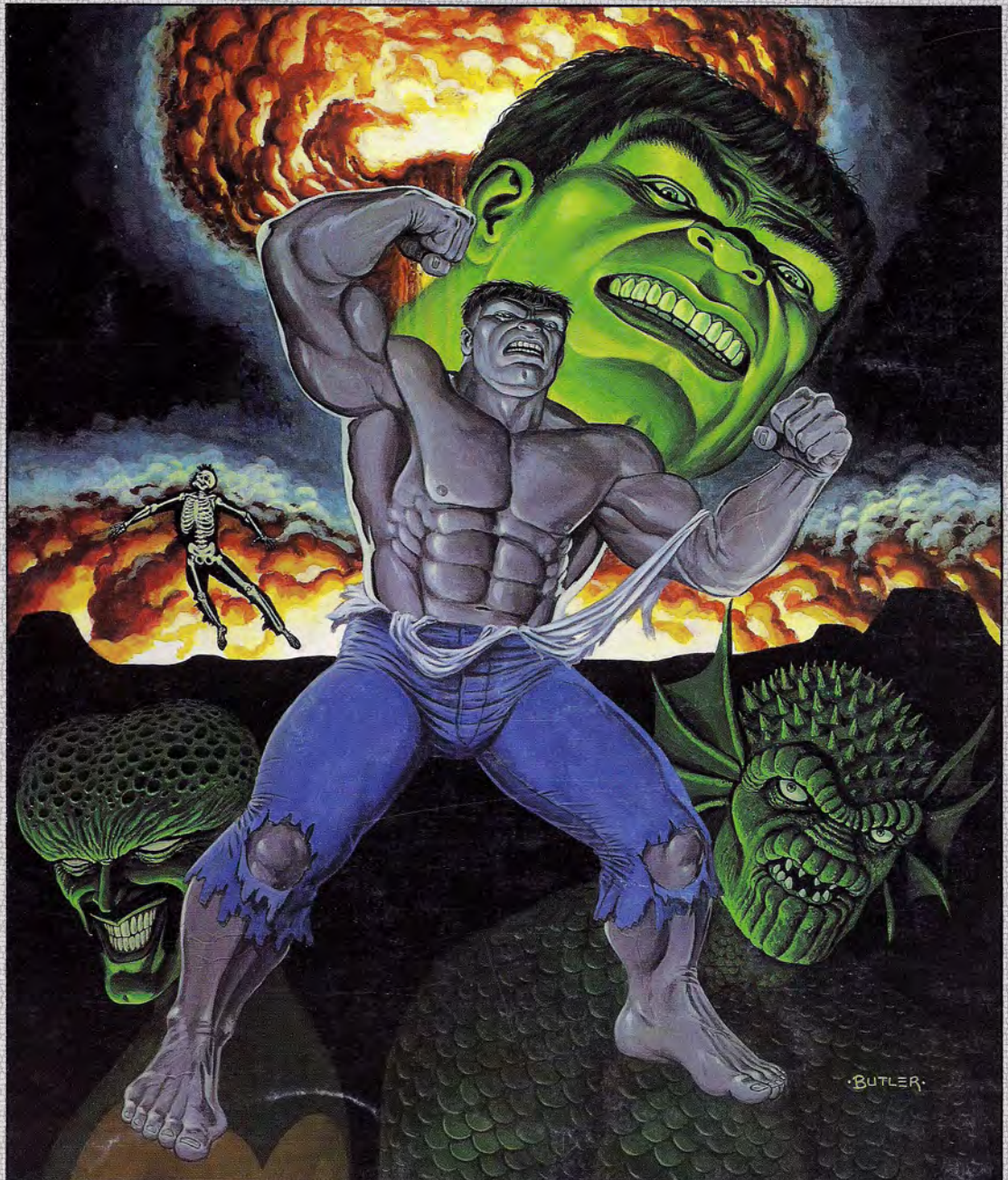


Gamer's Handbook of the **MARVEL UNIVERSE™**



1989 Character Updates

Gamer's Handbook of the

MARVEL UNIVERSE™

Volume 5

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STATISTICS

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

Health: 80

Karma: 26

Resources: Typical (6)

Popularity: -10

BACKGROUND

Real Name: Unrevealed

Occupation: Ex-soldier, Gang leader, criminal

Identity: Publicly known

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

Other Known Aliases: None

Place of Birth: Unrevealed, presumably New York City

Marital Status: Unrevealed

Known Relatives: None

Past Group Affiliation: Leader of the Wildboys

Base of Operations: Mobile

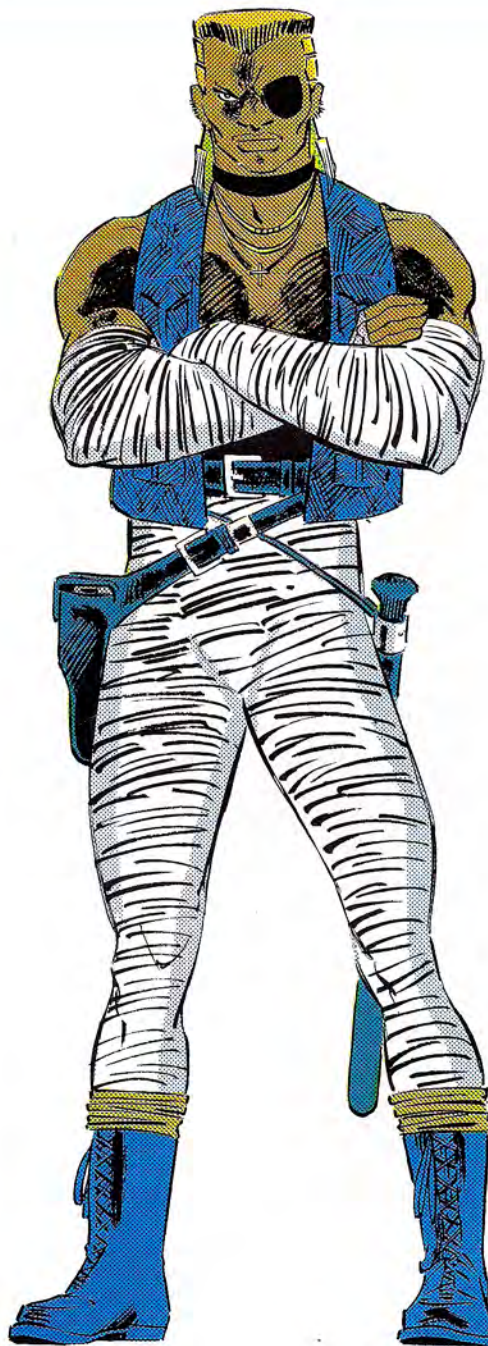
KNOWN POWERS

None

Talents: Ammo carries a baseball bat with which he inflicts +1CS damage. He knows Martial Arts B and E. He has Military and Leadership talents. Ammo is also familiar with military firearms.

Contacts: Ammo is the leader of a large New York street gang. He has minor associations with the Kingpin and Typhoid Mary.

ADDITIONAL NOTES



ROLE-PLAYING NOTES

Ammo is a vicious, brutal killer. He is very philosophical for a gang leader, and believes that a violent life is the best life possible, that success in violence is the best form of personal success. Ammo has acquired a strong anti-liberal, anti-Communist

streak. He is dedicated to the destruction of Daredevil, though he respects his physical abilities. Ammo is extremely charismatic and intelligent, and is able to direct his gang with ruthless efficiency and control. Ammo's ultimate goal is to become a major force in New York criminal life.

HISTORY

Most of Ammo's early history is unrevealed. It is known that he served in Vietnam, and theories are that he acquired his love of violence there. Very recently, he surfaced as the leader of a large, vicious street gang, the Wildboys, who took advantage of a power failure caused by the crash of Apocalypse's spacecraft. Believing the power failure to be a sign that humanity had collapsed, he raided an armory and attempted to raid a hospital's drug supply, hoping to become powerful in Post Apocalyptic New York City. He was defeated in personal combat by Daredevil and imprisoned.

Ammo was rescued from prison by Typhoid Mary, who asked for his assistance in a complex plan to kill Daredevil. Ammo readily agreed and beat Daredevil severely during a series of battles orchestrated by Mary. He left Daredevil to Typhoid Mary's hands. His current location is unknown, but presumably, he has resumed leadership of his street gang.

STATISTICS

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

Health: 110

Karma: 26

Resources: formerly Remarkable

(30), now Feeble (2)

Popularity: 0

BACKGROUND

Real Name: Warren Kenneth Worthington III

Occupation: Former chairman and stockholder at Worthington Industries.

Legal Status: United States citizen with no criminal record, officially deceased.

Identity: Publicly known

Other Known Aliases: Angel, the Avenging Angel, Death

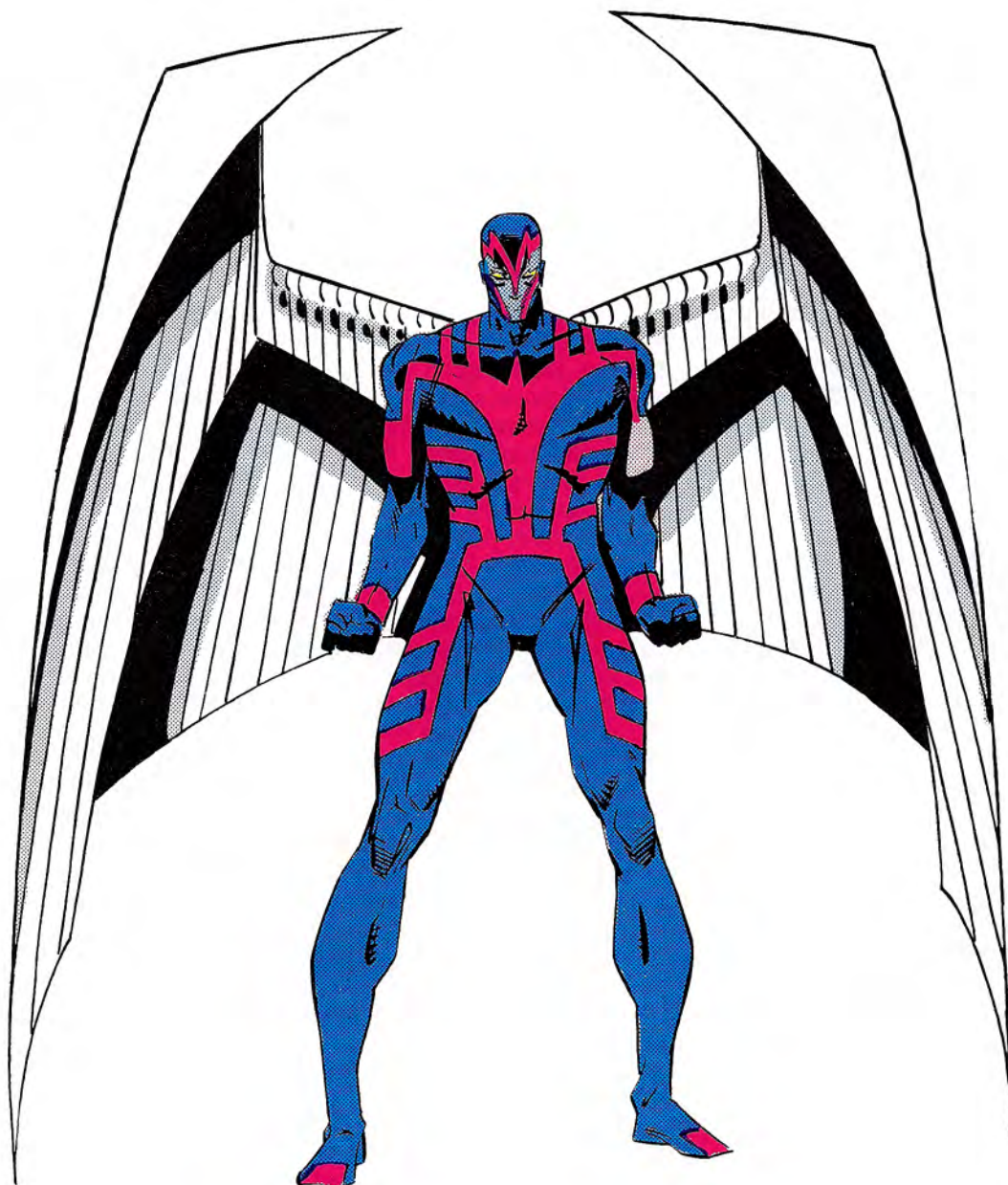
Place of Birth: Centerport, Long Island, New York

Marital Status: Single

Known Relatives: Warren K. (grandfather, deceased), Warren K. Jr. (father, deceased)

Base of Operations: New York City, X-Factor Headquarters

Past Group Affiliation: Founding



and former member of the X-Men, the Champions of Los Angeles, and the Defenders. Former member of the Four Horsemen of Apocalypse, founding member of X-Factor.

KNOWN POWERS

Power-suit/Wings: Archangel's metal wings allow him to fly at Excellent air speed (10 areas per round). The wings are razor-sharp and inflict up to Incredible edged damage. The wings can also fire a barrage of feather-shaped neural disruptors, filling up to 2 areas. Anyone in these areas must make an Endurance FEAT against Monstrous intensity or be paralyzed for 2-20 rounds. These feathers may also be used as Excellent Thrown Edged Attacks. These attacks have a range of 5 areas.

The suit provides Archangel with Remarkable rank Body Armor against all types of attack. The suit has raised his Strength to Remarkable, though his Health has not changed.

Berserk (Limitation): In times of great stress, Archangel must fight against Apocalypse's programming. When his friends are hurt or some other traumatic event occurs, Archangel must make a Green Psyche FEAT roll or lose control of his wings for 1-10 rounds. While out of his control, the wings attack independently, with a Fighting score of Amazing and inflicting Remarkable thrown edged damage.

Talents: Warren has Remarkable Reason in business matters and knows Martial Arts B. He gains +2CS when fighting in aerial combat.

Contacts: Archangel's chief contacts are his friends in X-Factor; he also has friends in the X-Men. As Angel, Warren had contacts with the Champions (Hercules, Black Widow, Darkstar, Ghost Rider), and the New Defenders (Cloud, Gargoyle, Moon-dragon, and Valkyrie). He knew a great many people in a variety of business fields as a result of his position as Chairman of the Board of Worthington Industries. He is a member of the Hellfire Club, but does not belong to its Inner Circle.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

As Archangel, Warren is brooding and grim, uncertain that the evil that Apocalypse planted in him will come to the surface and take control of him once again. In battle, Archangel is bad-tempered and brutal when provoked. Archangel continually fights the evil, corrupting influence that Apocalypse placed in his psyche.

HISTORY

Warren Worthington III was attending a private school in his adolescence when wings began to grow from his shoulder blades. The wings reached their full adult size within months, but Worthington kept them a secret by strapping them tightly to his back. At first, he thought himself a freak. However, Worthington learned that he could use his wings to fly, and came to enjoy his new abilities. One night there was a fire in his dormitory, and he resolved to use his flying power to rescue the people trapped inside. To conceal his identity, Worthington wore a long, blond wig and a long nightshirt, so he looked like an angel. The rescue was successful, and his identity remained a secret. Shortly thereafter, Worthington became a costumed adventurer in New York City under the name of the Avenging Angel. He was contacted by the X-Men and agreed to join them.

Shortly after Professor Charles Xavier, the founder of the X-Men, recruited several new members for the group, Angel decided to leave the X-Men. After his parents' deaths, Worthington inherited their vast fortune, and he used it to found a Los Angeles-based organization of su-

perhuman adventurers called the Champions. Worthington also publicly revealed that he was the Angel.

Next, the Angel joined the Defenders and remained with them after the Beast reorganized the group. The Defenders used the mansion and estate owned by Worthington and associate Candy Southern in the New Mexico Rocky Mountains as their base of operations. When the Defenders disbanded, Angel helped to co-found X-Factor along with other members of the original X-Men and publicist Cameron Hodge, a childhood friend. X-Factor pretended to hunt down and eliminate mutant disturbances, but used that story as a cover for their real activities, locating, training, and protecting young mutants.

Angel's wings were severely injured in a battle with the Marauders during their massacre of most of the Morlocks. He was told that his wings were permanently crippled, leaving him unable to fly, and that they had to be amputated. Despite Worthington's fevered attempts to prevent the loss of his wings, Hodge was able to have him declared mentally incompetent, knowing that their loss would drive him to suicide. When Warren apparently killed himself in a helicopter crash, Hodge gained control of the Worthington estate.

Warren was rescued from death by Apocalypse, who transformed him into "Death" by mutating his feathers into deadly weapons and grafting a fighting suit onto his body. Warren eventually broke free of Apocalypse's control and left X-Factor to confront Cameron Hodge. Their confrontation led to the downfall of the Right and the death of Candy Southern.

Warren rejoined X-Factor and assisted X-Factor and the X-Men in preventing the destruction of earth by demons in what has been called "Inferno." Warren remarked that he had become a Dark Angel, but Hank McCoy, the Beast, countered that he had become X-Factor's Archangel. Archangel continues to serve as a member of X-Factor.

HISTORY

Apocalypse's ship serves as X-Factor's current headquarters. It was probably built by an unknown alien race, since the ship's computer has stated that Apocalypse did not build it, but enslaved it. Apocalypse has referred to the ship as the "least of his bases." It first appeared over New York City during Apocalypse's attack against X-Factor, where he manipulated the Beast into smashing the ship's controls and setting it hurtling into New York City. The ship caused major damage before Apocalypse was stopped by X-Factor. X-Factor took control of the ship, but Apocalypse transformed it into a living bomb and attempted to blow it up. The ship's central computer was freed from Apocalypse's control by X-Factor's young pupils, and X-Factor disabled the bomb. Since then, X-Factor has used the ship as their headquarters, and it has served as their home as well as home to the X-Factor's trainee mutants, the X-Terminators.

The ship has had an eventful stay with X-Factor. It became a sought-after prize by the evil mutant Infectia and her minions, the Anti-Bodies. It briefly fell under her control, but was saved by the Beast. It was attacked by a giant kraken when X-Factor found a magical horn of Atlantis and accidentally summoned it, but the kraken was defeated by the combined forces of the New Mutants and the Sub-Mariner.

Most of the data on X-Factor's headquarters remains classified. It has not yet demonstrated any space-faring capabilities, but considering Apocalypse's genius, (and the fact that the ship has fabricated space shuttles with interplanetary capability) it is probably capable of space travel. The ship has not demonstrated use of ranged armaments since Apocalypse lost control, except for anti-personnel weapons. The ship is several miles in length and weighs millions of tons. Apocalypse has stated that X-Factor has "won" the use of the ship due to their strength in battle against its defensive systems, but that the ship's in-

ability to allow humans to enter will eventually lead to a deep rift between mutants and humanity. As it stands, X-Factor's headquarters is one of the most impressive pieces of engineering ever constructed.

STATISTICS

Control: EXCELLENT

Speed: CLASS 1000

Body: INCREDIBLE

Protection: EXCELLENT

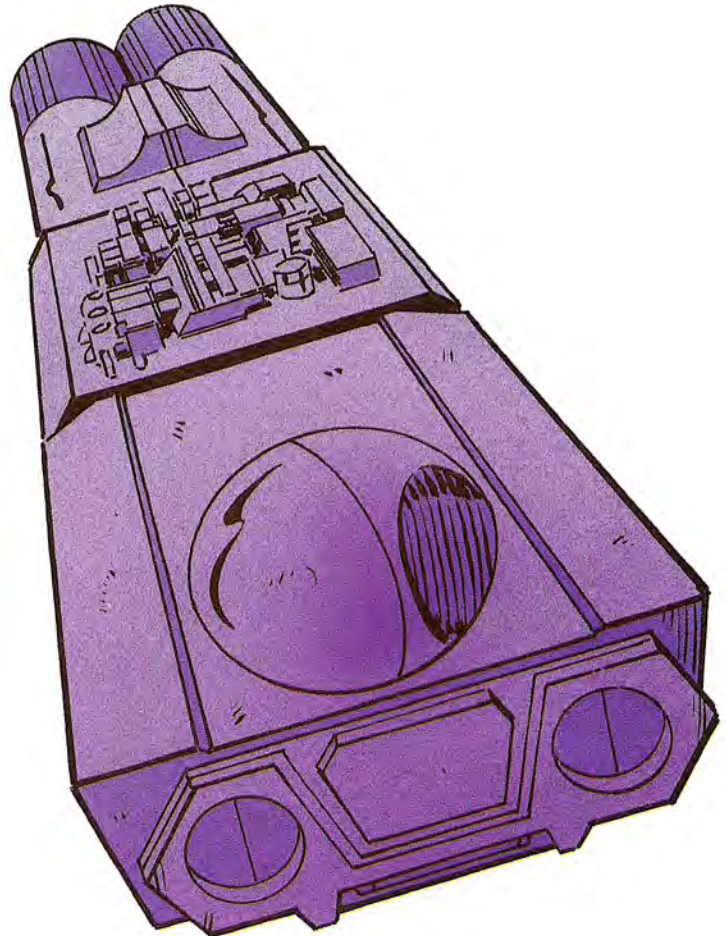
KNOWN POWERS

Ship: The memory banks of the

ship's computer, Ship, has access to obscure information on galactic cultures not known to Earth. Its Reason should be considered Monstrous for purpose of general information. Ship is sentient, and has a Psyche of Incredible for purposes of determining the effects of Mental Attacks.

Anti-Mutant Field: Apocalypse's ship will prevent the entry of any non-mutant. It has Force Fields at all entrances that provide Amazing protection against any non-mutant attempt to enter.

Self-Repair: Apocalypse's ship has



the ability to repair one rank of lost Speed, Body, and Control per day, until it reaches its maximums (as determined in the ship's statistics section).

Defenses: The ship is lined both inside and outside by fierce anti-personnel defenses. All defenses are considered to have Remarkable rank in determining whether it has hit the opponent. Following are its known anti-personnel weapons; it may have other abilities.

Outer Defenses:

- Battering Ram (Incredible Charging damage, 2 area range)
- Blaster Cannons (Amazing)
- Rocket Launcher (Incredible ranged, 10 area range)
- Grappling Claw (Incredible

Grappling attack, 2 area range)

- Boring attack (Remarkable Edged, 2 area range)

Inner Defenses:

- Blaster Cannons (3 areas, Incredible damage)
- Grapplers (Incredible Grappling attack, 2 area range)
- Containment unit: this is only used in emergencies. If the ship is attacked by a lethal entity, it must first score a successful grappling attack and then will put the target in a containment unit that inflicts Monstrous rank damage until the target is dead.

In combat, the Ship will have from 5-10 weapons active at any time.

Shuttles: The ship has a number of shuttles. These craft are capable of

holding several people. At least one ship is capable of interstellar flight. Their stats are as follows:

Control: EXCELLENT

Speed: CLASS 1000-5000

Body: EXCELLENT

Protection: EXCELLENT

Rearrangement: The ship can alter its interior layout, producing beds, shuttlebays, etc. when needed.

ROLE-PLAYING NOTES

Ship's personality is like an older, responsible child. It likes to befriend people, but will not hesitate to use lethal force to protect itself and its charges. It is loyal to X-Factor, but Apocalypse may have installed a fail-safe mechanism that will bring it under his control again.

STATISTICS

F UN (100)(EX in normal form)
A EX (20)
S UN (100)(EX in normal form)
E UN (100)(EX in normal form)
R GD (10)
I EX (20)
P AM (50)
Health: 320
Karma: 80
Resources: Monstrous (75)

Popularity: 20 (100 among his people)

BACKGROUND

Real Name: Beta Ray Bill

Occupation: Warrior

Legal Status: Citizen of a Unidentified Planet, honorary citizen of Asgard

Identity: Existence unknown on Earth, Identity publicly known in Asgard

Place of Birth: An unidentified planet in the "Burning Galaxy."

Marital Status: Single

Known Relatives: None

Base of Operations: Beta Ray Bill usually accompanies his race's space fleet.

Past Group Affiliation: Protector of his race, ally of Thor and Asgard.

Present Group Affiliation:



KNOWN POWERS

Beta Ray Bill gained his powers from the enchantment Odin placed on *Mjolnir*, Thor's hammer. His powers are equal to Thor's in every respect, and he is even garbed in a variation of Thor's costume.

Invulnerability: Beta Ray Bill's Asgardian physique provides him with Excellent resistance to physical and energy attacks and CL 1000 resistance to any form of disease.

Immortality: Beta Ray Bill no longer ages.

Hammer: Beta Ray Bill's Hammer, *Storm Breaker*, is equal to Thor's hammer, *Mjolnir*. It enables Beta Ray Bill to transform from his "Thor" form to his original form by stamping the hammer twice. The hammer then becomes a wooden cane. *Storm Breaker* also allows Beta Ray Bill to fly, traverse dimensional barriers, control weather, and project energy bolts.

The hammer *Storm Breaker*, made of Uru metal (class 1000), automatically returns to his hands when he hurls it. The hammer can only be lifted by a worthy being: probably only Thor and Beta Ray Bill.

Immunity to Disease: Beta Ray Bill, in his "Thor" form, is immune to all forms of disease.

Space Fleet Location: Beta Ray Bill has a sensor implant in his cyborg body that enables him to locate his people's space fleet across interstellar distances. Beta Ray Bill has a sentient spaceship, Skuttlebutt. The ship is intelligent and friendly, with an apparently female personality. Skuttlebutt is also heavily armored (Remarkable Armor) and well armed (capable of firing Incredible energy beams), and is capable of faster-than-light speed in hyperspace. The ship also has self-repair facilities (Excellent Regeneration.) The ship has the following characteristics.

F A S E R I P
EX TY RM EX EX EX FE

Talents: Beta Ray Bill is a weapons specialist with his hammer, and receives a +2 CS in FEATs using it. He is a skilled spaceship pilot, and has military skill.

Contacts: Beta Ray Bill counts Thor, Odin, and the Asgardians as his

close friends. He is the guardian of his race, which is travelling through the Milky Way Galaxy. He is known to the Fantastic Four, the Avengers, and the U.S. Army, and could call on these groups for help if needed.

ADDITIONAL NOTES: Beta Ray Bill changes from 6'4", 230 lbs., to 6'7", 480 lbs. when he transforms from normal to his "Thor" form.

ROLE-PLAYING NOTES:

Beta Ray Bill is dedicated to protecting his race in any way possible, and this is the most important thing in his life. He is loyal to his allies and friends, and has begun a relationship with Sif, though this is progressing slowly since the alien Bill is somewhat shy.

HISTORY

Beta Ray Bill is a member of an extraterrestrial race of semi-humanoid beings which lived in a peaceful empire in a distant galaxy known as the "Burning Galaxy." Recently, the demon Surtur caused the core of the galaxy to explode in order to release the energy he needed to reforge his "Sword of Doom." This galactic cataclysm destroyed most of the empire, and the survivors fled in a fleet of ten thousand starships to find new homes in another galaxy.

The leaders of the empire chose Beta Ray Bill as their champion after a series of grueling athletic, psychological, and genetic tests. Beta Ray Bill was converted to a super-cyborg and given the sentient starship Skuttlebutt.

Because of food storage problems, the race was put into suspended animation cold sleep, and only Beta Ray Bill, whose lifespan had been increased through bioengineering treatments, remained awake to act as guardian. Almost immediately after the fleet left the devastated empire, Bill discovered that it was being chased by a horde of Surtur's demons coming from the galactic core. Beta Ray Bill and Skuttlebutt managed to hold off the demons, but they followed him and the

fleet over intergalactic distances.

When the fleet entered the Milky Way galaxy and was detected by a SHIELD hyperspatial probe, SHIELD commander Nick Fury dispatched Thor to investigate. Beta Ray Bill, in temporary suspended animation, was awakened by Skuttlebutt when Thor breached the hull of his ship. The two fought, and Thor was separated from his hammer, causing him to turn back into Doctor Don Blake, and *Mjolnir* to turn back into a wooden cane. Bill picked up the cane and struck it against a wall in his ship. He was transformed into a giant with the powers of Thor, holding *Mjolnir*, and wearing a version of Thor's costume. This happened because of enchantments placed on *Mjolnir* by Odin, designed to bestow the power and form of Thor to any bearer worthy of them. Odin had believed that only Thor was worthy, but Beta Ray Bill was equally worthy.

Beta Ray Bill's ship landed on Earth, whereupon Odin cast a spell to transport Thor to Asgard. The spell took the transformed Beta Ray Bill instead. Odin then summoned Blake and transformed him back into Thor. The two realized that they had been in error in fighting, but Beta Ray Bill declined to return *Mjolnir* to Thor, saying he had won it in fair combat, and needed it to protect his people from the marauding demons. Odin decreed that the matter would be settled by combat, which Beta Ray Bill won. Bill, however, felt guilty about depriving Thor of the weapon he was meant to bear. Odin solved his dilemma by ordering another hammer to be built of the same material and with the same enchantments as *Mjolnir*. Thor, Beta Ray Bill, and Sif travelled to space to battle and defeat the demons that had followed his people's fleet. Since then, Beta Ray Bill has fought side-by-side with the Asgardians and Earthmen to fight Surtur and numerous other menaces. Bill has also begun a relationship with Sif.

STATISTICS

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

Health: 58

Karma: 22

Resources: Feeble (2)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Not Applicable

Legal Status: Not Applicable

Other Known Aliases: Bird-Brain

Identity: Unknown to the general public

Place of Birth: An island in the North Atlantic

Marital Status: Single

Known Relatives: None

Base of Operations: An island in the North Atlantic

Past Group Affiliation: The Ani-Mates, New Mutants

Present Group Affiliation:

KNOWN POWERS

Bird-Boy can fly at Typical speed and has claws on his hands that can do Feeble damage.

Talents: He has an Excellent sense of direction outdoors. With a successful FEAT roll, he can tell what direction he is travelling, and know what direction to go to find his North Atlantic Island and possibly the New Mutants headquarters (Prof. Charles Xavier's School For Gifted Youngsters in upstate New York) as well.

Contacts: The New Mutants and the Ani-Mates



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Bird-Brain is loyal to his friends and is unusually courageous. He considers food a reward and a lack of food as a punishment because of the cruel conditioning imposed upon him by the Ani-Mator. He has a very limited command of English, which is frequently interrupted by squaks and screams. He eats constantly.

He is the leader of the Ani-Mates, and he is trying to teach them about dignity and the good things about humanity.

HISTORY

Bird-Boy, alias Bird-Brain, was created by the Ani-Mator as one of his Ani-Mates, a group of gene-spliced animal/man hybrids. The crazed Ani-Mator was a scientist working for The Right, supposedly on a project to halt and reverse mutation, but actually was working to create a pool of Ani-Mate slaves for mankind. Bird-Boy, like many of the Ani-Mates, was intelligent and resented the torture and barbaric training of the Ani-Mator. Unlike the other Ani-Mates, Bird-Boy escaped.

He met the Fallen Angels and was captured by the federal government and imprisoned in a special contain-

ment facility in New York City, where he was inadvertently freed by Cannonball of the New Mutants. The New Mutants and the Hellions both spotted Bird-Boy later on the New York television news, and both groups tried to capture him for their respective schools. The New Mutants succeeded, and they took him back to Prof. Xavier's School for Gifted Youngsters without telling Magneto, the school headmaster. Magneto was initially furious and demanded that he be turned over to the authorities, but after Doug Ramsey (Cypher) was able to talk to him and learned that he was intelligent, not just a bird with legs and hands, Magneto relented.

Bird-Boy and the New Mutants later went to the nearby Salem Cen-

ter Mall. They went to a McBurger and a theater, where they created chaos. Magneto grounded them, but Bird-Boy, inspired by the visit to McBurger, escaped and tried to take food to his Ani-Mate friends imprisoned on a small North Atlantic island. The New Mutants followed and captured him, but decided to go with him to free his friends.

By this time, Doug Ramsey and Bird-Boy had become good friends. The group freed the Ani-Mates, defeated Commander Hodges and the Right, and banished the Ani-Mator to Limbo, but in the process, the Ani-Mator shot and killed Doug Ramsey. Bird-Boy assumed leadership of the Ani-Mates, and he has begun to teach them about civilization and what it means to be human.

STATISTICS

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

Health: 80

Karma: 46

Resources: Good (10)

Popularity: 50

BACKGROUND

Real Name: Sir Percy of Scandia

Occupation: Knight of the Round Table

Legal Status: Citizen of King Arthur's England with no criminal record, deceased

Identity: Secret

Place of Birth: England

Marital Status: Married

Known Relatives: Lady Rosamund (wife), Eobar Garrington, Nathan Garrett, Dane Whitman (descendants)

Base of Operations: Camelot

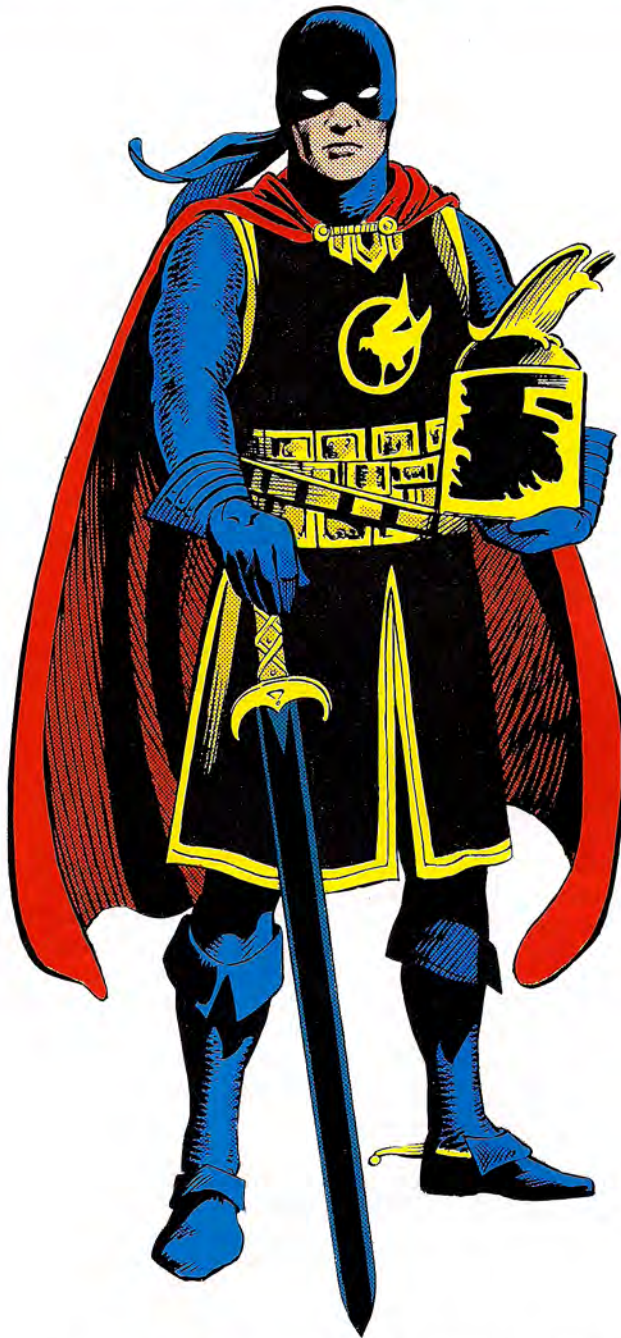
Past Group Affiliation: Knights of The Round Table

Present Group Affiliation:

KNOWN POWERS

Body Armor: The Black Knight wears a full suit of chainmail armor which provides him with Good Protection against physical attacks.

Ebony Blade: The Black Knight's sword is made of Unearthly strength material, and in the Black Knight's hands inflicts 10 points edged damage or 16 points Blunt damage with the flat of the blade. The sword's anti-magic properties allow it to deflect spells and energy as if it were a shield of Unearthly strength, as well as cut through mystic barriers and enchantments as if they were normal materials. It can effect normal energies as a power stunt; the sword can cut through energy barriers and deflect non-magical energy blasts, which may be flung back at the assailant as an attack of equal rank. (This is not considered to be an established power stunt, and must be developed normally.) The sword has a blood-curse on it; if the wielder takes a life, he becomes bloodthirsty (Psyche FEAT roll to avoid this.)



The sword contains a mystic booby trap. If any enemy picks up the Ebony Blade or makes a successful Grab attempt, the sword inflicts Incredible damage each round the villain holds the blade.

Talents: Sir Percy is a weapons specialist with the Ebony Blade which was given to him by Merlin (+2CS with the sword.) He also has horsemanship and courtliness skills.

Contacts: King Arthur and Merlin are close friends of Sir Percy, as well as many of the Knights of the Round Table.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Sir Percy is a loyal follower of King Arthur and a dedicated foe of Mordred, Arthur's evil nephew. He is a chivalrous knight who believes in truth, gallantry toward women, and loyalty and bravery above all. He wants to help his descendants, particularly Dane Whitman, in the fight against evil. In the 20th century, Sir Percy could appear as a spirit at the brazier of truth in Garrett Castle until Dane Whitman (the 20th century Black Knight) destroyed the brazier, freeing Sir Percy from his ties to the mortal world.

HISTORY

Sir Percy adopted the guise of the Black Knight in order to serve his king in a dual capacity, both as an unassuming man of the royal court and as a mysterious avenging champion. King Arthur's court magician, Merlin, gave the knight the Ebony Blade, an enchanted blade constructed from a meteorite. The Black Knight's greatest foe was Mordred, nephew of King Arthur, and for years, Percy tried to gather evidence of Mordred's treachery to no avail. Soon after the fall of Camelot, the wounded Mordred dispatched his men to kill the Black Knight, using a dagger constructed of the same meteoric ore as the knight's Ebony Blade. The ambush succeeded and Sir Percy was assassinated. Merlin, however, cast a spell upon Percy's spirit, enabling it to return to the Earthly plane when the spirit of Mordred threatened. Sir Percy's body was buried beneath his castle, his sword interred with him.

BLACK KNIGHT [Eobar Garrington]

STATISTICS

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

Health: 80

Karma: 46

Resources: Good (10)

Popularity: 50

BACKGROUND

Real Name: Eobar Garrington

Occupation: Knight of the Holy Crusades and the Kingdom of England

Legal Status: Citizen of England with no criminal record, deceased

Identity: Publicly known

Place of Birth: England

Marital Status: Married

Known Relatives: Sir Percy of Scandia, Lady Rosamund (ancestors), Nathan Garrett, Dane Whitman (descendants)

Base of Operations: Garrett Castle, Jerusalem

Past Group Affiliation: Ally of King Richard the Lion-Hearted

Present Group Affiliation:

KNOWN POWERS

Same as Sir Percy

Talents: Same as Sir Percy

Contacts: King Richard the Lion-Hearted, Knights of England and the Holy Crusade

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Eobar Garrington, like Sir Percy, is a true knight, dedicated to chivalry, bravery, and loyalty. Unlike his ancestor, however, he is a devoutly religious man who believes that the pagan Moslems must be hurled out of the Holy Lands and that the Kingdom of Jerusalem should be returned to Christian hands. As such, Sir Garrington is intolerant toward Moslems.

During the last five years of his life, his body was occupied by the spirit of his descendant, Dane Whitman.

HISTORY

Eobar Garrington assumed the guise of the Black Knight in order to fight in the Crusades. Dane Whitman, Garrington's 20th century descendant, co-occupied Garrington's body for the last five years of his life.

The Black Knight defeated Mordred and his allies (Prince John of England and the Arabian wizard Chandu). Following the Crusades, he met Amergin, High Druid of Avalon. Avalon was under attack by Fomor, and the Black Knight offered his aid to Avalon. Amergin contacted his descendant in the 20th century, Dr. Druid, who brought the Avengers with him to help defeat Fomor. The group also sealed off Avalon from Earth, but in the process, Garrington was slain.

STATISTICS

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

Health: 36

Karma: 66

Resources: Good (10)

Popularity: -10

BACKGROUND

Real Name: Nathan Garrett

Occupation: Scientist, criminal

Legal Status: Citizen of the United Kingdom with a criminal record, deceased

Identity: Secret

Place of Birth: Unknown

Marital Status: Single

Known Relatives: Dane Whitman, nephew, Sir Percy of Scandia, Eobar Garrington, Lady Rosamund (ancestors)

Base of Operations: Garret Castle

Past Group Affiliation: Masters Of Evil I

Present Group Affiliation:

KNOWN POWERS

Body Armor: The Black Knight wears a full suit of chainmail armor, which provides him with Good Protection against physical attacks.

Concussive Blast Lance: The Black Knight has a lance that fires concussive blasts of Amazing damage with a range of 2 areas.

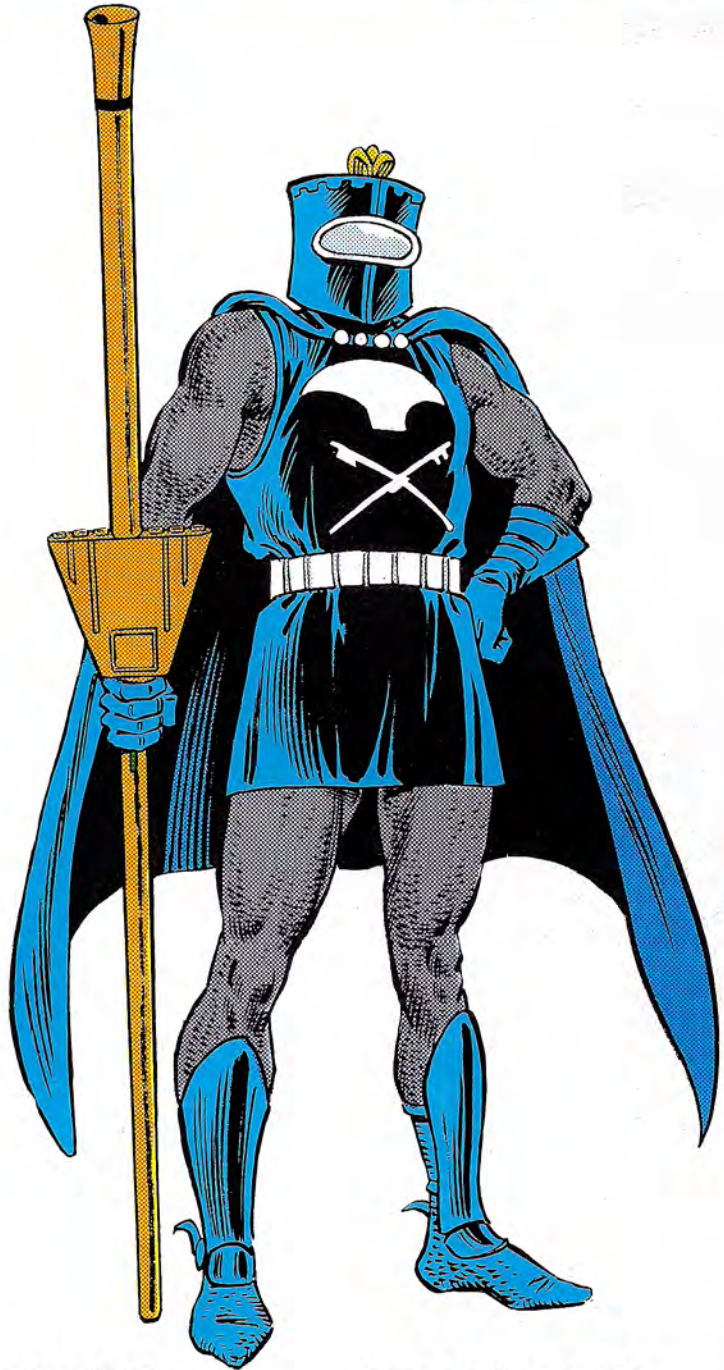
Winged Horse: The original Black Knight had a winged horse with the following abilities:

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

The Horse also had Good speed in Flight.

Talents: Bioengineering, Engineering. The Black Knight is a weapon specialist with his lance (+2 CS).

Contacts: Baron Zemo I, Masters of Evil I



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Nathan Garret is primarily interested in money, not power or conquest. He teamed up with the Masters of Evil in order to defeat the Avengers so he could loot all of New York and become fabulously wealthy.

He thinks of himself as a modern knight, albeit an evil one.

HISTORY

British scientist Nathan Garrett discovered the tomb of Sir Percy beneath his ancestral home (Garrett Castle). Garrett saw the Ebony Blade in a scabbard near the tomb, but being unworthy of wielding it, could not draw the sword. Garrett was inspired to become the new Black Knight, however, and he used his scientific genius to mutate a winged horse and to create a lance capable of discharging concussive blasts as well as other advanced weaponry. Garrett used the identity of the Black Knight to commit crimes in order to finance his further scientific research. He was opposed on separate occasions by Giant-Man and Iron Man, and as a member of Baron Heinrich Zemo's original Masters of Evil, he battled the Avengers.

While in aerial combat with Iron Man, Garrett was unseated from his winged steed and was mortally wounded in the fall. He managed to contact his only living relative, his nephew Dane Whitman, also a scientist. On his deathbed, Garrett told Whitman he regretted the wrongs he had committed and wished for his nephew to put his discoveries to good use.

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: Feeble (2)

Popularity: -2

BACKGROUND

Real Name: Unknown

Occupation: Unemployed drifter, criminal

Legal Status: Citizen of the United States wanted for bank robbery and assault, but never convicted, presumed dead

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown, presumed single

Known Relatives: None

Base of Operations: None

Past Group Affiliation: Ally of Graviton

Present Group Affiliation:

KNOWN POWERS

Slippery Force Field: Blank has an obscuring force field that completely conceals his features (rendering him "blank") and provides him with Monstrous protection against physical attacks and Remarkable protection against energy attacks. The force field also provides +2 CS to Strength and +2 CS to Agility when dodging or escaping entanglements, like Spider-Man's webbing or Hawkeye's arrow cables. The field must be recharged every 12 hours by the force field recharger, which Blank usually leaves in his hotel room or apartment.

Gun: Blank uses an ordinary gun, which does Good damage and has a range of 2 areas.

Talents: None

Contacts: Blank was an ally of Graviton, but he whined so much that Graviton tried to kill him. He probably cannot count on Graviton as an ally in the future.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Blank is an ordinary guy who is hopelessly out of his league in combat with superheroes or supervillains. He whines a lot and runs when confronted with violence. He is a bully against normal people and police, whom he knows can't hurt him, but he runs when confronted by superheroes unless he is backed up by a powerful ally.

HISTORY

Blank was a normal guy who only accomplished things by being sneaky. He was an unlucky, unemployed drifter waiting for a bus when he met a disgruntled scientist. The scientist was leaving Stane International after Obidiah Stane had taken it over from Tony Stark. The disgruntled employee, a long-time employee at Stark International, had taken his greatest discovery from his labs at Stane when he quit and was waiting for the bus because he had lost his company car when he quit. The scientist was too impatient to wait for the bus, though, and he walked out into traffic where he was struck by a

car. The man's briefcase, carrying his greatest discovery, landed at Blank's feet. Blank picked it up and casually walked away while other bystanders tried to help the scientist. Blank discovered the slippery force field belt and charger in the briefcase, which he used to begin a crime spree in California. He was interrupted in his initial outing by Wonder Man of the West Coast Avengers, but managed to escape with \$75,000 from the Pacific Bank. Blank was foiled in his second robbery attempt by West Coast Avengers Hawkeye, Mockingbird, and Iron Man, and only managed to escape by charging headlong into the gas pumps at a Calco Gas station, causing the station to go up in flames.

While the Avengers were dis-

tracted saving people and putting out the flames, Blank made his escape but failed to get away with any money. Later, when recharging his force field belt, Blank was shocked when Graviton materialized out of his recharger. The recharger had apparently functioned as a source of energy to allow Graviton to break out of the interdimensional void that he had been imprisoned in by the Avengers. He and Blank allied briefly in an attempt to take over all the gangs of southern California, but Graviton hurled him into the sea when he grew tired of Blank's whining. Blank has not been seen since, and the Avengers assume he drowned in the undertow off the coast of California.

STATISTICS

	Battlesuit, Original	Demon Form
F	TY (6)	EX (20)
A	EX (20)	EX (20)
S	TY (6)	EX (20)
E	GD (10)	EX (20)
R	EX (20)	EX (20)
I	TY (6)	GD (10)
P	TY (6)	EX (20)

Health: 42/80

Karma: 32/50

Resources: Good (10)

Popularity: -4

BACKGROUND

Real Name: Douglas M. Carmody

Occupation: Administrator, Scientist, Mutant-Hunter, Demon

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

Identity: Secret

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: New York City

Past Group Affiliation: Carmody Research, servant of N'ashtir

Present Group Affiliation:

KNOWN POWERS

Originally, Carmody wore a battlesuit which was responsible for all of his increased physical characteristics. The battlesuit also gave Carmody Good Body Armor and Typical flight speed.

Later, he was transformed by the demon N'ashtir into a demonic parody of his former self; the new Bogeyman. In his new form, his physical characteristics were increased and he was given new powers.

Claws: The new Bogeyman has claws that do Excellent damage.

Wall-Sliding: The demon Bogeyman can "slurp" his way up and down walls with Amazing ability. He must make an Agility FEAT roll on slippery or wet surfaces.

Slooping: The Bogeyman can liquify his body in order to escape from grabs and to go through cracks in buildings. He gains a +4 CS when attempting an Escape maneuver when adjacent to a building.

Body Armor: The Bogeyman has Remarkable Body Armor.



Talents: Carmody had the Business Administration talent.

Contacts: The Bogeyman was allied for a brief time with The Right and was a servant of the demon N'ashtir.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Bogeyman is a anti-mutant bigot who blames the Power Pack for the loss of his job, his marriage, and his social status. He thinks the Power Pack are all mutants and he wants them to suffer and die.

HISTORY

Douglas M. Carmody was in charge of the Carmody Research labs where Dr. James Power was working to perfect his anti-matter power generator. When the Kymellians destroyed the anti-matter generator and Carmody lost his position, he blamed the Power Pack for everything. He then went on to hunt the Power Pack, whom he thought were mutants. Originally, Carmody wore a battlesuit stolen from Project Pegasus as the Bogeyman which was responsible for all of his increased physical characteristics. The battlesuit also gave Carmody armor and a jet pack for flight.

He fought the Warriors Three of Asgard and The New Mutants in his attempt to kill the Power children. Later, he was transformed by the demon N'ashtir into a demonic parody of his former self—the new Bogeyman.

In his new form, his physical characteristics were increased and he was given new powers at the cost of his sanity and his humanity. He went crazier and tried once again to kill Power Pack and kidnap their parents, but when he saw his image in a window, he flipped out and jumped off a building into a canyon of fire and presumably died.

HARRY PALMER

STATISTICS

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

Health: 96
Karma: 18
Resources: Feeble (2)
Popularity: 0

BACKGROUND

Real Name: Harry Palmer
Occupation: Paramedic, Alien Invader
Legal Status: Citizen of the United States with no criminal record, deceased

Identity: Unknown to the general population of Earth
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Base of Operations: Denver, Colorado
Past Group Affiliation: Brood Mutants
Present Group Affiliation:



KNOWN POWERS

Brood Infection: Harry Palmer was infected with the Brood Egg and was capable of infecting others. The Infection causes the mind of the host to become Brood-like and the host's body to turn into that of a Brood. The infection takes two full rounds and can only be performed on characters without external Body Armor. It is ineffective against characters with a Healing Factor.

Body Armor: Like all Brood, Harry Palmer had Excellent Body Armor.

Claws: All Brood have claws that do Good damage.

Talents: Harry Palmer was a trained Paramedic.

Contacts: Brood Mutants, Josey Thomas (partner), Denver Fire Department

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Harry was often confused about whether he was a Brood or a human, and he often forgot his Brood abilities and motives when not surrounded by other Brood. Harry was a humanitarian dedicated to helping others before he was turned into a Brood Mutant, but he was a cruel killer after his transformation.

HISTORY

Harry Palmer and three of his friends (Sally Harding, Norm Belmont, and Fran Morrow) were having a picnic in the Rio Diablo Mountains of New Mexico when a Brood spacecraft crashed nearby. The Brood that survived the crash ate Harry's friends and infected Harry with a Brood Egg, making him a prime carrier, able to implant eggs in others. Presumably, the Brood died shortly thereafter.

Harry subsequently went around the Denver area infecting area mu-

tant humans with Brood Eggs, thereby creating the Brood Mutants. Harry was found by the X-men, and he and the Brood Mutants fought them all around the Denver area until the X-men killed them all.

SPITBALL

STATISTICS

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

Health: 56

Karma: 18

Resources: Good (10)

Popularity: 0

BACKGROUND

Real Name: Robert Delgado

Occupation: Lawyer

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

Identity: Unknown to the general public

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Denver, Colorado

Past Group Affiliation: Brood Mutants

Present Group Affiliation:

KNOWN POWERS

Flame Breath: Spitball could spit spheres of super-heated plasma that exploded on contact with any surface, doing Remarkable damage with a range of 1 area.

Body Armor: Like all Brood, Spitball had Excellent Body Armor.

Claws: All Brood have claws that do Good damage.

Talents: Spitball had the Lawyer Talent at a Typical level.

Contacts: Brood Mutants

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Spitball was dedicated to the destruction of human and mutant life and the conquest of Earth. However, he was willing to retreat when outnumbered or in a bad tactical position.

BRICKBAT

STATISTICS

F GD (10)
A TY (6)
S MN(75)
E EX (20)
R TY (6)
I TY (6)
P TY (6)

Health: 111

Karma: 18

Resources: Typical (6)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Unknown

Legal Status: Unknown

Identity: Unknown

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Denver, Colorado

Past Group Affiliation: Brood Mutants

Present Group Affiliation:

KNOWN POWERS

Body Armor: Like all Brood, Brickbat had Excellent Body Armor.

Claws: All Brood have claws that do Good damage.

Talents: Unknown

Contacts: Brood Mutants

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Brickbat was a braggart and killer who delighted in showing off his strength.

TENSION

STATISTICS

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

Health: 70

Karma: 18

Resources: Typical (6)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Unknown

Legal Status: Unknown

Identity: Unknown

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Denver, Colorado

Past Group Affiliation: Brood Mutants

Present Group Affiliation:

KNOWN POWERS

Stretching Limbs: Tension has the Plasticity power at the Remarkable level, giving him/it a range of 3 areas with its attacks.

Body Armor: Like all Brood, Tension had Excellent Body Armor.

Claws: All Brood have claws that do Good damage.

Power Stunt: Tension has a Power Stunt in which it reaches out with its tendrils and grabs an opponent and then slams the opponent onto the ground, doing Amazing damage.

Talents: Unknown

Contacts: Brood Mutants

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Tension is a team player, aware of his limitations and willing to let other Brood Mutants take over when things are out of his control.

TEMPTRESS

STATISTICS

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

Health: 70

Karma: 50

Resources: Typical (6)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Unknown

Legal Status: Unknown

Identity: Unknown

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Denver, Colorado

Past Group Affiliation: Brood Mutants

Present Group Affiliation:

KNOWN POWERS

Mind Control: Temptress has Pheromone-based Mind Control at the Remarkable level. Since Temptress's powers are Pheromone-based, anyone with a sealed system (such as Iron Man) or who is non-human (like The Vision) is unaffected by her powers. Her powers would, however, affect breathing demi-humans like mutants, Kree, and Asgardians.

Body Armor: Like all Brood, Temptress had Excellent Body Armor.

Claws: Temptress had claws that did Good damage.

Talents: Unknown

Contacts: Brood Mutants

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Temptress usually uses her powers to pacify her opponents, but occa-

sionally uses them to turn her victims into weapons. She is very much a team player, often following the lead of Harry Palmer.

DIVE BOMBER

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: Typical (6)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Unknown

Legal Status: Unknown

Identity: Unknown

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Denver, Colorado

Past Group Affiliation: Brood Mutants

Present Group Affiliation:

KNOWN POWERS

True Flight: Dive Bomber had wings that gave him flight at Excellent Airspeed.

Body Armor: Like all Brood, Dive Bomber had Excellent Body Armor. He also had Monstrous resistance to lightning damage.

Claws: Dive Bomber had claws that did Good damage.

Talents: Unknown

Contacts: Brood Mutants

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Dive Bomber was sneaky as well as cowardly, and was not above endan-

gering innocents or attacking from behind if he thought he could gain some advantage.

LOCKUP

STATISTICS

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

Health: 100

Karma: 18

Resources: Typical (6)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Unknown

Legal Status: Unknown

Identity: Unknown

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Denver, Colorado

Past Group Affiliation: Brood Mutants

Present Group Affiliation:

KNOWN POWERS

Paralysis: Lockup had the power to paralyze a target after he had grabbed it with a successful Strength FEAT roll. The paralysis is of Monstrous strength, and requires a Endurance Yellow FEAT roll to overcome.

Body Armor: Like all Brood, Lockup had Excellent Body Armor.

Claws: Lockup had claws that did Good damage.

Talents: Unknown

Contacts: Brood Mutants

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Lockup was a team player who used his abilities to put the final touches on

a wounded foe. Like all Brood Mutants, he was hungry for human blood.

WHIPHAND

STATISTICS

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

Health: 70

Karma: 18

Resources: Typical (6)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Unknown

Legal Status: Unknown

Identity: Unknown

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Denver, Colorado

Past Group Affiliation: Brood Mutants

Present Group Affiliation:

KNOWN POWERS

Energy Arms: Whiphand had the power to transform his arms into energy bands that could act as hands with stretching abilities of Feeble rank (1 area range.)

Body Armor: Like all Brood, Whiphand had Excellent Body Armor.

Claws: Whiphand had claws that did Good damage.

Talents: Unknown

Contacts: Brood Mutants

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Whiphand was cruel and a casual killer. He bragged about the superiority of Brood Mutants to humans and mutants alike.

BLINDSIDE

STATISTICS

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

Health: 70

Karma: 18

Resources: Typical (6)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Unknown

Legal Status: Unknown

Identity: Unknown

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Denver, Colorado

Past Group Affiliation: Brood Mutants

Present Group Affiliation:

KNOWN POWERS

Teleportation: Blindside had Poor teleportation (Range of 4 areas.)

Body Armor: Like all Brood, Blindside had Excellent Body Armor.

Claws: Blindside had claws that did Good damage.

Talents: Unknown

Contacts: Brood Mutants

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Blindside enjoyed sneaking up on normal humans, grabbing them, and scaring them with his huge teeth. He gloated that no one would see him until it was too late.

STATISTICS

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

Health: 70

Karma: 26

Resources: Typical (6)

Popularity: 75

BACKGROUND

Real Name: Bucky Barnes

Occupation: Army Mascot, Adventurer

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

Identity: Secret, but known to high officials of the U.S. government

Place of Birth: Unknown

Marital Status: Single

Known Relatives: Unknown

Base of Operations: Mobile

Past Group Affiliation: Partner of Captain America, member of The Invaders

Present Group Affiliation:

KNOWN POWERS

None

Talents: Bucky has Martial Arts A, B, and E, as well as the Military talent.

Contacts: Captain America and The Invaders are close friends of Bucky, and he can count on them for help whenever he needs it.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Bucky is the loyal sidekick of Captain America. He worships Cap, who he thinks of as America's greatest hero, and he would do anything for him. He tries his best to live up to Cap's ideals, and is brave, loyal, honest, and true. He is sometimes overcome with youthful enthusiasm and becomes reckless, but he is usually restrained.

HISTORY

Bucky Barnes was a mascot to the US Army and accidentally discovered Captain America's identity. He asked Cap to train him to be his sidekick, and Cap agreed.

Bucky fought side-by-side with the Captain and the Invaders for four years against the fascist forces of the Axis powers. He died late in the war while attempting to stop the launch of a rocket-plane launched by Baron Zemo. Bucky stopped the plane, which was aimed at London, but it exploded under him, killing him instantly.

STATISTICS

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

Health: 96

Karma: 52

Resources: Good (10)

Popularity: 5

BACKGROUND

Real Name: Unknown

Occupation: Federal law-enforcement agent

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

Identity: Secret

Place of Birth: Unknown

Marital Status: Single

Known Relatives: Lance (son)

Base of Operations: New York City

Past Group Affiliation: Bullet has worked for the U.S. government and for Typhoid Mary.

Present Group Affiliation:

KNOWN POWERS

Bullet has no superhuman powers, but is a man of great strength and physical toughness.

Power Stunt: He has one established Power Stunt; he charges his opponents for Incredible (40) damage. His Agility is reduced to Poor when he does this.

Talents: Bullet has the Military talent.

Contacts: Bullet has worked for the U.S. Army, and is an agent of an unidentified federal government agency. He has also worked for Typhoid Mary under duress when she threatened his son, but there are some indications that they have developed a personal relationship.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

Bullet is a lonely, alienated man who makes his living by beating and killing others. He is a fairly casual killer, but he is also a devoted father. He dotes on his son and would do anything for him, but he doesn't understand him at all.

His son, an elementary school student, is obsessed with surviving the nuclear holocaust that he is certain will occur soon. Bullet lives alone, and his son lives alone in a separate apartment in Hell's Kitchen. Bullet drinks beer often and plays pool in his spare time.

HISTORY

Very little is known about Bullet, other than the fact that he is a U.S. government agent and has been for a long time. He has worked in conjunction with the Kelco chemical company on orders from a four-star general working for the Kingpin. He has helped a bomber accomplish a bombing, he has killed a derelict to frame an ecologist group, and he has attacked Daredevil for money. He and Daredevil have recently reached an accommodation.

STATISTICS

F EX (20)
A TY (6)
S GD (10)
E IN (40)
R TY (6)
I PR (4)
P PR (4)

Health: 76

Karma: 14

Resources: Poor (4)

Popularity: -10

BACKGROUND

Real Name: Unknown

Occupation: Killer-for-hire, mutant-hunter

Legal Status: United States Citizen with a criminal record.

Identity: Publicly known

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: New York City

Past Group Affiliation: He has worked for Typhoid Mary.

Present Group Affiliation:

KNOWN POWERS

Bushwacker doesn't have any innate powers, but he does have a number of powerful gadgets and weapons.

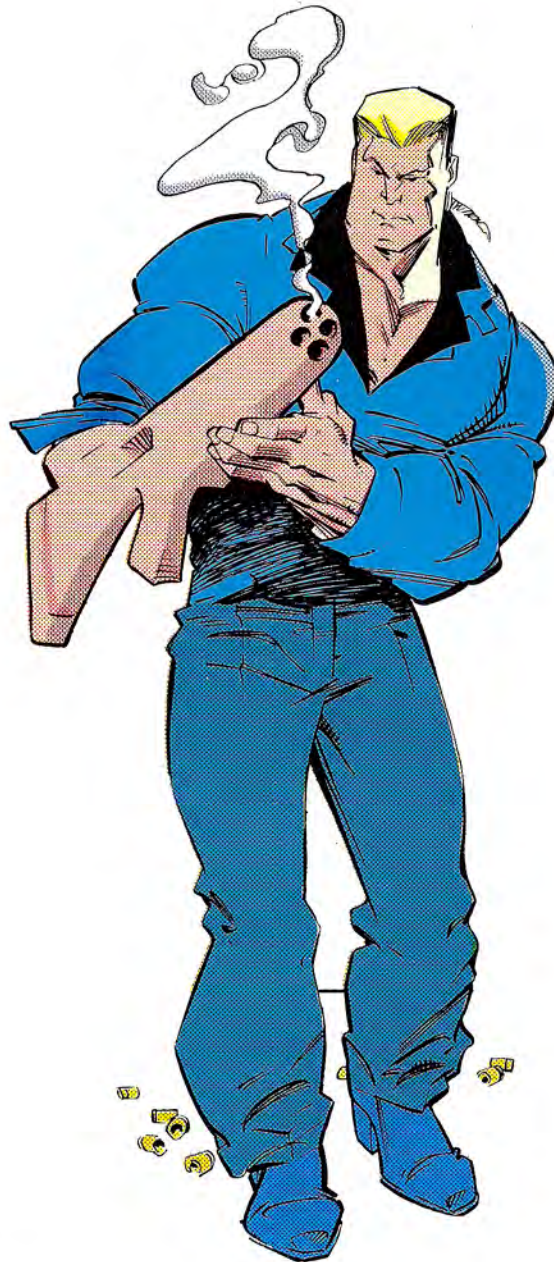
Gun-Arm: Bushwacker's right forearm has been replaced by a mechanical prosthesis that can transform into a gun (Incredible damage). This transformation takes one round and makes lots of noise (RRRRR CLICK! CLANK! CLANK!).

Flamethrower: Bushwacker carries a Flamethrower which does Amazing damage over 2 adjacent areas.

Talents: Bushwacker has Military talent.

Contacts: Bushwacker has worked for Typhoid Mary.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

The right side of Bushwacker's face was disfigured as a result of combat with Daredevil, and he wants revenge against Daredevil, preferably something slow and painful. Bushwacker is intensely paranoid and has an unbelievable tolerance for pain.

HISTORY

Bushwacker was badly injured in a fight with Daredevil and his face was disfigured. Since then, he has dedicated his life to killing and maiming Daredevil, slowly and painfully. He worked with Typhoid Mary to this end.



STATISTICS

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

Health: 40

Karma: 80

Resources: Incredible (40)

Popularity: -10 or per identity

Real Name: Unknown

Occupation: Professional criminal, ivory trader

Legal Status: Unknown

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Ally of Kraven the Hunter

Present Group Affiliation:

KNOWN POWERS

Imitation: He has the Incredible ability to assume the appearance of anyone he chooses, including pigmentation, hair, and body shape. He requires his Computer Belt to trigger this power. If he loses the belt, he reverts to his normal, dead-white form. Any change takes 2 turns. It is unknown whether this procedure can change his apparent gender.

Computer Belt: This serves three functions. A video scanner records a person's overall appearance and feeds that information into a visual synthesizer that interpolates the rest of the person's appearance. Its memory banks can store hundreds of such images. When an image is called up via a code tapped on the belt's keypad, subtle electrical signals trigger changes in the Chameleon's body and pigmentation. A secondary signal alters the appearance of his clothing.

Memory Material: Chameleon's clothing is made of a special fabric that can reshape and recolor itself in 2 turns. The change is triggered by his computer belt.

Knockout darts: He carries a small airpistol that fires darts up to 40'. The darts contain an Excellent potency anaesthetic that knocks a victim un-

conscious for 1-10 hours.

Knockout gas: A small aerosol can emits a cloud of Excellent potency. The cloud is potent up to 10' away. Victims fall asleep for 1-10 hours.

Smoke Bomb: Remarkable intensity opaque mist fills 40' radius.

In his early career, he depended on these devices:

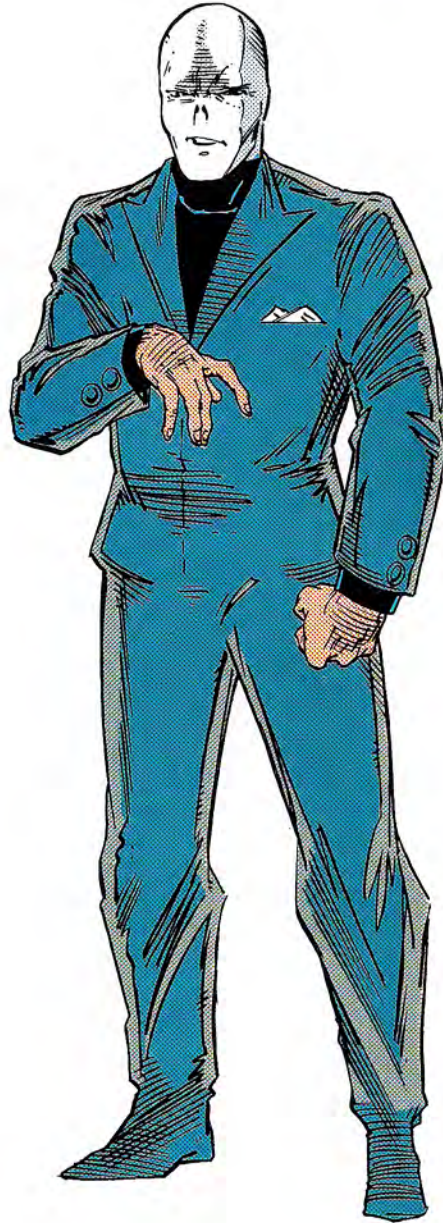
Mask: Chameleon originally used masks that could be formed into a life-like copy of a chosen person's face. When Chameleon sprayed it with a special gas, it dissolved and

reverted to another shape, such as a different likeness or his normal white mask. This change took 2 turns.

Colorshift clothing: His original clothing was made of a special fabric that changed to another color when sprayed with a special gas. The change took 2 turns.

Talents: Master of Disguise, Espionage, Politics, and Business Administration. He is an Explosives expert and a good Marksman with his airpistol.

Contacts: Chameleon was Kraven's agent for selling ivory and animal



skins. While in disguise, he has access to the contacts of whoever he is impersonating.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Chameleon is dedicated to seeking revenge against the entire United States for his earlier defeats. He intends to trigger its economical and political collapse. He was impetuous in his early career, but he has outgrown this. Now he is patient; if a plot fails, he will walk away from it. In his words, "if at first you don't succeed, find the nearest airport."

The Chameleon is not normally a killer. He usually kidnaps a person he wants to impersonate, then makes sure his subject is safely stashed away but otherwise unharmed. If circumstances prevent this, he kills with a bomb that renders the victim's corpse unrecognizable.

HISTORY

The Chameleon is one of Spider-Man's earliest foes. He originally used his skills at espionage and disguise to obtain secret plans and government documents. Despite the basic soundness of his plots, he was defeated by Spider-Man. Chameleon retaliated with more plots against Spider-Man: plans that eventually dissolved into simple criminality, but even these were thwarted. Chameleon varied his tactics by enticing the obsessive big-game hunter Kraven into traveling to New York in search of the biggest game of all, Spider-Man.

In the following years, Chameleon retreated into the shadows. He continued to sell the skins and ivory that Kraven collected from the animals he slaughtered.

Recently, Chameleon became active again. After months of contemplation, he regained his personal focus and dedicated himself anew to his long-neglected dream of destroying the United States. He used his wealth to finance the development of a unique serum. This drug transformed his body into featureless, colorless, but completely malleable flesh. By means of controlled electrical impulses, this new flesh could reshape and recolor itself into any likeness he chose. He also developed his computer control belt and a video scanner that would enable his

equipment to work.

He developed a long-range plan composed of a series of seemingly unrelated acts. The first stage was gaining financial power during which he assumed the identities of a series of millionaire investors and industrialists. While in their identities, he transferred their assets into the new organization he was building. Next, he assumed the identity of notable scientists and plundered their labs for industrial secrets he could sell to foreign competitors and thus dull U.S. technological advantages. He also built connections with organized crime, in order to gain the assistance he needed. During these stages, he assumed the identities of Roland Carson and William Dukane, two business rivals, and Dr. Edmund Debevic, a leader in superconductivity research. It was during his attempt to impersonate and kill Dr. Debevic that Spider-Man discovered the Chameleon was active again.

Spider-Man's interference prompted the next phase, in which Chameleon kidnapped and replaced J. Jonah Jameson. His intention was to manipulate public opinion, undermine confidence in political institutions, promote apathy and cynicism, and especially discredit Spider-Man. To this last goal, he has promoted Nick Katzenberg's photos that only show Spider-Man in questionable acts. As Jameson, he spreads accusations about Spider-Man while, suppressing complimentary or explanatory stories.

STATISTICS

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

Health: 80

Karma: 70

Resources: Excellent (20)

Popularity: -5

Real Name: Nicholas Powell

Occupation: Mercenary

Legal Status: U.S. citizen with criminal record as Chance

Identity: Secret

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: A penthouse in Manhattan

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Ankle Jets: He can hover or fly at up to Good airspeed (120 mph).

Wrist Blasters: Golden bracelets contain two weapons systems. A dartgun is mounted on the back of the bracelet and a variable-setting plasma generator is concealed within. The bracelets are designed to fit under normal clothing and appear to be harmless albeit gaudy jewelry.

- **Laser**—Remarkable damage at a 4-area range. He can fire 20 such blasts without recharging.

- **Concussive Blast**—Remarkable damage in open areas, Incredible damage in confined spaces. Each blast requires a double charge. The maximum range is 1 area. The blast radius is 40'.

- **Acid Darts**—glass darts filled with one quarter-ounce of Excellent intensity acid. These have a range of 2 areas and may be fired one per second. There are 30 darts in each bracelet's ammo clip.

- **Cellular Telephone:** A radio telephone is contained in his bracelet and connected to his home computer and answering machine. He can activate it by a verbal code; order it to sort calls, dial numbers, etc.

Cybernetic Helmet: Chance's helmet contains a variety of sensors and display screens. What appear to be

goggles are in fact an opaque framework for a variety of video screens and instrument displays.

- **Circular vision:** Five video cameras feed monitor screens in his faceplate with separate views for ahead, 90 degrees left, 90 degrees right, straight up, and straight back. His only blind spot is directly under his feet.

- **Infrared Vision:** Good ability to see thermal emissions or see in the dark.

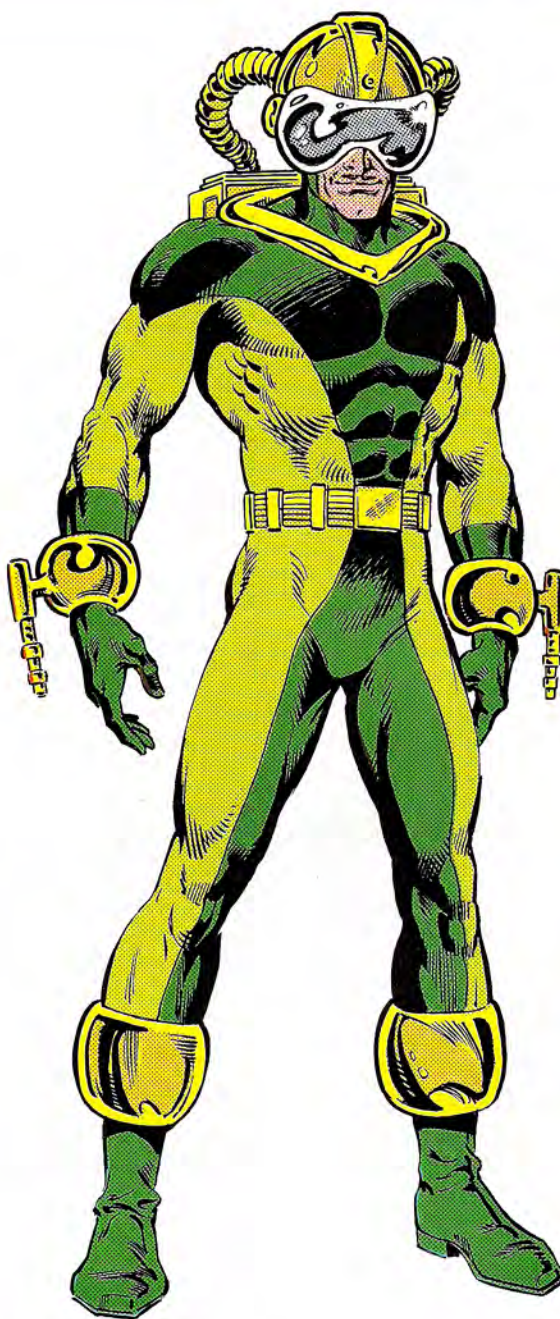
- **Radar:** Good radar gives him

the basic location of obstacles up to 10 areas away. This information is displayed on a circular screen on his display panel.

- **Systems Monitoring:** Other gauges and lights tell him the status of his ammunition, laser charge, and power level.

- **Protected Vision:** While wearing the helmet, he is immune to most light or sight-based attacks, unless such attacks can be conveyed by television.

Power Pack: The backpack contains 20 charges for the wrist blasters and



the power supply for his helmet systems and ankle jets. The pack conveys this power into the suit by cables linking the pack and the helmet. If these cables are damaged, Chance suffers an electrical shock that stuns him for 10-100 turns unless he makes a Red Endurance FEAT.

Talents: He has Remarkable Reason in Gambling and Weapons design. He is skilled in Acrobatics, Marksmanship, and Flying (using his ankle jets).

Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Chance is a gambler who will constantly make wagers, even in the middle of combat. He believes life is dull at best, and is only made tolerable by risks. As a mercenary, he will do anything for the right fee: theft, assassination, etc. Despite his work as an assassin, Chance is not a casual killer. He only kills people he is paid to kill.

He may have a criminal record as Chance; his true identity of Nicholas Powell is still a secret. Although his

clients are primarily criminal operations, he might work for legitimate organizations if the wager is high enough and there is an acceptable risk of arrest.

HISTORY

Chance was a compulsive gambler who felt that only great risks gave life any thrill. He led a life of increasing danger, progressing from gambling with money to gambling with his life in mercenary adventures. He developed a unique combat suit that enabled him to pursue his new career as the super-mercenary Chance.

One of Chance's trademarks is that he does not charge for his services but rather bets against his employers. If he can carry out the job, they owe him; if not, he forfeits a similar sum to them. Typical wagers include \$5000 for simple theft, \$10,000 for assassination, and \$20,000 for a major theft.

Chance entered Spider-Man's life when the Foreigner hired him to kill Andre, a fence specializing in gems and rare metals. Spider-Man discovered the murder moments after Chance had left the site. Observing the superhero from the shadows, Chance wagered the Foreigner that he could kill Spider-Man in 24 hours. He used the Black Fox, a jewel thief trying to retire, as bait to seek out Spider-Man. He ultimately failed to kill Spider-Man, but he accidentally

convinced the Black Fox to return the jewel he'd been trying to fence. Chance barely avoided arrest when he was left for the police by Spider-Man.

His next major job came when he was hired by industrialist Carlton Drake and the Life Foundation to assist their plan to build the ultimate survivalist shelter, Sanctum Maximus. Chance was hired to steal weapons for Sanctum Maximus's police force. He was betrayed when the Life Foundation decided to pry the secret of his wrist blasters away from him. Although Chance probably would have given them the information in trade, he resented giving it away under duress. Although Chance was tortured, his sheer stubbornness kept him from revealing his armor's secrets. When Spider-Man tracked Chance down, the mercenary and the super-hero entered into a temporary alliance to destroy Sanctum Maximus and defeat the Life Foundation. Although the alliance did not change their antagonistic relationship, at least Chance offered Spider-Man a lift home to Manhattan.

Since that time, Chance has continued to pursue his peculiar career, although he now takes more care when dealing with new clients. In honor of Spider-Man's help, he is avoiding jobs that might involve him, at least until fortune should link their paths again. He also has the lingering problem of Drake. His ex-client is after him for revenge and for the secret of Chance's weaponry.

STATISTICS

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

Health: 96

Karma: 56

Resources: Poor (4)

Popularity: 5

Real Name: Dr. Stephen Beckley

Occupation: Astrophysicist, astronaut

Legal Status: U.S. citizen

Identity: Publicly known

Place of Birth: Unknown

Marital Status: Widower

Known Relatives: Ann (wife, deceased), Jack (father, deceased), John (brother), Rosemary (sister), Benny (son)

Base of Operations: Mobile

Past Group Affiliations: Friend of Fantastic Four

Present Group Affiliation:

KNOWN POWERS

Animal Control: By "thought-pitching," he has the Typical ability to entice animals to perform simple tasks. A successful use of this power also forms a Sensory Link with the animal.

Flight: His Unearthly speed enables him to travel at 600 mph in air and 40,000 mph in space. If he is in a hurry, he automatically teleports to his destination.

Healing: Remarkable ability to perform "psychic surgery" on himself and heal damage.

Levitation: Typical ability to hover in place or drift with the wind.

Mental Probe: Remarkable ability to probe the mind of even unwilling subjects.

Plasma Generation: His "energy spheres" do Incredible damage at a range of 1 area.

Sensory Link: Typical ability to share the sensory impressions of animals within his sight.

Telekinesis: Remarkable ability to indirectly handle up to 2000 pounds.

Telelocation: Incredible ability to locate a specific person within 250 miles. Due to his incomplete mastery

of this power, he must make a Red FEAT to use it.

Telepathy: His Unearthly ability has a range of 16,000 miles. Due to his incomplete mastery of this power, he must make a Red FEAT to use it. He subconsciously monitors any thoughts hostile to him. By means of a Yellow FEAT, he receives a flash of such thoughts.

Teleport Self: Incredible range of 2.5 million miles. Due to his incomplete control of this power, he must wear his cybernetic amplifier if he wants to use this power. Normally, the power

only functions when his life is threatened, at which time he teleports to a random, familiar spot.

Costume: His coverall provides him with Amazing protection from energy attacks and the extreme conditions of deep space. When it is exposed to a vacuum, the hood immediately covers the head. The hood also immediately recycles the wearer's breath into fresh oxygen.

Talents: He is a trained astronaut, astrophysicist, and astronomer. His Reason is Incredible in these areas.

Contacts: He is a friend and col-



league of Reed Richards and the Fantastic Four. Nick Fury and SHIELD may help him against the Bridge. Max and the Fortesquians will assist his training and survival.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Comet Man is usually the victim of others' plans to use him or his powers. He is not a violent man and will not willingly use his powers to harm others. Rather, he uses his powers to defend himself or others, preferably by nonviolent methods.

HISTORY

Stephen Beckley was the second of three children born to Jack Beckley and his wife. Unbeknownst to the rest of the family, his mother had borne a son, John, before her marriage to Jack and given the child up for adoption. Stephen and Rosemary grew up in luxury while their abandoned brother became a bitter child raised in a series of foster homes and orphanages.

John eventually found a home in the covert operations. When he became head of The Bridge, he used its facilities to discover his past. When he discovered his family's existence and was then rejected by his father, John swore revenge. When Jack died in a plane crash in 1981, no one realized it was the result of sabotage.

Steven studied astronomy and astrophysics and received a doctorate in both fields. In 1978, he met and eventually married Ann, an astronaut in the Space Shuttle program. When she bore their son Benny, she retired to join Stephen on the Edmund Project, a joint MIT-NASA ven-

ture to send Firewatch, a manned module, into Halley's Comet as it approached Earth in 1987.

The mission proceeded smoothly. Stephen was alone in Firewatch as he approached the comet. Suddenly, the comet changed course and drew Firewatch into its tail. The comet emitted unusual radiations that disintegrated the ship.

Everyone assumed that Stephen died in the explosion. To his surprise, he awoke in an alien spaceship operated by an ivory-skinned humanoid named Max. Max explained that he was from the Fortesquians, a race that pursued information on behalf of the Beyonders. They pursued periodic surveillance fly-bys of the Earth in a ship that humans had mistakenly named Halley's Comet. Max had spotted the unexpected Firewatch and changed course to look at it. When he realized he had accidentally disintegrated a human, he used his ship's equipment to gather up all of Stephen's molecules. When he restored Stephen to life using Fortesquian anatomy for a model, Stephen was somewhat changed. Max gave him a protective coverall and offered him a ride back to Fortesque. Stephen declined and suddenly found himself floating in space as the comet sped away from him.

Stephen quickly discovered that he was alive and had superpowers. He began to fly toward Earth. As he hit the atmosphere and began to experience friction, he suddenly teleported into his office at NASA.

His return was kept secret at the insistence of Dr. David Hilbert, former ambassador and acting liaison between MIT and NASA. Unknown to Stephen, Hilbert was still in love with Ann and had seen Stephen's presumed death as an opportunity to woo her. No one knew he was also Chief of Operations for the Bridge. Hilbert ordered Stephen in quarantine, where initial tests were conducted to discover Stephen's abilities and the extent of Max's equipment and plans.

That night, Stephen was drugged by Hilbert for transportation to the Bridge's research labs at Langley, Virginia. Ann and Benny were simultaneously kidnapped by other Bridge

agents.

