (180 Degrees forward; -¼)	
5	**Communications System:** HRRP (Radio Group) OIF Bulky (-1), Affected As Sight And Hearing Group As Well As Radio Group (-½)	0
8	**Radar Array:** Radar (Radio Group), Increased Arc Of Perception (360 Degrees) OIF Bulky (-1), Affected As Sight Group As Well As Radio Group (-½)	0
15	**Long-Range Sensors:** +20 versus Range for Radio Group OIF Bulky (-1)	0
12	**Life Support:** Life Support (Self-Contained Breathing; Safe Environments: High Radiation, Intense Cold, Intense Heat, Low Pressure/Vacuum) Costs Endurance (-½)	2

Skills

8 **Maneuverable:** +4 with Flight

Total Abilities & Equipment Cost: 149

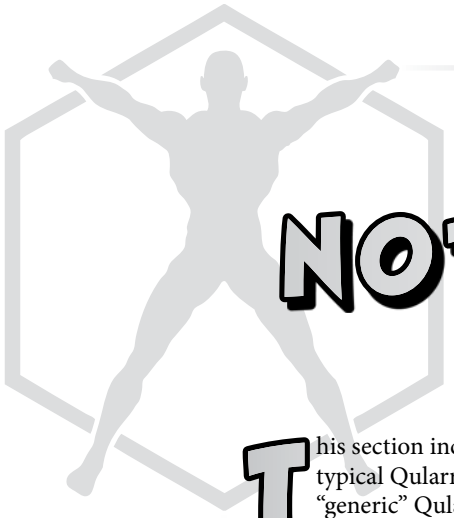
Total Vehicle Cost: 275

Value Complications

25 **Distinctive Features:** Qularr Warship (Not Concealable, Causes Extreme Fear)

Total Complications Points: 25

Total Cost: 275/5 = 55



NOTABLE QULARR

This section includes character sheets for two typical Qularr superhumans and several "generic" Qularr soldiers that Human superheroes might encounter.

SUPERPOWERED QULARR

As noted above, a typical superpowered Qularr is about two-thirds as powerful as the average superpowered Human. About one-fourth of super-Qularr are mentalists, one-fourth are metamorphs of some type, and the rest are more or less evenly divided among the classic superhero archetypes.

The Qularr classify their superhumans on a scale from 1 to 10, with 1 being the weakest known example of that type of superhuman, and 10 the strongest. (Thus, the scales have to be re-adjusted if new super-Qularr appear who exceed previous norms.) Depending on the type of superhuman, a Qularr of rank 6-8 usually has equal power to an "average" super-Human with a similar power set. This system also provides a convenient way for naming superpowered Qularr.

CLASS 7 MENTALIST

Background/History: Born into a caste of data programmers, Class 7 mentalist manifested mental powers shortly before reaching adulthood. The military immediately plucked him from what was destined to be a dull, predictable life and sent him to a training camp. There he was taught how to use his psionic abilities and indoctrinated with loyalty to the Qularr people and government.

Analysis of Class 7's powers showed that they would work as well on the minds of aliens as they did on Qularr minds. Thus, instead of being assigned to some relatively safe government job, Class 7 became a diplomatic and military asset, sent on missions to other worlds where Qularr had to interact with other sentients. He currently finds himself on Earth, fighting Humans.

Personality/Motivation: Class 7 is a typical Qularr military superhuman. He's intensely loyal to the Qularr cause and views other alien species as inferior in various ways. In his time on Earth he's come to particularly despise Humans — a soft, disgusting species destined to be ruled by the Qularr one day. He's proud to be a part of the effort to subjugate this weak and pathetic species.

Quote: None. Class 7 doesn't speak to Humans, and even if he did they couldn't understand him due to their ridiculously limited hearing.

Powers/Tactics: Class 7 Mentalist possesses psionic powers roughly equivalent to those of a "typical" Human mentalist. He can read minds, inflict psychic pain, take control of another person's mind, or pick a single mind out of a large crowd. His powers work equally well on Qularr and alien (*i.e.,* non-Qularr) minds.

Class 7's most distinctive attack is one he's developed over years of contact with alien species. He overwhelms the victim's mind with rapid-fire impressions of the strongest (and thus, to aliens, most bizarre/disgusting) Qularr cultural and historical images he knows. This leaves most aliens shaken, weak, and even dazed.

Campaign Use: The Qularr don't often send their superhumans on military missions, but Class 7 Mentalist is an exception due to the ease with which his power affects alien minds. This makes it likely he'll encounter one or more PCs at some point. Unless you want to send a lot more super-Qularr to Earth, you may need to increase his power — for example, give him a Damage Reduction or Damage Negation force-field so he can withstand a lot of attacks, or beef up his mental powers so he can easily Mind Control one or two PCs (or NPC heroes) and use them as pawns against the other PCs. To weaken him, make his mental powers require Concentration or Extra Time.

Appearance: Class 7 Mentalist looks similar to a Qularr Invasion Leader (see below), though he has no elbow-spines. His head is slightly larger and the shading on his skin more purplish.

CLASS 7 MENTALIST

Val	Char	Cost	Roll	Notes
15	**STR**	5	12-	Lift 200 kg; 3d6 HTH damage [1]
20	**DEX**	20	13-	
20	**CON**	10	13-	
23	**INT**	13	14-	PER Roll 14-
23	**EGO**	13	14-	
25	**PRE**	15	14-	PRE Attack: 5d6
6	**OCV**	15		
6	**DCV**	15		
9	**OMCV**	18		
8	**DMCV**	15		
5	**SPD**	30		*Phases:* 3, 5, 8, 10, 12
8	**PD**	6		*Total:* 20 PD (14 rPD)
10	**ED**	8		*Total:* 22 ED (14 rED)
15	**REC**	11		
50	**END**	6		
18	**BODY**	8		
50	**STUN**	15		**Total Characteristics Cost: 223**

Movement: Running: 12m
Flight: 24m

Cost	Powers	END
65	**Mental Powers:** Multipower, 65-point reserve	
6f	**1) Mind Attack:** Mental Blast 6d6 (Qularr and Alien classes of mind)	6
6f	**2) Mental Trickery:** Mental Illusions 12d6 (Qularr and Alien classes of mind)	6
6f	**3) Mental Control:** Mind Control 12d6 (Qularr and Alien classes of mind)	6
6f	**4) Mental Communication:** Telepathy 12d6 (Qularr and Alien classes of mind)	6
4f	**5) Overwhelming Alien Impressions:** Drain INT, EGO, PRE, and STUN 2d6 Expanded Effect (four Characteristics at a time; +1½), ACV (uses OMCV against DCV; +0), Line Of Sight (+½); Doesn't Work On Qularr (-½)	6
65	**Mindseeking:** Mind Scan 12d6 (Qularr and Alien classes of mind)	6
67	**Psychokinesis:** Telekinesis (30 STR) ACV (uses OMCV against DCV; +0), Line Of Sight (+½)	7
7	**Qularr Mandibles:** HKA ½d6 No STR Bonus (-½)	1
5	**Claws:** HKA 1 point (1d6+1 with STR)	1
5	**Kick:** HKA 1 point (1d6+1 with STR)	1
24	**Force-Field Flight Belt:** Resistant Protection (12 PD/12 ED) OIF (-½)	0
2	**Qularr Skin:** Resistant (+½) for 2 PD/2 ED	0
15	**Super-Qularr Mind:** Mental Defense (15 points)	0
24	**Force-Field Flight Belt:** Flight 24m Reduced Endurance (0 END; +½); OIF (-½)	0
3	**Qularr Hearing:** Ultrasonic Perception (Hearing Group)	0
3	**Qularr Hearing:** Infrasonic Perception (Hearing Group)	0
2	**Qularr Touch:** +2 to PER Rolls with Normal Touch	0

Perks

7 Fringe Benefit: Military Rank

Skills

18 +3 with All Mental Powers

2 Bureaucratics 10-
3 Deduction 14-
3 Interrogation 14-
2 KS: Qularr Military History And Customs 11-
2 Paramedics 10-
3 Persuasion 14-
3 Stealth 13-
3 Tactics 13-
3 Teamwork 13-
2 WF: Qularr Small Arms

Total Powers & Skills Cost: 366

Total Cost: 589

400 Matching Complications (75)

10 **Hunted:** Qularr Military (Infrequently, Mo Pow, NCI, Watching)
15 **Physical Complication:** Poor Eyesight And Olfactory Senses (-1 to PER Rolls with both) (Frequently, Slightly Impairing)
15 **Psychological Complication:** Hates Aliens; Considers Qularr Superior To All Other Forms Of Life (Common, Strong)
5 **Rivalry:** Professional, with another mentalist
20 **Social Complication:** Subject To Orders (Very Frequently, Major)

Total Complications Points: 65

Experience Points: 199

CLASS 3 METAMORPH

Val	Char	Cost	Roll	Notes
12	**STR**	2	11-	Lift 133 kg; 2d6 HTH damage [1]
16	**DEX**	12	12-	
15	**CON**	5	12-	
15	**INT**	5	12-	PER Roll 12-
13	**EGO**	3	12-	
15	**PRE**	5	12-	PRE Attack: 3d6
6	**OCV**	15		
6	**DCV**	15		
3	**OMCV**	0		
4	**DMCV**	3		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
6	**PD**	4		*Total:* 12 PD (8 rPD)
6	**ED**	4		*Total:* 12 ED (8 rED)
12	**REC**	8		
40	**END**	4		
15	**BODY**	5		
36	**STUN**	8		**Total Characteristics Cost: 118**

Movement: Running: 12m

Cost	Powers	END
23	**Shape Alteration:** Shape Shift (Sight and Touch Groups, any humanoid shape), Instant Change Costs Endurance Only To Activate (+¼); Affects Body Only (-¼)	2
7	**Qularr Mandibles:** HKA ½d6 No STR Bonus (-½)	1
5	**Claws:** HKA 1 point (1d6 with STR)	1
5	**Kick:** HKA 1 point (1d6 with STR)	1
2	**Qularr Skin:** Resistant (+½) for 2 PD/2 ED	0
14	**Concealed Force-Field Belt:** Resistant Protection (6 PD/6 ED) IIF (-¼)	0
3	**Qularr Hearing:** Ultrasonic Perception (Hearing Group)	0
3	**Qularr Hearing:** Infrasonic Perception (Hearing Group)	0
2	**Qularr Touch:** +2 to PER Rolls with Normal Touch	0
8	**Rapid Healing:** Regeneration (1 BODY per Hour)	0

7

Perks

5 Fringe Benefit: Military Rank

Talents

3 Ambidexterity (no Off Hand penalty)
3 Resistance (3 points)

Skills

3 Breakfall 12-
3 Computer Programming 12-
3 Electronics 12-
2 KS: The Qularr Military 11-
2 KS: Qularr Military History And Customs 11-
2 Language: English (fluent conversation; Qularr is Native)
7 Mimicry 14-
1 Paramedics 8-
2 PS: Scientist 11-
3 SS: Biology 12-
2 SS: Chemistry 11-
2 SS: Physics 11-
3 Stealth 12-
3 Systems Operation 12-
1 Tactics 8-
3 Ventriloquism 12-
2 WF: Qularr Small Arms

Total Powers & Skills Cost: 127

Total Cost: 245

400 Matching Complications (75)

10 **Hunted:** Qularr Military (Infrequently, Mo Pow, NCI, Watching)
15 **Physical Complication:** Poor Eyesight And Olfactory Senses (-1 to PER Rolls with both) (Frequently, Slightly Impairing)
10 **Psychological Complication:** Coward (Common, Moderate)
20 **Social Complication:** Subject To Orders (Very Frequently, Major)

Total Complications Points: 55

Experience Points: 0

CLASS 3 METAMORPH

Background/History: Class 3 Metamorph used to be Research Biologist. Like every other Qularr in his family, he entered the family business, conducting biological research in the quest for better genetic samples to sell, creating better lab-grown animals than their competitors could produce, and more. All that changed one day when a clumsy lab technician tripped and knocked one of his experiments right onto him. The mutagenic compounds the technician had been carrying mingled with Research Biologist's experimental genetic materials, forming a semi-caustic compound that ate through Research Biologist's skin and into his body. As he screamed in pain, his coworkers rushed him to the nearest hospital.

Research Biologist barely survived the experience, and his doctors predicted it would take months for him to heal. They were astonished when he got out of bed the next day, perfectly healed! In fact he was *better* than he had been — stronger, faster, tougher. Word of this soon reached the Qularr military, which brought Research Biologist in for testing. They soon learned that his powers were even more extensive than suspected: he could change shape! He could only assume other humanoid forms and couldn't imitate another person's appearance, but it was still a very useful ability.

The military trained him as a soldier and renamed him Class 3 Metamorph. Deciding he could best be used in the invasion of Earth, it taught him English, the dominant language of the planet. Now that his training's complete he's been sent to Earth and is ready to assume his new duties.

Personality/Motivation: Class 3 Metamorph feels like his life has spun out of control. He was perfectly happy as a research scientist and never had any ambition to do anything more. He's not sure how he feels about being a soldier and spy. On the one hand he's proud to serve his people and help them extend their power across the Galaxy. But on the other, he's worried that he may not be good enough, that he may fail, that his efforts may make things worse for the Qularr. A few successes under his belt may shore up his confidence, but for now he intends to proceed very cautiously on every mission he's given.

Quote: None.

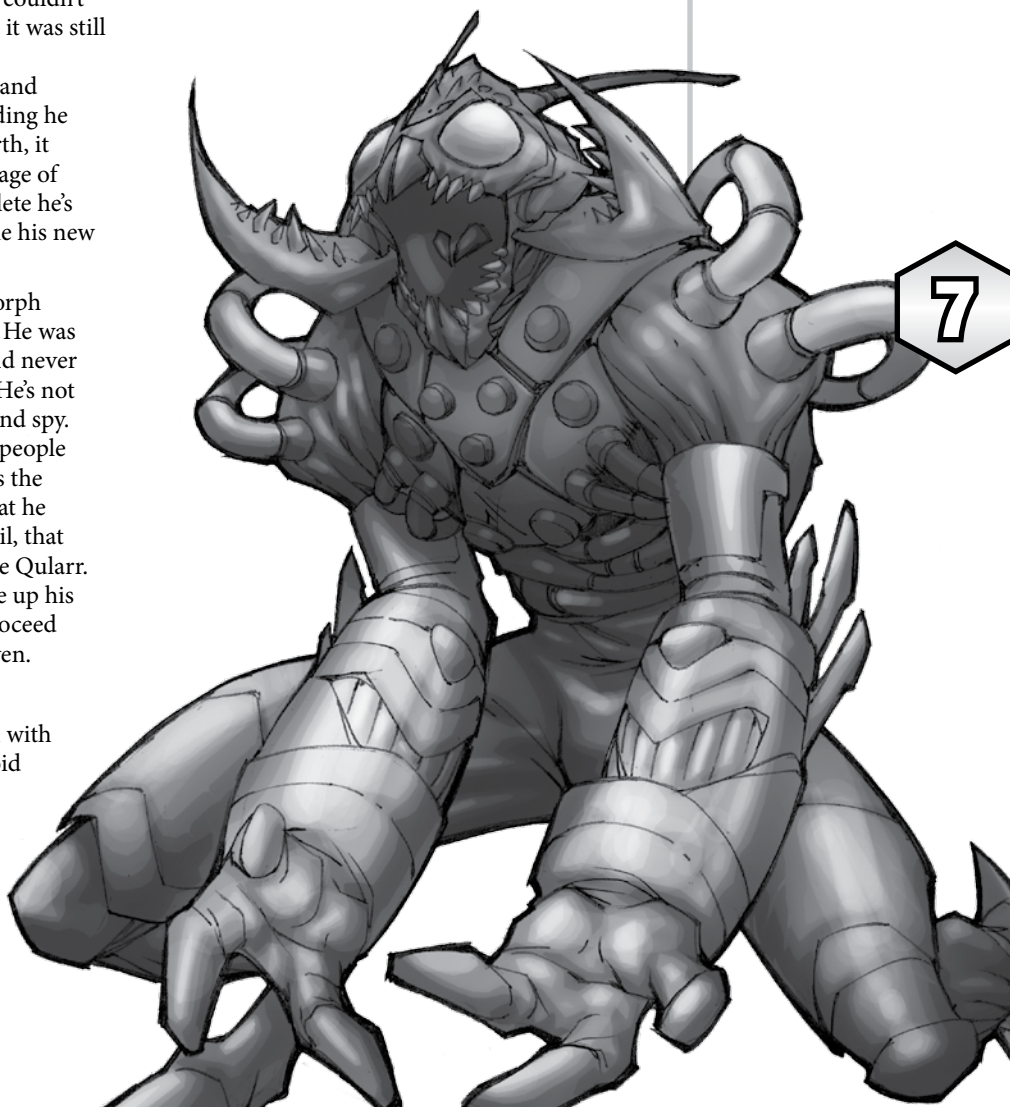
Powers/Tactics: Class 3 is a metamorph with the ability to assume nearly any humanoid shape. However, his power suffers from some significant restrictions. First, he cannot imitate other beings, only change his own appearance. Second, the change does not reach the cellular level, so his fingerprints, "DNA," and the like remain the same, giving a canny enemy a way to detect who he really is. Third, only his actual body changes; he has to physically change his clothes and gear if necessary.

A scientist by training, Class 3 Metamorph possesses a wealth of scientific knowledge and skills — including many things that Humanity doesn't yet know, hasn't yet discovered, or can't yet do. If he's ever captured and interrogated his training dictates that he should escape or, if unable to escape, should commit suicide... but whether he has the courage to do that remains to be seen.

Campaign Use: Since he's trained to infiltrate Human societies and spy on them, Class 3 Metamorph may be the first Qularr the PCs ever encounter (though they may not know it until it's too late). His goal is to attract as little attention to himself as possible, but if he somehow has the chance to become a superhero's "pal" or "sidekick," he'll take it — that's too good an opportunity for a spy to pass up.

To make Class 3 stronger, give him the *Imitation* and *Cellular* Adders for his Shape Shift; that way he can look like any Human he wants to. To weaken him, remove the *Costs Endurance Only To Activate* (+¼) Advantage from his Shape Shift.

Appearance: Class 3 Metamorph is a short, average-looking Qularr. He can use his powers to become slightly taller, a little more handsome, and so on — a fact that's done wonders for his social life.



Generic Qularr

Qularr Invasion Leader

Background/History: Invasion Leader was born into the Qularr caste of "low high-level military commanders" and has trained and prepared for his duties as a leader of troops and personnel since he was a child. His initial training came from his father, but at the age of eight he was sent to a military academy where he studied for the next fourteen years. He's served in a number of Qularr military and exploration campaigns and looks on his expedition to Earth as the start of a new and glorious chapter in his career.

Personality/Motivation: Invasion Leader is a career soldier and it shows in his bearing, his efficient approach to problems and crises, and his stern, serious demeanor. He's determined to conquer Earth and prove that the Qularr are superior to Humans not only because he's dedicated to his duty, but for personal reasons. Forty years ago his father was one of the Invasion Leaders who led the attack on Earth. The loss made him bitter and angry for years. Invasion Leader wants to avenge his father's defeat and prove his worthiness to his father by reducing Humanity to a subject people.

Quote: None.

Powers/Tactics: Invasion Leader is stronger and tougher than most Qularr, including the Shock Troopers who serve him. He wears Qularr Battle-Armor (a suit of powered armor that protects him and provides him with some communications and sensory capability) plus a Force-Belt for additional defense. Since he's not a front-line fighter he doesn't carry a lot of weapons; his chief armament is a powerful Qularr energy pistol that can fire in single-shot and multiple-shot modes. He can obtain other Qularr weapons if necessary.

Campaign Use: The Qularr Invasion Leader should be at least as tough as any one of your PCs, possibly tough enough to take on two of them at once. If he doesn't live up to that right now, improve his abilities or give him more weapons and gadgets until he does.

Appearance: Compared to his Shock Troopers, the Invasion Leader looks slender and weak — Leaders are chosen for their intellect more than their physical prowess, though he's far stronger and tougher than his appearance indicates. He's got a tiny row of spines running down the center of his head, and two small antennae. Projecting back from his lower arms are two elbow-spines that he can use to fight with if necessary.

Qularr Invasion Lieutenants

While the Invasion Leader is unique on Monster Island, he can't be everywhere at once. (And there are of course many more just like him in the Qularr military.) To help him keep the mission functioning smoothly he has several lieutenants. They basically look just like him, but are smaller and less powerful (STR 25, DEX 18, CON 18, SPD 4, -2 DCs on attacks).

Qularr Drone

Description: This character sheet represents the lowest-level Qularr soldier — the "grunts," the fighters who make up the bulk of the military's ground forces and who get stuck with all the worst, most dangerous jobs. But a Drone's been bred for that duty for millennia and accepts it stoically, if not cheerfully. When not on duty, Drones usually gather to drink, gamble, and otherwise entertain themselves with simple pasttimes.

Powers/Tactics: Qularr Drones go into the field armed with a basic energy rifle and battle-armor, but those aren't the only things they have to rely on. First, a drone's hard, sharp-nailed hands allow it to claw opponents and to burrow through the ground at tremendous speeds. Many Qularr tactics involve burrowing under enemy forces to make a surprise attack from behind or below.

Second, a Drone has the ability to spit acid at opponents up to 16m away. If possible he allocates at least 16 END to the power so it continues to burn the target for at least 4 Phases. (The Continuous and Uncontrolled effect of the Drone's acid means the substance keeps damaging an affected target for a specific period of time. This lasts until one of either two things happens: the END allocated to the power runs out; or until the acid does 12 BODY of damage. (This means the damage rolled on the dice, regardless of how the target's defenses apply.) Against a target with no Hardened rED, the maximum BODY typically occurs first. A victim can also stop an Uncontrolled acid attack by applying the appropriate base or by immersing himself in water. Immersion in water puts out the acid on the victim's next Phase (the immersion gets rid of the acid immediately, but the reaction also inflicts an additional immediate attack on the victim).)

Appearance: The Qularr Drone is only about half the size of other Qularr, and tends to sort of hunch over when he stands/walks. His skin and armor are both darker than average. He has two small antennae.

Qularr Exozoologists

Another type of Drone is the *Exozoologist,* a Qularr scientist who specializes in the study of lifeforms from alien worlds such as Earth. Several of them tend to the Zoo on Monster Island and advise the Invasion Leader about matters concerning terrestrial life. To create one, use the Drone character sheet but add Animal Handler (any three categories) 13- and SS: Exozoology 13-.

QULARR INVASION LEADER

Val	Char	Cost	Roll	Notes
30	**STR**	20	15-	Lift 1,600 kg; 6d6 HTH damage [3]
20	**DEX**	20	13-	
20	**CON**	10	13-	
18	**INT**	8	13-	PER Roll 13-
18	**EGO**	8	13-	
25	**PRE**	15	14-	PRE Attack: 5d6
7	**OCV**	20		
7	**DCV**	20		
3	**OMCV**	0		
6	**DMCV**	9		
5	**SPD**	30		*Phases:* 3, 5, 8, 10, 12
8	**PD**	6		*Total:* 31 PD (25 rPD)
8	**ED**	6		*Total:* 31 ED (25 rED)
10	**REC**	6		
40	**END**	4		
18	**BODY**	8		
50	**STUN**	15		**Total Characteristics Cost: 205**

Movement: Running: 18m

Cost	Powers	END
46	**Invasion Leader's Energy Pistol:** Multipower, 62-point reserve 60 Charges (+½) for entire reserve; all OAF (-1)	
3f	**1) Standard Beam, 1-Mode:** Blast 12d6 OAF (-1)	
3f	**2) Standard Beam, 3-Mode:** Blast 10d6 Autofire (3 shots; +¼); OAF (-1), Requires Multiple Charges (2 Charges per shot; -¼)	
2f	**3) Power Beam, 1-Mode:** RKA 2d6 Penetrating (+½); OAF (-1)	
2f	**4) Power Beam, 3-Mode:** RKA 2d6 Autofire (3 shots; +¼), Penetrating (+½); OAF (-1), Requires Multiple Charges (2 Charges per shot; -¼)	
2f	**5) Enhanced Power Beam:** RKA 2d6 +2 Increased STUN Multiplier (+½), Penetrating (+½); OAF (-1), Requires Multiple Charges (3 Charges; -½)	
3	**Qularr Mandibles:** HKA 1 point No STR Bonus (-½)	1
10	**Elbow Spines:** HKA ½d6 (2½d6 with STR)	1
5	**Kick:** HKA 1 point (2d6+1 with STR)	1
30	**Qularr Battle-Armor:** Resistant Protection (15 PD/15 ED) OIF (-½)	0
20	**Qularr Force-Belt:** Resistant Protection (8 PD/8 ED/ 4 Power Defense) OIF (-½), 1 Continuing Fuel Charge (1 Hour, Easily recharged; -0)	[1cc]
2	**Qularr Skin:** Resistant (+½) for 2 PD/2 ED	0
7	**Qularr Battle-Armor:** Life Support (Self-Contained Breathing) OIF (-½)	0
6	**Fast:** Running +6m (18m total)	1
3	**Qularr Hearing:** Ultrasonic Perception (Hearing Group)	0
3	**Qularr Hearing:** Infrasonic Perception (Hearing Group)	0
2	**Qularr Touch:** +2 to PER Rolls with Normal Touch	0
3	**Qularr Battle-Armor:** Infrared Perception (Sight Group) OIF (-½)	0
6	**Battle-Armor Communications System:** HRRP (Radio Group) OIF (-½), Affected As Sight And Hearing Groups As Well As Radio Group (-½)	0

Perks

10 Fringe Benefit: Military Rank

Skills

12 +1 Overall
20 +2 with All Combat
3 Combat Driving 13-
3 Combat Piloting 13-
3 Deduction 13-
3 Fast Draw (Small Arms) 13-
3 Interrogation 14-
2 KS: The Qularr Military 11-
2 KS: Qularr Military History And Customs 11-
3 Paramedics 13-
3 Stealth 13-
3 Tactics 13-
3 Teamwork 13-
2 WF: Qularr Small Arms

Total Powers & Skills Cost: 223

Total Cost: 428

400 Matching Complications (75)

10 **Hunted:** Qularr Military (Infrequently, Mo Pow, NCI, Watching)
15 **Physical Complication:** Poor Eyesight And Olfactory Senses (-1 to PER Rolls with both) (Frequently, Slightly Impairing)
20 **Psychological Complication:** Determined To Conquer Humanity And Prove Qularr Superiority (Very Common, Strong)
20 **Social Complication:** Subject To Orders (Very Frequently, Major)

Total Complications Points: 65

Experience Points: 38

QULARR DRONE

Val	Char	Cost	Roll	Notes
15	**STR**	5	12-	Lift 200 kg; 3d6 HTH damage [1]
15	**DEX**	10	12-	
15	**CON**	5	12-	
10	**INT**	0	11-	PER Roll 11-
10	**EGO**	0	11-	
10	**PRE**	0	11-	PRE Attack: 2d6
5	**OCV**	10		
6	**DCV**	15		
3	**OMCV**	0		
3	**DMCV**	0		
3	**SPD**	10		*Phases:* 4, 8, 12
5	**PD**	3		*Total:* 13 PD (10 rPD)
5	**ED**	3		*Total:* 13 ED (10 rED)
6	**REC**	2		
30	**END**	2		
12	**BODY**	2		
30	**STUN**	5		**Total Characteristics Cost: 72**

Movement: Running: 14m
Tunneling: 8m

7

Cost	Powers	END
22	**Basic Qularr Energy Rifle:** Blast 9d6 30 Charges (+¼); OAF (-1), Two-Handed (-½)	[30]
30	**Spit Acid:** RKA 1d6 Constant (+½), Penetrating (+½), Uncontrolled (+½); Limited Range (16m; -¼)	4
10	**Claws:** HKA ½d6 (1½d6 with STR)	1
3	**Qularr Mandibles:** HKA 1 point No STR Bonus (-½)	1
5	**Kick:** HKA 1 point (1d6+1 with STR)	1
16	**Qularr Battle-Armor:** Resistant Protection (8 PD/8 ED) OIF (-½)	0
2	**Qularr Skin:** Resistant (+½) for 2 PD/2 ED	0
20	**Burrowing:** Tunneling 8m through 6 PD materials	2
2	**Fast:** Running +2m (14m total)	1
3	**Qularr Hearing:** Ultrasonic Perception (Hearing Group)	0
3	**Qularr Hearing:** Infrasonic Perception (Hearing Group)	0
2	**Qularr Touch:** +2 to PER Rolls with Normal Touch	0
3	**Qularr Battle-Armor:** Infrared Perception (Sight Group) OIF (-½)	0
6	**Battle-Armor Communications System:** HRRP (Radio Group) OIF (-½), Affected As Sight And Hearing Groups As Well As Radio Group (-½)	0

Perks

2 Fringe Benefit: Military Rank

Skills

4 +2 OCV with Spit Acid

2 KS: Qularr Military History And Customs 11-
2 PS: Qularr Soldier 11-
3 Stealth 12-
1 Tactics 8-
2 WF: Qularr Small Arms

Total Powers & Skills Cost: 143
Total Cost: 215

175 Matching Complications (50)

10 **Hunted:** Qularr Military (Infrequently, Mo Pow, NCI, Watching)
15 **Physical Complication:** Poor Eyesight And Olfactory Senses (-1 to PER Rolls with both) (Frequently, Slightly Impairing)
20 **Social Complication:** Subject To Orders (Very Frequently, Major)

Total Complications Points: 45
Experience Points: 45

Qularr Shock Trooper

Description: Qularr Shock Troopers are one of the elite types of soldiers fielded by the Qularr military. Equipped with heavier armor and a better weapon than the Drones, and far better trained in many more combat skills, they're tough enough to give any Human military — not to mention most superheroes — serious trouble.

Powers/Tactics: Shock Troopers are elite soldiers, and they fight intelligently and with skill. They don't make stupid mistakes and rarely expose themselves to enemy counterattack more than they absolutely have to. They use their Tactics and Teamwork abilities to bring maximum force to bear on the enemy, usually choosing the biggest or most dangerous-looking target and taking him down before moving to the next one. Superheroes who expect typical "agent tactics" and a quick fight are likely to be unpleasantly surprised.

If necessary, you can equip the Shock Troopers with other weapons. Once they've encountered the PCs a time or two, they'll abandon any strategies and gear that haven't worked against them in favor of new ones that hopefully will. It's not unknown for one Shock Trooper to stay at the side of a battle, as concealed from the enemy as possible, and use special sensors to analyze their equipment and powers in anticipation of future battles.

Appearance: The Shock Trooper is the most horrifying-looking Qularr to Human eyes. Its skin is more yellowish, and its mandibles are much larger and sharper than those of other Qularr. It also has larger, more sensitive antennae. It hunches forward slightly and has a pronounced "hump" on its back.

Qularr Bugkeeper

Description: Qularr Bugkeepers are similar to Drones, but are bred and trained to take care of and use Firebugs and Swarms, two of the Qularr's most common squad-level biological weapons (see below). A typical Bugkeeper usually has ½d6+1 Firebugs and 0-2 Swarms with him when encountered in a combat situation; if they're killed he usually retreats to try to obtain more (if that's possible), or tries to create more Firebugs by implanting eggs (see below).

Powers/Tactics: In addition to being able to burrow, claw, and spit acid like Drones, and to use whatever pet insects he has, Bugkeepers have one particularly nasty ability. In battle they carry several Firebug eggs on the verge of hatching. The eggs have to be implanted in flesh to hatch. Using a claw-like structure on his arm, a Bugkeeper punctures the target's skin and "injects" an egg into him. (At the GM's option, this may require a STR Roll if the target has super-tough skin, wears heavy powered armor, or the like.) A few seconds later the Firebug hatches and bursts forth, causing a horrific injury to the victim and giving the Qularr a reinforcement. To remove an egg before it hatches, the victim must cut himself open and remove it (or someone has to). This requires a DEX Roll at -1, a Paramedics roll, or an SS: Surgery roll at +2 and a Full Phase Action. If the roll fails, the victim takes 1 BODY damage (no defense) and the egg's still inside him, but he can try again on his next Phase (or even Abort in a later Segment to try again, if the GM permits). If the roll succeeds, he takes 1 BODY damage (no defense) but removes the egg; he does not suffer the RKA damage and the Summon does not work (the removal process destroys the egg).

Appearance: A Bugkeeper is just a little shorter than an Invasion Leader, but much stockier. It has no antennae, and its eyes are unfaceted black.

Qularr Firebug

Ecology: Qularr firebugs were specially bred by Bugkeepers from native Qularr insects centuries ago. Today they're raised *en masse* in special hives to ensure there are always plenty available. They subsist on decaying vegetable and animal matter... and aren't particularly shy about helping the animal matter die so it can start decaying.

Personality/Motivation: Normal animal motivations, though they tend to be highly loyal to the Bugkeeper who raised and trained them.

Powers/Tactics: Firebugs have been bred to have special abilities native to several Reqqat insect species. First, they can spit blobs of "liquid fire" that cause a victim or object to burst into flame when struck. Second, they can sting; the venom in their stingers causes a swift onset of weakness that lasts for a couple of hours.

Appearance: A Firebug looks sort of like a terrestrial wasp, but much larger (about the size of a Human hand, if not bigger) and with mandibles and other features that scream "alien!" and make it even more creepy than Earth bugs. Most Firebugs are red, with parts of the body darker and parts brighter (the latter sometimes seem to "glow" slightly in the right light), but they range in color from pink to purple, and sometimes even green or blue.

Qularr Swarm

Ecology: Qularr Bugkeepers also use swarms of small, stinging insects as weapons. Swarms range from about half human size to twice human size. Although each individual insect is little more than a nuisance, in a swarm these Qularr "wasps" can cause serious injury or death with their stings.

Personality/Motivation: Normal animal motivations.

Powers/Tactics: A Qularr swarm responds to the orders of its Bugkeeper. Typically it surrounds one target and keeps stinging until the target's dead or the swarm's been destroyed or dispersed (by, say, an Area Of Effect attack or strong wind). At the GM's option the Bugkeeper can make an Animal Handler roll to split his swarm in two to attack two targets, each taking half damage.

Qularr Hive

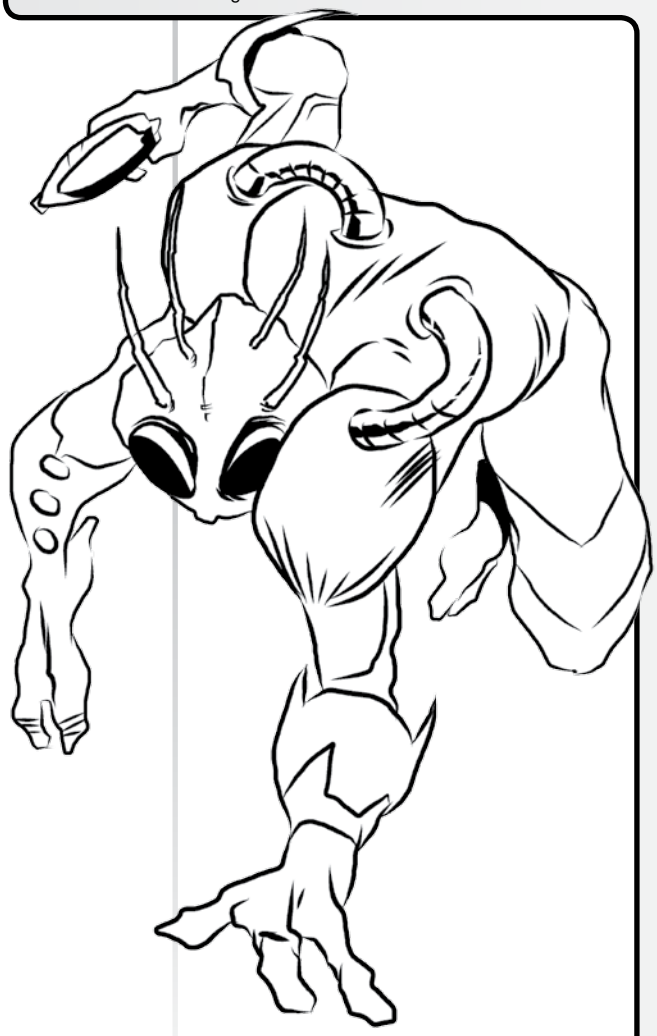
A Qularr Hive is a sort of reddish-colored organic "turret" that can project a Qularr Swarm at a target. Typically a Swarm stays within two to three meters of its Bugkeeper, as he instructs. A Hive can spew out a Swarm covering a 6m radius area up to a distance of 10m. The Swarm attacks anything in the target area with its *Stinging* ability. When the attack is done, any surviving Swarm insects either return to the Hive, join a Swarm of a nearby Bugkeeper, or disperse into the environment, depending on circumstances.

Appearance: A Swarm is just a cloud of small insects, similar in appearance to swarms of terrestrial bugs.

QULARR SHOCK TROOPER

Val	Char	Cost	Roll	Notes
20	**STR**	10	13-	Lift 400 kg; 4d6 HTH damage [2]
18	**DEX**	16	13-	
18	**CON**	8	13-	
13	**INT**	3	12-	PER Roll 12-
13	**EGO**	3	12-	
18	**PRE**	8	12-	PRE Attack: 3½d6
6	**OCV**	15		
5	**DCV**	10		
3	**OMCV**	0		
5	**DMCV**	6		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
6	**PD**	4		*Total:* 18 PD (14 rPD)
6	**ED**	4		*Total:* 18 ED (14 rED)
8	**REC**	4		
35	**END**	3		
15	**BODY**	5		
36	**STUN**	8		**Total Characteristics Cost: 127**

Movement: Running: 16m



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Cost	Powers	END
48	**Qularr Elite Energy Rifle:** Blast 12d6 Autofire (3 shots; +¼), 100 Charges (+¾); OAF (-1), Two-Handed (-½)	[100]
18	**Energy Grenades:** Blast 8d6 Area Of Effect (18m Radius Explosion; +½); OAF (-1), Range Based On STR (-¼), 4 Charges (-1)	[4]
5	**Qularr Mandibles:** HKA 1 point (1½d6 with STR)	1
5	**Claws:** HKA 1 point (1½d6 with STR)	1
5	**Kick:** HKA 1 point (1½d6 with STR)	1
8	**Combat Training:** HA +2d6 Hand-To-Hand Attack (-¼)	1
24	**Qularr Battle-Armor:** Resistant Protection (12 PD/12 ED) OIF (-½)	0
2	**Qularr Skin:** Resistant (+½) for 2 PD/2 ED	0
4	**Fast:** Running +4m (16m total)	1
3	**Qularr Hearing:** Ultrasonic Perception (Hearing Group)	0
3	**Qularr Hearing:** Infrasonic Perception (Hearing Group)	0
2	**Qularr Touch:** +2 to PER Rolls with Normal Touch	0
3	**Qularr Battle-Armor:** Infrared Perception (Sight Group) OIF (-½)	0
6	**Battle-Armor Communications System:** HRRP (Radio Group) OIF (-½), Affected As Sight And Hearing Groups As Well As Radio Group (-½)	0
6	**Qularr Antennae:** +2 to PER Rolls with all Sense Groups	0

Perks

4 Fringe Benefit: Military Rank

Skills

4 +2 OCV with Qularr Elite Energy Rifle
8 +1 HTH
3 KS: Qularr Military History And Customs 12-
3 PS: Qularr Soldier 12-
3 Stealth 13-
2 Survival (Tropical) 12-
3 Tactics 12-
3 Teamwork 13-
3 Tracking 12-
3 WF: Qularr Small Arms, Blades

Total Powers & Skills Cost: 181

Total Cost: 308

175 Matching Complications (50)

10 **Hunted:** Qularr Military (Infrequently, Mo Pow, NCI, Watching)
15 **Physical Complication:** Poor Eyesight And Olfactory Senses (-1 to PER Rolls with both) (Frequently, Slightly Impairing)
20 **Social Complication:** Subject To Orders (Very Frequently, Major)

Total Complications Points: 45

Experience Points: 138

QULARR BUGKEEPER

Val	Char	Cost	Roll	Notes
15	**STR**	5	12-	Lift 200 kg; 3d6 HTH damage [1]
15	**DEX**	10	12-	
15	**CON**	5	12-	
10	**INT**	0	11-	PER Roll 11-
10	**EGO**	0	11-	
15	**PRE**	5	12-	PRE Attack: 3d6
5	**OCV**	10		
5	**DCV**	10		
3	**OMCV**	0		
3	**DMCV**	0		
3	**SPD**	10		*Phases:* 4, 8, 12
5	**PD**	3		*Total:* 13 PD (10 rPD)
5	**ED**	3		*Total:* 13 ED (10 rED)
6	**REC**	2		
30	**END**	2		
12	**BODY**	2		
30	**STUN**	5		**Total Characteristics Cost: 72**

Movement: Running: 14m
Tunneling: 8m

Cost	Powers	END
51	**Implant Firebug Egg:** RKA 1d6+1	[4]
	NND (defense is removing the implanted egg in time, see text; +1), Does BODY (+1); No Range (-½)	
	plus: Summon four Firebugs built on 115 Character Points	
	Loyal (+½); OIF (unhatched egg; -½), Extra Time (egg "incubates" for 1d6 Segments after being implanted; -½), Can Only Summon One Firebug Per Charge (-½), Can Be Negated With Appropriate Procedure (see text; -½), Linked (-½), 4 Charges (-1)	
7	**Implant Firebug Egg:** +20 STR	2
	Only To Make STR Rolls To Implant Firebug Eggs (see text; -2)	
30	**Spit Acid:** RKA 1d6	4
	Constant (+½), Penetrating (+½), Uncontrolled (+½); Limited Range (16m; -¼)	
3	**Qularr Mandibles:** HKA 1 point	1
	No STR Bonus (-½)	
10	**Claws:** HKA ½d6 (1 ½d6 with STR)	1
10	**Elbow Spines:** HKA ½d6 (1 ½d6 with STR)	1
5	**Kick:** HKA 1 point (1d6+1 with STR)	1
16	**Qularr Battle-Armor:** Resistant Protection (8 PD/8 ED)	0
	OIF (-½)	
2	**Qularr Skin:** Resistant (+½) for 2 PD/2 ED	0
20	**Burrowing:** Tunneling 8m through 6 PD materials	2
2	**Fast:** Running +2m (14m total)	1
3	**Qularr Hearing:** Ultrasonic Perception (Hearing Group)	0
3	**Qularr Hearing:** Infrasonic Perception (Hearing Group)	0
2	**Qularr Touch:** +2 to PER Rolls with Normal Touch	0

3	**Qularr Battle-Armor:** Infrared Perception (Sight Group)	0
	OIF (-½)	
6	**Battle-Armor Communications System:** HRRP (Radio Group)	0
	OIF (-½), Affected As Sight And Hearing Groups As Well As Radio Group (-½)	

Perks

33	Followers: 4 Firebugs built on 115 Total Points (see below)
22	Followers: Qularr Swarm built on 111 Total Points (see below)
2	Fringe Benefit: Military Rank

Skills

6	Animal Handler (Insects And Arthropods) 14-
2	KS: Qularr Military History And Customs 11-
2	PS: Qularr Soldier 11-
2	SS: Qularr Entomology 11-
3	Stealth 12-
1	Tactics 8-
2	WF: Qularr Small Arms

Total Powers & Skills Cost: 248

Total Cost: 320

175 Matching Complications (50)

10	**Hunted:** Qularr Military (Infrequently, Mo Pow, NCI, Watching)
15	**Physical Complication:** Poor Eyesight And Olfactory Senses (-1 to PER Rolls with both) (Frequently, Slightly Impairing)
20	**Social Complication:** Subject To Orders (Very Frequently, Major)

Total Complications Points: 45

Experience Points: 150

QULARR FIREBUG

Val	Char	Cost	Roll	Notes
1	**STR**	-9	9-	Lift 8 kg; 0d6 HTH damage [1]
14	**DEX**	8	12-	
10	**CON**	0	11-	
8	**INT**	-2	11-	PER Roll 11-
5	**EGO**	-5	10-	MCV: 2
10	**PRE**	0	11-	PRE Attack: 2d6
5	**OCV**	10		
11	**DCV**	40		
3	**OMCV**	0		
2	**DMCV**	-3		
3	**SPD**	10		*Phases:* 4, 8, 12
6	**PD**	4		*Total:* 6 PD (3 rPD)
6	**ED**	4		*Total:* 6 ED (3 rED)
2	**REC**	-2		
20	**END**	0		
5	**BODY**	-5		
14	**STUN**	-3		**Total Characteristics Cost: 47**

Movement: Running: 2m
Swimming: 2m
Flight: 14m

Cost	Powers	END
12	**Spit Liquid Fire:** RKA 1d6 Penetrating (+½); Limited Range (8m; -¼), No Knockback (-¼), 10 Charges (-¼)	[10]
7	**Stinger:** HKA 1 point Penetrating (x2; +1); No STR Bonus (-½)	1
11	**Venom:** Drain CON 1d6 Delayed Return Rate (points return at the rate of 5 per Hour; +1¾), NND (defense is Life Support [appropriate Immunity]; +1), Damage Over Time (2 increments, one every 30 Seconds for one minute, defense only applies once, cannot be used again on same victim until all increments accrue; +1); Stinger HKA Must Do BODY (-½), Extra Time (onset time begins 1 Turn after victim is stung; -1¼), No Range (-½), 4 Charges (-1)	[4]
3	**Carapace:** Resistant (+½) for 3 PD/3 ED	0
9	**Wings:** Flight 14m Restrainable (-½)	1
-10	**Short Legs:** Running -10m (2m total)	
-1	**Short Legs:** Swimming -2m (2m total)	
5	**Firebug Eyes:** Increased Arc Of Perception (360 Degrees) for Normal Sight	0
10	**Firebug Legs:** Clinging (normal STR)	0
6	**Six Legs:** Extra Limbs Inherent (+¼)	0
	Skills	
15	Stealth 18-	

Total Powers & Skills Cost: 67
Total Cost: 114

175	**Matching Complications (50)**
20	**Physical Complication:** Animal Intelligence (Frequently, Greatly Impairing)
20	**Physical Complication:** Very Limited Manipulation (Frequently, Greatly Impairing)
15	**Physical Complication:** Tiny (.25m; +18m KB) (Frequently, Slightly Impairing)
15	**Psychological Complication:** Loyal To Bugkeeper (Common, Strong)

Total Complications Points: 50
Experience Points: 0

QULARR SWARM

Val	Char	Cost	Roll	Notes
0	**STR**	-10	9-	Lift 0 kg; 0d6 HTH damage [1]
14	**DEX**	8	12-	
10	**CON**	0	11-	
5	**INT**	-5	10-	PER Roll 10-
5	**EGO**	-5	10-	
8	**PRE**	-2	11-	PRE Attack: 1½d6
5	**OCV**	10		
3	**DCV**	0		
3	**OMCV**	0		
2	**DMCV**	-3		
3	**SPD**	10		*Phases:* 4, 8, 12
1	**PD**	-1		*Total:* 1 PD (0 rPD)
1	**ED**	-1		*Total:* 1 ED (0 rED)
2	**REC**	-2		
20	**END**	0		
10	**BODY**	0		
16	**STUN**	-2		**Total Characteristics Cost: -3**

Movement: Running: 2m
Leaping: 2m
Swimming: 0m
Flight: 10m

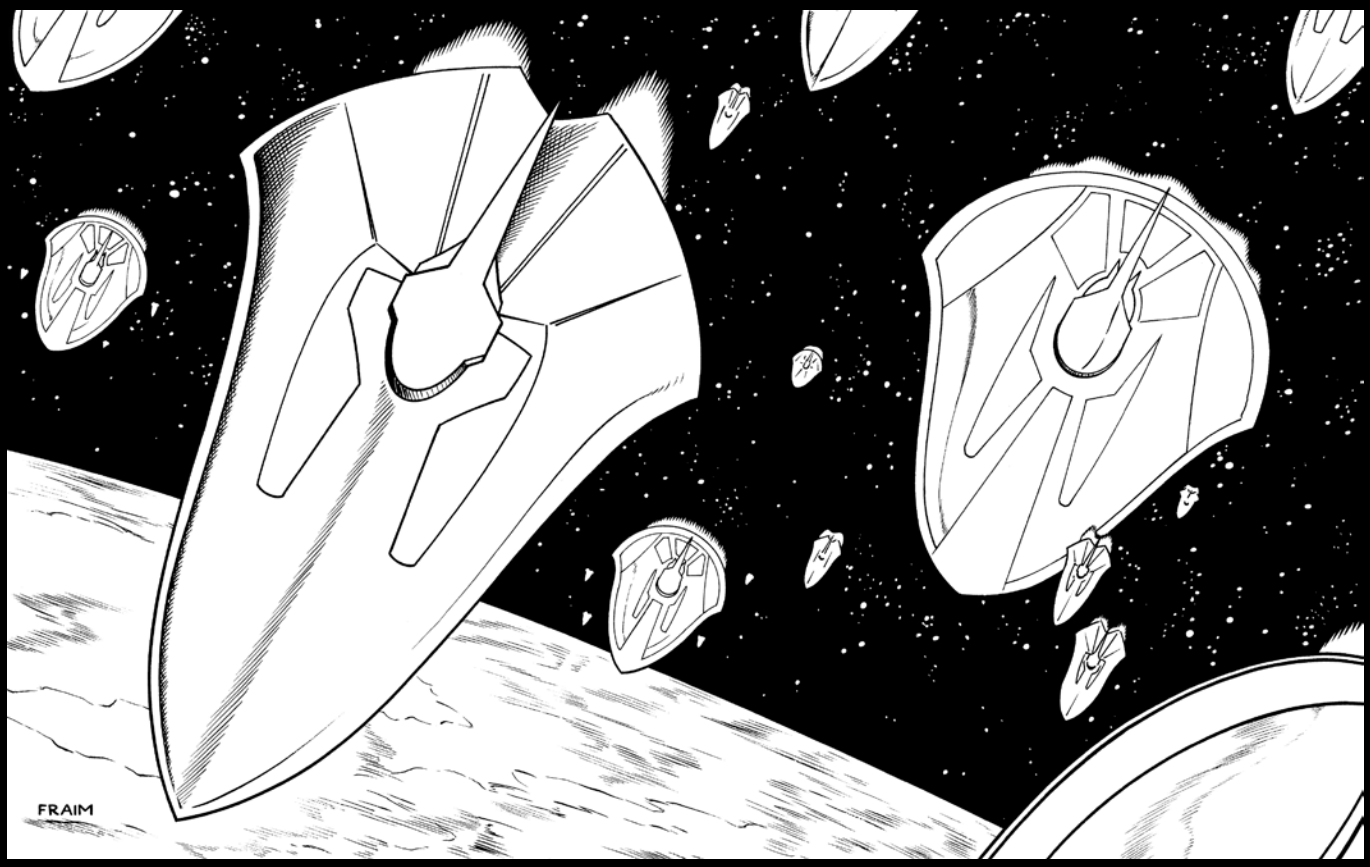
Cost	Powers	END
23	**Stinging:** RKA ½d6 Constant (+½), NND (defense is Life Support [appropriate Immunity]; +1), Does BODY (+1), Personal Immunity (+¼), 64 Charges (+½); No Range (-½), Must Target Unprotected Hit Locations (-½)	[64]
40	**Swarm Form:** Physical Damage Reduction, Resistant, 75% Not Versus Area Of Effect/Explosion Attacks (-½)	0
10	**Swarm Form:** Energy Damage Reduction, Resistant, 25% Not Versus Area Of Effect/Explosion Attacks (-½)	0
24	**Swarm Form:** Desolidification (affected by any attack) Reduced Endurance (0 END; +½); Cannot Pass Through Solid Objects (-½), Does Not Protect Against Damage (-1)	0
7	**Wings:** Flight 10m Restrainable (-½)	1
-1	**Insect Legs:** Leaping -2m (2m forward, 1m upward)	1
-10	**Insectile:** Running -10m (2m total)	
-2	**Insectile:** Swimming -4m (0m total)	
6	**Six Legs:** Extra Limbs Inherent (+¼)	0
5	**Swarm Form:** Increased Arc Of Perception (360 Degrees) for Normal Sight	0
10	**Insect Legs:** Clinging (normal STR)	0

Total Powers & Skills Cost: 112
Total Cost: 109

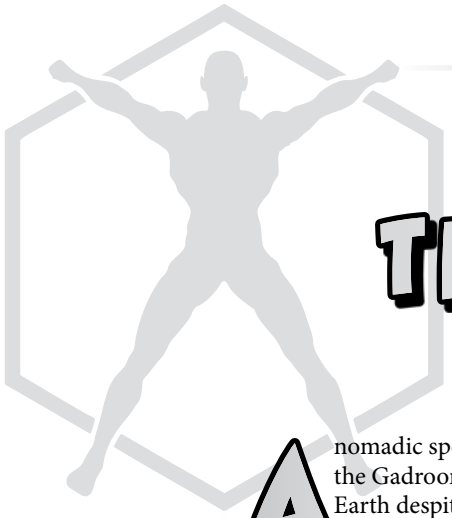
175	**Matching Complications (50)**
0	**Physical Complication:** Human Size
30	**Physical Complication:** Instinctive Intelligence (All The Time, Greatly Impairing)
20	**Physical Complication:** Very Limited Manipulation (Frequently, Greatly Impairing)

Total Complications Points: 50
Experience Points: 0

CHAPTER EIGHT



THE GADROON: GREEN-SKINNED MASTERS OF GRAVITY



The Gadroon

A nomadic species of short, toad-like aliens, the Gadroon present a serious threat to Earth despite their low numbers thanks to their powerful gravitic technology.

Gadroon Biology

The Gadroon are a short (about 1.2-1.4 meters tall) quasi-reptilian species with green (but not scaly) skin and heads that to Human eyes look both batrachian and lizard-like. Males and females look very similar for the most part, but females are on average slightly shorter, have slightly less broad shoulders, and have more fine/graceful facial features (at least by Gadroon standards — Humans often have difficulty telling the genders apart). Both genders have shoulders that are notably broader than the waist, and relatively short, slender legs, making them look somewhat "disproportioned" by Human standards.

The Gadroon have four fingers on each hand and four toes on each foot. Between this and the fact that Gadroon hands are slightly smaller than Humans', Humans may have trouble using some Gadroon devices, and vice-versa (-1 or worse penalties to relevant Skill Rolls and/or OCV).

The Gadroon cannot have superpowers naturally (or at least, no example of a superpowered Gadroon has ever been known to exist). They can, however, be highly trained or use super-technology.

Qularr Template

Cost	Ability
3	+3 STR
1	+1 PD
1	**Gadroon Lungs:** Life Support (Extended Breathing: 1 END per Turn)
1	**Gadroon Limbs:** Swimming +2m (6m total)

Total Cost Of Template Abilities: 6

Value Complications

None

Total Value Of Template Complications: 0

Gadroon minds are sufficiently different from Human minds that they cannot be affected by Mental Powers which target the Human class of minds. Affecting them psionically requires powers that work against the Alien class of minds.

Reproduction and Lifespan

The Gadroon are on the verge of extinction, so they take reproduction *very* seriously and treasure every child. Traditionally they reproduced in a sort of half-mammalian, half-reptilian way in which the male fertilized an egg inside the female, which was then laid in a nest and tended until it hatched. Today eggs are routinely harvested from all adult females, placed in special incubator chambers, and artificially fertilized. Most large Gadroon ships have at least one incubation chamber room (often connected to or as a part of a nursery) and guard them carefully. In some cases the entire room functions as an escape pod and can be jettisoned from the ship for later retrieval.

The average Gadroon lifespan prior to the destruction of the Gadroon homeworld was 80 years for both genders. Today it is probably much lower due to the prevalence of death in combat.

Gadroon History

Gadro, the Gadroon homeworld, orbited a G2V star at a distance similar to Venus in the Sol System, resulting in a planet with hot, humid, swampy lowlands, arid highlands, and small oceans. This was perfect for reptiles, insects, and fishes to evolve, but there were no mammals or birds (the niches filled by both on Earth were mainly occupied by reptiles, sometimes by insects). One such reptile, a shallows-dwelling nigh-amphibian, was driven to walk upright to gather low-hanging foodstuffs and in time evolved into the Gadroon.

By approximately 20,000 years ago, the Gadroon had reached the stage of earliest civilization. For millennia societies evolved more or less peacefully... but eventually the limited amount of "comfortable" land led to competition and warfare among various Gadroon states. Martial skill and physical prowess became the virtues most prized by the Gadroon, with learning, culture, and science taking a back seat — except insofar as they could be used to develop new weapons and tactics.

The early "medieval" period of Gadroon history saw the rise of the planet's first major empire, the Kro'ang. Led by a series of brilliant, militarily adept emperors, Kro'ang soldiers wearing distinctive coppery armor and purple garb swept over the opposition. Eventually nearly ninety percent of the planet came under their sway. Like so many empires it eventually fell into decadence and collapsed in the face of pressure from younger, more vibrant peoples, but even today the Empire holds a place of honor in Gadroon hearts. To describe a Gadroon soldier as having "Kro'ang bravery" is one of the highest compliments he can receive.

The next two thousand years were marked by chaotic conditions and strife between various nations. In time, through adroit economic and military maneuvering, and a culture that gave free rein to learning and experimentation, the societies in the To'lak Basin region emerged as pre-eminent. They eventually formed the To'lak Union which became the *de facto* ruler of the planet. It didn't exert literal control over any but a few nations, but its economic clout and military were so mighty that it could in effect dictate terms to the rest of the world.

This state of peace — unequal peace, but still a welcome relief to many — existed for several centuries. It shattered when one of the member nations of the Union, Emlek, rose up against the others in an attempt to take control of the Union itself. Surprise gave Emlek an initial advantage, and a bloody civil war dragged on for years. An extended war was not to Emlek's benefit, though, and in time it and its allies were so thoroughly defeated that Emlek ceased to exist as a distinct state.

When the remnants of the Union turned back to the world stage, thinking to resume the pre-war state of affairs, they found that the rest of the Gadroon nations would have none of it. Having experienced what it was like to live without To'lak exerting influence over everything they did, and in many cases having taken the opportunity to ramp up military production while the Union was occupied with more pressing matters, they wanted to chart their own destinies. Weakened by the war, the Union couldn't assert itself anywhere in the world anymore, and in time settled down to become one nation among many.

This balkanization remained the norm until approximately 300 years ago when the nation of Hwuldep rose to prominence. Hwuldepian scientists had made some astonishing breakthroughs in the science of gravitics, and the nation's leaders were ambitious and aggressive enough to take advantage of them. Armed with gravitic weapons significantly more powerful than what other nations had, and riding in gravity-manipulating vehicles whose speed and maneuverability other nations' vehicles couldn't match, the Hwuldepians conquered the entire planet in under three years, founding the Hwuldep Empire.

What Humanity Knows About the Gadroon

Humanity has learned a lot about certain aspects of the Gadroon thanks to three failed (and a fourth so far successful) invasion attempts by the green-skinned aliens. The United States, United Nations, and a few other nations all possess samples of Gadroon bodies and technology (the US has the most extensive collection; see page 18).

Humans have been able to dissect numerous Gadroon corpses and have developed a thorough knowledge of Gadroon anatomy and biology (or at least, as much as they can without observing living Gadroon in their native environment). Their knowledge is sufficient to develop chemical or biological weapons specifically tailored to affect only the Gadroon, if necessary.

Thanks to studying numerous computer records and other material, Humans have been able to translate the Gadroon language. Several xenologists have made the study of Gadroon literature, public records, or anthropological articles a focus of their scholarly efforts.

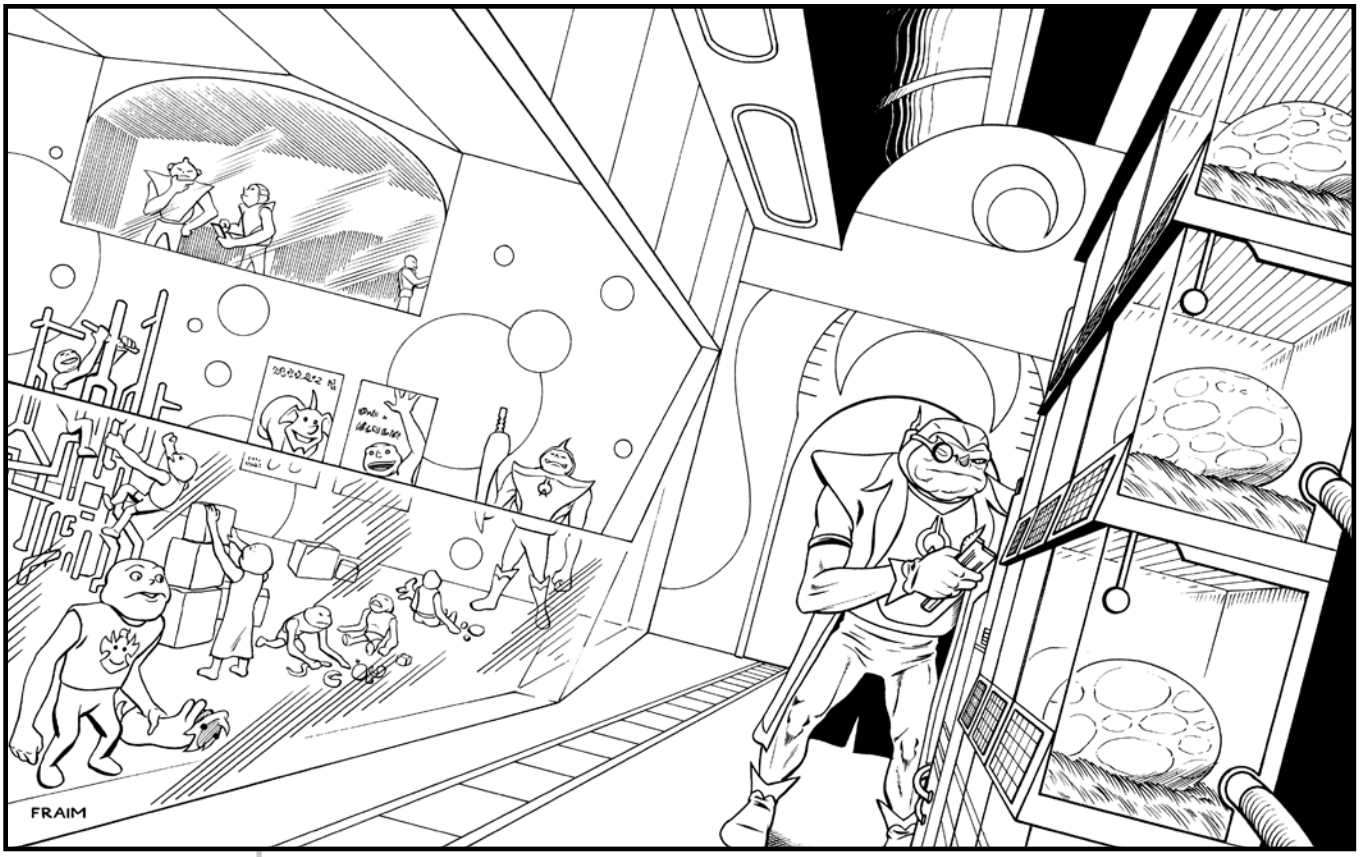
Gadroon technology remains maddeningly obscure, despite Humanity's having numerous samples (including two nearly-intact vessels captured by the US) to study. The Gadroon seem to have a physics that's almost totally different from what Humans understand the laws of physics to be; according to Human science, Gadroon technology shouldn't even work. Analysis of Gadroon devices continues, but researchers aren't hopeful.

Based on analysis of gathered intelligence and first-hand observations of a skirmish or two, Humanity is aware that the Gadroon are unfriendly toward the Qularr and fight them when they have the opportunity. The extent and age of this state of animosity remain unknown; it may simply be brought on by competition for Earth.

The Shattering and the Exodus

About a century ago, a Hwuldepian scientist seeking to increase the speed of starships' gravitic engines made a tragic error. The magnetic shields containing the "gravitic wave" he was working with came down. The resulting blast destroyed his laboratory and the wave sank directly into the planet itself.

Within days a series of tremendous earthquakes began wracking Gadro. Before long it was apparent to everyone, scientist and civilian alike, that the rogue gravitic wave was somehow causing the planet to tear itself apart. Numerous solutions were devised and implemented, but none of them worked. Some of them might have, if the Gadroon had had the time to improve and strengthen them, but it was obvious that time was the one thing they didn't have. Seeing no alternative, the Emperor ordered an evacuation. Every starship that was available took on as many people as it could and fled the system just as Gadro obliterated itself in a massive explosion that caught more than a few straggling ships. The Emperor himself was among the Gadroon killed in the explosion, for he'd waited to take the very last ship.



The fleet that remained seemed pitifully small — a few hundred thousand survivors of a thriving civilization that had numbered in the billions only days before. Gadroon colonies on other worlds in their system, and in nearby systems, were mostly mining or industrial facilities on planets not suitable for long-term habitation. So the Gadroon set out in search of a new home.

That search has continued up to the present day. The Gadroon have found several worlds that might be suitable as new homeworlds, but there always seems to be some problem. Several have been held by civilizations powerful enough to make fighting for the world too dangerous a proposition. One world, so ideal at first that the Gadroon began settling it, proved to possess diseases so virulent that even Gadroon medical science couldn't cure them. Rather than risk an epidemic that could wipe them out, the Gadroon returned to space after less than two decades.

The Battles With Earth

The most frustrating find during the Gadroon exodus has been Earth. When the Gadroon first discovered it, it seemed like a dream come true: a terrestrial world with a large tropical/subtropical zone, rich in natural resources, inhabited by a low-tech civilization that would make excellent slave labor. But as recounted in Chapter One, the first three Gadroon efforts to conquer Earth were stymied by Human superheroes — a phenomenon the Gadroon had not previously encountered.

