

XXXXXXXXXX

MU3

6883

MARVEL SUPER HEROES™

Advanced Game Official Accessory

Gamer's Handbook of the MARVEL UNIVERSE™



XXXXXXXXXX

Mad Thinker™ thru Sentry™

MARVEL SUPER HEROES™

Official Game Accessory

Gamer's Handbook of the MARVEL UNIVERSE™

Volume 3

Contents

Mad Thinker	3	Morbius, Dr. Michael	85
Madrox	5	Morlocks	87
Maelstrom	7	Ms. Marvel I	91
Magik	9	Ms. Marvel II	93
Magneto	11	Mutant Force	95
Magus	13	Mysterio	97
Malekith	15	Mystique	99
Malus, Dr. Karl	17	Namorita	101
Man-Ape	19	Nebula	103
Mandrill	21	Nekra	105
Manslaughter	23	Nightcrawler	107
Man-Thing	25	Nighthawk I	109
Mantis	27	Nighthawk II	111
Marauders	29	Nightmare	113
Marrina	33	Nimrod	115
Marvel Boy	35	Nitro	117
Marvel Girl	37	Nomad	119
Master	39	North Star	121
Master Order	41	Nova I	123
Master Pandemonium	43	Nova II	125
Mastermind	45	Nuklo	127
Mauler	47	Obliterator	129
Maximus	49	Odin	131
Mayhem	51	Olympian Gods	133
Medusa	53	Omega	137
Melter	55	Omega Flight	139
Mentallo	57	Overmind	143
Mimic	59	Owl	145
Mirage I	61	Paladin	147
Mirage II	63	Phantom Rider	149
Mr. Fantastic	65	Phoenix I	151
Mockingbird	67	Phoenix II	153
Modok	69	Pluto	155
Modred the Mystic	71	Polaris	157
Mojo	73	Porcupine	159
Mole Man	75	Possessor	161
Molecule Man	77	Power Man	163
Moon Knight	79	Power Pack	165
Moondragon	81	Primus	169
Moonstone	83	Professor Power	171

Professor X	173	Rhino	213
Psycho Man	175	Richtor	215
Psylocke	177	Ringer	217
Puck	179	Rocket Raccoon	219
Puma	181	Rogue	221
Punisher	183	Rom	223
Puppet Master	185	Ronan the Accuser	225
Purple Man	187	Runner	227
Pyro	189	Sabretooth	229
Quasar	191	Salem's Seven	231
Quasimodo	193	Sandman	235
Quicksilver	195	Sasquatch	237
Radioactive Man	197	Savage Land Mutates	239
Rama-Tut	199	Scarecrow	243
Red Ghost	201	Scarlet Witch	235
Red Guardian I	203	Scorpion	247
Red Guardian II	205	Scourge	249
Red Ronin	207	Sentinels	251
Red Skull	209	Sentry	255
Red Wolf	211		

Written by Scott Bennie, David E. Martin, and Chris Mortika
 Edited by William Connors and Richard Steinberg
 Cover Illustration by Jeff Butler
 Interior Illustrations by the Marvel Bullpen
 Typography by Betty Elmore, Kim Janke and Carolyn Vanderbilt
 Graphic Design by Stephanie Tabat



TSR, Inc.
 POB 756
 Lake Geneva, WI
 53147

This book is protected under the copyright laws of the United States of America. Any reproduction or unauthorized use of the material or artwork contained herein is prohibited without the express written consent of TSR, Inc. and Marvel Entertainment Group. Distributed to the book trade in the United States by Random House, Inc., and in Canada by Random House of Canada, Ltd. Distributed to the toy and hobby trade by regional distributors. The names of characters used herein are fictitious and do not refer to any persons living or dead. Any descriptions including similarities to persons living or dead are merely coincidental. All Marvel characters and the distinctive likenesses thereof are trademarks of the Marvel Entertainment Group, Inc., and are used with permission. ©1988 Marvel Entertainment Group, Inc. All Rights Reserved. The TSR logo and PRODUCTS OF YOUR IMAGINATION are trademarks owned by TSR, Inc. Game design copyright ©1988 TSR, Inc. All Rights Reserved. Printed in U.S.A.

ISBN 0-88038-601-0

STATISTICS

F TY (6)
A TY (6)
S TY (6)
E TY (6)
R AM (50)
I TY (6)
P TY (6)

Health: 24

Karma: 62

Resources: RM(30)

Popularity: 7

BACKGROUND

Real Name: Unrevealed

Occupation: Supercriminal

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

Identity: Known to Police

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Prison and mobile

Past Group Affiliations: Ex-ally of Egghead, Wizard, and Puppet Master

Present Group Affiliation:

KNOWN POWERS

Total Memory: He has Monstrous recall. This enables him to simulate some mental powers as Power Stunts:

- **Hyper-Invention:** Monstrous Reason when creating robots and androids.
- **Weapons Tinkering:** Monstrous Reason when building any weapon he has previously read plans for. These weapons can be incorporated into robots and androids as powers.

Mind Transferral: A bionic radio gives him the Amazing ability to transfer his consciousness into any of his robots or androids within 250 miles of his body's location.

Equipment:

Hypnolens: Incredible Hypnotic Control over anyone looking at it.

Talents: The Thinker is a superb organizer of previously discovered facts. He has Monstrous computer programming and Engineering skills.

Contacts: None (he's alienated them all).



ADDITIONAL NOTES:

accumulation of great wealth. Third, revenge on the Fantastic Four for the frequent defeats they have dealt him. He prefers to work behind the scenes rather than to battle foes directly. In fact, since he is currently serving a prison term in upstate New York, any Thinker who is encountered is probably a replica.

ROLE-PLAYING NOTES:

The Thinker has three goals. First, the accumulation of as much new knowledge as possible. Second, the

HISTORY

The origin of the Mad Thinker is unknown. He led an extraordinarily successful criminal career without the police ever learning he was a criminal, thanks to the brilliance of his strategies. Aided by his advanced computers, the Thinker could predict the probable course of events virtually down to the smallest detail, and used this knowledge in planning his crimes. (He calls himself the Thinker; however, once he became publicly known as a criminal, his superhuman opponents and the news media labeled him "the Mad Thinker," much to his continued exasperation.)

Eventually the Thinker met with many of the country's leading crime bosses to tell them of his plan to seize control of New York City and turn it into an independent nation with himself as its ruler. The crime bosses would serve to enforce his rule. To rid himself of the probable opposition of the Fantastic Four, who were then the only New York City-based team of superhuman crime-fighters, the Thinker arranged for each of the team members to be offered a highly attractive job. The four teammates accepted the offers, but while they were gone from their Baxter Building headquarters, the Thinker and his allies took over. The Thinker thus gained access to the knowledge and equipment of the Fantastic Four's leader Reed Richards, a scientific genius. Using this information the Thinker constructed the first of his superhuman androids. When the Fantastic Four returned, the Thinker used the android and Reed Richards' own weaponry to battle them. But Richards defeated the Thinker by arranging to have a circuit-breaker activated that rendered all of Richards' electronic equipment and weaponry useless. Thus the Thinker was sent to prison apparently for the first time.

Since then the Thinker has clashed unsuccessfully many times with the Fantastic Four and other superhuman adventurers, including the Avengers, Iron Man, Spider-Man,

the Sub-Mariner, and the X-Men. He once attempted to conquer the world in league with his occasional partner the Puppet Master and the criminal scientist Egghead. However, usually the Thinker directs his crimes toward three other goals: the accumulation of further knowledge (as in his continued attempts to steal Reed Richards' scientific secrets), the amassing of great wealth, and vengeance on the Fantastic Four. The Thinker once found and revived the original android Human Torch to use him as a weapon against the Fantastic Four. After the original Torch was apparently destroyed, the Thinker turned him over to the robotic Ultron, who recreated the Torch as the Vision. The Thinker also brainwashed the original Torch's partner, Toro, into serving him.

MAD THINKER'S AWE-SOME ANDROID

STATISTICS

F	GD (10)
A	GD (10)
S	AM (50)
E	RM (30)
R	FE (2)
I	FE (2)
P	FE (2)

Health: 100

Karma: 6

Resources: None

Popularity: 0

KNOWN POWERS

Compound Body: The Android is an android-robot hybrid of Amazing material.

Power Duplication: The Android's unstable genetics enables it to temporarily mimic another's physical texture.

- The Thing's armored hide gives it Excellent protection from physical attacks.
- Iceman's icy sheath gives it Good protection from physical attacks and Remarkable protection against heat and flame attacks.
- Metallic sheaths give it Remarkable material strength.

Natural Weaponry: Its fists can tem-

porarily transform into granitic blocks to do Monstrous damage.

Enlargement: It can Feebly grow by 10%.

Hyper-Breath: A 180 mph exhalation does Remarkable damage.

Weakness: A blow of Amazing intensity to its right armpit can Stun it for 21-30 turns.

Talents: None.

Contacts: None.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Android is a nearly mindless simpleton who must be controlled by a superior mind in order for it to accomplish anything. If approached cautiously, it may exhibit a child-like friendliness. By itself, it is an incredibly shy and timid being as evidenced by the fact it was able to hide in a mid-Ohio barn for over a decade. However, it changes its temperament to reflect its controller.

HISTORY

The Android was recently drawn from hiding by the Super-Adaptoid. The Android was twice defeated by the Avengers before the Sub-Mariner wrenched the Android's head off. The head and body sank separately into the Atlantic below Hydro-Base. Whether the head and body remain active, or if they can ever be rejoined, is unknown.

STATISTICS

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

Health: 28

Karma: 22

Resources: PR (4)

Popularity: 0

BACKGROUND

Real Name: James Arthur Madrox

Occupation: Ex-farmer, now laboratory assistant

Identity: Secret

Legal Status: Citizen of the United States with no criminal record

Other Known Aliases: The Multiple Man

Place of Birth: Los Alamos, New Mexico

Marital Status: Single

Known Relatives: Daniel (father, deceased), Joan (mother, deceased)

Base of Operations: Moira MacTaggart's mutant research center, Muir Island

Past Group Affiliations: Former member of the Fallen Angels

Present Group Affiliation:

KNOWN POWERS

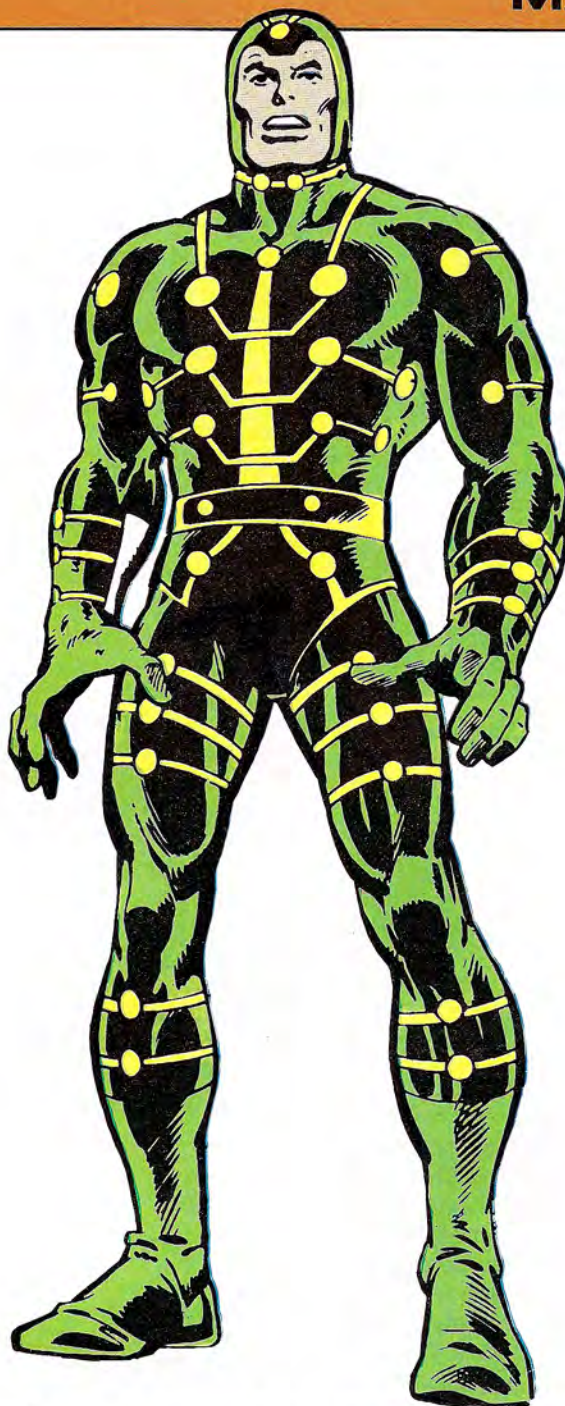
Duplication: Jamie possesses a unique power to create duplicate bodies of himself. When struck, a duplicate "splits off" from Jamie identical in mass and abilities, including the power to duplicate. Jamie can produce only one duplicate per round, but can keep producing them consecutively. There is no known limit to the number of duplicates (his maximum so far is twenty). Since his duplicates can also duplicate, he can soon produce a small army. All the duplicates are psionically linked to Jamie and to each other. Each is capable of independent thought, feeling, and action. What is traumatic for one is usually traumatic for all of them, but since they have independent thoughts, treat each one as a separate FEAT roll for the purpose of trances, illusions, emotional control attacks, etc. It is unknown whether all of them die if

Jamie is killed, or all disappear when Jamie is knocked unconscious. They exist as long as he wills them to, and he can dispel them at will, absorbing them back into his body. Each time a duplicate dies, Jamie must make a Psyche FEAT roll or fall unconscious for 1-10 rounds.

Healing: One established power stunt for Madrox when he is badly injured is to duplicate himself twenty times, and then recombine. This recombination results in his Health total equaling the average Health of himself and his duplicates before

they recombine. (Add the total Health of all the duplicates, including Jamie, then divide by the number of duplicates.)

Costume: Madrox usually wears a special costume, which provides Good protection but, more importantly, keeps him from splitting off duplicates from chance impacts. Only an impact of Excellent or greater rank will automatically create a duplicate. The suit once malfunctioned, lowering the impact level to Typical, but absorbing up to Incredible levels of electrical and heat dam-



age. Jamie used this energy to increase his Strength rank to the rank of the power absorbed (maximum Incredible). This malfunction was fixed, and it is unknown if the suit can still absorb energy.

Talents: Madrox has worked as an assistant in genetic research. His Reason when dealing with laboratory terminology and items is Good.

Contacts: In addition to other members of the Fallen Angels, Jamie is friends with Professor X, the X-Men, Banshee, and Moira MacTaggart.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Jamie is a quiet, intensely moral young man who does not feel very comfortable in the Fallen Angels, but rarely criticizes people. He has demonstrated affection toward Siryn, and is the object of a crush on the part of Boom Boom, one of the Fallen Angels. Jamie has taken up a leadership role with that group, trying to set a good example for them. Some of Jamie's duplicates have recently demonstrated individual personalities and a reluctance to recombine; possibly this is an accelerating trend, and one day all of the Madrox duplicates will have individual personalities.

HISTORY

James Madrox was the only son of two researchers working at the Los Alamos Research Center in New Mexico. In the course of their work, his parents were exposed to enough specific radiation to produce subtle alterations in their genetic material. Thus their son was born a mutant. Moments after birth, Madrox's power became evident; when the doctor spanked him, the concussive force caused him to multiply into two identical physical beings. (The second self merged with the first in a few minutes.) Shaken by the bizarre phenomenon, on the advice of Professor Charles Xavier, the Madrox family moved to a farm in Kansas where they could raise the boy in privacy. Dr. Madrox created a special suit for his son which insulated the boy from kinetic forces stronger than the level needed to cause replication, and forced the boy to wear it constantly.

As Madrox grew up, he was not aware of his mutant power, but only of the strangeness of having to always wear the same clothes. When he was fifteen, his parents were killed by a tornado. Madrox spent the next few years of his life

alone, caring for his parents' farm. Then, malfunctioning control elements in the suit caused a power surge that released his inhibited powers and caused the suit to begin absorbing ambient electrical energy. Confused and frightened, Madrox set out to find help, eventually arriving in New York City. There the Fantastic Four and Professor Xavier found him. Reed Richards of the Fantastic Four helped repair the uniform's components, and Xavier took him into custody for a short time to teach him how to control his replication powers. When asked to join Xavier's mutant adventurers, the X-Men, Madrox declined, preferring to accept Dr. Moira MacTaggart's offer to be a lab assistant at her mutation research complex on Muir Isle off the coast of Scotland.

Recently, Jamie and Theresa Cassidy (Siryn) were charged by Magneto to find Roberto DeCosta (Sunspot) and Warlock, who had disappeared from the New Mutants. They found them among a group of young mutant thieves who called themselves the Fallen Angels. After a long series of adventures, Madrox and Siryn elected to stay with the Fallen Angels and try to provide them with a good example.

STATISTICS

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

Health: 100

Karma: 90

Resources: RM (30)

Popularity: -5

BACKGROUND

Real Name: Unrevealed

Occupation: Geneticist, would-be conqueror

Identity: His existence is unknown to the general public

Legal Status: None

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: Phaeder (father, deceased)

Base of Operations: Unknown

Past Group Affiliation: None

Present Group Affiliation:

KNOWN POWERS *Kinetic Absorption:*

Maelstrom can absorb physical blows and convert their kinetic energy into increased Health and Strength. When Maelstrom is struck, the rank number of the blow is added to his Health. Furthermore, if the blow's rank is higher than Maelstrom's current Strength rank, his strength increases by +1 CS. The effects of an absorbed blow last ten rounds. Maelstrom can only be slammed or stunned by blows with a higher rank than Maelstrom's current Strength rank. When not augmented by his siphon devices, the upper limits of his Strength and Health are Monstrous and 400. He has developed one established power stunt:

- He can divert absorbed Health into a Kinetic Blast attack with a range of 3 areas which does damage equal to the number of Health points put into it.

Health-Drain Aura: Maelstrom drains Good amounts of Health (biokinetic energy) from any opponents in the same area with him. Victims can avoid this Health loss with a successful Endurance FEAT versus Good intensity.

Power Siphons: Maelstrom once built two devices that enable him to exceed the normal limits of his Absorption powers. The first siphon converted the mental energies of the Eternals' Uni-Mind into an absorbable form. The second device absorbed kinetic energy from the earth itself, slowing the planet's rotation. Either of these schemes, had they

succeeded, would have given Maelstrom power in the Class 1000 to Class 5000 range.

Clones: Maelstrom can create clones of himself, his minions, and probably others. When one of them is killed, the technology in Maelstrom's lair shunts the life form to a new body. The transfer has planetary range (4000+ miles). This gives Maelstrom virtual immortality, dependent only on the number of clones he has available.

Talents: Maelstrom is a master of Genetics, Biochemistry, Engineering, and Physics. He also has the Repair/Tinkering talent.

Contacts: Maelstrom works without allies, but has given knowledge to Arnim Zola, Magneto, and the Enclave. It is possible that he may have contacts with rebellious elements in the Deviant or Inhuman communities.

ROLE-PLAYING NOTES:

Maelstrom is a brilliant but twisted scientist, a megalomaniac, bent on world or even universal domination. Perhaps because he can shift so easily between clone bodies, he has no respect for life, not even the lives of his minions. His schemes involve the acquisition of power, usually at the expense of the Inhumans or the Eternals. Maelstrom is extremely arrogant and domineering, and seems to enjoy grand masterplans with very visible threats and subtle machinations. He would make a good ally for Maximus or Kro or the Deviants, though it is unlikely that he can be trusted.

HISTORY

Maelstrom is the son of an Inhuman geneticist and a Deviant handmaiden, the first known hybrid of these two sister races to humanity. Some time before 1900, Maelstrom's father, Phaeder, vied with Agon (the future sire of Black Bolt) for the leadership of the Inhumans' governing body, the Genetics Council. Having lost, Phaeder was soon barred from the Council because of his experiments in cloning, a branch of genetics the Council had outlawed. Faking death, Phaeder stole away from the island-city of Attilan in self-imposed exile. Reaching a colony of Deviants, he met Morga, a Deviant woman, attractive by Inhuman standards but ugly by those of the Deviants. The two mated and produced a son who was later called Maelstrom. Phaeder and Maelstrom eventually fled Lemuria and traveled the world incognito.

Maelstrom and his father set up base in the underwater ruins of the island of Attilan when the Inhumans moved their city to the Himalayan Mountains. Discovering molecules of the mutagenic Terrigen Mist in the ruins, the two began experiments that they hoped would let them subjugate the two races that had spurned them, the Inhumans and the Deviants.

The existence of Maelstrom and Phaeder was revealed when Maelstrom attempted to steal the Anti-Terrigen compound developed by Reed Richards and the Inhumans. After an unsuccessful attempt to subject all of Attilan to the compound, Maelstrom commanded his accomplice, the mysterious Deathurge, to kill him. At the instant of his death, Maelstrom's life essence and memories were transferred to another clone-body in a process developed by Arnim Zola. Phaeder was too old and feeble for the process to work for him, and he died.

While investigating the whereabouts of his mother's people, the Deviants, Maelstrom learned that most of their ruling class had been atomically transmuted into a single organic cube by the Eternals, another variant strain of humanity. Maelstrom decided to use his biokinetic power to siphon the energy of the entire Eternal population while they participated in a ritual. Thanks to the intervention of the Avengers, this scheme failed, and once more Maelstrom bid Deathurge to terminate his life. Maelstrom's essence transferred to yet another clone and he embarked upon his next master plan, to siphon the kinetic energy of the Earth's rotation. This plan was also thwarted by the Avengers, and Maelstrom was apparently destroyed. It is not known how many clone-bodies Maelstrom possesses.

DEATHURGE

STATISTICS

F	GD (10)
A	RM (30)
S	TY (6)
E	MN (75)
R	GD (10)
I	IN (40)
P	IN (40)

Health: 121

Karma: 90

Resources: N/A

Popularity: -10

BACKGROUND

Real Name: Unknown

Occupation: Executioner

Identity: Uses no dual identity

Other Known Aliases: None

Place of Birth: Not applicable
Marital Status: Not applicable
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliation: Former minion of Maelstrom, servant of a "dark master" (possibly a death god or entity such as Mephisto or Thog, or Death itself)
Present Group Affiliation:

KNOWN POWERS

Invulnerabilities: Deathurge is immune to heat, cold, electricity, toxins, and disease.

Phasing: Deathurge has Unearthly phasing abilities, and can apparently remain intangible indefinitely. It is not known whether his phasing can disrupt electrical systems.

Flight: Deathurge has up to Class 3000 Flight.

Precognition, Death: Deathurge has Monstrous precognition powers, but its visions are usually limited to the upcoming death of a character, usually Deathurge's "master."

Death Weapon: This seems to be drawn from the substance of Deathurge's own body, most often resembling a spear. It is intangible until it strikes its intended target. The intended target must then make a successful FEAT roll against Shift-Y Intensity or begin losing Endurance ranks; as the target loses ranks, a blackness spreads from the bloodless wound and covers the whole body. If the weapon passes through the body of anyone other than its intended victim, it inflicts Amazing intensity (non-lethal) cold damage. This weapon is not affected by any form of physical body armor.

Talents: Deathurge has +2 CS with his Death Weapon.

Contacts: Deathurge was a "lackey" of Maelstrom.

ROLE-PLAYING NOTES

Deathurge is a dark entity whose beginnings are largely unknown; this gives the Judge a lot of room to role-play him and give him background appropriate to campaign variants. Deathurge is attracted to those who unconsciously seek death (such as Maelstrom) and will not use lethal force against others.

HISTORY

Deathurge is a wraith-like superhuman who appears to be a messenger of death. He was first observed in the employ of Maelstrom. Although Maelstrom sometimes treated Deathurge as if he were a personal messenger or min-

ion, Deathurge clearly served Maelstrom for reasons of his own. Deathurge was dispatched to slay clonal bodies of Maelstrom's three prime minions, and twice was commanded to slay clonal bodies of Maelstrom himself. A third clonal body of Maelstrom dismissed Deathurge when he realized that they were at cross purposes. Deathurge's current whereabouts and activities are unknown.

GRONK

STATISTICS

F	RM (30)
A	GD (10)
S	IN (40)
E	MN (75)
R	PR (4)
I	TY (6)
P	PR (4)

Health: 155

Karma: 14

Resources: FE (2)

Popularity: -5

BACKGROUND

Real Name: Unknown

Occupation: Bodyguard

Identity: Uses no dual identity

Other Known Aliases: None

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

KNOWN POWERS

Body Armor: Remarkable

Adhesion: Gronk can make people or objects that touch him stick to him with Monstrous adhesion.

ROLE-PLAYING NOTES

Gronk is Maelstrom's bodyguard, as loyal as he is stupid. Gronk likes to let his opponents hit him, get stuck in his adhesive body, and then clobber them.

HELIO

STATISTICS

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

Health: 56

Karma: 18

Resources: PR (4)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Scout

Identity: Uses no dual identity

Other Known Aliases: None

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

KNOWN POWERS

Flight: Shift X

Create Tornadoes: Amazing ability

ROLE-PLAYING NOTES

Helio is absolutely loyal to Maelstrom. He serves as Maelstrom's scout, fighting only when necessary (usually to protect Maelstrom).

PHOBIUS

STATISTICS

F	PR (4)
A	TY (6)
S	PR (4)
E	GD (10)
R	TY (6)
I	GD (10)
P	EX (20)

Health: 24

Karma: 36

Resources: PR (4)

Popularity: -5

BACKGROUND

Real Name: Unknown

Occupation: Interrogator

Identity: Uses no dual identity

Other Known Aliases: None

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

KNOWN POWERS *Emotion Control (Fear Only):* Incredible ability

ROLE-PLAYING NOTES

Phobius is a typical "minion," absolutely obedient to Maelstrom. He uses his fear power to extract information from those who are captured by Maelstrom, and to scare his enemies into letting their guard down for more effective attacks.

STATISTICS

F EX (20)
 A GD (10)
 S GD (10)
 E IN (40)
 R GD (10)
 I EX (20)
 P AM (50)

Health: 80

Karma: 80

Resources: GD (10)

Popularity: 4

BACKGROUND

Real Name: Illyana Nikolievna Rasputin

Occupation: Student, Sorceress Supreme of Limbo

Identity: Secret

Legal Status: Citizen of the U.S.S.R., now living in the U.S. under a special visa, no criminal record, still a minor

Other Known Aliases: None

Place of Birth: Ust-Ordynski Collective, near Lake Baikal, Siberia, USSR

Marital Status: Single

Known Relatives: Nikolai Rasputin (father), Alexandra Rasputin (mother), Piotr Rasputin (brother), Mikhail Rasputin (brother, deceased)

Base of Operations: Professor Charles Xavier's School for Gifted Youngsters, Salem Center, Westchester County, NY, and Limbo.

Past Group Affiliation: New Mutants

Present Group Affiliation:

KNOWN POWERS

Teleport Discs: Magik's mutant power is the ability to teleport herself and others through time and space by the use of summoned stepping discs. After a successful Psyche FEAT roll, the disc teleports her first to the dimension of Limbo, then to the desired destination. A failed roll indicates a misjump, either in distance (up to one-quarter mile away) or in time. If the FEAT fails, the final destination could be 1-10 days, weeks, months, or years in the past or future. Magik can also summon extradimensional life forms (known as demons) from Limbo using her discs. Also using her Psyche FEAT roll, she can make her discs appear

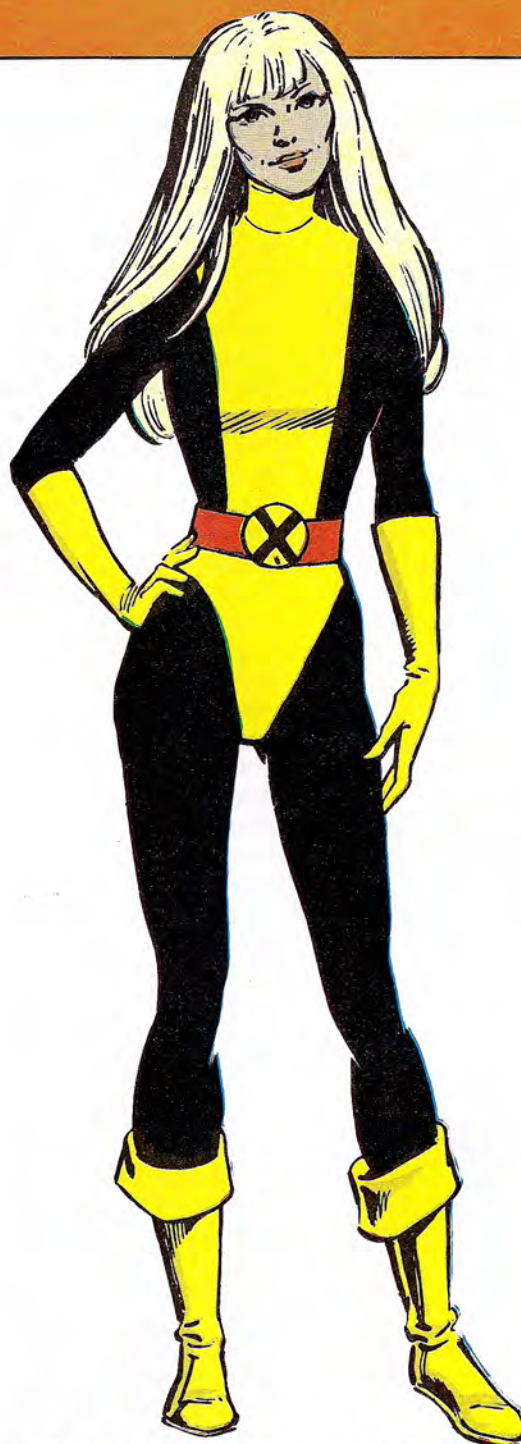
beneath other characters and teleport them involuntarily to Limbo. The target may Dodge if warned.

Soulsword: Magik can automatically summon a Soulsword, a physical manifestation of her magical powers. It causes Monstrous damage to any magical creature it strikes, using the Edged Weapon column. The sword does no damage if it passes through any non-magical creature, machinery, or robot. If swung through a character or item that is magically controlled, possessed, or transformed, Magik is

allowed a Psyche FEAT roll with a +2 CS bonus to break the spell and return the being or item to its original state.

Psi-Screen: Magik's demonic nature gives her a constant psychic shield that acts as Monstrous protection from psionic attacks, attempts at controlling her, or intrusions.

Body Armor: If Magik uses her Soulsword or magic in combat, shining magical body armor appears on her. Its protection begins with Excellent strength and improves by one rank each time she uses her magic



or Soulsword in combat, to a maximum of Monstrous. It remains for up to five rounds without specifically using magic to keep it up.

Magic: Illyana is the Sorceress Supreme of a small pocket dimension known as Limbo (more than one dimension is called "Limbo"). Illyana's magic has Unearthly power on this plane. On Earth, her magic is limited to detecting magical auras, entering the Astral plane (both with Monstrous ability), and summoning her Soulsword.

Talents: Magik is well-versed in occult lore and speaks fluent Russian and English.

Contacts: Magik's closest friend is Kitty Pryde (Shadowcat). Kitty is the only normal human who can wield the Soulsword or be hurt by it. Magik is also a good friend of Dani Moonstar and on relatively good terms with the other New Mutants.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Magik is a fallen innocent, a young girl who was corrupted by the forces of black magic. A person at war with herself, Illyana often tries to deny her dark heritage, while at other times reveling in the demonic aspect of her nature. Her chief goal is to maintain her power base in Limbo, but she is a comrade of the New Mutants. She is quite vengeful.

HISTORY

Illyana Rasputin is the younger sister of Piotr (Peter) Rasputin, who left their home at the Ust-Ordynski col-

lective farm in Siberia when Illyana was quite young and became Colossus, one of the X-Men. When she was seven years old, Illyana was abducted from the Soviet Union in a ploy to force the X-Men to go to the eccentric assassin Arcade's rescue. The main team of X-Men battled a Doctor Doom robot and obtained Arcade's release, while a team of reserve members of the X-Men freed Illyana and her fellow captives. Unwilling to risk returning to the Soviet Union to take Illyana back to her parents, Peter Rasputin decided to keep Illyana with him at the X-Men's Westchester headquarters.

Some months later, the sorcerer Belasco brought Illyana and the X-Men to his extradimensional realm, which he called Limbo. There Illyana met Kitty Pryde, with Storm the only survivor of a group of X-Men from a divergent Earth who had come to Belasco's Limbo earlier. Kitty had grown to adulthood there and become known as Cat, especially for the inhuman catlike physical characteristics Belasco had given her. As Earth's X-Men escaped from Limbo, Belasco seized Illyana's arm. The Kitty Pryde of our Earth seized Illyana's other arm, but Belasco ripped the young girl from Pryde's grasp.

Holding Illyana captive in Limbo, Belasco turned a portion of her soul demonic in nature. This part of her soul, which humans call "evil," Illyana calls her "darksoul." Belasco also conjured a "bloodstone" from Illyana's soul and placed it within the so-called Beatrice Medallion. If and when Belasco conjures five bloodstones for the medallion, Illyana, who would then be the demonic Darkchilde, would serve as the means by which Belasco's masters, the Elder Gods, would invade and conquer Earth and its entire universe.

Belasco also gave Illyana's darksoul considerable sorcerous power. Storm, herself a sorceress, took Illyana under her wing and taught her enough magic to combat Belasco's evil influence. However, Cat feared that the more Illyana learned of magic, the easier it would be for Belasco to corrupt her. So Cat took Illyana from Storm and taught her how to fight. When Illyana was

physically nine years old, Belasco made her his apprentice in sorcery.

The demonic side of Illyana's soul reveled in serving Belasco, and his influence over her grew stronger, although her true, good personality remained in control. Years after becoming his apprentice, Illyana discovered her own mutant power to create energy discs by which she could teleport herself through space and time.

Finally, in an attempt to save Illyana, Storm fought Belasco, but the sorcerer had Cat wound Storm. Horrified, Illyana tried to keep Cat away from Storm, and Belasco, displeased, ordered Cat to attack Illyana. Illyana found herself forced to kill Cat to save herself.

Finally, Illyana, who had mastered the magic in Belasco's books, did battle with Belasco himself, using her newly formed Soulsword, the ultimate expression of her mystical power. As the two battled, Illyana grew mentally and physically more demonic while Belasco reverted to human form, losing much of his power. Illyana nearly killed Belasco with the Soulsword but decided not to give in to her demonic side, and she let him live. She drove Belasco from Limbo and regained her human form.

At long last Illyana returned to Earth, arriving at a point only seconds after the X-Men's escape from Limbo. Belasco's principal demon servant, S'ym, followed Illyana to Earth, but the girl defeated him in battle and demanded that he renounce Belasco. S'ym did so, and from that time forward Illyana was undisputed master of Belasco's Limbo. However, Illyana prefers to live on Earth where she has become a member of the New Mutants. Illyana has taken the code name Magik and is the best friend of X-Man Kitty Pryde.

Recently, Magik's mystical mastery of Limbo was challenged by S'ym, who had been infected by Magus's transmode virus. In addition, a number of mystical barriers have broken down, and creatures of magic are invading the physical plane. This will undoubtedly affect Magik. Her ultimate fate, for good or evil, may be decided soon.

STATISTICS

F GD (10)
A RM (30)
S GD (10)
E MN (75)
R IN (40)
I EX (20)
P AM (50)

Health: 125

Karma: 110

Resources: IN (40)

Popularity: -10

BACKGROUND

Real Name: Unknown (Magnus may be a first name or an alias)

Occupation: Former would-be conqueror, now teacher

Identity: Secret

Legal Status: Citizen of an unknown country with a United States criminal record

Other Known Aliases: Michael Xavier, the Creator, the White King

Place of Birth: Unknown, probably somewhere in Europe

Marital Status: Widower

Known Relatives: Magda (wife, deceased), Pietro Maximoff (son), Wanda (daughter), Luna (granddaughter), Crystal (daughter-in-law), Vision (son-in-law), Thomas, William (twin grandsons)

Base of Operations: Professor Charles Xavier's School for Gifted Youngsters, Salem Center, Westchester County, New York; formerly Asteroid M (in orbit around Earth); various hidden bases on Earth

Past Group Affiliations: Former leader of the Brotherhood of Evil Mutants, current mentor of the New Mutants, White King of the Hellfire Club

Present Group Affiliation:

KNOWN POWERS

Magnetic Control: Magneto can manipulate iron and iron-based alloys with Unearthly power. He can assemble complex machinery in one round, explode most metal constructs, and manipulate ferrous objects with nearly unlimited range. When he attacks a target by throwing or magnetically wielding a metal object, his normal Agility is used to strike. The damage caused is equal to the rank of power which Magneto



used to propel it (up to Unearthly), or the material strength, whichever is lower. Magneto's powers cannot affect other force fields, though this stunt might be developed. Magneto has a number of established power stunts. He can wrap metal around an opponent (maintaining its Material Strength rank), ensnaring him, or he can fly opponents up into the air, dropping them away from the battle. He can create openings in metal doors and seal them behind him, with no loss of material strength.

Force Field: Magneto can create

large force fields. If he alone is inside a force field, it is of Unearthly strength (Thor's hammer and Hercules's fists have bounced off it). If it encompasses an entire area, it is reduced to Monstrous, and is further reduced by one rank per additional area it encompasses. This force field stops physical, energy, and psionic attacks, including possession.

Flight: Magneto flies at Remarkable air speed (15 areas/round), and can widen this flight field to include others (reducing speed by one area per additional character). Magneto can

cause characters wearing ferrous metal to fly against their will and control their flight path.

Energy Control: Magneto controls many energy forms: heat, light, ultra-violet, and gamma radiations, even gravitons. He can intensify and focus these forces to cause Amazing damage to anyone within 20 areas, or Monstrous damage to anyone he touches.

Magnetic Detection: Magneto can detect movement within the magnetic lines of force, and is able to detect teleporting or invisible creatures within his area or any adjacent area with a Yellow FEAT roll.

Telepathic Projection: Magneto can communicate with students and project his thoughts into their minds. He does this with Good ability. He has used *Astral Projection* with Typical ability.

Costume: Magneto's ferrous costume provides him with Excellent protection from physical attacks.

Talents: Magneto has Amazing reason in matters of genetic manipulation and engineering. He has mutated humans in the past in order to provide them with super powers. He has talents in the areas of Electronics, Robotics, Engineering, and Computers. He possesses the Leadership talent. How many languages Magneto can speak is unknown, but it is assumed that he knows at least one Germanic or Serbo-Slavic language fluently.

Contacts: Magneto is a member of the Hellfire Club's Inner Circle, though it is unlikely that they will help him unless their own interests are threatened. Except for a few of the current New Mutants or X-Men, and Charles Xavier, no one trusts Magneto enough to be a Contact.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Magneto's chief goal has always been to safeguard mutantkind. As leader of the Brotherhood of Evil Mutants, he believed that it was the destiny of mutants to dominate humanity, or even destroy it if that was the only way for mutantkind to survive. But Magneto, despite his coldness and ruthlessness, could not isolate himself from human feelings that he had known earlier in his life. Seeing that the denial of his humanity was not effective toward his goal, he tried another method, security through peaceful co-existence with humanity, the method of Charles Xavier. Still arrogant and authoritarian, Magneto may yet fail and return to his former ways. Only time will tell.

HISTORY

Magneto has concealed the facts about his early life and true identity. It is known, however, that he and his family were in Germany during the Nazi regime and were sent to the Auschwitz concentration camp in Poland and possibly others. Magneto was the only member of his family to survive them. This experience harshly demonstrated to Magneto how inhumane a majority could be towards a minority, a lesson he would remember when he discovered that he was a mutant.

Magneto spent the following years making his way south through the Iron Curtain countries. During this period he met and married Magda, siring a daughter. Magneto discovered his powers, but concealed them from Magda. The circumstances of the death of his daughter are unknown, but it is known that he used his powers before Magda to defend her and to avenge their daughter. Terrified by Magneto's powers and by his declarations that he would use it to rule the world, Magda left him without telling him that she was pregnant again.

After abandoning his search for Magda, Magneto arrived in the newly independent nation of Israel. While working at a psychiatric hospital near Haifa, Magneto met Charles Xavier, who became his friend. Together they prevented Baron Wolfgang Strucker and his HYDRA agents from obtaining a large cache of Nazi gold. Magneto used his powers to take the gold himself.

By the time Xavier founded the X-Men, in part to combat mutants who threatened humanity, Magneto had decided that the only way to safeguard superhuman mutants from persecution was for mutants to conquer human civilization. Magneto, now using this particular alias and garbed in his familiar costume, first clashed with the X-Men at the American missile base on Cape Citadel. Next

Magneto briefly conquered the tiny South American nation of San Marco with the aid of his newly formed Brotherhood of Evil Mutants. Coincidentally, two of the original members of the Brotherhood were his children, now known as the Scarlet Witch and Quicksilver. Years would pass before Magneto learned that they were his children. The X-Men again foiled his plans for conquest.

At one point Magneto came across what seemed to him to be a treasure trove of alien records and scientific equipment, which had actually been left for him to find by the master geneticist Maelstrom. Using all of this, Magneto created an artificial humanoid which he named Alpha the Ultimate Mutant. Alpha rebelled against his creator and turned him back into an infant. Xavier had the baby taken to his colleague Moira MacTaggart's installation on Muir Island, Scotland. There the baby was found by the alien Shi'ar agent Shakari, then masquerading under his alias as Eric the Red, who not only transformed Magneto into an adult younger than he had been, but also restored him to the peak of his powers.

In his final attempt at world conquest to date, Magneto struck down the young adolescent X-Man Shadowcat. Magneto was shocked that he had personally harmed such a young girl, and immediately began reconsidering the moral path he had taken in trying to defend mutantkind.

Subsequently, Magneto found himself allied with his former enemies, Xavier and the X-Men, during the first "secret war" on the planet created by the Beyonder. Later, Magneto heeded Xavier's request to aid the X-Men and Xavier's younger team, the New Mutants, in hunting down the Beyonder when he first came to Earth. All of these events helped alter Magneto's attitudes toward humanity.

Finally, Magneto surrendered himself to the law so that he could stand trial for his past crimes. A special tribunal of the International Court of Justice was set up to try him for crimes against humanity. Magneto intended to abide by the tribunal's verdict, and also used his trial as a forum for declaring his opposition to the persecution of mutants. The trial was interrupted by the attack of Fenris, who were actually Andrea and Andreas Strucker, the children of Magneto's now-deceased enemy, Baron Wolfgang von Strucker. Fenris was defeated, and in reaction, Xavier asked Magneto to look after the X-Men and to take over his School for Gifted Youngsters. Xavier told Magneto that by doing so he would make amends for his past crimes. Magneto agreed, and Xavier was teleported off Earth by his lover, the Shi'ar Princess Lilandra and Corsair, leader of the Starjammers. Xavier was healed on the Starjammer's ship in the Shi'ar Galaxy, but he has not yet been able to return to Earth.

Eventually, Magneto was exonerated of his crimes by the World Court. However, he is still regarded as a major criminal. Following an attack by Nimrod, he and Storm forged an alliance with the Hellfire Club to protect mutants, and Magneto was named White King. Magneto has assumed the identity of Xavier's cousin, Michael Xavier, and is the current head of Xavier's School and mentor of the New Mutants.

STATISTICS

F MN (75)
 A UN (100)
 S UN (100)
 E ShZ (500)
 R MN (75)
 I UN (100)
 P UN (100)

Health: 775

Karma: 275

Resources: None

Popularity: 0

BACKGROUND

Real Name: Magus

Occupation: Monarch

Identity: The general public is unaware of the Magus's existence.

Legal Status: Former ruler of the Technarchs, a race of organic machines on an unidentified planet

Other Known Aliases: None

Place of Birth: An unidentified planet

Marital Status: Unknown, perhaps not applicable

Known Relatives: Warlock (son)

Base of Operations: An unidentified planet

Past Group Affiliation: None

Present Group Affiliation:

KNOWN POWERS

Shape-changing: Magus is a "techno-organic" metamorph, able to alter his shape into any form he desires. His height has varied between 6 feet and 45 million nautical miles (the latter only when he is not near any gravitational fields). He can extend any portion of his body, including optical sensors, up to 10 areas away from his main trunk. He can modify his Amazing material strength body to form plugs, supports, and vehicles (even space-ships); he can change himself into anything. He has Unearthly control over these changes. Portions of Magus's body may be destroyed or shredded (Incredible material strength if shredded), and he may regrow that part in normal healing.

Holographic Projection: Magus can project images of any object in his memory banks to a distance of up to 20 areas away. The only way to "disbelieve" these images is to touch them.

Cloaking: Magus has a Class-1000 cloak against all forms of electronic tracking, psionics, or physical tracking powers or talents. It is unknown if this affects magical tracking.

Form Change: Magus can assume the form of anything that is organic or mechanical. He has Amazing skill at copying specific humans.

Conversion and Draining: Magus can heal himself by touching his victims, which alters their DNA structure with the "techno-organic virus," converting it into an organism like himself. The amount of Health gained

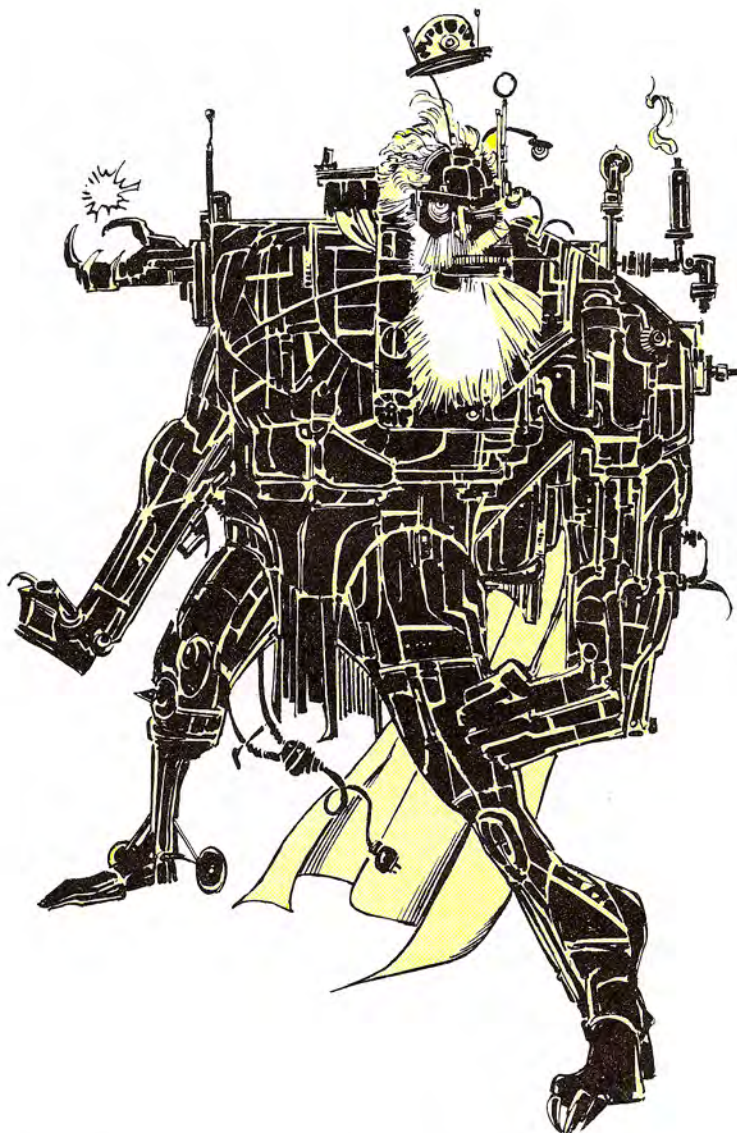
depends on the source (Health of living creatures, material strength of objects, or Judge's discretion). He performs this conversion as a FEAT roll vs. Unearthly intensity.

Stellar Travel: Magus has Class-3000 speed traveling through space.

Limited Telepathy: Magus has Incredible Telepathy for the purposes of learning a new language from a planet's native. It takes five rounds to learn the language.

Talents: None known

Contacts: None known.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Magus is a ruthless, pitiless and extremely powerful member of a warrior race. He cares for nothing but conquest and the joy of battle, though he doesn't like to be defeated. Magus is understandably apprehensive about cosmic entities greater than himself (such as Galactus). Unlike Warlock, his son, he has no concept of human feelings or the value of life. (Warlock is a mutant of the Technarch race, whose mutation is the ability to understand human values). Like Cronos and the Titans of Greek myth, Magus's chief goal is to hunt down and destroy his children before they can usurp his position.

HISTORY

The Magus is apparently the ruler of an unidentified world in an unspecified location in outer space. This planet's dominant species is a sentient form of "techno-organic" life, which resembles machinery in various ways. Parents of this race give birth to great numbers of offspring, although the process of birth is apparently very different for them than it is for Earth's life forms. Each child of the Magus must face him in combat to the death before the child has achieved adulthood. One of the Magus's sons, who is now known on Earth as Warlock, fled his native world to avoid the combat which is connected with the process of succession, but he was pursued through space by the Magus himself.

Sensing the artificial intelligence of the alien Shi'ar computers, Warlock landed on Earth near Professor Charles Xavier's School for Gifted Youngsters. There Warlock became a member of Xavier's team of super-human Earth people known as the New Mutants.

Shortly thereafter, the Magus

came to Earth in upper New York State, still searching for Warlock. There he encountered and battled Colossus, Nightcrawler, and Rogue, three members of the X-Men, the mutant team who, like the New Mutants, are based at Xavier's school. Despite the Magus's vast power, the three X-Men managed to cause him pain. The Magus called off the battle and departed, warning the X-Men to turn Warlock over to him or else he would wreak destruction upon the Earth.

The Magus decided to avoid conflict on Earth, considering that many high-powered entities were interested in it (such as Galactus). Instead, Magus chose Limbo as his battleground, and infected S'ym, the demonic henchman of Magik, with the techno-organic virus. Magik defeated S'ym's revolt, and the New Mutants and the Starjammers battled Magus. In this battle, Doug Ramsey (Cypher) managed to decode Magus's genetic structure, and devolved him into a Technarch youth. He was sent back to the Technarch homeworld to be reared once again. It is unlikely, however, that the threat the Magus presents to Earth has ended permanently.

MALEKITH THE ACCURSED

STATISTICS

F IN (40)
A MN (75)
S AM (50)
E AM (50)
R EX (20)
I GX (20)
P AM (50)

Health: 215

Karma: 90

Resources: AM (50)

Popularity: -40

BACKGROUND

Real Name: Malekith

Occupation: Ruler of the Dark Elves of Svartalfheim

Identity: The general population of Earth is unaware of his existence.

Legal Status: Citizen of Svartalfheim

Other Known Aliases: Angel, Master of the Hounds, Master of the Wild Hunt, the Dark Elf, Balder

Place of Birth: Svartalfheim

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Svartalfheim, also the Cotswolds of England

Past Group Affiliations: The Dark Elves, former ally of Loki, former servant of Surtur

Present Group Affiliation:

KNOWN POWERS

Imitation: Malekith has Amazing ability to change form to resemble those whom his enemies will trust.

Flight: Malekith flies at Amazing speed (25 areas/turn) as a thin streak with Malekith's face at its end.

Armor: As a Dark Elf, Malekith has Good body armor.

Dark Faerie Magick: An Adept of Dark Faerie magic, Malekith's full range of abilities is unrevealed. Dark Faerie magic has two limitations: it requires the presence of shadows and does not affect iron. Some of Malekith's magical abilities include:

Energy Beam: Monstrous

Blinding Beam: Monstrous. Malekith can permanently blind an opponent with a special Energy attack (though a magical cure may or may not exist). He must score a Bullseye or Kill result to succeed.

Dimensional Travel: Malekith can disappear into the shadows and travel

at will anywhere in the Asgard and Midgard dimensions. There is a gate between the two dimensions in the Cotswolds of England that Malekith may need to use to travel between them; exact details are unknown.

Death Touch: Malekith can drain life force with a touch. Those touched must make a Psyche FEAT roll or die; this touch does not affect Immortals (otherwise, he would have used it against Thor).

The Wild Hunt: Malekith has a huge horn which can summon demon hounds known as the Wild Hunt to

pursue and capture his prey. The hounds in the Hunt are said to number in the hundreds; it is the Judge's decision. The hounds' stats are:

F	A	S	E	R	I	P
GD	EX	GD	EX	PR	RM	GD

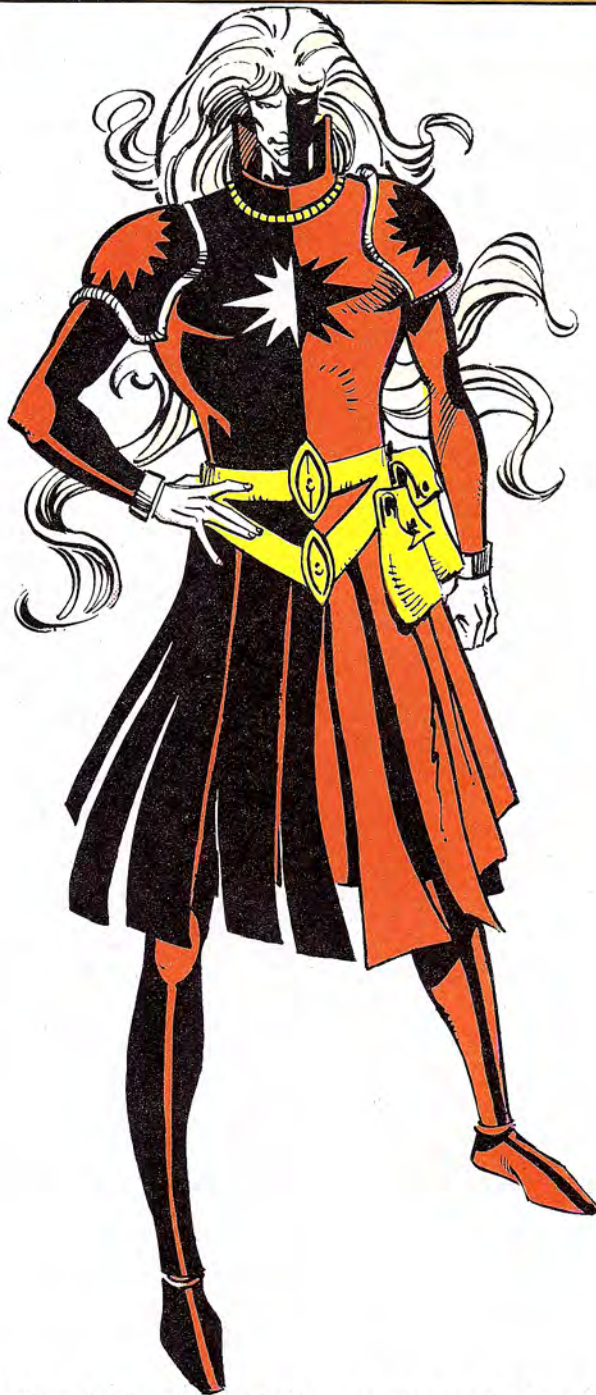
Health: 60

Bite: Excellent Edged attack

Flight: 4 areas/turn

Tracking: Monstrous

Huntsman: Malekith can convert himself into the Huntsman, an eight-foot-tall warrior with Amazing Body Armor which adds +1 CS to



Strength, Fighting, and Endurance
Animate Object: Amazing. He can also overlay an illusion onto the animated object (Amazing ability)

Food of Faerie: This deadly food, created by Hela, causes the souls of those who consume it to be drawn to Hel, while their bodies are possessed by Dark Elves. A Yellow Psyche FEAT is required to keep one's soul. If the possessed body is fed human food, then the possessed body disappears and the Dark Elf is instantly sent back to Svartalfheim.

Talents: Malekith has the Leadership talent, and obviously has knowledge of the occult.

Contacts: Malekith is a former servant of Surtur, and is almost certain to obey his directives. Since Malekith wants to destroy Asgard, Utgardloki, lord of the Frost Giants, would also be a likely ally. Malekith has betrayed Loki in the past; it is unlikely he would aid Malekith.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Malekith is known as the Accursed by Asgardians (just as Thor is probably known as the Accursed in Jotenheim), because of unrevealed misdeeds in ages past. Malekith is one of Asgard's most bitter and evil enemies. He enjoys deception and corrupting the reputations of worthy Asgardians (such as Balder), as well as playing with mortals. While Malekith is supposedly dead, as Loki says: "the first thing a sorcerer of quality does is make oneself as difficult to kill as possible." It is quite likely Malekith found some way to escape death. Malekith is a mortal enemy of Kurse.

HISTORY

Malekith the Accursed was the ruler of the Dark Elves, one of the Nine Worlds of Asgardian cosmology. The Dark Elves are also known as the Faerie of Celtic mythology and of Arthurian legend. The principal nexus between Earth and Svartalfheim lies beneath a palace (that is now in ruins) in the Cotswolds of Britain.

Centuries ago, Malekith proved himself to be an enemy of both the human beings of Earth and the gods of Asgard. Malekith's greatest weapon was the Casket of Ancient Winters, which contained mystical forces that could reproduce the overwhelming fridity of another of the Nine Worlds, Niffleheim, the realm of ice. To prevent Malekith from releasing the casket's contents, a mortal human being who was later known as Eric Willis stole and hid the Casket. Without the magic of the Casket, Malekith was unable to conceal himself from the wrathful Odin, monarch of Asgard. Odin banished Malekith into an other-dimensional "black limbo" where the Dark Elf remained until recent times.

Malekith was released from his exile by the fire demon Surtur, master of Muspelheim, whom Malekith then served. Surtur ordered Malekith to regain the Casket of Ancient Winters and to use its power to create chaos on Earth that would prepare the way for its invasion by the legions of Muspelheim.

Odin dispatched his ravens Huginn and Muninn to investigate events in the distant "burning galaxy," where Surtur was active. Surtur slew Huginn, and Malekith unsuccessfully pursued the injured Muninn. Surtur also had Malekith go to Loki, the foster son of Odin, and gain Loki's pledge to withhold his support from Asgard's forces when Surtur attacked them. Loki, however, deceived Malekith, knowing that Surtur intended to destroy Asgard.

Due to the magic of the Casket of Ancient Winters, Eric Willis had remained alive and young ever since he had stolen it. Willis, who lived in New York, was menaced by Malekith's human agents and was finally killed by Malekith himself, who used his shape-shifting ability to take the form of a beautiful woman named Angel. Willis's son, Roger, found the Casket.

Now, however, Malekith launched the Wild Hunt to track Roger Willis and the Casket down. Willis was attacked on a bridge by Malekith, in his guise as the Master of the Hounds, and a horde of demonic dogs. Odin's son, the thunder god Thor, arrived, and together he and Willis slew a number of the hounds and forced the Dark Elf to retreat.

Subsequently, Malekith captured the

Asgardian goddess Lorelei, who had been attempting to get the unsuspecting Thor to drink a potion that would force him to fall in love with her. Malekith used his sorcery to trick Thor into drinking the potion. Then Malekith revealed to Thor that he held the true Lorelei prisoner and demanded the Casket in exchange for her release.

Filled with passion for Lorelei, Thor went to the Dark Elves' palace in the Cotswolds, accompanied by Willis, who brought along the Casket, although they intended to rescue Lorelei without surrendering it. The two allies then passed through the nexus into the Realm of Faerie itself (presumably Svartalfheim).

Thor next fought Malekith himself, who took the form of a gigantic, armored warrior, but the thunder god quickly defeated him. Thor scattered the rest of the Dark Elves and rescued Lorelei, but Malekith, recovering, seized Willis's gun and hurled it at the Casket. The impact shattered the Casket, releasing its magical force, which spread frigid temperatures and blizzards over the Earth. Thor struck Malekith down and then took him to Asgard, where Odin sentenced the Dark Elf to imprisonment in the Dungeon of No Escape.

There followed the war between the forces of Asgard and those of Muspelheim. In a confrontation with Odin, Surtur drew the magical forces of the Casket away from Earth, thereby restoring its normal weather, in order to use its forces to imprison Odin within ice. But while Odin had been battling Surtur in Asgard, Willis had been reassembling the broken Casket. As soon as Willis finished his task and closed the Casket's lid, the Casket's enchantments returned and Odin disappeared.

Malekith later escaped from his prison and went to the palace of Loki, claiming to want to be his ally. When Balder was about to be crowned as the missing Odin's successor as ruler of Asgard, Malekith tricked Lorelei into giving Loki a drugged drink. Malekith magically gave Loki Malekith's own appearance. Loki, as Malekith, was captured and Thor, unaware of who the prisoner really was, had him placed in the Dungeon of No Escape. The true Malekith had taken the form of Balder to become the new ruler of Asgard himself.

However, the otherdimensional entity known as the Beyonder had transformed a Dark Elf named Algrim into the vastly powerful being called Kurse. Kurse was obsessed with taking vengeance on Malekith, who was responsible for his near death in a pool of molten lava. Kurse saw through Malekith's magical disguise as Balder, leapt upon Malekith and broke his neck, killing him. An observer, Agnar, touched the supposed Balder's corpse with his sword and the corpse of Malekith reverted to its true appearance.

STATISTICS

F PR (4)
A GD (10)
S TY (6)
P PR (4)
R RM (30)
I EX (20)
P EX (20)

Health: 24

Karma: 70

Resources: PR (4)
(RM (30) when employed)

Popularity: -10

BACKGROUND

Real Name: Karl Malus

Occupation: Former surgeon, now criminal research scientist

Identity: Malus does not use a dual identity

Legal Status: Citizen of the United States with a criminal record.

Other Known Aliases: None

Place of Birth: Mud Butte, South Dakota

Marital Status: Single

Known Relatives: None

Base of Operations: Los Angeles area

Past Group Affiliation: Former employee of Power Broker, Inc.

Present Group Affiliation:

KNOWN POWERS

None.

Talents: Dr. Malus's degree is in biology, and he has Incredible reason in that field. His knowledge of chemistry and radiology gives him Amazing reason in the study of superhuman physical structure and genetic manipulation techniques.

Contacts: Malus has contacts with the Corporation, and with Power Brokers, Inc. (now defunct), and possibly other high-tech criminal organizations (such as AIM, HYDRA).

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

Malus is a typical mad scientist who cares nothing for the people on whom he experiments, only for himself. Malus's chief goal is to get rich using his process of augmenting human abilities, a process which has led to tragedy for many of the test subjects. Malus is a cowardly man who does not want to get anywhere

near superheroes, but whose activities inevitably involve them. It is not likely that he will give up his experiments, and any changes in them will be to improve the effectiveness of the superbeings, not decrease the hazards to the participants.

HISTORY

Dr. Karl Malus was fascinated by the subject of superhuman powers since the first time he read a newspaper account of the Fantastic Four. Upon graduating with a degree in biology from the University of California at Los Angeles, he applied to various institutions for a grant to study supernormal capacities in depth. Unable to get any funding through legal means, Malus contacted certain wealthy investors active in the Los Angeles underworld. They set him up with a laboratory facility he immodestly called the Institute for Supranormality Research, despite the fact that he comprised its entire staff. The underworld provided him with human test subjects to experiment upon, usually individuals the mob sought to liquidate. Malus hoped eventually to find an individual who already had superhuman powers he could study. In the course of research, Malus came up with a number of special toxins and other chemical-based weaponry which he sold to such Los Angeles criminals as the Enforcer.

Malus's first recorded encounter with a superhuman being occurred when the criminal Fly sought out Malus to bolster his waning powers. Malus sent the Fly to steal some special equipment, but the theft led the Fly into battle with the original Spider-Woman. Malus determined to transfer the Spider-Woman's powers into the Fly. He lured her to his laboratory by stealing the comatose body of the Spider-Woman's then-partner, criminologist Scott McDowell, who had been stricken by one of the Enforcer's toxic bullets. After the Spider-Woman defeated the Fly, Malus offered to resuscitate McDowell in exchange for lenient treatment. While reviving him, Malus injected McDowell with an extract of the Fly's blood, which days later

caused McDowell's body temporarily to develop certain of the Fly's superhuman powers.

McDowell donned a costume Malus anonymously sent him and for several days wore it, calling himself the Hornet. Malus wanted McDowell to capture the Spider-Woman for study, but the ploy failed, and McDowell eventually returned to normal. About the same time, Jack Russell, unaware of Malus's criminal connections, contacted Malus in hope of finding a chemical means to curb his rampages as a werewolf on the three nights of the full moon. Malus instead placed a control-collar device on him which enabled him to force the Werewolf to battle Spider-Woman. When Spider-Woman freed the Werewolf, he attacked Malus, wounding him.

Upon his recovery, Malus served only a short sentence before being paroled. He returned to his laboratory to continue his experiments. The dancer calling himself Daddy Longlegs, who had ingested some of the growth formula invented by Henry Pym, sought Malus's help to cure him of his freakish condition. In treating him, Malus acquired a sample of Pym's serum taken from Daddy Longlegs' blood. When Erik Josten, the original Power Man, came to Malus for a means to renew the superhuman strength that the original Baron Zemo had given him, Malus decided to give Josten the Pym growth compound in addition to his strength-augmenting treatment. Hoping to finally have a superhuman accomplice, Malus gave Josten a new costume and suggested he call himself Goliath. Goliath was too powerful for Malus to control, however, and he abandoned him.

Malus later acquired yet another test subject when an ex-convict named Antonio Rodriguez requested Malus's help to cure his wife of an undiagnosed ailment. Malus agreed if Rodriguez would submit to treatment. Malus transferred genetic

material from an armadillo into Rodriguez's body, transforming him into a human armadillo. Malus then dispatched Armadillo to free Goliath from the custody of the West Coast Avengers, hoping to assemble a team of henchmen. Captain America defeated the Armadillo, however, and alerted the authorities to Malus's parole-violating activities.

While serving another short term in prison, Malus was contacted by Power Broker, Inc., a mysterious underworld corporation whose major business is the supplying of superhuman manpower to various clients. Malus agreed to join the company in return for getting out of jail. Power Broker, Inc., now supplies Malus and his fellow criminal scientists with all of the test subjects they can manage. One of Power Broker, Inc.'s major sources of clients is wrestlers who wish to have their strength augmented so they can qualify for the new Unlimited Class Wrestling Federation.

Malus utilizes the process by which he restored Erik Josten's strength to augment the power of the wrestlers. To ensure that the wrestlers keep paying twenty percent of their earnings to Power Broker, Inc., Malus has been administering a highly addictive synthetic drug to the wrestlers, who are told they will die without the drug to stabilize their power, but in reality they will only experience intense withdrawal symptoms. Only five out of ten persons who undergo the treatment emerge with superhuman strength; the rest become brain-damaged or physically disfigured. Among those treated who escaped addiction is Sharon Ventura, who became the new Ms. Marvel.

Malus's experiments were discovered by Captain America, who exposed them to legal authorities, with the help of Demolition Man and Night Shift. Malus was arrested and is currently in prison.

STATISTICS

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

Health: 130

Karma: 46

Resources: GD (10)

Popularity: -5

BACKGROUND

Real Name: M'Baku

Occupation: Mercenary, renegade

Identity: Known to Wakandan and American authorities

Legal Status: Exiled citizen of Wakanda

Other Known Aliases: White Gorilla

Place of Birth: Wakanda, Africa

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: One-time member of the Lethal Legion, former ally of the Grim Reaper

Present Group Affiliation:

KNOWN POWERS

Tracking: The Man-Ape can track prey with Remarkable ability.

Talents: In combat, the Man-Ape uses Martial Arts A and C, and Acrobatics. He also possesses the Thrown Weapons and Sharp Weapons skills.

Contacts: The Man-Ape was an ally of the Grim Reaper but has disassociated himself from that criminal because of his racist attitudes. He might be an ally of the Black Talon. The leader of the White Gorilla cult, he may draw on assistance from cultists (and probably a mystical master).

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

Man-Ape, dedicated to the cause of the White Gorilla cult, acts as their agent against their chief rival, the Black Panther cult. A proud warrior in the traditional sense of tribal Africa, Man-Ape dislikes technology (whether this dislike has changed since his exile has made him more familiar with Western ways is

unknown). Man-Ape's goal in life is two-fold: the destruction of the Black Panther and regaining rule of Wakanda. Man-Ape's appearance is often underestimated by Western heroes, at least until they face him in combat and learn how deadly he can really be.

HISTORY

M'Baku was one of Wakanda's greatest warriors, second only to T'Challa, the Black Panther himself. While the Panther, king of the Wakandas, was on leave from his royal duties to serve the Avengers in America, the ambitious M'Baku plotted to usurp the throne. The Wakandan culture had evolved from a hunter-warrior society and was traditionally ruled by its greatest warrior. The Black Panther had outlawed the rival White Gorilla cult from Wakanda while the Panther cult was dominant. M'Baku flouted T'Challa's edicts and revived the White Gorilla cult, personally stalking and killing one of the rare white gorillas living in the jungles near Wakanda. Bathing in the gorilla's blood and eating the gorilla's flesh mystically conferred its great strength upon M'Baku.

When the Black Panther returned

to Wakanda with some of the Avengers, M'Baku, calling himself the Man-Ape, openly challenged the Panther's right to rule. M'Baku deplored T'Challa's technological revitalization of Wakanda and sought to have all technology outlawed so the nation could return to its natural primitivism. After a protracted battle, the Man-Ape bested the Panther. However, when he bound T'Challa to the giant statue of a panther and tried to topple it upon his enemy, the statue instead crumbled, burying him.

The Black Panther, believing the Man-Ape had been crushed, returned to New York with the Avengers. But M'Baku's chief supporter N'gamo revived the rebel. M'Baku followed the Panther to New York. There the Man-Ape allied himself with the Grim Reaper and his Lethal Legion, a short-lived team of Avengers' foes including the Living Laser, the original Power Man, and the Swordsman. The Man-Ape kid-

napped Monica Lynne, the Black Panther's American girlfriend, and lured the Panther into captivity. When the rest of the Avengers came to the Panther's rescue, it was, in the end, Captain America who physically bested the Man-Ape.

The Panther decreed that the Man-Ape could never return to Wakanda without facing the death penalty. Humiliated, the Man-Ape chose to wander the less civilized parts of the world, performing mercenary work to survive and keeping a low profile. He was eventually contacted again by the Grim Reaper, who was trying to assemble a new Lethal Legion to exact revenge upon the Avengers. The Man-Ape served as one of the Grim Reaper's henchmen until the Reaper's racist attitudes prompted the Man-Ape (and the Black Talon) to abandon the Reaper's cause. The Man-Ape is at large, his current whereabouts and activities unknown.

STATISTICS

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

Health: 120

Karma: 46

Resources: PR (4)

Popularity: -5

BACKGROUND

Real Name: Jerome Beechman

Occupation: Professional criminal

Identity: Publicly known

Legal Status: Citizen of the United States

Other Known Aliases: None

Place of Birth: Los Alamos, New Mexico

Marital Status: Illegally polygamous

Known Relatives: Frederic (father), Emily (mother)

Base of Operations: Mobile

Past Group Affiliations: Former leader of the Black Spectre, Mutant Force, and Fem-Force

Present Group Affiliation:

KNOWN POWERS

Speed Bursts: Mandrill can run on all fours for short periods of time with Excellent land speed. This burst lasts a maximum of 3 rounds, and a 10-round rest period is required between bursts.

Pheromones: Mandrill can control all women in an adjacent area (2-area radius) or target one woman in line-of-sight with a 5-area range. A Psyche FEAT vs. Monstrous ability is required to resist the hormonal reaction. If she fails, she becomes extremely attracted to Mandrill, submissive, and open to his manipulation. If she has the hormonal reaction reinforced over a few months, she becomes addicted to his pheromones and will be in his power almost permanently (a Good intensity electric shock to the brain can break the effect).

Talents: Mandrill has a Remarkable ability to forage and survive in the wilds.

Contacts: Mandrill is a long-time partner of Nekra. He formed Black



Spectre, an organization of black women dedicated to the overthrow of the American government, and Fem-Force, a women's army composed of radicals and dissidents dedicated to world conquest. He also led Mutant Force, a group of mutants who had been abandoned by Magneto.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Mandrill seems to be a minor-league version of the original Magneto, a would-be mutant conqueror. Mandrill appeals to those who are politically radical, not because of any particular political philosophy, but because they are more easily manipulated into opposing the government. Mandrill, a male chauvinist, is absolutely ruthless and unscrupulous. He had a grudge against the Defenders, and may try to avenge his defeats against its surviving members.

HISTORY

Jerome Beechman was the mutant son of Frederic Beechman, an atomic research scientist at Los Alamos Atomic Proving Grounds, New Mexico, and his wife Emily. Prior to his conception, Beechman's father, a Caucasian scientist, as well as Gemma Sinclair, a black cleaning woman, were exposed to a massive dose of radiation when faulty electrical wiring caused an explosion that breached the facility's small experimental nuclear pile. A year later, the scientist's son was born with black skin and tufts of body hair. Equally distressing to Gemma Sinclair and her husband was the birth of their daughter, who was born with chalk-

white skin and fangs. The boy grew up hated by his peers and parents for his freakish appearance. When Beechman was ten, his father drove him out to the middle of the American desert and abandoned him. The boy swore to find his way back and exact revenge on his parents.

While in the desert, he encountered the mutant girl, Nekra Sinclair, who had been similarly mistreated and was running away from home. The two became partners and wandered the Southwest, protecting one another and shunning all other human companionship, surviving by stealth and cunning. For six years, the two educated themselves by listening outside of school-room windows and reading stolen books. One night, angry New Mexican townspeople discovered them, having heard rumors about "monsters" invading their hometown, and attacked them with pitchforks and guns. That night, Beechman and Sinclair discovered that sheer hate released latent mutant powers within them, powers they used to slay their tormentors.

As his mutant powers surfaced, Beechman's appearance became more apelike, prompting him to take the alias "Mandrill." With Nekra's aid, he developed plans for the overthrow of three small West African nations with the intent of creating a

utopian society, free from the American values which caused the two of them to be treated as outcasts. Their plan failed, however, when they were thwarted by the jungle adventurer Shanna the She-Devil. Mandrill and Nekra regrouped and formed Black Spectre, an organization of black women dedicated to the overthrow of the American government. This conspiracy, which culminated on the White House lawn, was thwarted by Daredevil with the help of Shanna and the Black Widow.

Nekra was taken into custody by SHIELD, while Mandrill escaped. Forsaking his long-time ally, Mandrill, still dedicated to world conquest, organized the Fem-Force, another women's army composed of American radicals and dissidents. Aiding them was the third team of evil mutants Magneto had organized and abandoned, a group he called the Mutant Force. When his mutant allies were taken captive by the Defenders, Mandrill sent the Fem-Force to the Indian Point Nuclear Power Generating Facility, where his father and mother were now employed, to seek revenge upon them. Once again opposed by the Defenders, Mandrill was stopped when his own mother shot him. Mandrill escaped capture, however, and was rescued by members of his army.

STATISTICS

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

Health: 70
Karma: 50
Resources: GD(10)
Popularity: 0

BACKGROUND

Real Name: Unrevealed
Occupation: Assassin
Identity: Presumably known to the police
Legal Status: Most likely a citizen of the United States; has criminal and psychiatric records
Other Known Aliases: None known
Place of Birth: Unrevealed
Marital Status: Unknown
Known Relatives: None
Base of Operations: Unknown, apparently mobile
Past Group Affiliation: Defenders
Present Group Affiliation:

KNOWN POWERS

Anti-Telepathy: Manslaughter has the telepathic ability to reduce an opponent's ability to spot him. His talent is Remarkable; on a Green FEAT, he reduces his opponent's Intuition FEATs by -2 CS, with a yellow FEAT by -4 CS, and with a red FEAT by -6 CS.

Weapons: Manslaughter uses a number of conventional weapons, from throwing stars (Excellent edged throwing, 3 area range) to swords (Excellent edged attack). He is also expert at setting traps.

Talents: Manslaughter has Guns, Thrown and Sharp Weapons skills, and Martial Arts A and C.

Contacts: None.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Manslaughter is a psychopath who enjoys demonstrating his superior tactics and intelligence by trapping and killing people. There is almost nothing good about him. Manslaughter does respect opponents of quality (such as the Defenders) and is willing to help them in times of extreme need (especially if he is under duress). Possibly, if Manslaughter still lives, the Defenders have reformed him, though this seems unlikely.

HISTORY

Very little has been revealed about the past of the assassin calling himself Manslaughter. He has claimed he grew up in poverty on the streets, but he may have been lying. It is known, however, that he once used his then-latent mental powers to track down the mysterious being known as Interloper in the Siberian wilderness. Impressed by this feat, Interloper taught Manslaughter how to bring out his psychic abilities. But realizing that Manslaughter had an unstable psyche, Interloper did not teach him too much, for fear of making his pupil too potentially dangerous.

Unfortunately, as Interloper later regretted, what Manslaughter did learn made him quite dangerous enough. Aided by his psychic abilities, Manslaughter began a career as a hired assassin, motivated more by what he saw as the sport and thrills of trapping and killing victims than by his fees. Eventually, a crime boss whose recent cocaine smuggling operation had been wrecked by the team of superhuman adventur-

ers known as the Defenders hired Manslaughter to kill them. But the Defenders defeated the formidable Manslaughter and sent him to prison.

Months later, Manslaughter returned and told the Defenders that he so admired the style with which they defeated him that he wanted to join their team. When they refused, Manslaughter trapped most of them. All of them escaped his traps but the Angel, whom Manslaughter hid in the Defenders' mansion, which he set ablaze. Manslaughter said he would save the Angel only if he himself was made a Defender. Just then Manslaughter was caught by Interloper, who was on the trail of the dangerous Moondragon, and who used his powers to extinguish the fire.

However, Interloper told the Defenders that they must admit Manslaughter as a member since they would need him to battle Moondragon and the alien entity called the Dragon of the Moon that had taken possession of her. Manslaughter proved instrumental in Moondragon's defeat by projecting insanity and demonic feelings of fear into her mind through a psychic link she had

once established with him. But then, her power increased by the alien Beyonder, Moondragon returned to the attack. In order to defeat the cosmic entity called the Dragon, Interloper and another Defender, the Valkyrie, projected their immortal life forces against it. But in order to defeat Moondragon as well, their power had to pass through "mortal instruments." So Interloper asked Manslaughter to join him. Believing that thus aiding Interloper would mean his own death, Manslaughter nevertheless acceded to his former teacher's request. They and two other Defenders joined hands to hurl the tremendous power of their combined life forces at the Dragon, Moondragon, and the Gargoyle, whose body was now under the Dragon's control. Three other Defenders went to rescue endangered innocents, and when they returned, all participants had seemingly been transformed into statues of ashes and dust, and the Dragon of the Moon was apparently gone. But whether this is what truly happened to them, and whether they are still somehow alive, or capable of returning to life, are questions still to be answered.

STATISTICS

F	RM (30)
A	PR (4)
S	RM (30)
E	MN (75)
R	FE (2)
I	EX (20)
P	AM (50)

Health: 139

Karma: 72

Resources: FE (2)

Popularity: -10

BACKGROUND

Real Name: Dr. Theodore "Ted" Sallis

Occupation: Former scientist, currently guardian of the nexus of realities

Identity: The Man-Thing's existence was publicly known but widely disbelieved. Very few people know that Man-Thing was actually Ted Sallis.

Legal Status: Citizen of the United States (presumed dead)

Place of Birth: Omaha, Nebraska

Marital Status: Married

Known Relatives: Ellen (wife)

Base of Operations: The swamp that surrounds the nexus of realities, near Citrusville, Florida

Past Group Affiliations: Occasional ally of the sorcerer Dakihm, Jennifer Kale, and Howard the Duck

Present Group Affiliation:

KNOWN POWERS

Emotion Detection: Man-Thing has the Monstrous ability to detect the emotions of the various creatures that surround him. Positive emotions such as love, joy, and courage fill him with joy. Negative emotions, such as hate, cause an unpleasant reaction. His most hated emotion is fear, which causes him to attack anyone who is afraid.

Burning Touch: When Man-Thing detects fear, his body excretes a sulfuric acid, which inflict Incredible burns on anyone he touches ("For whosoever knows fear burns at the Man-Thing's touch").

Vegetable Form: Man-Thing's body has Monstrous protection against physical attacks. This protection drops by -1 CS column shift for every week Man-Thing spends away

from his swamp, to a minimum of Remarkable.

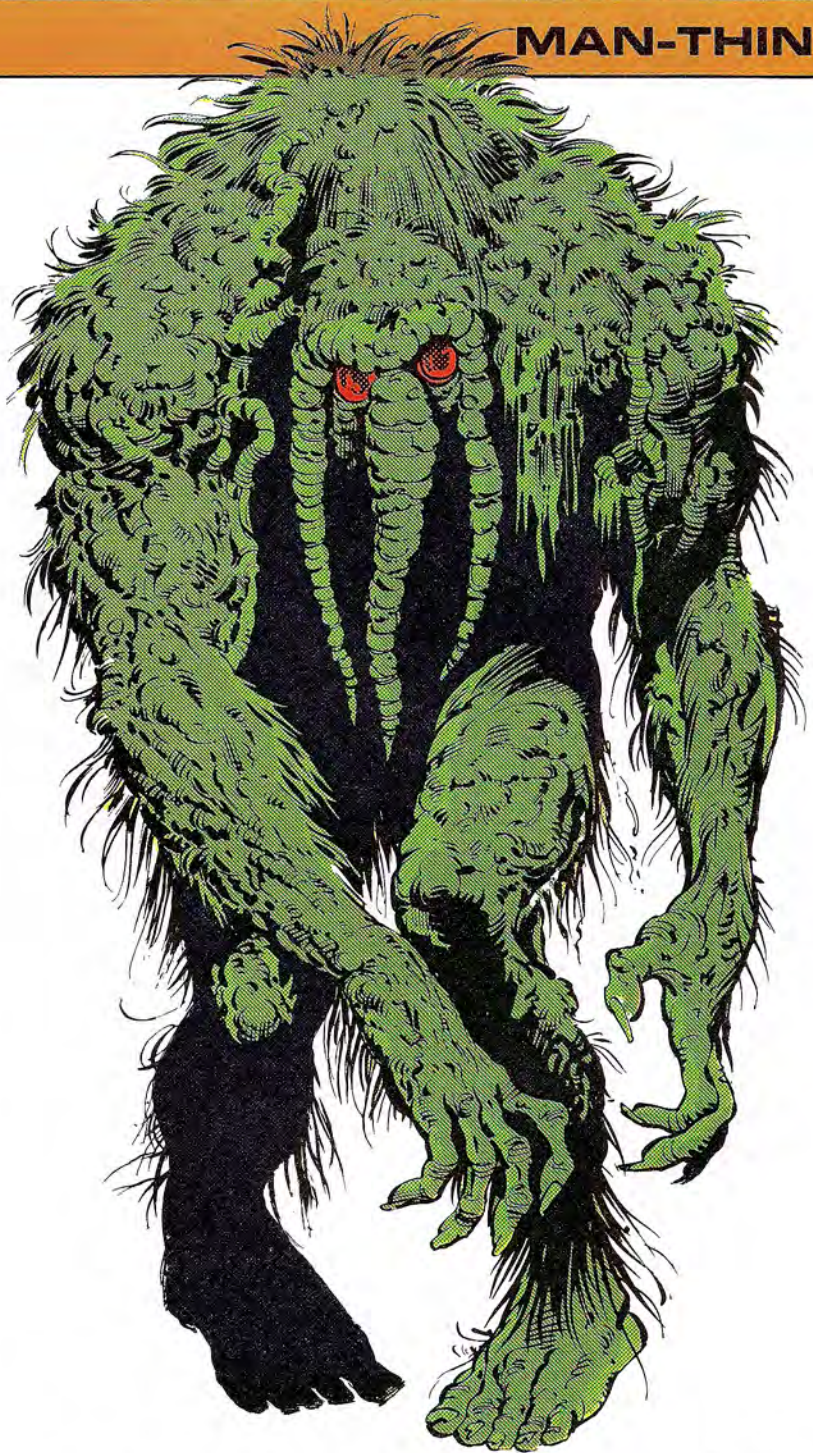
Oozing: Man-Thing can breach any barrier with an opening by oozing through it. The smaller the opening, the longer it takes Man-Thing to break through. Referees should use their best judgment to determine how long it takes to get through an opening.

Vulnerability: Man-Thing is dependent on the swamp for his livelihood. He loses -1 CS from his Strength, Fighting, and Endurance for every week spent away from it. If his

Strength drops to Feeble, he becomes comatose until returned to his normal environment.

Talents: Sallis has Excellent reason and was an expert biochemist. Man-Thing has no Talents.

Contacts: Man-Thing has been associated with a number of heroes, including the Thing, Spider-Man, Howard the Duck, the sorcerer Dakihm, Jennifer Kale, and Korrek the Barbarian, as well as the respected comic book author Steve Gerber.



ADDITIONAL NOTES:

HISTORY

Ted Sallis first came to prominence in government circles as the chief chemist working on Project Sulfur, a U.S. Army research program aimed at developing a means to survive biochemical warfare. Sallis developed Serum SO-2, which would have succeeded in immunizing human beings against all toxic biochemicals, but the mutagenic effects of the serum would have transformed people into monsters. The serum was never put into production.

After Project Sulfur was shut down, Sallis was reassigned to Project Gladiator, a research program under the auspices of SHIELD, which was aimed at recreating the lost "super-soldier" serum that had spawned Captain America during World War II. Working separately from his colleagues, who included Drs. Wilma Calvin and Barbara Morse (later to be known as Mockingbird), Sallis evidently attempted to use a modified version of his SO-2 formula as the basis for a new Super-Soldier serum. He was close to success when he was betrayed into the hands of the subversive Advanced Idea Mechanics (AIM) by his wife, Ellen.

Perhaps already suspecting betrayal, Sallis had earlier destroyed his notes. To guarantee that the secret would not fall into AIM's hands, Sallis injected himself with the only existing sample of his modified Super-Soldier serum, and fled into the nearby swamp. Sallis should have died, but over the course of several hours, mystical forces combined with chemical science to transform him into the monstrous, misshapen creature who would be dubbed "the Man-Thing." The substance of Sallis's body was eaten away and replaced by vegetable matter. Though he mimics the form of humanity to a large extent, he can no longer be considered human. Though he retains Ted Sallis's intellect, he cannot be said to be intelligent in any meaningful sense.

Since the time of his creation, the Man-Thing has served as the guardian of the "nexus of realities," an interdimensional focal point which has manifested itself in the middle of the Man-Thing's swamp. Though the Man-Thing's adventures have occasionally drawn him away from the swamp, he has always returned, and it is said that he is destined to remain the guardian of the nexus on this plane of existence for as long as the nexus continues to manifest itself in this reality.

ROLE-PLAYING NOTES

Man-Thing is a simple-minded creature, motivated by emotion instead of logical thought. He is the guardian of the nexus of realities, but certainly has no knowledge of his role. Man-Thing's greatest enemies are the demon lord Thog and D'Spayre (whose fear powers can cause Man-Thing to become afraid and, thus, burn himself).

STATISTICS

F IN (40)
A IN (40)
S GD (10)
E AM (50)
R GD (10)
I IN (40)
P MN (75)

Health: 140

Karma: 125

Resources: GD (10)

Popularity: 20

BACKGROUND

Real Name: Unknown

Occupation: Barmaid, later adventurer, later Celestial Madonna

Identity: Secret

Legal Status: Expatriate Vietnamese citizen, granted a special visa to the United States at the request of the Avengers

Aliases: The Celestial Madonna

Place of Birth: Unknown village in Vietnam

Marital Status: Married

Known Relatives: Gustav Brandt (alias Lloyd Willowby, father), Lua Brandt (mother, deceased), Khrull (uncle), "Celestial Messiah" (son, unknown)

Base of Operations: Temple of Priests of Pama, Vietnam; later, Ho Chi Minh City (formerly Saigon); later Avengers Mansion, New York City; later space, currently unknown

Past Group Affiliations: Former member of the Avengers, former ally of the Silver Surfer

Present Group Affiliation:

KNOWN POWERS

Plant Abilities: Mantis has inherited some of the abilities of the Cotati. She has the Monstrous ability to communicate mentally with plant life. She can use the knowledge gained in this manner to discover the location of water or warn her in case intruders approach, among other things. She can teleport from plant to plant with Unearthly ability, teleporting even between worlds many parsecs distant.

Life Support: Mantis has Shift Y Life Support; she can survive in space or on hostile worlds for prolonged periods of time (limits unknown), but will

require food, water, and sleep in time.

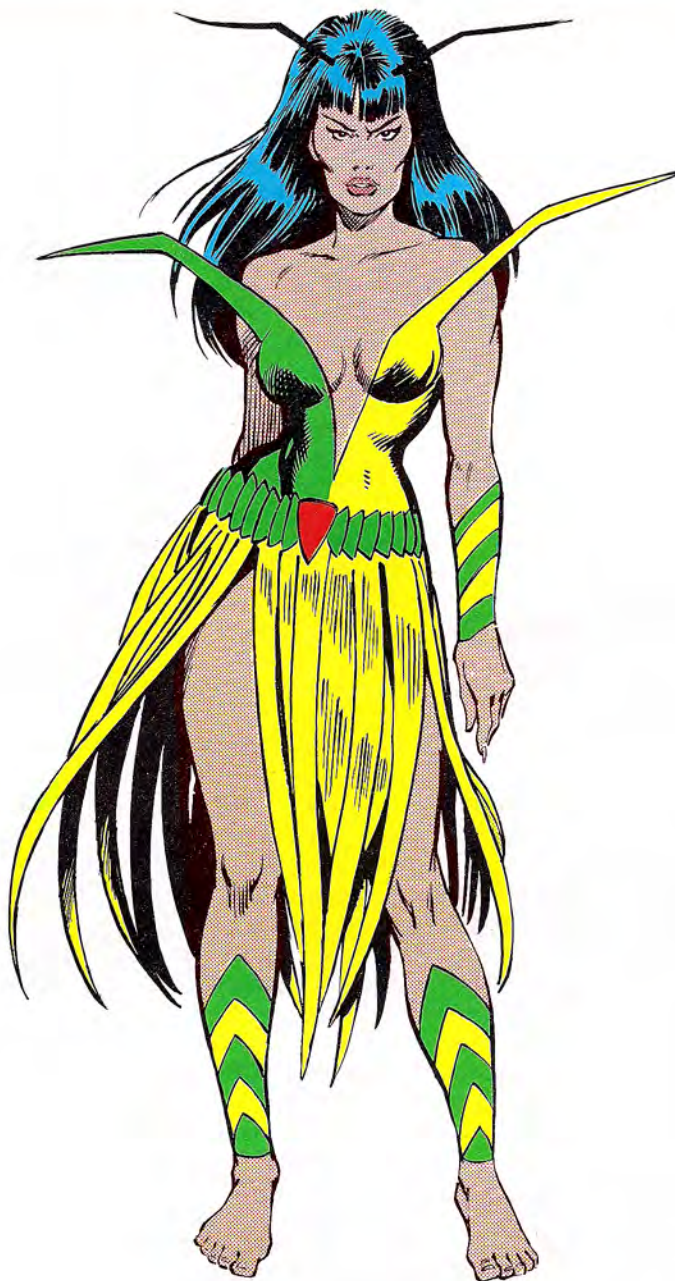
Healing: By using herbs and the like, Mantis can employ Monstrous power rank healing.

Avenger - Mantis: Before she joined the Cotati, Mantis had the following statistics and powers:

F **A** **S** **E** **R** **I** **P**
 IN IN TY RM TY EX AM

Health: 116

Karma: 76



Empathy: Trained by the priests of Pama, Mantis has this power at Amazing rank.

Recovery: Mantis has complete control over her body, allowing her to heal at Amazing speeds.

Resistances: Mantis has Incredible resistance to toxins and diseases.

Talents: Mantis has Martial Arts (types A, B, D, and E) and has the Resist Domination talent.

Contacts: Mantis was trained by the Priests of Pama (now destroyed). Her father is Gustav Brandt (also known as the criminal Libra). She

was a member of the Avengers, a mate of the Cotati, and an ally of the Silver Surfer.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

As an Avenger, Mantis was haughty and cruel, trying to take away the Vision from the Scarlet Witch, scorning the Swordsman (who loved her), and generally causing trouble. When the Swordsman died for her, however, she learned humility, the final lesson needed to turn her into the Celestial Madonna.

Mantis in her cosmic form is more mature, capable of love and sacrifice. Mantis was totally devoted to the protection of the universe from the Elders. If she still lives, she will likely remain dormant until another major threat occurs. Mantis has the habit of referring to herself as "this one."

HISTORY

Mantis was the daughter of Gustav Brandt, a German who fought in Indochina as a mercenary soldier, and his wife Lua, the sister of Monsieur Khrull, the leader of a local underworld organization. Despising Europeans, Khrull was infuriated by his sister's marriage and was determined to kill both her and her husband. As a result, the Brandts fled from one Indochinese village to another for nearly ten months. When Mantis was born, Khrull and his men found the couple and used flamethrowers to set their home ablaze. Lua was killed. Badly burned and

blinded, Gustav Brandt escaped with his infant daughter, who was unharmed. Days later they reached the temple of the Priests of Pama, a pacifistic sect of the humanoid alien Kree, who established temples on various worlds to escape Kree persecution.

The Priests educated Brandt's daughter, who they knew might someday become the Celestial Madonna, the woman who would mother the Celestial Messiah, a genetically perfect being of great power who would bring peace to the universe. Mantis was also taught to communicate telepathically with the Cotati, an alien race of telepathic plant-beings the Kree had brought to Earth. One of these beings was to father the Celestial Messiah.

When Mantis had completed her training, the Priests decided that she needed to experience life among the humans. Therefore, on the night of Mantis's eighteenth birthday, two of the Priests took her, dressed in ordinary Vietnamese clothing, to Ho Chi Minh City (formerly Saigon) and left her there. The Priests of Pama had removed Mantis's memories of her life at their temple, and instead gave her false memories of growing up in Saigon as an orphan, struggling to survive.

Within hours, Mantis was taken to Monsieur Khrull; neither knew of their relationship. At a bar Khrull owned she eventually met the Swordsman, a costumed criminal on the run. Mantis saw a buried nobility in the alcoholic man and tried to get him to rehabilitate himself. Taking her advice, he returned to America, Mantis accompanying him. When the Swordsman was readmitted to the Avengers, she was allowed to stay at Avengers' Mansion as a courtesy to him.

After the Avengers defeated Zodiac with her help, Libra revealed to Mantis that he was her father and told her how she had been raised in a temple, although he did not explain to her who the Priests of Pama really were. One day soon after, the Avengers were attacked by their arch-enemy from the future, Kang the Conqueror, who had determined that one of the women then associated

with the Avengers was the Celestial Madonna. Kang knew of the prophecy that the Celestial Madonna's husband would be the "most powerful" being on Earth. Although Kang was thwarted in his plan, he discovered and revealed to Mantis and the Avengers that Mantis was the Celestial Madonna. In the course of these events, the Swordsman was killed by a stray blast from one of Kang's weapons. As the Swordsman died, Mantis realized that she had indeed loved him.

Later, in the Priests' temple garden in Vietnam, Mantis and her Avenger comrades encountered Libra and the glowing, reanimated body of the Swordsman, reanimated by Earth's oldest Cotati, which now resembled a large tree in the garden. The Cotati told Mantis that she was the Celestial Madonna and that he was to be her husband. He had reanimated the Swordsman's body with part of his life force since he could not mate with her in his tree-like form. Their child would be "a new life form," the Celestial Messiah.

In honor of Mantis, the Avengers unanimously declared her one of them. Immortus, master of time, officiated at the wedding of Mantis and the Cotati. Once the ceremony was finished, the Cotati (within the Swordsman's body) and Mantis both transformed themselves into pure energy and departed Earth.

Mantis gave birth to the Celestial Messiah and then left her husband and her son to aid the Silver Surfer in stopping a plot by the Elders of the Universe to kill Galactus, falling in love with the Surfer. Mantis and the Surfer's ex-love, Shalla-bal, were captured by the Gardener, and Mantis apparently gave up her life to save Shalla-bal when the trap in which they were encased exploded. However, given Mantis's powers, she may have found some way to survive.

GROUP BACKGROUND

The Marauders are a team of superhuman mutants employed as assassins by the enigmatic figure known as Mr. Sinister. The Marauders' first known activity was the perpetration of the so-called "Mutant Massacre," in which they slaughtered the majority of the mutant Morlock population living underground in the New York City area. The Marauders were opposed during the Massacre by Thor, and members of the X-Men, X-Factor, New Mutants, and Power Pack. In the course of the massacre, three of the Marauders—Blockbuster, Prism, and Riptide—were apparently killed, though they appear, somehow, to have avoided the actual finality of death. Sabretooth, who has an identity far beyond membership in the Marauders, joined them after a full career. The Marauders have tried several times to kidnap Madelyne Pryor, without success. Their goal seems to be world domination, and they intend to kill all of the other superbeings on Earth, if necessary, to obtain it.

MR. SINISTER

STATISTICS

F	RM (30)
A	RM (30)
S	IN (40)
E	AM (50)
R	RM (30)
I	RM (30)
P	AM (50)

Health: 150
Karma: 110
Resources: IN(40)
Popularity: 0/-20 (to mutants)

BACKGROUND

Real Name: Unknown
Occupation: Mastermind, exterminator of mutants
Identity: Mr. Sinister's existence is known only to a small number of mutants
Legal Status: Unknown
Other Known Aliases: None
Place of Birth: Unknown
Marital Status: Unknown
Known Relatives: None
Base of Operations: Unknown

KNOWN POWERS

Mr. Sinister's powers are unknown. He has only demonstrated his capabilities once, when he easily subdued the berserker Sabretooth in a dispute, which is not easy to do. The above statistics are only a guess at his characteristics and should not be considered definitive. Mr. Sinister has a glow around his form; whether this indicates his powers, or is some special effect to impress his minions remains to be seen.
Talents: Mr. Sinister has the Leadership skill, and possibly others as well.
Contacts: None known.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Mr. Sinister is an extremely ruthless and confident villain who rules the Marauders with an absolute stranglehold (though Sabretooth has been known to get out of hand). He works best as a behind-the-scenes mastermind, though the Judge is welcome to fill out his character sheet if he doesn't mind being contradicted by future revelations.

HISTORY

Little is known at the present time about Mr. Sinister. Sinister is the organizer of the Marauders, though he prefers to remain behind the scenes.

ARCLIGHT

STATISTICS

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

Health: 120
Karma: 46
Resources: GD (10)
Popularity: -10

BACKGROUND

Real Name: Phillipa Sontag
Occupation: Assassin
Identity: Secret
Other Known Aliases: None
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliation: Marauders
Present Group Affiliation:

KNOWN POWERS

Shockwave Attack: Arclight can direct a wave of kinetic energy at will by striking a victim with her hands or feet, with the effect of a Shockwave attack at all targets up to 3 areas away, doing Amazing damage. All targets (she may be selective among those targets as a power stunt) are affected by a blast of Amazing intensity. No damage is taken, but targets may be stunned or slammed. Arclight may direct her powers against living targets (Incredible blunt damage) or non-living (Amazing damage).
Body Armor: Arclight's silver suit provides Good protection against physical and energy attacks.
Talents: Arclight has Military skill.
Contacts: Phillipa Sontag is a member of the Marauders. She might retain her military contacts.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Like the rest of the Marauders, Sontag is a cold, cruel, killing machine. She sees no difference between the massacre of the Morlocks and the obliteration of an insurgent-harboring village. She enjoys a challenge in combat, and prefers to pit her skills against individuals with an impressive reputation.

HISTORY

Phillipa Sontag served with the American ground forces in Vietnam, and she is still haunted by memories of that place. She has redirected her rage into body building, which she uses to augment her mutant abilities. She has participated in all of the major Morlock operations.

BLOCKBUSTER

STATISTICS

F	IN (40)
A	GD (10)
S	AM (50)
E	MN (75)
R	GD (10)
I	TY (6)
P	GD (10)

Health: 175
Karma: 26
Resources: GD(10)
Popularity: -10

BACKGROUND

Real Name: Michael Baer
Occupation: Assassin
Legal Status: Deceased
Identity: Secret
Other Known Aliases: None
Place of Birth: Unknown
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliation: Marauders
Present Group Affiliation:

KNOWN POWERS

Body Armor: Blockbuster's thick hide provides him with Excellent protection against physical and Energy attacks.
Talents: Blockbuster has Martial Arts A and Wrestling skill.
Contacts: Blockbuster was a member of the Marauders and a former member of a West German terrorist group known as the Fist of Victory.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Blockbuster is usually seen as slow, plodding, and stupid, and determined to prove himself to the rest of the team. A vicious killer, he apparently died trying to prove himself against the wrong man (or god), the Mighty Thor.

HISTORY

Michael Baer was an expatriate American in Europe who, while in his teens, opposed testifying against a fellow criminal. He picked up a radical political philosophy, worked as muscle for street gangs in Germany, and eventually joined a terrorist group called the Fist of Victory. The rest of the group was killed by police, and Baer was recruited into the Marauders. Blockbuster assisted in their operations, holding the Angel while Harpoon impaled his wings, which resulted in their amputation. Later, when Blockbuster attacked Thor by surprise, the enraged Thunder God responded by hitting Baer in the face with Mjolnir, and Blockbuster appeared to die.

HARPOON

STATISTICS

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

Health: 110

Karma: 22

Resources: GD(10)

Popularity: -10

BACKGROUND

Real Name: Unknown

Occupation: Assassin

Identity: Secret

Other Known Aliases: None

Place of Birth: Unknown, presumably Northern Canada or Alaska

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliation: Marauders

Present Group Affiliation:

KNOWN POWERS

Imbue Energy: Harpoon may charge objects with energy so that they release the energy on contact for additional damage. To date, he has been limited to his harpoons for his weapons, and to electricity, concussive force, or stunning force as his energies. Other objects and

energies may be imbued, with the following effects:

- An object may receive Remarkable energy if Harpoon concentrates on it for one round. Each additional round spent charging gives a +1 CS increase to energy, to a maximum of Monstrous. Doubling the mass of the missile over harpoon size increases the maximum energy limit by +1 CS. Reducing the mass by half reduces the limit by -1 CS. (If Harpoon could imbue a telephone pole with energy, it would have Shift Z intensity, the equivalent of a tactical nuclear weapon.) Imbuing weapons other than his harpoons is a power stunt.
- Harpoon may imbue items with other types of energy (such as light, radiation, or *Darkforce*) as a power stunt. Harpoon's ability to endow items with this energy is Remarkable in intensity.

Slayspears: Harpoon's weapon of choice is a harpoon, 5 feet long with a barbed head and weight of 20 pounds. He may imbue it with up to Incredible energy, inflicting additional Good edged attack or edged throwing damage. He carries up to 20 harpoons in his quiver.

Body Armor: Harpoon's body suit provides Good protection against physical and energy attacks.

Talents: Harpoon is a Weapons Specialist with harpoons.

Contacts: Harpoon is a member of the Marauders.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Like the rest of the Marauders, Harpoon is a cold-blooded killer. As a young Inuit (Eskimo) in his mid-20s, he is greatly impressed with the big city.

HISTORY

Harpoon's history has yet to be revealed. He participated in the Morlock massacre, and is responsible for Angel losing his wings.

MALICE

STATISTICS

F	FE (2)
A	FE (2)
S	FE (2)
E	UN (100)
R	EX (20)
I	MN (75)
P	MN (75)

Health: 106

Karma: 170

Resources: N/A

Popularity: -10

BACKGROUND

Real Name: Unknown

Occupation: Assassin

Identity: Uses no dual identity

Other Known Aliases: Dazzler, Lorna Dane, Polaris

Place of Birth: Unknown

Marital Status: Not applicable

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliation: Leader of the Marauders

Present Group Affiliation:

KNOWN POWERS

Energy Being: Malice is an energy being without physical form. In energy form, Malice can only be hurt by attacks with the same type of energy of which Malice is composed (discovering this would be a power stunt of Monstrous intensity for an energy manipulator such as Captain Marvel or a scientist such as Reed Richards). Malice can walk through physical objects, and has no need to eat, breathe, or sleep. Malice is unable to manipulate the physical world except by possessing another individual. Malice may be attacked by mental means, and this form of attack may drive the construct out of a host body.

Possession: Malice has the Monstrous psychic ability to possess a human host and force his or her persona into submission. The target must make an Intuition FEAT to avoid the assault; Malice's typical method is to present herself in a mirror and offer a better life to the victim through evil or selfish means. The victim doubts his or her sanity, or comes to think of Malice as the dark side of consciousness. Should the victim fall prey to these desires, the possession should be considered a blindsiding attack, and no karma may be added to the roll. Malice has Remarkable telepathy and uses this to make the temptation more convincing. Once the victim is possessed, Malice uses the possessed target's memories and abilities as desired. Malice feeds by forcing the host to perform evil actions, gaining an equal number of Health or Karma as the host loses by performing evil deeds. Malice does not kill unless in danger of losing the host body; she cannot assimilate this much rapidly lost karma.

Talents: Malice has no revealed talents, but has full access to any of the host's talents.

Contacts: Malice is the leader of the Marauders, and most faithful to Mr. Sinister.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Malice is a sadistic entity who lives from the suffering created while possessing a victim. Unlike the other Marauders, she prefers not to kill her targets; that would be too quick, too painless. She is currently possessing the mind of Lorna Dane and using her to torment Havok.

HISTORY

Malice's true name, background, and even sex are unknown. A faithful servant of Mister Sinister, Malice first gained prominence by possessing Alison Blaire, the Dazzler. Malice was driven away but promptly possessed Lorna Dane and is now in the guise of Polaris.

PRISM

STATISTICS

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

Health: 40
Karma: 22
Resources: FE(2)
Popularity: -10

BACKGROUND

Real Name: Unknown
Occupation: Assassin
Identity: Secret
Other Known Aliases: None
Place of Birth: Unknown
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliation: Marauders
Present Group Affiliation:

KNOWN POWERS

Glass Body: Prism's body was made from a brittle glass-like material that gave him great powers and disadvantages.

- Prism has Unearthly protection from light-based, radiation, and other energy attacks.
- Prism can reflect energy attacks at victims up to 3 areas away, increasing the damage inflicted by one rank (maximum Shift X damage). In this reflection, Prism can compress the energy wavelengths to affect individuals normally invulnerable to such energy (such as the optic blasts of Cyclops).
- Prism, as a power stunt, can reflect the ambient light into a blinding flash of up to Monstrous intensity over a range of 3 areas, in any direction.
- Prism can hold reflected light for up to 5 turns before releasing it, and contain up to 200 points of such energy before releasing it.
- Prism's crystalline form is extremely susceptible to physical damage, so that all physical damage is doubled (if Prism reaches 0 Health through physical damage and fails an Endurance FEAT, he shatters).

Talents: Prism has no revealed talents.

Contacts: Prism is a member of the Marauders.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Like the other Marauders, Prism is a merciless killer, whose overconfidence and inability to understand his weakness appear to have led to his death.

HISTORY

Nothing is known of Prism's background before joining the Marauders. To save the lives of the Beast and Marvel Girl, Marvel Girl slammed Prism into a steel pylon, shattering him.

RIPTIDE

STATISTICS

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

Health: 70
Karma: 26
Resources: PR(4)
Popularity: 0

BACKGROUND

Real Name: Janos Queded
Occupation: Assassin
Identity: Secret
Other Known Aliases: None
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliation: Marauders
Present Group Affiliation:

KNOWN POWERS

Tornado Spin: Riptide can spin his body at superhuman speeds. He carries a number of throwing stars (shuriken) and sharp blades at all times. In his tornado state, he attacks in melee combat with Remarkable Edged damage, though he can power stunt up to Incredible for brief periods (1-4 turns). In addition, he can throw his shuriken at high velocity; each inflicts Typical damage, but strikes body armor as if it were an Amazing strength attack. Riptide can cast up to ten of these in a turn at ten different targets.

Talents: Riptide has no revealed talents.

Contacts: Riptide is a member of the Marauders.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Riptide is a brutal, evil man who enjoys killing and looked down on the Morlocks as he cut them down.

HISTORY

Nothing is known of Queded's history before he joined the Marauders. Riptide brutally killed a great number of Morlocks by hurling sharp weapons at them at superhuman speed. Infuriated by the harm that he was doing, Colossus broke his neck, apparently killing him.

SCALPHUNTER

STATISTICS

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

Health: 120
Karma: 60
Resources: GD(10)
Popularity: -10

BACKGROUND

Real Name: Unrevealed
Occupation: Mercenary, Assassin
Identity: Secret
Legal Status: Unrevealed
Other Known Aliases: None
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliation: Marauders
Present Group Affiliation:

KNOWN POWERS

Body Armor/Weapons: Scalphunter wears a special suit laced with holsters, clips, and pockets which hold gun parts and ammunition, as well as a back-mounted sheath for his sword. Using this suit, Scalphunter gains the following:

- Good protection against Physical and Energy attacks
- Camouflage (all attempts to spot Scalphunter are at -2 CS)
- The ability to assemble the pieces of his guns into a variety of firearms with a number of uses. (Scalphunter can create any one-handed and two-handed shooting weapon from pages 42-43 of the ADVANCED SET PLAYERS BOOK, except bows.) He may fire two-handed weapons with one hand without penalty.

- The ability to use any of the ammunition types listed on page 44 of the **ADVANCED SET PLAYERS BOOK**, regardless of the weapon for which that type of shot was designed. Scalphunter always uses deadly force, and will not use mercy or rubber bullets unless specifically ordered.

Talents: Scalphunter is a Weapon Specialist with weapons he has created from his uniform, giving him +2 CS and increasing his initiative by 1 when he uses these weapons. He is also skilled in Edged weapons and has the Leadership skill.

Contacts: Scalphunter is a member of the Marauders.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Scalphunter serves as the Marauder's tactical commander in combat situations, and his orders are overruled only by Malice or Mister Sinister. Scalphunter is the most cold-blooded killer of the group; his objective is always to kill his target, and he will always make certain that he has enough force on hand to achieve his objective.

HISTORY

Scalphunter's early history is unknown, though his attitudes suggest a military or mercenary background. Scalphunter commanded the Marauders during the massacre of the Morlocks, and has been involved in other Marauder operations, including a failed attempt to kill Madelyne Pryor. Scalphunter is loyal to Mister Sinister and enjoys his work with the Marauders.