John commanded Hilbert to intercept and forcibly return Max and the Fortesque ship to Earth. John believed that the Fortesquian technology would give him superpowers.

Enraged at Hilbert's betrayal, Stephen broke free of his captors. Although shot several times, he instinctively destroyed the lab and most of the personnel. Faced with ruthless guards out to kill him, Stephen tried to disintegrate himself.

In a dream, he saw his family dead and being buried by John, a man he did not yet know existed. Stephen removed a spear that jutted painfully from his side. He awoke in his father's fishing cabin, healed and holding a bloody bullet. In the peace and isolation, he further honed his abilities and formulated a plan to rescue his family. He didn't know that Ann had died trying to escape the Bridge.

Reed Richards owed Stephen for his assistance in early Fantastic Four cases. Reed used his facilities to develop Stephen's powers and his connections to learn more about Stephen's family and enemies. With Reed's help, Stephen teleported to his wife's side. He was nearly driven mad when he discovered he was in her grave.

By the time Reed had recovered Stephen, Nick Fury called with the true history of the Beckley family and John's existence and vendetta against his kin. When the Thing tried to console Stephen, he triggered an angry release of the energy spheres that demolished the lab. Reed gave Stephen a cybernetic amplifier headband that enabled him to consciously control his teleportation.

On Earth, Hilbert faced John for the final time. John decided that since he already had enough knowledge of the Fortesquian technology, he could blow the ship up with nuclear weapons the commandoes had provided. Although Hilbert tried to stop John, he was killed.

In the last second before the detonation, Max suddenly realized the blast was about to occur. He grabbed Stephen's hand. Whether they teleported away is unknown at this time, as are their current locations, conditions, and plans.

STATISTICS

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

Health: 60/130

Karma: 18/18

Resources: Good (10)

Popularity: 1(-5)

BACKGROUND

Real Name: various

Occupation: Mercenaries

Legal Status: U.S. citizens

Identity: Secret

Birthplace: various

Armor Built By: "Sergei"

Marital Status: various

Known Relatives: N.A.

Base of Operations: Mobile

Past Group Affiliations: Employees of Titanium Man (Bullski)

Present Group Affiliation:

KNOWN POWERS

The Credit Card armor gives the following powers to its wearer:

Fighting: +2CS; max. Incredible

Agility: +1CS; max. Remarkable

Strength: +2CS; max. Remarkable

Endurance: +2CS; max. Remarkable

Body Armor: The armor's steel alloy construction gives the wearer Remarkable protection against physical attack and Incredible protection against energy attacks, including extreme temperatures and hard radiation.

Battle Computer: Onboard reference computers give the wearer Incredible Reason when identifying targets and analyzing their history, abilities, and probable tactics. The computer takes 2 turns to analyze and identify a target and suggest tactics. If a target is previously unknown, the computer will suggest the nearest known superhuman.

"Card Shuffle": A combination of Shapechange and Suspended Animation. Both the armor and its wearer are transformed into a plastic card similar in size and appearance to a credit card, hence the name of this armor. The cards possess Typi-

cal material strength. Transformation to or from the carded state takes 1 turn. The change can be triggered by a radio transmitter at a range of 25 miles. While in the carded state, the wearer is suspended in stasis and completely helpless. If the card is damaged, the subject cannot be restored to his original state.

Rocket: Bootjets enable the armor to fly at Good airspeed (105 mph) for 20 rounds before the fuel is exhausted.

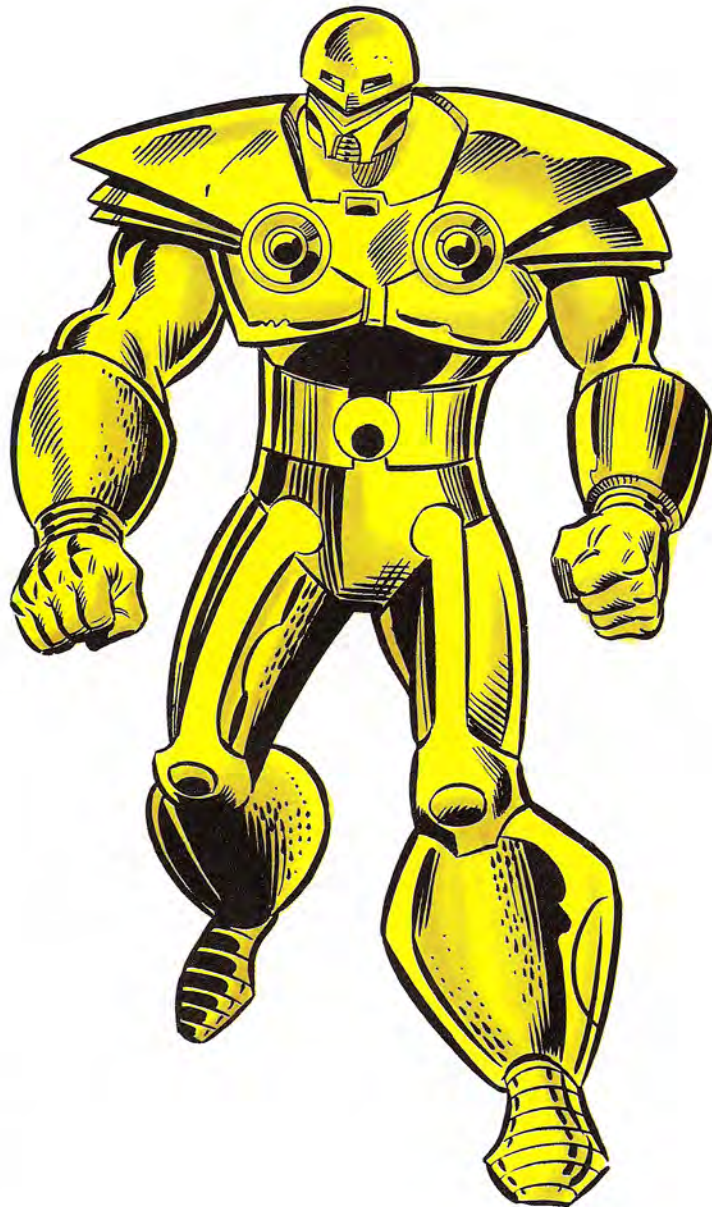
Energy Detection: Typical rank, range 3 areas.

Lifeform Detection: Typical rank; range 3 areas.

Radio: An in-suit transceiver is capable of suit-to-suit communications and monitoring police band transmissions. The Good rank transceiver has a range of 10 miles.

Laser: Each armor suit was equipped with a handheld pulse-laser rifle of Incredible material strength. This rifle has variable settings and a range of 8 areas. Settings allow the rifle to:

- Melt material of Excellent strength or less.



- Deliver kinetic blasts of Excellent force but no heat damage; area of effect is 50' diameter sphere.

- Deliver Excellent heat damage against a single target.

Talents: The original Credit Card Soldiers were veterans of the U.S. armed forces in Vietnam. They possess Military skills and jungle warfare.

Contacts: Military contacts and possibly the armor's builder, Sergei.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The original Credit Card Soldiers were disgruntled Vietnam veterans. They are patriotic but annoyed at the way they were treated after the war. Despite their willingness to participate in grand larceny, they will refuse to perform anti-American acts. As they say, "We may be thieves and criminals, but by heaven we're AMERICAN thieves and criminals!"

They retain their old military discipline and skills. While acting as Credit Card Soldiers, they refer to each other by rank and a color codename. They specialize in hitting hard and fast before their victims can get their bearings. They rely on their inboard computers for target identification and combat advice.

HISTORY

The Credit Card Soldier armor was developed by the expatriate Soviet scientist known only as Sergei. The project was a KGB operation overseen by Boris Bullski, the Titanium Man. Sergei's cooperation was achieved by threats to his parents who still lived in the U.S.S.R. Sergei developed both the armor's design and the "credit card" technology that gave the armor its special trick. This was a means of transforming the armor and its wearer into a small card and then restoring them to their original state. Either transformation was triggered by a special signal sent by a remote control device. This device was also incorporated into Bullski's Titanium Man armor.

Bullski used a holographic projector to disguise his armor and assume the identity of "the Commander." He recruited a band of disaffected Vietnam War veterans, men who felt betrayed by their country's apparent abandon of them after the war's end. Under the Commander's guidance, they formed the ironically-named Green Liberation Front, an organization dedicated to life, liberty, and the pursuit of a lot of money. The Commander provided them with copies of Sergei's freshly built armor and sent them to raid the Wall Street financial district, ostensibly to steal as much money as they could. They hit the New York Federal Bank first, then the Federal Reserve Bank of New York, two targets that would yield massive amounts of cash. They didn't realize that they were merely acting as pawns in the Titanium Man's plot. He intended to plant a computer feedback impulser that would overload all computers hooked to the Federal Reserve's computer network. Thus, a

major portion of American financial records would be disrupted and the national economy plunged into chaos.

Sif and alien adventurer Beta Ray Bill fought the GLF and the Commander. During the battle, Sergei learned his parents were dead. In revenge, he exposed the Titanium Man's identity. The GLF was happy to act as thieves but were angered that they had been made communist dupes. They turned on the Titanium Man. Faced with certain destruction, the Titanium Man escaped via a teleportation device in his armor. His atoms reassembled at his headquarters in the form of the characteristic "credit card." Sergei later took the card and simply tore it in two, presumably killing Bullski or at least preventing him from returning to his original form.

Sergei gave the authorities a control device for activating the credit card transformation. Beta Ray Bill gave the GLF a simple choice: abandon the armor or be carded permanently. Bill allowed the GLF five minutes to flee the area. Presumably, the former GLF members are still at large, though without their armor, they are relatively harmless.

The police recovered the carded armor and took possession of the control module. Neither the current location of these suits or Sergei's location are known at this time. The GLF base remains secret and may presumably now be in Sergei's possession. The base contains automated manufacturing facilities, high tech labs, and the plans to build more Credit Card Armor suits.

Note: Sergei's design was apparently original. During the "Iron Wars" in which Iron Man systematically destroyed all armor that used his designs, these suits were left alone.

STATISTICS

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

Health: 80

Karma: 26

Resources: Excellent (20)

Popularity: 1 (10 during WWII)

Real Name: Frank Bohannon

Occupation: Government agent

Legal Status: U.S. citizen with criminal record (paroled)

Identity: Publicly known

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Washington D.C.

Past Group Affiliations: Ally of Stonewall and Super Sabre, member of Freedom Force

Present Group Affiliation:

KNOWN POWERS

None

EQUIPMENT:

Costume: Provides Excellent protection from physical attacks and Good protection from heat and cold.

Daggers: He carries four steel daggers in sheaths behind his neck. These do Good damage and can be thrown accurately up to 20'.

Revolver: .454 Casull with 5-bullet cylinder. It has Typical range. He carries three armor-piercing (10 points damage) and two rubber bullets (Good Slugfest damage) in the cylinder.

Utility Belt: Ten pouches carry a variety of useful items. The belt buckle conceals a 50' reel of fine wire and a hook. Among the other items are:

- Flash grenades: Amazing intensity; temporary blindness for anyone facing the flash.
- Incendiary grenade: Typical intensity.
- Lockpicks and skeleton keys
- Mini-torch: Oxyacetylene flame, Remarkable intensity.
- Plastic explosive and timer: Incredible damage to a single target. Timer can be set for 24 hours.

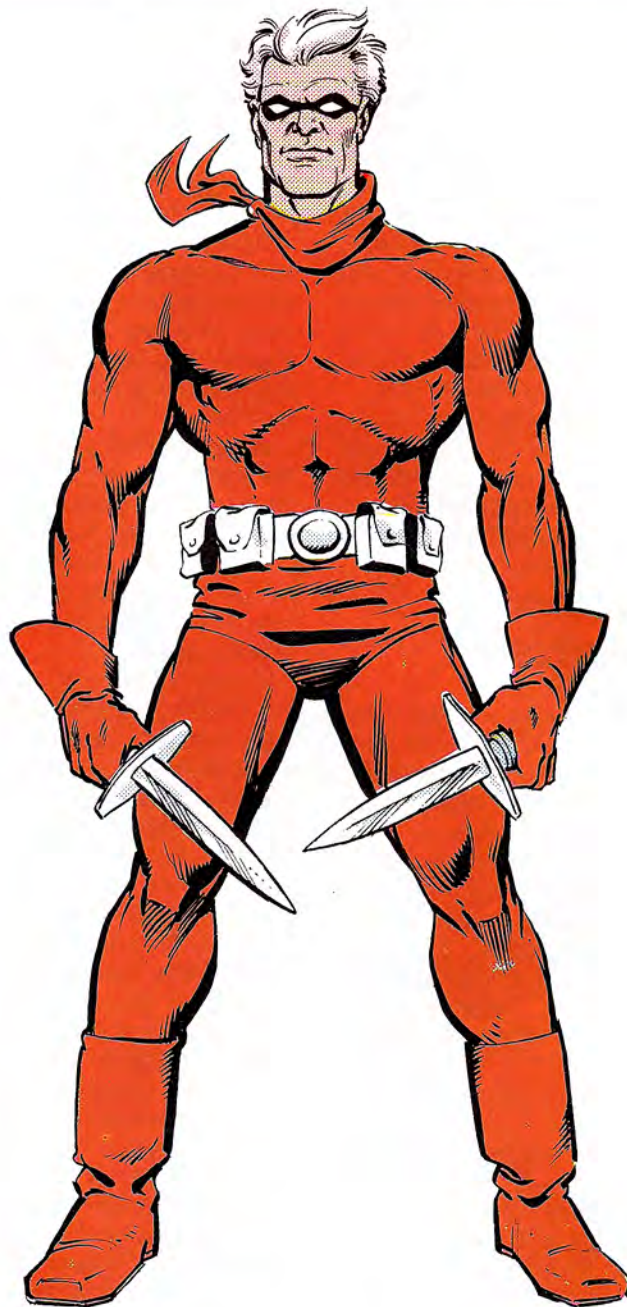
- Smoke bomb: Excellent intensity, covers 1 area.
- Tear gas: Typical intensity, covers 40' square foot area.

Talents: He is trained in Martial Arts B, C, and E, Wrestling, Thrown Objects (especially knives), Acrobatics, Tumbling, Marksmanship, Espionage/Detection, Weapons Mastery, and Tracking. He has a basic knowledge of German and Russian.

Contacts: If the adventure occurs during the period 1941-1955, he has contacts with the U.S. military, FBI,

OSS, and the early CIA. From 1956 to the recent past, he only had contacts with his allies Stonewall and Super Sabre. His current job with the Freedom Force has restored some contacts with the government.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

During WWII adventures, the Crimson Commando is a valiant crusader against the Axis, although he is somewhat jealous of better known superhumans. In his modern-day vigilante career, he believes his ruthless extermination of criminals strikes fear in the survivors and makes the police's job easier. Even if he later discovers that he was wrong in his actions, he believes that his ultimate goal justifies criminal acts.

Although he might feel jealousy toward Captain America I, he might feel sympathetic toward John Walker (a.k.a. Captain America IV, Super-Patriot, and now U.S.Agent).

HISTORY

Frank Bohannon was a patriot who was so inspired by Captain America that he adopted a similar identity, that of the Crimson Commando. During WWII, he operated in a variety of the theatres, whether on the homefront confronting fifth columnists and saboteurs or battling behind enemy lines. He was joined by Stonewall and Super Sabre, two men with actual superpowers. Together, they formed a second-string "Invaders/All-Winners Squad."

Despite his enthusiasm, the Crimson Commando was never as well known or well connected as Captain America. This caused him some feelings of jealousy and resentment, but he carried on his fight. After the war, he continued to battle anyone he considered a foe of the United States. As the anti-communist hysteria of the McCarthy era increased, the Crimson Commando reveled in his homefront battles against perceived Communist agents. Like the

McCarthy inquisitions, the Crimson Commando's crusade attacked innocent people with increasing frequency. The government considered transferring him to the Korean warzone, but felt that the inclusion of superhumans in the conflict could escalate into WWII. In truth, Crimson Commando was becoming an embarrassment. The government finally ordered the Crimson Commando into retirement and quietly destroyed any trace of ever working for them.

Bohannon felt angry and rejected. He was too much a patriot to openly challenge his government's orders. Instead, he and his companions retired to a lodge bordering Adirondack State Park in upstate New York and exorcising their fury by hunting big game.

It was not an easy retirement. As the 1950s gave way to the 60's and then the 70's, society changed in ways Bohannon detested. He saw society collapsing into a morass of crime and perversion. Finally, the trio decided the time had come for their return, albeit secret. They waged a covert war within society against the criminals they perceived as destroying it. They adopted the tactic of identifying and kidnapping criminals, then spiriting them away to their rural lodge. There, the criminals were released and hunted. There were never any survivors.

It is unknown how many people the trio killed nor is it known how many may have been innocent of any real crimes beyond offending the Crimson Commando's sensibilities. It is known that the trio's private hunt came to an end when they mistook Storm for a criminal. They had found her unconscious at the still-smoldering ruins of the home of Jean Grey's parents. Since Storm had some of their household goods in her

possession, they mistook her for a looter and hence a criminal for the slaughter.

Storm was released along with a drug pusher. In the hunt that followed, she had the chance to behead Super Sabre. Since she did not, she caused the Crimson Commando and Stonewall to begin to doubt the validity of the vigilantism. Still, Bohannon was able to rationalize the continuation of the hunt. When Storm saved Stonewall from drowning, the Crimson Commando returned the favor by killing the drug pusher who was about to kill Storm.

She challenged him to single combat. In the fierce battle, they were evenly matched. Still, Storm triumphed and dictated her terms. The Crimson Commando and his allies were ordered to surrender to the police and confess their crimes or she would hunt them and execute them herself. Stonewall convinced him that it was better to surrender to the law and have the chance to explain their actions in court. The next day, they surrendered.

The trial never occurred. Dr. Valerie Cooper of the Commission on Super-Human Affairs arranged for Stonewall and the Crimson Commando to be paroled to her custody. She ordered them to join Freedom Force.

They were soon joined by their friend, Super Sabre, whom they had believed killed in a landslide while hunting Storm. The trio soon overcame the contempt of the younger, mutant members of the Freedom Force. The experience has proven good for the Crimson Commando. He now has the chance to serve his country by battling its foes in open, government-sanctioned combat. He is also continuing to open his mind to greater tolerance.

STATISTICS

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

Health: 90

Karma: 60

Resources: Typical (6)

Popularity: -3

Real Name: William Cross

Occupation: ex-CIA agent, mercenary

Legal Status: U.S. citizen with criminal record

Identity: Known to authorities

Place of Birth: Madison, Wisconsin

Marital Status: Single

Known Relatives: Darren (cousin)

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

All of Crossfire's powers are the result of his equipment and bionic implants.

Infrared Vision: a bionic left eye gives him Excellent vision in light or dark.

Hyper-hearing: The audio sensor that replaced his left ear gives him Incredible hearing. It can also be used to provide Incredible resistance to sound-based attacks.

Uniform: His costume's special fabric gives him Good protection from physical attacks and Excellent protection from heat or cold-based attacks.

Mind Control Equipment: His sonic inventions give him Monstrous Mind Control. Subjects are filled with intense hatred and violence. Victims failing a Psyche FEAT will attack everyone in range until the machine is shut off or the victim removed from its effect. This equipment has a range of 2 areas.

Miscellaneous Equipment: Pouches in his costume conceal a variety of items like gas masks, surveillance bugs, and single-shot weapons (treat as cheap handguns).

Protected Senses: Incredible resistance to sound-based mind-control.

Talents: Crossfire has Martial Arts B and E, Marksmanship, Detective/



Espionage, Computers, and theoretical and applied Ultrasonics.

Contacts: Various criminal groups, mercenaries, CIA contacts, and scientists who specialize in mind-control.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Crossfire is a mercenary villain who opposes superheroes because of their potential interference with his plans. His overall plans are to regain his equipment and resources; destroy Earth's superheroes; and conquer the world for profit. He is an able long-range planner but he often stumbles over immediate difficulties.

He is currently nearly penniless, hence, his plots are extremely low-budget affairs.

HISTORY

William Cross joined the Central Intelligence Agency with the intention to learn the secrets of the trade and to make contacts that might someday prove useful. Specializing in information gathering and extraction, Cross worked with scientists within the organization to develop an extremely effective means of brainwashing people with ultrasonics. Quitting the CIA soon after, Cross used his skills and resources to begin a number of highly profitable criminal operations including drug trafficking, extortion, and assassinations. Assuming the codename Crossfire, he diverted a portion of his profits to hire a small army of mercenaries. Crossfire's goal was to ferment disorder and subversion within society in order to make a profit.

At one point in his career, certain of his enemies booby-trapped his headquarters. The ensuing explosion robbed him of an eye and an ear. Crossfire eventually located the

men who had injured him and eliminated them personally. He then used his wealth to finance a cybernetic eye and ear for himself.

Crossfire eventually decided the existence of superhumanly powerful crimefighters posed a threat to his operations. He poured his monetary resources into the refinement of his ultrasonic brainwashing device with which he hoped to brainwash all superhumans into battling one another to the death. To test the effectiveness of his machine, he arranged to kidnap the Thing. Coincidentally, the Thing's plight was witnessed by Moon Knight, who in his guise as Marc Spector, had known Crossfire during his CIA days. Together, Moon Knight and the Thing managed to destroy the prototype of Crossfire's machine and defeat his private army. Crossfire escaped.

Despite the setback, Crossfire began work on the construction of a new, advanced model of his ultrasonic brainwashing device. He arranged to have certain components constructed at Cross Technological Enterprises, a firm founded by his

cousin, Darren Cross. Learning that the Avenger Hawkeye was employed as a security guard at CTE, Crossfire devised a plan to use Hawkeye, whom he believed to be the weakest of the crimefighters, as bait to lure other superhumans into his brainwashing machine. To capture Hawkeye, Crossfire hired a trio of costumed criminals: the Silencer, Oddball, and Bombshell. Although they managed to take Hawkeye and his companion Mockingbird captive, Hawkeye escaped and brought Crossfire and his henchmen to justice. Crossfire's equipment was confiscated and his ties to CTE severed.

Crossfire was freed from prison by the Death-Throws, a group of criminal jugglers including his former henchmen Oddball and Bombshell. The Death-Throws had been promised a sizable fee for their efforts and were angered to discover that Crossfire had no money. Crossfire found himself being used as bait in the Death-Throws' own plot against Hawkeye and Captain America. The trap failed, and Crossfire found himself in prison once again.

STATISTICS

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

Health: 60

Karma: 26

Resources: Excellent (20)

Popularity: 15 (80 among Inhumans)

BACKGROUND

Real Name: Crystal Amaquelin Maximoff

Occupation: Adventurer

Legal Status: Citizen of Attilan

Identity: Publicly known

Place of Birth: Attilan Island, North Atlantic Ocean

Marital Status: Married (Pietro)

Known Relatives: Luna (daughter), Medusa (sister), Quelin (father), Ambur (mother), Karnak and Triton (cousins)

Base of Operations: Attilan (Blue Area of the Moon), Four Freedoms Plaza (NYC)

Past Group Affiliations: Inhumans, Fantastic Four

Present Group Affiliation:

KNOWN POWERS

Matter Animation (all forms): Crystal possesses the Monstrous ability to telekinetically manipulate matter at a molecular level. Her control is limited to the four classical "elements" of nature; fire, water, earth, and air.

- Fire Generation of Excellent intensity within 5 areas.
- Negating fires of Remarkable intensity or less within 5 areas.
- Remarkable Weather Control.
- Water Control of Monstrous ability.
- Earth Animation of Monstrous rank, limited to natural soil and rock.
- Earth tremors of Amazing intensity.
- Fire rocks as weapons to do Incredible damage at a range of up to 5 areas.
- Whirlwinds of Remarkable strength and speed able to transport her and everything within her vicinity.



Weakness: Like all Inhumans, she has an allergy to air pollutants. Normally, Crystal must make a Red Endurance FEAT each week she is on Earth. Failure to do so makes her increasingly ill. The allergy can be counteracted by taking an antidote devised by Mr. Fantastic.

Weakness: She can use a single power for only an hour or a variety of powers for 45 minutes.

Talents: She is familiar with Attilan technology and the Fantastic Four's devices. She is skilled in basic first aid. Her political skills give her

+1CS on such FEATS.

Contacts: The Inhumans, Fantastic Four, and Avengers.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

In her early adventures, Crystal acted like a naive country girl visiting the city for the first time. Now she is a mature, self-confident woman and working mother. Although she is protective of her independence, she remains bound to Attilan law, even if the law works to her detriment.

Her marriage to Quicksilver varies from love to pure hatred, usually depending on Quicksilver's mood and current state of mind. She likes normal humans and life on Earth.

HISTORY

Crystal was the second child of Inhuman nutritionists Quelin and Ambur. Quelin was brother to Rynda, wife of Agon, the Inhuman's king, and as such, Crystal was considered part of the Royal Family of Attilan. Like her older sister Medusa, Crystal was subjected to the Terrigen Mist while she was still an infant. The process endowed her with her mental powers.

Civil war erupted when she was a child, and Crystal fled Attilan with her kinsmen. Crystal grew to adulthood while traveling with her family on their search for the lost Medusa.

When they finally discovered Medusa in Manhattan, Medusa mistook them for enemies and fled to the sanctuary offered by the Fantastic Four. Although the two groups fought, the mistake was soon corrected and they became lifetime friends. It was then that Crystal first met Johnny Storm, the second Human Torch. They began a lengthy, intermittent, long-distance courtship. Crystal eventually returned to Manhattan to serve as a substitute member of the Fantastic Four during Sue Richards' pregnancy leave. Unfortunately, during this period, it was discovered that the Inhumans were developing an allergy to industrial pollutants. Crystal was forced to return to Attilan.

En route she encountered Diablo, then discovered the wounded Quicksilver. She brought Quicksilver back to Attilan where she nursed him back to health and fell in love. When the Human Torch discovered the change in her affections, he engaged in a futile battle with his rival. In despair and anger, he cut his bonds with Crystal. She and Quicksilver wed soon afterward, in the first recorded marriage between an Inhuman and a human (albeit a mutant). Their first child, a girl they named Luna, was born soon after Attilan relocated to

the Moon's Blue Area.

Luna became the source of antagonism between her parents. Her Inhuman genes had negated her mutant gene's potential for superpowers. Quicksilver wanted to exercise a father's right to expose Luna to the Terrigen Mist in the hope that she would develop powers of her own. Only Lockjaw's admission that he had been born in human form stayed Quicksilver's hand.

The marriage began to deteriorate. Quicksilver's angry tirades against humans alienated Crystal. Although she was forbidden by Attilan law to divorce him, she left both Quicksilver and Attilan. With Luna and nanny Maya in tow, Crystal returned to the Fantastic Four and the recently married Johnny Storm. Crystal was no longer the naive girl who readily acceded to others' wishes. During her stay with the FF, Crystal demonstrated that she had become a hardened, even ruthless combatant. She also wanted Johnny back, although she resisted making overt plays toward him. Eventually, her family duty won out over her independence. She returned to Attilan to deal with the crisis posed by Medusa and Black Bolt's child. Amidst the troubles, she and Quicksilver reconciled.

STATISTICS

F PR (4)
 A PR (4)
 S TY (6)
 E RE (30)
 R GD (10)
 I GD (10)
 P GD (10)

Health: 44

Karma: 30

Resources: Feeble (2)

Popularity: 2

Real Name: Tandy Bowen

Occupation: Vigilante

Legal Status: U.S. citizen

Identity: Secret

Place of Birth: Shaker Heights, Ohio

Marital Status: Single

Known Relatives: Melissa (mother), Philip Carlisle (stepfather), Father Michael Bowen (uncle)

Base of Operations: Holy Ghost Church, NYC

Past Group Affiliations: Ally of Cloak

Present Group Affiliation:

KNOWN POWERS

Symbiosis with Cloak: Dagger's light can satisfy Cloak's hunger. She does not lose Psyche when feeding him in this manner.

Light Daggers: Dagger can generate and throw daggers of "living light." These glowing darts of pure life force cause systemic shock to anyone who suffers the darkness of inner evil. Her daggers do Excellent damage and can penetrate Body Armor, force fields, and invulnerabilities of up to Good rank. Targets must make an Endurance FEAT against the dagger's Excellent intensity. Failure means the victim falls unconscious for 1-100 rounds and is -3CS for all FEATS for the next three days. Success means the target is -1CS on all FEATS for the next 1-10 rounds, although he remains conscious. Victims who receive her full damage glow for 1-10 minutes afterward or until they regain consciousness. She has modified this power into these Power Stunts:

- Excellent ability to cure a subject of drug addiction.
- She can merge her daggers into a single "sword" that does Remark-

able damage and penetrates force-fields and barriers of Excellent rank.

- *Light Punch:* By touching a victim, she can channel her power directly into a victim without a visible display of power.

- If she wills her dagger to go to Cloak, it will travel to him with 100% accuracy despite the distance involved or if she was previously unaware of his location. By following such daggers, she can trace Cloak's current location or the last point at which he entered the Dark Dimension.



Light Generation: Dagger can generate a "nova" of Remarkable intensity and illuminate up to 2 areas. If used as an attack, it stuns (for 1 round) opponents within 40' who fail an Endurance FEAT. In combat, opponents are -2CS to hit her.

Weakness: Because of the philosophical and metaphysical nature of her powers, she has only limited effect over those who do not actually consider themselves evil (Dr. Doom, for example). She cannot harm their bodies directly, although she can still use her powers against mechanical

systems. Tandy is currently blind, hence her low Fighting and Agility ranks. Normally, both have Excellent ranks.

Talents: Tandy is trained as a dancer. Her internal light enhanced her senses and abilities and gave her a unique fighting style that combines Acrobatics, Tumbling, and Martial Arts C. She is also an able equestrienne and circus performer.

Contacts: Dagger is Cloak's partner. She is on good terms with Spider-Man (she knows his face), the New Mutants, Dr. Strange, the Power Pack kids, and Black Cat. She may retain ties to Eurocirque.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Tandy is normally a light-hearted young woman. She sometimes wishes she had a more normal life, but she makes do with what she has. When she is depressed, she can be swayed by men who can evoke a normal existence for her. She feels that only Cloak truly loves her, even if he has difficulty showing it. This relationship suffers when he gets moose. His recent isolation and her recent blindness caused her feelings of depression, rejection, and inadequacy.

HISTORY

Tandy Bowen was a 16-year-old growing up in Shaker Heights, Ohio, a wealthy suburb of Cleveland. Tandy's mother, Melissa, was a celebrated model who attained wealth from her career and her late husband's estate. Tandy's father was a mysterious figure who left long ago for India and "spiritual rebirth." Melissa had a series of short marriages.

Only her most recent marriage to Philip Carlisle has lasted, though even this one is in danger, as Melissa's egocentric lifestyle leads her to neglect both husband and daughter.

Tandy was despondent when her boyfriend, Rob Daltry, went to college. Feeling abandoned, Tandy became a runaway bound for New York City. Arriving at the bus station, her purse was immediately stolen but recovered by another runaway, Tyrone Johnson. The two teens got to know each other over a meal and became friends.

They were offered a safe place to stay by two men working for the criminal pharmaceutical chemist, Simon Marshall. Tandy accepted while Tyrone went along to protect her. As Tyrone suspected, it was a trap. Marshall was using runaways as guinea pigs in his attempt to produce synthetic, addictive narcotics for the Maggia. Although all the other subjects died, the drug triggered the mutant genes that lay unsuspected within Tandy and Tyrone. The two runaways escaped from Marshall's lab and dove into the Hudson River.

Tandy was surprised to see Tyrone enveloped with a living shadow. She was further surprised to discover that she glowed with a light that dispelled Tyrone's shadow. Shortly after, she discovered that she could project daggers of living light that could stun opponents. Dagger, as she called herself, found that only her self-generated light could soothe the savage hunger that constantly threatens to consume Cloak. She must restrain Cloak from giving in to the urge to feed on their criminal prey.

Dagger and Cloak dedicated their lives to destroying the drug traders and other criminals who preyed on the young. In their early adventures, they were utterly ruthless with their foes.

Dagger has tried to leave her vigilante life. She has repeated that she would give anything for a chance for a normal life. She always returns to action, perhaps because she feels that only Tyrone truly loves her or perhaps that her powers remind her of her obligation to help other, more defenseless kids.

Dagger fell in love with Bill Clayton when she and Cloak were tracking down a drug pipeline. Bill assisted them in their investigations but also gave Dagger her first romance since her transformation. During this time, she also became a circus performer, Lady Light, in the Eurocirque troop. Unfortunately, Bill eventually revealed that he was an arms merchant and a backer of the drug pipeline they had been investigating all this time. He redeemed himself and proved his love by sacrificing himself for Dagger.

Father Delgado, a priest assigned to reopen Holy Ghost Church, fell in love with the girl. His affection became an obsession as he tried to turn her affections from Cloak to him. He eventually suffered a nervous breakdown after he became convinced that Cloak was a demon who held her in thrall and tried an exorcism ceremony. Delgado was defrocked and committed to an asylum.

While under Delgado's guidance, Dagger tried to reconcile with her mother. It failed miserably. Coming home from Cambodia, Dagger chanced upon her father's location. He had developed powers akin to her own and now called himself "Lord of Light." Unfortunately, he suffered from delusions of godhood and powers that were more vampiric in nature. When he tried to destroy Cloak and Dagger, he finally realized the evil he had committed in the name of self-development. To atone, he fed himself to Predator.

Dagger's best hope for a normal family life is her stepfather, Philip Carlisle. He provided her with resources whenever he could, including the credit cards that kept her and Cloak fed. He recently moved to NYC to be closer to her and took an apartment in the same building as the Power Pack family.

Dagger finally admitted her love for Cloak during their foreign hunt. Rather than give her peace and contentment, this has led to other problems as she grew more worried about Cloak's activities. Dagger has also developed ties to other members of the NY area superhero community. She is friends with a variety of mutants.

STATISTICS

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

Health: 60

Karma: 18

Resources: Poor (4)

Popularity: 5

Real Name: Alison Blaire

Occupation: Singer, adventurer

Legal Status: U.S. citizen (presumed dead)

Identity: Publicly known

Place of Birth: Gardendale, Long Island, New York

Marital Status: Single

Known Relatives: Carter (father, deceased), Katherine (mother, a.k.a. Barbara London), Bella (grandmother), Lois London (stepsister)

Base of Operations: Mobile

Past Group Affiliations: X-Men

Present Group Affiliation:

KNOWN POWERS

Energy Conversion: Dazzler has the ability to absorb musical sounds and convert them into light. This provides her with energy for her light-based powers. The local noise level determines the rank of her powers.

Noise level/source	Rank
Total silence	Zero
Dazzler humming	Poor
Dazzler singing	Typical
Background noise	Excellent
Radio, crowded room	Remarkable
Loud music, street noise	Incredible
Explosions, subways	Amazing
Jets, rockets	Monstrous

Light Emission: Dazzler can project coherent light whose intensity depends on the available noise level. She has developed these Power Stunts:

- **Laser:** Range 2 areas. She usually cocks her finger like an imaginary gun to use this power.
- **Force field:** Laser field provides protection against physical attacks.
- **Lightburst:** Victims who fail an Endurance FEAT against this sud-

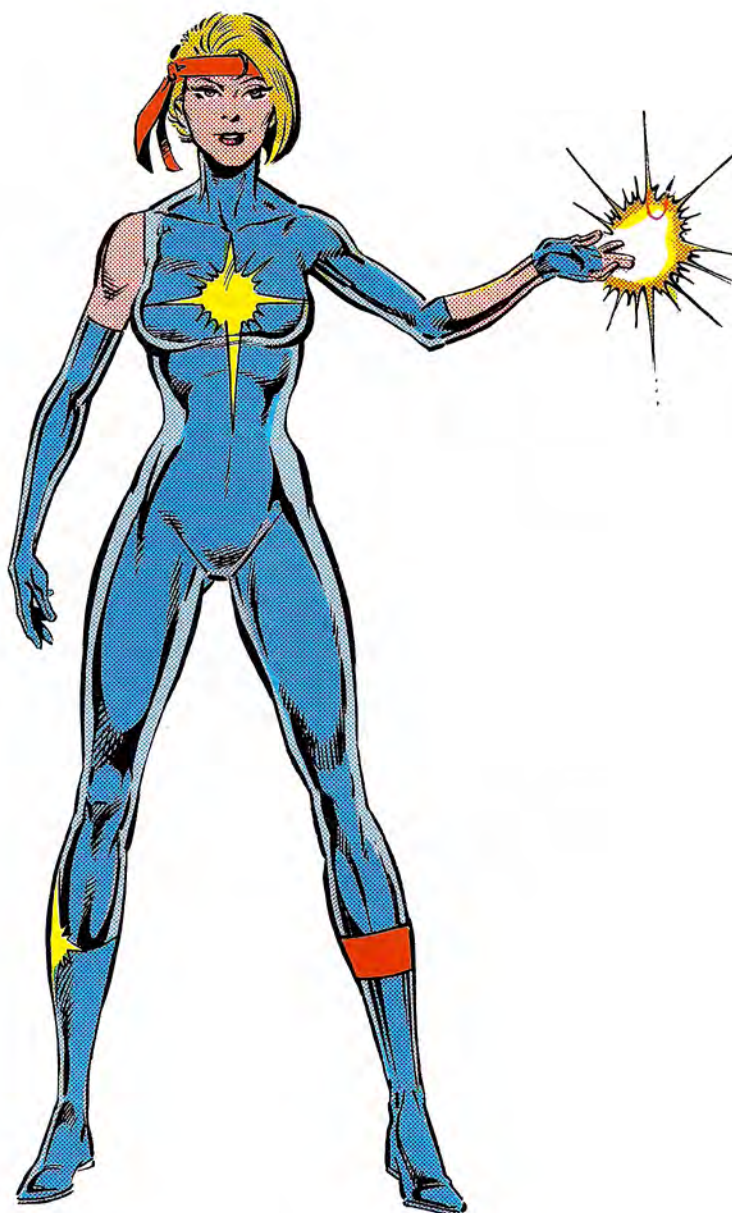
den flare suffer confusion and or blindness for 1-100 turns.

- **Hypnotic lights:** Victims failing a Psyche FEAT are tranquilized or hypnotized for 1-100 turns.

- **Lightshow:** A harmless display of lights intended to accompany her musical performance.

- **Rocket:** By directing her lightblasts downward through her hands, she can propel herself skyward at 30 mph.

Resistance to Light: Dazzler has Unearthly resistance to light-based attacks.



Special Trick: Dazzler's attacks seem more dangerous than they actually are. If an opponent is unaware of her powers and has a Psyche of Good or less, he must make a Psyche FEAT against her first two light attacks. Failure means the subject is demoralized and will stop whatever he was doing in an attempt to flee.

EQUIPMENT

Costume: Her current blue costume conceals circuitry that automatically stores ambient sound and releases it to her as needed. It can store

enough Remarkable intensity sound for 5 attacks.

Tape recorder/amplifier: In her early adventures, she carried a wireless microphone and carried a customized recorder in her shoulderbag. This insured her 60 minutes of music for her powers (if using a tape) or continuous power (if amplifying her own voice).

Roller skates: Her original costume featured clip-on skates that enabled her to cover 2 areas per turn (30 mph) without having to make an Endurance FEAT or face exhaustion. Donning or removing the skates took 1 turn. Dazzler received these effects due to spells cast upon the X-Men by Roma.

Invisibility to Machines: She has Unearthly invisibility where machines are concerned. Any attempt to visually sense or record her reveals only a shapeless blur. Mechanical sensors and recorders fail to register her presence.

Mind Control: Anyone who encounters her must make a Red Psyche FEAT of Unearthly intensity. Failure means that the person forgets Dazzler and the X-Men once they leave the area. This power does not affect her former friends and colleagues.

Talents: Dazzler is a trained singer, actress, dancer and roller-skater. She is familiar with show business.

Contacts: Jessica Drew (Spider-Woman I), Carol Danvers (Ms. Marvel I, Binary), and any of Professor Xavier's mutant groups.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Dazzler is a light-hearted adventurer. She likes to make jokes in combat and let her emotions flow freely. She fights with a flashy style. She appreciates attractive men and lets them know it, and likes being the center of attention. She considers herself to be the guardian of style among the female X-Men. She is very fond of Longshot, although his incredible naivete makes a meaningful relationship difficult.

At the heart of it all, Dazzler is a reluctant superheroine. She reacts rather than controls her life. This deep resentment of her victim status may lead her to grasp at straws or suddenly change her life's direction.

HISTORY

Alison Blaire was born to Carter Blaire, a prominent lawyer and judge, and his wife Katherine, a former actress. Although born a mutant, her powers did not manifest themselves until her late adolescence, when she was performing at a high school dance. At the time, her powers were mistaken for a light show.

Although her father wanted her to follow him into practicing law, she wanted to be a singer. After graduating high school, she became a professional singer. Her light-generating powers provided her with her name Dazzler and the elaborate light shows that accompanied her singing. Onlookers thought these shows were simply clever special effects. Dazzler gave them no thought.

The X-Men's Cerebro finally detected her powers and a team was sent to recruit her. Although Dazzler had never given much thought to her

powers, she soon found herself using them in a fight for her life against the minions of the Hellfire Club. Despite the threat she now faced, she declined joining the X-Men at that time.

As she went on tour, she found herself using her powers time and again to fight the criminals and renegade superhumans who crossed her path. Eventually, Alison moved to Los Angeles where she became the intimate friend and lover of Hollywood celebrity Roman Nebokoh. He produced "Dazzler: The Movie," a film in which she starred. To insure its success, he wanted her to publicly reveal her mutant nature. When she refused, he revealed the information anyway. His plan backfired. The public was undergoing a wave of anti-mutant hysteria which was only fueled by the revelation. The movie was permanently shelved and Alison's singing career was destroyed.

Her life in tatters, Alison returned to the X-Men for friendship and training. Under this partnership, she rapidly grew in the use and variety of her powers. She became intrigued with the alien, Longshot, although it has yet to become a full blown romance due to Longshot's incredible naivete.

Like the rest of the X-Men, she was presumed killed during a battle in Dallas. In truth, she was restored to life by the sorceress, Roma. Among Roma's gifts was an invisibility spell that negated any attempt to mechanically sense or record Dazzler's form, and gives subtle amnesia to anyone she meets. Both of these effects were the worst things possible for a would-be singer and movie star.

She now works out of the Town with No Name, a deserted complex in the Australian Outback. The isolation and lack of recognition is beginning to get to her.

BEDLAM

STATISTICS

F	RM (30)
A	GD (10)
S	PR (4)
E	IN (40)
R	TY (6)
I	TY (6)
P	UN (100)

Health: 84
Karma: 112
Resources: Amazing (50)
Popularity: -50

Real Name: Unknown
Occupation: Would-be conqueror
Legal Status: Canadian (deceased)
Identity: Known to authorities
Place of Birth: Unknown
Marital Status: Unknown
Known Relatives: None

Base of Operations: Mobile
Present Group Affiliation:

KNOWN POWERS

Mind Control: Unearthly control over the minds and bodies of others. His victim's total Psyche ranks cannot exceed Unearthly. He has these effects over his victims:

- Puppet-like control over another's body, despite the conscious resistance of his victim. The victim



loses all control over his own actions.

- Negation or destruction of another's mind.

- Enhancement or reduction of another's Reason, Intuition, Psyche, or psionic powers. Up to an Unearthly rank may be added or decreased to such Abilities by this power.

- Creation of psionic powers in another being. Latent powers of zero-rank may be developed and given a rank of up to Unearthly.

Molding: Unearthly ability to reshape up to 5 tons of matter per turn at a range of 40 areas (1 mile).

Molecular Conversion: Shift-X ability to convert up to 150 pounds of matter per turn into any desired element or compound. Normal range is 60 areas (1.5 miles).

Telekinesis: Incredible ability to lift up to 10 tons at a range of 11 areas.

Talents: None

Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Bedlam is psychopathic, ruthless, cunning, and cruel. He will gladly kill any allies who fail him. He talks constantly, taunting his opponents or explaining his plans for them.

HISTORY

Bedlam was a Canadian serial killer condemned to life imprisonment without parole. During his captivity, he was discovered to possess latent psionic powers. He agreed to participate in experiments that would release his powers and alter his behavior to a more acceptable form. The first part worked; the second failed miserably.

BREAKDOWN

STATISTICS

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

Health: 28

Karma: 12

Resources: Feeble (2)

Popularity: 0

Real Name: Unknown

Occupation: Housewife

Legal Status: Canadian (deceased)

Identity: Existence unknown to public

Place of Birth: Canada

Marital Status: Married

Known Relatives: None

Base of Operations: Mobile

Present Group Affiliation:

KNOWN POWERS

Explosive/Concussive Blast: Amazing rank. This can be released as a spherical blast with a 50' radius or be directed in a stream with a range of 2 areas.

Talents: Unknown

Contacts: Unknown

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Breakdown lacks conscious control of her actions. In combat, she becomes increasingly tense and uses her anxiety to fuel her explosive blasts.

HISTORY

Breakdown was a normal housewife who suffered a nervous breakdown when psychological and domestic pressures became too much for her. She was committed to a normal mental health facility but was transferred to Dr. Lionel Jeffries' complex when he discovered her latent power.

FREAKOUT

STATISTICS

F RM (30)
A TY (6)
S EX (20)
E MN (75)
R FE (2)
I FE (2)
P AM (50)

Health: 131

Karma: 54

Resources: Feeble (2)

Popularity: -20

Real Name: Unknown

Occupation: Musician

Legal Status: Canadian (deceased)

Identity: Existence unknown to public

Place of Birth: Canada

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Present Group Affiliation:

KNOWN POWERS

Iron Will: Freakout does not feel pain or traumatic shock from any injury he suffers. Only those attacks that actually destroy body parts have any chance of stopping or killing him. His Unearthly rank can absorb the first 100 points of damage he suffers in a battle.

Body Armor: His costume gives him Excellent protection from physical attacks.

Talents: In his former life, he was a trained musician.

Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Freakout is a nearly-mindless killing machine. In battle, he seeks out the largest or most dangerous opponent. He can be confused if that opponent suddenly assumes a visually harmless form.

HISTORY

Freakout was a rock musician known for his heavy metal music. He was also known for his extensive drug use. The continued substance abuse finally rotted his brain and reduced him to a vegetable. He was hospitalized following his collapse and eventually transferred to Dr. Jeffries' complex. Jeffries reshaped Freakout's body and altered his nervous system.

JANUS**STATISTICS**

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

Health: 110

Karma: 8

Resources: Feeble (2)

Popularity: -20

Real Name: Unknown

Occupation: None

Legal Status: Canadian (deceased)

Identity: Existence unknown to public

Place of Birth: Canada

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Present Group Affiliation:

KNOWN POWERS

Self-Duplication: He can split into two independent beings or reform at will; this takes 1 turn. The second body is a mirror image of the first. The two bodies can operate independently although mental attacks on one will be felt by the other.

Talents: He has some talent for po-

etry and painting.

Contacts: None

ADDITIONAL NOTES:**ROLE-PLAYING NOTES**

Janus is a vicious psychopath with a multiple personality.

HISTORY

Janus was torn between the desires to pursue art and music. Whether this was the first symptom or the cause of his later multiple personality is unknown. He was committed to a mental health facility and transferred to Dr. Jeffries' care where his powers were developed.

THE DERANGERS

Bedlam was a condemned killer who possessed latent superpowers. In order to escape a life sentence, the prisoner volunteered for James Hudson's (Guardian's) early experiments in superhuman development. If Guardian couldn't find enough superhumans for Department H (the original name for Alpha Flight), the Guardian would have to develop them himself. Guardian had already had some success in liberating the psionic powers that lay dormant in the prisoner's mind.

He hadn't realized how successful he'd been. Bedlam, as the being now called itself, had mutated in form and developed fearsome psionic powers. He ambushed Guardian and Wolverine and came close to killing them both. Only desperate action by Guardian drove Bedlam into unconsciousness. Guardian

sealed Bedlam into a life-supporting cocoon and locked the lab's door forever. In disgust over Hudson's experiment, Wolverine left and eventually joined the X-Men.

Years later, Canadian intelligence agent Gary Cody stumbled across Bedlam's existence. He thought the creature could be used to keep Alpha Flight in line; he was wrong. Bedlam destroyed Cody's mind and fled.

The Derangers were originally assembled by Dr. Lionel Jeffries (a.k.a. Scramble and Omega), who intended to use them as unwilling donors for his body bank. Their number included Goblyn and Laura Dean. Aurora stumbled across their holding cells while wandering lost through Jeffries' hospital complex. When Jeffries revealed his plans, the battle with Alpha Flight cut the complex's power and plunged everything into darkness. In the ensuing chaos, his captives escaped.

Bedlam discovered their existence and decided they would fit his own distorted version of Guardian's superhuman team. Bedlam tracked the escapees down and took them to a base hidden in the arctic wastes of northern Canada. There, he helped them develop their powers and become a savage fighting force.

Bedlam planned the Derangers, as he named them, to be the forebears of a new race of superhumans under his control. He ordered them to fight Alpha Flight.

In the battle that followed, the Derangers were exterminated. Breakdown was frozen into immobility by the Purple Girl and later slain by Bedlam's psionic blast. Freakout rebelled against Bedlam and was impaled by a barrage of stalactites. Janus's twin selves strangled each other, suicidal puppets under Bedlam's control. Vindicator realized how Guardian had beaten Bedlam, and ordered her combat suit to act despite her own bedlam-ordered paralysis; she blew Bedlam's head off with an energy blast. Goblyn was the only survivor. She eventually joined her former opponents as a Beta Flight trainee.



STATISTICS

F IN (40)
A TY (6)
S IN (40)
E AM (50)
R GD (10)
I EX (20)
P TY (6)

Health: 136

Karma: 36

Resources: Remarkable (30)

Popularity: 20 as Demolition Dunphy, 6 as D-Man

Real Name: Dennis Dunphy

Aliases: Demolition Dunphy, D-Man

Occupation: Wrestler, adventurer

Legal Status: U.S. citizen

Identity: Known to authorities

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Ally of Captain America and the Thing

Present Group Affiliation:

KNOWN POWERS

Invulnerability: Dunphy received the Power Broker's strength augmentation process. As a result, he has Excellent protection against physical attacks and Typical resistance to heat and cold.

Talents: As a member of the UCWF, Dunphy is trained in Wrestling and Martial Arts A and C. He is also well-versed in professional wrestling management and organization. He is a skilled motorcyclist.

Contacts: Former contacts with Power Broker Inc. and Dr. Karl Malus, now hostile. Friendly relations with several UCWF wrestlers. Friend and ally of the Thing, Captain America, Vagabond, and Ms. Marvel (II).

Weakness: Severe heart trouble. If he attempts a Red Strength or Endurance FEAT, he must make a second Endurance FEAT. A Yellow result requires him to rest for 1-10 turns and suffer shortness of breath and chest pains. A Red result means he suffers a major heart attack and requires immediate hospitalization; this is treated as a Kill result with a sharp edged weapon.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Demolition Man and Demolition Dunphy are his wrestling names, D-Man his superheroic name.

Dunphy wants to fight crime and do good deeds. He is loyal to his friends and generous with his wealth and resources. He has a mild fear of heights. He is ignorant of most superhumans' identities and abilities.

HISTORY

Dennis Dunphy always wanted a life of glamor, fame, excitement, and, if possible, wealth. Although he was already fairly muscular, he accepted Power Broker Inc.'s offer of the strength enhancement process. He was unaware of the intent of Power Broker Inc. to create an army of super-strong thugs for future criminal operations.

Dunphy was one of the first recruits of the Unlimited Class Wrestling Federation. He was one of their strongest, able to lift 6 tons overhead. He began a friendly rivalry with the Thing, then another UCWF wrestler. Throughout this period, Dunphy was addicted to the "nerve pills" he believed were part of maintaining his enhanced strength. These pills were nothing but a physically addictive narcotic that Power Broker Inc. used as a leash to control its former customers. When Ms. Marvel (II) discovered the criminal nature of the Power Broker operation, all the strength-augmentation recipients were ordered to capture her or be cut off from their pills. Dunphy refused; he would rather risk death from an agonizing withdrawal than hurt a friend. Dunphy was rushed to a hospital, where he soon recovered.

Now free of the Power Broker's hold, he wanted revenge. He assisted Ms. Marvel and Captain America in investigating the Power Broker operation. He adopted the identity of Demolition Man and had his costumer sew him a costume patterned after Daredevil's original suit and Wolverine's mask.

Unfortunately, Demolition Man was soon captured by several of Power Broker's strength-augmented thugs. He was subjected to such extreme augmentation that his muscu-

lature almost destroyed itself. He was then injected with a drug that caused him to enter a berserk rage when he was locked in a chamber with Captain America. Although Demolition Man came close to killing Captain America, he collapsed of heart failure. Only quick action by Captain America saved Demolition Man's life. Dr. Malus was forced to restore Demolition Man to his earlier, stable form.

Following his recovery and Steve Roger's dismissal as Captain America, Dunphy quit the UCWF and devoted himself to full-time adventuring. He had amassed a sizable fortune while wrestling, enough funds to underwrite his new lifestyle and those of his chosen allies. He took it upon himself to handle the Captain's hot line service and pay for any expenses that accrued during their adventures.

When Steve Rogers was stripped of his Captain America identity, he disappeared for two months. Worried, Demolition Man recruited Nomad and the Falcon to help find him. By the time they caught up with him, Rogers had decided to adopt a new identity. The thoughtful Demolition Man pulled out a costume he'd had his costumer make for just such a case.

During the following months, Demolition Man acted as financier and brute strength for their adventures. He engaged in personal combat against other super-strong foes such as Puff Adder, Titania, the Grifon, Princess Python, and Battle-Star. After Titania threw him off a mountain, he developed his acrophobia.

He undertook the training of Nomad's girlfriend, the would-be superheroine Vagabond. He was oblivious to the fact that she was attracted to him from their first meeting. The jealous Nomad recognized this and grew increasingly angry

with Demolition Man.

Demolition Man and Nomad were captured during a case in Washington D.C. and turned over to the Commission of SuperHuman Activities. Nomad took the first opportunity to escape and leave both Demolition Man and Vagabond behind. Demolition Man refused to cooperate with the Commission and remained imprisoned until the Commission reluctantly released him.

Puzzled over the failure of Captain America's computer hotline, Demolition Man went to the Avengers' Hydrobase but found it in ruins following that team's recent breakup. Shortly after, the Captain arrived and informed Demolition Man of the situation and invited him to be an Avenger. Then the two of them were needed to assist Battlestar rescue Captain America (Walker) and defeat ULTIMATUM. In a desperate move to destroy ULTIMATUM's machine-destroying ray, Demolition Man piloted their borrowed Quinjet into the ray's bunker. He was attempting to bail out when he discovered both a bomb planted on the Quinjet and an ULTIMATUM agent tangled under the right wing. While Demolition Man tried to save the agent, the bomb exploded.

The Captain was horrified to see history repeated itself as another of his allies died in an aerial explosion. He searched for two hours for the body but failed to find anything. At this point Demolition Man is presumed dead. His will leaves most of his estate to Steve Rogers.

Given Dunphy's enhanced Endurance and the arctic waters into which he fell, it is possible that history also repeated itself and that he may be currently floating frozen in suspended animation waiting for someone to thaw him, just as Captain America had lain sleeping for decades until discovered by the Sub-Mariner and the Avengers.

STATISTICS

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

Health: 42

Karma: 24

Resources: Remarkable (30)

Popularity: -15

Real Name: Unknown

Alias: The Animator

Occupation: Genetic researcher

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

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Paradise, an island near Greenland

Past Group Affiliations: Creator of Ani-Mates, employee of the Right

Present Group Affiliation:

KNOWN POWERS

None

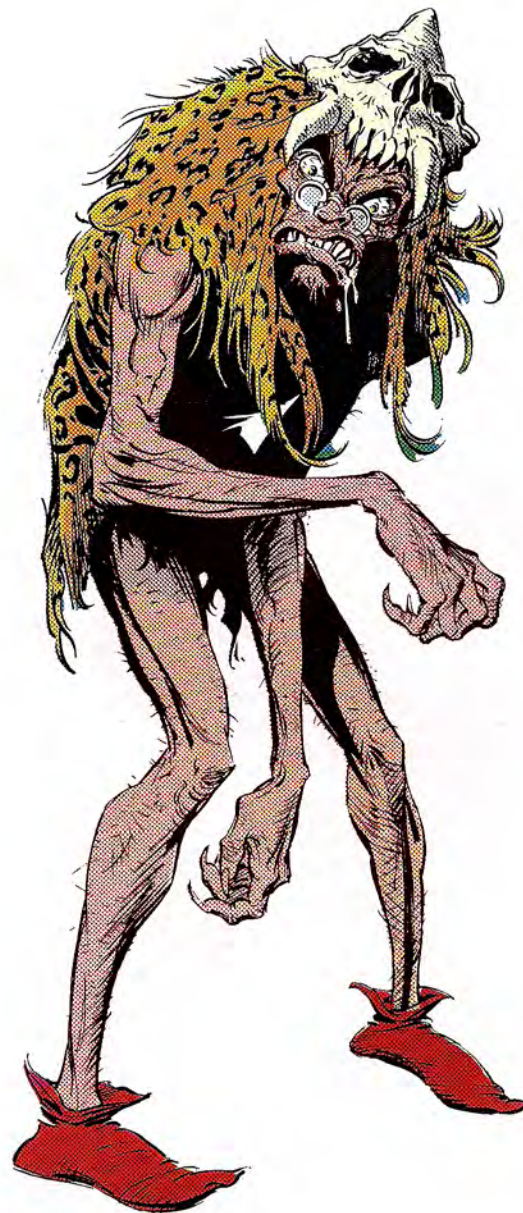
Talents: Dr. Animus has Incredible Reason in Medicine, genetic research, and gene splicing.

Contacts: Dr. Animus was employed by Cameron Hodge and the Right. He was creator and ruler of the Ani-Mates, his anthropomorphic creations.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Dr. Animus was a certified lunatic. He was prone to paranoid ravings, erratic behavior, and sudden outbursts of violence. Any time he is contradicted, defied, or bothered, Dr. Animus must make a Psyche FEAT. Any White result means he flies into a rage. After the rage abates, he shifts his concentration to another, usually unrelated topic.



HISTORY

Dr. Animus's real name is lost. He was a medical researcher who was hired to research the effectiveness of certain pharmaceuticals. However, he used the facilities to pursue arcane research of his own. He forged results for the experiments he was supposed to be pursuing. He kept at this for some time but was exposed when his forged data resulted in the release of lethal drugs and the deaths of several people. He

was stripped of his position and jailed. During his imprisonment, his sanity decayed.

Cameron Hodge and his "The Right" anti-mutant organization were seeking a means of ensuring human supremacy over mutants. They discovered Dr. Animus's research and decided he was the man to find a way of preventing mutations and the powers that resulted. They arranged for his freedom and set him up with an isolated island laboratory.

His old behavior patterns returned. Rather than pursue the Right's goals,

he studied means for creating intelligent, anthropomorphic animals. He had decided that humanity needed a permanent slave species. With such patented creatures under his control, he would grow rich and famous. In the years that followed, he developed the means of producing a variety of such creatures. Then he began to develop and train his subjects, whom he named the Ani-Mates. His methods were vicious and cruel. Success meant food, failure meant starvation. Even if they succeeded, they risked death at his merest whim. Despite their creator, the new creatures survived.

One Ani-Mate, an intelligent avian named Bird-Boy, escaped the island and ended up in the care of the New Mutants. When the New Mutants and Bird-Boy returned to rescue the rest of the Ani-Mates, Magic fed Dr. Animus to her demons after he shot and killed Cypher.

It is unknown if Dr. Animus actually died in Limbo. The civil war in Limbo that erupted in Inferno on Earth destroyed Magik's control over that realm. It is possible that, rather than eat Dr. Animus, S'ym and his horde transformed him into a demon like them.

As for the Ani-Mates, they are presumably still alive and well on Paradise. With the destruction of the Right, their island's existence remains the secret of the New Mutants.

ANI-MATES

There were seven groups of Ani-Mates, called Groups A through G. Group G was destroyed before their birth. They were designed to gain the advantages of a humanoid form and intelligence but retain the attributes of the normal animal, although natural abilities are enhanced +1CS to +3CS. Most possess a rudimentary language that combines animal noises and distorted English.

Below are some of the known Ani-Mates; "(d)" means that such a creature was known to be killed during the fall of Dr. Animus.

Alligator

F	A	S	E	R	I	P
TY	GD	RM	EX	PR	PR	PR
Health: 66			Karma: 12			
Swimming: Feeble speed (15 mph)						
Waterbreathing						

Armadillo

F	A	S	E	R	I	P
PR	PR	TY	GD	PR	PR	PR
Health: 24			Karma: 12			

Baboon

F	A	S	E	R	I	P
TY	TY	GD	EX	TY	PR	PR
Health: 42			Karma: 12			

Bat

F	A	S	E	R	I	P
PR	PR	PR	TY	PR	PR	PR
Health: 18			Karma: 12			
Flight: Feeble airspeed (30 mph)						

Bear

F	A	S	E	R	I	P
EX	TY	RM	RM	PR	PR	PR
Health: 86			Karma: 12			

Bird-Boy

F	A	S	E	R	I	P
TY	GD	GD	GD	TY	TY	TY
Health: 36			Karma: 24			
Flight: Feeble airspeed (30 mph)						

Bison

F	A	S	E	R	I	P
EX	TY	IN	RM	PR	PR	PR
Health: 96			Karma: 12			

Boar

F	A	S	E	R	I	P
TY	TY	GD	GD	PR	PR	PR
Health: 32			Karma: 12			

Bolivar Littlemouse (d)

F	A	S	E	R	I	P
PR	PR	PR	PR	TY	TY	PR
Health: 16			Karma: 16			

Bufo (d)

F	A	S	E	R	I	P
PR	PR	PR	TY	TY	PR	TY
Health: 18			Karma: 16			
Waterbreathing						
Bufo was a frog who acted as Dr. Animus' toady.						

Cat

F	A	S	E	R	I	P
GD	GD	TY	GD	PR	PR	PR
Health: 36			Karma: 12			

Dolphin

F	A	S	E	R	I	P
GD	GD	TY	RM	TY	PR	PR
Health: 56			Karma: 14			
Swimming: Typical speed (45 mph)						

Donkey

F	A	S	E	R	I	P
GD	TY	RM	RM	PR	PR	PR
Health: 76			Karma: 12			

Elephant

F	A	S	E	R	I	P
TY	TY	IN	RM	PR	PR	PR
Health: 82			Karma: 12			

Fox

F	A	S	E	R	I	P
GD	GD	TY	GD	PR	PR	PR
Health: 36			Karma: 12			

Goat

F	A	S	E	R	I	P
GD	TY	TY	GD	PR	PR	PR
Health: 32			Karma: 12			

Hawk

F	A	S	E	R	I	P
GD	GD	TY	GD	PR	PR	PR
Health: 36			Karma: 12			
Flight: Feeble airspeed (30 mph)						

Hedgehog

F	A	S	E	R	I	P
FE	FE	TY	GD	PR	PR	PR
Health: 20			Karma: 12			

Horse

F	A	S	E	R	I	P
GD	GD	RM	RM	PR	PR	PR
Health: 80			Karma: 12			

Hyena

F	A	S	E	R	I	P
GD	GD	GD	EX	PR	PR	PR
Health: 50			Karma: 12			

Iguana

F	A	S	E	R	I	P
PR	PR	PR	GD	PR	PR	PR
Health: 22			Karma: 12			

Jackal

F	A	S	E	R	I	P
GD	GD	GD	EX	PR	PR	PR
Health: 50			Karma: 12			

Lion

F	A	S	E	R	I	P
RM	GD	IN	RM	TY	PR	PR
Health: 110			Karma: 22			

Octopus (d)

F	A	S	E	R	I	P
GD	GD	AM	MN	PR	PR	PR
Health: 145			Karma: 12			
Swimming: Feeble speed (15 mph)						
Waterbreathing						

Orca

F	A	S	E	R	I	P
RM	GD	IN	MN	TY	PR	PR
Health: 155			Karma: 12			
Swimming: Typical speed (45 mph)						

Porcupine

F	A	S	E	R	I	P
TY	PR	TY	EX	PR	PR	PR
Health: 36			Karma: 12			

Rat (d)

F	A	S	E	R	I	P
EX	GD	EX	RM	PR	PR	PR
Health: 80			Karma: 12			

Rhino

F	A	S	E	R	I	P
EX	PR	IN	RM	PR	PR	PR
Health: 94			Karma: 12			

Serpent

F	A	S	E	R	I	P
EX	RM	GD	EX	PR	PR	PR
Health: 80			Karma: 12			

Shark

F	A	S	E	R	I	P
EX	EX	RM	IN	PR	PR	PR
Health: 110			Karma: 12			
Swimming: Typical speed (45 mph)						
Waterbreathing						

Strachiosaur

F	A	S	E	R	I	P
GD	TY	AM	AM	PR	PR	PR
Health: 116			Karma: 12			

Walrus

F	A	S	E	R	I	P
GD	GD	AM	AM	TY	PR	PR
Health: 120			Karma: 12			

Wolf (d)

F	A	S	E	R	I	P
EX	GD	EX	EX	TY	PR	PR
Health: 70			Karma: 14			

STATISTICS

F AM (50)
A EX (20)
S IN (40)
E Y (200)
R RM (30)
I RM (30)
P Y (200)

Health: 310

Karma: 260

Resources: Shift Z (500)

Popularity: Varies

Real Name: None

Occupation: Ruler of Liveworld

Legal Status: Inapplicable

Identity: Her existence is unknown to most of the population.

Place of Birth: An other-dimensional plane

Marital Status: Single

Known Relatives: Nightmare (father), Zhilla Char (mother, destroyed and reformed as the Dream Queen)

Base of Operations: Liveworld

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Although she is the child of two demons, she lacks most magical abilities due to her isolation in the Live-World dimension. Despite this handicap, she has developed a formidable array of powers. The following are powers that she can use in any dimension. She can use these powers to affect a known target currently located in another dimension.

Emotion Absorption: She can absorb the psychic energies released by strong emotions and convert it into increased Power and personal energy. Her initial Poor rank limits her area of effect to a single area. Each 1000 living people she adds to her control adds 1 point to her total Power ranks. As this total increases, her rank and her range increase, thus drawing more people into her sphere of control. As this power comes into effect, the ranks of her other powers should be increased equally.

Clairvoyance: Monstrous ability to perceive distant events. This power is often externalized into a scrying pool or crystal orb.

Hallucination: Monstrous ability to make people experience realistic delusions of her creation.

Illusory Invisibility: Amazing ability to make people ignore her presence.

Longevity: Her actual lifespan is unknown. She is 900 years old in her current form.

Serial Immortality: If she becomes pregnant, she dies in blaze of spontaneous combustion. A new succubus rises from the ashes with her old memories but with a new personality.

Self Sustenance: By feeding on the emotional energy of others, she can go without eating or sleeping. As a demonic lifeform, she does not need to breathe.

These are powers she can use only in her home dimension of Liveworld:

Lifeform Creation: She has the Shift-Z ability to transform the raw material of Liveworld into any lifeforms she chooses. Such lifeforms are permanent until they are destroyed. She can create a maximum of 500 pounds of living objects per day.

Artifact Creation: She has the Shift-Y ability to transform the raw material of Liveworld into any object she imagines, including converting it into the necessary elements and com-



pounds. Such objects have a permanent existence. She can create up to 500 pounds of such artifacts each day.

Molding: Shift-Y ability to spontaneously reshape objects within Liveworld. This power does not affect beings or materials from other dimensions. However, it can be used to turn the Liveworld landscape into a weapon against such visitors.

Molecular Conversion: Shift-Y ability to transform the raw material of Liveworld into any substance she requires.

Talents: The Dreamqueen possesses limited access to her mother succubus' memories and magic. She has an innate mastery of psychology and motivational skills. She has Unearthly knowledge of every member of Department H and its three "Flights," up to the addition of Manikin and Goblyn.

Contacts: None, although Nightmare may show up to criticize her current efforts.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Dreamqueen is out to spread fear and suffering because that is how she gains power. In order to gain later power, she will help out individuals who are unaware of her nature. She has a deep hatred of her father, Nightmare, because he killed her earlier form and abandoned her on Liveworld. She has a grudge against Talisman (Elizabeth Twoyoungmen).

HISTORY

Eight hundred years ago, a succubus named Zhilla Char caught the interest of Nightmare. She was

unaware of Nightmare's obsession. He caught and raped her, then banished her to an otherwise uninhabited plane. When she awoke, Nightmare told her that she was pregnant. He reminded her that a she-demon is destroyed in birth and her body reformed into that of her child. When she asked why he did it, he said he simply did it to make her suffer.

As she died, Zhilla Char swore that her daughter would hate Nightmare. She was wrong. The Dream Queen, as she eventually named herself, was grateful for the gift of an entire dimension to do with as she pleased. Over the next five centuries, she transformed her mediocre realm of sub-matter into a world and people that submitted to her dark fantasies. For a time, she was pleased. Then she became bored.

Three-hundred fifty years ago, a Chickaqua shaman named Nanquato accidentally breached the barrier to the Dream Queen's realm. His astral form sought the land of the sky gods in search of an end to the drought that threatened his tribe. The Dream Queen graciously agreed to end the drought and gave him a magic totem to take back.

It was her first deception. It gave her a thrill she had never felt before. As Nanquato began the ritual that he thought would end the drought, the Dream Queen acted. She gave Nanquato the hallucination that it was raining, but she gave the tribe hallucinations that they were being transformed into or being attacked by demons. The struggle nearly decimated the tribe before a warrior realized Nanquato was somehow responsible. Nanquato died with two spears in his chest. He and the magic totem were buried in a stone cairn and eventually covered by soil.

A few years ago, the mutant child Goblyn was delivered into the Dreamqueen's realm. The Dreamqueen was interested in the child, since this was the first corporeal being she had ever encountered in her realm whom she had not created. She transformed Goblyn's section of the realm into a benevolent paradise. The Dreamqueen wanted

Goblyn to feel safe and remain there while she studied the child. She wanted the secret of where Goblyn had come from and more importantly how she could get away. When Goblyn disappeared and was replaced by her sister, Laura Dean, the Dreamqueen discovered their link. The next time Laura materialized in Liveworld, the Dreamqueen captured her in hopes of extracting the means to cross the dimensional barriers. The unplanned invasion of Liveworld by Alpha Flight and the interference of a Tibetan high lama catapulted everyone to a lamasery in China.

In the battle in the lamasery, the Dreamqueen managed to gain a complete knowledge of all members of Alpha, Beta, and Omega Flights. Before she could use the knowledge to defeat her foes, Puck grabbed her and held her helpless while Laura closed the dimensional door and sent the Dreamqueen back to Liveworld.

In the meantime, the Dreamqueen led Elizabeth Twoyoungmen and her archaeological team to the cairn where her totem wand lay. Snowbird stopped her from touching the totem and gave her a warning about the Dreamqueen's history and plans. The warning came too late. The Dreamqueen used a gathering of Alpha Flight in Ottawa to pull herself into the Earth Dimension.

Nightmare appeared to her again with the warning that, as Talisman, Elizabeth was going to kill her. The Dreamqueen enlisted the unwitting aid of China Force to stop Alpha Flight, though they failed. Talisman confronted the Dreamqueen first, fully intent on killing her. The arrival of the rest of Alpha Flight saved the Dreamqueen's life. Laura opened a gateway into another dimension and Talisman pushed her through. The identity of this dimension is unrecorded but it is one Laura must have thought a suitable prison for the Dreamqueen, for she has not been heard of since. Unfortunately for Puck, the rest of Alpha Flight are unaware that he remains a prisoner in the Liveworld dimension.

STATISTICS

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

Health: 120

Karma: 80

Resources: N/A

Popularity: 0

Real Name: Unknown

Aliases: Often appears as a trusted friend of a victim

Occupation: Not applicable

Legal Status: None

Identity: Unknown to public

Place of Birth: Unknown

Marital Status: N/A

Known Relatives: None

Base of Operations: Unknown; not in Earth's dimension

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

D'spayre is a demon who draws psychic sustenance from true fear, anguish, and despondency suffered by human beings and perhaps other sentient beings as well. In feeling such strong emotions, people generate psychic energies. D'spayre functions as a Spirit Vampire by "feeding" upon these energies and adding this power to his own reserves of psychic force. It may be that D'spayre does not need these psychic energies to survive but rather does it for the sheer sadistic pleasure of torturing their spirits.

D'spayre can mystically instill fear in humans. Usually, D'spayre prefers to act indirectly and cause the victim to generate his own fear by reacting to the hallucinations D'spayre creates. These hallucinations will be situations that will cause the victim to feel terror, great sadness, despondency, and possibly even suicidal urges. D'spayre's telepathic abilities enable him to probe the victim's mind and seek out the images that would cause the most anguish.

D'spayre has a variety of other mystical powers that have not yet been catalogued. Although he is a mystical being, he has a physical

form that can be injured. It is unknown whether he can be destroyed.

D'spayre is not a standard magic wielder. He does not follow a particular school of magic and has no level of Magical Mastery. The following spells are those he has been known to possess.

Dimension Travel: Feeble ability to travel between the Earth dimension and D'spayre's home dimension.

Fear: Monstrous ability to instill overriding terror in a victim. He must make a Fighting FEAT for him to strike with this power. Range is lim-

ited to 20 feet. Victims may overcome this fear by making a Psyche FEAT. Failure means they suffer crippling fear and despair for 10-100 turns.

Gaseous Form: D'spayre can transform himself into a cloud of oily black smoke. In this form, he possesses Feeble Flight (30 mph). He can change form in one round.

Hallucination: Unearthly ability to fill a victim's mind with illusions. He is most powerful when creating a single hallucination for a single victim. Although others may experience this



hallucination, it will have limited effect on them since it is not tailored to exploit their own fears. D'spayre can create simultaneously-occurring, independent hallucinations for a number of victims, but each additional hallucination decreases his effective power rank -1CS. Victims may dispel the illusion by making an Intuition FEAT.

Illusion: Unearthly ability to make himself appear to be anyone he chooses. Such illusions cannot deceive mechanical sensors or recorders such as cameras. Victims may dispel the illusion by making an Intuition FEAT.

Immortality: As a demon, D'spayre is immune to the normal effects of aging, disease, and injury. If his body is destroyed, he eventually grows a new one.

Mental Probe: To better generate frightening hallucinations, D'spayre has the Amazing ability to probe a victim's mind. He has a range of 20 areas.

Spirit Vampirism: He has the Unearthly ability to absorb a victim's Psyche by means of a successful power FEAT. The victim's Psyche is reduced -1CS and the amount lost is added to D'spayre's Health. The victim can resist this vampiric attack by making a Red Psyche FEAT. If the victim's Psyche is reduced to zero, he must make a roll on the Kill Table using the original Psyche rank. Success means they recover their Psyche at a rank of 1CS per hour.

Teleport Self: Feeble ability to teleport himself up to 2 miles per jump.

Tower Summoning: D'spayre can exchange a targeted structure with his elaborate tower (see D'Spayre's Tower).

D'spayre's Tower: This magical artifact serves as D'spayre's base. It is an obsidian tower one mile tall and carved from Remarkable material. The tower radiates an aura of evil and despair that affects anyone within 1 area.

Although the Tower appears to be made of stone, it can be burned by paranormal flames such as Man-Thing's fiery touch. The Tower burns quickly with the flaming area increasing by 10% each turn. When the Tower is completely aflame, its Mate-

rial strength drops -1CS each turn until it collapses. After it collapses, the ruins vanish and are replaced by the destroyed remains of the original structure that sat on that site.

Any people in the original structure on the site find themselves teleported somewhere within the Tower. If the Tower is taken away while they are in it, they may be left behind or spirited away to wherever the Tower rests between manifestations, depending on the circumstances.

The Tower is enchanted with these powers:

- **Emotion Control:** Typical ability to instill fear and despair in anyone within 1 area. If a victim makes a successful Psyche FEAT, he is left with strong but non-crippling feelings of unease.

- **Mind Control:** Amazing ability to corrupt victims who are physically bound to the tower. The initial attack is Feeble, then it gains +1CS each day until the victim succumbs. Victims must make a Psyche FEAT each day to resist becoming evil. Once the transformation occurs, the effects are permanent until undone by an opposing Mind Control attack of at least Amazing power.

- **Illusion:** The Tower is only visible to those D'spayre chooses to see it. Anyone else sees it as the original structure that occupied that site.

- **Power Focus:** The Tower can channel the combined mystical powers of two or more beings into a single extremely powerful spell or power.

- **Self Repair:** If the Tower is destroyed, it cannot be summoned again for 28 days, after which time it can reappear completely repaired.

Tower Summoning: Ability to exchange a targeted structure with his Tower.

Talents: D'Spayre has a complete knowledge of arcane and magical lore.

Contacts: Unknown.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

D'spayre lives to play sadistic games with his victims. He seeks people who have a hidden sorrow or regret. He often approaches this victim in the guise of someone whom the person trusts. D'spayre's usual goal is to force the victim into suicide or madness. D'spayre prefers to only reveal his true form if the victim is beyond resistance or if he is actively attacked.

HISTORY

D'spayre is a demonic being whose origin is unknown. It is possible that he serves the more powerful being known as the Dweller in Darkness, but D'spayre usually appears to be operating independently.

In D'spayre's first recorded exploit, he appeared in the Florida Everglades in the area that serves as a nexus to otherdimensional realities. There, he captured the young sorceress, Jennifer Kale, and the spirit of her deceased but still active mentor, Dakimh the Enchanter. He then bound them to an arcane tower he erected within the nexus. D'spayre intended to use the tower's evil mystical energies to corrupt his two captives and make them use their great sorcerous powers in his service.

Spider-Man and the Man-Thing challenged D'spayre. D'spayre used his powers to overwhelm Spider-Man with fear, but the Webslinger was able to overcome his terror and beat the demon into unconsciousness. With the demon defeated, Jennifer and Dakimh were released from captivity.

D'spayre has since assumed more subtle plans. He is seeking more knowledge of Earth's inhabitants, especially the superhumans. He appears to solitary victims and uses his powers to overwhelm them with despondency. He caused the suicide of Jock Forrester, the father of Alelyts Forrester, sometime companion of Cyclops and later Magneto. He also attempted to break both Cyclops' and Dr. Strange's spirits. Fortunately, both heroes were able to break free of D'spayre's illusions. D'Spayre's current whereabouts are unknown.

The Earth Force was created by Lord Seth as a means of insuring his victory in his recent war against all the gods. He selected three humans who were on the verge of death. He seized their spirits, gave them tangible forms, transported them to his location, and transformed them into their new, superpowerful forms. He told them that their lives and the very existence of Earth were at risk unless they killed Hogun the Grim, an Asgardian then lying injured in the same Manhattan hospital where the Earth Force's mortal bodies lay comatose.

Although they had understandable misgivings about their new conditions and mission, they were transported to the hospital and immediately got involved in a battle with the hospital staff, a S.W.A.T. team, and Thor. During the battle, Earthforce encountered his wife and partner but was shocked when they did not recognize him. Skyhawk wanted to take advantage of the chaos to slay Hogun, but the others decided they needed to know more before they could become cold-blooded killers. They flew away in Wind Warrior's cyclone.

They later discovered Lord Seth's true intentions and rebelled. Wind Warrior escaped but Earthlord and Skyhawk were captured and thrown into Seth's dungeons alongside Thor, the Black Knight, and the now-healthy Hogun. Together, the new allies escaped. They freed Bes, the god of Luck, and Odin, whom they had thought slain.

Windwarrior joined forces with the Heliopolitan Gods deposed by Lord Seth. They were much-needed reinforcements in the destruction of Seth's citadel, the Black Pyramid. They accompanied Odin back to Asgard, which was about to fall to Seth's serpent legions. The Earth Force fought Seth in single combat but they were too weak to succeed. One by one, they died again.

When Seth was defeated and the Heliopolitan gods reclaimed their powers, they admitted their debt to the slain Earth Force. They pooled their godly powers and restored the trio to their original lives. Each awoke separately in the hospital with

no sign that their adventure had occurred, save for the glowing mark of Aton on their left palms.

Presumably their powers remain, lying dormant until such time as the Earth Force is needed again.

WIND-WARRIOR



STATISTICS

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

Health: 80

Karma: 32

Resources: Feeble (2)

Popularity: 1

Real Name: Pamela Shaw

Occupation: Adventurer

Legal Status: U.S. citizen

Identity: Secret

Place of Birth: Unknown

Marital Status: Separated

Known Relatives: Child (deceased, name unknown)

Base of Operations: Mobile

Present Group Affiliation:

KNOWN POWERS

Air Animation: She has Amazing control over the air. She normally uses this power in her immediate vicinity, but she can extend her effects up to 3 miles away. She can use these Power Stunts:

- **Whirlwind:** Amazing airspeed (375 mph) within a tornado under her control.

- **Attack with winds that do Amazing damage.**

- **Transport additional mass of up to 50 tons in weight.**

- **Hurl missiles for Amazing damage at a range of 3 miles.**

- **Airshield provides Amazing protection against physical attacks.**

Talents: None

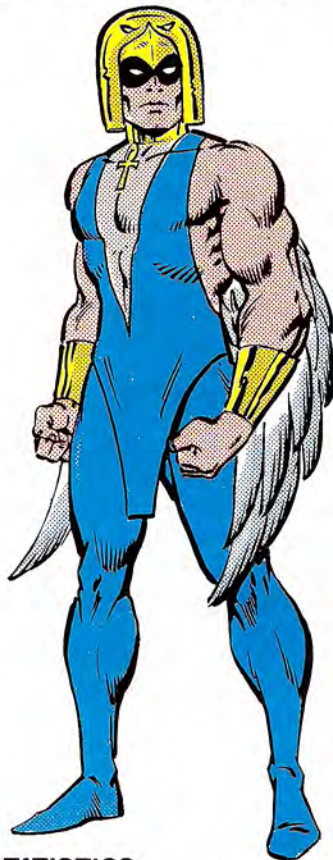
Contacts: As Wind-Walker, she is an ally of the gods of Heliopolis and Asgard, especially Thor.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Pamela is an emotional woman who was originally worn out to the point of collapse. She finds her Wind-Warrior self is more self-assured. She does not like to injure people with her powers; she prefers to end conflicts quickly and, if possible, safely.

SKYHAWK



STATISTICS

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

Health: 130

Karma: 26

Resources: Remarkable (30)

Popularity: 1

Real Name: Winston Manchester

Occupation: Businessman

Legal Status: U.S. citizen

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Present Group Affiliation:

KNOWN POWERS

Alter-Ego: Skyhawk is Manchester's superpowerful form.

Flight: Excellent airspeed (150 mph).

Talents: As Manchester, he is skilled in business and finance.

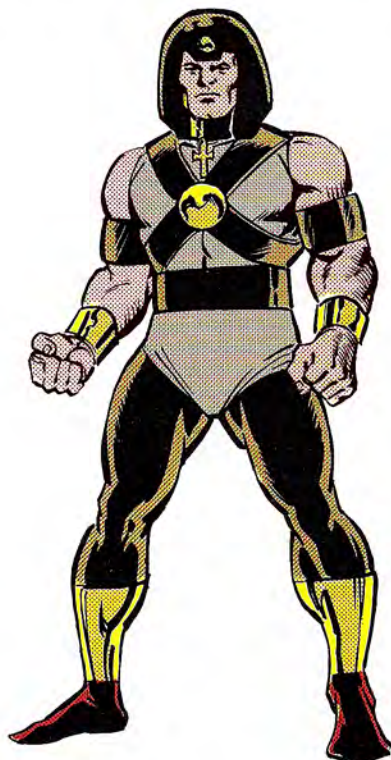
Contacts: As Manchester, he has his business connections. As Skyhawk, he is allied to the gods of Heliopolis and Asgard, especially Thor.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Manchester is a cold, pragmatic man trained to make instantaneous decisions based on the available data. He is a believer in going through with a deal, even if the deal is odious to him. He is an instinctive competitor and even feels rivalry toward his allies. He feels Wind-Warrior and Earth-Lord join forces against him.