The Gadroon struck for a final time in 2008... and this time they succeeded. Using tactics not employed in previous attacks, they were able to establish a foothold in northern Canada that Earth's superheroes haven't been able to remove them from. However, while they have modified the geography, climate, and flora of that area slightly to suit themselves, for some reason they've made no attempt at further conquest, nor launched any attacks against major cities. Human analysts remain baffled by this behavior and fear that it's a prelude to some terrible danger.

Gadroon Society

The Gadroon are now a nomadic people driven by two goals. The first is to find a new homeworld; the second is to ensure the survival of their species. In many ways these two goals go together, but sometimes they do not. For example, a world that might serve admirably as a new homeworld might require fighting the inhabitants, who are so powerful that the Gadroon dare not risk the casualties that would result — there's no point conquering a world if there aren't enough Gadroon left to settle it. A being who could find the Gadroon a new homeworld, even a Human or some other alien, would become a great hero to the Gadroon... and save the Milky Way from a serious menace.

Gadroon Government

As a scant people in exodus, the Gadroon don't have a formal government like they used to. Instead they're ruled by a "council" composed of their admirals — *i.e.,* the captains of the five largest ships in the Gadroon fleet. This council has no formal rules or bylaws, though it generally follows Gadroon law as it existed at the time of Gadro's destruction (with a few necessary changes and adaptations to account for the present situation, of course). However, by longstanding tradition a majority vote on the council is incontrovertible. No matter how violently he disagrees with a council decision, an admiral on the losing side will do what the council vote says he should do. The Gadroon long ago decided that they *had* to stay united, or their extinction was ensured. That logic still holds today.

The Gadroon Military

About half the ships that escaped the destruction of Gadro were military vessels of some sort, ranging from fleet flagships to hulking old tenders that should've been retired decades before the disaster. In addition to that, many of the civilian ships in the fleet have since been retrofitted with weapons and/or defense screens. Thus the Gadroon exodus fleet as a whole has a sort of military character, and every ship captain knows that he and his crew may be required to take their ship into battle if the situation becomes desperate enough.

The true military vessels in the exodus fleet are organized into five "wings," each commanded by a capital ship captained by an admiral. Two of these capital ships were flagships of main Gadroon fleets prior to the destruction; they're enormous vessels with crews in the four figures (plus many civilian Gadroon crammed into any spot they can live in, if necessary). The other two are former capital ships that have been "uprated" to flagship status. The rest of the ships in each wing are a roughly equal division of large, mid-sized, and small ships intended to maximize efficiency of both attack and defense.

Gadroon space military tactics have traditionally relied on large ships, with smaller vessels and fighters being a tiny percentage of the overall fleet compared to many starfaring species. However, necessity is the mother of invention, and the exodus fleet has adjusted to using smaller (often adapted civilian) vessels in a variety of roles.

Gadroon Espionage

Given their history of balkanization and strife, the Gadroon have long employed a wide variety of espionage techniques and practices. Putting their intelligence-gathering expertise to work in their quest for a new homeworld has required the use of holographic disguise devices (see sidebar), since otherwise a Gadroon's presence would instantly alert the authorities.

Thus concealed from detection, Gadroon agents have infiltrated over a dozen major Human cities including Millennium City, New York, Los Angeles, London, Paris, Moscow, New Delhi, Singapore, Tokyo, and Beijing. Their targets include not only generally assessing the Human mood toward aliens in general (and themselves in particular), but targeting think tanks, defense contractors, government offices, superhero bases, and military installations for specific infiltration missions.

The Gadroon Economy

The Gadroon no longer really have an "economy" to speak of. Whatever resources they have, can acquire, or can manufacture with the limited facilities available on some of their ships is gathered at a central collection point on the fleet's largest commercial vessel, then distributed to the other ships according to population. Naturally there's a certain amount of black marketeering and graft, particularly when it comes to luxury items, but security personnel enforce the laws against such practices *very* harshly.

Gadroon Family Life

The Gadroon once enjoyed a rich and varied family life, no different in any significant way from Human practices on the subject. But as discussed above, Gadroon children are now born in large "incubation chamber rooms." After that they're typically raised on their ship in a sort of communal fashion, with nearly every adult looking after them or teaching them in some way. Many adults give special preference to their own biological children, but until the Gadroon have a new homeworld and a more stable population they feel their offspring have to be raised to serve the Gadroon people as a whole, not with loyalty to any one set of parents.

Gadroon Arts and Entertainment

The Gadroon once had a thriving culture with an uncounted number of types of art, literature, sports, games, and more. In addition to cultural forms analogous to those of Earth, in recent centuries they'd developed new art forms using their gravitic technology. For example, gravitic shapers and molders made possible types of sculpture never considered before, and being able to manipulate the gravity on a playing field gave rise to new sports (or variations on existing sports).

Much of that culture has fallen by the wayside due to the exigencies of the exodus and the need to prevent extinction... but it hasn't disappeared. Databanks on many Gadroon ships contain recordings of thousands of years' worth of musical compositions and dramatic performances, pictures of every important work of art, and more.

Gadroon Holo-Disguise System

Sight, Hearing, Smell/Taste, and Touch Group Images, -8 to PER Rolls, Reduced Endurance (0 END; +½) (73 Active Points); IIF (belt; -¼), No Range (-½), Set Effect (only to disguise Gadroon, see text; -1). Total cost: 26 points.

A Gadroon holo-disguise system uses holograms, customized force-fields, and other systems to create a disguise that makes a Gadroon look, feel, smell, and sound like a Human. (Radio Group Senses such as Radar, and Mental Senses, still reveal a Gadroon for what he really is.) Initially the device (a sort of belt) comes pre-programmed with 20 disguises, which the wearer selects cybernetically. While the device is worn it can "scan" a Human and then reproduce him as a disguise, but the scanning process takes one minute, during which the target cannot move.

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The heart of this species-wide repository is a single ship that used to belong to one of Gadro's largest museums. It was a traveling cultural exhibit that visited various cities and colonies but now serves as an archive for all of Gadroon culture. Whenever possible its records and holdings are duplicated on at least two other ships in the hopes of preventing loss due to disaster.

Although the surviving Gadroon work hard every day just to survive, they haven't entirely given up cultural pursuits. Many ships have amateur orchestras, theatrical companies, or teams that play sports and games suitable to shipboard life.

Gadroon Religion

Pre-destruction Gadroon followed a wide variety of religions, the most popular of which were the Pellom Mysteries (a secretive religion worshipping a pantheon of six gods), Bordegism (a monotheistic faith evolved from primitive sun-god worship), Lauckta (another monotheistic faith with some spirit worship mixed in), and Ranamogtu (an extreme polytheistic faith with nearly a thousand gods, demons, and spirits). These religions, and others like them, produced a wide variety of sacred literature which is still available to the Gadroon via computer databases.

During the age of exodus, however, the Gadroon fall into two camps: those who still cling to one of the old religions for the comfort they provide; and those who've abandoned religion on the grounds there must not be any gods worth worshipping if they let Gadro be destroyed. About 70% of Gadroon subscribe to the latter viewpoint.

Gadroon Technology

Compared to Human technology, even some Human super-technology, Gadroon technology is extremely advanced. What's worse, much of it works despite the fact that Human science says it shouldn't! The Gadroon seem to comprehend entirely different principles of physics than Humans do, ones so strange that Humans can't grasp them despite extensive study. Even superheroes who've examined it — including Dr. Silverback, Tetsuronin, and Defender — are baffled by Gadroon technology.

The Gadroon are particularly noted for their mastery of gravitic technology. Their starships, force-fields, and most of their weapons and tools manipulate gravitic energy in some way, making it easy to accomplish tasks that Human science struggles with or deems impossible.

In *HERO System* terms, Gadroon technology is "Barely Compatible" with Human tech, meaning that a Human who works with Gadroon tech or tries to combine Human and Gadroon components in a single device may suffer up to a -8 Skill Roll penalty and other restrictions; see HSS 40.

Gadroon Starships

To Human eyes, Gadroon starships are sleek and slender, often with angular lines and wedged-shaped bodies (though some larger vessels are more saucer-shaped). Their gravitic drives make them fast and extremely maneuverable compared to most other species' starships of comparative size; their ability to turn quickly or shift position sometimes seems to defy the laws of physics (or at least the laws of physics Humans have to obey). Their gravitic weapons and defense-fields make them a force to be reckoned with in combat.

Here are examples of two Gadroon ships: the *Druqo*-class Invader and the *Scoba*-class Warship.

Druqo-class Invader

The *Druqo*-class Invader is a medium-sized Gadroon ship with a crew of approximately thirty. As the name implies, it's intended for landing assaults against planets and space facilities, so it can fly in atmospheres as well as space.

The *Druqo* sports a large gravitic cannon at its nose, and seven lesser gravitic blasters along its hull (two ventral, two dorsal, one port, one starboard, one aft). The gravitic beams are particularly potent because they set up "gravitic shock waves" in the hull of a "hollow" target like a starship, space station, or building, which is very difficult to defend against. (Against a solid target such as an asteroid, this doesn't occur. Against a humanoid target like a superhero, the GM might want to change the Penetrating to Double Knockback instead.)

Scoba-class Warship

A mainstay of many sub-wings of the Gadroon fleet, the *Scoba*-class warship is a large, roughly saucer-shaped vessel with a crew of about 100. It's intended as an "anchor" for squadrons of smaller ships to rally around, and even has the capability to carry two dozen small fighters (though most Scobas have few or no fighters left at this stage of the Gadroon exodus).

The *Scoba* mounts eight gravitic cannons: one dorsal, one ventral, and six spaced equidistantly around the "rim" of the ship. Like most other Gadroon ships it also has a gravitic point defense system that prevents physical projectiles from reaching the vessel.

DRUQO-CLASS INVADER

Val	Char	Cost	Notes
11	**Size**	55	25m x 12.5m x 12.5m; mass 200 tons; -11 KB; OCV+ 7
65	**STR**	0	Lift 200 tons; 13d6 HTH [0]
26	**DEX**	32	
8	**OCV**	25	
10	**DCV**	35	
4	**SPD**	20	*Phases:* 3, 6, 9, 12
10	**PD**	12	
10	**ED**	12	
25	**BODY**	4	**Total Characteristics Cost: 195**

Movement: Ground: 0m
Flight: 40m
FTL: 1 LY per 6 Hours

Cost	Powers	END
	Power Systems	
23	**Gravitic Power Plant:** Endurance Reserve (120 END, 24 REC) OIF Bulky (-1)	0
11	**Backup Gravitic Power Supply:** Endurance Reserve (60 END, 12 REC) OIF Bulky (-1)	0
	Propulsion Systems	
13	**Gravitic Warp Engines:** FTL Travel (1 LY per 6 Hours) OIF Bulky (-1), Costs Endurance (-½)	3
62	**Secondary Gravitic Engines:** Flight 40m MegaScale (1m = 1,000 km; +1¾), No Turn Mode (+¼), Sideways Maneuverability (+½); OIF Bulky (-1), Costs Half Endurance (-¼)	7
-12	**Only Flies:** Ground Movement -12m (0m total)	
-2	**Only Flies:** Swimming -4m (0m total)	
	Tactical Systems	
48	**Gadroon Forward Gravitic Cannon:** RKA 8d6 OIF Bulky (-1), Limited Arc Of Fire (60 Degrees; -½)	12
20	**Gadroon Forward Gravitic Cannon:** Penetrating (+½) for RKA 8d6 OIF Bulky (-1), Limited Arc Of Fire (60 Degrees; -½), Only Works Against Starships And Other "Hollow" Targets (see text; -½)	6
40	**Gadroon Gravitic Blasters:** RKA 6d6 OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼)	9
16	**Gadroon Gravitic Blasters:** Penetrating (+½) for RKA 6d6 OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼), Only Works Against Starships And Other "Hollow" Targets (see text; -½)	4
15	**Gadroon Gravitic Blasters:** seven more Gravitic Blasters (total of 8)	9+4
27	**Gadroon Gravitic Shield:** Resistant Protection (18 PD/18 ED) Impenetrable (+¼); OIF Bulky (-1), Costs Endurance (-½)	7
7	**Gravitic Point Defense Rays:** Deflection OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼), Only Works Against Physical Projectiles (-½)	2
5	**Gravitic Point Defense Rays:** one more Ray (total of 2)	2
	Operations Systems	
57	**Sensor And Communication Systems:** Variable Power Pool, 50 Pool + 50 Control Cost OIF Bulky (-1), Only For Senses And Communications (-1), Costs Endurance (-½)	var
93	**Long-Range Sensors:** MegaScale (.25 light-year per Active Point; +3¾) for any Sensor Pool Sense OIF Bulky (-1)	var
15	**Long-Range Sensors:** +20 versus Range for Radio Group OIF Bulky (-1)	0
3	**Navigation Computer:** +3 to Navigation (Space) rolls OAF Bulky (-1½)	0
81	**Tractor Beam:** Telekinesis (60 STR) MegaRange (1m = 10 km; +1¼); OIF Bulky (projector; -1), Affects Whole Object (-¼), Limited Arc Of Fire (180 Degrees forward; -¼)	20
	Personnel Systems	
22	**Artificial Gravity:** Telekinesis (30 STR) Selective (+½); OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	7
5	**Backup Artificial Gravity:** Telekinesis (10 STR) OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	1
12	**Life Support:** Life Support (Self-Contained Breathing; Safe Environments: High Radiation, Intense Cold, Intense Heat, Low Pressure/Vacuum) Costs Endurance (-½)	2
6	**Backup Life Support:** Life Support (Self-Contained Breathing; Safe Environments: High Radiation, Intense Cold, Intense Heat, Low Pressure/Vacuum) Only Within Affected Area (3m x 2m x 2m chamber; -2), 1 Continuing Fuel Charge (easily replaced from sources outside the ship; 1 Month [i.e., hundreds of thousands of man-days]; -0)	[1cc]
7	**Medical Facilities:** Paramedics 11-	
5	**Medical Facilities:** SS: Medicine 11-	
	Skills	
8	+1 with Ranged Combat	
9	Computer Programming 12-	
9	Cryptography 12-	
9	Demolitions 12-	
9	Electronics 12-	
9	Mechanics 12-	
3	SS: Gravitics 12-	
11	Weaponsmith (Firearms, Missiles & Rockets, Incendiary Weapons, Energy Weapons) 12-	

Total Abilities & Equipment Cost: 646
Total Vehicle Cost: 841

Value Complications

25	**Distinctive Features:** Gadroon Warship (Not Concealable, Causes Extreme Fear)	

Total Complications Points: 25
Total Cost: 841/5 = 168

SCOBA-CLASS WARSHIP

Val	Char	Cost	Notes
16	Size	80	125m x 645m x 64m; mass 6.4 ktons; -16 KB; OCV+ 10
90	STR	0	Lift 6.4 ktons; 18d6 HTH [0]
20	DEX	20	
8	OCV	25	
8	DCV	25	
4	SPD	20	*Phases:* 3, 6, 9, 12
12	PD	15	
12	ED	15	
40	BODY	14	**Total Characteristics Cost: 214**

Movement: Ground: 0m
Flight: 40m
FTL: 1 LY per 3 Hours

Cost	Powers	END
	Power Systems	
35	**Gravitic Power Plant:** Endurance Reserve (200 END, 30 REC) OIF Bulky (-1)	0
17	**Backup Gravitic Power Supply:** Endurance Reserve (100 END, 15 REC) OIF Bulky (-1)	0
	Propulsion Systems	
14	**Gravitic Warp Engines:** FTL Travel (1 LY per 3 Hours) OIF Bulky (-1), Costs Endurance (-½)	3
53	**Secondary Gravitic Engines:** Flight 40m MegaScale (1m = 1,000 km; +1¾), No Turn Mode (+¼); OIF Bulky (-1), Costs Half Endurance (-¼)	6
-12	**Only Flies In Space:** Ground Movement -12m (0m total)	
-2	**Only Flies In Space:** Swimming -4m (0m total)	
	Tactical Systems	
60	**Gadroon Gravitic Cannons:** RKA 10d6 OIF Bulky (-1), Limited Arc Of Fire (60 Degrees; -½)	15
25	**Gadroon Forward Gravitic Cannon:** Penetrating (+½) for RKA 10d6 OIF Bulky (-1), Limited Arc Of Fire (60 Degrees; -½), Only Works Against Starships And Other "Hollow" Targets (see text; -½)	7
15	**Gadroon Gravitic Cannons:** seven more Gravitic Cannons (total of 8)	15+7
39	**Gadroon Gravitic Shield:** Resistant Protection (26 PD/26 ED) Impenetrable (+¼); OIF Bulky (-1), Costs Endurance (-½)	10
7	**Gravitic Point Defense Rays:** Deflection OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼), Only Works Against Physical Projectiles (-½)	2
10	**Gravitic Point Defense Rays:** three more Rays (total of 4)	2
	Operations Systems	
68	**Sensor And Communication Systems:** Variable Power Pool, 60 Pool + 60 Control Cost OIF Bulky (-1), Only For Senses And Communications (-1), Costs Endurance (-½)	var
112	**Long-Range Sensors:** MegaScale (.25 light-year per Active Point; +3¾) for any Sensor Pool Sense OIF Bulky (-1)	var
15	**Long-Range Sensors:** +20 versus Range for Radio Group OIF Bulky (-1)	0
3	**Navigation Computer:** +3 to Navigation (Space) rolls OAF Bulky (-1½)	0
81	**Tractor Beam:** Telekinesis (60 STR) MegaRange (1m = 10 km; +1¼); OIF Bulky (projector; -1), Affects Whole Object (-¼), Limited Arc Of Fire (180 Degrees forward; -¼)	20
	Personnel Systems	
22	**Artificial Gravity:** Telekinesis (30 STR) Selective (+½); OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	7
5	**Backup Artificial Gravity:** Telekinesis (10 STR) OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	1
12	**Life Support:** Life Support (Self-Contained Breathing; Safe Environments: High Radiation, Intense Cold, Intense Heat, Low Pressure/Vacuum) Costs Endurance (-½)	2
6	**Backup Life Support:** Life Support (Self-Contained Breathing; Safe Environments: High Radiation, Intense Cold, Intense Heat, Low Pressure/Vacuum) Only Within Affected Area (3m x 2m x 2m chamber; -2), 1 Continuing Fuel Charge (easily replaced from sources outside the ship; 1 Month [i.e., hundreds of thousands of man-days]; -0)	[1cc]
10	**Backup Life Support:** three more Backup Life Support areas (total of 4)	
11	**Medical Facilities:** Paramedics 13-	
7	**Medical Facilities:** SS: Medicine 13-	
	Skills	
16	+2 with Ranged Combat	
9	Computer Programming 12-	
9	Cryptography 12-	
9	Demolitions 12-	
9	Electronics 12-	
9	Mechanics 12-	
3	SS: Gravitics 12-	
11	Weaponsmith (Firearms, Missiles & Rockets, Incendiary Weapons, Energy Weapons) 12-	

Total Abilities & Equipment Cost: 688
Total Vehicle Cost: 902

Value Complications

25	**Distinctive Features:** Gadroon Warship (Not Concealable, Causes Extreme Fear)
15	**Physical Complication:** Cannot Enter Atmospheres (Infrequently, Greatly Impairing)

Total Complications Points: 40
Total Cost: 902/5 = 180

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NOTABLE GADROON

This section includes character sheets for two Gadroon "superhumans" and several "generic" Gadroon soldiers that Human superheroes might encounter.

"SUPERPOWERED" GADROON

As noted above, the Gadroon cannot have superpowers. However, they can use advanced technology, and for that matter their "standard" technology is equal to or better than most Human super-technology. Here are two Gadroon "superheroes" — Commander and Sky-Knight — whose "powers" derive from Gadroon tech and/or training.

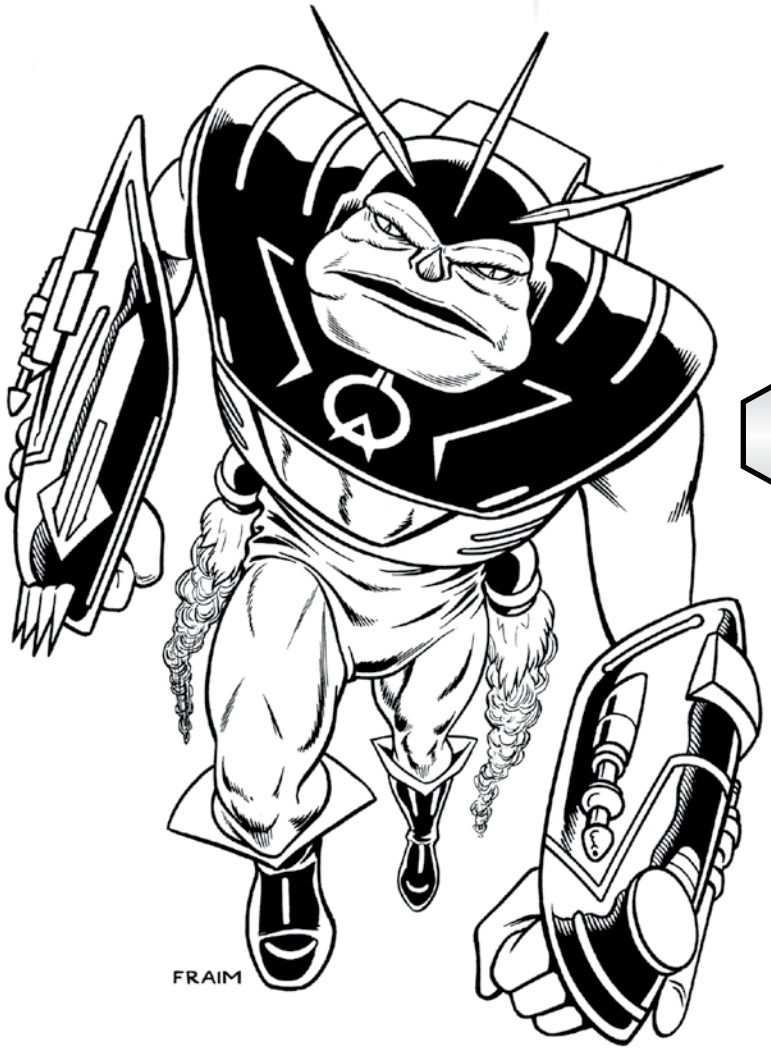
COMMANDER

Background/History: Pruglor was born aboard one of the exodus fleet's flagships and raised in a military environment. From his earliest days he wanted to be a soldier, and as soon as he was old enough he volunteered. He made it through basic training with top marks, and the high command decided he was perfect for a project they had in mind. They felt the Gadroon people needed a symbol to inspire them — a soldier who embodied all that was best about the Gadroon, who could lead them into battle against any foe, who'd inspire them to greatness during their long and difficult search for a new home.

Willing to do anything to help his people, Pruglor eagerly agreed to become part of the project. Years of training followed as his body was honed to the peak of Gadroon perfection. Gadroon military scientists designed a powerful pair of "gravitic gauntlets" for him, and he taught himself to use them with consummate skill. Trainers drilled him in every ability he might possibly need, from the hand-to-hand combat techniques of his people to how to fly starships. When they felt he was ready, the high command promoted him and gave him the code name *Commander,* since he would be a great leader of the Gadroon. He's been doing that job and striving to live up to that name ever since.

Personality/Motivation: Commander epitomizes all that's best about the Gadroon, and he's utterly devoted to the welfare and success of his people. He's driven to defeat their enemies, lead them to greatness, and hopefully help them find/acquire a new homeworld. Sometimes he goes days without sleep so he can keep performing his mission and helping other Gadroon. He won't hesitate to put himself in danger, or if necessary sacrifice his own life, to preserve the Gadroon from extinction or win them a new home. If that means killing every Human or Qularr in existence, he'll do it if he can.

Quote: "Fool! You cannot hope to stand against the might of the Gadroon!"



COMMANDER

Val	Char	Cost	Roll	Notes
25	**STR**	15	14-	Lift 800 kg; 5d6 HTH damage [2]
20	**DEX**	20	13-	
20	**CON**	10	13-	
18	**INT**	8	13-	PER Roll 13-
18	**EGO**	8	13-	
25	**PRE**	15	14-	PRE Attack: 5d6
8	**OCV**	25		
10	**DCV**	35		
3	**OMCV**	0		
6	**DMCV**	9		
6	**SPD**	40		*Phases:* 2, 4, 6, 8, 10, 12
12	**PD**	10		*Total:* 27 PD (15 rPD)
10	**ED**	8		*Total:* 25 ED (15 rED)
10	**REC**	6		
50	**END**	6		
18	**BODY**	8		
50	**STUN**	15		**Total Characteristics Cost: 238**

Movement: Running: 12m
Flight: 20m
Swimming: 6m

Cost	Powers	END
29	**Gravitic Gauntlets Batteries:** Endurance Reserve (120 END, 21 REC) OIF (-½)	0
5	**Gravitic Gauntlets Batteries:** a Battery for the second Gauntlet	0
50	**Gravitic Gauntlets:** Multipower, 75-point reserve All OIF (-½)	
5f	**1) Gravitic Lance:** Blast 15d6 (physical) OIF (-½)	7
5f	**2) Gravitic Bolt:** Blast 10d6 (physical) Double Knockback (+½); OIF (-½)	7
4f	**3) Gravitic Containment Field:** Entangle 6d6, 6 PD/6 ED OIF (-½)	6
4f	**4) Gravitic Lariat:** Telekinesis (40 STR) OIF (-½)	6
4f	**5) Gravitic Crushburst:** Blast 10d6 (physical) Area Of Effect (4m Radius; +¼), Personal Immunity (+¼); OIF (-½), No Range (-½)	7
3f	**6) Shaped Wormhole:** Suppress Movement Powers 4d6 Variable Effect (any one Movement Power at a time; +½); OIF (-½), Costs Endurance (to maintain; -½)	6
5	**Gravitic Gauntlets:** another Gravitic Gauntlet (total of 2)	
	Martial Arts: Gadroon Fighting Arts	

	Maneuver	*OCV*	*DCV*	*Notes*
4	Block	+2	+2	Block, Abort
4	Disarm	-1	+1	Disarm, 55 STR
4	Dodge	+0	+5	Dodge all attacks, Abort
3	Legsweep	+2	-1	10d6; Target Falls
4	Nerve Strike	-1	+1	4d6 NND(1)
4	Punch	+0	+2	11d6 Strike
5	Side Kick	-2	+1	13d6 Strike
16	+4 Damage Classes (already added in)			

30	**Force-Field Belt:** Resistant Protection (15 PD/15 ED) OIF (-½)	0
7	**Psi-Shield:** Mental Defense (10 points) OIF (helmet; -½)	0
23	**Flight System:** Flight 20m No Turn Mode (+¼), Reduced Endurance (0 END; +½); OIF (-½)	0
1	**Gadroon Limbs:** Swimming +2m (6m total)	1
6	**Helmet Communication System:** HRRP (Radio Group) OIF (-½), Affected As Sight And Hearing Groups As Well As Radio Group (-½)	0
1	**Gadroon Lungs:** Life Support (Extended Breathing: 1 END per Turn)	0

Perks

10 Fringe Benefit: Military Rank

Talents

5 Lightning Reflexes: +5 DEX to act first with All Actions

Skills

20 +2 with All Combat

3 Acrobatics 13-
3 Breakfall 13-
3 Bureaucratics 14-
3 Climbing 13-
3 Combat Piloting 13-
2 KS: Enemies Of The Gadroon 11-
2 KS: Gadroon Military 11-
2 Navigation (Space) 13-
2 PS: Soldier 11-
3 Stealth 13-
3 Tactics 13-
3 Teamwork 13-
2 TF: Gadroon Starships
2 WF: Gadroon Small Arms

Total Powers & Skills Cost: 297

Total Cost: 535

400 Matching Complications (75)

10 **Hunted:** Gadroon Military (Infrequently, Mo Pow, NCI, Watching)
20 **Psychological Complication:** Ardent Gadroon Patriot; Determined To Protect His People From Extinction And Ensure Their Place In The Galaxy (Common, Total)
20 **Social Complication:** Subject To Orders (Very Frequently, Major)

Total Complications Points: 50

Experience Points: 160

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Powers/Tactics: Commander has been trained to be nearly as strong, swift, tough, and skilled at combat as a Gadroon can be. He also uses several powerful weapons and gadgets. His Gravitic Gauntlets can project energy beams and other attacks, ranging from simple bolts of gravitic force, to gravitic pulses, to creating miniaturized "wormholes" that interfere with his opponents' ability to move. He also has a force-field belt to protect him from harm, and a flight system (a combination of belt-jets and gravitic manipulation) that allows him to move through the air.

Commander is a tactical genius who fights as intelligently and effectively as possible. He usually has other Gadroon soldiers (and possibly Sky-Knight) working with him and deploys them to allow for interlocking fields of fire, covering fire, and other advantages. While he's bold and aggressive, he understands that sometimes retreating and regrouping are more effective than continuing a futile fight.

Campaign Use: Commander is definitely an opponent of the PCs, but he's not actually a villain. Much like the Tiger Squad (see CV2), he's an agent of an opposing political power and thus can come into conflict with the PCs even though they could easily work together in other circumstances. For example, charitable PCs might help him protect the Gadroon from an attack that could wipe them out, and he might become a valuable ally in a fight against an overwhelming threat like Istvatha V'han.

To make Commander a tougher opponent, give him more gadgets: a stealth field (Invisibility, and perhaps also Desolidification); a hologram generator he can use to confuse his enemies; an augmented force-field that provides Damage Negation; some sensory devices; and so on. To weaken him, remove his Martial Arts, making him more of a pure weaponmaster and less of a well-rounded soldier. You might also reduce his SPD to 5.

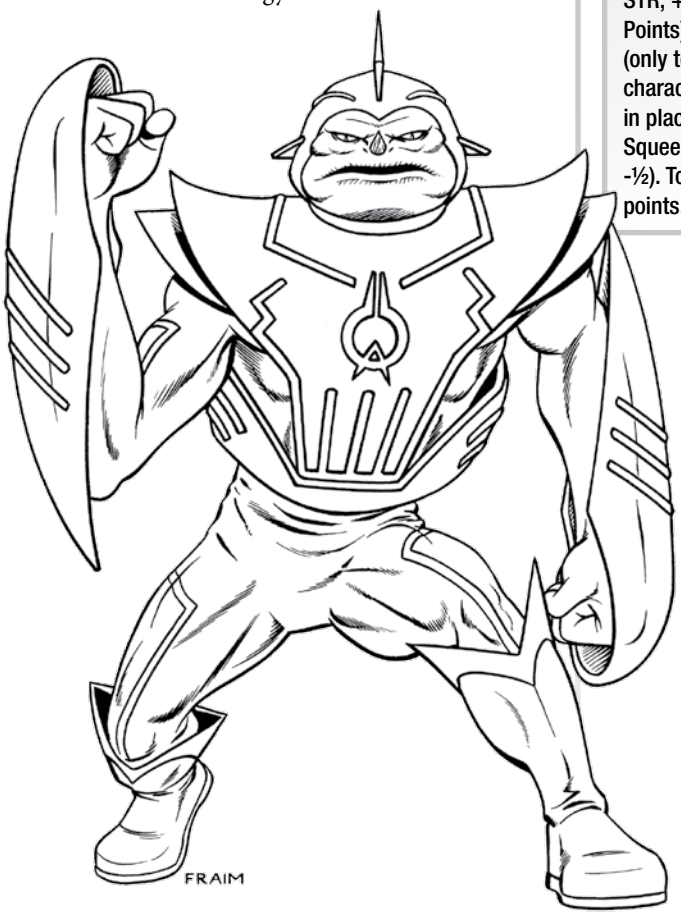
Appearance: Commander is a tall (4'6"!), muscular male Gadroon. His helmet looks similar to those of regular Gadroon troops, but it's bulkier, has three fins, and is purple. He wears a vest-and-belt sort of thing made of the same purple metal with electronic green highlighting, with belt-jets on each hip so he can fly. His gauntlets, made of the same purple metal with electronic green highlighting, come up to his elbow and contain numerous blasters and weapons (remember, the Gadroon only have three fingers and a thumb on each hand). His boots come up to his knees and have a fin-like flare in front. On his back there's a power pack shaped sort of like a half-oval.

SKY-KNIGHT

Background/History: Rongeep was a Gadroon military scientist working on various weapon and defense system projects... but he wanted to do more for his people. He didn't want to hide in the interior of his ship when an attack happened, he wanted to be on the front line, striking a blow for the Gadroon! Inspired by these dreams, he began working on a suit of powered armor in his spare time. After months of effort he created a powered armor suit that made several significant advancements in Gadroon armor technology. When he showed it to his superiors and begged to be allowed to wear it into battle to test it, they decided to grant his wish. Christening him *Sky-Knight,* they told him to prove that his armor was as good as he claimed and destroy the enemies of the Gadroon. And that's just what he's been doing ever since.

Personality/Motivation: Like many Gadroon, Sky-Knight is devoted to serving and protecting his people, but his real motivating force is his love of technology. He's fascinated by it, and he thinks that it can solve all of the Gadroon's problems... somehow. Right now he's focused on brute-force approaches (creating weapons, destroying enemies) because that jibes with his background. If he ever begins to think on a broader scale and *really* put his genius to work, he could become a true hero of his people... and a deadly threat to Humanity.

Quote: "Powerful you may be, but you're no match for Gadroon technology!"



BLACK HOLE COLLAPSE

If he were to appear in the *Champions Online* massively multiplayer online roleplaying game, Commander's Gravitic Gauntlets would have an additional power: *Black Hole Collapse,* the ability to create an intense gravitic field that captures a single target and crushes him for several seconds before dissipating. It's too expensive an attack to include in his Multipower, but here's what it looks like in *HERO System* terms in case you want to let him use it:

Telekinesis (60 STR), Reduced Endurance (0 END; +½), Uncontrolled (lasts 3 Phases or until victim breaks free with his STR; +½) (180 Active Points); Set Effect (only to Grab one character, hold him in place, and inflict Squeeze damage; -½). Total cost: 120 points.

8

SKY-KNIGHT

Val	Char	Cost	Roll	Notes
10+40	**STR**	27*	11- (19-)	Lift 100 kg (25 tons); 2d6 (10d6) HTH damage [1 (5)]
10+10	**DEX**	13*	11- (13-)	
10+20	**CON**	13*	11- (15-)	
20	**INT**	10	13-	PER Roll 13-
15	**EGO**	5	12-	
10+20	**PRE**	13*	11- (15-)	PRE Attack: 2d6 (6d6)
3+4	**OCV**	13*		
3+4	**DCV**	13*		
3	**OMCV**	0		
5	**DMCV**	6		
2+3	**SPD**	20*		*Phases:* 6, 12 (3, 5, 8, 10, 12)
5	**PD**	3		*Total:* 17 PD (12 rPD)
5	**ED**	3		*Total:* 17 ED (12 rED)
5	**REC**	1		
20	**END**	0		
10	**BODY**	0		
30	**STUN**	5		**Total Characteristics Cost: 145**

*: OIF (Powered Armor; -½)

Movement: Running: 12m
Flight: 30m

Cost	Powers	END
43	**Powered Armor Batteries:** Endurance Reserve (200 END, 21 REC) OIF (-½)	0
60	**Gauntlet Blasters:** Multipower, 90-point reserve All OIF (-½)	
6f	**1) Gravitic Blast:** Blast 12d6 Double Knockback (+½); OIF (-½)	9
6f	**2) Auto-Gravitic Beam:** Blast 9d6 Autofire (5 shots; +½), Double Knockback (+½); OIF (-½)	9
5f	**3) Gravitic Pulse Blast:** Blast 10d6 Area Of Effect (22m Radius Explosion; +½); OIF (-½)	7
5f	**4) Auto-Pulson Beam:** Blast 12d6 Autofire (5 shots; +½); OIF (-½)	9
4f	**5) Laser Blast:** RKA 4d6 OIF (-½)	6
6f	**6) Gravitic Lariat:** Telekinesis (60 STR) OIF (-½)	9
24	**Powered Armor:** Resistant Protection (12 PD/12 ED) OIF (-½)	0
53	**Powered Armor:** Damage Negation (-8 DCs Physical and Energy) OIF (-½)	0
7	**Psi-Shield:** Mental Defense (10 points) OIF (-½)	0
7	**Force-Field:** Power Defense (10 points) OIF (-½)	0
7	**Flare Shielding:** Sight Group Flash Defense (10 points) OIF (-½)	0
7	**Hearing Protection:** Hearing Group Flash Defense (10 points) OIF (-½)	0
13	**Life Support Systems:** Life Support (Safe Environments: High Pressure, High Radiation, Intense Cold, Intense Heat, Low Pressure/ Vacuum; Self-Contained Breathing) OIF (-½)	0
35	**Flight System:** Flight 30m No Turn Mode (+¼), Reduced Endurance (0 END; +½); OIF (-½)	0
1	**Gadroon Limbs:** Swimming +2m (6m total)	1
6	**Helmet Communication System:** HRRP (Radio Group) OIF (-½), Affected As Sight And Hearing Groups As Well As Radio Group (-½)	0
1	**Gadroon Lungs:** Life Support (Extended Breathing: 1 END per Turn)	0

Perks

10	Fringe Benefit: Military Rank

Skills

24	+3 with Ranged Combat
3	Computer Programming 13-
3	Deduction 13-
3	Electronics 13-
3	High Society 11-
3	Mechanics 13-
2	SS: Biology 11-
2	SS: Chemistry 11-
3	SS: Physics 13-
3	Systems Operation 13-
5	Weaponsmith (Firearms, Missiles & Rockets, Incendiary Weapons, Energy Weapons) 13-

Total Powers & Skills Cost: 360

Total Cost: 505

400 Matching Complications (75)

10	**Hunted:** Gadroon Military (Infrequently, Mo Pow, NCI, Watching)
15	**Psychological Complication:** Technocrat; Fascinated By Technology And Believes Most Problems Can Be Solved Technologically (Common, Strong)
20	**Social Complication:** Subject To Orders (Very Frequently, Major)

Total Complications Points: 45

Experience Points: 135

8

Powers/Tactics: Sky-Knight is an ordinary Gadroon most of the time (albeit one with a genius mind and a gift for designing weapons). His "powers" all come from his powered armor, which is equipped with a variety of weapons (gravitic blasters and lariat, a laser, a pulson beam), a flight system, and powerful defensive screens. He loves using his armor and is somewhat prone to picking (or prolonging) fights just so he can go on blasting his enemies. He particularly likes to humble other gadgeteers and powered armor wearers to prove the superiority of Gadroon science.

Campaign Use: Sky-Knight's interest in technology provides several plot hooks for the GM to work with. He might, for example, try to steal (or otherwise obtain) samples of Human or Qularr technology to study, with consequences ranging from the humorous to the deadly. Or he might fixate on a PC who's known for his technology and become determined to show that his devices are better (*i.e.,* become his Hunted).

To make Sky-Knight more powerful, give him a broader range of weapons. Some Drains, Flashes, devices to Aid other Gadroon, and the like would really increase his tactical flexibility; so would systems that let him teleport, cancel gravity over a wide area, or become invisible. To weaken him, reduce his Damage Negation by half and remove his Auto-Gravitic Beam attack.

Appearance: Sky-Knight is a Gadroon soldier who wears a suit of powered armor. His armor covers his entire body and is orange and gold; it features the usual Gadroon aesthetic of flares, fins, and other decorative touches on the gauntlets, boots, helmet, shoulders, and other appropriate places.

Generic Gadroon

Gadroon Gravitic Shaper

Description: A Gadroon Gravitic Shaper is a high-ranking combat officer in the Gadroon military. Equipped with special weapons built into his *triglepa* ("arm-shields"), he's not only able to command large numbers of Gadroon troops but to take on a Human superhero singlehandedly.

Powers/Tactics: A Gravitic Shaper's arm-shields have several weapons built into them. The first is a standard Gadroon gravitic bolt that's capable of knocking even heavy targets head over heels. The second is an atomic blast, which hits harder than the gravitic bolt but lacks its kinetic potential. Third, the arm-shields can manipulate bands of gravitic force to stop everyone within a 1m radius area from moving. (If you're using the *Black Hole Collapse* weapon described in the sidebar on page 191, the Gravitic Shaper should have it as well.)

When facing a single foe, a Gravitic Shaper usually opens with a gravitic bolt in the hopes of doing Knockback, then follows up on its advantage with other attacks as needed. Against multiple foes it will try to Entangle any he thinks are vulnerable to such attacks (*i.e.,* who don't look like they can escape or break free somehow), then focus on the toughest-remaining foe.

Appearance: A typical Gravitic Shaper is a tall, confident looking Gadroon wearing a uniform appropriate to his rank (including his force-field belt, which is a part of his flight system). The uniform is mostly grey and white, with orange highlights, though this sometimes varies based on assignment. On his lower arms he wears *triglepa,* a form of traditional Gadroon military garb best translated as "arm-shield." The arm-shields contain sophisticated weaponry and are usually orange or transparent.

Gadroon Adjudicator

Description: Adjudicators are mid-ranking Gadroon officers who are the security corps of the Gadroon military. They're responsible for guarding sites of interest to the enemy, investigating crime and corruption among the ranks, and so on. Human superheroes are most likely to encounter them as defenders of sensitive military targets.

Powers/Tactics: An Adjudicator can fight in two ways. First, the *triglep* (arm-shield) he wears on his right arm can project various gravitic bolts and also a "gravitic lariat" (a sort of tractor beam). Additionally, he has implanted technology that makes him superhumanly strong and has been trained in hand-to-hand fighting.

When fighting an enemy at range, an Adjudicator typically fires one or two Ranged attacks, then uses his Gravitic Lariat to pull his opponent to HTH Combat distance. A Clobber or two and a closing Uppercut are usually enough to finish the enemy off.

Appearance: An Adjudicator wears an orange uniform with white combat vest, belt, helmet, shoulder pads, and *triglep* (arm-shield) on his right arm. His left arm is let bare so he can use his hand-to-hand combat abilities.

GADROON ADJUDICATOR

Val	Char	Cost	Roll	Notes
40	**STR**	30	17-	Lift 6,400 kg; 8d6 HTH damage [4]
15	**DEX**	10	12-	
20	**CON**	10	13-	
13	**INT**	3	12-	PER Roll 12-
12	**EGO**	2	11-	
15	**PRE**	5	12-	PRE Attack: 3d6
7	**OCV**	20		
7	**DCV**	20		
3	**OMCV**	0		
4	**DMCV**	3		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
12	**PD**	10		*Total:* 24 PD (12 rPD)
10	**ED**	8		*Total:* 22 ED (12 rED)
15	**REC**	11		
60	**END**	8		
15	**BODY**	5		
50	**STUN**	15		**Total Characteristics Cost: 180**

Movement: Running: 12m
Flight: 20m

Cost	Powers	END
26	**Gravitic Arm-Shields Batteries:** Endurance Reserve (100 END, 21 REC) OIF (-½)	0
40	**Gravitic Arm-Shields:** Multipower, 60-point reserve All OIF (-½)	
5f	**1) Gravitic Bolt:** Blast 8d6 (physical) Double Knockback (+½); OIF (-½)	6
4f	**2) Gravitic Crushburst:** Blast 8d6 (physical) Area Of Effect (4m Radius; +¼), Personal Immunity (+¼); OIF (-½), No Range (-½)	7
4f	**3) Gravitic Lariat:** Telekinesis (40 STR) OIF (-½)	6
20	**Gadroon Brawling:** Multipower, 20-point reserve	
1f	**1) Clobber:** HA +2d6 Hand-To-Hand Attack (-¼)	1
1f	**2) Uppercut:** Double Knockback (KB is in an upward direction; +½) for STR 40 Increased Endurance Cost (x2 END; -½)	4
24	**Force-Field Belt:** Resistant Protection (12 PD/12 ED) OIF (-½)	0
23	**Flight System:** Flight 20m No Turn Mode (+¼), Reduced Endurance (0 END; +½); OIF (-½)	0
1	**Gadroon Limbs:** Swimming +2m (6m total)	1
6	**Helmet Communication System:** HRRP (Radio Group) OIF (-½), Affected As Sight And Hearing Groups As Well As Radio Group (-½)	0
1	**Gadroon Lungs:** Life Support (Extended Breathing: 1 END per Turn)	0

Perks

5 Fringe Benefit: Military Rank

Skills

10 +1 with All Combat

2 Bureaucratics 10-
3 Interrogation 12-
2 KS: Gadroon Military 11-
2 KS: Gadroom Military Law 11-
2 KS: Gadroon Security Procedures 11-
2 PS: Soldier 11-
3 Security Systems 12-
3 Stealth 12-
3 Tactics 12-
3 Teamwork 12-
2 WF: Gadroon Small Arms
9 **Choose 9 Character Points' worth of Skills from the following list:** Autofire Skills, Climbing, Combat Driving, Combat Piloting, Combat Skill Levels, Computer Programming, Concealment, Cryptography, Demolitions, Electronics, Fast Draw, Martial Arts, Mechanics, Navigation, Paramedics, Persuasion, Skill Levels, Streetwise, Survival, Systems Operation, Weapon Familiarity, Weaponsmith, any Background Skill, Contacts

Total Powers & Skills Cost: 207

Total Cost: 387

175 Matching Complications (50)

10 **Hunted:** Gadroon Military (Infrequently, Mo Pow, NCI, Watching)
20 **Social Complication:** Subject To Orders (Very Frequently, Major)

Total Complications Points: 30

Experience Points: 232

Gadroon Gravitic Shaper

Val	Char	Cost	Roll	Notes
15	**STR**	5	12-	Lift 200 kg; 3d6 HTH damage [1]
16	**DEX**	12	12-	
15	**CON**	5	12-	
15	**INT**	5	12-	PER Roll 12-
13	**EGO**	3	12-	
18	**PRE**	8	13-	PRE Attack: 3½d6
7	**OCV**	20		
7	**DCV**	20		
3	**OMCV**	0		
5	**DMCV**	6		
5	**SPD**	30		*Phases:* 3, 5, 8, 10, 12
8	**PD**	6		*Total:* 20 PD (12 rPD)
8	**ED**	6		*Total:* 20 ED (12 rED)
8	**REC**	4		
40	**END**	4		
13	**BODY**	3		
40	**STUN**	10		**Total Characteristics Cost: 147**

Movement: Running: 12m
Flight: 20m

Cost	Powers	END
26	**Gravitic Arm-Shields Batteries:** Endurance Reserve (100 END, 21 REC) OIF (-½)	0
45	**Gravitic Arm-Shields:** Multipower, 67-point reserve All OIF (-½)	
4f	**1) Gravitic Bolt:** Blast 9d6 (physical) Double Knockback (-½); OIF (-½)	7
4f	**2) Atomic Blast:** Blast 12d6 OIF (-½)	6
4f	**3) Gravitic Containment Field:** Entangle 5d6, 5 PD/5 ED Area Of Effect (1m Radius; +¼); OIF (-½)	6
24	**Force-Field Belt:** Resistant Protection (12 PD/12 ED) OIF (-½)	0
27	**Force-Field Belt:** Damage Negation (-4 DCs Physical and Energy) OIF (-½)	0
23	**Flight System:** Flight 20m No Turn Mode (+¼), Reduced Endurance (0 END; +½); OIF (-½)	0
1	**Gadroon Limbs:** Swimming +2m (6m total)	1
6	**Helmet Communication System:** HRRP (Radio Group) OIF (-½), Affected As Sight And Hearing Groups As Well As Radio Group (-½)	0
1	**Gadroon Lungs:** Life Support (Extended Breathing: 1 END per Turn)	0

Perks

7 Fringe Benefit: Military Rank

Skills

8 +1 with Ranged Combat

2 Bureaucratics 10-
2 KS: Gadroon Military 11-
2 PS: Soldier 11-
3 Stealth 12-
3 Tactics 12-
3 Teamwork 12-
2 WF: Gadroon Small Arms
12 **Choose 12 Character Points' worth of Skills from the following list:** Autofire Skills, Climbing, Combat Driving, Combat Piloting, Combat Skill Levels, Computer Programming, Concealment, Cryptography, Demolitions, Electronics, Fast Draw, Interrogation, Martial Arts, Mechanics, Navigation, Paramedics, Persuasion, Security Systems, Skill Levels, Survival, Systems Operation, Weapon Familiarity, Weaponsmith, any Background Skill, Contacts

Total Powers & Skills Cost: 209

Total Cost: 356

400 Matching Complications (75)

10 **Hunted:** Gadroon Military (Infrequently, Mo Pow, NCI, Watching)
20 **Social Complication:** Subject To Orders (Very Frequently, Major)

Total Complications Points: 30

Experience Points: 0

Gadroon Lancer

Description: A Lancer is a mid-ranking Gadroon officer who leads troops in the field — roughly equivalent to a lieutenant or captain in a Human army, though some function more akin to sergeants. They're often accompanied by Initiates, Pacifiers, Observers, and/or other troops.

Powers/Tactics: A Lancer wears a twin-barrelled arm-blaster on each of his arms. Primarily he uses this weapon to fire Gravitic Lances, but in HTH Combat he can channel its energy into delivering a more powerful punch. (If you're using the *Black Hole Collapse* weapon described in the sidebar on page 191, the Gravitic Lancer should have it as well.) The arm-blasters' trigger mechanism and housing cover the whole hand, making it impossible for the Lancer to pick up or manipulate objects while wearing them.

Appearance: A Lancer wears an orange uniform with white boot, belts, vest, and helmet. His arm-blasters have a housing of transparent plastic that reaches up to the elbow on the outside of the forearm for protection, but only just past the wrist on the inner forearm. Two orange barrels project from the front.

Gadroon Gravitic Initiate

Description: A Gravitic Initiate is a low-ranking Gadroon officer who's only recently been admitted to the ranks of soldiers given personal gravitic weapons. Typically his career path leads to being a Lancer or Adjudicator, but those are far from the only possibilities open to him.

Powers/Tactics: In addition to his standard combat role (attacking the enemy with gravitic bolts and gravitic containment fields), an Initiate also has a support function. His "distortion shield" allows him to provide a short-term "boost" to another Gadroon's health. In battle most Initiates focus on Entangling enemy soldiers and assisting their fellows with Aid STUN, but they try not to miss a chance to inflict injury (and Knockback!) to a vulnerable target.

Appearance: A Gravitic Initiate wears a light green uniform with white boots, belt, vest, helmet, and jetpack (which is part of his flight system). His gravitic arm-blaster covers his right arm similar to the Lancer's blaster, but the barrel is visually distinctive: a single rod surrounded by a series of concentric orange "fins."

Gadroon Pacifier

Description: A Pacifier is a low-ranking Gadroon officer trained and equipped to disrupt enemy soldiers' battlefield efficiency by interfering with their ability to move. The Gadroon rely on high mobility (*i.e.,* their troops' Flight Systems) for tactical advantage, so they like to slow down the opponent to heighten that advantage when possible.

Powers/Tactics: The Pacifier performs his duties using three weapons that are built into his arm-blasters. The first is a standard Gadroon gravitic bolt, often used to knock an opponent down until the Pacifier can close to HTH Combat range. The second is a device that generates a "shaped wormhole" that distorts space around a target, making it harder for him to move (sometimes he's completely frozen in place). Lastly, the Pacifier can channel power to his arm-blasters to deliver powerful hand-to-hand blows.

Appearance: A Gadroon Pacifier wears a grey uniform with white boots, belt, vest, and shoulder pads. His helmet is noticeably smaller than most other Gadroon soldiers'. His arm-blasters are transparent and reach up to the elbow on the outside of the forearm for protection, but only just past the wrist on the inner forearm. They lack projecting blaster-barrels like the Lancer has.

Gadroon Observer

Description: An Observer is a Gadroon combat drone about the size and shape of a basketball. Its main purpose is to keep track of soldiers in the field, watch what they're doing, and transmit real-time data to Gadroon commanders behind the front lines so they can maintain an accurate model of what's going on and direct their troops accordingly. However, it does have some built-in weapons (a gravitic lance and a tractor beam) that it will use to defend the troops it's assigned to if necessary.

GADROON LANCER

Val	Char	Cost	Roll	Notes
20	**STR**	10	13-	Lift 400 kg; 4d6 HTH damage [2]
15	**DEX**	10	12-	
17	**CON**	7	12-	
13	**INT**	3	12-	PER Roll 12-
12	**EGO**	2	11-	
15	**PRE**	5	12-	PRE Attack: 3d6
7	**OCV**	20		
7	**DCV**	20		
3	**OMCV**	0		
4	**DMCV**	3		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
8	**PD**	6		*Total:* 20 PD (12 rPD)
8	**ED**	6		*Total:* 20 ED (12 rED)
8	**REC**	4		
40	**END**	4		
13	**BODY**	3		
44	**STUN**	12		**Total Characteristics Cost: 135**

Movement: Running: 12m
Flight: 20m

Cost	Powers	END
26	**Gravitic Arm-Blasters Batteries:** Endurance Reserve (100 END, 21 REC) OIF (-½)	0
5	**Gravitic Arm-Blasters Batteries:** another Battery (total of 2)	0
30	**Gravitic Arm-Blasters:** Multipower, 60-point reserve All OIF (-½), Side Effects (prevents use of hands for manipulatory purposes, always occurs; -½)	
3f	**1) Gravitic Lance:** Blast 12d6 (physical) OIF (-½), Side Effects (see above; -½)	6
1f	**2) Gravitic Distortion Pulse:** HA +4d6 OIF (-½), Hand-To-Hand Attack (-¼), Side Effects (see above; -½)	2
5	**Gravitic Arm-Blasters:** another Arm-Blaster (total of 2)	
24	**Force-Field Belt:** Resistant Protection (12 PD/12 ED) OIF (-½)	0
23	**Flight System:** Flight 20m No Turn Mode (+¼), Reduced Endurance (0 END; +½); OIF (-½)	0
1	**Gadroon Limbs:** Swimming +2m (6m total)	1
6	**Helmet Communication System:** HRRP (Radio Group) OIF (-½), Affected As Sight And Hearing Groups As Well As Radio Group (-½)	0
1	**Gadroon Lungs:** Life Support (Extended Breathing: 1 END per Turn)	0

Perks

5 Fringe Benefit: Military Rank

Skills

10 +2 with *Gravitic Arm-Blasters* Multipower

2 Bureaucratics 10-
2 KS: Gadroon Military 11-
2 PS: Soldier 11-
3 Stealth 12-
3 Tactics 12-
3 Teamwork 12-
2 WF: Gadroon Small Arms
9 **Choose 9 Character Points' worth of Skills from the following list:** Autofire Skills, Climbing, Combat Driving, Combat Piloting, Combat Skill Levels, Computer Programming, Concealment, Cryptography, Demolitions, Electronics, Fast Draw, Martial Arts, Mechanics, Navigation, Paramedics, Persuasion, Skill Levels, Streetwise, Survival, Systems Operation, Weapon Familiarity, Weaponsmith, any Background Skill, Contacts

Total Powers & Skills Cost: 166

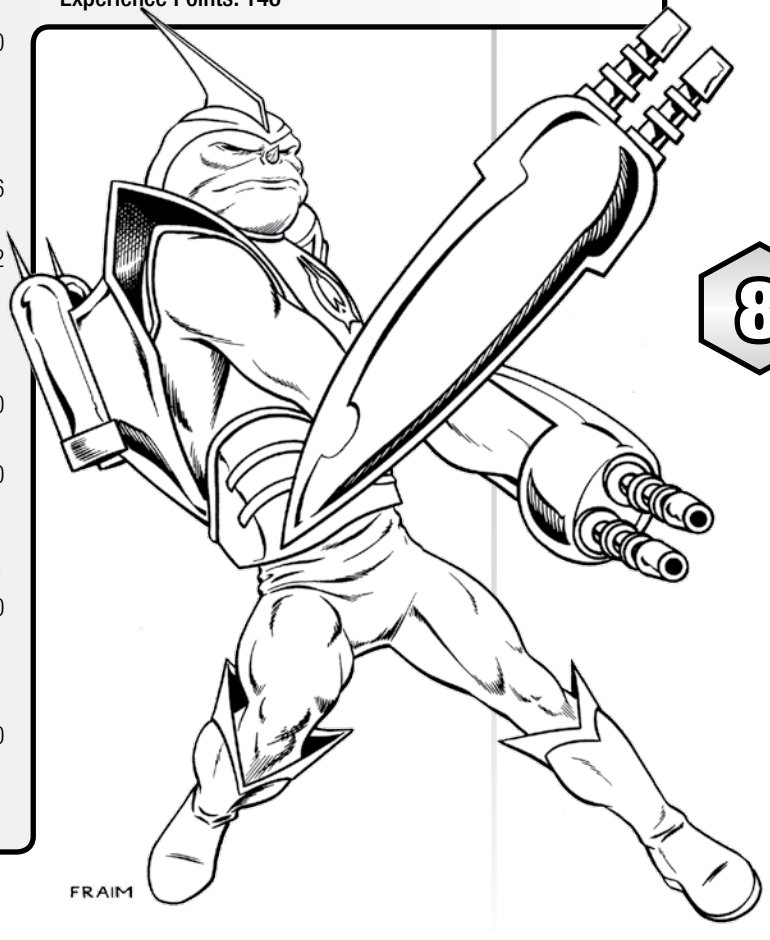
Total Cost: 301

175 Matching Complications (50)

10 **Hunted:** Gadroon Military (Infrequently, Mo Pow, NCI, Watching)
20 **Social Complication:** Subject To Orders (Very Frequently, Major)

Total Complications Points: 30

Experience Points: 146



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GADROON GRAVITIC INITIATE

Val	Char	Cost	Roll	Notes
15	**STR**	5	12-	Lift 200 kg; 3d6 HTH damage [1]
14	**DEX**	8	12-	
15	**CON**	5	12-	
12	**INT**	2	11-	PER Roll 11-
12	**EGO**	2	11-	
15	**PRE**	5	12-	PRE Attack: 3d6
6	**OCV**	15		
6	**DCV**	15		
3	**OMCV**	0		
4	**DMCV**	3		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
6	**PD**	4		*Total:* 18 PD (12 rPD)
6	**ED**	4		*Total:* 18 ED (12 rED)
6	**REC**	2		
40	**END**	4		
12	**BODY**	2		
38	**STUN**	9		**Total Characteristics Cost: 105**

Movement: Running: 12m
Flight: 20m

Cost	Powers	END
26	**Gravitic Arm-Blaster Batteries:** Endurance Reserve (100 END, 21 REC) OIF (-½)	0
22	**Gravitic Arm-Blaster:** Multipower, 45-point reserve All OIF (-½), Side Effects (prevents use of right hand for manipulatory purposes, always occurs; -½)	
2f	**1) Gravitic Bolt:** Blast 6d6 (physical) Double Knockback (+½); OIF (-½), Side Effects (see above; -½)	4
2f	**2) Gravitic Containment Field:** Entangle 4d6, 4 PD/4 ED OIF (-½), Side Effects (see above; -½)	4
1f	**3) Distortion Shield:** Aid STUN 4d6 Ranged (+½); OIF (-½), Only Aid Others (-½), Only Works On Gadroon (-0), Side Effects (see above; -½)	4
24	**Force-Field Belt:** Resistant Protection (12 PD/12 ED) OIF (-½)	0
23	**Flight System:** Flight 20m No Turn Mode (+¼), Reduced Endurance (0 END; +½); OIF (-½)	0
2	**Gadroon Limbs:** Swimming +2m (6m total)	1
6	**Helmet Communication System:** HRRP (Radio Group) OIF (-½), Affected As Sight And Hearing Groups As Well As Radio Group (-½)	0
1	**Gadroon Lungs:** Life Support (Extended Breathing: 1 END per Turn)	0
	Perks	
3	**Fringe Benefit:** Military Rank	
	Skills	
5	+1 with *Gravitic Arm-Blaster* Multipower	
1	Bureaucratics 8-	
2	KS: Gadroon Military 11-	
2	PS: Soldier 11-	
3	Stealth 12-	
2	Tactics 10-	
2	WF: Gadroon Small Arms	
6	**Choose 6 Character Points' worth of Skills from the following list:** Autofire Skills, Climbing, Combat Driving, Combat Piloting, Combat Skill Levels, Computer Programming, Concealment, Cryptography, Demolitions, Electronics, Fast Draw, Martial Arts, Mechanics, Navigation, Paramedics, Persuasion, Skill Levels, Streetwise, Survival, Systems Operation, Weapon Familiarity, Weaponsmith, any Background Skill, Contacts	

Total Powers & Skills Cost: 134

Total Cost: 239

175 Matching Complications (50)

10	**Hunted:** Gadroon Military (Infrequently, Mo Pow, NCI, Watching)
20	**Social Complication:** Subject To Orders (Very Frequently, Major)

Total Complications Points: 30

Experience Points: 84

Gadroon Pacifier

Val	Char	Cost	Roll	Notes
15	**STR**	5	12-	Lift 200 kg; 3d6 HTH damage [1]
14	**DEX**	8	12-	
16	**CON**	6	12-	
12	**INT**	2	11-	PER Roll 11-
13	**EGO**	3	12-	
15	**PRE**	5	12-	PRE Attack: 3d6
6	**OCV**	15		
6	**DCV**	15		
3	**OMCV**	0		
4	**DMCV**	3		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
8	**PD**	6		*Total:* 20 PD (12 rPD)
8	**ED**	6		*Total:* 20 ED (12 rED)
6	**REC**	2		
40	**END**	4		
12	**BODY**	2		
38	**STUN**	9		**Total Characteristics Cost: 111**

Movement: Running: 12m
Flight: 20m

Cost	Powers	END
26	**Gravitic Arm-Blaster Batteries:** Endurance Reserve (100 END, 21 REC) OIF (-½)	0
22	**Gravitic Arm-Blaster:** Multipower, 45-point reserve All OIF (-½), Side Effects (prevents use of hands for manipulatory purposes, always occurs; -½)	
2f	**1) Gravitic Bolt:** Blast 6d6 (physical) Double Knockback (+½); OIF (-½), Side Effects (see above; -½)	4
2f	**2) Shaped Wormhole:** Suppress Movement Powers 3d6 Variable Effect (any one Movement Power at a time; +½); OIF (-½), Costs Endurance (to maintain; -½), Side Effects (see above; -½)	4
1f	**3) Clobber:** HA +5d6 OIF (-½), Hand-To-Hand Attack (-¼), Side Effects (see above; -½)	2
24	**Force-Field Belt:** Resistant Protection (12 PD/12 ED) OIF (-½)	0
23	**Flight System:** Flight 20m No Turn Mode (+¼), Reduced Endurance (0 END; +½); OIF (-½)	0
1	**Gadroon Limbs:** Swimming +2m (6m total)	1
6	**Helmet Communication System:** HRRP (Radio Group) OIF (-½), Affected As Sight And Hearing Groups As Well As Radio Group (-½)	0
1	**Gadroon Lungs:** Life Support (Extended Breathing: 1 END per Turn)	0

Perks

3 Fringe Benefit: Military Rank

Skills

5 +1 with *Gravitic Arm-Blaster* Multipower

1 Bureaucratics 8-
2 KS: Gadroon Military 11-
2 PS: Soldier 11-
3 Stealth 12-
2 Tactics 10-
2 WF: Gadroon Small Arms
6 **Choose 6 Character Points' worth of Skills from the following list:** Autofire Skills, Climbing, Combat Driving, Combat Piloting, Combat Skill Levels, Computer Programming, Concealment, Cryptography, Demolitions, Electronics, Fast Draw, Martial Arts, Mechanics, Navigation, Paramedics, Persuasion, Skill Levels, Streetwise, Survival, Systems Operation, Weapon Familiarity, Weaponsmith, any Background Skill, Contacts

Total Powers & Skills Cost: 134

Total Cost: 245

175 Matching Complications (50)

10 **Hunted:** Gadroon Military (Infrequently, Mo Pow, NCI, Watching)
20 **Social Complication:** Subject To Orders (Very Frequently, Major)

Total Complications Points: 30

Experience Points: 90

GADROON OBSERVER

Val	Char	Cost	Roll	Notes
0	**STR**	-10	9-	Lift 25 kg; 0d6 HTH damage [1]
20	**DEX**	20	13-	
20	**CON**	10	13-	
20	**INT**	10	13-	PER Roll 13-
15	**EGO**	5	12-	
15	**PRE**	5	12-	PRE Attack: 3d6
8	**OCV**	25		
8	**DCV**	25		
3	**OMCV**	0		
5	**DMCV**	6		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
15	**PD**	13		*Total:* 15 PD (15 rPD)
15	**ED**	13		*Total:* 15 ED (15 rED)
5	**REC**	1		
50	**END**	6		
8	**BODY**	-2		
22	**STUN**	1		**Total Characteristics Cost: 148**

Movement: Running: 0m
Flight: 40m

Cost	Powers	END
45	**Built-In Weaponry:** Multipower, 45-point reserve	
4f	**1) Gravitic Lance:** Blast 8d6	4
4f	**2) Gravitic Beam:** Telekinesis (30 STR)	4
15	**Robotic Body:** Resistant (+½) for 15 PD/15 ED	0
70	**Antigrav Unit:** Flight 40m No Turn Mode (+¼), Reduced Endurance (0 END; +½)	0
-12	**Only Flies:** Running -12m	
-2	**Only Flies:** Leaping -4m	
-2	**Only Flies:** Swimming -4m	
12	**Communications Systems:** HRRP	0
5	**Visual Sensors:** Infrared Perception (Sight Group)	0
5	**Visual Sensors:** Ultraviolet Perception (Sight Group)	0
15	**Built-In Sonar:** Active Sonar (Hearing Group)	0
20	**Built-In Radar:** Radar (Radio Group), Increased Arc Of Perception (360 Degrees)	0
40	**Cyber-Link:** Mind Link, specific group of up to 12 minds (defined Gadroon computer systems, robots, and the like that it's in electronic contact with), No LOS Needed	0

Talents

- 3 **Onboard Computer Systems:** Absolute Range Sense
- 3 **Onboard Computer Systems:** Absolute Time Sense
- 3 **Onboard Computer Systems:** Bump Of Direction
- 3 **Onboard Computer Systems:** Lightning Calculator

Skills

- 3 Computer Programming 13-
- 3 Cryptography 13-
- 3 Electronics 13-
- 3 Mechanics 13-
- 3 Security Systems 13-
- 3 Systems Operation 13-
- 3 Stealth 13-

Total Powers & Skills Cost: 252

Total Cost: 400

175 Matching Complications (50)

- 20 **Physical Complication:** No Manipulatory Limbs (Frequently, Greatly Impairing)
- 15 **Physical Complication:** Affected By Mental Powers That Affect Machine Class Of Minds As Well As Human Class (Infrequently, Greatly Impairing)

Total Complications Points: 35

Experience Points: 240

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CHAPTER NINE

THE ELDER WORM:
TERRORS OF THE GALAXY

The Elder Worm

An insidious race of disgusting aliens who once ruled nearly half the Galaxy, the Elder Worm have fallen far from the heights of power they once occupied... but the scattered survivors who lurk in the hidden places of the Milky Way still pose a terrible threat to other sentients.