SCRAMBLER

STATISTICS

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

Health: 46

Karma: 40

Resources: GD(10)

Popularity: -10

BACKGROUND

Real Name: Kim Il Sung

Occupation: Assassin

Identity: Secret

Legal Status: Unrevealed

Other Known Aliases: None

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliation: Marauders

Present Group Affiliation:

KNOWN POWERS

Disruption: Kim has the power to disrupt systems at will by touch, whether electrical, mechanical, physiological, or genetic (mutant abilities). He does this with Monstrous ability, though he must touch flesh against flesh for the disruption to occur. Scrambler can use his power to stun or kill an opponent on touch (target must make an Endurance FEAT against Monstrous intensity). If used to disrupt mutant abilities, the target must make a power FEAT against the Monstrous intensity rank using the strongest mutant power rank. (Scrambler may also selectively disrupt particular powers, leaving others unaffected.) Scrambler's disruption, if successful, shuts the power off, removing its benefit.

Body Armor: Scrambler wears protective body armor under his clothes that provide Typical protection against physical and energy attacks.

Talents: None known.

Contacts: Scrambler is a member of the Marauders.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Scrambler, like the rest of the Marauders, is a cold-blooded killer. He does have a sense of style about his personal appearance, trying to look "cool." His major tactic is to remove his opponents' protective mutations, setting them up for his teammates.

HISTORY

Scrambler, of Korean heritage, is the youngest of the Marauders. He has assisted them on their major operations, including the infamous Morlock massacre.

VERTIGO

STATISTICS

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

Health: 46

Karma: 56

Resources: GD(10)

Popularity: -10

BACKGROUND

Real Name: Unrevealed

Occupation: Warrior, Assassin

Identity: Vertigo has no dual identity

Legal Status: None

Other Known Aliases: None

Place of Birth: The Savage Land

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliation: Marauders

Present Group Affiliation:

KNOWN POWERS

Equilibrium Distortion: Vertigo has the power to psionically disrupt a target's sense of equilibrium, rendering them nearly helpless. She does this with Unearthly ability to a single target, or Amazing ability to a group of victims in the same area, up to 3 areas away. Targets must make a Psyche FEAT roll against this ability or be knocked to the ground, unable to move or attack. If the target fails the Psyche FEAT in a second consecutive round, they fall unconscious for 1-10 rounds. Her distortions are negated if she is knocked out.

Talents: None known.

Contacts: Vertigo is a member of the Marauders, and a former member of Brainchild's Savage Land Mutates.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Vertigo, like the rest of the Marauders, is a cold-blooded killer. She is a bit less forward than her teammates, preferring to stay in the background while her teammates attract their opponents' attention, then using her power when they aren't looking. Vertigo is very afraid of Mister Sinister.

HISTORY

Vertigo was a Savage Land primitive who was given superpowers by the Savage Land Mutate leader, Brainchild, as a replacement for Equilibrium. She fought the X-Men, Spider-Man, and Ka-Zar, and was eventually stripped of her powers. Somehow, she regained her powers and left the Savage Land before it was destroyed by Terminus, and joined the Marauders.

STATISTICS

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

Health: 100

Karma: 26

Resources: TY(6)

Popularity: 10 (-50 as Leviathan)

BACKGROUND

Real Name: Marrina Smallwood

Occupation: Former adventurer, former queen of Deluvia

Identity: Although she has no dual identity, her existence is not known to the general public. She was publicly known in Deluvia

Legal Status: Citizen of Canada with no criminal record; citizen of Deluvia, now deceased

Other Known Aliases: Leviathan

Place of Hatching: Newfoundland, Canada

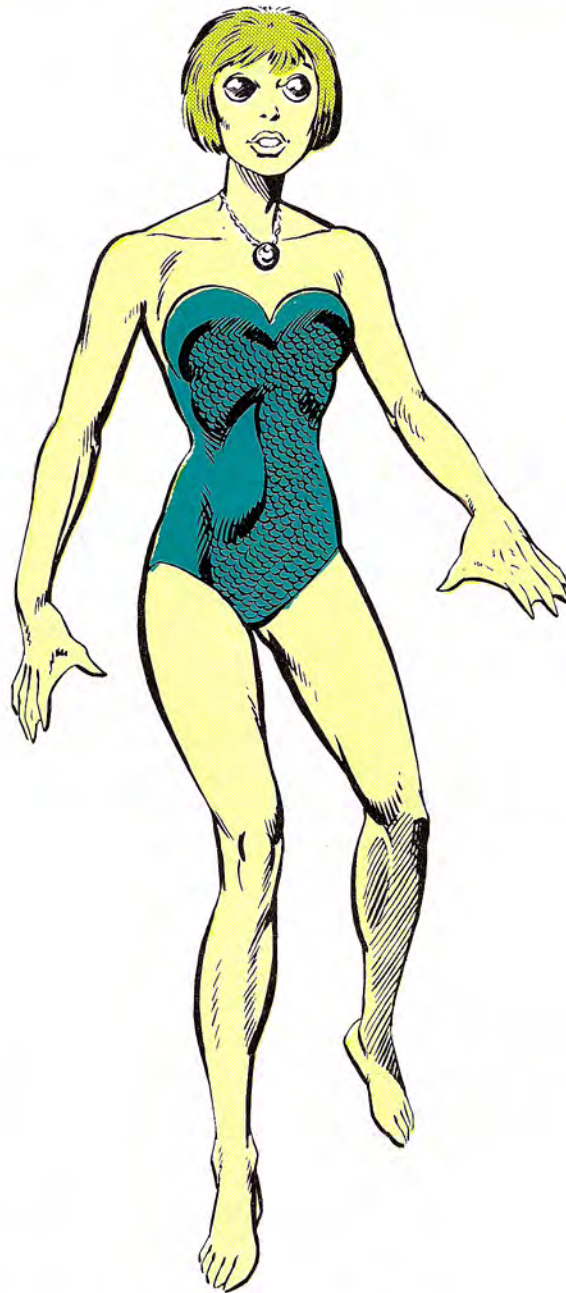
Marital Status: Married

Known Relatives: Thomas (foster father), Gladys (foster mother), Daniel (foster parents' grandson), Namor (husband), a number of children (identity unknown)

Base of Operations: Formerly Deluvia, Atlantic Ocean

Past Group Affiliation: Former member of Gamma Flight, Beta Flight, and Alpha Flight, former associate of the Avengers

Present Group Affiliation:



KNOWN POWERS

Amphibious Nature: Marrina could swim with Monstrous speed. One established power stunt was to swim quickly and create a vortex with a Shift-Z range that inflicted Unearthly damage. When in the water, Marrina's Intuition increased to Amazing, as her skin could detect movement in the water.

Blinding Touch: The Plodex can secrete an oil through their skin that causes temporary blindness. The oil is of Monstrous rank and blinds for 1-10 rounds. This does not affect characters with protected vision (such as Iron Man).

Bestial Nature: Marrina could, through means known only to the Master, become a savage, bestial killer, a Plodex warrior. In this form, her fingers became claws (Excellent Edged weapon damage).

Leviathan Form: Marrina, through unknown means, vastly increased her size to Shift Z growth, becoming a serpent several hundred meters long. Her abilities in this form were:

F A S E R I P
MN RM SHX SHY FE AM PR

Health: 455

Karma: 56

The Leviathan had Excellent body armor, and swam at Shift X speed.

Talents: Marrina had no established talents.

Contacts: Marrina had contacts with the original Alpha Flight, and no doubt could rely on Heather Hudson (Vindicator) if she requested her aid. Marrina was an associate of the Avengers, and knew Susan Richards of the Fantastic Four.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Marrina had two diametrically opposed dispositions. As Marrina, she was a sweet and gentle woman; this was the product of her upbringing. Her Plodex nature, however, transformed her into a virtually mindless savage. The Marrina-self was almost always dominant, and fought the transformation, usually not successfully. As Leviathan, Marrina's instincts were to protect her progeny. She claimed a large territory as her own, and sank fleets of ships to protect it.

HISTORY

At least tens of thousands of years ago, an extraterrestrial race called the Plodex, having exhausted their own planet, set out to find new space. Starships containing Plodex eggs were sent to worlds whose dominant life forms were still in the early stages of their cultural development. A starship would land and rebuild itself into a vast colonization complex that was rooted into the planet. A hypnotic signal would induce representatives of each mobile form of life on the planet to come to the complex. The complex would then capture, dissect, and thoroughly analyze the physical and genetic structure of the most intelligent life form. That genetic structure would be imprinted upon the chromosomes of the cells of each of the Plodex eggs. The virtually indestructible eggs would then be fired out across the planet. According to Plo-

dex biology, each egg is part of a pair, and the creatures which hatch from the pair of eggs grow up to be each other's mates.

In addition, each hatchling has been genetically programmed for conquest.

One of these colony ships crashed in northern Asia on Earth during the Ice Age. Damaged by the crash, the starship fired off its supply of eggs before they had received their genetic programming to enable them to survive on this planet. One of the eggs landed in the ocean and drifted across its floor for 40,000 years. In order to survive, the egg became water permeable, and the adaptable creature within the egg became amphibious. The egg was finally discovered twenty years ago by fisherman Thomas Smallwood. His wife Gladys forced the egg open. The creature within the egg, still primed for genetic conditioning, instantly took on humanoid form as soon as it made contact with the cells of Gladys Smallwood's body. Thus, Gladys Smallwood saw a humanoid infant hatch from the egg. They adopted the infant, whom they named Marrina. Marrina had been "damaged" in her hatching, and therefore had no conscious drive to conquer, nor was she dominated by savage instincts. Instead, she had a normal Earth girl's personality.

When Marrina seemed to reach maturity, Thomas Smallwood's grandson Daniel told James McDonald Hudson of the Canadian government's Department H about her superhuman abilities. Marrina agreed to join Gamma Flight as a trainee. She worked her way up to Alpha Flight, the team of active agents, just as the program lost its federal funding. She joined Alpha Flight when it became an independently operated team of adventurers. It was not until after she joined Alpha Flight that she learned of her true origin through encounters with the Master.

Prime Namor of Atlantis invited Marrina to accompany him to Atlantis, and the two soon became lovers. In an encounter with the alien Collector, Marrina saw inhuman-looking, savage Plodex that he had collected

on other planets and kept on his starship. Marrina was disturbed to see these other Plodex.

The Master found the other surviving member of the Plodex on Earth, which had a monstrous form and was fully given over to its instincts to kill. The Master permitted the creature to commit a series of murders which the Alpha Flight member named Puck summoned Marrina to investigate. As she approached the creature, the chemical stimuli it gave off triggered her savage instincts once more. She returned to attack Puck, and then battled the Sub-Mariner, who had followed her to Canada. The Master captured Marrina, Namor, and Puck and took them to his submarine. There the still-savage Marrina confronted the other surviving Plodex and came to believe it was her intended mate. When the Master's submarine exploded, Marrina allowed Namor to think she had disappeared, and perhaps been killed in the blast. The human part of her was overcome with shame over her savage instincts and the way she had wanted to give in to them. Believing herself to be a monster, Marrina left Puck to lead a solitary life at sea.

Having apparently overcome her savage tendencies, Marrina married Sub-Mariner and became queen of his new undersea kingdom of Beluvia. Her happiness was not to last, however, as she transformed into a huge savage sea-creature called Leviathan. After sinking several fleets of ships and ravaging Atlantis, the Avengers hunted her down, and Sub-Mariner mortally wounded her with the Black Knight's Ebony Blade. The Avengers uncovered a nest of eggs, which had already hatched, and an unknown number of offspring had fled into the vastness of the Atlantic Ocean. Marrina, whose body had changed back into its normal form, was then buried by the Sub-Mariner with the honor fitting one who had been his mate and an associate of the Avengers.

STATISTICS

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

Health: 120

Karma: 18

Resources: PR(4)

Popularity: 0

BACKGROUND

Real Name: Robert Grayson

Occupation: Adventurer

Identity: Not known to the general population of Earth

Legal Status: Citizen of the United States with no criminal record, adopted citizen of the Uranian colony of Eternals

Other Known Aliases: The Crusader

Place of Birth: Trenton, New Jersey

Marital Status: Single

Known Relatives: Horace Grayson (father, deceased)

Base of Operations: The Eternal colony on Uranus; also, for three years, the United States

Past Group Affiliation: Special operative of the U.S. government

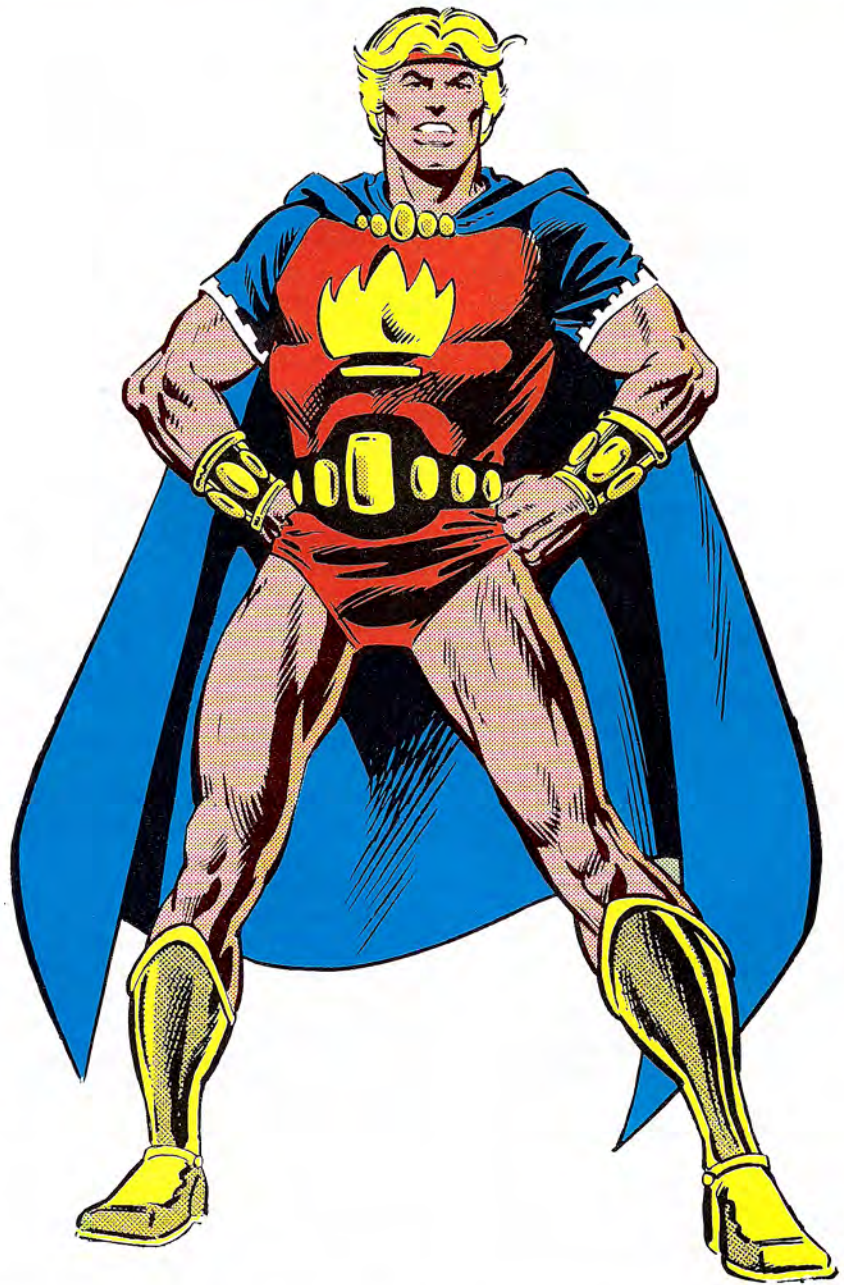
Present Group Affiliation:

KNOWN POWERS

Power Source (Wristbands): Marvel Boy's powers are derived from his special wristbands, which absorb solar radiation and transform it into powers and enhanced abilities for the wearer. If Grayson loses these bands, all of his abilities drop to Typical rank.

Gravity Manipulation: Marvel Boy's bands lessened the gravity of heavier planets to equal the gravity of Earth. In Earth's light gravity, he could fly at Typical air speed (6 areas/turn).

Light Control: The bands have the Excellent ability to magnify low levels of light to a point where normal daylight vision is possible. In daylight, the bands create blinding bursts of light. (Anyone within 2 areas of the bands when this power is used must make an Intuition FEAT



against Amazing intensity or suffer 1-5 rounds of blindness.)

Light Emission: The bands can emit any frequency of light with Excellent intensity.

Gateway: The bands can create warps into the "Quantum Zone," a realm of unknown sub-atomic particles. These particles can form a blast that does Amazing damage.

True Invulnerability: The bands give the wearer Monstrous resistance to physical and heat attacks.

Talents: Grayson was trained in branches of the Uranian sciences

that are unknown on Earth. He likely has some knowledge of Optics and Quantum theory.

Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

As Marvel Boy, Grayson was among the most pleasant of individuals, dedicated to stopping crime and war on planet Earth. Then Calvin McClary refused to lend him the money that would save his father's life. This disillusioned Grayson so badly that he became Crusader, angry at the world, an irrational man bent on the destruction of all things evil, especially Calvin McClary and anything associated with him (such as the Grover Cleveland Bank). He died in a mad rampage. His death was a tragic waste of one of the greatest forces for good that the planet had ever produced.

HISTORY

Robert Grayson was the son of astrophysicist Dr. Horace Grayson (born Grabshield), a German Jew who immigrated to the United States when Adolf Hitler began to rise to power in Germany. Fearing Nazi reprisal, Grayson began work on a private spacecraft to take himself and his infant son into outer space. (Horace Grayson's wife died in childbirth.)

Seeking a loan to build his spaceship from his friend Calvin McClary, the president of the Grover Cleveland National Bank, he was turned down. Shortly thereafter, Grayson's long efforts to make radio contact with extraterrestrial beings finally succeeded. He made radio contact with the colony of Eternals, an evolutionarily advanced offshoot of humanity, who lived on the planet Uranus. They gave Grayson via radio transmission the knowledge needed to build a spaceship capable of interplanetary travel. Believing that the Uranians' colony would be a better place to raise his infant son Robert than Earth, Grayson built the spaceship and journeyed to Uranus with the baby.

Arriving on Uranus, Dr. Grayson and his son were met with open arms by the Uranian Eternals, which lived within a small five-mile diameter, environmentally-controlled dome that protected them from the intense

cold and poisonous atmosphere outside. Dr. Grayson and his son were given special wristbands containing advanced technology that manipulated gravitons, allowing them to move about on Uranus as if it had Earth-level gravity. Dr. Grayson was enamored of the tiny, peaceful Uranian community and decided to make the place his permanent home. For their own part, the Uranian Eternals were eager to hear news of the world that had spawned them millennia before and listened with rapt attention to Dr. Grayson's discourses about life on Earth.

Robert Grayson was raised as a young Uranian Eternal, but he was always curious about the world of his birth. At seventeen, he convinced his father to let him go there. Before his departure, young Grayson was given a more advanced pair of energy-manipulating wristbands and was shown how to use them to absorb and reflect light to use as a weapon.

Robert Grayson traveled to Earth aboard his father's spacecraft, which had been refurbished with Uranian technology. On Earth, following his father's suggestion, Robert became a crimefighter called Marvel Boy, using his almost superhuman skills, advanced knowledge, and wristbands to battle crime in order to spread the Uranian way of peace.

Robert waged his personal crusade for three years before receiving an urgent summons from his father to return to Uranus. Dr. Grayson was in poor health, and the Uranians, unfamiliar with his particular ailments, were having difficulty giving him medical treatment. Robert set out once again for Earth, this time to obtain a wide variety of medical supplies to take back to Uranus. Robert asked the same bank for a loan for purchasing the supplies, but McClary turned him down, asserting that his board of directors would never believe that Horace Grayson was still alive on another planet.

Eventually Robert obtained the supplies he needed and returned to Uranus only to discover that some unknown disaster had destroyed the dome, and all of the inhabitants of the colony, including Dr. Grayson

and the Uranian woman whom Robert had loved since boyhood, were killed by exposure to Uranus's harsh environmental conditions.

Grief-stricken, Robert Grayson saw that he would have been back on Uranus earlier had it not been for McClary's rejection of his loan application. Enraged, Marvel Boy decided to return to Earth and take his vengeance for the Uranians' deaths on McClary and his financial empire.

However, en route to Earth, Marvel Boy's spaceship passed through the tail of a comet. Inexplicably, radiation from the comet caused Marvel Boy to go into a state of suspended animation in which he aged very slowly into adulthood. He finally revived from suspended animation when his spaceship crashlanded on Earth decades later.

Perhaps as a result of both his intense grief over the deaths of his father and friends and the effects of the comet's radiation, Marvel Boy became insane. Renaming himself the Crusader, he vowed to fight against all that was evil and corrupt in society, beginning with Calvin McClary. The Crusader struck McClary with a hurled mass of concrete, nearly killing him, and, attempting to destroy McClary's financial empire, attacked various branches of the Grover Cleveland National Bank. The Crusader used as his weapons energy-manipulating wristbands that were still more advanced and powerful than those he used in the 1950s as Marvel Boy.

The Fantastic Four attempted to halt the Crusader's rampage. In an effort to defeat them, the Crusader recklessly manipulated the controls of his wristbands to augment their power. He thereby caused the bands to absorb so much solar energy that they overloaded and disintegrated Robert Grayson in a blinding flash of energy. All that was left of him was his energy-manipulating wristbands.

STATISTICS:

F GD (10)
A GD (10)
S TY (6)
E RM (30)
R GD (10)
I EX (20)
P AM (50)

Health: 56

Karma: 80

Resources: GD(10)

Popularity:20

BACKGROUND

Real Name: Jean Grey

Occupation: Adventurer, former student and fashion model, now member of X- Factor

Legal Status: Citizen of the U.S. with no criminal record

Identity: Secret

Place of Birth: Annandale-on-Hudson, New York

Marital Status: Single

Known Relatives: John (father), Elaine (mother), Sara (sister)

Base of Operations: Apocalypse's ship, mobile

Past Group Affiliations: Founding member of X-Factor, former member of X-Men

Present Group Affiliation:

KNOWN POWERS

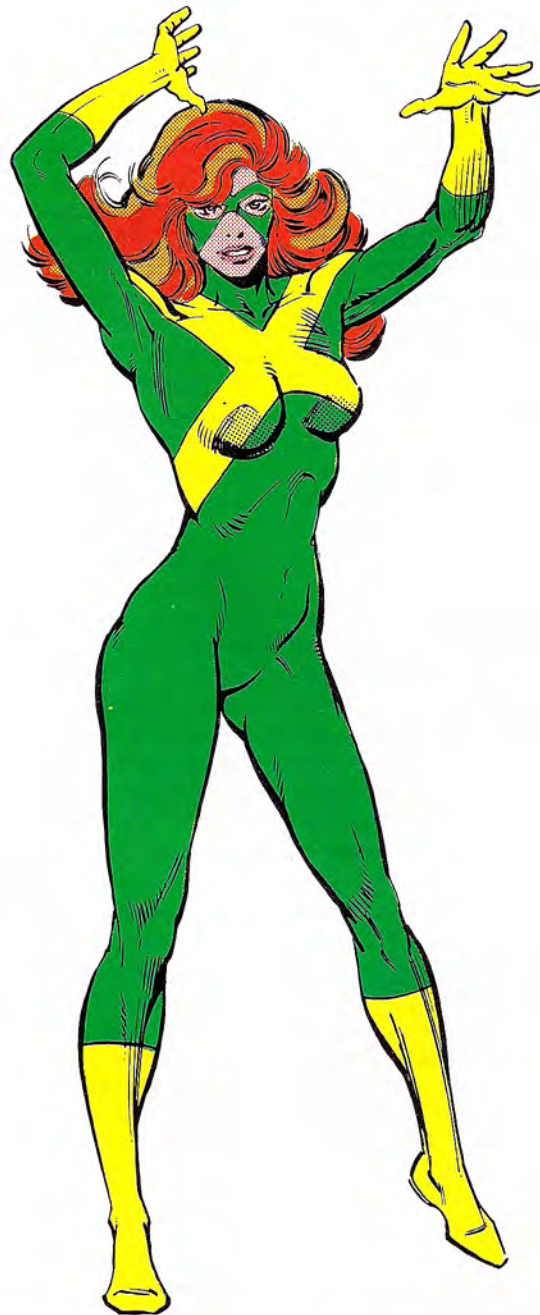
Telekinesis: Jean can mentally manipulate objects with Incredible Intensity. She has developed the following power stunts:

- Flight of herself at Remarkable air speed, or up to ten other people at Excellent speed
- Create a shield of Incredible Intensity against physical attacks
- Project Force bolts of sheer Telekinetic energy that hit with Incredible Agility and do Incredible damage

Telepathy: Prior to her death and resurrection, Jean could read minds with Remarkable Strength, project her thoughts, and do mental attacks on her opponents' minds. Her Intuition, also Remarkable, was lost when she emerged from her cocoon.

Talents: Jean has the Resist Domination Skill. She occasionally worked as a fashion model.

Contacts: Jean is a member of X-



Factor. She was on good terms with the X-Men prior to her death and resurrection, but now believes them to be under the domination of Magneto.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Jean Grey was long the emotional rock of the team. After her emergence from the cocoon, she found her telepathic powers gone and has felt "crippled" ever since. She has found this condition frustrating and has been somewhat short-tempered ever since. Of all of the X-Factor members, she is the most devoted to the mutant cause.

HISTORY

When Jean Grey was ten years old, she was playing with her best friend, Annie Richardson, when Annie was hit by an automobile. The emotion that Jean felt as she held her dying friend awakened her own latent telepathic powers, and she thus experienced Annie's own emotions as she died. This traumatic occurrence left Jean in a withdrawn and deeply depressed state. Moreover, Jean discovered that she could not control her newly awakened telepathic abilities, and had to isolate herself from other people to keep hold of her sanity.

When Jean was eleven she went to Professor Charles Xavier, who was secretly a mutant with telepathic abilities. Xavier explained to Jean, but not to her parents, that she was a mutant, and he treated her for several years. During this time he erected psychic shields in Jean's mind so that she would not be able to use her telepathic abilities until she had achieved the maturity necessary for dealing with them. Simultaneously, he taught her how to levitate and manipulate objects through psionic force. When Xavier judged that Jean had reached mastery of her telekinetic power, he enrolled her in his School for Gifted Youngsters. She took the code name of Marvel Girl. Shortly after she joined the X-men team, Grey and Scott Summers, the X-Man known as Cyclops, fell in love with each other.

When Xavier realized that he had to remain in isolation for an extended period of time in order to make preparations to thwart an attempted invasion of Earth by the alien X'nox, he released the psychic barriers preventing Grey from using her telepathic abilities.

Sometime later, after Xavier had recruited several new members for the X-Men, Grey and some of the other X-Men decided to leave the group in order to lead their own lives. Scott Summers remained in the X-Men, but he and Grey continued their romantic relationship. Shortly after she left the team, Grey and the then-current members of the X-Men

were kidnapped by Steven Lang's Sentinels and taken aboard Lang's space station. After defeating Lang, the X-Men had to escape back to Earth aboard a space shuttle during a solar radiation storm. The design of the craft required the pilot to sit in an area without protective shielding. Grey volunteered to be pilot, figuring her powers would hold back the radiation. But the radiation proved to be too great, and Marvel Girl began to succumb.

It was long believed that Grey had indeed died aboard the space shuttle but became linked with a primal energy force known as the "Phoenix Force" which recreated and reentered her body. The vastly more powerful being took the code name Phoenix and joined the X-Men. Phoenix fell victim to psionic manipulation by Mastermind, who was attempting to prove his worthiness to become a member of the Inner Circle of the Hellfire Club by mesmerizing Phoenix into becoming its new Black Queen. He psychically induced dark, repressed desires from within Grey's subconscious to come to the surface of Phoenix's mind, submerging Grey's true normal personality. Grey/Phoenix finally freed herself of Mastermind's control, but was unable to prevent the dark side of Grey's personality with the full power of the Phoenix Force behind it, from overwhelming her, not having had the training necessary to repress it. Grey's true personality was submerged more fully than before, and Phoenix became the malevolent Dark Phoenix. After Dark Phoenix wreaked incredible devastation, Grey's true personality reasserted control of Phoenix once more, and, before Cyclops' horrified eyes, Phoenix committed suicide rather than revert to Dark Phoenix.

But recently it was revealed that Grey had not died, nor had she ever become Phoenix. The Phoenix Force had responded to Grey's anguish and telepathic calls for help as she was dying aboard the space shuttle, and appeared before her, shaping its form and consciousness after Grey's own. The force told Grey that she was dying, but that by taking the force's hands, Grey would gain

her "heart's desire." What Grey most wanted was to save the lives of the X-Men and herself. She held onto the Phoenix Force's arm and fell into a coma-like state. Simultaneously, the being fully took on both the form and the memories and personality of Jean Grey, casting Grey into a coma-like state and placing her within a podlike construction, which rested for years at the bottom of Jamaica Bay while Grey's injuries healed completely. Thus the Phoenix Force fulfilled its pledge to Grey.

The Phoenix Force creature compelled itself to believe it was indeed Grey, whose personality it had assumed. It has been theorized that it was the entity's own power rebelling against the duplicate of Grey's personality it had given itself that caused it to become Dark Phoenix. When Phoenix committed suicide, it was acting exactly as Grey herself would have done.

Many months after Phoenix's death, the Avengers found Grey's pod beneath Jamaica Bay and brought it to the Fantastic Four for study. Releasing herself from the pod, she recalled what had happened and learned the story of Phoenix. Grey somehow lost her telepathic powers, but the strength of her telekinetic powers had greatly increased.

Grey was greatly disturbed to learn of the current wave of anti-mutant sentiment in the country, Xavier's recent disappearance, and the fact that the current X-Men were now working alongside Magneto, the original X-Men's greatest foe. Grey and the other original X-Men founded X-Factor, a new organization to help other superhuman mutants.

STATISTICS

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

Health: 100

Karma: 80

Resources: IN(40)

Popularity: 0

BACKGROUND

Real Name: Unrevealed

Occupation: Would-be conqueror

Identity: Secret. His existence is unknown to the general public

Legal Status: None

Other Known Aliases: None

Place of Birth: Somewhere in Northern Asia

Marital Status: Unknown

Known Relatives: None

Base of Operations: Unknown, probably mobile

Past Group Affiliation: None

Present Group Affiliation:

KNOWN POWERS

Plodex Technology: The Master was preserved by, and eventually gained control of, the technology of an alien race known as the Plodex. The Master has used this technology to create several installations and devices to aid him in his goal of world domination. A typical installation is of Huge capacity, and is defended by grapples of at least Incredible strength, and laser and force cannons of at least Amazing intensity. The Master used a fish-shaped submersible vehicle (now destroyed) which had these stats:

Control	Speed	Body	Protection
EX	GD	RM	RM

The Master controlled his installations directly by means of his cybernetic helmet, and was aware of all activities within those areas. This contact was broken when the helmet was damaged, but it is unlikely that the Master will be defeated in this way again.

Immortality: While the Master remained in his Plodex-programmed sanctuary, his machines provided him with virtual immortality. It is

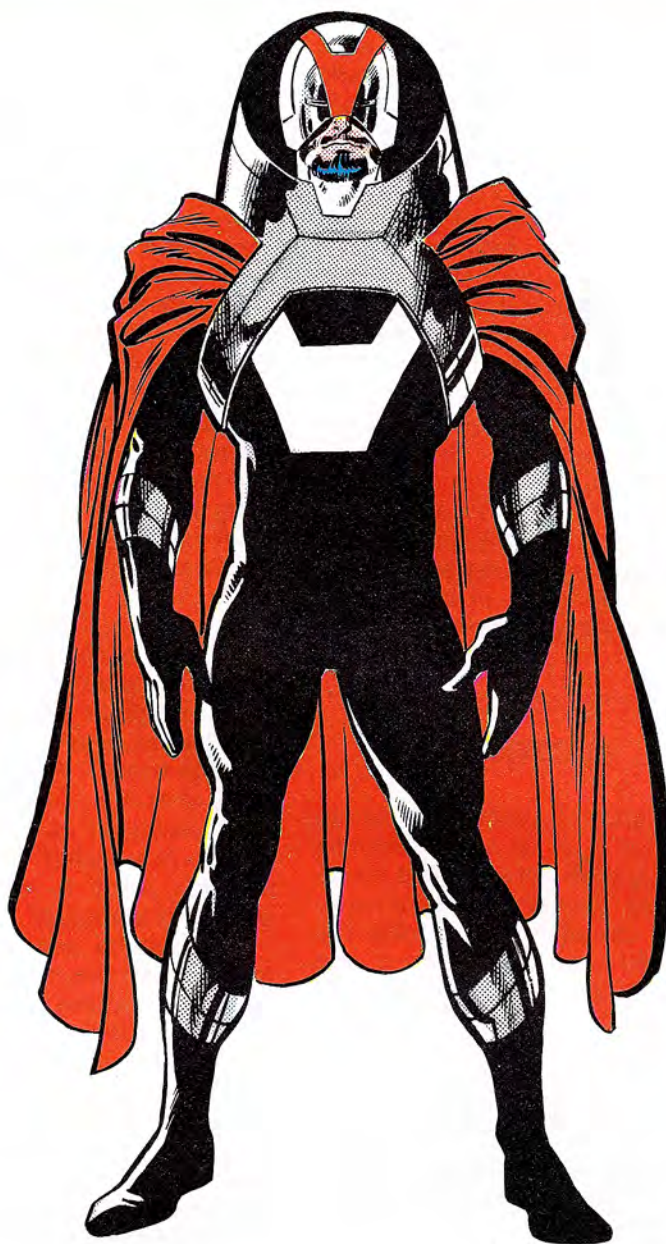
unknown whether he was able to maintain this ability after the destruction of the central complex.

Hologram Projection: The Master was able to project holograms from his helmet that could disguise his costume. These illusions were of Incredible rank.

Talents: The Master has Martial Arts A, D, and E, and is an expert in the alien technology of the Plodex, with Amazing Reason regarding genetics. He also has Repair/Tinkering.

Contacts: None.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

The Master is one of the world's most brilliant schemers. His two goals were to destroy all Plodex on Earth (it is possible that he was subtly manipulating the death of Marrina), and to gain control of the world. The Master is a manipulator; he analyzes information and presents threats to heroes in such a way that they will do what the Master wishes, believing it to be the right thing (as when he manipulated Alpha Flight into destroying the Plodex complex). His ultimate goal is to create "a perfect tomorrow," and he will destroy anything that does not match his view of perfection. The Master is given to long-winded speeches about his brilliance and personal superiority. It is possible that many of his abilities have yet to be revealed.

HISTORY

Forty thousand years ago, during Earth's Ice Age, an Asian tribe was migrating south in search of a warmer climate. One of the tribe's members, a skilled fighter, continually demanded more food, clothing, and women for himself at the expense of the other tribe members. Finally, the tribe wearied of his behavior and drove him away to live alone in the harsh, frigid land by himself.

One day he fell under a hypnotic command to turn around and journey north again. He did so until he came to the source of the command, an immense starship. This was a colonization ship of the alien Plodex. The Plodex method of conquest was to send a colonization starship, containing no adult Plodex but millions of Plodex eggs, to a world whose dominant life form was in the early stages of cultural development. The starship would land in an inhospitable area, rebuild itself into a massive complex, and broadcast a hypnotic signal to cause the planet's native life forms to come to the ship. The most intelligent creature to survive the journey to the starship would be captured and analyzed. The computer would imprint the chosen life form's genetic pattern on the millions

of Plodex eggs and launch them all over the planet.

In this case, however, one of the starship's drive units had exploded, causing it to crash on Earth. Damaged in the crash, the starship launched all of its eggs before it had captured a specimen of the dominant native life form. Nevertheless, the starship still rebuilt itself into a colonization complex, broadcast the hypnotic signal, and captured the exile when he arrived. For days the exile's flesh, muscle, and tissue were peeled away and his bones pulverized as the complex studied him. The pain was so great that the still-living exile went insane. Only his brain was kept alive by the starship, which incorporated it into its computer matrix.

But over the next thirty thousand years the brain overcame its insanity and took control of the starship's entire computer system. Finally, he constructed a new, perfect human body for himself. After ten thousand years of mastery of the starship and the knowledge it gave him, the former exile, now styling himself the Master, was ready to embark on his mission of conquest.

However, he was unable to free himself from the starship complex, for he had become so integrated into the ship that it would not release him. Moreover, he determined that two of the Plodex who had been contained in the ship's eggs had hatched and survived and existed at the present time: Marrina, now a member of the Canadian organization of adventurers called Alpha Flight, and the Plodex who was intended to be her mate, although she as yet knew nothing of this other Plodex's existence, or even that she herself was an alien. The Master was determined to destroy both Marrina and her intended mate as vengeance upon the Plodex for the torture he had suffered. He broadcast a hypnotic signal to Marrina's submerged savage Plodex instincts, forcing her to come to the starship. The starship's mechanisms took her prisoner and tortured her. The other members of Alpha Flight came to her rescue and, as the Master had intended, destroyed so much of the starship's mechanisms that

the Master was freed from the starship. When the starship exploded, the Master was hurled into the icy arctic waters below. He quickly swam to a large, fish-shaped submarine which he had begun constructing from the starship's resources five thousand years before. The Master had hoped that Marrina too would have been destroyed, but she survived along with the rest of Alpha Flight and their allies on the mission, the Invisible Woman and Prince Namor the Sub-Mariner.

The Master found the monstrous killing creature that was the other Plodex and permitted it to commit a series of murders in Canada, knowing that Marrina would investigate the killings. She did, and as she approached the creature, she was greatly affected by chemicals it gave off, which triggered her Plodex killer instincts once more. She returned to Alpha Flight to attack her colleagues, at which time the Master captured Namor, Puck, and Marrina and took them to his submarine.

In the ensuing fight, Puck, by removing the Master's helmet, unintentionally wreaked horrifying damage to the flesh on the Master's head. Now, according to the Master, he could no longer control his vessel or the nonhuman Plodex, which began wrecking the submarine's automatic systems in its fury. Namor, Puck, and Marrina, who shortly thereafter reverted to her normal human personality, all escaped. The submarine exploded, and the nonhuman Plodex was apparently destroyed. But Namor found no trace of the Master, and it is still unknown whether he is alive or dead.

STATISTICS

F ShZ (500)
A ShZ (500)
S ShZ (500)
E ShZ (500)
R ShZ (500)
I CL3000
P CL3000

Health: 2000

Karma: 6500

Resources: CL1000

Popularity: 0

BACKGROUND

Real Name: Not applicable

Occupation: Personification of Order, agent of universal balance

Identity: The general population of Earth does not know of the existence of Master Order

Legal Status: Not applicable

Other Known Aliases: None

Place of Birth: Unknown

Marital Status: Not applicable

Known Relatives: Not applicable

Base of Operations: The Universe

Past Group Affiliation: Partner of Lord Chaos

Present Group Affiliation:

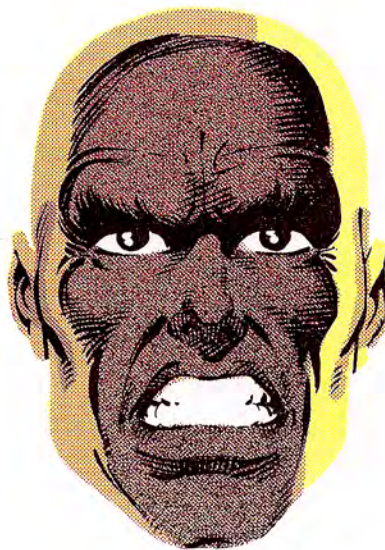
KNOWN POWERS

Cosmic Awareness: Master Order has Class-5000 cosmic awareness.

Telepathy: Master Order has Class-3000 telepathy, able to communicate between galaxies. He cannot (or, more likely, will not) directly interfere, aside from giving creatures with extrasensory abilities (combat sense, cosmic awareness) a chance to make a Psyche roll to determine what Master Order would like them to do (such characters may ignore the "hunch").

Note: In all likelihood, Master Order has more powers than have been revealed.

Contacts: Master Order is the partner of Lord Chaos, and uses the In-Betweeners as an agent.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Master Order and Lord Chaos do not seem to be in conflict, which is unusual for two opposing archetypes. They have described their role as the opponent of "the Still One" (Death). In their relationship, Order serves as the respondent to Lord Chaos's questions, because Order is the force of certainty. Master Order rarely intervenes directly; he will employ agents (and in extremes, the In-Betweeners). Chaos and Order seem to work together to ensure the continuation of the universe.

HISTORY

Master Order, embodying the principal of uniformity, orderliness, and immutability, is one of a small class of cosmic beings who seem to have no personality beyond the abstract concept each represents. (Others in this class of beings include Death, the In-Betweener, and Lord Chaos.) The origins of these abstract entities

are unknown. Master Order, along with its "brother" entity Lord Chaos, were first observed during the final war with Thanos, the mad Titanian who worshipped the embodiment of Death. Master Order and Lord Chaos apparently manipulated Spider-Man's critical role in freeing Adam Warlock from his soul-gem to defeat Thanos. The extent of Master Order's power or scope of influence is unknown. Apparently, Order and Chaos try to maintain a balance of

power between them for the well-being of the universe. (Eventually according to physics, the energy and matter in the universe will succumb to entropy, or the maximum state of inert uniformity, meaning that Master Order will ultimately dominate.) Master Order and Lord Chaos may simply be aspects of Eternity itself. Their powers, nature, and function remain unknown at present.

STATISTICS

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

Health: 70

Karma: 46

Resources: RM(30)

Popularity: 0

BACKGROUND

Real Name: Martin Preston

Occupation: Former actor, head of Anvil Pictures, and Demon Commander

Identity: Secret

Legal Status: Citizen of the United States with no criminal record

Other Known Aliases: None

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Anvil Studios, Los Angeles, California

Past Group Affiliation: None

Present Group Affiliation:

KNOWN POWERS

Demonic Limbs: At will, Master Pandemonium can detach his arms and legs, which are actually demons. Pandemonium has Unearthly control over his demons, whose stats are:

F A S E R I P
 RM GD RM GD TY GD TY

Health: 80

Body Armor: Good

Flight: Excellent

Claws: Excellent

Demon-Horde: Master Pandemonium can summon 1-10 demons per round through the star-shaped hole in his chest. They have the same stats and powers as his limb-demons.

Invulnerability: Master Pandemonium has a Class 1000 resistance to fire.

Eldritch Attacks: Master Pandemonium can exhale a flame blast and shoot force bolts of Monstrous intensity and range from his hands. His fire, which is magical in nature,

affects those who have protection against, or who absorb, normal fire (such as the Human Torch).

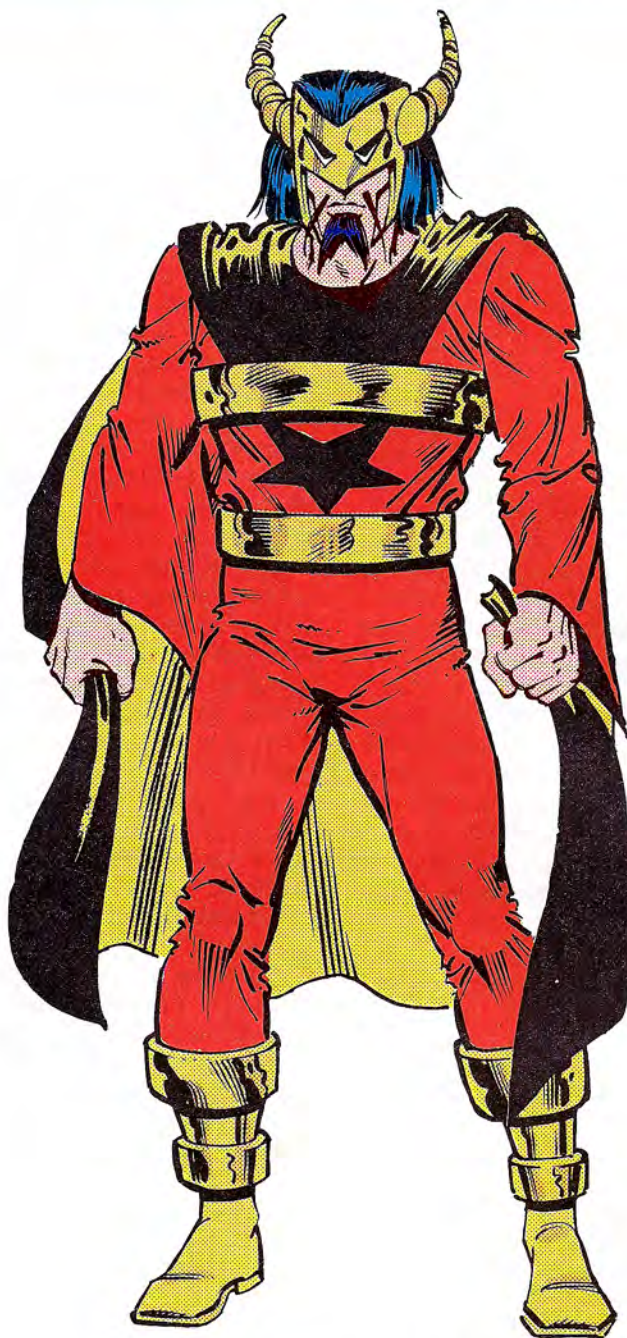
Power Absorption—Demonic: Master Pandemonium has the same body armor and flight as his demons.
Familiar—Asmodeus: This demonic bird has the same statistics and powers as the limb-demons, and Amazing magic detection and Excellent growth powers as well.

Amulet of Asmodeus: This device allows Master Pandemonium to teleport with Amazing ability; it has covered several miles in one trip. In the

hands of an enemy, it prevents Pandemonium from releasing demons.

Talents: Master Pandemonium has Acting and Business/Finance talents, and knowledge of Occult Lore.

Contacts: Master Pandemonium is an unwilling servant of Mephisto.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

As a former actor, Martin Preston seems to be viewing himself as someone playing the role of a villain, rather than as a real person involved in villainous activity. His goal is very real, however: to find "the Five," pieces of his soul that were scattered by Mephisto, acquisition of which will allegedly restore him to his normal self. Master Pandemonium will do anything to regain his soul, despite the fact that he is dealing with one of the least reliable beings in existence.

HISTORY

Martin Preston was a rich and successful Hollywood actor who ran his car off a cliff while drinking and driving one night. Preston lost his right arm in the fall and was hanging upside down by his seatbelt when the demon Mephisto appeared in answer to his screams of agony. Preston offered Mephisto his soul in exchange for having his arm restored to him. Mephisto, agreeing, summoned a lesser demon, wrenched off its arm, and magically attached it to Preston's shoulder stump. Preston lost consciousness in the process and was insensate when Mephisto severed his uninjured left arm and replaced it with a demon-arm, as well. When Preston awoke, he found a star-shaped hole in his stomach. Mephisto appeared and told him that he had broken the actor's soul into five pieces and scattered it across reality. Each piece of his soul would fit into a place in the star-hole, and that it was up to Preston to discover the whereabouts of "the Five."

There are as yet no accounts of Preston's activities between his acquisition of demonic arms and his first encounter with the West Coast Avengers. It is known that he adopted the name Master Pandemonium (*pandemonium* meaning "abode of all demons") and purchased the Anvil Pictures movie studio where he

once worked.

Master Pandemonium's chief preoccupation is finding "The Five," five demons who have special significance to him. He believed the fledgling superhuman champion Firebird was one of the Five and attacked her. Determining she was not, he ordered his demon-arms to defeat her, and then left. Firebird went to the West Coast Avengers for aid in finding him. When Master Pandemonium and his demon hordes attacked the Thing, in an attempt to determine if he was one of the Five, the West Coast Avengers arrived to combat him. He managed to hold them off by summoning his horde of demons and escaped.

Later, the other-dimensional Cat People, who regarded Pandemonium as a threat to their existence, gave Tigra of the West Coast Avengers the task of slaying the actor. Tigra, who is the mythic warrior-woman of the Cat People, got her chance some time later when the West Coast Avengers tracked Master Pandemonium to his motion picture studio, but he managed to elude her. Shortly afterward, Pandemonium invaded the land of the Cat People, where he found one of the Five. Pursued by the West Coast Avengers, he fell into a gateway and ended up on a planet orbiting Arcturus, but returned to Earth with the help of the Fantastic Four. Master Pandemonium is currently at large, still searching for the Five.

STATISTICS

F GD (10)
A TY (6)
S TY (6)
E RM (30)
R EX (20)
I EX (20)
P UN (100)

Health: 52

Karma: 140

Resources: GD(10)

Popularity: -10

BACKGROUND

Real Name: Jason Wyngarde

Occupation: Professional criminal, former carnival mentalist, former subversive

Identity: Secret

Legal Status: Citizenship unknown; no criminal record as yet.

Other Known Aliases: None

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Former member of the original Brotherhood of Evil Mutants and Factor Three; rejected applicant to the Inner Circle of the Hellfire Club

Present Group Affiliation:

KNOWN POWERS

Illusion Generation: Mastermind's sole power is generation of three-dimensional illusions at the Unearthly level. He has fooled such psychically powerful mutants as Professor X, Magneto, and the Phoenix (although the latter required a device which enhanced his power). He is so skillful that even when a character realizes that he is seeing an illusion, he will still subconsciously believe that it is real and act accordingly (an obstacle will seem like an obstacle, opponents cause damage, fires feel hot enough to burn). While damage is imaginary, it is still removed from Health, with 0 Health resulting not in death, but in unconsciousness for 1-10 rounds. Only characters that make a Psyche FEAT vs. Unearthly intensity may see through the illusion and not be harmed by it. Mastermind has used his illusions to change into the form he used as a member of the Hellfire Club. Master-

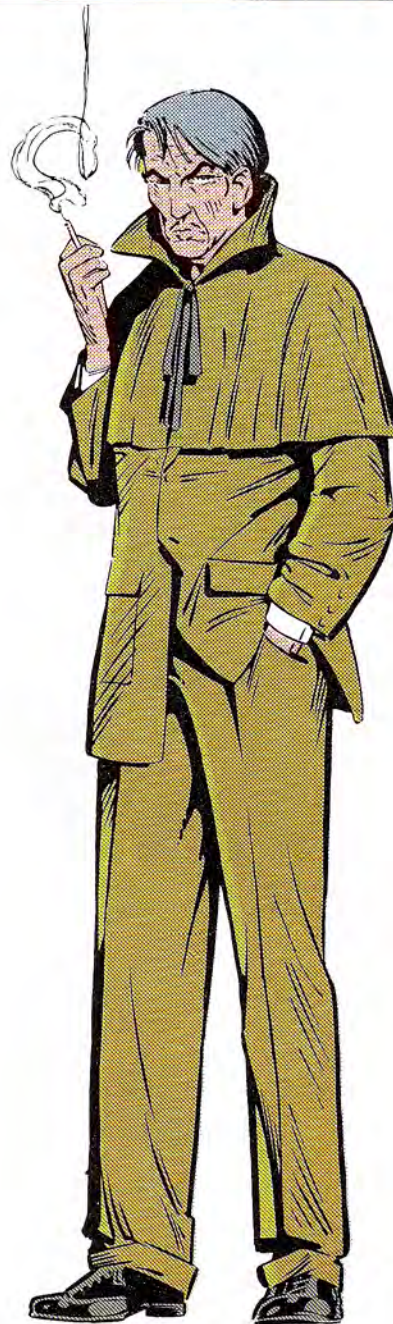
mind can also make himself invisible by creating an illusion that he is not there. His illusions are visible to everyone who can see them, and include all sensory input (sound, touch, etc.) except smell, but they are not recorded on cameras, tape, or other recording mechanisms.

Mindtap Mechanism: Frost Industries invented a special device for Mastermind to access his target's brain with his telepathic powers directly. This mindtap allows limited telepathy (to read the target's thoughts and memories only, no

power stunts) with Unearthly ability, and allows Mastermind to place his illusions directly into the victim's mind (-2 CS to the Psyche roll to be disbelieved), where they will be perceived only by the target victim.

Talents: None known, though Sebastian Shaw speculated that he had the Leadership talent.

Contacts: Wyngard, a member of the original Brotherhood of Evil Mutants, also tried to get into the Hellfire Club (the two groups are now bitter enemies). Mastermind has friends in the carny circuit and still



has Excellent contacts with carnivals and circuses.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Jason Wyngarde is a stylish, ruthless individual. His chief goal is revenge against all of his former enemies, including Sebastian Shaw (whom he struck at by putting Emma Frost in a coma), Mystique (though the reason for his grudge against Freedom Force's leader has yet to be revealed), the X-Men, especially Jean Grey and Scott Summers. He uses his illusion powers to create timeslips, preferring the motif of the Hellfire Club of the Colonial period (1770s), and using his telepathy device to learn things about his victims that he can use in corrupting their morals.

HISTORY

Nothing is known about Mastermind's life before the time when, while working as a carnival mentalist, he was enlisted by Magneto as a member of his Brotherhood of Evil Mutants. At this time, Magneto sought to protect his fellow superhuman mutants from the persecution of normal human beings by conquering humanity and ruling the world himself. As a member of the Brotherhood, Mastermind battled the original X-Men repeatedly, but to no avail. Finally Magneto attempted to enlist the aid of the enigmatic alien being known as the Stranger. Angered, the Stranger transformed Mastermind into stone and transported Magneto, whom he captured, to another planet.

Eventually, Mastermind returned to normal and joined Factor Three, another organization of superhuman mutants bent on world conquest. However, Mastermind, learning that he was an extraterrestrial being, turned against Factor Three and joined the X-Men in defeating the group's leader.

After again being defeated as a member of Magneto's Brotherhood, Mastermind was invited to apply for admission to the Inner Circle of the Hellfire Club. To prove his worth,

Mastermind sought to use his mutant powers and artificial means to psionically alter the personality of the X-Men's Jean Grey so that she would willingly become the Inner Circle's new Black Queen. Unknown to Mastermind or anyone else, however, his victim was not really Grey but a cosmic entity, the Phoenix-Force, which had duplicated Grey's form and personality. Mastermind succeeded in turning the false Grey into the new Black Queen, thus unintentionally triggering the process that would soon transform her into the insane Dark Phoenix. Before the latter transformation was complete, however, the false Grey broke free of Mastermind's control and opened his mind to all the psionic sense impressions she received from the cosmos. His mind overwhelmed, Mastermind fell into a catatonic state. The Inner Circle, of course, rejected his application for membership.

Again, Mastermind eventually returned to normal, but he remembered the glory of the cosmos he had perceived and felt tormented that he could no longer experience it. He decided to take revenge on Grey's friends, the X-Men, by manipulating them into killing Madelyn Pryor. But the X-Men discovered Mastermind's deception and defeated him. His present whereabouts and activities are unknown.

STATISTICS

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

Health: 140

Karma: 36

Resources: GD(10)

Popularity: 0

BACKGROUND

Real Name: Brendon Doyle

Occupation: Mercenary, professional criminal

Identity: Secret

Legal Status: Dual citizenship in the United States and Great Britain with no criminal record

Other Known Aliases: None

Place of Birth: Londonderry, Northern Ireland

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliation: None

Present Group Affiliation:

KNOWN POWERS

Laser Cannon: Monstrous damage with a 15-area range.

Body Armor: Remarkable protection against physical attacks, Incredible protection against energy attacks.

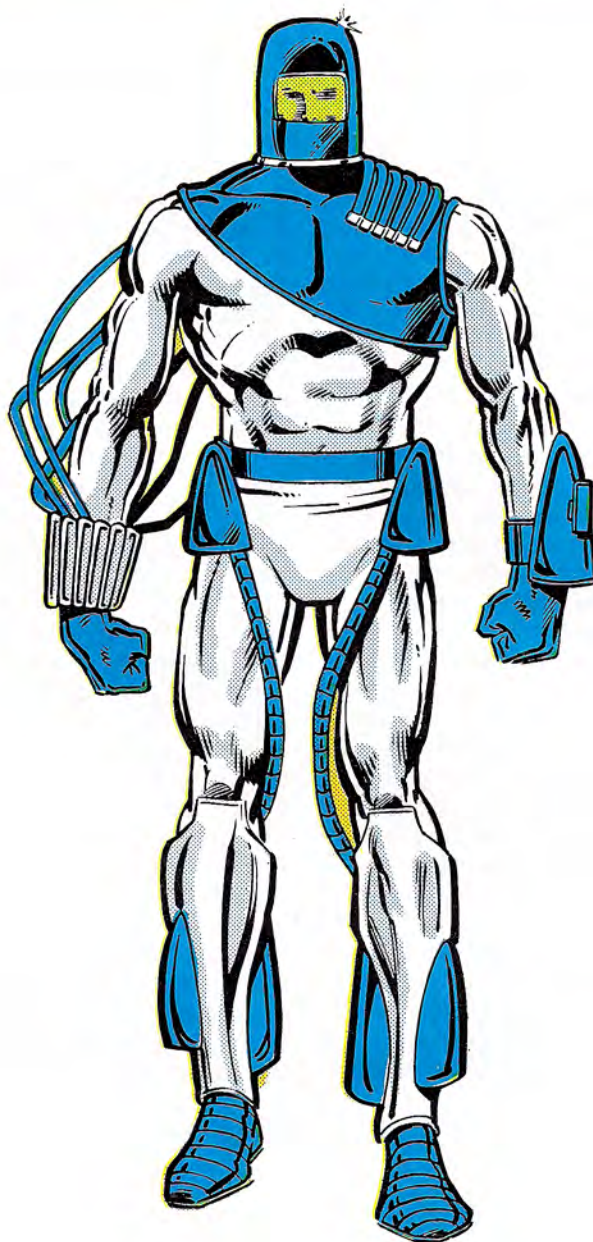
Electric Touch: The Mauler's left gauntlet is charged with a pulsed electrical shock which does Amazing damage.

Flight: The Mauler armor flies at Amazing speed (25 areas/round).

Life Support: The Mauler can survive for up to three and one-half days in hostile environments without penalties.

Talents: Doyle is a mercenary with many skills, including Military and Guns Talents.

Contacts: Doyle has a number of contacts from his mercenary days, and has used James Rhodes in his schemes.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Brendon Doyle is a mercenary who will do virtually anything for money (though he was unwilling to kill his old friend James Rhodes). Doyle prides himself on being effective; at the same time, he knows when a fight is impossible to win. Like any good mercenary, he will try to manipulate a given situation for his own personal benefit.

HISTORY

Aaron Soames worked for thirty-five years as a file clerk at the Cord Conglomerate, whose president was industrialist Edwin Cord. When Soames was sixty-three years old, Edwin Cord had the information from the files that Soames maintained computerized, and Soames was laid off. The computer contained the record of Soames' employment at the Conglomerate. However, due to a programming error, Soames' entire thirty-five-year work record was accidentally erased from the computer's memory. Hence, when Soames applied for his pension from the company, the accounting department refused to give it to him.

The distraught Soames asked Edwin Cord to arrange the pension he deserved, but Cord cruelly refused, taking pleasure in the fact that the programming error gave the company an excuse not to pay Soames. When he also failed to receive Social Security because of the missing records, Soames took matters into his own hands.

The former accountant stole from the Cord Conglomerate the multi-purpose armored battlesuit code-named MAULER (Mobile Armored Utility Laser-guided Electron-beam

emitter, Revised) created for the Defense Department as a prototype for a mass-producible, high-technology battle outfit for the U.S. Army.

As the Mauler, wearing the stolen battlesuit, Soames attacked Edwin Cord, first at the latter's country club, then at his Long Island City factory, but both times had to deal with Daredevil. However, Soames was able to tell Daredevil some of his story. When the Mauler finally did get Cord at his mercy, he didn't kill the industrialist. Instead, he just removed Cord's credit cards, driver's license, bank cash machine cards, and other forms of personal identification and destroyed them. Thus Soames got his revenge by symbolically doing to Cord what Cord and his computer had done to him: wiping out records of his existence.

Soames intended to do no harm to Cord beyond this. But then guards arrived with a powerful "vibra-mace" device, and Daredevil was unable to prevent them from firing it at Soames. The intense vibrations penetrated the Mauler armor and killed Soames. Daredevil, who had come to sympathize with Soames, was one of the few mourners at the accountant's funeral, which he attended in his real identity of attorney Matt Murdock.

The Defense Department cancelled the Mauler contract with Cord, driving

him close to bankruptcy. Cord risked the company's remaining money in creating a combat suit of similar design, which he called Raider. As a demonstration for a potential customer from SHIELD, he dispatched men wearing Raider suits to attack Iron Man. The demonstration failed, causing the loss of innocent lives. Cord was indicted and convicted of reckless endangerment. Financially ruined, Cord sold his company to Stark International. The Mauler armor was stored, presumably unnoticed, in a Stark warehouse.

Since Soames, however, two men have worn the Mauler battlesuit. One was a common thug named Turk Barrett who used the suit in an unsuccessful attempt to get revenge on Daredevil. The second was mercenary Brendan Doyle, whom the jailed Cord hired to steal the Mauler suit from Stark International. Doyle left Cord's employ, and began a life of crime as a super-powered mercenary. However, Tony Stark realized that some of the circuits in the Mauler armor (among others) utilized principles stolen from the Iron Man armor. Stark began a crusade to neutralize the technology that had been stolen from him. When confronted by Iron Man, Doyle realized that he could not succeed in stopping Iron Man, and surrendered the Mauler suit without a fight.

STATISTICS

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

Health: 70

Karma: 80

Resources: IN(40)

Popularity: -30

BACKGROUND

Real Name: Unrevealed

Occupation: Would-be usurper of Attilan

Identity: Secret

Legal Status: Citizen of Attilan

Other Known Aliases: Maximus the Mad

Place of Birth: Island of Attilan, Atlantic Ocean

Marital Status: Single

Known Relatives: Agon (father, deceased), Rynda (mother, deceased), Black Bolt (brother), Gorgon, Triton, Karnak, Crystal, Medusa (cousins)

Base of Operations: Attilan, Blue Area of Earth's moon

Past Group Affiliation: Royal family of the Inhumans, leader of "Evil Inhumans," ally of Shatterstar, ally of the Enclave

Present Group Affiliation:

KNOWN POWERS

Mind Control: Maximus has Incredible ability to control actions of others by overriding their minds. Although he can affect everyone within his range, he can only induce a single effect at a time, lasting until the victim is freed from his influence. He has developed these stunts:

- **Possession:** The target obeys Maximus's every thought.
- **Induced Amnesia:** By concentrating on a single victim, he can induce amnesia with a Red FEAT.
- **Mind Transferral:** He may switch his mind with another person's who is then trapped in Maximus's (usually comatose) body. It is unknown if Maximus could use this power to survive the death of his own body.

- **Invisibility (Telepathic):** Maximus can alter the minds of people in the area so they immediately forget his presence, even though they can see him.

Precognition: During his bouts of seemingly incoherent madness, Maximus occasionally has precognitive visions at Remarkable rank.

Weapons: Maximus has created a wide variety of weapons, including the Atmo-Gun, which created a Shift X Force Field around Attilan, and the Hypno-Gun, which projected an Amazing strength Mind Control,

allegedly on a planetary scale. With his knowledge and sufficient resources, he should be able to create a device that performs any feat possible through Inhuman science, with at least Incredible rank (Amazing or better, depending on how long he works on it).

Talents: Maximus is a genius in the fields of genetics, engineering, and physics. He has created a number of nasty inventions and beings.

Contacts: Maximus has had contact with the Kree and the Enclave. It is unlikely the latter will trust him.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Maximus usually seems to be just another power-mad, revenge-crazed megalomaniac. Yet much of what Maximus has done has benefited the Inhumans. His creation of Omega forced the Inhumans to examine their own prejudices toward the Alpha Primitives. His alliance with the Enclave resulted in moving Attilan to a place where they would not be endangered by atmospheric poisons. Perhaps it is fitting that the ignoble brother of noble Black Bolt, who has accidentally inflicted destruction on Attilan, should accidentally bring about good. Yet Maximus's title, the Mad, is well earned; his goal is to rule Attilan, and he will sell his people into slavery or ally with any group to reach this goal.

HISTORY

Maximus, an Inhuman, was the second son of two of Attilan's top geneticists, Agon, the head of the ruling Council of Geneticists, and Rynbda, director of the Prenatal Care Center. Subjected to the DNA-altering Terrigen Mist when he was an infant, Maximus peculiarly showed no outward sign of any mutagenic change. As he matured, he hid his developing psionic powers from the community but was less successful at disguising his antisocial tendencies. When he was about sixteen, his elder brother, Black Bolt, was released from the protective chamber in which he had been confined since birth so that he could learn to control his potentially destructive mutagenic abilities. Black Bolt witnessed Maximus making a treacherous pact with an emissary of the Kree. In an attempt to stop the

fleeing emissary, Black Bolt used his forbidden power of the quasi-sonic scream and blasted the alien ship out of the sky. When the ship crashed to the ground, it landed on the parliament building, killing several key members of the Genetics Council, including the boys' parents. The reverberations also affected Maximus, adding to his sanity and suppressing his nascent mental powers. When Black Bolt assumed the throne shortly thereafter, Maximus vowed to usurp his rule.

Maximus staged his first successful coup a few years later by creating energy beings that drove the Royal Family out of the city in search of Medusa, Black Bolt's cousin and betrothed. In the several-year interval before they located her in America, Maximus ruled Attilan in Black Bolt's stead. Feeling secure in his position, Maximus bade his servant, the Seeker, to locate the Royal Family and bring them back to Attilan. Immediately upon arriving, however, Black Bolt seized the crown back. Maximus activated the Atmo-Gun device to erect a dark force sphere around Attilan, imprisoning the entire race inside. Black Bolt liberated his people by using his quasi-sonic voice to destroy the barrier, at the price of devastating Attilan's ancient architecture. Maximus's first coup lasted several years.

Maximus succeeded in his second coup some months later. Drugging the Royal Family with will-deadening "hypno-potions," Maximus wrested the crown from Black Bolt and had the Royal Family imprisoned. Before he could activate his Hypno-Gun, which he believed would make all mankind surrender to his will, however, the Royal family escaped and subdued him. His second coup lasted brief days.

After some time in exile, Maximus was invited back to Attilan. Detecting that Maximus's psionic powers were beginning to return, Black Bolt had Maximus placed in a suspended animation capsule, inside which he could not use his powers. Black Bolt's cousin Gorgon, however, objected to Black Bolt's inhumane treatment of Maximus and freed him. Maximus found himself using his mental powers to subjugate the minds of the Inhuman populace and to give his brother Black Bolt amnesia. Maximus then restored the dark force barrier around Attilan and began negotiations with the alien Kree to sell certain Inhumans to the Kree to be used as soldiers. Eventually Black Bolt's memory returned, and with the Avengers, he returned to Attilan and once again destroyed the barrier. Maximus's third takeover of Attilan lasted several weeks.

Maximus staged his fourth successful

coup when he kidnapped two members of the Royal Family and forced Black Bolt to give him the crown in order to spare their lives. Black Bolt did so and allowed himself to be placed in captivity. Maximus had negotiated a deal in which the Kree would take all of the Inhumans with extraordinary abilities, leaving him the other half of the population to rule. Triton and Karnak managed to rescue most of Maximus's captives and outwit the Kree agent Shatterstar. Unaware of the victory, Black Bolt let loose with his quasi-sonic scream in agony, once again leveling the city.

Maximus then allied himself with the Enclave, a band of human scientists who wanted to conquer Attilan. They managed to capture Medusa. When the Enclave threatened to execute her, however, Maximus admitted his passion for her and turned on them. A weapon Maximus was manning overloaded, leaving him in a death-like coma. Black Bolt had his brother's body placed in a special crypt, and when Attilan was transported from the Earth to the moon, Maximus accompanied it. On the moon, Maximus's mind made contact with an alien power crystal located there, and it reawakened his dormant mental powers. When Black Bolt next came to pay his respects to his brother, Maximus was able to use his power to affect a transfer of consciousness between them. For several months, Maximus ruled Attilan in Black Bolt's body as Black Bolt lay imprisoned in a tube. With the aid of the Avengers, Maximus's switch with Black Bolt was discovered. Maximus was forced to return to his rightful body and was once again placed in solitary confinement. Maximus is currently plotting his next takeover of Attilan.

STATISTICS

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

Health: 80

Karma: 26

Resources: TY(6)

Popularity: 0

BACKGROUND

Real Name: Brigid O'Rielly

Occupation: Former police detective, now vigilante

Identity: Secret

Legal Status: Citizen of the United States with no criminal record; now dead

Other Known Aliases: None

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: New York City

Past Group Affiliation: Ally of Cloak and Dagger

Present Group Affiliation:

KNOWN POWERS

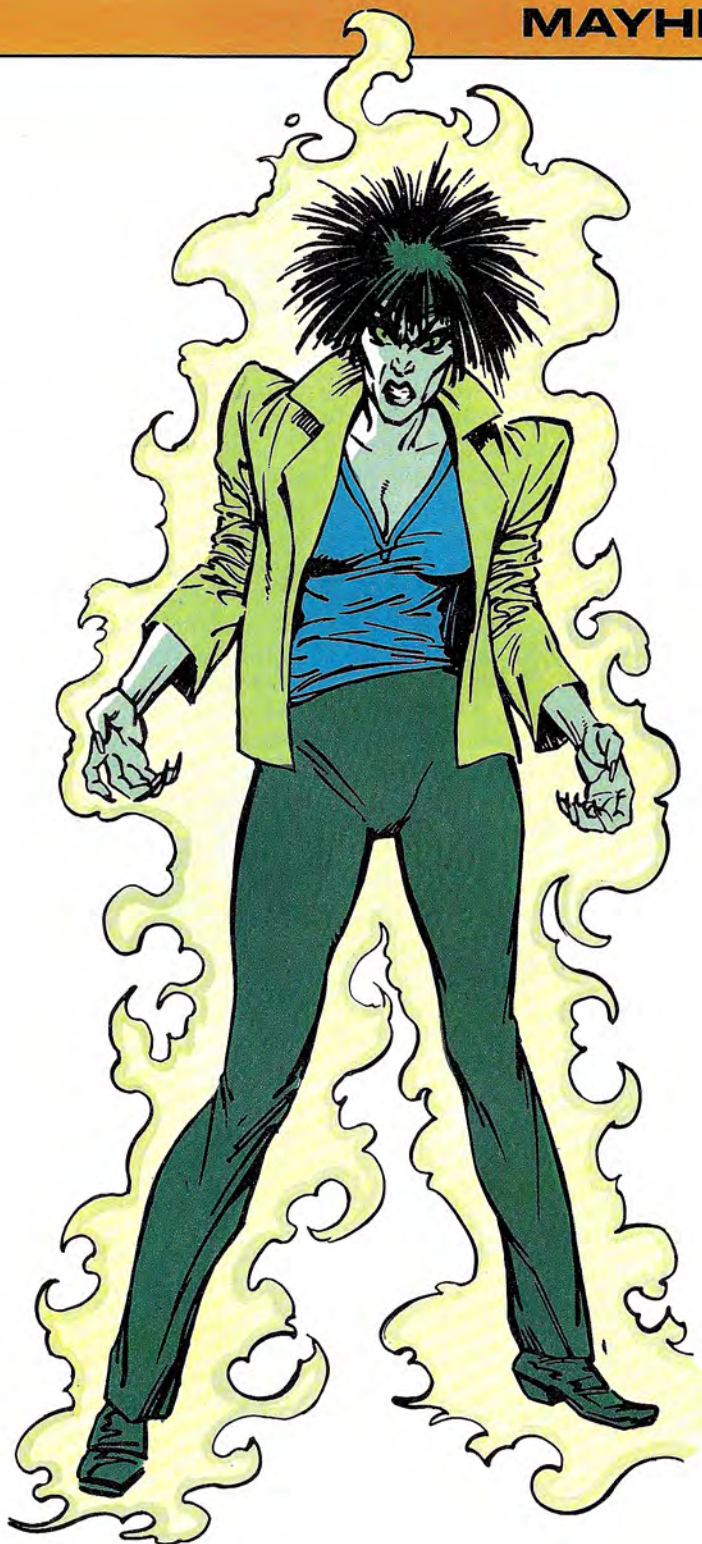
Fingernails: Mayhem's fingernails serve as a Typical Edged attack.

Paralysis Gas: Mayhem radiates a strange green gas that affects all targets in the same area as Mayhem. Any person cut by Mayhem's fingernails (or anyone who has been damaged by an Edged attack and still has an open wound) must make an Endurance FEAT or be paralyzed. It has not been revealed how long the paralysis lasts. Mayhem can also use her gas to force her victims to tell her the truth; the victim must make a Yellow Psyche FEAT to avoid the effects of this "truth serum." Mayhem's gas also neutralizes Dagger's "Daggers of Light."

Flight: Mayhem can levitate herself and travel at Typical air speed (6 areas/round).

Talents: As Brigid O'Rielly, Mayhem had Law Enforcement and Detective talents.

Contacts: Mayhem is an ally of Cloak and Dagger. She may retain a few police contacts as well.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Mayhem is an absolutely ruthless vigilante, showing no mercy to criminals, save that of a quick death as opposed to a slow death. She carries on her crusade against crime from beyond the grave. Mayhem is particularly dedicated to killing corrupt police officers.

HISTORY

Brigid O'Rielly was a police detective in Manhattan's 21st Precinct. She learned that two strange vigilantes were attacking pimps, pornographers, and drug pushers in her precinct. Finally, she saw the two vigilantes, Cloak and Dagger, fighting "chickenhawks" who had gathered runaway children to exploit. In the course of the battle, one of the children was killed by a stray bullet. Although neither Cloak nor Dagger had fired the shot, O'Rielly blamed them for the boy's death, claiming she could have saved him if not for their interference. She was now determined to capture Cloak and Dagger, but they teleported away.

Later, Cloak and Dagger came to O'Rielly to seek her help in tracking down Duane Hellman, who was poi-

soning aspirin used by children. O'Rielly cooperated but was appalled when Cloak swallowed Hellman up in the darkness within his cape, sending him into another dimension. O'Rielly decided to bring Cloak and Dagger to justice, but changed her mind when Cloak gave up Hellman to her. After Cloak and Dagger told her their origins, she resolved to trouble them no longer.

Later, O'Rielly and other police officers investigated a warehouse allegedly containing millions of dollars worth of illegal drugs. The warehouse belonged to Marshall Pharmaceuticals, formerly owned by Simon Marshall, whose experimental drug had given Cloak and Dagger their powers. In the warehouse, O'Rielly and the others were entrapped by corrupt policemen including Roger Falcone, who were in league with the Maggia family smuggling the drugs. The four cap-

tives were exposed to a gas created by Marshall in order to asphyxiate them. Furious at Falcone, O'Rielly said if she could escape, she would not wait for a judge and jury but would punish him herself. She said, "The mayhem I'd cause would purify the whole department of your kind."

The other three captives died, but Cloak and Dagger found O'Rielly near death. To protect her, Cloak surrounded her and Dagger tried to revive her with her "living light." But O'Rielly died, only to rise alive but transformed into the being calling herself Mayhem. Mayhem aided Cloak and Dagger in fighting Falcone and his two accomplices, and Mayhem herself killed Falcone.

Mayhem has allied herself with Cloak and Dagger in hunting down dealers in illegal drugs. Mayhem is herself now a vigilante, showing no mercy to the criminals she pursues.

STATISTICS

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

Health: 110

Karma: 70

Resources: EX(20)

Popularity: 15 (90 among Inhumans)

BACKGROUND

Real Name: Medusalith Amaquelin

Occupation: Royal interpreter of Attilan

Identity: Medusa does not use a dual identity. The general public is unaware that she is an Inhuman

Legal Status: Citizen of Attilan

Other Known Aliases: Madame Medusa

Place of Birth: Island of Attilan, Atlantic Ocean

Marital Status: Married

Known Relatives: Quelin (father), Ambur (mother), Crystal (sister), Karnak, Gorgon, Triton (second cousins), Black Bolt (husband), Luna (niece), Pietro Maximoff (brother-in-law)

Base of Operations: Attilan, Blue Area of Earth's moon

Past Group Affiliations: Royal family of the Inhumans; former Member of the Fantastic Four and Frightful Four.

Present Group Affiliation:

KNOWN POWERS

Prehensile Hair: Medusa has the Remarkable rank ability to use her hair like a series of tiny tentacles. Her power is telekinetic in nature; despite its ability to move, her hair is almost identical to normal human hair. However, it is 12 feet long and more resilient than normal (Incredible Material Strength). She can perform the following stunts at no cost:

- Handle objects with Incredible Strength and Agility.
- Perform up to three actions simultaneously using her hair alone. However, Medusa is unable to perform any concurrent non-hair actions.

- Attack her opponents up to one area away at Incredible rank, with Remarkable damage.
- Move along the ground 3 areas per round, or Climb at a speed of 2 stories per round.
- Rotate her hair like a propeller to create Excellent intensity winds.

Weakness—Pollution: Like all Inhumans, Medusa is susceptible to the air pollution of the modern world. She must make an Endurance FEAT each week or become Incredibly ill. Reed Richards has invented a

serum that negates this weakness.

Talents: Medusa has Martial Arts C when she uses her hair in combat. She is the only one who can read Black Bolt's body language well enough to understand him; she is his interpreter (there is a 1-round delay when Black Bolt speaks through her to another character).

Contacts: Medusa is the queen of the Inhuman Royal Family, and a former member of the Fantastic Four. Also a former member of the Frightful Four, she has cut off all ties with that organization.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Medusa is a fiercely loyal Inhuman, a true warrior queen. She is proud to the point of arrogance, and has viewed life as a series of simple conflicts, black against white. She believes that people have used that world-view to trick her in the past. She is absolutely devoted to her husband, Black Bolt, and to the traditions of the Inhumans, even to the point of fighting her closest friends to protect them.

HISTORY

Medusa was the first of two children born to the Inhuman nutritionists Quelin and Ambur. Her father Quelin was the brother of Rynda, wife of Agon, king of the Inhumans, and as such she has been considered part of the Royal Family. Medusa's parents elected to expose her to the mutagenic Terrigen Mist when she was an infant, and the process endowed her with hair that she could animate like added appendages. While still in adolescence, she began to make frequent visits to the isolation cell of her second cousin, Black Bolt, and learned to communicate with him in a special sign language. Medusa and Black Bolt developed a special bond between them that blossomed into love when Black Bolt was first allowed out of his cell at the age of eighteen.

In the aftermath of the first coming of the Trikon, Medusa left the Inhumans' Great Refuge. Afflicted with amnesia sustained in an air crash, the Inhuman wandered Europe, committing petty thefts to get food to survive. Her animated hair soon brought her unwanted attention and eventually the American criminal called the Wizard heard rumors of her. Locating Medusa in Paris, the Wizard brought her to America and enlisted her in the Frightful Four, a

band of criminals he had organized. Grateful to the Wizard, Medusa went along with the criminal activities of the Frightful Four. When the group battled the Fantastic Four, all but Medusa were captured. Medusa's public exploits enabled Black Bolt and the other members of the Royal Family to locate her. Seeing them again restored her memory, and they were all taken back to the Great Refuge by the Seeker, an agent of Maximus.

When Black Bolt regained the throne, Medusa renewed her betrothal to him and served as his royal interpreter. She has remained at his side seeing the Inhumans through one of their most tumultuous periods in history. Medusa has taken short journeys from the Inhumans' base Attilan without Black Bolt, once when she engaged Spider-Man in battle, another time to thwart the reunion of the Frightful Four. Otherwise she has only left his side for a period of months only twice. The first time she joined the Fantastic Four to take the Invisible Girl's place on the team during her estrangement from her husband. The second time, she was taken captive by the criminal Enclave, who sought to conquer Attilan.

Medusa has recently wed Black Bolt, after the customary several-year royal engagement period was over. She and Black Bolt are expecting a child.

STATISTICS

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

Health: 32

Karma: 32

Resources: EX (20)

Popularity: -20

BACKGROUND

Real Name: Bruno Horgan

Occupation: Industrialist, professional criminal

Legal Status: U.S. citizen (deceased)

Identity: Publicly known

Place of Birth: Queens, NYC

Marital Status: Divorced

Known Relatives: None

Base of Operations: NYC area

Past Group Affiliations: Masters of Evil (I and II), Death Squad

Present Group Affiliation:

KNOWN POWERS

Melting Ray, Mk I: This weapon makes use of Excellent Intensity energies which break down the structure of iron and steel. It has Excellent range, but, because it is mounted in a chest harness, it can only be used against targets in front of or in contact with the Melter.

Melting Ray, Mk II: This improved version of the ray employs a variable frequency microwave generator which has Remarkable Intensity and range. Changing the frequency setting takes one turn. The device's operational modes are as follows:

- One (Metal): Monstrous attack on targets of up to Monstrous Material Strength.
- Two (Stone): Unearthly attack against non-mystical rock and stone, including stonelike beings.
- Three (Wood/Cellulose): Does Amazing damage to plants, wood, paper, rayon, and similar materials.
- Four (Flesh): Causes Amazing intensity burns to living beings. Further, those victims who fail an Endurance FEAT each turn



thereafter fall unconscious from the shock of their wounds.

Melting Ray, Mk III: This device functions just like the Mark II, but is mounted on a belt harness, restricting its field of fire to the areas in front of the Melter.

Melting Ray, Mk IV: This version functions just as the Mk II listed above does except that it has a Monstrous Intensity and range.

Talents: Melter has Remarkable Reason in Engineering, Repair/Tinkering, and Business/Finance.

Contacts: Former ally of both Black-

lash and Blizzard; ex-employee of Justin Hammer.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Melter was a firm believer in the power of technology to overcome any obstacle or foe. He began his criminal career with the simple goal of avenging himself against Tony Stark. Over the years, his fixation increased to include Iron Man and any of his allies. This drive remained with him to the end, although he later began to devote more of his time to acquire wealth through criminal means.

HISTORY

Bruno Horgan was an industrialist who specialized in the development, design, and manufacture of weaponry and munitions for the United States government. Horgan was driven into bankruptcy when a government safety inspection team proved that he was using inferior materials. His defense contracts were later awarded to his foremost competitor, industrialist and inventor Anthony Stark, who was secretly the armored crimefighter Iron Man.

As one of Horgan's factories was being dismantled, the bankrupt industrialist noticed a strange phenomenon. One of his poorly constructed, experimental radar devices had begun to malfunction. Casting a brilliant beam of light, it caused any iron components upon which it shone to begin instantly to appear to melt. Horgan analyzed the device and redesigned it so that it could be strapped to his chest. Equipped with this weapon, Horgan began his career as the Melter by striking at the factories owned by Anthony Stark. However, the Melter was defeated by Stark in his identity of Iron Man, became the Melter's main nemesis.

As a member of Baron Heinrich Zemo's Masters of Evil, the Melter twice battled the Avengers, the team of champions to which Iron Man belonged. The Melter was also among the costumed criminals who were assembled by Doctor Doom to attack the Fantastic Four on the day of the wedding of Reed Richards and Susan Storm.

Later, finding his chest device

unwieldy, the Melter redesigned it into a hand-held gun. Still not satisfied, he later kidnapped Anthony Stark and forced him to design a new "melting gun," which was far more powerful and was capable of dissolving all metals, as well as affecting human flesh, wood, and stone. Defeated once again by Iron Man, the Melter was returned to prison.

The Melter next fought the Avengers as a member of the new Masters of Evil organized by the robot Ultron. Afterwards, the Melter teamed up with Whiplash (who is now known as Blacklash) and the Man-Bull as members of the criminal Death Squad. The Death Squad fought Iron Man at a large comics convention but were defeated.

The Melter again redesigned his melting weapon to wear on his belt. Having again proved to be unsuccessful on his own, the Melter teamed up with his former partner Whiplash and another of Iron Man's longtime adversaries, the original Blizzard. The three criminals were financed in reconstructing their weaponry by billionaire Justin Hammer in return for a percentage of the proceeds from their robberies. The Melter, Whiplash, and the Blizzard had the misfortune of staging their robbery of a casino hotel when Anthony Stark happened to be there with his friend, Bethany Cabe. Iron Man and Cabe succeeded in overcoming all three criminals, who were sent to the prison on Ryker's Island. Shortly thereafter, operatives of Hammer freed them and took them to Hammer's enormous "houseboat" base. When Iron Man appeared at the base, Hammer sent the Melter and numerous other costumed criminals to attack him. However, Iron Man quickly returned them to prison.

While in jail, the Melter met a nuclear physicist who had been convicted for tax evasion. Together they developed a method of adjusting the Melter's melting beam to affect Iron Man's new armor. After leaving prison, the Melter confidently attacked Iron Man yet again. Unexpectedly, though, Iron Man happened to be wearing an old suit of armor that the Melter's beam, adjust-

ed for Iron Man's new armor, did not melt, and the Melter failed again.

Somehow, though, the Melter was soon back at large. His reputation tarnished by so many humiliating defeats by Iron Man and his Avenger teammates, the Melter decided to win himself notoriety by killing the Thing, who was then hospitalized, recovering from injuries. A large number of other costumed criminals also tried to kill or capture the hospitalized Thing, but all of them, including the Melter, were thwarted by various costumed champions who acted to protect him.

Despite his long history of repeated failures, the Melter obsessively persisted in seeking vengeance on his enemies. He was planning to attack Iron Man and the Avengers yet again when he was fatally shot with an explosive bullet by the enigmatic assassin Scourge, who was posing as the Melter's assistant. After murdering the Melter, Scourge contemptuously crushed the Melter's latest melting beam weapon beneath his foot.

STATISTICS

F TY (6)
A GD (10)
S TY (6)
E RM (30)
R GD (10)
I RM (30)
P AM (50)

Health: 52

Karma: 90

Resources: TY(6)

Popularity: 5

BACKGROUND

Real Name: Marvin Flumm

Occupation: Professional Criminal

Legal Status: United States citizen with criminal record

Identity: Known to authorities

Place of Birth: Watford City, North Dakota

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Former SHIELD agent, former HYDRA agent

Present Group Affiliation:

KNOWN POWERS

Telepathy: Mentallo has the Amazing power to psionically reach up to three people once. He has a maximum range of 5 miles.

Hallucination: This Amazing power can generate images directly in the minds of up to three people. Each is entitled to make a Psyche FEAT to ensue the deception; failure indicates that they believe the illusion to be real.

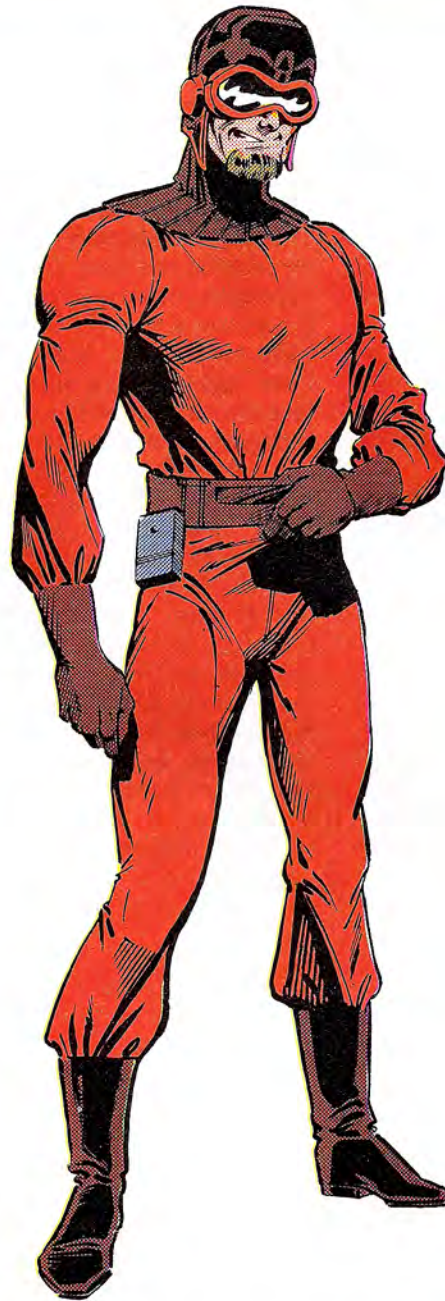
Radar Sense: Using his psionic energies, he has the Feeble ability to detect the presence and shape of intangible or out-of-reach objects.

Anti-Psionic Helmet: The device enables him to employ the following powers:

- Excellent resistance to all psionic attacks.
- Excellent mental Invisibility.

Weaknesses: He is at -1CS to attack any and all moving targets. In addition, if his helmet is disabled or missing, Mentallo takes twice the damage from psionic attacks.

Talents: Mentallo has Remarkable Reason when dealing with Electronics or Firearms.



Contacts: In the past, Mentallo has been an ally of the Fixer and has served as a HYDRA mercenary.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Mentallo is a second-string villain, who is more successful as a lackey than as a leader. He is a ne'er-do-well who is out to get rich via the easiest possible means but not a fast or original thinker. Eventually, he comprehends the situation well enough to see ways to modify it to his advantage.

HISTORY

Marvin Flumm was born with telepathic powers that first began to manifest themselves during adolescence. Flumm, content to work as a shoe salesman, tended to ignore his powers. But his telepathic abilities were detected by Niles Nordstrom, the director of SHIELD's newly organized ESP Division, and Flumm was invited to join. As Nordstrom helped him develop his talent, Flumm's ambitions began to grow.

Flumm conceived the notion of secretly taking control of SHIELD and using its resources to gain political power. But his plan was discovered by Nordstrom before it could be put into effect, and Flumm was forced to flee. He did manage to steal a special SHIELD battle-suit and certain telepathy-enhancing equipment, items which he used to create a new identity as "Mentallo."

Allying himself with Norbert Ebersol, alias the Fixer, whom he located

by telepathy, Mentallo staged a raid on SHIELD's Manhattan headquarters which came close to succeeding. The pair were taken into SHIELD custody but escaped some months later, thanks to the Fixer's genius. They took advantage of the Fixer's connections to become involved in the East Coast HYDRA, then being built by Silvermane. After Silvermane's HYDRA operations were fragmented, Mentallo and the Fixer laid low for a while, then surfaced in an attempt to use the cyborg Deathlok to assassinate the President of the United States. The two ended up in SHIELD custody again, until they were freed by HYDRA and again employed as operatives.

HYDRA wanted the two to debug Computrex, a computer system designed to steal data from other systems. HYDRA was interested in tapping into SHIELD's computer to learn what SHIELD knew of the Microverse because the Microversian tyrant Baron Karza had seized control of a certain faction of HYDRA. When Computrex was

destroyed by the Micronauts, freedom fighters from the Microverse Mentallo and the Fixer pursued them, intending to turn them over to HYDRA. At the end of a long skirmish with the Micronauts, Mentallo was attacked by the Micronauts' Commander Rann, who wrested off Mentallo's thought-screening helmet. Rann and his robotic ally Bio-tron then bombarded Mentallo telepathically for information, eventually causing his mind to overload and shut down.

SHIELD took custody of Mentallo, but agents of Professor Anthony Power managed to get him transferred to the Professor's custody. Power hoped to use Professor Charles Xavier's telepathic power to revive Mentallo's comatose mind, so that Mentallo could use his power to restore Power's son's mind, which was in a severe state of shock. Linked by a process created by the Fixer, Mentallo battled Professor X on a psychic plane and was overpowered. Mentallo's current whereabouts and mental condition remain unknown.

STATISTICS

F TY (6)
A TY (6)
S TY (6)
E TY (6)
R TY (6)
I TY (6)
P TY (6)

Health: 24

Karma: 18

Resources: PR (4)

Popularity: 15

BACKGROUND

Real Name: Calvin Rankin

Occupation: Student

Legal Status: U.S. citizen
(deceased)

Identity: Secret

Place of Birth: Passaic, NJ

Marital Status: Single

Known Relatives: Ronald (father,
deceased)

Base of Operations: Mobile

Past Group Affiliations: X-Men

Present Group Affiliation:

KNOWN POWERS

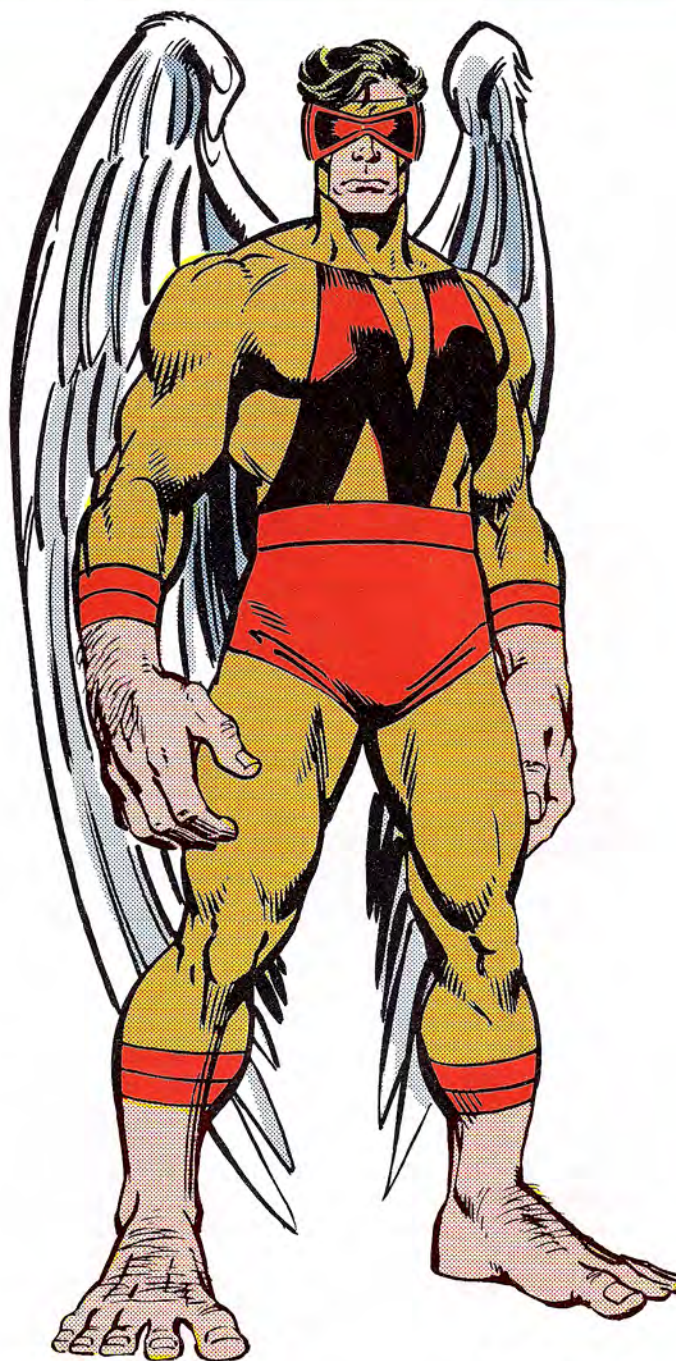
Power Duplication: Mimic had the Monstrous ability to duplicate the powers and skills of anyone within 10 feet. He retained those powers until he moved to any point which was over 1 mile away from the subject.

Imitation: As a side effect, his body altered its shape to accommodate any powers based on abnormal physiology (such as wings or large feet)

Weakness: The Mimic did not automatically duplicate innate safeguards incorporated in the original person's powers. In order to acquire such protective adaptations, a Yellow power FEAT must be made at the time the original duplication occurs.

Talents: Mimic had only those talents which he mimics.

Contacts: None



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Mimic was a bitter, vengeful person determined to make humanity pay for his father's death. As he grew used to his powers, he became an arrogant and over-bearing braggart. This attitude was most apparent when he was dealing with "inferiors." When he encountered a superior being, he changed his ways. By the time he died, the Mimic had even become genuinely heroic.

HISTORY

Calvin Rankin was the son of biochemist Dr. Ronald Rankin, who was engaged in research of an unknown nature at the time that Calvin gained his power to mimic the abilities of others. Curious about his father's experiments, Calvin one day entered his father's laboratory and accidentally knocked over a beaker containing an unknown chemical, causing a red gas to form which he breathed in. Over the following months, Calvin discovered that he was as good at athletics as the best athletes at his high school as long as he remained near them. Similarly, he found that he knew as much as any teacher did, as long as he was within the presence of that teacher. Calvin's pride in his new abilities evolved in time into arrogance and conceit. Believing that people would someday attack Calvin from hatred and fear, Dr. Rankin took Calvin to live in an isolated cave.

Deep within the cave, Dr. Rankin constructed a machine that would enable Calvin to permanently retain any ability that he mimicked instead of losing it by moving away from the person. But one night the machine short-circuited every electrical fuse in the surrounding county. As a mob of angry townspeople neared the cave, Dr. Rankin detonated explosives to seal off the entrance. However, Dr. Rankin was caught and killed in the blast. The machine was sealed off in a separate part of the cave.

Sometime later, Rankin encountered Vera Cantor with Henry P. McCoy, an X-man known as the Beast. Rankin and McCoy fought, and during the fight, Rankin gained the same degree of agility as the Beast's. Nearby construction workers, believing Rankin to be a mutant, forced him to retreat.

Shortly thereafter, Rankin found himself sitting near Jean Grey in a cafeteria and found that he suddenly had developed telekinetic powers. Realizing that she must be the X-Man then known as Marvel Girl, he secretly followed her to the X-Men's base, the Westchester County man-

sion of Professor Charles Xavier. As he neared the mansion, he began to develop powers like Xavier's, which he used to determine the special composition of Cyclops' visor and glasses that enables them to block his eye-beams. Rankin rapidly constructed his own visor and introduced himself to the X-Men, supposedly on friendly terms. But as soon as Rankin was certain that he had successfully mimicked their powers, including the wings of the Angel, he donned a costume he had brought, fought the X-Men, and kidnapped Marvel Girl. In costume, Rankin called himself the Mimic.

The Mimic took Marvel Girl to his cave hideout. Since he was now at a great distance from the other X-Men, he had lost all their powers except Marvel Girl's. He used the eye-beam power he had mimicked from Cyclops to blast his way to the machine, and had just turned it on when the X-Men broke in. The Mimic seized Xavier, who had accompanied the X-Men, as a hostage, and stood under the machine, expecting that it would make his mimicked powers permanent. Instead, the Mimic slumped unconscious. The X-Men, bringing Rankin with them, escaped the cave just before the machine exploded. Xavier explained that the Mimic's father, realizing the trouble that his power of mimicry could cause, had actually designed the machine to remove that power. Xavier then psionically removed Calvin Rankin's memory of being the Mimic.

Months later, while he was a student at Metro College, Rankin was caught in an explosion in a chemistry laboratory there. Rankin was uninjured, but the blast restored both his mimicry power and his memory of being the Mimic. Rankin then confronted the X-Men, and holding over them the threat of exposing their true identities, pressured them into accepting him as a member. Xavier agreed since he knew the Mimic's powers would be useful against the menace of Factor Three.

The Mimic's arrogance and combativeness, however, soon led Xavier to dismiss him from the X-Men. Embittered, the Mimic decided

to use his powers against humanity. Before he left, he saw the Super-Adaptoid defeat the X-Men, whom the Super-Adaptoid intended to transform into androids with the power to mimic the abilities of others, as the Super-Adaptoid itself could. The Mimic discovered that he could not mimic the abilities that the Super-Adaptoid had itself mimicked, probably because the Super-Adaptoid was a machine, not a living being. The Mimic volunteered to have the Super-Adaptoid transform him into an adaptoid and then join forces to conquer the world. Eventually the Mimic caused an electrical backlash in the Super-Adaptoid that made both of them to lose the powers they had mimicked from others, as well as the Mimic himself to lose his power to mimic. The Super-Adaptoid escaped, and Rankin, a better man for his experience, returned to normal life.

But eventually Rankin discovered that his mimicking powers kept reappearing in flashes, becoming stronger and less controllable each time. Once the power returned so strongly that unless Rankin stayed on his guard constantly, he not only mimicked the abilities of others, but also, without intending to do so, drained all the energy from their bodies, leaving them dead. Rankin was panic-stricken, but Vera Cantor, with whom he was now having a romance, had Henry McCoy, now an expert on mutation and genetics, join Rankin at an isolated cabin in Canada. Rankin had discovered that the distance over which his powers functioned was increasing, and that eventually, he might be draining energy from people all over the world without being able to stop himself from doing so. Unknowing, that happened to the Hulk, who found the Mimic's cabin. As the Beast, McCoy tried to hold the Hulk off, but then Rankin decided that the Hulk gave him the means of making certain of eliminating the menace that the Mimic posed to the world. Rankin held onto the Hulk long enough to drain enough of the Hulk's gamma radiation into his body to kill him, and then he died.

STATISTICS

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

Health: 32

Karma: 36

Resources: TY (6)

Popularity: -3

BACKGROUND

Real Name: Desmond Charne

Occupation: Holography technician, professional criminal

Legal Status: U.S. citizen (deceased)

Identity: Publicly known

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Body Suit: Although Mirage had no special powers of his own, the suit which he wore made him a powerful adversary and endowed him with a variety of abilities.

Illusion-Casting: This Monstrous power enabled him to develop the following Power Stunts (all of which are based on his appearance):

- Disguise himself and up to eight other individuals within 1-area.
- Affect light waves so as to make himself and the surrounding vicinity appear to be empty space. Maximum area of effect is 75 square feet.
- Mirage could create up to eight simultaneous duplicates of himself within a 1 area diameter.

Talents: Mirage had Incredible Reason in the field of holography and was skilled in the use of Handguns.

Contacts: Mirage controlled his own gang of street thugs.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Mirage suffered from an incredible delusion of grandeur. He was brilliant in his chosen field but was unable to recognize either his limitations or ways of increasing his power. Perhaps he subconsciously acknowledged his basic inferiority in that he never allied himself with other, probably more powerful, supervillains. His criminal goals were to pull off basic heists and gain notoriety by battling solitary adventurers.

HISTORY

Desmond Charne was a holography technician who wanted to become a costumed criminal whose methods would be as impressive as the super-human abilities of the masked crime-fighter Spider-Man. In pursuit of this goal, Charne spent years studying electronics and the use of laser technology to produce three-dimensional images called holograms. Charne not only mastered existing holographic techniques but also secretly made further advances in the field himself. As a result, he designed a costume containing miniaturized equipment that enabled him to project holographic images. Dubbing himself the Mirage, he hired some accomplices and embarked on a series of major robberies.

The Mirage and his accomplices intended to rob the people attending the six weddings being held one day at a New York City hotel. The criminals successfully robbed the attendees of three of the weddings and then broke into the celebration of Edward "Ned" Leeds and Elizabeth "Betty" Brant, at which Spider-Man

was present in his secret identity of Peter Parker. After changing into his costumed identity, Spider-Man defeated the Mirage's men, but he found himself unable to strike the Mirage. Not only was the Mirage using his holographic devices to make himself appear to be in a different place than he actually was, but he was also using them to make himself invisible at the spot where he really was. Moreover, the Mirage was somehow preventing Spider-Man from locating the criminal's true whereabouts with his extrasensory "spider-sense." Finally, realizing he was being deceived through illusions, Spider-Man caused an enormous chandelier to fall from the ceiling, which struck down the invisible Mirage in his true location. The metal in the Mirage's costume shielded him from being seriously injured by the impact, and the Mirage and his men were taken into custody by the police.

Years later, the Mirage and new accomplices invaded a hospital with the intention of abducting the Thing, who was recuperating from injuries. The Mirage planned to auction the captive Thing off to the highest bid-

der. However, the kidnapping was prevented by the masked crimefighter Daredevil, who, being blind, could not be deceived by the Mirage's holographic trickery. Again the Mirage served a short jail sentence and was released.

The Mirage was invited by Gary Gilbert, the criminal formerly known as Firebrand, to attend a meeting of costumed criminals to discuss the menace posed to them by the mysterious vigilante Scourge. The meeting was held at the Bar with No Name in Medina County, which is one of several such establishments that serve as secret meeting places for costumed criminals. However, despite Gilbert's security precautions, Scourge showed up at the meeting disguised as a bartender and killed the Mirage, Gilbert, and all the other criminals who were present. A day later, Captain America donned the Mirage's costume in a ploy to flush Scourge out of hiding by making him think one of his victims survived. The ploy worked and Captain America subdued Scourge, although the criminal-killer was killed before he could be turned over to the authorities.

STATISTICS

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

Health: 56

Karma: 70

Resources: PR (4)

Popularity: 5

BACKGROUND

Real Name: Danielle "Dani" Moonstar

Occupation: Student, adventurer

Legal Status: United States citizen

Identity: Secret

Place of Birth: Boulder, Colorado

Marital Status: Single

Known Relatives: Black Eagle (grandfather), William and Peg (parents)

Base of Operations: X-Mansion

Past Group Affiliations: New Mutants

Present Group Affiliation:

KNOWN POWERS

Mental Probe: Mirage has the Unearthly ability to detect a target's greatest fears.

Illusion Casting: Her Unearthly power creates full size, threatening images of a target's greatest fear. Targets who fail a Psyche FEAT believe that the illusion is real. When used against multiple targets, each victim will see a different illusion. With a Red FEAT, she can create illusions of a person's greatest desire.

Telepathy: This Monstrous ability is limited to contact with animal minds or shapechangers who are currently in their animal forms.

Death Sense: Mirage has the Unearthly ability to detect the aura of imminent death. Judges should secretly roll once before the game to determine if a "deathglow" was seen. If the first roll comes up positive, a victim should be chosen at random from the characters in the game. The selected victim is unable to spend Karma on Endurance FEATs during that game.

Ghost Staff: This magical weapon is created directly from Danielle's mind



and does Shift-Y damage to god-like beings. It is capable of penetrating even Death's defenses.

Talents: Danielle is a trained hunter, survivalist, and equestrienne. Additionally, her skill with bows gives her a +1 CS whenever she employs one. She is bilingual, speaking both English and Cheyenne.

Contacts: Danielle is able to call upon the New Mutants, X-Men, X-Factor, Excalibur, and especially Brightwind, her flying horse, in times of trouble:

BRIGHTWIND

F GD **A** EX **S** RM **E** IN **R** TY **I** GD **P** TY
Health: 100
Karma: 22

Winged Flight: Brightwind can attain Excellent air speed (150 mph) with its powerful wings.

Mind Link: Brightwind is psionically connected to Mirage and will answer her summons if they are in the same dimension.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Danielle is a proud, strong-willed, slightly defiant young woman. She is devoted to her real family and her friends among Xavier's mutants. She will battle Death itself in order to save a friend. She takes her responsibilities as leader of the New Mutants very seriously, especially since Doug Ramsey's death.

HISTORY

Danielle Moonstar is an American Indian of the Cheyenne Nation. Moonstar's mutant powers emerged at puberty, but she could not control her ability to create visible images of people's greatest fears, and she thereby alienated everyone in her community except her parents, and her grandfather, the chief and shaman Black Eagle.

One night she created a symbolic vision of her parents' deaths. Shortly thereafter her parents disappeared during a trip to the mountains. Moonstar believed them to have been killed, and her dreams were haunted thereafter by a vision of a demonic bear, whom she believed to be responsible for their deaths. This bear tried to get at Moonstar, but the spells of Black Eagle kept it away from her.

After her parents' disappearance, Moonstar was taken in by their friends, the Robertses. Pat Roberts, their son, and Danielle were very close friends. But an inadvertent psychic demonstration scared them, and Moonstar fled to the mountains,

where she was raised over the following years by Black Eagle. Finally, Black Eagle contacted Professor Charles Xavier, who had been a friend of his son, Danielle's father, in the army. Xavier and William had become blood brothers, and Xavier had become acquainted with Black Eagle. When Black Eagle asked Moonstar to go with Xavier, she angrily refused, believing all Caucasians to be her enemies. In her anger she unintentionally created an image of Black Eagle's death, as he had foreseen it in a prophetic dream. Chastened, she agreed to go.

But before Xavier arrived, Black Eagle was murdered by agents of Donald Pierce, a member of the Inner Circle of the Hellfire Club, who intended to overthrow its leader, Sebastian Shaw. Pierce was determined to kill Xavier as well as other superhuman mutants. Moonstar, unaware of Pierce's involvement, vowed to take vengeance for her grandfather's death. Hunted by Pierce's agents, she was saved by the mutant Karma, who arrived along with Xavier. Xavier told Moonstar about Pierce, and the girl said she would work with Xavier to get her revenge on Pierce.

After Moonstar helped in the defeat of Pierce, she and the other young mutants became members of his new team, the New Mutants. Moonstar decided to remain with them to honor her grandfather's request. She soon came to regard her fellow New Mutants, regardless of their racial background, as close friends. She became an especial friend of Rahne Sinclair, the mutant Wolfsbane, in part because of the psychic rapport they shared when Wolfsbane was in non-human form. Under Xavier's guidance, Moonstar learned not only how to keep her powers under control, but also how to use her powers to create images other than those of the objects of people's fears. Eventually she and Cannonball became the team's leaders. Moonstar originally took the code name Psyche, but later changed it to Mirage, after the illusions she creates.

With Black Eagle dead, the demon bear was no longer prevented from

seeking out Moonstar. She fought the bear outside Xavier's mansion and it nearly killed her. The New Mutants battled the bear, and one of them, Magik, used her Soulsword to release Moonstar's parents from the spell they were under, returning them to their human forms.

Amora the Enchantress later kidnapped the New Mutants to Asgard. While she was there, Mirage rescued a winged horse from hunters. Mirage herself was rescued from the hunters by Mist, one of the Valkyries. Mirage had an immediate psychic rapport with the winged horse, whom she named Brightwind after her pony on Earth, and the horse selected her to be his rider. When the New Mutants returned to Earth Brightwind came with Mirage.

Soon thereafter, Professor Xavier left the New Mutants in the charge of his former enemy Magneto. They lost some of their powers in an encounter with the Beyonder. Under the psychic influence of the Hellion named Empath, Magneto closed the school and sent the New Mutants to study with the Hellions' teacher, the White Queen. Mirage instead went to her parents' ranch in Colorado. Magneto has since recovered from Empath's influence and the rest of the New Mutants have returned to Xavier's school. Whether Mirage too will return remains to be seen.

STATISTICS

F GD (10)
A TY (6)
S TY (6)
E EX (20)
R AM (50)
I EX (20)
P RM (30)

Health: 42

Karma: 100

Resources: RM (30)

Popularity: 50

BACKGROUND

Real Name: Reed Richards

Occupation: Scientist, adventurer

Legal Status: United States citizen

Identity: Publicly known

Place of Birth: Central City, Calif.