EARTH-LORD



STATISTICS

F	EX (20)
A	TY (6)
S	RM (30)/MN(75)
E	AM (50)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 106 (151)

Karma: 18

Resources: Typical (6)

Popularity: 5

Real Name: Tyle Brock

Occupation: Policeman

Legal Status: U.S. citizen

Identity: Secret

Place of Birth: Unknown

Marital Status: Married (Marge Brock)

Known Relatives: Two or more children, names unrecorded

Base of Operations: Mobile

Present Group Affiliation:

KNOWN POWERS

Alter-Ego: Earth-Lord is Brock's superpowerful form.

Growth (Atomic Gain): He has the Incredible power to increase his height to 20(FM), his weight to 3000 pounds, and his Strength to Amazing. His Health increases as well. In addition, attacks do -4CS less damage against his giant form.

Talents: As a policeman, he is trained in Law Enforcement, Marksman, and Martial Arts B.

Contacts: As Brock, he has connections with the NYPD. As Earth-Lord, he is an ally of the gods of Heliopolis and Asgard, especially Thor.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Brock is a good cop and honest man who tries to help others. He will not allow himself to be forced into evil acts. He is an optimist and an idealist. He argues with Manchester over their team's actions.

STATISTICS

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

Health: 60

Karma: 18

Resources: Typical (6)

Popularity: -10

BACKGROUND:

Real Name: Jack Taggart

Occupation: Soldier, employee of Edwin Cord

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

Identity: The public is unaware of Taggart's dual identity.

Other Known Aliases: None

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliation: None

Present Group Affiliation:

KNOWN POWERS

Battlesuit: Taggart used the Firepower battlesuit, one of the world's most sophisticated combat suits. Although it was destroyed by Iron Man, it gave its wearer (Taggart) the following augmented characteristics:

F	+3 CS	AM (50)
A	+2 CS	RM (30)
S	+5 CS	MN (75)
E	+5 CS	UN (100)

The armor also had the following arsenal:

Terminax: This small tactical nuclear weapon does Shift Z damage in a 20-area radius. It is equipped with a single warhead, and has a 50-area range.

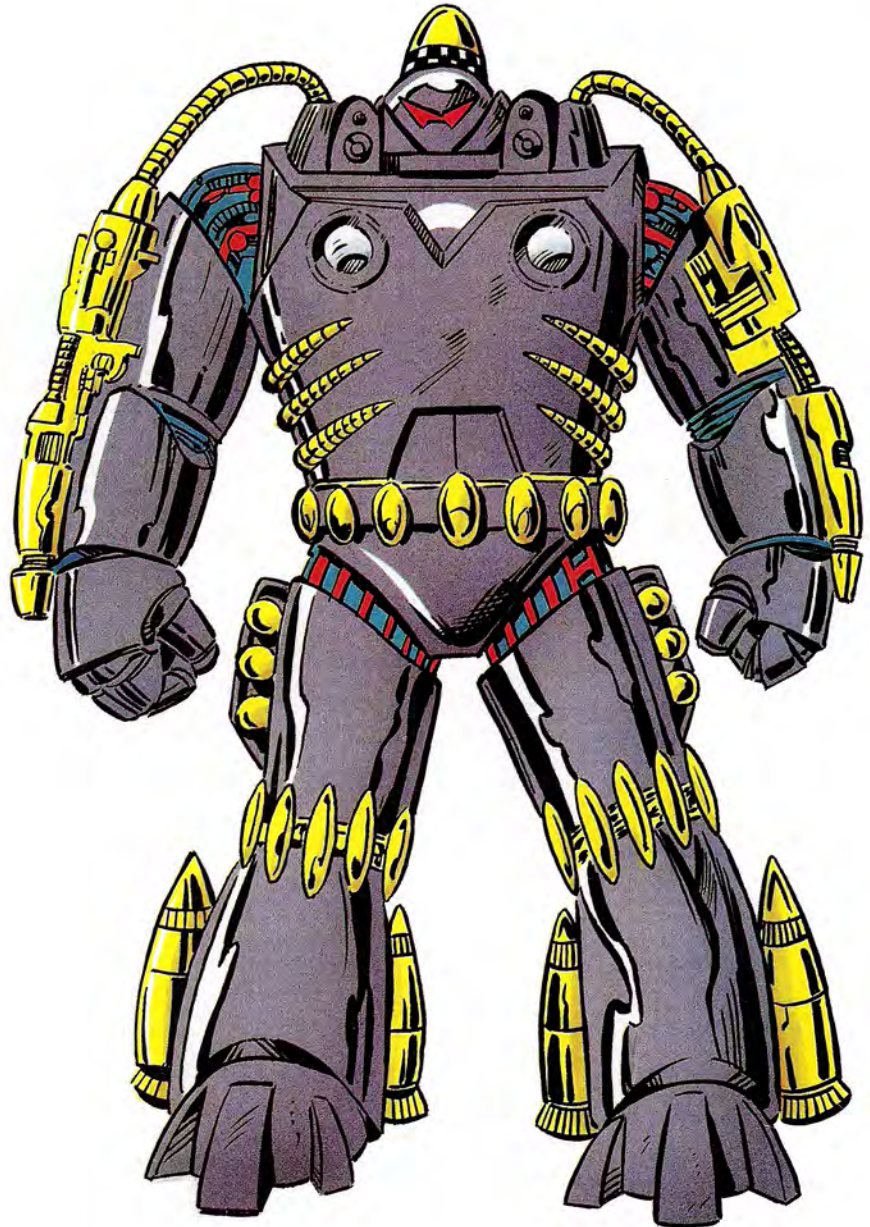
Surface-to-Air Missiles: These missiles have a +1 CS radar-lock, and inflict Monstrous damage, and have a 10-area range.

Heat Beams: Monstrous damage, 6-area range.

Mini-grenades: These do Amazing damage, and have a +3 CS radar lock.

Arm Cannons: These weapons do Unearthly damage. They have a 2-area range.

Armor: Firepower's armor gave Mon-



strous protection against all physical and energy attacks. It also gave him Amazing protection against all sensory attacks.

Flight: Firepower could fly at Amazing air speed (25 areas per round).

Controlled Environment: The Firepower suit compensates for atmospheric conditions, providing its wearer with a constant comfortable temperature and humidity level.

Talents: Taggart has the Military and Piloting talents. He has likely received training in Martial Arts B.

Contacts: Edwin Cord is a contact of Firepower, and he probably retains some military contacts.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Taggert is a brash young man who enjoys the power of the Firepower suit and doesn't care about the lives of others. He places his loyalty to Edwin Cord above his oath to the U.S. Armed Forces. Taggert has a lot of confidence in the ability of his suit, and enjoys showing off its capabilities.

HISTORY

Jack Taggert served in the U.S. military, and became involved in testing the Firepower armor, a battlesuit created by Edwin Cord for use as a weapon against out-of-control superheroes and crowds. Taggert was chosen to wear the suit, and after extensive testing his first assignment was to defeat Iron Man, who had become an outlaw during the so-called Armor Wars, a crusade by Tony Stark to neutralize all suits of battlearmor that had been designed using tech-

nology stolen from him by Spymaster. After a long battle in the Arizona desert, Firepower defeated Iron Man, destroying his suit with a small nuclear device called the Terminax.

But Stark survived and rebuilt his suit. Firepower, at the behest of Edwin Cord, went rogue and attacked Stark Industries in an effort to bring ruin on Tony Stark. Stark finally confronted Firepower in his new battlearmor and defeated him, destroying the suit. However, Taggert survived, and his whereabouts, not to mention the future of any new models of the Firepower armor, are unknown.

STATISTICS:

F FE (2)
A PR (4)
S TY (6)
E PR (4)
R PR (4)
I FE (2)
P FE (2)

Health: 16

Karma: 8

Resources: POOR (4)

Popularity: Who'd care?

BACKGROUND

Real Name: Irving Forbush

Occupation: Janitor for Marvel Comics, would-be comedy relief character

Identity: He's a nobody

Legal Status: Status? Him? HA!

Other Known Aliases: The Amazing Punishing Wolver-Forbush, Dark Forbush-Man, Forbush-Man Lite

Place of Birth: Wherever it is, they wouldn't admit it

Marital Status: Very single

Known Relatives: Aunt Mayhem (aunt), Uncle Benny (uncle), Cousin Lance (cousin)

Base of Operations: A matter of opinion

Group Affiliation: Charter and only member of the Forbush League International, Forbush League Antarctica, and the X-Forbush

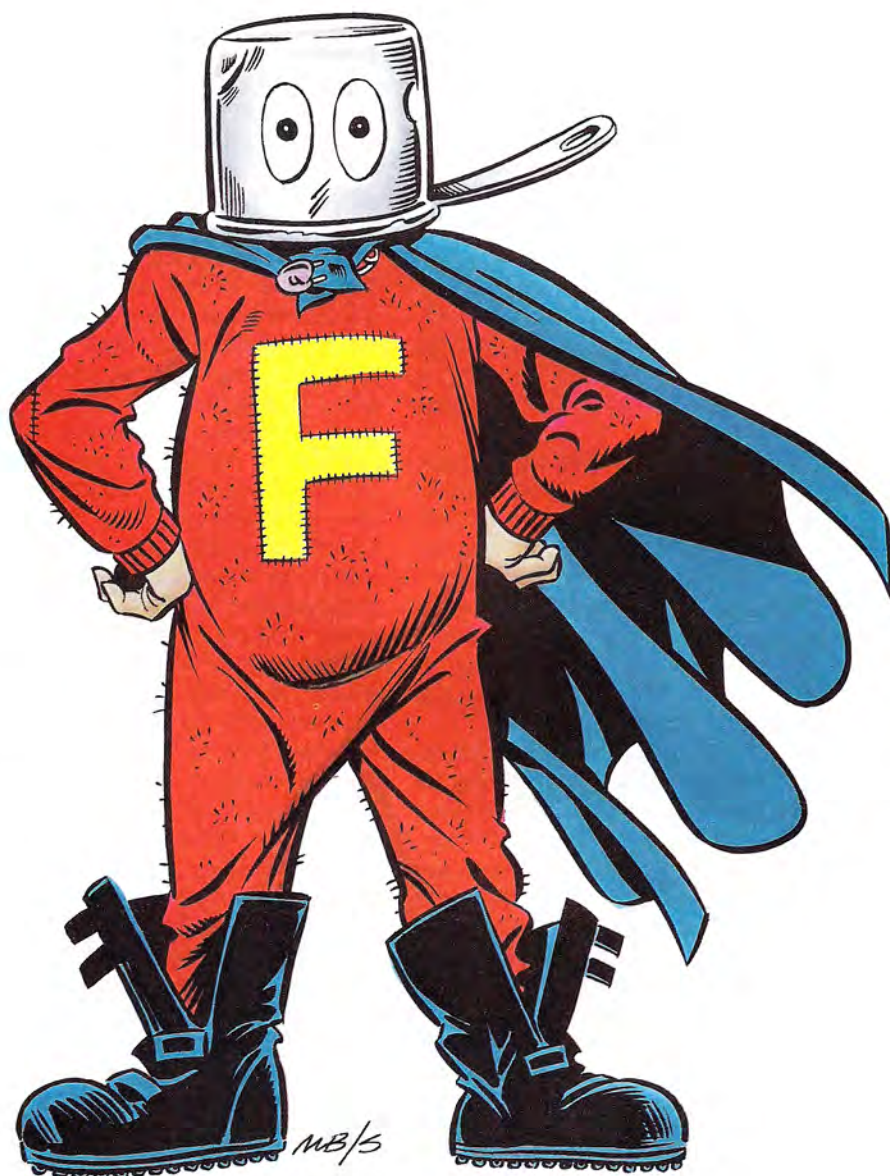
KNOWN POWERS:

No-Power: Forbush-Man once received a No-Prize from Marvel Comics, which gives him the awesome No-Power! No one has figured out what a No-Power does: probably nothing.

Talents: Him? Ha! Ha! Ha! Seriously, Forbush has Typical ability with janitorial work.

Contacts: None who will admit it.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

You want to role-play this loser? Gimme a break! Look, Bruce, why did I of all the freelancers with TSR have to write up this character? Couldn't you have given this to Mortika or Martin? Okay, maybe I could have done a bit better on that last job, but was it any reason to assign me this? I could be doing something decent with my time, like having a root canal, or doing the critical hit tables for Headlocks and Haymakers, the pro-wrestling role-playing game. But NOOOOOO!

HISTORY

Irving Forbush was a fanboy janitor at Marvel Comics in the 1960's who wanted to get the autographs of all the superheroes. Unfortunately, they all told him to get lost. Was it his breath, or his deodorant? Or all of the above, plus a few thousand other things?

Too stupid to be discouraged, Forbush returned home to his lovable

Auntie Mayhem and Uncle Benny. When Auntie Mayhem complained that he was taking too long to clean the dishes and that he was a disgrace to Forbush-dom, Irving replied that if he was a superhero, he could clean the dishes in no time. A trifle upset at being answered so flip-pantly, Auntie Mayhem gently reprimanded her nephew by slamming a pot over his head.

This provided Irving with his inspiration for becoming a superhero! After cutting eyeholes in the pot, Irving took his longjohns, and became a superhero! Forbush-Man was born (not made)!

Forbush-Man's career began successfully, when the Juggernaut, while trying to attack him, tripped over Forbush-Man while he was tying his shoelace, and landed in a vat of quick-drying cement. Following this, every major villain in the Marvel Universe surrendered to Irving. A superhero was born, and he had his own comic, Not Brand Ecch.

Unfortunately, Not Brand Ecch was cancelled, and Irving was forced to audition for bit parts in the alternate comics. He achieved a starring role, after many years, in the classic Nauseous Ninny Marginally Human Nerds book, but after the controversial ice cream scene in issue #4, received more hate mail than any other character in the history of comics. In a phone-in poll two months later, readers voted to blow up Irving in the most graphic, gratuitously violent manner possible. Forbush-Man was dead.

But then came the classic Total Fall of the Secret Inferno Crisis War on Infinite Millennium Legends Earth crossover mega-series graphic novel, when the writer accidentally left his word processor on automatic pilot, and a computer virus accidentally resurrected Irving! He immediately declared the founding of Forbush League International, but no one joined. Deciding that maybe being the official supergroup of a continent would be a good spin-off, he declared the founding of Forbush League Antarctica. A penguin applied to join, but left when he found that another company's lawyers would sue him for taking the same name as one of their villains. Feeling that he needed a new gimmick to boost sales, Irving decided that he had to be a mutant (and received little argument from the rest of the human race), and founded the X-Forbush. Unfortunately, with so many "X" titles on the market, no one noticed. When he told Auntie Mayhem that he was now a mutant, she stabbed him with a pie fork. This gave him the idea for his new identity: Armed with a very sharp fork, he was now—the Amazing Punisher Wolver-Forbush ("I'm not the best at what I do, but at least I don't repeat the same line every issue!")

In the meantime, tragedy loomed. An old Spider-Man villain, the Hypno-Hustler, never accepted the fact that disco was dead and kidnapped all of the major disco music stars of the '70's. After a horrific is-

sue where he transformed Times Square into a giant disco, Forbush-Man arrived and defeated Hypno-Hustler when he accidentally shattered the glass floor as he fell off a flagpole. The shattering blow split Forbush-Man's fragile personality into two parts: The kindly, stupid, incompetent Forbush-Man Lite, and the wicked, stupid, incompetent Dark Forbush-Man! The Watcher, noting this event, yawned and returned to watching an old sixties bikini-beach movie.

Meanwhile, Dark Forbush-Man learned that Fred Hembeck was using Brother Voodoo as Marvel's Comedy Relief character in the center pages of Marvel Age. Upset with being upstaged, Dark Forbush-Man plotted to lure Brother Voodoo to his Antarctic stronghold by promising to give him his own prestige format mini-series. However, even Brother Voodoo knows that one does not go to Antarctica to star in prestige format mini-series unless one is invited by Ka-Zar first. Besides, he's from Haiti and hates the cold weather, and there are so many prestige format titles on the market these days that they just aren't a status symbol any more. Dark Forbush-Man's plot was foiled.

Recently, a new writer took over Forbush-Man's adventures. In order to return him to his 60's roots, the writer had Forbush-Man wake up from being hit over the head by Auntie Mayhem. Yes, folks, it was all a dream!

STATISTICS:

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

Health: 140

Karma: 40

Resources: GOOD (10)

Popularity: -5

BACKGROUND

Real Name: Clay Wilson

Occupation: Ex-teacher's assistant, ex-mercenary, researcher for Stark Enterprises' Barstow Electronics subsidiary

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

Identity: Known to the authorities

Other Known Aliases: Carl Walker

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliation: Former employee of Justin Hammer

Present Group Affiliation:

KNOWN POWERS:

Battlesuit: The Force armor was one of the world's most sophisticated battlesuits. It worked on the principle of force-field manipulation, and possessed the following powers:

Repulsion field: This force field completely fills the area which Force occupies. Any solid object, such as bullets, ice, or human beings, that enters the area will be repulsed 1-10 areas and sustain Incredible damage. An Amazing strength or better is required to penetrate the field. This field provides Force with Incredible protection against physical and energy attacks.

Force Blasts: Force could generate force blasts of incredible intensity in a 5-area range.

Flight: Force could manipulate force fields and fly at Incredible air speed (20 areas per round).

EMP: The Force armor could generate an electro-magnetic pulse that dampened all electrical systems for six minutes. This affects Force's own systems, and can only be done once

per hour. This pulse has a 2-area radius.

Armor: Force's metallic armor provides him with Good protection against physical and energy attacks when his force field is deactivated.

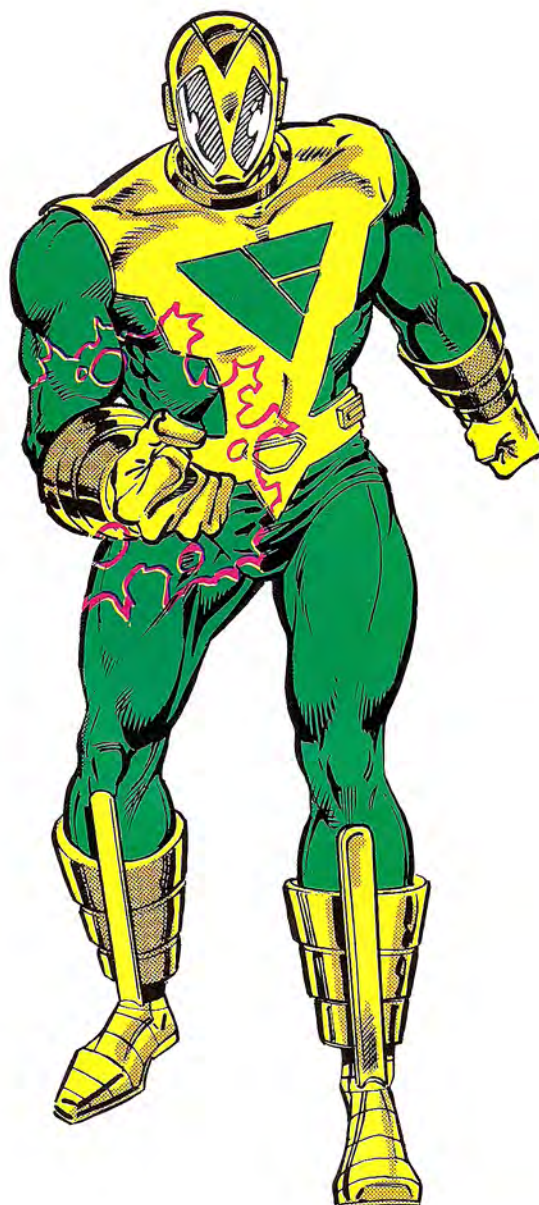
Clay Wilson's normal stats (unarmored) are as follows:

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

Health: 50

Karma: 40

Talents: Wilson has the Electronics skill.



Contacts: Clay Wilson has severed all ties to Justin Hammer. Tony Stark should be considered his only contact.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Previously, Clay Wilson was a second-rate thug in a battlesuit; a formidable opponent, but not quite good or lucky enough to be a major league villain. He was content to follow orders and make money, happy to be wielding power in the form of his battlesuit. Later, Wilson was sickened by his career and realized that the power of Force was not as thrilling as it was at the start of his career. As Carl Walker, he seeks peace and security in a scientific career.

HISTORY

Clay Wilson was a cocky young man when he invented the Force armor and decided to use it for personal gain. He had a long career as a criminal that brought him into conflict against superheroes such as the Sub-Mariner and Iron Man, and eventually he struck a deal with Justin Hammer; he would share half of the profits of his crimes with Hammer, in return for Hammer's protection and financial backing. However, as time passed, Wilson became sick of his life of crime and violence. When he confided in Justin Hammer about his feelings, the criminal businessman responded by confining

him and putting a failsafe mechanism in his armor to kill him if he ever escaped.

But Force escaped anyway, and turned to Tony Stark for assistance. After Stark disabled Hammer's failsafe mechanism, Wilson surrendered the Force armor. But Hammer, angered by Wilson's betrayal, sent the Beetle, Blacklash, and the Blizzard to kill him. Eventually Force defeated Blizzard in combat, and the assassins were forced to retreat. To prevent Hammer from bothering Wilson again, Tony Stark staged Force's escape and accidental death. In reality, Clay Wilson lives, working for Barstow Electronics as a researcher under the name of Carl Walker.

STATISTICS:

F EX (20)
A EX (20)
S IN (40)
E UN (100)
R GD (10)
I IN (40)
P ShZ (500)

Health: 180

Karma: 550

Resources: UNEARTHLY (100)

Popularity: 0 (100 among worshippers)

BACKGROUND

Real Name: Unknown

Occupation: Would-be deity, self-styled protector of the Savage Land

Legal Status: Citizen of Great Britain with no criminal record

Identity: Secret

Other Known Aliases: The Petrified Man, The Sun-God

Place of Birth: England

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: The Savage Land

Past Group Affiliations: Former ally of Zaladane, unwitting dupe of Terminus, former ally of the High Evolutionary

Present Group Affiliation:

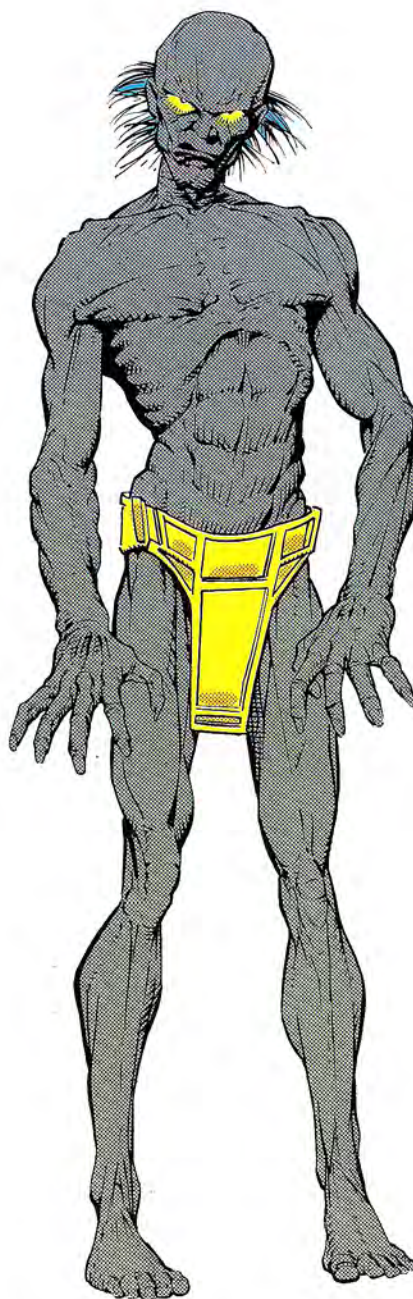
KNOWN POWERS

Matter Manipulation: Garrok could manipulate matter on a sub-atomic scale at Class 1000 ability. This included being able to swallow cities in dimensional gates, and rearrange the fabric of the Savage Land to create a giant fortress. This power seems to require assistance from the hidden engines buried deep in the Savage Land. After using this power at Shift Z or greater level for a day, Garrok's power would be reduced by -3 CS to Unearthly ability rank.

Eye Beams: Garrok had energy beams of Shift Y intensity. If Garrok used his matter manipulation properties at a Shift X or greater level, they would be reduced to Monstrous intensity for 1-10 days.

Immortality: Garrok lived for hundreds of years.

Body Armor: Garrok had Incredible body armor against physical attacks and Amazing protection against energy attacks.



Talents: Garrok has the Leadership talent.

Contacts: Garrok was the object of adoration of Zaladane and the cult of the Sun God. He had contacts with her and her new allies, the Savage Land Mutates.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Garrok was motivated by love for the Savage Land, a love that was all-consuming and extremely possessive. His vision of controlling the Savage Land tolerated none that disagreed with his absolute rule. Despite his desire for peace, Garrok did not hesitate to use slaves or soldiers to advance his aims.

HISTORY

Originally, Garrok was a British sailor, who in the late 16th century drifted to the Savage Land after his ship was sunk. There, he drank a potion which granted him immortality at the price of slowly transforming his body into one made of living, organic, stone-like substances. By the 20th Century, he had become a living replica of the idols of Garrok the Sun God, who was worshipped by the people of the Savage Land's "Sun Empire." Moreover, Garrok found himself in tune with powerful devices that allowed him to create dimensional warps that engulfed entire cities, raise advanced structures out of the fabric of the Savage Land, and fire eye-beams. Garrok tried to take over the Savage Land, but was de-

feated and seemingly disintegrated.

But Zaladane, high priestess of the cult of the Sun God, resurrected Garrok in an arcane ritual, using the body of Kirk Marston, a captured outlaw. Garrok created a huge city and declared war on the other peoples of the Savage Land. In the end, he was defeated by the X-Men, Ka-Zar, and the Fall People when he fell down a nearly bottomless shaft. Storm tried to save him, but was unable to control her claustrophobia, and Garrok fell, seemingly to his death.

Once again, Garrok proved difficult to kill. He was rescued by Magneto, who set him up as a guard of his abandoned Antarctic base. The X-Men, checking the base during a search for Magneto, encountered Garrok, who attempted to kill Storm for "letting" him drop. Again, Garrok was defeated, and seemingly de-

stroyed.

But yet again, Garrok was rescued, this time by Terminus, who placed Garrok in control of a "dummy" Terminus body and sent him up to the Savage Land again, perhaps to attack the High Evolutionary, who was inspecting the destruction the Terminus has wreaked earlier on the Antarctic. The combined forces of the High Evolutionary, the X-Men, and the survivors of the Savage Land fought against him, and released him from Terminus's control. The High Evolutionary used Garrok to resurrect the Savage Land, though it cost Garrok his life, a life he gave willingly. Now, Garrok has peacefully intermingled with the fabric of the resurrected land, and his aims have been achieved in a manner that was different from anything he imagined.

STATISTICS

F TY (6)
A TY (6)
S PR (4)
E EX (20)
R TY (6)
I RM (30)
P AM (50)

Health: 36

Karma: 86

Resources: FEEBLE (2)

Popularity: 0

BACKGROUND

Real Name: Unrevealed

Occupation: Shaman

Identity: Aside from the X-Men, the Reavers, and some aborigines, the world is unaware of Gateway's existence

Legal Status: Citizen of Australia with no criminal record

Other Known Aliases: None

Place of Birth: Unrevealed, presumably Australia

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliation: X-Men

Present Group Affiliation:

KNOWN POWERS

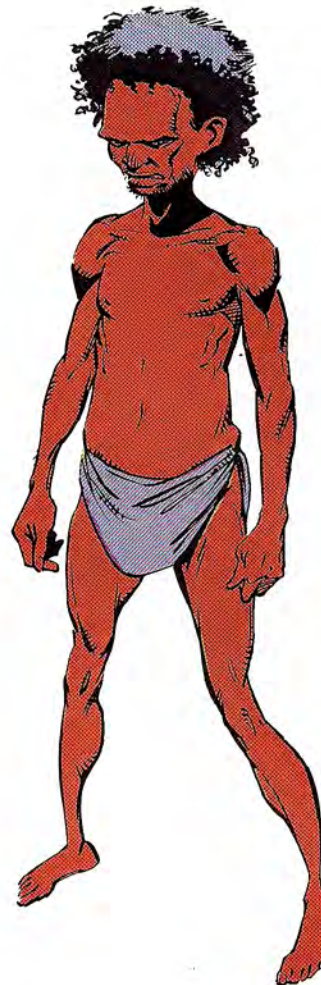
Teleportation: Gateway's one known power is the ability to open a gateway between his holy place and wherever the subject desired to go, with Class 1000 ability. The maximum number of people he could teleport in this manner is unknown (he could teleport several dozen reavers). His maximum range is also unknown. Gateway also seems to know when those who have been teleported wish to return, and can reopen the gate between their destination and his holy place to bring them back, also with Class 1000 ability. Gateway requires a fire to use his power, which is extinguished when the gate is closed, and his sacred bullroarer, which he must whirl to use his teleportation abilities.

TALENTS

Gateway has knowledge of aboriginal lore and their magical traditions. He has no other known skills.

CONTACTS

Gateway is a member of the X-Men.



He might have a contact with Talisman, a New Zealand superhero who uses similar magicks.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Gateway serves two purposes: first, he is a transportation system that allows heroes to get to any location they choose, and bring them back when their work is completed. Second, Gateway's mysterious past serves to bring new elements into the plot at an unexpected moment. Gateway himself is always silent and stoic, totally faithful to the X-Men—or so it would appear.

HISTORY

Nothing is known about Gateway's past. He seems to serve as a shaman, a guardian of the spirits of one of the holy places of the Australian aborigines. Some time ago, Gateway became indebted to the Reavers, a group of Australian based cyborgs that terrorized Southeast Asia. Using a camp near Gateway's holy place, the Reavers spread fear and terror throughout the South Pacific. However, their activities became known to the X-Men, who raided their camp. Gateway provided Skullbuster and Prettyboy with an escape route after Skullbuster promised that all accounts were squared and all debts paid. Wolverine then proceeded to attack Gateway, but was kept from killing him by Storm, who realized that he wasn't a Reaver. Gateway has since functioned as the X-Men's transportation system.

STATISTICS

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

Health: 50

Karma: 80

Resources: GOOD (10)

Popularity: 10

BACKGROUND

Real Name: William Barrett Foster

Occupation: Biochemist

Identity: The public does not know that Foster was Black Goliath or Giant-Man

Legal Status: American Citizen

Other Known Aliases: Black Goliath

Place of Birth: Watts, Los Angeles, California

Marital Status: Divorced

Known Relatives: Claire Temple (ex-wife)

Base of Operations: None

Past Group Affiliation: Ally of the Thing

Present Group Affiliation:

KNOWN POWERS

Growth: Foster's rank was Amazing, but his Strength could only reach Incredible. Each time he used this power, he would have to make an Endurance FEAT roll, or black out for 1-10 rounds. If he blacked out, he would have to make a second Endurance FEAT or lose one rank of Endurance permanently due to cellular degeneration. He no longer possesses this limitation. His Endurance has been restored.

Protection vs. Psychic Attacks: Giant-Man has Amazing protection against mental attacks.

Talents: Foster has remarkable reason with biochemistry

Contacts: Foster was an ally of the Thing, the Champions of Los Angeles, and Project Pegasus. He is a friend of Tony Stark and Henry Pym, and recently fought alongside the West Coast Avengers.



ADDITIONAL NOTES

ROLE-PLAYING NOTES

Foster was a reluctant superhero, who was motivated by a desire to help people, but lacked confidence in his ability as a superhero. Giant-Man is not an active superhero; a direct threat against his personal interests (friends, place of work) might be the only thing that is likely to bring him out of retirement.

HISTORY

William Foster spent his childhood in the Watts ghetto. His natural intelligence and the influence of several good people helped him leave the ghetto and attend California Technical Institute. There Foster worked toward a degree in biochemistry and met and married Claire Temple, a medical student. Upon graduation, he worked his way up the corporate ladder at Stark Industries, but his drive for success strained their marriage to the point of divorce. When Harry Pym was trapped at a minimum of ten feet in height, Tony Stark recommended that Foster assist Pym in finding a cure. For several months they worked together in Pym's laboratory in New Jersey, and eventually found a cure. Foster returned to Stark Industries, where he was promoted to head of the biochemistry division at Stark Industries' Los Angeles plant. Fascinated by Pym's research, Foster synthesized the growth compound, hoping to eliminate side effects. Eventually Foster tested the formula on himself and found he had successfully duplicated Pym's growth powers.

Taking a vacation from his duties at Stark Industries, Foster devised a plan by which he might win back the affection of his ex-wife, Claire Temple. He wrote her about how he had worked with Pym and duplicated his powers, but deceived her into believing that, like Pym, he was also trapped at giant stature. She agreed

to meet him to see what help she could provide. They met at a traveling circus where he said he had to work in order to earn money to continue his research. Foster had outfitted himself in a costume and billed himself as "Black Goliath." Temple's current boyfriend, Luke Cage (see Power Man), had followed her, and the two men fought over her. They settled their differences long enough to join forces against the Ringmaster and his Circus of Crime (see Ringmaster) but Temple chose to remain with Cage rather than her ex-husband. Ashamed, Foster returned to Los Angeles.

Although he had fashioned a costumed identity for himself, Foster was uncertain whether he should use it to fight crime, considering the circumstances in which he fashioned it. With the encouragement of Henry Pym, he decided to try. On his first outing, Black Goliath encountered the criminal Atom-Smasher, who bombarded him with deadly radiation. This bombardment immediately produced painful side effects, making his size transformations difficult and causing him to occasionally black out. Before Black Goliath was able to defeat the Atom-Smasher, his foe was killed by a mysterious assassin that later turned out to be Atom-Smasher's brother, the second Atom-Smasher! Ignoring the symptoms of radiation poisoning, he continued his career, battling such menaces as Vulcan, the Stilt-Man, and the Hijacker, and aiding the Champions of Los Angeles and the Thing.

When it became difficult to ignore his illness, Foster took a leave of absence from Stark International to become a consultant at Project Pegasus, an upstate New York energy research installation facility. There to do research on the corpse of the Atom-Smasher, he nearly sacrificed his life to stop the mad scheme of the Nth Man. Following the attack, a team of top radiologists were assigned to help cure his condition, including Reed Richards and Walter Langkowski. After their treatments failed, Foster returned to Los Angeles to finish his life's work with Stark Industries, only to be attacked by the new Atom-Smasher. He, the Thing, and the Original Spider-Woman defeated him. Spider-Woman saved his life with a transfusion of her blood, at the expense of losing her immunity factor permanently. However, Foster's cell structure had deteriorated to a point that he could never become Giant-Man again. He retired, and became a full time researcher.

Eventually, Foster found himself working as technician for the High Evolutionary at his Antarctic stronghold. Learning the High Evolutionary's plan to mutate everyone on earth, he managed to release a warning to the West Coast Avengers, who tracked him to the stronghold. But as the avengers were being defeated, Foster swallowed a chemical that again transformed him into Giant-Man, and he learned that his cellular disintegration had been cured. He then defeated the High Evolutionary in combat. Giant-Man's current status is unknown.

STATISTICS

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

Health: 26

Karma: 46

Resources: POOR (4)

Popularity: 0

BACKGROUND

Real Name: Unrevealed

Occupation: Ex-prodigy in cybernetics, now street urchin

Identity: Secret

Legal Status: Unrevealed, presumably a citizen of the United States, still a minor

Other Known Aliases: None

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliation: Fallen Angels

Present Group Affiliation:

KNOWN POWERS

Telekinetic bolt: Gomi's cyborg augmentations allow him to use Telekinetic bolts of Incredible rank intensity.

Pet Lobsters: Gomi can communicate with two pet cyborg lobsters, Bill and Don (now deceased). They have the following stats and abilities:

F	A	S	E	R	I	P
EX	TY	TY	EX	FE	PR	PR

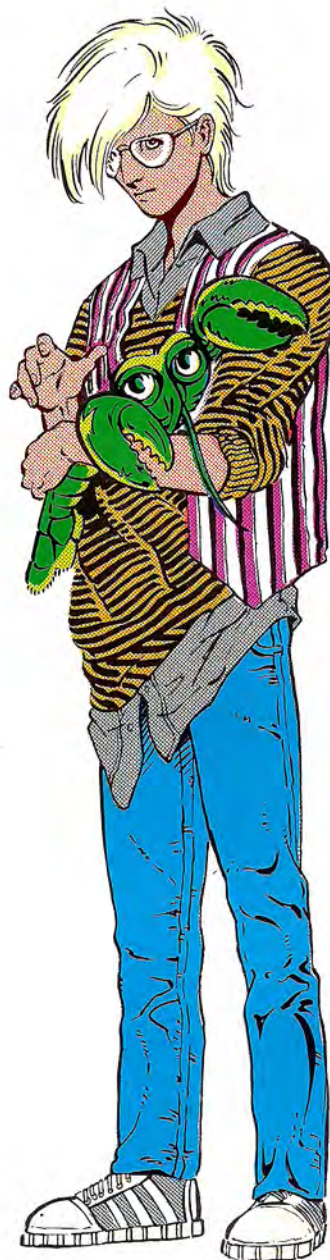
Health: 46

Karma: 10

Pincers: Bill and Don could do Remarkable grappling damage with their pincers.

Talents: Gomi has an Incredible Reason with cybernetics.

Contacts: Gomi is a member of the Fallen Angels, and a friend of Sunspot and Warlock, two members of the New Mutants.



ADDITIONAL NOTES

ROLE-PLAYING NOTES

Gomi is the quintessential teenage nerd genius. He tends to view a situation with his intellect instead of his emotions (which he has trouble expressing). He is devoted to the care of his cyborg lobster Bill. He has a crush on Boom-Boom.

HISTORY

Gomi (a Japanese word meaning "junk") was a teenage genius who became a scientist experimenting in bionics at a research lab. Gomi's experiments resulted in the creation of his own telekinetic abilities and the augmented abilities of his pet lobsters, Bill and Don. Gomi became a part of the Fallen Angels, a group of petty superpowered thieves led by the Vanisher. He made friends and accompanied them on adventures, serving as the team's technical expert.

Tragedy struck when Devil Dinosaur, who joined the team following a trip into the past, accidentally stepped on Gomi's pet lobster Don, killing it. Nonetheless, grief-stricken Gomi continued to serve on the Fallen Angels, accompanying them to the Coconut Grove, Ariel's home planet. The inhabitants of the Coconut Grove captured the Fallen Angels, intending to use them as experiments to continue their evolution, but the Angels worked together to defeat them. Gomi rejoined the Fallen Angels; his current location is unknown.

STATISTICS

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

Health: 30

Karma: 52

Resources: POOR (4)

Popularity: 0

BACKGROUND

Real Name: Unrevealed

Occupation: Larval form of alien superbeing

Identity: Inapplicable

Legal Status: Citizen of an alien race

Other Known Aliases: None

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: Parents (deceased)

Base of Operations: Outer Space

Past Group Affiliation: Gossamyr is a former member of the New Mutants

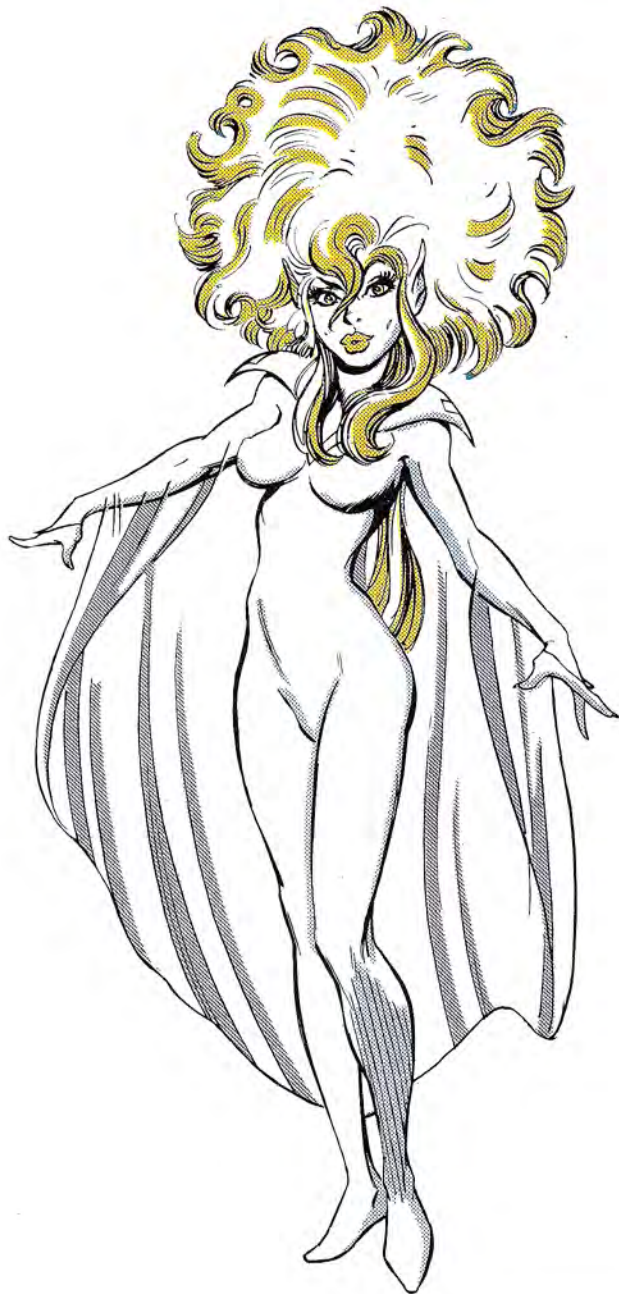
Present Affiliation:

KNOWN POWERS

Emotion Control: Gossamyr has an unconscious ability to control emotions. When she is preset, her unconscious desires will force men to fight for her affections and women to act jealous and spiteful. A Yellow Psyche FEAT roll is required to resist, reduced to Green if the characters are aware of her influence. Gossamyr's powers will not affect those already in combat.

Energy Cocoon: Gossamyr can, in extreme emergencies, transform herself into an energy cocoon. This cocoon flies at Incredible rank speed (20 areas per round), has Amazing protection against physical and energy attacks, and does Incredible rank damage on impact via a Charging attack. However, whenever she enters this form, she must make a Yellow Endurance FEAT roll or be unable to escape the cocoon until she evolves to adult form.

Adult Form: When Gossamyr gets to a certain age, she will transform in to a giant monster capable of ravaging suns. Their stats are left to the



Judge's imagination.

Talents: Gossamyr has no known talents

Contacts: Gossamyr has contacts with the New Mutants and the X-Terminators. If Lila Cheney is alive, she might also be a contact.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Initially, Gossamyr was extremely vain, arrogant, and manipulative, who enjoyed seeing people at each other's throats over her. Eventually, she matured and grew to genuinely care for her New Mutant comrades, especially Sunspot. Given a choice between endangering Earth and finding peace, Gossamyr chose to learn a peaceful way of life.

HISTORY

Gossamyr is a member of a race of creatures powerful enough to ravage suns. She and her parents had been kidnapped by a freebooting intergalactic merchant named Spyder, who also kidnapped Lila Cheney, a friend of the New Mutants. When the New Mutants pursued Spyder to rescue her, Gossamyr escaped and joined them, and despite initial troubles, learned to like them. When Gossamyr's parents were prematurely evolved into monsters by Spyder, Lila gave her life to save them by teleporting herself and Gossamyr's parents into the heart of the sun. Gossamyr joined the New Mutants.

Several months later, when the New Mutants entered the giant ship headquarters of X-Factor, the ship recognized Gossamyr as a member of the race of star destroyers and tried to prevent her from evolving into her adult stage by killing her. After the ship was dissuaded from killing her, it gave Gossamyr a one-man starship and sent her to a planet where those of her race had been taught to use their powers peacefully. When last seen, Gossamyr said good-bye to her friends in the New Mutants and left to pursue her destiny.

BACKGROUND

One thousand years ago, ancient powers were active in the north of Canada, powers that have spawned legends. The greatest of these powers were the gods of the Inuit (Eskimo) people, and the Great Beasts. The Great Beasts warred among themselves, and would have destroyed the world, but the Inuit deities battled against them, and sealed them away from the Earth. In the

end, Tundra, the Beast of Earth, also trapped the Inuit Gods so they could no longer interact with their mortal worshippers. It remained that way for a millenium.

As time wore on, the barriers began to weaken. It is rumored that Nelvanna visited the earth in an avatar form at least once, during the 1940s, before she came to Richard Easton in the form of a beautiful maiden, offering to carry him away to

her land for a short time, so she could conceive a child that could live permanently beyond the barrier and battle the Great Beasts should they reemerge. Easton agreed, and Nar-rya, also known as Snowbird, was conceived.

When Easton returned to Earth, though but a single night had passed for him, seven years had passed on earth. Furthermore, his interaction with the gods had driven Easton in-



sane, though he had acquired much knowledge. Eventually, for reasons that may never be understood, Easton summoned the Great Beast Tundra, who nearly destroyed much of Canada before he was subdued by Alpha Flight.

Other Great Beasts appeared: a drilling expedition released Kolomaq, the Living Winter, who was defeated by Snowbird when he was buried beneath a landslide; Ranaq, the Corruptor, who tried to possess people in two time periods simultaneously, but was destroyed by Talisman and a young boy who shot him with a piece of a magic amulet; and Tanaraq, who had possessed Snowbird's teammate Walter Langkowski in his form of Sasquatch. Tanaraq was slain in combat with Snowbird, but Langkowski's soul, which had been interchanged with Tanaraq's, was trapped in the Realm of the Beasts.

Alpha Flight travelled to the Eye of the World, the last remaining portal to the Beasts' Realm, and journeyed into the Realm to find Langkowski's soul and save it. There they battled against Somon, the Greatest Beast, the Great Artificer, Tundra, Kariooq the Corruptor, and Tolamaq, the Uncontrolled Fire. Alpha Flight successfully regained Langkowski's soul, Narya slew Somon, and the Beasts' Realm was destroyed. At the time, Narya proclaimed that the Beasts themselves were annihilated.

She was wrong, though in subsequent appearances they seem to be reduced in power. Somehow, the four Beasts of the Realm survived, and were summoned by Pestilence into battle against Alpha Flight. They were again defeated. Finally, the Beasts reappeared to attempt to corrupt Walter Langkowski, who had been resurrected in the body of Narya, and had again taken up the appearance of Tanaraq/Sasquatch. The Beasts were defeated by Box, who transformed Alpha Flight's headquarters into a giant spaceship and incinerated them during lift-off. It is unlikely that this is the end of the Great Beasts. Furthermore, Talisman has linked the release of the Great Beasts as one of the events

that is the precursor of the coming of the Sorcerer, the most malignant of ancient evils.

The Great Beasts prefer to operate through human intermediaries ("men of weakness"), tempting them with wealth and power, then destroying them. The statistics of the four active Great Beasts are as follows:

SOMON

STATISTICS

F	EX (20)
A	EX (20)
S	AM (50)
E	MN (75)
R	AM (50)
I	RM (20)
P	UN (100)

Health: 165

Karma: 170

Popularity: 0

KNOWN POWERS

Soul Drain: With this power, Somon creates a giant-sized psychic image of himself, and attacks all targets in an area. Those who fail a Psyche Roll will die. Those who make it, fall unconscious for 1-10 rounds. A red Psyche FEAT is required to resist in Somon's Realm, while a Green Psyche FEAT will suffice elsewhere. *Control Beasts:* Somon has Unearthly powers of Mind Control, which only affect the Great Beasts. He is the only entity that can control them.

Cage: Somon can create a cage of Amazing material strength at will.

Recognition: With a successful Psyche FEAT, Somon can recognize a member of the Innu pantheon or Talisman.

TALENTS

Somon has Occult Knowledge.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Somon is an arrogant trickster, who will not hesitate to use half-truths to get what he desires. He is cowardly when confronted with superior force.

TUNDRA

STATISTICS

F	UN (100)
A	IN (40)
S	Y (200)
E	CL1000
R	EX (20)
I	RM (30)
P	AM (50)

Health: 1340

Karma: 100

Popularity: -20

KNOWN POWERS

Growth: Tundra is able to assimilate the Land into his body and attain Shift Z Growth. He must begin at Shift X Growth, and increase by +1CS per hour that he travels through the tundra until he reaches his maximum. If his Growth is lower than his strength, his Growth will determine all Strength FEATs.

Animal Control: Tundra has an Unearthly ability to control all of the native animals of the North, with the exception of human beings. He may control all animals in one area.

Land Speed: Tundra runs at Incredible land speed (7 areas/round).

Body Armor: Tundra's huge body provides him with Incredible rank body armor against physical attacks and Remarkable rank body armor against energy attacks.

Recognition: With a successful Psyche FEAT, Somon can recognize a member of the Innu pantheon or Talisman.

Link with the Land: Tundra had a link with the land of the North. Any damage that he sustained from technological attacks would also be taken (in the form of earthquakes) by the land surrounding him.

Reverse Magical Vortex: Tundra is said to have reversed the barrier of the Inuit gods so it also trapped them. He does not seem to have used this ability recently against Alpha's sorcerous characters.

TALENTS

Tundra has Occult Knowledge.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Tundra is a huge creature that lives to grow and assimilate the land into itself. It is at war with Kolomaaq, the Beast of the Snows. Tundra is overconfident and treats opponents as gnats to be swatted.

KARIOOQ

STATISTICS

F	RM (30)
A	EX (20)
S	Y (200)
E	Y (200)
R	EX (20)
I	RM (20)
P	AM (50)

Health: 450

Karma: 90

Popularity: 0

KNOWN POWERS

Corruption: Kariooq has an ability to corrupt that is linked with decay and disease. His ability has never been demonstrated, so the Judge may interpret it as he wants. One possibility is that Kariooq's touch is corrosive, with Monstrous rank corrosive attack on contact. Another possibility is that Kariooq's touch is linked to disease and aging (reduce all physical FEATs by -1CS per touch, which may only be restored by magic.)

Growth: Kariooq has Shift Z Growth. *Recognition:* With a successful Psyche FEAT, Kariooq can recognize a member of the Innu pantheon or Talisman.

Land Speed: Kariooq runs at Incredible land speed (7 areas/round).

Vulnerability: All ice attacks against Kariooq are at +2CS.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Kariooq is a particularly vicious and stupid Great Beast.

TOLAMAQ

STATISTICS

F	RM (30)
A	IN (40)
S	FE (2)
E	Y (200)
R	EX (20)
I	RM (30)
P	AM (50)

Health: 272

Karma: 100

Popularity: 0

KNOWN POWERS

Living Flame: Tolamaq appears as a large firestorm. It covers three areas, doing Unearthly fire damage to any targets within those areas. It cannot be attacked by physical force, but may be damaged by cold or psychic attacks.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Little is known of Tolamaq's abilities or personality. He appears to be haughty and smarter than Kariooq.

GROUP BACKGROUND

The Grapplers are a loosely organized band of female wrestlers, each of whom has superhuman strength and some of whom have other abilities. The original Grapplers were four proteges of Ann "Auntie Freeze" Fraley, one of the premier female wrestlers of the 1950s, who retired after two decades in the ring to become a trainer. The original Grapplers became renowned for their colorful personalities and ring-side antics, but despite Auntie Freeze's tireless efforts at promotion, they were denied the opportunity by the established wrestling federations to make the amount of money their male counterparts made. Titania, the leader of the team, was contacted by an unnamed representative of the Roxxon Oil Corporation in charge of covert operations who happened to be a wrestling fan. The representative offered the four the opportunity to earn a supplementary income by performing a covert operation for the company. The team agreed and were given special paraphernalia to assist them in their mission. Poundcakes was given a pair of boots capable of creating strong seismic vibrations when stamped. Screaming Mimi was given a special vocal-amplifier enabling her to create vertiginous effects. Letha was given special leather belts and straps with various weapons stitched within. Titania was given special one inch diameter discs containing explosives and other devices. The four were then sent to accompany the woman warrior Thundra to infiltrate and destroy Project: Pegasus, a government energy project which Roxxon believed threatened its energy interests. The mission failed and the original Grapplers were tried and jailed for their misdeeds. When they were finally paroled, they discovered that the woman's wrestling movement had lost its momentum without them. They undertook certain petty crimes to support themselves, but were never caught.

Auntie Freeze, in the meantime, was scouting out new candidates for wrestling stardom, and succeeded in discovering several promising candi-

dates. When wrestling promoter Edward Garner organized the Unlimited Class Wrestling Federation for the increasing number of wrestlers who had been barred from the other wrestling associations because of their superhuman levels of strength, Auntie Freeze contacted him to negotiate a woman's division. Auntie Freeze, like many of the managers and trainers of male wrestlers, was contacted by Power Broker Inc., an agency which promises to augment a person's strength to superhuman levels for a very high price. Auntie Freeze sent all of her new clients, as well as the originals, to the Power Broker to undergo treatment. Auntie Freeze's stable of female wrestlers are now known collectively as the Grapplers and are legitimate professional wrestlers in the U.C.W.F. The original Grapplers have resented the newcomers to a certain extent, but are mostly pleased at now being able to earn a living without having to resort to crime. Shortly after losing a bout for leadership of the Grapplers to newcomer Battleaxe, Titania was murdered by the criminal-killer Scourge. Letha became a victim of Scourge months later.

AUNTIE FREEZE



STATISTICS

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

Health: 38
Karma: 22
Resources: GD (10)
Popularity: 10

BACKGROUND

Real Name: Ann Fraley
Occupation: Ex-professional wrestler, manager, and trainer
Identity: Publicly known
Legal Status: Unrevealed
Other Known Aliases: None
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliation: Grapplers
Present Group Affiliation:

KNOWN POWERS

None

TALENTS

Auntie Freeze has Business/Finance talent, as well as Wrestling and Martial Arts A.

CONTACTS

Auntie Freeze has contacts within the Grapplers and the Unlimited Class Wrestling Federation.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Auntie Freeze is a no-nonsense, take charge woman who isn't easily intimidated. She serves as a den mother to the Grapplers and wants the best for her girls.

TITANIA I



STATISTICS

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

Health: 100

Karma: 18

Resources: GD (10)

Popularity: 5

BACKGROUND

Real Name: Davida DeVito

Occupation: Ex-criminal, professional wrestler

Identity: Publicly known

Legal Status: Unrevealed

Other Known Aliases: None

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliation: Grapplers

Present Group Affiliation:

KNOWN POWERS

None.

TALENTS

Titania had talents in Wrestling and Martial Arts A,B,C, and E.

CONTACTS

Titania had contacts with Roxxon Oil, as well as the Power Broker and the Grapplers.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Titania was brash, arrogant, and imposing. She was also a poor loser, and would not hesitate to cheat if it were necessary to win. She had a strong dislike of Thundra.

LETHA



STATISTICS

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

Health: 100

Karma: 18

Resources: GD (10)

Popularity: -10

BACKGROUND

Real Name: Helen Feliciano

Occupation: Ex-criminal, professional wrestler

Identity: Publicly known

Legal Status: Unrevealed

Other Known Aliases: None

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliation: Grapplers

Present Group Affiliation:

KNOWN POWERS

None.

TALENTS

Letha had the Wrestling talent, as well as Martial Arts A,C, and E.

CONTACTS

Letha had contacts with Roxxon Oil, as well as the Power Broker and the Grapplers.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Letha was brash, arrogant, and imposing. She was loyal to Titania, and that loyalty finally took her life.

POUNDCAKES



STATISTICS

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

Health: 100

Karma: 18

Resources: GD (10)

Popularity: 5

BACKGROUND

Real Name: Marian Pouncy

Occupation: Ex-criminal, professional wrestler

Identity: Publicly known

Legal Status: Unrevealed

Other Known Aliases: None

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliation: Grapplers

Present Group Affiliation:

KNOWN POWERS

None.

TALENTS

Poundcakes has the Wrestling and Martial Arts B and E talents.

CONTACTS

Poundcakes had contacts with Roxxon Oil, as well as the Power Broker and the Grapplers.

ADDITIONAL NOTES**BACKGROUND**

Real Name: Mimi Schwartz
Occupation: Ex-criminal, professional wrestler
Identity: Publicly known
Legal Status: Unrevealed
Other Known Aliases: None
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliation: Grapplers
Present Group Affiliation:

KNOWN POWERS

None.

TALENTS

Screaming Mimi has the Wrestling and Acrobatics talents.

CONTACTS

Screaming Mimi has contacts with Roxxon Oil, as well as the Power Broker and the Grapplers.

ADDITIONAL NOTES**ROLE-PLAYING NOTES**

Poundcakes eventually came to resent her old life of crime and became content as a reformed Grappler.

SCREAMING MIMI

**STATISTICS**

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

Health: 90

Karma: 18

Resources: GD (10)

Popularity: 5

BATTLEAXE

**STATISTICS**

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

Health: 130

Karma: 18

Resources: GD (10)

Popularity: 5

BACKGROUND

Real Name: Anita Ehren
Occupation: Professional wrestler
Identity: Publicly known
Legal Status: Unrevealed
Other Known Aliases: None
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliation: Grapplers
Present Group Affiliation:

KNOWN POWERS

Body Armor: Battleaxe's skin gives her Poor protection against physical attacks.

TALENTS

Battleaxe is trained in Wrestling and Martial Arts C.

CONTACTS

Battleaxe had contact with the Grapplers.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Battleaxe is a headstrong wrestler who defeated the Thing (though he obviously threw the fight) and has been living off it ever since.

TYPICAL GRAPPLER

STATISTICS

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

Health: 90

Karma: 18

Resources: GD (10)

Popularity: 5

KNOWN POWERS

Body Armor: A Grappler's skin gives her Poor protection against physical attacks.

TALENTS

Grapplers are trained in Wrestling and Martial Arts B.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Additional Grapplers include Sushi, Butterball, Cowgirl, Gladiatrix, Magilla, and Vavavoom. They are all fearless competitors with a strong sense of family toward each other.

STATISTICS

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

Health: 70

Karma: 26

Resources: FE (2)

Popularity: -5

BACKGROUND

Real Name: Unknown

Occupation: Alien Criminal

Legal Status: Only surviving citizen of unidentified planet—her existence is not known to the general populace of Earth

Identity: None

Place of Birth: An unidentified planet

Marital Status: Now single, possibly widowed

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Ally of Graviton as a member of the "Unified Forces"

Present Group Affiliation:

KNOWN POWERS

Aging: By touch, Halflife can age any organic being or material half way through its normal lifespan, with Amazing ability. She must touch an opponent using her Fighting score. Each touch causes the victim to lose one rank from each of his/her physical abilities, with a resulting Health decrease. If the victim's Health drops to 0, the victim has died of old age. If Halflife is knocked unconscious any victim who has not already died will regain full abilities and Health.

Armor provides no protection against Halflife's special touch, although Force Fields will. Halflife cannot not affect inorganic materials or beings, including energy beings such as Wonder Man or artificial constructs like the Vision.

Skin Armor: Halflife's alien physiology provides her with the equivalent of Good armor.



TALENTS

Halflife has Typical rank Meditative skills.

CONTACTS Halflife was an ally of Graviton, although it is unlikely that she would call on him for help.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Halflife is a vicious killer who cold-heartedly murdered everyone on her home planet. She values silence and tranquility and if presented with no obvious target, will usually attack the noisiest opponent. She is deeply hostile towards anyone who embodies "life" and is an uneasy ally at best.

HISTORY

Little is known of the history of the woman called "Halflife," or how she obtained her bizarre powers. It is known that she is an alien from a previously unencountered race of beings. It is unlikely that her power is natural, as she has claimed that she used it to kill every other being on her native planet.

Halflife was eventually contacted by Graviton, who sought to bring together a group of allies based on the "fundamental forces" of the universe. Halflife exemplified the "weak force," the attraction between matter and anti-matter. She somehow came to Earth where she entered into an alliance with Graviton, Zzzax, and

the alien known as Quantum.

Although Zzzax was defeated, the other three "Fundamental Forces" were able to temporarily defeat the West Coast Avengers. However, Tigra managed to escape and, disguised as one of Graviton's guards, convinced Halflife that Quantum was preparing to kill her. Halflife's ability to strip life proved a stalemate against Quantum's super-strength and ability to recreate himself. Attempting to break up the fight between the two, Graviton applied his own power and the resulting cataclysm caused Halflife's power to seemingly burn out. Graviton's powers failed and the chunk of earth the Fundamental Forces had been using as a headquarters flew off into space, with Halflife still on it. Her final fate is still unknown.

STATISTICS

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

Health: 52

Karma: 18

Resources: None

Popularity: -14

BACKGROUND

Real Name: Anthony Masterson

Occupation: Former English teacher

Legal Status: Deceased citizen of the United States

Identity: Secret

Place of Birth: Tempe, Arizona

Marital Status: Married

Known Relatives: Barbara (wife)

Base of Operations: Mobile

Past Group Affiliations: Servant of the Leader

Present Group Affiliation:

KNOWN POWERS

Energy Absorption: Half-life can drain the gamma-radiation spawned powers of any creature he touches, transferring those powers to himself. Each round he remains in contact with an individual, he transfers 5 points of each power (for example, after two rounds of contact with the Hulk, Half-life would have a total strength of 16 (his own 6 plus 10 drained from the Hulk), putting him in the Excellent range. The drained victim recovers half his Endurance in lost powers each round he is not in contact with Half-life, who loses the stolen powers at the same rate.

If Half-life drains over 25 points in Strength, any Distance Attack, or any Mental Power, he can use his power on any and all gamma-powered characters in the same area.

Half-life's power acts differently when he touches someone without gamma-radiation induced powers. In this case, his touch acts as a Remarkable strength Energy attack, supplying Half-life with the life-force he needs to sustain himself. Characters who have their Health reduced below zero in this manner must

make a Yellow Endurance roll or die immediately. If a victim makes his roll, the normal penalties for having negative Health still apply.

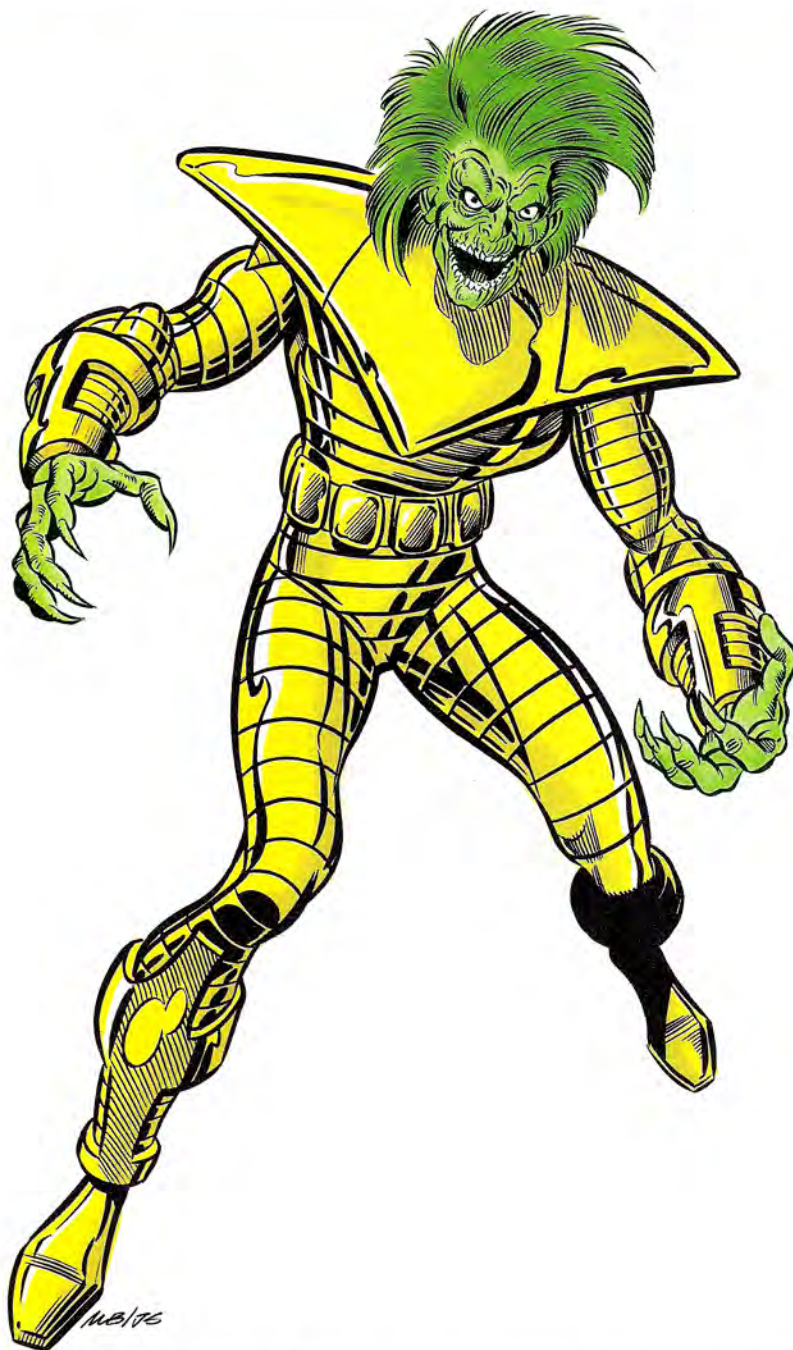
Regenerative Immortality: Half-life is very difficult to kill. Treat all "Kill" results in combat as Stuns. Reducing his Health to negative numbers does not affect him; rather his Recovery is reduced to 10 until his Health climbs to 0. If his arms are detached (which often happens) and he is Stunned by an attack, they can act independently (though they are still under his control). Since they can only crawl

around on the ground at a rate of one area every two rounds, Half-life usually instructs them to rejoin with his main body.

Titanium Armor: When Half-life was a follower of the Leader, he wore a suit of Monstrous strength material. This suit gave him Remarkable body armor (except versus Aimed shots to his head) and prevented the Hulk from ripping him apart.

TALENTS

Half-life has an instinctive talent in Martial Arts C and Wrestling, giving



him a +3 CS in Grappling attacks. He is also well-read and receives a +1 CS to any attempt at recognizing or remembering appropriate quotations from literature.

CONTACTS

The Leader has used Half-life on one occasion, and would not be adverse to doing so again. Half-life is much too loyal to think of draining the Leader's powers.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Half-life is insane, believing himself to be have been killed in a gamma-bomb blast and resurrected. He

seeks to drain enough power and life-force to resume his former teaching position and return to a normal life, a rather baroque goal for a mummified, green-skinned energy vampire. He has been known to kill women in his embrace, believing them to be his wife. It is unknown what he would do should he ever find her.

HISTORY

Tony Masterson was a quiet college professor, humbly teaching English literature. He would have continued to do so for the rest of his life, had he not fallen victim to an experimental gamma bomb invented by Bruce Banner.

The bomb mutated Masterson, giving him strange vampiric powers while withering his skin and bleaching it a ghostly green. His mind unhinged, Masterson believed himself dead and only artificially animated. Calling himself Half-life, he wan-

dered about in a demented rampage.

He came across the gray-skinned Hulk (ironically, the alter ego of Dr. Banner) and found that his touch drained significant amounts of strength from the Hulk. Their fight ended when the Hulk ripped off Half-life's limbs and left.

Half-life's limbs returned to him, however. He was contacted shortly thereafter by the Leader, the Hulk's greatest foe. The Leader provided Half-life with a shell of titanium armor which had a camera mounted on the chest, so that the Leader could observe the Hulk in combat. In this second battle, Half-life had all but killed his gray-skinned opponent, when the Hulk reminded him that his stolen powers would wear off and that he would grow weak and frail again. Half-life revolted at this idea and tried to overtax his powers. He fell into a coma, mummified. The Leader, watching the fight, declared that Half-life would not be getting up again soon, but whether Masterson will return or not is still unknown.

GROUP BACKGROUND

A natural genius in medicine, Arthur Nagan spurned traditional research positions and became a rogue scientist, conducting cruel experiments on gorillas to increase his biological and medical knowledge and his surgical techniques. Somehow, his mistreated subjects began to understand his skills, and when they revolted, they grafted his head (more or less permanently) onto the body of a dead gorilla. After a tellingly brief period of horror and grief, Nagan grew to appreciate and even relish his new body. He sought out others with scientific or mental powers and formed the criminal cartel known as the Headmen.

His first recruit was a minor circus mentalist named Chondu the Mystic. Chondu had engaged in sorcerous combat before, losing badly. He jumped at the chance to join Nagan's group, if only to gather expendable allies.

Jerry Morgan, a research pioneer in cellular biology, was attempting to recreate Henry Pym's shrinking gas independent of the Pym particle. His experiments achieved success, but at a terrible cost: Morgan's experiments shrank his skeleton and internal organs to a height of four-foot-three, but left his skin grotesquely oversized. Embittered by his deformity, Morgan gladly joined Nagan's Headmen.

Ruby Thursday's origins are much less well known. She joined the Headmen in the middle of their first confrontation with the Defenders and the alien known as Nebulon, the Celestial Man. Ruby's head had been somehow replaced with a globe of organic circuitry with a vast array of unusual powers.

The Headmen were ambitious enough to seize the world, and realistic enough to realize that the body of a gorilla, minor mystical powers, shrinking gas, and a plastic head were insufficient for a direct physical take-over. Instead, Nagan used his business skills to enter into politics and high finance. The Headmen captured the Defenders, and Nagan rearranged their brain patterns slightly, so that the Defenders would subconsciously act in the Head-

men's political interests. Ruby made a play as a popular candidate for public office. Morgan's shrinking gas was being peddled to the Indian government as a solution to overpopulation. Due more to Nebulon's interference than any resistance the Defenders could muster, the Headmen were defeated and sent to prison.

During their struggles with the Defenders, the Headmen realized that they needed more physical power. Nagan and Morgan combined their genetics and surgical skills to create a monstrous form for Chondu. Chondu did not appreciate this, and went berserk. In an attempt to ameliorate Chondu's tortured existence, the Headmen recently attempted to transplant Chondu's head onto a headless clone of the She-Hulk. This plan was foiled by Spider-man and She-Hulk, and the Headmen have been returned to custody.

ARTHUR NAGAN



STATISTICS

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

Health: 150
Karma: 60
Resources: EX (20)
Popularity: -4

BACKGROUND

Real Name: Arthur Nagan
Occupation: Research scientist, criminal
Legal Status: American citizen with a criminal record
Identity: Public
Place of Birth: San Diego, California
Marital Status: Single
Known Relatives: None
Base of Operations: New York City
Past Group Affiliations: The Headmen
Present Group Affiliation:

KNOWN POWERS

Gorilla Body: Nagan's head is grafted onto the body of a 600 lb. black gorilla. He has trained in the use of this body to exceed the physical prowess of most gorillas, reflected in the statistics above. The body also provides him with Good Body Armor against blunt physical attacks, and Typical protection against all Energy attacks.

TALENTS

Nagan is a genius in bio-genetics and the medical sciences. He has been able to switch human brains from one skull to another, as well as keeping a human brain alive and in stable condition by soaking it in a bowl of life-preserving fluids. He receives +3 CS when making attempts in bio-genetics or surgical fields. He is also a skilled entrepreneur who receives a +1 CS when involved in business or financial matters.

CONTACTS

Like his fellow Headmen, Nagan doesn't get around much. He has a handful of financial associates with whom he conducts business over the phone, but has no other contacts per se.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Nagan's personality fits the stereotype of the sociopathic scientist, willing to commit any atrocity in the pursuit of "truth." He is the leader of the Headmen, due to his vision, his skill in combat, and his calculating manner.

CHONDU THE MYSTIC



STATISTICS

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

Health: 56
Karma: 36
Resources: TY (6)
Popularity: -10

BACKGROUND

Real Name: Unknown
Occupation: Former carnival mystic, criminal
Legal Status: Citizen of the United States with a criminal record
Identity: Secret
Place of Birth: Charleston, South Carolina
Marital Status: Single
Known Relatives: None
Base of Operations: New York City
Past Group Affiliations: Headmen
Present Group Affiliation:

KNOWN POWERS

Mystic arts: It is unclear whether Chondu's powers are actually magical in nature or merely psionic. Whichever the case, he must make a Yellow Psyche FEAT to use his powers. If he succeeds, he can attempt to control another's will, or attack another mentally, at Typical intensity. In his original body, Chondu could project his astral self and engage in psychic combat.

Artificial Body: Chondu's brain was placed into a powerful artificial body, with eagle legs (which do Good rank Edged damage), bat wings (allowing Chondu Excellent speed Flight), and eight lamprey-like arms which do Excellent damage if Chondu manages a Yellow result in a Grappling attack. If Chondu gets a Red result, this damage continues every round thereafter until Chondu breaks off the attack or his opponent Escapes. He also has a unicorn-like horn which can inflict Incredible damage if Chondu charges an opponent.

Before he received his new body, Chondu's statistics were:

F	A	S	E
TY	TY	TY	GD

Currently, Chondu is a disembodied head, still perfectly conscious, who has the following statistics:

F	A	S	E
SH 0	SH 0	FE	TY

TALENTS

Chondu has the Occult Lore and Sleight of Hand talents. He has, in

the past, created fields which inhibit Dimensional and Universal magical phenomena.

CONTACTS

Other than his fellow Headmen, Chondu has no contacts.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Chondu was a scheming, wily criminal. These attitudes would have made him a dangerous man were his powers any more impressive. His small-time criminal tendencies were replaced by insane rage when he realized what sort of "Ray Harryhausen" body he had been given by his fellow Headmen. The only body he has so far seen as suitably "young, powerful, and male" has been Spider-man's. Fortunately for the web-slinger, his radioactive blood prevents the Headmen from using Spider-man's body.

JERRY MORGAN



STATISTICS

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

Health: 24

Karma: 42

Resources: RM (30)

Popularity: -3

BACKGROUND

Real Name: Jerome Morgan

Occupation: Former scientist, criminal

Legal Status: Naturalized citizen of the United States with a criminal record

Identity: Public

Place of Birth: Hamilton, Ontario

Marital Status: Single

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: Headmen

Present Group Affiliation:

KNOWN POWERS

Cellular Compression Gas: Morgan's major contribution to the Headmen has been his Cellular Compression Gas, which can be fired from a compressed-air gun. Anyone within the gas' area of effect (the gun can cover any area adjacent to Morgan) is reduced in size to $\frac{1}{25}$ of their normal height. Morgan and his clothing are immune to the gas. The gas is of Excellent intensity.

TALENTS

Morgan is a genius at cellular biology, receiving a +2 CS in any attempt in that field. For example, he was able to clone the She-Hulk's gamma-irradiated body while reducing the head to a vestigial nerve-clump.

CONTACTS

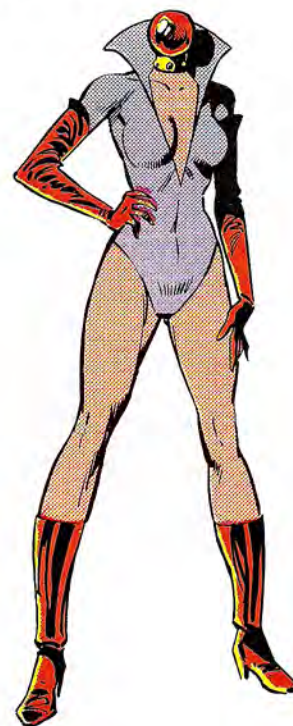
Outside of the Headmen, Morgan has a number of political contacts. He has lost all contact with his fellow biologists, however.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Jerry Morgan is a bitter man, trapped in a hideously baggy (and presumably pain-riddled) skin. He is canny and intelligent in business transactions and a quick thinker in battle. He avoids physical confrontations, preferring to let his more battle-oriented partners deal with physical combat.

RUBY



STATISTICS

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

Health: 90

Karma: 70

Resources: EX (20)

Popularity: 20

BACKGROUND

Real Name: Unrevealed

Occupation: Criminal

Legal Status: Unknown. She has a criminal record in the United States.

Identity: Secret

Place of Birth: Unrevealed

Marital Status: Unrevealed, presumed single

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: The Headmen

Present Group Affiliation:

KNOWN POWERS

Organic circuitry: Ruby Thursday's head has been somehow replaced with a mass of "organic circuitry"

that can mimic all the proper functions of a human head: seeing, hearing, speaking, and presumably eating. Ruby does not need to breathe.

It also allows Ruby to exercise a number of powers:

- * The red spherical mass can alter its shape. She can form up to four tentacles, each of which can stretch two areas. These tentacles have a number of attacks: Remarkable Blunt damage, Good Edged damage, or Excellent constriction damage if an Excellent rank Grappling attempt succeeds.
- * Her head can also form other shapes. With a Power Stunt, Ruby can disguise herself as a normal red-haired woman.

- * It can fire up to twenty projectiles, each doing Good Throwing Edged damage. Ruby can deplete her head like this only once a day.

- * The head can separate from Ruby's neck. In this condition, she can control both her head and body, although her body's Agility

drops to Poor. Her head can fly at Good speeds and receives a +2 CS in Dodging and Evading attempts.

- * The head can fire blasts of pure Force (4 area range, Excellent damage). If in contact with an individual, the head can generate Amazing intensity energy of almost any type. For example, she once hurt the Hulk with Amazing anti-gamma radiation.

TALENTS

Ruby has shown herself to be skilled in scientific matters, particularly Physics and Computers. She receives a +1 CS in these areas. She also has the Engineering talent and a +1 CS to her popularity roll when attempting to influence large groups of people. Physically, Ruby can use Martial Arts A and B.

CONTACTS

At this time, her political aspirations in shambles, Ruby has no contacts outside of the Headmen.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Ruby Thursday is a team player, offering the Headmen her considerable scientific expertise and physical capabilities while arguing for no great cause of her own. In some cold-blooded way, she seems to actually like her partners. She is self-disciplined and ready to put down any nonsense. When her plans go awry, however, she is coldly vengeful.

GROUP BACKGROUND

The Hellfire Club originated in England in the 1760s as a social organization for the elite of British society. The Club not only provided its members with pleasures, often of sorts that violated moral standards of the time, but also served as a means for the members to consolidate their influence over British economic and political matters.

A number of the Club's most important members, led by the wealthy trading company owner and former Member of Parliament Sir Patrick Clemens, and his mistress, the renowned actress Diane Knight, emigrated to the colony of New York in the 1770s, where they founded the new American Hellfire Club. Clemens and Knight served as its first leaders under their Club titles of Black King and Black Queen. The Club's headquarters was an abandoned church that stood on the site of the present day Hellfire Club mansion, located at what is now Fifth Avenue on Manhattan's East Side, only a few blocks away from the Avenger's Mansion.

Today's Hellfire Club counts among its members the wealthy, the powerful, and the celebrated from virtually all over the world. Membership is by invitation only, but such invitations are rarely turned down, for membership in the Hellfire Club is universally regarded as the ultimate status symbol.

As far as the general public and, indeed, most of the Club's members are concerned, the Hellfire Club is a thoroughly respectable upper class social organization principally devoted to giving spectacular parties. It is also generally known that these parties serve as a means for members of the social, economic, and political elite to meet unofficially to discuss matters of mutual interest, and to strike political or business deals.

The Club's highest ranking members belong to its Inner Circle, who dress in late Eighteenth Century costumes for Circle meetings and other formal occasions involving the Club. Inner Circle members hold positions named after chess pieces: the leaders are King and Queens, followed

by Bishops, Knights, Rooks, and Pawns. It is possible for there to be two Kings (a Black King and a White King) or two Queens in office simultaneously. However, such situations almost invariably lead to power struggles, and so there is usually only one King and one Queen at a time. If a member of one faction of the Inner Circle displaces a member of another faction as King or Queen, he or she usually names his rank after the opposite color to his predecessor's. Hence, when Sebastian Shaw deposed the most recent former leader, a White King, he became a Black King.

Unknown to most of the Club members, the Inner Circle members are engaged in a conspiracy to dominate the world through the accumulation of economic power and political influence. The Inner Circle commands great financial resources, highly advanced technology, and a large body of mercenaries, all of which they use in their subversive activities.

The previous leader of the Inner Circle, then known as the Council of the Chosen, was a White King who threw the Council's financial and technological support behind Dr. Stephen Lang's attempts to capture superhuman mutants with Sentinel robots. Lang's endeavor ended in disaster, and Black Bishop Sebastian Shaw and White Queen Emma Frost seized the opportunity to turn the White King out of office. Shaw became the new Black King, leader of the Council, which he renamed the Inner Circle, and master of the entire Hellfire Club. As leader Shaw worked closely with his ally Frost, the White Queen.

Shaw and Frost are both not only heads of major corporations but are also superhuman mutants. They have given other superhuman mutants positions of power within the Inner Circle. Moreover, Frost is also headmistress of the Massachusetts Academy, a private school in New England for which she recruits adolescent superhuman mutants as well as the sons and daughters of the elite so that she might bring them under the Inner Circle's influence. It is at the Academy that Frost trains a

team of adolescent superhuman mutants known as the Hellions.

Some years ago, the mutant Jason Wyngarde, otherwise known as Mastermind, sought admission into the Inner Circle. To prove his value, Wyngarde mesmerized the first member of the X-Men to be known as Phoenix into willingly becoming the Club's Black Queen. In reality this Phoenix was an immensely powerful energy being who had taken on a human guise and persona patterned after Grey's. Wyngarde's tampering with Phoenix's mind backfired by triggering her transformation into the evil Dark Phoenix, who temporarily rendered him catatonic. The Inner Circle therefore withdrew its invitation to him to become a member.

Later Shaw survived an attempted challenge to his leadership of the Circle by its renegade White Bishop, Donald Pierce. Pierce kidnapped Shaw's aide, Tessa. Professor Charles Xavier and the New Mutants defeated Pierce. Tessa returned to the Inner Circle, which took Pierce prisoner.

Still more recently Friedrich von Rohem, a member of the Inner Circle, sponsored the superhuman mutant and sorceress known as Selene for membership in the Circle. Selene has since become the Circle's Black Queen. Hence there are now two women holding the rank of Queen within the Inner Circle.

In recent years the Hellfire Club's Inner Circle has clashed several times with the mutant X-Men, and the enmity between the two groups persisted until the seeming death of the latter.

Shortly before the "death" of the X-Men, Magneto was approached by the Hellfire Club to join as the White King. Seeing this position as a means to better the position of mutants in society, Magneto accepted. He recently deposed the Black King and now rules as the Grey King. Shaw has withdrawn all technological and financial support from this group, but with the other financial holdings of the Club this does not represent a major threat.

The identities of most of the members of the Inner Circle have yet to be revealed.

BLACK KING



STATISTICS

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

Health: 80

Karma: 70

Resources: IN (40)

Popularity: 15/50 with business and social elite

BACKGROUND

Real Name: Sebastian Shaw

Occupation: Chief executive officer and principal shareholder in Shaw Industries, Inc.