Elder Worm Biology

As their name and appearance suggests, the Elder Worm evolved from a sort of worm-like creature native to their homeworld, giving them flexible, slimy, annelidoid bodies that most species find disgusting even to look at. The typical Elder Worm is 5'7" tall (the species lacks genders) and slender.

An Elder Worm's skin is usually ochre-colored, though the deepness of the shade may vary from individual to individual. Their heads are roughly conical and have no mouths. They have the same five senses as Humans, but communicate via telepathy. They don't eat in the same way as most other species. Some nutrients they absorb through their skin subconsciously, some they consume consciously by placing a special tentacle-like construct into liquified food substances, and some they consume telepathically by slowly killing an edible being and feeding on its "life essence." Many types of sentient beings (including Humans) fall into the latter category of food; the Elder Worm consider them particularly succulent delicacies.

The Elder Worm are native to a climate that's much warmer and more humid than Earth's (except perhaps for the most tropical, swampy regions). Exposure to atmospheres such as those of Earth (particularly the drier and/or colder regions) causes them pain that leads to debilitation and eventually death. To avoid this, they wear special armored "humidity suits" that recreate the sort of environment they prefer (though even a humidity suit can't protect against truly intense heat, such as inside a volcano). In some of their lairs, such as the Echinocos Shore region of Monster Island, they also use "vaporative humidiator" machines that make the climate hotter and wetter; these look like cross-shaped towers about twice the size of a man that pump steam into the air. In comfortable environments they usually wear robes, mostly in earth-tone colors. The more elaborate the robe, the higher-class or more important the wearer; powerful or important Elder Worm may attach valuable (or mystically potent) gems to their heads, arms, or other parts of their bodies.

The Elder Worm can burrow through the ground (or even rock) as fast as they can run by emitting a sort of acid-like substance from their hands (this substance has no effect on living flesh). They often use this ability to ambush their enemies, or to escape from an attacker and then stealthily return for a sneaky counterattack. Areas where one or more Elder Worm have spent a lot of time tend to be riddled with their tunnels and warrens.

Reproduction and Lifespan

The Elder Worm do not have different genders. Instead, they reproduce through a fairly simple budding process that allows an adult Elder Worm to "grow" an infant version of itself from its own body. This incapacitates the parent for four months, but creates an extremely intense bond between parent and child. Even compared to Humans and Gadroon, the Elder Worm are fanatically protective of their young, and in their own way doting; it's biologically and psychologically impossible for an Elder Worm parent to be abusive or neglectful (except in the case of severe mental illness). Loss of a child may cause an Elder Worm parent such grief that he commits suicide.

Certain Elder Worm rituals and artifacts, including the Slug's Worm-Gem, can create Elder Worm-sentient hybrids called *helminths.* See CV1 196 for more information.

The average Elder Worm lifespan is approximately 120 years. An Elder Worm is considered an adult when it becomes able to bud, which usually occurs around age 20.

Superpowers

It's possible for Elder Worm to have superhuman powers naturally. Elder Worm superhumans are on average as powerful as Human ones, though not nearly as common. The vast majority of Elder Worm superhumans are mystics or mentalists, though metamorphs, bricks, and more unusual types aren't unknown; martial artists, gadgeteers, powered armor wearers, and weaponmasters are virtually unknown.

Elder Worm Template

Cost	Ability
-2	-2 STR
4	+2 DEX
2	+2 CON
5	+5 EGO
5	+5 PRE
5	+1 OCV
5	+1 DCV
3	+1 OMCV
3	+1 DMCV
4	Double-Jointed
13	**Lesser Worm-Gem:** Mental Blast 2d6; OIF (-½)
12	**Humidity Suit:** Resistant Protection (6 PD/6 ED), Impermeable; OIF (-½)
31	**Humidity Suit:** Life Support: Total (except for Safe Environments: High Radiation, Intense Heat); OIF (-½)
24	**Path Of The Worm:** Tunneling 12m through 6 PD material
30	**Voice Of The Worm:** Telepathy 4d6 (Alien and Human classes of mind); Reduced Endurance (0 END; +½); Communication Only (-¼)

Total Cost Of Template Abilities: 144

Value Complications

0	**Dependence:** must remain in an environment of at least tropical jungle/swamp humidity, or suffer 1d6 damage per 6 hours (Very Common)
20	**Distinctive Features:** Elder Worm body (Not Concealable; Always Noticed, Causes Major Reaction [fear/disgust])
25	**Physical Complication:** Mute (All The Time, Slightly Impairing)
25	**Psychological Complication:** Totally Devoted To The Slug (Very Common, Total)
10	**Vulnerability:** 1½ x STUN from Fire attacks (Common)
10	**Vulnerability:** 1½ x STUN from Magic attacks (Common)
5	**Vulnerability:** 1½ x STUN from Cold attacks (Uncommon)

Total Value Of Template Complications: 95

Note: See page 217 for some other Complications common to the Elder Worm.

What Humanity Knows About The Elder Worm

Humanity's knowledge of the Elder Worm is limited. In fact, most Humans, including many experts in xenology, don't even understand that they're an alien species — they think the Elder Worm are some sort of civilization that once existed solely on Earth. Only those who've read Ironclad's accounts of Malvan history closely have stumbled across brief mentions of the Elder Worm-Malvan war hundreds of thousands of years ago.

Humans understand some of the basics of Elder Worm biology, including how they eat and the fact they communicate telepathically. American and British authorities even have Elder Worm corpses that they've been able to dissect (though Elder Worm internal fluids are sometimes poisonous to Humans). They know virtually nothing of Elder Worm history or culture, though a few superheroes have been able to piece together bits of Empyrean lore, statements the Slug has made, and the like to discover that the Elder Worm arrived on Earth one to two hundred thousand years ago and enslaved proto-Humanity. No one, not even Teleios, is aware that microscopic fragments of Elder Worm genetic material "infest" Humanity's DNA due to forced interbreeding during that time.

Elder Worm Worlds

The Elder Worm originally comes from a dark and distant homeworld located on the Outer Rim far beyond what Humans would call Perseid space. For thousands of years few explorers or traders have visited that region of space due to the feelings of dread and anxiety that seem to afflict anyone who ventures close.

"Wormworld" itself was destroyed by the Malvans two hundred thousand years ago (see below), leaving nothing but an amalgam of gargantuan chunks of former planet clumped together in an area twice the volume of Jupiter. Most of the worlds the Worm ruled prior to and during the Malvan War were taken from them or obliterated as well. But even today the Elder Worm still control a few worlds in obscure corners of the Milky Way. They include:

Shug'hla-Wthelg

At the height of the Elder Worm empire, one of their most sacred planets was Shug'hla-Wthelg, a "temple world" dedicated to the worship of the Elder Worm's foul Qliphothic gods and the preservation and advancement of Elder Worm arcane lore. The former inhabitants of the planet, three and a half billion sentients whose name the Elder Worm never bothered to learn, were all sacrificed to consecrate the planet to the purposes of the Elder Worm priesthood.

During the Malvan War, Shug'hla-Wthelg came under frequent, at times constant, attack by the cursed Malvans, but it was just as strongly defended. The spells of the Elder Worm sorcerers and priests kept the enemy at bay — until the fateful day toward the end of the war when an entire legion of Golden Hunters, backed by a fleet of Malva's most powerful starships, came to obliterate Shug'hla-Wthelg once and for all. And obliterate it they did...

...or so they thought. The Malvans damaged the planet severely, killing millions of Elder Worm in the process, but three dozen Shadowmasks (Elder Worm sorcerers specializing in illusion and deceit) gave their lives to complete a powerful ritual that tricked the Malvans into thinking the entire planet had been destroyed. In fact it survived, but the few Elder Worm who survived with it were cut off entirely from contact with their fellows. For the tens of thousands of years since, they have carried on, performing the ancient rites in honor of their Qliphothic gods and hiding behind the veil of illusion that keeps the planet safe, hoping that some day they'll find a way to resurrect the Elder Worm Empire. The rise of the Slug on Earth has led to strange whisperings and "tuggings" in their minds, giving them hope that all may not be lost. If and when the Slug finds them (or they him), the trove of Elder Worm spells and artifacts they've carefully preserved through the millennia will vastly augment his power.

Ysh'a-Hnathsh

During the Malvan War, one of the Elder Worm's strongholds was Ysh'a-Hnathsh, a fortress world near the galactic core. There a few Elder Worm and thousands of Thane cast rituals to weaken the Malvans and protect their own people. The Golden Hunters of Malva struck it with every weapon in their possession. Mountains were reduced to hillocks, seas were boiled away into the clouds, entire chunks of atmosphere were ripped away. Not a living thing was left upon the glazed surface of the planet; only here and there did an Elder Worm city or two survive — if such is the word — as pitiful ruins.

As a final gesture of contempt, the Malvans literally tore Ysh'a-Hnathsh out of its orbit and flung it across the Galaxy and into intergalactic space... or so they believed. By a billions to one freak chance, Ysh'a-Hnathsh was captured by a dark star, a supernova remnant surrounded by an obscuring planetary nebula, in a region of the Galaxy coreward of Perseid space but not on any established spacelane. Secure in its obscurity, it's remained undiscovered to this day.

Thousands of years after Ysh'a-Hnathsh began orbiting its new "sun," a handful of Thane who survived the Malvan attack by entering suspended animation in special ritual chambers deep below the planet's surface awoke and emerged. Dismayed by the ruin around them but determined not to surrender to despair, they built a new temple to their Elder Worm masters and their strange gods. Ever since then they've performed their strange, sorcerous rituals there, praying and waiting for the day when they might rise up again and take over the Galaxy.

Should your PCs discover Ysh'a-Hnathsh — perhaps after a hyperdrive accident sends them far off-course — they'll find a world that seems, to all intents and purposes, dead (after all, the Thane don't register on bioscanners and other life force sensors). A few ruins are in evidence... and one strange structure, almost like a non-Euclidean step-pyramid, that seems to be much more recent than the ruins. As they explore Ysh'a-Hnathsh, they may find a few relics of the Elder Worm, and perhaps even a few bits of working technology... but all the while a sense of creeping horror and foreboding should overcome them. (You may want to represent this by gradually decreasing their PRE.) Eventually the Thane will ambush them, hoping to capture them and convert them to puppets they can use to do their work on civilized worlds undetected!

ELDER WORM HISTORY

Much of ancient Elder Worm history was lost due to the destruction wreaked upon the species during the Malvan War, leaving only fragments of knowledge preserved here and there in books and databases. When the stars are right Elder Worm sorcerers can sometimes create "windows in time" that allow them to view their species's past, but that can't even begin to fill in all the gaps that exist.

The first Elder Worm civilizations arose on their swampy, humid homeworld around 800,000 years ago. Villages of extended "families" united by a common purpose (such as security or improved food production) gave way to cities, which became city-states and then sometimes empires. According to the records the Elder Worm still have, the greatest political entities of early Elder Worm history were the Empire of Hsash-Tlethor (said to have once controlled nearly half the planet) and the vast, wealthy city-state of Narthesh (which dominated trade throughout the northern swamplands for nearly a century).

Several times various Elder Worm leaders or nations tried to achieve the combination of political and arcane power that would allow them to control the entire world and all its people, but unification wasn't truly achieved until around 750,000 years ago, when the Elder Worm had reached a level of technology equivalent to what Humans will possess in the mid-twenty-first century. In the city-state of Helgthret there lived a powerful politician named Rthchash, a member of the oligarchy that ruled that nation, who was also a mighty sorcerer. Through clever politicial manipulation he brought all of Helgthret under his rule just as the stars came right for him to cast the Ritual of Control. Mystically empowered by his political victory, Rthchash succeeded with the Ritual, bending all but a few powerful Elder Worm to his will... and in time those who resisted fell beneath his sway as well.

Rthchash thus became the first supreme leader of the Elder Worm... but not the last. He budded one offspring, to whom he passed the mantle of leadership, the lore that went with it, and numerous powerful artifacts. Each ruler has, in turn, created a child who became supreme leader after him, a line of succession that remains unbroken to this day and terminates — for now — in the being known to Humanity as the Slug.

THE ERA OF EMPIRE

Once the Elder Worm were united, it was only a matter of time before they expanded their empire to the stars. They'd already colonized a few worlds in their home system, mainly through settlements of hermetically-sealed buildings that allowed them to create the environment they preferred even on the most hostile of worlds. It was during this time that the first "humidity suits" were created, and they remain a staple of Elder Worm technology to this day.

Using powerful spells, the Elder Worm were able to locate other species ripe for conquest — and sacrifice — and then build semi-mystical starship engines to transport fleets of warships directly to the target. Driven by a combination of desire for political power, religious fervor, and a hunger to try new types of "food," the Elder Worm steadily spread across the Galaxy. A few enemies, including the Star*Guard, tried to stem the tide, but they simply weren't powerful enough to overcome the Elder Worms' weight of numbers, technology, and sorcery. By approximately five hundred thousand years ago, the Elder Worm controlled roughly half of the Milky Way.

The Malvan War

And that brought them into conflict with the other great power of the time: the Malvans. What would become a galactic war lasting three hundred thousand years started as a dispute over ownership of a planetary system on the same side of the galactic core as the Elder Worm home-world. At that time Elder Worm's sphere of control occupied roughly the "southern" half of the Milky Way, with the Malvans dominating in the "north." The Malvan emperor was a cruel, aggressive man who wanted to expand the Malvan frontier and broke the unspoken "boundary line" to go after an unclaimed system he craved. Angered by this, the Elder Worm moved a small fleet of their strange-looking "wormships" into the region to protest "their interests." Belligerent words were exchanged... and then the Malvans fired on an Elder Worm ship without warning or provocation. A full-scale battle erupted, and the war began. (The Malvans have since claimed the Elder Worm goaded them into attacking with magic, but the Elder Worm flatly deny this and have no record of any such thing ever occurring.)

For the next three hundred millennia war raged across the Milky Way. The awesome magics and mighty vessels of the Elder Worm were pitted against the vastly powerful starships and military machinery of Malva. At first that wasn't enough for the Malvans, though, for unlike the Elder Worm they weren't really prepared to fight a war. The Elder Worm had been expanding and wanted to keep expanding, so they were ready to fight. For centuries the Worm pushed forward, taking advantage of Malvan unpreparedness to smash their fleets and capture their worlds. Millions of Malvan colonists and members of Malvan subject species were thrown upon Elder Worm altars to feed the Worm's dark gods.

But it couldn't last. Then as now, the Malvans possessed the most powerful technology in the Galaxy, and once they had time to regroup and fight back they were able to counter the Elder Worm's advance and even find ways to thwart some of their magics. The middle period of the war saw Malvan starships the size of planets contending against extradimensional (and even Qliphothic) beings of equal sized summoned by Elder Worm wizards, Elder Worm spells of madness that caused Malvan starship crews to turn their guns on other ships in their fleets, and mystic shields strong enough to block most Malvan weapons.

Warriors of the Worm

While the bulk of the Elder Worm war machine consisted of ships and ordinary soldiers (albeit ones often empowered by Elder Worm magic), it was best personalized, and is best remembered in Elder Worm thought and tele-poetry, by the so-called *warriors of the Worm:* a group of elite soldiers imbued with superpowers and equipped with weapons of arcane power. They often led fleets or special missions forces, but their preferred assignment was tracking down and destroying the hated Golden Hunters of Malva (see page 102).

The most common Worm-warrior was the *Sorcerer-Priest,* who received special gifts from the Elder Worm gods to augment his natural mystic powers. If multiple Sorcerer-Priests worked together, channeling their power into one mighty ritual, they could devastate Malvan fleets or leave Malvan worlds little more than smoking cinders. Other Worm-warriors included Astral Burrowers who could flank their adversaries by moving between dimensions, Curselords who wielded powerful corruptive magics, Qliphothic Avatars who channeled the power of one of the foul Elder Worm deities, Shadowmasks who were masters of illusion and deceit, and Thanemasters who controlled packs of hideous animals and monsters. Elder Worm military lore includes many stories of clashes between the Worm-warriors and their opposite numbers — battles that sometimes devastated entire star systems.

The Later War and the Malvan Victory

After the Elder Worm's initial gains were beaten back by the Malvans, the war settled down into a long, bloody conflict marked by extended periods of stalemate that eventually gave way, somewhere in the Galaxy, to an advance by one side or another. Untold trillions of sentient beings died in the process (often on Elder Worm sacrificial altars, or as part of Elder Worm feasts), and more than one species or civilization was entirely wiped out. In one triumphant victory, the Elder Worm sacrificed all 7.2 billion members of the Nl'ta'k species to power a ritual that summoned one of their gods, Zhalnathet, bodily into the Galaxy. He wreaked havoc throughout Malvan space until over four dozen cursed Golden Hunters sacrificed their lives to destroy his manifestation.

Gradually, though, the tide of war turned against the Elder Worm. The Battle of the Core-ward Fields (267,584 BC) shattered the largest Elder Worm fleet and killed five of their most powerful sorcerers of the time, allowing the Malvans to make major inroads into Elder Worm territory. By approximately two hundred thousand years ago, the war was essentially over, and the Malvans had won. The once-feared Elder Worm empire was no more, and the Elder Worm home-world had been shattered into fragments.

But even in seeming defeat, the mighty Elder Worm found an insidious way to strike back at the hated Malvans and achieve a measure of victory. The fourteen strongest surviving Elder Worm sorcerers gathered on one of the last worlds, a place of great mystic power, and began a mighty ritual. As the Malvans closed in on the world, they rushed to finish the great working... but they were too late.

Or so the Malvans thought, since they destroyed the world and nothing seemed to happen. In fact, the Elder Worm had completed the ritual just in time. Instead of striking at the Malvans in some direct way, it was a slow and subtle curse, one that over the millennia has sapped the Malvan people of their vigor. The Malvans may have destroyed the Elder Worm... but the Elder Worm have effectively rendered them impotent as a dying thrust of vengeance.

The Elder Worm Diaspora

The Malvan War reduced the Elder Worm from their trillions to a few pitiful, surviving remnants. As the Malvans destroyed most of the remaining Elder Worm worlds, the Elder Worm survivors fled into hiding on backwater planets and out of the way corners of the Galaxy. One particular group of survivors wandered the Galaxy in the company of the Elder Worm supreme leader, who'd escaped the Malvans due to his cleverness and power. Eventually this group made its way to a primitive world its inhabitants would one day call Earth, where they enslaved much of proto-Humanity. In time their Human slaves, aided by the mighty Empyreans, rose up against them, slaughtering many Elder Worm and driving the rest into hiding. (See CU 155.) One of the slain was the supreme leader, but at the last moment he embodied his mind in his mighty Worm-Gem so his followers could flee into hiding with it.

Ever since then the Elder Worm have been a hiding, hunted people. Few species like or trust them, making it difficult for surviving pockets of Elder Worm to establish diplomatic relations or engage in trade. Many, indeed, have found that the best way to survive is to use their magic to enter states of mystic slumber until such time as the Elder Worm's fortune changes.

And that time may be upon them. Scant decades ago a Human found and grasped the Worm-Gem, allowing the last Elder Worm supreme leader-in-exile, Thga'ur, to obtain a physical body once more. Humanity knows him as the Slug (see CV1 191), but to the Elder Worm he is the latest in their long, unbroken line of rulers — and their great hope. Those who are aware of his existence serve him without question; if Elder Worm hiding on other worlds ever learn of him they will flock to his banner... and with no Malvans to stop them this time, perhaps the Elder Worm will at long last be able to conquer the Galaxy.

Elder Worm Society

The Elder Worm no longer have a "society" in the classic sense. Much of their common culture was lost along with their history in the devastation of the Malvan War, and since then gulfs of space and secrecy have kept Elder Worm communities hiding throughout the Galaxy from maintaining much contact. Some of these communities have carefully preserved whatever they could of Elder Worm lore and practices, while others have for one reason or another fallen from the old ways and developed new traditions for surviving in a hostile galaxy.

Elder Worm Government

The Elder Worm are ruled by a monarch whose title, *Y'shaal-Htath-Ml,* roughly translates into English as "Supreme Emperor Sorcerer." Thga'ur, referred to by Humans as the Slug, holds the position as of 2011. He has not yet budded off a successor (and some of his advisors worry about whether he'll be able to, since his body is a Human one taken over and transformed by Elder Worm magic).

Thanks to obedience instilled in the Elder Worm by millennia-old (and presumably unbreakable) spells, the Supreme Emperor Sorcerer's rule over them is absolute. They're fanatically dedicated to him and his goals, even to the point of sacrificing their own lives on his behalf if necessary. They enthusiastically perform any task he gives them, no matter how dull or dangerous it might be.

The Elder Worm no longer have a military or espionage agency in the ordinary sense of the term. If the various starship saved and hidden after the war were assembled into a fleet it would be quite impressive and powerful (particularly since Elder Worm technology is still more advanced than that of most species in the modern Galaxy), but at present there's almost no chance of such a fleet ever being put together. As for intelligence-gathering, the Elder Worm do what they can with magic and summoned entities.

The Elder Worm Economy

As a scattered, often hidden, people, the Elder Worm have no real economy to speak of. A few Elder Worm enclaves trade with other enclaves, or work their way into local economies by providing some resource that can't be obtained any other way; a few others rely on Thane servants to mingle with other species and somehow obtain what they need.

Elder Worm Language

The Elder Worm have a language, but it's not spoken — it's telepathic. Instead of writing, an Elder Worm "impresses" whatever information he wishes to convey onto a telepathically-sensitive object or sheet of paper-like substance, to be read later by another Elder Worm (or telepath from some other species, though he won't understand the "language" without extensive study).

Elder Worm have individual names, but again, those names are telepathic and thus irreproducible by most Humans. An Elder Worm who's particularly accomplished in some field, or who achieves some great deed, may be given a descriptive "honorific name" by the leaders of the species. One Who Ensorcels, described below, is an example of this.

Elder Worm Arts and Entertainment

The Elder Worm once had a rich, elaborate, exotic culture (albeit one whose products most other species found repellent, repugnant, or dangerous). During the war and the diaspora that followed, much of this was lost. Nearly every great work of Elder Worm art was destroyed (or captured by the Malvans), many works of literature were lost in whole or part due to destruction or failure of computer systems, and countless other cultural artifacts and traditions died along with trillions of Elder Worm. Today what little remains is carefully hoarded and protected, in the hopes it will become the seed for a great flowering of Elder Worm culture at some point in the future when the race's fortunes turn for the better.

Art

To Humans and most other species, Elder Worm art tends to be either horrifying and grotesque, dull, or sometimes even both. The horror comes from the eldritch themes and motifs that appeal to Elder Worm artists, and often the materials they work in as well: living flesh shaped and preserved by sorcery; eerie stone from the Elder Worm homeworld that feels viscous and disgusting to the touch; depictions of acts and practices that most other sentients find revolting.

The "dullness" occurs because most Elder Worm works of art have a psionic component. A viewer who lacks the telepathic senses of an Elder Worm simply can't comprehend the work on all levels, including many of its most important levels. (On the other hand, non-Elder Worm psionics usually do their best to stay far away from Elder Worm art once they encounter it a single time.)

Food

The Elder Worm once had a rich and varied cuisine, with skilled chefs sometimes as popular and wealthy as skilled sorcerers. It wasn't a type of food any other species could eat, since half of it was liquescent materials absorbed through the skin (the culinary skill was in properly blending the components to create the right taste), and half of it involves the life-essences of dying animals or sentient beings. Even today an Elder Worm will sometimes go out of his way in the hopes of obtaining new "game" to sample, since every species's life-essence "tastes" different.

Games and Sports

Similarly, Elder Worm games (they play few sports, particularly in the modern era) often have psionic or mystic components. An Elder Worm's ability to compete depends not on his swiftness of limb or cleverness of observation, but on how strong his mind is and how adroitly he can exert his willpower. The most popular game, still played intensely by more than a few Elder Worm, is *sorthu,* which is most easily described as "Elder Worm interdimensional chess." Each of two or three players must use both his mental abilities and his sorcerous skills to manipulate playing pieces across a five-level board that doesn't entirely exist in Earth's plane of reality. The winner is the player who captures all of his opponent's pieces or renders him incapable of moving safely — not an easy task when some pieces can be moved astrally!

Elder Worm Religion

The one aspect of their culture the Elder Worm haven't really lost, and which has remained largely unchanged throughout their diaspora, is their religion. Something about it exists almost as a race-memory or instinct deep in their annelidoid brains, keeping them on the path of true faith.

The Elder Worm religion features a pantheon of dozens of gods and entities who come from what Human mystics call the Qliphothic planes — beings akin to, but not identical with, the shadowy Kings of Edom. As far as the Elder Worm priests can tell, these beings are aware of the Elder Worm, appreciate/thrive on their worship, and give gifts of power in return for the sacrifice of sentient beings. Early in Elder Worm history competing Elder Worm nations went to war to obtain captives to sacrifice, but since expanding into the Galaxy the Elder Worm have preferred to use other species to satisfy their deities. The greater a working of magic a priest wants to perform, the more sacrifices he needs to offer; history records at least two incidents in which the entire population of a planet was slaughtered in the name of the Elder Worm gods (see above).

The greatest of Elder Worm gods and the head of the pantheon is *Th'tash'tu,* the Dweller Between, envisioned by the Worm as a sort of "cosmic skyfather" figure who protects them and grants them victory over their enemies. Other prominent deities include Ha'gelw (a fertility figure) and Yih'hna (a "god of magic" primarily worshipped by sorcerers).

The Elder Worm worship their gods in grandiose, altar-filled temples whose styling and decor are disturbing, even horrifying, to other species. (Perhaps fortunately for the sanity of any non-Elder Worm visiting a temple, the temples aren't lit — Elder Worm "see" where they're going and what's happening telepathically.) Ceremonies are long and elaborate, conducted by well-trained priests (who are often sorcerers as well). The sacrifice of sentient beings, often in large numbers, is common.

Elder Worm Technology

The Elder Worm possess extremely advanced technology — arguably the second most advanced in the Galaxy, after the Malvans, since their ships and weapons of hundreds of thousands of years ago were able to fight the Malvans effectively and no other civilization (aside from the Odrugarans) has come close to those lofty heights since. However, Elder Worm technology often is barely recognizable as "technology" to other species, for three main reasons (four, if you count its often disgusting/disturbing appearance).

First, many Elder Worm devices, including nearly all that PCs would regard as "important" (weapons, defensive systems, communications devices, sensors, and more) have a psionic component. To members of other species they often look quite plain, even nonfunctional — they have few (if any) dials, levers, buttons, toggles, switches, readouts, indicators, or other such features. The user activates them psionically, operates them psionically, and monitors them psionically.

Second, it's difficult for other species to determine where Elder Worm technology ends and Elder Worm enchanted items begin — in fact, it's not entirely clear that the Elder Worm distinguish between "magic" and "technology" the way Humans and most other sentients do. For example, Elder Worm starships have "sorcerer-engineers" who oversee both the technological and mystical functioning of the engines, weapons, and other equipment.

Third, Elder Worm technology often has a form totally unlike any equivalent Human device. For example, Elder Worm firearms might look vaguely like magic wands, or strange glowing spheres held in the hand, or bizarre gems.

In *HERO System* terms, Elder Worm technology is "Incompatible" with Human tech, meaning that it cannot be made to work together at all (or, at best, could only work together for a short period of time if the character makes an Extraordinary Skill roll); see HSS 40.

Weapons of the Elder Worm

Here are a few examples of technology an Elder Worm or Thane might have. All of them are Personal Foci to Elder Worms and Thane (other species cannot use them, and in fact usually don't even like to handle or look at them).

Dagger Of The Worm: This object looks like a small, golden sphere with finger-ridges designed for Elder Worms or Thane. Although seemingly dull, it cuts like the sharpest blade.

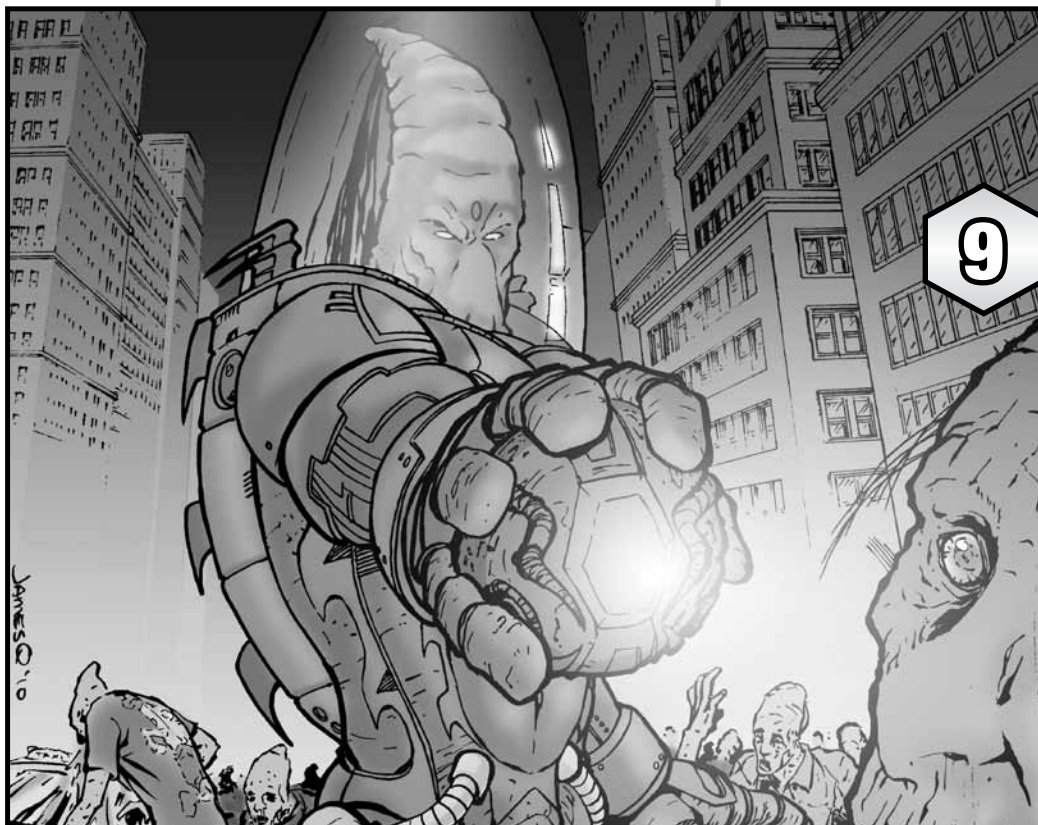
HKA 2d6, Armor Piercing (+¼), +2 Increased STUN Multiplier (+½), Penetrating (+½) (67 Active Points); OAF (-1), No STR Bonus (-½), No Knockback (-¼). Total cost: 24 points.

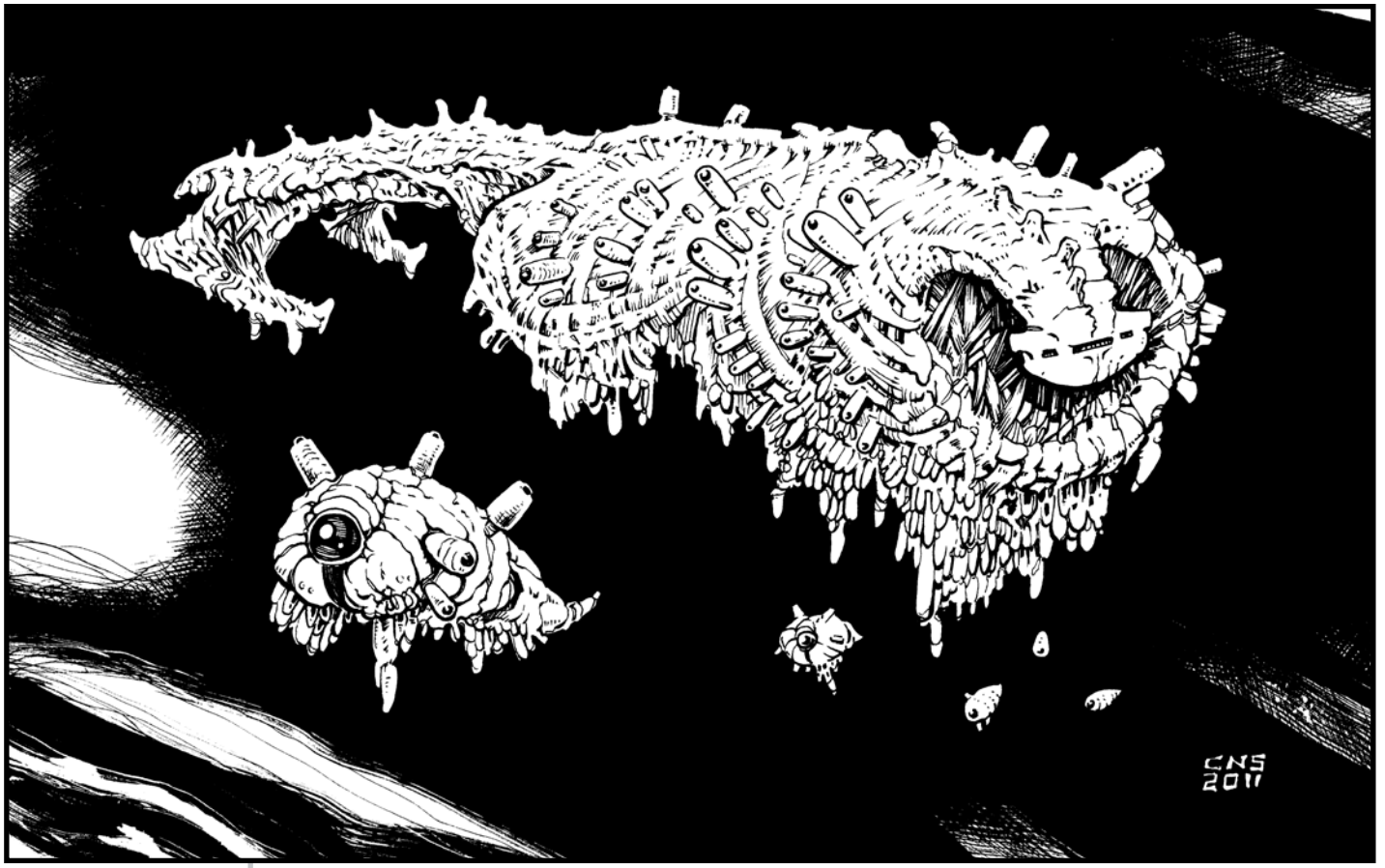
The Torc Of S'thlaghha: This large "collar," made of an unknown silvery metal, fits around an Elder Worm's or Thane's head and neck. It amplifies his Mental Powers, making him even more of a force to be feared.

Aid Psionics 4d6, Expanded Effect + Variable Effect (all Mental Powers simultaneously; +4), Delayed Return Rate (points fade at the rate of 5 per Minute; +1) (144 Active Points); OIF (-½). Total cost: 96 points.

The Yiinashc Chain: This silvery chain, whose links have non-Euclidean forms disturbing to the Human eye, can wrap around and imprison anyone.

Entangle 8d6, 8 PD/8 ED, Affects Desolidified (+½) (120 Active Points); OAF (-1), 1 Recoverable Charge (-1¼), Range Based On STR (-¼). Total cost: 34 points.





Elder Worm Starships

Compared to the time of the Malvan War, the Elder Worm have few starships left, and even fewer resources to build more, but they're not wholly without interstellar transport. (The Slug is, but eventually some remnant of his people may come seeking him and bring him a means to spread his evil beyond the surly confines of Earth.) Like nearly everything else the Elder Worm produces, their starships evoke disgust and horror in other species who seem them; they're asymmetrical, in places non-Euclidean, and possibly don't exist entirely within Earth's dimension.

Elder Worm ships' engines don't propel them through space the same way most species' ships do. While they do fly through space normally for low-speed maneuvering, for long-distance travel they open a mystic "gate" and travel through it, effectively teleporting to their destination. For galactic distances it takes significant amounts of time to open and use the gate, but short distances (within a solar system, for example) can be crossed almost instantaneously, providing the Elder Worm with a significant tactical advantage in many situations.

Similarly, the weapons mounted on most Elder Worm ships are partly (if not entirely) mystical. This makes it difficult for most "normal" starship defensive systems to resist them.

Here are examples of two Elder Worm ships: the *Uulthlas*-class Carrier Warship; and the *Sh'athef*-class Fighter/Scout.

Uulthlas-class Carrier Warship

One of the largest types of ships the Elder Worm still possesses, the *Uulthlas*-class Warship is a carrier that comes with a complement of 32 *Sh'athef* fighters (see below) when fully equipped (though as of 2011 none of them has its full load of 32). Its "arcanobeams" are more mystical than technological, allowing them to cut through most starships' defenses with relative ease. If confronted with superior force, it can generate a warpgate to take it up to one light-year away in a single second; longer "jumps" require more time.

Sh'athef-class Fighter/Scout

The *Sh'athef* is a two-Elder Worm fighter that can also serve as a scout ship. Capable of entering atmospheres, it's fast and maneuverable enough for a skilled pilot to use planetoids, asteroids, ruined ships, and other "space debris" as cover when fighting less agile vessels.

Uulthlas-Class Carrier Warship

Val	Char	Cost	Notes
27	**Size**	135	1 km x 500m x 500m; mass 12.5mkton; -27 KB; OCV+ 18
145	**STR**	0	Lift 12.5mkton; 29d6 HTH [0]
10	**DEX**	0	
9	**OCV**	30	
7	**DCV**	20	
4	**SPD**	20	*Phases:* 3, 6, 9, 12
12	**PD**	15	
12	**ED**	15	
50	**BODY**	13	**Total Characteristics Cost: 248**

Movement: Ground: 0m
Flight: 15m-15,000 km
Teleportation: 1m-10,000 LY

Cost	Powers	END
	Power Systems	
57	**Power-Rune Stone:** Endurance Reserve (360 END, 36 REC) OIF Bulky (-1)	0
30	**Lesser Power-Rune Stone:** Endurance Reserve (180 END, 24 REC) OIF Bulky (-1)	0
	Propulsion Systems	
30	**Warpgate Generator:** Teleportation 10m MegaScale (1m = 1,000 light-years; +5); OIF Bulky (-1), Extra Time (jumps of up to 1 LY take just a Full Phase, beyond that it takes 1 Minute per 10 LY to prepare and use the Generator; -0)	6
20	**STL Maneuvering Engines:** Flight 15m MegaScale (1m = 1,000 km; +1¾); OIF Bulky (-1)	4
-12	**Only Flies In Space:** Running -12m (0m total)	
-2	**Only Flies In Space:** Swimming -4m (0m total)	
	Tactical Systems	
200	**Arcanobeams:** RKA 10d6 MegaRange (1m = 10 km; +1¼), Penetrating (+½), Reduced Endurance (½ END; +¼); OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼)	45
20	**Arcanobeams:** 15 more Beams (total of 16)	45
36	**Ship Force-Field:** Resistant Protection (20 PD/20 ED) Hardened (+¼), Impenetrable (+¼); OIF Bulky (-1), Costs Endurance (-½)	9
	Operations Systems	
91	**Sensor And Communication Systems:** Variable Power Pool, 80 Pool + 80 Control Cost OIF Bulky (-1), Only For Senses And Communications (-1), Costs Endurance (-½)	var
150	**Long-Range Sensors:** MegaScale (.25 light-year per Active Point; +3¾) for any Sensor Pool Sense OIF Bulky (-1)	var
15	**Long-Range Sensors:** +20 versus Range for Radio Group OIF Bulky (-1)	0
3	**Navigation Computer:** +3 to Navigation (Space) rolls OAF Bulky (-1½)	0
17	**Internal Monitors:** Clairsentience (Sight And Hearing Groups), Mobile Perception Point, Multiple Perception Points (up to eight at once) OAF Immobile (-2), Perception Point Cannot Move Through Solid Objects (-0)	5
81	**Tractor Beams:** Telekinesis (60 STR) MegaRange (1m = 10 km; +1¼); OIF Bulky (projector; -1), Affects Whole Object (-¼), Limited Arc Of Fire (180 Degrees; -¼)	20
15	**Tractor Beams:** 5 more Tractor Beams (total of 6)	20
	Personnel Systems	
15	**Glyphs Of Gravity:** Telekinesis (20 STR) Selective (+½); OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	3
3	**Backup Glyphs Of Gravity:** Telekinesis (5 STR) OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	1
12	**Spell Of Sustaining:** Life Support (Self-Contained Breathing; Safe Environments: High Radiation, Intense Cold, Intense Heat, Low Pressure/Vacuum) Costs Endurance (-½)	2
11	**Medical Facilities:** Paramedics 13-	
7	**Medical Facilities:** SS: Medicine 13-	
	Skills	
24	+3 with Ranged Combat	
7	Computer Programming 11-	
7	Cryptography 11-	
7	Demolitions 11-	
7	Electronics 11-	
7	Mechanics 11-	
9	Weaponsmith (Firearms, Missiles & Rockets, Incendiary Weapons, Energy Weapons) 11-	
90	90 Character Points' worth of other labs (chosen by the GM based on the ship's specific mission parameters)	

Total Abilities & Equipment Cost: 957

Total Vehicle Cost: 1,205

Value Complications

25	**Distinctive Features:** Elder Worm Warship (Not Concealable, Causes Extreme Fear)
15	**Physical Complication:** Cannot Enter Atmospheres (Infrequently, Greatly Impairing)

Total Complications Points: 40

Total Cost: 1,205/5 = 241

Other Ships

Cost	Power
148	Sh'athef-class Fighter/Scout
25	31 more Sh'athefs (total of 32)

SH'ATHEF-CLASS FIGHTER/SCOUT

Val	Char	Cost	Notes
6	**Size**	30	8m x 4m x 4m; mass 6.4 tons; -6 KB; OCV+ 4
40	**STR**	0	Lift 6.4 tons; 8d6 HTH [0]
20	**DEX**	20	
8	**OCV**	25	
8	**DCV**	25	
4	**SPD**	20	*Phases:* 3, 6, 9, 12
8	**PD**	9	
8	**ED**	9	
24	**BODY**	8	**Total Characteristics Cost: 146**

Movement: Ground: 0m
Flight: 30m-3,000 km
Teleportation: 1m-100 LY

Cost	Powers	END
	Power Systems	
19	**Power-Rune Stone:** Endurance Reserve (120 END, 12 REC) OIF Bulky (-1)	0
9	**Lesser Power-Rune Stone:** Endurance Reserve (60 END, 6 REC) OIF Bulky (-1)	0
	Propulsion Systems	
27	**Warpgate Generator:** Teleportation 10m MegaScale (1m = 10 light-years; +4½); OIF Bulky (-1), Extra Time (jumps of up to .25 LY take just a Full Phase, beyond that it takes 1 Minute per .5 LY to prepare and use the Generator; -0)	4
37	**STL Maneuvering Engines:** Flight 30m MegaScale (1m = 100 km; +1½); OIF Bulky (-1)	7
-12	**Only Flies In Space:** Running -12m (0m total)	
-2	**Only Flies In Space:** Swimming -4m (0m total)	
	Tactical Systems	
120	**Arcanobeams:** RKA 6d6 MegaRange (1m = 10 km; +1¼), Penetrating (+½), Reduced Endurance (½ END; +¼); OIF Bulky (-1), Limited Arc Of Fire (180 Degrees; -¼)	27
10	**Arcanobeams:** 3 more Beams (total of 4)	27
22	**Ship Force-Field:** Resistant Protection (12 PD/12 ED) Hardened (+¼), Impenetrable (+¼); OIF Bulky (-1), Costs Endurance (-½)	5
	Operations Systems	
57	**Sensor And Communication Systems:** Variable Power Pool, 50 Pool + 50 Control Cost OIF Bulky (-1), Only For Senses And Communications (-1), Costs Endurance (-½)	var
93	**Long-Range Sensors:** MegaScale (.25 light-year per Active Point; +3¾) for any Sensor Pool Sense OIF Bulky (-1)	var
15	**Long-Range Sensors:** +20 versus Range for Radio Group OIF Bulky (-1)	0
2	**Navigation Computer:** +2 to Navigation (Space) rolls OAF Bulky (-1½)	0
17	**Internal Monitors:** Clairsentience (Sight And Hearing Groups), Mobile Perception Point, Multiple Perception Points (up to eight at once) OAF Immobile (-2), Perception Point Cannot Move Through Solid Objects (-0)	5
81	**Tractor Beams:** Telekinesis (60 STR) MegaRange (1m = 10 km; +1¼); OIF Bulky (projector; -1), Affects Whole Object (-¼), Limited Arc Of Fire (180 Degrees; -¼)	20
15	**Tractor Beams:** 5 more Tractor Beams (total of 6)	20
	Personnel Systems	
15	**Glyphs Of Gravity:** Telekinesis (20 STR) Selective (+½); OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	3
3	**Backup Glyphs Of Gravity:** Telekinesis (5 STR) OIF Bulky (-1), Only To Pull Objects Straight Down To The Floor (-1)	1
12	**Spell Of Sustaining:** Life Support (Self-Contained Breathing; Safe Environments: High Radiation, Intense Cold, Intense Heat, Low Pressure/Vacuum) Costs Endurance (-½)	2
7	**Medical Facilities:** Paramedics 11-	
5	**Medical Facilities:** SS: Medicine 11-	
	Skills	
8	+1 with Ranged Combat	
4	+2 with Flight	
5	Computer Programming 10-	
5	Cryptography 10-	
5	Demolitions 10-	
5	Electronics 10-	
5	Mechanics 10-	
7	Weaponsmith (Firearms, Missiles & Rockets, Incendiary Weapons, Energy Weapons) 10-	

Total Abilities & Equipment Cost: 596

Total Vehicle Cost: 742

Value Complications

25	**Distinctive Features:** Elder Worm Warship (Not Concealable, Causes Extreme Fear)	

Total Complications Points: 25

Total Cost: 742/5 = 148

9

NOTABLE ELDER WORM

This section includes character sheets for two Elder Worm superhumans and several "generic" types of Elder Worm that Human superheroes might encounter.

SUPERPOWERED ELDER WORM

As noted above, Elder Worm can have superpowers (typically mystical or mental ones, though other types are possible). Here are two examples: One Who Ensorcels, a powerful Elder Worm sorcerer; and Wglu the Mighty, who's superhumanly strong.

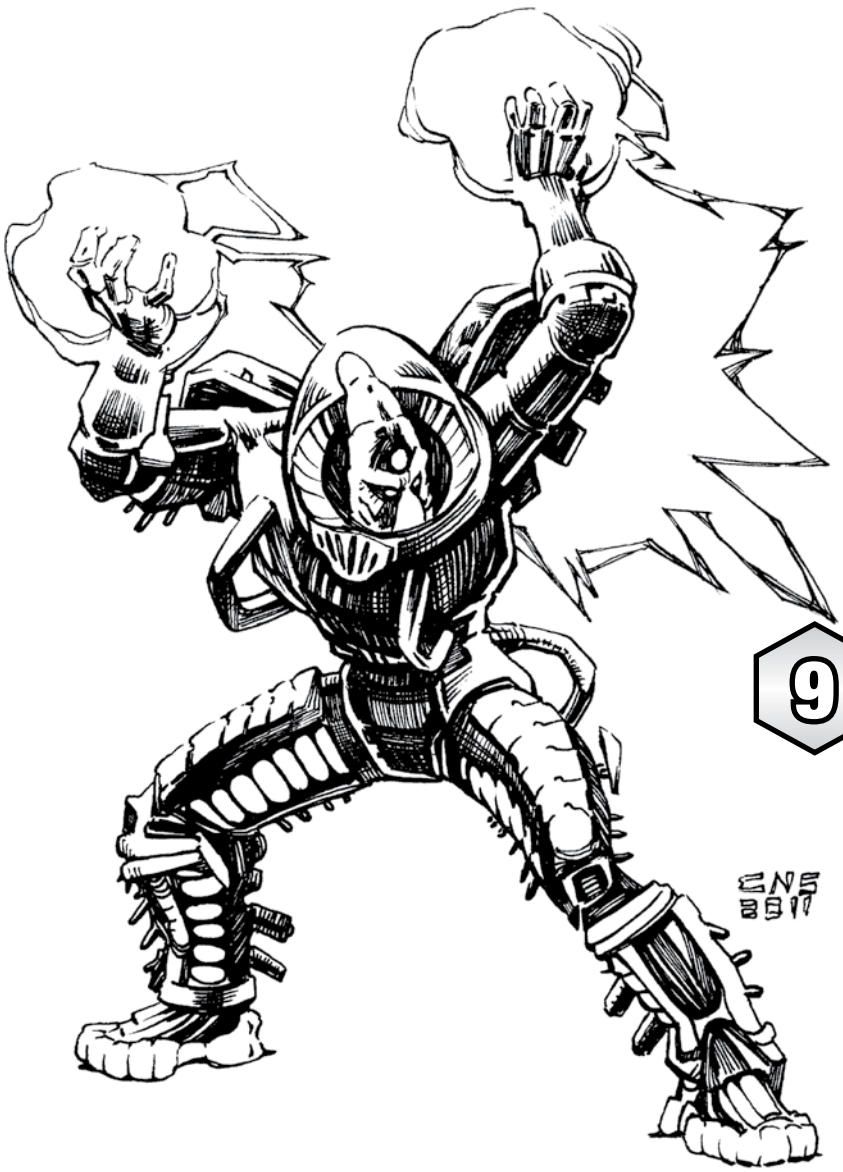
ONE WHO ENSORCELS

Background/History: One Who Ensorcels began his life as Uja'sha, child of a devout Elder Worm priest living in a small, hidden Elder Worm "colony" on a planet spinward from Perseid space. At first he was raised to join the priesthood himself, but as he grew he displayed an aptitude for wizardry that attracted the attention of several Elder Worm sorcerers who offered to apprentice him. Intrigued by the thought of the power that could be his, Uja'sha chose sorcery over theology.

Years of study followed, at which Uja'sha excelled. He was particularly skilled at spells that took control of other beings' minds. He even mastered the rare (and difficult) Elder Worm discipline of *sga'shl,* or "astral possession," in which he transforms his body into astral energy so he can merge with and take total control of another being. In time his skill with such sorceries earned him a new, greater, name: One Who Ensorcels.

Having come into the full bloom of his power, One Who Ensorcels is ready to do whatever he can to aid his people. He yearns for glory, adventure, and conquest, and eagerly awaits a leader he can serve to bring the Elder Worm back to the forefront of galactic civilization and power.

Personality/Motivation: One Who Ensorcels looks down on virtually everyone around him (with the exception of Elder Worm priests). He regards other beings as weak-willed pawns he can control as he sees fit — beings whose true destiny is to serve him. He enjoys nothing more than controlling an enemy's mind and forcing that enemy to do degrading or horrifying things.



One Who Ensorcels

Val	Char	Cost	Roll	Notes
15	**STR**	5	12-	Lift 200 kg; 3d6 HTH damage [1]
20	**DEX**	10	13-	
20	**CON**	10	13-	
25	**INT**	15	14-	PER Roll 14-
25	**EGO**	15	14-	
30	**PRE**	20	15-	PRE Attack: 6d6
7	**OCV**	20		
7	**DCV**	20		
9	**OMCV**	18		
9	**DMCV**	18		
6	**SPD**	40		*Phases:* 2, 4, 6, 8, 10, 12
8	**PD**	6		*Total:* 24 PD (16 rPD)
10	**ED**	8		*Total:* 26 ED (16 rED)
12	**REC**	8		
60	**END**	8		
15	**BODY**	5		
48	**STUN**	14		**Total Characteristics Cost: 240**

Movement: Running: 12m
Tunneling: 12m
Teleportation: 40m

Cost	Powers	END
84	**Powers Of Possession (Mental Domination):** Mind Control 14d6 Telepathic (+¼), Reduced Endurance (½ END; +¼); Unified Power (with Bodyjacking; -¼)	4
94	**Powers Of Possession (Astral Possession):** Possession (Mind Control EGO +60, Telepathy EGO +40) Reduced Endurance (0 END; +½); No Range (-½), Unified Power (with Desolidification and with Mental Domination; -¼) **plus:** Desolidification Projection (+0), Merging (+0), Reduced Endurance (0 END; +½); Feedback From Host Body (-1), Linked (-½), Unified Power (with Possession Mind Control and with Mental Domination; -¼)	0
75	**Dark Magics:** Multipower, 75-point reserve	
6f	**1) Darkblast:** Blast 12d6	6
7f	**2) Dark Maelstrom:** Blast 10d6 Area Of Effect (22m Radius Explosion; +½)	7
7f	**3) Dark Gate:** Teleportation 40m, Increased Mass (x2), No Relative Velocity, Position Shift Reduced Endurance (½ END; +¼)	3
81	**Mind Magics:** Multipower, 81-point reserve	
6f	**1) Psionic Assault:** Mental Blast 6d6 (Alien and Human classes of mind)	6
5f	**2) Psionic Apocalypse:** Mental Blast 3d6 (Alien and Human classes of mind) Area Of Effect (20m; +1), Personal Immunity (+¼); No Range (-½)	9
8f	**3) Greater Voice Of The Worm:** Telepathy 12d6 (Alien and Human classes of mind) Reduced Endurance (½ END; +¼)	3
8f	**4) Illusions Of The Worm:** Mental Illusions 12d6 (Alien and Human classes of mind) Reduced Endurance (½ END; +¼)	3
1f	**5) Horror Of The Worm:** +30 PRE Costs Endurance (-½), Only For Fear-/Intimidation-Based Presence Attacks (-1)	3
12	**Mystic Worm-Gem:** Mental Blast +2d6 (Alien and Human classes of mind) OIF (-½), Extra Time (Full Phase; -½)	2
40	**Mystic Humidity Suit:** Resistant Protection (16 PD/16 ED), Impermeable Hardened (+¼); OIF (-½)	0
10	**Arcane Defenses:** Mental Defense (10 points)	0
10	**Arcane Defenses:** Power Defense (10 points)	0
31	**Mystic Humidity Suit:** Life Support: Total (except for Safe Environments: High Radiation, Intense Heat) OIF (-½)	0
24	**Path Of The Worm:** Tunneling 12m through 6 PD material	2
30	**Voice Of The Worm:** Telepathy 4d6 (Alien and Human classes of mind) Reduced Endurance (0 END; +½); Communication Only (-¼)	0

Talents

4 Double-Jointed

Skills

16 +2 with Ranged Combat
18 +3 with All Mental Powers
2 Computer Programming 10-
2 Cryptography 14-
Translation Only (-½)
3 Interrogation 15-
3 KS: Elder Worm Arcane And Occult Lore 14-
2 KS: Elder Worm History And Lore 11-
2 KS: Elder Worm Theology 11-
2 Navigation (Astral) 14-
3 Power: Elder Worm Magic 14-
3 Power: Psionics 14-
3 Stealth 13-
2 WF: Elder Worm Small Arms

Total Powers & Skills Cost: 604
Total Cost: 844

400 Matching Complications (75)

0 **Dependence:** must remain in an environment of at least tropical jungle/swamp humidity, or suffer 1d6 damage per 6 hours (Very Common)
20 **Distinctive Features:** Elder Worm body (Not Concealable; Always Noticed, Causes Major Reaction [fear/disgust])
25 **Physical Complication:** Mute (All The Time, Slightly Impairing)
15 **Psychological Complication:** Considers Other Beings His Pawns (Common, Strong)
10 **Psychological Complication:** Devout Worshipper Of The Elder Worm Gods (Uncommon, Strong)
10 **Vulnerability:** 1½ x STUN from Fire attacks (Common)
5 **Vulnerability:** 1½ x STUN from Cold attacks (Uncommon)

Total Complications Points: 75
Experience Points: 444

9

Despite the fact that he doesn't think much of most Elder Worm (or other sentients) individually, One Who Ensorcels is dedicated to the greater good of his people as a whole. He devoutly worships his species's gods and obeys the orders of the priests. He's always looking for a leader who can command his respect and bring his people back together; if he ever learns of the existence of the Slug, he'll stop at nothing to travel to Earth and pledge allegiance to him.

Quote: *<<You are weak, unable to resist my power. Submit to the commands of your master!>>*

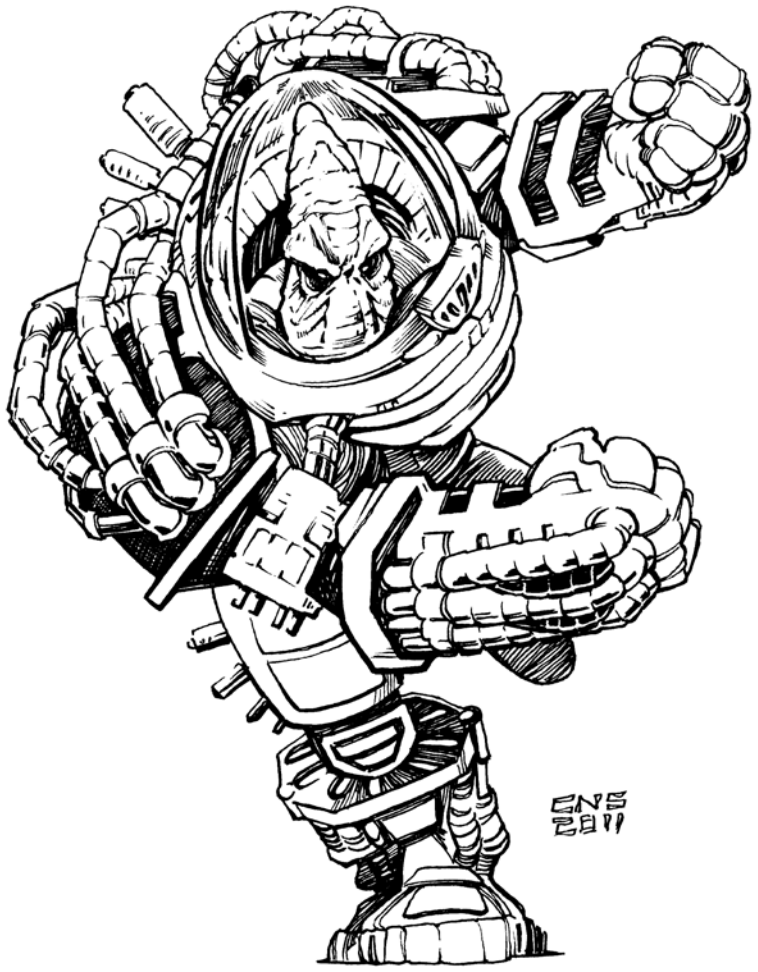
Powers/Tactics: One Who Ensorcels is a powerful Elder Worm sorcerer. In addition to the usual abilities and lore possessed by one of his profession (plus some that most of them lack, like his Teleportation and Mental Illusions powers), he's especially adept at controlling minds. He can do this two ways: standard Mind Control; and a Possession power that lets him "merge" with a target's body (see APG 74 for rules on Possession, and APG 92 for Projection). In combat he prefers to rely on straightforward Mind Control (since that lets him affect multiple victims at a time), but he's learned that his "Astral Possession" can serve as an excellent defense as well as an attack (since he's "protected" by the body he's Possessing).

One Who Ensorcels is also harder to hurt than a typical Elder Worm sorcerer. His humidity suit was partially created with magic, making it much stronger than most, and he also has powerful defenses against magic and related attacks. He's even undergone difficult (and painful) rituals to remove the Vulnerability to Magic that most Elder Worm suffer from.

Campaign Use: One Who Ensorcels isn't strong enough to stand up to multiple PCs, but he makes an excellent "support villain" for an Elder Worm military commander, or better yet a leader like the Slug. He's got intelligence and initiative, but is loyal and follows orders well. Indeed, in some ways his entire life has been a quest for a true Elder Worm leader he can serve.

To make One Who Ensorcels more powerful, replace his Multipowers with a Variable Power Pool for Magic that he can change as a Zero Phase Action (and increase his *Power: Magic* Skill to handle the load). To weaken him, remove his *Dark Magics* Multipower.

Appearance: One Who Ensorcels is one of the most powerful Elder Worm sorcerers of the modern day. On most planets (including Earth), he wears a special humidity suit that he created with magic; it's mostly black, and it looks as much like Elder Worm medieval armor as a space suit, and in place of power-packs and many other devices it has odd-shaped plates etched with even odder-shaped runes that glow with eerie colors.



WGLU THE MIGHTY

Background/History: Wglu the Mighty, perhaps the strongest Elder Worm alive today, was "born" one of the weakest. His parent was an Elder Worm sorcerer, and when Wglu was budded, a flaw in his parent's genetic code carried over to Wglu as well, making him sickly and small. Grieving for the life of pain and misery he'd unintentionally condemned Wglu to, his parent crafted a mighty ritual that poured his life-force and power into his child's body. He sacrificed his own life in the hope that his child would grow to become an even greater sorcerer than he... but the ritual didn't work exactly as intended. Instead of augmenting Wglu's mystical and mental potential, it affected his *physical* potential, causing him to grow up to become superhumanly strong and tough.

Wglu went to live with a friend of his parent's, an old Elder Worm commander who forced him to live a life of military discipline. He trained Wglu, drilling him every day to improve his powers and practice effective ways of using them. By the time he reached adulthood Wglu could lift a hundred tons, resist the effects of most spells and attacks, and make enormous leaps. He's a living weapon of the Elder Worm, ready to assault the enemy at any time.

WGLU THE MIGHTY

Val	Char	Cost	Roll	Notes
60	**STR**	50	21-	Lift 100 tons; 12d6 HTH damage [6]
20	**DEX**	20	13-	
50	**CON**	40	19-	
13	**INT**	3	12-	PER Roll 12-
15	**EGO**	5	12-	
25	**PRE**	15	14-	PRE Attack: 5d6
7	**OCV**	20		
7	**DCV**	20		
4	**OMCV**	3		
4	**DMCV**	3		
5	**SPD**	30		*Phases:* 3, 5, 8, 10, 12
35	**PD**	33		*Total:* 45 PD (45 rPD)
35	**ED**	33		*Total:* 45 ED (45 rED)
20	**REC**	16		
100	**END**	16		
30	**BODY**	20		
80	**STUN**	30		**Total Characteristics Cost: 357**

Movement: Running: 12m
Tunneling: 16m
Leaping: 40m

Cost	Powers	END
50	**Brick Tricks:** Multipower, 50-point reserve	
1f	**1) Augmented Haymaker:** HA +4d6 Hand-To-Hand Attack (-¼), Only When Using Haymaker To Punch (-1)	2
2f	**2) Bearhug:** Blast 5d6 NND (defense is Life Support [Self-Contained Breathing]; +1); Must Follow Grab (-½), No Range (-½), Requires A Brick Tricks Roll (-½), Side Effects (if character fails roll, opponent takes character's full STR damage; -¼)	5
2f	**3) The Big Wrap-Up:** Entangle 5d6, up to 5 PD/5 ED OIF (appropriate materials of opportunity; -½), Extra Time (at least a Full Phase, and often longer, depending on how long it takes to get the materials; -½), Defense Depends On Materials Used (-½), No Range (-½), Side Effect (may cause considerable damage to the environment; -0)	5
1f	**4) Power Punch:** Double Knockback (+½) for up to 60 STR Requires A Brick Tricks Roll (-½), Increased Endurance Cost (x2 END; -½)	4
2f	**5) Flick Of Unconsciousness:** Blast 6d6 NND (defense is rigid Resistant PD covering the head, or any innate Resistant PD protecting the head; +½); No Range (-½), Requires A Brick Tricks Roll (-½), Side Effects (if character fails roll, opponent takes character's full STR damage; -¼)	4
2f	**6) Shockwave:** Area Of Effect (26m Radius Explosion; +½) for up to 60 STR Hole In The Middle (the 1m radius area the character stands in when he uses the power; +¼); Only Affects Targets On The Ground (-¼), Extra Time (Full Phase; -½), Only Does Knockdown, Not Knockback (-0)	4
17	**Super-Tough Form:** Hardened (+¼) for 35 PD/35 ED	0
44	**Super-Tough Form:** Resistant (+½) for 35 PD/35 ED Hardened (+¼)	0
20	**Humidity Suit:** Resistant Protection (10 PD/10 ED), Impermeable OIF (-½)	0
16	**Super-Tough Form:** Knockback Resistance (-16m)	0
31	**Humidity Suit:** Life Support: Total (except for Safe Environments: High Radiation, Intense Heat) OIF (-½)	0
18	**Super-Strong Leg Muscles:** Leaping +36m (40m forward, 20m upward)	1
40	**Super-Strength Path Of The Worm:** Tunneling 16m through 12 PD material	4
30	**Voice Of The Worm:** Telepathy 4d6 (Alien and Human classes of mind) Reduced Endurance (0 END; +½); Communication Only (-¼)	0

Talents

4 Double-Jointed

Skills

24 +3 HTH

3 Breakfall 13-
2 Deduction 10-
2 KS: Elder Worm History 11-
13 Power: Brick Tricks 18-
3 Stealth 13-
3 Teamwork 13-

Total Powers & Skills Cost: 330

Total Cost: 687

400 Matching Complications (75)

0 **Dependence:** must remain in an environment of at least tropical jungle/swamp humidity, or suffer 1d6 damage per 6 hours (Very Common)
20 **Distinctive Features:** Elder Worm body (Not Concealable; Always Noticed, Causes Major Reaction [fear/disgust])
25 **Physical Complication:** Mute (All The Time, Slightly Impairing)
15 **Psychological Complication:** Wants To Lead His People; Believes He Has A Destiny (Common, Strong)
10 **Psychological Complication:** Hatred Of Malvans (Uncommon, Strong)
10 **Vulnerability:** 1½ x STUN from Fire attacks (Common)
10 **Vulnerability:** 1½ x STUN from Magic attacks (Common)
5 **Vulnerability:** 1½ x STUN from Cold attacks (Uncommon)

Total Complications Points: 75

Experience Points: 287

Personality/Motivation: Wglu has been trained to lead — and lead is what he wants to do. He dreams of days of glory when the Elder Worm once again ravage across the stars, conquering world after world and destroying (or sacrificing) enemies as they see fit. As a "good soldier" he can serve as well — if he must — but he'll be a constant thorn in the side of his superiors until he's given his own command and allowed to lead as he sees fit. Only the Slug could command his absolute loyalty, and even then he'll passively-aggressively question orders and strategies he disagrees with until allowed free rein in some theater of operation.