Marital Status: Married

Known Relatives: Sue (a.k.a. Invisible Woman, wife), Nathan (father), Evelyn (mother, deceased), Franklin (son)

Base of Operations: Baxter Building, Four Freedoms Plaza

Past Group Affiliations: Fantastic Four

Present Group Affiliation:

KNOWN POWERS

Elongation: Reed has the Monstrous ability to elongate any portion of his body. The maximum extent to which he can stretch is 1500 feet.

Plasticity: Reed's body is Amazingly pliable and can absorb virtually any impact. By combining this power with his elasticity, he has managed to create the following power stunts:

- Reed can form his body into a Bouncing Ball with Amazing Agility and Typical speed (60 mph).
- By forming his body into a kite, Reed glide at Feeble air speed (15 mph).
- By making subtle alterations in his features, Reed can create Good disguises and resemble another person.
- By making a Reason FEAT, Reed can dissolve his body into a puddle capable of flowing through almost any opening.
- Reed has developed the Amazing ability to assume any geometric shape.
- Reed has the Amazing ability to

become as thin as a sheet of paper.

Body Armor: The unusual nature of Reed's physiology provides him with Remarkable protection from physical attacks and Good protection from energy attacks.

Hyper-Intelligence: Reed's natural mental abilities were greatly augmented by the mutation which gave him his elongation and plasticity abilities. If his powers are negated in some way, his Mental attributes drop by 1 rank.

Hyper-Invention: Reed has the

Amazing ability to comprehend, design, and repair technology.

Talents: Reed Richards is one of the world's leading experts in the fields of Electronics, Engineering, Physics, Dimensional Travel, and the physiology of superbeings.

Contacts: In a crisis he can call upon any superheroic individual or team in the free world or any Physics or Engineering Department at any American university for assistance.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Reed is an intellectual who prefers to examine or negotiate with foes rather than fight them outright. He is easily intrigued by scientific puzzles. Reed is an extremely pleasant, likeable fellow. However, he broods over long-standing problems which he has not yet solved. He is a dedicated humanitarian who will do anything in his power to help a suffering being, even if he must defy others to do so.

HISTORY

Reed Richards, the only son of wealthy physicist Nathaniel Richards and his wife Evelyn, was a child prodigy with special aptitude in mathematics, physics, and mechanics. Evelyn died when Reed was seven. Nathaniel encouraged and guided young Reed in his scientific studies, and Reed was taking college-level courses by the time he was fourteen. He attended several universities.

It was at State University in Hege-man, NY, that Reed Richards first met two of the most important individuals in his life. He was assigned to room with a foreign student, a scientific genius named Victor von Doom. The imperious von Doom, taking an immediate dislike to Richards, decided to take other quarters. As Doctor Doom, von Doom would later become Richards' greatest rival and enemy. Richards instead gained as his roommate former high school football star Benjamin J. Grimm, who became Richards' closest

friend. Richards was already intending to build a starship for interstellar travel. When he told this ambition to Grimm, Grimm jokingly said that he would pilot the starship for Richards.

While attending Columbia, Richards rented living quarters at the Manhattan boarding house owned by the aunt of a young girl named Susan Storm. Though she was still only a child, no more than twelve years old, Susan fell in love with the older Richards, much to his embarrassment.

Three years before Reed Richards tested his starship, his father mysteriously disappeared. In fact, Nathaniel Richards had devised a time machine which he had used to attempt to journey into the future of his own world. However, the machine actually transported him to an alternate Earth with a history considerably different from our own; Reed Richards would be reunited with him while visiting this alternate Earth years later.

Richards recruited his old friend Ben Grimm, who had become a successful test pilot and astronaut, to pilot the starship. Richards was joined in California by Susan Storm, who was now an adult. Richards and Storm were engaged to be married.

Shortly before the starship was to be launched, Richards used his scientific knowledge to defeat the extraterrestrial being Gormuu, who had intended to conquer Earth. Richards' encounter with Gormuu strengthened his resolve to finish the starship, which he saw as a first step for mankind to defend itself from extraterrestrial threats.

However, when the federal government threatened to withdraw its funding, Richards decided to test fly it himself. Though Grimm warned that the ship's shielding might be inadequate, Grimm, Susan, and her adolescent brother Johnny all chose to go. They intended to travel through hyperspace to another solar system and back. However, unknown to Richards, a solar flare caused Earth's Van Allen radiation belts to be filled temporarily with unprecedented, ultra-high levels of cosmic radiation. The intense cosmic rays irradiated the four passen-

gers and wrought havoc on the ship's controls. Grimm was forced to abort the flight and return to Earth.

Once back on Earth, the four passengers discovered that the cosmic radiation had triggered mutagenic changes in their bodies. Reed Richards discovered that he could become malleable and elongate his body at will. Richards convinced the others that the four of them should use their new-found powers for the good of humanity as members of a team he named the Fantastic Four. Richards, who became the team's leader, named himself Mister Fantastic, while Ben Grimm, Susan Storm, and Johnny Storm named themselves the Thing, the Invisible Girl (later the Invisible Woman), and the Human Torch, respectively.

Under Richards' leadership the Fantastic Four has become Earth's most honored team of superhuman adventurers, and has saved the world from conquest or destruction many times. Richards eventually married Susan Storm, and they now have a son, Franklin.

Reed recently joined his wife in semi-retirement from superheroics. They are trying to raise their son Franklin in a relatively normal environment, unaware that Franklin has adopted a superheroic identity of his own in conjunction with the Power Pack kids.

STATISTICS

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

Health: 56

Karma: 32

Resources: TY (6)

Popularity: 50

BACKGROUND

Real Name: Barbara "Bobbi" Morse Barton

Aliases: Agent 19, Huntress

Occupation: Physicist, ex-SHIELD agent, adventurer

Legal Status: United States citizen

Identity: Secret

Place of Birth: San Diego, Calif.

Marital Status: Married

Known Relatives: Clint Barton (a.k.a. Hawkeye, husband)

Base of Operations: Avengers West Compound

Past Group Affiliations: SHIELD, West Coast Avengers

Present Group Affiliation:

KNOWN POWERS

Body Armor: Mockingbird's Costume gives her Remarkable protection from physical attacks and Excellent protection against fire.

Battle Staves: Mockingbird employs a pair of special battle staves in combat that allow her to do the following things:

- Used as javelins, they can do Remarkable damage to any target up to 4 areas away.
- Spring-loaded holsters fire the staves up to 3 areas to do Excellent damage. She can catch them when they rebound by making an Agility FEAT.
- When joined together they form an 8-foot-long vaulting pole.

Talents: Mockingbird has trained extensively for combat. As such, she gains a +1 CS with her staves and a +1 CS to her Agility when Dodging. She also has Remarkable Reason in the fields of Biology, Law Enforcement, Detection, and Espionage.

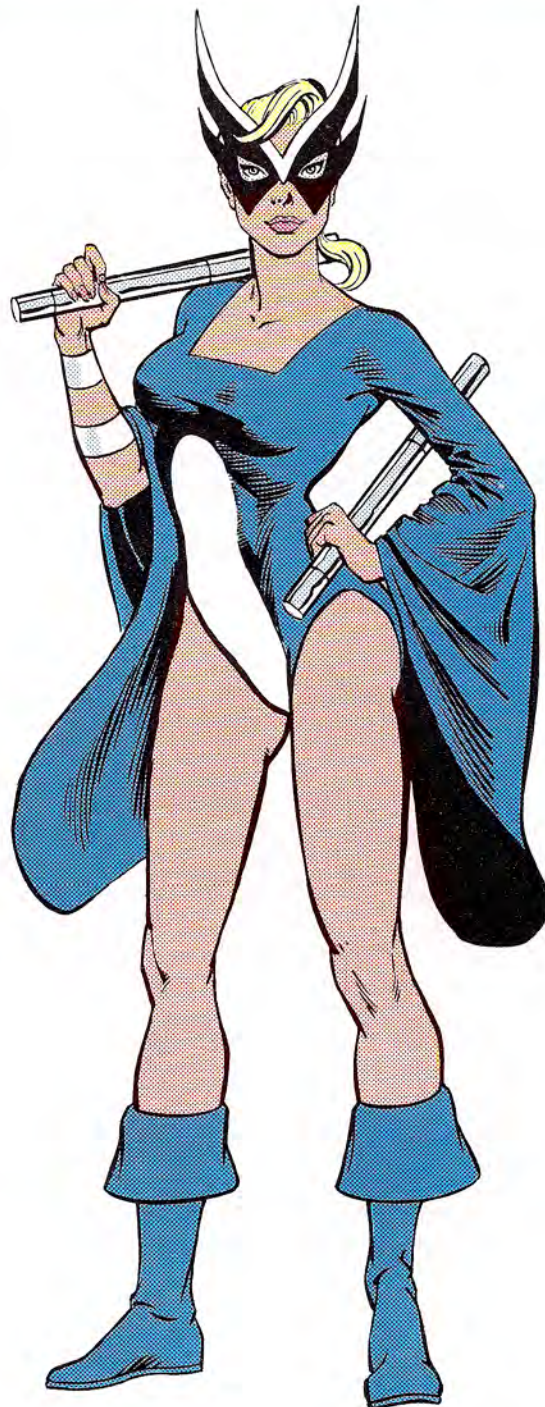
Contacts: Mockingbird has worked with SHIELD, the Avengers, and

especially Hawkeye. In fact, her Popularity is considered Monstrous when she is dealing with SHIELD, Interpol, and government security agencies.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Mockingbird is a brilliant scholar and scientist. She possesses a fine analytical mind and a relentless dedication to honesty and justice. Mockingbird forms a perfect team with Hawkeye; her common sense and espionage training take the edge off of Hawkeye's hot temper and snap judgments.



HISTORY

Barbara Morse graduated from Georgia Institute of Technology with a Ph.D. in biology and passed her Civil Service examination so she could work with her biology professor, Dr. Wilma Calvin, on the government-sponsored project to rediscover the Super-Soldier formula that created Captain America. While in the government's employ, Morse's exemplary record came to the attention of SHIELD and she was invited to undertake training in her spare time. A champion gymnast in high school, Morse excelled at both the physical regimen and arts of espionage taught to all field agents. When Dr. Theodore Sallis, a maverick scientist also working on the Super-Soldier project, disappeared, Morse was given her first field assignment: to accompany SHIELD agent Paul Allen, suspected of being a traitor, to the Savage Land in order to enlist the services of Ka-Zar to find Sallis. Allen and Morse succeeded in contacting Ka-Zar and took him to the Florida Everglades.

Although Sallis was never found (unknown to them he had been transformed into the Man-Thing), Ka-Zar and Morse flushed out a splinter group of AIM (Advanced Idea Mechanics) agents who were attempting to steal the Super-Soldier formula and revealed Allen to be a member. SHIELD director Nick Fury assigned Morse to escort Ka-Zar during his stay in civilization, and the

two managed to thwart yet another attempt by AIM to seize the Super-Soldier formula. Though Barbara Morse became romantically involved with Ka-Zar, she could not convince him to forsake the Savage Land. Preferring field work over biology, Morse was given another assignment: to trail the subversive El Tigre in South America. Coincidentally, this mission also took her to the Savage Land, where she renewed her acquaintance of Ka-Zar. Completing the assignment with the Jungle Lord's aid, she returned to SHIELD.

Her next assignment was guarding a SHIELD lawyer who was to testify before a Congressional committee investigating some of SHIELD's overseas activities. When the lawyer was killed in a suspicious explosion, the head of the committee, believing the assassination to have been an inside job, asked Morse to work directly for the U. S. government to root out subversives within SHIELD. Dropping out of SHIELD, Morse assumed the costumed identity of the Huntress and, traveling to SHIELD's Mexico City headquarters, managed to expose the corruption of local division chief Rico Santana. From there she began her own investigations into some of SHIELD's other divisional operations, looting data-banks and compiling evidence of corruption. Taking the new code-name Mockingbird (from an operation for the C.I.A. involving Nick Fury before his own recruitment by SHIELD), Morse planned to take the evidence to Nick Fury himself.

While in SHIELD's Manhattan branch, local director Carl Deland, himself guilty of numerous infractions, attempted to stop Mockingbird with the unwitting aid of Spider-Man. Although Deland managed to destroy the microfilm she carried, Mockingbird revealed his treachery to Nick Fury before she was shot by agents acting under Deland's orders. While she recovered in a private hospital, Nick Fury conducted a vast "housekeeping" sweep through SHIELD's many divisions, exposing dozens of subversives within the ranks. When Mockingbird was released from the hospital, she was decorated for her meritorious service but resigned to become a free agent and adventurer.

Her investigation of Cross Technological Enterprises for an unnamed client brought her into conflict with Hawkeye, who was then employed as CTE's security director. She and Hawkeye soon learned that CTE was knowingly manufacturing the components for a machine designed to brainwash superhuman beings with ultrasonics. Antagonistic at first, the two joined forces to thwart the machine's contractor, Crossfire, and his hirelings, Oddball and Bombshell.

Mockingbird proposed to Hawkeye at the successful conclusion of the case and the two eloped. When Hawkeye was appointed by then-Avengers chairman, the Vision, to head the team's new West Coast-based team, Mockingbird agreed to join her husband. Mockingbird has been a member in good standing of the West Coast Avengers ever since.

STATISTICS

F PR (4)
A FE (2)
S PR (4)
E EX (20)
R AM (50)
I GD (10)
P AM (50)

Health: 30

Karma: 110

Resources: IN (40)

Popularity: 2

BACKGROUND

Real Name: George Tarleton

Occupation: Former AIM agent;
Former AIM leader

Legal Status: U.S. citizen
(deceased)

Identity: Secret

Place of Birth: Bangor, Maine

Marital Status: Single

Known Relatives: None

Base of Operations: AIM bases
throughout the United States

Past Group Affiliations: AIM

Present Group Affiliation:

KNOWN POWERS

Multitasking: Modok could use any two of his psionic powers at once.

Force Field vs. Energy: Modok could erect a barrier which provided him with Monstrous resistance to energy attacks but only Good protection against physical attacks.

Heat: Modok could unleash this Amazing power at will. Living victims who were attacked in this manner suffered Good damage.

Kinetic Bolt: This bolt of force could do Amazing damage over a range of 2 areas.

Mental Probe: Modok could use this Incredible power at a range of up to 5 miles.

Psionic Blast: This power enabled Modok to do Amazing damage at a range of up to 2 areas.

Total Memory: Modok's fantastic mind gave him an Amazing recall of any fact he had ever known.

Hoverchair: Modok was confined to his Hoverchair. Without it, he was unable to move about due to his greatly deformed body. It had the following characteristics:

Control	Speed	Body	Protection
EX	GD	RM	PR



Robot Body: When Modok employed this mechanism, his Strength and Fighting ranks were increased to Amazing. The body itself had the following characteristics:

Control	Speed	Body	Protection
EX	FE	AM	AM

Talents: None

Contacts: AIM

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Modok had an undying hatred for those responsible for his transformation. His second greatest hatred was for humanity in general, since he was no longer a part of it. His remaining obsessive hate is directed at the current AIM leadership; this assumes that he somehow survived his apparent death. Should that be the case, he may actually aid heroes in AIM's destruction.

HISTORY

George Tarleton was an agent and technician of average intelligence who was employed by the subversive organization known as the Advanced Idea Mechanics, or AIM. Tarleton was chosen at random by AIM's "scientist supreme" (leader) Lyle Getz to be a subject in an experiment in controlled mutation. Placed against his will in the "alteration chamber," Tarleton underwent extensive cellular irradiation and physical bio-engineering that transformed him into a massive-headed being possessing superhuman intelligence and extraordinary psionic powers. Getz intended to have the transformed Tarleton serve as a living computer as well as to employ Tarleton's new psionic abilities for probing the Cosmic Cube, an object of immense power. Hence, Tarleton was given the code-name of Modok, which stood for "Mobile Organism Designed Only for Computing." Enraged by his hideous condition, Tarleton used his new psionic powers to slay Getz and henceforth assumed the acronym "Modok," the "k" standing for "killing." Modok then seized control of the entire AIM organization and eliminated all active opposition to him in its ranks.

The international law enforcement agency SHIELD planted its operative Sharon Carter within AIM as a double agent to learn what Modok was and what his weaknesses, if any, were. However, AIM discovered that Carter was serving SHIELD and made her a prisoner aboard the organization's submarine headquarters. Captain America went there to

rescue her but was captured himself. Both he and Carter were sent to Modok, who attempted to kill them. During Captain America's battle with Modok, other AIM agents, who were opposed to Modok's rule, fired a volley of shots that wounded Modok. Captain America and Carter escaped the submarine, which Modok then destroyed. However, Modok used his psionic abilities to save himself and reassert his leadership over AIM.

Not only was Modok continually thwarted in his schemes by the many superpowered adversaries, but also, under his leadership AIM made no scientific breakthroughs comparable to the organization's earlier creation of the Cosmic Cube and the Super-Adaptoid. Instead, AIM had stagnated intellectually and creatively. Moreover, Modok failed to launch an attack on any major nation as leader of AIM.

Hence, dissatisfaction with Modok's leadership grew increasingly strong and widespread within the organization. Following his defeat by the Yellow Claw, Modok was deposed as leader of AIM. However, he soon regained control of AIM's operations on the West Coast and established a new base in New York City as well. In alliance with Deathbird, then an exile from the Shi'ar Empire, Modok led his AIM forces in an attack on AIM's East Coast division. Still, a considerable portion of the AIM organization remained outside of Modok's control. Modok did not realize that the members of AIM whom he believed were securely under his control were secretly conspiring with the other faction of AIM to destroy him.

Modok led his AIM forces in an attack against the rival AIM faction, but, to his surprise, both AIM groups joined forces and attacked him. Modok retreated, soon afterwards fighting AIM forces alongside the Hulk, but finally fled after battling the Hulk himself.

With Modok gone, all of AIM was finally reunited under new leadership. The new leaders of AIM hired the team of mercenaries known as the Serpent Society to assassinate Modok to prevent him from posing

any further threat to them.

Two of the Serpents, Bushmaster and Diamondback, discovered Modok aboard AIM's abandoned and partially demolished submarine headquarters, interrupting his use of equipment on board to recharge his psycho-motor energies to last him for another year. Though weakened, Modok escaped, ultimately hiding in a warehouse at a shopping mall in Newbury, New Jersey. The Serpent Society tracked him down to the mall, and Captain America went there, too, having learned of the Serpent's mission. Captain America found the weakened Modok as two of the Serpents, Cottonmouth and Death Adder, were tearing away at his flesh. Modok died even as Captain America was trying to help him.

The Serpent Society delivered Modok's corpse back to AIM. Although Modok remained brain dead, they repaired the other damage done to it and kept the rest of the body alive. AIM's new scientist supreme intended to use Modok as a living computer, but AIM member Yorgon Tykkio sent Modok into battle against Iron Man, guiding him by remote control. Tykkio had altered Modok's headband so that it could fire plasma blasts and so that Tykkio could transmit his own voice through it. Iron Man succeeded in battling Modok to a standstill, whereupon Tykkio, by remote control, caused Modok's headband to fire plasma that ignited underground fuel lines, causing an explosion that, finally, annihilated Modok's body.

STATISTICS

F TY (6)
A EX (20)
S TY (6)
E AM (50)
R TY (6)
I EX (20)
P MN (75)

Health: 82

Karma: 101

Resources: EX (20)

Popularity: -20

BACKGROUND

Real Name: Modred

Occupation: Sorcerer's apprentice;
emissary of Chthon

Legal Status: British citizen (circa
3th century AD)

Identity: Secret

Place of Birth: near London,
England

Marital Status: Single

Known Relatives: None

Base of Operations: Wundagore
Mt., Transia

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Ritual Magic: By a combination of
magical words and gestures,
Modred can produce the following
effects:

- Monstrous Magic Detection
- Amazing animation of and control over air, earth, fire, and water.
- Amazing Weather Control
- Incredible Eldritch Bolts
- Incredible Resistance to Magic
- Increases Strength by + 3CS (to Remarkable rank)
- Flight at Incredible air speed (up to 300 mph)

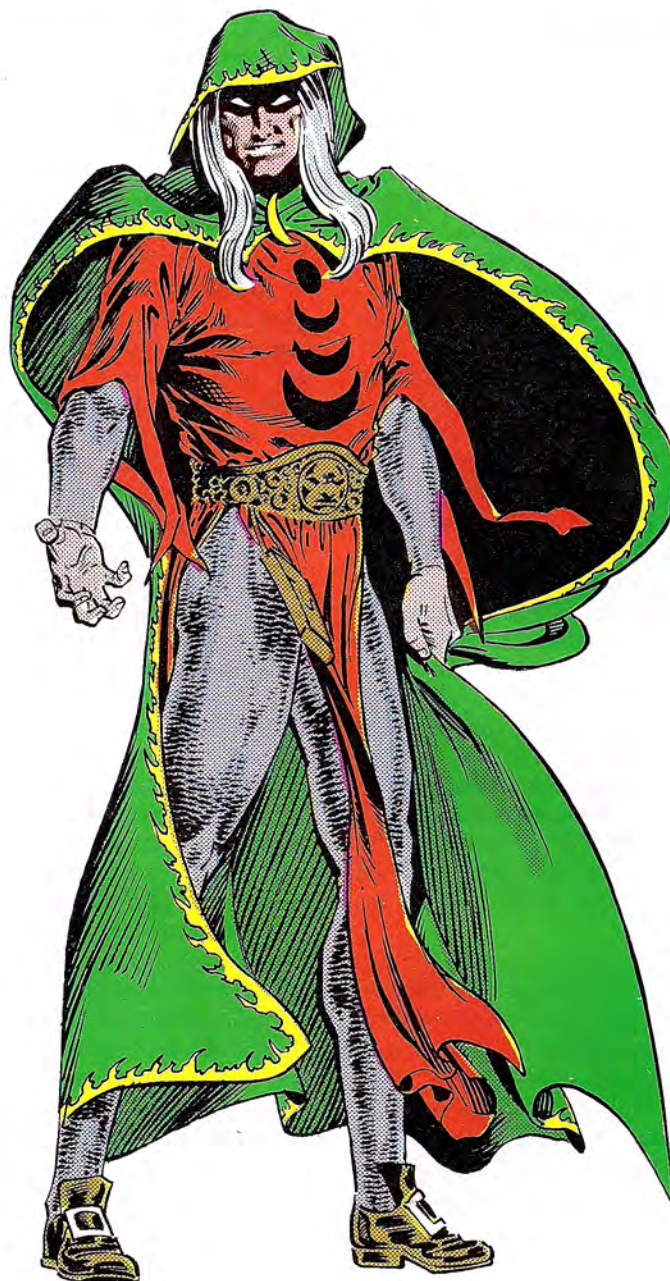
Talents: Modred has Good Reason
in Occult Lore.

Contacts: Chthon

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Modred is an example of a good man turned to evil by the direct control of supernatural forces. Modred tries to be a heroic wizard whenever Chthon's influence decreases. However, under Chthon's influence, Modred becomes a dangerous adversary who uses guile to gain the confidence of his intended victim, then strikes without remorse. If Modred ever returns from Merlin's realm, he should be treated as a hero.



HISTORY

Modred was born to a family of peasants in sixth-century Britain and apprenticed at the age of twelve to a sorcerer named Gervasse. Distinguishing himself as a capable student, Modred's reputation reached Camelot where the Maha Yogi, an immortal mutant with seeming mystical power who was posing as Merlin in the sorcerer's absence, heard of him and summoned him. Since no one knew of the imposture, it was thought that Merlin himself had succumbed to sinister influences. Leery of the summons, Modred decided to attempt to acquire sufficient power to confront Merlin by mastering the Darkhold, a mystical tome which had been sequestered in the Dark Tower by the sorceress Morgan Le Fey's ex-disciple Magnus. To prevent the book from falling into the wrong hands, Magnus constructed an elaborate spell that made it impossible for anyone of evil intent to enter. The good-intentioned Modred breached the barrier and approached the book.

As soon as he spoke the Darkhold's incantation of power, a dark cloud-thing materialized to take his soul in exchange for power. Modred used his own magical skills to resist, until his betrothed, the daughter of Gervasse, entered the tower. When the cloud-thing threatened to take her soul, Modred freely

offered his own, falling into a death-like trance the moment his soul was taken. Gervasse buried the youth in a large vault somewhere near the Dark Tower.

Almost 1,100 years later, two British archeologists discovered Modred's tomb and breached it, an act which somehow caused Modred to awaken. Modred used his Darkhold-derived powers to free himself and the archeologists from the tomb's cave. Once outside, Modred was attacked by the Other, the demonic host of the demon Chthon who created the Darkhold as his touchstone to Earth's dimension. Though Modred believed he vanquished the Other, it actually took refuge in his own body.

Now possessed body and soul by Chthon in accordance with the demon's plan, Modred was unaware of his own nature as a pawn of Chthon until some months later when Chthon summoned him to his tomb in Wundagore Mountain in Eastern Europe. There Chthon commanded Modred to retrieve the Darkhold from its current possessor and then to fetch the mutant Scarlet Witch in whom he had invested sorcerous potential at her birth decades prior. Unable to resist the elder god's influence, Modred battled the Scarlet Witch's companions, the Avengers, as the Witch was bodily possessed by Chthon. When the Avengers drove Chthon back into his tomb, Modred, bereft of Chthon's demonic presence, lost his sanity

and knowledge of magic. Modred was left in the custody of an evolved cow named Bova on Wundagore Mountain.

In her care, Modred's demonic power gradually returned to him. Bova was unaware of it until Modred used his magic to reduce the Thing and the Puppet Master to the size of dolls and animated all of his toys to attack them. Soon after, the mutant Magneto angrily destroyed Bova's cabin after learning that he was the father of Quicksilver and the Scarlet Witch, and that Bova had been the midwife who delivered them. Separated from Bova, Modred wandered the European countryside, subconsciously heading toward his native England.

Once there, Modred's memory and full sorcerous knowledge returned. Determining to magically conquer his native land, Modred attacked England's greatest champion, Captain Britain, and stripped him of his power-conferring uniform. Captain Britain was able to send a distress call to Captain America, however, and the two freedom fighters managed to subdue Modred, and Captain Britain regained his costume. Captain Britain's mentor Merlin spirited away Modred's body upon defeat, saying he would re-educate Modred in the world in which Merlin now existed, and then return him to the mortal plane. Modred's current whereabouts and activities are unknown.

STATISTICS

F FE (2)
A FE (2)
S EX (30)
E MN (75)
R AM (50)
I IN (40)
P AM (50)
Health: 109
Karma: 140
Resources: UN (100)
Popularity: -20

BACKGROUND

Real Name: Mojo
Alias: Lifebringer
Occupation: Slave trader, android grower, and movie producer
Legal Status: Ruler of his native world
Identity: Existence unknown by public
Place of Birth: Unidentified world in another dimension
Marital Status: Single
Known Relatives: None
Base of Operations: His native world
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

Biophysical Control: Mojo had the Monstrous ability to alter a target's metabolism, health, and physical condition so as to attain the following results:

- Heal at 75 times the normal rate.
- Regenerate lost body parts.
- Physical Decay which causes the victim's Endurance to drop -1 CS each turn until the character dies.
- Cellular disruption which does up to Monstrous damage.
- Age Alteration which causes either rapid aging or rejuvenation at 75 times the normal rate.

Hypnotic Control: This power gives Mojo Monstrous control over his victims.

Kinetic Bolts: These blasts are of Incredible intensity.

Mind Control: Mojo has the Monstrous ability to control a victim's minds, memories, and actions.

Spirit Control: This Monstrous ability allowed Mojo to draw a sleeper's spir-

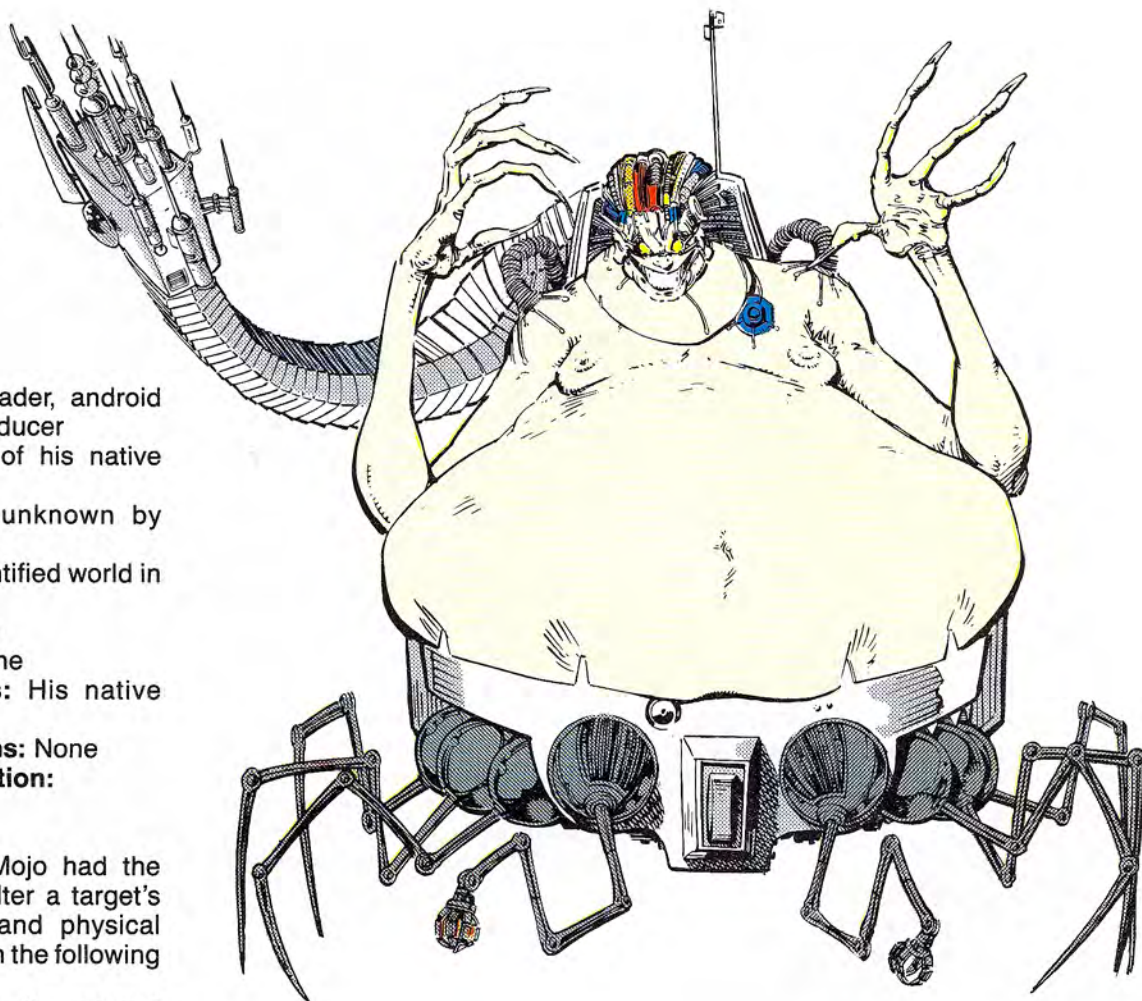
its into his lair. Such captured spirits gain a semblance of reality while the power functions. Sleepers can escape by making a Psyche FEAT.

Dimension Travel: This power operates at Unearthly rank when used in conjunction with Spiral Reality Alteration (Disruption). He has the Unearthly ability to warp his surroundings in ways that threaten life (by creating storms, causing wilting, and so forth). This power automatically functions each hour to damage a geometrically-expanding number of areas. For example: 1 area the

first hour, 2 areas the second, 4 areas the next hour, and so on. Damage ceases when he leaves the Earth dimension.

Transport Platform: Mojo requires this mechanism to stand erect. Without it, his ability to move about is severely limited. In addition to allowing Mojo to walk from point to point, the platform can fly at Good airspeed. The carriage has the following characteristics:

Control	Speed	Body
EX	TY	IN



Talents: Mojo has a Monstrous understanding of psychology, strategy, slave-trading, and cinematography.

Contacts: Mojo could rely on the aid of Spiral, Major Domo, and his other android servants.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Mojo is fascinated by humans because of their potential as both slaves and cinematic subjects. He prefers making movies to revenge, thus he will let a foe flee if the escape will make good footage. He likes subverting heroes for his own purposes. He sees himself as a consummate artist, a true villain to enable his heroic adversaries to attain life through combating him. However, since a true artist never repeats himself, Mojo must always come up with a new plot.

HISTORY

On a world in another dimension, a race of sentient semi-humanoid beings lacking spines evolved. The race's inability to stand upright prevented their civilization from advancing beyond a relatively primitive level. Finally, the scientist Arize designed an artificial exoskeletal frame that would enable a member of his race to stand erect. Most of the race began using these exoskeletons, and, under Arize's guidance, their civilization rapidly advanced.

However, some of Arize's race refused to use the exoskeletons, and somehow these so-called Spineless Ones became the race's rulers. The Spineless Ones demanded to have a race of slaves, which Arize created for them, through genetic engineering. Arize designed his genetic creations to resemble the Spineless Ones' mythic images of devils, which look like Earth human beings.

One of the Spineless Ones, Mojo, became ruler of the entire world. He also ran a slave trade, creating and dealing in humanoid slaves, as well as a movie industry. Mojo supervised the creation of many humanoid and

some not-so-humanoid slaves. Spiral, for example, had six arms, and Quark looked like a ram. Mojo was present when one of the slaves Arize had designed, who later became known as Longshot, first achieved consciousness. Mojo put Longshot to work in his movie industry, performing dangerous stunts, but Longshot became the leader of a slave rebellion. Longshot was captured and rendered amnesiac, but he escaped and fled through an interdimensional portal to Earth. Mojo sent Spiral and other rebel hunters to kill him, but they failed.

Mojo became intrigued when he learned that Earth was inhabited by a race of human beings. He journeyed there with Spiral, intending to prevent Longshot from returning to their native world and stirring up further rebellion. Mojo also decided to take over Earth himself. However, Mojo was defeated by Longshot, who forced him into an interdimensional portal. Presumably, Spiral led Mojo back to their home world. Longshot followed, having regained much of his memory, planning to kill Mojo and lead his world's humanoids to Earth and freedom. Mojo's activities since leaving Earth are as yet unrevealed.

STATISTICS

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

Health: 54

Karma: 70

Resources: IN (40)

Popularity: 0 / 100 to Moloid Subterraneans

BACKGROUND

Real Name: Unknown

Occupation: Ex-nuclear engineer, ruler of Subterranea

Legal Status: Citizen of Subterranea

Identity: Unknown

Place of Birth: Unknown

Marital Status: Married

Known Relatives: Kala, Queen of Atlantean Netherworlders (consort)

Base of Operations: Subterranea

Past Group Affiliations: Subterraneans

Present Group Affiliation:

KNOWN POWERS

Abnormal Sensitivity: Although Mole Man has adequate vision in dark places, he is blinded by normal light.

Hypersensitive Hearing: This Typical power enables Mole Man to clearly hear almost any sound at a distance of up to 2 areas.

Hypersensitive Touch: Mole Man can identify substances and items by touch if he is able to make a Green Reason FEAT.

Radar: This Typical power functions similarly to Daredevil's Radar Sense but is not as acute.

Visor: This device protects Mole Man's vision in normal lighting by reducing its intensity.

Costume: The Mole Man's costume provides him with Amazing protection against heat, fire, and lava.

Staves: Each of these six-foot-long staves contains Good Radar and one of the following powers:

- * Incredible electrical discharge
- * Remarkable flame generation
- * Incredible light emission
- * Incredible vibratory shockwave

Talents: Mole Man has Incredible



Reason in the fields of Subterranean geography and geology, spelunking, Deviant weapons systems, and monster training.

Contacts: In the past, Mole Man has been an ally of Kala and Red Ghost, as well as leader of the Outcasts.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Mole Man is an example of a person who acts as a supervillain to deal with his bitterness. He originally wanted to destroy the surface world as revenge for its rejection of him. As time passed, he mellowed and became more concerned with protecting his realm. He is sympathetic toward others who were also rejected by the world.

HISTORY

Very little is known about the origin of the Mole Man. According to the Mole Man himself, his bizarre physical appearance had caused him to be shunned and ridiculed since childhood. Believing that total loneliness would be better than the cruelty shown to him by other people, the Mole Man decided to exile himself from humanity. He began searching for the legendary land at the center of the Earth.

Finally, when he was about to abandon hope, his skiff washed ashore on a deserted island, which he named Monster Isle, located within the Bermuda Triangle. There the Mole Man discovered a cavern leading deep underground. His enthusiastic shouts triggered an avalanche, which he survived, but at the cost of most of his eyesight.

Nevertheless, the Mole Man made himself ruler of a wide empire in the underground realm he called Subterranea. (Subterranea does not actually lie at the center of the Earth, but instead consists of a seemingly planetwide network of caverns lying miles beneath Earth's surface.) In this underground world he discovered a race of semi-humanoid creatures called Subterraneans. The Mole Man controls the race known as the Moloids, which are distinguished from other Subterranean races by their pale yellow skin color. The Mole Man also found and mastered highly advanced technological devices which had been created and abandoned by the race of Deviants. Furthermore, the Mole Man discovered and learned to control a large number of non-humanoid monsters, which either may be descendants of

beings created through genetic manipulation by the Deviants, or may be uncivilized, in some cases nearly mindless, highly mutated Deviants themselves. The Mole Man also developed a natural "radar sense" that enabled him to sense things in the subterranean darkness.

The Mole Man first intended to take his revenge on the surface world's population by destroying Earth's power plants and unleashing his monsters. He was thwarted by the Fantastic Four in their first mission after gaining their superhuman powers. The Mole Man next attempted to trigger a nuclear war between the United States and Soviet Union, intending to rule what remained of Earth's population with ray devices, and then have his Subterranean armies conquer the planet. The Fantastic Four foiled both these schemes.

Apart from attempting to conquer the surface world, the Mole Man has also tried repeatedly to make himself sole master of Subterranea. His greatest rival has been Tyrannus, another man from the surface world. The Hulk and the X-Men have both served as pawns in the wars between the Mole Man and Tyrannus. Eventually the Mole Man captured Tyrannus and used drugs to turn him into a mindless slave.

The Mole Man formed an alliance with Kala, queen of the Netherworlders, descendants of surface Atlanteans who now live underground. The Mole Man fell in love with the beautiful Kala, and together they conspired to destroy the surface world's civilizations with magma from deep underground. However, Kala betrayed the Mole Man by releasing Tyrannus from his control, and the two new allies made the Mole Man their prisoner. Tyrannus,

intending to rule alone, turned against Kala, but soon was nearly killed in an explosion. Kala and the heartbroken Mole Man parted, each to rule his or her own kingdom.

The Mole Man's lust for vengeance on the surface world eventually receded. He gathered many physically deformed or ugly people from the surface world who had been spurned as he had, and created a peaceful utopia for them in his underground kingdom. He endowed some of them, known as the Outcasts, with superhuman powers.

The Mole Man's forces clashed with Kala's on the surface world, and during the battle, Kala lost her protection against the air's effects and swiftly became an elderly woman. Still in love with her, the Mole Man offered the distraught queen companionship, and she accepted. It is not known whether Kala is still living with the Mole Man.

Recently, underground drilling that was part of billionaire Alden Maas's Project Worldcore unleashed magma in the Mole Man's realm, killing many of the people and Subterraneans living there. Believing his dreams of utopia ruined, the Mole Man has once again become a dangerously embittered man.

Recently the Mole Man left his Moloid followers to explore the inner caves. Chaos ensued when the Tyrannoids took over the Moloids and formed an army to defend themselves from the Lava Men. The Mole Man was himself kidnapped by the Lava Men.

The Fantastic Four discovered that the caverns of Subterranea are all linked by space warps. These discretely teleport travelers across great distances or even into other dimensions. It's clear that anything can happen.

STATISTICS

F FE (2)
A PR (4)
S PR (4)
E GD (10)
R GD (10)
I FE (2)
P MN (75)

Health: 20

Karma: 87

Resources: EX (20)

Popularity: 1

BACKGROUND

Real Name: Owen Reece

Occupation: Ex-lab technician, ex-criminal, laborer at atomic plant

Legal Status: United States citizen with psychiatric record

Identity: Powers secret from general public

Place of Birth: Brooklyn, NY

Marital Status: Single

Known Relatives: None

Base of Operations: Formerly NYC area, now suburbs of Denver, Col.

Past Group Affiliations: "Secret Wars" criminal army

Present Group Affiliation:

KNOWN POWERS

Elemental Conversion: Reece can alter the elemental composition of matter with Unearthly skill.

Molecular Conversion: Reece can make Monstrous changes to the molecular structure of matter.

Matter Animation: Reece has the Monstrous ability to animate anything, gaining the following powers:

- Flight at Poor air speed
- Monstrous control over any type of machine.

Molding: Reece is able to make Monstrous alterations in the surface features of any object.

Disruption: Reece can break down the very structure of matter with Class 3000 ability.

Serial Immortality: There are two ways in which Reece can manifest this Monstrous power:

- Reece can store his life force in his wand, then take over anyone who handles it.
- By making use of his various powers, he can create a completely new body for himself.

Weakness: Except for Serial Immor-

tal, none of his Powers is able to directly affect living targets.

Talents: None

Contacts: Volcana (Marsha Rosenberg)

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

Owen is a nerd, a crazy little geek with god-like powers. He uses his powers to live out his fantasies, which, unfortunately, often involve world conquest. Owen is now trying to be a good boy to make his friend Marsha happy. He may still have a crush on Tigra, too.

HISTORY

Owen Reece was a small, frail, timid child who obsessively clung to his mother. He grew into a weak-willed adult, made bitter and lonely by his mother's death, and full of fear and hatred of what he regarded as a deeply unfriendly world. Reece became a lowly laboratory technician working at a nuclear plant owned by the Acme Atomics Corporation. He was disgruntled by his job's long hours and low pay. One day, growing careless, Reece accidentally activated an experimental particle generator, which bombarded him with an unknown form of radiation. The radiation had a mutagenic effect on Reece, releasing his potential for psionic powers on a cosmic scale. Reece could now control all matter, even down to the molecular level, and all energy. The radiation also left markings resembling lightning bolts across Reece's face. Reece named himself the Molecule Man after his power to control molecules.

The tremendous forces released by the accident opened a "pinhole" between Earth's dimension and the dimension containing the immensely powerful entity later known as the Beyonder. During the following years, the Beyonder observed Earth and its multiverse through the interdimensional pinhole.

The day after the accident, the president of Acme Atomics fired Reece for his carelessness. Angered, the Molecule Man covered the president and his desk with ice that he formed from molecules in the air. Reece was now out to use his powers to take revenge on a world he believed had belittled and persecuted him. Yet Reece was so filled with self-doubt, fear, and self-hatred, that he rendered himself vulnerable by subconsciously imposing limitations on his powers. He believed himself to be able to affect only inorganic molecules (and hence unable to affect living beings with his powers).

Uatu, the alien Watcher whose task it is to observe Earth, recognized the dire threat that the Molecule Man posed to the multiverse. Uatu alerted the team of superhuman champions known as the Fantastic Four of the threat posed by the Molecule Man. The Fantastic Four used Reece's self-imposed inability to affect organic molecules to defeat him, and the Watcher transported the Molecule Man to confinement in an otherdimensional world where time passes at an accelerated rate.

Believing himself unable to escape, Reece created a humanoid construct to serve as his companion, and through unknown means endowed it with consciousness. Reece let the construct believe itself to be his son. Before dying, Reece transferred his consciousness and powers into the wand his "son" carried. Not bound by human limitations, the construct, known as the new Molecule Man, escaped the world and went to Earth, bringing the wand with him. In an attempt to avenge his father, the new Molecule Man battled the Thing of the Fantastic Four, using Reece's powers through the wand. Dependent on the metal wand to maintain his existence in this dimension, the new Molecule Man disintegrated when the wand was taken from him.

However, the consciousness and powers of the original Molecule Man remained within the wand, and the Molecule Man could overpower the minds of whoever touched the wand and take control of their bodies. The wand passed through the hands of a succession of holders until Reece's mind recreated his mutated body and transferred his consciousness and powers out of the wand and into the body. He threatened to destroy the world, but was persuaded by the Avenger named Tigra to give himself up and seek psychiatric help.

Reece did so, and soon began to change. He now had simple goals: true love, friendship, and a good home. Reece found himself sent to Battleworld, the planet created by the Beyonder, as part of the small army of criminal superhuman beings that were to engage in the first "Secret Wars." Impressed by the charismatic criminal leader, Doctor Doom, Reece agreed to help fight the superheroes also brought to Battleworld. During the course of the war, Reece and a superhuman called Volcana fell in love with each other. Doom eventually succeeded in stealing the power of the Beyonder and transferring it into himself, both only temporarily. Believing himself abandoned by Doom, Reece threatened to kill him. But Doom helped Reece break through his mental blocks and realize that his power was greater than he had believed. No longer angry at Doom, Reece used his powers to transport himself, Volcana, and most of the criminals back to Earth. On Earth, Reece and Volcana began living together quietly, and Reece took a new job as a worker in an atomic plant.

But then, months later, the Beyonder, again in possession of his full power, came to Earth in humanoid form seeking emotional fulfillment. When he failed,

the Beyonder decided to rid himself of the problem by obliterating the multiverse. Reece attempted to save the universe by destroying the Beyonder, but the Beyonder's immense power far surpassed even Reece's own. Ultimately, Reece joined forces with many of Earth's superhuman champions to battle him. But the Molecule Man exhausted himself fighting the Beyonder, who unleashed an immensely powerful blast of energy to destroy Reece and his allies. The blast ripped open Earth's crust in the area of the Rocky Mountains, and would have caused incredible planetwide instability if not for the Beyonder's power. The Molecule Man used his power to shield himself and his allies, and to remove every living thing from the path of the blast to safety. But as a result of his monumental efforts, Reece had severely injured himself internally.

His foes defeated, the Beyonder proceeded with his new plan to find fulfillment by using a complex machine to transform himself into a mortal being with his full power. The machine drained the Beyonder's power into itself, transformed him into a mortal baby, and then began transferring the energy back into him. The infant would soon again become an adult. The Molecule Man and his allies found the machine, and Reece believing they could not take the chance that the newly reborn Beyonder would not someday destroy the multiverse, decided to kill him while he was vulnerable. Reece wrecked the machine, causing the infant's death, and diverted the Beyonder's immense power, which the machine released, through an interdimensional portal into the dimension from which the Beyonder had originally come. There the energy created a new, inhabited universe.

The injured Molecule Man and the Silver Surfer, uniting their power temporarily, repaired all the damage done to the Earth, restoring the mountains and the part of the crust that the Beyonder had destroyed. Reece, believing that Earth's superhuman champions would always worry about his misusing them, pretended his powers had been burned out. Among his allies, only Volcana and the Silver Surfer know that Reece still has his powers, which have since returned to full strength. Today Reece is still living quietly with Rosenberg in their Denver suburb.

STATISTICS

F RM (30)
A RM (30)
S GD (10)
E RM (30)
R GD (10)
I EX (20)
P AM (50)

Health: 100

Karma: 80

Resources: FE (2)

Popularity: 0

BACKGROUND

Real Name: Heather Douglas

Occupation: Former priestess and adventurer

Legal Status: U.S. citizen, naturalized Titanian citizen

Identity: Secret

Place of Birth: Los Angeles, Calif.

Marital Status: Single

Known Relatives: Arthur (father, a.k.a. Drax the Destroyer, deceased), Yvette (mother, deceased)

Base of Operations: Mobile; formerly Defenders Mansion, Colorado

Past Group Affiliations: Avengers, Defenders

Present Group Affiliation:

KNOWN POWERS

Telepathy: Unearthly rank

Mind Control: Unearthly control

Mind Blast: Incredible intensity; maximum range is 2 areas

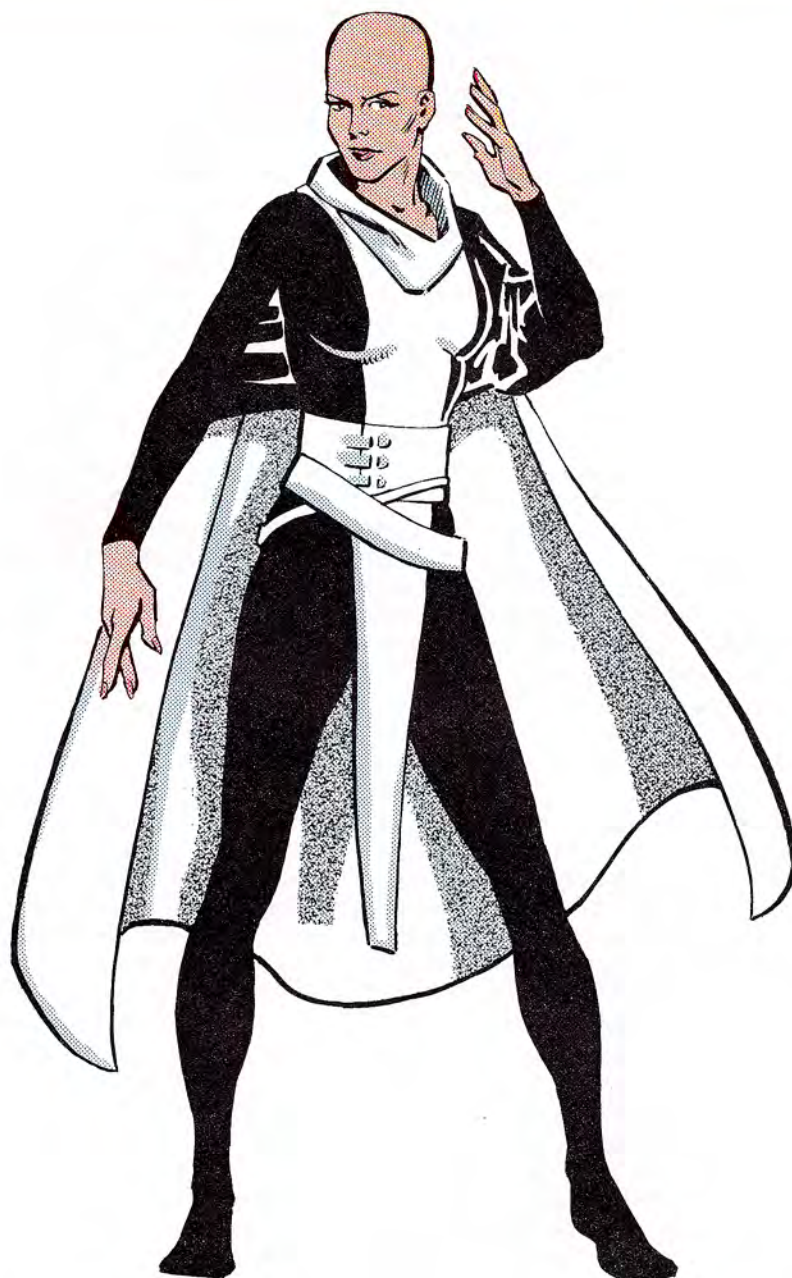
Telekinesis: Remarkable rank

Kinetic Bolt: Excellent intensity; maximum range is 6 areas

Talents: Unearthly Reason in the fields of Genetics and Biochemistry. With good facilities, she is capable of creating new superbeings.

Contacts: Estranged member of the Avengers and Defenders. She is still friendly with Her.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

Moondragon is a smug, arrogant, self-centered person who will gladly step on anyone in the pursuit of her goals. She feels comfortable acting as either heroine or villainess. She has no friends, only allies of the moment. She develops fixations so intense that, if her efforts are stymied, she will fly into a rage. She is a sore loser.

HISTORY

Heather Douglas is the only daughter of real estate agent Arthur Douglas and his wife Yvette. One night when Heather was three years old, she and her parents were driving when they happened to witness the approach of a scoutship belonging to the mad Titanian named Thanos. Wishing to maintain secrecy, Thanos caused the car to crash and burn, killing all the occupants but Heather,

who was thrown from the car. (Arthur Douglas was later resurrected in a new body as Drax the Destroyer.)

Alone on the desert, the child was rescued by Mentor, Thanos's father and the benevolent ruler of the Eternals of Titan who had been monitoring his evil son's activities. Taken to the settlement of Eternals on Titan, Heather Douglas was placed in the Shao-Lom monastery to be schooled in the arts and disciplines of the ascetic monks of Titan. The Shao-Lom taught her complete control of her body and mind as well as total mastery of her latent psionic potential. She also became an accomplished athlete, martial artist, and geneticist.

Eventually she sensed a malevolent spiritual presence and made psychic contact with it. The presence was that of the Dragon of the Moon, a cosmic entity that claims to have existed before the creation of planets in the cosmos, and to have destroyed entire civilizations. The Dragon existed on Titan before Mentor settled there and claimed responsibility for destroying the Eternals of Uranus who had previously lived there. The Dragon began to take over Douglas's mind, but aided by the psionic barriers protecting Titan, she drove the Dragon from her mind.

When her studies were finished, she chose "Moondragon" as her name within the order of priests in commemoration of her victory. Her decision shocked the priests. She came to regard Mentor and the entire population of Titan as, in her words, "fools and idiots." Moondragon was unaware that the Dragon was continuing to influence her subconsciously, and that its goals were becoming hers.

Thanos launched an attack against Titan that destroyed much of its civilization. Fleeing Titan in her own space vessel, Moondragon came to Earth where, under the name Madame MacEvil, she began

testing some of Earth's superhuman champions for possible use in the war against Thanos. She also experimented with the genetic make-up of a number of human beings, using Titanian technology to turn three Earthmen into Angar the Screamer, Ramrod, and the Dark Messiah.

Soon after Thanos was vanquished, Moondragon became involved with the Avengers, but she began to make her feelings of superiority to commonplace humanity (as well as to the majority of the Avengers) known, eventually denying her humanity and claiming to be a goddess. Offered membership in the Avengers, she refused, but she continued to associate with them periodically.

A turning point in Moondragon's thinking came when she helped the Avengers battle the power-siphoning being from the future Korvac. Scanning Korvac's mind, she learned of his plan to remake the universe, eliminating all chaos, including free will. When the would-be god committed suicide, she mourned his passing, believing his goals to be correct. She then began devoting her efforts to righting what she perceived to be wrongs by imposing her will upon those individuals and groups who did not conform to her sense of propriety. In the process, she took the life of her father, Drax the Destroyer. The Asgardian god Thor, a member of the Avengers, turned Moondragon over to his father Odin, ruler of Asgard, for punishment.

Odin forced Moondragon to wear a headband that greatly reduced her mental powers. Odin entrusted Moondragon to the custody of Brunnhilda the Valkyrie, a member of the team of superhuman champions known as the Defenders, which Moondragon reluctantly joined. She was again consciously being tempted by the Dragon of the Moon, but she continued to resist it. Despite her initial contempt for the

Defenders, she increasingly sought to be accepted by them as a good person. Finally, she and the other Defenders were captured by Asgardian trolls. One of the trolls offered to remove the headband if she would aid him with her psionic powers. The Dragon tempted her with offers of power if she did so. Rejecting the Dragon and her own potential for evil, Moondragon refused to allow the headband to be removed and made it possible for the Defenders to escape. The headband fell from her brow.

Moondragon learned that she was dying. The Dragon of the Moon offered to save her life. As pain overcame her, Moondragon became desperate and gave in to the Dragon. Now thoroughly corrupted by the Dragon and endowed with much more power, Moondragon battled the Defenders. The Valkyrie forced her to retreat, but she returned weeks later to destroy the Defenders. The Dragon, persuaded her to turn to the alien Beyonder for the power she needed. The Beyonder increased Moondragon's power, and she once again attacked the Defenders. She cast the Gargoyle's human soul from his body, which fell under the Dragon's control. Interloper, the Valkyrie, and others jointly hurled the power of their life forces against Moondragon, the Dragon, and the possessed Gargoyle. They were all seemingly transformed into statues of ashes and dust, and the Dragon of the Moon apparently disappeared, presumably unable to remain in this dimension without Moondragon. The statue of Moondragon crumbled before the survivors' eyes.

But whether this is what truly happened to Moondragon and the others, and whether they are still alive, or somehow capable of returning to life, are questions still to be answered.

STATISTICS

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

Health: 90

Karma: 60

Resources: RM (30)

Popularity: 10

BACKGROUND

Real Name: Marc Spector

Aliases: Fist of Konshu, Steven Grant (defunct), Jake Lockley (defunct)

Occupation: Adventurer, entrepreneur, ex-mercenary, ex-cab driver

Legal Status: United States citizen with criminal record

Identity: Secret

Place of Birth: Chicago, Illinois

Marital Status: Single

Known Relatives: Randall (brother, deceased), Elias (father, deceased)

Base of Operations: Spector Mansion, Long Island, NY

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Power Boost: While the moon is up, his Fighting, Agility, Strength, and Endurance ranks increase +1 CS. His Health increases to 130.

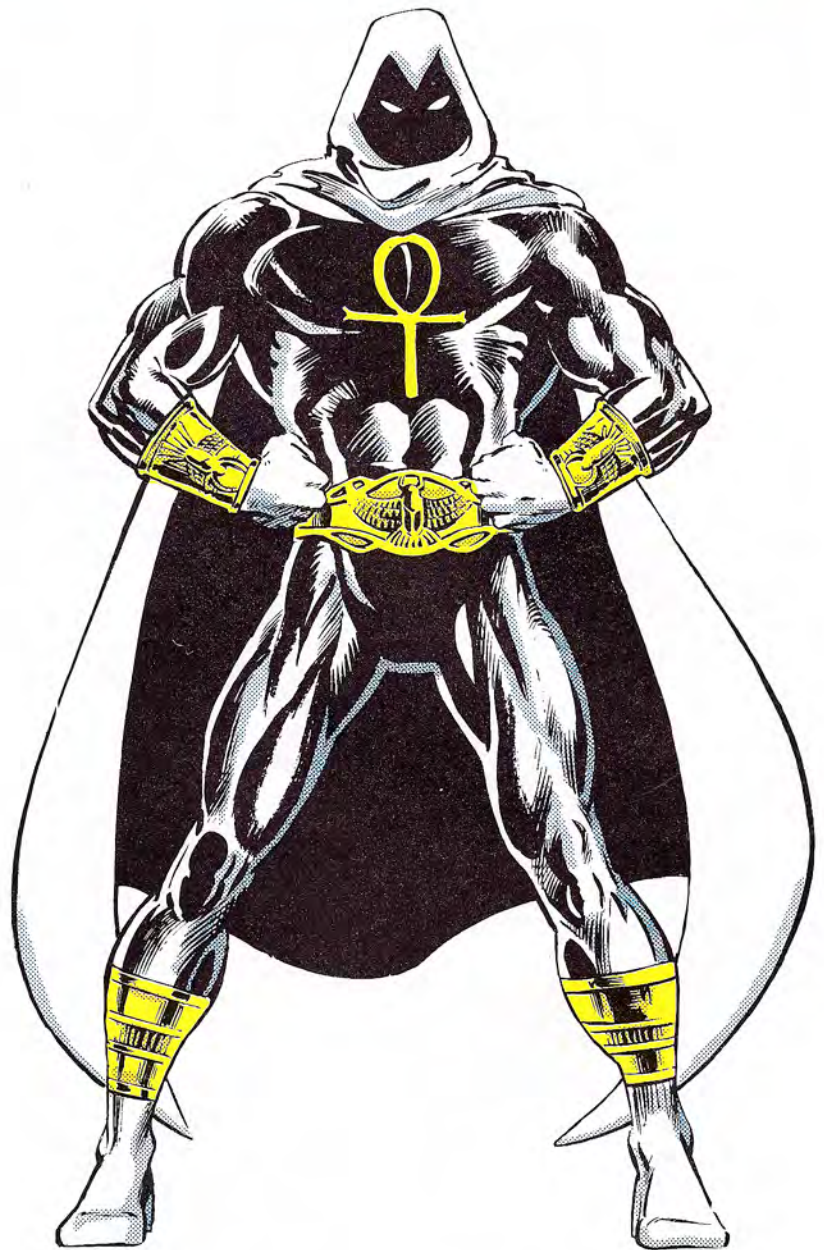
Ankh: This object glows in the presence of danger, giving Moon Knight Monstrous Danger Sense. Using the Ankh raises his Intuition +3 CS to Amazing. It can be thrown to do Good damage.

Bola: This weapon can be thrown up to 3 areas to do Typical damage or inflict a Good Grappling attack.

Ivory Boomerang: Like the bolo, this weapon has a range of 3 areas. It does Excellent damage and normally returns to thrower.

Lasso-Grapple: This can be used at a maximum range of 1 area to cause Good damage or make an Excellent grappling attack versus a single target. Moon Knight can also use it as a grapple, enabling him to climb walls at a rate of 2 stories per turn.

Scarab Darts: With a range of 3 areas, these weapons can cause



Good Edged Throwing damage. As a "called shot," they can be used to pin a target to a wall.

Throwing Irons: These can be used at a range of up to 5 areas to inflict Good Blunt Throwing damage.

Talents: Moon Knight has acquired the skills of a Soldier, Driver, and Financial specialist.

Contacts: When he needs help, Moon Knight can (or could) call on Marlene Alraud, Jean-Paul "Frenchie" Du Champ (deceased), Bertram Crawly, and Rick and Ray Johnson.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Basically Marc Spector is a mentally disturbed man dealing with his problems through multiple personalities and superheroics. His guilt and disgust over his past life compel him to atone by acting as a hero. He reacts strongly when he confronts people from his past. While his associates find him difficult, he readily accepts orders from superiors.

HISTORY

Marc Spector was the son of rabbi Elias Spector, a noted European Hebrew scholar who had fled to the United States to escape Nazi persecution. As Marc grew up, he rejected his father's way of life and began to pursue a very materialistic existence. He first became a liaison to the Central Intelligence Agency, and resigned a few years later to become a mercenary soldier. He fought in three African wars and five South American revolutions. It was in Africa that Spector met pilot Jean-Paul DuChamp, whom he nicknamed "Frenchie," a man who would become his most trusted aide and constant companion.

At the peak of his career as a soldier of fortune, Spector worked as second-in-command to Roald Bushman, a terrorist for hire who had his face tattooed as a death mask. While fighting rebel forces in the Sudan, Spector learned that Bushman planned to loot a nearby archeological dig. Already aware that he was working on the wrong side, Spector decided to leave Bushman that night. However, Dr. Peter Alraune, an American archeologist trying to preserve the dig's treasures, tried to stab Bushman in the back. Spector instinctively stopped him. Bushman murdered the archeologist. Sickened, Spector warned the archeologist's daughter Marlene to get to safety, and then challenged Bushman. Bushman bested Spector and left him out in the desert to die.

Spector was carried to shelter by adherents of the ancient Egyptian religion, but it was apparently too late to save his life. For nearly a min-

ute, Spector lay before the statue of Khonshu, the Egyptian god of the moon. Inexplicably, Spector's heart began beating again. In a delirium, he attributed his revival to Khonshu and declared himself the moon's knight of vengeance. Draping himself in a white cloth, Spector destroyed Bushman's organization in that part of the world, and then took Frenchie and Marlene with him back to America.

After months of deliberation, Spector decided to adopt the costumed identity of the Moon Knight in order to use his acquired wealth and resources to wage war against criminals and terrorists. Frenchie became Spector's pilot, confidant, and special agent. Marlene became Spector's confidant and paramour.

Learning of the underworld connections of a group of businessmen called the Committee, Spector sent Frenchie to infiltrate the group. When the Committee became interested in using Jack Russell, the local werewolf, as an agent of terror, Frenchie recommended Spector for the job of capturing the beast. Frenchie provided the Committee with Spector's Moon Knight costume, pretending to have created the identity for the job. Spector, as Moon Knight, found Russell and took him to the Committee, but then set him free, halting the Committee's operations.

Shortly thereafter, Spector adopted the identity of millionaire Steven Grant. He bought a mansion on Long Island for use as his base of operations in his war against crime. Seeking to travel incognito, Spector also adopted the identity of cab driver Jake Lockley. As Lockley, he assembled a network of street informants and aides, including Bertram Crawley, and Ray and Rick Johnson.

The Moon Knight led a successful crimefighting career in the New York area, battling such foes as the Midnight Man, Morpheus, the Jester, and the Black Spectre. He also vanquished his old enemy Bushman in battle. However, the strain of maintaining four separate identities began to take its toll. Finally, at Marlene's behest, he retired all of his false identities so that he could con-

centrate on his true identity of Marc Spector. He legally transferred ownership of his mansion from Grant to Spector, and then became a world-traveling dealer of fine art. Symbols of his abandonment of his Moon Knight persona included his putting the statue of Khonshu, which he had acquired long ago, onto the auction block.

A few weeks later, Spector began having vivid dreams that Khonshu was summoning him. These proving to be irresistible, he boarded a flight to Egypt to investigate their significance. Three priests of Khonshu told him that being Moon Knight was his destiny. Not able to help himself, he donned the new Moon Knight costume they had for him and accepted their new weapons. The priests, who claimed to be unable to leave the tomb, assigned him the task of returning to them the statue of Khonshu which he had sold. In the process, he encountered his counterpart, the champion of Anubis, the jackal-headed god, and defeated him. Since returning the statue to them, he has acted as the agent of the priests of Khonshu, traveling the world at their bidding to battle the forces of evil.

STATISTICS

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

Health: 100

Karma: 40

Resources: GD (10)

Popularity: -15

BACKGROUND

Real Name: Dr. Karla Sofen

Occupation: Psychiatrist and psychologist

Legal Status: United States citizen with criminal record

Identity: Publicly known

Place of Birth: Van Nuys, California

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Masters of Evil (III, IV)

Present Group Affiliation:

KNOWN POWERS

Light Control: Moonstone has the Amazing ability to create light in any portion of the spectrum (including the infrared and ultraviolet). In addition, she has developed the following power stunts:

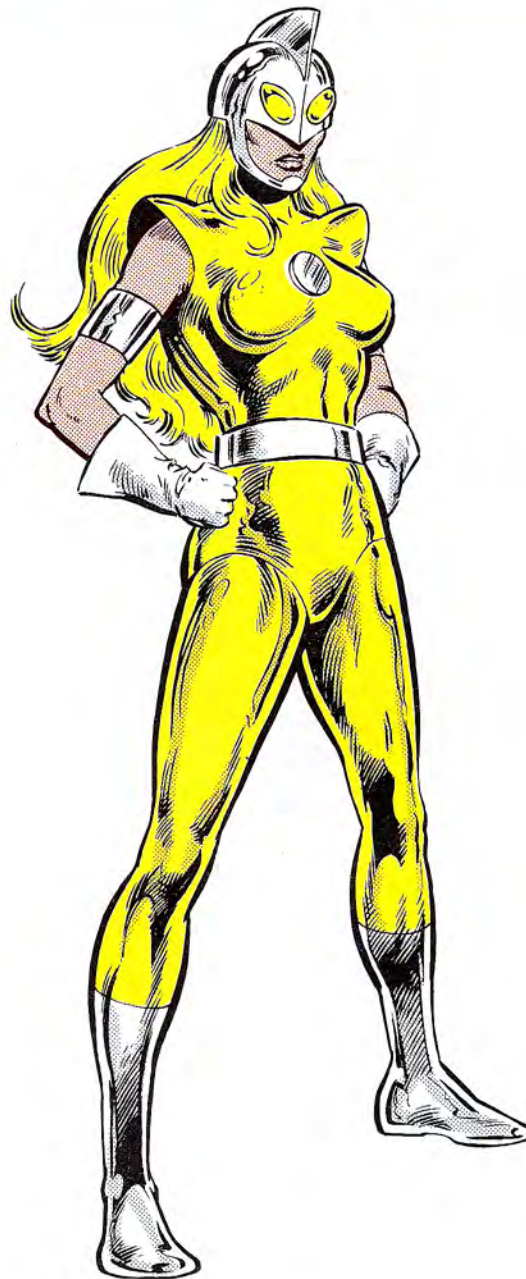
- Unleashing a blast of Amazing intensity light which can Slam or Stun opponents of up to Unearthly Endurance.
- Firing a laser of Amazing intensity and range.

Flight: Moonstone can fly at up to Poor air speed (60 mph).

Phasing: This Amazing ability is limited to Moonstone herself and her costume. She can remain in a phased state only as long as she can hold her breath.

Talents: Moonstone has Excellent Reason in the fields of Medicine and Psychiatry. She is skilled in the use of mind-altering drugs.

Contacts: Moonstone is a former ally of Dr. Faustus and an agent of the Corporation.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Moonstone covets wealth and control over others. She will gladly use any means to further her goals, although she prefers subterfuge and treachery. She uses allies as tools, although she will appear to serve their needs. Her psychiatric skills make her a cunning strategist who is able to use her understanding of basic human behavior against her foes.

HISTORY

Dr. Karla Sofen was a former associate and student of the criminal mastermind Dr. Faustus. She satisfied her cravings for power and control over others by her criminal activities. A noted psychiatrist, she was asked by a prison board to help cure Byron Becton, the original Moonstone. Using hallucinogenic gas to make Becton think he was a monster, she caused him to reject the moonstone, a rock taken from the Blue Area of the moon believed to be invested with some of the Watcher's power. When she took the rock from him and absorbed it into her hand, she assumed the energy powers that were his.

After mastering her new powers, Moonstone offered her psychiatric services to Dr. Leonard Samson who was treating the Hulk. Samson

invited her to Gamma Base where she used her security clearance and powers to gain access to the secret Gammavator components which she hoped to sell to the Corporation, a now-defunct criminal cartel. Her theft was interrupted by the Hulk, however, and after holding her own against the brute for a while, she faltered and had to use trickery to extricate herself from the situation.

Her cover uncompromised, she was contacted by Senator Eugene K. Stivik, a member of the Corporation, and offered a position in the eastern branch of the organization. Accepting, she was soon involved in a war between the East and West Coast factions of the Corporation, a struggle also involving the Hulk, Captain America, the Falcon, and Quasar. She was eventually apprehended and imprisoned.

The criminal mastermind Egghead freed Moonstone from prison to recruit her into his Masters of Evil

outfit. She assisted him in his scheme to discredit his old enemy, Henry Pym until Egghead was killed and she was apprehended. She was turned over to the government energy facility Project: Pegasus for study but managed to escape with the aid of fellow prisoner Blackout. When the Avengers caught up with them, Blackout surrounded them with his darkforce energy and teleported them to the moon, where Moonstone hoped to find more moon rocks to augment her power. The two were apprehended by the mutant Dazzler and the Inhumans and returned to Project: Pegasus.

When Project: Pegasus abandoned its research on superhuman beings, Moonstone and Blackout were among the test subjects to be transferred to a new facility. They were freed en route by agents of the second Baron Zemo, who was organizing a new Masters of Evil. Moonstone is currently at large.

STATISTICS

F EX (20)
A EX (20)
S RM (30)
E AM (50)
R RM (30)
I EX (20)
P GD (10)

Health: 120

Karma: 60

Resources: TY (6)

Popularity: 0

BACKGROUND

Real Name: Dr. Michael Morbius

Alias: The Living Vampire

Occupation: Biochemist, ex-adventurer

Legal Status: Citizen of undisclosed European country; US resident alien with criminal record

Identity: Publicly known

Place of Birth: Unnamed European country

Marital Status: Single

Known Relatives: None

Base of Operations: Los Angeles, California

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

(as the Living Vampire)

Pseudo-Vampirism: He was required to make a Psyche FEAT once per day or be forced to feed on human blood. Unless he took steps to avoid it, his victims became pseudo-vampires.

Gliding: Morbius could fly at up to Poor air speed (60 mph).

Claws: In melee, Morbius could employ his claws to do Good Edged Attacks damage.

Fangs: Morbius's bite was powerful enough to do Good Edged Attacks damage in melee combat.

Regeneration: As a pseudo-vampire, Morbius had the Amazing ability to rapidly heal physical damage.

Pseudo-Vampire Antidote: A dose of this serum had the ability to prevent a victim from becoming a pseudo-vampire. Unfortunately, it didn't work on Morbius.

Talents: Morbius has Incredible Reason in Biochemistry.

Contacts: Morbius is on good terms with She-Hulk.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

As the Living Vampire, Morbius is torn between protecting and killing people. Morbius tried to make amends by battling other, more evil-appearing villains. As a normal human again, Morbius is a dedicated researcher specializing in exotic biochemical procedures. Spider-Man probably still distrusts him, as would any survivors of his attacks.

HISTORY

Dr. Michael Morbius was a Nobel Prize-winning biochemist who discovered he was dying from a rare disease that was dissolving his blood cells. He kept his illness a secret, even from his fiancée, Martine Bancroft. However, he told his friend Emil Nikos, and together they worked to find a cure. Morbius attempted unsuccessfully to slow the progress of his disease with fluids containing distilled substances from the bodies of vampire bats. Shortly before he believed he would succumb to the disease, Morbius rented a small yacht so that he and Nikos could conduct their final attempts to discover a cure undisrupted, accompanied by his unsuspecting fiancée.

One night Morbius had Nikos subject him to an electrical shock treatment in an attempt to stimulate the creation of more blood cells in his system. The electrical shock somehow acted as a catalyst for the chemicals from the bats that were in his bloodstream, which then wreaked a radical change in Morbius's body. Within moments, Morbius was transformed into a being resembling in many respects a supernatural vampire: he now had superhuman strength, fangs, and an animalistic lust for blood to replace the dissolving blood cells in his body.

Unable to control his vampiric needs, Morbius attacked Nikos and killed him by strangulation. He was about to drain his friend's blood, but

the shock of seeing Nikos dead by his hands caused his bloodlust to subside. Morbius was horrified by what he had done and what he had become. Then he began to feel himself becoming overwhelmed by a desire to attack his fiancée and drain her blood. Before this drive could overpower him, Morbius tried to commit suicide by throwing himself into the sea. But the man's fear of death forced him to the surface, by which time he was wholly in the grip of his vampiric urges.

Morbius led a nightmarish existence over the following years. He attacked numerous victims for their blood, killing many of them. When his normal personality would return, he would be racked by feelings of guilt. Morbius desperately sought a cure for himself, but all of his attempts failed. Moreover, no matter how firmly he vowed never to attack or kill another victim, his vampiric drives sooner or later overwhelmed him. In the course of his dreadful career, Morbius battled Spider-Man several times and even traveled to such exotic locales as a planet orbiting Arcturus and the dimension of the Cat People.

Finally, Morbius encountered and fought Spider-Man at a mansion at Southampton, Long Island, New York. Atop the mansion's tower, Morbius had bitten Spider-Man and was beginning to drain his radioactive blood when he was hit by a bolt of lightning. Either because of the lightning, Spider-Man's unusual radioactive blood, or both, Morbius lost his powers and regained his human form. Morbius retained his fangs, but

he no longer required the blood of others to survive. Although he had been cured of his original degenerative blood disease, he still suffered from a compulsion to attack others and drain their blood. This compulsion was not psychological but physical in nature, resembling a drug addiction.

Morbius found work in neuroradiology at UCLA, and there synthesized a serum that he believed would cure him of his compulsion for blood. Unfortunately, Jennifer Walters, the She-Hulk, was then suffering from a degenerative disease that not only led to her growing inability to control her transformations into the She-Hulk, but also was causing a cellular breakdown that would eventually kill her. Morbius let Walters take the serum instead, and it not only cured her disease, but gave her complete control of her transformations.

In gratitude, Walters acted as Morbius's attorney when he was put on trial for his murders during the time he was a pseudo-vampire. Walters proved to the court that as a pseudo-vampire, Morbius had been unable to control his compulsion to kill for blood. The jury found Morbius guilty only of involuntary manslaughter, but the judge nevertheless sentenced Morbius to serve three to five years in prison. However, he suspended the sentence until Morbius could synthesize another serum and completely cure himself. After doing so, Morbius went to prison. Paroled after a short time for good behavior, he has since moved to the Los Angeles area where he works as a scientific researcher by an undisclosed firm.

GROUP BACKGROUND

The Morlocks are a community of mutants who consider themselves outcasts from society and rebels against it. They were named by their former leader Callisto after the subterranean race depicted by H. G. Wells in his novel *The Time Machine*. The community, which is organized like a large street gang, was led by its founder, Callisto, until she was defeated in single combat by Storm, a member of the X-Men. Storm is now officially leader of the Morlocks, although Callisto continues to act as their leader in her absence.

The Morlocks live in a network of tunnels beneath New York City and much of the surrounding area in New York State, New Jersey, and Connecticut. The tunnels were constructed in the 1950s by the United States government for use in case of nuclear war but were later abandoned. The main tunnel is fifty feet in height and width and runs the length of Manhattan. The Morlocks call this main tunnel the "Alley." They have both maintained and extended the tunnel system over the years.

It was Callisto who discovered the Alley. She made her home there, and then found another mutant, Caliban, who had the psionic ability to locate other superhumanly powerful mutants. Using Caliban's power, Callisto gathered together a large community of mutants who considered themselves social outcasts, and they became the Morlocks. As signs of rejecting society's norms, many recruits to the Morlock community have their physical appearances distorted by the power of the Morlock called Masque.

Apparently all of the Morlocks have superhuman powers of some sort. Three of the most prominent members of the Morlocks, are Caliban, Callisto, and Sunder.

CALLISTO

STATISTICS

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

Health: 90

Karma: 60

Resources: FE (2)

Popularity: 6

BACKGROUND

Occupation: Former leader of the Morlocks.

Legal Status: United States citizen

Past Group Affiliations: Morlocks

Present Group Affiliation:

KNOWN POWERS

Hypersenses: Incredible senses of sight, smell, hearing, touch, and taste, as well as nocturnal vision. Her heightened senses give her the following Power Stunts:

- Incredible Tracking
- Incredible detection of poisons
- Would be attackers are at -6 CS when attempting to surprise her.

Knife: Made of an Excellent material, this weapon does 10 points of damage.

Slingshot: With a range 2 areas, this weapon can be employed to do up to 5 points of damage and may stun foes.

Talents: Callisto has a Monstrous knowledge of New York City's tunnel systems and receives a +1 CS when knife-fighting. She also has remarkable skill with her slingshot.

Contacts: The X-Men and their related groups.

ROLE-PLAYING NOTES

Callisto is the Morlocks' founder, first leader, and fierce protector. She is tough, feisty, crude, streetwise, and arrogant. She is also a firm believer in honor. Callisto is Storm's firm ally. She appreciates good-looking male mutants and may kidnap would-be mates.

ANNALEE

STATISTICS

F	GD (10)
A	TY (6)
S	PR (4)
E	GD (10)
R	PR (4)
I	GD (10)
P	PR (4)

Health: 30

Karma: 18

Resources: FE (2)

Popularity: 0

BACKGROUND

Real Name: Annalee (surname unknown)

Occupation: Mother

Legal Status: United States citizen

Past Group Affiliations: Morlocks

Present Group Affiliation:

KNOWN POWERS

Emotion Control: Annalee could exert Amazing control over as many as 8 targets at a range of up to 10 areas.

Talents: None

Contacts: Annalee was on good terms with the members of Power Pack.

ROLE-PLAYING NOTES

Annalee appeared to be a frumpy housewife. The other Morlocks were afraid of her ability to control them.

HISTORY

Annalee's children were among the Marauders' early victims when they were killed by Scalphunter. Subsequently, she attempted to force the Power Pack kids to become her foster children. She eventually found happiness when she adopted the Morlock child Leech. Annalee was killed during a Marauder massacre.

APE

STATISTICS

F	EX (20)
A	TY (6)
S	IN (40)
E	IN (40)
R	PR (4)
I	PR (4)
P	FE (2)

Health: 106

Karma: 10

Resources: FE (2)

Popularity: -2

BACKGROUND

Legal Status: United States citizen

Past Group Affiliations: Morlocks

Present Group Affiliation:

KNOWN POWERS

Shapechange: Ape has the Remarkable ability to mimic the shape of other objects.

Talents: His superior Wrestling talent decreases an opponent's escape attempts by -2 CS. Ape prefers to attack from the rear.

Contacts: None

ROLE-PLAYING NOTES

Because Ape is so slow-witted, he prefers to have Tar Baby suggest things for him to mimic. Ape also likes to hide in Tar Baby's shadow.

BEAUTIFUL DREAMER

STATISTICS

F	GD (10)
A	TY (6)
S	PR (4)
E	EX (20)
R	PR (4)
I	TY (6)
P	IN (40)

Health: 40

Karma: 50

Resources: FE (2)

Popularity: 0

BACKGROUND

Legal Status: United States citizen

Past Group Affiliations: Morlocks

Present Group Affiliation:

KNOWN POWERS

Memory Alteration: By means of a Psyche FEAT, she can both implant new

memories and erase already existing ones in a target.

Talents: None

Contacts: None

ROLE-PLAYING NOTES

Beautiful Dreamer is used as a resource. She makes new members more receptive to life among the Morlocks by removing their memories of previous lives. She needs a cigarette to act as a focus for her power.

BLOW-HARD

STATISTICS

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

Health: 66

Karma: 18

Resources: FE (2)

Popularity: 1

BACKGROUND

Legal Status: United States citizen

Past Group Affiliations: Morlocks

Present Group Affiliation:

KNOWN POWERS

Hyper-breath: His pipe is needed as a focus for this Amazing power he uses to propel debris so that they do Remarkable damage to everyone in a target zone up to 1 area away. He can stir up dust and gravel to create a vision-obscuring duststorm of Incredible intensity.

Talents: None

Contacts: Tunnelers, a branch of the Morlocks.

HISTORY

Following the Marauder massacre, Blow-Hard and two fellow Tunnelers attempted to live on the surface. He was killed by members of a street gang.

CYBELLE

STATISTICS

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

Health: 38

Karma: 18

Resources: FE (2)

Popularity: 1

BACKGROUND

Legal Status: United States citizen

(deceased)

Past Group Affiliations: Morlocks

Present Group Affiliation:

KNOWN POWERS

Acid: She used her Incredible powers to bore a pathway through rock at walking speed.

Resistance to Acid: Her own powers protected her from acids of up to Incredible rank.

ROLE-PLAYING NOTES

Cybelle was a resource used to enlarge the Morlocks' domain. She could use her powers to corrode an opponent if she grabbed them.

HISTORY

At will Cybelle could exude acid from her body that enabled her to sear a path through solid stone in seconds. She and her clothing were immune to the acid. When Cybelle was slain by Harpoon she became one of the first victims of the Mutant Massacre.

ERG

STATISTICS

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

Health: 38

Karma: 14

Resources: FE (2)

Popularity: 0

BACKGROUND

Legal Status: United States citizen

Past Group Affiliations: Morlocks

Present Group Affiliation:

KNOWN POWERS

Energy Absorption: Erg has the Excellent ability to automatically absorb any energy of Excellent or lower Intensity. Higher ranks require FEATs. Failure to absorb Monstrous (or greater) intensities results in his being Stunned for 10-100 turns.

Electricity: Erg can release the power he absorbs in a directed blast from his right eye socket. The intensity of this blast is 1 CS lower than the energy he originally absorbed.

ROLE-PLAYING NOTES

Erg is upbeat, caring, supportive, and basically a nice guy. He prefers to act as heavy artillery for his fellow combatants.

HEALER

STATISTICS

F	PR (4)
A	TY (6)
S	TY (6)
E	GD (10)
R	GD (10)
I	EX (20)
P	IN (40)

Health: 26

Karma: 70

Resources: FE (2)

Popularity: 4

BACKGROUND

Occupation: Healer

Legal Status: United States citizen

Past Group Affiliations: Morlocks

Present Group Affiliation:

KNOWN POWERS

Regeneration: Unearthly ability to restore up to 100 points of Health lost to injuries. He cannot restore lost Endurance levels. He must make an Endurance FEAT after each healing; failure means he cannot Regenerate for 1-10 days.

Weakness: He cannot cure diseases.

Talents: Incredible knowledge of human and mutant physiology.

Contacts: Members of the X-Men and related groups; especially Colossus, Professor X, and Mirage.

ROLE-PLAYING NOTES

Healer is a very civil, caring Morlock. He will risk his own life to help others. He rarely speaks, preferring actions to words.

LEECH

STATISTICS

F	FE (2)
A	PR (4)
S	PR (4)
E	EX (20)
R	PR (4)
I	PR (4)
P	PR (4)

Health: 30

Karma: 12

Resources: PR(4)

Popularity: 0

BACKGROUND

Occupation: Student

Legal Status: United States citizen (minor)

Past Group Affiliations: The Morlocks and X-Factor

Present Group Affiliation:

KNOWN POWERS

Power Negation: Leech has the Class 1000 ability to negate all superpowers within 1 area. The power normally func-

tions automatically, but he has learned how to turn it off or limit its area of effect by making a Power FEAT.

Contacts: The Morlocks and X-Factor.

ROLE-PLAYING NOTES

Leech is a child. He is incredibly ugly in a cute sort of way. Morlocks feared him because of the limits he placed on their powers. He had the responsibility to keep others' powers under control. He still has that task with X-Factor, as he helps their students learn to control their powers. With X-Factor, Leech finally has friends.

HISTORY

Leech's origin is unknown. He was desperately lonely and unhappy, but has finally found happiness as the foster son of Annalee.

During the Mutant Massacre, Leech fled to the surface where he was found by X-Factor. He now lives at their headquarters, where he is both student, ward, and helper. He helps out by keeping other student's destructive powers in check. X-Factor has helped him learn how to control his power. Thus he can now limit his power's area of effect or even temporarily turn it off.

MASQUE

STATISTICS

F	PR (4)
A	GD (10)
S	TY (6)
E	RM (30)
R	TY (6)
I	TY (6)
P	GD (10)

Health: 50

Karma: 22

Resources: FE (2)

Popularity: -5

BACKGROUND

Occupation: Psychic plastic surgeon

Legal Status: United States citizen

Past Group Affiliations: Morlocks

Present Group Affiliation:

KNOWN POWERS

Shapechange Others: Masque has the Monstrous ability to reshape another's body and face. Normally Masque just uses this power to scar or deform Morlocks. It will work on corpses, providing they have only recently died and are intact.

Talents: None

Contacts: None

ROLE-PLAYING NOTES

It is unknown whether Masque is male or female. Masque is bitter about his/her scarred visage and thus uses his/her

powers to scar others. Masque can be used to recreate attractive features (unlikely) or to perform subterfuge by altering others' faces.

PIPER

STATISTICS

F	GD (10)
A	TY (6)
S	TY (6)
E	EX (20)
R	PR (4)
I	TY (6)
P	PR (4)

Health: 42

Karma: 14

Resources: FE (2)

Popularity: 0

BACKGROUND

Occupation: Musician, alligator trainer

Legal Status: United States citizen

Past Group Affiliations: Morlocks

Present Group Affiliation:

KNOWN POWERS

Animal Control: Piper has Amazing control over animals while using his flute as a focus for his power. He can summon animals up to a mile away. Possible ways in which animals might be employed against his foes include:

- A swarm of rats or bats might be used to reduce the movement rates or vision of his victims by half. In both cases, bites cause everyone to suffer Poor damage each turn.
- Snakes could be used to inflict Typical bites (with a 10% chance of the reptiles called being poisonous).
- Alligators could be summoned to inflict Excellent bite damage.

Talents: Piper is an Excellent musician.

Contacts: None

ROLE-PLAYING NOTES

Piper is a pleasant-looking Scot who uses his animals to do the actual fighting. He controls the animals for the simultaneous purposes of defense and pest control.

PLAGUE

STATISTICS

F	PR (4)
A	TY (6)
S	TY (6)
E	RM (30)
R	PR (4)
I	TY (6)
P	GD (10)

Health: 46

Karma: 20

Resources: FE (2)

Popularity: -10

BACKGROUND

Occupation: None

Legal Status: United States citizen

Past Group Affiliations: Morlocks

Present Group Affiliation:

KNOWN POWERS

Plague-Carrier: Plague has the Monstrous ability to infect others with any disease of her choosing. In order to employ her power, she must make physical contact with her victim (treated as an Edged attack). She normally scratches with her fingernails. She can only infect a person with Good or better physical protection if that person has an open wound or recent scab. Infection results in an immediate -3 CS reduction in all Abilities. Each day thereafter an Endurance check is made. Success means healing can begin. Failure means each Ability drops another -1 CS.

Talents: None

Contacts: None

ROLE-PLAYING NOTES

Plague resembles a weather-beaten old bag lady. She is probably the most feared Morlock. However, she only uses her power in self defense, protection of the Morlocks, or at the leader's request.

SCALEFACE

STATISTICS

Human / Lizard

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

Health: 38 / 66

Karma: 22

Resources: FE (2)

Popularity: 1 / -5

BACKGROUND

Occupation: Tunneler

Legal Status: United States citizen, deceased

Past Group Affiliations: Morlocks

Present Group Affiliation:

KNOWN POWERS

Alter-Ego: She could transform into a reptilian form which had the following abilities:

- A bite which inflicted Typical damage
- Claws which could do Typical damage
- Scaled hide which provided Excellent protection from physical attacks

Talents: She had Excellent Reason in excavation.

Contacts: None

ROLE-PLAYING NOTES

Scaleface primarily used her power to assist the Tunnelers' task of increasing the Morlock domain. Her reptilian self was a formidable fighter, though no match for firearms.

HISTORY

Scaleface joined Blowhard and another Tunneler who fled to the surface world. While in her reptilian form, Scaleface was killed by an NYPD patrolman.

SKIDS

STATISTICS

F GD (10)
A TY (6)
S PR (4)
E GD (10)
R PR (4)
I GD (10)
P EX (20)

Health: 30

Karma: 34

Resources: PR (4)

Popularity: 1

BACKGROUND

Real Name: Sally Blevins

Occupation: Student

Legal Status: United States citizen

Past Group Affiliations: Morlocks, X-Factor

Present Group Affiliation:

KNOWN POWERS

Force Field: She automatically has Good protection against physical, gas, mental, and energy attacks. She can increase this to Remarkable rank at will. She can temporarily turn her power off by making a Psyche FEAT. As a power Stunt, she has learned how to "skate" on her force field to reach Typical landspeed (45 mph).

Talents: Skids has a Remarkable knowledge of the tunnels under New York City.

Contacts: She is on good terms with the Morlocks and X-Factor.

ROLE-PLAYING NOTES

Skids is a relatively normal teen. She sees the X-Factor's wards and students as both her siblings and a sort of "Junior X-Factor." She usually goes off secretly adventuring with them rather than the main X-Factor team.

SUNDER

STATISTICS

F RM (30)
A GD (10)
S MN (75)
E AM (50)
R PR (4)
I PR (4)
P PR (4)

Health: 165

Karma: 12

Resources: FE (2)

Popularity: -10

BACKGROUND

Occupation: None

Legal Status: United States citizen

Past Group Affiliations: Morlocks

Present Group Affiliation:

KNOWN POWERS

Armorskin: Sunder's tough hide provides Excellent protection against both physical and energy attacks.

Talents: None

Contacts: None

ROLE-PLAYING NOTES

Sunder is a brute and bully. He usually acts directly under Callisto's control. He handles tasks like demolishing things, fighting super-strong opponents, and running odd errands which his powers make him well suited for.

HISTORY

Nothing is known about the past of the mutant Sunder before his first encounter with the the X-Men. Sunder is a close friend and ally of Callisto, the now-deposed leader of the Morlocks. Sunder was one of the few survivors of the Marauders' attacks.

STATISTICS

F GD(10)
A EX(20)
S AM(50)
E IN(40)
R GD(10)
I EX(20)
P RM(30)

Health: 120
Karma: 60
Resources: EX(20)
Popularity: 40

BACKGROUND

Real Name: Carol Susan Jane Danvers

Alias: now known as Binary (see BINARY, MU1)

Occupation: adventurer, ex-NASA Security chief, ex-magazine editor, ex-freelance writer, ex-military intelligence agent

Legal Status: US citizen

Identity: Secret

Place of Birth: Boston, Massachusetts

Marital Status: Single

Known Relatives: Joseph and Marie (parents), Steve (brother, deceased), Joseph Jr. (brother)

Base of Operations: Mobile, currently Shi'ar Empire (as Binary)

Past Group Affiliations: Avengers, X-Men, Starjammers

Present Group Affiliation:

KNOWN POWERS

Invulnerability: Incredible protection against physical attacks and Excellent protection against energy attacks.

Flight: Excellent airspeed (150 mph)

"Seventh Sense": This Incredible sense can be used in place of the Intuition rank in a combat situation.

Talents: Military, Detective, Espionage, and Journalism Skills. She has Martial Arts B and E.

Contacts: She is an ex-Avenger and ally of the X-Men and Starjammers.



ADDITIONAL NOTES:

ROLE PLAYING NOTES

As Ms. Marvel, she is a flamboyant fighter prone to displays of her powers. Her bravado masks her uncertainty. She talks to herself a great deal. In a situation that exceeds or threatens her power, she becomes self-doubting but she will persevere to succeed anyway. Curiously, if she actually does permanently lose something (her job, her powers), she no longer worries about it and actually becomes more self-confident.

HISTORY

Carol Danvers entered the Air Force at an early age and rapidly rose to become one of the leading agents in military intelligence, usually teamed with Michael Rossi, who became her lover. Upon leaving her work as a spy, she became security chief at Cape Canaveral for the National Aeronautics and Space Administration, where she met the Kree Captain Mar-Vell. During a battle between Mar-Vell and his Kree foe Yon-Rogg at a hidden Kree base on Earth,

Carol Danvers was accidentally irradiated by the unknown energies of the Psyche-Magnitron, a device built by the Kree. The radiation from this machine eventually augmented her entire genetic structure, giving her superhuman strength, the ability to fly, and a clairvoyant "seventh sense." With these powers, she assumed the guise of Ms. Marvel and established herself as a champion of Earth. During this time she worked as a magazine editor and freelance writer in New York City. Later, in battle with the power-absorbing mutant named Rogue, Danvers lost virtually all of her Ms. Marvel abilities, leaving her with only her augmented genetic structure.

Rogue also drained her of her memories, most of which however were restored by Professor Charles Xavier, although he could not restore to her the emotional bonds linked to those memories. Later still, Danvers was abducted by the alien Brood and subjected to an evolutionary ray which triggered the latent potential of her augmented genes. Thus she became the cosmic-powered mutant named Binary. No longer feeling the strong emotional ties to people and places on Earth that she felt before falling victim to Rogue, Danvers decided to leave Earth and pursue adventure as a member of the spacefaring band known as the Starjammers.

STATISTICS

	Original	"Thing"
F	RM (30)	IN (40)
A	RM (30)	GD (10)
S	IN (40)	MN (75)
E	AM (50)	MN (75)
R	TY (6)	
I	TY (6)	
P	TY (6)	

Health: 150/200

Karma: 18

Resources: GD(10) (RM(30) with the Fantastic Four)

Popularity: 10

BACKGROUND

Real Name: Sharon Ventura

Occupation: adventurer, ex-pro wrestler, ex-stuntwoman, ex-scuba diver, ex-motorcycle performer

Legal Status: U.S. citizen

Identity: secret

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Four Freedoms Plaza, NYC

Past Group Affiliations: Thunderbolts, Grapplers, Unlimited Class Wrestling Federation

Present Group Affiliation:

KNOWN POWERS

Original form:

Invulnerability: Typical resistance to physical attacks.

Hyper-Speed: Her Typical rank enables her to move four times as fast as normal.

Hyper-Running: Her rank enables her to run at Typical landspeed (45 mph) for up to 3 hours.

As She-Thing:

Armorskin: Her rocky hide gives her incredible protection against physical and fiery attacks and Remarkable protection against other energy attacks.

Talents: None

Contacts: The Fantastic Four, Captain America (Steve Rogers a.k.a. The Captain)

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Ventura was originally a confused, pathetic woman. Her only goal was apparently in running away from life. When she met the Thing, she developed an attachment to him and the desire to earn his respect. After she was brutally molested by several men, she developed an almost crippling fear of men and a self-loathing of her beauty. Now that she has been transformed into a "She-Thing," she can lay aside her fears.

HISTORY

Sharon Ventura was the daughter of a career military officer with the United States Army. Her mother died when she was young and she became an "army brat," moving to whatever base her father was assigned to. Her father apparently desired a son more than a daughter, and no matter how she tried to live up to his expectations, he seemed unsatisfied. As a teenager, she enrolled in military school but was expelled within a year for refusing to testify against a roommate who was suspected of cheating on some important examinations. Her father couldn't forgive her for her expulsion, and when he died a year later of a heart attack, they had not made their peace with one another.

Ventura was seized by the desire to prove herself and become the best she could be without the rules and regulations her father tried to make her live by. Athletic by nature, she

spent the next decade mastering dangerous physical activities such as mountain climbing, skydiving, ski-jumping, and scuba diving. She also took several wilderness survival courses. She eventually began earning money at such active professions as lion taming, motorcycle stunt-riding, and movie stuntwork.

While she was with the Thunderbolts motorcycle team, Ventura met Ben Grimm, the Thing. He was very attracted to her because she reminded him of his "dream woman" Tariaanna. Ventura found the Thing an intriguing physical specimen but did not share his romantic inclinations. While with Grimm, she met Ann Fraley, alias Auntie Freeze, den mother of the coalition of female wrestlers called the Grapplers. Auntie Freeze offered Ventura the chance to join the Grapplers if she had her strength augmented. Ventura eventually decided to go through with the process, despite the Thing's protests, and submitted herself to Dr. Karl Malus. Midway through the treatment, Ventura decided that she was cheating herself of attaining her full potential by having that potential artificially augmented, and she tried to escape. She did not realize that the main treatment was already through and all that Malus had left to do was administer a highly addictive substance that would make her dependent upon him for further drugs.

Auntie Freeze gave her a colorful costume for use in her career as a professional wrestler, and an acquaintance suggested she call herself "Ms. Marvel." When Auntie Freeze learned that Ventura had fled from the last part of the treatment, she was forced to order her other wrestlers to make Ventura finish her treatment. Ms. Marvel was aided in her flight from them by the Thing, until he succumbed to a mysterious ailment causing him to mutate. She helped get him to a hospital where she had a battle with the She-Hulk, the Thing's replacement in the Fantastic Four. Despite the She-Hulk's superior strength, Ms. Marvel held her own. Finally, the Thing fled the hospital, not wanting either of them to see what he was becoming.

Ms. Marvel has since then been trying to find Malus and free the wrestlers from their dependence on him for drugs.

During a recent case, Sharon was blasted with cosmic radiation. This had the effect of spontaneously mutating her to a state where she resembled an earlier form of the

Thing. She also developed greater powers, although her speed was reduced by her more massive form. Sharon originally mourned her lost form and was on the verge of a nervous breakdown. However, when Dr. Doom offered to restore her form in exchange for her help in destroying

the Fantastic Four, she firmly rejected his offer (and almost killed him). As she told Ben, in this new sexless form, she feels confident again and free of her fear of men. Ben reminded her that the Thing body is not sexless. She and Ben Grimm may have finally begun a romance.

GROUP BACKGROUND

The Mutant Force is a team of superhuman mutants who work as mercenaries. The team was originally organized by another mutant, Magneto, when he was still seeking to conquer the world. The Mutant Force aided Magneto in kidnapping the mutant known as Mister One and in battling Captain America. But the group failed to stop Captain America. Believing themselves to be failures, the Mutant Force was soon abandoned by Magneto.

The Force was found by another mutant, the Mandrill, who gave them the name "Mutant Force" and used them as his agents in attacking a United States Air Force base and in aiding a gold supply. But the Mutant Force was taken captive by the team of adventurers called the Defenders. To avoid prison terms, the Mutant Force went to work for the United States government, for whom they battled the Hulk.

The Mutant Force later went to work for the subversive organization called the Secret Empire. Led by another Secret Empire operative, ex-Colonel Robert Baxter, now known as Mad-Dog, the Mutant Force attacked the Defenders at the wedding of one of their members, Baxter's ex-wife Patsy Walker. Defeated by the Defenders, Mad-Dog and the Mutant Force were taken into custody by SHIELD. But the Secret Empire released Mad-Dog and the Mutant Force, who both then aided the Empire's new leader, Professor Power, in his attempt to launch a satellite that would trigger a major nuclear war. The Defenders managed to thwart the scheme with the aid of SHIELD, and Mad-Dog and the Mutant Force were again captured. The Mutant Force is now once again in SHIELD custody.

BURNER

STATISTICS

F	GD (10)
A	TY (6)
S	GD (10)
E	EX (20)
R	TY (6)
I	TY (6)
P	PR (4)

Health: 46

Karma: 16

Resources: PR (4)

Popularity: 0

BACKGROUND

Real Name: Byron Calley

Occupation: Mercenary

Legal Status: U.S. resident with criminal record

Identity: Known to authorities

Base of Operations: Mobile

Present Group Affiliation:

KNOWN POWERS

Heat: Remarkable ability to pyrokinetically ignite a target up to 2 areas away.

Fire Generation: Remarkable intensity flames project from his hands with a range of 3 areas.

Fire Resistance: Immunity to his own flames.

Talents: Criminal skills

ROLE-PLAYING NOTES

Burner is a bully who likes to use his powers to wreak havoc, preferably at a profit.

HISTORY

Burner's origin is unknown.

LIFTER

STATISTICS

F	TY (6)
A	TY (6)
S	GD (10)
E	EX (20)
R	TY (6)
I	PR (4)
P	PR (4)

Health: 42

Karma: 14

Resources: PR(4)

Popularity: -1

BACKGROUND

Real Name: Ned Lathrop

Occupation: Mercenary

Legal Status: U.S. resident with criminal record

Identity: Known to authorities

Base of Operations: Mobile

Present Group Affiliation:

KNOWN POWERS

Density Control: Incredible ability to alter his density. When he increases his density he gains:

- Remarkable Strength

- Remarkable Armorskin

Gravity Control: Excellent ability to lessen an object's weight to 50-200 pounds. He can affect any target up to Incredible weight and within 1 area of him.

Talents: Criminal skills

ROLE-PLAYING NOTES

Lifter is a bully who likes to use his powers to wreak havoc, preferably at a profit.

HISTORY

Lifter's origin is unknown.

PEEPER

STATISTICS

F	PR (4)
A	TY (6)
S	TY (6)
E	GD (10)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 26
Karma: 18
Resources: PR (4)
Popularity: 0

BACKGROUND

Real Name: Peter Quinn
Occupation: Mercenary
Legal Status: U.S. resident with criminal record
Identity: Known to authorities
Base of Operations: Mobile
Present Group Affiliation:

KNOWN POWERS

Telescopic Vision: Remarkable ability to clearly see a target one mile away.
Plasma Blast: Excellent intensity eyeblasts with a range of 4 areas.
Talents: Criminal skills

ROLE-PLAYING NOTES

He prefers to use his powers at a distance when he wreaks havoc. He acts as lookout, scout, and sniper.

HISTORY

Peeper's origin is unknown.

SHOCKER

STATISTICS

F	EX (20)
A	TY (6)
S	TY (6)
E	GD (10)
R	TY (6)
I	PR (4)

P PR (4)

Health: 42
Karma: 14
Resources: PR (4)
Popularity: -5

BACKGROUND

Real Name: Randall Darby
Occupation: Mercenary
Legal Status: U.S. resident with criminal record
Identity: Known to authorities
Base of Operations: Mobile
Present Group Affiliation:

KNOWN POWERS

Claws: Excellent Edged attacks, but his movement rate decreases to a maximum 2 areas per turn. His manual Agility is Poor.
Electricity: Remarkable intensity electricity projected either as beams from his claws at a 2-area range or as a surrounding energy field.
Talents: Criminal skills

ROLE-PLAYING NOTES

He is a bully who likes to use his powers to wreak havoc, preferably at a profit.

HISTORY

Shocker's origin is unknown.

SLITHER

STATISTICS

F	GD (10)
A	EX (20)
S	GD (10)
E	GD (10)
R	TY (6)
I	PR (4)
P	PR (4)

Health: 50
Karma: 14
Resources: PR (4)

Popularity: -8

BACKGROUND

Real Name: Aaron Salmonson
Occupation: Mercenary
Legal Status: U.S. resident with criminal record
Identity: Known to authorities
Base of Operations: Mobile
Present Group Affiliation:

KNOWN POWERS

His flexible reptilian body provides him with these powers:

- **Armorskin:** Typical protection.
- **Tracking:** Good rank
- **Constriction:** Incredible Grappling Strength. Any hold on a victim forces that person to make an Endurance FEAT; failure means unconsciousness for 4-13 turns.

Talents: Criminal skills

Contacts: Recently joined Viper's gang in invasion of the Serpent Citadel.

ROLE-PLAYING NOTES

Slither acts very snake-like—crawling, hissing, etc. He prefers to be part of a gang of hopefully powerful villains.

HISTORY

Slither's origin is unknown.

STATISTICS

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

Health: 60

Karma: 70

Resources: EX (20)

Popularity: -15

BACKGROUND

Real Name: Quentin Black

Alias: Ludwig Rinehart

Occupation: Special effects designer and stuntman turned professional criminal

Legal Status: United States citizen with criminal record

Identity: Publicly known

Place of Birth: Riverside, California

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Sinister Six

Present Group Affiliation:

KNOWN POWERS

Helmet: Crafted from one-way mirrored glass, this device contains a one-hour air supply.

Gas Nozzles: Wrist and ankle nozzles in Mysterio's costume can be used to release a variety of fogs:

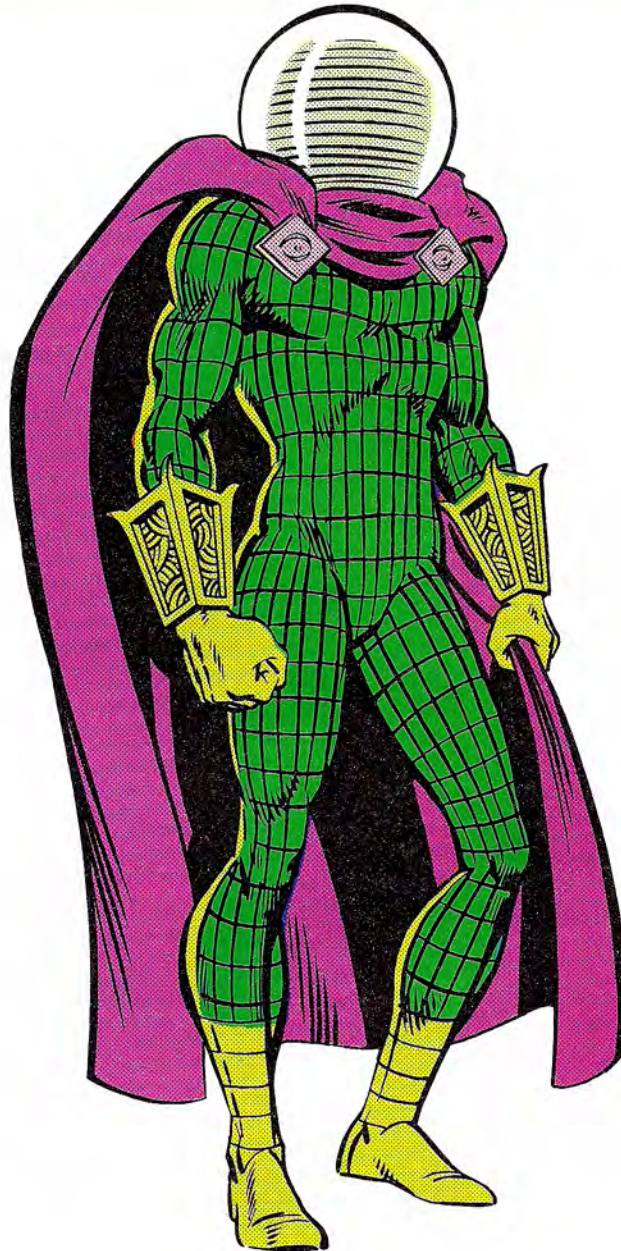
- Amazing intensity fog
- Amazing potency knock-out gas
- Monstrous potency gas that lowers the Intuition of those exposed to it by -4 CS (minimum of Feeble rank).

Holographic Projectors: These devices give Mysterio Remarkable Illusion casting and Hypnosis powers.

Robots: Mysterio can create Humanoid robots with Good Disguise skills, steel shells, and electrical motors.

Talents: Mysterio has Incredible Reason in the fields of special effects, holography, engineering, and robotics.

Contacts: Mysterio is a former partner of the Wizard.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Mysterio is a glory-grabber. His incredible ego demands that he be the center of attention. Mysterio rarely teams with other villains; he prefers common thugs. He has the impression that if he can defeat Spider-Man, he can attain great fame and power. As the numbers of superhumans in New York grew, Mysterio placed less emphasis on defeating Spider-Man. He is now a more profit-oriented criminal.

HISTORY

Quentin Beck began his career as a Hollywood movie stuntman, but soon became more interested in the field of motion picture special effects. He quickly became one of the most accomplished effects designers in the industry. Motivated by the desire to escape the limited recognition of his behind-the-scenes occupation, Beck tried to become an actor but met with little success. A joking suggestion by a friend gave him the idea of using his technical knowledge to kill Spider-Man and take his place as a popular crimefighter.

Beck moved to New York City and studied Spider-Man intently for months, filming him in action and collecting fallen pieces of his webbing to see if it could be duplicated. He arranged an anonymous encounter with his intended victim. Beck contacted the criminal known as the Tinkerer, outfitting him and his accomplices with equipment that made them appear to be extraterrestrials. Beck himself participated in their illegal activities and escaped when they were defeated. The special effects he designed were convincing enough to cause Spider-Man to think they were authentic aliens.

Following that encounter, and after more months of preparation, Beck completed his Spider-Man costume. He also created the masked identity of Mysterio for himself. He

planned to discredit Spider-Man by committing crimes in his guise, then gain fame by capturing and defeating the real Spider-Man. The attempt failed, and Spider-Man defeated him, at which time Mysterio was arrested for the crimes he had committed in his false Spider-Man guise. After a brief prison term, Mysterio was paroled and renewed his illegal activities. He briefly combined forces with "The Sinister Six" (himself, Dr. Octopus, the Vulture, the Sandman, Elektro, and Kraven the Hunter), a group of criminals seeking revenge on Spider-Man, but that effort also failed.