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

Identity: Shaw's mutant abilities and status in the Hellfire Club are not known to the general public

Place of Birth: Pittsburgh, Pennsylvania

Marital Status: Single

Known Relatives: None

Base of Operations: Worldwide; Shaw's corporate headquarters is located in New York City

Past Group Affiliations: Former Leader and Black King of the Hellfire Club and of its secret Inner Circle

Present Group Affiliation:

KNOWN POWERS

Kinetic Absorption: Sebastian Shaw can absorb and convert kinetic energy directed at him into Strength, Agility, and Health. Whenever he is directly struck by any physical attack or most forms of energy, the damage is added to his Health, to a maximum of 400 points. For every 50 points that Shaw's Health increases above 100, his Strength and Agility in-

crease by +1 Rank, to a maximum of Unearthly Strength and Incredible Agility.

Any damage that Shaw receives is deducted from the extra Health first. Loss of this Health will cause a loss in his Strength and Agility. Health gained by Shaw is lost at the rate of 10 Health/round. Before going into battle Shaw will usually strike a wall to increase his store of kinetic energy, or have an ally hit him with an attack that he can absorb.

If Shaw's Health ever increases beyond 400 as the result of his absorbing damage, his power "overloads." He must make a normal "Stun?" roll, and all of his attributes revert to normal.

Anti-magnetic Harness: Shaw wears a special harness underneath his suit as a defense against Magneto. Once per recharge, it can be used to repel up to an Amazing weight of magnetic metal that Shaw is in contact with. It will also inflict a Incredible Force attack on any individual with magnetic power or iron-based armor. Recharging the harness requires a special unit that is not portable. Shaw keeps several such recharging units at his various bases and factories.

TALENTS

Shaw's Reason is considered to be Incredible in the fields of business or finance, and Remarkable in the fields of defense or armament design. He has trained in Martial Arts B.

CONTACTS

Shaw is the president and primary stockholder of Shaw Industries, a major multi-national company with strong U.S. defense connections. Until recently, he was the leader of the Hellfire Club but has since been deposed by the White King, Magneto. He employs an aide with a computer-like mind, Tessa, who has served him faithfully for many years.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Shaw is a ruthless man who prefers to rely on cunning, not brute force. He does enjoy using his powers, however, to humble his opponents, but he usually does so as a last resort. Above all else, he will never do anything that will endanger his social or financial status.

BLACK BISHOP



STATISTICS

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

Health: 56

Karma: 40

Resources: IN (40)

Popularity: 15

BACKGROUND

Real Name: Harold Leland

Occupation: Corporate Lawyer

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

Identity: Leland's mutant abilities and status in the Hellfire Club were not known to the general public

Place of Birth: Boston, Massachusetts

Marital Status: Single

Known Relatives: None

Base of Operations: Leland's law offices were located in New York City

Past Group Affiliations: Former Black Bishop of the Hellfire Club and of its secret Inner Circle

Present Group Affiliation:

KNOWN POWERS

Gravity Increase: Leland could increase the mass of any person or ob-

ject within 5 areas of him. The effect of this was that a target had to make a Strength FEAT roll to move or physically attack on the first round of the attack, a Yellow FEAT roll on the second round, and a Red FEAT roll on the third. At this point any floors made of Typical Material or less gave way under the target. An object subject to this attack, if of Typical Material or less, would collapse.

For each subsequent round after this the Material Strength of the floor or item that gave way increases one level up to Amazing strength. On each subsequent round the target would need to make an Endurance FEAT roll or collapse and lose one Endurance rank (per failed roll). If Endurance of the target dropped below Feeble he or she was crushed to death.

If Leland is knocked unconscious or the target is knocked out of range, the target's mass returns automatically to normal (although damage is not recovered.) Leland could not normally concentrate on more than one target: he could target two with a Yellow Psyche FEAT roll, and four with a Red FEAT roll. Leland had to make this FEAT roll on each round he attempted to main concentration on all targets.

TALENTS

Leland was a corporate lawyer, and his Reason was considered Remarkable in such matters.

CONTACTS

Leland was on good terms with a number of businesses that he had represented in the past. He was one of the ranking members of the Hellfire club before his death, loyal to Sebastian Shaw.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Although not a coward, Leland preferred to use his powers only in self-defense, or to further the causes of the Hellfire Club. He was not an experienced combatant and could easily be tricked into doing something foolish in battle (like using his powers on a target directly overhead).

BLACK ROOK



STATISTICS

F	TY/RM (10/30)
A	PR/EX (4/20)
S	TY/EX (6/20)
E	GD/IN (10/40)
R	EX/PR (20/4)
I	TY/RM (6/30)
P	EX/RM (20/30)

Health: 30/110

Karma: 46/64

Resources: RM (30)

Popularity: 5

BACKGROUND

Real Name: Friedrich von Roehm

Occupation: Jeweler, High Priest of Cult of Selene

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

Identity: von Roehm's activities as priest and status in the Hellfire Club were not known to the general public

Place of Birth: Amsterdam, Denmark

Marital Status: Single

Known Relatives: None

Base of Operations: von Roehm's office and primary jewelry shop were located in New York City

Past Group Affiliations: Leader of a cult of Selene worshippers in New York City, former Black Knight of the Hellfire Club and of its secret Inner Circle

Present Group Affiliation:

KNOWN POWERS

Transformation: von Roehm possessed a recessive mutation that, when activated by his mistress, Selene (the Black Queen), allowed him to become a berserker in combat. von Roehm gains the second set of statistics listed above, and can do Excellent Edged damage with his bare hands and teeth. He can follow any trail with Incredible ease and gains Excellent Rank Infravision. He can ignore pain to the extent that he gains the equivalent of Poor Body Armor.

TALENTS

Von Roehm was a jeweller with Incredible expertise in that field and Remarkable Reason in business/financial matters. He also had an extensive knowledge of history, and his Reason is +1 CS when dealing with a culture that his mistress Selene interacted with.

CONTACTS

Von Roehm had Incredible contacts within the jewelry business. He was the leader of the New York City cult who worshipped Selene. He was a trusted, if minor member of the upper Hellfire hierarchy.

ADDITIONAL NOTES

ROLE-PLAYING NOTES Von Roehm enjoyed the use of power, but had very little ambition. He was content to bask in the glow of his position as Selene's primary worshipper. In his berserk form he was an uncontrollable beast who would respond only to his mistress's commands.

TESSA



STATISTICS

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

Health: 30

Karma: 30

Resources: TY (6)

Popularity: 4

BACKGROUND

Real Name: Tessa (Last name unrevealed)

Occupation: Personal Aide to Sebastian Shaw

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

Identity: Publicly known, although her affiliation to the Hellfire Club was not known

Place of Birth: Unrevealed

Marital Status: Presumed single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Advisor to the Inner Circle of the Hellfire Club and Sebastian Shaw

Present Group Affiliation:

KNOWN POWERS:

Computer Mind: Tessa's Reason is considered Monstrous when it comes to accessing and collating data she has had access to. By making a Reason FEAT roll, she can come to 90-100% accurate conclusions regarding the motivations and probable actions of any individual, group, or company. She must have a complete understanding of the material she is using, and so is unable to apply her abilities to the creation of devices.

TALENTS

Tessa has a Photographic memory. She also has knowledge of the fields of Business and Finance.

CONTACTS

Tessa has been a close associate of Sebastian Shaw for years, and he will go to great lengths to keep her from danger or rescue her if she is in trouble. Before Shaw's break with the Hellfire Club, she was considered equally valuable to them.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Tessa is cool, calm, and collected under all circumstances. She serves Shaw out of loyalty, not fear, and he respects her for it. She is not a combatant and will always try to reason her way out of a dangerous situation. Although not emotionless or computer-like, her judgements usually do not take the feelings of those involved taken into account, but only provide the clearest way to obtain a goal.

WHITE BISHOP



STATISTICS

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

Health: 100

Karma: 50

Resources: IN (40)

Popularity: 8

BACKGROUND

Real Name: Donald Pierce

Occupation: Mining Industrialist

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

Identity: Pierce's cybernetic abilities and former status in the Hellfire Club are not known to the general public

Place of Birth: Pittsburgh, Pennsylvania

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Former White Bishop of the Hellfire Club and of its secret Inner Circle

Present Group Affiliation:

KNOWN POWERS

Cybernetics: All of Pierce's limbs are cybernetic, providing him with the high Agility and Strength listed above. He cannot heal damage to his limbs, only have them repaired. Only the last 20 points of his Health are considered his own and can be regained normally. Damage is normally taken on the cybernetic limbs, but a Bulseye would do damage to Pierce's own 20 points. If these 20 points go to 0 Pierce is rendered unconscious, regardless of the other 80 points.

Pierce can direct power to his "skin" generating an Excellent electric field with a range of touch.

As a defense against the White Queen and other opponents with psionic abilities, Pierce has had a number of mechanical/electronic devices installed, that provide him with the equivalent of Amazing psi screens.

TALENTS

Pierce was a mining magnate and has Incredible Reason in areas related to it. He also has Remarkable Reason in the field of cybernetics.

CONTACTS

Pierce has a number of contacts in the mining business. Any contacts he might have had in the Hellfire Club where eliminated when he was deposed.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Pierce is obsessed with regaining the power and status he has once held in the Hellfire Club. A high-ranking member of the group before Shaw's takeover, he was the only ranking non-mutant to remain in the Inner Circle. He is contemptuous of the "mutant influence" that Shaw brought into the group.

In combat he is ruthless. He prefers to let his unassuming appearance fool opponents into underestimating him.

WHITE ROOK



STATISTICS

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

Health: 32

Karma: 28

Resources: IN (40)

Popularity: 4

BACKGROUND

Real Name: Emmanuel Da Costa

Occupation: South American Industrialist, land developer

Legal Status: Citizen of Brazil with no criminal record

Identity: Da Costa's status as a member of the Inner Circle are not known to the general public

Place of Birth: Rio de Janeiro, Brazil

Marital Status: Divorced

Known Relatives: Roberto (son), Nina (wife, divorced)

Base of Operations: Da Costa's primary headquarters are located in Brazil, but he currently tends to operate out of a branch office in New York City

Past Group Affiliations: White Rook of the Hellfire Club and of its secret Inner Circle

Present Group Affiliation:

KNOWN POWERS

None.

TALENTS

Da Costa has the Business and Finance talents. He speaks Spanish, Portuguese, and English fluently.

CONTACTS

Costa has vast South American business contacts and is a prominent member of the Hellfire Club. He is currently estranged from both his son, Roberto (Sunspot of the New Mutants), and his wife, an archeologist.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Da Costa has the ruthlessness and disregard for scruples that great wealth seems to encourage. He is often tyrannical, particularly with his own family, but so far is keeping a low profile as one of the newest Inner Circle member, and the only one without any superhuman abilities.

HELLFIRE CLUB
MERCENARIES

STATISTICS

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

Health: 56

Karma: 18

Resources: TY (6)

Popularity: 0

EQUIPMENT

Body Armor: The typical mercenaries employed by the Hellfire Club Inner Circle have been supplied with kevlar costumes which not only disguise their features but also provide for Excellent protection against Blunt or Throwing Blunt attacks, Good protection against Edged or Throwing Edged attacks, and Poor protection against energy attacks or gasses.

Rifle: The Hellfire Mercenaries are armed with rifles that can fire either semi-automatically or in bursts of ten, each bullet hitting individually for Good damage. Each rifle contains 30 rounds.

Psi-screen: The White Queen has constructed protective psi-screens in the minds of her servants, giving them Excellent Resistance against Psionics.

Bionics: After Wolverine seriously mauled a dozen Hellfire Mercenaries, the Hellfire Club reconstructed them with high-efficiency prosthetics. These Mercenaries are enhanced to the point where their Body armor is Incredible against Blunt attacks, Excellent against Edged damage, and Good against energy blasts. Their Strength is Good and their Endurance has been raised to Remarkable, giving them Health scores of 60. These mercenaries have a great hatred of Wolverine.

TALENTS

The Hellfire Club Mercenaries have undergone intensive Military train-

ing. They have the Military skill, +1 CS on all firearms, and Martial Arts B. The cybernetically enhanced mercenaries also have Martial Arts A and C.

CONTACTS

The mercenaries have the backing of the Hellfire Club for training and equipment. Considering the desperate fights in which they usually find themselves, they have a keen sense of camaraderie.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

The mercenaries of the Hellfire Club are treated as cannon fodder by the Inner Circle. As such, they are as brave as the situation permits.

STATISTICS

F RM (30)
A RM (30)
S MN (75)
E MN (75)
R GD (10)
I GD (10)
P RM (30)

Health: 210

Karma: 50

Resources: FE (2)

Popularity: 0

BACKGROUND

Real Name: Paragon

Occupation: Adventurer

Legal Status: Indeterminate

Identity: Public

Place of Birth: The Enclave

Marital Status: Single

Known Relatives: None

Base of Operations: Milky Way Galaxy

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Absorption Power: Her automatically absorbs available Cosmic Energy and transforms it into useful powers and personal energy. With a Power Stunt, she can raise her Strength or Endurance to Shift X for 5 turns, once per day.

Armor Skin: Her can generate a protective cocoon of Amazing Material strength. While in her cocoon, Her is unaware of any activity outside of her protective shell. She can only leave the cocoon at the psionic bidding of an outside source or at a pre-determined time.

Flight: Her can attain Shift Z velocity in an atmosphere, and Class 1000 speeds in deep space.

Healing: While in her cocoon, Her possesses Monstrous self-healing.

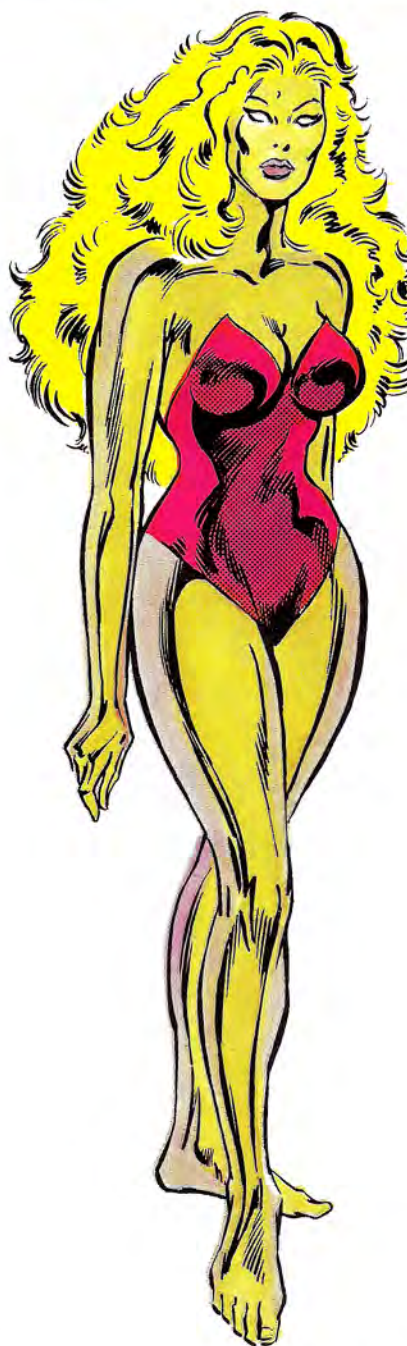
Kinetic Bolt: Her can fire Incredible beams of pure force.

Self Sustenance: Her can survive indefinitely without air, water, or food.

True Invulnerability: Her possesses Good resistance to all attacks, and can survive indefinitely in deep space.

TALENTS

Her can use the medical and astro-navigational talents.



CONTACTS

As Paragon, Her was a tool of the Enclave; they are now her enemies. She later befriended the Thing and Moondragon.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Her is concerned with finding her ideal mate. She believes she is to be the mother of a new race of superbeings. After her disappointment at failing to resurrect Warlock, Her has set her sights elsewhere. She will willingly assist others if she thinks they can help Her on her quest.

HISTORY

Her was the Enclave's second attempt to create a superbeing under their control. They modified the original design (which had produced Him, later to be known as Adam Warlock) to create a more responsive being. Further, they intended to have Doctor Strange, a leading neurosurgeon, perform an operation on the being, one they hoped would remove

their creature's ability to rebel. They erred. History repeated itself as Paragon was born and immediately proceeded to destroy the Enclave's citadel. Paragon fled into space, wrapping himself in a protective cocoon and contemplating his next step.

Although Paragon was designed as a male-formed neuter humanoid, it was capable of significantly altering its form. Contact with the Enclave's computers had informed Paragon of Him's existence, and

Paragon had decided to reform itself as Him's perfect mate, Her. Her went in search of Him and learned that, as Adam Warlock, he had perished saving the universe from Thanos. With the help of the Thing and Moondragon, Her located Warlock's body, animating it with pseudo-life. However, the newly-risen body lacked Warlock's mind and spirit. She returned the body to its grave and then went off in search of a mate elsewhere in space. She was last seen heading towards Earth.

STATISTICS

F IN (40)
A EX (20)
S AM (50)
E AM (50)
R EX (20)
I TY (6)
P RM (30)

Health: 160

Karma: 56

Resources: GD (10)

Popularity: -10

BACKGROUND

Real Name: Robert Bruce Banner

Occupation: Physicist, Enforcer for Mike Berengetti

Legal Status: US Citizen with no criminal record.

Identity: Publicly known

Place of Birth: Dayton, Ohio

Marital Status: Married

Known Relatives: Betty Ross Talbot Banner (wife), Brian Banner (father, deceased), Rebecca Banner (mother), Jennifer Walters (cousin), Thaddeus E. Ross (father-in-law, deceased), Karen Ross (mother-in-law, deceased)

Base of Operations: Las Vegas

Past Group Affiliations: Defenders, Hulkbusters, Berengetti Enterprises

Present Group Affiliation:

KNOWN POWERS

Alter Ego: The Hulk is Bruce Banner's other form. Conditions which have triggered the transformation vary, but currently, it is the dawn when Banner arises, and sunset when the monstrous form of the Hulk falls. It is important to note that the Hulk's Health score is independent of Banner's. The only exception to this would be the death of one or the other form which would, of course, carry over. Banner has the following statistics:

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

Invulnerability: Transformation into the Hulk provides Banner with Amazing protection against physical attacks, Incredible protection from energy attacks, and Monstrous resistance to cold, heat, fire, or disease.

Hyper-Leaping: The Hulk's powerful leg muscles provide him with Shift Y leaping ability, enabling him to cross 7 areas per round.



Adrenaline Surge: In times of great stress, the Hulk's Fighting and Strength scores increase +1 CS, and his attack damage increases to Unearthly.

TALENTS

The Hulk has no talents, but is a master of sneaky tactics. As Bruce Banner, he has the Electronics, Chemical, Physical, and Biological skills, receiving +1 CS when he attempts FEATs in these sciences.

CONTACTS

The Hulk is a close associate of Mike Berengetti, a casino operator in Las Vegas. Were the Hulk to make himself known to the Defenders, or to Rick Jones, he would be able to enlist their help. Banner can count on the aid of the X-Men, Daredevil, the Fantastic Four, and the Avengers.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

In his current gray form, the Hulk is not nearly as powerful as the green-skinned behemoth that the public remembers. But he more than makes up for this by a sinister viciousness. He is as intelligent as Banner, but disregards most of the knowledge he has. The Hulk is now a thug, willing to cooperate with others on his terms alone and perfectly happy to kill anyone who gets in his way. He has one major goal at present: to keep the lifestyle he'd built for himself as "Joe Fixit," an enforcer for Michael Berengetti. To this end, he will go to any lengths to keep his alter-ego under wraps, and to guard against anyone finding out that he is the Hulk.

HISTORY

A genius in nuclear physics, Robert Bruce Banner went to work for the United States Defense Department nuclear research facility at Desert Base, New Mexico. There, Banner met General Thaddeus E. "Thunderbolt" Ross, the Air Force officer in command of the base, and Ross' daughter Betty. Banner and Betty Ross eventually fell in love with each other. Banner designed and oversaw the construction of the "gamma bomb" or "G-bomb," a nuclear weapon that had a high gamma radiation output.

Banner was present in the instrumentation bunker at the test site for the first underground trial detonation of the gamma bomb. Observing that a civilian had breached security and entered the restricted test area, Banner told his colleague Igor Starsky to delay the countdown while he tried to

get the civilian to safety. Starsky, secretly a Soviet agent, did nothing. He was confident that Banner would die in the explosion, bringing the project to a halt. Reaching the civilian, a teenager named Rick Jones, Banner threw him into a protective trench. Before Banner could get himself to safety, the gamma-bomb detonated, and intense waves of radiation hit the surface. Banner was irradiated with highly-charged radioactive particles.

At first, Banner changed into the Hulk at sunset and reverted to human form at dawn. However, Banner's body eventually acclimated itself to the changes, so that his transformations into the Hulk were triggered by the release of adrenaline when he became intensely excited, no matter what time of day or night it was. Usually, the Hulk possessed little of Banner's memory or intelligence and was easily enraged. Hence, the Hulk was a menace continually hunted by military forces commanded by the implacable Thunderbolt Ross. For a short time, Banner managed—through radiation treatments—to maintain enough of his personality when he became the Hulk to control himself in that form, and he even became a founding member of the Avengers in this form. But once again the Hulk lost Banner's intelligence and became a brutish menace. For a surprisingly long time, Banner managed to hide the fact that he was the Hulk, but his secret inevitably became public knowledge. For years Banner wandered the world as a fugitive, cursed by his recurring transformations into the bestial Hulk.

One place where the Hulk was welcome was the sub-atomic world ruled by a princess named Jarella. She saw something of the child-like gentleness of the Hulk, and the two were, after a sort, in love. But tragedy struck when Jarella returned with the Hulk to Earth and surrendered her life to protect a child.

Finally, scientist Leonard "Doc" Samson captured the Hulk and succeeded, through unknown means, in separating Banner's psyche and atomic structure from the Hulk.

Hence Banner and the Hulk were now two separate beings. The Hulk, now free of the last vestiges of Banner's moderating influence, escaped and became a greater menace than ever before. Banner became leader of a new government task force to capture the Hulk, called the new Hulkbusters. Banner also married Betty Ross, believing himself free from the curse of the Hulk.

Soon afterwards, Doc Samson discovered that Banner's life force was tied to that of the Hulk, and that their continued separation threatened to kill both of them. A hurried experiment reunited the two in a new arrangement. The Hulk was now gray once more, and again manifested himself only at night. Moreover, he was possessed of all of Banner's intelligence, although few of his specific memories, and none of Banner's morality. He sought to keep himself alive and in control. Only during the full moon, when enough reflected sunlight hit the Earth to bring out some of Banner's buried personality, would the Hulk have any kind of feelings whatsoever.

The Hulk soon ran afoul of the Leader, who proceeded to trap the Hulk in an enclosed area with a detonating gamma-bomb. Coincidentally, the Hulk was simultaneously brought to Jarella's world, narrowly escaping the effects of the gamma-bomb. The Hulk found himself embroiled in a religious war and agreed to assist one side of wizards in return for their preventing Banner from ever surfacing again.

Returned to Earth, the Hulk adopted the identity of "Joe Fixit," and sought employment in Las Vegas as a leg-breaker. He joined with Michael Berengetti and the two share a tenuous kind of friendship. It appears that the Hulk has managed to convince most of his associates that his gray skin is some racial characteristic.

Recently, the Banner-suppressing spell has worn off. Again, the Hulk appears only at night, with Banner, now claiming to be Joe Fixit's half-brother, dominant during the daylight.

STATISTICS

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

Health: 20

Karma: 22

Resources: TY (6)

Popularity: -5

BACKGROUND

Real Name: "Buck" Mitty

Occupation: Out-of-work entomologist and professor, criminal

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

Identity: The general public doesn't care who Humbug is.

Place of Birth: Indianapolis, Indiana

Marital Status: Single

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Insect Noises: Humbug has a collection of cassette tapes, each of which holds the call of a particular insect. Properly amplified through Humbug's gloves, these insects' noises have a variety of effects. To date, the Humbug has demonstrated the following effects:

- * **Eye-spotted Budmoth:** A hypersonic pitch that delivers Good Throwing Blunt damage and requiring onlookers to make a Red Intuition FEAT roll (Green if the character in question can hear hyper-sonic calls) to determine the direction of the attack.

- * **Imbricated Snout Beetle:** A powerful attack, magnetically charging all metal objects in the target area with the same polarity at Incredible intensity, so that they repel each other. Humbug can use this power with a three area range.

- * **Oblique-banded Leaf Roller:** A vibrating hum that requires its victims to make an Endurance FEAT roll against Amazing intensity to avoid chortling uncontrollably. The blast has a three area range, and can affect all targets in the same area. A victim can attempt to break

free of the effects once every three rounds.

- * **Wheat-stem Sawfly:** An Excellent Throwing Edged attack with a two area range.

- * **Salt-marsh Mosquito:** This shrieking attack shatters all glass for four areas in all areas in a general line-of-sight. In the Humbug's target area, this attack shorts out all electronic equipment.

- * **Meadow Spittle-bug:** Good Force damage to all objects in the target area, up to two areas away.

- * **Saw-toothed Grain Beetle:** A



delicate wheezing that melts electronic equipment in the same area as the Humbug while not interfering with any charges passing through that equipment. The Humbug uses this sound to evade alarm systems.

- * **Buffalo Tree-hopper:** Incredible intensity Force damage with a two area range.

- * **Bloodsucking Cone Nose:** The Cone Nose has a roar which can set small fires. Amplified, the sound gives the Humbug the Amazing ability to ignite combusti-

bles within a four-area range.

Other effects, equally impressive, are possible from such cassettes as the Cow-pea weevil, the Short-nosed cattle louse, and the Plaster bag-worm, although the bag-worm's effects are probably non-lethal.

TALENTS

Humbug is a trained entomologist, receiving +1 CS to any research done in that area.

CONTACTS

None.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Mitty is obsessive about his little friends. He is first and foremost concerned that insects are studied and appreciated. His crime spree originated when he desperately needed money to continue his research. He would never intentionally endanger anyone unless insect lives were in danger.

HISTORY

Buck Mitty was the victim of a tightened academic budget at Empire State University, as his Entomology department was the subject of severe cut-backs. Rather than accept a transfer to another area in the Biological Sciences, Mitty quit. He regretted his decision soon enough, for he was now without the funds necessary to continue his research

into our six-legged friends.

And so began a life of crime.

His first outing, an attempt to steal several million dollars worth of black pearls, was abortive, as an armed gang of thugs had beaten Humbug to the waterfront. Humbug would have confronted the thieves and taken the pearls if not for the intervention of Spider-Man, whose entrance discouraged Humbug.

The next afternoon, Humbug attempted to steal millions of dollars from an armored car, only to be put down by Spider-Man after an unsurprisingly brief fight.

Released by a sympathetic judge, Humbug returned to crime, now intending to rob Empire State University. Again, he encountered Spider-Man, and surrendered when Spidey threatened to kill a jar of roaches. Humbug is currently in prison awaiting trial.

STATISTICS

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

Health: 40

Karma: 30

Resources: GD (10)

Popularity: -1

BACKGROUND

Real Name: Unknown

Occupation: Dilettante

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

Identity: Infectia's identity and powers are unknown to the general public

Place of Birth: Unknown

Marital Status: Single

Known Relatives: Father (name unrevealed, deceased)

Base of Operations: New York City

Past Group Affiliations: Leader and creator of the Anti-Bodies

Present Group Affiliation:

KNOWN POWERS

Molecular Alteration: Infectia is capable of altering organic molecular structures with Remarkable ability and inorganic ones with Typical ability. By doing so she can add up +3 CS to any attribute or power that a target or object possesses (+1 for inorganic targets). She can cause Remarkable damage (Typical for inorganic matter) or even add new powers from the following categories: Resistances (but not to Magic or Mental attacks), Body Control Powers (but not Alter Ego, Blending, Invisibility, Phasing, or Shape-Shifting), Body Alterations/Offensive (Claws and Extra Body Parts only), and Body Alterations/Defensive (Absorption, Body Armor, Regeneration or Water Breathing). To add two Powers, she must make a Yellow FEAT roll against her Power rank (one try only), and to add three powers she must make a Red FEAT roll.

To use her power Infectia must touch her bare skin to her victims': her preferred mode is through kissing. Her victims may attempt an En-

durance FEAT roll with a -2 CS to resist her attack. Her power will not affect inorganic living beings, including energy beings (such as Wonder Man) and artificial lifeforms (such as the Vision).

Infectia's mutant power will not work on other mutants. At least, not as she wishes. However, it will cause Remarkable damage and may cause the mutant to "mutate" even further (The exact effects of this reaction are up to the Gamemaster).

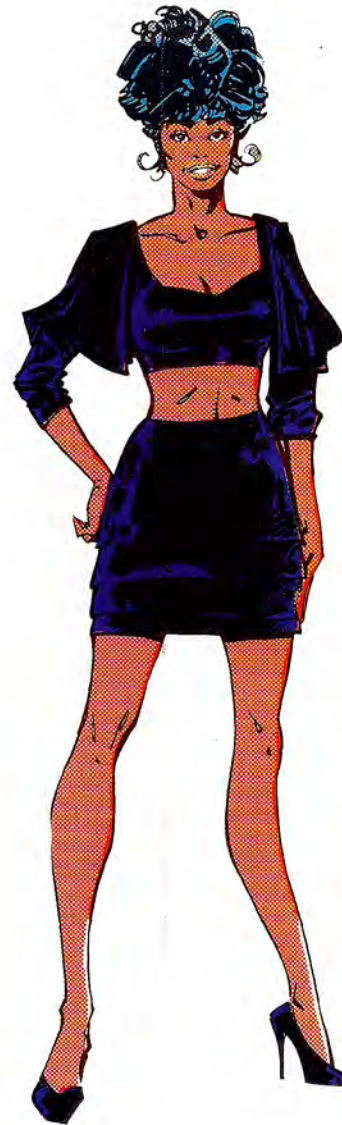
Molecular Perception: Infectia is capable of perceiving and deciphering

genetic structures, thus allowing her to use her powers effectively. She is considered to have Remarkable ability in this regard.

Anti-Bodies: In the past Infectia has mutated normal humans so that they can do her bidding. These "Anti-Bodies" on the average have the following statistics:

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

These Anti-Bodies may also be given one or more Powers at Infectia's discretion. The Anti-Bodies are



inherently unstable, and will totally disintegrate in 1-10 hours. If they become involved in combat, they will automatically disintegrate in 2-20 turns.

TALENTS

Infectia was taught genetic science by her father, and her Reason is considered Excellent in the field.

CONTACTS

None, although Infectia is capable of creating mindless slaves whenever necessary.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Infectia is somewhat of an "air-head". "With great power comes great fun" is her creed. She is very self-centered, and uses her powers mainly to gain slaves so that they can then go out and obtain whatever she wants. She is not a fighter, preferring to leave that to her Anti-Bodies.

HISTORY

Much of Infectia's past is unknown. She was the only daughter of a genetic scientist. Apparently her mutant powers manifested early and her father recognized them and trained her in their use. He died while she was in her early teens, leaving her a moderate amount of money and his laboratory.

Without any formal training, Infectia (as she now called herself) had little hope for a "normal" life. She used her power to create Anti-Bodies to bring her wealth, and since they

self-destructed before being captured, nothing was ever connected to her.

When X-Factor saved New York City from Apocalypse, their Ship caught her eye. Desiring it, she created Anti-Bodies to try to capture it. When this failed, she set her eye on seducing Iceman so she could gain access to Ship. This ploy was foiled by X-Factor's youthful proteges, the X-Terminators. She eventually lured Iceman back to her apartment, captured him, and prepared to alter his genetic structure.

The Beast, who was currently limited in intelligence, had gathered that something peculiar was going on and had followed Infectia and Iceman back to her apartment. He interposed himself between the two just as Infectia unleashed her power, and was altered himself, in a process that eventually caused him to mutate into his former blue-furred self. While Iceman tended to his comrade, Infectia escaped and is still at large at this time.

STATISTICS

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

Health: 32

Karma: 66

Resources: GD (10)

Popularity: 15/20 in 1989

BACKGROUND

Real Name: Arno Stark

Occupation: Munitions designer

Legal Status: Citizen of the United States in the 21st century with no criminal record

Identity: Unrevealed to the populace of 20th Century Earth.

Place of Birth: Paris, France

Marital Status: Widowed

Known Relatives: Father (deceased, name unrevealed), Cynthia Stark (wife, deceased), Arno Jr. (son, deceased)

Base of Operations: Stark Enterprises, early 21st Century

Past Group Affiliations: None.

Present Group Affiliation:

KNOWN POWERS

Armor: Arno Stark introduced 21st Century state-of-the-art technology into Tony Stark's Iron Man armor. He designed the armor specifically for his physiology, and when he wears it, he has the following statistics:

F	A	S	E
RM	GD	AM	IN

The suit consists of Amazing material strength metals which give Iron Man Good Resistance versus acid, heat, cold, and most energy attacks, Remarkable Resistance versus physical and force attacks, and Shift Y protection against radiation and electrical attacks.

The armor also possesses rockets which allow Stark to fly at Monstrous airspeed. The boots also contained roller skates, which could be extended to allow Iron Man Excellent ground movement.

Iron Man's gauntlets can fire a retractor beam, which provides Incredible strength Telekinesis with Typical control.

Shuriken: The Iron Man armor can throw two disk-shaped edged weapons, each of which does Amazing damage and has a 10-area range.

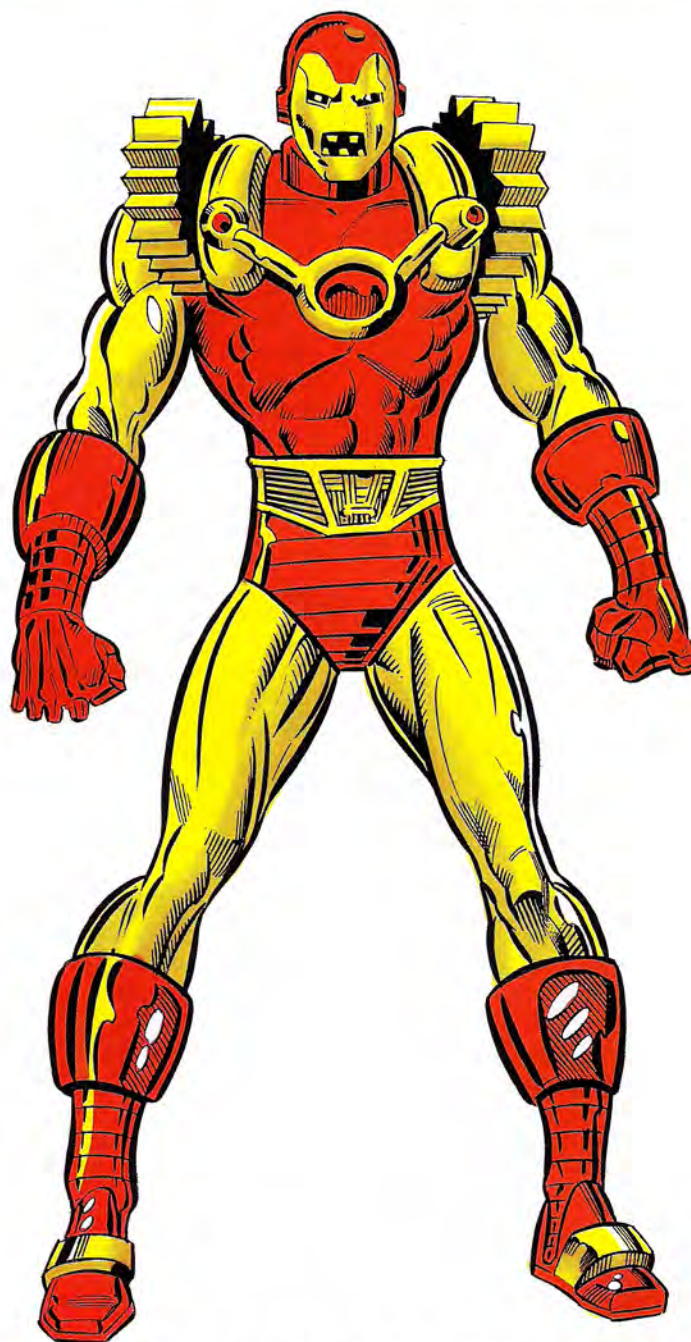
The armor can fire energy bolts of enormous destructive capacity. The bolts have a range of ten areas. Everyone in the target area and each adjoining area takes Unearthly intensity damage. A drawback is that Iron Man cannot "pull his punch" to deliver less than Amazing level damage.

Perhaps the most significant improvement in the 21st Century armor

is the cybernetic computer link-up. The computer, named SX-9, can guide Stark's aim, improving his firing by +2 CS. It also acts as a Danger Sense of Typical rank and provides basic bookkeeping functions as well. It is, however, particularly fragile. If Iron Man's suit sustains any damage, the computer will go down for 3-30 turns, readjusting and repairing itself.

TALENTS

Arno Stark is a genius, even by 21st Century standards. He has the Engi-



neer, Computers, and Electronics skills.

CONTACTS

Arno Stark works for the government and has high-level military contacts. His research assistant, Dr. Hawkins, perished in the destruction of Stark Enterprises.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Before his wife and son died, Arno Stark was a rash and egotistical inventor, proud of his work on time travel and the Iron Man armor. He felt that the attention he was receiving was certainly justified. But he was troubled about his munitions work. He tended to ignore interpersonal problems until they reached serious proportions. His attitudes after his bomb went off, killing his friends and family, is unrecorded. Certainly, he would do anything possible to somehow save his family.

HISTORY

In 2015, Stark Enterprises had been bought by Arno Stark (no relation), using his father's fortune to gain him access to the technology Anthony Stark had invented decades before. However, Arno's father's fortune proved insufficient to support the younger Stark's two pet projects: a more sophisticated suit of Iron Man's armor and a functioning time machine. To support research on the time machine, Stark volunteered his technological skills to the military, building enormous nuclear munitions.

This put Stark in conflict with a number of anti-war groups. Like many of his other problems, he brushed these protesters aside until one of them, a terrorist named Robert Saunders, rigged a nuclear bomb kept at Stark Enterprises to detonate. Saunders didn't reconsider when he found that Stark's wife and son were visiting Stark Enterprises at the time, because Saunders intended to deactivate the device before it was to go off, scaring Stark and revealing the bomb to the public, but harming no one.

Unfortunately, Stark, as Iron Man, accidentally killed Saunders as he was trying to escape the sealed S.E. compound. Even worse, Saunders' retina patterns were needed to defuse the bomb, and those patterns

were unavailable now.

But Stark had a time machine. He travelled back to 20th century Earth to read the retina patterns of the twelve-year-old Saunders, but there were complications. Saunders had been kidnapped by the original Blizzard. Iron Man rescued Saunders and then, when Blizzard pressed the attack, killed the criminal.

Then, Spider-Man interfered as well, accidentally dropping the retina scanner. Stark therefore found himself required to take Saunders back to 2015. Spider-Man, frightened and confused by the unfriendly attitude of someone who resembled the more familiar Iron Man, fled with Saunders. Tragically, the child was caught by shards of flying glass from a window blown out by one of Stark's powerful blasts.

Enraged, Spider-Man attacked, crippling the Iron Man armor. The fight ended when Stark was sent back to his own time, only to find that the bomb was somehow defective, detonating several minutes early and killing his wife and child.

Several years later, Iron Man was shown accepting contracts from other industrialists. His track record was pretty good until he accepted an assignment from Madame Summer Bain, to lead a raid on a group known as the Wreckers. This put him in conflict with Machine Man, who defeated him in battle twice. Iron Man's exploits past this time are unrevealed.

Statistics given for the armors which follow reflect only the modifications made possible by the electronic enhancements of the suit and the maximum levels attainable by the suit's design. When worn by various individuals, these attributes can be greatly altered.

MK VII UNDERSEA ARMOR

STATISTICS

F	+1 CS	EX (20)
A	+1 CS	EX (20)
S	+5 CS	IN (40)
E	+6 CS	UN (100)

KNOWN POWERS

Body Armor: The undersea armor, designed for salvage missions at the bottom of the deepest oceans, gave its wearer Incredible protection against acid, heat, and cold attacks, Amazing protection against most physical and energy attacks, and Unearthly protection against radiation, electricity, and force attacks, including the crushing pressure at the greatest ocean depths.

Aquatic propulsion jets: The deep sea armor does not have the traditional rockets for propulsion. Instead, it uses water jets that give Iron Man an Amazing degree of hyper-swimming.

Crampons: The armor does not have the traditional roller skates. Instead, it has extendable "claws" on the feet, for better traction. They offer Iron Man Good clinging.

Self-sustenance: Despite other reports, Iron Man's standard armor cannot provide for more than an hour of air. This specialized suit, however, has recycling equipment, allowing him to stay under the surface until he needs food.

Unibeam: The deep sea armor has a chest beam that acts as a floodlight (Remarkable intensity and 6 area range, even at the ocean depths) or as a laser (Amazing intensity and 3-area range).

Sonar: Iron Man has sonar, which allows him to make out the outline of

any object within 5 areas, if he makes an Intuition roll against Typical intensity, or up to 15 areas if he makes a Remarkable intensity Intuition roll.

Radio: The armor includes conventional multi-band radio transceivers.

Repulsors: The deep sea armor's repulsors are designed to work at the ocean's depths, doing Amazing damage at a 6-area range.

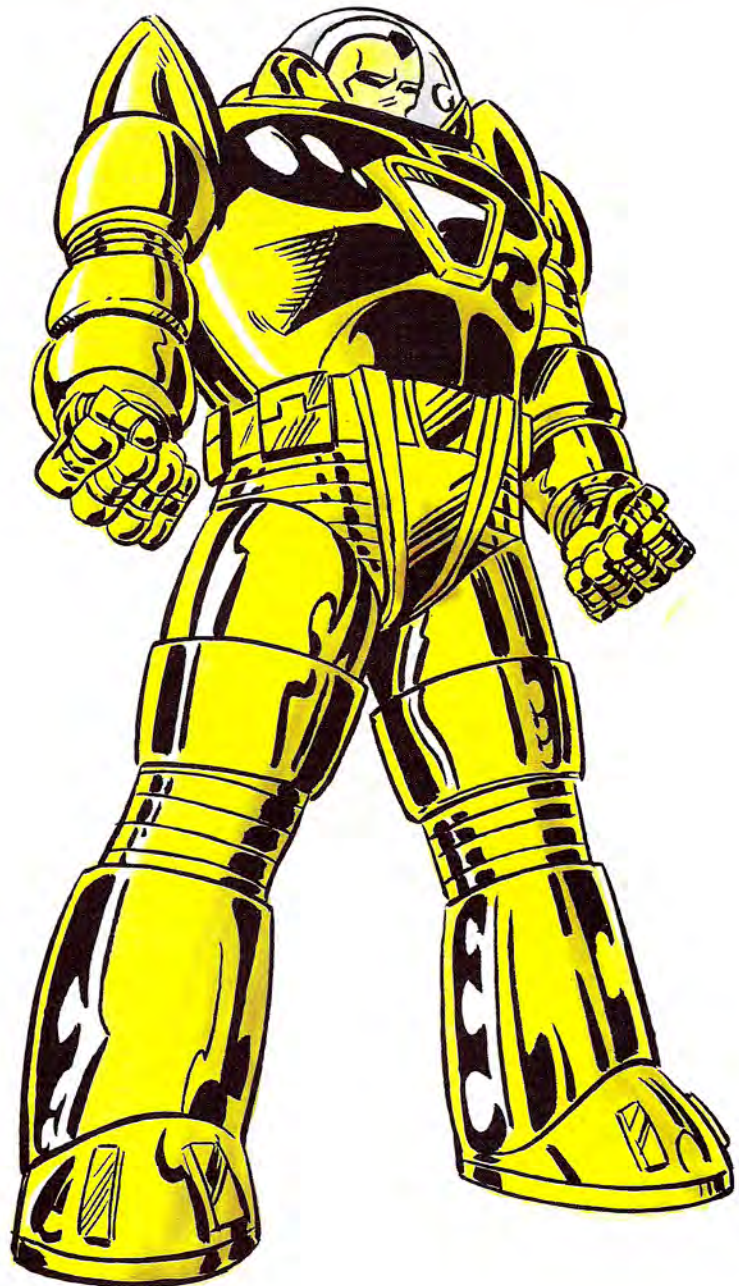
Electrical Generation: Because water is a much more efficient conductor than air, Iron Man installed electrical transmitters in the surface of the

suit, which cause Incredible electrical damage to all creatures or objects within the area Iron Man occupies and all adjacent areas as well.

Torpedoes: Iron Man has two Remarkable-damage mini-torpedoes, which he can fire either singly or simultaneously. They have an effective range of 4 areas.

Ink cloud: Borrowing a lesson from the octopus, Iron Man can create a three-area wide cloud of inky Darkness which lasts for 3 turns.

Holding container: Iron Man's deep



sea armor has a large holding bay in the back, allowing him to store objects up to the size of a large stereo speaker.

Emergency suit: In cases where Iron Man would find himself trapped under debris, he designed a smaller, inner suit that could support him for brief periods. This suit has the following statistics:

F	A	S	E
+2 CS	+2 CS	+4 CS	+4 CS

It cannot raise Fighting, Agility, or

Strength above Remarkable, nor Endurance higher than Amazing. It contains both the aquatic propulsion jets and Excellent airspeed boot rockets. It offers Incredible protection against most attacks except acid (Good protection), radiation and electricity (Incredible), and force or pressure (Amazing). The emergency armor carries a unibeam identical to the unibeam on the standard Mark VI silver armor and two mini-torpedoes, but no other armament. It has stand-

ard armor self-sustenance capabilities, and the radio and sonar powers of the deep sea armor. Also, the backpack on the deep sea armor is attached to the emergency suit. Lastly, Stark designed the outer shell of the deep sea armor to automatically detonate two turns after the inner suit ejects, causing Shift X damage to anything in the same area as the abandoned armor.

MARK III-B STEALTH ARMOR

STATISTICS

F	+2 CS	RM (30)
A	+3 CS	RM (30)
S	+5 CS	IN (40)
E	+6 CS	MN (75)

KNOWN POWERS

Body Armor: The improved Stealth armor offers Remarkable protection against all physical, energy, or acid attacks, and Amazing protection against radiation and electrical attacks.

Rocket: Iron Man's jet boots give him Excellent airspeed. Like all other models of his jet boots, they do Remarkable heat damage if used as weapons.

Hyper-digging: Like his Golden Avenger armor, this suit allows Iron Man to make Good progress through Good strength material.

Repulsors: Iron Man's new Stealth armor does have repulsors, which can do up to Amazing damage with a 10 area range. But they have a limited supply of power. Between recharges, Iron Man can only fire 150 points of damage through his repulsors (three shots at maximum output, more if he conserves power by firing at lesser levels).

Sensors: The armor provides infra-vision, radar (which identifies outlines of an object up to 10 areas away if a simple Hearing roll is successful), sonar (see above, works only underwater), and heat detectors, each of which has Incredible rank and a range of 10 areas.

ECM: The Stealth armor absorbs or deflects radar and sonar waves, providing Monstrous invisibility to such detections.

Camouflage effect: This is a variation on the chameleon effect Stark designed into the Silver Centurion armor. Unfortunately, that module interfered with the cybernetic controls of the armor, providing a nasty case of feedback and massive headaches. The Camouflage effect in the current suit is entirely manually controlled. As such, it provides the



wearer with Excellent invisibility to visual or camera detection, but only against backgrounds that are mostly of one color.

MARK VIII

STATISTICS

F	+2 CS	RM (30)
A	+3 CS	RM (30)
S	+5 CS	AM (50)
E	+6 CS	MN (75)

KNOWN POWERS

Body Armor: When the armor is activated (which is usually the case, unless its electrical systems are down) its Remarkable material strength is enhanced to Amazing. It offers Remarkable protection against acid, Amazing protection from physical, heat, or cold attacks, Monstrous protection from most energy attacks, and Unearthly protection against radiation and electricity.

Force Field: For a maximum of five turns each hour, Iron Man can surround himself with a Monstrous rank Force Field. While this field is operational, Iron Man's armor can be engaged in no other activity.

Rocket: Iron Man's boot jets allow him to fly at Excellent airspeed (10 areas per round) and still maneuver. If Iron Man wishes to do so, he can move at Monstrous airspeed (30 areas per round), but can perform only the simplest actions while doing so. (He could use his armor's radio, for example, but not fire his repulsors or perform a charging attack.) The boot jets operate in vacuum for only 10-100 minutes, but during that time, Iron Man can travel at Shift X (50 areas/round or 750 miles per hour) speeds. If Iron Man uses his thrusters as weapons, they do Incredible damage and have a 2-area range.

Plasma Bolt Generators: Iron Man's armor can generate "torpedoes" of high-energy plasma. These have a range of 10 areas, and do 10 points of damage per area they travel. For example, they would do only Good damage to a target in an adjacent area, but Unearthly damage to a target 10 areas away. However, the plasma travels more slowly than Iron Man's beam weapons. Characters wishing to Dodge the plasma have a +1 CS for every two areas distance the plasma must travel. (a character 5 areas away would suffer Amazing damage from the plasma bolt, but re-

ceives a +2 CS if he decides to try Dodging.)

Repulsors: The current Iron Man armor has repulsors which do Amazing damage and have a 10-area range.

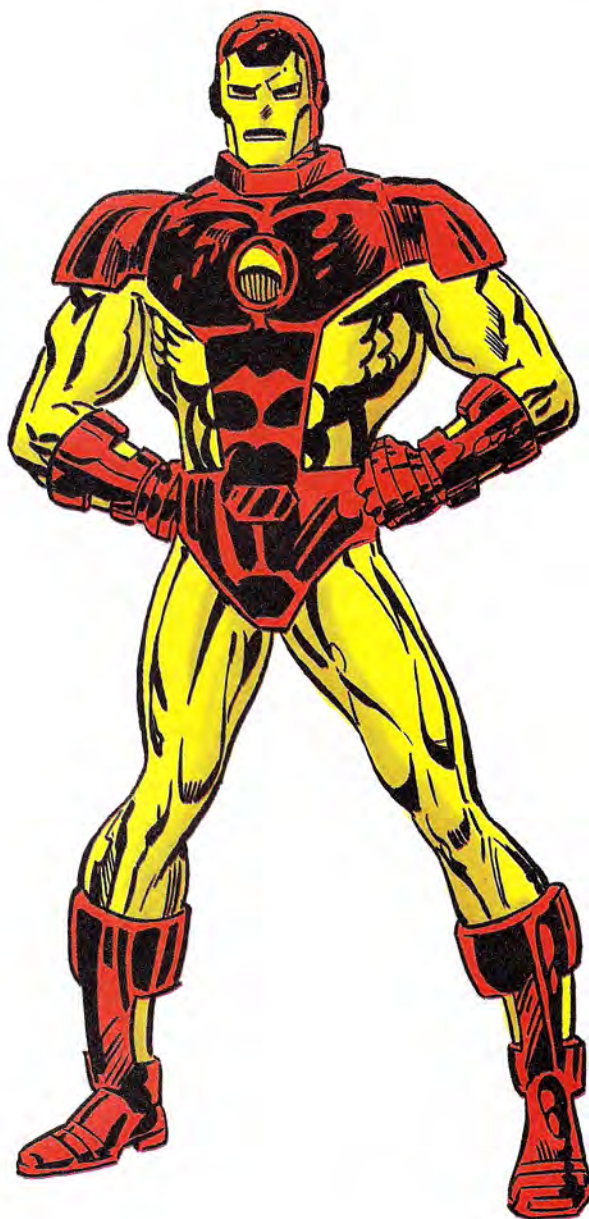
Unibeam: The chest beam on the armor can be used as a Remarkable intensity floodlight with a range of 3 areas, or as an Amazing intensity laser, also with a 3-area range.

Heat beam: The armor can generate a narrow beam of heat, doing Incredible damage at a range of 3 areas. The beam can be internalized as well. Iron Man is protected against

this effect, but no character can lay hands on the exterior of the armor without suffering Incredible damage.

Magnetism: Iron Man's armor can generate magnetic control at Incredible intensity. He is limited to simply moving metallic objects around, as opposed to, say, making cages out of scrap metal, unless he begins such subtle manipulation as a Power Stunt.

Absorption: The armor can absorb up to 300 points of energy, either for recharging or to be harmlessly dissipated. With an Incredible intensity



Reason FEAT, Iron Man can use this energy to increase his Strength, Flight, or Repulsors to Unearthly intensity for a maximum of 3 turns. Each turn he overloads his system in this way, Iron Man must obtain a Red result on the Amazing intensity column. Failing this, the armor short-circuits and is drained of power until repaired. This power operates at Unearthly rank, but absorbing an incoming attack is considered a Yellow-level Power Stunt.

Self-sustenance: The Iron Man armor provides its wearer with approximately one hour's worth of recycled air.

Protected Senses: The armor contains ear-protectors to baffle incoming noise of greater than 70 decibels. Similarly, blinding lights automatically trigger polarized lenses in Iron Man's eye-slots, which offer Remarkable protection against such flares. However, a blinding attack can possibly affect Iron Man before his armor's computers can react. The armor must make a Remarkable FEAT against the Agility of the opponent to successfully protect Iron Man's eyes. Iron Man can manually trigger the lenses without computer assistance, if he expects to be attacked with a bright light, but doing so penalizes him -1 CS for Intuition rolls requiring sight.

Sensors: Iron Man has 3-area Infravision, Radar (a successful Intuition roll can give Iron Man details about the rough shape of his surroundings for 3 areas), Sonar (same as Radar, but usable underwater, with a -1 CS modifier to the Intuition roll, and with a range of 6 areas), "Life" Detectors

(measuring heat and pinpointing heat sources in a 3-area range), and Electrical power Detectors (showing Iron Man power-lines in a building's walls, for example, with Amazing ability and at a range of 5 areas) built into his helmet. He can also tune into all radio bands and frequencies with Monstrous ability, and transmit on private wave lengths, CB, and Ham radio channels. Iron Man's micro-computers have the ability to provide translations for incoming messages in many of the Earth's more popular languages

ECM: Iron Man's armor has Remarkable invisibility to Radar and Sonar.

Electro-magnetic Pulse: Iron Man's newest major armor module is an EMP generator. This device shuts down all electrical devices in a one-mile radius, including most of Iron Man's own systems (life support and sensors remain on-line) for six minutes.

Anti-theft Device: Should anyone attempt to analyze or duplicate any of the circuitry in the armor, he must make a Reason FEAT against Monstrous intensity or trigger the security circuits. These circuits will immediately melt the interior of the armor to slag, and will trigger Incredibly powerful explosive devices to destroy the armor two turns thereafter.

HISTORY

Tony Stark discovered that some of his technology had been stolen by Spymaster and sold to Justin Ham-

mer, who incorporated some circuitry into the armor of several of his henchmen and associates. Most of these clients were using Stark's technology for criminal purposes, a situation Stark found intolerable.

After planting an appropriate information-eating virus in Hammer's computer network, Stark tracked down and destroyed the pirated armor modules. He chose to use the most immediate means available, namely no-nonsense strong-arm tactics, and so violated many laws, put certain facets of national security at risk, and accidentally killed the Soviet agent known as the Gremlin.

In response, the Army was assigned to capture Iron Man. An armored behemoth with nuclear capabilities was sent to dispatch him, and Stark was fortunate to escape with his life.

Stark began constructing another set of armor, making appropriate improvements and returning to the classic red-and-gold color scheme. As Iron Man was seemingly killed by Firepower, Stark Enterprises announced that this was a new employee wearing the armor.

The "new" Iron Man's first task was to defeat Firepower and his maker, an industrialist named Brand. Despite Firepower's superior armament, Iron Man was able to capture him without incident.

As of this writing, Tony Stark has been paralyzed from the waist down, a victim of Kathy Dare, an insanely jealous old girlfriend. How this will affect Iron Man's abilities has yet to be determined.

STATISTICS

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

Health: 185

Karma: 54

Resources: AM (50)

Popularity: 10

BACKGROUND

Real Name: Obadiah Stane

Occupation: Business entrepreneur, president and chairman of the board of Stane International

Legal Status: Deceased citizen of the United States with no criminal record.

Identity: Publicly known

Place of Birth: Unrevealed

Marital Status: Presumed single

Known Relatives: Zebediah (father, deceased)

Base of Operations: Various bases around the world, later principally Stane International headquarters, Long Island, New York

Past Group Affiliations: President and chairman of the board of Stane International, head of an organization of various European and Oriental corporations, ally of Madame Masque

Present Group Affiliation:

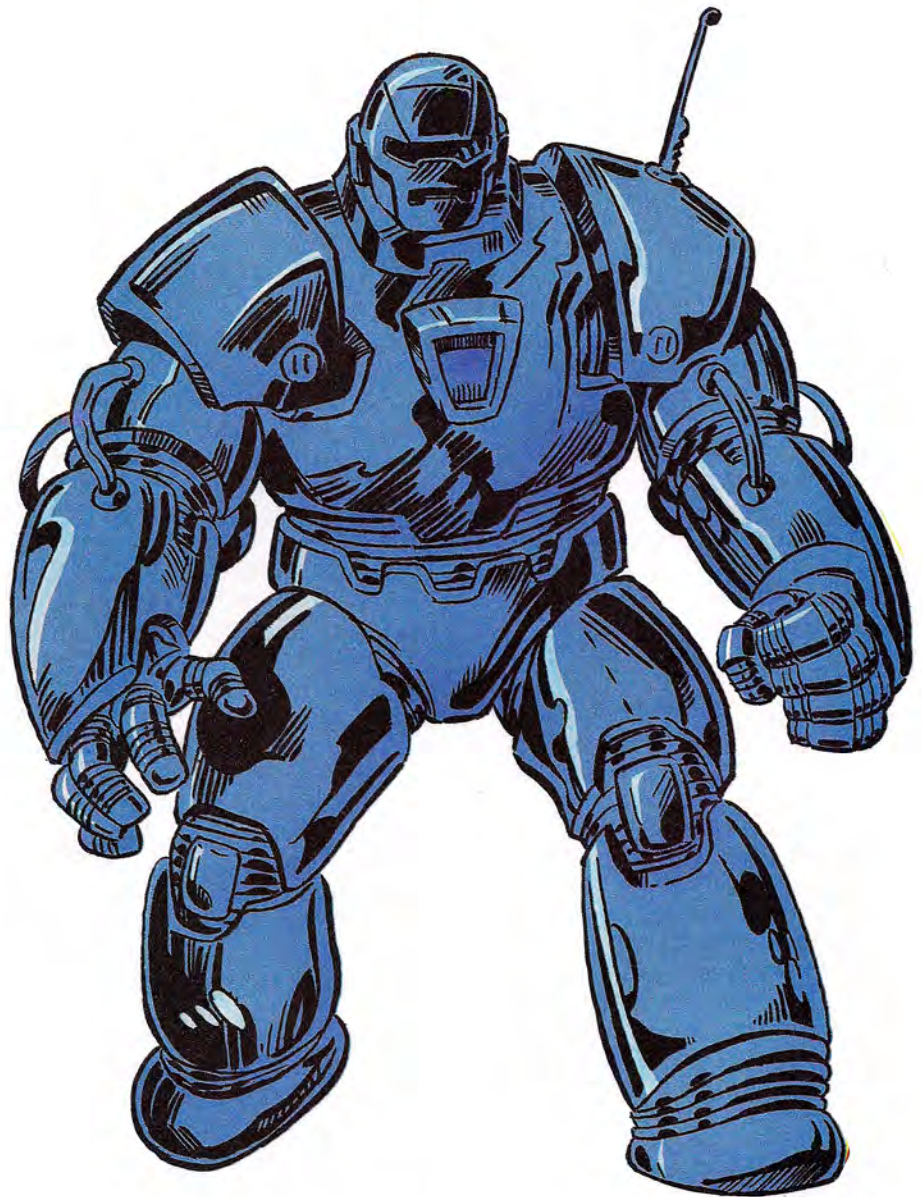
KNOWN POWERS

Body Armor: The Iron Monger suit is an adaptation and improvement of the original Gray Iron Man armor. It is made of Incredible strength material and offers Incredible protection from acid or most physical attacks, and Monstrous protection against cold, heat, radiation, and most other energy attacks.

Magnetic Control: The Iron Monger suit has Amazing strength Magnetic powers. Like Iron Man, his ability to fine tune his power to perform delicate manipulations is undeveloped.

Life Support: The Iron Monger suit allows its wearer to survive in a hostile environment (underwater or hard vacuum, for example) for two hours.

Growth: The Iron Monger suit is bulky, weighing over four tons and standing nine feet tall. Opponents



receive +1 CS when attempting to hit him.

Flight: The Iron Monger has Good airspeed (8 areas per round). If his boot jets are used as weapons, they cause Incredible damage in a two-area range.

Repulsors: The Iron Monger has Monstrous intensity repulsors, which have a 12-area range.

Unibeam: The chest beam on the Iron Monger suit houses a Monstrous strength laser with a range of 7 areas.

Computer Control: The Iron Monger

armor is controlled by outside computers. The above Fighting, Agility, and Intuition scores are used for the Iron Monger regardless of the scores of the individual wearing the armor as the computer takes control over these attributes. The computer is ill-prepared to handle multiple opponents. If the Iron Monger is fighting more than two opponents, his Fighting, Agility, and Intuition are decreased by one rank. If he's fighting more than five, by two ranks. If the computer link is ever disconnected, the Iron Monger has the same Fight-

ing and Intuition scores as its wearer, and an Agility score two ranks lower than that of its wearer.

Alter Ego: The Iron Monger armor was constructed by Obadiah Stane, and the statistics above are for his term in the Iron Monger suit. Without the armor, Stane has the following statistics:

F	A	S	E	I
TY	TY	PR	TY	GD

Since Stane's suicide, the Iron Monger armor has found its way into the possession of the federal government, which recently used the armor to test and demonstrate the fighting abilities of John Walker, the new Captain. The suit gives its wearer a +5CS boost in Strength (up to a maximum of Monstrous) and a +6CS boost in Endurance (again, with a maximum of Monstrous). The Reason and Psyche of the Iron Monger remain those of its wearer.

TALENTS

Stane had the Business/Finance talent and the Engineering skill, receiving a +1CS in these areas.

CONTACTS

Stane was the center of a vast financial empire, and could call on experts in many fields. He wasn't too picky about their attitudes and morals (Doctor Atlanta was serious disturbed, for example), but he insisted that their technical skills be exemplary (at least Remarkable Reason in their fields of expertise). He was an ally and lover of Madame Masque. He could also call on a vast array of mercenaries and street criminals.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Obadiah Stane's primary attitude is that he has always wanted to win at any cost. He turns every social or business situation into a competi-

tion, one in which he either wins or dies. Because he lost his duel with Tony Stark, he committed suicide rather than face defeat.

Presumably, the current operator of the Iron Monger armor is a reasonably loyal agent of the federal government.

HISTORY

Obadiah Stane was the son of Zebediah Stane, a drunkard who was a failure in making a career for himself. One night, when Obadiah was only a child, his father returned to the hotel room where they were staying, having just won a great deal of money gambling. Apparently overjoyed, the elder Stane told Obadiah that his luck had changed, and to prove it, Zebediah played Russian roulette with himself, loading a single bullet into a gun, spinning the chamber, and then firing the gun at his head. The elder Stane thus killed himself with his first shot, traumatizing young Obadiah. Later, Obadiah decided that his father had realized that the world was his opponent against which he could not succeed, and had therefore intentionally committed suicide. Now orphaned, Stane was raised in a succession of foster homes.

By his eighth birthday, Obadiah Stane was completely bald as a result of the shock of witnessing his father's day. Ridiculed by his classmates for his baldness, Obadiah became introverted. He became fascinated by games, especially chess and those of chance. Obadiah believed that life was itself a game, at which his father had lost: Obadiah determined that he himself would never lose at anything.

One of Stane's fellow students at his school, Bernie Devlin, was a better chess player than he. Devlin bested Stane in the penultimate match of a school chess tournament. The winner of the next game would win the tournament. Stane secretly slit the throat of Devlin's beloved dog, Ruffer, and hid the dog's corpse in Devlin's school locker. After find-

ing Ruffer's body on the day of the final game, Devlin was so distraught that Stane easily won the tournament. This episode was the first major example of Stane's use of psychological warfare in order to get what he wished: Stane would discover his opponent's weakness and then exploit it. Stane became an international chess champion while in his teens.

In his early twenties Stane worked for an industrialist whom he came to regard as an incompetent. Perceiving that the industrialist's primary weakness was his love for his young wife, Stane faked photographs showing the wife apparently engaged in an affair with the industrialist's best friend. The industrialist's morale was thereby destroyed, and Stane soon took control of the company himself. This was the beginning of Stane's accumulation of a massive fortune: he made this first million by the age of twenty-five.

Stane began selling munitions made by his company to whoever offered him the best price for them (often repressive dictatorships). Eventually, Stane built his company into a multinational corporation producing munitions that was based in Salt Lake City, Utah, with offices in various locations in the United States and abroad.

Stane decided to create a team of special bodyguards for himself, the Chessmen, whose costumes and identities derived from Stane's love of chess.

Stane attempted to form an organization of European and Oriental industrialists, led by himself, that would act in defiance of anti-trust laws, and even attempt to usurp power from the leaders of certain nations. Anthony Stark, the president and chairman of the board of Stark International, a leading American-based electronics and manufacturing corporation, opposed Stane's efforts to form such an organization. Stane had been seeking for a worthy opponent against whom to complete in a new "game" of business maneuvers, and decided that Stark was the man he sought. Stane also knew Stark's principal weakness: Stark was a reformed alcoholic. At this

point Stane had not yet realized that Anthony Stark was secretly the costumed champion Iron Man.

Stane began taking steps to bring about Stark's downfall. One of Stane's secret agents, a woman named Indries Moomji, encountered Stark and encouraged him to fall in love with her over the following weeks. Iron Man learned that Stane was behind various actions against him and his company, and confronted Stane, but with no success. By now Stane's alliance of foreign corporations had succeeded in outbidding Stark International for certain major foreign contracts. Then, men working for Stane attempted to abduct or kill James Rhodes from his hospital bed: Rhodes escaped, but Stark did not know what had happened to him. Stark met with Stane, who arrogantly defied him. Terribly depressed and near despair, Stark met with Indries Moomji, who coldly and cruelly rejected him and his love for her, just as she and Stane had intended. For Stark this was the final blow: he began drinking heavily again, and quickly began his downward physical and mental slide as a result.

Due to various recent financial setbacks, Stark International had a number of large debts. Stane bought up all the company's debts and also initiated a number of civil suits of an unrevealed nature against the company. Stark himself no longer even tried to fight against Stane's obvious takeover attempt and instead sought solace in drunkenness. As a result, Stane succeeded in taking control of Stark International and becoming its new president and chairman of the board, displacing Stark in both roles. Stane renamed the corporation Stane International and banned Stark from the grounds.

Jim Rhodes, having already taken over the role of Iron Man from the now continually drunken Stark, saw to it that Stark's other Iron Man armored suits were destroyed so that neither Stane nor SHIELD, the international law enforcement agency, could make use of them. Stark had previously manufactured munitions for SHIELD, but had finally ended munitions production altogether.

Stane had quickly resumed weapons contracts with SHIELD upon his takeover, and it has been speculated that Stane had SHIELD's support all along in his effort to seize control of Stark International.

Stane arranged for a court order freezing Stark's financial assets, effectively rendering him penniless. Eventually, Stane formed an alliance with Stark's enemy and former lover Madame Masque, who had reassumed control of her "family" in the criminal Maggia.

After spending many months as a drunken derelict, Stark finally resolved to stop drinking after he delivered the baby of his friend, a fellow derelict named Gretl Anders during a snowstorm. Gretl died in giving birth, and in trying to keep the infant live amid the bitter cold, Stark was reawakened to the importance of life. Stark and the baby were both taken to a hospital. Shortly afterwards, Stark, once again having overcome his alcoholism, joined Rhodes and the siblings Morley and Clytemnestra Erwin in founding Circuits Maximus, a new California-based electronics firm. Soon afterwards Stark brought about the defeat of the Termite, a superhuman criminal who had been hired by Stane to sabotage Fetison Electronics.

Stane was still convinced that Stark was a hopeless drunkard and was unaware of Stark's return to constructive activity, or even of his defeat of the Termite. Then, however, Stane learned that Stark was being sought by the latter's former lover Bethany Cabe. Intrigued as to why she was looking for him, Stane had Cabe captured.

By now Stane and Madame Masque were on the verge of becoming lovers. Moreover, Stane had correctly guessed that Anthony Stark had been the original Iron Man. Stane speculated that the Iron Man who had been active since Stark had become a derelict was either Rhodes or one of the Erwin siblings. Stane was not aware that recently Stark had reluctantly gone into action as Iron Man on a few occasions himself. Madame Masque warned Stane that her informants had told her that Stark had given up

drinking and was active again.

Seeking to destroy the new Iron Man, Stane dispatched the Circuits Breaker, a device with which he intended to kill Rhodes and the Erwins. Both Stark and Rhodes went into action against it garbed in Iron Man armor, and Rhodes destroyed the weapon. Stane then realized that one of the two Iron Men who had attacked the Circuits Breaker must have been Stark.

For reasons that remain unclear, Stane had his employee, Dr. Theron Atlanta, exchange the consciousnesses of Cabe and Madame Masque. Then, as part of his new plot to destroy Stark, Stane had Stark's friends Virginia "Pepper" Potts Hogan and Bambi Arbogast abducted, and even had Gretl's infant son Timothy Anders kidnapped. Rhodes, as Iron Man, thwarted the first attempt to abduct another of Stark's friends, Harold "Happy" Hogan. In retaliation, Stane tried to destroy Iron Man by sending a bomb to Circuits Maximus headquarters. It exploded, killing Morley Erwin and injuring Rhodes, and Stane's men succeeded in their second attempt to abduct "Happy" Hogan.

Stark blamed himself for not having stopped Stane before the latter had killed Erwin and had the others kidnapped. Determined to stop Stane now, Stark decided to return to his life as Iron Man, wearing a new, Mark VI suit of armor he had recently designed.

After Stane had taken over Stark International, a notebook of Stark's had been found there with cryptic notes about the workings and construction of Iron Man's armor. Stane set a team of scientists to work to build a battlesuit called the Iron Monger based on these notes. Stane intended to mass produce the suits, perhaps to outfit his own army and take over one or more nations.

On learning that Iron Man had invaded Stane International's Long Island headquarters, Stane realized that this Iron Man was indeed Stark, and dispatched a Circuits Breaker and a team of Chessmen against him. After Iron Man easily overcame these threats, Stane donned the Iron Monger armor and went into battle

against Iron Man himself. As Iron Monger, Stane failed to defeat Iron Man, so he finally resorted to the ploy of seizing the Anders infant and threatening to kill him unless Iron Man surrendered. Realizing that the Iron Monger armor was controlled by a computer in a nearby building, Iron Man destroyed the unoccupied building, causing the Iron Monger suit to become immobile. Stane dropped the baby, whom Iron Man caught and brought to safety. Stane gained some control over the armor, but not enough to avoid a crash landing.

Defeated, Stane committed suicide by removing his helmet and firing a repulsor ray blast from his armor at his own head. Stark, as Iron

Man, was the only person to witness Stane's death, and Stane's security personnel quickly removed the body from the scene.

Stark, as Iron Man, had already freed the Hogans and Mrs. Arbogast before Stane's death. Shortly after Stane's death Cabe and Madame Masque regained their rightful bodies. Stark regained control of his personal fortune, and decided to make no attempts to regain the presidency and chairmanship of the board of Stane International. The Iron Monger armor somehow fell into the possession of industrialist Simon Steele, who sent an employee of his wearing the armor to kill the former adventurer Dominic Fortune. Stark,

as Iron Man, defeated the Iron Monger. The suit somehow came into the possession of the U.S. Government, who have since assigned it to a loyal American soldier and used it for, among other things, the testing of the new Captain America.

Stane's death was never reported in the news media. Only Stark, a few of Stark's associates, Stane's security personnel, and top-ranking SHIELD officials are aware of it. Stane International remains SHIELD's chief weapons and technology supplier, but it has not yet been revealed who currently oversees Stane International's operations.

STATISTICS

F GD/RM (10/30)
A GD (10)
S TY/IN (6/40)
E GD/IN (10/40)
R TY (6)
I GD (10)
P GD (10)
Health: 36/120
Karma: 26
Resources: TY (6)
Popularity: 0

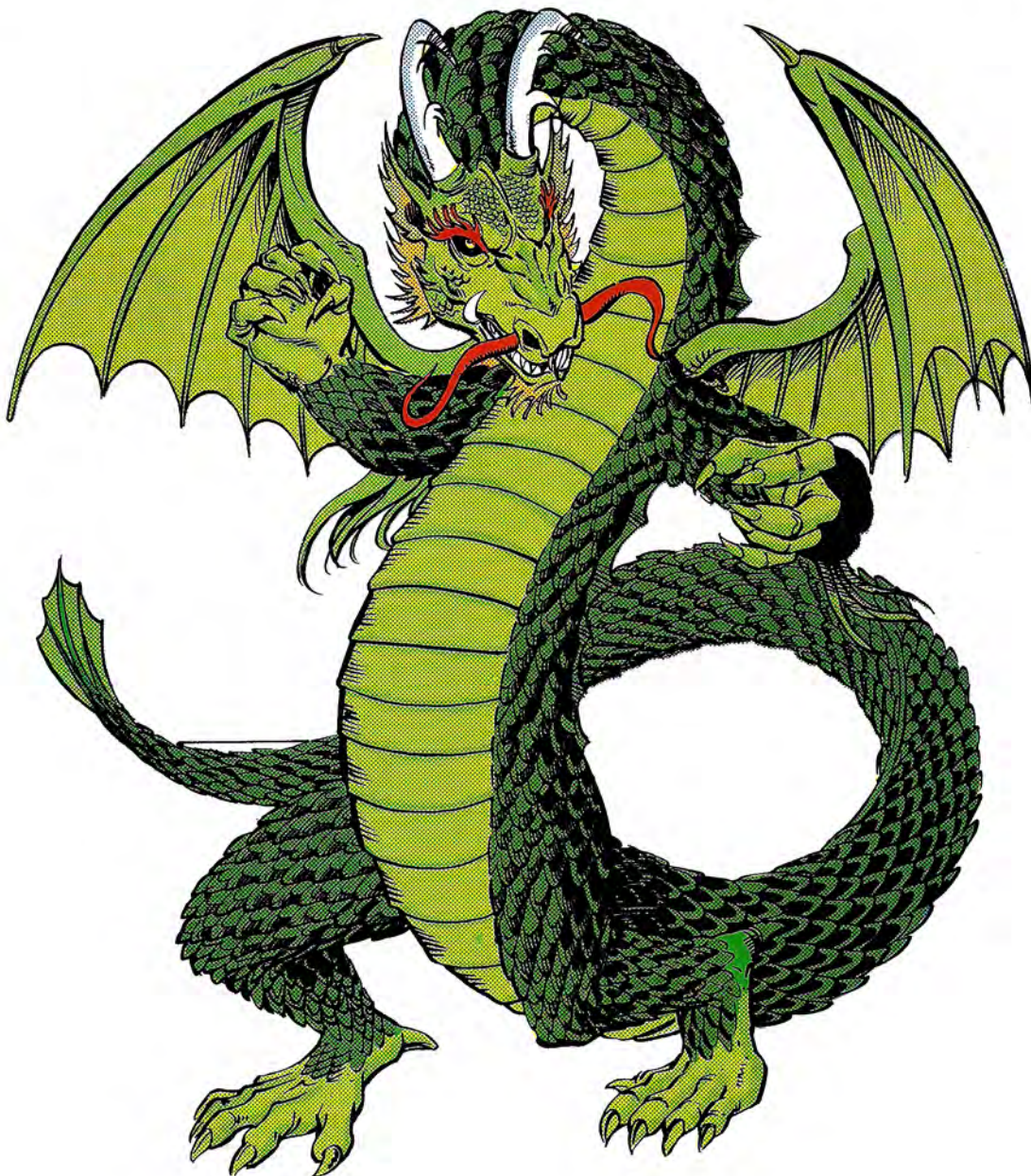
BACKGROUND

Real Name: Dei Guan
Occupation: Soldier of the Chinese Army
Legal Status: Citizen of the People's Republic of China, with a pending criminal case
Identity: Known to the governments of China and Canada
Place of Birth: An unidentified village in China
Marital Status: Single
Known Relatives: Father and

mother (unidentified, deceased)
Base of Operations: Mobile
Past Group Affiliations: Member of China Force, soldier of the Chinese Army
Present Group Affiliation:

KNOWN POWERS

Shape Alteration: Dei Guan is capable of transforming into a large dragon-like creature. This transformation takes one full round. Besides having the second set of statistics



listed above, the Jade Dragon gains the following abilities:

- * Growth at Incredible Rank which gives others a +2 CS to hit him.
- * Flight at Poor speed (4 areas/round).
- * Body Armor which provides Excellent protection against Physical attacks, heat and cold.
- * Fire Breath with a 4 area range which does Incredible Energy damage to any single target or Excellent damage to all targets in a single area.
- * Prehensile Tail which Jade Dragon can use to grapple or strike, although he cannot control it well enough to do fine work.
- * Claws capable of doing Excellent Edged damage.

TALENTS

Dei Guan has the Military Skill, although he has no contacts in the Chinese Army. He is trained in Martial Arts A, but can only use it in his human form. He speaks fluent Chinese, but no English.

CONTACTS

Dei Guan was a member of China Force, but is currently considered a traitor by that group. He was an ally of Alpha Flight on one occasion and is on good terms with them.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Jade Dragon considers himself a loyal Chinese citizen. He will follow his government's orders, but will usually find a way to avoid killing if he is so ordered. He is wary of the government, as he knows they had his parents killed, but still believes that it is the best system. His recent unjustified status as a criminal and defector has led him to begin to question these beliefs, however.

HISTORY

Dei Guan was born and raised in a small village in China. When his mutant shape-shifting ability manifested at adolescence, the Chinese government was immediately notified. They took him away from his home and killed his parents when they resisted. Dei was trained in the use of his powers as a servant of the state. He was introduced to the then developing China Force group, given military training, and made a soldier when he came of age.

While on assignment in Tibet, Dei Guan's squadron encountered a group of monks and the former Alphan, Puck. When the Dreamqueen was able to create a portal into this universe, Dei Guan joined forces with Alpha Flight to drive her back. When the battle was over, the group was teleported back to Canada by Laura Dean.

Dei Guan was held prisoner by the Canadian authorities, who were suspicious of his motives. Eventually, members of China Force were sent to bring him back to China. Although the China Force was defeated by Alpha Flight, Dei Guan chose to return to China on his own to prove himself innocent of the charges brought against him when he had been taken to Canada.

STATISTICS

F MN(75)
A MN(75)
S MN(75)
E UN (100)
R Z (500)
I Z (500)
P C3000

Health: 325

Karma: 4000

Resources: Class 3000

Popularity: 0

Alias: Cosmic Cube

Occupation: Inapplicable

Legal Status: Inapplicable

Identity: Inapplicable

Place of Creation: Cubic Dimension

Marital Status: Inapplicable

Known Relatives: Shaper of Worlds, Beyonder

Base of Operations: Mobile

Past Group Affiliations: Ally of Shaper of Worlds

Present Group Affiliation:

KNOWN POWERS

Clairvoyance: Good awareness of distant locations up to 2000 miles away.

Dimension Travel: Shift-Z ability to transport itself and other beings instantaneously between dimensions.

Extradimensional Detection: Shift-Z awareness of hundreds of parallel dimensions.

Invulnerability: Monstrous protection from physical attacks and Amazing protection from energy attacks.

Reality Manipulation (Present): Class 1000 ability to restructure a section of its surroundings into whatever shape and nature it desires. This power initially affects a single area, but the zone of effect increases by 1 area per turn. The maximum area of effect is a sphere 2000 miles in diameter. The effect lasts for two years.

In truth, the restructured area is actually a pocket dimension that overlaps the real, unaffected area. Everything and everyone within Kubik's immediate vicinity is transferred to this pocket dimension and remains there until the effect ends. As the zone increases in size, more beings are automatically transported into this pocket universe. Beings already within this region perceive it to be infinite. If they wander beyond

Kubik's area of effect, they are automatically transported to the parallel dimension that most resembles the conditions within the pocket universe. When the effect ends, all beings affected by Kubik's power are safely transported back to their home reality, in locations relative to their previous locations within the pocket dimension.

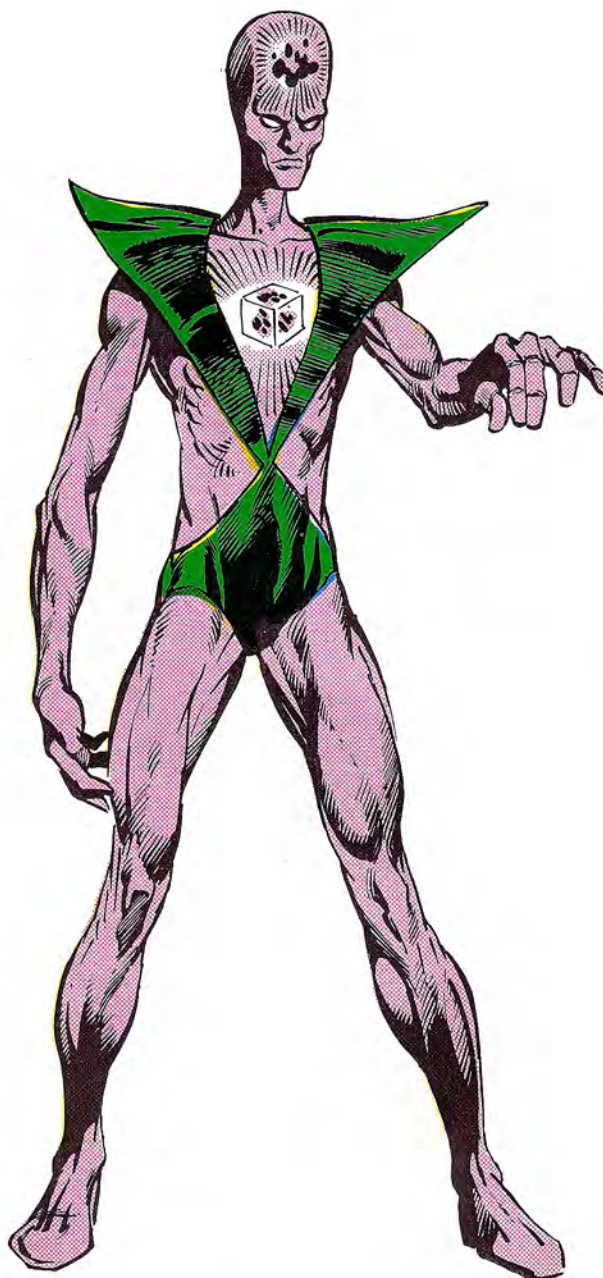
By using this power on itself, Kubik is able to change its apparent form and apparently use any power it chooses, even those it did not previously possess. Such newly gener-

ated powers have Class 1000 rank. The effects of such changes or his powers only exist within the current pocket dimension.

Talents: None known

Contacts: Avengers, Shaper of Worlds, Fantastic Four

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

As the Cosmic Cube, it is an insensate tool without will of its own. Whoever possessed it could use the Cube's powers as if they were their own powers. As Kubik, it is primarily working on furthering its own evolution. Because it knows that experience leads to knowledge and hence further evolution, it is willing to explore any situation that might be applicable to it. Such situations include answering summons when another being calls it or responding to the needs of beings similar to itself.