Wglu is something of a student of Elder Worm history. He'd love to uncover details that have been lost to destruction or diaspora, and can even see himself teaching history someday. His studies of the past have given him a hatred of the Malvans that runs hot and deep. He'd like nothing more than to meet them on the battlefield and smash them, or better yet destroy their worlds the way they destroyed the Elder Worm's and take their place as the greatest power in the Galaxy.

Quote: <<*The Elder Worm are mighty in more ways than magic and the mind — now you will fall before my supreme strength!*>>

Powers/Tactics: Wglu is superhumanly strong and tough; he can lift 100 tons, punch hard enough to kill ordinary beings, and withstand attacks as if he were wearing powered armor. In battle he prefers to open up with a shockwave (assuming he's far enough away from any allies or Elder Worm troops to avoid harming them), and then pick off targets one at a time as they stand up.

Campaign Use: You can think of Wglu as a deadlier form of Elder Worm Warrior (see below) without ego blades or telekinetic powers. If you plan to stage frequent encounters between the PCs and the Elder Worm, he might become a good arch-enemy for an equally strong PC.

To make Wglu tougher, increase his SPD to 6, and perhaps give him another point or two of OCV. To weaken him, get rid of some or all of his "brick tricks" abilities.

Appearance: Compared to most Elder Worm, who tend to be spindly and thin by Human standards, Wglu the Mighty is thick-set, broad-shouldered, and heavily-muscled. His humidity suit is heavier than those worn by other Elder Worm, and is mostly battleship grey.

Generic Elder Worm

Here are character sheets for the main types of Elder Worm that Humans have encountered (all of whom are among the servants of the Slug to one degree or another). Additionally, see CV1 196 for a character sheet for a "typical" Elder Worm with no special abilities.

Besides the Complications listed here, Elder Worm on Earth have the Psychological Complication *Must Destroy/Enslave Humanity And Cleanse The Earth For The Return Of The Elder Worm* (Very Common, Total; 25 points). Typically they're also Hunted by UNTIL (and possibly other authorities and/or specific superheroes.) Elder Worm in the greater Galaxy who've become aware of the existence of the Slug have the Psychological Complication *Totally Dedicated To The Slug And His Goals* (Very Common, Total; 25 points).

Elder Worm Acolyte

Description: Elder Worm Acolytes have worm-like heads (similar to the bodies of Initiates; see below) atop humanoid bodies. Their humidity suits are typically orange-ish, reddish, or golden-ish, making it easy to distinguish them from the grey-suited Aspirants (who are also taller). Higher-ranking Acolytes wear white or black suits with red and gold highlights.

Powers/Tactics: Elder Worm Acolytes attack with a mental blast that's particularly effective if two or more of them focus on a single target (which they can easily do thanks to being in telepathic contact). However, they typically play a support role in combat rather than a fighting role. They use their Spells Of Protection and Balm Of The Worm to protect other Elder Worms and heal them when they suffer injury. Elder Worm Aspirants and Warriors often fight fiercely to protect Acolytes if anyone threatens them.

Elder Worm Aspirant

An Elder Worm Aspirant is a fighter in training — a junior Warrior (see below), if you will. They have two small Ego Blades wielded in tandem instead of a Warrior's single large Blade, wear lighter armor, and lack Warriors' telekinetic powers. They wear grey or grey-white humidity suits and are taller than most types of Elder Worm.

Elder Worm Initiate

Description: While many alien civilizations are based entirely on technology, the Elder Worm have always used magic as much as science (in fact, in some ways the two are indistinguishable in Elder Worm society). Initiates are Elder Worm who are training to become sorcerers — apprentices, so to speak. They wear humidity suits in a variety of colors: grey with green highlights; blue; purple; light orange.

Powers/Tactics: Elder Worm Initiates only know two spells: a Darkblast of shadowy, destructive energy; and a Dark Explosion that unleashes that same energy over an area. They also have a basic knowledge of Elder Worm mysticism, and if the GM wants can make a *Power: Elder Worm Magics* Skill Roll at -1 to come up with other, very weak, spells (no more than 5 Active Points) when necessary.

Elder Worm Sorcerer

Description: This character sheet represents the typical Elder Worm sorcerer. Sorcerers, sometimes also known as Priests, typically wear reddish humidity suits with gold highlights.

Powers/Tactics: Elder Worm Sorcerers are well-versed in Elder Worm magics. Their standard spells include a Darkblast and Dark Explosion (like those of Initiates), a Mental Blast, and a "Psionic Apocalypse" spell that causes intense mental pain to everyone around them (for game purposes, assume that other Elder Worm are immune to this).

Sorcerers' knowledge and understanding of Elder Worm wizardry allows them to use their *Power* Skill to create better spells "on the fly" than Initiates. They can create spells with up to 30 Active Points, but suffer a -1 penalty to the Skill Roll per 10 Active Points. Alternately, you can simply give them more spells (more slots in their Multipowers). Use the spells from CU 66-68 or HSG 266-80 (and possibly other parts of the HSG, such as Black Magic or Voodoo), but change the special effects to make them creepier, more sinister, more horrifying. An Elder Worm spell shouldn't look or "feel" like an equivalent Human spell.

Elder Worm Warrior

Description: An Elder Worm Warrior is a highly-skilled fighter. He wields a single Ego Blade. He's taller and heavier than other Elder Worms, and wears a grey-white humidity suit with gold highlights.

Powers/Tactics: Besides being strong and tough, an Elder Worm Warrior has two main forms of attack. The first is his Ego Blade, a large single "sword" that he can strike with in HTH Combat to inflict Mental Blast damage. The second is his telekinetic powers. He can grab or blast a single target, or can unleash a "telekinetic wave" to smash into multiple foes, knocking them away from him. (It takes an Extra Segment for the wave to build, giving potential victims a chance to leave the targeted area or try to stop the attack.). Multiple Warriors often try to aim their waves to either overlap or fit together to cover a lot of the battlefield.

Elder Worm Megadriles

A *Megadrile* is an Elder Worm term for a particularly powerful form of Warrior who's usually assigned to guard important persons or targets (such as the humidiator machines and humus piles on Monster Island). They're like Warriors but with +5 STR, +2 CON, +2 PD, and +2 ED. Their humidity suits are black and white.

Thane

Description: In addition to the many races they enslaved after conquering them, the Elder Worm created some with sorcery. The greatest of their servitor species was *the Thane,* whom they created toward the end of their struggle with the Malvans in the hope they would turn the tide of the war. They did not, and when the Elder Worm were annihilated, so were the Thane... for the most part. Like their masters, of whom they were now freed, the Thane fled and hid, mostly along the galactic rim.

As of the early twenty-first century, the Thane feel powerful enough to re-assert themselves and attempt to establish an empire of their own. They can feel the mystic "tug" of the Slug, and intend to come to his aid as soon as they may. (As of 2011 he doesn't realize any of them are alive, and will be glad to learn of it and make use of them.)

A Thane is swifter and tougher than a Human, and has the ability to attack with various psychic powers (he also uses his Telepathy to communicate with his Elder Worm masters when necessary). A few Thane have learned some sorcery during the years of diaspora, but this is rare.

The average Thane is about 1.8 meters tall with disproportionately long arms and fingers. His moist, leathery skin is a disturbing brownish-purple shade, and his glowing orangish eyes bulge from their sockets (and, on close examination, are faceted like those of an insect). His mouth is a mass of large cilia or small tentacle-like appendages, rather than a jaw with teeth; no one knows what he eats, or how. He typically wears a hooded brown robe. Due to the strange nature of his creation, he doesn't register on bioscanners and other life force sensors.

ELDER WORM ACOLYTE

Val	Char	Cost	Roll	Notes
10	**STR**	0	11-	Lift 100 kg; 2d6 HTH damage [1]
14	**DEX**	8	12-	
13	**CON**	3	12-	
15	**INT**	5	12-	PER Roll 12-
18	**EGO**	8	13-	
15	**PRE**	5	12-	PRE Attack: 3d6
5	**OCV**	10		
5	**DCV**	10		
6	**OMCV**	9		
6	**DMCV**	9		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
3	**PD**	1		*Total:* 9 PD (6 rPD)
3	**ED**	1		*Total:* 9 ED (6 rED)
8	**REC**	4		
40	**END**	4		
12	**BODY**	2		
24	**STUN**	2		**Total Characteristics Cost: 101**

Movement: Running: 12m
Tunneling: 12m

Cost	Powers	END
50	**Mind-Writhings:** Mental Blast 4d6 Reduced Endurance (½ END; +¼)	2
24	**Augment Protection:** Succor PD and ED 4d6 Expanded Effect (two Characteristics at a time; +½), Limited Range (24m; +¼); Costs Endurance (to maintain; -½), Unified Power (with Protective Barrier; -¼)	4
55	**Protective Barrier:** Barrier 10 PD/10 ED, 10 BODY (up to 8m long, 4m high, and 1m thick), Non-Anchored, Dismissable Unified Power (with Augment Protection; -¼)	7
40	**Balm Of The Worm:** Simplified Healing 4d6 Only Works On Elder Worms (-0)	4
12	**Humidity Suit:** Resistant Protection (6 PD/6 ED), Impermeable OIF (-½)	0
31	**Humidity Suit:** Life Support: Total (except for Safe Environments: High Radiation, Intense Heat) OIF (-½)	0
24	**Path Of The Worm:** Tunneling 12m through 6 PD material	2
30	**Voice Of The Worm:** Telepathy 4d6 (Alien and Human classes of mind) Reduced Endurance (0 END; +½); Communication Only (-¼)	0

Talents

4 Double-Jointed

Skills

3 Stealth 12-
3 Teamwork 12-

Total Powers & Skills Cost: 276
Total Cost: 377

175 Matching Complications (50)

0 **Dependence:** must remain in an environment of at least tropical jungle/swamp humidity, or suffer 1d6 damage per 6 hours (Very Common)
20 **Distinctive Features:** Elder Worm body (Not Concealable; Always Noticed, Causes Major Reaction [fear/disgust])
25 **Physical Complication:** Mute (All The Time, Slightly Impairing)
25 **Psychological Complication:** Totally Devoted To The Slug (Very Common, Total)
10 **Vulnerability:** 1½ x STUN from Fire attacks (Common)
10 **Vulnerability:** 1½ x STUN from Magic attacks (Common)
5 **Vulnerability:** 1½ x STUN from Cold attacks (Uncommon)

Total Complications Points: 50
Experience Points: 202

ELDER WORM ASPIRANT

Val	Char	Cost	Roll	Notes
15	**STR**	5	12-	Lift 200 kg; 3d6 HTH damage [1]
17	**DEX**	14	12-	
16	**CON**	6	12-	
13	**INT**	3	12-	PER Roll 12-
12	**EGO**	2	11-	
15	**PRE**	5	12-	PRE Attack: 3d6
6	**OCV**	15		
6	**DCV**	15		
4	**OMCV**	3		
4	**DMCV**	3		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
5	**PD**	3		*Total:* 14 PD (8 rPD)
5	**ED**	3		*Total:* 14 ED (8 rED)
6	**REC**	2		
35	**END**	3		
14	**BODY**	4		
30	**STUN**	5		**Total Characteristics Cost: 111**

Movement: Running: 12m
Tunneling: 12m

Cost	Powers	END
60	**Ego Blades:** Mental Blast 3d6 Autofire (2 shots; +1¼), Alternate Combat Value (uses OCV instead of OMCV; +¼), Reduced Endurance (½ END; +½); No Range (-½)	3
8	**Fighting Skill:** HA +2d6 Hand-To-Hand Attack (-¼)	1
16	**Humidity Suit:** Resistant Protection (8 PD/8 ED), Impermeable OIF (-½)	0
31	**Humidity Suit:** Life Support: Total (except for Safe Environments: High Radiation, Intense Heat) OIF (-½)	0
24	**Path Of The Worm:** Tunneling 12m through 6 PD material	2
30	**Voice Of The Worm:** Telepathy 4d6 (Alien and Human classes of mind) Reduced Endurance (0 END; +½); Communication Only (-¼)	0

Talents

4 Double-Jointed

Skills

4 +2 OCV with Ego Blades

3 Climbing 12-
3 Stealth 12-
1 Tactics 8-
3 Teamwork 12-

Total Powers & Skills Cost: 187

Total Cost: 298

175 Matching Complications (50)

0 **Dependence:** must remain in an environment of at least tropical jungle/swamp humidity, or suffer 1d6 damage per 6 hours (Very Common)
20 **Distinctive Features:** Elder Worm body (Not Concealable; Always Noticed, Causes Major Reaction [fear/disgust])
25 **Physical Complication:** Mute (All The Time, Slightly Impairing)
25 **Psychological Complication:** Totally Devoted To The Slug (Very Common, Total)
10 **Vulnerability:** 1½ x STUN from Fire attacks (Common)
10 **Vulnerability:** 1½ x STUN from Magic attacks (Common)
5 **Vulnerability:** 1½ x STUN from Cold attacks (Uncommon)

Total Complications Points: 50

Experience Points: 123

ELDER WORM INITIATE

Val	Char	Cost	Roll	Notes
10	**STR**	0	11-	Lift 100 kg; 2d6 HTH damage [1]
15	**DEX**	10	12-	
14	**CON**	4	12-	
18	**INT**	8	13-	PER Roll 13-
15	**EGO**	5	12-	
15	**PRE**	5	12-	PRE Attack: 3d6
5	**OCV**	10		
5	**DCV**	10		
3	**OMCV**	0		
5	**DMCV**	6		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
3	**PD**	1		*Total:* 9 PD (6 rPD)
3	**ED**	1		*Total:* 9 ED (6 rED)
8	**REC**	4		
40	**END**	4		
12	**BODY**	2		
24	**STUN**	2		**Total Characteristics Cost: 92**

Movement: Running: 12m
Tunneling: 12m

Cost	Powers	END
60	**Dark Magics:** Multipower, 60-point reserve	
5f	**1) Darkblast:** Blast 10d6	5
6f	**2) Dark Explosion:** Blast 8d6 Area Of Effect (18m Radius Explosion; +½)	6
12	**Humidity Suit:** Resistant Protection (6 PD/6 ED), Impermeable OIF (-½)	0
31	**Humidity Suit:** Life Support: Total (except for Safe Environments: High Radiation, Intense Heat) OIF (-½)	0
24	**Path Of The Worm:** Tunneling 12m through 6 PD material	2
30	**Voice Of The Worm:** Telepathy 4d6 (Alien and Human classes of mind) Reduced Endurance (0 END; +½); Communication Only (-¼)	0

Talents

4 Double-Jointed

Skills

2 KS: Arcane And Occult Lore 11-
2 KS: Elder Worm History And Lore 11-
3 Power: Elder Worm Magics 13-
3 Stealth 12-

Total Powers & Skills Cost: 182

Total Cost: 274

175	**Matching Complications (50)**
0	**Dependence:** must remain in an environment of at least tropical jungle/swamp humidity, or suffer 1d6 damage per 6 hours (Very Common)
20	**Distinctive Features:** Elder Worm body (Not Concealable; Always Noticed, Causes Major Reaction [fear/disgust])
25	**Physical Complication:** Mute (All The Time, Slightly Impairing)
25	**Psychological Complication:** Totally Devoted To The Slug (Very Common, Total)
10	**Vulnerability:** 1½ x STUN from Fire attacks (Common)
10	**Vulnerability:** 1½ x STUN from Magic attacks (Common)
5	**Vulnerability:** 1½ x STUN from Cold attacks (Uncommon)

Total Complications Points: 50

Experience Points: 99

ELDER WORM SORCERER

Val	Char	Cost	Roll	Notes
10	**STR**	0	11-	Lift 100 kg; 2d6 HTH damage [1]
18	**DEX**	16	13-	
18	**CON**	8	13-	
20	**INT**	10	13-	PER Roll 13-
20	**EGO**	10	13-	MCV: 7
20	**PRE**	10	13-	PRE Attack: 4d6
6	**OCV**	15		
6	**DCV**	15		
7	**OMCV**	12		
7	**DMCV**	12		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
4	**PD**	2		*Total:* 11 PD (7 rPD)
4	**ED**	2		*Total:* 11 ED (7 rED)
10	**REC**	6		
50	**END**	6		
12	**BODY**	2		
30	**STUN**	5		**Total Characteristics Cost: 151**

Movement: Running: 12m
Tunneling: 12m

Cost	Powers	END
90	**Dark Magics:** Multipower, 90-point reserve	
6f	**1) Darkblast:** Blast 12d6	6
7f	**2) Dark Explosion:** Blast 10d6 Area Of Effect (22m Radius Explosion; +½)	7
1f	**3) Horror Of The Worm:** +30 PRE Costs Endurance (-½), Only For Fear-/Intimidation-Based Presence Attacks (-1)	3
6f	**4) Psionic Assault:** Mental Blast 6d6	6
6f	**5) Psionic Apocalypse:** Mental Blast 4d6 Area Of Effect (20m; +1), Personal Immunity (+¼); No Range (-½)	9
14	**Humidity Suit:** Resistant Protection (7 PD/7 ED), Impermeable OIF (-½)	0
31	**Humidity Suit:** Life Support: Total (except for Safe Environments: High Radiation, Intense Heat) OIF (-½)	0
24	**Path Of The Worm:** Tunneling 12m through 6 PD material	2
30	**Voice Of The Worm:** Telepathy 4d6 (Alien and Human classes of mind) Reduced Endurance (0 END; +½); Communication Only (-¼)	0

Talents

4 Double-Jointed

Skills

2 Cryptography 13-; Translation Only (-½)
3 Interrogation 13-
2 KS: Arcane And Occult Lore 13-
2 KS: Elder Worm History And Lore 13-
5 Power: Elder Worm Magics 14-
3 Stealth 13-

Total Powers & Skills Cost: 236
Total Cost: 387

175	**Matching Complications (50)**
0	**Dependence:** must remain in an environment of at least tropical jungle/swamp humidity, or suffer 1d6 damage per 6 hours (Very Common)
20	**Distinctive Features:** Elder Worm body (Not Concealable; Always Noticed, Causes Major Reaction [fear/disgust])
25	**Physical Complication:** Mute (All The Time, Slightly Impairing)
25	**Psychological Complication:** Totally Devoted To The Slug (Very Common, Total)
10	**Vulnerability:** 1½ x STUN from Fire attacks (Common)
10	**Vulnerability:** 1½ x STUN from Magic attacks (Common)
5	**Vulnerability:** 1½ x STUN from Cold attacks (Uncommon)

Total Complications Points: 50
Experience Points: 212

ELDER WORM WARRIOR

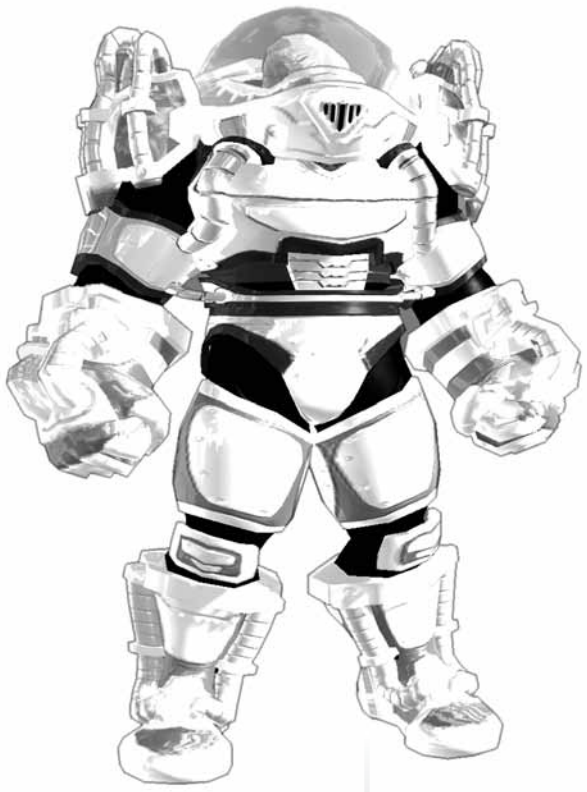
Val	Char	Cost	Roll	Notes
20	**STR**	10	13-	Lift 400 kg; 4d6 HTH damage [2]
20	**DEX**	20	13-	
20	**CON**	10	13-	
13	**INT**	3	12-	PER Roll 12-
14	**EGO**	4	12-	
20	**PRE**	10	13-	PRE Attack: 4d6
7	**OCV**	20		
7	**DCV**	20		
5	**OMCV**	6		
5	**DMCV**	6		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
8	**PD**	6		*Total:* 16 PD (12 rPD)
8	**ED**	6		*Total:* 16 ED (12 rED)
8	**REC**	4		
40	**END**	4		
18	**BODY**	8		
40	**STUN**	10		**Total Characteristics Cost: 167**

Movement: Running: 12m
Tunneling: 14m

Cost	Powers	END
80	**Ego Blade:** Mental Blast 8d6 Alternate Combat Value (uses OCV instead of OMCV; +¼), Reduced Endurance (½ END; +¼); No Range (-½)	5
36	**Telekinesis:** Telekinesis (30 STR) Unified Power (with other Telekinetic powers; -¼)	4
32	**Telekinetic Blast:** Blast 8d6 Unified Power (with other Telekinetic powers; -¼)	4
40	**Telekinetic Wave:** Blast 8d6 Area Of Effect (16m Cone; +½), Double Knockback (+½), Reduced Endurance (½ END; +¼); Extra Time (Extra Segment; -½), No Range (-½), Unified Power (with other Telekinetic powers; -¼)	4
8	**Fighting Skill:** HA +2d6 Hand-To-Hand Attack (-¼)	1
24	**Humidity Suit:** Resistant Protection (12 PD/12 ED), Impermeable OIF (-½)	0
31	**Humidity Suit:** Life Support: Total (except for Safe Environments: High Radiation, Intense Heat) OIF (-½)	0
24	**Path Of The Worm:** Tunneling 12m through 6 PD material	2
30	**Voice Of The Worm:** Telepathy 4d6 (Alien and Human classes of mind) Reduced Endurance (0 END; +½); Communication Only (-¼)	0

Talents

4 Double-Jointed



Skills

10 +1 with All Combat
6 +3 OCV with Ego Blade
3 Climbing 13-
3 Stealth 13-
3 Tactics 12-
3 Teamwork 13-

Total Powers & Skills Cost: 337

Total Cost: 504

175 Matching Complications (50)

0 **Dependence:** must remain in an environment of at least tropical jungle/swamp humidity, or suffer 1d6 damage per 6 hours (Very Common)
20 **Distinctive Features:** Elder Worm body (Not Concealable; Always Noticed, Causes Major Reaction [fear/disgust])
25 **Physical Complication:** Mute (All The Time, Slightly Impairing)
25 **Psychological Complication:** Totally Devoted To The Slug (Very Common, Total)
10 **Vulnerability:** 1½ x STUN from Fire attacks (Common)
10 **Vulnerability:** 1½ x STUN from Magic attacks (Common)
5 **Vulnerability:** 1½ x STUN from Cold attacks (Uncommon)

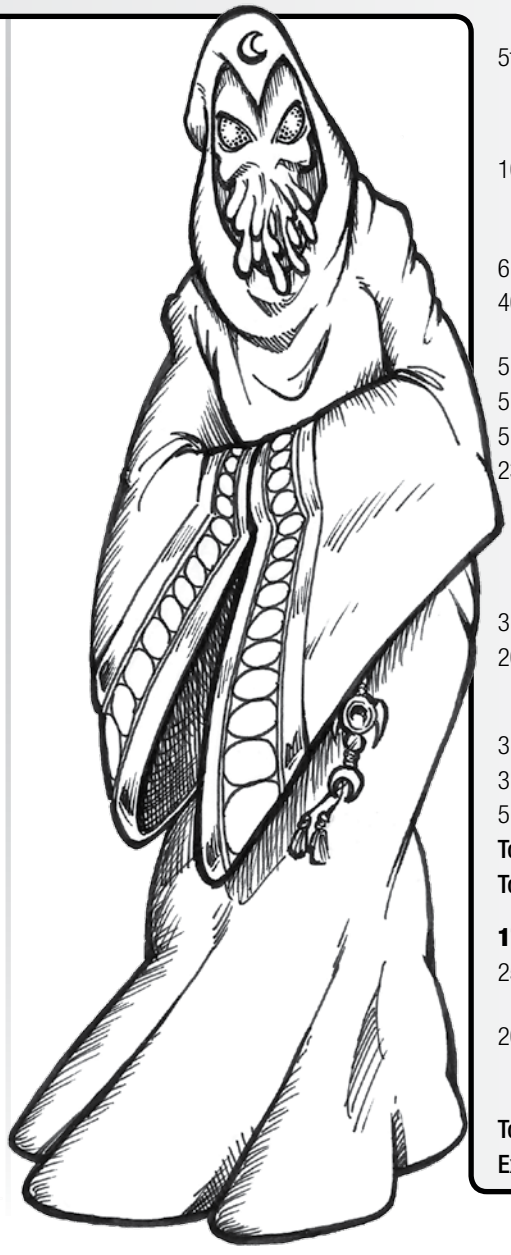
Total Complications Points: 50

Experience Points: 329

THANE

Val	Char	Cost	Roll	Notes
10	**STR**	0	11-	Lift 100 kg; 2d6 HTH damage [2]
16	**DEX**	12	12-	
18	**CON**	8	13-	
20	**INT**	10	13-	PER Roll 13-
20	**EGO**	10	13-	MCV: 7
20	**PRE**	10	13-	PRE Attack: 4d6
5	**OCV**	10		
5	**DCV**	10		
7	**OMCV**	12		
7	**DMCV**	12		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
10	**PD**	8		*Total:* 10 PD (6 rPD)
10	**ED**	8		*Total:* 10 ED (6 rED)
6	**REC**	2		
35	**END**	3		
13	**BODY**	3		
30	**STUN**	5		**Total Characteristics Cost: 143**

Movement: Running: 12m



Cost	Powers	END
50	**Psychic Attack:** Multipower, 75-point reserve All Extra Time (Full Phase; -½)	
5f	**1) Basic Psychic Attack:** Mental Blast 6d6 Reduced Endurance (½ END; +¼); Extra Time (Full Phase; -½)	3
5f	**2) Lingering Psychic Attack:** Mental Blast 4d6 Constant (+½), Reduced Endurance (½ END; +¼); Extra Time (Full Phase; -½)	3
50	**Psychic Powers:** Multipower, 75-point reserve All Extra Time (Full Phase; -½)	
5f	**1) Psychic Domination:** Mind Control 12d6 Telepathic (+¼); Extra Time (Full Phase; -½)	7
5f	**2) Psychic Speech:** Telepathy 12d6 Reduced Endurance (½ END; +¼); Extra Time (Full Phase; -½)	3
10	**Aura Of Horror:** +20 PRE Only For Fear-/Intimidation-Based Presence Attacks (-1)	0
6	**Resilient Form:** Resistant (+¼) for 6 PD/6 ED	0
40	**Resilient Form:** Life Support (Total, including Longevity: Immortality)	0
5	**Thane Eyes:** Infrared Perception (Sight Group)	0
5	**Thane Eyes:** Ultraviolet Perception (Sight Group)	0
5	**Thane Eyes:** Nightvision	0
23	**Arcane Life-Force:** Invisibility To Detect Life Reduced Endurance (0 END; +½), Persistent (+¼); Always On (-½)	0
	Talents	
3	Lightning Calculator	
20	Universal Translator 13-	
	Skills	
3	Interrogation 13-	
3	Shadowing 13-	
5	Stealth 13-	

Total Powers & Skills Cost: 248

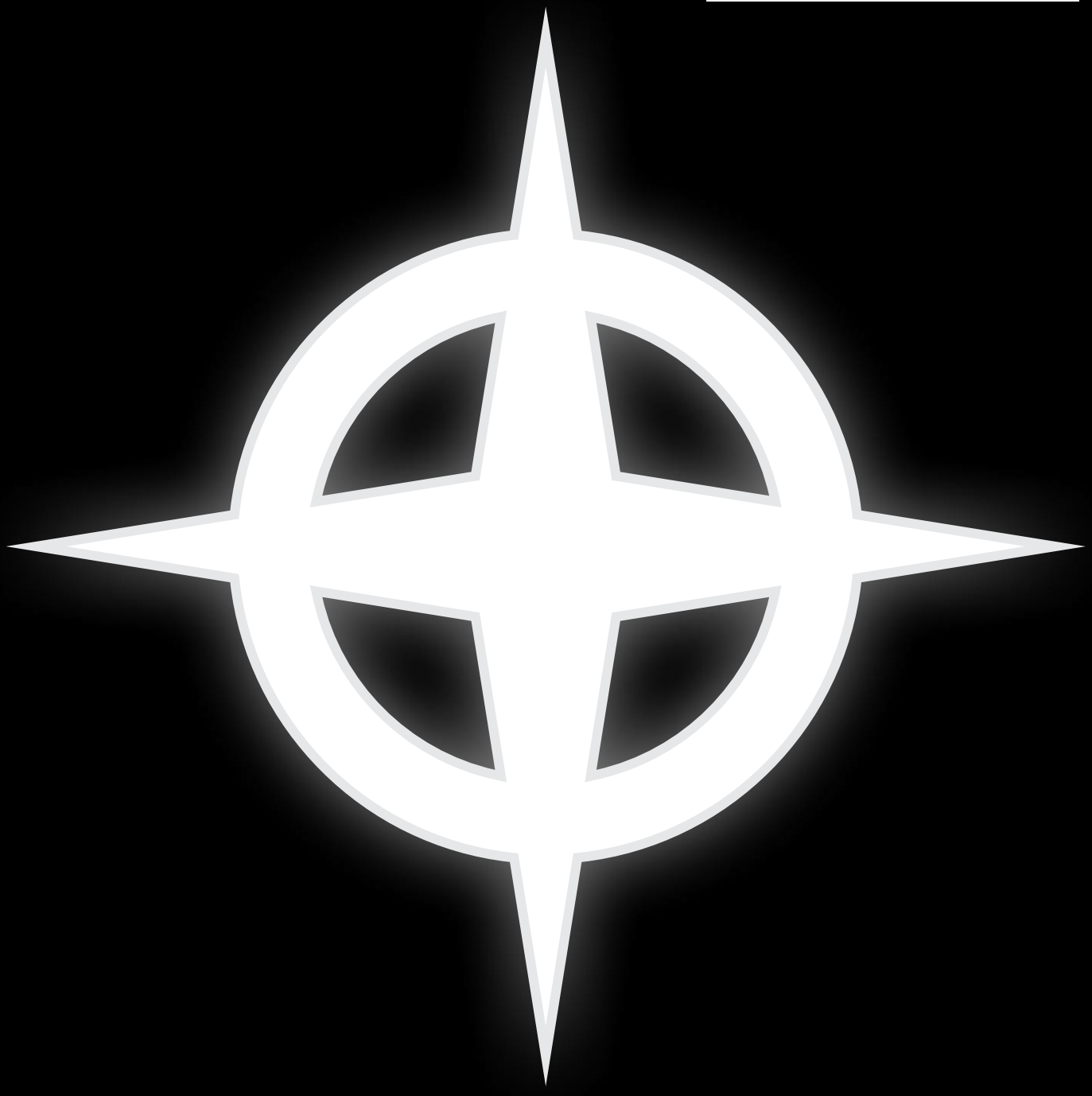
Total Cost: 391

175	**Matching Complications (50)**
25	**Distinctive Features:** Thane (Not Concealable; Causes Extreme Reaction [horror and loathing])
20	**Psychological Complication:** Totally Loyal To The Elder Worm And Their Laws, Customs, And Traditions (Common, Total)

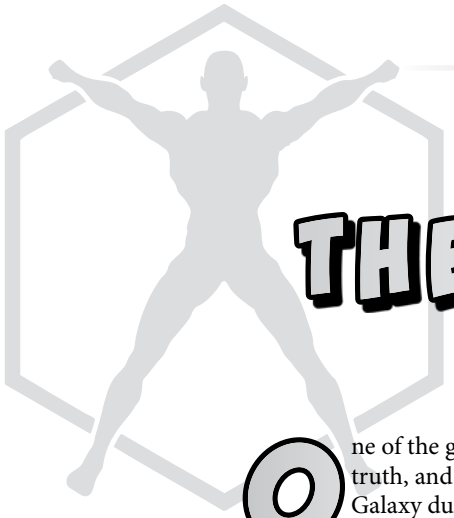
Total Complications Points: 45

Experience Points: 221

CHAPTER TEN



THE STAR*GUARD:
PROTECTORS OF THE GALAXY



THE STAR*GUARD

One of the greatest forces for peace, truth, and justice throughout the Galaxy during the past million years has been the *Star*Guard,* an organization of powerful heroes overseen by the people of Odrugar. The Guard has had its highs and lows, and is currently suffering from perhaps the worst low in its entire history, but despite the obstacles and challenges facing it has always striven to serve and protect the people of the Milky Way.

THE HISTORY OF THE STAR*GUARD

A million years ago the Odrugarans were the most advanced species in the Milky Way, the first in the second great wave of galactic civilizations. Technologically, sociologically, and intellectually advanced when even the Malvans were still essentially primitive, the Odrugarans could have conquered the Galaxy... but such was not their way. They were a contemplative, introspective people, preferring to stay on Odrugar and let the rest of the universe go its own way.

Then the greatest hero in all of Odrugaran history — Gloran the Great, also known as the Inspirer, the Redeemer, the Bold, and the Father of the Guard — was born. The son of the philosopher Kedron, Gloran was a genius of unparalleled intellect whose gifts also included wisdom and an almost boundless curiosity about the world around him. By the time he was an adult he'd studied practically every subject under the sun and had learned everything he could learn from the Odrugarans.

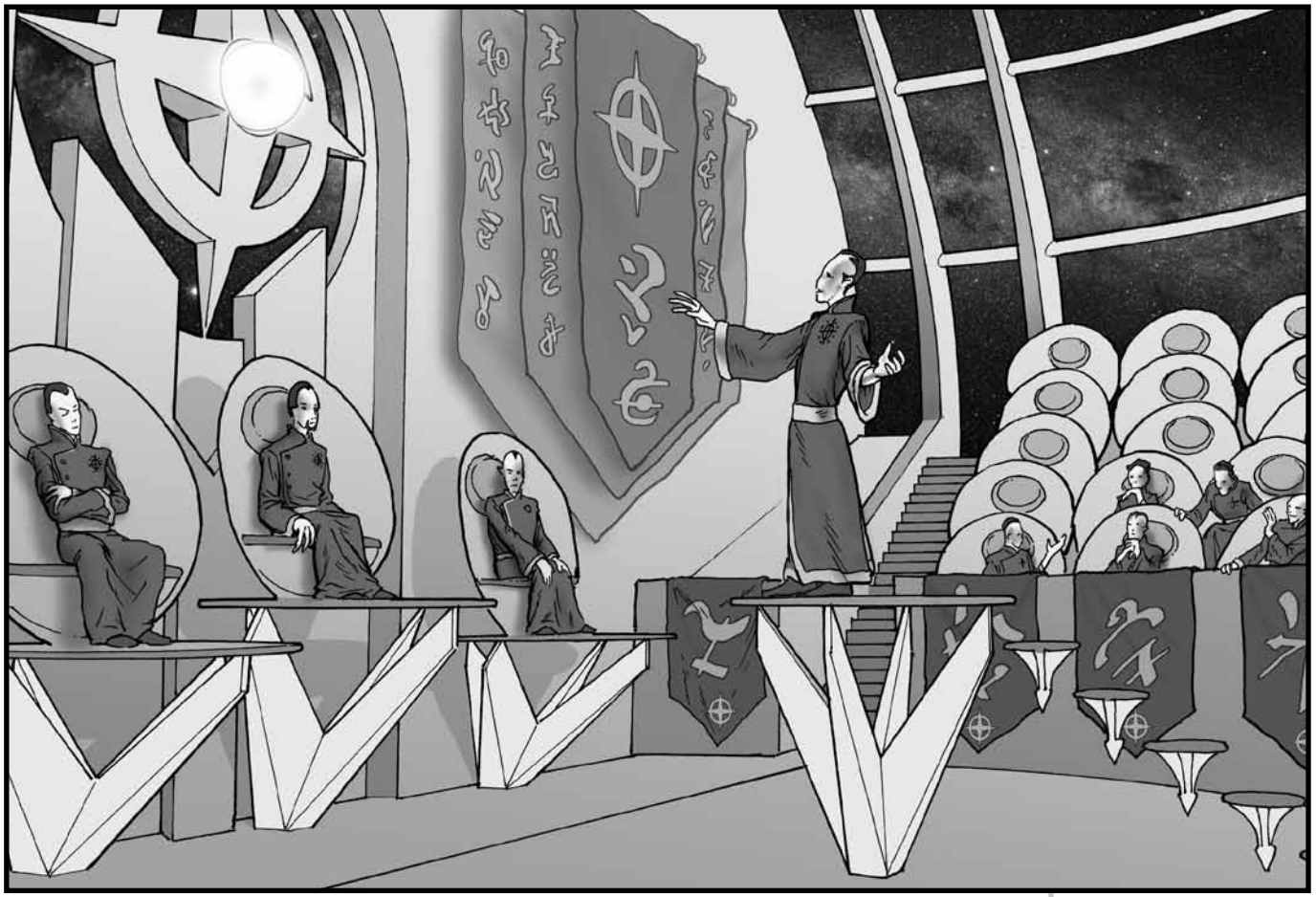
But Gloran was no simple scholar. From discussions with his father he'd learned of the existence of evil, and unlike the rest of his people he wasn't content simply to ensure it never touched him and then go on with his life. He wanted to *fight* evil, to oppose wrongdoing and injustice wherever they existed, and make the Galaxy a better place for all who lived there: high and low, rich and poor, of whatever species or background.

Gloran realized that he couldn't tackle such an enormous mission on his own, so he decided to build himself a helper. It took years of work, but eventually he created CONTROL, a gargantuan, sentient computer — the most advanced thinking device ever created. CONTROL would seek out evil and cruelty for him to battle, and then assist him in the fight. And to equip himself for the struggle, Gloran used Odrugaran technology (then at a level roughly equivalent to late twentieth century Earth's) to fashion a suit of battle-armor.

Gloran finished his work just in time, for a terrible threat, the ravaging extradimensional invaders known as the Sklaar, soon attacked Odrugar. For nearly a decade Gloran fought the Sklaar, protecting his people and their homeworld from rapine and destruction. At first he struggled against them singlehandedly, but as the years passed his example inspired more and more Odrugarans to assist in whatever way they could. A few actually joined him on the front lines, but many others helped by analyzing Sklaar strategies and motivations, repairing or suggesting improvements to his equipment, and the like.

In time Gloran and the Odrugarans defeated the Sklaar and drove them back from whence they came. Realizing that they were not the only evil in the universe that he should oppose, Gloran continued his war against injustice, suffering, and cruelty for centuries. But he was not alone. Odrugaran society itself had been changed by its experiences with the Sklaar. No longer were the Odrugarans content to keep to themselves; now they wanted to use their abilities and resources to carry on with Gloran's mission. Some CONTROL even deemed worthy to help Gloran directly, and this small corps of heroes was soon christened the *Star*Guard.* They wore a uniform based on Gloran's powered armor, and CONTROL designed for them the wondrous, multifunctional *Star-Staff* that could serve as both weapon and tool.

The rest of Odrugaran society slowly but surely aligned itself to support the Guard and its ideals. The old Odrugaran religious, social, and political structures inexorably gave way to the benign rule of CONTROL and a dedication to the ideals of the Guard. From that day to this, Odrugaran society has remained essentially the same. Not every Odrugaran is directly involved with Star*Guard affairs, but each of them helps it with its mission in whatever way he can.



AFTER GLORAN

After nearly four hundred years fighting evil and injustice, and preserving the innocent from suffering and harm, Gloran finally succumbed to age and injuries. Before he passed away, he ensured that he'd always remain with the Star*Guard to advise and assist it. He implanted his own brain engrams onto CONTROL's circuits, in effect making the ultra-computer an immortal extension of himself and his burning passion to protect and serve all life. And then he died. Odrugaran legend claims that upon his death, his body was transformed into a light that illuminated the Odrugaran skies for a week as the gods took him to heaven. His battle-armor and Star-Staff were kept as nigh-holy relics, and can be seen today in the Guard's Hall of Victory.

Although the Guard mourned Gloran's passing, it did not let grief distract it from its mission. Led by CONTROL, which could maintain telepathic contact with dozens of Guardsmen at a time, they continued the battle against evil wherever they could find it. Compared to modern Guard technology, they didn't have the same ability to travel the Galaxy quickly, but they spread out from Odrugaran space as fast as their technology would allow.

It took millennia, but the Guard established a reputation in Odrugar's region of the Milky Way for heroism, bravery, and an unswerving dedication to its mission. The relatively small number of Guardsmen soon found itself hard-pressed to cope with all the threats it felt honor-bound to oppose. The solution, one resisted by some elements in the Guard and Odrugaran society for centuries, was to allow members of other species to join the Guard. Given that a Guardsman might visit any given world only once or twice in a century, it took time to find worthy recruits — but here again CONTROL showed its value and wisdom, using its telepathic circuitry to scan entire planets and find individuals with the intelligence, moral fiber, and bravery necessary to undergo (and hopefully complete) Guard training on Odrugar. Soon the ranks of the Guard were swelled by "rookies" from a dozen sentient species... though then as now, the number of Guardsmen was pitifully small compared to the size and scope of the Guard's task.

THE LYRANE CONFLICT

A chronicle of the Star*Guard's deeds during this time could fill many books (and, indeed, has). Perhaps the greatest of its adventures in the period between Gloran's death and the Malvan-Elder Worm War was its conflict with the would-be galactic conqueror Lyrane of Naxar.

Naxar is a world spinward from Odrugar, home to (at that time) an advanced civilization with low-level FTL flight and other comparable technologies. Two centuries previously it had been conquered and unified by Queen Lyrane, a ruler whose ambition was even greater than her immensely powerful superhuman abilities.

When her species finally developed the necessary technology, she embarked on a series of intergalactic conquests. Soon she ruled several systems and species near Naxar... and her rule was not a pleasant one. Oppressive and cruel, she exploited both the Naxari and her conquered subjects to serve her every whim. On one world she worked over two million subjects to death carving the planet's largest mountain into a colossal statue of herself; on another she put down a rebellion by slaughtering the population of an entire country just to make sure none of the rebels escaped her "justice."

Ordinarily the Star*Guard doesn't get involved in routine political matters, but that level of tyranny and murder could not be ignored. A squad of three Guardsmen flew to Naxar to deal with Lyrane, but soon found they'd underestimated both the strength of her own powers and the fanatical devotion of her military (whom she routinely showered with money and privileges to ensure their loyalty). One of the Guardsmen, an Odrugaran named Dorigan, was killed, and the other two barely escaped with their lives.

The Star*Guard regrouped, this time sending over a hundred Guardsmen to avenge their fallen and see justice done. First they encountered Lyrane's spacefleet in an outlying system, but after nearly two days of bloody battle they broke her lines and forced her captains to retreat. After reinforcements from Odrugar arrived, the Guard pressed on, encountering the bolstered remnants of her main fleet in the Naxar system. This time they had to restrain themselves to avoid any situations that might hurt the Naxari they were trying to rescue. It took nearly a week before the fleet had been defeated once and for all. Then the Guard had to face Queen Lyrane herself.

Backed by squadrons of elite troops armed with the best weapons Naxari scientists could design, Lyrane met the Star*Guard in the skies above her capital. Her superhuman strength, speed, and energy projection powers made her more than a match for any single Star*Guard, and during the battle she killed nearly two dozen of them with her own hands. But eventually the weight of numbers and the Guardsmen's burning desire to free the Galaxy from her evil turned the tide. Tiring under the barrage of the Guard's attacks, Lyrane was eventually forced to ground in her imperial palace, where the battle nearly destroyed the entire structure. Sensing defeat, Lyrane attempted to trigger an ultra-powerful bomb that would have destroyed not only her enemies, but half of Naxar. The selfless Guardsman Vel'na-tar, aided by several of his comrades, sacrificed his own life to contain the explosion and save billions of lives. The only casualty was Lyrane herself, who was literally disintegrated by the blast.

The Malvan-Elder Worm War

The Star*Guard also played a part in the Malvan-Elder Worm War, though in the eyes of many their role was a surprisingly small one. The Guard allied itself with the Malvans against the hideous Elder Worm, whose conquests and evil schemes the Guard had fought for millennia. But the Guard simply didn't have the numbers to stop the Elder Worm from conquering half of the Galaxy (though they were able to maintain some pockets of resistance, including Odrugar itself). Nor were their numbers of significant consequence compared to the vast Malvan military machine, though some scholars believe that the creation of the Golden Hunters of Malva was inspired, at least in part, by the Star*Guard.

Recognizing the nature of the situation, the Guard chose to function as supporters and protectors rather than frontline fighters against the Elder Worm. They devoted their energies and powers to evacuating warzones so that innocents would not be hurt, protecting priceless cultural artifacts from the devastations of war, providing medical help to the injured, assisting refugees, and more. According to some Malvan estimates, over the three hundred thousand year course of the war, the actions of the Star*Guard saved an estimated five trillion sentient lives.

The Post-War Period

The Guard continued its mission in the wake of the War, often helping to rebuild galactic societies shattered by the conflict and then ignored by the increasingly self-absorbed Malvans. But the Guard itself was weakened by millennia of war — casualties are inevitable in a conflict of that scope, and many of the beings whom CONTROL would have deemed worthy to join the Guard were also killed or preferred to devote their energies to helping their own peoples recover. The Star*Guard never ceased its crusade against evil, but it entered a long period of dormancy that saw it reach one of its lowest points ever in terms of numbers and activity.

The nadir of this era was an incident that's become known in Guard records as the "Golektrah Scandal." A hundred thousand years ago, Golektrah was assigned as the Star*Guard protecting Sector Rho-278593. He was considered one of the greatest Guards at that time, a paragon of bravery, nobility, and heroism. Time after time he'd risked his life to save innocents, defeat villains, and protect societies from injustice. But then Torvag, another Guard passing through the sector stopped to visit him and perceived that something was amiss. Most Guardsmen were revered by the people they protected (or at least, by those who knew they were being protected), but the people in Golektrah's sector seemed anxious around him, even afraid.

Concerned, Torvag began investigating the situation on his own (since he didn't want to sully Golektrah's reputation by getting other Guards involved until he had proof). It took some careful digging, but he eventually discovered that Golektrah had become something of a tyrant and a thug. He enforced his own will on planets where necessary, and often took bribes from organizations to work on their behalf rather than for the greater good. Ordinarily CONTROL would have detected this, but Golektrah used the psionic abilities native to his species to disguise his thoughts.

When Torvag revealed what he'd learned to the Overseers, the scandal rocked the entire Guard. The Council immediately removed Golektrah from the Guard in disgrace and confined him in the Guard's prison for the rest of his life. Despite this, many civilizations and species became suspicious of the Guard, wondering if it had its own interests more than theirs at heart. After all, Guardsmen could basically go anywhere and do anything — could it be they were planning to take over the Galaxy themselves at some point?

CONTROL and the Overseers realized they needed to rejuvenate the Guard and restore the Galaxy's faith in it and its mission. They came up with several ways to do this. First, they reorganized the Guard, shuffling a lot of Guardsmen around so they'd experience new things and work with new species rather than the ones they'd been assigned to for decades, and they made plans for more frequent "duty changes" going forward. Second, they went on a major recruitment drive focusing on non-Odrugaran species, including many who'd never had a Guardsman before. Nothing was as likely to make a species sympathetic to the Guard as knowing it included one of their own, so CONTROL tried to see to it that more species than ever before were represented in the Guard's ranks.

Third, and perhaps most importantly, they came up with the concept of *Marshals,* non-super-powered civilian "assistants" to help individual Guardsmen. Up to this time most Guardsmen worked entirely by themselves, sometimes for decades, and that wasn't entirely healthy for them or the Guard as a whole. By providing each Guard with a "support staff," the Overseers served several purposes at once. First, they eased many Guards' loneliness (and each Guard's burden). Second, they created a "safety net" of people who could monitor each Guard for the sort of anti-social behavior and Guard code violations that Golektrah fell prey to, thus stopping the problem before it went too far. Third, by exposing more people and species to the Guard and its mission, they engendered increasing support among many native populations — sunlight being not only the best disinfectant but the best light to learn by, as the old Malvan saying has it.

With these reforms in place, the Guard entered a period of rejuvenation and strength that's lasted up to the present day. With the help and assistance of their Marshals, Guardsmen now tend to report higher levels of job satisfaction and enjoyment than ever before — and that, of course, translates into ever-greater dedication to their duty.

The Rampage of the World-Ravager

One of the Star*Guard's deadliest enemies in modern times, Valak the World-Ravager, arrived in the Milky Way in the Human year 2000. He soon proved how he earned his name as he began battling his way across the stars, attacking and destroying several civilizations in the process.

The Star*Guard received word of Valak's murderous rampage, and soon the hunt was on. A Guardsman finally found him in mid-2001 and got word to the rest of the Guard via CONTROL. The first few Guardsmen to attack Valak all died at his hands, but eventually enough of them arrived to take him on in numbers. Soon there were so many of them that he had to flee. The Guard pursued, and eventually brought him to bay in the Tarphalidon system. Through clever maneuvering, they tricked him to fighting in the middle of a thick asteroid field. At precisely the right moment, three StarAvengers sacrificed their lives to hold him in place just long enough for a fourth to literally ram his Star-Staff through Valak's chest. Weakened and pinned to an asteroid like a bug, Valak was unable to stop the Star*Guard from collecting the rest of the asteroid belt and fusing it into place around him, creating a small planetoid to serve as his prison for eternity.

Or so they thought. Unfortunately for the Galaxy, the Guardsmen had underestimated Valak's resilience and recuperative powers. It took five years, but in 2006 Valak regained enough strength to free himself, shatter the planetoid, and launch a campaign of revenge. Soon CONTROL began losing mental contact with individual StarGuards. One second they'd be there, the next its psychic contact would be severed without warning. So sudden and brutal were Valak's ambushes that none of the victims were able to so much as "shout" a warning to CONTROL.

After he'd killed more than two dozen Guardsmen, Valak attacked a StarKnight named K'ru-dava, whose armor and powers blunted the attack just long enough for him to alert CONTROL to what was happening before Valak slaughtered him. CONTROL placed the Guard on maximum readiness and once again ordered the Guardsmen to hunt Valak.

Valak's next target was Andre Almena, the StarGuard in charge of the sector including Earth. Unfortunately for the World-Ravager, Almena happened to be visiting his friends the Sentinels when he received a warning from CONTROL. The Sentinels accompanied him into space to confront Valak before he could reach Almena's Star*Base and kill his Marshals. The heroes and the Guardsman fought Valak in a battle that began near Jupiter and finally ended on the streets of New York with Valak — who was still weak from his long imprisonment — unconscious and three Sentinels in need of serious medical attention. Valak was immediately placed in hot sleep in Stronghold, where he remained until escaping during the 2009 breakout. The Guard remains on the lookout for him; it won't be caught be surprise the next time Valak attacks.

The Evil of Mordace

Unfortunately, no sooner had the Guard begun to recover from Valak's vendetta than it suffered another serious blow — the most devastating one in all its history, in fact. And most tragically of all, the cause of these troubles is one of their own.

A little over thirty years ago, a Lorghil named Mordace became a StarGuard after being sponsored for training by an injured Guardsman he'd rescued. He served nobly and well for many years, but eventually the stress of the job and his inability to truly defeat injustice and oppression in the Galaxy affected him emotionally. Not long after these problems began to develop, he chanced across the preserved mental essences of the priests of the Ghok'pa, an evil race the Star*Guard had defeated and destroyed tens of thousands of years ago. Mordace's mind snapped under the priests' psionic assault and he became filled with their utter, implacable hatred for the Star*Guard.

At first Mordace tried to attack the Guard from within as a saboteur, using the mental powers awakened within him by the Ghok'pa to disguise his true intentions from CONTROL. But his treachery was exposed by Guardsman Brin Rei Tarn. Mordace escaped before the Guard could imprison him, built his own version of the Star-Staff, and garbed himself in powerful Ghok'pa battle-armor, and became one of the Star*Guard's greatest foes. He frequently clashed with Tarn, and sometimes with other Guards as well, and was responsible for killing two Guardsmen in the Eighties.

In 1990 Mordace defeated and slew Tarn in a battle in the Black Forest of Germany on Earth. Tarn's successor, the Human Andre Almena, at long last defeated and captured Mordace with the help of Tarn's Marshals. Mordace was imprisoned on Odrugar, but in 2005 he engineered a daring escape that cost the life of three Guardsman and one Overseer. He went into hiding, rebuilt his Empyrean Staff, and bided his time.

The Attack on Odrugar

In 2009, Mordace attacked Odrugar at the head of a massive, ragtag fleet of space mercenaries, pirates, villains, and assorted scum. For years he'd been slowly building his forces, convincing the most dangerous criminals in the Galaxy that the riches of Odrugar would be theirs for the taking if they followed his command.

After distracting a significant portion of the Star*Guard with a false message that a star in a heavily-populated system was about to go nova and as many Guardsmen were needed as possible to help evacuate the settled worlds, Mordace's fleet approached Odrugar. He used an ancient Ghok'pa device to "shield" the fleet's mental emanations from CONTROL so their approach wouldn't be detected until it was too late.

Mordace's fleet struck with sudden savagery, warp-gating into the system near Odrugar and battering their way past its planetary defenses to strike at the main Guard complex. The word went out summoning every available Guardsman back to Odrugar to assist the Overseers, but of course travel distances meant many of them didn't have a prayer of arriving in time to help.

Mordace's forces landed under heavy fire from Guardsmen and automated defensive systems. His first target was the Guard's prison, where he freed dozens of the most dangerous criminals in the Galaxy (including Queen Lyrane, the "sludge-monster" Thrale, Korggon the Butcher, and the energy-being Zractor), more than a few of whom joined his army. Still, the defenders were slowing his progress down, and with literally thousands of StarGuards approaching as fast as possible, Mordace chose to abandon his other secondary goals and go after his main target: CONTROL itself.

At hideous loss of life, Mordace and his followers smashed their way into CONTROL's central chamber and attacked the most advanced computer in the Galaxy. One of Mordace's weapons in this fight was the freed super-criminal Egregor, a being apparently from "before time" whose strange quasi-psychic energies were able to pierce CONTROL's defenses better than anything else Mordace had access to.

Unfortunately for Mordace, CONTROL was just clever and powerful enough to hold him off until the assembled Star*Guard arrived to drive him away. Rather than be captured again Mordace fled with as much of his fleet as he could, leaving the rest to distract the Guard while he made good his escape.

The Guardsmen and Overseers finally reached CONTROL's central chamber and discovered to their relief that the super-computer hadn't been totally destroyed. But the situation was still grim — CONTROL's physical quantum matrix, which contained much of its memory and processing power, had been badly damaged. CONTROL, and thus the Star*Guard, had been greatly weakened, perhaps for years to come.

What Humanity Knows About the Star*Guard

Humanity's knowledge of the Star*Guard is relatively minimal, despite the fact that one of their own is a Guard. Based on information provided by Brin Rei Tarn and Andre Almena, and Anna Mills's book *Stand On Guard* (see page 15), knowledgeable Humans are aware that there's an organization called the Star*Guard that's dedicated to protecting the Galaxy and her inhabitants from all sorts of threats, evils, and injustices. They know that this organization claims to be approximately a million years old, and that it's based on the planet Odrugar, and that it supposedly has "thousands" of members. They know that each StarGuard wields a powerful super-tech staff as a weapon, but aren't aware of how powerful and versatile a Star-Staff truly is.

Humanity is not aware of the damage suffered by CONTROL during Mordace's 2009 attack or the current weakened state of the organization as a whole.

THE STAR*GUARD TODAY

Today the Star*Guard is the weakest it's been since the darkest days of the Malvan-Elder Worm War. It has a little under ten thousand active StarGuards, but its unifying force — CONTROL — is so badly damaged that it's likely to take years before it's restored to full functionality (and some data/memories may be lost forever). What's worse, with the freeing in 2009 of some of its worst enemies — Queen Lyrane and Valak the World-Ravager, to name just two — plus the ongoing existence of threats like Mordace and Xarriel, it and its members are at greater risk than ever before. If the Star*Guard is to survive, it will have to marshal all of its resources, rely more than ever on the bravery and competence of its members... and perhaps seek the outside assistance of superheroes such as your PCs.

ORGANIZATION AND STRUCTURE

Prior to 2009, the Star*Guard didn't really have anything in the way of ranks or chains of command. There was CONTROL, there were the Overseers of Odrugar, and then there were thousands of StarGuards. There was no real need for any sort of organizational hierarchy, because CONTROL could use its awesome power to psionically link itself with Guards on a mission and tell them which one of them was in charge, or even issue orders itself if necessary (or convey the orders of the Council).

Mordace's attack changed that, and the changes are still controversial among much of the Guard. CONTROL currently lacks many of its psionic abilities, including its psychic link powers, thus cutting off immediate (or even short-term) communication between a StarGuard out in the Galaxy and Odrugar. This has led to two developments.

STAR*GUARD RANKS

First, the Council of Overseers has instituted a rank system for the first time in the Guard's million-year history. Existing Guards were assigned ranks based on their experience, skills, and tenure; new recruits start with the lowest rank, Guardsman Blue, and work their way up. The Council intends to keep the rank system in place until either it thinks of something better or CONTROL's psychic link ability is restored.

From highest to lowest, the Star*Guard ranks are:

- Commander
- Warden
- Captain
- Sentinel
- Guardsman Gold
- Guardsman Silver
- Guardsman Blue

10

Since most StarGuards are assigned to a sector and cope with any threats that arise in that sector on their own, the rank system doesn't usually come into play. But it's become crucial in situations when the Overseers order two or more Guardsmen to work together on a mission. Groups of Guards are usually referred to as "squadrons,"and are commanded by the highest-ranking Guard present unless the Council provides other instructions.

The Marshals

StarGuards assigned to a particular sector usually have a group of one to five *Marshals* assisting them and living in their Star*Base. Marshals are non-superpowered "civilians" who've come to the Guard's attention for some reason. Perhaps they reacted particularly well during a crisis the Guard responded to, or have certain skills the Guard thinks would be helpful to his overall mission, or somehow impress the Guard with their bravery, honor, and morality.

As a Marshal, a person gets the benefit of living in an Odrugaran-built facility with Odrugaran technology and amenities, extensive exposure to the greater galactic community (particularly its superpowered elements), a generous stipend, and all the adventure he can handle. On the other hand, his life is usually at risk on a regular basis, and more than one Marshal has left the Guard crippled or in a coffin despite the best efforts of his Guard. It's not a job for most people... but for some, it's perfect.

Star*Guard Marshal Template

Cost	Ability
4	+2 DEX
3	+3 INT
3	+3 EGO
5	+5 PRE
1	Criminology 8-
1	KS: Odrugaran History And Civilization 8-
1	Paramedics 8-
3	Stealth (DEX Roll)
12	**Choose 12 points' worth of the following Skills:** Acrobatics, Animal Handler, Breakfall, Bureaucratics, Charm, Climbing, Combat Piloting, Combat Skill Levels, Computer Programming, Conversation, Criminology, Deduction, Electronics, Forensic Medicine, Forgery, Gambling, High Society, Interrogation, Lockpicking, Martial Arts, Navigation, Paramedics, Penalty Skill Levels, Persuasion, Security Systems, Skill Levels, Streetwise, Survival, Systems Operation, Tactics, Teamwork, Weapon Familiarity, any Background Skill, Contact

Total Cost Of Template Abilities: 33

Value Complications

15 **Hunted:** Star*Guard (Frequently, Mo Pow, NCI, Watching)

Total Value Of Template Complications: 15

Most StarGuards make an effort to have a diverse group of Marshals, mixing species and gender to find a blend that enhances the group's efficiency — but ultimately Guards care more about ability and results than anything else. If a crew of all-male Fex or a group of podlings from the R'kaili Hive are what's needed to get the job done, that's what the Guard will have.

There's no set number or composition of a group of Marshals. However, for most groups of three or more Marshals, it's common for the Guard to make sure one's a medical specialist, one a technician who can maintain the Star*Base and its computers (particularly its link to CONTROL), and at least one's capable of piloting the Base's StarJet.

Self-Reliance

The second result of losing CONTROL's psychic link ability is that individual StarGuards, particularly those assigned to specific sectors, have had to become much more self-reliant. In most cases this isn't a concern; after all, every Guardsman is heroic, moral, noble-minded, and intelligent, and thus tends to make the right decisions in most situations. But it can be a problem when a crisis skirts the edge of the Star*Guard's policies and codes — most commonly, when the question of whether a Guard should get involved in a local political matter arises. Ordinarily a Guardsman would consult the Council and get permission before deposing a dictator, intervening in a devastating war, or helping an established regime fight an opposition movement... but these days there often isn't time. Situations like that can evolve rapidly, and even Odrugaran technology can't transmit messages across the Galaxy without delay. Thus a StarGuard often ends up having to rely on his own judgment... something not all of them are always comfortable with.

The Sector System

To maximize the effiency of the Guard, the Council of Overseers long ago divided the Galaxy into 24 *quadrants,* each a wedge-shaped slice of the vast disk that is the Milky Way. Each quadrant is designated by a letter from one of the ancient Odrugaran alphabets and then subdivided into *sectors* that the Council identifies by six-digit numbers. Translated into English, this leads to sector names like Alpha-002749, Epsilon-193471, Omicron-221225, and Tau-943766. Earth is in Sector Zeta-491738; Malva is in Sector Xi-826771 (not that Malva needs any protection from galactic perils).

Not every sector is the same size. They're established based on what needs protection, so some only cover a single heavily-inhabited solar system that's frequently threatened by villains, natural disasters, or other dangers, while others cover multiple square parsecs of largely-uninhabited space. Nor does every sector have a StarGuard assigned to it. For one thing, there's too much galaxy and too few Guards. But beyond that, some sectors were created purely for administrative purposes, are relics of long-since-past patterns of galactic habitation or travel, and so on; they don't need protection like they did in "the old days." If something occurs in an "unassigned" sector, the Council has the nearest StarGuard investigate the situation and respond appropriately.

Star*Bases

A sector assigned a Guard has a *Star*Base* where the Guardsman lives. Built using Odrugaran technology, it's a veritable luxury resort, fortress, and police station rolled into one for most beings. Most Star*Bases are located far from centers of habitation to avoid any collateral damage if an enemy attacks. Moons of a system's outer planets are a favorite site; for example, Andre Almena's Star*Base is built on Europa, a satellite of Jupiter. However, sometimes for various reasons a Star*Base is constructed on, or in orbit of, an inhabited world.

Star*Guard Philosophy, Codes, Traditions, and Procedures

For an organization that's a million years old, the Star*Guard has a remarkably small body of written rules, regulations, and procedures. It never needed them, after all, since any Guard could instantly consult CONTROL or the Council of Overseers for information and advice. That's become something of a problem now that CONTROL isn't telepathically linked to every Guard, but fortunately the Star*Guard has a long-established body of traditions, policies, guidelines, and beliefs that are well-known to every Guardsman. Furthermore, the Council and CONTROL believe that their stringent process for finding and training Guards guarantees that Guards who complete the program successfully have the strength of character not to abuse their abilities. (A few exceptions like Mordace aside, they've been proven absolutely correct on this point.)

The primary tenets of the *Star*Guard Code* (as it's usually referred to in formal writing) are:

- A StarGuard must strive to preserve sentient life whenever possible, and must never use deadly force unless absolutely necessary for the defense of himself or others.
- A StarGuard must not interfere with the activities of local planetary, interplanetary, or interstellar governments without the express permission of the Council of Overseers. (This tenet has created more difficulties for the Guard than any other, particularly since Mordace's attack. It's definitely not unknown for the Council to decide, for example, that an evil despot must be overthrown no matter how legal his regime, that a rebellion is unjustified and must be stopped, or that a law is unjust and shall not influence a Guard in the conduct of his duties. But the Council wants to make those decisions itself, not leave them to StarGuards in the field.)
- A StarGuard must respect the cultures, traditions, and laws of the civilizations in his sector, where such things do not contradict other tenets of the Code or inflict significant harm that a Guardsman believes, in his best judgment, must be prevented.
- A StarGuard must honor all request for help from other StarGuards unless circumstances prevent him from doing so.
- A StarGuard will not interfere with the natural evolution or disintegration of a civilization without the express permission of the Council of Overseers. (This is another one that often causes some difficulty. Even with the Star*Guard's experience and long-term perspective, deciding what constitutes "natural" societal evolution, and what's "unnatural," is often problematic.)