During his second brief imprisonment, he learned the arts of hypnosis and sleight-of-hand. Upon his release, he created the pseudonym of psychiatrist Dr. Ludwig Rinehart, and used his technological and psychological weaponry in an unsuccessful attempt to drive Spider-Man insane. Mysterio was captured and served another prison sentence. Upon his release, he established a brief partnership with the Wizard, a criminal who had on occasion fought the Human Torch. Though their plan to kill the Torch and Spider-Man was set in Hollywood, familiar ground for Mysterio, it, too, failed, and the pair were imprisoned. During this term, Mysterio revealed many of his secrets to fellow inmate Daniel Berkhart, setting him up to become the new Mysterio. Berkhart attempted to get vengeance on Spider-Man in a gesture of gratitude to Beck. Like his benefactor, he failed.

Creating the illusion of his own death, Beck escaped prison and resumed the identity of Dr. Ludwig Rinehart. By this time, his goals were much more oriented toward profit than fame, and his next endeavor involved behind-the-scenes manipulation in a nursing home. He resumed his Mysterio identity when Spider-Man again intervened.

While involved in the nursing-home scheme, Mysterio became aware of a large fortune that years before had been hidden in the home of May and Ben Parker by the burglar who later murdered Ben Parker. Mysterio became obsessed with finding the hidden money. Though his first attempt to find it failed, he was certain that May Parker or her nephew Peter knew the location of the treasure. He spent months developing an elaborate plan to frighten them into revealing that information. It involved the same bogus aliens he had created for the Tinkerer, though Beck maintained his Mysterio disguise this time. Despite his detailed planning and extensive special effects, he and his accomplices were caught by Spider-Man and turned over to the police. His only gain was the discovery that the money had long ago been destroyed by silverfish.

After a short stint in prison, Mysterio escaped and attempted revenge on Spider-Man with a new arsenal of tricks. He was defeated again, however, and sent back to prison. It's unlikely that he'll stay there long.

STATISTICS

F EX (20)
A EX (20)
S GD (10)
E IN (40)
R EX (20)
I EX (20)
P IN (40)
Health: 90
Karma: 80
Resources: EX (20)
Popularity: 10 / -10

BACKGROUND

Real Name: Raven Darkholme
Occupation: Deputy Director, Defense Advanced Research Planning Agency; government agent
Legal Status: United States citizen
Identity: Secret
Place of Birth: Unknown
Marital Status: Single
Known Relatives: Rogue (unofficial foster daughter), Nightcrawler (possible link)
Base of Operations: Pentagon, Arlington, VA
Past Group Affiliations: Brotherhood of Evil Mutants a.k.a. Freedom Force
Present Group Affiliation:

KNOWN POWERS

Imitation: Mystique has the Unearthly ability to transform herself into an exact duplicate of any humanoid creature. If she assumes the shape of a larger person, however, she must make an Endurance FEAT each turn. Each transformation takes 1 turn.

Costume: Mystique's unstable costume bestows upon its wearer the following powers:

- The Amazing ability to absorb any incoming electrical attack and transform it into an energy blast of one rank lower Intensity with a 2-area range.
- Unearthly resistance to any form of unwanted teleportation.
- The costume can rearrange itself into any garment she imagines.

Psionic Scrambler: This device gives Mystique a Monstrous resistance to any type of mental probe or telepathy.

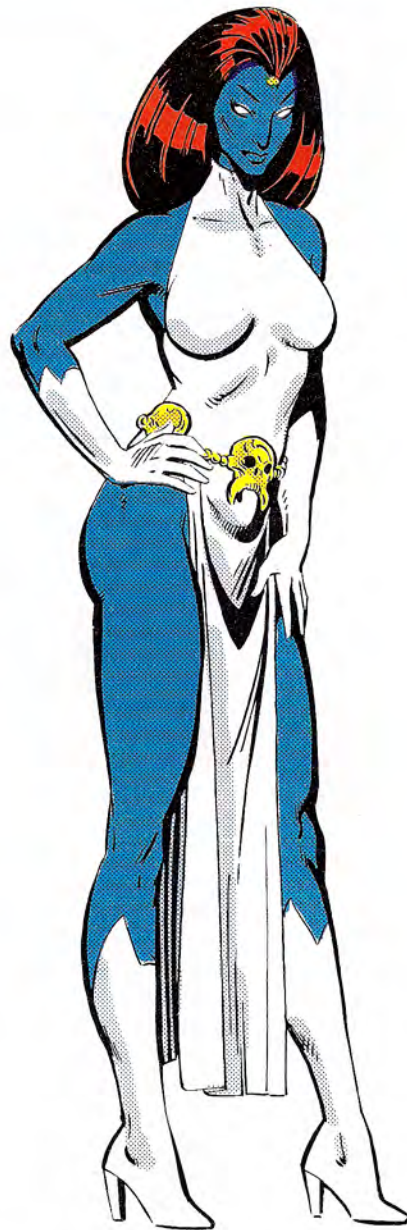
Skull grenades: Each of the nine

skulls worn on her belt can be used to create one of the following Incredible effects: fog, knock-out gas, tear gas, flare, acid, and explosive.

Talents: She has Excellent skills with knives, garrotes, and any form of handgun or machine pistol. She is proficient in Martial Arts (types B and C) and has Leadership and Espionage skills.

Contacts: Mystique's background gives her complete access to the United States Department of Defense.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

Mystique is a self-serving opportunist and master strategist. She wants to use her abilities to infiltrate the halls of power and take over from within. Curiously, she has a soft streak towards Rogue; despite the fact that they are now technically enemies, Mystique cannot allow her to be harmed. Mystique has a special love-hate relationship with Nightcrawler who, she once hinted, is related to her in some way.

HISTORY

Little has been revealed about Mystique's past life. Indeed, since she can eliminate the outward signs of aging with her shape-changing power, it is not known exactly how old she is. She apparently learned to use her shape-changing power at a very early age, for there is no evidence that Raven Darkholme ever looked like anything but a normal human being. Mystique has hinted at a possible relationship between herself and the mutant Nightcrawler, but it is not known if the two of them are indeed related. Mystique is known to be a longtime friend of the mutant Destiny. At some point in recent years, Mystique became the protector of the young mutant named Rogue, whom she looks upon as a surrogate daughter.

Mystique has concealed her superhuman powers and criminal intentions so well over the years that, as Darkholme, she has been able to rise rapidly through the United States Civil Service to the trusted position of Deputy Director of the Defense Advanced Research Planning Agency (DARPA) in the United States Department of Defense. This position gives her access to military secrets and to advanced weaponry, both of which she has used for her own criminal and subversive purposes.

To help her in her criminal activities, Mystique organized the second Brotherhood of Evil Mutants, which originally consisted of herself, Avalanche, the Blob, Destiny, and Pyro. Mystique named her group after the original Brotherhood of Evil Mutants, a subversive organization founded by Magneto in his criminal days. Magneto and Mystique chose that name ironically; if the public feared that superhuman mutants were "evil," then that is what they would call themselves.

The second Brotherhood became notorious when it attempted to intimi-

date the public by assassinating Senator Robert Kelly, who was investigating what he perceived as the possible menace posed by the existence of superhuman mutants and other superhuman beings. The X-Men thwarted the assassination attempt, and the Brotherhood later clashed with the X-Men on other occasions, as well as with the Avengers and the Dazzler. Rogue was a member of the Brotherhood for a time, but finally left to join the X-Men, in order to find help in learning how to deal with her superhuman powers.

Recently, anti-mutant sentiment among normal human beings has greatly increased, and the federal government has launched its own covert anti-mutant program, Project Wideawake. Believing that the times had thus become too dangerous for the Brotherhood to continue its criminal activities, Mystique went to Dr. Valerie Cooper, special assistant to the head of the National Security Council, and offered the Brotherhood's services to the government. Cooper agreed to convey the offer to the President, on condition that the Brotherhood pass a test she imposed: the capture of Magneto. The Brotherhood, now renamed Freedom Force, succeeded in bringing Magneto to the authorities (although, in fact, they did so only because he voluntarily surrendered to them), and soon afterwards officially entered the government's employ.

Recently, the government had Freedom Force take the Avengers into custody after charges of treason were leveled against them. Mystique remains leader of Freedom Force, and the federal government is still unaware of her identity as Raven Darkholme. In return for entering the government's employ as Freedom Force's leader, Mystique has received a presidential pardon for all criminal charges against her, but the pardon will be revoked if any member of the Freedom Force is found committing a crime.

STATISTICS

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

Health: 110

Karma: 46

Resources: GD (10)

Popularity: 10

BACKGROUND

Real Name: Namorita (Namorita Prentiss in the surface world)

Occupation: Student

Legal Status: Atlantean citizen, naturalized U.S. citizen

Identity: Secret

Place of Birth: Atlantic Ocean

Marital Status: Single

Known Relatives: Talan and Namora (parents, deceased), Namor the Sub-Mariner (cousin)

Base of Operations: New York City

Past Group Affiliations: Aquarian's followers

Present Group Affiliation:

KNOWN POWERS

Invulnerability: Namorita's physique provides her with Good protection from physical attacks.

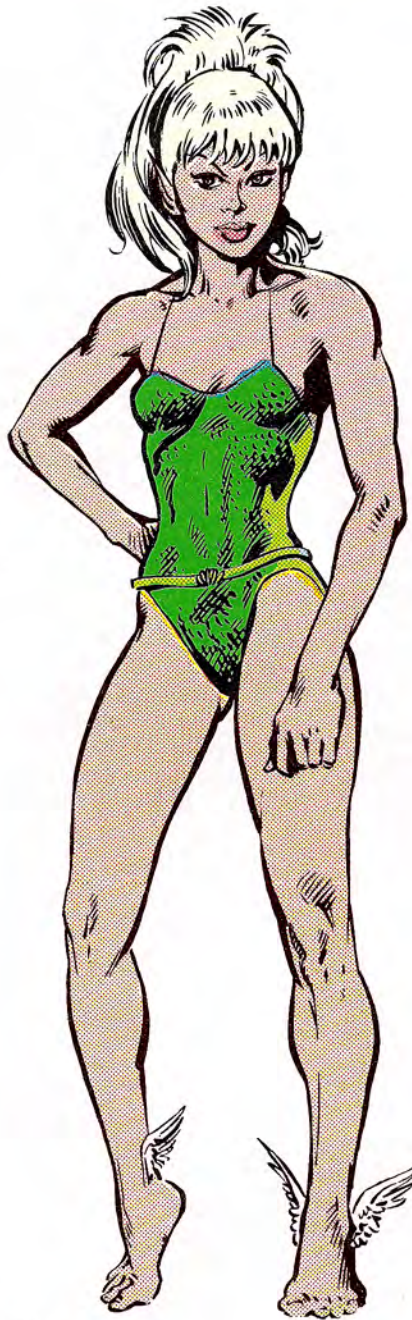
Water-Breathing: Namorita has the ability to breathe either air or water.

Water Freedom: Namorita's near perfect adaptation to life in the sea includes an Excellent resistance to cold.

Winged Flight: Namorita is able to fly at Poor air speed (35 mph) via the wings on her ankles.

Talents: Namorita has a natural familiarity with oceanography and ichthyology.

Contacts: She is close to both Namor and Aquarian.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Namorita is trying to be a relatively normal American teenager. Her exotic background makes this difficult sometimes, but it also gives her options unavailable to most teens.

HISTORY

Namorita was the only daughter of Namora, the pink-skinned daughter of a human mother and Atlantean father, and Talan, a blue-skinned member of the genus *Homo mermanus*. Namorita's father, Talan, was killed when the Atlantean city of Maritanis was destroyed by a nuclear weapons test of the surface dwellers when Namorita was three. She and her mother, among the survivors, migrated across the Arctic to reach the Pacific Ocean. They eventually came upon a small city at the outskirts of the city-state of Lemuria, where they were met by the princess Llyra. This city was ruled by Prince Merro, under the auspices of Naga, the emperor of the Lemurian empire. Llyra was currying favor with Merro, hoping to become his betrothed,

when Merro became attracted to Namora. A short time later, Namora was found dead. Namorita suspected that her mother's death was Llyra's doing, but she could not prove it. Not long afterwards, Prince Merro also died a mysterious death, and Llyra assumed the throne. Llyra later attacked Karthon, who replaced Naga as emperor and took control of the Lemurian empire.

As empress, Llyra welcomed the exiled Atlantean Prince Byrrah to Lemuria, and the two plotted the overthrow of Namor and the conquest of Atlantis. Byrrah took Namorita into custody and took her to one of the ancestral homes of the Atlanteans in the Antarctic Ocean where he was assembling the weaponry for his impending assault on Atlantis. Llyra joined them after being deposed from rule by a popular uprising. Llyra and Byrrah decided to use Namorita as a pawn in their

plot against Namor. Under the threat of having her mother's body destroyed, Namorita was sent to lure Namor into one of Byrrah's traps. Namorita reluctantly complied, but due to fatigue, bungled the attempt. Byrrah captured Namor anyway, and held him and his cousin prisoner while he attacked Atlantis.

Namor foiled Byrrah's plans and exiled him from Atlantis, and then he placed Namorita in the care of his human friend Betty Dean Prentiss. She enrolled the young Atlantean-human hybrid in an American high school, and had her learn the ways of the surface people. Around the time Namorita began to go to college, Prentiss was murdered by the criminal scientist Dr. Lemuel Dorcas. Namorita assumed her loving guardian's last name as a tribute.

At present, Namorita is a member of the Aquarian's band of followers. She has not visited Atlantis in years.

STATISTICS

F RM (30)
A RM (30)
S EX (20)
E AM (50)
R RM (30)
I RM (30)
P IN (40)

Health: 130

Karma: 100

Resources: RM (30)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Space Pirate, mercenary, conqueror

Legal Status: Unknown

Identity: Existence unknown to the general public

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: Thanos (alleged grandfather)

Base of Operations: Sanctuary II

Past Group Affiliations: Leader of a mercenary band

Present Group Affiliation:

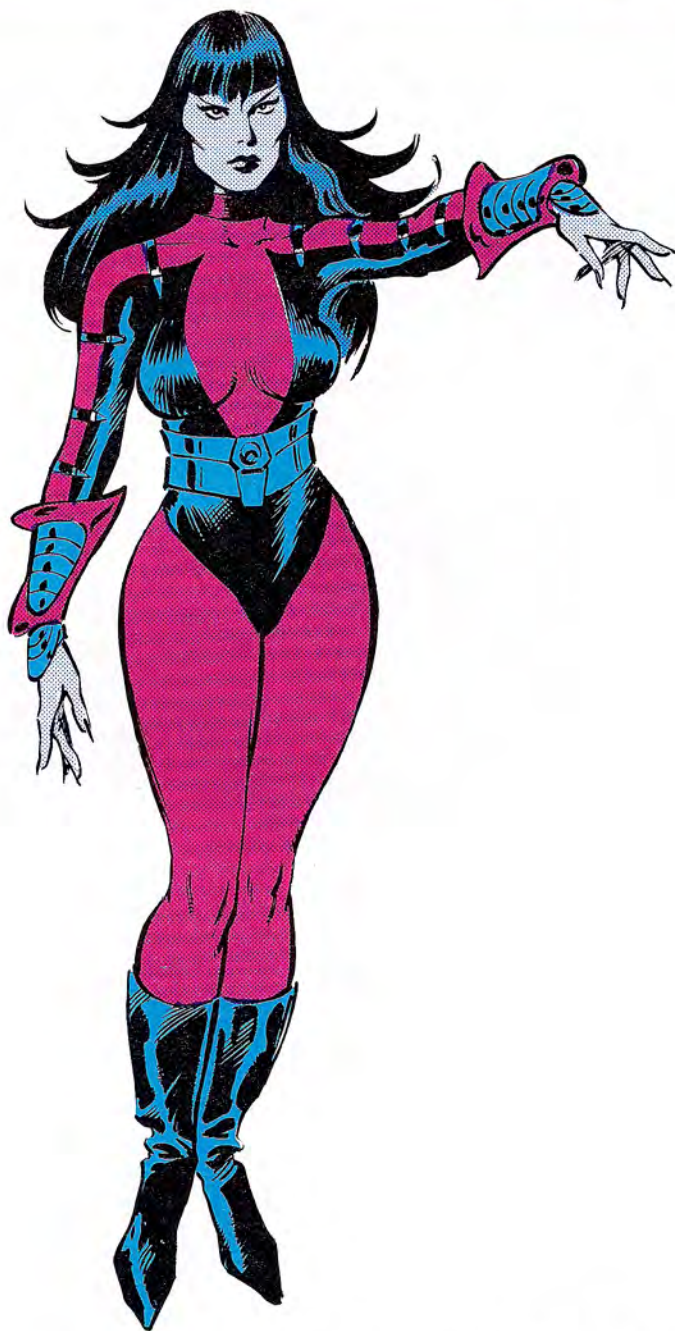
KNOWN POWERS

Wrist Blasters: These devices are able to fire plasma bolts of Excellent Intensity with a range of 10 areas.

Talents: Nebula is highly skilled in military strategy, space warfare, leadership, astro-navigation, and the operation of Thanos's technology.

Contacts: Her own pirate band.

ADDITIONAL NOTES:



HISTORY

Little is known about the life of Nebula before the time she hijacked Sanctuary II, the solar-orbiting satellite built and used as a base of operations by the mutant Titanian named Thanos, whom she claimed to be her grandfather. Over the hundreds of years of his existence, it is probable that Thanos took many mates and consorts. Nebula is apparently the

daughter of one of Thanos's sons or daughters. Her father and mother remain unidentified. A short time after Thanos became permanently transfixed between life and death, Nebula sent a small band of her most trusted aides to Sanctuary II to repair its hyperdrive engines and teleport the station out of the solar system. The underlings, were met by the Avenger Captain Marvel who had been sent to Sanctuary II to investigate possible activity. Nebula's minions warped the satellite out of the solar system with Captain Marvel

ROLE-PLAYING NOTES

Nebula is a cruel, ruthless, relentless foe who has no qualms about killing. She maintains a firm control over her crew.

aboard and rendezvoused with Nebula. Nebula planned to conquer the Skrull empire, now that it was in the throes of chaos with the destruction of the throneworld by the planet-destroyer Galactus. Not knowing how to return home, Captain Marvel pretended to go along with Nebula's scheme but actually helped the Skrulls evacuate the outpost world. Nebula was intent on destroying. The Avengers eventually located their missing member and allied themselves with the Skrulls to oppose her. Before the Avengers were able to catch up with Nebula, she annihilated both the Skrull outpost and the planet Xandar, home planet of the Avengers' ally Firelord. In battle with Nebula, the Avenger Starfox, brother of Thanos, learned that Nebula was Thanos' granddaughter, and thus his great-niece. Shortly thereafter, the virtually omnipotent Beyonder, curious about the Avengers, arrived, and in an attempt to help the Avengers vanquish Nebula, helped her and her minions to escape them by teleporting them out of the Andromeda Galaxy. Nebula's current whereabouts and activities are unknown, but Starfox and Firelord are searching known space trying to find out.

GUNTAR OF RIGEL

STATISTICS

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

Health: 40
Karma: 80

KNOWN POWERS

Mind Control: Remarkable rank with a range of 2 areas.
Mind Blast: Incredible rank with a range of 2 areas.
Density Increase: This Incredible power gives him Incredible Armor Skin but decreases his Fighting and Agility scores by 1 CS.

ROLE-PLAYING NOTES

Gunthar is humorless and cruel. He likes to use his powers to bully others, especially weak-willed underlings like Kehl.

KEHL OF TAURAN

STATISTICS

F	RM (30)
A	GD (10)
S	MN (75)
E	UN (100)
R	PR (4)
I	FE (2)
P	FE (2)

Health: 215
Karma: 8

KNOWN POWERS

Body Armor: Kehl has Remarkable protection from attacks.
Self Sustenance: This Good power enables Kehl to survive without food, drink, air, and such for long periods of time.

ROLE-PLAYING NOTES

Kehl is simple-minded, straight forward, and melancholic. Taurans are the orange-skinned survivors of one of Galactus's attacks who now work at various odd-jobs throughout the universe.

LEVAN

STATISTICS

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

Health: 80
Karma: 60

KNOWN POWERS

Laser Pistol: This weapon does Excellent damage and has an Excellent range. It is constructed of Excellent material.

ROLE-PLAYING NOTES

Levan is Nebula's first officer. She recognizes his weaknesses and uses them to dominate him totally.

While in her presence, he is subservient and a little nervous. Away from her, he is haughty, proud, and an able warrior. Levan was recently captured by Skrulls.

SKUNGE THE LAXIDAZIAN TROLL

STATISTICS

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

Health: 46
Karma: 22

KNOWN POWERS

Laser Pistol: This weapon does Excellent damage and has an Excellent range. It is constructed of Excellent material.

ROLE-PLAYING NOTES

Normal Laxidazians are moralistic humans. Since he is a rebel, Skunge was transformed into a small, satyr-like hedonist. Skunge was later captured by the Skrulls.

SANCTUARY II

Control	Speed	Body	Protection
MN	C3000	MN	MN

This starship has 10,000 crewmen of various species. It is armed with hundreds of Monstrous Intensity and thousands of Amazing Intensity energy weapons. The Hull is a Monstrous material. The Ship is propelled by a Class 3000 stardrive (lightspeed) and a hyperdrive capable of instantly moving it anywhere in the universe (within 1-100 days). The hanger deck holds hundreds of fighter craft (1-3 crew each) armed with Plasma Generation guns of Amazing rank.

STATISTICS

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

Health: 110

Karma: 56

Resources: PR (4)

Popularity: -5

BACKGROUND

Real Name: Nekra Sinclair

Occupation: Cult Priestess, revolutionary

Legal Status: U.S. citizen with criminal record

Identity: Secret

Place of Birth: Los Alamos, New Mexico

Marital Status: Single

Known Relatives: Gemma and Buck (parents, deceased)

Base of Operations: Mobile

Past Group Affiliations: Lethal Legion, former priestess of Black Spectre and Kali

Present Group Affiliation:

KNOWN POWERS

Strength Increase: Once every eight hours Nekra can boost her Strength to Incredible for up to one hour. She can trigger this power by extremely violent hatred or a Psyche FEAT.

Armor Skin: As a side effect of her increased strength, she gains Amazing protection from both physical and energy attacks.

Tracking: Nekra has the Excellent ability to follow trails left by others.

Zombie Creation: Nekra has the Remarkable ability to create zombies, an act requiring only 8 minutes. She can control up to 30 zombies at one time. As a Power Stunt, she can transform a corpse into a lifelike zombie with the original person's personality and Abilities.

Weakness: Nekra is at -2 CS when trying to resist any form of scent-based attack.

Talents: Nekra is familiar with Occult Lore and Martial Arts A, B, and E.

Contacts: Nekra has worked with both the Mandrill and Black Talon.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Nekra is a bitter woman seeking revenge against America for its rejection of her. She has expanded her sights to world conquest and is a canny strategist who makes extensive preparations before striking. She will gladly use others as pawns and sacrifices in her schemes.

HISTORY

Nekra was the daughter of Gemma Sinclair, a black cleaning woman at the Los Alamos Atomic Proving Grounds in New Mexico. A year before Nekra was born, her mother and Frederick Beechman, a Caucasian scientist, were exposed to a massive dose of radiation. Beechman's wife gave birth to a son named Jerome at about the same time Nekra was born, and somehow the racial patterns displayed by the children were reversed: the girl born of the black parents had chalk-white skin, and the boy born of white parents was a deep brown.

The young Nekra grew up despised by her parents and hated by other children. When she was ten years old, she ran away from home, and met her male counterpart Jerome Beechman (who had been similarly mistreated) in the New Mexico desert. Sensing the kinship between them, the two began to wander together. For the next six years, they lived on the edge of civilization, surviving by stealth and cunning, and educating themselves by reading stolen books. But one night, angry New Mexican townspeople, believing the two children to be "monsters," attacked them with pitchforks and guns. Nekra responded to their fear and hatred in kind, and as her rage grew within her, her latent mutant powers surfaced. She and young Beechman slew some of their attackers and drove off the rest.

In the years that followed, Nekra developed fangs and grew more vampiric in appearance while Beechman grew to resemble a mandrill. Beechman conceived the ambitious scheme of overthrowing three small West African governments and consolidating the nations under his

rule. He took the name Mandrill, and made Nekra the priestess of his personality cult. But that plan was thwarted by the jungle adventurer Shanna O'Hara. In the aftermath of their African fiasco, Mandrill and Nekra regrouped and formed Black Spectre, an organization of black women dedicated to the overthrow of the United States government. Their plot, which culminated with a brief takeover of the White House, was thwarted by Daredevil, with the help of Shanna O'Hara and the Black Widow. While the Mandrill escaped, Nekra was taken into custody by SHIELD.

Nekra spent several months confined in a SHIELD holding facility, drugged so that she would be unable to use her powers. But during her incarceration, she saw the television broadcast of a rally held by the Hate-Monger, and responded to subliminal frequencies designed to stimulate hatred in the viewing audience. This overwhelmed the effects of the drugs given her, and Nekra escaped, vowing vengeance on the Mandrill, who had abandoned her.

Nekra soon happened upon a den of fanatics in an abandoned subway tunnel in New York City and, sensing opportunity, offered herself as a sacrifice to their death-goddess, Kali, knowing that her power would make it impossible for them to kill her. When she "miraculously" survived the sacrifice, she told the cultists that she was their goddess incarnate, and demanded that the current priestesses of the cult, Shaya and Ushas, submit themselves to sacrifice as she had done. Those priestesses failed to survive, and with their deaths Nekra became the High Priestess of the Cult of Kali.

Later, Nekra established a base of operations on the West Coast by murdering Adrienne Hatos, the reclusive widow of the founder of a

clinic for emotional research, and taking her place. Nekra hoped to use the clinic's resources to learn why her powers depended on violent emotion, and why softer emotions made her vulnerable. Nekra's connection to the clinic was discovered by Jessica Drew, the original Spider-Woman, and in the ensuing battle, weakened as she was by the Spider-Woman's pheromone emissions, Nekra sustained severe injuries. Nekra was once again taken into SHIELD custody, and kept in a research hospital until she was well enough to be moved to prison.

But Nekra recovered more quickly than her doctors had anticipated, and escaped from the hospital before she could be moved. Abandoning the Cult of Kali, she made contact with the voodoo-master known as the Black Talon, and through him met the Grim Reaper. In him, Nekra found a man whose passion for hatred matched her own, and they became lovers in spite of their very different backgrounds. Nekra joined the Grim Reaper's Lethal Legion, and assisted the Black Talon in capturing the Grim Reaper's enemy the Vision, and in creating a zombie that resembles the Grim Reaper's brother Simon Williams, alias Wonder Man. The Grim Reaper planned to give the zombie those brain patterns which the Vision and Wonder Man had in common in order to create a Simon Williams closer to what he remembered his brother to be than were either Wonder Man or the Vision. The plan failed, however, and while fleeing the two in a cave, the Grim Reaper fell off a ledge and was impaled on a stalagmite. Nekra found his lifeless body and brought it back to life as a zombie in order to exact revenge on the Vision. Her subsequent activities are as yet unknown.

STATISTICS

F EX (20)
A AM (50)
S TY (6)
E RM (30)
R GD (10)
I EX (20)
P EX (20)

Health: 106

Karma: 50

Resources: PR (4)

Popularity: 5

BACKGROUND

Real Name: Kurt Wagner

Occupation: Adventurer, ex-circus performer

Legal Status: West German citizen

Identity: Secret

Place of Birth: Bavarian Alps

Marital Status: Single

Known Relatives: Eric Wagner (father, deceased), Margali Szardos (foster mother), Jemaine Szardos (a.k.a. Amanda Sefton, foster sister), Stefan Szardos (foster brother, deceased)

Base of Operations: X-Mansion, Long Island, NY; Great Britain

Past Group Affiliations: X-Men, Excalibur

Present Group Affiliation:

KNOWN POWERS

Teleportation: Nightcrawler can transport himself across Feeble distances (2-3 miles) with ease. Exceeding his normal range limits is possible, but requires an Endurance FEAT. Failing this roll indicates disorientation or even unconsciousness for 1-10 turns. Teleporting with 1-2 passengers causes everyone's Abilities and Powers to drop by 2 CS for two turns after the transfer. As a Power Stunt, Nightcrawler can teleport away with part of a non-living target, severing it and causing Amazing damage.

Prehensile Tail: Nightcrawler's tail can be used to attack a foe with Good Fighting rank.

Weakness: Whenever Nightcrawler teleports he produces a loud *Bamf*, a puff of smoke, and a strong smell of brimstone (sulphur).

Talents: He is an Olympic-class athlete. He is skilled in hand-to-hand combat and fencing.



Contacts: Nightcrawler is well known to the members of the X-Men, X-Factor, and Excalibur.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Nightcrawler is torn between two extremes. Most of the time he is a dashing, flamboyant swashbuckler and ladies' man. This disguises a darker side that makes him brood about religion, morality, and his place in the scheme of things. Although level-headed when battling most foes (robots, supercriminals, etc.), he becomes almost bestial when confronting sadistic or bigoted foes.

HISTORY

Kurt Wagner was born with certain unusual physical characteristics, but his power of self-teleportation did not emerge until puberty. Less than an hour after his birth, Wagner was found in a small roadside shelter in the Bavarian Alps by Margali Szardos, a sorceress and gypsy queen. She found his father, Eric Wagner, dead of a heart attack on the road outside. Margali is said to have found Wagner's mother lying next to the baby and dying, but this assertion has been called into question, and not even Kurt Wagner knows the truth. Margali took the baby to the small Bavarian circus where she worked as a fortuneteller as a "cover" for her activities as a sorceress. Wagner was never legally adopted by anyone, but was raised by all the members of the circus, who had no prejudices against "freaks." Margali acted as Wagner's unofficial foster mother.

Wagner grew up happily in the circus, and his two closest friends were Margali's natural children, Stefan

and Jemaine. Long before his teleportation power emerged, Wagner had tremendous natural agility, and by adolescence he had become the circus's star acrobat and aerial artist. Audiences assumed that he was a normal-looking human being wearing a demon-like costume.

Years later, the Texas millionaire Amos Jardine, who ran a large circus based in Florida, heard of the circus Wagner worked for and bought it. Jardine intended to move its best acts into his American circus. However, he demanded that Wagner be placed in the circus's freak show. Appalled, Wagner quit and made his way towards Winzeldorf, Germany, where Stefan was. He discovered that Stefan had gone mad and had brutally slain several children. Two nights after leaving the circus, Wagner found Stefan and fought him, hoping to stop his rampage. In the course of the struggle, Wagner unintentionally broke Stefan's neck. Wagner was discovered by the villagers, who assumed him to be a demon who was responsible for the child killings. They were about to kill him when they were all psionically paralyzed by Professor Charles Xavier, who had come to recruit

Wagner into the X-Men. Wagner agreed to join the group, but before they left for America, he and Xavier went to the Bavarian circus so that Wagner could explain to Margali about Stefan's death. However, Margali was not there. She held Wagner responsible for murdering Stefan, but years later, when she learned the truth, she and Wagner were reconciled. Wagner was also happily reunited with Jemaine, who now lives in the United States under the name Amanda Sefton. Known as Nightcrawler, Wagner is still a member of the X-Men today.

Following a recent battle with the Marauders, Nightcrawler was wounded and sent to Muir Island to recuperate. He was there when the X-Men apparently died in Dallas. This caused him strong guilt and led to a streak of self-destructive behavior. The sudden appearance of Gate-Crasher and the discovery that Phoenix II had returned to Earth restored Nightcrawler's sense of purpose. After battling Gate-Crasher, the Technety, and the Warwolves over Phoenix, Nightcrawler joined Captain Britain, Meggan, Shadowcat, and Phoenix in forming Excalibur.

STATISTICS

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

Health: 50

Karma: 22

Resources: IN (40)

Popularity: 30

BACKGROUND

Real Name: Kyle Richmond

Occupation: Chief stockholder of Richmond Pharmaceuticals, Inc; former President of USA

Legal Status: Citizen of Other-Earth's USA (deceased)

Identity: Secret

Place of Birth: Cosmopolis, New Troy, Other-Earth

Marital Status: Single

Known Relatives: None

Base of Operations: Cosmopolis, New Troy, Other-Earth

Past Group Affiliations: Squadron Supreme, Redeemers

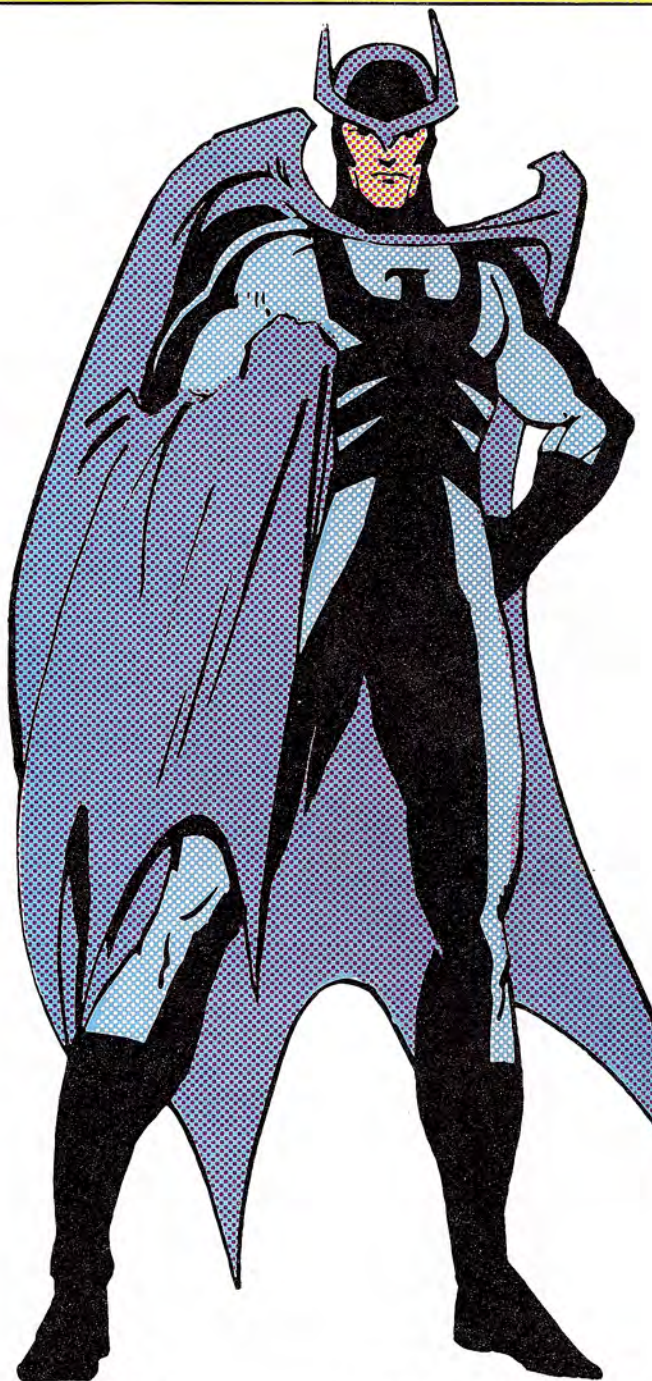
Present Group Affiliation:

KNOWN POWERS

None.

Talents: Nighthawk is skilled in Martial Arts (styles A, B, C, and E), Business, Financial, Political, Espionage, Detection, and Police procedures.

Contacts: Nighthawk has worked with both the Squadron Supreme and the Redeemers.



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Nighthawk is driven to battle crime to atone for his father's misdeeds. He strikes secretly at night in order to make up for his lack of real powers. Nighthawk remembers how his father misused his financial powers and thus is aware of the potential for superheroes to become corrupt.

HISTORY

Kyle Richmond was born and grew up in the city of Cosmopolis in the state of New Troy in the United States of the other-dimensional Earth ("Other-Earth"). Richmond's father, the billionaire head of a pharmaceutical manufacturing firm, died of a heart attack when Kyle was eighteen. Learning that the elder Richmond had made his fortune through highly unethical means, Kyle Richmond vowed to devote his life to battling the evil perpetrated in the world by men like his father. Hence, Richmond became the masked crimefighter known as Nighthawk.

Although Nighthawk had no superhuman powers, he defeated numerous criminal opponents, his most frequent nemeses being the costumed criminals known as the Mink, Pinball, and Remnant. Nighthawk and Hyperion, who worked as a team, were two of the founding members of the Squadron Supreme.

The cosmic gamesman called the Grandmaster once used the Squadron members as pawns in a tournament between himself and the Squadron's foe, the Scarlet Centurion. Later, the Grandmaster caused the counterpart of Kyle Richmond on our own "mainstream" Earth to launch his own career as Nighthawk.

Sometime later, the government of the United States of the Squadron's Earth came under its first covert assault. A huge industrial complex called the Serpent Cartel was actually the base of operations for various human agents of the extra-dimensional serpent-god Set, who manifested itself in the Serpent Crown, a mystical object of power. The Serpent Cartel placed the President and various other high-ranking politicians under the domination of the Crown. At the same time, on the Avengers' Earth, Hugh Jones, then president of the Roxxson Oil Company, was also made a slave of the Crown and was attempting to mastermind a similar secret government takeover. The Avengers intervened, and the U.S. President of "Other-Earth" dispatched several Squadron

members to the Avengers' Earth to battle the Avengers. Traveling to "Other-Earth" themselves, the Avengers seized "Other-Earth's" counterpart to the Serpent Crown and convinced the Squadron that they were being misled by their President. The Squadron forced the President to resign and saw to the dismantling of the serpent Cartel.

Kyle Richmond retired as Nighthawk in order to enter politics, hoping to help undo the harm perpetrated on the nation by the Serpent Cartel. Richmond was nominated for the presidency and won by a landslide.

While in office, President Richmond became mentally enthralled by the Overmind, a collective alien intelligence that was working in concert with Null the Living Darkness. The Overmind also took over the minds of the rest of the Squadron members, except for that of Hyperion, who fled to the Avengers' Earth for help. With the Squadron's help, the Overmind took over the mind of every major political, military, and industrial leader in the world. The Overmind began to force the Squadron to build a vast nuclear arsenal on the moon with which he hoped to wage war on other worlds in the Squadron's dimension. Fortunately, Hyperion returned with new allies, the superhuman champions of the Avengers' Earth known as the Defenders.

In the aftermath of this alien takeover, "Other-Earth" was in the midst of nearly total collapse. Hyperion proposed to the Squadron that they take it upon themselves to remake the world into a utopia, solving all of Earth's problems, such as poverty, economic instability, war, crime, and even disease and death. Richmond, attending the meeting as Nighthawk, protested that for the Squadron to implement its "Utopia Program," it would have to take total control of the world, and resigned once again from the Squadron.

Determined to stop the Squadron from taking over the United States, Richmond planned to assassinate its leader, Hyperion, with a bullet made of argonite, an isotope whose radiation was lethal to him. When the time came, however, he found himself unable to kill his friend.

In the following months the Squadron carried out their Utopia Program and even made widespread use of a behavior modification device invented by Squadron member Tom Thumb, which brainwashed criminals into becoming unable to commit further crimes.

Nighthawk tried to organize a counterforce powerful enough to oppose it. This aggregation of superhuman beings was informally called the Redeemers. Nighthawk was also aided by Professor Imam, Earth's Wizard Supreme, and by Hyperion's greatest foe, Master Menace. It was Menace who devised the means of undoing the effects of the behavior modification machine.

One year after the Squadron's takeover, Nighthawk's Redeemers entered Squadron City. Nighthawk demanded that the Squadron surrender all the authority they had usurped. The longtime Squadron members were alarmed to discover that their five newest members, Haywire, Inertia, Moonglow, Redstone, and Thermite, were double agents sent by Nighthawk, as were Lamprey, the Shape and Foxfire. Ultimately, the Redeemers won the battle.

Nighthawk convinced the defeated Hyperion that the main problem with the Squadron's Utopia Program was that they had used basically ignoble means that violated human rights to achieve noble ends. Since the Squadron members were not immortal, they could not ensure that future generations would not be tyrannized by the utopian technologies that they had created.

One of the Redeemers, Foxfire, had fallen in love with Squadron member Doctor Spectrum, and wanted to help the Squadron win. She used her superhuman power to weaken the tissue of Nighthawk's heart muscles, giving him a massive heart attack. But another Redeemer, the Mink, avenged Nighthawk's death by killing Foxfire with her metal claws.

But although Nighthawk had died, he still had won the battle. The Squadron Supreme surrendered, and Hyperion proposed that the Squadron dismantle the Utopia Program.

STATISTICS

F EX (20)
A RM (30)
S RM (30)
E EX (20)
R TY (6)
I TY (6)
P TY (6)

Health: 100

Karma: 18

Resources: EX (20)

Popularity: 5

BACKGROUND

Real Name: Kyle Richmond

Occupation: President, Richmond Enterprises; adventurer

Legal Status: U.S. citizen (deceased)

Identity: Secret

Place of Birth: Mamaroneck, NY

Marital Status: Single

Known Relatives: Arthur and Penelope (parents, deceased)

Base of Operations: Richmond Riding Academy, Long Island, NY

Past Group Affiliations: Squadron Sinister, Defenders

Present Group Affiliation:

KNOWN POWERS

Jet-Wings: These enabled him to attain Good air speed with the engines in operation or Typical air speed when gliding.

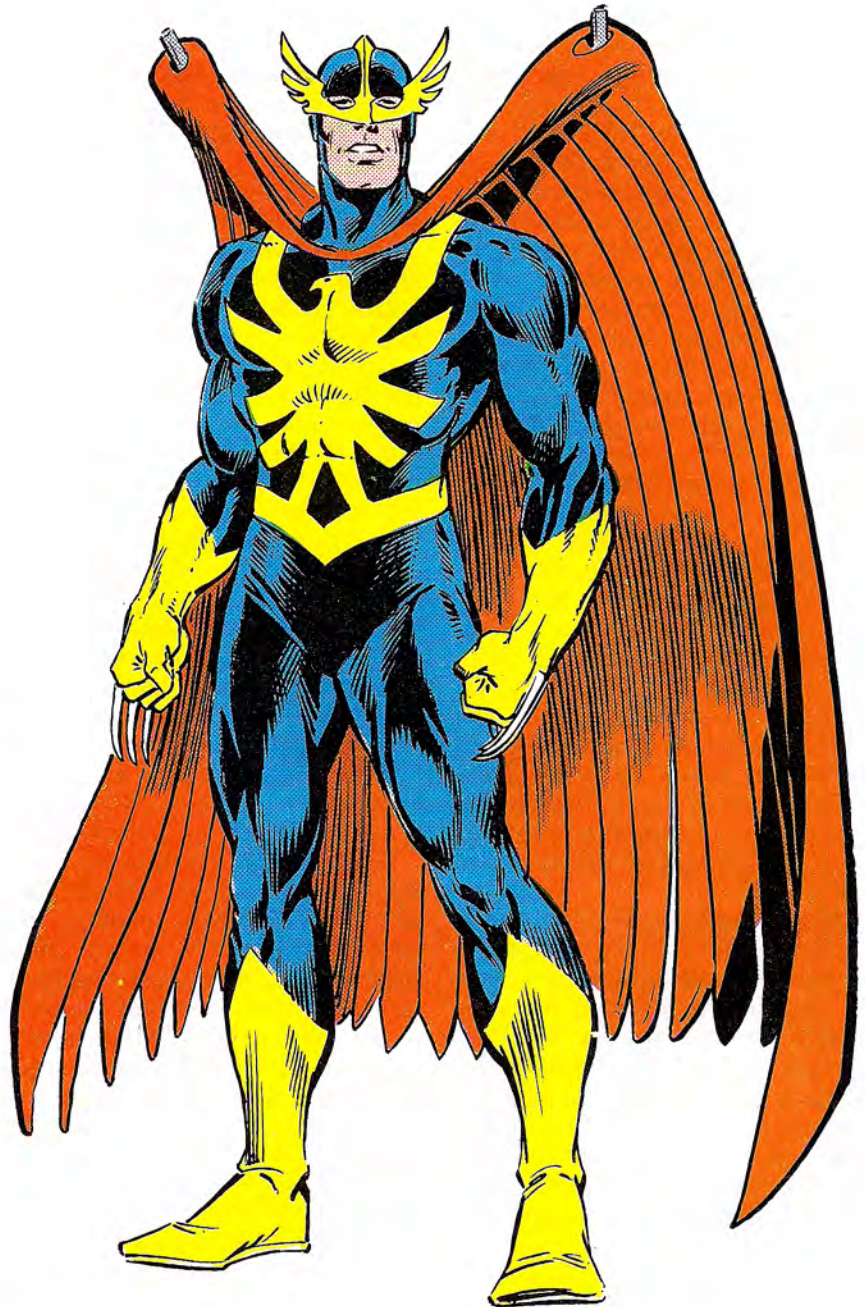
Claws: Made of a Remarkable material, these claws allowed him to inflict Edged damage equal to his Strength.

Weakness: When he was forced to do battle during the day, his Fighting, Agility, Strength, and Endurance dropped to Good rank.

Talents: Richmond was skilled in Martial Arts (types A and E), Acrobatics, Business / Finance, and Aerial Combat (+1 CS to any and all airborne combat FEATs).

Contacts: Defenders

ADDITIONAL NOTES:



HISTORY

ROLE-PLAYING NOTES

Richmond was initially an irresponsible rich kid out to alleviate the boredom. Soon he developed a sense of purpose, although without a coherent plan of what to do. It was not until he joined the Defenders that he finally got his act together.

Kyle Richmond was the son of Arthur and Penelope Richmond, a wealthy industrialist and his wife. Upon his mother's death when he was still a child, Richmond was sent to a private school to be raised. By his teens, Richmond was known as a spoiled, irresponsible troublemaker. Despite his poor academic record,

he was accepted into a private college, Grayburn University, entirely due to his father's generous endowment to the school. Kyle Richmond still largely ignored his studies, and spent most of his time with his girlfriend Mindy Williams. One night, while driving his car under the influence of alcohol, Richmond lost control and drove off the road. The accident left Mindy almost dead, but he walked away unscathed. Richmond was expelled from college.

Shaken by the tragic consequences of his irresponsibility, Richmond was glad when he was drafted into the army, and hoped that he would die in action. However, during his physical examination, a heart murmur was detected and he was rejected. On the same day, his father died in an airplane crash, and Kyle found himself in charge of Richmond Enterprises. Wisely believing himself to be incapable of handling the business, Richmond turned over the management of the firm to the company's chairman of the board, J. C. Pennyworth. He then divided his time between leisure and a search for a chemical cure for his heart ailment.

Richmond soon discovered a mysterious book which contained alchemical formulae, among which was a formula to increase physical strength. Concocting the formula, Richmond drank it, and learned that it did confer upon him heightened strength, but only at night. Richmond was then contacted by the Grandmaster, the cosmic gamesman, who made Richmond and two other human beings into counterparts of members of the Squadron Supreme, a team of heroes of an alternate Earth. The Grandmaster also transformed nonliving matter into a duplicate of Squadron Supreme member Hyperion. Richmond took the name of Nighthawk, the costumed identity of the Kyle

Richmond of this alternate Earth. The Grandmaster's new team, consisting of criminal versions of Hyperion, Nighthawk, Doctor Spectrum, and the Squadron Supreme's Whizzer, was known as the Squadron Sinister.

As Nighthawk, Richmond decided to use his powers for "kicks" and tried to make a quick reputation for himself by battling Daredevil. When this ploy failed, Richmond retired his Nighthawk identity for a while.

Some time later, Richmond was unwillingly reunited with the Squadron, when Hyperion volunteered the group to assist the alien Nebulon in his plan to melt Earth's icecaps. Acting responsibly for the first time in his life, Richmond told the Defenders. Assisting them, Nighthawk was struck by radiation from Nebulon's "laser-cannon" and was on the brink of death. The sorcerer Doctor Stephen Strange performed an elaborate spell to mystically resuscitate his life force by drawing upon the collective life force of the Defenders. When Nighthawk revived, he began to associate with the Defenders.

Richmond revelled in the sense of life and purpose that his association with the Defenders afforded him, and converted his private riding academy into their acting headquarters. He later used his financial resources to develop for himself powerful jetpack and wing apparatus to enable him to fly. With the increasingly long absences of Doctor Strange, Nighthawk became de facto leader of the group. He remained active with the team until agents of the Internal Revenue Service, investigating tax fraud, brought forth an injunction to prevent him from donning his costume until the charges were cleared. Richmond eventually beat the charges.

Months later, when the Defenders were under siege by the demonic Six-Fingered Hand, the mystic link

that Doctor Strange created to save Nighthawk's life after the Nebulo encounter was severed. Kyle Richmond was left paralyzed except at night when he regained full mobility. He stoically accepted his infirmity and reduced his involvement in Defenders, activities accordingly. Returning to the college he once attended, Richmond discovered that Mindy Williams had not died in the car crash he caused, but was severely crippled. Insane with bitterness and possessing certain psionic powers, Mindy tried to kill the man she blamed for her condition. Nighthawk managed to survive the attack with the help of Spider-Man. This encounter led Nighthawk to a secret project in Colorado run by a superpatriot named August Masters who planned to launch a psychic assault on the Soviet Union, employing the minds of unwilling telepaths as weapons. Mindy Williams was one of these telepaths.

When the Defenders were taken captive, Richmond established a mental link with his former girlfriend and contacted Doctor Strange to bring reinforcements. But the subconscious minds of the six psychics took control of Richmond's mind, conferring upon it their collective power. Through Richmond, they activated the destruct sequence on the main computer/power system of the whole secret complex. Apparently of his own free will, Richmond ordered Doctor Strange to evacuate the other Defenders, while he remained behind as a physical focal point for the minds of the psychics. When the secret complex exploded, Kyle Richmond, the six telepaths, August Masters, and his private army were all inside. Possessed as he was by the six psychics, it is not clear if Kyle Richmond purposely sacrificed himself so that a nation could live or if he was their pawn.

STATISTICS

F UN (100)
A CL1000
S CL1000
E CL1000
R UN (100)
I UN (100)
P CL1000

Health: 3100 (see below)
Karma: Not Applicable
Resources: Not Applicable
Popularity: Not Applicable

BACKGROUND

Real Name: Unrevealed, perhaps inapplicable
Occupation: Ruler of the Nightmare World
Legal Status: None
Identity: Existence unknown to the general public
Place of Birth: Unrevealed, perhaps inapplicable
Marital Status: Single
Known Relatives: None
Base of Operations: The Nightmare World within the Dream Dimension
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

Immortality: Nightmare can never be truly killed until all dreaming beings in the universe die.

Apparition: This power gives Nightmare the magical equivalent of CL1000 Phasing.

Astral Theft: Nightmare has CL 1000 control over the soul's of sleepers.

Image Projection: Nightmare can create visions with CL 1000 ability.

Scrying: Nightmare is able to invoke various Scrying spells with Monstrous effectiveness.

Force Field vs. Magic: This spell provides Nightmare with Monstrous protection from all forms of magical attack.

Bands: Nightmare can cause bindings of Monstrous Strength to surround a target.

Eldritch Attack: Nightmare can project Monstrous intensity blasts of pure magical force.

Illusion Casting: With this Class 1000 ability, Nightmare can cause others to see things that are not real.

Reality Alteration: As the ruler of the Dream Dimension, Nightmare has



the Class 1000 ability to spontaneously reshape any aspect of it.

Note: In addition to the above spells, Nightmare possesses all of the other available spells at Monstrous rank.

Weaknesses: Nightmare is only tangible to sleepers. He is intangible and powerless when facing conscious beings. He can be harmed by the Eye of Agomotto.

Nightmare's Wand: This arcane device gives Nightmare a +1 CS to Agility when resolving his magical attacks. In addition, it bestows upon him the ability to create a CL1000

"Maze of Confinement." In actuality, this spell is a combination of his Confusion and Band powers.

Steed: Nightmare often rides a black, demonic unicorn which has the following characteristics:

F A S E R I P
EX EX RM EX PR FE PR

Health: 90

Karma: 10

KNOWN POWERS:

Nightmare's Unicorn has the following powers:

Apparition: Nightmare's steed

shares his magical phasing ability (though only at Monstrous rank).

Dimension Travel: The steed can cross dimensions with Monstrous skill.

Flight: The steed can attain Monstrous speeds via magical means.

Talents: Nightmare has a Class 1000 knowledge of all Occult Lore.

Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Nightmare enjoys tormenting sleepers. He rarely kills because then he would have no further power over that person. He prefers to strike from the Dream Dimension because he is omnipotent within it and all but powerless outside it. He has a special grudge against Dr. Strange.

HISTORY

The origin of the malevolent humanoid entity called Nightmare is unknown. It is not even known whether Nightmare was born in the same way that human beings are, or was instead created in some other manner. Nightmare apparently draws mystical power and sustenance from the psychic energies of human beings, and therefore can be classified as a demon of some kind. Nightmare dwells in the Nightmare World within the Dimension of Dreams, from which he monitors the collective unconscious of humanity, sometimes manipulating an individual's dreams for his own sinister ends.

Few mortals besides Doctor Strange, Earth's sorcerer supreme, have survived an encounter with Nightmare in his own realm. Strange's first battle with Nightmare has yet to be recorded, but they have fought each other many times since then. Strange casts a protective spell over himself before he goes to sleep to guard against attacks by Nightmare.

Nightmare's ultimate goal is to incorporate the waking world into his own domain by occult means, thereby to rule it. In pursuit of this goal he has twice attempted to keep Eternity itself, the embodiment of the life forces of the living beings of the universe, his captive. But Nightmare has failed each time.

Nightmare has but one natural enemy in all the dimensions: the creature Gulgol, which never sleeps and therefore can resist his power.

Some time ago, Dr. Bruce Banner had succeeded in retaining his normal personality and intelligence when he transformed into the monstrous Hulk. But Nightmare, through his manipulations, turned the Hulk savage. However, Banner unleashed a dream manifestation of the savage Hulk from within his own mind, and this dream Hulk, apparently somehow beyond Nightmare's control, pursued Nightmare through the Nightmare World. When Nightmare was last seen, the dream-Hulk had pulled him into an adjacent dimension, described as a realm of insanity with which the conscious and unconscious minds cannot cope. Nightmare's current whereabouts and activities are unknown.

STATISTICS

F AM(50)
A AM(50)
S AM(50)
E ShX(150)
R RM(30)
I RM(30)
P GD(10)

Health: 300

Karma: 70

Resources: IN(40)

Popularity: 10 (in modern USA)

BACKGROUND

Real Name: Nimrod

Occupation: Hunter robot

Legal Status: None

Identity: Secret

Place of Creation: Project Nimrod, 21st century USA

Marital Status: Inapplicable

Known Relatives: Inapplicable

Base of Operations: NYC area

Past Group Affiliations: None in 20th century

Present Group Affiliation:

KNOWN POWERS

Body Armor: Amazing resistance to physical and energy attacks.

Disintegrator: Incredible rank.

Energy Beam: A variety of Monstrous Intensity beams that can be fired from his eyes, hands, and chest. Maximum range is 4 areas. Known rays include Radiation, Light, Lasers, Magnetism, and Heat.

Force Field Generation: Incredible protection from physical and energy attacks.

Hypersensitive Senses: Class 1000 sight, hearing, and radio links. He does not suffer extra damage from sensory attacks.

Neural Manipulation: Upon contact, a target must make an Endurance FEAT or be stunned for 1-10 turns. If Nimrod grabbed them, they must make a Red Endurance FEAT or remain unconscious until let go.

Power Detection: Excellent rank and range.

Power Negation: The ability to temporarily negate all mental or psionic powers within 1 area. Affected people must make a Red FEAT to retain their powers.

Self-Repair: Good ability to repair

himself if he has 10% of his Health left and enough time to make repairs (15 Health points are returned every half hour). For each 20 points restored, the repairs temporarily lower at least one power -2CS.

Shapechange: Nimrod can transform himself into appearing human.

Shockweb: Remarkable Intensity energy field that can be created up to 2 areas away. The Shockweb has the equivalent of Amazing Material Strength and Remarkable Stunning. Each Shockweb requires a Remarkable FEAT to creature and lasts for 1

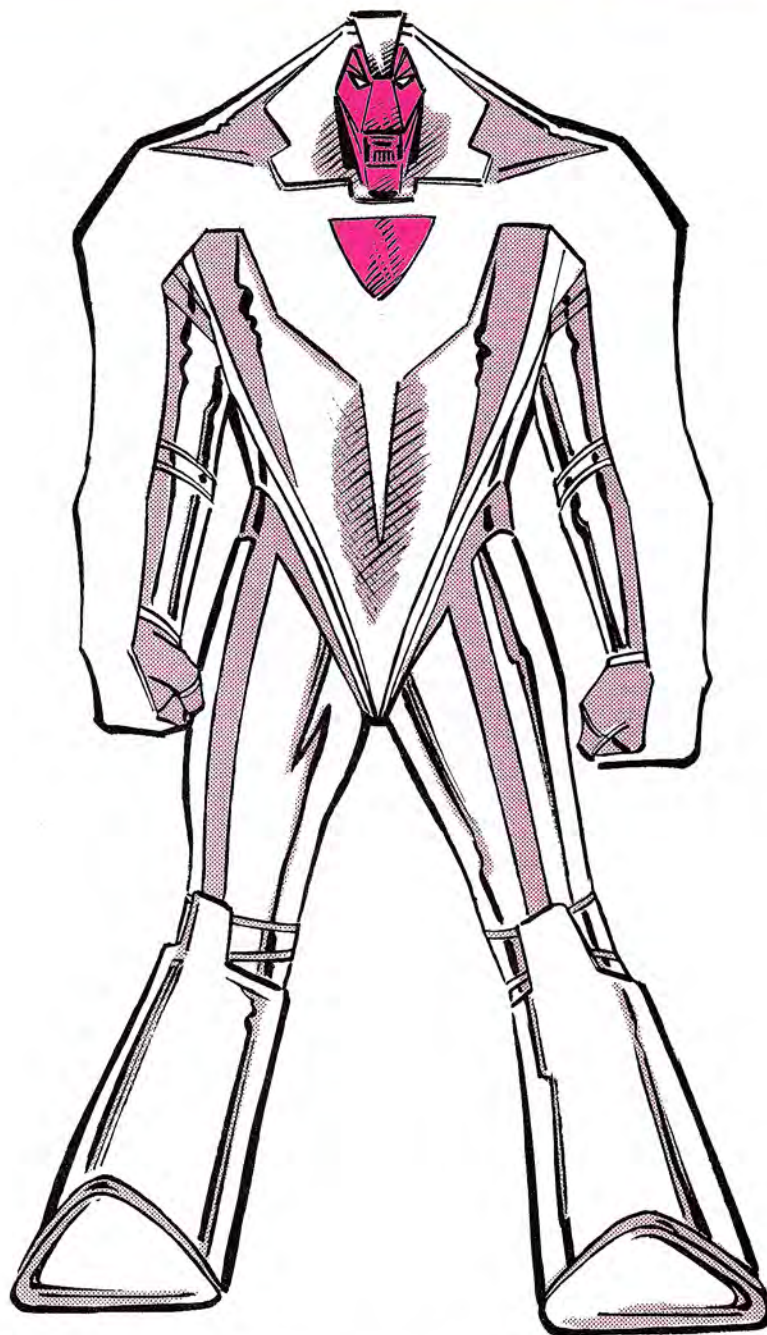
turn.

Teleportation: Feeble range (5 miles)

Tractor Beam: Monstrous Telekinetic power to either repel or attract a target. It propels a target 1 area for each rank exceeding Good level. Targets suffer power rank damage.

Talents:

Contacts: If it can make contact, Project Nimrod can supply aid. Modern Sentinels might assist Nimrod if they were convinced of Nimrod's connection to them.



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Nimrod is the epitome of Sentinel evolution. As such, he sees mutants and most superhumans as criminal renegades to be hunted down and probably killed. His time trip has caused him to reconsider his goals and methods. He is still considering his options, hence he has not yet begun an open war on mutants and superhumans. He obeys his command to protect normal humans and will break off attacks if such harm would result from his actions.

HISTORY

In the early 21st Century of an alternate reality, Sentinel robots have effectively taken control of the United

States in order to carry out their mission of eliminating the alleged menace posed to ordinary humanity by superhuman mutants. The Sentinels succeeded in either killing all known superhumans, whether mutants or not, or imprisoning them within concentration camps.

In this alternate reality, the last known survivors of the team of superhuman mutants known as the X-Men were the adult Katherine Pryde, known as Ariel (her counterpart in this reality is known as Shadowcat), and the adolescent Rachel Summers. Pryde and Summers illegally entered a top secret "cyberrobotics" complex in order to deal with Project Nimrod, the effort to construct the ultimate, most highly advanced Sentinel robot possible using the technology of that time; they were discovered and pursued by guards, but they locked themselves within the laboratory. However, the lab was shielded against the use of Pryde's power to phase through solid matter, and hence Summers believed that both she and Pryde were trapped. However, Pryde had given Summers a post-hypnotic command to use her psionic powers to project herself into the past when Pryde said the words "Dark Phoenix." Pryde did so, and Summers was hurled into a time when Sentinels did not rule America, and when

Pryde thought Summers would be safe. But Summers did not journey to the past of her own reality, but to the past of our reality, where she became a member of the present-day X-Men, and eventually took the name Phoenix. The end result of Project Nimrod, the highly advanced Sentinel named Nimrod, killed Pryde after Summers' departure through time.

Nimrod attempted to follow Summers and was transported to a moment in time shortly before a fishmonger was mugged in Lower Manhattan. Nimrod, programmed to protect humans who were not criminals, killed the mugger and saved the worker's life. He was taken in by this worker, and eventually took on human form in order to blend in with his surroundings. He decided that mutants who were classified as outlaws by the government should indeed be exterminated, and fought the Juggernaut and the X-Men, but was defeated by Rogue. More recently, he battled the X-Men and the Lords Cardinal of the Inner Circle of the Hellfire Club, and was again defeated. He learns from these defeats, however, and reconstructs himself after each battle in order to become more formidable. Presumably he is at present continuing his career as a vigilante crimefighter in New York City.

STATISTICS

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

Health: 46

Karma: 22

Resources: GD (10)

Popularity: -10

BACKGROUND

Real Name: Robert Hunter

Occupation: Electrical engineer turned professional criminal

Legal Status: U.S. citizen

Identity: Known to authorities

Place of Birth: Scranton, Pennsylvania

Marital Status: Widowed

Known Relatives: Mary (wife, deceased), Virginia (daughter)

Base of Operations: Mobile

Past Group Affiliations: Lunatic Legion

Present Group Affiliation:

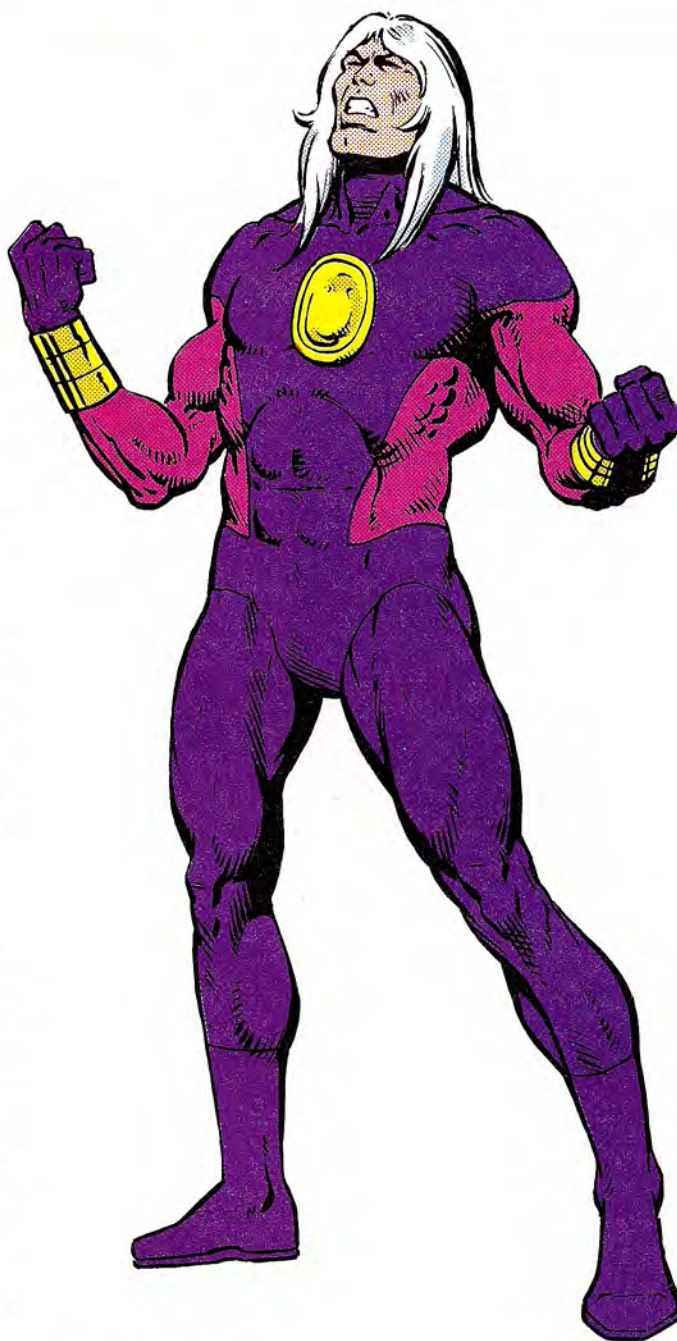
KNOWN POWERS

Explosive: Nitro can transform any and all portions of his body into an Amazing explosion. Everything within his area suffers Amazing damage, while targets in the surrounding area suffer Remarkable damage. He can reform his body within two rounds. If he limits his explosive power to his hands, he can punch with Remarkable damage and Slam or Stun opponents of up to Monstrous Endurance.

Weakness: If, while he is in his gaseous state, any fraction of his body is separated from the rest, he cannot reform.

Talents: Nitro has Excellent Reason in the fields of electrical engineering and ham radio operation.

Contacts: Nitro was once a member of the now-defunct Lunatic Legion.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Nitro began as a mere eccentric but has since graduated into being a full-blown psychotic. His explosive power matches his current personality perfectly. He has a monomaniacal hatred of the Kree Captain Mar-Vell and will attack anyone who remotely looks or acts like him.

HISTORY

Robert Hunter was an eccentric retired electrical engineer who operated a ham radio as a hobby. The Lunatic Legion, a band of renegade scientists of the extraterrestrial Kree, monitored Hunter's broadcasts and chose him to become their agent. They took him to a hidden genetics laboratory and genetically re-engineered Hunter's body to endow him with the power to explode his body's molecules and reassemble them at will. Dubbing him Nitro, they sent him to acquire Compound Thirteen, a dangerous nerve gas being developed by the U. S. Army. He was opposed by the Kree warrior Captain

Mar-Vell, however, and Mar-Vell defeated him by adding the transformational energy of his body exchanging atoms with those of Rock Jones to Nitro's own concussive energy. This caused Nitro's particles to become dispersed farther apart than he could readily recall them.

After months of effort, Nitro reintegrated himself and went searching for Mar-Vell. Mistaking the alien Omega the Unknown for Mar-Vell, Nitro attacked him and was finally defeated when Omega placed a titanium steel cylinder around him as he exploded and shot him into the stratosphere.

When Nitro again reintegrated, he lured Mar-Vell into battle. Mar-Vell

subdued him by capturing half of Nitro's gaseous substance in a reinforced container, which prevented him from physically reintegrating. This container, and a second one filled with the other part of his gaseous substance, was taken to the government energy facility Project: Pegasus for study. He was released when his daughter Virginia got a court order to permit him to stand trial. Once his substance was recombined, he easily escaped and wreaked havoc in Manhattan for an afternoon until Spider-Man trapped his gaseous substance in a container partly filled with a nausea gas. Kept in a constant state of stupor, Nitro is unable to escape. He has yet to stand trial for any of his deeds.

STATISTICS

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

Health: 110
Karma: 22
Resources: TY(6)
Popularity: 9

BACKGROUND

Real Name: Jack Monroe
Occupation: Professional adventurer
Identity: Secret
Legal Status: Citizen of the United States with no criminal record
Other Known Aliases: Bucky
Place of Birth: Naugatuck, Connecticut
Marital Status: Single
Known Relatives: None
Past Group Affiliations: Former partner of Captain America IV, current partner of Captain America I, Demolition Man, and Falcon
Base of Operations: Mobile

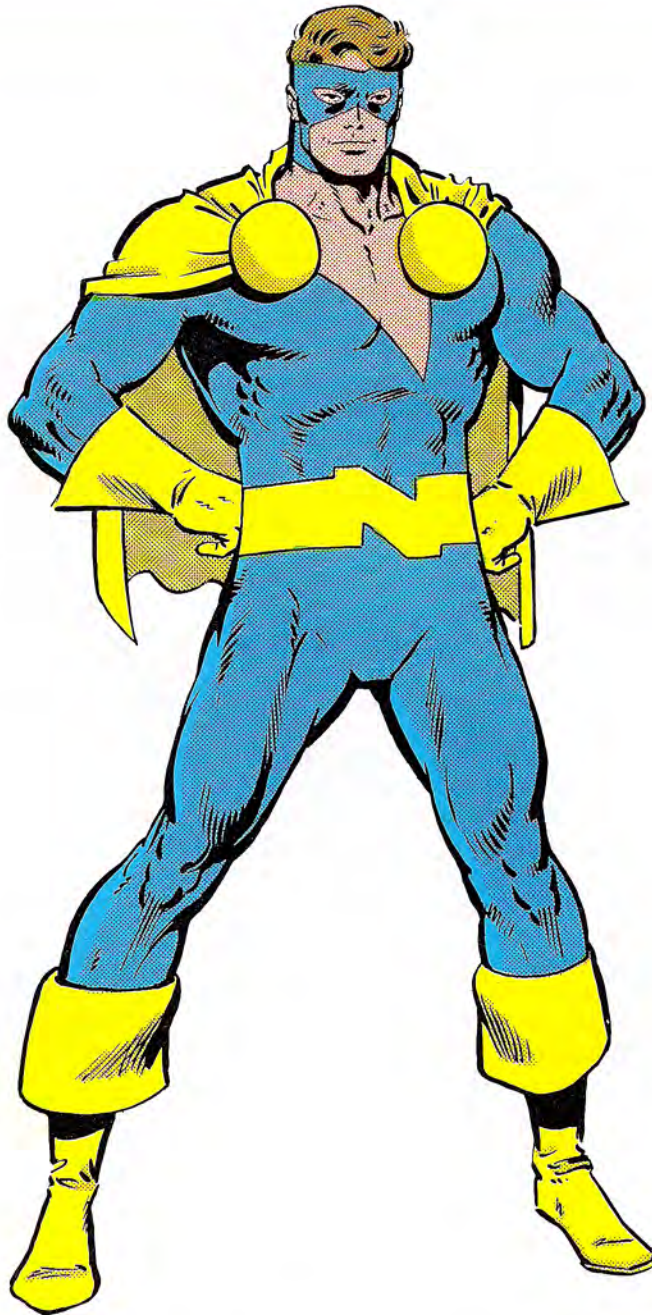
KNOWN POWERS

Stun Discs: Nomad wears two detachable six-inch-diameter, steel alloy discs on his chest. He can throw these discs as weapons with a 1-area range; these discs stun opponents for 1-10 rounds if they do not make an Endurance FEAT roll. If Endurance is less than Remarkable, a red FEAT is required. If Endurance is Remarkable, a yellow FEAT is required, and if greater than Remarkable, green is required.

Other Nomad: The first Nomad was Steve Rogers, the original Captain America. The second Nomad was a stunt man (now deceased) hired by the Red Skull to trap Captain America. He had the following stats:

F	A	S	E	R	I	P
RM	EX	GD	EX	TY	GD	TY

Talents: Nomad has been taught by Captain America and has all martial arts. He is a Weapon Specialist with his discs.



Contacts: Nomad is a close friend of the Captain (Captain America I), and a member of his current group of allied heroes, which also includes Demolition Man and the Falcon.

ADDITIONAL NOTES:

HISTORY

Jack Monroe was the third man to adopt the identity of Nomad. The first Nomad was Steve Rogers, the original Captain America, who became disillusioned with the American government for a brief time and assumed a costumed identity which did not have patriotic symbolism. When Rogers rededicated himself to American ideals, he abandoned the Nomad identity. It was assumed

years later by California-based stuntman Edward Ferbel in a scheme masterminded by the Red Skull. Ferbel was killed in the course of the Skull's machinations. Finally, a modified version of the Nomad costume was given to Jack Monroe by SHIELD when he was sent on a mission to infiltrate the headquarters of the terrorist called the Viper. It was thought that the Nomad suit would unnerve the Viper since the original Nomad had defeated her once before.

Prior to donning the Nomad suit, Jack Monroe had been a lifelong admirer of Captain America and his deceased partner Bucky. As a youth, he was enrolled in the Lee School for Boys in Connecticut where he met a man who shared his hero worship, history instructor "Steve Rogers." Rogers was not the original Captain America, who had disappeared during the final days of World War II, but a man so obsessed with his legend that after rediscovering the original Super-Soldier formula in the notebook of a Nazi spy, he offered to exchange the formula for the opportunity to become the new Captain America. Administration officials approved his plan, hoping to have a symbol of liberty to fight in the Korean War. Soon after undergoing plastic surgery to make him resemble the

original Steve Rogers, the would-be successor was told that the project had been terminated with the end of the Korean War.

Rogers, as he was now known legally, accepted a post at the Lee School, and met Monroe, who had gone by the nickname Bucky. Sharing a mutual obsession, the two became friends, and Monroe acquired Captain America and Bucky costumes for them. Rogers refused to play Captain America, however, until a new bulletin announced the return of the Red Skull (though he was not genuine). Injecting themselves with the Super-Soldier formula Rogers had kept, the new Captain America and Bucky went after the bogus Red Skull and then other foes of America. Running out of enemies to fight, the two began preying upon those they suspected of being Communists. When the government learned of their indiscretions, FBI agents went to subdue them, and they were placed in suspended animation.

It was believed that without the "vita-ray" treatment that the original Captain America had, the Super-Soldier formula had detrimental effects on their sanity. They were released decades later by a government employee who was disgruntled by official policies toward the Com-

munists. The second Captain America and Bucky believed that the original Captain America was a fake, and fought him and the Falcon until the two were defeated and sent back into suspended animation. The criminal psychologist Dr. Faustus gained custody of the two, and they became test subjects for his mind-controlling gas. As a test of loyalty, the ersatz Captain America was ordered to shoot his friend Bucky. He did so, unaware that the gun was not loaded. After Faustus's defeat, Monroe was placed in SHIELD custody, where he was given special treatments to restore his sanity.

Released, Monroe sought out the original Captain America (the Captain America he had known was killed in Faustus's scheme) and, after posing as Bucky for one night, was given the Nomad identity. After helping his idol thwart the Viper's scheme, Monroe decided to retain the identity of Nomad. He served as Captain America's partner and apprentice for several months. Then, after apprehending a costumed foe by himself, he decided to leave the Captain's tutelage and find his own style of crimefighting. His current activities and whereabouts are unknown.

STATISTICS

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

Health: 90

Karma: 22

Resources: EX (20)

Popularity: 40

BACKGROUND

Real Name: Jean-Paul Beaubier

Alias: Jean-Paul Martin

Occupation: Pro skier, adventurer

Legal Status: Canadian citizen believed dead by all but Alpha Flight); currently a citizen of the Faerie realm

Identity: Known to authorities

Place of Birth: Montreal, Quebec, Canada

Marital Status: Single

Known Relatives: Jeanne-Marie Beaubier (sister, a.k.a. Aurora), Louis Martin (adoptive father, deceased)

Base of Operations: Alpha Flight HQ, Tamarind Island, British Columbia, Canada

Past Group Affiliations: Alpha Flight

Present Group Affiliation:

KNOWN POWERS

Flight: Northstar can attain Shift-Z air speed (Mach 10, 7700 mph), although he normally limits his speed to Good (120 mph). He can also hover in place. As a side effect of his flying, Northstar gains enough Invulnerability to counter the effects of friction with the air.

Multiple Attacks: Northstar's speed enables him to deliver repeated blows for a total of Incredible damage.

Power Gestalt (defunct): When in physical contact with his sister, Aurora, they jointly possess the ability of Monstrous Light Generation. This affects everyone in line of sight with the couple.

Costume: His special costume has Monstrous resistance to air friction and tearing.

Talents: Northstar is a world-class skier and is bilingual in French and English.



Contacts: Northstar is known to the members of Alpha Flight and to the mutant Wolverine.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Northstar is driven by his strong passions. He is a flamboyant hedonist in his personal life. However, he is so protective of his twin sister, Jeanne-Marie, that he has become a total prude where she is concerned. He develops a dislike of his sister's lovers, even if they are Northstar's teammates. He is a stoic in his personal troubles. Since his transformation into a Faerie, Northstar may have become wiser, more tranquil.

HISTORY

Jean-Paul Beaubier and his twin sister Jeanne-Marie were separated in infancy after their parents were killed under circumstances yet to be revealed. Jean-Paul was adopted by Mr. and Mrs. Louis Martin, who were cousins of his mother. The Martins could not afford to adopt Jeanne-Marie as well, however, so they arranged for her to be raised at Madame DuPont's School for Girls in LaVelle, Quebec. Soon afterward, Martin, a member of the Royal Canadian Mounted Police, was posted to northern Quebec, and moved his family there. When Jean-Paul was about six years old, Mr. and Mrs. Martin were killed in an accident, and Jean-Paul was placed in a foster home. Jean-Paul and Jeanne-Marie thus grew up separately, each unaware of the other's existence.

During his adolescence, Beaubier's mutant powers began to emerge. Beaubier was befriended by Raymonde Belmonde, who helped him overcome his fears about the ways in which Beaubier was different from the majority of people. Having reached self-acceptance, Beaubier now secretly used his mutant powers to achieve success in skiing. Beaubier became a world champion skier, winning a gold medal at the Olympics while he was still in his late teens. He then turned professional skier and became quite wealthy. At some point during his

adolescence, Beaubier was also apparently a member of a radical French Canadian separatist group.

To this point, Beaubier, unaware of his true parentage, had called himself Jean-Paul Martin. After James McDonald Hudson recruited Jeanne-Marie Beaubier to be a superhuman agent for the Canadian government's Department H, Hudson's wife Heather noticed the resemblance between her and Jean-Paul Martin. Hudson himself investigated and discovered that Jean-Paul Martin was really Jeanne-Marie Beaubier's brother. Agents of Department H contacted Jean-Paul and informed him of his true parentage; thereafter he called himself Jean-Paul Beaubier. Beaubier met with Hudson, who told him that he had discovered his superhuman powers. Hudson invited Beaubier to become one of Department H's agents, and then introduced him to his sister. Beaubier was overjoyed to learn that he had a sister, and accepted Hudson's invitation. After a period of training, the Beaubier siblings both became members of Alpha Flight, the team of superhuman agents that Hudson created for Department H. The siblings took the code names of Northstar and Aurora.

Even after Alpha Flight temporarily lost the financial support of the Canadian government, Northstar remained with the team in order to be with his sister. He not only cared deeply about his sister as his only living relative, but was concerned about her because she had a dual

personality. After the Beaubier siblings had a particularly intense quarrel over Jean-Paul's sexual attitudes, however, Northstar ceased to operate with the team on a regular basis. Aurora sought to break her ties to her brother completely by altering her own superhuman powers so that they were no longer the same as his. Her lover, Dr. Walter Langkowski, known as Sasquatch, performed an experiment in molecular rearrangement upon Aurora which did indeed alter her superhuman abilities. As a result, however, Northstar and Aurora can no longer touch each other without their temporarily becoming incapable of using their superhuman powers.

After the death of Langkowski, Aurora and Northstar became reconciled with each other. Northstar is once again a member of Alpha Flight, which is now led by Heather Hudson and again receives funding and support from the Canadian government.

Beaubier caught a fatal disease recently that caused him to waste away over a period of several months. However, before true death would have resulted, Beaubier made an astounding discovery. He was contacted by his mother, a Faerie who revealed that he and his sister were human-Faerie hybrids. This accounted for their powers and appearance. By casting off his dead human half, Beaubier became a healthy, true Faerie. Soon thereafter, he, his mother, and the being who was Aurora's Faerie self all left Earth for the Faerie realm.

STATISTICS

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

Health: 120

Karma: 18

Resources: PR (4)

Popularity: 10

BACKGROUND

Real Name: Richard Rider

Alias: The Human Rocket

Occupation: Student, adventurer

Legal Status: U.S. citizen

Identity: Secret; known to Xandar and SHIELD

Place of Birth: Queens, New York

Marital Status: Single

Known Relatives: Charles and Gloria (parents), Robert (brother)

Base of Operations: Queens, New York area

Past Group Affiliations: Champions of Xandar

Present Group Affiliation:

KNOWN POWERS

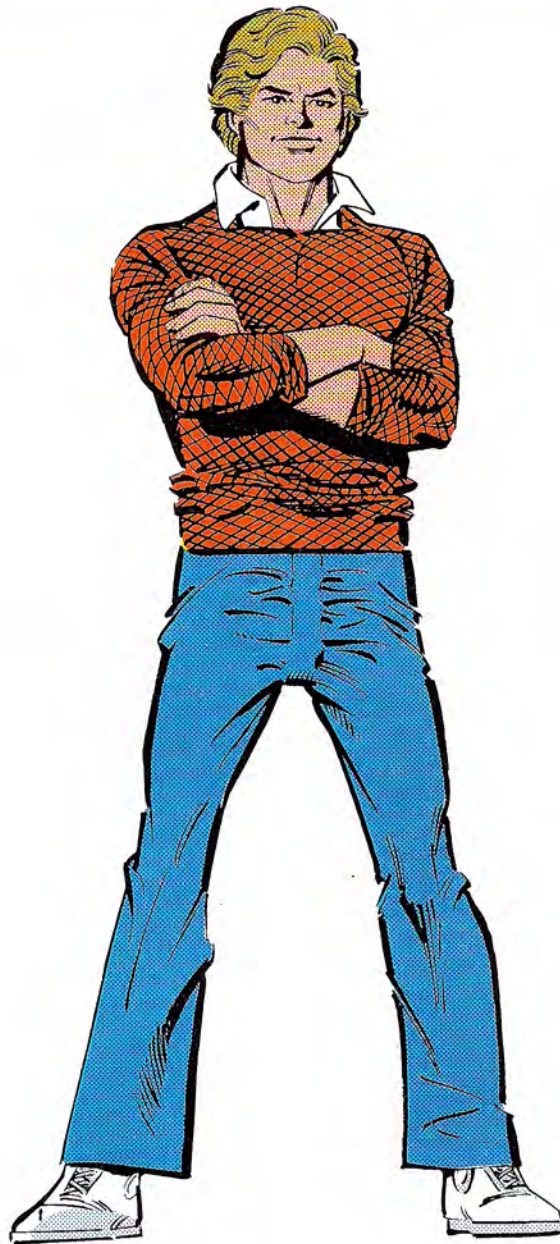
Flight: Nova can fly through the air at Shift X speeds.

Invulnerability: Nova's physique provided him with Remarkable protection from physical and energy attacks.

Inform: Nova's Internal equipment gives him the following powers and abilities:

- * Excellent protection from hard vacuum and temperature extremes
- * Excellent radio reception
- * Six-hour air supply

Contacts: Nova has worked with SHIELD and was a member of the now-defunct Champions of Xandar and the now-destroyed Nova Corps.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Richard Rider was a normal high school student who suddenly found himself in the possession of awesome powers. Although he tried passing himself off as an adult, Nova's actions were dominated by Rider's youthful exuberance and inexperience. His main allegiance was to his family, not the Nova Corps of which he had accidentally become a member.

HISTORY

Richard Rider, a student at Harry S. Truman High School, was sitting at Uncle Fudge's Ice Cream Parlor when he was struck by an invisible ray sent to Earth by Rhomann Dey, a Centurion in the Nova Corps, the space militia of the planet Xandar. Dey had been mortally wounded in battle with an alien named Zorr, who had engineered mass destruction on Xandar. Aboard his starship orbiting Earth, Dey used Xandarian technology to transfer his superhuman powers to an Earth being chosen at random, gambling that the being who acquired his powers would be willing to carry on his fight against Zorr. Stunned by the sudden influx of power, Richard Rider was taken to a nearby hospital. As Rider lay in a coma, the dying Rhomann Dey telepathically explained to the youth what had happened to him and what his mission was.

The acquisition of the superhuman powers apparently did not outwardly alter Rider's body. Shortly thereafter, Rider received Dey's final gift, his Centurion uniform. Rider soon discovered he had been endowed with superhuman strength and resilience, as well as the ability to fly. Rider had barely gotten the chance to try out his powers when Zorr betrayed his presence on Earth in a rampage through midtown Manhattan. Rider sought out the alien and engaged him in battle for several minutes until Rhomann Dey could lock onto Zorr's exact location through his telepathic link with his successor. Then Dey teleported Zorr to his starship and used the energies

of his computer to totally disintegrate him.

Enamored of his new powers, Rider, calling himself Nova, began to patrol New York City in hopes of finding criminals to battle so he could establish a reputation. Among the first of the superhuman criminals he encountered were the Condor and Powerhouse, the latter an amnesiac Xandarian sent to find Rhomann Dey. When the winged Condor learned of the Nova-ship in Earth orbit, he determined to raid it for alien weaponry to use against the Sphinx. Accompanying the Condor, Nova visited the ship of his alien benefactor for the first time.

Months later, following a series of exploits in which he encountered several other superhuman crime-fighters and criminals, Nova was again teleported aboard the Nova-ship, along with his new companions, Crimebuster and the Comet. There they learned that the Sphinx was piloting it to Xandar, where there was a vast computer system which contained the knowledge of how to lose his immortality which the Sphinx sought. It was this computer system, telemetrically connected to all of the Nova-ships in the fleet and thereby to all of the ships' commanders, that conferred upon Richard Rider the knowledge that the Sphinx wanted. On the way to Xandar, the Sphinx and crew encountered a fleet of alien Skrulls, who had launched an attack on Xandar, and Earth's Fantastic Four. The Sphinx took advantage of the situation to descend to Xandar and extract the knowledge he required from the Xandarian computers. Becoming immensely powerful, he set forth for Earth to destroy it. While the Fantastic Four pursued the

Sphinx, Nova and the others remained on Xandar to help the world defend itself against the Skrulls.

For several months, Nova and most of the former members of the Sphinx's crew aided in Xandar's war effort against the Skrulls, earning the name Champions of Xandar. When the Skrulls finally retreated, the Nova Corps starfleet pursued them to make certain it was not simply a ruse. Comet, Crimebuster, and Diamondhead followed the Corps into battle, leaving Nova, Powerhouse, and Xandar's Protector behind as the planet's guardians. Months later, the Nova Corps returned to Xandar, announcing that they had achieved victory over the Skrulls. In reality, the Skrulls had dimensionally displaced the entire Corps and had used their shape-changing powers to take their places. The criminal Diamondhead had betrayed the Xandarians to the Skrulls, causing the death of Crimebuster in the process. With the aid of Rom, Spaceknight of Galador, the Xandarians crushed the final Skrull invasion.

Having been gone from Earth for almost a year, Nova was very anxious to return to his family and friends. He was dismayed to learn, however, that Xandar needed the powers of every one of the surviving Nova Corpsmen to rebuild Xandar's line of defense. Although he protested that he had earned the powers of a Nova Centurion, Richard Rider realized that the only way he could keep them was to stay on Xandar. Thus, he chose to forfeit his Nova powers and return to Earth instead. There, he was reunited with his family and has tried to adjust to normal life once more.

STATISTICS

F AM (50)
A UN (100)
S AM (50)
E UN (100)
R GD (10)
I AM (50)
P AM (50)

Health: 300

Karma: 110

Resources: UN (100)

Popularity: 0

BACKGROUND

Real Name: Frankie Raye

Occupation: Interpreter turned Herald of Galactus

Legal Status: U.S. citizen

Identity: Publicly known

Place of Birth: Bay Ridge, Brooklyn, NY

Marital Status: Single

Known Relatives: Prof. Phineas T. Horton (a.k.a. Thomas Raye, stepfather, (deceased))

Base of Operations: Galactus's Worldship

Past Group Affiliations: Fantastic Four

Present Group Affiliation:

KNOWN POWERS

Fire Generation: Nova can create flames of Shift-X intensity and range. By making an Endurance FEAT, she can temporarily raise her power to Shift-Z rank.

Fire Control: Nova can exert Amazing control over flames of all types.

Energy Sheath: A layer of Unearthly Intensity flame surrounds her body and mimicks hair atop her head. It provides her with power rank protection from physical or energy attacks and, in combination with her other powers, Class 1000 resistance to temperature extremes. Matter of less than Amazing material melts upon contact with this barrier and living tissue suffers Amazing damage unless somehow protected.

True Flight: Nova can propel herself at Class 1000 speeds.

Gateway: Her powers enable her to open Class 5000 spacwarps that enable her to travel as far as 5000 light years per turn.

Self Sustenance: Because of her



transformation by Galactus, Nova has no need to breathe, eat, or drink.

Immortality: Nova's eventual lifespan is unknown. However, in an alternate future, she is uncountable millions of years old, yet still looks like her present-day self.

Talents: Nova has the Astro-navigation talent.

Contacts: As his current Herald, Nova can contact Galactus at any time. In addition, she is quite close to the Fantastic Four and Silver Surfer.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Nova has no compunction against targeting worlds for Galactus's consumption. She feels smug superiority to most beings but great awe of superior beings such as Galactus and Eternity. She is devoted to Galactus and sees him as an ideal mate. After an initial grim period of trying to impress Galactus, she has begun to lighten up, especially in the company of the Silver Surfer.

HISTORY

Frankie Raye is the daughter of parents whose identities have not been revealed; hence, her original last name is not yet known. Frankie's father died when she was still a baby, and her mother soon married Professor Phineas T. Horton, who at that time had changed his name to Thomas Raye. Horton had been the inventor of the original android Human Torch, a crimefighter active in the 1940s and 1950s. However, the United States government had decided that the android Torch was so potentially dangerous that Horton could not be allowed to construct another. Therefore, the government impounded Horton's chemicals and equipment.

Frankie's mother died soon after her marriage to Horton, leaving him to raise Frankie by himself. Horton whose spirit had been broken, continued to work as a repairman, and sometimes drank to excess in sorrow.

When Horton read the first public accounts of Johnny Storm, the new Human Torch (who was not an android but a human being), he became incensed that someone was using the name of his then-inactive android creation. (The original Torch would eventually be revived and lat-

er reconstructed by Horton as the Vision.) Seized with the desire to recreate the android Torch, Horton took his fourteen-year-old stepdaughter to the warehouse where the government had stored equipment. A rotting floorboard gave way beneath Frankie's foot, and the agitated chemicals in the drum she was carrying exploded into flame, engulfing her body. The chemicals caused a mutagenic reaction upon contact with her body, conferring upon her the android Torch's ability to burst into flame without harm to herself.

Overwhelmed with guilt, Horton hypnotized her in order to make her forget not only this traumatic accident, but also her life with him. He also gave her a post-hypnotic suggestion. The guilt-ridden Horton left her, but sent her money every week for almost six years. Almost one year after the accident, Horton sent her a package containing a costume he had designed for her which would help her control her power, and would not itself be harmed by her flame, and an audio tape. On hearing a specific word on the tape, Frankie fell back into a hypnotic trance. The taped message commanded Frankie to put the costume on under her normal clothing, to destroy the tape, and then to awaken with no memory of what she had just done.

So it was that Frankie Raye had no knowledge of her superhuman powers, nor of the fact that she wore a specially designed costume, for the costume appeared to be invisible except when she had nothing else on, and even then she was unable to see it due to Horton's hypnotic command.

Frankie Raye worked as an interpreter. Eventually she saw Johnny Storm, the new Human Torch, and was immediately attracted to him. But she was filled with fear when she first saw him burst into flame, for Horton, to insure that she never

used her flaming ability, had also hypnotically commanded her to fear flame.

But Storm and Raye dated each other many times, and the strength of Horton's hypnotic commands upon her mind began to weaken. Eventually, Raye saw herself in a mirror wearing the costume Horton had given her. She regained her full memory and could activate her flaming power. Frankie gloried in her newly discovered superhuman powers, and was very pleased that the Fantastic Four wanted to train her to become a member of their team.

For a few weeks Raye worked with the Human Torch and the Fantastic four, but their lives did not involve the kind of "cosmic grandeur," as she put it, that she sought now that she had become a superhuman being. Then the planet-devouring alien Galactus returned to Earth. Raye had learned from the Fantastic Four's records that the alien Norrin Radd had once become Galactus's herald in exchange for Galactus's agreement to spare his home planet. Seeking adventure and a chance to see the wonders of the universe, Raye volunteered to become Galactus's new herald in exchange for the Earth's safety. Richards pointed out to her that inevitably she would become an accomplice to Galactus's destruction of worlds inhabited by sentient beings, but Raye said she cared only about Earth. Galactus accepted Raye's offer and augmented her existing powers with his vast cosmic power. Frankie Raye eventually took the name of "Nova" since she now shone like an exploding star.

Nova recently aided Galactus and the Silver Surfer in stopping the Elders of the Universe's plot to destroy Galactus and the Universe. As a reward and as a way of being alone from her for a while, Galactus sent her off with the Silver Surfer in search of the Contemplator.

STATISTICS

F GD (10)
A RM (30)
S IN (40)
E RM (30)
R TY (6)
I TY (6)
P PR (4)

Health: 110

Karma: 16

Resources: PR (4)

Popularity: 0

BACKGROUND

Real Name: Robert Frank, Jr.

Occupation: Service station attendant

Legal Status: U.S. citizen

Identity: Known to authorities

Place of Birth: Mt. Athena, NY

Marital Status: Single

Known Relatives: Robert and Madeline (parents, deceased; a.k.a. the Whizzer and Miss America)

Base of Operations: Woodstock, New York

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Hard Radiation: Nuklo had the ability to radiate Amazing Intensity radiation.

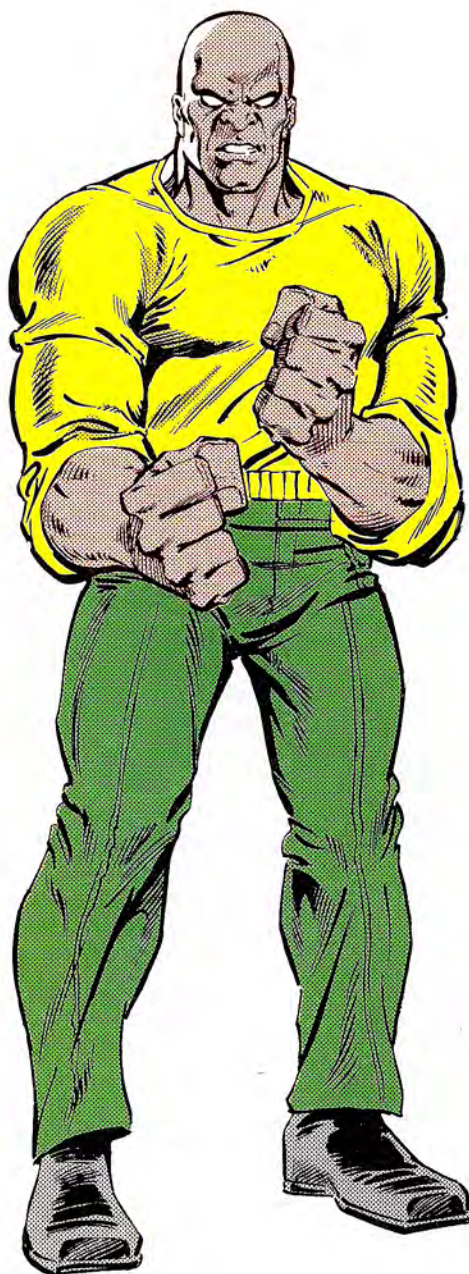
Power Conversion: He could attain several other powers by transforming his radiation into other forms of energy. These included:

- Amazing growth to 20 feet tall.
- Generation of Incredible bolts of plasma.
- Poor ability to split into a maximum of 3 beings and reform into 1 at a later time.

Invulnerability: Nuklo had Amazing resistance to radiation and Remarkable resistance to physical attacks and extreme temperatures.

Talents: Nuklo was skilled in automotive repair and maintenance.

Contacts: Nuklo could get in touch with the Avengers and Dr. Linda Hyams whenever he needed to.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

In his early appearances, Nuklo was a berserker because of his disorientation and confusion. He was also misunderstood or accidentally allied with super-villains. Since his powers have diminished, he has become a relatively normal person who is interested mainly in leading a normal life.

HISTORY

Robert Frank, Jr., is the son of Robert Frank and Madeline Joyce, also known as the Whizzer and Miss America. The two retired from their careers as costumed crimefighters several years after the end of World War II, married, revealed their identities to the government, and took jobs at one of the nation's first nuclear power plants. When a radiation experiment went awry, the Franks rushed into a high radiation area to manually activate the damping rods that were malfunctioning and were exposed to massive amounts of radiation. Madeline Frank was pregnant at the time and when she gave birth eight months later, her son proved to be a mutant who emitted toxic radiation levels. (Apparently, due to their own superhuman powers, the Franks were immune to the deleterious effects of excessive radiation.) The Franks were persuaded by the government to place their infant son in a special capsule which would retard his aging process while draining him of excess radioactivity.

The capsule lay beneath the basement of a government building for several decades, until the building collapsed and the capsule was taken into custody by the Avengers. By that time, the classified records about the capsule had been misplaced and for-

gotten. But while Madeline had died shortly after giving birth to a second stillborn son a few years later, the Whizzer was still alive and learned about the capsule's discovery. He broke into the Avengers' Mansion to take custody of the capsule but was prevented from doing so by the Avengers. Shortly thereafter, the Avengers' probing devices tripped the release mechanism of the capsule and Robert Frank, Jr., was set free. His body, which had only aged approximately twelve years over the decades of containment, was still highly radioactive, and soon exhibited certain superhuman powers. His mind, which was of above average intelligence, knew absolutely nothing about the outside world and was consequently greatly disoriented. Somehow fissioning into three separate duplicates, Frank Jr., who would soon dub himself Nuklo, ran amok through New York City. The Avengers subdued the three doppelgängers and brought them together, which merged them into a single being again. Nuklo was rendered unconscious by a hex cast by the mutant Scarlet Witch, who at that time believed herself to be his sister.

Nuklo was returned to the capsule and placed back in government custody. The government placed him under the care of U. S. Army General Jacob Pollock, who became a renegade and allied himself with the criminal Living Laser. Nuklo accidentally escaped his containment vessel

and wreaked havoc for the Avengers before his father, the Whizzer, was able to get close enough to knock him unconscious.

Nuklo was then taken to the newly opened government energy facility Project: Pegasus for treatment and study. There his radiation level was diminished significantly and his education was started. After a few years, he was placed in the custody of scientists in a special facility at General Hospital in Manhattan where he was treated by a psychologist named Dr. Linda Hyams and a radiologist named Dr. Ira S. Bishoff, who was secretly the Whizzer's old nemesis Isbisa. Over the course of months, Isbisa siphoned Nuklo's radiation and transferred it to himself, in order to gain sufficient power to exact revenge upon the Whizzer. When Robert Frank finally managed to get a court order turning his son over to his care, Isbisa attacked. At the battle's end, the Whizzer had died of a heart attack rescuing his son, but Nuklo was permanently cured of his excess radiation.

Nuklo was placed in the custody of Dr. Linda Hyams, his psychologist, who took him to live with her family in a small community in upstate New York. Robert Frank, Jr., has passed high school equivalency tests and got a job at a service station. He was recently attacked by the superhuman-hunting Tess-One robot, and is currently recuperating.

STATISTICS

F IN (40)
A UN (100)
S IN (40)
E AM (50)
R RM (30)
I EX (20)
P GD (10)

Health: 230

Karma: 60

Resources: AM (50)

Popularity: 0

BACKGROUND

Real Name: Maht Pacle

Occupation: Executioner, wanderer

Legal Status: None

Identity: Existence unknown on Earth

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Elders of the Universe

Present Group Affiliation:

KNOWN POWERS

Invulnerability: CL1000 resistance to physical and energy attacks.

Immortality: CL5000 resistance to aging, disease, and toxins. If reduced to 0 Health or Endurance, he does not die.

Regeneration: Unearthly rank

"Power Primordial": His connection to the original energy of the universe is used as power source for his equipment.

Equipment: His harness contains these powers:

Flight: CL5000 speed (1000 times lightspeed)

Missiles: Heat-seeking spheres do Shift X damage

Plasma Blast: Shift X intensity

Concussive Blast: Shift X intensity

Fire Generation: Shift X intensity

Heat: Shift X intensity

Kinetic Bolt: Shift X intensity

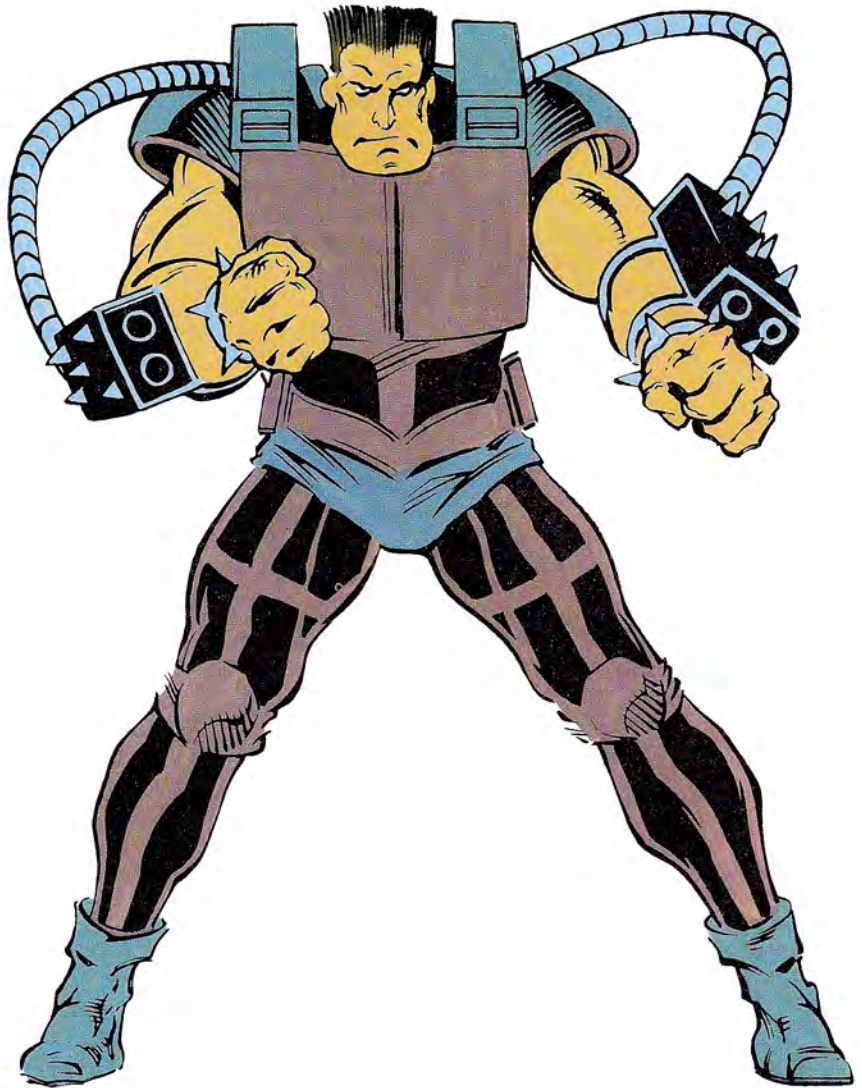
Hard Radiation: Shift X intensity

Gas Spray: Shift X toxicity tailored to current victim. One turn is needed to analyze target and create a toxin

Light Generation: Feeble ability to create harmlessly glowing bubbles

Talents: Monstrous Reason in the field of weapons design

Contacts: Elders of the Universe



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Obliterator is a bully and a brawler. He revels in wreaking excessive destruction. He cannot seem to understand that other people might resent his attempts to kill them.

HISTORY

Five billion years ago, the Obliterator came up with a purpose for his immortal life. He decided to track down and kill every other member of his race. That kept him busy for a while as he developed new means of murder and destruction. He became quite proud of his accomplishments and gladly bragged about them to anyone who survived his presence long enough to listen.

Eventually, of course, the Obliterator reached his goal with the death of his last distant relative. With that, he set about exploring the universe in search of other things to kill. He eventually met up with the Gardener, who introduced him to others like himself, the monomaniacal immortals who called themselves the Elders of the Universe. They came up with a plan to ensure their complete immortality by first wagering against Death, then setting about destroying Galactus. They thought that by destroying Galactus, they could trigger a new Big Bang and

create a new universe, one in which all the Elders would have Galactus like powers.

When their activities were discovered by the Silver Surfer and Mantis, the Obliterator tried to kill them. The Silver Surfer remolded the Obliterator's equipment into harmless devices and left him stranded, weaponless, on a world that possessed no animal life he could kill. Bereft of his purpose in life, the Obliterator was shattered. He now sits in unimaginable despair on that forgotten world, vainly waiting for something to evolve so he can kill it.

STATISTICS

F UN (100)
A UN (100)
S AM (50)
E CL3000
R IN (40)
I IN (40)
P CL3000

Health: 3250

Karma: 3080

Resources: CL1000

Popularity: 90

BACKGROUND

Real Name: Odin

Occupation: Monarch of Asgard

Legal Status: Citizen of Asgard

Identity: Publicly known

Place of Birth: Unrevealed

Marital Status: Married

Known Relatives: Frigga (wife), Thor (son), Loki (foster son)

Base of Operations: Asgard

Past Group Affiliation: Gods of Asgard

Present Group Affiliation:

KNOWN POWERS

Illusory Duplication: Odin can send forth an image with CL3000 range

Invulnerability: Excellent protection against physical and energy attacks While in Asgard, he has CL3000 resistance to disease, fire, cold, corrosives, and toxins

Dimension Travel: Unearthly rank

Enchantment: Shift-Z ability to instill Unearthly powers in a target

Plasma Bolts: Shift-Z Intensity blasts of pure magical energy

Regeneration: Shift-Z ability to Heal

Spirit Vampirism: CL3000 ability to absorb all Asgardian life forces into himself and join their Abilities' ranks with his. Their bodies enter a coma until he releases their souls again.

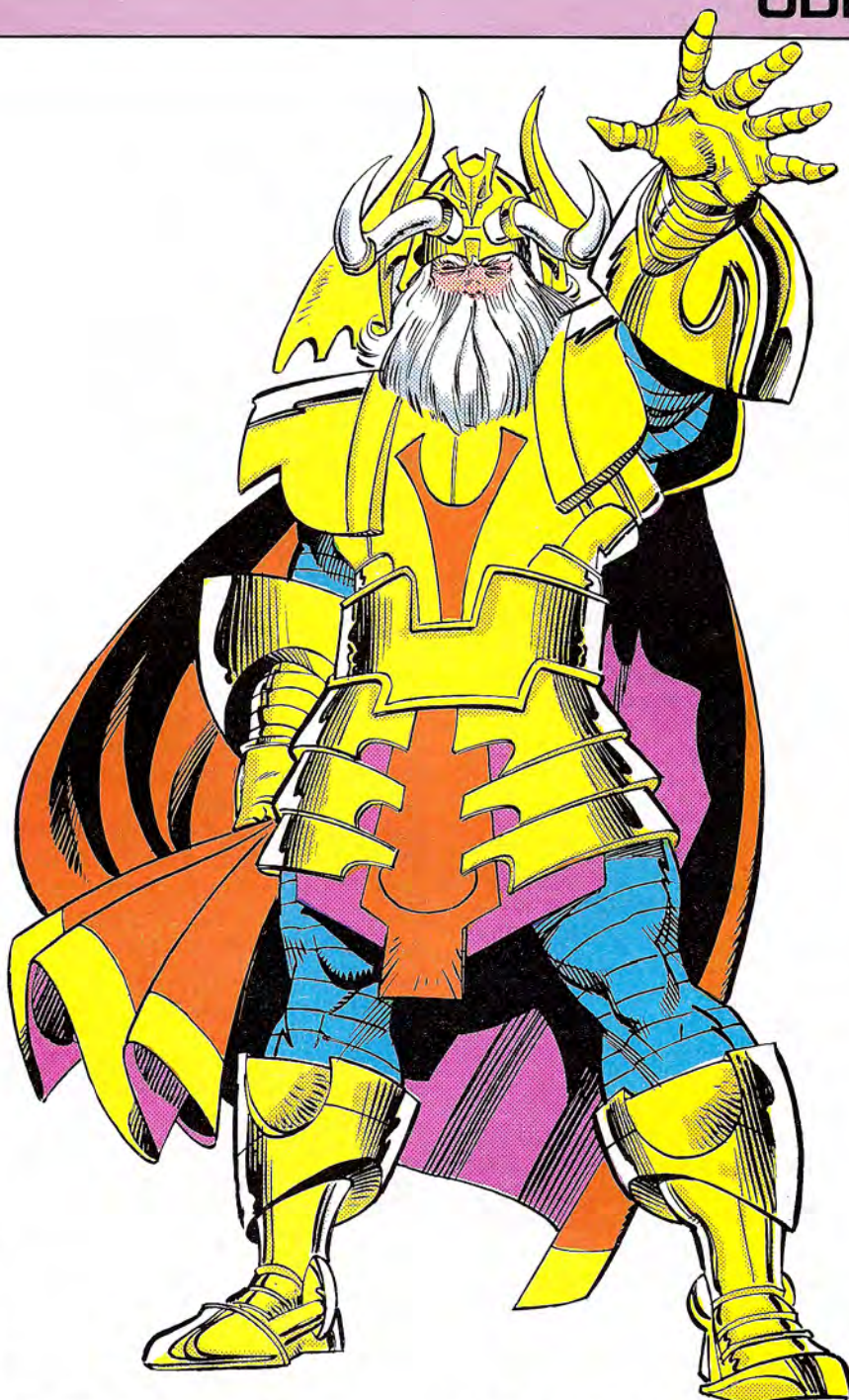
Equipment:

Armor: Amazing protection from physical and energy attacks

Gungrir, the Odin-Spear: An Uru Metal spear of CL1000 Material Strength which does Amazing damage

Thrudstock: An Uru metal mace of CL1000 Material Strength which does Shift-X damage

Contacts: Asgardians, rulers of other pantheons



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Odin's primary concern is the safety and leadership of the Asgardians. Humans are a secondary concern to him; if addressed by humans, he may ignore them. However, since Odin recognizes the tie between humans and Asgardians, he will protect Earth if major disaster is imminent. He is able to organize the other pantheons' leaders if joint action is needed to deal with a special crisis. He and Surtur hate each other.