HISTORY

The extra-dimensional race known as the Beyonders are responsible for the creation of the Cosmic Cubes and hence Kubik and its kin, the Shaper of Worlds and the Beyonder. Through their humanoid intermediaries the Fortesquians, the Beyonders discovered that all beings were driven by a desire to attain that which they lacked. The Beyonders learned of evolution and how it led to greater intelligence. They created their own breed of pure intelligences and gave these beings a chance to control their own evolution. These nascent intellects were stored in cubic energy fields in a dimensional plane of their own. The physics of that plane were such that once every 32 years and four months, a potential gateway developed that linked the Cubic and the Earth dimensions. During these intervals, a special force field can lure one of these intellects.

A decade ago, the criminal scientists of AIM created such a field. They were attempting to create a device that would enable them to control reality. When the energy field contracted into a perfect cube, they thought they had created it themselves and named it the Cosmic Cube. They were ignorant of its true origin, but soon discovered that its powers were theirs to control.

Unbeknownst to AIM and the Cos-

mic Cube, a lab accident elsewhere in the U.S. activated a second Cosmic Cube. Some of this being's energy was transferred into Owen Reece as he became the Molecule Man. The rest of the being's energy was transferred into a tertiary dimension where, without a restraining force field and the guidance of other beings, it was free to define its own existence. It eventually evolved into the Beyonder.

Before AIM was able to use the Cosmic Cube, it was stolen by the Red Skull. He used the Cube in his attempts to conquer the world, all of which met defeat despite the Cube's power. Others learned of the Cube's power and sought to make it their own. In time, the Cube passed into other hands.

Thanos seized the Cube and commanded it to give him control over the universe. He was transformed into a godlike wraith. Foolishly, Thanos believed he had drained the Cube of all its power and discarded it. Captain Mar-Vell grabbed the Cube and used it to restore the universe and revert Thanos to his mortal form.

After years of such abuse, the Cosmic Cube finally began to manifest its own personality. Unfortunately, the personality that was developing was seriously marred by its mad ex-owners. The Supreme Intelligence of the Kree Empire discovered the Cosmic Cube's impending development and asked the Shaper of Worlds to go to Earth to aid the being. The Cube had begun to lash out at its surroundings and threatened to destroy the area. The Shaper reached out to it and calmed its madness. Then he removed any trace of the madness, hatred, paranoia, and power lust of its ex-possessors. Under the Shaper's guidance, the Cube left Earth and began to assume its mature personality and form.

Its development was interrupted by the Super-Adaptoid. That android had been created with a sliver of the Cosmic Cube and now summoned that entity back to Earth. Immediately

upon its return to Earth, the Cosmic Cube transformed itself into the anthropomorphic being that now called itself Kubik. The Super-Adaptoid took advantage of Kubik's presence to mimic its powers in an attempt to defeat the Avengers, control the world, and eventually create a race of similar androids. Although Kubik was still far more powerful, it appeared to retreat and see what the Super-Adaptoid did with its newfound power. When the android collapsed in despair, Kubik returned and, by regaining its lost sliver, destroyed the Super-Adaptoid forever. Then Kubik retreated again.

The next time Kubik appeared, it accompanied the Shaper of Worlds on a mission to deal with the Beyonder. The Beyonder had, following his ejection from Earth, retreated to another dimension. There he created a parallel Earth that he ruled as an omnipresent, egocentric god. Kubik and the Shaper were aware of the Beyonder and the ultimate error of his ways. They also detected Dr. Doom's plan to make the Beyonder unwittingly transfer his power to Dr. Doom's control. Kubik and the Shaper appeared on the Beyonder's pet Earth. Kubik battled the Beyonder as it tried to make the Beyonder see reason and realize that both he and his universe had to die. The latent fury of Kubik's former possessors returned as he trampled the Beyonder and reduced him and his universe into a crushable sphere. At this moment, the Shaper asserted control and called a halt to the combat.

The Shaper, Kubik, and the Molecule Man pieced together their common story and shared that information with the Beyonder, Dr. Doom, and the Fantastic Four. Then they assisted the Molecule Man and Beyonder to recombine their power and join into a new Cube capable of further evolution. Presumably, the Shaper and Kubik remain together to oversee the further development of the new Cube.

STATISTICS

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

Health: 66

Karma: 130

Resources: IN (40)

Popularity: -30

BACKGROUND

Real Name: Samuel Stern

Occupation: Would-be conqueror

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

Identity: Publicly known

Place of Birth: Boise, Idaho

Marital Status: Single

Known Relatives: None

Base of Operations: Formerly a satellite orbiting Earth and various hidden bases around the globe. Currently presumed to be in the U.S. Southwest

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Increased Mental Capacity: The Leader's super-developed brain is his chief gamma-radiation mutation. His logic is always sound, and his hunches are usually on target. He has total recall of anything he has ever seen or read.

Mind Control: The leader has acquired the ability to control minds with a successful Psyche FEAT roll against the intensity of his victim's Psyche. This power has no range as the Leader must physically touch his target. He can take control of minds with Good Psyche or less indefinitely, while higher strength minds may make a Psyche FEAT roll to break free once a week or whenever ordered to do something inimicable to the victim's moral standards. Curiously, the Leader is unable to control the mind of any being enhanced with gamma-radiation powers.

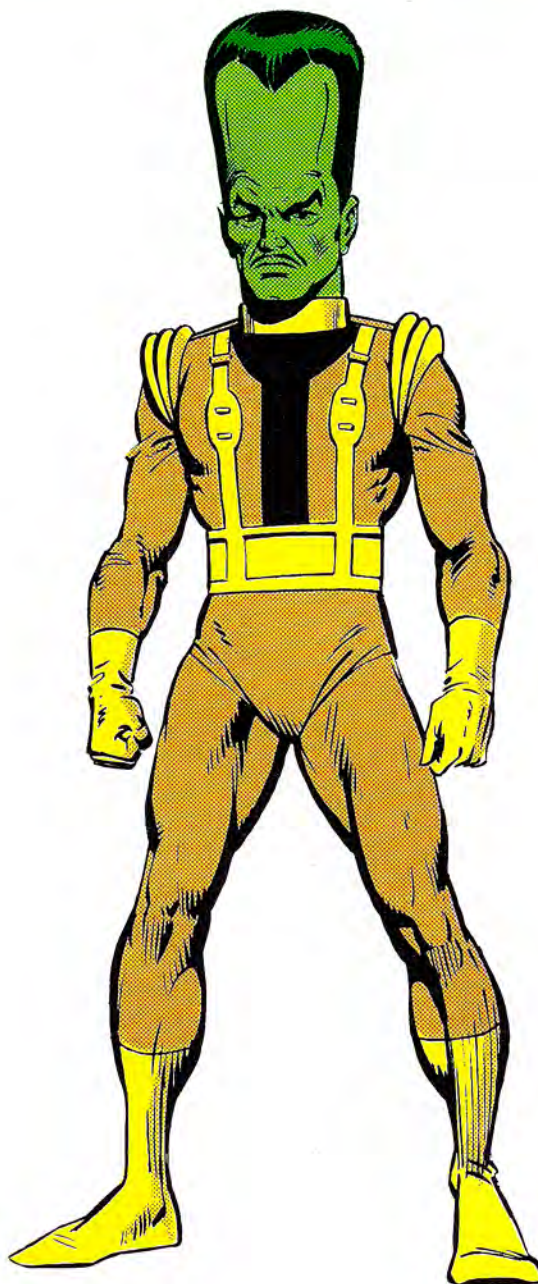
Psychic Link: The Leader has a psychic link with Rick Jones; he sees and experiences everything that Jones does, and has access to Jones' memories and talents. Jones himself is unaware of this link

Weaponry: The Leader is a technological genius. He has invented several robots, weapons, and other equipment to facilitate his conquest of the planet. Since he gained his Mind Control power, the Leader has spent fewer of his resources on robots and more on specialized armor for such organic minions as Rock, Redeemer, and Half-life. He has also developed Monivac, a sentient computer with a Reason of Incredible that maintains the Leader's base of operations, and a functioning teleportation pad, with a global range. This device has Incredible rank Tele-

portation, but a Power FEAT failure when teleporting a character into or out of combat requires the character to roll on the "Kill?" results table with a -1CS.

TALENTS

The Leader has all scientific talents, though he specializes in gamma radiation. He also has the Engineering and Repair/Tinkering skills. From his link with Rick Jones, he can use Martial Arts A, B, and E, Acrobatics, and perform as a singer, guitarist, and harmonica player.



CONTACTS

The Leader has used his Mind Control power to build an impressive array of civilian contacts, enough to assure him of whatever terrestrial Professional, Scientific, or Political Contacts he might need. He was also responsible for the creation of Half-life, Rock, and Redeemer, who follow his commands explicitly.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

The Leader is one of the most brilliant minds on the planet, with a huge self-image to boot. The Leader is condescending towards anyone who does not match his gamma-spawned abilities. His goals are two-fold: the death of the Hulk (not Bruce Banner; since it has been the Hulk who has over the years foiled all of the Leader's plans, the Leader feels that it would be petty to kill Banner), and the conquest of the world. The Leader is a superb tactician. His mind, like a chess grandmaster's, foresees the consequences of his schemes and plans on a large scale.

HISTORY

Sterns was an ordinary laborer moving a load of radioactive waste in the subcellar of a government-owned chemical research facility in the Nevada desert when, in a freak accident, a cylinder containing unusual gamma-bomb experimental waste exploded. Sterns was caught in the blast and was trapped in close proximity to the gamma radiation given off by the spilled waste for about a minute. He survived, apparently unharmed, and was placed under observation in a near-by hospital. Sterns, a high-school drop-out, began voraciously reading every book in the hospital library. His reading rate increased to 4000+ words per minute with complete retention. The precise frequency of gamma radiation had affected his body and particularly his brain even as it had affected Dr. Bruce Banner's body in a previous accident.

Several weeks after being discharged from the hospital, Stern's gamma-induced mutation completed itself; his brain and skull enlarged to five times their former volume, and his skin turned a bright emerald green. Stern left his job, deciding to use his recently acquired super-human intelligence to acquire personal power, and named himself the Leader. Over the course of several months, he organized a spy ring among the government scientists he had known at the research facility. His spy ring collapsed before it could take over the world's governments due to internal bickering and mistrust. Frustrated by the lower intelligence of his aides, but lusting for power, the Leader absconded with the spy ring's

supply of stolen money and used it to set up a private laboratory in New Mexico, where he designed and built his first "humanoid." The humanoid, a powerful pink plastic robot which responded to the Leader's mental commands, was the first step in his career as a solitary criminal mastermind.

The Leader has since proven himself to be an adversary of humanity, and has made many attempts at world conquest. He was continually thwarted in his schemes by the Hulk, his greatest opponent. At one point, the Leader had gone back in time to primeval Earth in a mad scheme to create a divergent Earth with a history subtly changed. The Hulk and the Avengers followed him back in time, in order to stop him. In the course of their battle with the Leader, the Hulk and the Avengers saw him fall into a volcano. However, the Leader survived by use of his teleportation module.

The adventure had taken its toll, however. For reasons unrevealed, the Leader began to lose his gamma-spawned intellect. Desperate to regain it, Sterns made a deal with the gray, amoral Hulk, and drained the gamma radiation from the Rick-Hulk, inducing in himself a similar but different mutation, and forming a psychic link with Jones. The Leader then embarked on a plan to capture the U.S. military's cache of gamma-bombs and kill the Hulk.

As of this writing, the Leader believes that the Hulk is dead, perished in the explosion of a gamma bomb the Hulk had been holding in his hand at the time of detonation. It is reasonable to assume that the Leader's plans for acquiring the gamma bombs and conquering the world are continuing.

STATISTICS

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

Health: 66

Karma: 36

Resources: RM (30)

Popularity: 55

BACKGROUND

Real Name: Lila Cheney

Occupation: Thief, rock music performer

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

Identity: Lila's mutant status is not commonly known to the general public

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: A Dyson Sphere located in a distance galaxy

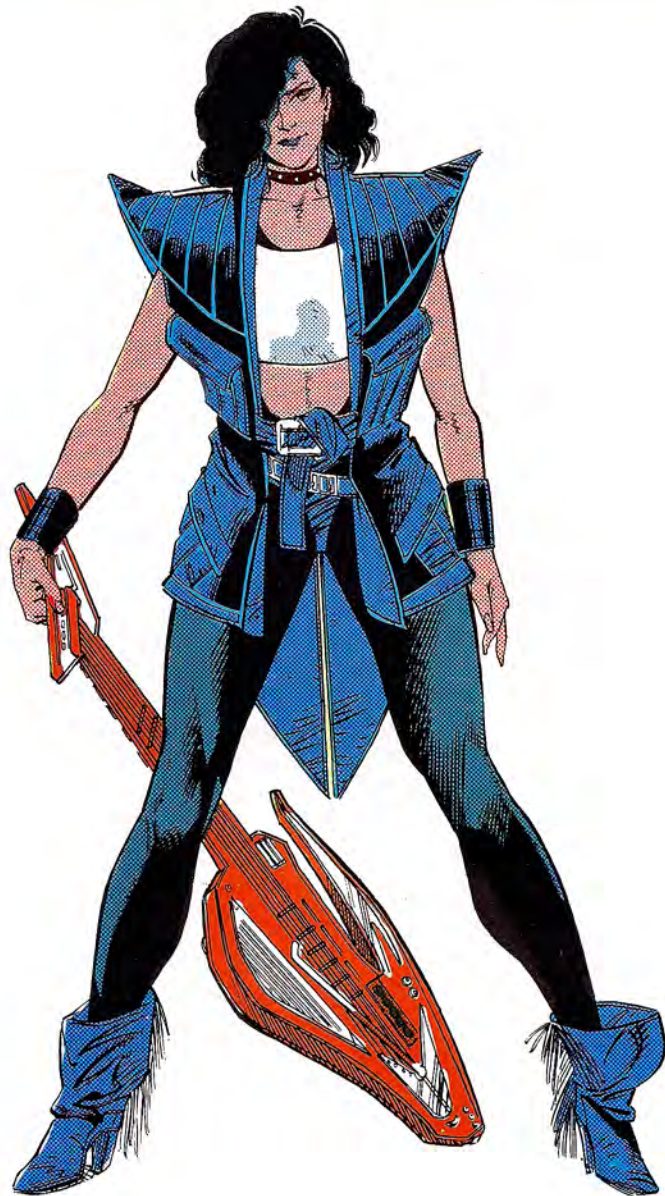
Past Group Affiliations: Ally of the New Mutants

Present Group Affiliation:

KNOWN POWERS

Teleportation: Lila has the ability to teleport vast distances. She can only teleport interstellar distances (no less than one planet to another). She must teleport to areas that she has been to before. When she teleports she takes everyone in the same area that she in with her. Lila usually uses her Dyson Sphere as a "relay point" when teleporting from one spot to another on a single planet.

Dyson Sphere: Lila's home, located in deep space at least several light years from Earth, is a Dyson sphere, a star totally enclosed by a construct of unknown origin that is 200 million miles in diameter. The inner side of the sphere, facing the star, is covered by a huge, ancient and apparently abandoned cityworld, which Lila uses as home base. There are a number of hi-tech devices in the sphere, which she has discovered how to operate through trial and error. In fact, Lila has explored less than .001% of the total surface area of the sphere.



TALENTS

Lila has the Performer talent in the fields of singing and instrumental music. She is also a thief of Remarkable talents, although her thefts are usually on such a grand scale that she usually has no use for such mundane skills as lockpicking.

CONTACTS

Lila has a number of contacts in the music industry, and employs musicians whom she trusts enough to tell of her mutant status. She was romantically involved with Sam

Guthrie (Cannonball) of the New Mutants, and this group can often be counted on to come to her aid.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Lila has three primary traits—She is a thrill seeker, always on the lookout for some new experience, she is extremely overconfident, thinking she can handle almost any situation or that things will turn out okay in the long run, and she has a strong sense of self-preservation. She will usually flee rather than fight the numerous alien races that pursue her because of her past crimes. She is also strongly attracted to Sam Guthrie, and would do almost anything for him.

HISTORY

Little is known of Lila's history. She is presumably a mutant born on Earth, but she claims that she was sold into interstellar slavery at a young age. This seems unlikely, but there is no other way to account for the fact that she is known to so many other alien

races, or her discovery of a Dyson Sphere.

Lila somehow escaped captivity (presumably upon the manifestation of her mutant powers) and returned to Earth. She later travelled to a number of the locations she had been at as a slave and made quite a reputation for herself as an intergalactic thief. It was during this time that she discovered a Dyson Sphere in deep space and made it her home base.

Despite the fact that Lila believed that Earth as a whole had sold her into slavery, she still had an interest in that planet. She travelled there often and set herself up as a rock star. She first came to the attention of the New Mutants when they became involved in her attempts to sell the Earth to an alien race. During this adventure she and Sam (Cannonball) Guthrie became interested in each other.

Lila continued to remain on good terms with the New Mutants. Eventually an alien entrepreneur known as

Spyder, who had originally arranged for her sale as a slave, drove her old owners into bankruptcy and took steps to recover her for his own profit.

The New Mutants, aided by Spyder's former servant Gossamyr, followed to Spyder's home planet. Here, through a series of circumstances, male members of Gossamyr's race (who are huge, berserk monsters) were released. To prevent them from destroying both Spyder and the New Mutants, Lila apparently sacrificed her life to teleport herself and the monsters into the sun of that system.

However, it has been established that Lila can only teleport to a site that she has already been to physically, and it is obvious she could never have teleported into that star (or any other) in the past. It has been conjectured that she is still alive and that much of what happened is not as it seemed. The true facts in this case have yet to be revealed.

STATISTICS

	Madelyne Pryor	Goblin Queen
F	GD (10)	GD (10)
A	GD (10)	RM (30)
S	TY (6)	TY (6)
E	RM (30)	UN (100)
R	GD (10)	GD (10)
I	EX (20)	RM (30)
P	AM (50)	CL 1000

Health: 56/146

Karma: 80/1040

Resources: PR (4)/CL 1000

Popularity: 1/50

BACKGROUND

Real Name: Madelyne Pryor

Occupation: Pilot, Queen of Limbo

Legal Status: Legal records wiped clean

Identity: Secret

Known Aliases: Goblin Queen

Place of Creation: Omaha, Nebraska

Marital Status: Married

Known Relatives: Nathan (son), Scott Summers (husband)

Base of Operations: Abandoned Reaver base in Australia, Empire State Building

Past Group Affiliations: X-Men

Present Group Affiliation:

KNOWN POWERS

Telekinesis: Madelyne Pryor has Unearthly telekinesis, but its use is limited to her line of sight. She has established the following power stunts:

- Flight at Incredible speeds.
- Force Fields and Shields of CL 1000 rank which are able to protect up to 10 areas.
- Unearthly Kinetic Force Bolts which can be aimed to hit one person or everyone within one area of their impact point.

Matter Control and Conversion: Madelyne Pryor has the CL 1000 ability to control and convert various forms of matter. She has established the following power stunts:

- Use of her powers to control or alter the entire environment within ten miles.
- Forcibly changing other beings into demons, upon touch. Targets are entitled to a Psyche FEAT roll to resist.
- Summoning of Typical de-



mons from normal, inanimate objects.

Non-Detection: She has the CL 1000 ability to avoid detection by electronic sensors and similar devices.

Telepathy: Madelyne can read minds and project thoughts at Unearthly rank. She has established the following power stunt:

- Bring out a person's darker side and cause it to take control. The victim can attempt a red Psyche FEAT to resist this power. This power stunt can effect every-

one within a 10 mile radius.

Demons: The Goblin Queen controls hordes of loyal demons which have the following characteristics:

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

In addition, these demons have Typical Claws and can fly at Typical speeds. Their rough hides provide them with Typical protection from harm.

TALENTS

Madelyne Pryor had the pilot and computer talents. She also had the occult talent after becoming the Goblin Queen.

CONTACTS

Madelyne Pryor had contacts with the X-Men and X-Factor. As the Goblin Queen, she had contacts with various rulers and demons on the Plane of Limbo.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Before she became the Goblin Queen, Madelyne was a brave and caring woman. When Scott left her to re-join the newly resurrected Jean Grey, Madelyne still acted the same on the surface, but underneath she was very bitter and angry. After she became the Goblin Queen and found out her true origins, she was consumed with self-loathing and hatred at the world that had spurned her.

In her bitterness she was even willing to sacrifice her own son to gain revenge on the world. In the end, she was willing to die if she could at least take one of her enemies with her.

HISTORY

The woman known as Madelyne Pryor was actually a clone of Jean Gray (Marvel Girl), created by the mysterious villain known as Mr. Sinister. He created the clone in his secret base located beneath an orphanage in Omaha, Nebraska.

Sinister was able to grow an adult clone of Jean, before the original was replaced by the Phoenix. The clone itself exhibited none of Jean's powers, and it had none of her memories.

Then came the day when the Phoenix, after taking Jean's place, allowed itself to be killed on the Blue Area of the Moon. Phoenix allowed

this because it feared it might revert to the Dark Phoenix again. A small portion of the Phoenix Force survived and rushed to Jamaica Bay, where the real Jean Gray slept in a healing pod. It tried to enter Jean's body, but Jean rejected it because it still bore images of death and destruction. Desperate, it sensed the clone and rushed to it.

The surprised Sinister watched a fiery phoenix form surround the clone. The clone cried out "Scott" and then passed out. Sinister soon learned about Phoenix and came up with a plan. He intended to mate his clone with Scott Summers, which would hopefully produce a powerful mutant offspring that Sinister could control.

Madelyne and Scott lived happily for a while in Anchorage, but he suddenly left her with no explanations. Unknown to her, he had returned to New York City, where the supposedly dead Jean Gray had been found by the Avengers and the Fantastic Four. Scott, Jean, and the other original X-Men then formed X-Factor.

Madelyne eventually saw news reports about X-Factor and realized what had happened. Angry and bitter, she refused to talk to Scott when he called her. At this point, Sinister felt that it was time to claim the baby and kill Madelyne. He arranged for Madelyne to make a special delivery flight for the air freight service. Sinister somehow mentally compelled her to take the baby along. During one of the flight's stops, Madelyne was attacked by the Marauders. She escaped, subconsciously using her powers again, but the baby was captured by the Marauders.

Madelyne stayed with the X-Men for protection from the Marauders. She later sacrificed her life in Dallas, along with the X-Men, to stop the Adversary from taking over the Earth. She was also with the X-Men when they were resurrected by Roma. Madelyne then joined the X-Men in their move to the abandoned Reaver base in Australia.

One night, while she was working with the advanced computer system, she fell asleep and was somehow contacted by the Limbo demon lord, N'Astrish. Sensing her power, and her inner bitterness, he offered her

power for revenge. She gave into the dark portion of her soul, and took him up on the bargain. N'Astrish somehow used dark Limbo magick to awaken the latent powers Madelyne possessed.

Madelyne then began to corrupt the X-Men from within. She censored incoming news about X-Factor, only allowing the X-Men to know the worst. Madelyne also seduced Scott's brother, Alex (Havok).

When Inferno began, Madelyne became the Goblin Queen, one of the evil beings behind the Inferno. N'Astrish took her to Sinister's base, where her son was being kept. Madelyne easily beat Sinister and regained her child. She was also able to learn her complete history from Sinister. More bitter than ever, she vowed to sacrifice her own son to open the gateway to Limbo.

Soon, a running battle erupted in the streets of New York City, between the Goblin Queen, the X-Men, and X-Factor. Most of the X-Men had given into the darker side of their natures. Havok gave in completely, becoming Madelyne's Goblin Prince.

Finally, at the top of the transformed Empire State Building, the final confrontation between Jean and Madelyne began. While they were locked in mental combat, Jean learned all about Madelyne's distorted life. The X-Men and X-Factor, working together, broke through a force field that the Goblin Queen had placed around herself and Jean. They pressed the Goblin Queen back, and Scott was able to regain possession of his son.

Sensing defeat, the Goblin Queen tried to kill everyone in a massive blast of energy. The members of both teams worked together so that no one was hurt. The Goblin Queen took the brunt of the blast, fatally injuring herself.

Dying, she forced Jean into a mental lock, meaning to carry Jean to her death alongside her. Suddenly, the Phoenix Force within the Goblin Queen offered Jean a deal. If Jean would allow it to enter her, the Phoenix would break the mental lock and save Jean from death. Jean reluctantly agreed, and Madelyne died alone.

STATISTICS

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

Health: 76

Karma: 50

Resources: GD (10)

Popularity: 5

BACKGROUND

Real Name: Amara Juliana Olivians Aquilla

Occupation: Student

Legal Status: Citizen of Nova Roma

Other Known Aliases: None

Identity: Secret

Place of Birth: Nova Roma, Brazil

Marital Status: Betrothed

Known Relatives: Lucius Aquilla (father)

Base of Operations: Massachusetts Academy, Nova Roma

Past Group Affiliations: New Mutants, Hellions

Present Group Affiliations:

KNOWN POWERS

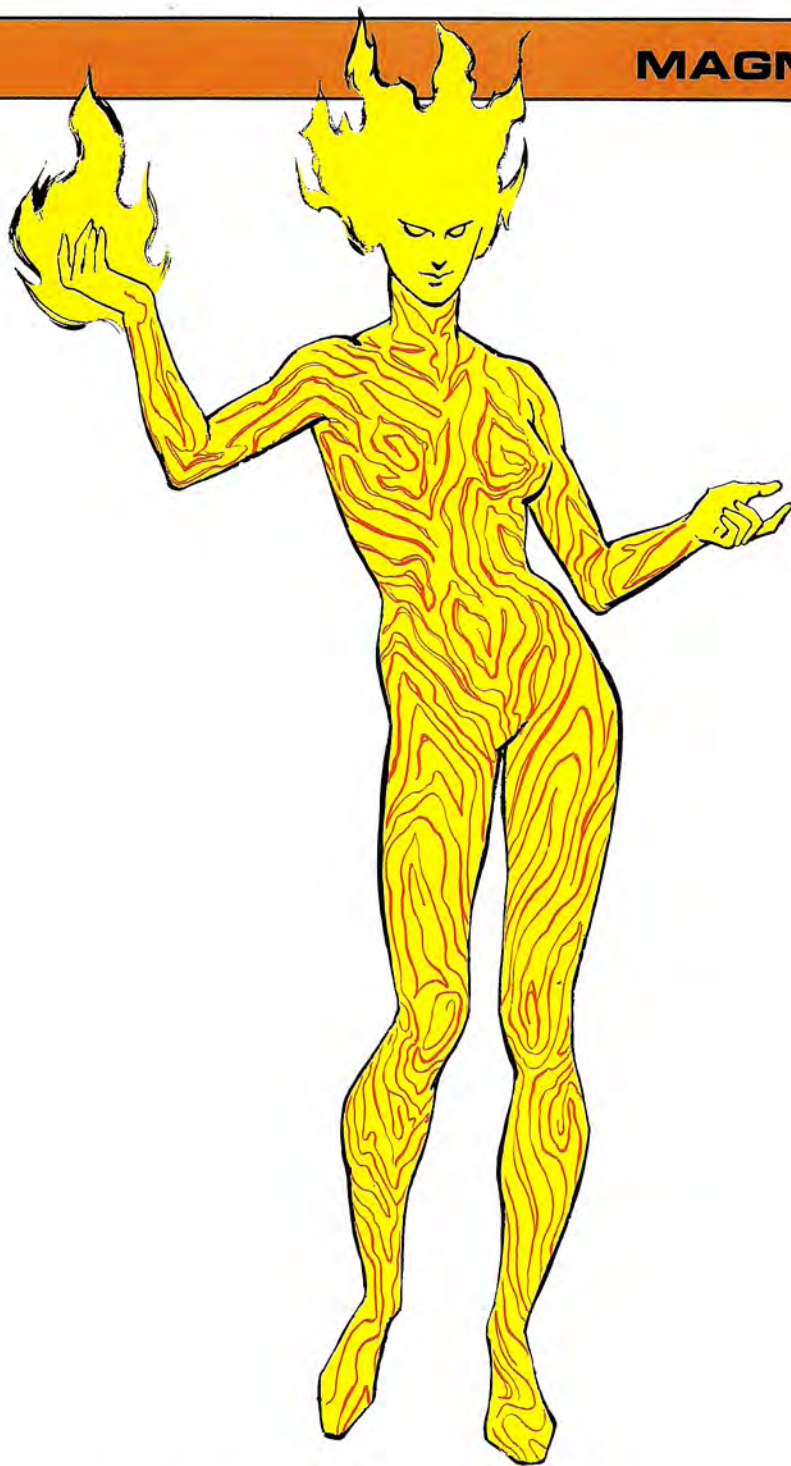
Earth Control: In addition to the normal uses of this Monstrous power, Magma has established the following power stunts:

- Create earthquakes and miniature volcanoes in a 4 area range, that can do up to Monstrous damage.
- Turn any type of stone into molten lava, shape it into any desired form, and cool it down again.

Body Armor: Magma's unique physiology provides her with Good protection against physical attacks and Unearthly protection against fire/heat attacks. The body armor gives off Excellent intensity light and Good intensity heat.

Lava Blasts: This Monstrous intensity energy attack has a 3 area range. She has established only one power stunt to date:

- Tunnel through any material with Monstrous Material Strength or less at a rate of 2 areas per round. This is slowed to 1 area per round if she is cooling the passage down so that others can use the tunnel immediately behind her.



Healing: Magma regains her Endurance rank in Health every 10 rounds. If brought to 0 Health while touching the ground, she will fall unconscious for 1-10 rounds and may then attempt an Endurance FEAT roll to awaken and regain her full Health score. If she is brought to 0 Health while not in contact with the ground (while in a building or aircraft, for example), check for death as usual.

Limitations: If Magma is not in contact with the ground, or something affixed to it, her powers weaken. For

every 10 rounds without contact, she uses her powers at a -1 CS, up to a maximum of -3 CS. The penalty disappears after 10 rounds of direct contact with the ground.

Costume: Made of unstable molecules, a Remarkable Strength material, it provides Good insulation from heat/cold, and has a built-in electronic Psi Screen of Amazing Strength.

TALENTS

Amara has the Sword, Resist Domination, Computer, and Jungle Sur-

vival talents. She also speaks Latin and English.

CONTACTS:

Amara has contacts with the government of Nova Roma, the X-Men, the New Mutants, the Hellfire Club, and the Hellions.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Amara was trained to be a noble, in action and thought. She always tries to be a lady, but sometimes her air of nobility comes across as arrogance. Deep down inside she is scared, afraid that her powers will run loose and hurt people. She has not learned to control her temper yet.

HISTORY

In the First Century B.C., a large number of Roman citizens feared that their republican government might be replaced with an imperial one. They journeyed to South America, and eventually built a city in the jungle near the Amazon River, Nova Roma. The original colonists of Nova Roma intermarried with a group of Incan Indians that were fleeing Spanish invaders. Then, in the Twentieth Century A.D., a faction rose among the people of Nova Roma, that wished to change the government into a monarchy based on the ancient Incan government.

Senator Aquilla, a member of the plebeian class, was the leader of a faction opposed to the imperial faction. Senator Aquilla's wife had disappeared a few years earlier, leaving him to raise their daughter, Amara. Fearing for her life, Senator Aquilla sent Amara to live in the jungle outside Nova Roma, disguised as an Indian. Senator Aquilla feared that a

mysterious fire cult and its Black Priestess wanted to use Amara as a human sacrifice.

Amara was captured by the New Mutants during a visit to the Amazon jungle. Robert Da Costa's (Sunspot) mother, an archaeologist, had heard rumors of Nova Roma, and she wished to find the city. Amara's disguise was revealed at about the same time that she and the New Mutants were captured by Nova Roma soldiers. Amara explained the political situation to the New Mutants, and they all soon found themselves being used as pawns in the political struggles of the city.

Amara and Dani Moonstar (Mirage) found themselves in the clutches of the Fire Cult and its Black Priestess. The Black Priestess turned out to be Selene (Black Queen), the wife of Senator Domitus Gallio, leader of the imperial faction. Amara and Dani soon found out that Selene was a mutant and a psychic vampire, and that she had killed Amara's mother years earlier. Dani tried to attack Selene mentally, but Selene easily bested her and threw Amara into a sacrificial lava pit.

The immersion somehow awoke Amara's latent mutant powers. Amara rose out of the pit and attacked Selene before she could throw Dani in. Amara and the New Mutants were able to defeat Selene and her husband's imperial faction. Selene disappeared, showing up later in New York City and joining the Hellfire Club.

Senator Aquilla felt that it was time that Nova Roma learned more about modern society. He ordered Amara to go with the New Mutants, so that she could learn more about modern civilization and also so that she could learn how to control her powers from Professor X. She agreed and joined the New Mutants and Xavier's School for Gifted Children.

Since the New Mutants' current mentor, Magneto, had connections with Emma Frost, Amara asked to be transferred to Frost's Massachusetts Academy.

A few months later, Amara received a letter from her father. He ordered her home to meet with a Prince that he had arranged for her to marry. Empath accompanied her

on the flight to Nova Roma. During the flight there was a bad storm and the plane crashed in a swamp.

Amara and Empath found themselves being drawn closer together during their trek through the wilderness, without Empath even having to use his powers. Amara was wounded while saving Empath from a jaguar. He soon realized that Amara hoped that they would not be found by her father, because of the marriage plans her father had in store for her. Empath, knowing her wound was getting infected, used his powers to upset her so that she caused an earth tremor and raised a small volcano.

A few days later, they were found by her father, who had located them due to her earth tremors. A little later, while Amara and Empath were still in Nova Roma, Amara was captured by agents of the High Evolutionary during the Evolutionary Wars.

The High Evolutionary's agents teleported her to a secret base, planning to remove her powers permanently. Emma Frost called Magneto and told him about the kidnapping. The New Mutants overheard Magneto talking about Amara's kidnapping. They also heard Frost tell Magneto that they had located the base where Amara was being kept.

The New Mutants used Magick's teleportation discs to get there before Magneto and the others, hoping to rescue Amara. They arrived in time to rescue Amara before her powers were taken from her, and they then defeated the High Evolutionary's agents.

Then Magneto and the Hellfire Club arrived. Fearful of being discovered, the New Mutants and Amara teleported back to their school in New York. Before escaping, they overheard Magneto mention some special plans he and the Hellfire Club had for Amara.

The New Mutants begged Amara to stay with them, but she gently refused. She knew that she had to face her father and deal with the plans he had made for her. She also felt that she would be safer in Nova Roma, away from Magneto and the other Hellfire Club members and their plans for her.

STATISTICS

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

Health: 76

Karma: 16

Resources: PR (4)

Popularity: -5

BACKGROUND

Real name: William Taurens

Occupation: Professional Criminal

Legal Status: U.S. citizen with criminal record

Other Known Aliases: Bull Taurus

Identity: Secret

Place of Birth: Camden, New Jersey

Marital Status: Single

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: Death Squad, the Matador

Present Group Affiliations:

KNOWN POWERS

Body Armor: Man-Bull's unique physiology gives him Typical physical protection.

Charging: When Man-Bull is charging, his body armor and Endurance ranks should be considered to be of Remarkable rank.

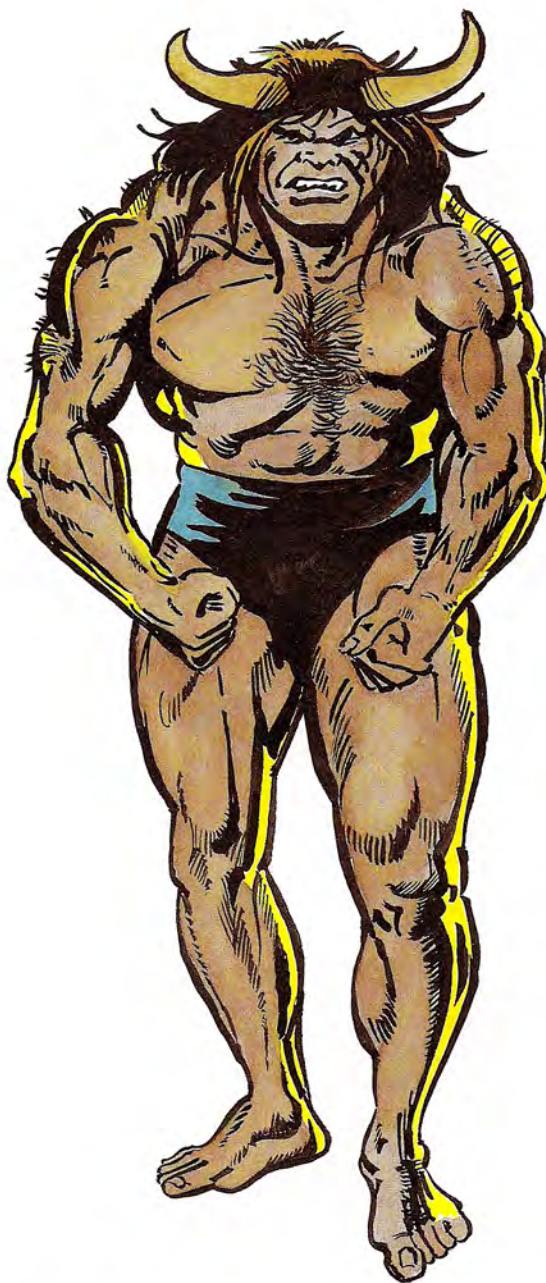
Berserker: While in combat, there is a chance that Man-Bull will go berserk. He will enter this berserk stage if he makes a successful Psyche FEAT roll. During this period, he will have a +1 CS on his Strength and Fighting, while his Reason and Intuition drop to Feeble. This mental state will last until he is knocked unconscious, or for 1-10 rounds after combat has ended.

TALENTS

Taurens is an expert in a number of petty crimes, such as arson and grand larceny.

CONTACTS

Man-Bull has a number of contacts in the street crime elements of New York City. He has worked with Melter, Whiplash, and the Matador in the past.



ADDITIONAL NOTES

ROLE-PLAYING NOTES

Taurens had always been a vicious man, who enjoyed inflicting pain on others. When he became the Man-Bull, he became even more bestial and cruel. He is filled with a blind rage if he is losing a battle or if he is being ridiculed.

HISTORY

William Taurens began his criminal career while he was still young, when he was arrested for petty theft. He continued to engage in numerous petty crimes, including grand larceny, arson, manslaughter and assault with a deadly weapon. Taurens was eventually hired by the crime boss known as Mister Klein.

Mister Klein hired Taurens, and a number of other thugs, to kidnap some people to be used as test subjects for a serum that Mister Klein had acquired. The serum was created from the extracted mutated enzymes of bulls. The serum was supposed to increase the strength of anyone injected with it.

Daredevil stopped Taurens from taking a young couple for the experiments. When Taurens reported his failure to Klein, the crime boss forced Taurens to be injected with the serum. The serum reacted strangely with Tauren's physiology, causing him to turn into a bull-like man.

Taurens blamed Daredevil for his grotesque transformation. He tried to kill Daredevil, but Daredevil was able to defeat him. He has tried several times since then to kill Daredevil, but he has never succeeded.

Recently, he was beaten by the Hulk in a fight.

STATISTICS

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

Health: 90

Karma: 60

Resources: AM (50)

Popularity: -12/+10 (Hong Kong)

BACKGROUND

Real Name: Unrevealed

Occupation: Conqueror

Identity: Secret

Other Known Aliases: Gene Kahn, Zhang Tong

Legal Status: Enemy of China, wanted by legal authorities in other countries.

Marital Status: Single

Known Relatives: None

Place of Birth: Mainland China

Base Of Operations: "Palace of Star Dragons" somewhere in China, Hong Kong

Past Group Affiliations: Ally of the Sandman. Employer of the Swordsman, Power Man, Living Laser, Enchantress, Executioner and Unicorn. Leader of the Hand.

Present Group Affiliations:

KNOWN POWERS

Force Field: Mandarin can protect himself with a shroud of Monstrous Intensity. He cannot use his rings while the force field is on. He can attack physically while the force field is on, adding a +2 CS to his damage rank.

Rings: All of the powers of Mandarin's rings are at Remarkable intensity, unless otherwise noted. Their specific powers are:

- An Ice Blast with a 2 area range which requires an Endurance FEAT to avoid being stunned.
- A Mento-Intensifier which allows Mandarin to employ Mind Control with a 1 area range.
- An Electro-Blast which has a 3 area range.
- A Flame-Blast which has a 2 area range.
- A powerful, variable white light which can be used to create blind-

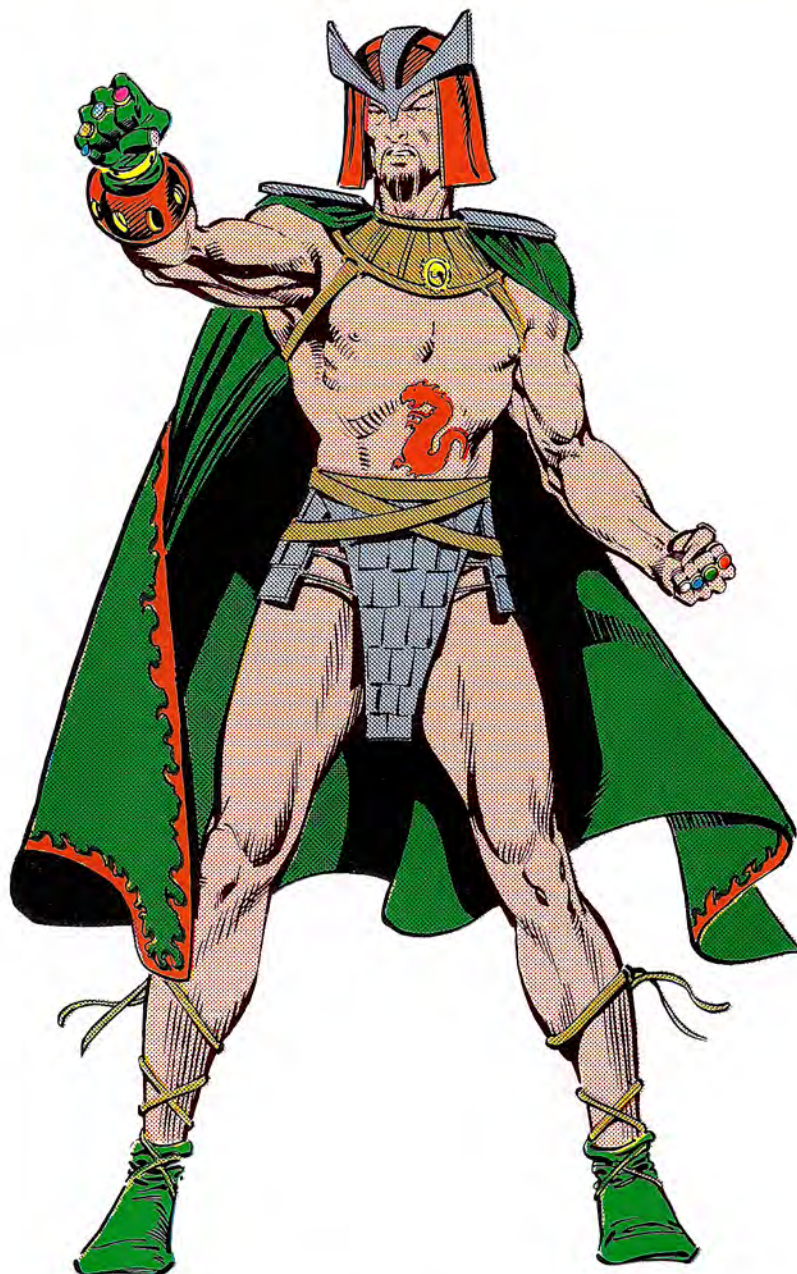
ing flashes or Energy Blasts. In addition, it can be used to Control Gravity and has a 5 area range.

- A Matter-Rearranger which gives Mandarin Matter Control powers. This ring cannot work on or through force fields.
- An Impact Beam which can unleash an Incredible force beam, a Remarkable Intensity Sonic Energy bolt, or be used for Magnetic Control. It has a 2 area range.
- A Vortex Beam which gives Mandarin the power of Air Control, including Excellent Flight and

other power stunts.

- A Disintegration beam of Monstrous Intensity with a 1 area range which has no effect on living beings. It works only once every 20 minutes.
- A Black Light which can release the Darkforce and has a 2 area range.

Mandarin has acquired a strong mental link with the rings, so that only those he allows can use the rings' powers. He can monitor any actions taking place around the rings if they are removed from him.



Hand: The Mandarin now employs members of a group, called the Hand, who are loyal to him. Each member is allowed to wear and use one of the Mandarin's rings. If the Hand member is captured or knocked-out, the ring will immediately teleport back to the Mandarin. Use Mercenary statistics for members of the Hand.

TALENTS

The Mandarin knows Martial Arts A, D and E. He is skilled in Biochemistry, Electronics, Engineering, Repair/tinkering, and Business/Finance.

CONTACTS

High level contacts in the government and business community of Hong Kong. The Mandarin is the leader of a group that follows him, called the Hand.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

The Mandarin is your typical arrogant world conqueror, constantly trying to dominate the world using the advanced science he has at his command. He likes to use complicated plots, but he does not mind engaging in combat if he feels his foe is worthy. He holds a special hatred for Iron Man and the Communist government of China.

HISTORY

The Mandarin was born in prerevolutionary China, the son of a wealthy Chinese man and an English noblewoman. His parents died while he was very young, and he was raised by a bitter aunt.

At an early age he showed promise in various fields of science. He

used his inherited wealth to study in China and abroad. After coming back to China, he became a high government official, a Mandarin.

When the Communist Revolution took place, the Mandarin found himself without any power or wealth to his name. Desperate to gain power once again, he entered a supposedly haunted "Valley of the Spirits" that no one had explored in centuries. There he found a crashed spaceship and the skeleton of its pilot. The pilot had been a dragon-like alien from the planet Maklu-4, that had died on Earth centuries ago.

The Mandarin spent several years in the valley, learning the Makluan technology. He was able to figure out how to use the rings he found in the ship, which had apparently served as the ship's energy source. He then used the rings to help build himself a castle in the Valley, and to take over all the villages in the area. With his alien science, the Chinese Army could do nothing to oppose him.

The Mandarin then embarked on a long series of attempts to take over the world. His usual techniques involved causing a nation's weapons and missiles to turn against its owners. At first, the Mandarin sabotaged and stole a number of missiles and spy planes built by Tony Stark. Stark, as Iron Man, decided to check out the disappearances himself. He flew to China and encountered the Mandarin for the first time, and defeated him.

Over the years, Iron Man became the Mandarin's constant enemy. Each time, Iron man was able to defeat the Mandarin, but he was never able to bring him to justice. In his fifth encounter with the Mandarin, Iron Man was able to defeat him in hand-to-hand combat for the first time. Iron Man then re-programmed some missiles the Mandarin had launched, aiming them back at the Mandarin's castle. The Mandarin teleported to an orbiting satellite before his castle was destroyed.

The Mandarin then returned to China, hoping to increase his ring's powers. He learned of a powerful magical artifact, the Eye of Yin, and tried to get it. He tricked the Royal Family of the Inhumans into finding

the Eye for him, but he was beaten by Black Bolt before he could drain the Eye's power into his rings. Black Bolt then took his rings and hid them from him.

Unable to find his rings, he returned to the Valley of the Spirits. There he found a headband of Makluan origin, that helped him regain his rings and rebuild his castle. Later, the Mandarin and the dying Unicorn went to America to destroy Iron Man. During the battle, the headband somehow caused the Mandarin and the Unicorn to trade bodies. The Mandarin immediately returned to his castle, fearful of dying in the Unicorn's diseased body. He returned to find his castle already taken over by the villain, Yellow Claw.

Forced to flee, the Mandarin set up another base and eventually returned his mind to his original body, with the reluctant help of Sunfire, Japan's mutant hero. He was also forced into battle with Iron Man again and had to flee again. He then attacked Yellow Claw, in an attempt to regain his castle. The Mandarin was critically wounded in a battle with a robot double of Yellow Claw, which exploded.

More recently, while Stark was trying to set up a branch of Stark Enterprises in Hong Kong, Iron Man and the Mandarin came into conflict. The Mandarin had taken the name of Zhang Tong, and had become a financial leader in Hong Kong. As Tong, he controlled a number of government officials and industry leaders of Hong Kong.

The Mandarin thwarted all of Stark's attempts to set up a business branch, even resorting to murder. The Mandarin now employed a group of followers, called the Hand, to do his dirty work. When on a mission, a Hand member was allowed to take one of the Mandarin's rings and use its powers. If the Hand member was captured, he would fanatically try to kill himself. If the Hand member was killed or knocked out, the ring would automatically teleport back to the Mandarin.

STATISTICS

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

Health: 70

Karma: 18

Resources: Varies

Popularity: 0

BACKGROUND

Real Name: Varies

Occupation: Usually criminal, government agent, police officer or soldier.

Legal Status: Varies

Identity: Varies

Other Known Aliases: Varies

Place of Birth: Varies

Marital Status: Varies

Known Relatives: Varies

Base of Operations: Varies

Past Group Affiliations:

S.H.I.E.L.D.

Present Group Affiliation:

KNOWN POWERS

Body Armor: Mandroid armor offers Incredible protection from both energy and physical attacks.

Weapons: The Mandroid battle suit contains the following weapon systems:

- An Incredible Neuro-Stunner with a 1 area range.
- Tracker/Repeller Fields which allow the operator to move objects at a range of 3 areas with Remarkable Strength. May also be used as an Amazing Intensity personal force field, but no weapons can be fired while the force field is on.
- An Excellent Laser Torch with an line of sight range.
- Punch-Blasters which do Remarkable Force damage and have a 1 area range.

Sensors: The avionics array of the battle suit provides Remarkable Protected Senses, Infravision out to 3 areas, Remarkable Radar/Sonar, and a full communications system (including loudspeakers).

Life Support: The wearer can survive on filtered air for two months. In addition, the suit provides Amazing Resistance to Heat and Radiation.

Remote Control: The battle suit can be programmed to perform specific actions if its wearer is knocked out or incapacitated.

Running: Anyone in a Mandroid suit can run at Typical Speed (3 areas per round) for a maximum of 14 minutes.

Wearer: The Mandroid battle armor has been worn by many different people. The statistics above are for someone with all Typical abilities. For other wearers, the suit is assumed to provide a +1 CS to Fighting, a +1 CS to Agility, a +3 CS to

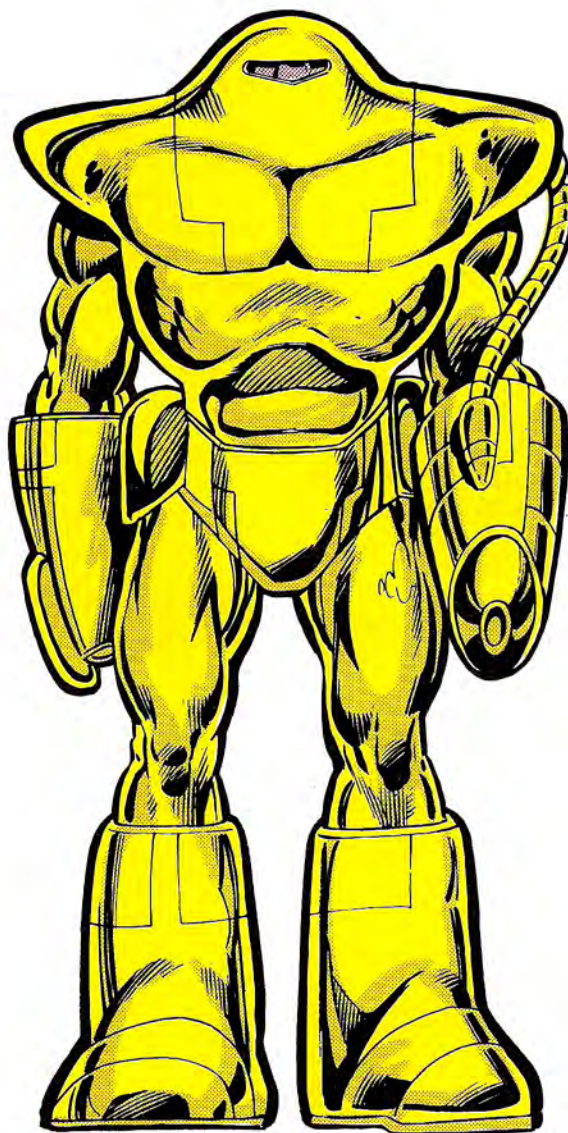
Strength and a +2 CS to Endurance.

TALENTS

This will vary according to the wearer. The talents will usually be military, detective/espionage or law enforcement.

CONTACTS

Varies.



ADDITIONAL NOTES

ROLE-PLAYING NOTES

Varies.

HISTORY

The Mandroid personal battle suit was originally built by Stark International, to be used by S.H.I.E.L.D.. The battle suits were first used against the Avengers by S.H.I.E.L.D. agents, when the Avengers were un-

der suspicion of harboring aliens during an active period of the Kree-Skrull war.

A Mandroid battle suit was also used unsuccessfully by Major Glenn Talbot, while he was fighting the Hulk. The weapons manufacturer, Moses Magnum, acquired the plans for the Mandroid and built some of his own. These were used unsuccessfully against the X-Men in Japan.

Recently, Tony Stark found out that years ago, the Spymaster stole his plans for the Iron Man armor. The Spymaster had then sold the plans to Justin Hammer, who in turn sold the plans to various criminals. These criminals then used the plans to create their own suits of armor.

Angered, Stark went on a crusade to destroy all suits of battle armor. To do this, he used a device that he invented called a negator pack. When attached to a suit of armor, it totally fused all of the armor's circuits.

Stark pretended that Iron Man had rebelled and that he had fired him from Stark Enterprises. During his destruction of various suits of armor, Stark had done some things that the government did not approve of. Stark agreed to help S.H.I.E.L.D. capture Iron Man, though actually he wanted a chance to destroy S.H.I.E.L.D.'s Mandroids.

Stark feared that Justin Hammer might get a hold of the plans for the Mandroids, so he wanted to destroy them too. He was able to trick S.H.I.E.L.D., and ambush the agents wearing the suits of Mandroid armor. As Iron Man, Stark used the negator packs to completely fuse the Mandroid's circuits. Stark has also implied that he has somehow wiped out all the plans on the Mandroid suits that the government possesses. Of course, there is a chance that other Mandroid suits exist, in the government or other's possession.

STATISTICS

F RM (30)
A EX (20)
S MN (75)
E UN (100)
R RM (30)
I GD (10)
P PR (4)

Health: 225

Karma: 44

Resources: FE (2)

Popularity: 0

BACKGROUND

Real Name: Not Applicable

Occupation: Mutant Hunter

Legal Status: None

Identity: Not Applicable

Place of Creation: Steven Lang's Orbiting Space Station

Marital Status: Not Applicable

Known Relatives: Not Applicable

Base of Operations: Large flying ship.

Past Group Affiliations: None

Present Group Affiliations:

KNOWN POWERS

Robotic Construction: As a robot, Master Mold is immune to poison, disease, gas and mental attacks. Master Mold can survive in outer space or underwater indefinitely. Master Mold is about thirty feet tall (+2 CS to hit).

Mutant Detection: Master Mold has the Unearthly ability to sense individuals with mutant DNA structures.

Flight: Master Mold can fly at Excellent speeds.

Body Armor: Master Mold is made of a Remarkable alloy which provides him with Excellent protection against physical and energy attacks.

Weapons: Master Mold has access to all the weapons that the Sentinel Types I-III had.

Hunter missile: These weapons can fly at Amazing speeds. They are constructed of an Excellent alloy and have Incredible control. When attacking, they seek out a target with their Remarkable tracking arrays and engage it with Amazing energy beams.

Ultra-High Frequency Beacon Probe: Capable of flight at Amazing speeds, this weapon can induce Amazing intensity sleep with a 2 area range.

Mind Control: Master Mold has the

Amazing ability to dominate the mind of another individual.

Self-Repair: Master Mold's internal systems are able to repair themselves, giving him Amazing regeneration.

Brain Module: The Master Mold's major memory circuits are in a small module made of Unearthly strength material. This brain module is able to regenerate a new body from nearby metal with Monstrous ability. The brain module can also cause Incredible energy damage to anyone touching it.

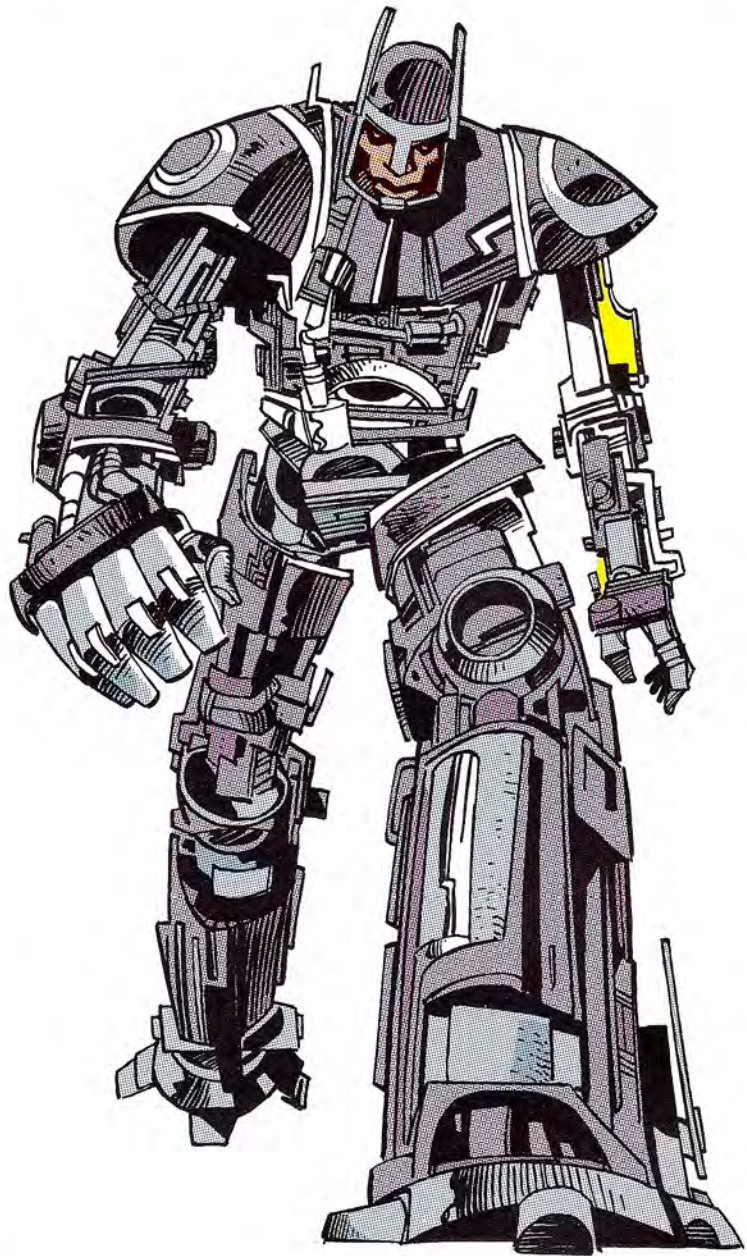
Servitors: The Master Mold has created hordes of artificial lifeforms to serve him. They have the following characteristics:

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

Health: 36

Karma: 12

In addition, they have Good Skin Armor and often use jet packs which give them Typical Flight. They wield special guns which can fire Good energy blasts and have a 2 area range.
Conscience: Master Mold has programmed a special humanoid Senti-



nel with Steven Lang's brain engrams, calling it his Conscience. This machine has the following attributes:

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

Health: 155

Karma: 44

The Conscience has a Robotic Form which gives it Excellent armor and incorporates projectors capable of firing Incredible Energy or Force beams.

Mobile Flying Base: Master Mold's flying headquarters has Excellent Control, a Shift Z body, and can attain Monstrous Speeds. It provides its occupants with Amazing protecting and radiates Remarkable intensity light.

TALENTS

Due to Lang's brain engrams, Master Mold has the Electronics, Robotics, and Repair/Tinkering talents.

CONTACTS

None.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Master Mold has the imprinted brain engrams of Steven Lang, causing him to be insanely obsessed with a crusade to kill all mutants. He truly believes that he is really Lang, trapped in a robotic body. He bears an intense hatred for the X-Men, especially Cyclops.

HISTORY

After Larry Trask was killed, the ownership of the Sentinels officially fell to the United States government. A Dr. Steven Lang was put in charge of a

special federal investigation of mutants and their powers. Unknown to the government, Lang was a fanatical mutant hater who planned to start his own crusade against mutants.

Lang got a hold of Trask's notes on how to create Sentinels. He contacted the Inner Council of the Hellfire Club and convinced them to fund his creation of a new group of Sentinels and an orbiting space station.

They had no idea that Lang planned to kill every mutant he captured. The Sentinels and the space station were destroyed in a battle between the X-Men and the Sentinels. During the battle, Lang was turned into a "mindless vegetable", but his brain engrams had been imprinted into the computer brain of the Master Mold. The Master Mold was a special 30-foot tall Sentinel that Lang had programmed to destroy the twelve most powerful mutants in the world.

When Lang's space station was destroyed during the battle with the X-Men, the Master Mold somehow survived. The Master Mold built a new base within an asteroid near the Earth. The Master Mold went to Earth and captured the Angel and Iceman. The Hulk was drawn into the battle, and Master Mold accidentally took the Hulk to his base with the others. The Hulk and the others were able to escape from their prison tubes and the Hulk then proceeded to rip the Master Mold apart. The Hulk and the two mutants escaped back to Earth, before Master Mold blew the space station up.

The brain module ended up under the ocean, off the coast of Alaska. It re-built itself from sunken ships in time to sense the presence of Scott Summers (Cyclops), one of the Twelve. Scott was in Anchorage trying to find his missing wife and child, when the Master Mold attacked. Cyclops tricked it into firing its energy beams while between some large gas storage tanks. The resulting explosion destroyed its body, but the brain module survived.

The Master Mold next appeared near Muir Island, and somehow gained mental control of Moria MacTaggart. Master Mold forced her to create the Retribution Virus, a virus

that killed anyone with mutant abilities, after taking their mutant abilities away. Sensing that something was wrong, Banshee sent for Scott Summers, who soon arrived at Muir Island. The Master Mold tried to secretly kill Summers twice, but both attempts failed.

The Master Mold then captured Banshee and a little girl with mutant abilities. Both had been infected by MacTaggart's virus and were dying. Cyclops tried to stop the Master Mold's servitors from taking them, but he was defeated. Cyclops was able to free Moria MacTaggart from Master Mold's mental domination over her.

Moria tried to create a cure to the virus in her labs, but Muir Island was invaded before she could. The invasion force of the Master Mold's servitors was led by Master Mold's special servant, Conscience. The invasion force easily beat Cyclops and Callisto, MacTaggart's mutant bodyguard. This was because they had been infected by the deadly virus too.

Conscience took Cyclops, Callisto and Moria to the Master Mold's secret base. Conscience revealed that he was a special Sentinel that Master Mold had programmed with Lang's brain engrams. For some reason, Conscience was able to actually display emotions and seems to enjoy them.

Suddenly, the Master Mold and Conscience found out that the Retribution Virus had mutated. The virus now affected normal humans and killed them. Master Mold still insisted that the Virus be released. Master Mold figured that all mutants would be killed, and a small number of normal humans would survive. Master Mold planned to watch over the survivors and make sure that no mutants were born. The emotional Conscience argued that it would not be right to release the Virus spores and kill almost all of the normal humans just to kill all the mutants.

Conscience apparently destroyed himself and Master Mold to prevent the release of the virus; whether or not either of them is truly destroyed remains to be seen.

STATISTICS

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

Health:90

Karma:18

Resources:FE (2)

Popularity:3

BACKGROUND

Real Name: Unknown

Occupation: Adventurer

Legal Status: Legal citizen of Great Britain

Identity: Public

Other Known Aliases: None

Place of Birth: In a camper somewhere in Great Britain's countryside.

Marital Status: Single

Known Relatives: Unknown

Base of Operations: Excalibur's Lighthouse

Past Group Affiliations: Excalibur

Present Group Affiliations:

KNOWN POWERS

Human Changeling: Meggan is a shapechanger of Unearthly rank. She is limited to humanoid forms, but other than that she has no restrictions. She can also change the color of her skin and hair. She can add various animal features to her basic form, such as antennae or fur. She is able to do the following power stunts:

- Assume a Wolf/Humanoid form which has Remarkable Tracking powers and Typical Claws.
- Meggan can grow 4 more feet in height, increasing her Strength to Amazing.

Meggan has only recently begun experimenting with her power, so all the applications of her shape-shifting ability are not known at this time.

Flight: Meggan can propel herself through the air at Excellent speed.

Animal Communication and Empathy: Meggan can sense the emotions of and converse with animals with Unearthly ability.

Limitations: Meggan is a very self-conscious person, and sometimes loses control of her shape-shifting

powers because of it. For example, when Captain Britain gets mad at her, she shape shifts slightly so that she is not as pretty looking. Anytime she is in a situation where this might occur, she is allowed a green Psyche FEAT roll to resist the subconscious urge to shape shift. She might also have some empathy powers connected to this limitation. She sometimes changes shape unconsciously, according to the emotions others around her are feeling towards her. *Insulation:* Meggan does not seem to be bothered by natural cold weather.

This gives her Good resistance to such climates.

TALENTS

Meggan has Incredible recall when it comes to anything that she has seen on television.

CONTACTS

Meggan is good friends with all the members of Excalibur. She is also friends with Inspector Dai Thomas of the C.I.D. section of Scotland Yard.



ADDITIONAL NOTES

ROLE-PLAYING NOTES

Meggan is a very caring and kind girl. Unfortunately, she is also very naive and easily fooled. Many of her perceptions concerning the real world are based on the television shows she has seen. She has a low self-esteem, and she is constantly worried about how other people see her. Her whole life is almost completely built around her love for Captain Britain. Recently, she has also found herself being drawn to Nightcrawler. After the Inferno occurred, she started to learn how to stand up for herself and she gained some self-confidence.

HISTORY

Meggan was born in a camper that was part of a modern-day gypsy convoy. She was born in the middle of winter, and her mutant powers automatically caused fur to grow on her body, to protect her from the cold. The other gypsies heard of this and immediately began to gossip about the were-child. The gypsies added to the story, saying that she was born with a number of weird body features, such as antennae. These rumors caused her powers to activate again, changing her features and giving her the strange body parts

that the gypsies had gossiped about.

She spent most of her early life in her parents' camper, constantly watching television. She was then taken away from her parents by an unknown group that took her because of her mutant powers. She was later rescued by Captain Britain, and taken in by him. At this time, she still retained the strange features that she had grown in her childhood.

In a battle with a group of young English mutants, called the Cherubium, Meggan found out that she could use her powers and change her shape and facial features. She turned herself into a beautiful woman, a typical media stereotype of a female super hero. She and Captain Britain then embarked on a number of adventures, and they apparently fell in love.

Months later, Captain Britain went on an alcoholic binge when he found out that his sister, Betsy (Psylocke), had been killed in Dallas with the other X-Men. A desperate Meggan went to Muir Island to ask Kitty Pryde (Shadowcat) for advice. Meggan arrived at Muir Island to discover the bizarre Gatecrasher and Technet there. Gatecrasher and her group had been hired by Opal Luna Saturnyne, Omniversal Majestrix, to capture Phoenix. Opal accused Phoenix of being a threat to reality and she knew that Phoenix was on her way to Earth.

Kitty and the others refused to help Gatecrasher, so Gatecrasher captured Meggan and Shadowcat. Nightcrawler escaped, and warned Captain Britain of Meggan's capture.

Meanwhile, Gatecrasher and Technet had found Phoenix in the streets of London. Unfortunately, Phoenix was also being chased by Mojo's Warwolves, who had been sent to take Phoenix back to Mojo's alien di-

mension. Captain Britain and Nightcrawler arrived in time to join the fight, and release Kitty and Meggan. Working as a team, the heroes drove off the Warwolves and Technet.

Afterwards, Phoenix suggested that they stay together and form a team to work in England. They named the team Excalibur, and they settled in the lighthouse that Meggan and the Captain had been living in.

Lately, Captain Britain has found himself drawn to Courtney Cox, an old girl friend. Meggan has noticed this, and she has found herself attracted to Nightcrawler.

Excalibur went to New York City, while the Inferno was still going on. Effected by the evil emotional energy of Inferno, the empathic Meggan gave into her evil side. She allowed N'Astrish to transform her into the Goblin Princess.

Imbued with dark Limbo magick, Meggan set out to make sure that Captain Britain would hers be forever. She gained mental control over Captain Britain, and forced Kitty and the Captain go through a number of deadly scenes from various popular movies. In these scenes, the Captain was usually trying to kill Kitty. During the battle, Illanya Rasputin's magical armor and soulsword suddenly appeared in Kitty's possession. She used the soulsword to free the Captain from the Goblin Princess's control, and Kitty then used it to free Meggan from the influences of Inferno.

After Inferno was over, Meggan spent a day exploring New York City by herself. During the day, she also learned a little about herself. Her little adventure in the city seems to have taught her how to stand up for herself, and she seems to have gained some self-confidence too.

STATISTICS

F MN (75)
 A MN (75)
 S MN (75)
 E CL 3000
 R MN (75)
 I MN (75)
 P UN (100)

Health: 3225

Karma: 250

Resources: CL 3000

Popularity: -1000

BACKGROUND

Real Name: Unknown

Occupation: Ruler of an extradimensional land of the dead

Legal Status: Ruler of his realm.

Identity: Actual existence is unknown to general public. Humans who know of him believe him to be the Biblical Satan.

Other Known Aliases: Satan, Mephistopheles, Lucifer, Beelzebub, the Devil.

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: Unknown

Base Of Operation: Extradimensional land of the dead, sometimes called "hell" or "Hades".

Past Group Affiliations: Six-Fingered Hand

Present Group Affiliation:

KNOWN POWERS

Extradimensional Plane: Mephisto draws his power from the souls imprisoned on his plane. When not on his plane, his Endurance drops to CL 1000. Mephisto has Unearthly control over anyone using magic in his realm, and Unearthly control over any physical powers used on his dimension.

Dimensional Travel: Unearthly rank.

Diminution (Self and Others): Unearthly rank.

Create Magic Items: Shift Z Rank.

Enlargement (Self and Others): Unearthly rank.

Limb Elongation: Unearthly rank.

Forced Reincarnation: Unearthly rank.

Invisibility: Unearthly rank.

Kinetic Bolt: Monstrous energy.

Levitation: Unearthly rank.

Matter Control: Unearthly rank.

Shape-Change (Others and Self): Unearthly

Create Illusions: Unearthly rank.

Neural Manipulation: Unearthly damage.

Induce Sleep: Unearthly rank.

Spirit Storage: CL 5000 ability to capture souls. He can communicate with any of the trapped souls.

Summoning: Unearthly control over lesser supernatural beings.

Gateway: Create gateways to any time, place or dimension with Unearthly rank. Takes a FEAT roll to create the gateway, a yellow FEAT if it leads to another time, and a red FEAT if it leads to another dimension.

Undead Control: Unearthly control over lesser undead.

True Invulnerability: Amazing protection from any form of attack except magic. Immune to heat, acid and disease

Limitations: Mephisto cannot read the mind of any sentient being and he cannot control another being without that being's previous permission.

TALENTS

Mephisto has CL 3000 Reason in Occult Lore.



CONTACTS

Mephisto can ask for aid from Death in crucial emergencies.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Mephisto is a being of great power, who loves to use complicated plans to gain new souls. He is constantly contacting people in dire needs to make a deal with them. In return for their soul, Mephisto will help his victims. But Mephisto is the great deceiver, sticking to the exact conditions of his promise, but usually finding some way to corrupt the original deal. Anyone who deals with Mephisto usually ends up in worse shape than he started out in.

HISTORY

Mephisto is the ruler of an extradimensional plane whose origin is unknown. Mephisto refers to his plane as "hell" or "Hades" even though it is not the hell of the Christian religion or the Hades ruled by Pluto. He calls his land "hell" in order to exploit the fears of humans who believe in one single entity of absolute evil. In the past he has used a number of different names associated with devils and demons, and he has even allowed some people to think he is Satan.

Mephisto's plane is inhabited by the souls of dead people that Mephisto has captured. He places the souls (astral bodies) in the bodies of demons and makes the body resemble the soul's original body. Mephisto is also served by a number of lesser demons.

At one point, Mephisto was somehow drawing extra power from the Dire Wraith aliens while they were in-

vading Earth. With this extra power, Mephisto was able to draw the spirits of the Fantastic Four and Franklin Richards to his plane. Mephisto wished to gain Franklin Richards' soul, but the Dire Wraiths were suddenly defeated by Rom and his allies. Weakened, Mephisto was apparently destroyed by a mental blast from Franklin Richards. Unfortunately, he was later able to reform his body.

Mephisto's main purpose is to make as many intelligent beings as possible submit to his control, allowing him to imprison their souls when they die. He is extremely interested in souls that are very pure and good. This has led him to try several times to gain the Silver Surfer's soul, but he has failed every time. Mephisto is also interested in gaining the souls of any gods, which has led to several unsuccessful attempts to gain Thor's soul.

Mephisto was responsible for Johnny Blaze's transformations into the Ghost Rider, since he is the one that placed the demon Zarathos inside Blaze's body. Mephisto is also the one who bound demons to the body of the actor Martin Preston, who is now known as Master Pandemonium.

Recently, Mephisto initiated a complex plot that in the end would cause Hela (the Asgardian death goddess) trouble in the far future. Hela had recently stolen some twentieth century souls that rightfully belonged to him. Knowing of Hela's curse against Thor, he wished to demonstrate to Thor the horrors of living on a plane of the dead.

First of all, Mephisto transported the Fantastic Four and Franklin Richards physically to his plane. There he tricked Sue Richards into believing that he had made a deal with Reed Richards years earlier.

Mephisto then apparently took away Reed's intelligence, making Reed a drooling idiot. Sue agreed to stay in Mephisto's realm if he returned Reed's intellect and returned the Fantastic Four and Franklin to Earth.

A desperate Reed thought that the clue might mean the X-Factor team. He contacted them and asked for

their help. X-Factor agreed and answered a report of a female mutant, answering to Sue's description, causing trouble.

They found Sue Richards, under Mephisto's control, and Mephisto in a waterfront warehouse. Mephisto tried to get them to bargain with him, but Iceman refused and broke Mephisto's seductive spell. They attacked but he was able to use his illusion powers to confuse them. He then got Jean Gray to agree to sell her soul, in return for the release of Sue Richards and her team mates.

Mephisto tricked Rogue into believing he was susceptible to her power to absorb other people's memories and powers. Wishing to save the X-Men, she used her powers to absorb their personalities. Rogue then found out that Mephisto had been pretending that her powers could affect him. He then drained her soul, plus the personalities of all the X-Men she had absorbed.

Mephisto then transported himself and Rogue to where the badly beaten Thor lay, after battling the Mjgard Serpent. Hela arrived, claiming Thor's soul as her own. Mephisto somehow used Rogue's powers to release Thor's soul from his body. Mephisto captured Thor's soul and then sent Rogue back to the X-Men. Hela arranged for the Avengers to arrive to fight Mephisto, while she tried to free Thor's soul.

Mephisto was able to beat the Avengers while Hela was unable to free Thor's soul from Mephisto's mystic mylar (a CL 5000 mystic substance). Mephisto tried to break Thor's soul, with temptation and pain, but he was unable to. Realizing that such a soul on his plane would cause nothing but trouble, Mephisto returned Thor's soul to his body and conceded defeat to Hela.

Mephisto then revealed to the Living Tribunal that he had been shamming his weakening power, and that he never really had any claim over Thor's soul anyway. The whole plan had been to give Thor a small taste of what it was like on a plane of the dead. When Thor's soul finally arrived on Hela's plane, Thor would be more determined than ever to cause Hela as much trouble as possible.

STATISTICS

F TY (6)
A GD (10)
S TY (6)
E IN (40)
R GD (10)
I AM (50)
P UN (100)

Health: 62

Karma: 160

Resources: AM (50)

Popularity: 30

BACKGROUND

Real Name: Merlin

Occupation: Court Wizard, Prophet, King's Advisor and Tutor

Legal Status: Citizen of Britain

Identity: Believed to be a fictional character by the general public.

Other Known Aliases: None

Place of Birth: Carmarthen, Wales

Marital Status: Single

Known Relatives: Conaan (grandfather)

Base of Operations: Camelot, Britain Past

Group Affiliations: Court of King Arthur Pendragon of Britain

Present Group Affiliations:

KNOWN POWERS

Precognition: This Unearthly power requires a successful red Psyche FEAT roll to work.

Imprisonment: This spell of Unearthly rank binds a person's body to a specific area, usually a building. If the person ever physically leaves the building, his body will completely disintegrate. At the same time, as long as the victim does not leave the building, his body will not age.

Magic: Merlin was a Master Level Sorcerer of the Order and Nature Schools of Magic. Merlin knew most of the spells and magical powers listed in MHAC 9. The following spells and powers are always available to him:

Personal Spells:

Astral Projection: Unearthly Rank

Foretelling: Unearthly Rank

Healing: Monstrous Rank

Shape-Shifting, Unlimited: Himself and any willing person, Unearthly Rank

Telekinesis: Unearthly Rank

Trance: Unearthly Rank

He casts all other Personal Spells at Amazing Rank.

Universal Spells:

Eldritch Beam/Bolt: Amazing Rank

Mesmerism: (Amazing Rank)

Nature Control: (Amazing Rank)

Plant Control: (Amazing Rank)

Merlin can cast the other Universal spells at Incredible rank.

Dimensional Spells

Merlin is not known to have used any Dimensional spells, nor was it ever recorded that he asked for aid from

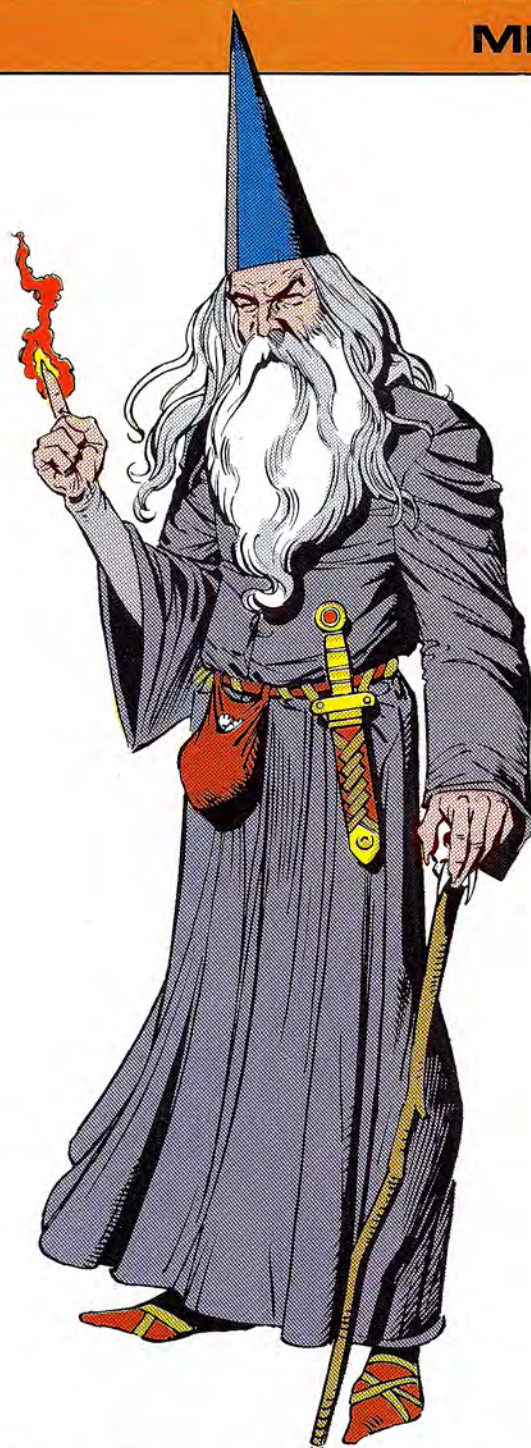
magical entities. He might have occasionally entreated the Lady of the Lake for aid.

TALENTS

Merlin was an expert in Engineering, Hypnosis and Occult Lore. He also had the Mystic Background and the Resist Domination talent.

CONTACTS

Merlin had connections with King Arthur and all the Knights of the Round Table loyal to Arthur.



ADDITIONAL NOTES

ROLE-PLAYING NOTES

Merlin liked to always maintain an air of mystery to confuse his enemies. He was also known for his sharp tongue and sarcastic manner. He is sometimes plagued with bouts of depression, since he knows the future and how the glory of Camelot will end. Merlin even knows that he will be imprisoned by Nimue, but he doesn't try to avoid it. He knows the futility of fighting destiny.

HISTORY

Merlin was born in the Sixth Century A.D., to the unwed daughter of King Conaan, who was the king of an area of Wales known as Dyfed. Rumors exist that say Merlin's father was a demon who took the form of handsome knight to seduce Merlin's mother. When she became pregnant with Merlin, his mother began to fear that her lover had been a demon. She went to a priest who blessed her and had her drink holy water. She took a vow of chastity and joined a nunnery after Merlin was born. These actions supposedly stopped Merlin from being born with an evil nature.

While Merlin was still a boy, a King Vortigern of Britain wished to sacrifice him. The King was trying to build a castle in the mountains, but the foundations kept sinking. The King had been told that the sacrifice of a boy with no human father would allow the building of the castle. Merlin used his powers to reveal that the foundations sank because a pool containing two dragons was directly beneath the foundation. When the pool was found by Vortigern's men, one of the dragons killed the other

one. Merlin saw this as an omen to the coming of Arthur.

Merlin served Vortigern and the next two kings of Britain faithfully. During that time, Merlin was said to have helped raise the stones at Stonehenge, using his magic. The third King of Britain, Uther Pendragon, was at war with Duke Gorlois of Tintagel, an area of Cornwall. Uther was greatly attracted to Gorlois' wife, Ingraine. Uther asked Merlin to help him take Ingraine with his magic.

Merlin agreed, knowing that the son of Uther and Ingraine would become a great ruler of Britain. While Gorlois was fighting Uther's armies, Merlin made Uther look like Gorlois. Uther then entered Gorlois' castle and seduced Ingraine. Earlier that night, the real Gorlois was killed in battle. Ingraine had a son, but the baby was given to Merlin to raise. This deal had been made with Uther in return for Merlin's help that night.

Merlin gave the baby, Arthur, to a knight, named Sir Ector. Meanwhile, Merlin got Uther to build the famous Round Table that Arthur would later use. War broke out when Uther died, because he had died without any known heirs. Merlin told all the worthy knights to meet him in London on Christmas, to decide who would be king. There, the knights found a sword driven through a steel anvil and a block of marble. The anvil was inscribed with the following words: "Whoso pulleth out this sword of this stone and anvil is rightwise King born of England." Arthur, unaware of the inscription, was the only one able to pull out the sword, making him King of England.

Over the years, Merlin served as Arthur's advisor and court wizard. Merlin was the one who took Arthur to the lake where the Lady of the Lake dwelt. The Lady in the Lake gave Arthur the sword Excalibur. Merlin also arranged for the marriage between Arthur and Guenevere, but he did warn Arthur that the marriage would someday cause disaster for Camelot.