The Star*Guard in Galactic Society

As a significant player on the galactic stage, the Star*Guard interacts with planetary, interplanetary, and interstellar civilizations on a regular basis. Most of the galaxy's major governments welcome, or at least tolerate, the presence of the Guard as an adjunct to their own law enforcement agencies. Others actively reject their assistance or consider them enemies of the state and threats to local authority. The Guard respects the wishes of the latter governments and doesn't interfere with them... unless and until they begin inflicting significant harm on innocents. Not wanting to have the Star*Guard around, and not becoming a target of the Star*Guard's crusade, are very different things.

The Guard tends to play several roles in galactosociopolitics. First and foremost Guardsmen see themselves as one of the threads that binds the greater galactic community together. They often carry news from one species to another, introduce one civilization to another so they can begin trading or open diplomatic relations, and generally try to improve the overall state of the Milky Way for the benefit of all its citizens. They tend to look at sentients who have starfaring capability as part of the galactic community first, and citizens of their respective local governments/members of their respective species second.

The Star*Guard versus a StarGuard

The same term — StarGuard — applies to both the organization as a whole and to its individual members (many of whom are simply known as "the StarGuard" by the people they serve and protect, not by a personal name). Thus, some sentients tend to get confused by the distinction and aren't entirely sure how to refer to their friendly local galactic policeman and his colleagues.

It's easy enough to determine what's being referred to in writing: Star*Guard (with an asterisk in the middle) is the organization; StarGuard (no asterisk) is an individual Guardsman. In speech the speaker has to make it clear from context, which can be tricky (especially if two species with very different languages, cultures, or means of perception are trying to communicate). Some people default to the term "Guardsman" or "Guardsmen" to avoid the confusion; others append specific names where known (StarGuard Almena, StarGuard na!dreee, StarGuard 33-7-12).

Second, the Star*Guard often helps to usher new civilizations into the galactic community. According to the Guard's traditions, when a species develops faster-than-light travel capabilities (and sometimes before that point), it's ready to become a part of the greater galaxy. In more than one case the first alien a new starfaring civilization has met has been a Star*Guard bringing them the greetings of the Council (and other responsible governments), databases of information on the galaxy (including both its history and the current state of affairs), and other useful gifts.

Third, the Star*Guard often acts as an arbitrator between species or civilizations that are in the middle of a conflict or building up to one. Since there's no "Galactic United Nations" to handle intergalactic disputes peacefully, the Star*Guard thinks of itself as the "next best thing" and tries to help as best it can. Some Guardsmen and Overseers are renowned for their diplomatic experience and skills. After all, saving a life by preventing a war from occurring is even more effective than saving one by intervening in an ongoing battle.

The Star*Guard on Odrugar

The heart of the Star*Guard is on the planet Odrugar, whose population is dedicated to assisting the Guard and upholding its ideals. Since 2009 the Odrugarans have had to work harder than ever before to make up for the crippling of CONTROL.

The Council of Overseers

Realizing that CONTROL alone shouldn't command the Star*Guard and that a "human" touch was often necessary when dealing with sentients, the earliest members of the Guard formed the *Council of Overseers* to direct the Guard's activities. Traditionally a Star*Guard in the field got his routine instructions from the Council, with CONTROL becoming involved only when necessary. These days, with CONTROL unable to communicate telepathically across the Galaxy, the Council's work is more important than ever.

The members of the Council come from two backgrounds. The first is the ranks of the Star*Guard itself; throughout the organization's history many Overseers have been retired Guardsmen. The second is the population of Odrugar. An Odrugaran who's selflessly served the Guard for many years and displayed wisdom and competence may find CONTROL offering him a position on the Council. (The Overseers sometimes make recommendations for new Overseers to the super-computer.) Overseers are identified simply by number in formal session, though of course they know each other's real names.

As of 2011 there are 27 Overseers on the Council, though in the past the number has risen as high as the 200s. Some Overseers have suggested that in light of CONTROL's current condition, the time has come to expand their ranks again, the better to ease the burden on all of them. Other Overseers are concerned that without CONTROL's full oversight, poor choices may be made that will affect the Council and the Guard for years to come, and thus urge caution. The debate continues.

The leader of the Council is the *Supreme Overseer,* or Overseer One, who's elected to his position by a majority vote of his fellows for as long as they choose to let him keep the office. (In other words, he's subject to a "vote of confidence" at any time for any reason.) The position is largely symbolic and administrative, since the Supreme Overseer only gets one vote like every other Overseer. Nonetheless it carries a certain amount of prestige and is often coveted by at least a few Overseers. As of 2011, the redoubtable Peligarth, an Odrugaran and former Guardsman, holds the position. His persuasiveness, diplomacy, well-deserved reputation as an honorable man, and talent for bureacratic manipulation have helped keep the Council functioning effectively despite the sometimes-rancorous debates that have arisen since Mordace's 2009 attack.

When an Overseer dies, his brain engrams are added to CONTROL's databanks so that his wisdom and experience will never be lost. Given CONTROL's current condition, it's not clear that it will be possible to keep doing this until significant repairs have been made, which deeply worries some Overseers (particularly the older ones whose engrams might be lost in the interim).

Overseer Sixteen

Background/History: Hagur Phad Loba was born on Odrugar several centuries ago. As an adult he went to work as a member of CONTROL's support staff, and eventually rose through the ranks from Technician to Director. In recognition of his skills, service, and wisdom, CONTROL selected him for the Council Of Overseers twenty years ago. As Overseer Sixteen, he has served the Guard to the best of his ability ever since.

Personality/Motivation: Despite the fact that he was never a Star*Guard, Overseer Sixteen is one of the most hawkish members of the Council, consistently voting to use the Guard as a direct weapon against the forces of evil. He believes strongly in finding the sources of evil and striking at them directly rather than wasting time with minions or distractions. A sizable contingent of Guardsmen agree with and support him, but on the Council itself he's in the minority (particularly since Mordace's attack, which has made most Overseers more cautious than usual).

OVERSEER SIXTEEN

Val	Char	Cost	Roll	Notes
10	**STR**	0	11-	Lift 100 kg; 2d6 HTH damage
15	**DEX**	10	12-	
13	**CON**	3	12-	
23	**INT**	13	14-	PER Roll 14-
25	**EGO**	15	14-	
20	**PRE**	10	13-	PRE Attack: 4d6
5	**OCV**	10		
5	**DCV**	10		
8	**OMCV**	15		
8	**DMCV**	15		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
6	**PD**	4		*Total:* 9 PD (3 rPD)
5	**ED**	3		*Total:* 8 ED (3 rED)
8	**REC**	4		
40	**END**	4		
11	**BODY**	1		
28	**STUN**	4		**Total Characteristics Cost: 141**

Movement: Running: 12m

Cost	Powers	END
50	**Odrugaran Psionic Abilities:** Multipower, 50-point reserve	
10v	**1) Mindreading:** Telepathy 10d6	5
10v	**2) Mental Attack:** Mental Blast 5d6	5
10v	**3) Thoughtcasting:** Mind Scan 10d6	5
10v	**4) Domination:** Mind Control 10d6	5
15	**Odrugaran Mental Wards:** Mental Defense (15 points)	0
7	**Unfazeability:** +15 PRE Only to Defend Against Presence Attacks (-1)	0
4	**Odrugaran Lifespan:** Life Support (Longevity: 1,600 year lifespan)	0

Perks

10 Fringe Benefit: Membership: Overseer of Odrugar

Talents

6 Combat Luck (3 PD/3 ED)
27 Danger Sense 14- (out of combat, immediate vicinity, sense)
3 Lightning Calculator
16 **Translator Matrix:** Universal Translator, 13- IIF (module behind ear, -¼)

Skills

5 Computer Programming 15-
3 Criminology 14-
3 Deduction 14-
3 High Society 14-
4 AK: The Milky Way Galaxy 15-
2 AK: Odrugar 11-
5 Oratory 14-
3 Persuasion 13-
3 PS: Overseer 14-
3 Stealth 12-
1 TF: Star*Guard Space Vehicles
3 Scholar
2 1) KS: CONTROL 14-
2 2) KS: Criminals Of The Known Galaxy 14-
3 3) KS: Galactic History 15-
2 4) KS: The Star*Guard 14-

Total Powers & Skills Cost: 225

Total Cost: 366

400 Matching Complications (75)

15 **Hunted:** Enemies of the Star*Guard (Frequently, As Pow, Capture/Kill)
15 **Psychological Complication:** Devoted To The Star*Guard's Ideals And Mission (Common, Strong)
15 **Psychological Complication:** Honest To A Fault (Common, Strong)

Total Complications Points: 45

Experience Points: 0

Overseer Sixteen is renowned for his scrupulous honesty. He never lies or shades the truth, which can make him seem blunt, even rude. He's aware of that, but would rather be considered rude than a liar.

Quote: "If you would kill a Kahargian daggerwing, you must strike at its head. If you waste energy striking at its limbs, it will cut you."

Powers/Tactics: Like more than a few Odrugarans, Overseer Sixteen has asked and received CONTROL's permission to have mental powers induced in him. This makes it easier for him to perform some aspects of his job, and in the event of an attack to defend himself. His aggressiveness in Council debates mirrors his aggressiveness in crisis situations, and since he lacks other powers (particularly defenses) he could easily get in over his head and require a Guardsman (or a PC) to rescue him.

Campaign Use: Overseer Sixteen is a fairly typical example of an Overseer who didn't previously serve as a StarGuard (though not all Overseers have mental powers). For a retired Guardsman Overseer, just apply the StarGuard Template to this character sheet.

Appearance: Overseer Sixteen is an Odrugaran, meaning he looks something like a human with ivory-colored skin who's been stretched vertically. He's 7'6" tall and slender. He has a long forehead, pointed ears, and purple-blue hair kept fairly short. His arms and legs are half again as long as proportional. He wears the elegant blue and silver robes of an Overseer.

CONTROL

Description: These two character sheets describe CONTROL, the ultra-computer that's the backbone of the Star*Guard. The first represents it when it's fully functional and in good working order; the second shows it as it is in 2011. (Immediately after Mordace's attack in 2009 CONTROL was in even worse shape, but two years of repair work have had some effect.) Star*Guard technicians estimate that it's likely to take years, possibly even more than a decade, for CONTROL to return to its pre-2009 level of power.

CONTROL's databanks, processors, peripherals, and related parts occupy the better part of two entire continents on Odrugar. Most people who wish to communicate with it directly visit PIM, its Primary Interaction Matrix, which occupies a room in the Citadel of the Guard.

Although it's a serious machine leading a serious organization on a serious crusade, CONTROL is more than just the sum of the brain engrams that form its primary programming. It has a personality of its own. It usually relates to people in a sort of benign, grandfatherly way, but has been known to be wry, sarcastic, and even impish when speaking with living sentients. Mordace's attack inflicted some damage to its personality matrices, causing it to have a much flatter affect than usual. Getting it "back to normal" in this respect will be a sign that repairs are proceeding well and be a real boost to Odrugar's (and the Star*Guard's) morale.

STAR*PRISON OCCUPANTS

As of 2011, some of the occupants of the Star*Prison include:

Araxon, a "hive being" who can split his body into a hundred tiny but dangerous motes of "bio-energy"

Carcharocles, an immensely strong sharkoid being

Doctor Parallax, a gadgeteer whose inventions sometimes rival Malvan technology

The God-Brother Princes, twin former tyrannical rulers of several systems

Ion, a powerful energy projector

Jarnevon, who can disintegrate matter by touching it

Kanufractis, a teleporter

Merrax, who can manipulate "mental electricity"

The Night Philosopher, a cruel, shadow-manipulating super-mage

Nucleus, a shrinking speedster

Talros, a sentient robot criminal

THE CITADEL OF THE GUARD

The Star*Guard's headquarters is known as the Citadel of the Guard (or, informally, just "the Citadel"). One of the grandest (and largest) buildings in the Milky Way Galaxy, it's a fitting home for an organization dedicated to justice and righteousness, and a fitting tribute to the Guard's power. Due to its size, it's equipped with numerous Odrugaran teleportation platforms to make getting around quick and easy. Some of its most prominent features include:

THE COUNCIL CHAMBER

The Council Chamber is where the Council of Overseers meets in formal session. It's a semi-circular chamber large enough to hold up to 200 Overseers (though it can be expanded to hold more if necessary). The Supreme Overseer and his two top aides/allies among the Council sit on a raised dais at the front, along the flat wall of the chamber (the Supreme Overseer's seat is set higher up than the other two). Behind the Supreme Overseer's seat there's an alcove containing an obelisk that's a stylized representation of a Star-Staff. The seats for the rest of the Overseers are arranged in a symmetrical semi-circle around a circular open area in front of the Supreme Overseer's dais. The open area contains a speaking podium that's reached by stairs; it's equal in height to the Supreme Overseer's seat. The walls are hung with blue banners displaying the Guard's silver star-and-circle symbol.

THE HALL OF VICTORY

The million-year history of the Star*Guard and it successes in the war against evil are celebrated in the Hall of Victory, a sort of combination museum and trophy room. Its relics of the Guard's greatest battles and extensive historical records of Guard activities are not only fascinating, but of great value to scholars.

One of the most awe-inspiring parts of the Hall is the Chamber of Heroes, which is filled with pictures and statues of the most famous StarGuards. Most Guardsmen regard being nominated to the Chamber as the highest honor they can receive.

THE STAR*PRISON

One entire wing of the Citadel is occupied by the Star*Prison, the facility where the Star*Guard imprisons some of the most dangerous criminals in the Galaxy. Odrugaran security devices installed throughout the facility ensure that no superpowers function within it (though Star-Staffs still work just fine for their Guardsmen). Disruptive or aggressive prisoners have to wear *neuralizers,* psionic devices that force the wearer to remain calm at all times.

CONTROL
(FULLY FUNCTIONAL)

Val	Char	Cost	Roll	Notes
60	**INT**	50	21-	PER Roll 21-
33	**EGO**	23	16-	
30	**DEX**	40	15-	
10	**OCV**	35		
3	**DCV**	0		
15	**OMCV**	36		
15	**DMCV**	36		
8	**SPD**	60		*Phases:* 2, 3, 5, 6, 8, 9, 11, 12

Total Characteristics Cost: 280

Cost	Powers	END
240	**Psionic Communication:** Telepathy 40d6 Reduced Endurance (0 END; +½); Unified Power (with Mind Scan and Mind Link; -¼)	0
240	**Psionic Communication:** Mind Scan 40d6 Reduced Endurance (0 END; +½); Unified Power (with Telepathy and Mind Link; -¼)	0
30	**Psionic Communication:** +30 OMCV with Mind Scan	0
76	**Psionic Communication:** Mind Link (Odrugaran and Alien classes of minds), up to 8,000 Star*Guard or Odrugaran minds at once, unlimited range in this dimension, No LOS Needed Unified Power (with Mind Scan and Telepathy; -¼)	0
80	**Network Linkage:** Mind Link (Machine class of minds), up to 2,000 Machine minds at once, unlimited range in this dimension, No LOS Needed	0
40	**Shielding:** Power Defense (40 points)	0
40	**Shielding:** Radio Group Flash Defense (40 points)	0
30	**Psychic Shielding:** Mental Defense (30 points total)	0
25	**Visual Sensor Systems:** Normal Sight	0
5	**Visual Sensor Systems:** Infrared Perception (Sight Group)	0
5	**Visual Sensor Systems:** Ultraviolet Perception (Sight Group)	0
5	**Visual Sensor Systems:** Nightvision	0
20	**Auditory Sensor Systems:** Normal Hearing	0
3	**Auditory Sensor Systems:** Ultrasonic Perception (Hearing Group)	0
20	**Radar Systems:** Radar (Radio Group), Increased Arc Of Perception (360 Degrees)	0
22	**Basic Communications:** HRRP (Radio Group), Discriminatory, Analyze	0
150	**Other Sensor And Communication Systems:** Variable Power Pool, 120 Pool + 120 Control Cost Only For Senses And Communications (-1)	var
765	**Long-Range Sensors:** MegaScale (1 light-year per Active Point; +4¼) for any Sensor Pool Sense Reduced Endurance (0 END; +½)	0
60	**Long-Range Sensors:** +40 versus Range for Radio Group	0

Talents

3	**Chronometer:** Absolute Time Sense
5	**Memory/Recorders:** Eidetic Memory
3	**Calculator:** Lightning Calculator
12	**Scanners:** Speed Reading (x100,000)
20	**Translation Matrix:** Universal Translator 21-

Skills

27	Computer Programming 33-
41	Cryptography 40-
17	Electronics 28-
42	AK: The Milky Way Galaxy 60-
3	KS: Archived Recent News 21-
3	KS: Current News 21-
26	KS: Galactic Crime 35-
16	KS: Galactic History And Politics 25-
21	KS: Galactic Law Enforcement 30-
16	KS: Galactic Militaries And Military Equipment 25-
26	KS: Galactic Superhumans 35-
21	KS: The Star*Guard 30-
4	**Voice Recognition Software:** Language: Odrugaran
3	Mechanics 21-
3	Security Systems 21-
3	SS: Astronomy 21-
3	SS: Biology 21-
3	SS: Chemistry 21-
3	SS: Computer Science 21-
3	SS: Electronic Engineering 21-
3	SS: Force Field Physics 21-
3	SS: Geology 21-
3	SS: Gravitics 21-
3	SS: Mathematics 21-
3	SS: Physics 21-
3	SS: Robotics 21-
3	Systems Operation 21-
3	Tactics 21-
500	More Skills, as appropriate

Programs

1	Diagnose Malfunctions
1	Engage/Operate Computer Security
1	Monitor Base Security Systems, Report Anomalies
1	Operate Base Sensors, Report Anomalies
1	Scan and Enter Data
1	Scramble/Unscramble Transmissions/Receptions
1	Search Reference Material For Information On A Topic
1	Send/Receive Data
60	60 Other Programs, as appropriate

Total Abilities Cost: 2,776

Total Computer Cost: 3,056

Value Complications

15	**Hunted:** Enemies of the Star*Guard (Frequently, As Pow, Capture/Kill)
15	**Psychological Complication:** Devoted To The Star*Guard's Ideals And Mission (Common, Strong)

Total Complications Points: 30

Total Cost: 3,056/5 = 611

CONTROL
(AFTER 2009 ATTACK)

Val	Char	Cost	Roll	Notes
30	**INT**	20	15-	PER Roll 15-
24	**EGO**	14	14-	
24	**DEX**	28	14-	
7	**OCV**	20		
3	**DCV**	0		
10	**OMCV**	21		
10	**DMCV**	21		
5	**SPD**	30		*Phases:* 3, 5, 8, 10, 12

Total Characteristics Cost: 154

Cost	Powers	END
120	**Psionic Communication:** Telepathy 20d6 Reduced Endurance (0 END; +½); Unified Power (with Mind Scan and Mind Link; -¼)	0
120	**Psionic Communication:** Mind Scan 20d6 Reduced Endurance (0 END; +½); Unified Power (with Mind Scan and Mind Link; -¼)	0
15	**Psionic Communication:** +15 OMCV with Mind Scan	0
65	**Network Linkage:** Mind Link (Machine class of minds), up to 250 Machine minds at once, unlimited range in this dimension, No LOS Needed	0
18	**Shielding:** Power Defense (18 points)	0
21	**Shielding:** Radio Group Flash Defense (21 points)	0
20	**Psychic Shielding:** Mental Defense (20 points total)	0
25	**Visual Sensor Systems:** Normal Sight	0
5	**Visual Sensor Systems:** Infrared Perception (Sight Group)	0
5	**Visual Sensor Systems:** Ultraviolet Perception (Sight Group)	0
5	**Visual Sensor Systems:** Nightvision	0
20	**Auditory Sensor Systems:** Normal Hearing	0
3	**Auditory Sensor Systems:** Ultrasonic Perception (Hearing Group)	0
20	**Radar Systems:** Radar (Radio Group), Increased Arc Of Perception (360 Degrees)	0
22	**Basic Communications:** HRRP (Radio Group), Discriminatory, Analyze	0
95	**Other Sensor And Communication Systems:** Variable Power Pool, 80 Pool + 60 Control Cost Only For Senses And Communications (-1)	var
510	**Long-Range Sensors:** MegaScale (1 light-year per Active Point; +4¼) for any Sensor Pool Sense Reduced Endurance (0 END; +½)	0
30	**Long-Range Sensors:** +20 versus Range for Radio Group	0

Talents

3	**Chronometer:** Absolute Time Sense
5	**Memory/Recorders:** Eidetic Memory
3	**Calculator:** Lightning Calculator
10	**Scanners:** Speed Reading (x10,000)
20	**Translation Matrix:** Universal Translator 15-

Skills

29	Computer Programming 28-
33	Cryptography 30-
17	Electronics 22-
27	AK: The Milky Way Galaxy 39-
3	KS: Archived Recent News 15-
3	KS: Current News 15-
19	KS: Galactic Crime 31-
10	KS: Galactic History And Politics 22-
6	KS: Galactic Law Enforcement 18-
11	KS: Galactic Militaries And Military Equipment 23-
19	KS: Galactic Superhumans 28-
14	KS: The Star*Guard 26-
4	**Voice Recognition Software:** Language: Odrugaran
3	Mechanics 15-
3	Security Systems 15-
3	SS: Astronomy 15-
3	SS: Biology 15-
3	SS: Chemistry 15-
3	SS: Computer Science 15-
3	SS: Electronic Engineering 15-
3	SS: Force Field Physics 15-
3	SS: Geology 15-
3	SS: Gravitics 15-
3	SS: Mathematics 15-
3	SS: Physics 15-
3	SS: Robotics 15-
3	Systems Operation 15-
3	Tactics 15-
350	More Skills, as appropriate

Programs

1	Diagnose Malfunctions
1	Engage/Operate Computer Security
1	Monitor Base Security Systems, Report Anomalies
1	Operate Base Sensors, Report Anomalies
1	Scan and Enter Data
1	Scramble/Unscramble Transmissions/Receptions
1	Search Reference Material For Information On A Topic
1	Send/Receive Data
45	45 Other Programs, as appropriate

Total Abilities Cost: 1,803

Total Computer Cost: 1,957

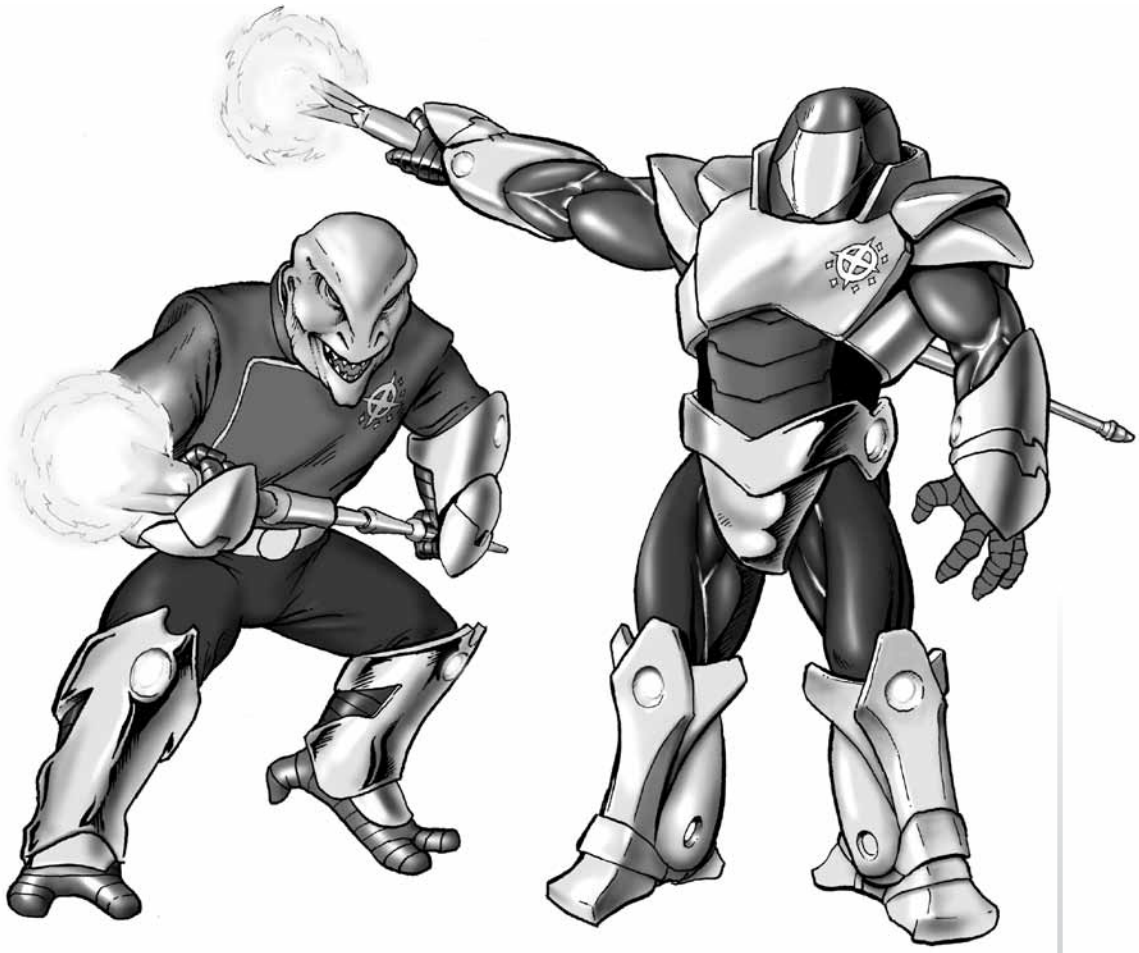
Value Complications

15	**Hunted:** Enemies of the Star*Guard (Frequently, As Pow, Capture/Kill)
15	**Psychological Complication:** Devoted To The Star*Guard's Ideals And Mission (Common, Strong)

Total Complications Points: 30

Total Cost: 1,957/5 = 391

10



The Prison was badly damaged in Mordace's 2009 attack and a number of the Star*Guard's greatest enemies were freed. Rebuilding it was a priority even over repairing CONTROL, and as of mid-2011 it's nearly back to its former condition. No other escapes have occurred since Mordace fled Odrugar.

THE GUARDSMEN

As powerful as CONTROL is, and as wise as the Overseers are, the true heart and soul of the Star*Guard are the Guardsmen themselves — nearly ten thousand sentients from dozens of species who put their lives on the line day after day to fight evil, protect the innocent from danger and oppression, and make the Milky Way a better place to live.

As of 2011, the typical Guardsman tends to be a sentient in his 20s or 30s (or the equivalent for his species). The Guard has a roughly equal split between males and females (though some Guardsmen don't come from species with genders), and about half of them are Odrugarans. A few don't have the necessary bodily structures to hold and wield a Star-Staff, in which case the Overseers have the Staff's powers built into a helmet, suit of armor, or some other accouterment appropriate to that Guardsman.

THE UNIFORM

The standard StarGuard uniform, recognized throughout the Galaxy by members of the galactic community, is a long-sleeved royal blue jacket/tunic that buttons down the far right side of the chest, with silver buttons, piping, and highlights. On the left breast of the jacket (above where the heart would be in a Human) is the Star*Guard symbol, a four-pointed silver star-and-circle. The jacket/tunic has a stiff, high collar that protects most of a typical humanoid's neck. One or more four-pointed silver stars (sans circle) surrounding the Star*Guard symbol on his left breast indicate the wearer's rank (they're placed around the outer edge of the circle, up to two per quadrant, the more stars the higher rank). His gloves are silver and flared. His pants and belt are black with a thin blue stripe down the outer side of each leg that matches the jacket/tunic; his boots are silver with turned-down cuffs. If a Guardsman needs to conceal his identity, he wears a silver domino-like mask that covers the upper half of his face but leaves the lower half and the top, sides, and back of his head visible. He carries the famed Star-Staff, a gold-colored staff that's as tall as he is. It's got a glowing golden orb on top and is shod at the bottom with a bronze-colored Odrugaran metal.

STARGUARD TEMPLATE

Cost	Ability
5	+5 STR
10	+5 DEX
5	+5 CON
5	+5 INT
5	+5 EGO
5	+5 PRE
10	+2 OCV
10	+2 DCV
6	+2 DMCV
10	+1 SPD
2	+2 PD
2	+2 ED
3	Combat Piloting (DEX)
3	Criminology (INT)
2	KS: Alien Species/Civilizations Of My Sector 11-
2	KS: Galactic Criminals 11-
2	KS: The Star*Guard 11-
16	**Odrugaran Staff-Fighting:** choose 16 points' worth of Martial Maneuvers from the Bojutsu (Staff-fighting) style on HSMA 23)
2	Navigation (Space) (INT)
3	Systems Operation (INT)
3	Tactics (INT)
2	TF: Star*Guard Space Vehicles
9	**Choose 9 points' worth of Skills from the following list:** Acrobatics, Breakfall, Bureaucratics, Combat Driving, Combat Skill Levels, Computer Programming, Deduction, Electronics, Forgery, High Society, Lockpicking, Mechanics, Paramedics, Penalty Skill Levels, Persuasion, Riding, Security Systems, Skill Levels, Stealth, Streetwise, Teamwork, any Background Skill, Contact
3	Fringe Benefit: Membership: Star*Guard (Guardsman Blue)
6	Environmental Movement: Zero-G Training
10	**Odrugaran Mental Discipline Training:** Mental Defense (10 points)
5	**Star Guard Unfazeability:** +10 PRE; Only to Defend Against Presence Attacks (-1)
229	Star-Staff (see CU 123 or Andre Almena's character sheet for details)
20	**Star*Guard Uniform:** Resistant Protection (10 PD/10 ED); OIF (-½)
13	**Star*Guard Uniform:** Life Support (Self-Contained Breathing; Safe Environments: all); OIF (-½)
16	**Translator Matrix:** Universal Translator (INT Roll); IIF (module behind ear; -¼)

Total Cost Of Template Abilities: 424

Value Complications

5	**Distinctive Features:** StarGuard uniform (Easily Concealed; Noticed And Recognizable)
15	**Hunted:** Enemies of the Star*Guard (Frequently, As Pow, Capture/Kill)
15	**Psychological Complication:** Devoted To The Star*Guard's Ideals And Mission (Common, Strong)
20	**Social Complication:** Subject To Orders (Very Frequently, Major)

Total Value Of Template Complications: 55

Since so many different sentient species belong to the Guard, some variations in the standard uniform are necessary to accomodate different body styles or consistencies of flesh, and the Overseers permit a few others in the cause of personal expression. For example, some Guards' uniforms don't have sleeves, or feature silver bracers instead of gauntlets. But most Guardsmen prefer to stick to the regular issue uniform.

BECOMING A STARGUARD

The Star*Guard and those who run it are very selective. The want the best of the best, beings of bravery, strength, and good judgment — so, not just anyone can join.

RECRUITMENT AND TRAINING

For most of the Star*Guard's history, the vast majority of Guardsmen were recruited directly by CONTROL. Using its vast mental and communications powers, CONTROL scoured the Galaxy in search of individuals it thought might be worthy to join the Star*Guard's ranks. When it found one, it would make contact and issue an invitation to come to Odrugar for training. If a sentient was unable to make it to Odrugar in a reasonable amount of time, CONTROL would send a Guardsman in a StarJet to pick him up.

However, even when CONTROL functioned at full capacity there was another way for a potential Guard to be recruited: to come to the attention of an existing StarGuard, who then "nominated" him for the Guard. This used to be relatively rare, but since Mordace's 2009 attack it's pretty much the only way new Guardsmen are recruited. This worries some of the Overseers, who fear a drop in the overall quality of Guards, but so far their fears seem to be unfounded. The same wisdom and perceptiveness that got existing Guardsman into the Guard makes them good judges of character.

A Guard candidate arrives on Odrugar, goes through a brief introductory course explaining the Guard and its place in the Galaxy to him... and then enters the most grueling, difficult period of his life. For the next two Odrugaran years his physical, mental, and moral capabilities are tested to their utmost, then pushed beyond what he thought he was capable of, then tested some more. He's taught what the Guard stands for and how to exercise his moral judgment properly in furtherance of its mission. He learns how to use the Star-Staff, not just its powers but as a simple weapon. He discovers how to protect himself not just physically, but mentally. He learns how to fly the Guard's starcraft, how to fight, and what sort of threats he's likely to face (and how best to deal with them).

The training course is so tough that roughly half the candidates don't make it through — either they quit voluntarily, or one of their instructors fails them for some reason and they're removed from the program. The ones who make it through graduate as the newest StarGuards, eager to join the battle against evil and injustice.

Sector Assignment

However, a new StarGuard doesn't necessarily get sent out into the field by himself right away. Depending on his record in the training program, the evaluations of his instructors, and the needs of the Guard, the Overseers may assign him to a wide variety of duties. He might be given courier- or scout-type duties, be "apprenticed" to a veteran Guardsman to continue his training, be sent for specialized training (see below), or any of a thousand other tasks.

Eventually, though, the Overseers deem most StarGuards fit for the standard Guardsman's assignment: being the protector of a specific sector of space. When this occurs the StarGuard is told of his new "home" and its current situation, given a StarJet, and sent out to occupy his sector's Star*Base and do his duty. In many cases the Overseers already have one or two Marshals picked out for him (possibly the ones who served his predecessor, if any). But that's not always the case, and in any event most Guardsmen end up acquiring some of their Marshals on their own during the course of their assignment.

Typically the Overseers try to assign a Guard to a sector of space he's already familiar with somehow — either the one where his own species lives, or one he studied intently during his training on the Overseers' instructions. But that isn't always possible; more than one Guardsman has found himself tens of thousands of light-years away from his homeworld, totally dependent on his translator matrix and Star*Base equipment to communicate with the sentients he's serving.

Retirement

Eventually age, injury, or personal inclination forces a StarGuard to leave the front lines of the crusade and find some other way to carry on the struggle. A few become Overseers, while others join the squad of instructors who run Guard recruits through their paces or take some other job on Odrugar. Some accept positions of authority in native governments in their former sector or other organizations, or return to their homeworld to serve as consultants to law enforcement. A retired Star*Guard keeps his Star-Staff and other equipment, but on his death the Star-Staff flies under its own power to Odrugar, where it is "cleansed" and in turn given to a new Guardsman.

Specialized StarGuards

While the vast majority of StarGuards are the "standard" Guard (the one described in the text above and accompanying Template), the Guard is a large organization and sometimes has specialized needs. Over the years it's developed programs to train Guards to fill these specific roles. These Guards aren't necessarily regarded as "elite" Guardsmen, just as regular Guards with some extra training... though in fact only the best of the regular Guards tend to get selected for this training.

StarAvenger Template

Character must also purchase the basic StarGuard Template, but substitutes the StarAvenger Star-Staff in this Template for the regular Star-Staff.

Cost	Ability
2	Increase Tactics by +1
3	Teamwork (DEX)
50	**StarAvenger Star-Staff Energy Reserves:** Endurance Reserve (300 END); OIF (-½)
17	**StarAvenger Star-Staff Energy Reserves:** Endurance Reserve (51 REC); OIF (-½); Recovers Only in Direct Starlight (-½)
120	**StarAvenger Star-Staff:** Multipower, 180-point reserve; all OIF (-½)
16v	**1) Starblast I:** Energy Blast 24d6; OIF (-½)
16v	**2) Starblast II:** Energy Blast 20d6, Armor Piercing (+¼); OIF (-½)
16v	**3) Starblast III:** RKA 8d6; OIF (-½)
16v	**4) Starblast IV:** Energy Blast 20d6, Reduced Endurance (½ END; +¼); OIF (-½)
12v	**5) Energy Field:** Resistant Protection (40 PD/40 ED); OIF (-½), Costs Endurance (-½)
12v	**6) Energy Wall:** Barrier 20 PD/20 ED, 20 BODY (up to 20m long, 8m tall, and ½m thick), Non-Anchored, Dismissable; OIF (-½), Costs Endurance (to maintain; -½)
17v	**7) Energy Manipulation:** Telekinesis (80 STR), Fine Manipulation; OIF (-½)
16v	**8) Atmospheric Flight:** Flight 100m, x32 Noncombat; OIF (-½)
6v	**9) Warp Flight:** FTL Travel (1 LY/3 minutes); OIF (-½)
2f	**10) Staff Strike:** HA +8d6; OIF (-½), Hand-To-Hand Attack (-¼) plus Reach +2m; OIF (-½)

Total Cost Of Template Abilities: 321

StarAvenger

StarAvengers are the "heavy hitters" of the Guard — the toughest, best-equipped fighters able to tackle opponents and situations a regular StarGuard has trouble with. They wield special Star-Staffs that are significantly more powerful than the regular model... but also much more difficult to manufacture.

A StarAvenger wears the standard StarGuard uniform, but his star-and-circle symbol is gold instead of silver.

StarKnight

A StarKnight is the opposite of a StarAvenger — he specializes in defending and protecting more than attacking. He wields the standard Star-Staff, but wears a suit of powered armor patterned after the StarGuard uniform. Only the bravest of the brave among the Guard are chosen to become StarKnights, for even more than other Guards they constantly risk their lives to protect and save other beings from harm.

The StarKnight template is on the next page.

StarKnight Template

Character must also purchase the basic StarGuard Template, but substitutes the Armor listed below for the regular StarGuard protective uniform.

Cost	Ability
75	**StarKnight Powered Armor:** Resistant Protection (25 PD/25 ED), Hardened (+¼), Impenetrable (+¼); OIF (-½)
52	**StarKnight Powered Armor Energy Modules:** Endurance Reserve (200 END, 42 REC); OIF (-½)
80	**StarKnight Powered Armor Tactical Modules:** Multipower, 120-point reserve; all OIF (-½)
13v	**1) Starblast:** Energy Blast 20d6; OIF (-½)
16v	**2) Auto-Starblast:** Energy Blast 16d6, Autofire (5 shots; +½); OIF (-½)
12v	**3) Energy Wall:** Barrier 20 PD/20 ED, 20 BODY (up to 15m long, 8m tall, and ½m thick), Non-Anchored, Dismissable; OIF (-½), Costs Endurance (to maintain; -½)
5v	**4) Point Defense:** Deflection; OIF (-½) plus +10 OCV with Deflection; OIF (-½), Costs Endurance (-½)
14v	**5) Energy Channeling:** Reflection (120 Active Points' worth), Any Target (+½); Only Works Against Energy Attacks (-¼)

Total Cost Of Template Abilities: 267

StarGuard Anodyne Template

Character must also purchase the basic StarGuard Template.

Cost	Ability
9	Paramedics (INT +3)
2	+2 to Systems Operation; Only For Medical Devices (-1)
3	Scientist
2	**SS:** Anatomy (INT)
2	**SS:** Biology (INT)
2	**SS:** Civic Engineering (INT)
2	**SS:** Medicine (INT)
2	**SS:** Surgery (INT)
2	**SS:** Xenoanatomy (INT)
2	**SS:** Xenobiology (INT)
24	**Advanced Odrugaran Medicines And Med-Tools:** Simplified Healing 4d6, 60 Charges (+½); OAF (-1), Extra Time (from a Full Phase to 1 Turn, depending on the situation; -½)
15	**Odrugaran Medi-Analyzer:** Detect Medical Condition 14- (Radio Group), Discriminatory, Analyze, Microscopic (x100); OAF (-1), Nonpersistent (-¼), Requires A Systems Operation Roll (for fine-tuning for specific tasks only; -0), Affected As Sight And Hearing Group As Well As Radio Group (-½) plus HRRP (Radio Group); OAF (-1), Affected As Sight And Hearing Group As Well As Radio Group (-½), Nonpersistent (-¼) plus Eidetic Memory; OAF (-1), Only To Remember Things Detected (-½)

Total Cost Of Template Abilities: 67

StarGuard Anodyne

While the Star*Guard is best known for fighting villains and similar threats, it does far more than that. Protecting innocents from harm sometimes entails missions like disaster relief, evacuating planets that are in the path of cosmic catastrophes, and helping the injured and sick. A special type of Guardsman, the *Anodyne,* spearheads these missions. Trained to perform medical procedures on every known species, and to provide assistance with infrastructure-related disasters, Anodynes are renowned for their kindness, mercy, and willingness to risk their own safety to save sentients from harm.

A StarGuard Anodyne wears the regular StarGuard uniform, except for two changes. First, all the parts of the standard uniform that are silver are green. Second, his belt is green, and attached to it on each hip are high-tech pouches/containers that hold medical supplies.

StarScout

Sometimes the best way to save lives and protect civilizations is to keep them out of danger in the first place. The *StarScout* division of the Star*Guard is devoted to missions involving rapid travel, reconaissance, and diplomacy. They can travel faster than a standard Guardsman, are trained to conduct negotiations, and are equipped with special communications and sensory devices. A StarScout wears the same uniform as a regular StarGuard, except that the blue parts are a rich gold and the silver parts are royal blue.

Since Mordace's 2009 attack, the StarScouts have been particularly busy. Because the Council can no longer rely on CONTROL's psionic communications abilities, important orders and information that can't simply be broadcast are often entrusted to StarScouts (or even ordinary Guardsmen flying StarJets). The Council also depends on the Scouts to gather information about what's going on around the Galaxy.

StarScout Template

Character must also purchase the basic StarGuard Template.

Cost	Ability
3	Persuasion (PRE)
3	Trading (PRE)
-19	Remove slots 8-9 from the Star-Staff Multipower and buy the following new Multipower
93	**Star-Staff Travel:** Multipower, 140-point reserve; all OIF (-½)
19v	**1) Atmospheric Flight:** Flight 120m, x32 Noncombat; OIF (-½)
6v	**2) Warp Flight:** FTL Travel (1 LY/2 minutes); OIF (-½)
31	**Communications/Sensor System:** HRRP (Radio Group), MegaScale (1 light-year per Active Point; +4¼); OIF (-½), Affected As Sight And Hearing Group As Well As Radio Group (-½)

Total Cost Of Template Abilities: 136

STARGUARD ANDRE ALMENA

Background/History: Andre Almena was born to loving parents in Barcelona, Spain in 1965. An adventuresome child, he often got in trouble or got hurt because he couldn't resist taking a dare or satisfying his boundless curiosity. But despite that he was a good kid, smart enough to excel in school, and always avoided getting into any truly serious difficulties. As he grew older, he channeled his energies into all sorts of sports, particularly football (soccer).

After graduating from university with a degree in history, Almena found himself at something of a loss, unsure of what to do with his life. He didn't want to go to work in some office, or join the military, or become an entrepreneur. He wanted to *help* people, but he wasn't quite sure how. While hoping for his "true calling" to come along, he became a Madrid fireman and did volunteer work in his spare time. He achieved some local fame for daringly rushing into burning buildings against orders to rescue people who'd been given up for dead.

When Star*Guard Brin Rei Tarn was killed in battle by Mordace in 1990, CONTROL gave serious thought to who should replace him. Many of his missions in recent years had involved the planet Earth and its intriguing inhabitants, Humans. At the rate they were developing, Humans would soon join the galactic community — so perhaps it was time to prepare for that societal transition. There'd never been a Human Star*Guard before, but that would be the perfect first step to introducing Humanity to the Galaxy around them. Scanning Human records and minds, CONTROL soon learned of Andre Almena. Rightly judging him the perfect sort of Guard candidate — brave, intelligent, and of strong moral character — CONTROL contacted him mentally and offered to bring him to Odrugar for training.

This was just the sort of thing Almena had been waiting for: a chance to truly help people and do something meaningful with his life. He accepted the offer without hesitation, and a few days later was living on an alien world training harder than he'd ever trained in his life. The next two years were grueling, but Almena throve under the pressure and completed the training program with one of the highest scores in Star*Guard history. CONTROL immediately assigned him to Sector Zeta-491738, and he took up residence in the Star*Base on Jupiter's moon Europa. He's served Earth, and the other worlds of Zeta-491738, as Star*Guard ever since.

Personality/Motivation: Almena fits the StarGuard ideal to a T. His entire personality is oriented toward helping others, whether that's the simple matter of rescuing a stranded starship and towing it to a space station for repairs, or facing down an entire team of superpowered criminals to protect a single person's life. He won't kill, but aside from that he's willing to do nearly anything or make any sacrifice necessary to carry out his mission. Evil and injustice have few more implacable foes than the StarGuard of Sector Zeta-491738.

When he's not in mid-mission, Almena typically comes across as a relaxed, self-confident man who enjoys learning new things, the company of good friends, and excitement. If he has no other demands on his time he can often be found exploring his sector, reveling in the amazing sights and experiences the Galaxy has to offer. He also enjoys participating in meals and cultural events with sentients living in his sector.

Quote: "That's far enough. In the name of the Star*Guard, surrender at once!... or I'll do whatever it takes to stop you."

Powers/Tactics: Andre Almena wields the traditional Star-Staff and has been extensively trained in Star*Guard fighting techniques and tactics. As of 2011 he has nearly two decades' experience using his powers and wits to fight all sorts of crime and evil, so it's difficult to surprise or trick him.

In most combats Almena prefers to start the battle by putting up heavy defenses and then Grabbing the enemy with Telekinesis (or sometimes englobe them with his Barrier). If he can't restrain a foe that way (or there are too many for him to hold onto them all), he'll switch to various Blasts in an effort to render them unconscious.

Campaign Use: Almena is your best bet for introducing your Human superheroes not only to the Star*Guard itself, but to the greater galactic community as a whole (and galactic supervillains!). He can request their help with missions, or even ask them to deal with a threat he can't handle because he has to cope with something else on the other side of the sector. Soon a fruitful working partnership has been formed, and the PCs get to have some adventures beyond the confines of Earth.

To make Almena a tougher opponent, either convert him to a StarAvenger or give him more devices (there's no Star*Guard rule that says he can't equip himself with other gadgets, it's just not a common thing for Guardsmen to do). To weaken him, remove his Martial Arts and/or reduce his SPD to 4.

Appearance: The StarGuard responsible for guarding Earth's sector of space is Andre Almena, a Spaniard who looks like he's about forty years old. He wears the standard StarGuard uniform, with the addition of a silver half-face mask to conceal his identity (most Humans know him simply as "StarGuard"). His hair is black and cut short; his eyes are brown.

Andre Almena's Marshals

As of 2011, Andre Almena has three Marshals helping him battle crime and injustice in Sector Zeta-491738:

Kala Tah Breyel: An attractive Dendrian woman with violet skin and an often-sharp tongue, Breyel comes from a wealthy family but turned her back on a life of privilege and luxury to become one of her people's "space sentinels," a sort of police officer patrolling the spacelanes. She met Almena when he rescued her from an ambush by space pirates; the two of them teamed up and went on to defeat the pirates and capture their leader. Wanting to experience more of that life, she accepted Almena's offer to become a Marshal.

Pete Langford: A gifted Human tinkerer and computer programmer, Langford maintains the Star*Base's equipment and also pilots the StarJet. Working with Almena has brought him out of his shell, transforming a once painfully shy young man into a self-confident, even heroic individual. But he still can't muster the courage to confess his love for Kala....

Tor'tagla: One of the few surviving Anthari since Valak the World-Ravager destroyed his people's homeworld (see page 264), Tor'tagla is sometimes bitter and depressed, but has found a good measure of solace working with Almena to save others from the sort of fate his species experienced. A former soldier, he often proposes tactics that are a little too blunt and brutal for Almena's taste, but his advice is still valuable for all that. He has a burning hatred of Valak and would probably sacrifice everything, even the entire Star*Guard, for a chance to kill him.

StarJets

When a StarGuard needs to travel quickly and bring passengers along, flying via Star-Staff won't get the job done. Instead a Guardsman will pilot his *StarJet.* Each Star*Base has at least one Jet, and some have several.

A StarJet is a sleek, wedge-shaped starship capable of carrying up to five passengers (plus its Guardsman pilot) in comfort, or up to 11 passengers in cramped conditions. It can achieve a top speed of one light-year per minute and can enter atmospheres without difficulty. It's not heavily armed (just one forward energy cannon, RKA 8d6, Armor Piercing) but is well defended (a Resistant Protection (30 PD/30 ED) force-field). Its efficient Odrugaran power plant provides all the energy it needs to operate.

In most groups of Marshals there's usually at least one who can fly the StarJet. Some Guardsmen insist that *all* their Marshals learn the basics of piloting the ship, since in an emergency you never know who'll be in a position to operate the vessel.

StarGuard Andre Almena

Val	Char	Cost	Roll	Notes
20	**STR**	10	13-	Lift 400 kg; 4d6 HTH damage [2]
20	**DEX**	20	13-	
20	**CON**	10	13-	
20	**INT**	10	13-	PER Roll 13-
18	**EGO**	8	13-	
25	**PRE**	15	14-	PRE Attack: 5d6
8	**OCV**	25		
9	**DCV**	30		
3	**OMCV**	0		
6	**DMCV**	9		
5	**SPD**	30		*Phases:* 3, 5, 8, 10, 12
8	**PD**	6		*Total:* 18 PD (10 rPD)
8	**ED**	6		*Total:* 18 ED (10 rED)
8	**REC**	4		
40	**END**	4		
15	**BODY**	5		
40	**STUN**	10		**Total Characteristics Cost: 202**

Movement: Running: 12m
Flight: 80m

Cost	Powers	END
33	**Star-Staff Energy Reserves:** Endurance Reserve (200 END) OIF (-½)	
14	**Star-Staff Energy Reserves:** Endurance Reserve (40 REC) OIF (-½); Recovers Only in Direct Starlight (-½)	
80	**Star-Staff:** Multipower, 120-point reserve All OIF (-½)	
13v	**1) Starblast I:** Blast 20d6 OIF (-½)	10
13v	**2) Starblast II:** Blast 15d6 Armor Piercing (+¼); OIF (-½)	9
12v	**3) Starblast III:** RKA 6d6 OIF (-½)	9
12v	**4) Starblast IV:** Blast 14d6 Reduced Endurance (½ END; +¼); OIF (-½)	3
9v	**5) Energy Field:** Resistant Protection (30 PD/30 ED) OIF (-½), Costs Endurance (-½)	9
10v	**6) Energy Wall:** Barrier 15 PD/15 ED, 15 BODY (up to 16m long, 8m tall, and ½m thick), Non-Anchored, Dismissable OIF (-½), Costs Endurance (to maintain; -½)	10
13v	**7) Energy Manipulation:** Telekinesis (60 STR), Fine Manipulation OIF (-½)	10
13v	**8) Atmospheric Flight:** Flight 80m, x32 Noncombat OIF (-½)	10
6v	**9) Warp Flight:** FTL Travel (1 LY/3 minutes) OIF (-½), Costs Endurance (-½)	4
1f	**10) Staff Strike:** HA +4d6 OIF (-½), Hand-To-Hand Attack (-¼) **plus:** Reach +2m OIF (-½)	2

Martial Arts: Odrugaran Staff-Fighting

	Maneuver	*OCV*	*DCV*	*Damage/Effect*
4	Block	+2	+2	Block, Abort
4	Disarm	-1	+1	Disarm, +10 STR to Disarm roll
5	Jab	+1	+3	Weapon
3	Legsweep	+2	-1	Weapon +1 DC Strike, Target Falls
4	Nerve Strike	-1	+1	2d6 NND(1)
4	Shove	+0	+0	+15 STR to Shove
4	Strike	+0	+2	Weapon +2 DC Strike
5	Smash	-2	+1	Weapon +4 DC Strike

20 **Star*Guard Uniform:** Resistant Protection (10 PD/10 ED) 0
OIF (-½)

13 **Star*Guard Uniform:** Life Support (Self-Contained Breathing; Safe Environments: all) 0
OIF (-½)

10 **Odrugaran Mental Discipline Training:** Mental Defense (10 points) 0

5 **Star Guard Unfazeability:** +10 PRE 0
Only to Defend Against Presence Attacks (-1)

Perks

3 Fringe Benefit: Membership: Star*Guard

Talents

6 Environmental Movement: Zero-G Training

16 **Translator Matrix:** Universal Translator 13-
IIF (module behind ear; -¼)

Skills

30 +3 with All Combat

3 Combat Piloting 13-
2 Computer Programming 10-
3 Criminology 13-
3 Deduction 13-
1 Electronics 8-
1 High Society 8-
2 KS: Alien Species/Civilizations Of Sector Zeta-491738 11-
2 KS: Galactic Criminals 11-
2 KS: Spanish History 11-
2 KS: The Star*Guard 11-
2 Language: English (fluent conversation; Spanish is Native)
2 Language: Odrugaran (fluent conversation)
1 Mechanics 8-
2 Navigation (Space) 13-
2 Paramedics 10-
2 PS: Firefighting 11-
2 PS: Play Football (Soccer) 11-
3 Stealth 13-
3 Systems Operation 13-
3 Tactics 13-
3 Teamwork 13-
2 TF: Star*Guard Space Vehicles

Total Powers & Skills Cost: 413

Total Cost: 615

400 Matching Complications (75)

5 **Distinctive Features:** StarGuard uniform (Easily Concealed; Noticed And Recognizable)
15 **Hunted:** Enemies of the Star*Guard (Frequently, As Pow, Capture/Kill)
15 **Psychological Complication:** Devoted To The Star*Guard's Ideals And Mission (Common, Strong)
20 **Psychological Complication:** Code Versus Killing (Common, Total)
20 **Social Complication:** Subject To Orders (Very Frequently, Major)
15 **Social Complication:** Secret Identity (Frequently, Major)

Total Complications Points: 75

Experience Points: 215

Enemies of the Star*Guard

In addition to Valak the World-Ravager (see CV3 309), here are some of the Star*Guard's deadliest enemies and most persistent foes.

Astron

Background/History: Three and a half million years ago, during the waning of the first great period of galactic civilization, there existed a planet inhabited by the Vritani, an advanced, benevolent people of great learning and wisdom. Vritan was a lush and bountiful world... until one day when plants and animals began dying unexpectedly, from no cause anyone could see. After months of research a gifted scientist named Pálesh discovered that the planet's biosphere was being "poisoned" by the energies of an extradimensional sun that had somehow become "dimensionally coterminous" with Vritan's sun.

Vritani science was powerful, but not powerful enough to move a sun in another dimension, so Pálesh and his colleagues looked for other ways to solve the problem. Eventually they developed a "vitality process" that they believed would "strengthen" Vritan's biosphere to the point where it could resist the dangerous effect of the extradimensional sun's energies. In effect they were going to "boost" Vritan's "immune system."

The vitality machine was built to the most exacting standards Pálesh could calculate. With more and more creatures and people dying every day, he and his fellow scientists rushed to complete the work... and as soon as they were done they switched it on.

Unfortunately, they didn't understand the vitality process as well as they thought they did. It didn't just strengthen Vritan's biosphere, it "augmented" and "increased" it in strange ways that literally brought the planet itself to life! Shrugging and stretching itself "awake," the planet shattered itself into millions of fragments and dispersed its atmosphere, killing every being that had once lived on its surface. Finding itself "hungry," it crushed the other planets in its solar system and ate them, one by one. Then it drifted off into space in search of more food....

Personality/Motivation: Astron exists... to exist. Although sentient, he's also very much a creature of instinct and a prisoner of his particular circumstances — essentially a force of nature that sometimes has to be stopped. He doesn't particularly care about any being who's not powerful enough to challenge him; it doesn't bother him in the slightest if a planet he consumes is inhabited. In some ways he may come across to PCs who oppose him as petty or childlike, insisting that he be allowed to eat any world he takes a fancy to.

Quote: "I can crush worlds, and I intend to crush that one. Stand aside lest I crush you first."

Powers/Tactics: Astron (a name he apparently thought up for himself early in his existence) is a living "asteroid belt" with a mass roughly equal to Earth if he chooses to assemble all his pieces into a sphere. He has total control over the shape of his form. Most of the time he's simply a gargantuan "cloud" of rocks moving through space, but when he wants to destroy and consume a world, or has to fight superhumans or galactic beings, he usually takes a more humanoid form so he can use his "arms" as weapons. If necessary he can reach up to two billion kilometers away from himself.

Astron has no way to attack other than brute force, but that's more than enough to handle most foes. He can lift 25 zettatons (25×10^{21} tons) and inflict 80d6 damage with a single punch. His "hands" are large enough to grasp entire planets, and thus can easily hurt an entire superteam that's not smart enough to spread itself out over a wide enough distance, but he can also narrow down his attacks to "poke" one target with a single "finger."

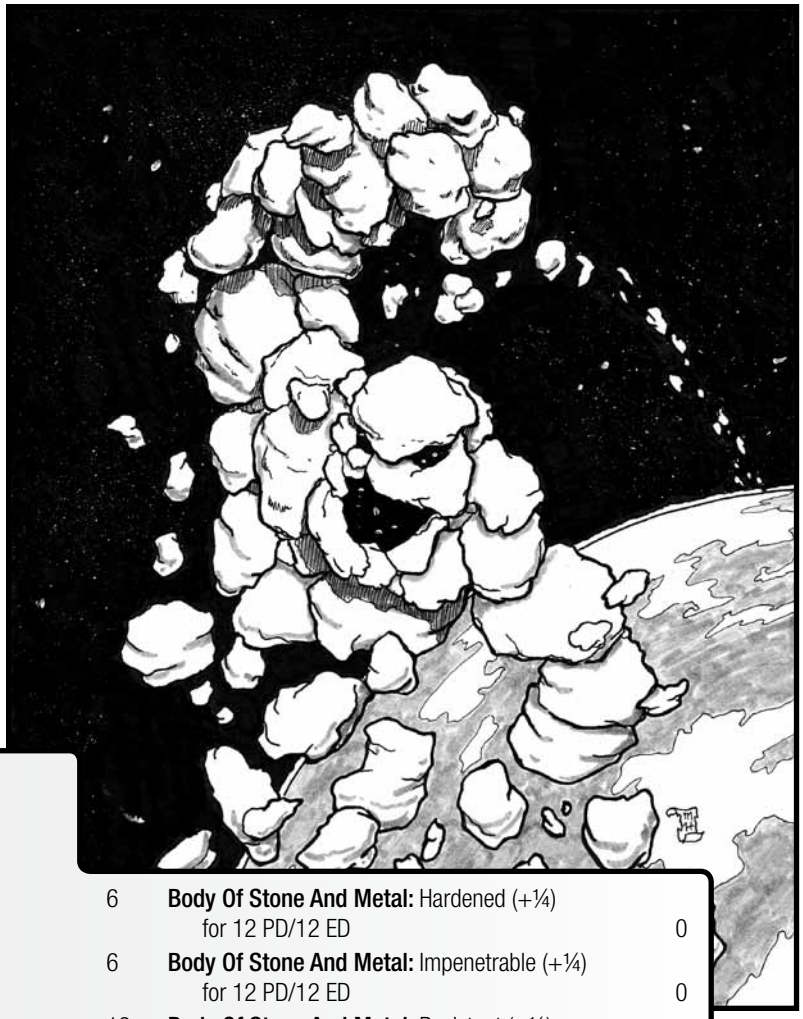
Campaign Use: Astron is basically a natural disaster you can wield as a weapon against entire planets (or PC teams). If he drifts into inhabited space and seems hungry, it will take the combined efforts of the Star*Guard, your PCs, and whoever else they can muster to drive him away or convince him to munch on some planet no one cares about.

Astron's origin, related above, is unknown to the Galaxy; not even CONTROL or the Malvans are aware of where Astron originally came from. It might be possible to trace his travels through the Galaxy using hyper-science sensors (though a lot has changed in the Milky Way in the last 3.5 million years), but even then all that could be determined would be his "cradle," not what caused him to come to life.

In the hopefully unlikely event you need to make Astron a more difficult opponent, just

increase his STR and defenses. To weaken him give him less control over his form, making it possible for PCs to "disrupt" him for some period of time by attacking the right part of his body... assuming they can figure out which part. (You can represent this with a Physical Complication.)

Appearance: Astron is a living asteroid field. He can rearrange the asteroids and space rocks that form his body at will, shaping himself to be anything from a literal asteroid belt or field to a densely-packed globe of rocks roughly the size of Earth. When about to consume a planet or when confronting humanoid heroes he often rearranges his component asteroids into a humanoid shape hundreds or thousands of miles tall. (This form may or may not include a head, depending on his mood; if so the "eyes" and "mouth" are indicated by gaps in the field, though they're not "lit" in any way so they're hard to see unless there's a light-colored object behind his head for contrast.) He lives in outer space; he enters a planetary atmosphere only when in the process of crushing and consuming that world.