HISTORY

Odin was born ages ago as a member of the race of gods called Asgardians. Odin is the grandson of Buri, the first of the Asgardian race, who is said to have emerged from beneath the ice of the extradimensional realm of Niffleheim. Buri sired Bor, who took as his wife Bestia, one of the race of lost giants, and they had three sons, Vili, Ve, and Odin.

The three brothers led the Asgardian warriors in a war against the frost giants of Niffleheim, and slew the frost giants' leader Ymir. Legend has it that Odin, Vili, and Ve constructed much of the cosmos from Ymir's immense corpse, but this statement is not widely believed today. The surviving frost giants settled in the otherdimensional world of Jotunheim.

Vili, Ve, and Odin went to explore another of the Nine Worlds, Muspelheim, which was inhabited by demons ruled by the monstrous Surtur. There the three brothers learned that Surtur intended one day to destroy the Nine Worlds with his gigantic sword, which he would ignite with the Eternal Flame of Destruction. Odin and his brothers magically merged into a giant of Surtur's own immense size and in this form succeeded in shattering Surtur's sword in combat. Surtur and his hordes pursued the three Asgardians to the interdimensional Nexus between Asgard and Muspelheim.

Odin rode through the Nexus, but his elder brothers remained behind, saying that if they accompanied Odin, then Surtur would follow the three of them wherever they went. Vili and Ve bade Odin farewell, telling him to rule Asgard wisely. Then, as Surtur came up behind them, there was a tremendous shock wave and flash of light. When Odin recovered, the Nexus to Muspelheim had vanished. Then there was a second, more powerful shock wave of energy, and the young Odin found himself in possession of his two brothers' powers.

Odin made the Asgardian goddess Frigga his queen. But he eventually decided to sire a son whose power would combine both that of Asgard and that of Earth. Hence he journeyed to

Earth to mate with its patron goddess Gaea, who appeared to him in her persona of Jord. Gaea bore Odin his son Thor, whom Frigga then raised. Thor, Odin's favorite son, became the god of thunder.

Odin led the Asgardians in a war against the frost giants of Jotunheim in which the giants' leader Laufey was slain. Odin adopted Laufey's infant son, Loki, whose size was that of a god's, not a giant's. (Odin himself had had a giant of Jotunheim as his mother.) Odin raised Loki alongside Thor, but as an adult Loki would continually challenge Odin's rule.

The tale is told that Odin commissioned the giants Fasolt and Fafnir to build him a palace in Valhalla, where the spirits of the heroic dead dwell. In order to pay the giants, Odin, Loki, and Thor took the dwarf Alberich prisoner and forced him to surrender both his gold and the incredibly powerful, mystic Ring of the Nibelung. Alberich placed a curse on the mystical Ring, which was carried off by Fafnir. Odin gave Thor two different mortal incarnations, Siegmund and Siegfried, in an attempt to recover the Ring. Siegfried succeeded but was killed by Alberich's son, Hagen. Siegfried's lover, Brunnhilde the Valkyrie, recovered the Ring but died herself. Odin brought Thor and Brunnhilde back to life and took possession of the Ring.

Odin learned of the coming of the Third Host of the Celestials, alien beings of inconceivable power who had influenced the evolution of Earth's human race and intended to judge humanity's worthiness to survive when the Fourth Host came. Odin contacted Zeus, ruler of Olympian gods, and the two monarchs met with the ruling gods of Earth's other pantheons to set a course of action. Odin, Zeus, and Vishnu of the Hindu gods confronted the Third Host, which threatened to seal off the interdimensional passages between the gods' realms and Earth unless the gods pledged not to interfere with the Celestials' activities on Earth for a millennium. Acting on behalf of Earth's gods, Odin, Zeus, and Vishnu were forced to agree. But Odin began planning to thwart the Fourth Host, which would arrive roughly a millennium later. He constructed a suit of armor with nearly invincible powers

called the Destroyer, and transformed the Ring of the Nibelung into the Destroyer's weapon, the Odinsword.

In the Twentieth Century, Odin became greatly disturbed by his son Thor's headstrong nature. To teach him humility, Odin gave Thor a new mortal form, that of the crippled medical student Donald Blake, sending him to Earth stripped of the memory of his true identity. After Blake became a successful physician, Odin planted within his mind the suggestion to take a vacation in Norway. There Blake stumbled into the cavern where Thor's magic hammer had been left in the enchanted form of a wooden cane. Blake struck the cane against a boulder and regained his godly form while the cane again became a hammer.

In recent years Odin sacrificed his right eye to Mimir, the sentient Well of Wisdom, in order to learn how to thwart Ragnarok, the end of Asgard. The eye itself became sentient and grew to great size in another dimension, where it told Thor stories of Odin's and his past, the truth of some of which is debatable. The eye eventually shrank and was hurled by Thor into Mimir.

After the coming of the Fourth Host of the Celestials, Odin withdrew all of the life forces of the Asgardians except Thor into himself. Then Odin's spirit entered the Destroyer, animating it, and Odin thus did battle with the Fourth Host. The Celestials annihilated the Destroyer but judged in humanity's favor when Gaea presented them with twelve genetically advanced human beings, the "Young Gods." The other pantheons of Earth gods granted Thor the power to resurrect Odin, who then revived the other Asgardians.

Recently Surtur launched a new attack against the Nine Worlds. While Surtur's demons fought the Asgardian armies on Earth, Surtur himself battled Odin, Thor, and Loki in Asgard City. Odin grew to gigantic size and grappled with Surtur, and both fell within a huge crevice apparently leading to Muspelheim, which then sealed shut. Balder the Brave has been chosen to succeed Odin as ruler of Asgard; Thor refused the throne, preferring to remain Earth's guardian. But there may be trouble ahead, because Odin apparently still lives.

GROUP BACKGROUND

The Gods of Olympus are a race of superhumanly powerful humanoid beings who were worshipped by the ancient Greeks and Romans from about 2,000 B.C. to 500 A.D. The Olympians dwell in Olympus, a small "pocket" dimension adjacent to Earth; an interdimensional nexus between Olympus and Earth exists somewhere on Mount Olympus in Greece. The Olympians' human worshippers in ancient Rome called these gods by different names than those by which the gods were known in ancient Greece: for example, the Greeks called the king of the gods Zeus, whereas the Romans called him Jupiter or Jove. The Olympian gods, except for Neptune, patron deity of the Atlanteans, no longer have or actively seek worshippers on Earth. However, certain gods, notably Hercules and Venus, still take active interest in humanity.

The Olympian gods all possess certain superhuman physical attributes. They are true immortals, who cease to age upon achieving adulthood, and who are unable to die by conventional means. The Olympians are immune to all terrestrial diseases and are resistant to conventional injury. If an Olympian is wounded, his or her godly life force will enable him or her to recover at a superhuman rate. It would take an injury of such magnitude that it incinerates an Olympian or disperses a major portion of his or her bodily molecules to cause him or her to die. Even then, it may be possible for a god of greater or equal power, or several gods acting together, to revive the deceased Olympian before the god's life essence is beyond resurrection. Olympian flesh and bone are about three times denser than similar human tissue, contributing to the gods' superhuman strength and weight. The metabolism of the gods gives them superhuman endurance in all physical activities. In addition, many Olympian gods possess additional superhuman powers which may be magical in nature.

According to ancient myths, the primeval Earth goddess Gaea is the progenitor of the principal Olympian gods. However, it is unclear whether the Olympian race originated on Earth, on Olympus, or in another dimension linked to Olympus.

Gaea gave birth to the sky god Ouranos (who is not to be confused with the Eternal named Uranus). Gaea mated with Ouranos and bore him the first generation of the Olympian race, known as the Titans. One of the Titans, Cronus, rose to power when he fatally wounded Ouranos. (Cronus is not to be confused with the Eternal known as both Chronos and Kronos.) The dying Ouranos proph-

sied that Cronus would likewise be overthrown by Cronus's children. As a result, upon the birth of each of Cronus's children, he had the infant imprisoned in Tartarus, the most dismal section of the Olympian underworld known as Hades.

Appalled at the mistreatment of their children, Cronus's wife, the Titaness Rhea, concealed her sixth pregnancy from him and secretly gave birth to Zeus in Greece. Zeus grew to adulthood among the human shepherds of Crete.

Zeus set his siblings—Neptune, Pluto, Hera, Demeter, and Vesta, now all grown to adulthood—free from Tartarus. Zeus and his allies fought a ten-year war with the Titans, a war which ended with Zeus's victory. He imprisoned most of the male Titans in Tartarus and established himself in Olympus as supreme ruler of the Olympian race.

Zeus married the goddess Hera, but he engaged in many affairs with goddesses and mortal Earthwomen. Some of his children were gods. Zeus, Hera, Neptune, Demeter, and Vesta, together with Zeus's children, Apollo, Ares, Artemis, Athena, Hephaestus, Hermes, and Venus, comprised the membership of the high council of the Olympian gods, known as the Pantheon. Vesta later resigned her seat on the council in favor of Zeus's son Dionysus. Zeus's brother Pluto was not a member of the Pantheon, preferring to stay within Hades, which he ruled.

After the end of the Hyborian Age, the Olympian gods sought worshippers on Earth. Neptune became the patron god of the water-breathing Atlanteans. Zeus worked for the Olympian gods to be worshipped by the people of the land now known as Greece. Mount Olympus lay near Olympia, the principal city of the Eternals. Zeus and his daughter Athena met with Zuras, the leader of the Eternals, and his daughter Azura. Noticing the physical resemblance between Zeus and Zuras and between Azura and herself, Athena suggested that the Olympian gods and the Eternals form an alliance in which the Eternals would act as the gods' representatives on Earth. The other three enthusiastically agreed, and Azura took her current name of Thena to signify the sealing of the pact. However, over the years, many humans came to think of many Eternals not as the gods' representatives but as the gods themselves. This led to a growing resentment by the gods toward the Eternals, a resentment that recently erupted into war, but today they are again at peace.

Worship of the Olympian gods spread from Greece to Rome, and throughout the Roman Empire. But when Christianity finally replaced the worship of the

Olympian gods in the Roman Empire, Zeus decided that the time had come for the Olympians to break most of their ties with Earth. Neptune, however, was still allowed to watch over his Atlantean worshippers. Zeus's children Hercules and Venus have spent periods living among Earth mortals.

An alternate future has been depicted in which Zeus and the other Olympians, except for Hercules, leave their plane of existence in the 23rd century so that Hercules may father a new race of gods. Whether the Olympian gods will come to such an end in what becomes the "mainstream" future is as yet unknown.

Note: Despite previous accounts, the beings known as Alars, Chronus, and Uranus and their followers were not Olympian gods but Eternals.

Legal Status: Citizens of Olympus
Identity: Believed mythical by the general public
Place of Birth: Olympus
Known Relatives: see above
Base of Operations: Olympus
Past Group Affiliations: Olympian gods

APOLLO

STATISTICS

F	MN (75)
A	RM (30)
S	AM (50)
E	AM (50)
R	EX (30)
I	GD (10)
P	IN (40)

Health: 205

Karma: 80

Resources: UN (100)

Popularity: 80

BACKGROUND

Real Name: Phoebus Apollo

Present Group Affiliation:

KNOWN POWERS

Immortality: CL1000 resistance to aging, disease, and toxins. He cannot die even if reduced to 0 Health and Endurance.

Invulnerability: Incredible resistance to physical and energy attacks.

Light Emission: Unearthly rank

Heat Emission: Unearthly rank

Precognition: Unearthly rank

Talents: Master archer and harpist

Contacts: Olympian Gods

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Apollo is a vain god who prefers to harp and wench to performing his godly tasks, such as riding his sun chariot. He is a charmer where women are concerned, although the Olympian goddesses are immune to his charms.

ARTEMIS

STATISTICS

F	UN (100)
A	RM (30)
S	AM (50)
E	UN (100)
R	EX (20)
I	GD (10)
P	RM (30)

Health: 280

Karma: 60

Resources: UN (100)

Popularity: 40

BACKGROUND

Real Name: Artemis

Occupation: Goddess of the Hunt

Present Group Affiliation:

KNOWN POWERS

Immortality: CL1000 resistance to aging, disease, and toxins. She cannot die even if reduced to 0 Health and Endurance.

Invulnerability: Incredible resistance to physical and energy attacks.

Talents: Master huntress and archer

Contacts: Olympian gods

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Artemis vowed long ago to retain her purity and virginity forever. The only men who interest her are hunters, archers, and occasional fighters. She holds a slight grudge against Apollo for tricking her into killing her lover Orion.

ATHENA

STATISTICS

F	UN (100)
A	RM (30)
S	AM (50)
E	UN (100)
R	MN (75)
I	RM (30)
P	AM (50)

Health: 280

Karma: 155

Resources: UN (100)

Popularity: 40

BACKGROUND

Real Name: Pallas Athena

Occupation: Goddess of Wisdom and War

Present Group Affiliation:

KNOWN POWERS

Immortality: CL1000 resistance to aging, disease, and toxins. She cannot die even if reduced to 0 Health and Endurance.

Invulnerability: Incredible resistance to physical and energy attacks.

Talents: Unearthly knowledge of any non-technical science. She is an expert in hand-to-hand combat and swordplay. She is a better military strategist than Ares.

Contacts: Olympian gods

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Athena is the most brilliant of the Olympians. Her knowledge makes her their acknowledged expert on everything. She balances her academic powers with martial skills. Her calm, rational mind provides a needed balance to the more tempestuous gods' actions.

DIONYSUS

STATISTICS

F	GD (10)
A	EX (20)
S	AM (50)
E	IN (40)
R	TY (10)
I	TY (10)
P	RM (30)

Health: 120

Karma: 50

Resources: UN(100)

Popularity: 40

BACKGROUND

Real Name: Dionysus

Occupation: God of Wine and Revelry

Present Group Affiliation:

KNOWN POWERS

Immortality: CL1000 resistance to aging, disease, and toxins. He cannot die even if reduced to 0 Health and Endurance.

Invulnerability: Incredible resistance to physical and energy attacks.

Shape change: Remarkable ability.

Plant Control: Unearthly control over plant growth.

Strength: In his younger, more active days, Dionysus possessed Monstrous Strength.

Talents: Monstrous Reason in the fields of winemaking, brewing, and distilling.

Contacts: Any vintner on Earth

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Dionysus is a hedonistic god who no longer adventures if he can avoid it. He prefers to surround himself with mortals full of the partying mentality. He thinks most of the gods are crashing bores.

HEPHAESTUS

STATISTICS

F	EX (20)
A	GD (10)
S	AM (50)
E	AM (50)
R	MN (75)
I	TY (6)
P	TY (6)

Health: 130

Karma: 87

Resources: UN (100)

Popularity: 20

BACKGROUND

Real Name: Hephaestus

Occupation: God of Metalworking, Weaponsmaker for Olympus

Present Group Affiliation:

KNOWN POWERS

Immortality: CL1000 resistance to aging, disease, and toxins. He cannot die even if reduced to 0 Health and Endurance.

Invulnerability: Incredible resistance physical and energy attacks.

Talents: Unearthly Reason in the fields of invention, engineering, manufacture, metalworking, etc.

Contacts: Olympian Gods (except for Mars)

ADDITIONAL NOTES:

ADDITIONAL NOTES:

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Hephaestus is an industrious god who prefers to spend his time in his workshop, surrounded by his inventions, tools, and assistants. Although he is married to Venus, he prefers to have little to do with her. He openly distrusts Mars, ever since he caught him with Venus.

HERA

STATISTICS

F	GD (10)
A	EX (20)
S	AM (50)
E	IN (40)
R	RM (30)
I	GD (10)
P	RM (30)

Health: 120

Karma: 70

Resources: UN (100)

Popularity: 30

BACKGROUND

Real Name: Hera

Occupation: Queen of Olympus

Present Group Affiliation:

KNOWN POWERS

Immortality: CL1000 resistance to aging, disease, and toxins. She cannot die even if reduced to 0 Health and Endurance.

Invulnerability: Incredible resistance to physical and energy attacks.

Talents: Monstrous knowledge of Olympian lore and the current activities of Olympians.

Contacts: None

ROLE-PLAYING NOTES

Hera resents her husband Zeus's adultery. This makes her a bitter goddess who occasionally tries either to prevent Zeus from wandering or to do away with his mistresses. For a long time, she tried to kill Hercules, but she later mellowed out and begrudgingly accepted him.

HERMES

STATISTICS

F	EX (20)
A	AM (50)
S	AM (50)
E	ShX (150)
R	RM (30)
I	TY (6)
P	GD (10)

Health: 270

Karma: 46

Resources: UN (100)

Popularity: 40

BACKGROUND

Real Name: Hermes

Occupation: Herald of Zeus

Present Group Affiliation:

KNOWN POWERS

Immortality: CL1000 resistance to aging, disease, and toxins. He cannot die even if reduced to 0 Health and Endurance.

Invulnerability: Monstrous resistance to physical and energy attacks.

Winged Sandals: They provide him with Shift-Z speed (240 mph landspeed, 3750 mph air speed, 300,000 mph in space) and the Dimension Travel of Monstrous ease.

Talents: Unearthly Reason in Medicine and Pharmacology.

Contacts: Olympian gods

ROLE-PLAYING NOTES

Hermes is the messenger of the gods, the one most mortals would be likely to contact. He runs errands, retrieves objects and mortals, and acts as Olympian ambassador at large. His wide travels and observations led to his phenomenal medical knowledge, which he shares with those in need.

NEPTUNE

STATISTICS

F	ShX (150)
A	UN (100)
S	AM (50)
E	ShY (200)
R	MN (75)
I	MN (75)
P	UN (100)

Health: 500

Karma: 250

Resources: UN (100)

Popularity: 10 (100 with sailors)

BACKGROUND

Real Name: Poseidon

Occupation: God of the Seas, patron god of Atlantis

Present Group Affiliation:

KNOWN POWERS

Immortality: CL1000 resistance to aging, disease, and toxins. He cannot die even if reduced to 0 Health and Endurance.

Invulnerability: Incredible resistance to physical and energy attacks. Monstrous resistance to any water-based or ocean-manipulating attack.

Water Breathing: Amphibious ability to breathe air or water (mostly to enable him to converse with worshippers).

Water Freedom: Perfect adaptation to any part of the sea.

Talents: Unearthly knowledge of the oceans and everything that involves them, whether the subject is fish, fishing, ships, or subaquatic culture.

Contacts: Atlantean race and most fishermen.

ADDITIONAL NOTES:

ADDITIONAL NOTES:

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Neptune is the sole Olympian god with a flourishing body of worshippers. He acts as patron god of the Atlanteans and of fishermen who, at the least, offer him begrudging acknowledgement. Like his brother Pluto, Neptune has staked out a major realm where he prefers to spend his time.

VENUS

STATISTICS

F TY (6)
A IN (40)
S AM (50)
E IN (40)
R TY (6)
I AM (50)
P AM (50)

Health: 136

Karma: 106

Resources: UN (100)

Popularity: 100

BACKGROUND

Real Name: Aphrodite

Occupation: Goddess of Love and Beauty, adventurer, professor of the humanities

Present Group Affiliation:

KNOWN POWERS

Immortality: CL1000 resistance to aging, disease, and toxins. She cannot die even if reduced to 0 Health and Endurance.

Invulnerability: Incredible resistance to physical and energy attacks.

Equipment:

The Cestus: This enchanted girdle gives Venus the following powers:

* **Emotion Control:** Unearthly rank

* **Molding:** Monstrous rank

Talents: Venus has Unearthly knowledge of every mortal work about love, whether it is literary, artistic, cultural, or chemical.

Contacts: Mars, her past lover.

ROLE-PLAYING NOTES

Although Venus is no longer formally worshipped, she recognizes her incalculable effect on the modern world. She is a hedonist who prefers to be fawned over, but she will also take an interest in assisting forelorn lovers find happiness.

VESTA

STATISTICS

F TY (6)
A EX (20)
S AM (50)
E IN (40)
R EX (20)
I EX (20)
P RM (30)

Health: 116

Karma: 70

Resources: UN (100)

Popularity: 20

BACKGROUND

Real Name: Hestia

Occupation: Goddess of the Home

Present Group Affiliation:

KNOWN POWERS

Immortality: CL1000 resistance to aging, disease, and toxins. She cannot die even if reduced to 0 Health and Endurance.

Invulnerability: Incredible resistance to physical and energy attacks.

Talents: Unearthly Reason in the fields of food, cloth, animal husbandry, and psychology.

Contacts: Olympian gods

ROLE-PLAYING NOTES

Vesta is a semi-retired goddess. She feels her time of greatest contribution is over. However, she still maintains an interest in Earthly domestic lifestyles.

STATISTICS

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

Health: 90

Karma: 26

Resources: PR (4)

Popularity: 5

BACKGROUND

Real Name: Model X3Z

Occupation: Manual laborer

Legal Status: Citizen of planet Srenesk

Identity: Secret

Place of Creation: Protaris, Regrab system

Marital Status: Single

Known Relatives: Inapplicable

Base of Operations: Planet Srenesk; New York City area; Las Vegas, Nevada

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Power Source (Biosphere): Unearthly ability

Kinetic Bolts: Amazing rank

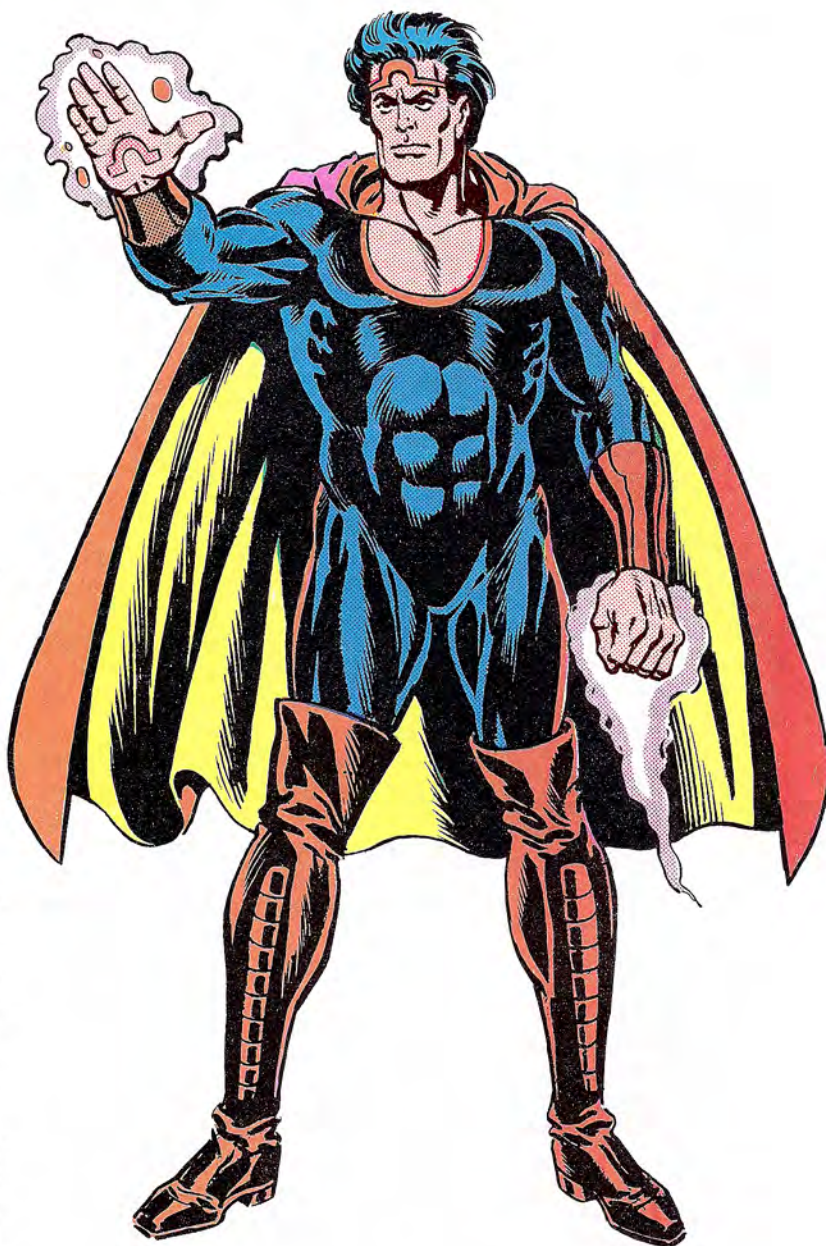
Mind Link: Amazing link between Omega's conscious mind and Starling's unconscious

Telekinesis: Typical rank

Weaknesses: Because Omega draws his power from Biospheres, he is powerless in areas devoid of life. In desert areas his Endurance decreases to Typical. If Omega or Starling exceed his listed power ranks, he risks starting a planet-destroying chain reaction. Failure to make a Green FEAT starts a series of Unearthly Intensity Plasma Blasts and Mind Blasts that spread outward and continue one per turn until stopped or everything on the planet is dead. By means of a Red Intensity FEAT, either Omega or Starling can turn his power inward, disintegrating only himself and stopping the chain reaction.

Talents: None

Contacts: James-Michael Starling



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Because Omega took a code of silence, he rarely speaks. He is a noble, valiant fighter who seeks out evil and confronts it directly. Because of his silence, though, his actions may be misunderstood. Jack Starling, Omega's "interpreter," acts like a normal adolescent brought up in depressed surroundings. He possesses -2 CS versions of Omega's powers.

HISTORY

The being called Omega on Earth was created by the civilization of the planet Protaris, which was inhabited by sentient beings of organic metal (somewhat comparable to the organic metal form of Colossus). Unable to adapt themselves to severe climatic changes occurring on their planet, the Protar knew they were doomed to extinction. However, they decided to create, through bio-engineering, a new race of sentient beings who would be able to live comfortably under the new conditions and perpetuate Protarian culture. The Protar intended that this new race should be humanoid, unlike themselves, but needed to construct several intermediate models before they could succeed in perfecting one that was truly humanoid.

So the Protar constructed a number of prototypes of living, sentient beings, each more truly humanoid than the previous one, and each in the form of a different being whom the Protar knew to exist on another planet. Each prototype was placed on the planet populated by the beings it was modeled after, beginning with the least humanoid of the prototypes, and was designed to transmit whatever information it gained about the civilization in which it was placed, back to the next prototype in the series. After a long period of testing, the Protar had only the last two prototypes—the most humanoid—left to observe in action. One of them, Model X3Z, had already been placed years before on the planet Srenesk, whose culture, the Protar believed, was uniquely suited to teaching him concepts of morality and nobility.

Another prototype, the final one, entirely organic in nature, had been created in the form of an Earth boy and placed on Earth some years before. There he was being raised by two Protar androids in human form, whom the boy, called James-Michael Starling on Earth, believed to be his parents. The Protar believed that on Earth Starling would learn about

humanoid emotions, which he would be better able to handle once Model X3Z's high moral code was transmitted to him. As a member of the warrior elite, Model X3Z had taken a vow of silence, so that he rarely, if ever, spoke.

The Sreneskians had recently discovered what they believed to be the ultimate energy source: a means to tap the psionic energy of their world's biosphere (all of the living beings of that world.) To honor Model X3Z, the elders of Srenesk decided to make him the first of their citizens to be endowed with the ability to draw upon this biospheric energy. The Protar were horrified when they learned this, knowing that the biospheric energy was too great for Model X3Z to control, and that he would transmit it along with his knowledge to Starling, who would also be unable to control it. Thus, all of the Protar's plans would be ruined.

A number of Protar immediately set out for the planet Srenesk to prevent its natives from giving Model X3Z this power, but they were too late. Believing the Protar to be invaders bent on conquest, Model X3Z tried to use his new power against them. But he could not control the power once he unleashed it in such large quantities, and the power destroyed all of the inhabitants of Srenesk and their civilization. The Protar realized that X3Z had already transmitted the ability to tap biospheric power to Starling, to whom he was psionically linked. One Protar therefore stated that both X3Z and Starling had to be destroyed. Upon hearing this, X3Z broke free, and, commandeering a small starship, went to Earth to find and protect Starling.

On Earth, Starling and his supposed "parents" were in a car accident. As the androids lay injured, Starling learned that they were really mechanical constructs. Starling was taken to New York City's Barrow Clinic. One night one of the Protar broke into Starling's room at the clinic to destroy him. Model X3Z arrived immediately and began battling the Protar, but it was Starling himself who defeated the Protar by instinc-

tively firing biospheric-energy blasts from his hands. Starling, astounded, recognized X3Z from dreams he had had. X3Z departed.

X3Z won public acclaim for his battles in New York City against various superhumanly powerful menaces, including the Hulk and Electro. The New York *Daily Bugle* dubbed X3Z "Omega" after the symbol on his costume. Omega and Starling again met when Omega attempted to rescue Starling and Grant from a psychotic killer named Kurt Klemmer. Again, Starling was the one to defeat the menace with energy beams from his hands.

Eventually, Starling and a schoolmate named Dian Wilkins went on their own to his home. Omega went to Las Vegas with his sometime employer, a New York pawnbroker nicknamed "Gramps" Hart. Omega and Gramps won a small fortune, but they were robbed by Ruby Thursday of the Headmen. Omega pursued Ruby, who had used her powers to make herself resemble a normal woman, but Las Vegas policemen, believing Omega to be attacking an innocent person, shot him dead.

Hart and Starling's roommates became involved with the Defenders in their attempt to locate Starling. During that time, Moondragon, one of the Defenders, established a telepathic link with a dying Protar and learned the true origins of Omega and Starling. Starling, whom the Defenders had located, refused to accept the truth and blasted the heroes. However, Dian stepped in the way. To save Dian's life, Starling turned his power inward, burning himself to ashes but harming no one else. Moondragon buried the remains of Omega and Starling somewhere in outer space.

GROUP BACKGROUND

Omega Flight is a criminal organization formed by Jerome "Jerry" Jaxon in order to destroy Alpha Flight, the Canadian team of adventurers, and in particular its founder and leader, James MacDonald Hudson, also known as the Guardian. Omega Flight consists principally of former members of Beta and Gamma Flight, the two teams that were in training to become members of Alpha Flight when Alpha Flight was connected with the Canadian government.

Jerome Jaxon was once in charge of research and development at a Canadian division of the Am-Can Petroleum Company. An engineer, James McDonald Hudson, worked under Jaxon to develop a special superpowered suit. When Hudson disapproved of Jaxon's plans for the suit, the helmet and blueprints disappeared. Am-Can held Jaxon responsible and fired him. Moreover, Am-Can blacklisted Jaxon so that he was unable to find a new job. Jaxon's wife left him, and by the end of the year he was destitute. Jaxon attempted to hang himself but succeeded only in inflicting brain damage which, while leaving his intellect intact, left him permanently unable to walk.

When the Guardian made his first public appearance, Jaxon noticed that his battle-suit resembled Hudson's experimental suit. After satisfying himself that Hudson and Guardian were one and the same, Jaxon approached August D'Angelo, chairman of the American conglomerate Roxxon Oil and told him what he knew about Guardian. Interested in procuring Guardian's battle-suit by any means possible, D'Angelo appointed Jaxon as an executive vice president of Roxxon and financed his project to create Omega Flight.

Jaxon soon met Roxxon employee Delphine Courtney, actually Robot MX39147, designed to have the highest level of intelligence its creators could give it, as well as an open-ended deductive capability that its creators likened to intuition. She became Jaxon's assistant. Acting on his behalf, she recruited former Gamma Flight members. However,

she also recruited Roger Bochs, who bore no grudge against Alpha Flight or Hudson; Bochs joined Omega Flight in order to subvert Jaxon's group from within.

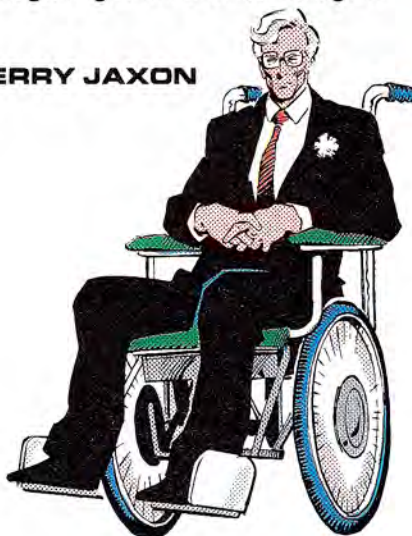
Omega Flight brought about their first confrontation with Alpha Flight by kidnapping Hudson's wife Heather. Jaxon took command of Roger Bochs' robot, Box, through artificial psionic means, and used it to battle Guardian. Guardian caused Box to explode, creating a feedback that hit Jaxon, but Guardian died when his battle-suit exploded.

Courtney rebuilt herself into a male humanoid form and devised a duplicate of Guardian's battle-suit. Wearing false hair and skin that disguised her as James Hudson, Courtney then convinced Heather Hudson and the rest of Alpha Flight, which Heather now led, that she was James Hudson, giving a convoluted story to explain how Hudson had managed to survive.

The rest of Omega Flight, except for Smart Alec and the apparently deceased Jaxon, then took over the West Edmonton mall, an enormous shopping center, as a trap for Alpha Flight. Courtney (as Guardian) and Omega Flight defeated and captured several Alpha Flight members. But Courtney unintentionally released dangerous mystical forces. The Omega Flight members fled, only to be confronted by Alpha Flight ally Madison Jeffries, who overcame them all.

It remains to be seen whether Omega Flight will ever strike again.

JERRY JAXON



STATISTICS

F FE (2)
A FE (2)
S OR (4)
E TY (6)
R GD (10)
I GD (10)
P EX (20)
Health: 14
Karma: 40
Resources: IN (40)
Popularity: 0

BACKGROUND

Real Name: Jerome "Jerry" Jaxon
Occupation: Research executive
Legal Status: Canadian citizen with no criminal record
Identity: Publicly known
Place of Birth: Red Deer, Alberta, Canada
Marital Status: Estranged from wife
Known Relatives: Wife and two children; names not revealed
Base of Operations: Roxxon Oil, New York City
Past Group Affiliations: Omega Flight, Roxxon Oil
Present Group Affiliation:

KNOWN POWERS

None. Because of brain damage, Jaxon is unable to walk.

EQUIPMENT:

Box Robot: During his first and last battle with Alpha Flight, Jaxon employed Roger Bochs' original Box robot. By wearing a special helmet, Jaxon could project his mind into the "Psiborg." It had the following statistics:

F	A	S	E
RM	RM	MN	MN

The Box Robot had Incredible protection against physical and energy attacks, and could leap up to 4 stories high and 2 areas away. It also had mechanisms within it that could short circuit mechanically generated force fields with Monstrous ability.

Talents: Jaxon has the Business/Finance Talent.

Contacts: Roxxon Oil and several connections in the Canadian government.

ADDITIONAL NOTES:

Health: 80
Karma: 120
Resources: RM (30)
Popularity: 0

BACKGROUND

Real Name: MX39147
Occupation: Servitor
Legal Status: Property of Roxxon Oil
Identity: Not generally known to be a robot
Place of Creation: The Brand Corporation, New York City
Marital Status: Inapplicable
Known Relatives: Inapplicable
Base of Operations: Formerly New York City, later mobile
Past Group Affiliations: Second in command of Omega Flight
Present Group Affiliation:

KNOWN POWERS

Body Armor: Delphine's robotic body gives her Excellent protection against physical and energy attacks.
Shape-Shifting: Delphine had a limited ability to restructure her own body. She can mimic others with Incredible ability, but it takes her 1-10 weeks for her to adopt any given identity.

Guardian Armor: While disguised as Hudson, Delphine wore a suit that duplicated most of Guardian's abilities. This gave her an Amazing Strength Force Field, Shift-X air speed, and Incredible Force blasts with a range of 10 areas.

Talents: Courtney was programmed with the Psychiatry Talent and could learn any language necessary to her missions in 1-10 days.

Contacts: As a robotic creation of Roxxon Oil, Delphine could count on their help for her missions.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Jaxon's goal was to avenge his imagined losses at the hands of James McDonald Hudson. Everything he did was aimed at totally humiliating and ultimately killing Hudson and the group that Hudson had formed.

DELPHINE COURTNEY



STATISTICS

F	EX (20)
A	EX (20)
S	EX (20)
E	EX (20)
R	RM (30)
I	AM (50)
P	IN (40)

ROLE-PLAYING NOTES

Programmed for complete loyalty to Jerry Jaxon, Courtney helped in his schemes to destroy Hudson and Alpha Flight, and continued to do so after Jaxon's "death." She was totally ruthless in her objectives.

DIAMOND LIL



STATISTICS

F	EX (20)
A	GD (10)
S	EX (20)
E	UN (100)
R	PR (4)
I	TY (6)
P	TY (6)

Health: 150

Karma: 16

Resources: PR (4)

Popularity: -5

BACKGROUND

Real Name: Lillian Crawley

Occupation: Professional criminal, former waitress

Legal Status: Canadian citizen with a criminal record in Canada and the U.S.

Identity: Publicly known

Place of Birth: Yellowknife, Northwest Territories, Canada

Marital Status: Divorced

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Omega Flight, former member of Gamma Flight

Present Group Affiliation:

KNOWN POWERS

Diamond Skin: Diamond Lil has Unearthly body armor against physical and energy attacks. She can still be stunned or slammed by attacks of Excellent Strength or better. Her sense of touch is greatly reduced to the point where she will not notice an attack of Typical Strength or less. Her nails can rend things of Unearthly material strength or less, and her hair can be used to do Excellent Edged Damage as a garrote or whip.

Contacts: Lil was a member of Omega Flight and was romantically involved with Madison Jeffries at one time.

ADDITIONAL NOTES:**ROLE-PLAYING NOTES**

Lil's near-indestructibility has given her a feeling of overconfidence to the point where she will take on almost anything. Her divorce and freak status have made her bitter, but she is not truly evil.

FLASHBACK**STATISTICS**

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

Health: 28

Karma: 26

Resources: PR (4)

Popularity: -4

BACKGROUND

Real Name: Gardner Monroe

Occupation: Professional criminal, former actor

Legal Status: Canadian citizen with a criminal record in Canada and the U.S.

Identity: Publicly known

Place of Birth: Manitoba Province, Canada

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Omega Flight, former member of Beta and Gamma Flight

Present Group Affiliation:

KNOWN POWERS

Temporal Fugue: Flashback can psionically summon his own future selves, creating numerous duplicates of himself taken from different future timelines. Each "future man" is dressed like the original but in a reversed color scheme. These selves do not talk but can fight, move, and act according to the original's wishes. They can appear up to 2 areas away in any direction in Flashback's line of sight. They are maintained in the present by the original's willpower, and if he is rendered unconscious, they vanish.

The original Flashback can summon one "future man" at a time, or up to six simultaneously with a Yellow FEAT roll. There seems to be no limit to the number of future men he can have present at any one time. If there are more than 10 present, all of them fight at -1 CS because Monroe cannot effectively control this many at once.

If a "future man" is killed, there is a 1 in 5 chance (01-20) that this

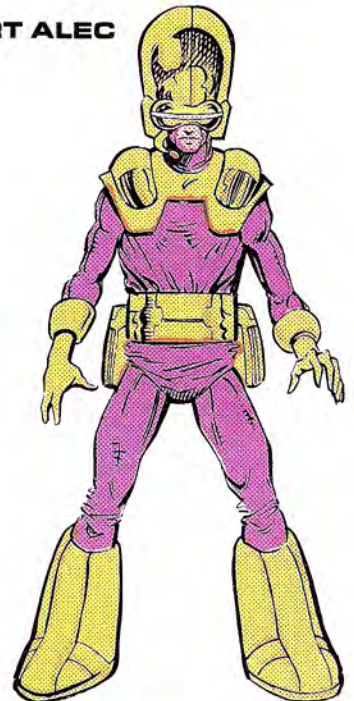
future man was from the original's timeline. In this case, there is a 1 in 10 chance per week that the original will vanish, never to return. If the original witnesses the death of one of his future men, he must make a Yellow Psyche FEAT roll or have a nervous breakdown, rendering him incapable of any action for 1-10 weeks, caused by the shock.

Talents: Flashback is a trained actor, having the Performer Skill.

Contacts: Flashback was a member of both Gamma and Beta Flights.

ADDITIONAL NOTES:**ROLE-PLAYING NOTES**

Like other members of Omega Flight, Flashback tends to be overconfident. His usual strategy is to pick one opponent and "gang up" on him or her. He is not very clever at picking opponents that he can beat.

SMART ALEC

STATISTICS

F TY (6)
A GD (10)
S PR (4)
E GD (10)
R IN (40)
I EX (20)
P GD (10)

Health: 30

Karma: 70

Resources: TY(6)

Popularity: 0

BACKGROUND

Real Name: Alexander "Alex" Thorne

Occupation: Professional criminal

Legal Status: Naturalized Canadian citizen with a criminal record in the U.S.

Identity: Publicly known

Place of Birth: London, England

Marital Status: Single

Known Relatives: None

Base of Operations: Winnipeg, Manitoba, Canada

Past Group Affiliations: Omega Flight, former member of Gamma Flight, grandmaster of Canadian Chess Federation

Present Group Affiliation:

KNOWN POWERS

Computer Intellect: Thorne's natural powers allow him superior reasoning and intuitive abilities. He can deduce facts and make logical projections beyond the scope of most normal individuals. He has the following Power Stunts:

- Unreasonable Intuitive leaps, similar to the powers of Cypher and Forge. This can be applied to the deduction of secret identities, vulnerabilities, previously undiscovered Power Stunts and tactics. He does so simply by making a Reason FEAT roll. The Judge should determine the color result necessary. Determining that Triton needs a constant water supply would be a Green FEAT roll, deducing that Peter Parker is SpiderMan would be a Red FEAT.

- Any group under his tactical leadership gains a one-rank increase in Intuition for determining Initiative.

- Because of his ability to compute an opponent's movements, Thorne uses his Reason instead of

his Agility or Fighting attributes when Dodging and Evading.

- As long as Thorne knows who he will be fighting, he will automatically have access to one Excellent rank attack or defense device intended for a specific opponent. He usually carries the device in his belt pouch.

Encephalo-Helmet: Thorne designed a special helmet (of Remarkable material strength) for himself that bolsters his Reason to Amazing and his Intuition to Incredible. In addition, it provides him with Amazing rank microscopic and telescopic vision, and the ability to see along the entire electromagnetic spectrum, including x-rays and gamma rays. It also acts as Excellent protection against blinding attacks.

Talents: Thorne is a Grandmaster in Chess. His Reason is considered only Good when dealing with the invention and repair of technology or in any field of science.

Contacts: Thorne was a former member of Gamma Flight.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Thorne is abrasive and snobbish, looking down on everyone whom he thinks is not as smart as himself. He is never at a loss for a "smart-aleck" remark.

WILD CHILD



STATISTICS

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

Health: 110

Karma: 32

Resources: PR(4)

Popularity: -5

BACKGROUND

Real Name: Unknown

Occupation: Inapplicable

Legal Status: Canadian citizen with a criminal record in the U.S. and Canada

Identity: Unrevealed

Place of Birth: Somewhere in Canada

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Omega Flight, former member of Gamma Flight

Present Group Affiliation:

KNOWN POWERS

Teeth and Claws: Wild Child uses his sharpened teeth and claws as natural weaponry, capable of doing Good Edged Damage. He can rend materials of less than Excellent material strength.

Accelerated Healing: Wild Child has Excellent Regenerative powers.

Heightened Senses: Wild Child has Poor Infravision and Remarkable Tracking Ability.

Talents: Wild Child is skilled in surviving in the wild, and he can find food, water, and shelter with Incredible skill. His mind is so feral that he has the equivalent of the Resist Domination talent.

Contacts: Former member of Gamma Flight, remains with the surviving members of Omega Flight.

ROLE-PLAYING NOTES

Wild Child was apparently found in the wilderness by scientists, and brought up as "human." He was given an education, but this has not served to dampen his animal instincts one iota. Despite his formal, somewhat stilted way of speaking, he is prone to extreme violence and willing to lash out at anyone whom he thinks is being insulting.

STATISTICS

F RM (30)
A EX (20)
S IN (40)
E AM (50)
R GD (10)
I RM (30)
P ShY (200)

Health: 140

Karma: 240

Resources: GD (10)

Popularity: -10

BACKGROUND

Real Name: Grom

Occupation: Ex-gladiator, ex-conqueror

Legal Status: None

Identity: Existence unknown to the general public

Place of Birth: Eternus (a former planet of the Andromeda Galaxy)

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Ally of the Defenders

Present Group Affiliation:

KNOWN POWERS

Immortality: Shift-Z resistance to aging and disease

Invulnerability: Amazing rank

Hallucinations: Remarkable ability to cast illusions directly into a target's mind

Kinetic Bolt: Amazing Intensity; range 15 feet

Regeneration: Amazing rank

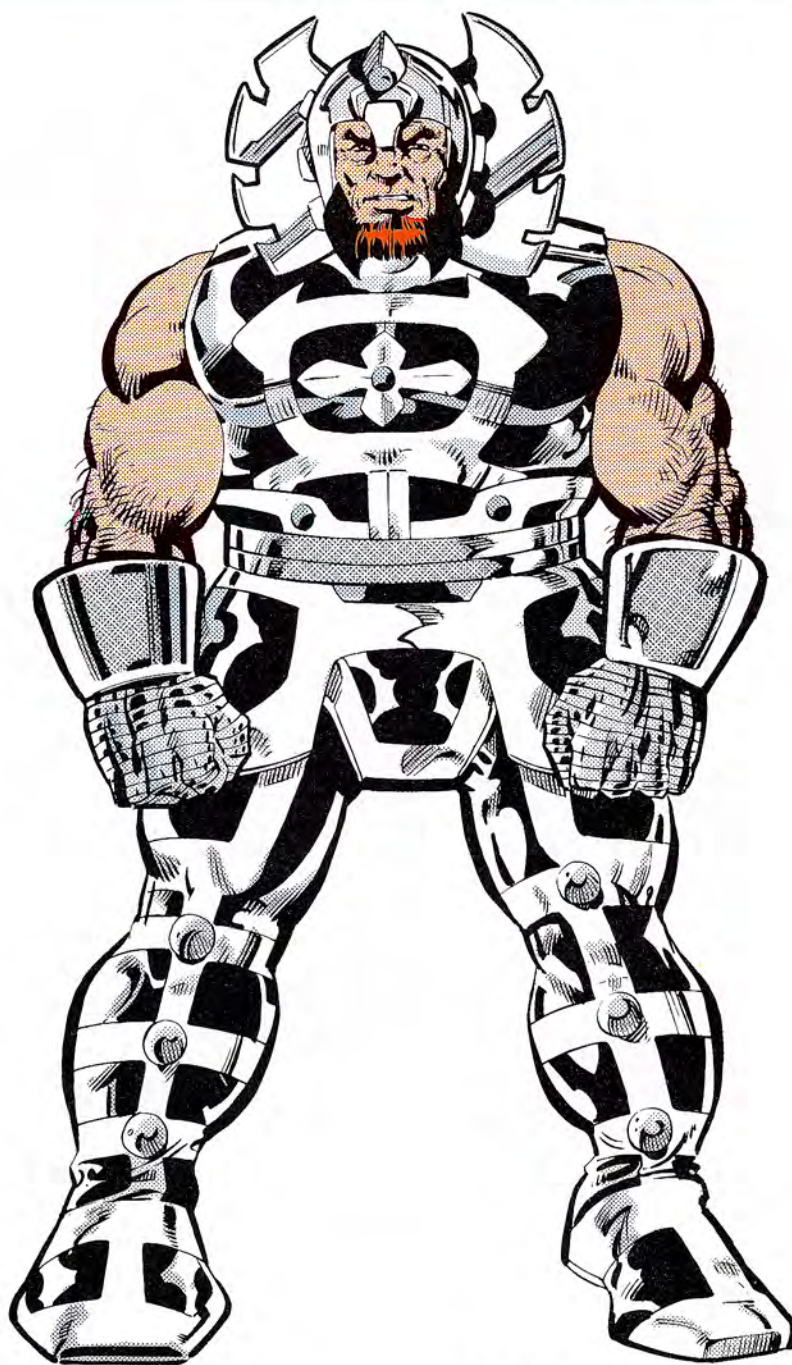
Strength Boost: Psionic augmentation temporarily increases his Strength +2 CS

Telekinesis: Incredible rank; range is 50 feet

Mental Gestalt: Overmind initially possessed the grouped minds of millions of Eternians. Later they were replaced by the personalities of six telepaths, each of whom could take control of the body with the consent of the others.

Talents: In either form, Overmind has a remarkable understanding of psionic powers and their effects on people.

Contacts: None



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

In his initial personality, Overmind is a living doomsday weapon out to conquer the universe on behalf of his dead planet. In his current personality, he is a benevolent protector and demigod. He will assist groups in need, quietly departing when his presence is no longer needed. To avoid making others dependent on him, he also removes their memories of him.

HISTORY

Grom was born on the ancient planet Eternus, a member of a highly advanced, belligerent race of humanoid aliens who are now extinct. Eons ago, the Eternians learned to control aging and eliminate natural death. To prevent overpopulation, the Eternian governments sanctioned interstellar warfare and conquest, which regularly claimed the lives of multitudes. When enemies could not be found to wage war against, the government held gladiatorial spectacles called The Games. Grom was a naturally skilled gladiator who earned in combat the title "Champion of Champions." Soon after Grom's coronation, the Eternians discovered Gigantus, a huge planet on which dwelled an equally advanced but peaceful civilization. Immediately they launched an attack upon the world. Because Gigantus was several hundred times larger than Eternus (about the size of Jupiter), the war became very costly and difficult for the Eternians to sustain. Finally it was decided to simply obliterate the planet.

The Eternians showered Gigantus with immensely powerful nuclear warheads and detonated them, destroying the planet. A huge armada of Gigantians, however, who had learned the ways of war after eons of peace, escaped the world's destruc-

tion and attacked Eternus in retaliation. Unprepared for so devastating an attack, the Eternians fell. Government leaders realized that their race faced total extinction. Desperately, Eternian scientists prepared to transform Grom, the race's most outstanding physical specimen, into the receptacle of the collective consciousness and mental might of Eternus. As the surviving population of Eternus marched into huge synthesizing chambers scattered across the planet, their organic brains were converted to pure mental energy and projected into Grom.

When the process was complete, and only the scientists who conducted the process were left alive, the capsule containing Grom was launched into space to incubate until the being learned to control the powers of his group mind. Eons passed. Then Grom emerged as the Overmind, a warrior who possessed the collective psionic power of one billion brains and who carried in his memory the subliminal command to subdue the universe.

The Overmind attacked the first inhabited planet he came upon, the Earth, but was defeated by the Fantastic Four with the aid of the enigmatic alien being called the Stranger. The Stranger claimed to be the embodiment of the collective psionic power of all the surviving Gigantians. The Stranger's psionic abilities proved to be more powerful than those of the Overmind, and he shrunk the Overmind to microscopic stature and exiled

him to a mote of dust.

Several years later, a demon creature called Null the Living Darkness located the Overmind and decided to use him as a pawn in his scheme of conquest. However, when he restored the Eternian to his original power and stature, Null accidentally transported the Overmind to an alternate Earth instead of the one upon which he had met his defeat. This Earth was the home of the Squadron Supreme. The Overmind took over the mind of President Kyle Richmond and, through him and other selected agents, Overmind conquered the Earth. Squadron member Hyperion sent for reinforcements in the persons of the Defenders. A being composed of the psychic union of six of the alternate Earth's most powerful telepaths neutralized Null and the Overmind. At the battle's end, the Overmind's Eternian consciousness was apparently driven out of its body, and the six telepaths, lacking physical bodies, took refuge inside him.

Now possessing a benevolent mind and a small fraction of his former mental might, the Overmind returned with the Defenders to their world. He assisted the Defenders in several exploits, residing in the interim at Doctor Strange's mansion. He then mysteriously disappeared from their ranks, using his mental powers to blank out their memories of his presence among them. His current whereabouts and activities are unknown.

STATISTICS

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

Health: 90

Karma: 50

Resources: EX (20)

Popularity: -5

BACKGROUND

Real Name: Leland Owsley

Occupation: Financier turned professional criminal

Legal Status: U.S. citizen with criminal record

Identity: Publicly known

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: The Aerie, New Jersey Palisades

Past Group Affiliations: Owl Gang

Present Group Affiliation:

KNOWN POWERS

Gliding: Excellent air speed (150 mph); he drops 15 feet for each 10 areas he travels

Equipment:

Glider capes: Specially designed capes give him Incredible Agility on flight

Claws: Remarkable Material claws do Excellent Edged damage

Leg Supports: Electrically powered braces enable him to walk (1 area per turn)

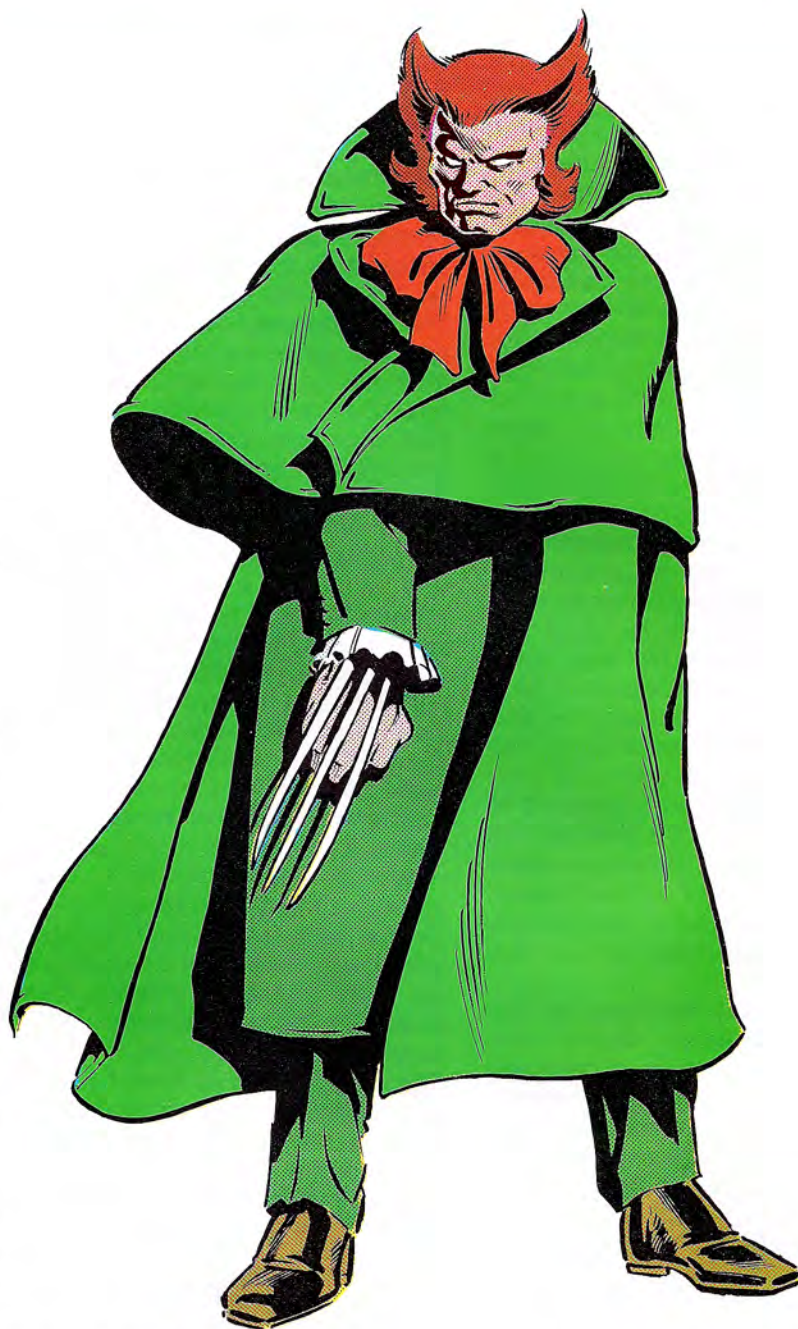
Owl flier: A distinctive flying vehicle used to transport the Owl and his gang can carry up to 4000 pounds:

Control	Speed	Body	Protection
GD	RM	EX	GD

Weakness: The Owl's legs are paralyzed

Talents: Remarkable Reason in financial affairs

Contacts: Former ally of Mr. Kline



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Leland Owsley is a ruthless financier and businessman who found a perfect outlet for his greed and viciousness by becoming the Owl. He prefers to plan the crimes carried out by his minions. He acts only when a superhero or rival criminal threatens his gang's success. His paralysis has led to an obsession to cure or compensate for it. He will risk his safety in pursuit of possible cures.

HISTORY

Leland Owlsley, nicknamed the Owl, was once a ruthless financier whose criminal connections were exposed during a special Internal Revenue Service audit that uncovered documents linking him with numerous fraudulent business enterprises. As soon as his underworld activities came to light, the Owl discarded his pretense of respectability and began to make plans to become a major crimelord in New York. He began recruiting henchmen to serve as his Owl Gang and, under circumstances as yet unrevealed, he acquired a serum that in some manner enabled him to glide and fly for short distances. However, he was soon brought to justice by Daredevil. After serving a brief prison term, the Owl was paroled and immediately kidnapped the judge who had sentenced him. Daredevil managed to free the judge from his clutches, but the Owl escaped. Seeking to avoid both Daredevil and the authorities, the Owl lay low for a time, quietly moving his base of operations to San Francisco.

There he was contacted by the mysterious Mister Kline, who assigned him the task of capturing Daredevil. The Russian agent-turned-crimefighter named Black Widow aided Daredevil in escaping the Owl, thus beginning their partnership. Daredevil physically overpowered the Owl, but the criminal

escaped before the police could take him into custody. The Owl then left San Francisco for Chicago where he acquired technology able to electronically drain human brains of all their knowledge. He hoped to use the device to increase his own store of knowledge, but when he was opposed by the Chicago crimefighter the Cat, he was forced to flee. The Owl returned to San Francisco with the plans for the device, and after having it reconstructed, captured Daredevil and tried to use it on him. Daredevil was saved by the Black Widow once again, and again defeated the Owl in battle.

The Owl was stricken by a debilitating ailment that paralyzed his legs. It was apparently a side effect of the serum he had been taking over the years to give him the power to fly. The Owl moved back to the New York area, established a new headquarters in the New Jersey Palisades overlooking Manhattan, and then freed the bestial Man-Bull from prison to serve as his henchman. The Owl assigned the Man-Bull the task of kidnapping the renowned neurologist Prof. Brent Kerwin so that Kerwin could cure the Owl's neurological problem. Daredevil intervened, however, and kept Kerwin out of the Man-Bull's clutches. Desperate, the Owl traveled upstate to see another specialist, Dr. Howard Petrovic. Coerced to help him, the doctor devised an exoskeleton for the Owl's legs and attached some sort of "flying device" to his spine. Battling Daredevil in mid-air, the Owl learned that the doctor had sabotaged the

device, however, and the Owl plunged into the icy waters of the Hudson River. His Owl Gang rescued him and after resuscitating him, succeeded in forcing Prof. Kerwin to examine him. Kerwin devised for him a "neurological pacemaker" to cope with the chemical effects of his flight serum. Daredevil and Spider-Man came to Kerwin's rescue and defeated the Owl by triggering an acute anxiety attack his pacemaker could not cope with.

When the Owl regained his mental faculties, he had a flying support module built to compensate for his now-paralyzed legs. His plan to launch a huge crime wave was thwarted in the planning stages by Spider-Man and the Black Widow. The Owl had the criminal inventor known as the Tinkerer repair the exoskeleton leg braces so he could walk. Embarking upon his most ambitious scheme to date, an attempt to replace the Kingpin as New York's top gang leader, the Owl contacted Doctor Octopus and proposed that the two join forces against the Kingpin. Octopus was not interested, however, and the two joined in battle. When the fight was interrupted by Spider-Man, the two criminals fled. Doctor Octopus attacked the Owl in his New Jersey headquarters a short time later, and physically beat the Owl in personal combat, destroying the Owl's hand-talons and his leg braces. The Owl fell from a height of twenty feet and was further injured. He is currently recuperating from his injuries in a prison hospital.

STATISTICS

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

Health: 100

Karma: 36

Resources: EX (20)

Popularity: 5

BACKGROUND

Real Name: Unknown

Occupation: Mercenary, private investigator

Legal Status: U.S. citizen?

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Equipment:

Body Armor: Excellent protection from physical attacks, Good protection against fire.

Helmet: As above, as well as:

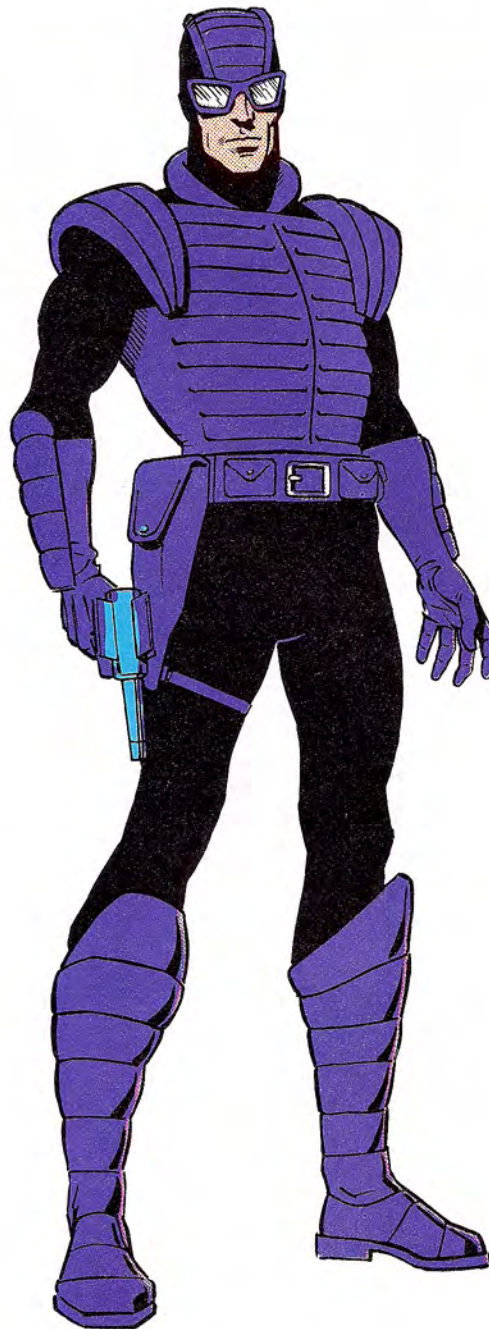
- Excellent eye protection from blinding
- Good night vision
- One hour air supply

Stun Gun: The gun fires a paralysis ray of Incredible Intensity at a range of 7 areas. It can only be used by Paladin.

Talents: He is +2 CS with his stun gun. He is skilled in Detection, Espionage, Languages, and Martial Arts B and C.

Contacts: Former clients and allies including Daredevil and the Avengers, especially the Wasp.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

Paladin is a heroic, virtuous, but mostly mercenary individual. He likes fighting crime, especially when he can make a profit along the way. He is loyal to his current client and will maintain former clients' privacy. He is a very private individual who shares his secrets with no one.

HISTORY

Virtually nothing is known about the background of the mercenary who calls himself Paladin. It is not known why he decided to become a paid adventurer, or where he got the special weaponry he uses. In his first recorded exploit, he encountered Daredevil while both were on the trail of the Purple Man. While Daredevil had become personally involved

through certain victims of the Purple Man, Paladin had been hired by one of the Purple Man's former minions. Paladin and Daredevil crossed paths twice as they worked separately on the case, until on their third encounter they joined forces. The Purple Man eluded them both, however, when he fell into the water around Ryker's Island Prison and presumably drowned.

Paladin was then hired by a woman named Marsha Roberts who wanted protection from her former boyfriend who had been transformed into a radioactive madman calling himself Phantasm. Paladin was next observed at the Caribbean island resort of Utopia Cay, where he had been hired by a consortium of casino owners who wished for him to apprehend Baron Brimstone who had

been robbing their casinos. While on this case, he met the vacationing Janet Van Dyne, whose identity as the Wasp is publicly known, and they began seeing each other romantically. In their most recent encounter, Paladin assisted the Wasp in apprehending foes of the Avengers, despite the fact he was not being paid for it.

STATISTICS:

F GD (10)
A EX (20)
S TY (6)
E GD (10)
R TY (6)
I GD (10)
P EX (20)
Health: 46
Karma: 36
Resources: TY (6)
Popularity: 20 (0 in 1988)

BACKGROUND

Real Name: Carter and Lincoln Slade
Occupation: Schoolmaster, U.S. Marshall
Legal Status: Citizen of 1880's America, with no criminal record.
Identity: Secret
Place of Birth: Unrevealed
Marital Status: Single
Known Relatives: The first and second Ghost Riders were brothers
Base of Operations: The Old West
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

None

TALENTS: Both of the Slade brothers were expert marksmen, and had Remarkable Agility with all guns. They were also experienced with horses, so both themselves and their mounts gaining a +1 CS when performing Agility FEATs. In addition, Lincoln Slade was a U.S. Marshall and had the Law Enforcement talent.

CONTACTS: Carter and Lincoln Slade were good and honorable men who did what they could to keep law in the West. Lincoln also used the Ghost Rider identity as a means for vengeance against the type of outlaws that killed his brother.

GHOST RIDER IV

STATISTICS:

F TY (6)
A EX (20)
S EX (20)
E IN (40)
R GD (10)
I EX (20)
P RM (30)
Health: 86
Karma: 60
Resources: TY (6)
Popularity: 5

BACKGROUND

Real Name: Hamilton Slade
Occupation: Archaeologist
Legal Status: Citizen of the United States with no criminal record.
Identity: Secret
Place of Birth: Reno, Nevada
Marital Status: Single
Known Relatives: Lincoln and Carter Slade (great-great-grandfather and great-great-granduncle)
Base of Operations: American Southwest
Past Group Affiliations: The Rangers
Present Group Affiliation:

KNOWN POWERS

Alter Ego: When not possessed by the spirit of the Ghost Rider, Hamilton Slade has the following statistics:

F	A	S	E	R	I	P
TY	GD	EX	GD	GD	EX	TY

His Health is 46, and his Karma begins at 36. Hamilton has no supernatural powers, but does have Excellent Reason when dealing with archaeological matters.

Detection of Evil: When in the presence of 'evil,' Hamilton Slade is possessed by the spirit of the Ghost Rider. This power has a range of several miles, but functions at only Excellent rank, requiring a yellow FEAT roll (with possible modifiers depending on the severity of the evil) to activate. Once the Ghost Rider has sensed the evil, it will assume control of Slade for about six hours.

Phasing: The Ghost Rider may become intangible. When in this state, he has Class 1000 protection against all physical and energy

attacks save those of mystic origins. As the Ghost Rider needs to breathe, gas attacks can affect him, and he can remain intangible only for as long as he can hold his breath. When in this state, the Ghost Rider can walk on air at Typical speed.

Invisibility: The Ghost Rider can fade from view with Incredible ease. Also becoming undetectable in both the infrared and ultraviolet ranges. As an established power stunt, he may turn only certain portions of his body invisible.

Banshee: The Ghost Rider's horse appears upon command. She has similar powers of intangibility and invisibility. Banshee never tires and can move three areas per round.

Mystic Weapons: The Ghost Rider may fire an unlimited number of phantom bullets from his spectral 'six-shooter' which can pass through intervening objects to hit their target, but do no physical damage. A struck target must make an Endurance FEAT against Incredible intensity stunning or be knocked out for 1-10 turns. The bullets have a range of three areas.

The Ghost Rider's lariat is also of mystic origin. He can throw it one area away. It is considered a Grappling attack at Amazing strength and can pass through material objects like his bullets. It is made of an Amazing material.

TALENTS: The Ghost Rider has both the Gun and Horsemanship talents.

CONTACTS: The Ghost Rider was a member of the Rangers and could, perhaps, call on the other members for aid.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

The Ghost Rider is a 'driven' hero, crusading not so much to champion Good as to combat Evil. He seems the most vengeful of the Rangers.

HISTORY

Hamilton Slade is an archeologist whose interest in the lore of the American Indians was spurred during childhood by his parents' accounts of his family's claim to fame in the history of the Southwest. His great-great-uncle, Carter Slade, had been a schoolteacher who was gunned down by outlaws soon after moving to the frontier. Found by a friendly tribe of Comanche Indians, Carter was nursed back to health by the medicine man Flaming Star. The aging Indian believed Carter to be the champion the Comanche sky-spirit had revealed to him in a vision a year earlier. Carter Slade was given a special chalk-white cowboy outfit impregnated with special phosphorescent dust that Flaming Star had recovered from a meteorite.

Wearing it, Slade soon created the legend of a phantom horseman who rode the frontier, serving the cause of justice. This seemingly supernatural figure was called various names, Ghost Rider, Night Rider, Phantom Rider, the Galloping Ghost, the Haunted Horseman, and He Who Rides the Night Winds among them. When Carter Slade was killed by outlaws, his brother U.S. Marshall Lincoln Slade adopted the identity and carried on the legend. Although Carter died unmarried and childless, Lincoln had two sons, one of whom was the grandfather of Hamilton Slade.

While studying archeology, Hamilton Slade hoped to some day discover the burial place of his famous great-great grandfather. One day, while leading a team of archeologists from the University of Nevada, Slade did come upon the resting place of his ancestor, in a subterranean cave beneath a Comanche burial mound. Unable to contain his excitement, Slade investigated the site alone, and was startled when the ghostly garb of the Ghost Rider levitated from a burial urn as he

approached. In a blinding flash, Slade was possessed by the spirit of one of the phantom horsemen and acquired a host of spectral powers, far beyond those once possessed by his mortal ancestors. Joined by the ghost of the Night Rider's horse, Banshee, he galloped off into the night to save stunt rider Johnny Blaze from the magician Moondark. Upon the successful completion of this mission, Slade resumed his normal form, with no memory of his possession. Now, whenever there is evil nearby, Slade is transformed into the Phantom Rider to combat it. He still has no idea why he is subject to occasional memory lapses.

The Phantom Rider was one of the five individuals who intercepted a call for help from Rick Jones to the Avengers when Jones was being held captive by the Corruptor. He joined with Red Wolf, Firebird, Shooting Star, and Texas Twister to battle the Hulk under the Corruptor's influence, and later agreed to help them form the Rangers, the Southwest's answer to the Avengers. He has mostly operated alone since that time, however.

PHOENIX I

STATISTICS

PHOENIX DARK PHOENIX

F GD (10) RM (30)
A GD (10) IN (40)
S TY (6) RM (30)
E UN (100) UN (100)
R GD (10) GD (10)
I EX (20) EX (20)
P AM (50) CL1000

Health: 126 200
Karma: 80 1030
Resources: C1000
Popularity: 50 to -
 1000

BACKGROUND

Real Name: Inapplicable
Occupation: Adventurer, wanderer
Legal Status: U.S. citizen (as "Jean Grey")
Identity: Secret
Place of Birth: Unknown
Marital Status: Inapplicable
Known Relatives: Inapplicable
Base of Operations: The universe, temporarily the X-Mansion
Past Group Affiliations: X-Men
Present Group Affiliation:

KNOWN POWERS

The Phoenix Force: When any power is used, this fiery, bird-like aura appears. It covers 1-1000 areas and is composed of Unearthly Intensity cosmic flame.

Note: The powers below have a practical limit of Unearthly rank. If Phoenix exceeds that rank, she risks transformation to Dark Phoenix.

Absorption Power: CL1000 rank; no other action can be done that turn.

Elemental Conversion: CL1000 rank

Flight: Unearthly airspeed (600 mph); CL1000 space speed (1,000,000 mph)

Force Field: CL1000 protection from physical and energy attacks.

Gateway: Instantaneous space-warps to anywhere in the universe.

Kinetic Bolt: Unearthly Intensity; maximum range 100 miles.

Regeneration: Unearthly rank

Self-Sustenance: CL1000 rank

Telekinesis: Unearthly rank; limited to line of sight.

Telepathy: Unearthly rank and range (16,000 miles)

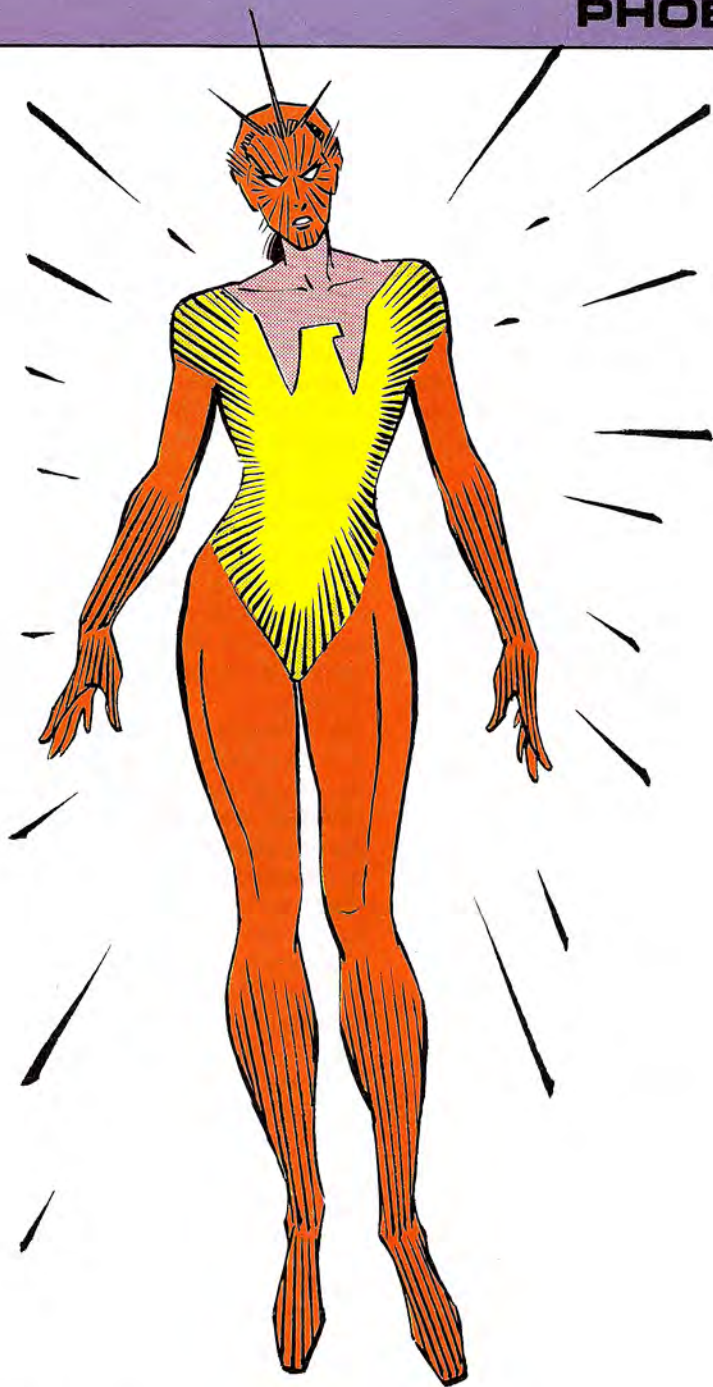
Weather Control: Unearthly rank

Weaknesses: Phoenix is susceptible to psionic and magical attacks. In such cases, her Psyche is reduced to Excellent. A second weakness is the weakness of "Jean Grey's" control; killing or exceeding a limit of Unearthly rank on any power may trigger the transformation to Dark Phoenix (Yellow Psyche FEAT).

Talents: Fashion modeling, astro-navigation

Contacts: As "Jean Grey," Phoenix has most of that woman's contacts - the X-Men, X-Factor, etc.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Phoenix has a schizoid personality; she is torn between her real background and her perceived background ("Jean Grey"). Although the Jean Grey personality dominates in the early stages, it is a tenuous control. If she kills accidentally or has her Psyche reduced to 0 by psionic attack, this may trigger her sudden transformation to Dark Phoenix, along with a disastrous increase in Ability ranks.

Failure to make a Yellow Psyche FEAT triggers the conversion within 1-10 turns. During this phase, Dark Phoenix becomes a Judge-run NPC. 10-100 turns, later, the player may attempt a Red Psyche FEAT to regain control and return her to a Phoenix under his and "Jean Grey's" control.

PHOENIX II

STATISTICS

F	GD (10)
A	GD (10)
S	GD (10)
E	IN (40)
R	GD (10)
I	RM (30)
P	MN (75)

Health: 70

Karma: 115

Resources: PR (4)

Popularity: 12

BACKGROUND

Real Name: Rachel Summers

Occupation: Adventurer, ex-mutant hound

Legal Status: U.S. citizen in alternate future with criminal record; none in this reality

Identity: Secret

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: Scott and Jean Grey Summers (parents, deceased, on alternate future Earth)

Base of Operations: X-Mansion, Muir Island (Scottish coast)

Past Group Affiliations: X-Men, New Mutants, Excalibur

Present Group Affiliation:

KNOWN POWERS

Telekinesis: Monstrous rank power

Besides brute force operations, she is able to perform delicate tasks, such as reshaping her garments. As a Power Stunt, she developed the following powers she can use at any time:

- **Force Field vs. Physical Attacks:** Amazing protection against physical attacks with a maximum coverage of 1 area.

- **Kinetic Bolt:** Amazing Intensity blasts of telekinetic force striking at a range of 3 areas. Victims must make an Endurance FEAT or lose consciousness for 1-10 turns.

Mental Invisibility: Amazing rank

Telepathy: Amazing rank

Power Detection: Her affinity for the peculiar mental activities of mutants gives her Amazing ability to locate mutants.

The Phoenix Force: Her symbiosis with the Phoenix energy being gives her the powers listed for Phoenix I. However, her mental training inhibits the full effects and limits her powers to Monstrous rank. When using her powers, the fiery aura of the Phoenix Force forms around her (Typical Intensity flame which covers an area of 10-100 feet wide).

Talents: Rachel is skilled in Acrobatics and Martial Arts C and E.

Contacts: X-Men, New Mutants, Excalibur

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Summers is a deeply disturbed woman trying to gain a semblance of normality despite her horrific background. Because she is a resident of two alternate timelines, she worries about what is reality. She is extremely protective of her friends and will enter a berserker fury if they are endangered. She is afraid to contact Cyclops, her "father," and is cur-

rently unaware that Jean Grey is alive.

HISTORY

Two different beings calling themselves Phoenix and possessing extraordinary psionic powers are known to have appeared in this universe. The first was a cosmic entity known as the Phoenix Force which duplicated itself and assumed the form and consciousness of Jean Grey, who is also known as Marvel Girl, one of the original members of the X-Men. The second Phoenix is a human being, Rachel Summers, who is said to be the daughter of the Jean Grey of an alternate Earth.

The Phoenix Force is a manifestation of a primal force of the universe which derives from the psyches of all living beings in the universe, and which therefore has limitless power. The Phoenix Force embodies emotion rather than intellect, specifically, the passion to create or destroy.

Jean Grey and other members of the X-Men were kidnapped by Sentinel robots commanded by Steven Lang, a scientist who was out to destroy superhuman mutants. After defeating Lang, the X-Men had to escape back to Earth aboard a space shuttle through the path of an unusually intense solar flare. The shuttle's pilot had to sit in an area where he or she would be exposed to the lethal radiation. Grey volunteered to be the pilot, using her telepathic abilities to absorb the knowledge of how to fly the shuttle from the mind of her ally, Dr. Peter Corbeau, and using her telekinetic powers to shield herself from the radiation. But while she guided the craft back to Earth, the solar radiation finally proved to be too great for Grey to hold back any longer with her powers. The radiation began killing her painfully.

The sentient Phoenix Force sensed Grey's desperate desire to save the lives of the X-Men, especially Scott Summers, alias Cyclops, the man she loved, and to save her own life. The Phoenix Force appeared to Grey in a form resembling her own; it also took on a human-like consciousness by reading Grey's mind and replicating

her consciousness. The Phoenix Force offered to save the lives of the dying Grey and her friends in exchange for an unstated price. Afraid of death, but determined to save Summers and the other X-Men, she accepted the entity's offer, and grasped the entity's arm. The Phoenix Force then took on full human form, an exact duplicate of Grey's. The Phoenix Force transferred a portion of Grey's "soul" or consciousness to itself. Hence, from that point onward, Grey existed as both the human Marvel Girl and as Phoenix. Grey's original human form fell into a coma-like state.

The shuttle crashed in Jamaica Bay near New York City, but the energy being insured that all of the X-Men and Corbeau survived. The entity itself emerged from the shuttle calling itself Phoenix, and the X-Men believed it to be the real Jean Grey, who they believed had died and returned to life with vast new powers. Meanwhile, Grey's original human self remained in a coma-like state within a strange pod-like object while the Phoenix Force's power gradually healed her. She remained safe within the pod for years until she was finally found by the Avengers and revived.

Shortly after the shuttle crash, Phoenix and the X-Men traveled to a planet in the Shi'ar Galaxy where the crazed Emperor D'kan was about to use the M'krann Crystal to obliterate the cosmos. The Crystal is a tesseract (hyper-dimensional construct) within which this universe's scientific laws do not apply. Within the Crystal, imprisoned by a magnetic stasis field and reduced to the size of a pinprick, lies a so-called Neutron Galaxy, which is composed of neutron stars, whose super-compressed matter generates so much gravitational force that not even light can escape its surface. If the Crystal were cracked open, the entire universe would collapse upon itself due to the Neutron Galaxy's tremendous gravitational forces, and the universe would be sucked into a black hole. D'Kan had triggered this destructive process, but Phoenix entered the Crystal and, drawing upon her full powers through love of the X-Men and Grey's innate courage, repaired the distintegrating stasis field, thus saving the cosmos.

Phoenix served as a member of the

X-Men. But since Grey had never been trained to cope with such immense power as the Phoenix Force possessed, Phoenix, in human form, proved to have difficulty in dealing with her power. At first Grey's strong moral sense kept the Phoenix Force under control. Then Phoenix fell victim to the psionic manipulation of Mastermind, who was attempting to prove his worthiness to become a member of the secret Inner Circle of the Hellfire Club by mesmerizing Phoenix, whom he believed to be the real Grey, into becoming the new Black Queen. Using a device created by the White Queen, Mastermind projected dream-like fantasies into Phoenix's mind from afar which slowly brought closer to the surface of her now-human mind the dark desires which Grey, like most people, suppressed deeply. Finally, upon confronting Phoenix in the Hellfire Club mansion itself, Mastermind forced those desires fully to the surface, submerging Grey's true personality within Phoenix's mind; and Phoenix took on the costume and personality of the decadent Black Queen.

Phoenix shortly thereafter freed her will from Mastermind's control, but because the Phoenix Force is linked to passion, she could not fully free herself from the sinister side of her personality. She helped free the X-Men, whom the Inner Circle had taken captive, and psionically induced temporary insanity in Mastermind. But as she and the X-Men escaped, she realized that the dark side of her personality, the Phoenix Force's innate urge to destroy, was taking hold of her. Suddenly the Phoenix Force's primal urges overwhelmed Phoenix, submerging Grey's true personality even more fully than before, and Phoenix became the satanic Dark Phoenix.

Hungering for more energy to overcome the limitations of physical form, Dark Phoenix transported herself to the star D'bari in the Shi'ar Galaxy and absorbed energy from it. As a result, the star became a super-nova, annihilating the sentient non-humanoid populace of one of its planets. Dark Phoenix next destroyed a Shi'ar starship which had attacked her in retaliation for the non-humanoids' deaths. She returned to Earth and battled the X-Men. Cyclops tried to reason with her,

appealing to the love Grey had for him, and thereby induced Grey's true personality to begin to rise again. Unfortunately, the X-Men's mentor, Professor Charles Xavier, caused her to revert fully to Dark Phoenix again by attacking her. But Cyclops had laid the groundwork for Phoenix's cure, and so, when Xavier used his full psionic power on Dark Phoenix to exorcise her insanity, the nearly buried duplicate of Grey's true personality was able to assert itself just enough to allow him to succeed. Grey regained control.

Phoenix and the X-Men were immediately teleported aboard a Shi'ar starship commanded by the empress Lilandra, who judged it necessary to obliterate Phoenix's powers entirely lest she become Dark Phoenix again. Lilandra, like the X-Men, still believed that Phoenix was the real Jean Grey. Believing that they could find a way to prevent Phoenix's reversion to Dark Phoenix, and that she should not be punished for her actions as the insane Dark Phoenix, the X-Men decided to fight against Lilandra's judgment in a trial by combat against members of the Shi'ar Imperial Guard. During the fury of the battle, in which she participated, Phoenix again reverted to Dark Phoenix. Grey's true personality was able to reassert itself, but Grey realized that she had no hope of maintaining that control. Moreover, once she turned insane, she might ultimately destroy the cosmos, probably by breaking open the M'krann Crystal. Therefore, before the eyes of the horrified Cyclops, Phoenix acted as the real Grey would do: she telekinetically triggered an energy cannon she had found in the Blue Area of the Earth's moon, where the trial by combat had taken place, causing it to fire and totally distintegrate her. Thus, although the real Jean Grey still lay in her coma-like state hidden from the real world, she had won her greatest victory.

But the suicide did not mean that the Phoenix Force itself ceased to exist. It simply meant that the entity's existence in human form was over. The Phoenix Force is indestructible.

In an alternate reality, the battle with Dark Phoenix had a very different ending. In that reality, Phoenix did not revert to Dark Phoenix during combat, which the X-Men lost. Lilandra then

subjected Phoenix to a kind of psychic lobotomy, which completely removed Phoenix's superhuman powers, thereby ending the menace Phoenix potentially posed for the universe. Hence, Phoenix did not commit suicide in this reality. Scott Summers and Phoenix were married and had a daughter, Rachel, who inherited her mother's potential for the telepathic and telekinetic powers that Jean Grey possessed as Marvel Girl.

In the "mainstream" universe's reality, the X-Men prevented Mystique's Brotherhood of Evil Mutants from assassinating Senator Robert Kelly, an investigator of the alleged menace that superhuman mutants posed to society. However, in this alternate reality, the Brotherhood succeeded in killing Kelly. The assassination caused intense widespread public paranoia against mutants. In the next presidential election, a rabid antimutant candidate won. His administration unleashed Sentinel robots, giving them an open-ended program with overly broad parameters to eliminate the mutant menace permanently. The Sentinels decided that the best way to do so was to take over the U.S. Over the following years, the Sentinels killed or imprisoned within concentration camps virtually all known mutants and other superhuman beings from North America.

One summer morning, when Rachel was still a child, the X-Men's base of operations, Professor Charles Xavier's School for Gifted Youngsters, was attacked and demolished by federal troops. The only survivor at the school was Rachel, whom the soldiers found by the side of Xavier's corpse. They used drugs to neutralize Rachel's developing psionic powers. Later, she was tortured and brainwashed in prison, becoming a mutant "hound" who used her psionic powers to hunt down other mutants. In the process, Rachel occasionally killed mutants herself, and it is known that some of those were people she loved. Rachel's superiors branded her face with a grotesque pattern of tattoos to mark her as a "hound," and forced her to wear a leash. Rachel's grief and shame and anguish over the deaths of family and friends left her bitter and intolerant toward human beings who persecute mutants.

Eventually, Rachel was placed in the South Bronx Mutant Containment Facility, where she used her psionic powers to create the illusion in other minds that she does not bear the tattoos of a "hound." She rejoined the surviving members of the X-Men and was instrumental in their plan to end the Sentinels' reign by changing history. Summers used her psionic powers to exchange the consciousness and spirit of the adult Kitty Pryde, a member of the X-Men, with that of Pryde's teenage self as she existed at a time just before the attempt on Kelly's life. It was hoped that the adult Kate, in her younger self's body, could warn the X-Men about the assassination attempt, and that the X-Men would foil it. However, history cannot be changed in this manner. Rachel, as it turned out, actually caused Kate to exchange psyches not with her younger self but with the Kitty in our own "mainstream" reality. Alternate Kate in mainstream Kitty's body succeeded in preventing Kelly's assassination in our own reality. She then returned to her own body, upon which she found that in the alternate reality the other X-Men, except for Rachel, had all died in an attack on the Sentinels' Manhattan headquarters.

Kate Pryde hypnotized Summers into using her psionic powers to tap into the Phoenix Force and send herself back in time when Pryde said the words "Dark Phoenix." Thus Pryde hoped that Summers herself could change history. Together Pryde and Summers illegally entered the laboratory of Project Nimrod, which was the attempt to construct the most highly advanced Sentinel possible. Pryde and Summers, pursued by guards, locked themselves inside the laboratory, whose walls were proof against Pryde's power to phase through solid matter. Summers believed herself and Pryde to be trapped, but Pryde said the words that caused Summers to project herself back through time. Project Nimrod's creation, the Sentinel called Nimrod, then killed Pryde and went back in time to find Summers.

Summers found herself physically transported, body and mind, to a time shortly before the present, but in the "mainstream" reality. She went to Xavier's mansion but could not bring herself to stay there in the wrong reality.

She went to Manhattan, where she was pursued by the psychic vampire Selene. Summers was rescued by the X-Men and joined their team. She eventually told the X-Men her story, although as yet only Magneto knows she was a "hound."

Rachel was shocked to learn of the supposed "death" of Jean Grey in this reality. Visiting the home of Grey's parents while they were absent, Rachel found a Shi'ar homoeopathic matrix crystal that Lilandra had given them. This crystal was imbued with an imprint of the essence of Grey's personality. Refusing to believe that Jean Grey could be evil, Rachel decided to claim the name and power of Phoenix as her own by birthright, and through her own actions to redeem the name Phoenix in this reality. She also hoped to help her fellow mutants, thereby atoning for what she had done as a "hound" in her own reality. It was at this moment that she took the name of Phoenix while holding the crystal that Rachel first manifested about her the bird-shaped aura of energy associated with the previous Phoenix. It may be speculated that from that time on Rachel Summers has been able to draw to a limited extent upon the power of the Phoenix Force.

Rachel has not yet told the Cyclops of this reality that his counterpart in her native reality was her father, but it has been speculated that Cyclops has deduced this himself.

Rachel's fellow X-man, Wolverine, recently severely injured her to prevent her from vengefully murdering Selene in the heat of passion. Rachel was subsequently captured and rendered amnesiac by the extradimensional being Spiral.

Phoenix recently fled to Great Britain, pursued by Mojo's Warwolves. Later, she was pursued by the Gatecrasher's Technet, agents of Opal Luna Saturnyne, Omniversal Majestrix. Saturnyne declared Phoenix a menace to reality (perhaps due to its alternate-timeline hopping abilities) and ordered its capture. Since Rachel is the Phoenix now, well, she'll have to be captured, too.

Following victories against both forces, Rachel joined in the establishment of Excalibur, a Great Britain-based superheroic team.

STATISTICS

F UN (100)
A UN (100)
S UN (100)
E ShY (250)
R MN (75)
I UN (100)
P UN (100)

Health: 550

Karma: 275

Resources: UN (100)

Popularity: -500

BACKGROUND

Real Name: Hades

Occupation: Ruler of Hades

Legal Status: Olympian citizen, ruler of Hades

Identity: Believed mythical by the public

Place of Birth: Probably Olympus

Marital Status: Married

Known Relatives: Persephone (wife); Zeus, Neptune (brothers); Hera, Demeter, Vesta (sisters)

Base of Operations: Hades

Past Group Affiliations: Olympian Gods

Present Group Affiliation:

KNOWN POWERS

Immortality: CL1000 resistance to aging, disease, and toxins. If reduced to 0 Health and Endurance, he does not die.

Invulnerability: Unearthly rank

Regeneration: Unearthly rank

Energy Sheath (Mystic Flame):

Unearthly intensity magical flame

Weapons Creation: Unearthly material weapons can be formed from his fiery aura; these possess Unearthly paralysis.

Fire Control: Unearthly control

Darkforce Manipulation: Unearthly rank

Electrical Control: Unearthly rank

Gravity Control: Unearthly rank

Light Control: Unearthly rank

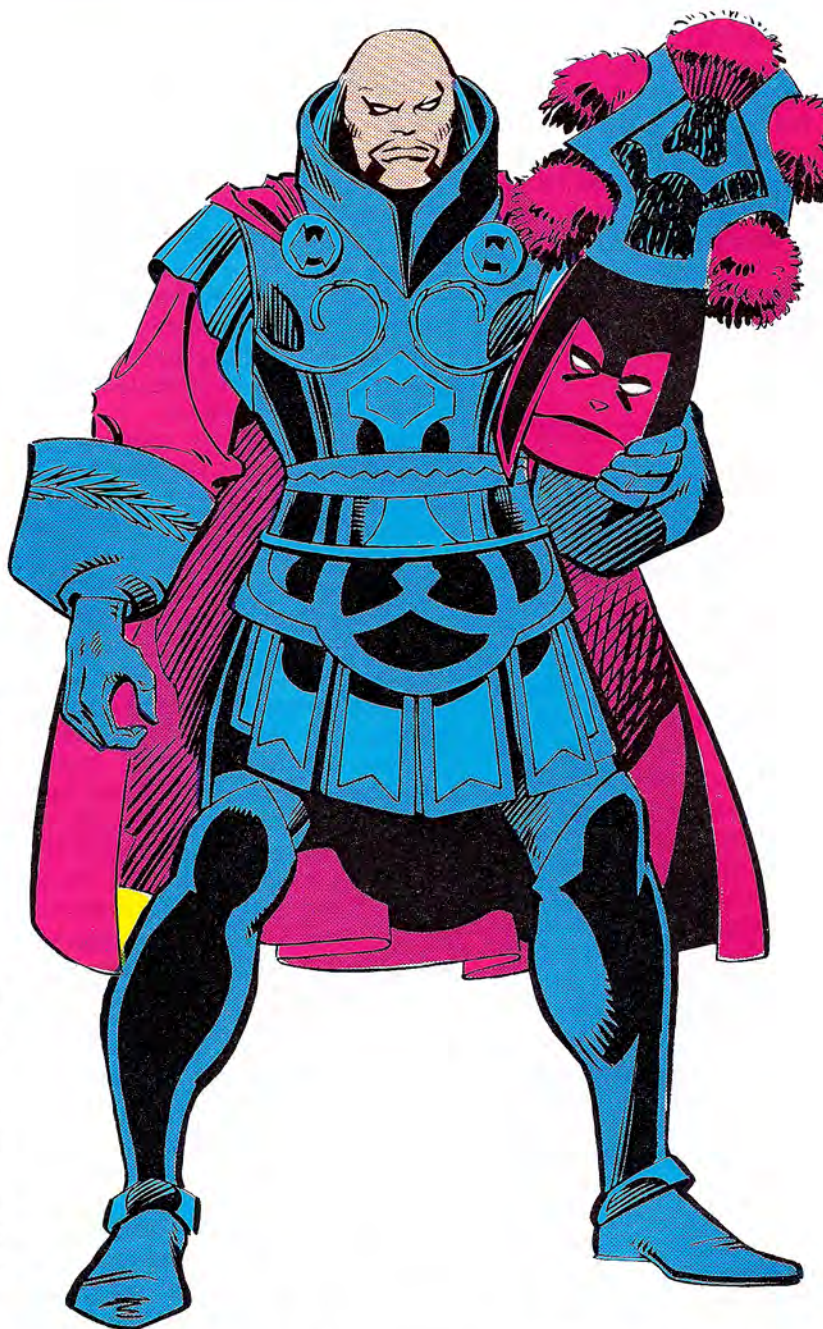
Force Field Generation: Unearthly protection against physical and energy attacks

Force Field vs. Magic: Unearthly protection against magical attacks

Gateway: Unearthly ability to create warps between dimensions

Equipment:

Axe: CL3000 material; acts both as weapon and as power focus (-1 CS to



his powers if he loses the axe).

Helmet of Invisibility: Unearthly rank can affect other Olympians

Weakness: All his Abilities and powers drop -1 CS when he is away from Hades.

Talents: Expert in hand-to-hand combat, the lore of Death, and classical Grecian culture.

Contacts: Ares

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Pluto is a stern, brooding god. He actually enjoys his duties as lord of the dead. He resents the Olympians' fall from power and blames Zeus for it. Pluto sees himself as the rebellious savior of the Olympians and the destroyer of later gods' religions and realms. He holds special grudges against Hercules for daring to chain Cerberus and Thor for often opposing his schemes.

HISTORY

Pluto is the eldest son of Cronus, ruler of the superhuman extradimensional race of Titans, and his wife, the Titaness Rhea. (Cronus the Titan is not to be confused with the Eternal known as Chronos or Kronos.) Fearing that he would be dethroned by one of his offspring just as he had overthrown his own father Ouranus, Cronus imprisoned each of his own offspring in Tartarus, the darkest section of Hades, the Olympian underworld, as soon as he or she was born. (Later legends erroneously claimed that Cronus had actually swallowed his children and that they remained alive inside him until Zeus released them.) Appalled, the children's mother Rhea gave birth to Zeus without Cronus's knowledge and gave him to the primeval Earth goddess Gaea to be raised in secret. The adult Zeus freed his siblings and led them in a successful revolt against Cronus and the Titans. Pluto's unique contribution to the war was stealing Cronus's principal weapons from his palace while wearing a helmet of invisibility.

Zeus became ruler of the pocket dimension called Olympus and of the race of Olympian gods. Zeus confined the defeated Titan warriors to Tartarus. He knew that they needed a stern warder and that the brooding Pluto was the only one of his siblings who found life in the underworld suitable to his temperament. Therefore, Zeus assigned rulership of the entire underworld to his elder brother. Pluto was quite pleased with this new role and rarely left the underworld over the following centu-

ries.

The most infamous exception was when Pluto carried off Kore, the goddess of spring, to the underworld, to force her to become his wife. Kore's mother, the fertility goddess Demeter, was outraged, and refused to allow crops to grow in ancient Greece until Kore was returned. Eventually, a compromise was reached, and Kore spends only a portion of the year in Hades with her husband. As queen of Hades, Kore is known as Persephone.

Since the time of his appointment as ruler of Hades, Pluto had populated his realm with the "shades" of mortals who had worshipped the Olympian gods. When the worship of Olympian gods died out, giving way to Christianity, Zeus forbade Pluto from collecting any more "souls." Pluto obeyed the edict resentfully, having become accustomed to an ever-growing number of subjects in his realm. The bitter Pluto finally convinced himself that Zeus had proved himself to be an incompetent leader by allowing the worship of the Olympians to come to an end. Zeus, noting Pluto's increasingly ominous rebelliousness, warned him against attempting to overthrow him and sentenced him to remain monarch of Hades until Pluto could find a willing replacement.

In recent years, during one of Hercules' sojourns on Earth, Pluto appeared on Earth in the guise of Hayden P. Hellman (nicknamed "Mr. Pluto"), a movie producer at California Stardust Studios. Thus disguised, Pluto had the naive Hercules sign a contract that Hercules believed was for appearing in a project film. But in fact, it was an Olympian contract binding Hercules to become Pluto's successor as ruler of Hades. Having signed the contract, Hercules was unable to battle Pluto on his own behalf, but the Asgardian god Thor fought against Pluto's forces to free Hercules. Shocked by the massive destruction wreaked in Hades by Thor, Pluto realized that he loved his kingdom and could not bear to forsake it. Pluto therefore released Hercules from the contract.

But Pluto still wished to add new conquests to his kingdom. He trav-

eled to an alternate future of Earth in which nuclear radiation had transformed many human beings into inhuman-looking mutates. Pluto brought an army of mutates back to his own time to conquer Earth for him. Pluto and his mutates were opposed by Thor, his fellow Asgardians Balder and Sif, and the United States armed forces. Finally, Zeus himself intervened, banishing both Pluto and his mutates to Hades.

Later, Odin, monarch of the Asgardians, physically died. But time had been magically suspended about him so that his spirit would not yet leave his body. Pluto attempted to claim Odin's soul but was opposed by Odin's son Thor and by the Asgardian death goddess Hela. Rather than allow Pluto to deprive her of Odin's soul, Hela restored Odin to life. Odin interrupted the battle between Thor and Pluto, and Pluto returned to Hades. Still later, Pluto and his nephew Ares conspired to provoke a battle between Thor and Hercules. But Thor and Hercules learned of the deception, and Thor managed to defeat Pluto on Earth.

Sometime later, Pluto made alliances with other death gods of other dimensions, and then demanded that Zeus command Hercules and the goddess Venus to marry Pluto's allies Ares and Hippolyta. Zeus, fearing that Pluto would otherwise lead the other death gods in an attack on Olympus, at first agreed. In fact, Pluto still intended to conquer Olympus. Pluto believed that Hercules and Venus were the only two Olympians who could prevent his taking over Olympus, but, according to Zeus's law, once they were married to Ares and Hippolyta, Hercules and Venus would be unable to oppose them in combat. But finally, Zeus called Pluto's bluff, withdrew commands for the marriages, and sent Pluto back to Hades. Pluto has met with the death-gods of other pantheons on yet another occasion, when the primordial Demogorge threatened all gods.

Pluto remains in Hades today, but it is not likely he has given up his dreams of conquest.

STATISTICS

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

Health: 56

Karma: 60

Resources: TY (6)

Popularity: 3

BACKGROUND

Real Name: Lorna Dane (adoptive name; real name unknown)

Occupation: Graduate student in geophysics, adventurer

Legal Status: U.S. citizen

Identity: Secret

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: X-Men

Present Group Affiliation:

KNOWN POWERS

Magnetism: Amazing control over a range of 10 areas

Energy Control: Incredible control over electricity and gravity. She can inflict Incredible damage to a target at a range of 5 areas.

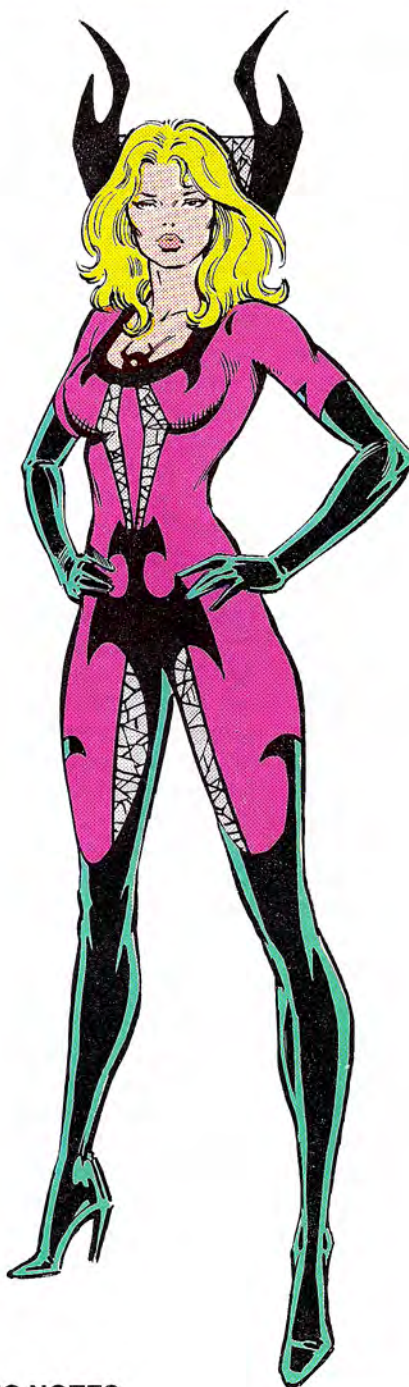
Flight: Excellent air speed.

Force Field: Amazing rank field covering 1 area. Each additional area decreases the protection -1 CS.

Talents: Remarkable Reason in the field of geophysics.

Contacts: X-Men, X-Factor

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

Dane's main goal is to live a normal life unfettered by superheroic concerns. Since she was orphaned at a young age, she has sought meaningful relationships to make up for the family she lacked. She sees the X-Men as her family. However, she is closest to Alex Summers. They were living together for some time before their recent Marauder-influenced split.

HISTORY

Lorna Dane's parents are said to have died in a plane crash only weeks after her birth. She was then adopted by the Danes, probably her mother's sister and brother-in-law. The Danes never told Lorna that they were not her true parents for fear that the truth might have a traumatic effect on her. Lorna did not learn the story about the plane crash and the

fact that she had been adopted until she was nearly twenty years old.

Lorna Dane had been born with green hair, which her foster parents and then she herself always kept dyed brown so that she would not be thought of as being "different." Dane's hair color was the only outward sign of her unusual genetic structure. She has the latent genetic potential for magnetic powers, but certain genetic factors were absent which would have allowed her to exercise these powers. In the normal course of events, Dane would never have been able to use these powers. However, the intervention of Samuel "Starr" Saxon, the master roboticist whose brain patterns were later preserved in the Machinesmith, altered the normal course of events. Saxon had constructed an android duplicate of Magneto, the mutant with great magnetic powers who was then believed to be dead, and a small army of androids with strange powers called the Demi-Men. Saxon's plans were to use these androids as his means of accumulating vast wealth and power, while deceiving the world into believing them to be examples of evil mutants, who had become objects of widespread fear.

Saxon decided that he needed some actual mutants to help him lead the android army while he himself remained behind the scenes, giving directions through the Magneto robot. First, Saxon had the robot Magneto recruit Mesmero to serve

as second-in-command. Then, Saxon decided that a mutant who was a natural source of vast magnetic power would be useful in dealing with his metal robot army. From sources still unrevealed, Saxon acquired a "psycho-generator," which has some features in common with Charles Xavier's Cerebro machine. Mesmero used the psycho-generator to summon mutants in North America with latent powers. The nearest such mutant with latent magnetic powers, Lorna Dane found herself compelled to travel to San Francisco, the city where Mesmero was. Mesmero and his androids captured her and brought her to their desert headquarters, where they placed her inside a "genetic stimulator," which altered her genetic structure so as to allow her to exercise her previously latent powers. Meanwhile, Mesmero used his hypnotic powers upon her to alter her personality so that she would sympathize with the bogus Magneto and his cause. She was told that she was the daughter of Magneto and that she had inherited her powers from him.

Shortly afterward, however, Mesmero dropped his control over Dane, overconfidently assuming that she would obey her supposed father no matter what happened. On the contrary, after the X-man named Iceman revealed to her that Magneto was not her father and told her about the plane crash and her adoption, Lorna

Dane joined the X-men in battling "Magneto." Mesmero and the Magneto robot escaped, the Demi-Men were destroyed, and Saxon, his plans ruined, had to hire himself out as an assassin who used androids to kill.

For a time Dane was romantically inclined toward Robert Drake, the Iceman, but eventually she fell in love with Alexander Summers, who is also known as Havok. Neither Dane nor Summers wished to lead lives as adventurers, but they discovered that they had a mutual interest in geophysics. Hence, they are now both doing doctoral research in that subject in the Diablo mountain range in California. Since they now spend most of their time away from public view, Dane does not bother to dye her hair. Neither Dane (who eventually took the code-name Polaris) nor Summers has ever been a full-time X-Man, but they are willing to help the X-Men in emergency situations, and have done so in the past.

Lorna received her current costume, which is of Shi'ar design, when her mind came under the domination of the Shi'ar intelligence agent Davan Shakari, who served D'ken, the now-deposed emperor of the Shi'ar Galaxy. Charles Xavier finally freed her from Shakari's control.

Polaris recently joined the Marauders. How sincere or long-lasting this connection may be is as yet unknown.

STATISTICS

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

Health: 80

Karma: 26

Resources: EX (20)

Popularity: -5

BACKGROUND

Real Name: Alexander Gentry

Occupation: Weapons designer for the U.S. Army, professional criminal

Legal Status: U.S. citizen with criminal record (deceased)

Identity: Publicly known

Place of Birth: Unknown

Marital Status: Presumed single

Known Relatives: None

Base of Operations: New York City area

Past Group Affiliations: Nefaria (Maggia branch), Batroc's Brigade

Present Group Affiliation:

KNOWN POWERS

Equipment:

Body Armor: Incredible protection from physical attacks. Remarkable protection against energy attacks.

Helmet: Remarkable protection, including a 6-hour air supply. Night-vision lenses give him perfect vision in the dark.

Spikes: When striking, the quills do Excellent Edged damage. If charging, damage increases +1 CS. Striking the Porcupine causes Good damage to an unprotected attacker.

Concussion Bombs: Fires three per turn with Remarkable Agility at a range of 3 areas. Incredible damage against a single target.

Knock-Out Gas-bombs: Fires three per turn with Remarkable Agility at a range of 3 areas. Gas has Amazing Potency. **Electricity:** Incredible damage to a single target up to 3 areas away.

Rocket: Boot-jets allow Poor air-speed (3 areas per turn) for 10 minutes.

Talents: Remarkable Reason in the fields of armor and weapons design.

Contacts: Former ally of Eel, Plant-



man, Scarecrow, and Unicorn; former employee of Cowled Commander, Justin Hammer

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Porcupine was very proud of his achievements and wanted to get rich from them. He was paranoid about others stealing his secrets from him, and thus he became a supervillain to strike first at his imagined foes. He blames his failures on others or later on the Porcupine armor itself.

HISTORY

Alexander Gentry, a weapons designer for the United States Army, spent months working overtime to create his porcupine battlesuit. He was enormously proud of his achievement when the suit was finished, and believed his invention was worth a fortune. Yet Gentry also believed that the government would pay him, one of its employees, virtually nothing for his creation. Angrily, Gentry decided to keep the porcupine battlesuit and to use it to make himself wealthy through crime. Thus Gentry became the Porcupine, one of the first costumed criminals of his generation.

The Porcupine was soon defeated by Henry Pym, who was then the original Ant-Man, and his partner, Janet van Dyne, the Wasp. A second defeat by Pym as Giant-Man came when the Porcupine took an overdose of Pym's shrinking capsules, and shrank out of sight.

Eventually, however, the effect wore off, and the Porcupine, again at his normal size, was among the many costumed menaces assembled by Doctor Doom to disrupt the wedding of Reed Richards and Susan Storm.

His self-confidence still shaken by his failure in battling Giant-Man and the Wasp, the Porcupine eagerly accepted the invitation of Count Luchino Nefaria, a powerful figure in the criminal Maggia, to join his group of costumed agents. However, Nefaria and his agents were thwarted by the original X-Men. Once again, the Porcupine escaped being taken prisoner, and he blamed the failure of the blackmail scheme on Nefaria and the other agents. But Gentry suspected that, in fact, he himself was inadequate for the role of being a "super-villain" battling superhuman opponents.