Knowing that Mordred would secretly try to cause as much trouble as possible, Merlin had come up with a plan years before Mordred reached

Camelot. He arranged for a young knight, Percy of Scandia, to be vigorously drilled in the arts of war. When Mordred reached Camelot, Merlin summoned Sir Percy to Camelot. Sir Percy joined the court at Camelot, pretending to be a hesitant fop. Sir Percy secretly became the Black Knight, champion of Camelot. To help him, Merlin gave him a magical sword, the Ebony Blade, made with ore from a meteorite. Over the years, the Black Knight foiled many of Mordred and Morgan's plans.

Finally, a great battle erupted between the forces of Camelot and the forces of Mordred and Morgan. Mordred and Morgan were defeated, and Merlin used his imprisonment spell on Morgan. The spell prevented Morgan from physically existing outside of her castle. A little later, the war over Guenevere between Lancelot and Arthur erupted. During the chaos, Mordred gathered a new army to attack Camelot.

Merlin told the Black Knight to ride to Garrett Castle, and meet Arthur there. The Black Knight was attacked by foul magicks along the way, causing him to be late to the meeting and the battle that took place near the castle. Mordred and his army were aided by the cosmic being known as the Dragon of the Moon. With the help of an Eternal, known as the Interloper, Merlin was able to drive the Dragon back.

During the battle, Arthur and Mordred dealt each other mortal wounds. Mordred got back to Garrett Castle before dying, and killed the Black Knight from behind. Merlin appeared and placed a spell on Sir Percy, so that his soul would return to Earth whenever Mordred's soul was resurrected on Earth.

Another person calling himself Merlin was an alien humanoid based in the dimension known as Otherworld. This Merlin had become a protector for a number of different dimensions. It is not known if he is the same Merlin that lived in Camelot. This Merlin was accidentally killed while viewing a battle between Captain Britain and the being known as the Jasperswarp.

STATISTICS

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

Health: 38

Karma: 66

Resources: TY (6)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Stage hypnotist, circus manager, professional criminal.

Legal Status: Citizenship unknown, probably has criminal record.

Identity: Secret

Other Known Aliases: None

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: Unknown

Base of Operations: Mobile

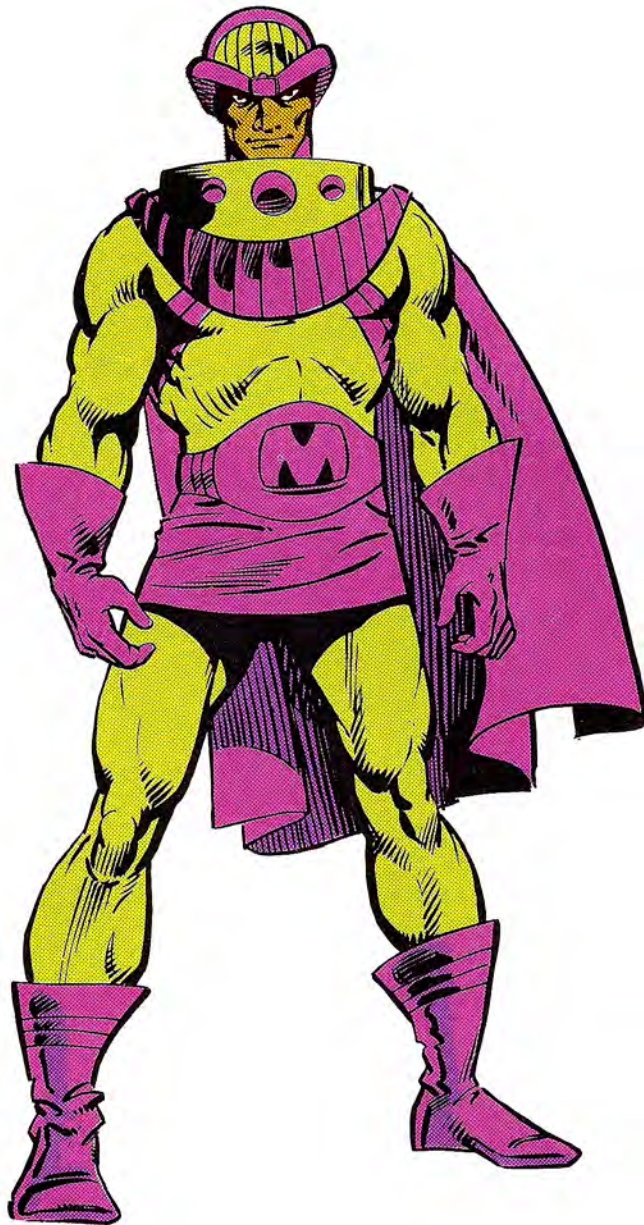
Past Group Affiliations: Demi-Men

Present Group Affiliations:

KNOWN POWERS

Hypnosis: Anyone making eye contact with Mesmero must make a Psyche FEAT roll against Amazing intensity. Anyone that fails the roll has been hypnotized by Mesmero. If the character looks at Mesmero's face again, he must make another Psyche FEAT roll or be hypnotized. The effects of the hypnotism vary according to Mesmero's wishes. He can cause partial or full amnesia, give a person new memories, alter a person's personality or cause complete paralysis. Any act that would cause a loss of Karma points, allows the victim another Psyche FEAT roll to free himself from Mesmero's control. Mesmero has been able to maintain hypnotic control over seven people at once, who were not even all at the same place.

Illusion Generation: Amazing rank power. Even if character realizes it is an illusion, he will still subconsciously believe in the image. A Psyche FEAT roll vs. Amazing intensity, will allow the victim to see through the illusion and not be harmed by it. If a victim gets to 0 Health because of damage from the illusions, he will fall unconscious for



1-10 rounds, even though the damage is imaginary.

Mental Blast: Monstrous rank, and can effect up to 4 people at once.

ADDITIONAL NOTES

TALENTS

None

CONTACTS

Mesmero has contacts with people in the theater and circus professions.

ROLE-PLAYING NOTES

Mesmero is your typical mutant villain, thinking he is superior to normal people. He enjoys using his powers to humiliate people or cause them a great deal of pain. He holds a special hatred for the members of the X-Men.

HISTORY

Nothing is known about Mesmero's past before he became a costumed villain. He was hired by a robot that he believed to be Magneto. The robot had been built by roboticist Samuel "Star" Saxon, who would later become known as the Machinesmith. Saxon had created the Magneto robot, and a horde of robots with various powers, so that they could steal for him. He made the ro-

bots appear to be mutants, who were then the object of great fear.

Saxon decided that he needed a real mutant to lead the robots, which he had named the Demi-Men. Saxon planned to work behind the scenes, giving orders through the Magneto robot. Mesmero was contacted by the Magneto robot and offered the position of second in command of the Demi-Men. Mesmero apparently did not know that Magneto was a robot or that Saxon was the real mastermind.

Lorna Dane, Polaris, was captured by the Demi-Men and hypnotized by Mesmero into believing that Magneto was her actual father. Saxon then activated her latent mutant magnetic powers. The overconfident Mesmero dropped control over Dane, figuring she would follow her father's orders. Mesmero and the Demi-Men then came into con-

flict with the X-Men. Dane was able to learn that Magneto was not her father, and aided the X-Men in their battle against the Demi-Men. The Demi-Men were destroyed, but Mesmero and the Magneto robot escaped.

Mesmero later learned that he was serving a robot Magneto, when he saw the robot destroyed by Sentinels. He escaped the Sentinels while they were busy fighting the X-Men.

Much later, Mesmero hypnotized all the X-Men into thinking they were performers at a circus. With the help of the now furry Beast, the X-Men broke free of Mesmero's control, but Mesmero got away again.

Mesmero was next seen performing as a stage hypnotist in New York City. He came into conflict with Spider-man, and was beaten by him. Mesmero's current activities and location are unknown.

STATISTICS

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

Health: 150

Karma: 22

Resources: PR (4)

Popularity: -1

BACKGROUND

Real Name: Norton G. Fester

Occupation: Crackpot Inventor, Thief

Legal Status: U.S. citizen with criminal record

Identity: Public

Other Known Aliases: Looter

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: None

Present Group Affiliations:

KNOWN POWERS

Leaping: Meteor Man can make jumps of Excellent distance.

Dazzle Gun: Remarkable Intensity light generation. Victim's must make an Endurance FEAT roll or be stunned for one round.

Helium Balloon: Typical Flight speed and lift, with Poor direction control. Spider-man's webs cannot stick to the surface of the balloon for longer than one round, due to its smooth surface.

Invulnerability: If Meteor Man's Health is dropped to 0 by physical attacks, he will not die, but he will fall unconscious for 1-10 hours.

Growth: When he started absorbing microwave energy from his meteors, he started growing in height. Every 2 rounds he would grow one foot in height. For each one foot in height he grew, his Strength and Endurance were raised by +1 CS.

TALENTS

Fester had the Repair/Tinkering talent.

CONTACTS

Fester apparently had no friends.



ADDITIONAL NOTES

ROLE-PLAYING NOTES

Fester believed himself to be a scientific genius destined for great things. He was very arrogant, believing that no one had the right or abilities to interfere with his schemes. Fester wasn't very original, and a lot of his ideas came from someone else's plans.

HISTORY

Norton Fester was a crackpot scientist who believed that he was a genius, even though he had failed science courses in high school. One day he found a meteor fragment that he had seen landing. He took the meteor to various places, trying to get money for his research. He believed that meteors contained microscopic living matter, and he wanted the funding so that he could prove it. All his attempts to raise money failed, so he started working on the meteor at home.

Fester chipped away a part of the meteor, which released a pocket of gas from its interior. Fester breathed the gas, which clung to him, and passed out. He awoke later to discover that he now had amazing strength and leaping abilities. Fester made a special suit and committed a series of bank robberies under the name of the Looter. Worried that his powers might go away, and hoping to increase them, Fester decided to get hold of more meteors.

The Looter tried to take a meteor at a local Space Exhibit, but he was stopped by Spider-man. Spider-man, as Peter Parker, happened to be at the exhibit when the Looter made his move. The Looter escaped, but without the meteor. A week later, the Looter tried to take the meteor again, but Spider-man was waiting for him. This time

Spider-man caught him and turned him over to the police.

Years later, Fester was still serving a jail sentence, and had been a model prisoner. Then, a fellow prisoner asked Fester why he hadn't used his super powers to escape from jail. Fester really hadn't thought of it, so he promptly used his powers to escape.

Since Fester's arrest, Kyle Richmond (Nighthawk) had bought the meteor from the Space Exhibit. Fester discovered this, and immediately stole it from him. Fester had a brief run in with Kyle in his Nighthawk costume, but he escaped with the meteor. Nighthawk teamed up with Spider-man to capture him, but Nighthawk felt that Spider-man was a little too blood thirsty so he left Spider-man to locate Fester on his own.

Nighthawk told Valkyrie, his fellow Defender, about the encounter with Spider-man and Meteor Man (Fester's new name). Valkyrie berated Nighthawk for his foolishness and then left to find Spider-man and help him capture Meteor Man. Valkyrie and Spider-man tried to stop Fester from taking a small figurine sculpted from a meteor, but he escaped using his helium balloon. They caught up with him, and Valkyrie punctured the balloon. Valkyrie caught Spider-man, but Fester fell to the ground. Fester's super powers allowed him to survive the great fall.

Years later, Fester escaped prison again, and went to the Eastern State

University Coliseum, where a microwave energy exhibit was taking place. Fester encountered Spider-man and Giant-Man III (Bill Foster) at the exhibit. Fester defeated both of them and got away with an experimental microwave generator. Spider-man was able to tag Fester with one of his Spider Tracers before he got away.

While Spider-man and Giant-Man were tracking him, Fester was busy building his latest invention (which he had modified from a basic design he had seen in an old issue of *Popular Mechanics*). This invention somehow drew raw energy from Fester's meteor collection and transformed it into microwave energy. The microwave energy was then routed to a backpack Fester was wearing. The backpack then transmitted the energy directly into Fester's nervous system.

Spider-man and Giant-Man arrived just after Fester had activated the invention. Surprisingly enough, the invention actually worked. The glowing Fester began growing, as his strength increased steadily. Fester was having no trouble beating Spider-man and Giant-Man, and he soon reached the height of a tall building.

The microwave transmitter on Fester's back suddenly exploded due to an energy overload. The energy feedback rocketed Fester into the air, where he suddenly exploded and apparently died.

STATISTICS

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

Health: 60

Karma: 105

Resources: PR (4)

Popularity: 5

BACKGROUND

Real Name: Danielle "Dani" Moonstar

Occupation: Student, adventurer

Legal Status: United States citizen

Identity: Secret

Other Known Aliases: None

Place of Birth: Boulder, Colorado

Marital Status: Single

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

Base of Operations: X-Factor's ship

Past Group Affiliations: New Mutants

Present Group Affiliations:

KNOWN POWERS

Solid Images: Dani is able to project solid images of a person's greatest fear or desire, including her own. This ability is Unearthly and does not seem to have a limit on what it can produce, except that none of the solid images' abilities or powers can be above Unearthly. She has no control over the images she draws from a person's mind, the images will act as their nature dictates. The solid image will only disappear if she creates another solid image, meaning she must always have some sort of solid image created from her mind. She usually keeps a smaller solid image of her spirit lance on hand, worn around her neck. If surprised, she is allowed a red Psyche FEAT roll to create something to protect her from the surprise attack. This power can even change another person's appearance and shape.

Telepathy: Monstrous rank ability that only works with animal minds or shape-changers in animal form.

Death Sense: Unearthly ability to detect aura of imminent death. This ability functions automatically when

Dani sees someone in a life threatening situation, or if the person is fixing to enter such a situation. The referee should make a secret roll to determine if Dani saw the "death glow" around any of the characters before an adventure. This only occurs on a red Psyche FEAT roll. If this occurs, a random player will be unable to spend Karma on Endurance FEATs during the adventure.

Ghost Staff: Weapon created directly from Dani's mind does Shift-Y damage to any god that is an aspect of death or evil. It can even effect Death.

Brightwind: Brightwind is a winged horse that Dani gained while in Asgard. It has the following statistics:

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

Health: 100

Karma: 22

Powers: Excellent Flight and Unearthly Mind Link with Dani.

TALENTS

Dani is a trained hunter, survivalist, and an expert in horse riding and care. She also receives a +1 CS



when firing a bow and she now has the Leadership and Resist Domination talents. Dani speaks fluent English and Cheyenne.

CONTACTS

Dani has contacts with the New Mutants, X-Men, X-Factor, Excalibur and the X-Terminators.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Dani is a strong-willed young woman who is very proud of her Cheyenne heritage. She is extremely loyal to her family, and her friends. She is willing to face Death itself in order to save a friend. Dani takes her leadership of the New Mutants very seriously, especially since the death of Doug Ramsey.

HISTORY

Danielle Moonstar is an American Indian of the Cheyenne tribe. Her powers surfaced when she reached puberty, but she had no control over them. She scared everyone in the community except her parents and her grandfather, Black Eagle. Dani's parents disappeared while on a camping trip in the mountains. Before they had left, Dani had accidentally projected images of them being killed by a demonic bear. She was haunted by dreams of the bear, which she knew had killed her parents. The bear tried to kill Dani, but she was protected by her grandfather's shaman spells.

After her parents disappeared, she lived for a time with some friends of the family, the Roberts. She accidentally used her psychic powers and scared them. She went to the mountains and lived there for several years with her grandfather.

Black Eagle contacted Professor Charles Xavier, who had been a friend of Dani's father in the army.

When Black Eagle first asked her to go with Xavier, she angrily refused, believing all white men to be her enemy. While angry, she accidentally created a image of Black Eagle's death that she had seen in a dream. She then agreed to go with Xavier to learn how to control her powers.

Before Xavier arrived, Black Eagle was killed by agents of Donald Pierce. Pierce was a member of the Inner Circle of the Hellfire Club, who was trying to oust Sebastian Shaw from control of the Club. Pierce hated mutants and planned to kill Xavier and any other mutants he could locate. Dani was almost killed by Pierce's agents too, but she was saved by the mutant Karma and Xavier. Xavier told her about Pierce and she agreed to work with him to get revenge.

After Dani and several other young mutants defeated Pierce, she agreed to go with Xavier and learn how to use her power. She soon came to care for all her fellow New Mutants, no matter what their race. She and Rahne Sinclair became very close, mostly due to their psychic link when Rahne shifted into wolf form. Dani soon learned how to control her powers, and how to create images other than a person's greatest fear. She and Cannonball became the team co-leaders. At first Dani called herself Psyche, but she later changed her codename to Mirage.

Later, while Dani and the other New Mutants were prisoners in Asgard, Dani found out that she had the Death Sense that the Valkyries possess. Dani mentally bonded with one of the Valkyrie's winged horses, whom she named Brightwind. When Dani and the New Mutants returned to Earth, Brightwind accompanied her.

Recently, one of the New Mutants, Amara (Magma), was captured by agents of the High Evolutionary, who planned to take her powers away permanently. The New mutants rescued Amara before her powers taken away. During the battle, the High Evolutionary's agent, Stack,

threw Dani on the machine that was able to take away a mutant's power.

Glowworm and Bulk, two disfigured mutants from New York City, were dying nearby. The machine had already taken away their powers, and they were dying from the radiation poisoning that had given them their powers in the first place. Dani had seen the Death Glow around them and had tried to help them. The Bulk's last dying effort was to push up on a lever on the machine that was taking away Dani's powers. The Bulk's efforts caused the effects of the machine to reverse, actually increasing Dani's powers.

After being freed from the machine by her friends, she discovered that her images were now solid and that she had no real control over them after she created them. With Dani's new power, the New Mutants were able to easily defeat the High Evolutionary's agents and escape with Amara.

Dani and the New Mutants then became involved with the alien slave merchant, Spyder. They escaped from her and got back to Earth. Dani and her friends then became involved in the Inferno occurring in New York City. There they worked with Power Pack, Cloak and Dagger, and the X-Terminators while fighting the disasters and demons caused by the Inferno.

After Inferno was over, Dani and her friends went back to Xavier's mansion. There they found Magneto and the other Hellfire Club members. The mansion had been destroyed in a battle between the X-Men/X-Factor and Mister Sinister. Magneto finally revealed his true motives. He had been trying to gain control of various mutant groups, so he could create a consolidated power base. As usual, Magneto planned to take over the world for mutants. The New Mutants witnessed a power struggle between Magneto and Sebastian Shaw. Magneto won, and asked the New Mutants to join him. They refused, and Magneto allowed them to leave.

Mirage and the other New Mutants have accepted an offer to stay with X-Factor and be trained by them, aboard X-Factor's ship.

STATISTICS

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

Health: 32

Karma: 40

Resources: RM (30)

Popularity: -5

BACKGROUND

Real Name: Alan Fagan

Occupation: Businessman

Identity: Known to police

Legal Status: U.S. citizen with criminal record

Other Known Aliases: None

Place of Birth: Madison, Wisconsin

Marital Status: Single

Known Relatives: Larry Cranston (uncle, deceased)

Base of Operations: New York City

Past Group Affiliations: None

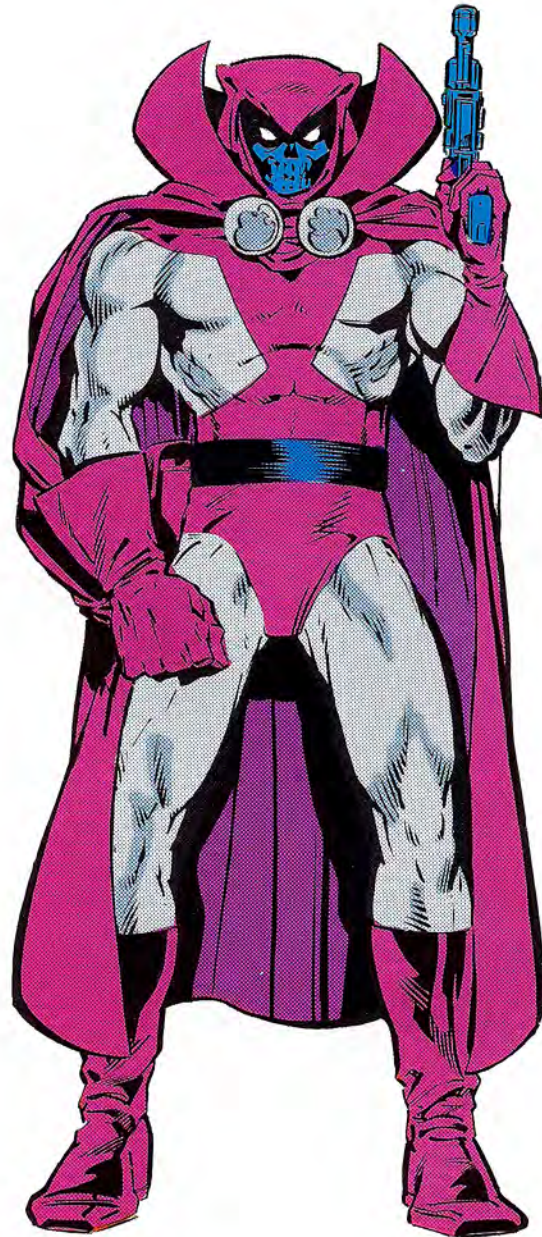
Present Group Affiliation:

KNOWN POWERS

Fear Compound: Mister Fear uses a special chemical compound that is based on pheromones, which are special scents that cause various emotional reactions in animals. Mister Fear uses a compound that causes fear, making the victim want to flee as fast and as far away as possible. This fear compound has an Unearthly intensity rank. The fear compound only works on animals and humans native to Earth. Those breathing it, or coming into contact with the compound must make an Endurance FEAT roll versus Unearthly intensity to resist its effects. If breathed, the compound takes effect immediately, if it is only absorbed through the skin, it will take 3 rounds before it takes effect. If the victim is effected by the compound, the victim's Endurance decides how long the character is affected.

Endurance Rank Length of Fear

FE-TY	150 rounds
GD	100 rounds
EX	50 rounds
RM-AM	25 rounds
MN	10 rounds
UN	5 rounds
ShX-ShZ	1 round



Mister Fear usually uses a gun that shoots pellets containing the fear compound. He fires the gun with Excellent Agility and it has a 5 area range, with one pellet affecting one area. Mister Fear sometimes uses a ring capable of injecting a concentrated dose of the fear compound. He must strike a character to inject the compound. The ring does Poor damage and can't penetrate body armor of Typical rank or better, but the fear effects take place immediately. **Gas Mask:** Mister Fear uses a gas mask and sealed suit that protects

him from contacting the fear compound in any way.

Talents: Fagan has the Business/Finance talent.

Contacts: Fagan probably still has some mid-level contacts in the world of business.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The newest Mister Fear plans schemes that are much more ambitious than the plans of the past Mister Fears. Instead of limiting himself to minor street crimes, he plans to use fear on a grand scale to gain money and power.

HISTORY

The original Mister Fear, Zoltan Drago, was the owner of a wax museum and an amateur scientist. He accidentally discovered the fear compound and decided to use it for personal gain. After creating a costume and a name, Drago joined the original Eel and Ox in a series of crimes. They were eventually caught by Daredevil and Drago was sent to prison.

Drago, after being released from prison, was killed by Samuel "Starr" Saxon. Before killing him, Saxon found out where a second Mister Fear costume and some fear pellets were located. Saxon became Mister Fear and battled Daredevil. Saxon was killed in a final battle with Daredevil, when he fell from an airship.

Larry Cranston, a law school

classmate of Matt Murdock's, overheard Saxon kill Drago in the hotel room next to his. Cranston hated Murdock and believed him to be Daredevil. After Saxon's death, he passed himself off as a relative of Saxon's and got all the Mister Fear equipment. When both Daredevil and Murdock appeared in San Francisco, Cranston knew they were the same person. He became Mister Fear and attacked Daredevil, but he was defeated and accidentally killed.

Alan Fagan, Cranston's nephew, got a hold of the Mister Fear's equipment and planned to use it himself. As Mister Fear, Fagan tried to put together a small nuclear weapon, planning to blackmail New York City, but he was stopped by Spiderman and Hawkeye. After Fagan served his jail term, he got a court order which returned all the Mister Fear equipment back over to him.

STATISTICS

F RM (30)
A RM (30)
S IN (40)
E AM (50)
R IN (40)
I RM (30)
P UN (100)

Health: 150

Karma: 170

Resources: IN (40)

Popularity: 0/-30 (to mutants)

BACKGROUND

Real Name: Unknown

Occupation: Mastermind and mutant killer

Identity: Existence known only to a few mutants

Legal Status: Unknown

Other Known Aliases: None

Place of Birth: Unknown

Marital Status: Unknown

Other Known Relatives: Unknown

Base of Operations: Secret base located underneath an orphanage in Omaha, Nebraska

Past Group Affiliations: Leader of Marauders

Present Group Affiliation:

KNOWN POWERS

Telepathy: Unearthly rank. Established power stunts:

- Astral Travel and Mastery. All of Sinister's FEAT rolls on the Astral plane get a +2 CS.
- Memory Control. Sinister can enter a person's mind and fill it with false memories. He can also destroy a person's memories, to the point of wiping the victim's mind clean of any memories and personality.
- Power Control. If he has a chance to work on a person's mind when they are young, or while they are unconscious for a long period of time, he can put mental restraints on them so that they cannot use their powers against him. Only a successful red Psyche FEAT roll will free them from the mental restraints.
- Force bolts of Unearthly intensity.
- Force shields of Unearthly intensity.

Base: Sinister was mentally linked with every part of his base. The parts

of the base itself could shape change and move independently, according to his mental commands. The base could form various offensive and defensive devices, in addition to various other pieces of high-tech equipment and restraints. Any one ability or power of the base could have a maximum intensity of Monstrous.

Mutant Detection: Mister Sinister apparently had mutant detecting equipment similar to Professor X's Cerebro, allowing Unearthly Intensity mutant detection.

Limitations: For some unknown reason, Sinister is extremely vulnerable to Cyclops' eye-beams. Cyclops' force beams are able to go through Sinister's force shield, and they receive a +2CS on their damage rank when used against Sinister.

Talents: Sinister was trained in Medicine, Engineering, Psychiatry, Bio-Chemistry, Genetics, Cloning, Computers and Electronics. He also has the Resist Domination and Leadership talents.



Contacts: Mister Sinister was the leader of the Marauders, and he was apparently able to make clones of any of the Marauders that were killed.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Mister Sinister is a ruthless man who does not mind destroying peoples' lives to gain more power. A powerful mutant mastermind, he prefers to work in the background, letting the Marauders do his dirty work. An arrogant and confident villain, he expects complete obedience and perfection from his followers. His main goal seems to be to gain mental control over as many mutants as possible.

HISTORY

The origin of Mister Sinister is unknown, and will probably remain that way. It is known that he had already built an advanced base under an orphanage in Omaha, by the time that Scott Summer's (Cyclops) parents were kidnapped by the alien Shi'rah. Cyclops used his powers to save his brother and himself from a fall from an airplane, when their parents were taken. Sinister's sensors detected the use of the mutant power and Sinister located them.

Sinister had them both transferred to his orphanage, but he allowed Alex to be adopted by foster parents. Sinister wanted to keep Scott and put him under his control. Sinister tried to mentally put blocks on Scott's powers, while at the same time never letting Scott consciously know he existed. A stubborn Scott resisted Sinister, until Sinister was forced to create Scott's ruby quartz

glasses, so that Scott could control his powers.

Luckily, Professor X got Scott away from the orphanage and trained him to be the leader of the X-Men. Over the years Sinister kept close watch on Scott and the X-Men, and even somehow gained a tissue sample from Jean Gray (Marvel Girl). He used the tissue sample to create a clone of Jean Gray. The clone would later become imbued with a portion of the Phoenix Force. Sinister would give the clone a set of false memories, and the name of Madelyne Pryor.

Sinister arranged for Scott and the clone to meet, hoping they would fall in love. Sinister knew that any offspring from their union would produce a powerful mutant that he wanted in his power. Things went as Sinister planned, and soon Madelyne and Scott had a son.

Meanwhile, Sinister sent his Marauders on a mutant killing spree. The Marauders attacked the Morlocks who lived in the sewers of New York City. This bought the Marauders into conflict with the X-Men, which ended in a stalemate. During the battle, the Marauders mentioned Mister Sinister, but that is all the X-Men would learn about him for a long time.

Scott left Madelyne to go to the newly resurrected Jean Gray at about the same time that Sinister decided to take Scott and Madelyne's son. Sinister's Marauders got the baby, but Madelyne escaped.

When the events known as the Inferno began, Madelyne, who had now become the Goblin Queen, took her baby from Sinister's base and easily defeated Sinister. During the battle she learned of Sinister's plans and her real origin. The bitter Madelyne swore to destroy the baby, thus ending Sinister's plans.

During her final battle with Jean Gray, Madelyne mentally informed Jean about Sinister and Madelyne's real origin. After the battle, and Madelyne's death, the X-Men and X-Factor swore to get Sinister.

Before they could do anything, Sinister mentally attacked Jean. Psylocke, using her mental powers, transported the astral bodies of her-

self, Wolverine, Storm and Cyclops into Jean's mind. There they discovered Sinister destroying Madelyne's memories, which Jean had absorbed before Madelyne died. Wolverine and Storm convinced the last remnants of Madelyne's personality to fight back, which drove Sinister out of Jean's mind.

Jean, while Sinister was in her mind, learned that he was waiting for them at Professor X's Mansion. The heroes were attacked by members of the Marauders when they got there, and defeated them. While questioning Polaris, who had been possessed by the entity known as Malice, the Mansion exploded. The explosion knocked out all the X-Men, but Polaris stayed conscious. Sinister arrived and ordered her to kill all the X-Men but Jean Gray.

Polaris and Sinister were stopped by the late arrival of Longshot and the Beast. Slowly, the other members of the X-Men and X-Factor woke up and attacked. Unfortunately, Sinister and Polaris seemed to be able to counter the heroes' every move. During the battle, Sinister easily placed Scott under his control and told him about the real life Scott had in the orphanage.

The desperate heroes realized that Sinister might be vulnerable to Scott's force beams, since he had made sure of putting Scott out of commission first. While the others attacked, Scott's brother, Alex, tried to make Scott mad enough to break free of Sinister's control. At the same time, Alex was releasing his plasma bolts at Scott, which increase the power of Scott's force beams.

Suddenly, Sinister got possession of Jean and kissed her. The mere sight of this broke Sinister's control, allowing Scott to fire his beams at Sinister. Beast snatched Jean away before the amplified force beams reached Sinister. The beams hit Sinister dead on and totally destroyed his physical body.

Considering Sinister's mental powers, and his cloning skills, there is a chance that Sinister might reappear.

STATISTICS

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

Health: 190

Karma: 36

Resources: GD (10)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Assassin

Legal Status: Unknown

Identity: Secret

Other Known Aliases: None

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: Unknown

Base of Operations: Currently
 Biltwell Hotel in New York City

Past Group Affiliations: Masters of
 Evil

Present Group Affiliation:

KNOWN POWERS

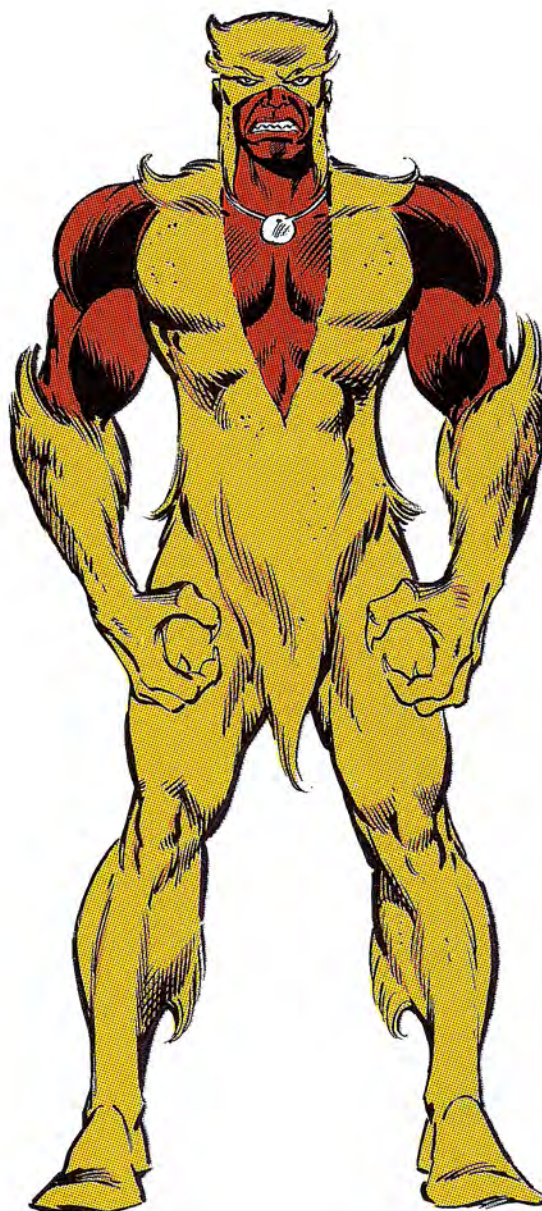
Stunning Gas: Mongoose can release Unearthly intensity Stunning Gas from the gauntlets of his costume, filling one area.

Claws and Teeth: The Mongoose possesses Good rank claws and teeth.

Hyper-Speed: The Mongoose can move at Unearthly rank speed. He can use this power to actually run up and down the sides of a building, as an established power stunt.

Cellsmograph: This small device is apparently attuned to the specific cell structure of one single person. This device works as an Unearthly intensity Tracking ability. Mongoose is known to have one such cellsmograph that is attuned to Thor. It is not known if he can program it to track other individuals.

Talents: Mongoose has a +1 CS when fighting with his claws and teeth. He knows Martial Arts B, and he has the Acrobatics and Tumbling talents.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Mongoose is a blood thirsty assassin who enjoys his work. During a battle he can be as vicious and berserk as Sabretooth, but he is smart enough to run when he knows is being beaten. He is a very patient man when he is stalking his prey.

HISTORY

Very little is known of Mongoose's past, before he came to New York City. He was smuggled out of his country of origin by Baron Zemo and the Masters of Evil. He was apparently supposed to join the Masters of Evil on their assault on the Avengers Mansion. The Absorbing Man and Titania, in disguise, were supposed to pick him up at the airport, but they became involved in a battle with Spiderman. Mongoose, now that he was in America, decided to forget about the Masters of Evil and set out on his own.

Mongoose was next seen attacking Thor, who was at a construction site in his civilian identity. Apparently he had been hired by someone to kill Thor, for an unknown reason. The Mongoose, using his cellsmograph, had tracked Thor down while he was in his Sigurd Jarlson identity. Spiderman intervened, giving Jarlson enough time to get his hammer and turn into Thor.

Spiderman and Thor fought Mongoose to a stand still, but Mongoose escaped after creating a diversion. Mongoose broke the support beams holding up the building where they were fighting. Fearing for the lives of the construction workers on the building, Thor held up the building long enough for Spiderman to fashion some temporary support so it wouldn't collapse.

The current location of Mongoose is unknown, though he is probably still somewhere in New York City.

STATISTICS

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

Health: 28

Karma: 70

Resources: AM (50) (Queen)/PR (4)

Popularity: - 1/10 (Darkholders)

BACKGROUND

Real Name: Morgan le Fay

Occupation: Former queen, high priestess, sorceress

Identity: General public believes her to be a fictional character

Legal Status: Queen of Gorre, Sixth Century A.D.

Other Known Aliases: None

Place of Birth: Tintagel Castle, Cornwall, England

Marital Status: Widowed

Known Relatives: Duke Gorlois (apparent father, deceased), Duchess Igraine (apparent mother, deceased), Arthur Pendragon (half-brother, deceased), Morgause and Elaine (sisters, deceased), King Uriens (husband, deceased), Ewain (son, deceased), Mordred (nephew, deceased)

Base of Operations: Astral plane

Past Group Affiliations: Leader of Sixth Century Darkholder Cult, Doctor Doom

Present Group Affiliation:

KNOWN POWERS

Magic: Master Level Sorceress of the Faerie School of Magic. While casting spells in Ireland or Britain, Morgan receives a +2CS on FEAT rolls.

Personal Spells

Astral Projection (Monstrous). Morgan's body has been destroyed and she only exists in astral form on the astral plane.

Astral Supremacy (Amazing). Morgan receives a +1CS on magic FEAT rolls while on the astral plane.

Unlimited Shape-Shifting (Amazing).

Individual Shield (Incredible).

Flight (Incredible).

Other Personal Spells (Excellent)

Universal Spells

Eldritch Beams/Bolts (Incredible).

Glamour (Remarkable)

Illusion (Monstrous)

Mental Control (Amazing)

Raise Dead Special Ceremony magic that can only be attempted once on each corpse. A successful Psyche FEAT roll is needed for completion.

Other Universal Nature Spells (Amazing)

Other Universal Spells (Remarkable)

Dimensional Spells

Chthon (Amazing)

Darkhold (Monstrous) Only available when she has the book.

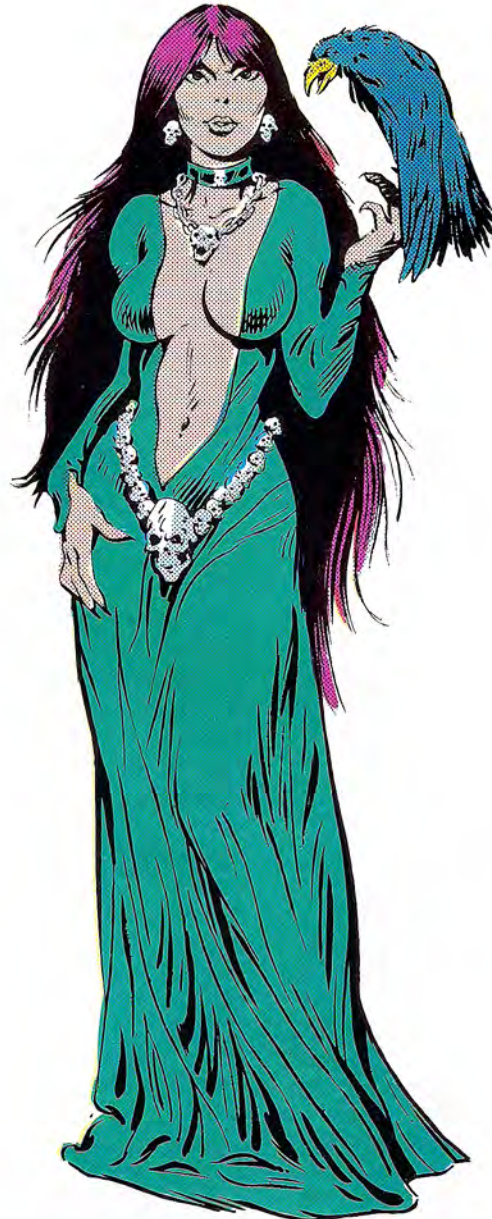
Demon Winds (Incredible rank, similar to the Winds of Watoomb spell).

Dimensional Aperture (Amazing)

Gaea (Amazing). Morgan can entreat this entity for Plant and Nature Control spells.

Other Universal spells (Incredible).

Limitations: Pure iron weapons do double their normal damage when used against Morgan, even if she is



in astral form. If she attempts spells while touching iron, or if large amounts are in the same area, she receives -2CS on the FEAT rolls.

Talents: Morgan's Reason is Amazing when dealing with Occult Lore.

Contacts: Darkhold Cult Members

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Morgan is a stubborn and arrogant woman who is constantly involved in complex schemes to gain more control and power. Her main goals are currently to find a host body for her astral form, and to gain control over the Darkhold book again.

HISTORY

Morgan Le Fay is the daughter of Duke Gorlois of Tintagil and his wife, Ingraine. Morgan is half-human and half-faerie, which means that Ingraine must have been at least part faerie. The faerie are a humanoid race with powerful magical abilities, who come from a extradimensional world that borders the countries of Britain and Ireland. Morgan Le Fay is also the half-sister of King Arthur Pendragon.

Morgan's magical abilities didn't surface until she reached puberty. Morgan then seduced Merlin and tricked him into teaching her the arts of sorcery. After she had mastered the magicks of the the ancient Celtic religion, she became one of Merlin and Arthur's most dangerous enemies.

Morgan married a King Uriens of Gorre, a section of Britain, and they had a son, Sir Ewain.

During the time of Camelot, Morgan often attacked Arthur and his knights. She hated Arthur because she wished to become the ruler of Britain herself, and she despised him for encouraging the Christian religion over the ancient Celtic religion she practiced. She also hated Arthur because he was the offspring of an illicit union between her mother and Uther Pendragon.

In between her battles with Arthur and Merlin, Morgan got her hands on the Darkhold. This book is the most powerful book of evil magicks on the Earth, and was written by the ancient demon Chthon. Morgan created a cult of occult students, called the Cult of Darkholders, and tried to raise Chthon and bind him to her will. The demon was successfully summoned at Mount Wundagore in central Europe, but Chthon was too powerful for her to control. She and the cultists imprisoned Chthon beneath Mount Wundagore, where he still remains.

Magnus, Morgan's lover and apprentice, had been disgusted with the evil he saw in Morgan when she gained control of the Darkhold. About a year after Chthon had been successfully summoned, Magnus stole the Darkhold and placed it in a tower on the Isle of Wight. The tower was protected with spells so that no evil person could enter. Morgan hunted down Magnus and killed his physical body while his astral self was travelling outside of his body.

Morgan tried to kill Arthur and destroy Camelot many times, but she was always stopped by Merlin, King Arthur, the original Black Knight and the other knights of the round table. At one point, Morgan was defeated by the combined might of her enemies, and Merlin imprisoned her physical body in her castle. She could still cause trouble with her spells and followers, and travel to other dimensions astrally, but if she physically left her castle her body would die.

Morgan often sent her astral self into the future, hoping to regain the Darkhold in the Twentieth Century. She failed every time, mostly due to the intervention of Magnus. Magnus had been able to survive on the astral plane, and he could possess the bodies of people on Earth.

Morgan often tried to gain control of Jessica Drew, the original Spider-Woman. Jessica had spent many years of her life in suspended animation on Mount Wundagore. Morgan believed that Jessica had absorbed some of Chthon's powers, and she hoped to gain that power for herself.

Finally, with the aid of Magnus, Spider-Woman's spirit travelled back in time and attacked Morgan in her castle. During the fight, Morgan was knocked through a window and her body was instantly destroyed, due to Merlin's spell of imprisonment. Unfortunately, Morgan's astral self somehow survived and she cast a spell that stopped Jessica's spirit from returning to her own body.

It is not known if the destruction of Morgan's body happened before or after the fall of Camelot. It is rumored that Morgan was one of the people who transported the mortally wounded Arthur to the extradimensional land called Otherworld.

Morgan's astral form survived in the astral plane, just as Magnus' had for centuries. Recently, Morgan's spirit tried to enter the shell of Spider-Woman's body. Doctor Strange, the Avengers and the Shroud entered the astral plane and battled Morgan there. Morgan formed a gigantic stone body out of the substance of the astral plane, but the heroes were able to destroy it. Magnus sacrificed his astral existence so that Spider-Woman's spirit could return to her body. Morgan's stone body was smashed, and Doctor Strange cast a spell to prevent her spirit from leaving the pieces. She somehow freed herself, and she then tried to take possession of Lisa Russell, a young woman who had been cursed by the Darkhold in the past.

STATISTICS

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

Health: 72

Karma: 90

Resources: EX (20)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Scholar, sorcerer

Legal Status: None

Identity: Secret

Other Known Aliases: Unknown

Place of Birth: Far East

Marital Status: Unknown

Known Relatives: Unknown, probably dead

Base of Operations: Mobile

Past Group Affiliations: Former pupil of the Ancient One, employer of Night and Day, master of Father Delgado

Present Group Affiliation:

KNOWN POWERS

Magic: Master level sorcerer of the Chaos School of Magic. All Personal, Universal and Dimensional spells are available to him, at Remarkable rank ability.

Special Magic Spells: Jip has used the following three unique spells:

- **Physical/Psychic Bonds.** This spell creates Unearthly strength chains that bind the victim. The chains also stop any sort of mental means of travel, such as teleportation.

- **Usurp.** Unearthly rank. This spell allows the caster to force a spirit from its body. The caster's body can then absorb the flesh of the abandoned body. This power can only be used if the victim is not aware of the existence of the caster and his intent, otherwise the victim could form psychic barriers that would not allow the spell to work. The victim of the spell must be evil, or filled with dark energy, himself for the spell to work. Bodies gained in such a manner will decay at a rapid rate, causing a permanent loss of one Health

Point every month. While usurping a body, Jip can program his victim's subconscious mind to perform certain actions later, if for some reason the usurping process is halted

- **Enhancement.** Amazing rank. Jip is able to cast the Enhancement spell, which grants super powers to normal people.

Unique Body: Due to the nature of Jip's body, he has a number of extra limbs and sensory organs that he can extrude and use at will.

Yipyap: This magical creation is Jip's

pet, that acts as his spy. The creature is able to split into two parts, each part having one eye.

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

Health: 28

Karma: 36

Powers: Typical Flight, Unearthly Detection of Evil/Dark Energy. Yipyap is able to physically nerve link with Jip and show him exactly what the creature has observed visually.



Talents: Jip's Reason is Unearthly when dealing with the occult. He can also read, write and speak a number of ancient and modern languages.

Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Jip is a careful planner who has lived a long time. He is extremely patient when involved in one of his complex schemes. His main goals in life are to constantly gain more occult knowledge, and to prolong his life. He is very condescending to everyone, since he considers himself to be more intelligent than everybody else. At heart he is a coward.

HISTORY

Mr. Jip was born centuries ago somewhere in the Far East, under another name. At an early age, he left home to seek out as much knowledge as he could possibly learn. He heard of an enlightened city called Kamar-Taj, somewhere in the Himalayas. When he finally reached the city, he found nothing but hulking ruins. Saddened by the lost chance to gain more knowledge, he laid down and cried. The last citizen of the city heard him, and thought he was

weeping over the dead city. The citizen, who would someday become the sorcerer supreme known as the Ancient One, took Jip on as a student.

Jip studied under the Ancient One for many years, until he was caught studying some books of dark magic. The Ancient One banished Jip, but allowed him to live. Jip continued his studies, but he was worried because he couldn't live long enough to learn as much as he wanted to. He learned how to continue his life span by usurping the bodies of others. Unfortunately, he can only usurp the bodies of evil people, and the body decays at a rapid rate.

He created the bizarre creature, Yipyap, to seek out evil people for him to usurp. Jip lived for many years in this manner, usurping body after body. Recently, Yipyap found the hero known as Cloak and the darkness he contained.

Jip planned to usurp Cloak's body, but Dagger suddenly learned how to keep Cloak's darkness at bay with her light powers. But Cloak feared that now that he was normal, Dagger wouldn't care for him as much as she had when he had been Cloak. Jip realized this and set up a curio shop in the neighborhood where Cloak and Dagger lived.

Jip helped various people in the neighborhood, seeming to provide miracles for them. The desperate Cloak, hearing about the miracles the shop provided, entered Jip's shop for help. Jip, in the guise of a middle-aged shopkeeper, gave him a black cube in return for future services. A despondent Cloak eventually gave in to temptation and took the black cube, turning him back into Cloak. Jip knew that Dagger would leave Cloak if he accepted his

powers again.

Dagger did leave at first, but she returned just in time to find Jip in the process of usurping Cloak's body. Dagger defended Cloak and defeated Jip's agents, Night and Day. The battle caused the being known as the Predator to exit through Cloak, and attacked Day. The Predator scared Jip so bad that he fled.

Later, Jip contacted Cloak, telling Cloak that he still owed him for giving him his powers back to him. He told Cloak to take Dagger to a certain spot and leave her, and then return to Jip. Cloak agreed, planning to trick Jip. Cloak teleported Dagger to what he thought was a safe spot. In actuality, when he had tried to usurp Cloak's body, Jip had planted mental suggestions in Cloak's mind.

These suggestions caused Cloak to leave Dagger at a spot where Night was waiting. When Cloak returned to Jip, Jip used a magic spell to stop him from going to rescue Dagger. Jip formed a scrying screen so that Cloak could watch helplessly while Night attacked Dagger. Jip then left Cloak alone to suffer while he went back to his studies. Cloak eventually escaped Jip's mystic bonds, thanks to the help of a child sorcerer and the child's father.

Meanwhile, Night had caused Dagger to become evil. Luckily, X-Factor intervened, stopping Dagger and turning her back to normal. Night disappeared before she could be apprehended.

Mr. Jip has vowed to gain his vengeance on Cloak and Dagger. Recently, Jip has gained control over Xavier Delgado, a former priest who had become obsessed with Dagger. Delgado has only recently been released from an insane asylum.

STATISTICS

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

Health: 200

Karma: 18

Resources: GD (10)/ RM (30) with the Fantastic Four

Popularity: 15

BACKGROUND

Real Name: Sharon Ventura

Occupation: Adventurer, ex-pro wrestler, ex-stuntwoman, ex-scuba diver, ex-motorcycle performer

Legal status: U.S. citizen

Identity: Public

Other Known Aliases: She-Thing

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Four Freedoms Plaza, NYC

Past Group Affiliations: Thunderiders, Grapplers, Unlimited Class Wrestling Federation, Fantastic Four

Present Group Affiliation:

KNOWN POWERS

Body Armor: Incredible protection against physical and fire attacks. Remarkable protection against energy attacks.

Talents: Sharon is skilled in a number of physical activities, including: mountain climbing, skydiving, ski-jumping, scuba diving, wilderness survival, motorcycle riding and animal training. She also has the wrestling talent.

Contacts: Fantastic Four, Captain America (Steve Rogers) and the Thunderiders

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

Outside, Sharon was outwardly a happy person who enjoyed life. Inside she was actually a lonely and confused person. She was constantly running away from any sort of responsibility. When she met the Thing, she found herself respecting him and wishing that he would respect her too. After she was brutally molested by several men, she became extremely afraid of men and filled with self-loathing of her beauty. When she became the She-Thing, she was horrified by her grotesque

looks. Afterwards, she accepted her new form, and she became a much more confident person. She also learned how to accept responsibility and not run away from it. She becomes angry when she hears of any woman being hurt or treated badly by a man.

HISTORY

Sharon was the daughter of a career officer in the United States Army. Her mother died while she was young, and she grew used to being constantly shipped to various towns when her father was transferred. Her father had apparently wanted a son, so he never really encouraged her or praised her for doing anything right. She enrolled in military school, but she was kicked out when she refused to testify against a roommate who was suspected of cheating on some exams. Her father never could forgive her for that, and he died a year later, still angry with her.

She spent the next few years of her life training in a number of dangerous physical activities. She then began to earn money in such professions as movie stuntwork. She joined the Thunderider motorcycle stunt team, and stayed with them for a while. While on the team, she met Ben Grimm, the Thing. Ben was attracted to her because she reminded him of his dream girl, Tarianna, whom he had met and lost on the Beyonder's planet.

Sharon became fond of Ben, but she could not return his romantic

feelings towards her. While Ben was a member of the World Class Wrestling Federation, Sharon met Auntie Freeze, a manager for a group of female wrestlers called the Grapplers.

Freeze offered Sharon a chance to join the Grapplers if she would go through a special strength augmentation process. Sharon agreed and went through most of the treatment, which was administered by the criminal Dr. Karl Malus. She suddenly realized that she was cheating herself by having her potential artificially increased. She escaped before Malus could inject her with the final drug of the process, which was actually a highly addictive drug that would make her dependent on Malus for the drug in the future. Sharon had actually completed the augmentation process and was now much stronger.

Sharon contacted Auntie Freeze and joined the Grapplers, wearing a colorful costume and calling herself Ms. Marvel. When Freeze learned that Sharon had not completed the treatment, she was forced to order the Grapplers to capture Sharon. Sharon escaped, with the help of the Thing.

During the battle, the Thing started to mutate and change. Sharon helped Ben get to a hospital, and then accidentally became in-

involved in a battle with the She-Hulk. While they were fighting, the Thing left the hospital, not wanting them to see his newly mutated body.

For a while, Ms. Marvel looked for Malus. During her search, she met the Captain (Steve Rogers), and she was molested by some men. A little later she joined the Fantastic Four and has stayed with them since then.

While battling the Arabic electronic terrorist, Fasaud, the Thing and Mrs. Marvel were forced to take one of Fasaud's space shuttles. They defeated Fasaud in outer space, but the shuttle was badly damaged in the battle. The shuttle, crash landed somewhere in the Wakandan jungles.

During the flight down, the shuttle and its occupants were bombarded with cosmic rays. After crashing, the Thing found himself farther mutated, and Sharon had mutated into a form similar to that of Ben when he originally turned into the Thing.

At one point Dr. Doom offered to restore her to her original form, in return for betraying the Fantastic Four. She violently disagreed and defeated Dr. Doom in battle. She is now a regular member of the Fantastic Four, and her relationship with Ben Grimm has begun to get more romantic.

GROUP HISTORY

Nanny and Orphan-Maker are a pair of would-be saviors of mutant children, with Nanny as the brains and guiding force and Orphan-Maker as the brawn. Nanny believes that parents of mutant children are evil, especially those who abandon their children, so she and Orphan-Maker travel the world, searching for young mutants to take care of, murdering their parents if necessary. These children are called "The Lost Boys," taken from J.M. Barrie's *Peter Pan*, referring to the boys of Never Never Land who will never grow up. Nanny's first major mission was at the orphanage where Scott Summers (Cyclops) was raised—where Mr. Sinister kept many mutant children, including Christopher Summers, the son of Scott Summers and Madelyn Pryor, and Galen and Joey Grey, the children of Sara Grey, Jean Grey's sister. There, Nanny and Orphan-Maker fought Cyclops and Marvel Girl for possession of the children. Christopher Summers was taken by demons in the service of N'astirh, while the Grey children were taken by Nanny.

Months later, following Inferno, Nanny tried to capture Christopher Summers (who had been recovered by Cyclops) and several other mutant children who X-Factor had rescued. They were opposed in their efforts by X-Factor, who tracked down the other children that Nanny was holding, including the Greys. Nanny and Orphan-Maker escaped, and remain at large at this time.

NANNY

STATISTICS:

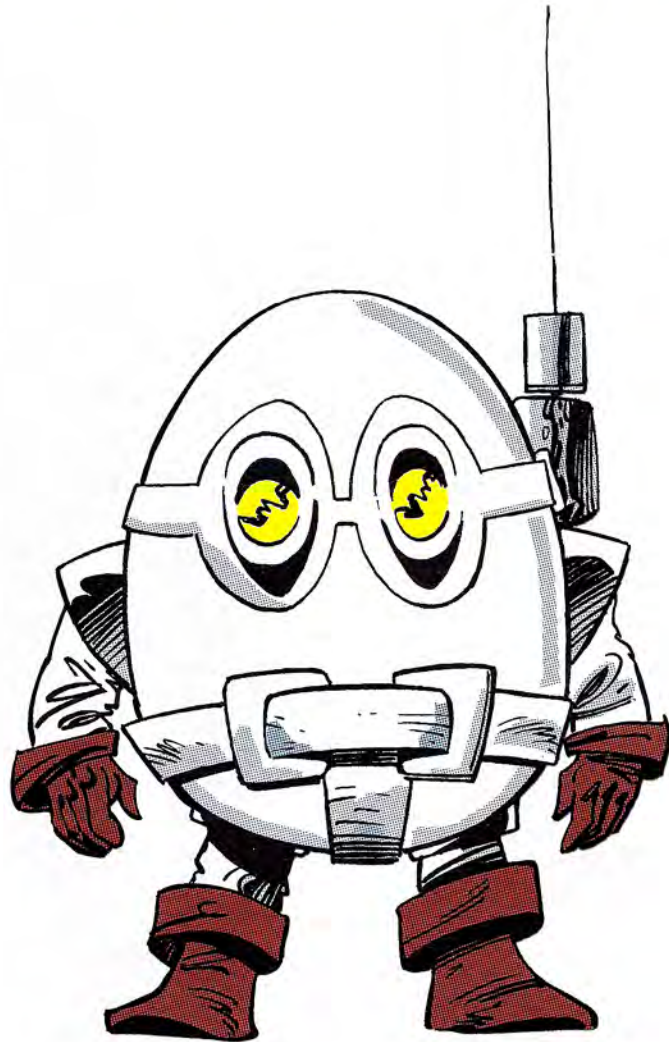
F	GD (10)
A	GD (10)
S	EX (20)
E	EX (20)
R	TY (6)
I	EX (10)
P	RM (40)

Health: 60

Karma: 56

Resources: Excellent (20)

Popularity: 0



BACKGROUND:

Real Name: Unrevealed

Occupation: Rescuer of mutant children

Legal Status: Unknown

Identity: Secret

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Former member of the Right, partner of Orphan-Maker, Leader of the Lost Boys

Present Group Affiliation:

KNOWN POWERS

Telepathy: Nanny has Good rank telepathy and Mind Control. She uses a drug ("pixie dust") to raise its effects by +3CS.

Flight: Nanny flies at Excellent speed (10 areas per round).

Armor: Nanny's armored shell has Excellent protection against physical and energy attacks. She can fire a barrage of bullets that do Excellent damage (3 area range), or four rockets with a 6 area range that do Incredible damage. If she has no weapons active, she can activate a repulsor field that gives Amazing protection against physical attack.

Ship: Nanny has a mothership which has the following stats:

Control: Excellent

Speed: Monstrous

Body: Excellent

Protection: Good

The ship has grappling arms which could grab an airplane and hold it (treat as Monstrous strength wres-

ting attack)

Teleport: Nanny has an unknown means of teleporting herself and Orphan-Maker in times of distress. The range of this teleport is not yet known.

Talents: Nanny is an exceptionally gifted scientist, with Incredible Reason in cybernetics.

Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Nanny is an obsessed mother-hen who cares deeply for her charges, and treats them in a storybook manner. She hates adults and will not hesitate to kill them if they stand in the way of her goal.

ORPHAN-MAKER

STATISTICS:

F	RM (30)
A	RM (30)
S	IN (40)
E	AM (50)
R	PR (4)
I	PR (4)
P	PR (4)

Health: 110

Karma: 12

Resources: Typical (6)

Popularity: -10

BACKGROUND:

Real Name: Unrevealed

Occupation: Murderer of the parents of mutants

Legal Status: Unknown, probably a minor

Identity: Secret

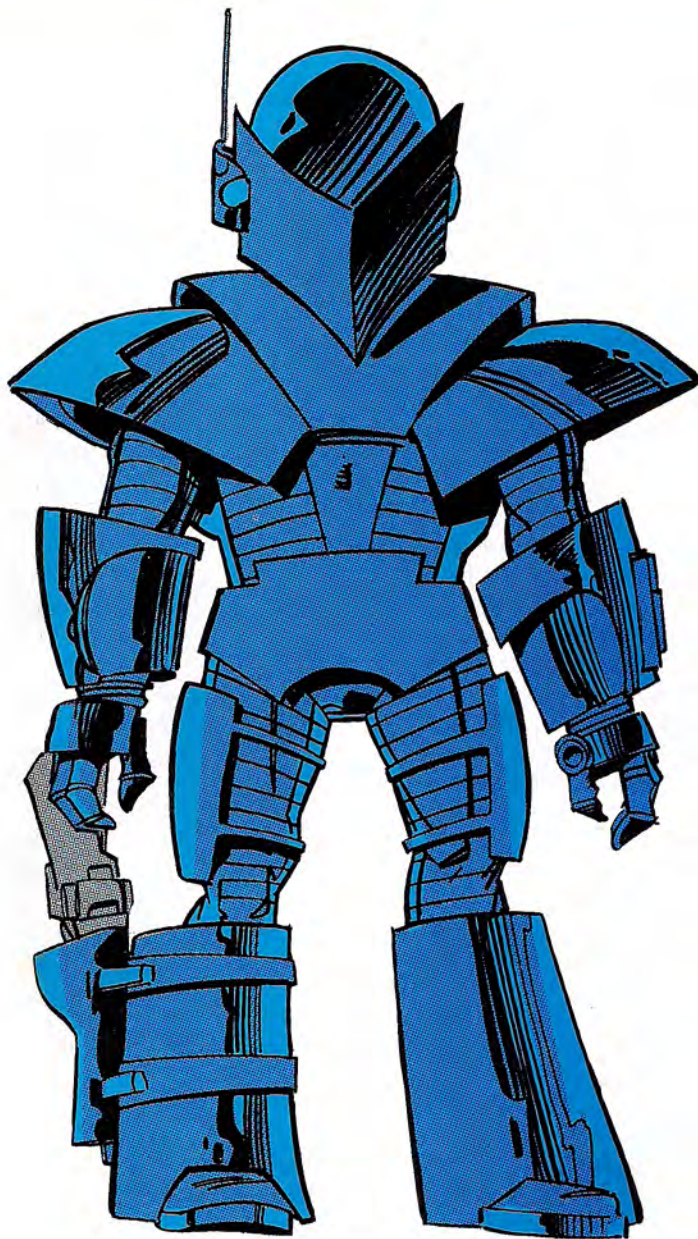
Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Partner of Nanny



Present Group Affiliation:

KNOWN POWERS

Gun: Orphan-Maker's gun does Amazing intensity blasts in a five area range.

Armor: Orphan-Maker's armor gives him Amazing protection against physical attacks and Incredible protection against energy.

Talents: Orphan-Maker is a weapon specialist, getting +2CS with his gun.

Contacts: Nanny

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Orphan-Maker has a personality similar to a tough child. He is absolutely devoted to Nanny's every whim.

STATISTICS:

F MN (75)
A IN (40)
S MN (75)
E UN (100)
R IN (40)
I EX (20)
P MN (75)

Health: 290

Karma: 135

Resources: Incredible (40)

Popularity: -10

BACKGROUND:

Real Name: Unrevealed

Occupation: Demon Lord, would-be ruler of Earth and Limbo

Legal Status: Resident of Limbo

Identity: Secret

Place of Birth: Inapplicable

Marital Status: Single

Known Relatives: None

Base of Operations: Limbo

Past Group Affiliations: Servant of the Gblynn Queen

Present Group Affiliation:

KNOWN POWERS

Techno-organic Virus: N'astirh was infected by the techno-organic virus of S'ym, who was in turn infected by the Magus. He can convert the DNA structure of victims into additional Health (the amount gained per touch is subject to Judge's discretion). He performs this as FEAT vs. Monstrous intensity. Creatures of organic metals, such as Colossus, are immune to this power.

Magic: N'astirh was a Master Sorcerer. Most of his magicks involved rituals on a grand scale, such as ones that transformed New York into an Inferno. N'astirh's ceremonious magicks are time-consuming but very powerful (Judge's option as to effects. It is known that he planned to permanently transform the Earth into a demonic netherworld). His other magicks included:

- Monstrous blast 5 area range
- Monstrous Mind Control, by touch

Phasing: In techno-organic form, N'astirh can phase with Amazing rank intensity, typically to allow missiles to pass through him.

Computer Link: After being exposed to the techno-organic virus, N'astirh had Monstrous powers to control any

computer.

Flight: N'astirh flies at Remarkable flying speed (15 areas per turn).

Demonic Armor: N'astirh has Incredible protection against physical attacks, and Remarkable protection against energy attacks.

Vulnerable to Iron: As a demon, the touch of iron and steel does +2CS damage against N'astirh.

Talents: N'astirh has Amazing Reason with occult rituals.

Contacts: N'astirh has contacts with Magik and the Gblynn Queen.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

N'astirh's entire history consists of deceitful deals and manipulation of those experiencing difficulty to get what he wants. Dealing with N'astirh is much like dealing with the Devil in folk tales; you never get quite what you expected, and it always turns out against you in the end. N'astirh is evil, arrogant, and highly overconfident. He does not hesitate to combine technology and sorcery.

HISTORY

N'astirh was one of a number of major demons in Limbo, a demonic world originally ruled by Belasco. Like the other major demon-sorcerers, N'astirh coveted control of Limbo, and desired to become master of Earth as well. He waited and he watched.

After Illyana became ruler of

Limbo, things became tumultuous. Magik did not rule Limbo with the iron fist that demons were used to seeing in their personal rulers; while she was personally intimidating, the Darkchilde spent too much time on Earth to maintain firm control of the dimension.

N'astirh began to gather his demonic agents and scheme grander schemes than a demon should scheme. Finally, his machinations came to a head. N'astirh attempted to kidnap 13 babies and sacrifice them in a ritual known as Inferno, which would have given him control over Limbo and Earth. He made alliances (and broke or twisted them) with Taki of the X-Terminators, S'ym, and Magik; and also dealt with Magнето and Madelyn Pryor, the Goblins Queen. First, he tried to open a gateway between Earth and Limbo through which his demon horde could travel, using the 13 children's souls as energy for the pentagram-

shaped nexus, and manipulating Magik into closing it. He forced Taki to build a computer that would run magic spells as programs, giving him nearly limitless magical power. He manipulated S'ym into infecting him with the Technarch transmode virus (see *Magus*), which gave him tremendous power.

The gateway was destroyed when Magik rejected her dark heritage and reverted to her innocent six-year old self, which she had been before her initial entry into Limbo. The magic computer was destroyed by the X-Terminators. Eventually, he made an alliance with the Goblin Queen, becoming her servant (if secretly desiring her power) in a last effort to bring Inferno to life. N'astirh was finally defeated by X-Factor and the X-Men in a fierce battle and seemingly destroyed. Since death is rarely permanent for demons, it remains to be seen whether N'astirh will rise again.

GROUP HISTORY

Night Shift is a group of supernaturally oriented villains organized by the Shroud. The Shroud's true purpose for the group is to combat evil that occurs during the night hours, sleazy underworld crime figures in particular. (Most superheroes and their foes are active during the day.) Because of their after-hours schedule, the Shroud's group has become known as "the Night Shift."

The group consists of an ever-growing and changing roster. The Shroud is its leader, and Dansen Macabre is his deputy. The group has seen major action on two occasions: first, when they assisted Captain America against Dr. Malus and the Power Brokers, whose experiments flooded Los Angeles's sewers with rejected mutations for the Unlimited Class Wrestling Federation. The second occurred when Shroud was

absent, and Dansen Macabre ordered an attack against the West Coast Avengers in retaliation for the arrest of Digger, a Night Shift member. The attack was unsuccessful, but Night Shift escaped with the Shroud's assistance. Their headquarters is a "haunted estate" in the Santa Monica Mountains, defended by traps appropriate to the setting.



BROTHERS GRIMM

STATISTICS:

F TY (6)
 A GD (10)
 S TY (6)
 E RM (30)
 R GD (10)
 I GD (10)
 P EX (20)
Health: 52
Karma: 40
Resources: Excellent
Popularity: -5

BACKGROUND:

Real Names: Percy and Barton Grimes
Occupation: Realtors
Legal Status: U.S. citizens with criminal records
Identity: Known to American legal authorities
Place of Birth: Fresno, California
Marital Status: Single
Known Relatives: None
Base of Operations: Los Angeles, California
Past Group Affiliations: Night Shift
Past Group Affiliation:

KNOWN POWERS

Battlesuits: The Brothers Grimm have battlesuits that allow them to create a number of (often deadly) articles, all of which are nursery rhyme and fairy tale related. Although these are the attacks that they have used so far, it is probable that the Brothers Grimm costumes have not exhausted their "bag of tricks" yet. They include the following items:

- **Golden Threads:** Remarkable Ensnaring missile (range: 3 areas)
- **Flying Star:** Made out of excellent material, this object can fly at Poor speed (4 areas/round)
- **Pies:** These pies explode and release a murder (group) of crows, which fly around the hero. This hindrance causes a -2CS penalty on Agility FEATs.
- **Dummies:** These two dummies are decoys. The character must make an Intuition FEAT roll to distinguish from the real thing.

• **Eggs:** These eggs explode, releasing an Incredible corrosive (range 2 areas).

• **Beanstalk:** Usable only within 2 areas from the ground, these beans grow to create an Incredible ensnarement attack.

• **Stardust:** Acts as an Incredible paralysis attack (1 area range)

These items do not appear to be permanent (golden eggs created by the suit quickly vanish). The suits appear to be compelling the Grimes Brothers to use them in a criminal manner.

Talents: The Grimes Brothers have Business skill.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Brothers Grimm act insane, as if they really were living inside a fairy tale.

HISTORY

Criminal Nathan Dolly, a doll collector, received two wooden dolls from Wundagore Mountain, where the evil entity Chthon is imprisoned. Dolly learned how to project his life force into and animate the dolls, referring to them as the Brothers Grimm. But Dolly made the mistake of projecting himself into both dolls at once and his consciousness was trapped in them permanently. When he coerced the sorcerer Magnus into helping him escape from the dolls to possess a human body, Magnus destroyed him.

Later, two businessmen named Percy and Barton Grimes, acquired Dolly's theatre and full-sized manikins of the Brothers Grimm. Trying on their clothes, the brothers found they had the powers of the original

Brothers Grimm. They used their powers to exact vengeance on a rival who cheated them, but were foiled by Iron Man II. After leaving prison, they joined the Night Shift.

DANSEN MACABRE

STATISTICS:

F EX (20)
 A RM (30)
 S GD (10)
 E RM (30)
 R TY (6)
 I EX (20)
 P IN (40)
Health: 90
Karma: 66
Resources: Typical (6)
Popularity: 0

BACKGROUND:

Real Name: Unrevealed
Occupation: Priestess of Shiva
Legal Status: Unrevealed
Identity: Secret
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Base of Operations: Los Angeles, California
Past Group Affiliations: Night Shift
Present Group Affiliation:

KNOWN POWERS

Dance: Dansen Macabre's powers come from her Dance of Death. The dance has the following effects:

- **Hypnosis (Incredible Mind Control)**
- **Death (Victim must make an Endurance FEAT check and consult the Kill table. Treat as if the Dance were an Edged attack).**

Psychic Invisibility: Dansen Macabre is able to disappear at will with Amazing ability. She may use this power to be perceived by a limited number of people (some but not all of the people in a room). Those with special senses may make an Intuition check to spot her, with magical senses at +2CS.

Talents: Dansen Macabre has knowledge of the occult via the cult of Shiva.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Dansen Macabre is merciless, devoted to advancing the cause of the cult of Shiva. She will not hesitate to lead Night Shift into brutal or criminal acts if she deems it necessary. She is extremely loyal to the cult of Shiva.

HISTORY

Dansen Macabre is the high priestess of Shiva in Los Angeles. Believing that the Shroud was a priest of Shiva's rival Kali, Dansen set out to destroy him, using a hypnotized Spider-Man as a tool. Spider-Man captured the Shroud, but the Shroud escaped, freed Spider-Man from Dansen Macabre's control, and together they defeated her. Knowing that the police would not be able to hold someone with her abilities, Spider-Man left her in the company of the Shroud.

Months later, Dansen Macabre appeared as second-in-command of Night Shift, the Shroud's group of superbeings. It must be assumed that Dansen Macabre and the Shroud have settled their differences, at least to the Shroud's satisfaction.

DIGGER

STATISTICS:

F	RM (30)
A	EX (20)
S	IN (40)
E	IN (40)
R	PR (4)
I	PR (4)
P	PR (4)

Health: 130
Karma: 12
Resources: Poor (4)
Popularity: -5

BACKGROUND:

Real Name: Roderick Krupp
Occupation: 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: Los Angeles, California
Past Group Affiliations: Night Shift
Present Group Affiliation:

KNOWN POWERS

Shovel: Digger's spade is made of a Remarkable material strength steel. He can do Remarkable Edged damage with it.

Talents: Digger is a weapon specialist with his spade, attacking at 2CS.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Digger is a stupid man whose naturally cruel instincts have been controlled by the Shroud.

GYPSY MOTH

STATISTICS:

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

Health: 42
Karma: 18
Resources: Remarkable (30)
Popularity: 0

BACKGROUND:

Real Name: Sybil Dvorak
Occupation: Socialite, cult leader
Legal Status: Naturalized U.S. citizen with no criminal record
Identity: Secret
Place of Birth: Fosceni, Romania
Marital Status: Single
Known Relatives: None
Base of Operations: Los Angeles, California
Past Group Affiliations: Night Shift
Present Group Affiliation:

KNOWN POWERS

Psychokinesis: Gypsy Moth is a mutant with the power to manipulate non-living materials by mental command. She has a preference for "soft" materials (organic tissue and fabric, as opposed to "hard" inorganic ones). She can manipulate materials to Monstrous level, though she only willingly affects materials up to Remarkable rank. This is sufficient to cause a hero's costume or hair to constrict or bind (a Wrestling hold at costume's material rank, maximum of Remarkable).

Gypsy Moth can also affect living creatures, causing muscles to cramp or skin to break. She must make a Monstrous Control roll with a -4CS to do this; if she is successful, her victims must make an Endurance FEAT or suffer up to Remarkable damage (and possible stun). Her powers have a one area range. **Flight:** Poor (4 areas/round). She can only levitate herself. Her wings are purely decorative.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Gypsy Moth's prime goal is her own comfort and security. She is indolent, but an intelligent combatant if forced into battle.

HISTORY

Sybil Dvorak's mutant powers emerged in childhood. As she was raised by gypsies, she had many opportunities to nurture and focus these abilities. In her late teens she met actor Jason Reed and became his mistress. Reed was unfaithful to her and kept her a virtual prisoner on his estate, so Dvorak dressed as the Gypsy Moth, and searched Hollywood social gatherings for her errant lover. When Reed died, she inherited his money and used it to start a hedonistic cult that worshipped her. She has recently been recruited into Night Shift.

HUNCHBACK

STATISTICS:

F	IN (40)
A	EX (20)
S	MN (75)
E	MN (75)
R	PR (4)
I	PR (4)
P	FE (2)

Health: 210

Karma: 10

Resources: Poor (4)

Popularity: 0

BACKGROUND:

Real Name: Unrevealed

Occupation: Criminal

Legal Status: Unrevealed

Identity: Secret

Place of Birth: Unknown

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Los Angeles, California

Past Group Affiliations: Night Shift

Present Group Affiliation:

KNOWN POWERS

Talents: Hunchback has Wrestling talent.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Hunchback is strong, vicious, and aggressive. He prefers to fight opponents with exceptional physical strength.

NEEDLE

STATISTICS:

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

Health: 120

Karma: 86

Resources: Typical (6)

Popularity: -1

BACKGROUND:

Real Name: Unrevealed

Occupation: Criminal

Legal Status: Unrevealed

Identity: Secret

Place of Birth: Unknown

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Los Angeles, California

Past Group Affiliations: Night Shift

Present Group Affiliation:

KNOWN POWERS

Needle: Needle carries around a giant needle. This needle does up to Incredible Edged damage.

Evil Eye: Needle's gaze will paralyze an opponent for 1-10 turns unless they make a Psyche FEAT roll.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Needle is a cruel opponent who does not hesitate to use his weapon on his opponents or even against innocents if that is what is needed to win.

SHROUD

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: Good (10)

Popularity: -10

BACKGROUND

Real Name: Unrevealed

Occupation: Crimefighter masquerading as a criminal mastermind

Legal Status: U.S. citizen with no criminal record, wanted for questioning by the police

Identity: Secret

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Los Angeles, California

Past Group Affiliations: Leader of the Night Shift, frequent associate of the West Coast Avengers

Present Group Affiliation:

KNOWN POWERS

Darkforce Control: The Shroud can tap into the Darkforce dimension and generate areas of darkness, darkening one area per round, to a maximum of five areas. This negates all light sources of less than Amazing intensity and causes all of the Shroud's opponents to perform combat and FEAT rolls at -3CS. He can manipulate the Darkforce into shadows and shapes to serve as decoys.

Mystic Vision: Though blind, the Shroud possesses mystic senses that allow him to see without penalty, even in his own darkness. This vision works in all areas adjacent to his own, allowing him to see beyond walls, barriers, etc. He cannot perceive objects beyond this one area range.

Talents: The Shroud has Martial Arts A,B,C, and E. His reason, for the purposes of dealing with the criminal underworld, is Excellent.

Contacts: Night Shift and a number of superheroes, including the West Coast Avengers, Spider-Man, and Captain America.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Shroud comes across as grim, dedicated, and humorless. This is a correct assessment of his personality. He believes that in situations where justice may be abused by legal technicalities, the law should be ignored. He prefers to use his powers to capture his enemies, as opposed to killing them. However, he is willing to use lethal force if necessary.

HISTORY

The Shroud was orphaned at the age of 10 when his parents were gunned down by a hold-up man. Embittered, the youth decided to devote his life to fighting crime. His training led him to the Himalayas, where he studied the martial arts and other disciplines. Upon the completion of his training, the monks blinded him with "the Kiss of Kali," a hot branding iron on his face that left the imprint of the Hindu goddess Kali. The imprint gave him mystic senses to compensate for his blindness.

Eventually, the Shroud learned to control his senses, and discovered many new powers. He decided to destroy the underworld from within, and has therefore built a reputation as a criminal so the underworld would trust him. He has founded Night Shift as an organization to do his dirty work.

TATTER-DEMALION

STATISTICS:

F	EX (20)
A	EX (20)
S	GD (10)
E	EX (20)
R	TY (6)
I	PR (4)
P	FE (2)

Health: 70

Karma: 12

Resources: Feeble (2)

Popularity: -1

BACKGROUND:

Real Name: Arnold Paffenroth

Occupation: Anarchist, professional criminal

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

Identity: Secret

Place of Birth: Las Vegas, Nevada

Marital Status: Divorced

Known Relatives: Julia Walker (ex-wife)

Base of Operations: Los Angeles, California

Past Group Affiliations: Night Shift

Present Group Affiliation:

KNOWN POWERS

Gloves: Chemicals soaked in the glove gives him Excellent ability to rot paper and cloth.

Costume: Non-stick chemicals give Incredible ability to break free from holds. Kevlar layers give Excellent protection against physical attacks.

Knockout cloak: Chloroform capsules of Remarkable potency knock out a target for 1-10 turns.

Throwing Scarf: Good Blunt damage.

Talents: Paffenroth was once a skilled tap dancer and casino operator.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Tatterdemalion is an anarchist devoted to destroying wealth and high society.

HISTORY

A former tapdancer and Las Vegas nightclub owner, Paffenroth ran afoul of mobsters and fled to Los Angeles where he became a derelict. He became one of a number of derelicts that was experimented on by Sidney Sarnak of the Committee. He engaged in a number of battles against superhumans, including the Werewolf by Night, Ghost Rider, Spider-Man, and the Dazzler. Eventually, the Committee was broken up, and Tatterdemalion was recruited by the Shroud into the Night Shift.

TICK TOCK

STATISTICS:

F	PR (4)
A	TY (6)
S	TY (6)
E	TY (6)
R	RM (30)
I	UN (100)
P	MN (75)

Health: 22

Karma: 205

Resources: Good (10)

Popularity: 0

BACKGROUND:

Real Name: Unrevealed

Occupation: Criminal

Legal Status: Unrevealed

Identity: Secret

Place of Birth: Unknown

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Los Angeles, California

Past Group Affiliations: Night Shift

Present Group Affiliation:

KNOWN POWERS

Precognition: Tick Tock has Monstrous powers of precognition. He reads the most likely timelines and is able to predict the future. He is also, with a Yellow Precognition FEAT roll,

able to determine a hero's limitations, if a limitation could possibly occur (if an opponent took extra damage from ice attacks, and there was a teammate with ice powers present, Tick Tock could inform the teammate about the opponent's vulnerability.) His power only works 10 seconds into the future; if he tracks a character, he can determine if it is possible to encounter him 10 seconds in the future and find the optimal way of ensuring the encounter.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Tick Tock enjoys predicting the future and saying "I told you so." which his teammates find useful but infuriating. He avoids combat and communicates with his teammates from a safe distance with his fobwatch radio.

WEREWOLF

STATISTICS

F	RM (30)
A	EX (20)
S	RM (30)
E	IN (40)
R	TY (6)
I	MN (75)
P	GD (10)

Health: 120

Karma: 91

Resources: Excellent (20)

Popularity: -2

BACKGROUND:

Real Name: Jacob Russoff (given name), Jack Russell (adopted name)

Occupation: Adventurer

Legal Status: Naturalized U.S. citizen with no criminal record

Identity: Secret

Place of Birth: Medias, Transylvania

Marital Status: Single

Known Relatives: Gregory Russoff (father, deceased), Laura Russell (mother, deceased), Phillip Russell (step-father), Lissa Russell (sister), Louisa Russoff (great-great grandmother, deceased), Grifon Russoff (great-great grandfather, deceased)

Base of Operations: Los Angeles, United States

Past Group Affiliation: Night Shift

Present Group Affiliation:

KNOWN POWERS

Lycanthropy: Russell can transform himself into a werewolf at will. During the nights of the full moon, his Reason is reduced to Feeble and his nature and appearance become that of a savage beast. His human stats are:

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

Claws: Razor-sharp claws inflict Remarkable Edged damage. They have Good Material Strength.

Senses: Infravision (Excellent ability). Amazing rank hearing and smell (he can track by scent, recall previously encountered scents, smell an approaching being within 3 areas and hear a heartbeat within a 1-area range).

Running and Jumping: Werewolf can run at Poor ground speed (2 areas/round) for up to one half-hour and leap up to two stories straight up or across.

Invulnerability: Amazing protection against all forms of physical damage except silver weapons. He cannot have Endurance reduced below Feeble except by silver weapons.

Silver Vulnerability: Each hit by a silver weapon requires Russell to make an Endurance FEAT roll. A Red or Yellow result is treated as a kill.

Talents: Russell has Mystic Background and Occult Lore. In his mindless form during the night of the full moon, Russell has Resist Domination and an instinctive form of Martial Arts D.

ADDITIONAL NOTES

ROLE PLAYING NOTES

Russell's goal is to cure his lycanthropy. While he enjoys his role as a crimefighter, he takes great pains to make sure that he is secure on the nights of the full moon.

HISTORY

Russell becomes Werewolf because of a family curse, which began when his great-great grandfather acquired a copy of the Darkhold and read the passage on werewolves. To save his life from angry villagers, he moved to America. His constant struggle to remove his curse has led to many bizarre encounters with numerous occult-oriented heroes and villains. His latest contacts are the Night Shift.

BACKGROUND

The "People's Defense Force" is not a team of villains, but rather a group composed of Eastern European adventurers and superbeings who were linked by the fact that they had individually fought Henry Pym during his earliest exploits as Ant-Man and Giant-Man. They operate as The People's Defense Force out of the Bratislava Prison Superhuman Research Complex, the Eastern European center for superhuman studies.

THE BEASTS OF BERLIN

STATISTICS

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

Health: 80
Karma: 18
Resources: Good (10)
Popularity: 0

Real Name: N.A.
Occupation: Security agents, researchers
Legal Status: Honorary citizens of East Germany
Identity: Known to authorities
Place of Birth: Unknown
Marital Status: N.A.



Known Relatives: Unknown

Base of Operations: Bratislava Prison Superhuman Research Complex, Hungary

Past Group Affiliations: The People's Defense Force

Present Group Affiliation:

KNOWN POWERS

None

Talents: The Beasts are trained in Martial Arts C, Wrestling, and Tumbling. They have Excellent Reason in the field of mental and induced mutations.

Contacts: Hungarian Secret Police, Soviet Bloc intelligence services

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Beasts of Berlin are lowland gorillas mutated to human intelligence and speech. They operate as a team and are loyal to the Bratislava Complex.

HISTORY

The East Germans developed a mutagenic ray designed to stimulate the physical and mental development of its subjects. The ray's first test subjects, twelve lowland gorillas, received human-level intelligence and speech. The "Beasts of Berlin," as they were codenamed, were sent into battle against Henry Pym, then operating as Giant-Man. During the battle, the experimental ray was demolished and the notes on its construction destroyed. They currently act as members of The People's Defense Force.