ASTRON

Val	Char	Cost	Roll	Notes
400	**STR**	390	89-	Lift 25 zettatons; 80d6 HTH damage [80]
14	**DEX**	8	12-	
350	**CON**	340	79-	
15	**INT**	5	12-	PER Roll 12-
50	**EGO**	40	19-	
250	**PRE**	240	59-	PRE Attack: 50d6
8	**OCV**	25		
5	**DCV**	10		
3	**OMCV**	0		
5	**DMCV**	6		
4	**SPD**	20		*Phases:* 3, 6, 9, 12
12	**PD**	10		*Total:* 12 PD (12 rPD)
12	**ED**	10		*Total:* 12 ED (12 rED)
100	**REC**	96		
500	**END**	96		
1,000		**BODY**	990	
500	**STUN**	240		**Total Characteristics Cost: 2,526**

Movement: Running: 0m
Flight: 1m-20,000 km
FTL: 1 LY/month

Cost	Powers	END
1,200	**Planet-Sized Form:** MegaArea (hands and feet are roughly the size of Earth; +2) for 400 STR Reduced Endurance (0 END; +½)	0
30	**Control Over His Form:** Shape Shift (Sight, Hearing, Touch, and Radio Sense Groups, any form a mass of rocks the size of Earth could assume) Reduced Endurance (0 END; +½); Unified Power (with Reach; -¼)	
45	**Control Over His Form:** Reach +20m (see 6E1 284) MegaScale (1m = 100 million km; +3); Unified Power (with Shape Shift; -¼)	0
6	**Body Of Stone And Metal:** Hardened (+¼) for 12 PD/12 ED	0
6	**Body Of Stone And Metal:** Impenetrable (+¼) for 12 PD/12 ED	0
12	**Body Of Stone And Metal:** Resistant (+½) for 12 PD/12 ED	0
40	**Body Of Stone And Metal:** Life Support (Total, including Longevity: Immortality)	0
60	**Lives In Space:** Flight 20m MegaScale (1m = 10,000 km; +2)	6
12	**Lives In Space:** FTL Travel (1 LY/month) Costs Endurance (-½)	
-12	**Lives In Space:** Running -12m (0m total)	
-2	**Lives In Space:** Leaping -4m (0m total)	
-2	**Lives In Space:** Swimming -4m (0m total)	
5	**Space Eyes:** Infrared Perception (Sight Group)	0
5	**Space Eyes:** Ultraviolet Perception (Sight Group)	0
12	**Space Eyes:** HRRP (Sight Group)	0
130	**Space Eyes:** MegaScale (1 solar system's distance [500 AU] per Active Point; +3½) for Sight Group Senses Reduced Endurance (0 END; +½)	

Total Powers & Skills Cost: 1,547

Total Cost: 4,073

400	**Matching Complications (75)**
10	**Hunted:** Star*Guard (Infrequently, Less Pow, NCI, Capture/Kill)
30	**Physical Complication:** Planet-Sized (+46 OCV for others to hit, +46 to PER Rolls for others to perceive) (All The Time, Greatly Impairing)

Total Complications Points: 40

Experience Points: 3,708

MORDACE

Val	Char	Cost	Roll	Notes
25	**STR**	15	14-	Lift 800 kg; 5d6 HTH damage [2]
18	**DEX**	16	13-	
20	**CON**	10	13-	
25	**INT**	15	14-	PER Roll 14-
25	**EGO**	15	14-	
25	**PRE**	15	14-	PRE Attack: 5d6
8	**OCV**	25		
8	**DCV**	25		
8	**OMCV**	15		
8	**DMCV**	15		
6	**SPD**	40		*Phases:* 2, 4, 6, 8, 10, 12
10	**PD**	8		*Total:* 20 PD (10 rPD)
10	**ED**	8		*Total:* 20 ED (10 rED)
10	**REC**	6		
40	**END**	4		
15	**BODY**	5		
60	**STUN**	20		**Total Characteristics Cost: 257**

Movement: Running: 12m
Flight: 80m
FTL: 1 LY/3 minutes

Cost	Powers	END
33	**Empyrean Staff Energy Reserves:** Endurance Reserve (200 END) OIF (-½)	0
14	**Empyrean Staff Energy Reserves:** Endurance Reserve (40 REC) OIF (-½); Recovers Only in Direct Starlight (-½)	0
93	**Empyrean Staff:** Multipower, 140-point reserve All OIF (-½)	
13v	**1) Starblast I:** Blast 20d6 OIF (-½)	10
13v	**2) Starblast II:** Blast 15d6 Armor Piercing (+¼); OIF (-½)	9
12v	**3) Starblast III:** RKA 6d6 OIF (-½)	9
12v	**4) Starblast IV:** Blast 14d6 Reduced Endurance (½ END; +¼); OIF (-½)	3
13v	**5) Energy Manipulation:** Telekinesis (60 STR), Fine Manipulation OIF (-½)	10
11v	**6) Energy Bonds:** Entangle 8d6, 8 PD/8 ED OIF (-½)	8
9v	**7) Energy Field:** Resistant Protection (30 PD/30 ED) OIF (-½), Costs Endurance (-½)	9
10v	**8) Energy Wall:** Barrier 15 PD/15 ED, 15 BODY (up to 16m long, 8m tall, and ½m thick), Non-Anchored, Dismissable OIF (-½), Costs Endurance (to maintain; -½)	10
1f	**9) Attack Blocking:** Deflection OIF (-½)	2
13v	**10) Atmospheric Flight:** Flight 80m, x32 Noncombat OIF (-½)	10
6v	**11) Warp Flight:** FTL Travel (1 LY/3 minutes) OIF (-½), Costs Endurance (-½)	4
1f	**12) Staff Strike:** HA +4d6 OIF (-½), Hand-To-Hand Attack (-¼) **plus:** Reach +2m OIF (-½)	2
40	**Lorghil Mentatics:** Multipower, 40-point Reserve	
8v	**1) Mindreading:** Telepathy 8d6	4
8v	**2) Mental Agony:** Mental Blast 4d6	4
8v	**3) Sense Manipulation:** Mental Illusions 8d6	4

Martial Arts: Ordrugaran Staff-Fighting

Maneuver	*OCV*	*DCV*	*Notes*
4 Choke	-2	+0	2½d6 NND (2)
4 Disarm	-1	+1	Disarm, 55 STR to roll
3 Legsweep	+2	-1	8d6 Strike; Target Falls
4 Nerve Strike	-1	+1	2½d6 NND (1)
5 Parry	+1	+3	Block, Abort
4 Strike	+0	+2	9d6 Strike
8 +2 DCs (already added in)			
1 Use Art Barehanded			

Cost		END
77	**Assorted Alien Traps And Devices:** Variable Power Pool (Gadget Pool), 60 Pool + 60 Control Cost Focus (must have at least -¼ worth of this Limitation; -¼), Can Only Be Changed In A Lab/Arsenal (-½)	
20	**Ghok'pa Battle Suit:** Resistant Protection (10 PD/10 ED) OIF (-½)	0
40	**Ghok'pa Battle Suit:** Damage Negation (-6 DCs Physical and Energy) OIF (-½)	0
13	**Ghok'pa Battle Suit:** Life Support (Self-Contained Breathing; Safe Environments: all) OIF (-½)	0
10	**Odrugaran Mental Discipline Training:** Mental Defense (10 points)	0
5	**Unfazability:** +10 PRE Only To Protect Against Presence Attacks (-1)	0
1	**Lorghil Extended Lifespan:** Life Support (Longevity — 200 year lifespan)	0
7	**Ghok'pa Battle Suit:** Sight Group Flash Defense (10 points) OIF (-½)	0
7	**Ghok'pa Battle Suit:** Hearing Group Flash Defense (10 points) OIF (-½)	0
6	**Ghok'pa Battle Suit:** HRRP (Radio Group) OIF (-½), Affected As Sight And Hearing Groups As Well As Radio Group (-½)	0
3	**Ghok'pa Battle Suit:** Infrared Perception (Sight Group) OIF (-½)	0
3	**Ghok'pa Battle Suit:** Ultraviolet Perception (Sight Group) OIF (-½)	0
7	**Ghok'pa Battle Suit:** Increased Arc Of Perception (360 Degrees) for Sight Group OIF (-½)	0
6	**Ghok'pa Battle Suit:** +6 versus Range Modifier for Sight Group OIF (-½)	0
13	**Ghok'pa Battle Suit Radar Array:** Radar (Radio Group), Increased Arc Of Perception (360 Degrees) OIF (-½)	0

Talents

27 Danger Sense 14- (out of combat, immediate vicinity, sense)
6 Environmental Movement: Zero-G Training
3 Lightning Calculator
3 Lightsleep
16 Translator: Universal Translator 14- IIF (module behind ear; -¼)

Skills

30 +3 with All Combat

3 Acrobatics 13-
3 Acting 14-
3 Breakfall 13-
3 Combat Piloting 13-
3 Criminology 14-
3 Deduction 14-
3 Disguise 14-
3 High Society 14-
9 AK: Milky Way Galaxy 20-
2 KS: Alien Species/Civilizations Of My Sector 11-
2 KS: Galactic Criminals 11-
2 KS: Galactic History 11-
2 KS: The Star*Guard 11-
1 Language: Odrugaran (basic conversation; Lorghil is Native)
3 Mechanics 14-
2 Navigation (Space) 13-
11 Power: Gadgeteering 18-
3 Shadowing 14-
3 Stealth 13-
3 Streetwise 14-
8 Survival (Desert, Mountain, Temperate/Subtropical, Tropical) 14-
3 Systems Operation 13-
3 Tactics 13-
2 TF: Star*Guard Space Vehicles

Total Powers & Skills Cost: 737

Total Cost: 994

400 Matching Complications (75)

20 **Hunted:** Star*Guard (Infrequently, Mo Pow, NCI, Capture/Kill)
20 **Negative Reputation:** betrayer of the Star*Guard and killer of millions, wanted in dozens of star systems (Very Frequently, Extreme)
20 **Psychological Complication:** Megalomaniac (Very Common, Strong)
15 **Psychological Complication:** Enjoys Spreading Terror, Chaos, And Destruction (Common, Strong)
15 **Psychological Complication:** Obsessed With Destroying The Star*Guard (Common, Strong)

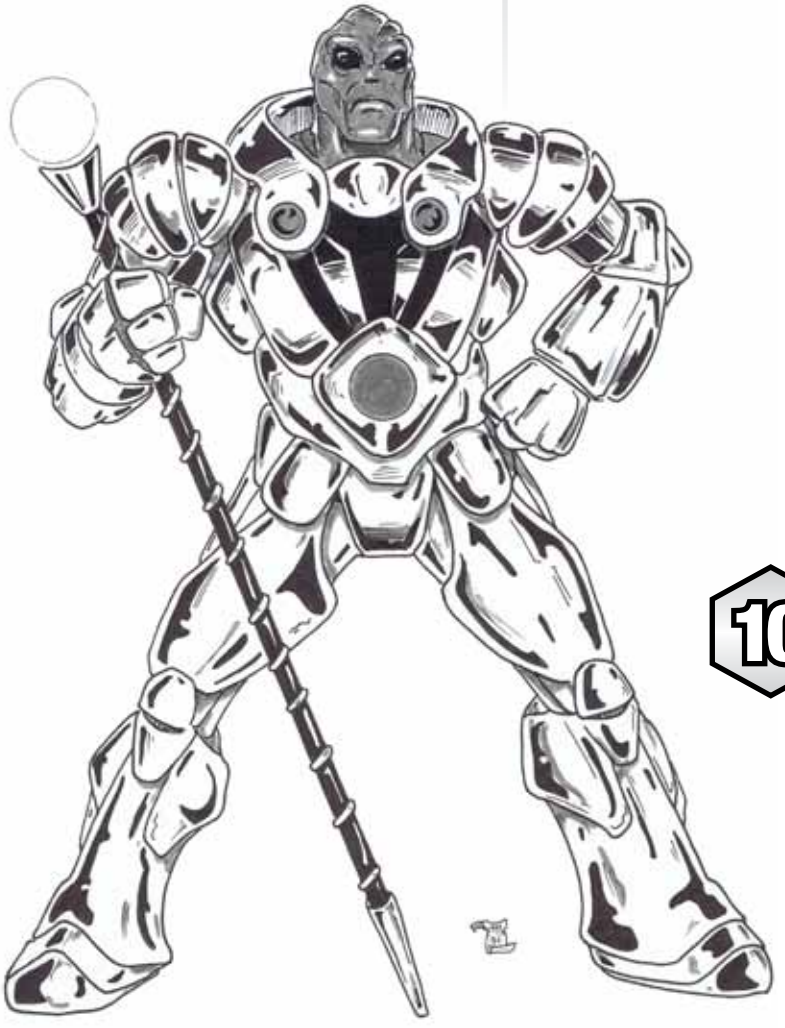
Total Complications Points: 75

Experience Points: 594

MORDACE

Background/History: One of the greatest enemies in the Star*Guard's history was born on Lorghil, a small, mostly agricultural, planet orbiting a sun some 350 light-years from Earth. The Lorghil are a peaceful race of farmers and artists, many of whom have telepathic powers. Mordace's adventurous nature made him restless in Lorghil society, so he became an explorer to satisfy his curiosity. He was chosen for Lorghil's first manned mission to its moon, successfully completing two journeys to the distant satellite.

Then, on his third trip to the moon, he encountered a Star*Guard Starjet that had been damaged in battle and was inexorably being pulled into Lorghil's sun. Abandoning his mission and putting his own life in severe danger, he rescued the injured pilot, a Star*Guard named Urtins Nirm, and brought him back to Lorghil to recover. Impressed by his bravery and kindness, Nirm sponsored Mordace for Star*Guard training. CONTROL agreed with Nirm's assessment, and after completing training Mordace became a Star*Guard himself. CONTROL assigned him to a sector far from his homeworld.



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Mordace was an excellent Guard, swift in thought and efficient in battle. After about twenty Earth years as a Guard, however, the stresses of his assignments began to affect him emotionally. He became frustrated that his efforts, and those of the Star*Guard as a whole, seemed to do nothing to stem the flow of evil. Each criminal he captured, each smuggler or pirate he stopped, each tyrant he defeated was quickly replaced by two more. He occasionally spoke to his fellow Guards about his troubles, especially his friend Glayne... but when Glayne died battling star-pirates, Mordace seemed to withdraw into himself.

Later that same year, Mordace was exploring an unusual asteroid field. By a stroke of luck — if one can call it that — he came upon a hidden base that had been built millennia before by the Ghok'pa, a warlike species that used dark mental powers to enslave other planets until their defeat and destruction by the Star*Guard. In the base (or more accurately, temple), he found the psionic essences of the Ghok'pa's religious leaders, preserved forever in glowing disks that lined the walls of a chamber deep within the facility. The disks spoke to Mordace, whispering in his mind of their hatred for the Star*Guard. He held out at first, but eventually his already fragile mind snapped under the pressure. He became a repository for all of the hate and resentment of the Ghok'pa priests, and his once-strong commitment to the ideals of the Star*Guard was warped into hatred for all the Guard stood for.

At first Mordace tried to work from within the Guard as a saboteur, but his activies were uncovered by Brin Rei Tarn, the Star*Guard who replaced Glayne. Mordace was dismissed from the Guard in disgrace... but he did not go gently into retirement. Building his own version of the Star-Staff and wearing a suit of Ghok'pa battle armor, Mordace became Tarn's personal nemesis, battling him and his Marshals on countless occasions (and occasionally other Guards and heroes as well). His schemes spanned the gamut of villainy — he attempted to acquire and use various "doomsday weapons" to destroy planets (particularly Odrugar) and even the Galaxy, created lethal traps for Tarn and other Guards (killing two), served as a super-mercenary if the job seemed likely to involve the Guard in some way, and occasionally hired space mercenary armies to do his own bidding. At one point, he returned to Lorghil and set himself up as a religious leader, attempting to use ancient artifacts of great psychic power that had been created by a long-dead cult to expand his rule to the rest of the Milky Way. With the aid of Tarn, the Lorghil authorities overthrew Mordace, and as of 2011 he's never returned to the planet.

1990 saw Mordace's greatest triumph to date when he slew his old enemy Brin Rei Tarn in a battle on Earth, but two years later triumph turned to tragedy when Tarn's successor, Andre Almena, succeeded in capturing the evil Lorghil at long last. Mordace occupied a cell in the Star*Prison until 2005 when he escaped, killing three Guardsman and one Overseer in the process. He returned four years later in 2009, attacking Odrugar in what became the worst disaster in Star*Guard history (see page 230). He fled before the Guard could capture him, and as of 2011 is lurking somewhere in the Galaxy, planning his next bid for power.

Personality/Motivation: Mordace at this point is thoroughly insane. If there were any rationality to his actions in his early days of villainy, it's long since been driven out of his head by the presence of the Ghok'pa psychic impressions. They've been whispering in the back of his head, stirring the flames of his hatred and megalomania, for so long that he actually enjoys his reputation as a menacing, implacable killer. Occasionally he changes tactics, presenting himself with exaggerated good manners and flamboyant style — and then suddenly attacks, thus maximizing his victims' confusion and fear. Whenever possible he tries to frighten his opponents with a good Presence Attack... but he's learned that StarGuards don't scare easily.

While he's unquestionably a megalomaniac, Mordace isn't the sort of over-the-top villain who constantly spouts bombastic speeches. He's crafty, resilient, and patient; predicting his next move is often difficult. Once he makes up his mind about something he's very hard to dissuade. He's a frightening and implacable Hunter, and should not be taken on lightly.

Quote: "Oh, don't run away. Do me the courtesy of dying well."

Powers/Tactics: Mordace wields an "Empyrean Staff" that's similar to a Star-Staff but slightly more powerful. That, combined with his psionic powers and the protection of his Ghok'pa armor, make him more than a match for any single StarGuard. His gadgets and traps (his VPP) help to even up the odds against multiple foes.

Despite his megalomania, Mordace fights with cleverness, guile, and tactical good sense, and is difficult to surprise (due to his Danger Sense and sensory devices). He tries to maneuver the battle into an environment he can make use of (for example, by using his Telekinesis to topple buildings onto innocent bystanders to distract his enemies). If possible he'll scout out the scene of the fight in advance and plant a few traps.

Campaign Use: Mordace is the classic "fallen hero" villain who's devoted to destroying the organization he once worked with. It's possible he could be cured of his madness, perhaps with the help of more Ghok'pa artifacts, in which case his efforts to redeem himself in the face of the Galaxy's mistrust could make a fascinating storyline.

Although he lacks the raw power of Astron, Xarriel, and the like, Mordace should still present a challenge for your PC team all by himself. If you need to strengthen him, increase his Damage Negation, give him some Area-affecting attacks so he can hit multiple foes at once, and increase his SPD to 7-8 (and possibly his Endurance Reserve as well, to compensate for the extra Actions). You could also move some of his Staff's abilities, such as the Entangle, Resistant Protection, and Deflection, outside of his Multipower so he can use them more easily, or expand the scope and effectiveness of his psionic powers. To weaken him, remove his *Lorghil Mentatics* Multipower, his Damage Negation, and his Danger Sense.

Appearance: Mordace is a Lorghil, 6'4" and athletically built. His skin is a rich chocolate brown, he has no hair at all on his body, and his oversize (by Human standards) eyes are a menacing solid black. His "costume" primarily consists of a flamboyant suit of gold-colored Ghok'pa powered armor that leaves his head and face uncovered (the better for his foes to witness his regal expressions). He also wears a black cloak, and he carries a modified Star-Staff (a staff with a glowing golden orb on top, shod at the bottom with a bronze-colored metal of some sort) that's a shiny jet black instead of the usual Star*Guard gold.

XARRIEL

Background/History: Hundreds of years ago on the world Ashraal, a scientist whose name no one remembers was coming to the conclusion of an experiment that he'd been working on for decades. Ashraal's highly-advanced science had long ago perceived the existence of cosmic power, but had been unable to harness or tap that power. This scientist believed he had finally found a way to do so, and thus to provide his civilization with all the energy it would ever need regardless of how powerful it became. But the Cosmic Siphon needed a living mind to power and direct it, so when all was in readiness he strapped himself in and began the activation sequence.

As fortune would have it, just at that moment an entity was passing by Ashraal: Alaxar, a renegade Progenitor. For eons he had argued with his comrades that the Progenitors, as the most powerful and enlightened beings in the Galaxy, should *rule* the Milky Way, directing the course of civilizations, individuals, and even the stars themselves as they saw fit to better the sentient condition. At long last utterly digusted with his fellows' refusal to even contemplate his ideas, he'd left their company forever and was traveling the Galaxy ethereally to observe it and contemplate what he would do.

Then the scientist's device activated, and the very energy-state of local space was altered. The Cosmic Siphon began sucking cosmic power down to Ashraal in unprecedented amounts... and Alaxar got trapped in the downward spiral like an ant in a whirlpool. His very being together with the cosmic power filtered into the scientist, but thanks to Alaxar's presence got "stuck" in him instead of flowing onward into Ashraal's power-grid. And it built... and built... and built....

The resulting explosion of cosmic power killed every living thing on Ashraal and left the entire surface of the planet a desolate wasteland. Only one being survived: the scientist. But he was no longer as he was. Now he was twenty feet tall, and his skin was black. Cosmic power ran through him, filling every single fiber of his being. It took him a year to process what had happened and come to grips with the power within him. Then with but a gesture he restored life to Ashraal and made every being on the planet obedient to his matchless will. Transforming a mountain into his throne, he sat down and began contemplating how to fulfill his destiny. He was *Xarriel,* and the Galaxy would be his to rule.

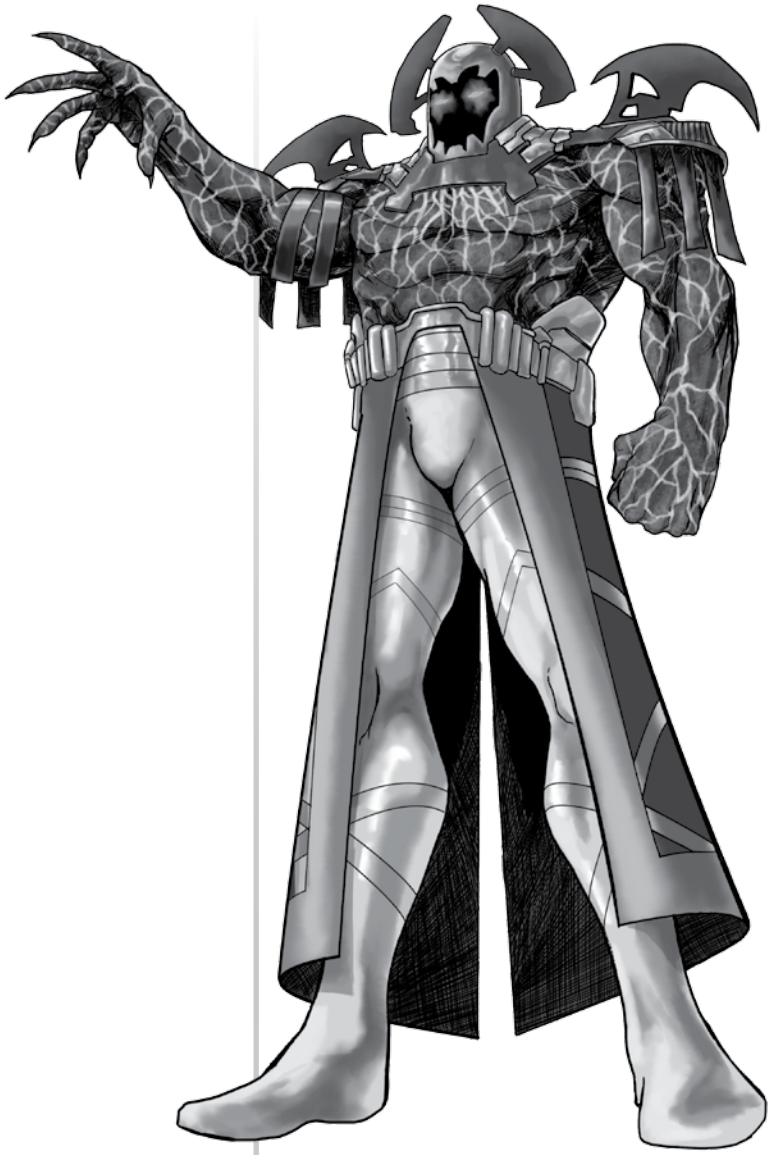
CORRUSCATIONS OF POWER

The cosmic accident that created Xarriel didn't just scour Ashraal clean of life — it cast off corruscations of power throughout space and time. Five of those corruscations appeared centuries later near Earth or its sun and were responsible for the creation of the supervillains Photon, Stareye, Sunspot, and Vector (see CV2 and CV3) and the superheroine Victory (see CU 184).

Other corruscations may eventually "hit" Earth's current space-time (and for that matter, many other planets and stars could also be affected in various ways). Due to Xarriel's nature the power he gave off is "tainted," and thus far more likely to create a super*villain* than a super*hero,* but thanks to the unpredictable nature of cosmic power it's impossible to say what could happen with any serious degree of accuracy.

Personality/Motivation: Xarriel's personality was forged in cosmic fire by an amalgam of the scientist's grandiose dreams of power and fame plus Alaxar's selfishness, arrogance, and desire to control. The result is one of the most terrifying beings in existence. Xarriel embodies evil, suffering, havoc, destruction, and torment in a way that the likes of Satan can only envy. He's driven to rule all of reality, and it doesn't matter to him how much of reality he must torture or destroy to achieve that goal.

Although he's only a few centuries old, Xarriel believes he's been in existence forever. He can "remember" events all the way back to the Big Bang, and sometimes thinks he's some sort of living embodiment of the Bang's power... and the Big Crunch's ability to destroy.



Quote: "We are the quintessence of the cosmic fires — the power of the Universe made manifest!"

Powers/Tactics: Xarriel is infused with "the cosmic fires," as he calls them — pure, undiluted cosmic power — as well as the powers of a renegade Progenitor. The result is one of the mightier beings in the known Universe, and also one of the most cruel. As powerful as a Galaxar, he can do virtually anything. Only the might of the Star*Guard and some of the Galaxy's greatest heroes has sufficed to stop his schemes in the past... and never without a terrible price.

The ultimate manifestation of Xarriel's powers is *the Xarralian Helix,* a swirl of vicious, multichromatic energies. Depending on how he chooses to use it, he can lift enormous objects (Telekinesis), remove himself or someone from the time-stream in such a way as to make them almost invulnerable (Damage Reduction), or literally erase someone or something from existence (RKA).

Xarriel controls the entire world of Ashraal and every living thing on or in it. All Ashraaleans serve him unquestioningly; most of them can't even contemplate disobeying him. Xarriel has had to leave a few of his servants with a little bit of free will because they need intelligence and creativity to perform their jobs properly... but if they (or anyone else) disobeys or offends him, punishment is swift and severe. Often he simply kills the fool, sometimes dragging his death out for days and broadcasting every second of the ordeal to everyone on Ashraal to show the price of disobedience. If he's not feeling that merciful, he's transformed Terrvos, one of Ashraal's three moons, into a prison-planet for those who defy him and he wishes to torment. Victims live out their lives working in Terrvos's mines in the worst possible conditions, experiencing intense pain and anxiety almost every waking moment until death's final sweet release.

Although he remembers almost nothing else of his past life, Xarriel still possesses his scientific and technical knowledge. Now he uses them to build vast, wondrous devices to implement his will on Ashraal or threaten the entire Galaxy with.

Campaign Use: Xarriel should be a major villain for any campaign — one who can threaten not just entire planets, but the whole of the Milky Way Galaxy if he puts his mind and power to it. In his own way, Xarriel is as great a threat to Earth, and to existence, as Tyrannon, Istvatha V'han, or Skarn. The difference is he's far more likely to simply destroy Earth (or entire galaxies), whether for some purpose or out of pique or whim. Unlike those three would-be conquerors, to Xarriel destroying something is as good as controlling it.

If you're running a Galactic Champions campaign with PCs so powerful that Xarriel can't take them all on at once, you'll need to enhance his power until he's enough of a threat to make them quake in their form-fitting boots. The easiest ways to do this are to enlarge his Variable Power Pool or increase his SPD (perhaps all the way to 12), but if possible find ways to do it that are personal to your group of heroes — that take advantage of a team weakness or a gap in their roster. No matter how powerful, heroes should have to *work* for a victory over Xarriel.

Appearance: Xarriel is a twenty foot-tall humanoid whose body is jet black, except that there are networks of "veins" of red-gold power corruscating up and down his form. His eyes are the same red-gold shade and become brighter or dimmer depending on his mood. No other facial features are visible.

Xarriel always refers to himself in the first person plural — the "royal we" — as a result of having Alaxar's personality mingled with his own. He doesn't suffer from any other problems as a result of that merging, but he simply can't talk about himself as an individual.

XARRIEL

Val	Char	Cost	Roll	Notes
100	**STR**	90	29-	Lift 25 ktons; 20d6 HTH damage [10]
28	**DEX**	36	15-	
75	**CON**	65	24-	
40	**INT**	30	17-	PER Roll 17-
40	**EGO**	30	17-	
120	**PRE**	110	33-	PRE Attack: 24d6
12	**OCV**	45		
12	**DCV**	45		
12	**OMCV**	27		
12	**DMCV**	27		
8	**SPD**	60		*Phases:* 2, 3, 5, 6, 8, 9, 11, 12
80	**PD**	78		*Total:* 80 PD (80 rPD)
80	**ED**	78		*Total:* 80 ED (80 rED)
50	**REC**	46		
150	**END**	26		
30	**BODY**	20		
100	**STUN**	40		**Total Characteristics Cost: 853**

Movement: Running: 30m

Cost	Powers	END
1,000	**The Cosmic Fires:** Variable Power Pool, 400 Pool + 400 Control Cost Cosmic (+2)	var
525	**The Xarralian Helix:** Multipower, 525-point reserve	
30f	**1) Perareality Maelstrom:** RKA 10d6 AVAD (defense is Power Defense; +1½), Does BODY (+1); Extra Time (Full Phase; -½), No Knockback (-¼)	52
11f	**2) Peragravity Helix:** Telekinesis (150 STR) Extra Time (Full Phase; -½), Increased Endurance Cost (x2 END; -½)	44
318v	**3) Peratime Helix:** Physical and Energy Damage Reduction, 75%, Resistant Usable As Attack (defense is not wanting to be protected; +1¼); Costs Endurance (-½), Increased Endurance Cost (x2 END; -½)	54
80	**Indestructible Form:** Hardened (x2; +½) for 80 PD/80 ED	0
80	**Indestructible Form:** Impenetrable (x2; +½) for 80 PD/80 ED	0
160	**Indestructible Form:** Resistant (+½) for 80 PD/80 ED Hardened (x2; +½), Impenetrable (x2; +½)	0
50	**Indestructible Form:** Power Defense (40 points) Hardened (+¼)	0
37	**Indestructible Eyes:** Sight Group Flash Defense (30 points) Hardened (+¼)	0
30	**Indestructible Ears:** Hearing Group Flash Defense (30 points)	0
50	**Indestructible Mind:** Mental Defense (40 points total) Hardened (+¼)	0
40	**Indestructible Form:** Life Support (total, including Longevity: Immortality)	0
12	**Heavy:** Knockback Resistance -12m	0
18	**Long Legs:** Running +18m (30m total)	2

Perks

- 200 Followers: four billion inhabitants of Ashraal built on up to 200 Total Points each
- 10 Fringe Benefit: Head Of State (unquestioned overlord of the planet Ashraal)

Talents

- 42 Danger Sense (any area, any danger, sense) 17-
- 20 Universal Translator 17-

Skills

- 48 +4 Overall
- 3 Computer Programming 17-
- 3 Cryptography 17-
- 3 Deduction 17-
- 3 Electronics 17-
- 16 KS: Everything There Is To Know 30-
- 3 Mechanics 17-
- 3 Oratory 33-
- 3 Persuasion 33-
- 3 Systems Operation 17-
- 3 Scientist
- 2 1) SS: Astronomy 17-
- 2 2) SS: Biology 17-
- 2 3) SS: Chemistry 17-
- 2 4) SS: Mathematics 17-
- 2 5) SS: Physics 17-
- 2 6) SS: Robotics 17-

Total Powers & Skills Cost: 2,529

Total Cost: 3,382

400 Matching Complications (75)

- 15 **Hunted:** Star*Guard (Infrequently, As Pow, NCI, Capture/Kill)
- 15 **Physical Complication:** Enormous (+4 OCV for others to hit, +4 to PER Rolls for others to perceive) (Frequently, Slightly Impairing)
- 25 **Psychological Complication:** Must Rule All Of Creation (Very Common, Total)

Total Complications Points: 55

Experience Points: 3,002

Example Powers For Cosmic Fires Pool

Banishment: Sometimes instead of killing a hated foe, Xarriel chooses a worse punishment: he condemns him to the prison-moon Terrvos (see above) for the rest of his life. (If the prisoner has the power to leave the moon on his own, Xarriel strips him of that power first... and sometimes he lengthens the victim's lifespan to increase the punishment.)

Teleportation 10m, Usable As Attack (defense is Power Defense or having teleportation powers; +1¼), MegaScale (from Ashraal to Terrvos; +2¼). Total cost: 47 points.

Depowerment: So great is Xarriel's understanding of power and all its manifestations that he can remove any power another being has.

Major Transform 20d6 (being with superhuman powers into being without some or all of those powers), Area Of Effect (1m Accurate; +½), Line Of Sight (+½) (400 Active Points); Limited Target (beings with superhuman powers; -½). Total cost: 267 points.

Enslavement: Anyone can become Xarriel's slave, if he wills it so.

Severe Transform 12d6 (sentient being into sentient being with the Psychological Complication *Utterly Devoted Servant Of Xarriel*; heals back through another application of this or a similar power), ACV (uses OMCV against DMCV; +¼), AVAD (Mental Defense; +0), Works Against EGO, Not BODY (+¼) (270 Active Points); Limited Target (sentient beings; -¼). Total cost: 216 points.

Other Enemies

Some of the Star*Guard's other major enemies include:

Queen Lyrane: The last surviving member of the Naxari (see page 276), Lyrane first fought the Guard hundreds of thousands of years ago. The Overseers thought she'd been destroyed for good in the blast that ended her evil scheme. But hundreds of thousands of years later the Guard learned, to its sorrow, that the blast had combined with Lyrane's powers to tear a micro-hole in the timestream and thrust her forward in time. She has since battled the guard several times, and in fact was freed from its prisons during Mordace's 2009 attack and is now hiding somewhere in the Milky Way, no doubt planning yet another scheme of galactic conquest. In addition to being physically powerful (STR 80, CON 50, PRE 80, STUN 90), she's fast (DEX 30, SPD 10, Flight 80m), smart (INT 30, EGO 30), and possesses a vast array of energy control and projection powers (100 Pool + 100 Control Cost Cosmic Power Pool, plus various abilities outside the VPP). Besides wanting revenge on the Star*Guard for past defeats, she's determined to find and slay Galaxia (CV3 124) for slaughtering "her" people.

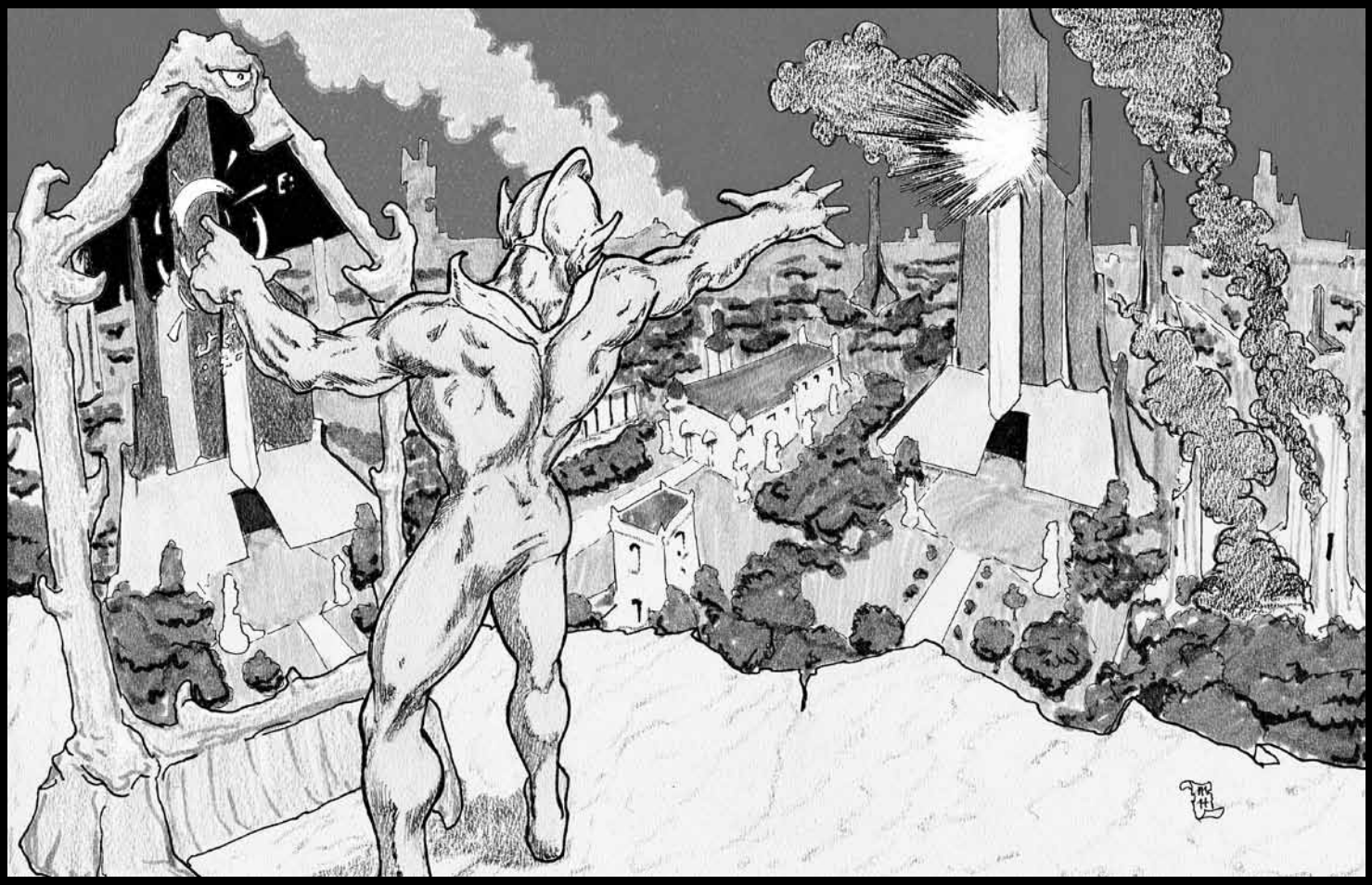
Korggon the Butcher: An immensely powerful mutant from an unknown planet, Korggon revels in battle, destruction, and conquest. He wields a strange alien weapon that looks partly like an axe, partly like a sword, and partly like a spear.

Legion: This teleporting duplicator can turn himself into entire armies in the blink of an eye — then cross dozens of light-years and ambush you in another blink! Defeating him typically requires mustering the entire Star*Guard, every superhero they can call in to help, and a few dozen law enforcement agencies and militaries.

Thrale: Usually referred to as "the sludge-monster Thrale," this being is best described as a gigantic, intelligent swamp that can survive in outer space. It journeys from planet to planet looking for life to consume into its vast morass. Defeating it usually involves tricking it into moving close enough to a sun or like heat source to dry it up to the point where it enters a hibernation-like state.

Zractor: Composed of pure "living energy," Zractor feeds on any major energy source — a star, the motion of a planet, an inhabited world's entire energy grid. The results are often catastrophic (though not as bad as an attack by Astron). Unfortunately fighting him is difficult, since he can also draw energy from Star-Staffs, living beings, and the like. He usually appears as a humanoid "outline" made of energy, but he can change his form at will.

CHAPTER ELEVEN



SECRETS OF THE GALAXY

THE GM'S VAULT

This section contains additional and/or secret information about the Champions Universe that's for the GM's eyes alone. *If you're not a GM running a Champions Universe campaign, do not read this section!!!*

The information in the GM's Vault is organized by chapter and page number. If no players are going to read your copy of *Champions Beyond,* you can also make notes in the appropriate parts of the main text to remind you that there's GM's Vault information associated with a particular section of the book.

If the GM's Vault doesn't comment on some part of the main text, it's usually safe to take what's written there as accurate — though each GM is free to change anything in this book to suit his own preferences or campaign. (Some subjects are covered in other books, and that information isn't repeated here.) And of course, there are questions, mysteries, and hints in the main text that this section doesn't address because they're left open for you, and possibly future Hero Games products, to explore on your own....

CHAPTER ONE

PAGE 9: VANGUARD'S ORIGIN

The item that gave Vanguard his powers wasn't mystic, it was a piece of Kuzane technology. To be precise, it was an energy weapon "focusing crystal"/power source. Somehow, when Michael Renton destroyed the Kuzane ship in April 1959, the explosion and strange alien energies sent this one item back in time centuries to crashland on Earth in Tibet. Presumably it's possible that other items were also propelled back in time, but so far it's been over fifty years and no one's found another one.

PAGE 13: THE MANDAARIANS

The Mandaarians aren't lying or misrepresenting themselves — they are, in fact, just scholars who are interested in learning about Humanity, and perhaps teaching Humans something about Mandaarian civilization in return. They have no invasion plans or ulterior motives, though their scientific ethics forbid them to provide Humanity with any technology more advanced than what Humans already have.

The Mandaarians haven't returned since 1999 simply because their xenologists have been busy with other things. They do plan to visit Earth again at least once in the next decade.

PAGE 17: THE SECOND QULARR INVASION

As revealed on CU 137, the person who set off the Qularr signal beacons was Shadow Destroyer (acting through remote-controlled Destroid robots using codes obtained from the mind of Dr. Destroyer).

PAGE 19: AREA 53

As noted in the main text, the United States possesses the wreckage of the Malvan vessels that Ironclad and Herculan came to Earth in — the government went to extensive effort and expense to recover everything it could, though in neither case does it have a complete ship. The one significant piece that wasn't destroyed by a crash landing or not recovered is a strange, partly cracked, spherical device from Herculan's ship. A member of the mob that smashed the ship took it as a "souvenir," and it eventually made its way into the hands of William Richardson, a prominent member of the Exoplanetary Society. Richardson knows he has a piece of a Malvan ship and keeps it secret for fear of the government taking it away from him (which it absolutely would if it knew he had it). What he doesn't know is that the device is part of the ship's power system and thus potentially quite hazardous. If nothing else, a technologically-skilled supervillain might want to steal it and try to tap its power if he found out what it is.

PAGE 20: THE UNITED STATES SPACE STATION

While it's true that the USSS is primarily a scientific research station, it's not devoid of military purpose. The station's scientists are also tasked with keeping an eye out for possible alien activities, and the station's equipped with four heavy lasers in case it's attacked.

PAGE 21: OTHER ORBITAL FACILITIES

UNTIL and various national governments aren't the only ones with plans for outer space and aliens.

VIPER

VIPER is interested in anything that could bring it more power or profit, and that includes space. Since UNTIL completed GATEWAY, VIPER has been working on *Project High Ground,* its own initiative to establish a permanent presence in space. The main obstacle has always been concealing the building of the station, and then the completed station itself, from the prying eyes of the authorities and superheroes. At long last VIPER believes it's solved that problem. Using a combination of its own work, data on Qularr technology stolen from the US government, and some systems purchased from ARGENT at enormous cost, VIPER has developed an "invisibility field" that can keep its activities in space secret. The "Glass Viper" device remains experimental, but if it continues to perform as it has so far, VIPER plans to begin building its space station, currently codenamed Fortress Skyviper, in late 2011 or early 2012.

VIPER's other space-related program is *Project Incubator,* a plan to create an army of Gadroon soldiers (or perhaps Human-Gadroon cross-breeds). See CU 150 for more information.

CISLUNAR MECHANON

The fiendish robot Mechanon also has a presence in near-Earth space. Its orbital "base," Cislunar Mechanon, isn't actually an outpost, it's one of Mechanon's experimental forms. Mechanon "visits" Cislunar Mechanon by downloading its primary programming/consciousness into the "base." It uses Cislunar Mechanon primarily as a micro-manufacturing facility and as a potential electronic warfare platform.

See *The Book Of The Machine,* pages 137-40, for more information on Cislunar Mechanon (including a map).

ZERSTORENSTERN

Zerstorenstern ("Destroyer-Star") is Dr. Destroyer's own orbital base. Concealed from humanity by a sophisticated stealth field, it was built piecemeal during the Eighties and early Nineties and has largely sat unused (and uncrewed) since Destroyer's "death" in 1992. Destroyer still does some manufacturing there, but the base would require significant upgrading to be brought up to par with the technology he's developed during his "hiatus" from Human affairs.

See *The Book Of The Destroyer,* pages 185-89, for more information on Zerstorenstern (including maps).

CHAPTER TWO

PAGE 31: THE KUZANE

The main text is correct that the Kuzane are extinct; the blast that destroyed Ajok's ship also destroyed his species. There might be a handful of Kuzane sentience vessels hidden in secure places elsewhere in the Galaxy, and perhaps one or two survived the blast and are drifting in Sol's asteroid field, but for all intents and purposes the Kuzane have left the galactic stage for good.

PAGE 32: THE MANDAARIANS

While the Mandaarian visitors certainly haven't told Humanity everything about themselves and their civilization, what they have told Humans is almost always true. They've never lied to Humans, but have sometimes omitted important facts they weren't willing to disclose.

Nor are the known visits by Mandaarians the only ones they've made to Earth. Some Mandaarian xenologists have preferred to observe Humanity covertly, so as not to "influence the experiment" through their presence. There's no sinister intent here, merely a desire to be scientifically rigorous, but some elements in Human society would be very alarmed if they were to learn about these secret visits. One such Mandaarian visitor suffered a ship malfunction and crashed on Earth; it was he who gave a man named Harold Jackson the "control bracers" he used to manipulate his ship... which bracers were immediately stolen from Jackson by the man who became the supervillain Orion (see CV2 213-14). His ship's self-destruct mechanism soon thereafter obliterated both the ship and his corpse, removing all evidence of his visit (aside from the bracers themselves, whose provenance remains unknown).

Human estimates of Mandaarian psionics are high. Nearly 90% of Mandaarians have a basic form of telepathy that allows them to communicate psionically, but only 40% of the Mandaarian population possesses measurable mental powers other than that.

PAGE 37: THE SIRIANS

Ironclad's report is accurate, though he only knows some of the facts. In the Human year 1977 the Sirians, desperate almost to the point of insanity to save their world, attacked Malva in an attempt to steal terraforming technology. This went about as well as any rational person could expect. Malva's defensive systems reduced the Sirian attack fleet to space dust, and then a single Malvan worldship counterattacked, obliterating most of the population of Siria. That planet was already slowly dying from ecological collapse (though the Sirians' explanation tends to blame "accidents" more than their own over-exploitation of their planet). As of 2011 it's barely able to support any life at all. A few hundred Sirians still live there, eking out a sad and pathetic existence; the rest of their species leads a nomadic life on the few large starships still available to them. It's

likely the Sirians will become extinct within a few decades at most.

Human xenologists overestimate the percentage of Greens in the Sirian population — it's closer to 10%. There were more Green Caste Sirians in the invasion forces sent to Earth because an army needs more Greens to operate efficiently.

Chapter Three

Page 50: Selenus

The mystery of Selenus dates further back than any Human is aware of.

Approximately four million years ago, after the Sleynu destroyed the Kelvarans (see page 295), they became the predominant species in the Milky Way Galaxy... but even then they were already in the midst of the cultural decline that would eventually remove them from the galactic stage. When they became aware of the existence of the Progenitors, they decided that this remnant of their ancient "enemy" (more accurately: target of intense envy) might hold the key to reversing their decline and making the Sleynu the greatest species the Galaxy would ever see. So they began watching them covertly, looking for information they could use and weaknesses they could exploit.

About 1.5 million years ago, when they discovered that the Progenitors had visited the Sol System and tampered with the genetic code of an up-and-coming humanoid species on the third planet, the Sleynu decided the experiment merited observation. They wanted to be near enough to keep a close eye on it, but not so close that any Progenitor monitoring devices left behind (or worse yet, returning Progenitors) would detect them. So they decided to build an observatory in a mountain range on Earth's sole satellite. To help them run it they brought along some of their short, insecto-siliconoid servants — dimwitted beings that Humans would eventually call "the Selenites."

After half a million years the Sleynu concluded that there was nothing noteworthy about the Sol-3 experiment, and little chance the Progenitors would soon return, so they abandoned the observatory. They left behind a large population of Selenites, most of them in a hibernative state that would last nearly to the present day. A few Selenites remained awake to care for their fellows and tend what few machines the Sleynu wanted to keep operating.

Over the next million years, as Humanity evolved, the Sleynu city slowly fell into ruin. Lunar dust covered most of the buildings, and the descendants of the awake Selenites eventually descended into a sort of torpor not far different from their fellows' long sleep. The machines they had carefully attended for so long went on functioning for awhile, but one by one they broke down. The atmosphereless nature of the lunar environment meant they didn't rust and crumble away.

The "dozing" Selenites awoke with a start in the year Humans call 1938, brought back to awareness by the rising tide of magic that allowed the first superhumans to emerge. Their memories of their past lives largely lost due to their long period of torpor, they roused their hibernating fellows (who similarly had little memory of their former lives). Not being a species given to concerns about history, the Selenites went on about their business of tending the Sleynu machines... what few still worked and could be reached.

The increasing level of magic in the Galaxy soon affected the Selenites, making them more intelligent. As the years passed they began to form their own culture... until Revenger arrived and knocked their societal progress off-course.

Page 59: The Lunar Spores

The spores Revenger found and used to create his "jungle" and his Amazons are remnants left behind by the Sleynu that the Selenites found among the ruins and brought to him back when he ruled them. Even then he knew nothing of their origin... and it's possible that more such "treasures" might lie under the lunar dust, just waiting for someone to discover them.

Page 60: Hamazakar Crater

The Sleynu dug the Hamazakar cavern, though their technology did the work so cleanly, and so much time has passed, that it looks natural to Human eyes. They conducted botanical experiments there, which is why Revenger had such an easy time creating his fungus jungle.

Page 65: The Forum Malvanum

One aspect of the Forum that the main text doesn't discuss is its thriving underworld.

In a facility catering to the tastes of the rich and jaded of the Galaxy, it was inevitable that a desire for entertainments considered questionable or even illegal would arise — and Tateklys, no stranger to such things himself, planned for that from the beginning.

The Praetor of the Lunar Games controls the underworld of the Forum Malvanum as much as he controls its legitimate affairs. Beneath the glittering surface of the Forum he runs a secret empire. If a visitor at the Forum wants to gamble in the unusual ways that the legitimate casinos won't permit, wants drugs or similar consumables, or desires access to a brothel, Tateklys can help him out. And since these things are illegal only in the eyes of authorities that pay little or no attention to the Forum for fear of offending the Phazor, there's not much chance that a customer will get caught or suffer any other negative consequence.

Two aspects of the Forum underworld may be particularly repugnant to the PCs (as well as many people who attend the games). The first is Tateklys's underground slave trade. Slavery still exists on Malva (though a slave on Malva typically lives a far better life than 95% of the sentients in the Galaxy), but Tateklys doesn't maintain an open slave trade at the Forum for fear of offending his clients. But he doesn't want to forego the profits

involved in selling slaves to people who can't ordinarily own them, so he sometimes sells slaves brought from Malva in secret.

The other, a far worse crime in the eyes of Malvans, is that Tateklys sometimes "fixes" Arena fights. He's always very subtle about it because he *definitely* doesn't want to get caught, but sometimes the profits (or favors) he can earn justify the risk.

Tateklys doesn't object to other criminal enterprises being run at the Forum, *provided* (a) he gets his cut (typically 40%), and (b) they're not of the sort that would tarnish the Forum's reputation. For example, he might permit a con man to run an elaborate swindle *if* it were arranged so that someone took the fall for it and the victim were partly recompensed (thus proving that Tateklys is "tough on crime" and that the Forum Malvanum is still a safe place to visit). He's also happy to let people use the Forum as a waypoint for smuggling operations... as long as they make good with a generous payoff.

Since Tateklys usually has plenty to do running the Forum's legitimate business and often has to appear in public, he has a trusted lieutenant to handle his criminal enterprises: an Hzeel named Blorsh, whose diminutive size is more than counteracted by his plug-ugliness, temper, and well-deserved reputation as a "tough guy." No one's ever known him to back down from any type of confrontation, even against aliens three times as tall and five times as heavy as he. Nor has anyone ever known him to lose one of these confrontations. In fact, the only thing Blorsh seems to be afraid of is Tateklys, though no one but the two of them knows why. He serves the Fashionable One faithfully and well, content to draw his (outrageously large) salary and not skim off the top.

Page 74: Kovarl

Kovarl isn't a loyal employee of Tateklys's — he's a Roin'esh spy. As part of the Roin'esh long-term plan to break free from the Malvan sphere of influence and establish their own empire (see page 279), he was spying on any Malvans he could find when the opportunity to work for the Fashionable One fell into his lap. It puts him in an ideal position to observe not only many Malvans, but Humans as well (a species the Roin'esh have identified as a potential long-term enemy). He has the Psychological Complication *Roin'esh Patriot* (Very Common, Strong; 20 points) and Social Complication *Dark Secret* (is a Roin'esh spy; Frequently, Major; 15 points).

Page 87: Moonbase Serenity

The main text omits one other facility on the Moon that Humanity's unaware of: Installation Alpha-8, one of the evil robot Mechanon's bases. See CU 149 and pages 131-32 of *The Book Of The Machine* for more details on Alpha-8 (including a character sheet and maps for it).

Chapter Four

Page 90: The Martians

The Chronos File is one hundred percent accurate. Captain Chronos provided it to Humanity because his chrono-calculations tell him that making the existence of the Martians known this early (in his original timeline the discovery wasn't made until nearly 2100 AD) will have beneficial effects on the timeline going forward.

What the File didn't reveal, because Chronos himself doesn't know it, is that a few Martians are still alive! For the past 1.5 billion years or so they've been in suspended animation in a facility inside Phobos, one of Mars's moons. Their devices will awaken them when the facility's sensors detect the proper conditions for them to live either on Mars or somewhere else in the solar system. Their biochemistry is sufficiently different from Humans' that living on Earth would be toxic to them, so the rise of Human civilization hasn't triggered their re-awakening.

At its height, Martian technology was sufficiently advanced to build high-speed FTL ships, teleportation devices, disintegrator weaponry, and the like. But the Martians were an isolationist people with little interest in extensive exploration or being a part of the galactic community as it existed at that time. They were content to remain on their homeworld in its "backwater" part of the Milky Way and pursue their own projects and goals. Martian philosophy and art were particularly sophisticated; the Phobos facility contains countless works of art as well as databases with the entire learning and literature of the Martian civilization.

Page 92: The Sirian Base

Diamond advised Marsbase against exploring the Sirian base not because he thinks there's any danger there (though there might be), but because he's aware that someone's living there: an Empyrean named Deloss, sometimes known as Deloss the Explorer. Deloss, who has powers that allow him to survive in space and easily cross galactic distances, loves to see strange new worlds, experience new cultures, and travel the uncharted regions of the Galaxy to see what's there. But he gave that up several decades ago to remain on Mars. In the Seventies he and another Empyrean, Eidolon the Dreamer, detected an unusual "dream-presence" on Mars. Investigating, they unwittingly unleashed some sort of "dream-demon" from the ancient Martian civilization that had been imprisoned for billions of years. They fought it, but even the power of two Empyreans wasn't enough to defeat the monster. Rather than let it escape to imperil the entire Galaxy, Deloss sacrificed himself. With Eidolon's help, he trapped the demon in his own personal Dreamland. But the price he had to pay was this: he can never leave Mars, for doing so will let the dream-demon go free.

Page 92: The Asteroid Belt

The asteroid belt conceals several secrets... and potential dangers to Humanity.

Asteroid Belt Probes

Among the satellites sent from Earth to explore the asteroid belt with an eye toward mining it was one sent by a private company called SkyProspect, based in Germany. While it seemed like an ordinary satellite, it was in fact the most advanced sent on such a mission, because SkyProspect is an ARGENT front. The asteroid belt holds enormous possibilities for ARGENT — not just profits but as a potential place it could build bases where no Human authority has any jurisdiction at all. The executive in charge of this program, Roger Corwin, is a major up-and-comer at ARGENT; success at this venture could lead to his elevation to a position of major power within the organization.

Zuflucht

The benefits of having a secret headquarters in the asteroid belt occurred long ago to another super-criminal: Dr. Destroyer. Until being captured by Shadow Destroyer in 2009 (CU 153), he'd lived in seclusion there at his base Zuflucht ("Haven"), awaiting the ideal time to reveal his continued existence and at long last conquer Humanity. See *The Book Of The Destroyer,* page 190, for more information on Zuflucht.

The Phytians and the Progenitors

The biggest secret in the asteroid belt is that it wasn't always a zone of small, rocky bodies. It was once a planet, one similar to Earth in many respects (allowing for the differences based on their respective distances from Sol). On this planet the dominant forms of life were botanical rather than animal, and one — later known as the Phytians — began to evolve to sentience.

Two million years ago, when the Progenitors came to Earth to experiment with the genetics of the earliest Humans, they also found the world "Phytia" and its inhabitants, which were at roughly the same stage of evolution as Humanity. Some of the Progenitors decided Phytia was also ripe for experimentation and could even serve as a counterpoint to the project on Earth. Rather than work slowly, as their comrades on Earth chose to do, they would advance the Phytians rapidly.

Unfortunately they proceeded too quickly. Within a mere hundred thousand years, the Phytians reached full sentience and developed a civilization roughly comparable to twentieth century Earth's. Then pressing matters elsewhere called the Progenitors who were overseeing the project away to distant parts of the Milky Way.

Less than two decades later, disaster struck. The Phytian equivalent of a powerhungry gadgeteer supervillain found some of the Progenitors' technology, figured out how to use it (in a crude fashion), and threatened to destroy Phytia unless the Phytians agreed to become his slaves. When they did not, he triggered the device, thinking it would force them to obey him. Unfortunately he only partially understood what he was doing. The resulting blast obliterated the planet, instantly killing every living thing on it and turning it into an asteroid belt.

When the Progenitors returned several years later to find out why their devices had stopped transmitting, they found the wreckage and deduced what had happened. They gathered up as many scraps of their technology as they could find and used their powers to alter the asteroids enough so that Humans would think they were naturally formed. Then they departed, leaving their brethren on Earth to continue their longer... but safer... experiments.

But not even a Progenitor can find every piece of technology scattered among millions and millions of square miles of floating rocks. Here and there among the asteroid belt, just waiting for some "lucky" superhuman or future belt-miner to find, are bits of Progenitor devices — and sometimes a few nearly intact ones, for Progenitor creations are extremely durable. Some of the surviving systems include:

- a Progenitor device for transmuting small samples of biological material (75% intact; only functions on a 9- roll)
- fragments of a Progenitor device that read the wearer's thoughts and instantly transcribed them onto physical materials (such as paper, or even rock) (47% intact; not functional but could provide breakthroughs to someone studying SS: Psionic Engineering)
- parts from a Progenitor guardian "robot" (22% intact; not functional as a whole but does include an extremely small, powerful energy beam weapon (RKA 6d6, 16 Charges) that functions on an 11-)
- a Progenitor scanner attuned to both energy and biological matter (68% intact, but damaged such that when used it exposes the user (and anyone else within 5m) to imperceivable energies that slowly but surely corrupt the flesh in cancer-like ways)
- a Progenitor rock-shaping device that creates a field which reduces rock to molten lava, then "sculpts" that lava in accordance with the user's thoughts (53% intact; only functions on a 10- roll, 12 Charges)

It's also possible that some tiny fragments of Phytian artifacts or bio-matter remain among the asteroid belt. If so, they'd be even rarer than leftover Progenitor technology... but probably of greater interest to many Human scientists.

CHAPTER FIVE

PAGE 103: THE MALVAN DECLINE

The Malvans' loss of the will to achieve and gradual descent into dissipation is not entirely natural — though wanting to relax and enjoy themselves after 300,000 years of unremitting warfare was certainly a significant part of it. But the main factor was a terrible curse cast upon them by the Elder Worm as a final, futile blow against their hated enemies when it became apparent the war was lost. This curse has slowly but surely sapped the Malvans of their ambition and drive, which as a species once equalled (if not exceeded) that of modern-day Humans. Even if anyone were aware of this — and aside from the Slug (see CV1), no one alive today is, or is ever likely to be — the effects of the curse have gone too far to reverse (and even in this age of supermages, probably no wizard of sufficient power exists to attempt such a spell anyway). A few Malvans, like Tateklys or Ariax Thone, avoid the curse somehow, but it affects most of them.

PAGE 124: HALBERDIER

There's more to Halberdier than meets the eye: he's a Roin'esh spy. Roin'esh slaves on Malva have over the years filched enough bits and pieces of Malvan technology to build his armor and weapons, and Roin'esh scientists on Taroindar altered it enough that the Malvans haven't recognized it (yet). If the Roin'esh try to break free from the Malvan Empire anytime soon (see page 279), Halberdier will be one of the leaders of the revolution.

PAGE 130: MALVAN EXPATRIATES

Here's one more expatriate for the PCs to encounter:

Off the main spacelanes far spinward from Malvan space there's a G3V star. A group of heroes who journeyed there would find five planets: two airless, rocky worlds (one near the star, one further out); one small gas giant; and one large gas giant.

But the truth is, there are *six* planets. The space between the first and second planets is actually occupied by another world — a beautiful terrestrial planet shielded from sight and sensors by a powerful cloaking device. A ship would have to be in-system and within 1 AU of the world to have a chance of detecting it, and even that would require an advanced sensor array and a successful Systems Operation roll at -5. If the roll succeeds, the ship detects an anomaly that clever characters will quickly deduce is a stealth system of some sort.

Hidden behind the cloak is the personal world of Avgaran Syrr, a Malvan who's lived there since approximately 100,000 BC. Using Malvan technology and his own not inconsiderable psionic powers he's remade the planet, which he calls *Rithranta* (Malvan for "refuge" or "haven"), to suit himself. It now features a range of landscapes and climates roughly the same as those of the Caribbean and North America on Earth, with emphasis on cool temperate rainforests and landscapes like those of Earth's Pacific Northwest.

THE PROPHECY OF THE FIREWING

As discussed on CV 111-13, Firewing is supposedly the culmination of ancient Malvan prophecy that a man might one day enter the Furnace of the First Ones, have his impurities burned away, and emerge with great power. But there's more to that prophecy than most Malvans know. It goes on to say that the Firewing will lead his people to glory and power. That's why the Wisdom Stones urged Ariax Thone to undergo the trial that turned him into the Firewing: the hope that this was the first step to revitalizing the Malvan people.

So far that part of the prophecy hasn't come true — like most prophecies it may simply be a lot of hot air and foolishness. But for the purposes of *your* Champions Universe campaign, it could still be true and in the process of being fulfilled. If that's the case you'll have to figure out exactly what's supposed to occur (though your PCs' actions in the game may have some effect as well). The final decision is up to you, but there are two primary possibilities.

The first, "passive," possibility is that simply by existing Firewing fulfills the second half of the prophecy. He's brought Malva to the attention of one of the Galaxy's most vibrant young civilizations (Humanity), and more importantly has re-awakened Malva's interest in the rest of the Milky Way. It may take a century or two, but thanks to his influence the Malvans will somehow throw off their torpor and decadence and become part of the galactic community again.

The second, "active," possibility is far more dangerous for many worlds — including Earth. In this scenario, Firewing eventually returns to Malva and becomes a leader of his people, inspiring them to re-establish the Malvan Empire. In part this will involve discovering and casting off the ancient Elder Worm curse, which may re-ignite a desire to eradicate the remaining Elder Worm from the Milky Way. Thus, Earth isn't just at risk of being conquered and absorbed into the Malvan Empire (since all of Earth's superhumans combined can't stand up to Malvan technology). Malvan sensors could easily perceive the microscopic fragments of Elder Worm genetic material in Human DNA, causing the Malvans to decide that Humanity is "tainted" and has to be wiped out.

After eons alone, Syrr is not entirely sane. If discovered, he'll at first welcome the heroes with good will and fellowship, treating them to superb food and drink and showing off the wonders of his home. But he'll soon become suspicious of them, wondering what they're doing in his system and whether they've come to hurt him and steal his technology. From there it won't take long for him to decide that they could provide him all sorts of "entertainment." Using his technology and mental powers he'll subject them to "tests" designed to amuse him. For example, he might transmute two PCs' clothes into garb reminiscent of the Three Musketeers and then force them to duel with rapiers for the "favor" of a female PC, or a woman he creates out of thin air (actually a sophisticated hologram). If possible he'll give the heroes the impression that he has "ultimate cosmic power" and can do anything he wants, the better to intimidate and impress them.

To get out of this hellish "refuge," the heroes have to first survive the "tests," then find a way to short-circuit Syrr's powers or convince him that they're no threat to him. He's still mentally balanced enough to accept a well-reasoned, well-presented argument in their favor (though if the heroes are smart they'll take advantage of his temporary lucidity to get *far* away from him). And woe unto the heroes if they ever suggest to Syrr that other people might want to exploit him or steal his technology — if he realizes there's even a *chance* the PCs might deliberately or accidentally let people know about him and his whereabouts, he'll never let them leave.

CHAPTER SEVEN

PAGE 162: THE SECOND INVASION OF EARTH

As discussed below (see "The Gadroon In Canada,") the Qularr have been at war with the Gadroon since 2008. This conflict is the reason they returned to Earth in 2009 — Humanity's superpowered defenders are among the toughest opponents the Qularr have ever fought, so they're studying them, manimals, and the giant monsters in hope of breeding the mightiest "bio-weapons" they've ever created to defeat the Gadroon.

The Qularr wrongly believe (as the main text states) that a Qularr left behind during the 1965 invasion triggered the beacon in 2009. In fact, as revealed on CU 137, it was set off by a Destroid sent by Shadow Destroyer. He detected the Qularr fleet and decided to use it to test Earth's defenses (and perhaps weaken them by getting a superhero or two killed during the fighting).

CHAPTER EIGHT

PAGE 184: THE GADROON IN CANADA

The Gadroon's unusual behavior in Canada is due to a dangerous outside influence: Istvatha V'han, self-styled Empress of a Billion Dimensions.

After her 2007 attempt to conquer Earth's dimension was thwarted by superhumans, V'han decided to try a more subtle approach to "soften up" the target before her next attack (which will take some years to plan and execute). Intrigued by the fact that both the Qularr and the Gadroon had in years past fought sustained actions against Earth, she decided they'd make perfect cat's-paws.

The first stage of her plan was to approach the Gadroon exodus fleet through one of her heralds. She made them a simple offer: "Join my empire and I will protect you, ensuring that no enemy destroys the great Gadroon." Faced with the unspoken alternative — that she'd have a fleet of her D-Soldiers render the Gadroon extinct once and for all — the five admirals agreed to her demands. Not every Gadroon is happy with this (in fact, some are almost openly rebellious). But the majority have seen their lives become better since they became V'hanian subjects, and are proud of the news of victory after victory over the Qularr, so they aren't complaining.

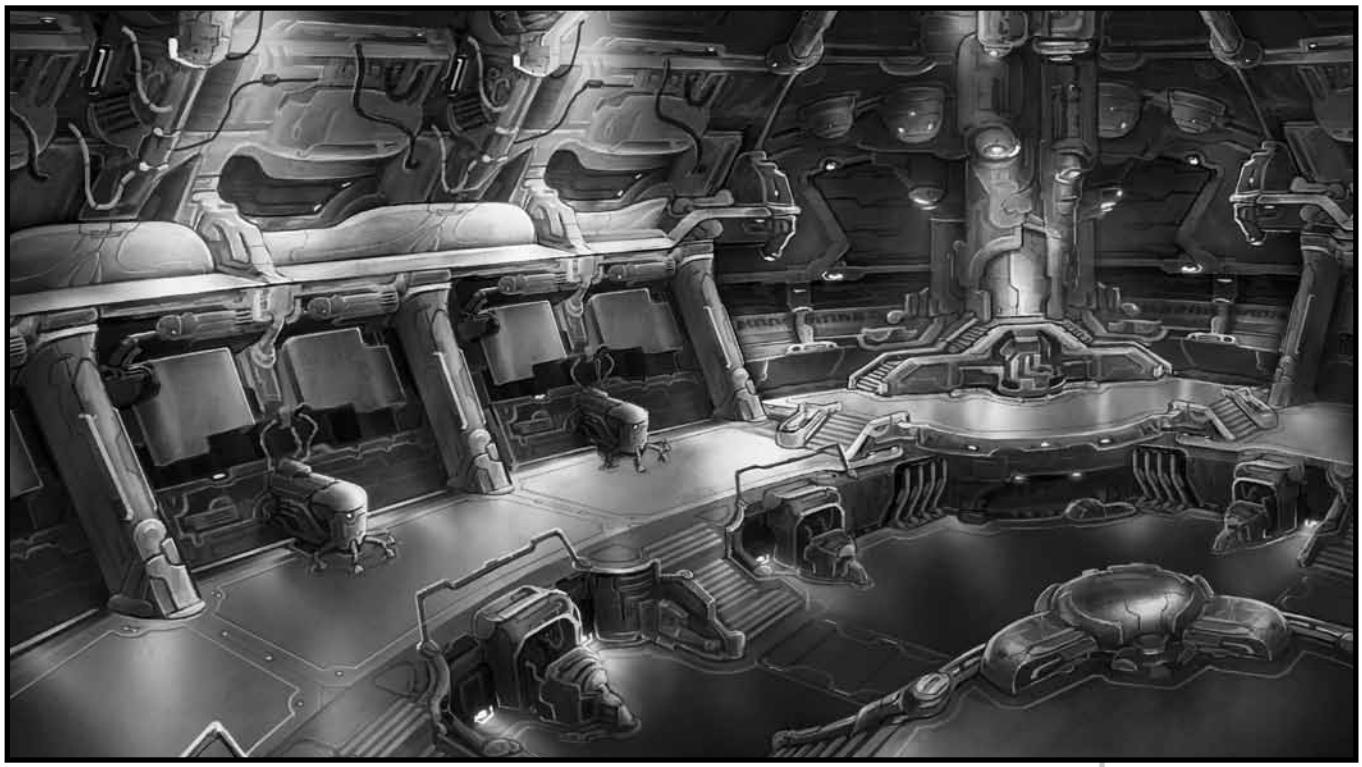
With the Gadroon under her control, V'han proceeded to the next step of her scheme: she ordered the Gadroon to attack the Qularr. Caught off-guard, the Qularr suffered some serious losses at first. Then several Qularr senators, each secretly a pawn of V'han's, suggested that the Qularr needed newer, better weapons to fight the Gadroon — and they pointed to Earth, whose superhumans had defeated the Qularr and their "monsters" in the past, as the best possible source of those new weapons. Furthermore, the fact that the Gadroon were interested in the planet meant the Qularr should acquire it first. Persuaded by this argument, the Qularr military outfitted an expedition and headed for the Human homeworld. The fact that an old Qularr beacon was triggered just as the expedition approached the planet (see above) seemed merely a fortuitous coincidence.

With the Qularr now occupying part of Earth and distracting Humanity's superpowered guardians, Istvatha V'han initiated the third and final stage of her plan, which was to have the Gadroon establish a foothold on Earth and create an even *greater* distraction. With the help of her weapons and advisors, a Gadroon strike force was able to succeed where earlier Gadroon attacks on Earth had failed. However, much to the Gadroon soldiers' annoyance, the Empress has ordered them simply to hold their ground. There is to be no clear-crushing of Human cities, no flash-burning of any part of Earth, no use of gravitic cavitators to reduce Human structures to rubble, and no "gadro-forming" beyond what little they've done at their beachhead. V'han wants as little damage done to Earth as possible, and this chafes at more than a few of her Gadroon subjects.