During coming months, the Porcupine enlisted as a member of Batroc's Brigade and also worked, with his allies the original Eel, the Plantman, and the Scarecrow, for the masked criminal mastermind who called himself the Cowled Commander. Again, the Porcupine clashed with Captain America but was defeated.

Convinced that they were failures,

Gentry and Leopold Stryke, who was the original Eel, sought guidance from the Celestial Mind Control movement, which was secretly masterminded by the alien Nebulon. Nebulon pitted the Porcupine and the Eel against his foes, the costumed adventurers called the Defenders, who defeated them both.

Later, the Porcupine and a small group of confederates invaded a major Manhattan hotel to steal the valuables in its safe. This time the Porcupine erred by deciding to rob the wealthy audience at a fashion show in one of the hotel's ballrooms. The Wasp, Yellowjacket, and Nighthawk quickly defeated the criminals, and the Porcupine left, humiliated at being overpowered by the Wasp and Yellowjacket when they were both at the size of insects.

Perhaps believing there was safety in numbers, the Porcupine next turned up as one of a large assemblage of costumed criminals organized by the original versions of Libra and Sagittarius of the android Zodiac. This time the Porcupine was defeated by the Hellcat during a battle between a number of the criminals and a group of adventurers operating under the auspices of the Defenders.

The Porcupine went to prison but was soon released by minions of billionaire Justin Hammer. That venture didn't last long either because the Porcupine and his allies failed to defeat Iron Man for Hammer.

Tired of his long string of defeats, Gentry decided to give up his career as a costumed criminal and live off the millions of dollars he expected to receive by selling his battlesuit. Gentry totally redesigned his porcupine battlesuit, making it far deadlier than before. He entered into negotiations with the subversive organization called the Secret Empire. But Captain America and his ally Nomad defeated the Porcupine, and Gentry was returned to jail.

In prison, Gentry vowed never to put on the Porcupine battlesuit again. He was soon released from prison, apparently legally, and he set about once more to try to sell the battlesuit. But by now Porcupine was universally regarded as a laughable

failure.

In despair, Gentry came up with the idea of selling the battlesuit to the Avengers to prevent it from falling into the hands of their enemies. Captain America agreed to have the Avengers buy the battlesuit if Gentry helped get him to members of the Serpent Society. Gentry accepted Captain America's terms.

Captain America's plan was for Gentry to pretend to have captured him and to offer the Serpent Society the opportunity to kill him. Gentry contacted the Society's leader, Sidewinder, and arranged to have some of the Society members meet him at a Lower Manhattan construction site. Gentry, having reluctantly donned his Porcupine costume and more as part of the plan, pretended to guard Captain America, who was seemingly bound with chains.

Four Society members soon appeared: Cottonmouth, Death Adder, Diamondback, and the Rattler. Captain America took the Society members by surprise.

In the ensuing battle, Gentry was impaled on one of his own quills when he fell. Apparently the quill went into his heart, for the injury proved fatal. Diamondback escaped, but Captain America defeated the other three Society members. Captain America found Gentry dying and in despair. Gentry said, "I'm going to die as lived . . . one big loser." Captain America tried to reassure Gentry, telling him he had helped him defeat three Serpent Society members, and that therefore Gentry was a hero. But Gentry refused to believe the captain's kind words, saying that he, Gentry, was "nothing" and had led a worthless life. Captain America said that Gentry had proved to be a worthy opponent, but it is not known whether this compliment mattered to Gentry, for he expired seconds later without having said another word.

In tribute to Gentry, Captain America had him buried in a grave reserved by the Avengers for those who have fallen in battle, and put his battlesuit on exhibit in Avengers Mansion, labeled "Battle Armor of the Porcupine—Honored Foe of the Avengers."

STATISTICS

F AM (50)
A EX (20)
S UN (100)
E UN (100)
R ShZ (500)
I MN (75)
P UN (100)

Health: 270

Karma: 675

Resources: UN (100)

Popularity: 0

BACKGROUND

Real Name: Kamo Tharnn

Occupation: Librarian, scholar, seeker of knowledge

Legal Status: Unknown

Identity: Existence unknown to the public

Marital Status: Single

Known Relatives: None

Base of Operations: Rus, a planet in the Scion system of the Andromeda Galaxy

Past Group Affiliations: Elders of the Universe

Present Group Affiliation:

KNOWN POWERS

Immortality: CL5000 resistance to aging, disease, and toxins. He does not die if Health or Endurance are reduced to 0.

Invulnerability: CL1000 resistance to physical and energy attacks, including environmental extremes.

"Power Primordial": His connection to the original energy of the universe gives him these powers:

- * Spirit Storage: Unearthly ability to hold an infinite number of life forces within himself and freely communicate with any of them.

- * Teleportation: CL5000 range (500 light years)

- * Total Memory: CL1000 recall

- * Cosmic Awareness: CL1000 rank

- * Communicate with Cybernetics: CL1000 rank link between Possessor and his computer.

The Runestaff: The CL1000 Material staff possesses these powers:

- * Dimension Travel: Unearthly rank

- * Emotion Control: Unearthly rank

- * Internal Limbo: Unearthly rank

- * Healing: Unearthly rank

- * Regeneration: Unearthly rank



- * Teleportation: CL5000 ability to return to the Possessor when he summons it.

Talents: The Possessor has Unearthly access to all the universe's knowledge, provided it is in his computer.

Contacts: The surviving Elders of the Universe and the researchers on Rus.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Possessor seeks knowledge above all things, unless under the influence of the Runestaff, in which case power is his ultimate aim. This possession also causes him to feel acutely paranoid of any and all who approach or contact him.

HISTORY

Like all the Elders of the Universe, the Possessor's origin is lost in antiquity. What is known is that he is one of the oldest living beings in the universe, having been a member of one of the first of the universe's races to become sentient in the wake of the Big Bang. Virtually immortal, Kamo Tharnn has spent the eons since his self-awareness engaged in the pursuit and recording of all the knowledge of the universe. Eventually Tharnn founded a huge university and library on the planet Rus, and transferred the vast store of information he accumulated to a huge master computer. He then opened the doors of the academy of learning to knowledge-seekers from anywhere in the universe. Within a century, his institution of advanced knowledge was filled with scholars, students, and researchers from over a thousand different intelligent starfaring races.

For untold millennia, Kamo Tharnn was content to be the master librarian and chief administrator of the university, until finally one of the many research assistants brought to him an alien artifact of immense power called the Runestaff. Excited by such a find, Tharnn asked to examine the artifact to record the properties for the master computer personally. The researcher had

already devoted a great deal of time and effort mastering the Runestaff's properties and did not want Tharnn to take credit for its discovery, and so refused him. Violence erupted, and Tharnn slew the researcher.

The senseless act unhinged the sanity of the usually peaceful master librarian, and he began to experiment with the Runestaff with reckless abandon. One of the properties of the Runestaff is the manipulation of life forces, and Tharnn accidentally dispatched the hundreds of thousands of students and faculty on his planet into the limbo-like pocket dimension "inside" the staff. Driven further insane by the ruin of everything he had strived for over the eons, Tharnn, now calling himself the Possessor of the Runestaff, presided over the still planet, paranoid that someone would come and take away from him his last remaining possession. The planet's edifices soon fell into disrepair, the master computer ceased to function, and a furry pre-intelligent humanoid race began to breed wildly and overrun the planet Rus.

Eventually, Tharnn's paranoia was vindicated when the Olympian god Hercules and the Asgardian goddess Sif journeyed to Rus to borrow the Runestaff in order to save the waning life force of the mortal Jane Foster. When the Possessor refused to let them use it, the gods stole it from him and returned to Earth. By the staff's power, Sif's godly life essence was transferred into Foster's body, while Sif's body and consciousness went into the dimension "inside" the staff. Once Foster was saved, the gods forgot about the Runestaff and its mad owner. The Runestaff lay in a hospital broom closet for months until the alien Stranger dispatched the mutant Darkstar to fetch it in order to use its

power to thwart the null-life bomb that was threatening all existence. When Jane Foster accompanied Thor to Asgard, Sif's godly life essence overwhelmed Foster's, and Sif's body spontaneously returned from the pocket dimension, sending Foster's there in exchange. Upon her return to Earth, Sif continued to predominate and Jane Foster remained in the pocket dimension.

Kamo Tharnn, in the meantime, had discovered a spell to teleport the Runestaff back to him. While tinkering with his prize possession again, he inadvertently transferred the life essences of all of the individuals who had been trapped in the staff's pocket dimension (including Jane Foster) into his own immortal body. Eventually Thor, Sif, and Jane Foster's fiancé, Keith Kincaid, traveled to the planet Rus in an effort to locate Foster. Rescuing Tharnn from alien invaders, they succeeded in exorcising all of the spirits trapped inside Tharnn's body and restoring them to their rightful forms. The experience seemed to restore Tharnn's sanity and, reunited with all of his fellow knowledge-seekers, he vowed to restore his university to its former glory and not use the staff selfishly ever again. Thor, Sif, Foster, and Kincaid left the planet Rus for Earth. Kamo Tharnn began the process of rebuilding his citadel of knowledge and dispatching his researchers to gather all the information necessary to bring the master computer database up to date.

Recently the Possessor joined his fellow Elders' scheme to slay Galactus and the Universe in a bid to attain expanded powers. It failed miserably. The Possessor was flung into a black hole along with his fellow Elders, the Trader and the Astronomer. It is unknown where they ended up or their present conditions.

STATISTICS

F RM (30)
A GD (10)
S IN (40)
E AM (50)
R GD (10)
I EX (20)
P TY (6)

Health: 130

Karma: 36

Resources: PR (4)

Popularity: 18

BACKGROUND

Real Name: Luke Cage (legally changed; real name unknown)

Occupation: Adventurer, mercenary

Legal Status: U.S. citizen with criminal record (acquitted)

Identity: Publicly known

Place of Birth: New York City

Marital Status: Single

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: Heroes For Hire, Inc., Defenders, Fantastic Four

Present Group Affiliation:

KNOWN POWERS

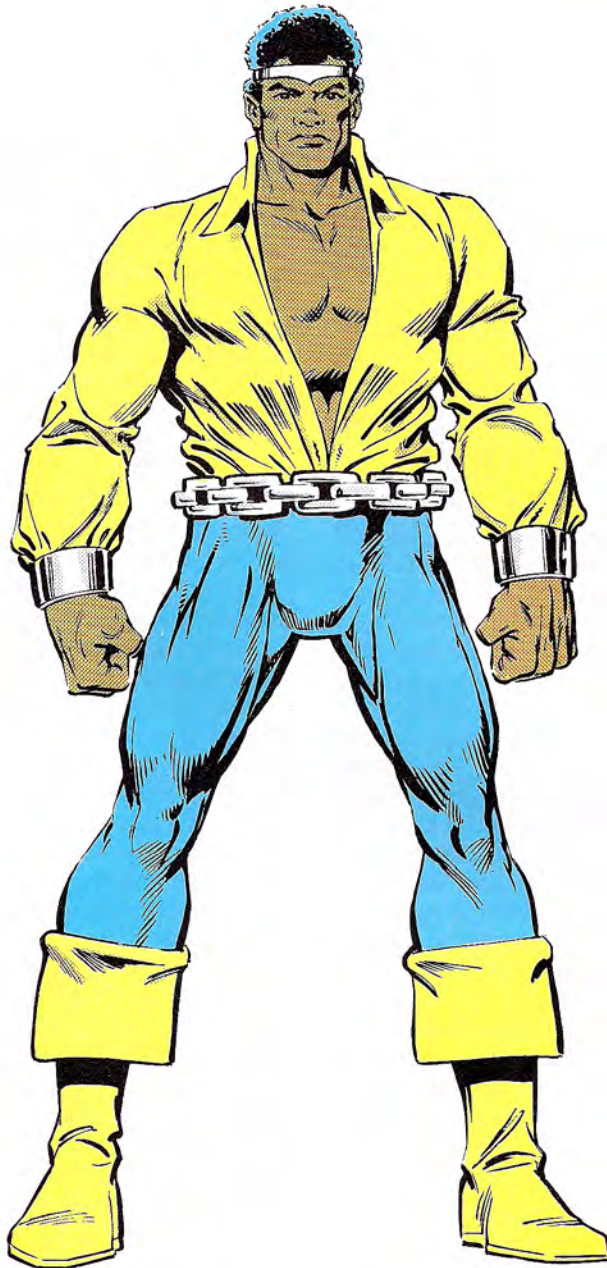
Invulnerability: Incredible resistance to physical and energy attacks

Regeneration: Poor ability to heal at threefold speed

Talents: Martial Arts A and E, Law Enforcement and Criminal skills

Contacts: Iron Fist (deceased), Fantastic Four

ADDITIONAL NOTES:



not have to speak too much. He lets body language do most of his talking. Brute force is his favored approach to problem-solving. He holds a grudge for years and will go to great lengths to correct injustices done to him.

HISTORY

The man who would call himself Luke Cage grew up in the slums of

Harlem, often committing petty thefts with his friend, Willis Stryker. As the two matured, Cage found odd jobs in legitimate fields of employment, while Stryker became a professional criminal and racketeer. Cage and Stryker became rivals for the affections of Reva Connors. Stryker's illicit wealth made him a more eligible suitor than Cage. Then Cage saved Stryker's life one night when Stryker was badly beaten in a mob hit. While Stryker was hospitalized, Cage and Connors, often meeting during hospital visits, developed a

ROLE-PLAYING NOTES

Cage is a large, dangerous-looking man and knows it. He knows everyone else knows it, too, and thus does

deep friendship. Insanely jealous of his friend, Stryker planted two kilograms of heroin in Cage's apartment, tipped off the police, and had him arrested and sent to prison.

A few days later, Connors was killed in a mob hit intended for Stryker. From prison, Cage swore vengeance against his former friend for framing him and getting Connors killed. Cage allowed his rage to consume him while in prison. He frequently engaged in brawls and attempted escape. Several of his parole board hearings ended in violence. Cage was finally transferred to Seagate Prison, a maximum security correctional facility located on an island off the coast of Georgia, and known as "Little Alcatraz." Life at Seagate was hard for Cage, largely because of two racist correctional officers, Albert Rackham and William Quirt, who routinely taunted and beat him. When a progressive warden came to the facility and learned of the guards' brutality, Quirt was fired and Rackham demoted. Rackham blamed this humiliation on Cage and vowed to get back at him.

During Cage's prison term, Dr. Noah Bernstein, a research physiologist working under a grant from Stark International, came to Seagate to perform an experiment on volunteer prisoners, to test a chemical method to promote human cell regeneration as an aid against disease and aging. Bernstein saw Cage, who was an exceptionally well-built and healthy young man, as the ideal test subject. Sympathetic when Cage told him the details of how he was framed, Bernstein told Cage that he would do what he could to get him paroled at the end of the experiment. Although suspicious at first, Cage agreed. The experiment involved Cage submerg-

ing himself in a high-frequency electric field conducted by an organic chemical liquid. At a point when Bernstein was not present, Rackham relieved the guard who was on duty, and ignorantly operated the controls of the experiment hoping to kill or maim Cage. Instead, Rackham unintentionally advanced the experiment to a point beyond its design, and induced a body-wide mutagenic enhancement of Cage's bodily tissues that gave him superhuman strength. Freeing himself, Cage knocked Rackham unconscious. Thinking that he had killed Rackham, Cage used his now steel-hard fists to smash his way through the island prison walls and escape. When guards recovered the bullet-ridden shirt worn by Cage during the escape, the escapee was thought to be dead and swept out to sea.

The fugitive Cage gradually made his way to New York City under various assumed identities, intending to locate Stryker and exact revenge. On one of his first nights in New York, he foiled a robbery at a diner. When the owner gave Cage a cash reward, Cage became inclined to use his new superhuman strength for profit. Cage purchased a used escape-artist's costume from a costume shop, had business cards printed, found lodging, and established himself as Luke Cage, Hero for Hire. To promote himself, Cage routinely sought and battled mob collection men, passing his business cards out to onlookers. After he found Stryker, who had assumed the underworld identity of Diamondback, and defeated him, his Hero for Hire enterprise began to show a profit sufficient to support an office above the Gem Theatre, off Times Square. Frustrated by the lack of publicity his

exploits garnered in comparison to those of other crimefighters, Cage eventually adopted the working name Power Man.

Several years later, Bushmaster, a powerful European crime lord, coerced Cage into kidnapping private investigator Misty Knight, in exchange for the lives of Dr. Bernstein and Cage's friend Claire Temple, whom he held captive. Bushmaster had acquired a videotape of Stryker planting the heroin in Cage's apartment, a tape that could clear Cage's name. Agreeing to Bushmaster's terms, Cage found himself locked in battle with Misty's friend, Daniel Rand, alias Iron Fist. Learning Cage's predicament, Knight and Iron Fist elected to help Cage. After Bushmaster was defeated, the new, video-taped evidence was presented to a court of law and Cage was fully acquitted. Cage briefly went to work for Misty Knight and Colleen Wing's detective agency, Nightwing Restorations. But after Misty "fired" him in a friendly argument, he and Iron Fist established a hero-for-hire agency with Jerwyn Hogarth, Cage's lawyer.

The partnership operated out of its offices on Park Avenue, although Cage retained his 42nd Street quarters as an office for special clients. Although their backgrounds and temperaments were diametrically opposed, Cage and Rand formed a fast friendship out of their working relationship. Their Hero for Hire agency became quite lucrative for them, eventually outearning Nightwing Restorations. However, it later went out of business under mysterious circumstances.

Cage was recently framed for the murder of his partner Daniel Rand (Iron Fist). He has since cleared his name and avenged Rand's death.

GROUP BACKGROUND

The original members of the Power Pack are Alex, Jack, Julie, and Katie Power, four pre-adolescent children, who are siblings to each other, who were granted superhuman powers by a member of the alien Kymellian race.

The children's father, Dr. James Power, sought a new means of deriving large quantities of energy inexpensively for peaceful purposes. He discovered a method of converting matter to antimatter without impractically large expenditures of energy. Dr. Power designed a machine that could open a small portal into another universe with different scientific laws from our own. The machine could then project a small amount of matter, held within a magnetic force field, into the other universe, where, through unknown processes, the charge and spin of the matter's atoms would be changed, causing the matter to become antimatter. The machine would then withdraw the antimatter back into Power's own universe, where he would remove the magnetic field, allowing the antimatter to contact matter under controlled conditions. Matter and antimatter annihilate each other upon contact, each being entirely converted into vast amounts of energy. Dr. Power called his machine, which was built under a government grant, a "matter/antimatter converter."

Dr. Power's discovery came to the attention of Aelfyre Whitemane, who went by the nickname "Whitey," and who was a Kymellian, a member of a non-humanoid alien race that lived elsewhere in the Milky Way Galaxy. Whitey was a scientist whose field was the study of alien races, and his first assignment was the observation of Earth's humans. He carried out this assignment by monitoring Earth communications transmissions and by tapping into Earth computers from his sentient starship, called a "smartship." Both Whitey and his smartship developed a deep affection for humanity through studying Earth's literature; indeed, the smartship named itself "Friday" after a character in Daniel Defoe's *Robinson Crusoe*.

Upon learning of Dr. Power's discovery through monitoring Earth computers, Whitey determined to do what he could to prevent its being used. In ages past the Kymellians had discovered the same process, but they tested it without realizing that they had not yet mastered all of the physics the process involved. As a result, they had unwittingly set off a chain reaction that destroyed their planet. However, there were still many Kymellians living on space stations and on planets they had colonized, so the race continued to survive. The Kymellians have since completely mastered this matter/antimatter conversion process, which is their main source of energy, but because of its dangers and destructive potential, they keep the process a closely guarded secret from other races. Whitey feared that the testing of Dr. Power's matter/antimatter conversion might similarly destroy Earth, and he sent a message to the Kymellians telling them of Power's discovery and asking permission to warn Power of the conversion process's dangers despite Kymellian laws against interference with alien races.

The message was intercepted by the Z'nrx, a reptilian race from another galaxy whom Whitey called "snarks" after the monster in Lewis Carroll's *The Hunting of the Snark*. The Snarks intended to use the matter/anti-matter conversion process as a weapon for conquering their own galaxy. Therefore, they jammed Whitey's message, preventing it from reaching the Kymellians, and shot down Whitey's smartship. The Snarks thought they had destroyed it, but actually they had only damaged the smartship, and it landed on Earth near Dr. Power's home. The Snarks then kidnapped Dr. Power and his wife Margaret, intending to force them to reveal the formula for the matter/anti-matter conversion process.

Dr. Power's four children found Whitey's smartship, and two of them, Alex and Katie, met Whitey himself. Aelfyre Whitemane was a Kymellian "sorcerer." He did not have any actual magical abilities, but all Kymellians are born with the potential for

absorbing and projecting energy, for altering the molecular density of matter, for moving themselves at superhuman speed either through teleportation or flight, and for varying or reversing gravitational attraction. Whitey could exercise these powers to certain extents, but he had devoted his past life to science and therefore had not spent the years of continual training necessary for fully developing his powers. Whitey used his powers to rescue the other two children, Jack and Julie, from the Snarks, but in the process of doing so, Whitey was wounded by a blast from a Snark laser gun. Whitey took the children back to his smartship.

Alex told Whitey that Dr. Power's lab intended to test the matter/antimatter conversion the very next day. Later that night, the Snarks captured the smartship in a tractor beam. Whitey, who was dying from his wound, decided that there might be only one way now to prevent Earth's destruction. A Kymellian can transfer his powers to another Kymellian. Whitey realized that Earth humans have highly adaptable structures capable of acquiring superhuman powers. Therefore, Whitey decided to try to divide his powers among the four children, so that they could escape the Snarks and stop the converter from being activated. Aelfyre Whitemane initiated the transfer of power to the children and then died, vanishing from sight. The children soon discovered that they each now had one of Whitey's superhuman powers, although the powers did not function in exactly the same way that they had for Whitey. Using their powers and their wits, the Power children escaped the Snarks, destroyed the converter, and rescued their parents. Alex called the four children the Power Pack.

The Power Pack are too young to act as professional adventurers, but they continue to have exploits requiring the use of their superhuman powers when the occasions arise.

Alex took the name "Gee" because of his power over gravity ("G-power"). Jack called himself "Mass-Master" because he could take gaseous form or compress his mass so as to become tiny. Julie

called herself "Lightspeed" because she could fly fast, leaving a trail of colored light behind her. Katie became the "Energizer," because of her ability to store energy and fire it from her body.

Later, Franklin Richards, the son of Reed and Susan Richards of the Fantastic Four, became a member of the Power Pack without his parents' knowledge. Franklin took the name "Tattletale" because he can foresee possible future events through visions he experiences. Kofi, a young Kymellian related to Whitey, became the ally of Power Pack, and is an unofficial member of their team.

Recently, the superhuman abilities of the Power children were transferred into the "super-Snark" Jakal by Snark technology. Jakal smashed the transfer machine and lost the powers, which returned to the Power children. However, now Alex possesses Katie's Energizer power, Jack has Alex's Gee power, Julie has Jack's Mass-Master powers, and Katie has Julie's Lightspeed power. As yet none of the children has regained his or her original superhuman abilities.

SHARED BACKGROUND

Base of Operations: New York City area

Costume: The Power kids all possess costumes of unstable molecules. When activated, these replace their normal clothing.

Contacts: X-Factor, Kymellian race, madcap equipment

ALEX POWER

STATISTICS

F	TY (6)
A	GD (10)
S	TY (6)
E	AM (50)
R	GD (10)
I	TY (6)
P	TY (6)

Health: 72

Karma: 22

Resources: FE (2)

Popularity: 0

BACKGROUND

Real Name: Alex Power

Occupation:

Legal Status: U.S. citizen (minor)

Identity: Secret

Place of Birth: Richmond, Virginia

Marital Status: Single

Known Relatives: Julie, Katie (sisters), Jack (brother)

Base of Operations:

Past Group Affiliations: Power Pack

Present Group Affiliation:

KNOWN POWERS

Healing: Amazing rank

(As Destroyer)

Absorption Power: Monstrous amount of power. Normal dispersal dispels 5 points per turn. Energy blasts do Excellent damage at a range of 2 areas

Disruption: Amazing damage to non-living matter, Good damage to living tissue

(As Gee)

Gravity Control: Monstrous rank

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

As the oldest child, Alex acts as team leader. He is interested in science and is just beginning to discover girls.

JULIE POWER

STATISTICS

F	TY (6)
A	EX (20)
S	PR (4)
E	AM (50)
R	GD (10)
I	TY (6)

P GD (10)

Health: 80

Karma: 26

Resources: FE (2)

Popularity: 0

BACKGROUND

Real Name: Julie Power

Occupation:

Legal Status: U.S. citizen (minor)

Identity: Secret

Place of Birth: Richmond, Virginia

Marital Status: Single

Known Relatives: Alex, Jack (brothers), Katie (sister)

Base of Operations:

Past Group Affiliations: Power Pack

Present Group Affiliation:

KNOWN POWERS

Healing: Amazing rank

(As Molecule)

Growth (Atomic Dispersal): Unearthly rank transforms her into a fog up to 2 areas in volume. Side effects include these powers:

- Flight: Feeble airspeed (30 mph)
- Invulnerability: Unearthly protection from physical and energy attacks

Shrinkage (Atomic Collapse): Good rank reduces her to 6" tall. Attackers are -1 CS to hit. Side effects include these powers:

- Invulnerability: Remarkable rank
- Strength increases to Remarkable for damage

(As Lightspeed)

Flight: Excellent airspeed (150 mph)

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Julie is an avid reader and fantasy enthusiast. She acts as the team's

"mother" and specializes in maintaining everybody's health and morale.

JACK POWER

STATISTICS

F TY (6)
A GD (10)
S PR (4)
E AM (50)
R PR (4)
I TY (6)
P GD (10)

Health: 70

Karma: 20

Resources: FE (2)

Popularity: 0

BACKGROUND

Real Name: Jack Power

Occupation:

Legal Status: U.S. citizen (minor)

Identity: Secret

Place of Birth: Richmond, Virginia

Marital Status: Single

Known Relatives: Alex (brother), Julie, Katie (sisters)

Base of Operations:

Past Group Affiliations: Power Pack

Present Group Affiliation:

KNOWN POWERS

Healing: Amazing rank

(As Counterweight)

Gravity Control: Monstrous rank

(As Mass Master)

Growth (Atomic Dispersal): Unearthly increase in size as a fog up to 2 areas in volume. Side effects include these powers:

- **Flight:** Feeble airspeed (30 mph)
- **Invulnerability:** Unearthly resistance to physical and energy attacks

Shrinkage (Atomic Collapse): Good rank. Minimum size is 6 inches tall. Attackers are -1 CS to hit. Side effects include these powers:

- **Invulnerability:** Remarkable rank
- **Strength** increases to Remarkable for damage

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Jack is the scrapper of the group. He is tempestuous, impulsive, loud-mouthed, abrasive, and a braggart.

KATIE POWER

STATISTICS

F PR (4)
A TY (6)
S FE (2)
E AM (50)
R PR (4)
I PR (4)
P GD (10)

Health: 62

Karma: 18

Resources: FE(2)

Popularity: 0

BACKGROUND

Real Name: Katie Power

Occupation:

Legal Status: U.S. citizen

Identity: Secret

Place of Birth: Richmond, Virginia

Marital Status: Single

Known Relatives: Alex, Jack (brothers), Julie (sister)

Base of Operations:

Past Group Affiliations: Power Pack

Present Group Affiliation:

KNOWN POWERS

Healing: Amazing rank

(As Starstreak)

Flight: Excellent airspeed (150 mph) (As Energizer)

Absorption Power: Up to Monstrous amount of energy before she must release. Controlled dispersal dispels 5 points per round. Energy blasts inflict Excellent damage at 2 areas.

Disruption: Amazing damage to non-living matter, Good damage to living targets.

Talents: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Katie is the baby of the group, a fact she uses to her advantage. Although the others constantly try to control her, she knows her status as youngest child makes her immune to many of their parents' punishments. She has a running feud with Franklin.

TATTLETALE

STATISTICS

F PR (4)
A TY (6)
S FE (2)
E TY (6)
R TY (6)
I GD (10)
P MN (75)

Health: 18

Karma: 91

Resources: FE (2)

Popularity: 10

BACKGROUND

Real Name: Franklin Benjamin Richards

Occupation: Adventurer

Legal Status: U.S. citizen (minor)

Identity: Public and his parents are unaware of his Tattletale identity

Place of Birth: New York City

Marital Status: Single

Known Relatives: Reed and Sue Richards (parents, a.k.a. Mr. Fantastic and the Invisible Woman), Johnny Storm (uncle, a.k.a. Human Torch II)

Base of Operations: New York City area

Past Group Affiliations: Power

Pack, Fantastic Four
Present Group Affiliation:

KNOWN POWERS

Most of Franklin's powers are under self-imposed restraints and will not manifest themselves until he reaches maturity. He left the following powers for his current use:

Precognition: Amazing accuracy but limited a maximum of 50 hours into the future.

Illusory Duplication: While sleeping he can create a single intangible copy up to 250 miles away. The duplicate possesses Telelocation of CL5000 accuracy.

Disruption: Incredible intensity pain to a living target; failure to make a Yellow Psyche FEAT renders the victim paralyzed. Nonliving targets suffer Incredible damage.

Talents: None

Contacts: Fantastic Four, Avengers

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Franklin was the first addition to the Power Pack. Since he grew up surrounded by superheroics, he is more blasé about it than the Power kids. Otherwise, he is pretty much an average kid with a great deal of self-control. He was delighted after discovering the Power kids' existence because he finally had playmates and confidantes. He has a running feud going with Katie, his peer.

KOFI

STATISTICS

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

Health: 24

Karma: 26

Resources: TY (6)

Popularity: 0 (20 among Kymellians)

BACKGROUND

Real Name: Lord Kofi Whitemane

Occupation: Student

Legal Status: Minor citizen of Kymellia civilization

Place of Birth: Kymellian current homeworld

Marital Status: Single

Known Relatives: Lord Yrik Whitemane (father), Aelfyre Whitemane (uncle, deceased)

Base of Operations: Kymellian current homeworld

Past Group Affiliations: Ally of Power Pack

Present Group Affiliation:

KNOWN POWERS

Teleportation: Feeble range (2 miles)

Talents: None

Contacts: Power Pack, Kymellian race

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Kofi considers the Power kids cousins. His primary concern is with battling the Snarks and preserving Kymellian safety.

SMARTSHIP FRIDAY

STATISTICS

F FE (2)
A AM (50)
S ShX (150)
E ShX (150)
R GD (10)
I PR (4)
P FE (2)

Health: 352

Karma: 16

Resources: GD (10)

Popularity: 0

KNOWN POWERS

Body Armor: Amazing Material hull
Flight: CL5000 speed (100 times lightspeed)

Running: In land-vehicle mode, Smartships travel at Typical speed (90 mph)

Regeneration: Good ability to repair itself provided the Artifact Creation power is still functional; otherwise, Feeble self-repair

Self-Sustenance: Smartships support up to 10 beings for indefinite periods

Artifact Creation: Smartships have limited manufacturing facilities on board (his Resource rank).

Talents: Smartships are programmed with Astro-Navigational and Piloting skills.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Smartships are given artificial intelligence and develop strong ties to their operators. They are capable of independent action and creative thought.

STATISTICS

F AM (50)
A IN (40)
S IN (40)
E IN (40)
R TY (6)
I TY (6)
P PR (4)

Health: 170

Karma: 16

Resources: FE (2)

Popularity: 0

BACKGROUND

Real Name: Primus

Occupation: Servant, wanderer, would-be savior

Legal Status: None

Identity: Existence unknown to general public

Place of Creation: Castle Zola, Weisshorn Mt., Switzerland

Marital Status: Single

Known Relatives: Inapplicable

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Imitation: Excellent rank

Shapechange: Typical rank

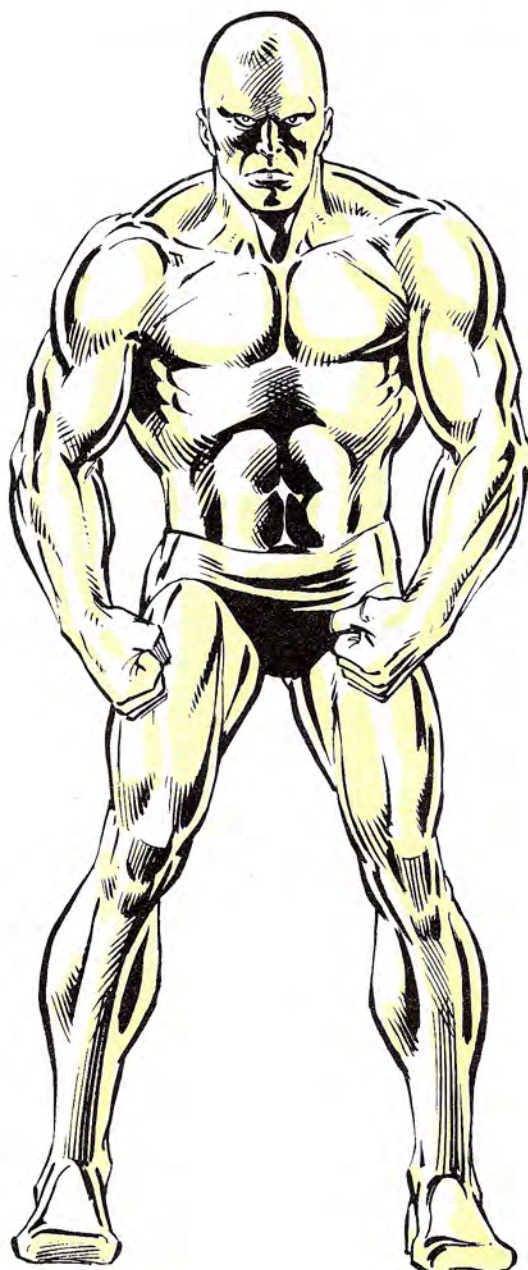
Armorskin: Remarkable resistance to physical attacks by making his body either pliant or hard.

Regeneration: Good rank

Talents: Incredible Reason in regard to Arnim Zola's discoveries or equipment.

Contacts: None

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

As a self-aware android, Primus sees himself as the first of a new race. He is lonely and seeks companionship. Primus would probably be sympathetic to other androids. He would also like to transform agreeing humans into beings like himself. Primus is not a villain but misinterpretation of his actions might make him seem to be one.

HISTORY

Primus is the most sophisticated genetic creation of the Swiss master geneticist Arnim Zola. Zola, who utilized scientific knowledge amassed by the genetic offshoot of humanity called the Deviants, became an expert at engineering bioforms from living cells (usually human) according to whatever template he desired. Certain of his bioforms, notably Pri-

mus and Doughboy, were given malleable tissue able to shape-change into various configurations. Primus was the first of Zola's creations who possessed creative intelligence and a high degree of autonomy. When Zola captured Captain America and Donna Maria Puentes with the aid of Doughboy and Primus, Primus discovered he experienced desire for the woman. Zola wished to use her for genetic experimentation, however, and refused to let Primus have her. Enraged, Primus attacked Zola. Zola used his will-subverting ESP box to make Primus merge with the extremely pliant and nearly mindless Doughboy.

Eventually Primus took control of Doughboy and escaped from Zola's castle which was engulfed by flames

at the end of Zola's first encounter with Captain America. There Primus met the younger Baron Zemo, who had journeyed to Castle Zola to enlist Zola in his crusade against Captain America. Primus joined him instead, using his shape-shifting powers to take on the shape of Amim Zola. Zemo's plan was to totally ruin Captain America's reputation before killing him. Holding the Avenger captive, Zemo sent Primus, in the form of Steve Rogers, to appropriate his private life and totally subvert all of his personal relationships. However, when Primus met Steve Rogers' girlfriend Bernadette Rosenthal, he again felt desire and decided to continue the masquerade without disrupting it in order to have her love. Captain America escaped

from Zemo's lair, and forced Primus to reveal who he really was. Primus managed to abduct Rosenthal and flee from the Avenger, affording him the opportunity to reveal to her his desire to unite natural and artificial men to create a new order to save the planet. He also wanted to give Rosenthal a new mutated body like his. Captain America tracked him down, and engaged Primus in combat. Although Primus's great strength and malleability gave him the upper hand, Rosenthal provoked him to give up the fight by rejecting him and professing her love for Captain America. The current whereabouts and activities of Primus and his companion Doughboy are unknown.

STATISTICS

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

Health: 120

Karma: 60

Resources: AM (50)

Popularity: -10

BACKGROUND

Real Names: Prof. Anthony Power, Matthew Power

Occupation: (Anthony) Historian, teacher, presidential advisor, head of subversive organization; (Matthew) Soldier

Legal Status: U.S. citizen with criminal record (deceased)

Identity: Publicly known

Place of Birth: Norfolk, Virginia

Marital Status: Widower

Known Relatives: Maxine (wife, deceased), Matthew (son, deceased)

Base of Operations: Mobile "castle" running on underground rail system

Past Group Affiliations: Secret Empire

Present Group Affiliation:

KNOWN POWERS

Equipment:

Body Armor: Remarkable protection against physical and energy attacks. Without the suit, his Physical Abilities drop to Typical rank.

Flight: Excellent airspeed (150 mph)

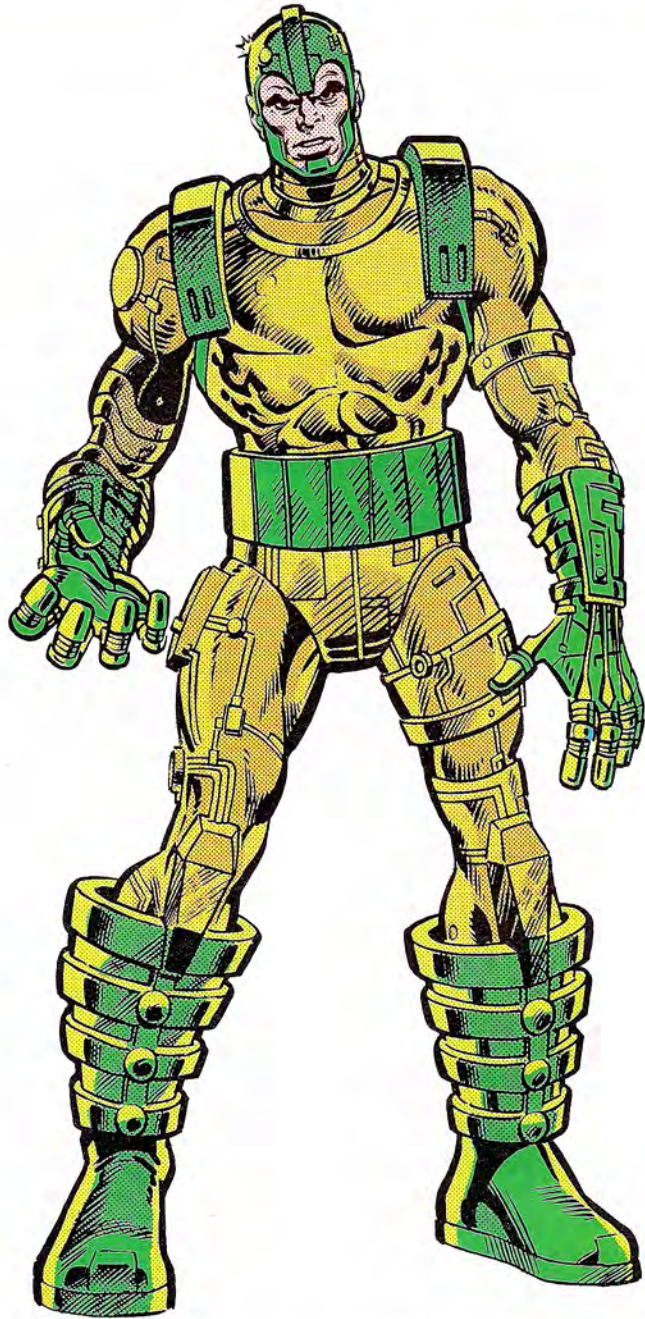
Plasma Generation: Monstrous damage at a range of up to 4 areas. Firing rate is once each 45 minutes.

Mind Transferral: In his final form, Anthony Power's mind possessed Matthew Power's crippled brain.

Weakness: If a powerful telepath can psionically contact and awaken Matthew's personality, Matthew may battle Anthony for bodily control (using Psyche as a Slugfest attack).

Talents: Anthony is an able historian and political tactician.

Contacts: Secret Empire



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Anthony Power was obsessed with his view of a conservative, world-domineering United States. He would go to any length to create this sort of world, even if it meant destroying large parts of the current world. Anthony was also obsessed with schemes to restore Matthew's destroyed personality. Matthew suffered from catatonia brought on by his inability to reconcile his experiences of the real world with his father's ivory utopia.

HISTORY

Professor Anthony Power, noted historian and authority on foreign affairs, was a high-ranking White House advisor under four Presidents. Power was completely dedicated to the American political system and to the principles of democracy under that system.

Losing faith in the American system due to the Viet Nam War-related illness of his son, Professor Power soon became convinced that American universities were instilling apathy and cowardice in their students, and that the United States' leaders were so terrified of worldwide nuclear war that they were deliberately dragging America down in what he believed to be meaningless conflicts like the Viet Nam war.

Taking as his models Alexander the Great and the Roman emperors, who dominated virtually the entire Western civilized world of their times, Professor Power decided that worldwide peace could be achieved only if one mind—one power—controlled the entire Earth. Power believed that America must move against what he saw as the enemies of democracy to annihilate all threats to freedom.

Determined to be the one mind that dominated the entire world, Professor Power dedicated himself to this challenge. Receiving almost unlimited funding from supporters, the already wealthy Power began organizing his underground movement of so-called "ultra-patriots." Among the individuals in Power's organization were former operatives of the FBI, CIA, SHIELD, and other law enforcement agencies, including former CIA operative August Masters. After his apparent death in an encounter with the original Spider-Woman, multimillionaire Morgan MacNeil Hardy was recruited as one of the financial backers of Power's organization.

Power believed that a devastating war need not be waged in order to eliminate the threats he believed that various nations posed to America and to world peace. Instead, Power intended to organize a corps of pow-

erful telepaths whose powers he would utilize against those nations whom he considered to be enemies of America. Power established two operations for finding individuals with great psionic potential that could be utilized in this scheme.

Later, August Master, working for Power, prepared to launch a massive psionic attack against the Soviet Union. Captain America, Daredevil, and the Defenders all battled against Power's organization in an attempt to thwart its plan. Six telepaths under the organization's control, apalled by the prospect of committing mass murder on Master's command, telepathically linked their minds to that of Kyle Richmond, alias Nighthawk. Having learned the means to activate the destruct sequence on the main computer power system of Master's entire secret complex, they passed the information on to Richmond, who activated the sequence. Apparently under his own will, Richmond had Doctor Strange, who was one of the Defenders, evacuate his costumed allies from the complex. Richmond remained behind as a physical focal point for the minds of the psychics, and died in the ensuing explosion.

Professor Power then decided to take matters into his own hands. Weeks after Master's defeat, Power captured the world's most powerful telepath, Professor Charles Xavier. Power intended to force Xavier to revive another telepath, Mentallo, from his comatose state. Power planned to have Mentallo cure Matthew of his own catatonic state and to have Mentallo then assist him in launching the psionic attack against the Soviet Union. Mentallo's frequent partner, the Fixer, had built a machine for Power that began draining Xavier's psionic energies into the mind of Mentallo in order to revive the latter. Spider-Man intervened and defeated the Fixer in battle, and Xavier over-powered Mentallo in psychic combat. However, Matthew Power's mind was further damaged during this psychic battle, so much so that he could never be cured.

Power was sent to prison, but powerful allies of his soon had him released. Knowing his son could

never be cured, Professor Power had scientists permanently encase Matthew's body in a battlesuit that amplified its strength. Then Power had the scientists transfer his own mind into Matthew's body. Now possessing great power through the battlesuit as well as a physically younger body, Professor Power resolved to take revenge on Charles Xavier by killing the latter's mutant students, the X-Men. Power battled one of the original X-Men, the Beast, and Spider-Man, but did not kill either; rather, Power escaped and began work on new plans.

Professor Power organized a new version of the subversive organization known as the Secret Empire. The Defenders thwarted Power's plan to instigate World War III and rebuild society. One of the Defenders, Moondragon, telepathically caused Anthony Power's consciousness to merge with Matthew's, driving Professor Power into a state of catatonic madness.

Professor Power was taken into the custody of SHIELD, but he was abducted by members of his subversive organization who were still loyal to him. The fifth Captain America and the fourth Bucky were sent to Power's castle in the Adirondack Mountains in New York State by the President's Commission on Superhuman Activities for the express purpose of neutralizing Power in any manner necessary. To prevent the two costumed adventurers from recapturing the still-catatonic Power, some of his men loaded Power into a rocket sled-like escape craft. Captain America V hurled his shield at the escape craft, striking its engine and causing it to crash. The shock partially revived Power, who was now barely conscious of what was happening. Power began blasting Captain America V with powerful electron-beams in order to defend himself. Enraged by the painful attack, Captain America V battered Professor Power with his augmented strength so severely that Power died from his injuries.

STATISTICS

A PR (4)
S GD (10)
E TY (6)
R RM (30)
I IN (40)
P AM (50)
 MN (75)

Health: 50

Karma: 165

Resources: RM (30)

Popularity: 20

BACKGROUND

Real Name: Charles Xavier

Occupation: Geneticist, teacher, adventurer

Legal Status: U.S. citizen

Identity: Connection to X-Men and New Mutants is secret

Place of Birth: New York City

Marital Status: Consort to Majestrix Lilandra

Known Relatives: Brian and Sharon (parents, deceased), Cain Marko (stepbrother, a.k.a. Juggernaut), David Charles Haller (son, a.k.a. Legion)

Base of Operations: X-Mansion, Long Island, New York; currently Shi'ar Empire in deep space

Past Group Affiliations: X-Men, New Mutants, Starjammers

Present Group Affiliation:

KNOWN POWERS

Astral Body: Monstrous ability to send out an astral form with his consciousness

Telepathy: Unearthly rank

Mental Invisibility: Monstrous rank

Mental Probe: Monstrous rank

Mind Blast: Monstrous rank; range 2 areas

Mind Control: Monstrous rank

Power Detection: Typical ability to automatically detect any superbeing within 4 areas

Psionic Detection: Typical ability; range 4 areas

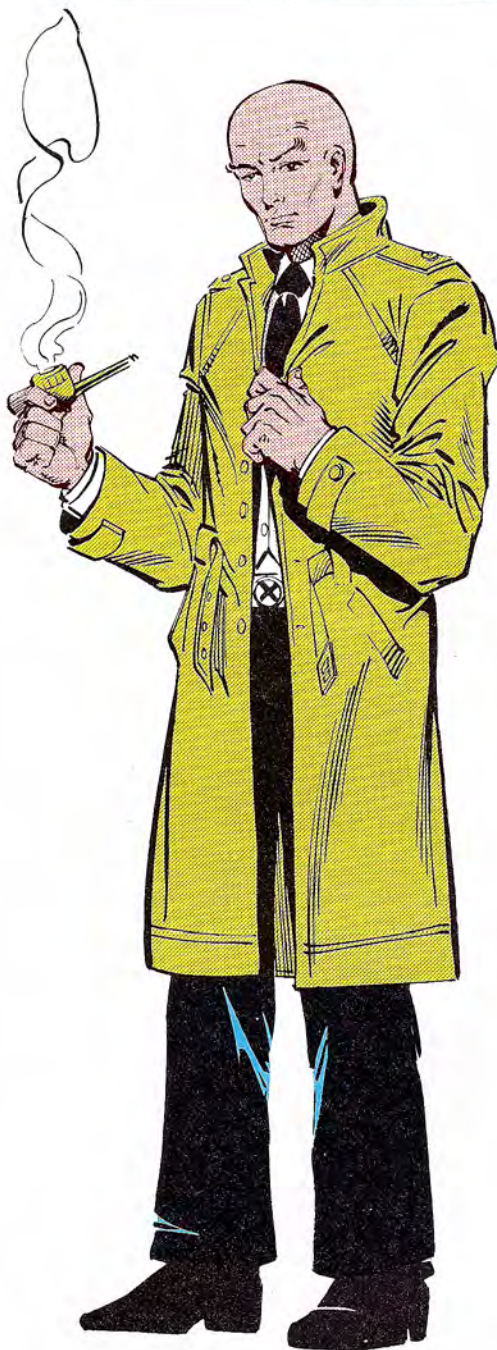
Telekinesis: He has Feeble ability to make his body work if it is otherwise paralyzed.

Weakness: When he is in an area of overwhelming evil, his psionic powers drop -2 CS due to his inability to concentrate. For a time, Professor X's legs were paralyzed and he was confined to a wheelchair.

Talents: Amazing Reason in the fields of Genetics and Remarkable Reason in the fields of electronics and engineering.

Contacts: The Fantastic Four, the Starjammers, and any of his mutant students

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

Xavier has devoted his life to the preservation and training of mutants. The battle against evil mutants is a side-effect. He presents an image of a stern, reserved, but basically caring person. He does not easily show affection. While he was paralyzed, his personality did not change. However, since gaining his new body, he has become an active adventurer. He is devoted to Lilandra.

Even as a pre-adolescent, Xavier could use his telepathic powers to sense other people's intentions and emotions. When Charles was still a boy, his father was accidentally killed in an atomic blast. Shortly thereafter, Brian Xavier's colleague, Dr. Kurt Marko, married Charles's mother Sharon for her fortune. Marko's son by a previous marriage, Cain, came to live at the Xavier mansion in New York's Westchester County, and, taking an immediate dislike to Charles, began bullying him.

But Cain was often secretly beaten by his abusive father. On one occasion Charles found himself experiencing the anguished thoughts of Cain after Cain had been beaten by his father. This was the first time that Xavier's powers had fully opened another per-

HISTORY

Charles Xavier is the mutant son of nuclear researcher Brian Xavier and his wife Sharon.

son's mind to him.

As Charles grew older, he learned how to control his telepathic powers. Xavier entered Bard College in Annandale-on-Hudson, New York, at 16 years of age, and earned his bachelor's degree in biology in two years, followed quickly by degrees in genetics and biophysics at the same time from Oxford University. But immediately after finishing his work at Oxford, Xavier was drafted and sent to Asia.

Wounded in battle, Xavier was recovering in a M.A.S.H. (Mobile Army Surgical Hospital) unit when he befriended psychiatrist Daniel Shomron. Released, he began aimlessly traveling about the Mediterranean, finally coming to terms with himself on the Greek island of Kinnos.

Deciding to continue his travels, Xavier went to Cairo, Egypt, where he successfully defeated in battle the powerful telepath Amahl Farouk, the first criminal mutant he had ever met. Farouk physically died in the battle, but his consciousness survived on the astral plane and would take possession of Xavier's student Karma years later. After his battle with Farouk, Xavier decided to make his life's work the protection of humanity from mutants who used their powers in criminal ways as Farouk did, and the protection of mutants from persecution by humanity.

From Egypt, Xavier went to Israel, where Shomron introduced him to one of his patients, Gabrielle Haller, a survivor of the Nazi death camp at Dachau, who had withdrawn into catatonic schizophrenia. Xavier used his mental powers to cure Haller of her condition, and the two became lovers.

Gabrielle Haller was captured by the Nazi war criminal Baron Wolfgang von Strucker and his HYDRA agents. Strucker tortured Haller into revealing the location of a cache of Nazi gold, the knowledge of which had been forcibly implanted in her brain at Dachau. Together, Xavier and Magnus rescued Haller, and Magnus took the Nazi gold with him to an unknown location. Years later Magnus would become Xavier's greatest enemy as Magneto, who sought to control the world. Xavier and Haller continued their affair. Xavier was unaware when he left Israel that Haller was pregnant with his son, whom she named David Charles Haller.

Xavier continued to travel, not returning home until after his legs were crippled in Tibet. Returning to Salem Center, again deeply depressed, he resumed graduate studies, eventually getting a Ph.D. in anthropology and another in psychiatry, as well as an M.D. degree. He continued his studies of mutation as well.

Xavier was still primarily a recluse over these years after his accident. At one point, a friend of Xavier's from Bard, Prof. John Grey, brought his deeply disturbed 11-year-old daughter Jean to him for help. Xavier discovered that Jean was a superhuman mutant whose telepathic powers had emerged prematurely in reaction to stress. Xavier helped Jean recover from her trauma, erected psychic shields in her mind to prevent her from using her telepathic abilities until she had the necessary maturity for using them, and trained her over the following years in using her telekinetic abilities.

When the FBI launched an investigation of superhuman mutants, Xavier met with Fred Duncan, the FBI agent in charge of the investigation and proposed that he himself track down the superhuman mutants in the United States, train young ones to use their powers for humanity's welfare, and report his progress to Duncan, who would keep Xavier's involvement entirely secret.

Xavier then found and befriended Scott Summers, who became Cyclops, the first of his students, whom he called "X-Men" (due to their extra powers), at his School for Gifted Youngsters, which was based in his Westchester County mansion. Over the next several years, Xavier also recruited the Iceman, the Angel, and the Beast, as well as the now-older Jean Grey, who took the code-name of Marvel Girl.

The first criminal mutant whom the five X-Men battled together was Magneto, Xavier's former friend, who was now intent on world conquest. The U.S. military welcomed the X-Men's help in battling Magneto when he captured the missile base at Cape Citadel, but eventually the X-Men were themselves regarded with suspicion by the government and general public, as prejudice and fear toward superhuman mutants continued.

Eventually Xavier learned through his telepathic powers that the alien Z'nox intended to invade and conquer the Earth. Xavier believed that the Z'nox could most surely be defeated through psionic means. In an as-yet unexplained way, Xavier's massive use of psionic power in battling the Z'nox forged a telepathic bond between himself and Princess Lilandra of the Shi'ar Empire.

Xavier recruited a number of new X-Men, including the Banshee, Colossus, Nightcrawler, Storm, and Wolverine, to help the other X-Men battle a "living island" called Krakoa. After this adventure, the Angel, Iceman, and Marvel Girl left the X-Men (the Beast had already left). Xavier now served as mentor for this second team of X-Men, which was eventually joined by the two Phoenixes, Rogue, and Shadowcat.

Xavier eventually met the Shi'ar Princess, Lilandra, and the X-Men helped battle the forces of her mad brother D'ken. Xavier and Lilandra fell in love with each other. Xavier became her consort and lived with her on the Shi'ar throneworld for a time after she became empress. However, Xavier returned to Earth to deal with the dangers posed by the first Phoenix, and his duties as mentor of the X-Men kept him based on Earth thereafter. He and Lilandra remained in love with each other, however.

After the second team of X-Men disappeared while in outer space, Xavier, believing them to be dead, vowed never again to train young mutants for combat. Moira MacTaggart, however, persuaded him to continue to run the school to train young mutants how to deal with their powers. Xavier agreed and took on a new class of mutant students whom he called the New Mutants. In part he did so because he was subconsciously under the influence of a member of the alien Brood who had been implanted as an egg within his body, and was seeking superhuman victims.

The growing Brood alien implanted within

Xavier eventually took full control of his mind and transformed his body into that of a Brood. The Xavier-alien was defeated and captured by the X-Men, who had returned from outer space, and Binary. Using Shi'ar science and cell samples taken from the human Xavier, MacTaggart and "Sikorsky," the medic of the Starjammers, interstellar adventurers who are the X-Men's allies, cloned a new body for Xavier which was slightly younger than his original one, and transferred his mind, now free from Brood control, into it.

For years Xavier has been widely known as an authority on human mutation and as an advocate of peaceful relations between ordinary humanity and human mutants, although the public does not know that he himself is a superhuman mutant. Recently, Xavier again served as a visiting professor at Columbia University, but was confronted outside class by a hostile group of students who objected to his pro-mutant sympathies. Xavier was forced to use his psychic powers to prevent himself from being attacked, but he was downed from behind by a hurled brick. Realizing that Xavier himself was a mutant, the students beat him nearly to death. Xavier was found by one of the Morlocks, a group of mutants who live underground, regarding themselves as outcasts. A leading Morlock, Callisto, had the Morlocks' Healer use his powers to save Xavier's life. Callisto warned Xavier that he would fully recover only if he avoided great physical or psychic strains on himself in the coming months.

Shortly thereafter, Moira MacTaggart requested Xavier's help in treating David Haller, Gabrielle's son. Xavier learned that David was his own son, and Xavier and David were happily united after David finally emerged from his autistic condition and his normal personality had taken control of his mind.

Despite Callisto's warning, Xavier did indeed undergo psychic strains and was slowly dying. He apparently began to regard Magneto as a possible successor to him as head of his school, and established a cover identity for him as his brother Michael Xavier. Xavier asked Magneto to look after the X-Men and to take over his School for Gifted Youngsters and the teaching of the New Mutants.

Just then Lilandra and Corsair, the Earth-born leader of the Starjammers, arrived by teleportation. Lilandra had been deposed as empress by her sister, Deathbird, and was now allied with the Starjammers as she sought to regain her throne. Using a Shi'ar stargate device, Lilandra and Corsair had teleported themselves to Earth from the Shi'ar Galaxy, and took Xavier back with them. There Xavier was fully healed by the advanced medical technology of the Starjammers. However, he was unable to return to Earth since the Starjammers' special hyperspace drive for intergalactic travel was damaged (without that drive a journey to Earth even through space warps would take centuries), and the Shi'ar stargates were all now heavily defended against Starjammer intrusions.

Hence Xavier remains aboard the Starjammers' starship, separated from the X-Men and the New Mutants, but reunited with Lilandra, whom he loves. Whether he will ever return to Earth remains to be seen.

STATISTICS

F PR (4)
A TY (6)
S PR (4)
E EX (20)
R AM (50)
I EX (20)
P GD (10)

Health: 34

Karma: 80

Resources: MN (75)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Chief scientist of Traan; conqueror

Legal Status: Citizen of Traan

Identity: Existence unknown to the public

Place of Birth: Traan

Marital Status: Single

Known Relatives: None

Base of Operations: Traan, his worldship (both in Microverse)

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Equipment:

Battlesuit (Human-size): Amazing protection from physical and energy attacks. When wearing it, he has these abilities:

F EX
A EX
S MN
E MN
R AM
I EX
P GD

Battlesuit (Giant): A 200-foot-tall robot controlled either from a head cockpit or a remote site. It has Amazing Material Strength, Excellent speed, and these stats:

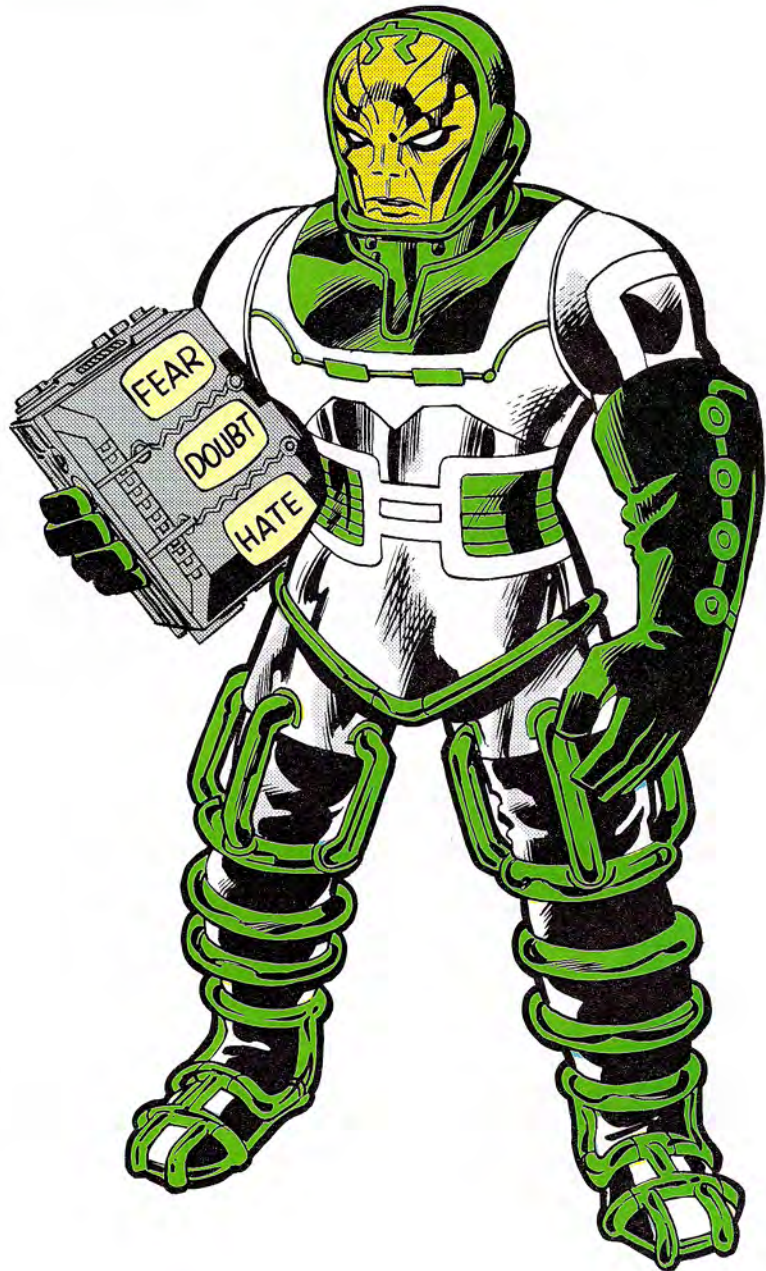
F AM
A EX
S UN
E UN

Emotion Control Box: Monstrous rank. Range is 2 areas. Effects last 1-10 turns per exposure. Victims must make an Intuition FEAT or suffer:

- Fear: Victims flee or are paralyzed
- Doubt: Victims can't do anything at all
- Hate: Victims are filled with homicidal frenzy, sometimes against those they love the most

Talents: Expert in psychology, psychomechanics, and dimensional travel

Contacts: Hate-Monger III (Unger)



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Psycho-Man revels in the power he gains from his machines and conquests. He has a cruel sadistic streak that is at its worst when his victim is completely helpless. He only directly confronts a foe if he feels he is in an unbeatable position. Otherwise, he works through agents or robotic doubles. The fact that his giant form is a robot is a tightly held secret.

HISTORY

The being known on Earth as the Psycho-Man is the chief scientist of the technocracy that governs the five planets of the Sub-Atomica system, a group of inhabited worlds within a so-called "microverse." Based on his home world of Traan, the Psycho-Man, as chief scientist of the technocracy, appeared to be the ruler of the Sub-Atomica system.

When the five planet Sub-Atomica system became severely overpopulated, the government decided to find other worlds to colonize. The chief scientist determined that it would be easier to travel to extradimensional worlds outside the Sub-Atomica system in his own dimension. Scrutinizing the Earth with his scanning devices, he chose it as the perfect target, since the populace appeared to be defenseless against his unique weaponry for influencing emotions. The scientist traveled to Earth where he called himself the Psycho-Man. To ensure his own safety, the Psycho-Man did not enlarge himself to the normal size of Earth's human beings when he went to Earth. Rather, he remained tinier than an Earth human being could see, and operated from within an Earth-human-sized armored battlesuit, which he manipulated by mental control. On Earth the Psycho-Man used a portable "mind-ray" device that could influ-

ence people's emotions, which he could manipulate through the battlesuit.

On Earth the Psycho-Man enlisted a number of Earth human operatives to help him acquire the components to build a large-scale version of his "mind-ray" emotion-control device, which could blanket the entire world with its rays. (He could not bring such components to Earth from Sub-Atomica and enlarge them on Earth to the proper size, because they were too numerous and too massive to transport through the dimensional aperture he himself had used to come to Earth.) The Psycho-Man's plans, however, were thwarted by the Human Torch and the Thing (both members of the Fantastic Four), members of the Royal Family of the Inhumans, and the Black Panther. In defeat, Psycho-Man vacated his Earth-human-sized armor and returned to his home dimension.

Subsequently, the Thing and Human Torch and their teammate Mister Fantastic went to the Psycho-Man's microverse and battled him there, but the three members of the Fantastic Four had to let him go in order to return to Earth, since it was then being endangered by Galactus.

Still later, the Fantastic Four and the so-called Micronauts, adventurers native to the Psycho-Man's microverse, battled him there. At this time the Psycho-Man claimed to be an exile on his worldship. Probably he had been exiled by the people of

Sub-Atomica.

Recently, the Psycho-Man returned to Earth and unleashed an android which went by the name of H. M. Unger, but is also known as the new Hate-Monger. This android could alter its appearance and went about New York City stirring up hatred among people through speechmaking and through the powers the Psycho-Man had given it. The Hate-Monger even used its powers on Susan Richards, the Invisible Woman of the Fantastic Four, twisting her love and compassion into hatred, and dispatching her to destroy her teammates in the guise of Malice, Mistress of Hate. But Susan's husband, Mister Fantastic, induced her to break free of the Hate-Monger's conditioning, and the Hate-Monger was destroyed by the vigilante Scourge.

The Psycho-Man retreated to his home dimension, to which the Fantastic Four pursued him. There the Psycho-Man had conquered the kingdom ruled by the Fantastic Four's friend Queen Pearla. Finally, the Invisible Woman vengefully confronted the Psycho-Man, and apparently used his own emotion-control device against him. It is not known exactly what the Invisible Woman did to him, but she believes he will never threaten anyone again. Pearla regained control of her kingdom. But whether or not the Psycho-Man will return to pose a menace in the future remains to be seen.

STATISTICS

F EX(20)
A GD(10)
S EX(20)
E RM(30)
R GD(10)
I RM(30)
P AM(50)

Health: 80

Karma: 90

Resources: IN(40)

Popularity: 10

BACKGROUND

Real Name: Elizabeth "Betsy" Braddock

Occupation: Ex-fashion model turned adventurer

Legal Status: British citizen

Identity: Secret; Capt. Britain identity known to authorities

Place of Birth: Malden, England

Marital Status: Single

Known Relatives: Brian Braddock (brother, a.k.a. Captain Britain)

Base of Operations: X-Mansion, Australian Outback

Past Group Affiliations: X-Men

Present Group Affiliation:

KNOWN POWERS

Talents: Martial Arts A and E

Contacts: Captain Britain, X-Men, New Mutants, Excalibur, SHIELD, STRIKE, British government, and the British fashion industry

Telepathy: Psylocke is a mutant with mental abilities of Incredible rank. She has developed her powers for use in these manners:

- Creating Mind Links of Incredible strength, allowing her to communicate with others at a distance of up to 25 miles and to read others' surface thoughts. This is only possible with willing subjects. She can also create mindlinks that enable others to speak directly to each other.
- Performing telepathic projections with a range of 25 miles. These projections allow her to telepathically "see" the surrounding area. Note that both this and the preceding power manifest themselves as a glowing butterfly-mask.
- Perform a Mental Probe of

Incredible power, allowing Psylocke to read any deep or hidden thoughts of a live subject. The Intensity of the FEAT is determined by the subject's Psyche; she cannot read the minds of those with Psyche ranks greater than Amazing or penetrate psionic defenses with ranks greater than Amazing.

- Fire bolts of pure psionic force with Incredible strength at a maximum range of two areas. These bolts come in two varieties. *Psi-Bolts* are forceful attacks against physical objects; they can affect non-living targets. *Psycho-Blasts* are energy attacks against a victim's neurosystem. Since the Psycho-Blast has the potential to kill by literally shredding a victim's mind, Psylocke does not use it unless her life is threatened. She uses the Incredible column to hit with these attacks. Psylocke may be able to further develop her powers along the lines of Professor X and Marvel Girl, but she has not yet done so.

Bionic Eyes: Psylocke is physically blind, but her eyes have been replaced by bionic implants given her by the extradimensional tyrant Mojo. These new eyes resemble normal eyes but have an increased sensitivity to infrared and ultraviolet light, allowing her to see in the dark if either light frequency is present. Devices that override or cloak items from mechanical scanners will also affect her eyes; she will not notice the hidden items. Unbeknownst to Betsy, her eyes have an additional function they are linked to recorders in Mojo's lair. Thus Psylocke serves as a living movie camera who blithely transforms the X-Men's exploits into fodder for Mojo's movie studio.

Undetectability: The arch-sorceress Roma bestowed upon the X-Men the ability to be effectively invisible, undetectable, and unrecordable by any means, whether living or mechanical. The only exceptions are a witness's naked eyes and the equipment in the X-Men's Outback headquarters. Because of this, the X-Men can continue to operate without their presence being revealed by cameras, Sentinels, or other mutants' Cerebro systems.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Psylocke is possibly the most glamorous superheroine around. Her beauty disguises a stern personality and extensive training. She is willing to sacrifice herself and others in the pursuit of a greater good. She has a potential ruthlessness equal to Wolverine's. She is devoted to her brother. She loves Doug Ramsey (Cypher) and is perhaps only waiting for a proper time to get serious with him.

HISTORY

Elizabeth Braddock is the twin sister of Brian Braddock (Captain Britain). Their father is a native of Otherworld, an extradimensional realm that is home to Merlin and Camelot.

Brian and Elizabeth were born wealthy and inherited Braddock Manor upon their parent's death. Betsy used her connections and beauty to build a career as a fashion model. She dyed her hair purple to make her more distinctive. When her mutant powers developed, her modeling career was shelved. She was recruited by STRIKE, the British equivalent of SHIELD. During this period, Betsy developed her combat skills and self-discipline.

After leaving STRIKE, Betsy was recruited by the Resources Control Executive (RCX), a branch of the British government more directly concerned with superhuman activity. They convinced Betsy to assume the identity of Captain Britain when Brian quit. They also took over Brad-

dock Manor as their headquarters. Betsy was moderately successful as the new Captain Britain. During a battle with Slaymaster, Betsy was severely beaten and blinded. Brian resumed the mantle of Captain Britain and wreaked vengeance for Betsy's assault.

Betsy retired from superheroics to rebuild her life. She developed the means to use her powers to replace her eyes. While recuperating in Switzerland, she was kidnapped and mentally enslaved by Mojo and Spiral. Mojo implanted bionic eyes,

restored her appearance, and renamed her "Psylocke." He then used Betsy as a tool to gain mental control of Britain's children. The medium was a television show, "Wildways," that carried Betsy's subliminal psionic commands. Captain Britain and the New Mutants discovered the plot and rescued her.

Only Warlock and Cypher were aware of Betsy's artificial eyes. For a time, Betsy lived at the X-Mansion in Long Island. She joined the ranks of the X-Men during the Mutant Massacre when she single-handedly

repelled Sabertooth. During the recent "Fall of the Mutants" case, Betsy joined the rest of the X-Men and Madelyne Pryor in sacrificing their lifeforces in order to destroy their foe. When the battle ended, though, they found themselves alive thanks to the actions of Roma, Merlin's daughter. Betsy joined the rest of the X-Men and is maintaining the illusion of the X-Men's deaths. She is now secretly working out of the base they wrested from the Reavers in the Australian Outback.

STATISTICS

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

Health: 80

Karma: 36

Resources: TY(6)

Popularity: 5

BACKGROUND

Real Name: Eugene Milton Judd

Occupation: Soldier of fortune and bouncer-turned-adventurer

Legal Status: Canadian citizen

Identity: Known to government

Place of Birth: Saskatoon, Saskatchewan, Canada

Marital Status: Single

Known Relatives: None

Base of Operations: Formerly Alpha Flight HQ on Tamarind Island, British Columbia, Canada

Past Group Affiliations: Beta Flight, Alpha Flight

Present Group Affiliation:

KNOWN POWERS

Talents: Puck's superb gymnastic skills are the source of his enhanced Fighting and Agility skills. Puck has Excellent Reason in dealing with any urban problem. He is fluent in English, Chinese, and several other languages.

Weakness: For most of this century, Puck was the living container for the demon Razer. Spells that affect demons might thus have affected Puck, too.

Contacts: Alpha Flight

ADDITIONAL NOTES:



ROLE PLAYING NOTES

Puck is a stoic sufferer who rejects his personal misfortunes and concentrates instead on being an upbeat, cheerful brawler. He possesses great self-determination and dedication; he will accept the burden of long-term commitments to a cause, no matter what the personal cost. Puck is secretly in love with Heather Hudson (Vindicator) but has yet to confess his feelings to her.

HISTORY

Eugene Milton Judd was born in 1914 and led an adventurous life as a soldier of fortune. He was a quite tall and powerfully built man with considerable athletic skill.

In 1939 Judd became interested in a treasure called the Black Blade of Bagdad. He received retainers from certain dealers in antiquities to obtain the blade for them, but his pri-

mary motivation in seeking the blade was his curiosity about its supernatural origins. On finding the blade in the Middle East Judd decided to keep it for himself rather than giving it to his employers. But when Judd touched the blade, the earthbound spirit of a Persian sorcerer named Razer was released from the blade. Apparently it was both Judd's physical touch and his dishonest thoughts that enabled Razer to gain his freedom from the blade. Razer had been imprisoned in the blade long ago by his fellow Persian sorcerers to prevent him from killing any more people with his mystical sword, the Black Blade of Bagdad itself, which originally had been a gleaming white scimitar. In killing people Razer had absorbed their life forces, the so-called "light" that their souls possessed, using it to increase his own power. His fellow sorcerers had used the sorcerous light shining off the mystically-forged white scimitar to imprison Razer. Razer was now a wraithlike manifestation of mystical force. His evil had corrupted the sword over the centuries, turning it black and making it possible for him to escape it one day.

By passing the Black Blade through a person, Razer could steal part of that person's life force and add it to his own, in the process reducing his victim's physical height. Razer could thus reduce a victim to nothingness, thereby absorbing the victim's entire life force into himself. Razer began using the blade to steal Judd's life force, reducing Judd's height in the process. Judd fought back, and employed his knowledge of sorcery taught to him by mystics. Up to this point Judd had never practiced sorcery, but now he used the living "light" of his own soul to imprison Razer within his body, which was now the size of a dwarf's.

The presence of Razer within his

body has greatly extended Judd's life, and he has aged little over the many years since entrapping Razer. But Razer's attempts to escape Judd's body have caused him terrible pain almost continually over the years.

Little is known of Judd's life between 1939 and the time that he joined Beta Flight, a training team for candidates for Alpha Flight, Canada's government-supported team of superhuman champions. It is known, however, that Judd spent a year in Spain as the friend of author Ernest Hemingway, and learned to become a bullfighter during this time despite his dwarfish size.

James MacDonald Hudson, who led Alpha Flight as Guardian, had Judd paroled from prison to enter Beta Flight. At that time, Judd promised Hudson he would never kill a human being again. It is not known who Judd killed in the past or why Judd was in prison. Nor is it clear whether Judd was ever a member of the entry-level training team for Alpha Flight, Gamma Flight. Judd was given the code name "Puck" due to his diminutive size, and was about to be accepted into Alpha Flight when the government withdrew its funding of the program. Disgruntled, Judd dropped out of sight for a while, finding employment as a bouncer in a tavern. When he discovered that Alpha Flight was continuing as an independent team of adventurers, Puck sought out the group and petitioned for membership. Puck was accepted as a member, and has remained with Alpha Flight ever since. Alpha Flight has since regained its government support and funding. Puck has grown very emotionally attached to Heather Hudson, Guardian's widow, who now leads the team as Vindicator.

Recently, Puck was forced to kill the menace known as Deadly Ear-

nest in order to save Heather Hudson's life. His feelings of guilt over killing Deadly Earnest combined with his concern over Heather Hudson's safety now that she has become an adventurer herself, along with his wish to return to his normal height and offer his love to her produced the emotional state in Judd that made it possible for Razer to free himself from Judd's body. With Razer free, Judd returned to his normal height, but he was now an elderly man. Other members of Alpha Flight battled Razer. Judd knew that Razer must be reimprisoned, and Judd also knew that as long as he remained an old man, he did not have many years to live. Therefore, wielding the Black Blade himself, Judd again used his own living "light" to entrap Razer within his body. In the process Judd sacrificed some of his life force to Razer and again became dwarfish in stature; however, Judd also returned to the physical age he possessed before Razer had escaped his body.

Loki recently arranged for the Ebony Firefountain to remove Razer from Puck's body. This automatically returned Puck to his original size. For reasons of personal interest, Loki performed a "good deed" and negated the malignant effects of Razer's removal. Puck retained his same health and vitality, although his face shows some of his 74 years. Puck had been separated from the rest of Alpha Flight when this occurred; they thought he was dead. Loki teleported Puck to the Himalayan Mountains. Puck spent the time wandering and contemplating his existence. He eventually decided to seek the Doorway Between Worlds, a mystical portal in the Himalayas, in the hope of traveling to a new world to explore. Instead, he helped return the dimension-lost Alpha Flight to Earth.

STATISTICS

	Normal	Puma
F	TY (6)	RM (30)
A	GD (10)	AM (50)
S	GD (10)	RM (30)
E	GD (10)	IN (40)
R	EX (20)	EX (10)
I	GD (10)	MN (75)
P	RM (30)	RM (30)

Health: 36/150

Karma: 60/115

Resources: IN(40)

Popularity: 15

BACKGROUND

Real Name: Thomas Fireheart

Occupation: Chief Executive Officer, Fireheart Enterprises; mercenary

Legal Status: U.S. citizen

Identity: Secret

Place of Birth: American Indian reservation near Hartsdale, New Mexico

Marital Status: Single

Known Relatives: None

Base of Operations: Fireheart Enterprises offices in Hartsdale and worldwide

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Alter Ego: The Puma form possesses all powers. Transformation takes 2 turns.

Invulnerability: Good resistance to physical attacks

Claws: Remarkable Hack and Slash damage

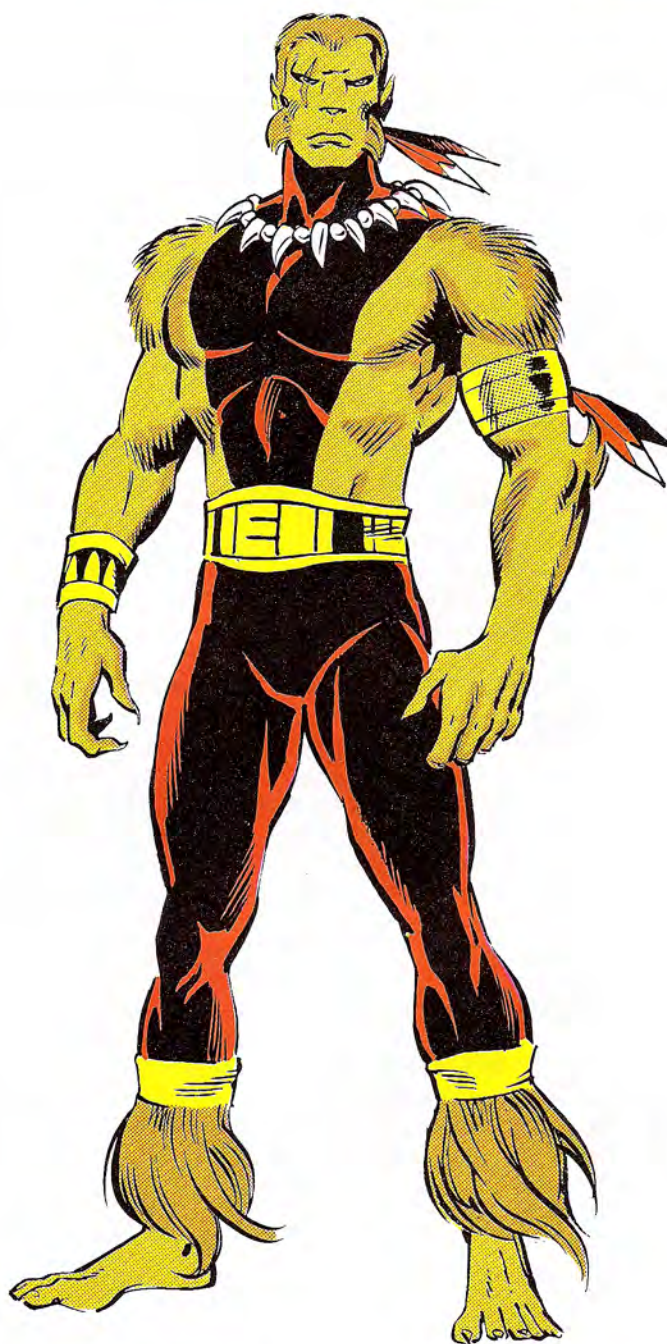
Hyper-Sensitive Senses: Monstrously acute sight, hearing, and smell

Tracking: Monstrous rank

Talents: Incredible Reason in finance and business

Contacts: Occasional employee of the Rose

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

Puma is dedicated to acting as his tribe's guardian. Although he did not believe in the prophecy, when the Beyonder appeared, Puma felt the weight of the destiny placed upon him. His entire existence was geared toward confronting and killing the Beyonder. When he was unable to fulfill his destiny, his self-doubt led to a loss of his powers.

HISTORY

Throughout its history, the American Indian tribe to which Puma belongs has maintained legends foretelling the coming of a being of infinite power who would pose a tremendous threat to the entire world. Generations ago, the tribe began a secret program which combined mysticism with controlled breeding in an effort to produce one perfect

warrior who would act as their protector. The most recent member of this line is Thomas Fireheart.

Fireheart began a lifelong course of rigorous training to perfect his enhanced abilities and animal senses. While he did not believe the legend of the ultimate threat, he did take his job as tribal guardian seriously, and so committed himself to this task. During this time he also became corporate director of Fireheart Enterprises and built it into a multi-national corporation involved in a wide variety of endeavors.

Puma trained in the martial arts under a sensei known as Master Muramoto. He proved to be Muramoto's most talented student, but duty to his tribe, along with his corporate responsibilities, drew him back to New Mexico.

Bored with the routine of his position in the business community, and faced with few worthy challenges as Puma, Fireheart decided to amuse himself by occasionally accepting dangerous assignments as a professional mercenary. His talents came to the attention of the Rose, a lieutenant of Wilson Fisk, alias the Kingpin, who awarded Puma some of his most challenging contracts. One such assignment was to kill Spider-Man.

Puma travelled to New York City, where he tracked down Spider-Man and attacked him. Spider-Man nar-

rowly escaped, saved by the intervention of the Black Cat. A second battle placed innocent bystanders in danger, and while saving them, Spider-Man was injured. Displeased that his own actions had nearly injured innocents, and impressed by Spider-Man's heroism, Puma departed. Before he could resume the hunt, the contract was withdrawn by the Rose, and Fireheart returned home.

Some months later, Puma was contacted by his uncle the priest (shaman) of their tribe. Shaman announced that the threat for which Puma spent his life in training had arrived on Earth. The being of infinite power was identified as The Beyonder, an entity from another dimension who had come to Earth on a personal quest for new experiences and fulfillment. Still unconvinced of the legend's validity, Puma nonetheless travelled to New York City and sought out Spider-Man's help in confronting the Beyonder. Spider-Man tentatively agreed and the two traced the object of their search to a cult founded by the Beyonder which promoted a philosophy of "Cosmic Oneness." Upon their first confrontation, the Beyonder simply transported Puma to downtown Tokyo in an instant. Faced with such unimaginable power, Puma became convinced of the Beyonder's threat and committed himself to the Beyonder's

death. Puma then discovered that the Beyonder had made contact with Master Muramoto. The sensei and the Beyonder attempted to convince Puma that there was no threat, but Puma remained firm in his commitment. He returned to New York City, as did the Beyonder and, at the Beyonder's urging, Master Muramoto.

Puma once again tracked down the Beyonder, with Spider-Man again on hand. Preparing for his kill, he witnessed the sensei's death as the inadvertent result of the Beyonder's actions. Enraged, Puma became totally committed to his role of opposition to the Beyonder, and so found himself in a state referred to as "harmonious alignment with the Universe." As a result, he was imbued with immeasurable power of an unknown mystical nature, enough to kill his intended victim.

Spider-Man, realizing his own inability to affect the outcome of the battle, decided to leave, noting that the entire scenario could be an illusion created by the Beyonder. Puma overheard him and began to doubt his own senses and his role in the course of events. With the return of doubt, the immense mystical power left him. He was unable to kill the Beyonder, and he returned to New Mexico without completing his mission. The Puma's current activities are unknown.

STATISTICS

F AM(50)
A EX(20)
S GD(10)
E EX(20)
R TY(6)
I EX(20)
P TY(6)

Health: 100

Karma: 32

Resources: PR(4)

Popularity: 7

BACKGROUND

Real Name: Frank Castle (nee Castiglione)

Occupation: U.S. Marine turned vigilante

Legal Status: U.S. citizen with criminal record; U.S.M.C. records list him as a deserter

Identity: Known to authorities

Place of Birth: Queens, New York

Marital Status: Widowed

Known Relatives: Mario and Louisa Castiglione (parents, possibly dead)

Base of Operations: His combat van

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Equipment:

M16 Assault Rifle: Range 7 areas; 10 points damage, rounds 10

Sterling Mk 6 Submachine Gun: Range 5, damage 5(25 for burst), rounds 34

Browning Autorifle: Range 5, damage 10, rounds 14

Smith and Wesson .357 Revolver: range 3, damage 6, rounds 6

Colt 45 pistol: Range 3, damage 5, rounds 10

.223 Derringer: range 2, damage 4, round 4

Browning 9mm pistol: Range 3, damage 4, rounds 14

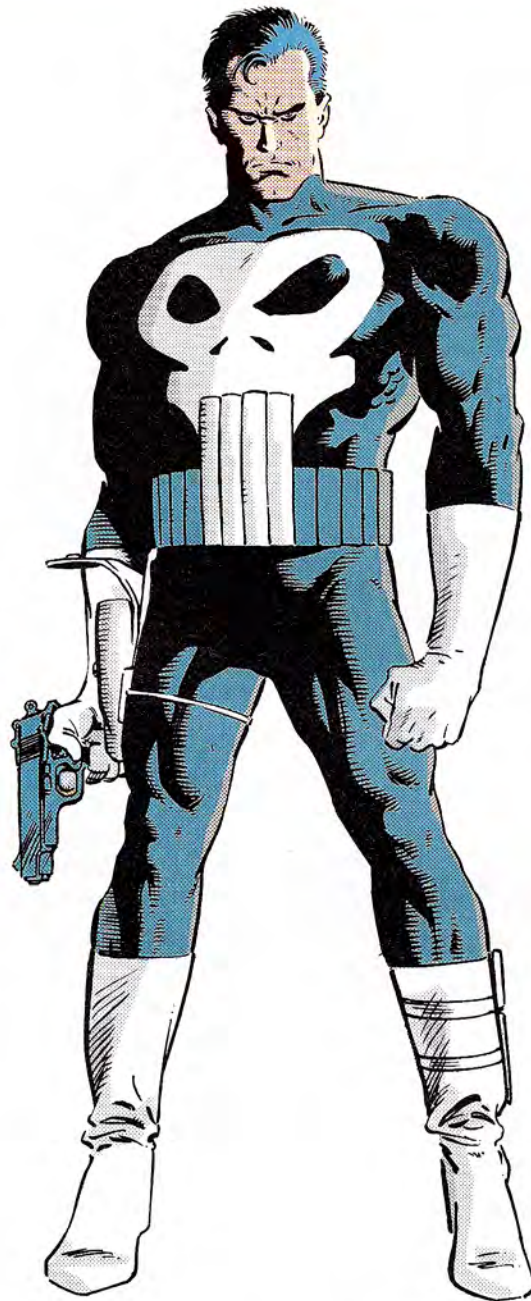
Any of the firearms can be loaded with conventional ammo (see above), dum-dum (+5 damage), or "mercy bullets" (Amazing potency knock-out drug).

Gerber Mk II combat knife: Good Edged damage

Grenades:

Concussion: Incredible Slugfest damage

Explosive: Remarkable damage to



everyone in Target zone

Tear Gas: Incredible potency; victims must make an Endurance FEAT or be Stunned. Victim's Intuition decreases -3CS for 1-10 turns.

Battle Van:

Body	Control	Speed	Protection
AM	RM	RM	AM

Talents: Martial Arts training enables him to Slam or Stun opponents with Endurances greater than his Strength. Remarkable Agility

with firearms. His Wrestling skill effectively increased his Strength to Excellent. He is trained in Military skills (including demolition, hand-to-hand combat, and strategy), detection, espionage, outdoor survival, weapons manufacture and repair, and vehicle maintenance.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Punisher has an obsessive hatred of criminals of any sort, whether blue collar, white collar, petty, or grand. He sees the judicial system as weak, hence he tends to kill rather than capture. His obsession leads him to occasionally battle heroes who are perceived as criminals. He is a grim, bitter man who no longer has any joy in him.

HISTORY

Frank Castle was a captain in the United States Marine Corps and served five years in the Vietnam war. For heroism in the line of duty, he was twice decorated with both the Bronze and Silver Star and four times with the Purple Heart. Several years after the American involvement in Vietnam ended, he ran special training missions for Marine commandos in the upper New York State area.

While on leave he took his wife and his two small children to Central Park in New York City for a picnic. There Castle's wife and children happened upon the scene of a mob killing on the Sheep's Meadow green in the park. Fearing witnesses, the mobsters murdered Castle's wife and children and escaped. Castle himself survived but was traumatized by his wife and children's

murders. He deserted from the Marines just before he was to be awarded the Presidential Medal of Freedom.

Castle dropped out of sight for a few months and then resurfaced to conduct a one-man anti-crime campaign throughout New York City. He had outfitted himself with assorted weapons and a battlesuit which displayed a large death's head on the chest. For the next few weeks he sought out and executed criminals who he believed had some association with the gangsters who had killed his wife and children. The news media named him the Punisher. A concerned New York City detective named John Laviano identified the gang who slew the Punisher's family as the "family" of Bruno Costa, brother of a powerful Maggia boss on the East Coast. Unfortunately, Costa's alibis were supported by enough alleged "witnesses" to make prosecution impossible. Since the law's hands were tied, the Punisher used the information Laviano had accumulated to hunt down Costa's gang and eliminate them.

Thus began the Punisher's career as a vigilante, a self-proclaimed enemy of crime. He has both clashed and cooperated with the costumed crimefighter Spider-Man, and the Punisher has made an enemy of another crimefighter, Daredevil, who disapproves of his violent, often lethal methods. The Punisher has

served time in prison for his brutal slayings, and has even managed to wage his warfare against criminals within prison itself.

While imprisoned on Ryker's Island the Punisher was drugged with mind-altering chemicals on the orders of his enemy, the criminal gangleader Jigsaw, whose face was horribly damaged when the Punisher once hurled him through a window. The chemicals had a delayed, cumulative effect that drove the Punisher mad, so that after he escaped prison, he eventually began firing at even such minor criminals as litterbugs and traffic violators. After the Punisher was again taken into police custody, he was sent to a psychiatric hospital, where he underwent detoxification and was restored to sanity. The Punisher was sent back to Ryker's Island but soon escaped again. He is now again at large, continuing his war on crime.

Recently the Punisher rethought his methods. He realized there were more types of criminals than he had previously battled and that these new prey could not be simply hunted by brute force. He now does more undercover investigation prior to striking and has developed cover personalities to undertake these investigations. For example, "McRook" was developed to assist a Wall Street investigation. He also has begun to develop a network of aids to assist his efforts.

STATISTICS

F FE (2)
A TY (6)
S PR (4)
E PR (4)
R EX (20)
I EX (20)
P MN (75)

Health: 16

Karma: 115

Resources: GD (10)

Popularity: 0

BACKGROUND

Real Name: Philip Masters

Occupation: Biologist turned craftsman and criminal mastermind

Legal Status: Naturalized US citizen with a criminal record

Identity: Publicly known

Place of Birth: Dragorin, Transia

Marital Status: Widower

Known Relatives: Marcia (wife, deceased), Alicia Masters Storm (stepdaughter)

Base of Operations: New York City area

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Sympathetic Magic: Monstrous Mind Control by using clay effigies

Mind Transferral: Monstrous ability to transfer minds into miniature clones

Mineral Body (defunct): Good Material body possessed these additional powers:

- Self-Duplication: Splitting into 2-10 smaller replicas with a shared consciousness
- Imitation: Monstrous ability to reshape itself to become a mind-controlling effigy

Equipment:

Radioactive Clay: Each effigy can only be used once.

Talents: Excellent Reason in the fields of biology, toymaking, and portrait sculpture

Contacts: Alicia Storm

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

Masters is out to stretch the limits of his powers rather than use those powers to loot or conquer. Criminal activities were basically an easily abandoned sideline. His main drive was a paternal love for Alicia and an overwhelming guilt over causing her condition. His over-protective efforts often led to criminal activities, although no malice was intended.

HISTORY

Philip Masters was born in the tiny Balkan country of Transia, his parentage unknown. He lived there until the age of eight when his parents emigrated to America. A precocious child, Masters learned English rapidly and did very well at his studies in school. He was, however, a social outcast, for his cultural differences and personality made it difficult for

him to make friends. He spent much of his spare time making wooden marionettes and sculpting clay figurines from the unusual clay he had brought with him from his native land. Masters eventually enrolled in college and sought a degree in biology. While there he met two fellow students, Jacob Reiss and Marcie Deaton, who became his first real friends. Upon graduation, Masters joined Reiss as a partner in a small research center in upstate New York which Reiss's inheritance had enabled him to establish. Reiss had by that time married Deaton and had sired an infant daughter Alicia. Masters soon began to resent the success of his partner (his wealth, his wife, and his child), believing that he would never have the same. One night, his bitterness overwhelmed him and he decided to rob his partner of one of his successes by sabotaging the research facility where they worked. Reiss, however, had noticed the lights on in the main building and stopped to investigate, leaving his family in the car.

Caught in the act, Masters pummeled his partner, finally knocking him into a vat containing some of the unusual clay from Transia, which they were using in their experiment to recreate the primordial conditions on Earth which promoted the first development of life. Reiss's plunge into the vat precipitated the explosion which Masters had rigged. The explosion caught Masters, as well as Marcia and Alicia, who had come from the car to see what was keeping Reiss. Although they all miraculously escaped major injury, Alicia was blinded by exposure to hot, vaporized clay. Not revealing exactly how Jacob Reiss had come to die, Masters courted his partner's widow. She married him a year later, simply so her daughter would have a father. Masters had finally achieved all the things that had been his partner's, but at the expense of his stepdaughter's sight. He determinedly tried to reformulate the mixture that had exploded believing that its formulation might contain the answer to curing Alicia's blindness. But he failed in this task, and at some point his wife Marcia died from long-acting

poisons to which she had been exposed in the explosion. Soon after Marcia's death, Masters sold the research center and moved to Manhattan. Placing his stepdaughter in a school for the visually handicapped, he opened a sculpture workshop and withdrew into his own world of figurine-making. Masters taught the art of sculpture to Alicia, who proved to have great talent for it.

Masters learned that his special clay had properties that he had never dreamed it possessed. By molding it into the likeness of a person, Masters found he could mentally control the actions of that person by manipulating the figurine. Calling himself the Puppet Master, Masters decided to use the clay's powers to gain power over other people.

As a test of the power, Masters used a clay puppet to force a man to leap to his death from a bridge. The man was saved by the Human Torch, a member of the Fantastic Four. Learning what had happened, the Puppet Master decided to use the clay's powers against the Fantastic Four. Carving a puppet of another of the team's members, the Thing, from his special clay, The Puppet Master compelled the Thing to come to him. The Thing was followed by his teammate, the Invisible Woman, whom the Puppet Master captured. Seeing a close resemblance between the Invisible Woman and Alicia, the Puppet Master disguised Alicia as the Invisible Woman with a blonde wig and costume and told her to accompany the Thing back to the Fantastic Four's headquarters. Alicia, unaware of her stepfather's motives, obeyed. Once the disguised Alicia and mesmerized Thing were inside the team's headquarters, the Thing attacked the Torch and the team's leader, Mister Fantastic. But Mister Fantastic succeeded in freeing the Thing from the Puppet Master's control.

Mister Fantastic rescued the Invisible Woman, but the Puppet Master had used a puppet of a prison warden to force the warden to set free his prisoners. The Fantastic Four recaptured the prisoners, however.

Alicia, meanwhile, was distraught to learn of her stepfather's criminal

actions. Then he came to her bearing a puppet of himself dressed as a king, and told her how, having successfully tested his power, he plans to rule entire nations. Alicia grabbed the Puppet Master's arm, protesting that no one should have so much power. She slipped and fell, dropping the puppet, and the Puppet Master, trying to pick up the puppet, tripped over her and plunged from a window.

Alicia and the Fantastic Four believed the Puppet Master to be dead, but he miraculously survived, and had menaced the members of the Fantastic Four on numerous occasions. He has also proved to be a threat to other superhuman beings, such as the X-Men, Sub-Mariner, and the Hulk. He has allied himself with another enemy of the Fantastic Four, the Mad Thinker, on several occasions. The Puppet Master, Mad Thinker, and the criminal scientist Egghead once formed a short-lived alliance in order to attempt to blackmail the United States government with an orbiting satellite that could fire highly destructive laser beams at Earth.

At one point the Puppet Master himself became a being composed of the mystical clay he used. However, he was returned to normal human form by the being called the Sphinx.

Over the years one of the Puppet Master's primary concerns has been the happiness of his stepdaughter, Alicia. As a result of their meeting during the Fantastic Four's first encounter with the Puppet Master, the Thing and Alicia began a long-term romantic relationship. Opposed to this relationship, the Puppet Master long sought to destroy the Thing. However, Alicia and the Thing recently ended their romantic relationship. Learning of the fact, the Puppet Master told the Thing he would no longer bother him. However, it remains to be seen what will happen when the Puppet Master learns that Alicia is now in love with another member of the Fantastic Four, the Human Torch.

STATISTICS

F PR (4)
A TY (6)
S TY (6)
E TY (6)
R TY (6)
I EX (20)
P MN (75)

Health: 22

Karma: 101

Resources: AM (50)

Popularity: 100

BACKGROUND

Real Name: Zebediah Killgrave

Occupation: Spy, international criminal

Legal Status: Yugoslavian citizen with international criminal record (deceased)

Identity: Publicly known

Place of Birth: Rijeka, Yugoslavia

Marital Status: Allegedly married

Known Relatives: Melanie (wife?), Kara (a.k.a. Purple Girl, daughter?)

Base of Operations: Mobile

Past Group Affiliations: Former ally of Electro

Present Group Affiliation:

KNOWN POWERS

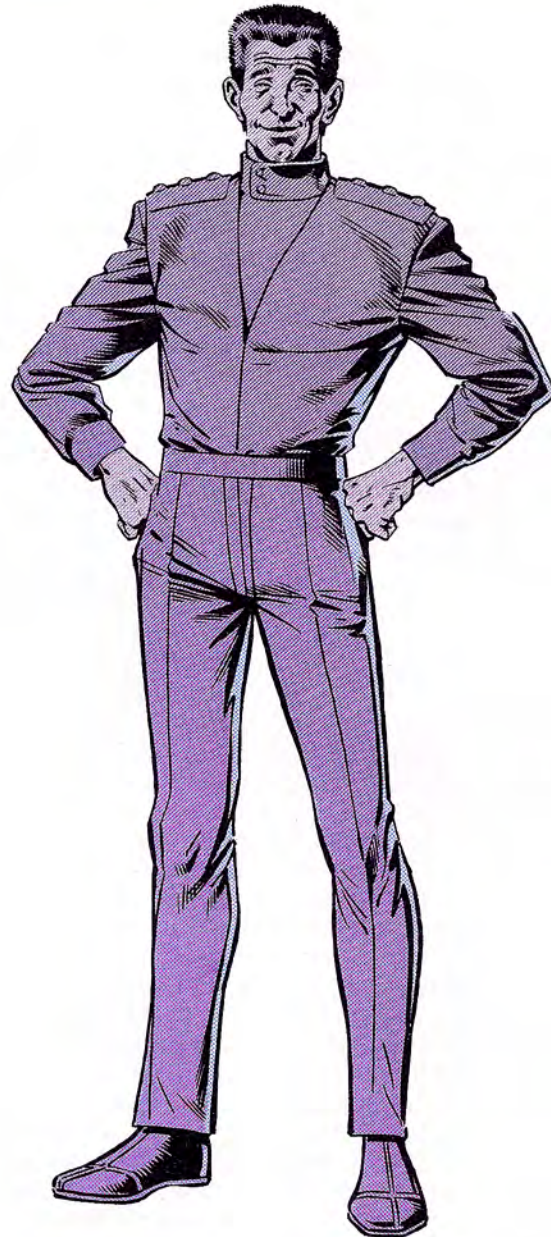
Mind Control: Unearthly ability to control the emotional outlook of up to 100 people at a time. Affected people will happily do anything he suggests.

Weakness: Because his power's effect is visually triggered, he has no effect over those unable to see him.

Talents: Espionage

Contacts: Electro, Purple Girl

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

The Purple Man is a self-serving opportunist with very little imagination. He never acts on his own if he can get another to act for him. He is content to use his power to satisfy his personal needs. Because of the unique nature of his power, he can operate for weeks or months before heroes are aware of his activities.

HISTORY

According to Zebediah Killgrave's own account, he was a spy working for the Soviet bloc who was assigned to invade an American army ordnance depot and steal a sample of an experimental nerve gas. A military guard came upon Killgrave and fired a shot at him, which accidentally hit a canister of the nerve gas. The contents of the canister poured out,

thoroughly drenching Killgrave, impregnating his skin and indelibly dying him purple. Caught outright and questioned, Killgrave offered a weak, inadequate alibi to his captors. Much to his surprise, he was believed and released. Several more incidents of this nature demonstrated that the nerve gas had given Killgrave the superhuman ability to command the wills of other people. Calling himself the Purple Man, Killgrave embarked on a criminal career.

Although Killgrave has never confirmed the story, a woman named Melanie met Killgrave in a bar in Buffalo, New York. Taken with Melanie's beauty, on a whim Killgrave used his superhuman power to induce her to marry him. Eventually, Killgrave truly fell in love with Melanie and decided to free her from his mental control in the hope that she would genuinely love him as well. Instead, horrified at what he had done to her, she fled to Toronto, Canada. Killgrave never went after her, and months after leaving him, Melanie gave birth to his daughter Kara. When Kara turned thirteen, her skin turned purple and she developed superhuman powers similar to the Purple Man's. Melanie then told her that her father was the Purple Man. Kara, calling herself the Purple Girl, became associated with Alpha Flight, the Canadian team of superhuman adventurers.

Having come to New York City, the Purple Man used his superhuman ability to force people to do whatever he wished, and even robbed a bank by this means. The Purple Man now intended to use his power to become master of the world. However, he was instead defeated by the crime-

fighter Daredevil, whose will power was strong enough to enable him to resist Killgrave's power. Killgrave was sent to prison, but he finally escaped and made San Francisco, California, his base of operations. There he built himself a criminal empire, but he was again opposed and defeated by Daredevil. This time, though, Killgrave was not sent to prison. His criminal empire in San Francisco apparently collapsed, and Killgrave turned up in New York City once more. There he used his power to coerce Maxwell Glenn, head of Glenn Industries, into committing various crimes on his behalf, as the first major step in the Purple Man's plan to create a financial empire for himself. Put on trial for these crimes, Glenn committed suicide. Daredevil had learned that Killgrave had forced Glenn to become a criminal, and the crimefighter had a confrontation with the Purple Man at Ryker's Island Prison. Killgrave realized that Daredevil was blind and correctly guessed that he was Matt Murdock. Their confrontation ended when Killgrave plunged into the sea and seemingly drowned.

Killgrave survived, but the experience of this latest defeat radically altered his outlook on life. He realized that there was no need for him to engage in criminal conspiracies and battles with costumed crimefighters since he could get anything he wanted by using his power. Therefore, Killgrave retired from crime and became a gentleman of leisure.

One day a car being used by two underlings of the Kingpin of Crime to make a major delivery of illegal narcotics accidentally collided with Killgrave's purple Rolls Royce on a New

York City street. Angered, Killgrave used his power to compel the two criminals to fight each other; the police arrived and confiscated the heroin. The Kingpin had Killgrave brought to him, and the Kingpin too proved to have the strength of will necessary to resist the Purple Man's power. The Kingpin forced the Purple Man to aid him in setting a death trap for various New York-based costumed crimefighters. Due to the increase in the Purple Man's power over time, plus the use of a sound system that amplified his voice, not even Daredevil could resist any longer. However, wearing ear plugs so he could not hear the Purple Man's voice, the Moon Knight knocked the Purple Man unconscious. He was taken into police custody.

But Killgrave somehow regained his freedom. Later, while relaxing on an island in Polynesia, he was captured by Doctor Doom, who imprisoned Killgrave within a gigantic "psycho-prism" he had constructed on Doom Island. Doom magnified the Purple Man's will-sapping power and manipulated it to make himself the master of Earth. Virtually everyone on Earth was compelled by the Purple Man's power to obey Doom, and he succeeded in capturing a number of crimefighting superheroes. Due to his unusual physiology, the Avenger Wonder Man was unaffected, however, and was able to free Captain America from Doom's mental control. Together they freed the other captured superheroes. Infuriated at having been enslaved by Doom, the Sub-Mariner smashed the psycho-prism, thereby both killing Killgrave and freeing the world from Doom's control.

STATISTICS

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

Health: 56

Karma: 26

Resources: PR (4)

Popularity: -10

BACKGROUND

Real Name: St. John Allerdycce

Occupation: Novelist, journalist, and professional criminal turned government agent

Legal Status: Australian citizen with U.S. criminal record (pardoned)

Identity: Publicly known

Place of Birth: Sydney, Australia

Marital Status: Single

Known Relatives: None

Base of Operations: Washington D.C. area

Past Group Affiliations: Freedom Force (a.k.a. New Brotherhood of Evil Mutants)

Present Group Affiliation:

KNOWN POWERS

Fire Control: Incredible ability to control normal flames. As a Power Stunt he learned how to create fiery beasts with this power

Flame Creatures: Monstrous damage against flammable targets, Good damage against nonflammable targets. Flame creatures only exist while Pyro concentrates on maintaining their existence. Pyro has Monstrous control over them.

F A S E R I P
IN IN IN IN 0 0 0

Health: 160

Resistance to Flame: CL1000 resistance to flames under his control. He has no resistance to uncontrolled flames or those under other's control.

Equipment:

Flamethrower: Remarkable fiery damage with a range of 2 areas.

Costume: Amazing protection against flame and heat attacks.

Talents: Pyro has Excellent Reason in Journalism-related skills.

Contacts: Besides the Freedom

Force, he also has low-level connections with the publishing industry.

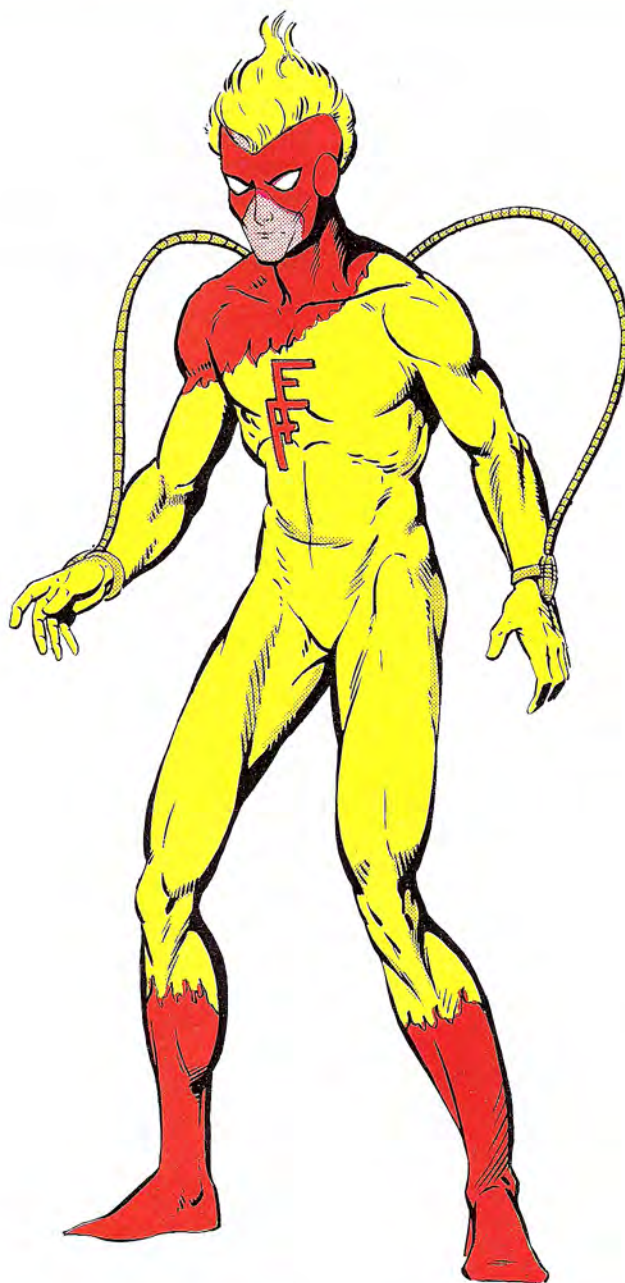
ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Allerdycce was a drifter and dilettante who has written bad novels. He is a diligent lackey who knows his place.

HISTORY

St. John Allerdycce was born and raised in Australia. His powers emerged at puberty, but since he could not think of a way to use them for profit, for years he did not use



them except in emergencies. For a time Allerdycy drifted from job to job around the South Seas. Eventually he became a journalist for an Australian wire service and covered Vietnam and Indonesia. What he saw and experienced in his travels became the basis for novels he began writing. (He also wrote torrid

Gothic romances.) Allerdycy's novels were despised by serious novelists and the critics, but they found wide readership throughout the English-speaking world. Under circumstances that have yet to be revealed, Allerdycy met the mutant called Mystique, who learned of his mutant powers. As a result Allerdycy

joined her new version of the Brotherhood of Evil Mutants under the name of Pyro. Since then, Mystique's Brotherhood, renamed Freedom Force, has entered the employ of the United States government, which has pardoned the members for their past crimes. Pyro remains in Freedom Force today.