MADAME X

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: Good (10)

Popularity: 1 (10 in Hungary)

Real Name: Unknown

Occupation: Policewoman, spy

Legal Status: Hungarian citizen

Identity: Known to authorities

Place of Birth: Hungary

Marital Status: Unknown

Known Relatives: None

Base of Operations: Bratislava Prison Superhuman Research Complex, Hungary

Present Group Affiliation:

KNOWN POWERS

None

EQUIPMENT

Body Armor: Excellent protection against physical attacks.

Poison Gas Gun: This projects a green cloud of toxic gas. A directed stream has a range of 40', but the cloud can fill a 20 cubic foot volume. The cloud does Typical damage to a victim each round he remains in the cloud.

Talents: Marksmanship, Martial Arts E, Law Enforcement (East European), Detective/Espionage, Disguise, Military, Security Systems, and Leadership

Contacts: Hungarian Police, Soviet Bloc intelligence services

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Madame X is both a capable spy on her own and an excellent leader of her super agent team. She is rude, contemptuous, and combative toward her opponents, perceived criminals, and anyone from the West. She has a burning hatred of Henry and Maria Pym.

HISTORY

Madame X is a Hungarian patriot and spy. She initially operated in the U.S., where she was the second foe Henry Pym encountered as Ant-Man. She was deported to Hungary where she joined the newly-formed Bratislava Complex. Her duties expanded to running the entire Project and acting as head of The People's Defense Force, her team of Bratislava-based super agents.

SCARLET BEETLES

STATISTICS

F	GD (10)
A	TY (6)
S	EX (20)
E	EX (20)
R	PR (4)
I	FE (2)
P	FE (2)

Health: 56

Karma: 8

Resources: N.A.

Popularity: -70

Real Name: N.A.

Occupation: N.A.

Legal Status: Property of Hungarian Secret Police

Identity: N.A.

Place of Birth: Bratislava Prison Complex, Hungary

Marital Status: N.A.

Known Relatives: N.A.

Base of Operations: Bratislava Prison Superhuman Research Complex, Hungary

Present Group Affiliation:

KNOWN POWERS

Mandibles: Good damage. If the Scarlet beetle succeeds in killing combat, its victim is cut in two.

Armor Shell: Remarkable protection against physical attacks and Good protection against energy attacks.

Weakness: Due to their insect metabolism, the Scarlet beetles are paralyzed by cold-based attacks with Intensities greater than Good.

Talents: They speak Hungarian.

Contacts: None

ADDITIONAL NOTES:**ROLE-PLAYING NOTES**

They are primarily used as guards and shock troops to assist human agents.

HISTORY

The Scarlet Beetles are normal beetles that are mutated to possess giant size (10'), human intelligence, and speech. The original Scarlet Beetle was sent on a rampage to wreak havoc and hopefully kill Pym. Instead, Pym removed its intelligence and shrank it to normal size. The scientists of the Bratislava Complex continued to grow and train Scarlet Beetles. They are used to patrol the unused section of the Complex and eliminate intruders. A band of them was killed by the Avengers during the invasion of the Bratislava Complex.

TORO**STATISTICS**

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

Health: 86

Karma: 18

Resources: Good (10)

Popularity: -1 (10 in Hungary)

Real Name: Unknown

Occupation: Secret Police agent

Legal Status: Unknown

Identity: Known to authorities

Place of Birth: Cuba

Marital Status: Unknown

Known Relatives: None

Base of Operations: Bratislava Prison Superhuman Research Complex, Hungary

Present Group Affiliation:

KNOWN POWERS

None

EQUIPMENT

Body Armor: His costume gives Good protection against physical attack. His helmet gives his head Remarkable protection and absorbs damage from butting attacks.

Poisoned Horns: Remarkable toxin in the horns is injected when they strike. This causes unconsciousness in 1-10 turns and death in 1-10 hours. An antidote restores the victim to consciousness and full Health in 1-10 minutes; 1-4 doses are carried by El Toro in a protective pocket. The horns also do Good damage.

Weakness: Due to the horns' hooked shape, if El Toro misses a target but strikes a barrier instead, he is stuck until he can break free or remove his helmet.

Talents: El Toro is trained in Martial Arts B and E, Law Enforcement, and Detective/Espionage skills. He is fluent in Spanish, Hungarian, and English.

Contacts: Hungarian Secret Police, Cuban Secret Police, Eastern Bloc intelligence services

ADDITIONAL NOTES:**ROLE-PLAYING NOTES**

El Toro acts as Madame X's aide, bodyguard, and second in command.

HISTORY

El Toro, Cuba's first super agent, was an early opponent of Henry Pym, then crusading against communist agents as Giant-Man, but he was swiftly defeated and returned to Cuba. There, he was recruited by Madame X for the Bratislava Complex.

THE VOICE**STATISTICS**

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

Health: 22

Karma: 60

Resources: Good (10)

Popularity: 0

Real Name: Unknown

Occupation: Announcer, Hungarian agent, criminal

Legal Status: U.S. citizen with criminal record

Identity: Known to authorities

Place of Birth: U.S.A.

Marital Status: Unknown

Known Relatives: None

Base of Operations: Bratislava Prison Superhuman Research Complex, Hungary

Present Group Affiliation:

KNOWN POWERS

Hypnotic Voice: Incredible control over the conscious actions of anyone who hears his voice. His initial range is limited to 1 area. If the command requires the victim to perform a task that goes against his moral code (i.e., killing), the victim is allowed to make a second Psyche FEAT; success paralyzes the subject with internal conflict.

Resistance to Mind Control: The Voice has Incredible resistance.

Talents: None

Contacts: Hungarian Secret Police, Soviet Bloc intelligence services

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

In combat, the Voice works through others. The Voice will cooperate with other villain's plots but may try to subvert the plot for his own ends when the time is right.

HISTORY

Exposure to a freak cloud of ionized chemicals mutated his vocal cords and gave him his power. Ant-Man aborted The Voice's criminal career by pouring laryngitis germs over the Voice's microphone.

Doctors at Bratislava rebuilt his damaged vocal cords and tongue and supplied him with a shoulder-harness amplifier system. The Voice has twice tried to kill Pym, once in Bratislava and later in California. He is currently in prison.

STATISTICS:

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

Health: 28

Karma: 60

Resources: Good (10)

Popularity: 0

BACKGROUND:

Real Name: Roland Rayburn

Occupation: Ex-stock broker, telepath in the service of the Arranger

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

Identity: Secret

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: Servant of the Kingpin

Present Group Affiliation:

KNOWN POWERS

Hypnosis: Persuader has instant hypnosis at an Excellent rank (raised to Incredible with his suit). With a Green FEAT, he could persuade people to do things that they wouldn't mind doing. With a Yellow FEAT, he could persuade people to do things that they were somewhat opposed to doing. With a Red FEAT, he could make people do things that they violently opposed doing (such as killing a friend).

Talents: Persuader has Excellent reason in Business/Finance.

Contacts: Persuader was in the direct service of the Arranger, the Kingpin's lieutenant.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Persuader was a young kid looking for a fast buck. He had just begun to master his powers and was full of enthusiasm over the power they would bring him. His enthusiasm erased any moral scruples he might have had, and in the end, he paid for it with his life.

HISTORY

Roland Rayburn was a businessman who was not making as much money as he liked. He used his mutant power of persuasion to assist in making deals, which brought him to the attention of the Arranger, the Kingpin's lieutenant. The Arranger boosted his powers with a special suit and sent him to control the Punisher. Persuader succeeded, and the Punisher was given instructions to kill the Lobo Brothers, a pair of big name druglords in the Dallas underworld. Spider-Man tracked them down to Dallas, intervened, and when the Persuader ordered him to kill Spider-Man, Punisher snapped and killed him.

STATISTICS:

	PHOENIX	DARK PHOENIX
F	EX (20)	IN (40)
A	EX (20)	IN (40)
S	TY (6)	RM (30)
E	UN (100)	Y (200)
R	GD (10)	GD (10)
I	EX (20)	EX (20)
P	AM (50)	CL 1000

Health: 146/310

Karma: 80/1030

Resources: Class 1000

Popularity: 50/-1000

BACKGROUND:

Real Name: Inapplicable

Occupation: Adventurer, wanderer

Legal Status: U.S. citizen (as "Jean Grey")

Identity: Secret

Place of Birth: Unknown, possibly the M'krann Crystal

Marital Status: Inapplicable

Known Relatives: None

Base of Operations: The universe, temporarily the X-Mansion

Past Group Affiliations: X-Men. Another portion of the Phoenix Force may have joined Rachel Summers as part of Excalibur

Present Group Affiliation:

KNOWN POWERS

The Phoenix Force: When any power is used, this fiery bird-like aura appears. It can cover from 1 to 1000 areas and is composed of cosmic flame of up to Uearthly intensity.

Note: The powers below have a practical limit of Uearthly. If that limit is exceeded, she must make a Yellow Psyche FEAT or be transformed into Dark Phoenix.

Absorption Power: Class 1000 rank; no other power may be done that turn.

Elemental Conversion: Class 1000

Force Field: Class 1000 protection from physical and energy attacks.

Gateway: Instantaneous space-warps to anywhere in the universe.

Immortality: The Phoenix always rises from the ashes.

Kinetic Bolt: Uearthly rank, 100 mile range.

Regeneration: Uearthly rank

Self-sustenance: Class 1000 rank.

Telekinesis: Uearthly rank, limited to line of sight.

Telepathy: Uearthly rank and range (16,000 miles).

Weather Control: Uearthly rank.

Weakness: Phoenix was susceptible to magic and psionic attack. Her Psyche is reduced to Excellent against them.

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:

The Phoenix was a creature of emotion who found passion addictive. She was governed by the guiding love and compassion of Jean Grey, but found in human weakness destructiveness on an unparalleled scale.

If a player runs Phoenix and is transformed into Dark Phoenix, the player may attempt (10-100 turns) to make a Red Psyche FEAT to transform back into "Green Phoenix." It is probably most dramatic if this attempt coincides with other players trying to persuade Phoenix to come back to normal.

HISTORY

The Phoenix is a cosmic entity, an embodiment of the emotion of all sentient beings in the universe, whether for creation or destruction. It has nearly limitless power.

During an attack by Sentinels on the X-Men at a space station, the X-Men had to escape back to Earth via a space shuttle, passing through extraordinarily lethal solar radiation. Jean Grey (Marvel Girl), willingly sacrificed herself so the others, in particular Scott Summers, would live.

Sensing Grey's strong desire to save the others, the Phoenix visited the dying X-Man and offered to use its powers to save the X-Men in exchange for an unstated price. Grey was unsure, but agreed. The Phoenix became an exact duplicate of Jean Grey, and Marvel Girl went into a coma.

Phoenix guided the shuttle back to Earth, where it crashed in Jamaica Bay near New York City, and "Jean Grey" emerged from the waters in her Phoenix guise. The X-Men believed that Grey had returned to

them. Meanwhile, the real Jean Grey lay in a cocoon at the bottom of the bay, asleep, to be revived years later by the Avengers.

Shortly after the shuttle crash, Professor Xavier and the X-Men travelled to the Shi'ar Galaxy where the crazed Emperor D'Ken was about to use the M'Krann Crystal to obliterate the cosmos. The Crystal is a tesseract (a hyper-dimensional construct) within which the normal laws of the universe do not function. Within the Crystal, held in a magnetic stasis, lies a so-called Neutron Galaxy whose super-compressed gravity is so powerful that it would suck the universe into itself were it released. D'Ken had triggered the destructive process, but Phoenix entered the Crystal, and drawing on the X-Men's love and Jean Grey's innate courage, it repaired the disintegrating stasis field and saved the universe.

Phoenix served as a member of the X-Men. But as Grey had never been trained to deal with power on the scale of Phoenix, the Phoenix itself had difficulty coping with its power. This weakness was exploited by the evil Mastermind, a member of the Hellfire Club who used his illusion powers and a device created by Emma Frost to implant dark, suppressed fantasies in Phoenix's mind. This eventually transformed Grey into the Black Queen of the Hellfire Club.

Phoenix soon freed itself from Mastermind's control, but she could not free herself from the dark side of her personality that Mastermind unleashed. She eventually evolved into the evil, merciless Dark Phoenix.

As a rite of passage, Phoenix defeated the X-Men in battle and left to explore the cosmos. There she destroyed an inhabited star system by turning its sun into a supernova, and defeated a Shi'ar starship with ridiculous ease. Still, she was left with a

feeling of restlessness, so she returned to Earth to explore Jean Grey's personality and come to grips with what she was and what she had become. There she was subdued by Professor X, who limited the power of Phoenix with psychic circuit-breakers. But as soon as he had cured Phoenix, the Shi'ar showed up, ready to destroy Phoenix for the destruction of the D'Bari. Xavier called for a trial by combat between the X-Men and the Shi'ar Imperial Guard instead.

During the battle, the X-Men were defeated one by one until Cyclops and Grey were left. When Cyclops fell, the Phoenix emerged. The X-Men tried to subdue it, but couldn't. Unwilling to destroy her friends and unable to control the dark passion of Phoenix, the entity committed suicide by slaying its physical form with an ancient Kree weapon.

This was not the end. The Phoenix entity, in repayment of its debt to Jean Grey, tried to return that part of its personality to her that it had borrowed, which included memories of Dark Phoenix. Horrified, the still comatose Grey rejected it, and the Phoenix left abruptly, eventually finding Mr. Sinister's clone of Marvel Girl, Madelyn Pryor. It gave her those memories, which eventually led to her downfall. When Pryor was killed, the Phoenix appeared and offered those memories to Jean Grey again, and she accepted.

Phoenix's daughter from an alternate universe, Rachel Summers, eventually called upon the legacy of Phoenix, and may have rewarded with at least some of the Phoenix Force. The Texas Ranger, Firebird, also received a fiery visitor on the night of Jean Grey's death. The exact whereabouts of the Phoenix Force is a mystery, but the Shi'ar records indicate that Earth is still its adopted home.

STATISTICS:

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

Health: 130

Karma: 50

Resources: Poor (4)

Popularity: 0

BACKGROUND:

Real Name: Cecelia (last name unrevealed)

Occupation: Housekeeper, adventurer

Legal Status: Naturalized U.S. citizen with a criminal record in Cuba

Identity: Secret

Place of Birth: Havana, Cuba

Marital Status: Single

Known Relatives: Carlos (son)

Base of Operations: Miami

Past Group Affiliations: None

Present Group Affiliation:

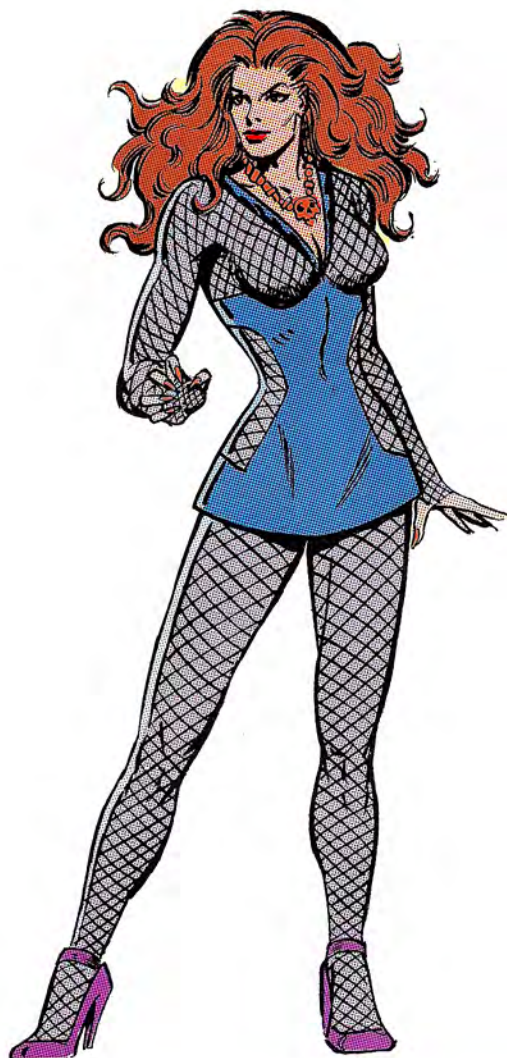
KNOWN POWERS

Poison: Poison has the ability to kill people by a glance, disfiguring them as they die. She has an Incredible Rank with this power. Those affected by her glance must make an Endurance FEAT roll and consult the kill table.

Flight: Poison can levitate herself and attain Good flight speed (8 areas per round).

Talents: Poison has Martial Arts D.

Contacts: Poison was once the host for a dying alien named Ylandris.

**ADDITIONAL NOTES:****ROLE-PLAYING NOTES:**

Poison's goal in life seems to be to combat those individuals who ruin other people's lives and who live by exploiting others. Poison is a nearly emotionless woman, embittered by her past, who seeks to destroy people who remind her of the ones that ruined her. Her one human affection is for her son, Carlos, who may also have been altered by Ylandris in some unspecified way.

HISTORY

Cecilia was a young girl in Cuba who fell in love with a handsome Russian diplomat named Vassily. They had a passionate relationship for several months and then Cecilia became pregnant with his child. When the authorities asked Cecilia who the father of the baby was, she told them. That was a mistake. To protect himself, Vassily claimed that Cecilia had seduced him and asked money for favors. The result was that Vassily was sent home to Leningrad, while

Cecilia, still pregnant, was locked away in prison.

In prison, Cecilia contracted a fatal sickness. She would have died, except for an alien warrior named Ylandris, who, having fallen from her dimension, sought a way to survive on Earth, in a corporeal form. Cecilia agreed to allow Ylandris to bond with her, and save herself and her unborn child. Later, still pregnant, Cecilia was shipped to America as an "undesireable."

Eventually, Cecilia made it out of the refugee camps, and got a job as a housekeeper at a Miami hotel to support herself and her newborn

son. Ylandris, still a warrior, craved for battle. Cecilia agreed and allowed Ylandris to use her body to fight evil, using the name "Poison," a translation of Ylandris's own name. Her alien nature attracted the attention of the High Evolutionary's Purifiers, who sought to destroy her. She defeated them in battle and allowed Ylandris to use the Nexus of All Realities to return to her homeworld. Ylandris left some of her power behind; Cecilia is still super-powered, and still stalks the streets of Miami as Poison.

STATISTICS

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

Health: 52

Karma: 40

Resources: Typical (6)

Popularity: 0

BACKGROUND:

Real Name: Hobie Brown

Occupation: Professional technician, occasional adventurer

Legal Status: U.S. citizen with no criminal record

Identity: Secret

Place of Birth: Bronx, New York

Marital Status: Married

Known Relatives: Mindy (wife)

Base of Operations: Long Island

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Claws: The Prowler wears gauntlets made of an Incredible strength rank material. He uses them to scale vertical stone and concrete surfaces (climbing with Good ability), leaving large holes where he has passed. The claws inflict Remarkable Edged damage.

Flechettes: The wrists of his gauntlets are capable of firing sharp-tipped, diamond-shaped, metal flechettes. They inflict Good Ranged Edged damage. Hobie only fires one flechette per turn and seeks to disarm instead of kill.

Gas: The wrists of his gauntlets also contain gas canisters capable of firing a variety of gases including:

- Remarkable potency knockout gas. Victims must make an Endurance FEAT or be knocked unconscious for 1-10 turns; a Red FEAT is required if Endurance is less than Remarkable, a Yellow FEAT if Endurance is Remarkable or higher.
- Weakness gas that affects all stats by -1CS (health is not affected). An Endurance FEAT is required to resist, with the same modifiers as the knockout gas.



- Compressed air blast (Remarkable damage).
- Obscuring fog in one area (-4CS to attempts to spot, fog lasts 1-10 turns). Prowler uses this to escape.

Talents: Prowler has Martial Arts B.
Contacts: Prowler has connections with Spider-Man. He has been offered work from the Silver Sable, but it remains to be seen if he'll take it.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Hobie Brown was a determined young kid when he first wore the Prowler suit. Now he is older and doesn't feel the urge to adventure as strongly as he once did. Hobie is devoted to his friends, and is willing to put himself at risk for them. Brown is a talented inventor and might be a source of gadgets for player characters.

HISTORY

Hobie Brown was a talented kid to whom no one would listen. Despite his obvious talent at design and invention, people looked down on him whenever he suggested something new and innovative. Instead of getting work where his talents were use-

ful, he was a window washer. Finally, to prove his ability, he turned to crime. He designed a costume with a number of tricks and went out to steal the payroll of *The Daily Bugle* as the Prowler. His plan was to return the money as Hobie Brown, and become a hero—and most important of all, to impress his girlfriend, Mindy.

The Prowler's foray into the criminal world was a disaster. He was caught stealing the payroll by Peter Parker, the alter-ego of the Amazing Spider-Man. During the confrontation, Parker was accidentally sent hurtling through a window, and used his spider powers to save himself. Brown, on the other hand, was left in anguish, thinking that he was a murderer.

In order to redeem himself, Brown lured Spider-Man to a fight at a jewelry store, hoping to defeat him. He

didn't. When Spider-Man unmasked him and heard Brown's story, he let him go, believing that the Prowler was through with crime. Brown eventually married his love, Mindy, and settled down to a professional career. He has not entirely abandoned the Prowler identity; once he even applied with the Defenders, but these days he only becomes the Prowler when his friends are threatened.

Recently when Spider-Man was accused of theft by *The Daily Bugle* during Silver Sable's efforts to incriminate criminal recluse Winston Walker, Prowler teamed up with Rocket Racer to exonerate him, and ended up in battle against the Sandman. The battle was finally cut short by Spider-Man, and Prowler was offered freelance work with Silver Sable's organization.

STATISTICS:

F RM (30)
 A IN (40)
 S AM (50)
 E MN (75)
 R GD (10)
 I GD (10)
 P TY (6)

Health: 195

Karma: 26

Resources: Poor (4)

Popularity: -2

BACKGROUND

Real Name: Unrevealed

Occupation: Former scientist, now professional criminal

Legal Status: Unknown

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Ally of the Mongoose

Present Group Affiliation:

KNOWN POWERS

Mineral Body: Quicksand's body is composed of sand, with which she can perform the following power stunts:

- Create sand hammers which do Amazing damage
- Create Incredible Material Strength caging and ensnaring attacks
- Phase through openings with Incredible ability
- Elongate up to two areas
- Sculpt complex objects from sand
- Generate a sandstorm that does Remarkable damage in a 2 area radius
- Suffocate attack against air-breathing creatures, doing Remarkable damage each round unless the victim breaks free of Sandstorm's grappling attack
- Sandblast of Amazing intensity with a three area range

Armor: Amazing protection against physical attacks, and Incredible against most energy attacks

Weakness: Quicksand may have the same weaknesses as the similarly powered Sandman, but has not exhibited them. Heat and flame-based attacks fuse the body into

glass. Water-based powers of Monstrous rank or water-based creatures transform the body into a mindless sludge. As Quicksand is able to generate a sandstorm with her attacks, she is (unlike the Sandman) probably resistant to wind-based attacks.

Talents: Quicksand was formerly a scientist, and seems to have some knowledge of nuclear engineering.

Contacts: Quicksand was an ally of the Mongoose, and served Mongoose's master.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Quicksand is extremely vain and selfish. Her primary concern is regaining her former human form and she will cooperate with anyone who will promise to help her become human again. She was once very overconfident, but her ability in her own powers has been shaken after several battles against the Mighty Thor. Quicksand has no regard for human life other than her own.

HISTORY

Little is known of Quicksand's past, except that she is of Oriental ancestry, that she worked as a scientist, and a nuclear accident transformed her into Quicksand. In retribution for that accident, Quicksand attempted to cause a meltdown in the reactor of a major nuclear plant. She was opposed by Thor, who failed to defeat Quicksand but saved the surrounding area by transporting the nuclear plant into another dimension. Quicksand retreated, not anxious to meet Thor again in battle.

But Quicksand was later contacted by the Mongoose, an agent of the High Evolutionary, who wished to get a sample of Thor's tissue and breed a race of super-gods. Mongoose promised Quicksand that she would be restored to her former human appearance if she held Thor at bay in battle long enough to strike Thor with a ray that would take the necessary tissues. Quicksand barely managed to hold Thor at bay, and fled the moment the Mongoose completed his task. Whether Quicksand will be permanently restored to normal, or whether the Mongoose will betray him, remains to be seen.

GROUP HISTORY

The Reavers are a group of marauders that were based in the Australian Outback and terrorized Southeast Asia. After a raid on a major bank in Singapore, they attracted the attention of the X-Men, who had recently been reborn following the Fall of the Mutants battle against the Adversary. The X-Men proceeded to take the Reavers apart, though Bonebreaker, Prettyboy, and Skullbuster escaped through a portal created by

Gateway, an Australian aborigine whom they had forced to serve them. It is likely that they are rebuilding a new force of Reavers. The surviving Reavers agreed to seek a new life by entering the Siege Perilous, a device that the X-Men had been given by Roma following the battle against the Adversary, where the Reavers would be purged of the sins of their previous lives. The X-Men proceeded to adapt the Reavers' town as their new home base.

BONEBREAKER

STATISTICS:

F	EX (20)
A	PR (4)
S	IN (40)
E	IN (40)
R	PR (4)
I	TY (6)
P	PR (4)



Health: 104
Karma: 14
Resources: Typical (6)
Popularity: -10

BACKGROUND

Real Name: Unknown
Occupation: Mercenary, freebooter
Legal Status: Unknown, presumably with a criminal record in several countries
Identity: Secret
Place of Birth: Unknown
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Formerly the Reavers' base in the Outback, Australia, now unknown
Past Group Affiliations: The Reavers
Present Group Affiliation:

KNOWN POWERS

Body Armor: Bonebreaker is a cyborg. His cyborg skin gives him Good protection against physical and energy attacks. He uses an arsenal of personal weapons that is equivalent to a machine gun (see Players Book, p. 43). His exoskeleton is linked to a tractor unit that can move at Typical land speed (6 areas/round) over most terrain.
Talents: Criminal skills, Martial Arts B.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Bonebreaker is an extremely vicious and loathesome criminal who enjoys hurting people, preferably someone weak enough that their struggles would be futile.

PRETTYBOY

STATISTICS:

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

Health: 100
Karma: 40
Resources: Poor (4)
Popularity: -5

BACKGROUND

Real Name: Unknown
Occupation: Mercenary, freebooter
Legal Status: Unknown, presumably with a criminal record in several countries
Identity: Secret
Place of Birth: Unknown
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Formerly the Reavers' base in the Outback, Australia, now unknown
Past Group Affiliations: The Reavers
Present Group Affiliation:

KNOWN POWERS

Body Armor: Prettyboy is a cyborg. His cyborg skin gives him Good protection against physical and energy attacks. He uses an arsenal of personal weapons that is equivalent to a machine gun (see Players Book, p. 43).
Brain rewiring: Prettyboy can extend fiber-optic cables into a victim, link his mind to theirs, and then corrupt them, transforming them into a morally degenerate Reaver. It requires a Yellow Psyche FEAT to resist.
Extension Fingers: Prettyboy can extend his arms and attack a target two areas away. His sharp cyborg fingers inflict 15 points of Edged damage per strike.
Talents: Criminal skills, Martial Arts A.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Prettyboy is an extremely vicious and loathesome criminal who enjoys hurting people, preferably someone weak enough that their struggles would be futile. It has been inferred that he was once corrupted by the Reavers.

HISTORY

Prettyboy's origin is unknown.

HISTORY

Bonebreaker's origin is unknown.

SKULLBUSTER

STATISTICS:

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

Health: 60

Karma: 50

Resources: Typical (6)

Popularity: -20

BACKGROUND

Real Name: Unknown

Occupation: Mercenary, freebooter, leader of the Reavers

Legal Status: Unknown, presumably with a criminal record in several countries

Identity: Secret

Place of Birth: Unknown

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Formerly the Reavers' base in the Outback, Australia, now unknown

Past Group Affiliations: The Reavers

Present Group Affiliation:

KNOWN POWERS

Body Armor: Skullbuster is a cyborg. His cyborg exo-skeleton gives him Excellent protection against physical and energy attacks. He uses an arsenal of pistols that do Remarkable damage at +1CS, or can manufacture a heavy weapon which does Amazing damage.

Talents: Criminal skills.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Skullbuster is an extremely vicious and loathesome criminal who enjoys hurting people, preferably someone weak enough that their struggles would be futile.

HISTORY

Skullbuster's origin is unknown.

TYPICAL REAVER

STATISTICS:

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

Health: 60

Karma: 14

Resources: Poor (4)

Popularity: -5

KNOWN POWERS

Body Armor: Reavers are cyborgs. Their armored skin gives them from Typical to Excellent protection against physical and energy attacks. They use weaponry that is equivalent to a machine gun (see *Players Book*, p. 43).

Talents: Criminal skills.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Reavers are extremely vicious and loathesome criminals who enjoy hurting people, preferably someone weak enough that their struggles would be futile.



GROUP HISTORY

The Resistants were originally a team of superpowered mutants who worked as mercenaries who were originally organized by Magneto. The Mutant Force, as they were later known, aided Magneto in kidnapping the mutant known as Mister One and in battling Captain America. But the group failed to defeat Captain America, and Magneto discarded them, considering them worthless.

The Force was discovered by another mutant, the Mandrill, who gave them the name "Mutant Force" and used them as agents in attacking a U.S. Army Force base and in raiding a gold supply. But the Mutant Force was captured by the Defenders. To avoid a prison term, the Mutant Force agreed to work for the U.S. government, who pitted them against the Hulk. Again, they were unsuccessful.

The Mutant Force later went to work for the subversive organization called the Secret Empire. Led by another Secret Empire operative, ex-Colonel Robert "Buzz" 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 Se-



cret 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, perhaps as one of a series of intricate plans engineered by the Red Skull, or perhaps on their own, escaped yet again. With Professor Power dead at the hands of John Walker, they decided (perhaps with the help of an unrevealed mastermind such as the Red Skull or on their own) to oppose the Mutant Registration Act, an Act of Congress that forced mutants to register their abilities with the federal government, and organized themselves as the Resistants. Based in Mesmero's old hideout in Death Valley, they rescued a number of mutants who were unwilling to register their powers, including Mentallo, who was renamed Think-Tank. They defeated Captain America (John Walker, now the USAgent) and Battlestar. A later attempt to rescue Quicksilver from the U.S. government turned into a disaster when they were ambushed by Walker and the Freedom Force, and several Resistants were badly injured or killed. The group was captured and their current situation is unknown.

CRUCIBLE

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: Poor (4)

Popularity: -3

BACKGROUND

Real Name: Byron Calley

Occupation: Ex-mercenary, now liberator of mutants

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

Identity: Known to the authorities

Place of Birth: Unknown

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Death Valley, California

Past Group Affiliations: The Resistants

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: Crucible is immune to his own flames

Body Armor: All Resistants wear armor which provides them with Good protection against physical and energy attacks, and Good protected senses

Talents: Criminal skills

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Crucible is a bully who likes to use his powers to wreak havoc, preferably at a profit or against government attempts to regulate mutants.

HISTORY

Crucible's origin is unknown.

METEORITE

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: Poor (4)

Popularity: -3

BACKGROUND

Real Name: Ned Lathrop

Occupation: Ex-mercenary, now liberator of mutants

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

Identity: Known to the authorities.

Place of Birth: Unknown

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Death Valley, California

Past Group Affiliations: The Resistants

Present Group Affiliation:

KNOWN POWERS

Density Control: Meteorite has Incredible ability to alter his density. When he increases his density he gains:

- Remarkable Strength
- Remarkable Armor/skin

Gravity Control: Excellent ability to lessen an object's weight to 50-200 pounds. He can affect any target to Incredible weight and within one area of him.

Flight: Meteorite flies on a levitating "meteor" which can seat up to six people which flies at Remarkable air speed (15 areas per round).

Body Armor: All Resistants wear armor which provides them with Good protection against physical and energy attacks, and Good protected senses.

Talents: Criminal skills

ADDITIONAL NOTES:**ROLE-PLAYING NOTES:**

Meteorite is a bully who likes to use his powers to wreak havoc, preferably for a profit or against government attempts to regulate mutants.

HISTORY

Meteorite's origin is unknown.

MIST MISTRESS

STATISTICS:

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

Health: 32

Karma: 18

Resources: Typical (6)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Ex-accountant, now liberator of mutants

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

Identity: Known to the authorities

Place of Birth: Unknown

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Death Valley, California

Past Group Affiliations: The Resistants

Present Group Affiliation:

KNOWN POWERS

Mist: Mist Mistress's mist is a corrosive attack that does Remarkable damage. It reduces all armor ranks by -4CS unless the armor is specially treated against acid attacks or vacuum sealed.

Body Armor: All Resistants wear armor which provides them with Good protection against physical and energy attacks, and Good protected senses.

Talents: Criminal skills. She has Good reason with mathematics and business.

ADDITIONAL NOTES:**ROLE-PLAYING NOTES:**

Mist Mistress seems to be uncertain in her role as one of the Resistants.

HISTORY

Mist Mistress's origin is unknown.

OCCULT

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: Poor (4)

Popularity: -3

BACKGROUND

Real Name: Byron Calley

Occupation: Ex-mercenary, now liberator of mutants

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

Identity: Known to the authorities.

Place of Birth: Unknown

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Death Valley, California

Past Group Affiliations: The Resistants

Present Group Affiliation:

KNOWN POWERS

Telescopic Vision: Remarkable ability to see a target one mile away.

Plasma Blast: Excellent intensity eyeblasts with a range of 4 areas.

Body Armor: All Resistants wear armor which provides them with Good protection against physical and energy attacks, and Good protected senses.

Talents: Criminal skills

ADDITIONAL NOTES:**ROLE-PLAYING NOTES:**

Occult prefers to use his powers at a distance when he wreaks havoc. He acts as lookout, scout, and sniper.

HISTORY

Occult's origin is unknown.

PARALYZER

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: Poor (4)

Popularity: -5

BACKGROUND

Real Name: Randall Darby

Occupation: Ex-mercenary, now liberator of mutants

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

Identity: Known to the authorities

Place of Birth: Unknown

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Death Valley, California

Past Group Affiliations: The Resistants

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.

Body Armor: All Resistants wear armor which provides them with Good protection against physical and energy attacks, and Good protected senses.

Talents: Criminal skills

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Paralyzer is a bully who likes to use his powers to wreak havoc, preferably for a profit, or against government attempts to regulate mutants.

HISTORY

Paralyzer's origin is unknown.

QUILL

STATISTICS:

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

Health: 32

Karma: 18

Resources: Poor (4)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Liberator of mutants

Legal Status: U.S. citizen States with no criminal record

Identity: Secret

Place of Birth: Unknown

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Death Valley, California

Past Group Affiliations: The Resistants

Present Group Affiliation:

KNOWN POWERS

Quills: Quill can project needle-like missiles that can ignore all armor types up to Remarkable. The quills do Excellent Edged damage and have a three area range.

Body Armor: All Resistants wear armor which provides them with Good protection against physical and energy attacks, and Good protected senses.

Talents: None known

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Quill is a recent addition to the Resistants who does not have a criminal past. He does not trust the government and feels strongly that his cause is just.

HISTORY

Quill'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: Poor (4)

Popularity: -10

BACKGROUND

Real Name: Aaron Salmonson

Occupation: Ex-mercenary, now liberator of mutants

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

Identity: Known to the authorities

Place of Birth: Unknown

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Death Valley, California

Past Group Affiliations: The Resistants

Present Group Affiliation:

KNOWN POWERS

His flexible reptilian body provides the following powers:

- Armorskin: Typical protection
- Tracking: Good rank
- Constriction: Incredible Grappling Strength. Any hold on a victim forces that person to make an Endurance FEAT roll; failure means unconsciousness for 4-13 turns.

Body Armor: All Resistants wear armor which provides them with Good protection against physical and energy attacks, and Good protected senses.

Talents: Criminal skills

Contacts: Member of VIPER's faction of the Serpent Society.

ADDITIONAL NOTES:**ROLE-PLAYING NOTES:**

Slither may have changed his name as part of the Resistants; it has not been revealed. 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.

THINK-TANK**STATISTICS:**

F	TY (6)
A	GD (10)/PR (4)
S	TY (6)
E	RM (30)
R	GD (10)
I	RM (30)
P	AM (50)

Health: 52

Karma: 90

Resources: Typical (6)

Popularity: -5

BACKGROUND

Real Name: Marvin Flumm

Occupation: Ex-professional criminal, now liberator of mutants

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

Identity: Known to the authorities

Place of Birth: Unknown

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Death Valley, California

Past Group Affiliations: The Resistants

Present Group Affiliation:

KNOWN POWERS

Telepathy: Think-Tank has the Amazing power to psionically reach up to three people at once. He has a maximum range of five 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 roll to sense the deception; failure indicates that they believe the illusion to be real.

Radar Sense: Using his psionic energies, he has Feeble ability to detect the presence and shape of intangible or out-of-range objects. **Arsenal:** Think-Tank operates a mentally powered tank that fires weaponry which does Incredible ranged damage up to five areas range, and four Excellent strength grapples. Mentallo's agility is reduced to Poor in this device.

Body Armor: All Resistants wear armor which provides them with Good protection against physical and energy attacks, and Good protected senses.

Anti-Psionic Helmet: This device allows him to employ the following powers:

- Excellent resistance to all psionic attacks
- Excellent mental invisibility

Weaknesses: Think-Tank is at -1CS to attack any and all moving objects. If his helmet is missing or damaged, Mentallo takes twice the damage from psionic attacks.

Talents: Criminal skills, Remarkable reason with firearms and electronics.

ADDITIONAL NOTES:**ROLE-PLAYING NOTES:**

Think-Tank, as Mentallo is now called, is still a first rate mentalist who has never quite figured out the way to use his powers in a way that makes him seem formidable. Think-Tank would rather rely on a previously prepared plan than improvise. He has few moral scruples.

HISTORY

Marvin Flumm was born with telepathic powers that first began to manifest themselves during adolescence. Flumm, content to work as a shoe salesman, ignored 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. He 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 battlesuit 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 Fixer's genius. This was the beginning of a long criminal career, which put him into conflict against SHIELD, the Micronauts, and Professor X. As he progressed, Mentallo found himself working for others, not himself.

Finally, Mentallo was rescued by the Resistants. Seeing an opportunity for advancement, Mentallo agreed to become the group's think-tank, but was defeated by then Captain America, John Walker.

STATISTICS:

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

Health: 36

Karma: 50

Resources: Good (10)

Popularity: 5

BACKGROUND

Real Name: Maynard Tiboldt

Occupation: Professional criminal, manager, director, and ringmaster of a small travelling circus

Legal Status: Naturalized U.S. citizen with a criminal record, former Austrian citizen

Identity: Publicly known

Place of Birth: Vienna, Austria

Marital Status: Single

Known Relatives: Fritz (father, alias Ringmaster I, deceased), Lola (mother, deceased)

Base of Operations: Mobile

Past Group Affiliations: Circus of Crime

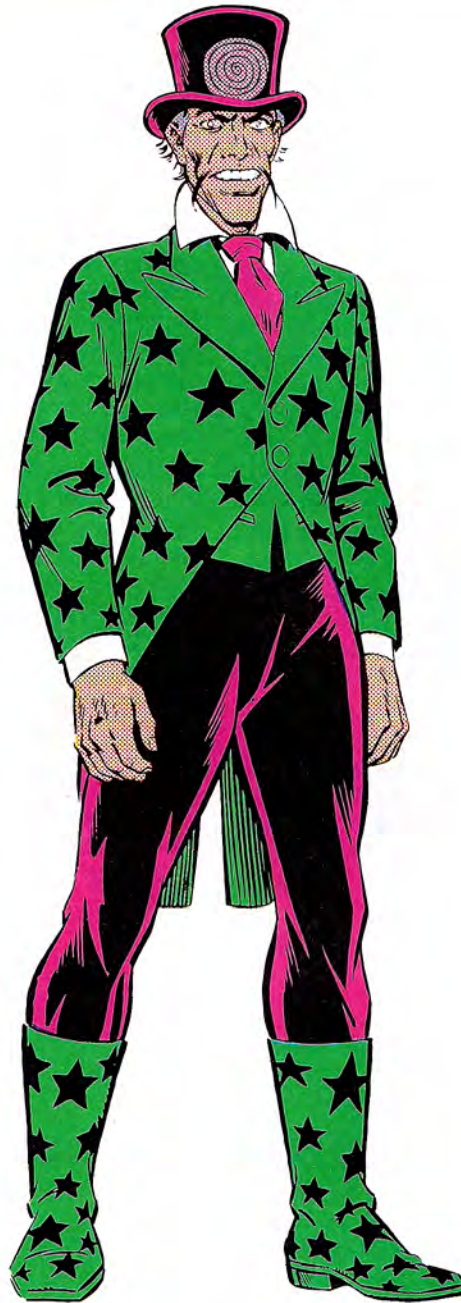
Present Group Affiliation:

KNOWN POWERS

Hypnosis: The Ringmaster's hat has Monstrous powers of Mind Control. It can affect all individuals in a large range at least as large as Madison Square Garden. When the Ringmaster's victims awaken from their trance, they remember nothing of his crimes; the Ringmaster can substitute his own suggestions in place of their lost memories.

Talents: Ringmaster has Business and Leadership talent. He has an Excellent Reason with Electronics.

Contacts: Ringmaster is the leader of the Circus of Crime, and has connections within the circus. He has worked for the Headmen, but they abandoned him.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Ringmaster is a two-bit con man who managed to hook on to a very powerful device. He remains slick but relatively unimaginative, preferring to bilk customers with his travelling circus instead of planning grandiose crimes.

HISTORY

For generations, the Tiboldt family has run a small travelling circus in Austria. During the 1930s, Franz Tiboldt became more ambitious and turned his circus into a front for criminal activities. During World War II, he was directed by Hitler to travel the U.S. to recruit people for the Maggia and to murder U.S. government officials. These activities were eventually foiled by Captain America, and Tiboldt and his circus was deported.

After the war, Tiboldt and his wife Lola cooperated with the Allied officials by testifying against various war criminals. Fritz and Lola Tiboldt continued to manage Tiboldt's circus, and brought up their only child, Maynard, to become its ringmaster some day. Maynard, a born showman, developed a deep and sincere love for the circus, and proved to be a master at staging performances. Eventually Fritz Tiboldt and his wife were murdered by Nazis who had escaped capture at the war's end who

were seeking retribution for their testimony against Nazi leaders. Maynard, who did not share his parents' sympathy for Nazism, became leader of the circus and decided to move it to America, far from the scene of Hitler's rise to power and his parents' death. There, Maynard planned to build a new, honest life.

But once in America, Maynard found that he could not compete against enormous troupes such as the circus owned by Amos Jardine (see *Nightcrawler*). Tiboldt had dreamed of making his circus a major success, but instead he could barely cover his expenses. Blaming Americans for the failure of his circus, and for his parents' humiliating capture, Tiboldt decided to turn to crime; if Americans would not enrich him and his performers willingly, they would be forced to do so. The key lay in the plans of the "Nullatron," a device designed by unknown scientists in Nazi Germany. The Red Skull murdered these scientists and then used the device to enslave several superheroes during the war. Somehow Fritz Tiboldt had acquired

the plans of the Nullatron during the war; Maynard inherited these from him and decided to put its principles to his own uses. Using his own talent for electronics, Tiboldt adapted the Nullatron plans so as to construct a small but powerful device, which he could hide in his large ringmaster's hat and use to mesmerize an enormous crowd all at once. Tiboldt then formed the Circus of Crime out of the members of the circus troupe that agreed to join him in criminal activities, hypnotizing those who wouldn't join so they forgot about his illegal proposal.

The Circus of Crime have met with mixed success, with many of their actions being foiled by superheroes such as Daredevil and Spider-Man. Nonetheless, because most of his victims have been hypnotized, few charges against him or his troupe have stuck. Recently, he attempted to use She-Hulk as a pawn in the Circus's latest scheme and it backfired. The police have stated that they finally have evidence to put Tiboldt in prison for a long time, but it remains to be seen if this will occur.

GROUP HISTORY

Rock and Redeemer are Samuel J. Roquette and Craig Saunders, two members of the Hulkbusters. They assisted SHIELD in their hunt for the Hulk, but were fired by Nick Fury. Later they were picked up by the Leader, brainwashed into becoming his servants, and given new costumes and superpowers. Rock and Redeemer's first assignment was to steal a gamma bomb from Yuma

Army base in Arizona, which they successfully completed after a bloody one-sided battle. The Leader planned to blow up the small town of Middletown. When the Hulk arrived to stop them, Rock and Redeemer engaged in battle, only to be overwhelmed. Redeemer was thrown by the Hulk into Rock's spinning attack, resulting in death or severe injury (Saunders' current state is unknown). The Hulk then proceeded to

rip Rock apart, but the intervention of the Leader saved them. When the Hulk turned to face the Leader, Rock impaled him with a giant jutting spike from his casing, nearly killing him. The Leader proceeded to teleport Rock, Redeemer, and himself from Middletown and detonated the gamma bomb, resulting in the town's destruction. The current whereabouts of Rock and Redeemer are unknown.



ROCK

STATISTICS:

F	EX (20)
A	GD (10)
S	IN (40)
E	AM (50)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 120

Karma: 18

Resources: Typical (6)

Popularity: -10

BACKGROUND

Real Name: Samuel J. Roquette

Occupation: Ex-scientist, explorer, servant of the Leader

Legal Status: U.S. citizen with no criminal record

Identity: Secret

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Member of the Hulkbusters, servant of the Leader

Present Group Affiliation:

KNOWN POWERS

Stone Casing: Rock wears a flexible stone casing that gives him Incredible protection against energy and physical attacks. In addition, it allows him to use the following power stunts:

- **Whirlwind:** By creating sharp protrusions in the casing and spinning at high speeds, Rock can inflict Incredible Edged damage against all targets in one area
- **Spear:** Rock can shape the casing into an Amazing Edged attack.
- **Giant form:** This 30 foot tall form has Amazing strength and travels at Typical ground speed (3 areas per round).
- **Flight at Typical air speed** (6 areas per round)

Talents: LaRoquette is an explorer and has Archeology and Deep Sea Diving talents.

Contacts: LaRoquette was a member of the Hulkbusters and has contacts in the U.S. government and among former agents of SHIELD. He now serves the Leader.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Rock hates the Hulk and Doc Sampson, blaming them for the death of his girlfriend Carolyn Parmenter. Since he was brainwashed by the Leader, Rock has been vicious and enjoys hurting people who get in his way. He is very serious and does not believe in showing off when a job needs to be done.

REDEEMER

STATISTICS:

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

Health: 110

Karma: 22

Resources: Typical (6)

Popularity: -10

BACKGROUND

Real Name: Craig Saunders

Occupation: Ex-demolitions expert, now servant of the Leader

Legal Status: U.S. citizen with no criminal record

Identity: Secret

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Former U.S. Army demolitions expert, former member of the Hulkbusters

Present Group Affiliation:

KNOWN POWERS

Battlesuit: Saunders wears a battlesuit which uses an energy cannon that does Amazing damage. It has a

range of 6 areas. The battlesuit provides Remarkable protection against physical and energy attacks.

Talents: Saunders has Remarkable Reason with Demolitions and Explosives

Contacts: Saunders has connections with the Hulkbusters

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Since his brainwashing, Saunders takes a cruel pleasure in his work. He enjoys brutalizing those who can't fight back, but is frightened by those who can harm him, such as the Hulk. Rather than improvise, Saunders prefers to rely on well-thought out tactical planning.

STATISTICS:

F IN (40)
 A RM (30)
 S MN (75)
 E UN (100)
 R GD (10)
 I IN (40)
 P AM (50)

Health: 245

Karma: 100

Resources: None needed

Popularity: -35

BACKGROUND

Real Name: S'ym

Occupation: Ruler of Limbo, would be conqueror of Earth

Legal Status: Inappropriate

Identity: S'ym's existence is not known to the general populace of Earth

Place of Birth: Unrevealed, presumably somewhere within Limbo

Marital Status: Single

Known Relatives: None

Base of Operations: Limbo

Past Group Affiliations: Former servant of Magik, leader of the demons of Limbo

Present Group Affiliation:

KNOWN POWERS:

Shape-changing: Infection from Magus' techno-organic virus has given S'ym similar powers. He can alter his shape into any form he desires. His height has varied between 6 and 100 feet. 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 any object he can conceive of with Excellent ability. Portions of his body may be destroyed or shredded, but as long as even one piece remains he can recreate himself. He can regenerate damage to himself with Unearthly ability.

Techno-organic Infection: Like Magus, S'ym can absorb energy from others by touching them (a normal Fighting roll). Anyone he touches is also infected with the techno-organic virus. S'ym can then immediately drain them, adding their Health to his (up to his maximum Health). S'ym must normally make a Psyche FEAT roll against his opponent's Psyche to drain energy, and



so can be resisted. If he fails in his attempt, the person he touched gains the same powers that he has.

He can also put them under his mental domination. He never allows them to change shape, but they gain Incredible armor and can infect others with the techno-organic virus. They also retain all of their original abilities and powers, although all Karma is lost. S'ym can maintain any number of creatures under his mental control, regardless of range or separating dimensions.

Body Armor: S'ym's transformed

body provides him with Incredible protection against all forms of attack.

Demon Servants: With Magik's departure, S'ym rules Limbo and the demon residents therein. An "average" demon has the following statistics:

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

Health: 80

Karma: 20

These demons normally have Good body armor, Good air speed, and Good strength claws. Since S'ym was infected by techno-organic vi-

rus, they have since gained Incredible body armor against all forms of attack.

Original Form: Before his transformation, S'ym had Remarkable strength claws, Amazing body armor against physical and energy attacks, and Good body armor against magical attacks.

Teleportation: S'ym can teleport with Unearthly ability through the use of magic.

Talents: S'ym is considered to have the equivalent of the Psychiatry skill because of his wide experience in torture and temptation. He presumably speaks all known Earth languages.

Contacts: S'ym was the former servant of Magik. He usurped her position as ruler of Limbo and now controls all of the beings therein.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

S'ym is a ruthless being who will do anything necessary to obtain absolute power. If overpowered he will beg and whine. If in control he will gloat endlessly of his triumph. He enjoys physical conflict, particularly when he is involved himself—perhaps too much for his own good. He can often be lured into combat when it would be wiser for him not to.

HISTORY

S'ym's background prior to Illyana Rasputin's entry into Limbo is not known. At this time he was Belasco's major servant within the realm of Limbo. Belasco often allowed S'ym to do his "dirty work." S'ym was not particularly fond of taking orders, but played along, seeing a possibility for ultimate power.

When Belasco was defeated by Illyana, S'ym remained with him, and later traveled to Earth to bring Magik (as Illyana was now called) back to her master. He was defeated by the New Mutants and swore loyalty to Magik.

S'ym obeyed his new mistress' commands, but always awaited a chance to overthrow her. The opportunity came when the being known as Magus pursued the New Mutants through Limbo. S'ym was infected

with Magus' techno-organic virus, and Magus had no time to drain his energies before leaving Limbo in pursuit of his son. With his powers vastly augmented, S'ym infected Limbo and all of its creatures with the techno-virus. S'ym was now the creature with the strongest willpower in that realm, and with Magik unable to reenter it for any length of time for fear of being infected, he soon ruled supreme.

This was not enough for S'ym, however, and he planned to gain control of Magik, sending his minions into the Marvel-Earth dimension to rule supreme over all. This brought him into conflict with N'astirh, another demon who sought to use children of power to form a gateway so that his forces could rule. S'ym and N'astirh fought on several occasions until N'astirh allowed himself to be infected with the techno-virus. This strategy gave N'astirh access to technology created by the mutant Taki which he had previously been unable to use because of his demonic nature. Taki used his control over machinery to defeat N'astirh.

S'ym was left alone to complete his conquest, but his former mistress Magik sacrificed all of her power to reconfigure Limbo as if she had never been there. This action removed S'ym and all of his followers from Earth. His current whereabouts and plans are unrevealed.

STATISTICS:

F MN (75)
A MN (75)
S AM (50)
E Sh Z (500)
R IN (40)
I RM (30)
P Sh Y (200)

Health: 700

Karma: 270

Resources: Unearthly (100)

Popularity: -100

BACKGROUND

Real Name: Seth

Occupation: God of Evil, Usurper of Death, would-be conqueror

Legal Status: None

Identity: The general population of Earth believes Seth to be an Egyptian mythological character

Place of Birth: Heliopolis

Marital Status: Married

Known Relatives: Osiris (brother), Isis (sister), Nephys (wife, aunt, sister), Geb (father), Nut (mother), Anubis (nephew), Horus (nephew), Thoth (uncle)

Base of Operations: Mobile

Past Group Affiliations: Gods of Heliopolis

Present Group Affiliation:

KNOWN POWERS:

Immortality: Seth has Class 1000 Resistance to aging and disease. He also has Immortality as per the Power in the Players' Book. He can only be killed permanently in his home plane of Heliopolis.

Invulnerability: Seth has Unearthly protection against energy and mental attacks. He has Amazing protection against all physical attacks.

Hypnotic Control: Seth can exert Amazing control over the minds and actions of others. To do so, Seth must meet the eyes of his target, which requires an Agility FEAT against the target's Agility. If a target is actively resisting eye-contact, Seth's attempts receive a -3CS.

Plasma Generation: Seth can release Unearthly rank mystic energy from his hand.

Death Touch: Having usurped the position and powers of death god, Seth can kill mortals with an Unearthly rank Rotting Touch. His touch also acts as a Monstrous rank Corrosive.



Mark of Death: Seth can curse any individual in a way that marks him with a visible sign on the cheek. Only one person at a time can be thus marked, and doing so causes Seth to forfeit half his current Karma score. When Seth meets this character again, one of the two (probably not Seth) will die. This curse supercedes all other considerations, including Immortality or other Powers. The details are left to the Judge on a case-by-case basis. It is suggested that when a Death Cursed character next meets Seth, he can use no Karma,

and any healing powers will prove to be unusable against any wounds inflicted by Seth.

Dimensional Portals: Seth can open gates from any dimension to any other. He has Monstrous skill at this power, but need only roll when opening a portal to an unfamiliar or hostile dimension, or when attempting to transport an unwilling passenger. In these cases, Seth succeeds with a Green result.

Telepathy: Like most immortals, Seth has the ability to speak directly into a person's mind, avoiding the nui-

sance of language barriers.

Stolen Powers: In his recent bid to extinguish all life, Seth began by draining the powers of the other Heliopolitan gods. In this supercharged state, his Strength was Shift X, his Health was 750, and his mystic bolts of plasma and Death Touch were increased to Shift Y damage.

Luck: Seth had captured Bes, the Egyptian god of luck and good fortune, and used Bes' powers to warp probabilities in his favor. Seth enjoyed the power of Probability Manipulation (see Players' Book) with the limitation that his power lasted only so long as Bes remained his prisoner.

Talents: Seth has Martial Arts C and E. He is also skilled in Trance, Mesmerism, Occult Lore, and Mystic Background talents.

Contacts: Seth is commander of a vast army of soldiers and warriors. Furthermore, he commands the respect and loyalty of a great many evil and death-worshipping creatures from several planes of existence.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Petty, vicious, cunning, and treacherous, Seth has earned his title as God of Evil time and time again. Lately, he has usurped the title of God of Death as well, and has since

sought to end all life in the multiverse. Seth is cunning, happily striking bargains with foes and then striking when they are unaware. He is never completely on the up-and-up.

HISTORY

Heliopolis, a Greek word meaning "City of the Sun" is now part of the modern city of Cairo, but in the time of Ancient Egypt it was one of four major centers of worship for the Egyptian religion. The gods worshipped at Heliopolis constitute one of Earth's great pantheons. When the human pharaohs took over Heliopolis, the gods created their own celestial city of Heliopolis in a dimension adjacent to Earth's. It is there that the gods of ancient Egypt have dwelt through historical times until the present.

Seth was born of the union of Geb and Nut, and he is therefore one of the older generation of Heliopolitans. His wife Nephyts had no issue with him but gave his brother, Osiris, a son, Annubis.

Seth began his reign of evil by attacking, murdering, and dismembering his brother Osiris. Osiris was recovered and returned to life by the combined efforts of several of his fellow gods, and Seth fell from the good graces of his fellow Heliopolitans. Eventually, Seth warred with Horus, a battle that cost him his right hand. The two gods battled for centuries until Seth, through deceit, captured Horus, Isis, and Osiris in a mystically sealed pyramid on Earth, where they remained until freed by Odin in the 20th Century.

While Osiris, Isis, and Horus were imprisoned, Seth began to develop his power base and move toward his goal of ending all life in the multiverse. Since he had stolen the mantle of God of Death from Anubis, Seth reasoned that if all the multiverse was dead, then as Lord of the Dead, he would have dominion over all the varying dimensions.

He found his plans checked time and again by Thor, of the Norse pantheon, often in league with Earth humans such as the Thing or the Avengers. Seth finally succeeded in draining the powers of his fellow Egyptian gods, again by treachery, and so had enough power to make a grand attempt to obliterate the multiverse with his armed legions. One of his first stops was Asgard, Thor's home dimension.

Seth's plans worked well. He had used Bes' luck and his developed military tactical skills to lead his forces against not only the Asgardians but the meddling Celtic pantheon as well.

But Thor, Hogun the Grim, the Black Knight, and a band of Earth people whom Seth had empowered as the Earth Force made their way into Seth's Black Pyramid, freeing Bes and Odin, whom Seth had also captured.

In the final battle at Asgard, Seth assumed the form of a mile-long serpent, dedicated to crushing Odin while Thor battled on against Seth's ally Surtur. Hogun the Grim, marked with Seth's Death Curse, employed the paralyzed form of the Black Knight, himself cursed to be a living extension of his mystic ebony blade, as a missile weapon against Seth. The Death God vanished, seemingly dead himself.

STATISTICS:

F RM (30)
 A FE (2)
 S X (150)
 E CL 1000
 R IN (40)
 I MN (75)
 P CL 3000

Health: 1182

Karma: 3115

Resources: Shift X (150)

Popularity: -100

BACKGROUND

Real Name: Shuma-gorath

Occupation: Lord of Chaos

Legal Status: None

Identity: Shuma-gorath's existence is disputed by most rational citizens of 20th Century Earth.

Place of Birth: Not applicable

Marital Status: Not applicable

Known Relatives: Not Applicable

Base of Operations: An alien dimension

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Energy and Matter Control: Shuma-gorath is one of the Lords of Chaos, impossibly old beings of malevolence and entropy. As such, it can manipulate mystic energies at Class 1000 rank and any other type of energies at Shift Y rank. Shuma-gorath can defend himself by dissipating up to 200 points of "physical" energy and 1000 points of mystical energies which might be directed specifically at the Lord of Chaos itself, but can undertake no other actions that turn. Shuma-gorath can magically manipulate matter consisting of volumes up to and including the solar system at Class 1000 rank, although control of volumes on a scale much larger than city-wide requires Shuma-gorath to pay 500 Karma in addition to any other considerations. One Power that Shuma-gorath can not mimic with this power is the ability to open dimensional gates into other realms. Shuma-gorath is limited in its ability to move from one dimension to another and must rely on special procedures (see below) to do so.

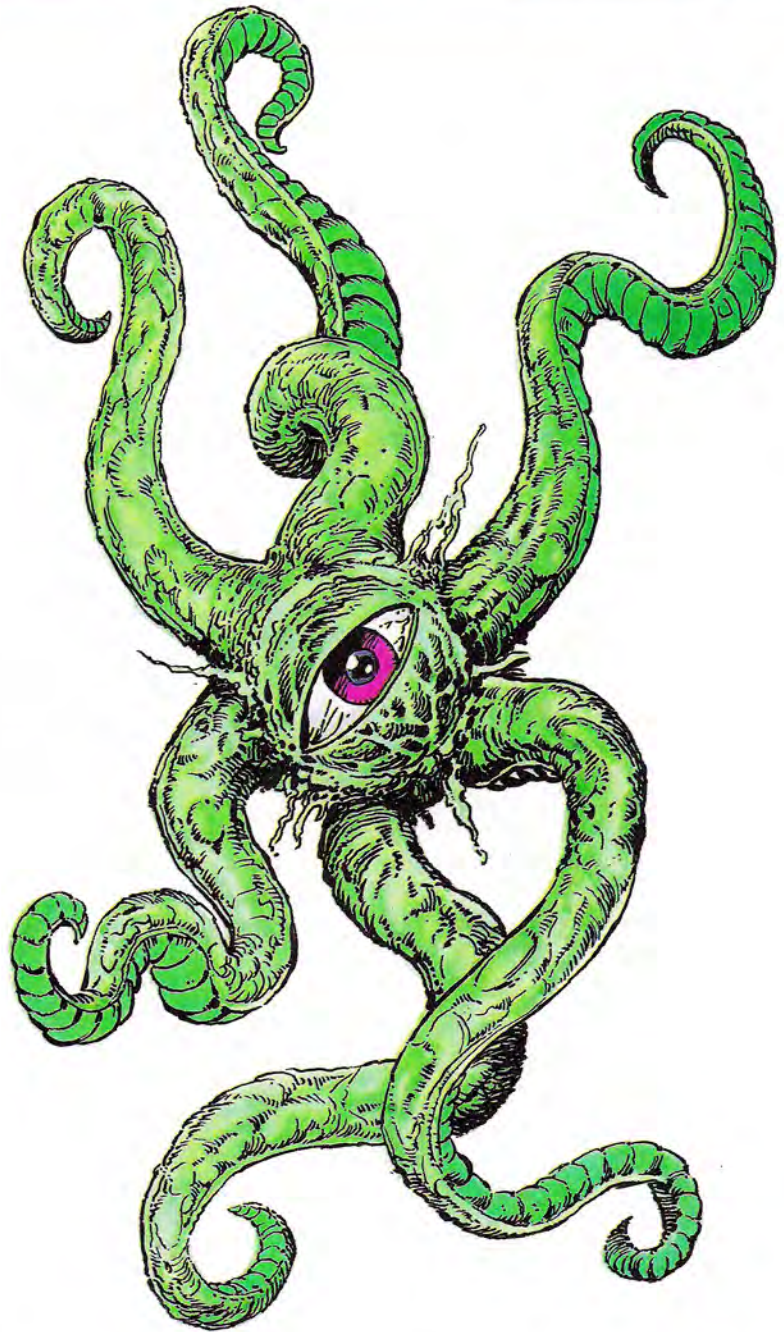
Body Armor: Shuma-gorath is difficult to attack physically, as he can will himself immaterial at Shift Z

rank. But if he were in fact attacked, his tough rubbery skin would provide Amazing protection against all material attacks.

Astral projection: Shuma-gorath can astrally travel with Class 1000 ability. When travelling, he can attempt to possess other beings. He must make a successful Psyche FEAT roll against the target's Psyche to take possession. This possession does not act as Mind Control. Shuma-gorath is limited to sending his victim dreams, memories, and unsettling images.

When Shuma-gorath possesses a character, he is considered to have Feeble power rank for all magical effects in that character's home dimension. For each five points of magical energy expended by Shuma-gorath's unknowing agent, the Lord of Chaos gains one point of Psyche. When Shuma-gorath's Psyche reaches Unearthly level, it is allowed to manifest itself on this new plane with full powers and attributes described above.

Banishment: Shuma-gorath has a great weakness: when he loses a



confrontation on a particular dimensional plane, he is barred from entering that plane for several millenia.

Talents: Shuma-gorath has the Mystic Background and Occult Lore skills.

Contacts: None. Shuma-gorath hates all life with a fervor except for making alliances or using minions for more than an immediate task.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Shuma-gorath is an alien intelligence that is unimaginably vast and powerful, monstrosly evil, and malign. When encountered, it may be attacking a particular dimension to destroy all the citizens therein, or it might be attempting to bring the population of a planet under its rule. Shuma-

gorath does not make intricate plans. It attacks with its great power and trusts its ability to bully through to reach its goals. It relishes the use of its powers.

HISTORY

The manner in which Shuma-gorath first came to the Marvel-Earth universe is unclear although it is possible that it originated there. It was seen by Doctor Strange as it ruled the Earth, with prehistoric men and creatures under its command, perhaps a million years ago.

At some point several millenia ago, Shuma-gorath grew tired and slept, only to awaken in the 20th Century hungry for the souls walking upon the face of the Earth.

It manifested itself as a presence in the mind of the Ancient One, for it needed the Ancient One's energies to allow it full existence on the Marvel-Earth's plane. To this end, it used unholy minions to cause several disasters around the Earth, forcing the Ancient One and his disciple

Doctor Strange to investigate and fight the various monsters and cultists, and thus expend their mystical powers and strengthen Shuma-gorath.

In final conflict with Doctor Strange, Shuma-gorath was near physical incarnation when the Master of the Mystic Arts dove into the mind of the Ancient One and destroyed his ego. Without a clear conception of self, the Ancient One was useless as a vessel for Shuma-gorath, who fled this plane. Doctor Strange believed that doing so would murder the Ancient One, and indeed the aged master's body was stilled. But in fact, this was the key step to the Ancient One's elevation to oneness with the universe.

Recently, Doctor Strange found himself once again in conflict with Shuma-gorath. Strange was in the depths of corruption when the two joined battle, and he used black magic to draw on the strength and life force of some small fraction of the Earth's population, as well as the evil essence of one of Shuma-gorath's more powerful servants, to actually destroy the Lord of Chaos.

STATISTICS:

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

Health: 58

Karma: 22

Resources: Excellent (20)

Popularity: -5

BACKGROUND

Real Name: S. Luggman

Occupation: Crimelord

Legal Status: U.S. citizen with no criminal record

Identity: Publicly known

Place of Birth: Ft. Walton Beach, Florida

Marital Status: Single

Known Relatives: None

Base of Operations: Miami, Florida

Past Group Affiliations: Business associate of the Kingpin

Present Group Affiliation:

KNOWN POWERS:

Body Armor: Slug's body is so terribly obese that it is difficult to penetrate enough fat to strike his vital organs. Unless an opponent is specifically targetting Slug's head, Slug has Good body armor against all physical attacks and Typical protection from energy attacks.

Asphyxiation: Slug has mastered the rather grotesque talent of suffocating opponents in the folds of his flesh. If Slug succeeds in a grappling attack, his opponent takes Good suffocation damage each turn until the attack is broken off.

Talents: Slug is proficient in Wrestling. He is also well-versed in the law.

Contacts: Slug has a wealth of underlings, usually armed with high-powered rifles. He can pull strings in the local police department, the Miami city council, and the *Miami Herald* newspaper office.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Slug hides his business acumen and physically lethal potential behind a "party, party, party!" facade. He almost always wears a smile, and he is quick with an easy and relaxing line. Slug does not shy away from physical combat per se, but he recognizes when he's outclassed and when his hired thugs should be used. He works to gather even more power and control over Miami's enormous drug traffic.

HISTORY

Slug first came to Spider-Man's attention when the web-slinger intercepted some of Slug's operatives who were attempting to murder a drug-pusher named Santo. Spider-Man discovered a large supply of cocaine along with enough evidence to link it to both Slug and a Latverian arms-deal scandal. However the supply of drugs and the evidence were destroyed by agents of the High Evolutionary.

Months later Slug came into conflict with Captain America and Nomad, as the two heroes raided Slug's luxury yacht. Nomad was already beginning to use excessive force at this time, and it is suspected that Slug perished when his yacht exploded in the battle.

STATISTICS:

F GD (10)
 A EX (20)
 S IN (40)
 E IN (40)
 R PR (4)
 I TY (6)
 P TY (6)

Health: 110

Karma: 16

Resources: Poor (6)

Popularity: 0

BACKGROUND

Real Name: Benjamin Tucker

Occupation: Student

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

Identity: Secret

Place of Birth: Long Beach, California

Marital Status: Single

Known Relatives: Father (name unrevealed), Mother (name unrevealed, deceased)

Base of Operations: Long Beach, California

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Alter Ego: Solarman is actually an artificial body for teenager Ben Tucker. Ben requires both direct sunlight and an alien Circlet to activate his powers. When in his natural body, Ben has the following statistics:

F	A	S	E
TY	TY	PR	GD

Health: 26

Body Armor: Solarman's skin is hardened, which provides him with Remarkable protection against energy attacks of all kinds and Excellent protection against physical and force attacks.

Flight: Solarman can fly at Excellent airspeed (10 areas per turn) in an atmosphere. In space, he can accelerate to Shift Y (100 areas per turn).

Self-sustenance: Solarman can survive in deep space. It is assumed that he is capable of surviving indefinitely in extremes of temperature and pressure.

Power Manipulation: Solarman's Circlet can be used to attract or repel electro-magnetic energies with Unearthly power rank.



Talents: Ben is an artist, working to break into comics.

Contacts: Solarman has a small beeping robot ally named Beepie. Beepie has no powers (except Poor rank Shrinking), and Poor physical strength, but it tries its best to help Solarman whenever it gets the chance.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

While Solarman's physical form is that of a muscular adult, his mind remains that of teenager Ben Tucker. Ben is thrilled with his powers and enjoys using them. Years of reading and studying comics have given Ben a large supply of melodramatic wise cracks to spout during combat.

HISTORY

Sha-han was the senior scientist of the mad commander Gormagga Kraal. Kraal had used Sha-han's Solar Ray to drain the nuclear power of whole stars, storing the energy in the large power pods of his massive starship. Kraal perversely chose to extinguish the stars around which planets supported life. When Kraal decided to drain the power of Earth's sun, Sha-han rebelled. The elderly scientist stole a shuttlecraft and made his way to Earth to hide from Kraal the Circlet of Power, a solar-energy wristband which would grant its wearer (presumably Kraal) great powers.

By the time Kraal's robotic agents had tracked down the Circlet, it was being worn by Ben Tucker. Tucker had been given the item by Sha-han before the scientist died, with instructions to keep it out of Kraal's hands. Tucker was taken to Kraal's ship, where he assumed the form of Solarman and foiled Kraal's plans to destroy the sun by destroying Kraal's ship. Solarman and Beepie, as well as Kraal, escaped the exploding starcraft. What Ben will make of his newfound powers is still to be seen.

STATISTICS:

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

Health: 46

Karma: 16

Resources: Poor (4)

Popularity: 2

BACKGROUND

Real Name: Robert "Robbie" Baldwin

Occupation: Student, part-time lab assistant, part-time adventurer

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

Identity: Secret

Place of Birth: Springdale, (state unrevealed)

Marital Status: Single

Known Relatives: Justin (father), Madeline (mother)

Base of Operations: Springdale

Past Group Affiliations: None

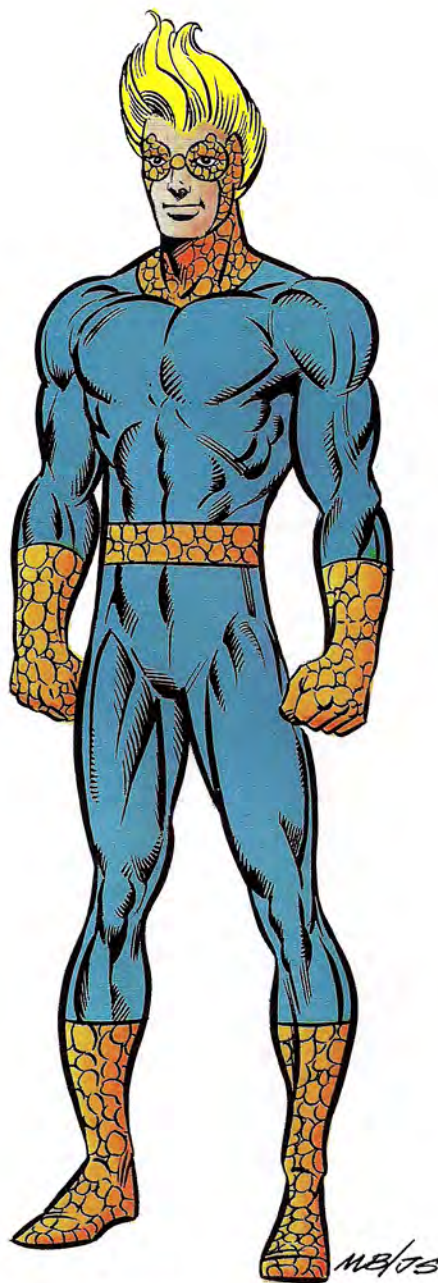
Present Group Affiliation:

KNOWN POWERS:

Speedball Effect: Robbie was accidentally exposed to energy from another dimension. If he now strikes any object, or is himself struck, with enough force to cause Poor damage, the "speedball effect" activates. This Power allows Robbie to leap Remarkable distances (6 areas) without difficulty, and rebound off walls, floors, or characters without injury. When Speedball is under the effects of his powers, he is covered in a blue-and-gold costume, and each rebound produces a brilliant shower of multi-colored bubbles of Light, of Poor intensity. If Speedball continues to bounce around in an enclosed area, however, those lights serve to confuse opponents. Intuition FEATs based on sight are reduced -1CS to -3CS depending upon the circumstances.

Talents: Robbie has been working at mastering his powers. He has taught himself Tumbling and Martial Arts E. He also gains a +1CS when making a Charging attack.

Contacts: Speedball has auditioned for a place in the Avengers, and



could presumably call on them for help should he need it. Presumably, Robbie could call upon Dr. Benson at Hammond Research in Springdale for high-energy physics assistance.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Even with months of practice, Robbie has a difficult time controlling his Speedball powers. He pretty much just bounces around a room to bump into his opponents enough times until they are subdued. He is worried that professional heroes would think him a "doofus" for his unconventional style, and is self-conscious about how ridiculous he looks at times. As his powers develop, so should his self-confidence and courage.

HISTORY

Robbie Baldwin, a junior at Springdale High, was working one weekend as a lab assistant at the Hammond Research Lab to earn some spending money when Doctor Benson and two colleagues began the final stages of their attempts to tap an extra-dimensional energy source. The researchers did not construct adequate safeguards and the energies began to overload Hammond Labs' primitive (by Marvel-Earth standards) equipment. Part of the energies fed back into the generator, shorting out the entire system.

Unfortunately, Robbie had snuck into the lab where the experiment was taking place, curious as to what all the hush-hush preparations had been for. The bizarre energies flooded over him in the darkness, soaking into his body. He tried to wash them off, only to find that his clothing had become a skin-tight blue-and-gold costume, his hair had grown wild tufts, and his voice had become hollow and resonant.

Panicking, Robbie sought to escape to the roof of the lab building where he encountered four masked gunmen, who Robbie fought to a standstill. The criminals escaped, only to perish when their van overturned and exploded.

Since then, Robbie has sought to keep his power under cover from his parents, a conservative lawyer and a free-spirit art teacher, until he can perfect and control his Speedball effect.

STATISTICS:

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

Health: 28

Karma: 80

Resources: Incredible (40)

Popularity: 0/-20 in intergalactic community

BACKGROUND

Real Name: Spyder

Occupation: Intergalactic entrepreneur

Legal Status: None

Identity: Spyder's existence is not known to the general populace of Earth

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: An unidentified planet in a distant system

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Flight Platform: When in a possible combat situation Spyder often rides a floating platform. This platform only has Feeble Air Speed, but has a deflection sphere which provides anyone on it with Amazing protection against all forms of attack.

Guards: Spyder employs a number of mercenaries with the following statistics:

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

Health: 80

Spyder's guards usually carry weapons of Excellent material which do Remarkable damage up to 3 areas away. They also wear armor that provides them with Excellent body armor.

Spaceship: Spyder travels through space in a spacecraft with Good Control, Remarkable Speed (Shift Y when travelling through hyperspace), Monstrous Body, and Incredible Protection. It is protected by Monstrous shields against all forms of detection and can carry up to 500 tons of cargo. It has a number of smaller cargo and assault shuttles.



Talents: Spyder is skilled in the fields of Business/Finance as they apply to intergalactic races. He is unfamiliar with the business practices of Earth and would probably consider them childlike.

Contacts: Spyder is not particularly trusted by anyone in the galaxy, although they will deal with him when necessary because he can provide them with what they want.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Spyder comes from a race of alien beings who are incapable of feeling emotion. He has a collection of bottled "emotions" which he uses whenever he thinks it is necessary to feel an emotion. Spyder views all situations in how they represent a profit or loss for him. If an operation is "going into the red" he will abandon it. All of his plans are aimed at making a maximum amount of profit at a minimum cost.

HISTORY

Spyder's history is not known. It is believed that he was responsible for the capture of Lila Cheney from Earth and that he sold her into slavery. This was part of some overall scheme, as he later foreclosed to Lila's buyers, and he drove them into bankruptcy. Having gained this profit, he attempted to double it by recovering Lila from Earth and using her as cheap intergalactic transportation.

Spyder's guards captured Lila from a rock concert on Earth by using a power dampening device. Spyder returned to his home planet, but used the alien Gossamyr to lure the

New Mutants to come after him. He took them captive, but they escaped with Gossamyr's help. During the ensuing fight three males of Gossamyr's race were released from hibernation and they threatened to destroy Spyder's planet entirely. Lila Cheney was forced to apparently sacrifice her life to teleport them as well as herself into the nearby star.

The New Mutants were prepared to take on Spyder, but Illyana's powers were fading and she was forced to teleport them back to Earth before she lost her powers entirely. When last seen, Spyder and his organization were primarily intact. It is unknown whether he will attempt to recover his profit by capturing the New Mutants or other superhuman beings on the Earth in the future.

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: Typical (6)

Popularity: 5

BACKGROUND

Real Name: Louis Hamilton

Occupation: Ex-soldier, ex-vigilante, now a U.S. government agent

Legal Status: U.S. citizen accused of several crimes but never brought to trial (pardoned)

Identity: Hamilton's identity as Stonewall is not known to the general populace

Place of Birth: Austin, Texas

Marital Status: Single

Known Relatives: None

Base of Operations: Formerly a cabin in upstate New York, now Washington, D.C.

Past Group Affiliations: Ally of Crimson Commando and Super Sabre, current member of Freedom Force

Present Group Affiliation:

KNOWN POWERS:

Immovability: When concentrating, Stonewall is considered to be held to the ground by Remarkable Strength. While he is doing so he cannot move or fight, although he can speak.

Body Armor: Stonewall's dense skin provides him with Good body armor.

Talents: Stonewall has the Wrestling Talent. As a soldier he also has Military training.

Contacts: Stonewall is a long time ally of the Crimson Commando and Super Sabre. He has contacts as a member of the Freedom Force and may have some contacts in the U.S. armed forces.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Stonewall is the strong, silent type. Of the three, he had the most serious doubts about their self-appointed mission to rid society of criminals. He seems to be more than happy to do work for the U.S. government as a member of Freedom Force, and believes that their acceptance by the government is a tacit approval of their former, criminal actions.

HISTORY

The origin of how Stonewall gained his powers is unknown, although it is presumed that he is a mutant. Stonewall, along with Super Sabre and Crimson Commando, fought together against the Nazis in World War II. Afterward they returned to fight crime in the U.S. When the Communists began to exert global influence, the team was asked not to interfere by the government, so they went into retirement.

In recent years the group saw a rise in prostitution and drugs. The three men took it upon themselves to form a vigilante committee. They sought out criminals, particularly drug dealers, brought them to a cabin in an otherwise deserted area of upstate New York, and hunted them down for sport.

They captured Storm during a period when she had lost her powers, mistaking her for a criminal when they discovered her at the burned out ruins of Jean Grey's parents' home. Storm managed to avoid capture and forced the men to face their consciences by turning themselves over to the authorities.

When they did so, the government decided it would be bad publicity to bring them to trial. Instead it offered them pardons in return for their serving as members of Freedom Force, the U.S. government-sponsored superhero task force. They have remained with that group ever since.

STATISTICS:

F IN (40)
A IN (40)
S Sh X (150)
E Sh Y (300)
R EX (20)
I EX (20)
P TY (6)
Health: 530
Karma: 46
Resources: Amazing (50)
Popularity: - 15

BACKGROUND

Real Name: Unrevealed
Occupation: Hunter
Legal Status: Last remaining citizen of Xandar
Identity: Secret
Place of Birth: The planet Xandar
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS:

Growth: Super-Nova stands 60 feet tall, thereby able to cause Shift Y effects when performing FEATs of Strength. His opponents gain +3CS when attempting to hit him.

Skin Armor: The Xandarian has Unearthly skin armor against all physical and energy attacks. Moreover, Super-Nova can survive any extreme of temperature or pressure, including hard vacuum.

Energy Blast: Super-Nova combines all the power of the Xandarian race into his frame, allowing him to fire Shift X blasts of energy at a range of 10 areas.

Flight: Super-Nova can fly at Amazing airspeed (10 areas per turn)

Talents: Super-Nova is skilled at Astro-navigation.

Contacts: None



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Super-Nova is monomaniacally pursuing Nebula, a renegade Eternal who destroyed the remains of the planet Xandar. He will do whatever he feels might be necessary (or even just useful) to find her.

HISTORY

The world-devourer Galactus found the planet Xandar years ago and consumed its energies before passing onto another world to sate his hunger. But the Xandarians used their sophisticated technology to keep four cities alive, encapsulated in environmental spheres. Parts of those cities housed the "Living Computers" of Xandar, disembodied brains which kept alive the history and culture of the race.

The pirate Nebula, dismayed at the resistance the Xandarian forces posed to her ships, destroyed the cities and continued on her way. Before the race died, however, they invested all the power and information of the Living Computers into one of their citizens, a soldier in the Nova Corps, and they charged him with avenging them upon Nebula.

When Super-Nova heard that Nebula had been an Avenger, he traveled to Earth to seek her out and kill her. But, in fact, Nebula had been an Avenger for only a brief period of time before his true nature was found out. Super-Nova continued to level the city of Chicago, threatening the Avengers that he would continue his rampage until the murdering Nebula was brought to him.

His fury grew as the Fantastic Four and both sets of Avengers tried to stop his rampage, until Reed Richards appeared on the scene with Doctor Doom's time machine. Due to her associations with a number of different Kangs, Nebula was lost in the timestream, and Richards offered to send Super-Nova there to continue his pursuit. The Xandarian agreed, and his current whereabouts are unknown.

STATISTICS:

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

Health: 66

Karma: 22

Resources: Typical (6)

Popularity: 5

BACKGROUND

Real Name: Martin Fletcher

Occupation: Ex-soldier, ex-vigilante, now a U.S. government agent

Legal Status: Naturalized U.S. citizen, accused of several crimes but never brought to trial (pardoned)

Identity: Fletcher's identity as Super Sabre is not known to the general populace

Place of Birth: Liverpool, England

Marital Status: Single

Known Relatives: None

Base of Operations: Formerly a cabin in upstate New York, now Washington, D.C.