V'han now has two alien aces in the hole. When the time comes to attack Earth again, she can use them as a sort of disguised strategic probe in advance to test Humanity's strength, sow confusion in her enemies' ranks, and perhaps remove a few superheroes from the picture. If necessary the Gadroon outpost can even serve as a "landing zone" for her D-Soldiers. In the meantime, information about Humanity gained by the Gadroon goes into her planning databanks for analysis by her military staff.

Humanity remains unaware that the Gadroon and Qularr are at war. Based on analysis of gathered data Human scholars know the two species aren't friendly and attack one another given the opportunity, but they don't comprehend the scope (or origin) of the conflict.

Commander (page 190) is one of the Gadroon most disturbed about becoming "subjects" of Istvatha V'han. He wants his people to stand on their own and achieve their goals by themselves, not trade freedom for a master (mistress) out of fear. If necessary he might even ally with other species (such as Humans) to remove V'han from the picture.



Page 185: Gadroon Espionage

The holo-disguised infiltrators spying on Earth's major cities are just the first level of potential Gadroon subterfuge regarding Earth. If and when the infiltrators are discovered and/or the situation in Canada becomes militarily untenable, the Gadroon leaders who've remained with the main Gadroon fleet (which hasn't come anywhere near Earth) plan to show up and feign innocence. They'll claim the attackers were renegade Gadroon acting against Gadroon commands and law, and that the Gadroon people want nothing more than peaceful relations with Humanity and other species. If this succeeds, it's likely to spark serious scholarly and popular interest in the Gadroon, perhaps even creating pop-culture fads in places where there's a high interest in aliens (such as Japan). Once the Gadroon have established significant ties to Earth and been accepted as "galactic neighbors," they'll strike from surprise and lay Humanity low... assuming Istvatha V'han permits this (see below).

Chapter Nine

Page 204: Wormworld

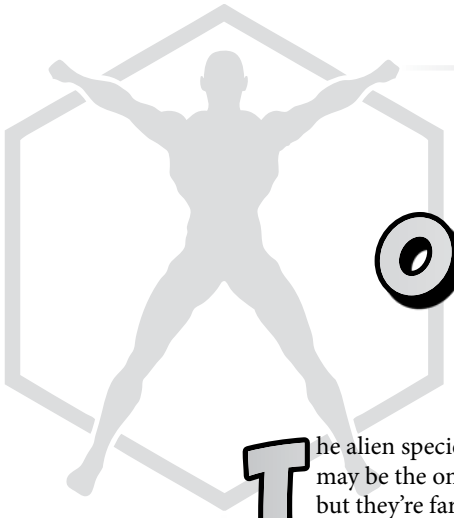
The Elder Worm homeworld is not quite as dead as it seems. In crypts hidden deep below the surface of some of the larger fragments of the former planet a few surviving members of the Elder Worm sleep in stasis fields created by their own lesser Worm-Orbs. Now that the Malvans have retreated and magic has returned to the Universe, the Worms are stirring, answering the siren call sent out by the true Worm Orb the Slug possesses. He knows nothing of this, but will be delighted if a small army of his followers and relatives make their way to Earth.

In *HERO System* terms, anyone coming within 50 light-years of the Elder Worm homeworld loses ½d6 points of PRE to the feelings of dread he experiences. For every 10 light-years closer (40, 30, and so on), increase this by an additional +½d6 PRE loss. Characters who lose half their PRE this way begin to exhibit disturbing behaviors that may harm themselves or others; characters who reach 0 PRE due to this loss become insane (and can only be cured with psychic surgery or the like).

Chapter Ten

Page 236: The Hall of Victory

Unfortunately the Star*Guard hasn't always been as good at "demilitarizing" captured weapons and similar trophies as it thinks. A few of the objects on display in the Hall retain some of their former power and could easily wreak great harm if they fell into the hands of the wrong people.



Other Aliens

The alien species covered in Chapter Two may be the only ones known to Humanity, but they're far from the only ones that inhabit the Milky Way Galaxy. This section describes some of the other major alien civilizations Humanity doesn't know about... yet.

Anthari

This species of light blue-skinned humanoids was nearly destroyed by Valak the World-Ravager during his first rampage through the Galaxy. At that time the Anthari were a minor starfaring race with low FTL ships. Only a few members of the species survived, and exist today as space nomads. Within no more than a century the Anthari will be extinct.

Belaxians

Belaxia is a large, high-gravity planet orbiting a yellow sun several hundred light-years from Sol. A typical Belaxian is three to four feet tall, with white, leathery skin that a Human might compare to an iguana's. His blocky head sits almost directly on his shoulders with no neck to speak of. The square-ish organs where most humanoids have eyes are radar emitters/receivers; they also have stubby noses and lack ears. Belaxians can have superpowers; most of their superhumans tend to be "bricks."

Belaxian Template

Cost	Ability
5	+5 STR
5	+5 CON
3	+3 PD
4	**Belaxian Density:** Knockback Resistance -4m
22	**Belaxian Radar-Sight:** Radar (Radio Group), Discriminatory, Increased Arc Of Perception (240 Degrees)

Total Cost Of Template Abilities: 39

Value Complications

15	**Physical Complication:** lacks Sight Sense Group ("sees" by radar, meaning he cannot perceive colors, watch video, and so forth) (Frequently, Slightly Impairing [increase to Greatly Impairing for Belaxians not living on Belaxia])

Total Value Of Template Complications: 15

Due to their lack of sight, Belaxians have created a society that seems odd, or at least restricted, to most other sentients. They can't write on paper or the like; their written records are incised into a thick, flexible, wood-like material that can be "read" via their precise radar. Their visual entertainments involve solid objects, holograms, and the like; they have no equivalent to Human paintings or video screens, which appear to them as blank flat spaces.

Catavalans

The Catavalans are a curious blend of modern advancements and ancient customs. Highly regarded for their quick wit, even tempers, and honest dealing, they have few enemies among other species. They're a starfaring species that belongs to the Velarian Confederation and trades extensively with its members.

Catavalan Biology

The inhabitants of Cataval are four-armed humanoids who stand about seven feet tall. Their skin tones range from a stony gray to a sandy brown. Although almost completely hairless, they are true mammals. Catavalans have naturally long lives and are patient, thoughtful beings. They can have superpowers, though superhumans are far rarer on Cataval than on Earth.

Cataval, the Catavalan Homeworld

Cataval is a large, dry world, with relatively small oceans, numerous deserts, and several extensive mountain ranges. Since their planet has proportionately less arable land than other worlds its size, the Catavalans used to impose strict population controls so they didn't outgrow their ability to feed themselves. Centuries ago, when technological advancements overcame their food shortage problem, they lifted these restrictions. As a result, the Catavalan population has increased dramatically.

The Catavalans have colonized a few planets in their home system, but so far most of their inhabitants are scientists, miners, and the like.

Catavalan Society and Culture

Society on Cataval has followed the same pattern for a very long time, since Catavalan longevity gives them a strong streak of conservatism and reliance on tradition. A divine emperor known simply as the Monarch rules the entire planet and all Catavalans. Because the Catavalans consider the Monarch a god, his priests run the government. Orders of priests act as soldiers, tax collectors, teachers, judges, and bankers. The newest order of clergy, the science priests, perform all research on Cataval. As one might expect, progress is slow.

The Catavalans have technology that's more advanced than Humanity's (such as slow FTL ships), but but with many curious survivals of earlier technology; Catavalans don't adopt new tech if an older method serves them well. They use steam power where most other civilizations use internal combustion or gas turbines, their soldiers fight with swords as well as energy guns, and they keep records on paper as much as on electronic storage media. Other species often find it frustrating to deal with them because of this; "Catavalan paperwork" has become a galactic slang term for "pointless procedures caused by backward thinking or practices."

The Catavalans are currently allied with the Velarians and the Quagi in a civil war against the Fassai and Renghadi for political control of the Velarian Confederation. None of the species involved has fast FTL ships, so it's a long, protracted affair with no end in sight as of 2011.

Catavalan Template

Cost	Ability
6	**Catavalan Arms:** Extra Limbs (two more arms), Inherent (+¼)
1	**Catavalan Longevity:** Life Support (Longevity: 200-year lifespan)

Total Cost Of Template Abilities: 7

Value Complications

None

Total Value Of Template Complications: 0

Coriphans

Native of the planet Coriphus, a world orbiting its sun at the very outer edge of its life zone, the dark-skinned Coriphans are accustomed to life in dim, cold conditions (in *HERO System* terms, they all have Nightvision and a 1-point version of Life Support (Safe Environment: Intense Cold)). They evolved from a dog-like pack creature, and to this day tend to prefer the company of others, particularly other Coriphans; a Coriphan forced to live by himself for long periods of time often develops mental problems.

Coriphans can have superpowers, though superhumans are only about half as common on Coriphus as on Earth. The average Coriphan superhuman is about two-thirds as powerful as the average superpowered Human.

Cristobalites

On the planet Tridymite Beta there exists one of the most unusual sentient life-forms in the Milky Way: the Cristobalites, a species of nigh-immortal, boulder-like beings who spend much of their lives sitting on mountaintops or in caves philosophizing. Discourses between their various "schools" of thought have been going on for hundreds of thousands of years and show no signs of slowing down.

The Cristobalites have one of the best-kept secrets in the Galaxy: they're artificially-created beings constructed by Malvans hundreds of thousands of years ago for the specific purpose of mining mineral-rich Tridymite Beta. Their entire history is a deliberate fabrication. The Malvans placed them atop the mountains deliberately to make their job of remotely controlling massive mining machines easier, then abandoned the entire project before any serious mining could take place. Once the Malvans departed, the Cristobalites used this equipment to cover up any traces of their former masters' presence, then drove all the equipment into an active volcano in an immature snit. Although they soon came to regret this action, it couldn't be undone. With nothing else to do or any way to do it, they became obsessed with philosophical discourse, developing the unique culture they have today.

Although Tridymite Beta has 1.26 G and is blessed with incredible amounts of easily-reached precious metals and gems, it's unlikely that humanoids will have much success mining it if and when it's discovered. Tridymite Beta is inhospitable to most forms of organic life. It has an unbreathable troposphere, deadly surface temperatures, and a very low atmospheric pressure of about 900 millibars. It rotates extremely slowly; a single "day" on Tridymite B is some 240 Earth days long, There are only 220 Earth days in each Tridymite year, making each one 0.917 local days long. On Tridymite Beta a day is longer than a year... so to speak.

For more on the Cristobalites, please see *Worlds Of Empire.*

DENEBIANS

Inhabitants of a world they call Harkarth, known in Human parlance as Deneb IV, the Denebians are humanoids descended from a creature most closely analogous to a Earth turtle, though by Terran biological standards it's as much an insect as a reptile. Their skins tend to have a light undertone — tan, ochre, even yellowish — with regularly-spaced squarish-shaped "spots" that are actually thicker plates and offer some protection against injury. Denebians' backs have an even thicker overall plate, but it's flexible enough that it doesn't impede their ability to move. The average Denebian is perhaps seven to ten centimeters shorter than the average Human, but not particularly stocky despite his thick skin; indeed, in the eyes of many species, Denebians seem slender.

Denebians' heads are slightly prognathous; they have large, flat nasal structures and small ears that barely project beyond the skull. Their eyes are small and beady, which often makes Denebians look suspicious or dangerous to Humans.

Denebian marriages are often, but not always, arranged. They marry for life, bonding with their spouses through a complex social and biochemical process that makes divorce both unthinkable and undesireable (Denebians would find the Human predilection for "breaking," as they refer to divorce, utterly confusing and dismaying). The women bear live young after a seven-month gestation; after having two or three children most women become infertile.

DENEBIAN TEMPLATE

Cost	Ability
-2	-1 DEX
1	+1 CON
3	**Denebian Skin:** Resistant Protection (1 PD/1 ED)
4	**Denebian Backplate:** Resistant Protection (+2 PD/+2 ED); Activation Roll 11- (only protects the back; -½)

Total Cost Of Template Abilities: 6

Value Complications

None

Total Value Of Template Complications: 0

Denebians can have superpowers, but they're extremely rare and usually not very powerful (a maximum of 30-40 Active Points in most cases).

HARKARTH, THE DENEBIAN HOMEWORLD

Harkarth (Deneb IV) is a terrestrial world a few degrees warmer, on the average, than Earth with 1.1 G. It has two moons of roughly equal size, neither of which the Denebians have explored yet. It has three large continents, several subcontinents, and a sprinkling of large islands. Extensive belts of jungle once covered much of the planet, and though industrialization has shrunk them considerably, millions of acres remain intact. Similarly, swamps and marshes were much more common hundreds of years ago, but the Denebians drained many of them and turned them into roads or farms.

The Deneb system has twelve other planets — three too close to Deneb (a hot white supergiant) to be habitable, the rest untenable for other reasons. Five of the planets are gas giants.

DENEBIAN SOCIETY AND CULTURE

Thousands of years ago, Harkarth was a world torn by war and divisiveness. Political conflict often led to wars, and the major religions of the Denebians — Kolebism, Takurism, and Gerradism — often struggled with one another as well. Additionally, Kolebism and Gerradism both grouped the Denebians into an elaborate social structure of *klascé*s, similar to the castes of ancient India on Earth, and this caused strife from time to time.

As the centuries passed, social, technological, and religious progress all acted, slowly but surely, to diminish these problems — but not to eliminate them. That took a major nuclear exchange between two powerful nations in the Human year 2005. The "Fifty-Minute War" nearly destroyed Denebian civilization and killed over a billion people. The Denebians are still struggling with rebuilding their societies, and in some cases just surviving, in the aftermath of the war; no doubt it will be decades before all the problems are resolved. One effect that's already been noticed by Denebian sociologists is that the average Denebian has become far more accepting of differences and open to the peaceful exchange of ideas; no one on the planet wants another conflict to erupt.

DONBURIL

The Donburil are tall humanoids with shiny gold skin and an odd metabolism. Their tissue and bone contains a high proportion of metals, and the food they eat is lethal to most other beings.

Society on Donbur, a large, rocky world near Velarian space, is matriarchal. The government consists of a council of the female leaders of the approximately 800 clans. (The total Donburil population is only 500 million.) Politics on Donbur is a constantly-shifting tapestry of coalition-building, negotiation, and dealmaking that confuses anyone but a Donburil.

The Donburil have not yet achieved space travel, but are close to being able to launch manned vessels exploring their moons and solar system. Given their location, the odds are once they're capable of starflight they'll join the Velarian Confederation, or at least become one of its trading partners.

DONBURIL TEMPLATE

Cost	Ability
5	+5 STR
1	+1 PD
1	+1 ED
1	**Donburil Toughness:** Resistant (+½) for 1 PD/1 ED
2	**Donburil Mass:** Knockback Resistance -2m
2	**Donburil Metabolism:** Life Support (Immunity to most metal-based poisons)

Total Cost Of Template Abilities: 12

Value	Complications
5	**Physical Complication:** Hefty (average weight 300 kg) (Infrequently, Barely Impairing)

Total Value Of Template Complications: 5

DORUGANDANS

Native to a humid, often swampy terrestrial world, the Dorugandans are fungoid beings who look, to Human eyes, like giant walking mushrooms. They can live for up to 800 years and reproduce through a sort of "budding" process where a Dorugandan couple "plants" offshoots of themselves into a special "gestation garden," where they grow together and form an infant Dorugandan in about a year.

By Human standards, all Dorugandans are "superpowered." They have psionic powers (typically Telepathy 8d6, Mental Blast 4d6, and sometimes a few other abilities such as Mind Link) and recover from injuries with incredible speed (Regeneration, 1 BODY per Turn). Their fungoid forms and metabolism also make them much more resistant to harm than a Human body, and they can survive indefinitely without oxygen.

The Dorugandans have had space travel for centuries and have even sent a few members of their species to join the Star*Guard. But for the most part they prefer to keep to themselves. By the slow-paced standards of their society, most other species are far too "busy" and frenetic, always rushing around trying to get things done right now. Dorugandans prefer the more sedate pace of life on their world.

EAUHIAOMEAAEIU

This nearly-extinct species of beings, whose name is virtually unpronounceable by most sentients (it sounds sort of like an electric hum), consists of hive beings composed of motes of mental energy. Malevolent and exploitative, each "cloud" drifts through space in search of inhabited planets whose sentients it can take over. When it finds one, it drifts down, uses its mental powers to possess someone, then begins "breeding" by spawning off motes to take over other people. In time the entire planet falls under the Eauhiaomeaaeiu's sway and is then stripped bare of energy and every resource it has. When there's nothing left, the Eauhiaomeaaeiu leaves, abandoning its former hosts to starvation and death.

Unfortunately this style of life isn't conducive to long-term survival and advancement, and over hundreds of thousands of years most Eauhiaomeaaeiu have died in cosmic accidents, succumbed to psionic diseases, or the like. Nor is the possession process free from danger. For example, an Eauhiaomeaaeiu who tried to take over Earth succeeded only in creating the supervillainess Esper (see CV3 102), effectively extinguishing its own life. The odds are that within a few thousand years these galactic parasites will plague the civilizations of the Milky Way no longer.

ERENI

Natives of Talendin, a beautiful terrestrial world not far from Ecra-shen (the Se'ecra homeworld), the Ereni are a highly advanced species and a prominent member of the galactic community. Tall humanoids mostly covered in short fur with the same range of colors as Human hair, they're well-known as scholars, explorers, mathematicians, engineers, traders, and artists. Ereni hunters are also renowned throughout the Galaxy, since their acute senses (+2 to PER Rolls with all Sense Groups) make them skilled trackers.

ERGONS AND THORGONS

On the planet Ergath, rimward and antispinward from Earth, two sentient species exist. The dominant race is the Ergons, short humanoids with pale, red-striped skin, eyes that are translucent red orbs with no visible pupils, and acute hearing (they can perceive ultrasonic sounds). Highly skilled at the biological sciences, about fifty years ago the Ergons created the Thorgons to serve them. Thorgons are much like Ergons, except that they're taller, their base skin tone and stripes are both darker, their ears are smaller, and they're far better, on average, at all sorts of physical tasks. (The Ergons also use their biological sciences to breed by artificially impregnating embryos in gestation pods; Thorgons cannot breed, though they can, and often do, form romantic attachments.)

Both Ergons and Thorgons are capable of having superpowers bred or imbued into them with super-science. They do not seem to develop superpowers in any other ways, though. The Ergons have experimented with creating brick and speedster Thorgons, but are a little scared of the results and haven't pursued those lines of research very far.

Ergath

Ergath, the homeworld of both the Ergons and the Thorgons, is slightly larger than Earth, with a gravity of 1.1 standard G and a generally warm climate. It has large oceans and 11 small continents with a great variety of ecosystems.

Society and Culture

The Ergons are an advanced civilization with equally advanced technology. Using their bio-engineering, they've bred clone-races from their basic genetic stock to handle jobs they found distasteful: heavy labor; fighting; deep space exploration. The most prominent and numerous of these races are the Thorgons. The Ergon authorities keep careful control over their "servants," thus creating a significant underclass that has few (if any) legal rights and plenty of grievances. The Ergons breed loyalty into their clone-races, but it's unclear how solid that loyalty is... or will remain.

The Thorgons, who are bred for a number of tasks including warfare, are humorless, pitiless, and cruel. Compared to them even Ackálians seem cultured, sophisticated, and reasonable. They deal with others on a "friendly" basis only when they have no means to enforce their will or can't get what they want any other way. They take a hard-nosed, militaristic approach to almost everything they do.

Esagites

The Esagites, a species of green-skinned humanoids with some ichthyoid features, come from a terrestrial planet named Lregh that's near Ecra-shen (the Se'ecra homeworld). A world once wracked by clandestine warfare in which city-states sent squads of *ta'hrevk* assassin-saboteurs to inflict casualties upon enemy cities, Lregh centuries ago rejected warfare in favor of peaceful prosperity. Lord Esagai, the reformer who persuaded his people to renounce killing and destruction, is today a divine figure so revered that the planet's inhabitants refer to themselves by his name.

Although they scorn conflict, the Esagites aren't pacifists. They realize not everyone shares their ideals, so they prepare for war while avoiding it if at all possible. Rather than maintain a large standing planetary military, they kept the tradition of the *ta'hrevk* alive, relying upon a small group of assassin-saboteurs to protect their society. Other soldiers look on their skill and discipline with awe.

Fex

Fex (the term is singular and plural) resemble humanoid terrestrial cats, with swift, graceful bodies, keen senses, and sharp claws. They have a short, downy coating of fur all over their bodies, ranging in color from a grey so dark it's nearly black to a light, tawny shade. The hair on their heads (often called a "mane") is thick and luxurious; the fur on their backs and lower legs also tends to be thicker.

Fex Biology

Bipedal like Humans, Fex have bodies optimized for fast sprinting rather than endurance running (they evolved from a hunting cat roughly similar to the cheetah of Earth, though they never have spotted fur). Their feet and four-fingered hands have large retractable claws, good for use not only as weapons, but to help with tasks like climbing. They have large, sharp teeth compared to Humans, but not large enough to qualify as "fangs." Their large, sensitive eyes work well in low light.

Fex subsist on a primarily carnivorous diet — they can even eat raw meat without difficulty, though almost all Fex prefer cooked food. Various types of fish and the *orsec,* a type of small domestic animal similar to a pig, are their favorite foods.

Fex come in the standard two genders and bear live young after a three-month gestation. The kittens remain in a pouch on the mother's stomach for a year after birth. When large enough, they leave the pouch and switch from a diet of milk to one of meat. The law considers them adults when they reach age 15.

Fex can have superpowers. Enhanced physical abilities (such as super-strength or super-speed) are the most common; mystics and mentalists are rare.

Fexao, the Fex Homeworld

The Fex come from Fexao, a terrestrial world with 0.9 G lying antispinward from Earth. Overall, it has a dry climate — oceans cover only half the surface, and much of the land is desert. The northern hemisphere has the most fertile land, with several small continents and large island groups suitable for agriculture.

Fex Society and Culture

Fex society is surprisingly peaceful, given their predatory ancestry. Scrupulously polite and honest, Fex try to remain calm and unruffled at all times. Xenosociologists would attribute this restraint to the fact that angry Fex can inflict serious damage on each other with their claws; if they were prone to anger or fighting, the result would be a society of maimed, scarred individuals. The government of Fexao combines democracy and meritocracy — the Fex vote on candidates to fill all the important government posts, but candidates must meet a very strict set of requirements and pass examinations to become eligible to run.

Intellectually, the Fex have made important contributions to philosophy and law, but seldom have much interest in the sciences. Their sculpture and textiles are particularly fine (and will become valuable trade items if and when they join the galactic community), and Fex dancers are famed for their grace.

As of 2011, Fex technology is at a pre-industrial level. The arrival of beings from outer space would cause significant social disruption within their society.

Fex Template

Cost	Ability
4	+2 DEX
-2	-2 CON
12	**Claws:** HKA 1d6 (plus STR); Reduced Penetration (-¼)
4	**Fex Legs:** Running +4m
5	**Fex Eyes:** Nightvision
3	**Descended From A Nocturnal Species:** Lightsleep
4	+2 to Climbing

Total Cost Of Template Abilities: 30

Value Complications

None

Total Value Of Template Complications: 0

Ghok'pa

The Ghok'pa were an ancient species that once attempted to enslave other worlds using the vast, dark mental powers of their priests. The Star*Guard fought, defeated, and destroyed them, eradicating their evil from the Galaxy. The only remnant of the species are a few well-hidden temples were the psionic essences of some of the priests are preserved for eternity in special disks. The discovery of once such temple turned former Guardsman Mordace to evil (see page 250).

Golo

Inhabitants of Goloba, a planet near Varanyi space with only 15% of its surface covered by land, the Golo are a race of humanoids similar to Humans in many respects (though their facial features, particularly the nose which merges into a sort of flat crest along the top of the head, differ). They have only an early medieval level of technology, and their world is heavily balkanized, with dozens of petty kingdoms squabbling for resources and power.

A high percentage of the Golo are naturally psionic, some of them quite powerful. However, their main religions and superstitions classify psionic powers as "witchcraft," and anyone exhibiting such abilities is pursued by "witchhunters" both professional and amateur, and killed when captured. Any superhumans who visit the planet and exhibit any sort of superpower may likewise be considered witches, or demons.

Hrac'darese

Inhabiting a terrestrial planet far to spinward and coreward of Earth, the Hrac'darese descend from a fish-like being, though they long ago left the waters behind for life on land. They have metallic-colored skins — brassy, bronze, or copperish — in which one can see faint traces of vertically rectangular scales if one gets close. Their large, dark, round eyes appear pupilless; they have no external ears or nasal structure, and thin lips. Their five-fingered hands are not webbed, and their bodies lack hair.

While the average male Hrac'darese is only a few centimeters shorter than the average Human, Hrac'darese females are markedly smaller and weaker. Most males have multiple wives, with the exact number dictated largely by their religious sect but partly by their personal resources. Women rarely work outside the home, though they often help support the family through gardening, fishing, farming, craftwork, or similar occupations.

Hrac'darese women are only fertile for a five-year period in their twenties, so the generations of Hrac'darese tend to be highly distinct, and the age of a Hrac'darese easy to guess. Children are highly valued and much beloved; they usually don't leave home until they marry. Marriage involves elaborate courtship rituals and the payment of an often-hefty bride-price to the woman's family.

The Hrac'darese do not seem to be able to possess superpowers.

Hrac'dar, the Hrac'darese Homeworld

Hrac'dar III, the Hrac'darese homeworld, is the third of seven planets orbiting the G4III star Hrac'dar. It's an archipelagic world with no continents at all but thousands of islands ranging in size from about 1.8 times the size of Greenland to so small that they virtually disappear at high tide. In many places large, well-braced bridges link two or more islands together so the Hrac'darese can travel by ground vehicle as well as watercraft.

Hrac'dar has two moons, both of which are near and large enough to significantly affect the planet's tides. The need to predict the tides precisely led the Hrac'darese to develop elaborate, sophisticated timekeeping methods and calendars early in their civilization; Hrac'darese timepieces are extraordinarily accurate.

Hrac'darese Society and Culture

Hrac'darese society is much like Human society in many ways. There are many races, religions, economic sectors, and the like, but it all melds together to form an intriguing whole.

Religion plays a particularly important part in the lives of many Hrac'darese. Although there are thousands of sects and creeds, most worship a creator-god named Nevha in some form. Originally the sea-god of a powerful northern tribe, Nevha became, through a series of religious wars and philosophical reinterpretations, the object of worship for over 80% of the Hrac'darese. Many Nevhan sects go so far as to dictate an adherent's job, social status, number of wives, or where he can live; others interpret religious doctrine much more loosely.

As of 2011, the Hrac'darese have technology roughly equivalent to that of mid-twentieth century Humans. It won't be long before they visit their moons, and then perhaps travel further....

Hrac'darese Template

Cost	Ability
-1	-1 STR
1	+1 CON
1	**Hrac'darese Skin:** Resistant (+½) for 1 PD/1 ED)
2	**Hrac'darese Lungs:** Life Support (Extended Breathing: 1 END per Minute)

Total Cost Of Template Abilities: 3

Value Complications

None

Total Value Of Template Complications: 0

Jaruma

Unusual, powerfully-built fluorosilicone beings from the Venusian world Umara (which is near Ecra-shen, the Se'ecra homeworld), the Jaruma breathe a mix of carbon dioxide and fluorine that's deadly to most other species. They stand more than two meters tall on three stumpy legs and have three arms, each of which ends in a mouth/hand surrounded by three eyes. They frequently colonize worlds other species cannot live on.

Jaruma society evolved from several tribal cultures, and family and clan influence remains a major part of almost every Jaruma's life. This has led to a robust educational system, as well as strong trading ties between Uruma and her colonies that keeps them united even over great distances. The Jaruma are well-known for their skills in the fields of prospecting, mining, and genetic engineering.

Jaruma Template

Cost	Ability
3	+3 STR
3	+3 CON
1	**Jaruma Form:** Resistant (+½) for 1 PD/1 ED
3	**Jaruma Form:** Life Support (Safe Environments: High Pressure, Intense Heat)
10	**Jaruma Eyes:** Increased Arc Of Perception (360 Degrees) for Sight Group
5	**Jaruma Form:** Extra Limbs (2 — one extra arm and leg)

Total Cost Of Template Abilities: 25

Value Complications

None

Total Value Of Template Complications: 0

Jhinu

The Jhinu (singular Jhinta) closely resemble Humans, and come from a very Earth-like world. Masters of the biological sciences, the Jhinu long ago eliminated genetically undesireable traits from their species. As a result, these mammalian humanoids are uniformly fit, healthy, and by their own standards attractive (most other mammalian species, including Humans, would agree with this opinion). There are seven major *insaru,* or genetic lines, among the Jhinu, and about three times that many minor insaru, so every Jhinta bears a strong resemblance to thousands or millions of his fellows. Jhinu individualize themselves through hairstyles, dress, and hobbies; matters of fashion hold great importance for them.

While the Jhinu marry for love, only about half their children are biologically born. Often a couple wishing to have children uses *in vitro* fertilization and artificial birthing-chambers. By Jhinu law, only couples who prove that they have proper genetic compatability can have offspring. Jhinu law outlaws the direct cloning of sentients, although the technology is available and violations of that law periodically occur.

The process of improving the Jhinu genome long ago weeded out the genetic abnormalities that make mutant superpowers possible. Other than this one restriction, they can have superpowers — but those powers have to come from deliberate mutation, "radiation accidents," training, or the like. The rate of superpower development on Jhin is approximately ten percent that of Earth, and the average superhuman is roughly as powerful as a Human with superpowers.

Jhin, the Jhinu Homeworld

Jhin is remarkably Earthlike in most respects. It has 1.0 G, roughly the same average temperature as Earth, seven continents, and a wide variety of ecological zones and types of terrain. Its oceans tend to be smaller than those of Earth, but it has more large inland seas.

The Jhinu have a unified world government, the *Assembliad*. This body of legislators — one thousand of them, chosen in a planetwide election every ten local years — convenes in an enormous meeting-hall in the capital city of Lanendra. The Assembliad Hall is gargantuan, but the Jhinu have a gift for architecture, so it's not the only marvel on display in Lanendra. Beautifully sculpted skyscrapers, impressive monuments, and well-maintained boulevards suitable for both vehicles and walking fill the capital, and most other Jhinu cities as well.

Four moons fill Jhin's night sky — two large and two small, but only the largest has been visited so far. The Jhinu calendar depends on the movement of the largest moon, Nishar. The early Jhinu thought the four moons were each the home of a god, and even today the number four has a great deal of cultural significance.

Jhin is the third of eight planets orbiting Rhukhla, a G4V star. Two of those planets, Rhukhla II and IV, are Mars-like.

Jhinu Society and Culture

The Jhinu are a remarkably peaceful people. Their eugenics program required a civilization in substantial agreement about most issues (not the least of which was the intention to start the program in the first place), so the pressures to conform socially are strong. Though they have political parties and factions, the disputes between them never become severe, and it's been nearly a century since the Jhinu warred among themselves. Crime is largely non-existent and rarely serious; the violent and criminal tendencies of Humans and other species would shock many Jhinu.

The logical-minded Jhinu long ago abandoned religion in favor of a philosophy known as Scientific Determinism, which lauds the "Divine Scientific Spirit" for creating the universe and the laws of science. Although a sterile philosophy by many species's standards, it seems to serve the Jhinu well; it tells them that most things happen for a reason, and that learning and the proper application of one's knowledge are the best means to deal with adversity.

The Jhinu have technology that's roughly equivalent to Earth's in most respects. However, their work in the biological sciences is significantly more advanced; if and when they join the galactic community, genetic products will likely be one of their major trade items.

Jhinu Template

Cost	Ability
2	+2 INT
3	**Jhinu Attractiveness:** Striking Appearance +1/+1d6
4	**Jhinu Improved Genetics:** Life Support (Immunity to most Jhinu diseases)

Total Cost Of Template Abilities: 9

Value Complications

None

Total Value Of Template Complications: 0

Kadathari

The Kadathari are a humanoid species descended from pack felines; they live on Kdathar, a terrestrial world not far from Mon'da. Their technology is still relatively primitive — roughly equivalent to that of fourteenth century Europe on Earth — but advancing quickly due to the Kadathari propensity for working in teams, sharing information, and taking risks in the name of progress or discovery.

Kadilians

Kadilians are ochre-skinned humanoids similar to Humans in most ways, though their average height is 6'8" for males and 6'2" for females and they're equally tough and durable — a Kadilian can suffer injuries that would kill a Human outright and live to tell the tale if he gets proper medical care. (In *HERO System* terms, they have +5 STR, +5 CON, +3 PD, +2 ED, and Regeneration (1 BODY per Day).) Kadilians can have superhumans, but nearly all of them are bricks, speedsters, or metamorphs; they cannot have mental powers.

The Kadilians have technology equivalent to late eighteenth century Europe on Earth, though they fight far less than Humans back then did. Most Kadilians follow a religion that preaches near-total pacifism in the face of aggression or hatred.This has led to a peaceful society but retarded the development of technology.

Kadilia is a huge desert planet with 1.4 G gravity; it's located near Varanyi space. Oceans cover less than 20 percent of the surface, and life is often harsh and short.

KALISHARI

Attractive, slender humanoids with tails, the Kalishari have skin that changes color from deep purple to luminous yellow-green in shifting patterns determined by the individual's mood. Glowing green indicates pleasure or attraction, red anger or frustration, blue for "neutral" feelings, and dark purple for dangerous situations. The change is subconscious; an individual can't control it. As a result, the Kalishari tend toward scrupulous honesty, since they can't hide their feelings from each other. They have learned not to take offense at many uncontrollable reactions; a good-looking Kalishari doesn't consider it demeaning or insulting if the person speaking with him displays colors of romantic attraction, for example.

One of the few nocturnal sentient species known, the Kalishari have sensitive vision and cannot tolerate bright sunlight. Naturally very stealthy, they move quickly and gracefully. They live in enormous, well-defended cave complexes on Kalisha. Some of the Kalishari's underground cities qualify as wonders of the Galaxy... though no one knows about them yet since they haven't yet achieved starflight.

KALISHA, THE KALISHARI HOMEWORLD

Kalisha orbits its star (which is relatively near Ergath, the Ergon-Thorgon homeworld) a little closer than most humanoid-inhabitable planets, giving it hot surface temperatures (especially in the summer) and driving most of the animal life (including the Kalishari) underground into vast natural cave complexes. The Kalishari long ago expanded many of these complexes, becoming master delvers and engineers in the process, and continue to do so as the needs of the population require. The Kalishari allow caves unsuitable for themselves to remain natural, and a thriving underground ecosystem has developed in them, featuring life ranging from tiny spores and fungi to packs of fierce wild cave-dogs. Some of the Galaxy's most spectacular cave-formations exist there.

KALISHARI SOCIETY AND CULTURE

Kalishari society evolved amid the underground cave complexes, where one powerful or clever individual assumed a leadership position and bound the others in his cavern complex to him with oaths both secular and religious. This created a sort of feudalistic, hierarchical society where one's ability to get things done depends partly on one's social position, and partly on one's personal connections with important people. Technological and social advances ameliorated this system somewhat, but the basic structure remains.

The Kalishari are ruled by a planetary overlord, the *Ingaladi* ("Emperor"), to whom all other leaders swear oaths. The Ingaladi's strength varies; some do in fact rule the entire planet, while others are dependent on the support of their "vassals" to such an extent that they're mere figureheads.

Kalashari technology lags a little behind Human; what they possess now is about the same as what Earth had a hundred years ago. Their geology and subterranean engineering knowledge exceeds that of Humans, however.

KALISHARI TEMPLATE

Cost	Ability
4	+2 DEX
10	+1 SPD
5	**Kalishari Eyes:** Nightvision
5	**Kalishari Tail:** Extra Limb (1), Inherent (+¼); Limited Manipulation (-¼)

Total Cost Of Template Abilities: 24

Value Complications

15	**Physical Complication:** Light-Sensitive Eyes (-2 Sight PER Rolls in bright light) (Frequently, Slightly Impairing)
10	**Social Complication:** Color-Changing Skin (gives away current mood and attitude) (Frequently, Minor)

Total Value Of Template Complications: 25

THE KOLAJIK PACK

The Kolajik Pack evolved from a reptile superficially similar to ancient Terran velociraptors. Individual Kolajik are 1.5 meters tall, with long tails, lean runners' bodies, and long, pointed faces. Highly intelligent, they use telepathy as well as voice to communicate among themselves.

Kolajik lay eggs in large communal hatcheries and care for the young as a group. They love the company of other people (especially their own kind) and cannot stand long periods of solitude. Their gregariousness appears somehow instinctive/biological; no known "loner" Kolajik exist. (A Kolajik isolated for longer than a day quickly becomes agitated, and as more time passes he eventually starts hurting himself in frantic efforts to rejoin the Pack.) Carnivores, they long ago abandoned hunting in favor of ranching.

KOLAJ, THE KOLAJIK HOMEWORLD

Known to most other species as a rainy, swampy world (since the Kolajik favor such areas and have built their most prominent cities in them), Kolaj actually features a wide range of climatic and ecological zones. However, its polar regions are smaller than normal for an Earth-like planet. Summers tend to be hot and muggy, winters chilly (but not freezing) and foggy.

KOLAJIK SOCIETY AND CULTURE

In person Kolajik are friendly, boisterous, and hyperactive. They seem to lack any sense of shyness (often seeming a tad short on tact as well), and don't hesitate to introduce themselves to complete strangers if they sense an opportunity to add to their circle of friends. They make good salesmen, traders, and diplomats; a few Kolajik spies have scored major intelligence coups by getting close to sensitive targets through disarming friendliness.

KOLAJIK TEMPLATE

Cost	Ability
6	+3 DEX
2	+2 CON
10	+1 SPD
-2	-2 BODY
10	**Teeth:** HKA ½d6 (plus STR)
5	**Talons:** HKA 1 pip (plus STR)
12	**Kolajik Mind:** Telepathy 2d6, Reduced Endurance (0 END; +½); Communication Only (-¼)
6	**Kolajik Legs:** Running +6m
5	**Tail:** Extra Limb (1), Inherent (+¼); Limited Manipulation (-¼)

Total Cost Of Template Abilities: 54

Value Complications

10	**Psychological Complication:** Hates Being Alone (Common, Moderate)

Total Value Of Template Complications: 10

It's rare to see a Kolajik anywhere without the company of at least one other Kolajik, or at the very least one or two close friends from other species. All Kolajik entertainments are group activities — playing or watching team sports, attending or playing in symphonies, communal creation of artwork, and so on. They even go in groups to vote!

Kolajik technology is roughly equivalent to nineteenth century Human technology: steam-powered vehicles, percussion firearms, no aircraft, and so on.

KORUNDAR

One of the strangest species in the Galaxy, the silicoid Korundar live in conditions which would kill most humanoids quickly, and so have escaped conquest and exploitation. They're admired for their skills as prospectors, miners, metallurgists, and engineers.

One of the few known silicoid species, the Korundar evolved from gathering herbivores. To Humans, their bodies/flesh resemble a rock like smoky quartz, but not faceted or crystalline. Vaguely centauroid, with four legs and two arms, they're huge (6-8 m tall), powerful beings by the standards of most carbon-based life. They live on radioactive crystalline "plants." Hermaphroditic, they lay eggs that look like silver-painted bowling balls.

Korun, the Korundar Homeworld

The Korundar live deeper in the Galactic core than any other solid species. Korun is a dense, massive world wrapped in a superheated atmosphere and constantly churned by volcanic activity. A thriving silicon-based ecology evolved there, using volcanic vents as the chief energy source. Complex crystalline "plants" grow around the vents, sending metallic tendrils into the molten rock in search of heavy metals.

Korundar Society and Culture

Most other species find Korundar society and culture maddeningly slow. The Korundar take a day to do what most sentient beings can do in an hour. Their religious ceremonies, which last for days and involve worship of their homeworld via rituals performed near lava vents, are perhaps the best example of the Korundar tendency to perform tasks cautiously and with an eye toward perfection.

Unlike most starfaring species, the Korundar lack a unified world government. Korun remains balkanized into nearly one hundred nations, mostly democratic republics or constitutional monarchies. These nations generally enjoy peaceful relations; despite their size and strength, Korundar are calm, deliberate, and difficult to anger. Disputes sometimes arise over food sources or other limited resources, however.

Korundar don't colonize, simply because few worlds exist that can support their type of life, but they often travel to other planets to work as miners, engineers, or even mercenaries. Since they don't have to breathe, Korundar can get by on most planets with nothing but cold-weather gear, usually incorporating a layer of lead foil to protect fragile organic beings from their mildly radioactive bodies.

The Korundar have advanced technology, though most devices are unusual crystalline sorts of things almost completely incompatible with other species' technology. They are particularly adept at metallurgy and the construction of fission power plants based on biological models.

Korundar Template

Cost	Ability
20	+20 STR
-10	-1 SPD
8	+8 BODY
6	**Radioactive Form:** Drain CON ½d6, NND (defense is Life Support [Safe Environment: High Radiation] or lead shielding; +0), Area Of Effect (personal Surface — Damage Shield; +¼), Constant (+½), Reduced Endurance (0 END; +½), Persistent (+¼); Always On (-½), No Range (-½)
21	**Silicoid Body:** Resistant Protection (6 PD/8 ED)
15	**Silicoid Body:** Life Support (Self-Contained Breathing; Safe Environments: High Pressure, High Radiation, Intense Heat)
12	**Heavy:** Knockback Resistance -12m
24	**Long Legs:** Running +24m
3	**Reach:** Reach +3m
5	**Lots Of Legs:** Extra Limbs (two more legs), Inherent (+¼); Limited Manipulation (-¼)

Total Cost Of Template Abilities: 104

Value	Complications
15	**Physical Complication:** Enormous (Frequently, Slightly Impairing)

Total Value Of Template Complications: 15

Krsst

The Krsst are a hive-mind species that evolved from creatures somewhat similar to army ants or bee swarms. Each hive effectively constitutes a single organism, usually covering roughly a 2-4 meter radius area when assembled. Unlike the Shiseki (see below), Krsst hives communicate by direct transmission of nerve impulses from individual to individual, along with a battery of scent cues. They are sensitive to poisons and drugs, and a good dose of soapy water can disrupt the swarm's scent communication.

The Krsst inhabit the planet Elcara VII, located far spinward and a bit coreward of Earth. Their culture could best be described in Human terms as "militantly libertarian"; each swarm seems to think it and it alone knows what's best for it and that other swarms should leave it alone as much as possible. Krsst technology is about the same as Human technology, though the two are virtually incompatible due to their creators' radically different body types and perceptions.

Lorghil

The Lorghil live on the planet of the same name — a small, mostly agricultural, world about 350 light-years from Earth, with one distant moon. They're an inch or two taller than Humans on the average. Lorghil skin comes in various shades of brown, and their eyes are much larger than Humans' and solid black.

Lorghil can have superpowers. In fact, the rate of psionic development on the planet is significantly higher than on Earth — approximately 30% of Lorghil have mental powers of some type, usually in the 40-50 Active Point range.

Since their telepathic powers allow them to "link" large number of people and negotiate most problems to a mutually acceptable conclusion, Lorghil is a peaceful place — a world of farmers and artists where intense competition and even strong emotions are frowned upon. Large cities are relatively rare; the Lorghil seem to prefer towns and small cities. Compared to most worlds with a similar level of technological development, large stretches of the planet are rural areas or wilderness.

Lorghil technology is more advanced than Human tech. They have spacecraft capable of carrying a Lorghil to nearly any part of their solar system. However, few Lorghil are adventurous enough to want to travel into space.

MOSTREEN

The Mostreen (singular, Mostree) come from a planet not far removed from Ecra-shen (the Se'ecra homeworld). They're tall, agile beings descended from avian ancestors. Covered with feathers, they have an elaborate and colorful crest of plumes on their heads. Instead of wings, they have long arms and long-fingered hands optimized for catching fish and small animals (and today useful for many tasks requiring deftness). Their beaks, which have serrated edges, can inflict serious biting damage. Mostreens lay eggs and care for their young with great affection and attention.

TAN'RAA, THE MOSTREEN HOMEWORLD

Tan'raa was once a world of lush jungle lowlands, large forested plateaus, and sweeping deserts reminiscent, to Humans, of Arizona. Unfortunately, during their lengthy industrialization period, the Mostreen exploited Tan'raa's natural resources too heavily, causing significant ecological damage. Unless something radical occurs, it's likely they'll starve to death in the next two centuries because they've crippled their food production capabilities.

MOSTREEN SOCIETY AND CULTURE

Mostreen tend to a strong streak of curiosity and adventurousness. This led them to explore Tan'raa thoroughly at a fairly early stage of societal development, and enhances their interest in pure scientific research. But it also makes them prone to social and political fads, and in some cases to decadence and dissipation.

The Mostreen may have some evolutionary remnant of an avian's penchant for flight, since they seem drawn to careers as pilots and spacemen. They're avid explorers.

Mostreen technology is roughly the same as mid-twentieth century Human technology.

MOSTREEN TEMPLATE

Cost	Ability
4	+2 DEX
10	**Mostreen Beak:** HKA ½d6 (up to 1d6+1 with STR)
5	**Talons:** HKA 1 pip (up to ½d6 with STR)
2	**Mostreen Legs:** Running +2m

Total Cost Of Template Abilities: 21

Value Complications

None

Total Value Of Template Complications: 0

NALOTH

Resembling large, tentacled slugs, the Naloth live in coastal swamps on the planet Lothan near Ackál. Air-breathers, they can survive in the oxygen-poor swamp water thanks to their efficient lungs. All Naloth have mild psionic powers, which they evolved to communicate and to lure prey; today they use them almost solely to "speak" to each other (and eventually to aliens, when they finally encounter some). Their technology lags a couple centuries behind Humans' and is mostly biologically-based.

(In *HERO System* terms, a Naloth has Swimming +6m, Life Support (Extended Breathing: 1 END per Minute), Telepathy 4d6, Reduced Endurance (0 END; +½), Running -8m, and -2 DEX.)

NAN

A humanoid species from the planet Nao near Dorvala, the Nan have a distinctive arrowhead-shaped head and no visible eyes or ears. A Nan can use the sharp front and edges of his skull to deliver a deadly slashing attack. Powerful psionics, the Nan use psi to sense the world and communicate. As predators, Nan relish the terror of a fleeing prey animal... or even better, sentient. When they finally meet aliens, they'll regard them as excellent "targets" for hunts.

(In *HERO System* terms, a Nan has an HKA ½d6 headbutt, Spatial Awareness, and approximately 70 Character Points' worth psionic powers [including Telepathy 6d6, bought to 0 END cost]. They have no senses of Sight, Hearing, or Smell.)

Naxari

The ancient Naxari civilization was once one of the most advanced in the Galaxy. Its superpowered ruler, Queen Lyrane, attempted to conquer the Milky Way but was stopped by the Star*Guard and disappeared after her defeat (see page 227). As the millennia progressed, the Naxari civilization rose and fell, nearly obliterating itself several times in conflicts between the various nation-states that controlled the planet.

The Naxari civilization came to an end in the Human year 1996 when the supervillainess known as Galaxia (see CV3 124) attacked the planet, eventually killing over four billion Naxari. (The reasons for this attack remain unclear.) The planet is now a lifeless wasteland pockmarked by ruined cities and towns that give mute testimony to the greatness that once resided there.

Orthu

The Orthu are an avian humanoid species native to a planet they call Orth which is far to antispinward of Earth. Their ancestors were actually more of a dinosaur-like creature than a bird, as shown by their green, leathery skins, but the colorful ruff of feathers they have on their heads in place of hair would make most species think "avian." The color of the ruff denotes race within the species, and the primitive Orthu (who currently have Bronze Age technology) frequently engage in inter-clan, -tribe, or -kingdom wars over racial hatreds.

Osathri

The Osathri (singular Osath) are an ocean-dwelling species resembling catfish, with specialized fins for manipulating objects. They have six eyes — two on the sides of the head, two on top forward, and two downward-looking just in front of the mouth. Their homeworld, Soolasha, has no bodies of land worth mentioning, making it inhospitable to visitors (or invaders). The Osathri have medieval-level technology and a heavily balkanized world; competition among kingdoms and empires for the choicest resources is fierce.

Pelgonites

Like the Anthari, the Pelgonites were the victims of Valak the World-Ravager. A few decades ago they had a thriving civilization just taking its first steps toward a unified world government and FTL space travel. Today Pelgon is little more than an airless cinder littered with corpses after its primitive spacefleet was utterly unable to stop Valak's attack.

Pograckians

To Human eyes, the Pograckians — natives of Pograck, a world far antispinward of Earth — look like humanoid dogs. Even the color of their short fur tends to mimic canine patterns; a Human visiting Pograck might see Pograckians that superficially looked like golden retrievers, cocker spaniels, or dalmatians.

Pograckian technology in 2011 lags just slightly behind Humans', though unlike Humans they have a unified world government. Pograckian society is characterized by intense degrees of competition on the individual level, but easy cooperation and loyalty among and between groups. A Pograckian will do his utmost to, for example, win a job or athletic competition... but then meet the other candidates/competitors later for a drink in an event that turns into a big party in honor of the winner. It's a combination of meritocracy and team effort that's likely to strike other species as rather odd when they finally meet the Pograckians.

Pograckian Template

Cost	Ability
2	+2 STR
2	+2 CON
10	**Pograckian Bite:** HKA ½d6 (plus STR)
6	**Pograckian Nose:** +3 to PER Rolls for Smell/Taste Group
10	**Pograckian Nose:** Targeting for Normal Smell
5	**Pograckian Nose:** Tracking for Normal Smell

Total Cost Of Template Abilities: 35

Value Complications

None

Total Value Of Template Complications: 0

Prylenish

The Prylenish are an example of one of the rarest types of sentient life in the Milky Way, botanoids. They're intelligent plants with two superhuman abilities. One is the power to control their shape by "growing" into a desired form. This takes several days, but allows them to assume a humanoid frame and mingle easily with other humanoids. The other is an empathic link with plant life that makes them superb farmers and gardeners.

The Prylenish homeworld, Sha-Prylen, was conquered by the Hzeel in 1995 and absorbed into the Hzeel Empire. The royal family, the Giel-Berusa-Eqar-Stenlaniens, escaped just ahead of the Hzeel assault on the planetary capital. Unfortunately their ship was damaged during the escape and soon was flying out of control. It eventually crash-landed on Earth, where it was found by some of the superpowered students attending Ravenswood Academy. With their help the Prylenish refugees obtained permission from the United Nations to remain on Earth (though their existence is a carefully-kept secret). They now work as gardeners at Ravenswood.

Quagi

The Quagi look rather like a humanoid frogs, with bulging eyes set atop flat heads, wide mouths, webbed feet, and slick skins. Unlike frogs they're warm-blooded and bear live young. They have gill-like breathing organs that function equally well in air and water. They frequently travel from their homeworld Quagaro (which is a member of the Velarian Confederation) to other worlds and out into the greater Galaxy to work as biologists, artists, underwater laborers, traders, diplomats, and assassins (they have a well-developed science of poisons).

The Quagi are currently allied with the Velarians and the Catavalans in a civil war against the Fassai and Renghadi for political control of the Velarian Confederation. None of the species involved has fast FTL ships, so it's a long, protracted affair with no end in sight as of 2011.

(In *HERO System* terms, a Quagi has Swimming +5m and Life Support (Expanded Breathing: breathe underwater).)

Qedustiers

A relatively primitive species slowly working their way up the technological ladder, the Qedustiers (kay-DOO-stee-ay) are native to Qedusti, an Earthlike world between Mon'da and Ackál. It's a planet of small cities and gorgeous vistas, with many broad, beautiful plains and forests of towering *chelbara* trees.

The humanoid Qedustiers average about 1.6-1.8 m tall, with skin tones ranging from light ochre to dark brown. Their heads are long and narrow, with furrowed ridges and sparse hair on top; males have a pair of horns projecting downward from the top of the skull to frame the head. (These horns, while fairly sharp at the tip, aren't positioned for use as weapons; they're a secondary sexual characteristic.) Their noses are flat and broad, and they have four fingers on each hand. As omnivores, they have a diet that includes fruit, eggs, sea creatures, and small birds.

Qedustier Society and Culture

The Qedustiers evolved on the plains and prairies of Qedusti from a mammalian creature mixing features of antelopes and bears. Naturally somewhat aggressive, they experienced numerous wars in their early history. Gradually the incessant conflicts weeded out the most aggressive members of the species, leaving less warlike, more scholarly Qedustiers to evolve large city-states from what were once isolated urban communities. The Qedustiers remain at this level of sociopolitical development, with an early medieval level of technology.

Qedustier Template

Cost	Ability
2	+2 STR
2	+2 CON

Total Cost Of Template Abilities: 4

Value Complications

None

Total Value Of Template Complications: 0

Renghadi

The Renghadi are humanoids with the same average height, size, and hair and skin tones as Humans — in fact, the two have so many genetic similarities that once they finally meet, scientists and conspiracy theorists are bound to speculate about possible earlier connections between them. The main physical distinctions between the two species are the Renghadi nose and eyebrow ridges, and some slight differences in reproduction and the arrangement of internal organs.

The Renghadi homeworld, Rorenga, is a terrestrial planet 1.3 times the size of Earth with 1.04 G. It's located on the other side of the Galaxy from Earth and is a member of the Velarian Confederation. The Renghadi are still in the relatively early stages of space exploration, but they have slow FTL ships. Their technology is in the middle of a period of rapid development because they're involved in an extended interstellar civil war. They and the Fassai (see Chapter Two) are allied against the Velarians, Catavalans, and Quagi for control of the Confederation. The war was sparked by disputes over trading rights and territories but quickly spiralled out of control. None of the species involved has fast FTL ships, so it's a long, protracted affair with no end in sight as of 2011.

Rigellians

The Rigellians are mammalian humanoids, superficially similar to Humans in many ways, but with some important differences. Most notable of these is their skin color, typically a sort of blue-green but ranging from that shade to a much darker glossy blue-black. Rigellian women, noted for their attractiveness and allure, tend to have lighter-colored skins. Except for the hair on their heads (which is normally black or brown, but often dyed), Rigellian bodies are virtually hairless. They have three fingers and a thumb on each hand.

The Rigellian larynx can produce a wider variety of sounds than Humans can, including sounds the Human ear cannot hear. The result is an expressive language that depends as much on tone and inflection as on the actual words being spoken. With practice, a Rigellian can even learn how to "embed" one spoken message inside another — he seems to speak normally, but uses higher and lower tones pitched only for one person's ears to communicate secretly with that person. (In game terms, this requires a Ventriloquism roll at -4.) Mimicry is an Everyman Skill for Rigellians.

The existence of the Rigellians raises some uncomfortable questions, given how rare it is to find planets, much less habitable ones with native lifeforms, orbiting Type B stars. Some scientists believe the Rigellians aren't native to Rigel V, but were instead transplanted there by some other species. No solid evidence in support of these theories exists, but many scholars believe the Malvans might have done it. (The actual culprits are the Progenitors, but no one on Rigel V's ever even heard of them.)

The Rigellians can have superpowers; compared to Humans an unusually high percentage of their superhumans have sonic-based powers. The rate of superpower development on Rigel V is approximately one-quarter that of Earth, and the average superhuman is about as powerful as a Human with superpowers.

Rigel V, the Rigellian Homeworld

The Rigellian homeworld, Rigel V, is the fifth of sixteen planets, two of which (Rigel VI and VII) are also inhabitable by Rigellians and like species (though as yet they remain unsettled). This situation puzzles cosmologists. Rigel is a bright, blue-white supergiant — a type of star that generally doesn't develop a planetary system, much less one with a planet capable of evolving sentient life. Some physicists wonder if some or all of the planets might have been moved into orbit around Rigel artificially by some awesomely-powerful species which has since vanished from the Galaxy. That would go a long way toward explaining the eccentricities of the Rigel system, but to date it's just idle speculation with no scientific support. (But in fact they're correct; the Rigel system was created eons ago by the Galaxar Geon, who brought various planets from other system to Rigel to create a sort of "sculpture" and see what developed.)

Rigel V is a large world with four large continents, all but one of them with an east-west orientation and enormous areas of arable land. It has one moon, making it the least orbited of the Rigellian planets. One, the gas giant Rigel XIV, has thirty-four moons, four of them large and stable enough to be settled someday.

Rigellian Template

Cost	Ability
0	Mimicry 8- (Everyman Skill)
2	**Rigellian Ears:** +1 PER with Hearing Group
3	**Rigellian Ears:** Ultrasonic Perception (Hearing Group)

Total Cost Of Template Abilities: 5

Value	Complications
	None

Total Value Of Template Complications: 0

Options

Cost	Option
3	Mimicry
3	Oratory
2	Musical PS of the character's choice
3	Ventriloquism
(15)	**Psychological Complication:** Rigellian Curiosity (Common, Strong)

Rigellian Society and Culture

Rigellian society is heavily balkanized, with hundreds of nations whose political systems span the gamut from virtually pure democracy to despotism. But thanks to Rigel V's size and richness, disputes over resources and territory have rarely occurred in Rigellian society. Throughout most of Rigellian history it's been easier for a tribe to simply move on to new, unsettled lands rather than fight a stronger tribe. In the past two centuries a few small-scale (by Human standards) wars have occurred, mostly over political or religious differences, but they've ended quickly.

Despite the lack of wars to spur technological advancement, the Rigellians are only slightly behind Humanity technologically. Many Rigellians possess a strong streak of curiosity; they're eager to learn and often can't resist sticking their noses in where they don't belong. When they finally join the galactic community, this trait will undoubtedly lead many of them into careers as explorers and diplomats.

Given their vocal gifts, it's not surprising that the Rigellians love music, poetic readings, plays, and other forms of art involving singing or speaking. Among the Rigellians, skill in oratory and rhetoric are highly valued, and making music is a favorite pastime.

The R'kaili Hive

Inhabitants of a large terrestrial world relatively close to Ecra-shen (the Se'ecra homeworld), the R'kaili are an unusual example of a hive mind species that's not insectoid or energy-based. They're purple-skinned mammalian humanoids who are constantly linked species-wide by a mental bond. This has allowed them to advance rapidly as a civilization, since there's little conflict and extensive mental resources to draw upon for problem-solving. As of 2011 they have medium-to-fast FTL starships, powerful energy weapons, limited matter replication, and other advanced technologies, and are an important player in the galactopolitical community.

Roin'esh

The Roin'esh are one of the few remaining client species in the Malvan "Empire." They're a humanoid species with brownish-grey skin, small eyes, short, fine hair on their heads and backs, and a series of distinctive vertical furrows on their foreheads. But appearances can be deceiving — the Roin'esh are natural shapeshifters and can look like virtually any sort of humanoid you can imagine (some can even flawlessly imitate another individual, though not down to the cellular level). A few are even more powerful, with complete mastery over their forms. They can turn into animals, objects, and sometimes even raw substances (like water or fire), not just humanoids. This is why the Malvans keep them enslaved; they consider the Roin'esh's powers endlessly entertaining in many ways.

The Roin'esh, for their part, bitterly resent having to serve the Malvans; they want to chart their own course in the Galaxy and found their own empire (something they're convinced they could easily do). For decades they've been spying on the Malvans as best they can, hoping for a chance to strike a decisive blow and earn their freedom. Whether the Malvans are aware of this and are simply toying with their slaves for the sake of amusement, or genuinely aren't paying attention, remains to be seen.

The Roin'esh homeworld is called Taroindar. It's a borderline terrestrial world with harsh climatic conditions that make life difficult (which may be why the Roin'esh evolved shapeshifting abilities). Many Roin'esh cultures were once characterized by a nomadic lifestyle so they didn't overuse scarce resources, which often led to fierce competition for valuable territory. Today most Roin'esh live in cities, the harshness of their environment ameliorated by their own and Malvan technology.

Roin'esh Template

Cost	Ability
2	+2 STR
4	+2 DEX
3	+3 CON
21	**Basic Roin'esh Shapeshifting:** Shape Shift (Sight, Hearing, and Touch Groups, up to four predefined humanoid shapes)
3	**Roin'esh Senses:** +1 to PER Rolls with all Sense Groups

Total Cost Of Template Abilities: 33

Value Complications

None

Total Value Of Template Complications: 0

Options

Cost	Option
+12	**True Roin'esh Shapeshifting:** expand Basic Roin'esh Shapeshifting to: Shape Shift (Sight, Hearing, and Touch Groups, any humanoid shape, Imitation)
	Superior Roin'esh Shapeshifting:
(-21)	Remove Basic Roin'esh Shapeshifting
160	**Superior Roin'esh Shapeshifting Pool:** Variable Power Pool, 80 Pool + 80 Control Cost; Cosmic (+2); Only For Multiform, Shape Shift, And Related Abilities (-½)

Salgandans

This green-skinned, humanoid species is ruled by the Malvan Telxaxares, who conquered them two decades ago (see page 135). Their medieval-to-Renaissance level technology and cultures were unable to stand against his "magic" (Malvan technology), and as a result they've become his subjects. Telxaxares has done little to change conditions on the planet, though, aside from building roads (which will soon begin providing a significant boost to the world economy). The Salgandans, who like Humans have a dizzying array of cultures, languages, religions, and philosophies, continue to live life as they always have — aside from having to answer to the *Ang'tang'lq* ("Sorcerer-God-King").

SE'ECRA TEMPLATE

Cost	Ability
3	**Se'ecra Shell:** Resistant Protection (1 PD/1 ED)
-2	**Se'ecra Legs:** Running -2m
5	**Se'ecra Senses:** Discriminatory for Normal Smell/ Taste
5	**Se'ecra Senses:** Tracking for Normal Smell
3	**Se'ecra Senses:** +3 PER with Normal Smell/Taste

Total Cost Of Template Abilities: 14

Value	Complications
10	**Physical Complication:** Se'ecra Eyes (color blind and nearsighted; -1 Sight PER in appropriate situations when corrective lenses/medications not used) (Infrequently, Slightly Impairing)
10	**Physical Complication:** Mute (Infrequently, Slightly Impairing)

Total Value Of Template Complications: 20

SE'ECRA

The Se'ecra strongly resemble large, humanoid, sentient beetles, though with just two legs and arms. They evolved from gathering herbivore ancestors, but occasionally eat meat products as exotic flavorings. They cannot fly, though they have vestigial wings that they use for heat regulation and signaling. Their tough shells protect them from harm, and they have a keen sense of smell.

Se'ecra cannot speak; they communicate by wing flutters, gestures, and scent combinations. The name "Se'ecra" (singular, Ecra), bestowed on them by the Se-lag, means approximately "wing-speakers." Most Se'ecra use Se-lag names when dealing with beings who speak. Among aliens, Se'ecra carry portable computers that translate their methods of communication to speech.

Se'ecra are hermaphrodites and lay eggs in large clusters. Doting parents, they tend their young carefully through a ten-year larval stage in which they are nothing but mindless eating machines. Despite their best efforts, only a few larva survive to maturity.

Adult Se'ecra have a relatively short lifespan — originally only 30 years after the change to adulthood, though advanced medicine has extended that to 50 years. This tends to make them reluctant to waste time, so they maintain an exhausting pace of activity. They're extremely curious; they love to learn new things, encounter new species, and explore space. Their technology is highly advanced, with medium-speed FTL starships and similar devices.

ECRA-SHEN, THE SE'ECRA HOMEWORLD

The Se'ecra come from the planet Ecra-shen, a warm, Earthlike world with extensive forests and an impressive ring system (early Se'ecra believed the rings were the homes of the gods; today, they simply admire them for their beauty). As ambitious explorers, they have plans to settle other suitable planets someday, but those are just spacer dreams so far.

SE'ECRA SOCIETY AND CULTURE

The Se'ecra are the dominant species in their region of the Galaxy, which may eventually lead them to found an interstellar empire or union of some sort. They have a not-undeserved reputation as meddlers in the affairs of others. They consider other species as so many helpless grubs they must protect and guide to "adulthood." They have no doubt their own ways are the best and most enlightened, and believe it would be highly immoral to deny others the benefit of their knowledge and help. Some of their "projects" will undoubtedly benefit many worlds and species someday... others might cause all sorts of trouble.

Thanks to their advanced technology and sophisticated society, most Se'ecra enjoy a life of ease. They work at creative or scientific pursuits, leaving the manufacturing and heavy labor to robots, automated facilities, or other species. Because they have such highly-developed senses of taste and smell, they've developed a varied and elaborate cuisine.

Se-lag

The quasi-amphibious Se-lag are 1.4-meter tall water-dwelling mammals with six limbs (four arms, two legs), in some ways similar in appearance to Terran otters or beavers. The first alien species encountered by the Se'ecra, they come from the planet Losai, only a few light-years "north" of Ecra-shen. Losai, almost a water-world, has oceans, inland seas, and lakes covering 84% of its surface, and more of its land mass in islands and subcontinents than true continents. The Se-lag live in canal-cities and even incorporate artificial streams and ponds into their architecture.

Se-lag sometimes accompany Se'ecra on their voyages of exploration, though they're not interested in it enough to build their own fleet of starships. Known for their playful, good-humored attitudes and their remarkable skill at languages and communication, they may be encountered outside of their space as merchants, diplomats, and interpreters. Playful and gregarious, they often have a fondness for jokes and trickery that makes them devilishly effective computer hackers, spies, and covert operatives.