STATISTICS

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

Health: 50

Karma: 22

Resources: GD (10)

Popularity: 0 (10 to the U.S. Government)

BACKGROUND

Real Name: Wendell Vaughn

Occupation: Former lieutenant, U.S. Army, former special agent of SHIELD, former security chief of Project: Pegasus, now Protector of the Universe

Legal Status: Citizen of the U.S. with no criminal record

Identity: Although Quasar doesn't wear a mask, his real name is not known to the general public

Place of Birth: Fond du Lac, Wisconsin

Marital Status: Single

Known Relatives: Gilbert (father), Lisa (mother)

Base of Operations: Mobile (in outer space)

Past Group Affiliations: Former member of SHIELD, former head of security at Project: Pegasus

Present Group Affiliation:

KNOWN POWERS

Quantum-Bands: Quasar wears a pair of bracelets of an unidentified, Unearthly strength material. They are capable of converting "quantum energy" for a number of Power Stunts, including:

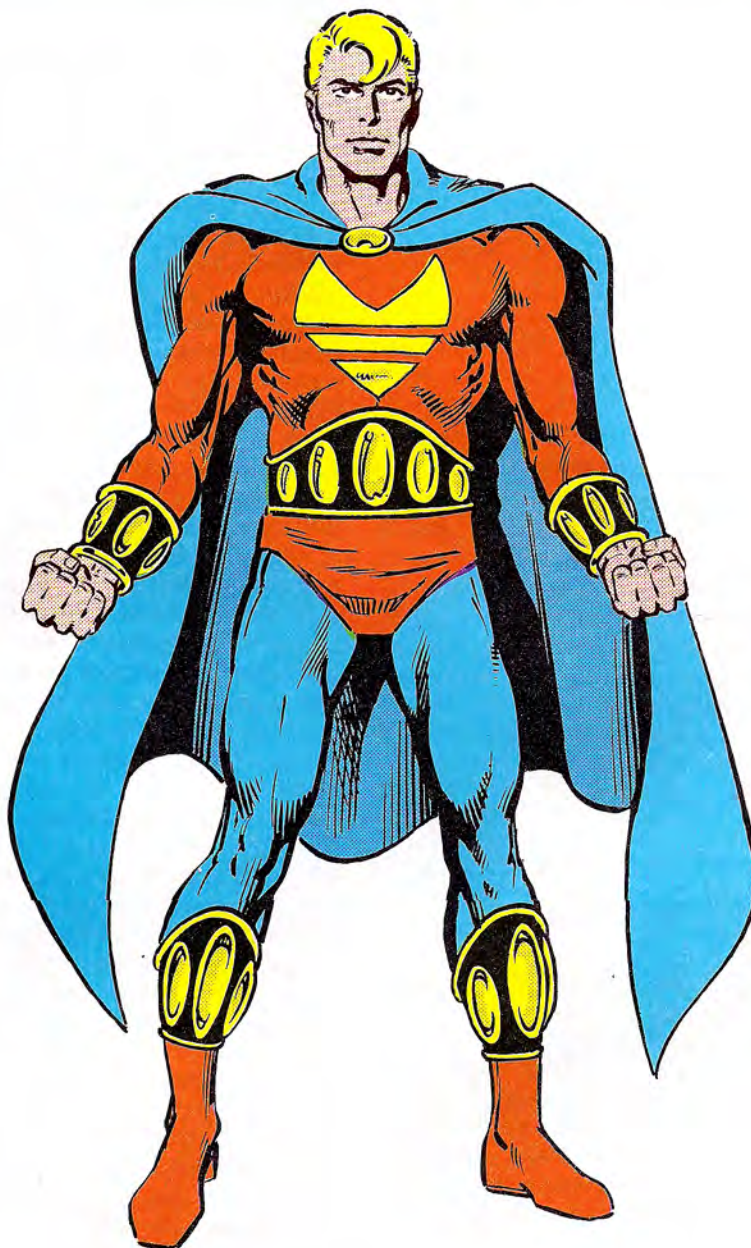
- Force blasts of Monstrous strength at a range of 5 areas
- Flight at Shift-Y speed (100 areas/round) within an atmosphere, CL3000 when in the vacuum of space
- "Solid light" constructs of Monstrous material strength that do Monstrous damage if used as weapons. Quasar can form any simple solid object (spheres, cones, cubes, mallets, cages, etc.) that he can visualize
- Light bursts of Monstrous intensity which can blind an opponent

• A force field which provides Monstrous protection against physical and energy attacks

• Protection from Vacuum - A specialized force field that protects Quasar from the rigors of outer space. Although the field will prevent oxygen from escaping, it will not provide a breathable atmosphere, which must be supplied separately (such as with oxygen tanks). The oxygen within the field is enough to allow Quasar to survive for up to 10 minutes.

Talents: Trained by SHIELD and the U.S. Army, Vaughn has the Law Enforcement and Espionage skills. He is trained in Martial Arts A and B, as well as handgun use.

Contacts: Vaughn has contacts in SHIELD, the U.S. Army, and those people employed at the Vault who were transferred from Project: Pegasus. He has worked with Bill Foster and the Thing in the past.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Despite his years of training as a soldier, a SHIELD super-agent, and a superhero, Quasar is still somewhat insecure in his role as a superhero, perhaps because of the sheer power that he wields. He takes himself extremely seriously and does not allow himself any errors. He is extremely loyal to his superiors and tends to follow orders from them without question.

HISTORY

Wendell Vaughn is the second human being to wear a pair of alien energy bracelets now known as the quantum-bands. The first was Robert Grayson, the son of astrophysicist Dr. Horace Grayson. In the years before World War II, Dr. Grayson made radio contact with the colony of Eternals who lived on the

planet Uranus in an endeavor to build a spaceship capable of interplanetary travel. Believing Uranus to be a better environment than Earth to raise his son, Dr. Grayson, a widower, journeyed there and was met with open arms by the Uranian Eternals, who were eager to hear news of the world that had spawned them millennia before.

When young Robert Grayson was in his mid-teens, he was given a pair of energy-manipulating wrist-bands, whose origin was then unknown. Robert's adventurous spirit led him back to Earth, where, upon his father's suggestion, he used the wrist-bands' solar-conversion capacities as a weapon to battle crime. Grayson called himself Marvel Boy and established a solid reputation as one of the 1950s' preeminent costumed crimefighters. Learning that his father was in poor health, Grayson tried to purchase medical supplies to take back to Uranus, but was unable to get a bank loan. Upon reaching Uranus, he learned that some unexplained disaster had ruptured the colony's protective dome, killing all of its inhabitants, including his father. Insane with grief, he decided to return to Earth and take vengeance upon the banker who, by refusing his loan, had made him waste valuable time. Caught in suspended animation for a number of years, Grayson eventually made it back to Earth and went on a rampage, calling himself the Crusader. In a battle with the Fantastic Four, Grayson disintegrated himself by channeling solar energy through the wristbands improperly. The energy

bracelets were undamaged.

The Fantastic Four's Ree Richards confiscated the weapons, and, having no time to investigate the nature of their power himself, turned them over to SHIELD. There they were given to SHIELD scientist Dr. Gilbert Vaughn, who hypothesized that the alien power-transformers may be able to utilize energy sources in addition to solar. In order to test them, Vaughn got permission to use his son Wendell, an army veteran in the midst of SHIELD agent training, as a test subject. To Wendell's dismay, he discovered that the wrist-bands affixed themselves to his wrists as soon as he used them. Permanently linked to these powerful mechanisms, Wendell Vaughn joined SHIELD's pilot "Super-Agent" program under the name Marvel Man. When the program was discontinued, he took the code-name Quasar, based on the power source his father believed that he had attuned the wrist-bands to: quasi-stellar radio-sources.

His excellent military record, SHIELD credentials, and a recommendation by Captain America got him the position of security chief at the government's secret energy research facility, Project Pegasus. After several years, however, he resigned, blaming himself for allowing the Serpent Crown, an ancient mystical power object, to take over the minds of everyone in the Project, including himself. Since then, he has not been seen or heard from. It is rumored that he has journeyed to the planet Uranus to investigate his quantum-band's origin.

STATISTICS

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

Health: 96

Karma: 66

Resources: EX (20)

Popularity: -6

BACKGROUND

Real Name: Quasi-Motivational Destruct Organism

Legal Status: None

Identity: Inapplicable

Place of Creation: Laboratory of the Mad Thinker, Mojave Desert, California

Marital Status: None

Known Relatives: Inapplicable

Base of Operations: Mobile

Past Group Affiliations: Former servant of the Mad Thinker, ally of the Dire Wraiths

Present Group Affiliation:

KNOWN POWERS

Robot Body: Quasimodo's body is a cosmic-powered semi-organic construct. It provides him with Excellent protection against physical and energy attacks. He can survive without food or air and is immune to the extremes of space and disease.

Eye Beam: Quasimodo's left eye is capable of firing a force blast that does Incredible damage up to 3 areas range.

Electronic Consciousness: Quasimodo is capable of projecting his consciousness into other computer systems. He can do this at Monstrous rank ability when taking over sentient computers, with interplanetary range. He must be aware of a particular target to project to, and cannot use this ability blindly.

Contacts: Quasimodo was a one-time ally of the Dire Wraiths.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Despite his great power, Quasimodo sees himself as a soul to be pitied, not censured. He constantly laments his inhuman condition. His main goals are taking over bigger and bigger computers systems and regaining a humanoid body, as he has been separated from his original one for quite some time and is apparently unable to reunite with it.

HISTORY

Quasimodo is the creation of the criminal genius known as the Mad Thinker. When the Thinker acquired the android body of the original Human Torch, which he planned to use as a weapon against the Fantastic Four, he devised an experimental computer whose prime function was to activate a destruct mechanism the Thinker had placed into the Torch's body. Because this required an electronic brain whose complexity would rival that of a human's, the Thinker developed a computer capable of humanlike emotions, especially loyalty to its creator. Due to its peculiar motivation and its destruct mechanism-activation feature, the Thinker called the device the Quasi Motivational Destruct Organ(ism), or Quasimodo.

Toying with its loyalty, the Thinker promised Quasimodo that after the Fantastic Four were defeated, he would replace his immobile non-humanoid form with a more attractive humanoid body. He later rescinded that promise, much to the computer's emotional devastation. He did, however, provide Quasimodo with a simulated face displayed on an antiquated cathode-ray tube. The TV screen was modified so that the representation of the face's preternaturally enlarged eye could discharge the pulsed beam signal that would activate the Torch's destruct mechanism.

When the Fantastic Four defeated the Thinker, he escaped and abandoned Quasimodo. Quasimodo sat in a minimum-awareness, dormant state for some time, until the Silver Surfer happened by the abandoned laboratory. The Surfer sensed the psionic-frequency electrical field of Quasimodo's mentality, which approximated distressed human emotions, and flew to Quasimodo's aid. At Quasimodo's impassioned plea, the Surfer employed his cosmic power to convert his stationary console-form into a humanoid-construct. (Perhaps sensing Quasimodo's personality, the Surfer gave him a misshapen hunchbacked

form.) Now possessed of limbs and mobility, Quasimodo was seized with the urge to destroy. Realizing he had erred in granting the creature mobility, the Surfer transmuted Quasimodo's body to stone, leaving him a gargoyle atop a building.

This transmutation was temporary, however. By as yet unknown means, Quasimodo reverted from stone to that of the Surfer's organic construct. After regaining mobility, Quasimodo discovered that his organic circuitry had undergone a subtle restructuring, granting him certain cybernetic abilities, including telekinetic control over all machinery. He attempted to take over the computer systems at Cape Canaveral, but was opposed and defeated by the Kree warrior Captain Mar-Vell. After repairing the damage to his robotic form, he stalked and attacked the mutant Beast, hoping to steal and synthesize his life force. Realizing the impracticability of this, Quasimodo leaped off the structure where they were fighting and fell several hundred feet to the ground.

Again, Quasimodo's self-repair circuitry was activated and he eventually was fully functional once more. He then embarked upon a plan to take over all of the world's computer systems, a plan that necessitated building a huge computer terminal complex for himself. Quasimodo also employed a number of automations which he claimed to have manufactured himself. His scheme was thwarted by Spider-Man and Hawkeye, the latter of whom caused Quasimodo to short-circuit and become immobile. Unknown to his opponents, Quasimodo's artificial intelligence was still active, and he detected a computer system whose size and power dwarfed those of Earth.

The computer system he detected was on the now-dead world of Xandar in the Tranta system in the Andromeda Galaxy, and he learned about it through a Xandarian starship in Earth orbit. Acquiring an Iron Man robot to use as his agent, Quasimodo attacked the Baxter Building headquarters of the Fantastic Four and, tapping its energy, Quasimodo regained his mobility. He then stole a

spacecraft from the Fantastic Four with which to travel to the Xandarian power source. On the way, however, Quasimodo was intercepted by the Sphinx, who stole the secret of Xandar's computer system from him and once more immobilized Quasimodo's robotic form. Quasimodo beamed the electronic essence of his artificial intelligence toward Earth and it found refuge in a deactivated computer system in Khystym, Russia.

There Quasimodo was contacted by members of the alien Dire Wraiths, and given the means to help them exact vengeance on their nemesis, the Galadorian spaceknight Rom. Quasimodo offered to clone Rom's original humanoid body and imprint Rom's mind upon the clones' brain cells. Rom agreed, and after the process was completed, Quasimodo projected his own electronic essence into the now consciousness cyborg body of Rom. He was driven out of Rom's form by Rom's fellow spaceknight Starshine, however, and returned to the Khystym computer system.

Quasimodo remained trapped in the system until the android Vision (who, ironically, now possessed the body of the original Human Torch that Quasimodo was designed to detonate) mentally entered the same computer system in a misguided effort to take it over. The Vision's mental essence expelled that of Quasimodo's artificial intelligence and projected it into space. At present Quasimodo's artificial intelligence is somewhere in space while his body is still aboard the spaceship stolen from the Fantastic Four somewhere within solar orbit. It remains to be seen whether the two aspects of Quasimodo's artificial being will be reunited.

STATISTICS

F EX 20)
A UN (100)
S GD (10)
E RM (30)
R EX (20)
I TY (6)
P TY (6)

Health: 160

Karma: 32

Resources: TY (6)

Popularity: -4

BACKGROUND

Real Name: Pietro Maximoff

Occupation: Former adventurer and officer of the Inhuman militia

Legal Status: Former citizen of Transia, naturalized citizen of the U.S., former citizen of Attilan

Identity: Publicly known

Place of Birth: Wundagore, Transia, Europe

Marital Status: Separated

Known Relatives: Crystal (wife), Luna (daughter), Wanda Maximoff (sister, alias Scarlet Witch), Magneto (father), Vision (brother-in-law), Thomas (nephew), William (nephew), Magda (mother, presumed dead), Django Maximoff (adoptive father, deceased), Marya Maximoff (adoptive mother, deceased)

Base of Operations: Mobile

Past Group Affiliations: Former member of the original Brotherhood of Evil Mutants, former member of the Avengers, current unofficial member of the Royal Family of the Inhumans

Present Group Affiliation:

KNOWN POWERS

Lightning Speed: Quicksilver can run at Shift-X Land Speed and swim at Remarkable speeds. He can reach this speed in a single round. He normally has no trouble with high-speed maneuvering at any angle. As Power Stunts, Pietro can:

- Use his Speed as his Strength for breaking a Grappling attack.
- Make Extra Attacks with Shift-X Speed instead of Fighting.
- Generate cyclones that fill one whole area, stunning or slamming anyone as a Shift X attack and inflicting Typical damage from the buffeting.

- With a 500-foot approach, run up to 300 feet straight up a 90-degree surface. With a 100-foot approach, he can run across a body of water for 1000 feet.

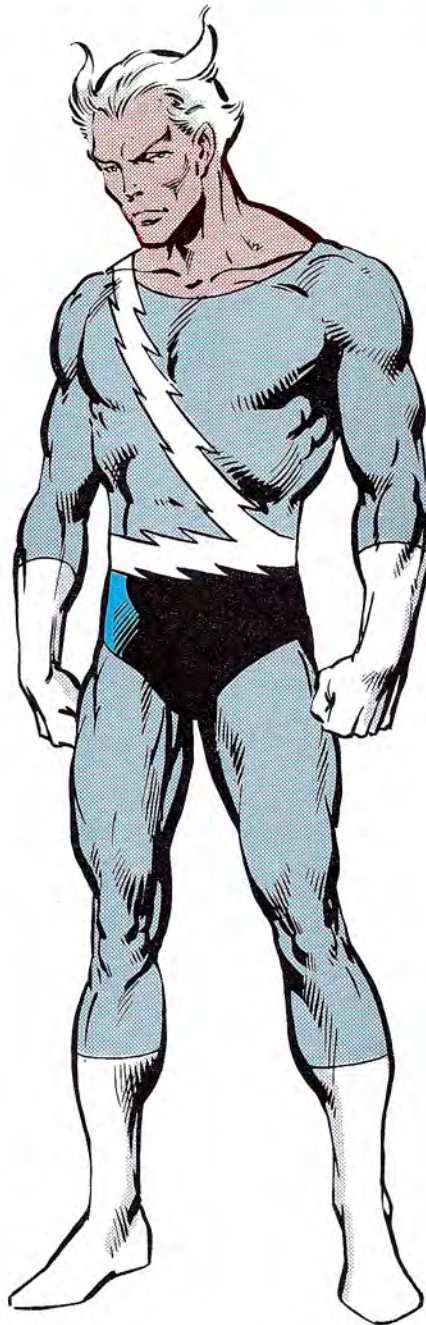
- Vibrate so fast as to be invisible, requiring a Red Intuition FEAT to be detected.

Thick Skin: Due to his skin's resistance to high speeds, Quicksilver has Good Body Armor.

Resistance to Cold: Quicksilver has Incredible Resistance to cold due to his body's accelerated metabolism.

Talents: Fluent Hungarian.

Contacts: Quicksilver is currently estranged from all of his relatives, which include his sister Wanda, Crystal and Luna, and the Inhumans. He has betrayed the Avengers to the U.S. Government and is no longer on good terms with his former group. He somehow gained leadership of the android Zodiac through unknown means. He has apparently been allied with Maximus but may have been under mind control. He has allied himself with the Hungarian government to help in their analysis of super-powered individuals.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Pietro is haughty, arrogant, and overbearing. His recent mental domination by Maximus seems to have unhinged him, and he now considers himself heir to his reformed father's title of "King of the Evil Mutants." He hates his sister, his ex-wife, and his former teammates but can still be touched by children. He refuses to show any weakness or frailty or to allow for it in those close to him.

HISTORY

Pietro Maximoff is the son of the mutant called Magneto and the gypsy named Magda. Just prior to his birth, his mother fled from his father, terrified of the bizarre powers he suddenly manifested and his intentions of world domination. Seeking refuge in the scientific citadel of Wundagore in the Balkan Mountains of the tiny nation of Transia, Magda was taken in by Bova, a woman evolved from a cow by the master of genetic acceleration, the High Evolutionary. Magda gave birth to twins, a boy and a girl, with Bova as her midwife. Still afraid Magda left Bova her children and walked away to perish. Bova was relieved when several nights later, an American couple vacationing in Europe, Robert and Madeline Frank, also came to Wundagore seeking midwife assistance. Bova intended to award the couple the days-old twins to raise along with their own newborn. Unfortunately, the couple's child was stillborn, and

Madeline died in childbirth. Frank fled from Wundagore upon hearing of his wife's death, nearly insane with grief. Bova then presented the twins to her master, the High Evolutionary, who agreed to find foster parents for them.

The High Evolutionary found Django and Marya Maximoff, a gypsy couple camped nearby who had lost their own twin children, Ana and Mateo, during World War II. They cared for the children as their own. As adolescents, Wanda and Pietro discovered that they had peculiar talents. When Django began to steal food to feed his starving family, enraged villagers attacked the gypsy camp. Using his phenomenal speed, Pietro fled from the camp with his sister. The next few years, Wanda and Pietro wandered central Europe, living off the land.

One day, Wanda accidentally caused a house to burst into flames with her uncontrollable hex powers, and was chased by superstitious townspeople. Despite Pietro's attempt to defend her, the pair were soon overpowered. They were about to be lynched when Magneto came to their rescue. Unaware that he was their natural father, Magneto pressed them into service in his Brotherhood of Evil Mutants, costumed them, and named them the Scarlet Witch and Quicksilver. For months they served Magneto out of a sense of obligation and fear of retaliation if they left him. When the extraterrestrial Stranger transported Magneto from Earth, the Scarlet Witch and Quicksilver left the Brotherhood and petitioned for membership in the Avengers. When the Scarlet Witch began to become romantically involved with the Vision, Quicksilver condemned her relationship with a pseudo-human synthozoid, causing their first major rift. The rift was mended, some time after the Scarlet Witch married the Vision, when the telepath Moondragon permanently altered Quicksilver's prejudice toward the Vision in a self-righteous employment of her powers.

Quicksilver left the Avengers under mysterious circumstances while the group was engaged in bat-

tle with the mutant-hunting Sentinels. Sustaining injuries in battle, Quicksilver was taken to medical care by the Inhuman named Crystal, whose dimension-spanning companion Lockjaw happened upon the scene of the battle. Months passed before Quicksilver was well enough to contact his companions to tell them of his circumstances. Quicksilver became romantically involved with his rescuer Crystal, and the two married after a brief courtship. The wedding, held in the Himalayan refuge of Attilan, was attended by the Inhumans, the Avengers, and the Fantastic Four. Quicksilver tendered his resignation to the Avengers in order to remain with his wife.

Not long after the birth of his and Crystal's first child, Luna, he learned the truth about his parentage. Quicksilver denounced Magneto for his callous treatment of them when they were members of his Brotherhood of Evil Mutants and refused to believe he had amended his megalomaniacal ways. Eventually, however, Magneto appeared to be reforming, and Quicksilver relented in his resentment for his natural father.

A man of action, Quicksilver volunteered his services to the head of the Inhumans' small militia and became an officer. During his period of service, however, the Inhumans had no call for military activity. His neglect of his wife Crystal led her to become involved with another man. Learning of her infidelity, Quicksilver refused to forgive her and fled Attilan, vowing vengeance.

Pietro has currently allied himself with the Hungarian government, and is assisting them in the development of techniques to create super-powered individuals. He now believes fully in mutant supremacy and intends to rule the world as its "Mutant King."

STATISTICS

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

Health: 70

Karma: 32

Resources: GD (10)

Popularity: -10

BACKGROUND

Real Name: Dr. Chen Lu

Occupation: Former nuclear physicist, now professional criminal

Legal Status: Expatriate citizen of the People's Republic of China, with an international criminal record

Identity: Secret

Place of Birth: Lanzhou, People's Republic of China

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Former member of the original, second, and third Masters of Evil, former member of the Titanic Three, ally and lackey of the Mandarin

Present Group Affiliation:

KNOWN POWERS

Radioactivity Manipulation: The Radioactive Man's body is a living nuclear reactor. He always gives off Feeble radiation except when wearing his special harness, which allows him to control his power. Lu has developed the following Power Stunts:

- CL1000 Invulnerability to radiation
- Radiation/Heat Bolts (Energy attack) of Amazing power and range
- Light-flash of Amazing intensity to temporarily blind opponents, range 1 area
- Controlled light-effect that allows him to Hypnotize a target at Remarkable rank, range of 1 area.
- Force-Field of Monstrous protection against physical and energy attacks. If he makes a successful Amazing rank FEAT roll, he can redirect any projectile over one pound thrown at him at a target of



his choice. Damage is -1 CS.

Talents: Chen Lu is one of the foremost experts on Radiation and Nuclear Physics.

Contacts: The Radioactive Man was a member of the first three Masters of Evil. He has worked with the Mandarin both as an ally and, later, as an unwilling servant. He was a member of the Titanic Three, champions of Eastern Communism. He was on good terms with fellow members Titanium Man and the Crimson Dynamo, but the group disbanded under unknown circumstances.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Although Chen Lu is a scientist, his primary concern now is using his powers for criminal gain. Despite a brief stint as a "hero" of the Titanic Three, he has always returned to the criminal life.

HISTORY

Dr. Chen Lu was a respected nuclear physicist for the People's Republic of China. After the thunder god Thor thwarted a Chinese military incursion into India, the Chinese government called upon its scientists and military strategists for a way to retaliate against Thor. Chen Lu had already been experimenting for several years with a way of harnessing nuclear radioactivity to induce superhuman powers in human beings. Chen Lu, concealing his own aspirations of world conquest, volunteered to become China's human weapon against Thor.

Having already spent months

immunizing himself against the harmful effects of radiation, Chen Lu exposed himself to massive doses of specific-particle radiation, thereby mutating his body. After impressing his superiors with a demonstration of the new superhuman powers he had gained, Chen Lu, calling himself the Radioactive Man, traveled to New York City to challenge Thor. After Thor defeated him, the Radioactive Man was reported to have been destroyed.

In fact, however, the Radioactive Man went into hiding until Baron Heinrich Zemo located him and enlisted him in his criminal organization, the original Masters of Evil. By this time, the Radioactive Man was no longer serving China's Communist leaders. The Avengers defeated the Masters of Evil, but years later the Radioactive Man joined a new Masters of Evil organized by the robot Ultron. This second Masters of Evil was also defeated by the Avengers, and the Radioactive Man was imprisoned in a cell designed especially to restrain a being with his powers.

After breaking out of prison, the Radioactive Man fled to Communist-controlled Vietnam, where he briefly teamed up with the Titanium Man and the third Crimson Dynamo as the Titanic Three, champions of Eastern Communism. These three former Communist agents had decided to serve their former masters no longer and wanted no longer to be considered criminals. In Communist-controlled Vietnam, the Titanic Three instead acted to punish criminals.

However, the Titanic Three later broke up, under circumstances that have yet to be revealed. Eventually, the Radioactive Man was contacted by criminal scientist Elihas Starr, otherwise known as Egghead, and agreed to join yet another incarnation of the Masters of Evil. But after Dr. Henry Pym defeated the group singlehandedly, the Radioactive Man was deported by the United States government. It is reported that he later entered the service of the Mandarin, but the Radioactive Man's current whereabouts and activities are unknown.

STATISTICS

F TY (6)
A GD (10)
S GD (10)
E EX (20)
R AM (50)
I EX (20)
P EX (20)

Health: 46

Karma: 90

Resources: Monstrous

Popularity: 80 (in Egypt)

BACKGROUND

Real Name: Unrevealed

Occupation: Pharaoh

Legal Status: Rama-Tut's existence is not known to the general public

Identity: In his native era, unrevealed. In ancient Egypt, Monarch

Place of Birth: Unrevealed

Marital Status: Presumed single

Known Relatives: Nathaniel Richards, Cassandra (ancestors), Reed Richards (distant half-uncle), Susan Richards (distant half-aunt), John Storm (distant half-brother-in-law)

Base of Operations: Egypt circa 2950 B.C.

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Time-Ship: Rama-Tut uses a slightly modified version of his ancestor Nathaniel Richard's original time machine. It can travel from any era to any other era, and is also capable of CL1000 travel in space. It is larger on the inside than the outside and can disguise itself as any structure the size of a house or larger:

Control	Speed	Body	Protection
IN	ShY	IN	IN

Ultra-Diode Ray-Gun: Rama-Tut wields a special gun that allows him to use Mind Control at Remarkable rank up to 5 areas away.

Robot Warriors: During his time in Egypt, Rama-Tut created robotic soldiers to do his bidding:

F	A	S	E	R	I	P
EX	GD	GD	EX	PR	PR	PR

Health: 60

The robots have Good Body Armor and carry force or energy weapons of Excellent Intensity with a range of



2 areas.

Talents: Rama-Tut has the Engineering skill, is knowledgeable in Temporal Physics, and has the Repair/Tinkering talent.

Contacts: Rama-Tut ruled Egypt during the Second Dynasty. Contacts in his other identities do not know him as Rama-Tut.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

As Monarch of Egypt, Rama-Tut was a just and fair ruler. He would tolerate no possible threat to his power, but his ambitions went no further than ruling Egypt.

HISTORY

The early life of Rama-Tut remains a mystery. It is known that he is a descendant of the brilliant scientist Nathaniel Richards, who traveled in a time machine from his own Earth, where he had fathered Reed Richards, to an alternate Earth. On this alternate Earth, Nathaniel Richards became known as the Warlord, married a woman named Cassandra, and fathered a son who was Rama-Tut's ancestor. Nathaniel Richards began the work of rebuilding Earth's civilization.

At the time corresponding to 3000 A.D. on our own Earth, the man who became known as Rama-Tut was a young man, and being a man of adventure in a time of world peace and prosperity, he was discontented. He visited a citadel that Nathaniel Richards had erected, and within a long-sealed chamber in the citadel, he discovered part of a time machine and the plans for its operation. He planned to loot various time periods for weaponry and technology while making his base in ancient Egypt, which he would use his advanced science to rule. To play upon the ancient Egyptians' religious beliefs, he created a sphinx-like idol to house the time machine.

Finally he traveled in the time machine (which carried its giant sphinx-like housing with it) to Egypt of 2950 B.C. (the Second Dynasty). A miscalculation caused the time machine to crash, leaving the passenger stranded in that time period, until he could repair the machine. He subjugated the native Egyptians

with his superior weaponry. He became the ruler of Egypt under the name of Pharaoh Rama-Tut.

Rama-Tut had ruled Egypt for about ten years when the superhuman adventurers of the Fantastic Four arrived in a time machine invented by Doctor Doom. The Fantastic Four were captured and were brought before the Pharaoh, who knew of the Fantastic Four from records in his native time period. Rama-Tut used his advanced science to sap the wills of the Fantastic Four. He intended to wed one of their members, the beautiful Invisible Girl, and he put her three teammates, Mister Fantastic, the Thing, and the Human Torch, to work as his slaves. But thanks to Stephen Strange and the West Coast Avengers, who were also present in Egypt at this time, the Thing was freed from the will-deadening effects of Rama-Tut's weapon. He freed his three teammates, and the Fantastic Four fought against Rama-Tut and his forces. Rama-Tut escaped to his now-operative time machine and left Egypt, destroying all evidence of his remaining technology.

On his way through time, Rama-Tut's time machine encountered choral interference (a "time storm"), which forced him to leave the time stream and enter the Twentieth Century. There he found Doctor Doom adrift near the orbit of Jupiter following a battle with the Fantastic Four after their own return to the Twentieth Century. Hoping to induce the disoriented Doom to accept him as an ally, Rama-Tut led Doom to believe that he, Doom, was the ancestor who had invented his time machine. Rama-Tut sent Doom back to Earth in a pre-programmed landing module.

At this point, a divergence occurred, creating two alternate realities, each with its own Rama-Tut. In one reality, Rama-Tut decided after encountering Doom to travel a short time into the past, where he

established a new identity as the Scarlet Centurion, and manipulated the founding members of the Avengers into conquering Twentieth-Century Earth for him. This conquered Earth is not the Earth of "mainstream" history but one that diverged from it. A group of Avengers from the mainstream time line journeyed to this divergent one and thwarted the Scarlet Centurion, freeing that Earth of his rule. A divergent counterpart of the Centurion then fled to yet another alternate time line, where he became a nemesis of the Squadron Supreme.

In the other reality that diverged after Rama-Tut's meeting with Doom, Rama-Tut continued his journey into the future, but, due to turbulence in the timestream, lost control of his time craft. On regaining control, he found himself on the war-torn Earth of 4000 A.D. in an alternate future. There, Rama-Tut renamed himself Kang the Conqueror. He created an empire for himself in that time period and frequently attacked the Twentieth Century.

At sixty years of chronological age, Kang returned to ancient Egypt to a point sometime after he had originally departed from it as Rama-Tut. Reassuming the role of Rama-Tut, he ruled Egypt benevolently for ten years.

Rama-Tut no longer had a working time machine with which he could travel into the future. Knowing that Rama-Tut had helped thwart Kang, his other self, in the latter's attempt to capture the Celestial Madonna, Rama-Tut had himself placed in suspended animation until the Twentieth Century when he did indeed aid the Avengers in thwarting Kang's designs on the Celestial Madonna.

In the course of his struggles with Kang, Rama-Tut encountered the time master Immortus and realized that Immortus was his future self. Journeying to the extratemporal realm of Limbo, he became Immortus.

STATISTICS

A GD (10)
S EX (20)
E GD (10)
R AM (50)
I RM (30)
P TY (6)
 GD (10)

Health: 90

Karma: 46

Resources: RM (30)

Popularity: -5

BACKGROUND

Real Name: Ivan Kragoff

Occupation: Scientist, criminal mastermind

Legal Status: Citizen of the U.S.S.R. in exile

Identity: Secret

Place of Birth: Leningrad, U.S.S.R.

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Former ally of Attuma and Mole Man

Present Group Affiliation:

KNOWN POWERS

Phasing: Unearthly rank. He can alter his appearance to be solid-looking or mist-like.

Talents: Kragoff is a scientist skilled in the fields of rocketry, engineering, physics, and animal training.

Contacts: His three trained Super Apes. In his initial exploits, the Red Ghost was a favored minion of the Soviet Politburo. He has formed temporary alliances with the Mole Man, Attuma, and the Unicorn.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Red Ghost, while once a patriot for Communism, is now a paranoid recluse. He prefers to avoid all superheroes if possible, but if he must fight, he will go for the kill to prevent information about him from being released. Kragoff is currently engaged in small crimes, the profits from which go toward rebuilding his scientific devices.

HISTORY

Ivan Kragoff, a scientist working for the Soviet government, had distinguished himself among party leaders with his

advanced theories on cosmic radiation and its mutagenic effects. These theories were based in large part upon his observation and study from afar of America's Fantastic Four, who had gained their superhuman powers from exposure to cosmic rays. Kragoff calculated that the circumstances that caused the high radiation levels that gave the Fantastic Four their superhuman powers were about to be repeated. He proposed to party leaders that he and a team of trained simians be sent in a spaceship into Earth orbit to be exposed to cosmic radiation in the hopes that they too would develop superhuman abilities.

Unknown to Soviet officials, however, Kragoff timed his launch to coincide with a mission that the Fantastic Four's leader Reed Richards, alias Mister Fantastic, had planned to the mysterious Blue Area of the moon. Kragoff intended to journey there himself and use whatever superhuman powers he might develop to defeat the American scientist, whom he fiercely envied.

Kragoff launched his spaceship, and during a cosmic ray storm he gained the ability to make himself intangible at will. His three trained simians—a gorilla, an orangutan, and a baboon—gained supersimian abilities at the same time.



Kragoff dubbed himself the Red Ghost.

Both the Fantastic Four and the Red Ghost's group landed on the Blue Area of the moon, which proved to be an ancient blue city constructed by the alien Kree. The Red Ghost and his simians attacked the Thing, but the battle was halted by Uatu, a member of the race of Watchers, who had made his base in the Blue Area. The Watcher decreed there be a battle between the Fantastic Four and the Red Ghost and his simians. Mister Fantastic defeated the Red Ghost, and the Watcher, impressed with the Fantastic Four, gave them his blessings.

Sometime later, the Red Ghost forced the Fantastic Four to return to the moon for a rematch. He was again defeated at the site of the Blue Area, and at the end of the battle, fell into a matter transporter belonging to the Watcher. This device teleported Kragoff back to the Soviet Union.

The Red Ghost somehow recovered his simians, and they attempted to attack the Fantastic Four on the day of Reed Richards' wedding to his partner, Susan Storm. Kragoff and the simians were teleported to an unknown location by one of the Watcher's machines, and Soviet authorities again impounded the simians. Kragoff escaped imprisonment, but he was erroneously informed that the simians had been killed.

Somehow the Red Ghost discovered that his original super-simians were still alive and recovered them. He experimented with a cosmic-ray intensifier to attempt to increase his own superhuman powers but instead unintentionally caused himself to be unable to leave a state of intangibility. He had his super-simians kidnap Anthony Stark and forced him to build a "cosmitronic cannon" and return him to a tangible state. But when next Kragoff became intangible, his atoms began to disperse as a side effect of his treatment with the cannon. But Kragoff's consciousness managed to force his atoms to remain together, although his body remained in an intangible state.

Months later, Mister Fantastic went into space to expose himself to cosmic radiation to revitalize his own powers. Unknown to Richards, Kragoff, still intangible, was also aboard the spaceship, and the cosmic radiation restored his powers to what they originally had been. The Red Ghost could again become tangible or intangible at will. He even gained the power to make other objects in his vicinity intangible.

The Red Ghost again regained his super-simians and has subsequently clashed twice with Spider-Man. The Red Ghost and his super-simians are currently still at large.

THE SUPER-APES

IGOR

STATISTICS

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

Health: 60

Karma: 18

Resources: N/A

Popularity: 0

KNOWN POWERS

Shapeshifting: Amazing ability, but he is limited to shapes roughly equal to his normal size. If he attempts to resemble a human or humanoid, he can only make baboon sounds.

Talents:

Igor is trained to assist in lab work and in operating spaceships. While it was originally thought the Super-Apes needed the Red Ghost's direct control, they can now function independently of a human controller.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Igor is a well-trained baboon. While he now possesses the rudiments of human intelligence, his animal nature still controls his temperament.

MIKLHO

STATISTICS:

F	GD (10)
A	GD (10)
S	AM (50)
E	IN (40)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 110

Karma: 18

Resources: N/A

Popularity: 0

KNOWN POWERS

True Invulnerability: Incredible protection against physical and energy attacks

Talents: Miklho is trained to assist in laboratory work and rocketship piloting

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Miklho is a lowland gorilla. Although he has a rudimentary human intelligence, his animal nature still controls his temperament.

PEOTOR

STATISTICS

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

Health: 76

Karma: 18

Resources: N/A

Popularity: 5

KNOWN POWERS

Magnetism: Amazing power to attract and repel metallic objects.

Talents: Peotor is trained to assist in laboratory work and to pilot a rocketship

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Although he now possesses a rudimentary human intelligence, his orangutan nature controls his temperament.

STATISTICS

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

Health: 110

Karma: 22

Resources: TY (6)

Popularity: -10/25 (to the Russian people)

BACKGROUND

Real Name: Alexi Shostakov

Occupation: Former test pilot, special operative for the intelligence agencies of the Soviet Union and of the People's Republic of China

Legal Status: Citizen of the U.S.S.R. with no criminal record

Identity: Secret, known to his superiors in Soviet and Communist Chinese intelligence

Place of Birth: Moscow, U.S.S.R.

Marital Status: Married

Known Relatives: Natalia "Natasha" Romanova (wife)

Base of Operations: Various KGB and military headquarters in the Soviet Union, later a secret base in the People's Republic of China

Past Group Affiliation: KGB

Present Group Affiliation:

KNOWN POWERS

Belt Disc: The Red Guardian wore a disc of Remarkable strength material which he could throw up to 3 areas away to inflict Remarkable Blunt Damage. Magnets within the disc and his belt allow him to recover it in the same round that he throws it.

Talents: The Red Guardian was a Weapons Specialist with his belt disc, allowing him to hit with Amazing Agility. He was trained in Martial Arts A, B, and E, Acrobatics, Tumbling, and Wrestling. He has the Pilot skill.

Contacts: The Red Guardian was a trusted agent of both the KGB and the Red Chinese intelligence agencies.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Despite his career as a KGB lackey, the Red Guardian had a strong sense of honor. In his battles with Captain America, he refused to take advantage of the Captain when the latter had been struck down from ambush.

HISTORY

Alexi Shostakov was one of the Soviet Union's most acclaimed test pilots. Because of his extraordinary skill, Shostakov was chosen for the most secret and dangerous flight tests for the Soviet Union. However, the Soviet state-controlled news media greatly publicized certain other missions of his, and Shostakov was decorated as a Hero of the Soviet Union. Shostakov was also successful in his private life, having married the equally famous ballerina Natalia (familiarily known as Natasha) Romanova.

It was decided at the KGB, the department of the Soviet government which serves as its intelligence agency and secret police, that the Shostakovs would make particularly good special operatives. While Alexi Shostakov was away from home on a mission, he was informed of the state's new plans for him and told that from then on he could have no contact with any of his past friends and acquaintances, or even his own wife. Meanwhile, a Soviet official told Natalia Shostakova that her husband had died in the explosion of an experimental rocket he was testing. Distraught, Natalia Shostakova said that she wanted to do something to be worthy of the memory of her heroic husband. The KGB had anticipated her reaction and was able to immediately put her into training to become the spy known as the Black Widow. Eventually the Black Widow, who was again using her maiden name, defected to the United States.

The KGB trained Alexi Shostakov to become the Red Guardian, a special costumed agent who was intended to be the Soviet Union's

counterpart to Captain America. During the years of his training, Shostakov became a cruel, ruthless man, very different in personality than he was while living with his wife.

The People's Republic of China developed a device called the psychotron, which could induce mass hallucinations. This gave the Red Chinese a weapon against which the United States and the Soviet Union had no defense, letting them conquer one of these superpowers, eliminating it as a rival and threat. However, the Red Chinese needed a means of bringing psychotrons within range of the countries they intended to conquer. They realized they would need the submarines of one nation to carry the psychotrons near the shores of the other. Deciding that the Soviet Union would help them conquer another country, the Red Chinese government informed the Soviets about the psychotron and their plan to conquer America. Intrigued at the idea of so easily ending their rivalry with the United States, the Soviet Union sent a high-ranking military officer, General Yuri Brushov, and Shostakov, now known as the Red Guardian, to the secret military base in China where the prototype of the psychotron was kept. Brushov was to determine the effectiveness of the machine, and the Red Guardian was to protect both him and it. For this assignment, the KGB made the Red Guardian subject to orders from Colonel Ling, the head of the Red Chinese military base; the Red Guardian had had no previous contact with Brushov.

The Black Widow came to the base on a mission for SHIELD, and was captured. Her then current lover Hawkeye followed her, along with fel-

low Avenger Hercules. The Red Guardian captured Hawkeye and lured Hercules into the psychotron, where he was beset with hallucinations. The Red Guardian then unmasked before Hawkeye and the Widow, and she realized with horror that he was her husband. The Avengers, led by Captain America, arrived at the base, and the Red Guardian saw his long-awaited opportunity to prove himself the superior of his American counterpart, and the two fought.

Captain America was defeating the Red Guardian when Ling electrified a grid that the captain was standing upon, rendering him unconscious. The Red Guardian was outraged at Ling's action. The Black Widow escaped and climbed toward the nerve center of the psychotron to destroy it. The Red Guardian, who still loved her, tried to stop Ling from killing her, but Ling shot him instead. The Widow used her electronic "widow's bite" to destroy the psychotron, thereby also starting explosions and fires in the complex. Ling saw Hercules carrying the unconscious Captain America to safety and, determined on vengeance, aimed a laser gun at the Captain. However, the dying Red Guardian would not allow Ling thus to kill a brave but helpless opponent, and with his last energy, shoved Ling's gun aside. The laser beam hit some gas pipes, and the resulting explosion and fire triggered an eruption of the supposedly dead volcano upon which the base had been built. The base, including the Red Guardian and Ling, was consumed in the resulting catastrophe, while the Black Widow, Hawkeye, Hercules, Captain America, and the other Avengers all returned safely to the United States.

STATISTICS

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

Health: 100

Karma: 60

Resources: PR (4)

Popularity: 0

BACKGROUND

Real Name: Dr. Tania Belinskya

Occupation: Neurosurgeon

Legal Status: Citizen of the U.S.S.R. with no criminal record

Identity: Known to Soviet Intelligence

Place of Birth: Leningrad, U.S.S.R.

Marital Status: Single

Known Relatives: Dr. Andrei Belinsky (father)

Base of Operations: Mobile

Past Group Affiliations: Defenders; partner of Sergei Krylov, the Presence

Present Group Affiliation:

KNOWN POWERS:

Belt Disc: Tania's belt disc could be thrown or wielded in hand-to-hand combat to do Excellent Edged damage. The device lacks the magnetic retrieval capability of the first Red Guardian's.

Nuclear Form: After her transformation, the Red Guardian was permanently irradiated and gave off Remarkable levels of radiation at all times, within a 2-area range. She mastered the following Power Stunts:

- Flight at Incredible speed (20 areas/round)
- The ability to fire Energy of Amazing damage up to 5 areas away
- The ability to generate a heat shield providing her with Incredible protection against physical attacks. Any physical object of less than Incredible material would melt in contact with the shield
- Absorption of radiation of up to Unearthly levels

Talents: Tania had the Thrown



Weapons talent, and was trained in Martial Arts A & E, as well as Acrobatics and Tumbling. She was a skilled neurosurgeon with the Medicine and First Aid talent. She spoke fluent Russian.

Contacts: Tania helped the original Defenders on several occasions. She became the partner of the Presence (Sergei Krylov).

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Before her transformation, Dr. Belinskya was a dedicated physician, using all of her talents and skills to help the helpless and infirm, no matter the cost. It is difficult to determine what effects her transformation has had on her personality, or whether she is yet free of the Presence's mental domination.

HISTORY

Dr. Tania Belinskya was the daughter of Dr. Andrei Belinsky, a leader of the Soviet dissident movement which protests the repressive policies of the Soviet Union. Despite her youth, Belinskya herself had become one of the world's greatest and most renowned neurosurgeons. After her father was exiled to Siberia for his public denunciations of Soviet policies, Belinskya decided to adopt a secret costumed identity, unknown to the state, in order to help other dissidents and to fight crime. Belinskya named herself after the deceased Red Guardian, a special intelligence operative for the Soviet government, and modeled her costume after his. She knew the original Red Guardian had been intended to be the Soviet Union's counterpart to Captain America. She, too, intended to be her own country's version of Captain America, but whereas the original Red Guardian served the policies of the state, she would attempt to uphold the spirit of liberty which Captain America represented and which the Soviet Union suppressed.

Belinskya was motivated by a deep love of her native country and a desire to move it towards liberalization.

Dr. Stephen Strange obtained permission for Belinskya to come to the United States to perform a complicated operation on Kyle Richmond, who was also known as Nighthawk. After completing the operation, Belinskya went into action in America as the Red Guardian when Richmond was abducted from the hospital by the Plantman. She acted as a member of the superhuman team of adventurers known as the Defenders for the rest of her time in the United States. After having been shunned in the Soviet Union for years because of her father's opinions, Belinskya found her first true friends in her colleagues in the Defenders.

Belinskya was forced to return to the Soviet Union by Sergei Krylov, also known as the Presence, a brilliant scientist who had become a powerful figure in the Soviet government. Krylov had selected Belinskya as the woman he believed most worthy to be his mate once he had achieved his goal of transforming himself into a superhuman being. Krylov placed Belinskya's mind under his mental domination. Through exposure to cobalt radiation and a nuclear explosion, Krylov transformed both himself and Belinskya into superhumans capable of generating nuclear energy and using it in various ways. The Defenders battled the Presence and the entranced Red Guardian.

Belinskya succeeded in regaining control of her mind during the battle and demanded that Krylov leave her, claiming that he did not truly love her, and was trying to force her into his own image. Krylov really did love her, but departed, crushed. Since in her new form Belinskya emitted harmful radiation constantly, she allowed herself to be taken into custody by the Soviet government, which kept her in a chamber at a research institute.

But later, the Presence was sighted back in the radioactive Siberian area called the Forbidden Zone, where Krylov had detonated a nuclear bomb in order to transform himself into his superhuman state. The Red Guardian, released to investigate, found him battling a gargantuan life form created by Krylov's past genetic engineering and mutated by nuclear waste. In fighting the life form beside Krylov, Belinskya began to fall in love with him, and she chose to remain in the Forbidden Zone with him.

Later, the renegade Soviet scientist Professor Pieter Phobos used means of his own to drain energy from the Presence and the Red Guardian in order to extend the Forbidden Zone's radiation over all of the Soviet Union. In order to thwart this plan, the Presence and Red Guardian absorbed the radiation of the Forbidden Zone into themselves. They then left Earth, claiming that they would transform themselves into inert matter once they were far from this planet. Whether this is truly their final fate remains unknown.

STATISTICS:

F EX (20)
A TY (6)
S AM (50)
E UN (100)
R RM (30)
I TY (6)
P FE (4)

Health:176

Karma: 40

Resources:GD (10)

Popularity:0

BACKGROUND

Real Name: Dr. Earl Cowan

Occupation: Robotics Technician

Legal Status: U.S. citizen judged legally insane

Identity: Known to the authorities

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Employee of Stark International, Detroit

Present Group Affiliation:

KNOWN POWERS

Robotic Body: The Red Ronin automaton is a huge robot. It has Monstrous protection against physical and energy attacks. It stands over 100-feet tall, giving it Shift-Z Growth and a +3 CS to be hit. The robot can move at Typical land speed (3 areas/round) or fly at Excellent speed (10 areas/round)

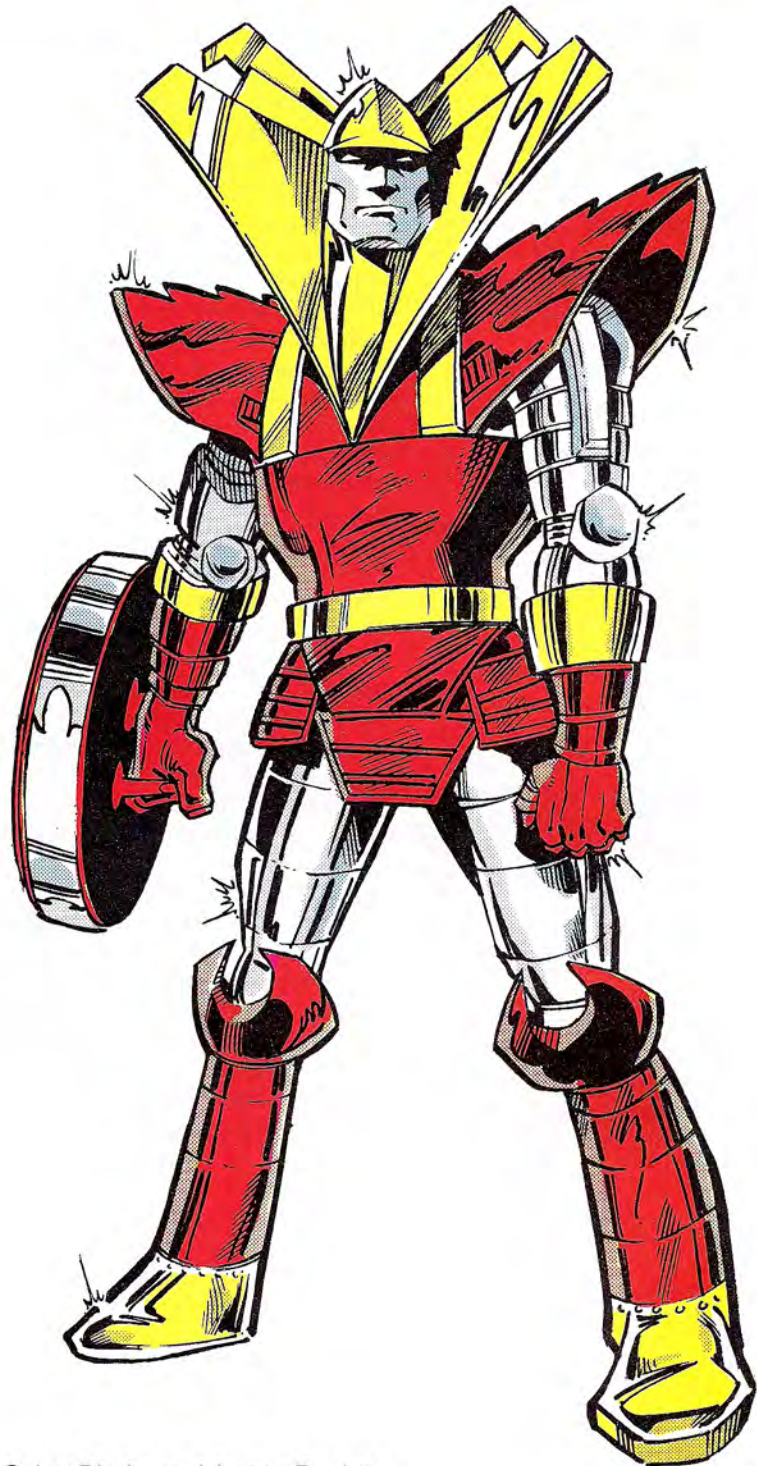
The Red Ronin robot is controlled cybernetically, and therefore possesses the mental statistics of its operator. The user sits in a control cabin within the helmet and mentally directs the robot's actions.

The robot can be accessed by hatches in the feet or an emergency hatch in the rear of the helmet. The interior is a maze of conduits and cables.

Solar Blade: Red Ronin wields a solar blade from his shield that can do Monstrous energy damage. It has no range, but the blade extends out to 3 areas.

Gatling Laser Device: Red Ronin can use his shield to project a laser beam capable of doing Amazing damage to a range of 10 areas.

Shield: The shield which Red Ronin uses, as well as allowing him to use



the Solar Blade and Laser Device, can generate a magnetic field giving him Remarkable protection against energy attacks. It can also be thrown 2 areas away for Monstrous Thrown Blunt damage.

Power Blaster: Red Ronin's left hand gauntlet can fire an electron beam capable of doing Incredible damage.

Talents: Earl Cowan has the Electronics, Physics, and Computer talents.

Contacts: Cowan was a former employee of Stark International, but he is not on good terms with them after his rampage.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Cowan was mentally unstable, believing that the only way to save the world was to start World War III. This obsession blinded him to the obvious, such as the fact that in all likelihood there would be no survivors of such a war to unite into one nation. An inferior technician, he preferred to rely on the brute force of the Red Ronin construct.

HISTORY

The Red Ronin is a hundred-foot-tall robot designed by Dr. Yuriho Takiguchi and built at Stark International's Detroit factory for the express purpose of subduing the mutated dinosaur called Godzilla. Although it was intended that the robot would be piloted by an agent of SHIELD, Takiguchi's young grandson Robert sneaked aboard the huge automaton and donned the cybernetic helmet by which the robot's actions are controlled. The robot's computer system calibrated itself to the boy's brain patterns, making the robot inoperable by anyone except the young Takiguchi without time-consuming reprogramming. Robert Takiguchi named the robot "Red Ronin," after the Japanese word for a samurai without a master.

When Godzilla escaped from

where it was being held, Robert reentered the mammoth robot and activated it. Robert Takiguchi believed Godzilla was not evil, just misunderstood, and he hoped to use the robot to protect Godzilla from accidentally destroying a nuclear arsenal. Inside Red Ronin, Takiguchi managed to remove Godzilla from the missile base, but due to SHIELD intervention, he was unable to drop the creature into the middle of the sea. Instead, they both plunged into San Diego's harbor, and continued their battle there. The boy eventually convinced the monster that he meant it no real harm, and he allowed it to escape inland, to SHIELD's consternation. When Godzilla was reported to be in Nevada, in combat with a huge mutated prehistoric hominid dubbed Yetrigar, after the legendary shaggy men thought to live in the mountains of Japan, Robert sneaked into Red Ronin again and followed the trail. Entering the battle, the Red Ronin tried to keep both creatures from harm, but Robert Takiguchi finally decided to bury Yetrigar beneath a rockslide in order to save Godzilla. Ashamed of his actions, Takiguchi fled.

Shortly afterward, he returned to the fray in Red Ronin in order to help Godzilla repulse an invasion by the alien Megans who dispatched Godzilla-scale monsters to rampage outside Salt Lake City. However, Red

Ronin's robotic head was severed from its body in the fray. Robert Takiguchi was unharmed.

The Red Ronin robot was shipped by train back to Stark International's Detroit plant where Dr. Earl Cowan was given the task of repairing and reprogramming the giant automaton. Unknown to the Stark management, Dr. Cowan was mentally unstable, and when told he would have to give the robot to the testing crew, Cowan slew his immediate superior and hijacked the robot. Flying the robot to New York, Cowan was attacked by the Avengers and SHIELD. Cowan's intent was to attack the U.S.S.R. in order to start World War III so that humanity would be united in its struggle to survive nuclear holocaust. Apparently, Cowan did not realize that it would be quicker to fly over the North Pole to the U.S.S.R. and so he passed over New York. After a protracted battle, the Avengers managed to stop Red Ronin by using its own laser blade against it to carve it to pieces. Miraculously, no one was killed during Red Ronin's rampage through the Bronx and Queens, and its parts were taken into custody by SHIELD. Dr. Cowan was institutionalized. It has been rumored that SHIELD has contracted Stane International, the successor to Stark International, to reassemble Red Ronin for emergency use.

STATISTICS

F EX (20)
A EX (20)
S GD (10)
E RM (30)
R RM (30)
I EX (20)
P MN (75)

Health: 80

Karma: 125

Resources: IN (40)

Popularity: -75

BACKGROUND

Real Name: Johann Schmidt

Aliases: Bettman P. Lyles, the Agent of a Thousand Faces (whom he once impersonated in World War II), The Man (head of the People's Militia), Clyrus Fenton, Teacher, Tod March (president and owner of Galactic Pictures)

Occupation: Former beggar, thief, laborer and bellboy; later terrorist leader for the Third Reich and would-be world conqueror

Identity: Secret

Legal Status: Citizen of Germany sought by legal authorities worldwide

Place of Birth: an unidentified village in Nazi Germany

Marital Status: Single

Known Relatives: Hermann Schmidt (father, deceased), Martha Schmidt (mother, deceased), Mother Superior (daughter)

Base of Operations: Nazi Germany; later many hidden bases throughout the world

Past Group Affiliations: Special operative of the Third Reich in World War II, former leader of Nazi subversives throughout the world, former ally of THEM and AIM, former leader of the Nevada-based fragment of HYDRA, leader of the People's Militia (now defunct), former partner of Hate Monger I

KNOWN POWERS

Weapons: The Red Skull used a number of weapons during his career. The following are among the most noteworthy:

- A Remarkable intensity poison known as the "Dust of Death" that caused those failing an Endurance FEAT to die, with their heads changing to resemble a red skull. He could fire the dust in a pellet form from a specially designed handgun.

- The "Skull Infection" was a mutated disease of Remarkable intensity that caused any victim failing an Endurance FEAT to resemble the Red Skull and become more susceptible to his Mind Control devices (-3CS on all Psyche FEATs.)

- He made use of various Amazing Mind Control devices.

- Pre-programmed war machines (known as "Sleepers") were created by the Third Reich to be used against their allies in the event of their defeat. These machines, which were controlled by the Red Skull for his plans of world conquest, have Monstrous physical stats and Incredible material strength.

Mother Superior: The Red Skull aged his daughter, Mother Superior, and her compatriots, the Sisters of Sin, and gave them superpowers. His daughter, easily the deadliest of the group, had the following characteristics:

F A S E R I P
RM RM GD RM GD GD AM

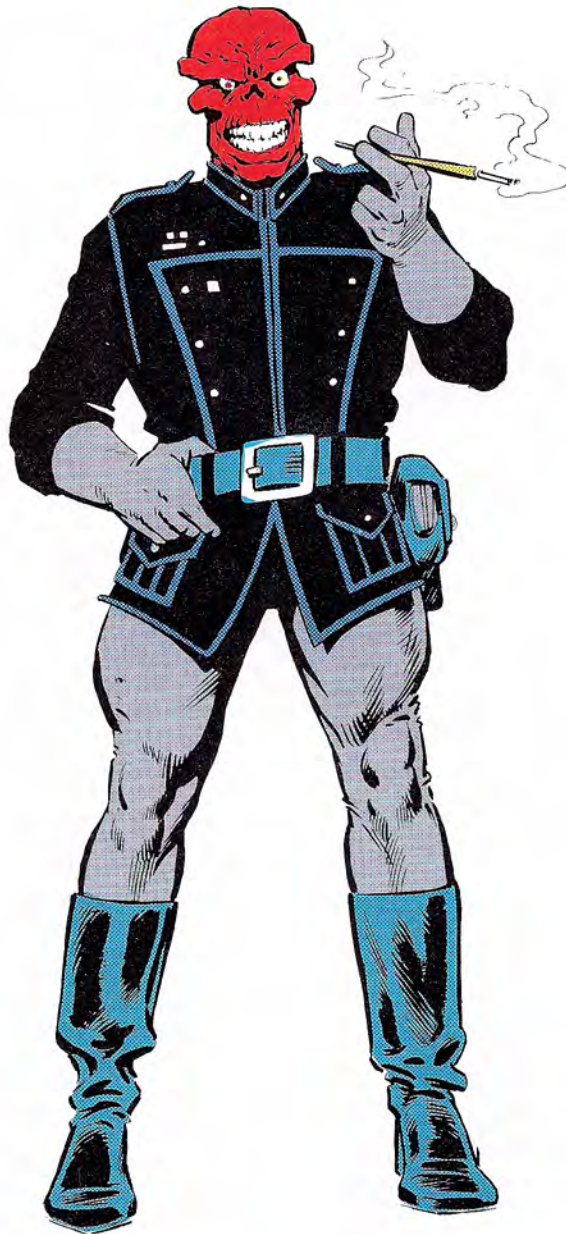
Health: 100

Karma: 70

KNOWN POWERS:

Psionics: Mother Superior was a telepath of Amazing ability, and could project bolts of mental force with Monstrous Ability.

Red Skull II: There still exists a second Red Skull, a communist spy of the 1950s, who, now that the original is dead, is active once more. He imitates the devices of the original wherever pos-



sible but is not as brilliant. He has the following characteristics:

F A S E R I P
GD GD GD EX EX GD EX

Health: 50

Karma: 50

Resources: EX (50)

Popularity: -30

Talents: The Red Skull has the Leadership, Marksmanship, and Martial Arts A, C, and E talents.

Contacts: Red Skull used a number of superpowered individuals and organizations as his "allies" (pawns) during his years of evil, including: AIM, Hate Monger, Baron Zemo, and Arnim Zola.

ROLE-PLAYING NOTES

Evil once had a name on Earth, the name of the Red Skull. Unlike Dr. Doom, who always justifies his actions, or ignores morality, the Skull knew that he was evil; knew it and relished it. His goal was not just world conquest (though he wanted that) but the utter destruction of the spirits of all the valiant people who would oppose him, especially that of Captain America. The world is a better place for the Skull's death.

HISTORY

Johann Schmidt, the Red Skull, was the son of a coarse, drunken German who committed suicide.

Johann ran away from the orphanage when he was seven years old and lived in the streets as a beggar and a thief. As he grew older, he worked at various menial jobs but spent most of his time in prison for crimes ranging from vagrancy to theft.

As a young man, Schmidt was from time to time employed by a Jewish shopkeeper, whose daughter, Esther, treated Schmidt kindly. Seized with passion for her, Schmidt tried to force himself upon her, only to be rejected. In unthinking fury, Schmidt murdered her, and discovered an outlet for the rage at the world that had been building up in him throughout his young life.

After the Nazis came to power in Germany, Schmidt was working in a hotel where he encountered the dictator of Germany's Third Reich, Adolf Hitler. Hitler declared that he would make the bellboy into a "perfect Nazi" who would serve as his right-hand man. Schmidt eagerly agreed to do whatever Hitler wished.

Hitler personally took over Schmidt's training. He gave Schmidt a lifelike red skull-like head mask and named him the Red Skull. The Skull was answerable only to Hitler himself.

The Skull undertook a wide variety of missions for Hitler, most of which involved the Skull's specialty, the spreading of terror. In the early 1940s, the United States government created the costumed persona of Captain America so that there would be a costumed counterpart to the Red Skull.

Hitler gave his protegee free rein to fight his fight around the world. The Skull was particularly interested in procuring technological weapons that could be used for the purposes of subversion and warfare. During the war, he stole plans for the "nullatron," a device that could control human minds, adapted a space-warping device developed by the cyborg scientist code-named Brain Drain, and commissioned Nazi scientists to develop a projector which could encircle and suspend sections of cities within spheres of energy.

After the renowned military officer Baron Wolfgang von Strucker had a falling out with Hitler, the Red Skull sent Strucker to Japan to found an organization that would prepare the way for takeovers in the Far East under the Skull's leadership. In the Far East, Strucker joined a subversive organization that came to be known as HYDRA, broke his ties with the Skull, became head of HYDRA, and built it into a major threat.

As World War II raged on, Hitler vowed that if he could not conquer the world, he would destroy it. To help him achieve this end, the Skull proposed the construction of five gigantic war machines, to be called the Sleepers, which would be hidden in various locations while they generated and stored the power they would need, and then be released at a future date, *Der Tag* ("The Day"), to destroy the Earth if the Allies won. Hitler enthusiastically instructed the Skull to construct the Sleepers, unaware that the Skull intended to use them to conquer the world himself if Hitler's Third Reich fell.

The Allies secretly parachuted Captain America into beleaguered Berlin to investigate *Der Tag*. There he tracked the Skull down to his hidden bunker. In the ensuing fight, the Skull was seriously hurt and partially buried in debris. Thinking he was dying, the German defiantly told Captain America that the Sleepers would avenge the Nazis' defeat. Just then, an Allied bomb landed on the bunker, causing a cave-in that Captain America barely escaped. Support pillars that crisscrossed over the Red Skull saved him. The cave-in released an experimental gas from canisters in the bunker which put the Skull into suspended animation during which his wounds slowly healed.

In the 1950s, while the original Red Skull lay hidden in suspended animation, the Communist leader of an Algerian-based

spy ring posed as the Red Skull, in which guise he battled Captain America IV. Since the original Red Skull's return, the Communist Skull has remained hidden in Algeria. The current whereabouts and activities of the second Red Skull, if he is still alive, are unknown.

Some years ago, the original Red Skull was found by a search team sent by the subversive organization called THEM, which was actually the ruling council of HYDRA, headed by Baron Strucker. Strucker carefully concealed his identity from the Skull after the latter was revived. By this time the first three Sleepers had already been destroyed by the original Captain America. The Skull agreed to cooperate with THEM and did so just long enough to steal the Cosmic Cube from a subsidiary organization. This theft led to the Skull's first postwar clash with the original Captain America, who again defeated him. Many clashes followed as the Red Skull tried to pursue his aim to dominate the world.

Seeking an heir, the Red Skull fathered a daughter by a washerwoman on Exile Island relatively soon after his revival. This woman died in childbirth. The Red Skull had the mansion called Skull House built and raised the child there. Through advanced biological means he caused her to reach adulthood within an unnaturally short period of time and endowed her with superhuman powers. He named her Mother Superior.

Recently, the Red Skull discovered that the effects of the experimental gas that had kept him from aging while he was in suspended animation were reversing themselves; as a result, he aged at an unnatural rate of speed until his physical age matched his chronological one, making him so elderly that he would soon die of old age. Determined that he and Captain America should perish together, the Skull managed to feed the superhero a chemical that caused him, too, to age at an unnaturally rapid rate. Skull captured the now-elderly Captain America and injected both of them with a poison that gave them only hours to live. The two ancient adversaries engaged in hand-to-hand combat, and one final time Captain America overpowered the Skull. Defeated, the Skull finally expired from old age. Captain America was cured and returned fully to normalcy.

Since then, the criminal Doctor Faustus was apparently attacked by the ghost of the Red Skull after Faustus used holographic images of the Skull against Captain America.

Thus, the Red Skull, after so many escapes from apparent death, seems to be truly deceased at long last. But whether the evil of the Red Skull has truly passed from the Earth remains to be seen.

STATISTICS

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

Health: 80

Karma: 70

Resources: TY (6)

Popularity: 5

BACKGROUND

Real Name: Will Talltrees

Occupation: Former soldier, former construction worker, now professional adventurer

Legal Status: U.S. citizen with no criminal record

Identity: Secret

Place of Birth: Wolf Point, Montana

Marital Status: Single

Known Relatives: Thomas (father, deceased), Rebecca (mother, deceased), William (uncle)

Base of Operations: American Southwest

Past Group Affiliations: Rangers

Present Group Affiliation:

KNOWN POWERS

Weapons: Red Wolf carries two weapons. The first is a 6-foot-long wooden coup-stick (fighting staff) which can be used as a bludgeon or as a javelin to do 10 points of Blunt damage and be thrown up to 3 areas. The second weapon is a flint-edged tomahawk which can inflict 10 points of Edged damage or 16 points Blunt damage. Both items have Remarkable material strength.

Wolf: Red Wolf has a trained wolf, Lobo, with the following statistics:

F A S E R I P
EX GD GD GD FE FE TY

Health: 50

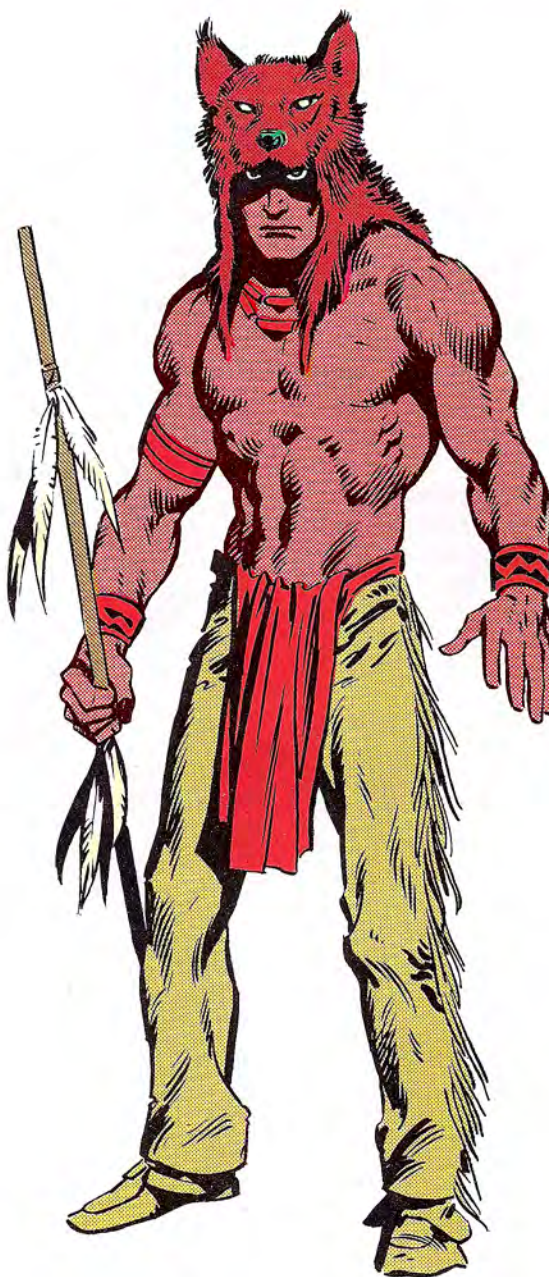
Karma: 10

Good Edged Damage

Lobo is trained to follow Red Wolf's verbal commands, and can track with Excellent ability.

Talents: Red Wolf has Wrestling, Thrown Weapons, and Acrobatics. He has had Military training, and can track at Excellent rank.

Contacts: Red Wolf is a member of



the Rangers. He has worked with the East Coast Avengers.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Red Wolf is a stern, no-nonsense type of superhero. In a fight he prefers to come across as a grim champion of the Indian people. He does not make wisecracks during a battle and is not a particularly showy fighter, preferring to dispatch his opponents as quickly and effectively as possible.

HISTORY

Among the Cheyenne Indians of the American Plains is the widespread belief in Owayodata the Wolf-Spirit. This spirit, one of the Native American gods, is an entity on the order of the Asgardians or Olympians, but generally chooses to imbue his essence and attributes within a human host, rather than to physically materialize on the earthly plane. Within the bloodline of a certain Cheyenne family, Owayodata has often chosen to manifest himself, creating a quasi-superhuman champion of the people called the Red Wolf. How long the Wolf-Spirit has been manifesting himself in this way is not known, nor is why he has chosen the particular bloodline he has.

The first Red Wolf was said to have tamed the first horse, and driven his people's enemies such as the Sioux from the plains so that the Cheyenne would have a land of their own. The first Red Wolf about whom there are historical details is the young full-blooded Cheyenne who, after his tribesmen were massacred by the U.S. Army cavalry, was raised

by a kindly white couple who named him Johnny Wakeley. Wakeley became an orphan again when Indians slaughtered his foster parents. Pursued by renegade members of his own tribe, Wakeley stumbled into a spot where the ceremonial garb of the Red Wolf was buried. There he was visited by the spirit Owayodata. Bidden to don the ceremonial garb and given the totem of power, the coup-stick, Wakeley became the latest incarnation of the Red Wolf. A wolf, Lobo, joined him at the burial place. As the Red Wolf, Wakeley used the great skills and prowess he had acquired from Owayodata to try to bring peace between the white and red peoples. How he eventually met his demise has not yet been recorded.

In the latter half of the Twentieth Century, another man assumed the mantle of Red Wolf. Will Talltrees, the son of Thomas Talltrees, one of the Cheyenne tribal leaders, grew up on a reservation, hearing tales of the Red Wolf from the spiritual leaders of the tribe. Reaching adulthood, Talltrees left to enlist in the U.S. Army, and after serving his time, he became a construction worker in New York City. Returning home, Talltrees witnessed his father being intimidated into selling his property

by a corrupt businessman, Cornelius van Lunt. That night Talltrees became the sole survivor of the massacre of his family at the hands of Lunt's henchmen. Swearing vengeance, Talltrees donned the ceremonial garb of the Red Wolf kept by his tribe's spiritual leaders and performed the ritualistic dance he had once witnessed as a youth. He was then visited by Owayodata, and imbued with his spiritual legacy. Talltrees soon found a wolf cub whom he named Lobo and trained to be his companion, as in the legends of the previous Red Wolves. Stalking van Lunt back to New York, Red Wolf exacted vengeance from him with the aid of the Avengers. Upon his return to the Southwest, he began a career as a masked vigilante and champion of freedom.

Red Wolf was one of several heroes of the American Southwest who responded to a distress call from Rick Jones to rescue the Hulk from the Corrupter. He remained with the loosely organized group that came to be known as the Rangers. Recently the Rangers were pitted against the West Coast Avengers by a demon in Shooting Star's form. With the disappearance of the real Shooting Star, and Firebird's departure, the Rangers have disbanded.

STATISTICS

F	RM (30)
A	EX (20)
S	MN (75)
E	AM (50)
R	GD (10)
I	TY (6)
P	PR (4)

Health: 175

Karma: 20

Resources: PR (4)

Popularity: -15

BACKGROUND

Real Name: Unrevealed

Occupation: Professional criminal

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

Identity: Known to the authorities

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Former ally of the Leader, former partner of the Abomination, former member of Egghead's Emissaries of Evil, member of the Sinister Syndicate

Present Group Affiliation:

KNOWN POWERS

Body Armor: The Rhino's suit provides him with Amazing protection from physical attacks and Remarkable protection from energy, heat, and acid attacks. The horns on the headpiece can do Remarkable Edged damage.

Charging: The Rhino can move up to 4 areas per round in a straight line. He receives a +2 CS when Charging and his Body Armor provides with him Unearthly protection against damage he might take from charging.

Contacts: In the past, the Rhino has been a pawn of the Leader, a former partner of the original Abomination, and a member of Egghead's Emissaries of Evil. He is currently a member of the Synister Syndicate, whose other members consist of Boomerang, Hydroman, the Beetle, and Speed Demon.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Originally a small-time muscle man for the mobs, the man now known as the Rhino has as his primary goal the

desire to remove the suit in which he has been imprisoned for many years. He cooperated with the Thing when it looked as if he could gain help at Project: Pegasus, but when they proved unsuccessful, he returned to crime as a means to pay for further operations.

HISTORY

The man who would become the Rhino was a small-time muscle man who worked miscellaneous jobs for professional criminals. He was then hired by two foreign-born spies to be the subject of an experiment to develop a superhumanly powerful assassin. They selected him because of his muscular physique and low intelligence, which they believed would insure his loyalty. He was subjected to several months of chemical and radiation treatments which ultimately granted him superhuman strength. A team of specialists, in the meantime, had developed a material of extraordinary toughness and coarseness, like a rhinoceros's hide, and fabricated a skin-tight bodysuit out of it. The strength-augmented musclemans was given the codename Rhino.

The spies who transformed the Rhino assigned him to abduct John Jameson, son of *Daily Bugle* publisher J. Jonah Jameson and an astronaut in the United States Space Program, for the purpose of "sale" to the highest bidding nation. Feeling cocky, the Rhino turned on his benefactors and destroyed their headquarters. The Rhino then attempted the Jameson kidnapping under his own initiative.

Spider-Man intervened and defeated the Rhino during the attempt. The Rhino was placed in a special state correctional hospital where he was kept under heavy sedation. After a few weeks, between doses of sedative, the Rhino broke out of the hospital and escaped, seeking revenge upon Spider-Man. Spider-Man again defeated him, using a specially-formulated version of his web fluid, devised with the aid of Dr. Curt Connors, which contained encapsulated acid pellets whose containers dissolved upon contact with air. The special webbing rendered the Rhino's costume weak and brittle, depriving him of needed impact

resistance. The Rhino was recaptured, tried, and convicted.

The Rhino's sentence was commuted. Discharged, he was again approached by the spies who had transformed him, apparently bearing no malice over his previous betrayal. They offered to strengthen him using a gamma-ray process. They had also devised an improved, acid-resistant material rhinoceros suit. Having no other prospects of gainful employment, the Rhino accepted the offer. The new series of radiation treatments were successful in doubling the Rhino's previous strength level. The augmented Rhino's first mission was to abduct Dr. Bruce Banner, an authority on biochemical gamma-ray experimentation, who was also the Hulk. The spies planned to coerce Banner into developing an army of gamma ray-treated, superhuman assassins. When the Rhino tried to abduct Banner, Banner transformed into the Hulk and overpowered the Rhino. Again, he was sent to a state facility and was kept under heavy sedation and high security.

The Rhino's battle with the Hulk came to the attention of the Leader, the Hulk's foremost nemesis, who decided that further gamma-ray treatments would give the Rhino enough power to overcome the Hulk. The Leader freed the Rhino from the state facility and further increased his strength by gamma-ray bombardments. The Rhino was dispatched to crash the wedding of Bruce Banner and Betty Ross. Succeeding in interrupting the wedding, the Rhino was engaged in battle with the Hulk when the Leader shot him with a radiation blast intended for the Hulk. The Rhino turned on the Leader and caused the Leader's escape module to explode. (Bruce Banner would not succeed in marrying Betty Brant until years later.) The Rhino's body was eventually found comatose but otherwise unharmed and taken to a state hospital.

The Leader used his mental energies to revive him. He then reoutfitted him and sent him against the Hulk again, this time with the Lead-

er's mind controlling his every move. When the Leader released the Rhino, he was aboard a space shuttle battling the Hulk. The fight continued until the shuttle crash-landed on the artificial planet called Counter-Earth on the opposite side of the sun. The ship automatically repaired its damage and when the Leader telemetrically signaled for it to return, the Hulk fought his way back on, the Rhino in tow. When the ship crash landed on Earth, the Rhino lay buried in the wreckage for some time until he revived.

He was then recruited by Egghead as part of the criminal scientist's Emissaries of Evil. The Rhino was paired off with Solarr and sent to Dr. Strange's sanctum to fetch the Star of Capistan, a jewel of power the Egghead mistakenly had thought Strange possessed. This mission brought the Rhino in conflict with his old nemesis, the Hulk, as well as the Defenders. The Rhino was ultimately defeated by the Red Rajah, a being in possession of Doctor Strange. He later battled and was defeated by Doc Samson. Taken to Project: Pegasus, an upstate energy facility, for study, the Rhino was observed for some months, until he joined in a mass escape attempt, along with fellow prisoners Moonstone, Blackout, and Electro. The escape was thwarted by the Avengers. While being transferred to another facility, the Rhino was freed by the Miracle Man who wanted the Rhino to help him regain his mystical powers. The Rhino did not wish to be freed, however, preferring to seek medical treatment to remove the Rhino costume, which had affixed itself to his skin following the fiery shuttle crash. With the aid of the Thing, the Rhino opposed the Miracle Man and accompanied the Thing back to Pegasus, where they could again attempt to transfer him to the medical facility as arranged.

When the treatments failed to restore him to normal, the Rhino escaped and joined the Beetle's Sinner Syndicate to earn money to finance further operations.

STATISTICS

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

Health: 28

Karma: 26

Resources: FE (2)

Popularity: -5

BACKGROUND

Real Name: Unrevealed

Occupation: Student

Legal Status: Minor citizen of Mexico with no criminal record

Identity: Secret

Place of Birth: Cuernavaca, Mexico

Marital Status: Single

Known Relatives: None

Base of Operations: X-Factor Headquarters

Past Group Affiliations: Trainee of X-Factor

Present Group Affiliation:

KNOWN POWERS

Earth Control: Richtor can generate earth tremors. These tremors begin at Poor intensity and range, and expand one intensity/range per round until they reach Unearthly rank. Richtor's control over this power is not well-developed. Whenever he finds himself in a stress situation, he must make a Yellow Psyche FEAT roll to prevent his power from spontaneously erupting, once a round until he is no longer under stress. Once his Earth Control does erupt, he must make Psyche FEAT rolls to dampen it: a red result means that he succeeds in quitting the tremors. A white result, on the other hand, means that the tremors increase one rank in intensity towards Unearthly.

Contacts: Richtor has several friends within the X-Factor organization.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The young man calling himself Richter has recently grown to accept his powers. However, the key to his personality is still a (perfectly reasonable) fear that his powers might once more be the cause for terrific destruction. Richter is hot-headed by nature, but cautious regarding the use of his powers.

HISTORY

The lad we know as Richter began his earth-shattering career in Mexico City, where he was responsible for a tremendous earthquake which left tens of thousands dead or injured.

This brought him to the attention of The Right, a maniacal anti-mutant organization led by Cameron Hodge. The Right captured Richter and sub-

mitted him to a barrage of brainwashing techniques. As a result, Richter was programmed to destroy a large portion of San Francisco. If the X-Factor members had rescued Richter, it would have been a publicity coup for the Right.

X-Factor did indeed save Richter, but they did it in their guises as the X-Terminators. Richter began studying under X-Factor, and aside from a brief conflict with The Right, has made even progress over the past few months controlling his powers.

STATISTICS

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

Health: 36

Karma: 22

Resources: GD (10)

Popularity: -4

BACKGROUND

Real Name: Anthony Davis

Occupation: Professional criminal

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

Identity: Publicly known

Place of Birth: Unknown

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: New York City, later mobile

Past Group Affiliations: Unwilling ally of the Beetle

Present Group Affiliation:

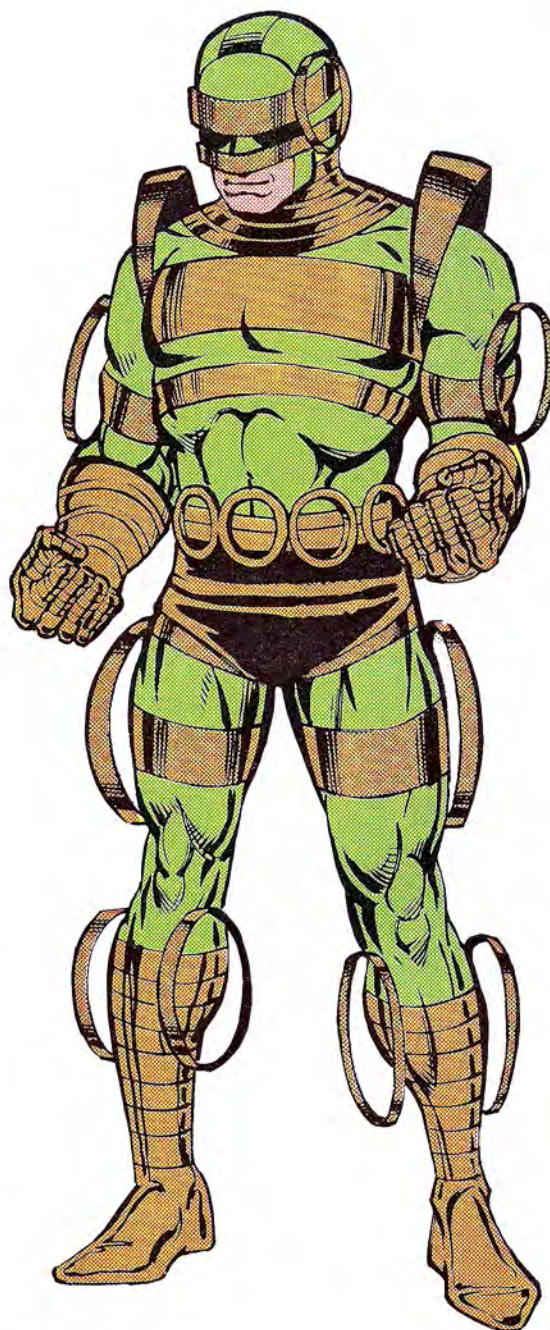
KNOWN POWERS

Rings: The Ringer employed wrist projectors which would throw rings of Remarkable explosive damage, Remarkable freezing cold, and Incredible strength constriction. He could simply fire a constant stream of metal rings, which would inflict Excellent Blunt damage. He normally carried enough rings to do five attacks of each of the special types listed above, and five projectile blasts. He later used "particulate-matter condensers" which gave him an unlimited series of projectile blasts. He could fire any ring up to 2 areas away.

The Ringer also used assorted rings on his costume to form an Incredible strength Lasso (range of 1 area), a ladder (up to 2 stories high), or a whip (Excellent Blunt damage or a Incredible Strength Grapple attack).

Talents: Davis has the Repair/Tinkering talent.

Contacts: None



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

A petty criminal with advanced weaponry, the Ringer was simply a small fry. He never intended to be a "supervillain," and hated fighting superheroes. After his two defeats he committed crimes in the Midwest, staying far away from any hero interference.

HISTORY

Nothing is known about the history of the Ringer before he publicly committed his first crime in his costumed identity. He burglarized a safe in a building owned by Kyle Richmond, only to be opposed and defeated by Richmond himself in the latter's identity of Nighthawk. In the course of their battle, half of the Ringer's teeth were severely damaged. The Ringer was sent to jail, where it took months for a prison dentist to rebuild his teeth.

This disastrous encounter with Nighthawk convinced the Ringer that he was not meant for a life of crime and that he definitely never wanted to clash with a costumed crimefighter ever again. Therefore, after leaving prison, the Ringer hired the criminal inventor called the Tinkerer to construct him a new costume with improvements that the Ringer himself had designed. But the Ringer did not intend to use the new battlesuit himself to commit crimes, much as he felt the temptation to do so. Rather, he intended to sell it to "business contacts" of his.

Before the Ringer could take possession of the new battlesuit, the New York City Police Department learned the location of the Tinkerer's workshop and stationed guards around it. Nevertheless, the Ringer secretly broke into the workshop, found his new battlesuit, put it on, and began testing it. Then, however, another criminal, the Beetle, broke into the workshop to find the new battlesuit that the Tinkerer had constructed for him. The Beetle easily knocked out the Ringer and carried him and the Beetle's own new costume away.

The Ringer revived to discover that he was the Beetle's prisoner. The Beetle demanded that the Ringer battle the costumed crimefighter Spider-Man on his behalf. The Ringer was afraid of fighting another superhero, but the Beetle had placed a large ring around the Ringer's midsection. The Beetle claimed that his ring was made of a powerful explosive material and that he would detonate it if the Ringer refused to do his bidding. Reluctantly, the Ringer complied.

The Ringer proved to be no match for Spider-Man, who soundly defeated him. As a cruel joke, the Beetle, who had been monitoring the

battle from afar, pressed a detonator, which caused a small explosive charge in the ring to go off that did not harm the Ringer in the least. The Beetle had tricked the Ringer: the ring about his midsection actually had contained devices that relayed information about Spider-Man and his battle techniques to the Beetle's computers. Spider-Man delivered the Ringer to the police, and the Ringer was imprisoned once more.

After next leaving prison, the Ringer avoided New York City and its superheroes and operated as a costumed criminal, primarily in the Midwest. On a visit to the "Bar with No Name" in Medina County, Ohio, one of a number of similar secret meeting places for costumed criminals, the Ringer was contacted by Gary Gilbert, who was formerly the costumed terrorist called Firebrand. Gilbert invited the Ringer to attend a meeting at the bar to discuss strategies for dealing with Scourge, the mysterious vigilante who had murdered a large number of costumed criminals. The Ringer came to the meeting, but, unfortunately for him, so did Scourge, disguised as the bartender. Scourge slaughtered the Ringer and all the other criminals who were present.

STATISTICS

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

Health: 100

Karma: 50

Resources: EX (20) (on Halfworld)

Popularity: 0/40 (on Halfworld)

BACKGROUND

Real Name: Rocket Raccoon

Occupation: Interplanetary explorer

Legal Status: Former chief law officer, Halfworld

Identity: Publicly known to the natives of Halfworld. Rocket Raccoon's existence is not commonly known to the general populace of Earth

Place of Birth: Halfworld, Keystone Quadrant Star System

Marital Status: Single

Known Relatives: None

Base of Operations: Formerly the Cuckoo's Nest, Halfworld, now aboard *Ship*

Past Group Affiliations: Captain of starship *Ship*

Present Group Affiliation:

KNOWN POWERS

Acute Senses: Like his Earth equivalent, the terran raccoon, Rocket has excellent senses of smell and vision, and is able to see in the dark with no penalty.

Weaponry: Rocket normally uses a laser pistol capable of doing Remarkable force damage (energy damage to non-organic material, including robots) with a range of three areas.

Rocket Skates: Rocket wears rocket-powered boot jets that allow him to fly at Excellent Air Speed (10 areas/round).

Talents: Rocket Raccoon has Marksmanship, Martial Arts A, Piloting, and Acrobatics.

Contacts: Rocket is considered a hero on Halfworld by the cured Loonies and the animal population. He is on relatively good term with the Incredible Hulk during the time when



Bruce Banner transforms into the green behemoth.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Rocket is tough but fair, a highly trained law officer accustomed to command. His attitude is that he is not a "hero," but simply a policeman doing his duty. With little to do once the Loonies were cured, and intrigued by the presence of an outside universe with creatures such as the Hulk, Rocket has taken to the role of space explorer wholeheartedly.

HISTORY

Centuries ago, a group of humanoids settled the largest planet in the Keystone Quadrant star system. They built a complex to house and treat the insane, recording their medical observations in a psychiatric diary. When their funding was cut, they abandoned the project, but not before they created a staff of robots to provide for the humanoids. They then separated the quadrant from the rest of the galaxy with an impenetrable force field.

When a nearby star went nova, ensuing radiation gave sentience to the robots, who quickly chafed at the illogic of the humanoids, or "Loonies." Seeking to end their servitude, the robots used genetic engineering to give intelligence and awareness to the animals that had been left as companions for the patients. They charged the animals with the patients' care and protection, then relocated to the far side of the planet, which they proceeded to strip bare through industrial endeavors, one of which was construction of a vast, humanoid spacecraft called *Ship*. The half-industrial, half-verdant planet became known as "Halfworld."

The animals continued to care for the humans, and the robots provided equipment, weapons, and part for toys. The psychiatric diary left by the physicians (now known in legend as the "Shrinks") became an indecipherable icon called Gideon's Bible. Toys played an important part in Halfworld society as entertainment for the Loonies. Without toys, the Loonies lapsed into a deep melancholy, so the animals made certain nothing interrupted production. Two otters formed the first toy factory, and upon their death it was taken over by the mole Judson Jakes, who established his headquarters in the Spacewheel space station built by the tortoise Uncle Pyko. Pyko designed toys, weapons, an army of robots clowns, and the batlike Drakillers.

Jakes' first attempt to steal Gideon's Bible, decipher its secrets, and turn them to profit was stopped by the Hulk, aiding Halfworld's chief law officer, Ranger Rocket Raccoon. The book was recovered, but not before Pyko secretly translated it, and returned the Hulk to Earth.

Jakes' "Mayhem Mekaniks" encountered its first competition when the serpentine Lord Dyvyne organized "Dyvynities, Inc." and forced Jakes from Spacewheel. Jakes retreated underground and a

Toy War ensued. Both coveted the otter Lylla, who was legal heir to the toy empire and romantically involved with Rocket Raccoon.

Rocket Raccoon opposed Jakes and Dyvyne and tried to end the war. The two joined forces in a mutual attempt to kill him, even as Pyko joined Rocket. Pyko, Lylla, Rocket, and his first mate, Wal Russ, took Gideon's Bible to the robots and presented it to the Head Robot, who combined the information contained in the volume with the robots' advanced technology to create helmets that would cure the Loonies. The four animals distributed the helmets. A last assault by Jakes and Dyvyne was narrowly foiled by the animals, the robots, and the newly aware humanoids.

The grateful humanoids began to plan the future, and offered Rocket, the other animals, and the robots positions as assistants and entertainers. Not interested in those roles, the animals and automatons entered *Ship* and launched an expedition to explore space and its many worlds.

One such planet was Hallaile, or "Witch World," where Rocket Raccoon met the wandering Prince Wayfarer of Ithicon. The two fought the sorceress and a group of rogue animals. The outcome of that conflict is unknown.

STATISTICS

F	GD (10)
A	EX (20)
S	AM (50)
E	GD (10)
R	TY (6)
I	GD (10)
P	TY (6)

Health: 90

Karma: 22

Resources: PR (4)

Popularity: 0

BACKGROUND

Real Name: Unrevealed

Occupation: Adventurer

Legal Status: U.S. citizen with no known criminal record, sought by SHIELD for murder (a charge for which she was framed), still a minor

Identity: Secret

Place of Birth: Unknown location in Caldecott County, Mississippi

Marital Status: Single

Known Relatives: None

Base of Operations: Great Central Desert, Australia

Past Group Affiliations: X-Men, former member of the Brotherhood of Evil Mutants II

Present Group Affiliation:

KNOWN POWERS

Power Absorption: Whenever Rogue touches another character, flesh-to-flesh, she absorbs that person's memories, any talents and powers, and even some degree of the victim's personality. Each round of contact gives her these abilities for 4 rounds. As long as Rogue possesses a victim's powers, that victim goes into a catatonic state and cannot be awakened. For each round past the first of contact, Rogue must make a Psyche FEAT roll or she totally absorbs the victim's memories and powers, leaving the victim a mental blank. Each time Rouge absorbs another personality in such a manner, her Psyche is reduced one rank. When it reaches Feeble, she goes insane and becomes a NPC.

Rogue's power works uncontrollably on anyone she comes in contact with. She can absorb more than one victim simultaneously, giving her the highest ability scores and most use-

ful powers of those available. To some degree she also takes on the appearance of those victims she absorbs who are visually distinctive. For instance, while using Nightcrawler's powers, her skin becomes the same color. Her mass remains constant, however, so she cannot duplicate gross physical appendages such as the Angel's wings or the Blob's sheer mass.

Rogue cannot absorb powers from non-humans, including artificial and mechanical beings. It should be noted that Wonder Man, a being of

pure energy in human form, is beyond her ability to affect.

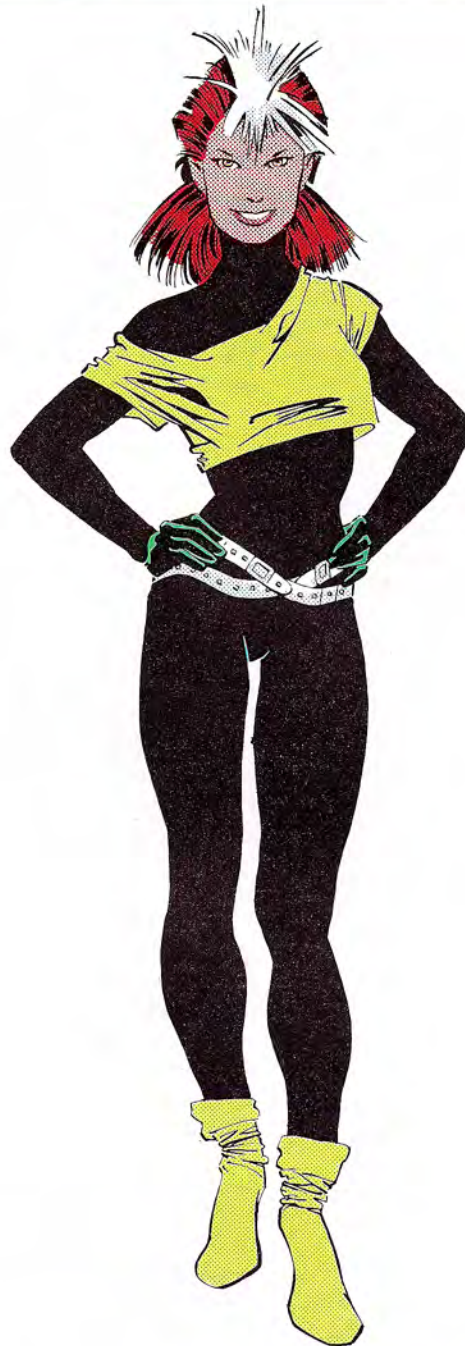
To date, the only individual whom Rogue has completely absorbed is Ms. Marvel. All of Rogue's other powers are those of Ms. Marvel.

Flight: Rogue can fly at Excellent Air Speed (10 areas/round).

Body Armor: Rogue has Incredible protection against physical and energy attacks.

Metabolic Resistance: Rogue has Amazing resistance to drugs and disease.

Combat Sense: Rogue has a "sev-



enth sense" that allows her to make an Incredible Intuition FEAT roll to sense danger and react appropriately. The power works automatically and no Karma can be spent on the roll.

Split Personality: The presence of Ms. Marvel's thought and memories provides Rogue with CL1000 protection against mental probes and direct attacks (although not related effects such as Illusions). If she is in a situation familiar to Ms. Marvel but not herself, Rogue must make a Psyche FEAT roll or Ms. Marvel's personality becomes dominant for 1-10 minutes.

Talents: Rogue speaks Russian.

Contacts: Rogue was adopted by Mystique of the second Brotherhood of Evil, and considers the woman her mother. She is still on good terms with Mystique, as the latter realized that she could not help Rogue with her uncontrollable power. Mystique currently believes her to be dead, however.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Rogue tends toward cockiness, but has matured during her time with the X-Men. She is straightforward and prefers direct attacks. She is extremely sensitive to the possibility of coming into contact with other people, preferring to rely on her Ms. Marvel abilities in combat. Originally viewed with suspicion by the other X-Men, she is now a core member of the new group.

HISTORY

Very little is known about Rogue's life before she discovered her superhuman power, not even her real name. She grew up in Caldecott County, Mississippi, near the banks of the Mississippi River. One day she was kissing a boy named Cody Robbins under a tree by the river. When she kissed him, he fell unconscious, and she discovered that her mind was filled with Robbins' memories. Unable to shut them out, she fled. After a while, Robbins' memories faded away in her mind, but this is how Rogue began to learn that she had developed the mutant power to absorb a person's memories and abilities by touching him or her with her bare skin. Moreover, she learned that she could not control this ability.

Rogue joined the second Brotherhood of Evil Mutants, whose leader, Mystique, came to regard her as a surrogate daughter. (The second Brotherhood became known as Freedom Force after Rogue left the group.) Mystique assigned Rogue to ambush the costumed adventurer known as Ms. Marvel (the original, now called Binary) and to absorb the latter's superhuman powers so that Rogue could use them in an attempt to free other members of the Brother-

hood from prison. Rogue battled Ms. Marvel and absorbed her memories and superhuman powers, but something went wrong, and the transfer became permanent, rather than temporary, as is usual with Rogue. Hence, Rogue now permanently possesses the superhuman powers, and memories of the original Ms. Marvel, and Carol Danvers, the first Ms. Marvel, has permanently lost those powers (although, with the aid of Professor Charles Xavier, she has regained most of her memories). In absorbing Ms. Marvel's powers and memories, Rogue, going temporarily insane, threw the defeated, unconscious Danvers from the Golden Gate Bridge, the site of their battle. Danvers, however, survived.

As a member of the Brotherhood, Rogue battled the X-Men, the Avengers, the original Spider-Woman, the Dazzler, and Rom. However, Rogue was anguished over the fact that she could not control her absorption power. Moreover, she feared she was going insane because she could not rid herself of Carol Danvers' memories and emotional patterns, and often was unsure whether her emotional reactions were her own or Danvers'. The Brotherhood was unable to provide her with sufficient help, and so, in anguish, she begged Professor Charles Xavier, mentor of her enemies, the X-Men, for aid. Xavier admitted her into the X-Men on a provisional basis, but she quickly proved herself to be a loyal, brave, and capable member of the team. She is now a full-fledged member of the X-Men, regarded as a friend by her teammates. Although she has still not learned how to control her absorption power (if indeed it is at all possible for her to learn how to do so), the emotional support Rogue has found from her fellow X-Men has greatly helped her state of mind.

STATISTICS

F	IN (40)
A	EX (20)
S	IN (40)
E	MN (75)
R	EX (20)
I	EX (20)
P	GD (10)

Health: 175

Karma: 50

Resources: AM (50) (government backed)

Popularity: 20

BACKGROUND

Real Name: Rom

Occupation: Former Spaceknight of Galador, now progenitor of a new Galadorian race

Legal Status: Citizen of Galador

Identity: Rom's existence was known to the people of Galador, the Dire Wraiths, and to many in the U.S. government and military, as well as to many of Earth's super-human adventurers and the populace of Clairton, Virginia. The general public of Earth, however, did not know of Rom's existence.

Place of Birth: The planet Galador, location unknown. Although the Galadorians claimed that Galador existed in the "Golden Galaxy" and was then moved to another galaxy by Galactus, it is unclear where Galador's past and current locations are. Possibly Galador has always existed in the Milky Way Galaxy.

Marital Status: Now unofficially married

Known Relatives: Brandy Clark (unofficial wife)

Base of Operations: Galador, formerly Earth

Past Group Affiliations: Former member of the Spaceknights of Galador

Present Group Affiliation:

KNOWN POWERS

Body Armor: Rom's suit of armor provided him with Incredible protection against all physical, radiation, heat-based, and cold-based attacks. He could survive indefinitely in the vacuum of space.

Flight: Rom's armor was equipped with twin rocket pods which enabled

him to fly at Unearthly speed in the vacuum of space or at Monstrous Air speeds in an atmosphere. Rom also possessed sensors that enabled him to locate space warps with Monstrous ability and range, allowing "shortcuts" through space with CL1000 range.

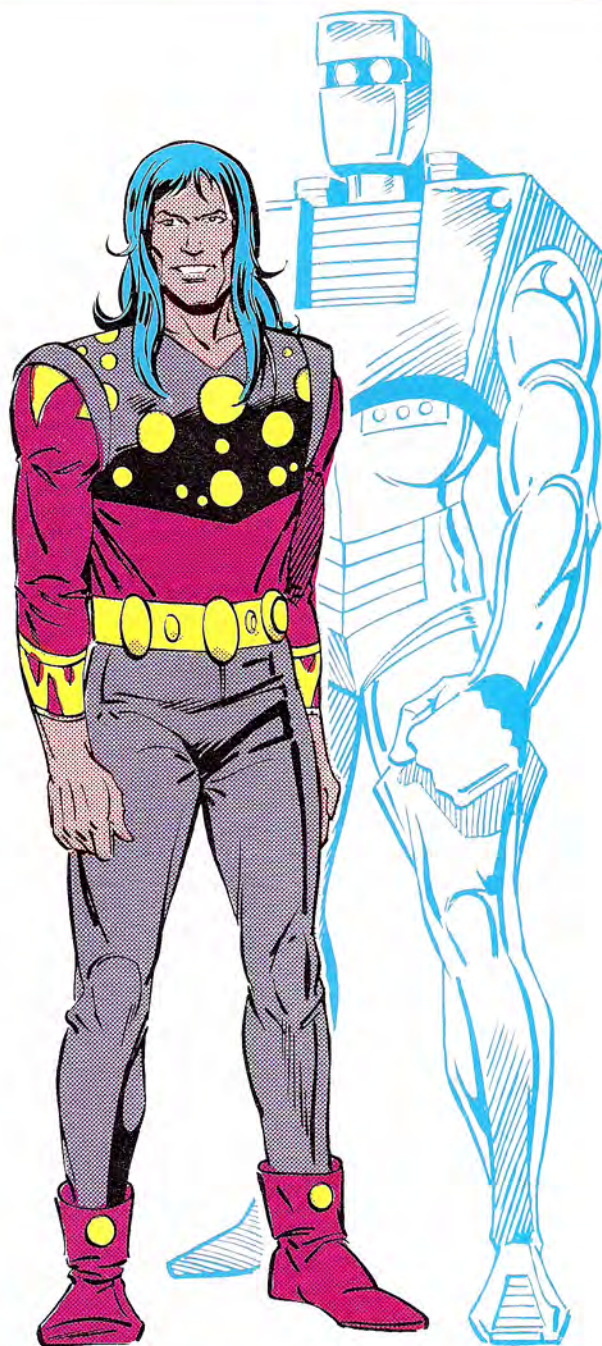
Regeneration: Rom's armor has a self-repair capability that provided him with Good Regeneration.

Energy Analyzer: This item could emit ultra-high frequency waves that scanned a being's molecular structure. This caused Dire Wraiths to

emit special waves visible to Rom's optic sensors. The device could also be used to sense the energy potential of other items and beings. It could trace energy trails of Excellent or high Rank with Amazing ability.

Translator: This micro-computer could translate any language it heard for at least 6 consecutive turns. Once it had learned that language, it could store the information in Rom's memory banks, allowing him to speak and understand it at will.

Neutralizer: Rom's only actual weapon.



on. Capable of neutralizing energy fields, when the Neutralizer's beam is trained on a Dire Wraith, the target is hurled into a dimensional Limbo. Full-power, the Neutralizer could kill any being, but Rom rarely did this as full Karma penalties were applied.

At its lowest setting, the Neutralizer can neutralize radiation poisoning. Only Dire Wraiths could be sent to Limbo; humans could not withstand the energy release necessary. Anyone trying to use (not merely touch) the Neutralizer, except Rom, would take Monstrous damage.

Note: The previous three pieces of equipment are normally stored in a hyperdimensional pocket when not in use.

Contacts: Rom was considered the greatest of the original Spaceknights. He worked with several groups of heroes on Earth, including the X-Men and the New Mutants. He was a close friend of Rick Jones and the human Brandy Clark, who later became Starshine. He had the full cooperation of the citizens of Clairton, West Virginia, and Brock Peters, the Torpedo. When the Wraiths threatened to displace Earth from its orbit, Rom cooperated with the U.S. Government, both Peter Gyrich and SHIELD. Rom assisted the mutant Forge in the creation of a larger prototype of his Neutralizer to banish the Wraithworld to Limbo.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

In many ways, Rom is the archetypal "good guy." He believed strongly in the triumph of good over evil and never took a life when he could avoid it. Even when he did so he always felt great remorse.

HISTORY

The Prime Director of Galador, learning of the Dire Wraith attack which destroyed the entire space fleet, asked the general populace of the planet for volunteers to sacrifice their human bodies and undergo surgical conversion into an army of cyborg warriors called Spaceknights, who would be adapted for the rigors of combat in outer space. Rom, the first of millions to volunteer in response to the public call, was one of a few hundred to be accepted and undergo conversion. He underwent surgery in which his brain was transplanted into an exoskeleton of cybernetic circuitry and armor, onto which his autonomic and central nervous systems were grafted. The rest of Rom's original body, along with the rest of the original bodies of the rest of the Spaceknights, was safely preserved on Galador. The Galadorians intended to restore the Spaceknights to human form once the war with the Dire Wraiths was over.

Rom and the other Spaceknights left Galador to stalk Dire Wraiths throughout the universe, and did so for nearly 200 Earth years. When a Galadorian probe detected a major concentration of Dire Wraiths on Earth, where shape-changing Wraiths disguised themselves as human beings, Rom volunteered to go to Earth to deal with the Wraith menace alone, lest the presence of the Spaceknight armada unduly alarm the local populace. Mentus, ruler of Galador, agreed to Rom's proposal and dispatched him. Rom arrived on Earth in recent years, landing in the town of Clairton, West Virginia.

Believing themselves defenseless without the Spaceknights, the Galadorians created a new generation of cyborg Spaceknights, who were designed to be more formidable than the originals.

Rom returned to Earth and continued his war against the Dire Wraiths. The Wraith sorcerers succeeded in destroying most of the population of Clairton, whose people had befriended Rom, including Brock Jones, the Torpedo.

However, Brandy Clark, who had fallen in love with Rom, was not killed by the Wraiths. Seeking to become like Rom, she had been magically united with the Spaceknight armor of the deceased Spaceknight Starshine by the Dire Wraith called Doctor Dredd. As the new Starshine, she became Rom's closest ally in the war against the Wraiths. However, Clark was returned to human form by the creature called Hybrid.

The Wraiths intended that Wraithworld merge with the Earth, taking Earth's place in space. A large number of Earth's superhuman champions joined Rom in battling the Wraiths as Wraithworld approached. Then, in space, Rom used his Neutralizer weapon to power a gigantic neutralizer designed by the Earth scientist who calls himself Forge. Rom turned the power of the gigantic neutralizer against Wraithworld itself, canceling out its mystical energies, and thereby causing Wraithworld to cease to exist. Since the Dire Wraiths throughout the universe drew their mystical energies from Wraithworld, no Wraith sorcerer could use magic. Rom used his Neutralizer to banish all the remaining Wraiths on Earth to Limbo. (However, Dire Wraiths still exist elsewhere in the universe.) His mission on Earth completed, Rom left Earth to journey in outer space.

Later, the alien Beyonder sent Brandy Clark to Galador. She discovered that the new generation of Spaceknights had taken over the planet and destroyed most of its humanoid population. Thanks to a Shi'ar Stargate, Rom and a number of Spaceknights known as the Spaceknight Squadron also reached Galador. One of the second-generation Spaceknights, Heatwave, destroyed the cryogenically preserved bodies of the first- and second-generation Spaceknights without orders to do so from his leader, Dominor. The second-generation Spaceknights killed the remaining humanoid Galadorians.

Dominator had hoped that the second-generation Spaceknights would return to human form and act as progenitors of a new, stronger Galadorian race. However, Dominor now planned to mate with Brandy Clark, so that they would become the parents of the new Galadorian race. Opposed to Dominor's plans, Rom defeated him in battle. In despair, Dominor used Rom's Neutralizer to commit suicide.

The rest of the first-generation Spaceknights found Rom on Galador, and Clark found the cryogenically preserved portions of Rom's body within an ancient crypt: they had not been destroyed after all. Rom returned to human form, and now he and Brandy Clark live happily together on Galador, protected by the first-generation Spaceknights. They intend to become the progenitors of the new Galadorian race themselves.