Past Group Affiliations: Ally of Crimson Commando and Stonewall, current member of Freedom Force

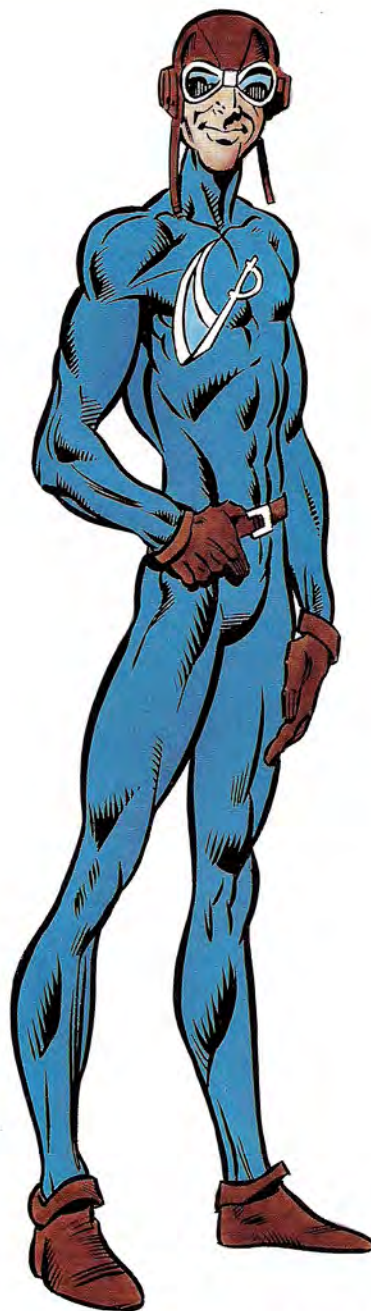
Present Group Affiliation:

KNOWN POWERS:

Super Speed: Super Sabre has the ability to run at Amazing land speed (8 areas/round). He can reach this speed in a normal round and has no trouble making high-speed maneuvers. He must make an Endurance FEAT roll of Yellow or Red level to come to a sudden stop if caught by surprise. As Power Stunts, Sabre can:

- Dodge as if his Agility was Amazing
- Make up to four attacks in a single round by making a Yellow FEAT roll on the Amazing column.
- Make a "microsonic boom" if he is grappling an opponent. This causes the opponent to roll on the "Stun?" effects table with an automatic -2CS.

Protected Senses: Sabre wears goggles that provide him with Excellent protection against blinding attacks.



Talents: Super Sabre's high speed provides him with the equivalent of Martial Arts B and E. He is a former soldier with Military training.

Contacts: Super Sabre is a long time ally of the Crimson Commando and Stonewall. He has contacts as a member of the Freedom Force and may have some contacts in the U.S. or British armed forces.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Super Sabre is extremely overconfident and can often be tricked or taken off-guard. Unlike his companions he has little trouble rationalizing their murder of drug dealers and other criminal lowlife. Ironically, he often makes "snap" judgments, even regarding his long-time teammates, and has a quick temper.

HISTORY

The origin of Super Sabre gaining his powers is unknown, although he is presumed to be a mutant. Sabre, along with Stonewall and Crimson Commando, fought together against the Nazis in World War II. Afterward, they returned to fight crime in the U.S. When the Communists began to exert global influence, the team was asked by the government to not interfere, and as a result they went into retirement.

In recent years the group saw a rise in prostitution and drugs, and they took it upon themselves to form a vigilante committee. They sought out criminals, particularly drug deal-

ers, brought them to a cabin in an otherwise deserted area of upstate New York, and hunted them down for sport.

They captured Storm during a period when she had lost her powers, mistaking her for a criminal when they discovered her at the burned out ruins of Jean Grey's parents' home. Storm managed to avoid capture and forced the men to face their consciences by turning themselves over to the authorities. The government then decided it would be bad publicity to bring them to trial. Instead it offered them pardons in return for their serving as members of Freedom Force, the U.S. government-sponsored superhero task force. They have remained with that group ever since.

GROUP HISTORY

When the white African nation of Azania began suppressing its black majority and the state turned to torture for many of the black protesters, the T'Challa, ruler of the neighboring kingdom of Wakanda, chose to use economic and social pressure to show his disfavor with the Azanians, rather than by attacking with the physical skills and technology of the Black Panther.

The mystical panther spirit, disagreeing, divorced itself from T'Challa and murdered the crueler members of the Azania regime. The Azanians blamed the Black Panther. Despite T'Challa's assurances to the contrary, the Azanians decided to act against the man they believed to be a terrorist. They called forth the Supremacists, six men with powers and team maneuvers thought to be sufficient enough to beat the Black Pan-

ther on his home ground.

But they were wrong. After causing massive property damage to Wakanda's capital and injuring hundreds of her citizens, the Supremacists were defeated in short order. Presently, they face criminal charges in Wakanda.



BARRICADE

STATISTICS:

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

Health: 64

Karma: 18

Resources: Typical (6)

Popularity: 0

KNOWN POWERS:

Force Shields: Barricade has the Amazing power to erect force shields around him. Besides protecting himself, Barricade has mastered two Power Stunts with this ability:

- Barricade can protect his teammates with a Power FEAT against his opponent's Agility
- Barricade has used his shields to wrap an opponent, preventing him from moving. Treat this as an Amazing-rank Grappling attempt.

Talents: Barricade has been trained in Martial Arts B.

Contacts: Barricade is an agent of the Azanian government.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Barricade is a little slow to react in combat situations, particularly against foes with whom he has not trained. He is level-headed and thoughtful in his patriotism.

CAPTAIN BLAZE

STATISTICS:

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

Health: 62

Karma: 22

Resources: Typical (6)

Popularity: 0

KNOWN POWERS:

Flame: Captain Blaze generates white-hot streams of plasma from his hands. Whether this is a natural ability or the result of technology hidden in Blaze's costume is unclear, but it does Incredible rank damage.

Protected Senses: To protect himself from the glare of his own power, Captain Blaze wears tinted glasses which provide him with Typical resistance against blinding lights.

Talents: Captain Blaze has been taught Martial Arts B. He is also expert enough with his flame blasts to receive a +1CS when using them.

Contacts: Captain Blaze is an agent of the Azanian government.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Captain Blaze is the most noble of the Supremacists, looking for a good fight against an honorable and worthy opponent. He is patriotic and will follow orders from the Azanian military.

HARRIER

STATISTICS:

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

Health: 60

Karma: 18

Resources: Typical (6)

Popularity: 0

KNOWN POWERS:

Tasers: The Harrier battle armor comes supplied with needle-units that are fired from modules in the gloves. These needle-units deliver an Excellent jolt to the nervous system of a target within two areas, and can be fired either singly or in bursts of five. There are 250 rounds in the suit's supply.

Flight: The Harrier armor can move at Good airspeed (6 areas per round) by riding magnetic currents.

Torpedoes: The suit also contains two torpedoes, one in each glove, which can be fired 5 areas and which do Incredible damage.

Body Armor: Unless an opponent attempts a specific shot at Harrier's head, the armor provides Excellent protection against physical attacks and Typical protection against energy attacks.

Talents: Harrier knows Martial Arts B.

Contacts: Harrier is an agent of the Azanian government.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Harrier is the least self-assured member of the Supremacists. He is eager to prove himself and is rash in

his actions. His patriotism for Azania is second only to that of the White Avenger.

HUNGYR

STATISTICS:

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

Health: 34

Karma: 18

Resources: Typical (6)

Popularity: 0

KNOWN POWERS:

Energy Vampirism: Hungyr has Amazing rank Energy Vampirism, as detailed in the Ultimate Powers Book. If Hungyr touches his opponent, he drains 50 points from the opponent's powers, Strength, and Endurance, adding half of the drained statistics to Strength, and half to Endurance. The White Avenger is particularly vulnerable to Hungyr's attacks; in this case, Hungyr's powers function at Unearthly rank.

Talents: Hungyr is proficient at Martial Arts C.

Contacts: Hungyr is an agent of the Azanian government.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Hungyr is quiet and studious. His vampiric touch is all that sustains him, and he is willing to use it against civilians as a terrorist tactic, but he does not make a big show of his powers. His loyalty to Azania is unshakable.

VOORTREKKER WHITE AVENGER

STATISTICS:

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

Health: 90

Karma: 60

Resources: Typical (6)

Popularity: 0

KNOWN POWERS:

Senses: All of Voortrekker's hunting senses are magnified. He can track prey in unusual surroundings with Incredible skill.

Talents: Voortrekker has Martial Arts A, B, D, and E. He is also a Weapons Master.

Contacts: Voortrekker is a freelance operative working with the Azanian government. He has no other contacts.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Voortrekker is usually a loner, hunting whatever prey he is hired to pursue. He is willing to engage in honorable combat against an opponent he respects.

STATISTICS:

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

Health: 86

Karma: 20

Resources: Good (10)

Popularity: 0

KNOWN POWERS:

Flight: The White Avenger has Good (4 areas per round) flight speed.

Augmented Vision: The White Avenger has Remarkable Intuition when sight plays a role. He also enjoys infravision.

Skin Armor: The White Avenger's dense flesh gives him Good protection against physical or energy weapons.

Talents: The White Avenger has managed to learn Martial Arts B in training.

Contacts: The White Avenger is almost a national symbol of Azania. He is an agent of that government.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The White Avenger is particularly flamboyant in his blind patriotism to Azania. He is eager for battle to promote Azanian ideals.



STATISTICS:

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

Health: 40

Karma: 40

Resources: Poor (4)

Popularity: 1

BACKGROUND

Real Name: Takeshi Matsuya

Occupation: Student

Legal Status: U.S. citizen with no criminal record

Identity: Taki's abilities as a mutant are not known to the general public

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: Mother and father (unidentified, deceased), uncle (unidentified)

Base of Operations: St. Simons Academy, New York City, New York

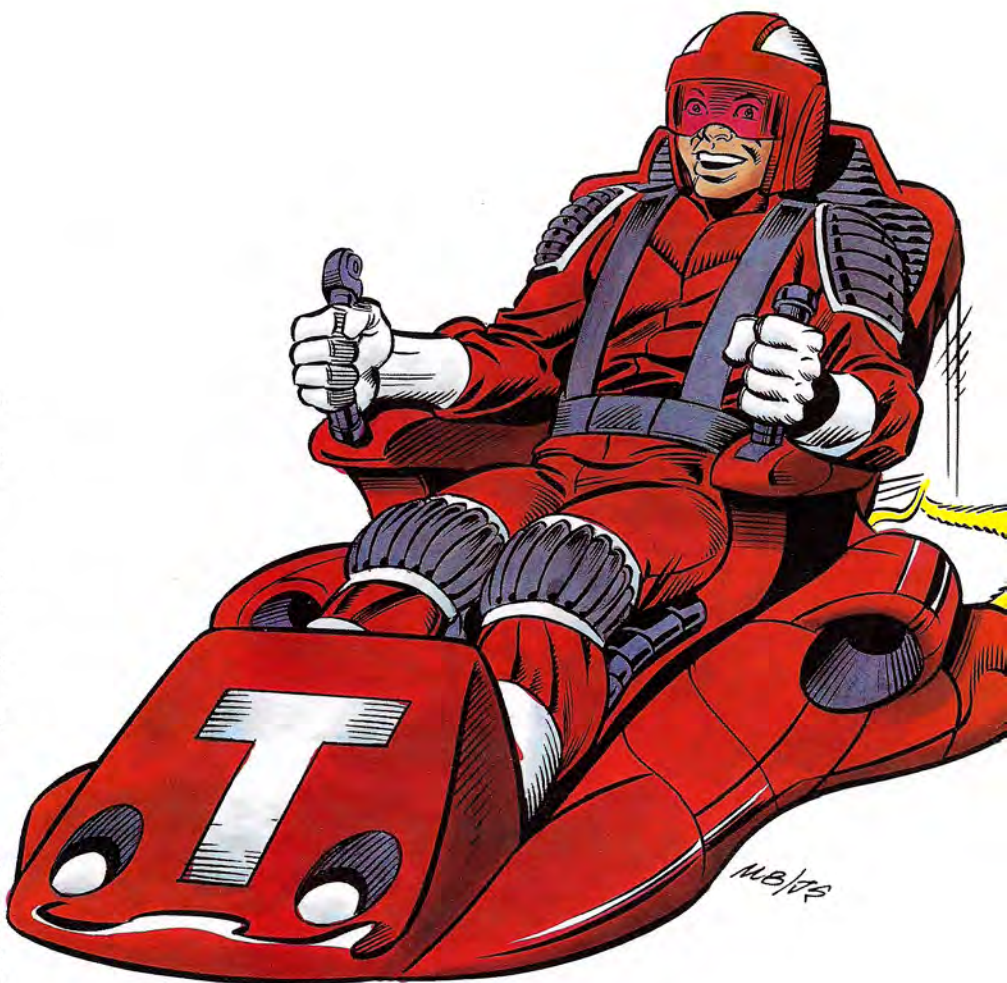
Past Group Affiliations: Ally of the "X-Terminators"

Present Group Affiliation:

KNOWN POWERS:

Transmutation: Taki possesses the mutant ability to transmute metal, plastic, glass, and rubber into any shape or form that he can conceive with Remarkable ability. Anything that Taki creates has Remarkable statistics: a gun would do Remarkable Force or Energy damage, a helicopter would have Remarkable Air Speed. Taki cannot create objects out of thin air: he must have something to work with. Normally he uses his own wheelchair for transmutations, but he can alter other objects. The only limitation his transformations have is that energy must be supplied. The battery in his wheelchair only has enough power to provide the equivalent of Typical lifting strength. Other objects will have Strength equal to their own weight. Taki can create generators that refocus energy from other sources, such as the mutant Boom-Boom's Time Bombs.

Since the events of Inferno, Taki has lost much of his power and now he can only create objects that he



can imagine in detail. For instance, he would have to know how to design a computer to create one. This will normally necessitate a Yellow or Red Reason FEAT roll, although simple objects (such as wheeled vehicles, simple projectile weapons, etc.) may require either a Green FEAT roll or no roll whatsoever based on the simplicity of the object in question.

Wheelchair: Taki lost the use of his legs in an automobile accident and is unable to walk. He normally moves around in a wheelchair that has Typical ground speed, Good material

strength, and Poor control.

Dyslexia: Taki suffers from dyslexia, which requires him to make a Yellow or Red Typical FEAT roll to read, and a Feeble Yellow or Red roll to write.

Talents: Despite his youth, Taki has the Physics, Computers, Electronics, and Repair/Tinkering skills. He is also skilled at constructing vehicles of any sort, and receives a +1CS there as well.

Contacts: Taki is close friends with the mutants Leech and Artie Madicks, and has helped the other members of the "X-Terminators." X-

Factor has taken him under their wing because of his mutant status and efforts to thwart Inferno.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Originally, Taki had a large chip on his shoulder and considered himself superior to his fellow students and teachers alike. He does want friends, however, and has become close pals with Artie and Leech. He tends to be overconfident, and is not as experienced a fighter as he would like to think he is.

HISTORY

Taki is the son of Japanese-American citizens who were killed in an automobile accident when he was about six. That same accident cost him the use of his legs. An uncle took him in, but viewed him as a burden and shipped him off to St. Simons Academy for Pre-Adolescents. That same uncle felt a responsibility to attempt to have Taki healed, but the efforts of various doctors proved useless.

At St. Simons, Taki encountered the mutants Leech and Artie Meddicks who had been sent there by X-Factor. At that time the demon N'astirh had been sent to Earth by S'ym to find children of power. Leech and Artie were kidnapped and Taki's mutant power manifested for the first time when he transformed his wheelchair into a battlewagon to fight the goblins. His inexperience and Leech's power-nullifying abilities allowed him to be defeated and the goblins escaped.

When the teachers refused to believe his story, Taki called in the other

youthful proteges of X-Factor (Rusty, Skids, Boom-Boom, and Rictor). Together they traveled to New York City but Taki was kidnapped by N'astirh's goblin minions. N'astirh believed that Taki could create a computer that could handle the magic spells which N'astirh needed to open a gateway between Limbo and Earth. Taki was able to, but stalled for time until the X-Terminators could arrive and rescue the babies that N'astirh was using to open a pentagram to Limbo.

In the final confrontation between N'astirh and S'ym, N'astirh allowed himself to be infected with the transmode virus which affected him in a way so that he could use Taki's computer whereas previously his demonic nature prevented him from doing so. In a last ditch effort Taki caused the computer he had created to revert back to normal. N'astirh, who was linked to the computer, was completely obliterated.

This effort cost Taki some of his power, limiting his abilities to transmute nonorganics. He, Artie, and Leech returned to St. Simons where Taki is still attempting to overcome his dyslexia while perfecting his abilities.

STATISTICS:

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

Health: 100

Karma: 26

Resources: Good (10)

Popularity: -6/4 in own country

BACKGROUND

Real Name: (I) Anton Miguel Rodriguez; (II) Unrevealed

Occupation: (I) Revolutionary, terrorist, later government operative, later professional criminal; (II) Government operative

Legal Status: (I) Citizen of an unidentified South American country with an international crime record; (II) Citizen of an unidentified South American country with no criminal record there, deported from the U.S. as an illegal alien

Identity: (I) Publicly known; (II) Secret but known to government authorities

Place of Birth: (I & II) An unidentified South American country

Marital Status: (I & II) Unrevealed, presumed single

Known Relatives: (I & II) None

Base of Operations: (I) An unnamed South American country, later New York City and Miami Beach; (II) An unnamed South American country

Past Group Affiliations: (I) Former ally of Lightmaster, Kraven the Hunter, the Jackal, Senor Suerte II, and the Brand Corporation; (II) Agent of his country, temporary ally of Captain America (John Walker)

Present Group Affiliation:

KNOWN POWERS:

Spiked Apparel: Both Tarantulas wore boots equipped with retractable spikes made of Excellent strength material that could do Excellent Edged damage. The first Tarantula also wore gloves equipped with retractable blades of the same material. The blades and point were anointed with poison which was injected when the spike did damage. The poison required the victim to

make a Yellow Endurance FEAT roll or be at -3CS on all physical activities for 1-10 rounds. A second dose would require an additional Yellow Endurance FEAT roll or the victim would have to roll on the "Kill?" table. Although it was not common, either Tarantula could increase the dose so that both effects would take place in a single dose instead of two. **Mutated Form:** During the period when the original Tarantula was mutated into a giant spider, he possessed the following abilities:

F A S E R I P
EX RM IN AM FE TY TY
Health: 140

In this form Tarantula had four additional spider-like arms extended from his chest. These arms could attack anyone in the same area and ended in razor sharp claws made of Good strength material capable of doing Excellent edged damage. He was capable of spinning a web of Remarkable strength material at any target within two areas.

Talents: Tarantulas I and II both had a +1CS to hit with their edged weap-



ons, Martial Arts B & E, and Acrobatics. Both were soldiers and had the Military talent as well.

Contacts: Tarantula I had been an ally of Lightmaster, Kraven the Hunter, Señor Suerte II, and the Brand Corporation. He had a number of criminal connections in both the Miami Beach and New York City underworld. Tarantula II was a fully-recognized operative of his government and could call upon soldiers from that country to aid him. He was temporarily able to call upon the aid of sympathetic U.S. government officials, but these connections were later revealed and the government forbade any further aid to Tarantula or his country's government.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Tarantula I was a ruthless mercenary whose revolutionary fervor and later conversion to government service were a slim excuse for his own excessively violent tendencies. He was extremely bloody and a true mercenary. Tarantula II's first loyalty is to his government, but he still enjoys violence and will go to great lengths to avenge any defeat.

HISTORY

Anton Miguel Rodriguez was a member of a small revolutionary band that opposed the dictatorship of an unidentified South American country. Rodriguez and his associates were terrorists who blew up supply trains, kidnapped politicians and held them for ransom, and then killed them if the ransom was not paid. Rodriguez was particularly bloodthirsty, however, and his fellow revolutionaries expelled him from their organization shortly after he murdered a guard without cause during a robbery.

Rodriguez then went over to the other side and joined the army of the

repressive dictatorship. The government created the costumed identity of the Tarantula for Rodriguez, intending him to serve as their country's counterpart to the United States' Captain America. The Tarantula was sent to hunt down his former revolutionary comrades, a mission that gave him great pleasure.

But the Tarantula could still not restrain his love of violence and killing. During the interrogation of a captured revolutionary, he murdered a guard who would not let him beat the prisoner as much as he wanted. As a result, the Tarantula was forced to flee the country.

After a series of unrevealed exploits, the Tarantula arrived in New York City and began familiarizing himself with the city's criminal underworld. He hired accomplices and hijacked a dayliner tour boat on the Hudson River to rob the passengers and hold them for ransom. The costumed crimefighters known as Spider-Man and the Punisher disrupted the Tarantula's plan, and the Tarantula and his accomplices escaped. Subsequently, the Punisher defeated the Tarantula's accomplices, and Spider-Man captured the Tarantula himself.

Somehow regaining his freedom once more, Rodriguez kept a low profile in the Miami beach area and engaged in smuggling activities. He was finally hired by a representative of the Brand Corporation, a subsidiary of Roxxon Oil, to silence an informer known as "Nose" Norton. Again the Tarantula clashed with Spider-Man and failed in his assignment.

Then, however, Brand representatives offered to bestow superhuman powers similar to Spider-Man's upon the Tarantula if he would use them to kill Spider-Man. The Tarantula agreed, went to Brand's laboratories in Queens, New York, was injected with a mutagenic serum, and was placed in an electrolyte bath while wearing a life support harness.

During the procedure, Will o'the Wisp, who held Brand responsible for his own transformation into an inhuman creature, began wreaking havoc on the machinery in the laboratory, causing power discharges that radically affected the ongoing

mutagenic process that the Tarantula was undergoing. As a result, the Tarantula transformed into an eight-limbed being that resembled a humanoid spider, possessing superhuman strength. Spider-Man himself, who had arrived on the scene, and Will o'the Wisp both battled the transformed Tarantula, and the latter two fell into Jamaica Bay, although they survived the plunge. Tarantula continued to mutate and finally, he and Spider-Man met in battle atop a New York City building. By now the Tarantula looked like an enormous spider with no trace of human appearance at all. His mind was becoming increasingly primitive and he could only speak in broken phrases. Horrified at what he had become, and seeing policemen amassed on the sidewalk and street below, the Tarantula committed suicide by hurling himself from the roof of the building. He was dead from police gunfire before he landed on the street below.

Several months later the same government that had originally employed Rodriguez recruited a second, unidentified man to become the Tarantula, injecting him with drugs that gave him enhanced fighting abilities and strength. The new Tarantula traveled to the United States to kill those who fled the regime. Tarantula killed Armando Ruiz, an employee at *The Daily Bugle*, then proceeded to hunt down other refugees. It was revealed that a man called South and assorted allies in other intelligence agencies were supporting Tarantula's government and providing him with aid in the U.S. The new Captain America, John Walker, was assigned to work with Tarantula.

Tarantula and Captain America tracked down Spider-Man and Tarantula engaged the hero in combat. Spider-Man was able to defeat Tarantula and Walker refused to intervene. Tarantula was deported to his native country while Walker revealed to his own superiors that South had been working without authorization to back the South American country. The Tarantula is presumably still active in his native country, quashing dissent.

STATISTICS:

F IN (40)
 A TY (6)
 S UN (100)
 E UN (100)
 R GD (10)
 I EX (20)
 P RM (30)

Health: 246

Karma: 60

Resources: Remarkable (30)

Popularity: 80 (10 as Ben Grimm)

BACKGROUND

Real Name: Benjamin Jacob Grimm

Occupation: Adventurer

Legal Status: U.S. citizen with no criminal record

Identity: Publicly known

Place of Birth: New York City

Marital Status: Single

Known Relatives: Daniel and Elsie (parents, deceased), Daniel Jr. (brother, deceased), Jacob (uncle), Petunia (aunt)

Base of Operations: Four Freedoms Plaza, New York City

Past Group Affiliations: Fantastic Four, Unlimited Class Wrestling Federation

Present Group Affiliation:

KNOWN POWERS:

Alter Ego: The Thing is the super-powered form of Ben Grimm. Ben cannot voluntarily transform himself. Currently, Ben is in his human form, for which he has the following statistics:

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

Health: 50

Karma: 30

Body Armor: The Thing's spiked hide gave him Amazing protection against physical and fiery attacks and Remarkable protection against other forms of energy attack.

Hyper-Breath: As a Strength Power Stunt, the Thing can exhale an Excellent intensity windstorm with a range of up to 2 areas.

Talents: The Thing is trained in Martial Arts B and Wrestling. He has Incredible Reason in the fields of Piloting and Aircraft Design

Contacts: The Thing can call on the Fantastic Four, the Avengers, the Unlimited Class Wrestling Federation, many former SHIELD agents,



Project: Pegasus, and any group the FF have aided.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

In his original lumpy form, the Thing was morose and easily angered. By the time he had transformed to his latest, spiky form, the Thing had become downright mellow, and was a capable leader. As of this writing, he has been returned to human form is content. In any form, he is a relentless fighter who will sacrifice anything to help his friends. Ben is in love with Ms. Marvel.

HISTORY

Benjamin Grimm was born into poverty. After the death of his parents, Ben was taken in by his Uncle Jake, who had risen from poverty to become a successful physician and was married to his first wife Alyce. At first, Ben resisted their kindness toward him, but eventually he returned their love. Ben left his life with the Yancy Street Gang behind, became a football star in high school, and won a football scholarship to college.

Grimm's college roommate was Reed Richards, a brilliant science student who became his closest friend. During their first meeting, Richards confided in Grimm his intention to someday build a starship for interstellar travel. Grimm jokingly promised that he would pilot the starship for Richards should he ever build it.

Upon graduating, Grimm went into the U.S. Air Force and became a highly skilled test pilot and astronaut. In the mean time, Richards went ahead with his project to build a starship, using both his own fortune and funding from the U.S. government. When the federal government threatened to withdraw its funding from the starship project, Reed Richards decided to take the starship on a test flight himself as soon as possible. Grimm was persuaded to serve as pilot, and Richards' future wife Susan Storm, and her young brother Johnny insisted on going as passengers. The four were subject to intense cosmic ray bombardment. The controls, too, were damaged,

and pilot Grimm was forced to abort the flight and return to Earth.

The four young people discovered that the cosmic radiation had triggered mutagenic changes in their bodies. Grimm was transformed into an orange-colored, thick-skinned, heavily muscled, and superhumanly strong "thing." Grimm, morose over his new grotesque appearance, named himself the Thing. Under Richards' leadership, the Fantastic Four has become Earth's most honored team of superhuman adventurers.

Over the years, the Thing's epidermis has changed from an abnormally dense, somewhat lumpy, but still comparatively smooth hide through a long-term stage as a flexible, interlocking network of rocklike lumps, to its recent form as a network of rough, spiky plates. His superhuman strength has increased considerably with each change. Early in Grimm's life as the Thing, he would sometimes revert to his original human form unexpectedly. But neither the changes nor Richards' efforts to turn Grimm back to human form have ever proven to be permanent. Instrumental in helping Grimm to adjust to his life as the Thing was the blind sculptress Alicia Masters, with whom Grimm fell in love. Grimm achieved the ability to transform from his Thing form to human form and back at will. However, fearing that Alicia Masters could love him only as the Thing, Grimm suffered from a subconscious block that prevented him from being human.

When Grimm was transported to the distant "Battleworld" by the alien Beyonder for the first of the so-called

"secret wars," he found himself able to change to human form and back. Once the secret war was over, Grimm remained on the planet for months. Eventually, however, he found himself trapped once again in his monstrous form, and he returned to Earth. There Grimm learned that Johnny Storm and Alicia Masters had become lovers, and that Reed Richards had known about his mental block. Grimm became furious and distraught and quit the Fantastic Four, following which he worked for a time as a superhumanly strong wrestler for the Unlimited Class Wrestling Federation, and also participated in missions with the West Coast Avengers.

When Reed and Sue Richards announced they were leaving the Fantastic Four to rear their son in relative normality, the Thing became head of the group. He has shown himself to be an able, level-headed leader. However, he still harbored some resentment toward the Human Torch due to Johnny's marriage to Alicia. Still, the addition of Ms. Marvel II to the Fantastic Four gave Ben a realistic outlet for his long-submerged romantic side. When Ms. Marvel initially joined the Fantastic Four, Ben was concerned with helping her develop a stable, healthy outlook on life. Since the accident that transformed her into a "she-thing" and him into his more powerful spiked form, they saw each other as ideal mates. Ben has reverted to his human form, seemingly permanently at this writing, and the effects of this change have yet to be felt on Ben's romance with Ms. Marvel.

STATISTICS:

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

Health: 100

Karma: 26

Resources: Good (10)

Popularity: -4

BACKGROUND

Real Name: Lonnie Lincoln

Occupation: Mob Enforcer, Hit-Man

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

Identity: Publicly known

Place of Birth: New York City, New York

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Enforcer for several syndicate organizations in the Midwest and East Coast

Present Group Affiliation:

KNOWN POWERS:

Kevlar Vest: Tombstone wears a kevlar vest that provides him with Excellent protection against bullets and guns, and Typical protection against edged weapons and blunt attacks.

Talents: Tombstone is trained in Martial Arts B and E, and Tumbling. His strong willpower gives him the equivalent of the Resist Domination skill.

Contacts: Tombstone has been employed by any number of criminal organizations, including the Philadelphia mobs for over 20 years. He was employed by the Arranger, personal aide to the Kingpin, during his time in New York City.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Tombstone is a natural bully and criminal who has always been attracted to violence. He likes to cultivate his image as a dangerous man (which is already pretty strong), and has a sick sense of humor. He has two weak points, however—his

“friendship” with Joe Robertson, which he has pretty much overcome since Robertson confessed to the federal authorities, and his inexperience with superhuman individuals. He was caught off-guard by Spider-Man’s preternatural strength and agility, and would probably take precautions if they were to meet again.

HISTORY

Tombstone was born Lonnie Lincoln in the slums of New York City. His bizarre, albino appearance made him an outcast, and the constant fights he got into soon gave him a taste for blood. He started with extortion in high school and first began a "friendship" with Joe Robertson by beating him to prevent him from printing a story in the school newspaper. As a result, Robertson withdrew the story.

Lincoln never graduated, and drifted into mob activities as an arm-breaker. He later "graduated" into professional murders with a Philadelphia syndicate. He was responsible for the death of an "Ozzy" Montana, a local crime boss who was giving the Philadelphia syndicate problems. Robertson, a night desk reporter for a local paper, was called in by an informant who had seen Tombstone (as Lincoln was

called, due to his bizarre appearance and lethal reputation) kill Montana. Robertson arrived at the meeting spot only to find that the informant had been killed by Tombstone, who was waiting for Robertson. Frightened, Robertson kept silent on the entire affair.

For the next 20 years, Tombstone remained in Philadelphia. Although he had been arrested a number of times for various murders, nothing had been proven as the witnesses always either "disappeared" or reversed their testimony because of Tombstone's actions. His reputation eventually made him important enough that he was contacted by the "Arranger," the personal aide to the Kingpin. He came to New York City and carried out several important jobs, including the recruitment of a financial broker and mutant named Roland Rayburn, who became the Persuader.

Robertson eventually overcame his fear of Tombstone and arranged a meeting with him at Battery Park.

Once there, Robertson attempted to take Tombstone into custody. Tombstone easily overcame him and damaged his back, although he refused to kill him because of his perceived "friendship" with Robertson. Robertson had made a tape of his knowledge of Tombstone's activities before confronting Tombstone, however. The tape eventually fell into Peter Parker's hands. When Tombstone threatened Parker's wife Mary Jane, Peter chose to confront Tombstone as Spider-Man while in Atlanta. Although Spider-Man was caught by surprise by Tombstone's ferocity and strength, his superhuman abilities eventually allowed him to defeat the hitman with ease.

With Robertson's taped confession, Tombstone was convicted and sent to prison. However, Robertson was also charged and convicted as an accessory to murder. Robertson is currently in the same cell block as Tombstone, although it remains to be seen whether Tombstone will succeed in killing him.

STATISTICS:

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

Health: 120

Karma: 20

Resources: Good (10)

Popularity: 0

BACKGROUND

Real Name: Mary (last name unrevealed)

Occupation: Former actress, criminal

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

Identity: Known to the authorities

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Employee and companion of the Kingpin

Present Group Affiliation:

KNOWN POWERS:

Telekinesis: Typhoid has Typical strength Telekinesis that can be used at a one-area range. She can manipulate only one object at a time, but with fine precision. As a Power Stunt, she has Poor rank Pyrokinesis, the ability to start small fires.

Mind Control: Typhoid is able to telepathically broadcast commands to others, giving her Good Mind Control. Her victims usually do not realize they are being manipulated. She only gives simple commands (such as "Look at me" or "Fire your gun"), and rarely uses this power on her opponents once combat has begun. Out of combat, she can make a man fall in love with her if she succeeds in a Power FEAT against her target's Psyche, taking a -1CS penalty. Typhoid seems willing to spend Karma on this roll.

Weaponry: Typhoid carries two machetes, which do Excellent Edged damage.

Alter-Ego: Typhoid Mary is a schizoid, a character with two separate personalities. Typhoid is aware of the Mary persona, and can even exert her Mind Control powers when

Mary is dominant. However, Mary possesses none of Typhoid's other powers, nor is she even aware she has them. She can, however, summon up Typhoid if she wishes to do so, for instance, to save her life. Mary has the following statistics:

F	A	S	E
PR	TY	PR	TY

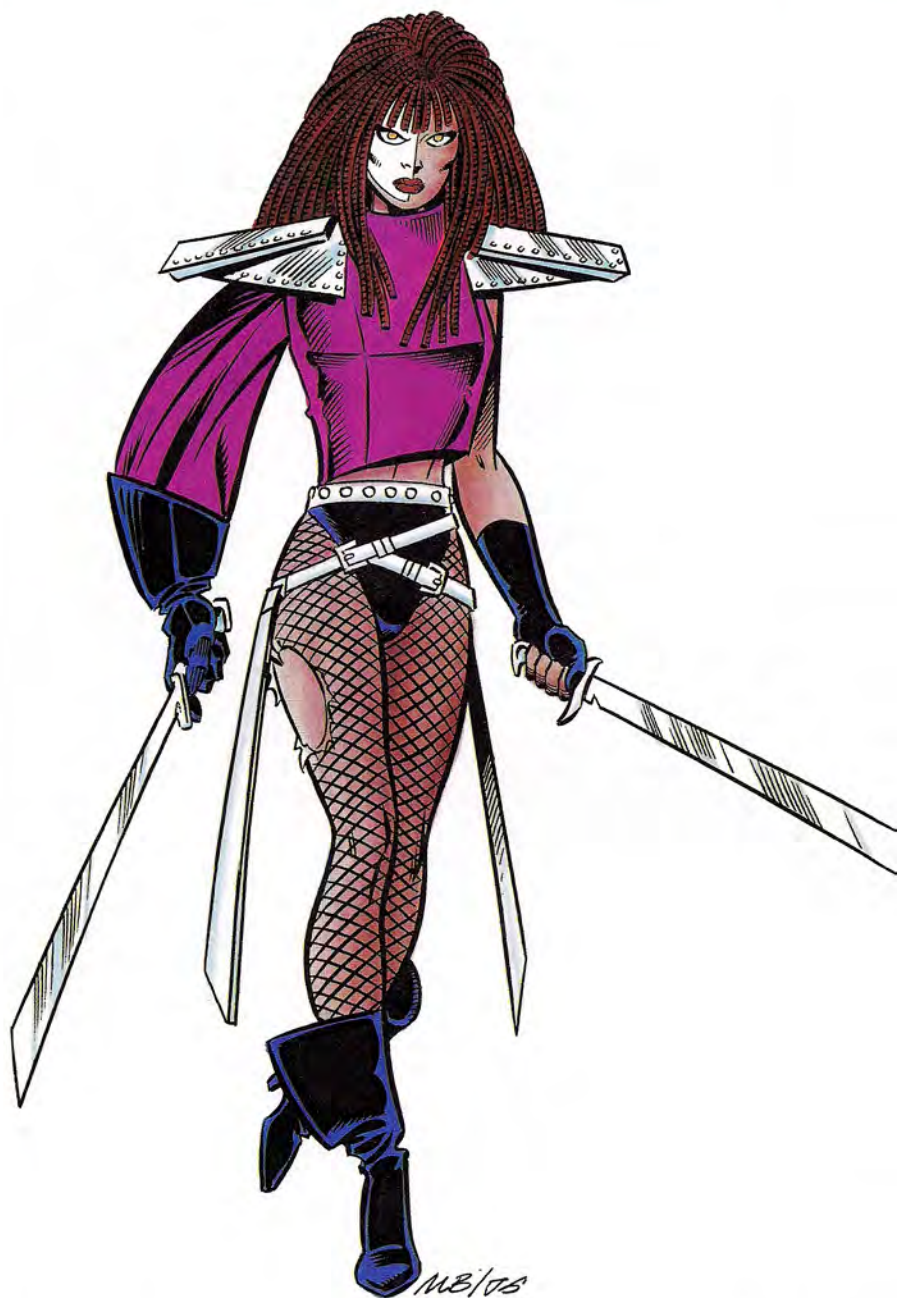
Health: 20

Talents: Mary has the Acting talent. Typhoid is a Weapons Specialist with her machetes, a skill probably augmented by her telekinesis. She knows Martial Arts C and D (Ty-

phoid's psionics allow her to use this talent without the two rounds of study). Typhoid is skilled in Tumbling as well.

Contacts: Typhoid has been the associate of the Kingpin.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

As Mary, she is quiet, loving, and gentle. When she found out that she had an evil alternate persona, she made a decision to commit suicide, sacrificing her life to keep the evil at bay.

As Typhoid, she is a wild seeker of pleasures, caring little for human life and nothing at all for Mary's moral qualms. While she often finds men to wrap in her charms and do her dirty work for her, Typhoid is certainly not shy about entering combat herself.

HISTORY

The early childhood of Typhoid Mary is not well documented. It is known that she spent most of her life in one institution after another as doctors attempted to diagnose or cure her dual personality complex. In her Mary persona, she was fragile, sickly, and prone to epilepsy and other medical disorders. As Typhoid, she was utterly unapproachable and uncontrollable. Also, Typhoid seemed to have none of the ailments, including epilepsy, that haunted Mary.

While Typhoid had always known of Mary and her activities, Mary remained unaware that she had an alter ego. More amazing, the two personae had completely different heart rates, alpha waves, electroencephalogram readings, and even different scents. In fact, Typhoid constantly runs a moderate fever. Typhoid did cooperate with her doctors once when they trained her in telekinesis as a test. Typhoid excelled in her talent to move small objects. Mary manifested no such powers.

After several years, Typhoid Mary escaped her institutions and disappeared for a significant time during which she was presumably learning hand-to-hand combat skills. She turned up later as an extremely successful stage actress. After a short but highly acclaimed career, boosted perhaps by Typhoid's ability to control people's minds, she fell out of sight again. Some time later, she appeared in Chicago as Typhoid, operating as a thief and blackmailer. She turned to New York City, Hell's Kitchen in particular, to prey on criminals. Her change might be explained by Mary's buried influence on the Typhoid persona.

Here she came to the attention of

the Kingpin, who offered her a million dollars to break Daredevil's heart. She accepted, but found her Mary persona falling in love with the costumed crimefighter. Worse yet, the Kingpin had fallen under Typhoid's charms and changed her assignment to a simple assassination. But Mary had grown stronger through the love she had for Murdoch and Typhoid found herself unable to carry out her assignment. She looked through the Kingpin's files on Daredevil and chose to enlist an army of Daredevil's more recent and powerful enemies to serve as her army, beating Daredevil to the brink of death before allowing Typhoid to kill him herself. By this time, Mary had been made aware of Typhoid's existence and sought to kill herself by jumping off a bridge. Coincidentally, this had been the same bridge from which Typhoid had dropped Daredevil days before. Mary looked down to see Daredevil fighting for his life against a demon-possessed vacuum cleaner. She rushed to his aid, only to instinctively call up Typhoid when the vacuum exploded.

Typhoid Mary's current whereabouts are unknown.

STATISTICS:

F RM (30)
A TY (6)
S RM (30)
E IN (40)
R EX (20)
I EX (20)
P MN (75)

Health: 106

Karma: 115

Resources: Incredible (40)

Popularity: -25

BACKGROUND

Real Name: Urthona

Occupation: Tyrant

Legal Status: None

Identity: The populace of Earth is unaware of Urthona's existence

Place of Birth: Unrevealed

Marital Status: Inapplicable

Known Relatives: None

Base of Operations: A distant planet in this dimension

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Growth: Urthona is 14 feet tall and has Typical Growth, giving his opponents +1CS to hit him with physical weapons.

Dense Flesh: Urthona's alien skin is resistant to physical attacks. He has Typical protection against Energy attacks and Poor protection against physical damage.

Magic Spells: Urthona is a very capable sorcerer, capable of casting spells at Unearthly rank. However, he is sharply limited by his race's inability to call on dimensional energies without artificial means. Therefore, he can only use Personal or Universal energies.

Equipment: Urthona sought to steal Doctor Strange's mystical paraphernalia for his own purposes. Strange destroyed all the properties except for the Darkhold. That cursed text is still in the hands of Urthona, and allows him to cast Dimensional spells dedicated to evil entities at Incredible rank.

Talents: Urthona has a Mystic Background, and is well-versed in Occult Lore. Like all members of his race, Urthona is trained in Melee Weapons, and he also possesses the Leadership talent.



Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Urthona is canny and cunning, willing to arrange intricate plans if they will help him achieve his goals. He seeks power in any form and his ultimate goal is to grind the cosmos under his heel.

HISTORY

Urthona first became aware of Doctor Strange when one half of the soul of the empath Topaz came into his possession. With it, he was able to make contact with the other half of Topaz, who at the time dwelt with Doctor Strange. From Topaz, Urthona learned of Strange's mighty talismans of power. Since Urthona was incapable of casting Dimensional spells without assistance, he lusted after the Sorcerer Supreme's artifacts. To that end, he plotted Strange's death and usurping Strange's title.

Urthona held a great tournament among his champions, selected one who might have a chance against

Strange, and set him to battle Strange while the Sorcerer Supreme was away from his Sanctum Sanctorum, simultaneously making contact with Topaz and preparing a spell that would summon the entire Sanctum to his planet, several galaxies away from Earth. By using dark spells, Doctor Strange was able to defeat Urthona's champion, but his body was critically injured while doing so. In his injured state, Strange could not prevent Urthona from taking the Sanctum as well as Wong, Strange's manservant, and Topaz, both of whom were in the house when it was taken.

After a brief pause for healing, Strange set off after his possessions. His own body still weak, Strange allowed an alien apprentice named Rintrah to accompany him, serving

as his agent, and Strange borrowed the Skrull spacecraft from Reed Richards to surprise his enemy by taking a physical passage to Urthona's planet. There, Strange (inhabiting Rintrah's body) and Urthona engaged in a duel, during which Wong was severely injured. In order to save his friends, Strange destroyed all his mystic talismans, rather than to allow Urthona to use them. Urthona, possessing only the Darkhold, a tome beyond Strange's ability to destroy, fled the scene of battle. Topaz, made whole once again, healed Wong, but Strange could find no trace of Urthona. He is presumably researching the fell secrets of the Darkhold, but otherwise his whereabouts are unknown.

STATISTICS:

F TY (6)
A EX (20)
S TY (6)
E GD (10)
R TY (6)
I TY (6)
P TY (6)
Health: 42
Karma: 18
Resources: Poor (4)
Popularity: 0

BACKGROUND

Real Name: Pricilla (last name unrevealed)

Occupation: Adventurer

Legal Status: U.S. citizen, presumably with no criminal record

Identity: Secret

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Associate of Steve Rogers (The Captain), D-Man, the Falcon, and Nomad

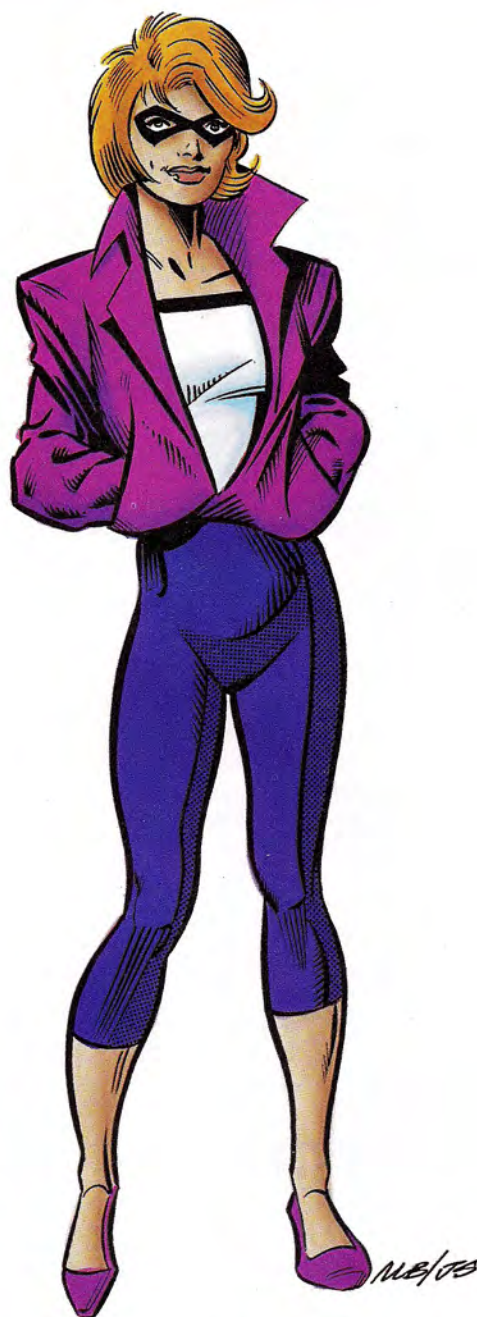
Present Group Affiliation:

KNOWN POWERS:

None

Talents: Pricilla's tenure with several acrobatic superheroes has given her the opportunity to learn Martial Arts A and E, and Wrestling.

Contacts: Vagabond is on good terms with D-Man, the Falcon, and Captain America.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Vagabond is a brave young woman, willing to go to some lengths to experience the thrills she enjoys, but not foolhardy enough to enter into combat with opponents who are out of her league unless she finds it necessary.

HISTORY

Little is known of Pricilla before she rode up with Nomad to join Demolition Man and the Falcon to search for the missing Steve Rogers. It has been suggested that she met Nomad somewhere in his travels and fell in love with him. Pricilla adopted a masked identity under the code-name Vagabond, complementing the name Nomad.

For a time, Vagabond followed Nomad, D-Man, the Falcon, and The Captain, as Rogers was calling himself, staying out of combat unless it proved necessary, for she had little combat training and no powers or equipment that might help her in a fight. During this time, Nomad's feelings of paranoia deepened. He accused Vagabond of dating D-Man behind his back. Worried that Nomad might seriously assault her, Vagabond ended their relationship, although she intended to stay with the group. Nomad continued to be irked by her presence, however, even after he had begun a rough-and-tumble relationship with the reformed Serpent Society member Diamondback. Vagabond contributed what she could to the team's efforts to protect Washington D.C. from the Serpent Society's nihilistic assault on the city's water supply, but left quietly shortly thereafter. Her current whereabouts remain unknown.

STATISTICS:

F IN (40)
A IN (40)
S AM (50)
E IN (40)
R GD (10)
I RM (30)
P TY (6)

Health: 170

Karma: 46

Resources: Typical (6)

Popularity: -15

BACKGROUND

Real Name: Edward Brock

Occupation: Former newspaper reporter, criminal

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

Identity: Publicly known

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliation:

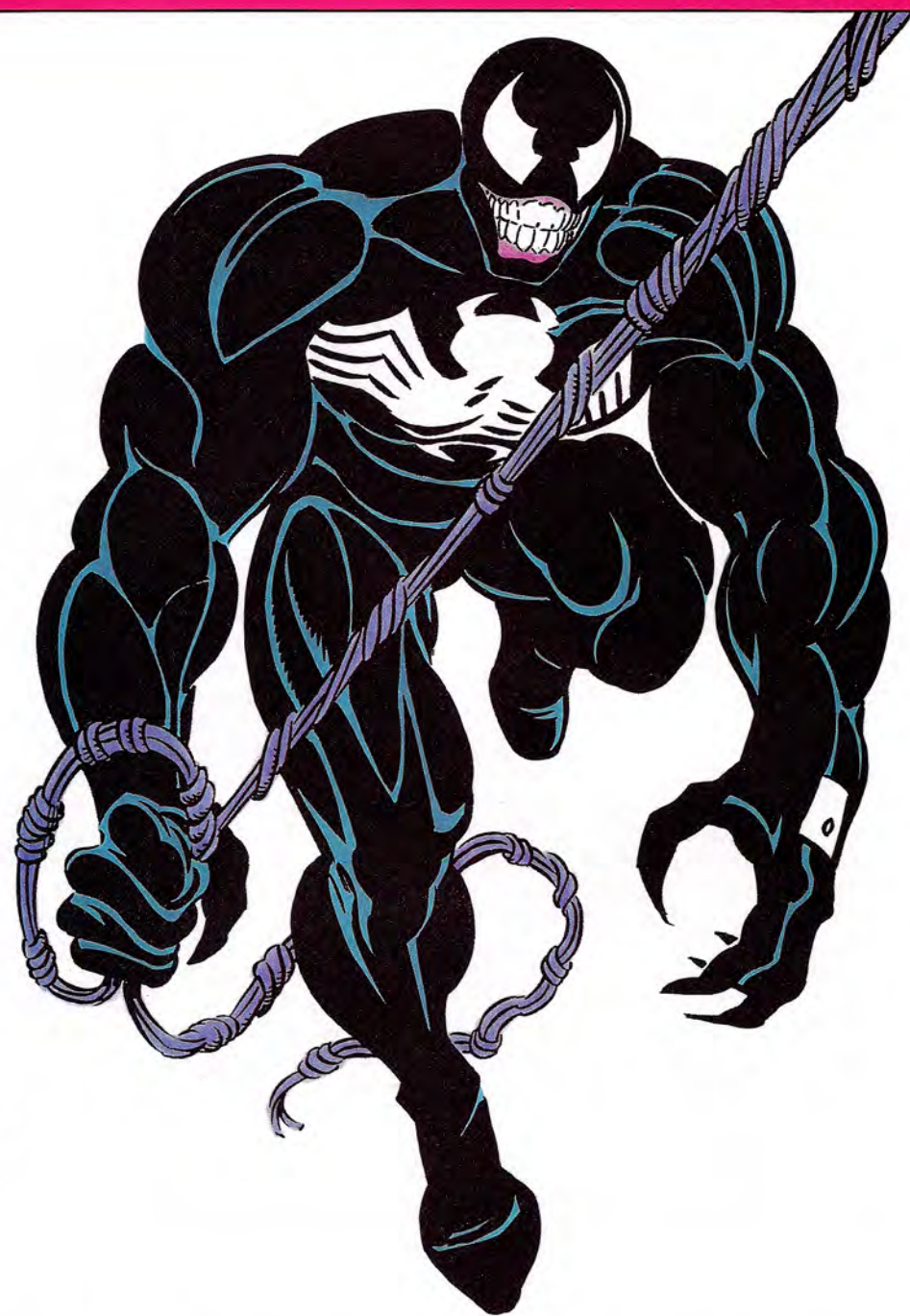
KNOWN POWERS:

Webbing: Brock's living costume provides him with a renewable source of material which he can use as webbing. He can fire Amazing strength webbing which clings to his targets with Incredible rank. As long as the webbing is still connected to Brock's costume, he can manipulate the strands as if they were part of his body. Once separated from Brock, the webbing dissolves in 5-50 minutes. The costume can supply enough webbing for an attack every third round. (It reabsorbs webstrands when Brock is travelling by swing-lines and hence can travel indefinitely in such a manner.) If the costume is taxed beyond this limit, it takes Good damage. See below for the effects of this damage.

Fangs: Venom manifests a wicked row of two-inch teeth. If he wished to bite someone, venom would deliver Excellent Edged damage.

Spider Sense Immunity: Brock's costume cancels Spider-Man's Combat Sense. Not only does this allow Brock to blindside Spider-Man, but it penalizes Spider-Man -2CS on Dodge and Evade maneuvers.

Skin Armor: Although it is not known how, Brock's costume cushions



some of the damage directed against him. He is considered to have Typical protection against blunt physical damage.

Symbiote: Many of Venom's powers come from the symbiote that Brock wears as a costume. The costume can alter its size and color at Brock's desire, dressing him in any style he prefers. Characters adjacent to Venom may attempt to target the costume itself at -4CS. The costume has Remarkable resistance to both blunt and edged physical attacks, but none against energy at-

tacks. It has 30 points of Health, and automatically recovers 6 points of Health each round it's injured. If it is taken below 0 Health, the costume is "unconscious" for 1-10 hours. The costume is psionically bound to Brock, but if he is deprived of it, he has the following statistics:

F	A	S	E
GD	GD	EX	EX

Health: 60

Weaknesses: Venom's costume is vulnerable to certain attack forms. It suffers +2CS of damage when attacked by sonics, and +1CS when

confronted with fire. If someone attempts to psionically sever the bond between Brock and the symbiote, it would prove to be difficult (consider the bond to be of Amazing material strength), but any damage to the bond is taken by Brock.

Talents: Brock was a dedicated newspaperman, and receives a +1CS to his Intuition when attempting to uncover information outside combat.

Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Venom really hates Spider-Man! He would go to any lengths to kill Spider-Man, but wants to deliver the killing blow himself. Brock and the symbiote have formed a partnership of sorts, and Brock spends much of his time talking to his costume. Although he is certifiably insane, Brock is very intelligent. He has a great deal of information at his fingertips, and he is quick to make accurate deductions.

HISTORY

Eddie Brock was a reporter for *The Daily Globe*, the traditional rival of *The Daily Bugle*. Brock was known as an outstanding reporter, uncovering obscure information where no one else could. As his reputation grew, Brock found it harder and harder to live up to. Eventually, he began fabricating small details, and then entire stories. One of these fabrications was discovered by Peter Parker, a freelance photographer working for the *Bugle*. The *Bugle* exposed the story, effectively embarrassing the *Globe* and ending Brock's career as a newspaper reporter.

Some days earlier, a device of Doctor Doom's had penetrated the Baxter Building, home of the Fantastic Four. The device released from captivity the alien costume that Spider-Man had discovered in the first "secret war." Spider-Man had since abandoned the symbiote, as it was draining his vitality, and asked the Fantastic Four to keep it safe, as it was somehow in "love" with Spider-Man and wished to rejoin with him. The costume, escaped and while hunting for Spider-Man, found Brock ready to commit suicide. It sensed Brock's hatred of Parker, and bonded with Brock, hoping to gain

vengeance on the man who had spurned it. It gave Brock superhuman powers, with which the pair hunted down Spider-Man (knowing Parker's dual identity) and nearly killed him. Spider-Man foiled their attempt by remembering that the symbiote was vulnerable to loud noise. Venom was arrested and sent to the Vault, a maximum-security prison for super-powered felons.

Venom escaped and pursued vengeance. Parker's wife Mary Jane spotted Venom at their old apartment and alerted her husband to the danger. Spider-Man pursued his enemy, only to be attacked in a meat-packing plant where he had webbed his street clothes. Parker fled that encounter, leaving behind a stack of change-of-address notices. Brock went to Parker's new address and threatened to harm his relatives unless Spider-Man met Venom for a showdown on the tip of Montauk. At that encounter, Parker offered himself to the symbiote, who still "loved" him. The alien tried to sever its bond with Brock, against Brock's wishes, but the strain proved to be too much, and the pain of the attempt knocked both the symbiote and Brock unconscious. Venom is in custody at this time.

STATISTICS:

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

Health: 26

Karma: 14

Resources: Poor (4)

Popularity: -5

BACKGROUND

Real Name: Alton Vibreaux

Occupation: Former geologist, criminal

Legal Status: U.S. citizen declared legally insane

Identity: Publicly known

Place of Birth: New Orleans, Louisiana

Marital Status: Single

Known Relatives: None

Base of Operations: Southern California

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Seismic Waves: Vibro can somehow direct the pressures along fault lines into vibrating pulses through his arms. These attacks are considered to be Amazing rank Force blasts at a range of 15 areas. As an established Power Stunt, he can affect a living body, delivering Good Force damage and compelling the target to shake uncontrollably until a successful Endurance FEAT roll is made against Excellent intensity. Each round the shaking continues, the victim takes Typical damage.

Force Screens: Vibro can cause vibrational defense screens to protect himself with Good resistance against Energy attacks, and Remarkable protection against physical attacks. He can combine this power with his Seismic Waves, reducing his chance to hit by -1CS but requiring the target to make a Power FEAT against Amazing intensity resistance to close on Vibro.

Weakness: Vibro is dependent upon fault lines for his powers. If he is more than 50 miles from a powerful geological fault, his powers are reduced one rank. If he is more than

200 miles from a fault, his powers are reduced another rank. If he is isolated from the Earth, Vibro has no powers whatsoever.

Talents: None. Previous to his transformation, Professor Vibreaux was well-versed on seismology.

Contacts: None

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Since his transformation, Vibro has been reduced to monomania, wishing vengeance on Franklin Fortney and Iron Man, and only dimly aware of anything else. He has shown himself clever enough to hold a town as hostage for Iron Man's arrival, and to surrender when Iron Man was holding him a quarter-mile above the ground, but his mind is no longer capable of any thoughts more complicated than these.

HISTORY

Alton Vibereaux was a professor of geology. He had taken a sabbatical by working in the field, developing a magnetic harness which would allow him to measure pressures in fault

lines from the inside. Vibereaux hired his work out to an unethical surveyor named Franklin Fortney, who instantly took a disliking to Vibereaux, resenting the professor's academic qualifications. Fortney threatened Vibereaux with violence unless the geologist would use his harness at a time when an imminent earthquake was likely, a real danger in the Southern California region where Fortney was surveying. Vibereaux timidly agreed and seemingly perished when the expected tremor opened up a crevice under him and the magnetic harness could no longer support him. Although it is unclear as to what happened after that, apparently Vibereaux was shunted into an alternate universe. He returned to the surface, his mind impaired, his body horribly disfigured, and with the capability to draw power

from the fault lines.

He attacked Fortney when the surveyor was on an oil rig. James Rhodes, wearing the Iron Man armor, rescued Fortney, and Vibro then swore to destroy Iron Man as well. Vibro almost succeeded, except that Iron Man managed to lure Vibro far enough away from the San Andreas fault to allow Iron Man to capture the criminal.

Vibro was next seen in a massive prison-break-out by a number of supervillains. Steve Rogers, as The Captain, and his teammates D-Man, the Falcon, and Nomad attempted to round up the escaping criminals. After Vibro attacked Nomad, Nomad decided to allow the criminal to fall from a height to his death. No trace of Vibro was found, and his whereabouts remain a mystery.

The companions known as the Warriors Three joined together as a group in recognition of their friendships with one another. One of their first missions was the restoration of Hogun's native land from the tyrant who had usurped its rule, Mogul of the Mystic Mountains.

The Three have fought together countless times in defense of Asgard and other realms against the forces of evil. They most recently proved pivotal in saving Asgard from the menace of Seth when Hogun the Grim launched the Black Knight at the Egyptian God of Evil and "killed" him. Their further exploits are unrecorded.

VOLSTAG

STATISTICS:

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

Health: 140

Karma: 50

Resources: Excellent (20)

Popularity: 20

BACKGROUND

Real Name: Volstag

Occupation: Warrior, Adventurer

Legal Status: Citizen of Asgard

Identity: The general public knows of Volstag but does not believe he is from Asgard

Place of Birth: Asgard

Marital Status: Married

Known Relatives: Gudrun (wife), Aleric, Wolfe, Kevin, Mick (sons), Frosi, Gudrun, Hilde (daughters)

Base of Operations: Asgard

Past Group Affiliations: Warriors Three

Present Group Affiliation:

KNOWN POWERS:

Skin Armor: Volstag's girth adds greatly to his Asgardian hardiness. He has Remarkable resistance to energy and physical attacks. Also, he delivers Excellent damage on others by sitting squarely on top of



grappled targets. He can continue to do Excellent damage by bouncing merrily.

Talents: Volstag is skilled in the use of all edged weapons (+1CS) but finds it difficult to use many swords as their reach often does not clear his belly. As such, he has become proficient in unarmed combat, skilled in variants of Martial Arts B, C, and E, as well as Wrestling.

Contacts: Volstag is a member of the Warriors Three and a loyal citizen of Asgard.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Of the Warriors Three, Volstag is the gentlest, willing to solve matters peacefully if possible. This trait, along with his immense size (he was once in much better shape) and lack of weapon skills, made him the butt of many of Fandral and Hogun's jokes. While Volstag would always pull his weight in battle, so to speak, he did so quietly and in unconventional ways, usually out of the enemy's sight. Of late, he has been more willing to show his skill in combat, and the jokes have stopped. Volstag is patient and kindly as a father, but earnest and brave in combat, willing to lay down his life for Asgard and absolutely loyal to his fellow Warriors Three.

FANDRAL THE DASHING



STATISTICS:

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

Health: 160

Karma: 60

Resources: Excellent (20)

Popularity: 50

BACKGROUND

Real Name: Fandral

Occupation: Warrior, Adventurer

Legal Status: Citizen of Asgard

Identity: The general public does not believe that Fandral is an Asgardian

Place of Birth: Asgard

Marital Status: Single

Known Relatives: None

Base of Operations: Asgard

Past Group Affiliations: Warriors Three

Present Group Affiliation:

KNOWN POWERS:

Skin Armor: Fandral, like all Asgardians, has Good protection from all

physical and energy attacks.

Talents: Fandral is a master swordsman. In addition to the +1CS he receives when using any bladed weapon, he receives an additional +1CS when using a sword, as well as gaining +2 on any initiative roll. Due to his flamboyant fighting style, he is also capable of performing Acrobatics and Tumbling in combat.

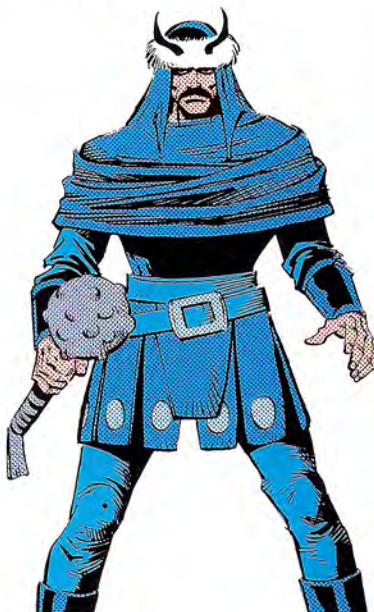
Contacts: Fandral is a member of the Warriors Three and a loyal citizen of Asgard.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Fandral is called the Dashing with good reason. He has an easy smile, and his flashy fighting style is well-known around Asgard. He is a fierce and brave warrior, however, willing to lay down his life to protect Asgard, and is absolutely faithful to his fellow Warriors Three.

HOGUN THE GRIM



STATISTICS:

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

Health: 160

Karma: 50

Resources: Excellent (20)

Popularity: 10

BACKGROUND

Real Name: Hogun

Occupation: Warrior, Adventurer

Legal Status: Naturalized citizen of Asgard

Identity: The general public knows of Hogun but does not believe his godly origin

Place of Birth: Unnamed land in the dimension of Asgard

Marital Status: Single

Known Relatives: None

Base of Operations: Asgard

Past Group Affiliations: Warriors Three

Present Group Affiliation:

KNOWN POWERS:

Skin Armor: Hogun the Grim, like his fellow Asgardians, had Good protection against all physical or energy attacks.

Talents: Hogun is a Weapon Specialist with his mace, which is made of Monstrous strength material. He also has the Military talent. He is skilled (+1CS) with all weapons.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Hogun is quiet and reserved, keeping his own council and speaking only when he must. His respect and friendship are difficult to earn, but once he has given them, he will go to great lengths to protect his friends. His manner is stoic and somewhat sour in the best of times (he has rarely been seen to smile) and downright grisly when defeat seems certain.

STATISTICS:

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

Health: 110

Karma: 76

Resources: Varies

Popularity: -50

KNOWN POWERS:

Possession: The Warwolves have the Monstrous ability to kill their victims by touching them with their tongues. Anyone reduced to 0 Health in this manner is immediately killed, their bodies dissolving and leaving behind an empty skin. The Warwolves can somehow climb into this skin and masquerade as their victims. Climbing in or out of the disguises takes one full turn, and a character can spot something wrong

about a disguised Warwolf if the character declares he is trying to do so and rolls a successful Reason or Intuition roll (player's choice) against an Incredible intensity disguise.

Psychic Immunity: Warwolves have an Unearthly Psi-screen due to their alien nature. They also have Remarkable resistance versus purely magical effects.

Tracking: Warwolves can psionically track their quarry with Amazing chances for success.



Claws: The Warwolves have claws which they use to subdue targets they do not wish to kill. They gain +1CS to strike when using their claws and do either Remarkable blunt damage or Excellent Edged damage.

Talents: None

Contacts: The Warwolves are agents of Mojo, although they would have a hard time gaining aid from him.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Warwolves, usually hunting in packs of six creatures, take a great deal of joy in their pursuit of prey. They love to absorb the life force of as many incidental victims as possible, collecting the skins as some people collect a wardrobe. The Warwolves frequently bicker among themselves, but are more or less loyal to one another against outside forces.

HISTORY

The Warwolves are agents of the extra-dimensional villain known as Mojo, a tyrant who runs his realm like a frantic melodrama. He employs Warwolves as minor trackers within his realm or as big guns elsewhere.

The first time the wolves appeared in the Marvel-Earth dimension was a time when they were pursuing Rachel Summers, Phoenix, who had fled Mo-

jo's influence. The Warwolves were an excellent choice on Mojo's part due to their psionic immunity to Phoenix's powers. She could perhaps bring down a building on top of them, but nothing more direct.

Phoenix was, however, a member of Excalibur at this time, and her friends foiled the Warwolves' first attack. Shadowcat, a member of Excalibur, attempted to lure the Warwolves into a trap by disguising herself as Phoenix, assuming that her phasing powers would keep her safe. Instead, the Warwolves' alien natures interacted oddly with Kitty's powers. She was not safe against their powers, but in turn they had a difficult time consuming her life force. In short order, the Excalibur members had defeated the Warwolves and placed them in a zoo exhibit. It is believed that two of the Warwolves were killed in the combat. If not, then there may be some still at large.

TYPICAL STATISTICS:

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

Health: 28

Karma: 18

Resources: Typical (6)

Popularity: 0

KNOWN POWERS:

Equipment: The Watchdogs carry rifles (see Player's Book page 42) with two extra clips of 4 shots apiece. They also carry handguns as sidearms and occasionally arm themselves with knives as well. The Watchdogs wear helmets, which not only hide their faces but also provide them with Good protection against blinding light. Their uniforms are padded, providing them with Typical protection against blunt physical damage.

Talents: Most Watchdogs have some talent (+1CS) with firearms. Often they operate in packs led by a member with Leadership talents. Of course, particular members of the organization have talents of their own.

Contacts: There are presumed to be almost a thousand Watchdogs. The organization itself has Incredible resources.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Watchdogs are a paramilitary organization operating for the most part in the southeastern U.S., from Texas on east and from Kentucky on south. The organization is morally conservative, being opposed to libraries which offer "sinful" books, health clinics providing information on birth control, and rock-and-roll radio stations. The Watchdogs operate in teams of a dozen or so operatives, burning buildings and occasionally lynching targets. Individual members can best be described as fanatics.

HISTORY

The origins of the Watchdogs are unrecorded. They were first noticed by the federal government some months ago, and the government responded by sending John Walker (at that time Captain America), to deal with them. Captain America took to the job enthusiastically, rounding up dozens of Watchdogs and interfering with a Watchdog operation every week or so.

At one public event, Captain America was confronted with two of his old companions from the time he called himself the Super-Patriot and led a band of strength-augmented vigilantes called the Bold Urban Commandoes, or "Buckies." These two former Buckies fought Captain America on live television, revealing his dual identity. Immediately, the Watchdogs kidnapped Walker's parents to use as hostages in an attempt to stop Captain America's interference with their terrorist activities. Walker discovered where they were being kept and burst in. In the confusion, his parents were gunned down, and Walker went berserk, killing most of the Watchdogs.

The activities of the group and the identities of the upper echelon of Watchdogs is still unrevealed.

STATISTICS:

F FE (2)
 A GD (10)
 S FE (2)
 E GD (10)
 R AM (50)
 I EX (20)
 P TY (6)

Health: 24

Karma: 76

Resources: Shift 0

Popularity: 0

BACKGROUND

Real Name: Widget

Occupation: Not applicable

Legal Status: None

Identity: Not Applicable

Place of Invention: Loch Damon, Scotland

Marital Status: None

Known Relatives: None

Base of Operations: United Kingdom

Past Group Affiliations: Excalibur

Present Group Affiliation:

KNOWN POWERS:

Shrinking: Widget is the size of a cantelope. This Good rank Shrinking burdens opponets with -1CS in attacks on Widget.

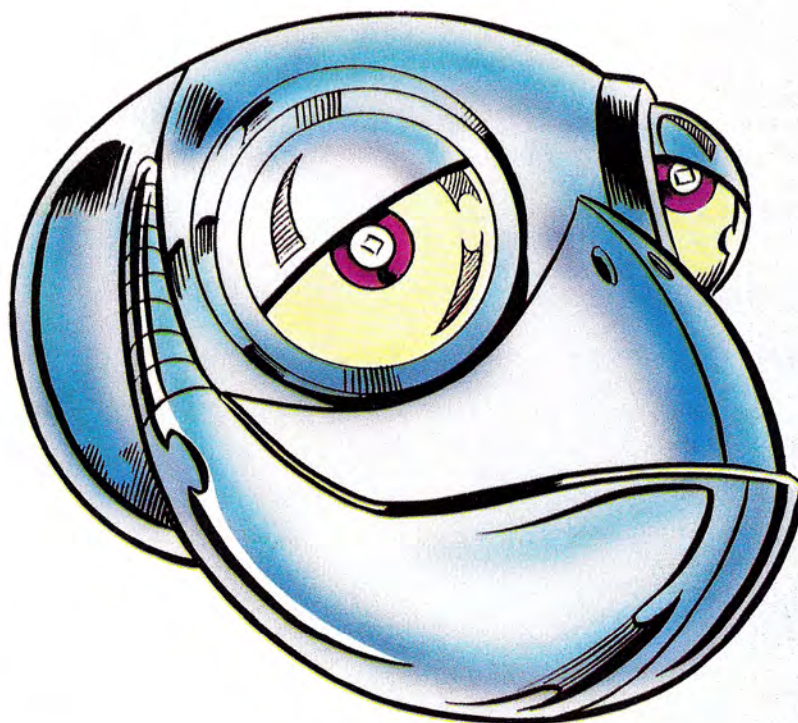
Flight: Widget can float about, flying with Feeble speed.

Jaws: Widget eats metal, chewing through material of up to Amazing strength at a tunnelling rate of one area every two rounds. As an attack, this can cause from Typical to Monstrous damage (Judge's decision) depending on which part of a metallic object Widget eats (it's bad when he eats a car's engine block, but not so bad when he munches an external rear-view mirror); he's not too particular.

Dimensional Aperture: Widget can open portals to other dimensions. It is unknown if this Amazing power has any limitations.

Talents: None

Contacts: Widget has been picked up by Excalibur.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Oh gosh! Oh golly! Oh, wow! Widget is very young, being created not one year ago, and has a limited view of the world. He apparently likes playing games and enjoys sending folks to different dimensions. He must have some rudimentary skills guessing where people would like to go, but Widget sometimes provides inappropriate solutions.

HISTORY

Very little has been recorded regarding Widget's activities. It is known that Widget is a creation of Tweedledum, one of the Crazy Gang with an *idiot savant* talent for inventing unusual machines. Tweedledum poured some old beans and some machine parts into a parabolic reflector and off-handedly invented Widget.

Since then, Widget has transported a boy to safety, an amateur scientist to Saturdyne's realm, a passenger train to and from an alternate reality where the Axis won the World War II, and opened a portal to a pastoral area populated by nomadic amazons.

To protect Alistair Stuart from being lost in the amazons' land, Shadowcat used her phasing power to short out Widget. She then carried the creature back with her to Excalibur headquarters. Widget's further adventures are unrecorded.

GROUP HISTORY

When the X-Men were apparently killed during the battle with the Adversary, no one was more upset than the extra dimensional film producer Mojo, who saw a horrible plummet in the ratings when he was no longer able to televise the activities of everyone's favorite mutant group. And so the call went out for X-Men replacements. Metal X-Men, cute furry X-Animals, skinny X-Men, fat X-Men, tiny X-Men, dancing X-Men, X-Men mimes (etc., etc., ad infinitum). None met with Mojo's satisfaction until the arrival of "The Mighty X-Babies!"

Since one of Mojo's previous ploys had been the reduction of the X-Men to babies, this particular group proved horribly upsetting to him. He transformed the X-Baby Longshot into a photograph and attempted to dump the others. The X-Babies responded to the challenge, thwarting the efforts of the Trademark Police™ to brand them.

But just as the X-Babies were surrounded and outnumbered 10-to-1, the ratings came in on the battle—they were the highest ever. Mojo had no choice but to start a new series of adventures featuring everyone's favorite pre-adolescent munchkinoids. The episodes have yet to come out of production yet, but should undoubtedly prove to be a major success.

All of the X-Babies have the following common background and powers:

BACKGROUND

Real Name: Unrevealed

Occupation: Child actors

Legal Status: Wards of Mojo

Identity: The existence of the X-Babies is not known to the general populace of Earth

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: Mojo Productions Unltd, on an unidentified world in another dimension

Past Group Affiliations: Property (sort of) of Mojo, ally of Ricochet Rita

Present Group Affiliation:

KNOWN POWERS:

Shrinking: All of the X-Babies stand about 3-1/2 to 4 feet tall, giving them



the equivalent of Feeble rank shrinking. This does absolutely nothing for them except make them even cuter.

Transmission Implant: All of the X-Babies are equipped with cybernetic eyes that allow what they see to be transmitted back to Mojo's cameras and monitors. The range of these transmitters is unlimited, capable of bridging most dimensional gaps.

Immunity to Mind Control: For reasons yet to be revealed, Mojo's Monstrous rank Mind Control is reduced to only Excellent against the X-Babies.

X-BABY COLOSSUS

STATISTICS:

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

Health: 110/40

Karma: 22

Resources: Poor (4)

Popularity: 30

KNOWN POWERS:

Self Transformation: Like the original, the Colossus X-Baby can transform himself into organic steel, providing him with Incredible resistance to physical and energy damage, Remarkable resistance to electrical damage, Excellent resistance to corrosives, and Monstrous resistance to heat and cold. He does not rust and has no need to breathe in his armored form (although he cannot survive in a vacuum).

Talents: X-Baby Colossus has no interest in Martial Arts. He has the artist talent in drawing, but is currently limited to crayons and finger paint.

Contacts: Colossus is an actor working for Mojo and his high ratings guarantee that Mojo will not do anything to harm him. He is on good terms with Ricochet Rita.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Like the original, the X-Baby Colossus is trustworthy, loyal, helpful friendly, etc.

X-BABY DAZZLER

STATISTICS:

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

Health: 42

Karma: 18

Resources: Poor (4)

Popularity: 30

KNOWN POWERS:

Sound/Light Conversion: X-Baby Dazzler has the ability to convert sound waves into coherent light. She can create several effects with this light:

- Form a laser beam, either 4 areas, at -1CS damage, or 2 areas, +1CS damage
- A light shield which provides Remarkable protection against physical attacks
- A dazzling attack against anyone who fails an Endurance FEAT roll against the intensity of the attack
- A hypnotic attack, with a 1 area range

The intensity of Dazzler's effects are determined by the noise around her. At a normal level of sound her power is usually Excellent rank. The following can be used as a guideline:
Radio, crowded room = Remarkable
Streets, loud music = Incredible

Explosions, subways = Amazing
At her current age X-Baby Dazzler cannot manipulate more than Amazing levels of light and sound. She is immune to all light attacks herself. She has none of the Power Stunts of the original Dazzler.

Talents: Dazzler has the Performer talent in singing and dancing.

Contacts: Dazzler is an actress working for Mojo and her high ratings guarantee that Mojo will not do anything to harm her. She is on good terms with Richochet Rita.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

X-Baby Dazzler tends to get very emotional, especially when the love of her life X-Baby Longshot is in danger. She is very jealous of X-Baby Rogue.

X-BABY HAVOK

STATISTICS:

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

Health: 52

Karma: 18

Resources: Poor (4)

Popularity: 30

KNOWN POWERS:

Plasma Control: The X-Baby Havok can generate Amazing damage plasma blasts up to a range of 10 areas. For every two areas further away the blasts become -1CS (1-2 areas, Amazing, 3-4 Incredible, to 9-10 Good). He is immune to any plasma

attacks of Amazing rank or less. Unlike his real life counterpart, X-Baby Havok does not radiate plasma energy uncontrollably.

Talents: Unlike his counterpart, X-Baby Havok has no geology skill, although he has a nifty rock collection.

Contacts: Havok is an actor working for Mojo and his high ratings guarantee that Mojo will not do anything to harm him. He is on good terms with Richochet Rita.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Havok is more than willing to take on anybody, anytime if they are giving him trouble. Overall, though, he is pretty much an average X-Baby.

X-BABY LONGSHOT

STATISTICS:

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

Health: 76

Karma: 36

Resources: Poor (4)

Popularity: 33

KNOWN POWERS:

Probability Manipulation: X-Baby Longshot can manipulate probability fields to his advantage. Any percentile roll made by the player running Longshot is read as the high die first (a roll of "1" and "7" would be a roll of 71). Longshot only gets the benefits of his Probability Manipulation if his motives are pure (well, innocent anyway).

Aura Reading: Longshot can read the psychic aura of an object with Remarkable ability and may understand the thoughts of those who have handled the object in the past. The auras of those with the strongest emotions (fear, anger, etc.) will be read best.

Throwing Blades: X-Baby Longshot carries up to 30 knives which can do Good Edged damage and are made of Remarkable strength material. Longshot will almost always go for a bullseye to cause something mischievous to happen, as opposed to throwing for damage.

Hollow Bones: Longshot's bones are hollow like a bird, making him more vulnerable to being moved by high winds. Anyone who uses such attacks will gain a +2CS when attempting to move X-Baby Longshot.

Talents: X-Baby Longshot has the Acrobatic and Tumbling skills, as well as Martial Arts A and E. He receives a +1 to his CS when using his throwing blades.

Contacts: Longshot is an actor working for Mojo and his high ratings guarantee that Mojo will not do anything to harm him, although Mojo might be tempted since X-Baby Longshot reminds him of the real Longshot. He is on good terms with Richochet Rita.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

X-Baby Longshot is quite a lot like the real Longshot—innocent and happy-go-lucky. He says “Gee” a lot.

X-BABY PSYLOCKE

STATISTICS:

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

Health: 46

Karma: 80

Resources: Poor (4)

Popularity: 30

KNOWN POWERS:

Telepathy: Psylocke has Remarkable Rank mental abilities. She can do the following:

- Create Mind Links, allowing her to communicate with others at a distance of up to 25 miles and read others' surface thoughts (only possible with willing subjects). She can also let people in the mindlink talk to each other.
- Perform telepathic projects with a range of 25 mile that allow her to “see” the surrounding area. Both this and the preceding power manifest themselves as a glowing butterfly-mask.
- Perform a Mental Probe. The person being Probed can resist, requiring Psylocke to make a Psyche FEAT roll against the intensity of the person she is Probing.
- Fire bolts of pure psionic force at a range of two areas. These bolts have physical force and can do damage to non-living targets without minds.

Talents: None, although rumors that X-Baby Psylocke may have been a model in a series of baby food commercials have not been confirmed.

Contacts: Psylocke is an actress working for Mojo and her high ratings guarantee that Mojo will not do anything to harm her. She is on good terms with Richochet Rita.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

X-Baby Psylocke considers herself superior to the other girls in the group (except maybe X-Baby Storm). She thinks X-Babies Rogue and Dazzler are just silly for fighting over Longshot—she wouldn't do anything so stupid.

X-BABY ROGUE

STATISTICS:

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

Health: 80

Karma: 22

Resources: Poor (4)

Popularity: 30

KNOWN POWERS:

Power Absorption: X-Baby Rogue can touch another character, flesh-to-flesh, and absorb that person's memories, any talents and powers, and even some degree of the victim's personality. Unlike her real life counterpart, Rogue cannot touch a victim for more than one round. As long as Rogue possesses a victim's powers, that victim goes into a catatonic state and cannot be awakened.

Rogue can absorb more than one victim simultaneously, giving her the highest ability scores and most useful powers of those available. She cannot absorb powers from non-human, including artificial and mechanical beings.

Permanent Absorption: Although no one is quite sure where X-Baby Rogue got them (possibly through whatever duplication process created her and the other X-Babies, as there was no X-Baby Binary or Carol Danvers), she has the following powers:

- Flight—Good Air Speed (8 areas/round)
- Body Armor—Remarkable protection against all forms of attack
- Metabolic Resistance—Amazing resistance to drugs and disease

Talents: None known

Contacts: Rogue is an actress working for Mojo and her high ratings guarantee that Mojo will not do anything to harm her. She is on good terms with Ricochet Rita.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

X-Baby Rogue is as spunky as her real life counterpart. She has a really big crush on X-Baby Longshot and hates Dazzler, her "rival." X-Baby Rogue is not nearly as traumatized as her counterpart about not being able to touch others—she figures it just keeps her from getting cooties.

X-BABY STORM

STATISTICS:

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

Health: 76

Karma: 36

Resources: Poor (4)

Popularity: 30

KNOWN POWERS:

Weather Control: X-Baby Storm has Incredible control over all aspects of the weather, and has mastered the following Power Stunts from pg. 74 of the Players' Book: Create Fog, Summon Storms, Generate Winds, Summon Lightning, Detect Weather
Weather Resistance: X-Baby Storm has Remarkable resistance to high and low temperatures.

Flight: Through wind manipulation

Storm can fly at Excellent Air Speed (10 areas/round).

Talents: X-Baby has a +1CS when thieving or in Aerial Combat.

Contacts: Storm is an actress working for Mojo and her high ratings guarantee that Mojo will not do anything to harm her. She is on good terms with Ricochet Rita.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Storm is the most mature member of the X-Babies. She tries very hard to act like an adult at all times, but all it ever gets her is teased by the other X-Babies.

X-BABY WOLVERINE

STATISTICS:

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

Health: 100

Karma: 86

Resources: Poor (4)

Popularity: 37

KNOWN POWERS:

Adamantium Skeleton: X-Baby Wolverine's skeleton has strips of Adamantium or an Adamantium-like substance bonded to them, giving him Excellent body armor against Blunt physical attacks and Typical protection against Edged damage. He can do Excellent damage with his fists. An opponent striking a particularly bony part of Wolverine's body (such as the jaw) with bare hands takes Typical Blunt damage. It is im-

possible for Wolverine's bones to break.

Claws: X-Baby Wolverine has three really cute little three-inch claws mounted on the back of each hand that can do up to Monstrous damage on the Edged Attack column. Wolverine almost always does no more than Excellent damage unless he is trying to cut through something hard.

Regeneration: X-Baby Wolverine regains 10 Health points per hour or 1 every 5 minutes. He has Unearthly Endurance for FEAT rolls against any toxic substance or diseases.

Animal Empathy: Wolverine can communicate with mammalian carnivores at Amazing rank, usually convincing them to become friends. Unfortunately, he now has more than 20 assorted dogs at his home.

Heightened Senses: Amazing sense of smell and Incredible hearing.

Talents: X-Baby Wolverine has never had any particular need for weapons training, although he does have Martial Arts E and Tumbling. He is +1CS when hiding in shadows or moving silently.

Contacts: Wolverine is an actor working for Mojo (well, sort of), and his high ratings guarantee that Mojo will not do anything to harm him (no matter how obnoxious he is). He is on good terms with Ricochet Rita.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Like his counterpart, X-Baby Wolverine likes to fight, although he wouldn't think of using his claws unless absolutely necessary. He thinks girls are "stupid" and silly, but will help them out just to show how much better he is. He is extremely mischievous and can always be found in the midst of some trouble that he's probably started in the first place.

1989 Character Updates

by Martin, Mortika, Bennie, Rogers, and Tracy

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