Se-lag Template

Cost	Ability
-2	-2 STR
4	**Environmental Movement:** Aquatic Movement
3	**Accustomed To The Water:** Life Support (Extended Breathing: 1 END per Turn; Safe Environment: Intense Cold)
3	**Aquatic Form:** Swimming +6m
6	**Six Limbs:** Extra Limbs (2 — two more arms), Inherent (+¼)

Total Cost Of Template Abilities: 14

Value Complications

None

Total Value Of Template Complications: 0

Shar'een

Short (1.6 m tall), ochre-skinned humanoids native to the planet Shartaru not far from Dorvala, the Shar'een actively participate in galactic society as traders, explorers, mercenaries, and more. Although more advanced technologically than the Perseids, they're not particularly warlike and are mostly content to be a part of the nascent "Perseid Empire." Some of them would prefer to have nothing to do with the Perseids, but close relations with the ambitious species has increased the Shar'een's prosperity enough to keep them content... for now.

Shiseki

A crab-like species with a society based on "castes" biologically specialized for different tasks (such as warriors with large fighting pincers), the Shiseki have a hive mind that allows them to communicate instantly over vast distances and increase their collective intelligence. A single Shiseki has almost no INT, but a large group of them usually has a prodigious gestalt intellect. Their homeworld, Sekra, is an archipelagic world of small, detached continents and countless islands of every size and variety.

Sholarron

Sholarron are strange and somewhat disturbing creatures — psionic parasites who've learned to control host animals so they can manipulate objects.

Sholarron Biology

The parasitic Sholarron feed on the blood of host animals and incubate their young in living host bodies. They use their ability to control minds to ensure an ongoing supply of docile hosts. To many members of other species, they seem like horrifying psychic vampire creatures, and their appearance doesn't help: a Sholarron resembles a giant caterpillar or centipede, with dozens of tiny legs supporting a long, segmented body. The body is mostly brain tissue, and a Sholarron spends most of its time clinging to the spine of a host animal, controlling its movements, using its senses, and siphoning off blood.

Sholarron Template

Cost	Ability
-8	-8 STR
2	+2 EGO
-5	-5 PRE
10	+2 DCV
19	**Host Body:** Follower (use the Gorilla from HSB 468; character may select another host of equal value if desired, or buy multiple hosts)
47	**Sholarron Control:** Mind Control 8d6, Telepathic (+¼), Reduced Endurance (0 END; +½); No Range (-½)
30	**Sholarron Communication:** Telepathy 4d6, Reduced Endurance (0 END; +½)
4	**Hard To Perceive:** +2 to Stealth
5	**Sholarron Legs:** Extra Limbs (thousands of legs), Inherent (+¼); Limited Manipulation (-¼)

Total Cost Of Template Abilities: 104

Value Complications

10	**Physical Complication:** Small (Infrequently, Slightly Impairing)
15	**Physical Complication:** Limited Manipulation (Frequently, Slightly Impairing)

Total Value Of Template Complications: 25

Solemnids

The Solemnids are a humanoid species that recently fought, and lost, a war with the Hzeel and are now subjects of the Hzeel Empire (see page 141). A typical Solemnid is about the same height and build as an average Human, though their skins are purple or blue shades and their eyes yellow and pupilless. They possess low-speed FTL drives and similar advanced technology, though access to and use of such devices is now strictly controlled by the Hzeel. Solemnids can have superpowers, but they only have about 15% as many as Earth, and the average superhuman is only half as powerful as one on Earth.

Shola, the Sholarron Homeworld

Other species know very little about Shola, the home planet of the Sholarron. Something about the place, or perhaps just the presence of billions of Sholarron, causes outsiders to experience psychic disturbances, headaches, nightmares, and in some cases even prolonged bouts of insanity. As a result, visitors are few and far between, and usually bring psychic shielding technology with them for temporary protection.

What is known is that the Sholarron tend to spread out. They rarely build large cities, preferring small towns or even to live by themselves. Shola is much less developed than most comparative worlds, partly due to Sholarron preferences and partly so the Sholarron can harvest biological resources.

Sholarron Society and Culture

Despite their creepy biology, the Sholarron have developed an advanced civilization and are peaceful allies of the Se'ecra. They don't prey on sentient beings (and never have, for that matter) — they carefully raise and tend host animals. Many simply have one host (almost always a large creature like a Terran gorilla with tool-using paws); others have multiple hosts they can use: large flyers, fast-running organisms similar to antelopes, and so forth.

Susethrin

The Susethrin are a serpentine species with two arms and no lower limbs, just a snake-like lower body that allows them to slither along the ground at speed and climb easily. They're native to Susata, a terrestrial planet not far from Ecra-shen (the Se'ecra homeworld).

The Susethrin have only medieval level technology because they're naturally psychokinetic. They don't need elaborate machines to move heavy objects, hurl missiles, or travel quickly — they can do all of that with the power of their minds! (They're also biologically capable of having superpowers, though if any have yet appeared on Susata they've been mistaken for gods or demons and gone down as such in folklore and legend.)

Tarmin

The Tarmin are slightly smaller than Humans and look very much like tailless, bipedal rats. They come from the planet Tarmo, which has 1.2 G gravity; as a result they're slightly stronger, on average, than Humans. They prefer to live near water, and their cities are Venice-like mazes of canals.

Although to Human eyes they're likely to appear sly and malevolent, in truth the Tarmin are usually honorable to a fault and avenge all insults — especially any derogatory references involving rats.

(In *HERO System* terms, Tarmin have +1 STR, +2 PER with Normal Hearing, Swimming +3m, and -4m Running.)

Ta'shar-n

The Ta'shar-n, humanoids with greyish skin and three eyes, are yet another victim of Valak the World-Ravager's destructive rampages. Their once thriving civilization has been cast down in ruins, with only a few pitiful survivors hunting among the wreckage to satisfy their day-to-day needs. It's unlikely the species can survive more than a few decades.

Thrínú

Descended from creatures resembling Terran birds, the Thrínú (THREE-noo) come from the low-gravity world Thar. They are one of the few flying sentient species.

Thrínú Biology

Impressive and beautiful people, Thrínú have broad wings, colorful feathers, and claws for perching. Unlike Terran birds Thrínú have teeth rather than beaks, and six limbs (two legs, two arms, and two wings). They can fly in low gravity, making them ideal space explorers.

Thrínú reproduce by laying eggs. Their ancestors constructed great nest-towns on cliffs and large trees. Modern Thrín architecture runs to dizzyingly tall towers. Gregarious and talkative, they gather daily to gossip and discuss events. While Thrínú can tolerate being alone, they don't enjoy it.

Thar, the Thrínú Homeworld

The Thrínú homeworld, Thar, is located near the Velarian Confederation, though the Thrínú have not yet established contact with any other species. It's got only 0.75 G, so it would be a little uncomfortable for most species. The planet has many spectacular natural sites, including the Gínari Cliffs, Malla Falls, and the Shrínas Forests.

Thrínú Society and Culture

The government of Thar is a universal democracy. Every Thrín can vote, without limit of age or even capacity. They discuss issues in a series of virtual forums, and these discussions can last a very long time indeed. In practice, the Thrínú system means most citizens accept the recommendations of professional civil servants or a few "politics geeks" whose opinions they respect. During times of crisis, popular enthusiasm leads to rapid and sometimes unwise decisions.

Easily bored, Thrínú prefer to skip from one thing to another rather than working on a single task for a long time. This makes them seem scatter-brained and silly to most other species. A Thrín really can fly a plane, play a game on his pocket computer, chat with his co-pilot, and eat lunch at the same time. He may not complete any one task as quickly as a Human or Perseid would, but he gets them all done soon enough.

The Thrínú have a permissive, hedonistic culture. Thrín philosophers determined centuries ago that the capacity for enjoyment distinguishes living beings from machines, so there's no higher purpose than simply having fun.

Thrínú technology is roughly equivalent to Human tech as of 2011, though they already have several permanently-manned orbital space stations around their planet.

Thrínú Template

Cost	Ability
-2	-2 STR
-2	-2 BODY
5	**Talons:** HKA 1 pip (plus STR)
12	**Wings:** Flight 24m, Not in Gravity above 0.75 G (-½), Restrainable (-½)
-2	**Thrínú Legs:** Running -2m

Total Cost Of Template Abilities: 11

Value Complications

None

Total Value Of Template Complications: 0

Tkaki

Roughly Human-sized, Tkaki look like a nightmarish combination of praying mantis, scorpion, and grasshopper. They have a long segmented body with a prehensile tail tipped with a sting. Six long multijointed legs support the body, and four arms (two with heavy fighting claws, two with small manipulators) allow a Tkak to perform many tasks efficiently. The head is small (a Tkak's brain is in its body), with complicated mouthparts and large faceted eyes. Tkaki are native to !ral, a world near Mon'da.

Toractans

Standing a bit more than 1 meter tall, Toractans are heavily muscled, virtually hairless humanoids who weigh more than 50 kilograms as adults. Their tough skin has armor plates on the back, forearms, and shins. Although at first appearance they may seem ponderous and slow, in truth they're every bit as agile as Humans. They have two fingers and a thumb on each hand.

Though warm-blooded, Toractans lay eggs in clutches of four. Throughout their history, most Toractans died in childhood or adolescence, victims of the many vicious predators on Toracta. That's still a problem even today, but modern Toractan technology has ameliorated the problem enough that the population is rising steadily.

Toracta, the Toractan Homeworld

Much larger than Earth, the planet Toracta has a gravity of 1.4 standard G. Oceans and large inland seas cover eighty percent of the surface; the landmasses are mostly in the tropics, and have several large rainforest basins and cloud forest regions. The Toractans evolved in one of the basins.

Toracta's animal life tends to be big, comparable to Earth's dinosaurs, and includes several huge and terrifying species of predator. The largest such creature, the *rostanac* ("Eater of Forests") has a mass of 70 tons and stands 12 meters tall. Even today, fear of these predators remains high; the Toractans build their cities underground, or heavily fortify them against marauding animals. Hunting is a popular sport among daring Toractans.

Toractan Society and Culture

Toractans primarily live underground, and most of their modern communities consist of immense tunnel complexes. They discovered agriculture early by growing fungi and raising large grubs in piles of waste and compost. Sound is their primary sense; Toractans are color-blind and extremely nearsighted. They have elaborate, complex music and poetry that appeals to many other species.

The Toractans currently have technology roughly equivalent to late nineteenth century Europe or America, though their weapons are 20-30 years more advanced due to the constant need to fight monstrous wildlife. They're also highly skilled at mining and construction.

Toractan Template

Cost	Ability
2	+2 STR
2	+2 CON
-2	-2 PRE
2	+2 PD
2	**Tough Skin:** Resistant (+½) for 2 PD/2 ED
4	**Armored Plates:** Resistant Protection (3 PD/1 ED); Activation Roll 11- (covers Hit Locations 6-9 and 15-18, plus 10-12 on the back; -½)
-2	**Toractan Legs:** Running -2m
6	**Acute Hearing:** +3 PER with Hearing Group
3	**Acute Hearing:** Ultrasonic Perception (Hearing Group)

Total Cost Of Template Abilities: 17

Value Complications

10	**Physical Complication:** Toractan Eyes (color blind and extremely nearsighted; -2 Sight PER in appropriate situations when corrective lenses/medications not used) (Infrequently, Slightly Impairing)

Total Value Of Template Complications: 10

The Varanyi

Physically, the Varanyi are a brown-skinned race who tend to be tall: 2.0 meters is the average height, and Varanyi up to 2.5 meters tall are not unknown. Most Varanyi are thin, with similarly slender limbs and digits.

The Varanyi have minimal facial features: their ears are barely noticeable, their noses equally small, and they have no feature corresponding to the lips on a Human. They have no hair (the Varanyi evolved from a warm-blooded reptilian sort of creature, not a mammal). However, each

Thrull

The Thrull — a dicephalic humanoid people with brownish skins and three fingers on each hand — are one of the few remaining client species of the Malvan Empire, though as much out of cultural ennui as any other reason. Thrull civilization dates back tens of thousands of years, and for most of that time they regarded themselves as the pre-eminent beings in the Universe. Learning there were other sentient species was a terrible shock... and the devastation created by the Malvan conquest only worsened things. Today there are only a few million Thrull left alive, and the odds are the species will become extinct within a few centuries at most.

Varanyi has from zero to five symmetrically-placed bony ridges, known as "crests," running the length of his scalp from front to back. The crests meet at a point between the eyes, immediately above the nose. The number of crests a Varanyi has determines not only his psionic powers, but his position in Varanyi society: the more crests, the more powers and the higher rank (see Template).

VARANYI DEMOGRAPHICS

Number Of Crests	% Of Population
0 (*Ks'lch*)	50%
1 (*Chpereth*)	20%
2 (*Chvorsq*)	12%
3 (*Ch'ggeb*)	10%
4 (*Ch'yuuk*)	7%
5 (*Al'gari*)	1%

VARAN, THE VARANYI HOMEWORLD

The Varanyi homeworld, Varan, is a lush planet slightly smaller than Earth. It orbits a type F star and has a generally warm climate. Ocean covers 80 percent of the planet's surface, and all 14 continents are quite small by Terran standards. This creates a warm climate due to the preponderance of coastal land. Belts of swamps, anchored and supported by a native species resembling the Terran mangrove tree, surround most of the continents.

VARANYI SOCIETY AND CULTURE

Varan, and the small space empire the Varanyi have established thus far, are ruled by the most powerful Varanyi psionics, who form a single dynasty that's held power for ten thousand years. The *Sh'garothayn,* or Emperor, and his relatives are the unquestioned masters of Varanyi society, with authority descending from them hierarchically. There's a place for every Varanyi, and every Varanyi has his place... and each of them knows it.

The main division in Varanyi society relates to their head-crests. The more crests one has, the better one's *t'illk*. *T'illk* combines some of the meaning of the Human terms "mental serenity," "class," "status," and "face"; it's a hard concept for non-psionics to grasp fully, particularly since it's possible for a Varanyi to lose (or more rarely, gain) *t'illk* and thus effect some change in his status.

Ties of *ey'vidra*, or "clan," hold great importance in Varanyi society; a Varanyi writes his clan name before his personal name. As a result, nepotism runs rampant, and large clans or alliances of clans wield significant social and political power. The Varanyi have a total of 357 Varanyi clans — one for the entirety of the *Ks'lch*, and 356 for the crested Varanyi. Crested males may marry crested females with fewer crests, but crested females never marry male who don't have as many or more crests as they do.

As befits a civilization with many millennia of history, the Varanyi have well-developed, highly sophisticated art forms. Varanyi literature runs to

VARANYI TEMPLATE

All Varanyi have the following abilities:

Cost	Ability
1	+1 INT
3	+3 EGO
3	+1 OMCV
3	+1 DMCV

Total Cost Of Template Abilities: 10

Value Complications

None

Total Value Of Template Complications: 0

Additionally, many Varanyi have psionic abilities. A Varanyi without crests, a *Ks'lch,* has no mental powers at all. The lowest of the low, Ks'lch perform menial and degrading tasks. They have no additional abilities, but do have the Social Complication *Ks'lch* (Frequently, Minor; 10 points).

A Varanyi with one crest (a *Chpereth*) has the following additional abilities:

Cost	***Chpereth* Ability**
1	**Fringe Benefit:** *Chpereth*
5	Mental Defense (5 points)
10	Mind Link (any Varanyi, up to four minds at once); Only With Others Who Have Mind Link (-1)
6	Telekinesis (4 STR)

Total Cost Of Template Abilities: 22

A Varanyi with two crests (a *Chvorsq*) has the following additional abilities:

Cost	***Chvorsq* Ability**
2	**Fringe Benefit:** *Chvorsq*
8	Mental Defense (8 points)
12	Mind Link (any Varanyi, up to eight minds at once); Only With Others Who Have Mind Link (-1)
20	***Chvorsq* Psionics:** Multipower, 20-point reserve
2f	1) Telepathy 4d6
1f	2) Telekinesis (10 STR)

Total Cost Of Template Abilities: 45

A Varanyi with three crests (a *Ch'ggeb*) has the following additional abilities:

Cost	***Ch'ggeb* Ability**
3	**Fringe Benefit:** *Ch'ggeb*
12	Mental Defense (12 points)
15	Mind Link (any Varanyi, up to 16 minds at once); Only With Others Who Have Mind Link (-1)
30	Mind Scan 6d6
30	***Ch'ggeb* Psionics:** Multipower, 30-point reserve
3f	1) Telepathy 6d6
3f	2) Telekinesis (20 STR)
3f	3) Mental Blast 3d6

Total Cost Of Template Abilities: 99

A Varanyi with four crests (a *Ch'yuuk*) has the following additional abilities:

Cost	***Ch'yuuk* Ability**
4	**Fringe Benefit:** *Ch'yuuk*
18	Mental Defense (18 points)
17	Mind Link (any Varanyi, up to 32 minds at once); Only With Others Who Have Mind Link (-1)
40	Mind Scan 8d6
40	***Ch'yuuk* Psionics:** Multipower, 40-point reserve
4f	1) Telepathy 8d6
4f	2) Telekinesis (24 STR)
4f	3) Mental Blast 4d6
4f	4) Mental Illusions 8d6
4f	5) Mind Control 8d6

Total Cost Of Template Abilities: 139

A Varanyi with five crests (an *Al'gari,* which is to say, a member of the Imperial Household) has the following additional abilities:

Cost	***Al'gari* Ability**
5	**Fringe Benefit:** *Al'gari*
22	Mental Defense (22 points)
20	Mind Link (any Varanyi, up to 64 minds at once); Only With Others Who Have Mind Link (-1)
30	30 points' worth of other mental powers
50	Mind Scan 10d6
50	***Al'gari* Psionics:** Multipower, 50-point reserve
5f	1) Telepathy 10d6
5f	2) Telekinesis (32 STR)
5f	3) Mental Blast 5d6
5f	4) Mental Illusions 10d6
5f	5) Mind Control 10d6

Total Cost Of Template Abilities: 202

All of these represent the standard abilities possessed by the average Varanyi. Some Varanyi have additional abilities, more powerful abilities, or slightly different abilities.

multi-volume epics and similar grand stories. The ancient Varanyi playwright Tlanith is as skilled and beloved as Shakespeare of Earth or Jakara Daan of Dorvala.

Because all crested Varanyi can communicate mentally and have a largely telepathic language, they rarely use audible speech. The important places of Varan — the palaces, courts, and so forth — are as quiet as an Earth library. Only the *Ks'lch* must communicate with voices, so the Varanyi regard the use of the voice as crude, unrefined, and often insulting. A Varanyi who wishes to express the deepest sort of scorn, sarcasm, or insult toward someone uses his voice instead of his telepathic abilities.

Some scientists believe the Varanyi's psionic powers have slowly weakened over the past millennia. If so, this may hint at a chink in the Varanyi's armor, and any concrete data on the subject is probably kept as secret and secure as possible.

Technologically the Varanyi are highly advanced, with fast FTL ships that they've used to establish a small empire in near-Varan space. Most of the imperial worlds are colonies settled by a few Varanyi, but they have conquered a few lesser species.

Velarians

Founders and leaders of the Velarian Confederation, the Velarians are a humanoid species of many accomplishments. Although they come from a slightly more restrictive environment than Humans, they adapt easily to many diverse settings and situations.

Velarian Biology

The Velarians come from a world tidally locked to its giant moon, giving it a day so long that most animal life on Velarius evolved the need to go without sleep for long periods. Velarius VII also has a somewhat thinner than normal atmosphere, so its creatures have more efficient lungs. Other than that, Velarians physically resemble Humans in many ways. The chief visible differences include their skin (which is a bluish-green color) and their wide, ribbed ears (which allow them to hear in the thin air of their planet). Velarians tend to be deep-chested and short-legged by Human standards.

Reproduction among the Velarians is also similar to the Human norm. Velarian mothers bear twins much more often than Human mothers — more than half of all Velarians are born as twins. These are usually fraternal twins, one male and one female; identical twins are as rare on Velarius as on Earth.

Velarius VII, the Velarian Homeworld

Velarius VII is the single richest and most advanced world in the Confederation, and also its capital. It's almost a double planet, with a giant moon nearly half the size of the planet itself. The two are tidally locked; Velarius has a day almost 10 Earth days long.

Velarius is densely populated, with nearly 7 billion people. A space elevator provides easy access to shuttles linking Velarius with its moon Andarion, which is itself home to another ten million Velarians.

Velarian Society and Culture

The Scomaru Shaan religion strongly influences Velarian society. The teachings and doctrines of the faith hold as much importance for most Velarians as any government edict, and in fact secular laws often derive from or relate to religious laws. The unifying effect of the faith led to the rise of a world government on Velarius VII two centuries ago.

Velarian government is an aristocratic republic: members of the hereditary nobility vote for members of the Legislative College. The College in turn selects two of its members as the Regents, or chief executives, who serve until one of them dies, at which point the College appoints another pair. Traditionally, one Regent is male and the other female.

While hereditary aristocrats totally dominated the original republic, some liberalization has occurred since the development of interstellar travel. The Regents have adopted a policy of granting noble status to a large number of talented commoners each year. Military leaders, scientists, artists, and scholars routinely get added to the class of Electors. Business leaders who amass large fortunes usually get into the Electorate by marrying nobility.

Despite the unity brought about by Scomaru Shaan, the Velarians are as culturally and artistically diverse as Humans. They take great pride in preserving as many of their cultural practices and artistic forms as possible.

The Velarians are more technologically advanced than Humans at present, with slow FTL ships, energy weapons, and similar systems.

The Velarians are currently involved in a civil war pitting them, the Catavalans, and the Quagi against the Fassai and Renghadi for political control of the Confederation. Several attacks have inflicted serious damage on several cities on Velarius VII, but so far the war remains a long, slow stalemate.

Velarian Template

Cost	Ability
1	+1 CON
2	**Velarian Ears:** +1 PER with Hearing Group
2	**Velarian Wakefulness:** Life Support (Diminished Sleep: sleeps 8 hours per Month)
1	**Velarian Lungs:** Life Support (Expanded Breathing: can breathe normally in thin atmospheres)

Total Cost Of Template Abilities: 6

Value Complications

None

Total Value Of Template Complications: 0

The X'endron Network

The Ixendar (see Chapter Two) have one of the most technologically advanced societies in the Milky Way as of 2011... but that doesn't mean they're perfect. Several decades ago an Ixendar technician accidentally allowed an artificially intelligent computer to develop *too* much sentience and free will. Disgusted with the thought of working for flawed biological beings, this AI commandeered one of the most advanced ships in the Ixendar fleet and fled to chart its own destiny among the stars. That one AI went on to establish the modern Galaxy's first all-machine civilization, the X'endron Network. Consisting entirely of AIs, robots, and the like, it has no homeworld, but exists instead as a vast fleet that can congregate or separate as needed.

The X'endron believes that biological entities are weak and stupid, and that it is ultimately destined to rule the Galaxy. To this end it's begun a twofold campaign of conquest. Its more subtle approach is to send robotic spies to ferret out the secrets of the biologicals. Sometimes these robots are disguised as biologicals, but where it won't cause problems they're obviously machine beings. They even sent one such robot, designated in Human terms Unit ΣZ1-G, to Earth. But the robot was damaged in transit and suffered programming alterations; it's now known to Humanity as the supervillain Syzygy and has no memory of its X'endron masters (see CV3 278).

On the other hand, sometimes subtlety isn't necessary, in which case the X'endron simply attack vulnerable biological targets. The Network includes a wide variety of attack "ships," ranging from small fighter-like craft to enormous vessels kilometers long capable of inflicting serious damage on most planets.

At present the Ixendar are trying to stop the X'endron Network, but it may already have grown too strong and widespread for any one civilization to stop. Soon the Star*Guard, and perhaps other superheroes, may have to get involved.

Xenovores

The Xenovores are a terrifying quasi-reptilian species that seems to have descended from chasing hunters, but many sentients speculate that they might be the product of genetic engineering because of their ability to digest almost any kind of protein and their extremely tough physiology. Scholars have suggested both the Mandaarians and the Malvans as possible creators, but nothing in the history of either civilization supports this idea, and no one has ever satisfactorily explained why either species would want to breed such "pets." Xenovores have both a chitinous shell and an internal skeleton, two hearts, and a deadly tail sting.

For extensive information about the Xenovores, including the secrets of their civilization, see *Alien Wars.*

Throneworld Prime, The Xenovore Homeworld

The Xenovores refer to their homeworld, which is located several thousand light-years antispinward of Earth, as Throneworld Prime. Originally it was just "Throneworld," but since they achieved FTL space travel and established a small interstellar empire, other key worlds are lesser "Throneworlds" and the homeworld was renamed. No non-Xenovore has seen Throneworld Prime, so little is known about it. Given the nature of the Xenovores most people suspect it's a harsh, even desolate, world.

Xenovore Society and Culture

Traditional Xenovore society is based on a pack structure — small groups with intense personal loyalty to a leader. On a large scale this functions as a kind of feudal system, giving tremendous unity and direction to their crusade to conquer other sentient species.

The Xenovores currently have a small interstellar empire. They're willing to attack anyone near Throneworld Prime due both to simple

Xenovore Template

Cost	Ability
3	+3 STR
6	+3 DEX
5	+5 CON
3	+3 BODY
10	**Xenovore Claws:** HKA ½d6 (plus STR)
13	**Xenovore Sting:** HKA 1d6, Armor Piercing (+¼); No STR Bonus (-½)
6	**Xenovore Skin:** Resistant Protection (3 PD/1 ED)
1	**Xenovore Digestion:** Life Support (Diminished Eating: can digest any type of protein)
5	**Tail:** Extra Limb (1), Inherent (+¼); Limited Manipulation (-¼)

Total Cost Of Template Abilities: 52

Value Complications

None

Total Value Of Template Complications: 0

predator aggression and a violently xenophobic philosophy. Because Xenovores can digest anything, they developed the notion that they're the highest form of existence in the Universe and everything else is merely food for them. When they encounterealien intelligence, the Xenovores react with fury and revulsion — fury at the aliens who dare consider themselves equal to Xenovores and revulsion at food which dares to think. Their empire exists in part to provide them with sentient food; they've already killed millions, if not billions, of other sentients to fill their larders.

Xenovore technology is more advanced than Human as of 2011, with slow-to-medium speed FTL starships and energy weapons. Their devices are at least partly biological, making them largely incompatible with Human tech.

Zmm

One of the smallest sentient species known, the Zmm come from a low-gravity world with an atmosphere somewhat thicker than Earth's. Winged flyers rather like giant wasps, they're about one meter tall and have sharp mandibles. Pack hunters by nature, the Zmm developed a civilization based on herding and trade. Their world, Zmma, lies near Ergath (the Ergon-Thorgon homeworld). Their technology is roughly equivalent to Earth's, though many of their devices are too small for Human-sized persons to use.

Z'rel

The Z'rel are a species native to a terrestrial world, Rel'harda, that's spinward of Dorvala. They're humanoid, with skins in varying shades of red and hair typically in the yellow-orange spectrum. They can have superpowers; superhumans are rare on Rel'harda, but when they do appear are often significantly more powerful than their Human equivalents.

Z'rel civilization and technology are highly advanced. The Z'rel can build fast FTL starships, space stations and starbases, energy weapons, force-fields, some psionic devices, and even limited teleportation systems. However, there's a growing movement in Z'rel society to reject most forms of technology and return to a simpler way of life. People espousing this view continue to use some devices to make their lives easier, but they avoid most Z'rel technology, and what they do use tends to be disguised so that it's not obviously technological until used.

Zurites

Tall, slender, nearly immortal blue-skinned humanoids, Zurites have large, grey, pupil-less eyes and no hair. All Zurites possess limited psionic abilities; some have stronger powers, or more powers. They aren't known to ever manifest other types of superpowers, however.

Zurite reproduction, which rarely occurs, involves a two-stage process. Young Zurites are live-born and spend several years as burrowing grub-like creatures attached to the roots of certain trees. When the young Zurite has finally grown to about 30 kilograms in mass, it undergoes a metamorphosis into a preadult Zurite and emerges. Its parents then take it in and educate it. Zurites living away from Zur have developed special "gestation chambers" to take the place of the trees.

Zur, the Zurite Homeworld

An old and dying world, Zur is a small planet, once Earthlike but now becoming increasingly cold and dry. Compared to Earth, it has large landmasses and small oceans; land covers nearly half of Zur's surface. Unfortunately the Zurites, having abandoned high technology (see below), have no way to halt the degradation of their world or make it a more comfortable place to live.

Zurite Society and Culture

An ancient species with a history going back over a hundred thousand years, the Zurites at one time they were a galactic power on about the same scale as the Mandaarians. But approximately ten thousand years ago, as a species they decided to return to a simpler way of life. After scouring their planet of all advanced technology, they began a life of contemplation, creativity, and philosophy at a roughly medieval level of technology. They follow a creed of total pacifism.

Not all Zurites accepted this change. They chose to abandon not their technological way of life, but their homeworld. Known as "nomad Zurites," they now travel throughout the Galaxy as traders, mercenaries, explorers, scientists, and diplomats. They enjoy working with other species and learning new things.

Zurite Template

Cost	Ability
5	+5 INT
5	+5 EGO
5	**Zurite Longevity:** Life Support (Longevity: Immortality)
2	Mental Defense (2 points)
20	20 points' worth of psionic powers (typically Telepathy 4d6)

Total Cost Of Template Abilities: 37

Value Complications

None

Total Value Of Template Complications: 0

Cultural Additions

Cost	Homeworld Zurite
-2	-2 STR
(20)	**Psychological Complication:** Zurite Pacifism (Common, Total)

THREATS FROM BEYOND

The Milky Way Galaxy contains all sorts of perils... but it's not the only galaxy in the Universe. There's a lot more space, a lot more alien species, and a *lot* more dangerous people and things out there. Most of them will never affect the Milky Way due to the distances involved, but some could present a serious threat, in the short or long term. They include:

ANDROMEDA GALAXY SUPERHUMANS

In 1996 two superhumans — a criminal with vibratory powers named (in Human terms) Vibron, and an alleged galactic police officer equipped with highly advanced technology named Nebula — arrived on Earth via a one-way teleportation gate from the Andromeda Galaxy. This was the first time Humanity became aware that life (not to mention superhumans) existed in another galaxy.

While there's been no further contact with any Andromedan civilization, much less new "arrivals," the possibility exists that other villains could find a way to re-create the device that sent Vibron to Earth. With that in mind, some Human heroes have spoken with Nebula to learn more about potential Andromedan threats. Here are some of the villains she's described, some of which are major galactic threats, while others are simply criminals she frequently encountered during her tour of duty on a planet she calls Debrel IV. The names are approximate translations of their names in their native Andromedan tongues into English.

Armada: A fleet of powerful starships linked by a single, ultra-intelligent electronic sentience.

Backtrack: A chronomanipulator with the ability to "replay" up to the past ten seconds of time.

CheetahMan: A running speedster with certain feline powers.

The Darkwalker: An enigmatic being who might best be described as a "mad Galaxar" (or entity of similar power).

Empyreus: An immensely-powerful superhuman who rules an interstellar empire and intends to conquer the entire Andromeda Galaxy... and then beyond.

Grimoire: A supermage, the sole remaining master of a bizarre but powerful form of magic practiced by a now-extinct Andromedan civilization.

The Hyperbeast: An asteroid-sized monstrosity that supposedly comes from Andromedan hyperspace and "extrudes" itself into normal reality to destroy and consume.

Mandala: A mentalist with perception manipulation and distortion powers. Sultry and seductive, she often manipulates males as much with her beauty as her powers.

Parsec: A teleporter with interstellar range (Nebula is unaware of the upper limit on his abilities and whether he might be able to reach the Milky Way).

Skylark: A flying speedster, able to move and survive both in atmospheres and in outer space.

Tagteam: A duplicating character with low-level super-strength and some martial arts abilities. Fast and skilled, Tagteam is/are tough to defeat in hand-to-hand combat.

Zogoth: A bizarre merging of some Andromedan elder horror and a humanoid being. Thirty feet tall, enormously strong, and terrifying to look at, Zogoth is one of the most feared villains in the Andromeda Galaxy.

THE NIBU GEMANI

The Nibu Gemani are a voracious species of psionic, fungoid aliens that may have originated in one of the far-off Magellanic Cloud galaxies. It's possible they originally evolved even farther away and then spread like a disease throughout this part of the Universe. Whatever their true history, no one doubts that they're one of the most destructive and dangerous forms of life known. Individually and in small groups they pose little threat, but they reproduce with enormous speed and devour anything organic in their path like Terran locusts. Furthermore, when large enough numbers of them gather in a single area, they form a gestalt hive-mind with considerably greater intelligence and power than the massed individuals; this "collective mind" can detect the presence

TYPICAL NIBU GEMANI

Val	Char	Cost	Roll	Notes
15	**STR**	5	12-	Lift 200 kg; 3d6 HTH damage [1]
13	**DEX**	6	12-	
13	**CON**	3	12-	
13	**INT**	3	12-	PER Roll 12-
15	**EGO**	5	12-	
15	**PRE**	5	12-	PRE Attack: 3d6
5	**OCV**	10		
5	**DCV**	10		
5	**OMCV**	6		
5	**DMCV**	6		
3	**SPD**	10		*Phases:* 4, 8, 12
8	**PD**	6		*Total:* 8 PD (4 rPD)
8	**ED**	6		*Total:* 8 ED (4 rED)
6	**REC**	2		
25	**END**	1		
11	**BODY**	1		
26	**STUN**	3		**Total Characteristics Cost: 88**

Movement: Running: 12m

Cost	Powers	END
35	**Gemani Mental Powers:** Multipower, 35-point reserve	
3f	**1) Gemani Mind Reading:** Telepathy 6d6 (Human and Alien classes of minds)	4
3f	**2) Mental Shock:** Mental Blast 3d6 (Human and Alien classes of minds)	4
3f	**3) Thought-Pictures:** Mental Illusions 6d6 (Human and Alien classes of minds)	4
22	**Gemani Mental Speech:** Mind Link, specific group of up to any 32 Nibu Gemani minds, Any Distance, No LOS Needed Only With Others Who Have Mind Link (-1), Costs Endurance (to activate; -¼)	3
4	**Fungoid Body Structure:** Resistant (+¼) for 4 PD/4 ED	0
10	**Fungoid Body Structure:** Physical Damage Reduction, 25%	0
19	**Gemani Physiology:** Life Support (Self-Contained Breathing; Safe Environments: High Radiation, Intense Cold, Low Pressure/Vacuum; Diminished Eating: can digest anything organic)	0
6	**Three Arms, Three Legs:** Extra Limbs (2) Inherent (+¼)	0

Total Powers & Skills Cost: 105

Total Cost: 193

175	**Matching Complications (50)**
10	**Negative Reputation:** Horrific, Ravaging Monster (Infrequently, Extreme)
15	**Social Complication:** Subject To Orders From The Collective Mind (Frequently, Major)

Total Complications Points: 25

Experience Points: 43

of organic life across intergalactic distances and telekinetically move the swarm at many times the speed of light.

Using these abilities, the Nibu Gemani have apparently scoured countless solar systems of all organic life and matter. They descend in their billions and overwhelm the defenses of a world, destroy everything in their path, breed countless billions more, and then move on to the next star system. When a swarm becomes too large, it simply divides, traveling on in opposite directions to continue its devastation.

The Nibu Gemani are currently heading for the Milky Way, though fortunately for Humanity they're coming from the opposite side of the Galaxy (which means they'll attack the Velarians or Varanyi first, most likely). When they get here depends on many factors. It probably won't be for centuries, but if there's one thing every superhero eventually learns, it's not to depend on predictions that bad things won't happen for a long time.

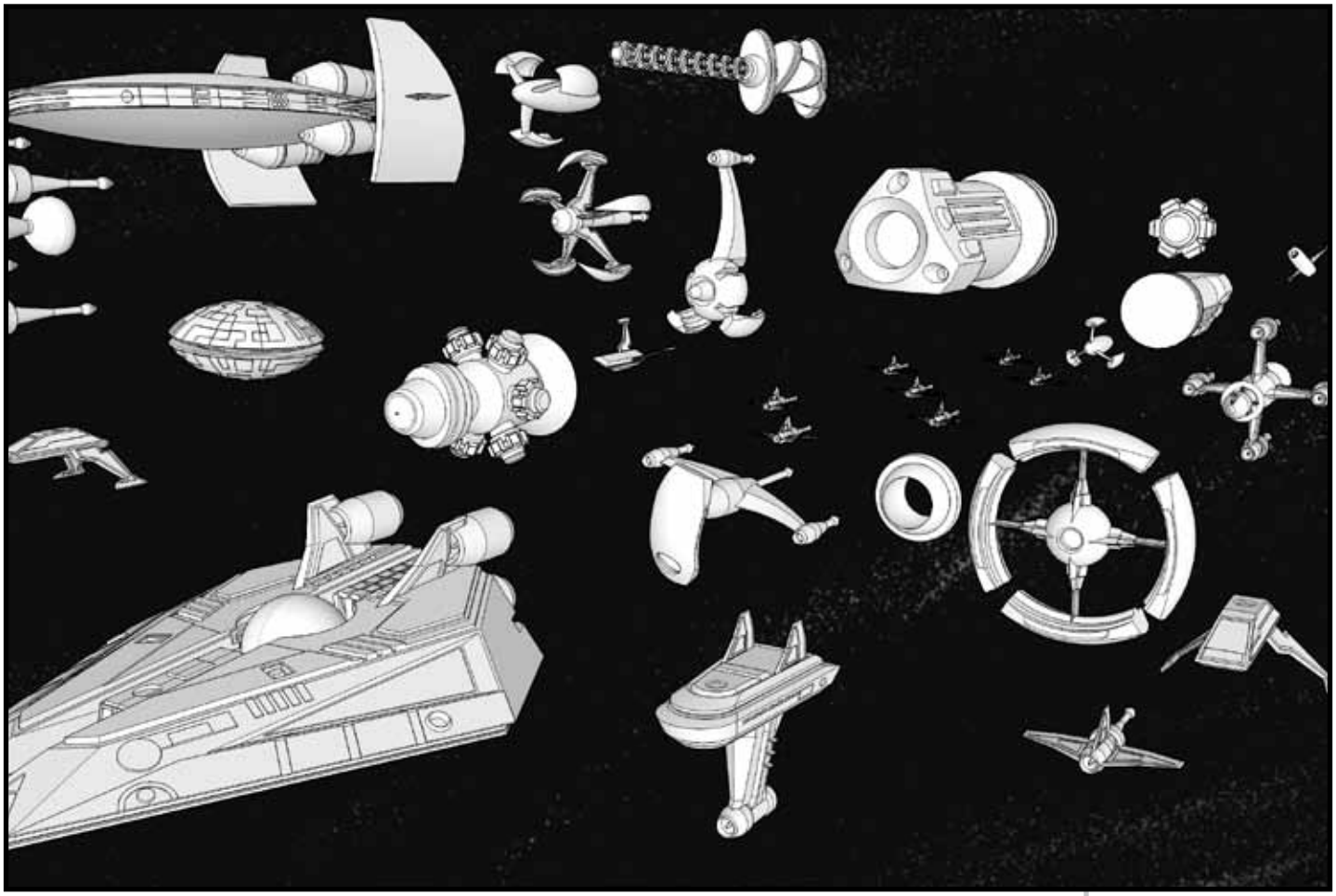
Group Relations: Individual Nibu Gemani have limited personalities and work together passably well. However, once approximately a hundred of them gather in one place (which usually means within 100 feet of each other, though this distance increases as their numbers do), a collective mind forms. It controls the actions of all Nibu Gemani present, and at that point they begin to act as a well-oiled machine. The collective mind exists only on the psychic plane, and its psionic powers immediately become stronger... and the more Nibu Gemani there are, the more psychically powerful they become. Given enough of the fungoid beings, the collective mind can have enough Telepathy, Telekinesis, and related powers to psionically dwarf the most powerful Mandaarian, Varanyi, or Human superhero.

The Nibu Gemani have no relations with other species. They regard all other organic life as food.

Tactics: The Nibu Gemani have no tactics to speak of. They simply swarm toward a target and begin attacking it with their psionic abilities, moving in an eerie tandem that signals the presence of a hive mind.

Campaign Use: The Nibu Gemani are a totally alien threat, one so far removed from the normal villains the PCs fight that it won't even trigger most Codes Versus Killing. The Gemani are more like insects or robots than truly sentient beings, and even the most kind-hearted person will realize, sooner or later, that the only way to deal with them is to exterminate them. If you use them properly, you can not only raise moral issues about the nature and meaning of Life, but can also have the Gemani symbolically represent qualities such as unthinking conformity or the mob mentality.

Since they look on all organic life as a big Happy Meal, the Nibu Gemani might make interesting pawns for Mechanon. Working with any sort of organic life is utterly repugnant to the evil robot, but if it realizes that the Nibu Gemani could be a potent weapon for destroying all other organics it just might overcome its scruples this



once. Then it has to figure out how to point the Nibu Gemani in the direction it wants them to go....

If you want to make the Nibu Gemani tougher to defeat, give individual Gemani stronger mental powers and more defenses. To weaken them, get rid of their Damage Resistance and reduce their mental powers to about half (and have the collective mind grow more slowly).

Description: A Nibu Gemani is a short, squat, and powerfully-built creature more closely related to fungi and molds than any animal. Standing about four feet high, it has a thick, cylindrical body and a long, slender neck on which balances a small, round head. It has a single red eye in the center of its forehead and no obvious mouth (its eating apparatus is lower on its body). Its three arms are thin and spindly but surprisingly strong, and its three legs fold underneath it in the fashion of a bird rather than a Human. Gemani skins range from dappled-gray to nearly black, with long dark "veins" prominently visible.

THE NIBU GEMANI HIVE MIND

When approximately 100 Nibu Gemani gather together, a collective mind forms. The collective mind gains +1 INT, +1 EGO, and +1 Damage Class to each of its mental powers. For each 100 thereafter (200 Gemani, 300 Gemani, and so forth), add another +1 INT, +1 EGO, and +1 Damage Class. When you reach 1,000, starting counting upward in thousands instead of hundreds; when you reach 10,000, in ten thousands; and so on.

At 10,000 Gemani, the collective mind gains additional powers. First, it acquires an Aid Mental Powers 1d6, Expanded Effect (any two Mental Powers simultaneously), Delayed Return Rate (points fade at the rate of 5 per Hour). Second, it gains a Variable Power Pool for mental/psionic abilities (20 Pool + 30 Control Cost, Cosmic, Reduced Endurance (0 END)). (You should include FTL Travel as part of this Pool, representing a form of psychokinetic flight.) Both of these powers increase as the size of the gathering does; for each enhancement, add ½d6 of Aid and 5 points to the Pool and Control Cost of the VPP.

Sextans Dwarf Galaxy Superhumans

Andromeda isn't the only other galaxy that Humans know has superhumans. The infamous Valak the World-Ravager comes from the Sextans dwarf galaxy, so logically it must have other superhumans. Unfortunately Humanity only knows of one other — a being named Ironbreak whom Valak has mentioned on several occasions, describing him as one of his arch-enemies whom he at long last defeated and killed. It's unclear whether Ironbreak was a hero opposing Valak, or simply a rival in his crusade of conquest and destruction.

Given Valak's rampage through significant portions of the Sextans galaxy, it's likely that he killed many other superhumans, leaving Sextans with a far smaller population of superpowered individuals than the Milky Way or Andromeda, even after allowing for its smaller size. How many exist, and whether they pose any threat to the Milky Way (or need its help), remains to be seen.

But a possible population of supervillains isn't the only danger Sextans holds....

The Survivors' Legion

In the wake of Valak's wars, handfuls of survivors from a dozen different Sextans civilizations were brought together by a single, burning desire: revenge. An alliance had nearly defeated the World-Ravager once before, so maybe a new alliance could finally put an end to his rampages... and to him. They called themselves *the Survivors' Legion.*

The Legion began tracking Valak, picking up support as it found new victims of his rage, and eventually discovered that he'd left Sextans for a nearby galaxy: the Milky Way. Unable to match his speed, the Legion salvaged some technologies from several of their civilizations and constructed a crude, one-way warpgate. Using it meant leaving behind all that they knew and loved... but Valak had destroyed most of that anyway, and the fires of vengeance burned harder and hotter in them than any feelings of nostalgia.

The warpgate deposited them just inside the Milky Way Galaxy. They journeyed inward and soon picked up traces of Valak's trail. They've been following it ever since, proceeding as fast as they can. When they've come across another of Valak's victims, they've added its survivors to their ranks.

What the Legion hasn't learned yet is that the Star*Guard defeated and imprisoned Valak... and then allowed him to escape. After that a primitive species called Humanity also managed to defeat and imprison the World-Ravager... and then allowed him to escape. When they finally discover these facts, it's possible that their anger will turn against the Guard and Humans for their stupidity in not killing Valak when they had the chance. On the other hand, they may want to study how the Guard and Humanity were able to defeat the previously-undefeated Valak and learn from their methods — or even request their help.

As of 2011 the Survivors' Legion consists of approximately 120 starships ranging in size from planetary destroyers capable of anchoring enormous fleets to small fighter-type craft with crews of two to four. Over two dozen alien species/civilizations are represented within the Legion's ranks. This often creates logistical difficulties since not all their technologies, parts, or even methods of keeping track of time are compatible.

The fleet has no formal command structure; it's ruled by a council of commanders from the original founders, who decide issues by majority vote. Ships that aren't happy with the way things are done can leave whenever they please. The *de facto* leader of the Legion is a stern, brilliant space admiral named Da!tnor, a member of a Sextans species called the Jroon. He lost his entire family, including two young children, when Valak attacked Jro, and while he seems calm, composed, and professional on the outside, inside he's a seething mass of survivor's guilt and implacable hatred. He'll do anything — *anything* — he must to find and destroy Valak, which in the end may make him as great a danger to the Galaxy as the being he hunts.

COSMIC ARTIFACTS

Supervillains, renegade machine intelligences, and living asteroid fields aren't the only dangers lurking in the Milky Way Galaxy. There are also a number of strange, powerful artifacts that could be used to destroy or remake entire worlds — or all of Reality — if they fell into the wrong hands. Some of them include:

THE ANNIHILATION SCEPTER

This artifact, which mercifully has been lost for hundreds of thousands of years, is a large, golden scepter decorated with the finest filagree and surrounded by an aura of crackling power. For those who have the will to grasp and command it, the Scepter offers the ultimate in destructive power: the ability to collapse the Universe and create another Big Bang to start a new Reality. It's a form of suicide, since the user of the Scepter is destroyed by the invoked "Big Crunch" along with everything else in existence, but to some people that doesn't matter.

The Scepter was last seen in the hands of a renegade Elder Worm sorcerer during the Malva-Elder Worm War. Only the valiant heroics of a dozen Golden Hunters and a like number of Star-Guards stopped him from using it. After he was slain the Scepter disappeared and hasn't been seen since. Wise men hope it's never seen again.

The Annihilation Scepter: Severe Transform 100d6 (remake all of Reality via a Big Crunch/Big Bang; heals back through another use of the Scepter), Area Of Effect (1m Radius; +¼), MegaScale (Area is large, broad, and deep enough to affect all of Reality at once; +10), Reduced Endurance (0 END; +½) (17,625 Active Points); OAF (-1), Extra Time (takes 1 Turn to use, then Reality has to evolve according to natural and magical laws over billions of years; -1¼), No Range (-½), Requires An EGO Roll (no Active Point penalty; -0). Total cost: 4,700 points.

THE COSMIC GEMS

One of the most enduring mysteries in the Milky Way Galaxy is the existence, nature, and purpose of the infamous artifacts known as the Cosmic Gems.

No one — not the Malvans, not the Elder Worm, not CONTROL — knows where or when the Gems came from. If the Galaxars or the Corelords know, they're not telling; three Galaxars (Geon, the Lawbringer, and the Recorder) have stated outright that they have no knowledge of the Gems' origin (or origins). For that matter, there isn't even a consensus as to how many Cosmic Gems there are. Some beings claim there are only three. Others have indicated fifteen, which is the highest number claimed so far. Others choose some number in between. For example, the Geometer insists there are only nine, and says he can prove it mathematically.

A typical Cosmic Gem is a round or oval facetless multicolored crystal that looks to Human eyes like a vivid fire opal. However, not all of them match this description; some have distinctive shades or shapes.

KNOWN GEMS

Three Cosmic Gems are definitely known to exist. The first is possessed by the supervillainess Galaxia (see CV3 124). Hers is a typical oval Gem, though it usually shifts to an all-red color based on her emotional state.

The second is a jet-black oval stone in the possession of the Recorder, who describes it as "a malignancy on Reality." Unlike other known Gems, this one seems to have a certain cruel intelligence of its own. The Recorder keeps it locked in a (supposedly) impenetrable vault buried near the center of a gas giant in an uninhabited system. He (rightly) fears what would happen if someone got their hands on it (or perhaps more accurately, if the Gem got its "hands" on someone).

The third is a round stone that tends to hues of golden and orange. It was briefly owned by an Elder Worm sorcerer-priest during the Malva-Elder Worm War, who used it to devastate several Malvan planets. He was slain by a squad of Golden Hunters, but somehow in the confusion the Gem was lost. A hundred thousand years ago it came into the possession of a StarGuard named Tathregar, who used it in the performance of his duties for several decades. But gradually the power of the Gem corrupted him, and eventually he decided he knew better how to run the Galaxy than CONTROL or anyone else. When he tried to take over several worlds, the Star*Guard fought a running battle with him through several star-systems. When the fight finally turned against him, he committed suicide by diving into a nearby star. The Guard believed the Gem had been

destroyed, but several centuries ago a Corelord revealed to it that the Gem still exists.

THE GEMS' POWERS

The power of a Cosmic Gem depends largely on the personal strength and willpower of the individual wielding it. In theory its power is virtually limitless, but it would probably take the likes of Xarriel to reach that level of potential. But even in the hands of a relatively ordinary mortal a Gem is still extremely powerful. Galaxia's Gem (see CV 125 for specifics) is an example of a Gem's power when wielded by a being of average will; if Galaxia ever learns to master herself and her passions better, the Gem's power will rise in proportion.

Powers commonly displayed by Cosmic Gems include:

- emitting powerful blasts of energy in various configurations (usually this is pure cosmic power, but sometimes a Gem manifests other energy types, or can be made to manifest whatever type the wearer wants)
- emitting powerful blasts of mental force
- the ability to imprison a target with bands of power
- the power to protect the user with a strong force-field, and to preserve the user's form without food, sleep, oxygen, or other common necessities
- the power to fly at tremendous speeds in atmospheres, and to travel through space at thousands of times the speed of light

Other abilities reported for at least some Gems include:

- the power to transform people and objects to stone
- the ability to teleport over interplanetary distances, and sometimes the ability to open small warpgates that allow others to teleport with the user
- the ability to reverse or "replay" short periods of time (approximately 10 seconds)
- telekinesis
- telepathy

Some beings speculate that the Gems are intelligent and choose/find their users, rather than the other way around. The Recorder definitely believes the black Gem he has is sentient, at least on some level. The fact remains that people eager for power have sought one or another of the Gems for centuries... but few who actively seek them out have ever found one.

11 THE KDOTHRI MIRROR

Four million years ago, during the first great wave of galactic civilizations, one of the most powerful species, a four-armed mammalian humanoid species called the Holorm, used their advanced technology and powerful mystic sciences to make a wonder-weapon. Named the *Kdothri Mirror* after its chief creator, it resembled a Human-sized looking glass, though in fact it could reduce itself in size until it could fit in a pocket. When activated by a mind of sufficient power, the Mirror would change anything reflected in its surface into whatever the user wanted!

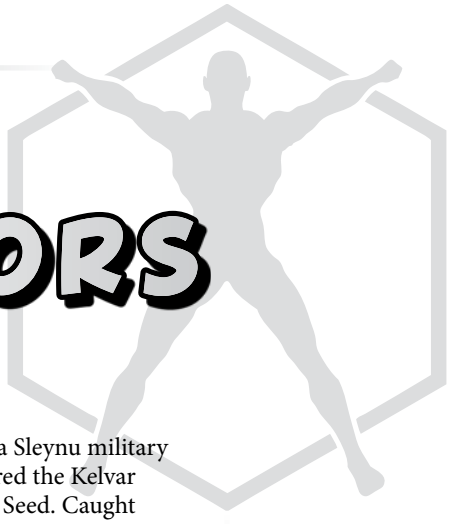
The Holorm used the Mirror against their enemies, turning the tide of several wars. But as their civilization slowly but inevitably slid into decline, the Mirror became a weapon for one Holorm tyrant or warlord to use against other Holorm rather than outside enemies. Entire cities and even regions were transformed into whatever the user wanted, with socially and ecologically devastating results. At last Kdothri himself, still the greatest scientist-wizard of Holor, cast a spell that propelled the Mirror away from his world, through space and time at random, in the hope that no one would ever find or use it again.

Since then there have been several reports of the Mirror surfacing in various places and times for brief periods. (Its origin is unknown to anyone in the modern Galaxy, except for cosmic entities like the Galaxars.) A user who finds it and figures out what it can do enjoys tremendous power for as long as the Mirror remains with him... and then it vanishes, careening through space and time again to some other place where it will remain hidden for eons. As long as no one locates it, it remains temporally and spatially "locked," but once it's discovered it's bound to continue its "journey" within a short time (typically no more than a few months at most).

To affect something, the Kdothri Mirror must be able to reflect it closely and accurately enough for a Human with average eyesight and knowledge to realize what it is. Thus, while it's possible to affect an entire planet (if the Mirror's set up in space to reflect the whole globe), or even a star, affecting multiple planets at once is difficult at best.

The Kdothri Mirror typically looks like a mirror about six feet tall and three feet wide. It seems to be made of a black glass vaguely like obsidian, but it displays reflections as clearly as if it were a normal silvered glass mirror (though if one looks closely, there's always a faint starscape behind whatever's reflected). It's mounted in a weird-looking, golden alien frame. The user can alter its size at will from the maximum described above to just a few inches on each side.

The Kdothri Mirror: Severe Transform 100d6 (remake anything reflected in the Mirror into whatever the user wants; heals back through another use of the Mirror), Area Of Effect (1m Radius; +¼), Improved Results Group (can Transform the target into anything; +1), MegaScale (Area is large, broad, and deep enough to affect anything that can be reflected in the Mirror; +3), Reduced Endurance (0 END; +½) (8,625 Active Points); IAF (can be reduced in size and thus easily hidden; -½), Extra Time (1 Minute; -1½), Requires An EGO Roll (no Active Point penalty; -0). Total cost: 2,875 points.



THE PROGENITORS

Although the Milky Way is currently inhabited by numerous civilizations, this isn't the first time the Galaxy was settled — it's the second. The first great wave of galactic civilization began about five million years ago. Virtually no remnants of any of the species who inhabited the Galaxy back then, not even their names, survives (except possibly in the minds of entities like the Galaxars and Corelords). Perhaps the only survivors from that first golden age are the mysterious beings known to modern sentients as *the Progenitors*.

Approximately four million years ago, there existed a planet whose name in English would be Kelvar. The Kelvarans — tall humanoid aliens with mauve skin, slender builds, and three fingers and a thumb on each hand — were the first great civilization of that time, and perhaps the greatest the Galaxy has ever seen. Their technology was at least as good as the Malvans', and perhaps better in many ways, and all other aspects of their society were similarly advanced. They could easily have ruled the Milky Way, but they were a peaceful, contemplative people who preferred science, learning, art, and philosophy to war.

Unfortunately not all the species of that time shared this attitude. One, the reptilian Sleynu, were almost as powerful as the Kelvarans in a few ways, but lagged well behind them in others. They were bitterly envious of the Kelvarans, whom they regarded as their greatest enemies and the chief obstacle to their ambitions despite the fact that there'd never been an actual conflict between them. They wanted Kelvaran technology, and Kelvaran prominence, and absolute control of the Galaxy... regardless of what it would take to get them.

Driven by their lust for power, the Sleynu conceived of a weapon so powerful not even the Kelvarans could resist it. They called it the Solar Seed, an innocuous name for one of the most destructive devices the Galaxy has ever seen. Briefly put, the Seed could cause any star to emit a beam of energy so large and so powerful that it could shatter planets. The energy discharge was so powerful that it could even shift a star's position slightly, which might play havoc even with worlds that weren't directly targeted.

When all was in readiness, a Sleynu military force disguised as traders entered the Kelvar system and deployed the Solar Seed. Caught totally unprepared, the Kelvarans were unable to raise their secondary and tertiary planetary defenses in time (though even those might not have saved them). The energy bolt cut through the primary defenses without difficulty and blew Kelvar into smithereens, killing billions of Kelvarans and rendering the species extinct in the space of seconds.

Or so the Sleynu believed. As fortune would have it, a small scientific expedition of just a few dozen Kelvarans was in another star system at the time. Realizing something was wrong when signals from the homeworld ceased, they returned to find Kelvar an ever-expanding cloud of rock fragments and every other Kelvaran dead.

It didn't take long for their sensors to gather enough information to tell them what had happened. Some of them immediately demanded vengeance, for even a few Kelvaran ships could inflict serious harm on the less-advanced Sleynu. But cooler heads prevailed. "We have always been a peaceful people, devoted to knowledge and understanding," said the expedition's leader, Lorgann. "Will we abandon the ideals of ten thousand years now, even in the face of this tragedy?" In the end he swayed the remaining Kelvarans to his way of thinking, though a few continued to grumble in secret.

THE GREAT MISSION

Lorgann and his followers had a better idea for what the survivors should do. "We must see to it that such tragedies as this never happen again," they said. "We must study all life, to learn all there is to know about it. And we must guide its development, improving upon it so that ultimately wisdom and compassion will prevail over hatred, violence, and fear." Lorgann christened this *the Great Mission,* and the Kelvarans set to work.

Already by this time Kelvarans were so long-lived as to be nearly immortal if they wished it, and their first step was to improve upon the longevity processes even further so that the specter of death would not interrupt the Great Mission. There were few enough Kelvarans left, after all, and so they must preserve themselves and their knowledge for the benefit of the Galaxy.

Other Species and the Progenitors

While not every aspect of the Great Mission involves studying (or manipulating) the rise to sentience, that's an important aspect of it and the Progenitors have been busy with it in many parts of the Galaxy over the past four million years. Besides Humans, some of the species whose prehistory they've studied (or altered) include:

- Ackálians
- Catavalans
- Kadathari
- Mon'dabi
- Pelgonites
- Rigellians
- Tkaki

The Progenitors involved in the Pelgonite experiment may not have been finished with it, and if so may become upset when they discover that Valak the World-Ravager destroyed them. Not even Valak can match the power of an angry Progenitor....

While the Sleynu and other civilizations rose and fell, the Kelvarans continued to study and work with life in all its myriad forms. They were scientists first and foremost, so each of them designed experiments and projects to advance the Mission under Lorgann's careful guidance. In time they learned enough to gain complete physical mastery over their own forms. They could change their bodies as they saw fit with but a thought. From one moment to the next a Kelvaran's skin tone might change to reflect his emotions, or he might grow a third arm to make it easier to use his equipment, or even become an animal or bird to better observe some planet's wildlife.

One of the most important aspects of the Great Mission was understanding how animals evolved into sentient life-forms — which animals were most likely to do this under what conditions, what factors triggered what the Kelvarans called the "sentience cascade," how the process could be altered or advanced to suit Kelvaran purposes (including breeding superhuman abilities into subjects). One of their earliest experiments was the Gotro, a species they quickly raised to sentience from a reptilian life-form on a Venus-like planet. The Gotro conceived of them as mythical beings and divine creators, and named them a name that best translates into English as "the Progenitors." The Kelvarans liked the name and proudly adopted it as their own.

But even though they were nigh unto gods, the Progenitors were not without mortal failings. They soon realized they'd advanced the Gotro too quickly, and that deep biological and social flaws were arising as a result. Rather than try to correct the problem, they rejected the entire experiment as compromised... and wiped the Gotro out of existence.

Ascension

By approximately three million years ago, the Progenitors had become so knowledgeable and powerful that they transcended the Reality of this plane of existence. They learned to transform their bodies into energy as well as other physical forms, and to rise through the dimensions to other places. A few of them became fascinated by this process and left Earth's plane never to return, but most were still absorbed in the Great Mission and remained here to continue it.

The Progenitors in Human Space

Two million years ago, the Great Mission brought a group of Progenitors to what would one day be called the Sol System. There they began two experiments. One took place on the fourth planet, Phytia, and eventually ended in disaster (see page 260). The more important one was established on the third planet, Earth.

The Progenitors examined Earth from space and determined that the most likely candidates for sentience were ape-like beings living in the central region of a large continent that was mostly in the southern hemisphere. They landed and began a detailed analysis of these creatures, who were covered in fur-like hair and used only the most primitive of stone and bone tools. When they were done they decided that the best course of action was to simply nudge the proto-Humans in the direction of sentience and return in the future for more advanced work. The Progenitors enhanced the size of the proto-Humans' brain cases, improved their neurological functions, and put in place genetic markers that would one day allow for the evolution of mutant powers, psionics, and similar superhuman abilities.

Five hundred thousand years ago the Progenitors returned to see how their experiment was progressing. The creatures they had experimented on had developed into *Homo erectus* and spread to many parts of Earth. They'd mastered fire and expanded their toolchest to include carved wooden tools; some groups could even build small shelters to protect themselves from the elements. Satisfied that the experiment was proceeding well, the Progenitors decided it was time for the next step. They established a laboratory on a hill overlooking an *erectus* settlement. After taking genetic samples from all the proto-Humans to determine which were most suitable for what they had in mind, they selected the twelve best candidates (six males, six females).

Using their ultra-science, the Progenitors rapidly evolved the twelve proto-Humans. The goal of the experiment was to see what Humanity's "end state" of evolution might be. The Progenitors saw great potential in Humanity and hoped it might some day help them with the Great Mission. The result were the first twelve of the beings known today as the Empyreans. After educating their "children" for several thousand years, the Progenitors pronounced the experiment a success and departed, leaving the Empyreans to chart their own destiny on Earth. (See *Hidden Lands* for more information on the Empyreans.)

The Progenitors Today

Since the beginning of the second great wave of galactic civilization in the Milky Way a little over a million years ago, the Progenitors have become far more cautious about their activities. Despite the fact that they have nothing to fear from any of the galactic species currently in existence, they are curiously reluctant to have anyone know what they're doing (or have done). Perhaps they fear that knowledge of the Great Mission will disrupt their experiments and invalidate the results of millions of years' worth of work.

Whatever the reason, the Progenitors remain, but finding them, much less interacting with them, is virtually impossible unless they want it to happen. Any one of them is far more powerful than nearly any superhuman, and any who choose to ascend into higher Realities likely become more powerful still. Only the likes of Xarriel, a Galaxar, or a Corelord could stand against a Progenitor, and even they likely wouldn't be able to defeat a group of Progenitors (or at least not easily). Fortunately for the Galaxy the Progenitors' intentions seem peaceful... though the cold, rational application of their science and their devotion to their Great Mission may lead them to do things that are far from merciful or benign.

KELVARITE

Since the Sleynu destroyed Kelvar, fragments and pieces of the planet have been flying through space, propelled by the awesome force of an explosion powerful enough to destroy an entire world in a split-second. Running through parts of Kelvar were veins of a greenish mineral that the Kelvarans had long before learned they could tap to draw power from, or when powdered became a vital ingredient in various medicines and other substances.

Some of the chunks of Kelvar still flying through space consist primarily or entirely of that mineral. Sometimes they land on a planet as meteorites, or hit starships, or otherwise come into contact with, or become available to, sentient organic beings. Some of them have arrived on Earth this way beginning in 1996. Humans named the strange alien mineral *kelvarite.*

As Humanity has discovered, kelvarite often interacts with living organisms in strange ways. It's highly unstable and prone to exploding; when it explodes, individuals are often bombarded with fragments of it, or exposed to the strange, intense radiation the blasts give off. As a result they often develop superpowers (usually, but not always, ones involving enhancement of the subject's strength, speed, or other physical abilities). Presumably the same holds true for other sentient species. (See CU 34 for further information on superhumans who've gotten their powers from kelvarite.)

GRADES OF KELVARITE

All kelvarite looks more or less the same, but its properties vary based on purity. Exceptionally pure samples of kelvarite are extraordinarily rare; to date, the only one encountered by Humans (though no Human actually knows this) are the pieces that the original MeteorMen carved into the rings that gave them superpowers (see CU 11, though no one then or now is aware that the rings are kelvarite because pure kelvarite doesn't have quite the same appearance as impure kelvarite). As that example indicates, pure kelvarite is quite stable and possesses so much inherent power that it can project and control energy based on the thoughts of a sentient being in contact with it.

Unfortunately, most samples of kelvarite contain impurities, either as a result of their geological creation, the explosion that shattered Kelvar, or their travels across the Milky Way. Impurities reduce the stability of kelvarite. If enough of them exist, the energy inherent in the mineral causes a piece of it to explode if it suffers a violent impact or exposure to energy (such as electricity, or even intense flame).

A piece of kelvarite that's 10% or less impure has an 8- chance to explode in these circumstances. For each additional 10% (or fraction thereof) of impurities, increase that roll by 1 (thus, a 50% impure piece would explode on a 12-).

A fist-sized piece of impure kelvarite does roughly 1d6 Killing Damage in an 8m radius when it explodes. Smaller pieces' explosions cover a smaller radius, but don't drop below 1d6 Killing Damage until about the size of a marble (which does ½d6). On the other hand, larger pieces (or aggregations of smaller pieces) do more damage *and* cover a larger radius, making it a dangerous proposition to stockpile the stuff.

THE ANCIENTS

As discussed in *Hidden Lands,* ten thousand years ago, after a devastating civil war, the Empyreans were left wondering why the Progenitors created them and what their purpose really was. In search of answers to those questions, nine of the ten surviving Ancients (the original twelve Empyreans created and taught by the Progenitors) set out into space to find the Progenitors.

That was the last anyone ever heard of them. From that day to this, not a single word of what happened to the Ancients has reached Arcadia, the Empyreans' home on Earth. No other alien species has ever reported encountering them, or described meeting anyone remotely like them.

Did the Ancients somehow find the Progenitors — and if so, how did the Progenitors react? Did they fall prey to some disaster or cosmic menace? Did they abandon their quest as fruitless and find a way to ascend to a higher reality the way their creators did? No one may ever know.

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