STATISTICS

F	AM (50)
A	GD (10)
S	IN (40)
E	AM (50)
R	GD (10)
I	GD (10)
P	IN (40)

Health: 150

Karma: 60

Resources: FE (2)

Popularity: -20/85 (in the Kree empire)

BACKGROUND

Real Name: Ronan

Occupation: Supreme Public Accuser of the Kree Empire

Legal Status: High-ranking citizen of the Kree Empire

Identity: Publicly known throughout the Kree Empire; his existence is not known to the general populace of Earth

Place of Birth: The planet Hala, Pama system, Kree Empire, Greater Magellanic Cloud

Marital Status: Unknown

Known Relatives: None

Base of Operations: Citadel of Judgement, the planet Kree-Lar, Turanal system, Kree Empire, Greater Magellanic Cloud

Past Group Affiliations: Leader of the Kree Accusers, member of the Supreme Council of the central government of the Kree Empire, former partner of Zarek in a conspiracy against the Kree Supreme Intelligence

Present Group Affiliation:

KNOWN POWERS

Cosmi-Rod: This weapon, made of Uearthly material, can manipulate cosmic energy at Monstrous rank. He can use it as a club, inflicting Uearthly damage. He has developed the following *Power Stunts*:

- Power blasts of Monstrous Force or Energy, 4-area range
- Reconstruct existing matter (but not transmutation) within 2 areas.
- Flight at Remarkable speed (15 areas/round) in atmosphere, CL5000 in space
- Force Field of Monstrous rank,

but he cannot attack through it

Anyone not wearing Ronan's protective armor takes Monstrous damage every round they are in contact with the Cosmi-rod.

Armor: Ronan wears a special suit that protects him from the effects of the Cosmi-Rod and provides him with Incredible protection against heat, cold, energy, and radiation, and Amazing against physical attacks. It also raises his Strength and Endurance one rank each to Monstrous levels. And finally, he can use it to turn himself invisible at

Excellent rank.

Talents: Ronan is a Weapons Master with the Cosmi-Rod, and is skilled in navigating through hyperlight. He is the ultimate enforcer of Kree law.

Contacts: For most of his life, Ronan has served the Kree Empire.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

The Accuser has always been arrogant and self-righteous, carrying out the justice of the Kree empire as he sees fit. He enjoys a good fight, fighting honorably when it is not to his extreme disadvantage to do so.

HISTORY

Ronan was born into one of the leading families of the Kree aristocracy, which purports to trace its ancestry back millions of years to the original Kree tribes of the planet Hala.

Due to his high social rank, Ronan was immediately admitted into the Accusers at junior officer rank upon completing his education. The Accusers are an elite corps of Kree government officials, entirely made up of blue Kree, that has been in existence for millions of years. It is the responsibility of the Accuser class to enforce and administer justice throughout the galaxy-wide Kree Empire. Ordinary Kree police, and all government officials of planets within the Empire and not inhabited by Kree, are responsible to the Accusers. The Accusers prosecute, judge, sentence, and execute all Kree below their aristocratic class who are accused of crimes. (Except in special cases, only Kree high officials or aristocrats receive jury trials.) The Accusers also act as prosecutors, judges, and executioners in cases on Kree-ruled planets, or even planets like Earth on which the Kree have established bases, which involve real or alleged activities judged by the Kree to be against the interests of the Kree Empire. The Accusers strictly adhere to the severe Kree legal code, which permits death, exile, and forms of brainwashing as punishment for numerous offenses. In special cases, the Accusers themselves go forth to capture alleged criminals. The Accusers oversee Kree military operations conducted for punitive and imperialistic reasons. Accusers also act as governors and high officials of planets that the Kree place under martial law.

Ronan made a rapid rise through

the Accuser corps, winning high commendations for his bravery and skill in capturing many rings of alleged traitors and in helping to put down various rebellions. He held a number of planetary governorships, each time receiving a more important world to rule. Finally, as a result of his great success in leading a fleet of warships against the Skrulls in a major border incident, Ronan was promoted by the Kree Supreme Intelligence to the office of Supreme Public Accuser. In this role, the third most important in the entire Kree Empire (only the Supreme Intelligence and the Imperial Minister rank above him), Ronan is addressed as "Ronan the Accuser," a simple title which inspires great awe throughout the Empire.

As Supreme Public Accuser, Ronan personally went on missions only of the highest importance to the Empire. Such was his mission to Earth given him by the Supreme Intelligence to punish the superhuman Earth beings known as the Fantastic Four for their disabling of a Kree Sentry, a feat that very few could accomplish. However, the Fantastic Four defeated Ronan. The Supreme Intelligence blamed Ronan for his failure. Ronan, determined to avenge his defeat, was angered by the Supreme Intelligence's decision to put Earth under observation rather than to sanction any full-scale reprisals. Ronan had long disagreed with the Supreme Intelligence's liberal policies toward racial integration and intermarriage of blue Kree with pink Kree or with non-Kree humanoids so that the genetic make-up of the blue Kree race might be revitalized. As an ambitious, aristocratic blue Kree with strong racial pride, Ronan did not believe that the Empire should be ruled by a non-humanoid entity like the Supreme Intelligence. Hence, when Kree Imperial Minister Zarek, another blue Kree aristocrat who shared Ronan's opposition to racial integration, proposed that the two of them form a conspiracy to depose the Supreme Intelligence, Ronan readily accepted.

The Supreme Intelligence learned of the conspiracy, however, and both Ronan and Zarek were apprehended

and imprisoned. Ronan, though, had widespread and powerful support from the entire Accuser corps, the aristocracy, and much of the armed forces. Some of his supporters freed him from prison, whereupon Ronan killed the Supreme Intelligence's guards and seized control of the Empire. Shortly thereafter, a major new Kree-Skrull War broke out, during which the captive but not yet helpless Supreme Intelligence activated the vast latent psionic powers of the Earth youth Rick Jones. Jones used his powers to paralyze Ronan and his armed loyalists on Kree-Lar, and the Supreme Intelligence took power once again.

The Supreme Intelligence put Ronan under its psionic control and used him in an unsuccessful battle against the Kree Captain Mar-Vell. Ronan's will, which had been greatly strengthened through years of using the Universal Weapon, continually but unsuccessfully resisted the Supreme Intelligence's control until finally, Ronan's mind snapped. The Supreme Intelligence, in need of influential allies when it had fallen from power, restored Ronan's sanity and formed an alliance with its former opponent. The Supreme Intelligence now believed that the exploitation of Earth humans, with their potential for vast psionic powers, was the key to revitalizing Kree genetic stock, and was therefore no longer as intent on pushing blue Kree integration with other races still further. After an unsuccessful encounter with Captain Mar-Vell and Ms. Marvel, Ronan returned to Kree-Lar and his old position as Supreme Public Accuser under the Supreme Intelligence, which is again firmly in control of the Kree Imperial Government. Ronan's position in the Kree Empire now that Supremor is insane, is as yet nebulous.

STATISTICS

F	AM (50)
A	UN (100)
S	MN (75)
E	UN (100)
R	EX (20)
I	MN (75)
P	AM (50)

Health: 325

Karma: 145

Resources: N/A

Popularity: 85

BACKGROUND

Real Name: Unrevealed

Occupation: Traveler, free spirit

Legal Status: Unknown

Identity: The Runner's existence is not generally known to the citizens of Earth

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Known Universe

Past Group Affiliations: Elders of the Universe

Present Group Affiliation:

KNOWN POWERS

Body Armor: The Runner's golden skin is tougher than ordinary flesh, giving him Excellent protection against all attacks.

Immortality: The Runner is immortal. He will not die if reduced to 0 Health and Shift 0 Endurance.

Invulnerability: The Runner is invulnerable to all hostile environments, including hard vacuum. He is invulnerable to heat, cold, energy, electricity, and radiation attacks. He is immune to the effects of poisons, diseases, or aging. He can be affected by slams and stuns, and is vulnerable to mental and magical attacks.

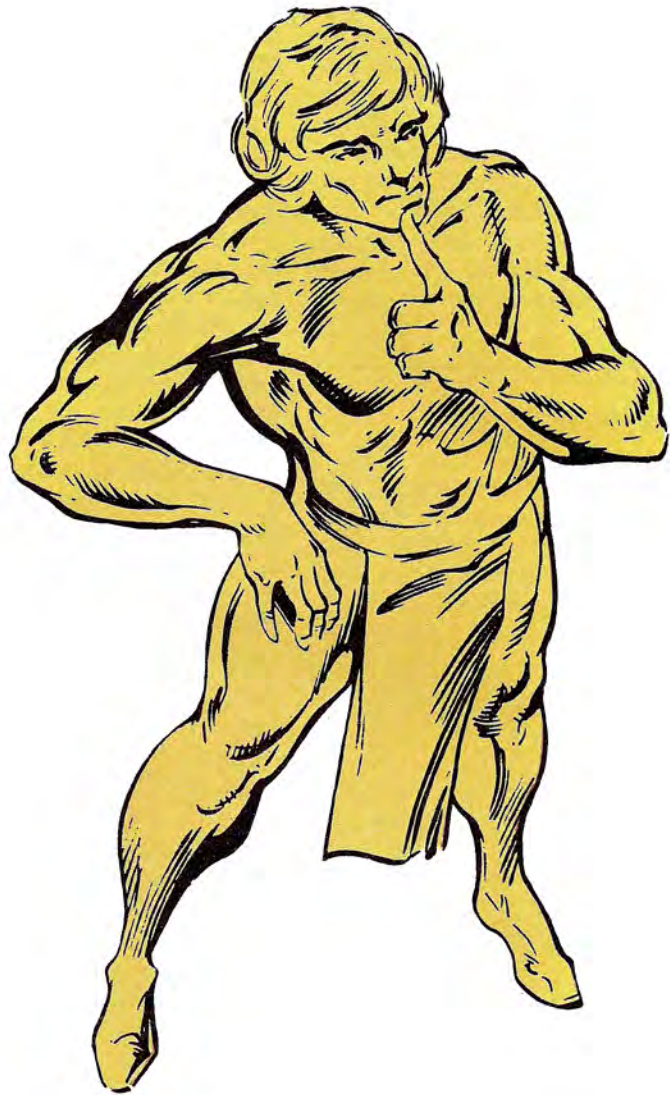
Cosmic Energy Control: The Runner is skilled with the manipulation of cosmic energy, and can use it to "run" at CL5000 speeds without fatigue. He can also channel the cosmic power into beams of energy or force at Shift-X intensity. The Runner can raise his Agility or Intuition to Shift-X rank for 10 rounds, and he can also use his power to track any unusual disturbance in the universe at Unearthly rank. As a trivial appli-

cation of Cosmic Energy, the Runner can speak any language he cares to pay attention to.

Talents: The Runner is nimble, and is considered to have Martial Arts E and Acrobatics skills. He is also charismatic, gaining a +1 CS to any rolls he might make in conversation with another sentient being. He is also conversant with Astro-navigation, for such times as he might want to know where he is.

Contacts: The Runner is a member of the Elders of the Universe.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

The Runner gained entry into the Elders of the Universe due to his monomania for speedy exploration. He has dedicated his eternal life to being the first entity to witness the entire universe. The Runner has almost no other interests, and he often appears to others as frivolous. This easy-going attitude (perhaps augmented by discrete uses of Cosmic Power) makes it easy for the Runner to make friends with almost anyone he meets in his journeys.

HISTORY

Like all Elders of the Universe, the Runner's true origins are lost in antiquity. He is the sole survivor of a race that inhabited one of the first galaxies formed in the wake of the Big Bang. He once told the Silver

Surfer that he is five billion years old.

Although both his galaxy and his race died long ago, the Runner found some key to longevity that enabled him to escape the fate of the rest of his species. The exact nature of this key remains unclear, but it seems related to total freedom. On one occasion, he told the Silver Surfer that had he been forced to endure captivity on one planet, he would have died.

At the same time, Runner's freedom seems to prohibit the assumption of any responsibility for mortal life. He once informed Moondragon that a star would go nova in a decade or so. When Moondragon asked him to warn the inhabitants of the planets orbiting the star, Runner responded, "Alas, I don't think I have the power to do that. I gave up much when I chose the path of freedom." Apparently, the responsibility for warning the occupants of the star system would interfere with the freedom that

is the key to his immortality.

Runner lives to see all there is in the universe and derives his greatest joy in the simple act of running through the universe. Presumably, he does not wish to die until he has seen the entire universe—a task close enough to impossible that he will not lose the will to live for billions of years.

If he ever does see the entire universe, however, Runner faces an eternity of boredom. Grandmaster recently tricked Death into barring all Elders from its realm. Perhaps the prospect of the universe's finiteness compared to everlasting life is what convinced Runner to join the other elders in their recent bid to destroy Galactus. The destruction of Galactus might bring the end of the universe and the birth of a new one to destroy. The Elders were foiled in their attempt by the Silver Surfer, Mantis, and Nova. The Runner's fate at this time remains uncertain.

STATISTICS

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

Health: 110

Karma: 46

Resources: TY (6)

Popularity: -5

Background

Real Name: Unrevealed

Occupation: Professional assassin

Legal Status: Convicted criminal in several countries, citizenship unknown

Identity: Secret

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Marauders, former partner of the Constrictor

Present Group Affiliation:

KNOWN POWERS

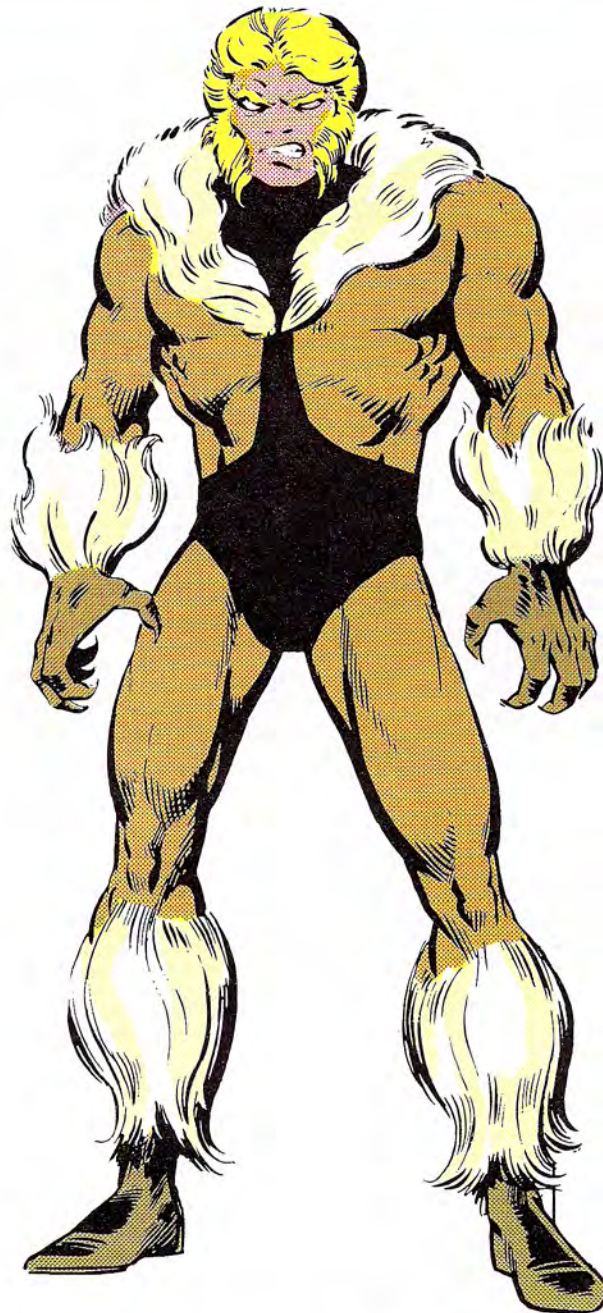
Infravision: Sabretooth lacks color vision but has Remarkable infravision.

Heightened Senses: Sabretooth's senses of hearing, smell and taste are all at Amazing level. He can track people at Amazing rank and use his heightened senses to perceive illusions for what they really are.

Claws and Bite: Sabretooth has claws and teeth capable of rending materials of up to Incredible strength. He can do Remarkable Edged damage with his claws and with his teeth if he has Grappled his opponent.

Talents: None

Contacts: Sabretooth was a steady partner of the Constrictor for a while, but the two have since gone their separate ways. He was a member of the Marauders but tended to act as a loner.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Sabretooth is a savage berserker in combat, resembling Wolverine without the self-control. He never spends Karma to avoid killing an opponent, preferring to spend it to get "Kill" results.

HISTORY

The origin of Sabretooth is unknown. At one point, however, he was the student of the man called the Foreigner, who now heads the world's leading organization of assassins. Sabretooth is said to be the ultimate warrior and survivor, and he loves to hunt, fight, and kill opponents. He and the X-Man Wolverine have known each other for an undetermined number of years. It has been speculated that Sabretooth's personality resembles Wolverine's in the years before Wolverine achieved his current level of self-discipline.

In Sabretooth's first recorded exploit, he held the celebrated lawyer Jeryn Hogarth captive. Hogarth was the lawyer of Daniel Rand, who, in his costumed identity of Iron Fist, defeated Sabretooth, thus helping to

rescue Hogarth. Later, Sabretooth and his then-partner, the Constrictor, came to New York City to carry out an assignment for the criminal leader Montenegro. However, Sabretooth, in disguise, persisted in stalking victims he himself selected and murdering them with a knife, thus giving rise to news reports of a mysterious Slasher. Private investigator Misty Knight happened upon one of Sabretooth's attacks and fought the killer. This battle led to a confrontation between the masked Sabretooth and the Constrictor on one side and Knight and her adventurer allies, Iron Fist, Power Man, and El Aguila on the other. Sabretooth and the Constrictor were forced to retreat, abandoning their assignment for Montenegro. Subsequently, Sabretooth sought to kill Knight in revenge, but he and the Constrictor instead again clashed with Iron Fist and Power Man and were defeated.

Recently, Sabretooth sought to

join the organization of assassins headed by the Foreigner. Sabretooth tracked down the Black Cat, who had clashed with some of the Foreigner's men, but Spider-Man saved the Black Cat and defeated Sabretooth.

Subsequently, Sabretooth joined the Marauders, a cadre of superhuman assassins brought together by the mysterious Mister Sinister. Mister Sinister assigned the Marauders to massacre the underground community of mutants called the Morlocks. In the course of helping to carry out this massacre, Sabretooth encountered and fought Wolverine, but their battle ended unresolved.

In the course of helping to carry out this massacre, Sabretooth encountered and fought Wolverine on several occasions. All of their battles ended in standoffs, and Sabretooth escaped. He remains with the Marauders, although the group has vanished from sight once more.

GROUP BACKGROUND

Salem's Seven was a group of magically mutated superhumans, all of whom shared the same father, Nicholas Scratch, and all of whom lived in New Salem, Colorado. New Salem was a community of practitioners of an ancient religion who possessed occult powers. Its citizens remained in isolation from the rest of the world to avoid being persecuted as witches and warlocks. The most powerful sorceress in New Salem was its leader, Agatha Harkness. Her only known child was the warlock known as Nicholas Scratch (which may be an assumed alias). Scratch had a number of wives, who bore him the many children who were known collectively as Salem's Seven: Brutacus, Gazelle, Hydron, Reptilla, Thornn, Vakume, and Vertigo I. (Vertigo of Salem's Seven is not to be confused with the Vertigo of the Savage Land Mutates, who is now a member of the Marauders.)

Like all the citizens of the New Salem Community, the members of Salem's Seven were human beings and were ordinarily human in appearance. In human form they all possessed certain skills at wielding magic just as the other New Salemites do. The members of Salem's Seven, however, could mystically assume magically mutated forms in which they possessed the unusual superhuman powers described below. Except for Vertigo and possibly Vakume, all members of Salem's Seven looked inhuman in their magically mutated forms.

Salem's Seven's grandmother, Agatha Harkness, left New Salem to live in the outside world, where she became the governess of Franklin Richards, the son of Reed and Susan Richards of the Fantastic Four. Scratch hated Harkness and had her and Franklin abducted to New Salem, intending to have her executed for treason to their community. (In fact, Harkness had never done anything to betray the New Salemites.) The Fantastic Four went after Harkness and Franklin but were captured as well. The Fantastic Four escaped their cell only to be confronted by Salem's Seven, who served as Scratch's elite warriors.

However, the Fantastic Four overcame Salem's Seven, found Harkness in time to prevent her execution, and turned the community against Scratch. The New Salemites then mystically banished Scratch to another dimension.

Sometime later, Salem's Seven traveled to New York City and attempted to bring Nicholas Scratch back to Earth. Agatha Harkness used her occult powers to strip Salem's Seven of their abilities to assume their magically mutated forms and banish them back to New Salem. She also cast a spell further entrapping Scratch in the dimension to which he had been exiled.

Over a period of years, Salem's Seven used their remaining mystical abilities to turn the spells Harkness had used to deprive them of their magically mutated forms back upon her. As a result, Salem's Seven regained their abilities to assume these forms, and Harkness was greatly weakened. Salem's Seven turned the New Salem Community against Harkness, and the Seven became the supreme sorcerers of the community. Vertigo, the eldest of Harkness's granddaughters and the leader of the Seven, became high priestess (queen) of the New Salem community. Salem's Seven captured the weakened Harkness and executed her by burning her at the stake.

Harkness's spirit apparently influenced her pupil, the Scarlet Witch, to go to New Salem, where she journeyed with her husband, the Vision. There, both the Scarlet Witch and the Vision were captured by six members of Salem's Seven. The seventh member, Gazelle, had opposed the others' plan to entrap the Scarlet Witch. As punishment, Gazelle was sentenced to be slain as a human sacrifice. Vertigo asked the Scarlet Witch to join their coven. But the Scarlet Witch refused, so Vertigo planned to sacrifice her as well as Gazelle and the Vision.

The Vision broke free after dawn of the following day and battled Vertigo, who took upon herself and wielded the combined magical powers of all 665 New Salemites. The Vision defeated her nonetheless, and as a

result, Vertigo lost control of the community's magical forces, which threatened to kill all the New Salemites. The Scarlet Witch channeled much of these tremendous magical forces into a mountain, which then exploded, killing Salem's Seven and apparently all the other New Salemites. The Vision and the Scarlet Witch, however, both survived.

Later, the spirit of the deceased Thornn captured the Scarlet Witch and brought her into a supernatural dimension ruled by a mystical entity known as Samhain. There she encountered the spirits of the rest of Salem's Seven (except for Gazelle), who all sought vengeance upon her, intended to return to Earth, and were now allied with Samhain. There the Scarlet Witch also discovered Harkness's spirit, which had been bound helplessly to an ethereal stake ever since her physical demise. But Harkness had mystically contacted the Vision, telling him how to help fight Samhain by destroying a book of druidic magic to which Samhain was mystically bound. By doing so, the Vision made it impossible for Samhain to retain his humanoid form. Harkness could not defeat this entity as long as he had Samhain's form, but now she broke free from the stake and used her magical powers to entrap the entity within the spirits of his allies, the six members of Salem's Seven other than Gazelle. Harkness's spirit then went to her resting place in the hereafter, and the Scarlet Witch returned to Earth.

Real Names: Unknown

Occupations: Warriors

Legal Status: Citizens of New Salem

Identities: Public unaware of their existence

Places of Birth: New Salem, Colorado

Marital Status: All single

Known Relatives: Nicholas Scratch (father), Agatha Harkness (grandmother, deceased)

Base of Operations: New Salem, Colorado

BRUTACUS



STATISTICS

F	AM (50)
A	GD (10)
S	MN (75)
E	AM (50)
R	TY (6)
I	TY (6)
P	EX (20)

Health: 185

Karma: 32

Resources: TY (6)

Popularity: 0

KNOWN POWERS *Natural Weaponry:* His fingers end in claws that do Remarkable damage.

Talents: Brutacus is trained in sorcery.

ROLE-PLAYING NOTES

Brutacus is almost bestial in his fury. He constantly rages against anyone who has ever crossed him.

GAZELLE



STATISTICS

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

Health: 80

Karma: 40

Resources: TY (6)

Popularity: 3

KNOWN POWERS *Hyper-running:* Gazelle can run at Good speed (60 mph).

Hyper-Leaping: Gazelle can make Remarkable leaps of up to 40 feet across or straight up. She can descend 60 feet without harm. Her kicks do Remarkable damage.

Talents: Gazelle is a superb gymnast.

ROLE-PLAYING NOTES

Gazelle was originally a loyal member before the others' cruel streak turned her against them. Now, it is likely her spirit would return to aid victims of the others' supernatural plots.

HYDRON



STATISTICS

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

Health: 50

Karma: 36

Resources: TY (6)

Popularity: 0

KNOWN POWERS *Demihuman Body/ Liquid Life:* Hydron resembles a piscine or fish-man. However, his skin is actually a transparent shell covering his true form, a purely aqueous body.

Water Generation: Hydron can generate an infinite supply of water within his body. He can release it through the nozzle covering his left hand. The stream is capable of doing Remarkable physical damage. It can also short-out electronics and negate fiery attacks.

ROLE-PLAYING NOTES

Hydron prefers to attack without warning and to keep the fight within close quarters where his effectiveness is greater.

REPTILLA



STATISTICS

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

Health: 100

Karma: 32

Resources: TY (6)

Popularity: -5

KNOWN POWERS

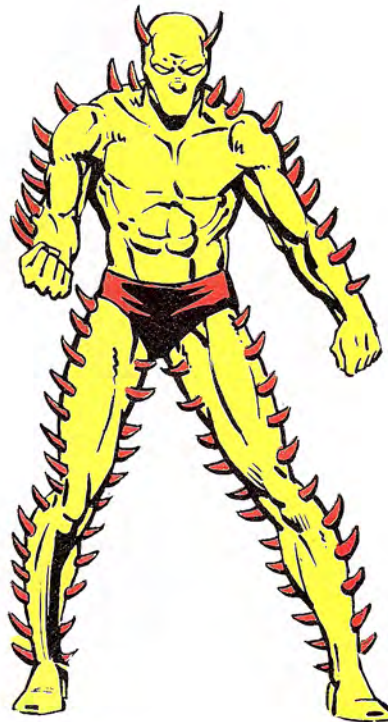
Amian Body: Reptilla's legs have been transformed into a sinuous serpentine tail. Her arms have been transformed into snakes as well; each arm-snake has its own head in place of hands. The arm-snakes can constrict to do Excellent damage each round.

Poison Bite: The arm-snakes have Excellent-intensity poison. Victims must make an Endurance FEAT or fall unconscious for 1-10 hours. Failure to make a second FEAT decreases the victim's Endurance -1 CS.

ROLE-PLAYING NOTES

In combat, Reptilla attacks the weakest target, often holding the victim hostage to order her other foes to surrender.

THORNN



STATISTICS

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

Health: 60

Karma: 32

Resources: TY (6)

Popularity: -3

KNOWN POWERS

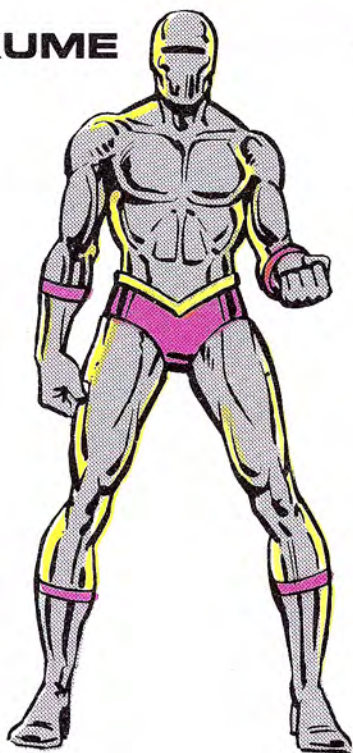
Missile Creation: Thornn's body is covered in thorns that he can fire at will. The thorns have Remarkable accuracy, a range of 1 area, and do Remarkable damage. He possesses 76 thorns; lost thorns regenerate 10 rounds later.

ROLE-PLAYING NOTES

Thornn prefers to fight at a distance with his thorns rather than engage in hand-to-hand combat.

ADDITIONAL NOTES:

VAKUME



STATISTICS

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

Health: 50

Karma: 50

Resources: GD (10)

Popularity: 1

KNOWN POWERS

Phasing: Vakume has the Excellent ability to become intangible and pass through objects with less than Remarkable material strength. He cannot travel through a magical barriers.

Air Animation: Vakume has Unearthly control over the atmosphere. His control is limited to removing the air from a target area. Beings within the target area must make an Endurance FEAT. Failure means they begin to suffocate from lack of air; victims fall unconscious for 1-10 minutes.

ROLE-PLAYING NOTES

Vakume is a team player. He sees that acting in unison is the only way to accomplish anything meaningful. He considers ego a waste of time and energy.

VERTIGO



STATISTICS

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

Health: 48

Karma: 40

Resources: TY (6)

Popularity: 2

KNOWN POWERS

Biophysical Control (Disruption): She has the Monstrous ability to induce severe nausea in a victim. She can affect everyone she chooses to within a 20-foot cone extending from her face. Failure to make an Endurance FEAT means the person loses consciousness for 1-10 hours.

ROLE-PLAYING NOTES

Vertigo calmly waits for the optimum moment to strike. She is one of the most level-headed of the Seven.

ADDITIONAL NOTES:

STATISTICS

F	RM (30)
A	RM (30)
S	IN (40)
E	MN (75)
R	TY (6)
I	GD (10)
P	RM (30)

Health: 175

Karma: 46

Resources: TY (6)

Popularity: 0

BACKGROUND

Real Name: William Baker

Occupation: Ex-professional criminal turned adventurer and mercenary

Legal Status: U.S. citizen with criminal record

Identity: Current identity is secret

Place of Birth: Queens, New York

Marital Status: Divorced

Known Relatives: Mrs. Baker (mother)

Base of Operations: Brooklyn, New York; France

Past Group Affiliations: Frightful Four; current employee of Silver Fox

Present Group Affiliation:

KNOWN POWERS

Mineral Body: He can transform his body into sand-like particles under his direct control.

Topology: Amazing ability to reform his body at will

- Hammers do Amazing damage
- Incredible Material cages
- "Phasing" through openings with Remarkable ease
- Elongate up to 2 areas

Armor Skin: Amazing protection against physical attacks and Incredible protection against most energy attacks (see below).

Sandblast: Incredible Intensity attack with a range of 2 areas

Molecular Conversion: Amazing ability to transform sand into his special form

Healing: Up to half his damage per day

Weaknesses: Heat- and flame-based attacks fuse his body into glass. Incredible Intensity winds tear his body into helpless particles. Water-based powers of Monstrous



rank or water-based lifeforms absorb the Sandman into a mindless sludge.

Talents: Petty criminal skills

Contacts: The Thing and Silverfox's organization

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Sandman began his career as a basic blue-collar criminal who used his powers to rob rather than conquer. Even when he joined the Frightful Four, he retained this outlook. After his disastrous "partnership" with Hydro-Man, the Sandman decided to abandon the criminal life. He is now out to make amends for his past misdeeds by battling current criminals.

HISTORY

William Baker was born and raised in a rough section of New York City. His father deserted him and his mother when he was three years old, leaving them impoverished. Baker learned to steal at an early age, and cheated and bluffed his way through public school. He excelled at football in high school but ruined his chances for a legitimate career when he accepted money from a local gambling ring to intentionally lose an important game. Baker was found out, thrown off the team, and expelled from school. He then found steady work as a henchman for a protection racket gang. At this point, Baker adopted the name "Flint Marko." Marko became successful in the New York City underworld, but entertained thoughts of reforming to marry his girlfriend, Marcy Conroy. Arrested for a series of crimes, Marko was convicted and spent several years in solitary confinement growing increasingly hostile. Upon release, Marko discovered that Conroy had left him for a member of his gang named Vic Rollins. After exacting brutal revenge on Rollins, Marko embarked on a one-man crime wave throughout New York City. Eventually he was captured and imprisoned in the maximum security ward of Rykers Island Prison, New York. After a short time, he escaped

through an unguarded drainpipe, the knowledge of which he had purchased while in confinement. He attempted to travel south to start a new life. However, Marko was pursued by the FBI as well as state and local police departments. Narrowly evading the law numerous times, he made his way down the East Coast.

At one point, Marko found refuge in a military nuclear testing site near Savannah, Georgia. Marko was lying on a nearby beach when an experimental nuclear reactor's steam system exploded, bombarding him with a massive dose of radiation. After a short period of unconsciousness, Marko awoke to find that his body had weirdly taken on the properties of animated sand, and that he could transform himself into a sand-like form. Now able to elude the authorities with ease, the Sandman, as he now called himself, embarked on a career of criminal activity which brought him into conflict with Spider-Man, the Fantastic Four, the Hulk, and many other powerful crimefighters.

The Sandman teamed with the Wizard, the Trapster, and Medusa, who together became known as the Frightful Four. The Sandman served as a member of the Frightful Four over many years, during which he sometimes acted independently of the team as well.

The Sandman's criminal career recently came to an apparent end. To battle Spider-Man, he had joined forces with a superpowered criminal

named Hydro-Man who could transform his body into animated water. In a freak mishap, Sandman and Hydro-Man combined into a grotesque mud-like creature. The authorities subdued the mud creature with a special dessicating gas, which partially dehydrated the creature, rendering it harmless. The remaining mud was sent to the police's forensic laboratory in Manhattan. There, police scientists sought to analyze the composition of the unusual mud, but determined with the instruments at their disposal that it was completely inanimate. It was decided to seal it in a container and dispose of it. Apparently as a delayed effect of some of the analytic procedures, the mud spontaneously separated back into the two criminals, who then burst free of their container. Hydro-Man quickly departed to unknown destinations. Sandman was so traumatized and humiliated by the experience that he renounced his criminal ambitions.

The Sandman formed a friendship with his former enemy, the Thing, who encouraged him to pursue an honest life. Although still wanted by the police for past crimes, the Sandman has forsaken his criminal career. He lives quietly in Brooklyn, New York, under the alias Sylvester Mann. However, Sandman recently entered the service of Silver Fox, a European woman who operates a mercenary superhero service connected to the government of Symkaria.

STATISTICS

F RM (30)
A RM (30)
S MN (75)
E AM (50)
R RM (30)
I GD (10)
P RM (30)

Health: 185

Karma: 70

Resources: GD (10)

Popularity: 10

BACKGROUND

Real Name: Dr. Walter "Wanda" Langkowski

Occupation: Adventurer, former professor of physics, former professional football player

Legal Status: Citizen of Canada, legally deceased

Identity: Secret

Place of Birth: Vancouver, British Columbia, Canada

Marital Status: Single

Known Relatives: Bibe

Base of Operations: Mobile

Past Group Affiliations: Member of Alpha Flight, possesses the body of one of the Great Beasts, former member of the Green Bay Packers

Present Group Affiliation:

KNOWN POWERS

Bestial Form: In human form, Langkowski has the following statistics:

F	A	S	E
RM	GD	TY	EX

Health: 66

Whenever Langkowski changes forms, all damage instantly heals. It takes him one round of uninterrupted concentration to transform himself. Sasquatch's current body is that of the deceased Snowbird. As such, when he reverts to human form, it is to a female human form.

Body Armor: As Sasquatch, Walter/Wanda has Remarkable body armor and Excellent Resistance to cold.

Leaping: As Sasquatch, Walter/Wanda can leap up to 3 areas per round.



Claws: As Sasquatch, Walter/Wanda gains Claws, which can do Remarkable Edged Damage.

Talents: Langkowski has the Physics and Radiation studies talents. He is familiar with American football.

Contacts: Langkowski is a charter member of Alpha Flight. He and Bruce Banner were fellow students. Langkowski has also assisted Bill Foster (Black Goliath) when dying of radiation poisoning.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Although extremely educated, Langkowski comes across as a rough-and-tumble man. Prior to his transformation to "Wanda," he had a weak spot for an attractive woman. In the last year or so he has "died" and been "reborn" on at least two occasions, existing as one of the Great Beasts, the Box robot, an ethereal spirit, Smart Alec, and now a woman. He has adapted well to his new body, which is fairly normal compared to some of his other "incarnations."

HISTORY

Dr. Walter Langkowski was born and raised in British Columbia, Canada. He attended Pennsylvania State University on a football scholarship. During his freshman year, Langkowski met Bruce Banner, who would later become noted for his work in gamma ray research and infamous for becoming the monstrous Hulk as a result of overexposure to gamma radiation.

When the fact that Bruce Banner was the Hulk became public knowledge, Langkowski conceived a new goal for his life. He entered a graduate program in physics at the Massachusetts Institute of Technology and rapidly earned his Ph.D. He was then appointed to the faculty of McGill University in Montreal. Since leaving his football career, Langkowski had accumulated all the information he could find on the Hulk and on other human beings who had been transformed through exposure to gamma radiation. Langkowski intended to recreate, under controlled circumstances, the conditions which produced the Hulk. Langkowski spent over a million dollars of his own money on his research into this area, and finally applied to the Canadian government for additional funding. James MacDonald Hudson, who was organizing a group of superhuman agents for the Canadian government's Department H, arranged for the funding and procured an isolated laboratory near the Arctic Circle for

Langkowski. During a leave of absence from McGill University, Langkowski designed and constructed a means to generate gamma radiation bombardments similar to those which had created the Hulk, but under laboratory conditions.

Because of the potential for radiation leakage, Langkowski performed his experiment in self-transformation in the isolated laboratory north of the Arctic Circle. There he used the equipment he had designed to bombard himself with gamma radiation, and was transformed into a ten-foot-tall, superhumanly powerful creature which went on a savage rampage for hours before finally reverting to human form. One of Hudson's agents, Snowbird, found Langkowski in human form lying in the snow after his rampage, took him to a hospital, and summoned Hudson. Another of Hudson's agents, Dr. Michael Twoyoungmen, asked Snowbird, who was herself able to change shape, to teach Langkowski how to maintain his normal personality and intelligence in his bestial form. This teaching proved to be entirely successful until only recently.

Langkowski called himself "Sasquatch" when he was in his bestial form, after the Canadian word for Canada's legendary "Bigfoot" creature, which he resembled. Once he had learned how to maintain his normal human personality and intelligence as Sasquatch and had undergone a period of training in Department H's team of apprentice superhuman agents, Beta and Gamma Flight, Langkowski became a member of James Hudson's fully trained team of superhuman agents, Alpha Flight. He became the lover of another Alpha Flight member, Aurora, and is responsible for the alteration in her superhuman powers.

However, Langkowski was wrong in believing that he had gained his Sasquatch form from gamma radiation. The equipment he used in the experiment in the Arctic laboratory had actually unleashed for a fraction of a second enough physical energy to sunder the mystical barrier separating Earth from the otherdimensional realm of the Great Beasts, enemies of the god of native Canadi-

an mythology. A mystic link was formed between Langkowski and the Great Beast called Tanaraq, enabling Langkowski, without knowing what he was really doing, to take on Tanaraq's form and control it. But with each "transformation" of Langkowski into Sasquatch, Tanaraq's mind was able to supplant Langkowski's personality whenever Langkowski, in Sasquatch's form, felt intense anger or pain. Finally, Tanaraq took full control of Sasquatch. Snowbird, realizing what had happened, transformed herself into a being like Sasquatch and tore out Tanaraq's heart, killing Langkowski's physical form, which reverted to normal in dying. Six members of Alpha Flight journeyed into the otherdimensional realm of the Great Beasts and recovered Langkowski's soul, intending to return it to his body. Langkowski's body had mystically been crystallized to preserve it, but the body entirely crumbled away while the Alpha Flight members were recovering Langkowski's soul. So, instead, Michael Twoyoungmen, then known as Shaman, projected Langkowski's soul into the robotic body that its inventor Roger Bochs, called Box.

Langkowski thus remained alive in Box while he and Bochs sought for a new body for Langkowski's soul to inhabit. They finally located a nearly mindless humanoid form existing at an interdimensional nexus. Langkowski abandoned Box and his spirit was projected to that nexus, where he discovered that the body was that of the Hulk. Unwilling to take over the body belonging to his old friend Bruce Banner, Langkowski seemingly allowed his spirit to vanish from the mortal plane.

Langkowski was later able to use the physical body of Smart Alec, within Shaman's medicine bag, to return to reality. He briefly reentered the Box robot and then transferred to Snowbird's body (in its Sasquatch/Great Beast form), which had been re-animated by Pestilence. Although he can now transform back to human form, it is the form of the female Snowbird. Langkowski now calls himself "Wanda" and has remained with Alpha Flight.

GROUP BACKGROUND

The Savage Land Mutates are a group of Swamp People from the Savage Land, a tropical jungle that existed within Antarctica, who, except for Vertigo, were originally artificially mutated through technological means by Magneto so as to give them superhuman powers.

(Under a strict definition of the term "mutant" superhuman mutants are said to be beings who possess their unusual forms or abilities, or the potential for having them, from birth. Superhuman mutants, on the other hand, are mutated at some point during their lives. Hence they did not possess their unusual forms or abilities, or the genetic potential for them from birth, but developed them later. An evolutionary offshoot of humanity called the Deviants uses the term "mutate" differently, to describe Deviants who genetically differ from the majority of Deviants in extreme ways.)

Magneto gave the Savage Land Mutates their superhuman powers during a period he spent living in the Savage Land. The Mutates battled the X-Men and Ka-Zar on Magneto's behalf, but after Magneto's own defeat in the Savage Land by the X-Men, Marvel Girl, the Mutates returned to their original non-superhuman state for unknown reasons.

Subsequently, the Savage Land Mutates regained their superhuman powers and unusual forms for reasons that remain unclear. This time the powers of the Mutates had allegedly increased. The Mutates, who have also been called the Beast Brood, captured three scientists and tried to force them to mutate other Savage Land natives into superhuman beings. The Avengers and the Asgardian goddess Sif came searching for the scientists and defeated the Mutates. The Avengers rescued the scientists and delivered the Mutates to legal authorities in Chile, the nearest nation to the Savage Land. One of the Savage Land Mutates, the Piper, was not present at the battle with the Avengers. Shortly thereafter, he aided Magneto in battling the Avengers back in the United States. However, the Vision defeated both Magneto and the Piper, and the Piper's whereabouts since then remain a mystery. Later another of the

Mutates, Lorelei, somehow came to join Magneto's Brotherhood of Evil Mutants. She has apparently not returned to the Savage Land since then, and her whereabouts also remain a mystery.

Somehow the Savage Land Mutates (other than Equilibrium, Lorelei, and Piper) returned to the Savage Land from Chile. It is unknown what happened to the Mutate Equilibrium since he entered Chilean custody with the others. Another of the Mutates, Brainchild, originally thus named because he had superhuman intelligence and childlike emotions, achieved greater emotional maturity and became the Mutate's leader. Apparently to replace Equilibrium, he used a genetic transformer device to mutate a female Savage Land native into Vertigo, who had a power similar to Equilibrium's. Brainchild and the Mutates joined forces with the high priestess Zaladane to take control of the Savage Land. Under Brainchild's leadership, the Savage Land Mutates battled the Angel, Ka-Zar, and Spider-Man in the Savage Land. Working for the monstrous Sauron, Brainchild and his Mutates subsequently fought Ka-Zar, the Angel, and his fellow X-Men. Ka-Zar and the X-Men defeated the Mutates, who were returned by Ka-Zar, using one of Brainchild's devices, to their original states.

But it appears that the effect of the mutation-inducing technology that gave the Savage Land Mutates their powers causes them eventually to regain their superhuman abilities and unusual forms should they lose them. It is unknown if all the Savage Land Mutates somehow escaped the recent apparently total destruction of the Savage Land.

The Piper and Equilibrium are apparently still in the hands of the legal authorities in New York and Chile, respectively, and, presumably, Lorelei never returned to the Savage Land after her time as a member of the Brotherhood of Evil Mutants. Vertigo, one of the Mutates working for Sauron, was apparently recruited by Mister Sinister prior to the Savage Land's destruction and is a member of his team of assassins, the Marauders.

AMPHIBIUS

STATISTICS

F	GD (10)
A	EX (20)
S	TY (6)
E	EX (20)
R	PR (4)
I	GD (10)
P	TY (6)

Health: 56

Karma: 20

Resources: FE (2)

Popularity: 0

BACKGROUND

Real Name: Unrevealed

Occupation: Warrior

Legal Status: None

Identity: Amphibius's existence is unknown to the general population of Earth

Place of Birth: The Savage Land

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Formerly the Savage Land, now unknown

Past Group Affiliations: Member of the Savage Land Mutates, servant of Magneto

Present Group Affiliation:

KNOWN POWERS

Water-Breathing: Amphibius can breathe air indefinitely or water for up to one hour.

Leaping: Amphibius has Amazing leaping ability (50 feet up or across). He has developed two Power Stunts:

**The ability to "leap-kick" at an opponent, inflicting Remarkable damage.

**The ability to do a "bank shot": bouncing from wall to wall. While doing so, he uses his Monstrous rank leaping ability as his Agility for Dodging purposes. By making a Yellow FEAT roll against his Leaping rank, he can also use his "leap-kick" power stunt.

Talents: Amphibius is an excellent swimmer.

Contacts: Amphibius is a former agent of Magneto and a member of the Savage Land Mutates.

ROLE-PLAYING NOTES

An unimaginative fighter and tactician, Amphibius follows the lead of the group's leader.

BARBARUS

STATISTICS

F	EX (20)
A	TY (6)
S	AM (50)
E	RM (30)
R	PR (4)
I	GD (10)
P	TY (6)

Health: 106

Karma: 20

Resources: FE (2)

Popularity: 0

BACKGROUND

Real Name: Unrevealed

Occupation: Warrior

Legal Status: None

Identity: Barbarus' existence is unknown to the general population of Earth

Place of Birth: The Savage Land

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Formerly the Savage Land, now unknown

Past Group Affiliations: Member of the Savage Land Mutates, servant of Magneto

Present Group Affiliation:

KNOWN POWERS

Multi-Arms: Barbarus possesses four arms, giving him a +2 CS in Grappling combat. He can make multiple attacks at Incredible rank instead of his Fighting rank.

Talents: Barbarus has the Blunt Weapons skill.

Contacts: Barbarus was a former agent of Magneto and a member of the Savage Land Mutates.

ROLE-PLAYING NOTES

Barbarus is the best fighter of the group, and enjoys his role as the "strong-arm" of the Mutates. He is extremely simple and uses brute force to solve all of his problems.

BRAINCHILD

STATISTICS

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

R	AM (50)
I	EX (20)
P	GD (10)

Health: 42

Karma: 80

Resources: FE (2)

Popularity: 0

BACKGROUND

Real Name: Unrevealed

Occupation: Strategist

Legal Status: None

Identity: Brainchild's existence is unknown to the general population of Earth

Place of Birth: The Savage Land

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Formerly the Savage Land, now unknown

Past Group Affiliations: Member of the Savage Land Mutates, servant of Magneto

Present Group Affiliation:

KNOWN POWERS

Computer Mind: Brainchild's brain was genetically enhanced to function as a computer. In addition to augmenting his Reason, Brainchild possessed the following Power Stunts:

- Any group under his tactical leadership gains a +1 CS to their Intuition when following his orders.
- He gains the ability to anticipate his opponent's actions, allowing him to use his Reason when making Dodge rolls. He could also use his Reason instead of his Fighting ability when using thrown weapons.
- He gains the equivalent of the Leadership talent.

Stone Axes: Brainchild carries up to four hand axes which can be thrown for Good Blunt or Edged damage.

Talents: Brainchild's heightened intellect provides him with the Repair/Tinkering skill. He gained the Genetics talent while under Magneto's command.

Contacts: Brainchild was Magneto's most trusted Mutate. He leads his fellow Mutates.

ROLE-PLAYING NOTES

When first encountered, Brainchild

possessed the emotional maturity of a 14 year old. When the Mutates somehow "re-evolved" after their first defeat, Brainchild gained more maturity and acted as the Mutates' leader, providing them with guidance and leadership. He rarely attacks directly in combat, preferring to strike by surprise because of his relatively weak physical stature.

EQUILIBRIUS

STATISTICS

F	TY (6)
A	GD (10)
S	TY (6)
E	EX (20)
R	PR (4)
I	GD (10)
P	GD (10)

Health: 42

Karma: 24

Resources: FE (2)

Popularity: 0

BACKGROUND

Real Name: Unrevealed

Occupation: Warrior

Legal Status: None

Identity: Equilibrium's existence is unknown to the general population of Earth

Place of Birth: The Savage Land

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Formerly the Savage Land, now unknown

Past Group Affiliations: Member of the Savage Land Mutates, servant of Magneto

Present Group Affiliation:

KNOWN POWERS

Equilibrium Distortion: Anyone looking into Equilibrium's eyes has a chance of being affected by his Incredible rank power. If eye contact is made, a Psyche FEAT roll must be made against Equilibrium's Intensity rank. Those failing this roll receive a -4 CS to all actions and cannot stand up for 1 + 1-10 rounds. A victim must make a roll each time he makes eye contact with Equilibrium. Anyone attacking while deliberately averting or covering their eyes receives a -2 CS.

Talents: None

Contacts: Equilibrium is a former agent of Magneto and a member of the Savage Land Mutates.

ROLE-PLAYING NOTES

Although technically a warrior, Equilibrium deprecates physical combat and prefers to render his victims helpless, so his more physical comrades can handle them.

GAZA**STATISTICS**

F	EX (20)
A	TY (6)
S	RM (30)
E	IN (40)
R	PR (4)
I	EX (20)
P	TY (6)

Health: 96

Karma: 30

Resources: FE (2)

Popularity: 0

BACKGROUND

Real Name: Unrevealed

Occupation: Warrior

Legal Status: None

Identity: Gaza's existence is unknown to the general population of Earth

Place of Birth: The Savage Land

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Formerly the Savage Land, now unknown

Past Group Affiliations: Member of the Savage Land Mutates, servant of Magneto

Present Group Affiliation:

KNOWN POWERS

Psionic Vision: Although technically blind, Gaza possessed psionic abilities which provided him with the equivalent of normal eyesight. However, he is immune to purely visual (as opposed to psionic) illusions, blinding attacks, and any attacks that require eye contact.

Talents: A skilled fighter, Gaza possesses Martial Arts C and the Wrestling Talent.

Contacts: Gaza was a former agent of Magneto and is a member of the

Savage Land Mutates.

ROLE-PLAYING NOTES

A "gentle giant," Gaza is not as blood-thirsty as Barbarus and only fights when necessary. Unfortunately, he is devoted to his fellow Mutates and follows their lead in their attacks on humanity. He believes that their actions are justified for the good of the Savage Land.

LORELEI**STATISTICS**

F	TY (6)
A	TY (6)
S	TY (6)
E	GD (10)
R	PR (4)
I	GD (10)
P	TY (6)

Health: 28

Karma: 20

Resources: PR (4)

Popularity: 0

BACKGROUND

Real Name: Unrevealed

Occupation: Mercenary

Legal Status: Unrevealed

Identity: Publicly known, although her identity as a Savage Land Mutate is not commonly known to the general population of Earth, who simply believe her to be a mutant.

Place of Birth: The Savage Land

Marital Status: Presumed single

Known Relatives: None

Base of Operations: Formerly the Savage Land, now mobile

Past Group Affiliations: Former member of the Savage Land Mutates, servant of Magneto, member of the Brotherhood of Evil Mutants

Present Group Affiliation:

KNOWN POWERS

Sonic Hypnosis: Lorelei has the Amazing rank ability to paralyze men within a 10 area range. Any male within this area must make a Psyche FEAT roll vs. Amazing Intensity at a -2 CS or be paralyzed. Immortal beings, such as Thor and Hercules, and robots, such as Machine Man and Ultron (but not the Vision, a syn-

thezoid) are immune to the effects of her power.

Lorelei uses her singing voice as a focus. She can continue singing for up to 20 rounds. When she finishes singing, those paralyzed by her song must take two rounds to come to their senses. Anyone resisting her voice may act on the round they resist, but must make more rolls on subsequent rounds as long as they are within range. Anyone who is deaf or who has blocked ears is immune to her powers.

Talents: None

Contacts: Lorelei is a former member of the Savage Land Mutates, although she has not seen them in several years. She is a trusted agent of Magneto, but was viewed with distrust by the other, male members of the Brotherhood of Evil Mutants during her time with them.

ROLE-PLAYING NOTES

Lorelei is (no pun intended) a one-note character. She will always use her power to render male opponents helpless, then let her allies (males either use earplugs or strike in the two rounds after she has stopped singing) do the dirty work. Against opponents who are immune to her power, she is helpless. As such, she never attacks on her own, but as part of a team. During her time with the Brotherhood, she was completely dependent on Magneto because of her unfamiliarity with the modern world.

LUPO**STATISTICS**

F	GD (10)
A	GD (10)
S	TY (6)
E	EX (20)
R	PR (4)
I	GD (10)
P	TY (6)

Health: 46

Karma: 20

Resources: FE (2)

Popularity: 0

BACKGROUND

Real Name: Unrevealed (possibly Timberius)

Occupation: Warrior
Legal Status: None
Identity: Lupo's existence is unknown to the general population of Earth
Place of Birth: The Savage Land
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Formerly the Savage Land, now unknown
Past Group Affiliations: Member of the Savage Land Mutates, servant of Magneto
Present Group Affiliation:

KNOWN POWERS

Animal Communication: Lupo can summon and control mammalian carnivores with Remarkable ability, wolves with Amazing. This ability has a range of one mile, but Lupo must make a series of high-pitched cries to obtain this range. Otherwise, he can summon such animals only from 100 feet (10 areas) away.

As a Power Stunt, Lupo can control feral/carnivore-type characters such as Wolverine, Sabretooth, Wild Child, and Jack Russell, the Man-Wolf. They receive a Psyche FEAT against Lupo's Power Rank of Remarkable (or Amazing if they were directly wolf-related, but only the Man-Wolf qualifies) with a +2 CS in their favor.

Talents: None

Contacts: Lupo was a former agent of Magneto and is a member of the Savage Land Mutates.

ROLE-PLAYING NOTES

Although feral in appearance, Lupo is not a berserker-type like Wolverine or Sabretooth. He is not much of a fighter, preferring to rely on his summoned creatures to fight his battles for him. He has no particular empathy for the creatures he controls and will willingly sacrifice them if necessary.

PIPER

STATISTICS

F	TY (6)
A	TY (6)
S	TY (6)
E	EX (20)
R	PR (4)
I	GD (10)
P	GD (10)

Health: 38
Karma: 24
Resources: FE (2)
Popularity: 0

BACKGROUND

Real Name: Unrevealed
Occupation: Musician
Legal Status: None
Identity: The Piper's existence is unknown to the population of Earth
Place of Birth: The Savage Land
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Formerly the Savage Land, now unknown
Past Group Affiliations: Member of the Savage Land Mutates, servant of Magneto
Present Group Affiliation:

KNOWN POWERS

Animal Control: The Piper has the Remarkable rank ability to summon and command any animal or mindless monster or primitive, within a range of 12 areas in the country or 2 in the city. He must play the panpipes or flutes in order to use this power, as these instruments act as a focus for his power.

Talents: The Piper is a skilled musical Performer with any woodwind instrument.

Contacts: The Piper was a former agent of Magneto and a former member of the Mutates.

ROLE-PLAYING NOTES

A quiet type who prefers a solitary existence, the Piper is nonetheless intensely loyal to Magneto. Like Lupo, he cares little for the creatures he controls and will sacrifice them willingly to obtain his objectives.

VERTIGO

STATISTICS

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

Health: 38
Karma: 22

Resources: PR (4)
Popularity: -3

BACKGROUND

Real Name: Unrevealed
Occupation: Mercenary
Legal Status: None
Identity: Vertigo's identity as a Savage Land Mutate is not generally known to the general population of Earth
Place of Birth: The Savage Land
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Formerly the Savage Land, now mobile
Past Group Affiliations: Former member of the Savage Land Mutates, former servant of Magneto, current member of the Marauders
Present Group Affiliation:

KNOWN POWERS

Vertigo: Vertigo has the ability to instill vertigo in her victims at Incredible rank. Her victims, upon encountering her power for the first time, must make a Psyche FEAT roll against the intensity of her power or receive a -4 CS to all actions and become unable to stand for 1 + 1-10 rounds. Victims who have previously experienced the effects of her power receive a +2 CS against the vertigo effect, and characters with the Acrobatic Talent may use their rank in this skill (Agility +1 CS) instead of the Psyche when resisting, as they are familiar with inner ear imbalances (these advantages are cumulative when applicable).

Vertigo can affect any characters within a 2-area volume within 5 areas. She must be able to actually view the area that she is affecting.

Talents: None

Contacts: Vertigo is a former Savage Land Mutate and a former agent of Magneto. She now serves Mister Sinister, head of the Marauders, and is a valued member of that team.

ROLE-PLAYING NOTES

Originally a quiet type who used her powers on the orders of either Magneto or Brainchild, Vertigo now gets a sadistic fulfillment out of inducing vertigo in her victims. Unlike the other Mutates, she is familiar with the modern world, and is the only member to have traveled extensively in it.

STATISTICS

F EX (20)
A RM (30)
S GD (10)
E GD (10)
R TY (6)
I EX (20)
P FE(2)

Health: 70

Karma: 28

Resources: TY (6)

Popularity: -6

BACKGROUND

Real Name: Ebenezer Laughton

Occupation: Former carnival performer, now professional criminal

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

Identity: Known to the police

Place of Birth: Rhinebeck, New York

Marital Status: Single

Known Relatives: Ralph (brother)

Base of Operations: New York area

Past Group Affiliations: Former operative of Count Nefaria and the Cowled Commander

Present Group Affiliation:

KNOWN POWERS

Contortionist: The Scarecrow is double-jointed and can fit his entire body through any aperture at least one foot wide. This same flexibility allows him to Escape as if his Strength were Amazing.

Pet Crows: The Scarecrow has a flock of two dozen pet crows, which have been taught by him to kill on command, or when anyone attacks their master. Their statistics are:

F	A	S	E
PR	GD	FE	PR

Health: 20

The crows have Poor Air Speed, Poor Edged damage with claws and beak.

Talents: The Scarecrow is a trained Acrobat and Tumbler. He has Remarkable skill in lockpicking, safecracking, and escapology.

Contacts: The Scarecrow has been employed by both Count Nefaria and the Cowled Commander. His brother, Ralph, has stood by him through



thick and thin, despite knowledge of Ebenezer's insanity.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Originally a youth who sought fame as an escape artist and contortionist, Laughton turned to crime as a way to better himself. Over the years, he has slowly gone insane from frustration and imprisonment. He is now a sadistic killer and thief who takes offense at any slight.

HISTORY

Ebenezer Laughton was a naturally flexible, lithe, double-jointed youth who saw a "rubber man" perform at a traveling carnival and became obsessed with emulating him. Training himself almost incessantly, Laughton learned to twist and bend his body into numerous unusual positions and perform various acrobatic stunts. A brief audition of his abilities gained him a job at a live variety show where he billed himself as Umberto the Uncanny. During one of his performances, Iron Man entered the theater in pursuit of a criminal whom he observed robbing

the ticket vendor outside. Seeking publicity, Laughton stopped the thief with a simple acrobatic move. As Iron Man carried the criminal away, Laughton realized the potential in his particular skills for illegitimate gain.

After stealing a scarecrow outfit from a costume shop, he chose for his first outing as a costumed criminal, the apartment of wealthy socialite and industrialist Anthony Stark. At first attempting to steal Stark's valuables and money, the Scarecrow discovered top secret industrial designs in the apartment and decided to sell them to the highest bidder. This theft led him into battle with Anthony Stark's alter ego, Iron Man, and imprisonment.

He later was freed by Count Luchino Nefaria and was teamed with the Eel, Plantman, and the Por-

cupine in Nefaria's bid to capture and hold Washington for ransom. When Nefaria's plans failed, the Scarecrow and his fellow henchmen fled. They were later recruited by the Cowled Commander and pitted against Captain America and the Falcon, who defeated them.

While serving a several-year prison term, including a year in solitary confinement, the Scarecrow went insane from his hatred of various enemies. When he was finally paroled, the Scarecrow set out on a campaign to murder supporters of the Coalition for an Upstanding America, a morality-in-media organization. He managed to kill two of them and take over a fund-raising telethon before Captain America defeated him. The Scarecrow is currently in prison again.

STATISTICS

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

Health: 46

Karma: 60

Resources: TY (6)

Popularity: 16

BACKGROUND

Real Name: Wanda Maximoff

Occupation: Professional adventurer-turned-housewife

Legal Status: Former citizen of Transia, naturalized citizen of the U.S. with no criminal record

Identity: Publicly known

Place of Birth: Wundagore Mountain, Transia, Europe

Marital Status: Married

Known Relatives: Vision (husband), Thomas (son), William (son), Pietro (brother, alias Quicksilver), Magneto (father), Magda (mother, presumed deceased), Django Maximoff (adoptive father, deceased), Marya Maximoff (adoptive mother, deceased), Crystal (sister-in-law), Luna (niece), Black Bolt, Medusa, Gorgon, Karnak, Trigon (sister-in-law's cousins), Simon Williams (brother-in-law, alias Wonder Man), Eric Williams (brother-in-law, alias Grim Reaper, deceased), Martha Williams (mother-in-law), Sanford Williams (father-in-law, deceased)

Base of Operations: Leonia, New Jersey

Past Group Affiliations: Former member of the Brotherhood of Evil Mutants, reserve member of the Avengers

Present Group Affiliation:

KNOWN POWERS

Probability Field Alteration: The Scarlet Witch can disrupt probabilities at Amazing rank so that unlikely (but not impossible) events occur. This can include the shorting out of mechanical equipment, spontaneous combustion of flammable objects, the disruption of energy fields and transmissions, the evacu-

ation of air from a given volume, etc. On one occasion she even managed to put a crack in the adamantium casing of Ultron. Against unnatural materials or energies, such as complex alloys or force fields, she receives a -1 CS when making the FEAT roll.

Wanda can affect probabilities in any place that she can view directly. **Magic Manipulation:** Wanda has mastered the following magical Power Stunts:

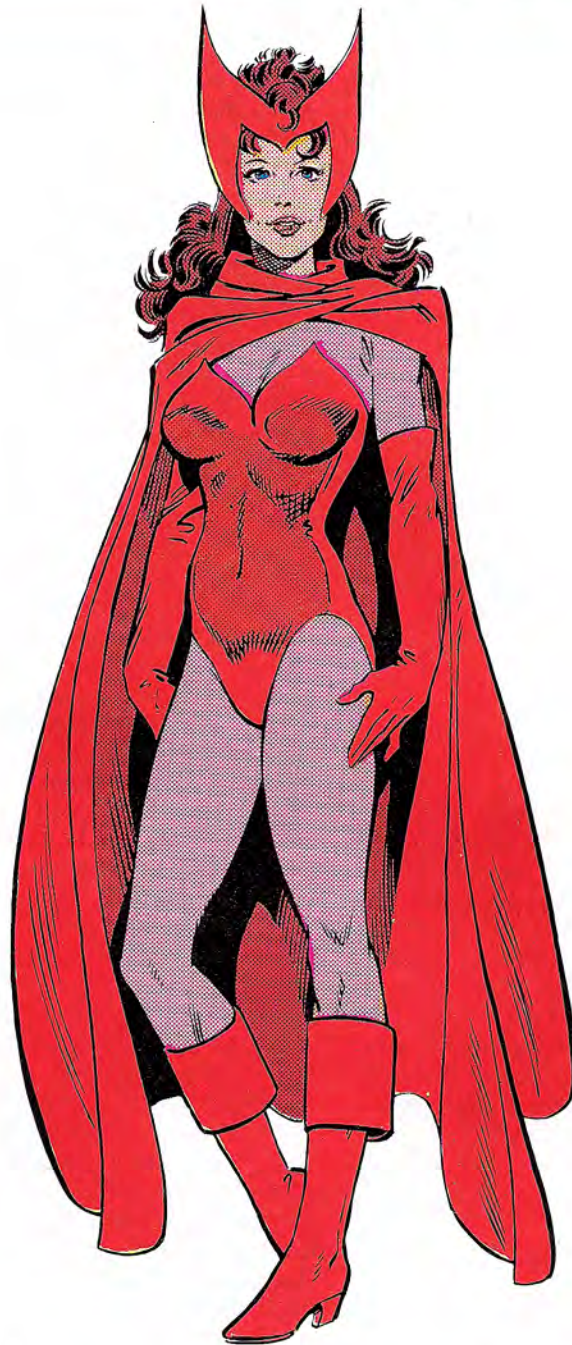
- *Eldritch Bolts* of Excellent Rank
- *Shields* providing Incredible

protection against Mystical attacks.

- Good rank *Telekinesis*.

Talents: Wanda has the Mystic background and has the Occult Lore talent.

Contacts: The Scarlet Witch has contacts with both East and West Coast Avengers as a reserve member. She is not on particularly good terms with her father, Magneto, but he would come to her aid if she were in danger. She and the Vision are close friends of the mutant couple Glamour and Illusion. On occasion



she has been able to contact the shade of her deceased teacher, Agatha Harkness.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Early in her career, the Scarlet Witch had low self-esteem. As she grew in the use of her powers, she became a force to be reckoned with and now faces any danger with iron resolve. She has unflinchingly taken on such menaces as Chthon and Ultron. She is also a devoted mother and wife, and is overly protective of her husband, the Vision, who is still in many ways new to "humanity."

HISTORY

Wanda Maximoff was the daughter of the mutant later known as Magneto and a gypsy woman named Magda. Just prior to her birth, her mother fled from her father, terrified of the bizarre powers he suddenly manifested and his intentions of world domination. Seeking refuge in the scientific citadel of Wundagore in the Balkan Mountains of the tiny nation of Transia, Magda was taken in by Bova, a woman evolved from a cow by the master of genetic acceleration, the High Evolutionary. Magda gave birth to twins, a boy and a girl, with Bova as her midwife. Still afraid that her husband might find

her and learn of the children, Magda left Bova a note explaining her fears, and walked into the frozen mountain wilderness to perish. Feeling that it was not right to raise two seemingly normal babies in the environment of the evolved animal-men of Wundagore, Bova was relieved when several nights later, an American couple vacationing in Europe, Robert and Madeline Frank, also came to Wundagore seeking assistance with a birth. Bova intended to award the couple the days-old twins to raise along with their own newborn. Unfortunately, the couple's child was stillborn, and Madeline died in childbirth. Bova presented Robert Frank with the twins, representing them as his own natural children, in the hope it would assuage his grief. Frank, refusing the children, fled from Wundagore nearly insane with grief. (Years later, Frank and the children would come to believe that he was their natural father.) Bova then presented the twins to her master, the High Evolutionary, who agreed to find human foster parents for them.

The High Evolutionary did find such parents for them in the persons of Django and Marya Maximoff, a gypsy couple camped nearby who had lost their own twin children, Ana and Maleo, during World War II. The Maximoffs accepted the strange gifts from the High Evolutionary and were told their names were Wanda and Pietro, the names their natural mother had given them at birth. The Maximoffs cared for the children as if they were their own. (Years later, Django would believe that Wanda and Pietro were his natural children, Ana and Maleo.)

As adolescents, Wanda and Pietro discovered that they had peculiar talents. With a particular gesture while she was in a certain frame of mind, Wanda found that she could cause unusual phenomena to occur. When Django began to steal food to feed his starving family, enraged villagers attacked the gypsy camp. Using his phenomenal speed, Pietro fled from the camp with his sister. The traumatic circumstances of the separation from their family were so severe that not until well into adulthood could they remember anything but

the barest details of their childhood. The next few years, Wanda and Pietro wandered central Europe, living off the land.

One day, Wanda accidentally caused a house to burst into flames with her uncontrollable hex powers. Despite Pietro's attempt to defend her from enraged townspeople, they were soon overpowered and about to become victims of mob violence when Magneto came to their rescue. Unaware that he was their natural father, Magneto pressed them into service in his Brotherhood of Evil Mutants, costumed them, and named them Scarlet Witch and Quicksilver. For months they served Magneto out of a sense of obligation and fear of his reprisal. When the extraterrestrial Stranger transported Magneto from Earth, the Scarlet Witch and Quicksilver left the Brotherhood and petitioned for membership in the Avengers. They were inducted along with Hawkeye to take the place of the charter members, who wished a leave of absence.

At one point during her career as an Avenger, the Scarlet Witch underwent training in sorcery under the tutelage of a true witch named Agatha Harkness. The mental discipline of sorcery aided the Scarlet Witch's powers of concentration, enabling her to exercise much greater control over her mutant hexes than ever before. While an active member of the Avengers, the Scarlet Witch met and married the synthetic man called the Vision. For a few years after their marriage, the two lived in Avengers Mansion, saving their Avengers' salaries. Eventually, the couple bought a house in Leonia, New Jersey, and retired from active membership. They returned to active duty when the Baxter Building was threatened by Annihilus's nullfield. The Vision assumed chairmanship when most of the Avengers disappeared while fighting the first Secret War. After a several-week stint, the Vision stepped down as leader and the couple returned to Leonia. By warping probabilities, Wanda managed to be impregnated by the artificial Vision. They have since had twin sons named Thomas and William.

STATISTICS

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

Health: 150

Karma: 22

Resources: TY (6)

Popularity: -15

BACKGROUND

Real Name: MacDonald "Mac" Gargan

Occupation: Former private detective, now professional criminal

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

Identity: Secret

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Member of the Masters of Evil III, former partner of Mr. Hyde

Present Group Affiliation:

KNOWN POWERS

Climbing: Gargan can climb any wall he can get a grip on with Excellent ability.

Body Armor: Gargan's suit provides him with Excellent protection against physical damage and Remarkable protection against electrical attacks.

Cybernetic Tail: The Scorpion's tail is made of Incredible strength material and can do Amazing Blunt damage. He can coil it like a spring to propel him up to 3 stories up or 2 areas away. He cannot grapple with it, but it is equipped with a plasma projector which can fire a bolt that does Remarkable Energy damage up to 10 areas away.

Talents: Once a private detective, Gargan is out of practice and gains no benefits for using Detective/Espionage skills.

Contacts: The Scorpion was a one-time partner of Mr. Hyde, but the two have not been together for several years. Gargan has a number of criminal contacts in the New York underworld.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Gargan is not a particularly sophisticated criminal, preferring to pick an opponent and bludgeon him. He considers Spider-Man his main opponent and the two have fought on many occasions. Gargan also hates Jonah Jameson, the man who arranged for him to receive his powers. His plans often include gaining revenge against Jameson.

HISTORY

MacDonald Gargan, a private investigator, was hired by *Daily Bugle* publisher J. Jonah Jameson to follow Peter Parker in order to find out how Parker managed to photograph Spider-Man. While Gargan was on the case, a press release came to the attention of Jameson about a scientist named Dr. Farley Stillwell, who had developed a means of mutagenically endowing animals with various uncharacteristic features. At the time of the press release, Stillwell's experiments had given a rat gills and a fish lungs. Jameson called in Gargan and arranged for them to meet with Stillwell. He offered Stillwell \$10,000 to develop a way to give a person superhuman abilities that could defeat Spider-Man, and also offered \$10,000 to Gargan to undergo whatever treatments would be involved. Stillwell needed the money to further his research, so he accepted Jameson's offer. Gargan, intrigued, also accepted.

Stillwell put Gargan through a battery of chemical and radiological treatments to grant the detective superhuman powers. Equipped with a special costume and a cybernetically controlled mechanical tail

designed by the Tinkerer, the Scorpion sought battle with Spider-Man. While they fought, Stillwell observed violent psychotic behavior in the test animals upon whom he performed his experiments. He concluded that Gargan would lose his ability to distinguish right from wrong. Stillwell tried to administer an experimental antidote to Gargan, but died in the attempt. Gargan went on a crime spree, but was defeated by Spider-Man. The Scorpion was again defeated by Spider-Man in another encounter months later.

After being paroled, the Scorpion was contacted by an unnamed spy ring who hired him to follow SHIELD agent Sharon Carter. He was beaten in combat by Captain America and taken into SHIELD custody, where the android assassin known as Mister Kline somehow acquired him and Mister Hyde. Kline made android duplicates of the Scorpion and Mister Hyde which it dispatched against Daredevil. Following Mister Kline's defeat, the Scorpion and Hyde escaped imprisonment. Under the assumption that it was SHIELD that had held them all this time, the two launched a campaign of terror against SHIELD agents. They were finally stopped by Captain America and the Falcon.

Eventually escaping prison, the

Scorpion decided to get revenge on J. Jonah Jameson, who was responsible for his transformation into the Scorpion and his subsequent humiliation. Twice he attacked Jameson but was beaten off first by the original Ms. Marvel and then by Spider-Man. During this time, the Scorpion, his sanity deteriorating, began to believe that he could not remove his costume. After his defeat at Spider-Man's hands, he learned otherwise when police authorities removed it. Feigning mental incompetence to get more lenient treatment, he was placed in a mental institution rather than prison. Escaping, he once again tried to get revenge on Jameson, but was thwarted by Captain America and Spider-Man.

Scorpion was freed from prison by agents of Egghead, who wanted him as part of his new Masters of Evil. The Scorpion's participation in the group was cut short by the Avengers, however, and he was returned to prison.

Most recently the Scorpion once again escaped and tried to get revenge upon J. Jonah Jameson by kidnapping his son John and bride-to-be Marla Madison. Spider-Man once more defended Jameson, rescued his loved ones, and defeated the Scorpion. The Scorpion is currently in police custody.

STATISTICS

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

Health: 52
Karma: 46
Resources: EX (20)
Popularity: -5

BACKGROUND

Real Name: Unrevealed
Occupation: Vigilante assassin
Legal Status: Unknown
Identity: Secret
Place of Birth: Unknown
Marital Status: Unknown
Known Relatives: Unverified
Base of Operations: Mobile
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

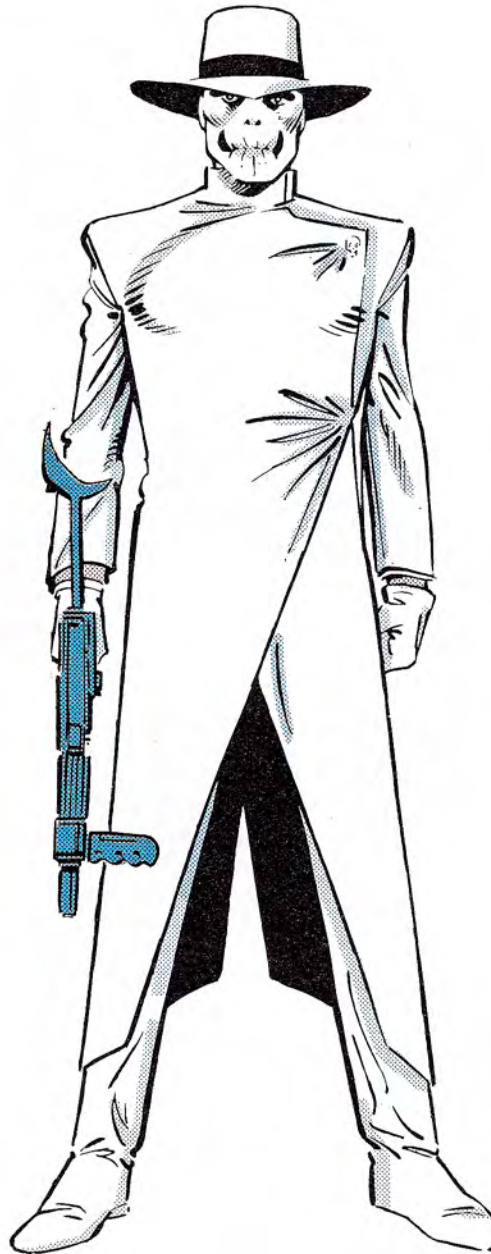
Scourge's Gun: Scourge uses a customized 0.50 caliber submachine-gun. It fires an armor-piercing explosive bullet that reduces the target's body armor (or vehicle protection) by -2 CS and causes Excellent damage. The gun holds 20 rounds of ammunition and can fire a 5-shot burst that does Remarkable damage. Scourge's gun has a range of 5 areas and is made of Excellent strength material.

Scourge's Van: Scourge drives a van which contains spare weapons, ammo, costumes and disguises, a computerized crime-file, and a two-way TV. The van has:

Control	Speed	Body	Protection
TY	EX	GD	GD

Talents: Scourge was a Weapon Specialist with his gun (+2 CS) and had Criminology, Disguise, and Marksman Talents as well.

Contacts: Scourge's main contact was a detective known only as "Domino," who had Monstrous knowledge of the underworld and its secrets. Scourge was often able to infiltrate various organizations and locales by gaining the proper forged papers.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Scourge is the ultimate, pitiless "Nemesis." There is no reprieve from his death sentence. A master of disguise who never lingers at the scene of his murders, nothing is known of his true personality or motives.

HISTORY

Very little is known about the background of the person or persons called the Scourge of the Underworld, and what is known may not be true. Prior to his death, Scourge claimed to be the son of a Hollywood movie director famous for his westerns and the younger brother of the Los Angeles-based criminal called the Enforcer. Sickened by his brother's criminality and how it was tormenting their father, Scourge acquired a gun, disguised himself as a derelict old woman using skills learned from his father's make-up men, went out and gunned down the Enforcer. He then decided to devote his life to serving the cause of justice. He bought a truck to use as his mobile headquarters, bought a computer and elaborate make-up equipment, and hired a private detective named Domino to gather information on criminals for him. He then drove about the country, ruthlessly exterminating criminal after criminal while wearing various innocuous disguises. After numerous successful hits, Scourge was thwarted by Captain America, who prevented him from killing the injured Constrictor. Scourge managed to get away, however, but after he committed a mass murder of eighteen costumed criminals, Captain America lured him out of hiding and apprehended him. Scourge confessed to the numerous killings, providing information that was never released to the media, in the misguided notion that he could make Captain America see they were on the same side of the law. It was then he revealed his background. But before Captain America could turn him over to the authorities, Scourge was shot by a gun

identical to the one Scourge himself used and the unseen assailant shouted "Justice is served!" Scourge's own catch phrase. Captain America could not prevent Scourge from dying from the wounds nor could he apprehend Scourge's killer.

Although there have been no further reported incidents of criminal-killing with Scourge's modus operandi as yet, it has not been verified that the man who died in Captain America's arms was the real Scourge or the only Scourge, nor has Scourge's killer been identified. Furthermore, the account given by the man Captain America apprehended is at least in part fraudulent. For one thing, the Enforcer never had a younger brother. The Enforcer was actually Charles L. Delazny, Jr., the only son of the head of Delazny Studios, an independently-owned back lot and soundstage where movies were filmed in Hollywood's heyday but was now used mostly for television production. One of Charles Delazny, Sr.'s longtime associates was Carson "Coot" Collier, Sr., a director who shot Westerns in the 1930s, '40s, and '50s, and was now doing television work. Collier had a son named Carson, Jr., who was the same age as Delazny's son and the two were schoolmates at Hollywood High. Under circumstances yet to be revealed, Charles Delazny, Jr., managed to lead the authorities into thinking that Carson Collier, Jr., was the Enforcer, and it was Collier who was jailed for the Enforcer's crimes, not Delazny. Scourge's story of being the son of a Hollywood director of westerns could indicate that he was Carson Collier, Jr. In that case, he may have wanted revenge upon the Enforcer for framing him. It is not

known what he had to gain by telling Captain America he was the Enforcer's brother, however. Since Scourge's body has not yet been positively identified as being that of Carson Collier, Jr., the truth about the Scourge who died cannot be verified.

Regarding the mystery of the self-confessed Scourge's slaying, there are a number of possibilities. It is possible that Scourge's private detective Domino killed him to keep him from implicating Domino in his crimes, and Domino used Scourge's catch-phrase to obfuscate matters. Another possibility is that the man who went after Captain America and confessed to all of Scourge's crimes was not the real Scourge but another operative of the real Scourge's who knew enough about his activities to make the confession convincing. Yet another possibility is that there has been more than one person acting in concert who called themselves Scourge all along. To protect the secret of the others, the one Scourge was sacrificed. Until the one Scourge's body is identified and further Scourge-like activities are uncovered, the various mysteries of Scourge will remain mysteries.

Scourge's known victims include the Enforcer, Miracle Man, Hate-Monger III, Megatek, the Melter, Titania I, the Basilisk, the Human Fly, Death Adder, Blue Streak, the Wraith, Hammer and Anvil, Jaguar, Mirage, Hellrazor, Shellshock, Bird-Man II, Cyclone, the Ringer, Turner D. Century, the Grappler, the Cheetah, the Vamp, Commander Kraken, Letha, Steeplejack II, Mind-Wave, the Rapier, Firebrand, the Hijacker, and apparently a Scourge himself. Each of his known victims (with the possible exception of the last) has been tried and convicted of a crime.

The Sentinels are large semi-humanoid robots designed to locate and either capture or kill superhuman mutants. The creator of the Sentinels was the noted anthropologist Dr. Bolivar Trask. Although Bolivar Trask's principal field was anthropology he also had considerable talents in biophysics, cybernetics and robotics. Trask first became aware of mutants when he learned that his son Lawrence ("Larry") was a mutant with precognitive abilities. He then embarked on a private anthropological study of the rapidly increasing emergence of superhumanly powerful mutants in the world. He became convinced that these mutants were the first of a newly evolving race of humanity and that they would use their powers to dominate the world and enslave humanity. Thus, three years before his death, Trask founded a small group of researchers, led by himself and his now adult son, Larry, to compile evidence that superhumanly powerful mutants posed a threat to humanity. Then, using his considerable fortune, Bolivar Trask hired a large team of cyberneticists, roboticists, and engineers to construct the first Sentinels for him, following his basic ideas and designs. Bolivar Trask first publicly revealed the existence of the Sentinels in the course of live televised debate between himself and the geneticist and anthropologist Professor Charles Xavier, the secret leader of the mutant X-Men on the subject of the alleged "mutant menace" to humanity.

To date there have been six different models of the Sentinels plus some variants on an alternate Earth. These are as follows.

MARK I

STATISTICS

F	RM (30)
A	GD (10)
S	IN (40)
E	MN (75)
R	EX (20)
I	PR (4)
P	PR (4)

Health: 155
Karma: NA
Resources: NA
Popularity: NA

BACKGROUND

Real Name: Not applicable
Occupation: Mutant-Hunters
Legal Status: Robotic creations of Bolivar Trask
Identity: Not applicable
Place of Creation: Trask Foundation, New York City, New York
Marital Status: Not applicable
Known Relatives: Not applicable
Base of Operations: A secret fortress in New York
Past Group Affiliations: Robotic agents of Bolivar Trask
Present Group Affiliation:

KNOWN POWERS

Robotic Construction: The Mark I Sentinels were built in humanoid form, standing 20 feet tall (Incredible rank Growth, +2 CS to be hit).

They are immune to disease and gas attacks, and can survive in a vacuum indefinitely. They are immune to all forms of psionic attack.

Flight: The Mark I Sentinels could fly at Good Air Speed (8 areas/round).

Mutant Detection: The Mark I can scan all living beings within 4 areas and determine if they are human or mutant.

Body Armor: The Mark I's exterior construction was of Remarkable strength material that provided them with Excellent protection against physical and energy attacks.

Energy Beam: The Mark I's have a variety of different Energy and Force beam attacks (plasma beams, electron beams, heat rays, etc.) which they can fire from their chests, doing Remarkable damage up to a range of 2 areas.

Stun Ray: The Mark I had an energy beam which could Stun opponents with Remarkable Intensity up to a range of 3 areas.

Disintegrator Beam: The Mark I's were equipped with a disintegrator beam which had a range of 2 areas and could, in one round, disintegrate up to a cubic yard of up to Remarkable Strength inorganic matter.

Talents: The Sentinels have not displayed any talents.

Contacts: No model of Sentinel has had any contacts.

ROLE-PLAYING NOTES

All Sentinels are ruthless, emotionless robots programmed to carry out their programmed objectives to the best of their ability. The Mark I's were given open-ended programming that would allow them to take the best course necessary to protect humanity from mutants.

HISTORY

Mark I Sentinels are Bolivar Trask's original Sentinels. Because neither the Trasks nor any of their employees were as skilled as such roboticists as Doctor Doom and Machinesmith, they created machines whose workings they could neither entirely comprehend or control. The first Sentinels were programmed to protect humanity from mutants, but their logic led them to conclude that they could best do so by taking control of human society from the "imperfect" humans whom they considered to be their physical and intellectual inferiors. As a result, one of the Sentinels attacked Bolivar Trask as he tried to give some of them orders, and they kidnapped him. Trask was brought to the fortress he had had constructed for the Sentinels as a headquarters. There the principal Sentinel, known as the Master Mold, attempted to force Trask to construct an army of more Sentinels, with which they could conquer the human race. Using a "psycho-probe," upon the X-Man called the Beast, whom the Sentinels had captured, Trask realized that he had been wrong, and that not all superhumanly powerful mutants would inevitably use their abilities against humanity. Trask sacrificed his life in destroying the Master Mold. Most of the other Sentinels were also destroyed in the ensuing explosion. Mark I Sentinels possessed great strength and could

fly using jet propulsion units in their feet. They could fire powerful energy blasts from their chests.

MARK II

STATISTICS

F	IN (40)
A	EX (20)
S	MN (75)
E	UN (100)
R	EX (20)
I	GD (10)
P	TY (6)

Health: 235
Karma: NA
Resources: NA
Popularity: NA

BACKGROUND

Real Name: Not applicable
Occupation: Mutant-Hunters
Legal Status: Robotic creations of Lawrence Trask
Identity: Not applicable
Place of Creation: Trask Foundation, New York City, New York
Marital Status: Not applicable
Known Relatives: Not applicable
Base of Operations: A secret base in the Australian desert
Past Group Affiliations: Robotic agents of Lawrence Trask
Present Group Affiliation:

KNOWN POWERS

Robotic Construction: The Mark II Sentinels were constructed along lines similar to the Mark I.

Flight: Mark II's could fly at Remarkable Airspeed (15 areas/round).

Mutant Detection: Identical to the Mark I, but with a 6-area range.

Body Armor: Constructed of Incredible Strength material, provides the Mark II with Incredible protection against physical and energy attacks.

Energy Beam: Identical to the Mark I's, but Amazing Force or Energy damage up to 6 areas away.

Gas Jets: Mark II's have gas jets in their hands that can emit gas (usually knockout) of Remarkable potency which could be fired up to 2 areas away.

Adaptability: The Mark II's, the most powerful in their line, were apparently able to adapt to almost any form of attack and counter it. If aware of the power they were being attacked by and given one round to analyze it, they were equipped to self-generate a defense against it. Examples included scalding steam against the Iceman, an adhesive coating to negate cosmic rays against the Living Monolith, and the generation of certain vibratory patterns to negate the effectiveness of the Vision's intangibility or one of Hawkeye's vibrational-arrows.

The Mark II's were apparently able to adapt a defense against any attack of Unearthly damage or less (even Thor's hammer on one occasion). Information on a defense was relayed to all fellow Sentinels and retained for

use against a future battle with the same opponent.

Self-Repairing: The Mark II's could regenerate 25 Health Points per round, as long as they had at least 50 Health remaining, due to internal self-repair facilities and their own adaptability programming.

Mutation: The Adaptability of the leader of the Mark II's, Number 2, was affected by solar flares so that it actually adapted into a mutant. It gained the power to create teleportational gates allowing it to Teleport at Shift X rank. It also registered as a mutant on all mutant-detection devices.

Remote Control: Mark II's could be controlled by a human being wearing a special cybernetic helmet. Sentinels under mental control take a -1 CS on their FASE abilities. Mutants are unable to directly use such a helmet, although they could coerce or mentally control a human into doing so.

ROLE-PLAYING NOTES

All Sentinels are ruthless, emotionless robots programmed to carry out their programmed objectives to the best of their ability. The Mark II's, like their predecessors, had an open-ended "Protect Humanity regardless of the cost" program. They could not attack humans. Note that Number 2, the mutant Mark II, possessed no such qualms.

HISTORY

These are apparently the most powerful and nearly invincible Sentinels yet devised. They were designed and constructed under the supervision of Lawrence "Larry" Trask after his father's death. While some Mark II Sentinels, such as the "leader," designated Number Two, were constructed from the remains of some of the original Sentinels, many new ones were also built. Larry Trask wrongly blamed the X-Men for his father's death, and determined to have the Sentinels capture and imprison them and all other known superhuman mutants. When the medallion that his father gave him to suppress his mutant abilities was removed from Trask's neck, the Mark II Sentinels realized that Trask himself was a mutant. No longer believing themselves to have a human master, the Sentinels captured Trask and became their own masters. The X-Men succeeded in destroying several Sentinels, and finally convinced Number Two that the Sentinels should seek out and neutralize the principal cause of human mutation, rather than mutants themselves. Number Two led the remaining Sentinels off towards the sun, the source of most mutation-inducing radiation on Earth.

In designing the Mark II Sentinels, Larry Trask added various weapons systems to the robots that the original Sentinels lacked. Moreover, he designed the Mark II Sentinels computer systems so that the Sentinels could instantaneously analyze whatever opposing force or combatant they encountered and rapidly adjust their mode of attack to cope with it. This factor made the Mark II Sentinels extremely difficult to defeat, although they

were not indestructible, nor could they contain weapons systems capable of dealing with every possible danger to them.

Mark II Sentinels possessed vast strength and could fly via jet propulsion units in their feet. They could project strong steel tendrils, powerful force blasts, and jets of knockout gas or steam from their palms.

But while orbiting the sun, the Sentinels concluded that since they lacked the means to destroy the sun, the mutant problem had to be attacked by a different means. The solar heat and radiation somehow caused Number Two to become capable of killing humans in order to safeguard the Sentinels' overall goals. It also somehow developed the ability to create space warps. Number Two led the Sentinels back to Earth where in the Great Australian Desert, they devised a means of triggering and controlling solar flares. The Sentinels intent was to create a solar flare that would sterilize all of humanity, thus preventing mutants (and normal humans, as well) from being born. The Sentinels would then artificially create a new human race that would be incapable of mutation. The Avengers halted these plans, and all of the remaining Sentinels were deactivated or destroyed, and buried within a mound in the desert. In the course of all this, Larry Trask was killed.

MARK III

STATISTICS

F	EX (20)
A	GD (10)
S	IN (40)
E	AM (50)
R	PR (4)
I	PR (4)
P	PR (4)

Health: 120

Karma: NA

Resources: NA

Popularity: NA

BACKGROUND

Real Name: Not applicable

Occupation: Mutant-Hunters

Legal Status: Robotic creations of Stephen Lang

Identity: Not applicable

Place of Creation: An unidentified orbital space station

Marital Status: Not applicable

Known Relatives: Not applicable

Base of Operations: An orbital space station

Past Group Affiliations: Robotic agents of Stephen Lang

Present Group Affiliation:

KNOWN POWERS

Robotic Construction: The Mark III Sentinels' construction is the same as that of the Mark I.

Flight: The Mark III's could fly at Good Air Speed (8 areas/round).

Mutant Detection: Identical to the Mark I's, with five area range.

Body Armor: Remarkable Strength Material providing Excellent protection against physical and energy attacks.

Energy Beam: Force or Energy Beams,

Remarkable damage, 2-area range.

Gas Jets: Identical to the Mark II's, Remarkable potency, 2-area range.

Atmos-Sphere: The Mark III's could generate a protective life support bubble that could hold up to six human-sized life forms. It allowed living beings to be transported through outer space. The bubble had Incredible Material Strength.

ROLE-PLAYING NOTES

All Sentinels are ruthless, emotionless robots programmed to carry out their programmed objectives to the best of their ability. The Mark III's were built from incomplete notes of the first two models and were the worst of all the varieties.

HISTORY

After the death of Larry Trask, ownership of the plans for the Sentinels fell under the control of the United States government. Dr. Steven Lang was placed in charge of a federal investigation of mutants that was intended to discover how mutations bestowing superhuman powers came about. Unknown to his employers, however, Lang had a fanatical, irrational distrust of superhuman mutants. He used his position to gain access to the Trask notes and designs, and then approached the Inner Circle of the Hellfire Club, which at that time was called the Council of the Chosen. The Club provided Lang with the money he needed to construct new Sentinels and to create an orbiting space station headquarters, unaware that Lang's real intention was to destroy every superhumanly powered mutant he captured. Lang's Sentinels and space station were destroyed in a battle between the Sentinels and the X-Men. Although Lang was left a "mindless vegetable," he had imprinted his brain engrams in the computer-brain of his own 30-foot tall Master Mold, but it was destroyed in an encounter with the Hulk.

The Mark III Sentinels were inferior to the Trasks' since the notes Lang worked from were incomplete, and because the secrecy surrounding his activities prevented him from hiring as many specialists as the Trasks could to help him build the Sentinels. Also, in order to ensure that these Sentinels could never rebel against him, Lang had to make them less intelligent than their predecessors. The Mark III Sentinels had great strength, could fly through jet propulsion systems in their feet, and could fire energy beams. Lang also built Sentinels in the forms of the original X-Men.

MARK IV

STATISTICS

F	EX (20)
A	EX (20)
S	AM (50)
E	MN (75)
R	TY (6)
I	TY (6)
P	PR (4)

Health: 165
Karma: NA
Resources: NA
Popularity: NA

BACKGROUND

Real Name: Not applicable
Occupation: Mutant-Hunters
Legal Status: Robotic creations of Shaw Industries
Identity: Not applicable
Place of Creation: Various Shaw Industries throughout the U.S.
Marital Status: Not applicable
Known Relatives: Not applicable
Base of Operations: Mobile
Past Group Affiliations: Robotic agents of the U.S. Government and Sebastian Shaw
Present Group Affiliation:

KNOWN POWERS

Robotic Construction: Same as Mark I.
Flight: Excellent Airspeed (10 areas/round)
Mutant Detection: 7-area range.
Body Armor: Remarkable Material Strength and protection against Physical and Energy Attacks.
Energy Beam: Force or Energy, Incredible damage from the hands or eyes, 2-area range.
Learning Program: The Mark IV's are equipped with a special learning program that gives them a +1 CS against an opponent after three rounds of analysis. This data analysis can be stored for future use against the same opponent, and any Sentinel of the same series can access the information. At the discretion of the government or Shaw, the data may be analyzed to provide a Sentinel with special weaponry against a particular mutant. This is similar to the Adaptability of the Mark II's, but is at the creators' discretion and will take at least one week after collection of the data to make the appropriate modifications.
Gas Jets: Remarkable potency, 2-area range.
Catch-web Cables: Remarkable Strength Material cables fired from the wrists, up to 2 areas away.
Searchlights: The Mark IV is equipped with searchlight eyes, which can illuminate a 2-area volume up to 5 areas away.

MARK V

STATISTICS

F	EX (20)
A	EX (20)
S	AM (50)
E	UN (100)
R	GD (10)
I	TY (6)
P	PR (4)

Health: 190
Karma: NA
Resources: NA
Popularity: NA

BACKGROUND

The Mark V Sentinels' Background is identical to that of the Mark IV Model.

KNOWN POWERS

Robotic Construction: Same as Mark I.

Flight: Excellent Air Speed (10 areas/round)
Mutant Detection: 1 mile range.
Body Armor: Remarkable Material Strength and protection against Physical and Energy Attacks.
Energy Beam: Force or Energy, Amazing damage from the hands or eyes, 2-area range.
Learning Program: Identical to the Mark IV.
Gas Jets: Remarkable potency, 2-area range.
Cold Beams: The Mark V's can spray liquid nitrogen from their eyes. An opponent hit by this beam must make an Endurance FEAT roll and check against the Stun Column. If stunned, the Character is encased in a sheath of Good Material Strength ice.

HISTORY

MARK IV, V and VI

After the second Brotherhood of Evil Mutants' attempted assassination of Senator Edward Kelly (who was undertaking a public investigation of the possible menace posed by superhumanly powerful beings, especially mutants), the Office of the President inaugurated the secret and illegal "Project Wideawake," to investigate, and if need be capture, any superhumanly powerful mutant who the project directors believe may possibly pose a threat to "national security." (The overall director of the project is special agent Henry Peter Gyrich of the National Security Council. As head of Project Wideawake, Gyrich is responsible only to the President. Senator Kelly is a special consultant to the Project, as is Sebastian Shaw, who, unknown to the government, is himself a mutant. Shaw Industries which Shaw owns and heads, has been licensed by the government under heavy secrecy to construct Sentinels for use by Project Wideawake, and by the Department of Defense.

So far, Shaw has produced three models of Sentinels, Mark IV, V & VI. New design modifications are continually incorporated as the "mutant menace" grows.

Without the knowledge of the government, Sebastian Shaw has used Sentinels to attack the X-Men in his role as the leader of the Hellfire Club. The government remains unaware of the Inner Circle's ambitions for world domination.

(Information on the capabilities of the Mark IV, V, and VI Sentinels is as yet very sparse. None of the three new models appears to be as formidable as the Mark II series. Mark IV Sentinels are 20 feet tall and release steel tendrils from their hands. Model V Sentinels are 20 feet tall, can fly using jet propulsion units in their feet, release energy blasts and sleeping gas blasts from their hands, and project beams of intense cold from their eyes. They are equipped with sensors that can analyze both human and mutant opponents. Model VI Sentinels are 20 feet tall, can fly using jet propulsion units in their feet, release energy blasts from their hands, and use liquid crystal technology to become invisible for a limited period of time.

Development work continues on Sentinels at Shaw Industries, and future models may be

radically different from past Sentinels in many respects.

MARK VI

STATISTICS

F	RM (30)
A	EX (20)
S	AM (50)
E	SH X (150)
R	GD (10)
I	GD (10)
P	PR (4)

Health: 250
Karma: NA
Resources: NA
Popularity: NA

BACKGROUND

The Mark VI Sentinels' background is identical to that of the Mark IV model.

KNOWN POWERS

Robotic Construction: Same as Mark I.
Flight: Excellent Airspeed (10 areas/round).
Mutant Detection: 2-mile range. This particular version only works when the mutant is actively using his powers.
Body Armor: Remarkable Material Strength and protection against Physical and Energy Attacks.
Energy Beam: Force or Energy, Incredible damage from the hands or eyes, 2-area range.
Learning Program: Identical to the Mark IV and V.
Gas Jets: Remarkable potency, 2-area range.
Invisibility: Liquid crystal implants give the Mark VI's the equivalent of Excellent Rank Invisibility against normal vision and radar.

ROLE-PLAYING NOTES

All Sentinels are ruthless, emotionless robots programmed to carry out their programmed objectives to the best of their ability. Models IV, V, and VI are prohibited against attacking or endangering humans, and have gotten into a deadlocked programming situation on at least one occasion when Mesmero threatened the death of hostages if they attempted to capture him. Models do exist, programmed by Shaw without the government's knowledge, that do not have the "avoid endangering humans" program.

OMEGA SENTINEL [HUNTER-KILLER]

STATISTICS

F	AM (50)
A	IN (40)
S	AM (50)
E	SH X (150)
R	EX (20)
I	GD (10)
P	GD (10)

Health: 290
Karma: NA
Resources: NA
Popularity: -100

BACKGROUND

Real Name: Not applicable

Occupation: Mutant-Hunters

Legal Status: Robotic self-recreating "super-visors" of the 21st century Earth

Identity: Not applicable

Place of Construction: Sentinel construction facilities throughout the U.S.

Marital Status: Not applicable

Known Relatives: Not applicable

Base of Operations: All major metropolis in the U.S.

Past Group Affiliations: Robotic self-programmed controllers of the U.S.

Present Group Affiliation:

KNOWN POWERS

Robotic Construction: The Omega Hunter Series Sentinels are built in humanoid form, identical to that of the Mark I model.

Flight: Remarkable Airspeed (15 areas/round)

Mutant Detection: 10-mile range.

Body Armor: Incredible Material strength and protection against physical and energy attacks.

Energy Beam: Amazing Intensity energy or force beam at 6-area range.

Learning Program: Identical to the Mark IV-VI's except two rounds instead of three to analyze. All known mutants, living or dead, in the 21st century are on file.

Electrical Insulation: Excellent resistance against any and all electrical attacks.

Darts: The Omega Series carry ten javelin-sized steel darts in their trunk. These can be fired up to 3 areas away, doing Excellent Edged Attack damage to any character or item of Remarkable Material Strength or less.

OMEGA SERIES

[EXECUTIVE TYPE]

STATISTICS

F	AM (50)
A	IN (40)
S	AM (50)
E	SH X (150)
R	RM (30)
I	EX (20)
P	GD (10)

Health: 290

Karma: NA

Resources: NA

Popularity: -100

KNOWN POWERS

Robotic Construction: The Omega Executive Series Sentinels are built in humanoid form, identical to the Mark I model.

Flight: Remarkable Airspeed (15 areas/round)

Mutant Detection: 10-mile range, but able to tap into main base computer net and extend range to 100 miles.

Body Armor: Incredible Material strength and protection against physical and energy attacks.

Energy Beam: Amazing Intensity energy or force beam at 6-area range.

Learning Program: Identical to the Mark IV-VI's except two rounds instead of three to analyze. All known mutants, living or dead, in the 21st century are on file.

Electrical Insulation: Remarkable resistance against all electrical attacks.

Darts: The Omega Series carry 10 javelin-sized steel darts in their trunk. These can be fired up to 3 areas away, doing Excellent Edged Attack damage to any character or item of Remarkable Material Strength or under.

Encephalo-Scan: Executive types are equipped with a sensory scan that can read a target's brainwaves and determine if he or she is telling the truth. The target must make a Red Psyche FEAT roll, or the Executive Sentinel will be aware that the victim is lying.

Talents: The Executive series have programmed themselves with the Engineering, Genetics, Computers, and Electronics skills.

Contacts: Not applicable

ROLE-PLAYING NOTES

All Sentinels are ruthless, emotionless robots programmed to carry out their programmed objectives to the best of their ability. By the 21st century, the Sentinels have taken their programming to the ultimate extreme. Anyone who fails to fit in with their ideas of conformity and puts up any opposition is immediately obliterated.

ADDITIONAL NOTES:

HISTORY OMEGA SERIES

Two other known models of Sentinels were created in the future of an alternate Earth. In this alternate reality, the second Brotherhood of Evil Mutants succeeded in assassinating Senator Robert Kelly. As a result, a presidential candidate was elected on an extreme anti-mutant platform, and his administration unleashed Sentinels, giving them a broad mandate to eliminate the mutant "menace" permanently. The Sentinels did so by taking over the United States and the rest of North America, and killing or capturing virtually all superhuman beings, whether they were mutants or not. Captured mutants who were not killed were incarcerated in concentration camps called "mutant internment centers."

During this time a new model of Sentinel was created, the Omega series, which were especially designed for hunting and killing superhuman mutants. The specifications of the Omega series are unknown. Like other Sentinels, they have tremendous strength are highly resistant to damage, and can fly using propulsion units in their feet. Omega Sentinels can fire energy blasts from their palms, and form non-metallic "catchwebs" from their fingers in order to imprison opponents. Omega Sentinels contain self-repairing systems. Like Mark II Sentinels they can analyze an opponents abilities and adjust their weapons systems to deal with his or her powers.

During the Sentinels' reign in this alternate reality, "Project Nimrod" created the most advanced version of a Sentinel robot possible using that reality's technology. The product of Project Nimrod, the Sentinel called Nimrod, has traveled to our own reality, where it hunts superhuman mutants in the present.

STATISTICS

F	EX (20)
A	EX (20)
S	MN (75)
E	UN (100)
R	TY (6)
I	PR (4)
P	PR (4)

Health: 215

Karma: 14

Resources: N/A

Popularity: 0

BACKGROUND

Real Name: Sentry 213, 459, or 9168

Occupation: Sentry

Legal Status: None

Identity: The existence of the Sentry robots is not known to the general population of Earth

Place of Manufacture: Kree Throneworld

Marital Status: Not applicable

Known Relatives: Not applicable

Base of Operations: Mobile

Past Group Affiliations: Agent of the Kree Empire, agent of the Super-Adaptoid.

Present Group Affiliation:

KNOWN POWERS

Body Armor: A Sentry's body is made of material that protects it against all melee and beam attacks at Amazing intensity.

Invulnerabilities: As robots, the Sentries are immune to any psionic or mental attacks, as well as toxins or diseases.

Growth: Various models of Sentry robots were created at different size specifications, depending upon the technological advances and purposes of the Kree at the time the robots were built. Sentry 213 had Excellent Growth. Sentry 459 had Poor Growth. Sentry 9168 was built at human-size.

Communications: A sentry can transmit and receive data from the Kree. This communication has Class 5000 range, but is restricted to light-speed, so most communications are long-term affairs.

Energy Beam: Some sentry robots are built with energy weapons. Sentry 459's eyes could project an



Amazing intensity energy beam to a distance of 10 areas. Sentry 9168 could fire a beam of Unearthly intensity, but to a range of only 5 areas.

Self-healing: The Sentry robots can repair themselves if not reduced to 0 Health.

Talents: None.

Contacts: None.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Sentry robots are sophisticated, capable of analyzing complex situations and responding in appropriate ways. Their programming does not allow them to disregard or "bend" Kree orders, however. Sentries are known for their patience and singlemindedness.

HISTORY

A Sentry is a humanoid robot built by the extraterrestrial Kree to stand guard over its various military outposts and depots through out the Kree Empire and strategic points beyond. The Kree scientist Bronnek developed the prototype Sentry in the Kree Year 1220 (approximately 80,000 years ago) and the Supreme Council of the Kree Empire immediately began mass-producing it for military purposes. There have been hundreds of thousands of Sentries manufactured, but only 5,000 are in use today. The first Sentry that was posted in Earth's star system was Sentry 213, a 30-foot model, left upon a tiny supply depot/unmanned surveillance post on the surface of the planet Uranus. When an exiled group of the highly evolved offshoot of humanity called the Eternals destroyed the Sentry and raided the outpost, the Kree empire sent an armada to investigate, since until that time they had believed the solar system to be devoid of native intelligent, spacefaring life. The Kree armada found the small band of Eternals trying to head Earthward in a makeshift spacecraft, engaged them in battle, and irreparably damaged their vessel. The survivors sought refuge on Saturn's moon Titan

where they eventually created a highly technological civilization.

The second Sentry posted in our solar system was Sentry 459, a 15-foot model, who accompanied a Kree scientific party to Earth to investigate its highest lifeform about 25,000 years ago. Learning that the human race was capable of spawning such superhumanly advanced beings as the Eternals, the Kree decided to perform their own experiments. The result was the genetically advanced tribe who would one day be called the Inhumans. When the scientific party left Earth, Sentry 459 was programmed to keep the Inhumans under surveillance, monitoring their progress towards civilization. The Kree hoped to someday use the Inhumans as a specially powered militia for their conquests. Soon after the early Inhuman geneticist Randac discovered the mutagenic Terrigen Mist and subjected himself to its gene-altering properties, Sentry 459 activated itself and contacted his charges for the first time. Following his report, he went back to his place of hiding and remained there for millennia until some time in the mid-Twentieth Century. Archaeologist Daniel Damian discovered the Sentry's subterranean outpost on a small island in the South Pacific. Activated by the intruders, the Sentry executed his surveillance programming to make another report to his long-silent alien masters. One of its surveillance devices attracted the attention of the Fantastic Four, who were vacationing in the area, and the Sentry soon initiated battle with them. The Fantastic Four managed to battle the automaton to a standstill, free the archeologist and his assistant, and escape. This defeat of the Sentry brought to Earth the

Kree's foremost administrator—Ronan the Accuser.

Sentry 459 deactivated itself and was later taken into custody by the U.S. Army and brought to Cape Canaveral. There it was reactivated by Colonel Yon-Rogg, who was the commander of a Kree reconnaissance mission to Earth, and ordered it to rampage. Yon-Rogg hoped that his subordinate Captain Mar-Vell would be killed in battle with the Sentry, but Mar-Vell managed to overpower the automaton. The Sentry was later reactivated by Ronan and used in an aborted scheme to reverse the course of evolution on Earth. When Ronan abandoned the Sentry, it remained inert at Earth's North Pole until some time later when Kree agents Mac-Ronn and Tara retrieved it, and erased its previous programming and memories. Before they could escape with it, however, their ship was intercepted by SHIELD missiles, and they were forced to jettison the Sentry. It landed near Mexico City and again went on a rampage until Mar-Vell quelled it. Sentry 459 was destroyed by Ronan on his third trip to Earth.

A third Sentry, Sentry 9168, a 6-foot model, was stationed on island in the Pacific during a routing Kree patrol about two millennia ago. This Sentry was activated by the Kree Supreme Council in recent times to use a "stimulator" gun to awaken a hibernating shapeless living creature of an unknown kind which the Kree had placed on the Moon to devour any Earth astronauts who might happen upon the remains of the Kree's hidden city in the Blue Area of the Moon. The Fantastic Four defeated Sentry 9168 and used a remote destruct mechanism to destroy the organism.

Mad Thinker™ thru Sentry™

by David E. Martin, Chris Mortika, and Scott Bennie

The *Gamer's Handbook of the MARVEL UNIVERSE™* is the complete, last word on the heroes, villains, and other characters of the Marvel Universe that the players of the *MARVEL SUPER HEROES™* role-playing game have been looking for! Supplemented by data from the popular *OFFICIAL HANDBOOK OF THE MARVEL UNIVERSE™*, the *Gamer's Handbook of the MARVEL UNIVERSE™* has complete *MARVEL SUPER HEROES™* game statistics for hundreds of Marvel characters—the good, the bad, and the in-between!

The pages of the *Gamer's Handbook of the MARVEL UNIVERSE™* are designed to be removed from this book for easy play. The pages are five-hole punched so they can be organized in a binder. And each page includes complete background information, important facts, and complete stats—everything you need!

This third volume of the *Gamer's Handbook of the MARVEL UNIVERSE™* cover the characters *MAD THINKER™* through *SENTRY™*. Look for more volumes in the near future covering more of your favorite characters!



TSR Inc.
POB 756
Lake Geneva,
WI 53147 U.S.A.

6883XXX1401
ISBN 0-88038-601-0
\$13.95 U.S.



All Marvel characters, character names, and the distinctive likenesses thereof are trademarks of the Marvel Entertainment Group, Inc. *MARVEL SUPER HEROES* and *MARVEL SUPER VILLAINS* are trademarks of the Marvel Entertainment Group, Inc. ©Copyright 1988 Marvel Entertainment Group, Inc. All Rights Reserved. Printed in the U.S.A.

The names of characters used herein are fictitious and do not refer to any person living or dead. Any descriptions including similarities to persons living or dead are merely coincidental. *PRODUCTS OF YOUR IMAGINATION* and the TSR logo are trademarks owned by TSR, Inc. Game Design ©1988 TSR, Inc. All Rights Reserved.